



PROSPERITY INVESTMENT HOLDINGS LIMITED
嘉進投資國際有限公司

Stock Code 股份代號: 0310.HK

2012 Annual Report 年報



CONTENTS

目錄

Corporate Information 公司資料	2
Chairman's Statement 主席報告書	4
Management Discussion 管理層論述	5
Directors' Report 董事會報告	8
Corporate Governance Report 企業管治報告	21
Independent Auditor's Report 獨立核數師報告	30
Consolidated Statement of Comprehensive Income 綜合全面收益表	32
Consolidated Statement of Financial Position 綜合財務狀況表	33
Consolidated Statement of Changes in Equity 綜合權益變動表	34
Consolidated Statement of Cash Flows 綜合現金流量表	36
Notes to the Consolidated Financial Statements 綜合財務報表附註	38
Financial Summary 財務概要	112

CORPORATE INFORMATION

公司資料



Executive Director

CHENG Hairong (*Chairman*)

Non-Executive Director

LAU Tom Ko Yuen (*Deputy Chairman*)

Independent Non-Executive Directors

FENG Nien Shu
LUI Siu Tsuen, Richard
WONG Lai Kin, Elsa

Audit Committee

LUI Siu Tsuen, Richard (*Chairman*)
FENG Nien Shu
WONG Lai Kin, Elsa

Remuneration Committee

FENG Nien Shu (*Chairman*)
LAU Tom Ko Yuen
LUI Siu Tsuen, Richard

Nomination Committee

CHENG Hairong (*Chairman*)
FENG Nien Shu
WONG Lai Kin, Elsa

Company Secretary

FUNG Mei Ling

Auditor

Deloitte Touche Tohmatsu

Principal Bankers

Bank of China (Hong Kong) Limited

執行董事

成海榮(*主席*)

非執行董事

劉高原(*副主席*)

獨立非執行董事

鄧念叔
呂兆泉
黃麗堅

審核委員會

呂兆泉(*主席*)
鄧念叔
黃麗堅

薪酬委員會

鄧念叔(*主席*)
劉高原
呂兆泉

提名委員會

成海榮(*主席*)
鄧念叔
黃麗堅

公司秘書

馮美玲

核數師

德勤•關黃陳方會計師行

主要往來銀行

中國銀行(香港)有限公司



CORPORATE INFORMATION (continued) 公司資料(續)

Registered Office

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and Principal Place of Business

Suite 2701
Shui On Centre
6-8 Harbour Road
Wanchai
Hong Kong

總辦事處兼主要營業地點

香港
灣仔
港灣道6-8號
瑞安中心
2701室

Principal Share Registrar and Transfer Office

HSBC Securities Services (Bermuda) Limited
6 Front Street
Hamilton HM11
Bermuda

主要股份過戶登記處

HSBC Securities Services (Bermuda) Limited
6 Front Street
Hamilton HM11
Bermuda

Share Registrar and Transfer Office in Hong Kong

Tricor Secretaries Limited
26th Floor, Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

香港股份過戶登記處

卓佳秘書商務有限公司
香港
灣仔
皇后大道東28號
金鐘匯中心26樓

Website

www.irasia.com/listco/hk/prosperityinv/index.htm

網址

www.irasia.com/listco/hk/prosperityinv/index.htm

Stock Code

Hong Kong Stock Exchange: 310

股份代號

香港聯交所：310

CHAIRMAN'S STATEMENT

主席報告書



Dear Shareholders,

Time has flown since my last statement. Another year passed and the world economy in 2012 was still focused on the Euro debt crisis and the economic recovery of the USA and the world. China had maintained its growth even under the instability of world economy.

In 2012, we moved with cautious. We reduced our activities in both securities trading and unlisted investments in order to avoid the economic instability. Instead, we had disposed of certain investments with fruitful return. It is this fruitful return and decrease in impairment for investments which led to the significant reduction in loss of the Group for 2012.

In 2013, it is anticipated that China is still the engine of recovery for the world economy. We will, therefore continue our focus on the investment in China and capture the growth therein.

At last but not the least, I would like to express my warmest thanks to your support in 2012 and in the future.

Cheng Hairong
Chairman

Hong Kong, 27 March 2013

尊敬的股東：

時光荏苒，本人上次作主席報告彷彿就在昨日。走過又一年後，2012年全球經濟繼續聚焦歐債危機以及美國及全球的經濟復甦，惟中國經濟在全球經濟動盪的情況下繼續保持增長。

2012年，我們穩紮穩打，步步為營。一方面，我們減少於證券買賣及非上市投資的活動，以規避經濟波動的影響；另一方面，我們出售若干投資，並取得豐厚的回報。正是這豐厚的回報加之投資減值下降，讓本集團2012年的虧損大幅減少。

展望2013年，預期中國將繼續成為全球經濟復甦的推動力。因此，我們將繼續專注於在中國的投資，並致力把握國內的增長機遇。

最後，本人謹此對閣下於2012年及未來的支持致以衷心謝意。

主席
成海榮

香港，2013年3月27日



MANAGEMENT DISCUSSION 管理層論述

Business Review

During the year ended 31 December 2012 (the “Year”), the Group continued its investment activities in both listed and unlisted investments and other related financial assets. The major investment activities during the Year were as follows:

Held-for-trading investments

The instability of the world economy and the Euro debts crisis continued in the Year which caused the stock market volatile. The trading volume in listed investments was reduced significantly from approximately HK\$57,917,000 for the year ended 31 December 2011 (the “Year 2011”) to approximately HK\$6,255,000 for the Year in order to avoid this instability.

Disposal of investments

During the Year, the Group had disposed of the following investments:

- | | |
|--|---|
| <p>(a) a subsidiary which held Bright Honest Limited, an associate of the Group, at a consideration of HK\$100,000;</p> | <p>(a) 按代價100,000港元出售一間附屬公司，其持有本集團聯營公司Bright Honest Limited；</p> |
| <p>(b) a subsidiary which held 20% equity interest in GCA Professional Services Group Limited which in turn held a subsidiary, GreaterChina Professional Services Limited, a company listed on the GEM Board of the Stock Exchange of Hong Kong Limited, at a consideration of HK\$11,200,000;</p> | <p>(b) 按代價11,200,000港元出售一間附屬公司，其持有漢華專業服務集團有限公司20%股權，而漢華專業服務集團有限公司又持有一間於香港聯合交易所有限公司創業板上市之附屬公司漢華專業服務有限公司；</p> |
| <p>(c) an inactive subsidiary established in Shanghai at a consideration of HK\$3,800,000;</p> | <p>(c) 按代價3,800,000港元出售一間於上海成立之暫停營業之附屬公司；</p> |
| <p>(d) the investment in A Stars Entertainment Group Limited at a consideration of HK\$5,000,000; and</p> | <p>(d) 按代價5,000,000港元出售於星世娛樂集團有限公司之投資；及</p> |
| <p>(e) the investment in ordinary shares of ITC Properties Group Limited at a consideration of approximately HK\$15,953,000 and an asset conversion to a loan note with fair value of approximately HK\$43,123,000 at initial recognition.</p> | <p>(e) 出售於德祥地產集團有限公司普通股之投資(代價約為15,953,000港元)及於初步確認時公平值約43,123,000港元之貸款票據之資產轉換。</p> |

業務回顧

截至2012年12月31日止年度(「本年度」)，本集團繼續進行其於上市和非上市投資及其他相關財務資產之投資活動。本年度之主要投資活動如下：

持作買賣投資

本年度全球經濟動盪及歐債危機持續導致股市震盪。為規避此次股市動盪，上市投資之成交量由截至2011年12月31日止年度(「2011年度」)約57,917,000港元大幅減少至本年度約6,255,000港元。

出售投資

本年度內，本集團出售以下投資：

MANAGEMENT DISCUSSION (continued)

管理層論述 (續)



Acquisition of investment

During the Year, the Group acquired convertible notes due 2013 issued by ITC Properties Group Limited at a consideration of HK\$10,000,000.

購買投資

本年度，本集團按代價10,000,000港元購買德祥地產集團有限公司發行之2013年到期可換股票據。

Financial Review

Results for the Year

The loss of the Group for the Year was approximately HK\$529,000, a reduction of approximately HK\$40,537,000 from loss of HK\$41,066,000 in Year 2011. The reduction in loss was mainly due to i) reduction in impairment for available-for-sale investments and fair value adjustments for held-for-trading investment; and ii) higher profit recognised on disposal of subsidiaries and available-for-sale investments.

財務回顧

本年度業績

本集團本年度之虧損約為529,000港元，較2011年度虧損41,066,000港元減少約40,537,000港元。虧損減少主要是由於i)減少可供出售投資之減值及持作買賣投資之公平值調整；及ii)就出售附屬公司及可供出售投資確認之溢利上升。

Liquidity and Financial Resources

As at 31 December 2012, the Group has cash and cash equivalents of approximately HK\$21,767,000 (2011: HK\$21,815,000). The Group had no bank borrowing as at 31 December 2012 (2011: nil).

流動資金及財務資源

於2012年12月31日，本集團之現金及等值現金項目約為21,767,000港元(2011年：21,815,000港元)。於2012年12月31日，本集團並無銀行借款(2011年：無)。

Outlook

Same as 2012, 2013 might still be a year of volatile. The world is looking forward for the recovery of the economy of USA and the resolve of Euro debt crisis. With the believe that China could maintain its economic growth, the Group will continue its focus on the investment opportunities in China.

展望

與2012年一樣，2013年可能仍是經濟反覆波動的年份。世界將繼續期待美國經濟復甦及歐債危機得到解決。由於堅信中國能保持經濟增長勢頭，本集團將繼續專注於在中國的投資機會。

Other Information

Gearing ratio

The gearing ratio (total liabilities/total assets) as at 31 December 2012 was 0.37% (2011: 0.55%).

其他資料

資本負債比率

於2012年12月31日，資本負債比率(總負債/總資產)為0.37%(2011年：0.55%)。

Charges on assets

Charges on assets of the Group are set out in note 16(ii) to the consolidated financial statements.

資產抵押

本集團之資產抵押情況載列於綜合財務報表附註16(ii)。



MANAGEMENT DISCUSSION (continued) 管理層論述(續)

Litigation

No outstanding litigation as at 31 December 2012 was noted.

法律訴訟

於2012年12月31日概無尚未了結之法律訴訟。

Contingent liabilities

There are no contingent liabilities as at 31 December 2012.

或然負債

於2012年12月31日概無或然負債。

Exposure to Fluctuations in Exchange Rates and Related Hedges

During the Year, the investments of the Group were mainly denominated in HK\$ and US\$. Since HK\$ is pegged to US\$, significant exposure is not expected in US\$ transactions and balances.

匯率波動風險及相關對沖

本年度，本集團之投資主要以港元及美元計值。由於港元與美元掛鈎，預期以美元計值之交易及結餘將不會面對重大風險。

Major Customers and Suppliers

The Group's largest and five largest customers accounted for approximately 55.15% and 99.17% respectively of the Group's revenue.

主要客戶及供應商

本集團之最大及五大客戶分別佔本集團收入約55.15%及99.17%。

Certain directors of the Company together with their associates held below 5% interest in certain five largest customers as at 31 December 2012.

於2012年12月31日，本公司若干董事連同其聯繫人於若干五大客戶中持有5%以下權益。

Employee and Remuneration Policies

As at 31 December 2012, the Group has 11 employees (including directors of the Company). Remuneration policies for the employees and the directors are reviewed by the Group in accordance with the market situation and their performance from time to time. No director or executive is involved in dealing his own remuneration. In addition to salary payments, the Company has participated in the Mandatory Provident Fund Scheme ("MPF Scheme") in Hong Kong. The MPF Scheme is registered with the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Pursuant to the rules of the MPF Scheme, the Group and its employees are each required to make contributions to the scheme at 5% of their monthly relevant income.

僱員及薪酬政策

於2012年12月31日，本集團有11名僱員(包括本公司董事)。僱員及董事之薪酬政策經本集團不時根據市況及彼等之表現進行審閱。概無董事或行政人員參與釐定其本身之薪酬。除薪酬支出外，本公司已在香港加入強制性公積金計劃(「強積金計劃」)。強積金計劃已根據強制性公積金計劃條例登記。強積金計劃之資產在獨立信託人控制之基金下與本集團之資產分開持有。根據強積金計劃之規定，本集團及其僱員各自須按彼等每月之相關收入向計劃作出5%之供款。

DIRECTORS' REPORT

董事會報告



The directors of the Company present their annual report and the audited consolidated financial statements for the year ended 31 December 2012.

本公司董事謹此提呈截至2012年12月31日止年度之年報及經審核綜合財務報表。

Principal Activities

The Company is an investment holding company. The activities of its principal subsidiaries are set out in note 30 to the consolidated financial statements.

主要業務

本公司為一間投資控股公司，其主要附屬公司之業務載於綜合財務報表附註30。

Results and Appropriations

The results of the Group for the year ended 31 December 2012 are set out in the consolidated statement of comprehensive income on page 32.

業績及分配

本集團截至2012年12月31日止年度之業績載於第32頁之綜合全面收益表。

The directors do not recommend the payment of a dividend.

董事不建議派發股息。

Share Capital

Details of the share capital of the Company are set out in note 23 to the consolidated financial statements.

股本

本公司之股本詳情載於綜合財務報表附註23。

Plant and Equipment

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

廠房及設備

本集團廠房及設備於年內之變動詳情載於綜合財務報表附註14。



DIRECTORS' REPORT (continued) 董事會報告(續)

Directors

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

Executive Director

Mr. CHENG Hairong (*Chairman*)

Non-Executive Director

Mr. LAU Tom Ko Yuen (*Deputy Chairman*)

Independent Non-Executive Directors

Mr. FENG Nien Shu
Mr. LUI Siu Tsuen, Richard
Ms. WONG Lai Kin, Elsa

In accordance with the Company's Bye-Laws, Mr. Lau Tom Ko Yuen and Mr. Lui Siu Tsuen, Richard shall retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

Biographical Details of Directors

The biographical details of the directors of the Company are as follows:

Executive Director

Mr. Cheng Hairong, aged 53, was appointed as an executive director of the Company in 2010. He is the chairman of the Company and the nomination committee and the director of the subsidiaries of the Company. He has over 20 years of experience as an executive director and consultant in establishing and managing listed companies in Hong Kong. Mr. Cheng has extensive knowledge in China finance and investments in life sciences, biotech, energy saving, tourism, trading and finance service sectors. Mr. Cheng was the vice chairman and executive director of EPI (Holdings) Limited and the chairman and executive director of China Boon Holdings Limited (formerly known as "Vision Tech International Holdings Limited"). Both companies are listed on the main board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

董事

本公司於年內及截至本報告日期之董事為：

執行董事

成海榮先生(主席)

非執行董事

劉高原先生(副主席)

獨立非執行董事

鄧念叔先生
呂兆泉先生
黃麗堅女士

根據本公司之公司細則，劉高原先生及呂兆泉先生將於應屆股東週年大會退任，且符合資格並願意重選連任。

董事簡歷

本公司董事簡歷如下：

執行董事

成海榮先生，53歲，於2010年獲委任為本公司之執行董事。彼為本公司及提名委員會之主席及本公司附屬公司之董事。彼於香港擁有逾二十年作為執行董事及顧問以建立及管理香港上市公司之經驗。成先生於中國金融及投資業(包括生命科學、生物科技、節能、旅遊、貿易及金融服務領域)具有廣泛經驗。成先生曾擔任長盈集團(控股)有限公司之副主席兼執行董事以及中福控股發展有限公司(前稱「金科數碼國際控股有限公司」)之主席兼執行董事，兩間公司均於香港聯合交易所有限公司(「聯交所」)主板上市。

DIRECTORS' REPORT (continued)

董事會報告(續)



Non-Executive Director

Mr. Lau Tom Ko Yuen, aged 61, was appointed as a non-executive director and subsequently re-designated as an executive director and appointed as the chairman of the Company in 2009. In 2010, he was re-designated as a non-executive director and deputy chairman of the Company. He is a member of the remuneration committee and the director of the subsidiaries of the Company. He has over 40 years of international corporate development and management experience in infrastructure developments as well as construction and engineering services involving the road, rail, port, power, telecommunications, mining and resources sectors in the Asia Pacific Region. Mr. Lau is currently the chairman and managing director of PYI Corporation Limited (498.HK) and the deputy chairman and executive director of Paul Y. Engineering Group Limited (577.HK), the shares of all two companies are listed on the main board of the Stock Exchange.

Independent Non-Executive Directors

Mr. Feng Nien Shu, aged 47, was appointed as an independent non-executive director of the Company in 2009. He is the chairman of the remuneration committee and a member of the audit committee and nomination committee of the Company. He holds a Master of Business Administration degree from the University of Windsor in Canada and a Bachelor of Arts degree from the York University in Canada. He is currently the managing partner and chief investment officer of Sapientia Capital, a private equity investment manager and advisory based in Shanghai, China. He has over 20 years of experience in investment, merger and acquisition in China and South East Asia.

Mr. Lui Siu Tsuen, Richard, aged 57, was appointed as an independent non-executive director of the Company in 2009. He is the chairman of the audit committee and a member of the remuneration committee of the Company. He is a fellow member of each of the Hong Kong Institute of Certified Public Accountants and The Chartered Institute of Management Accountants in the United Kingdom. He holds a Master of Business Administration degree from the University of Adelaide in Australia. He has over 25 years of experience in property investment, corporate finance and media and entertainment business. Mr. Lui is currently an independent non-executive director of 21 Holdings Limited and an executive director of eSun Holdings Limited and MediaAsia Group Holdings Limited (formerly known as Rojam Entertainment Holdings Limited). The shares of all the three companies are listed on the main board of the Stock Exchange.

非執行董事

劉高原先生，61歲，於2009年獲委任為非執行董事，其後調任為本公司執行董事及獲委任為主席。彼於2010年調任為本公司非執行董事及副主席。彼為薪酬委員會成員及本公司附屬公司之董事。彼於亞太地區之公路、鐵路、港口、電廠、電信、採礦及資源產業等基礎建設及建築工程服務方面積逾四十年之國際企業發展及管理經驗。劉先生現為保華集團有限公司(498.HK)之主席兼總裁及保華建業集團有限公司(577.HK)之副主席及執行董事，此兩間公司之股份均於聯交所主板上市。

獨立非執行董事

鄧念叔先生，47歲，於2009年獲委任為本公司之獨立非執行董事。彼為本公司薪酬委員會主席及審核委員會及提名委員會成員。彼持有加拿大溫莎大學工商管理碩士學位及加拿大約克大學文學士學位。彼目前為傳智投資(一間以中國上海為基地的私人股權投資經理及顧問公司)之管理合夥人兼投資總監。彼於中國及東南亞積逾二十年投資及併購經驗。

呂兆泉先生，57歲，於2009年獲委任為本公司之獨立非執行董事。彼為本公司審核委員會主席及薪酬委員會成員。彼為香港會計師公會及英國特許管理會計師公會之資深會員。彼持有澳洲阿德雷德大學工商管理碩士學位。彼於物業投資、企業融資以及傳媒及娛樂業務方面積逾二十五年經驗。呂先生現為21控股有限公司之獨立非執行董事以及豐德麗控股有限公司及寰亞傳媒集團有限公司(前稱Rojam Entertainment Holdings Limited)之執行董事。上述三間公司之股份均於聯交所主板上市。



DIRECTORS' REPORT (continued) 董事會報告(續)

Ms. Wong Lai Kin, Elsa, aged 47, was appointed as an independent non-executive director of the Company in 2009. She is a member of the audit committee and nomination committee of the Company. She holds a Bachelor's and Master's degree in Law from The University of Hong Kong, as well as a Master's degree in Corporate Finance from The Hong Kong Polytechnic University. Ms. Wong is a solicitor of the Supreme Court of Hong Kong and Supreme Court of England and Wales, a member of the Hong Kong Law Society and Hong Kong Society for Financial Analysts. She also holds the Chartered Financial Analyst designation. Ms. Wong has over 20 years of experience in legal profession, with majority years working as corporate counsel and company secretary of Hong Kong listed companies. Ms. Wong is currently an independent non-executive director of PYI Corporation Limited which is listed on the main board of the Stock Exchange.

Directors' Service Contracts

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

黃麗堅女士，47歲，於2009年獲委任為本公司之獨立非執行董事。彼為本公司審核委員會及提名委員會成員。彼持有香港大學法律學士學位和法律碩士學位及香港理工大學企業融資碩士學位。黃女士是香港高等法院和英格蘭及威爾斯最高法院律師、香港律師公會及香港財經分析師學會之會員。彼亦持有特許財務分析師之資格。黃女士於法律界積逾二十年經驗，多年來任職香港上市公司之內部律師及公司秘書。黃女士現為聯交所主板上市公司保華集團有限公司之獨立非執行董事。

董事之服務合約

於應屆股東週年大會建議重選連任之各董事概無訂立在一年內本集團不作出賠償(法定賠償除外)則不可終止之服務合約。

DIRECTORS' REPORT (continued)

董事會報告(續)



Directors' Interests and Short Positions in Shares and Underlying Shares

As at 31 December 2012, the interests and short positions of the directors of the Company and any of their associates in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

Long positions in the shares of HK\$0.025 each of the Company

Name of Director	董事姓名	Personal* Interests	Family* Interests	Corporate# Interests	Total Interests	Percentage of issued share capital of the Company 佔本公司已發行股本之百分比
Lau Tom Ko Yuen	劉高原	—	266,890,840	266,890,840	266,890,840 <i>(Note)</i> <i>(附註)</i>	37.46%
Cheng Hairong	成海榮	9,370,000	—	266,890,840	276,260,840 <i>(Note)</i> <i>(附註)</i>	38.77%

* Beneficial owner

+ Interests of spouse

Interests beneficially held by the company itself or through companies controlled by it

Note:

266,890,840 shares were held by Favor Hero Investments Limited, a company was controlled as to 51% by Sun Matrix Limited and as to 49% by Glory Avenue Limited. Sun Matrix Limited was controlled as to 50% by Mr. Lau Tom Ko Yuen and 50% by Ms. Lan Yi, the spouse of Mr. Lau Tom Ko Yuen. Glory Avenue Limited was wholly controlled by Mr. Cheng Hairong.

董事於股份及相關股份之權益及淡倉

按本公司根據證券及期貨條例(「證券及期貨條例」)第352條而設立之登記冊所記錄或按本公司及聯交所根據聯交所證券上市規則(「上市規則」)所載之上市發行人董事進行證券交易的標準守則(「標準守則」)獲知會，於2012年12月31日，本公司董事及任何彼等之聯繫人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)之股份及相關股份中擁有之權益及淡倉如下：

於本公司每股面值0.025港元之股份之好倉

* 實益擁有人

+ 配偶權益

權益由公司本身或透過其控制之公司實益持有

附註：

266,890,840股股份由Favor Hero Investments Limited持有，而該公司則由Sun Matrix Limited及Glory Avenue Limited分別控制51%及49%權益。Sun Matrix Limited由劉高原先生及藍一女士(劉高原先生之配偶)各自控制50%權益。Glory Avenue Limited則由成海榮先生全部控制。



DIRECTORS' REPORT (continued) 董事會報告(續)

Save as disclosed above, as at 31 December 2012, none of the directors nor their associates of the Company had or was deemed to have any interest or short position in the shares or underlying shares of the Company or any of its associated corporations as recorded in the register that required to be kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules.

Arrangements to Purchase Shares or Debentures

At no time during the year was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Directors' Interests in Contracts of Significance

No contract of significance, to which the Company, its holding company, fellow subsidiaries or subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

除上文所披露者外，按本公司根據證券及期貨條例第352條而設立之登記冊所記錄或按本公司及聯交所根據上市規則所載之標準守則獲知會，於2012年12月31日，本公司董事或彼等之聯繫人概無擁有或被視為於本公司或其任何相聯法團之股份或相關股份中擁有任何權益或淡倉。

購買股份或債權證之安排

本公司、其控股公司或其任何附屬公司或同系附屬公司於年內任何時間並無訂立任何安排，使本公司董事可藉購入本公司或任何其他法人團體之股份或債權證而獲益。

董事之重大合約權益

本公司、其控股公司、同系附屬公司或附屬公司於年終或於年內任何時間均無訂立本公司董事直接或間接擁有重大權益之重大合約。

DIRECTORS' REPORT (continued)

董事會報告(續)



Substantial Shareholders

As at 31 December 2012, the following persons had interests and short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

Long positions in the shares of HK\$0.025 each of the Company

主要股東

按本公司須根據證券及期貨條例第336條而設立之登記冊所記錄，下列人士於2012年12月31日於本公司之股份及相關股份中擁有權益及淡倉：

於本公司每股面值0.025港元之股份之好倉

Name of Shareholders 股東名稱		Personal* Interests	Family* Interests	Corporate# Interests	Total Interests	Percentage of issued share capital of the Company 佔本公司 已發行股本 之百分比
		個人權益*	家族權益+	公司權益#	總權益	
Favor Hero Investments Limited	Favor Hero Investments Limited	—	—	266,890,840	266,890,840 (Note) (附註)	37.46%
Sun Matrix Limited	Sun Matrix Limited	—	—	266,890,840	266,890,840 (Note) (附註)	37.46%
Lau Tom Ko Yuen	劉高原	—	266,890,840	266,890,840	266,890,840 (Note) (附註)	37.46%
Lan Yi	藍一	—	266,890,840	266,890,840	266,890,840 (Note) (附註)	37.46%
Glory Avenue Limited	Glory Avenue Limited	—	—	266,890,840	266,890,840 (Note) (附註)	37.46%
Cheng Hairong	成海榮	9,370,000	—	266,890,840	276,260,840 (Note) (附註)	38.77%
Fong Ngai Frank	方毅	59,380,000	—	—	59,380,000	8.33%

* Beneficial owner

+ Interests of spouse

Interests beneficially held by the company itself or through companies controlled by it

* 實益擁有人

+ 配偶權益

權益由公司本身或透過其控制之公司實益持有



DIRECTORS' REPORT (continued) 董事會報告(續)

Note:

Favor Hero Investments Limited was controlled as to 51% by Sun Matrix Limited and as to 49% by Glory Avenue Limited. Sun Matrix Limited was controlled as to 50% by Mr. Lau Tom Ko Yuen and 50% by Ms. Lan Yi, the spouse of Mr. Lau Tom Ko Yuen. Glory Avenue Limited was wholly controlled by Mr. Cheng Hairong.

