



**DYNAMIC HOLDINGS LIMITED**  
**達力集團有限公司**

*(Incorporated in Bermuda with limited liability)*

*(在百慕達註冊成立之有限公司)*

Stock Code 股份代號: 29



Annual Report 年報  
2009-2010

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# Corporate and Investor Information

## 公司及投資者資料

### 董事

#### 執行董事

蔡黎明 (主席)  
陳永杰 (行政總裁)  
陳永涵  
陳俊望  
張志明  
黃正順  
趙少鴻  
黃世達

#### 獨立非執行董事

莊劍青  
SY Robin  
霍錦柱

#### 審核委員會

莊劍青 (主席)  
SY Robin  
霍錦柱

#### 薪酬委員會

蔡黎明  
陳永杰  
莊劍青  
SY Robin  
霍錦柱

#### 公司秘書

黃愛儀

#### 核數師

德勤 • 關黃陳方會計師行

#### 法律顧問

胡家驃律師事務所  
與亞司特律師行聯營  
的近律師行  
Appleby

#### 主要往來銀行

恒生銀行有限公司  
中國工商銀行(亞洲)有限公司  
招商銀行股份有限公司  
中國銀行股份有限公司  
交通銀行股份有限公司

### DIRECTORS

#### Executive Directors

CHUA Domingo, *Chairman*  
CHAN Wing Kit, Frank, *Chief Executive Officer*  
TAN Harry Chua  
TAN Lucio Jr. Khao  
CHEUNG Chi Ming  
PASCUAL Ramon Sy  
CHIU Siu Hung, Allan  
WONG Sai Tat

#### Independent Non-executive Directors

CHONG Kim Chan, Kenneth  
SY Robin  
FOK Kam Chu, John

#### AUDIT COMMITTEE

CHONG Kim Chan, Kenneth, *Chairman*  
SY Robin  
FOK Kam Chu, John

#### REMUNERATION COMMITTEE

CHUA Domingo  
CHAN Wing Kit, Frank  
CHONG Kim Chan, Kenneth  
SY Robin  
FOK Kam Chu, John

#### COMPANY SECRETARY

WONG Oi Yee, Polly

#### AUDITORS

Deloitte Touche Tohmatsu

#### LEGAL ADVISERS

Jackson Woo & Associates  
in association with Ashurst Hong Kong  
Deacons  
Appleby

#### PRINCIPAL BANKERS

Hang Seng Bank Limited  
Industrial and Commercial Bank of China (Asia) Limited  
China Merchants Bank Co., Ltd.  
Bank of China Limited  
Bank of Communications Co., Ltd.

**Corporate and Investor Information (Continued)**  
公司及投資者資料 (續)

**股份代號**

029

**股份過戶登記處****主要股份過戶登記處**

Butterfield Fulcrum Group (Bermuda) Limited  
Rosebank Centre  
11 Bermudiana Road  
Pembroke HM 08  
Bermuda

**股份過戶登記分處**

卓佳登捷時有限公司  
香港灣仔  
皇后大道東28號  
金鐘匯中心26樓

**註冊辦事處**

Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

**主要營業地點**

香港  
銅鑼灣  
希慎道8號  
裕景商業中心17樓

**深圳代表處**

中華人民共和國  
深圳市人民南路2008號  
深圳嘉里中心1321室

**網址**

<http://www.dynamic.hk>  
<http://www.irasia.com/listco/hk/dynamic>

**STOCK CODE**

029

**SHARE REGISTRAR****Principal Share Registrar**

Butterfield Fulcrum Group (Bermuda) Limited  
Rosebank Centre  
11 Bermudiana Road  
Pembroke HM 08  
Bermuda

**Branch Share Registrar**

Tricor Tengis Limited  
26th Floor, Tesbury Centre  
28 Queen's Road East  
Wanchai, Hong Kong

**REGISTERED OFFICE**

Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

**PRINCIPAL PLACE OF BUSINESS**

17th Floor, Eton Tower  
8 Hysan Avenue  
Causeway Bay  
Hong Kong

**REPRESENTATIVE OFFICE IN SHENZHEN**

Unit 1321, Shenzhen Kerry Centre  
2008 Renminnan Road, Shenzhen  
The People's Republic of China

**WEBSITES**

<http://www.dynamic.hk>  
<http://www.irasia.com/listco/hk/dynamic>

**財務日誌**

暫停過戶日期 二零一零年十二月六日至  
二零一零年十二月十日  
(首尾兩天包括在內)  
末期股息記錄 二零一零年十二月三日  
日期  
股東週年大會 二零一零年十二月十日  
派發末期股息 二零一零年十二月二十九日

**FINANCIAL CALENDAR**

Book-close Dates 6 December 2010 –  
10 December 2010  
(both days inclusive)  
Record Date for Final Dividend 3 December 2010  
Annual General Meeting 10 December 2010  
Payment of Final Dividend 29 December 2010



**Building with Vision**  
高瞻遠築



# Chairman's Statement

## 主席報告書



**Mr. CHUA Domingo, Chairman**  
蔡黎明先生(主席)

本人欣然向股東提呈本報告書。

### 業績

截至二零一零年六月三十日止年度與去年同期相比，本集團營業額上升至港幣126,437,000元(二零零九年：港幣86,722,000元)，而毛利則提高29%至港幣94,814,000元(二零零九年：港幣73,249,000元)。此業績主要源自本集團物業銷售收益及投資物業租金收入。此外，本集團錄得其他收入總額為港幣22,763,000元(二零零九年：港幣30,748,000元)，其中包括於回顧年度內假計利息收入及賣方就上海投資物業所提供最後三個月之保證租金收入。

有鑑於本集團在中國大陸投資物業重估的輕微升值，本集團投資物業在回顧年度內整體公平值微升港幣1,706,000元(二零零九年：港幣81,192,000元減值)。

截至二零一零年六月三十日止年度，本公司顯著轉虧為盈，其擁有人應佔溢利為港幣36,521,000元(二零零九年：虧損港幣62,467,000元)，而每股盈利為港幣0.167元(二零零九年：每股虧損港幣0.285元)。撇除投資物業的重估及相關稅項影響後，與去年同期的虧損相比，本公司擁有人於回顧年度的基本利潤大幅提高。

經計入換算呈列貨幣之匯兌收益的其他全面收入，本公司擁有人應佔全面收入總額合計為港幣52,393,000元(二零零九年：開支港幣66,625,000元)。

I am pleased to present my report to the shareholders.

### RESULTS

For the year ended 30 June 2010, the turnover of the Group rose to HK\$126,437,000 (2009: HK\$86,722,000) and the gross profit boosted 29% to HK\$94,814,000 (2009: HK\$73,249,000) as compared with the previous corresponding year. These results are primarily arisen from the proceeds of property sales and rental income generated from the investment properties of the Group. In addition, the Group recorded other income in the sum of HK\$22,763,000 (2009: HK\$30,748,000) including, among others, the imputed interest income and the final three-month guaranteed rental income of investment properties in Shanghai as provided by the vendor in the year under review.

In view of mild appreciation upon revaluation of investment properties of the Group in mainland China, there was a slight increase of HK\$1,706,000 (2009: decrease of HK\$81,192,000) in the overall fair value of the investment properties of the Group for the year under review.

For the year ended 30 June 2010, the Company marked a turnaround profit of HK\$36,521,000 (2009: loss of HK\$62,467,000) attributable to its owners with earnings per share of HK\$0.167 (2009: loss per share of HK\$0.285). Excluding the impact of revaluation and the related tax effect on investment properties, the underlying profit of the Company to its owners soared substantially for the year under review as against the loss of the previous corresponding year.

Taking into account of other comprehensive income of exchange gain on translation to presentation currency, the total comprehensive income attributable to owners of the Company amounted to HK\$52,393,000 (2009: expense of HK\$66,625,000).

## Chairman's Statement (Continued)

主席報告書(續)



### 股息

董事會建議派發末期股息每股港幣2仙(二零零九年：港幣2仙)予於二零一零年十二月十日名列本公司股東名冊之所有股東。連同本年度已派發予本公司股東之中期股息每股港幣2仙，股息總額將為每股港幣4仙。股息單預期將約於二零一零年十二月二十九日寄予各股東，但須待股東在即將舉行之本公司股東週年大會上通過。

### DIVIDENDS

The Directors recommend the payment of a final dividend of 2 Hong Kong cents (2009: 2 Hong Kong cents) per share to the shareholders of the Company whose names appear on the register of members on 10 December 2010. An interim dividend of 2 Hong Kong cents per share were paid to the shareholders of the Company during the year which, in aggregate, gives total dividends for the year of 4 Hong Kong cents per share. Subject to approval of shareholders at the forthcoming annual general meeting of the Company, the warrants for the final dividend are expected to be despatched to those entitled on or about 29 December 2010.

### 業務回顧

於回顧年度，在中國大陸經濟高漲及物業市場飆升的動力下，本集團於中國大陸一線城市經營的物業租賃及物業銷售的可報告分類中已顯示業績增進。

### BUSINESS REVIEW

In the year under review, the Group operated in reportable segments of property rental and property sales in the first-tier cities of mainland China, results of which showed improvement under the momentum of surging economy and property market in mainland China.

物業租賃分類業績反映溢利為港幣55,206,000元(二零零九年：虧損港幣14,528,000元)，而其中港幣30,397,000元(二零零九年：港幣3,906,000元)源自上海投資物業，餘額則從北京投資物業在穩定的資本價值下所致。本集團上海及北京投資物業共帶來租賃收入合計為港幣72,448,000元(二零零九年：港幣76,386,000元)，佔本集團總營業額57%。

The segment results of property rental reflected a profit of HK\$55,206,000 (2009: loss of HK\$14,528,000), of which HK\$30,397,000 (2009: HK\$3,906,000) was generated from investment properties in Shanghai with the balance from those in Beijing under stabilised capital value. The rental income of the Group generated from its investment properties in Shanghai and Beijing amounted to HK\$72,448,000 (2009: HK\$76,386,000), which accounted for 57% of the total turnover of the Group.

Chairman's Statement (Continued)  
主席報告書 (續)



業務回顧 (續)

在上海，基於在回顧年度新辦公樓供應的激增及環球經濟放緩影響，外國租戶在租賃續約及租賃新經營地方呈緩滯，本集團位處於上海浦東名為「裕景國際商務廣場」之優質辦公樓的租金及佔用率均下滑。佔用率於二零一零年六月三十日約為80%，而於回顧年度租金收入合計為港幣48,173,000元（二零零九年：港幣51,306,000元），而賣方於本年度仍提供最後三個月保證租金收入為港幣1,349,000元（二零零九年：港幣11,409,000元）。

在北京，隨著經濟反彈，結合家庭可支配收入及消費者開銷的增長，於回顧年度零售業需求日益活躍，積極推動著整個商業市場的租賃活動。本集團位處於北京朝陽區的「尚街購物中心」，在區內已是擁有充裕顧客流量的完善購物綜合商場，於回顧年度，已大致達到完全佔用水平及穩固租金收入。

此外，北京住宅市場在投資物業積極情緒下交投暢旺，於回顧年度，提升了由本集團開發的朝陽園餘下待售住宅單位的銷售量及售價水平。本集團賺取物業銷售收益合計為港幣53,989,000元（二零零九年：港幣10,336,000元），為本集團總營業額帶來43%貢獻，而分類業績則攀升至溢利港幣24,817,000元（二零零九年：港幣456,000元）。

BUSINESS REVIEW (Continued)

In Shanghai, due to the surge of supply of new office buildings and the sluggish impact on foreign tenants for renewals and new premises as a result of the global economic slowdown in the year under review, there was downstream in rental and occupancy rate of the quality offices of the Group known as “Eton Place” situated in Pudong, Shanghai. The occupancy rate was about 80% as at 30 June 2010 with rental income in an aggregate of HK\$48,173,000 (2009: HK\$51,306,000) for the year under review, subsisted by the final three-month guaranteed income of HK\$1,349,000 (2009: HK\$11,409,000) as provided by the vendor in the year under review.

In Beijing, as the economy rebounded, along with accelerating household disposable income and consumer spending, retail demand became increasingly active, driving leasing activities across commercial sector during the year under review. The “Uptown Mall” of the Group located in Chaoyang District, Beijing, being a well-established shopping mall complex in the district with flow of affluent shoppers, attained nearly full level of occupancy, with steady rental income in the year under review.

Moreover, the residential market in Beijing was brisk under positive sentiment of property investment that promoted the sales volume and price level of remaining unsold residential units of Chaoyang Garden developed by the Group in the year under review. The Group realised proceeds of property sales in the sum of HK\$53,989,000 (2009: HK\$10,336,000), which contributed 43% to the total turnover of the Group, while the segment results soared to a profit of HK\$24,817,000 (2009: HK\$456,000).



## Chairman's Statement (Continued)

主席報告書(續)



## 業務回顧(續)

正如本公司於二零一零年六月四日公告所披露，本集團已於二零零九年七月提呈國際仲裁申請(「申請書」)請求深圳圳華港灣企業有限公司(「圳華」)(持有位處於東角頭一幅土地使用權)的中方合資夥伴(「合資夥伴」)強制履行股東協議(「股東協議」)，股東協議於較早前已被國際仲裁裁決為合法有效。根據股東協議，本集團在圳華之股權權益增持至80%。仲裁聆訊於二零零九年九月開審，而中國國際經濟貿易仲裁委員會(「仲裁委員會」)於二零一零年五月二十七日作出仲裁裁決(「裁決」)。根據裁決，其中包括，仲裁委員會否決了申請書，而仲裁委員會卻支持合資夥伴所作出終止股東協議的請求。按照本公司法律顧問的意見，裁判已是最終和決定性。圳華已於較早前根據本集團佔有其49%之股權權益而被列為本集團共同控制公司，及由本集團授予圳華的全部墊支款項已納入為本集團共同控制公司欠款。因此，裁決結果於回顧年度概無對本集團之綜合全面收益表及綜合資產淨值構成重大負面影響。

與此同時，本集團已尋求法律意見及已採取權宜的行動，以維護其在圳華的最佳利益及加強圳華所持有的資產最佳價值。

## BUSINESS REVIEW (Continued)

As disclosed in the announcement of the Company dated 4 June 2010, the Group lodged a petition (the “Petition”) for international arbitration in July 2009, claiming against the Chinese joint venture partner (the “JV Partner”) of Shenzhen Zhen Wah Harbour Enterprises Ltd. (“Zhen Wah”, which entitles to land use right of a piece of land located in Tung Kok Tau), for its specific performance under a shareholders’ agreement (the “Shareholders’ Agreement”). The Shareholders’ Agreement was previously awarded under a previous international arbitration as legally valid and effective. Pursuant to the Shareholders’ Agreement, the equity interests of the Group in Zhen Wah was to be increased to 80%. The arbitration proceedings were heard in September 2009 and the arbitral award (the “Award”) was made by China International Economic and Trade Arbitration Commission (“CIETAC”) on 27 May 2010. Pursuant to the Award, amongst others, the Petition was rejected by CIETAC whereas the petition made by JV Partner for termination of the Shareholders’ Agreement was supported by CIETAC. As advised by the legal adviser to the Company, the Award was final and conclusive. Zhen Wah has previously been accounted for as a jointly controlled entity of the Group based on the Group’s 49% interest in Zhen Wah; and all advances to Zhen Wah by the Group has been included as amount due from such jointly controlled entity. As a result thereof, there was no material adverse impact on the consolidated statement of comprehensive income and the consolidated net asset value of the Group pursuant to the Award in the year under review.

Meanwhile, the Group has sought legal advice and taken expedient action so as to safeguard its best interests in Zhen Wah and to bolster best value of the assets held by Zhen Wah.

Chairman's Statement (Continued)  
主席報告書(續)



## 財務回顧

### 資本架構

本集團維持穩定及充裕財務狀況，而其融資及財務政策均以企業層面及審慎態度管理及控制。於二零一零年六月三十日，本公司股東應佔權益合共為港幣1,474,313,000元（二零零九年：港幣1,430,684,000元），而每股資產淨值為港幣6.73元（二零零九年：港幣6.53元），有抵押及無抵押之借貸總額合共為約港幣285,500,000元（二零零九年：港幣325,500,000元），並為港幣及以浮動利率基準計算而須於兩年內償還。於二零一零年六月三十日，本集團負債比率約為10.8%（二零零九年：12.7%），該比率乃按本集團負債淨額（扣除銀行結餘及現金）相對本公司擁有人應佔權益計算。在回顧年度內匯率波動風險對本集團概無重大影響，本年度並沒有為對沖目的而採用金融工具。

### 財政資源及資金流動

於回顧年度內，北京物業銷售收益及上海與北京投資物業租金收入已為本集團帶來充裕現金流量。於二零一零年六月三十日，本集團銀行結餘及現金大部份為人民幣及港幣，總額為港幣126,976,000元（二零零九年：港幣144,445,000元）。本集團於本年度內有充裕現金流量，於二零一零年六月三十日維持尚未動用信貸額合共港幣11,000,000元（二零零九年：港幣11,500,000元），並以浮動利率計算，作為流動資金。

## FINANCIAL REVIEW

### Capital Structure

The financial position of the Group remains stable and liquid, and its financing and treasury policies are managed and controlled at the corporate level and prudent manner during the year. At 30 June 2010, the equity attributable to owners of the Company amounted to HK\$1,474,313,000 (2009: HK\$1,430,684,000) with net asset value per share of HK\$6.73 (2009: HK\$6.53). Total unsecured and secured bank borrowings of the Group amounted to about HK\$285,500,000 (2009: HK\$325,500,000), which were in Hong Kong dollars and repayable within 2 years on floating rate basis. As at 30 June 2010, the gearing ratio of the Group was about 10.8% (2009: 12.7%) based on the net debt of the Group (after deducting bank balances and cash) to its equity attributable to owners of the Company. No significant exposure to foreign currency fluctuations affected the Group and no financial instruments were used for hedging purpose in the year under review.

### Financial Resources and Liquidity

In the year under review, sufficient cashflow was generated by sales proceeds of properties in Beijing as well as rental income of investment properties in Shanghai and Beijing. As at 30 June 2010, the Group's bank balance and cash stood at HK\$126,976,000 (2009: HK\$144,445,000), denominated primarily in renminbi yuans and Hong Kong dollars. With sufficient cashflow, the Group maintained an un-utilised credit facilities of HK\$11,000,000 (2009: HK\$11,500,000) as working capital at floating interest rate as at 30 June 2010.

## Chairman's Statement (Continued)

主席報告書(續)



## 財務回顧(續)

## 資產抵押及或然負債

於二零一零年六月三十日，本集團為取得財務機構的一般性銀行融資，已將置存價值合共為港幣997,948,000元(二零零九年：港幣997,130,000元)之物業作為抵押，並已將若干銀行存款港幣21,239,000元(二零零九年：港幣12,303,000元)向銀行作出抵押，為本集團房地產項目的住房買家獲授予住房貸款提供擔保。於呈報期間的終結日，本集團曾為於北京住宅項目的住房買家提供銀行住房貸款擔保。於二零一零年六月三十日，本集團提供該等擔保住房貸款為港幣123,484,000元(二零零九年：港幣216,216,000元)。本公司董事認為由於該等財務擔保合同之借貸相對價值比率為低，故有關財務擔保合同之首次確認及於呈報期間的終結日之公平值並不重大。

## 展望

儘管中國政府近期實行反投機的嚴厲措施，以抑制對投資住房的需求，但中國經濟的基層基礎及推動動力依然穩健，令來年處於優勝及有利位置。

## FINANCIAL REVIEW (Continued)

## Pledge of Assets and Contingent Liabilities

As at 30 June 2010, the Group pledged its properties with a total carrying value of HK\$997,948,000 (2009: HK\$997,130,000) to financial institutions as security against general banking facilities granted to the Group, and also pledged certain of its bank deposits in the sum of HK\$21,239,000 (2009: HK\$12,303,000) to banks to secure home loans granted to the home buyers of property project of the Group. As at the end of the reporting period, the Group has given guarantees in respect of settlement of home loans provided by banks to the home buyers of a property project in Beijing. As at 30 June 2010, the Group had given guarantees in respect of such home loans of HK\$123,484,000 (2009: HK\$216,216,000). The Directors of the Company consider that the fair values of these financial guarantee contracts at their initial recognition and at the end of the reporting period are insignificant on the basis of the low loan to value ratio.

## PROSPECTS

Despite the recent anti-speculative stringent measures imposed by the PRC Government to curb investment demand for housing, the underlying fundamentals and drivers of the economy in China remain solid and well positioned to outperform in the ensuing year.

Chairman's Statement (Continued)  
主席報告書 (續)



### 展望 (續)

在上海，預期世界博覽會後將有一些新的優質寫字樓在浦東區落成並給予具競爭性租金，這將帶動提升及搬遷往這些新寫字樓空間的激烈競爭市場。本集團在「裕景國際商務廣場」租賃續約時，將貫徹以具競爭性的租賃策略保留租戶並吸引新的外國及本地租戶，以保持高入住率及本集團在上海的固定經常性收入。

在北京，位處於朝陽區新購物商場的投入經營，將會增加租賃及佔用率壓力。然而，在消費支出增強下，商業信心及零售業對空間的需求將會保持穩定增長。本集團將繼續透過強化策略性市場定位及資產管理，結合受歡迎的租戶及品牌組合和具競爭性租賃條款以提升「尚街購物中心」在北京的市場優勢及優質形象。與此同時，預期官方的嚴厲房屋政策將可能令來年的物業銷售降溫。

在深圳，本集團將致力維護其在圳華之最佳利益及務求優化投資價值，包括但不限於，尋求進一步法律意見以採取可行行動(如有)，與合作夥伴協商在這方面尚未解決問題，及與相關政府部門就優化重建計劃及充份提升圳華就持有東角頭資產價值協商，以配合官方城市重新分區及深圳經濟特區的發展和城市規劃。

### PROSPECTS (Continued)

In Shanghai, a number of new high-quality office buildings in Pudong are expected to reach completion after World Expo which will bring upon a keen market for upgrading and relocation to these new office spaces that offer competitive rentals. The Group will strive for tenant retention at “Eton Place” upon lease renewals and attract new local and foreign tenants with competitive rental strategies to sustain high occupancy rate with constant recurring revenue to the Group in Shanghai.

In Beijing, the launch of new shopping malls in Chaoyang District will add pressure on rentals and take-up rate. Yet, business confidence and retailer demand for spaces will continue to grow steadily as consumer spending is strengthening. The Group will continue to reinforce strategic positioning and asset management, coupled with favorable tenant mix and brand portfolio and competitive rental terms to uplift market edge and prime image of “Uptown Mall” in Beijing. At the same time, it is anticipated that property sales will likely cool down in the coming year, resulting from the strict official housing policies.

In Shenzhen, the Group will procure to safeguard its best interests and will seek to optimise its value of investments in Zhen Wah, including but not limited to, seeking further legal advice for possible actions (if any) and negotiations with the JV Partner to resolve outstanding issues in this respect as well as negotiations with the relevant government authorities to optimise redevelopment plan and maximize asset values of Tung Kok Tau held under Zhen Wah, in alignment with the official regional rezoning, development and city planning of Shenzhen Special Economic Zone.

## Chairman's Statement (Continued)

主席報告書 (續)

### 致意

於本年度內，SALAZAR Lourdes Apostol女士辭退本公司獨立非執行董事職務，董事會謹再次向她在任期內對本集團作出寶貴的貢獻深表謝意。

董事會就於本年度內本集團各股東、來往銀行、客戶、供應商及其他人士對本集團作出的寶貴支持；以及全體職員對本集團的重大貢獻，謹此深表謝意。

主席  
蔡黎明

香港，二零一零年九月十七日

### APPRECIATION

During the year, Ms. SALAZAR Lourdes Apostol resigned as an Independent Non-executive Director of the Company. The Board of Directors would like to express its sincere gratitude to her again for her valuable contributions to the Group during her tenure.

The Board of Directors would like to thank the shareholders, bankers, customers, suppliers of the Group and others who have extended their invaluable support to the Group and all staff of the Group for their considerable contributions to the Group in the year.



CHUA Domingo  
Chairman

Hong Kong, 17 September 2010

## Profile of Management 管理人員簡介

根據香港聯合交易所有限公司證券上市規則（「上市規則」）規定，每位董事的簡介及按第13.51B(1)條董事的最新資料，連同本公司及其附屬公司（「本集團」）高級管理人員的簡介如下：

### 董事

#### 執行董事

**蔡黎明先生**，現年69歲，自一九九二年起獲委任為本公司主席，並為董事會薪酬委員會成員和根據證券及期貨條例第XV部的條文為本公司之主要股東。蔡先生具有逾37年物業發展及投資以及業務管理之經驗，彼主要負責本集團整體策略性領導及方向。蔡先生並出任Eton Properties Philippines, Inc.、Allied Banking Corporation、PAL Holdings, Inc. 及Tanduay Holdings, Inc.（均在菲律賓聯合交易所上市）之董事職位。蔡先生並在裕景興業（集團）有限公司（「裕景」），持有權益與董事職務，裕景為專攻香港高檔物業市場的卓越物業投資及發展集團。此外，彼為菲鷹航空公司主席，並於中國大陸、香港、美國及菲律賓之若干銀行、酒店、啤酒、房地產、股票經紀及融資公司擔任董事職位。彼與本公司其他執行董事關係為：陳永杰博士、陳永涵先生及張志明先生之內兄；以及陳俊望先生及黃正順先生之姑丈。

**陳永杰博士**，現年61歲，於二零零六年獲委任為本公司行政總裁及執行董事。彼負責本集團整體表現。彼亦為董事會薪酬委員會成員。彼於物業發展及投資、銀行及綜合管理擁有逾24年經驗。過往，他曾出任於香港裕景和Oceanic Bank（在三藩市州立商業銀行）之行政總裁；及新聯銀行（香港）有限公司（在香港有限牌照銀行）之副主席。彼持有應用科學學士學位、工商管理碩士學位及人文學榮譽博士。彼與本公司其他執行董事關係為：蔡黎明先生及張志明先生之內弟；陳永涵先生之弟；以及陳俊望先生及黃正順先生之叔父。

**陳永涵先生**，現年65歲，於二零零九年九月二十五日獲委任為本公司執行董事。彼負責本集團業務發展、投資及管理。彼於房地產、銀行、酒店、航空及綜合管理具有逾38年之經驗。於現在及過去三年內，陳先生出任Eton Properties Philippines, Inc.、Allied Banking Corporation、PAL Holdings, Inc.、MacroAsia Corporation及Tanduay Holdings, Inc.（均在菲律賓聯合交易所上市）之董事職位。過往，他曾出任Oceanic Bank（在三藩市州立商業銀行）、在廈門新聯商業銀行、The Charterhouse及Asia Brewery Inc.的董事職位。彼持有化學工程學士學位。彼與本公司其他執行董事關係為：蔡黎明先生及張志明先生之內弟；陳永杰博士之兄；以及陳俊望先生及黃正順先生之叔父。

The brief biographical details of each Director under and updated information on Directors pursuant to rule 13.51B (1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), together with brief biographical details of senior management of the Company and its subsidiaries (the “Group”) are as follows:

### DIRECTORS

#### Executive Directors

**Mr. CHUA Domingo**, aged 69, is the Chairman of the Company nominated in 1992. He is also a member of Remuneration Committee of the Board and a substantial shareholder of the Company under Part XV of the Securities and Futures Ordinance. With over 37 years’ experience in property development and investment and business management, Mr. CHUA is primarily responsible for overall strategic leadership and direction of the Group. Mr. CHUA also holds directorships in each of Eton Properties Philippines, Inc., Allied Banking Corporation, PAL Holdings, Inc. and Tanduay Holdings, Inc., all of which are listed on The Philippine Stock Exchange, Inc. Mr. CHUA also holds interests and directorships in the group of Eton Properties (Holdings) Limited (“Eton”), a prestige property investment and development group specialising up-market properties in Hong Kong. In addition, he is the chairman of Air Philippines Corporation and directors of several banking, hotel, brewery, real estate, brokerage and finance companies in mainland China, Hong Kong, the U.S.A. and the Philippines. He is related to other Executive Directors of the Company being brother-in-law of Dr. CHAN Wing Kit, Frank, Mr. TAN Harry Chua and Mr. CHEUNG Chi Ming; and uncle of Mr. TAN Lucio Jr. Khao and Mr. PASCUAL Ramon Sy.

**Dr. CHAN Wing Kit, Frank**, aged 61, is the Chief Executive Officer and Executive Director of the Company and was appointed in 2006. He is responsible for overall performance of the Group. He is also a member of the Remuneration Committee of the Board. He has over 24 years of experience in property development and investment, banking and general management. Over the years, he held senior positions as the chief executive officers of Eton in Hong Kong and Oceanic Bank, a state chartered commercial bank in San Francisco and vice chairman of Allied Banking Corporation (Hong Kong) Limited, a restricted licensed bank in Hong Kong. He holds a bachelor degree in applied science, a master degree in business administration and an honorary doctorate in humane letters. He is related to other Executive Directors of the Company being brother-in-law of Mr. CHUA Domingo and Mr. CHEUNG Chi Ming; brother of Mr. TAN Harry Chua; and uncle of Mr. TAN Lucio Jr. Khao and Mr. PASCUAL Ramon Sy.

**Mr. TAN Harry Chua**, aged 65, is an Executive Director of the Company and was appointed on 25 September 2009. He is in charge of business development, investment and management of the Group. He has over 38 years of experience in real estate, banking, hotel, airline and general management. At present and in the past three years, Mr. TAN holds directorships in Eton Properties Philippines, Inc., Allied Banking Corporation, PAL Holdings, Inc., MacroAsia Corporation and Tanduay Holdings, Inc., which are all listed on The Philippines Stock Exchange, Inc. Over the years, he has held positions as the director of Oceanic Bank, a state chartered commercial bank in San Francisco, Allied Commercial Bank in Xiamen, The Charterhouse and Asia Brewery Inc. He holds a bachelor degree in chemical engineering. He is related to several Executive Directors of the Company being brother-in-law of Mr. CHUA Domingo and Mr. CHEUNG Chi Ming; brother of Dr. CHAN Wing Kit, Frank; and uncle of Mr. TAN Lucio Jr. Khao and uncle of Mr. PASCUAL Ramon Sy.

## Profile of Management (Continued)

### 管理人員簡介 (續)

#### 董事 (續)

##### 執行董事 (續)

**陳俊望先生**，現年44歲，於一九九七年起獲委任為本公司執行董事。彼負責本集團業務發展、投資及管理，並擁有約19年之業務管理工作經驗。於現在及過去三年內，陳先生出任Eton Properties Philippines, Inc.、PAL Holdings, Inc.、MacroAsia Corporation、Philippine National Bank及Tanduay Holdings, Inc. (均在菲律賓聯合交易所上市)之董事職位，並現任菲律賓航空公司之董事；及於菲律賓一間航空輔助及後勤公司出任總裁及行政總裁。彼亦曾於菲律賓多間公司擔任高級行政職務，其中包括煙草及釀酒業務。彼獲美國西北大學及香港科技大學共同頒發行政工商管理碩士課程之碩士學位，及持有土木工程學士學位。彼與其他執行董事關係為：蔡黎明先生、陳永杰博士、陳永涵先生及張志明先生之侄兒；以及黃正順先生之內弟。

**張志明先生**，現年66歲，於一九九九年獲委任為本公司執行董事。彼負責本集團業務發展、投資及管理，擁有約40年房地產、啤酒及服務行業之經驗。自一九七六年起，彼在巴布亞新畿內亞的Kenmore Pty., Ltd. (為經營製造、房地產及服務行業的最大集團之一)內曾擔任執行董事。彼亦為裕景及於中國大陸啤酒集團公司擔任高級行政職務。彼持有農務及水利學士學位，並與本公司其他執行董事關係為：蔡黎明先生之內弟；陳永杰博士及陳永涵先生之內兄；以及陳俊望先生及黃正順先生之姑丈。

**黃正順先生**，現年51歲，於二零零六年獲委任為本公司執行董事。彼負責本集團業務發展、投資及管理。彼於製造業、物業發展及投資擁有逾28年經驗。彼現擔任裕景高級行政職位，亦擔任在中國內地、香港及菲律賓有業務的若干房地產、製造業及物流公司董事。彼為聯太工業有限公司(在香港聯合交易所有限公司上市)之獨立非執行董事。彼持有經濟學學士學位。彼與本公司其他執行董事關係為：蔡黎明先生、陳永杰博士、陳永涵先生及張志明先生之姪女婿；以及陳俊望先生之姐夫。

**趙少鴻先生**，現年52歲，於二零零七年獲委任為本公司執行董事。彼亦為本集團之財務總監。彼持有工商管理碩士學位，並於香港會計及財務界具有逾27年之經驗。彼於一九九三年加入本集團前，曾於主要會計師行服務；及於香港地產公司擔任不同之高級會計職位。

#### DIRECTORS (Continued)

##### Executive Directors (Continued)

**Mr. TAN Lucio Jr. Khao**, aged 44, is an Executive Director of the Company and was appointed in 1997. He is in charge of business development, investment and management of the Group. He has about 19 years of experience in business management. At present and in the past three years, Mr. TAN holds directorships in Eton Properties Philippines, Inc., PAL Holdings, Inc., MacroAsia Corporation, Philippine National Bank and Tanduay Holdings, Inc., which are all listed on The Philippines Stock Exchange, Inc. And he is currently a director of Philippine Airlines as well as the president and chief executive officer of an airline support and logistics company in the Philippines. He has held senior executive positions in various companies including tobacco and rum industries in the Philippines. He was awarded master degree under executive master of business and administration program (EMBA) jointly by Northwestern University in the United States and Hong Kong University of Science and Technology as well as holding a bachelor degree in civil engineering. He is related to other Executive Directors of the Company being nephew of Mr. CHUA Domingo, Dr. CHAN Wing Kit, Frank, Mr. TAN Harry Chua and Mr. CHEUNG Chi Ming; and brother-in-law of Mr. PASCUAL Ramon Sy.

**Mr. CHEUNG Chi Ming**, aged 66, is an Executive Director of the Company and was appointed in 1999. He is in charge of business development, investment and management of the Group. He possesses about 40 years of experience in real estate, brewery and services industry. He has been an executive director of Kenmore Pty., Ltd., one of the largest group of manufacturing, real estate and service companies in Papua New Guinea since 1976, and is also senior executives of Eton and group of brewery companies in mainland China. He holds a bachelor degree in agricultural and water conservancy. He is related to other Executive Directors of the Company being brother-in-law of Mr. CHUA Domingo, Dr. CHAN Wing Kit, Frank and Mr. TAN Harry Chua; and uncle of Mr. TAN Lucio Jr. Khao and Mr. PASCUAL Ramon Sy.

