

**China New Economy Fund Limited**

**中國新經濟投資有限公司**

Stock Code 股份代號 : 80

時間是我們的朋友

**Time is our friend**

**Innovation is our future**

創新是我們的未來



**2011**

**ANNUAL REPORT**

**年 報**



## Contents 目錄

Corporate Information	公司資料	2-4
Chairman's Statement	主席報告	5-6
Management Discussion and Analysis	管理層討論與分析	7-11
Profiles of Directors	董事履歷	12-16
Report of the Directors	董事會報告	17-29
Corporate Governance Report	企業管治報告	30-34
Independent Auditors' Report	獨立核數師報告	35-36
Audited Financial Statements	經審核財務報表	
Statement of comprehensive income	全面收益表	37
Statement of financial position	財務狀況表	38
Statement of changes in equity	權益變動表	39
Statement of cash flows	現金流量表	40
Notes to financial statements	財務報表附註	41-79
Summary of Financial Information	財務資料概要	80



## Corporate Information 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Craig Blaser Lindsay (*Chairman*)  
Mr. Wang Junyan (*Chief Executive Officer*)  
Mr. Gu Xu

#### Independent Non-Executive Directors

Mr. Siu Kam Chau (*Chairman*)  
Professor Xu Yangsheng  
Mr. Doyle Ainsworth Dally

### AUDIT COMMITTEE

Mr. Siu Kam Chau (*Chairman*)  
Professor Xu Yangsheng  
Mr. Doyle Ainsworth Dally

### REMUNERATION COMMITTEE

Mr. Siu Kam Chau (*Chairman*)  
Professor Xu Yangsheng  
Mr. Doyle Ainsworth Dally

### COMPANY SECRETARY

Mr. Wong Sze Wai Winston (FCCA)

### AUDITORS

Ernst & Young  
Certified Public Accountants  
22nd Floor  
CITIC Tower  
1 Tim Mei Avenue, Central  
Hong Kong

### 董事會

#### 執行董事

Craig Blaser Lindsay 先生(*主席*)  
王俊彥先生(*行政總裁*)  
顧旭先生

#### 獨立非執行董事

蕭錦秋先生(*主席*)  
徐揚生教授  
Doyle Ainsworth Dally 先生

### 審核委員會

蕭錦秋先生(*主席*)  
徐揚生教授  
Doyle Ainsworth Dally 先生

### 薪酬委員會

蕭錦秋先生(*主席*)  
徐揚生教授  
Doyle Ainsworth Dally 先生

### 公司秘書

黃詩偉先生 (FCCA)

### 核數師

安永會計師事務所  
執業會計師  
香港  
中環添美道1號  
中信大廈22樓

## INVESTMENT MANAGER

CITIC Securities International  
Investment Management (HK) Limited  
17/F, Chuang's Tower  
30-32 Connaught Road Central  
Central  
Hong Kong

## CUSTODIAN

HSBC Institutional Trust Services (Asia) Limited  
1 Queen's Road Central  
Hong Kong

## ADMINISTRATOR

HSBC Trustee (Cayman) Limited  
P.O. Box 484, HSBC House  
68 West Bay Road  
Grand Cayman KY1-1106  
Cayman Islands

## REGISTERED OFFICE

P.O. Box 309, Ugland House  
South Church Street, George Town,  
Grand Cayman KY1-1104  
Cayman Islands

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG AND HEADQUARTERS

17/F, Chuang's Tower  
30-32 Connaught Road Central  
Central  
Hong Kong

## 投資管理人

中信証券國際投資管理(香港)有限公司  
  
香港  
中環  
干諾道中 30-32 號  
莊士大廈 17 樓

## 託管人

滙豐機構信託服務(亞洲)有限公司  
香港  
皇后大道中 1 號

## 行政管理人

HSBC Trustee (Cayman) Limited  
P.O. Box 484, HSBC House  
68 West Bay Road  
Grand Cayman KY1-1106  
Cayman Islands

## 註冊辦事處

P.O. Box 309, Ugland House  
South Church Street, George Town  
Grand Cayman KY1-1104  
Cayman Islands

## 本公司於香港主要營業地點及總部

香港  
中環  
干諾道中 30-32 號  
莊士大廈 17 樓



## Corporate Information 公司資料

### COMPLIANCE ADVISER

China Everbright Capital Limited  
17/F, Far East Finance Centre  
16 Harcourt Road  
Hong Kong

### HONG KONG SHARE REGISTRAR

Computershare Hong Kong Investor Services Ltd  
Shop 1712-1716, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

### LEGAL ADVISERS

#### as to Cayman Islands Law:

Maples and Calder  
P.O. Box 309  
Ugland House, South Church Street  
George Town, Grand Cayman KY1-1104  
Cayman Islands

#### as to Hong Kong Law:

Clifford Chance, Hong Kong  
28th Floor, Jardine House  
One Connaught Place  
Central  
Hong Kong

### WEBSITE

[www.chinaneweconomyfund.com](http://www.chinaneweconomyfund.com)

### 合規顧問

中國光大融資有限公司  
香港  
夏慤道16號  
遠東金融中心17樓

### 香港證券登記處

香港中央證券登記有限公司  
香港  
灣仔  
皇后大道東183號  
合和中心  
17樓1712-1716室

### 法律顧問

#### 開曼群島法律：

Maples and Calder  
P.O. Box 309  
Ugland House, South Church Street  
George Town, Grand Cayman KY1-1104  
Cayman Islands

#### 香港法律：

高偉紳律師行·香港  
中環康樂廣場1號  
怡和大廈28樓

### 網站

[www.chinaneweconomyfund.com](http://www.chinaneweconomyfund.com)

On behalf of the board of directors (the “Directors” or the “Board”) of China New Economy Fund Limited (the “Company”), I take pleasure in presenting to you the Company’s annual report and audited financial statements for the year ended 31 December 2011 (the “Year”).

China New Economy Fund is a closed-ended investment company established on 1 February 2010. By investing globally in both private and public enterprises supported by the new economies of Greater China, the Company is devoted to achieving long-term capital appreciation for professional investors.

In 2011, the Hang Seng Index and the Hang Seng China Enterprise Index fell 19.97% and 21.71%, respectively amid the gradual exit of the stimulus mode adopted by the Chinese Government. After experiencing a credit expansion process starting from 2009, China was threatened by high inflation expectation. The huge creation of credit has led to a huge capacity growth in the supply side of the Chinese economy. As the monetary distribution system has not yet reformed adequately, there could be a huge mismatch between demand and supply when the macro policy is normalised.

Despite the challenging market situation, the Company will leverage on its expertise in the financial market to look for investment projects at an attractive valuations, which will provide the next phase of growth for the economy and stock markets.

### BUSINESS OVERVIEW AND PROSPECT

2012 will be a challenging year but we see it as our opportunity. It should not come as a surprise to see there will be a number of industries facing an over-supply and de-stocking cycle. That means this decade’s business up cycle ended in September 2011 and, in our view, we will go into a three year business down cycle. During this cycle, cyclical companies will become very difficult to operate and we will see a substantial number of companies going out of business which has not been seen in China for over the past ten years.

The current stagnant stock market gives us a great opportunity to accumulate these next stage winners at very attractive valuations. We will not hesitate to own these businesses when the valuations are attractive to us.

本人謹代表中國新經濟投資有限公司(「本公司」)董事(「董事」)會(「董事會」)，欣然向股東提呈本公司截至2011年12月31日止年度(「本年度」)的年報及經審核財務報表。

中國新經濟投資為一家於2010年2月1日成立的封閉式投資公司。透過投資全球獲大中華地區新經濟支持之私人及公眾企業，本公司致力於為專業投資者取得長期資本增值。

2011年，中國政府逐步退出所採取之刺激模式，恒生指數及恒生中國企業指數在此背景下分別下跌19.97%及21.71%。自2009年起經歷信貸擴張過程後，中國受到高通脹預期之威脅。放貸量增大使中國經濟於供應方面大幅增長。由於貨幣分配制度尚未充分改革，倘宏觀政策正常化，則需求與供應將出現巨大落差。

儘管市場形勢充滿挑戰，本公司將利用其於金融市場方面的專業知識，以具吸引力估值物色投資項目，迎接下一階段之經濟及股市增長。

### 業務概覽及展望

2012年將是充滿挑戰的一年，但我們視之為機會所在之一年。若干行業面臨供過於求及壓縮庫存週期實屬意料之中，由此表明這次業務上升週期於2011年9月結束，我們認為，我們將進入一個為期三年之業務下行週期。於該週期中，週期性運作公司將面臨巨大困難，大量公司退出業務，這在過去十年中未曾在中國出現過。

目前停滯不前的股市給了我們一個良好機會，以非常具吸引力之估值在下一階段大有所為。我們會在估值具吸引力時毫不猶豫地擁有該等業務。



## Chairman's Statement 主席報告

### INVESTMENT REVIEW

Looking into 2012, market volatility will not differ much from 2011 and we see this as new growth points which will provide us great opportunities. For example, we expect the aerospace, aviation, environmental protection and shale gas industries, will provide the next phase of growth for the Chinese economy and stock markets. We will continue to look for good investment opportunities and will not hesitate to make a move when time is appropriate. With our excellent investment and risk management team, we believe it will be another productive year for both our investors and our team.

### 投資回顧

展望2012年，市場波動與2011年無異，而我們視之為將提供巨大機遇的新增長點。例如，我們預計航天、航空、環保及頁岩氣產業，將使中國經濟及股市進入下一增長階段。我們將繼續物色投資良機，並適時毫不猶豫地作投資。憑藉我們優秀的投資及風險管理團隊，我們相信2012年將為投資者和團隊再一次取得豐碩碩果的一年。

# Management Discussion and Analysis

## 管理層討論與分析

Following the successful listing of the Company on the Main Board of the Stock Exchange on 6 January 2011, the Company held three investments in listed companies on 31 December 2011. The largest one is in a social networking internet platform focusing on the mainland China market.

繼本公司於2011年1月6日在聯交所主板成功上市後，本公司於2011年12月31日持有三項上市公司投資，其中最大一項為專注於中國大陸市場的社交網絡平台。

Details of the Company's investments in listed companies are as follows:

本公司持有上市公司投資之詳情如下：

**At 31 December 2011**

**於2011年12月31日**

**Listed equity securities – Hong Kong**

**上市權益證券 – 香港**

Name of investee 所投資公司名稱	Place of incorporation 註冊成立地點	Particular of issued shares held 所持已發行 股份詳情	Proportion of investee's capital owned 擁有所投資 公司資本比例	Cost 成本 HK\$000 千港元	Market value 市值 HK\$000 千港元	Unrealised	Net asset attributable to the Company 本公司應佔 資產淨值
						gain/(loss) 未變現 收益/(虧損) HK\$000 千港元 (Note 1) (附註1)	
(a) Dongjiang Environment Company Limited 東江環保股份有限公司	The People's Republic of China 中華人民共和國	306,900 H shares of RMB 1 each 306,900 股 每股人民幣 1 元 之 H 股	0.86%	7,886	7,519	(367)	RMB7.24 millions 人民幣 7,240,000 元
(b) HKT Trust and HKT Limited 香港電訊信託與香港電訊有限公司	Hong Kong 香港	1,200,000 shares of HK\$0.0005 each 1,200,000 股 每股 0.0005 港元 之股份	0.019%	5,436	5,460	24	HK\$3.82 millions 3,820,000 港元





## Management Discussion and Analysis 管理層討論與分析

### Listed equity securities – The United States

### 上市權益證券－美國

Name of investee 所投資公司名稱	Place of incorporation 註冊成立地點	Particular of issued shares held 所持已發行 股份詳情	Proportion of investee's capital owned 擁有所投資 公司資本比例	Cost 成本	Market value 市值	Unrealised gain/(loss) 未變現 收益/(虧損)	Net asset attributable to the Company 本公司應佔 資產淨值
			HK\$000 千港元	HK\$000 千港元	HK\$000 千港元	HK\$000 千港元	
						(Note 1) (附註 1)	(Note 2) (附註 2)
(c) Renren Inc. 人人公司	The Cayman Islands 開曼群島	500,000 ordinary shares of US\$0.001 each 500,000股每股 0.001美元之 普通股	0.043%	54,390	13,871	(40,519)	US\$524,516 524,516美元

Notes:

- (1) The unrealised gain/(loss) represented the changes in fair value of the respective investments during the year ended 31 December 2011.
- (2) The calculation of net assets attributable to the Company is based on the latest published interim reports or prospectus of the respective investments at the end of the reporting period.

附註：

- (1) 未變現收益/(虧損)指截至2011年12月31日止年度各項投資之公平值變動。
- (2) 本公司所佔之資產淨值乃根據各項投資於報告末期所刊發之最近期中期報告或招股章程計算。

A brief description of the business and financial information of the investments is as follows:

投資項目之業務及財務資料的簡明概要如下：

- (a) Dongjiang Environment Company Limited (“Dongjiang Environment”) is principally engaged in environmental protection industry. No dividend was received during the year ended 31 December 2011. The unaudited profit attributable to shareholders of Dongjiang Environment for the period ended 30 June 2011 was approximately RMB99 million and the unaudited net assets attributable to shareholders of Dongjiang Environment at 30 June 2011 was approximately RMB842 million. The fair value of the investment in Dongjiang Environment is based on quoted market bid prices.
- (a) 東江環保股份有限公司(「東江環保」)主要從事環保產業。截至2011年12月31日止年度並無收到股息。東江環保截至2011年6月30日止期間之股東應佔未經審核溢利約為人民幣99,000,000元及東江環保於2011年6月30日之股東應佔未經審核資產淨值約為人民幣842,000,000元。東江環保投資之公平值乃基於市場報價。

## Management Discussion and Analysis 管理層討論與分析

- (b) HKT Trust and HKT Limited (“HKT”) is principally engaged in the provision of integrated telecommunications service. No dividend was received during the year ended 31 December 2011. The audited profit attributable to shareholders of HKT for the period ended 30 June 2011 was approximately HK\$537 million and the audited net assets attributable to shareholders of HKT as at 30 June 2011 was approximately HK\$19,937 million. The fair value of the investment in HKT is based on quoted market bid prices.
- (c) Renren Inc. is principally engaged in the provision of social networking internet platform in China. No dividend was received during the year ended 31 December 2011. The unaudited loss attributable to shareholders of Renren Inc. for the period ended 30 September 2011 was approximately US\$1.2 million and the unaudited net assets attributable to shareholders of Renren Inc. at 30 September 2011 was approximately US\$1,219 million. The fair value of the investment in Renren Inc. is based on quoted market bid prices.
- (b) 香港電訊信託與香港電訊有限公司(「香港電訊」)主要提供綜合電訊服務。截至2011年12月31日止年度並無收到股息。香港電訊截至2011年6月30日止期間之股東應佔經審核溢利約為537,000,000港元及香港電訊於2011年6月30日之股東應佔經審核資產淨值約為19,937,000,000港元。香港電訊投資之公平值乃基於市場報價。
- (c) 人人公司主要於中國從事提供社交網絡平台。截至2011年12月31日止年度並無收到股息。人人公司截至2011年9月30日止期間之股東應佔未經審核虧損約為1,200,000美元及人人公司於2011年9月30日之股東應佔未經審核資產淨值約為1,219,000,000美元。人人公司投資之公平值乃基於市場報價。

The Company reported a net loss attributable to shareholders of HK\$ 49,098,434 during the Year. Amid the decline of the global and China markets during the Year, the Company reported a net asset value of approximately HK\$ 0.79 per share as at 31 December 2011. The net asset value of the Company decreased during the Year due to unrealised mark to market losses taken on the investment positions in the portfolio. The Company will continue to monitor the investments carefully and expect improvement in its valuations as market conditions improve.

本公司於本年度呈報股東應佔虧損淨值49,098,434港元。在本年度全球及中國市場下滑背景下，於2011年12月31日，本公司錄得資產淨值每股約0.79港元。本公司於本年度資產淨值減少乃由組合中的投資持倉產生未變現按市值計價的虧損所致。本公司將繼續審慎監控投資，並預期本公司估值將因市況改善而有所提升。

### LIQUIDITY, FINANCIAL RESOURCES AND GEARING

The Company has obtained stock borrowing facilities during the Year. As at 31 December 2011, the Company did not have any stock borrowings.

The Company has maintained a sufficient cash position which will allow it to capture opportunities with good upside when the opportunities present themselves in both listed and private equities.

As at 31 December 2011, the gearing ratio, defined as total borrowings divided by shareholders' equities, was nil (31 December 2010: Nil). The Company does not have any borrowing as at 31 December 2011 (31 December 2010: Nil).

### FINAL DIVIDEND

The Directors do not recommend the payment of a final dividend for the Year (2010: Nil).

### 流動資金、財務資源及資本負債比率

本公司於本年度已獲得借股融資。於2011年12月31日，本公司並無持有任何借股。

本公司維持充裕現金狀況，從而使本公司在上市及私募股權方面出現機遇時把握上漲趨勢之良機。

於2011年12月31日，借貸比率(定義為總借款淨值除以股東權益)為零(2010年12月31日:零)。於2011年12月31日，本公司並無任何借貸(2010年12月31日:無)。

### 末期股息

董事不建議就本年度派付任何末期股息(2010年:無)。



## Management Discussion and Analysis 管理層討論與分析

### CHARGES ON COMPANY'S ASSET AND CONTINGENT LIABILITIES

There were no other charges on the Company's assets or significant contingent liabilities as at 31 December 2011.

### CAPITAL STRUCTURE

On 6 January 2011, the Company completed a share placement and a total of 303,000,000 ordinary shares of HK\$0.1 each were placed at a price of HK\$1.03 per share for a total cash consideration, before the related issue expenses, of HK\$312,090,000.

### CAPITAL EXPENDITURE AND COMMITMENT

During the Year, the Company made no capital expenditures or any other commitments.

### MATERIAL ACQUISITION AND DISPOSAL

During the Year, the Company did not acquire any subsidiaries or associated companies.

### USE OF PROCEEDS

The Company has made eight investments in listed companies during the Year. The largest one is in a social networking internet platform focusing on the mainland China market.

The rest of the net proceeds will be applied by the Investment Manager in making investments according to the investment objective, policies and restrictions of the Company and the requirements of the Articles, the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules") and the investment management agreement. Any proceeds not deployed are placed on bank deposits or invested in money market instruments or money market funds.

### EMPLOYEES

As at 31 December 2011, the Company had no employees but have three executive Directors and three independent non-executive Directors. The Company does not have a share option scheme.

### 本公司的資產抵押及或然負債

於2011年12月31日，本公司資產並無抵押，亦無重大或然負債。

### 股本架構

於2011年1月6日，本公司完成股份配售及合共303,000,000股每股面值0.1港元之普通股以每股1.03港元的價格獲配售，總現金代價(扣除相關發行開支前)為312,090,000港元。

### 資本開支及承擔

於本年度，本公司並無資本開支，亦無任何其他承擔。

### 重大收購及出售

於本年度，本公司並無收購任何附屬公司或聯營公司。

### 所得款項用途

於本年度，本公司已於上市公司作出八項投資。最大投資為專注於中國大陸市場之社交網絡平台。

餘下所得款項淨值將由投資管理人用於根據本公司投資目標、政策及限制和細則、聯交所證券上市規則(「上市規則」)及投資管理協議的規定作出投資。任何未動用的所得款項存作銀行存款或投資於貨幣市場工具或貨幣市場基金。

### 僱員

於2011年12月31日，本公司並無僱員，僅有三名執行董事及三名獨立非執行董事。本公司並未設有購股權計劃。



## Management Discussion and Analysis 管理層討論與分析

### FOREIGN CURRENCY FLUCTUATION

The Board believes that foreign exchange risks are minimal as the Company mainly uses the Hong Kong or United States dollar to carry out its business transactions.

### APPRECIATION

The Board would like to take this opportunity to express our gratitude to all management teams of the Company and the Investment Manager for their dedication and contribution this past Year. We would also like to extend our sincere thanks and appreciation to our shareholders and business partners for their continuous support and confidence in the Company.

On behalf of the Board

**Craig Blaser Lindsay**  
*Chairman and Executive Director*

Hong Kong, 9 March 2012

### 外幣波動

董事會認為，由於本公司主要使用港元或美元進行業務交易，故外匯風險極微。

### 鳴謝

董事會謹藉此機會，就本公司全體管理團隊及投資管理人於過去一年所付出之努力及重大貢獻致謝。我們亦謹此就本公司股東及業務夥伴對本公司之鼎力支持及信心表示衷心感謝。

承董事會命

主席及執行董事  
**Craig Blaser Lindsay**

香港，2012年3月9日



## Profiles of Directors 董事履歷

### EXECUTIVE DIRECTORS

**Mr. Craig Blaser Lindsay**, aged 57, Chairman of the Company. Mr. Lindsay is responsible for the management and formulation of the Company's overall investment objective and policies. Mr. Lindsay was appointed as Chairman on 28 July 2010 and has been Director of the Company since 1 February 2010.

Mr. Lindsay graduated from the Bloomfield College in USA with a Bachelor of Arts degree in Accounting in 1976. He pursued further studies at the Rutgers University Graduate School of Business in USA and received his Master of Business Administration in Finance in 1979. Mr. Lindsay has 31 years' experience in the investment banking, proprietary trading and fund management industries. His expertise lies in areas of risk management, product accounting, financial reporting, regulatory and compliance and operations. From July 1980 to May 1996, Mr Lindsay worked for Goldman, Sachs and Co in areas of proprietary accounting and risk analysis, risk management, product accounting and risk analysis, government control and mortgage backed control, business analysis, risk management, product accounting and equities accounting. From June 1996 to December 2003, Mr. Lindsay served as an executive vice president and chief financial officer at Tokai Asia Limited (now known as UFJ Investments Asia Limited). From 2004 to 2006, Mr. Lindsay worked at Sattva Investment Advisors Limited as principal and chief financial officer.

Currently, Mr. Lindsay is the director of China Alpha II Fund Limited, China Alpha Focus Fund Limited, CITIC Securities Alpha Leaders Fund Limited and China Alpha Investment Management Limited ("CAIM"). He is also the director and chief operating officer of CITIC Securities International Fund Management Limited ("CSIFM") and the director of CITIC Securities International Investment Management (HK) Limited (the "Investment Manager"). During the year ended 31 December 2011, Mr. Lindsay is also appointed as director of The American Club Hong Kong on 1 January 2011, CSI RMB Fund Limited on 18 April 2011, Next Horizon Company Limited on 22 July 2011 and Hong Kong Securities Institute on 7 December 2011. Mr. Lindsay is a licensed person for types 1, 4 and 9 regulated activities under the Securities and Futures Ordinance ("SFO") and a responsible officer of each of the Investment Manager and CAIM.

