



South China Financial Holdings Limited

Incorporated in Hong Kong with limited liability

Stock Code : 619



2009
ANNUAL REPORT

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Corporate Information

BOARD OF DIRECTORS

Executive Directors

Mr. Ng Hung Sang (*Chairman*)
Mr. Richard Howard Gorges (*Vice-chairman*)
Ms. Cheung Choi Ngor (*Vice-chairman*)
Mr. Cheung Wai Kwok, Gary (*Managing Director*)
Mr. Ng Yuk Yeung, Paul

Independent Non-executive Directors

Mrs. Tse Wong Siu Yin, Elizabeth
Hon. Raymond Arthur William Sears, Q.C.
Mr. Tung Woon Cheung, Eric

AUDIT COMMITTEE

Mr. Tung Woon Cheung, Eric (*Committee Chairman*)
Mrs. Tse Wong Siu Yin, Elizabeth
Hon. Raymond Arthur William Sears, Q.C.

REMUNERATION COMMITTEE

Mrs. Tse Wong Siu Yin, Elizabeth (*Committee Chairman*)
Hon. Raymond Arthur William Sears, Q.C.
Mr. Tung Woon Cheung, Eric

COMPANY SECRETARY

Mrs. Sin Li Mei Wah, Jenifer

REGISTERED OFFICE

28th Floor, Bank of China Tower
1 Garden Road, Central
Hong Kong

AUDITORS

Ernst & Young
Certified Public Accountants

BANKERS

Standard Chartered Bank (Hong Kong) Limited
Bank of Communications Co., Limited
Chong Hing Bank Limited
Bank of China (Hong Kong) Limited
Nanyang Commercial Bank, Limited
Hang Seng Bank Limited
The Bank of East Asia Limited
Dah Sing Bank, Limited
Industrial and Commercial Bank of China (Asia) Limited
Wing Hang Bank Limited
China Construction Bank (Asia) Limited
DBS Bank (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited
CITIC Ka Wah Bank Limited
Public Bank (Hong Kong) Limited
Fubon Bank (Hong Kong) Limited

SHARE REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited
18th Floor, Fook Lee Commercial Centre
Town Place, 33 Lockhart Road
Wanchai, Hong Kong

STOCK CODE

619

WEBSITE

<http://www.sctrade.com>

Chairman's Statement And Management Discussion And Analysis

I am pleased to report the activities of South China Financial Holdings Limited (the "Company") and its subsidiaries (collectively the "Group") for the year ended 31 December 2009.

FINANCIAL SUMMARY

Capitalizing on the economic recovery subsequent to the global financial crisis in late 2008, the Group posted a profit of HK\$113.9 million for the year ended 31 December 2009, a substantial improvement as compared with HK\$186.5 million loss for last year. Total equity of the Group returned to a stronger and healthier level of HK\$479.0 million as at 31 December 2009 as compared to HK\$328.1 million as at the end of previous year.

Hang Seng Index rebounded by 52% to 21,872 at the end of 2009. Reaping the benefit of this soaring equity market, the Group recorded a fair value gain on financial assets of HK\$71.1 million and a profit on investment trading of HK\$38.6 million. The property market also rebounded strongly bringing a fair value gain on the investment property of HK\$20.5 million to the Group.

While Hong Kong average daily stock turnover dropped by 14% from last year's HK\$72.1 billion to this year's HK\$62.3 billion, our securities broking business managed to return a HK\$81.1 million revenue for the year ended 31 December 2009 as compared with last year's revenue of HK\$76.2 million.

The Group is committed to build on the existing principal businesses of securities broking and margin financing and expand into other promising business areas to maximize shareholders' return.

DIVIDEND

The Board recommends the payment of a final dividend of HK0.60 cent (2008: HK0.04 cent) per share, which amount to approximately HK\$30,173,000 (2008: HK\$2,012,000) in respect of the year ended 31 December 2009 to the shareholders whose names appear on the register of members of the Company on 18 May 2010.

Subject to the approval by the shareholders of the final dividend at the forthcoming annual general meeting of the Company, the final dividend will be paid on or about 18 June 2010.

BUSINESS REVIEW

Securities broking, trading and investment

Notwithstanding the 14% decrease in average daily turnover in the local stock market, our securities broking business outperformed the market and the recorded income increased by 6% to HK\$81.1 million. Reported operating profit was HK\$1.1 million for the year ended 31 December 2009.

The result of securities trading and investment for the year ended 31 December 2009 was a profit of HK\$101.8 million which included HK\$71.1 million of unrealized holding gain as compared with a loss of HK\$114.6 million in the previous year. Including the unrealized holding gain, the Group had financial assets at fair value through profit or loss of HK\$214.8 million as at the end of the year.

Margin financing and money lending

Reflecting the improvement in investment sentiments in the market during the year, our loan and advances portfolio for margin financing and personal loans surged to HK\$229.0 million as at 31 December 2009, representing an increase of 102% as compared with the end of last year. Interest income dropped by 36% from HK\$30.6 million to HK\$19.6 million due to the low interest rate environment prevailing during the year. Contribution from this segment increased from HK\$9.4 million to HK\$17.6 million due to some provision write-back.

Chairman's Statement And Management Discussion And Analysis

Corporate advisory and underwriting

Including IPOs, a record high of HK\$630.7 billion equity funding was raised in 2009. Enjoying the benefit of this booming market, revenue from our corporate advisory and underwriting business increased by 56% to HK\$3.3 million and operating loss reduced to HK\$7.6 million for the year ended 31 December 2009.

Property investment and others

Gross rental income from the investment property at Lippo Centre was HK\$2.5 million for the year under review, a decline of 28% when compared to the previous year. A revaluation gain of HK\$17.1 million after deferred tax provision was reported. During the year, a substantial part of our investment property was transferred to owner-occupied property.

LIQUIDITY AND FINANCIAL RESOURCES

The Group has obtained bank credit facilities that are all renewable on a yearly basis. The facilities for the share margin finance operations are secured by the securities of margin clients and the Group. The facilities for the money lending operations are clean loans. All the credit facilities are guaranteed by the Company.

As at 31 December 2009, the Group's long term bank borrowings apart from those for share margin finance business and personal loan business amounted to HK\$77.1 million (2008: HK\$87.3 million), which, when related to the Group's equity of HK\$479.0 million (2008: HK\$328.1 million), represent a gearing ratio of approximately 16.1% (2008: 26.7%).

The Group had a cash balance of HK\$92.9 million at the current year-end, a decrease of 9% from last year-end. The Group has sufficient working capital to meet its operational needs.

EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES AND RELATED HEDGES

The Group had no significant exposure to fluctuations in exchange rates and any related hedges as at 31 December 2009.

CAPITAL STRUCTURE

The Group had no debt securities or capital instruments other than equity shares as at 31 December 2009.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND ASSOCIATES

The Group had no material acquisitions and disposals of subsidiaries and associates for the year ended 31 December 2009.

CHARGES ON ASSETS

As at 31 December 2009, the Group's investment properties and leasehold land and building were pledged to a bank for installment and revolving loan facilities.

CONTINGENT LIABILITIES

As at 31 December 2009, the Group had no material contingent liabilities.

INVESTMENTS

For the year ended 31 December 2009, the Group's portfolio of Hong Kong listed securities increased mainly due to fair value gains during the year.

Chairman's Statement And Management Discussion And Analysis

EMPLOYEES

As at 31 December 2009, the total number of employees of the Group was 169 (31 December 2008: 145). Employee's cost (including directors' emoluments) amounted to approximately HK\$47 million for the year (2008: approximately HK\$49 million).

Apart from salary payment, other staff benefits include medical subsidies, life insurance, provident fund and subsidized external training. Continuous professional training will continue to be arranged for those staff registered with the Securities and Futures Commission. Performance of the employees is normally reviewed on an annual basis with adjustment compatible to the market. Individual employee may also receive a discretionary bonus at the end of each year based on performance. The Company adopted an employee share option scheme on 31 May 2002 which became effective on 28 June 2002.

PROSPECTS

The State Council of China announced a plan to position Shanghai as a world financial hub by 2020. Co-operation between Hong Kong and China especially Shanghai would undoubtedly bring business opportunities to the market participants in Hong Kong. Acting as the window to the world for China and capitalizing on its strong and stable financial and legal infrastructure, Hong Kong is in a good position to reap the benefits.

China economies continue to grow subsequent to the four trillion Renminbi stimulus package. With the global economic outlook still fragile, it is unlikely for China to withdraw extensively the stimulus spending in the short term. However, to monitor the soaring property market and balance the economic growth with credit risk, it is China's strategy to slow the loan growth from the previous year's 30% to 17% for the year of 2010. Coupled with the effect of tightening the credit by increasing the bank reserve requirement, more property developers from China are expected to tap the Hong Kong equity market in the future.

Against the backdrop of recovering economies and improving investment sentiments, the Group believes it is an opportune moment to expand into new business areas. Our developments in bullion sales and trading, asset management, global commodities and foreign exchange are progressing nicely. The Group is committed to build a more balanced revenue base to capture the market opportunities and at the same time maintain the strong ability to weather any economic turbulence in the future. The Group is looking forward to a bright and promising year ahead.

CLOSURE OF REGISTER FOR ENTITLEMENT TO FINAL DIVIDEND

The register of members of the Company will be closed from 13 May 2010 to 18 May 2010, both days inclusive, during which period no share transfers will be registered. To qualify for the final dividend, all transfers accompanied by the relevant share certificates of the Company must be lodged for registration with the Company's Share Registrar, Union Registrars Limited of 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not later than 4:00 pm on 12 May 2010.

APPRECIATION

On behalf of the Board, I wish to express my gratitude to our shareholders and clients for their support and all our staff for their hard work and dedicated service.

Ng Hung Sang
Chairman

Hong Kong, 30 March 2010

Directors' Biographical Details

EXECUTIVE DIRECTORS

Mr. Ng Hung Sang, aged 60, is an Executive Director and the Chairman of the Company. Mr. Ng is actively involved in the overall corporate policies, strategic planning and business development of the Group. Mr. Ng is also an executive director and the chairman of South China Holdings Limited (“SCH”), South China (China) Limited (“SCC”) and South China Land Limited 南華置地有限公司 (“SCL”). He holds a Master degree in marketing from Lancaster University in the United Kingdom and is a fellow member of the Chartered Institute of Management Accountants. Mr. Ng was appointed as a Director of the Company on 7 December 1988. Mr. Ng is the father of Mr. Ng Yuk Yeung, Paul, an Executive Director of the Company.

Mr. Richard Howard Gorges, aged 66, an Executive Director and a Vice-chairman of the Company and SCC, and an executive director of SCH and SCL. He holds a Master degree in law from Cambridge University in the United Kingdom. Mr. Gorges was appointed as a Director of the Company on 7 December 1988.

Ms. Cheung Choi Ngor, aged 56, is an Executive Director and a Vice-Chairman of the Company. She is also an executive director, the vice-chairman and chief executive officer of SCC, an executive director of SCH and an executive director, the compliance officer and an authorised representative of SCL. She holds a Master degree in business administration from University of Illinois in the United States of America. Ms. Cheung is a member of the National Committee of the Chinese People's Political Consultative Conference. Ms. Cheung was appointed as a Director of the Company on 7 December 1988.

Mr. Cheung Wai Kwok, Gary, aged 56, is an Executive Director and a Managing Director of the Company. He holds a Bachelor's degree in arts in business administration and a Bachelor's degree in arts with honour in economics from York University in Canada. He has about 30 years of experience in financial services sector. Mr. Cheung was appointed as a Director of the Company on 26 June 2009.

Mr. Ng Yuk Yeung, Paul, aged 28, is an Executive Director of the Company, and an executive director and the chief executive officer of SCL. Mr. Ng graduated in law from Corpus Christi College, University of Cambridge (the “University”) in the United Kingdom and is a Scholar of the University. Mr. Ng was appointed as a Director of the Company on 15 September 2003. He has been engaged in the financial services, tourism and media businesses for seven years. Mr. Ng is a son of Mr. Ng Hung Sang, the Chairman of the Company.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mrs. Tse Wong Siu Yin, Elizabeth, aged 52, is an Independent Non-executive Director of the Company, SCH and SCC, the Chairman of the Hong Kong Flower Retailers Association, the Committee Member of Skills Upgrading Scheme (Gardening and Floristry) of Labour and Welfare Bureau and the Convenor of Youth Skills Competition in Floristry of Vocational Training Council. Mrs. Tse holds a Bachelor degree of science from the University of Western Ontario in Canada. Mrs. Tse was appointed as an Independent Non-executive Director of the Company on 25 November 1992.

Hon. Raymond Arthur William Sears, Q.C., aged 77, a retired High Court Judge, holds a Master's degree in law from Cambridge University in the United Kingdom. He became a Queen's Counsel in 1975 and was a former vice-chairman Judicial Section of the International Bar Association. In the United Kingdom, he had been leading Counsel in England to the Government and large Authorities on redevelopment and construction projects and to the General Medical Council. In 1986 and 1987, he was a Justice of the Supreme Court of Hong Kong and the Commissioner to the Sultan of Brunei, respectively. From 1994 to 1999, he was a Senior Civil High Court Judge. Mr. Sears was appointed as an Independent Non-executive Director of the Company on 24 March 2000.

Mr. Tung Woon Cheung, Eric, aged 39, is general manager of the finance department of Beijing Enterprises Holdings Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong; the financial controller and Company Secretary of Beijing Enterprises Water Group Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong; the company secretary of Biosino Bio-technology and Science Incorporation, a company listed on the GEM Board of the Stock Exchange of Hong Kong. Mr. Tung graduated from York University, Toronto, Canada with a bachelor honours degree in administrative studies. He is a Certified Public Accountant of Hong Kong Institute of Certified Public Accountants and a U.S. Certified Public Accountant of The American Institute of Certified Public Accountants. Mr. Tung was appointed as an Independent Non-executive Director of the Company on 21 September 2004.

Directors' Report

The Directors of the Company submit their report and the audited consolidated financial statements for the year ended 31 December 2009.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the subsidiaries consist of securities, bullion and commodities broking and trading, margin financing, money lending, provision of corporate advisory and underwriting services, property investment and investment holding.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2009 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 20 to 91 of this Annual Report.

The Board recommends the payment of a final dividend of HK0.60 cent (2008: HK0.04 cent) per share, which amount to approximately HK\$30,173,000 (2008: HK\$2,012,000) in respect of the year ended 31 December 2009 to the shareholders whose names appear on the register of members of the Company on 18 May 2010. No interim dividend was paid during the year ended 31 December 2009.

Subject to the approval by the shareholders of the final dividend at the forthcoming annual general meeting of the Company, the final dividend will be paid on or around 18 June 2010.

SUMMARY OF FINANCIAL INFORMATION

A summary of the results and assets, liabilities and minority interests of the Group for the last five financial years, as extracted from the audited financial statements and restated/reclassified as appropriate, is set out on page 92 of this Annual Report. This summary does not form part of the audited financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in note 14 to the financial statements.

INVESTMENT PROPERTIES

Details of movements in the investment properties of the Group are set out in note 15 to the financial statements.

SHARE CAPITAL AND SHARE OPTIONS

There were no changes in the Company's authorized share capital during the year. Details of movements in the Company's share capital and share options during the year are set out in notes 34 and 35 to the financial statements.

PURCHASE, SALE OR REDEMPTION OF THE LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed securities of the Company during the year ended 31 December 2009.

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 36 to the financial statements and in the consolidated statement of changes in equity respectively.

DISTRIBUTABLE RESERVES

As at 31 December 2009, the Company's reserves available for distribution amounted to approximately HK\$31,908,000.

DIRECTORS

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

Executive Directors:

Mr. Ng Hung Sang (Chairman)
Mr. Richard Howard Gorges (Vice-chairman)
Ms. Cheung Choi Ngor (Vice-chairman)
Mr. Cheung Wai Kwok, Gary (Managing Director, appointed on 26 June 2009)
Mr. Ng Chun Sang (resigned on 26 June 2009)
Mr. Ng Yuk Yeung, Paul

Independent Non-executive Directors:

Mrs. Tse Wong Siu Yin, Elizabeth
Hon. Raymond Arthur William Sears, Q.C.
Mr. Tung Woon Cheung, Eric

In accordance with article 99 of the Articles of Association of the Company, Mr. Cheung Wai Kwok, Gary will retire from office at the forthcoming annual general meeting. In accordance with article 116 of the Articles of Association of the Company, Mr. Ng Hung Sang, Mr. Ng Yuk Yeung, Paul and Mrs. Tse Wong Siu Yin, Elizabeth will retire from office at the forthcoming annual general meeting. All the retiring Directors, being eligible, offer themselves for re-election.

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received an annual confirmation of independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") from each of the Independent Non-executive Directors namely, Mrs. Tse Wong Siu Yin, Elizabeth, Hon. Raymond Arthur William Sears, Q.C. and Mr. Tung Woon Cheung, Eric for the year ended 31 December 2009 and as at the date of this report, the Company still considers the Independent Non-executive Directors to be independent.