Save as disclosed above, as at 31 December 2012, the directors of the Company were not aware of any other person who had an interest or short position in the shares or underlying shares of the Company as recorded in the register that required to be kept by the Company pursuant to Section 336 of the SFO and/or were directly or indirectly interested in 5% or more of the nominal value of the share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group.

Confirmation of Independence of Independent Non-Executive Directors

The Company has received, from each of the independent non-executive directors, an annual confirmation of his/her independence pursuant to rule 3.13 of the Listing Rules. The Company considers that all of the independent non-executive directors are independent.

Connected Transactions

New Investment Management Agreement

Reference is made to the announcement of the Company dated 6 September 2007 in respect of the Investment Management Agreement ("IM Agreement") which expired on 31 August 2010. In view of the uncertain economic environment at the relevant time, on 31 August 2008 the Company and Greater China Capital Limited ("GC Capital", formerly known as "Sinox Fund Management Limited") agreed to amend the management fee payable to GC Capital by the Company from 1.9% per annum of the consolidated net asset value of the Company to a fixed amount of HK\$250,000 per month.

附註：

Favor Hero Investments Limited 由 Sun Matrix Limited 及 Glory Avenue Limited 分別控制 51% 及 49% 權益。Sun Matrix Limited 由劉高原先生及藍一女士(劉高原先生之配偶)各自控制 50% 權益。Glory Avenue Limited 則由成海榮先生全部控制。

除上文所披露者外，按本公司根據證券及期貨條例第336條而設立之登記冊所記錄，於2012年12月31日，就本公司董事所知，並無任何其他人士於本公司之股份或相關股份中擁有權益或淡倉，及／或直接或間接擁有股本面值5%或以上之權益而附有在一切情況下可於本集團任何其他成員公司之股東大會上投票之權利。

獨立非執行董事之獨立性確認書

本公司已接獲各獨立非執行董事根據上市規則第3.13條就其獨立性發出之年度確認書。本公司認為全體獨立非執行董事均為獨立人士。

關連交易

新投資管理協議

謹此提述本公司於2007年9月6日刊發之有關投資管理協議(「投資管理協議」)之公佈，投資管理協議已於2010年8月31日屆滿。鑑於當時經濟環境不明朗，於2008年8月31日，本公司與漢華資本有限公司(「漢華資本」，前稱「利禾資金管理有限公司」)協定將本公司應付予漢華資本之管理費由每年為本公司綜合資產淨值之1.9%修訂為固定金額每月250,000港元。

DIRECTORS' REPORT (continued)

董事會報告(續)



On 16 December 2010, the Company entered into the New Investment Management Agreement ("New IM Agreement") with GC Capital for the appointment of GC Capital as the Company's investment manager for a further term of three years commencing from 1 September 2010 to 31 August 2013.

The principal terms of the New IM Agreement are substantially the same as the IM Agreement except that the management fee payable to GC Capital by the Company has been revised to a fixed amount of HK\$300,000 per month (exclusive of disbursements) and that, in addition to such monthly fee, GC Capital is also entitled to a discretionary bonus in such amount as the Company may at its discretion determine provided that the audited consolidated net asset value of the Group as at the end of a financial year exceeds that in the previous financial year and the total management fee for such financial year is less than 1.9% of the audited consolidated net asset value of the Group. However, the aggregate amount of such discretionary bonus (if any) and the annual management fee shall not in any event exceed 1.9% of the audited consolidated net asset value of the Group as at the end of such financial year. In the event that the total management fee for a financial year exceeds 1.9% of the audited consolidated net asset value of the Group at the end of that financial year, there will be no discretionary bonus for GC Capital for that financial year.

The Board believes that the Company can benefit from the valuable investment and management experience of GC Capital whom is able to identify and pursue investment opportunities and provide advice to the existing investments of the Company to achieve capital appreciation and growth of the Group.

於2010年12月16日，本公司與漢華資本就委任漢華資本為本公司之投資經理而訂立新投資管理協議(「新投資管理協議」)，自2010年9月1日起至2013年8月31日止進一步延長三年之期限。

新投資管理協議之主要條款大致上與投資管理協議相同，惟本公司應付予漢華資本之管理費已修訂為固定金額每月300,000港元(不包括墊付支出)，及除有關月費外，漢華資本亦有權收取本公司可能酌情釐定之有關數額之酌情花紅，惟本集團於某一財政年度末之經審核綜合資產淨值須超過上一財政年度者，及該財政年度之管理費總額須少於本集團之經審核綜合資產淨值之1.9%。然而，該酌情花紅(如有)及年度管理費之總金額於任何情況下均不得超過本集團於有關財政年度末之經審核綜合資產淨值之1.9%。倘某一財政年度之管理費總額超過本集團於該財政年度末之經審核綜合資產淨值之1.9%，則漢華資本於該財政年度將不享有酌情花紅。

董事會相信，本公司可因漢華資本之寶貴投資及管理經驗而受惠。漢華資本可物色及尋求投資機會及就本公司之現有投資提供意見，以達致本集團之資本增值及增長。



DIRECTORS' REPORT (continued) 董事會報告(續)

The Board (including the independent non-executive directors) considers that the terms of the New IM Agreement including the management fee payable by the Group under the New IM Agreement are on normal commercial terms, fair and reasonable and the entering of the New IM Agreement is in the interests of the Company and its shareholders as a whole. Aside from the fact that the Company is interested in 20% shareholding in GCA Professional Services Group Limited, a company incorporated in Hong Kong ("GCA Professional HK", formerly known as "G C Associates Limited") which was disposed of in July 2012, none of the directors have a material interest in the New IM Agreement.

Information on GC Capital

GC Capital is a corporation licensed to carry out Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). It was incorporated on 30 June 1992 and it specialises in investment and fund management mainly in Hong Kong. GC Capital has served as an investment manager of the Company since 12 December 1992. Being the investment manager of the Company, GC Capital is a connected person under Rule 21.13 of the Listing Rules.

Corporate Services Agreement

On 28 January 2010, Prosperity Management Services Limited ("Prosperity Management"), a wholly-owned subsidiary of the Company, entered into the Corporate Services Agreement ("CS Agreement") with Greater China Corporate Consultancy & Services Limited ("GC Corporate Services") for a term of 3 years commencing from 29 January 2010 for the engagement of GC Corporate Services to provide general back-office administration service to the Group, including the provision of company secretarial, accounting and bookkeeping services, and to provide a qualified company secretary and authorized representative as well as a service process agent in Hong Kong to the Group, at the monthly fee of HK\$80,000 (exclusive of disbursements). Upon the expiry on 28 January 2013, the CS Agreement has been renewed (the "Renewed CS Agreement") at a monthly fee of HK\$90,000 (exclusive of disbursement) for a period from 29 January 2013 to 31 December 2015.

董事會(包括獨立非執行董事)認為,新投資管理協議之條款(包括本集團根據新投資管理協議應付之管理費)乃按一般商業條款訂立,屬公平合理,且訂立新投資管理協議符合本公司及其股東之整體利益。除本公司於漢華專業服務集團有限公司(「香港漢華專業」,前稱「G C Associates Limited」,一間於香港註冊成立並已於2012年7月出售之公司)擁有20%股權權益外,概無董事於新投資管理協議中擁有重大權益。

有關漢華資本之資料

漢華資本為一間根據香港法例第571章證券及期貨條例可從事第4類(就證券提供意見)、第6類(就企業融資提供意見)及第9類(資產管理)受規管活動之持牌公司。漢華資本於1992年6月30日註冊成立,並專注於主要在香港之投資及基金管理。漢華資本自1992年12月12日起一直為本公司之投資經理。由於漢華資本為本公司之投資經理,故根據上市規則第21.13條,其為本公司之關連人士。

企業服務協議

於2010年1月28日,本公司之全資附屬公司嘉進管理服務有限公司(「嘉進管理」)與漢華企業服務有限公司(「漢華企業服務」)訂立企業服務協議(「企業服務協議」),由2010年1月29日起為期三年,以委聘漢華企業服務向本集團提供一般後勤行政服務(包括提供公司秘書、會計及簿記服務),並向本集團提供一名合資格公司秘書及授權代表以及香港接收法律程序代表,月費為80,000港元(不包括墊付支出)。於2013年1月28日到期後,企業服務協議經已續訂(「續訂企業服務協議」),月費為90,000港元(不包括墊付支出),期間涵蓋2013年1月29日至2015年12月31日。

DIRECTORS' REPORT (continued)

董事會報告(續)



The Board (including the independent non-executive directors) would like to confirm that the terms of the CS Agreement and the Renewed CS Agreement were determined after arm's length negotiations between the parties taking into account the services offered by GC Corporate Services and the costs incurred by the Group relating to such services before the entering into of the CS Agreement and the Renewed CS Agreement.

Information on GC Corporate Services

GC Corporate Services is principally engaged in provision of corporate services including accounting, corporate secretarial and office administration services. As at the date of signing of the CS Agreement, GC Corporate Services was not a connected person of the Company. As a result of the acquisition by GCA Professional HK of GC Capital in May 2010, GC Corporate Services, being a direct wholly-owned subsidiary of GCA Professional HK which also wholly owns GC Capital, became a connected person of the Company. Accordingly, the CS Agreement became a continuing connected transaction for the Company under Chapter 14A of the Listing Rules.

License Agreement

On 16 December 2010, Prosperity Management (as licensee) and Linkson Investment Limited ("Linkson Investment") (as licensor) entered into the License Agreement, pursuant to which Linkson Investment granted a license to Prosperity Management for the use of the Premises for a term of 3 years commencing from 1 January 2010 to 31 December 2012 at the following license fee:

Period covered 所涵蓋期間	HK\$ 港元
1 January 2010 to 31 December 2010 2010年1月1日至2010年12月31日	87,090 per month 每月87,090
1 January 2011 to 31 December 2011 2011年1月1日至2011年12月31日	91,850 per month 每月91,850
1 January 2012 to 31 December 2012 2012年1月1日至2012年12月31日	96,680 per month 每月96,680

In addition, Prosperity Management shall during the license period share and pay to Linkson Investment the management fee of HK\$12,820 per month plus portion of the government rents and rates payable by Linkson Investment to the landlord.

董事會(包括獨立非執行董事)謹此確認, 企業服務協議及續訂企業服務協議之條款乃由訂約方經公平磋商後釐定, 並計及漢華企業服務所提供之服務及本集團於訂立企業服務協議及續訂企業服務協議前就有關服務所產生之成本。

有關漢華企業服務之資料

漢華企業服務主要從事提供企業服務(包括會計、公司秘書及辦公室行政服務)。於簽訂企業服務協議日期, 漢華企業服務並非本公司之關連人士。由於香港漢華專業於2010年5月收購漢華資本, 故香港漢華專業(其亦全資擁有漢華資本)之直接全資附屬公司漢華企業服務已成為本公司之關連人士。因此, 根據上市規則第14A章, 企業服務協議成為本公司之持續關連交易。

許可協議

於2010年12月16日, 嘉進管理(作為獲許可方)與信萊投資有限公司(「信萊投資」)(作為許可方)訂立許可協議, 據此, 信萊投資按下列許可費向嘉進管理授予使用該物業之許可, 自2010年1月1日起至2012年12月31日止為期三年:

此外, 嘉進管理於許可期間內須分擔及向信萊投資支付每月管理費12,820港元, 另加信萊投資應付予業主之政府地租及差餉部份。



DIRECTORS' REPORT (continued) 董事會報告(續)

Upon the expiry on 31 December 2012, the License Agreement has been renewed (the "Renewed License Agreement") for a term of 3 years from 1 January 2013 to 31 December 2015 at a license fee of HK\$128,101 per month over the contract period and the portion of management fee and government rents and rates payable by Linkson Investment to the landlord.

Reasons for entering into the License Agreement

The Premises are used as the Group's principal place of business in Hong Kong. The Board (including the independent non-executive directors) considers that the terms of the License Agreement including the consideration payable under the License Agreement are on normal commercial terms, fair and reasonable and the entering of the License Agreement is in the interests of the Company and its shareholders as a whole. Aside from the fact that the Company is interested in 20% shareholding in GCA Professional HK which was disposed of in July 2012, none of the directors have a material interest in the License Agreement.

The Board (including independent non-executive directors) would like to confirm that the terms of the License Agreement and the Renewed License Agreement were determined after arm's length negotiations between the parties taking into account that the license fee and management fee payable by Prosperity Management are based on proportion of floor area of the Premises bears on the premises leased by Linkson Investment of which the Premises formed a part and the market rent of similar premises at the relevant time.

Information on Linkson Investment

Linkson Investment is principally engaged in leasing administration.

During 2012, GCA Professional HK had undergone a reorganisation and GC Capital, GC Corporate Services and Linkson Investment became subsidiaries of GCA Professional Services Group Limited, a company incorporated in the British Virgin Islands ("GCA Professional BVI") after the reorganisation. As GC Capital is a connected person of the Company, GC Corporate Services and Linkson Investment, being associates of GC Capital, are remained as connected persons of the Company.

The Board (including independent non-executive directors) would like to confirm that the New IM Agreement, CS Agreement, Renewed CS Agreement, License Agreement and Renewed License Agreement have been entered into by the Group are in the ordinary course of business, on normal commercial terms, and such transactions are fair and reasonable and in the interests of the shareholders of the Company as a whole.

於2012年12月31日到期後，許可協議經已續訂(「續訂許可協議」)，自2013年1月1日起至2015年12月31日止為期三年，費用包括合約期間之許可費每月128,101港元及信萊投資應付予業主之管理費、政府地租及差餉部份。

訂立許可協議之理由

該物業現時被用作本集團於香港之主要營業地點。董事會(包括獨立非執行董事)認為，許可協議之條款(包括根據許可協議應付之代價)乃按一般商業條款訂立，屬公平合理且訂立許可協議符合本公司及其股東之整體利益。除本公司於香港漢華專業(於2012年7月出售)擁有20%股權權益外，概無董事於許可協議中擁有重大權益。

董事會(包括獨立非執行董事)確認，許可協議及續訂許可協議之條款乃由訂約方經公平磋商後釐定，並已計及嘉進管理應付之許可費及管理費乃根據該物業所佔信萊投資出租之物業(該物業為信萊投資出租之物業其中部份)之樓面面積比例及相應時間類似物業之市場租金釐定。

有關信萊投資之資料

信萊投資主要從事提供租賃管理服務。

於2012年，香港漢華專業進行了一項重組，漢華資本、漢華企業服務及信萊投資於重組後成為漢華專業服務集團有限公司(「漢華專業BVI」，一間於英屬處女群島註冊成立之公司)之附屬公司。由於漢華資本為本公司之關連人士，作為漢華資本之聯繫人，漢華企業服務及信萊投資仍為本公司之關連人士。

董事會(包括獨立非執行董事)確認，新投資管理協議、企業服務協議、續訂企業服務協議、許可協議及續訂許可協議乃由本集團於日常業務過程中按一般商業條款訂立，且有關交易屬公平合理，並符合本公司股東之整體利益。

DIRECTORS' REPORT (continued)

董事會報告(續)



The Board has also confirmed that a letter pursuant to Rule 14A.38 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") has been issued to the Board by the auditor of the Company.

董事會亦已確認，本公司之核數師已向董事會發出香港聯合交易所有限公司證券上市規則(「上市規則」)第14A.38條所規定之函件。

Purchase, Sale or Redemption of Shares of the Company

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

購買、出售或贖回本公司股份

本公司及其任何附屬公司於年內概無購買、出售或贖回本公司任何股份。

Pre-Emptive Rights

There are no provisions for pre-emptive rights under the Company's Bye-Laws, or the Company Act (1981) of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

優先認購股份權利

本公司之公司細則或百慕達公司法(1981年)並無優先認購股份權利條文規定本公司須按比例向現有股東發售新股份。

Sufficiency of Public Float

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

足夠公眾持股量

根據本公司可取得之公開資料及就其董事所知，於本報告日期，本公司根據上市規則所規定，擁有足夠公眾持股量。

Auditor

Messrs. H.H. Liu & Co., Certified Public Accountants, resigned and Messrs. Deloitte Touche Tohmatsu was appointed as auditor of the Company in the year 2010.

核數師

於2010年，廖慶雄會計師事務所(執業會計師)辭任，德勤•關黃陳方會計師行獲委任為本公司核數師。

A resolution will be submitted to the annual general meeting to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company.

重新委任德勤•關黃陳方會計師行作為本公司核數師之決議案將提呈至股東週年大會。

On behalf of the Board

代表董事會

Cheng Hairong

Chairman

Hong Kong, 27 March 2013

主席

成海榮

香港，2013年3月27日



CORPORATE GOVERNANCE REPORT 企業管治報告

The Group is dedicated to maintaining a good credible framework of corporate governance with a view to being transparent, open and accountable to our shareholders.

The Company adopted all the code provisions in the Code on Corporate Governance Practices (effective until 31 March 2012) and the Corporate Governance Code (effective from 1 April 2012) (collectively the "Code") as contained in Appendix 14 of the Listing Rules as its own code on corporate governance practices.

During the year ended 31 December 2012, the Company complied with the code provisions in the Code except for the following deviations:

Under the code provision A.2.1 of the Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The Company does not at present have chief executive officer and is in the process of identifying suitable candidate to fill the casual vacancy of chief executive officer.

In respect of the code provision A.6.7 of the Code, Mr. Lui Siu Tsuen, Richard, an independent non-executive director of the Company, was unable to attend the annual general meeting of the Company held on 16 May 2012 due to his business engagement.

The Board Composition

The board of the Company ("Board") currently consists of one executive director, one non-executive director and three independent non-executive directors ("INED(s)"), one of whom namely Mr. Lui Siu Tsuen, Richard has the appropriate professional accounting experience and expertise. The names and biographical details of each director are disclosed on pages 9 to 11 of this annual report.

Each INED has, pursuant to the rule 3.13 of the Listing Rules, confirmed he/she is independent of the Company and the Company also considers that they are independent. The current term of office of non-executive directors is for a period of two years until December 2013 subject to the requirement that one-third of all the directors shall retire from office by rotation at each annual general meeting pursuant to the Bye-Laws of the Company. There is no relationship (including financial, business, family or other material/relevant relationship) among members of the Board.

本集團致力為企業管治維持良好及可信之架構，以達致高透明度及持開放態度，並能向本集團股東負責。

本公司已採納所有載於上市規則附錄14之企業管治常規守則(有效期至2012年3月31日)及企業管治守則(自2012年4月1日起生效)(統稱為「守則」)之守則條文，作為本公司之企業管治常規守則。

於截至2012年12月31日止年度內，本公司已遵守守則之守則條文，惟以下偏離者除外：

根據守則之守則條文第A.2.1條，主席及行政總裁之職務應予以區分，並不應由同一人擔任。本公司目前並無行政總裁，且現正物色適當人選填補行政總裁之空缺。

就守則之守則條文第A.6.7條而言，本公司之獨立非執行董事呂兆泉先生因其業務事宜而未能出席本公司於2012年5月16日舉行之股東週年大會。

董事會 成員

本公司董事會(「董事會」)現時由一名執行董事、一名非執行董事及三名獨立非執行董事(「獨立非執行董事」)組成，其中一名獨立非執行董事呂兆泉先生具有適當之專業會計經驗及專業資格。各董事之姓名及履歷於本年報第9至11頁披露。

根據上市規則第3.13條所載，各獨立非執行董事已確認其乃獨立於本公司，而本公司亦認為彼等屬獨立人士。各非執行董事現時之任期為期兩年，直至2013年12月為止，並須遵守本公司之公司細則之規定，於各股東週年大會上，全體董事之三分之一須輪值退任。董事會之成員各自並無任何關係(包括財務、業務、家族或其他重大/相關關係)。

CORPORATE GOVERNANCE REPORT (continued)

企業管治報告(續)



During the year, all directors of the Company have received regular updates on the changes to and developments in the relevant laws and regulations applicable to the directors. Additionally, training has been attended by all directors covering a wide range of topics including directors' duties and updates on the Listing Rules and SFO. The Board has a balance of skills and experience appropriate for the requirements of the business of the Group.

Function

The Board is responsible both for how the Company is managed and the Company's direction. Approval of the Board is required for the strategy of the Group, major acquisition and disposal, major capital investment, dividend policy, appointment and retirement of directors, remuneration policy and other major operational and financial matters. Day-to-day operations of the Group are taken up by the Company's management and the Company's investment manager.

The Board has established schedule of matters specifically reserved to the Board for its decision and those reserved for the management. The Board reviews this schedule on a periodic basis to ensure that it remains appropriate to the needs of the Company.

The Board is responsible for performing the corporate governance functions such as developing and reviewing the Company's policies, practices on corporate governance, training and continuous professional development of directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, etc. The Board held meetings from time to time whenever necessary.

The Board has established procedures to enable directors of the Company, upon reasonable request, to seek independent professional advice in appropriate circumstances at the Company's expense.

The Board held four regular board meetings at approximately quarterly interval during the year of 2012. Additional board meetings were held when necessary. Due notice and board papers were given to all directors of the Company prior to the meeting in accordance with the Listing Rules and the Code.

年內，本公司全體董事均已接獲適用於董事之相關法律及法規變更及演變之定期更新資料。此外，全體董事均已參加涵蓋多個主題之培訓，包括董事之職責及上市規則及證券及期貨條例之更新。董事會具備適合本集團業務需要之技巧及經驗。

職能

董事會負責制定本公司之管理方法及本公司之方針。本集團之策略、主要收購及出售、主要資本投資、股息政策、委任及退任董事、薪酬政策以及其他主要經營及財務事宜，均須取得董事會之批准。本集團之日常運作由本公司管理層及本公司之投資經理負責。

董事會已為特別保留予董事會決定及保留予管理層決定之事宜制定時間表。董事會定期檢討該時間表，以確保其仍然配合本公司之需要。

董事會負責履行企業管治職能，如制定及檢討本公司政策、企業管治常規、董事及高層管理人員之培訓及持續專業發展、本公司於遵守法律及監管規定方面之政策及常規等。董事會不時於必要時舉行會議。

董事會已設立程序，令本公司董事得以因應合理要求在適當情況下尋求獨立專業意見，費用由本公司承擔。

董事會於2012年內舉行四次定期董事會會議，約每季舉行一次。額外董事會會議已於需要時舉行。本公司已根據上市規則及守則於舉行會議前向本公司全體董事發出正式通知及董事會文件。



CORPORATE GOVERNANCE REPORT (continued) 企業管治報告(續)

The attendance records of the directors of the Company for the Board, committee and general meetings for the year are as follows: 年內本公司董事於董事會會議、委員會會議及股東大會之出席記錄如下：

		No. of meetings attended/No. of meetings held 出席會議次數／舉行會議次數				Annual General Meeting
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	股東週年大會
Directors	董事					
Executive Director	執行董事					
Cheng Hairong (<i>Chairman</i>)	成海榮 (主席)	4/4	N/A 不適用	N/A 不適用	1/1	1/1
Non-Executive Director	非執行董事					
Lau Tom Ko Yuen (<i>Deputy Chairman</i>)	劉高原 (副主席)	4/4	N/A 不適用	1/1	N/A 不適用	1/1
INEDs	獨立非執行董事					
Feng Nien Shu	鄧念叔	4/4	4/4	1/1	1/1	1/1
Lui Siu Tsuen, Richard	呂兆泉	4/4	3/4	1/1	N/A 不適用	0/1
Wong Lai Kin, Elsa	黃麗堅	4/4	4/4	N/A 不適用	1/1	1/1
Total number of meetings held during the year	年內舉行會議總數	4	4	1	1	1

Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 of the Listing Rules as the codes of conduct regarding securities transactions by directors and by relevant employees of the Company. All directors of the Company have confirmed, following specific enquiry by the Company, that they fully complied with the Model Code throughout the year of 2012.

Board Committees

To strengthen the functions of the Board and to enhance its expertise, there are three board committees, namely Audit Committee, Remuneration Committee and Nomination Committee formed under the Board, with each performing different functions.