### 執行董事

**Craig Blaser Lindsay** 先生，57歲，為本公司之主席。Lindsay先生負責本公司整體投資目標及策略的管理及制定。Lindsay先生於2010年7月28日獲委任為主席及自2010年2月1日起擔任本公司董事。

Lindsay先生於1976年畢業於美國布洛姆菲爾德學院，持有會計學文學士學位。彼於美國Rutgers University Graduate School of Business繼續深造，並於1979年取得工商管理(主修金融)碩士學位。Lindsay先生於投資銀行、自營買賣及基金管理行業擁有31年經驗，善於風險管理、產品會計、財務申報、監管、合規及營運。Lindsay先生自1980年7月至1996年5月任職於高盛公司，負責財產會計及風險分析、風險管理、產品會計及風險分析、政府監控及抵押擔保控制、業務分析、風險管理、產品會計及權益會計。自1996年6月至2003年12月，Lindsay先生擔任Tokai Asia Limited (現稱UFJ Investments Asia Limited) 執行副總裁及財務總監。自2004年至2006年，Lindsay先生任職於Sattva Investment Advisors Limited，擔任主要負責人及財務總監。

目前，Lindsay先生為China Alpha II Fund Limited、China Alpha Focus Fund Limited、CITIC Securities Alpha Leaders Fund Limited和中國盛海投資管理有限公司(「中國盛海」)之董事。彼亦為CITIC Securities International Fund Management Limited(「CSIFM」)之董事兼營運總監以及中信証券國際投資管理(香港)有限公司(「投資管理人」)之董事。截至2011年12月31日止年度，Lindsay先生亦分別於2011年1月1日、2011年4月18日、2011年7月22日及2011年12月7日獲委任為The American Club Hong Kong、CSI RMB Fund Limited、Next Horizon Company Limited及香港證券專業學會之董事。Lindsay先生為證券及期貨條例(「證券及期貨條例」)項下第1類、第4類及第9類受規管活動之持牌人，及為投資管理人及中國盛海的負責人員。

## Profiles of Directors 董事履歷

**Mr. Wang Junyan**, aged 41, Chief Executive Officer of the Company. Mr. Wang is responsible for the management and formulation of the Company's overall investment objective and policies. Mr. Wang was appointed as Chief Executive Officer on 28 July 2010 and has been Director of the Company since 1 February 2010.

Mr. Wang completed a bachelor's degree majoring in International Trade from Zhongshan University (中山大學) in 1992 and a master's degree in Finance from The University of Hong Kong in 2003. Mr. Wang has been involved in investment banking, capital markets, direct investments and fund management in China and Hong Kong since the early 1990s. He has accumulated over 16 years of securities investment and asset management experience in the region.

From August 1993 to October 1997, Mr Wang served in various departments in J & A Securities Limited. Before his departure, Mr. Wang was the assistant general manager and was involved in the establishment of its brokerage, sales and corporate finance operations in Hong Kong.

In October 1997, Mr. Wang was appointed as managing director of First Shanghai Securities Limited (Formerly known as First Shanghai Capital Limited) and then in February 2000, he was further appointed as managing director of First Shanghai Financial Holding Limited, both companies being subsidiaries of First Shanghai Investments Limited (227. HK). From January 2007 to June 2007, Mr. Wang was appointed as the chief investment officer of First Shanghai Fund Management Limited.

From 1998 to December 2006, Mr. Wang was appointed as a director of China Assets (Holdings) Limited (170.HK) ("China Assets"), an investment company incorporated in Hong Kong and listed on the Main Board of the Stock Exchange. For the period from October 2002 to January 2007, Mr. Wang was a director of China Assets Investment Management Limited and was a member of the investment committee of China Assets. The investment committee was responsible for identifying the private equity investments, overseeing the trading portfolio and evaluating the portfolio performance.

**王俊彥先生**，41歲，為本公司之行政總裁。王先生負責管理及制定本公司整體投資目標及政策。王先生於2010年7月28日獲委任為本公司行政總裁及自2010年2月1日起擔任本公司董事。

王先生於1992年完成中山大學國際貿易學士學位，及於2003年獲得香港大學金融碩士學位。王先生自1990年代初期投身中國和香港的投資銀行、資本市場、直接投資及基金管理行業。彼在該領域累積逾16年證券投資及資產管理經驗。

自1993年8月起至1997年10月，王先生於君安證券有限公司多個部門任職，彼於離職前為助理總經理，參與該公司於香港建立其經紀、銷售及企業融資業務。

王先生於1997年10月獲委任為第一上海證券有限公司(前稱為第一上海融資有限公司)之董事總經理，其後於2000年2月進一步獲委任為第一上海金融集團之董事總經理，兩間公司均為第一上海投資有限公司(227.HK)的附屬公司，自2007年1月至2007年6月，王先生獲委任為 First Shanghai Fund Management Limited 之投資總監。

自1998年起至2006年12月，王先生獲委任為於香港註冊成立及於聯交所主板上市的投資公司中國資本(控股)有限公司(170.HK,「中國資本」)的董事。自2002年10月起至2007年1月期間，王先生為中國資本投資管理有限公司董事，並為中國資本投資委員會成員。投資委員會負責物色私募股權投資、監察交易組合及評估組合表現。



## Profiles of Directors 董事履歷

Currently, Mr. Wang is the director of China Alpha II Fund Limited, China Alpha Focus Fund Limited, CITIC Securities Alpha Leaders Fund Limited, CAIM, China Alpha Fund Management Limited, CSIFM and the Investment Manager. On 1 November 2010, he was appointed as Adjunct Professor in the Department of Finance of the Chinese University of Hong Kong (“CUHK”). He was also an independent non-executive director of Yanzhou Coal Mining Company Limited (1171.HK), which he resigned on 20 May 2011. Mr. Wang is an independent non-executive director of China Aerospace International Holdings Limited (31.HK) and LIVZON Pharmaceutical Group Co. Ltd. (000513.SZ). On 28 June 2011, Mr. Wang was appointed as an independent non-executive director of Wumart Stores, Inc., of which the issued shares were listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange until the transfer of listing from GEM to the Main Board of the Stock Exchange (1025.HK) on 30 June 2011. Mr. Wang was also appointed as a director of Dragon Origin Limited on 12 April 2011 and CSI RMB Fund Ltd on 18 April 2011. Mr. Wang is a licensed person for types 4 and 9 regulated activities under the SFO and a responsible officer of the Investment Manager.

**Mr. Gu Xu**, aged 47, Executive Director of the Company. Mr. Gu completed a bachelor’s degree majoring in Economics from Shanghai University of Finance and Economics (上海財經大學) in 1986. He further received a master’s degree majoring in Economics from the same university in 1989 and a master’s degree majoring in Business Administration awarded jointly by Fudan University (復旦大學) and The University of Hong Kong in 2003. Mr. Gu has accumulated 16 years’ experience in asset management, investment and financial management in both financial conglomerate and private company. From October 2006 to May 2008, Mr. Gu was the president and partner of 上海格雷特投資管理有限公司(Create Capital Co., Ltd.) and he was responsible for the management and investment decision making of a fund in the PRC. Since July 2009, Mr. Gu has been acting as the director of 河南農開投資基金管理有限責任公司(Henan Agriculture Development Investment Fund Management Limited) and is responsible for the management and supervision of a fund namely 河南農業開發產業投資基金(Henan Agriculture Development Investment Fund). Since August 2010, Mr. Gu has been serving as the general manager of 上海宏華文化創業投資有限責任公司(Shanghai Honghua Cultural Venture Investment Company Limited) (the “Honghua Fund”), a fund company targeting investment in culture industry in China. He is also the general manager and director of the investment manager of the Honghua Fund. Mr. Gu was appointed as Executive Director of the Company on 25 November 2010.

目前，王先生為China Alpha II Fund Limited、China Alpha Focus Fund Limited、CITIC Securities Alpha Leaders Fund Limited、中國盛海、China Alpha Fund Management Limited、CSIFM和投資管理人之董事。王先生於2010年11月1日獲委任為香港中文大學(「中文大學」)財務學系客座教授。彼亦為兗州煤業股份有限公司(1171.HK)(於2011年5月20日辭任)。王先生亦為航天科技國際集團有限公司(31.HK)及麗珠醫藥集團股份有限公司(000513.SZ)之獨立非執行董事。於2011年6月28日，王先生獲委任為北京物美商業集團股份有限公司之獨立非執行董事，該公司於聯交所創業板(「創業板」)上市，直至於2011年6月30日由創業板轉移到聯交所主板(1025.HK)上市。王先生亦於2011年4月12日及2011年4月18日獲委任為Dragon Origin Limited及CSI RMB Fund Ltd之董事。王先生為證券及期貨條例項下第4類及第9類受規管活動之持牌人，及為投資管理人的負責人員。

**顧旭先生**，47歲，為本公司之執行董事。顧先生於1986年完成上海財經大學經濟學士學位，於1989年獲得該所大學的經濟碩士學位，並且於2003年獲復旦大學及香港大學聯合頒授工商管理碩士學位。顧先生於金融集團及私人企業的資產管理、投資及財務管理方面累積有16年經驗。2006年10月至2008年5月期間，顧先生出任上海格雷特投資管理有限公司的總裁及合夥人，負責對中國基金作出管理及投資決定。自2009年7月以來，顧先生一直擔任河南農開投資基金管理有限責任公司董事，負責一個基金(即河南農業開發產業投資基金)的管理及監督。2010年8月以來，顧先生一直擔任上海宏華文化創業投資有限責任公司(「宏華基金」)總經理，該公司為一家旨在於中國投資文化產業的基金公司。顧先生亦為宏華基金投資管理人的總經理兼董事。顧先生於2010年11月25日獲委任為本公司執行董事。

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Siu Kam Chau**, aged 47, Independent Non-executive Director of the Company. Mr. Siu obtained a bachelor's degree in accounting from the City University of Hong Kong in 1992. He is a fellow of The Association of Chartered Certified Accountants and a certified public accountant (practising) of The Hong Kong Institute of Certified Public Accountants. Mr. Siu has over 21 years of working experience in auditing, accounting, company secretarial and corporate finance functions. He is currently acting as an independent non-executive director of Wang On Group Limited (1222.HK), whose shares are listed on the Main Board of the Stock Exchange. On 10 October 2011, Mr. Siu was appointed as an executive director of China Gogreen Assets Investment Limited (397.HK), whose shares are listed on the Main Board of the Hong Kong Stock Exchange. Mr. Siu was appointed as an Independent Non-executive Director of the Company on 26 July 2010.

**Professor Xu Yangsheng**, aged 53, Independent Non-executive Director of the Company. He is a fellow of the Hong Kong Academy of Engineering Sciences (香港工程科學院院士), Academician of International Eurasian Academy of Sciences and an academician of Chinese Academy of Engineering (中國工程院院士). Professor Xu received his PhD degree from University of Pennsylvania, USA in 1989, and worked at Carnegie Mellon University in USA from 1989 to 1999. In 1997, he joined CUHK where he is currently a professor of Automation and Computer-Aided Engineering, and Pro-Vice-Chancellor starting from 1 March 2011. Professor Xu's research includes space robotics, intelligent control and systems, and human interface. Professor Xu has been appointed as an independent non-executive director of Sun East Technology (Holdings) Limited (365.HK), a company whose shares are listed on the Main Board of the Stock Exchange, since May 2005. Professor Xu was appointed as an Independent Non-executive Director of the Company on 26 July 2010.

### 獨立非執行董事

**蕭錦秋先生**，47歲，為本公司獨立非執行董事。蕭先生於1992年獲得香港城市大學會計學學士學位。彼為特許公認會計師公會資深會員及香港會計師公會執業會計師。蕭先生於審核、會計、公司秘書及公司企業融資方面擁有逾21年工作經驗。蕭先生目前擔任宏安集團有限公司(1222.HK)獨立非執行董事，該等公司的股份在聯交所主板上市。於2011年10月10日，蕭先生獲委任為中國保綠資產投資有限公司(397.HK，其股份於聯交所主板上市)執行董事。蕭先生於2010年7月26日獲委任為本公司獨立非執行董事。

**徐揚生教授**，53歲，為本公司之獨立非執行董事。彼為香港工程科學院院士、國際歐亞科學院院士及中國工程院院士。徐教授於1989年獲得美國賓夕凡尼亞大學博士學位，及自1989年至1999年任職於美國卡內基梅隆大學。於1997年，彼加入中文大學，彼自2011年3月1日起現為該大學自動化與計算機輔助工程講座教授及副校長。徐教授的研究範圍包括空間機器人、智能系統與控制，以及人機界面。自2005年5月起，徐教授獲委任為日東科技(控股)有限公司(365.HK)的獨立非執行董事，該公司之股份於聯交所主板上市。徐教授於2010年7月26日獲委任為本公司獨立非執行董事。





## Profiles of Directors 董事履歷

**Mr. Doyle Ainsworth Dally**, aged 65, Independent Non-executive Director of the Company. Mr. Dally was appointed as an Independent Non-executive Director of the Company on 26 July 2010. Mr. Dally obtained a Bachelor of Science Degree from Atlantic Union College in Massachusetts, USA in 1981 and a Master in Business Administration from Nova Southeastern University in Florida, USA in 1992. He also obtained the Trust and Estate Practitioner designation from the Society of Trust and Estates Practitioners since October 1993. Mr. Dally has been an independent non-executive director of CITIC Securities Alpha Leaders Fund Limited since 4 March 2008.

Mr. Dally was the former managing director of Wachovia Bank And Trust Company (Cayman) Limited from 3 February 2005, a subsidiary of Wachovia Corporation, all of which was acquired by Wells Fargo And Company in October 2008. As a result of such acquisition and subsequent consolidation between entities within Wachovia Corporation and those within Wells Fargo and Company, Mr. Dally served as a managing director of Wells Fargo Bank And Trust Co (Cayman) Limited, a subsidiary of Wells Fargo And Company, until 12 November 2010.

Mr. Dally served in the trust division of Bank of Butterfield International (Cayman) Ltd for 14 years. Before his retirement in 2004, he acted as the senior manager and head of the trust and corporate services division. Prior to that, he was manager of the trust administration division of Butterfield Bank in Bermuda for 9 years.

**Doyle Ainsworth Dally** 先生，65歲，為本公司之獨立非執行董事。Dally先生於2010年7月26日獲委任為本公司獨立非執行董事。Dally先生於1981年獲美國馬薩諸塞州Atlantic Union College理學學士學位及於1992年獲美國佛羅里達州Nova Southeastern University工商管理碩士學位。自1993年10月以來，彼亦獲得信託及遺產從業員協會的信託及遺產從業員頭銜。Dally先生自2008年3月4日起一直為CITIC Securities Alpha Leaders Fund Limited的獨立非執行董事。

Dally先生自2005年2月3日起擔任美聯銀行(Wachovia Corporation)的附屬公司Wachovia Bank And Trust Company (Cayman) Limited的前任董事總經理，上述公司均於2008年10月由富國銀行集團(Wells Fargo And Company)收購。由於美聯銀行的實體與富國銀行集團的實體的該等收購及其後合併，Dally先生擔任富國銀行集團的附屬公司Wells Fargo Bank And Trust Co (Cayman) Limited的董事總經理，任期直至2010年11月12日為止。

Dally先生曾任職於Bank of Butterfield International (Cayman) Ltd信託部14年。於其在2004年退休之前，彼擔任高級經理及信託和企業服務部主管。在此之前，彼在百慕達Butterfield Bank信託管理部擔任經理9年。

The Directors have pleasure in presenting their report and audited financial statements of the Company for the year ended 31 December 2011 (the “Year”).

### PRINCIPAL ACTIVITY

The Company is an exempted limited liability company, incorporated in the Cayman Islands on 1 February 2010 for the purpose of acting as a closed-ended investment company.

The Company is principally engaged in investing globally in both private and publicly listed enterprises that have demonstrated the ability to manufacture a product or deliver a service that is supported by the economies of the mainland China, Hong Kong, Macau and Taiwan.

The shares of the Company are listed on the Main Board of the Stock Exchange with effect from 6 January 2011 (the “Listing Date”). The Company had not commenced any operation or business before the Listing Date.

### FINANCIAL RESULTS

The results of the Company for the Year are set out in the financial statements on pages 37 to 79.

### DIVIDENDS

The board of Directors (the “Board”) does not recommend the payment of any dividends for the Year (31 December 2010: Nil).

### FINANCIAL SUMMARY

A summary of the results and assets and liabilities of the Company for the Year is set out on page 80.

### RESERVES

Details of the movements in reserves during the Year are set out in the statement of changes in equity to the financial statements.

董事欣然提呈須等之報告連同截至2011年12月31日止年度(「本年度」)的經審核財務報表。

### 主要業務

本公司於2010年2月1日在開曼群島註冊成立為一間獲豁免有限責任公司，旨在建立封閉式投資公司。

本公司主要投資目標為透過投資全球具能力生產及提供獲中國內地、香港、澳門及台灣經濟支持之產品或服務之私人及公眾企業。

本公司股份於2011年1月6日(「上市日」)於聯交所主板上市。上市日前，本公司並無開始任何經營或業務。

### 財務業績

本公司於本年度之業績，載於37第至79頁的財務報表內。

### 股息

董事會(「董事會」)不建議就本年度派付任何股息(2010年12月31日：無)。

### 財務概要

本公司於本年度的業績及資產與負債概要載於第80頁。

### 儲備

於本年度之儲備變動詳情載於財務報表的權益變動表。



## Report of the Directors 董事會報告

### SHARE CAPITAL

Details of the movements in share capital during the Year are set out in note 19 to the financial statements.

### PURCHASE, REDEMPTION OR SALE OF THE LISTED SHARES OF THE COMPANY

Save for the placing of the Company's new shares as disclosed in note 19 to the financial statements, the Company has not purchased, sold or redeemed any of the Company's listed shares during the Year.

### DIRECTORS

The Directors who held office during the Year and up to the date of this report are:

#### Executive Directors

Mr. Craig Blaser Lindsay (*Chairman*)  
Mr. Wang Junyan (*Chief Executive Officer*)  
Mr. Gu Xu

#### Independent Non-executive Directors

Mr. Siu Kam Chau  
Professor Xu Yangsheng  
Mr. Doyle Ainsworth Dally

In order to comply with the requirements of the Code Provision A.4.2 of the Code on Corporate Governance Practices in Appendix 14 to the Listing Rules, Mr. Wang Junyan and Mr. Siu Kam Chau will retire by rotation at the forthcoming annual general meeting of the Company. The retiring Directors are eligible to offer themselves for re-election.

The biographical details of the Directors as at the date of this report are set out in the section headed "Profiles of Directors" on pages 12 to 16 of this annual report.

### EMOLUMENTS OF DIRECTORS

Details of the fee or emoluments of Directors during the Year are set out in note 8 to the financial statements.

### 股本

股本於本年度之變動詳情載於財務報表附註19。

### 購回、贖回或出售本公司上市股份

除財務報表附註19所披露配售本公司新股外，於本年度，本公司並無購回、出售或贖回任何本公司上市股份。

### 董事

於本年度至本報告日期止年內，在任董事如下：

#### 執行董事

Craig Blaser Lindsay 先生(主席)  
王俊彥先生(行政總裁)  
顧旭先生

#### 獨立非執行董事

蕭錦秋先生  
徐揚生教授  
Doyle Ainsworth Dally 先生

為遵從上市規則附錄14所載之《企業管治常規守則》之守則條文第A.4.2條的規定，王俊彥先生及蕭錦秋先生將於本公司應屆股東週年大會上輪席退任。退任董事合資格並全體願意膺選連任。

於本報告日期之董事的履歷詳情載於本年報第12至16頁「董事履歷」一節。

### 董事酬金

本年度之董事袍金或酬金詳情載於財務報表附註8。

## DIRECTORS' SERVICES CONTRACTS

None of the Directors who are proposed for re-election at the forthcoming annual general meeting of the Company 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 (if any).

## DIRECTORS' INTERESTS IN CONTRACTS

Other than the "Investment Management Agreement" mentioned below, no contract of significance to which the Company was a party and in which any 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.

## DIRECTORS' RIGHT TO ACQUIRE SHARES AND DEBENTURES

At no time during the Year was the Company a party to any arrangements to enable the Directors of the Company or their respective spouse or children under 18 years of age to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2011, none of the Directors or chief executives of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code").

## 董事之服務合約

概無將於本公司應屆股東週年大會膺選連任之董事與本公司訂立本公司不可於一年內終止而毋須賠償(法定賠償(如有)除外)之服務合約。

## 董事之合約權益

除下文所述「投資管理協議」外，於本年度結束時或本年度內任何時間，本公司並無訂立本公司任何董事於其中直接或間接擁有重大權益之重大合約。

## 董事購買股份及債券之權利

於本年度內任何時間，本公司概無訂立任何安排，致使本公司之董事或其各自之配偶或十八歲以下之子女可藉購入本公司或任何其他公司實體之股份或債券而獲益。

## 董事及主要行政人員於股份、相關股份及債券之權益及淡倉

於2011年12月31日，本公司董事或主要行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中持有須登記於根據證券及期貨條例第352條存置登記冊內之權益或短倉，或須根據上市規則附錄10所載上市發行人董事進行證券交易之標準守則(「標準守則」)另行知會本公司及聯交所之權益或短倉。



## Report of the Directors 董事會報告

### SUBSTANTIAL SHAREHOLDERS'/OTHER PERSON'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

#### Shareholders' Interests in Shares

As at 31 December 2011, the following persons (other than the Directors or chief executives of the Company) had interests or short positions in the shares or underlying shares of the Company (the "Shares") which were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

Name of Substantial Shareholders 主要股東名稱	Number of Direct Interests 直接權益數目	Number of Indirect Interests 間接權益數目	% of Issued Share Capital 佔已發行股本百分比
Pan Global Alpha Fund Ltd	29,000,000		9.57
Murtsa Investment Managers Limited		29,000,000 (Note) (附註)	9.57
Murtsa Capital Partners Limited		29,000,000 (Note) (附註)	9.57
Diamond Kingdom Investments Limited		29,000,000 (Note) (附註)	9.57
Cheerful Profit Investments Limited		29,000,000 (Note) (附註)	9.57
Cheung Lam Hung (張林雄)	2,300,000	29,000,000 (Note) (附註)	10.33
Advance Profit Group Limited		29,000,000 (Note) (附註)	9.57

Notes:

These interests represented (i) 29,000,000 Shares held by Pan Global Alpha Fund Ltd ("PGAF"); and (ii) 2,300,000 Shares held by Mr. CHEUNG Lam Hung.