**Mr. PASCUAL Ramon Sy**, aged 51, is an Executive Director of the Company and was appointed in 2006. He is in charge of business development, investment and management of the Group. He has over 28 years of experience in manufacturing, property development and investment. He currently holds a senior executive position in Eton. He also serves as directors in several real estate, manufacturing and logistics companies with businesses in mainland China, Hong Kong and the Philippines. And he is an independent non-executive directors of United Pacific Industries Limited, which is listed on The Stock Exchange of Hong Kong Limited. He holds a bachelor degree in economics. He is married to the niece of four other Executive Directors of the Company, namely, Mr. CHUA Domingo, Dr. CHAN Wing Kit, Frank, Mr. TAN Harry Chua and Mr. CHEUNG Chi Ming; and brother-in-law of Mr. TAN Lucio Jr. Khao.

**Mr. CHIU Siu Hung, Allan**, aged 52, is an Executive Director of the Company and was appointed in 2007. He is also the financial controller of the Group. He holds a master degree in business administration and has over 27 years of experience in the accounting and finance field in Hong Kong. Prior to joining the Group in 1993, he worked at a major accounting firm and held various senior accounting positions in property companies in Hong Kong.

## Profile of Management (Continued)

### 管理人員簡介 (續)

#### 董事 (續)

##### 執行董事 (續)

**黃世達先生**，現年49歲，於二零零八年獲委任為本公司執行董事。彼亦為本集團的中國部總經理。彼於一九九零年加入本集團。彼為香港會計師公會會員，並獲香港中文大學頒發工商管理碩士學位。彼於會計界及中國大陸房地產發展項目具有23年之經驗。根據上市規則第13.51B(1)條規定，最新資料為根據本公司全資附屬公司達力管理服務有限公司與黃先生簽訂的服務合同，黃先生全年薪金約為港幣1,012,000元及可享有酌情花紅，其酬金乃根據董事會薪酬委員會建議按其表現功績和能力之基準而釐定。

##### 獨立非執行董事

**莊劍青先生**，現年59歲，於一九九四年獲委任為本公司獨立非執行董事。彼亦為董事會審核委員會主席及薪酬委員會成員。彼是珠寶業資深人士，具有逾38年珠寶業務工作經驗，彼現正管理多間於香港、新加坡及日本從事珠寶製造、批發及出口業務之公司。

**SY Robin先生**，現年75歲，於一九九四年獲委任為本公司獨立非執行董事。彼亦為董事會審核委員會及薪酬委員會成員。彼為菲律賓一間從事船務船主Asia Shipping Corporation之總裁，亦為一名律師，並於菲律賓若干公司擔任高級行政職務，該等公司從事造船、修理業務及重型建造器械貿易。

**霍錦柱先生**，現年60歲，於二零一零年九月一日獲委任為本公司獨立非執行董事。彼亦為董事會審核委員會及薪酬委員會成員。彼持有工商管理碩士學位及法律學士學位。彼乃英國財務會計師公會之會員、香港註冊財務策劃師協會及中國內地之註冊財務策劃師以及香港商業風險評估專業協會之核准風險評估策劃師。彼擁有約40年銀行及高級管理之經驗。現時彼為新聯銀行(香港)有限公司之獨立非執行董事。

#### 高級管理人員

**黃愛儀女士**，現年44歲，為本集團公司秘書。彼持有工商管理碩士學位，乃香港特許秘書公會資深會員，亦為香港會計師公會會員，於香港上市公司具有逾22年企業管治、會計、財務及法律事務之經驗，彼於一九九四年加入本集團。

**楊小平先生**，現年57歲，為本集團項目總監。於二零零七年加盟本集團前，彼一直從事房地產建築行業，並曾於從事房地產開發的上市公司出任高層管理人員。楊先生具有逾23年房地產建築及業務管理的經驗。

#### DIRECTORS (Continued)

##### Executive Directors (Continued)

**Mr. WONG Sai Tat, Patrick**, aged 49, is an Executive Director of the Company and was appointed in 2008. He is also the general manager of China operations of the Group. He joined the Group in 1990. He is an associate of Hong Kong Institute of Certified Public Accountants and obtained a master degree in business administration from the Chinese University of Hong Kong. He has 23 years of experience in the accounting field and development projects of real estate in Mainland China. Pursuant to the rule 13.51B (1) of the Listing Rules, the updated information is that in accordance with the service contract entered into between him and Dynamic Management Services Limited, a wholly-owned subsidiary of the Company, he is entitled to an annual remuneration of about HK\$1,012,000 with discretionary bonus, which will be determined according to the emolument policy as recommended by the Remuneration Committee of the Board on the basis of his performance merit and competence.

##### Independent Non-executive Directors

**Mr. CHONG Kim Chan, Kenneth**, aged 59, is an Independent Non-executive Director of the Company and was appointed in 1994. He is also the Chairman of Audit Committee and a member of Remuneration Committee of the Board. He is a veteran in the jewellery business in which he has over 38 years of working experience. He is managing a number of companies engaged in jewellery manufacturing, wholesaling and exports activities in Hong Kong, Singapore and Japan.

**Mr. SY Robin**, aged 75, is an Independent Non-executive Director of the Company and was appointed in 1994. He is also a member of Audit Committee and Remuneration Committee of the Board. He is the president of Asia Shipping Corporation, a shipowner engaged in shipping business in the Philippines. He is also a lawyer and holds senior executive positions in some companies engaged in shipbuilding and repairing business as well as heavy construction equipment trading field in the Philippines.

**Mr. FOK Kam Chu, John**, aged 60, is an Independent Non-executive Director of the Company and was appointed on 1 September 2010. He is also a member of Audit Committee and Remuneration Committee of the Board. He holds master degree in business administration and bachelor degree in laws. He is an associate of the Institute of Financial Accountants in United Kingdom, registered financial planner of the Society of Registered Financial Planner in Hong Kong and in mainland China as well as certified risk planner of The Institute of Crisis and Risk Management in Hong Kong. He has about 40 years' experience in banking and senior management. Currently he serves as an independent non-executive director of Allied Banking Corporation (Hong Kong) Limited.

#### SENIOR MANAGEMENT

**Ms. WONG Oi Yee, Polly**, aged 44, is the company secretary of the Group. She holds a master degree in business administration and is a fellow of The Hong Kong Institute of Chartered Secretaries. She is also an associate of Hong Kong Institute of Certified Public Accountants and has more than 22 years of experience in corporate governance, accounting, finance and legal affairs in publicly listed companies in Hong Kong. She joined the Group in 1994.

**Mr. YANG Xiao Ping**, aged 57, is the chief project manager of the Group. Prior to joining the Company in 2007, Mr. Yang was engaged in the construction industry of real estate, and was senior management staff of listed companies engaged in development of real estate. Mr. Yang possesses over 23 years' experience in real estate construction and business management.





**Building with Ingenuity**  
築具匠心



# Directors' Report

## 董事報告書



董事同寅謹將截至二零一零年六月三十日止年度之董事報告書及經審核綜合財務賬項呈覽。

### 主要業務

本公司乃一間投資控股公司，其主要附屬公司之業務為物業投資及發展。

主要附屬公司之主要業務載於綜合財務賬項附註第35項內。

### 業績及分配

本集團截至二零一零年六月三十日止年度之業績載於第27頁綜合全面收益表內。

於二零零九年十二月十八日，末期股息每股港幣2仙已派發予本公司股東作為於截至二零零九年六月三十日止年度之末期股息。

中期股息每股港幣2仙合共港幣4,382,000元於本年度內已向本公司股東派發，董事現建議派發末期股息每股港幣2仙合共港幣4,382,000元予於二零一零年十二月十日名列本公司股東名冊之股東，令截至二零一零年六月三十日止年度之股息總額合共為每股港幣4仙。

The Directors have pleasure in presenting their report and the audited consolidated financial statements for the year ended 30 June 2010.

### PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The activities of its principal subsidiaries are property investment and development.

The principal activities of the principal subsidiaries are set out in note 35 to the consolidated financial statements.

### RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 30 June 2010 are set out in the consolidated statement of comprehensive income on page 27.

On 18 December 2009, a final dividend of 2 Hong Kong cents per share was paid to the Company's shareholders as a final dividend for the year ended 30 June 2009.

An interim dividend of 2 Hong Kong cents per share amounting to HK\$4,382,000 was paid to the shareholders of the Company during the year. The Directors now recommend the payment of a final dividend of 2 Hong Kong cents per share amounting to HK\$4,382,000 payable to the shareholders of the Company whose names appear on the register of members of the Company on 10 December 2010 which, in aggregate, will give a total of dividends for the year ended 30 June 2010 of 4 Hong Kong cents per share.

## Directors' Report (Continued)

董事報告書(續)



### 物業、機器及設備及投資物業

投資物業公平值增加合共港幣1,706,000元已撥入綜合全面收益表內。

本集團物業、機器及設備及投資物業之變動詳情分別載於綜合財務賬項附註第15及16項內。

### 購買、出售或贖回上市證券

於本年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

### 本公司可供分派儲備

本公司於二零一零年六月三十日可供分派予股東之儲備為港幣41,215,000元之保留溢利。

### PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

The increase in the fair value of the investment properties which has been credited to the consolidated statement of comprehensive income amounted to HK\$1,706,000.

Details of these and other movements in the property, plant and equipment and investment properties of the Group are set out in notes 15 and 16 to the consolidated financial statements, respectively.

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

### DISTRIBUTABLE RESERVES OF THE COMPANY

The Company's reserves available for distribution to shareholders were the retained earnings of HK\$41,215,000 as at 30 June 2010.

Directors' Report (Continued)  
董事報告書 (續)



## 董事

於本年度內及截至本報告書日期，本公司之董事如下：

### 執行董事：

蔡黎明先生 (主席)  
陳永杰博士 (行政總裁)  
陳永涵先生  
(於二零零九年九月二十五日獲委任)  
陳俊望先生  
張志明先生  
黃正順先生  
趙少鴻先生  
黃世達先生  
陳永年先生  
(於二零零九年十月三十日退任)

### 獨立非執行董事：

莊劍青先生  
SY Robin先生  
霍錦柱先生  
(於二零一零年九月一日獲委任)  
SALAZAR Lourdes Apostol女士  
(於二零一零年六月一日辭任)

## DIRECTORS

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

### Executive Directors:

Mr. CHUA Domingo, *Chairman*  
Dr. CHAN Wing Kit, Frank, *Chief Executive Officer*  
Mr. TAN Harry Chua  
(appointed on 25 September 2009)  
Mr. TAN Lucio Jr. Khao  
Mr. CHEUNG Chi Ming  
Mr. PASCUAL Ramon Sy  
Mr. CHIU Siu Hung, Allan  
Mr. WONG Sai Tat  
Mr. TANENGLIAN Mariano Chua  
(retired on 30 October 2009)

### Independent Non-executive Directors:

Mr. CHONG Kim Chan, Kenneth  
Mr. SY Robin  
Mr. FOK Kam Chu, John  
(appointed on 1 September 2010)  
Ms. SALAZAR Lourdes Apostol  
(resigned on 1 June 2010)

**Directors' Report** (Continued)

## 董事報告書 (續)

**董事** (續)

根據本公司之公司細則第99及102條，陳永杰博士、趙少鴻先生、黃世達先生及SY Robin先生須輪席告退，霍錦柱先生出任董事截至應屆股東週年大會，彼等均願膺選連任。

除根據本公司之公司細則第99條輪席告退規定外，所有獲委任之獨立非執行董事之服務合約均為期兩年，同時，彼等已根據香港聯合交易所有限公司證券上市規則（「上市規則」）第3.13條確認其獨立性。

**董事之股份權益及淡倉**

於二零一零年六月三十日，根據證券及期貨條例（「該條例」）第352條須存置之權益名冊所載，董事及彼等聯繫人士擁有本公司股份之權益及淡倉（按該條例定義）如下：

**董事名稱**

蔡黎明先生 (附註)

黃正順先生

附註：蔡黎明先生之公司權益乃透過Dynamic Development Corporation而持有，而Carnation Investments Inc.則全資擁有Dynamic Development Corporation，蔡黎明先生乃Carnation Investments Inc.唯一股東及董事。

除上文所披露者外，董事或彼等聯繫人士於二零一零年六月三十日概無在本公司或其任何聯營公司（定義見該條例）的任何股份、相關股份或債券中擁有任何權益或淡倉；或依據上市公司董事進行證券交易之標準守則須知會本公司及香港聯合交易所有限公司。

**DIRECTORS** (Continued)

In accordance with bye-laws 99 and 102 of the Company's Bye-Laws, Dr. CHAN Wing Kit, Frank, Mr. CHIU Siu Hung, Allan, Mr. WONG Sai Tat and Mr. SY Robin will retire by rotation and Mr. FOK Kam Chu, John holds office until the forthcoming annual general meeting and all being eligible, offer themselves for re-election.

All Independent Non-executive Directors have been appointed, subject to retirement by rotation in accordance with the Company's bye-law 99, for a term of two years and they have confirmed their independence pursuant to rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

**DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES**

As at 30 June 2010, the interests and short positions held by the Directors and their associates in the shares of the Company (within the meaning of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be maintained under Section 352 of the SFO were as follows:

| Name of Director        | 所持已發行普通股數目<br>(好倉)                                       |                                | 本公司已發行<br>股本百分比<br>Percentage of<br>the issued share<br>capital of the<br>Company |
|-------------------------|--|--------------------------------|---|
|                         | Number of issued ordinary<br>shares held (long position) |                                |   |
|                         | 個人權益<br>Personal<br>interests                            | 公司權益<br>Corporate<br>interests |   |
| Mr. CHUA Domingo (note) | 4,000,000  | 89,321,279                     | 42.59%  |
| Mr. PASCUAL Ramon Sy    | 80,000   | -                              | 0.04%   |

Note: The corporate interests of Mr. CHUA Domingo were held through Dynamic Development Corporation. Dynamic Development Corporation is wholly-owned by Carnation Investments Inc. of which Mr. CHUA Domingo is the sole shareholder and director.

Save as disclosed above, none of the Directors or their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations as defined in the SFO as at 30 June 2010; or would require, pursuant to Model Code for Securities Transactions by Directors of the Listed Companies, to be notified to the Company and The Stock Exchange of Hong Kong Limited.

## Directors' Report (Continued)

### 董事報告書 (續)

#### 董事購買股份或債券之權利

除於綜合財務賬項附註第30項內說明外，本公司或其任何附屬公司於本年度內並無訂立任何安排，可使本公司董事藉購買本公司或任何其他法人團體之股份或債券而獲益。於本年度內，本公司董事、彼等配偶或18歲以下子女概無任何權利、或行使任何該等權利以認購本公司之證券。

#### 董事於競爭業務中權益

於本年度內及截至本報告日期，根據上市規則，本公司以下董事被視為在與本集團業務直接或間接有競爭或可能有競爭之業務中擁有權益。

蔡黎明先生、陳永杰博士、陳永涵先生、張志明先生、黃正順先生及黃世達先生均於香港及／或中國大陸從事物業投資及發展之公司中持有權益及／或擔任董事職務。

由於董事會乃獨立於上述公司之董事會，故本集團能獨立於該等公司業務且公平合理下經營其業務。

#### 董事於重大合約中權益

除於下述關連交易及持續關連交易以及綜合財務賬項附註第33項內披露者外，本公司或其任何附屬公司於年終或本年度內訂立之重大合約中，本公司各董事概無直接或間接之重大權益存在。

#### 董事之服務合約

所有擬於應屆股東週年大會上膺選連任之董事，與本公司或其任何附屬公司概無訂立任何不得於一年內被本集團終止而毋須作出賠償（法定賠償除外）之服務合約。

#### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Other than as described in note 30 to the consolidated financial statements, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate and none of the Directors of the Company, their spouses or children under the age of 18, had any rights to subscribe for securities of the Company, or had exercised any such rights during the year.

#### DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year and up to the date of this report, the following Directors of the Company are considered to have interests in businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group pursuant to the Listing Rules.

Mr. CHUA Domingo, Dr. CHAN Wing Kit, Frank, Mr. TAN Harry Chua, Mr. CHEUNG Chi Ming, Mr. PASCUAL Ramon Sy and Mr. WONG Sai Tat held interests and/or directorship in companies engaged in the businesses of property investment and development in Hong Kong and/or the mainland China.

As the Board is independent from the boards of the said companies, the Group is capable of carrying on its businesses independently of, and at arm's length from, the businesses of such companies.

#### DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in connected transactions and continuing connected transactions below and in note 33 to the consolidated financial statements, no contract of significance, to which the Company or any of its subsidiaries was a party and in which a Director of the Company had material interests, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

#### DIRECTORS' SERVICE CONTRACTS

None of the Directors proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

**Directors' Report** (Continued)

## 董事報告書(續)

**關連交易**

本公司於二零零六年二月二十四日的通函內所披露，經本公司獨立股東於二零零六年三月十四日批准通過後，本集團收購位於上海名為「裕景國際商務廣場」之物業，該物業擁有182個辦公室單位，總樓面面積約為30,188平方米（「物業」）。作為賣方 Eton Properties Group Limited 及作為擔保方裕景興業有限公司之兩位關連人士（定義見上市規則，而本公司控股股東及主席蔡黎明先生及其聯繫人士均間接擁有該等公司實益權益），已提供自物業交付日起計為期三年，每年8%之保證毛租金回報總額人民幣60,000,000元。該物業已於二零零六年九月三十日交付，據此，於本年度內支付予本集團金額為港幣1,349,000元。

**持續關連交易**

根據「裕景國際商務廣場」公契（「公契」），賣方屬下之一間接全資附屬公司伊頓物業管理（上海）有限公司（「物業經理」），出任物業經理負責管理「裕景國際商務廣場」（包括物業）。按照公契，與其他受約束業主的條款一樣，本集團須按每月每平方米人民幣28元計算支付物業管理費予物業經理。依據有關之物業管理合約，物業經理的聘用期由二零零八年十月一日至二零一一年九月三十日止，為期三年。上述交易的詳情已在本公司於二零零八年九月二十四日向股東寄發的通函中披露。

此等按上市規則構成本公司持續關連交易，而上限金額為本集團根據公契應付予物業經理之物業管理費最高金額，於截至二零零九年、二零一零年及二零一一年六月三十日止各個財政年度每年為人民幣12,000,000元，上述交易已於二零零八年十月十日獲本公司獨立股東批准。

按上市規則第14A.38條之規定，董事會委聘本公司核數師就本集團之持續關連交易進行若干協定程序。核數師已將該等程序之據實調查結果向董事會報告。

**CONNECTED TRANSACTIONS**

As disclosed in the circular of the Company dated 24 February 2006, the Group acquired a property situated in Shanghai known as "Eton Place" with 182 office units and a gross floor area of approximately 30,188 square metres (the "Property") after approval by independent shareholders of the Company on 14 March 2006. Eton Properties Group Limited as vendor and Eton Properties Limited as guarantor, two connected persons (as defined in the Listing Rules in which Mr. CHUA Domingo, the controlling shareholder and Chairman of the Company together with his associates are indirectly beneficially interested) have provided a gross rental guarantee yield of 8% per annum in the amount of RMB60,000,000 for three years from date of delivery of the Property, which was completed on 30 September 2006. And the amount paid to the Group pursuant thereto was HK\$1,349,000 in the year.

**CONTINUING CONNECTED TRANSACTIONS**

Pursuant to a deed of mutual covenant ("DMC") in respect of "Eton Place", 伊頓物業管理(上海)有限公司 (Eton Property Management (Shanghai) Company Limited) (the "Property Manager"), being an indirect wholly-owned subsidiary of the Vendor acts as the property manager to manage "Eton Place" (including the Property). Property management fees of RMB28 per square meter per month are payable by the Group to the Property Manager on the same terms binding on other owners of other parts of "Eton Place" calculated in accordance with the DMC. The engagement of the Property Manager as set out in the relevant property management contract will be for a term of three years commencing from 1 October 2008 to 30 September 2011. Details of the above transactions are disclosed in the Company's circular to shareholders dated 24 September 2008.

These constitute continuing connected transactions of the Company under the Listing Rules, and the cap is the maximum amount of property management fees payable by the Group to the Property Manager pursuant to the DMC in the sum of RMB12,000,000 for each of the financial years ended 30 June 2009, 2010 and 2011, which have been approved by independent shareholders of the Company on 10 October 2008.

Pursuant to rule 14A.38 of the Listing Rules, the Board of Directors of the Company engaged the auditor of the Company to perform certain agreed-upon procedures in respect of the continuing connected transactions of the Group. The auditor has reported the factual findings on these procedures to the Board of Directors.

## Directors' Report (Continued)

### 董事報告書 (續)

#### 持續關連交易 (續)

按上市規則第14A.37條之規定，本公司獨立非執行董事已檢閱上文載列之持續關連交易，並確認此等交易乃按本公司一般商務條款之日常業務進行，並按規管有關交易之協議進行，其條款為公平合理及符合本公司股東之整體利益。

#### 主要股東

除有關蔡黎明先生之權益於「董事之股份權益及淡倉」內披露外，於二零一零年六月三十日，本公司概無接獲根據該條例第336條規定須記載於權益名冊內所擁有本公司任何其他權益或淡倉及相關股份之申報。

#### 薪酬政策

於二零一零年六月三十日，本集團於香港及中國大陸聘用少於八十名員工，薪酬與現行市場水平相若，並包括員工福利如醫療保險、公積金計劃及優先認股權計劃。

本集團之僱員薪酬政策由薪酬委員會按功績、資格及能力表現而訂立。

本公司之董事薪酬由薪酬委員會根據本集團經營業績、個別工作表現及市場可比較統計而釐定。

本公司已採納優先認股權計劃以鼓勵董事及合資格僱員，計劃詳情載於綜合財務賬項附註第30項內。

#### 主要客戶及供應商

於本年度內，本集團五大客戶之總營業額佔本集團總營業額百分比少於30%，而本集團五大供應商之採購總額佔本集團採購總額百分比少於15%。

#### CONTINUING CONNECTED TRANSACTIONS (Continued)

Pursuant to rule 14A.37 of the Listing Rules, the Independent Non-executive Directors of the Company have reviewed the above continuing connected transactions and confirmed that the transactions have been entered into in the ordinary and usual course of business of the Company upon normal commercial terms and in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

#### SUBSTANTIAL SHAREHOLDERS

Other than the interests disclosed in the “Directors’ interests and short positions in shares” in respect of Mr. CHUA Domingo, the Company has not been notified of any other interests or short position and underlying shares of the Company as required to be recorded in the register under Section 336 of the SFO as at 30 June 2010.

#### EMOLUMENT POLICY

At 30 June 2010, the Group had below 80 employees in Hong Kong and the Mainland China at prevailing market remuneration with employee benefits such as medical insurance, provident fund schemes and a share options scheme.

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

The emoluments of the Directors of the Company are decided by the Remuneration Committee, having regard to the Group’s operating results, individual performance and comparable market statistics.

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 30 to the consolidated financial statements.

#### MAJOR CUSTOMERS AND SUPPLIERS

During the year, the percentage of the turnover attributable to the Group’s five largest customers in aggregate was less than 30% of the total turnover of the Group and the percentage of purchases attributable to the Group’s five largest suppliers in aggregate was less than 15% of the total cost of sales of the Group.



## Directors' Report (Continued)

### 董事報告書(續)

#### 優先購買權

本公司之公司細則概無優先購買權之規定，或百慕達法例亦無強制規定本公司須按股權比例配售新股份予現時股東。

#### 充足公眾持股量

於本報告日期，按本公司所取得的公眾資料並就本公司董事所悉，本公司於截至二零一零年六月三十日止年度內一直已維持充足公眾持股量。

#### 企業管治

本公司於截至二零一零年六月三十日止年度內已遵守上市規則附錄十四所載之企業管治常規守則的守則條文(於「企業管治報告書」所載偏離除外)。本公司所採取企業管治常規之資料列於第96至104頁內「企業管治報告書」內。

#### 核數師

本公司擬於即將召開之股東週年大會上提呈決議案，重聘德勤•關黃陳方會計師行為本公司之核數師。

代表董事會

董事兼行政總裁  
陳永杰

香港，二零一零年九月十七日

#### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's bye-laws, or the laws of Bermuda which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

#### SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors of the Company, as at the date of this report, the Company has maintained a sufficient public float throughout the year ended 30 June 2010.

#### CORPORATE GOVERNANCE

The Company has complied throughout the year ended 30 June 2010 with the Code on Corporate Governance Practices as set out in Appendix 14 to the Listing Rules save for the deviation as disclosed in the "Corporate Governance Report". Information on the corporate governance practices adopted by the Company is set out in "Corporate Governance Report" on pages 96 to 104.

#### AUDITOR

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

On behalf of the Board



CHAN Wing Kit, Frank  
Director and Chief Executive Officer

Hong Kong, 17 September 2010

# Independent Auditor's Report

## 獨立核數師報告書

# Deloitte.

## 德勤

德勤·關黃陳方會計師行  
香港金鐘道88號  
太古廣場一座35樓

Deloitte Touche Tohmatsu  
35/F One Pacific Place  
88 Queensway  
Hong Kong

致達力集團有限公司列位股東  
(在百慕達註冊成立之有限公司)

我們已審核列載於第27至89頁達力集團有限公司(以下簡稱「貴公司」)及其附屬公司(以下合稱「貴集團」)的綜合財務賬項,此綜合財務賬項包括於二零一零年六月三十日的綜合財務狀況表與截至該日止年度的綜合全面收益表、綜合權益變動表和綜合現金流量表,以及主要會計政策概要及其他附註解釋。

### 董事就綜合財務賬項須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例之披露規定編製真實及公平地列報該等綜合財務賬項。這責任包括設計、實施及維持與編製真實及公平地列報綜合財務賬項相關的內部控制,以使綜合財務賬項不存在由於欺詐或錯誤而導致的重大錯誤陳述;選擇和採納適當的會計政策;及按情況下作出合理的會計估計。

### 核數師的責任

我們的責任是根據我們的審核對該等綜合財務賬項作出意見。我們的報告僅按照百慕達公司法第90條,為股東(作為一個團體)而編製,並不為其他任何目的。我們並不就本報告之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,以合理確定綜合財務賬項是否不存有任何重大錯誤陳述。

### TO THE SHAREHOLDERS OF DYNAMIC HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Dynamic Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 27 to 89, which comprise the consolidated statement of financial position as at 30 June 2010, and the 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 notes.

### Directors' responsibility for the consolidated financial statements

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

### Auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the consolidated financial statements are free from material misstatement.

## Independent Auditor's Report (Continued)

獨立核數師報告書(續)

### 核數師的責任 (續)

審核涉及執程序以獲取有關綜合財務賬項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賬項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賬項相關的內部控制，以設計適當的審核程序，但並非為對公司的內部控制的效能發表意見。審核亦包括評價董事所採用的會計政策的合適性及所作出的會計估計的合理性，以及評價綜合財務賬項的整體列報方式。

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。

### 意見

我們認為，該等綜合財務賬項已根據香港財務報告準則真實而公平地反映 貴集團於二零一零年六月三十日的事務狀況及 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之披露規定妥為編製。

德勤 • 關黃陳方會計師行  
執業會計師

香港，二零一零年九月十七日

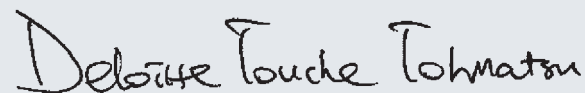
### Auditor's responsibility (Continued)

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

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

### Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of the Group's affairs as at 30 June 2010 and of its profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.



Deloitte Touche Tohmatsu  
Certified Public Accountants

Hong Kong, 17 September 2010

# Consolidated Statement of Comprehensive Income

## 綜合全面收益表

截至二零一零年六月三十日止年度  
For the year ended 30 June 2010

|                                |  | 附註<br>NOTES | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 |
|--------------------------------|--|-------------|-----------------------------------|-----------------------------------|
| 營業額                            | Turnover   | 7           | 126,437                           | 86,722                            |
| 銷售成本                           | Cost of sales  |             | (31,623)                          | (13,473)                          |
| 毛利                             | Gross profit   |             | 94,814                            | 73,249                            |
| 其他收入                           | Other income   | 8           | 22,763                            | 30,748                            |
| 投資物業公平值之<br>增加(減少)             | Increase (decrease) in fair value of<br>investment properties  | 16          | 1,706                             | (81,192)                          |
| 行政費用                           | Administrative expenses  |             | (56,144)                          | (55,430)                          |
| 融資成本                           | Finance costs  | 9           | (2,316)                           | (6,865)                           |
| 共同控制公司之虧損分攤                    | Share of loss of a jointly controlled<br>entity  |             | (7,230)                           | (4,339)                           |
| 除稅前溢利(虧損)                      | Profit (loss) before taxation  | 10          | 53,593                            | (43,829)                          |
| 稅項                             | Taxation   | 12          | (16,079)                          | (21,024)                          |
| 本年度溢利(虧損)                      | Profit (loss) for the year   |             | 37,514                            | (64,853)                          |
| 其他全面收入(支出)<br>換算呈列貨幣之<br>匯兌差額  | Other comprehensive income (expense)<br>Exchange difference on translation to<br>presentation currency |             | 16,171                            | (4,238)                           |
| 本年度全面收入(支出)<br>總額              | Total comprehensive income (expense)<br>for the year   |             | 53,685                            | (69,091)                          |
| 本年度溢利(虧損)應佔：<br>本公司擁有人         | Profit (loss) for the year attributable to:<br>Owners of the Company                                   |             | 36,521                            | (62,467)                          |
| 非控股權益                          | Non-controlling interest   |             | 993                               | (2,386)                           |
|                                |  |             | 37,514                            | (64,853)                          |
| 本年度全面收入(支出)<br>總額應佔：<br>本公司擁有人 | Total comprehensive income (expense)<br>attributable to:<br>Owners of the Company                      |             | 52,393                            | (66,625)                          |
| 非控股權益                          | Non-controlling interest   |             | 1,292                             | (2,466)                           |
|                                |  |             | 53,685                            | (69,091)                          |
| 每股基本盈利(虧損)<br>(港幣：仙)           | Basic earnings (loss) per share<br>(Hong Kong cents)   | 14          | 16.7                              | (28.5)                            |

# Consolidated Statement of Financial Position

## 綜合財務狀況表

於二零一零年六月三十日  
At 30 June 2010

|                   | 附註<br>NOTES                                   | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 |
|-------------------|---|-----------------------------------|-----------------------------------|
| <b>非流動資產</b>      | <b>Non-current Assets</b>                     |                                   |                                   |
| 物業、機器及設備          | Property, plant and equipment                 | 15 2,911                          | 3,568                             |
| 投資物業              | Investment properties                         | 16 1,535,437                      | 1,517,816                         |
| 共同控制公司權益          | Interest in a jointly controlled entity       | 17 55,457                         | 49,335                            |
| 共同控制公司欠款          | Amount due from a jointly controlled entity   | 17 217,826                        | 215,572                           |
| 其他應收賬款            | Other receivables                             | 20 744                            | 8,352                             |
|                   |   | <b>1,812,375</b>                  | <b>1,794,643</b>                  |
| <b>流動資產</b>       | <b>Current Assets</b>                         |                                   |                                   |
| 待售物業              | Properties held for sale                      | 18 40,402                         | 67,836                            |
| 貸款應收賬款            | Loan receivables                              | 19 –                              | –                                 |
| 貿易及其他應收賬款         | Trade and other receivables                   | 20 17,297                         | 32,076                            |
| 非控股股東欠款           | Amount due from a non-controlling shareholder | 20 877                            | 868                               |
| 銀行存款－已抵押          | Bank deposits – pledged                       | 32 21,239                         | 12,303                            |
| 銀行結餘及現金           | Bank balances and cash                        | 20 126,976                        | 144,445                           |
|                   |   | <b>206,791</b>                    | <b>257,528</b>                    |
| <b>流動負債</b>       | <b>Current Liabilities</b>                    |                                   |                                   |
| 貿易及其他應付賬款         | Trade and other payables                      | 21 53,080                         | 55,402                            |
| 已收預售按金            | Pre-sale deposits received                    | 22 946                            | 6,478                             |
| 欠一間有關聯公司之款項       | Amount due to a related company               | 23 –                              | 9,918                             |
| 應付稅項              | Tax payable                                   | 81,576                            | 103,544                           |
| 銀行貸款－須於一年內償還      | Bank loans – due within one year              | 24 221,000                        | 50,000                            |
|                   |   | <b>356,602</b>                    | <b>225,342</b>                    |
| <b>流動(負債)資產淨值</b> | <b>Net Current (Liabilities) Assets</b>       | <b>(149,811)</b>                  | <b>32,186</b>                     |
| <b>資產總值減流動負債</b>  | <b>Total Assets less Current Liabilities</b>  | <b>1,662,564</b>                  | <b>1,826,829</b>                  |

## Consolidated Statement of Financial Position (Continued)

## 綜合財務狀況表(續)

於二零一零年六月三十日

At 30 June 2010

|                   |   | 附註<br>NOTES | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 |
|-------------------|---|-------------|-----------------------------------|-----------------------------------|
| <b>資本及儲備</b>      | <b>Capital and Reserves</b>                             |             |                                   |                                   |
| 股本                | Share capital   | 25          | 219,104                           | 219,104                           |
| 儲備                | Reserves  |             | 1,255,209                         | 1,211,580                         |
| <b>本公司擁有人應佔權益</b> | <b>Equity attributable to owners<br/>of the Company</b> |             | 1,474,313                         | 1,430,684                         |
| <b>非控股權益</b>      | <b>Non-controlling interest</b>                         |             | 29,082                            | 27,790                            |
| <b>總權益</b>        | <b>Total Equity</b>                                     |             | 1,503,395                         | 1,458,474                         |
| <b>非流動負債</b>      | <b>Non-current Liabilities</b>                          |             |                                   |                                   |
| 銀行貸款—須於一年後償還      | Bank loans – due after one year                         | 24          | 64,500                            | 275,500                           |
| 遞延稅項負債            | Deferred tax liabilities                                | 26          | 94,669                            | 92,855                            |
|                   |   |             | 159,169                           | 368,355                           |
|                   |   |             | 1,662,564                         | 1,826,829                         |

第27至89頁所載之綜合財務賬項已於二零一零年九月十七日由董事會批核及授權刊印，並由下列董事代表簽署：

The consolidated financial statements on pages 27 to 89 were approved and authorised for issue by the Board of Directors on 17 September 2010 and are signed on its behalf by:

