KB

建滔化工集團

KINGBOARD CHEMICAL HOLDINGS LIMITED

Stock Code 股份代號: 148

Annual Report 年報

2010

Contents 目錄

Corporate Information	公司資料	2
Financial Highlights	財務摘要	4
Chairman's Statement	主席報告	6
Directors' and Senior Management's Biographies	董事及高級管理人員之資歷	14
Directors' Report	董事會報告	18
Corporate Governance Report	企業管治報告	37
Independent Auditor's Report	獨立核數師報告	55
Consolidated Income Statement	綜合收益表	57
Consolidated Statement of Comprehensive Income	綜合全面收益表	58
Consolidated Statement of Financial Position	綜合財務狀況表	59
Consolidated Statement of Changes in Equity	綜合權益變動表	61
Consolidated Statement of Cash Flows	綜合現金流量表	64
Notes to the Consolidated Financial Statements	綜合財務報表附註	67
Financial Summary	財務概要	224

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Cheung Kwok Wing *(Chairman)*
Mr. Chan Wing Kwan (resigned as the Managing Director and an executive Director and re-designated as a non-executive Director on 11 January 2011)
Mr. Cheung Kwong Kwan
Mr. Chang Wing Yiu
Mr. Ho Yin Sang
Ms. Cheung Wai Lin, Stephanie
Mr. Mok Cham Hung, Chadwick
Mr. Chen Maosheng (appointed on 11 January 2011)

Non-Executive Director

Mr. Chan Wing Kwan (re-designated on 11 January 2011)

Independent Non-Executive Directors

Dr. Cheng Wai Chee, Christopher
Mr. Henry Tan
Mr. Lai Chung Wing, Robert
Mr. Tse Kam Hung

COMPANY SECRETARY

Mr. Lo Ka Leong

PRINCIPAL BANKERS

Bank of America, N.A.
Bank of Communications Co., Ltd.
China Construction Bank Corporation
Citibank, N.A.
DBS Bank Ltd., Hong Kong Branch
The Hongkong and Shanghai Banking Corporation Limited
Standard Chartered Bank (Hong Kong) Limited
Sumitomo Mitsui Banking Corporation

AUDITOR

Deloitte Touche Tohmatsu
Certified Public Accountants

董事會

執行董事

張國榮先生*(主席)*
陳永錕先生(於二零一一年一月十一日辭任董事總經理兼執行董事，並調任為非執行董事)
張廣軍先生
鄭永耀先生
何燕生先生
張偉連女士
莫湛雄先生
陳茂盛先生(於二零一一年一月十一日獲委任)

非執行董事

陳永錕先生(於二零一一年一月十一日調任)

獨立非執行董事

鄭維志博士
陳亨利先生
黎忠榮先生
謝錦洪先生

公司秘書

羅家亮先生

主要往來銀行

美國銀行
交通銀行股份有限公司
中國建設銀行股份有限公司
花旗銀行
星展銀行香港分行
香港上海滙豐銀行有限公司
渣打銀行(香港)有限公司
三井住友銀行

核數師

德勤・關黃陳方會計師行
執業會計師

HONG KONG LEGAL ADVISORS
Mallesons Stephen Jaques

香港法律顧問
萬盛國際律師事務所

REGISTERED OFFICE
Ground Floor, Caledonian House
Mary Street, P.O. Box 1043
George Town
Grand Cayman
Cayman Islands
British West Indies

註冊辦事處
Ground Floor, Caledonian House
Mary Street, P.O. Box 1043
George Town
Grand Cayman
Cayman Islands
British West Indies

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS
2nd Floor, Harbour View 1
No. 12 Science Park East Avenue
Phase 2 Hong Kong Science Park
Shatin
Hong Kong

總辦事處及主要營業地點
香港
沙田
香港科學園第二期
科技大道東十二號
海濱大樓一座二樓

PRINCIPAL SHARE REGISTRAR
The Harbour Trust Co. Ltd.
3rd Floor
One Regis Place
P.O. Box 1787
George Town
Grand Cayman Islands
British West Indies

股份登記處總處
The Harbour Trust Co. Ltd.
3rd Floor
One Regis Place
P.O. Box 1787
George Town
Grand Cayman Islands
British West Indies

BRANCH SHARE REGISTRAR IN HONG KONG
Tricor Secretaries Limited
26/F, Tesbury Centre
28 Queen's Road East
Wanchai, Hong Kong

股份登記處香港分處
卓佳秘書商務有限公司
香港灣仔
皇后大道東二十八號
金鐘匯中心二十六樓

財務摘要

		Year ended 31 December 2010 截至二零一零年十二月三十一日止年度 HK$'Million 百萬港元	Year ended 31 December 2009 截至二零零九年十二月三十一日止年度 HK$'Million 百萬港元
Revenue	營業額	**33,891.5**	23,863.4
EBITDA*	未扣除利息、稅項、折舊及攤銷前盈利*	**7,373.1**	5,131.8
Underlying profit before tax*	基本稅前溢利*	**5,010.0**	3,098.5
Net profit attributable to owners of the Company	本公司持有人應佔純利		
– Underlying net profit*	–基本純利*	**3,509.0**	2,239.0
– Reported net profit	–賬面純利	**3,620.8**	2,396.0
Basic earnings per share	每股基本盈利		
– Based on underlying net profit*	–以基本純利計算*	**HK$4.146** 港元	HK$2.651 港元
– Based on reported net profit	–以賬面純利計算	**HK$4.278** 港元	HK$2.837 港元
Full-year dividend per share	每股全年股息	**HK110.0 cents** 港仙	HK75.0 cents 港仙
– Interim dividend per share	–每股中期股息	**HK50.0 cents** 港仙	HK30.0 cents 港仙
– Proposed final dividend per share	–建議每股末期股息	**HK60.0 cents** 港仙	HK45.0 cents 港仙
Dividend payout ratio	派息比率	**26%**	26%
Net asset value per share	每股資產淨值	**HK$30.3** 港元	HK$25.5 港元
Net gearing	淨負債比率	**23%**	22%

* Excluding:

2010: (1) gain on disposal of available-for-sale investments of HK$111.8 million (net of the portion shared by minority shareholders)

2009: (1) net loss on disposal of subsidiaries of HK$82.6 million

(2) gain on disposal of partial interests in subsidiaries of HK$340.0 million

(3) impairment loss on available-for-sale investments of HK$111.8 million (net of the portion shared by minority shareholders)

(4) discount on acquisition of HK$11.4 million (net of the portion shared by minority shareholders)

* 不包括：

二零一零年：(1) 出售可供出售投資之收益一億一千一百八十萬港元(扣除少數股東所佔份額)

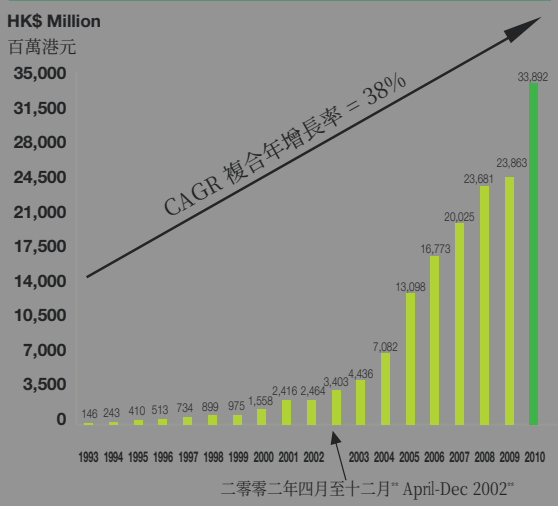
二零零九年：(1) 出售附屬公司之虧損淨額八千二百六十萬港元

(2) 出售附屬公司部份權益之收益三億四千萬港元

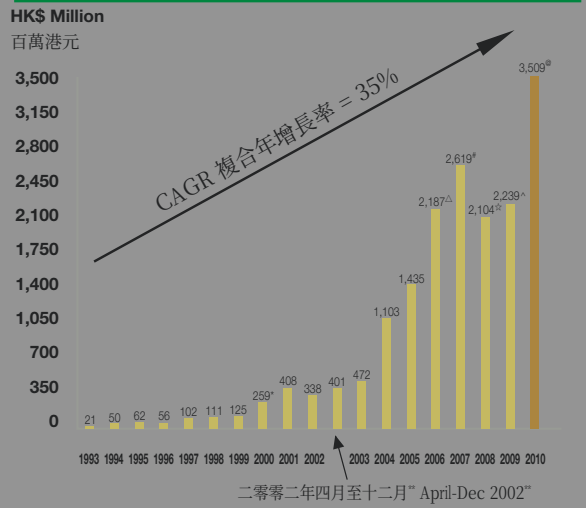
(3) 可供出售投資之減值虧損一億一千一百八十萬港元(扣除少數股東所佔份額)

(4) 收購折讓一千一百四十萬港元(扣除少數股東所佔份額)

Revenue
營業額



Profit Attributable to Owners of the Company
本公司持有人應佔溢利



Note: Changed financial year end to December from March 2002 onwards

* Excluding the gain from the spin off of copper foil business of HK$178.4 million

** Annualized

△ Excluding the gain from the spin off of laminate business of HK$4.8 billion and discount on acquisition of HK$49.7 million

Excluding the gain on fair value change of conversion and redemption option derivative of HK$182.4 million; loss on disposal and deemed disposal of interest in an associate of HK$23.7 million and discount on acquisition of HK$1.0 million

☆ Excluding:
(1) loss on disposal of convertible bond and interest in an associate of HK$189.7 million
(2) impairment loss on available-for-sale investments of HK$253.2 million
(3) discount on acquisition of HK$45.1 million

^ Excluding:
(1) net loss on disposal of subsidiaries of HK$82.6 million
(2) gain on disposal of partial interests in subsidiaries of HK$340.0 million
(3) impairment loss on available-for-sale investments of HK$111.8 million (net of the portion shared by minority shareholders)
(4) discount on acquisition of HK$11.4 million (net of the portion shared by minority shareholders)

@ Excluding the gain on disposal of available-for-sale investments of HK$111.8 million (net of the portion shared by minority shareholders)

附註：自二零零二年三月起，財政年度年結日改為十二月

* 不包括分拆銅箔業務所得之178,400,000港元之收益

** 按年度基準計算

△ 不包括分拆覆銅面板業務所得之4,800,000,000港元之收益及收購折讓49,700,000港元

不包括可換股及贖回選擇權衍生工具之公平值變動收益182,400,000港元，出售及視作出售一間聯營公司權益之虧損23,700,000港元及收購折讓1,000,000港元

☆ 不包括：
(1) 出售可換股債券及一間聯營公司權益之虧損一億八千九百七十萬港元
(2) 可供出售投資之減值虧損二億五千三百二十萬港元
(3) 收購折讓四千五百一十萬港元

^ 不包括：
(1) 出售附屬公司之虧損淨額八千二百六十萬港元
(2) 出售附屬公司部份權益之收益三億四千萬港元
(3) 可供出售投資之減值虧損一億一千一百八十萬港元(扣除少數股東所佔份額)
(4) 收購折讓一千一百四十萬港元(扣除少數股東所佔份額)

@ 不包括出售可供出售投資之收益一億一千一百八十萬港元(扣除少數股東所佔份額)

BUSINESS REVIEW

It is my great pleasure to report to our shareholders that Kingboard Chemical Holdings Limited (the "Group") delivered record-breaking results for the financial year ended 31 December 2010. The Group's revenue soared substantially by 42% to HK$33,891.5 million and underlying net profit (excluding non-recurring item) jumped by 57% to HK$3,509 million, basic earnings per share was HK$4.146. Backed by continued recovery of the global economy and robust economic growth in emerging markets especially China, the Group saw impressive results from all business segments. Demand for laminates and printed circuit board ("PCB") products continued to grow as a result of thriving demand for consumer electronic products especially smartphones as well as tablet PCs. The Group's laminate and PCB divisions posted remarkable earnings. Driven by buoyant demand for chemical products, the Group's chemical division delivered outstanding performance with spectacular growth in both turnover and profit. The Group's properties division generated stable rental income from our investment properties.

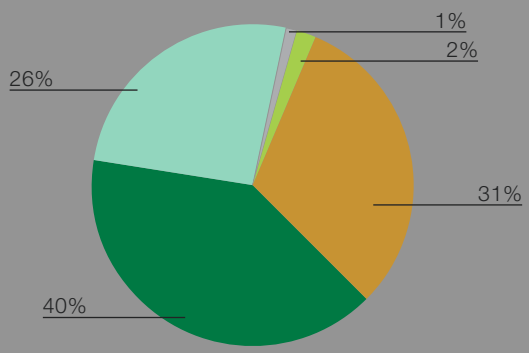
On the back of our solid financial strength and proven management team, the Group has consistently invested in new production facilities and now established more than 60 plants. With a sharp competitive edge through our vertically integrated business model and effective resources management, the Group was able to advance our market share and deliver another year of excellent returns for our shareholders. The Board proposed a final dividend of HK60 cents per share subject to shareholders' approval. Together with the interim dividend of HK50 cents per share paid in September 2010, this constitutes a total dividend per share of HK$1.1, representing a payout ratio of 26%.

業務回顧

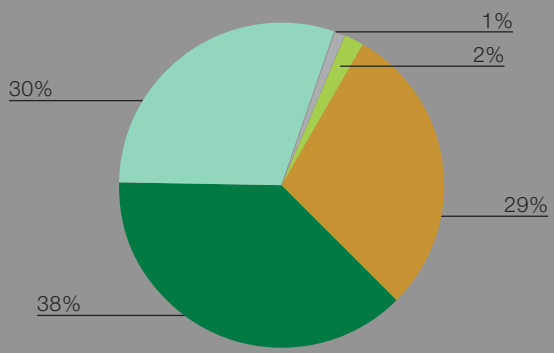
本人欣然公佈，建滔化工集團(「集團」)於截至二零一零年十二月三十一日止財政年度錄得破紀錄的卓越業績，集團全年營業額大幅增長42%至三百三十八億九千一百五十萬港元，基本純利(不包括非經常性項目)飆升57%至三十五億零九百萬港元，每股基本盈利達4.146港元。二零一零年全球經濟復甦步伐持續，新興市場經濟尤其中國市場發展蓬勃，集團各部門均錄得驕人業績。智能電話市場發展迅速，加上消費性電子產品及平板電腦等不斷普及，直接刺激覆銅面板及印刷線路板的需求，集團覆銅面板部門與印刷線路板部門均錄得可觀的盈利貢獻。受惠於市場對化工產品的強勁需求，化工部門表現突出，部門營業額和利潤均錄得強勁增幅。在房地產業務方面，各投資物業為集團帶來穩定的租金收益。

憑藉雄厚的財政實力和在優秀管理團隊帶領下，集團一直持之以恆，不斷投資新的生產設施，集團現時擁有超過六十間廠房，加上垂直整合經營模式帶來的強大競爭優勢，有效管理資源，市場佔有率不斷提升，並再一次為股東帶來豐碩的回報。董事會建議派發每股末期股息60港仙，唯派息建議須待股東議決通過。連同於二零一零年九月已派發每股50港仙之中期股息，全年派息總額為每股1.1港元，派息比率達26 %。

Revenue Breakdown by Product 營業額分佈



FY 2010
二零一零年財政年度



FY 2009
二零零九年財政年度

Laminates 覆銅面板
Chemicals 化工產品
Printed Circuit Boards 印刷線路板
Properties 物業
Others 其他

PERFORMANCE

Bolstered by strong global demand for electronic products, the laminate division achieved remarkable performance in 2010. Key raw materials price showed a continued uptrend during the year under review which in turn translated into higher average selling price ("ASP") of laminates products compared to previous year. Chinese government implemented favourable policies to encourage domestic consumption. Domestic sales denominated in Renminbi ("RMB") increased compared to last year. Turnover (including inter-segment sales) for the laminate division was up 43% to HK$13,507.6 million while earnings before interest, tax, depreciation and amortisation ("EBITDA") increased 24% to HK$3,391 million. Volume sales increased around 15% against 2009 and average monthly shipment volume reached 9.29 million square metres.

業務表現

環球電子產品市場需求暢旺，覆銅面板部門於二零一零年表現理想，加上主要原材料價格持續上漲，覆銅面板之平均售價高於去年。同時中國政府繼續推行各項拉動內需政策，帶動中國本土市場銷售成績理想，人民幣營業額較去年有所上升。覆銅面板部門之營業額(包括分部間之銷售)上升43%至一百三十五億零七百六十萬港元。未扣除利息、稅項、折舊及攤銷之盈利增加24%至三十三億九千一百萬港元，銷售量較二零零九年提升約15%，每月平均付運量為九百二十九萬平方米。

Similarly, the PCB division also achieved excellent performance. Turnover for PCB division rose by 20% to HK$8,704.9 million and EBITDA increased 39% to HK$1,622.4 million. High density interconnect ("HDI") PCB performed extremely well for the division. Demand for HDI PCB was robust owing to strong sales of smartphones and high-end communication devices. Monthly capacity from our two dedicated HDI PCB plants in Kunshan, Jiangsu province and Kaiping, Guangdong province expanded from 600,000 square feet in 2009 to around 1,000,000 square feet by the end of 2010. HDI PCB sales doubled against that in 2009, accounting for 12% of total PCB sales and adding extra growth impetus to the division.

印刷線路板部門同樣取得佳績。部門營業額上升20%至八十七億零四百九十萬港元，未扣除利息、稅項、折舊及攤銷之盈利增加39%至十六億二千二百四十萬港元。高密度互連(「HDI」)印刷線路板表現亮麗，受惠於智能手機及高端通訊器材等產品銷售暢旺，HDI PCB的需求十分旺盛。集團位於江蘇省昆山及廣東省開平的HDI印刷線路板生產基地，月產能由二零零九年的60萬平方呎提升至二零一零年年底的近100萬平方呎。HDI印刷線路板銷售額較二零零九年增加一倍，佔印刷線路板部門整體營業額12%，為部門帶來正面的增長動力。

Our HDI plants successfully capture the growing HDI market segment.
集團的高密度互連印刷線路板廠成功捕捉高密度互連印刷線路板市場之增長。

Ongoing economic growth and industrialisation in China continued to boost the selling prices and demand for chemical products in 2010. Our phenol/acetone plant in Huizhou, Guangdong province achieved outstanding performance on the back of strong demand. The Group's other chemical projects including chemical refinery plant in Yangzhou, Jiangsu province and coke/methanol plant in Xingtai, Hebei province as well as caustic soda plant in Hengyang, Hunan province also delivered attractive earnings for the Group. Turnover for the chemical

中國經濟騰飛，工業發展興旺，帶動市場對化工產品的殷切需求，二零一零年化工產品平均售價上升。苯酚／丙酮需求強勁，廣東省惠州苯酚／丙酮廠盈利可觀。集團其他化工項目如江蘇省揚州煉化廠、河北省邢台焦炭／甲醇廠及湖南省衡陽的離子膜燒鹼廠亦取得佳績。化工部門營業額大幅上升52%至一百四十四億六千五百五十萬港元，未扣除利息、稅項、折舊及攤銷之盈利增加100%至十九億九千五百二十萬港元。年內甲醇售價上升，

division jumped 52% to HK$14,465.5 million and EBITDA rose substantially by 100% to HK$1,995.2 million. Share of associates results (bulk of which contributed by our natural gas based methanol joint venture with China BlueChemical Limited) was up sharply by 212% to HK$200.9 million as a result of higher methanol selling prices in 2010.

集團應佔聯營公司的盈利(大部分來自與中海石油化學股份有限公司合營之天然氣製甲醇項目)回報較去年大幅增加212%至二億零九十萬港元。

The phenol/acetone plant in Huizhou, Guangdong province generates attractive return to our shareholders.
位於廣東省惠州之苯酚／丙酮廠為股東帶來理想回報。

With regards to our properties division, as at 31 December 2010, the Group had a land bank of approximately 2.6 million square metres with investment properties and residential projects located at prime locations in eastern and southern China. Our investment properties, including Shanghai Kingboard Modern Plaza and Guangzhou Zhan Wang Digital Plaza, located at prime location with easy access and enjoyed good occupancy rate. Total rental income for the Group increased 38% to HK$125.7 million from HK$90.8 million in 2009.

房地產部門方面，集團在華東及華南擁有多個投資物業及住宅項目，截至二零一零年十二月三十一日，優質土地儲備約二百六十萬平方米。集團投資物業(包括上海建滔現代廣場及廣州展望數碼廣場)位置優越，出租率理想，集團租金收入由二零零九年的九千零八十萬港元上升38%至二零一零年的一億二千五百七十萬港元。

LIQUIDITY AND CAPITAL RESOURCES

Our financial and liquidity position continued to be solid. As at 31 December 2010, net current assets and current ratio of the Group were approximately HK$11,274.2 million (31 December 2009 – HK$9,151.9 million) and 1.90 (31 December 2009 – 1.97) respectively.

The net working capital cycle shortened from 80 days as at 31 December 2009 to 65 days as at 31 December 2010 on the following key metrics:

- Inventories, in terms of stock turnover days, decreased to 55 days (31 December 2009 – 67 days) as the Group consumed lower costs inventories strategically stocked up in 2009 as a result of much higher revenue in 2010.
- Trade receivables, in terms of debtors turnover days, reduced to 56 days (31 December 2009 – 67 days).
- Trade and bills payables, in terms of creditors turnover days, reduced to 46 days (31 December 2009 – 54 days).

The Group's net gearing ratio (ratio of interest bearing borrowings net of cash and cash equivalents to total equity) was approximately 23% (31 December 2009: 22%). The proportion of bank borrowings between short term and long term stood at 43%:57% (31 December 2009: 34%:66%). During the year under review, the Group invested around HK$1,744 million and HK$3,229 million in new production capacity and property developments projects respectively. With a seasoned and professional management team coupled with our concrete business foundation and robust balance sheet, the Group is confident that these investments will generate stable and attractive returns to our shareholders in the future. About 8% of the Group's bank borrowings was denominated in RMB and the rest in Hong Kong or US dollars.

流動資金及財務狀況

集團的財務狀況持續保持穩健。集團於二零一零年十二月三十一日之流動資產淨值為一百一十二億七千四百二十萬港元(二零零九年十二月三十一日：九十一億五千一百九十萬港元)，流動比率為1.90(二零零九年十二月三十一日：1.97)。

淨營運資金週轉期由二零零九年十二月三十一日的八十日，減少至二零一零年十二月三十一日的六十五日，細分如下：

- 由於集團營業額大幅上升，消耗了於二零零九年策略性增加較低成本的庫存，存貨週轉期減少至五十五日(二零零九年十二月三十一日：六十七日)。
- 貿易應收款項週轉期減少至五十六日(二零零九年十二月三十一日：六十七日)。
- 貿易及票據應付賬款週轉期減少至四十六日(二零零九年十二月三十一日：五十四日)。

集團之淨負債比率(扣除現金及現金等值後之附息借貸與資本總額比率)約為23%(二零零九年十二月三十一日：22%)。短期與長期借貸的比例為43%：57%(二零零九年十二月三十一日：34%：66%)。回顧年度內，集團投資了約十七億四千四百萬港元添置新的生產設施及三十二億二千九百萬港元於房地產發展項目。憑藉管理團隊專業豐富的經驗、穩固的業務基礎及雄厚的財政實力，集團深信此等投資將為股東帶來長遠穩定及理想的回報。銀行借貸中約8%為人民幣貸款，其餘則為港元或美元貸款。

The Group continued to adopt prudent financial management policy including the use of interest rate swap contract to minimize exposure to fluctuation in interest rates movement. As at 31 December of 2010, outstanding notional amount of interest rate swap agreements stood at HK$3.4 billion with a weighted average duration and interest rate of 0.49 year and 2.96% respectively. The Group also entered into commodity forward contracts so as to minimize its exposure to fluctuation in commodity prices. The fair value of these contracts amounted to HK$33.5 million. Other than derivative financial instruments in connection with our daily operations as mentioned above, the Group had not entered into any other material derivative financial instruments throughout 2010. There was no material foreign exchange exposure to the Group during the year under review. The Group's revenue, mostly denominated in Hong Kong dollars, RMB and US dollars, was fairly matched with the currency requirement of operating expenses.

集團繼續採取審慎的財務政策，包括利用利率掉期合約，以減低利率波動所帶來的風險。截至二零一零年十二月三十一日，集團利率掉期合約之面值餘額為三十四億港元，有關利率合約之加權平均年期為0.49年，息率為2.96%。另外，集團亦訂立了商品遠期合約以減低商品價格波動對集團所帶來的風險。該等合約於二零一零年十二月三十一日之公平值為三千三百五十萬港元。除了上述與日常營運有關的衍生金融工具外，集團於年內並無訂立任何重大衍生金融工具。在回顧年度內，集團並無面對重大的外匯風險。集團的收入主要以港元、人民幣及美元結算，與營運開支的貨幣要求比例大致相符。

HUMAN RESOURCES

As at 31 December 2010, the Group had a global workforce of over 47,300 (31 December 2009: 45,400). The increase in headcount was in line with increased business volume compared to last year. In addition to offering competitive salary packages, the Group grants share options and discretionary bonuses to eligible employees based on our overall financial achievement and their individual performance. The Group's continued success relies on a comprehensive human resources strategy. Kingboard Institute of Management was established with a vision to focus on management training of middle and senior management for the Group. Over the years, this institute has successfully trained approximately 100 deputy general manager grade or above employees for our Group. In addition, the Group also worked with Kowloon Federation of Associations in 2010 on a Summer Internship Scheme for university students in Hong Kong. The Group recruits fresh graduates from both mainland China and Hong Kong each year in search for talents for the Group. In future, we will continue our effort to identify and develop staff via management training schemes in order to rejuvenate our management team to support the long term development of the Group.

人力資源

於二零一零年十二月三十一日，集團在全球合共聘用員工約47,300人(二零零九年十二月三十一日：45,400人)，員工人數增加主要由於集團業務量較去年上升。集團除了提供具競爭力的薪酬待遇外，亦會根據公司的財務業績和個別員工的表現，發放優先購股權及特別獎金予合資格員工。集團持續取得理想佳績，有賴完善的人力資源管理規劃。集團成立建滔管理學院，多年來積極培育中層及高級管理人員，至今已培訓副總經理級或以上員工約100人。此外，集團與九龍社團聯會成功合辦香港大學生暑期實習計劃。集團每年均從中國及香港招聘具潛力之畢業生作重點培育。集團會持之以恆，繼續推行各種儲備人才的培訓，務求為集團未來長遠發展注入新的活力。

PROSPECTS

Ongoing global economic recovery with steady growth momentum is expected to further foster demand for electronic products. The ASP of laminates products continued to show an uptrend as raw material prices persisted at a high level in the first two months of 2011. In order to meet strong laminate demand for multilayer and HDI PCBs, the Group is working on capacity expansion for thin laminate production capacity in Jiangmen laminate plant. In addition, construction plans are also underway

Renovation for Guangzhou Dong Zhao Building has been completed with inspection approval from government authorities. We have started leasing negotiations with prospective tenants and additional rental income is expected from this property in 2011. Our first residential project – Shanghai Yu Garden in Kunshan, Jiangsu province has pre-sold over 90% of units with cash receipt over RMB900 million. Earnings in connection with this project are expected to be booked in the FY2011. In addition, construction of another residential project – Qiandeng Kingboard Yu Garden in Kunshan has commenced and pre-sale for this project is expected in 2011.

廣州東照大廈已取得政府部門的竣工驗收並進入招租階段，預計將於二零一一年為集團帶來額外的租金收入。位於江蘇省昆山市的上海裕花園為集團首個住宅項目，預售超過九成單位，現金收入逾九億人民幣，相關項目收益預計於二零一一年財政年度入賬。另一住宅項目昆山千燈建滔裕花園已開始動工，預計於二零一一年內預售。

Looking ahead, the operating landscapes for the Group in 2011 remain challenging as we are facing headwinds of rising costs, wage increase and RMB appreciation. Nevertheless, with our diversified business portfolio and our experienced management team, the Group will respond promptly to changes in the market with decisive action. We are confident that the Group will continue to deliver attractive returns to our shareholders in future.

展望二零一一年，集團經營環境仍然充滿挑戰，包括人民幣升值、工資和成本上漲，然而憑藉集團多元化的業務基礎及具豐富經驗之管理團隊，定能對市場上的變化作出迅速而果斷的應變，繼續為股東帶來可觀的回報。

APPRECIATION

On behalf of the Board, I would like to take this opportunity to express my sincere gratitude to our shareholders, customers, banks, the management and employees for their unreserved support to the Group in the past year.

致謝

本人謹代表董事會藉此向各位股東、客戶、銀行、管理人員及員工過去一年對集團毫無保留的支持致以衷心感謝。

Cheung Kwok Wing
Chairman

主席
張國榮

Hong Kong, 7 March 2011

香港，二零一一年三月七日

EXECUTIVE DIRECTORS

Mr. CHEUNG Kwok Wing, aged 55, is the chairman and a co-founder of the Group, the chairman of Kingboard Copper Foil Holdings Limited ("KCFH") as well as Elec & Eltek International Company Limited ("EEIC"), both of which are subsidiaries of the Company listed on the Singapore Exchange Securities Trading Limited ("SGX"). Mr. Cheung is the brother of Ms. Cheung Wai Lin, Stephanie, the cousin of Mr. Cheung Kwong Kwan and the brother-in-law of Mr. Chang Wing Yiu and Mr. Ho Yin Sang. Mr. Cheung had over 13 years' experience in the sales and distribution of electronic components including laminates prior to the establishment of the Group. Mr. Cheung is responsible for the overall strategic planning of the Group and sets the general direction and goals for the Group. Mr. Cheung won the Young Industrialist Award of Hong Kong 1993, which was organized by the Federation of Hong Kong Industries and was described as "far-sighted, enterprising, and having insight in the business". Mr. Cheung was the winner of the DHL/SCMP Hong Kong Business Award, accredited with the Owner-Operator Award in 2006.

執行董事

張國榮先生，55歲，本集團主席及創辦人之一，兼Kingboard Copper Foil Holdings Limited（「KCFH」）及依利安達集團有限公司（「EEIC」）（兩者均為本公司之附屬公司，並於新加坡證券交易所有限公司（「SGX」）上市）之主席。張先生為張偉連女士之兄；張廣軍先生之堂兄；而鄭永耀先生及何燕生先生則為其妹夫。創立本集團前，張先生於銷售及分銷電子零件（包括覆銅面板）有超過13年經驗。張先生現負責本集團整體策略規劃及為本集團制定整體方向及目標。張先生於一九九三年獲香港工業總會頒發香港青年工業家獎，並獲大會評審委員會評為「有遠見卓識」及「富有企業家精神和洞察力」工業家。張先生亦為二零零六年DHL／南華早報香港商業獎之東主營運獎得主。

Mr. CHEUNG Kwong Kwan, aged 46, is the cousin of Mr. Cheung Kwok Wing and Ms. Cheung Wai Lin, Stephanie. He joined the Group in 1988 and has been working in the PCB industry since 1984 with particularly extensive experience in marketing components and materials required for PCB production. Mr. Cheung is responsible for the Group's chemical business operations and property developments in southern China.

張廣軍先生，46歲，為張國榮先生之堂弟及張偉連女士之堂兄，於一九八八年加盟本集團。張先生自一九八四年起投身印刷線路板行業，對推廣生產印刷線路板所需零件及材料之經驗尤其豐富。張先生主要負責本集團中國華南地區之化工和房地產發展業務。

Mr. CHANG Wing Yiu, aged 44, is the brother-in-law of Mr. Cheung Kwok Wing and Ms. Cheung Wai Lin, Stephanie. He joined the Group in 1989 and has over 21 years' experience in laminates production. Mr. Chang graduated from the Hong Kong Polytechnic University with a higher diploma in marine electronics. He is responsible for the Group's methanol plant in Chongqing, chemical refinery plant in Yangzhou, Jiangsu province and phenol/acetone plant in Huizhou, Guangdong province. He is also a non-executive director of EEIC.

鄭永耀先生，44歲，為張國榮先生之妹夫及張偉連女士之姐夫。一九八九年加盟本集團，於製造覆銅面板方面累積逾21年經驗。鄭先生畢業於香港理工大學，持有航海電子高級文憑。鄭先生負責本集團位於重慶的甲醇廠、江蘇省揚州煉化廠和廣東省惠州的苯酚及丙酮廠之業務。彼亦為EEIC之非執行董事。

EXECUTIVE DIRECTORS *(continued)*

Mr. MOK Cham Hung, Chadwick, aged 46, is the son-in-law of Mr. Chan Wing Kwan. He joined the Group in 2000. Prior to this he worked in the financial services industry for over 11 years. Mr. Mok is an associate member of the Institute of Chartered Accountants in England & Wales and a fellow member of Hong Kong Institute of Certified Public Accountants. He holds an MA in Electrical and Information Engineering from the University of Cambridge and an MBA with distinction from Imperial College, the University of London. He is also an executive director of EEIC and responsible for the strategic planning of EEIC.

Mr. HO Yin Sang, aged 56, is the brother-in-law of Mr. Cheung Kwok Wing and Ms. Cheung Wai Lin, Stephanie. He joined the Group in 1989 and is responsible for the Group's chemical business operations in Hebei and Shanxi province. He is also a non-executive director of KCFH.

Ms. CHEUNG Wai Lin, Stephanie, aged 40, is the sister of Mr. Cheung Kwok Wing and the cousin of Mr. Cheung Kwong Kwan. She joined the Group in 2002 and is responsible for the business operations of Techwise PCB group. Prior to joining the Group, she worked as an administration assistant manager in a listed company for about 5 years.

Mr. CHEN Maosheng, aged 47, was appointed as an executive director of the Company on 11 January 2011. He joined the Group in 1996 and is currently the chief financial controller of the Group in the People's Republic of China ("PRC"). He is responsible for the management of the finance and tax matters of the Group in the PRC. Prior to joining the Group, he worked with the finance and economics department of the government of the PRC for 12 years. Mr. Chen graduated from Jiangxi Finance and Economics University (formerly known as Jiangxi Finance and Economics Institution) in 1990. He is an accountant certified by the finance department of the government of the PRC.

NON-EXECUTIVE DIRECTOR

Mr. CHAN Wing Kwan, aged 65, is a co-founder of the Group, and a non-executive director of EEIC. Mr. Chan was the managing director of the Group and responsible for the overall implementation of the strategic plans and goals of the Group. On 11 January 2011, he has been re-designated as a non-executive Director and appointed as chief consultant of the Company. Mr. Chan was the managing director of KCFH up to 11 January 2011. Mr. Chan is the father-in-law of Mr. Mok Cham Hung, Chadwick. Mr. Chan acquired a degree of Doctor of Business Science from Pacific Western University L.A. Prior to the establishment of the Group, Mr. Chan had over 22 years' experience in the sales and distribution of electronic components, industrial chemicals and printed circuit boards.

執行董事*(續)*

莫湛雄先生，46歲，為陳永錕先生之女婿。莫先生於二零零零年加盟本集團。於加盟本集團前，莫先生於金融服務業工作逾11年。莫先生為英格蘭及威爾斯特許會計師公會會員和香港會計師公會資深會員。彼持有劍橋大學頒授之電子及資訊工程碩士學位，並以優異成績獲倫敦大學帝國學院頒授之工商管理碩士學位。彼亦為EEIC之執行董事，負責EEIC之策略規劃工作。

何燕生先生，56歲，為張國榮先生之妹夫及張偉連女士之姐夫，自一九八九年起加盟於本集團，現時負責本集團於河北省及山西省之化工業務營運。彼亦為KCFH之非執行董事。

張偉連女士，40歲，為張國榮先生之胞妹及張廣軍先生之堂妹，於二零零二年加盟本集團，現時負責科惠印刷線路板集團之業務營運。於加盟本集團前，彼於一家上市公司任職助理行政經理約五年。

陳茂盛先生，47歲，於二零一一年一月十一日獲本公司委任為執行董事。彼於一九九六年加入本集團，現任本集團在中華人民共和國(「中國」)之首席財務總監。彼負責管理本集團在中國之財務及稅務事宜。加盟本集團前，彼於中國政府轄下之財經管理部門工作12年。陳先生於一九九零年畢業於江西財經大學(前稱江西財經學院)。彼獲中國政府財政部授予會計師之資格。

非執行董事

陳永錕先生，65歲，本集團創辦人之一及EEIC之非執行董事。陳先生曾出任本集團之董事總經理並負責本集團策略規劃及目標之整體執行工作。於二零一一年一月十一日，陳永錕先生調任為非執行董事及獲委任為本公司首席顧問。陳先生曾出任KCFH之董事總經理至二零一一年一月十一日。陳先生為莫湛雄先生之外父。陳先生持有洛杉磯Pacific Western University 商業科學系博士學位。創立本集團之前，陳先生對銷售及分銷電子零件、工業化工產品及印刷線路板有超過22年經驗。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. CHENG Wai Chee, Christopher, GBS, OBE, JP, aged 62, was appointed as an independent non-executive Director in 2007. He holds directorships in various listed companies in the last three years. He is currently the chairman of two listed companies in Hong Kong, namely Wing Tai Properties Limited (formerly known as USI Holdings Limited) and Winsor Properties Holdings Limited. He is an independent non-executive director of each of New World China Land Limited and NWS Holdings Limited, both are listed companies in Hong Kong. Dr. Cheng is also an independent director of DBS Group Holdings Limited which is listed in Singapore. He is a member of the Council of The University of Hong Kong. He is the chairman of the Governance Committee of the HKSAR Government Exchange Fund Advisory Committee and a Steward of the Hong Kong Jockey Club. He is also a non-executive director of Temasek Foundation CLG Limited.

獨立非執行董事

鄭維志博士，GBS, OBE, JP，62歲，於二零零七年獲委任為獨立非執行董事。彼過去三年在多家上市公司擔任董事職位。彼現為香港兩家上市公司永泰地產有限公司(前稱富聯國際集團有限公司)及南聯地產控股有限公司之主席。彼為香港上市公司新世界中國地產有限公司及新創建集團有限公司之獨立非執行董事。鄭博士同時為新加坡上市公司DBS Group Holdings Limited之獨立董事。彼為香港大學校務委員會委員。彼為香港政府外匯基金諮詢委員會管理委員會主席及香港賽馬會董事。彼亦為Temasek Foundation CLG Limited之非執行董事。

Mr. Henry TAN, aged 57, is the chief executive officer of Luen Thai Holdings Limited, a company listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Mr. Tan has over 26 years of experience in apparel and logistics industries. Mr. Tan is an active leader and contributor to charity and community programmes. He is the former chairman of the board of directors of Po Leung Kuk of the year 2004-2005, an authorised charitable organization in Hong Kong. He also acts as a committee member of the Chinese People's Political Consultative Conference in Fujian province, the PRC, the member of Standing Committee of the Chinese People's Political Consultative Conference in Qingyuan City of Guangdong province and is a member of Election Committee (Textiles and Garment Subsector). Mr. Tan obtained his Master's Degree in Business Administration in 1980 and Bachelor's Degree in Business Administration in 1975 from the University of Guam, the United States of America. Mr. Tan was also an independent non-executive director of China Resources Peoples Telephone Company Limited, a company formerly listed on the Stock Exchange. Mr. Tan was appointed as an independent non-executive director of the Company in 2005.

陳亨利先生，57歲，為聯泰控股有限公司(於香港聯合交易所有限公司(「聯交所」)上市之公司)之行政總裁，於服裝及物流行業擁有逾26年經驗。彼為活躍於慈善及社區活動之領袖及善長。陳先生於二零零四年至二零零五年間出任香港認可慈善機構保良局之主席，並為中國人民政治協商會議福建省委員會委員、中國廣東省清遠市政協常委及選舉委員會委員(紡織及製衣界)。陳先生於一九七五年及一九八零年分別於美國關島大學獲得工商管理學士學位及工商管理碩士學位。陳先生曾為前聯交所上市公司華潤萬眾電話有限公司之獨立非執行董事。彼於二零零五年獲本公司委任為獨立非執行董事。

INDEPENDENT NON-EXECUTIVE DIRECTORS *(continued)*

Mr. LAI Chung Wing, Robert, aged 63, was appointed as an independent non-executive director of the Company in February 2009. He has more than 25 years of experience in trading and investment and was previously the managing director of Seaunion Holdings Ltd (now known as South Sea Petroleum Holdings Limited) and an independent non-executive director of Kee Shing (Holdings) Limited (now known as Gemini Property Investments Limited), both companies listed on the Stock Exchange. He holds a Bachelor-of-Laws (Honours) degree from the University of London and is currently involved in business consultancy work in the Asia-Pacific region. He is also an independent non-executive director of Plastec Technologies Ltd, a company quoted on the US OTC Bulletin Board (OTCBB). Mr. Lai was an independent non-executive director of KCFH, from 29 November 1999 to 27 February 2009. He is a brother of Mr. Lai Chong Tuck, an independent non-executive director of EEIC.

Mr. TSE Kam Hung, aged 60, has over 30 years of experience in the field of electronic industry. He was appointed as an independent non-executive director of the Company in 2004.

SENIOR MANAGEMENT

Mr. LO Ka Leong, aged 37, the Company Secretary, joined the Group in May 1999. Prior to that, he was an accountant at an international accounting firm. Mr. Lo is a fellow member of Hong Kong Institute of Certified Public Accountants. He holds a Bachelor's Degree in Professional Accountancy from The Chinese University of Hong Kong. He is in charge of the company secretarial work of the Group. He is a non-executive director of Kingboard Laminates Holdings Limited ("KLHL"), a 66.02% owned subsidiary listed on the main board of the Stock Exchange.

獨立非執行董事*(續)*

黎忠榮先生，63歲，於二零零九年二月獲本公司委任為獨立非執行董事。彼於貿易及投資方面擁有逾二十五年的經驗，曾出任於聯交所上市的辛康海聯控股有限公司(現稱南海石油控股有限公司)之董事總經理及奇盛(集團)有限公司(現稱盛洋地產投資有限公司)的獨立非執行董事。黎先生持有倫敦大學法律學士榮譽學位，現正從事亞太區商業顧問工作。彼現亦為於美國場外櫃檯交易系統報價的Plastec Technologies Ltd.的獨立非執行董事。黎忠榮曾於一九九九年十一月二十九日至二零零九年二月二十七日出任KCFH之獨立非執行董事。彼亦為EEIC獨立非執行董事黎忠德先生之胞兄。

謝錦洪先生，60歲，於電子業有30年以上經驗。彼於二零零四年獲本公司委任為獨立非執行董事。

高級管理人員

羅家亮先生，37歲，公司秘書，於一九九九年五月加盟本集團。於加盟本集團前，羅先生於一所國際會計師行任職會計師。彼為香港會計師公會資深會員，並持有香港中文大學專業會計學學士學位。彼現負責處理本集團之公司秘書工作。羅先生同時為建滔積層板控股有限公司(「建滔積層板」，本公司擁有66.02%權益的附屬公司，其股份於聯交所主板上市)之非執行董事。

The directors of the Company (the "Directors") have pleasure in presenting their report and the audited consolidated financial statements of the Group for the year ended 31 December 2010.

本公司董事會(「董事會」)欣然提呈本集團截至二零一零年十二月三十一日止年度之年報及經審核綜合財務報表。

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of associates, jointly controlled entities and principal subsidiaries of the Company are set out in notes 22, 24 and 45 respectively to the consolidated financial statements.

主要業務

本公司為投資控股公司，其聯營公司、共同控制實體及主要附屬公司之主要業務分別載於綜合財務報表附註22、24及45。

RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the consolidated income statement on page 57.

An interim dividend of HK50 cents per ordinary share was paid to the shareholders of the Company during the year. The directors now recommend the payment of a final dividend of HK60 cents per ordinary share to the Company's shareholders whose names appear on the register of members of the Company on 3 May 2011, and the retention of the remaining profit in the Company.

業績及分派

本集團之本年度業績載於第57頁綜合收益表內。

年內，本公司已派付中期股息每股普通股50港仙予本公司股東。董事現建議向於二零一一年五月三日名列本公司股東名冊之股東派付末期股息每股普通股60港仙，並保留剩餘的溢利於本公司。

SHARE CAPITAL

Details of the movements during the year in the issued share capital of the Company are set out in note 34 to the consolidated financial statements.

股本

本公司已發行股本於年內之變動詳情載於綜合財務報表附註34。

PURCHASE, SALE OR REDEMPTION OF SHARES

During the year, there was no purchases, sale or redemption by the Company or any of its subsidiaries of the Company's listed securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

購買、出售或贖回股份

年內，本公司或其任何附屬公司概無購買、出售或贖回本公司於香港聯合交易所有限公司(「聯交所」)之上市證券。

DISTRIBUTABLE RESERVES OF THE COMPANY

Details of the movements during the year in the reserves of the Group are set out in the consolidated statement of changes in equity on pages 61 to 63.

In addition to the retained profits of the Company, the share premium and the special surplus account of the Company are also available for distribution to shareholders provided that the Company will be able to pay its debts as they fall due in the ordinary course of business immediately following the date on which any such distribution is proposed to be paid.

At 31 December 2010, the sum of the retained profits, the share premium and the reserve accounts of the Company amounted to approximately HK$4,843 million.

公司可分派之儲備

年內，本集團之儲備變動詳情載於第61頁至63頁綜合權益變動表內。

除本公司之保留溢利外，本公司之股份溢價及特別盈餘賬目亦可向股東分派，惟於緊隨建議進行上述分派當日後，本公司必須仍有能力償還在日常業務中到期支付之欠款。

於二零一零年十二月三十一日，本公司之保留溢利、股份溢價及儲備賬目之總額約為4,843,000,000港元。

INVESTMENT PROPERTIES

The Group's investment properties were revalued as at 31 December 2010, resulting in an increase in fair value of approximately HK$68,824,000 which has been credited directly to profit or loss.

投資物業

本集團之投資物業於二零一零年十二月三十一日重新估值，導致公平值增加約68,824,000港元，已直接確認為損益。

PROPERTIES, PLANT AND EQUIPMENT

Expenditure of approximately HK$1,743 million was incurred during the year primarily to expand the production capacity of the Group. Details of all the changes during the year are set out in note 19 to the consolidated financial statements.