Murtsa Investment Managers Limited ("MIML") holds 100% of voting shares in PGAF. MIML is wholly owned by Diamond Kingdom Investments Limited ("DKIL"), which is in turn majority owned by Advance Profit Group Limited ("APGL"). APGL is wholly owned by Mr. CHEUNG Lam Hung.

Murtsa Capital Partners Limited ("MCPL") has discretionary asset management of PGAF, which in turn is 100% owned by Cheerful Profit Investments Limited ("CPIL"). CPIL is majority owned by APGL.

Accordingly, each of MIML, DKIL, APGL, MCPL and CPIL is deemed to have interest in the 29,000,000 Shares held by PGAF and the 2,300,000 Shares held by Mr. CHEUNG Lam Hung.

### 主要股東／其他人士於股份及相關股份之權益及淡倉

#### 股東於股份之權益

於2011年12月31日，以下人士(本公司董事或主要行政人員除外)於本公司之股份或相關股份(「股份」)中持有須登記於本公司根據證券及期貨條例第336條存置之登記冊內之權益或短倉：

Name of Substantial Shareholders 主要股東名稱	Number of Direct Interests 直接權益數目	Number of Indirect Interests 間接權益數目	% of Issued Share Capital 佔已發行股本百分比
Pan Global Alpha Fund Ltd	29,000,000		9.57
Murtsa Investment Managers Limited		29,000,000 (Note) (附註)	9.57
Murtsa Capital Partners Limited		29,000,000 (Note) (附註)	9.57
Diamond Kingdom Investments Limited		29,000,000 (Note) (附註)	9.57
Cheerful Profit Investments Limited		29,000,000 (Note) (附註)	9.57
Cheung Lam Hung (張林雄)	2,300,000	29,000,000 (Note) (附註)	10.33
Advance Profit Group Limited		29,000,000 (Note) (附註)	9.57

附註：

該等權益指(i)由Pan Global Alpha Fund Ltd(「PGAF」)持有之29,000,000股股份；及(ii)由張林雄持有之2,300,000股股份。

Murtsa Investment Managers Limited(「MIML」)持有PGAF100%投票股份。MIML由Diamond Kingdom Investments Limited(「DKIL」)全資擁有，而DKIL主要由Advance Profit Group Limited(「APGL」)擁有。APGL由張林雄先生全資擁有。

Murtsa Capital Partners Limited(「MCPL」)擁有PGAF的全權資產管理權，而PGAF由Cheerful Profit Investments Limited(「CPIL」)100%擁有。CPIL主要由APGL擁有。

因此，MIML、DKIL、APGL、MCPL及CPIL均被視為於PGAF持有的29,000,000股股份及張林雄先生持有的2,300,000股股份中擁有權益。

Save as disclosed above, as at 31 December 2011, the Company has not been notified by any other persons who had interests or short positions in the shares or underlying shares of the Company which are required to be recorded in the register required to be kept by the Company under Section 336 of the SFO.

## CONTINUING CONNECTED TRANSACTIONS

During the Year, the Company had the following continuing connected transactions, details of which were disclosed in compliance with the requirements of Chapter 14A of the Listing Rules.

## EXEMPT CONTINUING CONNECTED TRANSACTION

### Custodian Agreement

Pursuant to the Custodian Agreement dated 10 December 2010, the Company appointed HSBC Institutional Trust Services (Asia) Limited (the "Custodian") as its custodian. The Custodian has agreed to provide the Company with, among others, custodian services in respect of all assets of the Company. The Custodian Agreement was effective on 10 December 2010 and will continue to be in force until terminated by either the Company or the Custodian by giving the other party not less than three months advance notice in writing.

Pursuant to the Custodian Agreement, the Company will pay the Custodian a monthly fee of the higher of (a) up to 0.04% per annum of the Company's net asset value, and (b) HK\$7,500 per month for the six month period from the Listing Date, and HK\$15,000 for each month thereafter.

During the Year, the custodian fee of HK\$144,448 was paid by the Company.

The Custodian is regarded as a connected person of the Company under Rule 21.13 of the Listing Rules. The Directors anticipate that the fees payable to the Custodian under the Custodian Agreement will not exceed HK\$1 million and the applicable percentage ratio calculated for the purpose of Chapter 14A of the Listing Rules will be, on an annual basis, less than 5%. Accordingly, the Custodian Agreement constitutes a de minimis continuing connected transaction and is exempt from, reporting, annual review, announcement and independent shareholders approval requirements under Rule 14A.33(3) of the Listing Rules. Accordingly, the custody service provided by the Custodian to the Company under the Custodian Agreement constitutes an exempt continuing connected transaction of the Company.

除上文所披露外，於2011年12月31日，本公司並未獲知會有任何其他人士於本公司股份或相關股份中擁有紀錄於本公司根據證券及期貨條例第336條規定須存置之登記冊之權益或淡倉。

## 持續關連交易

於本年度，本公司有下列持續關連交易，其詳情已根據上市規則第14A章之規定予以披露。

## 豁免持續關連交易

### 託管協議

根據日期為2010年12月10日的託管協議，本公司委任滙豐機構信託服務(亞洲)有限公司(「託管人」)為託管人。託管人同意就本公司所有資產等提供託管服務。託管協議於2010年12月10日生效，將一直生效，直至本公司或託管人向另一方事先發出不少於三個月之通知書予以終止。

根據託管協議，本公司將向託管人支付月費，以下列兩者的較高者為準：(a)按年最多為本公司資產淨值的0.04%；及(b)上市日後六個月期間每月7,500港元及此後每月15,000港元。

本公司於本年度支付託管費144,448港元。

根據上市規則第21.13條，託管人被視為本公司的關連人士。董事預期，根據託管協議應付託管人之費用將不超過1,000,000港元及就上市規則第14A章而言所計算之適用百分比率按年度基準將低於5%。因此，託管協議構成最低限額持續關連交易，並豁免遵守上市規則第14A.33(3)條有關申報、年度審閱、公告及獨立股東批准之規定。因此，託管人根據託管協議向本公司提供的託管服務構成本公司的豁免持續關連交易。



## Report of the Directors 董事會報告

### NON-EXEMPT CONTINUING CONNECTED TRANSACTION

#### Investment Management Agreement

Pursuant to the Investment Management Agreement dated 10 December 2010, the Company appointed the Investment Manager as its investment manager to provide the Company with investment management services for an initial term from the Listing Date to 31 December 2012 unless terminated by either party upon not less than 180 days' written notice or earlier for cause. The Investment Manager is entitled to receive from the Company a management fee accruing monthly at the annual rate of 2% of the net asset value of the Company on each valuation date and payable monthly in arrears. In addition, a performance fee will also be payable by the Company to the Investment Manager. The performance fee is payable semi-annually in arrears and is calculated at the rate of 20% of any net appreciation (after deduction of the management fees for the relevant period, but prior to deduction of the performance fee) in the net asset value per share on the immediately preceding valuation date, above the previous highest net asset value per share on any preceding valuation date in respect of which a performance fee was last paid multiplied by the number of shares in issue at the time of calculating the performance fee.

During the Year, the management fee of HK\$5,219,572 was paid by the Company. No performance fee was paid by the Company during the Year.

The Investment Manager is regarded as a connected person of the Company under Rule 21.13 of the Listing Rules. Accordingly, the service provided by the Investment Manager to the Company under the Investment Management Agreement constituted a continuing connected transaction of the Company.

The Investment Manager is a wholly owned subsidiary of CSIFM. Shares in CSIFM are held by China Alpha Fund Management Ltd as to 45% and CSIAMF (CL) Limited as to 55%. CSIAMF (CL) Limited is wholly owned by CITIC Securities International Asset Management Limited, while China Alpha Fund Management Ltd is wholly owned by Mr. Wang Junyan, the chief executive officer and Director of the Company. Mr. Wang Junyan and Mr. Craig Blaser Lindsay are Directors of both the Company and the Investment Manager.

### DIRECTORS' OPINION ON CONTINUING CONNECTED TRANSACTIONS

In the opinion of the Directors, including the independent non-executive Directors of the Company, the terms of and the transactions contemplated under the Investment Management Agreement and the Custodian Agreement have been entered into after arm's length negotiation, on normal commercial terms, and in the ordinary course of business of the Company, and are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

### 非豁免持續關連交易

#### 投資管理協議

根據日期為2010年12月10日的投資管理協議，本公司已委任投資管理人作為其投資管理人，為本公司提供投資管理服務，初步年期為自上市日起至2012年12月31日止，除非任何一方發出不少於180天書面通知或因故提前予以終止。投資管理人有權向本公司收取管理費，按本公司於各估值日資產淨值的2%的年比率按月累計，並須於每月到期後支付。此外，本公司亦須向投資管理人支付表現費。表現費每半年到期後支付，按最近的前一估值日每股資產淨值較上一次支付表現費的任何前一估值日的前最高每股資產淨值的任何增值淨值（經扣除相關期間管理費但未扣除表現費）的20%乘以計算表現費時的已發行股份數目而計算。

本公司於本年度支付管理費5,219,572港元。本公司於本年度並未支付表現費。

根據上市規則第21.13條，投資管理人被視為本公司的關連人士。因此，投資管理人根據投資管理協議向本公司提供的服務構成本公司的持續關連交易。

投資管理人為CSIFM的全資附屬公司。CSIFM的股份由China Alpha Fund Management Ltd擁有45%，並由CSIAMF (CL) Limited擁有55%。CSIAMF (CL) Limited為CITIC Securities International Asset Management Limited全資擁有，而China Alpha Fund Management Ltd由本公司行政總裁兼董事王俊彥先生全資擁有。王俊彥先生及Craig Blaser Lindsay先生身兼本公司及投資管理人董事。

### 董事對持續關連交易之意見

董事（包括本公司獨立非執行董事）認為，投資管理協議及託管協議項下擬進行的交易乃按一般商業條款於本公司一般及日常業務中經公平磋商後而訂立，屬公平合理並符合本公司及股東的整體利益。

The Company's auditor was engaged to report on the Company's non-exempt continuing connected transaction in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified letter containing the findings and conclusions in respect of the non-exempt continuing connected transaction disclosed above by the Company in accordance with Rule 14A.38 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

### POTENTIAL CONFLICTS OF INTEREST

Currently the Investment Manager and their directors, officers and employees provide management services to a number of hedge funds, a mutual fund and a managed discretionary account with similar investment objectives to the Company.

From time to time conflicts of interest may arise between the interest of the Company and those of other clients. In such situations, the Investment Manager will have regard to its obligations to the Company to act in the best interests of the Company, so far as is practicable having regard also to its obligations to the other clients.

Mr. Wang Junyan and Mr. Craig Blaser Lindsay are directors of the Company and the Investment Manager and are involved in the day-to-day operations of each of these entities. This may give rise to conflicts of interest.

As the overall interests of the Company and Investment Manager are aligned, the Directors are of the view that Mr. Wang and Mr. Lindsay will be able to act in the best interests of the Company and its Shareholders. In addition, all major decisions of each of these companies will be made by their respective board of directors of these companies as a whole and not at the sole discretion of Mr. Wang and/or Mr. Lindsay. In the case of the Company, this includes the Independent Non-executive Directors and the third Executive Director, Mr. Gu Xu.

Mr. Wang and Mr. Lindsay will maintain confidentiality in respect of the information of each of the funds managed by the Investment Manager. They are also aware of their obligations under the Securities and Futures Commission of Hong Kong's Internal Control Guidelines that they are required to establish and ensure the integrity and security of all information relevant to the business operations of the respective entities.

本公司核數師已獲聘根據香港會計師公會頒佈之香港核證工作聘用準則第3000號「審核或審閱歷史財務資料以外之核證工作」及參照實務說明第740號「關於香港上市規則所述非豁免持續關連交易之核數師函件」報告本公司之持續關連交易。核數師已根據上市規則第14A.38條發出無保留意見函件，當中載有對上文所披露之非豁免持續關連交易之發現及結論。本公司已將核數師函件副本送呈聯交所。

### 潛在利益衝突

投資管理人及彼等的董事、高級職員及僱員目前向多個對沖基金、一個互惠基金及一個管理的全權委託賬戶提供與本公司投資目標類似的管理服務。

本公司與其他客戶的利益可能會不時出現衝突。於該情況下，投資管理人將會根據其對本公司的責任，作出符合本公司最佳利益的行動，只要該行動就其對其他客戶的責任而言為可行。

王俊彥先生及Craig Blaser Lindsay先生均為本公司及投資管理人的董事，參與該等實體的日常營運。這可能會導致利益衝突。

由於本公司及投資管理人的整體利益一致，董事認為，王先生及Lindsay先生將可以本公司及其股東的最佳利益行事。此外，該等公司的所有重大決策將由其各自的董事會共同作出，並非由王先生及／或Lindsay先生全權決定。就本公司而言，這包括獨立非執行董事及第三名執行董事顧旭先生。

王先生及Lindsay先生將會對投資管理人管理的各個基金的資料保密。彼等亦知悉根據彼等於香港證券及期貨事務監察委員會內部監控指引的責任，彼等須確保各有關實體業務經營的所有資料完整安全。





## Report of the Directors 董事會報告

The table below sets forth the funds/accounts currently managed by Directors or the Investment Manager and certain details of those funds/accounts.

下表載列董事或投資管理人目前管理的基金／賬戶及該等基金／賬戶的若干詳情。

Fund/ Managed account 基金／ 管理賬戶	Investment Objective/ Mandate 投資目標／委託	Percentage of assets under management in new economy industries (as at 31 December 2011) 新經濟行業管理資產 比例(於2011年 12月31日)	Assets under management (as at 31 December 2011) 管理資產 (於2011年 12月31日)	Geographical coverage 地理範圍
<b>Investment Manager (Funds 1 to 4 below)</b> 投資管理人(下文1至4項基金)				
<b>Craig B. LINDSAY (Funds 1 to 4 below)</b> Craig B. LINDSAY(下文1至4項基金)				
1 CITIC Securities Alpha Leaders Fund	Achieving a maximum capital growth through investing in securities, derivative products and related instruments issued by companies whose majority of their business and/or revenue is closely related to the economic growth of the People's Republic of China, Hong Kong, Singapore and Taiwan. It will also invest in the United States and United Kingdom markets. 透過投資於大部分業務及／或收入與中華人民共和國、香港、新加坡及台灣的經濟增長息息相關的公司所發行的證券、衍生產品及相關工具獲取最大資本增值。其亦投資於美國及英國市場。	8.51%	US\$120.7 million 1.207 億美元	Mainly the People's Republic of China (Shanghai & Shenzhen), Hong Kong, Singapore, Taiwan, the United States (New York) and the United Kingdom (London). 主要為中華人民共和國(上海及深圳)、香港、新加坡、台灣、美國(紐約)及英國(倫敦)。
2 China Alpha II Fund	Achieving a maximum capital growth through investing in securities, derivative products and related instruments issued by companies whose majority of their business and/or revenue is closely related to the economic growth of the People's Republic of China, Hong Kong, Singapore and Taiwan. It will also invest in the United States and United Kingdom markets. 透過投資於大部分業務及／或收入與中華人民共和國、香港、新加坡及台灣的經濟增長息息相關的公司所發行的證券、衍生產品及相關工具獲取最大資本增值。其亦投資於美國及英國市場。	24.72%	US\$181.0 million 1.810 億美元	Mainly the People's Republic of China (Shanghai & Shenzhen), Hong Kong, Singapore, Taiwan, the United States (New York) and the United Kingdom (London). 主要為中華人民共和國(上海及深圳)、香港、新加坡、台灣、美國(紐約)及英國(倫敦)。

# Report of the Directors

## 董事會報告

Fund/ Managed account 基金/ 管理賬戶	Investment Objective/ Mandate 投資目標/委託	Percentage of assets under management in new economy industries (as at 31 December 2011) 新經濟行業管理資產 比例(於2011年 12月31日)	Assets under management (as at 31 December 2011) 管理資產 (於2011年 12月31日)	Geographical coverage 地理範圍
3 China Alpha Focus Fund	Achieving a maximum capital growth through investing in securities, derivative products and related instruments issued by companies whose majority of their business and/or revenue is closely related to the economic growth of the People's Republic of China, Hong Kong, Singapore and Taiwan. It will also invest in the United States and United Kingdom markets. 透過投資於大部分業務及/或收入與中華人民共和國、香港、新加坡及台灣的經濟增長息息相關的公司所發行的證券、衍生產品及相關工具獲取最大資本增值。其亦投資於美國及英國市場。	14.68%	US\$18.4 million 1,840萬美元	Mainly the People's Republic of China (Shanghai & Shenzhen), Hong Kong, Singapore, Taiwan, the United States (New York) and the United Kingdom (London). 主要為中華人民共和國(上海及深圳)、香港、新加坡、台灣、美國(紐約)及英國(倫敦)。
4 CSI Alpha Fund Series – CSI China – Hong Kong Leaders Fund CSI Alpha Fund Series – 中信 証券中國香港 龍頭基金	Achieving long-term appreciation of unit price through capital growth and income appreciation by investing in a diversified portfolio of at least twenty three blue chip equities, and to a limited extent, ADRs and GDRs, that are listed primarily on Hong Kong stock exchange and/or any international securities exchange and/or other organised securities markets that are open to the international public and on which such securities are regularly traded. 旨在投資於多元化的投資組合，包括至少23隻藍籌股，另外在有限範圍內投資美國預託證券(ADR)及全球存託憑證(GDR)，以從資本增值及收入增加獲得基金單位價格的長期增長。該等證券主要在香港聯交所及/或國際證券交易所及/或在定期開放供國際公眾人士買賣該等證券的其他有組織證券市場上市。	19.01%	US\$24.4 million 2,440萬美元	Mainly Hong Kong 主要為香港



## Report of the Directors 董事會報告

Fund/ Managed account 基金/ 管理賬戶	Investment Objective/ Mandate 投資目標/委託	Percentage of assets under management in new economy industries (as at 31 December 2011) 新經濟行業管理資產 比例(於2011年 12月31日)	Assets under management (as at 31 December 2011) 管理資產 (於2011年 12月31日)	Geographical coverage 地理範圍
<b>WANG Junyan (Funds 1 to 4 above plus the following)</b> 王俊彥(上文基金1至4加以下一項)				
5 Managed account managed by China Alpha Fund Management Ltd	Achieving a maximum capital growth through investing in securities, derivative products and related instruments issued by companies whose majority of their business and/or revenue is closely related to the economic growth of the People's Republic of China, Hong Kong, Singapore and Taiwan. It will also invest in the United States and United Kingdom markets. 透過投資於大部分業務及/或收入 與中華人民共和國、香港、新加 坡及台灣的經濟增長息息相關的 公司所發行的證券、衍生產品及 相關工具獲取最大資本增值。其 亦投資於美國及英國市場。	19.44%	US\$55.5 million 5,550萬美元	Mainly the People's Republic of China (Shanghai & Shenzhen), Hong Kong, Singapore, Taiwan, the United States (New York) and the United Kingdom (London). 主要為中華人民共和國(上海及深 圳)、香港、新加坡、台灣、美國 (紐約)及英國(倫敦)。

### Interests Held by Directors or Investment Manager in Other Funds/Accounts

### 董事或投資管理人於其他基金/賬戶的權益

#### 1. China Alpha II Fund Ltd

Mr. Craig Blaser Lindsay and Mr. Wang Junyan directly or indirectly hold shares in China Alpha II Fund Ltd. The table below sets forth details of the shares held by Mr. Lindsay and Mr. Wang:

#### 1. China Alpha II Fund Ltd

Craig Blaser Lindsay 先生及王俊彥先生直接或間接持有 China Alpha II Fund Ltd 的股份。下表載列 Lindsay 先生及王先生所持股份的詳情：

Shareholder 股東	Type of shares 股份類別	Value of shares as a percentage of net asset value of China Alpha II Fund Ltd as at 31 December 2011 股份價值佔 China Alpha II Fund Ltd 於2011年12月31日的資產淨值百分比
Mr. Lindsay Lindsay 先生	Participating shares which rank <i>pari passu</i> to all participating shares held by other investors 參與股份，與其他投資者持有的所有參與股份享有同等地位	0.75% of participating shares 參與股份的0.75%
Mr. Wang and his immediate family members 王先生及其直系家族成員	Participating shares which rank <i>pari passu</i> to all participating shares held by other investors 參與股份，與其他投資者持有的所有參與股份享有同等地位	11.77% of participating shares 參與股份的11.77%
China Alpha Fund Management Ltd, a company wholly owned by Mr. Wang 王先生全資擁有的公司 China Alpha Fund Management Ltd	Participating shares which rank <i>pari passu</i> to all participating shares held by other investors 參與股份，與其他投資者持有的所有參與股份享有同等地位 In its capacity as the fund manager, management shares with no economic rights 作為基金經理身份，管理層股份無經濟權	1.06% of participating shares 參與股份的1.06% 100% of management shares 管理層股份的100%

## Report of the Directors 董事會報告

### 2. China Alpha Focus Fund Ltd

Mr. Wang Junyan directly or indirectly holds shares in China Alpha Focus Fund Ltd. The table below sets forth details of the shares directly or indirectly held by Mr. Wang:

Shareholder 股東	Type of shares 股份類別
Mr. Wang and his immediate family members 王先生及其直系家族成員	Participating shares which rank <i>pari passu</i> to all participating shares held by other investors 參與股份，與其他投資者持有的所有參與股份享有同等地位
China Alpha Fund Management Ltd, a company wholly owned by Mr. Wang 王先生全資擁有的公司China Alpha Fund Management Ltd	Participating shares which rank <i>pari passu</i> to all participating shares held by other investors 參與股份，與其他投資者持有的所有參與股份享有同等地位 In its capacity as the fund manager, management shares with no economic rights 作為基金經理身份，管理層股份無經濟權

### 3. CITIC Securities Alpha Leaders Fund Limited

Mr. Wang Junyan indirectly holds shares in CITIC Securities Alpha Leaders Fund Limited. The table below sets forth details of the shares indirectly held by Mr. Wang:

Shareholder 股東	Type of shares 股份類別
China Alpha Fund Management Ltd, a company wholly owned by Mr. Wang 王先生全資擁有的公司China Alpha Fund Management Ltd	Participating shares which rank <i>pari passu</i> to all participating shares held by other investors 參與股份，與其他投資者持有的所有參與股份享有同等地位
CSIAM (CL) Investments Limited, an indirect wholly-owned subsidiary of CITIC Securities Co., Ltd, which is the indirect controlling shareholder of the Investment Manager 中信證券股份有限公司的間接全資附屬公司CSIAM (CL) Investments Limited，中信證券股份有限公司為投資管理人的間接控股股東	Participating shares which rank <i>pari passu</i> to all participating shares held by other investors 參與股份，與其他投資者持有的所有參與股份享有同等地位
CITIC Securities International Fund Management Limited, a company in which Mr. Wang indirectly holds 45% CITIC Securities International Fund Management Limited，王先生間接持有45%權益的公司	In its capacity as the fund manager, management shares with no economic rights 作為基金經理身份，管理層股份無經濟權

Note: Participating shares are redeemable shares with economic rights but no voting right and may be acquired by investors in the respective funds. Management shares are voting, non-participating, non-redeemable shares with no economic rights and may only be held by the fund manager of that fund.

