Nanyang Holdings Limited

(incorporated in Bermuda with limited liability) Stock Code: 212

2009 annual report

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Corporate Information

Directors

\# Rudolf Bischof (Chairman)
Yun Cheng Wang (Senior Managing Director)
Hung Ching Yung, JP (Managing Director)
Lincoln C. K. Yung, JP (Deputy Managing Director)
\# James Julius Bertram
\# Robert Tsai To Sze
Jennie Chen

\# *Independent non-executive directors*

Company Secretary

John Barr

Registrars and Transfer Agent

The Bank of Bermuda Limited
6 Front Street, Hamilton HM 11
P.O. Box HM 1020
Hamilton, HM DX
Bermuda

Branch Registrars and Registration Office

Computershare Hong Kong Investor Services Limited
Rooms 1712 – 16, 17/F, Hopewell Centre
183 Queen's Road East
Hong Kong

Auditors

PricewaterhouseCoopers
22/F, Prince's Building
Central, Hong Kong

Bankers

The Hongkong & Shanghai Banking Corporation Ltd
Shanghai Commercial Bank Ltd

Solicitors

JSM

Group Financial Highlights

	2009 HK$'000	2008 HK$'000	Variance
Revenue	107,263	(29,805)	460%
Profit/(loss) attributable to equity holders of the Company before taking into account changes in fair value of investment properties and related tax effects	44,395	(122,132)	136%
Add: Changes in fair value of investment properties and related tax effects	19,774	7,049	181%
Profit/(loss) attributable to equity holders of the Company	64,169	(115,083)	156%
Total equity	1,794,815	1,593,307	13%

	2009 HK$	2008 HK$	
Earnings/(loss) per share before taking into account changes in fair value of investment properties and related tax effects	1.06	(2.83)	137%
Add: Changes in fair value of investment properties and related tax effects per share	0.47	0.16	194%
Earnings/(loss) per share	1.53	(2.67)	157%
Final dividend per share	0.40	0.20	100%
Special dividend per share	0.15	–	NA
Dividend per share	0.55	0.20	175%
Net asset value per share	42.71	37.91	13%

Five Year Summary

	2009 HK$'000	2008 HK$'000	2007 HK$'000	2006 HK$'000	2005 HK$'000
Consolidated Income Statement					
Revenue	107,263	(29,805)	113,755	120,892	78,121
Operating profit/(loss)	76,866	(100,074)	176,833	145,780	400,422
Finance costs	(25)	(1,483)	(4,685)	(1,609)	(46)
Share of (losses)/profits of jointly controlled entities	(5,033)	(21,982)	10,387	8,714	8,940
Profit/(loss) before income tax	71,808	(123,539)	182,535	152,885	409,316
Income tax (charge)/credit	(7,639)	8,456	(23,343)	(15,496)	(64,771)
Profit/(loss) attributable to equity holders of the Company	64,169	(115,083)	159,192	137,389	344,545
Dividends paid	8,405	21,668	30,817	15,468	13,507
Consolidated Balance Sheet					
Property, plant and equipment	1,948	2,394	2,809	3,207	3,624
Investment properties	999,900	978,700	998,400	885,600	812,200
Jointly controlled entities	173,535	179,774	197,833	109,038	102,151
Available-for-sale financial assets	510,774	367,471	472,173	416,780	64,006
Deferred income tax assets	106	106	115	117	142
Derivative financial instruments, net	350	–	–	–	–
Other non-current assets	62,766	–	–	–	–
Net current assets	182,798	195,818	331,402	393,618	446,141
Deferred income tax liabilities	(137,362)	(130,956)	(141,228)	(120,553)	(106,581)
Net assets	1,794,815	1,593,307	1,861,504	1,687,807	1,321,683
Share capital	4,202	4,202	4,346	4,419	4,469
Reserves	1,790,613	1,589,105	1,857,158	1,683,388	1,317,214
Total equity	1,794,815	1,593,307	1,861,504	1,687,807	1,321,683

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Members of Nanyang Holdings Limited will be held at 21st Floor, St. George's Building, 2 Ice House Street, Central, Hong Kong on Monday, 24th May 2010 at 12:00 noon for the following purposes:–

1. To receive and consider the reports of the Directors and the Auditors together with the Statement of Accounts for the year ended 31st December 2009;

2. To approve the payment of a final dividend and a special dividend;

3. To re-elect Directors;

4. To re-appoint Auditors and fix their remuneration.

As special business to consider and, if thought fit, pass with or without modification the following Resolutions:

As Ordinary Resolutions:–

5. THAT:

   (a) subject to paragraph (b) below the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to purchase shares of the Company be generally and unconditionally approved;

   (b) the aggregate nominal amount of shares which may be purchased on The Stock Exchange of Hong Kong Limited or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Repurchases pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution, and the said approval shall be limited accordingly;

(c) for the purposes of this Resolution "Relevant Period" means the period from the passing of this Resolution until whichever is the earlier of:–

(i) the conclusion of the next Annual General Meeting of the Company; and

(ii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.

6. THAT:

(a) subject to paragraph (c), the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be generally and unconditionally approved;

(b) the approval in paragraph (a) shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue or (ii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-Laws of the Company, shall not exceed the aggregate of (aa) 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution plus (bb) (if the Directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution), and the said approval shall be limited accordingly; and

(d) for the purposes of this Resolution:–

"Relevant Period" means the period from the passing of this Resolution until whichever is the earlier of:–

(i) the conclusion of the next Annual General Meeting of the Company; and

(ii) the revocation or variation of the approval given by this Resolution by ordinary resolution of the shareholders in general meeting; and

"Rights Issue" means an offer of shares open for a period fixed by the Directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).

7. THAT the Directors of the Company be authorised to exercise the powers of the Company referred to in paragraph (a) of the resolution set out as Resolution 6 in the notice of this meeting in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.

By Order of the Board

John Barr
Company Secretary

HONG KONG, 31st March 2010

Notes:

1. The register of members of the Company will be closed from 17th May 2010 to 24th May 2010, both days inclusive. To qualify for the final and special dividends, transfers should be lodged with the Company's branch registrars, Computershare Hong Kong Investor Services Limited, Rooms 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Friday, 14th May 2010.

2. A Member entitled to attend, act and vote is entitled to appoint one or more proxies to attend, act and vote instead of him. A proxy need not be a Member of the Company. To be valid, an instrument appointing a proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at the principal place of business of the Company, Room 1808, St. George's Building, 2 Ice House Street, Central, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting, and in default thereof the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.

   Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting concerned, and in such event the instrument appointing a proxy shall be deemed to be revoked.

3. Corporate representatives shall before the meeting commences produce the relevant resolution of directors or other governing body or the power of attorney under which they are authorised to attend, act and vote at the meeting.

   If a member which is a corporation wishes to appoint a proxy to attend and vote at the meeting, Note 2 above shall be applicable.

4. In relation to the general mandate referred to in Resolution 6 above, the Directors have no specific proposal in mind but wish to be in a position to take advantage of any opportunities which may arise.

5. The Chairman will demand that each of the resolutions set out in the notice of this meeting be voted on by poll.

Rudolf Bischof

Chairman, Independent Non-Executive Director, Member of Remuneration Committee and Member of Audit Committee

Mr. Bischof, aged 68, was appointed a Director of the Company in March 1998 and became Chairman in August 2003. He was educated in Switzerland and has been engaged in the field of asset management and private banking in Hong Kong since 1971, including several years with the former Swiss Bank Corporation. Prior to coming to Hong Kong, Mr. Bischof also worked for a leading British investment bank in London, Madrid and New York. He is also a Non-Executive Director of CLP Holdings Limited (will retire with effect from 1st April 2010).

Yun Cheng Wang

Senior Managing Director and Member of Remuneration Committee

Mr. Yun Cheng Wang, aged 99, has been the Managing Director of Nanyang Cotton Mill Ltd. since he founded the Company in 1947. He was educated in the U.S. and graduated with the degree of Bachelor of Textile Engineering. He started his career in 1931 by managing two cotton mills in Shanghai. During and immediately after the Japanese occupation, he built two more modern cotton and woollen mills and also garment factories. His venture extended out to several overseas countries. For Nanyang Cotton Mill, he, with approval of the Board, formed a joint-venture with Japanese to start a complete plant for synthetic filament texturizing for the production of warpknit suiting material which was then a fashionable and hot item in the U.S. market. Later, he also initiated and, with the enthusiastic support of the then Chairman of Nanyang, (the late) Sir Lawrence Kadoorie (subsequently Lord Kadoorie), established jointly with Japanese a dyeing and printing factory which greatly benefited the garment industry and was well known in Hong Kong. In 1978, he developed Hong Kong's first production of denim fabric which became the mainstay of Nanyang's textile manufacturing operation. It was later transferred to Shanghai Sung Nan Textile Co. Ltd., a Nanyang controlled and managed joint-venture. In Hong Kong, he served as a member of The Textile Advisory Board for 6 years. He was a Director of China Light & Power Co., Ltd. (now known as CLP Power Hong Kong Ltd.) for 32 years, from 1960 to 1992, and also one of the founding Directors of Tai Ping Carpets International Limited from its inception until the restructuring of the company. He is the brother-in-law of Mr. Hung Ching Yung.

Hung Ching Yung, JP

Managing Director and Member of Remuneration Committee

Mr. Hung Ching Yung, aged 87, has been the Managing Director of the Company for 63 years since it was founded in 1947. He studied in St. John's University and graduated from the University of Shanghai. He is now the Chairman of The Shanghai Commercial & Savings Bank, Ltd. in Taiwan. He is also a Director of Shanghai Sung Nan Textile Co. Ltd., Shanghai Commercial Bank Ltd. in Hong Kong, Paofoong Insurance Company (Hong Kong) Ltd., and The Wing On Enterprises, Ltd. He was the Founder of the Hong Kong Cotton Spinners Prevocational School and has been an Advisor of the Tung Wah Group of Hospitals since 1956 until now. He is the father of Mr. Lincoln C. K. Yung.

Lincoln C. K. Yung, JP

Deputy Managing Director

Mr. Yung, aged 64, has been a Director of the Company for 33 years. He is an economics graduate from the Cornell University and received an MBA in accounting and finance from the University of Chicago. Mr. Yung has extensive experience in the textile industry, banking and investment, and has served on various community and government committees. Mr. Yung is currently the Chairman and Non-Executive Director of Shanghai Commercial Bank Limited and Paofoong Insurance Company (Hong Kong) Limited. He is also an Independent Director of Tai Ping Carpets International Limited, a Director of The Shanghai Commercial & Savings Bank, Ltd. and Non-Executive Vice-Chairman of Shanghai Sung Nan Textile Co. Ltd. and Southern Textile Co. Ltd. He is the son of Mr. Hung Ching Yung.

James Julius Bertram

Independent Non-Executive Director, Chairman of Remuneration Committee and Member of Audit Committee

Mr. Bertram, aged 65, was appointed a Director of the Company in August 2003. He was educated in the United Kingdom where he was admitted as a solicitor in 1970. In 1971 he was admitted as a solicitor in Hong Kong since when he has practised as a solicitor with Deacons where he was Senior Partner from 1988 to 2000. He is currently employed by Deacons as a consultant.

Robert Tsai To Sze

Independent Non-Executive Director, Chairman of Audit Committee and Member of Remuneration Committee

Mr. Sze, aged 69, was appointed a Director of the Company in August 2003. He is a Fellow of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants and was a partner in an international firm of accountants with which he practised for over 20 years. He is an Independent Non-Executive Director ("INED") of a number of Hong Kong listed companies, Asia Satellite Telecommunications Holdings Limited, China Travel International Investment Hong Kong Limited, Dah Sing Banking Group Limited, Dah Sing Financial Holdings Limited, Hop Hing Group Holdings Limited, Min Xin Holdings Limited, QPL International Holdings Limited and SW Kingsway Capital Holdings Limited. He has also been an INED of Television Broadcasts Limited (resigned on 22nd January 2008) during the past three years.