物業、廠房及設備

年內主要因提高本集團生產力之支出約為1,743,000,000港元。年內所有變動詳情載於綜合財務報表附註19。

PRINCIPAL SUBSIDIARIES

Details of the Company's principal subsidiaries at 31 December 2010 are set out in note 45 to the consolidated financial statements.

主要附屬公司

本公司主要附屬公司於二零一零年十二月三十一日之詳情載於綜合財務報表附註45。

DONATIONS

During the year, the Group made charitable and other donations totalling HK$10,261,000.

捐款

年內，本集團作出之慈善及其他捐款共10,261,000港元。

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

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

Executive Directors:

Mr. Cheung Kwok Wing *(Chairman)*
Mr. Chan Wing Kwan (resigned as the Managing Director and an executive Director and re-designated as a non-executive Director on 11 January 2011)
Mr. Cheung Kwong Kwan
Mr. Chang Wing Yiu
Mr. Ho Yin Sang
Ms. Cheung Wai Lin, Stephanie
Mr. Mok Cham Hung, Chadwick
Mr. Chen Maosheng (appointed on 11 January 2011)

Non-executive Director:

Mr. Chan Wing Kwan (re-designated on 11 January 2011)

Independent non-executive Directors:

Dr. Cheng Wai Chee, Christopher
Mr. Henry Tan
Mr. Lai Chung Wing, Robert
Mr. Tse Kam Hung

Mr. Chen Maosheng was appointed by the board of Directors as a new executive Director with effect from 11 January 2011. In accordance with Article 84 of the Company's Articles of Association, Mr. Chen Maosheng will hold directorship only until the annual general meeting of the Company following his appointment and will be eligible for re-election. Accordingly, Mr. Chen Maosheng will retire at the forthcoming annual general meeting of the Company and will be eligible for re-election as an executive Director.

In accordance with Article 92 of the Company's Articles of Association, Mr. Cheung Kwok Wing, being the executive Director, Messrs. Cheng Wai Chee, Christopher and Tse Kam Hung being the independent non-executive Directors, will retire from directorship by rotation and will offer themselves for re-election at the forthcoming annual general meeting of the Company.

Biographical details of the above Directors are set out in the section "Directors' and Senior Management's Biographies" on pages 14 to 17.

No Director proposed for re-election at the forthcoming annual general meeting of the Company has a service contract which is not terminable by the Group within one year without payment of compensation (other than statutory compensation).

董事及董事之服務合約

年內及直至本報告日期止之本公司董事(「董事」)如下：

執行董事：

張國榮先生*(主席)*
陳永錕先生(於二零一一年一月十一日辭任董事總經理兼執行董事，並調任為非執行董事)
張廣軍先生
鄭永耀先生
何燕生先生
張偉連女士
莫湛雄先生
陳茂盛先生(於二零一一年一月十一日獲委任)

非執行董事：

陳永錕先生(於二零一一年一月十一日調任)

獨立非執行董事：

鄭維志博士
陳亨利先生
黎忠榮先生
謝錦洪先生

董事會委任陳茂盛先生為新任執行董事，並於二零一一年一月十一日起生效。根據本公司之公司組織章程第八十四條，陳茂盛先生之董事任期僅直至其獲委任後之本公司股東週年大會為止，惟其努飾c勗骭启ᵀ－

DIRECTORS' INTERESTS IN SHARES

At 31 December 2010, the interests of the Directors and their associates in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, were as follows:

董事之股份權益

於二零一零年十二月三十一日，董事及彼等之聯繫人士於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份或債券中，擁有本公司根據證券及期貨條例第352條存置之登記冊所記錄之權益，或根據上市發行人董事進行證券交易的標準守則已知會本公司及聯交所之權益如下：

Long position

(a) *Ordinary shares of HK$0.10 each of the Company ("Shares")*

長倉

(a) *本公司每股面值0.10港元之普通股(「股份」)*

Name of Director 董事姓名	Capacity 權益性質	Number of issued Shares held 所持已發行股份數目	Approximate percentage of the issued share capital of the Company 佔本公司已發行股本之概約百分比
Mr. Cheung Kwok Wing 張國榮先生	Beneficial owner 實益擁有人	2,198,675	0.259
Mr. Chan Wing Kwan (Note 1) 陳永錕先生(附註1)	Beneficial owner 實益擁有人	1,180,250	0.139
Mr. Cheung Kwong Kwan 張廣軍先生	Beneficial owner 實益擁有人	1,623,200	0.191
Mr. Chang Wing Yiu (Note 2) 鄭永耀先生(附註2)	Beneficial owner 實益擁有人	3,750,274	0.441
Mr. Ho Yin Sang (Note 3) 何燕生先生(附註3)	Beneficial owner 實益擁有人	3,573,129	0.421
Mr. Mok Cham Hung, Chadwick (Note 4) 莫湛雄先生(附註4)	Beneficial owner 實益擁有人	1,820,000	0.214

DIRECTORS' INTERESTS IN SHARES *(continued)*

Long position *(continued)*

(a) Ordinary shares of HK$0.10 each of the Company ("Shares") (continued)

Notes:

(1) Out of the 1,180,250 Shares, 1,120,250 Shares were held by Mr. Chan Wing Kwan and 60,000 Shares were held by his spouse.

(2) Out of the 3,750,274 Shares, 3,052,074 Shares were held by Mr. Chang Wing Yiu and 698,200 Shares were held by his spouse.

(3) Out of the 3,573,129 Shares, 1,661,629 Shares were held by Mr. Ho Yin Sang and 1,911,500 Shares were held by his spouse.

(4) Out of the 1,820,000 Shares, 1,810,000 Shares were held by Mr. Mok Cham Hung, Chadwick and 10,000 Shares were held by his spouse.

(b) Share options of the Company ("Share Options")

董事之股份權益*(續)*

長倉*(續)*

(a) 本公司每股面值0.10港元之普通股(「股份」)(續)

附註：

(1) 於該1,180,250股股份當中，其中1,120,250股股份乃由陳永錕先生本人持有，而60,000股股份則由其配偶持有。

(2) 於該3,750,274股股份當中，其中3,052,074股股份乃由鄭永耀先生本人持有，而698,200股股份則由其配偶持有。

(3) 於該3,573,129股股份當中，其中1,661,629股股份乃由何燕生先生本人持有，而1,911,500股股份則由其配偶持有。

(4) 於該1,820,000股股份當中，其中1,810,000股股份乃由莫湛雄先生本人持有，而10,000股股份則由其配偶持有。

(b) 本公司優先購股權(「優先購股權」)

Name of Director 董事姓名	Capacity 權益性質	Interest in underlying Shares pursuant to Share Options under the 2002 Scheme 二零零二年計劃項下優先購股權相關股份權益
Mr. Chan Wing Kwan 陳永錕先生	Beneficial owner 實益擁有人	591,600
Mr. Chang Wing Yiu 鄭永耀先生	Beneficial owner 實益擁有人	484,800
Mr. Ho Yin Sang (Note) 何燕生先生(附註)	Beneficial owner 實益擁有人	999,600
Mr. Cheung Kwong Kwan 張廣軍先生	Beneficial owner 實益擁有人	359,600

Note: Out of the 999,600 Share Options, 603,600 Share Options were held by Mr. Ho Yin Sang and 396,000 Share Options were held by his spouse.

附註：於該999,600份優先購股權當中，其中603,600份優先購股權乃由何燕生先生本人持有，而396,000份優先購股權則由其配偶持有。

DIRECTORS' INTERESTS IN SHARES *(continued)*

Long position *(continued)*

(b) Share options of the Company ("Share Options") (continued)

The Company adopted its first share option scheme on 11 May 1998, and such share option scheme was terminated upon the adoption of its second share option scheme ("2002 Scheme") on 2 July 2002 for the duration of 10 years. In view of the recent changes to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), a new share option scheme was approved by shareholders of the Company at the extraordinary general meeting of the Company held on 23 March 2009. The 2002 Scheme was accordingly terminated on the same day without affecting the rights of holders of any options granted and outstanding under the 2002 Scheme.

(c) Warrants of the Company ("Warrants")

On 2 March 2010, a bonus issue of warrants ("Warrants") to the shareholders of the Company on the basis of 1 warrant for every 10 shares held by shareholders of the Company whose names appear on the register of members of the Company on 26 April 2010, was proposed. Consequently, 84,473,904 Warrants were issued, conferring rights to the holders of the Warrants from any time from 5 May 2010 to 31 October 2012 (both days inclusive) to subscribe for up to an aggregate of 84,473,904 Shares at an initial subscription price of HK$40 per Share (subject to adjustment), representing an aggregate subscription price of approximately HK$3,378,956,000.

董事之股份權益*(續)*

長倉*(續)*

(b) 本公司優先購股權(「優先購股權」)(續)

本公司於一九九八年五月十一日採納其首個優先購股權計劃，其後該優先購股權計劃於二零零二年七月二日因採納第二個為期十年之優先購股權計劃(「二零零二年計劃」)而終止。由於最近聯交所證券上市規則(「上市規則」)之改變，本公司股東已於二零零九年三月二十三日召開之本公司股東特別大會上批准一項新優先購股權計劃。二零零二年計劃亦因此而於同日終止，惟二零零二年計劃項下任何已授出及尚未行使之購股權持有人權利並不受影響。

(c) 本公司認股權證(「認股權證」)

於二零一零年三月二日，本公司已提呈向於二零一零年四月二十六日名列本公司股東名冊之股東發行紅利認股權證(「認股權證」)，基準為每持有十股股份獲派一份認股權證。其後，84,473,904份認股權證獲發行，該等認股權證賦予其持有人權利，可於二零一零年五月五日起至二零一二年十月三十一日(包括首尾兩日)內隨時按初步認購價每股股份40港元(可予以調整)最多認購合共84,473,904股股份，合共認購價相當於約3,378,956,000港元。

DIRECTORS' INTERESTS IN SHARES *(continued)*

Long position *(continued)*

(c) Warrants of the Company ("Warrants") (continued)

董事之股份權益*(續)*

長倉*(續)*

(c) 本公司認股權證(「認股權證」)(續)

Name of Director 董事姓名	Capacity 權益性質	Interest in underlying Shares pursuant to to the Warrants 認股權證項下相關股份權益
Mr. Cheung Kwok Wing 張國榮先生	Beneficial owner 實益擁有人	285,222
Mr. Chan Wing Kwan (Note 1) 陳永錕先生(附註1)	Beneficial owner 實益擁有人	108,025
Mr. Cheung Kwong Kwan 張廣軍先生	Beneficial owner 實益擁有人	111,320
Mr. Chang Wing Yiu (Note 2) 鄭永耀先生(附註2)	Beneficial owner 實益擁有人	335,527
Mr. Ho Yin Sang (Note 3) 何燕生先生(附註3)	Beneficial owner 實益擁有人	219,412
Mr. Mok Cham Hung, Chadwick (Note 4) 莫湛雄先生(附註4)	Beneficial owner 實益擁有人	182,000

Notes:

(1) Out of the 108,025 Warrants, 102,025 Warrants were held by Mr. Chan Wing Kwan and 6,000 Warrants were held by his spouse.

(2) Out of the 335,527 Warrants, 267,707 Warrants were held by Mr. Chang Wing Yiu and 67,820 Warrants were held by his spouse.

(3) Out of the 219,412 Warrants, 102,662 Warrants were held by Mr. Ho Yin Sang and 116,750 Warrants were held by his spouse.

(4) Out of the 182,000 Warrants, 181,000 Warrants were held by Mr. Mok Cham Hung, Chadwick and 1,000 Warrants were held by his spouse.

附註：

(1) 於該108,025份認股權證當中，其中102,025份認股權證乃由陳永錕先生本人持有，而6,000份認股權證則由其配偶持有。

(2) 於該335,527份認股權證當中，其中267,707份認股權證乃由鄭永耀先生本人持有，而67,820份認股權證則由其配偶持有。

(3) 於該219,412份認股權證當中，其中102,662份認股權證乃由何燕生先生本人持有，而116,750份認股權證則由其配偶持有。

(4) 於該182,000份認股權證當中，其中181,000份認股權證乃由莫湛雄先生本人持有，而1,000份認股權證則由其配偶持有。

DIRECTORS' INTERESTS IN SHARES *(continued)*

Long position *(continued)*

(d) Ordinary shares of HK$0.10 each ("KLHL Shares") in Kingboard Laminates Holdings Limited ("KLHL"), a non-wholly owned subsidiary of the Company

董事之股份權益*(續)*

長倉*(續)*

(d) 本公司非全資擁有附屬公司建滔積層板控股有限公司(「建滔積層板」)每股面值0.10港元之普通股(「建滔積層板股份」)

Name of Director 董事姓名	Capacity 權益性質	Number of issued KLHL Shares held 所持已發行建滔積層板股份數目	Approximate percentage of the issued share capital of KLHL 佔建滔積層板已發行股本之概約百分比
Mr. Cheung Kwok Wing 張國榮先生	Beneficial owner 實益擁有人	41,500	0.001
Mr. Chan Wing Kwan (Note 1) 陳永錕先生(附註1)	Beneficial owner 實益擁有人	100,000	0.003
Mr. Chang Wing Yiu (Note 2) 鄭永耀先生(附註2)	Beneficial owner 實益擁有人	100,000	0.003
Mr. Ho Yin Sang (Note 3) 何燕生先生(附註3)	Beneficial owner 實益擁有人	540,000	0.018
Mr. Mok Cham Hung, Chadwick (Note 4) 莫湛雄先生(附註4)	Beneficial owner 實益擁有人	60,000	0.002

Notes:

(1) The 100,000 KLHL Shares were held by the spouse of Mr. Chan Wing Kwan.

(2) The 100,000 KLHL Shares were held by the spouse of Mr. Chang Wing Yiu.

(3) The 540,000 KLHL Shares were held by the spouse of Mr. Ho Yin Sang.

(4) The 60,000 KLHL Shares were held by the spouse of Mr. Mok Cham Hung, Chadwick.

附註：

(1) 陳永錕先生之配偶持有該100,000股建滔積層板股份。

(2) 鄭永耀先生之配偶持有該100,000股建滔積層板股份。

(3) 何燕生先生之配偶持有該540,000股建滔積層板股份。

(4) 莫湛雄先生之配偶持有該60,000股建滔積層板股份。

DIRECTORS' INTERESTS IN SHARES *(continued)*

Long position *(continued)*

(e) Non-voting deferred shares of HK$1 each in the share capital of Kingboard Laminates Limited, a non-wholly owned subsidiary of the Company

董事之股份權益*(續)*

長倉*(續)*

(e) 本公司非全資擁有附屬公司建滔積層板有限公司股本中每股面值1港元之無投票權遞延股份

Name of Director 董事姓名	Capacity 權益性質	Number of non-voting deferred shares held (Note) 所持無投票權遞延股份數目（附註）
Mr. Cheung Kwok Wing 張國榮先生	Beneficial owner 實益擁有人	1,904,400
Mr. Chan Wing Kwan 陳永錕先生	Beneficial owner 實益擁有人	1,481,200
Mr. Cheung Kwong Kwan 張廣軍先生	Beneficial owner 實益擁有人	846,400
Mr. Ho Yin Sang 何燕生先生	Beneficial owner 實益擁有人	529,000
Mr. Chang Wing Yiu 鄭永耀先生	Beneficial owner 實益擁有人	423,200

Note: None of the non-voting deferred shares of Kingboard Laminates Limited are held by the Group. Such deferred shares carry no rights to receive notice of or to attend or vote at any general meeting of Kingboard Laminates Limited and have practically no rights to dividends or to participate in any distribution on winding up.

附註： 本集團概無持有建滔積層板有限公司之無投票權遞延股份。該等遞延股份並無附帶可收取建滔積層板有限公司任何股東大會通告或出席股東大會及於會上投票之權利，亦沒有收取股息或於清盤時獲得任何分派之實際權利。

DIRECTORS' INTERESTS IN SHARES *(continued)*

Long position *(continued)*

(f) Ordinary shares ("EEIC Shares") in the share capital of Elec & Eltek International Company Limited ("EEIC"), a non-wholly owned subsidiary of the Company

董事之股份權益*(續)*

長倉*(續)*

(f) 本公司非全資擁有附屬公司依利安達集團有限公司(「EEIC」)股本中之普通股(「EEIC股份」)

Name of Director 董事姓名	Capacity 權益性質	Number of issued EEIC Shares held 所持已發行EEIC股份數目	Approximate percentage of the issued share capital of EEIC 佔EEIC已發行股本之概約百分比
Mr. Cheung Kwok Wing 張國榮先生	Beneficial owner 實益擁有人	1,257,200	0.673
Mr. Chan Wing Kwan (Note) 陳永錕先生(附註)	Beneficial owner 實益擁有人	938,600	0.503
Mr. Chang Wing Yiu 鄭永耀先生	Beneficial owner 實益擁有人	486,600	0.261
Mr. Ho Yin Sang 何燕生先生	Beneficial owner 實益擁有人	486,600	0.261
Mr. Mok Cham Hung, Chadwick 莫湛雄先生	Beneficial owner 實益擁有人	1,120,200	0.600

Note: Out of the 938,600 EEIC Shares, 908,600 EEIC Shares were held by Mr. Chan Wing Kwan and 30,000 EEIC Shares were held by his spouse.

附註： 於該938,600股EEIC股份當中，其中908,600股EEIC股份乃由陳永錕先生本人持有，而30,000股EEIC股份則由其配偶持有。

DIRECTORS' INTERESTS IN SHARES *(continued)*

Long position *(continued)*

(g) Ordinary shares ("KCFH Shares") of US$0.10 each in the share capital of Kingboard Copper Foil Holdings Limited ("KCFH"), a non-wholly owned subsidiary of the Company

董事之股份權益*(續)*

長倉*(續)*

(g) 本公司非全資擁有附屬公司Kingboard Copper Foil Holdings Limited(「KCFH」)股本中每股面值0.10美元之普通股(「KCFH股份」)

Name of Director 董事姓名	Capacity 權益性質	Number of issued KCFH Shares held 所持已發行KCFH股份數目	Approximate percentage of the issued share capital of KCFH 佔KCFH已發行股本之概約百分比
Mr. Cheung Kwok Wing 張國榮先生	Beneficial owner 實益擁有人	1,000,000	0.14
Mr. Ho Yin Sang (Note) 何燕生先生(附註)	Beneficial owner 實益擁有人	2,000	0.0003
Mr. Lai Chung Wing, Robert 黎忠榮先生	Beneficial owner 實益擁有人	72,000	0.01

Note: The 2,000 KCFH Shares were held by the spouse of Mr. Ho Yin Sang.

附註： 何燕生先生之配偶持有該2,000股KCFH股份。

Other than as disclosed above, none of the Directors nor their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as at 31 December 2010.

除上述披露者外，於二零一零年十二月三十一日，概無董事或彼等之聯繫人士於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之任何股份、相關股份或債券中擁有任何權益或短倉。

SHARE OPTIONS

Particulars of the share option schemes of the Company, EEIC and KLHL are set out in note 36 to the consolidated financial statements.

The following table discloses movements in the Share Options under the 2002 Scheme during the year:

優先購股權

本公司、EEIC及建滔積層板之優先購股權計劃詳情載於綜合財務報表附註36。

下表披露二零零二年計劃項下優先購股權於年內之變動：

		Outstanding as at 1.1.2010 於二零一零年一月一日尚未行使	Exercised during the year 於年內行使	Outstanding as at 31.12.2010 於二零一零年十二月三十一日尚未行使
Category 1: Directors	第1類：董事			
Mr. Chan Wing Kwan	陳永錕先生	966,600	(375,000)	591,600
Mr. Cheung Kwong Kwan	張廣軍先生	1,109,600	(750,000)	359,600
Mr. Chang Wing Yiu	鄭永耀先生	859,800	(375,000)	484,800
Mr. Ho Yin Sang	何燕生先生	978,600	(375,000)	603,600
		3,914,600	(1,875,000)	2,039,600
Category 2: Employees	第2類：僱員	5,229,400	(2,795,000)	2,434,400
Total all categories	所有類別合計	9,144,000	(4,670,000)	4,474,000

The weighted average closing price of the Shares on the five trading days immediately before the dates on which the Share Options were exercised was HK$35.79.

於緊接行使優先購股權之前五個交易日，股份之加權平均收市價為35.79港元。

DIRECTORS' INTEREST IN CONTRACTS OF SIGNIFICANCE

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 a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

董事之重大合約權益

本公司或其任何附屬公司概無訂立任何於年度終結或年內任何時間仍然生效而本公司董事直接或間接擁有重大權益之重大合約。

SUBSTANTIAL SHAREHOLDERS

At 31 December 2010, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO showed that, other than the interests disclosed above in respect of certain Directors, the following shareholders had notified the Company of relevant interests in the issued share capital of the Company.

主要股東

根據本公司按證券及期貨條例第336條須存置之主要股東登記冊所記錄，於二零一零年十二月三十一日，下列股東(上文所披露若干董事之權益除外)已知會本公司彼等於本公司已發行股本中擁有之相關權益。

Long position

Ordinary shares of HK$0.10 each of the Company

長倉

本公司每股面值0.10港元之普通股

Name of shareholder 股東名稱	Nature of interest 權益性質	Interest in underlying Shares pursuant to the Warrants 認股權證項下相關股份權益	Number of issued Shares held 所持已發行股份數目	Approximate percentage of the issued share capital of the Company 佔本公司已發行股本之概約百分比
Hallgain Management Limited ("Hallgain") (Note)（附註）	Beneficial owner 實益擁有人	25,975,442	265,503,429	31.25
Capital Research and Management Company	Investment manager 投資經理	–	92,593,244	10.90
FMR LLC	Investment manager 投資經理	–	50,755,000	5.97
Value Partners Limited	Investment manager 投資經理	–	42,970,500	5.06

Note: At 31 December 2010: (i) no shareholder of Hallgain is entitled to exercise, or control the exercise of, directly or indirectly, one-third or more of the voting power at general meetings of Hallgain, and Hallgain and its directors are not accustomed to act in accordance with any shareholder's direction; and (ii) Messrs. Cheung Kwok Wing and Chan Wing Kwan, being Directors, are also directors of Hallgain.

附註： 於二零一零年十二月三十一日：(i)概無Hallgain股東有權於Hallgain股東大會行使或直接或間接控制行使三分一或以上之表決權，而Hallgain及其董事並不慣常根據任何股東指示行事；及(ii)董事張國榮先生及陳永鋹先生亦為Hallgain之董事。

Other than as disclosed above, the Company has not been notified of any other relevant interests or short positions in the issued share capital of the Company at 31 December 2010.

除上述披露者外，本公司概無獲知會於二零一零年十二月三十一日之本公司已發行股本之任何其他相關權益或短倉。

CORPORATE GOVERNANCE

In the opinion of the Directors, the Company has complied with the provisions of the Code on Corporate Governance Practices (the "Code") as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") throughout the year ended 31 December 2010, save for the deviation that the independent non-executive Directors are not appointed for specific terms pursuant to paragraph A.4.1 of the Code. Notwithstanding the aforesaid deviation, all the Directors (including the independent non-executive Directors) are subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Company's Articles of Association. As such, the Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the Code.

On 11 January 2011, the Board announced that Mr. Chan Wing Kwan was re-designated as a non-executive Director and appointed as chief consultant of the Company and ceased to be the Managing Director and an executive Director with effect from 11 January 2011. Mr. Chan Wing Kwan has no fixed term of service with the Company as a non-executive Director and is subject to the relevant provisions of retirement and re-election at annual general meetings of the Company in accordance with the Articles of Association of the Company. His appointment without a specific term is a deviation from paragraph A.4.1 of the Code. As at the date of this report, no replacement of the position of Managing Director has been appointed since Mr. Chan's resignation. His resignation as a Managing Director is a deviation from paragraph A.2.1 of the Code. Under paragraph A.2.1 of the Code, the roles of chairman and chief executive officer should not be performed by the same individual.

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard set out in Appendix 10 to the Listing Rules (the "Model Code"). Following a specific enquiry, each Director confirmed that he or she has complied with the required standard set out in the Model Code and the code of conduct regarding securities transactions by Directors adopted by the Company throughout the year ended 31 December 2010.

企業管治

董事認為，截至二零一零年十二月三十一日止年度內，除獨立非執行董事並非根據守則第A.4.1段按特定任期委任之偏離情況之外，本公司一直遵守聯交所證券上市規則(「上市規則」)附錄14所載企業管治常規守則(「守則」)之守則條文。儘管有上述偏離情況，所有董事(包括獨立非執行董事)均遵照本公司組織章程細則輪席退任，並可於本公司股東週年大會重選連任。因此，本公司認為已採取足夠措施，以確保本公司的企業管治常規不會寬鬆於上市規則。

二零一一年一月十一日，董事會宣佈，陳永錕先生已調任為非執行董事及獲委任為本公司首席顧問，並已終止出任董事總經理及執行董事，自二零一一年一月十一日起生效。陳永錕先生出任非執行董事並無與本公司訂立特定任期，惟須根據本公司組織章程細則，遵守於本公司股東週年大會告退及重選連任之相關條文。其委任並無特定任期偏離守則條文第A.4.1條。於本報告日期，自陳先生辭任以來，本公司並未覓得替任董事總經理。其辭任董事總經理偏離守則條文第A.2.1條。根據守則條文第A.2.1條，一名人士不應兼任主席及行政總裁。

本公司已採納條款不寬鬆於上市規則附錄10所載規定標準(「標準守則」)之有關董事進行證券交易之操守守則。經特定查詢後，各董事確認，彼於截至二零一零年十二月三十一日止年度[illegible]

CORPORATE GOVERNANCE *(continued)*

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

		Notes 附註	Amounts 金額 HK$'000 千港元	Annual caps 年度上限 HK$'000 千港元
Purchase of drill bits from Hallgain Management Limited ("Hallgain") and its subsidiaries (collectively the "Hallgain Group") by the Group	本集團向Hallgain Management Limited(「Hallgain」)及其附屬公司(統稱「Hallgain集團」)購買鑽咀	(ii)	63,769	64,000
Purchase of drill bits from the Hallgain Group by KLHL and its subsidiaries (collectively the "KLHL Group")	建滔積層板及其附屬公司(統稱「建滔積層板集團」)向Hallgain集團購買鑽咀	(iii)	14,019	15,607
Purchase of copper balls from the Hallgain Group by the Group	本集團向Hallgain集團購買銅球	(ii)	273,785	275,000
Purchase of machineries from the Hallgain Group by KLHL Group	建滔積層板集團向Hallgain集團購買機器	(iii)	6,797	7,000
Sales of coppers to the Hallgain Group by the KLHL Group	建滔積層板集團向Hallgain集團出售銅	(iii)	170,242	180,000

Notes:

(i) Techwise is a non-wholly owned subsidiary of the Company, while Shirai is a substantial shareholder of Techwise Shirai Circuits Limited (a 70%

CONNECTED TRANSACTIONS *(continued)*

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified letter containing the findings and conclusions in respect of the continuing connected transactions disclosed by the Group in pages 33 and 34 in accordance with Rule 14A.38 of the Listing Rules. The independent non-executive Directors have reviewed the continuing connected transactions and the unqualified letter from the auditor and have confirmed that the aforesaid continuing connected transactions have been entered into by the Group in the ordinary course of its business, on normal commercial terms, and in accordance with the terms of the agreements governing such transactions that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

Other than as disclosed above, the Company has also provided guarantees to financial institutions to secure general credit facilities for a non-wholly owned subsidiary, namely Techwise, in the amount of approximately HK$380 million during the year.

關連交易*(續)*

本公司核數師已獲聘根據香港會計師公會頒布的香港核證工作準則第3000號「審核或審閱歷史財務資料以外的核證工作」及參照實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」報告本集團的持續關連交易。核數師已根據上市規則第14A.38條發出無保留意見函件，而該函件載有核數師對有關本集團在第33至34頁披露的持續關連交易的發現及結論。獨立非執行董事已審閱持續關連交易及核數師之無保留意見信函，並確認上述持續關連交易乃由本集團於一般業務過程中訂立，且按一般商業條款及就該等交易所訂協議之條款進行，有關條款屬公平合理，並符合本公司股東之整體利益。

除上文所披露者外，本公司年內亦為一間非全資擁有附屬公司－科惠取得一般信貸額而向財務機構提供擔保，涉及款額約380,000,000港元。

EMOLUMENT POLICY

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 are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

The Company has adopted share option schemes as an incentive to Directors and eligible employees. Details of the schemes are set out in note 36 to the consolidated financial statements.

薪酬政策

薪酬委員會根據本集團僱員之表現、資歷及工作能力制定僱員之薪酬政策。

薪酬委員會經參考本公司經營業績、個別董事之表現及可比較之市場統計數據後決定董事之薪酬。

本公司已採納優先購股權計劃，作為對董事及合資格僱員之獎勵。計劃詳情載於綜合財務報表附註36。

PRE-EMPTIVE RIGHTS

There are no provision for pre-emptive rights under the Company's Articles of Association although there are no restrictions against such rights under company laws in the Cayman Islands.

優先權

儘管開曼群島公司法律並無對優先權作出任何限制，本公司之公司組織章程細則並無關於優先權之規定。

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31 December 2010.

充足公眾持股量

截至二零一零年十二月三十一日止年度，本公司一直維持充足公眾持股量。

AUDITOR

A resolution to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company will be proposed for approval by shareholders of the Company at the forthcoming annual general meeting of the Company.

核數師

續聘德勤・關黃陳方會計師行為本公司核數師之決議案將於本公司應屆股東週年大會上提呈以供本公司股東審批。

On behalf of the Board
Cheung Kwok Wing
CHAIRMAN

7 March 2011

承董事會命
張國榮
主席

二零一一年三月七日

The Board of Kingboard Chemical Holdings Limited (the "Company", together with its subsidiaries, the "Group") recognises the importance of corporate governance practice of a listed company. It is in the interest of the stakeholders and shareholders for a listed company to operate in a transparent manner with the adoptions of various self-regulatory policies, procedures and monitoring mechanisms and a clear definition of accountability of directors and management.

建滔化工集團(「本公司」及其附屬公司(統稱「本集團」))董事會明瞭上市公司企業管治常規之重要性。上市公司之營運具透明度，採納各種自行規管政策與程序以及監控機制，並清楚界定董事與管理層權責，乃符合權益持有人及股東之利益。

During the year under review, the Board has complied with the provisions of the Code on Corporate Governance Practices (the "Code") as contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") except with a deviation from paragraph A.4.1 of the Code. Under paragraph A.4.1 of the Code, non-executive directors should be appointed for a specific term, subject to re-election. During the year under review, the Company did not have any non-executive director and the independent non-executive directors of the Company were not appointed for specific terms but are subject to retirement by rotation and are eligible for re-election.

於回顧年度，董事會一直遵守香港聯合交易所有限公司證券上市規則(「上市規則」)附錄14所載之企業管治常規守則(「守則」)之條文，惟偏離守則條文A.4.1條除外。根據守則條文A.4.1條，非執行董事的委任應有指定任期，並須接受重新選舉。於回顧年度，本公司並無任何非執行董事，而本公司獨立非執行董事之委任並無指定任期，惟須輪席退任及符合資格膺選連任。

On 11 January 2011, the Board announced that Mr. Chan Wing Kwan was re-designated as a non-executive Director and appointed as the chief consultant of the Company and ceased to be the Managing Director and an executive Director of the Company with effect from 11 January 2011. Mr. Chan Wing Kwan has no fixed term of service with the Company as a non-executive Director and is subject to the relevant provisions of retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association of the Company. His appointment without a specific term is a deviation from paragraph A.4.1 of the Code. As at the date of this report, no replacement of the position of Managing Director has been appointed since Mr. Chan's resignation. His resignation as a Managing Director is a deviation from paragraph A.2.1 of the Code. Under paragraph A.2.1 of the Code, the roles of chairman and chief executive officer should not be performed by the same individual.

二零一一年一月十一日，董事會宣佈，陳永錕先生已調任為非執行董事及獲委任為本公司首席顧問，並已終止出任本公司董事總經理及執行董事，自二零一一年一月十一日起生效。陳永錕先生出任非執行董事並無與本公司訂立特定任期，惟須根據本公司組織章程細則，遵守於本公司股東週年大會告退及重選連任之相關條文。其委任並無特定任期偏離守則條文第A.4.1條。於本報告日期，自陳先生辭任以來，本公司並未覓得替任董事總經理。其辭任董事總經理偏離守則條文第A.2.1條。根據守則條文第A.2.1條，一名人士不應兼任主席及行政總裁。

The Board will keep reviewing the structure of the Board from time to time. If candidate with suitable knowledge, skills and experience is identified, the Company will make appointment to fill the position of Managing Director as appropriate.

董事會將不時檢討董事會架構。倘物色到具備適合知識、技能及經驗的候選人，本公司將加以委任，以填補董事總經理一職(如適用)。

In addition to the Code, which is mandatory in nature, the Board also observes certain recommended best practices ("Recommended Best Practices") contained in Appendix 14 to the Listing Rules and has adopted certain Recommended Best Practices which are suitable to the Company's current situation. The Board will continuously enhance the corporate governance standard of the Company by reference to the Recommended Best Practices whenever suitable and appropriate.

除屬強制性質之守則外，董事會亦參考上市規則附錄14所載之建議最佳常規(「建議最佳常規」)，並採納適合本公司現行情況之若干建議最佳常規。董事會將於合適及適當情況下參考建議最佳常規，從而不斷提升本公司之企業管治水平。

The Company has adopted a code of conduct regarding directors' securities transactions on terms no less exacting than the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules (the "Model Code"). Following a specific enquiry, each Director has confirmed that he or she has complied with the required standard set out in the Model Code and the code of conduct regarding Directors' securities transactions adopted by the Company.

就董事進行證券交易方面，本公司已採納條款不寬鬆於上市規則附錄10所載之上市發行人董事進行證券交易之標準守則(「標準守則」)之操守守則。經作出特定查詢後，各董事確認，彼等一直遵守標準守則所載規定標準及本公司所採納有關董事進行證券交易之操守守則。

A. DIRECTORS

The Board

The Board is responsible for the leadership and control of the Group and is entrusted with the responsibility to supervise the management of the business and the affairs of the Group. The Group has adopted internal guidelines in setting forth matters that require the Board's approval. Apart from its statutory responsibilities, the Board approves the Group's strategic plan, annual budget, key operational initiatives, major investments and funding decisions. It also reviews the Group's financial performance, identifies principal risks of the Group's business and ensures implementation of appropriate systems to manage these risks. Daily business operations and administrative functions of the Group are delegated to the management.

The Board meets regularly and as warranted by particular circumstances. Notices and agendas are prepared by the Company Secretary as delegated by the Chairman of the Board and distributed to the Board members within reasonable time before the meetings. Relevant meeting papers are also sent to directors well before the meetings, informing them of the background and giving explanation on matters to be brought before the Board. All directors are given the opportunity to include matters in the agendas for Board meetings. To ensure the directors make decisions objectively and in the interests of the Company, the Company's articles of association provide that any director shall abstain from voting on any resolutions in which he or his associates is/are materially interested nor be counted in the quorum of the meeting. Draft and final versions of the minutes of Board meetings are sent to all directors for their comment and records respectively within a reasonable time after the Board meetings and are kept by the Company Secretary.

A. 董事

董事會

董事會負責領導及監控本集團，同時亦授責監督本集團之業務及事務管理事宜。本集團已採納內部指引訂明需經董事會批准之事項。除法定責任外，董事會亦負責批准本集團之策略計劃、年度預算、主要營運措施、重大投資及集資決定。董事會同時審閱本集團財務表現、識別本集團業務之主要風險及確保實施適當措施以管理有關風險。本集團日常業務運作及行政職能之職責已委派予管理層負責。

董事會定期及於特定情況所需時舉行會議。召開董事會會議之通告及議程由董事會主席委派公司秘書負責編製並於會議前合理時間內派發予董事會成員。相關會議文件亦會於開會前盡早送交董事，令彼等獲知將提呈董事會之事項之背景資料及說明。各董事可於董事會會議議程上加入討論事項。為確保董事作出客觀及符合本公司利益之決定，本公司之組織章程細則規定，倘董事會會議上任何決議案涉及董事或其聯繫人士的重大權益，有關董事必須放棄投票，且不得計入會議法定人數。董事會會議記錄初稿及最終定稿將於董事會會議後合理時間內發送予全體董事，分別作表達意見及記錄之用，並由公司秘書存檔。

A. DIRECTORS *(continued)*

The Board *(continued)*

During the year under review, the Board had held four meetings and the directors' attendance at Board meetings and Board committees' meetings were as follows:

A. 董事*(續)*

董事會*(續)*

於回顧年度內，董事會舉行了四次會議，董事於董事會會議及董事委員會會議之出席記錄如下：

		Board Meeting 董事會會議	Audit Committee Meeting 審核委員會會議	Nomination Committee Meeting 提名委員會會議	Remuneration Committee Meeting 薪酬委員會會議
Number of Meeting	會議數目	4	3	1	2
Executive directors	執行董事				
Cheung Kwok Wing *(Chairman)*	張國榮*(主席)*	4	–	–	–
Chan Wing Kwan *(Managing Director)*	陳永錕*(董事總經理)*	4	–	–	–
Cheung Kwong Kwan	張廣軍	4	–	–	–
Chang Wing Yiu	鄭永耀	4	–	–	–
Mok Cham Hung, Chadwick	莫湛雄	4	–	–	–
Ho Yin Sang	何燕生	4	–	–	–
Cheung Wai Lin, Stephanie	張偉連	4	–	–	–
Independent non-executive directors	獨立非執行董事				
Cheng Wai Chee, Christopher	鄭維志	4	–	–	–
Henry Tan	陳亨利	4	3	1	2
Lai Chung Wing, Robert	黎忠榮	3	2	1	2
Tse Kam Hung	謝錦洪	4	3	1	2

The directors have observed the importance of directing and supervising the Company's affairs at a more regular interval. After consulting all directors, Board meetings have been preliminarily scheduled to be held at quarterly interval and no less than four times in the coming year.

董事明瞭更頻密地定期領導及監管本公司事務之重要性。經徵詢全體董事後，董事會初步計劃來年董事會會議將每季度舉行，全年舉行不少於四次會議。

A. DIRECTORS *(continued)*

Division and responsibilities

During the year under review, the Board was headed by the Chairman whose role differs from that of the Managing Director of the Company. The roles of the Chairman and Managing Director were segregated and are not exercised by the same individual.

The duties of the Chairman include (but not limited to) the following:

- scheduled meetings that enable the Board to perform its duties and responsibilities and to ensure all key and appropriate issues are discussed by the Board in a timely manner without interfering the Company's operations;
- prepared meeting agenda after consultation with the Managing Director;
- exercised control over quality, quantity and timeliness of the flow of information between Management and the Board and to ensure decisions are made on a fully informed basis by the directors; and
- assisted in ensuring compliance with the Listing Rules and the Company's guidelines on corporate governance.

The Managing Director was mainly responsible for the overall strategic planning and day-to-day management of the Group.

On 11 January 2011, the Board announced that Mr. Chan Wing Kwan was re-designated as a non-executive Director and appointed as the chief consultant of the Company and ceased to be the Managing Director and an executive Director with effect from 11 January 2011. As at the date of this report, no replacement of the position of Managing Director has been appointed since Mr. Chan's resignation.

A. 董事*(續)*

分工及職責

於回顧年度，董事會由主席領導，其職務有別於本公司董事總經理。主席及董事總經理各有獨立職務，且非由同一名人士擔任。

主席職責包括但不限於：

- 安排會議以便董事會履行職責，並確保董事會及時討論所有重要及適當事宜，而不會干擾本公司之營運；
- 經與董事總經理磋商後編製會議議程；
- 控制管理層與董事會之間及時進行溝通和其質量，確保董事於完全知情情況下作出決定；及
- 協助確保遵從上市規則及本公司之企業管治指引。

董事總經理主要負責整體策略規劃及本集團日常管理工作。

於二零一一年一月十一日，董事會宣佈，陳永錕先生已調任為非執行董事及獲委任為本公司首席顧問，並已終止出任董事總經理及執行董事，自二零一一年一月十一日起生效。於本報告日期，自陳先生辭任以來，本公司並未覓得替任董事總經理。

A. DIRECTORS *(continued)*

Board composition

The Board currently comprises twelve members, one of whom is a non-executive Director and four of whom are independent non-executive directors who are expressly identified in all corporate communications that disclose the names of directors of the Company. One of the independent non-executive directors possesses appropriate professional qualifications (or accounting or related financial management expertise) as required by the Listing Rules. The composition of the Board as of the report date is as follows:

Executive Directors
Cheung Kwok Wing *(Chairman)*
Cheung Kwong Kwan
Chang Wing Yiu
Mok Cham Hung, Chadwick
Ho Yin Sang
Cheung Wai Lin, Stephanie
Chen Maosheng
(appointed on 11 January 2011)

Non-executive Director
Chan Wing Kwan
(re-designated on 11 January 2011)

Independent non-executive Directors
Cheng Wai Chee, Christopher
Henry Tan
Lai Chung Wing, Robert
Tse Kam Hung

Ms. Cheung Wai Lin, Stephanie is the sister of Mr. Cheung Kwok Wing. Mr. Cheung Kwong Kwan is a cousin of Mr. Cheung Kwok Wing and Ms. Cheung Wai Lin, Stephanie. Mr. Chang Wing Yiu and Mr. Ho Yin Sang are brothers-in-law of Mr. Cheung Kwok Wing and Ms. Cheung Wai Lin, Stephanie. Mr. Mok Cham Hung, Chadwick is the son-in-law of Mr. Chan Wing Kwan.

During the year under review, the Company did not have any non-executive director and the independent non-executive directors of the Company were not appointed for specific terms but are subject to retirement by rotation and are eligible for re-election. The Board considers that although such arrangement deviates from paragraph A.4.1 of the Code, sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the Code.

A. 董事*(續)*

董事會成員

董事會現由十二名成員組成，其中一名為非執行董事及四名為獨立非執行董事，彼等之身分均於所有載有董事姓名的公司通訊中明確說明。其中一名獨立非執行董事具備上市規則規定之適當專業資格或會計或相關財務管理專業知識。於報告日期董事會由下列成員組成：

執行董事
張國榮*(主席)*
張廣軍
鄭永耀
莫湛雄
何燕生
張偉連
陳茂盛先生
（於二零一一年一月十一日獲委任）

非執行董事
陳永錕先生
（於二零一一年一月十一日調任）

獨立非執行董事
鄭維志
陳亨利
黎忠榮
謝錦洪

張偉連女士為張國榮先生之胞妹。張廣軍先生為張國榮先生及張偉連女士之堂兄弟。鄭永耀先生及何燕生先生為張國榮先生及張偉連女士之妹夫／姐夫。莫湛雄先生為陳永錕先生之女婿。

於回顧年度，本公司並無任何非執行董事，而本公司獨立非執行董事之委任並無指定任期，惟須輪席退任並符合資格膺選連任。董事會認為雖然上述安排與守則條文A.4.1條有所偏離，但本公司已採取足夠措施以確保企業管治常規不會寬鬆於守則。

A. DIRECTORS *(continued)*

Board composition *(continued)*

On 11 January 2011, the Board announced that Mr. Chan Wing Kwan was re-designated as a non-executive Director and appointed as the chief consultant of the Company and ceased to be the Managing Director and an executive Director with effect from 11 January 2011. Mr. Chan Wing Kwan has no fixed term of service with the Company as a non-executive Director and is subject to the relevant provisions of retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association of the Company. His appointment without a specific term is a deviation from paragraph A.4.1 of the Code. As at the date of this report, no replacement of the position of Managing Director has been appointed since Mr. Chan's resignation. His resignation as a Managing Director is a deviation from paragraph A.2.1 of the Code. Under paragraph A.2.1 of the Code, the roles of chairman and chief executive officer should not be performed by the same individual.

The Board will keep reviewing the structure of the Board from time to time. If candidate with suitable knowledge, skills and experience is identified, the Company will make appointment to fill the position of Managing Director as appropriate.

The Company has received from each of the independent non-executive directors an annual confirmation of his independence as required under Rule 3.13 of the Listing Rules.

The Board comprises directors who collectively provide core competencies, sales and marketing experience and technical knowledge in laminates, printed circuit boards, property developments and chemical products, administration and management experience in the PRC factories, financial and accounting skills, as well as in-house advices to comply with international laws and regulations. The Board size of twelve directors with a balance of skills and experience is appropriate for effective decision making, taking into account the nature and scope of the operations of the Company.

A. 董事*(續)*

董事會成員*(續)*

二零一一年一月十一日，董事會宣佈，陳永錕先生已調任為非執行董事及獲委任為本公司首席顧問，並已終止出任董事總經理及執行董事，自二零一一年一月十一日起生效。陳永錕先生出任非執行董事並無與本公司訂立特定任期，惟須根據本公司組織章程細則，遵守於本公司股東週年大會告退及重選連任之相關條文。其委任並無特定任期偏離守則條文第A.4.1條。於本報告日期，自陳先生辭任以來，本公司並未覓得替任董事總經理。其辭任董事總經理偏離守則條文第A.2.1條。根據守則條文第A.2.1條，一名人士不應兼任主席及行政總裁。

董事會將不時檢討董事會架構。倘物色到具備適合知識、技能及經驗的候選人，本公司將加以委任，以填補董事總經理一職(如適用)。

本公司已按上市規則第3.13條的規定，取得每名獨立非執行董事之年度獨立性確認書。

董事會由多名董事組成，共同提供有關覆銅面板、印刷線路板、房地產發展及化工產品之核心能力、銷售及市場推廣經驗及技術知識、中國工廠之行政及管理經驗、財務及會計技巧以及有關遵守國際法律及規例之內部意見。董事會有十二名成員，擁有不同資歷及經驗，考慮到本公司之業務性質及規模，董事會成員人數對其決策效率而言實屬合適。

A. DIRECTORS *(continued)*

Appointment, re-election and removal

The Company's Articles of Association set out a formal, considered and transparent procedure for the appointment of new directors to the Board. Any director appointed by the Board either to fill a casual vacancy or as addition to the Board, shall retire and be eligible for re-appointment at the next following annual general meeting after appointment. The appointment of directors are not fixed for a specified term, but at every annual general meeting one-third of the directors, including the Chairman, shall be subject to retirement by rotation and re-appointment by shareholders. The directors appointed by the Board who are subject to retirement and re-appointment as mentioned above shall be taken into account in calculating the total number of directors for the time being but shall not be taken into account in calculating the number of directors who are to retire by rotation. All directors eligible for re-appointment shall have their biographical details made available to the shareholders to enable them to make an informed decision on their re-appointment. Any appointment, resignation, removal or re-designation of director shall be timely disclosed to the shareholders by announcement and shall include in such announcement, the reasons given by the director for his resignation.