董事  
蔡黎明

董事  
陳永杰



CHUA Domingo  
DIRECTOR



CHAN Wing Kit, Frank  
DIRECTOR

# Consolidated Statement of Changes in Equity

## 綜合股東權益變動表

截至二零一零年六月三十日止年度  
For the year ended 30 June 2010

|                    |  | 本公司擁有人應佔<br>Attributable to owners of the Company |                  |                                       |                       |                        |                                       |                                       |                     | 非控股<br>權益        |                                 | 總計               |
|--------------------|--|---|------------------|---------------------------------------|-----------------------|------------------------|---------------------------------------|---------------------------------------|---------------------|------------------|---------------------------------|------------------|
|                    |  | 股本  | 股份溢價             | 特別儲備                                  | 資本<br>贖回儲備            | 匯兌儲備                   | 法定儲備                                  | 其他儲備                                  | 保留溢利                | 總計               | Non-<br>controlling<br>interest | 總計               |
|                    |  | Share<br>capital                                  | Share<br>premium | Special<br>reserve                    | redemption<br>reserve | Translation<br>reserve | Statutory<br>reserve                  | Other<br>reserve                      | Retained<br>profits | Total            | Total                           | Total            |
|                    |  | 港幣千元<br>HK\$'000                                  | 港幣千元<br>HK\$'000 | 港幣千元<br>HK\$'000<br>(附註甲)<br>(note a) | 港幣千元<br>HK\$'000      | 港幣千元<br>HK\$'000       | 港幣千元<br>HK\$'000<br>(附註乙)<br>(note b) | 港幣千元<br>HK\$'000<br>(附註丙)<br>(note c) | 港幣千元<br>HK\$'000    | 港幣千元<br>HK\$'000 | 港幣千元<br>HK\$'000                | 港幣千元<br>HK\$'000 |
| 於二零零八年七月一日         | At 1 July 2008                                     | 219,104   | 426,608          | 55,018                                | 1,644                 | 223,724                | 721                                   | 92,451                                | 488,994             | 1,508,264        | 47,255                          | 1,555,519        |
| 本年度虧損              | Loss for the year                                  | -   | -                | -                                     | -                     | -                      | -                                     | -                                     | (62,467)            | (62,467)         | (2,386)                         | (64,853)         |
| 匯兌產生之換算差額          | Exchange differences arising<br>on translation     | -   | -                | -                                     | -                     | (4,158)                | -                                     | -                                     | -                   | (4,158)          | (80)                            | (4,238)          |
| 本年度全面支出總額          | Total comprehensive expense<br>for the year        | -   | -                | -                                     | -                     | (4,158)                | -                                     | -                                     | (62,467)            | (66,625)         | (2,466)                         | (69,091)         |
| 於解除附屬公司綜合<br>入賬時變現 | Realised on de-consolidation of<br>a subsidiary    | -   | -                | -                                     | -                     | -                      | (721)                                 | -                                     | 721                 | -                | -                               | -                |
| 解除附屬公司綜合入賬<br>現金股息 | De-consolidation of a subsidiary<br>Cash dividends | -   | -                | -                                     | -                     | -                      | -                                     | -                                     | -                   | -                | (16,999)                        | (16,999)         |
|                    |  | -   | -                | -                                     | -                     | -                      | -                                     | -                                     | (10,955)            | (10,955)         | -                               | (10,955)         |
| 於二零零九年六月三十日        | At 30 June 2009                                    | 219,104   | 426,608          | 55,018                                | 1,644                 | 219,566                | -                                     | 92,451                                | 416,293             | 1,430,684        | 27,790                          | 1,458,474        |
| 本年度溢利              | Profit for the year                                | -   | -                | -                                     | -                     | -                      | -                                     | -                                     | 36,521              | 36,521           | 993                             | 37,514           |
| 匯兌產生之換算差額          | Exchange differences arising<br>on translation     | -   | -                | -                                     | -                     | 15,872                 | -                                     | -                                     | -                   | 15,872           | 299                             | 16,171           |
| 本年度全面收入總額          | Total comprehensive income<br>for the year         | -   | -                | -                                     | -                     | 15,872                 | -                                     | -                                     | 36,521              | 52,393           | 1,292                           | 53,685           |
| 現金股息               | Cash dividends                                     | -   | -                | -                                     | -                     | -                      | -                                     | -                                     | (8,764)             | (8,764)          | -                               | (8,764)          |
| 於二零一零年六月三十日        | At 30 June 2010                                    | 219,104   | 426,608          | 55,018                                | 1,644                 | 235,438                | -                                     | 92,451                                | 444,050             | 1,474,313        | 29,082                          | 1,503,395        |

附註：

Notes:

- (甲) 本集團之特別儲備乃有關先前集團重組由所收購附屬公司當時之股本、股份溢價、一般儲備及保留溢利之總值與本公司就收購事項所發行之股份面值間之差額產生。
- (乙) 自保留溢利轉撥入法定儲備乃按適用於本公司於中華人民共和國(「中國」)附屬公司之相關中國法例及法規規定作出。
- (丙) 本集團之其他儲備乃視作來自本公司股權持有人之供款，則於截至二零零七年六月三十日止年度內，由已付及應付代價之公平價值與透過收購附屬公司所收購之可資識別資產、負債及或然負債之淨公平價值間之差額所產生。
- (a) The special reserve of the Group arose from the difference between the aggregate amount of the then share capital, share premium, general reserve and retained profits of the subsidiaries acquired, and the nominal amount of the Company's shares issued for the acquisition in relation to a previous group reorganisation.
- (b) The statutory reserve transferred from retained profits is required by the relevant People's Republic of China ("PRC") laws and regulations applicable to the Company's PRC subsidiaries.
- (c) The other reserve of the Group represents deemed contributions from equity holders of the Company which arose from the difference between the fair value of consideration paid and payable and the net fair value of the identifiable assets, liabilities and contingent liabilities acquired through acquisition of the subsidiaries during the year ended 30 June 2007.

# Consolidated Statement of Cash Flows

## 綜合現金流量表

截至二零一零年六月三十日止年度  
For the year ended 30 June 2010

|                         | 附註<br>NOTE | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 |
|-------------------------|------------|-----------------------------------|-----------------------------------|
| <b>經營業務</b>             |            |                                   |                                   |
| 除稅前溢利(虧損)               |            | 53,593                            | (43,829)                          |
| 調整：                     |            |                                   |                                   |
| 利息收入                    |            | (15,125)                          | (15,484)                          |
| 投資物業公平值(增加)減少           |            | (1,706)                           | 81,192                            |
| 折舊                      |            | 788                               | 791                               |
| 出售物業、機器及設備虧損            |            | 5                                 | 25                                |
| 應收賬款中確認之減值虧損            |            | 1,022                             | 1,787                             |
| 撥回應收賬款之減值虧損             |            | (2,641)                           | (1,527)                           |
| 融資成本                    |            | 2,316                             | 6,865                             |
| 其他應收賬款之公平值調整            |            | –                                 | 1,197                             |
| 共同控制公司欠款的<br>應收利息準備     |            | –                                 | 7,370                             |
| 共同控制公司之虧損分攤             |            | 7,230                             | 4,339                             |
| 滙兌(收益)虧損                |            | (2,498)                           | 388                               |
| 營運資金變動前之經營<br>現金流量      |            | 42,984                            | 43,114                            |
| 待售物業減少                  |            | 27,924                            | 11,238                            |
| 貿易及其他應收賬款減少             |            | 24,824                            | 14,123                            |
| 貿易及其他應付賬款減少             |            | (2,880)                           | (6,303)                           |
| 已收預售按金減少                |            | (5,556)                           | (620)                             |
| 來自經營之現金                 |            | 87,296                            | 61,552                            |
| 已付中國稅款                  |            | (38,050)                          | (9,876)                           |
| <b>來自經營業務之現金淨值</b>      |            | <b>49,246</b>                     | <b>51,676</b>                     |
| <b>投資活動</b>             |            |                                   |                                   |
| 銀行抵押存款(增加)減少            |            | (8,738)                           | 4,474                             |
| 添置物業、機器及設備              |            | (103)                             | (155)                             |
| 已收利息                    |            | 1,156                             | 1,935                             |
| 償還貸款應收賬款                |            | 603                               | 462                               |
| 解除附屬公司綜合入賬              | 27         | –                                 | (27,719)                          |
| 出售物業、機器及設備收入            |            | –                                 | 120                               |
| <b>用於投資活動之<br/>現金淨額</b> |            | <b>(7,082)</b>                    | <b>(20,883)</b>                   |



## Consolidated Statement of Cash Flows (Continued)

## 綜合現金流量表(續)

截至二零一零年六月三十日止年度

For the year ended 30 June 2010

|                                   |  | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 |
|-----------------------------------|--|-----------------------------------|-----------------------------------|
| <b>融資活動</b>                       | <b>FINANCING ACTIVITIES</b>  |                                   |                                   |
| 償還銀行貸款款項                          | Repayment of bank loans  | (43,500)                          | (48,800)                          |
| 償還欠一間有關聯<br>公司之款項                 | Repayment of amount due<br>to a related company  | (10,040)                          | (9,960)                           |
| 已付股息                              | Dividends paid   | (8,764)                           | (10,955)                          |
| 已付利息                              | Interest paid  | (2,194)                           | (6,272)                           |
| 新造銀行貸款款項                          | New bank loans raised  | 3,500                             | 18,000                            |
| <b>用於融資活動之現金淨額</b>                | <b>NET CASH USED IN FINANCING<br/>ACTIVITIES</b>   | <b>(60,998)</b>                   | <b>(57,987)</b>                   |
| <b>現金及現金等值<br/>減少淨額</b>           | <b>NET DECREASE IN CASH AND<br/>CASH EQUIVALENTS</b>   | <b>(18,834)</b>                   | <b>(27,194)</b>                   |
| <b>年初之現金及現金等值</b>                 | <b>CASH AND CASH EQUIVALENTS<br/>AT THE BEGINNING<br/>OF THE YEAR</b>                                      | <b>144,445</b>                    | <b>172,072</b>                    |
| <b>外匯兌換變動之影響</b>                  | <b>EFFECT OF FOREIGN<br/>EXCHANGE RATE CHANGE</b>  | <b>1,365</b>                      | <b>(433)</b>                      |
| <b>年終之現金及現金等值，<br/>以銀行結餘及現金表示</b> | <b>CASH AND CASH EQUIVALENTS<br/>AT THE END OF THE YEAR,<br/>represented by bank balances<br/>and cash</b> | <b>126,976</b>                    | <b>144,445</b>                    |

# Notes to the Consolidated Financial Statements

## 綜合財務賬項附註

截至二零一零年六月三十日止年度  
For the year ended 30 June 2010

### 1. 概述

本公司乃在百慕達註冊成立之受豁免有限公司，其股份在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已載列於本年報中「公司及投資者資料」內。

本公司為一間投資控股公司，其主要附屬公司之業務為物業投資及發展。

本公司之功能貨幣為人民幣。本公司董事經考慮其上市地點，認為港幣為最適合之呈列貨幣，故綜合財務賬項以港幣呈列。

### 2. 應用新訂及經修訂香港財務報告準則

於本年度內，本集團已應用香港會計師公會（「香港會計師公會」）所頒佈香港會計準則（「香港會計準則」）之下列新訂及經修訂準則及詮釋（「香港（國際財務報告詮釋委員會）－詮釋」（新訂及經修訂「香港財務報告準則」），該等準則在本集團於二零零九年七月一日開始之會計年度生效。

### 1. GENERAL

The Company was incorporated in Bermuda as an exempted company with limited liability and its shares are listed on Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of the registered office and principal place of business of the Company are disclosed in the section headed “Corporate and Investors Information” in the annual report.

The Company acts as an investment holding company. The activities of its principal subsidiaries are property investment and development.

The Company’s functional currency is Renminbi. The consolidated financial statements are presented in Hong Kong dollars as the Directors of the Company consider that Hong Kong dollar is the most appropriate presentation currency in view of its place of listing.

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has applied the following new and revised standards, amendments to Hong Kong Accounting Standards (“HKAS”) and interpretations (“HK(IFRIC)-Int”) (new and revised “HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) which are effective for the Group’s financial year beginning 1 July 2009.

## Notes to the Consolidated Financial Statements (Continued)

## 綜合財務賬項附註(續)

截至二零一零年六月三十日止年度

For the year ended 30 June 2010

## 2. 應用新訂及經修訂香港財務報告準則(續)

|                             |  |
|-----------------------------|--|
| 香港會計準則第1號<br>(經修訂)          | 財務報告書呈列  |
| 香港會計準則第23號<br>(經修訂)         | 借貸成本   |
| 香港會計準則第27號<br>(經修訂)         | 綜合及獨立財務報告書   |
| 香港會計準則第32號及1號(修訂本)          | 清盤產生之可認沽金融工具及責任  |
| 香港會計準則第39號<br>(修訂本)         | 合資格對沖項目  |
| 香港財務報告準則第1號及香港會計準則第27號(修訂本) | 於附屬公司、共同控制公司或聯營公司投資成本  |
| 香港財務報告準則第2號<br>(修訂本)        | 歸屬條件及註銷  |
| 香港財務報告準則第3號<br>(經修訂)        | 業務合併   |
| 香港財務報告準則第7號<br>(修訂本)        | 改進對財務工具之披露   |
| 香港財務報告準則第8號                 | 經營分類   |
| 香港(國際財務報告詮釋委員會)－詮釋第15號      | 房地產建造協議  |
| 香港(國際財務報告詮釋委員會)－詮釋第16號      | 海外業務投資淨額對沖   |
| 香港(國際財務報告詮釋委員會)－詮釋第17號      | 分派非現金資產予擁有人  |
| 香港(國際財務報告詮釋委員會)－詮釋第18號      | 客戶資產轉移   |
| 香港財務報告準則<br>(修訂本)           | 於二零零八年頒佈對香港財務報告準則之改進   |
| 香港財務報告準則<br>(修訂本)           | 就修訂香港財務報告準則第2號、香港會計準則第38號、香港會計準則第39號第80段、香港(國際財務報告詮釋委員會)－詮釋第9號及香港(國際財務報告詮釋委員會)－詮釋第16於二零零九年頒佈對香港財務報告準則之改進 |

## 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

|                                |   |
|--------------------------------|---|
| HKAS 1 (Revised)               | Presentation of Financial Statements  |
| HKAS 23 (Revised)              | Borrowing Costs   |
| HKAS 27 (Revised)              | Consolidated and Separate Financial Statements  |
| HKAS 32 & 1 (Amendments)       | Puttable Financial Instruments and Obligations Arising on Liquidation   |
| HKAS 39 (Amendment)            | Eligible Hedged Items   |
| HKFRS 1 & HKAS 27 (Amendments) | Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate   |
| HKFRS 2 (Amendment)            | Vesting Conditions and Cancellations  |
| HKFRS 3 (Revised)              | Business Combinations   |
| HKFRS 7 (Amendment)            | Improving Disclosures about Financial Instruments   |
| HKFRS 8                        | Operating Segments  |
| HK(IFRIC)-Int 15               | Agreements for the Construction of Real Estate  |
| HK(IFRIC)-Int 16               | Hedges of a Net Investment in a Foreign Operation   |
| HK(IFRIC)-Int 17               | Distributions of Non-cash Assets to Owners  |
| HK(IFRIC)-Int 18               | Transfers of Assets from Customers  |
| HKFRSs (Amendments)            | Improvements to HKFRSs issued in 2008   |
| HKFRSs (Amendments)            | Improvements to HKFRSs issued in 2009 in relation to the amendment to HKFRS 2, HKAS 38, paragraph 80 to HKAS 39, HK(IFRIC)-Int 9 and HK(IFRIC)-Int 16 |

## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度  
For the year ended 30 June 2010**2. 應用新訂及經修訂香港財務報告準則 (續)**

除下文所述者外，採納新訂及經修訂香港財務報告準則對本集團於本會計期間及過往會計期間之綜合財務賬項並無構成重大影響。

**僅影響呈報及披露之新訂及經修訂香港財務報告準則****香港會計準則第1號(經修訂)「財務報告書呈列」**

香港會計準則第1號(經修訂)引入若干詞彙變動(包括修訂財務賬項內之標題)，以及多項財務賬項之呈列方式及披露內容變動。

**香港財務報告準則第8號「經營分類」**

香港財務報告準則第8號為一項披露之準則，導致本集團之可報告分類須重新劃分以及分類損益、分類資產及分類負債之計量基準有所變動(附註第7項)。

**金融工具披露之改善**

(香港財務報告準則第7號之修訂本「金融工具：披露」)

修訂本擴充及修訂有關流動資金風險所需的披露。

**對報告業績及／或財務狀況概無影響之新訂及經修訂香港財務報告準則****香港財務報告準則第3號(經修訂)「業務合併」及香港會計準則第27號(經修訂)「綜合及獨立財務報告書」**

對於收購日期為二零零九年七月一日或其後之業務合併，本集團按未來適用方式採納香港財務報告準則第3號(經修訂)「業務合併」。本集團亦按未來適用方式採納香港會計準則第27號(經修訂)「綜合及獨立財務報告書」中關於二零零九年七月一日或其後取得附屬公司控制權後擁有權變動或失去附屬公司控制權之會計規定。

由於本期間並無適用於香港財務報告準則第3號(經修訂)及香港會計準則第27號(經修訂)之交易，故採納香港財務報告準則第3號(經修訂)、香港會計準則第27號(經修訂)及其他香港財務報告準則之相應修訂，對本集團本期或過往會計期間之綜合財務賬項概無影響。

**2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)**

Except as described below, the adoption of the new and revised HKFRSs has had no material effect on the consolidated financial statements of the Group for the current or prior accounting periods.

**New and revised HKFRSs affecting presentation and disclosure only****HKAS 1 (Revised) “Presentation of Financial Statements”**

HKAS 1 (Revised) has introduced terminology changes (including revised titles for the financial statements) and changes in the format and content of the financial statements.

**HKFRS 8 “Operating Segments”**

HKFRS 8 is a disclosure standard that has resulted in a redesignation of the Group’s reportable segments and changes in the basis of measurement of segment profit or loss, segment assets and segment liabilities (note 7).

**Improving Disclosures about Financial Instruments**

(Amendments to HKFRS 7 “Financial Instruments: Disclosures”)

The amendments expand and amend the disclosures required in relation to liquidity risk.

**New and revised HKFRSs not affecting the reported results and/or financial position****HKFRS 3 (Revised) “Business Combination” and HKAS 27 (Revised) “Consolidated and Separate Financial Statements”**

The Group applies HKFRS 3 (Revised) “Business Combinations” prospectively to business combinations for which the acquisition date is on or after 1 July 2009. The requirements in HKAS 27 (Revised) “Consolidated and Separate Financial Statements” in relation to accounting for changes in ownership interests in a subsidiary after control is obtained and for loss of control of a subsidiary are also applied prospectively by the Group on or after 1 July 2009.

As there was no transaction during the current period in which HKFRS 3 (Revised) and HKAS 27 (Revised) are applicable, the application of HKFRS 3 (Revised), HKAS 27 (Revised) and the consequential amendments to other HKFRSs had no effect on the consolidated financial statements of the Group for the current or prior accounting periods.

## Notes to the Consolidated Financial Statements (Continued)

## 綜合財務賬項附註(續)

截至二零一零年六月三十日止年度

For the year ended 30 June 2010

## 2. 應用新訂及經修訂香港財務報告準則(續)

對報告業績及／或財務狀況概無影響之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第3號(經修訂)「業務合併」及香港會計準則第27號(經修訂)「綜合及獨立財務報告書」(續)

本集團日後期間之業績可能會受到適用於香港財務報告準則第3號(經修訂)、香港會計準則第27號(經修訂)及其他香港財務報告準則相應修訂之日後交易所影響。

本集團並無提早採納下列已頒佈但尚未生效之新訂及經修訂準則、修訂或詮釋。

|                             |  |
|-----------------------------|--|
| 香港財務報告準則(修訂本)               | 香港會計準則第1號、香港會計準則第7號、香港會計準則第17號、香港會計準則第36號、香港會計準則第39號、香港財務報告準則第5號及香港財務報告準則第8號之修訂，作為對二零零九年香港財務報告準則之改進其中部分 <sup>1</sup> |
| 香港財務報告準則(修訂本)               | 二零一零年香港財務報告準則之改進 <sup>2</sup>  |
| 香港會計準則第24號(經修訂)             | 關連人士之披露 <sup>3</sup>   |
| 香港會計準則第32號(修訂本)             | 供股分類 <sup>4</sup>  |
| 香港財務報告準則第1號(修訂本)            | 首次採用者之額外豁免 <sup>1</sup>  |
| 香港財務報告準則第1號(修訂本)            | 首次採用者於香港財務報告準則第7號披露比較資料之有限豁免 <sup>6</sup>  |
| 香港財務報告準則第2號(修訂本)            | 集團以現金結算以股份支付之交易 <sup>1</sup>   |
| 香港財務報告準則第9號                 | 金融工具 <sup>5</sup>  |
| 香港(國際財務報告詮釋委員會)－詮釋第14號(修訂本) | 最低資金要求之預付款項 <sup>3</sup>   |
| 香港(國際財務報告詮釋委員會)－詮釋第19號      | 以股本工具抵銷金融負債 <sup>6</sup>   |

## 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

New and revised HKFRSs not affecting the reported results and/or financial position (Continued)

HKFRS 3 (Revised) "Business Combination" and HKAS 27 (Revised) "Consolidated and Separate Financial Statements" (Continued)

Results of the Group in future periods may be affected by future transactions for which HKFRS 3 (Revised), HKAS 27 (Revised) and the consequential amendments to the other HKFRSs are applicable.

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

|                              |  |
|------------------------------|--|
| HKFRSs (Amendments)          | Amendments to HKAS 1, HKAS 7, HKAS 17, HKAS 36, HKAS 39, HKFRS 5 and HKFRS 8 as part of Improvements to HKFRSs 2009 <sup>1</sup> |
| HKFRSs (Amendments)          | Improvements to HKFRSs 2010 <sup>2</sup>   |
| HKAS 24 (Revised)            | Related Party Disclosures <sup>3</sup>   |
| HKAS 32 (Amendment)          | Classification of Rights Issues <sup>4</sup>   |
| HKFRS 1 (Amendment)          | Additional Exemptions for First-time Adopters <sup>1</sup>   |
| HKFRS 1 (Amendment)          | Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters <sup>6</sup>                                      |
| HKFRS 2 (Amendment)          | Group Cash-settled Share-based Payment Transactions <sup>1</sup>   |
| HKFRS 9                      | Financial Instruments <sup>5</sup>   |
| HK(IFRIC)-Int 14 (Amendment) | Prepayments of a Minimum Funding Requirement <sup>3</sup>  |
| HK(IFRIC)-Int 19             | Extinguishing Financial Liabilities with Equity Instruments <sup>6</sup>   |

## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度  
For the year ended 30 June 2010**2. 應用新訂及經修訂香港財務報告準則(續)****對報告業績及／或財務狀況概無影響之新訂及經修訂香港財務報告準則(續)**

- 1 於二零一零年一月一日或之後開始之年度期間生效
- 2 於二零一零年七月一日及二零一一年一月一日或之後開始之年度期間(如適用)生效
- 3 於二零一一年一月一日或之後開始之年度期間生效
- 4 於二零一零年二月一日或之後開始之年度期間生效
- 5 於二零一三年一月一日或之後開始之年度期間生效
- 6 於二零一零年七月一日或之後開始之年度期間生效

本公司董事預計，應用其他新訂及經修訂準則、修訂或詮釋將不會對綜合財務賬項構成重大影響。

**3. 主要會計政策**

綜合財務賬項乃按照歷史成本法基準編製，惟投資物業及衍生工具則按公平值計量除外，其會計政策闡述如下。

綜合財務賬項乃根據香港會計師公會所頒佈之香港財務報告準則編製。此外，綜合財務賬項包括香港聯合交易所有限公司證券上市規則及香港公司條例所規定的適用披露。

**2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)****New and revised HKFRSs not affecting the reported results and/or financial position (Continued)**

- 1 Effective for annual periods beginning on or after 1 January 2010
- 2 Effective for annual periods beginning on or after 1 July 2010 and 1 January 2011, as appropriate
- 3 Effective for annual periods beginning on or after 1 January 2011
- 4 Effective for annual periods beginning on or after 1 February 2010
- 5 Effective for annual periods beginning on or after 1 January 2013
- 6 Effective for annual periods beginning on or after 1 July 2010

The Directors of the Company anticipate the application of the other new and revised standards, amendments or interpretations will have no material impact on the consolidated financial statements.

**3. SIGNIFICANT ACCOUNTING POLICIES**

The consolidated financial statements have been prepared under the historical cost basis except for investment properties and derivatives, which are measured at fair values, as explained in the accounting policies set out below.

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

## Notes to the Consolidated Financial Statements (Continued)

## 綜合財務賬項附註 (續)

截至二零一零年六月三十日止年度  
For the year ended 30 June 2010

## 3. 主要會計政策 (續)

**綜合基準**

綜合財務賬項包括本公司及本公司控制實體(其附屬公司)之財務賬項。當本公司有權管控一間實體的財務及營運政策,並從其業務獲取利益,則達到控制權。

於本年度內收購或出售附屬公司之業績均按其收購生效日期起及截至出售生效日期止計算入綜合全面收益表內(如適用)。

附屬公司之財務賬項於有需要時作出調整,以使其會計政策與本集團其他成員公司所採納者一致。

所有集團內部交易、結餘、收入及支出於進行綜合賬目時全部撇除。

於附屬公司之非控股權益乃與本集團之權益分開呈列。

**分配全面收入總額至非控股權益**

一間附屬公司之全面收入與支出總額歸屬予本公司擁有人及非控股權益,即使這導致非控股權益出現赤字差額。於二零零九年七月一日前,如非控股權益所佔虧損超出於附屬公司股本中之非控股權益,其虧損對沖本集團之權益,惟非控股權益受到具約束力之責任及能夠作出額外投資而足以彌補虧損者則除外。

3. SIGNIFICANT ACCOUNTING POLICIES  
(Continued)**Basis of consolidation**

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

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

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

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

Non-controlling interest in a subsidiary is identified separately from the Group's equity therein.

**Allocation of total comprehensive income to non-controlling interest**

Total comprehensive income and expense of a subsidiary is attributed to the owners of the Company and to the non-controlling interest even if this results in the non-controlling interest having a deficit balance. Prior to 1 July 2009, losses applicable to the non-controlling interest in excess of the non-controlling interest in the subsidiary's equity were allocated against the interests of the Group except to the extent that the non-controlling interest had a binding obligation and were able to make an additional investment to cover the losses.

## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度

For the year ended 30 June 2010

**3. 主要會計政策 (續)****共同控制公司權益**

共同控制公司指以合營協議另行成立之獨立公司，其合營方擁有對該公司之經濟活動共同控制權。

共同控制公司之業績及資產及負債按權益會計法在綜合財務賬項綜合入賬。根據權益法，於共同控制公司之投資按成本值在綜合財務狀況表列賬，並就本集團於收購後攤佔該共同控制公司之資產淨值所作出調整，再扣除任何已識別減值虧損入賬。倘本集團攤佔共同控制公司之虧損相等於或超出其於該共同控制公司之權益，則本集團終止確認其攤佔之額外虧損。惟僅以本集團已產生法定或推定責任或已代表該共同控制公司作出付款為限下，本集團會就額外攤佔之虧損計提撥備並確認負債。

本集團應佔可識別資產、負債及或然負債之公平淨值超出收購成本之差額(重估後)即時於損益內確認。

倘集團實體與本集團之共同控制公司進行交易，損益乃按本集團於有關共同控制公司所佔之權益為限而撇銷。

**投資物業**

投資物業為持作賺取租金收入及／或作資本增值的物業。

投資物業於首次確認時按成本(包括任何直接應佔支出)計量。於首次確認後，投資物業乃採用公平值模式計量其公平值。投資物業因公平值變動所產生之損益列入所產生期間之溢利或虧損。

當投資物業出售時，或當永不再使用該投資物業且預期出售時將不會產生任何未來經濟利益時，則終止確認入賬。因終止確認資產時產生之任何收益或虧損(按其出售時所得款項之淨金額和資產賬面值之差額計算)，於該項目終止確認之期間內計入損益中。

**3. SIGNIFICANT ACCOUNTING POLICIES***(Continued)***Investment in a jointly controlled entity**

A joint venture arrangement that involves the establishment of a separate entity in which venturer has joint control over the economic activity of the entity is referred to as a jointly controlled entity.

The results and assets and liabilities of a jointly controlled entity are incorporated in the consolidated financial statements using the equity method of accounting. Under the equity method, an investment in a jointly controlled entity is carried in the consolidated statement of financial position at cost as adjusted for post-acquisition changes in the Group's share of the net assets of the jointly controlled entity, less any identified impairment loss. When the Group's share of losses of a jointly controlled entity equals or exceeds its interest in that jointly controlled entity, the Group discontinues recognising its share of further losses. An additional share of losses is provided for and a liability is recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that jointly controlled entity.

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

When a group entity transacts with a jointly controlled entity of the Group, profits or losses are eliminated to the extent of the Group's interest in the relevant jointly controlled entity.

**Investment properties**

Investment properties are properties held to earn rentals and/or for capital appreciation.

On initial recognition, investment properties are measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values using the fair value model. Gains or losses arising from changes in the fair value of investment property are included in profit or loss for the period in which they arise.

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



## Notes to the Consolidated Financial Statements (Continued)

## 綜合財務賬項附註(續)

截至二零一零年六月三十日止年度  
For the year ended 30 June 2010

## 3. 主要會計政策(續)

## 投資物業(續)

當物業改變用途由待售物業轉為持作賺取租金及／或資本增值時，將會由發展中物業或待售竣工物業轉為投資物業。於該日期的物業公平值與其之前賬面值的任何差額將於綜合全面收益表內確認。

## 租賃

當租賃條款將絕大部份擁有權之所有風險及回報轉移予承租者，該租賃均被分類為融資租賃。所有其他租賃均分類為經營租賃。

## 本集團為出租者

經營租賃之租金收入乃於相關租賃年內按直線基準於損益內確認。

## 本集團為承租者

根據經營租賃付款乃在相關租賃年內按直線基準確認為開支。因訂立經營租賃作為獎勵之已收及應收利益於租賃年內按直線基準確認為減少租賃支出。

## 借貸成本

與收購、建造或生產合資格資產(該等合資格資產需用較長期間才可供擬定用途或銷售)直接有關之借貸成本計入該等資產之成本，直至該等資產絕大部份已達致可供擬定用途或銷售為止。特定借貸在用於合資格資產開支前所作暫時投資賺取之投資收入，從合資格資本化之借貸成本中扣除。

所有其他借貸成本於產生之期間於損益內確認。

## 待售物業

待售物業按成本及可變現淨值兩者中之較低額入賬。成本包括於租賃土地之物業權益和發展成本，後者包括應佔資本化借貸成本。

## 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

## Investment properties (Continued)

If there is a change in use of properties from being held for sales to earning rentals and/or for capital appreciation, there would be a transfer from properties under development or completed properties for sales to investment properties. Any difference between the fair value of the property at the date of transfer and its previous carrying amount is recognised in the consolidated statement of comprehensive income.

## Leasing

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

## The Group as lessor

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

## The Group as lessee

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

## 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 capitalised.

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

## Properties held for sale

Properties held for sale are stated at the lower of cost and net realisable value. Cost comprises the property interest in leasehold land and development costs including attributable borrowing costs capitalised.

## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度  
For the year ended 30 June 2010**3. 主要會計政策 (續)****稅項**

所得稅支出指現時應付稅項及遞延稅項總額。

現時應付稅項乃按本年度應課稅溢利計算。應課稅溢利與綜合全面收益表中呈報之溢利不同，乃由於應課稅溢利不包括於其他年度應課稅之收入或抵扣之開支，亦不包括永不須課稅或獲抵扣之項目。本集團的現時應付稅項負債乃按於呈報期間的終結日已頒佈或大體上已頒佈之稅率計算。

遞延稅項乃以綜合財務賬項內資產及負債賬面值與計算應課稅溢利所採用相應稅基之差額確認。遞延稅項負債一般就所有應課稅暫時差額確認，而遞延稅項資產一般則於可動用扣減暫時差額可能對銷可使用應課稅溢利時所有可扣減暫時性差額予以確認。於一項交易中，因其他資產及負債之商譽或初步確認(惟業務合併除外)引致既不影響應課稅溢利或會計溢利之暫時差額，則該等資產及負債不予確認。

遞延稅項負債乃按於附屬公司及共同控制公司相關之應課稅暫時性差額而確認，惟若本集團可控制該暫時性差額之撥回，且該暫時性差額可能不會於可見將來逆轉則除外。與該等投資及權益有關之可扣減時差產生的遞延稅項資產只於可能有充足應課稅溢利動用時差的利益及預期在可見未來逆轉才會確認。

遞延稅項資產之賬面值乃於呈報期間的終結日進行檢討，並予以相應扣減，直至並無足夠應課稅溢利可供全部或部份資產可予收回為止。

**3. SIGNIFICANT ACCOUNTING POLICIES**

(Continued)

**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 the profit as reported in the consolidated statement of comprehensive income 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 differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. 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.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and a jointly controlled entity, 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.

## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註 (續)

截至二零一零年六月三十日止年度

For the year ended 30 June 2010

## 3. 主要會計政策 (續)

## 稅項 (續)

遞延稅項資產及負債乃按預期於償還負債或資產變現期間適用之稅率計算。所根據之稅率(及稅法)乃於呈報期間的終結日已頒佈或大體上已頒佈者。遞延稅項資產及負債之計量反映本集團於呈報期間的終結日，預期將要收回或償還其資產及負債的賬面值之稅務後果。遞延稅項扣除損益或計入其他全面收入，惟倘遞延稅項相關項目直接自權益中被確認，遞延稅項亦會分別於其他全面收入或直接於權益中確認。

## 外幣

於編製各個別集團實體之財務賬項時，以該實體功能貨幣以外之貨幣(外幣)進行之交易乃按其功能貨幣(即該實體經營所在主要經濟環境之貨幣)於交易當日之匯率換算入賬。於呈報期間的終結日，以外幣計值之貨幣項目按呈報期間的終結日之匯率重新換算。以外幣計值按公平值列賬之非貨幣項目按釐定公平值當日之匯率重新換算，而以外幣之歷史成本計值之非貨幣項目不予重新換算。

因結算貨幣項目及換算貨幣項目所產生之匯兌差額於產生期間在損益內確認。重新換算按公平值列賬之非貨幣項目產生之匯兌差額計入該期內之損益中。惟重新換算非貨幣項目產生之匯兌差額，其盈虧直接於其他全面收入內確認，在該情況下其匯兌差額亦直接於其他全面收入內確認。

## 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

## Taxation (Continued)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on the tax rates (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. Deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity respectively.