Jennie Chen

Director and Financial Controller

Ms. Chen, aged 54, was appointed a Director of the Company in September 2003. She was initially hired as the Financial Controller and has been with the Company for 24 years. She has experience in accountancy, finance and investment, and the textile industry. Ms. Chen graduated from the University of Toronto.

Report of The Directors

The Directors submit their report together with the audited financial statements for the year ended 31st December 2009.

Principal Activities and Segment Analysis of Operations

The principal activity of the Company is investment holding. The activities of its jointly controlled entities and subsidiaries are shown in Notes 17 and 36 to the financial statements respectively.

An analysis of the Group's performance for the year by business and geographical segments is set out in Note 5 to the financial statements.

Results and Appropriations

The results of the Group for the year ended 31st December 2009 are set out in the consolidated income statement on page 26.

The Directors recommend the payment of a final dividend of HK$0.40 per share and a special dividend of HK$0.15 per share, totalling approximately HK$23.1 million. Subject to the approval at the Annual General Meeting, the final and special dividends will be paid on 24th May 2010.

Reserves

Movements in the reserves of the Group and the Company during the year are set out in Note 25 to the financial statements.

Distributable Reserves

Distributable reserves of the Company at 31st December 2009, calculated in accordance with the Companies Act 1981 of Bermuda (as amended), amounted to HK$370,671,000 (2008: HK$360,264,000).

Fixed Assets

Details of the movements in property, plant and equipment, and investment properties of the Group are set out in Notes 14 and 15 to the financial statements respectively.

Principal Properties

Details of the principal properties of the Group are set out on page 90.

Share Capital

There were no movements in either the Company's authorised or issued share capital during the year, details of which are set out in Note 24 to the financial statements.

Five Year Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 4.

Directors

The names of the Directors of the Company who held office during the year and up to the date of this report are set out on page 2. The biographical details of the Directors are set out on pages 9 to 11.

Mr. James Julius Bertram retires by rotation in accordance with Bye-Law 109(A) of the Bye-Laws of the Company and, being eligible, offers himself for re-election.

Mr. Hung Ching Yung retires voluntarily in accordance with the Company's Code on Corporate Governance Practices and, being eligible, offers himself for re-election.

None of the Directors 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' Interests

As at 31st December 2009, the interests of the Directors and chief executive in the shares of the Company as recorded in the Register of Directors'/Chief Executive's Interests and Short Positions maintained under Section 352 of the Securities and Futures Ordinance (the "SFO") were as follows:

	Shares of HK$0.10 each of the Company				
Name	Personal interests	Family interests	Corporate interests	Total	% of issued share capital
Yun Cheng Wang	1,691,294	1,956,152	–	3,647,446	8.68%
Hung Ching Yung	10,701,944	30,000	5,500,000 (Note)	16,231,944	38.62%
Lincoln C. K. Yung	2,240,000	10,000	–	2,250,000	5.35%
Rudolf Bischof	100,000	–	–	100,000	0.24%

Note: As stated below, Mr. Hung Ching Yung is taken to be interested in the same 5,500,000 shares owned by a substantial shareholder, Tankard Shipping Co. Inc, pursuant to the SFO.

Directors' Interests *(cont'd)*

During the year, the Company has not granted to any Directors, chief executive or their respective spouses and children under 18 years of age any rights to subscribe for shares of the Company.

No contracts of significance in relation to the business of the Group to which the Company or its subsidiaries was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

At no time during the year was the Company or its subsidiaries a party to any arrangements to enable the Directors or chief executive or any of their spouses or children under 18 years of age to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Substantial Shareholders

As at 31st December 2009, the Register of Substantial Shareholders' Interests and Short Positions maintained under Section 336 of the SFO shows that the following party, other than the Directors as disclosed above, was interested in 5 per cent or more of the issued share capital of the Company:

	No. of shares	% of issued share capital
Tankard Shipping Co. Inc.	5,500,000 (Note)	13.09%

Note: Mr. Hung Ching Yung is taken to be interested in the same 5,500,000 shares owned by Tankard Shipping Co. Inc. pursuant to the SFO.

Purchase, Sale or Redemption of Shares

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any shares of the Company during the year.

Pre-emptive Rights

No pre-emptive rights exist under Bermuda law in relation to the issue of new shares by the Company.

Management Contracts

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

Major Suppliers and Customers

The percentages of purchases and sales for the year attributable to the Group's major suppliers and customers are as follows:

Purchases	
– the largest supplier	75%
– five largest suppliers combined	93%

The five largest customers for the year are tenants of the Group's investment properties. Income from the largest and five largest customers combined constitutes 16% and 32% of the Group's total income from investment properties for the year.

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

Related Party Transactions

Details of related party transactions are set out in Note 35 to the financial statements. None of the transactions constitute a connected transaction as defined in the Listing Rules.

Sufficiency of public float

Based on the information that is publicly available and within the knowledge of the Directors, it is confirmed that there is sufficient public float of more than 25% of the Company's issued shares at 31st March 2010.

Auditors

The financial statements have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment.

On behalf of the Board

Rudolf Bischof
Chairman

Hong Kong, 31st March 2010

Corporate Governance Report

The Board is committed to promoting good corporate governance to safeguard the interests of the shareholders and to enhance the Group's performance. Throughout the year, the Company was in compliance with the code provisions of the Code on Corporate Governance Practices as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

Directors' securities transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules (the "Model Code"). The Directors have complied with the standard set out in the Model Code throughout the year ended 31st December 2009.

Board of Directors

The Board of Directors (the "Board") of the Company provides leadership and supervises the overall direction of the Group's businesses. The day-to-day management however has been delegated to the Executive Directors.

The Board comprises of seven Directors; four Executive Directors and three Independent Non-Executive Directors. One of the Independent Non-Executive Directors possesses the appropriate professional accounting qualifications or related financial management expertise as required under the Listing Rules.

Each of the Independent Non-Executive Directors has made an annual confirmation of independence pursuant to rule 3.13 of the Listing Rules.

The Board meets regularly to review financial statements, material investments in new projects, dividend policy, major financings, treasury policies and changes in accounting policies. All Directors have access to board papers and related materials which are provided on a timely manner. The Company Secretary keeps the minutes of Board meetings.

Board of Directors *(cont'd)*

The Board met six times in 2009. Attendance of individual Directors is listed below:

		Attendance
Executive Directors		
Mr. Yun Cheng Wang	Senior Managing Director	6/6
Mr. Hung Ching Yung, JP	Managing Director	6/6
Mr. Lincoln C. K. Yung, JP	Deputy Managing Director	6/6
Ms. Jennie Chen	Director	6/6
Independent Non-Executive Directors		
Mr. Rudolf Bischof	Chairman of the Board	6/6
Mr. James Julius Bertram	Director	6/6
Mr. Robert Tsai To Sze	Director	6/6

Mr. Rudolf Bischof is the Chairman of the Board and an Independent Non-Executive Director. Mr. Hung Ching Yung is the Chief Executive Officer of the Group.

Mr. Yun Cheng Wang is the brother-in-law of Mr. Hung Ching Yung and Mr. Hung Ching Yung is the father of Mr. Lincoln C. K. Yung.

The Independent Non-Executive Directors are appointed for a specific term and are subject to retirement by rotation.

Remuneration Committee

The Remuneration Committee was established by the Board on 25th May 2005. The Committee consists of the three Independent Non-Executive Directors, the Senior Managing Director and the Managing Director.

The Committee met once in 2009. Attendance of individual Directors is listed below:

	Attendance
Mr. James Julius Bertram – Chairman of the Remuneration Committee	1/1
Mr. Rudolf Bischof	1/1
Mr. Yun Cheng Wang	1/1
Mr. Hung Ching Yung, JP	1/1
Mr. Robert Tsai To Sze	1/1

Remuneration Committee *(cont'd)*

The principal duty of the Committee is to review and make recommendations to the Board on the Group's policy and structure for all remuneration of Directors and senior management. In doing this, professional advice may be sought if considered necessary. No Directors or any of his/her associates is involved in deciding his/her own remuneration.

Auditor's Remuneration

For the year ended 31st December 2009, fees payable to the auditors of the Group for audit and non-audit services amounted to HK$1,046,000 and HK$677,000 respectively.

Audit Committee

The Audit Committee was established by the Board on 25th September 1998. The Committee consists of the three Independent Non-Executive Directors, Mr. Robert Tsai To Sze FCA, FCPA, Mr. Rudolf Bischof and Mr. James Julius Bertram.

The Committee met twice in 2009. Attendance of individual Directors is listed below:

	Attendance
Mr. Robert Tsai To Sze FCA, FCPA – Chairman of the Audit Committee	2/2
Mr. Rudolf Bischof	2/2
Mr. James Julius Bertram	1/2

By reference to "A Guide for The Formation of An Audit Committee" published by the Hong Kong Institute of Certified Public Accountants and the code provision C3.3 (the "Code Provision") of the Code on Corporate Governance Practices, Appendix 14 of the Listing Rules, written terms of reference (the "Terms") which describe the authority and duties of the Audit Committee were prepared and adopted by the Board of the Company on 30th June 2005. The amendments to the Code Provision which became effective on 1st January 2009 were adopted and incorporated in the Terms by the Board of the Company on 15th April 2009. The principal duties of the Audit Committee include the review and supervision of the Group's financial reporting system and internal control procedures.

During 2009, the Audit Committee met to review the 2008 annual report and accounts and the 2009 interim report and accounts and held discussions with the external auditor regarding financial reporting, compliance, scope of audit, policies for maintaining independence and reported to the Board.

Audit Committee *(cont'd)*

The Board acknowledges its responsibility to ensure that sound and effective internal control systems are maintained so as to safeguard the Group's assets and the interest of shareholders. The Board is responsible for reviewing the internal control policies and has delegated the day-to-day management of operational risks to the Executive Directors.

During the year, independent consultants were hired to assist the Board to perform a high-level risk assessment of the Group, which entails identifying, analysing and assessing key risks faced by the Group. By reference to a globally recognised internal controls framework, the high-level risk assessment covered all key controls including financial, compliance and operational controls and risk management systems.

Directors' Responsibility Statement

The Directors acknowledge their responsibility for preparing the financial statements of the Group in accordance with statutory requirements and applicable accounting standards. The Group's annual results and interim results are announced in a timely manner.

The Auditors' Report to the shareholders states the auditors' reporting responsibilities.

On behalf of the Board

Rudolf Bischof
Chairman

Hong Kong, 31st March 2010

The Chairman's Statement

The Board of Directors of Nanyang Holdings Limited announces that for the year ended 31st December 2009 the Group reported a profit after taxation of HK$64.2 million (2008: loss of HK$115.1 million). This is due mainly to recovery in investment portfolios. The Group valued its investment properties at fair value and the gain was recognised in the income statement. The change in fair value of investment properties (including that owned by a jointly controlled entity) resulted in a net gain of HK$19.8 million (2008: HK$7.0 million) to the Group. Excluding the net effect from revaluing the investment properties at fair value, the net profit of the year would be HK$44.4 million (2008: loss of HK$122.1 million). Earnings per share was HK$1.53 (2008: loss per share of HK$2.67). The Group's net asset value per share increased from HK$37.91 (at 31/12/2008) to HK$42.71 (at 31/12/2009), representing an increase of 13%.