### 2. China Alpha Focus Fund Ltd

王俊彥先生直接或間接持有China Alpha Focus Fund Ltd的股份。下表載列王先生直接或間接持有股份的詳情：

#### Value of shares as a percentage of net asset value of China Alpha Focus Fund Ltd as at 31 December 2011

股份價值佔 China Alpha Focus Fund Ltd 於2011年12月31日的資產淨值百分比

26.05% of participating shares  
參與股份的26.05%

9.74% of participating shares  
參與股份的9.74%

100% of management shares  
管理層股份的100%

### 3. CITIC Securities Alpha Leaders Fund Limited

王俊彥先生間接持有CITIC Securities Alpha Leaders Fund Limited的股份。下表載列王先生間接持有股份的詳情：

#### Value of shares as a percentage of net asset value of CITIC Securities Alpha Leaders Fund Limited as at 31 December 2011

股份價值佔 CITIC Securities Alpha Leaders Fund Limited 於2011年12月31日的資產淨值百分比

1.00% of participating shares  
參與股份的1.00%

98.38% of the participating shares  
參與股份的98.38%

100% of management shares  
管理層股份的100%

附註：參與股份為附帶經濟權的可贖回股份，惟無投票權，並可由各自基金的投資者購買。管理層股份為有投票權、不附帶經濟權的不可參與、不可贖回股份，並僅可由該基金的基金經理持有。



## Report of the Directors 董事會報告

### 4. CSI China – Hong Kong Leaders Fund

CSIAM (CL) Investments Limited is the seed investor in CSI China – Hong Kong Leaders Fund, a sub-fund of the CSI Alpha Fund Series. CSIAM (CL) Investments Limited is an indirect wholly-owned subsidiary of CITIC Securities Co., Ltd, which is the indirect controlling shareholder of the Investment Manager.

As at 31 December 2011, the value of the units held by CSIAM (CL) Investments Limited accounted for 99.05% of the net asset value of CSI China – Hong Kong Leaders Fund. These units rank pari passu to all units held by other investors.

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights in respect of the shares of the Company under the articles of association of the Company although there are no restrictions against such rights under the laws of Cayman Islands.

### CODE OF CORPORATE GOVERNANCE PRACTICES

Save as disclosed in the Corporate Governance Report on pages 30 to 34, the Company has complied with all applicable code provisions set out in the Code of Corporate Governance Practices (the “CG Code”) contained in Appendix 14 to the Listing Rules during the Year and up to the date of this report.

### AUDITORS

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

### 4. 中信證券中國香港龍頭基金

CSIAM (CL) Investments Limited 為 CSI Alpha Fund Series 子基金 中信證券中國香港龍頭基金的種子投資者。CSIAM (CL) Investments Limited 為中信證券股份有限公司的間接全資附屬公司，中信證券股份有限公司為投資管理人的間接控股股東。

於2011年12月31日，CSIAM (CL) Investments Limited 持有的單位價值佔中信證券中國香港龍頭基金資產淨值的99.05%。該等單位與其他投資者持有的所有單位享有同等地位。

### 優先購買權

雖然開曼群島法例並無任何優先購買權限制，本公司之公司細則並無有關本公司股份的優先購買權的條文。

### 企業管治守則

除第30至第34頁企業管治報告所披露者外，本公司於本年度直至本報告日期一直遵守上市規則附錄14所載之企業管治常規守則（「企業管治守則」）的所有適用守則條文。

### 核數師

安永會計師事務所於下屆股東週年大會上將退任，惟符合資格並願意膺選連任。

## HUMAN RESOURCES AND REMUNERATION POLICY

As at 31 December 2011, the Company had no employees but three Executive Directors and three Independent Non-executive Directors. Details of the fees or emoluments of directors in respect of their services rendered to the Company during the Year are set out in note 8 to the financial statements.

## SUFFICIENCY OF PUBLIC FLOAT

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

## MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its own code of conduct for dealing in securities of the Company by the Directors. Having made specific enquiry to all the Directors of the Company, all the Directors confirmed that they have complied with the required standard of dealings as set out in the Model Code throughout the Year and up to the date of this annual report.

On behalf of the Board

**Craig Blaser Lindsay**  
*Chairman and Executive Director*

Hong Kong, 9 March 2012

## 人力資源及薪酬政策

於2011年12月31日，本公司並無僱員，但擁有三名執行董事及三名獨立非執行董事。於本年度，董事就其向本公司提供服務而收取之袍金或酬金詳情載於財務報表附註8。

## 充足公眾持股量

根據本公司自市場所得資料及董事所知悉，於本報告日，根據上市規則所規定，本公司之公眾持股量充足。

## 證券交易的標準守則

本公司採納上市規則附錄十所載標準守則作為董事進行本公司證券交易的操守守則。經向本公司全體董事作出具體查詢後，全體董事確認，由本公司於本年度直至本年報日期一直遵守標準守則所載的交易規定。

承董事會命

主席及執行董事  
**Craig Blaser Lindsay**

香港，2012年3月9日



## Corporate Governance Report 企業管治報告

The board of directors (the “Board”) of the Company is committed to maintaining a good corporate governance standard. The Board believes that a good corporate governance standard will provide a framework for the Company to formulate the business strategies and policies, and manage the associated risks through effective internal control procedures. It will also enhance the transparency of the Company and strengthen the accountability to the shareholders and creditors.

### CORPORATE GOVERNANCE PRACTICES

The Company has applied most of the principles set out in the Code of Corporate Governance Practices (the “CG Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (The “Stock Exchange”) (the “Listing Rules”). The Board is of the view that throughout the year ended 31 December 2011, the Company was in compliance with the code provisions of the CG Code, save and except for code provision A.4.1 which states that the Non-executive Directors should be appointed for a specific term, subject to re-election.

None of the existing Non-executive Directors of the Company is appointed for a specific term. However, one third of the Non-executive Directors of the Company for the time being shall retire by rotation (provided that every Non-executive Director shall be subject to retirement at least once every three years) and be eligible for re-election at the annual general meeting of the Company. As such, even though each Non-executive Director is not appointed for a specific term, his term of office is the period up to his retirement by rotation which is in accordance with Code A.4.2 of the CG Code.

### MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its own code of conduct for dealing in securities of the Company by the Directors. Having made specific enquiry to all the Directors of the Company, all the Directors confirmed that they have complied with the required standard of dealings as set out in the Model Code throughout the year ended 31 December 2011.

本公司董事會(「董事會」)致力維持高水平的企業管治標準。董事會相信，高水平的企業管治標準可為本公司提供制訂業務策略及政策的大綱，並可透過有效的內部監控程序管理相關風險，同時亦可提高本公司的透明度，加強對股東及債權人的問責性。

### 企業管治常規

本公司已採納香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄14所載企業管治常規守則(「企業管治守則」)內所載之大部分原則。截至2011年12月31日止整個年度，董事會認為，本公司遵守企業管治守則的守則條文，惟守則條文第A.4.1條規定非執行董事須定明委任期限且須進行應選連任除外。

本公司現有非執行董事概無具體委任期限。然而，本公司當時非執行董事之三分之一須輪席告退(惟各非執行董事須至少每三年告退一次)並符合資格於本公司股東週年大會上應選連任。因此，儘管各非執行董事並無具體委任期限，其在職期限為直至其根據企業管治守則第A.4.2條輪席告退任止之期間。

### 證券交易的標準守則

本公司採納上市規則附錄10所載標準守則作為董事進行本公司證券交易的操守守則。經向本公司全體董事作出具體查詢後，全體董事確認，由截至2011年12月31日止年度一直遵守標準守則所載的交易規定。

## BOARD OF DIRECTORS

As at the date of this annual report, the Board comprises six members, three of which are executive Directors, namely Mr. Craig Blaser Lindsay who is the Chairman of the Board, Mr. Wang Junyan, who is the Chief Executive Officer and Mr. Gu Xu. The other three members are independent Non-executive Directors, namely Mr. Siu Kam Chau, Professor Xu Yangsheng and Mr. Doyle Ainsworth Dally. The biographical details of the Directors are set out in the section headed “Profiles of Directors” on pages 12 to 16 of this annual report.

The Board held 4 regular meetings during the year ended 31 December 2011. The Board is responsible, inter alia, for establishing the investment objective and policies of the Company, complying with the Company’s investment restrictions, for monitoring the Company’s performance and for the appointing, supervising, directing and, if necessary, removing any of the Company’s service providers, including the Investment Manager.

Composition of the Board, including names of the independent Non-executive Directors, is disclosed in all corporate communications to shareholders of the Company.

All Directors have full and timely access to all the information and accounts of the Company. The Directors may seek independent professional advice in appropriate circumstances, at the expense of the Company. The Company will, upon request, provide separate independent professional advice to the Directors to assist them to discharge their duties to the Company.

## CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Mr. Craig Blaser Lindsay is the Chairman and Mr. Wang Junyan is the Chief Executive Officer of the Company. They have segregated and clearly defined roles. The Chairman provides leadership for the Board. The Chief Executive Officer has responsibility for the Company’s business development and daily management generally.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

Pursuant to Rule 3.10 of the Listing Rules, the Board has three Independent Non-executive Directors, one of whom has appropriate professional qualifications or accounting or related financial management expertise. The Company has received a written confirmation of independence from each of the Independent Non-executive Directors pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all Independent Non-executive Directors are independent.

## 董事會

截至本年報日期，董事會共有六名成員，其中三名為執行董事，分別為Craig Blaser Lindsay先生(董事會主席)、王俊彥先生(行政總裁)及顧旭先生，而另外三名成員則為獨立非執行董事，分別為蕭錦秋先生、徐揚生教授及Doyle Ainsworth Dally先生。董事之履歷詳情載於本年報第12至16頁「董事履歷」之一節內。

截至2011年12月31日止年度，董事會舉行四次定期會議。董事會負責(其中包括)制訂本公司的投資目標及政策，遵守本公司的投資限制，以及監督本公司的表現以及委任、監督、指導及(倘必要)罷免本公司服務供應商，包括投資管理人。

董事會成員(包括獨立非執行董事之姓名)已於向本公司股東發出之所有企業通訊中披露。

全體董事均可及時全面查閱本公司所有資料及賬目。董事可於適當情況下徵求獨立專業意見，開支由本公司承擔。本公司將因應要求向董事個別提供獨立專業意見，以協助彼等履行彼等於本公司之職責。

## 主席及行政總裁

Craig Blaser Lindsay先生為主席，而王俊彥先生則為本公司行政總裁。彼等的職能已明確界定與劃分。主席負責領導董事會。行政總裁則負責本公司業務發展及一般日常管理。

## 獨立非執行董事

根據上市規則第3.10條，董事會擁有三名獨立非執行董事，其中一名於會計或財政管理相關專業方面擁有合適專業資格。本公司接獲各獨立非執行董事根據上市規則第3.13條而發出的書面獨立性確認書。本公司認為各獨立非執行董事均為獨立。





## Corporate Governance Report 企業管治報告

### AUDIT AND REMUNERATION COMMITTEE

The Directors established the Audit and Remuneration Committee in accordance with Rule 3.21 of the Listing Rules and code provisions B.1.1 of the CG Code. Pursuant to the meeting of the Board dated 20 December 2011, the Audit and Remuneration Committee was split into the “Audit Committee” and “Remuneration Committee” and the Terms of Reference of the Audit Committee and Remuneration Committee of the Company were adopted by the Board. Each of the Audit and Remuneration Committees consists of the three Independent Non-executive Directors – Mr. Siu Kam Chau (being the chairman with professional qualifications in accountancy), Professor Xu Yangsheng and Mr. Doyle Ainsworth Dally.

### AUDIT COMMITTEE

The primary audit related duties of the committee are to provide the Board with an independent review of the effectiveness of the financial reporting process, internal control and risk management system of the Company, to oversee the audit process and to perform other duties and responsibilities as assigned by the Board. The Audit Committee shall hold not less than two meetings a year.

The Audit Committee has reviewed the audited financial results of the Company for the year ended 31 December 2011.

### REMUNERATION COMMITTEE

The primary remuneration related duties of the committee include (but without limitation): (i) making recommendations to the Directors on the Company’s policy and structure of all remuneration of the Directors and on the establishment of a formal and transparent procedure for developing policies on such remuneration; (ii) determining the terms of the specific remuneration package of the Directors and senior management; and (iii) reviewing and approving performance-based remuneration by reference to corporate goals and objectives resolved by the Directors from time to time. The Remuneration Committee shall hold at least one meeting a year.

### 審核及薪酬委員會

董事根據上市規則第3.21條及企業管治守則第B.1.1條守則條文設立審核及薪酬委員會。於2011年12月20日之董事會會議上，審核及薪酬委員會分成「審核委員會」及「薪酬委員會」，且本公司之審核委員會及薪酬委員會之職權範圍已由董事會採納。審核及薪酬委員會各自由三位獨立非執行董事—蕭錦秋先生(主席，具備會計師專業資格)、徐揚生教授及Doyle Ainsworth Dally先生組成。

### 審核委員會

委員會有關審核的主要職責為向董事會提供本公司財務申報程序、內部監控以及風險管理系統的有效性的獨立審查、監控審核程序及履行董事會所指派之其他職責及責任。審核委員會每年應舉行不少於兩次會議。

審核委員會已審閱本公司於截至2011年12月31日止年度的經審核財務業績。

### 薪酬委員會

委員會有關薪酬的主要責任包括(但不限於): (i) 就董事所有薪酬方面的本公司政策及架構向董事提供參考意見，並就釐定薪酬政策方面的發展訂立高透明度及正式的程序; (ii) 釐定董事及高級管理人員的特定薪酬福利條款; 及 (iii) 參照董事不時決定的企業目標及宗旨而審議並批准按表現釐定的報酬。薪酬委員會每年應至少舉行一次會議。

## DIRECTORS' RE-ELECTION

The Company has not established a nomination committee. The Board as a whole is responsible for the appointment of its members. In considering the appointment of a new Director, the Board will take into account the qualification, ability, working experience, leadership and professional ethics of the candidates. The Board is also responsible for nomination of appropriate person for election by shareholders at general meeting of the Company, either to fill a casual vacancy or as an addition to the Board.

Code provision A.4.2 of the CG Code states that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

The circular to shareholders of the Company with notice of the annual general meeting contains biographical details of all the Directors proposed to be re-elected at the meeting to enable shareholders of the Company to make an informed decision on re-election of Directors.

## AUDITORS' REMUNERATION

During the year ended 31 December 2011, the remuneration paid or payable to the independent auditors, Ernst & Young, for services rendered in respect of audit services and non-audit services are HK\$140,000 and HK\$137,000, respectively.

## ATTENDANCE OF DIRECTORS AT MEETINGS

The attendance of individual members of the Board and other Board Committee meetings during the year ended 31 December 2011 is set out in the table below:

## 重選董事

本公司並無成立提名委員會。董事會整體負責委任其成員。於考慮委任新董事時，董事會考慮人選之資歷、能力、工作經驗、領導能力及專業操守。董事會亦負責向董事會提名合適人選以填補空缺或新增人選，以供股東於本公司股東大會上推選。

企業管治守則之A.4.2條守則條文列明每名董事(包括有指定任期之董事)應輪流退任，至少每三年一次。

向本公司股東寄發之通函連同週年股東大會通告包括建議於大會上重選之所有董事之履歷詳情，以使本公司之股東可於重選董事時作出知情決定。

## 核數師酬金

於截至2011年12月31日止年度，就所提供的審核服務及非審核服務已付或應付獨立核數師安永會計師事務所的酬金分別為140,000港元及137,000港元。

## 董事出席會議情況

個別成員於截至2011年12月31日止年度出席董事會及其他董事委員會會議的情況載於下表：

		Meeting attended/held 出席會議次數／舉行會議次數		
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會
<b>Executive Directors</b>		<b>執行董事</b>		
Mr. Craig Blaser Lindsay	Craig Blaser Lindsay 先生	4/4	—	—
Mr. Wang Junyan	王俊彥先生	4/4	—	—
Mr. Gu Xu	顧旭先生	4/4	—	—
<b>Independent Non-executive Directors</b>		<b>獨立非執行董事</b>		
Mr. Siu Kam Chau	蕭錦秋先生	4/4	2/2	2/2
Professor Xu Yangsheng	徐揚生教授	2/4	0/2	1/2
Mr. Doyle Ainsworth Dally	Doyle Ainsworth Dally 先生	4/4	2/2	2/2



## Corporate Governance Report 企業管治報告

### RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility to prepare financial statements which gives a true and fair view of the state of affairs of the Company in accordance with International Financial Reporting Standards and the disclosure requirements of the Hong Kong Companies Ordinance for each financial year and to present the interim results, annual financial statements, and related announcements to shareholders.

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The statement of the independent auditors of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditors' Report on pages 35 to 36.

### COMMUNICATION WITH SHAREHOLDERS

The Company endeavours to maintain an on-going dialogue with shareholders and in particular, through annual general meetings or other general meetings to communicate with the shareholders and encourage their participation. The Chairman of the Board and Chairman of the Audit Committee and Remuneration Committee will make themselves available at the annual general meeting to meet with the shareholders.

To promote effective communication, the Company maintains a website at [www.chinaneweconomyfund.com](http://www.chinaneweconomyfund.com), where up-to-date information and updates on the Company's financial information, corporate governance practices and other information are available for public access.

### 對財務報表之責任

董事確認彼等有責任根據國際財務報告準則及香港公司條例之披露規定就各財政年度編製可真實及公平地反映本公司事務狀況之財務報表，以及於呈列股東之中期業績、全年財務報表及相關公佈中的責任。

董事並不知悉有關任何事件或情況之重大不明朗因素為可對本公司持續經營之能力構成重大疑問。

本公司獨立核數師有關其對財務報表負有的申報責任的聲明，乃載於第 35 至 36 頁的獨立核數師報告。

### 與股東溝通

本公司盡力保持與股東之間的對話，尤其是透過股東週年大會或其他股東大會與股東溝通及鼓勵彼等參與。董事會主席以及審核委員會及薪酬委員會主席會出席股東週年大會以與股東會晤。

為促進有效溝通，本公司設有網站 [www.chinaneweconomyfund.com](http://www.chinaneweconomyfund.com)，刊載有關本公司財務資料、企業管治常規及其他資料之最新資料及更新，供公眾查閱。



**To the shareholders of China New Economy Fund Limited**  
*(An exempted company incorporated in the Cayman Islands with limited liability)*

We have audited the financial statements of China New Economy Fund Limited ("the Company") set out on pages 37 to 79, which comprise the statement of financial position as at 31 December 2011, and the statement of comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

## DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

## AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. Our report is made solely to you, as a body, 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 International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

致中國新經濟投資有限公司股東  
*(於開曼群島註冊成立的獲豁免有限公司)*

我們已審核列載於第37至79頁中國新經濟投資有限公司(「貴公司」)的財務報表，此財務報表包括於2011年12月31日的財務狀況表，截至該年度止的全面收益表、權益變動表及現金流量表，及主要會計政策概要及其他闡明資料。

## 董事就財務報表須承擔的責任

貴公司的董事須負責根據國際財務報告準則及香港公司條例的披露規定編製表達真實而公平意見的該等財務報表，以及維持董事認為必要的有關內部控制，以確認編製財務報表時不存有由於欺詐或錯誤而導致的重大錯誤陳述。

## 核數師的責任

我們的責任是根據我們的審核對該等財務報表作出審計意見。我們僅向整體股東報告。除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

我們已根據國際審計準則進行審核。該等準則要求我們遵守道德規範，並規劃及執行審核，以合理保證此等財務報表是否不存有任何重大錯誤陳述。



## Independent Auditors' Report 獨立核數師報告

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

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

### OPINION

In our opinion, the financial statements give a true and fair view of the state of affairs of the Company as at 31 December 2011, and of the Company's loss and cash flows for the year then ended in accordance with International Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

#### Ernst & Young

*Certified Public Accountants*  
22nd Floor  
CITIC Tower  
1 Tim Mei Avenue, Central  
Hong Kong

9 March 2012

審核涉及執程序以獲取有關財務報表所載金額及披露資料的審核憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致財務報表存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製真實而公平的財務報表相關的內部控制，以設計適當的審核程序，但目的並非對公司內部控制的有效性發表意見。審核亦包括評價董事所採用會計政策的合適性及作出會計估計的合理性，以及評價財務報表的整體呈列方式。

我們相信，我們所獲得的審核憑證能充足和適當地為我們的審核意見提供基礎。

### 意見

我們認為，該等財務報表已根據國際財務報告準則真實而公平地反映 貴公司於2011年12月31日的財務狀況及 貴公司截至該年度止的虧損及現金流量，並已按照香港公司條例的披露規定妥為編製。

