

## 綜合股本權益變動表

### Consolidated Statement of Changes in Equity

For the year ended 31st December, 2012 截至二零一二年十二月三十一日止年度

		本公司擁有人應佔												
		Attributable to owners of the Company												
		股本 Share 千港元 HK\$'000	股份溢價 Share premium 千港元 HK\$'000	撥入盈餘 Contributed surplus 千港元 HK\$'000	資本儲備 Capital reserve 千港元 HK\$'000	匯兌儲備 Translation reserve 千港元 HK\$'000	為獎勵計劃 持有之股份		其他儲備 Other reserves 千港元 HK\$'000	合併儲備 Merger reserve 千港元 HK\$'000	保留溢利 Retained profits 千港元 HK\$'000	合計 Total 千港元 HK\$'000	非控股權益 Non- controlling interests 千港元 HK\$'000	股本總值 Total equity 千港元 HK\$'000
							購股權 Share option reserve 千港元 HK\$'000	儲備 incentive award scheme 千港元 HK\$'000						
				(附註a) (Note a)	(附註b) (Note b)			(附註c) (Note c)	(附註d) (Note d)					
於二零一一年一月一日 (原先呈列)	At 1 January 2011, as previously stated	183,109	8,388,600	-	301,819	412,771	13,436	(247,399)	238,188	(5,042,257)	1,583,270	5,831,537	2,152,375	7,983,912
共同控制實體的業務合併影響 (附註2)	Effect of business combination of entities under common control (Note 2)	-	-	-	(18,003)	16,512	-	-	434	-	1,217,716	1,216,659	38,468	1,255,127
於二零一一年一月一日 (重列)	At 1 January 2011, as restated	183,109	8,388,600	-	283,816	429,283	13,436	(247,399)	238,622	(5,042,257)	2,800,986	7,048,196	2,190,843	9,239,039
年內溢利	Profit for the year	-	-	-	-	-	-	-	-	-	1,176,268	1,176,268	396,133	1,572,401
換算產生的匯兌差額	Exchange differences arising on translation	-	-	-	-	512,152	-	-	-	-	-	512,152	63,424	575,576
應佔聯營公司其他全面收入	Share of other comprehensive income of associates	-	-	-	-	55,028	-	-	-	-	-	55,028	-	55,028
年內其他全面收入	Other comprehensive income for the year	-	-	-	-	567,180	-	-	-	-	-	567,180	63,424	630,604
年內全面收入總額	Total comprehensive income for the year	-	-	-	-	567,180	-	-	-	-	1,176,268	1,743,448	459,557	2,203,005
非控股權益注資	Capital contribution from non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	26,267	26,267
於合併共同控制實體後發行股份 (附註33(a))	Issue of shares upon combination of entities under common control (Note 33(a))	16,118	1,914,756	-	-	-	-	-	-	(1,930,874)	-	-	-	-
收購附屬公司 (附註36)	Acquisition of subsidiaries (Note 36)	-	-	-	-	-	-	-	-	-	-	-	69,613	69,613
收購於附屬公司的其他權益	Acquisition of additional interest in a subsidiary	-	-	-	(50,838)	-	-	-	-	-	-	(50,838)	(131,081)	(181,919)
喪失共同控制實體的共同控制權 (附註38)	Loss of jointly control over a jointly controlled entity (Note 38)	-	-	-	-	(32,165)	-	-	(1,669)	-	33,834	-	(54,652)	(54,652)
來自集團重組	Arising from group reorganisation	-	-	-	-	-	-	-	660,613	-	660,613	-	660,613	
出售為獎勵計劃 持有之股份	Disposal of shares held for incentive award scheme	-	-	-	-	-	28,101	-	-	63,388	91,489	-	91,489	
分類間轉撥	Transfers between categories	-	(7,388,600)	7,388,600	-	-	-	197,598	-	(197,598)	-	-	-	
已付股息	Dividends paid	-	-	-	-	-	-	-	-	(174,249)	(174,249)	-	(174,249)	
已付附屬公司非控股權益股息	Dividends paid to non-controlling interests of subsidiaries	-	-	-	-	-	-	-	-	-	-	(13,143)	(13,143)	
於二零一一年十二月三十一日	At 31 December 2011	199,227	2,914,756	7,388,600	232,978	964,298	13,436	(219,298)	434,551	(6,312,518)	3,702,629	9,318,659	2,547,404	11,866,063

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For the year ended 31st December, 2012 截至二零一二年十二月三十一日止年度