The Directors recommend the payment of a final dividend of HK$0.40 per share and a special dividend of HK$0.15 per share, representing a total dividend distribution of approximately HK$23.1 million (2008: final dividend of HK$0.20 per share representing a dividend distribution of HK$8.4 million).

Textile Operations

Shanghai Sung Nan Textile Co., Ltd. ("Sung Nan"), which is 65% owned by the Group, reached an agreement with the PRC partner and has started procedures to sell by auction the textile production machinery and equipment. The project at the industrial site in Taicang, Jiangsu Province, Sung Nan is under discussion with the Taicang local government authorities with the aim to assign the project to another investor. Including provision for overhead and impairment of construction-in-progress, our share of the loss for the year was HK$13.0 million.

The Group's 45% joint venture in Shenzhen, Southern Textile Company Limited, continued to perform satisfactorily. Its main asset, a factory building which is leased to third parties, is 99% occupied.

Real Estate

In the second half of 2009, demand for space at grade 'A' office buildings recovered as the economy improved but rental levels remained subdued. The industrial/office (I/O) market in Kwun Tong, however, continued to be affected by the large amount of vacant office space in the area. A scheme announced by the Government to rejuvenate existing industrial buildings, permitting them to convert to non-industrial use, increased competition for us. Of the 290,000 sq.ft. of I/O space the Group holds at Nanyang Plaza, presently 91.4% is leased.

Leasing activities of the commercial property, which is 33% owned by the Group, in the Jingan District in Shanghai, continue to be satisfactory. Presently, 97.1% of the 22,300 sq.m. is leased. With new office space coming on stream in 2010, we may face competition for good tenants.

Business Review and Prospects

In the second quarter of 2009, financial markets started to recover. During this period, we increased investments in equities, bonds and commodities. As at 31st December 2009, our investment portfolios have recovered to the pre-crisis level. For the year, they showed a positive return of 19.5% and the market value was US$31.6 million or approximately HK$244.9 million.

Since the beginning of 2010, markets have been sluggish and in a trading range. As the global economies continue to improve, we are cautiously optimistic that the investment portfolios would perform satisfactorily. As at 19th March 2010, the value of the portfolios was US$31.5 million or approximately HK$244.3 million. As at that date, the investment portfolios were made up of 48.3% equities (of which 30.5% is US equities), 22.9% bonds, 11.9% alternative investments and 16.9% in cash.

On 24th October 2009, The Shanghai Commercial & Savings Bank, Ltd., a licensed bank in Taiwan ("SCSB"), proposed a rights issue at an offer price of NT$10 per share to all its existing shareholders. At the Special General Meeting held on 11th December 2009, the independent shareholders present approved unanimously to grant the Directors the power to subscribe in full for the pro-rata shares totalling 26,138,188 shares in the pro-rata tranche ("Pro-Rata Shares"), and for not more than 7,000,000 excess SCSB shares in the excess application tranche ("Excess Shares"). On 14th December 2009, the Group subscribed for the Pro-Rata Shares in full for a total consideration of approximately HK$63.0 million and on 1st February 2010, the Group subscribed for 7,000,000 Excess Shares for a consideration of approximately HK$17.0 million. This acquisition represented a good opportunity to make a sound investment in high-return financial assets.

Financial Position

The Group's investment properties with a value of HK$975.0 million (31/12/2008 : HK$954.0 million) have been used to secure general banking facilities of which HK$9.0 million (2008: HK$9.0 million) was being utilised as a guarantee to a jointly controlled entity. As at 31st December 2009, HK$50.0 million (31/12/2008 : HK$Nil) of these facilities had been utilised. At the end of the year, the Group had net current assets of HK$182.8 million (31/12/2008: HK$195.8 million).

Employees

The Group employed 20 employees as at 31st December 2009. Remuneration is determined by reference to the qualifications and experience of the staff concerned. Salaries are reviewed annually with discretionary bonuses being paid depending on individual performance. The Group also provides other benefits including medical cover and provident funds.

On behalf of the Board of Directors, I would like to take this opportunity to thank all the staff for their contribution to the Group.

Rudolf Bischof
Chairman

Hong Kong, 31st March 2010

Independent Auditor's Report to The Shareholders of Nanyang Holdings Limited

(Incorporated in Bermuda with limited liability)

We have audited the financial statements of Nanyang Holdings Limited (the "Company") set out on pages 26 to 89, which comprise the consolidated and Company balance sheets as at 31st December 2009, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement 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 consolidated financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with section 90 of the Companies Act 1981 of Bermuda 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.

Auditor's responsibility *(cont'd)*

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, 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 auditor considers 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 the affairs of the Company and of the Group as at 31st 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 disclosure requirements of the Hong Kong Companies Ordinance.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 31st March 2010

Consolidated Income Statement

For the Year ended 31st December 2009

	Note	2009 HK$'000	2008 HK$'000
Revenue	5	107,263	(29,805)
Direct costs	6	(11,157)	(12,005)
Gross profit/(loss)		96,106	(41,810)
Administrative expenses	6	(37,475)	(37,609)
Other operating income	7	739	3,088
Other operating expenses	6	(3,704)	(4,043)
Changes in fair value of investment properties		21,200	(19,700)
Operating profit/(loss)		76,866	(100,074)
Finance costs	9	(25)	(1,483)
Share of losses of jointly controlled entities	17	(5,033)	(21,982)
Profit/(loss) before income tax		71,808	(123,539)
Income tax (charge)/credit	10	(7,639)	8,456
Profit/(loss) attributable to equity holders of the Company	11	64,169	(115,083)
Earnings/(loss) per share (basic and diluted)	12	HK$1.53	(HK$2.67)
Dividends	13	23,114	8,405

The notes on pages 33 to 89 are an integral part of these financial statements.

Consolidated Statement of Comprehensive Income

For the Year ended 31st December 2009

	Note	2009 HK$'000	2008 HK$'000
Profit/(loss) for the year		64,169	(115,083)
Other comprehensive income:			
Fair value gains/(losses) on available-for-sale financial assets	25	144,231	(120,310)
Currency translation differences	25	1,513	3,410
Other comprehensive income for the year		145,744	(116,900)
Total comprehensive income attributable to equity holders of the Company		209,913	(231,983)

The notes on pages 33 to 89 are an integral part of these financial statements.

CONSOLIDATED BALANCE SHEET

As at 31st December 2009

	Note	2009 HK$'000	2008 HK$'000
ASSETS			
Non-current assets			
Property, plant and equipment	14	1,948	2,394
Investment properties	15	999,900	978,700
Jointly controlled entities	17	173,535	179,774
Available-for-sale financial assets	19	510,774	367,471
Derivative financial assets	20	398	–
Deferred income tax assets	28	106	106
Prepayment for investments	21	62,766	–
		1,749,427	1,528,445
Current assets			
Trade and other receivables	21	7,170	7,147
Financial assets at fair value through profit or loss	22	198,126	155,218
Tax recoverable		651	1,336
Cash and cash equivalents	23	70,247	77,666
		276,194	241,367
Total assets		2,025,621	1,769,812
EQUITY			
Capital and reserves attributable to the Company's equity holders			
Share capital	24	4,202	4,202
Other reserves	25	474,889	328,852
Retained profits	25	1,315,724	1,260,253
Total equity		1,794,815	1,593,307

	Note	2009 HK$'000	2008 HK$'000
LIABILITIES			
Non-current liabilities			
Deferred income tax liabilities	28	137,362	130,956
Derivative financial liabilities	20	48	–
		137,410	130,956
Current liabilities			
Trade and other payables	26	43,396	45,549
Short-term bank loans	27	50,000	–
		93,396	45,549
Total liabilities		230,806	176,505
Total equity and liabilities		2,025,621	1,769,812
Net current assets		182,798	195,818
Total assets less current liabilities		1,932,225	1,724,263

The notes on pages 33 to 89 are an integral part of these financial statements.

The financial statements on pages 26 to 89 were approved by the Board of Directors on 31st March 2010 and were signed on its behalf.

Yun Cheng Wang
Director

Hung Ching Yung
Director

Balance Sheet

As at 31st December 2009

	Note	2009 HK$'000	2008 HK$'000
ASSETS			
Non-current assets			
Investments in subsidiaries	16	378,782	378,782
Current assets			
Trade and other receivables	21	11,216	16,165
Cash and cash equivalents	23	1,638	1,690
		12,854	17,855
Total assets		391,636	396,637
EQUITY			
Capital and reserves attributable to the Company's equity holders			
Share capital	24	4,202	4,202
Other reserves	25	357,039	357,039
Retained profits	25	13,632	3,225
Total equity		374,873	364,466
LIABILITIES			
Current liabilities			
Trade and other payables	26	16,763	32,171
Total equity and liabilities		391,636	396,637
Net current liabilities		(3,909)	(14,316)
Total assets less current liabilities		374,873	364,466

The notes on pages 33 to 89 are an integral part of these financial statements.

The financial statements on pages 26 to 89 were approved by the Board of Directors on 31st March 2010 and were signed on its behalf.

Yun Cheng Wang
Director

Hung Ching Yung
Director

Consolidated Statement of Changes in Equity

For the Year ended 31st December 2009

	Note	2009 HK$'000	2008 HK$'000
Balance at 1st January		1,593,307	1,861,504
Comprehensive income:			
Profit/(loss) for the year		64,169	(115,083)
Other comprehensive income:			
Fair value gains/(losses) on available-for-sale financial assets	25	144,231	(120,310)
Currency translation differences	25	1,513	3,410
Total other comprehensive income		145,744	(116,900)
Total comprehensive income		209,913	(231,983)
Transactions with owners:			
Final dividend relating to 2008/2007	25	(8,405)	(17,334)
Special dividend	25	–	(4,334)
Shares repurchased and cancelled	24	–	(14,546)
Total transactions with owners		(8,405)	(36,214)
Balance at 31st December		1,794,815	1,593,307

The notes on pages 33 to 89 are an integral part of these financial statements.

CONSOLIDATED CASH FLOW STATEMENT

For the Year ended 31st December 2009

	Note	2009 HK$'000	2008 HK$'000
Cash flows from operating activities			
Net cash generated from operations	29	194	135,280
Interest paid		(25)	(1,483)
Hong Kong profits tax paid		(548)	(4,370)
Net cash (used in)/generated from operating activities		(379)	129,427
Cash flows from investing activities			
Prepayment for investments	21	(62,766)	–
Purchase of available-for-sale financial assets	19	–	(16,659)
Purchase of plant and equipment	14	(2)	(40)
Proceeds from sales of plant and equipment		2	–
Distribution of capital from available-for-sale financial assets		257	–
Dividend received from a jointly controlled entity		2,491	2,417
Dividends received from available-for-sale financial assets		11,341	13,522
Net cash used in investing activities		(48,677)	(760)
Cash flows from financing activities			
Repurchase of own shares		–	(14,546)
Dividends paid		(8,405)	(21,668)
Draw down of bank loan		50,000	–
Repayment of bank loans		–	(55,000)
Net cash generated from/(used in) financing activities		41,595	(91,214)
Net (decrease)/increase in cash and cash equivalents		(7,461)	37,453
Cash and cash equivalents at 1st January		77,666	40,683
Effect of foreign exchange rate changes		42	(470)
Cash and cash equivalents at 31st December		70,247	77,666

The notes on pages 33 to 89 are an integral part of these financial statements.

1 General information

Nanyang Holdings Limited is a limited liability company incorporated in Bermuda. The address of its office in Hong Kong is 1808 St George's Building, 2 Ice House Street, Hong Kong.

The Company is listed on The Stock Exchange of Hong Kong Limited.

The Company and its subsidiaries (together the "Group") engage in property investment, investment holding and trading, and textile trading.

These consolidated financial statements are presented in Hong Kong dollars, unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 31st March 2010.