DIRECTORS' BIOGRAPHIES

Biographical details of the Directors are set out on pages 6 and 7 of this Annual Report.

DIRECTORS' SERVICE CONTRACTS

None of the Directors being proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

Directors' Report

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 December 2009, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, were as follows:

(a) The Company

(i) Long positions in shares

Name of Director	Capacity	Number of ordinary shares	Total number of ordinary shares	Approximate percentage of shareholding
Ng Hung Sang ("Mr. Ng")	Beneficial owner Interest of spouse Interest of controlled corporations	185,554,400 233,000,000 2,558,758,972 (Note a)	2,977,313,372	59.20%
Richard Howard Gorges ("Mr. Gorges")	Beneficial owner	12,174,000	12,174,000	0.24%
Cheung Choi Ngor ("Ms. Cheung")	Beneficial owner	10,000,000	10,000,000	0.20%
Raymond Arthur William Sears	Interest of spouse	200,000	200,000	0.00%

(ii) Long positions in underlying shares

Share option

Name of Director	Capacity	Number of underlying shares	Approximate percentage of shareholding
Mr. Gorges	Beneficial owner	20,000,000 (note b)	0.40%
Ms. Cheung	Beneficial owner	20,000,000 (note b)	0.40%
Cheung Wai Kwok, Gary ("Mr. Cheung")	Beneficial owner	50,000,000 (note b)	0.99%
Ng Yuk Yeung, Paul ("Mr. Paul Ng")	Beneficial owner	33,333,333 (note b)	0.66%

(b) Associated corporation

Long positions in shares

South China Financial Credits Limited ("SCFC") (Note c)

Name of Director	Capacity	Number of ordinary shares	Approximate percentage of shareholding
Mr. Paul Ng	Beneficial owner	250,000	0.59%

Notes:

- (a) The 2,977,313,372 shares of the Company held by Mr. Ng through controlled corporations referred to above include 474,606,720 shares held by Bannock Investment Limited ("Bannock"), 501,292,800 shares held by Earntrade Investments Limited ("Earntrade"), 792,100,504 shares held by Fung Shing Group Limited ("Fung Shing"), 743,728,000 shares held by Parkfield Holdings Limited ("Parkfield"), 33,331,200 shares held by Ronastar Investments Limited ("Ronastar") and 13,699,748 shares held by Tek Lee Finance and Investment Corporation Limited ("Tek Lee"). Fung Shing, Parkfield and Ronastar are wholly-owned by Mr. Ng. Mr. Ng holds Tek Lee via South China Holdings Limited, which is owned as to 73.72% by Mr. Ng, while Bannock is a wholly-owned subsidiary of Earntrade which is owned as to 60% by Mr. Ng, 20% by Mr. Gorges and 20% by Ms. Cheung. As such, Mr. Ng was deemed to have interest in the 13,699,748 shares held by Tek Lee and the 975,899,520 shares held by Bannock and Earntrade.
- (b) Each of Mr. Gorges and Ms. Cheung was granted with share options to subscribe for 30,000,000 shares of the Company on 16 March 2006 at an exercise price of HK\$0.128 per share. Ms. Cheung had exercised the share options to subscribe for 10,000,000 shares of the Company. Mr. Cheung was granted with share options to subscribe for 50,000,000 shares of the Company on 26 June 2009 at an exercise price of HK\$0.128 per share. Mr. Paul Ng was granted with share options to subscribe for 30,000,000 shares of the Company and 20,000,000 shares of the Company on 16 March 2006 and 26 April 2006 respectively, at an exercise price of HK\$0.128 per share. The exercisable periods are as follows: (i) 1/3 of the total share options granted shall be exercised from the beginning of the second year from the date of grant to the end of third year from the date of grant; (ii) 1/3 of the total share options granted shall be exercised from the beginning of the third year from the date of grant to the end of the fourth year from date of grant; and (iii) 1/3 of the total share options granted shall be exercised from the beginning of the fourth year from the date of grant to the end of the fifth year from the date of grant. Accordingly, shares options to subscribe for 10,000,000 shares of the Company for each of Mr. Gorges and Mr. Paul Ng have been lapsed on 16 March 2009 and shares options to subscribe for 6,666,667 shares of the Company for Mr. Paul Ng have been lapsed on 26 April 2009.
- (c) SCFC is a 98.62% owned subsidiary of the Company.

Save as disclosed above, as at 31 December 2009, none of the Directors or chief executives of the Company had registered any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register which was required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

Directors' Report

SHARE OPTION SCHEME

The Directors and employees of the Company and its subsidiaries are entitled to participate in the share option scheme of the Company. Particulars of the share option scheme of the Company are set out in note 35 to the financial statements. Details of the options granted by the Company to the Directors were set out under the section "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company or any associated corporation" of this Annual Report.

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the section "Share Option Scheme", at no time during the year was the Company, or any of its holding companies, fellow subsidiaries or subsidiaries, a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors or chief executives or any of their spouses or children under the age of 18, was granted any right to subscribe for the equity or debt securities of the Company or any other body corporate nor had exercised any such right.

RETIREMENT BENEFIT PLAN

Details of the retirement benefit plan of the Group are set out in note 2.4 to the financial statements.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Details of transactions during the year between the Group and other companies in which certain Directors of the Company have beneficial interests are set out in note 43 to the financial statements.

Save as disclosed above, no contracts of significance in relation to the business of the Group to which the Company, or any of its holding companies, or any of its subsidiaries or fellow 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.

MANAGEMENT CONTRACTS

No contract for the management and administration of the whole or any substantial part of the business of the Company was entered into or subsisted during the year.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTEREST AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2009, the following persons, other than the Directors and chief executives of the Company, had interests and short positions in the shares and underlying shares of the Company as recorded in the register of interests required to be kept by the Company under Section 336 of Part XV of SFO.

Long Position

Name of shareholder	Capacity	Number of ordinary shares	Approximate Percentage of shareholding
Eartrade	Beneficial owner and interest of controlled corporation	975,899,520 (Note)	19.41%
Bannock	Beneficial owner	474,606,720 (Note)	9.44%
Parkfield	Beneficial owner	743,728,000	14.79%
Fung Shing	Beneficial owner	792,100,504	15.75%

Note: Bannock is a wholly-owned subsidiary of Eartrade. The 975,899,520 shares in the Company held by Eartrade include 474,606,720 shares held by Bannock directly.

Save as disclosed above, as at 31 December 2009, no person, other than the Directors or chief executives of the Company, whose interests are set out in the section "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company or any associated corporation" above, had registered any interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the amount of public float as required under the Listing Rules as at the date of this report.

COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES

Details of the compliance by the Company with the Code on Corporate Governance Practices are set out on pages 15 to 18 of this Annual Report.

MODEL CODE FOR SECURITIES TRANSACTIONS

Details of the compliance with the Model Code for Securities Transactions are set out on page 16 of this Annual Report.

CONNECTED TRANSACTIONS

There were no transactions to be disclosed as connected transactions in accordance with the requirements of the Listing Rules during the year ended 31 December 2009.

Directors' Report

AUDIT COMMITTEE

The Company has established an Audit Committee with written terms of reference in compliance with the Listing Rules. The Audit Committee comprises three Independent Non-executive Directors, namely Mr. Tung Woon Cheung, Eric (Chairman of the Audit Committee), Mrs. Tse Wong Siu Yin, Elizabeth and Hon. Raymond Arthur William Sears, Q.C..

The Audit Committee is satisfied with its review of the audit fee, the independence of the Auditors and recommended to the Board re-appointment of the Auditors in 2010 at the forthcoming annual general meeting.

The Group's annual results for the year ended 31 December 2009 have been reviewed by the Audit Committee, which was of the opinion that the preparation of such annual results complied with the applicable accounting standards and requirements and that adequate disclosures have been made.

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2009, the aggregate turnover attributable to the Group's five largest customers accounted for less than 30% of the total turnover for the year. The Group is a provider of financial services and hence it is of no value to disclose details of the Group's suppliers.

None of the Directors or any their associates or any shareholder (which to the knowledge of the Directors owns more than 5% of the Company's issued share capital) had an interest in the five largest suppliers or customers of the Group noted above.

AUDITORS

Messrs. Ernst & Young will retire and, being eligible, will offer themselves for re-appointment at the forthcoming annual general meeting of the Company.

On behalf of the Board

Ng Hung Sang
Chairman

Hong Kong, 30 March 2010

Corporate Governance Report

The Company is committed to the establishment of good corporate governance practices and procedures. The corporate governance principles of the Company emphasize accountability and transparency to the shareholders. Periodic review will be made to the corporate governance practices to comply with the regulatory requirements.

CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has complied with all the code provisions set out in the Code on Corporate Governance Practices (the “CG Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) throughout the year ended 31 December 2009.

BOARD COMPOSITION AND BOARD PRACTICES

As at 31 December 2009, the Board composed of 8 directors, including the Chairman who is an Executive Director, 2 Vice-chairmen who are Executive Directors, a Managing Director, an additional Executive Director and 3 Independent Non-executive Directors. One-third of the Board is Independent Non-executive Directors. Their biographies and relevant relationships amongst them are set out in the Directors’ Biographical Details on pages 6 to 7 of this Annual Report.

Review will be made regularly on the Board composition to ensure that it has a balance of skills and experience appropriate for the requirement of the business of the Group. Also, a balanced composition of Executive Directors and Non-executive Directors is maintained to ensure independence and effective management. The Company has satisfied the relevant provision of the Listing Rules in having one of the Independent Non-executive Directors with appropriate accounting qualifications and expertise to chair the Audit Committee.

Each of the Independent Non-executive Directors has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all Independent Non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

The Board has adopted a formal written procedure and policy for the appointment of new directors. When selecting potential candidates for directors, their skill, experience, expertise, devotion of time and conflicts of interests are the key factors for consideration. No nomination committee has been set up, and hence, the nomination and selection process are performed by the Board. The Board meets at least once a year in discussing whether the composition, size, structure of the Board is adequate. The Board met once in 2009 for the said purpose with all the Directors present.

All Directors (including Non-executive Directors) of the Company are subject to retirement by rotation at least once every three years in accordance with the Company’s Articles of Association.

The Board is collectively responsible for the formulation of the Group’s strategy, overseeing the management of the business and affairs of the Group.

Daily operation and management of the business of the Group, inter alia, the implementation of strategies are delegated to the Executive Committee, comprising all Executive Directors. They report periodically to the Board their work and business decisions.

There are defined roles in relation to the responsibilities of the Chairman and the Managing Director of the Company. Their roles are exercised by separate individuals with a view to reinforce their independence and accountability. Key and important decisions are fully discussed at the board meetings. All Directors have been fully consulted about any matters proposed for inclusion in the agenda of regular meetings. The Chairman has delegated the responsibility for drawing up the agenda for each board meeting to the Company Secretary. With the assistance of the Executive Directors and the Company Secretary, the Chairman seeks to ensure that all Directors are properly briefed on issues arising at board meetings and have received adequate and reliable information in a timely manner.

Corporate Governance Report

The Board held five meetings in 2009:

	Attendance
Executive Directors	
Ng Hung Sang (Chairman)	4/5
Richard Howard Gorges (Vice-chairman)	5/5
Cheung Choi Ngor (Vice-chairman)	5/5
Ng Chun Sang (resigned on 26 June 2009)	0/2
Cheung Wai Kwok, Gary (Managing Director) (appointed on 26 June 2009)	3/3
Ng Yuk Yeung, Paul	4/5
Independent Non-executive Directors	
Tse Wong Siu Yin, Elizabeth	5/5
Raymond Arthur William Sears	5/5
Tung Woon Cheung, Eric	5/5

Notice of at least fourteen days are given to the Directors for regular meetings, while Board papers are sent to the Directors not less than three days before the intended date of a board or board committee meeting. With respect to other meetings, Directors are given as much notice as is reasonable and practicable in the circumstances. The Directors can attend meetings in person or through other means of electronic communication in accordance with the Articles of Association of the Company. The Company Secretary ensures that the procedure and all applicable rules and regulations are complied with. Minutes of board meetings and meetings of board committees are kept by the Company Secretary and are available for inspection at any time on reasonable notice by any Director.

Directors shall have full access to information on the Group and are able to obtain independent professional advice whenever they deem necessary. Memos are issued to Directors from time to time to update them with legal and regulatory changes and matters of relevance to Directors in the discharge of their duties.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules. In addition, the Board has established similar guidelines for relevant employees who are likely in possession of unpublished price sensitive information in relation to the Group or its securities.

All Directors have confirmed, following specific enquiry by the Company, their compliance with the required standard of dealings and its code of conduct regarding securities transactions by Directors throughout the year ended 31 December 2009.

INTERNAL CONTROL

Recognising that a well-designed and effective system of internal control is crucial to safeguard the assets of the Company and the shareholders' investment and to ensure the reliability of financial reporting as well as compliance with the relevant requirement of the Listing Rules, the Directors also acknowledge that they have overall responsibility for the Company's internal control, financial control and risk management and shall monitor its effectiveness from time to time. Therefore, a team, comprising qualified accountants, has been organised to carry out the internal audit function of the Company ("IA Team").

Based on the assessment of risk exposure, the IA Team formulates audit plans quarterly and ensures the audit programs cover key internal control areas of key operating subsidiaries on a rotational basis for the review by the Audit Committee on a regular interval. The scopes and timing of audit review is usually determined according to risk assessment.

Special reviews may also be performed on areas of concern identified by management or the Audit Committee from time to time. Communication channel has been established between the IA Team and the Audit Committee members.

IA Team monitors the internal control procedures and systems of the Group, reports findings and makes recommendations, if any, to Audit Committee on a regular interval. During the year, compliance on clients' money segregation in accordance with Securities and Futures (Client Money) Rules of the Group were reviewed and addressed in the internal control reports which were presented by the IA Team to the Audit Committee and the Board for review.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Group. The Directors ensure the preparation of the financial statements of the Group are in accordance with statutory requirements and applicable accounting standards.

The statement of the Auditors of the Company about their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditors' Report on page 19 of this Annual Report.

AUDITORS' REMUNERATION

For the year ended 31 December 2009, the Auditors of the Company received approximately HK\$850,000 for audit service. No non-audit services were provided by the Auditors in 2009.

REMUNERATION COMMITTEE

The Remuneration Committee was set up on 10 March 2005 and comprises all the Independent Non-executive Directors, Mrs. Tse Wong Siu Yin, Elizabeth (Chairman of the Remuneration Committee), Mr. Tung Woon Cheung, Eric and Hon. Raymond Arthur William Sears, Q.C..

The Remuneration Committee met once in December 2009 and was attended by all Committee members. The policies on the remuneration of Executive Directors were reviewed by the Remuneration Committee. Remuneration, including basic salaries, discretionary performance bonus and other emolument of the Executive Directors is based on skill, knowledge, involvement in the Company's affairs and performance of the individual Executive Directors with reference to the Company's performance and profitability, as well as industry practice. Granting share options is considered as one of the means for giving long-term incentive to and for retaining staff.

The directors' fees for all Directors are subject to shareholders' approval at general meeting. Remuneration packages of the Executive Directors are reviewed by the Remuneration Committee. Reimbursement is allowed for out-of-pocket expenses incurred in connection with the performance of their duties including attendance at board meetings and committee meetings.

Corporate Governance Report

AUDIT COMMITTEE

The Audit Committee comprises all Independent Non-executive Directors, Mr. Tung Woon Cheung, Eric (Chairman of the Audit Committee), Mrs. Tse Wong Siu Yin, Elizabeth and Hon. Raymond Arthur William Sears, Q.C.. The principal duties of the Audit Committee in accordance with its terms of reference, are substantially the same as the CG Code, include the review of the Group's financial reporting system and internal control procedures, review of financial information of the Group and review of the relationship with the Auditor of the Group.

The Audit Committee Members held two meetings in 2009 in which representatives of the management were present to review the interim and final results, the interim report and annual report and other financial and internal control matters. The Group's Auditors were present in one of the meetings.

Attendance

Tung Woon Cheung, Eric	2/2
Tse Wong Siu Yin, Elizabeth	2/2
Raymond Arthur William Sears	2/2

The Audit Committee is satisfied with their review of the audit fees, the independence of the Auditors and recommended to the Board the re-appointment of the Auditors in 2010 at the forthcoming annual general meeting.

The Group's annual results for the year ended 31 December 2009 were reviewed by the Audit Committee.

Independent Auditors' Report



To the shareholders of South China Financial Holdings Limited
(Incorporated in Hong Kong with limited liability)

We have audited the financial statements of South China Financial Holdings Limited set out on pages 20 to 91, which comprise the consolidated and Company statements of financial position as at 31 December 2009, and the consolidated income statement, the consolidated statement of changes in equity, the consolidated statement of comprehensive income and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. Our report is made solely to you, as a body, in accordance with Section 141 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free from material misstatement.