董事進行證券交易之標準守則

本公司已採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則(「標準守則」)作為有關本公司董事及相關僱員進行證券交易之操守準則。經本公司作出具體查詢後，本公司全體董事已確認彼等於2012年內一直全面遵守標準守則。

董事會委員會

為加強董事會之職能及提升其專業水平，董事會轄下設有三個董事會委員會，即審核委員會、薪酬委員會及提名委員會，各自履行不同職能。

CORPORATE GOVERNANCE REPORT (continued)

企業管治報告(續)



Audit Committee

The terms of reference of the Audit Committee was revised in compliance with the Code of the Listing Rules in 2012. The Audit Committee comprises three INEDs, namely Mr. Lui Siu Tsuen, Richard, Mr. Feng Nien Shu and Ms. Wong Lai Kin, Elsa. The Audit Committee is chaired by Mr. Lui Siu Tsuen, Richard.

The role and function of the Audit Committee include:

- to serve as a focal point for communication between other directors and the auditor in respect of the duties relating to financial and other reporting, internal controls, audits, and such other matters as the Board may determine from time to time.
- to assist the Board in fulfilling its responsibility by providing an independent review and supervision of financial reporting, by satisfying themselves as to the effectiveness of the internal controls of the Group and the adequacy of the audits.
- to review the appointment of auditor on an annual basis including the review of the audit scope and approval of the audit fees.
- to review the annual and interim financial statements prior to their approval by the Board, and recommend application of accounting policies and changes to the financial reporting requirements.
- to ensure continuing auditor objectivity and to safeguard independence of the Company's auditor.

Set out below is the summary of work done in 2012:

- to review the financial statements for the year ended 31 December 2011 and for the six months ended 30 June 2012;
- to review of the effectiveness of the internal control of the Company; and
- to review the auditor's audit plan.

審核委員會

審核委員會之職權範圍已於2012年根據上市規則之守則作出修訂。審核委員會由三名獨立非執行董事，即呂兆泉先生、豐念叔先生及黃麗堅女士組成。呂兆泉先生為審核委員會之主席。

審核委員會之角色及職能包括：

- 就財務及其他申報事宜、內部監控、核數及董事會可能不時釐定之其他事宜，作為其他董事與核數師之間溝通之重要渠道。
- 透過提供獨立審閱及監察財務申報，並使其本身信納本集團具有有效之內部監控及已進行充分審核工作，從而協助董事會履行其職責。
- 每年檢討核數師之委任，包括審閱審核範圍及批准核數費用。
- 於董事會批准年度及中期財務報表前審閱有關財務報表，並就應用會計政策及財務申報規定之變動提供建議。
- 確保核數師之持續客觀性，並保障本公司核數師之獨立性。

以下載列於2012年完成之工作概要：

- 審閱截至2011年12月31日止年度及截至2012年6月30日止六個月之財務報表；
- 審閱本公司內部監控之有效性；及
- 審閱核數師之審核計劃。



CORPORATE GOVERNANCE REPORT (continued) 企業管治報告(續)

Remuneration Committee

The terms of reference of the Remuneration Committee was revised in compliance with the Code of the Listing Rules in 2012. The Remuneration Committee comprises two INEDs, namely Mr. Feng Nien Shu and Mr. Lui Siu Tsuen, Richard, and the deputy chairman of the Company, namely Mr. Lau Tom Ko Yuen, and meets at least once a year. Mr. Feng Nien Shu was appointed as the chairman of the Remuneration Committee to replace Mr. Lau Tom Ko Yuen who remained as a member of the Remuneration Committee with effect from 28 March 2012.

The role and function of the Remuneration Committee include formulation of the remuneration policy, review and recommending to the Board the annual remuneration policy, and determination of the remuneration of the executive directors. The Remuneration Committee has adopted the model under the Code to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management. The directors are remunerated with reference to their respective duties and responsibility with the Company, the Company's performance and current market situation.

Set out below is the summary of work done in 2012:

- to review of the remuneration policy; and
- to approve the remuneration of the executive director and review the remuneration of non-executive directors.

Details of directors' emoluments of the Group for the year are disclosed in note 11 to the consolidated financial statements.

Nomination Committee

The Company established a Nomination Committee in March 2012 with its terms of reference. The Nomination Committee comprises one executive director, namely Mr. Cheng Hairong, and two INEDs, namely Mr. Feng Nien Shu and Ms. Wong Lai Kin, Elsa. Mr. Cheng Hairong was appointed as the chairman of the Nomination Committee of the Company.

薪酬委員會

薪酬委員會之職權範圍已於2012年根據上市規則之守則作出修訂。薪酬委員會由兩名獨立非執行董事鄧念叔先生及呂兆泉先生以及本公司副主席劉高原先生組成，並最少每年舉行一次會議。自2012年3月28日起，鄧念叔先生替代劉高原先生獲委任為薪酬委員會主席，劉高原先生仍為薪酬委員會成員。

薪酬委員會之角色及職能包括制定薪酬政策、檢討及向董事會建議每年之薪酬政策，以及釐定執行董事之酬金。薪酬委員會已採納守則項下之規則並獲授權釐定個別執行董事以及高層管理人員之薪酬待遇。董事之薪酬乃根據彼等各自於本公司之職責、本公司之業績及目前之市況而釐定。

以下載列於2012年完成之工作概要：

- 檢討薪酬政策；及
- 批准執行董事之酬金及檢討非執行董事之酬金。

本年度本集團之董事酬金之詳情於綜合財務報表附註11中披露。

提名委員會

本公司於2012年3月成立具界定職權範圍的提名委員會。提名委員會由一名執行董事，即成海榮先生及兩名獨立非執行董事，即鄧念叔先生及黃麗堅女士組成。成海榮先生獲委任為本公司提名委員會主席。

CORPORATE GOVERNANCE REPORT (continued)

企業管治報告(續)



The role and function of the Nomination Committee include reviewing the structure, size and composition of the Board, formulating relevant procedures for nomination of directors, identifying qualified individuals to become members of the Board and making recommendation to the Board on the appointment or re-appointment of directors. The nomination should be taken into consideration of the nominee's qualification, ability and potential contributions to the Company.

Set out below is the summary of work done in 2012:

- to review the structure, size and composition of Board; and
- to review the policy and procedures for nomination of directors.

Internal Control

The Board is responsible for the internal control of the Group and for reviewing its effectiveness. Procedures have been designed for safeguarding assets against unauthorized use or deposition, ensure the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensure compliance of applicable laws, rules and regulations. The procedures provide reasonable but not absolute assurance against material errors, losses or fraud.

During the year, the Company had reviewed the effectiveness of the system of internal control of the Group including the internal control policies. The Company engaged a professional firm to conduct a review on the investment management of the Group and assess and identify significant weaknesses in relevant financial procedures, systems and internal controls of the Group.

提名委員會之角色及職能包括檢討董事會之架構、規模及組成、制定董事提名之相關程序、物色董事會成員之合資格人選及就委任或重新委任董事向董事會提供建議。有關提名須考慮被提名人士之資質、能力及對本公司之潛在貢獻。

以下載列於2012年完成之工作概要：

- 檢討董事會之架構、規模及組成；及
- 檢討董事提名之政策及程序。

內部監控

董事會負責本集團之內部監控，並檢討其有效性。本公司已制定程序，以保障未經授權使用或處置資產、確保維持妥善會計記錄，以提供可靠財務資料供內部使用或以供刊發，並確保遵守適用法例、規則及法規。該等程序為重大錯誤、損失或欺詐事件提供合理但非絕對之保障。

年內，本公司已檢討本集團之內部監控系統之效率，其中包括內部監控政策。本公司已委聘一間專業公司檢討本集團之投資管理，並評估及識別本集團相關財務程序、系統及內部監控之重大不足之處。



CORPORATE GOVERNANCE REPORT (continued) 企業管治報告(續)

Auditor's Remuneration

The fees paid/payable to the Company's auditor, Messrs. Deloitte Touche Tohmatsu during the year ended 31 December 2012 for auditing and non-auditing services is analysed as below:

核數師之酬金

截至2012年12月31日止年度，就核數及非核數服務而向本公司之核數師德勤•關黃陳方會計師行已支付／應付之費用分析如下：

		HK\$ 港元
Auditing	核數	700,000
Non-auditing:	非核數：	
Review of interim financial statement for the 6 months period ended 30 June 2012	審閱截至2012年6月30日止6個月之中期財務報表	230,000
Agreed-upon procedures on Preliminary Results Announcement for the year ended 31 December 2012	截至2012年12月31日止年度初步業績公佈之協定程序	28,000
Agreed-upon procedures on Continuing Connected Transactions for the year ended 31 December 2012	截至2012年12月31日止年度持續關連交易之協定程序	38,000

Directors' Responsibility for Preparing the Financial Statements

The directors of the Company acknowledge that it is their responsibilities in preparing the financial statements. The statement of the auditor about their reporting responsibilities on the financial statements is set out in the Independent Auditor's Report on page 30.

董事就編製財務報表之責任

本公司董事確認，編製財務報表乃彼等之責任。有關彼等對財務報表之申報責任之核數師聲明載於第30頁之獨立核數師報告內。

Company Secretary

The Company engages Ms. Fung Mei Ling as its company secretary. Its primary corporate contact person at the Company is Mr. Yau Wing Yiu, the financial controller of the Company.

公司秘書

本公司委聘馮美玲女士擔任公司秘書。本公司之主要公司聯絡人為本公司之財務主管邱榮耀先生。

Shareholders' Rights

Pursuant to the Bye-Laws of the Company, the shareholders, holding at the date of deposit of the written requisition to the Board or the company secretary of the Company not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, may require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within 2 months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting, the requisitionists themselves may do so.

股東權利

根據本公司之公司細則，於向董事會或本公司之公司秘書遞呈書面要求日期時持有不少於本公司繳入股本(附帶於本公司股東大會上投票之權利)十分之一之股東，可要求董事會召開股東特別大會，以處理有關要求中指明之任何事項；且該大會應於遞呈該要求後兩個月內舉行。倘於遞呈後21日內，董事會未有召開該大會，則遞呈要求人士可自行作出此舉。

CORPORATE GOVERNANCE REPORT (continued)

企業管治報告(續)



Shareholders who wish to move a resolution may request the Company to convene a general meeting following the procedures set out in the preceding paragraph. The written requisition should be signed by the requisitionists and deposited at the head office of the Company, specifying the shareholders' contact details and the resolution intended to be put forward at general meeting.

For including a resolution to propose a person for election as a director at general meeting, shareholders are requested to follow the Bye-Laws of the Company. A written notice signed by a shareholder (other than the person to be proposed) duly qualified to attend and vote at the general meeting of the Company for which such notice is given of his intention to propose such person for election and also a written notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office of the Company provided that the minimum length of the period, during which such notices are given, shall be at least seven days and that the period for lodgment of such notices shall commence no earlier than the day after the dispatch of the notice of the general meeting of the Company appointed for such election and end no later than seven days prior to the date of such general meeting. The written notice must state that person's biographical details as required by rule 13.51(2) of the Listing Rules. The procedures for shareholders of the Company to propose a person for election as a director is posted on the Company's website.

Shareholders should direct their questions about their shareholdings to the Company's registrar. Shareholders and the investment community may at any time make a request for the Company's information to the extent that such information is publically available. Shareholders may also make enquiries to the Board by writing to the company secretary at the Company's head office in Hong Kong at Suite 2701, Shui On Center, 6-8 Harbour Road, Wanchai, Hong Kong.

有意提呈決議案之股東可按照前段所述之程序要求本公司召開股東大會。書面要求須經要求人士簽署並遞交至本公司之總辦事處，當中須明確說明股東之聯絡詳情及擬於股東大會上提呈之決議案。

就(其中包括)於股東大會上提名人士膺選董事之決議案而言，股東須遵守本公司之公司細則。由正式符合資格出席本公司股東大會並於會上投票之股東(擬被提名之人士除外)簽署表明其提名參選人士意向之書面通知連同被提名人士簽署表明其願意參選之書面通知應提交至本公司之總辦事處，惟發出有關通知之期限最短不得少於七日，且送交有關通知之期間不得早於寄發本公司為有關選舉而舉行之股東大會之通知翌日開始，亦不得遲於有關股東大會舉行日期前七日結束。書面通知須列明上市規則第13.51(2)條所規定之該人士之履歷詳情。本公司股東提名人士參選董事之程序刊載於本公司網站。

股東如對名下持股有任何問題，應向本公司之過戶登記處提出。股東及投資人士可隨時索取本公司之公開資料。股東亦可致函本公司香港總辦事處(地址為香港灣仔港灣道6-8號瑞安中心2701室)之公司秘書向董事會作出查詢。



CORPORATE GOVERNANCE REPORT (continued) 企業管治報告(續)

Shareholder Communication and Investor Relations 與股東之溝通及投資者關係

The objective of shareholder communication is to provide our shareholders with detailed information about the Company so that they can exercise their rights as shareholders in an informed manner.

The Company uses a range of communication tools to ensure its shareholders are kept well informed of key business imperatives. These include annual general meeting, annual report, various notices, announcements and circulars. Procedure for voting by poll has been read out by the chairman at the general meeting.

At the annual general meeting held in 2012, a separate resolution was proposed by the chairman in respect of each separate issue, including re-election directors and were voted by poll. The Company appointed the share registrar of the Company to act as scrutineer of the poll to ensure that votes cast are properly counted and recorded. The results of the poll were announced in accordance with the Listing Rules.

During the year, there had been no significant change in the Company's constitutional documents.

與股東溝通之目的為向股東提供有關本公司之詳細資料，使彼等可知情地行使其作為股東之權利。

本公司採用多種通訊工具，以確保其股東充分獲悉主要業務之重要事項，包括股東週年大會、年報、多項通告、公佈及通函。以投票方式表決之程序已經主席於股東大會上宣讀。

主席於2012年股東週年大會上就各個別事項(包括重選董事)提呈獨立決議案並以投票方式表決。本公司委任本公司之股份過戶登記處擔任投票表決之監票人，確保得到妥善點票及記錄。本公司根據上市規則宣佈有關投票結果。

年內，本公司之憲章文件並無任何重大變動。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告



Deloitte. 德勤

TO THE MEMBERS OF PROSPERITY INVESTMENT HOLDINGS LIMITED
(incorporated in Bermuda with limited liability)

致嘉進投資國際有限公司
(於百慕達註冊成立之有限公司)
全體股東

We have audited the consolidated financial statements of Prosperity Investment Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 32 to 111, which comprise the consolidated statement of financial position as at 31 December 2012, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

本核數師已審核列載於第32至第111頁嘉進投資國際有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，當中包括於2012年12月31日之綜合財務狀況表與截至該日止年度之綜合全面收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策及其他說明資料之概要。

Directors' Responsibility for the Consolidated Financial Statements

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

董事就綜合財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製真實及公平之綜合財務報表，以及負責董事認為必要之有關內部監控，以使綜合財務報表之編製並無由欺詐或錯誤而引起之重大錯誤陳述。

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

核數師之責任

本核數師之責任是根據本核數師審核工作之結果，對該等綜合財務報表作出意見，並按照百慕達公司法第90條僅向閣下(作為法人)報告，除此以外並無其他用途。本核數師不會就本報告之內容向任何其他人士負責或承擔責任。本核數師已按照香港會計師公會頒佈之香港審計準則進行審核。該等準則要求本核數師遵守道德規範，並規劃及執行審核，以就綜合財務報表是否存有重大錯誤陳述，作出合理之確定。



INDEPENDENT AUDITOR'S REPORT (continued) 獨立核數師報告(續)

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

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 consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31 December 2012, and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Deloitte Touche Tohmatsu
Certified Public Accountants

Hong Kong
27 March 2013

審核涉及執行情序以獲取綜合財務報表所載有關金額及披露資料之審核憑證。所選定之程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。在作出該等風險評估時，核數師考慮與該公司編製真實及公平之綜合財務報表相關之內部監控，以因應不同情況設計適當審核程序，但並非旨在就該公司內部監控是否有效而發表意見。審核亦包括評估董事所採用之會計政策是否合適及所作出之會計估計是否合理，並對綜合財務報表之整體列報方式作出評估。

本核數師相信，本核數師所獲取之審核憑證是充足和適當地為本核數師之審核意見提供基礎。

意見

本核數師認為，綜合財務報表已根據香港財務報告準則真實而公平地反映貴集團於2012年12月31日之財務狀況，及貴集團截至該日止年度之虧損及現金流量，並已按照香港公司條例之披露規定妥為編製。

德勤•關黃陳方會計師行
執業會計師

香港
2013年3月27日



CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

For the year ended 31 December 2012 截至2012年12月31日止年度

		Notes 附註	2012 HK\$'000 千港元	2011 HK\$'000 千港元
Turnover — gross proceeds	營業額—所得款項總額	6	16,062	72,022
Revenue	收入	6	9,807	14,105
Other income	其他收入	7	20	2,343
Other gains and losses	其他收益及虧損	8	5,316	(40,605)
Administrative expenses	行政開支		(14,028)	(13,132)
Investment management expenses	投資管理開支		(3,600)	(3,825)
Share of profit of associates	攤佔聯營公司溢利		1,956	—
Loss before tax	除稅前虧損		(529)	(41,114)
Income tax credit	所得稅抵免	9	—	48
Loss for the year, attributable to owners of the Company	本公司擁有人應佔本年度虧損	10	(529)	(41,066)
Other comprehensive income (expense)	其他全面收入(開支)			
Fair value change of:	公平值變動:			
— debt component of convertible notes (included in available-for-sale investments)	— 可換股票據之債務部份(計入可供出售投資)		—	(278)
— other available-for-sale investments	— 其他可供出售投資		3,754	(15,014)
Reclassification adjustment upon disposal of available-for-sale investments	於出售可供出售投資之重新分類調整		(13,484)	4,950
Reclassification adjustment upon redemption of convertible notes	於贖回可換股票據之重新分類調整		—	(2,916)
Reclassification adjustment upon impairment loss recognised in respect of available-for-sale investments	於就可供出售投資確認減值虧損後重新分類調整	16(iii)	3,978	15,985
Reclassification adjustment upon disposal of an available-for-sale investment through disposal of a subsidiary	於透過出售一間附屬公司出售可供出售投資之重新分類調整	26	(5,658)	—
Reclassification adjustment of translation reserve upon disposal of a subsidiary	於出售一間附屬公司之匯兌儲備重新分類調整	26	(198)	—
Exchange differences arising on translation of foreign operation	換算海外業務產生之匯兌差額		(25)	223
Other comprehensive (expense) income for the year	本年度其他全面(開支)收入		(11,633)	2,950
Total comprehensive expense for the year, attributable to owners of the Company	本公司擁有人應佔本年度全面開支總額		(12,162)	(38,116)
Loss per share	每股虧損			
— Basic (HK\$)	— 基本(港元)	13	0.001	0.06



CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2012 於2012年12月31日

		Notes 附註	2012 HK\$'000 千港元	2011 HK\$'000 千港元
Non-current assets	非流動資產			
Plant and equipment	廠房及設備	14	579	902
Interests in associates	聯營公司權益	15	1,607	186
Available-for-sale investments	可供出售投資	16	103,800	181,205
Loans to associates	向聯營公司貸款	17	—	12,095
Loan note receivable	應收貸款票據	19	45,689	—
Other asset	其他資產		—	150
			151,675	194,538
Current assets	流動資產			
Loans to associates	向聯營公司貸款	17	37,926	46,557
Convertible notes receivable	應收可換股票據	18	9,109	—
Embedded derivatives in convertible notes	可換股票據之內含 衍生工具	18	780	—
Held-for-trading listed equity investments	持作買賣上市股本投資	20	26,244	27,329
Amount due from a related company	應收一間關連公司款項	21	343	343
Other receivables	其他應收賬項	22	38,008	8,020
Cash held by securities brokers	證券經紀持有之現金		2,530	7,883
Bank balances and cash	銀行結餘及現金		19,237	13,932
			134,177	104,064
Current liabilities	流動負債			
Accruals	應計負債		1,060	1,551
Amount due to an associate	應付一間聯營公司款項	15	—	97
			1,060	1,648
Net current assets	流動資產淨值		133,117	102,416
Net assets	資產淨值		284,792	296,954
Capital and reserves	資本及儲備			
Share capital	股本	23	17,814	17,814
Reserves	儲備		266,978	279,140
Total equity	股本總值		284,792	296,954
Net asset value per share (HK\$)	每股資產淨值(港元)	24	0.40	0.42

The consolidated financial statements on pages 32 to 111 were approved and authorised for issue by the Board of Directors on 27 March 2013 and are signed on its behalf by:

第32至第111頁之綜合財務報表已於2013年3月27日獲董事會批准及授權刊發，並由下列人士代表簽署：

Cheng Hairong 成海榮
DIRECTOR 董事

Lau Tom Ko Yuen 劉高原
DIRECTOR 董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2012 截至2012年12月31日止年度



		Share capital	Share premium	Investment revaluation reserve		Contributed surplus	Translation reserve	Accumulated losses	Total equity
				Debt portion of convertible notes	Other available-for-sale investments				
		股本	股份溢價	可換股票據之債務部份	其他可供出售投資	實繳盈餘	匯兌儲備	累計虧損	股本總值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
						(Note)			
						(附註)			
At 1 January 2011	於2011年1月1日	17,949	120,294	3,194	9,093	291,670	—	(105,406)	336,794
Loss for the year	本年度虧損	—	—	—	—	—	—	(41,066)	(41,066)
Fair value changes in available-for-sale investments	可供出售投資之公平值變動	—	—	(278)	(15,014)	—	—	—	(15,292)
Reclassification adjustment upon redemption/disposal of available-for-sale investments	於贖回/出售可供出售投資之重新分類調整	—	—	(2,916)	4,950	—	—	—	2,034
Reclassification adjustment upon impairment loss recognised in respect of available-for-sale investments	於就可供出售投資確認減值虧損後重新分類調整	—	—	—	15,985	—	—	—	15,985
Exchange difference arising from translation of foreign operation	換算海外業務產生之匯兌差額	—	—	—	—	—	223	—	223
Total comprehensive expense/income for the year	本年度全面(開支)收入總額	—	—	(3,194)	5,921	—	223	(41,066)	(38,116)
Shares repurchased and cancelled	已購回及註銷股份	(135)	—	—	—	(1,589)	—	—	(1,724)
At 31 December 2011	於2011年12月31日	17,814	120,294	—	15,014	290,081	223	(146,472)	296,954
Loss for the year	本年度虧損	—	—	—	—	—	—	(529)	(529)
Fair value changes in available-for-sale investments	可供出售投資之公平值變動	—	—	—	3,754	—	—	—	3,754
Reclassification adjustment upon disposal of available-for-sale investments	於出售可供出售投資之重新分類調整	—	—	—	(13,484)	—	—	—	(13,484)
Reclassification adjustment upon impairment loss recognised in respect of available-for-sale investments (note 16(iii))	於就可供出售投資確認減值虧損後重新分類調整(附註16(iii))	—	—	—	3,978	—	—	—	3,978
Reclassification adjustment upon disposal of an available-for-sale investment through disposal of a subsidiary (note 26)	於透過出售一間附屬公司出售可供出售投資之重新分類調整(附註26)	—	—	—	(5,658)	—	—	—	(5,658)
Reclassification adjustment of translation reserve upon disposal of a subsidiary (note 26)	於出售一間附屬公司之匯兌儲備重新分類調整(附註26)	—	—	—	—	—	(198)	—	(198)
Exchange difference arising from translation of foreign operation	換算海外業務產生之匯兌差額	—	—	—	—	—	(25)	—	(25)
Total comprehensive expense for the year	本年度全面開支總額	—	—	—	(11,410)	—	(223)	(529)	(12,162)
At 31 December 2012	於2012年12月31日	17,814	120,294	—	3,604	290,081	—	(147,001)	284,792



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (continued)

綜合權益變動表(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

Note: Contributed surplus of the Group represents:

- (i) the difference between the nominal value of the shares issued by the Company and the aggregate of the nominal value of the share capital and share premium of GR Investment Holdings Limited ("GRIH") at the time when GRIH was acquired by the Company pursuant to a group reorganisation completed in 2001; and
- (ii) the excess of the consideration paid over the nominal value of the shares repurchased and cancelled in 2011

附註：本集團之實繳盈餘指：

- (i) 於金源創展有限公司(「金源創展」)根據於2001年完成之集團重組被本公司收購時本公司已發行股份面值與金源創展之股本面值及股份溢價總額之差額；及
- (ii) 已付代價超出於2011年購回及註銷之股份之面值



CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2012 截至2012年12月31日止年度

	Note 附註	2012 HK\$'000 千港元	2011 HK\$'000 千港元
OPERATING ACTIVITIES			
經營活動			
Loss before tax		(529)	(41,114)
除稅前虧損			
Adjustments for:	就以下項目作出調整：		
Depreciation of plant and equipment	廠房及設備折舊	323	319
Fair value change of embedded derivatives in convertible notes	可換股票據之內含衍生 工具之公平值變動	750	—
Fair value change of held-for-trading listed equity investments	持作買賣上市股本投資 之公平值變動	2,082	13,007
Gain on disposal of subsidiaries	出售附屬公司之收益	(6,577)	(1,370)
Net (gain) loss on disposal of available-for-sale investments	出售可供出售投資之 (收益)虧損淨額	(13,484)	4,950
Gain on redemption of convertible notes	贖回可換股票據之收益	—	(2,916)
Impairment loss on interest in an associate	於一間聯營公司權益 之減值虧損	435	—
Impairment loss on other asset	其他資產之減值虧損	150	—
Impairment loss recognised in respect of available-for-sale investments	就可供出售投資確認 之減值虧損	11,478	26,934
Interest income	利息收入	(6,974)	(589)
Script dividend income	以股代息收入	(1,074)	—
Share of profit of associates	攤佔聯營公司溢利	(1,956)	—
Operating cash flows before movements in working capital	營運資金變動前之經營 現金流量	(15,376)	(779)
(Increase) decrease in held-for-trading listed equity investments	持作買賣上市股本投資 (增加)減少	(997)	19,846
Decrease in amounts due from related companies	應收關連公司款項減少	—	63
Increase in other receivables	其他應收賬項增加	(1,313)	(75)
Decrease in accruals	應計負債減少	(491)	(1,112)
Increase in loan receivable	應收貸款增加	—	(25,965)
Cash used in operations	經營所用現金	(18,177)	(8,022)
Hong Kong Profits Tax refunded	退回香港利得稅	—	1,145
NET CASH USED IN OPERATING ACTIVITIES	經營活動所耗現金淨額	(18,177)	(6,877)



CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

綜合現金流量表(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

			2012	2011
	Note		HK\$'000	HK\$'000
	附註		千港元	千港元
INVESTING ACTIVITIES		投資活動		
Repayment from an associate		一間聯營公司還款	21,480	—
Proceeds on disposal and redemption of available-for-sale investments		出售及贖回可供出售投資之所得款項	20,953	21,608
Disposal of subsidiaries	26	出售附屬公司	12,002	(145)
Interest received		已收利息	2,345	334
Purchase of plant and equipment		購買廠房及設備	—	(62)
Earnest money deposits for potential investment projects paid		已付潛在投資項目之誠意金	(28,000)	(5,000)
Purchase of convertible notes		購買可換股票據	(10,000)	—
Purchase of available-for-sale investments		購買可供出售投資	(621)	(59,515)
Loan to an associate		向一間聯營公司貸款	(5)	(5,856)
NET CASH FROM (USED IN) INVESTING ACTIVITIES		投資活動所得(所耗)現金淨額	18,154	(48,636)
CASH FLOWS USED IN A FINANCING ACTIVITY		融資活動所耗現金流量		
Payment on repurchase of shares		購回股份付款	—	(1,724)
NET DECREASE IN CASH AND CASH EQUIVALENTS		現金及等值現金項目減少淨額	(23)	(57,237)
CASH AND CASH EQUIVALENTS AT 1 JANUARY		於1月1日之現金及等值現金項目	21,815	78,829
EFFECT OF FOREIGN EXCHANGE RATE CHANGE		匯率變動之影響	(25)	223
CASH AND CASH EQUIVALENTS AT 31 DECEMBER		於12月31日之現金及等值現金項目	21,767	21,815
REPRESENTED BY		指		
Bank balances and cash		銀行結餘及現金	19,237	13,932
Cash held by securities brokers		證券經紀持有之現金	2,530	7,883
			21,767	21,815

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2012 截至2012年12月31日止年度



1. General

Prosperity Investment Holdings Limited (the “Company”) is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The addresses of the registered office and principal place of business of the Company are disclosed in the section “Corporate Information” to the annual report.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company.