2 Significant accounting policies

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements of Nanyang Holdings Limited have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of investment properties, available-for-sale financial assets, derivative financial instruments and financial assets at fair value through profit or loss, which are carried at fair value.

The preparation of financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 4.

2 Significant accounting policies *(cont'd)*

2.1 Basis of preparation *(cont'd)*

(a) **Standards, interpretations and amendments to standards that are effective in 2009 and are relevant to the Group's operation**

During the year ended 31st December 2009, the Group has adopted the following new or revised standard and amendments to standard which are relevant to the Group's operations and are mandatory for accounting periods beginning on 1st January 2009:

HKAS 1 (Revised)	Presentation of Financial Statements
HKAS 16 (Amendment)	Property, Plant and Equipment
HKAS 23 (Revised) and Amendment	Borrowing Costs
HKAS 27 (Revised)	Consolidated and Separate Financial Statements
HKAS 27 (Amendment)	Consolidated and Separate Financial Statements
HKAS 31 (Amendment)	Interests in Joint Venture
HKAS 36 (Amendment)	Impairment of Assets
HKAS 39 (Amendment)	Financial Instruments: Recognition and Measurement
HKAS 40 (Amendment)	Investment Property
HKFRS 1 and HKAS 27 Amendments	Cost of Investment in a Subsidiary, Jointly Controlled Entity or Associate
HKFRS 7 (Amendment)	Financial Instruments: Disclosure
HKFRS 8	Operating Segments

Except for HKAS 1 (Revised) and HKFRS 8 as described below, which result in certain changes in presentation and disclosures of financial information, the adoption of these revised standards and amendments does not have significant change to the accounting policies or any significant effect on the results and financial position of the Group.

- HKAS 1 (Revised) requires all non-owner changes in equity (i.e. comprehensive income) to be presented in one statement of comprehensive income or in two statements (a separate income statement and a statement of comprehensive income). The Group has elected to present two statements: an income statement and a statement of comprehensive income. The consolidated financial statements have been prepared under the revised disclosure requirements.

2 Significant accounting policies *(cont'd)*

2.1 Basis of preparation *(cont'd)*

(a) **Standards, interpretations and amendments to standards that are effective in 2009 and are relevant to the Group's operation** *(cont'd)*

- HKFRS 8 replaces HKAS 14, it requires a "management approach" under which segment information is presented on the same basis as that used for internal reporting purpose. This has resulted in certain changes in the presentation and disclosure information of the reportable segments.

(b) **Standards, amendments and interpretations that are not yet effective and have not been early adopted by the Group**

The following standards, amendments and interpretations have been published which are relevant to the Group's operations and are mandatory for the Group's accounting periods beginning on or after 1st January 2009 or later periods but have not been early adopted by the Group:

		Effective for accounting periods beginning on or after
HKAS 1 (Amendment)	Presentation of Financial Statements	1st January 2010
HKAS 7 (Amendment)	Cash Flow Statements	1st January 2010
HKAS 17 (Amendment)	Classification of Leases of Land and Buildings and Consequential Amendment to HK-Int 4	1st January 2010
HKAS 27 (Revised)	Consolidated and Separate Financial Statements	1st July 2009
HKAS 36 (Amendment)	Impairment of Assets	1st January 2010
HKAS 38 (Amendment)	Intangible Assets	1st July 2009
HKAS 39 (Amendment)	Financial Instruments: Recognition and Measurement	1st January 2010
HKFRS 3 (Amendment)	Business Combinations and Consequential Amendments	1st July 2009
HKFRS 5 (Amendment)	Non-current Assets Held for Sale and Discontinued Operations	1st July 2009
HKFRS 5 (Amendment)	Disclosures required in respect of Non-current Assets (or disposal groups) Classified as Held for Sale and Discontinued Operations	1st January 2010
HKFRS 8 (Amendment)	Disclosure of Information about Segment Assets	1st January 2010
HKFRS 9	Financial Instruments	1st January 2013

2 Significant accounting policies *(cont'd)*

2.1 Basis of preparation *(cont'd)*

(b) **Standards, amendments and interpretations that are not yet effective and have not been early adopted by the Group** *(cont'd)*

The Group has not early adopted the above new standards and amendments in the consolidated financial statements for the year ended 31st December 2009. The Group has commenced an assessment of their expected impact but is not yet in a position to state whether they will have a material impact on the Group's financial statements.

2.2 Group accounting

(a) **Consolidation**

The consolidated financial statements include the financial statements of the Company and all its subsidiaries made up to 31st December.

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the consolidated income statement.

2 Significant accounting policies *(cont'd)*

2.2 Group accounting *(cont'd)*

(a) **Consolidation** *(cont'd)*

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

In the Company's balance sheet, the investments in subsidiaries are stated at cost less provision for impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

(b) **Jointly controlled entities**

A jointly controlled entity is a joint venture established/incorporated as a corporation, partnership or other entity in which the ventures have their representative interests and established a contractual arrangement among them to define joint control over the economic activity of the entity.

The Group's interests in jointly controlled entities are accounted for using the equity method from the date on which it becomes a jointly controlled entity. The measurement and recognition of goodwill is same as that of goodwill arising from the acquisition of subsidiaries. Goodwill relating to a jointly controlled entity is included in the carrying amount of the investment. Appropriate adjustments to the investor's share of the profits or losses after acquisition are made to the consolidated financial statements based on their fair values at the date of acquisition.

The Group recognises the portion of gains or losses on the sale of assets by the Group to the joint venture that it is attributable to the other venturers. The Group does not recognise its share of profits or losses from the joint venture that result from the Group's purchase of assets from the joint venture until it resells the assets to an independent party. However, a loss on the transaction is recognised immediately if the loss provides evidence of a reduction in the net realisable value of current assets, or an impairment loss.

2 Significant accounting policies *(cont'd)*

2.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the steering committee that makes strategic decisions.

The chief operating decision maker has been identified as the Board of Directors. The Board of Directors reviews the Group's internal reporting in order to assess performance and allocate resources. Management has determined the operating segments based on these reports and analysed from a business perspective.

Segment assets consist primarily of property, plant and equipment, investment properties, available-for-sale financial assets, derivative financial instruments, financial assets at fair value through profit or loss, receivables and operating cash and exclude items such as deferred income tax assets. Segment liabilities comprise operating liabilities and exclude items such as current and deferred income tax liabilities and borrowings. Capital expenditure represents additions to non-current assets other than financial instruments and deferred income tax assets.

2.4 Foreign currency translation

(a) **Functional and presentation currency**

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency.

(b) **Transactions and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except when deferred in equity as qualifying cash flow hedges or qualifying net investment hedges.

2 Significant accounting policies *(cont'd)*

2.4 Foreign currency translation *(cont'd)*

(b) **Transactions and balances** *(cont'd)*

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the income statement within 'finance income or cost'. All other foreign exchange gains and losses are presented in the income statement within 'other operating income/expenses'.

Changes in the fair value of monetary securities denominated in foreign currency classified as available-for-sale are analysed between translation differences resulting from changes in the amortised cost of the security, and other changes in the carrying amount of the security. Translation differences related to changes in the amortised cost are recognised in the income statement, and other changes in carrying amount are recognised in equity.

Translation differences on non-monetary financial assets and liabilities, such as equities held at fair value through profit or loss, are recognised in the income statement as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities classified as available-for-sale, are included in the available-for-sale investments revaluation reserve in equity.

(c) **Group companies**

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;

- income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rates prevailing at the dates of the transactions); and

- all resulting exchange differences are recognised as a separate component of equity.

2 Significant accounting policies *(cont'd)*

2.4 Foreign currency translation *(cont'd)*

(c) **Group companies** *(cont'd)*

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of borrowings and other currency instruments designated as hedges of such investments, are taken to shareholders' equity. When a foreign operation is sold, such exchange differences that were recorded in equity are recognised in the income statement as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

2.5 Property, plant and equipment

Property, plant and equipment are stated at historical cost less depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed in the income statement during the financial period in which they are incurred.

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate their costs less residual values over their estimated useful lives, as follows:

Buildings	25 years
Others	5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount, and are recognised in the income statement.

2 Significant accounting policies *(cont'd)*

2.6 Investment properties

Investment property is defined as property (land or a building – or part of a building – or both) held to earn rentals or for capital appreciation or both, rather than for: (a) use in the production or supply of goods or services or for administrative purposes; or (b) sale in the ordinary course of business.

Investment property, principally comprising leasehold land and office buildings, is held for long-term rental yields and is not occupied by the Group. Land held under operating leases are accounted for as investment properties when the rest of the definition of an investment property is met. In such cases, the operating leases concerned are accounted for as if they were finance leases. Investment property is initially measured at cost, including related transaction costs. After initial recognition at cost investment properties are carried at fair value, representing open market value determined at each reporting date by external valuers. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If the information is not available, the Group uses alternative valuation methods such as recent prices on less active markets or discounted cash flow projections. These valuations are reviewed annually by valuers. Changes in fair values are recorded in the income statement as part of valuation gain or loss in other income.

Land held under operating leases are classified and accounted for as investment property when the rest of the definition of investment property is met. The operating lease is accounted for as it were a finance lease.

2.7 Impairment of investments in subsidiaries and non-financial assets

Assets that have an indefinite useful life are not subject to amortisation and are at least tested annually for impairment. Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2 Significant accounting policies *(cont'd)*

2.7 Impairment of investments in subsidiaries and non-financial assets *(cont'd)*

Impairment testing of the investments in subsidiaries is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2.8 Financial assets

2.8.1 Classification

The Group classifies its financial assets in the following categories: financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial assets. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of financial assets at initial recognition.

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

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are classified as held for trading unless they are designated as hedges. Assets in this category are classified as current assets.

(b) **Loans and receivables**

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the balance sheet date, which are classified as non-current assets. Loans and receivables are classified as trade and other receivables in the balance sheet (Note 2.9).

(c) **Available-for-sale financial assets**

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the balance sheet date.

2 Significant accounting policies *(cont'd)*

2.8 Financial assets *(cont'd)*

2.8.2 Recognition and measurement

Regular purchases and sales of financial assets are recognised on the trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets carried at fair value through profit or loss are initially recognised at fair value and transaction costs are expensed in the income statement. All other financial assets are initially recognised at fair value plus transaction costs. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are carried at amortised cost using the effective interest method.

Gains or losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are included in the income statement as gains and losses on financial assets through profit or loss' in the period in which they arise.

Changes in the fair value of monetary securities denominated in a foreign currency and classified as available-for-sale are analysed between translation differences resulting from changes in amortised cost of the security and other changes in the carrying amount of the security. The translation differences are recognised in the income statement, and other changes in carrying amount are recognised in equity. Changes in the fair value of non-monetary securities classified as available-for-sale are recognised in equity.

When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the income statement as 'gains and losses from available-for-sale financial assets'.

The fair values of quoted investments are based on current bid prices. If the market for a financial asset is not active (and for unlisted securities), the Group establishes fair value by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis and option pricing models, making maximum use of market inputs and relying as little as possible on entity specific inputs.

2 Significant accounting policies *(cont'd)*

2.8 Financial assets *(cont'd)*

2.8.3 Impairment of financial assets

The Group assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired. In the case of equity securities classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is considered an indicator that the securities are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in the income statement – is removed from equity and recognised in the income statement. Impairment losses recognised in the income statement on equity instruments are not reversed through the income statement. Impairment testing of receivables is described in Note 2.10.

2.8.4 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

2.9 Derivative financial instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

Derivative instruments which do not qualify for hedging accounting are accounted for at fair value through profit or loss, changes in the fair value of these derivative instruments that do not qualify for hedging accounting are recognised in the income statement within other operating income/expenses.