#### 安永會計師事務所

執業會計師  
香港  
中環添美道1號  
中信大廈22樓

2012年3月9日

# Statement of Comprehensive Income

## 全面收益表

Year ended 31 December 2011 截至2011年12月31日止年度

		Notes 附註	Year ended 31 December 2011 截至2011年 12月31日 止年度 HK\$ 港元	Period from 1 February 2010 (date of incorporation) to 31 December 2010 2010年2月1日 (註冊成立日期) 至2010年 12月31日止期間 HK\$ 港元
REVENUE	收入	5	<b>7,824</b>	–
Net change in fair value of financial assets and liabilities at fair value through profit or loss	按公平值透過損益列賬之金融資產與負債之公平值變動淨值	6	<b>(39,482,879)</b>	–
Other operating expenses	其他經營支出		<b>(9,623,379)</b>	(555,377)
LOSS BEFORE TAX	除稅前虧損	7	<b>(49,098,434)</b>	(555,377)
Income tax expenses	所得稅開支	11	–	–
LOSS AND TOTAL COMPREHENSIVE LOSS FOR THE YEAR/PERIOD ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通權益持有人應佔年內／期內虧損及全面虧損總值		<b>(49,098,434)</b>	(555,377)
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通權益持有人應佔每股虧損	12		
– Basic	– 基本		<b>(0.16)</b>	(555,377)
– Diluted	– 攤薄		<b>(0.16)</b>	N/A



## Statement of Financial Position 財務狀況表

31 December 2011 2011年12月31日

		Notes 附註	2011 2011年 HK\$ 港元	2010 2010年 HK\$ 港元
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Prepayments and other receivables	預付款項及其他應收款項	13	<b>582,448</b>	–
Prepaid listing expenses	預付上市開支	14	–	24,057,317
Financial assets at fair value through profit or loss	按公平值透過損益列賬之 金融資產	15	<b>26,850,106</b>	–
Cash and cash equivalents	現金及現金等值	16	<b>211,661,841</b>	–
			<hr/>	<hr/>
Total current assets	流動資產總值		<b>239,094,395</b>	24,057,317
			<hr/>	<hr/>
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Other payables and accruals	其他應付款項及應計費用	17	<b>322,929</b>	19,372,317
Amount due to a related company	應付關連公司款項	18	<b>392,501</b>	5,240,377
			<hr/>	<hr/>
Total current liabilities	流動負債總值		<b>715,430</b>	24,612,694
			<hr/>	<hr/>
Net assets/(liabilities)	淨資產/(負債)		<b>238,378,965</b>	(555,377)
			<hr/>	<hr/>
<b>EQUITY</b>	<b>權益</b>			
Issued capital	已發行股本	19	<b>30,300,000</b>	– <sup>#</sup>
Reserves	儲備		<b>208,078,965</b>	(555,377)
			<hr/>	<hr/>
Total equity	權益總值		<b>238,378,965</b>	(555,377)
			<hr/>	<hr/>
NET ASSET/(LIABILITY) VALUE PER SHARE	每股資產/(負債)淨值	20	<b>0.79</b>	(555,377)
			<hr/>	<hr/>

<sup>#</sup> Less than HK\$1

<sup>#</sup> 少於1港元

Director  
董事

Director  
董事

# Statement of Changes in Equity

## 權益變動表

Year ended 31 December 2011 截至2011年12月31日止年度

			Issued capital 已發行股本	Share premium 股份溢價	Accumulated losses 累計虧損	Total 總計
	Note 附註	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
At 1 January 2011	於2011年1月1日	-	-	(555,377)	(555,377)	
Issue of shares by placing	透過配售發行股份	19	30,300,000	281,790,000	-	312,090,000
Share placement expenses	股份配售開支	19	-	(24,057,224)	-	(24,057,224)
Total comprehensive loss for the year	年內全面虧損總值		-	-	(49,098,434)	(49,098,434)
At 31 December 2011	於2011年12月31日		30,300,000	257,732,776*	(49,653,811)*	238,378,965
At 1 February 2010 (date of incorporation)	於2010年2月1日(註冊成立日期)		-	-	-	-
Issue of shares	發行股份	19	#	-	-	-
Total comprehensive loss for the period	期內全面虧損總值		-	-	(555,377)	(555,377)
At 31 December 2010	於2010年12月31日		-	-*	(555,377)*	(555,377)

# Less than HK\$1

\* These reserve accounts comprise the reserves of HK\$208,078,965 (2010: debit balance of HK\$555,377) in the statement of financial position.

# 少於1港元

\* 該等儲備賬目包括財務狀況表內的儲備208,078,965港元(2010年：借方結餘555,377港元)。





## Statement of Cash Flows 現金流量表

Year ended 31 December 2011 截至2011年12月31日止年度

	Notes 附註	Year ended 31 December 2011 截至2011年 12月31日 止年度 HK\$ 港元	Period from 1 February 2010 (date of incorporation) to 31 December 2010 2010年2月1日 (註冊成立日期) 至2010年 12月31日止期間 HK\$ 港元
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營活動所得之現金流量</b>		
Loss before tax	除稅前虧損	(49,098,434)	(555,377)
Adjustments for:	就以下項目調整：		
Interest income	利息收入	5 (7,824)	-
Payments for purchase of financial assets at fair value through profit or loss and settlement of financial liabilities at fair value through profit or loss	購買按公平值透過損益列賬 之金融資產及結算按公平值 透過損益列賬之金融負債付款	(107,517,581)	-
Proceeds from sale of financial assets and financial liabilities at fair value through profit or loss	出售按公平值透過損益列賬之 金融資產及金融負債所得款項	41,259,767	-
Net realised loss on financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產的 變現虧損淨值	6 778,960	-
Net unrealised loss on financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產的 未變現虧損淨值	6 40,862,135	-
Net realised gain on financial liabilities at fair value through profit or loss	按公平值透過損益列賬之金融負債的 變現收益淨值	6 (2,233,387)	-
		(75,956,364)	(555,377)
Increase in prepayments and other receivables	預付款項及其他應收款項增加	(581,864)	-
Decrease/(increase) in prepaid listing expenses	預付上市開支減少/(增加)	24,057,317	(24,057,317)
(Decrease)/increase in other payables and accruals	其他應付款項及應計費用(減少)/增加	(19,049,388)	19,372,317
(Decrease)/increase in an amount due to a related company	應付關連公司款項(減少)/增加	(4,847,876)	5,240,377
Cash used in operations	經營活動所用現金	(76,378,175)	-
Interest received	已收利息	7,240	-
Net cash flows used in operating activities	經營活動所用之現金流量淨值	(76,370,935)	-
<b>CASH FLOWS FROM A FINANCING ACTIVITY</b>	<b>融資活動所得之現金流量</b>		
Proceeds from issue of shares and net cash flows from a financing activity	股份發行所得款項及融資活動提供之 現金流量淨值	19 288,032,776	-#
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值增加淨值</b>	<b>211,661,841</b>	<b>-</b>
Cash and cash equivalents at beginning of year/period	年/期初現金及現金等值	-	-
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR/PERIOD</b>	<b>年/期末現金及現金等值</b>	<b>211,661,841</b>	<b>-</b>
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值結餘分析</b>		
Cash at bank	銀行現金	16 3,664,389	-
Short-term time deposit with maturity of less than three months	到期時間少於三個月之短期定期存款	16 207,997,452	-
		<b>211,661,841</b>	<b>-</b>

# Less than HK\$1

# 少於1港元

### 1. CORPORATION INFORMATION

China New Economy Fund Limited (the “Company”) was incorporated in the Cayman Islands on 1 February 2010 under the Companies Law of the Cayman Islands as an exempted company with limited liability. The Company was established for the purpose of acting as a closed-end investment company.

The Company’s registered office is P.O. Box 309, Uglad House, South Church Street, George Town, Grand Cayman KY1-1104, Cayman Islands. The principal place of business of the Company is at 17th Floor, Chuang’s Tower, 30-32 Connaught Road Central, Central, Hong Kong.

The principal investment objective of the Company is to achieve long-term capital appreciation through investing globally in both private and public enterprises that have demonstrated the ability to manufacture a product or deliver a service that is supported by the economies of Mainland China, Hong Kong, Macau and Taiwan.

The Company’s investment activities are managed by CITIC Securities International Investment Management (HK) Limited (the “Investment Manager”).

The shares of the Company were listed by way of private placing (the “Placing”) on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 6 January 2011.

#### 2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”) issued by the International Accounting Standards Board (“IASB”) and the disclosure requirements of Appendix 16 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong. They have been prepared under the historical cost convention, except for the financial assets and liabilities at fair value through profit or loss which have been measured at fair values. These financial statements are presented in Hong Kong dollars (“HK\$”) except when otherwise indicated.

### 1. 公司資料

中國新經濟投資有限公司(「本公司」)根據開曼群島公司法於2010年2月1日在開曼群島註冊成立為一間獲豁免有限責任公司。本公司乃建立為封閉式投資公司。

本公司註冊辦事處為 P.O. Box 309, Uglad House, South Church Street, George Town, Grand Cayman KY1-1104, Cayman Islands。本公司主要營業地點為香港中環干諾道中30-32號莊士大廈17樓。

本公司主要投資目標為透過投資全球具能力生產及提供獲中國內地、香港、澳門及台灣經濟支持之產品或服務之私人及公眾企業，以取得長期資本增值。

本公司的投資活動由中信証券國際投資管理(香港)有限公司(「投資管理人」)管理。

於2011年1月6日，本公司股份透過私人配售(「配售」)方式於香港聯合交易所有限公司(「聯交所」)主板上市。

#### 2.1 編製基準

此等財務報表乃根據國際會計準則委員會(「國際會計準則委員會」)頒佈之國際財務報告準則(「國際財務報告準則」)以及香港聯交所證券上市規則附錄16披露規定而編製。除按公平值透過損益列賬之金融資產與負債已以公平值計量外，財務報告乃根據歷史成本法編製。除另有指明外，此等財務報表以港元(「港元」)呈列。



## Notes to Financial Statements 財務報表附註

31 December 2011 2011年12月31日

### 2.2 IMPACT OF REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

The accounting policies adopted are consistent with those of the previous financial year, except for the following amended IFRSs, effective as of 1 January 2011:

IAS 24	<i>Related Party Disclosures (amendment)</i> effective 1 January 2011
IAS 32	<i>Financial Instruments: Presentation (amendment)</i> effective 1 February 2010
Improvements to IFRSs (May 2010) effective either 1 July 2010 or 1 January 2011	Amendments to a number of IFRSs issued in May 2010

The adoption of the standards is described below:

#### IAS 24 *Related Party Transactions (Amendment)*

The IASB issued an amendment to IAS 24 that clarifies the definitions of a related party. The new definitions emphasise a symmetrical view of related party relationships and clarifies the circumstances in which persons and key management personnel affect related party relationships of an entity. In addition, the amendment introduces an exemption from the general related party disclosure requirements for transactions with government and entities that are controlled, jointly controlled or significantly influenced by the same government as the reporting entity. The adoption of the amendment did not have any impact on the financial position or performance of the Company.

#### IAS 32 *Financial Instruments: Presentation (Amendment)*

The IASB issued an amendment that alters the definition of a financial liability in IAS 32 to enable entities to classify rights issues and certain options or warrants as equity instruments. The amendment is applicable if the rights are given pro rata to all of the existing owners of the same class of an entity's non-derivative equity instruments, to acquire a fixed number of the entity's own equity instruments for a fixed amount in any currency. The amendment has had no effect on the financial position or performance of the Company because the Company does not have these types of instruments.

### 2.2 經修訂國際財務報告準則之影響

所採納之會計政策與於過往財政年度所採納者一致，惟以下於2011年1月1日生效之經修訂國際財務報告準則除外：

國際會計準則第24號	<i>關聯方披露(修訂本)</i> ，於2011年1月1日生效
國際會計準則第32號	<i>金融工具：呈列(修訂本)</i> ，於2010年2月1日生效
國際財務報告準則之改進(2010年5月)，於2010年7月1日或2011年1月1日生效	於2010年5月發佈之一系列國際財務報告準則之修訂

所採納之準則闡述如下：

#### 國際會計準則第24號*關聯方交易(修訂本)*

國際會計準則委員會對國際會計準則第24號發佈一項修訂，明確關聯方的定義。新定義強調關聯方關係的對稱性，並闡明人員及主要管理人員對同一實體之關聯方關係構成影響的情況。此外，修訂本亦引入報告實體與政府及受同一政府控制、共同控制或重大影響的實體進行交易的一般關聯方披露規定的豁免。採納該修訂本不會對本公司的財務狀況或表現構成任何影響。

#### 國際會計準則第32號*金融工具：呈列(修訂本)*

國際會計準則委員會發佈一項修訂，更改國際會計準則第32號對金融負債所定的定義，以使實體能將供股及若干購股權或認股權證分類為權益工具。倘權利按比例授予現時於實體的非衍生權益工具中所有同一類別擁有人，以收購實體本身固定數目的權益工具，不論行使價以何種貨幣列值，則該修訂會適用。因本公司並無該等類別的工具，該修訂對本公司的財務狀況或表現並無任何影響。

## 2.2 IMPACT OF REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

### Improvements to IFRSs

In May 2010, the IASB issued its third omnibus of amendments to its standards, primarily with a view to removing inconsistencies and clarifying wording. There are separate transitional provisions for each standard. The adoption of the following amendments resulted in changes to accounting policies, but no impact on the financial position or performance of the Company.

- IFRS 7 *Financial Instruments-Disclosures*: The amendment was intended to simplify the disclosures provided by reducing the volume of disclosures around collateral held and improving disclosures by requiring qualitative information to put the quantitative information in context.

## 2.3 STANDARDS ISSUED BUT NOT YET EFFECTIVE

Standards issued but not yet effective up to the date of issuance of the Company's financial statements are listed below. These standards are those that the Company reasonably expects to have an impact on disclosures, financial position or performance when applied at a future date. The Company intends to adopt these standards when they become effective.

### IAS 1 *Financial Statement Presentation – Presentation of Items of Other Comprehensive Income*

The amendments to IAS 1 change the grouping of items presented in other comprehensive income. Items that could be reclassified (or 'recycled') to profit or loss at a future point in time (for example, upon derecognition or settlement) would be presented separately from items that will never be reclassified. The amendments affect presentation only and have therefore no impact on the Company's financial position or performance. The amendments become effective for annual periods beginning on or after 1 July 2012.

## 2.2 經修訂國際財務報告準則之影響 (續)

### 國際財務報告準則的改進

於2010年5月，國際會計準則委員會頒佈了第三批準則修訂匯編，旨在除去不一致的情況及澄清措辭。各項準則均有其獨立的過渡性規定。採納下列各項修訂將導致會計政策的改變，但不會對本公司之財務狀況或表現造成任何影響。

- 國際財務報告準則第7號*金融工具－披露*：該修訂擬通過減少有關所持抵押品的披露量以簡化披露及通過要求在定性資料內文中加入定量資料以改進披露。

## 2.3 已頒佈但尚未生效的準則

已頒佈但截至本公司財務報表刊發之日尚未生效之準則列示如下。所呈列之已頒佈準則為本公司合理預期將於未來日期應用時對披露、財務狀況或表現產生影響。本公司擬於其生效時採納該等準則。

### 國際會計準則第1號*財務報表呈列－呈列其他全面收益項目*

國際會計準則第1號的修訂更改其他全面收益內呈列的項目組合。可於日後時間(例如取消確認或結算時)重新分類(或循環)至損益的項目，將與從不重新分類的項目分開呈列。該修訂僅影響呈列，因此對本公司之財務狀況或表現並無影響。該修訂於2012年7月1日或之後開始的年度期間生效。



## Notes to Financial Statements 財務報表附註

31 December 2011 2011年12月31日

### 2.3 STANDARDS ISSUED BUT NOT YET EFFECTIVE (Continued)

#### *IFRS 7 Financial Instruments: Disclosures – Enhanced Derecognition Disclosure Requirements*

The amendment requires additional disclosure about financial assets that have been transferred but not derecognised to enable the user of the Company's financial statements to understand the relationship with those assets that have not been derecognised and their associated liabilities. In addition, the amendment requires disclosures about continuing involvement in derecognised assets to enable the user to evaluate the nature of, and risks associated with, the entity's continuing involvement in those derecognised assets. The amendment becomes effective for annual periods beginning on or after 1 July 2011. The amendment affects disclosure only and has no impact on the Company's financial position or performance.

#### *IFRS 9 Financial Instruments: Classification and Measurement*

IFRS 9 as issued reflects the first phase of the IASB's work on the replacement of IAS 39 and applies to classification and measurement of financial assets and financial liabilities as defined in IAS 39. The standard is effective for annual periods beginning on or after 1 January 2015. In subsequent phases, the IASB will address hedge accounting and impairment of financial assets. The completion of this project is expected over the course of 2011 or the first half of 2012. The adoption of the first phase of IFRS 9 will have an effect on the classification and measurement of the Company's financial assets, but will potentially have no impact on classification and measurement of financial liabilities. The Company will quantify the effect in conjunction with the other phases, when issued, to present a comprehensive picture.

#### *IFRS 13 Fair Value Measurement*

IFRS 13 establishes a single source of guidance under IFRS for all fair value measurements. IFRS 13 does not change when an entity is required to use fair value, but rather provides guidance on how to measure fair value under IFRS when fair value is required or permitted. The Company is currently assessing the impact that this standard will have on the financial position and performance. This standard becomes effective for annual periods beginning on or after 1 January 2013.

### 2.3 已頒佈但尚未生效的準則(續)

#### 國際財務報告準則第7號金融工具：披露－加強取消確認披露規定

該修訂要求額外披露有關已轉讓但未取消確認之金融資產，以使本公司財務報表之使用者理解該等未取消確認之資產及與其相關之負債之間的聯繫。此外，該修訂要求披露有關持續參與取消確認資產，以使使用者能評估於該等取消確認資產中持續參與之實體之性質及其有關風險。該修訂於2011年7月1日或之後開始的年度期間生效。該修訂僅影響披露，且並無對本公司之財務狀況或表現產生影響。

#### 國際財務報告準則第9號金融工具：分類和計量

所發佈的國際財務報告準則第9號反映了國際會計準則委員會第一階段關於替代國際會計準則第39號的工作，並適用於國際會計準則第39號中定義的金融資產及金融負債的分類和計量。此準則在2015年1月1日或之後開始之年度期間生效。在後續階段，國際會計準則委員會將處理對沖會計及金融資產減值等問題。該工作預計將在2011年年間或2012年上半年完成。採用國際財務報告準則第9號第一階段將影響到本公司金融資產的分類和計量，但不會對金融負債的分類和計量產生潛在影響。本公司將量化該階段的影響，連同其他將發佈的各階段的影響以提供全面的披露。

#### 國際財務報告準則第13號公平值計量

國際財務報告準則第13號根據國際財務報告準則為所有公平值計量建立了單項指引。倘一實體被要求使用公平值，則國際財務報告準則第13號並無變更，但有提供一項指引，指導要求或許可使用公平值時如何計量公平值。本公司現時正評估該準則將對財務狀況及表現所產生的影響。該準則於2013年1月1日或之後開始的年度期間生效。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Financial instruments

#### (a) Classification

The Company classifies its financial assets and financial liabilities into the following categories in accordance with IAS 39.

(i) *Financial assets and liabilities at fair value through profit or loss*

The category of financial assets and liabilities at fair value through profit or loss is sub-divided into:

*Financial assets and liabilities held for trading:*

Financial assets are classified as held for trading if they are acquired for the purpose of selling and/or repurchasing in the near term. This category includes equity securities. These assets are acquired principally for the purpose of generating a profit from short-term fluctuation in price. Financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term. All derivatives and liabilities from short sales of financial instruments are classified as held for trading. The Company's policy is not to apply hedge accounting.

*Financial instruments designated at fair value through profit or loss upon initial recognition:*

Financial assets and financial liabilities classified in this category are those that have been designated by management on initial recognition. Management may only designate an instrument at fair value through profit or loss upon initial recognition when the following criteria are met, and designation is determined on an instrument by instrument basis:

- The designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or liabilities or recognising gains or losses on them on a different basis.

## 2.4 主要會計政策概要

### 金融工具

#### (a) 分類

本公司根據國際會計準則第39號將其金融資產與金融負債分類為下列幾類。

(i) *按公平值透過損益列賬之金融資產與負債*

按公平值透過損益列賬之金融資產與負債再分為：

*持作買賣金融資產及負債：*

倘若購入金融資產旨在於近期出售及／或回購，則金融資產被分類為持作買賣。該類別包括權益證券。購入此等資產主要旨在從價格短期波動中獲利。倘若購入金融資產旨在於近期出售，則金融資產被分類為持作買賣。所有衍生工具及賣空金融工具而產生的負債均被分類為持作買賣。本公司政策不適用於對沖會計。

*初次確認時已被指定為按公平值透過損益列賬之金融工具：*

分類為該類別的金融資產及金融負債為由管理層於初始確認時所指定者。倘符合以下條件，管理層或會僅於初始確認後指定為按公平值計入損益，且指定乃按逐項工具基準釐定：

- 該分類消除或大幅減少按不同基準計量資產或負債或確認其盈虧所導致的不一致入賬方法。



## Notes to Financial Statements 財務報表附註

31 December 2011 2011年12月31日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### (a) Classification (Continued)

(i) *Financial assets and liabilities at fair value through profit or loss (Continued)*

- The assets and liabilities are part of a group of financial assets, financial liabilities or both which are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management or investment strategy.
- The financial instrument contains one or more embedded derivatives which significantly modify the cash flows that otherwise would be required by the contract.

(ii) *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. The Company includes in this category amounts relating to short-term receivables.

(iii) *Other financial liabilities*

This category includes all financial liabilities, other than those classified as held for trading. The Company includes in this category amounts relating to other payables and accruals and the amount due to a related company.

##### (b) Recognition

The Company recognises a financial asset or a financial liability when, and only when, it becomes a party to the contractual provisions of the instrument.

### 2.4 主要會計政策概要(續)

#### 金融工具(續)

##### (a) 分類(續)

(i) *按公平值透過損益列賬之金融資產與負債(續)*

- 該資產及負債為根據明文規定的風險管理或投資策略按公平值基準管理及評估表現的一組金融資產、金融負債或兩者的一部分。
- 金融工具包括一個或多個嵌入式衍生工具，當中大幅修訂合約要求之現金流。

(ii) *貸款及應收賬款*

貸款及應收賬款均為設有固定或可確定付款金額的非衍生工具金融資產而在交投活躍的市場中並無報價。本公司計入此類別之金額乃有關短期應收款項。

(iii) *其他金融負債*

該類別包括被分類為持作交易的金融負債以外的所有金融負債。本公司該類別包括與其他應付款項及應計費用的相關金額以及應付關連公司款項。

##### (b) 確認

金融資產或金融負債僅於本公司成為工具合約條文之訂約方後，方可確認。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Financial instruments (Continued)

#### (b) Recognition (Continued)

Purchases or sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

#### (c) Initial measurement

Financial assets and financial liabilities at fair value through profit or loss are recorded in the statement of financial position at fair value. All transaction costs for such instruments are recognised directly in profit or loss.