The Company acts as an investment holding company and the principal activities of its principal subsidiaries are set out in note 30.

2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”)

Amendments to Standards applied in the current year

In the current year, the Group has applied, for the first time, the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

Amendments to HKAS 12	Deferred Tax: Recovery of Underlying Asset; and
Amendments to HKFRS 7	Financial Instruments: Disclosures — Transfers of Financial Assets.

The application of the amendments to HKFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these financial statements.

1. 一般資料

嘉進投資國際有限公司(「本公司」)，在百慕達註冊成立為一間受豁免有限公司，其股份於香港聯合交易所有限公司(「聯交所」)上市。本公司之註冊辦事處及主要營業地點之地址於年報「公司資料」一節中披露。

綜合財務報表以港元(「港元」)列值，而港元亦為本公司之功能貨幣。

本公司為一間投資控股公司，其主要附屬公司之主要業務載於附註30。

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

本年度應用之準則之修訂

於本年度，本集團已首次應用下列香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則之修訂。

香港會計準則	遞延稅項：收回
第12號之修訂	相關資產；及
香港財務報告	財務工具：披露
準則第7號之	一轉讓財務資產。
修訂	

於本年度應用香港財務報告準則之修訂並無對本集團於本年度及過往年度之財務表現及狀況及/或該等財務報表所載列之披露事項構成任何重大影響。



**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (continued)**
綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (continued)

New and revised HKFRSs issued but not yet effective

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

Amendments to HKFRSs	Annual Improvements to HKFRSs 2009–2011 Cycle ¹
Amendments to HKFRS 7	Disclosures — Offsetting Financial Assets and Financial Liabilities ¹
Amendments to HKFRS 9 and HKFRS 7	Mandatory Effective Date of HKFRS 9 and Transition Disclosures ³
Amendments to HKFRS 10, HKFRS 11 and HKFRS 12	Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance ¹
Amendments to HKFRS 10, HKFRS 12 and HKAS 27	Investment Entities ²

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團尚未提早應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則之修訂	2009年至2011年週期香港財務報告準則之年度改進 ¹
香港財務報告準則第7號之修訂	披露—財務資產及財務負債之互相抵銷 ¹
香港財務報告準則第9號及香港財務報告準則第7號之修訂	香港財務報告準則第9號之強制性生效日期及過渡性披露 ³
香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號之修訂	綜合財務報表、共同安排及於其他實體權益之披露：過渡性指引 ¹
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號之修訂	投資實體 ²

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (continued)

New and revised HKFRSs issued but not yet effective (continued)

HKFRS 9	Financial Instruments ³
HKFRS 10	Consolidated Financial Statements ¹
HKFRS 11	Joint Arrangements ¹
HKFRS 12	Disclosure of Interests in Other Entities ¹
HKFRS 13	Fair Value Measurement ¹
HKAS 19 (as revised in 2011)	Employee Benefits ¹
HKAS 27 (as revised in 2011)	Separate Financial Statements ¹
HKAS 28 (as revised in 2011)	Investments in Associates and Joint Ventures ¹
Amendments to HKAS 1	Presentation of Items of Other Comprehensive Income ⁴
Amendments to HKAS 32	Offsetting Financial Assets and Financial Liabilities ²
HK(IFRIC)-Int 20	Stripping Costs in the Production Phase of a Surface Mine ¹

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

² Effective for annual periods beginning on or after 1 January 2014.

³ Effective for annual periods beginning on or after 1 January 2015.

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

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第9號	財務工具 ³
香港財務報告準則第10號	綜合財務報表 ¹
香港財務報告準則第11號	共同安排 ¹
香港財務報告準則第12號	於其他實體權益之披露 ¹
香港財務報告準則第13號	公平值計量 ¹
香港會計準則第19號(於2011年修訂)	僱員福利 ¹
香港會計準則第27號(於2011年修訂)	獨立財務報表 ¹
香港會計準則第28號(於2011年修訂)	於聯營公司及合資企業之投資 ¹
香港會計準則第1號之修訂	其他全面收益項目之呈列 ⁴
香港會計準則第32號之修訂	財務資產及財務負債之互相抵銷 ²
香港(國際財務報告詮釋委員會)一詮釋第20號	露天礦場生產期的剝除成本 ¹

¹ 於2013年1月1日或之後開始之年度期間生效。

² 於2014年1月1日或之後開始之年度期間生效。

³ 於2015年1月1日或之後開始之年度期間生效。

⁴ 於2012年7月1日或之後開始之年度期間生效。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (continued)

HKFRS 9 Financial Instruments

HKFRS 9 issued in 2009 introduces new requirements for the classification and measurement of financial assets. HKFRS 9 amended in 2010 includes the requirements for the classification and measurement of financial liabilities and for derecognition.

HKFRS 9 requires recognised financial assets that are within the scope of HKAS 39 *Financial Instruments: Recognition and Measurement* to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent reporting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held-for-trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港財務報告準則第9號財務工具

香港財務報告準則第9號(於2009年頒佈)引入財務資產分類及計量之新規定。香港財務報告準則第9號(於2010年修訂)包括有關財務負債之分類及計量之規定以及取消確認之規定。

香港財務報告準則第9號規定香港會計準則第39號*財務工具：確認及計量*範圍內之已確認財務資產其後將按攤銷成本或公平值計量。尤其是就以收取合約現金流為目的之業務模式持有之債務投資，及擁有純粹為支付本金及未償還本金利息之合約現金流之債務投資，一般於其後會計期末按攤銷成本計量。所有其他債務投資及股本投資於其後報告期末按公平值計量。此外，根據香港財務報告準則第9號，實體可作出不可撤回選擇於其他全面收益呈列股本投資(並非持作買賣)之其後公平值變動，而一般僅於損益內確認股息收入。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (continued)

HKFRS 9 Financial Instruments (continued)

HKFRS 9 is effective for annual periods beginning on or after 1 January 2015, with earlier application permitted.

The adoption of HKFRS 9 in the future will have significant impact on the classification and measurement of the Group’s available-for-sale investments and may affect the classification and measurement of the Group’s other financial assets but not on financial liabilities. In the opinion of directors of the Company, it is not practicable to provide a reasonable estimate of the effect until a detailed review has been completed.

New and revised standards on consolidation, joint arrangements, associates and disclosures

In June 2011, a package of five standards on consolidation, joint arrangements, associates and disclosures was issued, including HKFRS 10, HKFRS 11, HKFRS 12, HKAS 27 (as revised in 2011) and HKAS 28 (as revised in 2011).

HKFRS 12 is a disclosure standard and is applicable to entities that have interests in subsidiaries, joint arrangements, associates and/or unconsolidated structured entities. In general, the disclosure requirements in HKFRS 12 are more extensive than those in the current standards.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港財務報告準則第9號財務工具(續)

香港財務報告準則第9號於2015年1月1日或之後開始之年度期間生效，並可提早應用。

於日後採納香港財務報告準則第9號將會對本集團之可供出售投資之分類及計量帶來重大影響及對本集團其他財務資產(而非財務負債)之分類及計量造成影響。本公司董事認為，於完成詳盡檢討前提供有關影響之合理估計乃不切實際。

綜合賬目、合營安排、聯營公司及披露之新訂及經修訂準則

於2011年6月，有關綜合賬目、合營安排、聯營公司及披露之五項準則組合獲頒佈，包括香港財務報告準則第10號、香港財務報告準則第11號、香港財務報告準則第12號、香港會計準則第27號(於2011年修訂)及香港會計準則第28號(於2011年修訂)。

香港財務報告準則第12號為一項披露準則，適用於在附屬公司、合營安排、聯營公司及/或未綜合結構實體擁有權益之實體。整體而言，香港財務報告準則第12號之披露規定較現行準則所規定者更為全面。



**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (continued)**
綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (continued)

New and revised standards on consolidation, joint arrangements, associates and disclosures (continued)

In July 2012, the amendments to HKFRS 10, HKFRS 11 and HKFRS 12 were issued to clarify certain transitional guidance on the application of these five HKFRSs for the first time.

These five standards, together with the amendments relating to the transitional guidance, are effective for annual periods beginning on or after 1 January 2013 with earlier application permitted provided that all of these standards are applied at the same time.

The directors anticipate that the application of these five standards will have no material effect on amounts reported in the consolidated financial statements. The application of HKFRS 12 may result in more extensive disclosures in the consolidated financial statements.

Amendments to HKFRS 10, HKFRS 12 and HKAS 27 Investment Entities

The amendments to HKFRS 10 introduce an exception to consolidating subsidiaries for an investment entity, except where the subsidiaries provide services that relate to the investment entity's investment activities. Under the amendments to HKFRS 10, an investment entity is required to measure its interests in subsidiaries at fair value through profit or loss.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

綜合賬目、合營安排、聯營公司及披露之新訂及經修訂準則(續)

於2012年7月，香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號之修訂本獲頒佈，以首次澄清應用該等五項香港財務報告準則之若干過渡指引。

該等五項準則，連同有關過渡指引之修訂，於2013年1月1日或之後開始之年度期間生效，並可提早應用，惟所有該等準則須同時予以提早應用。

董事預期，應用該等五項準則將不會對綜合財務報表之呈報金額產生重大影響。應用香港財務報告準則第12號或會令致綜合財務報表之披露更為全面。

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號投資實體之修訂

香港財務報告準則第10號之修訂引入投資實體將附屬公司綜合入賬之例外情況，惟倘附屬公司提供與該投資實體之投資活動有關之服務則除外。根據香港財務報告準則第10號之修訂，投資實體須計量其於附屬公司之權益(按公平值計入損益表)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (continued)

Amendments to HKFRS 10, HKFRS 12 and HKAS 27 Investment Entities (continued)

To qualify as an investment entity, certain criteria have to be met. Specifically, an entity is required to:

- obtain funds from one or more investors for the purpose of providing them with professional investment management services;
- commit to its investor(s) that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both; and
- measure and evaluate performance of substantially all of its investments on a fair value basis.

Consequential amendments to HKFRS 12 and HKAS 27 have been made to introduce new disclosure requirements for investment entities.

The amendments to HKFRS 10, HKFRS 12 and HKAS 27 are effective for annual periods beginning on or after 1 January 2014, with early application permitted. The directors anticipate that the application of the amendments will have significant effect on the Group which qualifies as an investment entity. The Group will be required to measure its interests in subsidiaries at fair value through profit or loss and the application of the amendments will result in more extensive disclosure in the consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號投資實體之修訂(續)

一間實體須符合若干標準方可符合投資實體資格。具體而言，實體須：

- 向一名或多名投資者取得資金，藉以向彼等提供專業投資管理服務；
- 向其投資者承諾，其將資金用作投資的業務宗旨純粹為獲取來自資本增值、投資收入或兩者之回報；及
- 按公平值基準計量及評估其絕大部份投資之表現。

香港財務報告準則第12號及香港會計準則第27號已作出相應修訂，以引入對投資實體之新披露規定。

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號之修訂於2014年1月1日或之後開始之年度期間生效，並可提早應用。董事預期應用該等修訂將對身為投資實體之本集團構成重大影響。本集團將須計量其於附屬公司之權益(按公平值計入損益表)，而修訂之應用將致使綜合財務報表作出更全面之披露。



**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (continued)**
綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (continued)

HKFRS 13 Fair Value Measurement

HKFRS 13 establishes a single source of guidance for fair value measurements and disclosures about fair value measurements. The standard defines fair value, establishes a framework for measuring fair value, and requires disclosures about fair value measurements. The scope of HKFRS 13 is broad; it applies to both financial instrument items and non-financial instrument items for which other HKFRSs require or permit fair value measurements and disclosures about fair value measurements, except in specified circumstances. In general, the disclosure requirements in HKFRS 13 are more extensive than those in the current standards. For example, quantitative and qualitative disclosures based on the three-level fair value hierarchy currently required for financial instruments only under HKFRS 7 Financial Instruments: Disclosures will be extended by HKFRS 13 to cover all assets and liabilities within its scope.

HKFRS 13 is effective for annual periods beginning on or after 1 January 2013, with earlier application permitted. The directors anticipate that the application of the new standard may affect certain amounts reported in the consolidated financial statements and result in more extensive disclosures in the consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港財務報告準則第13號公平值計量

香港財務報告準則第13號設立有關公平值計量及公平值計量之披露之單一指引。該準則界定公平值、設立計量公平值之框架以及有關公平值計量之披露規定。香港財務報告準則第13號之範圍廣泛；其應用於其他香港財務報告準則規定或允許公平值計量及有關公平值計量披露之財務工具項目及非財務工具項目，惟特定情況除外。整體而言，香港財務報告準則第13號所載之披露規定較現行準則所規定者更為廣闊。舉例而言，根據香港財務報告準則第7號財務工具：披露，現時僅規定財務工具按照三級公平值等級作量化及質化披露，有關披露規定將藉香港財務報告準則第13號加以擴大，以涵蓋其範圍內之所有資產及負債。

香港財務報告準則第13號於2013年1月1日或之後開始之年度期間生效，並可提早應用。董事預期，應用新準則或會影響於綜合財務報表呈報之若干金額，並致使綜合財務報表作出更全面之披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (continued)

Amendments to HKAS 1 Presentation of Items of Other Comprehensive Income

The amendments to HKAS 1 Presentation of Items of Other Comprehensive Income introduce new terminology for the statement of comprehensive income and income statement. Under the amendments to HKAS 1, a “statement of comprehensive income” is renamed as a “statement of profit or loss and other comprehensive income”. The amendments to HKAS 1 retain the option to present profit or loss and other comprehensive income in either a single statement or in two separate but consecutive statements. However, the amendments to HKAS 1 require items of other comprehensive income to be grouped into two categories: (i) items that will not be reclassified subsequently to profit or loss; and (ii) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis—the amendments do not change the option to present items of other comprehensive income either before tax or net of tax.

The amendments to HKAS 1 are effective for annual periods beginning on or after 1 July 2012. The presentation of items of other comprehensive income will be modified accordingly when the amendments are applied in future accounting periods.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港會計準則第1號其他全面收益項目之呈列之修訂

香港會計準則第1號其他全面收益項目之呈列之修訂引入全面收益表及收益表之新術語。根據香港會計準則第1號之修訂,「全面收益表」更名為「損益及其他全面收益表」。香港會計準則第1號之修訂保留以單一報表或兩份獨立但連續報表呈列損益及其他全面收益之選擇權。然而,香港會計準則第1號之修訂規定其他全面收益項目須劃分為兩類:(i)其後不會重新分類至損益之項目;及(ii)於符合特定條件時,其後可重新分類至損益之項目。其他全面收益項目之所得稅須按相同基準予以分配—該等修訂並無更改以除稅前或扣除稅項後之方式呈列其他全面收益項目之選擇權。

香港會計準則第1號之修訂於2012年7月1日或之後開始之年度期間生效。當未來會計期間應用有關修訂時,其他全面收益項目之呈列方式將會作出相應變動。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued) 綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

3. Significant Accounting Policies

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules") and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values, as explained in the accounting policies set out below. Historical cost is generally based on the fair value of the consideration given in exchange for goods.

The principal accounting policies are set out below:

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

Income and expenses of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective date of acquisition and up to the effective date of disposal, as appropriate.

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

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

3. 主要會計政策

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則而編製。此外，綜合財務報表亦載有香港聯合交易所有限公司證券上市規則（「上市規則」）及香港公司條例所規定之適用披露事項。

綜合財務報表乃按歷史成本基準編製，惟若干財務工具則按公平值計量（如下文所載會計政策所解釋）。歷史成本一般以貨品交易代價之公平值為基準。

主要會計政策載列如下：

綜合賬目之基準

綜合財務報表包括本公司及本公司控制實體（其附屬公司）之財務報表。當本公司有權監察實體之財務及經營政策以自其業務中獲取利益時，即實現控制權。

年內購入或出售附屬公司之收入及開支自實際收購日期起至實際出售日期止（視適用情況而定）計入綜合全面收益表內。

如有需要，本集團將對附屬公司之財務報表作出調整，以使其會計政策與本集團其他成員公司所採用者相一致。

所有集團內部交易、結餘、收入及開支將於綜合賬目時全數對銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



3. Significant Accounting Policies (continued)

Basis of consolidation (continued)

When the Group loses control of a subsidiary, it (i) derecognises the assets (including any goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost, (ii) derecognises the carrying amount of any non-controlling interests in the former subsidiary at the date when control is lost (including any components of other comprehensive income attributable to them), and (iii) recognises the aggregate of the fair value of the consideration received and the fair value of any retained interest, with any resulting difference being recognised as a gain or loss in profit or loss attributable to the Group. When assets of the subsidiary are carried at revalued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Group had directly disposed of the related assets (i.e. reclassified to profit or loss or transferred directly to retained earnings as specified by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 Financial Instruments: Recognition and Measurement or, when applicable, the cost on initial recognition of an investment in an associate or a jointly controlled entity.

Investments in associates

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

3. 主要會計政策(續)

綜合賬目之基準(續)

倘本集團失去一間附屬公司之控制權，則其(i)於失去控制權當日取消按賬面值確認該附屬公司之資產(包括任何商譽)及負債，(ii)於失去控制權當日取消確認前附屬公司任何非控股權益(包括彼等應佔其他全面收益之任何組成部份)之賬面值，及(iii)確認所收取代價之公平值及任何保留權益之公平值之總額，所產生之差額於損益內確認為本集團應佔之溢利或虧損。倘該附屬公司之資產按重估金額或公平值列賬，而相關累計收益或虧損已於其他全面收益內確認並累計入權益，則先前於其他全面收益確認並累計入權益之款額，將按猶如本集團已直接出售相關資產入賬(即按適用香港財務報告準則之規定重新分類至損益或直接轉撥至保留溢利)。於失去控制權當日於前附屬公司保留之任何投資之公平值將根據香港會計準則第39號財務工具：確認及計量於其後入賬時被列作初步確認之公平值，或(如適用)於初步確認時於聯營公司或共同控制實體之投資成本。

聯營公司投資

聯營公司乃指投資者對其具有重大影響力之實體，但並非附屬公司或合資企業權益。重大影響力乃指參與所投資公司財務及經營政策決策之權力，但對該等政策並無控制權或共同控制權。



**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (continued)**
綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

3. Significant Accounting Policies (continued)

Investments in associates (continued)

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. For associates using accounting policies that differ from those of the Group for like transactions and events in similar circumstances, appropriate adjustments have been made to confirm the associates' accounting policies to those of the Group. Under the equity method, investments in associates are initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associates. When the Group's share of losses of an associate equals or exceeds its interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

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

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

3. 主要會計政策(續)

聯營公司投資(續)

聯營公司之業績、資產及負債以權益會計法計入此等綜合財務報表。就類似情況下之類似交易及事件而言，聯營公司出於權益會計目的而編製之財務報表所使用之會計政策與本集團一致。倘聯營公司就類似情況下之類似交易及事件使用與本集團不同之會計政策，本集團已作出適當調整以使聯營公司之會計政策與本集團一致。根據權益法，聯營公司投資乃按成本於綜合財務狀況表進行初步確認，其後作出調整以確認本集團攤佔聯營公司之損益及其他全面收益。倘本集團攤佔聯營公司之虧損相等或超出其於該聯營公司之權益(包括實際上組成本集團於聯營公司投資淨值之任何長期權益)，則本集團不再確認其攤佔之進一步虧損。額外虧損僅以本集團已代該聯營公司產生法定或推定責任或作出付款為限予以確認。

任何收購成本超出於收購日期本集團應佔聯營公司已確認可資識別資產、負債及或然負債公平淨值之差額，均確認為商譽。商譽計入投資賬面值。

倘於重新評估後本集團應佔可資識別資產、負債及或然負債公平淨值之權益多於收購成本，則差額即時於損益表確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



3. Significant Accounting Policies (continued)

Investments in associates (continued)

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

Upon disposal of an associate that results in the Group losing significant influence over that associate, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when it loses significant influence over that associate.

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

3. 主要會計政策(續)

聯營公司投資(續)

香港會計準則第39號之規定適用於釐定有否必要確認本集團於聯營公司投資之任何減值虧損。如有必要，則將投資的全部賬面值(包括商譽)作為單一資產根據香港會計準則第36號資產減值透過比較其可收回金額(使用價值與公平值減銷售成本之較高者)與賬面值測試有否減值。任何確認之減值虧損屬投資賬面值的一部份。倘其後投資之可收回金額增加，則根據香港會計準則第36號確認該減值虧損之任何撥回。

倘出售聯營公司會導致本集團失去對該聯營公司之重大影響力，則本集團將先前於其他全面收益就該聯營公司確認之所有金額入賬，基準與倘該聯營公司直接出售相關資產或負債時所規定之基準相同。因此，倘該聯營公司先前已於其他全面收益確認收益或虧損，則將於出售相關資產或負債時重新分類至損益，當本集團失去對該聯營公司之重大影響力時，本集團將收益或虧損由權益重新分類至損益(作為重新分類調整)。

倘一集團實體與其聯營公司交易，與該聯營公司交易所產生之損益僅會在有關聯營公司之權益與本集團無關之情況下，方會在本集團綜合財務報表確認。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued) 綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

3. Significant Accounting Policies (continued)

Revenue recognition

Dividend income from investments is recognised when the Group's rights to receive payment have been established provided that it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Plant and equipment

Plant and equipment are stated at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of plant and equipment less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

3. 主要會計政策(續)

收入確認

投資之股息收入於確立本集團收取款項之權利時確認，惟經濟利益很可能流入本集團，且收入數額能可靠計量。

財務資產之利息收入於經濟利益很可能流入本集團，且收入數額能可靠計量時確認。財務資產之利息收入參考尚未償還本金及適用實際利率按時間基準累計，有關利率指於初步確認時將財務資產之估計未來所收現金在預計年期內貼現至該資產賬面淨值之利率。

廠房及設備

廠房及設備按成本減其後累計折舊及累計減值虧損(如有)列賬。

折舊乃採用直線法確認，以按廠房及設備項目之估計可使用年期撇銷有關項目之成本，並扣除其剩餘價值。估計可使用年期、剩餘價值及折舊方法於各報告期末審閱，任何估計變動之影響按前瞻基準入賬。

廠房及設備項目乃於出售後或當預期持續使用該資產將不會產生未來經濟利益時取消確認。於出售或報廢廠房及設備項目時產生之任何收益或虧損乃以出售所得款項與該資產賬面值的差額計算，並於損益表內確認。

租賃

當租賃之條款轉讓擁有權的絕大部份風險及回報予承租人時，租賃會被分類為融資租賃。所有其他租賃則被分類為經營租賃。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



3. Significant Accounting Policies (continued)

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

Retirement benefit costs

Payments to the Mandatory Provident Fund Scheme are charged as an expense when employees have rendered service entitling them to the contributions.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using the exchange rate prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the year. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve.