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

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

OPINION

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

Ernst & Young
Certified Public Accountants
18th Floor
Two International Finance Centre
8 Finance Street, Central
Hong Kong
30 March 2010

Consolidated Income Statement

Year ended 31 December 2009

	Notes	2009 HK\$'000	2008 HK\$'000
REVENUE	5	146,808	93,679
Other income		355	639
Fair value gain/(loss) on investment properties	15	20,500	(46,215)
Fair value gain/(loss) on financial assets at fair value through profit or loss		71,069	(114,619)
Reversal of impairment/(impairment) of loans and trade receivables, net		7,734	(8,467)
Other operating expenses		(126,410)	(112,963)
PROFIT/(LOSS) FROM OPERATING ACTIVITIES		120,056	(187,946)
Finance costs	7	(3,214)	(4,087)
PROFIT/(LOSS) BEFORE TAX	6	116,842	(192,033)
Income tax expense	10	(2,919)	5,569
PROFIT/(LOSS) FOR THE YEAR		113,923	(186,464)
Attributable to:			
Owners of the Company	11	113,896	(186,451)
Minority interests		27	(13)
		113,923	(186,464)
EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY	13		
Basic and diluted		HK2.26 cents	(HK3.71 cents)

Details of the dividend payable and proposed for the year are disclosed in note 12 to the financial statements.

Consolidated Statement of Financial Position

31 December 2009

	Notes	2009 HK\$'000	2008 HK\$'000
NON-CURRENT ASSETS			
Property, plant and equipment	14	146,032	4,063
Investment properties	15	40,300	161,700
Intangible assets	16	836	836
Other assets	17	6,169	5,681
Loans receivable	19	255	2,130
Available-for-sale investments	20	50,470	1,570
Deferred tax assets	21	4	10
Total non-current assets		244,066	175,990
CURRENT ASSETS			
Financial assets at fair value through profit or loss	22	214,756	115,764
Loans receivable	19	228,775	111,421
Trade receivables	23	36,654	28,187
Other receivables, prepayments and deposits	24	13,758	9,544
Tax recoverable		74	74
Pledged time deposits	26	5,750	5,750
Cash held on behalf of clients	27	547,690	341,716
Cash and cash equivalents	26	92,911	101,642
Total current assets		1,140,368	714,098
CURRENT LIABILITIES			
Amount due to a related company	25	–	437
Client deposits	28	541,653	320,929
Trade payables	29	45,105	38,111
Tax payable		8	38
Other payables and accruals	30	8,726	6,261
Interest-bearing bank and other borrowings	32	224,600	103,523
Total current liabilities		820,092	469,299
NET CURRENT ASSETS		320,276	244,799
TOTAL ASSETS LESS CURRENT LIABILITIES		564,342	420,789
NON-CURRENT LIABILITIES			
Interest-bearing bank and other borrowings	32	77,144	87,310
Deferred tax liabilities	21	8,201	5,410
Total non-current liabilities		85,345	92,720
Net assets		478,997	328,069

Consolidated Statement of Financial Position

31 December 2009

	Notes	2009 HK\$'000	2008 HK\$'000
EQUITY			
Equity attributable to owners of the Company			
Issued capital	34	125,721	125,721
Reserves	36(a)	322,180	199,440
Proposed final dividends	12	30,173	2,012
		478,074	327,173
Minority interests		923	896
Total equity		478,997	328,069

Richard Howard Gorges
Director

Cheung Choi Ngor
Director

Consolidated Statement of Changes in Equity

Year ended 31 December 2009

Attributable to owners of the Company												
		Share	Capital	Available-	Share	Exchange	Retained	Proposed		Minority	Total	
	Notes	premium	redemption	for-sale	option	fluctuation	profits/	final	Total	interests	equity	
		account	reserve	investment	reserve	reserve	(accumulated	dividend	HK\$'000	HK\$'000	HK\$'000	
		HK\$'000	HK\$'000	reserve	HK\$'000	HK\$'000	losses)	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
At 1 January 2008		125,715	219,994	1,601	-	13,308	-	147,374	30,172	538,164	994	539,158
Total comprehensive income for the year		-	-	-	1,210	-	-	(186,451)	-	(185,241)	(13)	(185,254)
Acquisition of minority interests		-	-	-	-	-	-	-	-	-	(85)	(85)
Issue of shares upon exercise of warrants	34	6	33	-	-	-	-	-	-	39	-	39
Equity-settled share option arrangements	35	-	-	-	-	4,383	-	-	-	4,383	-	4,383
Final 2007 dividend paid		-	-	-	-	-	-	-	(30,172)	(30,172)	-	(30,172)
Proposed final 2008 dividend	12	-	-	-	-	-	-	(2,012)	2,012	-	-	-
At 31 December 2008		125,721	220,027	1,601	1,210	17,691	-	(41,089)	2,012	327,173	896	328,069
At 1 January 2009		125,721	220,027	1,601	1,210	17,691	-	(41,089)	2,012	327,173	896	328,069
Total comprehensive income for the year		-	-	-	35,400	-	314	113,896	-	149,610	27	149,637
Equity-settled share option arrangements	35	-	-	-	-	3,303	-	-	-	3,303	-	3,303
Final 2008 dividend paid	12	-	-	-	-	-	-	-	(2,012)	(2,012)	-	(2,012)
Proposed final 2009 dividend	12	-	-	-	-	-	-	(30,173)	30,173	-	-	-
Transfer to retained profits		-	-	-	-	(3,101)	-	3,101	-	-	-	-
At 31 December 2009		125,721	220,027*	1,601*	36,610*	17,893*	314*	45,735*	30,173	478,074	923	478,997

* These reserve accounts comprise the consolidated reserves of HK\$322,180,000 (2008: HK\$199,440,000) in the consolidated statement of financial position.

Consolidated Statement of Comprehensive Income

Year ended 31 December 2009

	Note	2009 HK\$'000	2008 HK\$'000
PROFIT/(LOSS) FOR THE YEAR		113,923	(186,464)
OTHER COMPREHENSIVE INCOME FOR THE YEAR	37	35,714	1,210
TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR		149,637	(185,254)
Attributable to:			
Owners of the company		149,610	(185,241)
Minority interests		27	(13)
		149,637	(185,254)

Consolidated Statement of Cash Flows

Year ended 31 December 2009

	Notes	2009 HK\$'000	2008 HK\$'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit/(loss) before tax		116,842	(192,033)
Adjustments for:			
Finance costs	7	3,214	4,087
Dividend income from listed investments	5	(1,745)	(2,719)
Fair value loss/(gain) on investment properties		(20,500)	46,215
Fair value loss/(gain) on financial assets at fair value through profit or loss		(71,069)	114,619
Equity-settled share option expense	6	3,303	4,383
Impairment/(reversal of impairment) of loans and trade receivables, net		(7,734)	8,467
Depreciation	6	3,544	3,309
Loss on disposal of items of property, plant and equipment	6	22	30
		25,877	(13,642)
Increase in financial assets at fair value through profit or loss		(41,423)	(43,860)
Decrease/(increase) in loans receivable		(107,526)	130,587
Decrease/(increase) in trade receivables		(8,686)	58,052
Increase in other receivables, prepayments and deposits		(4,165)	(1,586)
Decrease/(increase) in cash held on behalf of clients		(205,974)	196,830
Decrease in an amount due to an intermediate holding company		—	(4,652)
Increase/(decrease) in an amount due to a related company		(437)	437
Increase/(decrease) in client deposits		220,724	(197,789)
Increase/(decrease) in trade payables		6,994	(48,030)
Increase/(decrease) in other payables and accruals		2,447	(17,921)
Cash generated from/(used in) operations		(112,169)	58,426
Interest paid		(3,198)	(4,053)
Interest element on finance lease rental payments		(16)	(34)
Hong Kong profits tax refunded/(paid)		(103)	4,272
Overseas taxes paid		(49)	(119)
Net cash flows from/(used in) operating activities		(115,535)	58,492

Consolidated Statement of Cash Flows

Year ended 31 December 2009

	Notes	2009 HK\$'000	2008 HK\$'000
Net cash flows from/(used in) operating activities		(115,535)	58,492
CASH FLOWS FROM INVESTING ACTIVITIES			
Dividend income received from listed investments		1,745	2,719
Purchases of items of property, plant and equipment	14	(3,628)	(2,328)
Acquisition of minority interests		–	(85)
Decrease/(increase) in other assets		(488)	44
Net cash flows from/(used in) investing activities		(2,371)	350
CASH FLOWS FROM FINANCING ACTIVITIES			
New bank loans		4,240,486	2,862,908
Repayment of bank loans		(4,141,840)	(2,869,364)
Capital element on finance lease rental payments	32	(176)	(176)
Advance from a director		9,180	–
Repayment made to a director		(9,180)	–
Proceeds from issue of shares	34	–	39
Dividends paid		(2,012)	(30,172)
Net cash flows from/(used in) financing activities		96,458	(36,765)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS			
		(21,448)	22,077
Cash and cash equivalents at beginning of year		107,392	85,294
Effect of foreign exchange rate changes, net		276	21
CASH AND CASH EQUIVALENTS AT END OF YEAR		86,220	107,392
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances as stated in the statement of financial position	26	92,911	101,642
Pledged time deposits with original maturity of less than three months when acquired	26	5,750	5,750
Bank overdrafts	32	(12,441)	–
Cash and cash equivalents as stated in the statement of cash flows		86,220	107,392

Statement of Financial Position

31 December 2009

	Notes	2009 HK\$'000	2008 HK\$'000
NON-CURRENT ASSETS			
Interests in subsidiaries	18	297,800	268,551
Subordinated loan to a subsidiary	33	100,000	100,000
Total non-current assets		397,800	368,551
CURRENT ASSETS			
Other receivables, prepayments and deposits	24	449	449
Cash and cash equivalents	26	129	201
Total current assets		578	650
CURRENT LIABILITIES			
Other payables	30	48	100
NET CURRENT ASSETS		530	550
TOTAL ASSETS LESS CURRENT LIABILITIES		398,330	369,101
NON-CURRENT LIABILITIES			
Amount due to subsidiaries	18	1,180	1,211
Net assets		397,150	367,890
EQUITY			
Issued capital	34	125,721	125,721
Reserves	36(b)	241,256	240,157
Proposed final dividends	12	30,173	2,012
Total equity		397,150	367,890

Richard Howard Gorges
Director

Cheung Choi Ngor
Director

Notes to Financial Statements

31 December 2009

1. CORPORATE INFORMATION

South China Financial Holdings Limited is a limited liability company incorporated in Hong Kong. The registered office of the Company is located at 28th Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong.

During the year, the Group was involved in the following principal activities:

- securities, bullion and commodities broking and trading
- margin financing and money lending
- provision of corporate advisory and underwriting services
- property investment
- investment holding

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties, available-for-sale investments and financial assets at fair value through profit and loss, which have been measured at fair value. These financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2009. The results of subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. All significant income, expenses and unrealised gains and losses resulting from intercompany transactions and intercompany balances within the Group are eliminated on consolidation in full.

Minority interests represent the interests of outside shareholders not held by the Group in the results and net assets of the Company’s subsidiaries. An acquisition of minority interests is accounted for using the parent entity extension method whereby the difference between the consideration and the book value of the share of the net assets acquired is recognised as goodwill.

2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements.

HKFRS 1 and HKAS 27 Amendments	Amendments to HKFRS 1 <i>First-time Adoption of HKFRSs and HKAS 27 Consolidated and Separate Financial Statements – Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate</i>
HKFRS 2 Amendments	Amendments to HKFRS 2 <i>Share-based Payment – Vesting Conditions and Cancellations</i>
HKFRS 7 Amendments	Amendments to HKFRS 7 <i>Financial Instruments: Disclosures – Improving Disclosures about Financial Instruments</i>
HKFRS 8 HKAS 1 (Revised) HKAS 18 Amendment*	<i>Operating Segments</i> <i>Presentation of Financial Statements</i> Amendments to Appendix to HKAS 18 <i>Revenue – Determining whether an entity is acting as a principal or as an agent</i>
HKAS 32 and HKAS 1 Amendments	Amendments to HKAS 32 <i>Financial Instruments: Presentation and HKAS 1 Presentation of Financial Statements – Puttable Financial Instruments and Obligations Arising on Liquidation</i>
HK(IFRIC)-Int 9 and HKAS 39 Amendments	Amendment to HK(IFRIC)-Int 9 <i>Reassessment of Embedded Derivatives</i> and HKAS 39 <i>Financial Instruments: Recognition and Measurement – Embedded Derivatives</i>
HK(IFRIC)-Int 13	<i>Customer Loyalty Programmes</i>
HK(IFRIC)-Int 15	<i>Agreements for the Construction of Real Estate</i>
HK(IFRIC)-Int 16	<i>Hedges of a Net Investment in a Foreign Operation</i>
HK(IFRIC)-Int 18	<i>Transfers of Assets from Customers (adopted from 1 July 2009)</i>
Improvements to HKFRSs (October 2008)**	Amendments to a number of HKFRSs

* Included in Improvements to HKFRSs 2009 (as issued in May 2009)

** The Group adopted all the improvements to HKFRSs issued in October 2008 except for the amendments to HKFRS 5 *Non-current assets Held for Sale and Discontinued Operations – Plan to sell the controlling interest in a subsidiary*, which are effective for annual periods beginning on or after 1 July 2009.

Other than as further explained below regarding the impact of HKAS 1 (Revised), HKFRS 7 and HKFRS 8, the adoption of these new and revised HKFRSs has had no significant financial effect on these financial statements and there have been no significant changes to the accounting policies applied in these financial statements.

(a) Amendments to HKFRS 7 *Financial Instruments: Disclosures – Improving Disclosures about Financial Instruments*

The HKFRS 7 Amendments require additional disclosures about fair value measurement and liquidity risk. Fair value measurements related to items recorded at fair value are to be disclosed by sources of inputs using a three-level fair value hierarchy, by class, for all financial instruments recognised at fair value. In addition, a reconciliation between the beginning and ending balance is now required for level 3 fair value measurements, as well as significant transfers between levels in the fair value hierarchy. The amendments also clarify the requirements for liquidity risk disclosures with respect to derivative transactions and assets used for liquidity management. The fair value measurement disclosures are presented in note 45 to the financial statements while the revised liquidity risk disclosures are presented in note 46 to the financial statements.

Notes to Financial Statements

31 December 2009

2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES *(continued)*

(b) HKFRS 8 *Operating Segments*

HKFRS 8, which replaces HKAS 14 *Segment Reporting*, specifies how an entity should report information about its operating segments, based on information about the components of the entity that is available to the chief operating decision maker for the purposes of allocating resources to the segments and assessing their performance. The standard also requires the disclosure of information about the products and services provided by the segments, the geographical areas in which the Group operates, and revenue from the Group's major customers. The Group concluded that the operating segments determined in accordance with HKFRS 8 are the same as the business segments previously identified under HKAS 14. These revised disclosures, including the related revised comparative information, are shown in note 4 to the financial statements.

(c) HKAS 1 (Revised) *Presentation of Financial Statements*

HKAS 1 (Revised) introduces changes in the presentation and disclosures of financial statements. The revised standard separates owner and non-owner changes in equity. The statement of changes in equity includes only details of transactions with owners, with all non-owner changes in equity presented as a single line. In addition, this standard introduces the statement of comprehensive income, with all items of income and expense recognised in profit or loss, together with all other items of recognised income and expense recognised directly in equity, either in one single statement, or in two linked statements. The Group has elected to present two statements.

(d) In October 2008, the HKICPA issued its first Improvements to HKFRSs which sets out amendments to a number of HKFRSs. Except for the amendments to HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations – Plan to Sell the Controlling Interest in a Subsidiary* which are effective for annual periods beginning on or after 1 July 2009, the Group adopted all the amendments from 1 January 2009. Details of the key amendments most applicable to the Group are as follows:

- HKAS 16 *Property, Plant and Equipment*: Replaces the term “net selling price” with “fair value less costs to sell” and the recoverable amount of property, plant and equipment is the higher of an asset's fair value less costs to sell and its value in use.

In addition, items of property, plant and equipment held for rental that are routinely sold in the ordinary course of business after rental are transferred to inventories when rental ceases and they are held for sale.

- HKAS 36 *Impairment of Assets*: When discounted cash flows are used to estimate “fair value less costs to sell”, additional disclosures (e.g., discount rate and growth rate used) are required which are consistent with the disclosures required when the discounted cash flows are used to estimate “value in use”.