Loans and receivables and financial liabilities (other than those classified as held for trading) are measured initially at their fair value plus any directly attributable incremental costs of acquisition or issue.

#### (d) Subsequent measurement

After initial measurement, the Company measures financial instruments which are classified as at fair value through profit or loss at fair value. Subsequent changes in the fair value of those financial instruments are recorded in 'Net change in fair value of financial assets and liabilities at fair value through profit or loss'. Interest earned and dividend revenue elements of such instruments are recorded separately in 'Interest income' and 'Dividend income' respectively.

Loans and receivables are carried at amortised cost using the effective interest method less any allowance for impairment. Gains and losses are recognised in profit or loss when the loans and receivables are derecognised or impaired, as well as through the amortisation process.

## 2.4 主要會計政策概要(續)

### 金融工具(續)

#### (b) 確認(續)

定期買賣乃指須在市場(定期雙向貿易)規定或慣例普遍確立的期間內交付資產的金融資產買賣，所有定期買賣之金融資產於交易日(即本公司承諾買賣該資產之日)確認。

#### (c) 初始計量

按公平值透過損益列賬之金融資產與負債按公平值計入財務狀況表。該等工具的所有交易費用直接於損益中確認。

貸款及應收賬款以及金融負債(被分類為持作買賣者除外)按公平值另加任何直接應佔新增收購或發行成本進行初始計量。

#### (d) 其後計量

初始計量後，本公司以公平值計量按公平值透過損益列賬之金融工具。該等金融工具公平值的其後變動於「按公平值透過損益列賬之金融資產與負債之公平值變動淨值」中入賬。該等工具所賺取的利息及股息收入部分分別入賬為「利息收入」及「股息收入」。

貸款及應收賬款乃按實際利率方法計算攤銷成本並減除任何減值撥備入賬。有關收益及虧損於貸款及應收賬款終止確認或減值時及透過攤銷過程在損益中確認。





## Notes to Financial Statements 財務報表附註

31 December 2011 2011年12月31日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### (d) Subsequent measurement (Continued)

Financial liabilities, other than those classified as at fair value through profit or loss, are measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, as well as through the amortisation process.

The effective interest method is a method of calculating the amortised cost of a financial asset or a financial liability and of allocating the interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial asset or financial liability. When calculating the effective interest rate, the Company estimates cash flows considering all contractual terms of the financial instruments, but does not consider future credit losses. The calculation includes all fees paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums or discounts.

##### (e) Derecognition

A financial asset is derecognised where:

- The rights to receive cash flows from the asset have expired; or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and

### 2.4 主要會計政策概要(續)

#### 金融工具(續)

##### (d) 其後計量(續)

按公平值透過損益列賬之金融負債以外的金融負債採用實際利率法按攤銷成本計量。有關收益及虧損於負債終止確認時及透過攤銷過程在損益中確認。

實際利息法乃計算金融資產或金融負債的攤銷成本及按有關期間攤分利息收入或利息開支的方法。實際利率乃按金融工具預計年期或於適當時按較短期間精確折現估計日後現金支出或收入至金融資產或金融負債的賬面淨值的比率。計算實際利率時，本公司就估計現金流量而考慮到金融工具的一切合約條款，而不會計及未來信貸虧損。計算範圍包括為實際利率之整體一部份的合約各方所付或所收的一切費用、交易成本及其他所有溢價或折讓。

##### (e) 終止確認

在下列情況下，本公司將終止確認金融資產：

- 收取該項資產所得現金流量的權利已經屆滿；或
- 本公司已轉讓其收取來自該資產現金流量的權利，或已根據「轉遞」安排就承擔責任在並無重大延誤情況下向第三方全數支付已收取現金流量；及

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Financial instruments (Continued)

#### (e) Derecognition (Continued)

- Either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

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

The Company derecognises a financial liability when the obligation under the liability is discharged, cancelled or expires.

### Offsetting of financial instruments

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

### Determination of fair value

The fair value for financial instruments traded in active markets at the reporting date is based on their quoted price or binding dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs.

## 2.4 主要會計政策概要(續)

### 金融工具(續)

#### (e) 終止確認(續)

- 及(a)本公司已轉讓該資產大部分風險及回報，或(b)本公司並無轉讓或保留該資產之大部分風險及回報，惟已轉讓該資產之控制權。

倘本公司已轉讓其自資產收取現金流量之權利或已訂立轉遞安排，惟並無轉讓或保留資產的大部分風險及回報，亦無轉讓資產的控制權的情況下，則該資產按本公司繼續參與該資產之程度確認。於該情況下，本公司亦確認相關負債。已轉讓資產及相關負債乃按反映本公司保留的權利及義務的基準計量。

當負債的責任獲解除、註銷或屆滿時，本公司會終止確認金融負債。

### 抵銷金融工具

倘且僅倘目前存在一項可依法強制執行的權利，可抵銷已確認金額，且亦有意以淨值結算或同時變現資產及償付債務，則金融資產及負債均可予抵銷，並把淨金額列入財務狀況表內。

### 公平值的確定

在活躍市場買賣的金融工具，應當採用報價或交易商報價作為其在報告日的公平值(對於長頭頭寸採用現行出價，空頭頭寸採用現行要價)，且該價格均不扣除交易成本。



## Notes to Financial Statements 財務報表附註

31 December 2011 2011年12月31日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Impairment of financial assets

The Company assesses at each reporting date whether a financial asset or group of financial assets classified as loans and receivables is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is an objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (an incurred 'loss event') and that loss event has an impact on the estimated future cash flows of the financial assets or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the debtor is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that it will enter bankruptcy or other financial reorganisation and, where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults. If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future expected credit losses that have not yet been incurred) discounted using the asset's original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in profit or loss.

#### Interest income and expense

Interest income and expense are recognised in the statement of comprehensive income for all interest-bearing financial instruments using the effective interest method.

#### Dividend income and expense

Dividend income is recognised when the Company's right to receive the payment is established. Dividend income is presented net of any non-recoverable withholding taxes. Dividend expense relating to equity securities sold short is recognised when the shareholders' right to receive the payment is established.

### 2.4 主要會計政策概要(續)

#### 金融資產的減值

本公司於各報告日評估被分類為貸款及應收賬款的金融資產或一組金融資產有否出現任何減值。倘且僅倘於初步確認金融資產後發生一項或多項事件導致存在客觀減值跡象(一項已發生的「虧損事件」)，而該項虧損事件對該項或該組金融資產的估計未來現金流量所造成的影響乃能夠可靠地估計，則該項或該組金融資產會被視作減值。減值跡象可包括借款人正面臨重大財務困難、違約或未能償還利息或本金、彼等有可能破產或進行其他財務重組，以及有可觀察得到的數據顯示估計未來現金流量出現可計量之減少，例如欠款數目變動或出現與違約相關之經濟狀況。倘有客觀證據顯示已產生減值虧損，則以資產的賬面值與估計未來現金流量(不包括尚未產生的日後信貸虧損)之間之差額計量虧損金額。估計未來現金流量現值以該資產原實際利率折現。該資產之賬面值可透過使用備抵賬目來扣減，而其虧損在損益表中確認。

#### 利息收入及支出

所有付息金融工具按實際利率法在全面收益表中確認利息收入及支出。

#### 股息收入及開支

股息收入於本公司收取款項的權利確立時予以確認。股息收入呈列時已扣除不可取回的預扣稅。與賣空權益證券相關的股息開支於股東收取款項的權利確立時予以確認。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

## 2.4 主要會計政策概要(續)

### Related parties

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

- (a) the party is a person or a close member of that person's family and that person
- (i) has control or joint control over the Company;
  - (ii) has significant influence over the Company; or
  - (iii) is a member of the key management personnel of the Company or a parent of the Company;

or

- (b) the party is an entity where any of the following conditions applies:
- (i) the entity and the Company are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Company are joint ventures of the same third party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a); and
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

### 關連方

在下列情況下，任何人士將被視為與本公司有關連：

- (a) 有關方為一名人士或該人士之關係密切家庭成員，而該人士
- (i) 控制或共同控制本公司；
  - (ii) 對本公司有重大影響；或
  - (iii) 為本公司或本公司母公司的主要管理人員的其中一名成員；

或

- (b) 有關方為實體，且滿足以下任何條件：
- (i) 該實體與本公司屬同一集團的成員公司；
  - (ii) 該實體為其他實體的聯營公司或合營企業(或為該其他實體的母公司、附屬公司或同系附屬公司)；
  - (iii) 該實體及本公司均為同一第三方的合營企業；
  - (iv) 該實體為第三方實體的合營企業，而該其他實體為該第三方實體的聯營公司；
  - (v) 該實體為本公司或一家與本公司有關連的實體就僱員的福利而設的離職福利計劃；
  - (vi) 該實體受(a)所識別人士控制或受共同控制；及
  - (vii) 於(a)(i)所識別人士對實體有重大影響或屬該實體(或該實體母公司)主要管理人員的其中一名成員。



## Notes to Financial Statements 財務報表附註

31 December 2011 2011年12月31日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Share capital

The Company's ordinary shares are classified as equity as the Company has full discretion on repurchasing the shares and on dividend distributions.

Issuance and acquisition of ordinary shares are accounted for as equity transactions.

Upon issuance of shares, the consideration received is included in equity.

Transaction costs incurred by the Company in issuing or acquiring its own equity instruments are accounted for as a deduction from equity to the extent that they are incremental costs directly attributable to the equity transaction that otherwise would have been avoided.

Own equity instruments which are acquired are deducted from equity and accounted for at amounts equal to the consideration paid, including any directly attributable incremental costs.

No gain or loss is recognised in the statement of comprehensive income on the purchase, sale, issuance or cancellation of the Company's own equity instruments.

#### Dividend distributions

Dividend distributions are at the discretion of the Company. A dividend distribution to the Company's shareholders is accounted for as a deduction from retained earnings. A proposed dividend is recognised as a liability in the period in which it is approved by the annual general meeting of shareholders.

#### Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents comprise cash at bank, demand deposits and short-term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have short maturity of generally within three months when acquired.

### 2.4 主要會計政策概要(續)

#### 股本

由於本公司可全權酌情購回股份或進行股息分派，本公司的普通股被分類為權益。

發行及收購普通股按權益交易列賬。

發行股份後，收取的代價計入權益。

本公司於發行或收購本身權益工具時產生的交易費用按權益扣減列賬，並以本來可避免的權益交易直接應佔新增成本為限。

收購的本身權益工具可從權益中扣除，並按相等於已付代價(包括任何直接應佔新增成本)的金額列賬。

購入、出售、發行或註銷本公司本身權益工具概不會於全面收益表確認損益。

#### 股息分派

股息分派由本公司酌情決定。本公司股東的股息分派入賬方法乃於保留盈利中扣除。建議股息會於為股東週年大會股東批准之期間確認為負債。

#### 現金及現金等值

就現金流量表而言，現金及現金等值包括銀行現金、活期存款以及可隨時轉換為既定金額現金的短期、高流動性投資，所承受的價值變動風險較小，且可在一個較短的期限內(一般為3個月內)取得。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Cash and cash equivalents (Continued)

For the purposes of the statement of financial position, cash and cash equivalents comprise cash at bank, including term deposits, which are not restricted as to use.

### Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in profit or loss.

### Income tax

#### *Cayman Islands*

Under the current Cayman Islands law, there are no income tax, corporation tax, capital gains tax or any other kinds of tax on profits or gains or tax in the nature of estate duty or inheritance tax currently in effect.

#### *Hong Kong*

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

#### *PRC*

Investment income and capital gain may be subjected to withholding tax deducted at the source of the income. For the statement of cash flows, cash flows from investments are presented net of withholding taxes, when applicable.

## 2.4 主要會計政策概要(續)

### 現金及現金等值(續)

就財務狀況表而言，現金及現金等值由銀行現金構成，當中包括使用不受限制的定期存款。

### 撥備

當由於過往事件導致現時須承擔(法律或推定)責任，而未來可能須流失資源以履行責任，且能可靠估計責任的數額，則會確認撥備。

如折現影響重大，則所確認的撥備數額是預計履行責任所需的未來開支在報告期末的現值。隨時間過去而增加的已折現值，計入損益表的財務成本。

### 所得稅

#### *開曼群島*

根據現時開曼群島法律，並無任何所得稅、公司稅、資本增值稅或任何其他種類的溢利或收益稅或遺產或承繼稅現正生效。

#### *香港*

所得稅包括即期及遞延稅項。於損益以外確認的項目，其相關的所得稅於損益外，即於其他全面收益或直接於權益確認。

#### *中國*

投資收入及資本增值須繳納預扣稅，從收入來源扣減。就現金流量表而言，投資現金流按扣減預扣稅(倘適用)呈列。



## Notes to Financial Statements 財務報表附註

31 December 2011 2011年12月31日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Income tax (Continued)

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities.

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

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

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

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

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

### 2.4 主要會計政策概要(續)

#### 所得稅(續)

本期及過往期間的即期稅項資產及負債，乃按預期可自稅務機關收回或須支付予稅務機關的金額計量。

遞延稅項按負債法在報告期末的資產及負債的稅基與其財務申報賬面值之間的所有暫時性差額計提撥備。

遞延稅項負債就所有應課稅暫時性差額予以確認，但下列情況除外：

- 因業務合併以外的交易(交易當時並無因而影響會計溢利或應課稅溢利或虧損者)而初步確認商譽或資產或負債所產生的遞延稅項負債；及
- 就附屬公司、聯營公司及合營企業的投資相關的應課稅暫時性差額而言，如暫時性差額的逆轉時間可予控制，且暫時差額不大可能在可預見將來逆轉。

在可能取得應課稅溢利而可動用可扣稅暫時性差額，以及未動用稅項抵免及未動用稅項虧損結轉可動用時，就所有可扣稅暫時性差額、未動用稅項抵免及未動用稅項虧損結轉確認遞延稅項資產，但下列情況除外：

- 遞延稅項資產涉及因業務合併以外的交易(交易當時並無因而影響會計溢利或應課稅溢利或虧損者)而初步確認資產或負債所產生的可扣稅暫時性差額；及

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Income tax (Continued)

- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

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

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

### Functional and presentation currency

The Company's functional and presentation currency is the Hong Kong dollar, which is the currency of the primary economic environment in which it operates. The Company's performance is evaluated and its liquidity is managed in Hong Kong dollars. Therefore, the Hong Kong dollar is considered as the currency that most faithfully represents the economic effects of the underlying transactions, events and conditions.

## 2.4 主要會計政策概要(續)

### 所得稅(續)

- 就附屬公司、聯營公司及合營企業的投資相關的可扣稅暫時性差額而言，僅於暫時性差額可能在可預見將來逆轉及有可能取得應課稅溢利而可動用暫時性差額扣稅的情況下，才能確認遞延稅項資產。

在各報告期末會審核遞延稅項資產的賬面值，如不再可能取得足夠應課稅溢利以運用全部或部份遞延稅項資產扣稅，則會作出相應調減。尚未確認的遞延稅項資產，則會在各報告期末重新評估，並於有可能取得足夠應課稅溢利以收回全部或部份遞延稅項資產扣稅時確認。

遞延稅項資產及負債是根據預期在變現資產或清償負債期間適用的稅率計算，而該稅率(及稅法)乃基於報告期末正式實施或實質採用的稅率(及稅法)釐定。

當存在可依法強制執行的權利，可將即期遞延稅項資產抵銷即期遞延稅項負債，而遞延稅項涉及相同應課稅實體及相同稅務機關時，遞延稅項資產及遞延稅項負債方可互相抵銷。

### 功能及呈列貨幣

本公司的功能及呈列貨幣為港元，港元是本公司經營所在主要經濟環境的貨幣。本公司的表現以港元評估，而流動資金亦以港元管理。因此，港元被認為是決定最具代表相關交易、事件及條件之經濟效果之貨幣。





## Notes to Financial Statements 財務報表附註

31 December 2011 2011年12月31日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Foreign currency translations

Foreign currency transactions during the year are translated at the rate of exchange prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange ruling at the reporting date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. The gain or loss arising from retranslation of a non-monetary item is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation differences on item whose fair value gain or loss is recognised in other comprehensive income is also recognised in other comprehensive income).

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts recognised in the financial statements and disclosure of contingent liabilities. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in future periods.

#### Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

### 2.4 主要會計政策概要(續)

#### 外幣換算

年內的外幣交易按交易日的匯率換算。

以外幣計值的貨幣資產與負債按報告日適用的功能貨幣匯率重新換算。根據外幣歷史成本計算的非貨幣項目按首次交易日期的匯率換算。根據外幣公平值計算的非貨幣項目按釐定公平值當日的匯率換算。重新換算非貨幣項目而產生的收益或虧損，按確認該項目的公平值變動的收益或虧損一致的方法處理(即倘該項目的公平值收益或虧損已於其他全面收益內確認，則產生的換算差額亦於其他全面收益確認)。

### 3. 重大會計判斷、估計及假設

編製本公司的財務報表時，管理層須作出判斷、估計及假設，而該等判斷、估計及假設會影響已於財務報表呈報的金額及或然負債的披露。然而有關此等假設及估計的不確定性可能導致日後需要對受影響的資產或負債作出重大的賬面值調整。

#### 判斷

於應用本公司的會計政策過程中，管理層已作出以下對於財務報表確認的數額造成最主要影響之判斷：

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (Continued)

#### Judgements (Continued)

##### *Going concern*

The Company's management has made an assessment of the Company's ability to continue as a going concern and is satisfied that the Company has the resources to continue in business for the foreseeable future. Furthermore, management is not aware of any material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern. Therefore, the financial statements continue to be prepared on the going concern basis.

##### **Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. However, existing circumstances and assumptions about future developments may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

##### **Taxes**

Uncertainties exist with respect to the interpretation of complex tax regulations and changes in tax laws on foreign withholding tax. Given the wide range of international investments, differences arising between the actual investment income and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax expense already recorded. The Company establishes provisions, based on reasonable estimates, for possible consequences of audits by the tax authorities of the respective countries in which it invests. The amounts of such provisions are based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective investment's domicile.

### 3. 重大會計判斷、估計及假設(續)

#### 判斷(續)

##### *持續經營*

本公司管理層已對本公司持續經營能力作出評估，並認為本公司於可見未來有足夠資源繼續經營其業務。此外，管理層並不知悉任何重大不明朗因素可能對本公司持續經營能力產生重大疑惑。因此，財務報表繼續根據持續經營基準而編製。

##### **估計及假設**

下文討論的主要假設涉及於報告日期估計不確定因素的日後及其他主要來源，當中會存在重大風險極可能導致資產與負債賬面值於下一財政年度需要作出重大調整。當編製財務報表時，本公司根據可獲得的參數作出假設及估計。然而，現有情況及對未來發展的假設或會因本公司控制能力外產生的市場變動及情況而改變。有關變動會在發生時於假設內有所反映。

##### **稅項**

對複雜稅務法規的詮釋和有關外國預扣稅稅法的變動存在不確定性。鑒於廣泛的國際投資，實際的投資收入與所作假設，或該假設的未來變化之間產生的差異可能需要對已確認的稅務收入和費用作日後調整。本公司基於合理估計，對其各項投資所在國稅務機關審計的可能結果提取撥備。該撥備的金額基於各種因素，如前期稅務審計經驗，以及應課稅主體和相關稅務機關對稅務法規的不同詮釋。視各項投資所處當時情況，多種事項均可能造成該種詮釋的差異。



# Notes to Financial Statements

## 財務報表附註

31 December 2011 2011年12月31日

### 4. OPERATING SEGMENT INFORMATION

During the year ended 31 December 2011, all of the Company's investments are equity securities listed either on the Hong Kong Stock Exchange or the New York Stock Exchange. For management purposes, the Company is organised into one main operating segment, which invests mainly in equity securities. All of the Company's activities are interrelated, and each activity is dependent on the other. Accordingly, all significant operating decisions are based upon analysis of the Company as one segment. The financial results from this segment are equivalent to the financial statements as a whole.

The Company had not commenced operations during the period from 1 February 2010 (date of incorporation) to 31 December 2010 and no segment analysis by investment type and geographical location was provided.