Responsibilities of Directors

The Company and the Board require each director to keep abreast of his responsibilities as a director of the Company and of the conduct, business activities and development of the Company. Every director is required to devote sufficient time and involvement in the affairs of the Board and the material matters of the Company and to serve the Board with such degree of care and

A. DIRECTORS *(continued)*

Responsibilities of Directors *(continued)*

Every newly appointed director shall receive a comprehensive, formal and tailored induction on the first occasion of his appointment. All directors shall be updated and briefed on continuing professional development as is necessary to ensure that they have a proper understanding of the operations and the business of the Company and that they are fully aware of their responsibilities under the applicable laws and regulations. The Board has a procedure for directors, either individually or as a group, in the furtherance of their duties, to take independent professional advice, if necessary, at the Company's expenses to enable and facilitate the directors to make well considered decisions. Appropriate insurance coverage for directors' and officers' liability has been arranged against possibility of legal action to be taken against the directors and the management.

Supply of and access to information

The management of the Company has an obligation to furnish the Board with complete, adequate and appropriate information in such form and such quality in a timely manner so as to enable them to make an informed decision and to discharge their duties and responsibilities as directors of the Company. All the directors are given separate and independent access to the Company's senior management.

All the directors are given separate and independent access to the Company Secretary, whose role includes ensuring that Board procedures are observed and followed, and that applicable rules and regulations are complied with. The Company Secretary attends all the meetings of the Board and Board committees and is responsible for drafting minutes and keeping minutes records which can be accessed by any director for inspection.

A. 董事*(續)*

董事責任*(續)*

每名新委任董事於首次獲委任時均會獲得一份全面兼特為其而設的正式就任須知。全體董事於有需要時將參與持續專業發展計劃，以確保彼等清楚了解本公司之營運及業務，且充分明瞭彼等於適用法律及規定下之責任。董事會設立既定程序，董事於履行職務時，在有需要的情況下可個別或共同徵詢獨立專業顧問意見，以作出充份考慮的決定，有關費用由本公司承擔。本公司已就董事及管理人員可能面對之法律行動而為董事及管理人員安排適當責任保險。

資料提供及使用

本公司管理層有責任及時向董事會提供完整、充足及適當形式和質量的資料，以便董事會作出知情決定及履行作為本公司董事之職務。全體董事均可個別地及獨立地接觸本公司高級管理人員。

全體董事均可個別及獨立地接觸公司秘書。公司秘書之職責包括確保貫徹遵循董事會程序，同時遵守適用規則及規例。公司秘書出席董事會及董事委員會所有會議，負責編寫及存檔會議記錄，以供董事查閱。

B. REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The level and make-up of remuneration and disclosure

The Board has set up a remuneration committee (the "Remuneration Committee") which comprises three independent non-executive directors, namely Mr. Tse Kam Hung (Chairman), Mr. Lai Chung Wing, Robert and Mr. Henry Tan, to formulate policies and procedures for determining the remuneration of directors and senior management and other remuneration related matters. The Remuneration Committee is set up with written terms of reference which set out clearly its duties and authorities delegated by the Board of directors, including the following specific duties:

- formulate the framework or Board policy for determining the remuneration of the Company's Board and senior management. The objective of such policy should ensure that members of the senior management of the Company are provided with appropriate incentives to encourage enhanced performance and are, in a fair and reasonable manner, rewarded for their individual contributions to the success of the Company;
- recommend specific remuneration packages including, where appropriate, allowances, bonuses, benefits in kind, incentive payments, and share options, if any, for each executive director and the Managing Director and such other members of senior management as it is designated to consider;
- recommend targets for any performance-linked pay schemes operated by the Company, taking into account remuneration and employment conditions within the industry and in comparable companies; and

B. 董事及高級管理人員薪酬

薪酬及披露的水平及組成

董事會已成立薪酬委員會(「薪酬委員會」),由三名獨立非執行董事:謝錦洪先生(主席)、黎忠榮先生及陳亨利先生組成,負責制定董事及高級管理人員薪酬之政策及程序以及其他薪酬相關事宜。薪酬委員會已書面訂明其職權範圍,明確列示董事會委派予其之職責及權力,包括下列特定職務:

- 制定薪酬架構或董事會政策以釐定本公司董事會及高級管理人員之薪酬。該等政策旨在確保本公司高級管理人員獲提供適當獎勵,以鼓勵彼等提升表現,並保證本公司以公平合理方式獎勵高級管理人員對本公司成就所作之貢獻;
- 就每名執行董事、董事總經理及其他指定高級管理人員,建議特定薪酬待遇,包括(如適用)津貼、花紅、實物利益、獎金及優先購股權(如有);
- 按照業內及同類型公司之薪酬水平及就業狀況,為本公司任何與表現掛鈎的獎勵計劃建議目標;及

B. REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT *(continued)*

The level and make-up of remuneration and disclosure *(continued)*

- recommend to the Board the remuneration of independent non-executive directors (including non-executive directors, if any), taking into account factors such as effort, time spent and responsibilities.

When recommending the remuneration package for each individual director, the Remuneration Committee will consider his qualification and experience, specific duties and responsibilities assigned to him by the Board and the prevailing market packages available for similar position. The emoluments of the Directors on a named basis for the year under review is set out on pages 143 to 145 in Note 15 to the financial statements. Review and comparison in terms of Directors' emoluments package and net profits of the Group are made from time to time with comparable listed industrial companies with similar capitalisation to the Group. Considering all such factors, the Remuneration Committee would make recommendation on the remuneration package for each Director after consultation with the Chairman.

During the year under review, the Remuneration Committee had convened two meetings during which, among other things, the remuneration packages for all Directors were considered.

B. 董事及高級管理人員薪酬*(續)*

薪酬及披露的水平及組成*(續)*

- 參考獨立非執行董事(包括非執行董事(如有))所付出之精力、時間及職責，就彼等之薪酬向董事會提出建議。

薪酬委員會為個別董事建議薪酬待遇時，將考慮彼之資格及經驗、董事會指派予彼之特定職責以及市場現行給予同類職位之待遇。於回顧年度內，每名董事之酬金按姓名詳列於第143至145頁財務報表附註15。本公司不時就董事薪酬待遇及集團純利狀況，與本集團市值相若之上市工業公司進行檢討及比較。考慮上述因素後，薪酬委員會經諮詢主席意見後將就每名董事之薪酬待遇提出建議。

於回顧年度內，薪酬委員會召開兩次會議，並已考慮(其中包括)所有董事之薪酬待遇。

C. ACCOUNTABILITY AND AUDIT

Financial reporting

The directors acknowledge their responsibilities for preparing the Company's account which gives a true and fair view of the financial position of the Group. The Company deploys appropriate and sufficient resources to prepare unaudited half-yearly account and audited yearly account. Senior management is required to present and explain the financial reporting and matters that materially affect or may have material impact on the financial performance and operations of the Company to the Audit Committee and the Board and respond to the queries and concerns raised by the Audit Committee and the Board to their satisfaction. The statement of the auditor of the Company about their reporting responsibilities on the financial statements is set out in Independent Auditor's Report on pages 55 and 56 of this annual report.

Internal controls

The Group has in place a system of internal controls, the key elements of which are as follows:

- formal policies and procedures are in place, including the documentation of key processes, procedures and rules relating to the delegation of authorities. These allow the monitoring of controls and restrict the unauthorised use of the Group assets;
- experienced and suitably qualified staff take responsibility for important business functions. Annual appraisal procedures have been established to maintain standards of performance;
- monthly business and financial reports are prepared, providing relevant, timely, reliable and up-to-date financial and other information; budget variances are investigated as appropriate; and
- an internal audit function, which reports directly to the Audit Committee, is in place to determine whether the above procedures are properly carried out.

C. 問責及核數

財務匯報

董事確認編製能真實及公平反映本集團的財務狀況之賬目乃彼等之責任。本公司調配合適及足夠的資源編製未經審核半年度賬目及經審核年度賬目。高級管理層須向審核委員會及董事會呈報及闡釋對本公司財務表現及營運構成或可能構成重大影響之財務匯報及事宜，並就審核委員會及董事會提出之查詢及關注作出令彼等信納之回應。本公司核數師就其對財務報表承擔之申報責任作出之聲明載於本年報第55及56頁之獨立核數師報告。

內部監控

本集團已設立內部監控制度，其主要要點如下：

- 設立正式政策及程序，包括有關授權之主要過程、程序及規則。上述措施令本集團得以監控及防止未經授權而挪用本集團資產；
- 由具備經驗及合適資格之員工擔任重要業務職責。本集團已設立每年評審程序，以維持表現水準；
- 編製每月業務及財務報告，提供相關、適時、可靠及最新財務及其他資料，並於適當時調查預算偏差；及
- 設立內部核數職能，直接向審核委員會匯報，以確定上述程序已適當地予以執行。

C. ACCOUNTABILITY AND AUDIT *(continued)*

Internal controls *(continued)*

The Board has conducted a review on the effectiveness of the above internal control system of the Group including financial, operational and compliance controls and risk management and will conduct such review at least once a year, so as to ensure the shareholders' investment and the Group's assets are properly safeguarded. The Board is satisfied that, based on the information supplied, coupled with its own observations and with the assistance of the Audit Committee, the present internal controls and risk management processes are satisfactory for the nature and size of the Group's operations and business.

In addition to the internal control system, the Board has established an internal audit team that reports directly to the Audit Committee. The internal audit team will independently audit various functions, operations and systems existed in the Company according to their weight of significance to the Company as well as the priority list recommended by the Audit Committee. The internal audit team will prepare an internal audit report highlighting the deficiencies and weaknesses in existing audit functions, operations and systems for discussion by the Audit Committee and the Board, and based on these findings the Board will instruct senior management to take appropriate corrective and improvement actions.

Audit Committee

The Board has established the Audit Committee with specific written terms of reference setting out duties, responsibilities and authorities delegated to them by the Board of directors. The major duties and responsibilities of the Audit Committee include the following:

- review with the external auditor, the audit plan;
- review with the external auditor, their evaluation of the system of internal accounting controls;

C. 問責及核數*(續)*

內部監控*(續)*

董事會已檢討上述本集團內部監控制度之效能，包括財務、營運及規章監控及風險管理功能，並將每年至少進行一次該等檢討，以確保妥善保障股東的投資及本集團資產。董事會根據所獲資料，連同其本身觀察，在審核委員會協助下，信納就本集團營運及業務之性質及規模而言，現行內部監控及風險管理程序達滿意水平。

除內部監控制度外，董事會已設立內部核數隊伍，直接向審核委員會匯報。內部核數隊伍將會按照本公司現存各項職能、運作及系統之重要性，以及審核委員會建議之優先次序，獨立審核該等職能、運作及系統。內部核數隊伍將會編製內部核數報告，指出現時審核職能、運作及系統之漏洞及缺點，以供審核委員會及董事會討論，而董事會將根據該等核數結果指示高級管理層採取適當糾正及改善措施。

審核委員會

董事會已設立審核委員會，並已書面訂明其具體職權範圍，載列董事會委派予其之職責及權力。審核委員會之主要職責包括下列各項：

- 與外聘核數師審閱核數計劃；
- 與外聘核數師檢討彼等對內部會計監控制度之評審；

C. ACCOUNTABILITY AND AUDIT *(continued)*

Audit Committee *(continued)*

- review the scope and results of the internal audit procedures;
- review the statement of financial position and income statement of the Company and the consolidated statement of financial position and income statement of the Group and submit them to the Board;
- nominate persons as auditor;
- review with the internal and external auditors their findings on their evaluation of the Company's system of internal controls for the purpose of assisting the Board in developing policies that would enhance the controls and operating systems of the Company; and
- review connected transactions and examine the adequacy of internal controls of the Group as part of the standard procedures.

C. 問責及核數*(續)*

審核委員會*(續)*

- 檢討內部核數程序之範圍及成效；
- 審閱本公司之財務狀況表及收益表以及本集團之綜合財務狀況表及收益表，並呈交董事會；
- 提名核數師；
- 與內部及外聘核數師檢討彼等對本公司內部控制度之評審結果，以協助董事會制訂有助提升本公司監控及運作制度之政策；及
- 作為標準程序之一部分，審閱關連交易及審查本集團內部監控是否足夠。

C. ACCOUNTABILITY AND AUDIT *(continued)*

Audit Committee *(continued)*

The duties of the Audit Committee include reviewing the scope and results of the audit and its cost effectiveness, and the independence and objectivity of the Company's auditor, Deloitte Touche Tohmatsu. The Audit Committee will review the independence of the Company's auditor, the resources and adequacy of the internal audit function, at least once a year. Where the auditor also supply non-audit services to the Company, the Committee will keep the nature and extent of such services under review, seeking to balance between the maintenance of objectivity and value for money. During the year under review, the fees paid/payable to the Company's auditor in respect of audit and non-audit services provided by the Company's auditor to the Group were as follows:

C. 問責及核數*(續)*

審核委員會*(續)*

審核委員會之職責包括檢討核數之範疇、結果以及成本效益，以及本公司核數師德勤•關黃陳方會計師行之獨立性及客觀性。審核委員會每年至少一次檢討本公司核數師之獨立性、內部核數職能有否足夠資源及是否稱職。倘若核數師向本公司提供非核數服務，委員會亦會持續檢討該等服務之性質及所涉範圍，務求在保持客觀性及成本之間取得平衡。於回顧年度內，就本公司核數師向本集團提供之核數及非核數服務而已付／應付本公司核數師費用如下：

Nature of services	服務性質	Amount (HK$) 金額（港元）
Audit services	核數服務	10,301,000
Non-audit services	非核數服務	
(i) Tax services	(i) 稅務服務	1,222,000
(ii) Other services	(ii) 其他服務	350,000

The Audit Committee has undertaken a review of all the non-audited services provided by the Company's auditor and concluded that in their opinion such services did not affect the independence of the auditor. The Board has appointed an accountant to be responsible for the accounting and financial matters of the Group and the Audit Committee has free access to the accountant and senior management of the Group and to any financial and relevant information which enable them to discharge their audit committee function effectively and efficiently. Besides internal assistance being available, the Audit Committee may request for assistance and advice from external auditor as and when they think necessary at the expenses of the Company. The Audit Committee shall meet with external auditor without the presence of executive directors to discuss the Group's financial reporting and any major and financial matters arising during the year under review at least once a year.

審核委員會已檢討本公司核數師所提供之全部非核數服務，並認為該等服務並不影響核數師之獨立性。董事會已委任一名會計師負責本集團會計及財務事宜，而審核委員會有權隨時接觸本集團會計師及高級管理層，以及索取任何財務及相關資料，以便能夠有效地履行其作為審核委員會之職責。除獲得內部協助外，審核委員會亦可於彼等認為有需要時要求外聘核數師提供協助及建議，費用由本公司承擔。審核委員會每年至少一次在執行董事不在場之情況下與外聘核數師會面，以討論本集團之財務申報及回顧年度內出現之任何重大及財務事宜。

C. ACCOUNTABILITY AND AUDIT *(continued)*

Audit Committee *(continued)*

In addition, the Audit Committee is authorised:

- to investigate any matter within its written terms of reference;
- to have full access to and co-operation by the management;
- to have full discretion to invite any director or executive officer to attend its meetings; and
- to have reasonable resources to enable it to discharge its functions properly.

The Board will ensure that the members of the Audit Committee are appropriately qualified to discharge their responsibilities and at least one member has accounting and related financial management expertise or experience. The Audit Committee comprises three independent non-executive directors, namely Mr. Lai Chung Wing, Robert (Chairman), Mr. Tse Kam Hung and Mr. Henry Tan.

The Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters, including the review of the audited annual financial statements for the year ended 31 December 2010.

C. 問責及核數*(續)*

審核委員會*(續)*

此外，審核委員會獲授權：

- 在其書面訂明職權範圍內調查任何事宜；
- 與管理層全面接觸及獲其衷誠合作；
- 全權酌情邀請任何董事或高級行政人員出席其會議；目

D. DELEGATION BY THE BOARD

Management function

The Company's articles of association set out matters which are specifically reserved to the Board for its decision. Executive directors normally meet on an informal basis every two weeks and participate in senior management meetings on a regular basis to keep abreast of the latest operations and performance of the Group and to monitor and ensure the management carry out the directions and strategies set by the Board of directors correctly and appropriately. Clear instructions are given to the management as to the matters which should bring to the attention and be determined by the Board on behalf of the Company.

Board committees

The Board has set up three Board committees, namely Audit Committee, Nomination Committee and Remuneration Committee, each chaired by different independent non-executive director, to assist the Board in discharging functions specific to each committee. Each Board committee has its own written terms of reference setting out the principles, procedures and arrangements which are substantially the same as those for the Board.

The Nomination Committee comprises three members who are independent non-executive directors, namely Mr. Henry Tan (Chairman), Mr. Lai Chung Wing, Robert, and Mr. Tse Kam Hung. According to the written terms of reference of the Nomination Committee, the major responsibilities of the Nomination Committee include:

- regularly review the structure, size and composition of the Board and make recommendations to the Board with regard to any adjustments that are deemed necessary;
- review whether or not an independent non-executive director is independent for the purpose of the Listing Rules on annual basis;

D. 董事會權力的轉授

管理功能

本公司之組織章程細則載列指明須由董事會決定之事項。執行董事一般每兩星期舉行非正式會議，並定期參與高級管理層之會議，以便掌握本集團近期之營運及表現，且監察及確保管理層正確及恰當地執行董事會制訂之指示及策略。管理層已獲清晰指示，得知須提呈董事會垂注並由董事會代表本公司作出決定之事宜。

董事委員會

董事會已設立三個委員會，分別為審核委員會、提名委員會及薪酬委員會，分別由不同獨立非執行董事出任主席，以協助董事會履行各委員會獲委派之特定職能。各董事委員會均書面訂明其特定的職權範圍，所載列之原則、程序及安排均與董事會之原則、程序及安排大致相同。

提名委員會由三名獨立非執行董事：陳亨利先生(主席)、黎忠榮先生及謝錦洪先生組成。根據提名委員會書面訂明的職權範圍，提名委員會之主要職責包括：

- 定期就董事會之架構、人數及組成作出檢討，並就任何認為需作出的調整向董事會提供推薦建議；
- 就上市規則而言，每年檢討獨立非執行董事是否屬獨立人士；

D. DELEGATION BY THE BOARD *(continued)*

Board committees *(continued)*

- be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise;
- assess the effectiveness of the Board as a whole and the contribution by each individual director to the effectiveness of the Board; and
- be responsible for re-nomination having regard to the director's contribution and performance, including, if applicable, as an independent director.

During the year under review and up to the date of this report, the Nomination Committee had convened two meetings during which, among other things, considered the directors who should retire by rotation pursuant to the Company's articles of association and the Code. The Nomination Committee had resolved that Messrs. Cheung Kwok Wing, Chen Maosheng (appointed as an executive Director on 11 January 2011), Cheng Wai Chee, Christopher and Tse Kam Hung shall be subject to retirement by rotation at the forthcoming annual general meeting of the Company. All the above-named directors were nominated by the Nomination Committee to stand for re-election at the forthcoming annual general meeting of the Company.

D. 董事會權力的轉授*(續)*

董事委員會*(續)*

- 在董事會出現空缺時負責物色及提名人選，以供董事會批准，藉以填補有關空缺；
- 評估董事會整體成效及各董事對董事會效能之貢獻；及
- 負責就董事之貢獻及表現重新提名其(視情況而定)為獨立董事。

於回顧年度及截至本報告日期為止，提名委員會召開兩次會議，(其中包括)考慮應根據本公司之組織章程細則及守則輪席退任之董事名單。提名委員會議決通過張國榮先生、陳茂盛先生(於二零一一年一月十一日獲委任為執行董事)、鄭維志先生及謝錦洪先生須於本公司應屆股東週年大會輪席退任。上述全部董事均獲提名委員會提名於本公司應屆股東週年大會膺選連任。

E. COMMUNICATION WITH SHAREHOLDERS

The Board endeavours to maintain an on-going dialogue with shareholders. All directors are encouraged to attend the general meetings to have personal communication with shareholders. In annual general meeting, Chairman of the Board and the chairman of each committee are required to attend and answer questions from shareholders in respect of the matters that they are responsible and accountable for. The external auditor is also required to be present to assist the directors in addressing any relevant queries by shareholders. The Company has also set up a public relations website which enables the shareholders and public to post their questions, comments and opinions in relation to the Group to the Board.

The Company's annual general meeting ("AGM") and extraordinary general meeting ("EGM") provide good opportunities for shareholders to air their views and ask directors and management questions regarding the Company. All shareholders of the Company receive the annual report, circulars and notices of AGM and EGM and other corporate communications. The notices are also published on the Company's website at www.kingboard.com. Separate resolutions are required at general meetings on each distinct issue. Each shareholder is permitted to appoint a proxy to attend and vote in his stead.

E. 與股東的溝通

董事會致力與股東保持持續對話。本集團鼓勵全體董事出席股東大會並親身與股東進行溝通。董事會主席及各委員會主席均須出席股東週年大會，並回應股東就彼等負責之事宜所作出之提問。外聘核數師亦須出席股東週年大會以協助董事回應股東任何有關提問。本公司亦已設立一公共關係網站，供股東及公眾向董事會發表有關本集團之問題、評論及意見。

藉本公司股東週年大會(「股東週年大會」)及股東特別大會(「股東特別大會」)，股東可表達彼等對本公司之意見及向董事及管理層提問。本公司全體股東均獲寄發年報、通函、股東週年大會及股東特別大會通告以及其他公司通訊。通告亦會於本公司網站www.kingboard.com刊登。本公司須就各項不同事項於股東大會上個別提呈決議案。每名股東可委派一名代表出席大會及代其投票。

Deloitte.
德勤

TO THE SHAREHOLDERS OF
KINGBOARD CHEMICAL HOLDINGS LIMITED
(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Kingboard Chemical Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 57 to 223, which comprise the consolidated statement of financial position as at 31 December 2010, and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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 our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

致建滔化工集團股東

(於開曼群島註冊成立的有限公司)

吾等已完成審核載於第57至223頁的建滔化工集團(「貴公司」)及其附屬公司(統稱「貴集團」)綜合財務報表，此等綜合財務報表包括於二零一零年十二月三十一日的綜合財務狀況表及截至該日止年度的綜合收益表、綜合全面收益表、綜合權益變動表及綜合現金流量表以及主要會計政策概要及其他附註解釋。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務申報準則及香港公司條例披露規定編製及真實而公平地列報該等綜合財務報表，以及董事釐為必須的內部控制，以使編制的綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

核數師的責任

吾等的責任是遵照協定的聘用條款及根據吾等對綜合財務報表作出意見，並只向作為法人團體的股東報告。除此以外，吾等的報告書不可用作其他用途。吾等概不會就本報告書的內容，對任何其他人士負責或承擔法律責任。吾等已根據香港會計師公會頒佈的香港審計準則進行審核。這些準則要求吾等遵守道德規範，並規劃及執行審核，以合理確定此等綜合財務報表是否不存有任何重大錯誤陳述。

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

審核涉及執行程序以獲取有關綜合財務報表所載金額及披露資料的審核憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該實體編製及真實而公平地列報綜合財務報表相關的內部控制，以設計在該等情況下適當的審核程序，但並非為對實體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，以及評價綜合財務報表的整體列報方式。

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

吾等相信，吾等所獲得的審核憑證是充足和適當地為吾等的審核意見提供基礎。

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31 December 2010, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

意見

吾等認為，該等綜合財務報表已根據香港財務申報準則真實而公平地反映　貴集團於二零一零年十二月三十一日的事務狀況及　貴集團截至該日止年度的溢利及現金流量，並已按照香港公司條例的披露規定妥為編製。

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
7 March 2011

德勤・關黃陳方會計師行
執業會計師
香港
二零一一年三月七日

綜合收益表

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

		NOTES 附註	**2010 二零一零年 HK$'000 千港元**	2009 二零零九年 HK$'000 千港元 (Restated) (經重列)
Revenue	營業額	7	**33,891,522**	23,863,373
Cost of sales and services rendered	銷售及提供服務成本		**(26,900,920)**	(18,938,206)
Gross profit	毛利		**6,990,602**	4,925,167
Other income	其他收入	9	**193,389**	184,237
Distribution costs	分銷成本		**(856,950)**	(685,151)
Administrative costs	行政成本		**(1,346,513)**	(1,277,987)
Gain on disposal of available-for-sale investments	出售可供出售投資之收益		**296,012**	111,564
Impairment loss on available-for-sale investments	可供出售投資之減值虧損	10	**–**	(156,367)
Gain on disposal of partial interests in subsidiaries	出售附屬公司部份權益之收益	11	**–**	340,038
Gain on disposal of subsidiaries	出售附屬公司之收益	39	**–**	24,242
Loss on disposal of subsidiaries	出售附屬公司之虧損	39	**–**	(106,814)
Discount on acquisition of additional interests in subsidiaries	收購附屬公司額外權益之折讓		**–**	14,580
Finance costs	融資成本	12	**(304,040)**	(221,256)
Share of results of associates	應佔聯營公司業績		**200,873**	64,252
Share of results of jointly controlled entities	應佔共同控制實體業績		**(7,035)**	(2,325)
Profit before taxation	除稅前溢利		**5,166,338**	3,214,180
Income tax expense	所得稅開支	13	**(516,221)**	(248,484)
Profit for the year	本年度溢利	14	**4,650,117**	2,965,696
Profit for the year attributable to:	本年度溢利應佔份額：			
Owners of the Company	本公司持有人		**3,620,818**	2,396,030
Non-controlling interests	非控股股東權益		**1,029,299**	569,666
			4,650,117	2,965,696
Earnings per share	每股盈利	17		
Basic	基本		**HK$4.278**港元	HK$2.837港元
Diluted	攤薄		**HK$4.236**港元	HK$2.813港元

綜合全面收益表

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
Profit for the year	本年度溢利	**4,650,117**	2,965,696
Other comprehensive income:	其他全面收益：		
Cash flow hedge:	現金流對沖：		
Loss on cash flow hedges	現金流對沖虧損	**(44,088)**	(89,986)
Deferred tax recognised in relation to cash flow hedges	就現金流對沖而確認之遞延稅項	**8,373**	11,099
Reclassification adjustment relating to transfer of cash flow hedges	就現金流對沖調動而作出之重新分類調整	**111,774**	95,026
Reclassification adjustment relating to deferred tax on transfer of cash flow hedges	就現金流對沖調動而作出之重新分類調整之遞延稅項	**(18,443)**	(12,228)
Investment revaluation reserve:	投資重估儲備：		
Fair value changes of available-for-sale investments	可供出售投資之公平值變動	**405,831**	233,017
Reclassification adjustment relating to disposal of available-for-sale investments	就出售可供出售投資而作出之重新分類調整	**(296,012)**	(111,564)
Reclassification adjustment relating to impairment loss on available-for-sale investments	就可供出售投資之減值虧損而作出之重新分類調整	**–**	67,319
Property revaluation reserve:	物業重估儲備：		
Fair value changes on properties transferred to investment properties	物業轉撥至投資物業時之公平值變動	**7,268**	5,579
Translation reserve:	匯兌儲備：		
Exchange differences arising on translation of foreign operations and to presentation currency	因折算外地經營至呈報貨幣而產生之匯兌差額	**633,786**	46,691
Share of change in reserve of associates	應佔聯營公司儲備變動	**18,785**	796
Other comprehensive income for the year (net of tax)	本年度其他全面收益(除稅後)	**827,274**	245,749
Total comprehensive income for the year	本年度全面收益總額	**5,477,391**	3,211,445
Total comprehensive income attributable to:	全面收益總額應佔份額：		
Owners of the Company	本公司持有人	**4,323,205**	2,637,959
Non-controlling interests	非控股股東權益	**1,154,186**	573,486
		5,477,391	3,211,445

綜合財務狀況表

At 31 December 2010 於二零一零年十二月三十一日

		NOTES 附註	**31.12.2010 於二零一零年十二月三十一日 HK$'000 千港元**	31.12.2009 於二零零九年十二月三十一日 HK$'000 千港元 (Restated) (經重列)	1.1.2009 於二零零九年一月一日 HK$'000 千港元 (Restated) (經重列)
Non-current assets	非流動資產				
Investment properties	投資物業	18	**2,130,210**	1,423,437	1,327,165
Properties, plant and equipment	物業、廠房及設備	19	**17,574,362**	17,847,473	16,888,278
Prepaid lease payments	預付租賃款項	20	**919,313**	933,230	1,499,021
Goodwill	商譽	21			

		NOTES 附註	**31.12.2010 於二零一零年十二月三十一日 HK$'000 千港元**	31.12.2009 於二零零九年十二月三十一日 HK$'000 千港元 (Restated) (經重列)	1.1.2009 於二零零九年一月一日 HK$'000 千港元 (Restated) (經重列)
Non-current liabilities	非流動負債				
Deferred tax liabilities	遞延稅項負債	33	**73,378**	56,418	51,329
Derivative financial instruments	衍生金融工具	30	**50,755**	130,317	136,961
Bank borrowings	銀行借貸	32	**7,086,134**	7,592,460	6,570,760
			7,210,267	7,779,195	6,759,050
			31,582,335	26,124,116	23,617,201
Capital and reserves	股本及儲備				
Share capital	股本	34	**84,950**	84,474	83,926
Share premium and reserves	股份溢價及儲備		**25,685,224**	21,421,943	19,270,120
Equity attributable to owners of the Company	本公司持有人應佔權益		**25,770,174**	21,506,417	19,354,046
Non-controlling interests	非控股股東權益	37	**5,812,161**	4,617,699	4,263,155
Total equity	資本總額		**31,582,335**	26,124,116	23,617,201

The consolidated financial statements on pages 57 to 223 were approved and authorised for issue by the Board of Directors on 7 March 2011 and are signed on its behalf by:

第57頁至第223頁之綜合財務報表已於二零一一年三月七日獲董事會批准及授權刊發，並由下列董事代表簽署：

Cheung Kwok Wing
張國榮
DIRECTOR
董事

Chang Wing Yiu
鄭永耀
DIRECTOR
董事

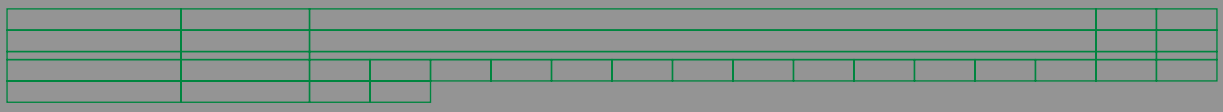
綜合權益變動表

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

		Attributable to owners of the Company 本公司持有人應佔權益												
		Share capital 股本 HK$'000 千港元	Share premium 股份溢價 HK$'000 千港元	Capital redemption reserve 資本贖回儲備 HK$'000 千港元	Other reserves 其他儲備 HK$'000 千港元	Special surplus account 特別盈餘賬目 HK$'000 千港元 (Note a) (附註a)	Statutory reserve 法定儲備 HK$'000 千港元 (Note b) (附註b)	Hedging reserve 對沖儲備 HK$'000 千港元	Property revaluation reserve 物業重估儲備 HK$'000 千港元 (Note c) (附註c)	Investment revaluation reserve 投資重估儲備 HK$'000 千港元	Translation reserve 匯兌儲備 HK$'000 千港元	Retained profits 保留溢利 HK$'000 千港元	Total 合計 HK$'000 千港元	Non-controlling interests 非控股股東權益 HK$'000 千港元	Total equity 資本總額 HK$'000 千港元
Balance at 1 January 2009	於二零零九年一月一日之結餘	83,926	4,384,067	1,911	(791)	10,594	87,502	(111,284)	11,288	(159,232)	1,682,438	13,363,627	19,354,046	4,263,155	23,617,201
Increase in fair value of available-for-sale investments	可供出售投資公平值之增加	–	–	–	–	–	–	–	–	188,493	–	–	188,493	44,524	233,017
Share of changes in reserve of associates	應佔聯營公司儲備變動	–	–	–	–	–	–	–	–	–	796	–	796	–	796
Loss on cash flow hedges	現金流量對沖虧損	–	–	–	–	–	–	(89,986)	–	–	–	–	(89,986)	–	(89,986)
Deferred tax recognised in relation to cash flow hedges	就現金流量對沖而確認之遞延稅項	–	–	–	–	–	–	11,099	–	–	–	–	11,099	–	11,099
Exchange differences arising on translation of foreign operations and to presentation currency	因折算外地經營至呈報貨幣而產生之匯兌差額	–	–	–	–	–	–	–	–	–	44,522	–	44,522	2,169	46,691
Fair value gain on properties transferred to investment properties	物業轉撥至投資物業時之公平值收益	–	–	–	–	–	–	–	3,928	–	–	–	3,928	1,651	5,579
Profit for the year	本年度溢利	–	–	–	–	–	–	–	–	–	–	2,396,030	2,396,030	569,666	2,965,696
Transfer to profit or loss on cash flow hedge	因現金流對沖而轉撥至損益	–	–	–	–	–	–	95,026	–	–	–	–	95,026	–	95,026
Deferred tax on transfer to profit or loss on cash flow hedges	因現金流對沖而轉撥至損益產生之遞延稅項	–	–	–	–	–	–	(12,228)	–	–	–	–	(12,228)	–	(12,228)
Impairment loss on available-for-sale investments	可供出售投資之減值虧損	–	–	–	–	–	–	–	–	111,843	–	–	111,843	(44,524)	67,319
Investment revaluation reserve released on disposal	出售撥回之投資重估儲備	–	–	–	–	–	–	–	–	(111,564)	–	–	(111,564)	–	(111,564)
Total comprehensive income for the year	本年度全面收益總額	–	–	–	–	–	–	3,911	3,928	188,772	45,318	2,396,030	2,637,959	573,486	3,211,445
Issue of new shares from exercise of share options	因行使優先購股權而發行之新股份	548	19,940	–	–	–	–	–	–	–	–	–	20,488	–	20,488
Recognition of equity-settled share based payments	確認以股份形式付款	–	–	–	–	–	–	–	–	–	–	–	–	1,427	1,427
Final dividend for the year ended 31 December 2008	截至二零零八年十二月三十一日止年度之末期股息	–	–	–	–	–	–	–	–	–	–	(253,422)	(253,422)	–	(253,422)
Interim dividend for the year ended 31 December 2009	截至二零零九年十二月三十一日止年度之中期股息	–	–	–	–	–	–	–	–	–	–	(253,422)	(253,422)	–	(253,422)
Acquisition of subsidiaries (Note 38)	收購附屬公司(附註38)	–	–	–	–	–	–	–	–	–	–	–	–	62,765	62,765
Acquisition of additional interests in subsidiaries	收購附屬公司額外權益	–	–	–	–	–	–	–	–	–	–	–	–	(203,350)	(203,350)
Disposal of partial interests in subsidiaries	出售附屬公司部份權益	–	–	–	–	–	–	–	–	–	–	–	–	508,622	508,622
Disposal of subsidiaries (Note 39)	出售附屬公司(附註39)	–	–	–	–	–	–	–	–	–	–	–	–	(362,024)	(362,024)
Dividends paid to minority shareholders of subsidiaries	支付予附屬公司之少數股東之股息	–	–	–	–	–	–	–	–	–	–	–	–	(225,614)	(225,614)
Reserves released upon disposal of subsidiaries	出售附屬公司時撥回儲備	–	–	–	–	–	–	–	–	–	(60,943)	60,943	–	–	–
Reserves released upon disposal of partial interests in subsidiaries	出售附屬公司部份權益時撥回儲備	–	–	–	–	–	–	–	–	–	(55,541)	55,541	–	–	–
Transfer upon lapse of share option	因優先購股權失效而轉撥	–	–	–	–	–	–	–	–	–	–	768	768	(768)	–
Transfers	轉撥	–	–	–	–	–	69,263	–	–	–	–	(69,263)	–	–	–
		548	19,940	–	–	–	69,263	–	–	–	(116,484)	(458,855)	(485,588)	(218,942)	(704,530)
Balance at 31 December 2009	於二零零九年十二月三十一日之結餘	84,474	4,404,007	1,911	(791)	10,594	156,765	(107,373)	15,216	29,540	1,611,272	15,300,802	21,506,417	4,617,699	26,124,116

綜合權益變動表

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度



Notes:

(a) Special surplus account represents the difference between the nominal amount of the shares issued by the Company and the nominal amount of the issued share capitals of the subsidiaries which were acquired by the Company under the group reorganisation in 1993.

(b) Statutory reserve represents the Enterprise Expansion Fund and General Reserve set aside by certain subsidiaries in accordance with the relevant laws and regulations of the People's Republic of China.

(c) The property revaluation reserve of the Group represents the gain on revaluation of certain properties of the Group for own use as a result of transfer of those properties for own use from properties, plant and equipment to investment properties.

(d) During the year ended 31 December 2010, the Group acquired additional interests in Kingboard Laminates Holdings Limited ("KLHL"), a non-wholly owned subsidiary of the Company listed on The Stock Exchange of Hong Kong Limited, and Elec & Eltek International Company Limited, a non-wholly owned subsidiary of the Company listed on the Singapore Exchange Securities Trading Limited. As a result of the acquisitions, the difference of HK$248,486,000 between the consideration paid of HK$508,396,000 and the amount of non-controlling interests adjusted of HK$259,910,000 was directly recognised in equity.

(e) During the year ended 31 December 2010, the Group disposed of part of its interest in KLHL and as a result of the disposal, the difference of HK$1,031,712,000 between the net consideration received of HK$1,665,386,000, the recognition of non-controlling interests of HK$706,517,000 and derecognition of translation reserve of HK$72,843,000 was directly recognised in equity.

附註：

(a) 特別盈餘賬目指本公司發行的股份面值與本公司於一九九三年根據集團重組收購之附屬公司已發行股本面值之差額。

(b) 法定儲備指若干附屬公司根據中華人民共和國相關法律及法規撥出之企業擴充基金和一般儲備金。

(c) 本集團物業重估儲備指由於將若干物業由自用之物業、廠房及設備轉撥至投資物業所產生之重估收益。

(d) 截至二零一零年十二月三十一日止年度內，本集團增持建滔積層板控股有限公司(「建滔積層板」)(本公司於香港聯合交易所有限公司(「聯交所」)上市的非全資擁有附屬公司)及依利安達集團有限公司(「EEIC」)(本公司於新加坡證券交易所有限公司上市的非全資擁有附屬公司)的額外權益。此等增持導致已付代價508,396,000港元與已調整非控股股東權益259,910,000港元之間的差額248,486,000港元直接於權益確認。

(e) 截至二零一零年十二月三十一日止年度內，本集團出售部份建滔積層板權益。出售導致已收代價淨額1,665,386,000港元與已確認非控股股東權益706,517,000港元及在匯兌儲備剔除確認之72,843,000港元之間的差額1,031,712,000港元，直接於權益確認。

綜合現金流量表

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
OPERATING ACTIVITIES	經營業務		
Profit before taxation	除稅前溢利	**5,166,338**	3,214,180
Adjustments for:	調整：		
Share of results of associates	應佔聯營公司業績	**(200,873)**	(64,252)
Share of results of jointly controlled entities	應佔共同控制實體業績	**7,035**	2,325
Amortisation of intangible assets	無形資產攤銷	**696**	688
Depreciation of properties, plant and equipment	物業、廠房及設備折舊	**2,058,419**	1,811,320
Impairment loss recognised in respect of trade and other receivables	就貿易及其他應收賬款確認之減值虧損	**108,164**	90,070
Dividends from available-for-sale investments	可供出售投資之股息	**(29,785)**	(32,124)
Discount on acquisition of additional interests in subsidiaries	收購附屬公司額外權益之折讓	**–**	(14,580)
Interest expenses and other finance charges	利息支出及其他融資費用	**304,040**	221,256
Gain on disposal of available-for-sale investments	出售可供出售投資之收益	**(296,012)**	(111,564)
Gain on fair value changes of investment properties	投資物業公平值變動之收益	**(68,824)**	(51,425)
Gain on disposal of subsidiaries	出售附屬公司之收益	**–**	(24,242)
Gain on fair value changes of foreign currency forward contracts	外匯遠期合約公平值變動之收益	**–**	(370)
Gain on disposal of partial interests in subsidiaries	出售附屬公司部份權益之收益	**–**	(340,038)
Release of prepaid lease payments	預付租賃款項撥回	**20,832**	20,047
Interest income	利息收入	**(38,639)**	(50,575)
Impairment loss on available-for-sale investments	可供出售投資之減值虧損	**–**	156,367
Loss on fair value changes of commodity forward contracts	商品遠期合約公平值變動之虧損	**33,493**	11,628
Loss on disposal and write off of properties, plant and equipment	出售及撇銷物業、廠房及設備之虧損	**13,259**	15,539
Loss on disposal of subsidiaries	出售附屬公司之虧損	**–**	106,814
Share based payment expenses	以股份形式支付開支	**303**	1,427
Operating cash flows before movements in working capital	未計營運資金變動前之經營現金流量	**7,078,446**	4,962,491
Increase in inventories	存貨增加	**(682,152)**	(388,500)
Increase in trade and other receivables and prepayments	貿易及其他應收賬款及預付款項增加	**(1,967,558)**	(1,444,570)
Increase in bills receivables	應收票據增加	**(670,758)**	(486,384)
Decrease in trade and other payables	貿易及其他應付賬款減少	**(165,949)**	(517,077)
Increase in bills payables	應付票據增加	**408,053**	139,922
Net change in derivative financial instruments	衍生金融工具之淨額變動	**(11,628)**	1,898
Increase in properties held for development	待發展物業增加	**(2,566,128)**	(763,152)
Increase in deposits from pre-sale of residential units	預售物業所收之訂金增加	**1,061,578**	–
Cash generated from operations	經營業務所得現金	**2,483,904**	1,504,628
Hong Kong Profits Tax paid	已繳香港利得稅	**(14,922)**	(239)
Hong Kong Profits Tax refunded	已退香港利得稅	**3,930**	138
Other taxes paid	其他已繳稅項	**(336,522)**	(219,838)
NET CASH FROM OPERATING ACTIVITIES	經營業務所得現金淨額	**2,136,390**	1,284,689

		NOTES 附註	2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
INVESTING ACTIVITIES	投資業務			
Purchase of available-for-sale investments	購買可供出售投資		**(1,662,638)**	(1,309,428)
Purchase of properties, plant and equipment	購買物業、廠房及設備		**(1,035,389)**	(1,989,166)
Deposits paid for acquisition of properties, plant and equipment and investment properties	購買物業、廠房、設備及投資物業所付訂金		**(1,209,885)**	(373,242)
Increase in pledged bank deposits	已質押銀行存款增加		**(16,014)**	(105,622)
Prepaid lease payments made	已付預付租賃款項		**(135,205)**	(21,824)
Purchase of investment properties	購買投資物業		**(585,987)**	(7,460)
Proceeds from disposal of available-for-sale investments	出售可供出售投資所得款項		**975,402**	1,026,876
Proceeds from disposal of properties, plant and equipment	出售物業、廠房及設備所得款項		**97,124**	172,877
Proceeds from disposal of prepaid lease payments	出售預付租賃款項所得款項		**172,973**	–
Dividend received from an associate	已收一間聯營公司股息		**153,530**	111,156
Interest received	已收利息		**38,639**	50,575
Dividends received from available-for-sale investments	已收可供出售投資股息		**29,785**	32,124
Net cash (outflow) inflow on acquisition of subsidiaries	收購附屬公司時之現金(流出)流入淨額	38	**(109,939)**	20,065
Net cash (outflow) inflow on disposal of subsidiaries	出售附屬公司時之現金(流出)流入淨額	39	**(23,023)**	1,062,242
NET CASH USED IN INVESTING ACTIVITIES	投資業務所用現金淨額		**(3,310,627)**	(1,330,827)
FINANCING ACTIVITIES	融資活動			
New bank borrowings raised	新增銀行借貸		**4,846,072**	5,848,079
Proceeds from disposal of partial interests in subsidiaries	出售附屬公司部份權益所得款項		**1,665,386**	848,660
Proceeds from exercise of share options	行使優先購股權所得款項		**17,465**	20,488
Proceeds from exercise of warrants	行使認股權證所得款項		**3,527**	–
Repayment of bank borrowings	償還銀行借貸		**(4,105,556)**	(4,119,570)
Consideration paid for acquisition of additional interests in subsidiaries	收購附屬公司額外權益所付代價		**(508,396)**	(291,412)
Dividend paid on ordinary shares	已派普通股股息		**(804,700)**	(506,844)
Dividend paid to minority shareholders of subsidiaries	支付予附屬公司之少數股東之股息		**(473,322)**	(225,614)
Interest and other finance charges paid	已付利息及其他融資費用		**(313,173)**	(226,354)
Capital contribution from minority shareholders of subsidiaries	附屬公司之少數股東出資款項		**163,500**	–
NET CASH FROM FINANCING ACTIVITIES	融資活動所得現金淨額		**490,803**	1,347,433

綜合現金流量表

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值項目(減少)增加淨額	**(683,434)**	1,301,295
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	年初之現金及現金等值項目	**5,546,587**	4,225,257
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	匯率變動影響	**158,869**	20,035
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	年末之現金及現金等值項目	**5,022,022**	5,546,587
ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等值項目結餘分析		
Bank balances and cash	銀行結餘及現金	**5,143,658**	5,652,209
Less: Pledged bank deposits	減：已質押銀行存款	**(121,636)**	(105,622)
Balances of cash and cash equivalents	現金及現金等值項目結餘	**5,022,022**	5,546,587

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(continued)*

HKAS 27 (as revised in 2008) "Consolidated and separate financial statements"

The application of HKAS 27 (as revised in 2008) has resulted in changes in the Group's accounting policies for changes in ownership interests in subsidiaries of the Group.