3. 主要會計政策(續)

本集團作為承租人

經營租賃付款以直線法，按租期確認為開支。經營租賃產生之或然租金於其產生期間確認為開支。

退休福利成本

向強制性公積金計劃支付之款項於僱員提供服務令其有權享有有關供款時支銷。

外幣

於編製各個別集團實體之財務報表時，以該實體之功能貨幣以外之貨幣(外幣)進行之交易均按交易日期現行匯率換算為有關功能貨幣(即該實體經營所在主要經濟地區之貨幣)記賬。於報告期末，以外幣計值之貨幣項目均按當日現行匯率重新換算。按公平值以外幣計值之非貨幣項目按於公平值釐定當日現行匯率重新換算。按外幣以過往成本計量之非貨幣項目毋須重新換算。

於結算及重新換算貨幣項目時產生之匯兌差額均於其產生期間內在損益表確認。以公平值計值之非貨幣項目經重新換算後所產生之匯兌差額於該期間列入損益表。

就呈列綜合財務報表而言，本集團業務之資產及負債乃按於各報告期末之現行匯率換算為本集團之列賬貨幣(即港元)。收入及支出項目按該年度之平均匯率進行換算。所產生之匯兌差額(如有)乃於其他全面收益中確認及於匯兌儲備下累計權益。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued) 綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

3. Significant Accounting Policies (continued)

Foreign currencies (continued)

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

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

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

3. 主要會計政策(續)

外幣(續)

於出售海外業務(即出售本集團於海外業務之全部權益、導致喪失對某一包含海外業務附屬公司之控制權之出售或導致喪失對某一包含海外業務聯營公司之重大影響力之出售)時,於與該業務相關並歸屬於本公司擁有人之權益中累計之所有匯兌差額均重新分類至損益表。此外,就部份出售附屬公司但未導致本集團失去有關附屬公司之控制權之情況而言,則按比例將累計匯兌差額重新分配予非控制性權益,且不在損益內確認。就所有其他部份出售而言(即部份出售聯營公司但未導致本集團失去重大影響力),則按比例將累計匯兌差額重新分類至損益。

稅項

所得稅開支指當前應繳稅項及遞延稅項之總和。

當前應繳稅項乃按本年度應課稅溢利計算。應課稅溢利不計入其他年度之應課稅或可扣稅收支項目,亦不計入毋須課稅或不獲扣稅項目,故有別於綜合全面收益表所呈報之除稅前溢利。本集團本期稅項之負債使用於報告期末前已頒佈或實質上已頒佈之稅率計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



3. Significant Accounting Policies (continued)

Taxation (continued)

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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

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

3. 主要會計政策(續)

稅項(續)

就綜合財務報表內資產及負債賬面值與計算應課稅溢利時所採用相應稅基之臨時差額確認遞延稅項。遞延稅項負債通常就所有應課稅臨時差額確認。遞延稅項資產則通常於可能有可扣減臨時差額用以對銷應課稅溢利時就所有可扣減臨時差額確認。如商譽所產生或初步確認一項交易之其他資產及負債(業務合併除外)所產生之臨時差額不影響應課稅溢利或會計溢利，則有關資產及負債將不予確認。

遞延稅項負債乃就附屬公司及聯營公司投資之相關應課稅臨時差額而確認，惟本集團能夠控制臨時差額之轉回及臨時差額有可能不會於可見將來轉回之情況除外。與該等投資相關之可扣減臨時差額所產生之遞延稅項資產僅於可能有足夠應課稅溢利可以使用臨時差額之利益且預計於可見將來可以撥回時確認。

遞延稅項資產之賬面值在報告期末進行檢討，並於不再可能有足夠應課稅溢利可用以收回所有或部份資產時作出相應扣減。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued) 綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

3. Significant Accounting Policies (continued)

Taxation (continued)

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

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

Current and deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax is also recognised in other comprehensive income or directly in equity respectively.

Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

3. 主要會計政策(續)

稅項(續)

遞延稅項資產和負債，以報告期末已頒佈或實質上已頒佈之稅率(及稅法)為基礎，按預期清償該負債或變現該資產期間適用之稅率計量。

遞延稅項負債和資產之計量，反映本集團在報告期末預期收回或清償其資產及負債賬面值之方式所導致之稅務後果。

即期及遞延稅項於損益表中確認，除非其與在其他全面收益或直接在權益中確認之項目相關，在此情況下，即期及遞延稅項亦分別於其他全面收益或直接於權益中確認。

財務工具

財務資產及財務負債於集團實體成為該工具合約條文訂約方時，於綜合財務狀況表內確認。

財務資產及財務負債初步按公平值計量。收購或發行財務資產及財務負債(按公平值計入損益表之財務資產或財務負債除外)直接應佔之交易成本於初步確認時加入或扣自財務資產或財務負債(如適用)之公平值。收購按公平值計入損益表之財務資產或財務負債直接應佔之交易成本即時於損益表確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



3. Significant Accounting Policies (continued)

Financial instruments (continued)

Financial assets

The Group's financial assets are classified into one of the three categories, including financial assets at fair value through profit or loss ("FVTPL"), loans and receivables and available-for-sale financial assets. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL, of which interest income is included in net gains or losses.

Financial assets at fair value through profit or loss

Financial assets at FVTPL include held-for-trading listed equity investments.

3. 主要會計政策(續)

財務工具(續)

財務資產

本集團之財務資產分類為三個類別中之其中一個，其中包括按公平值計入損益表(「按公平值計入損益表」)之財務資產、貸款及應收賬項以及可供出售財務資產。分類取決於財務資產之性質及目的，並初始確認時釐定。所有一般買賣之財務資產概於交易日確認及取消確認。一般買賣乃指按照市場規定或慣例在一定期間內交付資產之財務資產買賣。

實際利率法

實際利率法為計算財務資產之攤銷成本，以及於有關期間分配利息收入之方法。實際利率指於初步確認時將財務資產之估計未來所收現金(包括構成實際利率主要部份之一切已付或已收費用、交易成本及其他溢價或折讓)在預計年期(或適用之較短期間)內將其實際貼現至賬面淨值之利率。

債務工具(分類為按公平值計入損益表之財務資產除外)之利息收入乃按實際利率法確認，當中之利息收入計入盈虧淨額。

按公平值計入損益表之財務資產

按公平值計入損益表之財務資產包括持作買賣上市股本投資。



**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (continued)**
綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

3. Significant Accounting Policies (continued)

Financial instruments (continued)

Financial assets (continued)

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

A financial asset is classified as held-for-trading if:

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

Financial assets at FVTPL are measured at fair value, with changes in fair value arising from re-measurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial assets and is included in the turnover line item in the consolidated statement of comprehensive income. Fair value is determined in the manner described in note 32c.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including loans to associates, convertible notes receivable, loan note receivable, amount due from a related company, other receivables, cash held by securities brokers and bank balances and cash), are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below).

3. 主要會計政策(續)

財務工具(續)

財務資產(續)

按公平值計入損益表之財務資產(續)

財務資產倘符合以下條件，則分類為持有作買賣：

- 購入之主要目的為於短期內出售；或
- 為本集團合併管理財務工具之確定組合其中部份，且具有近期實際短期獲利模式；或
- 為並無指定及有效作為對沖工具之衍生工具。

按公平值計入損益表之財務資產乃按公平值計量，而因重新計量產生之公平值變動則在其產生期間直接在損益表中確認。於損益表確認之盈虧淨額不包括財務資產賺取之任何股息或利息並計入綜合全面收益表之營業額項目。公平值乃按附註32c所載的方法釐定。

貸款及應收賬項

貸款及應收賬項為具有固定或可釐定付款而並無在活躍市場報價之非衍生性財務資產。於初步確認後，貸款及應收賬項(包括向聯營公司貸款、應收可換股票據、應收貸款票據、應收一間關連公司款項、其他應收賬項、證券經紀持有之現金以及銀行結餘及現金)採用實際利率法按攤銷成本減任何已識別減值虧損列賬(見下文有關財務資產減值虧損之會計政策)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



3. Significant Accounting Policies (continued)

Financial instruments (continued)

Financial assets (continued)

Available-for-sale financial assets

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

Equity securities held by the Group that are classified as available-for-sale and are traded in an active market are measured at fair value at the end of each reporting period. Changes in the carrying amount of available-for-sale monetary financial assets relating to dividends on available-for-sale equity investments are recognised in profit or loss. Other changes in the carrying amount of available-for-sale financial assets are recognised in other comprehensive income and accumulated under the heading of investments revaluation reserve. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss (see the accounting policy in respect of impairment loss on financial assets below).

Dividends on available-for-sale equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established.

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

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

3. 主要會計政策(續)

財務工具(續)

財務資產(續)

可供出售財務資產

可供出售財務資產為指定為或並無分類為按公平值計入損益表之財務資產、貸款及應收賬項或持有直至到期之投資之非衍生工具。

本集團持有之股本證券乃分類為可供出售財務資產並於活躍市場交易，於各報告期末按公平值計量。有關可供出售股本投資之股息之可供出售貨幣財務資產之賬面值變動於損益表確認。可供出售財務資產賬面值之其他變動於其他全面收入並於投資重估儲備項下累計。倘投資被出售或釐定減值，先前於投資重估儲備累計之累計盈虧會重新分類計入損益表(見下文有關財務資產減值虧損之會計政策)。

當本集團獲得股息之權利確立時，可供出售股本工具之股息於損益表內確認。

於活躍市場並無市場報價及公平值不能可靠計量之可供出售股本投資，乃於報告期末按原值減任何已識別減值虧損計量(見下文有關財務資產減值虧損之會計政策)。

財務資產減值

財務資產(按公平值計入損益表者除外)於各報告期末就出現之減值跡象作出評估。倘有客觀證據顯示，財務資產之估計未來現金流量因財務資產初步確認後發生之一項或多項事件而受到影響，則財務資產出現減值。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

3. Significant Accounting Policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

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

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest and principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

When an available-for-sale financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period in which the impairment takes place.

3. 主要會計政策(續)

財務工具(續)

財務資產(續)

財務資產減值(續)

就可供出售股本投資而言，該投資之公平值大幅或長時間跌至低於其原值被視為屬客觀減值證據。

就所有其他財務資產而言，客觀減值證據可包括：

- 發行人或交易對手方出現嚴重財務困難；或
- 違約，如拖欠或延遲支付利息及本金；或
- 借貸人可能破產或進行財務重組；或
- 因金融危機而導致該財務資產失去活躍市場。

就按攤銷成本列賬之財務資產而言，所確認之減值虧損金額以資產賬面值與估計未來現金流量按原本實際利率貼現之現值之間之差額計量。

就按原值列賬之財務資產而言，減值虧損金額乃以資產賬面值與估計未來現金流量按類似財務資產之現行市場回報率貼現之現值之間之差額計量。該減值虧損不會於隨後期間撥回。

當一項可供出售財務資產被視為減值，則過往於其他全面收益中確認之累計收益或虧損將於減值發生之期間重新分類至損益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



3. Significant Accounting Policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

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

Impairment losses on available-for-sale equity investments will not be reversed through profit or loss in subsequent periods. Any increase in fair value subsequent to impairment loss is recognised directly in other comprehensive income and accumulated in investment revaluation reserve.

Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale or cancellation of the Company's own equity instruments.

3. 主要會計政策(續)

財務工具(續)

財務資產(續)

財務資產減值(續)

就按攤銷成本計量之財務資產而言，倘在隨後期間減值虧損之金額減少，而有關減少可客觀地與確認減值虧損後發生之事件相關連，則先前已確認之減值虧損將透過損益表撥回，惟該項資產於撥回減值當日之賬面值不超出倘並無確認減值原應有之攤銷成本。

可供出售股本投資之減值虧損不會於隨後期間於損益表撥回。於減值虧損後之任何公平值增加直接於其他全面收益確認並於投資重估儲備累計。

財務負債及股本工具

集團實體發行之債務及股本工具乃根據所訂立合約安排之內容以及財務負債及股本工具之定義而分類為財務負債或股本。

股本工具

股本工具為證明本集團資產(經扣除其所有負債後)之剩餘權益之任何合約。本集團發行之股本工具乃按已收所得款項扣除直接發行成本記賬。

購回本公司本身之股本工具直接於權益確認及扣除。概無就購買、出售或註銷本公司本身之股本工具之溢利或虧損確認收益或虧損。



**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (continued)**
綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

3. Significant Accounting Policies (continued)

Financial instruments (continued)

Financial liabilities and equity instruments (continued)

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premium or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

Financial liabilities

Financial liabilities including amount due to an associate are subsequently measured at amortised cost, using the effective interest method.

Embedded derivatives

Derivatives embedded in non-derivative host contracts are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts, and the host contracts are not measured at fair value with changes in fair value recognised in profit or loss.

3. 主要會計政策(續)

財務工具(續)

財務負債及股本工具(續)

實際利率法

實際利率法為計算債務工具之攤銷成本，以及於有關期間分配利息開支之方法。實際利率指於初步確認時將債務工具之估計未來所付現金(包括所支付或收取能構成整體實際利率之所有費用及利率差價、交易成本及其他溢價或折價)在預計年期(或適用之較短期間)內將其實際貼現至賬面淨值之利率。

利息開支乃按實際利率確認。

財務負債

財務負債(包括應付一間聯營公司款項)隨後採用實際利率法按攤銷成本計量。

內含衍生工具

非衍生主合約之內含衍生工具於其符合衍生工具之定義、風險及特徵與主合約並無緊密關係，且主合約並非按公平值計量並於損益表確認公平值變動時，視作獨立衍生工具處理。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



3. Significant Accounting Policies (continued)

Financial instruments (continued)

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

4. Key Sources of Estimation Uncertainty

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make various estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

3. 主要會計政策(續)

財務工具(續)

取消確認

僅當從資產收取現金流量之合約權利屆滿，或倘本集團轉讓財務資產及財務資產擁有權之絕大部份風險及回報予另一實體時，本集團方取消確認財務資產。

於全面取消確認財務資產時，資產賬面值與已收及應收代價以及已於其他全面收益確認並於權益累計之累計盈虧之總和兩者之差額，於損益表確認。

當，及僅當，本集團財務負債之責任獲解除、取消或到期時取消確認。取消確認之財務負債賬面值與已付及應付代價兩者之差額，於損益表確認。

4. 估計不確定因素之主要來源

於應用本集團之會計政策(載於附註3)時，本公司董事須就目前尚未能從其他來源明確得出之資產及負債賬面值作出多項估計及假設。此等估計及相關假設乃基於過往經驗及其他相信為相關之因素作出。實際結果可能與此等估計有別。



**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (continued)**
綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

4. Key Sources of Estimation Uncertainty

(continued)

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

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

Estimated impairment of available-for-sale investments

In determining whether there is objective evidence of impairment in relation to the Group's available-for-sale investments in listed equity securities and unlisted equity securities, the Group takes into consideration of various factors as follows:

For available-for-sale investments in listed equity securities, the Group considers any significant or prolonged decline in the market prices or valuation below the respective costs. As at 31 December 2012, the carrying amount of these investments is HK\$43,393,000 (2011: HK\$97,696,000). The directors performed impairment assessment of these investments and an impairment loss of HK\$3,978,000 (2011: HK\$15,985,000) was recognised in profit or loss.

For available-for-sale investments in unlisted equity securities, the Group considers the current market environment and circumstances. Impairment is recognised based on the present value of estimated future cash flows discounted at the current market rate of return for a similar asset. Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 December 2012, the carrying amount of these investments was HK\$60,407,000 (2011: HK\$83,509,000). The directors performed impairment assessment of these investments and an impairment loss of HK\$7,500,000 (2011: HK\$10,949,000) was recognised in profit or loss.

4. 估計不確定因素之主要來源 (續)

本集團會持續檢討此等估計及相關假設。倘對會計估計作出修訂時，有關修訂僅影響作出修訂之期間，則於該期間確認有關修訂，而若有關修訂影響當期及未來期間，則於作出修訂之期間及未來期間確認有關修訂。

以下為於報告期末，極有可能導致下一財政年度內之資產及負債賬面值出現重大調整之有關未來之主要假設及其他估計不確定因素之主要來源。

可供出售投資之估計減值

於釐定有否客觀證據顯示本集團於上市股本證券及非上市股本證券之可供出售投資出現減值時，本集團考慮以下多個因素：

就於上市股本證券之可供出售投資而言，本集團考慮市價或估值是否已大幅或長時間跌至各自之原值以下。於2012年12月31日，此等投資之賬面值為43,393,000港元(2011年：97,696,000港元)。董事已就此等投資進行減值評估，並已於損益表確認減值虧損3,978,000港元(2011年：15,985,000港元)。

就於非上市股本證券之可供出售投資而言，本集團考慮當時之市場環境及狀況。減值乃根據估計未來現金流量按類似資產之現行市場回報率貼現之現值確認。倘實際未來現金流量低於預期，則會出現重大減值虧損。於2012年12月31日，此等投資之賬面值為60,407,000港元(2011年：83,509,000港元)。董事已就該等投資進行減值評估，一項7,500,000港元(2011年：10,949,000港元)之減值虧損已於損益賬中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



4. Key Sources of Estimation Uncertainty

(continued)

Estimated impairment of loans to associates

When there is objective evidence of impairment loss, the Group takes into consideration the estimation of future cash flows. The amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 December 2012, the carrying amount of loans to associates is HK\$37,926,000 (2011: HK\$58,652,000). No allowance for doubtful debts has been made for both years, since management is of the view that the amounts can be recovered in full in the near future.

5. Segment Information

HKFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker ("CODM"), the Chairman of the Group, in order to allocate resources and to assess performance. The CODM reviews the Group's profit as a whole, which is determined in accordance with the Group's accounting policies, for performance assessment and therefore no separate segment information is prepared by the Group.

The Group's revenue is generated from, and non-current assets are located in, Hong Kong.

4. 估計不確定因素之主要來源(續)

向聯營公司貸款之估計減值

倘出現減值虧損之客觀證據，則本集團會考慮對未來現金流量之估計。減值虧損金額乃按資產賬面值與估計未來現金流量(不包括尚未發生之未來信貸虧損)按財務資產之原本實際利率(即於初步確認時計算之實際利率)貼現之現值之間之差額計算。倘實際未來現金流量低於預期者，則可能會出現重大減值虧損。於2012年12月31日，向聯營公司貸款之賬面值為37,926,000港元(2011年：58,652,000港元)。由於管理層認為有關金額可於近期全數收回，故並無就該兩個年度之呆賬計提任何撥備。

5. 分類資料

香港財務報告準則第8號要求按有關主要經營決策者(「主要經營決策者」)即本集團主席定期檢討之本集團成份之內部報告基準識別經營分類，以分配資源及評估表現。主要經營決策者檢討本集團之整體溢利(根據本集團之會計政策釐定)以進行表現評估，因此，本集團並無另行編製分類資料。

本集團之收入來自於香港，其非流動資產亦位於香港。



**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (continued)**
綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

5. Segment Information (continued)

Revenue from customers of the corresponding years contributing over 10% of the total revenue of the Group are as follows:

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Investee A ¹	接受投資者A ¹	2,342	4,406
Borrower B ²	借款人B ²	5,408	N/A ³ 不適用 ³
Borrower C ²	借款人C ²	N/A ³ 不適用 ³	2,893
Borrower D ²	借款人D ²	N/A ³ 不適用 ³	2,893

¹ Revenue from dividend income

² Revenue from interest on loan note receivable/loan receivable

³ The corresponding revenue does not contribute over 10% of the total revenue of the Group

¹ 來自股息收入之收入

² 來自應收貸款票據/應收貸款之利息收入

³ 相關收入並非佔本集團總收入之10%以上

6. Turnover and Revenue

Turnover represents revenue of the Group and the gross proceeds from disposal of held-for-trading listed equity investments, as follows:

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Disposal of held-for-trading listed equity investments	出售持作買賣上市股本投資	6,255	57,917
Dividend income	股息收入	2,834	4,996
Interest on loans receivable	應收貸款利息	—	8,523
Interest on loan note receivable	應收貸款票據利息	5,408	—
Imputed interest on loans to associates	向聯營公司貸款估算利息	749	—
Interest on convertible notes receivable (Note)	應收可換股票據利息(附註)	816	586
		16,062	72,022

6. 營業額及收入

營業額指本集團之收入及來自出售持作買賣上市股本投資之所得款項總額如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



6. Turnover and Revenue (continued)

Revenue represents dividend income, interest on loans, loan note receivable and convertible notes receivable. An analysis of the Group's revenue for the year is as follows:

6. 營業額及收入(續)

收入指股息收入、貸款利息、應收貸款票據利息及應收可換股票據利息。本集團本年度之收入分析如下：

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Dividend income	股息收入	2,834	4,996
Interest on loans receivable	應收貸款利息	—	8,523
Interest on loan note receivable	應收貸款票據利息	5,408	—
Imputed interest on loans to associates	向聯營公司貸款估算利息	749	—
Interest on convertible notes receivable (Note)	應收可換股票據利息(附註)	816	586
		9,807	14,105

Note: The amount of HK\$586,000 included in comparative figures have been reclassified from other income to turnover and revenue to conform with current year's consolidated financial statements presentation.

附註：比較數字中款額586,000港元已由其他收入重新分類至營業額及收入，以符合本年度綜合財務報表之呈列方式。

7. Other Income

7. 其他收入

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Interest on bank deposits	銀行存款利息	1	3
Indemnity fee for pledge of asset for an independent third party's banking facility (note 16(ii))	就獨立第三方之銀行融通抵 押資產之彌償費用(附註16(ii))	—	2,340
Foreign exchange gain	匯兌收益	19	—
		20	2,343



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

8. Other Gains and Losses

8. 其他收益及虧損

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Net gain (loss) on disposal of available-for-sale investments	出售可供出售投資之收益(虧損)淨額	13,484	(4,950)
Impairment loss recognised in respect of available-for-sale investments (note 16(iii))	就可供出售投資確認之減值虧損(附註16(iii))	(11,478)	(26,934)
Impairment loss on interest in an associate (note 15)	一間聯營公司權益之減值虧損(附註15)	(435)	—
Fair value change of held-for-trading listed equity investments	持作買賣上市股本投資之公平值變動	(2,082)	(13,007)
Fair value change of embedded derivatives in convertible notes	可換股票據之內含衍生工具之公平值變動	(750)	—
Gain on disposal of subsidiaries (note 26)	出售附屬公司之收益(附註26)	6,577	1,370
Gain on redemption of convertible notes	贖回可換股票據之收益	—	2,916
		5,316	(40,605)

9. Income Tax Credit

9. 所得稅抵免

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Over-provision in prior years: — Hong Kong Profits Tax	過往年度超額撥備： — 香港利得稅	—	(48)

No provision for Hong Kong Profits Tax is made for both years since there is no assessable profit for both years.

由於本集團於該兩個年度並無產生應課稅溢利，故並無於該兩個年度就香港利得稅作出撥備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



9. Income Tax Credit (continued)

The taxation for the year can be reconciled to the loss per the consolidated statement of comprehensive income as follows:

9. 所得稅抵免(續)

本年度之稅項可與綜合全面收益表之虧損對賬如下：

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Loss before tax	除稅前虧損	(529)	(41,114)
Tax at the domestic income tax rate of 16.5% (2011: 16.5%)	按本地所得稅稅率 16.5% (2011年：16.5%) 計算之稅項	(87)	(6,784)
Tax effect of expense not deductible for tax purpose	就稅務目的不獲扣減開支之稅務影響	2,215	5,322
Tax effect of income not taxable for tax purpose	就稅務目的之免課稅收入之稅務影響	(3,910)	(1,578)
Over-provision in respect of prior years	過往年度超額撥備	—	(48)
Tax effect of tax losses not recognised	未確認之稅項虧損之稅務影響	1,807	3,040
Utilisation of tax losses previously not recognised	動用先前未確認之稅項虧損	(25)	—
		—	(48)

There is no significant unprovided deferred taxation at the end of the reporting periods.

At the end of the reporting period, the Group has unused tax losses of HK\$118,715,000 (2011: HK\$107,912,000) available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams. Tax losses may be carried forward indefinitely.