		本公司擁有人應佔											非控股權益		
		Attributable to owners of the Company													
						為獎勵計劃 持有之股份									
						購股權 儲備		其他儲備		合併儲備		保留溢利		股本總值	
		股本	股份溢價	撥入盈餘	資本儲備	匯兌儲備	Share option reserve	incentive award scheme	Other reserves	Merger reserve	Retained profits	合計	Non- controlling interests	Total equity	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
				(附註a)	(附註b)				(附註c)	(附註d)					
				(Note a)	(Note b)				(Note c)	(Note d)					
年內溢利	Profit for the year	-	-	-	-	-	-	-	-	-	1,650,964	1,650,964	383,741	2,034,705	
換算產生的匯兌差額	Exchange differences arising on translation	-	-	-	-	2,764	-	-	-	-	-	2,764	1,893	4,657	
應佔聯營公司其他全面收入	Share of other comprehensive income of associates	-	-	-	-	332	-	-	-	-	-	332	-	332	
年內其他全面開支	Other comprehensive expense for the year	-	-	-	-	3,096	-	-	-	-	-	3,096	1,893	4,989	
年內全面收入總額	Total comprehensive income for the year	-	-	-	-	3,096	-	-	-	-	1,650,964	1,654,060	385,634	2,039,694	
非控股權益注資	Capital contribution from non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	553,176	553,176	
配售股份(附註33(c))	Placing of shares (Note 33(c))	16,000	2,696,000	-	-	-	-	-	-	-	-	2,712,000	-	2,712,000	
發行股份開支	Share issue expenses	-	(13,270)	-	-	-	-	-	-	-	-	(13,270)	-	(13,270)	
收購附屬公司(附註36)	Acquisition of subsidiaries (Note 36)	-	-	-	-	-	-	-	-	-	-	-	394,185	394,185	
收購於附屬公司的其他權益	Acquisition of additional interest in a subsidiary	7,174	781,157	-	(212,443)	-	-	-	-	-	-	575,888	(592,845)	(16,957)	
就收購共同控制附屬公司應付之代價(附註2)	Consideration payable for acquiring subsidiaries under common control (Note 2)	-	-	-	-	-	-	-	(2,415,000)	-	(2,415,000)	-	(2,415,000)		
出售為獎勵計劃持有之股份	Disposal of shares held for incentive award scheme	-	-	-	-	-	24,968	-	-	87,398	112,366	-	112,366		
分類間轉撥	Transfers between categories	-	-	-	-	-	-	271,046	-	(271,046)	-	-	-		
已付股息	Dividends paid	-	-	-	-	-	-	-	-	(240,430)	(240,430)	-	(240,430)		
已付附屬公司非控股權益股息	Dividends paid to non-controlling interests of subsidiaries	-	-	-	-	-	-	-	-	-	-	(187,801)	(187,801)		
於二零一二年十二月三十一日	At 31 December 2012	222,401	6,378,643	7,388,600	20,535	967,394	13,436	(194,330)	705,597	(8,727,518)	4,929,515	11,704,273	3,099,753	14,804,026	

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For the year ended 31st December, 2012 截至二零一二年十二月三十一日止年度

## 附註：

(a) 根據於二零一一年五月三十日召開的股東特別大會上批准的特別決議案，金額為7,388,600,000港元的股份溢價進賬額已作出削減並轉撥至繳入盈餘。繳入盈餘為可分配儲備並將用於支付股息及《1981年百慕達公司法》容許的其他用途。

(b) 資本儲備來自(a)於過往年度向本集團的中間控股公司及同系附屬公司收購共同控制實體折讓及(b)就非控股權益調整的金額與就收購於附屬公司的額外權益所支付的代價之間的差額。

(c) 其他儲備包括於中華人民共和國（「中國」）成立的附屬公司的一般儲備、法定盈餘儲備、企業發展基金、法定公益金及酌情盈餘儲備。

一般儲備乃自若干附屬公司的除稅後溢利按5%至10%的基準分配，並由彼等各自的董事會根據各附屬公司組織章程細則自行釐定。該儲備僅供彌補虧損、撥充資本及擴充生產力和業務之用。

(d) 合併儲備指(i)已付現金代價、視為分派至同系附屬公司及本公司所發行股份；與(ii)集團重組中已合併實體之已發行股本及溢價金額之間的差額。

## Notes:

(a) Pursuant to the approval of a special resolution at the special general meeting of the Company on 30 May 2011, the amount of HK\$7,388,600,000 standing to the credit of share premium has been reduced and transferred to the contributed surplus. The contributed surplus is a distributable reserve and will be used for payment of dividends and for such other purposes as allowed by the Companies Act 1981 of Bermuda.

(b) Capital reserve arises from (a) discount on acquisition of jointly controlled entities from an intermediate holding company and fellow subsidiaries of the Group in prior years; and (b) the difference between the amount by which the non-controlling interests are adjusted and the consideration paid for the acquisition of additional interest in subsidiaries.

(c) Other reserves comprise general reserve, statutory surplus reserve, enterprise expansion fund, statutory public welfare fund and discretionary surplus reserve of subsidiaries established in People's Republic of China (the "PRC").

General reserve is appropriated each year on the basis of 5% to 10% of the profit after taxation of certain subsidiaries as determined by their board of directors in accordance with the Articles of Association of the subsidiaries. This reserve should only be used for making up losses, capitalisation into capital and expansion of production and operation.

(d) Merger reserve represented the difference between (i) the cash consideration paid, deemed distribution to a fellow subsidiary and shares issued by the Company; and (ii) the amount of issued capital and premium of the combined entities under group reorganisations.