## Foreign currencies

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

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss 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 differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income, in which cases, the exchange differences are also recognised directly in other comprehensive income.

## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度  
For the year ended 30 June 2010**3. 主要會計政策 (續)****外幣 (續)**

就呈列綜合財務賬項而言，本集團業務之資產及負債均按呈報期間的終結日之適用匯率換算為本公司之呈列貨幣(即港幣)，而其收入及開支乃按該年度之平均匯率換算，除非匯率於該期內出現重大波動，則於該情況下，將採用交易當日之匯率換算。所產生之滙兌差額(如有)均於其他全面收入內確認及於權益(換算儲備)累計。

對二零零五年七月一日或其後由收購海外業務所得之個別資產或負債，其公平值調整會視為海外業務之資產及負債，而其貨幣換算則以呈報期間的終結日的匯率為準。發生之滙兌差額會在換算儲備中確認。

**退休福利計劃**

香港及中華人民共和國(「中國」)之定額供款退休福利計劃及強制性公積金計劃(「強積金計劃」)之供款於僱員提供服務使其符合資格獲得供款時，作為支出扣除。

**金融工具**

金融資產及金融負債於本集團成為工具訂約條文之一方時於綜合財務狀況表內確認。金融資產及金融負債初步以公平值計量。購置或發行金融資產或金融負債時直接產生之交易成本於初步確認時從該金融資產或金融負債(視情況而定)之公平值加進或扣減。

**金融資產**

本集團之金融資產為貸款及應收賬款。貸款及應收賬款為於活躍市場並無報價而具有固定或可釐定付款之非衍生金融資產。於首次確認後，貸款及應收賬款(包括共同控制公司欠款、應收貸款、貿易及其他應收賬款、非控股股東欠款、銀行存款及銀行結存)採用實際利息法按攤銷成本扣減任何已識別減值虧損而列賬。

**3. SIGNIFICANT ACCOUNTING POLICIES  
(Continued)****Foreign currencies (Continued)**

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Company (i.e. Hong Kong dollars) at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (the translation reserve).

Fair value adjustments on identifiable assets or liabilities acquired arising on an acquisition of a foreign operation on or after 1 July 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of the reporting period. Exchange differences arising are recognised in the translation reserve.

**Retirement benefits costs**

Payments to defined contribution retirement benefits plans in Hong Kong and the People's Republic of China ("PRC") and the mandatory provident fund scheme (the "MPF Scheme") are charged as expenses when employees have rendered service entitling them to the contributions.

**Financial instruments**

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when the Group 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 or financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

**Financial assets**

The Group's financial assets are loans and receivables. Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including amount due from a jointly controlled entity, loan receivables, trade and other receivables, amount due from a non-controlling shareholder, bank deposits and bank balances) are carried at amortised cost using the effective interest method, less any identified impairment losses.

## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度

For the year ended 30 June 2010

## 3. 主要會計政策(續)

## 金融工具(續)

## 實際利息法

實際利息法乃計算金融資產攤銷成本及將利息收入按有關期間予以分配之方法。實際利率為於金融資產之預計可使用年期或於首次確認之賬面淨值的較短期間(如適用)內，將估計未來現金收入(包括所支付或收取構成實際利率的所有費用、交易成本及其他溢價或折扣)準確貼現的利率。

債務工具利息收入按實際利率基準確認。

## 金融資產減值

金融資產於呈報期間的終結日就指示減值跡象作出評估。倘有客觀證據證明，因一項或多項於首次確認金融資產後發生之事件，導致金融資產之估計未來現金流量受影響，該等金融資產即出現減值。

減值之客觀證據可能包括：

- 發行人或交易對手出現嚴重財政困難；或
- 未能償還或拖欠利息或本金付款；或
- 借款人可能會進行破產或財務重組。

就若干金融資產類別(如貸款應收賬款及貿易應收賬款)而言，被評估為按個體不予以減值之資產其後按集體基準評估減值。應收賬款組合之客觀減值證據可包括本集團之過往收款紀錄、組合內逾期超過平均信貸期之延遲付款數目增加以及國家或地區經濟狀況之明顯變動，會導致應收賬款未能償還和擔保資產(如有)價值轉壞。

## 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

## Financial instruments (Continued)

## Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees 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.

## Impairment of financial assets

Financial assets are assessed for indicators of impairment at the end of the reporting period. Financial assets are 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 estimated future cash flows of the financial assets have been affected.

Objective evidence of impairment could include:

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

For certain categories of financial assets, such as loan receivables and trade receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, observable changes in national or local economic conditions that correlate with default on receivables and a deterioration in value of any collateral assets.

## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度  
For the year ended 30 June 2010**3. 主要會計政策 (續)****金融工具 (續)****金融資產減值 (續)**

當有客觀證據證明資產出現減值時，則減值虧損會於損益內確認，並按資產賬面值與按原實際利率貼現之估計未來現金流量現值兩者之差額計量。

金融資產賬面值按所有金融資產之減值虧損直接予以扣減，惟貸款應收賬款及貿易及其他應收賬款之賬面值則透過採用撥備賬予以扣減。撥備賬之賬面值變動於損益內確認。倘貸款應收賬款及貿易及其他應收賬款被視為無法收回，則於撥備賬內撇銷。其後收回過往已撇銷之款項，計入損益內。

如於往後期間減值虧損數額減少，而有關減少可客觀地與於確認減值後發生之事件相連，則過往確認之減值虧損透過損益撥回，惟該資產於減值撥回當日之賬面值不得高於未確認減值之攤銷成本。

**金融負債及股本權益**

本集團發行之金融負債及股本權益工具乃根據所訂立合約安排之性質，以及金融負債及股本工具之定義而分類。

股本權益工具指證實本集團於扣除其所有負債後之資產剩餘權益之任何合約。

**實際利息法**

實際利息法是計算金融負債攤銷成本及將利息費用按有關期間予以分配之方法。實際利率為於金融負債之預計可用年期(如適用)或較短期間內，將估計未來現金付款準確貼現之利率。

利息支出按實際利率基準確認。

**3. SIGNIFICANT ACCOUNTING POLICIES**

(Continued)

**Financial instruments (Continued)****Impairment of financial assets (Continued)**

An impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of loan receivables and trade and other receivables, where the carrying amounts are reduced through the use of allowance accounts. Changes in the carrying amounts of the allowance accounts are recognised in profit or loss. When loan receivables and trade and other receivables are considered uncollectible, they are written off against the allowance accounts. Subsequent recoveries of amounts previously written off are credited to profit or loss.

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.

**Financial liabilities and equity**

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

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

**Effective interest method**

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

Interest expense is recognised on an effective interest basis.

## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度

For the year ended 30 June 2010

## 3. 主要會計政策(續)

## 金融工具(續)

## 實際利息法(續)

## 金融負債

金融負債(包括貿易及其他應付賬款、欠一間有關聯公司之款項及銀行貸款)其後採用實際利息法按攤銷成本計算。

## 股本權益工具

由本公司發行之股本權益工具乃按已收所得款項(扣除直接發行成本)入賬。

## 衍生工具

衍生工具以衍生工具合約於簽訂日按公平值作首次確認,及其後於呈報期間的終結日重新估量其公平值。所產生的收益或虧損將即時於損益內確認。附帶於其他金融工具或其他主合約之內置衍生工具,當其風險及特質與主合約並無密切關係且主合約並非按公平值計量及其變動非於損益內確認,將被視為分開處理的衍生工具。

## 財務擔保合約

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

## 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

## Financial instruments (Continued)

## Effective interest method (Continued)

## Financial liabilities

Financial liabilities (including trade and other payables, amount due to a related company and bank loans) are subsequently measured at amortised cost, using the effective interest method.

## Equity instruments

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

## Derivatives

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately. Derivatives embedded in other financial instruments or other host contracts are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at fair value with changes in fair value recognised in profit or loss.

## Financial guarantee contracts

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

## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度

For the year ended 30 June 2010

**3. 主要會計政策 (續)****金融工具 (續)****終止確認**

於資產收取現金流量之權利到期；或金融資產已轉讓且本集團已轉讓金融資產所有權之絕大部份風險及回報時，即終止確認該資產。於終止確認金融資產時，資產賬面值與已收及應收代價金額之差額以及已於其他全面收入確認之累計盈虧於損益內確認。

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

**賣方承諾之應收賬款**

賣方承諾之應收賬款包括租金擔保及出租佣金及物業管理費之補還。

租金擔保於最初確認時乃以公平值確認，隨後於各呈報期間的終結日以公平值計量。租金擔保的公平值變動於損益內處理。

當收取出租佣金及物業管理費之補還權利確立後，其補還收益便可確認。

**收益確認**

收益乃按於一般業務過程中所提供的貨物及服務的已收或應收代價(扣除折扣及相關銷售稅項)的公平值計量。

**3. SIGNIFICANT ACCOUNTING POLICIES***(Continued)***Financial instruments (Continued)****Derecognition**

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

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

**Receivable for vendor's undertakings**

Receivable for vendor's undertakings includes the rental guarantee and reimbursements of letting commissions and property management fees.

The rental guarantee is recognised at fair value upon initial recognition and subsequently measured at fair value at the end of each reporting period. Changes in fair value of the rental guarantee are dealt with in the profit or loss.

Reimbursements of letting commissions and property management fees are recognised when the right to receive the reimbursement can be established.

**Revenue recognition**

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



## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度

For the year ended 30 June 2010

## 3. 主要會計政策(續)

## 收益確認(續)

## 物業銷售

銷售物業所得的收益會於物業擁有權的主要風險及回報轉讓予買方並於下列所有條件達成時確認：

- 買賣合約之執行；
- 該物業已根據買賣合約交付予買方；及
- 根據買賣合約已收取定金或相關應收賬款之收回性很高。

在符合上述所有條件前自買方收取的定金及供款已於流動負債內入賬。

## 其他

來自營運租賃的租金收入乃根據直線法在有關租賃年期內於損益內確認。

金融資產利息收入乃根據尚存本金及適用的實際利率按時間基準累計。而實際利率為透過金融資產於首次確認的賬面淨值的預計年期實際貼現預期未來現金收入的比率。

## 物業、機器及設備

物業、機器及設備乃按成本減去其後累積折舊及累積減值虧損入賬。

物業、機器及設備成本之折舊在考慮到其估計剩餘值後，乃以直線基準在估計可使用期內撥入折舊。

物業、機器及設備項目會在出售或預期繼續使用資產不會帶來未來經濟利益時終止確認。終止確認資產的任何損益(按該項目出售所得款項淨額與賬面值之間的差額計算)在項目終止確認的期間計入損益內。

## 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

## Revenue recognition (Continued)

## Sales of properties

Revenue arising from the sale of properties is recognised when the significant risks and rewards of ownership of the properties are transferred. This takes place when all of the following conditions are met:

- the execution of the sale and purchase agreement;
- the properties have been delivered to the purchasers pursuant to the sale and purchase agreement; and
- the receipt of the deposits pursuant to the sale and purchase agreement or collectibility of related receivables is probable.

Deposits and instalments received from purchasers prior to all the above conditions being met are included in current liabilities.

## Others

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

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

## Property, plant and equipment

Property, plant and equipment are stated at cost less subsequent accumulated depreciation and accumulated impairment losses.

Depreciation is provided to write off the cost of property, plant and equipment over their estimated useful lives and after taking into account of their estimated residual value using the straight-line method.

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.

## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度  
For the year ended 30 June 2010**3. 主要會計政策 (續)****有形資產減值**

本集團於呈報期間的終結日檢討其有形資產賬面值，以確定該等資產是否已存在減損之跡象。倘出現此情況，將估計資產之可收回金額，以釐定減值虧損數額(如有)。倘估計資產之可收回金額低於其賬面值，則將其賬面值撇減至其可收回金額。減值虧損隨即於損益內確認為支出。

於回撥減值虧損時，資產之賬面值可調高至重新釐定之估計可收回金額，惟不可高於該資產於過往年度未計減值虧損前之賬面值。撥回之減值虧損可即時於損益內被確認為收入。

**或然資產**

或然資產乃不獲確認，直至收入變現為實質確定，則有關資產並非或然資產及其確認為適當的。

**4. 估計不確定性之主要來源**

以下為有關將來的的主要假設，及於呈報期間的終結日的其他估計不確定性之主要來源。該假設及來源具重大風險而導致下一財政年度內對資產和負債賬面值有重大調整。

**呆賬撥備**

本集團根據對貸款應收賬款及貿易及其他應收賬款可收回程度的評估確認呆賬撥備。

**3. SIGNIFICANT ACCOUNTING POLICIES**

(Continued)

**Impairment on tangible assets**

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets 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. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately in profit or loss.

**Contingent asset**

A contingent asset is not recognised until the realisation of income is virtually certain, then the related asset is not contingent asset and its recognition is appropriate.

**4. KEY SOURCES OF ESTIMATION UNCERTAINTY**

The followings are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have significant risks of causing material adjustments to the carrying amounts of assets and liabilities within the next financial year.

**Allowance for doubtful debts**

The Group recognises as allowance for doubtful debts based on an assessment of the recoverability of loan receivables and trade and other receivables.

## Notes to the Consolidated Financial Statements (Continued)

## 綜合財務賬項附註 (續)

截至二零一零年六月三十日止年度

For the year ended 30 June 2010

## 4. 估計不確定性之主要來源 (續)

倘出現事件或情況變動顯示結餘可能無法收回，則會就貸款應收賬款及貿易及其他應收賬款作出撥備。呆賬的確定須使用判斷及估計。當貸款應收賬款、貿易及其他應收賬款實際可收回現金流量與先前估計不符時，有關差異將影響貸款應收賬款、貿易及其他應收賬款的賬面值及呆賬支出。於二零一零年六月三十日，貸款應收賬款賬面值(減去呆賬撥備港幣2,883,000元)為港幣零元(二零零九年：港幣零元(減去呆賬撥備港幣3,455,000元))。而貿易及其他應收賬款賬面值(減去呆賬撥備港幣16,248,000元)為港幣18,041,000元(二零零九年：港幣40,428,000元(減去呆賬撥備港幣17,096,000元))。本年度就貸款應收賬款而言，呆賬準備撥回分別為港幣603,000元(二零零九年：港幣462,000元)。而貿易及其他應收賬款中，呆賬準備計提及撥回，分別為港幣1,022,000元(二零零九年：港幣1,787,000元)和港幣2,038,000元(二零零九年：港幣1,065,000元)。

## 土地增值稅和外資企業所得稅準備

土地增值稅和外資企業所得稅的準備，是根據管理層對該物業發展及銷售成本可扣除金額的估算而制定。當有關成本的實際可扣除金額與估算金額有差異時，這差異會導致應付稅項賬面值及該年度稅項支出的超額/不足準備。

## 4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Allowances are applied to loan receivables and trade and other receivables where events or changes in circumstances indicate that the balances may not be collectible. The identification of doubtful debts requires the use of judgment and estimates. Where the actual cash flows relating to loan receivables and trade and other receivables are different from the previous estimate, such difference will impact the carrying value of loan receivables, trade and other receivables and the doubtful debts expense. As at 30 June 2010, the carrying amounts of loan receivables and trade and other receivables are nil (net of allowance for doubtful debts of HK\$2,883,000) (2009: nil (net of allowance for doubtful debts of HK\$3,455,000)) and HK\$18,041,000 (net of allowance for doubtful debts of HK\$16,248,000) (2009: HK\$40,428,000 (net of allowance for doubtful debts of HK\$17,096,000)) respectively. During the year, allowance for doubtful debts of HK\$603,000 (2009: HK\$462,000) has been reversed for loan receivables respectively, while an allowance for doubtful debts of HK\$1,022,000 (2009: HK\$1,787,000) and HK\$2,038,000 (2009: HK\$1,065,000) has been provided and reversed for trade and other receivables respectively.

## Provision for Land Appreciation Tax and Foreign Enterprise Income Tax

The provision for Land Appreciation Tax and Foreign Enterprise Income Tax is based upon the management's estimate of the deductibility of the costs incurred for the development and sales of the subject properties where the actual deductibility relating to the costs incurred are different from the amount estimate, such difference will result in an over/under provision in the carrying amounts of tax payables and taxation charge for the year.

## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度  
For the year ended 30 June 2010

## 5. 資本風險管理

本集團管理其資本以確保本集團內實體能持續經營，並同時透過債務與權益結餘的優化為股東爭取最高回報。本集團的整體策略跟去年度保持不變。

本集團之資本架構由債務(包括在附註第24項內披露的銀行借貸)、減去現金及現金等值及本公司擁有人應佔權益(包括已發行股本及儲備)。

本公司董事定期檢閱資本架構。作為此檢閱工作之一部份，本公司董事審閱年度預算，並考慮資金的準備。根據經營預算，董事考慮資本成本及各資本類別之相關風險，並透過派發股息、發行新股份、發行新債務或贖回現有股份，以平衡其整體資本架構。

## 6. 金融工具

## 甲、金融工具類別

**金融資產**  
以攤銷成本計算之貸款及應收賬款(包括現金及現金等值)

**金融負債**  
以攤銷成本計算之負債

## 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 the prior year.

The capital structure of the Group consists of debt, which includes the bank loans as disclosed in note 24, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and reserves.

The Directors of the Company review the capital structure periodically. As part of this review, the Directors of the Company review annual budgets taking into account of the provision of funding. Based on the operating budgets, the Directors consider the cost of capital and the risks associated with each class of capital and balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debt or the redemption of existing debt.

## 6. FINANCIAL INSTRUMENTS

## a. Categories of financial instruments

|                            |   | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 |
|----------------------------|---|-----------------------------------|-----------------------------------|
| <b>金融資產</b>                | <b>Financial assets</b>   |                                   |                                   |
| 以攤銷成本計算之貸款及應收賬款(包括現金及現金等值) | Loans and receivables at amortised cost (including cash and cash equivalents) | 382,594                           | 410,614                           |
| <b>金融負債</b>                | <b>Financial liabilities</b>  |                                   |                                   |
| 以攤銷成本計算之負債                 | Liabilities at amortised cost   | 301,415                           | 349,507                           |

## Notes to the Consolidated Financial Statements (Continued)

## 綜合財務賬項附註 (續)

截至二零一零年六月三十日止年度

For the year ended 30 June 2010

## 6. 金融工具 (續)

## 乙、金融風險管理目標及政策

本集團之主要金融工具包括共同控制公司欠款、貸款應收賬款、貿易及其他應收賬款、非控股股東欠款、銀行存款及銀行結餘、貿易及其他應付賬款、欠一間有關聯公司之款項及銀行貸款。該等金融工具之詳情披露於相關附註內。

管理層監察及管理本集團有關財務風險，並透過內部風險評估分析風險影響程度及幅度。

這些風險包括市場風險(包括利率風險和貨幣風險)、信貸風險和流動資金風險。管理層對該等風險進行管理及監察，以確保適當措施於適時及有效地實行。

本集團之該等種類風險或其管理與釐定風險方式與過往年度並無任何改變。

## i) 市場風險

本集團業務涉及之金融風險主要為利率及外幣兌換率之變動。

## 利率風險分析

本集團現金流量利率風險主要與浮動利率銀行貸款和短期銀行存款及結餘有關，其金額分別為港幣285,500,000元(二零零九年：港幣325,500,000元)及港幣148,215,000元(二零零九年：港幣156,748,000元)。由於銀行存款主要是短期存款，所以銀行存款的利率風險被認為不重大。浮動利率銀行貸款的原到期供款期由一年至三年。利率增加會導致利息支出上升。本集團目前並無利率對沖政策。然而，管理層會監察有關利率風險，並於需要時考慮對沖重大利率風險。

## 6. FINANCIAL INSTRUMENTS (Continued)

## b. Financial risk management objectives and policies

The Group's major financial instruments include an amount due from a jointly controlled entity, loan receivables, trade and other receivables, amount due from a non-controlling shareholder, bank deposits and balances, trade and other payables, amount due to a related company and bank loans. Details of these financial instruments are disclosed in respective notes.

Management monitors and manages the financial risks relating to the Group through internal risk assessment which analyses exposures by degree and magnitude of risks.

These risks include market risk (including interest rate risk and currency risk), credit risk and liquidity risk. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

There has been no change to the Group's exposure to these kinds of risks or the manner in which it manages and measures the risks from the prior year.

## i) Market risk

The Group's activities expose it primarily to the financial risks of changes in interest rates and changes in foreign exchange rate.

## Interest rate risk analysis

The Group's cash flow interest rate risk relates primarily to its variable-rate bank loans and short-term bank deposits and balances amounting to HK\$285,500,000 (2009: HK\$325,500,000) and HK\$148,215,000 (2009: HK\$156,748,000), respectively. The interest rate risk of bank deposits is considered insignificant as the bank deposits are substantially short-term deposits. The variable-rate bank loans with original maturity instalments range from one to three years. An increase in interest rates would increase interest expenses. The Group currently does not have interest rate hedging policy, however, management monitors interest rate exposure on dynamic basis and will consider hedging significant interest rate exposure should the need arise.

## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度

For the year ended 30 June 2010

## 6. 金融工具 (續)

## 乙、金融風險管理目標及政策 (續)

## i) 市場風險 (續)

## 利率風險敏感度

下列敏感度分析乃根據於呈報期間的終結日的非衍生工具(不包括銀行結餘)而釐定。有關浮動利率銀行貸款，編製其分析時乃假設於呈報期間的終結日該尚欠負債金額於全年一直仍未償還。使用100基點(二零零九年：100基點)上升或25基點(二零零九年：25基點)下跌表示管理層評估利率有合理可能變動。

若其他變數維持不變，而利率有100基點(二零零九年：100基點)增加或25基點(二零零九年：25基點)降低，則本集團截至二零一零年六月三十日止年度的稅後溢利會減少港幣2,839,000元或增加港幣710,000元(二零零九年的稅後虧損會增加港幣3,239,000元或減少港幣810,000元)。這主要由於本集團就其浮動利率銀行貸款之利率風險所致。

## 貨幣風險

本集團進行若干以外幣計算之交易，因此承擔匯率波動風險。本集團現時並沒有使用任何衍生合約對沖其貨幣風險。管理層透過密切監察外幣匯率變動，管理其外幣風險，並將考慮有需要時對沖重大外幣風險。

## 6. FINANCIAL INSTRUMENTS (Continued)

## b. Financial risk management objectives and policies (Continued)

## i) Market risk (Continued)

## Interest rate sensitivity

The sensitivity analyses below have been determined based on the exposure to interest rates for non-derivative instruments, excluding bank balances, at the end of the reporting period. For variable-rate bank loans, the analysis is prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for the whole year. A 100 basis points (2009: 100 basis points) increase or a 25 basis points (2009: 25 basis points) decrease is used as it represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 100 basis points (2009: 100 basis points) higher or 25 basis points (2009: 25 basis points) lower and all other variables were held constant, the Group's post-tax profit for the year ended 30 June 2010 would decrease by HK\$2,839,000 or increase by HK\$710,000 (post-tax loss of 2009 would increase by HK\$3,239,000 or decrease by HK\$810,000). This is mainly attributable to the Group's net exposure to interest rates on its variable-rate bank borrowings.

## Currency risk

The Group undertakes certain transactions denominated in foreign currencies, hence exposures to exchange rate fluctuation arise. The Group currently does not use any derivative contracts to hedge against its exposure to currency risk. The management manages its foreign currency risk by closely watching the movement of the foreign currency rate and will consider hedging significant foreign currency exposure should the need arise.

## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度

For the year ended 30 June 2010

## 6. 金融工具(續)

## 乙、金融風險管理目標及政策(續)

## i) 市場風險(續)

## 貨幣風險(續)

本集團以外幣計算之貨幣資產及貨幣負債於報告日之賬面值如下：

|           |
|-----------|
| <b>資產</b> |
| 港幣(「港幣」)  |
| 美金(「美金」)  |
| 英磅(「英磅」)  |
| <b>負債</b> |
| 港幣        |

## 外幣風險敏感度分析

因外匯兌換率之合理可能變動，而導致本集團的溢利或虧損大概變動見下列報表，本集團截至呈報期間的終結日就該外匯兌換率有重大風險。

敏感度分析僅包括以外幣計算之尚未結算貨幣項目，並於年末調整其換算以反映匯率之5%(二零零九年：5%)變動。下表(負)正數表示當港幣、美金和英磅兌人民幣增強5%時之溢利(減少)增加(二零零九年：虧損(增加)減少)。當港幣、美金和英磅兌人民幣減弱5%(二零零九年：5%)時，則將會對溢利(二零零九年：虧損)有等同和相反的影響。

## 6. FINANCIAL INSTRUMENTS (Continued)

## b. Financial risk management objectives and policies (Continued)

## i) Market risk (Continued)

## Currency risk (Continued)

The carrying amount of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

|                                   | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 |
|-----------------------------------|-----------------------------------|-----------------------------------|
| <b>Assets</b>                     |                                   |                                   |
| Hong Kong dollars<br>("HK\$")     | 5,530                             | 1,124                             |
| United States dollars<br>("US\$") | 2,532                             | 10,797                            |
| Pound Sterling<br>("GBP")         | 225                               | 223                               |
| <b>Liabilities</b>                |                                   |                                   |
| HK\$                              | 288,488                           | 338,435                           |

## Foreign currency sensitivity analysis

The following table indicates the approximate change in the Group's profit or loss in response to reasonably possible changes in the foreign exchange rates to which the Group has significant exposure at the end of the reporting period.

The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year end for a 5% (2009: 5%) change in foreign currency rates. A (negative) positive number below indicates a (decrease) increase in profit (2009: (increase) decrease in loss) where HK\$, US\$ and GBP strengthens against RMB for 5%. For a 5% (2009: 5%) weakening of HK\$, US\$ and GBP against the RMB, there would be an equal and opposite impact on the profit (2009: loss) for the period.

## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度

For the year ended 30 June 2010

## 6. 金融工具 (續)

## 乙、金融風險管理目標及政策 (續)

## i) 市場風險 (續)

外幣風險敏感度分析 (續)

|    |      | 對溢利或虧損的稅後影響<br>Effect on post-tax profit or loss |                                   |
|----|------|--|-----------------------------------|
|    |      | 二零一零年<br>2010<br>港幣千元<br>HK\$'000                | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 |
| 港幣 | HK\$ | (14,151)   | (15,840)                          |
| 美金 | US\$ | 126  | 540                               |
| 英磅 | GBP  | 11   | 11                                |

## ii) 信貸風險

於二零一零年六月三十日，本集團因交易方未能履行責任及本集團提供財務擔保而引致財務虧損的最大信貸風險來自：

- 於綜合財務狀況表內所載已確認來自金融資產之賬面值；及
- 於附註第28項內所披露有關本集團提供之財務擔保之或然負債金額。

為了盡量減低信貸風險，本集團管理層已經制訂有關釐定信貸額、信貸批核及其他監察程序的政策，以確保採取跟進措施收回逾期之債務。此外，本集團於各呈報期間的終結日檢討各個別債項之可收回款額，以確保就無法收回之款額作出足夠之減值虧損撥備。就此而言，本公司董事認為本集團信貸風險已顯著降低。

由於交易對方皆是擁有國際信貸評級機構指定為高度信貸評級之銀行或是中國的國有銀行，流動資金的信貸風險有限。

## 6. FINANCIAL INSTRUMENTS (Continued)

## b. Financial risk management objectives and policies (Continued)

## i) Market risk (Continued)

Foreign currency sensitivity analysis (Continued)

## ii) Credit risk

As at 30 June 2010, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties and financial guarantees provided by the Group is arising from:

- the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position; and
- the amount of contingent liabilities in relation to financial guarantees issued by the Group as disclosed in note 28.

In order to minimise the credit risk, management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual debt at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the Directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risk on liquid funds is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies or state-owned banks in the PRC.



## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度

For the year ended 30 June 2010

## 6. 金融工具(續)

## 乙、金融風險管理目標及政策(續)

## ii) 信貸風險(續)

有關共同控制公司欠款及非控股股東欠款，經考慮其財務狀況，本公司董事認為信貸風險有限。

本集團信貸風險主要地域集中於中國。除信貸風險集中於流動資金及地域位置外，本集團並無任何其他重大集中性信貸風險。貿易應收賬款包括大量顧客分散至不同交易對方中。

本集團就顧客借入按揭貸款向銀行提供償還擔保。該按揭貸款用作融資購買物業，最高金額為該個別物業買入價的70%。若買家於擔保期內未能償還按揭款項，擁有該按揭的銀行可能要求本集團償還尚欠貸款及其應付任何利息費用。在此情況下，本集團可以轉售該贖回的物業。因此，管理層認為因本集團提供擔保而引致的任何損失均可取回。

## iii) 流動資金風險

截至二零一零年六月三十日止年度，本集團的流動負債淨值為約港幣150,000,000元，其主要包括須於一年內償還的銀行貸款、應付稅項及貿易及其他應付賬款，分別為約港幣221,000,000元、港幣82,000,000元及港幣53,000,000元。本公司董事密切監控本集團的現金流，並於貸款到期時安排續約、延期或再融資(如須要)，以確保本集團於可預見之將來繼續運作。

## 6. FINANCIAL INSTRUMENTS (Continued)

## b. Financial risk management objectives and policies (Continued)

## ii) Credit risk (Continued)

With respect to the amounts due from a jointly controlled entity and a non-controlling shareholder, having considered their financial standings, the Directors of the Company are of the view that the credit risk is limited.

The Group's concentration of credit risk by geographical location is in the PRC. Other than concentration of credit risk on liquid funds and by geographical location, the Group does not have any other significant concentration of credit risk. Trade receivables consist of a large number of customers, spread across diverse counterparties.

The Group has provided guarantees to banks in connection with the customers' borrowing of mortgage loans to finance their purchase of the properties for an amount up to 70% of the purchase price of the individual property. If a purchaser defaults on the payment of its mortgage during the period of guarantee, the bank holding the mortgage may demand the Group to repay the outstanding loan and any interest accrued thereon. Under such circumstances, the Group is able to resell the repossessed properties. Therefore, management considers it would recover any loss incurred arising from the guarantee to the Group.

## iii) Liquidity risk

For the year ended 30 June 2010, the Group has net current liabilities of approximately HK\$150,000,000, which included mainly the bank loans due within one year, tax payable and trade and other payables of approximately HK\$221,000,000, HK\$82,000,000 and HK\$53,000,000 respectively. The Directors of the Company closely monitor the cash flows of the Group and, upon maturity of the bank loans, would arrange renewal, deferral or refinancing, where necessary, to enable the Group to carry on its operations in the foreseeable future.

## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度

For the year ended 30 June 2010

## 6. 金融工具 (續)

## 乙、金融風險管理目標及政策 (續)

## iii) 流動資金風險 (續)

於呈報期間的終結日，本集團可動用銀行融資為約港幣421,000,000元，並已動用至約港幣410,000,000元。本公司董事認為，本集團預期在相同條件及條款下延續本集團將到期的現有銀行融資。就此而言，管理層認為本集團流動資金風險已顯著降低。

下表詳列本集團按協定還款期之金融負債剩餘約定到期情況。該表以本集團最早須還款之日期為基準，根據金融負債之未貼現現金流量編製。該表同時包括利息及本金現金流量。直至利息流量為浮動利率，未貼現金額乃來自本集團於呈報期間的終結日參照香港銀行同業拆息（「同業拆息」）的加權平均利息之浮動利率財務負債。

## 流動資金風險表

## 6. FINANCIAL INSTRUMENTS (Continued)

## b. Financial risk management objectives and policies (Continued)

## iii) Liquidity risk (Continued)

At the end of the reporting period, the available banking facilities of the Group amounted to approximately HK\$421,000,000, which was utilised to the extent of approximately HK\$410,000,000. In the opinion of the Directors of the Company, the Group expects to renew the existing banking facilities on similar terms and conditions when the existing banking facilities of the Group mature. In this regard, the management considered that the Group's liquidity risk is significantly reduced.

The following table details the Group's remaining contractual maturity for its financial liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from the weighted average interest rate by reference to the Hong Kong Interbank Offered Rate (the "HIBOR") of the Group's variable-rate financial liabilities at the end of the reporting period.