於報告期末，本集團並無重大未撥備遞延稅項。

於報告期末，本集團之未動用稅項虧損 118,715,000 港元 (2011年：107,912,000 港元) 可用於抵銷未來溢利。由於未來溢利流量不可預測，故並無確認遞延稅項資產。稅項虧損可無限期結轉。



**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (continued)**

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

10. Loss for the Year

10. 本年度虧損

Loss for the year has been arrived at after charging the following items:

本年度虧損已扣除下列各項：

		2012	2011
		HK\$'000	HK\$'000
		千港元	千港元
Directors' emoluments (note 11)	董事酬金(附註11)	180	180
Other staff costs	其他員工開支	3,227	3,033
Retirement benefit schemes contributions (excluding directors)	退休福利計劃供款 (董事除外)	89	152
Total staff costs	員工開支總額	3,496	3,365
Auditor's remuneration	核數師酬金	700	600
Depreciation of plant and equipment	廠房及設備折舊	323	319
Impairment loss on other asset	其他資產之減值虧損	150	—

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



11. Directors' Emoluments

The emoluments paid or payable to each of the 5 (2011: 5) directors were as follows:

11. 董事酬金

已付或應付予5位(2011年: 5位)董事各自之酬金如下:

		Directors' fees	Retirement benefit scheme contributions	Total
		董事袍金	退休福利 計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Year ended 31 December 2012	截至2012年12月31日 止年度			
Executive director:	執行董事:			
Mr. Cheng Hairong	成海榮先生	—	—	—
Non-executive director:	非執行董事:			
Mr. Lau Tom Ko Yuen	劉高原先生	—	—	—
Independent non-executive directors:	獨立非執行董事:			
Mr. Feng Nien Shu	鄧念叔先生	60	—	60
Mr. Lui Siu Tsuen, Richard	呂兆泉先生	60	—	60
Ms. Wong Lai Kin, Elsa	黃麗堅女士	60	—	60
		180	—	180
Total	總計	180	—	180
Year ended 31 December 2011	截至2011年12月31日 止年度			
Executive director:	執行董事:			
Mr. Cheng Hairong	成海榮先生	—	—	—
Non-executive director:	非執行董事:			
Mr. Lau Tom Ko Yuen	劉高原先生	—	—	—
Independent non-executive directors:	獨立非執行董事:			
Mr. Feng Nien Shu	鄧念叔先生	60	—	60
Mr. Lui Siu Tsuen, Richard	呂兆泉先生	60	—	60
Ms. Wong Lai Kin, Elsa	黃麗堅女士	60	—	60
		180	—	180
Total	總計	180	—	180



**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (continued)**
綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

11. Directors' Emoluments (continued)

No directors waived any emoluments in both years.

The Company does not have chief executive officer in both years.

11. 董事酬金(續)

概無董事於該兩個年度內放棄任何酬金。

本公司於該兩個年度內概無行政總裁。

12. Employees' Emoluments

Of the five individuals with the highest emoluments in the Group, none (2011: none) was a director of the Company. The emoluments of these 5 (2011: 5) individuals were as follows:

12. 僱員酬金

本集團五名最高薪酬人士中，概無本公司董事(2011年：無)。該等5名(2011年：5名)人士之酬金如下：

		2012	2011
		HK\$'000	HK\$'000
		千港元	千港元
Salaries and other benefits	薪金及其他福利	2,624	2,404
Discretionary bonus	酌情花紅	183	138
Contributions to retirement benefits scheme	退休福利計劃供款	139	130
		2,946	2,672

Their emoluments were within the following bands:

彼等之酬金介乎下列範圍：

		2012	2011
		No. of	No. of
		employees	employees
		僱員人數	僱員人數
Not exceeding HK\$1,000,000	不超過1,000,000港元	5	5

During both years, no emoluments have been paid to the directors of the Company or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

於兩個年度內，本集團並無向本公司董事或五名最高薪酬人士支付酬金，以作為加盟或於加盟本集團時之報酬或作為離職之補償。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



13. Loss Per Share

The calculation of basic loss per share attributable to the owners of the Company is based on the following data:

13. 每股虧損

本公司擁有人應佔每股基本虧損乃按以下數據計算：

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Loss	虧損		
Loss for purposes of basic loss per share (loss for the year attributed to the owners of the Company)	計算每股基本虧損之虧損 (本公司擁有人應佔本年度 虧損)	(529)	(41,066)
Number of shares	股份數目		
Weighted average number of ordinary shares for the purposes of basic loss per share	計算每股基本虧損之普通股 加權平均數	712,546,800	716,552,827

For both years, no diluted loss per share is presented as there was no potentially dilutive ordinary share outstanding during both years.

於該兩個年度內，由於該兩個年度並無發行在外之潛在攤薄普通股，故並無呈列每股攤薄虧損。



**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (continued)**

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

14. Plant and Equipment

14. 廠房及設備

		Leasehold improvements	Computer equipment	Office equipment, furniture and fixtures	Total
		租賃物業裝修	電腦設備	辦公室 設備、傢俬 及裝置	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
COST	成本				
At 1 January 2011	於2011年1月1日	1,096	118	221	1,435
Additions	新增	—	61	1	62
At 31 December 2011 and 2012	於2011年及2012年 12月31日	1,096	179	222	1,497
DEPRECIATION	折舊				
At 1 January 2011	於2011年1月1日	200	36	40	276
Provided for the year	本年度撥備	219	56	44	319
At 31 December 2011	於2011年12月31日	419	92	84	595
Provided for the year	本年度撥備	219	59	45	323
At 31 December 2012	於2012年12月31日	638	151	129	918
CARRYING VALUES	賬面值				
At 31 December 2012	於2012年12月31日	458	28	93	579
At 31 December 2011	於2011年12月31日	677	87	138	902

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



14. Plant And Equipment (continued)

The above items of plant and equipment are depreciated on a straight-line basis as follows:

Leasehold improvements	Over the shorter of the term of the lease or 3 years
Computer equipment	Over 3 years
Office equipment, furniture and fixtures	Over 3 years

14. 廠房及設備(續)

上述廠房及設備項目乃以直線法按下列年期計提折舊：

租賃物業裝修	租期或3年(以較短者為準)
電腦設備	3年以上
辦公室設備、傢俬及裝置	3年以上

15. Interests in Associates/Amount Due to an Associate

15. 聯營公司權益／應付一間聯營公司款項

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Costs of investment in associates — unlisted	於聯營公司投資之成本—非上市	86	183
Share of post-acquisition profits, net of dividends received	攤佔收購後溢利，扣除已收股息	1,956	3
Impairment on interest in an associate	於一間聯營公司權益之減值	(435)	—
		1,607	186
Amount due to an associate	應付一間聯營公司款項	—	97

The amount due to an associate was unsecured, interest-free and repayable on demand. During the year ended 31 December 2012, the amount was disposed of through the disposal of Best Policy Management Limited ("Best Policy") as set out in note 26.

應付一間聯營公司款項為無抵押、免息及須於要求時償還。如附註26所載，於截至2012年12月31日止年度內，該款項乃透過出售Best Policy Management Limited(「Best Policy」)而予出售。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

15. Interests in Associates/Amount Due to an Associate (continued)

As at 31 December 2012 and 2011, the Group had interests in the following associates:

Name of entity 公司名稱	Paid up issued/ registered ordinary share capital 已繳足已發行/已登記普通股本	Proportion of nominal value of issued capital held by the Group 本集團持有之 已發行股本面值之比例		Principal activity 主要業務
		2012	2011	
Bright Honest Limited ("Bright Honest")	50,000 shares of United States Dollar ("USD") 1 each 50,000股每股面值1美元(「美元」)之股份	— (Note i) (附註i)	25%	Inactive 暫停營業
Easy Best Holdings Limited ("Easy Best") (Note ii) (附註ii)	50,000 shares of USD 1 each 50,000股每股面值1美元之股份	30%	30%	Investment holding 投資控股
Glorious Bright Limited ("Glorious Bright") (Note iii) 千昇有限公司(「千昇」) (附註iii)	100 shares of HK\$1 each 100股每股面值1港元之股份	30%	30%	Money lending 借貸

Notes:

- (i) This company was disposed of by the Group during the year through the disposal of Best Policy (see note 26 for details).
- (ii) Proportion of result shared by the Group is 50% according to the shareholders' agreement.
- (iii) During the year ended 31 December 2011, the Group disposed of 70% of equity interest in Glorious Bright. Since then Glorious Bright became an associate of the Group (see note 26 for details).

附註：

- (i) 本集團於年內透過出售Best Policy而出售此公司(詳見附註26)。
- (ii) 根據股東協議，本集團分佔之業績比例為50%。
- (iii) 截至2011年12月31日止年度，本集團出售千昇之70%股本權益。自此千昇成為本集團之聯營公司(詳見附註26)。

15. 聯營公司權益/應付一間聯營公司款項(續)

於2012年及2011年12月31日，本集團於以下聯營公司中擁有權益：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



15. Interests in Associates/Amount Due to an Associate (continued)

The summarised financial information in respect of the Group's associates is set out below:

15. 聯營公司權益／應付一間聯營公司款項(續)

本集團聯營公司之財務資料概述如下：

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Total assets	總資產	100,057	71,563
Total liabilities	總負債	(92,643)	(74,319)
Net assets (liabilities)	資產(負債)淨值	7,414	(2,756)
Group's share of net assets of associates	本集團攤佔聯營公司之資產淨值	1,607	186
Total revenue	總收入	10,360	—
Total profit (loss) for the year	本年度之溢利(虧損)總額	8,279	(2,068)
Group's share of profits of associates for the year	年內本集團攤佔聯營公司溢利	1,956	—

The Group has not recognised its share of profit (2011: discontinued recognition of its share of losses) of an associate because its cumulative share of losses in this associate has exceeded its investment cost. The Group will not resume recognition of its share of any future profits in this associate until its share of such profits equals the share of losses not recognised.

本集團並無確認其攤佔一間聯營公司之溢利(2011年：停止確認其攤佔虧損)，原因為其所攤佔此聯營公司之累計虧損已超過其投資成本。當本集團攤佔之有關溢利相等於未確認之攤佔虧損時，本集團將不會重新確認其攤佔此聯營公司之任何未來溢利。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

15. Interests in Associates/Amount Due to an Associate (continued)

The amounts of unrecognised share of profit (losses) of this associate, extracted from the relevant unaudited management accounts of that associate, both for the year and cumulatively are as follows:

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Unrecognised share of profit (losses) of associate for the year	本年度攤佔聯營公司溢利(虧損)之未確認金額	880	(1,033)
Accumulated unrecognised share of losses of associate	累計攤佔聯營公司虧損之未確認金額	(153)	(1,033)

15. 聯營公司權益/應付一間聯營公司款項(續)

於該兩個年度及累計攤佔此聯營公司溢利(虧損)之未確認金額乃摘錄自此聯營公司之相關未審核管理賬目，呈列如下：

16. Available-for-sale Investments

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Unlisted equity securities (Notes i and ii)	非上市股本證券(附註i及ii)	82,504	98,106
Less: Impairment losses (Note iii)	減：減值虧損(附註iii)	(22,097)	(14,597)
		60,407	83,509
Hong Kong listed equity securities, at fair value (Notes iii and iv)	香港上市股本證券，公平值(附註iii及iv)	43,393	97,696
		103,800	181,205

Notes:

- (i) Included in unlisted equity securities above as at 31 December 2011 was the Group's investment in GCA Professional Services Group Limited ("GCA Professional"), a company incorporated in Hong Kong, with carrying amount of HK\$10,602,000.

附註：

- (i) 於2011年12月31日，上述非上市股本證券包括本集團於漢華專業服務集團有限公司(「漢華專業」，一間於香港註冊成立之公司)之投資，賬面值為10,602,000港元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



16. Available-for-sale Investments (continued)

Notes: (Continued)

(i) (Continued)

During the year ended 31 December 2011, GreaterChina Professional Services Limited ("GreaterChina"), the major subsidiary of GCA Professional became listed on the Stock Exchange. The directors of the Company considered the fair value of this investment could be measured reliably, and the investment was measured at fair value as at 31 December 2011 by reference to the valuation carried out by an independent valuer. The fair value gain of HK\$5,602,000 was recognised in other comprehensive income.

The main assumptions and inputs used in the valuation of the investment included:

- the stock price of the shares of GreaterChina as at 31 December 2011 was HK\$0.2; and
- the marketability of the shares of GCA Professional held by the Group.

During the year ended 31 December 2012, the Group's investment in GCA Professional was disposed of upon the disposal of Simply Joy Investments Limited ("Simply Joy"), a wholly-owned subsidiary of the Company immediately before the disposal (see note 26(b) for details). The cumulative gain of HK\$5,658,000 recognised in other comprehensive income in respect of the investment in GCA Professional is reclassified to profit or loss upon disposal.

Other than the investment in GCA Professional as at 31 December 2011, the remaining unlisted equity securities are measured at cost less impairment at 31 December 2012 and 2011 because the range of reasonable fair value estimates is so significant that the directors of the Company are of the opinion that their fair values cannot be measured reliably.

- (ii) Included in unlisted equity securities above is an investment with a carrying amount of HK\$53,046,000 (2011: HK\$53,046,000), for which the shares of the subsidiary of this investee have been pledged to a bank as a security for a loan facility expiring on 3 November 2018 granted by a bank to a listed company in Hong Kong (the "Borrower"). Pursuant to an indemnity agreement signed with the Borrower in November 2011, the Group is indemnified for the investment cost against any loss or damage arising from the above pledge of shares. The investee is controlled by an individual who has approximately 19% equity interest in the Borrower as at the date of the indemnity agreement. The principal activity of the investee is investment holding and the principal activity of its principal subsidiary is zinc and lead mining in the People's Republic of China (the "PRC").

16. 可供出售投資(續)

附註：(續)

(i) (續)

截至2011年12月31日止年度，漢華專業之主要附屬公司漢華專業服務有限公司(「漢華」)於聯交所上市。本公司董事認為該投資之公平值能夠可靠計量，故該投資乃經參考獨立估值師進行之估值，按於2011年12月31日之公平值計量。公平值收益5,602,000港元於其他全面收入確認。

於該投資之估值所用之主要假設及輸入資料包括：

- 漢華於2011年12月31日之股份價格為0.2港元；及
- 本集團所持有之漢華專業股份之可銷性。

截至2012年12月31日止年度，本集團於漢華專業之投資乃於出售Simply Joy Investments Limited(「Simply Joy」，緊接出售前為本公司之全資附屬公司)後出售(詳情見附註26(b))。已就於漢華專業之投資於其他全面收入確認之累計收益5,658,000港元於出售時獲重新分類至損益表。

除於2011年12月31日於漢華專業之投資外，由於其餘非上市股本證券之合理公平值估計範圍太大，本公司董事認為有關證券之公平值不能可靠計量，故於2012年及2011年12月31日按成本扣除減值計量。

- (ii) 上述非上市股本證券包括一項賬面值為53,046,000港元之投資(2011年：53,046,000港元)。此接受投資實體之附屬公司之股份抵押予銀行，作為該銀行授予一間香港上市公司(「借款人」)之一項於2018年11月3日到期之貸款融通之抵押品。根據與借款人於2011年11月簽署之彌償協議，本集團已就上述股份抵押對投資成本所產生之任何損失或損害獲悉數彌償。接受投資實體由於彌償協議日期擁有借款人約19%股本權益之個別人士控制。接受投資實體之主要業務為投資控股，而其主要附屬公司之主要業務為於中華人民共和國(「中國」)開採鋅和鉛。



**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (continued)**
綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

16. Available-For-Sale Investments (continued)

Notes: (Continued)

(iii) During the year, impairment loss has been recognised as follows:

		2012	2011
		HK\$'000	HK\$'000
		千港元	千港元
Unlisted equity securities	非上市股本證券	7,500	10,949
Hong Kong listed equity securities	香港上市股本證券	3,978	15,985
		11,478	26,934

For unlisted equity securities, the amount of impairment loss recognised in profit or loss is measured as the difference between the carrying amount of the investment and the present value of the estimated future cash flows. The estimated future cash flows have been determined by reference to the investee's past performance discounted at the current market rate of return for a similar investment.

For listed equity securities, impairment loss is recognised in profit or loss as there has been a significant or prolonged decline in the fair value of the relevant equity securities below their cost.

(iv) For listed equity securities, the fair value is determined with reference to quoted market bid prices.

16. 可供出售投資(續)

附註：(續)

(iii) 於本年度內，減值虧損已獲確認如下：

就非上市股本證券而言，在損益確認之減值虧損金額是以投資之賬面值與估計未來現金流量之現值之間之差額計量。估計未來現金流量乃參考接受投資實體按類似投資之現行市場回報率貼現之過往表現釐定。

就上市股本證券而言，由於相關股本證券之公平值已大幅或長期下降至低於其原值，故於損益確認減值虧損。

(iv) 就上市股本證券而言，公平值乃參考所報市場買入價釐定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



17. Loans to Associates

The Group's loans to associates consist of loans to Glorious Bright amounting to HK\$32,065,000 (2011: HK\$52,796,000) and loan to Easy Best amounting to HK\$5,861,000 (2011: HK\$5,856,000). The loans are Interest-free and unsecured. Included in the loans to Glorious Bright and Easy Best are HK\$32,065,000 (2011: HK\$46,557,000) and HK\$5,861,000 (2011: nil) which are expected to be repaid within twelve months from the end of the reporting period. Accordingly, the amounts are classified as current assets.

The remaining loans to Glorious Bright and Easy Best of HK\$6,239,000 and HK\$5,856,000 respectively as at 31 December 2011 were repayable after twelve months from 31 December 2011 and were classified as non-current assets as at 31 December 2011. Imputed interest income on loans to associates is recognised by reference to the current accounts outstanding at the effective interest rate of 12% per annum, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the loans to associates to their fair value on initial recognition.

Pursuant to a shareholders' agreement entered into on 30 December 2011, Glorious Bright agreed to repay the loans upon receipt by Glorious Bright of its loans receivable due from two (2011: three) independent third parties.

17. 向聯營公司貸款

本集團之向聯營公司貸款包括向千昇貸款32,065,000港元(2011年: 52,796,000港元)及向Easy Best貸款5,861,000港元(2011年: 5,856,000港元)。該等貸款為免息及無抵押。向千昇貸款32,065,000港元(2011年: 46,557,000港元)及向Easy Best貸款5,861,000港元(2011年: 無)預期於報告期末起計十二個月內償還。因此, 該等款項分類為流動資產。

於2011年12月31日, 向千昇及Easy Best餘下貸款分別為6,239,000港元及5,856,000港元, 須於2011年12月31日起計12個月後償還, 故於2011年12月31日被分類為非流動資產。向聯營公司貸款之估算利息收入乃參考尚未償還往來賬目按年息12%之實際利率確認, 有關利率指於初步確認時將向聯營公司貸款之估計未來所收現金在預計年期內貼現至其公平值。

根據於2011年12月30日訂立之股東協議, 千昇同意當千昇收到其應收兩名(2011年: 三名)獨立第三方之應收貸款後償還貸款。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

18. Convertible Notes Receivable/Embedded Derivatives in Convertible Notes

For the year ended 31 December 2012

Investment in convertible notes represents investment in convertible notes issued by ITC Properties Group Limited ("ITC Properties"), whose shares are listed on the Stock Exchange.

On 19 June 2012, the Group purchased 3.25% convertible notes issued by ITC Properties on 25 May 2011 with principal amount of HK\$10,000,000 at a cash consideration of HK\$10,000,000 and with maturity date on 25 November 2013, at redemption amount set at 105% of the principal amount of the convertible notes, entitling the Group to convert the convertible notes into shares in ITC Properties at an initial conversion price of HK\$2.20, which is adjusted to HK\$2.10 after the acquisition of the convertible notes.

18. 應收可換股票據／可換股票據之內含衍生工具

截至2012年12月31日止年度

於可換股票據之投資指於德祥地產集團有限公司(「德祥地產」，其股份於聯交所上市)發行之可換股票據之投資。

於2012年6月19日，本集團以現金代價10,000,000港元購買德祥地產於2011年5月25日發行之本金額為10,000,000港元並於2013年11月25日到期之3.25厘可換股票據，有關可換股票據之贖回金額定為其本金額之105%，令本集團有權將可換股票據按初步兌換價2.20港元(於收購可換股票據後調整為2.10港元)兌換德祥地產之股份。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



18. Convertible Notes Receivable/Embedded Derivatives in Convertible Notes (continued)

The investment in the convertible notes has been split into the debt portion and the embedded conversion options. The debt portion of the convertible notes is classified as loans and receivables and is measured at fair value on initial recognition and at amortised cost at each subsequent reporting date. The embedded conversion options are derivatives recognised at fair value upon initial recognition and at each subsequent reporting date. The fair values of the embedded conversion options as at the end of the reporting period are determined using the Binomial Lattice Model. Changes in the fair value of the embedded conversion options of HK\$750,000 (2011: nil) are recognised in profit or loss and included in other gains and losses. Details of the inputs used in the valuation of the convertible notes are as follows:

18. 應收可換股票據／可換股票據之內含衍生工具(續)

於可換股票據之投資已分為債務部份及內含兌換選擇權。可換股票據之債務部份分類為貸款及應收賬項，並於初步確認時按公平值及於其後報告日期按攤銷成本計量。內含兌換選擇權為於初步確認時及於其後各報告日期按公平值確認之衍生工具。內含兌換選擇權於報告期末之公平值乃運用二項式點陣模型釐定。內含兌換選擇權之公平值變動750,000港元(2011年：無)已於損益表確認，並計入其他收益及虧損。可換股票據估值所使用之輸入值詳情載列如下：

		19 June 2012 (date of acquisition)	
		2012年6月19日 (收購日期)	31 December 2012 2012年12月31日
Convertible notes	可換股票據		
Stock price	股價	HK\$2.37 2.37港元	HK\$2.60 2.60港元
Adjusted stock price	經調整股價	HK\$2.06 2.06港元	HK\$2.08 2.08港元
Conversion price	兌換價	HK\$2.20 2.20港元	HK\$2.102 2.102港元
Conversion period	兌換期	9 June 2011– 11 November 2013	9 June 2011– 11 November 2013
		2011年6月9日– 2013年11月11日	2011年6月9日– 2013年11月11日
Volatility (Note)	波幅(附註)	30.8051%	24.4910%
Dividend yield	股息率	0.0000%	5.7692%
Option life	選擇權年期	1.4333 years 1.4333年	0.9028 years 0.9028年
Total yield spread	總收益率差幅	15.3535%	11.4966%
Risk free rate	無風險利率	0.1956%	0.0681%
Effective interest rate for discounting debt component	折現債務部份之實際利率	20.41%	20.41%

Note: The volatility of the issuer's share price was estimated by the average annualised standard deviations of the continuously compounded rates of return on the issuer's share price.

附註：發行人股價之波幅乃根據發行人股價之持續複合回報率之平均年化標準差估計得出。



**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (continued)**
綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

**18. Convertible Notes Receivable/Embedded
Derivatives in Convertible Notes (continued)**

For the year ended 31 December 2011

On 7 October 2009, the Group purchased 2% convertible notes issued by Hanny with principal amount of HK\$16.44 million at a discount for HK\$12.33 million and with maturity on 15 June 2011 entitling the Group to convert into shares in Hanny at an initial conversion price of HK\$0.59 (subject to adjustments) which was subsequently adjusted to HK\$15.83 as a result of share consolidation by Hanny for which every fifty issued shares had been consolidated into one share and issue of open offer shares by Hanny.

The investment in the convertible notes had been split between debt component and embedded derivatives. The debt portions of the convertible notes were designated upon initial recognition as available-for-sale financial assets. The embedded conversion options were deemed as held for trading and recognised at fair value. The fair values of the debt component and the embedded conversion options as at 31 December 2010 are determined by the directors of the Company with reference to the valuation performed by professional valuers, using the Binomial Lattice Model.

On 15 June 2011, the Group redeemed the 2% convertible notes issued by Hanny upon their maturity at the principal amount of HK\$16,440,000 and interest of HK\$331,000. After the redemption, there were no convertible notes outstanding as at 31 December 2011.

**18. 應收可換股票據／可換股
票據之內含衍生工具(續)**

截至2011年12月31日止年度

於2009年10月7日，本集團按折讓價1,233萬港元購買錦興發行之本金額為1,644萬港元並於2011年6月15日到期之2厘可換股票據。據此本集團有權按初步兌換價0.59港元(可予調整)兌換錦興之股份，兌換價其後因錦興股份合併(每五十股已發行股份合併為一股股份)及錦興發行公開發售股份而調整為15.83港元。

於可換股票據之投資已分為債務部份及內含衍生工具。可換股票據之債務部份指定於初步確認時列賬為可供出售財務資產。內含兌換選擇權被視為持作買賣並按公平值確認。債務部份及內含兌換選擇權於2010年12月31日之公平值乃由本公司董事參考專業估值師以二項式點陣模型進行之估值而釐定。

於2011年6月15日，本集團於到期時贖回由錦興發行之息率為2厘之可換股票據，本金額及利息分別為16,440,000港元及331,000港元。贖回後，於2011年12月31日，概無任何尚未行使之可換股票據。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



19. Loan Note Receivable

During the year ended 31 December 2012, a conditional voluntary offer was made by ITC Properties to repurchase its shares at a price of HK\$2.60 per share, satisfied partly by a cash payment of HK\$0.60 and partly by the issue of a 6% 3-year loan note receivable with principal amount of HK\$2.00 each (the "Loan Note").