Specifically, the revised Standard has affected the Group's accounting policies regarding changes in the Group's ownership interests in its subsidiaries that do not result in loss of control. In prior years, in the absence of specific requirements in HKFRSs, increases in interests in existing subsidiaries were treated in the same manner as the acquisition of subsidiaries, with goodwill or a bargain purchase gain being recognised, when appropriate; for decreases in interests in existing subsidiaries that did not involve a loss of control, the difference between the consideration received and the adjustment to the non-controlling interests was recognised in profit or loss. Under HKAS 27 (as revised in 2008), all such increases or decreases are dealt with in equity, with no impact on goodwill or profit or loss.

When control of a subsidiary is lost as a result of a transaction, event or other circumstance, the revised Standard requires the Group to derecognise all assets, liabilities and non-controlling interests at their carrying amounts and to recognise the fair value of the consideration received. Any retained interest in the former subsidiary is recognised at its fair value at the date control is lost. The resulting difference is recognised as a gain or loss in profit or loss.

These changes have been applied prospectively from 1 January 2010 in accordance with the relevant transitional provisions.

2. 應用新增及經修訂之香港財務申報準則(「香港財務申報準則」) *(續)*

香港會計準則第27號(二零零八年經修訂)「綜合及獨立財務報表」

應用香港會計準則第27號(二零零八年經修訂)導致本集團有關本集團於附屬公司所有權權益增減的會計政策有所變動。

具體而言，經修訂準則對本集團在不喪失控制權的情況下其於附屬公司所有權權益增減的會計政策造成影響。以往年度，在香港財務申報準則並無明確規定的情況下，現有附屬公司權益增加按附屬公司收購相同的方式處理，並確認當中商譽或議價購入收益(視乎情況而定)。仍持有控制權的現有附屬公司權益減少，則於損益確認所收代價與非控股股東權益調整之間的差額。根據香港會計準則第27號(二零零八年經修訂)，該等權益增減全部均於權益內處理，並不影響商譽或損益。

當因交易、事件或其他情況而喪失附屬公司控制權時，經修訂準則規定，本集團剔除按賬面值列賬的所有資產、負債及非控股股東權益，並確認已收代價公平值。於前附屬公司的任何保留權益於喪失控制權日期按公平值確認。因而導致的差額於損益中確認為盈虧。

根據相關過渡條文，該等變動自二零一零年一月一日起開始應用。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(continued)*

HKAS 27 (as revised in 2008) "Consolidated and separate financial statements" *(continued)*

The application of the revised Standard has affected the accounting for the Group's acquisition of additional interests in Kingboard Laminates Holdings Limited ("KLHL"), a non-wholly owned subsidiary of the Company listed on the Stock Exchange, and Elec & Eltek International Company Limited ("EEIC"), a non-wholly owned subsidiary of the Company listed on the Singapore Exchange Securities Trading Limited, in the current year. The change in policy has resulted in the difference of HK$248,486,000 between the consideration paid of HK$508,396,000 and the amount of non-controlling interests adjusted of HK$259,910,000 being recognised directly in equity, instead of being recognised as goodwill. Therefore, the change in accounting policy has resulted in a decrease in equity attributable to owners of the Company of HK$248,486,000 as at 31 December 2010 and no change in the profit for the year. In addition, the cash consideration paid in the current year of HK$508,396,000 has been included in cash flows from financing activities instead of investing activities.

In addition, the application of the revised Standard has affected the accounting for the Group's disposal of part of its interest in KLHL in the current year. The change in policy has resulted in the difference of HK$1,031,712,000 between the net consideration received of HK$1,665,386,000, the non-controlling interests recognised of HK$706,517,000 and de-recognition of translation reserve of HK$72,843,000 being recognised directly in equity, instead of in profit or loss. Therefore, the change in accounting policy has resulted in a decrease in the profit for the year of HK$1,031,712,000. In addition, the cash consideration received in the current year of HK$1,665,386,000 has been included in cash flows from financing activities instead of investing activities.

In addition, under HKAS 27 (as revised in 2008), the definition of non-controlling interest has been changed.

2. 應用新增及經修訂之香港財務申報準則(「香港財務申報準則」) *(續)*

香港會計準則第27號(二零零八年經修訂)「綜合及獨立財務報表」*(續)*

應用經修訂準則對本集團於本年度收購建滔積層板控股有限公司(「建滔積層板」)(本公司於聯交所上市的非全資擁有附屬公司)及依利安達集團有限公司(「EEIC」)(本公司於新加坡證券交易所有限公司上市的非全資擁有附屬公司)的額外權益的會計處理造成影響。政策變動造成已付代價508,396,000港元與已調整非控股股東權益259,910,000港元之間的差額248,486,000港元直接於權益確認，而並非確認為商譽。因此，會計政策變動造成於二零一零年十二月三十一日本公司持有人應佔權益減少248,486,000港元，年度溢利並無變動。此外，本年度已付現金代價508,396,000港元計入融資活動所得現金流量，而非投資活動。

此外，應用經修訂準則對本集團於本年度出售部份建滔積層板權益的會計處理造成影響。政策變動造成已收代價淨額1,665,386,000港元與已確認非控股股東權益706,517,000港元及在匯兌儲備剔除確認之72,843,000港元之間的差額1,031,712,000港元，直接於權益確認，而並非於損益確認。因此，會計政策變動造成年度溢利減少1,031,712,000港元。此外，本年度已收現金代價1,665,386,000港元計入融資活動所得現金流量，而非投資活動。

此外，根據香港會計準則第27號(二零零八年經修訂)，非控股股東權益的定義有變。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(continued)*

HKAS 27 (as revised in 2008) "Consolidated and separate financial statements" *(continued)*

Specifically, under the revised Standard, non-□2.59temen-□2c□.1063 the

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(continued)*

Hong Kong Interpretation 5 "Presentation of financial statements – Classification by the borrower of a term loan that contains a repayment on demand clause" *(continued)*

As a result, bank loans that contain a repayment on demand clause with the aggregate carrying amounts of HK$368,305,000 and HK$534,516,000 have been reclassified from non-current liabilities to current liabilities as at 31 December 2009 and 1 January 2009, respectively. At 31 December 2010, bank loans (that are repayable more than one year after the end of the reporting period but contain a repayment on demand clause) with the aggregate carrying amount of HK$420,769,000 have been classified as current liabilities. The application of HK INT 5 has had no impact on the reported profit or loss for the current and prior years.

Such term loans have been presented in the earliest time band in the maturity analysis for financial liabilities (see note 32 for details).

HKAS 32 (Amendments) "Classification of rights issues"

The amendments to HKAS 32 address the classification of certain rights issues denominated in a foreign currency as either an equity instrument or as a financial liability. The Company's functional currency is RMB, whilst the warrants issued by the Company to the shareholders on a pro-rata basis are denominated in HK$. Under the current HKAS 32, the warrants would be treated as a derivative financial liability which should be measured at fair value at initial inception. The corresponding entry on inception would have been made to the shareholders' equity. Subsequently, the liability would have been re-measured at fair value with movements in fair value recognised in profit or loss until the exercise of the warrants.

2. 應用新增及經修訂之香港財務申報準則(「香港財務申報準則」) *(續)*

香港詮釋第5號「財務報表的呈列－按載有按要求還款條款的定期貸款的借貸人分類」*(續)*

因此，於二零零九年十二月三十一日及二零零九年一月一日，載有按要求還款條款的銀行貸款總賬面值分別為368,305,000港元及534,516,000港元由非流動負債重新分類至流動負債。於二零一零年十二月三十一日，總賬面值420,769,000港元的銀行貸款(須於報告期間起計一年以上償還，但載有按要求還款條款)分類為流動負債。應用香港詮釋第5號對本年度及以往年度呈報損益並無影響。

該等定期貸款按最早到期期間呈列作財務負債(詳情見附註32)。

香港會計準則第32號(修訂本)「供股之分類」

香港會計準則第32號之修訂註明分類以外幣呈列之供股應否歸類為權益工具或財務負債。本公司之功能貨幣為人民幣，惟本公司按比例發行予股東之認股權證為港元呈列。在香港會計準則32號下，該等認股權證會被視為衍生金融負債，在首次入賬時會以公平值計量，相對之入賬科目為股東權益。之後，該負債會再衡量其公平值，其公平值變動會直接在損益確認直至該認股權證行使為止。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(continued)*

HKAS 32 (Amendments) "Classification of rights issues" *(continued)*

The early adoption of HKAS 32 (Amendments) has affected the accounting for the warrants issued by the Company during the year. The warrants would be treated as equity instruments and resulted in recognition of equity component of warrants amounting to HK$675,791,000 in the equity (i.e. warrant reserve) at initial inception. The re-measurement of fair value of the warrants is not required as these warrants are classified as equity instruments. The change in accounting policy has resulted in an increase in the profit for the year of HK$21,096,000 and an increase in equity attributable to owners of the Company of HK$21,096,000 as at 31 December 2010.

Summary of the effects of the above changes in accounting policies

The effect of changes in accounting policies described above on the results for current year by line items is as follows:

2. 應用新增及經修訂之香港財務申報準則(「香港財務申報準則」) *(續)*

香港會計準則第32號(修訂本)「供股之分類」*(續)*

對提早應用之香港會計準則第32號(修訂本)影響到本公司在本年度內發行之認股權證的會計處理。該認股權證應分類為權益工具，在首次入賬時，應確認675,791,000港元於權益中(認股權證儲備)，並不需要再估量其公平值(因該等認股權證被分類為權益工具)。於二零一零年十二月三十一日，這會計政策之變動會造成本年度之溢利及本公司持有人應佔權益各增加21,096,000港元。

上述會計政策變動的影響概要

上述會計政策變動對本年度各業績項目的影響載列如下：

		Year ended 31 December 2010 截至二零一零年十二月三十一日止年度 HK$'000 千港元
Decrease in gain on disposal of partial interests in KLHL (offsetting with the de-recognition of goodwill of HK$39,860,000)	出售建滔積層板部份權益之收益之減少(與剔除確認之商譽39,860,000港元抵銷)	**(991,852)**
Decrease in fair value loss recognised in respect of the Company's warrants	本公司認股權證公平值虧損確認之減少	**21,096**
Decrease in profit for the year	本年度溢利減少	**(970,756)**

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(continued)*

Summary of the effects of the above changes in accounting policies *(continued)*

There is no impact on the results for the year ended 31 December 2009 as the changes in accounting policies for changes in interests in subsidiaries was applied prospectively.

The effects of the above changes in accounting policies on the financial positions of the Group as at 1 January 2009 and 31 December 2009 is as follows:

2. 應用新增及經修訂之香港財務申報準則(「香港財務申報準則」)*(續)*

上述會計政策變動的影響概要*(續)*

由於會計政策之改變在於附屬公司之權益之增減已於財務報表應用，截至二零零九年十二月三十一日止年度業績概不受影響。

上述會計政策變動對本集團於二零零九年一月一日及二零零九年十二月三十一日的財務狀況的影響如下：

		As at 1.1.2009 (originally stated) 於二零零九年一月一日 (原列) HK$'000 千港元	Adjustments 調整 HK$'000 千港元	As at 1.1.2009 (restated) 於二零零九年一月一日 (經重列) HK$'000 千港元	As at 31.12.2009 (originally stated) 於二零零九年十二月三十一日 (原列) HK$'000 千港元	Adjustments 調整 HK$'000 千港元	As at 31.12.2009 (restated) 於二零零九年十二月三十一日 (經重列) HK$'000 千港元
Bank borrowings – current	銀行借貸–流動	2,596,995	534,516	3,131,511	3,458,564	368,305	3,826,869
Bank borrowings – non-current	銀行借貸–非流動	7,105,276	(534,516)	6,570,760	7,960,765	(368,305)	7,592,460
Total effects on net assets and equity	對資產淨值及權益的總影響		–			–	

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(continued)*

Summary of the effects of the above changes in accounting policies *(continued)*

The effects of the above changes in accounting policies on the Group's basic and diluted earnings per share for the current year are as follows:

	Impact on basic earnings per share Year ended 31 December 2010 每股基本盈利的影響 截至二零一零年十二月三十一日止年度 HK$ 港元	Impact on diluted earnings per share Year ended 31 December 2010 每股攤薄盈利的影響 截至二零一零年十二月三十一日止年度 HK$ 港元

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(continued)*

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective.

HKFRSs (Amendments)	Improvements to HKFRSs 2010[1]
HKFRS 1 (Amendments)	Limited exemptions from comparative HKFRS 7 disclosures for first-time adopters[2]
HKFRS 1 (Amendments)	Severe hyperinflation and removal of fixed dates for first-time adopters[3]
HKFRS 7 (Amendments)	Disclosures – Transfers of financial assets[3]
HKFRS 9	Financial instruments[5]
HKAS 12 (Amendments)	Deferred tax: Recovery of underlying assets[4]
HKAS 24 (Revised)	Related party disclosures[3]
HK(IFRIC) – INT 14 (Amendments)	Prepayments of a minimum funding requirement[3]
HK(IFRIC) – INT 19	Extinguishing financial liabilities with equity instruments[2]

1 Effective for annual periods beginning on or after 1 July 2010 or 1 January 2011, as appropriate.

2 Effective for annual periods beginning on or after 1 July 2010.

3 Effective for annual periods beginning on or after 1 January 2011.

4 Effective for annual periods beginning on or after 1 January 2012.

5 Effective for annual periods beginning on or after 1 January 2013.

2. 應用新增及經修訂之香港財務申報準則(「香港財務申報準則」) *(續)*

本集團並無提前應用下列已頒佈但尚未生效之新增及經修訂香港財務申報準則。

香港財務申報準則(修訂本)	二零一零年香港財務申報準則之改進[1]
香港財務申報準則第1號(修訂本)	香港財務申報準則第7號對首次採納者披露比較數字之有限度豁免[2]
香港財務申報準則第1號(修訂本)	嚴重超通漲及首次採納者對固定日子之移除[3]
香港財務申報準則第7號(修訂本)	披露－轉讓財務資產[3]
香港財務申報準則第9號	金融工具[5]
香港會計準則第12號(修訂本)	遞延稅項：收回相關資產[4]
香港會計準則第24號(經修訂)	有關連人士披露[3]
香港(國際財務申報準則詮釋委員會)－詮釋第14號(修訂本)	最低資金要求之預付款項[3]
香港(國際財務申報準則詮釋委員會)－詮釋第19號	以權益工具抵銷財務負債[2]

1 於二零一零年七月一日或二零一一年一月一日(視乎何者適用)或其後開始之年度期間生效。

2 於二零一零年七月一日或其後開始之年度期間生效。

3 於二零一一年一月一日或其後開始之年度期間生效。

4 於二零一二年一月一日或其後開始之年度期間生效。

5 於二零一三年一月一日或其後開始之年度期間生效。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(continued)*

HKFRS 9 "Financial instruments" (as issued in November 2009) introduces new requirements for the classification and measurement of financial assets. HKFRS 9 "Financial instruments" (as revised in November 2010) adds requirements for financial liabilities and for derecognition.

Under HKFRS 9, all recognised financial assets that are within the scope of HKAS 39 "Financial instruments: Recognition and measurement" are subsequently measured at either amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(continued)*

HKFRS 9 is effective for annual periods beginning on or after 1 January 2013, with earlier application permitted.

The directors anticipate that HKFRS 9 that will be adopted in the Group's consolidated financial statements for financial year ending 31 December 2013 and that the application of the new Standard may affect the amounts reported in respect of the Groups' available-for-sale equity investments which are currently measured at cost less impairment and will be measured at fair value upon adoption. In addition, the application of the new Standard may affect the amounts reported in respect of the Group's derivative financial instruments which currently the entire amount of the change in fair value was presented in profit or loss and will be accounted for under new requirements.

The amendments to HKAS 12 titled "Deferred tax: Recovery of underlying assets" mainly deal with the measurement of deferred tax for investment properties that are measured using the fair value model in accordance with HKAS 40 "Investment property". Based on the amendments, for the purposes of measuring deferred tax liabilities and deferred tax assets for investment properties measured using the fair value model, the carrying amounts of the investment properties are presumed to be recovered through sale, unless the presumption is rebutted in certain circumstances. The directors anticipate that the application of the amendments to HKAS 12 may have a significant impact on deferred tax recognised for investment properties that are measured using the fair value model.

HKAS 24 "Related party disclosures" (as revised in 2009) modifies the definition of a related party and simplifies disclosures for government-related entities.

2. 應用新增及經修訂之香港財務申報準則(「香港財務申報準則」) *(續)*

香港財務申報準則第9號於二零一三年一月一日或其後開始的年度期間生效，可予提前應用。

董事預期，本集團將於截至二零一三年十二月三十一日止財政年度在綜合財務報表採納香港財務申報準則第9號，而新準則的應用或會對本集團可供出售權益投資的呈報金額造成影響，該等投資現時按成本減去減值計量，並將於採納該準則後按公平值計量。此外，應用新準則可能對本集團衍生金融工具的呈報金額造成影響，該等工具的公平值變動現時全數於損益呈列，並將根據新規定入賬。

香港會計準則第12號「遞延稅項：收回相關資產」(修訂本)主要處理根據香港會計準則第

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(continued)*

The disclosure exemptions introduced in HKAS 24 (as revised in 2009) for government-related entities do not affect the Group because the Group is not a government-related entity. However, disclosures regarding related party transactions and balances in these consolidated financial statements may be affected when the revised version of the Standard is applied in future accounting periods because counterparties that do not currently meet the definition of a related party under the current HKAS 24 may come within the scope of the revised Standard.

The directors of the Company (the "Directors") anticipate that the application of the other new and revised HKFRSs will have no material impact on the consolidated financial statements.

2. 應用新增及經修訂之香港財務申報準則(「香港財務申報準則」) *(續)*

香港會計準則第24號(二零零九年經修訂)是為政府相關實體而引進的披露豁免，對本集團並無影響，原因是本集團並非政府相關實體。然而，當經修訂準則在未來會計期間應用時，在綜合財務報表內關乎有關連人士交易及結餘的披露或會受到影響，原因是在現有之香港會計準則第24號下不符合有關連人士定義的人士，或會落入該經修訂準則的範圍內。

本公司董事(「董事」)預期，應用其他新訂及經修訂香港財務申報準則將不會對綜合財務報表造成重大影響。

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and certain financial instruments, 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 (the "Listing Rules") and by the Hong Kong Companies Ordinance.

3. 主要會計政策

綜合財務報表乃按歷史成本基準編製，惟如下列會計政策所闡述，投資物業及若干金融工具則淒菽稠秈旦狀較砑む

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 income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

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

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

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

Allocation of total comprehensive income to non-controlling interests

Total comprehensive income and expense of a subsidiary is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. Prior to 1 January 2010, losses applicable to the non-controlling interests in excess of the non-controlling interests in the subsidiary's equity were allocated against the interests of the Group except to the extent that the non-controlling interests had a binding obligation and were able to make an additional investment to cover the losses.

3. 主要會計政策*(續)*

綜合賬目基準

綜合財務報表包括本公司及本公司控制之實體(附屬公司)財務報表。當本公司有權力操縱某實體之財政及經營政策以藉其活動之中獲益，將視為擁有控制權。

於年內收購或出售之附屬公司之業績，自實際收購日期起或實際出售日期止(視適用情況而定)已列入綜合收益表內。

如需要，將會就附屬公司之財務報表作出調整，致使其會計政策與本集團其他成員公司所用者貫徹一致。

所有集團內公司間交易、結餘、收入及開支於綜合賬目時對銷。

於附屬公司之非控股股東權益在本集團權益內分開呈列。

分配全面收益總額至非控股股東權益

附屬公司之全面收益及開支總額應分配至本公司之持有人及非控股股東權益(即使此舉導致非控股股東權益出現虧損)。於二零一零年一月一日之前，倘非控股股東權益所適用的虧損超越於該附屬公司權益中的非控股股東權益，除該非控股股東權益須承擔約束性責任及有能力支付額外投資以彌補虧損外，否則該虧損餘額應在分配時抵銷本集團的權益。

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)* 3.

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in existing subsidiaries on or after 1 January 2010

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. Where certain assets of the subsidiary are measured at revalued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Company had directly disposed of the related assets (i.e. reclassified to profit or loss or transferred directly to retained earnings). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 "Financial instruments: Recognition and measurement" or, when applicable, the cost on initial recognition of an investment in an associate or a jointly controlled entity.

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Changes in the Group's ownership interests in existing subsidiaries *(continued)*

Changes in the Group's ownership interests in existing subsidiaries prior to 1 January 2010

Increases in interests in existing subsidiaries were treated in the same manner as the acquisition of subsidiaries, with goodwill or a bargain purchase gain being recognised where appropriate. For decreases in interests in subsidiaries, regardless of whether the disposals would result in the Group losing control over the subsidiaries, the difference between the consideration received and the adjustment to the non-controlling interests was recognised in profit or loss.

Business combinations

Business combinations that took place prior to 1 January 2010

Acquisition of businesses was accounted for using the purchase method. The cost of the acquisition was measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that met the relevant conditions for recognition were generally recognised at their fair value at the acquisition date.

Goodwill arising on acquisition was recognised as an asset and initially measured at cost, being the excess of the cost of the acquisition over the Group's interest in the recognised amounts of the identifiable assets, liabilities and contingent liabilities recognised. If, after assessment, the Group's interest in the recognised amounts of the acquiree's identifiable assets, liabilities and contingent liabilities exceeded the cost of the acquisition, the excess was recognised immediately in profit or loss.

3. 主要會計政策*(續)*

本集團於現有附屬公司之擁有權權益之變動*(續)*

於二零一零年一月一日前本集團於現有附屬公司之擁有權權益之變動

現有附屬公司權益增加按附屬公司收購相同的方式處理，並確認當中商譽或議價收購收益(視乎情況而定)。於附屬公司之權益減少(不論是否出售導致本集團喪失對附屬公司之控股權)，則於損益確認所收代價與非控股股東權益調整之間的差額。

業務合併

二零一零年一月一日前進行的業務合併

收購業務採用購買會計處理法入賬。收購成本按交易當日所給予之資產、所產生或承擔之負債，以及本集團為控制被收購方而已發行股本工具之公平值總額，另加業務合併直接應佔之任何成本計量。符合相關確認條件之被收購方之可識別資產、負債及或然負債，均以收購日期之公平值確認。

因收購而產生之商譽確認為資產，乃初步按成本(即收購成本超逾本集團所佔之可識別資產、負債及或然負債之確認金額)計量。倘於評估後，本集團應佔被收購方之可識別資產、負債及或然負債之確認金額高於收購成本，超出部分即時於損益內確認。

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Business combinations *(continued)*

Business combinations that took place prior to 1 January 2010 (continued)

The minority interest in the acquiree was initially measured at the minority interest's proportionate share of the recognised amounts of the assets, liabilities and contingent liabilities of the acquiree.

Contingent consideration was recognised, if and only if, the contingent consideration was probable and could be measured reliably. Subsequent adjustments to contingent consideration were recognised against the cost of the acquisition.

Business combinations achieved in stages were accounted for as separate steps. Goodwill was determined at each step. Any additional acquisition did not affect the previously recognised goodwill.

Investments in associates

An associate is an entity over which the investor has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or jointly control over those policies.

3. 主要會計政策*(續)*

業務合併*(續)*

二零一零年一月一日前進行的業務合併(續)

被收購方之少數股東權益初步按少數股東權益於已確認資產、負債及或然負債之確認金額所佔比例計量。

倘或然代價可能及可予可靠地計量時，方會確認或然代價。其後，或然代價如有調整，在收購成本確認。

分階段達致的業務合併分期入賬。每期均會釐定商譽。任何額外收購不會影響以往確認的商譽。

於聯營公司之投資

聯營公司指該投資者對其有重大影響力之實體，且不屬於附屬公司或合資企業之權益。重大影響力指參與投資對象之財務及經營政策決策之權力，但並無控制或共同控制該等政策。

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Investments in associates *(continued)*

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, investments in associates are initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associates. When the Group's share of losses of an associate equals or exceeds its interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

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

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

3. 主要會計政策*(續)*

於聯營公司之投資*(續)*

聯營公司之業績及資產與負債乃按權益會計法納入綜合財務報表內。根據權益法，於聯營公司之投資，乃初步按成本於綜合財務狀況表列賬，並就本集團應佔該等聯營公司之損益及其他全面收益後變動作出調整確認。當本集團應佔一間聯營公司之虧損相等於或超出其於該聯營公司之權益（包括實質上構成本集團於該聯營公司之投資淨額一部分之任何長期權益），則本集團不再確認其應佔之進一步虧損。額外虧損會作出確認，惟僅以本集團已產生法定或推定責任或代表該聯營公司支付之款項為限。

任何收購成本超出本集團應佔於收購日期已確認之聯營公司可識別資產、負債及或然負債中之公平值淨額之部分，均確認為商譽並乃計入投資之賬面值中。

任何本集團應佔可識別資產、負債及或然負債之公平值淨額超出收購成本之部分，經重估後即時於損益中確認。

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Investments in associates *(continued)*

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

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

Jointly controlled entities

Joint venture arrangements that involve the establishment of a separate entity in which ventures have joint control over the economic activity of the entity are referred to as jointly controlled entities.

The results and assets and liabilities of jointly controlled entities are incorporated in the consolidated financial statements using the equity method of accounting. Under the equity method, investments in jointly controlled entities are initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the jointly controlled entities. When the Group's share of losses of a jointly controlled entity equals or exceeds its interest in that jointly controlled entity (which includes any long-term interests that, in substance, form part of the Group's net investment in the jointly controlled entity), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that jointly controlled entity.

3. 主要會計政策*(續)*

於聯營公司之投資*(續)*

香港會計準則第39號規定，如需就本集團於聯營公司之投資確認任何減值虧損，應用該會計準則。如需要，投資全數賬面值(包括商譽)根據香港會計準則第36號「資產減值」作為單一資產作減值測試，方法為將賬面值與可收回金額(使用價值與公平值減出售成本之較高者)加以比較。任何已確認之減值虧損構成該投資賬面值的一部分。倘該投資之可收回金額其後增加，則根據香港會計準則第36號確認該減值虧損之撥回。

當集團實體與其聯營公司進行交易時，如於聯營公司中之權益與本集團無關，與聯營公司交易中的損益會在集團之綜合財務報表確認。

共同控制實體

合營企業安排涉及成立獨立實體，而當中各經營方對該實體之經濟活動擁有共同控制權者乃列作共同控制實體。

共同控制實體之業績及資產與負債乃按權益會計法列入綜合財務報表內。根據權益法，於共同控制實體之投資乃初步按成本於綜合財務狀況表列賬，就本集團應佔該共同控制實體之損益及其他全面收益後變動調整，於綜合財務狀況表確認。當本集團應佔共同控制實體之虧損相等於或超出其於該共同控制實體之權益(包括實質上構成本集團於該共同控制實體之投資淨額之一部分之任何長期權益)，則本集團不再確認其應佔之進一步虧損。額外虧損會作出確認，惟僅以本集團已產生法定或推定責任或代表該共同控制實體支付之款項為限。

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Jointly controlled entities *(continued)*

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

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

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

Goodwill

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

For the purposes of impairment testing, goodwill is allocated to each of the cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination.

3. 主要會計政策*(續)*

共同控制實體*(續)*

任何收購成本超出本集團應佔已確認之共同控制實體之可識別資產、負債及或然負債之公平值淨額之部分，於收購日期確認為商譽，並計入投資之帳面值中。

香港會計準則第39號規定，如需就本集團於共同控制實體之投資確認任何減值虧損，應用該會計準則。如需要，投資全數賬面值(包括商譽)根據香港會計準則第36號「資產減值」作為單一資產作減值測試，方法為將賬面值與可收回金額(使用價值與公平值減出售成本之較高者)加以比較。任何已確認之減值虧損構成該投資賬面值的一部分。倘該投資之可收回金額其後增加，則根據香港會計準則第36號確認該減值虧損之撥回。

當集團實體與其共同控制實體進行交易時，如於共同控制實體之權益與本集團無關，與共同控制實體交易中的損益會在集團之綜合財務報表確認。

商譽

收購業務所產生之商譽，按成本減任何累計減值虧損列賬，並於綜合財務狀況表獨立呈列。

就減值測試而言，商譽分配到預期從收購之協同效應中受益之各有關現金產生單位，或現金產生單位之組別。

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Goodwill *(continued)*

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently whenever there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss in the consolidated statement of comprehensive income. An impairment loss recognised for goodwill is not reversed in subsequent periods.

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

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation. Investment properties include land held for undetermined future use, which is regarded as held for capital appreciation purpose.

Investment properties are initially 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 properties are included in profit or loss for the period in which they arise.

3. 主要會計政策*(續)*

商譽*(續)*

已獲分配商譽之現金產生單位每年或凡該單位有跡象顯示出現減值時進行較頻繁之減值測試。就於報告期間之收購所產生之商譽而言，已獲分配商譽之現金產生單位於該報告期間完結前進行減值測試。倘現金產生單位之可收回金額少於該單位之賬面值，則減值虧損被分配，以首先削減分配到該單位之任何商譽之賬面值，及其後以單位各資產之賬面值為基準，按比例分配到該單位之其他資產。商譽之任何減值虧損直接確認在綜合全面收益表中。商譽之減值虧損於其後期間不予撥回。

其後出售有關現金產生單位時，則商譽應佔金額於出售時計入釐定損益之金額。

投資物業

投資物業乃持作賺取租金及／或資本增值之物業。投資物業包括持作未釐定未來用途的土地，該土地視為持作資本增值用途。

投資物業乃初步按成本計量，包括任何直接應佔開支。於初步確認後，投資物業按公平值以公平值模式計量。投資物業公平值變動產生之盈虧計入其產生期間之損益內。

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Investment properties *(continued)*

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 disposals. Any gain or loss arising on

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Properties, plant and equipment *(continued)*

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

An owner-occupied property is transferred to investment property at fair value when it is evidenced by end of owner-occupation. The difference between the fair value and the carrying amount at the date of transfer is recognised in property revaluation reserve in accordance with HKAS 16 "Property, plant and equipment". On the subsequent sale or retirement of the asset, the relevant revaluation reserve will be transferred directly to retained profits.

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

3. 主要會計政策*(續)*

物業、廠房及設備*(續)*

在建物業、廠房及設備(即為生產或自用而在建之物業、廠房及設備)按成本減任何已確認減值虧損列賬。在建物業、廠房及設備在竣工及可作擬定用途時分類為物業、廠房及設備之適當類別。該等資產在可作擬定用途時按其他物業資產之相同基準開始計提折舊。

於業主結束佔用物業時，由業主佔用之物業則按公平值轉撥至投資物業。公平值與賬面值於轉撥日期之差額則根據香港會計準則第16號「物業、廠房及設備」於物業重估儲備中確認。於其後出售資產或資產退廢時，有關重估儲備則直接轉撥至保留溢利。

物業、廠房及設備項目於出售或預期持續使用該資產不會產生未來經濟利益時剔除確認。剔除確認資產時所產生之任何盈虧(按出售所得款項淨額與項目賬面值間之差額計算)將計入剔除確認項目期間之損益內。

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Properties, plant and equipment *(continued)*

Leasehold land and buildings under development for future owner-occupied purpose

When the leasehold land and buildings are in the course of development for production or for administrative purposes, the leasehold land component is classified as a prepaid lease payment and amortised on a straight-line basis over the lease term. During the construction period, the amortisation charge provided for the leasehold land is included as part of costs of buildings under construction. Buildings under construction are carried at cost, less any identified impairment losses. Depreciation of buildings commences when they are available for use (i.e. when they are in the location and condition necessary for them to be capable of operating in the manner intended by

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Intangible assets *(continued)*

Intangible assets acquired separately (continued)

Amortisation for mining right with finite useful life is amortised using the units of production method over the total proven reserves of the coal mines.

Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the profit or loss in the period when the asset is derecognised.

Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

3. 主要會計政策*(續)*

無形資產*(續)*

個別收購之無形資產(續)

具有有限可使用年期之採礦權則使用單位生產法按煤礦總探明儲量攤銷。

剔除確認無形資產時所產生之任何盈虧(按出售所得款項淨額與資產賬面值間之差額計算)，於資產剔除確認期間之損益確認。

研究及開發費用

研究活動費用於產生期間確認為開支。

開發業務(或自內部項目開發階段)產生之內部產生無形資產，在下列各項出現時，方會確認：

- 無形資產技術上可行，將可供使用或出售；
- 完成、使用或出售無形資產的意向；
- 使用或出售無形資產的能力；
- 無形資產將怎樣產生潛在未來經濟利益；
- 充分取得完成無形資產開發及使用或出售無形資產的技術、財務及其他資源；及
- 可靠地計量無形資產於開發時應佔的開支。

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Intangible assets *(continued)*

Research and development expenditure (continued)

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is charged to profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible asset is measured at cost less accumulated amortisation and accumulated impairment losses (if any), on the same basis as intangible assets acquired separately.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives.

Impairment

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Leasing *(continued)*

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.

Leasehold land and building

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

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "prepaid lease payments" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis except for those that are classified and accounted for as investment properties under the fair value model. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment, unless it is clear that both elements are operating leases, in which case the entire lease is classified as an operating lease.

3. 主要會計政策*(續)*

租約*(續)*

由本集團承租

經營租約付款於有關租約年期以直線法在損益中確認為開支。訂立經營租約時已收及應收作為獎勵之利益按直線法於有關租約之年期確認為租金開支減少。

租約土地和樓宇

當租賃包括土地及樓宇，本集團需要考慮其風險與報酬是否全部轉移至集團並把每項資產劃分為融資租約或經營租約。尤其是，最低應付租賃款項(包括任何一次性預付款)在租賃期開始時，按租約土地權益於土地及樓宇項目之間的公平值比例予以分配。

租賃款項能夠可靠地分配時，入賬列為經營租約的土地權益應在綜合財務狀況表中列為「預付租賃款項」，按直線法在租賃期間攤銷，惟分類為並以公平值模式列作投資物業者除外。當租賃款項不能夠在土地和樓宇間可靠地分配時，整項租約視為融資租約，並作為物業、機器及設備列賬，除非該等項目均清楚地屬於經營租約，則整項租約分類為經營租約。

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

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 the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchange 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 retranslation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (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. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (the translation reserve).

3. 主要會計政策*(續)*

外幣

編製各集團實體之財務報表時，以該實體之功能貨幣以外貨幣(外幣)進行之交易乃按其功能貨幣(即實體主要經營之經濟環境之貨幣)於交易日期當時之匯率記錄。於報告期間結束當日，以外幣列值之貨幣項目以該日之匯率重新匯兌。按公平值列賬且按外幣列值之非貨幣項目乃按釐定公平值當日匯率重新匯兌。以外幣過往成本計算之非貨幣項目不予重新匯兌。

結算貨幣項目及重新匯兌貨幣項目所產生之匯兌差額會於產生期間在損益中確認。重新匯兌按公平值列賬之非貨幣項目產生之匯兌差額計入期內損益。

就呈列綜合財務報表而言，本集團海外業務之資產及負債均按報告期間結束當日匯率匯兌為本集團之呈列貨幣(即港元)，而彼等之收入及開支項目乃按年內平均匯率匯兌。所產生匯兌差額(如有)於其他全面收益確認，並於權益累計(匯兌儲備)。

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Foreign currencies *(continued)*

From 1 January 2010 onwards, on the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a jointly controlled entity that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss. In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or jointly controlled entities that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that 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.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation before 1 January 2005 is treated as non-monetary foreign currency items of the acquirer and reported using the historical cost prevailing at the date of acquisition.

3. 主要會計政策*(續)*

外幣(續)

自二零一零年一月一日起，出售海外業務時(即出售本集團海外業務之全部權益，或出售可控制擁有海外業務之附屬公司之控制權、出售可控制擁有海外業務之共同控制實體之共同控制權、或出售有喪失重大影響力之海外業務之聯營公司)，本公司持有人應佔該業務之所有累計於權益中之匯兌差額，則重新分類至損益。另外，部分出售但未導致集團失去控制的附屬公司，其累計匯兌差額按相應比例再次計入非控股股東，不於損益確認。至於所有其他部分出售(即部分出售聯營公司或共同控制實體，而不會導致本集團喪失重大影響力或共同控制權)，累計匯兌差額按比例重新分類至損益。

於二零零五年一月一日或之後因收購海外業務時而就收購可識別資產而產生之商譽及公平值調整被視作該海外業務之資產及負債，並按報告期間結束當日之匯率匯兌。所產生匯兌差額於匯兌儲備中確認。

於二零零五年一月一日前因收購海外業務時而就收購可識別資產而產生之商譽及公平值調整被視為收購方之非貨幣外幣項目，以收購當日之歷史成本呈報。

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

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

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

3. 主要會計政策*(續)*

稅項

所得稅開支指現時應繳稅項及遞延稅項之總和。

現時應繳稅項乃按本年度應課稅溢利計算。應課稅溢利與綜合收益表中所申報之溢利不同，乃由於前者不包括在其他年度應課稅或可扣稅收入或開支，並且不包括從未課稅或扣稅之項目。本集團即期稅項之債務乃按報告期間結束當日已頒佈或實際已頒佈之稅率計算。

遞延稅項乃根據綜合財務報表資產及負債賬面值與計算應課稅溢利所採用相應稅基間之臨時差額確認。遞延稅項負債一般會就所有應課稅臨時差額確認，而遞延稅項資產乃按可能出現可利用臨時差額扣稅之應課稅溢利時確認。因商譽或因業務合併以外交易初步確認其他資產及負債且不影響應課稅溢利亦不影響會計溢利而引致之臨時差額，則不會確認該等資產及負債。

遞延稅項負債乃按於附屬公司及聯營公司之投資及於合資企業之權益而引致之應課稅臨時差額而確認，惟若本集團可控制臨時差額之撥回及臨時差額有可能不會於可見將來之撥回之情況則除外。與該等投資及權益相關的可扣減臨時差額所產生的遞延稅項資產，僅在按可能出現可利用臨時差額扣稅之應課稅溢利時，並預期於可見將來回撥。

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Taxation *(continued)*

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

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

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

Financial instruments

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

3. 主要會計政策*(續)*

稅項*(續)*

遞延稅項資產之賬面值於各報告期間結束當日作檢討，並在沒可能會有足夠應課稅溢利收回全部或部分資產時加以遞減。

根據報告期間結束當日已頒佈或實際已頒佈之稅率(及稅法)，遞延稅項資產及負債按負債清償或資產變現期間預期適用之稅率計量。

遞延稅項負債及資產之計量反映本集團預期於報告期間結束當日將出現的稅務後果，以收回資產或清償負債之賬面值。遞延稅項於損益確認，惟當其與於其他全面收益確認或直接於權益確認之項目有關時，在此情況下，遞延稅項亦會分別於其他全面收益確認或直接於權益確認。

金融工具

當集團實體成為工具訂約條文之訂約方時，財務資產及財務負債於綜合財務狀況表確認。財務資產及財務負債初步按公平值計算。因收購或發行財務資產及財務負債(按公平值計入損益之財務資產及財務負債除外)而直接應佔之交易成本於初步確認時，按適用情況加入或扣自該項財務資產或財務負債之公平值。因收購按公平值計入損益之財務資產或財務負債而直接應佔之交易成本即時於損益確認。

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Financial instruments *(continued)*

Financial assets

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

Effective interest method

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

Financial assets at fair value through profit or loss

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

3. 主要會計政策*(續)*

金融工具*(續)*

財務資產

本集團之財務資產分類為(i)按公平值計入損益(「按公平值計入損益」)之財務資產；(ii)貸款及應收賬款；及(iii)可供出售財務資產。所有日常買賣之財務資產於交易日確認及剔除確認。日常買賣之財務資產指須根據市場規則或慣例訂立之時間內交收資產買賣。

實際利率法

實際利率法是一種計算財務資產攤銷成本與分派利息收入到相關期間之方法。實際利率是以精確將財務資產可使用年期或(如適用)更短期間估計未來現金收入(包括所有已付或已收並構成實際利率整體之費用、交易成本及其他溢價或折價)折現至初步確認時之賬面淨值之折現比率。

債務工具的利息收入乃按實際利率基準確認。

按公平值計入損益之財務資產

按公平值計入損益之財務資產分為兩個分類，包括持作買賣財務資產及指定於初步確認時按公平值計入損益之財務資產。

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Financial instruments *(continued)*

Financial assets (continued)

Financial assets at fair value through profit or loss *(continued)*

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near future; or
- it is a part of an identified portfolio of financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial assets at FVTPL are measured at fair value, with changes in fair value arising from remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial assets.

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 trade and other receivables, bills receivables and bank balances) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below).

3. 主要會計政策*(續)*

金融工具*(續)*

財務資產(續)

按公平值計入損益之財務資產*(續)*

倘屬下列情況，財務資產則分類為持作買賣：

- 所收購之財務資產主要用於在不久將來銷售；或
- 屬於本集團整體管理之可辨別金融工具組合之一部份，且近期事實上有賺取短期溢利的模式；或
- 屬於衍生工具(除指定及具有有效對沖作用之工具之外)。

按公平值計入損益之財務資產按公平值計量，公平值之變動於產生變動期間直接在損益中確認。於損益確認之收益或虧損淨額不包括任何財務資產所賺取之股息或利息。

貸款及應收賬款

貸款及應收賬款為在活躍市場上並無報價而具有固定或待定付款之非衍生財務資產。於初次確認後，貸款及應收賬款(包括貿易及其他應收賬款、應收票據及銀行結餘)以實際利率法按攤銷成本減任何已識別減值虧損列賬(請參閱下文有關財務資產減值之會計政策)。

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Financial instruments *(continued)*

Financial assets (continued)

Available-for-sale financial assets

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

Available-for-sale financial assets are measured at fair value at the end of the reporting period. Changes in fair value are recognised in other comprehensive income and accumulated in investment revaluation reserve, until the financial asset is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss (see accounting policy on impairment loss on financial assets below).

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

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of the reporting period. Financial assets are 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 impacted.

3. 主要會計政策*(續)*

金融工具*(續)*

財務資產(續)

可供出售財務資產

可供出售財務資產為非衍生工具，其須指定或非分類為按公平值計入損益之財務資產、貸款及應收賬款或持至到期投資。

於報告期間結束當日，可供出售財務資產按公平值計算。公平值之變動於其他全面收益確認及於投資重估儲備累計，直至該財務資產售出或釐定有所減值，屆時過往於投資重估儲備累計之累計盈虧重新分類至損益(請參閱下文有關財務資產減值之會計政策)。

在活躍市場上並無報價而其公平值未能可靠計量之可供出售股本投資，與該等無報價股本工具有關並須以交付該等工具作結算之衍生工具，則於首次確認後之報告期間結束當日，按成本減任何已識別減值虧損計算(請參閱下文有關財務資產減值虧損之會計政策)。

財務資產減值

財務資產(除該等按公平值計入損益外)，於報告期間結束當日獲評估是否存有減值跡象。倘出現客觀證據，即因財務資產初步確認後產生之一項或多項事件，財務資產估計未來現金流量受到影響，則財務資產列作減值。

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments *(continued)*

Impairment of financial assets (continued)

For an available-for-sale equity investment, a significant or prolonged decline in the fair value of that investment below its cost is considered to be objective evidence of impairment.

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Financial instruments *(continued)*

Impairment of financial assets (continued)

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

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

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

3. 主要會計政策*(續)*

金髽哥銳閶號娑壕疥蒿)

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Financial instruments *(continued)*

Financial liabilities and equity instruments

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

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

Effective interest method

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

Interest expense is recognised on an effective interest basis.

Financial liabilities at fair value through profit or loss

The Group's financial liabilities at FVTPL comprise financial liabilities held for trading.

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing in the near future; or
- it is a part of an identified portfolio of financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

3. 主要會計政策*(續)*

金融工具*(續)*

財務負債及權益

由集團實體發行之財務負債及權益工具按所訂立之合約安排內容，以及財務負債及權益工具之定義而分類。

權益工具為證明本集團資產剩餘權益(經扣除其所有負債)之任何合約。本集團之財務負債一般分類為按公平值計入損益之財務負債及其他財務負債。

實際利率法

實際利率法是一種計算財務負債攤銷成本與分派利息支出到相關期間之方法。實際利率是以精確估計財務負債期間或(如適用)更短期間估計未來現金支出之折現比率。

利息支出乃按實際利率基準確認。

按公平值計入損益之財務負債

本集團按公平值計入損益之財務負債為持作買賣財務負債。

倘屬下列情況，財務負債則分類為持作買賣：

- 所產生之財務負債主要用於在不久將來購回；或
- 屬於本集團整體管理之可辨別金融工具組合之一部份，且近期事實上有賺取短期溢利的模式；或
- 屬於衍生工具(除指定及具有有效對沖作用之工具之外)。

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Financial instruments *(continued)*

Financial liabilities and equity instruments (continued)

Financial liabilities at fair value through profit or loss *(continued)*

Financial liabilities at FVTPL are measured at fair value, with changes in fair value arising on remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss excludes any interest paid on the financial liabilities.

Other financial liabilities

Other financial liabilities including trade and other payables, bills payables and bank borrowings 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.

Derivative financial instruments and hedging

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 unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

3. 主要會計政策*(續)*

金融工具*(續)*

財務負債及權益(續)

按公平值計入損益之財務負債*(續)*

按公平值計入損益之財務負債按公平值計量，重新計量引致之公平值變動於產生變動期間直接在損益中確認。於損益確認之收益或虧損淨額不包括就任何財務負債所支付之利息。

其他財務負債

其他財務負債包括其後以實際利率法按攤銷成本計量之貿易及其他應付賬款、應付票據及銀行借貸。

權益工具

本公司所發行之權益工具乃按已收取之所得款項減直接發行成本入賬。

衍生金融工具及對沖

衍生工具以衍生工具合約簽訂日之公平值作初次確認及其後以報告期間結束當日之公平值重新計量。所產生的收益或虧損將即時於損益內確認。除非該衍生工具是指定而有效之對沖工具，在此情況下，於損益內確認的時間取決於對沖關係的類別。

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 and accumulated in equity is recognised in profit or loss.