2 Significant accounting policies *(cont'd)*

2.10 Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The carrying amount of the assets is reduced through the use of an allowance account, and the amount of the loss is recognised in the income statement within 'other operating expenses'. When a receivable is uncollectible, it is written off against the allowance account for receivables. Subsequent recoveries of amounts previously written off are credited against 'other operating expenses' in the income statement.

2.11 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less and bank overdraft.

2.12 Current and deferred income tax

The tax expense for the year comprises current and deferred tax. Tax is recognised in the income statement.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company, its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

2 Significant accounting policies *(cont'd)*

2.12 Current and deferred income tax *(cont'd)*

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and jointly controlled entities, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

2.13 Employment benefits

(a) **Pension obligations**

The group has defined contribution plans. A defined contribution plan is a pension plan under which the group pays fixed contributions into a separate entity. The group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

For defined contribution plans, the group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

2 Significant accounting policies *(cont'd)*

2.13 Employment benefits *(cont'd)*

(b) **Employee leave entitlements**

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

2.14 Provisions

Provisions for environmental restoration, restructuring costs and legal claims are recognised when: the group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Restructuring provisions comprise lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2.15 Revenue recognition

(a) **Realised and unrealised gains and losses on investments**

Realised gains and losses on investments are recognised on conclusion of sales contracts. Unrealised gains and losses on investments are recognised on the basis set out in Note 2.8.

(b) **Rental and management fee income**

Rental and management fee income on operating leases are recognised on a straight line basis over the lease periods.

2 Significant accounting policies *(cont'd)*

2.15 Revenue recognition *(cont'd)*

(c) **Dividend income**
Dividend income is recognised when the right to receive payment is established.

(d) **Interest income**
Interest income is recognised on a time proportion basis using the effective interest rate method.

(e) **Commission income**
Commission income is recognised when services are rendered.

2.16 Operating leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases net of any incentives received from the leasing company are charged to the income statement on a straight line basis over the period of the lease.

2.17 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

2 Significant accounting policies *(cont'd)*

2.18 Contingent liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability, other than that assumed in a business combination, is not recognised but is disclosed in the notes to the financial statements. When a change in the probability of an outflow occurs so that outflow is probable, it will then be recognised as a provision.

3 Financial risk management

The Group's investment activities expose it to various types of risk which are associated with the financial instruments and markets in which it invests. The types of financial risk to which the Group is exposed are market risk (including price risk, currency risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise the potential adverse effects it may have on the Group's financial performance.

3.1 Financial risk factors

(a) **Market risk**

(i) **Price risk**

The Group's equity securities are exposed to price risk as they are classified either as available-for-sale financial assets or as financial assets at fair value through profit or loss. To manage its price risk arising from investments in equity securities, the Group diversifies its portfolio.

The Group's financial assets at fair value through profit or loss are publicly traded. Had the price of these investments increased/decreased by 5% with all other variables held constant, the post-tax profit for the year ended 31st December 2009 would have been HK$7,226,000 lower/higher whereas the post-tax loss for the year ended 31st December 2008 would have been HK$6,235,000 higher/lower.

3 Financial risk management *(cont'd)*

3.1 Financial risk factors *(cont'd)*

(a) **Market risk** *(cont'd)*

(i) **Price risk** *(cont'd)*

The Group's available-for-sale financial assets are mainly unlisted equity securities. Had the price of these investments increased/decreased by 5% with all other variables held constant, the equity would have been HK$25,536,000 (2008: HK$18,371,000) higher/lower.

(ii) **Foreign exchange risk**

The Group's exposure to foreign currency risk mainly arises from its investments in securities worldwide, primarily with respect to Euro, Japanese Yen, Australian Dollar and New Taiwan dollars. The Group monitors the proportion of its financial investments denominated in non-US/HK dollars.

The Group has investments in jointly controlled entities in the People's Republic of China ("PRC"), whose net assets are exposed to foreign currency translation risk with respect to Renminbi. The Group's exposure to this currency risk is not significant.

At 31st December 2009, had HK dollar weakened/strengthened by 5% against the Euro with all other variables held constant, the post-tax profit for the year ended 31st December 2009 would have been HK$1,897,000 lower/higher whereas the post-tax loss for the year ended 31st December 2008 would have been HK$1,307,000 higher/lower, mainly as a result of foreign exchange gains/losses on translation of Euro-denominated financial assets at fair value through profit or loss.

At 31st December 2009, had HK dollar weakened/strengthened by 5% against the Japanese yen with all other variables held constant, the post-tax profit for the year ended 31st December 2009 would have been HK$182,000 lower/higher whereas the post-tax loss for the year ended 31st December 2008 would have been HK$367,000 higher/lower, mainly as a result of foreign exchange gains/losses on translation of Japanese yen-denominated financial assets at fair value through profit or loss.

3 Financial risk management *(cont'd)*

3.1 Financial risk factors *(cont'd)*

(a) **Market risk** *(cont'd)*

(ii) **Foreign exchange risk** *(cont'd)*

At 31st December 2009, had HK dollar weakened/strengthened by 5% against the Australian Dollar with all other variables held constant, the post-tax profit for the year ended 31st December 2009 would have been HK$402,000 lower/higher whereas the post-tax loss for the year ended 31st December 2008 would have been HK$102,000 higher/lower, mainly as a result of foreign exchange gains/losses on translation of Japanese yen-denominated financial assets at fair value through profit or loss.

At 31st December 2009, had HK dollar weakened/strengthened by 5% against the New Taiwan dollars with all other variables held constant, the equity would have been HK$25,133,000 (2008: HK$17,958,000) higher/lower, arising mainly from foreign exchange gains/losses on translation of New Taiwan dollar-denominated equity securities classified as available-for-sale.

(iii) **Interest rate risk**

The Group is exposed to interest rate risk through the impact of rate changes on interest bearing liabilities.

The Group's borrowings issued at variable rates expose the Group to cash flow interest rate risk. During 2009 and 2008, the Group's borrowings were denominated in HK dollar.

The Group manages its exposure to interest rate risk by maintaining borrowings at a low level.

Had interest rates on borrowings been 1% higher/lower with all other variables held constant, the post-tax loss for the year ended 31st December 2009 would have been HK$21,000 higher/lower, mainly as a result of higher/lower interest expense on floating rate borrowings.

(b) **Credit and counterparty risk**

The credit and counterparty risk mainly arises from deposits and cash and investments placed with banks and financial institutions and derivative financial instruments transacted with banks. The Group has limited its credit exposure by restricting their selection to financial institutions or banks with good credit rating.

3 Financial risk management *(cont'd)*

3.1 Financial risk factors *(cont'd)*

(c) **Liquidity risk**

In order to maintain flexibility in funding, the Group has obtained banking facilities.

Management monitors rolling forecasts of the Group's liquidity reserve (comprises undrawn borrowing facility and cash and cash equivalents) on the basis of expected cash flows.

The table below analyses the Group's and the Company's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity dates. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years
Group			
At 31st December 2009			
Short-term bank loans and interest thereon	50,400	–	–
Trade payables	1,290	–	–
Other payables and accruals	26,228	–	–
Amount due to a jointly controlled entity	184	–	–
Derivative financial liability	–	–	48
At 31st December 2008			
Trade payables	1,996	–	–
Other payables and accruals	24,275	–	–
Amount due to a jointly controlled entity	762	–	–
Company			
At 31st December 2009			
Other payables and accruals	16,763	–	–
At 31st December 2008			
Other payables and accruals	32,171	–	–

3 Financial risk management *(cont'd)*

3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or sell assets to reduce debt.

During 2009 and 2008, the Group's strategy was to maintain borrowings at a low level.

As at 31st December 2009, the debt to equity ratio is summarised as follows:

	2009 HK$'000	2008 HK$'000
Total borrowings (Note 27)	50,000	–
Total equity	1,794,815	1,593,307
Debt to equity ratio	2.8%	Nil

3.3 Fair value estimation

Effective 1 January 2009, the Group adopted the amendment to HKFRS 7 for financial instruments that are measured in the balance sheet at fair value, this requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the assets or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

3 Financial risk management *(cont'd)*

3.3 Fair value estimation *(cont'd)*

The following table presents the Group's assets and liabilities that are measured at fair value at 31st December 2009.

	Level 1	Level 2	Level 3	Total
Assets				
Financial assets at fair value through profit or loss	198,126	–	–	198,126
Derivative financial assets	–	398	–	398
Available-for-sale financial assets	510,774	–	–	510,774
Total assets	708,900	398	–	709,298
Liability				
Derivative financial liabilities	–	48	–	48

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the group is the current bid price. These instruments are included in level 1.

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

4 Critical accounting estimates and judgments

Estimate of fair value of investment properties

The Group's investment properties, which are leased to third parties, were revalued at 31st December 2009 by an independent professional property valuer, Prudential Surveyors International Limited, on an open market value basis with reference to recent transaction prices of units in the same building and/or similar properties.

Estimate of fair values of non listed available-for-sale financial assets

The fair values of non listed available-for-sale financial assets are determined by the quoted bid price in the over-the-counter market. The Group considered this price represents actual and regularly occurring market transactions on an arm's length basis and reflect the fair value of the investment.

5 Revenue and segment information

Revenue (representing the Group's turnover) recognised during the year comprises the following:

	2009 HK$'000	2008 HK$'000
Gross rental income from investment properties	47,628	48,802
Net realised and unrealised gains/(losses) on financial assets at fair value through profit or loss	36,937	(110,337)
Dividend income from financial assets at fair value through profit or loss	1,604	2,612
Dividend income from available-for-sale financial assets	11,341	13,522
Interest income	1,799	2,492
Management fee income from investment properties	7,954	8,192
Commission income (Note 35(a))	–	4,912
	107,263	(29,805)

5 Revenue and segment information *(cont'd)*

Management has determined the operating segments based on the reports and analysed from a business perspective:

Textile – manufacture and distribution of textile products
Property – investment in and leasing of industrial/office premises
Investments – holding and trading of investment securities

There are no sales or other transactions between the business segments.