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

HKFRS 1 (Revised)	First-time Adoption of Hong Kong Financial Reporting Standards ¹
HKFRS 1 Amendments	Amendments to HKFRS 1 First-time Adoption of Hong Kong Financial Reporting Standards – Additional Exemptions for First-time Adopters ²
HKFRS 1 Amendments	Amendments to HKFRS 1 First-time Adoption of Hong Kong Financial Reporting Standards – Limited Exemptions From Comparative HKFRS 7 Disclosures for First-time Adopters ⁴
HKFRS 2 Amendments	Amendments to HKFRS 2 Share-based Payment – Group Cash-settled Share-based Payment Transactions ²
HKFRS 3 (Revised)	Business Combinations ¹
HKFRS 9	Financial Instruments ⁶
HKAS 24 (Revised)	Related Party Disclosures ⁵
HKAS 27 (Revised)	Consolidated and Separate Financial Statements ¹
HKAS 32 Amendment	Amendment to HKAS 32 Financial Instruments: Presentation – Classification of Rights Issues ³
HKAS 39 Amendment	Amendment to HKAS 39 Financial Instruments: Recognition and Measurement – Eligible Hedged Items ¹
HK(IFRIC)-Int 14 Amendments	Amendments to HK(IFRIC) – Int 14 Prepayments of a Minimum Funding Requirement ⁵
HK(IFRIC)-Int 17	Distribution of Non-cash Assets to Owners ¹
HK(IFRIC)-Int 19	Extinguishing Financial Liabilities with Equity Instruments ⁴
Amendments to HKFRS 5 included in Improvements to HKFRSs issued in October 2008	Amendments to HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations – Plan to Sell the Controlling Interest in a Subsidiary ¹
HK Interpretation 4 (Revised in December 2009)	Leases – Determination of the Length of Lease Term in respect of Hong Kong Land Leases ²

Apart from the above, the HKICPA has issued Improvements to HKFRSs 2009 which sets out amendments to a number of HKFRSs primarily with a view to removing inconsistencies and clarifying wording. The amendments to HKFRS 2, HKAS 38, HK(IFRIC)-Int 9 and HK(IFRIC)-Int 16 are effective for annual periods beginning on or after 1 July 2009 while the amendments to HKFRS 5, HKFRS 8, HKAS 1, HKAS 7, HKAS 17, HKAS 36 and HKAS 39 are effective for annual periods beginning on or after 1 January 2010 although there are separate transitional provisions for each standard or interpretation.

- ¹ Effective for annual periods beginning on or after 1 July 2009
² Effective for annual periods beginning on or after 1 January 2010
³ Effective for annual periods beginning on or after 1 February 2010
⁴ Effective for annual periods beginning on or after 1 July 2010
⁵ Effective for annual periods beginning on or after 1 January 2011
⁶ Effective for annual periods beginning on or after 1 January 2013

The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application. So far, the Group considers that these new and revised HKFRSs are unlikely to have a significant impact on the Group's results of operations and financial position.

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Subsidiaries

A subsidiary is an entity in which the Company, directly or indirectly, controls more than half of its voting power or issued share capital or controls the composition of its board of directors; or over which the Company has a contractual right to exercise a dominant influence with respect to that entity's financial and operating policies.

The results of subsidiaries are included in the Company's income statement to the extent of dividends received and receivable. The Company's interests in subsidiaries are stated at cost less any impairment losses.

Impairment of non-financial assets other than goodwill

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than deferred tax assets, financial assets and investment properties), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs to sell, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the income statement in the period in which it arises in those expense categories consistent with the function of the impaired asset, unless the asset is carried at a revalued amount, in which case the impairment loss is accounted for in accordance with the relevant accounting policy for the revalued asset.

An assessment is made at the end of each reporting period as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset and certain financial assets is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation), had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the income statement in the period in which it arises, unless the asset is carried at a revalued amount, in which case the impairment loss is accounted for in accordance with the relevant accounting policy for the revalued asset.

Related parties

A party is considered to be related to the Group if:

- (a) the party, directly or indirectly through one or more intermediaries, (i) controls, is controlled by, or is under common control with, the Group; (ii) has an interest in the Group that gives it significant influence over the Group; or (iii) has joint control over the Group;
- (b) the party is a member of the key management personnel of the Group or its parent;
- (c) the party is a close member of the family of any individual referred to in (a) or (b);
- (d) the party is an entity that is controlled, jointly controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (b) or (c); or
- (e) the party is a post-employment benefit plan for the benefit of the employees of the Group, or of any entity that is a related party of the Group.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)***Property, plant and equipment and depreciation**

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the income statement in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Leasehold land and building	2%
Leasehold improvements	Over the lease terms
Furniture and equipment	10% to 25%
Motor vehicles	20%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately.

Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the income statement in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Investment properties

Investment properties are interests in land and buildings (including the leasehold interest under an operating lease for a property which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such property is measured initially at cost, including transaction costs. Subsequent to initial recognition, investment property is stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair value of investment properties are included in the income statement in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the income statement in the year of the retirement or disposal.

For a transfer from investment properties to owner-occupied properties, the deemed cost of property for subsequent accounting is its fair value at the date of change in use.

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

Leases

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the income statement so as to provide a constant periodic rate of charge over the lease terms.

Assets acquired through hire purchase contracts of a financing nature are accounted for as finance leases, but are depreciated over their estimated useful lives.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the income statement on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under the operating leases are charged to the income statement on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms. When the lease payments cannot be allocated reliably between the land and buildings elements, the entire lease payments are included in the cost of the land and buildings as a finance lease in property, plant and equipment.

Investments and other financial assets

Initial recognition and measurement

Financial assets within the scope of HKAS 39 are classified as financial assets at fair value through profit or loss, loans and receivables, and available-for-sale financial assets, as appropriate. When financial assets are recognised initially they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

The Group's financial assets include cash and cash equivalents, trade and other receivables, deposits, loans receivable, quoted and unquoted financial instruments, and amounts due from related companies.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Investments and other financial assets *(continued)*

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with changes in fair value recognised in the income statement. These net fair value changes do not include any dividends on these financial assets, which are recognised in accordance with the policy set out for “Revenue recognition” below.

The Group evaluates its financial assets at fair value through profit or loss (held for trading) to assess whether the intent to sell them in the near term is still appropriate. When the Group is unable to trade these financial assets due to inactive markets and management’s intent to sell them in the foreseeable future significantly changes, the Group may elect to reclassify these financial assets in rare circumstances. The reclassification from financial assets at fair value through profit or loss to loans and receivables, available-for-sale financial assets or held-to-maturity investments depends on the nature of the 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. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance income in the income statement. The loss arising from impairment is recognised in the income statement in other operating expenses.

Available-for-sale financial investments

Available-for-sale financial investments are non-derivative financial assets in listed and unlisted equity and debt securities. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated at fair value through profit or loss. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in the market conditions.

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale investment valuation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the income statement in other income, or until the investment is determined to be impaired, at which time the cumulative gain or loss is recognised in the income statement in other operating expenses and removed from the available-for-sale investment valuation reserve. Interest and dividends earned are reported as interest income and dividend income, respectively and are recognised in the income statement as other income in accordance with the policies set out for “Revenue recognition” below.

When the fair value of unlisted equity securities cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such securities are stated at cost less any impairment losses.

Notes to Financial Statements

31 December 2009

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Investments and other financial assets *(continued)*

Available-for-sale financial investments *(continued)*

The Group evaluates its available-for-sale financial assets whether the ability and intention to sell them in the near term are still appropriate. When the Group is unable to trade these financial assets due to inactive markets and management's intent to do so significantly changes in the foreseeable future, the Group may elect to reclassify these financial assets in rare circumstances. Reclassification to loans and receivables is permitted when the financial assets meet the definition of loans and receivables and the Group has the intent and ability to hold these assets for the foreseeable future or to maturity. The reclassification to the held-to-maturity category is permitted only when the entity has the ability and intent to hold until the maturity date of the financial asset.

For a financial asset reclassified out of the available-for-sale category, any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the effective interest rate. Any difference between the new amortised cost and the expected cash flows is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the income statement.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group's continuing involvement in the asset. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group assesses at the end of each reporting period whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred "loss event") and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Impairment of financial assets *(continued)*

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses individually whether objective evidence of impairment exists for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate.

The carrying amount of the asset is reduced either directly or through the use of an allowance account and the amount of the loss is recognised in the income statement. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a future write-off is later recovered, the recovery is credited to the income statement.

Assets carried at cost

If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Impairment losses on these assets are not reversed.

Available-for-sale financial investments

For available-for-sale financial investments, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the income statement, is removed from other comprehensive income and recognised in the income statement.

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31 December 2009

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Impairment of financial assets *(continued)*

Available-for-sale financial investments (continued)

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. The determination of what is “significant” or “prolonged” requires judgement. “Significant” is evaluated against the original cost of the investment and “prolonged” against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the income statement – is removed from other comprehensive income and recognised in the income statement. Impairment losses on equity instruments classified as available for sale are not reversed through the income statement. Increases in their fair value after impairment are recognised directly in other comprehensive income.

Financial liabilities

Initial recognition and measurement

Financial liabilities within the scope of HKAS 39 are classified as loans and borrowings. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings, plus directly attributable transaction costs.

The Group’s financial liabilities include trade and other payables, an amount due to a related company, client deposits and interest-bearing loans and borrowings.

Subsequent measurement

The measurement of loans and borrowings is as follows:

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the effective interest rate method amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the income statement.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the income statement.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if, and only if, there is currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Fair value of financial instruments

The fair value of financial instruments that are traded in active markets is determined by reference to quoted market prices or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs. For financial instruments where there is no active market, the fair value is determined using appropriate valuation techniques. Such techniques include using recent arm's length market transactions; reference to the current market value of another instrument which is substantially the same; a discounted cash flow analysis; and option pricing models or other valuation models.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred tax liability arises from goodwill or the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with interests in subsidiaries, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Notes to Financial Statements

31 December 2009

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Income tax *(continued)*

Deferred tax assets are recognised for all deductible temporary differences, carryforward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- where the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with interests in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

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

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Dividends

Final dividends proposed by the directors are classified as a separate allocation of retained profits within the equity section of the statement of financial position, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) commission and brokerage income, accrued on all broking transactions on a trade date basis;
- (b) profit or loss on the trading of securities, bullion and futures contracts, on a trade date basis;
- (c) service and handling fee income, when the underlying services have been provided;
- (d) rental income, on a time proportion basis over the lease terms;
- (e) interest income, on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset; and
- (f) dividend income, when the shareholders' right to receive payment has been established.

Employee benefits

Paid leave carried forward

The Group provides paid annual leave to its employees under their employment contracts on a calendar year basis. Under certain circumstances, such leave which remains untaken at the end of the reporting period is permitted to be carried forward and utilised by the respective employees in the following year. An accrual has to be made at the end of the reporting period for the expected future cost of such paid leave earned during the year by the employees and carried forward.

Pension scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance, for all of its employees. Contributions are made based on a percentage of the employees' basic salaries and are charged to the income statement as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme, except for the Group's employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

Share-based payment transactions

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a trinomial model, further details of which are given in note 35 to the financial statements.

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31 December 2009

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Employee benefits *(continued)*

Share-based payment transactions *(continued)*

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of the reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the income statement for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for equity-settled transactions where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph. All cancellations of equity-settled transaction awards are treated equally.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rates of exchange ruling at the end of the reporting period. All differences are taken to the income statement. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

The functional currencies of certain overseas subsidiaries are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates ruling at the end of the reporting period and their income statements are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the income statement.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Foreign currencies *(continued)*

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the end of the reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Operating lease commitments – Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases.

Impairment of trade and loans receivable

The Group reviews its loan portfolios to assess whether there is any objective evidence that a loan receivable is impaired at least on a yearly basis. In determining whether an impairment loss should be recorded in the income statement, the Group makes judgements as to whether there is any observable data indicating that there is a measurable decrease in the estimated future cash flows from a portfolio of trade and loans receivables before the decrease can be identified with an individual loan in that portfolio. This evidence may include observable data indicating that there has been an adverse change in the payment status of borrowers in a group, or national or local economic conditions that correlate with defaults on assets in the Group. Management uses estimates based on historical loss experience for assets with credit risk characteristics and objective evidence of impairment similar to those in the portfolio when scheduling its future cash flows. The methods and assumptions used for estimating both the amount and timing of future cash flows are reviewed regularly to reduce any differences between loss estimates and actual loss experience.

The carrying amount of trade and loans receivable at 31 December 2009 was HK\$265,684,000 (2008: HK\$141,738,000). More details are given in notes 19 and 23 to the financial statements.

Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

Notes to Financial Statements

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES *(continued)*

Estimation uncertainty

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

Impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The calculation of the fair value less costs to sell is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

Deferred tax assets

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profits will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying value of deferred tax assets relating to recognised tax losses at 31 December 2009 was HK\$4,915,000 (2008: HK\$4,863,000). The amount of unrecognised tax losses at 31 December 2009 was HK\$290,862,000 (2008: HK\$415,952,000). Further details are contained in note 21 to the financial statements.

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their services. The Group has five reportable operating segments as follows:

- (a) the broking segment engages in securities, bullion and commodities broking;
- (b) the trading and investment segment engages in securities, bullion and futures contracts trading and investment holding;
- (c) the margin financing and money lending segment engages in the provision of margin and personal loan financing;
- (d) the corporate advisory and underwriting segment engages in the provision of corporate advisory and underwriting services; and
- (e) the property investment segment engages in property rental.

Management monitors the results of its operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is measured consistently with the Group's profit/(loss) before tax except that interest income, finance costs relating to the Group's treasury function, head office and corporate expenses are excluded from such measurement.

4. OPERATING SEGMENT INFORMATION (continued)

Segment assets exclude deferred tax assets, tax recoverable, and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude interest-bearing bank and other borrowings, tax payable, deferred tax liabilities, and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

Intersegment transactions are conducted with reference to the prices charged to third parties at the then prevailing market prices.

Year ended 31 December 2009	Broking HK\$'000	Trading and investment HK\$'000	Margin financing and money lending HK\$'000	Corporate advisory and underwriting HK\$'000	Property investment HK\$'000	Consolidated HK\$'000
Segment revenue:						
Revenue from external customers	81,054	40,394	19,556	3,284	2,520	146,808
Segment results:	1,062	101,752	17,558	(7,627)	21,709	134,454
Reconciliation:						
Corporate and other unallocated expenses						(14,398)
Finance costs						(3,214)
Profit before tax						116,842
Segment assets:	657,479	264,409	265,079	4,049	41,993	1,233,009
Reconciliation:						
Corporate and other unallocated assets						151,425
Total assets						1,384,434
Segment liabilities:	589,072	307	140,073	385	674	730,511
Reconciliation:						
Corporate and other unallocated liabilities						174,926
Total liabilities						905,437
Other segment information:						
Fair value gain on investment properties	-	-	-	-	(20,500)	(20,500)
Fair value gain on financial assets at fair value through profit or loss	-	(71,069)	-	-	-	(71,069)
Impairment/(reversal of impairment) of loans and trade receivables, net	219	-	(7,953)	-	-	(7,734)
Depreciation	1,431	224	239	231	-	2,125
Loss on disposal of items of property, plant and equipment	-	-	22	-	-	22
Capital expenditure*	1,914	992	722	-	-	3,628

* Capital expenditure consists of additions to property, plant and equipment.

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4. OPERATING SEGMENT INFORMATION *(continued)*

Year ended 31 December 2008	Broking HK\$'000	Trading and investment HK\$'000	Margin financing and money lending HK\$'000	Corporate advisory and underwriting HK\$'000	Property investment HK\$'000	Consolidated HK\$'000
Segment revenue:						
Revenue from external customers	76,176	(18,708)	30,615	2,100	3,496	93,679
Segment results:						
Reconciliation:	2,290	(137,201)	9,419	(9,066)	(45,146)	(179,704)
Corporate and unallocated expenses						(8,242)
Finance costs						(4,087)
Loss before tax						(192,033)
Segment assets						
Reconciliation:	431,843	116,369	170,251	2,886	162,290	883,639
Corporate and unallocated assets						6,449
Total assets						890,088
Segment liabilities						
Reconciliation:	324,629	141	84,996	164	145,533	555,463
Corporate and unallocated liabilities						6,556
Total liabilities						562,019
Other segment information:						
Fair value loss on investment properties	-	-	-	-	46,215	46,215
Fair value loss on financial assets at fair value through profit or loss	-	114,619	-	-	-	114,619
Impairment of loans and trade receivables, net	126	-	8,341	-	-	8,467
Depreciation	1,767	146	307	289	606	3,115
Loss on disposal of items of property, plant and equipment	-	-	-	-	30	30
Capital expenditure*	1,731	131	213	209	44	2,328

5. REVENUE

Revenue, which is also the Group's turnover, represents commission and brokerage income from securities, bullion and futures contracts broking; profit/(loss) on the trading of securities, bullion and futures contracts; dividend income; interest income; corporate advisory fees; commission income from share underwriting and placing; handling fee income and gross rental income.