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

Share-based payment transactions

Share options granted on or before 7 November 2002, or granted after 7 November 2002 and vested before 1 January 2005

The financial impact of share options granted is not recorded in the consolidated financial statements until such time as the options are exercised, and no charge is recognised in profit or loss in respect of the value of option granted. Upon the exercise of the share options, the resulting shares issued are recorded as additional share capital at the nominal value of the shares, and the excess of the exercise price per share over the nominal value of the shares is recorded as share premium. Options which lapse or are cancelled prior to their exercise date are deleted from the register of outstanding options.

3. 主要會計政策*(續)*

金融工具*(續)*

剔除確認

若從資產收取現金流量之權利已到期，或財務資產已轉讓及本集團已將其於財務資產擁有權之絕大部份風險及回報轉移，則財務資產將剔除確認。

於剔除確認財務資產時，資產賬面值與已收及應收代價及已直接於其他全面收益確認及於權益累積之累計收益或虧損之差額，將於損益中確認。

倘於有關合約之指定責任獲解除、註銷或到期時，則會剔除確認財務負債。剔除確認之財務負債賬面值與已付及應付代價之差額於損益中確認。

以股份形式付款交易

於二零零二年十一月七日或之前授出、或於二零零二年十一月七日後授出，並於二零零五年一月一日前歸屬之優先購股權

直至優先購股權獲行使前，已授優先購股權之財務影響並無記錄在綜合財務報表內，因此，並無於損益內確認已授優先購股權之價值。行使優先購股權時，因行使優先購股權而發行之股份按股份面值記錄為額外股本，每股行使價超出股份面值之部分記錄為股份溢價。於行使日期前失效或註銷之優先購股權將自尚未行使優先購股權登記冊內刪除。

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Share-based payment transactions *(continued)*

Share options granted and vested on or after 1 January 2005

Equity-settled share-based payment transactions

Share options granted to directors and employees of the Group

The fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight-line basis over the vesting period, with a corresponding increase in share options reserve of a subsidiary.

At end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the estimates during the vesting period, if any, is recognised in profit or loss, with a corresponding adjustment to share options reserve of a subsidiary.

At the time when the share options are exercised, the amount previously recognised in share options reserve of a subsidiary will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve of a subsidiary will be transferred to retained profits.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivables for goods sold and services rendered in the normal course of business, net of discounts, return and sales related taxes.

Revenue from the sale of goods is recognised when the goods are delivered and title has passed.

Service income for drilling services is recognised when services are provided.

3. 主要會計政策*(續)*

以股份形式付款交易*(續)*

於二零零五年一月一日或之後授出及歸屬之優先購股權

以股份形式付款交易

授予本集團董事及僱員之優先購股權

所獲服務之公平值乃參考優先購股權於授出日期之公平值釐定，並於歸屬期按直線法支銷，且於一間附屬公司之優先購股權儲備中作相應增加。

於報告期間結束時，本集團修訂對預期最終可歸屬之優先購股權數目的估計，並將修訂歸屬期內估計的影響(如有)於損益內確認，一間附屬公司之優先購股權儲備亦作相應之調整。

優先購股權獲行使時，過往於附屬公司之優先購股權儲備中確認之數額將轉移至股份溢價。當優先購股權於歸屬日後被沒收或於屆滿日仍未獲行使，則過往於一間附屬公司之優先購股權儲備中確認之數額將轉撥至保留溢利。

營業額確認

營業額乃按已收或應收代價之公平值計算，並指於一般業務過程中銷售貨品及提供服務之應收金額，減折扣、退貨及銷售相關稅項後計算。

銷售貨品所得營業額在貨品交付、所有權益轉移時確認。

鑽孔服務之服務收入於提供服務時確認。

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Revenue recognition *(continued)*

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 the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the process of applying the Group's accounting policies which are described in Note 3, management has made the following estimation that have significant effect on the amounts recognised in the consolidated financial statements. The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities in the next financial year.

Estimated impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. At 31

4. KEY SOURCES OF ESTIMATION UNCERTAINTY *(continued)*

Income taxes

At 31 December 2010, deferred tax assets of (i) approximately HK$12,522,000 (2009: HK$12,522,000) in relation to unused tax losses; (ii) approximately HK$5,580,000 (2009: HK$15,650,000) in relation to loss on cash flow hedge recognised in hedging reserve; and (iii) approximately HK$17,023,000 (2009: HK$15,185,000) in relation to write-down of inventories have been recognised in the Group's consolidated statement of financial position. No deferred tax asset has been recognised on the tax losses of HK$305,289,000 (2009: HK$177,694,000) due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future assessable profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a reversal takes place.

4. 估計不明朗因素之主要來源*(續)*

所得稅

於二零一零年十二月三十一日，(i)有關未動用稅項虧損之遞延稅項資產約12,522,000港元(二零零九年：12,522,000港元)；(ii)有關於對沖儲備確認之現金流量對沖虧損之遞延稅項資產約5,580,000港元(二零零九年：15,650,000港元)；及(iii)有關撇減存貨之遞延稅項資產約17,023,000港元(二零零九年：15,185,000港元)，已於本集團綜合財務狀況表中確認。由於不能確定未來溢利，故未就305,289,000港元(二零零九年：177,694,000港元)之稅務虧損確認遞延稅項資產。變現遞延稅項資產主要視乎是否有足夠未來可評估溢利或將來可供利用之應課稅臨時差額而定。倘產生之未來實際溢利少於預期溢利，則遞延稅項資產可能須作重大撥回，並於該撥回期間於損益中確認。

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 stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

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

The directors of the Company review the capital structure on a semi-annual basis. As part of this review, the directors consider the cost of capital and the risks associates with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

5. 資本風險管理

本集團管理其資本以確保通過優化債務與股本結存為股東爭取最高回報，使集團實體能夠持續經營。本集團之整體策略與過往年度相同。

本集團之資本結構包括銀行借貸、現金及現金等值項目淨額及本公司持有人應佔權益(包括已發行股本、儲備及保留溢利)。

本公司董事每半年審閱資本結構。作為審閱一部分，董事將考慮資本成本，及與各類別資本相關之風險。基於董事的推薦本集團將通過支付股息、發行新股、購回股份、發行新債或者贖回現有債項，以平衡整體資本結構。

6. FINANCIAL INSTRUMENTS 6. 金融工具

6a. Categories of financial instruments 6a. 金融工具類別

		31.12.2010 二零一零年 十二月三十一日 HK$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK$'000 千港元	1.1.2009 二零零九年 一月一日 HK$'000 千港元
Financial assets	財務資產			
Fair value through profit or loss (FVTPL)	按公平值計入損益之財務資產			
– derivative financial instruments (held for trading)	–衍生金融工具（持作買賣）	**–**	–	3,468
Loans and receivables (including cash and cash equivalents)	貸款及應收賬款(包括現金及現金等值項目)			
– trade and other receivables	–貿易及其他應收賬款	**5,587,262**	4,664,371	4,057,994
– bills receivables	–應收票據	**1,932,724**	1,261,966	775,582
– bank balances and cash	–銀行結餘及現金	**5,143,658**	5,652,209	4,225,273
		12,663,644	11,578,546	9,058,849
Available-for-sale investments	可供出售投資	**2,299,936**	1,206,869	780,248
Financial liabilities	財務負債			
Fair value through profit or loss (FVTPL)	按公平值計入損益之財務負債			
– derivative financial instruments (held for trading)	–衍生金融工具（持作買賣）	**33,493**	11,628	1,940
Derivative instruments in designated hedge accounting relationships	符合指定對沖會計關係之衍生工具	**64,332**	132,018	136,961
Amortised cost	攤銷成本			
– trade and other payables	–貿易及其他應付賬款	**3,297,220**	3,417,345	2,435,335
– bills payables	–應付票據	**1,163,337**	755,284	615,362
– bank borrowings	–銀行借貸	**12,328,108**	11,419,329	9,702,271
		16,788,665	15,591,958	12,752,968

6. FINANCIAL INSTRUMENTS *(continued)*

6b. Financial risk management objectives and policies

The Group's major financial instruments include equity investments, derivative financial instruments, bank balances and cash, bank borrowings, trade and other receivables, bills receivables, trade and other payables and bills payables. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

Currency risk

Several subsidiaries of the Company have foreign currency sales, purchases and bank borrowings, which expose the Group to foreign currency risk. Approximately 28.9% (2009: 27.9%) of the Group's sales are denominated in currencies other than the functional currency of the group entity making the sale, whilst almost 35.5% (2009: 37.8%) of purchases are denominated in currencies other than the group entity's functional currency.

The carrying amount of the Group's foreign currency denominated monetary assets and liabilities at the reporting date are disclosed in respective notes. The management continuously monitors the foreign exchange exposure and will consider hedging foreign currency risk should the need arise.

6. 金融工具*(續)*

6b. 財務風險管理目標及政策

本集團之主要金融工具包括權益投資、衍生金融工具、銀行結餘及現金、銀行借貸、貿易及其他應收賬款、應收票據、貿易及其他應付賬款及應付票據。該等金融工具的詳情於各附註披露。該等金融工具相關之風險包括市場風險(貨幣風險、利率風險及其他價格風險)、信貸風險及流動資金風險。下文載列與如何降低該等風險之政策。管理層管理及監控該等風險，以確保及時和有效地採取適當之措施。

市場風險

貨幣風險

本公司若干附屬公司以外幣進行銷售、採購及銀行借貸，令本集團承擔外幣風險。本集團約28.9%(二零零九年：27.9%)的銷售以非集團實體功能貨幣列值，而約35.5%(二零零九年：37.8%)的採購以非集團實體功能貨幣列值。

本集團以外幣列值的貨幣資產及負債於報告日期之賬面值於相關附註披露。管理層持續監控外幣風險，並將於有需要時考慮進一步對沖外幣風險。

6. FINANCIAL INSTRUMENTS *(continued)*

6b. Financial risk management objectives and policies *(continued)*

Market risk (continued)

Currency risk *(continued)*

Sensitivity analysis

The Group is mainly exposed to currency of United States dollars ("US$"), HK$, Euro and Japanese Yen ("JPY"). The following table details the Group's sensitivity to a 10% (2009: 10%) increase and decrease in RMB against the relevant foreign currencies. 10% (2009: 10%) represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 10% (2009: 10%) change in foreign currency rates. The sensitivity analysis includes trade and other receivables, bills receivables, bank balances, available-for-sale investments, trade and other payables, bills payables as well as bank borrowings. A positive number below indicates an increase in post-tax profit for the year where RMB strengthen 10% (2009: 10%) against the relevant currency. For a 10% (2009: 10%) weakening of RMB against the relevant currency, there would be an equal and opposite impact on the post-tax profit for the year and the balances below would be negative.

6. 金融工具*(續)*

6b. 財務風險管理目標及政策*(續)*

市場風險(續)

貨幣風險*(續)*

敏感度分析

本集團主要面對美元(「美元」)、港元、歐元及日圓(「日圓」)的貨幣風險。下表詳述本集團對人民幣兌相關外幣升跌10%(二零零九年：10%)的敏感度。10%(二零零九年：10%)為管理層對外匯匯率可能出現之合理變動的評估。敏感度分析包括尚未到期以外幣列值的貨幣項目，對報告期間結束日之匯率10%(二零零九年：10%)變動作兌換調整。敏感度分析包括貿易及其他應收賬款、應收票據、銀行結餘、可供出售投資、貿易及其他應付賬款、應付票據及銀行借貸。正數指人民幣兌相關貨幣升值10%(二零零九年：10%)時，本年度除稅後溢利有所增加。當人民幣兌相關貨幣跌10%(二零零九年：10%)時，可能對本年度除稅後溢利有同等相反的影響而以下結餘將會是負數。

		2010 二零一零年 **HK$'000** 千港元	2009 二零零九年 HK$'000 千港元
US$	美元	**(168,565)**	(196,814)
HK$	港元	**364,919**	363,123
Euro	歐元	**(1,940)**	(4,212)
JPY	日圓	**7,072**	4,598

6. FINANCIAL INSTRUMENTS *(continued)*

6b. Financial risk management objectives and policies *(continued)*

Market risk (continued)

Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank borrowings (see Note 32 for details of these borrowings). In relation to these variable-rate borrowings, the Group aims at keeping certain borrowings at fixed rates. In order to achieve this result, the Group entered into interest rate swap contracts to hedge against its exposure to potential variability of cash flows arising from changes in variable interest rates (see Note 30 for details). The management continuously monitors interest rate fluctuation and will consider further hedging interest rate risk should the need arise.

The Group is also exposed to fair value interest rate risk in relation to fixed-rate bank borrowings (see Note 32 for details of these borrowings). The management monitors interest rate exposure and will consider repay the fixed-rate bank borrowings when significant interest rate exposure is anticipated.

The Group's exposures to interest rates on financial liabilities are detailed in the liquidity risk management section of this note. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of Hong Kong Interbank Offered Rate in Hong Kong dollars ("HIBOR") arising from the Group's bank borrowings.

The Group's bank balances have exposure to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on bank balances. The Group is also exposed to fair value interest rate risk which relates to its fixed-rate short-term bank deposits and unlisted bond securities with fixed coupon interest. The Directors consider the Group's exposure of the short-term bank deposits to interest rate risk is not significant as interest bearing bank balances are within short maturity period.

6. 金融工具*(續)*

6b. 財務風險管理目標及政策*(續)*

市場風險(續)

利率風險

本集團就浮息銀行借貸承擔現金流量利率風險(該等借貸詳情見附註32)。就該等浮息借貸而言，本集團致力將若干借貸利率保持穩定。為達致此目的，本集團訂立利率掉期合約，以對沖因浮息變動而產生之現金流量潛在變動(詳情見附註30)。管理層持續監控利率波動，並將於有需要時考慮進一步對沖利率風險。

本集團亦須承受由定息銀行借貸所產生之公平值利率風險(該等借貸詳情見附註32)。管理層監控利率風險，如預期出現重大利率風險，將考慮償還定息銀行借貸。

本集團承受財務負債之利率風險之詳情，見本附註流動資金風險管理一節。本集團的現金流量利率風險集中於本集團的銀行借貸受到之港元香港銀行同業拆息(「銀行同業拆息」)波動的影響有關。

由於適用於銀行結餘之現行市場利率波動，本集團之銀行結餘具現金流量利率風險。此外，本集團承受與定息短期銀行存款及附帶固定息券非上市債券證券有關之公平值利率風險。董事認為，由於計息銀行結餘之到期期間較短，故本集團短期銀行存款所承受之利率風險並不重大。

6. FINANCIAL INSTRUMENTS *(continued)*

6b. Financial risk management objectives and policies *(continued)*

Market risk (continued)

Interest rate risk *(continued)*

Sensitivity analysis *(continued)*

If HIBOR interest rate had been 10 basis points (2009: 10 basis points) lower and all other variables were held constant, the Group's:

- post-tax profit for the year ended 31 December 2010 would increase by HK$8,463,000 (2009: increase by HK$8,488,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate bank borrowings;

- the debit side hedging reserve would increase by HK$2,334,000 (2009: increase by HK$9,854,000) mainly as a result of the changes in the fair value of interest rate swap contracts; and

- investment revaluation reserve would increase by HK$2,631,000 (2009: nil) as a result of the change in the fair value of available-for-sale unlisted bond securities with fixed coupon interest.

Equity price risk

The Group is exposed to equity price risk through its investments in listed equity securities. The management manages this exposure by maintaining a portfolio of investments with different risk profiles and the Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise.

At 31 December 2009, the Group had concentration risk on its available-for-sale investments with 51% (2010: nil) of the total available-for-sale investments concentrated in a single financial institution which is listed in the United States.

6. 金融工具*(續)*

6b. 財務風險管理目標及政策*(續)*

市場風險(續)

利率風險*(續)*

敏感度分析*(續)*

倘銀行同業拆息利率跌10個點子(二零零九年：10個點子)，而所有其他因素不變，本集團：

- 截至二零一零年十二月三十一日止年度之除稅後溢利將增加約8,463,000港元(二零零九年：增加8,488,000港元)，主要理由是本集團承受浮息借貸之利率風險；

- 借方對沖儲備將增加約2,334,000港元(二零零九年：增加9,854,000港元)，主要理由是利率掉期合約公平值變動；及

- 投資重估儲備將增加約2,631,000港元(二零零九年：無)，理由是具有固定息券的可供出售非上市債券證券之公平值變動。

股本價格風險

本集團因投資於上市股本證券而承擔股本價格風險。管理層藉持有不同風險之投資組合管理此類風險。本集團委任一支特別團隊監控價格風險，有需要時將考慮對沖風險。

於二零零九年十二月三十一日，本集團的可供出售投資有集中風險，在可供出售投資總額中，51%(二零一零年：無)集中在美國上市之單一金融機構。

6. FINANCIAL INSTRUMENTS *(continued)*

6b. Financial risk management objectives and policies *(continued)*

Market risk (continued)

Equity price risk *(continued)*

Sensitivity analysis *(continued)*

The sensitivity analyses below have been determined based on the exposure to equity price risk at the reporting date.

If the prices of the respective available-for-sale equity listed securities, which have been impaired at the end of the reporting period, had been 10% higher (2009: 10% higher):

- post-tax profit for the year ended 31 December 2009 would increase by approximately HK$36,145,000 (2010: nil) as a result of the change in fair value of these available-for-sale investments; and

- no change in investment revaluation reserve for the years ended 31 December 2009 and 2010 would be resulted.

If the prices of the respective available-for-sale equity listed securities, which have been impaired at the end of the reporting period, had been 10% lower (2009: 10% lower):

- post-tax profit for the year ended 31 December 2009 would decrease by approximately HK$36,145,000 (2010: nil) as a result of the change in fair value of these available-for-sale investments; and

- no change in investment revaluation reserve for the years ended 31 December 2009 and 2010 would be resulted.

6. 金融工具*(續)*

6b. 財務風險管理目標及政策*(續)*

市場風險(續)

股本價格風險*(續)*

敏感度分析*(續)*

下文的敏感度分析，乃根據報告日期所承擔的股本價格風險而釐定。

倘於報告期間結束當日各已減值之可供出售股本上市證券之價格增加10%(二零零九年：增加10%)：

- 截至二零零九年十二月三十一日止年度之除稅後溢利將增加約36,145,000港元(二零一零年：無)，原因為該等可供出售投資公平值變動；及

- 截至二零零九年及二零一零年十二月三十一日止年度之投資重估儲備並無變動。

倘於報告期間結束當日已減值之可供出售股本上市證券之價格減少10%(二零零九年：減少10%)：

- 截至二零零九年十二月三十一日止年度之除稅後溢利將減少約36,145,000港元(二零一零年：無)，原因為該等可供出售投資公平值變動；及

- 截至二零零九年及二零一零年十二月三十一日止年度之投資重估儲備並無變動。

6. FINANCIAL INSTRUMENTS *(continued)*

6b. Financial risk management objectives and policies *(continued)*

Market risk (continued)

Equity price risk *(continued)*

Sensitivity analysis *(continued)*

If the prices of the respective available-for-sale equity listed securities, which have not been impaired at the end of the reporting period, had been 10% higher (2009: 10% higher):

- investment revaluation reserve would increase by approximately HK$171,534,000 (2009: HK$87,009,000) as a result of the change in fair value of these available-for-sale investments; and
- no change in post-tax profit for the years ended 31 December 2009 and 2010 would be resulted.

If the prices of the respective available-for-sale equity listed securities, which have not been impaired at the end of the reporting period, had been 10% lower (2009: 10% lower):

- post-tax profit for the year ended 31 December 2009 would decrease by approximately HK$25,818,000 (2010: nil) as a result of the change in fair value of these available-for-sale investments; and
- investment revaluation reserve would decrease by approximately HK$171,534,000 (2009: HK$61,191,000) as a result of the change in fair value of these available-for-sale investments.

6. 金融工具*(續)*

6b. 財務風險管理目標及政策*(續)*

市場風險(續)

股本價格風險*(續)*

敏感度分析*(續)*

倘於報告期間結束當日並無減值之可供出售股本上市證券之價格增加10%(二零零九年：增加10%)：

- 投資重估儲備將增加約171,534,000港元(二零零九年：87,009,000港元)，原因為該等可供出售投資公平值變動；及
- 截至二零零九年及二零一零年十二月三十一日止年度之除稅後溢利並無變動。

倘於報告期間結束當日各並無減值之可供出售股本上市證券之價格減少10%(二零零九年：減少10%)：

- 截至二零零九年十二月三十一日止年度之除稅後溢利將減少約25,818,000港元(二零一零年：無)，原因為該等可供出售投資公平值變動；及
- 投資重估儲備將減少約171,534,000港元(二零零九年：61,191,000港元)，原因為該等可供出售投資公平值變動。

6. FINANCIAL INSTRUMENTS *(continued)*

6b. Financial risk management objectives and policies *(continued)*

Market risk (continued)

Commodity price risk

The Group was exposed to commodity price risk from the outstanding commodity forward contracts at the end of the reporting period. The management consider that the price risks of these derivative instruments are not significant to the Group.

Credit risk

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations at 31 December 2010 and 2009 in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position. In order to minimise the credit risk, the management has delegated the members of the board of directors 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 trade debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

The credit risk for bank deposits and bank balances exposed is considered minimal as such amounts are placed with various banks with good credit ratings and there is no significant concentration of credit risk.

6. 金融工具*(續)*

6b. 財務風險管理目標及政策*(續)*

市場風險(續)

商品價格風險

本集團承受於報告期間結束當日尚未到期之商品遠期合約產生之商品價格風險。管理層認為該等衍生工具之價格風險對本集團並不重大。

信貸風險

倘交易方於二零一零年及二零零九年十二月三十一日未能履行彼等就各類已確認財務資產之承擔，則本集團須承受之最高信貸風險為於綜合財務狀況表所載該等資產賬面值。為將信貸風險降至最低，管理層已委派董事會成員負責制訂信貸限額、信貸審批及其他監控程序，以確保採取跟進措施收回逾期未付之債項。此外，於各報告期間結束日，本集團審閱每項個別貿易債項之可收回金額，以確保就不可收回金額作出足夠減值虧損。就此而言，董事認為，本集團之信貸風險已大幅降低。

由於銀行存款及銀行結餘乃存放於信譽評級良好之銀行，故該等款項之信貸風險屬微不足道，且概無重大集中信貸風險。

6. FINANCIAL INSTRUMENTS *(continued)*

6b. Financial risk management objectives and policies *(continued)*

Credit risk (continued)

The Group has no significant concentration of credit risk on trade and other receivables with exposure spread over a number of counterparties and customers. However, the Group is exposed to the concentration on geographic segment of the People's Republic of China (the "PRC"). At 31 December 2010, approximately 86% (2009: 82%) of the Group's trade and other receivables are arising from counterparties whose principal place of operations is the PRC.

At 31 December 2010, the Group has concentration risk on its available-for-sale investments with 17.5% of the total available-for-sale investments concentrated in three unlisted bond securities issued by two listed issuers in Hong Kong. The Group's available-for-sale unlisted bond securities are exposed to credit risk due to the default of repayment by the bond issuers. However, the Directors considered that the credit risk on these investments are limited as the unlisted bonds were secured by certain assets of the issuers and issued by issuers in Hong Kong with strong financial background and assigned with high credit ratings by international credit rating agencies.

6. 金融工具*(續)*

6b. 財務風險管理目標及政策*(續)*

信貸風險(續)

本集團貿易及其他應收賬款並無高度集中之信貸風險，有關風險由多個交易方及客戶分攤。然而，本集團承受地區分部集中在中華人民共和國(「中國」)之風險。於二零一零年十二月三十一日，本集團約86%(二零零九年：82%)之貿易及其他應收賬款由主要營業地點位於中國之交易對方產生。

於二零一零年十二月三十一日，本集團的可供出售投資有集中風險，在可供出售投資總額中，17.5%集中在兩間在香港上市的發行人的三款非上市債券證券。本集團的可供出售非上市債券證券承受信貸風險，原因是債券發行人拖欠還款。然而，董事認為，該等投資的信貸風險有限，原因在於非上市債券以發行人若干資產作抵押，而且，發行人在香港擁有雄厚財力，獲國際信貸評級機構給予高度信貸評級。

6. FINANCIAL INSTRUMENTS *(continued)*

6b. Financial risk management objectives and policies *(continued)*

Liquidity risk

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

The Group relies on bank borrowings as a significant source of liquidity. At 31 December 2010, the Group has available unutilised bank borrowings facilities of approximately HK$11,142,634,000 (2009: HK$8,288,173,000).

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. 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. Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

6. 金融工具*(續)*

6b. 財務風險管理目標及政策*(續)*

流動資金風險

本集團為管理流動資金風險，監控現金及現金等值項目的水平，將其維持於管理層認為合適的水平，以撥支本集團的業務，亦減低現金流量波動的影響。於年內，管理層監控銀行借貸的使用情況，確保符合貸款契諾。

本集團依賴銀行借貸作為流動資金的主要來源。於二零一零年十二月三十一日，本集團未動用的銀行信貸額度約為11,142,634,000港元(二零零九年：8,288,173,000港元)。

下表詳述本集團餘下非衍生財務負債的合約到期情況。根據本集團須付財務負債最早之日的非折現現金流量以制定表格。具體而言，附帶按要求還款條款之銀行貸款，不論銀行是否可能選擇行使有關權利，一律計入最早到期日時間範圍。其他非衍生財務負債按經協定之還款日期釐定到期日。

表格包括利息及本金現金流量。倘利息流為浮息，非折現金額按報告期間結束當日之利率曲線釐定。

6. FINANCIAL INSTRUMENTS *(continued)*

6b. Financial risk management objectives and policies *(continued)*

Liquidity risk (continued)

In addition, the following table details the Group's liquidity analysis for its derivative financial instruments. The tables have been drawn up based on the undiscounted contractual net cash (inflows) outflows on derivative instruments that settle on a net basis. The liquidity analysis for the Group's derivative financial instruments are prepared based on the contractual maturities as the management consider that the contractual maturities are essential for an understanding of the timing of the cash flows of derivatives.

6. 金融工具*(續)*

6b. 財務風險管理目標及政策*(續)*

流動資金風險(續)

此外，下表詳述本集團衍生金融工具之流動資金分析。編製該表時，所依據者為以淨額結算的衍生金融工具之非折現合約現金(流入)流出淨額。本集團衍生金融工具之流動資金分析以合約到期日為編製基準，原因在於管理層認為合約到期日對了解衍生工具現金流量時間至為重要。

Liquidity and interest risk tables

流動資金及利率風險表

		Weighted average effective interest rate 加權平均實際利率 % 百份比	On demand or less than 3 months 按要求或三個月內 HK$'000 千港元	Over 3 months but not more than 1 year 三個月以上但不超過一年 HK$'000 千港元	Over 1 year but not more than 2 years 一年以上但不超過兩年 HK$'000 千港元	Over 2 years but not more than 5 years 兩年以上但不超過五年 HK$'000 千港元	Total un-discounted cash flows 非折現現金流量總額 HK$'000 千港元	Carrying amount 賬面值 HK$'000 千港元
At 31 December 2010	於二零一零年十二月三十一日							
Non-derivative financial liabilities	*非衍生財務負債*							
Trade and other payables	貿易及其他應付賬款	-	1,758,271	1,538,949	-	-	3,297,220	3,297,220
Bills payables	應付票據	-	1,163,337	-	-	-	1,163,337	1,163,337
Bank borrowings	銀行借貸							
- fixed rate	-定息	4.2	574,447	68,069	-	174,898	817,414	760,629
- variable rate	-浮息	1.3	1,167,559	2,132,908	2,594,629	2,898,681	8,793,777	8,216,579
- variable rate hedged by interest rate swap contracts	-浮息(以利率掉期合約對沖)	2.6	390,465	1,215,668	1,909,817	-	3,515,950	3,350,900
			5,054,079	4,955,594	4,504,446	3,073,579	17,587,698	16,788,665
Derivatives - net settlement	*衍生工具-結算淨額*							
Commodity forward contracts	商品遠期合約	-	29,429	8,499	-	-	37,928	33,493
Interest rate swap contracts	利率掉期合約	-	6,012	9,470	52,095	-	67,577	64,332
			35,441	17,969	52,095	-	105,505	97,825

6. FINANCIAL INSTRUMENTS *(continued)*

6b. Financial risk management objectives and policies *(continued)*

Liquidity risk (continued)

Liquidity and interest risk tables *(continued)*

6. FINANCIAL INSTRUMENTS *(continued)*

6c. Fair value

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

- the fair value of financial assets and financial liabilities with standard terms and conditions and traded in active liquid markets are determined with reference to quoted market bid prices and ask prices respectively;
- the fair value of other financial assets and financial liabilities (including derivative instruments) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis and relevant pricing models using prices or rates from observable current market transactions and dealer quotes for similar instruments as input; and
- the fair value of available-for-sale unlisted bond securities is determined based on valuation techniques using inputs that can be observed in the market in addition to unobservable inputs such as credit rating assigned to the bonds.

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

6. 金融工具*(續)*

6c. 公平值

財務資產及財務負債之公平值按下列方式釐定:

- 擁有標準條款及條件並於活躍流通市場買賣之財務資產及財務負債之公平值分別參考市場所報之買盤價及賣盤價釐定;
- 根據公認定價模式，按折現現金流量分析，釐定其他財務資產及財務負債(包括衍生工具)的公平值，折現現金流量分析及相關價格模式使用現時市場交易已有的價格或利率及類似工具的交易商報價作為資料;及
- 利用估值技術，輸入市場上可觀察之項目及債券獲授之信貸評級等不可觀察之項目，釐定可供出售非上市債券證券之公平值。

本公司董事認為，以攤銷成本記錄於綜合財務報表之財務資產及財務負債之賬面值與其公平值相若。

6. FINANCIAL INSTRUMENTS *(continued)*

6c. Fair value *(continued)*

Fair value measurements recognised in the consolidated statement of financial position

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

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

6. 金融工具*(續)*

6c. 公平值*(續)*

於綜合財務狀況表確認之公平值計量

下表提供在按公平值作初步確認後計量之金融工具之分析，據觀察所得之公平值分類為第一類至第三類。

- 第一類，可識別資產或負債在活躍市場報價(未經調整)所得公平值計量。
- 第二類，除第一類計及的報價外，就資產或負債直接(即價格)或間接(即自價格所得)觀察所得的計算項目所得之公平值計量。
- 第三類，利用估值技術，包括輸入根據不可於市場上觀察的數據(不可觀察之項目)釐定的資產或負債，得出公平值計量。

6. FINANCIAL INSTRUMENTS *(continued)*

6c. Fair value *(continued)*

Fair value measurements recognised in the consolidated statement of financial position (continued)

	At 31 December 2010 於二零一零年十二月三十一日			
	Level 1 第一類	**Level 2** 第二類	**Level 3** 第三類	**Total** 總計
	HK$'000 千港元	**HK$'000** 千港元	**HK$'000** 千港元	**HK$'000** 千港元

6. FINANCIAL INSTRUMENTS *(continued)*

6c. Fair value *(continued)*

Fair value measurements recognised in the consolidated statement of financial position (continued)

6. 金融工具*(續)*

6c. 公平值*(續)*

於綜合財務狀況表確認之公平值計量(續)

		At 31 December 2009 於二零零九年十二月三十一日		
		Level 1 第一類 HK$'000 千港元	Level 2 第二類 HK$'000 千港元	Total 總計 HK$'000 千港元
Available-for-sale financial assets	可供出售財務資產			
Listed equity securities	上市股本證券	1,186,544	–	1,186,544
Financial liabilities at FVTPL Derivative financial instruments	按公平值計入損益之財務負債 衍生金融工具	–	11,628	11,628
Derivative instruments in designated hedge accounting relationships	符合指定對沖會計關係之衍生工具	–	132,018	132,018

There were no transfers between Levels 1 to 3 during the years ended 31 December 2009 and 2010.

截至二零零九年及二零一零年十二月三十一日止各年度，第一類至第三類之間概無進行轉撥。

Reconciliation of Level 3 fair value measurement of financial assets

第三類財務資產之公平值計量之對賬

		Unlisted bond securities 非上市債券證券 HK$'000 千港元
At 1 January 2010	於二零一零年一月一日	**–**
Purchases	購入	**406,664**
Loss recognised in other comprehensive income	於其他全面收益確認之虧損	**(3,473)**
At 31 December 2010	於二零一零年十二月三十一日	**403,191**

Included in other comprehensive income is a loss of HK$3,473,000 relating to unlisted bond securities held at the end of the reporting period and is reported as changes of investment revaluation reserve for the year ended 31 December 2010.

其他全面收益計及於報告期結束當日所持與非上市債券證券有關之虧損3,473,000港元，呈報為截至二零一零年十二月三十一日止年度之投資重估儲備變動。

7. REVENUE

During the year ended 31 December 2010, the rental income from property investment is reclassified as part of the principal activities of the Group and as a result, the rental income of HK$90,840,000 for the year ended 31 December 2009 was reclassified as revenue from other income. The Directors are of the opinion that such reclassification is necessary to give a better understanding of the performance of the Group and the comparative amounts presented have been restated to conform with the revised classification.

Revenue represents the net amounts received and receivable by the Group from the sale of goods and services rendered to outside customers, net of discounts, returns and sales related taxes, and rental income received and receivable, for each year and is analysed as follows:

8. SEGMENT INFORMATION

HKFRS 8 "Operating Segments" 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 ("CODM") in order to allocate resources to segments and to assess their performance. Specifically, the Group's operating segments under HKFRS 8 were organised into five main operating divisions (i) manufacture and sale of laminates, (ii) manufacture and sale of PCBs, (iii) manufacture and sale of chemicals, (iv) property development and investment ("Properties") and (v) others (including manufacture and sale of LCDs, and magnetic products).

Under HKFRS 8, reported segment information is based on internal management reporting information that is regularly reviewed by the executive directors, being the CODM of the Group. The measurement policies the Group used for segment reporting under HKFRS 8 are the same as those used in its HKFRS financial statements. The executive directors assess segment profit or loss

8. SEGMENT INFORMATION *(continued)*

(a) Segment revenues and results

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

	Laminates 覆銅面板 HK$'000 千港元	PCBs 印刷線路板 HK$'000 千港元	Chemicals 化工產品 HK$'000 千港元	Properties 物業 HK$'000 千港元	Others 其他 HK$'000 千港元	Eliminations 對銷 HK$'000 千港元	Consolidated 綜合 HK$'000 千港元

8. SEGMENT INFORMATION *(continued)* 8. 分部資料*(續)*

(a) Segment revenues and results *(continued)* (a) 分部收入及收益*(續)*

		Laminates 覆銅面板 HK$'000 千港元	PCBs 印刷線路板 HK$'000 千港元	Chemicals 化工產品 HK$'000 千港元	Properties 物業 HK$'000 千港元	Others 其他 HK$'000 千港元	Eliminations 對銷 HK$'000 千港元	Consolidated 綜合 HK$'000 千港元
Year ended 31 December 2009 (Restated)	截至二零零九年十二月三十一日止年度（經重列）							
Segment revenue	分部收益							
External sales	對外銷售額	6,956,042	7,236,550	9,013,214	90,840	566,727	–	23,863,373
Inter-segment sales	分部間之銷售額	2,464,528	–	476,903	–	113,156	(3,054,587)	–
Total	合計	9,420,570	7,236,550	9,490,117	90,840	679,883	(3,054,587)	23,863,373
Result	業績							
Segment result	分部業績	1,935,096	607,160	590,898	126,316	42,930		3,302,400
Discount on acquisition of additional interests in subsidiaries	收購附屬公司額外權益之折讓							14,580
Gain on disposal of available-for-sale investments	出售可供出售投資之收益							111,564
Gain on disposal of partial interests in subsidiaries	出售附屬公司部份權益之收益							340,038
Gain on disposal of subsidiaries	出售附屬公司之收益							24,242
Impairment loss on available-for-sale investments	可供出售投資之減值虧損							(156,367)
Loss on disposal of subsidiaries	出售附屬公司之虧損							(106,814)
Unallocated corporate income	未分配之公司收入							58,487
Unallocated corporate expenses	未分配之公司支出							(214,621)
Finance costs	融資成本							(221,256)
Share of results of associates	應佔聯營公司業績							64,252
Share of results of jointly controlled entities	應佔共同控制實體業績							(2,325)
Profit before taxation	除稅前溢利							3,214,180
Income tax expense	所得稅開支							(248,484)
Profit for the year	本年度溢利							2,965,696

Inter-segment sales are charged by reference to market prices.

分部間之銷售額乃參考市價計算。

8. SEGMENT INFORMATION *(continued)*

(b) Segment assets and liabilities

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

8. 分部資料*(續)*

(b) 分部資產及負債

以下為按申報分部劃分之本集團資產及負債之分析：

		Laminates 覆銅面板 HK$'000 千港元	PCBs 印刷線路板 HK$'000 千港元	Chemicals 化工產品 HK$'000 千港元	Properties 物業 HK$'000 千港元	Others 其他 HK$'000 千港元	Consolidated 綜合 HK$'000 千港元
At 31 December 2010	於二零一零年十二月三十一日						
Assets	資產						
Segment assets	分部資產	15,622,590	11,144,818	11,090,458	6,989,386	460,767	45,308,019
Available-for-sale investments	可供出售投資						2,299,936
Interests in jointly controlled entities	於共同控制實體之權益						1,075
Interests in associates	於聯營公司之權益						564,447
Unallocated corporate assets	未分配之公司資產						
– Bank balances and cash	–銀行結餘及現金						2,469,736
– Deferred tax assets	–遞延稅項資產						25,549
– Taxation recoverable	–可收回稅項						41,693
– Others	–其他						556,755
Consolidated total assets	綜合資產總值						51,267,210
Liabilities	負債						
Segment liabilities	分部負債	(1,690,717)	(1,634,814)	(2,007,980)	(1,013,486)	(19,118)	(6,366,115)
Unallocated corporate liabilities	未分配之公司負債						
– Bank borrowings	–銀行借貸						(12,328,108)
– Taxation payable	–應繳稅項						(591,764)
– Deferred tax liabilities	–遞延稅項負債						(73,378)
– Others	–其他						(325,510)
Consolidated total liabilities	綜合負債總額						(19,684,875)

8. SEGMENT INFORMATION *(continued)*

8. 分部資料*(續)*

(b) Segment assets and liabilities *(continued)*

(b) 分部資產及負債*(續)*

		Laminates 覆銅面板 HK$'000 千港元	PCBs 印刷線路板 HK$'000 千港元	Chemicals 化工產品 HK$'000 千港元	Properties 物業 HK$'000 千港元	Others 其他 HK$'000 千港元	Consolidated 綜合 HK$'000 千港元
At 31 December 2009	於二零零九年十二月三十一日						
Assets	資產						
Segment assets	分部資產	13,557,657	10,747,354	9,241,667	3,542,920	688,328	37,777,926
Available-for-sale investments	可供出售投資						1,206,869
Interests in jointly controlled entities	於共同控制實體之權益						8,110
Interests in associates	於聯營公司之權益						498,319
Unallocated corporate assets	未分配之公司資產						
– Bank balances and cash	–銀行結餘及現金						2,991,914
– Deferred tax assets	–遞延稅項資產						33,499
– Taxation recoverable	–可收回稅項						5,772
– Others	–其他						852,127
Consolidated total assets	綜合資產總值						43,374,536
Liabilities	負債						
Segment liabilities	分部負債	(1,166,638)	(1,474,126)	(2,003,111)	(539,840)	(32,336)	(5,216,051)
Unallocated corporate liabilities	未分配之公司負債						
– Bank borrowings	–銀行借貸						(11,419,329)
– Taxation payable	–應繳稅項						(401,906)
– Deferred tax liabilities	–遞延稅項負債						(56,418)
– Others	–其他						(156,716)
Consolidated total liabilities	綜合負債總額						(17,250,420)

8. SEGMENT INFORMATION *(continued)* 8. 分部資料*(續)*

(c) Other information (c) 其他資料

		Laminates 覆銅面板 HK$'000 千港元	PCBs 印刷線路板 HK$'000 千港元	Chemicals 化工產品 HK$'000 千港元	Properties 物業 HK$'000 千港元	Others 其他 HK$'000 千港元	Consolidated 綜合 HK$'000 千港元
Year ended 31 December 2010	截至二零一零年十二月三十一日止年度						
Capital additions	資本增添	730,480	500,765	468,640	3,209,512	42,278	4,951,675
Depreciation and amortisation	折舊及攤銷	778,452	542,218	698,651	800	38,994	2,059,115
Impairment loss recognised in respect of trade and other receivables	就貿易及其他應收賬款確認之減值虧損	2,452	45,469	60,243	-	-	108,164
Release of prepaid lease payments	預付租賃款項撥回	7,180	6,527	7,125	-	-	20,832
Loss on disposal and write off of properties, plant and equipment	出售及撇銷物業、廠房及設備之虧損	8,258	4,852	-	-	149	13,259
Share based payment expenses	以股份形式支付開支	-	303	-	-	-	303

		Laminates 覆銅面板 HK$'000 千港元	PCBs 印刷線路板 HK$'000 千港元	Chemicals 化工產品 HK$'000 千港元	Properties 物業 HK$'000 千港元	Others 其他 HK$'000 千港元	Consolidated 綜合 HK$'000 千港元
Year ended 31 December 2009	截至二零零九年十二月三十一日止年度						
Capital additions	資本增添	303,160	681,394	1,644,603	770,612	72,201	3,471,970
Depreciation and amortisation	折舊及攤銷	800,897	559,504	404,458	489	46,660	1,812,008
Impairment loss recognised in respect of trade and other receivables	就貿易及其他應收賬款確認之減值虧損	52,585	18,611	18,874	-	-	90,070
Release of prepaid lease payments	預付租賃款項撥回	7,061	6,041	6,945	-	-	20,047
Loss on disposal and write off of properties, plant and equipment	出售及撇銷物業、廠房及設備之虧損	3,871	7,421	3,874	-	373	15,539
Share based payment expenses	以股份形式支付開支	-	1,427	-	-	-	1,427

8. SEGMENT INFORMATION *(continued)*

(c) Other information *(continued)*

The Group's operations are located in the PRC (country of domicile) and Thailand.

The analysis of the Group's revenue from external customers by geographical location is as follows:

8. 分部資料*(續)*

(c) 其他資料*(續)*

本集團的業務位於中國(所在國家)及泰國。

本集團根據外部客戶所在地區來劃分之營業額分析如下：

		Year ended 31 December 截至十二月三十一日止年度	
		2010 二零一零年 **HK$'000** 千港元	2009 二零零九年 HK$'000 千港元 (Restated) (經重列)
The PRC (country of domicile)	中國(所在國家)	**29,364,098**	20,330,982
Other Asian countries	其他亞洲國家	**2,888,851**	2,444,230
Europe	歐洲	**1,054,252**	676,532
America	美洲	**584,321**	411,629
		33,891,522	23,863,373

No external single customer of the Group contributed over 10% of the Group's revenue for each of the years ended 31 December 2009 and 2010.

截至二零零九年及二零一零年十二月三十一日止年度，本集團並無單一之外部客戶佔本集團營業額10%以上。

8. SEGMENT INFORMATION *(continued)*

(c) Other information *(continued)*

The analysis of the Group's non-current assets other than deferred tax assets, available-for-sale investments and non-current deposits by location of assets is presented as follows:

8. 分部資料*(續)*

(c) 其他資料*(續)*

除遞延稅項資產、可供出售投資及非流動訂金外，本集團非流動資產按資產地點分析呈列如下：

		At 31 December 十二月三十一日	
		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
The PRC (country of domicile)	中國(所在國家)	**22,630,553**	22,767,781
Thailand	泰國	**261,136**	229,905
United Kingdom	英國	**584,031**	–
Singapore	新加坡	**1,836**	1,654
		23,477,556	22,999,340

9. OTHER INCOME

9. 其他收入

		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元 (Restated) (經重列)
Other income comprises:	其他收入包括：		
Dividends from available-for-sale investments	可供出售投資之股息	**29,785**	32,124
Gain on fair value changes of investment properties	投資物業公平值變動之收益	**68,824**	51,425
Net exchange gain	匯兌收益淨額	**55,373**	38,244
Interest income	利息收入	**38,639**	50,575
Government grants	政府資助	**–**	10,937
Gain on fair value changes of foreign currency forward contracts	外匯遠期合約公平值變動之收益	**–**	370
Others	其他	**768**	562
		193,389	184,237

10. IMPAIRMENT LOSS ON AVAILABLE-FOR-SALE INVESTMENTS

During the year ended 31 December 2009, impairment loss on available-for-sale investments of HK$156,367,000 (2010: nil) was recognised as a result of significant or prolonged decline in the fair values of certain of the Group's listed equity investments below their costs.

10. 可供出售投資之減值虧損

於截至二零零九年十二月三十一日止年度內，由於本集團持有的若干上市股本投資的公平值顯著或長期低於其成本價，因此共錄得可供出售投資之減值虧損156,367,000港元(二零一零年：無)。

11. GAIN ON DISPOSAL OF PARTIAL INTERESTS IN SUBSIDIARIES

11. 出售附屬公司部分權益之收益

		2010 二零一零年 **HK$'000** 千港元	2009 二零零九年 HK$'000 千港元
Gain on disposal of partial interest in KLHL	出售建滔積層板部份權益之收益	–	339,756
Gain on disposal of partial interest in United Hill Group Limited	出售聯峰集團有限公司部份權益之收益	–	282
		–	340,038

During the year ended 31 December 2009, the Group entered into an agreement with an independent agent to place down 160,000,000 ordinary shares of KLHL, a non-wholly owned subsidiary of the Company which is listed on the Stock Exchange, to independent third parties at a placing price of HK$4.92 per share, giving a total consideration of approximately HK$787,200,000 before expenses, which amounted to approximately HK$20,540,000.