## Liquidity risk tables

|   | 加權平均利率<br>Weighted average interest rate | 少於一個月<br>Less than 1 month | 一至三個月<br>1-3 months | 三個月至一年<br>3 months to 1 year | 一年至兩年<br>1-2 years | 兩年以上<br>2+years  | 於二零一零年<br>六月三十日                   |                            |
|---|--|----------------------------|---------------------|------------------------------|--------------------|------------------|-----------------------------------|----------------------------|
|   |  |                            |                     |                              |                    |                  | 未貼現現金<br>流量總額<br>Total cash flows | 的賬面值<br>Carrying amount at |
|   | %  | 港幣千元<br>HK\$'000           | 港幣千元<br>HK\$'000    | 港幣千元<br>HK\$'000             | 港幣千元<br>HK\$'000   | 港幣千元<br>HK\$'000 | 30 June 2010                      | 港幣千元<br>HK\$'000           |
| 二零一零年<br>2010                             |  |                            |                     |                              |                    |                  |                                   |                            |
| 貿易及其他應付賬款<br>Trade and other payables     | -  | 14,927                     | 660                 | 328                          | -                  | -                | 15,915                            | 15,915                     |
| 銀行貸款-浮動利率*<br>Bank loans - variable rate* | 0.97                                     | 218                        | 21,579              | 201,713                      | 64,615             | -                | 288,125                           | 285,500                    |
| 財務擔保合約<br>Financial guarantee contracts   | -  | 123,484                    | -                   | -                            | -                  | -                | 123,484                           | -                          |
|   |  | 138,629                    | 22,239              | 202,041                      | 64,615             | -                | 427,524                           | 301,415                    |

## Notes to the Consolidated Financial Statements (Continued)

## 綜合財務賬項附註(續)

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## 6. 金融工具(續)

## 乙、金融風險管理目標及政策(續)

## iii) 流動資金風險(續)

## 流動資金風險表(續)

|                 | 加權平均<br>利率<br>Weighted<br>average<br>interest rate | 少於一個月     | 一至三個月     | 三個月       | 一年        | 兩年以上      | 未貼現現金<br>流量總額<br>Total<br>undiscounted<br>cash flows | 於二零零九年<br>六月三十日<br>的賬面值<br>Carrying<br>amount at<br>30 June 2009 |
|-----------------|--|-----------|-----------|-----------|-----------|-----------|--|--|
|                 |  |           |           | 至一年       | 至兩年       |           |  | 港幣千元   |
|                 | %  | HK\$ '000 | HK\$ '000 | HK\$ '000 | HK\$ '000 | HK\$ '000 | HK\$ '000  | HK\$ '000  |
| 二零零九年           | 2009   |           |           |           |           |           |  |  |
| 貿易及其他應付賬款       | Trade and other payables                           | -         | 13,039    | 675       | 375       | -         | 14,089   | 14,089   |
| 欠一間有關聯公司之<br>款項 | Amount due to a related company                    | 5.00      | 40        | 10,000    | -         | -         | 10,040   | 9,918  |
| 銀行貸款-浮動利率*      | Bank loans - variable rate*                        | 0.72      | -         | 19,337    | 30,859    | 213,901   | 65,495   | 329,592  |
| 財務擔保合約          | Financial guarantee contracts                      | -         | 216,216   | -         | -         | -         | 216,216  | -  |
|                 |  |           | 229,295   | 30,012    | 31,234    | 213,901   | 65,495   | 569,937  |
|                 |  |           |           |           |           |           |  | 349,507  |

\* 就本集團的計息借款而言，加權平均利息代表加權平均的同業拆息加上0.64%至0.8%（二零零九年：同業拆息加上0.61%至0.8%）。

上述金額中的財務擔保合約，是當擔保的交易對手索償時，按協議本集團需要支付全部擔保款項的最高金額。根據呈報期間終結日的預期，本集團認為很大可能無需按協議支付任何款項。然而，這估計會受交易對手按擔保索償的可能性而改變。當交易對手持有已擔保的財務應收款遭受信貸損失時，行使該擔保的可能性會增大。

如果可變利率的變動與於呈報期間的終結日確定的利率估值存在差異，則可變利率工具的上述金額都將發生變化。

## 6. FINANCIAL INSTRUMENTS (Continued)

## b. Financial risk management objectives and policies (Continued)

## iii) Liquidity risk (Continued)

## Liquidity risk tables (Continued)

\* For the Group's interest bearing borrowings, weighted average interest rate represents the weighted average of HIBOR plus 0.64% to 0.8% (2009: HIBOR plus 0.61% to 0.8%).

The amounts included above for financial guarantee contracts are the maximum amounts the Group could be required to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Group considers that it is more likely than not that no amount will be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

The amounts included above for variable interest rate instruments are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

## Notes to the Consolidated Financial Statements (Continued)

## 綜合財務賬項附註(續)

截至二零一零年六月三十日止年度  
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## 6. 金融工具 (續)

## 丙、公平值

金融資產及金融負債(包括衍生工具)之公平值根據普遍採納之價格模式並按貼現現金流量分析釐定。

本公司董事認為，於綜合財務賬項內按已攤銷成本列賬之金融資產及金融負債與其相應公平值相約。

## 7. 營業額及分類資料

本集團自二零零九年七月一日起已採納香港財務報告準則第8號「經營分類」。香港財務報告準則第8號為一項披露準則，規定須按本集團之主要經營決策者(即董事會(「董事會」))就評估分類表現及分配資源而定期審閱有關本集團組成內部報告之部分，以劃分經營分類之基準。相反，其過往之香港會計準則第14號「分類報告」則規定實體採用風險及回報方法劃分兩組分類(業務及地區)。過往，本集團之主要呈報方式為業務分類。相對根據香港會計準則第14號所釐定主要分類而言，應用香港財務報告準則第8號導致本集團須重新指定經營分類。

於過去年度，對外呈報之分類資料乃按本集團經營分類(即物業租賃及銷售)所提供物業銷售及服務為基準進行分析。然而，向董事會已呈報的資料明確集中於物業租賃及銷售活動的物業所在地。因此，根據香港財務報告準則第8號，本集團的經營及可報告分類乃位於北京的物業租賃，位於上海的物業租賃及位於北京的物業銷售。

物業租賃分類包括於中國的物業租賃經營。本集團的物業投資組合主要包括位於北京及上海的辦公樓、商場及停車場。物業銷售分類包括本集團於北京的物業銷售。

有關本集團經營分類資料呈報如下。於過去年度呈報之款項已遵照香港財務報告準則第8號之規定重列。

## 6. FINANCIAL INSTRUMENTS (Continued)

## c. Fair value

The fair values of financial assets and financial liabilities (including derivative instruments) are determined in accordance with generally accepted pricing models based on discounted cash flow.

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

## 7. TURNOVER AND SEGMENT INFORMATION

The Group has adopted HKFRS 8 “Operating Segments” with effect from 1 July 2009. HKFRS 8 is a disclosure standard that requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker (i.e. the Board of Directors (the “Board”)) for the purpose of assessing their performance and allocating resources to segments. In contrast, the predecessor standard, HKAS 14 “Segment Reporting”, required an entity to identify two sets of segments (business and geographical), using a risks and returns approach. In the past, the Group’s primary reporting format was business segments. The application of HKFRS 8 has resulted in a redesignation of the Group’s operating segments as compared with the primary segments determined in accordance with HKAS 14.

In prior years, segment information reported externally was analysed on the basis of the types of properties sold and service provided by the Group’s operating division (i.e. Property rental and sales). However, information reported to the Board is more specifically focused on the location of the properties for both property rental and sales activities. The Group’s operating and reportable segments under HKFRS 8 are therefore the property rental in Beijing, property rental in Shanghai and property sales in Beijing.

The property rental segment includes property leasing operation in the PRC. The Group’s investment properties portfolio, which mainly consists of offices, shopping mall and car parks, are located in Beijing and Shanghai. The properties sales segment includes sale of the Group’s trading properties in Beijing.

Information regarding the Group’s operating segments is reported below. Amounts reported for the prior year have been restated to conform to the requirements of HKFRS 8.

## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度

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## 7. 營業額及分類資料(續)

## (甲) 分類收益及業績

本集團於本年度之收益及業績按經營分類分析如下：

|             |  | 物業租賃<br>Property rental           |                                   |                                   |                                   | 物業銷售<br>Property sales            |                                   | 綜合<br>Consolidated                |                                   |
|-------------|--|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
|             |  | 北京<br>Beijing                     |                                   | 上海<br>Shanghai                    |                                   | 北京<br>Beijing                     |                                   |                                   |                                   |
|             |  | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 |
| 營業額         | TURNOVER                                     |                                   |                                   |                                   |                                   |                                   |                                   |                                   |                                   |
| 對外銷售        | External sales                               | 24,275                            | 25,080                            | 48,173                            | 51,306                            | 53,989                            | 10,336                            | 126,437                           | 86,722                            |
| 分類業績        | SEGMENT RESULT                               | 24,809                            | (18,434)                          | 30,397                            | 3,906                             | 24,817                            | 456                               | 80,023                            | (14,072)                          |
| 未分配其他收入     | Unallocated other income                     |                                   |                                   |                                   |                                   |                                   |                                   | 16,786                            | 13,986                            |
| 未分配公司支出     | Unallocated corporate expenses               |                                   |                                   |                                   |                                   |                                   |                                   | (33,670)                          | (32,539)                          |
| 融資成本        | Finance costs                                |                                   |                                   |                                   |                                   |                                   |                                   | (2,316)                           | (6,865)                           |
| 共同控制公司之虧損分攤 | Share of loss of a jointly controlled entity |                                   |                                   |                                   |                                   |                                   |                                   | (7,230)                           | (4,339)                           |
| 除稅前溢利(虧損)   | Profit (loss) before taxation                |                                   |                                   |                                   |                                   |                                   |                                   | 53,593                            | (43,829)                          |

經營分類之會計政策與於附註第3項所述本集團的會計政策相同。分類業績指各分類所賺取之溢利或所帶來之虧損，而並無分配中央行政成本、銀行利息收入、共同控制公司欠款之假計利息收入、融資成本及共同控制公司之業績分攤。此乃一項就分配資源及評估表現向董事會呈報之計量準則。

## 7. TURNOVER AND SEGMENT INFORMATION (Continued)

## (a) Segment revenues and results

The following is an analysis of the Group's revenue and results by operating segment for the year:

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment result represents the profit earned or loss incurred from each segment without the allocation of central administration costs, bank interest income, imputed interest income on amount due from a jointly controlled entity, finance costs and share of result of a jointly controlled entity. This is the measure reported to the Board for the purposes of resources allocation and performance assessment.

## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度

For the year ended 30 June 2010

## 7. 營業額及分類資料 (續)

## 7. TURNOVER AND SEGMENT INFORMATION (Continued)

## (乙) 分類資產及負債

## (b) Segment assets and liabilities

|          |   | 物業租賃<br>Property rental |                  |                  |                  | 物業銷售<br>Property sales |                  | 綜合<br>Consolidated |                  |
|----------|---|-------------------------|------------------|------------------|------------------|------------------------|------------------|--------------------|------------------|
|          |   | 北京<br>Beijing           |                  | 上海<br>Shanghai   |                  | 北京<br>Beijing          |                  |                    |                  |
|          |   | 二零一零年<br>2010           | 二零零九年<br>2009    | 二零一零年<br>2010    | 二零零九年<br>2009    | 二零一零年<br>2010          | 二零零九年<br>2009    | 二零一零年<br>2010      | 二零零九年<br>2009    |
|          |   | 港幣千元<br>HK\$'000        | 港幣千元<br>HK\$'000 | 港幣千元<br>HK\$'000 | 港幣千元<br>HK\$'000 | 港幣千元<br>HK\$'000       | 港幣千元<br>HK\$'000 | 港幣千元<br>HK\$'000   | 港幣千元<br>HK\$'000 |
| 資產       | ASSETS                                      |                         |                  |                  |                  |                        |                  |                    |                  |
| 分類資產     | Segment assets                              | 546,348                 | 529,150          | 1,000,623        | 1,010,650        | 49,897                 | 88,193           | 1,596,868          | 1,627,993        |
| 共同控制公司權益 | Interest in a jointly controlled entity     |                         |                  |                  |                  |                        |                  | 55,457             | 49,335           |
| 共同控制公司欠款 | Amount due from a jointly controlled entity |                         |                  |                  |                  |                        |                  | 217,826            | 215,572          |
| 未分配公司資產  | Unallocated corporate assets                |                         |                  |                  |                  |                        |                  | 149,015            | 159,271          |
| 綜合資產總值   | Consolidated total assets                   |                         |                  |                  |                  |                        |                  | 2,019,166          | 2,052,171        |
| 負債       | LIABILITIES                                 |                         |                  |                  |                  |                        |                  |                    |                  |
| 分類負債     | Segment liabilities                         | 5,513                   | 4,997            | 22,709           | 25,176           | 16,702                 | 22,464           | 44,924             | 52,637           |
| 未分配公司負債  | Unallocated corporate liabilities           |                         |                  |                  |                  |                        |                  | 470,847            | 541,060          |
| 綜合負債總值   | Consolidated total liabilities              |                         |                  |                  |                  |                        |                  | 515,771            | 593,697          |

為監控不同分類的分類表現及資源分配：

- 除共同控制公司權益、共同控制公司欠款、銀行存款、銀行結餘及現金以及其他公司資產外，全部資產乃分配為經營分類；及
- 除欠一間有關聯公司之款項、應付稅項、銀行貸款、遞延稅項負債及其他公司負債外，全部負債乃分配為經營分類。

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

- all assets are allocated to operating segments other than interest in a jointly controlled entity, amount due from a jointly controlled entity, bank deposits, bank balances and cash and other corporate assets; and
- all liabilities are allocated to operating segments other than amount due to a related company, tax payable, bank loans, deferred tax liabilities and other corporate liabilities.

## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

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## 7. 營業額及分類資料(續)

## (丙) 其他分類資料

|                          |  | 物業租賃<br>Property rental |                  |                  |                  | 物業銷售<br>Property sales |                  | 分類總計<br>Segment Total |                  |
|--------------------------|--|-------------------------|------------------|------------------|------------------|------------------------|------------------|-----------------------|------------------|
|                          |  | 北京<br>Beijing           |                  | 上海<br>Shanghai   |                  | 北京<br>Beijing          |                  |                       |                  |
|                          |  | 二零一零年<br>2010           | 二零零九年<br>2009    | 二零一零年<br>2010    | 二零零九年<br>2009    | 二零一零年<br>2010          | 二零零九年<br>2009    | 二零一零年<br>2010         | 二零零九年<br>2009    |
|                          |  | 港幣千元<br>HK\$'000        | 港幣千元<br>HK\$'000 | 港幣千元<br>HK\$'000 | 港幣千元<br>HK\$'000 | 港幣千元<br>HK\$'000       | 港幣千元<br>HK\$'000 | 港幣千元<br>HK\$'000      | 港幣千元<br>HK\$'000 |
| 包括在計算分類溢利(虧損)或分類資產及負債之金額 | Amounts included in the measure of segment profit (loss) or segment assets and liabilities |                         |                  |                  |                  |                        |                  |                       |                  |
| 資本支出                     | Capital expenditures   | -                       | -                | -                | -                | 81                     | 131              | 81                    | 131              |
| 折舊                       | Depreciation   | -                       | -                | -                | -                | 443                    | 449              | 443                   | 449              |
| 有關應收賬款的減值虧損(撥回)確認淨額      | Impairment loss (reversed) recognised in respect of receivables, net                       | 166                     | 1,787            | (830)            | -                | (955)                  | -                | (1,619)               | 1,787            |
| 投資物業公平值之增加(減少)           | Increase (decrease) in fair value of investment properties                                 | 11,259                  | (34,634)         | (9,553)          | (46,558)         | -                      | -                | 1,706                 | (81,192)         |
| 出售物業、機器及設備虧損             | Loss on disposal of property, plant and equipment  | -                       | -                | -                | -                | -                      | 22               | -                     | 22               |

## (丁) 地域分類

本集團來自對外客戶的全部營業額乃位於中國(香港除外)。

按資產產處之地域分析非流動資產賬面值如下：

|          | 非流動資產賬面值<br>Carrying amount of non-current assets |                                   |
|----------|---|-----------------------------------|
|          | 二零一零年<br>2010<br>港幣千元<br>HK\$'000                 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 |
| 中國(香港除外) | 1,538,071   | 1,520,784                         |

本集團上述非流動資產不包括金融工具及遞延稅項資產(如有)。

## 7. TURNOVER AND SEGMENT INFORMATION (Continued)

## (c) Other segment information

## (d) Geographical information

All of the Group's turnover from external customers are located in the PRC (other than Hong Kong).

The following is an analysis of the carrying amount of non-current assets analysed by the geographical area in which the assets are located:

The Group's non-current assets above exclude financial instruments and deferred tax assets, if any.

## Notes to the Consolidated Financial Statements (Continued)

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## 7. 營業額及分類資料 (續)

(戌) 由於本集團概無單一客戶佔有本集團超過10%的營業額，故並無主要客戶。

## 8. 其他收入

## 7. TURNOVER AND SEGMENT INFORMATION (Continued)

(e) The Group does not have major customers as no single customer contributes more than 10% of the Group's turnover.

## 8. OTHER INCOME

|                 |  | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 |
|-----------------|--|-----------------------------------|-----------------------------------|
| 其他收入包括：         | Included in other income are:  |                                   |                                   |
| 銀行利息收入          | Bank interest income   | 1,156                             | 1,935                             |
| 兌換收益淨額          | Exchange gain, net   | 2,831                             | —                                 |
| 買家承諾之應收收益       | Gain in receivable for vendor's undertakings                           | 1,349                             | 11,409                            |
| 其他應收賬款之假計利息收入   | Imputed interest income on other receivables                           | 1,176                             | 1,498                             |
| 共同控制公司欠款之假計利息收入 | Imputed interest income on amount due from a jointly controlled entity | 12,793                            | 12,051                            |

## 9. 融資成本

## 9. FINANCE COSTS

|                   |  | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 |
|-------------------|--|-----------------------------------|-----------------------------------|
| 須於五年內悉數償還之銀行借貸利息  | Interest on bank borrowings wholly repayable within five years | 2,194                             | 6,272                             |
| 欠一間有關聯公司款項之假計利息支出 | Imputed interest expense on amount due to a related company    | 122                               | 593                               |
|                   |  | 2,316                             | 6,865                             |



## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

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## 10. 除稅前溢利(虧損)

## 10. PROFIT (LOSS) BEFORE TAXATION

|                                   |   | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 |
|-----------------------------------|---|-----------------------------------|-----------------------------------|
| 除稅前溢利(虧損)已扣除下列各項：                 | Profit (loss) before taxation has been arrived at after charging:   |                                   |                                   |
| 應收賬款中(撥回)確認之減值虧損，淨額               | Impairment loss (reversal) recognised in respect of receivables, net  | (1,619)                           | 260                               |
| 共同控制公司欠款的應收利息準備                   | Allowance for interest receivable from amount due from a jointly controlled entity                                | —                                 | 7,370                             |
| 有關行政費用中其他應收賬款之公平值調整               | Fair value adjustment in respect of other receivables included in administrative expenses                         | —                                 | 1,197                             |
| 核數師酬金                             | Auditor's remuneration  | 1,141                             | 1,208                             |
| 折舊                                | Depreciation  | 788                               | 791                               |
| 出售物業、機器及設備虧損                      | Loss on disposal of property, plant and equipment   | 5                                 | 25                                |
| 辦公室及僱員宿舍之經營租賃租金                   | Operating lease rentals in respect of office premises and staff quarters  | 1,574                             | 1,543                             |
| 員工成本(包括呈列於附註第11(甲)項之董事酬金)         | Staff costs (including Directors' remuneration shown in note 11(a))   | 9,270                             | 10,146                            |
| 共同控制公司之中國所得稅項分攤(已包含在共同控制公司之虧損分攤內) | Share of PRC income tax of a jointly controlled entity (included in share of loss of a jointly controlled entity) | 287                               | 854                               |
| 並已計入：                             | and after crediting:  |                                   |                                   |
| 已收及應收經營租賃租金淨額                     | Net operating lease rentals received and receivable   |                                   |                                   |
| 投資物業總租金                           | Gross rents from investment properties  | 73,865                            | 76,386                            |
| 減：投資物業所產生直接支出                     | Less: Direct expenses from investment properties  | (19,279)                          | (18,426)                          |
|                                   |   | <b>54,586</b>                     | <b>57,960</b>                     |

## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

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For the year ended 30 June 2010

## 11. 董事及僱員酬金

## 11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

## (甲) 董事酬金

## (a) Directors' emoluments

|             |   | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 |
|-------------|---|-----------------------------------|-----------------------------------|
| 董事袍金        | Directors' fees                                   |                                   |                                   |
| 執行董事        | Executive Directors                               | 920                               | 940                               |
| 獨立非執行董事     | Independent<br>Non-executive<br>Directors         | 300                               | 380                               |
| 其他酬金(執行董事): | Other emoluments<br>(Executive Directors):        |                                   |                                   |
| 薪金及其他福利     | Salaries and other<br>benefits                    | 1,399                             | 1,373                             |
| 退休福利計劃供款    | Contributions to<br>retirement benefits<br>scheme | 45                                | 44                                |
|             |   | <b>2,664</b>                      | <b>2,737</b>                      |

已付或應付予十二名(二零零九年:十一名)董事之各自酬金如下:

The emoluments paid or payable to each of the twelve (2009: eleven) directors were as follows:

|                                   |                                       | 二零一零年<br>2010                                     |                  |           |                  |
|-----------------------------------|---------------------------------------|---|------------------|-----------|------------------|
| 袍金                                | 薪金及<br>其他福利                           | 退休福利<br>計劃供款                                      | 總額               |           |                  |
| Fees                              | Salaries and<br>other benefits        | Contributions<br>to retirement<br>benefits scheme | Total            |           |                  |
| 港幣千元<br>HK\$'000                  | 港幣千元<br>HK\$'000                      | 港幣千元<br>HK\$'000                                  | 港幣千元<br>HK\$'000 |           | 港幣千元<br>HK\$'000 |
| 蔡黎明先生                             | Mr. CHUA Domingo                      | 120   | -                | -         | 120              |
| 陳永杰博士                             | Dr. CHAN Wing Kit, Frank              | 100   | -                | -         | 100              |
| 陳永涵先生(附註)                         | Mr. TAN Harry Chua (note)             | 120   | -                | -         | 120              |
| 陳俊望先生                             | Mr. TAN Lucio Jr. Khao                | 100   | -                | -         | 100              |
| 張志明先生                             | Mr. CHEUNG Chi Ming                   | 100   | 360              | -         | 460              |
| 黃正順先生                             | Mr. PASCUAL Ramon Sy                  | 120   | -                | -         | 120              |
| 趙少鴻先生                             | Mr. CHIU Siu Hung, Allan              | 120   | -                | -         | 120              |
| 黃世達先生                             | Mr. WONG Sai Tat                      | 120   | 1,039            | 45        | 1,204            |
| 莊劍青先生                             | Mr. CHONG Kim Chan,<br>Kenneth        | 120   | -                | -         | 120              |
| SY Robin 先生                       | Mr. SY Robin                          | 100   | -                | -         | 100              |
| 陳永年先生(附註)                         | Mr. TANENGLIAN Mariano<br>Chua (note) | 20  | -                | -         | 20               |
| SALAZAR Lourdes<br>Apostol 女士(附註) | Ms. SALAZAR Lourdes<br>Apostol (note) | 80  | -                | -         | 80               |
|                                   |                                       | <b>1,220</b>                                      | <b>1,399</b>     | <b>45</b> | <b>2,664</b>     |

## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

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## 11. 董事及僱員酬金(續)

## (甲) 董事酬金(續)

附註：

陳永涵先生於二零零九年九月二十五日獲委任為董事，陳永年先生於二零零九年十月三十日退任董事及SALAZAR Lourdes Apostol女士於二零一零年六月一日辭任獨立非執行董事。

## 11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

## (a) Directors' emoluments (Continued)

Note:

Mr. TAN Harry Chua was appointed as Director on 25 September 2009, while Mr. TANENGLIAN Mariano Chua retired as Director and Ms. SALAZAR Lourdes Apostol resigned as Independent Non-executive Director on 30 October 2009 and 1 June 2010 respectively.

|                               |                                | 二零零九年<br>2009    |                                |   |                  |
|-------------------------------|--------------------------------|------------------|--------------------------------|---|------------------|
|                               |                                | 袍金               | 薪金及<br>其他福利                    | 退休福利<br>計劃供款                                      | 總額               |
|                               |                                | Fees             | Salaries and<br>other benefits | Contributions<br>to retirement<br>benefits scheme | Total            |
|                               |                                | 港幣千元<br>HK\$'000 | 港幣千元<br>HK\$'000               | 港幣千元<br>HK\$'000                                  | 港幣千元<br>HK\$'000 |
| 蔡黎明先生                         | Mr. CHUA Domingo               | 120              | –                              | –   | 120              |
| 陳永杰博士                         | Dr. CHAN Wing Kit, Frank       | 100              | –                              | –   | 100              |
| 陳俊望先生                         | Mr. TAN Lucio Jr. Khao         | 100              | –                              | –   | 100              |
| 張志明先生                         | Mr. CHEUNG Chi Ming            | 100              | 360                            | –   | 460              |
| 黃正順先生                         | Mr. PASCUAL Ramon Sy           | 140              | –                              | –   | 140              |
| 趙少鴻先生                         | Mr. CHIU Siu Hung, Allan       | 140              | –                              | –   | 140              |
| 黃世達先生                         | Mr. WONG Sai Tat               | 140              | 1,013                          | 44  | 1,197            |
| 莊劍青先生                         | Mr. CHONG Kim Chan,<br>Kenneth | 140              | –                              | –   | 140              |
| SY Robin 先生                   | Mr. SY Robin                   | 100              | –                              | –   | 100              |
| 陳永年先生                         | Mr. TANENGLIAN Mariano<br>Chua | 100              | –                              | –   | 100              |
| SALAZAR Lourdes<br>Apostol 女士 | Ms. SALAZAR Lourdes<br>Apostol | 140              | –                              | –   | 140              |
|                               |                                | 1,320            | 1,373                          | 44  | 2,737            |

沒有酬金支付予其他董事。

No emoluments were paid to other Directors.

## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度

For the year ended 30 June 2010

## 11. 董事及僱員酬金 (續)

## (乙) 僱員酬金

五名最高薪酬人士包括一名董事(二零零九年：一名董事)，其酬金詳情載於上文附註第11(甲)項內。餘下四名人士(二零零九年：四名人士)之酬金如下：

薪金及其他福利  
退休福利計劃供款

每名個別人士之薪酬於兩年度內均少於港幣1,000,000元。

## 11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

## (b) Employees' emoluments

The five highest paid individuals included one Director (2009: one Director), details of whose emoluments are set out in note 11(a) above. The emoluments of the remaining four (2009: four) individuals are as follows:

|  | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 |
|--|-----------------------------------|-----------------------------------|
| Salaries and other benefits              | 2,461                             | 2,422                             |
| Retirement benefits scheme contributions | 119                               | 118                               |
|  | <b>2,580</b>                      | <b>2,540</b>                      |

Each individual's emoluments are less than HK\$1,000,000 for both years.

## 12. 稅項

## 12. TAXATION

|                      | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 |
|----------------------|-----------------------------------|-----------------------------------|
| 稅項支出包括：              |                                   |                                   |
| 於中國其他地方所得稅           |                                   |                                   |
| 本年度                  | 9,227                             | 12,839                            |
| 過往年度超額準備             | —                                 | (1,408)                           |
|                      | <b>9,227</b>                      | <b>11,431</b>                     |
| 中國土地增值稅<br>(「土地增值稅」) | 6,016                             | 22,857                            |
| 遞延稅項負債(附註第26項)       |                                   |                                   |
| 本年度支出(收益)            | 836                               | (13,264)                          |
|                      | <b>16,079</b>                     | <b>21,024</b>                     |

## Notes to the Consolidated Financial Statements (Continued)

## 綜合財務賬項附註(續)

截至二零一零年六月三十日止年度  
For the year ended 30 June 2010

## 12. 稅項(續)

根據中國企業所得稅法(「**企業所得稅法**」)及企業所得稅法實施規例,本集團中國附屬公司之稅率自二零零八年一月一日起為25%。

本公司若干在香港及英屬處女群島成立的附屬公司的預扣稅為該等公司在中國應課稅租金收入,管理費收入及利息收入的10%至25%。

土地增值稅撥備按有關中國稅務法律及規例所載的規定作出估計。土地增值稅乃按遞進稅率以增值額除去若干許可扣減開支後作出撥備。

遞延稅項負債詳情載列於附註第26項內。

企業所得稅法亦規定自二零零八年一月一日起,獲分派中國企業所賺取的溢利時須繳交5%至10%的預扣稅。於呈報期間的終結日,就此溢利產生的臨時差額已於綜合財務賬項內計提遞延稅項為港幣361,000元(二零零九年:港幣74,000元)。

本年度內稅項(回撥)支出可與綜合全面收益表之除稅前溢利(虧損)對賬如下:

## 12. TAXATION (Continued)

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the Group's PRC subsidiaries is 25% from 1 January 2008 onwards.

Certain subsidiaries of the Company incorporated in Hong Kong and the BVI are subject to withholding tax ranging from 10% to 25% on their taxable rental income, management fee income and interest income in the PRC.

The provision for LAT is estimated according to the requirements set forth in the relevant PRC tax laws and regulations. LAT has been provided at ranges of progressive rates of the appreciation value, with certain allowable deductions.

Details of the deferred tax liabilities are set out in note 26.

The EIT Law also requires withholding tax upon distribution of profits earned by the PRC entities since 1 January 2008 at 5% to 10%. At the end of the reporting period, deferred taxation of HK\$361,000 (2009: HK\$74,000) has been provided for in the consolidated financial statements in respect of the temporary differences attributable to such profits.

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

|                     |  | 香港        |          | 中國其他地方               |          | 合共       |          |
|---------------------|--|-----------|----------|----------------------|----------|----------|----------|
|                     |  | Hong Kong |          | Elsewhere in the PRC |          | Total    |          |
|                     |  | 二零一零年     | 二零零九年    | 二零一零年                | 二零零九年    | 二零一零年    | 二零零九年    |
|                     |  | 2010      | 2009     | 2010                 | 2009     | 2010     | 2009     |
|                     |  | 港幣千元      | 港幣千元     | 港幣千元                 | 港幣千元     | 港幣千元     | 港幣千元     |
|                     |  | HK\$'000  | HK\$'000 | HK\$'000             | HK\$'000 | HK\$'000 | HK\$'000 |
| 除稅前溢利(虧損)           | Profit (loss) before taxation  | (10,533)  | (9,243)  | 64,126               | (34,586) | 53,593   | (43,829) |
| 適用稅率                | Application tax rate   | 16.5%     | 16.5%    | 25%                  | 25%      |          |          |
| 按本地所得稅稅率計算之稅項       | Tax at the domestic income tax rate                                      | (1,738)   | (1,525)  | 16,032               | (8,647)  | 14,294   | (10,172) |
| 計算稅項時不可扣減支出之稅務影響    | Tax effect of expenses not deductible for tax purpose                    | 70        | 177      | 5,338                | 7,711    | 5,408    | 7,888    |
| 計算稅項時不需課稅收入之稅務影響    | Tax effect of income not taxable for tax purpose                         | (82)      | (290)    | (4,005)              | (3,476)  | (4,087)  | (3,766)  |
| 未被確認稅務虧損之稅務影響       | Tax effect of tax losses not recognised                                  | 1,737     | 1,629    | -                    | -        | 1,737    | 1,629    |
| 共同控制公司虧損分攤之稅務影響     | Tax effect of share of loss of a jointly controlled entity               | -         | -        | 1,807                | 1,085    | 1,807    | 1,085    |
| 以往年度超額準備            | Overprovision in prior years   | -         | -        | -                    | (1,408)  | -        | (1,408)  |
| 動用以往未確認的可扣減暫時差額     | Utilisation of deductible temporary difference previously not recognised | -         | -        | (1,308)              | -        | (1,308)  | -        |
| 因不同稅率對應付預提稅之附屬公司之影響 | Effect of different tax rate for subsidiaries subject to withholding tax | -         | -        | (3,998)              | 2,851    | (3,998)  | 2,851    |
| 土地增值稅之影響            | Effect of LAT  | -         | -        | 6,016                | 22,857   | 6,016    | 22,857   |
| 其他                  | Others   | 13        | 9        | (3,803)              | 51       | (3,790)  | 60       |
| 本年度稅項支出             | Tax charge for the year  | -         | -        | 16,079               | 21,024   | 16,079   | 21,024   |

## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度

For the year ended 30 June 2010

## 13. 股息

## 13. DIVIDENDS

|  |  | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 |
|--|--|-----------------------------------|-----------------------------------|
| 有關截至二零零九年六月三十日止年度<br>已派發末期股息每股港幣2仙<br>(二零零八年：港幣3仙) | Final dividend paid in respect<br>of year ended 30 June 2009<br>of 2 Hong Kong cents<br>(2008: 3 Hong Kong cents)<br>per share   | 4,382                             | 6,573                             |
| 有關截至二零一零年六月三十日止年度<br>已派發中期股息每股港幣2仙<br>(二零零九年：港幣2仙) | Interim dividend paid in respect<br>of year ended 30 June 2010<br>of 2 Hong Kong cents<br>(2009: 2 Hong Kong cents)<br>per share | 4,382                             | 4,382                             |
|  |  | <b>8,764</b>                      | <b>10,955</b>                     |

董事已建議截至二零一零年六月三十日止年度末期股息每股港幣2仙，合共港幣4,382,000元，惟須待股東於股東週年大會上通過。

The final dividend in respect of 2 Hong Kong cents per share totalling HK\$4,382,000 for the year ended 30 June 2010 has been proposed by the Directors and is subject to approval by the shareholders in the annual general meeting.

## 14. 每股基本盈利(虧損)

## 14. BASIC EARNINGS (LOSS) PER SHARE

本公司擁有人應佔每股基本盈利(虧損)乃根據本年度之本公司擁有人應佔溢利港幣36,521,000元(二零零九年：虧損港幣62,467,000元)及於本年度內已發行普通股219,103,681股(二零零九年：219,103,681股)計算。

The calculation of basic earnings (loss) per share attributable to owners of the Company is based on profit (loss) attributable to owners of the Company of HK\$36,521,000 (2009: loss of HK\$62,467,000) for the year and on 219,103,681 (2009: 219,103,681) ordinary shares in issue throughout the year.

## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度

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## 15. 物業、機器及設備

## 15. PROPERTY, PLANT AND EQUIPMENT

|                    |   | 車輛<br>Motor<br>vehicles<br>港幣千元<br>HK\$'000 | 機器、<br>設備及其他<br>Plant and<br>machinery,<br>equipment<br>and others<br>港幣千元<br>HK\$'000 | 總額<br>Total<br>港幣千元<br>HK\$'000 |
|--------------------|---|---|--|---------------------------------|
| <b>成本</b>          | <b>COST</b>                                       |   |  |                                 |
| 於二零零八年七月一日         | At 1 July 2008                                    | 7,977                                       | 34,592   | 42,569                          |
| 兌換調整               | Exchange realignment                              | (16)  | (18)   | (34)                            |
| 添置                 | Additions   | –   | 155  | 155                             |
| 解除附屬公司綜合入賬         | De-consolidation of a subsidiary                  | (1,317)                                     | (28,726)   | (30,043)                        |
| 出售                 | Disposals   | (1,409)                                     | (13)   | (1,422)                         |
| 於二零零九年六月三十日        | At 30 June 2009                                   | 5,235                                       | 5,990  | 11,225                          |
| 兌換調整               | Exchange realignment                              | 54  | 57   | 111                             |
| 添置                 | Additions   | –   | 103  | 103                             |
| 出售                 | Disposals   | –   | (27)   | (27)                            |
| <b>於二零一零年六月三十日</b> | <b>At 30 June 2010</b>                            | <b>5,289</b>                                | <b>6,123</b>   | <b>11,412</b>                   |
| <b>折舊</b>          | <b>DEPRECIATION</b>                               |   |  |                                 |
| 於二零零八年七月一日         | At 1 July 2008                                    | 5,490                                       | 22,407   | 27,897                          |
| 兌換調整               | Exchange realignment                              | (5)   | (10)   | (15)                            |
| 本年度準備              | Provided for the year                             | 563   | 228  | 791                             |
| 因解除附屬公司綜合<br>入賬而撇除 | Eliminated on de-consolidation<br>of a subsidiary | (1,120)                                     | (18,619)   | (19,739)                        |
| 因出售而撇除             | Eliminated on disposals                           | (1,268)                                     | (9)  | (1,277)                         |
| 於二零零九年六月三十日        | At 30 June 2009                                   | 3,660                                       | 3,997  | 7,657                           |
| 兌換調整               | Exchange realignment                              | 42  | 36   | 78                              |
| 本年度準備              | Provided for the year                             | 596   | 192  | 788                             |
| 因出售而撇除             | Eliminated on disposals                           | –   | (22)   | (22)                            |
| <b>於二零一零年六月三十日</b> | <b>At 30 June 2010</b>                            | <b>4,298</b>                                | <b>4,203</b>   | <b>8,501</b>                    |
| <b>賬面值</b>         | <b>CARRYING AMOUNTS</b>                           |   |  |                                 |
| <b>於二零一零年六月三十日</b> | <b>At 30 June 2010</b>                            | <b>991</b>                                  | <b>1,920</b>   | <b>2,911</b>                    |
| 於二零零九年六月三十日        | At 30 June 2009                                   | 1,575                                       | 1,993  | 3,568                           |

上述物業、機器及設備項目按下列年率折舊：

車輛 15% – 20%  
機器、設備及其他 10% – 33.3%

The above items of property, plant and equipment are depreciated at the following rates per annum:

Motor vehicles 15% to 20%  
Plant and machinery, equipment and others 10% to 33.3%

## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度

For the year ended 30 June 2010

## 16. 投資物業

## 16. INVESTMENT PROPERTIES

|                    |                        | 港幣千元<br>HK\$'000 |
|--------------------|------------------------|------------------|
| <b>公平值</b>         | <b>FAIR VALUE</b>      |                  |
| 於二零零八年七月一日         | At 1 July 2008         | 1,603,217        |
| 兌換調整               | Exchange realignment   | (4,209)          |
| 公平值減少              | Decrease in fair value | (81,192)         |
| 於二零零九年六月三十日        | At 30 June 2009        | 1,517,816        |
| 兌換調整               | Exchange realignment   | 15,915           |
| 公平值增加              | Increase in fair value | 1,706            |
| <b>於二零一零年六月三十日</b> | <b>At 30 June 2010</b> | <b>1,535,437</b> |

於二零一零年及二零零九年六月三十日，本集團投資物業之公平值乃根據與本集團並無關連之獨立合資格專業估值師第一太平戴維斯估值及專業顧問有限公司於該日進行之估值得出。第一太平戴維斯估值及專業顧問有限公司為香港測量師學會成員，估值乃參照市場上類似物業交易價格證據。重估引致公平值增加而帶來之收益淨額港幣1,706,000元(二零零九年：公平值減少而帶來之虧損淨額港幣81,192,000元)已撥入損益內(二零零九年：扣除)。所有投資物業均位於中國並屬於中期租約。

本集團所有以營業租賃合約持有而獲取租金收益或資本增值之投資物業於兩個年度均以公平值方法計算。

The fair value of the Group's investment properties as at 30 June 2010 and 2009 has been arrived at on the basis of valuations carried out on that date by Savills Valuation and Professional Services Limited, an independent firm of qualified professional valuers not connected with the Group. Savills Valuation and Professional Services Limited is a member of the Hong Kong Institute of Surveyors. The valuation was arrived at by reference to market evidence of transaction prices for similar properties. The revaluation gave rise to a net gain arising from increase in fair value of HK\$1,706,000 (2009: net loss arising from decrease in fair value of HK\$81,192,000) which has been credited (2009: charged) to profit or loss. All the investment properties are situated in the PRC under medium-term lease.

The investment properties of the Group held under operating leases to earn rentals or for capital appreciation purposes are measured using the fair value model for both years.



## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度

For the year ended 30 June 2010

## 17. 共同控制公司權益

## 17. INTEREST IN A JOINTLY CONTROLLED ENTITY

|                  |  | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 |
|------------------|--|-----------------------------------|-----------------------------------|
| 投資成本，非上市<br>(附註) | Cost of investment, unlisted<br>(note)         | 69,984                            | 56,875                            |
| 收購後虧損及儲備的分攤      | Share of post-acquisition loss<br>and reserves | (14,527)                          | (7,540)                           |
|                  |  | 55,457                            | 49,335                            |
| 共同控制公司欠款         | Amount due from a jointly<br>controlled entity | 225,196                           | 222,942                           |
| 減：應收利息準備         | Less: Allowance for interest<br>receivable     | (7,370)                           | (7,370)                           |
|                  |  | 217,826                           | 215,572                           |

共同控制公司的欠款為無抵押及須於呈報期間的終結日後十二個月內償還。該欠款以每年6%(二零零九年：6%)實際利息按攤銷成本計算。截至二零一零年六月三十日止年度，欠款的部份減值是關於應收利息港幣7,370,000元(二零零九年：港幣7,370,000元)。

附註：

本集團於二零零七年與中方合資夥伴就深圳圳華港灣企業有限公司(「圳華」)的股權權益爭議提出國際仲裁呈請，仲裁聆訊已於二零零七年內進行，而中國國際經濟貿易仲裁委員會(「仲裁委員會」)已於二零零八年七月三十日就有關仲裁聆訊作出仲裁裁決(「二零零八年裁決」)。

## 二零零八年裁決

根據二零零八年裁決，其中包括(甲)於一九九六年十二月二十日訂立之股東協議(其中本集團於圳華股權增至80%)(「股東協議」)為合法有效；(乙)由於中國當局尚未正式批准經修訂公司組織章程文件(其中本集團於圳華股權增至80%)(「組織章程文件」)，該等組織章程文件尚未生效；及(丙)圳華之註冊資本確認為人民幣21,000,000元，其中本集團及中方合資夥伴分別出資人民幣10,290,000元及人民幣10,710,000元，而本集團及中方合資夥伴分別持有圳華之股權權益49%及51%。

The amount due from a jointly controlled entity is unsecured and repayable after the next twelve months from the end of the reporting period. The amount is carried at amortised cost at an effective interest rate of 6% (2009: 6%) per annum. For the year ended 30 June 2010, the amount was partially impaired in respect of the interest receivable of HK\$7,370,000 (2009: HK\$7,370,000).

Note:

The Group in 2007 had lodged a petition for international arbitration in respect of the dispute with Chinese joint venture partner as to the percentages of equity interest held in Shenzhen Zhen Wah Harbour Enterprises Ltd. ("Zhen Wah"). The arbitral proceedings were heard during 2007 and an arbitral award was made by China International Economic and Trade Arbitration Commission ("CIETAC") on 30 July 2008 in relation thereto (the "Award 2008").

## Award 2008

Pursuant to the Award 2008, amongst others, (a) the shareholders' agreement dated 20 December 1996, in which the Group's shareholding in Zhen Wah increased to 80%, ("Shareholders' Agreement") is legally valid and effective; (b) the revised constitutional documents, in which the Group's shareholding in Zhen Wah increased to 80%, ("Constitutional Documents") were not yet effective as such constitutional documents had not yet been duly approved by the relevant PRC government authorities; and (c) the registered capital of Zhen Wah was confirmed to be RMB21,000,000, of which RMB10,290,000 and RMB10,710,000 were contributed by the Group and the Chinese joint venture partner, respectively, and that the equity interests of Zhen Wah were held by the Group and the Chinese joint venture partner as to 49% and 51%, respectively.

## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度  
For the year ended 30 June 2010

## 17. 共同控制公司權益 (續)

附註：(續)

董事認為，經查詢本公司之中國法律顧問，二零零八年裁決令(甲)本集團有權根據股東協議行使其權利；(乙)儘管本集團及中方合資夥伴持有圳華之股權權益分別為49%及51%(鑑於中國當局尚未正式批准組織章程文件，該等組織章程文件尚未生效)，惟本集團有權爭取中國有關當局對組織章程文件之批准；及(丙)本集團為增加其股權由49%至80%而提供增加資本人民幣32,550,000元將會考慮為本集團向圳華作出的墊款。

本集團於二零零九年就中方合資夥伴繼續履行本集團就圳華於一九九六年十二月二十日簽訂的股東協議書提出另一份國際仲裁呈請(「二零零九年仲裁聆訊」)，二零零九年仲裁聆訊已於二零零九年九月四日進行，而仲裁委員會已於二零一零年五月二十七日就有關仲裁聆訊作出仲裁裁決(「二零零九年裁決」)。

## 二零零九年裁決

根據二零零九年裁決，其中包括(甲)本集團請求中方合資夥伴繼續履行其於股東協議的責任，其中包括約定增加本集團於圳華的股權權益至80%，已被仲裁委員會駁回；(乙)本集團提出有關按股東協議條款分配來自重新發展前東角頭土地租金收入利潤的請求，已獲仲裁委員會支持；及(丙)中方合資夥伴提出終止股東協議的請求則獲仲裁委員會支持。

## 對綜合財務賬項的影響

在二零零八年裁決之前，圳華被視為本集團附屬公司而入賬。經撤除圳華與集團內部交易及結餘後，圳華財務賬項與本集團綜合財務賬項合併。於過往年度，按照二零零八年裁決結果，管理層認為任何一方均不可施行單方面控制。本集團按其持有圳華股權權益49%之權益法，圳華已被視為共同控制公司，而圳華之資產與負債已被解除綜合入賬。而本集團授予圳華墊支款項不會撤除，惟於二零零八年七月三十日納入為本集團共同控制公司欠款。本集團已評估圳華欠款的收回可能性，並於二零零九年確認有關未能收回的墊款利息的減值虧損為港幣7,370,000元。

二零零九年裁決內有關本集團有權按股東協議條款分配來自重新發展前東角頭土地租金收入利潤80%的請求，已獲仲裁委員會支持。

本集團按其持有圳華股權權益49%之權益法分配來自租金收入利潤。由於董事認為裁決結果乃取決於中方合資夥伴的一致同意，故於呈報期間的終結日，31%的額外分佔合共港幣4,749,000元不予確認。

## 17. INTEREST IN A JOINTLY CONTROLLED ENTITY (Continued)

Note: (Continued)

In the opinion of the Directors, as advised by the Company's PRC legal advisers, as a result of the Award 2008, (a) the Group is entitled to enforce its rights under the Shareholders' Agreement; (b) although the equity interests in Zhen Wah as held by the Group and the Chinese joint venture partner were 49% and 51%, respectively, in view of the fact that the Constitutional Documents were not yet effective since such Constitutional Documents had not yet been duly approved by the relevant PRC government authorities, the Group had the right to seek for the approval of the relevant PRC government authorities in connection with the Constitutional Documents; and (c) the additional capital contribution of RMB32,550,000 by the Group for the increase in its shareholding from 49% to 80% would be considered as advances to Zhen Wah by the Group.

The Group in 2009 had lodged another petition for international arbitration in respect of the Chinese joint venture partner's continuance to fulfill the obligations under a Shareholders' Agreement entered into with the Group on 20 December 1996, in relation to Zhen Wah (the "2009 Arbitral Proceedings"). The 2009 Arbitral Proceedings were heard on 4 September 2009 and the arbitral award in 2009 (the "Award 2009") has been made by CIETAC on 27 May 2010.

## Award 2009

Pursuant to the Award 2009, amongst others, (a) the petition made by the Group for the Chinese joint venture partner to continue to fulfill its obligations under the Shareholders' Agreement which stipulated, amongst others, the increase of equity interests of the Group in Zhen Wah to 80% has been rejected by CIETAC; (b) the petition made by the Group for the distribution of profit arising from rental income generated from the Tung Kok Tau Land before re-development in accordance with the provisions of the Shareholders' Agreement has been supported by CIETAC; and (c) the petition made by the Chinese joint venture partner for termination of the Shareholders' Agreement has been supported by CIETAC.

## Impact to the consolidated financial statement

Prior to the Award 2008, Zhen Wah was accounted for as a subsidiary of the Group. Its financial statements were consolidated line by line into the Group's consolidated financial statements after eliminating the intra-group transactions and balances with Zhen Wah. In the prior year, as a result of the Award 2008, the management considered that no unilateral control could be imposed by either party. The assets and liabilities of Zhen Wah were de-consolidated and the Group's share of net assets and results in Zhen Wah had been accounted for as a jointly controlled entity under the equity method based on the Group's 49% equity interest in Zhen Wah. The advances to Zhen Wah by the Group had not been eliminated but included as the Group's amount due from a jointly controlled entity on 30 July 2008. The Group had assessed the recoverability of the amount due from Zhen Wah and had recognised an impairment loss of HK\$7,370,000 in respect of the irrecoverable interest of the advance in 2009.

The Award 2009 has supported the distribution of profit arising from rental income generated from the Tung Kok Tau Land before re-development entitled by the Group should be 80% as stipulated in the provisions of the Shareholders' Agreement.

The distribution of profit arising from rental income was accounted for under the equity method based on the Group's 49% equity interest in Zhen Wah. The additional share of 31% amounting to HK\$4,749,000 is not recognised at the end of the reporting period, as the Directors consider the result of the arbitration is subject to the agreement of the Chinese joint venture partner.

## Notes to the Consolidated Financial Statements (Continued)

## 綜合財務賬項附註(續)

截至二零一零年六月三十日止年度  
For the year ended 30 June 2010

## 17. 共同控制公司權益 (續)

於二零一零年六月三十日及二零零九年六月三十日的共同控制公司權益詳情如下：

| 共同控制公司名稱<br>Name of jointly controlled entity              | 成立地區<br>Place of establishment | 本集團持有權益<br>The Group's equity interest | 主要業務<br>Principal activities                                      |
|--|--------------------------------|--|---|
| 深圳圳華港灣企業有限公司<br>Shenzhen Zhen Wah Harbour Enterprises Ltd. | 中國<br>PRC                      | 49%<br>49%                             | 臨時港口運作／物業發展<br>Temporary port operations/<br>property development |

上述共同控制公司為中外合資經營公司，並由本公司間接持有，本集團於共同控制公司內的投票權由本集團代表佔共同控制公司的董事會比例決定。

有關採用權益法編製本集團共同控制公司的財務資訊摘要如下：

## 17. INTEREST IN A JOINTLY CONTROLLED ENTITY (Continued)

Particulars of the jointly controlled entity as at 30 June 2010 and 30 June 2009 are as follows:

The above jointly controlled entity is sino-foreign equity joint venture company and indirectly held by the Company. The voting power of the Group in the jointly controlled entity is determined by the proportion of the Group's representatives in the Board of Directors of the jointly controlled entity.

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

|            |                                       | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 |
|------------|---------------------------------------|-----------------------------------|-----------------------------------|
| 非流動資產(附註)  | Non-current assets (note)             | 246,417                           | 248,557                           |
| 流動資產       | Current assets                        | 40,024                            | 36,216                            |
| 流動負債       | Current liabilities                   | (11,493)                          | (10,715)                          |
| 非流動負債      | Non-current liabilities               | (217,826)                         | (215,572)                         |
|            |                                       | 57,122                            | 58,486                            |
| 於損益內確認的收入  | Income recognised in profit or loss   | 8,132                             | 18,341                            |
| 於損益內確認的支出  | Expenses recognised in profit or loss | 22,300                            | 25,453                            |
| 其他全面收入(支出) | Other comprehensive income (expense)  | 476                               | (6,533)                           |

附註：該資產包括待發展物業，乃位於中國深圳東角頭的一塊土地之土地使用權之預付租賃款項和直接填海費用。圳華已支付全部地價款，由於物業位處之城市正進行重新分區及重新規劃，正與有關政府部門商討重新發展該物業。

Note: The assets include properties held for development which represent prepaid lease payments of land use rights and direct reclamation costs for a piece of land situated at Tung Kok Tau in Shenzhen, the PRC with the land use right. Zhen Wah has paid all land premium and is in the process of negotiating with relevant government authorities for redevelopment due to the re-zoning and re-planning of the city on which the properties are located.

## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度

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## 18. 待售物業

本集團待售物業乃位於中國以中期租賃持有。於呈報期間的終結日，該等物業在日常業務進行下全部可用作銷售，及管理層估計約港幣33,739,000元(二零零九年：港幣34,255,000元)預期將於呈報期間的終結日多於十二個月後變現。

## 19. 貸款應收賬款

貸款應收賬款乃無抵押，並為免息及須於呈報期間的終結日十二個月內償還。於二零零九年及二零一零年呈報期間的終結日，該金額已全部過期。

## 呆賬撥備變動

|        |                              | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 |
|--------|------------------------------|-----------------------------------|-----------------------------------|
| 於年初    | At the beginning of the year | 3,455                             | 3,928                             |
| 減值虧損撥回 | Impairment loss reversed     | (603)                             | (462)                             |
| 兌換調整   | Exchange realignment         | 31                                | (11)                              |
| 於年終    | At the end of the year       | 2,883                             | 3,455                             |

## 18. PROPERTIES HELD FOR SALE

The properties held for sale of the Group are situated in the PRC and held under medium-term lease. At the end of the reporting period, the properties are all available for sale in the ordinary course of business, and the management estimates that approximately HK\$33,739,000 (2009: HK\$34,255,000) are expected to be realised more than twelve months after the end of the reporting period.

## 19. LOAN RECEIVABLES

The loan receivables were unsecured, interest-free and repayable within twelve months after the end of the reporting period. The amounts were all past due at the reporting dates of both 2009 and 2010.

## Movement in allowance for doubtful debts

|        |                                    | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 |
|--------|------------------------------------|-----------------------------------|-----------------------------------|
| 貸款應收賬款 | Loan receivables                   | 2,883                             | 3,455                             |
| 減：呆賬撥備 | Less: Allowance for doubtful debts | (2,883)                           | (3,455)                           |
|        |                                    | -                                 | -                                 |

## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度

For the year ended 30 June 2010

## 20. 其他金融資產

## 貿易及其他應收賬款

|                       |   | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 |
|-----------------------|---|-----------------------------------|-----------------------------------|
| 貿易應收賬項                | Trade receivables   | 23,131                            | 25,642                            |
| 其他應收賬項                | Other receivables   | 11,158                            | 31,882                            |
|                       |   | 34,289                            | 57,524                            |
| 減：呆賬撥備                | Less: Allowance for doubtful debts                        | (16,248)                          | (17,096)                          |
|                       |   | 18,041                            | 40,428                            |
| 分析為：                  | Analysed as:  |                                   |                                   |
| 呈列於流動資產之<br>貿易及其他應收賬項 | Trade and other receivables as shown under current assets | 17,297                            | 32,076                            |
| 呈列於非流動資產之<br>其他應收賬項   | Other receivables as shown under non-current assets       | 744                               | 8,352                             |
|                       |   | 18,041                            | 40,428                            |

於二零一零年六月三十日，其他應收賬款結餘包括買家不履行向銀行償還款項而由本集團接管貸款(有物業抵押並以實際利率5.85%(二零零九年：5.85%)為攤銷成本)之應收賬款港幣2,997,000元(二零零九年：港幣13,836,000元)；及於二零一零年六月三十日為於過往年度有關收購附屬公司買家承諾之應收款項港幣零元(二零零九年：港幣8,976,000元)。除附註第19項披露的住房貸款外，本集團物業銷售允許其客戶平均為三十日(二零零九年：三十日)之信貸期。來自租客之租金應收賬款及客戶之服務收入應收賬款於出示發票時即付。於呈報期間的終結日，以發票日期為基準所呈列貿易應收賬款(扣減呆賬準備)之賬齡分析如下：

|          |              | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 |
|----------|--------------|-----------------------------------|-----------------------------------|
| 0日至60日內  | 0-60 days    | 11,132                            | 11,335                            |
| 61日至90日內 | 61-90 days   | 78                                | 314                               |
| 90日以上    | Over 90 days | 21                                | 1,353                             |
|          |              | 11,231                            | 13,002                            |

## 20. OTHER FINANCIAL ASSETS

## Trade and other receivables

|   |   | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 |
|---|---|-----------------------------------|-----------------------------------|
| Trade receivables   | Trade receivables   | 23,131                            | 25,642                            |
| Other receivables   | Other receivables   | 11,158                            | 31,882                            |
|   |   | 34,289                            | 57,524                            |
| Less: Allowance for doubtful debts                        | Less: Allowance for doubtful debts                        | (16,248)                          | (17,096)                          |
|   |   | 18,041                            | 40,428                            |
| Analysed as:  | Analysed as:  |                                   |                                   |
| Trade and other receivables as shown under current assets | Trade and other receivables as shown under current assets | 17,297                            | 32,076                            |
| Other receivables as shown under non-current assets       | Other receivables as shown under non-current assets       | 744                               | 8,352                             |
|   |   | 18,041                            | 40,428                            |

At 30 June 2010, the balance of other receivables include receivables from home buyers who defaulted on repayment to banks, representing the loans taken over by the Group, of HK\$2,997,000 (2009: HK\$13,836,000) with collateral of properties and are measured at amortised cost at an effective interest rate of 5.85% (2009: 5.85%) and an amount receivable as at 30 June 2010 for vendor's undertakings of nil (2009: HK\$8,976,000) in relation to the acquisition of subsidiaries in the prior years. For property sales, other than home loans disclosed in note 19, the Group allows an average credit period of 30 days (2009: 30 days) to its customers. Rentals receivable from tenants and service income receivables from customers are payable on presentation of invoices. The following is an aged analysis of trade receivables net of allowance for doubtful debt presented based on invoice date at the end of the reporting period.

## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度  
For the year ended 30 June 2010

## 20. 其他金融資產(續)

## 貿易及其他應收賬款(續)

本集團在接受新客戶前對其信貸進行評估，並評估有潛質客戶信貸質素而釐定客戶信貸額。客戶可取得信貸額亦定期審閱。其中貿易應收賬款之98%(二零零九年：87%)並非過期或減值，且有良好還款結算記錄。

本集團貿易應收賬款包括賬面值港幣172,000元(二零零九年：港幣1,667,000元)之債務人，該款項於報告日已過期，而本集團並未作出減值虧損撥備。由於信貸質素未有重大改變，故管理層認為該款項乃可收回。本集團並未持有為該等結餘之任何擔保。該等應收賬款平均過期賬齡為過期82日(二零零九年：77日)。

## 已過期但未作出減值之賬齡分析

|          |              | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 |
|----------|--------------|-----------------------------------|-----------------------------------|
| 逾期：      | Overdue:     |                                   |                                   |
| 0日至30日內  | 0-30 days    | -                                 | -                                 |
| 31日至60日內 | 31-60 days   | 73                                | -                                 |
| 61日至90日內 | 61-90 days   | 78                                | 314                               |
| 90日以上    | Over 90 days | 21                                | 1,353                             |
| 總額       | Total        | 172                               | 1,667                             |

## 呆賬撥備變動

|               |  | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 |
|---------------|--|-----------------------------------|-----------------------------------|
| 於年初           | At the beginning of the year                   | 17,096                            | 29,405                            |
| 減值虧損撥回        | Impairment loss reversed                       | (2,038)                           | (1,065)                           |
| 減值虧損確認        | Impairment loss recognised                     | 1,022                             | 1,787                             |
| 兌換調整          | Exchange realignment                           | 168                               | (45)                              |
| 解除附屬公司綜合入賬而撇除 | Eliminated on de-consolidation of a subsidiary | -                                 | (12,986)                          |
| 於年終           | At the end of the year                         | 16,248                            | 17,096                            |

## 20. OTHER FINANCIAL ASSETS (Continued)

## Trade and other receivables (Continued)

Before accepting any new customer, the Group carries out assessment on the creditability of the new customer and assesses the potential customer's credit quality and defines credit limits by customer. Limits attributed to customers are reviewed regularly. 98% (2009: 87%) of the trade receivables are neither past due nor impaired and have good settlement repayment history.

Included in the Group's trade receivable balance are debtors with a carrying amount of HK\$172,000 (2009: HK\$1,667,000) which are past due at the reporting date for which the Group has not provided for impairment loss. There has not been a significant change in credit quality and the management considers that the amounts are still recoverable. The Group does not hold any collateral over these balances. The average overdue age of these receivables is 82 days (2009: 77 days) overdue.

## Aging of past due but not impaired trade receivables

## Notes to the Consolidated Financial Statements (Continued)

## 綜合財務賬項附註(續)

截至二零一零年六月三十日止年度  
For the year ended 30 June 2010

## 20. 其他金融資產(續)

## 貿易及其他應收賬款(續)

## 呆賬撥備變動(續)

在釐定貿易債務人的償還能力時，本集團已考慮貿易債務人從最初給予其貸款日至本報告日的信貸質素轉變。董事認為在呆賬撥備以外無需再作更多信貸準備。

呆賬撥備包括獨立已減值虧損的貿易應收賬款合共結餘共港幣1,022,000元(二零零九年：港幣1,787,000元)。該應收款有嚴重財務困難並且欠款長期過期，本集團並未持有為該等結餘之任何擔保。

## 非控股股東欠款

該款項概無抵押、免息及須按要求時償還。

## 銀行結餘及現金

銀行結餘及現金包括本集團持有之現金及期限在三個月或以內而不限用途之銀行存款。平均實際利率為每年0.44%(二零零九年：0.4%)。

## 21. 貿易及其他應付賬款

於二零一零年六月三十日，貿易及其他應付賬款結餘包括港幣2,443,000元(二零零九年：港幣2,403,000元)之貿易應付賬款。於呈報期間的終結日，以發票日期為基準所呈列貿易應付賬款之賬齡分析如下：

|         |              | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 |
|---------|--------------|-----------------------------------|-----------------------------------|
| 0日至60日內 | 0-60 days    | 304                               | 281                               |
| 60日以上   | Over 60 days | 2,139                             | 2,122                             |
|         |              | <b>2,443</b>                      | <b>2,403</b>                      |

其他應付賬款主要包括租金按金港幣19,298,000元(二零零九年：港幣21,871,000元)及租金預收港幣3,419,000元(二零零九年：港幣4,677,000元)。

## 20. OTHER FINANCIAL ASSETS (Continued)

## Trade and other receivables (Continued)

## Movement in the allowance for doubtful debts (Continued)

In determining the recoverability of a trade debtor, the Group considers any change in the credit quality of the trade debtor from the date credit was initially granted up to the reporting date. The Directors believe that there is no further credit provision required in excess of the allowance for doubtful debts.

Included in the allowance for doubtful debts are individually impaired trade receivables with an aggregate balance of HK\$1,022,000 (2009: HK\$1,787,000) which are in severe financial difficulties with long outstanding balances overdue. The Group does not hold any collateral over these balances.

## Amount due from a non-controlling shareholder

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

## Bank balances and cash

Bank balances and cash comprise cash held by the Group and deposits with maturity of three months or less held with banks were not restricted in use. The average effective interest rate is 0.44% (2009: 0.4%).

## 21. TRADE AND OTHER PAYABLES

At 30 June 2010, the balance of trade and other payables included trade payables of HK\$2,443,000 (2009: HK\$2,403,000). The following is an aged analysis of trade payables based on the invoice date at the end of the reporting period:

The other payables mainly include rental deposits of HK\$19,298,000 (2009: HK\$21,871,000) and receipt in advance of HK\$3,419,000 (2009: HK\$4,677,000).

## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度  
For the year ended 30 June 2010**22. 已收預售按金**

該款項預期在呈報期間的終結日後十二(二零零九年：十二)個月內確認為收益。

**23. 欠一間有關聯公司之款項**

於二零零九年欠一間有關聯公司之款項指於截至二零零六年六月三十日止年度內收購若干附屬公司協議下總代價中港幣10,000,000元之保留款項。於二零零六年九月三十日，該筆款項已根據預售合約完成後分三年每年退還港幣10,000,000元的還款期，於本年悉數償還。該款項按5%(二零零九年：5%)之實際年利率以攤銷成本計量。於本年度內，就此筆結餘於綜合全面收益表內扣減港幣122,000元(二零零九年：港幣593,000元)之假計利息開支。若干董事於該有關聯公司內有重大股權權益。

**24. 銀行貸款**

有抵押  
無抵押

應償還銀行貸款如下：

一年內  
一年後但不超過兩年  
兩年後但不超過五年

減：列作流動負債之  
一年內應償還款項

須於一年後償還款項

銀行貸款以位於中國上海的投資物業作抵押，並以港幣結算。

該等貸款根據同業拆息加上0.61%至0.8%之浮動利率(二零零九年：同業拆息再加上0.61%至0.8%)計息。

**22. PRE-SALE DEPOSITS RECEIVED**

The amount is expected to be recognised as revenue within the next twelve (2009: twelve) months after the end of the reporting period.

**23. AMOUNT DUE TO A RELATED COMPANY**

The amount due to a related company in year 2009 represented the retained sum of HK\$10,000,000 out of the total consideration under the agreement for the acquisition of certain subsidiaries during the year ended 30 June 2006. The amount was fully repaid in the current year in accordance with the repayment schedule of three yearly payments of HK\$10,000,000 each, from the completion of the pre-sale contracts on 30 September 2006. The amount was measured at amortised cost at an effective interest rate of 5% (2009: 5%) per annum. During the year, an imputed interest expense of HK\$122,000 (2009: HK\$593,000) was charged to the consolidated statement of comprehensive income in respect of this balance. The related company is a company in which certain directors have significant equity interests.

**24. BANK LOANS**

|                       |  | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 |
|-----------------------|--|-----------------------------------|-----------------------------------|
| 有抵押                   | Secured  | 275,500                           | 316,000                           |
| 無抵押                   | Unsecured  | 10,000                            | 9,500                             |
|                       |  | <b>285,500</b>                    | <b>325,500</b>                    |
| 應償還銀行貸款如下：            | The bank loans were repayable as follows:                              |                                   |                                   |
| 一年內                   | Within one year  | 221,000                           | 50,000                            |
| 一年後但不超過兩年             | More than one year, but not exceeding two years                        | 64,500                            | 211,000                           |
| 兩年後但不超過五年             | More than two years, but not exceeding five years                      | —                                 | 64,500                            |
|                       |  | <b>285,500</b>                    | <b>325,500</b>                    |
| 減：列作流動負債之<br>一年內應償還款項 | Less: Amount repayable within one year shown under current liabilities | (221,000)                         | (50,000)                          |
| 須於一年後償還款項             | Amount due after one year  | <b>64,500</b>                     | <b>275,500</b>                    |

The bank loans are secured by the investment properties situated in Shanghai, the PRC and are denominated in Hong Kong dollars.

The loans carried interest at variable rates ranging from 0.61% to 0.8% over HIBOR (2009: 0.61% to 0.8% over HIBOR).



## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度

For the year ended 30 June 2010

## 25. 股本

|                             |   | 股份數目                           | 總數                             |
|-----------------------------|---|--------------------------------|--------------------------------|
|                             |   | Number of shares               | Amount                         |
|                             |   | 二零一零年及<br>二零零九年<br>2010 & 2009 | 二零一零年及<br>二零零九年<br>2010 & 2009 |
|                             |   | 港幣千元<br>HK\$'000               |                                |
| 每股面值港幣1.00元之<br>普通股股份<br>法定 | Ordinary shares of<br>HK\$1.00 each<br>Authorised | 300,000,000                    | 300,000                        |
| 已發行                         | Issued  | 219,103,681                    | 219,104                        |

## 26. 遞延稅項負債

以下為本年度及過往報告期間本集團  
確認之主要遞延稅項負債及有關變動：

|            |                                   | 中國公司<br>未分配溢利<br>Undistributed<br>earnings of<br>PRC entities<br>港幣千元<br>HK\$'000 | 投資物業<br>Investment<br>properties<br>港幣千元<br>HK\$'000 | 總額<br>Total<br>港幣千元<br>HK\$'000 |
|------------|-----------------------------------|---|--|---------------------------------|
| 二零零八年七月一日  | At 1 July 2008                    | 24  | 106,366  | 106,390                         |
| 在損益內扣除(回撥) | Charge (credit) to profit or loss | 50  | (13,314)   | (13,264)                        |
| 兌換調整       | Exchange realignment              | -   | (271)  | (271)                           |
| 二零零九年六月三十日 | At 30 June 2009                   | 74  | 92,781   | 92,855                          |
| 在損益內扣除     | Charge to profit or loss          | 284   | 552  | 836                             |
| 兌換調整       | Exchange realignment              | 3   | 975  | 978                             |
| 二零一零年六月三十日 | At 30 June 2010                   | 361   | 94,308   | 94,669                          |

於二零一零年六月三十日，本集團可  
用作抵銷未來溢利而未使用稅項虧損  
為港幣49,535,000元(二零零九年：港  
幣39,008,000元)。因未能確定未來溢利  
流，故未有確認遞延稅項資產。該稅  
項虧損可無限期結轉。

於二零一零年六月三十日，本集團可  
扣減暫時差額為港幣75,135,000元(二  
零零九年：港幣79,575,000元)。由於可  
動用扣減暫時差額之可使用應課稅溢  
利未能確定存在，故概無遞延稅項資  
產就該可扣減暫時差額被確認。

## 25. SHARE CAPITAL

## 26. DEFERRED TAX LIABILITIES

The major deferred tax liabilities recognised by the Group  
and movements thereon during the current and prior reporting  
periods are as follows:

At 30 June 2010, the Group has unused tax losses of  
HK\$49,535,000 (2009: HK\$39,008,000) available for  
offset against future profits. No deferred tax asset has been  
recognised due to the unpredictability of future profit streams.  
Such tax losses may be carried forward indefinitely.

At 30 June 2010, the Group has deductible temporary  
difference of HK\$75,135,000 (2009: HK\$79,575,000). No  
deferred tax asset has been recognised in relation to such  
deductible temporary difference as it is not probable that  
taxable profit will be available against which the deductible  
temporary difference can be utilised.

## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度  
For the year ended 30 June 2010

## 26. 遞延稅項負債 (續)

根據中國的新法規，自二零零八年一月一日起，中國公司獲取的溢利在分派時須繳交預扣稅。於綜合賬內，自二零零八年一月一日起，就中國公司的未分配溢利已計提遞延稅項。

## 27. 解除附屬公司綜合入賬

自中國國際經濟貿易仲裁委員會於二零零八年七月三十日作出仲裁裁決後，於截至二零零九年六月三十日止之年度內，本集團已失去圳華的單方控制權。圳華從以往由本集團持有80%權益的附屬公司，轉為被視為由本公司及中方合營夥伴共同控制及本集團持有49%權益的共同控制公司(見附註第17項)。

於二零零九年解除綜合入賬日的附屬公司資產淨值如下：

## 26. DEFERRED TAX LIABILITIES (Continued)

Under the New Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by PRC entities from 1 January 2008 onwards. Deferred taxation has been provided in respect of the undistributed profits retained by the PRC entities from 1 January 2008 onwards, in the consolidated financial statements.