The Group accepted the offer by disposing of its entire investment in ITC Properties, representing 26,588,000 ordinary shares of ITC Properties, which was classified as an available-for-sale investment before the disposal, for a cash proceeds of HK\$15,953,000 and asset conversion to the Loan Note with a total principal amount of HK\$53,176,000 with maturity date on 13 February 2015. The fair value of the Loan Note was determined to be HK\$43,123,000 as at the date of completion, calculated as the present value of the estimated future cash flows discounted at 14.2% per annum, which is the prevailing market rate of interest for similar instruments. The investment in Loan Note is classified as loans and receivables and was initially measured at fair value and subsequently measured at amortised cost. The cumulative gain of HK\$13,484,000 recognised in other comprehensive income in respect of the available-for-sale investment was reclassified to profit or loss upon derecognition of the available-for-sale investment.

20. Held-For-Trading Listed Equity Investments

Held-for-trading listed equity investments represent investments in equity securities listed in Hong Kong.

21. Amount Due From a Related Company

The amount due from a related company represents the amount due from Linkson Investment Limited ("Linkson Investment"), which is a fellow subsidiary of Greater China Capital Limited ("GC Capital"), the investment manager of the Group that provides investment management services to the Group in relation to the Group's investments.

The amount due from Linkson Investment represents rental deposits paid by the Group, which is unsecured, interest-free and repayable upon expiry of the relevant tenancy agreement.

19. 應收貸款票據

截至2012年12月31日止年度，德祥地產提出一項有條件自願收購建議，以按每股2.60港元之價格購回其股份，其中0.60港元之部份以現金支付，而部份則以發行每份本金額2.00港元之6厘三年期應收貸款票據(「貸款票據」)方式支付。

本集團通過出售其於德祥地產之全部投資，即26,588,000股德祥地產普通股(其於出售前分類為可供出售投資)之方式接納收購建議，以換取現金所得款項15,953,000港元及將資產轉換為本金總額53,176,000港元於2015年2月13日到期之貸款票據。貸款票據之公平值於完成日期釐定為43,123,000港元，乃以估計未來現金流量按14.2%之年利率(其為適用於類似工具之通行市場利率)貼現後之現值計算。於貸款票據之投資分類為貸款及應收賬項，初步按公平值計量，而其後則按攤銷成本計量。已就可供出售投資於其他全面收入確認之累計收益13,484,000港元於取消確認可供出售投資時獲重新分類至損益表。

20. 持作買賣上市股本投資

持作買賣上市股本投資指於香港上市之股本證券之投資。

21. 應收一間關連公司款項

應收一間關連公司款項指應收漢華資本有限公司(「漢華資本」)之同系附屬公司信萊投資有限公司(「信萊投資」)之款項，漢華資本為本集團之投資經理，就本集團之投資向本集團提供投資管理服務。

應收信萊投資之款項指本集團已付之租金按金，為無抵押、免息及須於有關租約屆滿後償還。



**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (continued)**
綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

22. Other Receivables

22. 其他應收賬項

		2012	2011
		HK\$'000	HK\$'000
		千港元	千港元
Indemnity fee receivable for pledge of assets for an independent third party's banking facility (note 16(ii))	就獨立第三方之銀行融通抵押資產之應收彌償費用(附註16(ii))	2,340	2,340
Earnest money deposits for potential investment projects (Note)	潛在投資項目之誠意金(附註)	33,000	5,000
Other prepayments and deposits	其他預付款項及按金	395	680
Other receivables	其他應收賬項	21	—
Interest receivables on loan note receivable and convertible notes receivable	應收貸款票據及應收可換股票據之應收利息	675	—
Dividend receivable	應收股息	1,577	—
		38,008	8,020

Note: During the year ended 31 December 2011, the Group made an earnest money deposit of HK\$5,000,000 in connection with a potential investment in an unlisted entity. During the year ended 31 December 2012, the Group made a further earnest money deposit of HK\$3,000,000 for the same potential investment. The deposits are unsecured, interest-free and placed with an investment agent incorporated in the British Virgin Islands (the "BVI"), an independent third party to the Group, who shall assist the Group with the negotiation of the terms of the transaction and meeting with the potential vendor. The deposits are subsequently refunded to the Group in full in March 2013 upon the decision of not to invest in the potential investment.

In addition, during the year ended 31 December 2012, the Group made another earnest money deposit of HK\$25,000,000 in connection with a potential investment in another unlisted entity. The deposit is unsecured, interest-free and placed with the potential vendor, an individual and independent third party to the Group. Pursuant to agreements signed on 8 March 2012 and 7 December 2012 respectively, the earnest money deposit is refundable to the Group in June 2013 or upon the conclusion of the negotiations with the potential vendor.

附註：於截至2011年12月31日止年度內，本集團就於一間非上市公司之潛在投資項目支付5,000,000港元之誠意金。於截至2012年12月31日止年度內，本集團就同一潛在投資項目額外支付一筆為數3,000,000港元之誠意金。該等誠意金為無抵押、免息及存放於於英屬處女群島(「英屬處女群島」)註冊成立之投資代理(本集團之一名獨立第三方)處。該投資代理須協助本集團就交易條款與潛在賣方進行磋商及會面。有關誠意金其後於2013年3月決定不會投資於潛在投資項目後悉數退還給本集團。

此外，於截至2012年12月31日止年度內，本集團就於另一間非上市公司之潛在投資項目支付另一筆為數25,000,000港元之誠意金。該誠意金為無抵押、免息及存放於潛在賣方(個人及本集團之一名獨立第三方)處。根據分別於2012年3月8日及2012年12月7日簽訂之協議，有關誠意金須於2013年6月或於與潛在賣方結束磋商後退還給本集團。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



23. Share Capital

23. 股本

		Number of shares 股份數目	Nominal value 面值 HK\$'000 千港元
Ordinary shares of HK\$0.025 each	每股面值0.025港元之普通股		
Authorised:	法定股本：		
At 1 January 2011, 31 December 2011 and 2012	於2011年1月1日、2011年 及2012年12月31日	4,000,000,000	100,000
Issued and fully paid:	已發行及已繳足：		
At 1 January 2011	於2011年1月1日	717,956,800	17,949
Shares repurchased and cancelled	已購回及註銷股份	(5,410,000)	(135)
At 31 December 2011 and 2012	於2011年及2012年12月31日	712,546,800	17,814

24. Net Assets Value Per Share

24. 每股資產淨值

Net asset value per share is computed based on the net assets of HK\$284,792,000 (2011: HK\$296,954,000) and 712,546,800 (2011: 712,546,800) issued and fully paid shares as at the end of the reporting period.

每股資產淨值乃按報告期末之資產淨值284,792,000港元(2011年：296,954,000港元)及已發行和已繳足之712,546,800股(2011年：712,546,800股)股份計算。



**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (continued)**
綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

25. Particulars of Major Investments Held by the Group

25. 本集團持有之主要投資詳情

Particulars of investments held by the Group as at 31 December 2012 disclosed pursuant to Chapter 21 of the Listing Rules are as follows:

本集團於2012年12月31日持有之投資詳情根據上市規則第21章披露如下：

Name	Place of incorporation	Proportion of investee's capital owned	Market values of listed equity securities/ Cost	Director's valuations	Dividend/ interest income received during the year	Net assets attributable to the investment	Impairment loss made since acquisition	Principal activities/ places of operation
名稱	註冊成立地點	所擁有所 投資公司之 資本比例	原值 HK\$ million 百萬港元	上市股本證券 之市值/ 董事估值 HK\$ million 百萬港元	年內已收之 股息/利息 收入 HK\$ million 百萬港元	投資項目應佔資 產淨值 HK\$ million 百萬港元 (Note i) (附註i)	收購後產生 之減值虧損 HK\$ million 百萬港元 (Note iv) (附註iv)	主要業務/經營地點
Listed equity securities								
上市股本證券								
PYI Corporation Limited 保華集團有限公司	Bermuda 百慕達	3.45%	50.70	26.97	2.34	186.10	24.84	Infrastructure investment and the operation of bulk cargo ports and logistics facilities/ the PRC 基建投資以及大宗散貨港口及物流設施營運/中國
China Development Bank International Investment Limited (Formerly Known as "New Capital International Investment Limited") 國開國際投資有限公司 (前稱「新資本國際投資有限公司」)	Cayman Islands 開曼群島	0.90%	32.56	22.90	—	9.33	—	Investments in money market securities and equity and debt related securities in listed and unlisted entities on a global basis/Hong Kong and the PRC 投資全球之貨幣市場證券以及上市及非上市公司之股票及債務相關證券/香港及中國
Rosedale Hotel Holdings Limited 珀麗酒店控股有限公司	Bermuda 百慕達	4.11%	15.55	10.94	—	78.66	5.69	Operation of hotel business/ Hong Kong and the PRC 酒店業務營運/香港及中國
ITC Corporation 德祥企業集團	Bermuda 百慕達	1.39%	5.19	5.48	0.41	38.24	1.18	Investments in securities, properties and other investments/Hong Kong and the PRC 證券及物業投資以及其他投資/香港及中國
HSBC Holdings Plc 滙豐控股有限公司	England 英國	0.00007%	1.31	1.10	0.05	1.05	—	Banking and financial services/global operation 銀行及金融服務/全球經營
Hong Kong Exchanges and Clearing Limited 香港交易及結算所有限公司	Hong Kong 香港	0.0004%	0.64	0.66	—	0.08	—	Operation of the only stock exchange and futures exchange in Hong Kong 經營香港唯一的股票交易所與期貨交易所

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



25. Particulars of Major Investments Held by the Group (continued)

25. 本集團持有之主要投資詳情(續)

Name	Place of incorporation	Proportion of investee's capital owned 所擁有所投資公司之資本比例	Market values of listed equity securities/ 上市股本證券之市值/ 董事估值		Dividend/ interest income received during the year 年內已收之股息/利息 收入	Net assets attributable to the investment 投資項目應佔資產淨值	Impairment loss made since acquisition 收購後產生之減值虧損	Principal activities/ places of operation 主要業務/經營地點
			Cost 原值 HK\$ million 百萬港元	valuations 董事估值 HK\$ million 百萬港元				
Unlisted equity securities 非上市股本證券								
Rakarta Limited	BVI 英屬處女群島	8.00%	53.05	53.05	—	0.50	—	Investments in securities and other investments/ Hong Kong and the PRC 證券投資及其他投資/香港及中國
Yantai Juli Fine Chemical Co., Ltd 煙台巨力精細化工股份有限公司	The PRC 中國	1.50%	25.81	7.36	—	15.85	18.45	Production of hi-tech chemical products including toluene diisocyanate for manufacturing industry/the PRC 生產高科技化工產品，包括供製造業用的甲苯二異氰酸酯/中國
Loan note receivable 應收貸款票據								
ITC Properties 德祥地產	—	—	43.12	45.69	2.34	—	—	N/A 不適用
Convertible notes 可換股票據								
ITC Properties 德祥地產	—	—	10	9.89	—	—	—	N/A 不適用



NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (continued)
綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

25. Particulars of Major Investments Held by
the Group (continued)

25. 本集團持有之主要投資詳
情(續)

Particulars of investments held by the Group as at 31 December 2011 disclosed pursuant to Chapter 21 of the Listing Rules are as follows:

本集團於2011年12月31日持有之投資詳情根據上市規則第21章披露如下：

Name	Place of incorporation	Proportion of investee's capital owned	Cost	Market values of listed equity securities/ director's valuations	Dividend/ interest income received during the year	Net assets attributable to the investment	Impairment loss made since acquisition	Principal activities/ places of operation
名稱	註冊成立地點	所擁有所投資公司之資本比例	原值	上市股本證券之市值/ 董事估值	年內已收之股息/利息收入	投資項目應佔資產淨值	收購後產生之減值虧損	主要業務/經營地點
			HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元 (Note i) (附註i)	HK\$ million 百萬港元 (Note iv) (附註iv)	
Listed equity securities								
上市股本證券								
ITC Properties Group Limited 德祥地產集團有限公司	Bermuda 百慕達	4.71%	45.59	53.97	—	113.87	—	Property development and investment, golf resort and leisure operations, securities trading and loan financing services/Hong Kong, Macau and the PRC 物業發展及投資、高爾夫休閒渡假業務營運、證券買賣及貸款融資服務/香港、澳門及中國
PYI Corporation Limited 保華集團有限公司	Bermuda 百慕達	3.36%	49.93	29.07	4.41	175.05	20.86	Infrastructure investment and the operation of bulk cargo ports and logistics facilities/the PRC 基建投資以及大宗散貨港口及物流設施營運/中國
China Development Bank International Investment Limited (Formerly Known as "New Capital International Investment Limited") 國開國際投資有限公司 (前稱「新資本國際投資有限公司」)	Cayman Islands 開曼群島	2.65%	32.56	25.50	—	7.69	—	Investments in money market securities and equity and debt related securities in listed and unlisted entities on a global basis/Hong Kong and the PRC 投資全球之貨幣市場證券以及上市及非上市公司之股票及債務相關證券/香港及中國
Rosedale Hotel Holdings Limited 珀麗酒店控股有限公司	Bermuda 百慕達	4.11%	15.55	10.94	—	89.07	5.69	Operation of hotel business/Hong Kong and the PRC 酒店業務營運/香港及中國
ITC Corporation 德祥企業集團	Bermuda 百慕達	1.32%	4.89	3.70	0.21	29.44	1.18	Investments in securities, properties and other investments/Hong Kong and the PRC 證券及物業投資以及其他投資/香港及中國

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



25. Particulars of Major Investments Held by the Group (continued)

25. 本集團持有之主要投資詳情(續)

Name	Place of incorporation	Proportion of investee's capital owned	Market values of listed equity securities/ director's valuations	Dividend/ interest income received during the year	Net assets attributable to the investment	Impairment loss made since acquisition	Principal activities/ places of operation
名稱	註冊成立地點	所擁有所投資公司之資本比例	上市股本證券之市值/董事估值	年內已收之股息/利息收入	投資項目應佔資產淨值	收購後產生之減值虧損	主要業務/經營地點
			原值 HK\$ million 百萬港元	董事估值 HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元 (Note i) (附註i)	HK\$ million 百萬港元 (Note iv) (附註iv)
HSBC Holdings Plc 滙豐控股有限公司	England 英國	0.00008%	1.31	0.80	0.09	0.98	— Banking and financial services/global operation 銀行及金融服務/全球經營
Unlisted equity securities 非上市股本證券							
Rakarta Limited	BVI 英屬處女群島	8.00%	53.05	53.05	—	0.74	— Investments in securities and other investments/Hong Kong and the PRC 證券投資及其他投資/香港及中國
GCA Professional 漢華專業	Hong Kong 香港	20.00% (Note ii) (附註ii)	5.00	10.60	—	14.14	— Provision of professional services/ Hong Kong and the PRC 提供專業服務/香港及中國
Yantai Juli Fine Chemical Co., Ltd 煙台巨力精細化工股份有限公司	The PRC 中國	1.50%	25.81	14.86	—	14.86	10.95 Production of hi-tech chemical products including toluene diisocyanate for manufacturing industry/the PRC 生產高科技化工產品，包括供製造業用的甲苯二異氰酸酯/中國
A Stars Entertainment Group Limited 星世娛樂集團有限公司	BVI 英屬處女群島	13.33%	5.00	5.00	—	3.51	— Multi-media production, publication and talent agencies/Hong Kong and the PRC 多媒體製作、出版及人才中介代理/香港及中國



**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (continued)**
綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

25. Particulars of Major Investments Held by the Group (continued)

25. 本集團持有之主要投資詳情(續)

An analysis of realised and unrealised gains (losses) is as follows:

已變現及未變現收益(虧損)之分析如下：

		Realised gains (losses) 已變現收益 (虧損) HK\$'000 千港元	Unrealised (losses) gains 未變現 (虧損)收益 HK\$'000 千港元 (Note iii) (附註iii)
31 December 2012			
Hong Kong listed equity securities	2012年12月31日 香港上市股本證券	13,376	(6,397)
Unlisted investments	非上市投資	8,002	3,880
		21,378	(2,517)
31 December 2011			
Hong Kong listed equity securities	2011年12月31日 香港上市股本證券	(3,190)	1,383
Unlisted investments	非上市投資	4,441	5,603
		1,251	6,986

Notes:

附註：

- | | |
|--|--|
| <p>(i) For listed equity securities, net assets attributable to the investment are based on latest published financial information. For unlisted investments, net assets attributable to investments are based on unaudited financial statements as at the end of the reporting period.</p> | <p>(i) 就上市股本證券而言，投資項目應佔資產淨值乃依據最近期刊發之財務資料。就非上市投資而言，投資項目應佔資產淨值乃依據於報告期末之未經審核財務報表。</p> |
| <p>(ii) The Group was not able to exercise significant influence over GCA Professional because it does not have the power to appoint directors in the investee company. Accordingly, it was classified as an available-for-sale investment. The investment was disposed of upon the disposal of a subsidiary of the Company in 2012 (see note 26 (b) for details).</p> | <p>(ii) 由於本集團無權委任所投資公司之董事，故本集團無法對漢華專業行使重大影響力。因此，該項投資被分類為可供出售投資。該項投資於2012年出售本公司一間附屬公司(詳情見附註26(b))時經已出售。</p> |
| <p>(iii) Unrealised gain (loss) represents the difference between fair value and cost of the respective investment in equity securities, excluding any impairment loss recognised.</p> | <p>(iii) 未變現收益(虧損)指有關股本證券投資之公平值與原值之差額，不包括任何已確認之減值虧損。</p> |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



25. Particulars of Major Investments Held by the Group (continued)

Notes:

(iv) An analysis of accumulated impairment losses is as follows:

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Hong Kong listed equity securities	香港上市股本證券	31,712	27,734
Unlisted equity securities	非上市股本證券	22,097*	14,597
		53,809	42,331

* The accumulated impairment losses of the unlisted equity securities includes an impairment provision of HK\$3,648,000 (2011: HK\$3,648,000) for the cost of an investment in Power Digital Card Limited which is not included in the disclosed investments as above.

25. 本集團持有之主要投資詳情(續)

附註：

(iv) 累計減值虧損之分析如下：

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Hong Kong listed equity securities	香港上市股本證券	31,712	27,734
Unlisted equity securities	非上市股本證券	22,097*	14,597
		53,809	42,331

* 非上市股本證券之累計減值虧損包括就Power Digital Card Limited之投資(不包括在上文披露之投資)成本作出之減值撥備3,648,000港元(2011年：3,648,000港元)。

26. Disposal of Subsidiaries

For the year ended 31 December 2012

During the year ended 31 December 2012, the Group disposed of the following subsidiaries:

- (a) In June 2012, the Group entered into an agreement to dispose of its 100% equity interest in Best Policy, a wholly-owned subsidiary of the Company immediately before the disposal. Best Policy held 25% equity interest in Bright Honest, an associate of the Company, which has been inactive for a number of years. The disposal was completed during the year and upon the disposal, the Group lost control of Best Policy.

26. 出售附屬公司

截至2012年12月31日止年度

於截至2012年12月31日止年度，本集團出售下列附屬公司：

- (a) 於2012年6月，本集團訂立一份協議出售其於Best Policy(緊接出售前為本公司之全資附屬公司)之100%股權。Best Policy持有本公司聯營公司Bright Honest之25%股權。Bright Honest已暫停營業數年。出售事項已於年內完成，本集團於出售事項完成後喪失對Best Policy之控制權。



**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (continued)**
綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

26. Disposal of Subsidiaries (continued)

26. 出售附屬公司 (續)

For the year ended 31 December 2012 (continued)

截至2012年12月31日止年度 (續)

- (b) In July 2012, the Group entered into an agreement to dispose of its 100% equity interest in Simply Joy and Natty Investments Limited (“Natty”), wholly-owned subsidiaries of the Company. Simply Joy held an available-for-sale investment in GCA Professional (see note 16(i) for details). Natty was an investment holding company which indirectly held 100% equity interest in Prosperity Fund Management (Shanghai) Limited (“PFML”). PFML has been inactive for a number of years and the major asset held by PFML is bank balance. The disposal was completed during the year and upon the disposal, the Group lost control of Simply Joy and Natty.

- (b) 於2012年7月，本集團訂立一份協議出售其於本公司之全資附屬公司Simply Joy及Natty Investments Limited(「Natty」)之100%股權。Simply Joy於漢華專業持有可供出售投資(詳情請參閱附註16(i))。Natty為一間間接持有嘉盈股權投資管理(上海)有限公司(「PFML」)100%股權之投資控股公司。PFML已暫停營業數年，其持有之主要資產為銀行結餘。出售事項已於年內完成，本集團於出售事項完成後喪失對Simply Joy及Natty之控制權。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



26. Disposal of Subsidiaries (continued)

For the year ended 31 December 2012 (continued)

The aggregate amounts of assets and liabilities attributable to these disposed subsidiaries on the respective dates of disposal were as follows:

26. 出售附屬公司(續)

截至2012年12月31日止年度(續)

該等已出售附屬公司於彼等各自出售日期應佔之資產及負債總額如下：

		Total 總計 HK\$'000 千港元
Analysis of assets and liabilities over which control was lost:	對喪失控制權之資產及負債之分析：	
Interest in an associate	於一間聯營公司之權益	100
Available-for-sale investments	可供出售投資	11,278
Bank balances and cash	銀行結餘及現金	3,098
Amount due to an associate	應付一間聯營公司款項	(97)
Net assets disposed of	出售資產淨值	14,379
Gain on disposal of subsidiaries	出售附屬公司之收益	
Consideration received	已收代價	15,100
Net assets disposed of	出售資產淨值	(14,379)
Investment revaluation reserve reclassified to profit or loss	重新分類至損益表之投資重估儲備	5,658
Translation reserve reclassified to profit or loss	重新分類至損益表之匯兌儲備	198
Gain on disposal	出售所得收益	6,577
Satisfied by:	支付方式：	
Cash	現金	15,100
Net cash inflow arising on disposal:	因出售產生之現金流入淨額：	
Total cash consideration received	已收取現金代價總額	15,100
Less: bank balances and cash disposed of	減：所出售之銀行結餘及現金	(3,098)
		12,002



**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (continued)**
綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

26. Disposal of Subsidiaries (continued)

26. 出售附屬公司(續)

For the year ended 31 December 2011

截至2011年12月31日止年度

On 27 October 2011, the Group and Sino Tycoon Capital Limited (formally known as "Sino Tycoon Investments Limited"), an independent third party, entered into a sales and purchase agreement pursuant to which the Group disposed of its 70% equity interests in Glorious Bright, a wholly-owned subsidiary of the Company immediate before the disposal. The disposal was completed on 30 December 2011.

於2011年10月27日，本集團與獨立第三方華享資本有限公司(前稱為「華享投資有限公司」)訂立買賣協議，據此，本集團出售千昇(於緊接出售前為本公司之全資附屬公司)之70%股權。該出售事項於2011年12月30日完成。

The amounts of assets attributable to Glorious Bright on the date of disposal were as follows:

千昇於出售日期應佔之資產數額如下所示：

		HK\$'000 千港元
Analysis of assets over which control was lost:	對喪失控制權之資產之分析：	
Loan and interest receivable	應收貸款及利息	51,367
Bank balances and cash	銀行結餘及現金	10,145
Net assets disposed of	出售資產淨值	61,512
Transferred to interests in associates (Note i)	轉撥至於聯營公司之權益(附註i)	(86)
Transferred to loan to an associate (Note ii)	轉撥至向一間聯營公司貸款(附註ii)	(52,796)
		8,630
Gain on disposal of a subsidiary	出售一間附屬公司之收益	
Consideration received	已收代價	10,000
Net assets disposed of	出售資產淨值	(61,512)
Transferred to interest in an associate (Note i)	轉撥至於一間聯營公司之權益(附註i)	86
Transferred to loans to an associate (Note ii)	轉撥至向一間聯營公司貸款(附註ii)	52,796
Gain on disposal	出售所得收益	1,370
Satisfied by:	支付方式：	
Cash	現金	10,000
Net cash outflow arising on disposal:	出售所產生之現金流出淨額：	
Total cash consideration received	已收取現金代價總額	10,000
Less: bank balances and cash disposed of	減：所出售之銀行結餘及現金	(10,145)
		(145)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



26. Disposal of Subsidiaries (continued)

For the year ended 31 December 2011 (continued)

Notes:

- (i) Upon the disposal, HK\$10,000,000 was regarded as consideration for: (i) the sale shares, being 70% of the issue share capital of Glorious Bright as at 30 December 2011; and (ii) the sale loan of HK\$9,800,000 due by Glorious Bright to the Group before disposal. The retained interest classified as interests in associates is calculated by reference to the fair value of the sale shares.
- (ii) The amount represents the amount due from Glorious Bright to the Group when it was the Group's subsidiary amounting to HK\$62,596,000, net of the sale loan disposed. The amount was reclassified to loan to an associate upon the disposal of Glorious Bright.