於截至二零零九年十二月三十一日止年度內，本集團與一名獨立代理人達成協議，以每股配售價4.92港元，向獨立第三方配售160,000,000股建滔積層板(本公司於聯交所上市的非全資擁有附屬公司)的普通股，扣除支出約20,540,000港元前的總代價約為787,200,000港元。

As a result of the placement, the Group's interest in KLHL was reduced from 74.77% to 69.44% and the gain on disposal of partial interest in KLHL amounted to approximately HK$339,756,000.

於配售完成後，本集團持有建滔積層板的權益由74.77%減至69.44%，並因此而錄得出售建滔積層板部份權益之收益約339,756,000港元。

12. FINANCE COSTS 12. 融資成本

		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
Interest on bank borrowings wholly repayable within five years	須於五年內全數償還之銀行借貸之利息	**194,007**	130,007
Other finance charges	其他融資費用	**7,392**	4,473
		201,399	134,480
Fair value loss reclassified from equity on interest rate swaps designated as cash flow hedge of variable rate bank borrowings	就用於對沖浮息銀行借貸之現金流的利率掉期合約而從資本內重新分類之公平值虧損	**111,774**	95,026
		313,173	229,506
Less: Interest capitalised	減：資本化利息	**(9,133)**	(8,250)
		304,040	221,256

Borrowing costs capitalised during the year arose on the general borrowing pool and were calculated by applying a capitalisation rate of 1.1% for 2010 (2009: 1.2%) to expenditures on qualifying assets.

年內之資本化借貸成本乃於一般借貸中產生，於二零一零年以合資格資產開支之資本化率1.1%(二零零九年：1.2%)計算。

13. INCOME TAX EXPENSE

13. 所得稅開支

		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
The amount comprises:	稅項包括：		
Hong Kong Profits Tax	香港利得稅		
Charge for the year	本年度之稅項支出	**8,007**	239
Overprovision in previous years	過往年度超額撥備	**(1,616)**	–
		6,391	239
Taxation arising in the PRC	中國之稅項		
Charge for the year	本年度之稅項支出	**478,808**	242,759
Overprovision in previous years	過往年度超額撥備	**–**	(3,154)
		478,808	239,605
Taxation arising in other jurisdictions	其他司法權區之稅項		
Charge for the year	本年度之稅項支出	**9,025**	31
Deferred taxation (Note 33)	遞延稅項（附註33）		
Charge for the year	本年度支出	**21,997**	8,609
		516,221	248,484

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for both years.

香港利得稅乃按各年之估計應課稅溢利並按16.5%之稅率計算。

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25%.

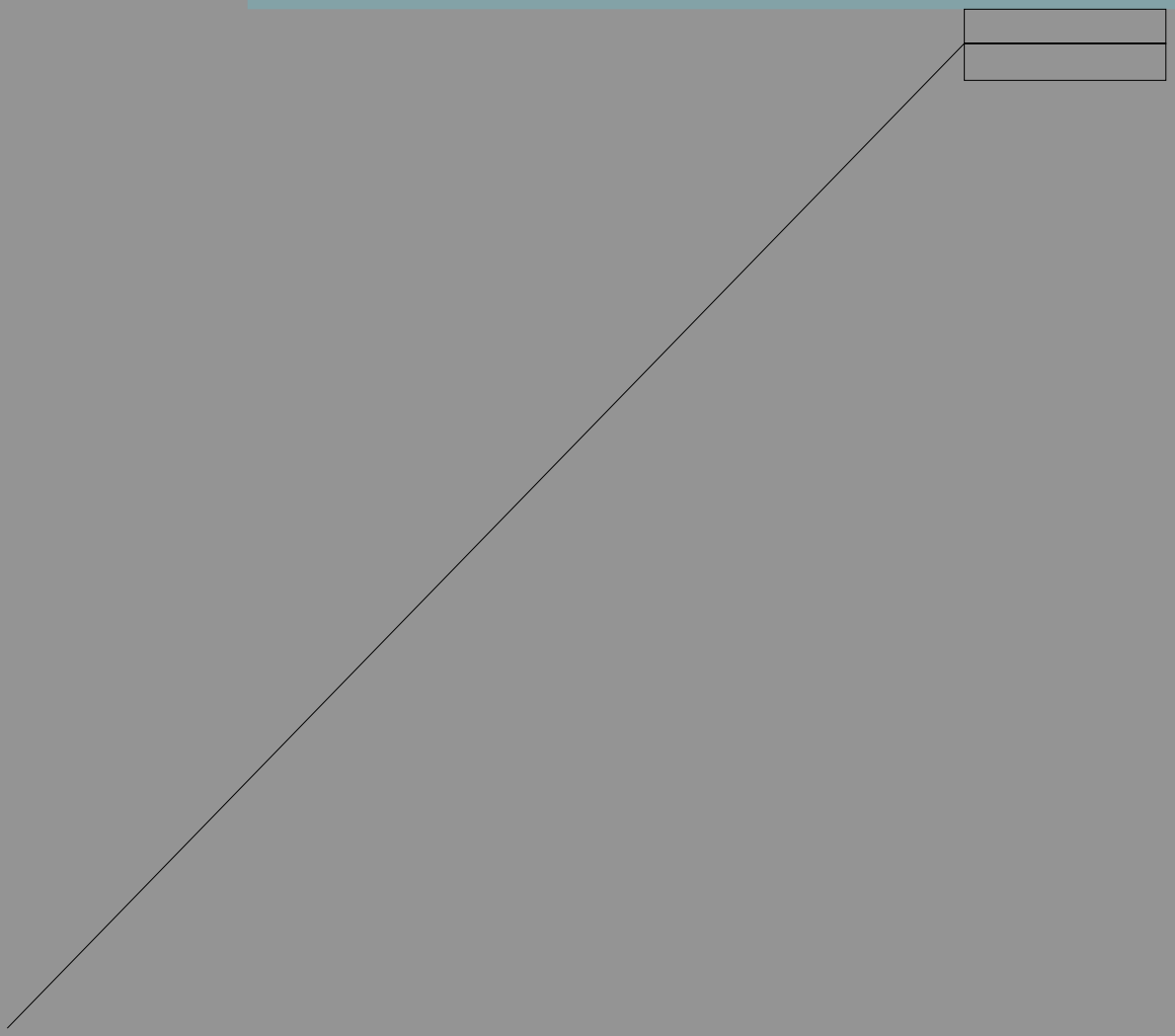
按照《中華人民共和國企業所得稅法》(「企業所得稅法」)及實施條例，適用於本公司的中國附屬公司之企業所得稅稅率為25%。

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

其他司法權區之稅項乃按有關司法權區之適用稅率計算。

13. INCOME TAX EXPENSE *(continued)*

Taxation for the year can be reconciled to the profit before taxation as follows:



13. INCOME TAX EXPENSE *(continued)*

Notes:

(a) The PRC EIT rate of 25% (2009: 25%) is used as the Group's operations are substantially based in the PRC.

(b) Pursuant to relevant laws and regulations in the PRC, certain subsidiaries of the Company in the PRC are exempted from PRC Income Tax for two years starting from their first profit-making year in which profits exceed any carried forward tax losses followed by a 50% reduction in the income tax rate in the following three years ("Tax Holiday"). The Tax Holiday enjoyed by these subsidiaries will expire on or before 2012.

In addition, certain subsidiaries also enjoyed a preferential tax rate and the preferential tax rate will be gradually increased to the new tax rate of 25% over five years from 1 January 2008.

(c) Profits arising from certain subsidiaries of the Company in Macau are exempted from profit tax.

(d) The withholding tax represented the 5% withholding tax paid in respect of the dividend received from an associate, CNOOC Kingboard Chemical Limited.

13. 所得稅開支*(續)*

附註：

(a) 由於本集團大部分業務位於中國，故採用中國企業所得稅稅率25%(二零零九年：25%)。

(b)

(b)

14. PROFIT FOR THE YEAR 14. 本年度溢利

		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
Profit for the year has been arrived at after charging (crediting):	本年度溢利已經扣除（加上）以下項目：		
Depreciation of properties, plant and equipment	物業、廠房及設備折舊	**2,058,419**	1,811,320
Amortisation of intangible assets (included in administrative costs)	無形資產攤銷（已計入行政成本）	**696**	688
		2,059,115	1,812,008
Net exchange gain	匯兌收益淨額		
– included in cost of sales	－已計入銷售成本	**(54,121)**	(39,193)
– included in other income	－已計入其他收入	**(55,373)**	(38,244)
		(109,494)	(77,437)
Auditor's remuneration	核數師酬金	**10,301**	10,062
Cost of inventories recognised as expenses	確認為開支之存貨成本	**26,802,759**	18,861,192
Loss on fair value change of commodity forward contracts (included in cost of sales)	商品遠期合約公平值變動之虧損（已計入銷售成本）	**33,493**	11,628
Impairment loss recognised in respect of trade and other receivables (included in administrative expenses)	就貿易及其他應收賬款確認之減值虧損（已計入行政費用）	**108,164**	90,070
Loss on disposal and write off of properties, plant and equipment	出售及撇銷物業、廠房及設備之虧損	**13,259**	15,539
Release of prepaid lease payments	預付租賃款項之撥回	**20,832**	20,047
Total staff costs, including directors' emoluments (see Note 15)	員工成本總額，包括董事酬金（見附註15）	**1,823,176**	1,598,080

15. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

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

15. 董事及僱員酬金

已付或應付十一名(二零零九年：十二名)董事之酬金如下：

		Year ended 31 December 2010 截至二零一零年十二月三十一日止年度											
		Cheung Kwok Wing 張國榮 HK$'000 千港元	Chan Wing Kwan 陳永鋐 HK$'000 千港元	Cheung Kwong Kwan 張廣軍 HK$'000 千港元	Chang Wing Yiu 鄭永耀 HK$'000 千港元	Ho Yin Sang 何燕生 HK$'000 千港元	Cheung Wai Lin, Stephanie 張偉連 HK$'000 千港元	Mok Cham Hung, Chadwick 莫湛雄 HK$'000 千港元	Lai Chung Wing, Robert 黎忠榮 HK$'000 千港元	Henry Tan 陳亨利 HK$'000 千港元	Cheng Wai Chee, Christopher 鄭維志 HK$'000 千港元	Tse Kam Hung 謝錦洪 HK$'000 千港元	Total 合計 HK$'000 千港元
Fees	袍金	–	–	–	–	–	–	–	180	180	480	380	1,220
Other emoluments:	其他酬金：												
Salaries and other benefits	薪金及其他福利	2,480	2,193	2,247	2,399	2,109	1,183	2,412	–	–	–	–	15,023
Contributions to retirement benefits scheme	退休福利計劃供款	111	98	104	104	98	56	112	–	–	–	–	683
Performance related incentive payment (Note iii)	工作表現獎勵款項(附註iii)	26,016	14,016	14,000	14,016	14,000	6,500	15,016	–	–	–	–	103,564
Total emoluments	酬金總額	28,607	16,307	16,351	16,519	16,207	7,739	17,540	180	180	480	380	120,490

15. DIRECTORS' AND EMPLOYEES' EMOLUMENTS *(continued)*

15. 董事及僱員酬金*(續)*

		Year ended 31 December 2009 截至二零零九年十二月三十一日止年度												
		Cheung Kwok Wing 張國榮 HK$'000 千港元	Chan Wing Kwan 陳永鋐 HK$'000 千港元	Cheung Kwong Kwan 張廣軍 HK$'000 千港元	Chang Wing Yiu 鄭永耀 HK$'000 千港元	Ho Yin Sang 何燕生 HK$'000 千港元	Cheung Wai Lin, Stephanie 張偉連 HK$'000 千港元	Mok Cham Hung, Chadwick 莫湛雄 HK$'000 千港元	Lai Chung Wing, Robert 黎忠榮 HK$'000 千港元 (Note i) (附註 i)	Cheng Ming Fun, Paul 鄭明訓 HK$'000 千港元 (Note ii) (附註 ii)	Henry Tan 陳亨利 HK$'000 千港元	Cheng Wai Chee, Christopher 鄭維志 HK$'000 千港元	Tse Kam Hung 謝錦洪 HK$'000 千港元	Total 合計 HK$'000 千港元
Fees	袍金	–	–	–	–	–	–	–	225	80	180	480	180	1,145
Other emoluments:	其他酬金：													
Salaries and other benefits	薪金及其他福利	2,120	1,855	1,988	1,988	1,855	688	2,147	–	–	–	–	–	12,641
Contributions to retirement benefits scheme	退休福利計劃供款	102	89	95	95	89	33	103	–	–	–	–	–	606
Performance related incentive payment (Note iii)	工作表現獎勵款項 (附註iii)	23,127	11,627	11,500	11,627	11,500	3,375	11,627	–	–	100	–	200	84,683
Total emoluments	酬金總額	25,349	13,571	13,583	13,710	13,444	4,096	13,877	225	80	280	480	380	99,075

Notes:

(i) Mr. Lai Chung Wing, Robert was appointed on 27 February 2009.

(ii) Mr. Cheng Ming Fun, Paul resigned on 27 February 2009.

(iii) The performance related incentive payment is determined with reference to the operating results, individual performance and comparable market statistics during both years.

附註：

(i) 黎忠榮先生於二零零九年二月二十七日獲委任。

(ii) 鄭明訓先生於二零零九年二月二十七日辭任。

(iii) 工作表現相關獎勵款項乃參考該兩個年度之經營業績、個人表現及比較市場數據而釐定。

15. DIRECTORS' AND EMPLOYEES' EMOLUMENTS *(continued)*

No Directors had waived any emoluments during the years ended 31 December 2009 and 2010 and the five highest paid individuals in the Group for the year ended 31 December 2010 included three (2009: four) Directors.

The emoluments of the remaining two (2009: one) individuals were as follows:

15. 董事及僱員酬金*(續)*

概無董事於截至二零零九年及二零一零年十二月三十一日止年度放棄任何酬金。本集團於截至二零一零年十二月三十一日止年度五名最高薪人士有三名(二零零九年：四名)為董事。

餘下兩名人士(二零零九年：一名)之酬金如下：

		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
Salaries and other benefits	薪金及其他福利	**4,732**	2,054
Contributions to retirement benefits scheme	退休福利計劃供款	**207**	99
Performance related incentive payments	工作表現獎勵款項	**32,000**	11,500
		36,939	13,653

Emoluments of these individuals were within the following bands:

該等人士之酬金在以下範圍內：

		Number of individuals 人士數目 2010 二零一零年	 2009 二零零九年
HK$13,500,001–HK$14,000,000	13,500,001港元至14,000,000港元	**–**	1
HK$16,500,001–HK$17,000,000	16,500,001港元至17,000,000港元	**1**	–
HK$20,000,001–HK$20,500,000	20,000,001港元至20,500,000港元	**1**	–
		2	1

During both years, no emoluments were paid to or receivable by the Directors or the Group's five highest paid individuals, including Directors, as an inducement to join or upon joining the Group or as compensation for loss of office.

於兩個年度內，董事或本集團五名最高薪人士(包括董事)概無已收或應收任何酬金，作為吸引彼等加盟或加盟時支付之獎勵或作為離職之補償。

16. DIVIDENDS 16. 股息

		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
Dividends declared and paid	已宣派及派發股息		
Interim dividend for 2010 of HK50 cents (2009: HK30 cents) per ordinary share	二零一零年中期股息每股普通股50港仙（二零零九年：30港仙）	**424,567**	253,422
Final dividend for 2009 of HK45 cents (2009: final dividend for 2008 of HK30 cents) per ordinary share	二零零九年末期股息每股普通股45港仙（二零零九年：二零零八年末期股息30港仙）	**380,133**	253,422
		804,700	506,844

		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
Dividend proposed	建議股息		
Proposed final dividend for 2010 of HK60 cents (2009: HK45 cents) per ordinary share	建議二零一零年末期股息每股普通股60港仙（二零零九年：45港仙）	**509,698**	380,133

The final dividend of HK60 cents per ordinary share in respect of the year ended 31 December 2010 has been proposed by the Directors and is subject to approval by the shareholders of the Company in the forthcoming annual general meeting.

董事建議就截至二零一零年十二月三十一日止年度派發末期股息每股普通股60港仙，惟須待本公司股東於應屆股東週年大會批准，方可作實。

17. EARNINGS PER SHARE

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

17. 每股盈利

本公司持有人應佔每股基本及攤薄盈利按下列數據計算：

		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
Earnings for the purpose of calculating basic earnings per share	計算每股基本盈利之盈利	**3,620,818**	2,396,030
Less: Adjustment to the share of profit of EEIC and its subsidiaries based on dilution of their earnings per share	減：攤薄每股應佔EEIC及其附屬公司盈利之盈利調整	**(1,473)**	–
Earnings for the purpose of calculating diluted earnings per share	計算每股攤薄盈利之盈利	**3,619,345**	2,396,030

		Number of shares 股份數目 2010 二零一零年	 2009 二零零九年
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	計算每股基本盈利之普通股加權平均數	**846,433,936**	844,465,583
Add: Effect of dilutive potential ordinary shares relating to:	加上：具潛在攤薄效應之普通股：		
– outstanding share options issued by the Company	－本公司發行而未行使之優先購股權	**6,687,049**	7,329,438
– outstanding warrants issued by the Company	－本公司發行而未行使之認股權證	**1,249,070**	–
Weighted average number of ordinary shares for the purpose of calculating diluted earnings per share	計算每股攤薄盈利之普通股加權平均數	**854,370,055**	851,795,021

The calculation of diluted earnings per share for the year ended 31 December 2009 did not take into account the outstanding share options of a non-wholly owned subsidiary, EEIC, as the exercise price of the outstanding share options of EEIC was higher than the average market price during that year.

於截至二零零九年十二月三十一日止年度內，計算每股攤薄盈利時並無考慮非全資擁有附屬公司—EEIC之尚未行使之優先購股權，因該年其優先購股權之行使價，都較其股份的市場平均價為高。

18. INVESTMENT PROPERTIES 18. 投資物業

		HK$'000 千港元
FAIR VALUE	公平值	
At 1 January 2009	於二零零九年一月一日	1,327,165
Exchange adjustments	匯兌調整	1,991
Additions	添置	7,460
Transfer from properties, plant and equipment (Note i)	轉撥自物業、廠房及設備（附註i）	35,396
Increase in fair value	公平值增加	51,425
At 31 December 2009 and 1 January 2010	於二零零九年十二月三十一日及二零一零年一月一日	1,423,437
Exchange adjustments	匯兌調整	42,462
Additions	添置	585,987
Transfer from properties, plant and equipment (Note ii)	轉撥自物業、廠房及設備（附註ii）	9,500
Increase in fair value	公平值增加	68,824
At 31 December 2010	於二零一零年十二月三十一日	2,130,210

Notes:

(i) The fair value of the properties transferred from properties, plant and equipment at the dates of transfer for the year ended 31 December 2009 had been arrived at on the basis of a valuation carried out on that day by Messrs. BMI Appraisals Limited, independent qualified valuers not connected to the Group.

(ii) The fair value of the properties transferred from properties, plant and equipment at the dates of transfer for the year ended 31 December 2010 had been arrived at on the basis of a valuation carried out on that day by Messrs. Memfus Wong Surveyors Limited, independent qualified valuers not connected to the Group.

附註：

(i) 截至二零零九年十二月三十一日止年度，該等轉撥自物業、廠房及設備之物業於轉撥日期之公平值，乃按與本集團並無關連之獨立合資格估值師中和邦盟評估有限公司於該日進行估值之基準達致。

(ii) 截至二零一零年十二月三十一日止年度，該等轉撥自物業、廠房及設備之物業於轉撥日期之公平值，乃按與本集團並無關連之獨立合資格估值師黃開基測計師行有限公司，於該日進行估值之基準達致。

18. INVESTMENT PROPERTIES *(continued)*

The fair value of the Group's investment properties at 31 December 2010 had been arrived at on the basis of a valuation carried out on that date by Messrs. Memfus Wong Surveyors Limited, independent qualified valuers not connected with the Group. Messrs. Memfus Wong Surveyors Limited are members of the Hong Kong Institute of Surveyors. The valuation was arrived at by reference to market evidence of transaction prices for similar properties.

The fair value of the Group's investment properties at 31 December 2009 had been arrived at on the basis of a valuation carried out on that date by Messrs. BMI Appraisals Limited, independent qualified valuers not connected with the Group. Messrs. BMI Appraisals Limited are members of the Hong Kong Institute of Surveyors. The valuation was arrived at by reference to market evidence of transaction prices for similar properties.

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

18. 投資物業*(續)*

本集團投資物業於二零一零年十二月三十一日之公平值乃按與本集團並無關連之獨立合資格估值師黃開基測計師行有限公司，於該日進行估值之基準達致。黃開基測計師行有限公司為香港測量師學會會員。是次估值乃參考類似物業交易價值之市場憑證釐定。

本集團投資物業於二零零九年十二月三十一日之公平值乃按與本集團並無關連之獨立合資格估值師中和邦盟評估有限公司於該日進行估值之基準達致。中和邦盟評估有限公司為香港測量師學會會員。是次估值乃參考類似物業交易價值之市場憑證釐定。

本集團為賺取租金或資本增值並根據經營租約持有之所有物業權益，均利用公平值模式計量，並分類及列作投資物業。

18. INVESTMENT PROPERTIES *(continued)*

The carrying value of investment properties shown above comprises:

18. 投資物業*(續)*

以上所示投資物業賬面值包括：

		31.12.2010 於二零一零年 十二月三十一日 **HK$'000** 千港元	31.12.2009 於二零零九年 十二月三十一日 HK$'000 千港元	1.1.2009 於二零零九年 一月一日 HK$'000 千港元
Property interests situated in Hong Kong under:	按下列租約於香港持有之物業權益：			
Medium-term lease	中期租約	**19,650**	5,600	3,840
Property interests situated outside Hong Kong under:	按下列租約於香港以外持有之物業權益：			
Medium-term lease	中期租約	**2,078,760**	1,387,037	1,297,600
Long lease	長期租約	**31,800**	30,800	25,725
		2,110,560	1,417,837	1,323,325
		2,130,210	1,423,437	1,327,165

19. PROPERTIES, PLANT AND EQUIPMENT 19. 物業、廠房及設備

		Freehold lands 永久產權土地 HK$'000 千港元	Buildings for own use 自用樓宇 HK$'000 千港元	Leasehold improvements 租約物業裝修 HK$'000 千港元	Plant and machinery 廠房及機器 HK$'000 千港元	Furniture, fixtures and equipment 傢俬、裝置及設備 HK$'000 千港元	Transportation equipment 運輸設備 HK$'000 千港元	Property, plant and equipment under construction 在建物業、廠房及設備 HK$'000 千港元	Total 合計 HK$'000 千港元
COST	成本								
At 1 January 2009	於二零零九年一月一日	60,738	2,791,255	394,766	16,892,510	507,748	306,742	2,118,627	23,072,386
Exchange adjustments	匯兌調整	88	4,438	628	26,859	807	488	3,369	36,677
Additions	添置	–	5,811	19,028	883,445	7,032	9,353	1,711,307	2,635,976
Acquired from acquisition of subsidiaries (Note 38)	收購附屬公司而獲取(附註38)	–	–	–	673,445	109,460	2,965	–	785,870
Disposals and write off	出售及撇銷	–	–	(20,208)	(344,033)	(42,262)	(24,580)	–	(431,083)
Disposal of subsidiaries (Note 39)	出售附屬公司(附註39)	–	–	–	(463,612)	(1,714)	(3,849)	–	(469,175)
Transferred to investment properties (Note)	轉撥至投資物業(附註)	–	(33,545)	–	–	–	–	–	(33,545)
Reclassifications	重新分類	–	111,312	3,959	1,741,238	191,601	–	(2,048,110)	–
At 31 December 2009 and 1 January 2010	於二零零九年十二月三十一日及二零一零年一月一日	60,826	2,879,271	398,173	19,409,852	772,672	291,119	1,785,193	25,597,106
Exchange adjustments	匯兌調整	86	69,075	12,385	618,858	30,920	4,977	87,553	823,854
Additions	添置	–	5,084	30,469	536,985	102,901	10,682	1,057,229	1,743,350
Acquired from acquisition of subsidiaries (Note 38)	收購附屬公司而獲取(附註38)	–	3,685	–	249	–	–	–	3,934
Disposals and write off	出售及撇銷	–	(209)	(2,972)	(435,738)	(29,115)	(9,577)	–	(477,611)
Disposal of subsidiaries (Note 39)	出售附屬公司(附註39)	–	(30,215)	–	(428,737)	(2,967)	(687)	–	(462,606)
Transferred to investment properties (Note)	轉撥至投資物業(附註)	–	(4,961)	–	–	–	–	–	(4,961)
Reclassifications	重新分類	–	87,345	101,727	838,426	119,971	–	(1,147,469)	–
At 31 December 2010	於二零一零年十二月三十一日	60,912	3,009,075	539,782	20,539,895	994,382	296,514	1,782,506	27,223,066

19. PROPERTIES, PLANT AND EQUIPMENT (continued) 19. 物業、廠房及設備(續)

		Freehold lands 永久產權土地 HK$'000 千港元	Buildings for own use 自用樓宇 HK$'000 千港元	Leasehold improvements 租約物業裝修 HK$'000 千港元	Plant and machinery 廠房及機器 HK$'000 千港元	Furniture, fixtures and equipment 傢俬、裝置及設備 HK$'000 千港元	Transportation equipment 運輸設備 HK$'000 千港元	Property, plant and equipment under construction 在建物業、廠房及設備 HK$'000 千港元	Total 合計 HK$'000 千港元
DEPRECIATION AND IMPAIRMENT	折舊及減值								
At 1 January 2009	於二零零九年一月一日	–	377,569	152,779	5,386,132	166,234	101,394	–	6,184,108
Exchange adjustments	匯兌調整	–	600	243	8,564	264	161	–	9,832
Provided for the year	本年度撥備	–	57,101	45,390	1,621,153	62,124	25,552	–	1,811,320
Eliminated on disposals and write off	出售時註銷及撇銷	–	–	(19,855)	(199,742)	(18,829)	(4,241)	–	(242,667)
Eliminated on disposal of subsidiaries (Note 39)	出售附屬公司時註銷(附註39)	–	–	–	(8,251)	(555)	(426)	–	(9,232)
Eliminated on transfer to investment properties (Note)	轉撥至投資物業時註銷(附註)	–	(3,728)	–	–	–	–	–	(3,728)
At 31 December 2009 and 1 January 2010	於二零零九年十二月三十一日及二零一零年一月一日	–	431,542	178,557	6,807,856	209,238	122,440	–	7,749,633
Exchange adjustments	匯兌調整	–	11,210	11,306	191,510	7,543	3,117	–	224,686
Provided for the year	本年度撥備	–	64,731	61,290	1,774,652	128,006	29,740	–	2,058,419
Eliminated on disposals and write off	出售時註銷及撇銷	–	(178)	(2,699)	(331,477)	(24,459)	(8,415)	–	(367,228)
Eliminated on disposal of subsidiaries (Note 39)	出售附屬公司時註銷(附註39)	–	(5,547)	–	(8,285)	(177)	(68)	–	(14,077)
Eliminated on transfer to investment properties (Note)	轉撥至投資物業時註銷(附註)	–	(2,729)	–	–	–	–	–	(2,729)
At 31 December 2010	於二零一零年十二月三十一日	–	499,029	248,454	8,434,256	320,151	146,814	–	9,648,704
CARRYING VALUES	賬面值								
At 31 December 2010	於二零一零年十二月三十一日	60,912	2,510,046	291,328	12,105,639	674,231	149,700	1,782,506	17,574,362
At 31 December 2009	於二零零九年十二月三十一日	60,826	2,447,729	219,616	12,601,996	563,434	168,679	1,785,193	17,847,473
At 1 January 2009	於二零零九年一月一日	60,738	2,413,686	241,987	11,506,378	341,514	205,348	2,118,627	16,888,278

Note: During the years ended 31 December 2010 and 2009, the Group changed the use of certain of its leasehold properties and rented them out to independent third parties for rental income. When there was a change in use, upon the transfer from properties, plant and equipment to investment properties, these properties were revalued at fair value with a gain on revaluation of approximately HK$7,268,000 (2009: HK$5,579,000), which has been credited to the property revaluation reserve.

附註： 截至二零一零年及二零零九年十二月三十一日止年度，本集團改變若干租約物業用途，並出租予獨立第三方，以獲得租金收入。倘用途有變，在從物業、廠房及設備中轉撥至投資物業時，該等物業按公平值重估，重估收益約為7,268,000港元(二零零九年：5,579,000港元)，已計入物業重估儲備。

19. PROPERTIES, PLANT AND EQUIPMENT *(continued)*

At 31 December 2010, the Group's freehold lands of HK$60,912,000 (2009: HK$60,826,000) are situated outside Hong Kong. The Group's buildings for own use are situated outside Hong Kong with medium-term leases as at 31 December 2009 and 2010.

The above items of properties, plant and equipment other than those under construction are depreciated on a straight-line basis at the following rates per annum:

Freehold lands	Nil
Buildings for own use	Over the remaining unexpired terms of leases or fifty years, whichever is the shorter
Leasehold improvements	Over shorter of lease terms or 10 – 20%
Plant and machinery	10 – 20%
Furniture, fixtures and equipment	10 – 33$^1/_3$%
Transportation equipment	10% – 20%

19. 物業、廠房及設備*(續)*

於二零一零年十二月三十一日，本集團共有60,912,000港元(二零零九年：60,826,000港元)永久產權土地位於香港境外。於二零零九年及二零一零年十二月三十一日，本集團以中期租約持有自用樓宇位於香港境外。

除在建物業、廠房及設備外，上述物業、廠房及設備項目以直線基準按下列年度比率計提折舊：

永久產權土地	沒有
自用樓宇	按照租約內剩餘未完的年期或50年(以較短者為準)
租約物業裝修	按照租約年期或10 – 20%(以較短者為準)
廠房及機器	10 – 20%
傢俬、裝置及設備	10 – 33$^1/_3$%
運輸設備	10% – 20%

20. PREPAID LEASE PAYMENTS

All of the Group's prepaid lease payments are prepaid for medium term leasehold land outside Hong Kong.

20. 預付租賃款項

本集團全部預付租賃款項均為香港境外中期租約土地之預付款項。

		31.12.2010 於二零一零年 十二月三十一日 **HK$'000** 千港元	31.12.2009 於二零零九年 十二月三十一日 HK$'000 千港元	1.1.2009 於二零零九年 一月一日 HK$'000 千港元
Analysed for reporting purposes as:	就報告分析如下：			
Current assets	流動資產	**23,617**	22,667	32,103
Non-current assets	非流動資產	**919,313**	933,230	1,499,021
		942,930	955,897	1,531,124

20. PREPAID LEASE PAYMENTS *(continued)*

Movements of prepaid lease payments are as follows:

20. 預付租賃款項*(續)*

預付租賃款項之變動如下：

		HK$'000 千港元
At 1 January 2009	於二零零九年一月一日	1,531,124
Exchange adjustments	匯兌調整	2,297
Additions	添置	21,824
Acquired from acquisition of a subsidiary (Note 38)	收購一間附屬公司而獲取（附註38）	28,300
Transfer to properties held for development (Note 28) (Note)	轉撥至待發展物業（附註28）(附註)	(538,144)
Disposal of subsidiaries (Note 39)	出售附屬公司(附註39)	(69,457)
Charge for the year	本年度支出	(20,047)
At 31 December 2009 and 1 January 2010	於二零零九年十二月三十一日及二零一零年一月一日	955,897
Exchange adjustments	匯兌調整	36,325
Additions	添置	135,205
Disposals	出售	(172,973)
Acquired from acquisition of subsidiaries (Note 38)	收購附屬公司而獲取（附註38）	15,953
Disposal of subsidiaries (Note 39)	出售附屬公司(附註39)	(6,645)
Charge for the year	本年度支出	(20,832)
At 31 December 2010	於二零一零年十二月三十一日	942,930

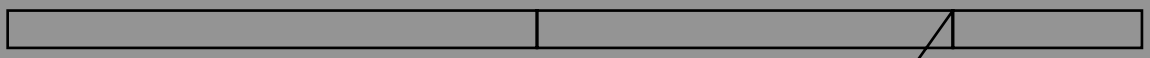
Note: During the year ended 31 December 2009, the Group changed its intention to develop a parcel of land in the PRC for sale purpose rather than for own use. As a result, the prepaid lease payments of HK$538,144,000 was transferred to properties held for development during that year.

附註： 截至二零零九年十二月三十一日止年度，本集團改變位於中國的一幅土地的發展意向，由自用改為出售。因此，於年內將預付租賃款項538,144,000港元轉撥至待發展物業。

The lease term over which the prepaid lease payments are amortised ranged from 35 years to 50 years.

預付租賃款項按介乎35年至50年不等租期攤銷。

21. GOODWILL



22. INTERESTS IN ASSOCIATES *(continued)*

At 31 December 2010 and 2009, the Group had interests in the following associates:

22. 於聯營公司之權益*(續)*

於二零一零年及二零零九年十二月三十一日，本集團擁有以下聯營公司權益：

Name of entity 實體名稱	Form of business structure 業務架構形式	Place of registration/ incorporation 註冊／成立地點	Principle place of operation 主要營業地點	Proportion of nominal value of registered capital/ issued share capital held by the Group 本集團所持有註冊資本／已發行股本面值比例 **31.12.2010** 於二零一零年十二月三十一日	31.12.2009 於二零零九年十二月三十一日	Principal activities 主要業務
CNOOC Kingboard Chemical Limited# 中海石油建滔化工有限公司#	Incorporated 註冊成立	PRC 中國	PRC 中國	**40%**	40%	Manufacture and distribution of methanol 製造及分銷甲醇
山西金能建滔投資有限公司#	Incorporated 註冊成立	PRC 中國	PRC 中國	**49%**	49%	Coal mining and distribution of coals 煤炭開採及分銷
實友化工(揚州)有限公司# （實友化工）	Incorporated 註冊成立	PRC 中國	PRC 中國	**N/A** 不適用	N/A* 不適用*	Refining and distribution of chemicals 提煉及分銷化工產品

\# These companies were established in the PRC in the form of Sino-Foreign Equity Joint Ventures.

* 實友化工 became a non-wholly owned subsidiary during the year ended 31 December 2009.

\# 此等公司乃以中外合資合營企業形式在中國成立。

* 實友化工於截至二零零九年十二月三十一日止年度內成為非全資擁有附屬公司。

Included in the cost of investments in associates at 1 January 2009 was goodwill of approximately HK$147,087,000 arising on acquisition of 實友化工 in prior years, the Group's associate. The movement of goodwill is set out below.

於二零零九年一月一日，於聯營公司之投資成本包括收購本集團以往年度聯營公司實友化工引起之商譽約147,087,000港元。商譽變動載列如下。

		HK$'000 千港元
At 1 January 2009	於二零零九年一月一日	147,087
Transfer to goodwill of a subsidiary	轉撥至一間附屬公司之商譽	(147,087)
At 31 December 2009 and 2010	於二零零九年及二零一零年十二月三十一日	–

22. INTERESTS IN ASSOCIATES *(continued)*

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

22. 於聯營公司之權益*(續)*

本集團聯營公司之財務資料概述如下：

		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
Total assets	資產總值	**2,144,253**	1,904,951
Total liabilities	負債總額	**(748,422)**	(673,695)
Net assets	資產淨值	**1,395,831**	1,231,256
Group's share of net assets of associates	本集團應佔聯營公司資產淨值	**564,447**	498,319
Revenue (Note)	營業額(附註)	**4,678,253**	2,563,989
Profit for the year (Note)	本年度溢利(附註)	**501,948**	89,192
Other comprehensive income for the year (Note)	本年度其他全面收益(附註)	**45,695**	1,977
Group's share of profits of associates for the year (Note)	本集團應佔聯營公司本年度之溢利(附註)	**200,873**	64,252
Group's share of other comprehensive income of associates for the year (Note)	本集團應佔聯營公司本年度之其他全面收益(附註)	**18,785**	796

Note: The amounts in 2009 included the revenue, loss and other comprehensive income of 實友化工 for the period from 1 January 2009 to the date of which 實友化工 ceased to be an associate of the Group during the year ended 31 December 2009.

附註： 於二零零九年之該等金額包括實友化工由二零零九年一月一日至於截至二零零九年十二月三十一日止年度內不再為本集團聯營公司期間之營業額、虧損及其他全面收益。

23. AVAILABLE-FOR-SALE INVESTMENTS

Available-for-sale investments comprise:

23. 可供出售投資

可供出售投資包括：

		31.12.2010 於二零一零年 十二月三十一日 HK$'000 千港元	31.12.2009 於二零零九年 十二月三十一日 HK$'000 千港元	1.1.2009 於二零零九年 一月一日 HK$'000 千港元
Listed investments, at fair value:	上市投資，按公平值：			
Equity securities listed in Hong Kong	於香港上市之股本證券	**1,710,259**	566,912	759,923
Equity securities listed in United States	於美國上市之股本證券	**5,078**	619,632	–
		1,715,337	1,186,544	759,923
Unlisted bond securities issued by listed issuers in Hong Kong, at fair value (Note i):	香港上市發行人發行之非上市債券證券，按公平值(附註i)：			
– perpetual bond with a fixed coupon interest at 6% per annum	– 具有年息6厘之固定永久性債券	**324,127**	–	–
– bond with a fixed coupon interest at 8.6% per annum and maturity date on 1 December 2016	– 具有年息8.6厘之固定債券，並於2016年12月1日到期	**38,694**	–	–
– bond with a fixed coupon interest at 9.62% per annum and maturity date on 3 August 2017	– 具有年息9.62厘之固定債券，並於2017年8月3日到期	**40,370**	–	–
		403,191	–	–
Unlisted equity investments, at cost	非上市股本投資，按成本			
– private equity investments in the PRC (Note ii)	– 在中國之私募股本投資(附註ii)	**36,525**	20,325	20,325
– private equity investment in Hong Kong (Note iii)	– 在香港之私募股本投資(附註iii)	**144,883**	–	–
		181,408	20,325	20,325
Total	合計	**2,299,936**	1,206,869	780,248

23. AVAILABLE-FOR-SALE INVESTMENTS *(continued)*

At the end of reporting period, all listed available-for-sale investments are stated at fair value. Fair values of those listed investments have been determined by reference to bid prices quoted in active markets. Fair values of those unlisted bond securities have been derived from valuation techniques using inputs that can be observed in the market in addition to unobservable inputs. The unlisted equity investments are stated at cost as their fair values cannot be measured reliably.

Notes:

(i) During the year ended 31 December 2010, the Group purchased unlisted bond securities issued by listed issuers in Hong Kong. These unlisted bond securities were designated as available-for-sale investments at the date of acquisition.

(ii) The unlisted equity investments represent (i) 11.34% (2009: 10%) equity interest in an unlisted private entity established in the PRC which is engaged in hotel operation; and (ii) 5% (2009: 5%) equity interest in an unlisted private entity established in the PRC which is engaged in property development. They are measured at cost less impairment at the end of the reporting period because the range of reasonable fair value estimates is so significant that the Directors are of the opinion that their fair values cannot be measured reliably.

(iii) During the year ended 31 December 2010, the Group subscribed for 10% interest in a private entity incorporated in the British Virgin Islands which is engaged in the property development business in Hong Kong. The investee currently holds a number of properties in a building situated in Hong Kong which is intended for redevelopment purpose (the "Redevelopment Project"). The total participation amount in the Redevelopment Project committed by the Group amounted to US$21,000,000 (approximately HK$163,800,000) and the Group has contributed approximately HK$144,883,000 as part of the participation as at 31 December 2010.

The investment is measured at cost less impairment at the end of the reporting period because the range of reasonable fair value estimate is so significant that the Directors are of the opinion that its fair value cannot be measured reliably.

23. 可供出售投資*(續)*

於報告期間結束當日，所有可供出售上市投資均按公平值列賬。該等上市投資之公平值乃經參考交投活躍市場所報競投價釐定。該等非上市債券證券之公平值利用估值技術，輸入市場上可觀察之項目及不可觀察之項目，予以釐定。由於不能可靠計算非上市股本投資之公平值，故按成本列賬。

附註：

(i) 截至二零一零年十二月三十一日止年度內，本集團購買香港上市發行人發行之非上市債券證券。該等非上市債券證券於收購當日被指定為可供出售投資。

(ii) 上述非上市股本投資指(i)於中國成立之非上市私營實體之11.34%(二零零九年：10%)股權，該實體從事酒店營運業務；及(ii)於中國成立之非上市私營實體之5%(二零零九年：5%)股權，該實體從事物業發展。由於公平值之合理估算幅度龐大，致使董事認為未能可靠計算其公平值，故非上市股本投資於報告期間結束當日按成本扣除減值計算。

(iii) 截至二零一零年十二月三十一日止年度內，本集團認購一間於英屬處女群島註冊成立之私營實體之10%股權，該私營實體於香港從事物業發展業務。被投資方現時擁有一棟位於香港之樓宇多個物業單位，該大廈擬定重建(「重建計劃」)。本集團參予此重建計劃之總金額為21,000,000美元(約163,800,000港元)。於二零一零年十二月三十一日，本集團就參予計劃已付約144,883,000港元。

於報告期結束當日，由於公平值之合理估算幅度龐大，致使董事認為未能可靠計算其公平值，故該投資按成本扣除減值計算。

23. AVAILABLE-FOR-SALE INVESTMENTS *(continued)*

Included in available-for-sale investments are the following amounts denominated in a currency other than the functional currency of the group entities to which they relate:

23. 可供出售投資*(續)*

可供出售投資包括下列以集團實體相關之功能貨幣以外貨幣計值之款額：

		2010 二零一零年 **Amount** 金額 **'000** 千元	2009 二零零九年 Amount 金額 '000 千元
US$	美元	**70,917**	79,440
HK$	港元	**1,746,783**	587,237

24. INTERESTS IN JOINTLY CONTROLLED ENTITIES

24. 於共同控制實體之權益

		31.12.2010 於二零一零年 十二月三十一日 **HK$'000** 千港元	31.12.2009 於二零零九年 十二月三十一日 HK$'000 千港元	1.1.2009 於二零零九年 一月一日 HK$'000 千港元
Cost of unlisted investment in jointly controlled entities	共同控制實體之非上市投資成本	**15,953**	15,953	15,953
Share of post-acquisition losses	應佔收購後虧損	**(33,100)**	(26,065)	(23,740)
		(17,147)	(10,112)	(7,787)
Amounts due from jointly controlled entities (Note)	應收共同控制實體款項(附註)	**18,222**	18,222	18,222
		1,075	8,110	10,435

Note: The amounts due from jointly controlled entities are unsecured, interest-free, with no fixed repayment terms and are not repayable in the foreseeable future.

附註： 應收共同控制實體款項為無抵押、免息，且無固定還款期，毋須於可見將來償還。

24. INTERESTS IN JOINTLY CONTROLLED ENTITIES *(continued)*

Included in the cost of investment in jointly controlled entities is goodwill of approximately HK$10,943,000 (2009: HK$10,943,000) arising on the acquisition of jointly controlled entities in prior years.

24. 於共同控制實體之權益*(續)*

於共同控制實體投資成本包括過往年度收購共同控制實體所產生為數約10,943,000港元(二零零九年：10,943,000港元)之商譽。

	Goodwill 商譽 HK$'000 千港元
CARRYING VALUE At 1 January 2009, 31 December 2009 and 31 December 2010	賬面值 於二零零九年一月一日、二零零九年十二月三十一日及二零一零年十二月三十一日	10,943

At 31 December 2010 and 2009, the Group had interests in the following significant jointly controlled entities:

於二零一零年及二零零九年十二月三十一日，本集團於下列重大共同控制實體擁有權益：

Name of jointly controlled entity 共同控制實體名稱	**Form of business structure** 業務架構形式	**Place of registration/ incorporation and operation** 註冊／註冊成立及營業地點	**Proportion of nominal value of registered/ issued capital held by the Group** 本集團所持有註冊資本／已發行股本面值比例		**Proportion of voting power** 表決比例		**Principal activity** 主要業務
			2010 二零一零年	2009 二零零九年	**2010** 二零一零年	2009 二零零九年	
Concord Modern Technology Limited 康美科技有限公司	Incorporated 註冊成立	Hong Kong 香港	**50%**	50%	**50%**	50%	Manufacture and sale of optical discs 製造及分銷光碟
Full Summit Development Limited 溢峰發展有限公司	Incorporated 註冊成立	Hong Kong 香港	**50%**	50%	**50%**	50%	Manufacture and sale of optical discs 製造及分銷光碟

24. INTERESTS IN JOINTLY CONTROLLED ENTITIES *(continued)*

24. 於共同控制實體之權益*(續)*

以權益法列賬之本集團之共同控制實體權益之財務資料概述如下：

25. NON-CURRENT DEPOSITS

25. 非流動訂金

		31.12.2010 於二零一零年 十二月三十一日 **HK$'000** 千港元	31.12.2009 於二零零九年 十二月三十一日 HK$'000 千港元	1.1.2009 於二零零九年 一月一日 HK$'000 千港元
Non-current deposits for	非流動訂金用作：			
– acquisition of properties, plant and equipment (Note i)	– 購買物業、廠房及設備(附註i)	**664,702**	511,659	1,413,450
– acquisition of investment properties (Note ii)	– 購買投資物業(附註ii)	**1,050,637**	–	–
		1,715,339	511,659	1,413,450

Notes:

(i) The amounts represent deposits paid for the acquisition of properties, plant and equipment, and the deposits will not be realised within twelve months from thlve

27. INVENTORIES 27. 存貨

		31.12.2010 於二零一零年 十二月三十一日 **HK$'000** 千港元	31.12.2009 於二零零九年 十二月三十一日 HK$'000 千港元	1.1.2009 於二零零九年 一月一日 HK$'000 千港元
Raw materials	原料	**3,021,324**	2,438,652	1,744,933
Work in progress	在製品	**784,295**	721,430	594,830
Finished goods	製成品	**217,609**	294,623	221,571
		4,023,228	3,454,705	2,561,334

28. PROPERTIES HELD FOR DEVELOPMENT 28. 待發展物業

		31.12.2010 於二零一零年 十二月三十一日 **HK$'000** 千港元	31.12.2009 於二零零九年 十二月三十一日 HK$'000 千港元	1.1.2009 於二零零九年 一月一日 HK$'000 千港元
Carrying amount of properties held for development:	待發展物業賬面值：			
Current assets	流動資產	**4,625,399**	1,980,068	–
Non-current assets	非流動資產	**–**	–	233,135
		4,625,399	1,980,068	233,135

28. PROPERTIES HELD FOR DEVELOPMENT *(continued)*

Movements of properties held for development are as follows:

28. 待發展物業*(續)*

待發展物業變動如下：

		HK$'000 千港元
At 1 January 2009	於二零零九年一月一日	233,135
Exchange adjustments	匯兌調整	350
Additions	添置	763,152
Acquired from acquisition of a subsidiary (Note 38)	收購一間附屬公司而獲取（附註38）	445,287
Transfer from prepaid lease payments (Note 20)	轉撥自預付租賃款項（附註20）	538,144
At 31 December 2009 and 1 January 2010	於二零零九年十二月三十一日及二零一零年一月一日	1,980,068
Exchange adjustments	匯兌調整	79,203
Additions	添置	2,566,128
At 31 December 2010	於二零一零年十二月三十一日	4,625,399

Properties held for development are situated in the PRC with medium-term leases and are stated at cost at 31 December 2010 and 2009.