### 5. REVENUE

An analysis of revenue is as follows:

### 4. 經營分部資料

截至2011年12月31日止年度，所有本公司的投資均為於香港聯交所或紐約證券交易所上市的權益證券。為管理目的，本公司組織為一個主要經營分部，主要投資於權益證券。本公司的所有活動均相互聯繫，每項活動均依賴於其他活動。因此，所有重大經營決策均基於本公司作為一個分部的分析。該分部的財務業績與作為整體的財務報表對等。

本公司於自2010年2月1日（註冊成立日期）至2010年12月31日止期間並未開始經營，故並未就投資類別及地理區域分部提供分析。

### 5. 收入

收入分析如下：

	<b>Year ended 31 December 2011</b>	Period from 1 February 2010 (date of incorporation) to 31 December 2010 2010年2月1日 (註冊成立日期) 至2010年 12月31日 止期間
	<b>HK\$ 港元</b>	HK\$ 港元
Bank interest income	<b>7,824</b>	-
銀行利息收入		

# Notes to Financial Statements

## 財務報表附註

31 December 2011 2011年12月31日

### 6. NET CHANGE IN FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

### 6. 按公平值透過損益列賬之金融資產與負債之公平值變動淨值

		<b>Year ended 31 December 2011</b>	Period from 1 February 2010 (date of incorporation) to 31 December 2010 2010年2月1日 (註冊成立日期) 至2010年 12月31日 止期間
		<b>HK\$</b> 港元	HK\$ 港元
Net realised loss on financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產變現虧損淨值	<b>(778,960)</b>	-
Net unrealised loss on financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產未變現虧損淨值	<b>(40,862,135)</b>	-
Net realised gain on financial liabilities at fair value through profit or loss	按公平值透過損益列賬之金融負債變現收益淨值	<b>2,233,387</b>	-
Net exchange losses	外匯虧損淨值	<b>(75,171)</b>	-
		<b>(39,482,879)</b>	-



# Notes to Financial Statements

## 財務報表附註

31 December 2011 2011年12月31日

### 7. LOSS FOR THE YEAR/PERIOD

The Company's loss for the year/period is arrived at after charging:

### 7. 年內／期內虧損

本公司之年內／期內虧損經扣除以下各項後達致：

		<b>Year ended 31 December 2011</b>	Period from 1 February 2010 (date of incorporation) to 31 December 2010 2010年2月1日 (註冊成立日期) 至2010年 12月31日 止期間 HK\$ 港元
Investment management fee (note 10)	投資管理費(附註10)	<b>5,219,572</b>	–
Net exchange losses	外匯虧損淨值	<b>75,171</b>	–
Auditors' remuneration	核數師酬金	<b>277,000</b>	60,000
Legal and professional fees	法律及專業人士費用	<b>830,674</b>	466,877

# Notes to Financial Statements

## 財務報表附註

31 December 2011 2011年12月31日

### 8. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Listing Rules and Section 161 of the Hong Kong Companies Ordinance, is as follows:

		Year ended 31 December 2011	Period from 1 February 2010 (date of incorporation) to 31 December 2010 2010年2月1日 (註冊成立日期) 至2010年 12月31日 止期間 HK\$ 港元
Fees	袍金	467,092	-
Other emoluments	其他酬金	-	-
		<b>467,092</b>	<b>-</b>

#### (a) Independent non-executive directors

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

		Year ended 31 December 2011	Period from 1 February 2010 (date of incorporation) to 31 December 2010 2010年2月1日 (註冊成立日期) 至2010年 12月31日 止期間 HK\$ 港元
Mr. Siu Kam Chau	蕭錦秋先生	116,773	-
Professor Xu Yangsheng	徐揚生教授	116,773	-
Mr. Doyle Ainsworth Dally	Doyle Ainsworth Dally 先生	116,773	-
		<b>350,319</b>	<b>-</b>

### 8. 董事酬金

根據上市規則及香港公司條例第161條予以披露之本年度董事酬金如下：

		Year ended 31 December 2011	Period from 1 February 2010 (date of incorporation) to 31 December 2010 2010年2月1日 (註冊成立日期) 至2010年 12月31日 止期間 HK\$ 港元
Fees	袍金	467,092	-
Other emoluments	其他酬金	-	-
		<b>467,092</b>	<b>-</b>

#### (a) 獨立非執行董事

年內/期內支付予獨立非執行董事的袍金如下：

		Year ended 31 December 2011	Period from 1 February 2010 (date of incorporation) to 31 December 2010 2010年2月1日 (註冊成立日期) 至2010年 12月31日 止期間 HK\$ 港元
Mr. Siu Kam Chau	蕭錦秋先生	116,773	-
Professor Xu Yangsheng	徐揚生教授	116,773	-
Mr. Doyle Ainsworth Dally	Doyle Ainsworth Dally 先生	116,773	-
		<b>350,319</b>	<b>-</b>



# Notes to Financial Statements

## 財務報表附註

31 December 2011 2011年12月31日

### 8. DIRECTORS' REMUNERATION (Continued)

#### (b) Executive directors

The fees paid to executive directors during the year/period were as follows:

Director	Year ended 31 December 2011	Period from 1 February 2010 (date of incorporation) to 31 December 2010
	截至2011年12月31日止年度	2010年2月1日(註冊成立日期)至2010年12月31日止期間
	HK\$	HK\$
	港元	港元
Mr. Craig Blaser Lindsay		
Mr. Wang Junyan		
Mr. Gu Xu		
Craig Blaser Lindsay 先生	-	-
王俊彥先生	-	-
顧旭先生	116,773	-
	<b>116,773</b>	-

### 8. 董事酬金 (續)

#### (b) 執行董事

年內/期內支付予執行董事的袍金如下：

Director	Year ended 31 December 2011	Period from 1 February 2010 (date of incorporation) to 31 December 2010
	截至2011年12月31日止年度	2010年2月1日(註冊成立日期)至2010年12月31日止期間
	HK\$	HK\$
	港元	港元
Mr. Craig Blaser Lindsay		
Mr. Wang Junyan		
Mr. Gu Xu		
Craig Blaser Lindsay 先生	-	-
王俊彥先生	-	-
顧旭先生	116,773	-
	<b>116,773</b>	-

### 9. PERSONNEL

The Company did not employ any personnel during the year (2010: Nil).

### 10. FEES

#### Administration fee

HSBC Trustee (Cayman) Limited (the "Administrator") is entitled to receive an administration fee which is calculated at each valuation day at the following rates:

First HK\$800 million of net asset value	0.140% per annum
Next HK\$1,200 million of net asset value	0.125% per annum
On the remainder of net asset value	0.110% per annum

### 9. 人員

本公司於年內並無僱用任何人員(2010年:無)。

### 10. 費用

#### 行政管理費

HSBC Trustee (Cayman) Limited (「行政管理人」) 有權收取於各估值日按下列費率計算的行政管理費：

資產淨值的首個8億港元	每年0.140%
資產淨值的下個12億港元	每年0.125%
資產淨值的餘下部分	每年0.110%

## 10. FEES (Continued)

### Administration fee (Continued)

The administration fee is subject to a monthly minimum fee of HK\$73,000 (reduced by 50% in the first six months after listing) and is payable monthly in arrears. The administration fee for the year was HK\$651,113 (2010: Nil). As at 31 December 2011, an administration fee of HK\$73,000 was payable to the Administrator (2010: Nil).

### Valuation fee

The Administrator is also entitled to a fee of HK\$8,000 per additional valuation. This is payable on a monthly basis for a calculation of the Company's net asset value on an ad-hoc basis. No valuation fee was charged for the year (2010: Nil). As at 31 December 2011, no valuation fee was payable to the Administrator (2010: Nil).

### Custodian fee

HSBC Institutional Trust Services (Asia) Limited (the "Custodian") is entitled to receive a custodian fee which is calculated at each valuation day at the following rates:

First HK\$800 million of net asset value	0.040% per annum
Next HK\$1,200 million of net asset value	0.035% per annum
On the remainder of net asset value	0.030% per annum

The custodian fee is subject to a monthly minimum fee of HK\$15,000 (reduced by 50% in the first six months after listing) and is payable monthly in arrears.

The custodian fee for the year was HK\$144,448 (2010: Nil). As at 31 December 2011, a custodian fee of HK\$15,000 was payable to the Custodian (2010: Nil).

### Management fee

The Investment Manager is entitled to a management fee accruing monthly at the annual rate of 2% of the net asset value of the Company on each valuation day and payable monthly in arrears.

The management fee for the year was HK\$5,219,572 (2010: Nil). As at 31 December 2011, a management fee of HK\$392,501 was payable to the Investment Manager (2010: Nil).

## 10. 費用(續)

### 行政管理費(續)

行政管理費須受每月最低費用73,000港元(於上市後首六個月削減50%)約束及須於每月到期後支付。本年度行政管理費為651,113港元(2010年：無)。於2011年12月31日，行政管理費73,000港元應付予行政管理人(2010年：無)。

### 估值費

行政管理人每次額外估值亦有權收取8,000港元費用。該費用須按月支付，用於按專項基準計算本公司資產淨值。本年度並無產生估值費(2010年：無)。於2011年12月31日，並無估值費應付予行政管理人(2010年：無)。

### 託管費

滙豐機構信託服務(亞洲)有限公司(「託管人」)有權收取於各估值日按下列費率計算的託管費：

資產淨值的 首個8億港元	每年0.040%
資產淨值的下個 12億港元	每年0.035%
資產淨值的餘下部分	每年0.030%

託管費須受每月最低費用15,000港元(於上市後首六個月削減50%)約束及須於每月到期後支付。

本年度託管費為144,448港元(2010年：無)。於2011年12月31日，託管費15,000港元應付予託管人(2010年：無)。

### 管理費

投資管理人有權收取按本公司於各估值日資產淨值2%的年比率按月累計的管理費，並須於每月到期後支付。

本年度管理費為5,219,572港元(2010年：無)。於2011年12月31日，管理費392,501港元應付予投資管理人(2010年：無)。





## Notes to Financial Statements 財務報表附註

31 December 2011 2011年12月31日

### 10. FEES (Continued)

#### Performance fee

The Investment Manager is entitled to receive a performance fee at the rate of 20% per annum of the net increase in the net asset value per share on the immediately preceding valuation date, above the previous highest net asset value per share on any preceding valuation date in respect of which a performance fee was last paid (or where no performance fee has been paid, the aggregate placing price of the shares subscribed at the listing date) multiplied by the number of shares in issue at the time of calculating the performance fee. The performance fee is payable semi-annually in arrears. No performance fee was charged for the year (2010: Nil). As at 31 December 2011, no performance fee was payable to the Investment Manager (2010: Nil).

### 11. TAXATION

#### Cayman Islands

Under the current Cayman Islands law, there are no income tax, corporation tax, capital gains tax or any other kinds of tax on profits or gains or tax in the nature of estate duty or inheritance tax currently in effect.

The Company received an undertaking from the Governor-in-Council of the Cayman Islands to the effect that, for a period of twenty years from the date of the undertaking, no law that is hereafter enacted in the Cayman Islands imposing any tax on income will be levied on the Company.

#### Hong Kong

No provision for Hong Kong profits tax has been made as the Company did not generate any assessable profits in Hong Kong during the year (2010: Nil).

### 10. 費用(續)

#### 表現費

投資管理人有權收取表現費，按最近的前一估值日每股資產淨值較上一次支付表現費的任何前一估值日的前最高每股資產淨值的任何增值淨值的20% (或倘並未支付表現費，則為上市日已認購股份的合計配售價) 乘以計算表現費時的已發行股份數目計算。表現費每半年到期後支付。本年度並無收取表現費(2010年：無)。於2011年12月31日，並無應付予投資管理人之表現費(2010年：無)。

### 11. 稅項

#### 開曼群島

現時開曼群島法律並無任何目前正生效的所得稅、公司稅、資本增值稅或任何其他種類的溢利或收益稅或遺產或承繼稅。

本公司已收到開曼群島總督會同行政會議承諾，由承諾作出日期起20年期間，開曼群島之後頒佈的任何就收入施加任何稅項的法律概不會對本公司徵稅。

#### 香港

由於本公司在本年度並無於香港產生任何應課稅溢利，故並無就香港利得稅作出撥備(2010年：無)。

### 11. TAXATION (Continued)

#### Hong Kong (Continued)

A reconciliation of the tax expense applicable to loss before tax using the statutory rate to the tax expense at the effective tax rate is as follows:

		Year ended 31 December 2011 截至2011年 12月31日 止年度 HK\$ 港元	Period from 1 February 2010 (date of incorporation) to 31 December 2010 2010年2月1日 (註冊成立日期) 至2010年 12月31日 止期間 HK\$ 港元
Loss before tax	除稅前虧損	(49,098,434)	(555,377)
Tax at the statutory tax rate of 16.5%	按法定稅率16.5%計算的稅項	(8,101,242)	(91,637)
Income not subject to tax	毋須課稅的收入	(1,291)	-
Investment loss not deductible for tax	不可扣稅的投資虧損	6,197,184	-
Expenses not deductible for tax	不可扣稅的開支	1,461,317	91,637
Tax losses not recognised	未確認稅項虧損	444,032	-
Tax charge at effective rate of 0%	按實際稅率0%計算的稅項支出	-	-

The Company has tax losses arising in Hong Kong of HK\$2,691,103 (2010: Nil) that are available indefinitely for offsetting against its future taxable profits. Deferred tax assets have not been recognised in respect of these losses as the Company has been loss-making since the date of incorporation and it is not considered probable, in the near foreseeable future, that taxable profits will be available against which the tax losses can be utilised.

#### PRC

No provision was made for taxation in the financial statements as the Company did not generate any PRC sourced income during the year (2010: Nil).

### 11. 稅項(續)

#### 香港(續)

採用法定稅率適用於除稅前虧損的稅項支出與按實際稅率計算的稅項支出對賬如下：

		Year ended 31 December 2011 截至2011年 12月31日 止年度 HK\$ 港元	Period from 1 February 2010 (date of incorporation) to 31 December 2010 2010年2月1日 (註冊成立日期) 至2010年 12月31日 止期間 HK\$ 港元
Loss before tax	除稅前虧損	(49,098,434)	(555,377)
Tax at the statutory tax rate of 16.5%	按法定稅率16.5%計算的稅項	(8,101,242)	(91,637)
Income not subject to tax	毋須課稅的收入	(1,291)	-
Investment loss not deductible for tax	不可扣稅的投資虧損	6,197,184	-
Expenses not deductible for tax	不可扣稅的開支	1,461,317	91,637
Tax losses not recognised	未確認稅項虧損	444,032	-
Tax charge at effective rate of 0%	按實際稅率0%計算的稅項支出	-	-

本公司於香港產生稅項虧損2,691,103港元(2010年：無)，可供無限期抵銷未來應課稅溢利。由於本公司自註冊成立之日起已一直虧損且於短期可預見的未來不大可能產生可動用稅項虧損的應課稅溢利，故並無就該等虧損確認遞延稅項資產。

#### 中國

由於本公司在年內並無於中國產生任何收入(2010年：無)，故並無於財務報表內作出稅項撥備。



## Notes to Financial Statements 財務報表附註

31 December 2011 2011年12月31日

### 12. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic loss per share amount is based on the Company's loss for the year attributable to the ordinary equity holders of HK\$49,098,434 (2010: HK\$555,377) and the weighted average number of ordinary shares in issue during the year of 298,849,315 (2010: 1 ordinary share). No adjustment has been made to the basic loss per share amount presented for the year ended 31 December 2011 in respect of a dilution as the Company had no potentially dilutive ordinary shares in issue during the year (2010: Nil).

### 13. PREPAYMENTS AND OTHER RECEIVABLES

Prepayments	預付款項
Interest receivable	應收利息
Other receivables	其他應收款項

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

### 14. PREPAID LISTING EXPENSES

The prepaid listing expenses represent the transaction costs incurred by the Company in the prior period in connection with the placing of 303,000,000 shares on the Stock Exchange on 6 January 2011 as detailed in note 19. The prepaid listing expenses are incremental costs directly attributable to the Placing transaction and are deducted from equity upon Placing during the year.

### 12. 本公司普通權益持有人應佔每股虧損

每股基本虧損金額以普通權益持有人應佔本年度本公司虧損49,098,434港元(2010年：555,377港元)及本年度已發行普通股加權平均數298,849,315股(2010年：1股普通股)計算得出。由於本公司本年度並無已發行潛在之攤薄普通股(2010年：無)，因此，並無對截至2011年12月31日止年度已呈列之每股基本虧損作出有關攤薄之調整。

### 13. 預付款項及其他應收款項

2011 2011年 HK\$ 港元	2010 2010年 HK\$ 港元
261,161	–
584	–
320,703	–
<b>582,448</b>	–

上述資產既無逾期亦無減值。計入上述結餘內的金融資產乃有關近期並無拖欠記錄的應收款項。

### 14. 預付上市開支

預付上市開支乃指本公司就於2011年1月6日在聯交所配售303,000,000股股份於期內所產生的交易費用(詳情載於附註19)。年內，預付上市開支為直接歸屬於配售交易的新增成本，將於配售後從權益中扣減。

# Notes to Financial Statements

## 財務報表附註

31 December 2011 2011年12月31日

### 15. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

### 15. 按公平值透過損益列賬之金融資產

	2011 2011年 HK\$ 港元	2010 2010年 HK\$ 港元
Financial assets held for trading, at fair value: 持作買賣之金融資產，按公平值：		
Listed equity securities – Hong Kong 上市權益證券－香港	12,979,050	–
Listed equity securities – The United States 上市權益證券－美國	13,871,056	–
	<b>26,850,106</b>	–

The fair values of the listed equity securities are determined based on the quoted market bid prices available on the relevant stock exchanges at the end of the reporting period.

The equity securities listed in the United States represent the ordinary shares of a company (the “Entity”) acquired by the Company (the “Shares”) prior to an initial public offering of the Entity on a relevant stock exchange (the “IPO”) pursuant to a subscription agreement dated 15 April 2011. The IPO was completed in May 2011. The Shares were subject to a lock-up period ending 180 days after the date of the final prospectus relating to the IPO (the “Lock-up Period”). The Shares may be sold in secondary market transactions over the relevant exchange upon the expiration of the Lock-up Period, subject to certain conditions set forth in Rule 144 of the Securities Act in the United States. During the year, the Shares were registered and the Lock-up Period ended on 1 November 2011.

Net unrealised loss on financial assets held for trading of HK\$40,862,135 has been recognised in profit or loss in the statement of comprehensive income (2010: Nil).

上市權益證券之公平值乃根據相關證券交易所於報告期末所提供的市場報價釐定。

在美國上市的權益證券指由本公司根據2011年4月15日的認購協議於有關證券交易所一間公司(「實體」)首次公開發售(「首次公開發售」)前所收購該實體的普通股(「股份」)。首次公開發售於2011年5月完成。股份受約於有關首次公開發售的最終招股章程日期後至180日止的禁售期(「禁售期」)。股份可於禁售期屆滿後，根據美國證券法第144條所載的若干條件於相關交易所二級市場交易處買賣。年內，股份已登記及禁售期於2011年11月1日結束。

持作買賣之金融資產未變現虧損淨值40,862,135港元已於全面收益表中確認為收益或虧損(2010年：無)。



## Notes to Financial Statements 財務報表附註

31 December 2011 2011年12月31日

### 16. CASH AND CASH EQUIVALENTS

		2011 2011年 HK\$ 港元	2010 2010年 HK\$ 港元
Cash at bank	銀行現金	3,664,389	–
Short-term time deposits	短期定期存款	207,997,452	–
		<b>211,661,841</b>	–

Cash at bank earns interest at floating rates based on daily bank deposit rates. Short-term time deposits are made for varying periods between one day to three months depending on the immediate cash requirements of the Company, and earn interest at the respective short-term time deposit rates. The cash at bank and short-term time deposits are placed with Hong Kong and Shanghai Banking Corporation Limited.

### 16. 現金及現金等值

		2011 2011年 HK\$ 港元	2010 2010年 HK\$ 港元
Cash at bank	銀行現金	3,664,389	–
Short-term time deposits	短期定期存款	207,997,452	–
		<b>211,661,841</b>	–

銀行存款乃以基於每日銀行存款利率之浮動利率賺取利息。短期定期存款之期限介乎一日至三個月不等，視乎本公司對現金需求之迫切性而定，而短期定期存款按各短期存款利率賺取利息。銀行現金及短期定期存款已存入香港上海滙豐銀行有限公司。

### 17. OTHER PAYABLES AND ACCRUALS

		2011 2011年 HK\$ 港元	2010 2010年 HK\$ 港元
Other payables	其他應付款項	322,929	6,572,387
Accruals	應計費用	–	12,799,930
		<b>322,929</b>	19,372,317

As at 31 December 2011, the other payables are non-interest-bearing and have an average term of less than three months.

As at 31 December 2010, other payables and accruals represent all the start-up costs and expenses of, and incidental to, the Placing including but not limited to the Company's establishment costs, the issue, listing, marketing and placing of the shares, the placing commission, the preparation of the Placing document and the material contracts entered into by the Company with the relevant services providers (the "Start-up Costs"). The payables are non-interest-bearing and have an average term of less than three months. They were all subsequently settled by the Company out of the proceeds from the Placing.

### 17. 其他應付款項及應計費用

		2011 2011年 HK\$ 港元	2010 2010年 HK\$ 港元
Other payables	其他應付款項	322,929	6,572,387
Accruals	應計費用	–	12,799,930
		<b>322,929</b>	19,372,317

於2011年12月31日，其他應付款項乃不附息及平均年期少於三個月。

於2010年12月31日，其他應付款項及應計費用乃指支付配售及配售產生的所有成立初期費用及支出，包括但不限於本公司的成立成本、股份發行、上市、市場推廣及股份配售、配售佣金、編製配售文件及本公司與相關服務提供商訂立的重大的合約（「成立初期費用」）。應付款項乃不附息及平均年期少於三個月。成立初期費用均由本公司從期後配售所得款項內償付。

### 18. AMOUNT DUE TO A RELATED COMPANY

The balance as at 31 December 2011 represents management fee payable to the Investment Manager (2010: Nil). The amount is non-interest bearing and has a repayment term of less than 1 month.

The balance as at 31 December 2010 represents the accumulated Start-up Costs that had been settled by CITIC Securities International Fund Management Limited ("CSIFM") on behalf of the Company in the period from 1 February 2010 (date of incorporation) to 31 December 2010. CSIFM is the parent company of the Investment Manager of the Company. The Start-up Costs settled by CSIFM were reimbursed directly from the proceeds of the Placing upon completion of the Placing in January 2011.

### 19. ISSUED CAPITAL

Authorised:	法定：
776,000,000 ordinary shares (2010: 776,000,000 ordinary shares) of HK\$0.1 each	776,000,000 (2010年：776,000,000)股 普通股每股面值0.1 港元
Issued and fully paid:	已發行及繳足：
303,000,000 ordinary shares (2010: 1 ordinary share) of HK\$0.1 each	303,000,000 (2010年：1)股 普通股每股面值0.1 港元

The Company was incorporated on 1 February 2010 with an initial authorised share capital of HK\$388,000 divided into 3,880,000 ordinary shares of HK\$0.1 each. Pursuant to an ordinary resolution passed on 26 July 2010, the authorised share capital of the Company was increased from HK\$388,000 to HK\$77,600,000 by the creation of 772,120,000 ordinary shares of HK\$0.1 each, ranking pari passu in all respects with the existing share capital of the Company.

On incorporation, one ordinary share of HK\$0.1 each was issued at par for cash to Mr. Wang Junyan, an executive director of the Company (the "Subscriber Share"). As at 31 December 2010, such issued share of the Company amounting to HK\$0.1 is rounded to the nearest dollar and therefore presented as nil in the financial statements.