The segment results for the year ended 31st December 2009 are as follows:

	Textile HK$'000	Property HK$'000	Investments HK$'000	Group HK$'000
Total revenue	–	55,582	51,681	107,263
Operating (loss)/profit	(595)	34,617	42,844	76,866
Finance costs				(25)
Share of (losses)/profits of jointly controlled entities	(10,209)	5,176	–	(5,033)
Profit before income tax				71,808
Income tax charge				(7,639)
Profit attributable to equity holders of the Company				64,169
Capital expenditure	–	2	–	2
Depreciation	328	95	22	445
Revaluation gain on investment properties	–	21,200	–	21,200

5 Revenue and segment information *(cont'd)*

The segment results for the year ended 31st December 2008 are as follows:

	Textile	Property	Investments	Group
	HK$'000	HK$'000	HK$'000	HK$'000
Total revenue	4,912	57,205	(91,922)	(29,805)
Operating profit/(loss)	4,955	(8,637)	(96,392)	(100,074)
Finance costs				(1,483)
Share of (losses)/profits of jointly controlled entities	(43,112)	21,130	–	(21,982)
Loss before income tax				(123,539)
Income tax credit				8,456
Loss attributable to equity holders of the Company				(115,083)
Capital expenditure	–	40	–	40
Depreciation	331	102	22	455
Revaluation loss on investment properties	–	(19,700)	–	(19,700)

5 Revenue and segment information (cont'd)

The segment assets and liabilities as at 31st December 2009 are as follows:

	Textile HK$'000	Property HK$'000	Investments HK$'000	Total HK$'000
Segment assets	50,743	1,126,151	848,621	2,025,515
Segment assets include:				
Jointly controlled entities	47,956	125,579	–	173,535
Segment liabilities	382	41,145	1,917	43,444

The segment assets and liabilities as at 31st December 2008 are as follows:

	Textile HK$'000	Property HK$'000	Investments HK$'000	Total HK$'000
Segment assets	62,971	1,145,503	561,232	1,769,706
Segment assets includes:				
Jointly controlled entities	60,511	119,263	–	179,774
Segment liabilities	933	42,726	1,890	45,549

5 Revenue and segment information (cont'd)

Reportable segments' assets and liabilities are reconciled to total assets and total liabilities as follows:

	2009 HK$'000	2008 HK$'000
Total segment assets	2,025,515	1,769,706
Deferred income tax assets	106	106
Total assets	2,025,621	1,769,812
Total segment liabilities	43,444	45,549
Short-term bank loans	50,000	–
Deferred income tax liabilities	137,362	130,956
Total liabilities	230,806	176,505

The Company was incorporated in Bermuda and is domiciled in Hong Kong. The results of the Group's revenue in Hong Kong for the year ended 31st December and the total revenue from other countries is as follow:

	2009 HK$'000	2008 HK$'000
Hong Kong	64,967	50,968
United States of America	15,604	(45,234)
Europe	6,766	(36,872)
Southeast Asia	5,924	(6,993)
Taiwan	11,272	12,044
Other countries	2,730	(3,718)
	107,263	(29,805)

5 Revenue and segment information *(cont'd)*

At 31st December 2009, the total of non-current assets other than financial instruments, prepayments for investments and deferred income tax assets located in Hong Kong and in other places are as follow:

	2009 HK$'000	2008 HK$'000
Hong Kong	1,000,557	979,646
Mainland China	174,826	181,222
	1,175,383	1,160,868

6 Expense by nature

	2009 HK$'000	2008 HK$'000
Auditor's remuneration		
– Provision for current year	1,046	1,046
– Under-provision in prior year	–	106
Brokerage and commission expense in respect of investment portfolios	923	1,673
Depreciation	445	455
Direct operating expenses arising from investment properties that		
– generated rental income	1,518	1,720
– did not generate rental income	129	81
Employee benefit expense (including directors' emoluments) (Note 8)	27,164	29,177
Legal and professional fees	4,575	2,425
Management fee expense in respect of investment properties	8,316	8,316
Operating leases payments on land and buildings	2,800	2,782
Provision for impairment of available-for-sale financial assets	697	–
Travelling expenses	881	1,236
Unrealised fair value loss of derivative financial instruments	491	–
Other	3,351	4,640
Total direct costs, administrative expenses and other operating expenses	52,336	53,657

7 Other operating income

	2009 HK$'000	2008 HK$'000
Other operating income comprise of the following		
Net exchange gain	68	710
Others	671	2,378
	739	3,088

8 Employee benefit expense

	2009 HK$'000	2008 HK$'000
Wages and salaries	26,749	28,716
Retirement benefit costs – defined contribution plans (Note a)	415	461
	27,164	29,177

(a) **Pension – defined contribution plans**

The Group contributes to a defined contribution retirement scheme which is available to certain Hong Kong senior employees ("Senior Staff Scheme"). With effect from 1st December 2000, a mandatory provident fund scheme has been set up for the other eligible employees of the Group in Hong Kong. Contributions to the schemes by the Group are made at a certain percentage of basic monthly salary. The assets of the schemes are held separately from those of the Group in independently administered funds. Contributions to the Senior Staff Scheme may be reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions. There was no contribution forfeited during the year (2008: Nil). Contributions totaling HK$31,000 (2008: HK$50,000) were payable to the schemes at the year end, which are included in trade and other payables.

8 Employee benefit expense *(cont'd)*

(b) Directors' and senior management's emoluments

The remuneration of every Director for the year ended 31st December 2009 is set out below:

Name of Director	Fees	Salaries	Discretionary bonuses	Other benefits#	Employer's contributions to retirement scheme	Total
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Mr. Yun Cheng Wang	24	4,303	1,241	305	12	5,885
Mr. Hung Ching Yung	24	4,303	1,241	267	12	5,847
Mr. Lincoln C. K. Yung	24	4,303	1,241	160	12	5,740
Mr. Rudolf Bischof	240	–	–	–	–	240
Mr. Robert Tsai To Sze	240	–	–	–	–	240
Mr. James Julius Bertram	180	–	–	–	–	180
Ms. Jennie Chen	24	1,521	281	–	211	2,037
Total	756	14,430	4,004	732	247	20,169

The remuneration of every Director for the year ended 31st December 2008 is set out below:

Name of Director	Fees	Salaries	Discretionary bonuses	Other benefits#	Employer's contributions to retirement scheme	Total
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Mr. Yun Cheng Wang	24	4,303	993	341	12	5,673
Mr. Hung Ching Yung	24	4,303	993	299	12	5,631
Mr. Lincoln C. K. Yung	24	4,303	993	249	12	5,581
Mr. Rudolf Bischof	240	–	–	–	–	240
Mr. Robert Tsai To Sze	240	–	–	–	–	240
Mr. James Julius Bertram	180	–	–	–	–	180
Ms. Jennie Chen	24	1,521	281	–	211	2,037
Total	756	14,430	3,260	889	247	19,582

\# Other benefits include accommodation and motor vehicle expenses.

8 Employee benefit expense *(cont'd)*

(c) Five highest paid individuals

The five highest paid individuals in the Group include 4 (2008: 4) Directors whose emoluments are reflected in the analysis presented in Note 8(b) above. The emoluments payable to the remaining individual during the year are as follows:

	2009 HK$'000	2008 HK$'000
Salaries, housing and other allowances, benefits in kind	1,687	1,617
Contributions to retirement scheme	12	12
	1,699	1,629

9 Finance costs

	2009 HK$'000	2008 HK$'000
Interest on bank loans and overdrafts	25	1,483

10 Income tax charge/(credit)

Hong Kong profits tax has been provided at the rate of 16.5% (2008: 16.5%) on the estimated assessable profit for the year.

In 2008, the Hong Kong Government enacted a change in profits tax rate from 17.5% to 16.5% for fiscal year 2008/2009.

The amount of taxation charge/(credit) to the consolidated income statement represents:

	2009 HK$'000	2008 HK$'000
Current income tax		
Hong Kong profits tax	1,272	1,861
Over provision in prior years	(39)	(54)
	1,233	1,807
Deferred income tax (Note 28)	6,406	(10,263)
	7,639	(8,456)

10 Income tax charge/(credit) *(cont'd)*

The Group's share of income tax expense of jointly controlled entities for the year amounted to HK$2,357,000 (2008: HK$7,714,000) is included in the consolidated income statement as share of losses of jointly controlled entities.

The taxation on the Group's profit before income tax differs from the theoretical amount that would arise using the profits tax rate of Hong Kong where the Group operates, and the difference is set out below:

	2009 HK$'000	2008 HK$'000
Profit/(loss) before income tax	71,808	(123,539)
Less: Share of losses of jointly controlled entities	5,033	21,982
	76,841	(101,557)
Calculated at a tax rate of 16.5% (2008: 16.5%)	12,679	(16,757)
Income not subject to tax	(7,176)	(2,580)
Expenses not deductible for tax purposes	1,352	17,352
Over provision for current income tax in prior years	(39)	(54)
Effect of unrecognised temporary differences	(15)	1,665
Utilisation of previous unrecognised tax losses	(1,102)	(18)
Recognition of tax liabilities on overseas undistributed profits	1,940	–
Impact on the change in Hong Kong profits tax rate	–	(8,064)
Income tax charge/(credit)	7,639	(8,456)

There is no tax charge/(credit) relating to components of other comprehensive income.

11 Profit/(loss) attributable to equity holders of the Company

Profit attributable to equity holders of the Company is dealt with in the financial statements of the Company to the extent of HK$18,812,000 (2008: HK$24,246,000).

12 Earnings/(loss) per share

Basic earnings/(loss) per share is calculated by dividing the profit/loss attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year.

	2009	2008
Earnings/(loss) (HK$'000)		
Earnings/(loss) for the purpose of calculating the basic and dilutive earnings per share (Note)	64,169	(115,083)
Number of shares		
Weighted average number of ordinary shares in issue (thousands)	42,025	43,133
Earnings/(loss) per share (HK$)		
Basic and diluted	1.53	(2.67)

Note: The Company has no dilutive potential ordinary shares.

13 Dividends

	2009 HK$'000	2008 HK$'000
2009 proposed final dividend of HK$0.40 (2008: HK$0.20) per share	16,810	8,405
2009 proposed special dividend of HK$0.15 (2008: Nil) per share	6,304	–
Total	23,114	8,405

At a meeting held on 31st March 2010 the Directors proposed a final dividend of HK$0.40 per share and a special dividend of HK$0.15 per share representing a total dividend distribution of approximately HK$23.1 million. These proposed dividends are to be approved by the shareholders at the Annual General Meeting on 24th May 2010 and are not reflected as dividends payable in these financial statements.

14 Property, plant and equipment

Group	Properties HK$'000	Others HK$'000	Total HK$'000
Year ended 31st December 2009			
Opening net book amount	2,238	156	2,394
Additions	–	2	2
Disposals	–	(3)	(3)
Depreciation	(371)	(74)	(445)
Closing net book amount	1,867	81	1,948
At 31st December 2009			
Cost	12,189	4,026	16,215
Accumulated depreciation and impairment losses	(10,322)	(3,945)	(14,267)
Net book amount	1,867	81	1,948
At 1st January 2008			
Cost	12,189	4,044	16,233
Accumulated depreciation and impairment losses	(9,580)	(3,844)	(13,424)
Net book amount	2,609	200	2,809
Year ended 31st December 2008			
Opening net book amount	2,609	200	2,809
Additions	–	40	40
Depreciation	(371)	(84)	(455)
Closing net book amount	2,238	156	2,394
At 31st December 2008			
Cost	12,189	4,084	16,273
Accumulated depreciation and impairment losses	(9,951)	(3,928)	(13,879)
Net book amount	2,238	156	2,394

14 Property, plant and equipment *(cont'd)*

The Group's properties at their net book value are analysed as follows:

	2009 HK$'000	2008 HK$'000
In Hong Kong, held on:		
Leases of between 10 and 50 years	576	790
Outside Hong Kong, held on:		
Leases of over 50 years	363	386
Leases of between 10 and 50 years	928	1,062
	1,291	1,448
	1,867	2,238

As the aggregate net book value of the leasehold land is not material, it has not been separately accounted for and disclosed in accordance with HKAS 17.

15 Investment properties

	Group	
At fair value	2009 HK$'000	2008 HK$'000
Opening balance at 1st January	978,700	998,400
Net gain/(loss) from fair value adjustment	21,200	(19,700)
Closing balance at 31st December	999,900	978,700

The basis of the valuation of investment properties is fair value being the amounts for which the properties could be exchanged between willing parties in an arm's length transaction, based on current prices in active market for similar properties in the same location and condition and subject to similar leases. The 2009 valuations were based on independent assessments made by Prudential Surveyors International Limited, an independent professionally qualified property valuer.

15 Investment properties *(cont'd)*

The Group's investment properties with an aggregate carrying value of HK$975,000,000 (2008: HK$954,000,000) have been mortgaged to a bank to secure general banking facilities of which HK$50,000,000 (2008: HK$Nil) was utilised as at 31st December 2009 (Note 27).

The Group's investment properties are held in Hong Kong on leases of between 10 and 50 years.

16 Investments in subsidiaries

	Company	
	2009	2008
	HK$'000	HK$'000
Unlisted shares, at cost	378,782	378,782

Particulars of the subsidiaries are included in Note 36.