於二零一零年及二零零九年十二月三十一日，待發展物業位於中國，按中期租約持有，並按成本列賬。

During the year ended 31 December 2009, the Group completed the acquisition of the remaining pieces of lands in the PRC for property development and the properties held for development of HK$233,135,000, which was classified as non-current assets at 1 January 2009, was classified as current assets during that year.

於二零零九年一月一日分類為非流動資產之233,135,000港元待發展物業已於年內重新分類為流動資產，因本集團於截至二零零九年十二月三十一日止年度內已完成收購位於中國所餘下之地皮作物業發展之用。

Properties held for development are classified as current assets as the properties are held for development for sale purposes. At 31 December 2010, the amount of properties held for development classified as current assets that are expected by the management to be realised after next twelve months from the end of the reporting period was HK$4,625,399,000 (2009: HK$1,980,068,000).

待發展物業已分類為流動資產，原因為待發展物業持作可供出售物業。據管理層預期，於報告期間結束當日起計未來12個月後變現，並於截至二零一零年十二月三十一日止年度分類為流動資產之待發展物業金額為4,625,399,000港元（二零零九年:1,980,068,000港元）。

29. OTHER FINANCIAL ASSETS *(continued)*

Trade and other receivables and prepayments and bills receivables *(continued)*

The Group allows credit periods of up to 120 days, depending on the products sold, to its trade customers. The following is an aged analysis of trade receivables at the end of the reporting period:

29. 其他財務資產*(續)*

貿易及其他應收賬款、預付款項及應收票據*(續)*

本集團給予貿易客戶之信貸期最長為120日，視乎所銷售的產品而定。於報告期間結束為止，貿易應收賬款之賬齡分析如下：

29. OTHER FINANCIAL ASSETS *(continued)*

Trade and other receivables and prepayments and bills receivables *(continued)*

29. 其他財務資產*(續)*

貿易及其他應收賬款、預付款項及應收票據*(續)*

於報告日，逾期但無減值之貿易應收賬款之賬齡分析如下：

29. OTHER FINANCIAL ASSETS *(continued)*
Movement in the allowance for doubtful debts

29. 其他財務資產*(續)*
呆壞賬準備之變動

		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
Balance at beginning of the year	年初結餘	**410,841**	358,406
Impairment losses recognised on receivables	確認應收賬款之減值虧損	**108,164**	90,070
Amounts written off as uncollectible	撇銷不可收回之款項	**(16,773)**	(37,635)
Balance at end of the year	年末結餘	**502,232**	410,841

Included in the allowance for doubtful debts are individually impaired trade receivables with an aggregate balance of HK$502,232,000 (2009: HK$410,841,000) which have either been placed under liquidation or in severe financial difficulties. The Group does not hold any collateral over these balances.

呆壞賬準備包括個別已減值之貿易應收賬款，總結餘為502,232,000港元(二零零九年：410,841,000港元)，該等款項為清盤或財務困難項下之款項。本集團就該等結餘並無持有任何抵押品。

Included in trade and other receivables and bills receivables are the following amounts denominated in a currency other than the functional currency of the group entities to which they relate:

貿易及其他應收賬款及應收票據包括下列以集團實體相關功能貨幣以外貨幣計值之款額：

		2010 二零一零年 Amount 金額 '000 千元	2009 二零零九年 Amount 金額 '000 千元
US$	美元	**318,279**	265,938
HK$	港元	**1,345,469**	1,084,989
Euro	歐元	**160**	482

29. OTHER FINANCIAL ASSETS *(continued)*

Bank balances and cash

Bank balances and cash comprise cash held by the Group and short-term bank deposits with an original maturity of three months or less. At 31 December 2010, the bank balances and deposits carry interest at the prevailing market interest rate which range from 0.01% to 1.26% (2009: 0.01% to 3.70%) per annum.

Included in bank balances and cash are pledged bank deposits of HK$121,636,000 (2009: HK$105,622,000) at 31 December 2010 which are pledged to banks to secure short-term banking facilities of the Group.

At 31 December 2010 and 2009, the Group had bank balances and cash that were either not freely convertible or were subject to exchange controls in the PRC, amounting to approximately HK$3,609.8 million and HK$2,980.7 million, respectively.

Included in the bank balances and cash are the following amounts denominated in currencies other than the functional currency of the group entities to which they relate:

29. 其他財務資產*(續)*

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原到期日為三個月或以下之短期銀行存款。於二零一零年十二月三十一日，銀行結餘及存款按現行市場年利率介乎0.01厘至1.26厘(二零零九年：介乎0.01厘至3.70厘)計息。

於二零一零年十二月三十一日，銀行結餘及現金包括已質押銀行存款121,636,000港元(二零零九年：105,622,000港元)，該等已質押銀行存款乃向銀行質押，作為本集團短期銀行融資的抵押品。

於二零一零年及二零零九年十二月三十一日，本集團不可自由兌換或須受中國外匯管制所規限之銀行結餘及現金分別約為3,609,800,000港元及2,980,700,000港元。

銀行結餘及現金包括下列以集團實體相關之功能貨幣以外貨幣計值之款額：

		2010 二零一零年 **Amount** 金額 **'000** 千元	2009 二零零九年 Amount 金額 '000 千元
US$	美元	**83,548**	125,833
HK$	港元	**673,339**	1,104,076
Euro	歐元	**2,814**	6,694
JPY	日圓	**7,612**	7,348

30. DERIVATIVE FINANCIAL INSTRUMENTS *(continued)*

(a) Interest rate swap contracts under cash flow hedges

During the years ended 31 December 2010 and 2009, the Group used interest rate swap contracts (net quarterly settlement) to minimise its exposure to certain cash flow changes of its variable-rate Hong Kong dollar bank borrowings by swapping floating interest rates to fixed interest rates. The terms of these interest rate swap contracts were negotiated to match with those of the hedged bank borrowings (i.e. same notional amount of the derivatives match with principal amounts of bank borrowings, same currency and interest rate index). The Directors consider that the interest rate swap contracts are highly effective hedging instruments and have designated them as cash flows hedging instruments for hedge accounting purpose.

During the year ended 31 December 2010, the hedge was 89% to 119% (2009: 97% to 115%) effective in hedging cash flow exposure to interest rate movements. Fair value losses of HK$44,088,000 (2009: HK$89,986,000) for the year ended 31 December 2010 have been recognised in other comprehensive income and accumulated in equity and are expected to be released to the consolidated income statement when the hedged interest expense was charged to profit or loss quarterly.

During the year ended 31 December 2010, an amount of approximately HK$111,774,000 (2009: HK$95,026,000) reclassified from equity into profit or loss was included in the finance costs in the consolidated income statement (see Note 12).

30. 衍生金融工具*(續)*

(a) 現金流量對沖項下利率掉期合約

截至二零一零年及二零零九年十二月三十一日止各年度，本集團透過將浮息轉為定息，利用利率掉期合約(每季淨額結算)減低按浮息計算之港元銀行借貸若干現金流量變動之風險。該等利率掉期合約之條款經磋商後與對沖銀行借貸之主要條款相脗合(即：衍生工具之面值與銀行借貸之本金額相同、幣值及利率指標均相同)。董事認為利率掉期合約為極有效之對沖工具，並就對沖會計法而言，指定該等工具為現金流量對沖工具。

截至二零一零年十二月三十一日止年度，就對沖承受利率上落風險的現金流量而言，對沖為89%至119%(二零零九年：97%至115%)有效。截至二零一零年十二月三十一日止年度公平值虧損44,088,000港元(二零零九年：89,986,000港元)於其他全面收益內確認及於權益內累計，預期對沖利息開支每季於損益內扣除時於綜合收益表撥回。

截至二零一零年十二月三十一日止年度，一筆為數約111,774,000港元(二零零九年：95,026,000港元)由權益轉撥至損益，計入綜合收益表內融資成本(見附註12)。

30. DERIVATIVE FINANCIAL INSTRUMENTS *(continued)*

(a) Interest rate swap contracts under cash flow hedges *(continued)*

Included in bank borrowings as disclosed in Note 32 were bank loans of HK$3,350,900,000 (2009: HK$4,296,400,000) which were under cash flow hedges and the major terms of the interest rate swap contracts under cash flow hedges at the end of the reporting period are as follows:

30. 衍生金融工具*(續)*

(a) 現金流量對沖項下利率掉期合約*(續)*

於報告期間結束為止，附註32所披露之銀行借貸包括現金流量對沖項下銀行貸款3,350,900,000港元(二零零九年：4,296,400,000港元)，而該等現金流量對沖項下利率掉期合約之主要條款如下：

Outstanding contracts as at 於以下日期尚未到期之合約	Notional amount 面值 HK$'000 千港元	Maturity 到期日	Receive floating 所收浮息	Pay fixed 所付定息
31 December 2010 於二零一零年十二月三十一日	1,423,100	Within 1 year 一年內	HIBOR 香港銀行同業拆息	2.34% to 3.88% 2.34厘至3.88厘
	1,927,800	Within 1 to 2 years 一至兩年內	HIBOR 香港銀行同業拆息	2.66% to 4.04% 2.66厘至4.04厘
31 December 2009 於二零零九年一月一日	100,000	Within 1 year 一年內	HIBOR 香港銀行同業拆息	3.61% 3.61厘
	1,946,400	Within 1 to 2 years 一至兩年內	HIBOR 香港銀行同業拆息	2.34% to 3.88% 2.34厘至3.88厘
	2,250,000	Within 2 to 3 years 兩至三年內	HIBOR 香港銀行同業拆息	2.66% to 4.04% 2.66厘至4.04厘
1 January 2009 於二零零九年一月一日	266,700	Within 1 to 2 years 一至兩年內	HIBOR 香港銀行同業拆息	3.61% 3.61厘
	2,800,000	Within 2 to 3 years 兩至三年內	HIBOR 香港銀行同業拆息	2.37% to 3.03% 2.37厘至3.03厘
	2,100,000	Within 3 to 4 years 三至四年內	HIBOR 香港銀行同業拆息	2.66% to 4.04% 2.66厘至4.04厘

30. DERIVATIVE FINANCIAL INSTRUMENTS *(continued)*

(b) Interest rate swap contract not under cash flow hedges

At 31 December 2010 and 2009, the Group did not have outstanding interest rate swap contract not under cash flow hedges.

At 1 January 2009, major term of that contract which did not qualify for hedge accounting under cash flow hedges was as follows:

30. 衍生金融工具*(續)*

(b) 非現金流量對沖項下利率掉期合約

於二零一零年及二零零九年十二月三十一日，本集團並無尚未到期之並非現金流量對沖列賬之利率掉期合約。

於二零零九年一月一日，該不符合現金流量對沖項下對沖會計法之合約之主要條款如下：

Outstanding contracts as at 於以下日期尚未到期之合約	Notional amount 面值 HK$'000 千港元	Maturity 到期日	Receive floating 所收浮息	Pay fixed 所付定息
1 January 2009 於二零零九年一月一日	300,000	Within 1 year 一年內	HIBOR 香港銀行同業拆息	3.40% to 3.74% 3.40厘至3.74厘

30. DERIVATIVE FINANCIAL INSTRUMENTS *(continued)*

(c) Commodity forward contracts not under hedge accounting

During the years ended 31 December 2010 and 2009, the Group entered into commodity forward contract to hedge against part of the Group's exposure in copper price fluctuations. At the respective maturity dates, the contracts are settled net in cash with the issuers. The major terms of the outstanding contracts at the end of the reporting period are as follows:

30. 衍生金融工具*(續)*

(c) 並非以對沖會計法列賬之商品遠期合約

截至二零一零年及二零零九年十二月三十一日止各年度，本集團訂立商品遠期合約，以對沖本集團承受銅價波動之部分風險。於各到期日，該等合約與發行人以現金作淨額結算。該等於報告期間結束當日尚未到期之合約之主要條款如下：

At 31 December 2010 於二零一零年十二月三十一日

Contract amount 合約金額			
Currency 貨幣	**Quantity** 數量	**Maturity** 到期日	**Commodity forward price** 商品遠期價
US$ 美元	Copper 200 metric tonnes 200公噸銅	1 February 2011 二零一一年二月一日	Sell at US$8,350/metric tonne 按每公噸8,350美元出售
US$ 美元	Copper 200 metric tonnes 200公噸銅	1 February 2011 二零一一年二月一日	Sell at US$8,320/metric tonne 按每公噸8,320美元出售
US$ 美元	Copper 200 metric tonnes 200公噸銅	1 February 2011 二零一一年二月一日	Sell at US$8,335/metric tonne 按每公噸8,335美元出售
US$ 美元	Copper 200 metric tonnes 200公噸銅	1 February 2011 二零一一年二月一日	Sell at US$8,380/metric tonne 按每公噸8,380美元出售
US$ 美元	Copper 200 metric tonnes 200公噸銅	1 February 2011 二零一一年二月一日	Sell at US$8,365/metric tonne 按每公噸8,365美元出售
US$ 美元	Copper 1,000 metric tonnes 1,000公噸銅	1 February 2011 二零一一年二月一日	Sell at US$8,420/metric tonne 按每公噸8,420美元出售
US$ 美元	Copper 1,000 metric tonnes 1,000公噸銅	1 March 2011 二零一一年三月一日	Sell at US$8,900/metric tonne 按每公噸8,900美元出售
US$ 美元	Copper 1,000 metric tonnes 1,000公噸銅	1 April 2011 二零一一年四月一日	Sell at US$8,800/metric tonne 按每公噸8,800美元出售

30. DERIVATIVE FINANCIAL INSTRUMENTS *(continued)*

30. 衍生金融工具*(續)*

(c) Commodity forward contracts not under hedge accounting *(continued)*

(c) 並非以對沖會計法列賬之商品遠期合約*(續)*

At 31 December 2009 於二零零九年十二月三十一日

Contract amount 合約金額			
Currency 貨幣	**Quantity** 數量	**Maturity** 到期日	**Commodity forward price** 商品遠期價
US$ 美元	Copper 500 metric tonnes 500公噸銅	31 January 2010 二零一零年一月三十一日	Sell at US$6,574/metric tonne 按每公噸6,574美元出售
US$ 美元	Copper 500 metric tonnes 500公噸銅	1 February 2010 二零一零年二月一日	Sell at US$6,613/metric tonne 按每公噸6,613美元出售
US$ 美元	Copper 500 metric tonnes 500公噸銅	1 February 2010 二零一零年二月一日	Sell at US$6,606/metric tonne 按每公噸6,606美元出售
US$ 美元	Copper 500 metric tonnes 500公噸銅	1 February 2010 二零一零年二月一日	Sell at US$6,577/metric tonne 按每公噸6,577美元出售

At 1 January 2009 於二零零九年一月一日

Contract amount 合約金額			
Currency 貨幣	**Quantity** 數量	**Maturity** 到期日	**Commodity forward price** 商品遠期價
US$ 美元	Copper 500 metric tonnes 500公噸銅	3 March 2009 二零零九年三月三日	Sell at US$3,617/metric tonne 按每公噸3,617美元出售

30. DERIVATIVE FINANCIAL INSTRUMENTS *(continued)*

(d) Foreign currency forward contracts not under hedge accounting

At 31 December 2010 and 2009, the Group did not have outstanding foreign currency forward contract.

The major terms of the outstanding contracts at 1 January 2009 were as follows:

30. 衍生金融工具*(續)*

(d) 並非以對沖會計法列賬之外匯遠期合約

於二零一零年及二零零九年十二月三十一日，本集團並無尚未到期之外匯遠期合約。

於二零零九年一月一日尚未到期合約之主要條款如下：

Notional amount 面值	Maturity 到期日	Forward contract rates 遠期合約匯率
9 contracts to buy US$1,000,000 each 九份每份購買1,000,000美元之合約	Within 1 year 一年內	US$1 to HK$7.710 1美元兌7.710港元
9 contracts to buy US$1,000,000 each 九份每份購買1,000,000美元之合約	Within 1 year 一年內	US$1 to HK$7.695 1美元兌7.695港元
9 contracts to sell US$2,000,000 each 九份每份出售2,000,000美元之合約	Within 1 year 一年內	US$1 to HK$7.710 1美元兌7.710港元
9 contracts to sell US$2,000,000 each 九份每份出售2,000,000美元之合約	Within 1 year 一年內	US$1 to HK$7.695 1美元兌7.695港元

The above derivatives are measured at fair value at the end of the reporting period by reference to the valuations provided by counterparty financial institutions for these instruments which are determined in accordance with generally accepted pricing models based on discounted cash flow analysis and forward pricing model using prices or rates from observable current market transactions and dealer quotes for similar instruments.

上述衍生工具於報告期間結束當日乃經參考有關交易方金融機構根據公認定價模式按折現現金流量分析及遠期價格模式使用現時市場交易觀察所得的價格或利率，以及類似工具的交易商報價所釐定的估值，按公平值計量。

31. TRADE AND OTHER PAYABLES AND BILLS PAYABLES

The following is an aged analysis of the trade payables at the end of the reporting period:

31. 貿易及其他應付賬款及應付票據

於報告期間結束為止，貿易應付賬款之賬齡分析如下：

		31.12.2010 於二零一零年 十二月三十一日 **HK$'000** 千港元	31.12.2009 於二零零九年 十二月三十一日 HK$'000 千港元	1.1.2009 於二零零九年 一月一日 HK$'000 千港元
0-90 days	0 – 90日	**1,658,076**	1,470,770	1,084,914
91–180 days	91 – 180日	**347,702**	300,802	498,968
Over 180 days	180日以上	**191,247**	285,294	165,795
		2,197,025	2,056,866	1,749,677

Other payables mainly represented payables for acquisition of properties, plant and equipment, amount due to an associate, value-added tax payable, advances from customers and accrued expenses.

其他應付賬款主要指購買物業、廠房及設備的應付款項、應付聯營公司款項、應付增值稅、客戶墊款及應付費用。

All bills payables of the Group are aged within 90 days at the end of the reporting period.

本集團所有應付票據賬齡均為報告期間結束後的90日之內。

Included in trade and other payables and bills payables are the following amounts denominated in currencies other than the functional currency of the group entities to which they relate:

貿易及其他應付賬款及應付票據包括下列以集團實體之相關功能貨幣以外貨幣計值之金額：

		2010 二零一零年 **Amount** 金額 **'000** 千元	2009 二零零九年 Amount 金額 '000 千元
US$	美元	**114,122**	90,917
HK$	港元	**180,321**	132,659
JPY	日圓	**947,961**	472,530
Euro	歐元	**341**	1,445

32. BANK BORROWINGS 銀行借貸

32. BANK BORROWINGS *(continued)*

The bank borrowings are unsecured and bear interest at market rates.

Included in the above bank borrowings are the fixed-rate bank borrowings of HK$760,629,000 (2009: HK$101,647,000) at 31 December 2010 which are repayable within one year from the end of the reporting period. The fixed-rate bank borrowings carry interest ranging from 1.22% to 5.4% (2009: 4.86% to 7.25%) per annum.

The rest of the bank borrowings are variable-rate borrowings which carry interest ranging from HIBOR+0.4% to HIBOR+2% (2009: HIBOR+0.4% to HIBOR+2%) per annum.

The range of effective interest rates (which are also equal to contracted interest rates) on the Group's bank borrowings are as follows:

32. 銀行借貸*(續)*

銀行借貸為無抵押，並按市場利率計息。

於二零一零年十二月三十一日，上述銀行借貸包括須於報告期間結束當日起計一年內償還之定息銀行借貸760,629,000港元(二零零九年：101,647,000港元)。定息銀行借貸年息率介乎1.22厘至5.4厘不等(二零零九年：4.86厘至7.25厘)。

餘下銀行借貸為浮息借貸，年息率介乎銀行同業拆息加0.4厘至銀行同業拆息加2.0厘(二零零九年：銀行同業拆息加0.4厘至銀行同業拆息加2.0厘)不等。

本集團銀行借貸之實際利率(相當於已訂約利率)範圍如下：

		2010 二零一零年	2009 二零零九年
Effective interest rates	實際利率		
Fixed-rate borrowings	定息借貸	**1.22% to 5.4%** **1.22厘至5.4厘**	4.86% to 7.25% 4.86厘至7.25厘
Variable-rate borrowings	浮息借貸	**0.82% to 2.49%** **0.82厘至2.49厘**	1.5% to 2.7% 1.5厘至2.7厘

Included in bank borrowings are the following amounts denominated in currencies other than the functional currency of the group entities to which they relate:

銀行借貸包括下列以集團實體之相關功能貨幣以外貨幣計值之金額：

		2010 二零一零年 **Amount** 金額 **'000** 千元	2009 二零零九年 Amount 金額 '000 千元
US$	美元	**70,476**	59,043
HK$	港元	**8,450,855**	7,485,277
JPY	日圓	**162,995**	365,672

33. DEFERRED TAXATION

The followings are the major deferred tax liabilities (assets) recognised and movements thereon during the current and prior reporting periods:

33. 遞延稅項

下表為本報告期間及以前報告期間內已予確認之主要遞延稅項負債(資產)以及當中之變動：

		Accelerated tax depreciation 加速稅務折舊 HK$'000 千港元	Tax losses 稅務虧損 HK$'000 千港元	Write-down of inventories 存貨撇減 HK$'000 千港元	Revaluation of properties 物業重估 HK$'000 千港元	Hedging instruments 對沖工具 HK$'000 千港元	Undistributed profits of an associate 一間聯營公司之未分配溢利 HK$'000 千港元	Total 合計 HK$'000 千港元
At 1 January 2009	於二零零九年一月一日	45,171	(8,628)	(13,589)	12,494	(16,779)	–	18,669
Exchange adjustments	匯兌調整	63	(12)	–	–	–	–	51
(Credit) charge to consolidated income statement for the year (Note 13)	本年度綜合收益表之(撥回)支出(附註13)	(3,544)	(3,882)	(1,596)	12,092	–	5,539	8,609
Credit to equity for the year	計入本年度權益	–	–	–	–	(11,099)	–	(11,099)
Released to consolidated income statement for the year	撥回本年度綜合收益表	–	–	–	–	12,228	–	12,228
Utilised during the year	本年度已動用	–	–	–	–	–	(5,539)	(5,539)
At 31 December 2009 and 1 January 2010	於二零零九年十二月三十一日及二零一零年一月一日	41,690	(12,522)	(15,185)	24,586	(15,650)	–	22,919
Exchange adjustments	匯兌調整	70	–	–	–	–	–	70
(Credit) charge to consolidated income statement for the year (Note 13)	本年度綜合收益表之(撥回)支出(附註13)	(598)	–	(1,838)	17,206	–	7,227	21,997
Credit to equity for the year	計入本年度權益	–	–	–	–	(8,373)	–	(8,373)
Released to consolidated income statement for the year	撥回本年度綜合收益表	–	–	–	–	18,443	–	18,443
Utilised during the year	本年度已動用	–	–	–	–	–	(7,227)	(7,227)
At 31 December 2010	於二零一零年十二月三十一日	41,162	(12,522)	(17,023)	41,792	(5,580)	–	47,829

33. DEFERRED TAXATION *(continued)*

For the purposes of the presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

33. 遞延稅項*(續)*

若干遞延稅項資產及負債因應綜合財務狀況表呈示用途而作出抵銷。以下為該等遞延稅項結餘用作財務申報的用途時作出的分析：

		31.12.2010 於二零一零年十二月三十一日 **HK$'000** 千港元	31.12.2009 於二零零九年十二月三十一日 HK$'000 千港元	1.1.2009 於二零零九年一月一日 HK$'000 千港元
Deferred tax liabilities	遞延稅項負債	**73,378**	56,418	51,329
Deferred tax assets	遞延稅項資產	**(25,549)**	(33,499)	(32,660)
		47,829	22,919	18,669

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries since 1 January 2008 amounting to HK$4,348,959,000 (2009: HK$1,940,256,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

中國企業所得稅法規定，自二零零八年一月一日起，將向於中國的附屬公司就其所賺取之溢利而宣派之股息徵收預扣稅。本公司之中國附屬公司自二零零八年一月一日起賺取之累計溢利應佔之臨時差額為4,348,959,000港元(二零零九年：1,940,256,000港元)，本集團並未就該遞延稅項於綜合財務報表作出撥備，原因是本集團能控制撥回臨時差額之時間，且有關臨時差額將可能不會於可見將來撥回。

At 31 December 2010, deferred tax assets of (i) approximately HK$12,522,000 (2009: HK$12,522,000) in relation to unused tax losses; (ii) approximately HK$17,023,000 (2009: HK$15,185,000) in relation to write-down of inventories and (iii) approximately HK$5,580,000 (2009: HK$15,650,000) in relation to loss on cash flow hedge recognised in hedging reserve have been recognised in the Group's consolidated statement of financial position.

於二零一零年十二月三十一日，(i)有關未動用稅項虧損之遞延稅項資產約12,522,000港元(二零零九年：12,522,000港元)；(ii)有關撇減存貨之遞延稅項資產約17,023,000港元(二零零九年：15,185,000港元)；及(iii)有關現金流量對沖虧損之遞延稅項資產約5,580,000港元(二零零九年：15,650,000港元)已於本集團綜合財務狀況表確認。

33. DEFERRED TAXATION *(continued)*

At 31 December 2010, the Group has not recognised deferred tax assets arising from tax losses amounting to approximately HK$305,289,000 (2009: HK$177,694,000) due to the unpredictability of the future profit streams. All tax losses can be carried forward indefinitely. The Group also has unrecognised deferred tax assets of approximately HK$1,623,000 (2009: HK$6,128,000) in relation to loss on cash flow hedge recognised in hedging reserve due to the unpredictability of future profit streams.

33. 遞延稅項*(續)*

於二零一零年十二月三十一日，本集團有未確認遞延稅項資產，原因為無法預計為數約305,289,000港元(二零零九年：177,694,000港元)之稅項虧損所產生之未來溢利來源。全部稅項虧損可無限期結轉。此外，本集團就已於對沖儲備中確認之現金流對沖虧損有關之未確認遞延稅項資產約1,623,000港元(二零零九年：6,128,000港元)，原因為無法預計未來溢利來源。

34. SHARE CAPITAL

34. 股本

		Number of shares 股份數目	Share capital 股本 HK$'000 千港元
Ordinary shares of HK$0.10 each	每股面值0.10港元之普通股		
Authorised	法定		
At 1 January 2009, 31 December 2009 and 31 December 2010	於二零零九年一月一日、二零零九年十二月三十一日及二零一零年十二月三十一日	1,200,000,000	120,000

		Number of shares 股份數目		Share capital 股本	
		2010 二零一零年	2009 二零零九年	**2010** 二零一零年 **HK$'000** 千港元	2009 HK$'000 千港元
Issued and fully paid	已發行及繳足				
At beginning of the year	於年初	**844,739,046**	839,261,046	**84,474**	83,926
Exercise of share options (see Note 36)	行使優先購股權(見附註36)	**4,670,000**	5,478,000	**467**	548
Exercise of warrants (see Note 35)	行使認股權證(見附註35)	**88,176**	–	**9**	–
At end of the year	於年終	**849,497,222**	844,739,046	**84,950**	84,474

35. WARRANTS

On 2 March 2010, a bonus issue of warrants ("Warrants") to the shareholders of the Company on the basis of 1 warrant for every 10 shares held by shareholders of the Company whose names appear on the register of members of the Company on 26 April 2010, was proposed. Consequently, 84,473,904 Warrants were issued, conferring rights to the holders of the Warrants from any time on 5 May 2010 up to 31 October 2012 (both days inclusive) to subscribe for up to an aggregate of 84,473,904 shares of the Company at an initial subscription price of HK$40 per share (subject to adjustment), representing an aggregate subscription price of approximately HK$3,378,956,000.

The fair value of equity component of the Warrants was amounted to HK$675,791,000 based on the quoted price of the Warrants at the first day of their trading on the Stock Exchange and the amount was transferred from retained profits to warrant reserve as a bonus issue of warrants.

During the year ended 31 December 2010, 88,176 new shares of the Company were issued on exercise of the Warrants. Exercise in full of the remaining outstanding Warrants would, under the present capital structure, result in the receipt by the Company of approximately HK$3,375,429,000 in subscription monies and the issue of 84,385,728 new shares of the Company.

35. 認股權證

於二零一零年三月二日，本公司已提呈向於二零一零年四月二十六日名列本公司股東名冊之股東發行紅利認股權證(「認股權證」)，基準為每持有十股股份獲派一份認股權證。其後，84,473,904份認股權證獲發行，該等認股權證賦予其持有人權利，可於二零一零年五月五日起至二零一二年十月三十一日(包括首尾兩日)內隨時按初步認購價每股股份40港元(可予以調整)最多認購合共84,473,904股本公司股份，合共認購價相當於約3,378,956,000港元。

認股權證之權益部分之公平值為675,791,000港元，於聯交所首個交易日按認股權證之報價釐定，該金額由保留溢利轉撥至認股權證儲備，作為紅利認股權證發行。

截至二零一零年十二月三十一日止年度，由於認股權證獲行使而已發行88,176股本公司新股份。根據現行股本結構，全面行使餘下尚未行使認股權證將導致本公司收取3,375,429,000港元認購金額及發行84,385,728股本公司新股份。

36. SHARE OPTIONS

(a) Employees' share option scheme of the Company

The Company adopted its first share option scheme on 11 May 1998, and such share option scheme was terminated upon the adoption of its second share option scheme ("2002 Scheme") on 2 July 2002 for the duration of 10 years. In view of the recent changes to the Listing Rules, a new share option scheme (the "Scheme") was approved by shareholders of the Company at the extraordinary general meeting of the Company held on 23 March 2009. The 2002 Scheme was accordingly terminated on the same day without affecting the rights of holders of any options granted and outstanding under the 2002 Scheme.

36. 優先購股權

(a) 本公司僱員優先購股權計劃

本公司於一九九八年五月十一日採納其首個優先購股權計劃，其後該優先購股權計劃於二零零二年七月二日因採納第二個為期十年之優先購股權計劃(「二零零二年計劃」)而終止。由於最近上市規則之改變，本公司股東已於二零零九年三月二十三日召開之本公司股東特別大會上批准一項新優先購股權計劃(「該計劃」)。二零零二年計劃亦因此而於同日終止，惟二零零二年計劃項下任何已授出及尚未行使之優先購股權持有人之權利並不受影響。

36. SHARE OPTIONS *(continued)*

(a) Employees' share option scheme of the Company *(continued)*

Under the Scheme which is valid for a period of ten years, the board of directors of the Company may, at its discretion, grant options to subscribe for shares in the Company to eligible participants ("Eligible Participants") who contribute to the long term growth and profitability of the Company. Eligible Participants include (i) any employee (whether full time or part time) of the Company, any of its subsidiaries or any entity in which the Group holds any equity interests ("Invested Entity"), including any executive director of the Company, any of such subsidiaries or any Invested Entity; (ii) any non-executive directors (including independent non-executive directors) of the Company, its subsidiaries or any Invested Entity; (iii) any supplier of goods or services to any member of the Group or any Invested Entity; (iv) any customer of the Group or any Invested Entity; (v) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity; and (vi) any person or entity who from time to time determined by the Board as having contributed or may contribute to the development and growth of the Group based on his or its performance and/or years of service, or is regarded as valuable resources of the Group based on his/its working experience, knowledge in the industry and other relevant factors. The subscription price for the Company's shares shall be a price at least equal to the highest of the nominal value of the Company's shares, the average of the closing prices of the Company's shares quoted on the Stock Exchange on the five trading days immediately preceding the date of an offer of the grant of the options and the closing price of the Company's shares quoted on the Stock Exchange on the date of an offer of the grant of the options. The options must be taken up within 28 business days from the date of grant upon payment of HK$1 and are exercisable over a period to be determined and notified by the Directors to each grantee, which period may commence from the date of acceptance of the offer of the grant of the options but shall end in any event not later than ten years from the date of adoption of the Scheme.

36. 優先購股權*(續)*

(a) 本公司僱員優先購股權計劃*(續)*

根據有效期為十年之該計劃，本公司董事會可酌情向對本公司長遠增長及盈利作出貢獻之合資格參與者(「合資格參與者」)授出優先購股權，以認購本公司股份。合資格參與者包括(i)本公司、其任何附屬公司或本集團持有任何股權之任何實體(「受投資實體」)之任何全職或兼職僱員，包括本公司、任何該等附屬公司或任何受投資實體之任何執行董事；(ii)本公司、其附屬公司或任何受投資實體任何非執行董事，包括獨立非執行董事；(iii)本集團任何成員公司或任何受投資實體之任何貨品或服務供應商；(iv)本集團或任何受投資實體之任何客戶；(v)本集團任何成員公司或任何受投資實體之任何股東或本集團任何成員公司或受投資實體之任何已發行證券持有人；及(vi)董事會不時按其表現及／或服務年期而認為曾經或可能對本集團發展及增長作出貢獻，或按其於業內工作經驗、知識及其他相關因素而被視為本集團寶貴資源之任何人士或實體。本公司股份之認購價須為至少相等於本公司股份面值、本公司股份於緊接要約授出優先購股權日期前五個交易日於聯交所所報平均收市價及本公司股份於要約授出優先購股權日期於聯交所所報收市價之最高者。優先購股權須於授出日期28個營業日內接納，接納時須支付1港元，優先購股權可於董事釐定並通知各承授人之期間內行使，該期間可由接納要約授出優先購股權之日起，惟無論如何須不遲於該計劃採納日期起計十年止。

36. SHARE OPTIONS *(continued)*

(a) Employees' share option scheme of the Company *(continued)*

The total number of the Company's shares which may be issued upon exercise of all options to be granted under the Scheme and any other schemes of the Group (excluding options lapsed in accordance with the terms of the Scheme and any other schemes of the Group) must not in aggregate exceed 10% of the Company's shares in issue as at the date of adoption of the Scheme. The limit on the number of the Company's shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other schemes of the Group must not exceed 30% of the Company's shares in issue from time to time. The total number of the Company's shares issued and to be issued upon exercise of the options granted to each grantee (including both exercised and outstanding options) under the Scheme or other schemes of the Group in any 12-month period up to the date of grant must not exceed 1% of the Company's shares in issue at the date of grant unless approved by the Company's shareholders in general meeting.

In accordance with the terms of the 2002 Scheme and the Scheme, share options issued by the Company vest at the date of grant.

There was no share options granted under the Scheme since its adoption. At 31 December 2010, the number of shares in respect of which options had been granted and remained outstanding under the 2002 Scheme was 4,474,000 (2009: 9,144,000), representing 0.53% (2009: 1.08%) of the shares of the Company in issue on that date.

36. 優先購股權*(續)*

(a) 本公司僱員優先購股權計劃*(續)*

因根據該計劃及本集團任何其他計劃所有將予授出之優先購股權(不包括根據該計劃及本集團任何其他計劃之條款已失效之優先購股權)獲行使而可發行之本公司股份總數，合共不得超過本公司於批准該計劃日期已發行股份10%。因根據該計劃及本集團任何其他計劃所有已授出尚未行使及有待行使之優先購股權獲行使而可發行之本公司股份數目限額，不得超過本公司不時已發行股份30%。於截至授出日期止任何十二個月期間，因根據該計劃或本集團任何其他計劃授予各承授人之優先購股權(包括已行使及尚未行使之優先購股權)獲行使而發行及將予發行之本公司股份總數，不得超過本公司於授出日期已發行股份1%，除非獲本公司股東於股東大會批准，則作別論。

根據二零零二年計劃及該計劃之條款，本公司所發行之優先購股權於授出日期起歸屬。

自該計劃採納以來，概無優先購股權根據該計劃授出。於二零一零年十二月三十一日，根據二零零二年計劃已授出而尚未行使之優先購股權涉及之股份數目為4,474,000股(二零零九年：9,144,000股)，相當於本公司於當日之已發行股份0.53%(二零零九年：1.08%)。

36. SHARE OPTIONS *(continued)*

(a) Employees' share option scheme of the Company *(continued)*

A summary of the movements of the share options under the 2002 Scheme for the year is as follows:

36. 優先購股權*(續)*

(a) 本公司僱員優先購股權計劃*(續)*

年內，二零零二年計劃項下之優先購股權變動概述如下：

		Granted to directors 授予董事	Granted to employees 授予僱員	Total 合計
Balance at 1 January 2009 (Note)	於二零零九年一月一日之結餘(附註)	6,214,600	8,407,400	14,622,000
Exercised during the year	於年內行使	(2,300,000)	(3,178,000)	(5,478,000)
Balance at 31 December 2009 and 1 January 2010	於二零零九年十二月三十一日及二零一零年一月一日之結餘	3,914,600	5,229,400	9,144,000
Exercised during the year	於年內行使	(1,875,000)	(2,795,000)	(4,670,000)
Balance at 31 December 2010	於二零一零年十二月三十一日之結餘	2,039,600	2,434,400	4,474,000

Note: The above share options were granted on 11 October 2002 at an exercise price of HK$3.74 per share. These options are exercisable during the period from 15 October 2002 to 2 July 2012.

附註： 上述優先購股權於二零零二年十月十一日授出，行使價為每股3.74港元。該等優先購股權可於二零零二年十月十五日至二零一二年七月二日期間行使。

During the year ended 31 December 2010, options to subscribe for 4,670,000 (2009: 5,478,000) shares in the Company at HK$3.74 per share were exercised. The weighted average closing prices of the Company's shares quoted on the Stock Exchange on the five trading days immediately before the exercise dates was HK$35.79 (2009: HK$13.10).

於截至二零一零年十二月三十一日止年度內，可按每股3.74港元價格認購4,670,000股(二零零九年：5,478,000股)本公司股份之優先購股權已於年內行使。本公司股份於緊接行使日期前五個交易日在聯交所所報之加權平均收市價為35.79港元(二零零九年：13.10港元)。

36. SHARE OPTIONS *(continued)*

(b) Employees' share option scheme of EEIC

The 2002 Elec & Eltek Employees' Share Option Scheme (the "2002 EEIC Scheme") which was adopted from 12 November 2002 for the duration of 5 years, had been terminated in November 2007 without affecting the rights of holders of any options granted and outstanding under the 2002 EEIC Scheme.

Since 1997, EEIC has had in place share option schemes to acknowledge the contributions of and to motivate employees to contribute to the EEIC and its subsidiaries ("EEIC Group"). With the expiration of the 2002 EEIC Scheme in 2007, the directors of EEIC wished to have in place a new share option scheme to replace the expired 2002 EEIC Scheme for the purpose of providing an opportunity for employees who have contributed significantly to the growth and performance of the EEIC Group to participate in the equity of EEIC so as to motivate them to greater dedication, loyalty and higher standards of performance, and to give recognition to past contributions and services as well as to align the interests of employees with the interests of shareholders.

The 2008 Elec & Eltek Employees' Share Option Scheme (the "2008 EEIC Scheme") was approved by the shareholders of EEIC at the extraordinary general meeting of EEIC held on 21 April 2008 and was adopted and took effect from 9 May 2008 upon approval by the shareholders of the Company.

The 2008 EEIC Scheme which is administered by the committee of directors of EEIC as authorised by EEIC's directors, is open to full-time employees and directors of any company within EEIC, the parent group and of an associated company of EEIC, subject to certain conditions being satisfied.

36. 優先購股權*(續)*

(b) EEIC僱員優先購股權計劃

二零零二年依利安達僱員優先購股權計劃(「二零零二年EEIC計劃」)於二零零二年十一月十二日採納，為期五年，已於二零零七年十一月終止，惟並不影響二零零二年EEIC計劃項下已授出尚未行使優先購股權持有人之任何權利。

自一九九七年起，EEIC設立優先購股權計劃，以肯定及鼓勵僱員為EEIC及其附屬公司(「EEIC集團」)作出貢獻。鑑於二零零二年EEIC計劃於二零零七年屆滿，EEIC董事有意設立新優先購股權計劃，以取代已屆滿之二零零二年EEIC計劃，旨在向曾為EEIC集團增長及業績作出巨大貢獻之僱員提供機會，參與EEIC之權益，以便推動彼等更加竭誠、盡忠及提供更高水平表現、對彼等過去的貢獻及服務作出肯定，以及將僱員利益與股東利益掛鈎。

二零零八年依利安達僱員優先購股權計劃(「二零零八年EEIC計劃」)於二零零八年四月二十一日經EEIC股東於EEIC股東特別大會上批准採納，並於本公司股東批准後於二零零八年五月九日起生效。

二零零八年EEIC計劃由EEIC董事授權之EEIC董事委員會管理，並在符合若干條件下，可供EEIC旗下任何公司、母公司集團及EEIC聯營公司之全職僱員及董事參與。

36. SHARE OPTIONS *(continued)*

(b) Employees' share option scheme of EEIC *(continued)*

The 2008 EEIC Scheme entitles the option holders to exercise their options and subscribe for new ordinary shares in EEIC either at an "Exercise Price", which equals to the average of the last dealt prices for an EEIC share for a period of 5 consecutive market days immediately prior to the relevant date of grant, or at a discount to the Exercise Price as defined earlier, whereby the discount shall not exceed 20% of the Exercise Price.

Options granted at the Exercise Price or discount to the Exercise Price may be exercisable after the first or second anniversary respectively of the date of grant and expiring on the fifth anniversary of the date of grant.

The duration of the 2008 EEIC Scheme is 10 years and the total number of shares in EEIC that may be issued shall not exceed 10% of the total number of EEIC shares in issue as at the adoption date or subject to certain conditions being satisfied, 15% of the total issued shares of EEIC excluding treasury shares from time to time. The total number of EEIC shares issued and to be issued upon the exercise of the options granted to each participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the total number of EEIC shares in issue from time to time.

Share options may be accepted within 30 days after the relevant date of grant accompanied by payment of US$1.00 (or its equivalent) as consideration by the participants, but the grant of share options do not confer rights on the option holders to any dividend entitlement tim1n55e3-.6(8,ie5)ⵠTJⵠ/F.eco/nGmes.

Options granton of EEvefirsnnitheⵠ/Ge(Cesuedinthes),EEICofthe date of grant.

36. 優先購股權*(續)*

(b) EEIC僱員優先購股權計劃*(續)*

二零零八年EEIC計劃賦予優先購股權持有人權利，以相等於緊接相關授出日期前連續五個交易日EEIC股份最後成交價平均數(「行使價」)，或折讓不得超過先前所界定行使價20%之折讓行使價，行使彼等之優先購股權及認購EEIC新普通股。

按行使價或折讓後行使價授出之優先購股權，可分別於授出日期滿一週年或兩週年當日起行使，並於授出日期滿五個週年屆滿。

二零零八年EEIC計劃之年期為十年，可發行之EEIC股份總數不得超過於採納日期EEIC已發行股份總數之10%，或倘符合若干條件後，不得超過EEIC不時已發行股份總數(不包括庫存股份)之15%。每名參與者於任何十二個月期間獲授之優先購股權(包括已經及尚未行使之優先購股權)獲行使時已經及將予發行之EEIC股份總數，不得超過不時已發行EEIC股份總數之1%。

優先購股權可於相關授出日期起計30日內由參與者支付1.00美元(或其等值)作為代價予以接納，惟所授出之優先購股權不會賦予購股權持有人收取任何股息或於任何股東大會表決之權利。

根據二零零二年EEIC計劃及二零零八年EEIC計劃的條款，EEIC授出的優先購股權由授出日期起計五年內歸屬。

36. SHARE OPTIONS *(continued)*

(b) Employees' share option scheme of EEIC *(continued)*

There was no share options granted under the 2008 EEIC Scheme since its adoption. However, there are outstanding share options under the 2002 EEIC Scheme, and the summary of the movements of the outstanding share options under the 2002 EEIC Scheme for the year is as follows:

36. 優先購股權*(續)*

(b) EEIC僱員優先購股權計劃*(續)*

自二零零八年EEIC計劃採納以來，概無優先購股權根據二零零八年EEIC計劃授出。然而，現時尚有根據二零零二年EEIC計劃授出之尚未行使優先購股權，年內二零零二年EEIC計劃項下尚未行使之優先購股權之變動概要如下：

		Granted to directors 授予董事	Granted to employees 授予僱員	Total 合計
Balance at 1 January 2009 (Note)	於二零零九年一月一日之結餘(附註)	3,892,800	5,441,000	9,333,800
Lapsed during the year	於年內失效	–	(207,600)	(207,600)
Balance at 31 December 2009 and 1 January 2010	於二零零九年十二月三十一日及二零一零年一月一日之結餘	3,892,800	5,233,400	9,126,200
Exercised during the year	於年內行使	(3,892,800)	(3,902,100)	(7,794,900)
Lapsed during the year	於年內失效	–	(1,015,200)	(1,015,200)
Balance at 31 December 2010	於二零一零年十二月三十一日之結餘	–	316,100	316,100

Note: The interests in share options arise by virtue of

(i) 4,055,000 share options accepted by the Directors and 5,745,000 share options accepted by the employees of the Group on 24 June 2005, and would entitle the relevant directors and employees to subscribe for shares in EEIC at an adjusted subscription price of US$2.033 per share after the 1 for 5 bonus issue effected by EEIC on 13 October 2005 ("Bonus Issue"). The share options are exercisable in whole or in part at the staggered manner within 5 option periods, commencing on 26 November 2006, 26 November 2007, 26 November 2008, 26 November 2009 and 26 March 2010 respectively and all ended on 24 May 2010.