### 18. 應付關連公司款項

2011年12月31日結餘指應付投資管理人的管理費(2010年：無)。該款項不附利息及還款期限少於1個月。

2010年12月31日結餘指CITIC Securities International Fund Management Limited(「CSIFM」)代本公司於2010年2月1日(註冊成立日期)至2010年12月31日止期間支付的累計成立初期費用。CSIFM為本公司的投資管理人的母公司。CSIFM支付的成立初期費用已於2011年1月配售完成後從配售所得款項內直接償付。

### 19. 已發行股本

2011 2011年 HK\$ 港元	2010 2010年 HK\$ 港元
<b>77,600,000</b>	77,600,000
<b>30,300,000</b>	-

本公司於2010年2月1日註冊成立，初始法定股本為388,000港元，分為3,880,000股每股面值0.1港元的普通股。根據於2010年7月26日通過的普通決議案，透過增設772,120,000股每股面值0.1港元的普通股(於所有方面與本公司的現有股本享有同等地位)，本公司的法定股本由388,000港元增至77,600,000港元。

於註冊成立時，1股每股面值0.1港元的普通股(「認購人股份」)按面值發行予本公司執行董事王俊彥先生，以換取現金。於2010年12月31日，將本公司該股已發行股份0.1港元調整至最接近之港元，故於財務報表中呈列為零。



## Notes to Financial Statements 財務報表附註

31 December 2011 2011年12月31日

### 19. ISSUED CAPITAL (Continued)

On 6 January 2011, a total of 303,000,000 ordinary shares of HK\$0.1 each (the "Placing Shares") were placed at a price of HK\$1.03 per share for a total cash consideration, before the related issue expenses, of HK\$312,090,000. The issued and fully paid capital of the Company was increased to HK\$30,300,000 and resulted in a share premium of HK\$281,790,000, before deducting the share placement expenses of HK\$24,057,224. The Subscriber Share was transferred to the lead placing agent of the Placing and then forms part of the Placing Shares for subscription under the Placing. The Subscriber Share has no special rights that distinguish it from any other of the Placing Shares. The Placing Shares are not redeemable at the discretion of the shareholders. The net proceeds of the Placing, after deduction of the Start-up Costs of the Company, were subsequently applied by the Investment Manager in making investments according to the investment objectives, policies and restrictions of the Company and the requirements of the articles of association of the Company, the Listing Rules and the Investment Management Agreement. Any proceeds not deployed will be placed on bank deposits or invested in money market instruments or money market funds.

Dealings in the shares of the Company on the Stock Exchange commenced on 6 January 2011. After listing, no director of the Company or the Investment Manager, or the Investment Manager itself, will hold any shares in the Company.

### 20. NET ASSET/(LIABILITY) VALUE PER SHARE

The calculation of net asset/(liability) value per share is based on the net assets of the Company as at 31 December 2011 of HK\$238,378,965 (2010: net liabilities of the Company of HK\$555,377) and on 303,000,000 ordinary shares being in issue as at 31 December 2011 (2010: 1 ordinary share).

### 19. 已發行股本(續)

於2011年1月6日，合共303,000,000股每股面值0.1港元的普通股(「配售股份」)按每股1.03港元的價格予以配售，扣除相關發行開支前現金代價總額為312,090,000港元。本公司已發行及繳足股本增至30,300,000港元，扣除股份配售開支24,057,224港元前導致股份溢價281,790,000港元。認購人股份轉讓予配售的牽頭配售代理，並於隨後構成根據配售認購配售股份的一部分。認購人股份概無特別權利以區別於任何其他配售股份。配售股份不可由股東酌情贖回。投資管理人將於作出投資時根據本公司的投資目標、政策及限制，以及本公司組織章程細則、上市規則及投資管理協議之規定其後使用配售的所得款項淨值(經扣減本公司的成立初期費用)。任何未動用所得款項將存作銀行存款或用作投資貨幣市場工具或貨幣市場基金。

本公司股份於2011年1月6日開始於聯交所買賣。上市後，本公司或投資管理人的董事，或投資管理人本身並沒有持有本公司任何股份。

### 20. 每股資產/(負債)淨值

每股資產/(負債)淨值乃按本公司於2011年12月31日的資產淨值238,378,965港元(2010年：本公司負債淨值555,377港元)及該日已發行303,000,000股普通股(2010年：1股普通股)計算。

## 21. RELATED PARTY TRANSACTIONS

In addition to the related party transactions detailed elsewhere in these financial statements, the Company had the following transactions with related parties during the year:

*Investment Manager – CITIC Securities International Investment Management (HK) Limited*

The Investment Manager is responsible to manage, supervise and direct the investment, disposition and re-investment of the assets of the Company, on a discretionary basis, but subject to the investment objective and restrictions of the Company. The Investment Manager is entitled to receive management and performance fees for its respective services in terms of the agreement dated 10 December 2010. Details of the fees to which the Investment Manager is entitled are provided in note 10 to the financial statements.

Two directors of the Company served on the Board of Directors of the Investment Manager for the year ended 31 December 2011 and the period ended 31 December 2010.

The directors consider the key management personnel of the Company comprise its Board of Directors, whose remuneration is shown in note 8 to the financial statements.

## 21. 關連方交易

除了在此等財務報表其他部分載述的關連方交易外，本公司於年內與關連方進行下列交易：

*投資管理人 – 中信證券國際投資管理(香港)有限公司*

投資管理人負責以全權酌情基準，管理、監督及指示本公司資產的投資、處置及再投資，惟須受本公司的投資目標及限制約束。投資管理人按2010年12月10日簽訂的協議條款，有權就其提供的服務收取管理費及表現費。有關投資管理人有權收取的費用詳情載於財務報表附註10。

本公司兩名董事於截至2011年12月31日止年度及截至2010年12月31日止期間於投資管理人董事會任職。

董事認為本公司關鍵管理人員包括其董事會成員，彼等之薪酬如財務報表附註8所示。





## Notes to Financial Statements 財務報表附註

31 December 2011 2011年12月31日

### 22. FINANCIAL INSTRUMENTS BY CATEGORY

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

2011

#### Financial assets

Financial assets included in prepayments and other receivables  
Financial assets at fair value through profit or loss  
Cash and cash equivalents

計入預付款項及其他應收款項的金融資產  
按公平值透過損益列賬之金融資產  
現金及現金等值

### 22. 按類別劃分金融工具

各類別金融工具於報告期末的賬面值如下：

2011年

#### 金融資產

Financial assets at fair value through profit or loss: Held for trading 按公平值透過損益列賬之金融資產： 持作買賣	Loans and receivables 貸款及應收款項	Total 總額
HK\$ 港元	HK\$ 港元	HK\$ 港元
-	321,287	321,287
26,850,106	-	26,850,106
-	211,661,841	211,661,841
<b>26,850,106</b>	<b>211,983,128</b>	<b>238,833,234</b>

#### Financial liabilities

Other payables  
Amount due to a related company

其他應付款項  
應付關連公司款項

At amortised cost  
按攤銷成本  
HK\$  
港元

322,929  
392,501  
**715,430**

## 22. FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

2010

### Financial liabilities

		At amortised cost 按攤銷成本 HK\$ 港元
Other payables and accruals	其他應付款項及應計費用	19,372,317
Amount due to a related company	應付關連公司款項	5,240,377
		<u>24,612,694</u>

## 23. FAIR VALUE HIERARCHY

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

Level 1: fair values measured based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: fair values measured based on valuation techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: fair values measured based on valuation techniques for which any inputs which have a significant effect on the recorded fair value are not based on observable market data (unobservable inputs)

As at 31 December 2011, the Company's financial assets at fair value through profit or loss was HK\$26,850,106 (2010: Nil). All of them were classified as Level 1 fair value measurements. As at 31 December 2010, none of the Company's financial assets were measured at fair value.

During the year ended 31 December 2011, there were no transfers between Level 1 and Level 2 of fair value measurements, and no transfers into and out of Level 3.

## 22. 按類別劃分金融工具(續)

2010年

### 金融負債

		At amortised cost 按攤銷成本 HK\$ 港元
Other payables and accruals	其他應付款項及應計費用	19,372,317
Amount due to a related company	應付關連公司款項	5,240,377
		<u>24,612,694</u>

## 23. 公平值等級

本公司使用下列等級釐定及披露金融工具之公平值：

第一級：按可辨識資產或負債於活躍市場的報價(未經調整)計算的公平值

第二級：按估值技巧計算的公平值，而該等估值技巧的所有輸入值直接或間接為可觀察數據，並對已入賬公平值具重大影響

第三級：按估值技巧計算的公平值，而該等估值技巧的任何輸入值並非依據可觀察市場數據(不可觀察輸入值)得出，並對已入賬公平值具重大影響

於2011年12月31日，本公司按公平值透過損益列賬之金融資產為26,850,106港元(2010年：無)，均按第一級公平值計量進行分類。於2010年12月31日，本公司之金融資產概無按公平值計量。

截至2011年12月31日止年度，第一級與第二級之間公平值計量並無轉撥，亦無轉撥至及轉撥自第三級。



## Notes to Financial Statements 財務報表附註

31 December 2011 2011年12月31日

### 24. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's objective in managing risk is the creation and protection of shareholder's value. The ultimate responsibility in defining and maintaining the Company's risk control framework, setting the appropriate risk parameters for the Company and in continuously monitoring compliance of the Company's portfolio with the investment objective and policies and investment restrictions lies with the Board of Directors of the Company, that will be advised by the Investment Manager.

A risk committee consisting of Mr. Wang, Mr. Lindsay and Mr. Dally has been formed to monitor the operational and portfolio risks to the Company. The risk committee will monitor the Investment Manager including review whether the investment objective and policies and investment restrictions are being followed by the Investment Manager. In case of any deviation, the risk committee will discuss deviations with the Investment Manager immediately and monitor any agreed remedial action. For all material deviations the risk committee will formulate recommendations to the Board on the appropriate remedial actions to be made. The risk committee will meet on a monthly basis, or more regularly if a meeting is requested by any risk committee member.

#### Equity price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of equity indices and the value of individual securities. The Company is exposed to equity price risk arising from individual equity investments classified as trading equity investments (note 15) as at 31 December 2011. The Company's listed investments are listed on the Hong Kong and New York stock exchanges and are valued at quoted market prices at the end of the reporting period.

### 24. 財務風險管理目標及政策

本公司的風險管理目標乃創造及保護股東價值。本公司董事會負有界定及保持本公司的風險控制框架、設定本公司合適的風險參數及持續監察本公司的投資組合以遵循投資目標及政策和投資限制的最終責任，投資管理人就此向董事會提供意見。

本公司已成立風險委員會，由王先生、Lindsay先生及Dally先生組成，以監察本公司的營運及投資組合風險。風險委員會將監察投資管理人的表現，包括審視投資管理人有否遵循投資目標及政策和投資限制。倘有任何偏離，風險委員會將即時與投資管理人商討偏離情況並監察任何已同意的補救行動。對於所有重大的偏離情況，風險委員會將向董事會提出採取適當補救行動的建議。風險委員會每月開會一次，如任何風險委員會成員要求則會增加定期會議次數。

#### 股票價格風險

股票價格風險是指股票指數水平及個別證券價值變動而導致的股本證券公平值下跌的風險。於2011年12月31日，本公司所面對的股票價格風險源自分類為交易股權投資(附註15)的個別權益投資。本公司的上市投資於香港及紐約之證券交易所上市，於報告期末按市場報價計值。

## 24. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

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

Hong Kong – Hang Seng Index 香港－恒生指數  
The United States – NYA Index 美國－NYA指數

Management's best estimate of the effect on the net assets attributable to equity holders and on the change in net assets attributable to equity holders from operations due to a reasonably possible change in equity indices, with all other variables held constant is indicated in the following table. In practice, the actual trading results may differ from the sensitivity analysis below and the difference could be material. An equivalent increase in each of the indices shown below would have resulted in an equivalent, but opposite, impact.

In addition to the change in equity indices, the sensitivity analysis below includes the effect of foreign currency exchange rates.

Relevant market index 相關股份指數	Beta 數據	% of reasonable possible change of the relevant benchmark index 相關基準指數 可能合理變動	Change in net assets due to % of reasonable possible change of the relevant benchmark index 相關基準指數可能 合理變動百分比 所導致的資產 淨額變動 HK\$ 港元
Hong Kong – Hang Seng Index 香港－恒生指數	0.3816	±10	±1,024,600
The United States – NYA Index 美國－NYA指數	0.5086	±10	±1,365,596

## 24. 財務風險管理目標及政策(續)

年內至報告期末的最近交易日營業時間結束時，下列證券交易所的股票指數，以及於年內各自的最高及最低點如下：

31 December 2011 2011年 12月31日	High/low 高／低 2011 2011年
18,434.39	24,419.62/16,250.27
2,605.15	2,873.54/2,335.83

下表列示在所有其他變量保持不變的情況下管理層對營運中股票指數合理可能變動影響權益持有人應佔淨資產及權益持有人應佔淨資產變動所作的最佳估計。在實踐中，實際交易結果或會與下文敏感度分析有所不同，差異或會重大。下文所示的各指數等量增加或會導致同等但相反之影響。

除股票指數變化外，以下敏感度分析，包括外匯匯率的影響。



## Notes to Financial Statements 財務報表附註

31 December 2011 2011年12月31日

### 24. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### Liquidity risk

Liquidity risk is defined as the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Exposure to liquidity risk arises because of the possibility that the Company could be required to pay its liabilities earlier than expected. To limit this risk, management monitors the Company's liquidity position from time to time.

The Company aims to maintain sufficient cash to meet its liquidity requirements by the ongoing monitoring of cash positions and future cash flows. The following table summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted cash flows. Balances due within six months equal their carrying amounts, as the impact of discounting is insignificant. The table also analyses the maturity profile of the Company's financial assets (undiscounted where appropriate) in order to provide a complete view of the Company's contractual commitments and liquidity.

The maturity grouping of financial liabilities is based on the remaining period from the end of the reporting period to the contractual maturity date. When a counterparty has a choice of when the amount is paid, the liability is allocated to the earliest period in which the Company can be required to pay.

Analysis of equity securities at fair value through profit or loss into maturity groupings is based on the expected date on which these assets will be realised. For other assets, the analysis into maturity groupings is based on the remaining period from the end of the reporting period to the contractual maturity date or, if earlier, the expected date on which the assets will be realised.

### 24. 財務風險管理目標及政策(續)

#### 流動資金風險

流動資金風險乃指本公司將難以履行其以現金或另外的金融資產償還金融負債的責任的風險。流動資金風險源於本公司可能被要求提前償還債務。為限制此風險，管理層會不時監察本公司的流動資金狀況。

本公司持續監察現金狀況及未來現金流，旨在維持充裕現金，以滿足其流動資金要求。下表基於合約未折現現金流量概述本公司金融負債的到期情況。由於折現影響並不重大，六個月內到期的結餘等於其賬面值。該表亦分析本公司金融資產的到期情況(未經折現，倘適合)，以完整反映本公司的合約承擔及流動資金。

金融負債的到期分組乃基於自本報告期末至合約到期日的餘下期間。倘交易對方選擇還款時間，負債將分配至本公司可按要求支付的最近期內。

按公平值透過損益計入到期分組的權益證券分析乃基於該等資產將變現的預計日期。計入到期分組的其他資產分析乃基於自本報告期末至合約到期日的餘下期間或(倘更早)該資產將變現的預計日期。

## 24. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

## 24. 財務風險管理目標及政策(續)

### Liquidity risk (Continued)

### 流動資金風險(續)

At 31 December 2011

於2011年12月31日

		On demand 按要求 HK\$ 港元	Less than 1 month 少於一個月 HK\$ 港元	1 to 3 months 一至三個月 HK\$ 港元	Total 總計 HK\$ 港元
Financial assets included in prepayments and other receivables	計入預付款項及其他應收款項的金融資產	-	-	321,287	321,287
Financial assets at fair value through profit or loss	按公平值透過損益列賬的金融資產	26,850,106	-	-	26,850,106
Cash and cash equivalents	現金及現金等值	3,664,389	207,997,452	-	211,661,841
<b>Total financial assets</b>	<b>金融資產總值</b>	<b>30,514,495</b>	<b>207,997,452</b>	<b>321,287</b>	<b>238,833,234</b>
Other payables	其他應付款項	-	-	322,929	322,929
Amount due to a related company	應付一間 關連公司款項	-	392,501	-	392,501
<b>Total financial liabilities</b>	<b>金融負債總值</b>	<b>-</b>	<b>392,501</b>	<b>322,929</b>	<b>715,430</b>

At 31 December 2010

於2010年12月31日

		On demand 按要求 HK\$ 港元	Less than 1 month 少於一個月 HK\$ 港元	1 to 3 months 一至三個月 HK\$ 港元	Total 總計 HK\$ 港元
Other payables and accruals	其他應付款項及應計費用	-	-	19,372,317	19,372,317
Amount due to a related company	應付一間 關連公司款項	5,240,377	-	-	5,240,377
<b>Total financial liabilities</b>	<b>金融負債總值</b>	<b>5,240,377</b>	<b>-</b>	<b>19,372,317</b>	<b>24,612,694</b>



## Notes to Financial Statements 財務報表附註

31 December 2011 2011年12月31日

### 24. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### Interest rate risk

Interest rate risk is the risk that the value of a financial instrument and future cash flows will fluctuate as a result of changes in market interest rates.

The majority of the Company's interest rate exposure arises on short-term time deposits.

The following table demonstrates the sensitivity to a reasonably possible changes in the interest rate, with all other variables held constant, of the Company's net loss before tax with respect to the Company's net cash position.

2011	2011年
Cash and cash equivalents	現金及現金等值

As at 31 December 2010, the Company's financial assets and liabilities are non-interest bearing. The Company is not exposed to any risk due to fluctuations in the prevailing level of market interest rates.

#### Currency risk

Currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates.

The financial assets and financial liabilities of the Company are denominated in Hong Kong dollars and United States dollars. Since the Hong Kong dollar is pegged to the United States dollar, the Board of Directors considers the Company's exposure to foreign currency risk to be minimal; as such no sensitivity analysis has been presented in these financial statements.

### 24. 財務風險管理目標及政策(續)

#### 利率風險

利率風險指金融工具及未來現金流量的價值隨著市場利率改變而波動的風險。

本公司大部分利率風險來自短期定期存款。

下表說明，於其他變量保持不變時，本公司除稅前虧損淨值在本公司淨現金狀況下對合理可能利率變動的敏感度。

Net exposure 淨風險 HK\$ 港元	Change in basis points 基點變動	Sensitivity of interest income 利息收入敏感度 HK\$ 港元
211,661,841	±50	±1,058,309

於2010年12月31日，本公司金融資產及負債為免息。本公司不存在由於市場利率現行水平波動而產生的任何風險。

#### 貨幣風險

貨幣風險指金融工具的價值因匯率變動而波動的風險。

本公司金融資產及金融負債以港元及美元列值。由於港元與美元掛鉤，董事會認為，本公司的外匯風險甚微；因此，並無於該等財務報表中呈列敏感度分析。

## 24. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

### Credit risk

Credit risk is the risk that the counterparty to a financial instrument will cause a financial loss for the Company by failing to discharge an obligation. The Company's exposure to credit risk is monitored by the Investment Manager on an ongoing basis.

The Company is exposed to credit risk on its cash and cash equivalents and investments placed with Hong Kong and Shanghai Banking Corporation Limited, which management believes is of high credit quality.

The Company's maximum exposure to credit risk in the event the counterparties fail to perform their obligations without taking account of any collateral held as at the reporting dates in relation to each class of recognised financial assets is the carrying amount of those assets as disclosed in the statement of financial position.

### Capital management

As a result of the ability to issue and repurchase shares, the capital of the Company can vary depending on subscriptions to the Company and repurchases by the Company. The primary objectives of the Company's capital management are to safeguard the Company's ability to continue as a going concern and to invest the capital in investments meeting the description and risk exposure indicated in the Company's prospectus. The Investment Manager manages the capital of the Company in accordance with the Company's investment objectives and policies. The Company is not subject to externally imposed capital requirements.

## 25. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 9 March 2012.

## 24. 財務風險管理目標及政策(續)

### 信貸風險

信貸風險乃指本公司金融工具的對手方未能履行責任而導致本公司財務虧損的風險。投資管理人會持續監察本公司承受的信貸風險。

本公司的信貸風險為存於香港上海滙豐銀行有限公司的現金及現金等值以及投資，管理層認為其信貸質素良好。

倘對手方未能履行責任而不考慮於報告日期持有的任何抵押品，則本公司就每類已確認金融資產而須承受之最大信貸風險為已於財務狀況表內所披露之該等資產之賬面值。

### 資本風險管理

由於本公司有發行及購回股份之能力，本公司的資本會因本公司認購及購回而變化。本公司資本管理之主要目標乃保障本公司之持續經營及符合本公司招股章程所述投資情況及承擔風險之投資投入資本之能力。投資管理人根據本公司的投資目標及政策管理本公司的資本。本公司不受外部施加的資本要求的約束。

## 25. 財務報表的批准

本財務報表已於2012年3月9日獲董事會批准及授權刊發。





## Summary of Financial Information 財務資料概要

31 December 2011 2011年12月31日

A summary of the results and of the assets and liabilities of the Company for the last two financial years, as extracted from the published audited financial statements is set out below. No financial information was presented for the financial years ended 2007 to 2009 was due to the fact that the Company was incorporated on 1 February 2010.

本公司最近兩個財政年度之業績及資產及負債概要(摘自已刊發經審核財務報表)載列如下。由於本公司實際上於2010年2月1日註冊成立，故於截至2007年至2009年止財政年度並無呈列財務資料。

### RESULTS

### 業績

		Year ended 31 December 2011 截至2011年 12月31日 止年度 HK\$ 港元	Period from 1 February 2010 (date of incorporation) to 31 December 2010 2010年2月1日 (註冊成立日期) 至2010年 12月31日止期間 HK\$ 港元
REVENUE	收入	7,824	-
LOSS BEFORE TAX	除稅前虧損	(49,098,434)	(555,377)
Income tax	所得稅	-	-
LOSS AND TOTAL COMPREHENSIVE LOSS FOR THE YEAR/PERIOD ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通權益 持有人應佔 年內/期內虧損 及全面虧損總值	(49,098,434)	(555,377)
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通權益持有人 應佔每股虧損	(0.16)	(555,377)

### ASSETS AND LIABILITIES

### 資產及負債

		2011 2011年 HK\$ 港元	2010 2010年 HK\$ 港元
TOTAL ASSETS	資產總值	239,094,395	24,057,317
TOTAL LIABILITIES	負債總值	(715,430)	(24,612,694)
		238,378,965	(555,377)