An analysis of revenue is as follows:

	Group	
	2009	2008
	HK\$'000	HK\$'000
Revenue		
Commission and brokerage income	78,295	73,762
Profit/(loss) on the trading of securities, bullion and futures contracts	38,649	(21,427)
Interest income from loans receivable	16,263	19,402
Interest income on impaired loans and trade receivables	2,700	5,293
Interest income from bank and financial institutions	303	5,726
Rendering of services	3,472	1,924
Gross rental income	2,520	3,463
Handling fee income	2,861	2,817
Dividend income from listed investments	1,745	2,719
	146,808	93,679

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6. PROFIT/(LOSS) BEFORE TAX

The Group's profit/(loss) is arrived at after charging/(crediting):

	Notes	Group	
		2009 HK\$'000	2008 HK\$'000
Cost of services provided		30,458	28,391
Depreciation	14	3,544	3,309
Auditors' remuneration		850	967
Minimum lease payments under operating leases on land and buildings		22,058	14,041
Employee benefits expense (including directors' remuneration (note 8)):			
Pension scheme contributions		1,511	1,800
Less: Forfeited contributions		(33)	(844)
Net pension scheme contributions		1,478	956
Wages and salaries		45,812	47,644
Equity-settled share option expense		3,303	4,383
		50,593	52,983
Interest expense for margin financing and money lending operations:			
Bank loans and overdrafts wholly repayable within five years		1,914	3,424
Foreign exchange differences, net		(1,821)	2,022
Impairment/(reversal of impairment) of loans receivable, net	19	(7,953)	8,341
Impairment of trade receivables, net	23	219	126
Write-back of other receivables, prepayments and deposits		(62)	(3,906)
Loss on disposal of items of property, plant and equipment		22	30
Rental income on investment properties less direct operating expenses of HK\$611,000 (2008: HK\$1,204,000)		(1,909)	(2,259)

31 December 2009

7. FINANCE COSTS

	Group	
	2009	2008
	HK\$'000	HK\$'000
Interest on:		
Bank loans wholly repayable over five years	3,196	4,053
Finance leases	16	34
Advance from a director	2	–
	3,214	4,087

8. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") and Section 161 of the Hong Kong Companies Ordinance, is as follows:

	Group	
	2009	2008
	HK\$'000	HK\$'000
Fees	250	250
Other emoluments:		
Salaries, allowances and benefits in kind	7,416	4,028
Equity-settled share option expense	684	2,249
Pension scheme contributions	143	200
	8,243	6,477
	8,493	6,727

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

	2009	2008
	HK\$'000	HK\$'000
Hon. Raymond Arthur William Sears Q.C.	100	100
Mr. Tung Woon Cheung, Eric	50	50
Mrs. Wong Siu Yin, Elizabeth	50	50
	200	200

There were no other emoluments payable to the independent non-executive directors during the year (2008: Nil).

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8. DIRECTORS' REMUNERATION (continued)

(b) Executive directors

	Fees HK\$'000	Salaries allowances and benefits in kind HK\$'000	Equity- settled share option expense HK\$'000	Pension scheme contributions HK\$'000
2009				
Executive directors:				
Mr. Ng Hung Sang	10	4,589	–	48
Mr. Richard Howard Gorges	10	833	45	41
Ms. Cheung Choi Ngor	10	816	45	40
Mr. Ng Chun Sang	5	191	97	8
Mr. Ng Yuk Yeung, Paul	10	–	98	–
Mr. Cheung Wai Kwok, Gary	5	987	399	6
	50	7,416	684	143
2008				
Executive directors:				
Mr. Ng Hung Sang	10	1,164	–	58
Mr. Richard Howard Gorges	10	1,020	477	51
Ms. Cheung Choi Ngor	10	989	477	49
Mr. Ng Chun Sang	10	855	252	42
Mr. Ng Yuk Yeung, Paul	10	–	1,043	–
	50	4,028	2,249	200

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included one director (2008: two), details of whose remuneration are disclosed in note 8 above. Details of the remuneration of the remaining four (2008: three) non-director, highest paid employees for the year are as follows:

	Group	
	2009 HK\$'000	2008 HK\$'000
Salaries, allowances and benefits in kind	7,868	5,552
Pension scheme contributions	42	34
	7,910	5,586

The number of non-director, highest paid employees whose remuneration fell within the following bands is as follows:

	Number of employees	
	2009	2008
HK\$1,000,001 – HK\$1,500,000	–	1
HK\$1,500,001 – HK\$2,000,000	2	1
HK\$2,000,001 – HK\$2,500,000	2	1
	4	3

10. INCOME TAX

No provision for Hong Kong profits tax has been made as the Group has available tax losses carried forward to offset the assessable profits arising in Hong Kong during the year. No provision for Hong Kong profits tax had been made as the Group did not generate any assessable profits in Hong Kong in the prior year. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

	Group	
	2009 HK\$'000	2008 HK\$'000
Current – Hong Kong		
Charge for the year	–	–
Underprovision/(overprovision) in prior years	96	(219)
Current – Elsewhere	26	119
Deferred (note 21)	2,797	(5,469)
	2,919	(5,569)

Notes to Financial Statements

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10. INCOME TAX (continued)

A reconciliation of the tax expense/(credit) applicable to profit/(loss) before tax at the statutory rate for the location in which the Company and the majority of its subsidiaries are domiciled to the tax expense/(credit) at the effective tax rate, and a reconciliation of the statutory tax rate to the effective tax rate, are as follows:

	Group		2008	
	2009 HK\$'000	%	HK\$'000	%
Profit/(loss) before tax	116,842		(192,033)	
Tax at the statutory tax rate	19,279	16.5	(31,685)	16.5
Effect on opening deferred tax of decrease in rate	–	–	(622)	0.3
Higher tax rates on profits arising elsewhere	11	–	18	–
Adjustments in respect of current tax of previous periods	96	–	(219)	0.1
Income not subject to tax	(338)	(0.3)	(1,478)	0.8
Expenses not deductible for tax	1,248	1.1	723	(0.4)
Tax losses not recognised	–	–	25,009	(13.0)
Tax losses utilised from previous periods	(16,161)	(13.8)	–	–
Deferred tax not recognised	(1,216)	(1.0)	(80)	–
Derecognition of deferred tax assets	–	–	2,765	(1.4)
Tax charge/(credit) at the Group's effective rate	2,919	2.5	(5,569)	2.9

11. PROFIT/(LOSS) ATTRIBUTABLE TO OWNERS OF THE COMPANY

The consolidated profit/(loss) attributable to owners of the Company for the year ended 31 December 2009 includes a profit of HK\$27,969,000 (2008: a loss of HK\$145,325,000) which has been dealt with in the financial statements of the Company (note 36(b)).

12. DIVIDENDS

	2009 HK\$'000	2008 HK\$'000
Proposed final – HK 0.60 cent (2008: HK0.04 cent) per ordinary share	30,173	2,012

The proposed final dividend for the year is subject to the approval of the Company's shareholders at forthcoming annual general meeting.

13. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of basic earnings per share amounts is based on the profit for the year attributable to owners of the Company of HK\$113,896,000 (2008: loss of HK\$186,451,000) and the weighted average number of ordinary share of 5,028,834,500 (2008: 5,028,759,139) in issue during the year.

The calculation of basic earnings/(loss) per share is based on:

	2009	2008
	HK\$'000	HK\$'000
Earnings/(loss)		
Profit/(loss) attributable to owners of the Company	113,896	(186,451)
	Number of shares	
	2009	2008
Shares		
Weighted average number of ordinary shares in issue during the year used in the basic earnings/(loss) per share calculation	5,028,834,500	5,028,759,139

The Company's share options have no dilution effect for the years ended 31 December 2009 and 2008 because the exercise price of the Company's share options was higher than the average market price of shares for the years ended 31 December 2009 and 2008.

No adjustment had been made to the basic loss per share amount presented for the year ended 31 December 2008 in respect of a dilution as the impact of the warrants had an anti-dilutive effect on the basic loss per share amount presented. The Group had no potentially dilutive warrants in issue during the year ended 31 December 2009.

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14. PROPERTY, PLANT AND EQUIPMENT

	Group				
	Leasehold land and building under long term lease# HK\$'000	Leasehold improvements HK\$'000	Furniture and equipment HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
At 31 December 2009					
At 31 December 2008 and at 1 January 2009:					
Cost	–	15,627	38,976	3,316	57,919
Accumulated depreciation	–	(14,450)	(36,090)	(3,316)	(53,856)
Net carrying amount	–	1,177	2,886	–	4,063
At 1 January 2009, net of accumulated depreciation					
Transfer from investment properties (note 15)	141,900	–	–	–	141,900
Additions	–	819	2,809	–	3,628
Disposal	–	–	(22)	–	(22)
Depreciation provided during the year	(1,419)	(662)	(1,463)	–	(3,544)
Exchange realignment	–	–	7	–	7
At 31 December 2009, net of accumulated depreciation	140,481	1,334	4,217	–	146,032
At 31 December 2009:					
Cost	141,900	15,620	41,032	3,316	201,868
Accumulated depreciation	(1,419)	(14,286)	(36,815)	(3,316)	(55,836)
Net carrying amount	140,481	1,334	4,217	–	146,032

14. PROPERTY, PLANT AND EQUIPMENT *(continued)*

	Group				
	Leasehold land and building under long term lease [#] HK\$'000	Leasehold improvements HK\$'000	Furniture and equipment HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
At 31 December 2008					
At 31 December 2007 and at 1 January 2008:					
Cost	29,079	17,337	38,425	3,316	88,157
Accumulated depreciation	(582)	(15,956)	(35,293)	(3,316)	(55,147)
Net carrying amount	28,497	1,381	3,132	–	33,010
At 1 January 2008, net of accumulated depreciation					
	28,497	1,381	3,132	–	33,010
Transfer to investment properties (note 15)	(27,915)	–	–	–	(27,915)
Additions	–	935	1,393	–	2,328
Disposal	–	(3)	(27)	–	(30)
Depreciation provided during the year	(582)	(1,136)	(1,591)	–	(3,309)
Exchange realignment	–	–	(21)	–	(21)
At 31 December 2008, net of accumulated depreciation	–	1,177	2,886	–	4,063
At 31 December 2008:					
Cost	–	15,627	38,976	3,316	57,919
Accumulated depreciation	–	(14,450)	(36,090)	(3,316)	(53,856)
Net carrying amount	–	1,177	2,886	–	4,063

The net book value of the Group's property, plant and equipment held under finance leases included in furniture and equipment at the end of the reporting period amounted to HK\$206,250 (2008: HK\$343,750).

At the end of the reporting period, the Group's leasehold land and building with a net book value of HK\$140,481,000 (2008:Nil) were pledged to secure general banking facilities granted to the Group (note 32).

[#] As the prepaid land lease property cannot be allocated reliably between the land and the building elements, the entire lease payment is included in the cost of land and building as a finance lease in property, plant and equipment in accordance with HKAS 17.

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15. INVESTMENT PROPERTIES

	Group	
	2009	2008
	HK\$'000	HK\$'000
Carrying amount at 1 January	161,700	180,000
Transfer from/(to) owner-occupied property (note 14)	(141,900)	27,915
Gain/(loss) arising from fair value adjustment	20,500	(46,215)
	<hr/>	<hr/>
Carrying amount at 31 December	40,300	161,700

On 1 July 2009, the Group transferred certain investment properties of HK\$141,900,00 to property, plant and equipment at fair value. The properties were revalued on that date by BMI Appraisals Limited, independent professionally qualified valuers ("BMI") on an open market, existing use basis.

The Group's investment properties are situated in Hong Kong and are held under long term leases. At the end of the reporting period, the investment properties were pledged to a bank to secure banking facilities granted to the Group (note 32).

The Group's investment properties on 31 December 2009 were revalued by BMI, at HK\$40,300,000 on an open market, existing use basis. The investment properties are leased to third parties under operating lease arrangements, further details of which are included in note 41(a) to the financial statements.

Details of the Group's investment properties are as follows:

Location	Existing use
Unit 2604, 26th Floor, Tower One, Lippo Centre, 89 Queensway, Admiralty, Hong Kong	Office building

16. INTANGIBLE ASSETS

	Group	
	2009	2008
	HK\$'000	HK\$'000
Cost at 1 January and at 31 December, net of accumulated amortisation	836	836
At 1 January and 31 December:		
Cost	1,619	1,619
Accumulated amortisation	(783)	(783)
Net carrying amount	836	836

Intangible assets are trading rights that have no expiry date and, in the opinion of the directors have indefinite useful lives.

Pursuant to the restructuring of the Stock Exchange and the Hong Kong Futures Exchange Limited (the "Futures Exchange"), effective on 6 March 2000, the Group received four Stock Exchange Trading Rights, five Futures Exchange Trading Rights and 10,187,500 ordinary shares of HK\$1 each in Hong Kong Exchanges and Clearing Limited (the "HKEC Shares") in exchange for its four shares previously held in the Stock Exchange and five shares previously held in the Futures Exchange.

The carrying costs of the previously held shares in the Stock Exchange and the Futures Exchange have been apportioned to the Stock Exchange Trading Rights, the Futures Exchange Trading Rights and the HKEC Shares on the basis of the respective estimated fair values on 6 March 2000.

The Stock Exchange Trading Rights and the Futures Exchange Trading Rights have been classified as intangible assets as disclosed above and have been treated according to the accounting policy as set out in note 2.4 to the financial statements.

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17. OTHER ASSETS

	Group	
	2009 HK\$'000	2008 HK\$'000
Membership in Chinese Gold and Silver Exchange	1,280	1,280
Statutory deposits in respect of securities and commodities dealings	4,889	4,401
	6,169	5,681

Other assets are non-interest-bearing and have no fixed terms of repayment.

18. INTERESTS IN SUBSIDIARIES

	Company	
	2009 HK\$'000	2008 HK\$'000
Unlisted shares, at cost	116,404	116,404
Amounts due from subsidiaries	455,673	449,647
	572,077	566,051
Impairment [#]	(274,277)	(297,500)
	297,800	268,551

[#] An impairment was recognised for investment costs and amounts due from subsidiaries with carrying amounts of HK\$18,259,000 (before deducting the impairment loss) (2008: Nil) and HK\$446,217,000 (before deducting the impairment loss) (2008: HK\$446,251,000), respectively, because certain subsidiaries of the Company were persistently making losses.

Movements in the provision for impairment of interests in subsidiaries are as follows:

	Company	
	2009 HK\$'000	2008 HK\$'000
At 1 January	297,500	116,500
Impairment losses recognised	11,577	181,000
Impairment losses reversed	(34,800)	–
At 31 December	274,277	297,500

18. INTERESTS IN SUBSIDIARIES *(continued)*

The balances with subsidiaries included in the Company's non-current assets and non-current liabilities are unsecured and interest-free. In the opinion of the directors, these balances are not repayable within twelve months from the end of the reporting period.

Particulars of the principal subsidiaries are as follows:

Name	Place of incorporation/ registration and operations	Nominal value of issued ordinary/ registered share capital	Percentage of equity attributable to the Company	Principal activities
Polyluck Trading Limited	Hong Kong	HK\$2	100	Property investment
South China Bullion Company Limited	Hong Kong	HK\$30,000,000	100	Bullion dealing
South China Capital Limited	Hong Kong	HK\$10,000,000	100	Provision of corporate advisory services
South China Commodities Limited	Hong Kong	HK\$15,000,000	100	Commodities broking
South China Finance Company Limited	Hong Kong	HK\$1,000,000	100	Provision of loan financing
South China Finance and Management Limited	Hong Kong	HK\$2	100	Shares dealings and provision of management services
South China Finance (Nominees) Limited	Hong Kong	HK\$2	100	Provision of nominee services
South China Financial Credits Limited	Hong Kong	HK\$42,125,000	98.62	Money lending
South China Forex Limited	Hong Kong	HK\$1	100	Dormant
South China Asset Management Limited	Hong Kong	HK\$600,000	100	Asset management
South China Precious Metal Limited	Hong Kong	HK\$2	100	Bullion broking
South China Research Limited	Hong Kong	HK\$600,000	100	Research publication

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18. INTERESTS IN SUBSIDIARIES (continued)

Name	Place of incorporation/ registration and operations	Nominal value of issued ordinary/ registered share capital	Percentage of equity attributable to the Company	Principal activities
South China Securities Limited	Hong Kong	HK\$10,000,000	100	Securities broking, margin financing and provision of underwriting services
South China Finance Lease Holdings Limited	Hong Kong	HK\$1	100	Investment holding
South China Securities (UK) Limited*	United Kingdom	GBP200,000	100	Securities broking
廣州南華四海諮詢有限公司**	The People's Republic of China ("PRC")/Mainland China	HK\$100,000	100	Provision of corporate advisory services
藍華投資諮詢(上海)有限公司**	PRC/Mainland China	US\$100,000	100	Provision of corporate advisory services
Nanjing Southchina Leasing Co., Limited**	PRC/Mainland China	RMB100,000,000	100	Provision of loan financing

* Not audited by Ernst & Young Hong Kong or other member firm of the Ernst & Young global network.