## 27. DE-CONSOLIDATION OF A SUBSIDIARY

During the year ended 30 June 2009, the Group had lost unilateral control in Zhen Wah, a previous 80% owned subsidiary, after the arbitral award made by China International Economic and Trade Arbitration Commission on 30 July 2008. Zhen Wah has since then been jointly controlled by the Company and the Chinese joint venture partner and is accounted for as a 49% jointly controlled entity as detailed in note 17.

The net assets of the subsidiary at the date of de-consolidation in 2009 were set out below.

|                | 港幣千元<br>HK\$'000   |
|----------------|--|
| 解除綜合入賬的資產淨值：   | Net assets de-consolidated:                                  |
| 物業、機器及設備       | Property, plant and equipment 10,304                         |
| 待發展物業          | Properties held for development 255,712                      |
| 貿易及其他應收賬款      | Trade and other receivables 1,203                            |
| 非控股股東欠款        | Amount due from a non-controlling shareholder 5,809          |
| 銀行結餘及現金        | Bank balances and cash 27,719                                |
| 貿易及其他應付賬款      | Trade and other payables (17,189)                            |
| 應付稅項           | Tax payable (1,755)  |
|                | <hr/> 281,803  |
| 非控股股東權益應佔資產淨值  | Net assets attributable to non-controlling interest (16,999) |
|                | <hr/> 264,804  |
| 表示為：           | Represented by:  |
| 共同控制公司權益       | Interest in a jointly controlled entity 56,875               |
| 共同控制公司欠款       | Amount due from a jointly controlled entity 207,929          |
|                | <hr/> 264,804  |
| 解除綜合入賬的銀行結餘及現金 | Bank balances and cash de-consolidated 27,719                |

上述附屬公司對本集團二零零九年的業績及現金流量並無重大貢獻。

The above subsidiary did not make any significant contribution to the results and cash flows of the Group during the year of 2009.

## Notes to the Consolidated Financial Statements (Continued)

## 綜合財務賬項附註(續)

截至二零一零年六月三十日止年度  
For the year ended 30 June 2010

## 28. 或然負債

本集團曾為中國北京一房地產項目的住房買家提供銀行住房貸款償還擔保。於二零一零年六月三十日，本集團提供該等擔保住房貸款為港幣123,484,000元(二零零九年：港幣216,216,000元)。本公司董事認為由於該等財務擔保合同之借貸相對價值比率為低，故有關財務擔保合同之首次確認及於呈報期間的終結日之公平值並不重大。

## 29. 租賃承擔

## 本集團為承租者：

於呈報期間的終結日，本集團就租用物業所訂下不可撤銷經營租賃之將來最少租賃付款總額如下：

於一年內  
於第二至第五年內  
(兩者包括在內)

租賃協議平均為期兩年(二零零九年：兩年)，而租賃年期內之租金乃固定的。

## 本集團為出租者：

於呈報期間的終結日，以下資產按經營租賃租出：

投資物業

待售物業

於呈報期間的終結日概無待售物業臨時租出，而投資物業則以平均三年租賃期租出。於往年，該等資產平均租賃期為三年，而承租者有權續租，惟續租年期不超過兩年。租賃年期內之租金乃固定的。

## 28. CONTINGENT LIABILITIES

The Group has given guarantees in respect of the settlement of home loans provided by banks to the home buyers of a property project in Beijing, the PRC. At 30 June 2010, the Group had given guarantees in respect of such home loans of HK\$123,484,000 (2009: HK\$216,216,000). The Directors of the Company consider that the fair values of these financial guarantee contracts at their initial recognition and at the end of the reporting period are insignificant on the basis of the low loan to value ratio.

## 29. LEASE COMMITMENTS

## The Group as lessee:

At the end of the reporting period, the Group had total future minimum lease payments under non-cancellable operating leases in respect of rented premises as follows:

|                                       | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 |
|---------------------------------------|-----------------------------------|-----------------------------------|
| Within one year                       | 787                               | 1,486                             |
| In the second to fifth year inclusive | 7                                 | 651                               |
|                                       | 794                               | 2,137                             |

Leases are negotiated for an average term of two years (2009: two years) and rentals are fixed over the term of the leases.

## The Group as lessor:

At the end of the reporting period, the following assets were rented out under operating leases:

|                          | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 |
|--------------------------|-----------------------------------|-----------------------------------|
| Investment properties    | 1,297,574                         | 1,287,288                         |
| Properties held for sale | –                                 | 14,032                            |

There were no properties held for sale temporarily leased out at the end of the reporting period, while the investment properties were leased out for average term of three years. In last year, these assets were leased out for average term of three years with renewal options given to the lessees for further periods not exceeding two years. Rentals are fixed over the term of the leases.

## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度  
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## 29. 租賃承擔 (續)

## 本集團為出租者：(續)

於呈報期間的終結日，本集團與租客簽訂不可撤銷經營租賃之將來最少租賃收入總額如下：

於一年內  
於第二至第五年內  
(兩者包括在內)  
五年以上

## 29. LEASE COMMITMENTS (Continued)

## The Group as lessor: (Continued)

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments under non-cancellable operating leases:

|                      | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 |
|----------------------|-----------------------------------|-----------------------------------|
| 於一年內                 | 55,735                            | 53,921                            |
| 於第二至第五年內<br>(兩者包括在內) | 67,805                            | 85,281                            |
| 五年以上                 | 13,622                            | 17,017                            |
|                      | 137,162                           | 156,219                           |

## 30. 優先認股權計劃

本公司於二零零一年十二月二十一日採納一項優先認股權計劃(「**優先認股權計劃**」)。

採納優先認股權計劃旨在為董事、員工及合資格參與者提供獎勵，並於二零零一年十二月二十日屆滿。根據優先認股權計劃，本公司董事會可向本公司及其附屬公司執行董事、員工及依據優先認股權計劃由本公司董事會酌情決定合資格參與者，授予可認購本公司股份之優先認股權。每股認購價格不少於(i)授予優先認股權當日在聯交所上市之本公司股份收市價；(ii)緊接授予優先認股權日期前五個營業日在聯交所之本公司股份平均收市價；及(iii)本公司股份面值三者之較高者。根據優先認股權計劃可授予優先認股權股份數目最多為於優先認股權計劃獲批准當日本公司已發行股份之10%。倘悉數行使會導致董事、員工或合資格參與者在任何十二個月內可認購總額超逾本公司已發行股本1%，他或她均不可授予優先認股權。按照優先認股權計劃，可行使授予優先認股權時間為本公司董事會通知期限，惟不得超過自授予之日起計十年。接受每一優先認股權之授予須支付代價港幣1元。

## 30. SHARE OPTION SCHEME

The Company adopted a share option scheme on 21 December 2001 (the “**Share Option Scheme**”).

The Share Option Scheme was adopted for the purpose of providing incentives to Directors, employees and eligible participants and will expire on 20 December 2011. Under the Share Option Scheme, the Board of Directors of the Company may grant options to Executive Directors, employees of the Company and its subsidiaries and such eligible participants at the discretion of the Board of Directors of the Company pursuant to the terms of the Share Option Scheme, to subscribe for shares of the Company at a price per share not less than the highest of (i) the closing price of a share of the Company listed on the Stock Exchange at the date of grant of the option; (ii) the average of the closing price of a share of the Company on the Stock Exchange for the five trading days immediately preceding the date of grant of the option; and (iii) the nominal value of a share of the Company. The maximum number of shares in respect of which options shall be granted under the Share Option Scheme shall not exceed 10% in aggregate of the issued share capital of the Company at the date of its adoption. No Director, employee or eligible participant may be granted options under the Share Option Scheme which will enable him or her if exercise in full to subscribe for exceeding 1% of the issued share capital of the Company in any 12-month period. The option period for which the options granted can be exercisable, shall be such period as notified by the Board of Directors of the Company, save that it shall not be more than 10 years from the date of grant subject to the terms of the Share Option Scheme. Nominal consideration of HK\$1 is payable on acceptance of each grant.

## Notes to the Consolidated Financial Statements (Continued)

## 綜合財務賬項附註(續)

截至二零一零年六月三十日止年度

For the year ended 30 June 2010

## 30. 優先認股權計劃 (續)

自優先認股權採納日，本公司及其附屬公司任何董事、員工及合資格參與者概無根據優先認股權計劃獲授予或行使優先認股權，及於二零一零年六月三十日、二零零九年六月三十日及二零零八年七月一日並無尚未行使之優先認股權。

## 31. 退休福利計劃

(甲) 於二零零零年十二月一日前，本集團為所有合資格僱員設立定額供款退休福利計劃(「**定額供款退休計劃**」)。該計劃之資產由獨立受託人管理，並與本集團之資產分開處理。倘僱員於可取得全數供款前退出定額供款退休計劃，則本集團將可以動用該放棄供款以減低本集團日後之供款。

自二零零零年十二月一日起，本集團設立強積金計劃。定額供款退休計劃之員工可有一次性之選擇權，決定轉為強積金計劃或保留現時之計劃。強積金計劃已根據強制性公積金計劃條例向強積金管理局註冊。強積金計劃之資產由獨立受託人管理，並與本集團之資產分開處理。根據強積金計劃條例，僱主及其僱員分別須按規例訂明之比率作出供款。並無任何放棄供款可供僱主用作減低本集團日後供款之用。

由定額供款退休計劃及強積金計劃而引致納入綜合全面收益表內的退休福利計劃供款，乃本集團按該等計劃規例訂明之比率而作出應付供款。

於本年度內，退休福利供款港幣191,000元(二零零九年：港幣190,000元)已計入損益內。

於二零一零年六月三十日，僱員因終止定額供款退休計劃而放棄之供款為港幣2,000元(二零零九年：港幣2,000元)，該款項可用作減低本集團根據定額供款退休計劃規定在未來年度應付供款。

## 30. SHARE OPTION SCHEME (Continued)

No share option was granted to or exercised by any of the Company's and its subsidiaries' Directors, employees and such eligible participants under the Share Option Scheme since its adoption, and there were no share options outstanding as at 30 June 2010, 30 June 2009 and 1 July 2008.

## 31. RETIREMENT BENEFIT SCHEME

(a) Prior to 1 December 2000, the Group operated a defined contribution retirement benefit scheme ("Defined Contribution Scheme") for its qualifying employees in Hong Kong. The assets of the scheme are held separately from those of the Group in funds under the control of an independent trustee. Where there are employees who leave the Defined Contribution Scheme prior to vesting fully in the contributions, the amount of the forfeited contributions would be used to reduce future contributions payable by the Group.

With effective from 1 December 2000, the Group has set up a MPF Scheme. Members of the Defined Contribution Scheme were given one-time option to choose to transfer to the MPF Scheme or remain in the existing scheme. The MPF Scheme is registered with the Mandatory Provident Fund Scheme Authority under the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rules of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at rates specified in the rules. No forfeited contributions are available to reduce the contribution payable in the future years by the employer.

The retirement benefit scheme contributions arising from the Defined Contribution Scheme and the MPF Scheme charged to the consolidated statement of comprehensive income represent contributions payable to the funds by the Group at rates specified in the rules of the schemes.

During the year, retirement benefits contributions charged to profit or loss are HK\$191,000 (2009: HK\$190,000).

At 30 June 2010, there are forfeited contributions of HK\$2,000 (2009: HK\$2,000) which arose upon employees leaving the Defined Contribution Scheme and which are available to reduce the contributions payable by the Group under Defined Contribution Scheme in the future years.

## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度  
For the year ended 30 June 2010**31. 退休福利計劃 (續)**

(乙) 根據有關中國法例及規則，中國附屬公司及共同控制公司須根據北京及深圳當地政府規定，分別將薪金之20%及9%，作為退休福利計劃中該等公司員工退休福利的供款。

於本年度內，退休福利供款港幣126,000元(二零零九年：港幣124,000元)已計入損益內。

**32. 資產抵押**

除附註第28項所披露本集團就銀行授予若干買家之住房貸款所提供之保證外，本集團亦已將其銀行存款港幣21,239,000元(二零零九年：港幣12,303,000元)抵押予銀行，作為授予住房買家之該等住房貸款之抵押品。存款按平均0.36%(二零零九年：1.08%)之浮動息率計息，並會於授予住房買家之住屋貸款解除後解除。

於二零一零年六月三十日，本集團已向銀行抵押位於中國上海的投資物業，其賬面值為港幣997,948,000元(二零零九年：港幣997,130,000元)，並轉讓予銀行該投資物業所得租金收入及出售款項，以取得授予本集團一般銀行融資。

**31. RETIREMENT BENEFIT SCHEME (Continued)**

(b) According to the relevant laws and regulations in the PRC, the PRC subsidiaries and jointly controlled entity are required to contribute 20% and 9% of the stipulated salary set by the Beijing and Shenzhen local governments, respectively, to the retirement benefits schemes to fund the retirement benefits of their employees.

During the year, the retirement benefits contributions charged to profit or loss are HK\$126,000 (2009: HK\$124,000).

**32. PLEDGE OF ASSETS**

In addition to the guarantees given by the Group for home loans provided by banks to certain buyers as disclosed in note 28, the Group has also pledged its bank deposits of HK\$21,239,000 (2009: HK\$12,303,000) to banks to secure such home loans granted to the home buyers. The deposits carry floating interest rate of 0.36% (2009: 1.08%) on average and will be released upon the release of relevant home loans granted to home buyers.

At 30 June 2010, the Group had pledged its investment properties situated in Shanghai, the PRC with a carrying amount of HK\$997,948,000 (2009: HK\$997,130,000) and an assignment of rental and sale proceeds from the investment properties to the bank to secure general banking facilities granted to the Group.

## Notes to the Consolidated Financial Statements (Continued)

## 綜合財務賬項附註(續)

截至二零一零年六月三十日止年度

For the year ended 30 June 2010

## 33. 與有關聯者之交易

除於綜合財務賬項附註第17、20及23項內披露者外，本集團與有關聯公司於本年度內已達成下列交易：

買方承諾之應收賬款收益

已付租金及管理費

已付顧問服務費

於二零一零年六月三十日及二零零九年六月三十日，下列有關聯公司之其他未償還結餘(該等款項為無抵押、免息及須按要求償還)載列如下：

納入貿易及其他應收賬款  
之應收有關聯公司按金

納入貿易及其他應收賬款  
之應收有關聯公司款項

納入貿易及其他應付賬款  
之應付有關聯公司款項

有關聯公司乃為若干董事於該等公司擁有股權權益，並對該等公司帶來重大影響。

本集團主要管理人事為所有董事，彼等薪酬詳情在附註第11項內披露。

## 33. RELATED PARTY TRANSACTIONS

Other than those disclosed in notes 17, 20 and 23 to the consolidated financial statements, during the year, the Group has entered into the following transactions with related companies:

|  | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 |
|--|-----------------------------------|-----------------------------------|
| Gain in receivable for vendor's undertakings | 1,349                             | 11,409                            |
| Rental and management fees paid              | 3,057                             | 1,881                             |
| Consultancy service fees paid                | 1,000                             | 1,136                             |

Other outstanding balances with the following related companies, which are unsecured, interest-free and repayable on demand, at 30 June 2010 and 30 June 2009 are as follows:

|   | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 |
|---|-----------------------------------|-----------------------------------|
| Deposits due from related companies included in trade and other receivables | 317                               | 317                               |
| Amounts due from related companies included in trade and other receivables  | 193                               | 9,064                             |
| Amount due to a related company included in trade and other payables        | 746                               | 500                               |

The related companies are companies in which certain Directors have equity interests in these companies that give them significant influence over these companies.

The Group's key management personnel are all Directors, details of their remuneration are disclosed in note 11.

## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度

For the year ended 30 June 2010

## 34. 本公司財務狀況表

本公司於呈報期間的終結日財務狀況表包括：

## 34. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Statement of financial position of the Company at the end of the reporting period includes:

|            |                                  | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 |
|------------|----------------------------------|-----------------------------------|-----------------------------------|
| 非流動資產      | Non-current Assets               |                                   |                                   |
| 於附屬公司權益    | Interests in subsidiaries        | 192,475                           | 164,098                           |
| 一間附屬公司貸款   | Loan to a subsidiary             | 740,488                           | 743,831                           |
|            |                                  | <b>932,963</b>                    | 907,929                           |
| 流動資產       | Current Assets                   |                                   |                                   |
| 其他應收款項及預付款 | Other receivables and prepayment | 103                               | 102                               |
| 銀行結餘及現金    | Bank balances and cash           | 669                               | 593                               |
|            |                                  | <b>772</b>                        | 695                               |
| 流動負債       | Current Liability                |                                   |                                   |
| 其他應付賬款     | Other payables                   | 3,255                             | 3,220                             |
| 流動負債淨值     | Net Current Liabilities          | <b>(2,483)</b>                    | (2,525)                           |
|            |                                  | <b>930,480</b>                    | 905,404                           |
| 資本及儲備      | Capital and Reserves             |                                   |                                   |
| 股本         | Share capital                    | 219,104                           | 219,104                           |
| 儲備         | Reserves                         | 598,159                           | 586,661                           |
|            |                                  | <b>817,263</b>                    | 805,765                           |
| 非流動負債      | Non-current Liability            |                                   |                                   |
| 欠附屬公司款項    | Amounts due to subsidiaries      | 113,217                           | 99,639                            |
|            |                                  | <b>930,480</b>                    | 905,404                           |



## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度

For the year ended 30 June 2010

## 35. 主要附屬公司詳情

於二零一零年六月三十日及二零零九年六月三十日，主要附屬公司之詳情如下：

## 35. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Particulars of principal subsidiaries as at 30 June 2010 and 30 June 2009 are as follows:

| 附屬公司名稱<br>Name of subsidiary  | 成立/註冊/<br>經營地區<br>Place of<br>incorporation/<br>registration/operation | 已發行及繳足股本/註冊資本<br>Issued and paid up share capital/registered capital |                         |   |   | 本公司持有已發行股本/<br>註冊資本面值百分比<br>Proportion of nominal<br>value of issued/registered<br>capital held by the Company |               | 主要業務<br>Principal activities                      |
|---|--|--|-------------------------|---|---|--|---------------|---|
|   |  | 普通股<br>Ordinary  |                         | 其他<br>Others  |   | 二零一零年<br>2010  | 二零零九年<br>2009 |   |
|   |  | 二零一零年<br>2010  | 二零零九年<br>2009           | 二零一零年<br>2010                                       | 二零零九年<br>2009                                       |  |               |   |
| 雅典企業有限公司<br>Ardent Enterprises Limited  | 香港<br>Hong Kong  | 港幣1,200元<br>HK\$1,200  | 港幣1,200元<br>HK\$1,200   | -   | -   | 100%   | 100%          | 投資控股<br>Investment holding                        |
| 北京利輝房地產開發<br>有限公司<br>Beijing Longfast Property<br>Development Co., Ltd.                   | 中國 (附註五)<br>PRC (Note 5)   | -  | -                       | 美金30,000,000<br>(附註一)<br>US\$30,000,000<br>(Note 1) | 美金30,000,000<br>(附註一)<br>US\$30,000,000<br>(Note 1) | 95%  | 95%           | 物業投資及發展<br>Property investment<br>and development |
| 乘旋投資有限公司<br>Billion Stock Investment<br>Limited   | 香港<br>Hong Kong  | 港幣2元<br>HK\$2  | 港幣2元<br>HK\$2           | -   | -   | 100%   | 100%          | 提供信託服務<br>Provision of<br>nominee services        |
| Broad Capital Investments<br>Limited  | 英屬處女群島<br>British Virgin Islands                                       | 美金1元<br>US\$1  | 美金1元<br>US\$1           | -   | -   | 100%   | 100%          | 投資控股<br>Investment holding                        |
| 中盈置業有限公司<br>China Gain Properties Limited   | 香港<br>Hong Kong  | 港幣2元<br>HK\$2  | 港幣2元<br>HK\$2           | -   | -   | 100%   | 100%          | 物業投資<br>Property investment                       |
| 達力有限公司<br>Dynamic (B.V.I.) Limited  | 英屬處女群島<br>British Virgin Islands                                       | 美金50,000元<br>US\$50,000  | 美金50,000元<br>US\$50,000 | -   | -   | 100%   | 100%          | 投資控股<br>Investment holding                        |
| 達力財務有限公司<br>Dynamic Finance Limited   | 香港<br>Hong Kong  | 港幣10,000元<br>HK\$10,000  | 港幣10,000元<br>HK\$10,000 | -   | -   | 100%   | 100%          | 融資<br>Financing                                   |
| 達力管理(北京)有限公司<br>Dynamic Management<br>(Beijing) Limited                                   | 英屬處女群島<br>British Virgin Islands                                       | 港幣7元<br>HK\$7  | 港幣7元<br>HK\$7           | -   | -   | 100%   | 100%          | 融資<br>Financing                                   |
| 達力管理服務有限公司<br>Dynamic Management<br>Services Limited                                      | 香港<br>Hong Kong  | 港幣2元<br>HK\$2  | 港幣2元<br>HK\$2           | -   | -   | 100%   | 100%          | 提供管理服務<br>Provision of<br>management<br>services  |
| Dynamic (Nominees) Limited  | 香港<br>Hong Kong  | 港幣2元<br>HK\$2  | 港幣2元<br>HK\$2           | -   | -   | 100%   | 100%          | 提供管理服務<br>Provision of<br>management<br>services  |
| 達力房地產(中國)諮詢<br>管理有限公司<br>Dynamic Real Estate (China)<br>Management Consultancy<br>Limited | 英屬處女群島<br>British Virgin Islands                                       | 美金1元<br>US\$1  | 美金1元<br>US\$1           | -   | -   | 100%   | 100%          | 管理諮詢<br>Management<br>consultancy                 |
| Glory Diamond Inc.  | 英屬處女群島<br>British Virgin Islands                                       | 美金10元<br>US\$10  | 美金10元<br>US\$10         | -   | -   | 100%   | 100%          | 投資控股<br>Investment holding                        |
| 浩域投資有限公司<br>Harvic Investment Limited   | 香港<br>Hong Kong  | 港幣2元<br>HK\$2  | 港幣2元<br>HK\$2           | -   | -   | 100%   | 100%          | 投資控股<br>Investment holding                        |
| 高偉投資有限公司<br>High Grand Investments<br>Limited   | 英屬處女群島<br>British Virgin Islands                                       | 美金1元<br>US\$1  | 美金1元<br>US\$1           | -   | -   | 100%   | 100%          | 投資控股<br>Investment holding                        |

## Notes to the Consolidated Financial Statements (Continued)

綜合財務賬項附註(續)

截至二零一零年六月三十日止年度

For the year ended 30 June 2010

## 35. 主要附屬公司詳情 (續)

## 35. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

| 附屬公司名稱<br>Name of subsidiary                   | 成立/註冊/<br>經營地區<br>Place of<br>incorporation/<br>registration/operation | 已發行及繳足股本/註冊資本           |                         |               |               | 本公司持有已發行股本/<br>註冊資本面值百分比   |               | 主要業務<br>Principal activities |
|--|--|-------------------------|-------------------------|---------------|---------------|--|---------------|------------------------------|
|  |  | 普通股<br>Ordinary         |                         | 其他<br>Others  |               | Proportion of nominal<br>value of issued/registered<br>capital held by the Company |               |                              |
|  |  | 二零一零年<br>2010           | 二零零九年<br>2009           | 二零一零年<br>2010 | 二零零九年<br>2009 | 二零一零年<br>2010  | 二零零九年<br>2009 |                              |
| 智啟國際有限公司<br>Move On International Limited      | 香港<br>Hong Kong  | 港幣1元<br>HK\$1           | 港幣1元<br>HK\$1           | -             | -             | 100%   | 100%          | 物業投資<br>Property investment  |
| Pearlway Investments Limited                   | 英屬處女群島<br>British Virgin Islands                                       | 美金1元<br>US\$1           | 美金1元<br>US\$1           | -             | -             | 100%   | 100%          | 投資控股<br>Investment holding   |
| 多利億投資有限公司<br>Strong Way Investment Limited     | 香港<br>Hong Kong  | 港幣10,000元<br>HK\$10,000 | 港幣10,000元<br>HK\$10,000 | -             | -             | 100%   | 100%          | 投資控股<br>Investment holding   |
| 遠僑發展有限公司<br>Yonderille Developments<br>Limited | 香港<br>Hong Kong  | 港幣40,000元<br>HK\$40,000 | 港幣40,000元<br>HK\$40,000 | -             | -             | 100%   | 100%          | 融資<br>Financing              |

附註：

Notes:

- 北京利輝房地產開發有限公司(「北京利輝」)之註冊股本為美金30,000,000元。上述於兩個年度所披露之美金30,000,000元乃截至期末止本集團所繳足之股本。然而，本集團經同意可攤佔北京利輝95%利潤。
- 除達力有限公司及Glory Diamond Inc.由本公司直接全資擁有外，所有附屬公司均為間接擁有。
- 董事認為以上報表所列明為主要影響本集團業績或資產之本公司附屬公司，並認為列明其他附屬公司資料將造成篇幅過多。
- 各附屬公司於年終或本年度內任何時間概無發行任何債務證券。
- 在中國成立之附屬公司註冊為中外合作經營公司。

- Beijing Longfast Property Development Co., Ltd. (“Beijing Longfast”) had a registered capital of US\$30,000,000. The amount of US\$30,000,000 disclosed in both years above represents capital paid by the Group up to period ended date. However, the Group’s entitlement to share the profit in Beijing Longfast was agreed to be at 95%.
- Other than Dynamic (B.V.I.) Limited and Glory Diamond Inc., which are wholly-owned directly by the Company, all subsidiaries are held by the Company indirectly.
- The above table lists the subsidiaries of the Company which, in the opinion of the Directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.
- None of the subsidiaries had issued any debt securities at the end of the year, or at any time during the year.
- The subsidiary established in the PRC is registered as sino-foreign co-operative joint venture.

# Financial Summary

## 財務摘要

以下為所述各年度之綜合業績及資產以及負債摘要：

### 綜合業績

A summary of the consolidated results and assets and liabilities for the years stated is as follows:

### CONSOLIDATED RESULTS

|                       |  | 截至六月三十日止年度<br>Year ended 30 June  |                                   |                                   |                                   |                                   |
|-----------------------|--|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
|                       |  | 二零零六年<br>2006<br>港幣千元<br>HK\$'000 | 二零零七年<br>2007<br>港幣千元<br>HK\$'000 | 二零零八年<br>2008<br>港幣千元<br>HK\$'000 | 二零零九年<br>2009<br>港幣千元<br>HK\$'000 | 二零一零年<br>2010<br>港幣千元<br>HK\$'000 |
| 營業額                   | Turnover   | 171,469                           | 165,392                           | 140,302                           | 86,722                            | 126,437                           |
| 本年度本公司擁有人<br>應佔溢利(虧損) | Profit (loss) for the year<br>attributable to the owners of<br>the Company | 130,160                           | 217,479                           | 80,075                            | (62,467)                          | 36,521                            |
| 每股基本盈利(虧損)<br>(港幣：仙)  | Basic earnings (loss) per share<br>(Hong Kong cents)                       | 59.4                              | 99.3                              | 36.5                              | (28.5)                            | 16.7                              |

## Financial Summary (Continued)

財務摘要 (續)

## 綜合資產、負債及權益

## CONSOLIDATED ASSETS, LIABILITIES AND EQUITY

|            |  | 於六月三十日     |           |           |           |           |
|------------|--|------------|-----------|-----------|-----------|-----------|
|            |  | At 30 June |           |           |           |           |
|            |  | 二零零六年      | 二零零七年     | 二零零八年     | 二零零九年     | 二零一零年     |
|            |  | 2006       | 2007      | 2008      | 2009      | 2010      |
|            |  | 港幣千元       | 港幣千元      | 港幣千元      | 港幣千元      | 港幣千元      |
|            |  | HK\$'000   | HK\$'000  | HK\$'000  | HK\$'000  | HK\$'000  |
| 物業、機器及設備   | Property, plant and equipment                    | 13,987     | 13,431    | 14,672    | 3,568     | 2,911     |
| 投資物業       | Investment properties                            | –          | 1,410,772 | 1,603,217 | 1,517,816 | 1,535,437 |
| 物業權益       | Property interest                                | 455,432    | –         | –         | –         | –         |
| 待發展物業      | Properties held for development                  | 225,654    | 235,874   | 255,712   | –         | –         |
| 共同控制公司權益   | Interest in a jointly controlled entity          | –          | –         | –         | 49,335    | 55,457    |
| 共同控制公司欠款   | Amount due from a jointly controlled entity      | –          | –         | –         | 215,572   | 217,826   |
| 其他應收賬款     | Other receivables                                | 27,220     | 28,214    | 6,048     | 8,352     | 744       |
| 貸款應收賬款     | Loan receivables                                 | 2,164      | –         | –         | –         | –         |
| 流動資產       | Current assets                                   | 555,089    | 322,464   | 325,105   | 257,528   | 206,791   |
| 資產總值       | Total assets                                     | 1,279,546  | 2,010,755 | 2,204,754 | 2,052,171 | 2,019,166 |
| 本公司擁有人應佔權益 | Equity attributable to the owners of the Company | 1,026,627  | 1,298,850 | 1,508,264 | 1,430,684 | 1,474,313 |
| 非控股股東權益    | Non-controlling interests                        | 34,865     | 43,572    | 47,255    | 27,790    | 29,082    |
| 總權益        | Total equity                                     | 1,061,492  | 1,342,422 | 1,555,519 | 1,458,474 | 1,503,395 |
| 銀行貸款       | Bank loans                                       |            |           |           |           |           |
| – 須於一年後償還  | – due after one year                             | –          | 351,300   | 316,000   | 275,500   | 64,500    |
| 欠一間有關聯公司款項 | Amount due to a related company                  |            |           |           |           |           |
| – 須於一年後償還  | – due after one year                             | 17,490     | 18,364    | 9,407     | –         | –         |
| 遞延稅項負債     | Deferred tax liabilities                         | 27,721     | 90,561    | 106,390   | 92,855    | 94,669    |
| 流動負債       | Current liabilities                              | 172,843    | 208,108   | 217,438   | 225,342   | 356,602   |
| 負債總值       | Total liabilities                                | 218,054    | 668,333   | 649,235   | 593,697   | 515,771   |
|            |  | 1,279,546  | 2,010,755 | 2,204,754 | 2,052,171 | 2,019,166 |

## Proforma Combined Balance Sheet of Affiliated Company

### 聯屬公司之備考合併資產負債表

於二零一零年六月三十日，本公司給予一間聯屬公司超出資產比率(定義見香港聯合交易所有限公司證券上市規則(「上市規則」)第13.16條)所界定8%的墊款資料如下：

Details of advances given to an affiliated company as at 30 June 2010, which exceeded 8% under the assets ratio as defined under rule 13.16 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) are as follows:

| 聯屬公司                   | Affiliated company  | 本集團持有<br>權益百分比<br>Percentage of<br>equity held by<br>the Group | 墊款金額<br>Amount of<br>advances<br>港幣千元<br>HK\$'000 |
|------------------------|---|--|---|
| 深圳圳華港灣企業有限公司<br>(「圳華」) | Shenzhen Zhen Wah Harbour<br>Enterprises Ltd.<br>(“Zhen Wah”) | 49%  | 217,826   |

於本公司截至二零零八年六月三十日止年度的年報內所披露，本集團與中方合資夥伴就圳華的股權權益爭議提出國際仲裁呈請，中國國際經濟貿易仲裁委員會已於二零零八年七月三十日就有關仲裁聆訊作出仲裁裁決(「裁決」)。

As disclosed in the annual report of the Company for the year ended 30 June 2008, the Group lodged a petition for international arbitration in respect of the dispute with Chinese joint venture partner as to the percentages of equity interest held in Zhen Wah. An arbitral award has been made by China International Economic and Trade Arbitration Commission on 30 July 2008 in relation thereto (the “Award”).

根據裁決，本集團給予圳華墊支款項已納入共同控制公司欠款，詳情於綜合財務賬項附註第17項內披露。

Pursuant to the Award, the advances to Zhen Wah by the Group have been accounted for as amounts due from a jointly controlled entity, details of which are disclosed in note 17 to the consolidated financial statements.

墊款金額為無抵押及須於呈報期間的終結日後十二個月內償還。

The amount of advances are unsecured and re-payable after the next twelve months from the end of the reporting period.

Proforma Combined Balance Sheet of Affiliated Company (Continued)  
 聯屬公司之備考合併資產負債表 (續)

根據上市規則第13.22條的持續披露規定，於二零一零年六月三十日，圳華的備考合併資產負債表及本集團在圳華中應佔權益披露如下：

Pursuant to the continuing disclosure requirements under rule 13.22 of the Listing Rules, the proforma combined balance sheet of Zhen Wah and the attributable interest of the Group in Zhen Wah as at 30 June 2010 are disclosed as follows:

聯屬公司備考合併資產負債表

Proforma combined balance sheet of the affiliated company

|            |                           | 備考合併<br>資產負債表<br>Proforma<br>combined<br>balance sheet<br>港幣千元<br>HK\$'000 | 本集團<br>應佔權益<br>Group's<br>attributable<br>interest<br>港幣千元<br>HK\$'000 |
|------------|---------------------------|--|--|
| 非流動資產 (附註) | Non-current assets (note) | 246,417  | 120,744  |
| 流動資產       | Current assets            | 40,024   | 19,612   |
| 流動負債       | Current liabilities       | (11,493)   | (5,631)  |
| 非流動負債      | Non-current liabilities   | (217,826)  | (106,735)  |
| 淨資產        | Net assets                | 57,122   | 27,990   |

附註：資產包括位於中華人民共和國深圳東角頭的一塊土地之待發展物業土地使用權之預付租賃款項和直接填海費用。圳華已支付全部地價款，並考慮到物業位處之城市正進行重新分區及重新規劃，正與有關政府部門商討重新發展該物業。

Note: The assets include properties held for development which represent prepaid lease payments of land use rights and direct reclamation costs for a piece of land situated at Tung Kok Tau in Shenzhen, the People's Republic of China with the land use right. Zhen Wah has paid all land premium and is in the process of negotiating with relevant government authorities for redevelopment due to the re-zoning and re-planning of the city on which the properties are located.