附註： 該等優先購股權權益由以下方式產生：

(i) 該等權益乃基於在二零零五年六月二十四日獲董事及本集團僱員分別接納4,055,000份及5,745,000份優先購股權而擁有。該等優先購股權賦予有關董事及僱員權利，於EEIC於二零零五年十月十三日按一比五基準進行的紅股發行「（紅股發行）」後按經調整認購價每股2.033美元認購EEIC股份。優先購股權分別自二零零六年十一月二十六日、二零零七年十一月二十六日、二零零八年十一月二十六日、二零零九年十一月二十六日及二零一零年三月二十六日起至二零一零年五月二十四日止五個優先購股權期間內分段行使全部或其中部分。

36. SHARE OPTIONS *(continued)*

(b) Employees' share option scheme of EEIC *(continued)*

Note: *(continued)*

(ii) 150,000 share options accepted by the independent non-executive directors of EEIC on 29 September 2005, would entitle the relevant directors to subscribe for shares in EEIC at an adjusted subscription price of US$2.375 per share after the Bonus Issue. The share options are exercisable in whole or in part at the staggered manner within 5 option periods, commencing on 5 September 2006, 5 September 2007, 5 September 2008, 5 September 2009 and 5 July 2010 respectively and all ended on 4 September 2010.

(iii) 1,020,000 share options accepted by full-time employees of the EEIC Group and its subsidiaries on 12 December 2006, which would entitle the relevant employees to subscribe for shares in EEIC at a subscription price of US$2.400 per share. The share options are exercisable in whole or in part at the staggered manner within 4 option periods, commencing on 13 November 2008, 13 November 2009, 13 November 2010 and 13 September 2011, respectively, and all ending on 12 November 2011.

The weighted average closing prices of EEIC's shares quoted on the Singapore Exchange Securities Trading Limited on the five trading days immediately before the various exercise dates was US$2.76.

The Group recognised the total expense of approximately HK$303,000 (2009: HK$1,427,000) for the year ended 31 December 2010 in relation to the share options granted by EEIC.

36. 優先購股權*(續)*

(b) EEIC僱員優先購股權計劃*(續)*

附註： *(續)*

(ii) 該等權益基於EEIC獨立非執行董事於二零零五年九月二十九日接納150,000份優先購股權而擁有。該等優先購股權賦予有關董事權利，於紅股發行後按經調整認購價每股2.375美元認購EEIC股份。優先購股權可分別自二零零六年九月五日、二零零七年九月五日、二零零八年九月五日、二零零九年九月五日及二零一零年七月五日起至二零一零年九月四日止五個優先購股權期間內分段行使全部或其中部分。

(iii) 該等優先購股權權益基於EEIC集團及其附屬公司全職僱員於二零零六年十二月十二日接納1,020,000份優先購股權而擁有。該等優先購股權賦予有關僱員權利，按認購價每股2.400美元認購EEIC股份。優先購股權可分別自二零零八年十一月十三日、二零零九年十一月十三日、二零一零年十一月十三日及二零一一年九月十三日起至二零一一年十一月十二日止四個優先購股權期間內分段行使全部或其中部分。

EEIC股份於緊接多個行使日期前五個交易日在新加坡證券交易所有限公司所報之加權平均收市價為2.76美元。

本集團於截至二零一零年十二月三十一日止年度就EEIC授出之優先購股權確認約303,000港元(二零零九年：1,427,000港元)開支總額。

36. SHARE OPTIONS *(continued)*

(c) Employees' share option scheme of KLHL

The share option scheme of KLHL (the "KLHL Scheme") was approved by the shareholders of KLHL and the shareholders of the Company on 18 May 2007 and 25 June 2007 respectively. The KLHL Scheme has been taken effect after obtaining the approval from the Listing Committee of the Stock Exchange on 6 July 2007.

The KLHL Scheme would be valid for a period of 10 years. The directors of KLHL may, at its discretion, grant options to subscribe for shares in KLHL to eligible participants who contribute to the long-term growth and profitability of KLHL and include (i) any employee or proposed employee (whether full-time or part-time and including any executive director), consultants or advisers of or to KLHL, any of its subsidiaries or any entity ("KLHL's Invested Entity") in which KLHL and its subsidiaries (collectively referred to as the "KLHL Group") hold an equity interest; (ii) any non-executive directors (including independent non-executive directors) of KLHL, any of its subsidiaries or any KLHL's Invested Entity; (iii) any supplier of goods or services to any member of the KLHL Group or any KLHL's Invested Entity; (iv) any customer of the KLHL Group or any KLHL's Invested Entity; (v) any person or entity that provides research, development or other technological support to the KLHL Group or any KLHL's Invested Entity; and (vi) any shareholder of any member of the KLHL Group or any KLHL's Invested Entity or any holder of any securities issued by any member of the KLHL Group or any KLHL's Invested Entity.

The subscription price of KLHL's share in respect of any option granted under the KLHL Scheme must be at least the highest of (i) the closing price of the shares of Kingboard Laminates as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option, which must be a business day; (ii) the average closing price of the shares of KLHL as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant of the option; and (iii) the nominal value of the shares of KLHL.

36. 優先購股權*(續)*

(c) 建滔積層板僱員優先購股權計劃

建滔積層板股東及本公司股東已分別於二零零七年五月十八日及二零零七年六月二十五日批准採納建滔積層板優先購股權計劃(「建滔積層板優先購股權計劃」)。建滔積層板優先購股權計劃於二零零七年七月六日獲得聯交所上市委員會批准後，現已生效。

建滔積層板優先購股權計劃有效期為十年。建滔積層板董事可酌情向合資格參與者授出可認購建滔積層板股份之優先購股權。合資格參與者為對建滔積層板長遠增長及盈利有貢獻之人士，包括(i)建滔積層板、其任何附屬公司(統稱「建滔積層板集團」)或任何建滔積層板集團持有股權之實體(「建滔積層板投資實體」)之任何僱員或擬聘用僱員(不論全職或兼職，且包括任何執行董事)、諮詢顧問或顧問；(ii)建滔積層板、其任何附屬公司或任何建滔積層板投資實體之任何非執行董事(包括獨立非執行董事)；(iii)任何向建滔積層板集團任何成員公司或任何建滔積層板投資實體提供貨品或服務之供應商；(iv)建滔積層板集團或任何建滔積層板投資實體之任何客戶；(v)任何向建滔積層板集團或任何建滔積層板投資實體提供研究、開發或其他技術支援之人士或實體；及(vi)建滔積層板集團任何成員公司或任何建滔積層板投資實體之任何股東或建滔積層板集團成員公司或任何建滔積層板投資實體所發行任何證券之持有人。

任何根據建滔積層板優先購股權計劃授出之優先購股權所涉及建滔積層板股份之最低認購價必須不能低於以下最高價格：(i)建滔積層板股份於優先購股權授出日期(必須為營業日)之聯交所每日報價表所報收市價；(ii)建滔積層板股份於緊接優先購股權授出日期前五個營業日之聯交所每日報價表所報收市價之平均價；及(iii)建滔積層板股份之面值。

36. SHARE OPTIONS *(continued)*

(c) Employees' share option scheme of KLHL *(continued)*

The option may be accepted by a participant within 28 days from the date of the offer for the grant of the option upon the payment of a consideration of HK$1. An option may be exercised at any time during a period to be determined and notified by the directors of KLHL to each grantee, and in the absence of such determination, from the date upon which the offer for the grant of the option is accepted but shall end in any event not later than 10 years from the date of grant of the option subject to the provisions for early termination thereof. The directors of KLHL may, at their absolute discretion, fix any minimum period for which an option must be held, any performance targets that must be achieved and any other conditions that must be fulfilled before the options can be exercised upon the grant of an option to a participant.

The total number of shares of KLHL which may be issued upon exercise of all options to be granted under the KLHL Scheme and any other share option scheme of KLHL (excluding, for this purpose, options lapsed in accordance with the terms of the KLHL Scheme and any other share option scheme of KLHL) must not in aggregate exceed 10% of the total number of shares of KLHL in issue as at the date of approval of the KLHL Scheme.

The maximum number of shares of KLHL which may be issued upon exercise of all outstanding options granted and yet to be exercised under the KLHL Scheme and any other share option scheme of KLHL must not exceed 30% of the issued share capital of KLHL from time to time.

The total number of shares of KLHL issued and to be issued upon exercise of the options granted (including both exercised and outstanding options) to each participant in any 12-month period must not exceed 1% of the share capital of KLHL then in issue unless approved by the shareholders of KLHL and the Company in general meetings.

No share option was granted pursuant to the KLHL Scheme since its adoption.

36. 優先購股權*(續)*

(c) 建滔積層板僱員優先購股權計劃*(續)*

參與者可於獲提呈授出優先購股權之日起計28天內，透過支付代價1港元接納優先購股權。優先購股權可於建滔積層板董事釐定及通知各承授人之期間內隨時行使，倘無釐定有關期間，則由優先購股權授出建議獲接納之日開始，並於任何情況下不遲於優先購股權授出日期起計十年之日為止，惟須受建滔積層板優先購股權計劃之提早終止條文所限。建滔積層板董事可全權酌情向參與者訂定行使所授出之優先購股權前必須持有之最短期間，任何須予達成之表現目標及任何其他須予達成之條件。

根據建滔積層板優先購股權計劃及建滔積層板任何其他優先購股權計劃授出之所有優先購股權(就此而言不包括按照建滔積層板優先購股權計劃及建滔積層板任何其他優先購股權計劃之條款已失效之優先購股權)獲行使時可予發行之建滔積層板股份總數，合共不得超過建滔積層板於批准建滔積層板優先購股權計劃當日已發行股份總數之10%。

根據建滔積層板優先購股權計劃及建滔積層板任何其他優先購股權計劃所有授出而尚未行使及有待行使之優先購股權獲行使時可予發行之建滔積層板股份數目，最多不得超過建滔積層板不時之已發行股本30%。

於任何十二個月期內向各參與者授出之優先購股權(包括已行使及未行使優先購股權)獲行使而已發行及將予發行之建滔積層板股份總數，不得超過建滔積層板當時已發行股本之1%，除非獲建滔積層板及本公司之股東於股東大會批准則作別論。

建滔積層板優先購股權計劃自採納以來並無根據其而授出任何優先購股權。

37. NON-CONTROLLING INTERESTS

		Share of net assets of subsidiaries 應佔附屬公司資產淨值 HK$'000 千港元	Share option reserve of a subsidiary 附屬公司之優先購股權儲備 HK$'000 千港元	Total 合計 HK$'000 千港元
At 1 January 2009	於二零零九年一月一日	4,249,440	13,715	4,263,155
Share of increase in fair value of available-for-sale investments	應佔可供出售投資公平值之增加	44,524	–	44,524
Share of exchange differences arising on translation of foreign operations and to presentation currency	應佔因折算外地經營至呈報貨幣而產生之匯兌差額	2,169	–	2,169
Share of fair value gain on properties transferred to investment properties	應佔物業轉撥至投資物業之公平值收益	1,651	–	1,651
Share of profit for the year	應佔本年度溢劫醾羼譴范暫壧聲T董诛槧蹤诮檶玄淪沍	邋h忬阱胜詘輘栺见談沍庚醱棳豁髫蟹苺瘞賡		

38. ACQUISITIONS OF SUBSIDIARIES

During the year ended 31 December 2010, the Group had the following acquisition of subsidiaries:

(a) In March 2010, the Group acquired 100% equity interest in a company, principally engaged in property development, from an independent third party for a cash consideration of approximately HK$85,800,000. This acquisition has been reflected as purchase of assets.

38. 收購附屬公司

於截至二零一零年十二月三十一日止年度內，本集團收購下列附屬公司：

(a) 於二零一零年三月，本集團向一名獨立第三方收購一間主要從事物業發展之公司之100%股權，現金代價約為85,800,000港元。此項收購反映為購買資產。

		HK$'000 千港元
Consideration transferred:	轉讓之代價：	
Cash paid	支付現金	85,800
Assets acquired at the date of acquisition:	於收購日期購入資產：	
Prepayments for acquisition of land use rights	購買土地使用權之預付款項	85,800
Outflow of cash and cash equivalents in respect of the acquisition of a subsidiary:	收購一間附屬公司之現金及現金等值項目之流出：	
Cash consideration paid	已付現金代價	(85,800)

38. ACQUISITIONS OF SUBSIDIARIES *(continued)*

(b) In April 2010, the Group acquired 100% equity interest in a company, principally holding a land use right in the PRC for redevelopment purpose, from an independent third party for a cash consideration of approximately HK$13,700,000. This acquisition has been reflected as purchase of assets.

38. 收購附屬公司*(續)*

(b) 於二零一零年四月，本集團向一名獨立第三方收購一間主要在中國持有一項土地使用權作重新發展用途之公司之100%股權，現金代價約為13,700,000港元。此項收購反映為購買資產。

		HK$'000 千港元
Consideration transferred:	轉讓之代價：	
Cash paid	支付現金	13,700
Assets acquired at the date of acquisition:	於收購日期購入資產：	
Properties, plant and equipment	物業、廠房及設備	3,685
Prepaid lease payments	預付租賃款項	10,010
Bank balances and cash	銀行結餘及現金	5
		13,700
Net cash outflow arising on acquisition:	收購產生之現金流出淨額：	
Cash consideration paid	已付現金代價	(13,700)
Bank balances and cash acquired	購入銀行結餘及現金	5
Net outflow of cash and cash equivalents in respect of the acquisition	有關收購之現金及現金等值項目流出淨額	(13,695)

38. ACQUISITIONS OF SUBSIDIARIES *(continued)*

(c) In June 2010, the Group acquired 100% equity interest in a company, principally holding a land use right in the PRC for redevelopment purpose, from an independent third party for a cash consideration of HK$10,526,000. This acquisition has been reflected as purchase of assets.

38. 收購附屬公司*(續)*

(c) 於二零一零年六月，本集團向一名獨立第三方收購一間主要在中國持有一項土地使用權作重新發展用途之公司之100%權益，現金代價為10,526,000港元。此項收購反映為購買資產。

		HK$'000 千港元
Consideration transferred:	轉讓之代價：	
Cash paid	支付現金	10,526
Assets acquired at the date of acquisition:	於收購日期購入資產：	
Properties, plant and equipment	物業、廠房及設備	249
Prepaid lease payments	預付租賃款項	5,943
Other receivables	其他應收賬款	4,252
Bank balances and cash	銀行結餘及現金	82
		10,526
Net cash outflow arising on acquisition:	收購產生之現金流出淨額：	
Cash consideration paid	已付現金代價	(10,526)
Bank balances and cash acquired	購入銀行結餘及現金	82
Net outflow of cash and cash equivalents in respect of the acquisition	有關收購之現金及現金等值項目流出淨額	(10,444)

38. ACQUISITIONS OF SUBSIDIARIES *(continued)*

During the year ended 31 December 2009, the Group had the following acquisition of subsidiaries:

(d) In March 2009, the Group acquired 51.02% equity interest in a company, principally engaged in manufacture and distribution of PCBs, from an independent third party for a cash consideration of approximately HK$62,392,000. This acquisition was accounted for by the purchase method of accounting.

		HK$'000 千港元
Consideration transferred:	轉讓之代價：	
Cash paid	支付現金	62,392
Assets acquired and liabilities recognised at the date of acquisition:		

38. ACQUISITIONS OF SUBSIDIARIES *(continued)*

(e) In September 2009, the Group acquired a further 51% equity interest in實友化工, a company principally engaged in refining of heavy oil and distribution of chemicals, from an independent third party at a cash consideration of HK$1. Upon completion of the acquisition of further 51% equity interest in 實友化工, 實友化工 became a 76% owned subsidiary of the Company. This acquisition was accounted for by the purchase method of accounting. Goodwill of HK$179,849,000 was arisen as a result of the acquisition.

38. 收購附屬公司*(續)*

(e) 於二零零九年九月，本集團向一名獨立第三方進一步收購一間主要從事提煉重油及分銷化工產品之公司實友化工之51%股權，現金代價為1港元。進一步收購實友化工之51%股權完成時，實友化工成為本公司擁有76%股權之附屬公司。此項收購按購買會計法入賬。此項收購產生商譽179,849,000港元。

		HK$'000 千港元
Consideration transferred:	轉讓之代價：	
Cash paid	支付現金	–
Assets acquired and liabilities recognised at the date of acquisition:	於收購日期購入資產及確認負債：	
Properties, plant and equipment	物業、廠房及設備	629,154
Prepaid lease payments	預付租賃款項	28,300
Non-current deposits	非流動訂金	43,789
Inventories	存貨	495,277
Trade and other receivables and prepayments	貿易及其他應收賬款及預付款項	96,003
Bank balances and cash	銀行結餘及現金	15,301
Trade and other payables	貿易及其他應付賬款	(1,181,264)
Bank borrowings	銀行借貸	(170,242)
		(43,682)
Goodwill arising on acquisition:	收購產生之商譽：	
Consideration transferred	轉讓之代價	–
Add: Net liabilities recognised	加：確認負債淨值	43,682
Add: Transferred from interest in an associate	加：轉撥自於一間聯營公司之權益	136,167
Goodwill on acquisition	收購產生之商譽	179,849
Net cash inflow arising on acquisition:	收購產生之現金流入淨額：	
Cash consideration paid	已付現金代價	–
Bank balances and cash acquired	購入銀行結餘及現金	15,301
Net inflow of cash and cash equivalents in respect of the acquisition of a subsidiary	收購一間附屬公司之現金及現金等值項目流入淨額	15,301

The above subsidiary contributed revenue of approximately HK$1,181,077,000 and profit of approximately HK$42,931,000 to the Group during the period from the date of acquisition to 31 December 2009.

上述附屬公司自收購日期起至二零零九年十二月三十一日止期間對本集團營業額貢獻約為1,181,077,000港元，及對本集團溢利貢獻約42,931,000港元。

38. ACQUISITIONS OF SUBSIDIARIES *(continued)*

(f) In February 2009, the Group acquired 100% equity interest in a company, principally engaged in property development, from an independent third party for a cash consideration of approximately HK$412,294,000. The consideration was paid in full by the Group in 2008 and the amount was included in non-current deposits as at 31 December 2008. This acquisition was reflected as purchase of assets and liabilities.

38. 收購附屬公司*(續)*

(f) 於二零零九年二月，本集團向一名獨立第三方收購一間主要從事物業發展之公司之100%股權，現金代價約為412,294,000港元。本集團於二零零八年全數清償代價，有關款項計入二零零八年十二月三十一日之非流動訂金。此項收購反映為購買資產及負債。

		HK$'000 千港元
Consideration transferred:	轉讓之代價：	
Non-current deposits	非流動訂金	412,294
Assets acquired and liabilities recognised at the date of acquisition:	於收購日期購入資產及確認負債	
Properties held for development	待發展物業	445,287
Trade and other receivables and prepayments	貿易及其他應收賬款及預付款項	3,244
Bank balances and cash	銀行結餘及現金	104
Trade and other payables	貿易及其他應付賬款	(36,341)
		412,294
Inflow of cash and cash equivalents in respect of the acquisition of a subsidiary:	收購一間附屬公司之現金及現金等值項目流入淨額	
Bank balances and cash acquired	購入銀行結餘及現金	104

If the acquisition in respect of items (d) to (e) had been completed on 1 January 2009, total group's revenue for the year ended 31 December 2009 would have been approximately HK$25,321,887,000 and profit for the year ended 31 December 2009 would have been approximately HK$2,865,332,000. The pro forma information was for illustrative purposes only and was not necessarily an indication of revenue and results of operations of the Group that actually had been achieved had the acquisition been completed on 1 January 2009 in respect of items (d) to (e), nor was intended to be a projection of future results.

倘第(d)至(e)項收購於二零零九年一月一日完成，集團截至二零零九年十二月三十一日止年度總營業額將約為25,321,887,000港元，截至二零零九年十二月三十一日止年度溢利將約為2,865,332,000港元。備考資料僅供說明之用，並不表示假設第(d)至(e)項收購已於二零零九年一月一日完成後本集團實際可達致之營業額及經營業績，亦不擬作為未來業績之預測。

39. DISPOSALS OF SUBSIDIARIES

During the year ended 31 December 2010, the Group had the following disposal of subsidiaries.

(a) In January 2010, the Group disposed of its entire equity interests in companies, principally engaged in manufacture and distribution of electronic raw materials, to independent third parties for a total cash consideration of approximately HK$115,584,000. The combined net assets at the date of disposal are as follows:

39. 出售附屬公司

截至二零一零年十二月三十一日止年度，本集團出售下列附屬公司：

(a) 於二零一零年一月，本集團向獨立第三方出售主要從事製造及分銷電子原材料之公司之全部股權，現金代價約為115,584,000港元。於出售日期之合併資產淨值如下：

		HK$'000 千港元
Consideration received:	已收代價：	
Cash received	已收現金	115,584
Analysis of assets and liabilities over which control was lost:	失去資產及負債控制權之分析：	
Properties, plant and equipment	物業、廠房及設備	131,256
Non-current deposits	非流動訂金	172
Prepaid lease payments	預付租賃款項	1,507
Inventories	存貨	37,767
Trade and other receivables	貿易及其他應收賬款	251,317
Bank balances and cash	銀行結餘及現金	80,045
Trade and other payables	貿易及其他應付賬款	(262,188)
Bank borrowings	銀行借貸	(41,357)
Net assets disposed of	出售資產淨值	198,519
Less: Non-controlling interests	減：非控股股東權益	(82,935)
		115,584
Net cash inflow arising on disposal:	出售產生之現金流入淨額：	
Cash consideration received	已收現金代價	115,584
Less: Bank balances and cash disposed of	減：出售銀行結餘及現金	(80,045)
		35,539

39. DISPOSALS OF SUBSIDIARIES *(continued)*

(b) In January 2010, the Group disposed of its entire equity interest in a company, principally engaged in investment holding, to an independent third party for a cash consideration of approximately HK$8. The net assets at the date of disposal are as follows:

39. 出售附屬公司*(續)*

(b) 於二零一零年一月，本集團向一名獨立第三方出售一間主要從事投資控股之公司之全部股權，現金代價約為8港元。於出售日期之資產淨值如下：

		HK$'000 千港元
Consideration received:	已收代價：	
Cash received	已收現金	–
Analysis of assets and liabilities over which control was lost:	失去資產及負債控制權之分析：	
Other receivables	其他應收賬款	17,738
Bank balances and cash	銀行結餘及現金	9,600
Other payables	其他應付賬款	(27,338)
Net liabilities disposed of	出售負債淨值	–
Net cash outflow arising on disposal:	出售產生之現金流出淨額：	
Cash consideration received	已收現金代價	–
Less: Bank balances and cash disposed of	減：出售銀行結餘及現金	(9,600)
		(9,600)

39. DISPOSALS OF SUBSIDIARIES *(continued)*

(c) In July 2010, the Group disposed of its entire equity interests in companies, principally engaged in manufacture and distribution of electronic raw materials, to an independent third party for a total consideration of approximately HK$469,148,000. The combined net assets at the date of disposal are as follows:

39. 出售附屬公司*(續)*

(c) 於二零一零年七月，本集團向一名獨立第三方出售主要從事製造及分銷電子原材料之公司之全部股權，總代價約為469,148,000港元。於出售日期之合併資產淨值如下：

		HK$'000 千港元
Consideration received and receivable:	已收及應收代價：	
Cash received	已收現金	40,000
Consideration receivable	應收代價	429,148
Total consideration	總代價	469,148
Analysis of assets and liabilities over which control was lost:	失去資產及負債控制權之分析：	
Properties, plant and equipment	物業、廠房及設備	317,273
Prepaid lease payments	預付租賃款項	5,138
Non-current deposits	非流動訂金	6,033
Inventories	存貨	75,862
Trade and other receivables	貿易及其他應收賬款	429,322
Bank balances and cash	銀行結餘及現金	88,962
Trade and other payables	貿易及其他應付賬款	(403,442)
Bank borrowings	銀行借貸	(50,000)
Net assets disposed of	出售資產淨值	469,148
Net cash outflow arising on disposal:	出售產生之現金流出淨額：	
Cash consideration received	已收現金代價	40,000
Less: Bank balances and cash disposed of	減：出售銀行結餘及現金	(88,962)
		(48,962)

39. DISPOSALS OF SUBSIDIARIES *(continued)*

During the year ended 31 December 2009, the Group had the following disposal of subsidiaries.

(d) In September 2009, the Group disposed of its entire equity interest in a company, principally engaged in mining of coal, to an independent third party for a cash consideration of approximately HK$404,358,000. The net assets at the date of disposal were as follows:

		HK$'000 千港元
Consideration received:	已收代價：	
Cash received	已收現金	404,358
Analysis of assets and liabilities over which control was lost:	失去資產及負債控制權之分析：	
Properties, plant and equipment	物業、廠房及設備	50,659
Prepaid lease payments	預付租賃款項	3,924
Intangible asset	無形資產	769,531
Non-current deposits	非流動訂金	89,386
Inventories	存貨	771
Other receivables	其他應收賬款	93
Bank balances and cash	銀行結餘及現金	162
Other payables	其他應付賬款	(67,819)
Bank borrowings	銀行借貸	(187,152)
Net assets disposed of	出售資產淨值	659,555

告洴◢炖已收代價：

39. DISPOSALS OF SUBSIDIARIES *(continued)*

(e) In September 2009, the Group disposed of its entire equity interest in a company, principally engaged in manufacture and distribution of

39. DISPOSALS OF SUBSIDIARIES *(continued)*

(g) In September 2009, the Group disposed of its entire equity interest in a company, principally engaged in the manufacture and distribution of chemical products, to an independent third party for a cash consideration of approximately HK$73,114,000. The net assets at the date of disposal were as follows:

	HK$'000 千港元

39. DISPOSALS OF SUBSIDIARIES *(continued)*

(h) In September 2009, the Group disposed of its entire equity interest in a company, principally engaged in manufacture and distribution of electronic raw materials, to an independent third party for a cash consideration of approximately HK$42,497,000. The net assets at the date of disposal were as follows:

39. 出售附屬公司*(續)*

(h) 於二零零九年九月，本集團向一名獨立第三方出售一間主要從事生產及分銷電子原材料之公司之全部股權，現金代價約為42,497,000港元。於出售日期之資產淨值如下：

		HK$'000 千港元
Consideration received:	已收代價：	
Cash received	已收現金	42,497
Analysis of assets and liabilities over which control was lost:	失去資產及負債控制權之分析：	
Properties, plant and equipment	物業、廠房及設備	12,234
Inventories	存貨	19,305
Trade and other receivables and prepayments	貿易及其他應收賬款及預付款項	23,986
Bank balances and cash	銀行結餘及現金	22,423
Trade and other payables	貿易及其他應付賬款	(35,451)
Net assets disposed of	出售資產淨值	42,497
Net cash inflow arising on disposal:	出售產生之現金流入淨額：	
Cash consideration received	已收現金代價	42,497
Cash and cash equivalents disposed of	出售現金及現金等值項目	(22,423)
		20,074

39. DISPOSALS OF SUBSIDIARIES *(continued)*

(i) In August 2009, the Group disposed of its entire interests in companies located in Inner Mongolia, which are principally engaged in the manufacture and distribution of chemical products, to an independent third party for a total cash consideration of approximately HK$215,689,000. The combined net assets at the date of disposal were as follows:

39. 出售附屬公司*(續)*

(i) 於二零零九年八月，本集團向一名獨立第三方出售於內蒙古主要從事生產及分銷化工產品之公司之全部股權，總現金代價約為215,689,000港元。於出售日期之合併資產淨值如下：

		HK$'000 千港元
Consideration received:	已收代價：	
Cash received	已收現金	215,689
Analysis of assets and liabilities over which control was lost:	失去資產及負債控制權之分析：	
Properties, plant and equipment	物業、廠房及設備	10,194
Prepaid lease payments	預付租賃款項	65,533
Other receivables	其他應收賬款	127,926
Bank balances and cash	銀行結餘及現金	2,501
Other payables	其他應付賬款	(11,535)
Net assets disposed of	出售資產淨值	194,619
Gain on disposal of subsidiaries:	出售附屬公司所產生之收益：	
Consideration received	已收代價	215,689
Net assets disposed of	出售資產淨值	(194,619)
Gain on disposal	出售所產生之收益	21,070
Net cash inflow arising on disposal:	出售產生之現金流入淨額：	
Cash consideration received	已收現金代價	215,689
Cash and cash equivalents disposed of	出售現金及現金等值項目	(2,501)
		213,188

40. COMMITMENTS 40. 承擔

		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
Capital expenditure contracted for but not provided in the consolidated financial statements in respect of:	就已訂約但未於綜合財務報表作出撥備之資本支出：		
– acquisition of properties, plant and equipment	－購買物業、廠房及設備	**708,533**	339,475
– acquisition of properties	－購買物業	**503,344**	–
– capital injection in an unlisted investment	－非上市投資之注資額	**18,917**	–
		1,230,794	339,475

41. CONTINGENT LIABILITIES 41. 或然負債

During the years ended 31 December 2010 and 2009, the Company's subsidiary, Kaiping Elec & Eltek No.3 Company Limited ("KPEE#3") is involved in potential lawsuits, claims and proceedings with one of its PRC customers amounting to RMB30,000,000 (equivalent to approximately HK$35,257,000), arising from some negative feedback from the end users of the assembled products using PCBs supplied by KPEE#3.

Based on the legal advice obtained by the Group, the Directors are of the opinion that the aforementioned claim has no merit and the potential lawsuit will not have a material adverse effect on the financial position of the Group.

於截至二零一零年及二零零九年十二月三十一日止年度內，本公司之附屬公司開平依利安達電子第三有限公司(「KPEE#3」)與其一名中國客戶涉及人民幣30,000,000元(相等於約35,257,000港元)之潛在訴訟、申索及法律程序，事件源於最終用戶對以KPEE#3供應之印刷線路板裝嵌產品之負面評價。

根據本集團所獲之法律意見，董事認為，上述申索缺乏充分理據，潛在訴訟將不會對本集團財務狀況造成重大不利影響。

42. OPERATING LEASES 42. 經營租約

		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
The Group as lessee:	由本集團承租：		

42. OPERATING LEASES *(continued)*

42. 經營租約*(續)*

		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
The Group as lessor:	由本集團出租：		
Rental income credited to the consolidated income statement during the year, net of outgoing amount of approximately HK$48,664,000 (2009: HK$30,906,000)	於年內計入綜合收益表之租金收入，已扣除支銷約48,664,000港元（二零零九年：30,906,000港元）	**77,015**	59,934

The Group's investment properties are rented to outside parties for periods up to seven years at fixed predetermined amounts. At the end of the reporting period, the Group had contracted with tenants to receive the following future minimum lease payments:

本集團之投資物業均按預早釐定之定額租金租予外界人士，租期最長為七年。於報告期間結束當日，本集團已與租戶訂立合約，可於日後收取之最低租賃款項如下：

		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
Within one year	於一年內	**63,414**	58,963
After one year but not later than five years	於一年後但於五年內	**28,189**	23,219
After five years	於五年後	**265**	716
		91,868	82,898

43. PLEDGE OF ASSETS

At 31 December 2010, the Group's bank deposits of HK$121,636,000 (2009: HK$105,622,000) are pledged to banks to secure the banking facilities of the Group.

43. 資產質押

於二零一零年十二月三十一日，本集團銀行存款121,636,000港元（二零零九年：105,622,000港元）質押予銀行，作為本集團銀行融資的抵押品。

44. 退休福利計劃

45. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Details of the Company's principal subsidiaries at 31 December 2010 and 2009 are as follows:

45. 本公司主要附屬公司詳情

本公司主要附屬公司於二零一零年及二零零九年十二月三十一日之詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operation 註冊成立／登記及營業地點	Issued and fully paid share capital/ registered capital 已發行及繳足股本／註冊資本	Effective equity interest held by the Group 本集團持有之實際股權 **2010** 二零一零年 %	 2009 二零零九年 %	Principal activities 主要業務
Fogang Kingboard Industry Ltd. 佛岡建滔實業有限公司	PRC [1] 中國 [1]	RMB878,100,000 人民幣878,100,000元	42.63+	46.09+	Manufacture and distribution of copper foil 製造及分銷銅箔
Jamplan (BVI) Limited	British Virgin Islands # 英屬處女群島 #	US$1,000 1,000美元	100*	100*	Investment holding 投資控股
Kingboard (Fogang) Laminates Co. Limited 建滔(佛岡)積層板有限公司	PRC [1] 中國 [1]	US$29,466,000 29,466,000美元	66.02	71.53	Manufacture and distribution of laminates 製造及分銷覆銅面板
Kingboard (Fogang) Paper Laminates Co. Ltd. 建滔(佛岡)積層紙板有限公司	PRC [1] 中國 [1]	US$17,936,546 17,936,546美元	66.02	71.53	Manufacture and distribution of laminates 製造及分銷覆銅面板
Kingboard (Hebei) Cokechem Co. Limited 建滔(河北)焦化有限公司	PRC [1] 中國 [1]	RMB96,000,000 人民幣96,000,000元	100	100	Manufacture and distribution of coke 製造及分銷焦炭
Kingboard (Hebei) Chemical Co. Limited 建滔(河北)化工有限公司	PRC [1] 中國 [1]	RMB357,000,000 人民幣357,000,000元	100	100	Manufacture and distribution of chemicals 製造及分銷化工產品

45. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY *(continued)*

45. 本公司主要附屬公司詳情*(續)*

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operation 註冊成立／登記及營業地點	Issued and fully paid share capital/ registered capital 已發行及繳足股本／註冊資本	Effective equity interest held by the Group 本集團持有之實際股權 **2010** 二零一零年 %	 2009 二零零九年 %	Principal activities 主要業務
Kingboard Natural Gas Chemical (Chong Qing) Limited 建滔天燃氣化工(重慶)有限公司	PRC [1] 中國 [1]	US$18,500,000 18,500,000美元	100	100	Manufacture and distribution of methanol 製造及分銷甲醇
昆山國瑞置業有限公司	PRC [1] 中國 [1]	US$19,640,000 19,640,000美元	100	100	Property developments 房地產發展
Heng Yang Kingboard Chemical Co., Ltd. 衡陽建滔化工有限公司	PRC [1] 中國 [1]	HK$30,000,000 30,000,000港元	100	100	Manufacture and distribution of clanstic soda 製造及分銷燒鹼
Kingboard (Lianzhou) Fibre Glass Co. Limited 建滔(連州)玻璃纖維有限公司	PRC [1] 中國 [1]	US$13,700,000 13,700,000美元	66.02	71.53	Manufacture and distribution of glass fabric 製造及分銷玻璃纖維布
Kingboard (Lianzhou) Copper Foil Limited 建滔(連州)銅箔有限公司	PRC [1] 中國 [1]	US$64,000,000 64,000,000美元	42.63+	46.09+	Manufacture and distribution of copper foil 製造及分銷銅箔
Kingboard Copper Foil Holdings Limited [@] 	Bermuda [#] 百慕達 [#]	US$72,250,000 72,250,000美元	42.63+	46.09+	Investment holding 投資控股
Kingboard Investments Limited 建滔投資有限公司	Hong Kong [#] 香港 [#]	HK$8,000 8,000港元	100	100	Investment holding 投資控股

45. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY *(continued)*

45. 本公司主要附屬公司詳情*(續)*

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operation 註冊成立／登記及營業地點	Issued and fully paid share capital/ registered capital 已發行及繳足股本／註冊資本	Effective equity interest held by the Group 本集團持有之實際股權		Principal activities 主要業務
			2010 二零一零年 %	2009 二零零九年 %	
Kingboard Laminates Holdings Limited Δ 建滔積層板控股有限公司 Δ	Cayman Islands # 開曼群島 #	HK$300,000,000 300,000,000港元	66.02	71.53	Investment holding 投資控股
Kingboard Laminates (Jiangmen) Co., Ltd. 江門建滔積層板有限公司	PRC [1] 中國 [1]	HK$189,491,052 189,491,052港元	66.02	71.53	Manufacture and distribution of laminates 製造及分銷覆銅面板
Kingboard (Jiangsu) Chemical Co., Ltd. 建滔(江蘇)化工有限公司	PRC [1] 中國 [1]	US$28,000,000 28,000,000美元	66.02	71.53	Manufacture and distribution of chemicals 製造及分銷化工產品
Kingboard Laminates (Kunshan) Co., Ltd. 建滔積層板(昆山)有限公司	PRC [1] 中國 [1]	US$32,010,000 32,010,000美元	66.02	71.53	Manufacture and distribution of laminates 製造及分銷覆銅面板

45. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY *(continued)*

45. 本公司主要附屬公司詳情*(續)*

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operation 註冊成立／登記及營業地點	Issued and fully paid share capital/ registered capital 已發行及繳足股本／註冊資本	Effective equity interest held by the Group 本集團持有之實際股權		Principal activities 主要業務
			2010 二零一零年 %	2009 二零零九年 %	
Elec & Eltek International Holdings Limited 依利安達國際集團有限公司	Bermuda/Hong Kong # 百慕達／香港 #	HK$122,467,240 122,467,240港元	100	100	Investment holding 投資控股
Elec & Eltek International Company Limited @ 依利安達集團有限公司 @	Singapore # 新加坡 #	US$114,665,000 3 114,665,000美元 3	69.24	71.75	Investment holding 投資控股
Kai Ping Elec & Eltek Company Limited 開平依利安達電子有限公司	PRC 2 中國 2	US$49,520,000 49,520,000美元	65.78	68.16	Manufacture and distribution of PCBs 製造及分銷印刷線路板
Kaiping Elec & Eltek No.3 Company Limited 開平依利安達電子第三有限公司	PRC 2 中國 2	US$86,960,000 86,960,000美元	65.78	68.16	Manufacture and distribution of PCBs 製造及分銷印刷線路板
Kaiping Elec & Eltek No.5 Company Limited 開平依利安達電子第五有限公司	PRC 2 中國 2	US$30,075,100 30,075,100美元	65.78	68.16	Manufacture and distribution of PCBs 製造及分銷印刷線路板

45. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY *(continued)*

45. 本公司主要附屬公司詳情*(續)*

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operation 註冊成立／登記及營業地點	Issued and fully paid share capital/ registered capital 已發行及繳足股本／註冊資本	Effective equity interest held by the Group 本集團持有之實際股權 **2010** 二零一零年 %	 2009 二零零九年 %	Principal activities 主要業務
Elec & Eltek (Guangzhou) Electronic Company Limited 依利安達(廣州)電子有限公司	PRC [2] 中國 [2]	US$95,596,000 95,596,000美元	67.86	70.32	Manufacture and distribution of PCBs 製造及分銷印刷線路板
Guangzhou Elec & Eltek Microvia Technology Limited 廣州依利安達微通科技有限公司	PRC [2] 中國 [2]	US$24,800,000 24,800,000美元	67.86	70.32	Manufacture and distribution of PCBs 製造及分銷印刷線路板
Elec & Eltek (Thailand) Limited	Thailand 泰國	Baht780,000,000 780,000,000泰銖	69.24	71.75	Manufacture and distribution of PCBs 製造及分銷印刷線路板
Huizhou Chung Shun Chemical Company Limited 惠州忠信化工有限公司	PRC [1] 中國 [1]	US$40,290,000 40,290,000美元	100	100	Manufacture and distribution of phenol/acetone 製造及分銷苯酚／丙酮
實友化工(揚州)有限公司	PRC [1] 中國 [1]	US$35,237,000 35,237,000美元	90	66	Refining and distribution of chemicals 提煉及分銷化工產品

45. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY *(continued)*

* The Company directly holds the equity interest in Jamplan (BVI) Limited. The Company's equity interest in all other subsidiaries is held indirectly through Jamplan (BVI) Limited.

\# These are investment holding companies which have no specific principal place of operations.

\+ These companies are non-wholly owned subsidiaries of Kingboard Laminates Holdings Limited and are regarded as non-wholly owned subsidiaries of the Company because Kingboard Laminates Holdings Limited has control over the financial and operating policies of these companies.

@ These companies are listed on The Singapore Exchange Securities Trading Limited.

Δ This company is listed on the Main Board of The Stock Exchange of Hong Kong Limited.

1 These companies were established in the PRC in the form of Wholly Foreign-owned Enterprises.

2 These companies were established in the PRC in the form of Sino-Foreign Equity Joint Ventures.

3 Included treasury shares of US$896,000.

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.

45. 本公司主要附屬公司詳情*(續)*

* 本公司直接持有Jamplan (BVI) Limited之股權。本公司於所有其他附屬公司之股權均透過Jamplan (BVI) Limited間接持有。

\# 此等為投資控股公司，並無特定之主要經營地點。

\+ 此等公司為建滔積層板控股有限公司之非全資擁有附屬公司，並因建滔積層板控股有限公司對該等公司的財務及經營政策擁有控制權，視為本公司非全資擁有附屬公司。

@ 此等公司於新加坡證券交易所有限公司上市。

Δ 此公司於香港聯合交易所有限公司主板上市。

1 此等公司乃以外商獨資企業形式在中國成立。

2 此等公司乃以中外合資合營企業形式在中國成立。

3 包括庫存股份896,000美元。

上表所列為董事認為主要影響本集團業績或資產之本公司附屬公司。董事認為列出其他附屬公司之詳情會過於冗長。

各附屬公司於年終結時概無發行任何債務證券。

46. RELATED PARTY TRANSACTIONS

The Group entered into the following significant transactions with related parties during the year.

46. 有關連人士交易

本集團與有關連人士在年內進行之重大交易如下：

		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
Sales of goods to subsidiaries of a substantial shareholder of the Company	向本公司主要股東之附屬公司銷售貨品	**170,242**	–
Purchase of goods from subsidiaries of a substantial shareholder of the Company	向本公司主要股東之附屬公司採購貨品	**358,370**	–
Sales of goods to a minority shareholder of a subsidiary	向一間附屬公司之少數股東銷售貨品	**227,302**	326,862
Purchase of goods from a minority shareholder of a subsidiary	向一間附屬公司之少數股東採購貨品	**19,665**	92,468
Drilling service provided by a minority shareholder of a subsidiary	由一間附屬公司之少數股東提供鑽孔服務	**–**	2,712
Purchase of goods from an associate	向一間聯營公司採購貨品	**199,660**	287,464

In addition, the Group also sold 35,500,000 (2009: 23,750,000) shares of KLHL to a substantial shareholder of the Company at a consideration of HK$269,800,000 (2009: HK$116,850,000) during the year ended 31 December 2010.

Included in trade and other receivables and prepayments at 31 December 2010 was an amount due from a

46. RELATED PARTY TRANSACTIONS *(continued)*

Included in trade and other payables at 31 December 2010 was an amount due to an associate of approximately HK$11,502,000 (2009: HK$26,173,000) which was in trade nature. The related party offers credit periods of up to 120 days to the Group.

Compensation of key management personnel

The remuneration of directors and other members of key management during the year was as follows:

46. 有關連人士交易*(續)*

於二零一零年十二月三十一日，貿易及其他應付賬款包括屬於貿易性質之應付一間聯營公司款項約11,502,000港元(二零零九年：26,173,000港元)。有關連人士向本集團授出之信貸期最長為120日。

主要管理人員酬金

年內，董事及其他主要管理人員之酬金如下：

		2010 二零一零年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元
Short-term benefits	短期福利	**215,527**	175,803
Post-employment benefits	退休後福利	**1,663**	1,348
Share-based payments	以股份形式付款	**103**	320
		217,293	177,471

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

董事及主要行政人員之酬金經薪酬委員會考慮個別員工表現及市場趨勢後釐定。

財務概要

RESULTS 業績

		Year ended 31 December 截至十二月三十一日止年度				
		2006 二零零六年 HK$'000 千港元	2007 二零零七年 HK$'000 千港元	2008 二零零八年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元 (Restated) (經重列)	**2010 二零一零年 HK$'000 千港元**
Revenue	營業額	16,773,348	20,025,112	23,681,401	23,863,373	**33,891,522**
Profit before taxation	除稅前溢利	7,596,154	3,717,184	2,325,502	3,214,180	**5,166,338**
Income tax expense	所得稅開支	(240,435)	(245,030)	(194,231)	(248,484)	**(516,221)**
Profit for the year	本年度溢利	7,355,719	3,472,154	2,131,271	2,965,696	**4,650,117**
Attributable to:	應佔份額：					
Owners of the Company	本公司持有人	7,068,015	2,778,321	1,705,850	2,396,030	**3,620,818**
Non-controlling interests	非控股股東權益	287,704	693,833	425,421	569,666	**1,029,299**
		7,355,719	3,472,154	2,131,271	2,965,696	**4,650,117**

ASSETS AND LIABILITIES 資產及負債

		At 31 December 於十二月三十一日				
		2006 二零零六年 HK$'000 千港元	2007 二零零七年 HK$'000 千港元	2008 二零零八年 HK$'000 千港元	2009 二零零九年 HK$'000 千港元	**2010 二零一零年 HK$'000 千港元**
Total assets	資產總值	28,121,051	34,941,986	38,241,465	43,374,536	1, , 10
Total liabilities	負債總額	(9,108,130)	(12,715,190)	(14,624,264)	(17,250,420)	(1 , ,)
		19,012,921	22,226,796	23,617,201	26,124,116	31,582,335
Equity attributable to owners of the Company	本公司持有人應佔權益	15,958,925	18,277,703	19,354,046	21,506,417	, 0,1
Non-controlling interests	非控股股東權益	3,053,996	3,949,093	4,263,155	4,617,699	5,812,161
		19,012,921	22,226,796	23,617,201	26,124,116	1, ,