** 廣州南華四海諮詢有限公司, 藍華投資諮詢(上海)有限公司 and Nanjing Southchina Leasing Co., Limited are registered as wholly-foreign-owned enterprises under PRC law.

Except for Polyluck Trading Limited, 廣州南華四海諮詢有限公司, 藍華投資諮詢(上海)有限公司 and Nanjing Southchina Leasing Co., Limited, all principal subsidiaries are directly held by the Company.

The above table lists the principal subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

19. LOANS RECEIVABLE

The Group's loans receivable arose from the margin financing and the money lending operations during the year.

Loans receivable bear interest at rates and with credit periods mutually agreed between the contracting parties. Each customer has a credit limit. The Group maintains strict control over its outstanding loans receivable, and a credit control department has been established to monitor potential credit risk. Margin loans receivable are secured by the pledge of customers' securities as collateral. Overdue balances are reviewed regularly by the senior management and are handled closely by the credit control department. As a matter of fact, the Group's loans receivable relate to a large number of diversified customers, there is no significant concentration of credit risk.

	Group	
	2009	2008
	HK\$'000	HK\$'000
Loans receivable	252,996	149,688
Impairment	(23,966)	(36,137)
	229,030	113,551
Market value of collateral at 31 December	1,342,648	646,789

At the end of reporting period, certain listed equity securities provided by clients of approximately HK\$135,447,000 (2008: HK\$82,934,000) were pledged as collateral to banks to secure banking facilities granted to the Group (note 32).

During the year ended 31 December 2009, South China Financial Credits Limited, a 98.62% directly owned subsidiary of the Company, has granted revolving loan facilities, each with limit of HK\$80 million, to two related companies in which a substantial shareholder of the Company is also a substantial beneficial shareholder. The loan facilities were unsecured, interest bearing at 5% per annum and repayable on demand. Such facilities are at similar terms to those offered to clients with similar characteristics. At the end of the reporting period, included in the balances of loans receivable are outstanding amounts due from each of these companies of HK\$502,000 and HK\$1,017,000, respectively. The maximum amounts of loan utilised during the year by each of these two companies were approximately HK\$44.6 million and HK\$79.4 million, respectively. Interest income from the loans to such companies was HK\$446,000 and HK\$793,000, respectively, during the year.

The loans receivable at the end of the reporting period are analysed by the remaining periods to their contractual maturity dates as follows:

	Group	
	2009	2008
	HK\$'000	HK\$'000
Repayable:		
On demand	226,450	101,265
Within 3 months	1,968	4,965
3 months to 1 year	357	5,191
1 to 5 years	255	2,130
	229,030	113,551
Portion classified as current assets	(228,775)	(111,421)
Portion classified as non-current assets	255	2,130

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19. LOANS RECEIVABLE (continued)

Movements in the provision for impairment of loans receivable are as follows:

	Group	
	2009 HK\$'000	2008 HK\$'000
At 1 January	36,137	31,221
Impairment losses recognised (note 6)	2,915	16,597
Impairment losses reversed (note 6)	(10,868)	(8,256)
Amount written off as uncollectible, net	(4,218)	(3,425)
At 31 December	23,966	36,137

Included in the above provision for impairment of loans receivable is provision for individually impaired loans receivable of HK\$23,782,000 (2008: HK\$35,122,000) and collectively impaired loans receivable of HK\$184,000 (2008: HK\$1,015,000) with carrying amounts before provision of HK\$30,790,000 (2008: HK\$40,340,000) and HK\$1,762,000 (2008: HK\$16,422,000), respectively. The individually impaired loans receivable relate to customers that were in default or delinquency in payments and only a portion of the receivables is expected to be recovered. The Group holds certain listed equity securities of clients as collateral over these individually impaired loans receivable.

The aged analysis of the loans receivable that are neither individually nor collectively considered to be impaired is as follows:

	Group	
	2009 HK\$'000	2008 HK\$'000
Neither past due nor impaired	219,858	91,461
Less than 1 month past due	388	952
1 to 3 months past due	198	513
	220,444	92,926

Loans receivable that were neither past due nor impaired relate to a large number of diversified customers for whom there was no recent history of default.

Loans receivable that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group holds certain listed equity securities of clients as collateral over these loans receivable.

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20. AVAILABLE-FOR-SALE INVESTMENTS

	Group	
	2009 HK\$'000	2008 HK\$'000
Listed equity investments, at fair value	48,900	–
Club debentures, at fair value	1,570	1,570
	50,470	1,570

During the year, the gross gain on the Group's available-for-sale investments recognised directly in equity amounted to HK\$35,400,000 (2008: HK\$1,210,000).

The above investments were designated as available-for-sale financial assets. They have no fixed maturity date or coupon rate. The fair values of these investments are based on quoted market prices.

21. DEFERRED TAX

Movements in deferred tax liabilities and assets during the year are as follows:

Deferred tax liabilities

2009

	Group			
	Loss available for offsetting against future taxable profits HK\$'000	Depreciation allowance in excess of related depreciation HK\$'000	Revaluation of properties HK\$'000	Total HK\$'000
At 1 January 2009	(4,863)	3,385	6,888	5,410
Deferred tax charged/ (credited) to the income statement during the year (note 10)	(52)	(540)	3,383	2,791
At 31 December 2009	(4,915)	2,845	10,271	8,201

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21. DEFERRED TAX (continued)

Deferred tax liabilities (continued)

2008

	Group			
	Loss available for offsetting against future taxable profits HK\$'000	Depreciation allowance in excess of related depreciation HK\$'000	Revaluation of properties HK\$'000	Total HK\$'000
At 1 January 2008	(4,680)	2,937	15,394	13,651
Deferred tax charged/ (credited) to the income statement during the year (note 10)	(183)	448	(8,506)	(8,241)
At 31 December 2008	(4,863)	3,385	6,888	5,410

Deferred tax assets

2009

	Group Depreciation in excess of related depreciation allowance HK\$'000
At 1 January 2009	10
Deferred tax charged to the income statement during the year (note 10)	(6)
At 31 December 2009	4

21. DEFERRED TAX (continued)**Deferred tax assets** (continued)

2008

	Group		
	Provision HK\$'000	Depreciation in excess of related depreciation allowance HK\$'000	Total HK\$'000
At 1 January 2008	2,765	17	2,782
Deferred tax charged to the income statement during the year (note 10)	(2,765)	(7)	(2,772)
At 31 December 2008	–	10	10

Deferred tax assets have not been recognised in respect of the following items:

	Group		Company	
	2009 HK\$'000	2008 HK\$'000	2009 HK\$'000	2008 HK\$'000
Tax losses	290,862	415,952	676	721
Deductible temporary differences	1,984	3,333	442	479
	292,846	419,285	1,118	1,200

The above tax losses arising in Hong Kong are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. The Group also has tax losses arising in Mainland China of HK\$2,229,000 (2008: HK\$1,351,000) that will expire in one to five years for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these items as it is not considered probable that taxable profits will be available against which the above items can be utilised.

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5%. The Group is therefore liable to withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

At the end of each of the reporting period, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China. These subsidiaries remained loss making during the year and have recorded accumulated losses since 1 January 2008.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

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22. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	Group	
	2009	2008
	HK\$'000	HK\$'000
Listed equity investments in Hong Kong, at market value	214,756	87,517
Fund investments elsewhere, at market value	–	28,247
	214,756	115,764

The financial assets at the end of the reporting period were classified as held for trading, of which approximately HK\$168,806,000 (2008: HK\$49,119,000) were pledged to banks to secure banking facilities granted to the Group (note 32).

The market value of the Group's listed equity investments at the date of approval of these financial statements was approximately HK\$258,578,000 (2008: HK\$91,036,000).

23. TRADE RECEIVABLES

	Group	
	2009	2008
	HK\$'000	HK\$'000
Trade receivables	38,656	29,970
Impairment	(2,002)	(1,783)
	36,654	28,187

The Group's trade receivables arose from securities, bullion and commodities dealings and the provision of corporate advisory and underwriting services during the year.

The Group allows a credit period for up to the respective settlement dates of securities, bullion and commodities transactions (normally two business days after the respective trade dates) or a credit period mutually agreed between the contracting parties. Each customer has a credit limit. The Group maintains strict control over its outstanding receivables and a credit control department has been established to monitor the potential credit risk. Overdue balances are reviewed regularly by senior management and are handled closely by the credit control department. As a matter of fact, the Group's trade receivables relate to a large number of diversified customers, and there is no significant concentration of credit risk. Overdue trade receivables bear interest by reference to the prime rate.

23. TRADE RECEIVABLES (Continued)

An aged analysis of the Group's trade receivables at the end of the reporting period, based on the settlement due date and net of provisions for impairment, is as follows:

	Group	
	2009	2008
	HK\$'000	HK\$'000
Current to 90 days	36,654	28,187

Movements in the provision for impairment of trade receivables are as follows:

	Group	
	2009	2008
	HK\$'000	HK\$'000
At 1 January	1,783	2,056
Impairment losses recognised (note 6)	219	1,100
Impairment losses reversed (note 6)	–	(974)
Amount written off as uncollectible	–	(399)
	2,002	1,783

Included in the provision for impairment of trade receivables is a provision for individually impaired trade receivables of HK\$2,002,000 (2008: HK\$1,783,000) with a carrying amount of HK\$2,448,000 (2008: HK\$2,542,000). The individually impaired trade receivables relate to customers that were in default or delinquency in payments. The Group holds certain listed equity securities of clients as collateral over these individually impaired trade receivables.

The aged analysis of the trade receivables that are neither individually nor collectively considered to be impaired is as follows:

	Group	
	2009	2008
	HK\$'000	HK\$'000
Neither past due nor impaired	23,596	20,223
Less than 1 month past due	12,182	7,205
1 to 3 months past due	430	–
	36,208	27,428

Trade receivables that were neither past due nor impaired relate to a large number of diversified customers for whom there was no recent history of default.

Trade receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group holds certain listed equity securities of clients as collateral over these trade receivables.

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24. OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS

	Group		Company	
	2009 HK\$'000	2008 HK\$'000	2009 HK\$'000	2008 HK\$'000
Prepayments and deposits	2,021	1,920	449	449
Other receivables	11,737	7,624	–	–
	13,758	9,544	449	449

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

25. AMOUNT DUE TO A RELATED COMPANY

The amount due to a related company, a director of which is also a director of the Company was unsecured, non-interest-bearing and had no fixed terms of repayment.

26. CASH AND CASH EQUIVALENTS AND PLEDGED TIME DEPOSITS

	Note	Group		Company	
		2009 HK\$'000	2008 HK\$'000	2009 HK\$'000	2008 HK\$'000
Cash and bank balances		92,911	101,642	129	201
Time deposits		5,750	5,750	–	–
		98,661	107,392	129	201
Less: Pledged time deposits:					
Pledged for a guarantee provided to Hong Kong Exchanges and Clearing Limited for commodities dealings		(5,000)	(5,000)	–	–
Pledged for a guarantee provided to Hong Kong Exchanges and Clearing Limited for securities dealings		(500)	(500)	–	–
Pledged for bank overdraft facilities	32	(250)	(250)	–	–
		(5,750)	(5,750)	–	–
Cash and cash equivalents		92,911	101,642	129	201

At the end of the reporting period, cash and bank balances of the Group denominated in Renminbi (“RMB”) amounted to HK\$33,930,000 (2008: HK\$8,805,000). RMB is not freely convertible into other currencies, however, under Mainland China’s Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

26. CASH AND CASH EQUIVALENTS AND PLEDGED TIME DEPOSITS *(Continued)*

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. Bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

27. CASH HELD ON BEHALF OF CLIENTS

The Group maintains segregated trust accounts with licensed banks to hold clients' monies arising from its normal course of business. The Group has classified the clients' monies as cash held on behalf of clients under the current assets section of statement of financial position and recognised the corresponding accounts payable to respective clients on the grounds that it is liable for any loss or misappropriation of clients' monies. The Group is not allowed to use the clients' monies to settle its own obligations.

28. CLIENT DEPOSITS

The Group's client deposits arose from securities, bullion and commodities dealings during the year.

The client deposits are unsecured, bear interest at the bank deposit saving rate (2008: bank deposit saving rate) and are repayable on demand.

Included in client deposits are deposits from directors and companies in which certain directors have beneficial interests totaling HK\$166,863,000 (2008: HK\$2,138,000), which are subject to similar terms offered by the Group to its major clients.

29. TRADE PAYABLES

The Group's trade payables arose from securities, bullion and commodities dealings and the provision of corporate advisory and underwriting services.

An aged analysis of the Group's trade payables at the end of the reporting period, based on the settlement due date, is as follows:

	Group	
	2009	2008
	HK\$'000	HK\$'000
Current to 30 days	45,105	38,111

The trade payables are non-interest-bearing and repayable on the settlement day of the relevant trades or upon demand from customers.

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30. OTHER PAYABLES AND ACCRUALS

	Group		Company	
	2009 HK\$'000	2008 HK\$'000	2009 HK\$'000	2008 HK\$'000
Other payables	6,126	5,207	48	100
Accruals	2,600	1,054	–	–
	8,726	6,261	48	100

Other payables are non-interest-bearing and have an average term of two months.

31. OBLIGATION UNDER FINANCE LEASES

The Group leases certain office equipment for its business operations. These leases are classified as finance leases and have a remaining lease term of 6 months (2008: 18 months).

At the end of the reporting period, the total future minimum lease payments under finance leases and their present values were as follows:

	Group			
	Minimum lease payments		Present value of minimum lease payments	
	2009 HK\$'000	2008 HK\$'000	2009 HK\$'000	2008 HK\$'000
Obligation under finance leases:				
Within one year	105	210	102	199
In the second year	–	87	–	79
Total minimum finance lease payments	105	297	102	278
Future finance charges	(3)	(19)		
Total net finance lease payables	102	278		
Portion classified as current liabilities (note 32)	(102)	(176)		
Non-current portion (note 32)	–	102		

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32. INTEREST-BEARING BANK AND OTHER BORROWINGS

	Effective interest rate (%)	Maturity	Group	
			2009 HK\$'000	2008 HK\$'000
Current				
Obligation under finance leases (note 31)	9.46	2010	102	176
Bank overdrafts – unsecured	Prime rate –			
	Prime rate + 1.5%	On demand	12,441	–
Bank loans – secured	HIBOR + 0.9% –			
	Prime rate – 2.5%	2010	188,279	64,051
Bank loans – unsecured	HIBOR + 0.8% –			
	HIBOR + 2.5%	2010	23,778	39,296
			224,600	103,523
Non-current				
Obligation under finance leases (note 31)	9.46	2009	–	102
Bank loans – secured	Prime rate – 2.5%	2011 – 2018	76,550	85,829
Bank loans – unsecured	HIBOR + 2%	2011	594	1,379
			77,144	87,310
			301,744	190,833
Analysed into:				
Bank loans repayable:				
Within one year or on demand			224,498	103,347
In the second year			10,108	10,056
In the third to fifth years, inclusive			30,005	29,867
Beyond five years			37,031	47,285
			301,642	190,555
Other borrowings repayable:				
Within one year			102	176
In the second and third years, inclusive			–	102
			102	278
			301,744	190,833

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32. INTEREST-BEARING BANK AND OTHER BORROWINGS (Continued)

Notes:

- (a) The Group's overdraft facilities amounting to HK\$90,250,000 (2008: HK\$83,000,000), of which HK\$12,441,000 (2008: Nil) had been utilised at the end of the reporting period, are secured by the pledge of certain of the Group's time deposits amounting to HK\$250,000 (2008: HK\$250,000) (note 26) and are guaranteed by the Company up to HK\$38,000,000 (2008: HK\$38,000,000).
- (b) Certain of the Group's bank loans are secured by the Group's investment properties and leasehold land and building situated in Hong Kong, which had an aggregate carrying value at the end of the reporting period of approximately HK\$180,781,000 (2008: HK\$161,700,000) (notes 14 and 15).

In addition, listed equity investments belonging to the Group clients totalling approximately HK\$304,253,000 (2008: HK\$132,053,000) were pledged to banks to secure banking facilities granted to a subsidiary of the Group at the end of the reporting period (notes 19 and 22).

- (c) All borrowings are in Hong Kong dollars.

At the end of each of the reporting period, the fair value of bank and other borrowings was estimated to be the present value of future cash flows, discounted at prevailing interest rates.

33. SUBORDINATED LOAN TO A SUBSIDIARY

The Company's subordinated loan to a subsidiary, South China Securities Limited, is unsecured, bears interest at a rate of 2% below the Hong Kong dollar prime rate (2008: 2% below the Hong Kong dollar prime rate) per annum, and is repayable on a date as agreed between the Company and the subsidiary, subject to the overriding provision of the subordinated loan agreement that, if the subsidiary becomes insolvent or unable to meet the liquid capital requirements set out in the Hong Kong Securities and Futures (Financial Resources) Rules, the repayment of the loan will be subordinated to the prior repayment of all other creditors of the subsidiary. In the opinion of the directors, the balance is not repayable within one year.