## Analysis of Properties Held

### 所持有物業分析

於二零一零年六月三十日，所持有待售物業之詳情如下： Particulars of properties held for sale at 30 June 2010:

| 位置  | 種類                           | 地盤面積約數                | 已發展樓面面積約數  | 竣工階段                | 本集團權益             | 預期竣工日期                      |
|---|------------------------------|-----------------------|--|---------------------|-------------------|-----------------------------|
| Location  | Type                         | Approximate site area | Approximate developed gross floor area                     | Stage of completion | Group's interests | Expected date of completion |
| 中華人民共和國<br>北京<br>朝陽區甘露園<br>南里二十五號<br>朝陽園第一期、<br>第二期及第三期<br>之未售出部份   | 住宅及公寓                        | 不適用                   | 44,720平方呎<br>住宅<br>19,143平方呎<br>公寓                         | 已落成                 | 95%               | 不適用                         |
| Unsold portion of<br>Phase I, Phase II<br>and Phase III,<br>Chaoyang Garden<br>No. 25 Nan Lane<br>Ganlouyuan<br>Chaoyang District<br>Beijing<br>The Peoples' Republic<br>of China | Residential and<br>apartment | N/A                   | 44,720 sq.ft.<br>residential<br>19,143 sq. ft<br>apartment | Completed           | 95%               | N/A                         |

於二零一零年六月三十日，本集團之共同控制公司所持有待發展物業之詳情如下： Particulars of properties held for development held by the jointly controlled entity of the Group at 30 June 2010:

| 位置  | 種類                                      | 地盤面積約數   | 可發展樓面面積約數   | 竣工階段   | 本集團權益             | 預期竣工日期                      |
|---|---|--|---|--|-------------------|-----------------------------|
| Location  | Type                                    | Approximate site area  | Approximate developable gross floor area  | Stage of completion                                      | Group's interests | Expected date of completion |
| 位於中華人民共和國<br>廣東省深圳<br>蛇口南山區<br>東角頭之一幅用地   | 住宅、酒店<br>及商業                            | 1,849,105平方呎<br>(包括需填海<br>1,291,680平方呎)                                | 2,523,082平方呎<br>住宅<br>129,168平方呎<br>酒店<br>64,584平方呎<br>商業                                 | 臨時港口<br>運作／總體<br>規劃重新分區                                  | 49%               | 不適用                         |
| A site located in<br>Tung Kok Tau<br>Shekou, Nanshan<br>District, Shenzhen<br>Guangdong Province<br>The People's Republic<br>of China | Residential,<br>hotel and<br>commercial | 1,849,105 sq.ft.<br>(including<br>1,291,680 sq.ft.<br>to be reclaimed) | 2,523,082 sq.ft.<br>residential<br>129,168 sq.ft.<br>hotel<br>64,584 sq.ft.<br>commercial | Temporary port<br>operations/<br>master plan<br>rezoning | 49%               | N/A                         |

Analysis of Properties Held (Continued)  
所持有物業分析 (續)

於二零一零年六月三十日，所持有投資物業之詳情如下： Particulars of properties held for investment at 30 June 2010:

| 位置<br>Location   | 用途<br>Usage                | 租賃年期<br>Lease term |
|--|----------------------------|--------------------|
| 中華人民共和國<br>上海<br>浦東新區<br>東方路六十九號<br>裕景國際商務廣場西塔樓<br>七樓至二十二樓(不設十三樓及十四樓)  | 辦公樓                        | 中期                 |
| Levels 7 to 22 (without levels 13 and 14)<br>West Tower, Eton Place<br>No. 69 Dongfang Road<br>Pudong New Area<br>Shanghai<br>The People's Republic of China                     | Office                     | Medium             |
| 中華人民共和國<br>北京<br>朝陽區甘露園<br>南里二十五號<br>第一期、第二期及第三期停車場<br>及第三期商業部份  | 商業／停車場                     | 中期                 |
| Car parking spaces in Phase I, II, III<br>and commercial portion of Phase III<br>No. 25 Nan Lane<br>Ganlouyuan<br>Chaoyang District<br>Beijing<br>The People's Republic of China | Commercial/<br>Car-parking | Medium             |



# Corporate Governance Report

## 企業管治報告書

本公司致力制定及維持良好的企業管治常規及程序。本公司的企業管治原則著重有效的董事會、審慎的內部及風險監控，以及對股東之透明度及問責性。

截至二零一零年六月三十日止之本回顧財政年度內，本公司董事會（「**董事會**」）及管理層參照本地及國際標準，已持續檢討及提升本公司企業管治常規。董事會深信在努力不懈提升本公司企業管治常規下，已對本公司及其附屬公司（「**本集團**」）過往年度業務的增長作出貢獻。

### 企業管治常規

截至二零一零年六月三十日止之年度內，本公司已應用香港聯合交易所有限公司證券上市規則（「**上市規則**」）附錄十四（經不時修訂）所載企業管治常規守則（「**管治守則**」）之原則，並已遵守其守則條文。

本公司亦已採納於二零零五年由董事會批准與管治守則相符合的內部企業管治常規守則，並已根據上市規則有關修訂而不時修改（「**內部管治守則**」）。內部管治守則致力促進管治守則之遵守及向本公司董事（「**董事**」）和本公司高級管理層就這方面作出指引。董事會將持續監控和檢討本公司企業管治常規和程序，以確保管治守則獲得遵守及提升。

### 董事之證券交易

本公司已採納上市規則附錄十所載條款相同的董事進行證券交易的標準守則（經不時修訂）（「**標準守則**」）。在標準守則條文列明每名董事須定期特定向本公司確認彼已遵守標準守則。經向每位董事作出特定查詢後，任何董事概無在這方面不遵守標準守則所載之規定標準。

The Company is committed to establish and uphold good corporate governance practices and procedures. The corporate governance principles of the Company emphasise an effective Board, prudent internal and risk control, transparency and accountability to its shareholders.

During the year ended 30 June 2010, being the financial year under review, the Board of Directors (the “**Board**”) and the management of the Company have been continually reviewing and enhancing the corporate governance practices of the Company with reference to local and international standards. The Board believes that its continued efforts in enhancing the Company’s corporate governance practices have contributed to the business growth of the Company and its subsidiaries (the “**Group**”) in the past years.

### CORPORATE GOVERNANCE PRACTICES

For the year ended 30 June 2010, the Company has applied the principles and adhered to the code provisions in the Code on Corporate Governance Practices (the “**CG Code**”) set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time (the “**Listing Rules**”).

The Company has also adopted an internal corporate governance code in line with the CG Code which was approved by the Board in 2005 and was subsequently revised from time to time according to the relevant amendments to the Listing Rules (the “**Internal CG Code**”). The Internal CG Code aims to facilitate compliance with the CG Code and to give guidance to directors of the Company (the “**Directors**”) and the senior management of the Company in this respect. The Board will continue to monitor and review the Company’s corporate governance practices and procedures to ensure compliance with the CG Code and to enhance its practices and procedures.

### DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted a code for securities transactions by Directors on the same terms as set out in Appendix 10 to the Listing Rules as amended from time to time (the “**Model Code**”). Each Director is specifically required to confirm with the Company that he has complied with the required standard set out in the Model Code on a regular basis. Having made such specific enquiry to each of the Directors, there has not been any non-compliance of the required standard as set out in the Model Code by any Directors in this respect.

## Corporate Governance Report (Continued)

### 企業管治報告書 (續)

### 董事會

董事會目前由八名執行董事及三名獨立非執行董事組成。於本年度內及目前，董事會成員如下：

|                           |             |
|---------------------------|-------------|
| 蔡黎明先生                     | (主席及執行董事)   |
| 陳永杰博士                     | (行政總裁及執行董事) |
| 陳永涵先生                     | (執行董事)      |
| (於二零零九年九月二十五日獲委任)         |             |
| 陳俊望先生                     | (執行董事)      |
| 張志明先生                     | (執行董事)      |
| 黃正順先生                     | (執行董事)      |
| 趙少鴻先生                     | (執行董事)      |
| 黃世達先生                     | (執行董事)      |
| 莊劍青先生                     | (獨立非執行董事)   |
| SY Robin先生                | (獨立非執行董事)   |
| 霍錦柱先生                     | (獨立非執行董事)   |
| (於二零一零年九月一日獲委任)           |             |
| SALAZAR Lourdes Apostol女士 | (獨立非執行董事)   |
| (於二零一零年六月一日辭任)            |             |
| 陳永年先生                     | (執行董事)      |
| (於二零零九年十月三十日退任)           |             |

由二零一零年六月二日至二零一零年八月三十一日之期間內，本公司獨立非執行董事人數低於上市規則第3.10(1)條規定的最低三人數目。於二零一零年九月一日，本公司已委任霍錦柱先生為獨立非執行董事，故此，本公司已遵守上市規則之規定。

董事會負責為本集團制訂整體策略發展及指引，訂立業務目標及發展計劃，監察業務及高級管理人員表現，以及確保良好的企業管治，並同時監察本集團財務表現及業務經營之內部監控。執行董事負責本集團之運作及執行董事會採納之策略。本公司日常經營則授權予管理層管理，各部門主管則負責不同範疇之業務及職能。

非執行董事(包括獨立非執行董事)透過彼等在董事會會議上的貢獻，就本集團的發展、表現及風險管理方面作出獨立判斷的有關職能。

董事會認為本公司各獨立非執行董事之角色及判斷均屬獨立。本公司已接獲各獨立非執行董事之書面確認，確認彼等符合上市規則第3.13條所載有關獨立性之規定。

### BOARD OF DIRECTORS

The Board currently comprises eight Executive Directors and three Independent Non-executive Directors. The Board members during the year and at present are as follows:

|                                  |  |
|----------------------------------|--|
| Mr. CHUA Domingo                 | (Chairman and Executive Director)                |
| Dr. CHAN Wing Kit, Frank         | (Chief Executive Officer and Executive Director) |
| Mr. TAN Harry Chua               | (Executive Director)                             |
| (appointed on 25 September 2009) |  |
| Mr. TAN Lucio Jr. Khao           | (Executive Director)                             |
| Mr. CHEUNG Chi Ming              | (Executive Director)                             |
| Mr. PASCUAL Ramon Sy             | (Executive Director)                             |
| Mr. CHIU Siu Hung, Allan         | (Executive Director)                             |
| Mr. WONG Sai Tat                 | (Executive Director)                             |
| Mr. CHONG Kim Chan, Kenneth      | (Independent Non-executive Director)             |
| Mr. SY Robin                     | (Independent Non-executive Director)             |
| Mr. FOK Kam Chu, John            | (Independent Non-executive Director)             |
| (appointed on 1 September 2010)  |  |
| Ms. SALAZAR Lourdes Apostol      | (Independent Non-executive Director)             |
| (resigned on 1 June 2010)        |  |
| Mr. TANENGLIAN Mariano Chua      | (Executive Director)                             |
| (retired on 30 October 2009)     |  |

During the period from 2 June 2010 to 31 August 2010, the number of Independent Non-executive Directors of the Company fell below the minimum of three as required under rule 3.10(1) of the Listing Rules. With effect from 1 September 2010, the Company has appointed Mr. FOK Kam Chu, John as an Independent Non-executive Director, and hence the Company has been in compliance with the Listing Rules.

The Board is responsible for establishing the overall strategic development and direction of the Group, setting business objectives and development plans, monitoring the performance of the business and senior management, and ensuring good corporate governance. It also monitors the financial performance and the internal controls of the Group's business operations. Executive Directors are responsible for running the operation of the Group and executing the strategies adopted by the Board. The day-to-day operations of the Group is delegated to the management with department heads responsible for different aspects of the business and functions.

Non-executive Directors (including the Independent Non-executive Directors) serve the relevant function of bringing independent judgment on the development, performance and risk management of the Group through their contributions in Board meetings.

The Board considers that each Independent Non-executive Director of the Company is independent in character and judgment. The Company has received from each Independent Non-executive Director a written confirmation of his independence pursuant to Rule 3.13 of the Listing Rules.

## Corporate Governance Report (Continued)

## 企業管治報告書 (續)

## 董事會 (續)

董事會定期按每季基準舉行每年最少四次董事會會議，討論本集團之業務發展、經營表現及財務狀況。於本年度內，舉行了共五次董事會定期會議。於本年度內董事出席董事會會議的詳情如下：

| 董事  | 出席次數/<br>應出席<br>會議數目 | Directors   | Attendance/<br>Nos. of meetings<br>to be attended |
|---|----------------------|---|---|
| 蔡黎明先生                                       | 5/5                  | Mr. CHUA Domingo  | 5/5   |
| 陳永杰博士                                       | 5/5                  | Dr. CHAN Wing Kit, Frank                                    | 5/5   |
| 陳永涵   | 5/5                  | Mr. TAN Harry Chua  | 5/5   |
| 陳俊望先生                                       | 5/5                  | Mr. TAN Lucio Jr. Khao                                      | 5/5   |
| 張志明先生                                       | 5/5                  | Mr. CHEUNG Chi Ming   | 5/5   |
| 黃正順先生                                       | 5/5                  | Mr. PASCUAL Ramon Sy  | 5/5   |
| 趙少鴻先生                                       | 5/5                  | Mr. CHIU Siu Hung, Allan                                    | 5/5   |
| 黃世達先生                                       | 5/5                  | Mr. WONG Sai Tat  | 5/5   |
| 莊劍青先生                                       | 5/5                  | Mr. CHONG Kim Chan, Kenneth                                 | 5/5   |
| SY Robin先生                                  | 5/5                  | Mr. SY Robin  | 5/5   |
| 霍錦柱先生<br>(於二零一零年九月一日獲委任)                    | 不適用                  | Mr. FOK Kam Chu, John<br>(appointed on 1 September 2010)    | N/A   |
| SALAZAR Lourdes Apostol女士<br>(於二零一零年六月一日辭任) | 4/4                  | Ms. SALAZAR Lourdes Apostol<br>(resigned on 1 June 2010)    | 4/4   |
| 陳永年先生<br>(於二零零九年十月三十日退任)                    | 0/1                  | Mr. TANENGLIAN Mariano Chua<br>(retired on 30 October 2009) | 0/1   |

就董事會所有定期會議，全體董事均獲發予最少十四天通知，以讓所有董事均有機會撥冗出席。所有定期董事會會議均設有正式議程，具體列出會議事項並呈送予董事會。所有董事均有權查閱董事會文件及有關材料，並及時獲提供充分資料，使董事會可就提呈董事會會議討論及考慮之事項作出知情決定。董事會會議記錄由公司秘書備存，任何董事可在發出合理通知下，於任何合理時段查閱董事會會議記錄。

關於董事會成員的資歷、經驗、專長及關係(如有)以及就主席和行政總裁之間的關係，請分別參閱本年報第13至15頁的「管理人員簡介」及第17至24頁的「董事報告書」內「董事於競爭業務中權益」的一節。

## BOARD OF DIRECTORS (Continued)

The Board meets regularly and held at least four times per year on a quarterly basis to discuss the business development, operations and financial performance of the Group. During the year, a total of five regular Board meetings were held. Details of Directors' attendance record of such regular Board meetings during the year are as follows:

Notice of at least 14 days is given to all Directors for all regular Board meetings to give all Directors an opportunity to attend. All regular Board meetings adhere to a formal agenda in which a schedule of matters is addressed to the Board. All Directors have access to Board papers and related materials, and are provided with adequate information which enable the Board to make an informed decision on the matters to be discussed and considered at the Board meetings. Minutes of Board meetings are kept by the Company Secretary and are open for inspection at any reasonable time on reasonable notice by any Directors.

For qualifications, experience, expertise and relationships (if any) of the Board members and between the chairman and chief executive officer, please refer to the "Profile of Management" and the section on "Directors' interests in competing business" in the "Directors' Report" on pages 13 to 15 and pages 17 to 24 respectively of this report.

## Corporate Governance Report (Continued)

### 企業管治報告書 (續)

### 主席及行政總裁

本公司主席(「主席」)及行政總裁(「行政總裁」)的角色及職責有清楚區分，並分別由不同的主管承擔，以確保權力和授權的均衡，並具文列載於內部管治守則。

主席蔡黎明先生負責領導董事會，分配董事會成員間的職責，並於董事會會議和本公司股東會議上維持正確進行和程序，以及監管本集團整體方向及策略計劃。此外，主席在促使全體董事積極參與董事會事務及在建立良好企業管治常規及程序方面也扮演重要角色。

行政總裁陳永杰博士負責管理本公司業務及事務；建議和實施策略、業務和經營計劃；統管及監管本公司活動；根據董事會採納的策略方向，發展和實施經營政策；發展及建議組織架構；管理股東與公共關係；並確保董事會具所有所需資料以履行其職責。

### 非執行董事

目前，所有獨立非執行董事任期為二年，並須根據本公司的公司細則輪席告退。

本公司的公司細則訂明，每名董事至少每三年須輪席告退一次。

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The roles and responsibilities of the chairman (the “Chairman”) and the chief executive officer (the “CEO”) of the Company are segregated and separately undertaken by different officers to ensure a balance of power and authority as set out in writing in the Internal CG Code.

Mr. CHUA Domingo, the Chairman, is responsible for leading the Board, as well as the assignment of responsibilities among members of the Board, and the proper conduct and proceedings of meetings of the Board and shareholders of the Company, and overseeing the Group’s overall direction and strategic planning. In addition, the Chairman also plays a key role in driving all Directors to actively contribute to Board affairs and establishing good corporate governance practices and procedures.

Dr. CHAN Wing Kit, Frank, the CEO, is responsible for managing the business and affairs of the Company; recommending and implementing strategic, business and operational plans; directing and monitoring the activities of the Company; developing and implementing operational policies under the strategic directions adopted by the Board; developing and recommending organisational structure; managing shareholders and public relations and ensuring that the Board has all the information it requires to fulfill its duties.

### NON-EXECUTIVE DIRECTORS

Currently, the term of appointment of all Independent Non-executive Directors are for two years subject to retirement by rotation in accordance with the bye-laws of the Company.

The Company’s bye-laws stipulate that every Director will be subject to retirement by rotation at least once every three years.

## Corporate Governance Report (Continued)

## 企業管治報告書 (續)

## 董事之薪酬

就董事之薪酬政策，本公司已設立董事會薪酬委員會（「薪酬委員會」），其職權範圍符合管治守則第B.1.3段所載的規定。

薪酬委員會於二零零五年成立，於本年度內及目前由以下成員組成：

|                           |             |
|---------------------------|-------------|
| 蔡黎明先生                     | (主席及執行董事)   |
| 陳永杰博士                     | (行政總裁及執行董事) |
| 莊劍青先生                     | (獨立非執行董事)   |
| SY Robin先生                | (獨立非執行董事)   |
| 霍錦柱先生                     | (獨立非執行董事)   |
| (於二零一零年九月一日獲委任)           |             |
| SALAZAR Lourdes Apostol女士 | (獨立非執行董事)   |
| (於二零一零年六月一日辭任)            |             |

由二零一零年六月二日至二零一零年八月三十一日之期間內，本公司薪酬委員會大多數成員並未按企業管治守則第B.1.1條所規定由獨立非執行董事組成。自二零一零年九月一日起，獨立非執行董事霍錦柱先生已獲提名為薪酬委員會成員，故此，本公司已遵守企業管治守則。在薪酬委員會五位成員中，其中三位是獨立非執行董事。薪酬委員會並無正式委任主席，然而在每次薪酬委員會會議開始時會委任主席。

薪酬委員會主要負責檢討、釐定及／或向董事會建議本公司董事及高級管理人員的全體薪酬政策及架構，並建立正規及具透明度的程序以制訂此等薪酬政策，以及釐定全體執行董事及高級管理人員的特定薪酬待遇。

在本年度內，薪酬委員會並無召開會議，而其成員按其職權範圍以薪酬委員會所有成員的書面同意，批准本集團董事截至二零一零年六月三十日止年度的薪酬。

## REMUNERATION OF DIRECTORS

In regard of remuneration policy of Directors, the Company has established a remuneration committee of the Board (the “Remuneration Committee”) with terms of reference, which meet the requirements as set out in paragraph B.1.3 of the CG Code.

The Remuneration Committee was established in 2005 and its members during the year and at present are as follows:

|                                 |  |
|---------------------------------|--|
| Mr. CHUA Domingo                | (Chairman and Executive Director)                |
| Dr. CHAN Wing Kit, Frank        | (Chief Executive Officer and Executive Director) |
| Mr. CHONG Kim Chan, Kenneth     | (Independent Non-executive Director)             |
| Mr. SY Robin                    | (Independent Non-executive Director)             |
| Mr. FOK Kam Chu, John           | (Independent Non-executive Director)             |
| (appointed on 1 September 2010) |  |
| Ms. SALAZAR Lourdes Apostol     | (Independent Non-executive Director)             |
| (resigned on 1 June 2010)       |  |

During the period from 2 June 2010 to 31 August 2010, a majority of the members of the Remuneration Committee was not composed of a majority of Independent Non-executive Directors as required under B.1.1 of the CG Code. With effect from 1 September 2010, Mr. FOK Kam Chu, John, an Independent Non-executive Director, has been nominated as a member of Remuneration Committee and hence the Company has been in compliance with the CG Code. Of the five members of the Remuneration Committee, three are Independent Non-executive Directors. No chairman has been formally appointed for the Remuneration Committee. However, a chairman will be appointed at the commencement of each meeting of the Remuneration Committee.

The Remuneration Committee is primarily responsible for reviewing, determining and/or recommending to the Board as to the Company’s policy and structure for all remuneration of Directors and senior management and on establishment of a formal and transparent procedure for developing the policy on such remuneration, and to determine the specific remunerations packages of all Executive Directors and senior management.

During the year, no meeting was held by the Remuneration Committee and the members of the Remuneration Committee, pursuant to consent in writing by all members of the Remuneration Committee in accordance with its terms of reference, ratified the emoluments of the Directors of the Group for the year ended 30 June 2010.

Corporate Governance Report (Continued)  
企業管治報告書 (續)

## 董事提名

目前，本公司並無提名委員會以作委任新董事加入董事會或免任董事。

由董事會共同負責物色及挑選合資格人士成為董事會成員。如董事會或一位董事認為有需要或適宜委任一名新董事會成員加入董事會（不論是填補臨時空缺或其他原因），每名董事會成員均可提名合資格人士作為董事會成員的候選人，讓董事會決定。在挑選合適的候選人成為董事會成員時，董事會將考慮多方面的條件，如該候選人的教育水平、資歷、經驗、技能及可作出的貢獻。

於本年度內，董事會並無就有關董事委任及免任而召開會議，而於二零一零年八月三十一日已獲通過的董事會書面決議中，其中包括批准委任霍錦柱先生為獨立非執行董事，於二零一零年九月一日起生效。霍先生將於二零一零年十二月十日召開應屆股東週年大會上接受選舉。

## 審核委員會

本公司已設立董事會審核委員會（「**審核委員會**」），其職權範圍符合管治守則第C.3.3段所載的規定。

審核委員會於一九九九年成立，於本年度內及目前由以下成員組成：

|                           |           |
|---------------------------|-----------|
| 莊劍青先生*                    | (獨立非執行董事) |
| SY Robin先生                | (獨立非執行董事) |
| 霍錦柱先生                     | (獨立非執行董事) |
| (於二零一零年九月一日獲委任)           |           |
| SALAZAR Lourdes Apostol女士 | (獨立非執行董事) |
| (於二零一零年六月一日辭任)            |           |

\* 審核委員會主席

由二零一零年六月二日至二零一零年八月三十一日之期間內，本公司審核委員會成員人數低於上市規則第3.21條規定的最低三人數目。自二零一零年九月一日起，獨立非執行董事霍錦柱先生已獲提名為審核委員會成員，故此，本公司已遵守上市規則之規定。

## NOMINATION OF DIRECTORS

Currently, the Company does not have a nomination committee for appointment of new Directors to the Board or removal of Directors from the Board.

The responsibilities of identifying and selecting suitably qualified individuals to become members of the Board are undertaken by the Board collectively. Where the Board or a Director considers necessary or desirable to appoint a new member to the Board (whether to fill a casual vacancy or otherwise), each member of the Board may nominate suitable individual(s) as candidate(s) of member(s) of the Board for the decision of the Board. In selecting a suitable candidate to become a member of the Board, the Board will consider various criteria such as education, qualification, experience, skills and possible contribution of such candidate.

During the year, no meeting was held by the Board in relation to the appointment and removal of Directors. And a written resolution of the Board has been passed on 31 August 2010 to approve, among others, the appointment of Mr. FOK Kam Chu, John as the Independent Non-executive Director effective on 1 September 2010. Mr. FOK will be subject to election at the forthcoming annual general meeting to be held on 10 December 2010.

## AUDIT COMMITTEE

The Company has established an Audit Committee of the Board (the “**Audit Committee**”) with terms of reference, which meet the requirements as set out in paragraph C.3.3 of the CG Code.

The Audit Committee was established in 1999 and its members during the year and at present are as follows:

|                                 |                                      |
|---------------------------------|--------------------------------------|
| Mr. CHONG Kim Chan, Kenneth*    | (Independent Non-executive Director) |
| Mr. SY Robin                    | (Independent Non-executive Director) |
| Mr. FOK Kam Chu, John           | (Independent Non-executive Director) |
| (appointed on 1 September 2010) |                                      |
| Ms. SALAZAR Lourdes Apostol     | (Independent Non-executive Director) |
| (resigned on 1 June 2010)       |                                      |

\* Chairman of Audit Committee

During the period from 2 June 2010 to 31 August 2010, the number of the members of Audit Committee fell below the minimum of three as required under rule 3.21 of the Listing Rules. With effect from 1 September 2010, Mr. FOK Kam Chu, John, an Independent Non-executive Director, has been nominated as a member of Audit Committee and hence the Company has been in compliance with the Listing Rules.

## Corporate Governance Report (Continued)

## 企業管治報告書 (續)

## 審核委員會 (續)

審核委員會主要負責以下職務：

1. 就外聘核數師的委任、重新委任及罷免向董事會提供推薦建議；
2. 按適用的標準檢閱及監察外聘核數師的獨立性及客觀性，以及核數程序的有效性；
3. 檢閱及監察本公司財務賬項的完整性及本公司年度報告、半年度報告及賬項，並審閱上述報告及賬項所載有關財務匯報的重大判斷；及
4. 監督本集團的財務匯報系統及內部監控程序。

審核委員會的成員概非本集團現任核數師的前任合夥人。

審核委員會於本年度內曾舉行兩次會議，依據審核委員會職權範圍審閱外聘核數師的獨立性及重新委任、本集團的財務匯報系統及內部監控程序、本公司截至二零零九年六月三十日止年度經審核綜合財務賬項初稿和本公司截至二零零九年十二月三十一日止六個月未經審核綜合財務賬項初稿，以提呈予董事會商討及批准。

審核委員會成員於本年度內出席審核委員會會議的詳情如下：

| 成員  | 出席次數/<br>應出席<br>會議數目 |
|---|----------------------|
| 莊劍青先生                                       | 2/2                  |
| SY Robin先生                                  | 1/2                  |
| 霍錦柱先生<br>(於二零一零年九月一日獲委任)                    | 不適用                  |
| SALAZAR Lourdes Apostol女士<br>(於二零一零年六月一日辭任) | 2/2                  |

## AUDIT COMMITTEE (Continued)

The Audit Committee is primarily responsible for the following duties:

1. to make recommendation to the Board on the appointment, reappointment and removal of the external auditor;
2. to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards;
3. to review and monitor integrity of financial statements of the Company and the annual report, half-year report and accounts of the Company and to review significant financial reporting judgments contained in them; and
4. to oversee the financial reporting system and procedures of internal control of the Group.

None of the members of the Audit Committee is a former partner of the existing auditor of the Group.

During the year, two meetings have been held by the Audit Committee for reviewing the independence and re-appointment of the external auditor, the financial reporting system and procedures of internal controls of the Group, the draft audited consolidated financial statements of the Company for the year ended 30 June 2009 and the draft unaudited consolidated financial statements of the Company for the six months ended 31 December 2009 for submission to the Board for discussions and approval in accordance with the terms of reference of the Audit Committee.

Details of attendance record of members in the meetings of Audit Committee during the year are as follows:

| Members  | Attendance/<br>Nos. of meetings<br>to be attended |
|--|---|
| Mr. CHONG Kim Chan, Kenneth                              | 2/2   |
| Mr. SY Robin   | 1/2   |
| Mr. FOK Kam Chu, John<br>(appointed on 1 September 2010) | N/A   |
| Ms. SALAZAR Lourdes Apostol<br>(resigned on 1 June 2010) | 2/2   |

Corporate Governance Report (Continued)  
企業管治報告書 (續)

## 核數師酬金

截至二零一零年六月三十日止年度內，本公司的核數師德勤•關黃陳方會計師行(「核數師」)向本集團提供的核數及非核數服務，及與該等服務有關的已付酬金列載如下：

| 服務                                      | 金額<br>港幣千元 |
|---|------------|
| 核數服務                                    |            |
| • 已付核數費用—有關截至二零零九年六月三十日止年度全年業績及本集團公積金基金 | 989        |
| 非核數服務                                   |            |
| • 已付費用—審閱截至二零零九年六月三十日止年度全年業績公告及持續關連交易   | 70         |

審核委員會認為核數師對本集團所提供的上述非核數服務不會影響核數師的獨立性。

董事會與審核委員會對甄選、重新委任、辭任或罷免外聘核數師事宜概無任何不一致的意見。

## 董事及核數師對財務賬項之責任

董事知悉彼等對編製本集團綜合財務賬項的責任，並確保綜合財務賬項根據法定規定及適用的會計準則在持續經營的基礎下編製。

核數師匯報責任的聲明列載於本年報「獨立核數師報告書」第25至26頁內。

董事會共同負責確保全年及中期報告、涉及股價敏感資料的公告以及其他財務披露及報告均按法例規定作出清晰及明白的評核。此外，審核委員會已成立以監察本公司財務賬項的完整性。

## AUDITOR'S REMUNERATION

During the year ended 30 June 2010, audit and non-audit services were provided to the Group by Deloitte Touche Tohmatsu, the auditor of the Company (the "Auditor"), and the amounts of remuneration paid in connection therewith are as follows:

| Services  | Amount<br>HK\$'000 |
|---|--------------------|
| Audit services  |                    |
| • Audit fees paid for final results for the year ended 30 June 2009 and provident funds of the Group                                      | 989                |
| Non-audit services  |                    |
| • Fees paid for reviewing preliminary announcement of final results and continuing connected transactions for the year ended 30 June 2009 | 70                 |

The Audit Committee is of the view that the Auditor's independence was not affected by the provision of the abovementioned non-audit services to the Group.

The Board has not had any disagreement with the Audit Committee on the selection, re-appointment, resignation or dismissal of its external auditor.

## DIRECTORS' AND AUDITOR'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Group and ensure that the preparation of the consolidated financial statements is on a going concern basis in accordance with statutory requirements and applicable accounting standards.

Auditor's statement of reporting responsibilities is set out in the "Independent Auditor's Report" on pages 25 to 26 to this annual report.

The Board is collectively responsible for ensuring clear and understandable assessment in annual and interim reports, announcement of price-sensitive information and other financial disclosures and reports under regulatory requirements. In addition, the Audit Committee has been established to monitor the integrity of financial statements of the Company.



## Corporate Governance Report (Continued)

企業管治報告書 (續)

### 內部監控

於本年度內，董事會及審核委員會已實施及完成有關本集團內部監控系統有效性的內部檢討，目的在確保：

- 高水平管理監控已充份及明確界定；
- 經營監控已到位、充足和有效；
- 收入適當地收訖、記錄和具依據；
- 開支的性質適當並經適當批准；及
- 資產獲適當保障。

該等檢討涵蓋所有重要監控，包括財務、經營及合規監控，以及風險管理功能。於本年度內檢討過程中概無發現可能影響股東利益之重大監控失誤或須關注之事宜。

### 股東權利與投資者關係

本公司致力確保股東利益。為此，本公司透過多個途徑與股東保持溝通，包括本公司股東週年大會、股東特別大會、年報、股東大會通知、致本公司股東通函、公告、新聞稿及其他在本公司網站刊登的企業通訊。

董事會主席及董事會委員會主席均已出席本公司於二零零九年十月三十日舉行的股東週年大會，並回應本公司股東於大會上的提問。有關截至二零一零年六月三十日止年度，本公司股東週年大會將於二零一零年十二月十日舉行，屆時本公司將會安排董事會主席及董事會委員會主席出席大會並回應本公司股東於大會上的提問。

本公司認為，與股東及投資者之間的溝通，實為加強本集團透明度，以及定期收集彼等意見及回應的重要途徑。

股東、投資者及媒體均可透過以下聯絡方法向本公司作出查詢或建議：

電話：(852) 2881 5221  
 傳真：(852) 2881 5224  
 郵遞：香港  
 銅鑼灣  
 希慎道8號  
 裕景商業中心  
 17樓  
 網址：<http://www.dynamic.hk>  
 電郵：[info@dynamic-hk.com](mailto:info@dynamic-hk.com)

### INTERNAL CONTROLS

During the year, the Board and the Audit Committee have conducted and completed an internal review in respect of the effectiveness of the system of internal control of the Group with the objectives of ensuring:

- high level management controls are adequately defined;
- operational controls are in place, sufficient and effective;
- income is properly received, recorded and supported;
- expenses are of proper nature and are properly approved; and
- assets are properly safeguarded.

Such reviews cover all material controls including financial, operational and compliance controls, and risk management functions. No material control failure or significant areas of concern which might affect the shareholders' interests were identified during the reviews.

### SHAREHOLDERS' RIGHTS AND INVESTOR RELATIONS

The Company is committed to ensure shareholders' interest. To this end, the Company communicates with its shareholders through various channels, including annual general meetings, special general meetings, annual reports, notices of general meetings, circulars sent to shareholders of the Company, announcements, press releases and other corporate communications available on the Company's website.

The Chairmen of the Board and committees of the Board attended the annual general meeting of the Company held on 30 October 2009 to answer questions raised by the shareholders of the Company thereat. In respect of the year ended 30 June 2010, an annual general meeting of the Company will be held on 10 December 2010, at which the Company will arrange for the Chairmen of the Board and committees of the Board to attend and answer questions raised by the shareholders of the Company thereat.

The Company regards communication with its shareholders and investors as an important means to enhance the transparency of the Group and regularly collects views and feedback from them.

Shareholders, investors and the media can make enquiries or proposals to the Company through the following means:

Telephone: (852) 2881 5221  
 Fax: (852) 2881 5224  
 Post: 17th Floor  
 Eton Tower  
 8 Hysan Avenue  
 Causeway Bay  
 Hong Kong  
 Website: <http://www.dynamic.hk>  
 Email: [info@dynamic-hk.com](mailto:info@dynamic-hk.com)