17 Jointly controlled entities

	Group	
	2009	2008
	HK$'000	HK$'000
Share of net assets at beginning of the year	169,446	187,505
Share of losses	(5,033)	(21,982)
Dividend received	(2,491)	(2,417)
Exchange difference	1,285	6,340
Share of net assets at end of the year	163,207	169,446
Loan to a jointly controlled entity	10,328	10,328
	173,535	179,774

17 Jointly controlled entities *(cont'd)*

The following is a list of the jointly controlled entities as at 31st December 2009:

Name	Place of establishment/ incorporation and operation	Principal activities	Equity interest	Profit sharing	Voting power
China Able Limited	British Virgin Islands	Investment holding	33.33%	33.33%	33.33%
Changyu (Shanghai) Real Estate Management Co Ltd	People's Republic of China	Property investment	33.33%	33.33%	33.33%
Shanghai Sung Nan Textile Co Ltd (Note a)	People's Republic of China	Textile manufacturing	64.68%	64.68%	57%
Southern Textile Company Limited	People's Republic of China	Investment in textile business	45%	45%	43%

Note:

(a) Since unanimous consent of all the parties sharing control is required for resolution of important strategic decisions (including financial and operating), the investment was classified as jointly controlled entity even though the Group has 57% voting interest.

17 Jointly controlled entities *(cont'd)*

The following amounts represent the Group's aggregate share of the assets and liabilities, and results of the jointly controlled entities:

	2009 HK$'000	2008 HK$'000
Assets		
Non-current assets	271,899	268,750
Current assets	23,975	40,157
	295,874	308,907
Liabilities		
Long term liabilities	105,825	104,714
Current liabilities	26,842	34,747
	132,667	139,461
Net assets	163,207	169,446
Income	24,945	114,032
Expenses	(29,978)	(136,014)
Loss after income tax	(5,033)	(21,982)

18 Financial instruments by category

Group

	Loans and receivables HK$'000	Assets at fair value through profit and loss HK$'000	Available-for-sale financial assets HK$'000	Total HK$'000
31st December 2009				
Asset as per balance sheet				
Available-for-sale financial assets	–	–	510,774	510,774
Derivative financial assets	–	398	–	398
Financial assets at fair value through profit and loss	–	198,126	–	198,126
Loan to a jointly controlled entity	10,328	–	–	10,328
Trade and other receivables (excluding deposits and prepayment)	492	–	–	492
Cash and cash equivalent	70,247	–	–	70,247
	81,067	198,524	510,774	790,365
31st December 2008				
Asset as per balance sheet				
Available-for-sale financial assets	–	–	367,471	367,471
Financial assets at fair value through profit and loss	–	155,218	–	155,218
Loan to a jointly controlled entity	10,328	–	–	10,328
Trade and other receivables (excluding deposits and prepayment)	755	–	–	755
Cash and cash equivalent	77,666	–	–	77,666
	88,749	155,218	367,471	611,438

18 Financial instruments by category *(cont'd)*

Group

	Liabilities at fair value through profit and loss HK$'000	Other financial liabilities at amortised cost HK$'000	Total HK$'000
31st December 2009			
Liabilities as per balance sheet			
Derivative financial liabilities	48	–	48
Short-term bank loans	–	50,000	50,000
Trade and other payables (excluding statutory provisions, rental and management fee deposits)	–	27,702	27,702
	48	77,702	77,750
	HK$'000	HK$'000	HK$'000
31st December 2008			
Liabilities as per balance sheet			
Trade and other payables (excluding statutory provisions, rental and management fee deposits)	–	27,033	27,033

Company

	Loans and receivables	
	2009 HK$'000	2008 HK$'000
Assets as per balance sheet		
Trade and other receivables	11,216	16,165
Cash and cash equivalents	1,638	1,690
	12,854	17,855

18 Financial instruments by category (cont'd)

Company

	Financial liabilities at amortised cost	
	2009	2008
	HK$'000	HK$'000
Liabilities as per balance sheet		
Trade and other payables	16,763	32,171

19 Available-for-sale financial assets

	Group	
	2009	2008
	HK$'000	HK$'000
At 1st January	367,471	472,173
Additions	–	16,659
Distributions from venture capital funds	(257)	–
Exchange gain/(loss)	26	(1,051)
Net fair value gain/(loss) recognised in equity	144,231	(120,310)
Impairment	(697)	–
At 31st December	510,774	367,471

	2009	2008
	HK$'000	HK$'000
Listed equity securities – Hong Kong	6,625	5,621
Unlisted securities		
– Equity securities	502,710	359,207
– Venture capital funds	1,439	2,643
	504,149	361,850
	510,774	367,471

19 Available-for-sale financial assets *(cont'd)*

The available-for-sale financial assets are denominated in the following currencies:

	Group	
	2009	2008
	HK$'000	HK$'000
New Taiwan dollars	502,660	359,157
Others	8,114	8,314
	510,774	367,471

None of these financial assets is either past due or impaired.

At 31st December 2009, the carrying amount of interests in the following company exceed 10% of the total assets of the Group.

Name	Place of incorporation	Particulars of issued share capital	Group equity interest
The Shanghai Commercial & Savings Bank, Ltd.	Taiwan	1,908,849,157 ordinary shares of NT$10 each	3.3%

The fair value of all securities is based on their current bid prices in an active market.

20 Derivative financial assets/liabilities – Group

	Assets		Liabilities	
	2009	2008	2009	2008
	HK$'000	HK$'000	HK$'000	HK$'000
Foreign exchange option – held for trading	398	–	–	–
Forward foreign exchange contract – held for trading	–	–	48	–

20 Derivative financial assets/liabilities – Group *(cont'd)*

The notional principal amounts of outstanding foreign exchange option and forward foreign exchange contract at 31st December 2009 were US$5,000,000 (equivalent to HK$38,600,000) respectively.

The maximum exposure to credit risk at the reporting date is the carrying value of the derivative financial assets in the consolidated balance sheet.

21 Prepayment and trade and other receivables

	Group		Company	
	2009	2008	2009	2008
	HK$'000	HK$'000	HK$'000	HK$'000
Non-current asset				
Prepayment for investments (Note a)	62,766	–	–	–
Current assets				
Trade receivables	218	481	–	–
Other receivables, prepayments and deposits	6,678	6,392	245	194
Amounts due from				
– a subsidiary (Note b)	–	–	10,971	15,971
– a jointly controlled entity (Note b)	274	274	–	–
	7,170	7,147	11,216	16,165

Notes:

(a) Pursuant to a notice of rights issue dated 24th October 2009, the Group made a payment of HK$62,766,000 for the subscription of 26,138,188 The Shanghai Commercial & Savings Bank, Ltd. shares on 14th December 2009. The subscription procedures have not been completed as at 31st December 2009. Subsequent after year end, the Group made further payment to subscribe an additional 7,000,000 shares of HK$16,730,000.

21 Prepayment and trade and other receivables *(cont'd)*

(b) The amounts due from a subsidiary and a jointly controlled entity are unsecured, interest free and have no fixed terms of repayment.

(c) The carrying amounts of trade and other receivables approximate their fair values.

(d) The Group does not grant any credit term to customers. Trade receivables represent rental income receivable from tenants. Rental income is charged in advance to the tenants at the beginning of each month which becomes due upon the issue of invoices. As at the respective balance sheet dates, the trade receivables were all past due but not impaired. These relate to a number of independent customers for whom there is no recent history of default. At 31st December 2009, the aging analysis of the trade receivables is as follows:

	Group	
	2009	2008
	HK$'000	HK$'000
Within 30 days	218	481

There is no concentration of credit risk with respect to trade receivables.

22 Financial assets at fair value through profit or loss

	Group	
	2009	2008
	HK$'000	HK$'000
Listed equity securities:		
– Hong Kong	19,124	9,867
– outside Hong Kong	128,953	116,469
	148,077	126,336
Listed debt securities outside Hong Kong	50,049	28,882
Market value of listed securities	198,126	155,218

22 Financial assets at fair value through profit or loss *(cont'd)*

The above financial assets at fair value through profit or loss are held for trading purposes. They are presented within the section on operating activities as part of changes in working capital in the consolidated cash flow statement (Note 29).

Changes in fair values of financial assets at fair value through profit or loss are recorded in revenue in the consolidated income statement (Note 5).

The fair value of all equity securities is based on their current bid prices in an active market.

The maximum exposure to credit risk at the reporting date is the carrying value of the debt securities classified as financial assets at fair value through profit or loss.

The financial assets at fair value through profit or loss are denominated in the following currencies:

	Group	
	2009	2008
	HK$'000	HK$'000
Euro	37,946	26,147
Japanese yen	3,634	7,339
Hong Kong dollars	19,124	9,867
Singapore dollars	849	852
United States dollars	129,388	109,826
Others	7,185	1,187
	198,126	155,218

23 Cash and cash equivalents

	Group		Company	
	2009	2008	2009	2008
	HK$'000	HK$'000	HK$'000	HK$'000
Cash at bank and on hand	70,247	62,213	1,638	1,690
Short-term bank deposits	–	15,453	–	–
	70,247	77,666	1,638	1,690

The effective interest rate of the deposits at 31st December 2008 was 1.45%. These deposits had an average maturity of 16 days.

The carrying amounts of cash and cash equivalents are mainly denominated in United States dollars and Hong Kong dollars.

Maximum exposure to credit risk is HK$70,247,000 (2008: HK$77,666,000).

24 Share capital

	Number of shares	Amount HK$'000
Authorised:		
Shares of HK$0.10 each		
At 1st January 2008, 31st December 2008 and 31st December 2009	60,000,000	6,000
Issued and fully paid:		
Shares of HK$0.10 each		
At 1st January 2008	43,464,299	4,346
Repurchase of own shares	(1,439,000)	(144)
At 31st December 2008 and 31st December 2009	42,025,299	4,202

During the year ended 31st December 2008, the Company repurchased a total of 1,439,000 of its own shares through purchases on The Stock Exchange of Hong Kong Limited, all of which were then cancelled. The aggregate price of HK$14,546,000 paid was charged against retained profits and the nominal value of the shares repurchased of HK$144,000 was transferred to the capital redemption reserve.

25 Reserves

Group

	Contributed surplus HK$'000	Available-for-sale investments reserve HK$'000	Capital reserve on consolidation HK$'000	General reserve HK$'000	Statutory reserves HK$'000	Translation reserve HK$'000	Capital redemption reserve HK$'000	Retained profits HK$'000	Total HK$'000
At 1st January 2009	2,459	220,933	1,000	76,000	12,924	14,738	798	1,260,253	1,589,105
Fair value gains on available-for-sale investments	–	144,231	–	–	–	–	–	–	144,231
Currency translation differences	–	–	–	–	–	1,513	–	–	1,513
2008 final dividend	–	–	–	–	–	–	–	(8,405)	(8,405)
Profit for the year	–	–	–	–	–	–	–	64,169	64,169
Transfer to statutory reserves of jointly controlled entities	–	–	–	–	293	–	–	(293)	–
At 31st December 2009	2,459	365,164	1,000	76,000	13,217	16,251	798	1,315,724	1,790,613
At 1st January 2008	6,793	341,243	1,000	76,000	12,636	11,328	654	1,407,504	1,857,158
Fair value losses on available-for-sale investments	–	(120,310)	–	–	–	–	–	–	(120,310)
Currency translation differences	–	–	–	–	–	3,410	–	–	3,410
Shares repurchased and cancelled (Note 24)	–	–	–	–	–	–	144	(14,546)	(14,402)
2007 final dividend	–	–	–	–	–	–	–	(17,334)	(17,334)
2007 special dividend	(4,334)	–	–	–	–	–	–	–	(4,334)
Loss for the year	–	–	–	–	–	–	–	(115,083)	(115,083)
Transfer to statutory reserves of jointly controlled entities	–	–	–	–	288	–	–	(288)	–
At 31st December 2008	2,459	220,933	1,000	76,000	12,924	14,738	798	1,260,253	1,589,105

25 Reserves *(cont'd)*

Company

	Contributed surplus HK$'000	Capital redemption reserve HK$'000	Retained profits HK$'000	Total HK$'000
At 1st January 2009	356,241	798	3,225	360,264
Profit for the year	–	–	18,812	18,812
2008 final dividend (Note 13)	–	–	(8,405)	(8,405)
At 31st December 2009	356,241	798	13,632	370,671
At 1st January 2008	360,575	654	10,859	372,088
Profit for the year	–	–	24,246	24,246
Shares repurchased and cancelled (Note 24)	–	144	(14,546)	(14,402)
2007 final dividend (Note 13)	–	–	(17,334)	(17,334)
2007 special dividend (Note 13)	(4,334)	–	–	(4,334)
At 31st December 2008	356,241	798	3,225	360,264

Pursuant to a group reorganisation in 1989, the Company acquired all the issued shares of Nanyang Cotton Mill Limited ("NCML") in exchange for the Company's new shares issued. The Group's contributed surplus represents the difference between the nominal value of NCML's shares and the nominal value of the Company's shares issued pursuant to the group reorganisation less subsequent distribution. The Company's contributed surplus represents the difference between the nominal value of the Company's shares issued and the consolidated net assets of NCML acquired under the group reorganisation as at the date of acquisition less subsequent distribution.