34. SHARE CAPITAL

Shares

	2009 HK\$'000	2008 HK\$'000
Authorised:		
8,000,000,000 (2008: 8,000,000,000) ordinary shares of HK\$0.025 each	200,000	200,000
Issued and fully paid:		
5,028,834,500 (2008: 5,028,834,500) ordinary shares of HK\$0.025 each	125,721	125,721

34. SHARE CAPITAL *(Continued)***Shares** *(Continued)*

A summary of the transactions during the year with reference to the above movements in the Company's issued ordinary share capital is as follows:

	Number of shares in issue	Issued capital HK\$'000	Share premium account HK\$'000	Total HK\$'000
At 1 January 2008	5,028,605,900	125,715	219,994	345,709
Warrants exercised	228,600	6	33	39
<hr/>				
At 31 December 2008, 1 January 2009				
And 31 December 2009	5,028,834,500	125,721	220,027	345,748

Share options

Details of the Company's share option scheme and the share options issued under the scheme are included in note 35 to the financial statements.

Warrants

At 1 January 2008, the Company had 1,005,463,228 outstanding warrants which entitled the holders to subscribe in cash for fully paid ordinary shares of HK\$0.025 each in the Company at a subscription price of HK\$0.168 per share, payable in cash, on or before 22 October 2008. During the year ended 31 December 2008, 228,600 warrants were exercised and the remaining warrants lapsed on the expiry date of 22 October 2008.

35. SHARE OPTION SCHEME

The directors and employees of the Company and its subsidiaries are entitled to participate in the share option scheme operated by the Company (the "Share Option Scheme"). Details of the Share Option Scheme are as follows:

(1) Purpose of the Share Option Scheme

In order to provide incentives or rewards to the participants for their contribution to the Group and to enable the Group to attract and retain employees of appropriate qualifications and with necessary experience to work for the Group and any entity in which any member of the Group holds any equity interest (the "Invested Entity"), the shareholders of the Company approved the adoption of the Share Option Scheme at the annual general meeting held on 31 May 2002.

(2) Participants of the Share Option Scheme

According to the Share Option Scheme, the board may, at its absolute discretion, grant options to any person belonging to any of the following classes of participants to subscribe for shares:

- (i) any executive director, employee or proposed employee (whether full time or part time) of any member of the Group or any Invested Entity or substantial shareholder;
- (ii) any non-executive director (including any independent non-executive director) of any member of the Group or any Invested Entity or substantial shareholder;

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35. SHARE OPTION SCHEME *(Continued)*

(2) Participants of the Share Option Scheme *(Continued)*

- (iii) any individual for the time being seconded to work for any member of the Group or any Invested Entity or substantial shareholder;
- (iv) any shareholder of any member of the Group or any Invested Entity or substantial shareholder or any holder of any securities issued by any member of the Group or any Invested Entity or substantial shareholder;
- (v) any business partner, consultant or contractor of any member of the Group or any Invested Entity or substantial shareholder;
- (vi) any supplier of goods or services to any member of the Group or any Invested Entity or substantial shareholder;
- (vii) any customer of any member of the Group or any Invested Entity or substantial shareholder;
- (viii) any person or entity that provides research, development or other technological support or any advisory, consultancy, professional or other services to any member of the Group or any Invested Entity or substantial shareholder; and
- (ix) any company wholly owned by one or more persons belonging to any of the above classes of participants.

(3) Total number of shares available for issue under the Share Option Scheme

The maximum number of shares in respect of which share options may be granted shall not exceed 10 per cent of the shares in issue as at the date of approval of the Share Option Scheme, ie, a total of 486,193,674 shares.

As at 31 December 2009, the total number of shares available for issue pursuant to the grant of further share options under the Share Option Scheme is 127,027,008, representing approximately 2.53% of the issued share capital of the Company as at the date of this Annual Report.

(4) Maximum entitlement of each participant

No participant shall be granted an option if the total number of shares issued and to be issued upon exercise of the options granted and to be granted (including both exercised, cancelled and outstanding options) in any 12 month period up to and including the date of grant to such participant would exceed in aggregate 1% of the shares for the time being in issue unless the proposed grant has been approved by the shareholders of the Company in general meeting with the proposed grantee and his associates (as defined in the Listing Rules) abstaining from voting.

(5) Period within which the shares must be taken up under an option

The board may, at its absolute discretion, determine the period during which a share option may be exercised, such period should expire no later than 10 years from the date of grant. The board may also provide restrictions on the exercise of a share option during the period a share option may be exercised.

35. SHARE OPTION SCHEME *(Continued)***(6) Minimum period, if any, for which an option must be held before it can be exercised**

There is no specific requirement under the Share Option Scheme that an option must be held for any minimum period before it can be exercised, but the terms of the Share Option Scheme provide that the board has the discretion to impose a minimum period at the time of grant to any particular option.

(7) Amount payable upon acceptance of the option and the period within which payment must be made

An amount of HK\$1 for each lot of share options granted is payable upon acceptance of the options within five business days from the date of offer of the options.

(8) Basis of determining the exercise price of the option

The exercise price is determined by the board, and shall be at least the highest of: (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the date of offer; (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of offer; and (iii) the nominal value of the Company's shares.

(9) Remaining life of the Share Option Scheme

The Share Option Scheme will remain in force for a period of 10 years commencing on the date on which it became unconditional on 28 June 2002.

The following share options were outstanding under the Share Option Scheme during the year:

	2009		2008	
	Weighted average exercise price HK\$ per share	Number of options	Weighted average exercise price HK\$ per share	Number of options
At 1 January	0.149	276,500,000	0.149	319,250,000
Granted during the year	0.128	106,000,000	–	–
Lapsed during the year	0.128	(46,833,334)	0.149	(42,750,000)
Cancelled during the year	0.227	(6,000,000)	–	–
Exercised during the year	–	–	–	–
At 31 December	0.138	329,666,666	0.149	276,500,000

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35. SHARE OPTION SCHEME (Continued)

Particulars and movements during the year of the outstanding share options granted under the Share Options Scheme were as follows:

Name or category of participant	Number of share options					Reclassified (Note 1)	Outstanding as at 31 December 2009	Date of grant of share options* (DD/MM/YYYY)	Exercise period of share options (DD/MM/YYYY)	Exercise price per share ** HK\$
	Outstanding as at 1 January 2009	Granted during the year	Exercised during the year	Lapsed during the year	Cancelled during the year					
Directors										
Cheung Choi Ngor	10,000,000	-	-	-	-	-	10,000,000	16/03/2006	16/03/2008 - 15/03/2010	0.128
	10,000,000	-	-	-	-	-	10,000,000	16/03/2006	16/03/2009 - 15/03/2011	0.128
Richard Howard Gorges	10,000,000	-	-	(10,000,000)	-	-	-	16/03/2006	16/03/2007 - 15/03/2009	0.128
	10,000,000	-	-	-	-	-	10,000,000	16/03/2006	16/03/2008 - 15/03/2010	0.128
	10,000,000	-	-	-	-	-	10,000,000	16/03/2006	16/03/2009 - 15/03/2011	0.128
Cheung Wai Kwok, Gary	-	16,666,667	-	-	-	-	16,666,667	26/06/2009	26/06/2010 - 25/06/2012	0.128
	-	16,666,667	-	-	-	-	16,666,667	26/06/2009	26/06/2011 - 25/06/2013	0.128
	-	16,666,666	-	-	-	-	16,666,666	26/06/2009	26/06/2012 - 25/06/2014	0.128
Ng Yuk Yeung, Paul	10,000,000	-	-	(10,000,000)	-	-	-	16/03/2006	16/03/2007 - 15/03/2009	0.128
	10,000,000	-	-	-	-	-	10,000,000	16/03/2006	16/03/2008 - 15/03/2010	0.128
	10,000,000	-	-	-	-	-	10,000,000	16/03/2006	16/03/2009 - 15/03/2011	0.128
	6,666,667	-	-	(6,666,667)	-	-	-	26/04/2006	26/04/2007 - 25/04/2009	0.128
	6,666,667	-	-	-	-	-	6,666,667	26/04/2006	26/04/2008 - 25/04/2010	0.128
	6,666,666	-	-	-	-	-	6,666,666	26/04/2006	26/04/2009 - 25/04/2011	0.128
Ng Chun Sang (Note 1)	1,666,667	-	-	-	-	(1,666,667)	-	12/04/2007	12/04/2008 - 11/04/2010	0.161
	1,666,667	-	-	-	-	(1,666,667)	-	12/04/2007	12/04/2009 - 11/04/2011	0.161
	1,666,666	-	-	-	-	(1,666,666)	-	12/04/2007	12/04/2010 - 11/04/2012	0.161
	1,000,000	-	-	-	-	(1,000,000)	-	17/04/2007	17/04/2008 - 16/04/2010	0.161
	1,000,000	-	-	-	-	(1,000,000)	-	17/04/2007	17/04/2009 - 16/04/2011	0.161
	1,000,000	-	-	-	-	(1,000,000)	-	17/04/2007	17/04/2010 - 16/04/2012	0.161
Sub-total	108,000,000	50,000,000	-	(26,666,667)	-	(8,000,000)	123,333,333			

35. SHARE OPTION SCHEME (Continued)

Particulars and movements during the year of the outstanding share options granted under the Share Options Scheme were as follows: (Continued)

Name or category of participant	Number of share options						Outstanding as at 31 December 2009	Date of grant of share options* (DD/MM/YYYY)	Exercise period of share options (DD/MM/YYYY)	Exercise price per share ** HK\$
	Outstanding as at 1 January 2009	Granted during the year	Exercised during the year	Lapsed during the year	Cancelled during the year	Reclassified (Notes 1 & 2)				
Employees										
In aggregate	13,500,000	-	-	(13,500,000)	-	-	-	16/03/2006	16/03/2007 – 15/03/2009	0.128
	23,000,000	-	-	-	-	(23,000,000)	-	16/03/2006	16/03/2008 – 15/03/2010	0.128
	23,000,000	-	-	-	-	(23,000,000)	-	16/03/2006	16/03/2009 – 15/03/2011	0.128
	6,666,667	-	-	(6,666,667)	-	-	-	26/04/2006	26/04/2007 – 25/04/2009	0.128
	6,666,667	-	-	-	-	(6,666,667)	-	26/04/2006	26/04/2008 – 25/04/2010	0.128
	6,666,666	-	-	-	-	(6,666,666)	-	26/04/2006	26/04/2009 – 25/04/2011	0.128
	20,499,995	-	-	-	-	(333,333)	20,166,662	12/04/2007	12/04/2008 – 11/04/2010	0.161
	20,499,995	-	-	-	-	(333,333)	20,166,662	12/04/2007	12/04/2009 – 11/04/2011	0.161
	20,500,010	-	-	-	-	(333,334)	20,166,676	12/04/2007	12/04/2010 – 11/04/2012	0.161
	-	-	-	-	-	1,000,000	1,000,000	17/04/2007	17/04/2008 – 16/04/2010	0.161
	-	-	-	-	-	1,000,000	1,000,000	17/04/2007	17/04/2009 – 16/04/2011	0.161
	-	-	-	-	-	1,000,000	1,000,000	17/04/2007	17/04/2010 – 16/04/2012	0.161
	1,333,334	-	-	-	-	-	1,333,334	23/04/2007	23/04/2008 – 22/04/2010	0.161
	1,333,334	-	-	-	-	-	1,333,334	23/04/2007	23/04/2009 – 22/04/2011	0.161
	1,333,332	-	-	-	-	-	1,333,332	23/04/2007	23/04/2010 – 22/04/2012	0.161
	4,833,333	-	-	-	-	(500,000)	4,333,333	10/07/2007	10/07/2008 – 09/07/2010	0.172
	4,833,333	-	-	-	-	(500,000)	4,333,333	10/07/2007	10/07/2009 – 09/07/2011	0.172
	4,833,334	-	-	-	-	(500,000)	4,333,334	10/07/2007	10/07/2010 – 09/07/2012	0.172
	2,000,000	-	-	-	(2,000,000)	-	-	10/09/2007	10/09/2008 – 09/09/2010	0.227
	2,000,000	-	-	-	(2,000,000)	-	-	10/09/2007	10/09/2009 – 09/09/2011	0.227
	2,000,000	-	-	-	(2,000,000)	-	-	10/09/2007	10/09/2010 – 09/09/2012	0.227
	-	16,666,667	-	-	-	-	16,666,667	26/06/2009	26/06/2010 – 25/06/2012	0.128
	-	16,666,667	-	-	-	-	16,666,667	26/06/2009	26/06/2011 – 25/06/2013	0.128
	-	16,666,666	-	-	-	-	16,666,666	26/06/2009	26/06/2012 – 25/06/2014	0.128
	-	2,000,000	-	-	-	(2,000,000)	-	05/08/2009	05/08/2010 – 04/08/2012	0.128
	-	2,000,000	-	-	-	(2,000,000)	-	05/08/2009	05/08/2011 – 04/08/2013	0.128
	-	2,000,000	-	-	-	(2,000,000)	-	05/08/2009	05/08/2012 – 04/08/2014	0.128
Sub-total	165,500,000	56,000,000	-	(20,166,667)	(6,000,000)	(64,833,333)	130,500,000			
Others	1,000,000	-	-	-	-	500,000	1,500,000	10/07/2007	10/07/2008 – 09/07/2010	0.172
In aggregate	1,000,000	-	-	-	-	500,000	1,500,000	10/07/2007	10/07/2009 – 09/07/2011	0.172
	1,000,000	-	-	-	-	500,000	1,500,000	10/07/2007	10/07/2010 – 09/07/2012	0.172
	-	-	-	-	-	23,000,000	23,000,000	16/03/2006	16/03/2008 – 15/03/2010	0.128
	-	-	-	-	-	23,000,000	23,000,000	16/03/2006	16/03/2009 – 15/03/2011	0.128
	-	-	-	-	-	6,666,667	6,666,667	26/04/2006	26/04/2008 – 25/04/2010	0.128
	-	-	-	-	-	6,666,666	6,666,666	26/04/2006	26/04/2009 – 25/04/2011	0.128
	-	-	-	-	-	2,000,000	2,000,000	12/04/2007	12/04/2008 – 11/04/2010	0.161
	-	-	-	-	-	2,000,000	2,000,000	12/04/2007	12/04/2009 – 11/04/2011	0.161
	-	-	-	-	-	2,000,000	2,000,000	12/04/2007	12/04/2010 – 11/04/2012	0.161
	-	-	-	-	-	2,000,000	2,000,000	05/08/2009	05/08/2010 – 04/08/2012	0.128
	-	-	-	-	-	2,000,000	2,000,000	05/08/2009	05/08/2011 – 04/08/2013	0.128
	-	-	-	-	-	2,000,000	2,000,000	05/08/2009	05/08/2012 – 04/08/2014	0.128
Sub-total	3,000,000	-	-	-	-	72,833,333	75,833,333			
Total	276,500,000	106,000,000	-	(46,833,334)	(6,000,000)	-	329,666,666			

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35. SHARE OPTION SCHEME (Continued)

Notes:

1. Mr. Ng Chung Sang resigned as a director of the Company but remained as an employee of the Group on 26 June 2009. Consequently, Mr. Ng Chun Sang's options under the Share Option Scheme were re-classified from "Directors" to "Employees".
2. Due to internal re-organisation, certain employees holding options under the Share Option Scheme had been reclassified. Consequently, 72,833,333 options were re-classified from "Employees" to "Others".

* All share options granted are subject to a vesting period and become exercisable in the following manner:

From the date of grant of share options	Exercisable percentage
Within 12 months	Nil
13th month – 36th month	33 ¹ / ₃ %
25th month – 48th month	33 ¹ / ₃ %
37th month – 60th month	33 ¹ / ₃ %

The unexercised share options of each exercise period shall lapse at the end of the corresponding exercise period.

** The subscription price of the share options is subject to adjustment in the case of rights or bonus issues, or other alteration in the capital structure of the Company.

At the end of the reporting period, the Company had 329,667,000 share options outstanding under the Share Option Scheme. The exercise in full of the remaining share options would, under the present capital structure of the Company, result in the issue of 329,667,000 additional ordinary shares of the Company and additional share capital of HK\$8,242,000 and share premium of HK\$37,151,000 (before issue expenses).

The fair value of the share options granted during the year was HK\$2,970,000 (HK\$0.0212 to HK\$0.0408 each). The Group recognised a share option expense of HK\$3,303,000 (2008: HK\$4,383,000) during the year ended 31 December 2009.

The fair value of equity-settled share options granted during the year was estimated as at the date of grant using a trinomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

	2009
Dividend yield (%)	0.00
Average expected volatility (%)	70.00
Average historical volatility (%)	84.81
Average risk-free interest rate (%)	1.65
Expected life of options (year)	3 – 5
Weighted average share price (HK\$ per share)	0.069

The expected life of the options is based on the contractual life and is not necessarily indicative of the exercise patterns that may occur. The expected volatility is estimated by directors with reference to the historical volatility based on the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the options granted was incorporated into the measurement of fair value.