27. Operating Leases

During the year, the Group incurred HK\$1,305,000 (2011: HK\$1,168,000) minimum lease payments in respect of office premise.

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

	2012	2011
	HK\$'000	HK\$'000
	千港元	千港元
Within one year	—	1,160

The commitments for operating lease payments represent rentals and building and management fee payable by the Group for office premise. Leases are negotiated for an average term of three years.

26. 出售附屬公司(續)

截至2011年12月31日止年度(續)

附註:

- (i) 出售后，10,000,000港元被視為：(i) 銷售股份，於2011年12月30日佔千昇已發行股本之70%；及(ii)於出售前千昇結欠本集團之9,800,000港元銷售貸款之代價。保留權益分類為於聯營公司之權益，乃參照銷售股份之公平值計算。
- (ii) 金額指千昇為本集團之附屬公司時結欠本集團之62,596,000港元，減已出售銷售貸款。出售千昇後，該金額重新分類為向一間聯營公司貸款。

27. 營運租約

年內，本集團之辦公室物業產生之最低租金為1,305,000港元(2011年：1,168,000港元)。

於報告期末，本集團根據不可撤銷營運租約於到期日後所需支付之最低租金承擔如下：

	2012	2011
	HK\$'000	HK\$'000
	千港元	千港元
Within one year	—	1,160

營運租約付款承擔指本集團就辦公室物業應付之租金以及樓宇及管理費。租約協定平均年期為三年。



**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (continued)**
綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

28. Related Party Transactions and Balances

28. 關連人士交易及結餘

Other than the balances and transactions with related parties as disclosed in note 21, the Group entered into the following transactions with related parties:

除於附註21中披露之與關連人士相關之結餘及交易外，下列交易乃由本集團與關連人士進行：

Name of related party 關連人士名稱	Relationship 關係	Nature of transactions 交易性質	2012 HK\$'000 千港元	2011 HK\$'000 千港元
GC Capital 漢華資本	Investment manager of the Company 本公司之投資經理	Investment management fees paid 已付投資管理費	3,600	3,825
Linkson Investment 信萊投資	Fellow subsidiary of GC Capital 漢華資本之同系附屬公司	Rental expenses and rates paid 已付租賃開支及利率	1,197	1,060
Linkson Investment 信萊投資	Fellow subsidiary of GC Capital 漢華資本之同系附屬公司	Building and management fee paid 已付樓宇及管理費	167	158
GC Corporate Services 漢華企業服務	Fellow subsidiary of GC Capital 漢華資本之同系附屬公司	Corporate services fee paid 已付企業服務費	960	961

The remuneration of directors and other members of key management during the year was as follows:

年內，董事及主要管理層其他成員之薪酬如下：

	2012 HK\$'000 千港元	2011 HK\$'000 千港元
Short-term employee benefits 短期僱員福利	2,071	1,482
Retirement benefit costs 退休福利成本	101	73
	2,172	1,555

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



29. Summarised Financial Information of the Company

The summarised financial information of the Company is as follows:

29. 本公司之概約財務資料

本公司之概約財務資料如下：

		2012	2011
		HK\$'000	HK\$'000
		千港元	千港元
ASSETS	資產		
Investments in subsidiaries	於附屬公司之投資	1	3,112
Amounts due from subsidiaries	應收附屬公司款項	249,790	267,491
Amount due from an associate	應收一間聯營公司款項	25,077	46,557
Other receivables	其他應收賬項	33,081	5,283
Bank balances	銀行結餘	15,437	10,507
		323,386	332,950
LIABILITIES	負債		
Amount due to a subsidiary	應付一間附屬公司款項	10,826	155
Other payables and accruals	其他應付賬項及應計負債	716	783
		11,542	938
		311,844	332,012
CAPITAL AND RESERVES	資本及儲備		
Share capital	股本	17,814	17,814
Reserves (Note)	儲備(附註)	294,030	314,198
		311,844	332,012



**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (continued)**
綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

29. Summarised Financial Information of the Company (continued)

29. 本公司之概約財務資料(續)

Note:

附註：

Reserves:

儲備：

		Share premium	Contributed surplus	Accumulated profits	Total
		股份溢價	實繳盈餘	累計溢利	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 1 January 2011	於2011年1月1日	120,294	125,343	69,994	315,631
Profit for the year	本年度溢利	—	—	156	156
Cost for repurchase of shares	購回股份成本	—	(1,589)	—	(1,589)
At 31 December 2011	於2011年12月31日	120,294	123,754	70,150	314,198
Loss for the year	本年度虧損	—	—	(20,168)	(20,168)
At 31 December 2012	於2012年12月31日	120,294	123,754	49,982	294,030

Contributed surplus of the Company represents the difference between the nominal value of the shares issued by the Company for the acquisition of GRIH and the consolidated net assets value of GRIH at the time it was acquired by the Company pursuant to a group reorganisation in 2001.

本公司之實繳盈餘指金源創展根據2001年集團重組被本公司收購時本公司因收購金源創展而發行之股份面值與金源創展之綜合資產淨值之差額。

Under the Companies Act (1981) of Bermuda (as amended), the contributed surplus is distributable to the shareholders, provided that the Company is, after the payment of dividends out of the contributed surplus, able to pay its liabilities as they become due; or the realisable value of the Company's assets would thereby not be less than the aggregate of its liabilities, issued share capital and reserves.

根據百慕達(1981年)公司法(經修訂)，實繳盈餘可分派予股東，惟自實繳盈餘支付股息後，本公司須有能力償還其到期負債；或本公司資產之可變現價值不得因此而低於其負債、已發行股本及儲備之總和。

The (loss) profit attributable to equity holders of the Company is dealt with in the consolidated financial statements of the Company to the extent of the loss of HK\$83,000 (2011: profit of HK\$156,000).

本公司股權持有人應佔(虧損)溢利計入本公司綜合財務報表，有關虧損為83,000港元(2011年：溢利156,000港元)。

The amount of the Company's reserves available for distribution to shareholders as at 31 December 2012 is HK\$173,736,000 (2011: HK\$193,904,000).

於2012年12月31日，本公司可用作分配予股東之儲備金額為173,736,000港元(2011年：193,904,000港元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



30. Particulars of Principal Subsidiaries of the Company

Particulars of the Company's principal subsidiaries as at 31 December 2012 and 2011 are as follows:

30. 本公司主要附屬公司之詳情

本公司主要附屬公司於2012年及2011年12月31日之詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation 註冊成立地點	Nominal value of issued and fully paid share capital/ paid-in capital 已發行及繳足股本/ 實繳股本之面值	Attributable equity interest 應佔股本權益		Principal activity 主要業務
			2012	2011	
Directly held by the Company: 由本公司直接持有：					
Accufocus Investments Limited	BVI	100 shares of USD1 each	100%	100%	Investment holding
Accufocus Investments Limited	英屬處女群島	100股每股面值1美元之股份			投資控股
Indirectly held by the Company: 由本公司間接持有：					
Carson Capital Resources Limited	Hong Kong	1 ordinary share of HK\$1 each	100%	100%	Investment holding
嘉信資本有限公司	香港	1股每股面值1港元之普通股			投資控股
Easy Ace Investments Limited	BVI	1 share of USD1 each	100%	100%	Investment holding
Easy Ace Investments Limited	英屬處女群島	1股每股面值1美元之股份			投資控股
Ever Honest Investments Limited	BVI	1 share of USD1 each	100%	100%	Investment holding
Ever Honest Investments Limited	英屬處女群島	1股每股面值1美元之股份			投資控股
GR Investment Holdings Limited	Hong Kong	899,900,000 ordinary shares of HK\$0.1 each	100%	100%	Investment holding
金源創展有限公司	香港	899,900,000股每股面值0.1港元之普通股			投資控股
Prosperity Management Services Limited	Hong Kong	2 ordinary shares Limited of HK\$1 each	100%	100%	Provision of management services
嘉進管理服務有限公司	香港	2股每股面值1港元之普通股			提供管理服務
Rich Concept Investments Limited	BVI	1 share of USD1 each	100%	100%	Investment holding
Rich Concept Investments Limited	英屬處女群島	1股每股面值1美元之股份			投資控股



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

30. Particulars of Principal Subsidiaries of the Company (continued)

The above table lists the subsidiaries of the Group which, in the opinion of the directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

31. Capital Risk Management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of equity attributable to owners of the Company, comprising issued share capital and reserves, net of accumulated losses.

The directors of the Company review the capital structure regularly. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issues and share repurchase.

30. 本公司主要附屬公司之詳情(續)

上表呈列董事認為主要影響本集團業績或資產之本集團附屬公司。董事認為提供其他附屬公司之詳情會導致篇幅過於冗長。

31. 資本風險管理

本集團資本管理之目標旨在確保本集團之實體均有能力持續經營業務，同時透過優化債務及權益之平衡提升股東回報。本集團之整體策略相對過往年度並無變動。

本集團之資本架構包括本公司擁有人應佔權益(包括已發行股本及儲備，扣除累計虧損)。

本公司董事定期檢討資本架構。作為此檢討之一部份，董事考慮資本成本及各類資本之相關風險。根據董事之推薦意見，本集團將透過派付股息、發行新股及購回股份平衡其整體資本架構。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



32. Financial Instruments

32. 財務工具

32a. Categories of financial instruments

32a. 財務工具類別

		2012	2011
		HK\$'000	HK\$'000
		千港元	千港元
Financial assets	財務資產		
FVTPL	按公平值計入損益表		
Held-for-trading listed equity investments	持作買賣上市股本投資	26,244	27,329
Embedded derivatives in convertible notes	可換股票據之內含衍生工具	780	—
Loans and receivables (including cash and cash equivalents)	貸款及應收賬項(包括現金及等值現金項目)	152,447	87,806
Available-for-sale investments	可供出售投資	103,800	181,205
Financial liabilities	財務負債		
Financial liabilities at amortised cost	按攤銷成本列賬之財務負債	—	(97)

32b. Financial risk management objectives and policies

The Group's major financial instruments include loans to associates, available-for-sale investments, loan note receivable, convertible notes receivable, embedded derivatives in convertible notes, held-for-trading listed equity investments, amount due from a related company, other receivables, cash held by securities brokers, bank balances and cash and amount due to an associate. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

32b. 財務風險管理目標及政策

本集團之主要財務工具包括向聯營公司貸款、可供出售投資、應收貸款票據、應收可換股票據、可換股票據之內含衍生工具、持作買賣上市股本投資、應收一間關連公司款項、其他應收賬項、證券經紀持有之現金、銀行結餘及現金以及應付一間聯營公司款項。此等財務工具之詳情於相關附註披露。此等財務工具有關之風險包括市場風險(貨幣風險、利率風險及其他價格風險)、信貸風險及流動資金風險。如何減低此等風險之政策載於下文。管理層管理及監控此等風險以確保適當措施得到及時而有效地落實。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

32. Financial Instruments (continued)

32b. Financial risk management objectives and policies (continued)

Market risk

(i) Currency risk

Certain cash and bank balances and loan to an associate of the Group are denominated in USD which is a foreign currency of the relevant group entities. No sensitivity analysis is presented on HK\$ against USD as HK\$ is pegged to USD and the directors believe the foreign exchange exposure is insignificant.

The Group currently does not have a foreign currency hedging policy. However, management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arises.

(ii) Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank balances and cash held by security brokers. The directors consider the Group's exposure to cash flow interest rate risk is not significant as interest-bearing bank balances and cash held by security brokers are within short maturity periods.

The Group is also exposed to fair value interest rate risk in relation to convertible notes receivable and loan note receivable which bear fixed interests and loans to associates which are interest-free. The Group currently does not have any interest rate hedging policy in relation to fair value interest rate risk.

The directors monitor the Group's fair value interest rate exposure on an ongoing basis and will consider hedging significant fair value interest rate risk should the need arise.

32. 財務工具(續)

32b. 財務風險管理目標及政策(續)

市場風險

(i) 貨幣風險

本集團若干現金及銀行結餘及向一間聯營公司貸款乃以美元計值，而美元是有關集團實體之外幣。由於港元與美元掛鈎，因此並無呈列港元兌美元匯率之敏感度分析，董事認為外匯風險甚微。

本集團現時並無外幣對沖政策。然而，管理層會監控外匯風險，並將在需要時考慮對沖重大外幣風險。

(ii) 利率風險

本集團承受有關浮動利率銀行結餘及證券經紀持有之現金之現金流量利率風險。董事認為，由於計息銀行結餘及證券經紀持有之現金均將於短期內到期，因此本集團所面對之現金流量利率風險並不重大。

本集團亦面對有關應收可換股票據及應收貸款票據(按固定利率計息)以及向聯營公司貸款(免息)之公平值利率風險。本集團目前概無任何有關公平值利率風險之利率對沖政策。

董事持續監控本集團之公平值利率風險，並將在需要時考慮對沖重大公平值利率風險。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



32. Financial Instruments (continued)

32b. Financial risk management objectives and policies (continued)

Market risk (continued)

(iii) Other price risk

The Group is exposed to equity price risk through its investments in listed equity securities classified as available-for-sale and held-for-trading as well as the embedded derivatives in convertible notes. Management manages this exposure by maintaining a portfolio of investments with different risks. The Group's equity price risk is mainly concentrated on equity instruments quoted in the Stock Exchange.

Sensitivity analyses

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

If the prices of the respective equity instruments had been 10% (2011: 10%) higher/lower:

- pre-tax loss for the year ended 31 December 2012 would decrease by HK\$2,625,000 (2011: HK\$7,103,000) or increase by HK\$4,237,000 (2011: HK\$7,103,000) as a result of the changes in fair value of held-for-trading listed equity investments and impairment loss on available-for-sale investments; and

32. 財務工具(續)

32b. 財務風險管理目標及政策(續)

市場風險(續)

(iii) 其他價格風險

本集團因應其於上市股本證券之投資(分為可供出售及持作買賣)及可換股票據之內含衍生工具而面對權益價格風險。管理層透過維持風險各異之投資組合,以管理此風險。本集團之權益價格風險主要集中於在聯交所報價之股本工具。

敏感度分析

下文敏感度分析乃根據於報告日期之股本價格風險承擔釐定。

倘有關股本工具之價格上升/下跌10%(2011年:10%):

- 截至2012年12月31日止年度之除稅前虧損將減少2,625,000港元(2011年:7,103,000港元)或增加4,237,000港元(2011年:7,103,000港元),乃由於持作買賣上市股本投資之公平值出現變動及可供出售投資出現減值虧損所致;及



**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (continued)**
綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

32. Financial Instruments (continued)

32b. Financial risk management objectives and policies (continued)

Market risk (continued)

(iii) Other price risk (continued)

Sensitivity analyses (continued)

- investment revaluation reserve would increase by HK\$4,339,000 (2011: HK\$5,399,000) or decrease by HK\$2,727,000 (2011: HK\$5,399,000) for the Group as a result of the changes in fair value of other available-for-sale investments.

Credit risk

As at 31 December 2012, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk, management has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews regularly the recoverable amount of each individual debtor at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

32. 財務工具(續)

32b. 財務風險管理目標及政策(續)

市場風險(續)

(iii) 其他價格風險(續)

敏感度分析(續)

- 本集團之投資重估儲備將增加4,339,000港元(2011年: 5,399,000港元)或減少2,727,000港元(2011年: 5,399,000港元), 乃由於其他可供出售投資之公平值出現變動所致。

信貸風險

於2012年12月31日, 本集團因對手未能履行責任而令本集團招致財務損失須承擔之最高信貸風險, 是產生自載於綜合財務狀況表之相應已確認財務資產之賬面值。

為減低信貸風險, 管理層已委派專責團隊, 負責釐定信貸限額、審批信貸及其他監察程序, 確保採取跟進行動收回過期債務。此外, 本集團於報告期末定期審閱各個別債務人之可收回金額, 並確保就不可收回金額作出足夠減值虧損。就此而言, 本公司董事認為, 本集團之信貸風險已大幅減少。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



32. Financial Instruments (continued)

32b. Financial risk management objectives and policies (continued)

Credit risk (continued)

The Group made loan advances to two associates, which are shown as loans to associates in the consolidated statement of financial position, amounting to HK\$37,926,000 as at 31 December 2012 (2011: HK\$58,652,000) (see note 17 for details). These loans expose the Group to the concentration of credit risk as 100% of the loans to associates are due from two (2011: two) associates. The principal activities of the associates are money lending and investment holding with its main investment in a private entity engaged in sportswear manufacturing. The directors continuously assess the recoverability of loans to associates. The directors consider that the Group's exposure to credit risk on them is reduced.

The Group made investment in convertible notes and loan note issued by ITC Properties, which are shown as convertible notes receivable and loan note receivable in the consolidated statement of financial position, amounting to HK\$9,109,000 (2011: Nil) and HK\$45,689,000 (2011: Nil) respectively as at 31 December 2012 (see notes 18 and 19 for details). These investments expose the Group to the concentration of credit risk as the entire amount of convertible notes receivable and loan note receivable are due from ITC Properties (2011: nil). The directors of the Company consider that the credit risk on investment in the convertible notes and loan note is limited as ITC Properties is a reputable company with shares listed on the Stock Exchange.

32. 財務工具(續)

32b. 財務風險管理目標及政策(續)

信貸風險(續)

本集團向兩間聯營公司作出貸款墊款，於綜合財務狀況表中列為向聯營公司貸款，於2012年12月31日為37,926,000港元(2011年：58,652,000港元)(詳情見附註17)。該等貸款令本集團須承擔信貸集中風險，乃由於向聯營公司貸款之100%由兩間(2011年：兩間)聯營公司所結欠所致。聯營公司之主要業務為資金借貸及投資控股，而其主要投資於從事運動服裝製造之私營實體。董事持續評估向聯營公司貸款之可收回性。董事認為本集團面對之信貸風險有所減少。

本集團向德祥地產所發行之可換股票據及貸款票據作出投資，於綜合財務狀況表中列為應收可換股票據及應收貸款票據，於2012年12月31日分別為9,109,000港元(2011年：無)及45,689,000港元(2011年：無)(詳情見附註18及19)。該等投資令本集團須承擔信貸集中風險，乃由於應收可換股票據及應收貸款票據之全部金額由德祥地產所結欠所致(2011年：無)。本公司董事認為，由於德祥地產為信譽良好之聯交所上市公司，故有關於可換股票據及貸款票據之投資之信貸風險有限。



**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (continued)**
綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

32. Financial Instruments (continued)

32b. Financial risk management objectives and policies (continued)

Credit risk (continued)

The Group made two earnest money deposits which are included in other receivables in the consolidated statement of financial position, amounting to HK\$33,000,000 as at 31 December 2012 (2011: HK\$5,000,000) (see note 22 for details). These deposits expose the Group to concentration of credit risk as 100% of the earnest money deposits are due from two (2011: one) parties. In order to minimise the credit risk arising from the earnest money deposits, management of the Group performed in-depth analysis on the background and creditworthiness of the counterparties for which the earnest money been paid to. The Group reviews the recoverable amount of each earnest money held by the counterparties by requesting them to report the progress of the prospective investments regularly. The management also monitor the creditworthiness of the counterparties from time to time to ensure that adequate impairment losses are made for any irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk on the earnest money is significantly reduced.

The credit risk on liquid funds is limited because the counterparties are banks and financial institutions with good reputations.

Liquidity risk

In the management of the Group's liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuation in cash flows.

The Group's financial liabilities as at 31 December 2011 were repayable on demand and interest-free.

32. 財務工具(續)

32b. 財務風險管理目標及政策(續)

信貸風險(續)

本集團支付兩筆誠意金，於綜合財務狀況表中列為其他應收賬項，於2012年12月31日為33,000,000港元(2011年：5,000,000港元)(詳情見附註22)。該等誠意金令本集團須承擔信貸集中風險，乃由於誠意金之100%由兩方(2011年：一方)所結欠所致。為降低誠意金所產生之信貸風險，本集團管理層就收取誠意金之對手方之背景及信譽度進行了深入分析。本集團要求對手方定期報告潛在投資進度，藉以審視彼等所持每筆誠意金之可收回金額。管理層亦不時監督對手方之信譽度，確保已就任何不可收回金額計提足夠減值虧損撥備。就此而言，本公司董事認為，本集團面對有關誠意金之信貸風險大幅減少。

由於對手為具有良好信譽之銀行及金融機構，故流動資金之信貸風險有限。

流動資金風險

於管理本集團之流動資金風險時，本集團監控及維持管理層視為足夠之現金及等值現金項目之水平，以為本集團之營運提供資金，並減輕現金流量波動之影響。

本集團於2011年12月31日之財務負債於要求時償還及為免息。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



32. Financial Instruments (continued)

32c. Fair value

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

- the fair value of financial assets with standard terms and conditions and trade in active liquid markets are determined with reference to quoted market bid prices;
- the fair value of other financial assets and financial liabilities (excluding derivative instruments) is determined in accordance with generally accepted pricing models based on discounted cash flow analysis. For embedded derivatives in convertible notes, the fair value is estimated using Binomial Lattice Model; and
- the fair value of derivative instruments is calculated using quoted prices. When such prices are not available, a discounted cash flow analysis is performed using the applicable yield curve for the duration of the instruments for non-optional derivatives, and option pricing models for optional derivatives.

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

32. 財務工具(續)

32c. 公平值

財務資產及財務負債之公平值乃按以下方式釐定：

- 具標準條款及條件並於活躍流通市場買賣之財務資產之公平值乃參考市場買入價釐定；
- 其他財務資產及財務負債(不包括衍生工具)之公平值乃根據普遍接納之定價模型按照現金流量折現分析釐定。就可換股票據之內含衍生工具而言，公平值乃以二項式點陣模型進行估計；及
- 衍生工具之公平值乃採用報價計算。倘未能取得有關價格，則進行現金流量折現分析，就非期權衍生工具而言，採用其有效期內適用之收益率曲線進行分析，就期權衍生工具而言，則採用期權定價模型進行分析。

本集團董事認為，於綜合財務報表內按攤銷成本列賬之財務資產及財務負債之賬面值與其公平值相若。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

32. Financial Instruments (continued)

32c. Fair value (continued)

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

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

32. 財務工具(續)

32c. 公平值(續)

下表提供於首次確認後按公平值計量之財務工具之分析，乃根據公平值可觀察程度分為第一至第三級。

- 第一級公平值計量由同等資產或負債於活躍市場之報價(未經調整)得出。
- 第二級公平值計量由第一級所載報價以外之可觀察資產或負債輸入值直接(即價格)或間接(即源自價格)得出。
- 第三級公平值計量由包括並非基於可觀察市場數據(非可觀察輸入值)之資產或負債輸入值之估值技術得出。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度



32. Financial Instruments (continued)

32. 財務工具(續)

32c. Fair value (continued)

32c. 公平值(續)

		Level 1	Level 2	Level 3	Total
		第一級	第二級	第三級	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
31 December 2012	2012年12月31日				
Financial assets at FVTPL	按公平值計入損益表之財務資產				
Derivative financial assets	衍生性財務資產	—	—	780	780
Non-derivative financial assets held-for-trading	持作買賣非衍生性財務資產	26,244	—	—	26,244
Available-for-sale financial assets	可供出售財務資產				
Listed equity securities	上市股本證券	43,393	—	—	43,393
Total	總計	69,637	—	780	70,417
31 December 2011	2011年12月31日				
Financial assets at FVTPL	按公平值計入損益表之財務資產				
Non-derivative financial assets held-for-trading	持作買賣非衍生性財務資產	27,329	—	—	27,329
Available-for-sale financial assets	可供出售財務資產				
Listed equity securities	上市股本證券	97,696	—	—	97,696
Unlisted equity securities	非上市股本證券	—	10,602	—	10,602
Total	總計	125,025	10,602	—	135,627

There were no transfers between levels during both years.

兩個年度內各等級之間並無轉撥。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 截至2012年12月31日止年度

33. Subsequent Events

In January 2013, the Group entered into an agreement to dispose of its entire interest in Glorious Bright, representing 30% of the issue share capital of Glorious Bright, to an independent third party for a cash consideration of HK\$2,000,000, which was completed in the same month. Glorious Bright was an associate to the Group before the completion of the disposal.

33. 結算日後事件

於2013年1月，本集團訂立一份協議，以現金代價2,000,000港元出售其於千昇之全部權益(佔千昇已發行股本之30%)予一名獨立第三方，有關出售事項已於同月完成。千昇於出售事項完成前為本集團之聯營公司。



FINANCIAL SUMMARY

財務概要

For the year ended 31 December 2012 截至2012年12月31日止年度

		2008	2009	2010	2011	2012
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Results	業績					
Loss for the year	本年度虧損	(53,559)	(94,816)	(56,586)	(41,066)	(529)
Assets and liabilities	資產及負債					
Total assets	資產總值	381,707	254,327	344,601	298,602	285,852
Total liabilities	負債總值	(10,445)	(823)	(7,807)	(1,648)	(1,060)
Net assets	資產淨值	371,262	253,504	336,794	296,954	284,792



Suite 2701, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong
香港灣仔港灣道 6-8 號瑞安中心 2701 室

Tel 電話: (852) 3106 3939 Fax 傳真: (852) 3106 3938