25 Reserves *(cont'd)*

Statutory reserves are created in accordance with the terms of the joint venture agreements of the jointly controlled entities established in the People's Republic of China and are required to be retained in the financial statements of the entities for specific purposes. The statutory reserves at 31st December 2009 comprise statutory surplus reserve of HK$6,608,500 (2008: HK$6,462,000) and enterprise development reserve of HK$6,608,500 (2008: HK$6,462,000) which are appropriated from the retained profits of the jointly controlled entities.

General reserve arose from transfers from retained profits and has no specific purposes.

26 Trade and other payables

	Group		Company	
	2009	2008	2009	2008
	HK$'000	HK$'000	HK$'000	HK$'000
Trade payables (Note a)	1,290	1,996	–	–
Rental and management fee deposits	11,886	12,294	–	–
Other payables and accruals	30,036	30,497	1,306	1,199
Amount due to a jointly controlled entity (Note b)	184	762	–	–
Amount due to a subsidiary (Note b)	–	–	15,457	30,972
	43,396	45,549	16,763	32,171

Notes:

(a) At 31st December 2009, the aging analysis of the trade payables is as follows:

	Group	
	2009	2008
	HK$'000	HK$'000
Within 30 days	950	1,656
31 – 60 days	340	340
	1,290	1,996

26 Trade and other payables *(cont'd)*

(b) The amounts due to a jointly controlled entity and a subsidiary are unsecured, interest free and have no fixed terms of repayment.

(c) The carrying amounts of trade and other payables approximate their fair values.

27 Short-term bank loans

The short-term bank loans as at 31st December 2009 were secured by the Group's investment properties (Note 15) and bore interest at 0.75% per annum over 1, 2 or 3 months Hong Kong Interbank Offered Rate (HIBOR). The loans were denominated in Hong Kong dollars and had an effective interest rate of 0.80% per annum at 31st December 2009. The carrying amounts of the loans approximated their fair values.

28 Deferred income tax

Deferred income tax is calculated in full on temporary differences under the liability method using a principal tax rate of 16.5% (2008: 16.5%).

	Group	
	2009 HK$'000	2008 HK$'000
Deferred income tax assets	106	106
Deferred income tax liabilities	(137,362)	(130,956)
	(137,256)	(130,850)

The gross movement on the deferred income tax account is as follows:

	Group	
	2009 HK$'000	2008 HK$'000
At 1st January	(130,850)	(141,113)
Tax (charged)/credited to the consolidated income statement (Note 10)	(6,406)	10,263
At 31st December	(137,256)	(130,850)

28 Deferred income tax *(cont'd)*

The movement in deferred tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

Deferred income tax liabilities:

	Group			
	Accelerated tax depreciation HK$'000	Fair value gains on investment properties HK$'000	Undistributed profits of jointly controlled entities HK$'000	Total HK$'000
At 1st January 2008	(12,237)	(128,991)	–	(141,228)
(Charged)/credited to in the consolidated income statement	(234)	10,506	–	10,272
At 31st December 2008	(12,471)	(118,485)	–	(130,956)
Charged to in the consolidated income statement	(1,001)	(3,465)	(1,940)	(6,406)
At 31st December 2009	(13,472)	(121,950)	(1,940)	(137,362)

Deferred income tax assets:

	Group Accelerated accounting depreciation HK$'000
At 1st January 2008	115
Recognised in the consolidated income statement	(9)
At 31st December 2008	106
Recognised in the consolidated income statement	–
At 31st December 2009	106

28 Deferred income tax *(cont'd)*

Deferred income tax assets are recognised for tax loss carry-forwards to the extent that the realisation of the related tax benefit through future taxable profits is probable. The Group did not recognise deferred income tax assets of HK$2,230,530 (2008: HK$3,905,000) in respect of losses amounting to HK$13,518,364 (2008: HK$23,666,000). These tax losses have no expiry date.

29 Note to the consolidated cash flow statement

Reconciliation of operating profit/(loss) to net cash generated from operations:

	2009 HK$'000	2008 HK$'000
Operating profit/(loss)	76,866	(100,074)
Dividend income from available-for-sale financial assets	(11,341)	(13,522)
Impairment of available-for-sale financial assets	697	–
Depreciation	445	455
Loss on disposal of fixed assets	1	–
Changes in fair value of investment properties	(21,200)	19,700
Operating profit/(loss) before working capital changes	45,468	(93,441)
(Increase)/decrease in trade and other receivables	(23)	1,283
(Increase)/decrease in financial assets at fair value through profit or loss	(42,908)	229,070
Increase in derivative financial assets	(398)	–
Increase in derivative financial liabilities	48	–
Decrease in trade and other payables	(2,153)	(223)
Exchange translation differences	160	(1,409)
Net cash generated from operations	194	135,280

30 Commitments

At 31st December 2009, the Company had no commitment (2008: HK$Nil).

The Group has the following commitment in respect of investment in available-for-sale financial assets:

	Group	
	2009	2008
	HK$'000	HK$'000
Authorised but not contracted for	16,730	–

The Group's share of capital commitments of jointly controlled entities is as follows:

	Group	
	2009	2008
	HK$'000	HK$'000
Contracted but not provided for	–	21,716
Authorised but not contracted for	–	3,934
	–	25,650

31 Commitments under operating leases

At 31st December, the Group had future aggregate minimum lease payments under non-cancellable operating lease for office premises as follows:

	Group 2009 HK$'000	Group 2008 HK$'000
Not later than one year	2,355	2,356
Later than one year and not later than five years	5,006	491
	7,361	2,847

32 Future rental receivables

At 31st December, minimum lease rental under non-cancellable operating leases of its investment properties not recognised in the financial statements as receivables are as follows:

	Group 2009 HK$'000	Group 2008 HK$'000
Within one year	30,832	38,452
Later than one year but not later than 5 years	21,126	28,605
	51,958	67,057

33 Contingent liability

As at 31st December 2009, there was no contingent liability relating to the Group's interest in jointly controlled entities. However, a 64.68% interest held jointly controlled entity of the Group has unfulfilled commitments associated with early termination of construction contracts amounted to RMB26.6 million (equivalent to HK$30.2 million). The management of the jointly controlled entity is not able to reliably estimate the obligation associated with the early termination.

34 Banking facilities

At 31st December 2009, the Group has general banking facilities of which HK$9,000,000 (2008: HK$9,000,000) was being utilised as a guarantee to a jointly controlled entity.

35 Related-party transactions

(a) **Sales of services**

During the year ended 31st December 2008, agency commission income of HK$4,912,000 was received by a subsidiary from a jointly controlled entity for handling sales of textile products for the jointly controlled entity. These transactions were entered into in the normal course of business of the Group and the commission income has been calculated at a certain fixed percentage of the value of sales handled by the subsidiary.

(b) **Key management compensation**

	2009 HK$'000	2008 HK$'000
Salaries and other short-term employee benefits	21,609	20,952
Post-employment benefits	259	259
	21,868	21,211

36 Subsidiaries

Details of the subsidiaries as at 31st December 2009 are as follows:

Name	Place of incorporation	Place of operation	Principal activities	Particulars of issued share capital	Group equity interest 2009	Group equity interest 2008
Bright Honest Investment Ltd	British Virgin Islands	Hong Kong	Investment holding	50,000 shares of US$1 each	100%	100%
Cottage Investments Co SA	Panama	Hong Kong	Investment holding	100 common shares without par value issued at US$10 each and 100 common shares of US$10 each	100%	100%
+ Culvert Investments Ltd	British Virgin Islands	Hong Kong	Investment holding	100 shares of US$1 each	100%	100%
East Coast Investments Ltd	Hong Kong	Hong Kong	Investment trading	2 ordinary shares of US$1 each	100%	100%
Highriver Estates Ltd	Hong Kong	Hong Kong	Property holding	2 ordinary shares of HK$1 each	100%	100%
Homestead Investments Inc	Liberia	Hong Kong	Inactive	1 share without par value issued at US$10,000	100%	100%
Infinity Peace Ltd	British Virgin Islands	Hong Kong	Investment holding	100 shares without par value issued at US$1 each	100%	100%
Mepal International Ltd	Hong Kong	Hong Kong	Property investment	3 ordinary shares of HK$1 each	100%	100%

36 Subsidiaries *(cont'd)*

Name	Place of incorporation	Place of operation	Principal activities	Particulars of issued share capital	Group equity interest 2009	Group equity interest 2008
Merry Co Inc	Liberia	The People's Republic of China	Property holding	1 share without par value issued at US$1,000	100%	100%
Nanyang Cotton Mill Ltd	Hong Kong	Hong Kong	Investment holding and property investment	25,000,000 ordinary shares of HK$1 each	100%	100%
Nanyang Industrial (China) Ltd	Hong Kong	Hong Kong	Investment holding	2 ordinary shares of HK$1 each	100%	100%
Nanyangetextile.com Ltd	Hong Kong	Hong Kong	Inactive	2 ordinary shares of HK$1 each	100%	100%
Peninsular Inc	Liberia	Hong Kong	Investment holding	1 share without par value issued at HK$10,000	100%	100%
Peninsular Yarn & Fabric Merchandising Ltd	Hong Kong	Hong Kong	Property investment	1,000 ordinary shares of HK$1 each	100%	100%
Velden Ltd	British Virgin Islands	Hong Kong	Investment holding and trading	10,000 ordinary shares of US$1 each	100%	100%

\+ Subsidiary held directly by the Company.

Schedule of Principal Properties

As at 31st December 2009 and 2008

(a) Investment properties

Description	Lot number	Type	Lease term	Group's interest
Units 2005-2008, 20/F, Fortress Tower, 250 King's Road	IL 8416 Hong Kong	Commercial	Medium term leasehold	100%
Nanyang Plaza 57 Hung To Road (Various units with a total floor area of 289,375 sq ft and all car parks)	KTIL 46	Commercial/ Industrial	Medium term leasehold	100%

(b) Other properties

Description	Lot number	Type	Lease term	Group's interest
Units A-D, 5/F, Block 1, Tai Ping Industrial Centre, 57 Ting Kok Road, Tai Po	DD 11 Lot No.1637	Industrial	Medium term leasehold	100%