36. RESERVES**(a) Group**

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 23 of the financial statements.

(b) Company

	Notes	Share premium account HK\$'000	Capital redemption reserve HK\$'000	Share option reserve HK\$'000	Retained profits HK\$'000	Total HK\$'000
At 1 January 2009		220,027	1,601	17,691	838	240,157
Total comprehensive income for the year	11	-	-	-	27,969	27,969
Equity-settled share option arrangements	35	-	-	3,303	-	3,303
Proposed final 2009 dividend	12	-	-	-	(30,173)	(30,173)
Transfer to retained profits		-	-	(3,101)	3,101	-
At 31 December 2009		220,027	1,601	17,893	1,735	241,256
At and 1 January 2008		219,994	1,601	13,308	148,175	383,078
Total comprehensive income for the year	11	-	-	-	(145,325)	(145,325)
Issue of shares upon exercise of warrants	34	33	-	-	-	33
Equity-settled share option arrangements	35	-	-	4,383	-	4,383
Proposed final 2008 dividend	12	-	-	-	(2,012)	(2,012)
At 31 December 2008		220,027	1,601	17,691	838	240,157

The share option reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payment transactions in note 2.4 to the financial statements. The amount will either be transferred to the share premium account when the related options are exercised, or be transferred to retained profits should the related options expire or be lapsed.

37. OTHER COMPREHENSIVE INCOME FOR THE YEAR

	Group	
	2009	2008
	HK\$'000	HK\$'000
Changes in fair value of available-for-sale financial assets	35,400	1,210
Exchange differences on translation of foreign operations	314	-
	35,714	1,210

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38. MAJOR NON-CASH TRANSACTIONS

- (i) During the year ended 31 December 2009, the Group transferred certain of its investment properties of HK\$141,900,000 to property, plant and equipment.
- (ii) During the year ended 31 December 2009, the Group transferred certain of its financial assets at fair value through profit or loss of HK\$13,500,000 to available-for-sale investment.
- (iii) During the year ended 31 December 2008, the Group transferred certain of its property, plant and equipment of HK\$27,915,000 to investment properties.

39. PLEDGE OF ASSETS

Details of the Group's bank loans and overdrafts which are secured by the assets of the Group are included in note 32 to the financial statements.

40. CONTINGENT LIABILITIES

At the end of the reporting period, contingent liabilities not provided for in the financial statements are as follows:

	Group		Company	
	2009 HK\$'000	2008 HK\$'000	2009 HK\$'000	2008 HK\$'000
Guarantees given to banks in connection with banking facilities granted to subsidiaries	–	–	914,455	1,037,000

At the end of the reporting period, the banking facilities granted to the subsidiaries subject to guarantees given to the banks by the Company were utilised to the extent of approximately HK\$301,642,000 (2008: HK\$190,554,000).

41. OPERATING LEASE ARRANGEMENTS

(a) As lessor

The Group leases its investment properties (note 15) under several operating lease arrangements, with leases negotiated for terms for two year (2008: two years). The terms of the leases generally require the tenants to pay security deposits.

At the end of the reporting period, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

	Group	
	2009 HK\$'000	2008 HK\$'000
Within one year	1,680	2,520
In the second to fifth years, inclusive	–	1,680
	1,680	4,200

41. OPERATING LEASE ARRANGEMENTS *(Continued)***(b) As lessee**

The Group leases certain of its office properties under operating lease arrangements, with leases negotiated for terms ranging from one to three years (2008: one to three years).

At the end of the reporting period, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

	Group	
	2009	2008
	HK\$'000	HK\$'000
Within one year	24,188	23,218
In the second to fifth years, inclusive	14,989	33,490
	39,177	56,708

42. COMMITMENTS

In addition to the operating lease commitments detailed in note 41(b) above, the Group had the following capital commitments at the end of the reporting period:

	Group	
	2009	2008
	HK\$'000	HK\$'000
Authorised, but not contracted for, capital contributions payable to a subsidiary	45,159	79,408

At the end of the reporting period, the Company had no significant commitment.

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43. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions and balances detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year:

	Notes	2009 HK\$'000	2008 HK\$'000
Commission and brokerage income received from:	(i)		
Fellow subsidiaries*		–	64
Directors and companies in which certain directors have beneficial interests*		1,255	592
Interest income arising from margin financing received from:	(ii)		
Fellow subsidiaries*		–	242
Directors and companies in which certain directors have beneficial interests*		1,190	399
Interest income from revolving facilities received from:	(iii)		
Companies in which certain directors have beneficial interests*		1,239	–
Interest expense paid to a director	(iv)	2	–
Rental expense paid to:	(v)		
Companies in which certain directors have beneficial interests*		225	56
Fellow subsidiaries*		–	752

* The related party transactions also constitute exempted connected transactions or continuing connected transactions as defined in Chapter 14 of the Listing Rules.

- (i) Commission and brokerage income related to the Group's securities broking business and the rate was calculated by reference to commission and brokerage fees charged to third parties.
- (ii) Interest income related to the Group's margin financing business and the amount was calculated at 4% over the Hong Kong dollar prime rate (2008: 4% over the Hong Kong dollar prime rate) per annum which is similar to the rate offered to its major clients.
- (iii) Interest income related to the Group's money lending business and was calculated at 5% per annum, which is similar to the rate offered to clients with similar characteristic.

43. RELATED PARTY TRANSACTIONS (Continued)**(a)** (Continued)

- (iv) Interest expense related to an advance from a director and was calculated at HIBOR plus 0.5% per annum.
- (v) Rental expenses related to the leasing of certain office premises and were calculated by reference to market rental.

(b) Compensation of key management personnel of the Group:

The executive directors and the non-executive directors are the key management personnel to the Group. Details of their remuneration are disclosed in note 8 to the financial statements.

(c) Outstanding balances with related parties:

Details of the Group's balances with related parties at the end of the reporting period are included in notes 19, 25 and 28 to the financial statements.

44. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments at the end of the reporting period are as follows:

2009

Group

Financial assets

	Financial assets at fair value through profit or loss - held for trading HK\$'000	Available- for-sale investments HK\$'000	Loans and receivables HK\$'000	Total HK\$'000
Other assets	–	–	6,169	6,169
Available-for-sale investments	–	50,470	–	50,470
Loans receivable	–	–	229,030	229,030
Trade receivables	–	–	36,654	36,654
Financial assets at fair value through profit or loss	214,756	–	–	214,756
Financial assets included in other receivables, prepayments and deposits (note 24)	–	–	11,737	11,737
Pledged time deposits	–	–	5,750	5,750
Cash held on behalf of clients	–	–	547,690	547,690
Cash and cash equivalents	–	–	92,911	92,911
	214,756	50,470	929,941	1,195,167

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44. FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

2009

Group

Financial liabilities

	Financial liabilities at amortised cost HK\$'000
Client deposits	541,653
Trade payables	45,105
Financial liabilities included in other payables and accruals (note 30)	6,126
Interest-bearing bank and other borrowings	301,744
	894,628

2008

Group

Financial assets

	Financial assets at fair value through profit or loss - held for trading HK\$'000	Available-for-sale investments HK\$'000	Loans and receivables HK\$'000	Total HK\$'000
Other assets	-	-	5,681	5,681
Available-for-sale investments	-	1,570	-	1,570
Loans receivable	-	-	113,551	113,551
Trade receivables	-	-	28,187	28,187
Financial assets at fair value through profit or loss	115,764	-	-	115,764
Financial assets included in other receivables, prepayments and deposits (note 24)	-	-	7,624	7,624
Pledged time deposits	-	-	5,750	5,750
Cash held on behalf of clients	-	-	341,716	341,716
Cash and cash equivalents	-	-	101,642	101,642
	115,764	1,570	604,151	721,485

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44. FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

2008	Group
Financial liabilities	Financial liabilities at amortised cost HK\$'000
Amount due to a related company	437
Client deposits	320,929
Trade payables	38,111
Financial liabilities included in other payables and accruals (note 30)	5,207
Interest-bearing bank and other borrowings	190,833
	<hr/> 555,517

Company**Financial assets**

	Loans and receivables	
	2009	2008
	HK\$'000	HK\$'000
Due from subsidiaries (note 18)	455,673	449,647
Subordinated loan to a subsidiary	100,000	100,000
Cash and cash equivalents	129	201
	<hr/> 555,802	<hr/> 549,848

Company**Financial liabilities**

	Financial liabilities at amortised cost	
	2009	2008
	HK\$'000	HK\$'000
Due to subsidiaries (note 18)	1,180	1,211
Financial liabilities included in other payables and accruals (note 30)	48	100
	<hr/> 1,228	<hr/> 1,311

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45. FAIR VALUE HIERARCHY

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments:

- Level 1: fair values measured based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: fair values measured based on valuation techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly
- Level 3: fair values measured based on valuation techniques for which all inputs which have a significant effect on the recorded fair value are not based on observable market data (unobservable inputs)

At the end of the reporting period, the financial instruments measured at fair value held by the Group were classified as level 1 (2008: level 1).

46. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise bank loans and overdrafts, finance leases, other interest-bearing loans, and cash and short term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as loans receivable, trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, credit risk, liquidity risk and equity price risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's net debt obligations with a floating interest rate. The majority of the bank borrowings bear interest at interest rates with reference to the HIBOR whereas loans to customers bear interest at interest rates with reference to the prime rate. As the prime rate in Hong Kong basically changes in line with the HIBOR, the Group's exposure to the risk of changes in market interest rates is minimal.

The following table demonstrates the sensitivity to a reasonably possible change in Hong Kong dollars interest rates, with all other variables held constant, of the Group's profit/(loss) before tax (through the impact on floating rate net borrowings).

	Change in basis point	Group Change in profit/ (loss) before tax HK\$'000
2009		
Hong Kong dollar	50	1,508
2008		
Hong Kong dollar	50	953

46. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant. For transactions that are not denominated in the functional currency of the relevant operating unit, the Group does not offer credit terms without the specific approval of the Head of Credit Control.

The Group's concentration of credit risk is mainly in Hong Kong by geographical location. The Group's credit risk exposure is spread over a number of counterparties and customers. Hence, it has no significant concentration of credit risk by a single debtor.

Further quantitative data in respect of the Group's exposure to credit risk arising from loans and trade receivables are disclosed in notes 19 and 23 to the financial statements, respectively.

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g. loans and trade receivables) and projected cash flows from operations.

The Group's borrowings from banks during the year are for the provision of financing and loans to customers for their purchases and continuous holding of securities. The maturity of bank borrowings of the Group usually ranges from overnight to one month, and they are either rolled over or repaid by the Group's own funding. In addition, for those clients who are unable to settle their settlement obligations or margin deficits, the Group may dispose of the securities collateral pledged by the customers to the Group. The Group always ensures that the securities collateral pledged by customers are able to be realised in the market within a reasonable period of time.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans, finance leases and other interest-bearing loans.

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46. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk (Continued)

The maturity profile of the Group's and Company's financial liabilities at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

2009	Group					Total HK\$'000
	On demand HK\$'000	Less than 3 months HK\$'000	3 to less than 12 months HK\$'000	1 to 5 years HK\$'000	Over 5 years HK\$'000	
Client deposits	541,653	–	–	–	–	541,653
Interest-bearing bank and other borrowings	214,441	3,030	9,089	45,875	38,675	311,110
Trade payables	–	45,105	–	–	–	45,105
Other payables	–	6,126	–	–	–	6,126
	756,094	54,261	9,089	45,875	38,675	903,994

2008	Group					Total HK\$'000
	On demand HK\$'000	Less than 3 months HK\$'000	3 to less than 12 months HK\$'000	1 to 5 years HK\$'000	Over 5 years HK\$'000	
Client deposits	320,929	–	–	–	–	320,929
Interest-bearing bank and other borrowings	–	96,558	9,554	46,759	49,994	202,865
Trade payables	–	38,111	–	–	–	38,111
Other payables	–	5,207	–	–	–	5,207
Due to a related company	437	–	–	–	–	437
	321,366	139,876	9,554	46,759	49,994	567,549

46. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)**Liquidity risk** (Continued)

2009	Company			Total HK\$'000
	Less than 3 months HK\$'000	Over 1 year HK\$'000		
Due to subsidiaries (note 18)	–	1,180		1,180
Other payables	48	–		48
	48	1,180		1,228

2008	Company			Total HK\$'000
	Less than 3 months HK\$'000	Over 1 year HK\$'000		
Due to subsidiaries (note 18)	–	1,211		1,211
Other payables	100	–		100
	100	1,211		1,311

Equity price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of equity index and the value of individual securities. The Group is exposed to equity price risk arising from individual equity investments classified as financial assets at fair value through profit or loss (note 22) and available-for-sale investments (note 20) at the end of the reporting period. The Group's listed investments are listed on the Hong Kong Stock Exchange and are valued at quoted market prices at the end of the reporting period.

The market equity index for the following stock exchange, at the close of business of the nearest trading day in the year to the end of the reporting period, and its respective highest and lowest points during the year were as follows:

	31 December 2009	High/low 2009	31 December 2008	High/low 2008
Hong Kong – Hang Seng Index	21,872	22,943/ 11,344	14,387	27,615/ 11,015

The following table demonstrates the sensitivity to every 10% change in the fair value of the equity investments, with all other variables held constant and before any impact on tax, based on their carrying amount at the end of the reporting period.

Notes to Financial Statements

31 December 2009

46. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Equity price risk (Continued)

	Carrying amount of equity investments HK\$'000	Change in profit/(loss) before tax HK\$'000	Change in equity HK\$'000
2009			
Investments listed in:			
Hong Kong – Available-for-sale	48,900	–	4,890
– Held-for-trading	214,756	21,476	–
2008			
Investments listed in:			
Hong Kong – Held-for-trading	87,517	8,752	–

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

Certain subsidiaries of the Group are regulated by the Securities and Futures Commission (the "SFC") and are required to comply with certain minimum capital requirements according to the rules of the SFC. The Group has established a legal and compliance department which is operated by experienced internal qualified lawyers and compliance officers and is monitored by management. The principal roles of the legal and compliance department are to monitor the daily financial status and to review internal control of the Group regularly to ensure the Company's regulated subsidiaries are in compliance with related regulations. No changes were made in the objectives, policies or processes for managing capital during the two years ended 31 December 2008 and 2009.

46. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)***Capital management** *(Continued)*

The Group monitors capital using a gearing ratio, which is net debt divided by capital plus net debt. The Group's policy is to maintain the gearing ratio below 50%. Net debt includes interest-bearing bank and other borrowings, less cash and cash equivalents. Capital represents total equity. The gearing ratios at the end of the reporting periods were as follows:

Group	2009	2008
	HK\$000	HK\$000
Interest-bearing bank and other borrowings	301,744	190,833
Less: Cash and cash equivalents	(92,911)	(101,642)
Net debt	208,833	89,191
Capital	478,997	328,069
Capital and net debt	687,830	417,260
Gearing ratio	30.4%	21.4%

47. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 30 March 2010.

Five Year Financial Summary

31 December 2009

A summary of the published results and of the assets, liabilities and minority interests of the Group for the last five financial years, as extracted from the audited financial statements, is set out below. This summary does not form part of the audited financial statements.

RESULTS

	Year ended 31 December				
	2009 HK\$'000	2008 HK\$'000	2007 HK\$'000	2006 HK\$'000	2005 HK\$'000
Revenue	146,808	93,679	285,952	156,873	116,947
Profit/(loss) before tax	116,842	(192,033)	209,319	26,679	8,601
Tax	(2,919)	5,569	(9,775)	(1,358)	(4,392)
Profit/(loss) for the year	113,923	(186,464)	199,544	25,321	4,209
Attributable to:					
Owners of the Company	113,896	(186,451)	199,536	25,300	4,109
Minority interests	27	(13)	8	21	100
	113,923	(186,464)	199,544	25,321	4,209

	Year ended 31 December				
	2009	2008	2007	2006	2005
Earnings per share (HK cents):					
Basic	2.26	(3.71)	3.98	0.51	0.08
Diluted	2.26	(3.71)	3.83	0.51	0.08
Dividend per share (HK cents)	0.60	0.04	0.60	0.40	—

ASSETS, LIABILITIES AND MINORITY INTERESTS

	As at 31 December				
	2009 HK\$'000	2008 HK\$'000	2007 HK\$'000	2006 HK\$'000	2005 HK\$'000
TOTAL ASSETS	1,384,434	890,088	1,386,995	1,050,965	775,001
TOTAL LIABILITIES	(905,437)	(562,019)	(847,837)	(682,912)	(452,210)
MINORITY INTERESTS	(923)	(896)	(994)	(1,011)	(1,380)
	478,074	327,173	538,164	367,042	321,411