



Trasy Gold Ex Limited  
卓施金網有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 08063



**Annual Report 2008**

## **Characteristics of the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”)**

**GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

**The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website at [www.hkgem.com](http://www.hkgem.com) in order to obtain up-to-date information on GEM-listed issuers.**

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*This report, for which the directors (the “Directors”) of TRASY GOLD EX LIMITED (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this report is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this report misleading; and (iii) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

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### **BOARD OF DIRECTORS**

#### **Non-executive Chairman**

Mr. Yu Kam Kee, Lawrence

#### **Executive Directors**

Mr. Tang Chi Ming

Mr. Tse Ke Li

#### **Independent Non-executive Directors**

Mr. Chung Koon Yan

Mr. Wong Kai Tat

Ms. Chan Ling, Eva

#### **COMPLIANCE OFFICER**

Mr. Tse Ke Li

#### **COMPANY SECRETARY**

Mr. Tse Kam Fai, *ACIS, ACS, MHKIoD*

#### **AUDIT COMMITTEE**

Mr. Chung Koon Yan (*Chairman*)

Mr. Wong Kai Tat

Ms. Chan Ling, Eva

#### **REMUNERATION COMMITTEE**

Mr. Chung Koon Yan (*Chairman*)

Mr. Tang Chi Ming

Mr. Wong Kai Tat

Ms. Chan Ling, Eva

#### **AUTHORIZED REPRESENTATIVES**

Mr. Tse Kam Fai

Mr. Tse Ke Li

#### **AUDITOR**

Deloitte Touche Tohmatsu

*Certified Public Accountants*

#### **PRINCIPAL BANKER**

Bank of China (Hong Kong) Limited

#### **REGISTERED OFFICE**

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

#### **HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

Unit 1201, 12<sup>th</sup> Floor

88 Gloucester Road

Wanchai

Hong Kong

#### **HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE**

Computershare Hong Kong Investor Services Limited

Shops 1712-1716, 17<sup>th</sup> Floor

Hopewell Centre

183 Queen's Road East

Wanchai

Hong Kong

#### **WEBSITE**

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

#### **STOCK CODE**

08063

For and on behalf of the board of Directors, I would like to present the annual report of Trasy Gold Ex Limited (the "Company") and its subsidiaries (collectively, the "Group") for the year ended 31 December 2008.

During the year, the Company completed a rights issue exercise in February 2008. Thereafter, the Group has undertaken researches and preliminary negotiations on several potential investment projects. No agreement was reached as at the date of this report. Due to the global financial turmoil, the Group has exercised additional cautions in the course of identifying suitable investment opportunities. While the overall assets value is falling during the period, the strong asset base of the Group add to the comparative advantages when negotiating for potential investment projects.

Facing with the continuing turmoil in the financial markets and economic slowdown globally, fiscal year 2008 was indeed a challenging year for the Group. For the financial year ended 31 December 2008, the Group's revenue was HK\$352.1 million and the loss attributable to equity holders of the Company was HK\$26.1 million. The Group was debt-free and maintained a strong liquidity position.

The uncertainties relating to the implementation of austerity measures in Mainland China in response to its changing economic situation continue to bear significant impact on the outlook for the Hong Kong economy. In a global perspective, the recent turmoil in the US sub-prime mortgage market continues to have an impact on the Hong Kong economy and more generally on the global equity and financial markets. Consequently, management continuously remains highly alert over market risks and the board will continue to adopt an optimistic but cautious approach when identifying and evaluating potential investment opportunities with an aim to further strengthen the asset base and/or to generate stable income to the Group.

I would like to take this opportunity to thank the management and staff members of the Group for their hard work and valuable contributions to the Group in the past year. I would also like to thank our shareholders for their continuous support to the Group. The Group will keep on doing its best with an aim to provide good return to shareholders.

**Yu Kam Kee, Lawrence**

Non-executive Chairman

24 March 2009

## RESULTS

For the year ended 31 December

	2008 HK\$'000	2007 HK\$'000 (Restated) (note 1)	2006 HK\$'000	2005 HK\$'000	2004 HK\$'000
Revenue	8,007	5,398	74,817	32,765	1,920
Cost of sales	(7,924)	—	(69,395)	(31,854)	—
Gross profit	83	5,398	5,422	911	1,920
Other income	6,931	5,426	3,779	148	3,393
Net (loss) gain on investments held for trading	(22,335)	4,809	—	—	—
Administrative expenses	(10,717)	(13,978)	(11,751)	(9,775)	(6,275)
Finance costs	(48)	(2,548)	(1,053)	(139)	—
Loss for the year	<u>(26,086)</u>	<u>(893)</u>	<u>(3,603)</u>	<u>(8,855)</u>	<u>(962)</u>
Loss per share (in HK cents) (note 2)	<u>(22.61)</u>	<u>(1.31)</u>	<u>(6.23)</u>	<u>(15.28)</u>	<u>(1.68)</u>

Note 1: The presentation of turnover, cost of sales and net (loss) gain on investments held for trading has been changed to reflect the nature of sales in investments held for trading in a more appropriate manner.

Note 2: The loss per share from 2004 to 2007 has been adjusted for the rights issue on 14 February 2008 and share consolidation on 14 August 2008.

## ASSETS AND LIABILITIES

As at 31 December

	2008 HK\$'000	2007 HK\$'000	2006 HK\$'000	2005 HK\$'000	2004 HK\$'000
Non-current assets	500	926	998	966	388
Current assets	356,628	277,467	57,956	56,066	67,267
Total assets	357,128	278,393	58,954	57,032	67,655
Current liabilities	(5,938)	(8,169)	(10,373)	(4,848)	(6,615)
Shareholders' fund	<u>351,190</u>	<u>270,224</u>	<u>48,581</u>	<u>52,184</u>	<u>61,040</u>

## FINANCIAL REVIEW

For the year ended 31 December 2008, the Group's consolidated revenue increased by 48% to HK\$8.0 million from HK\$5.4 million for the year ended 31 December 2007.

Besides, total revenue increased by 82.3% to HK\$352.1 million for the year ended 31 December 2008 from HK\$193.1 million for the year ended 31 December 2007. This increase was primarily due to the increase in turnover from securities investments by 85.1% to HK\$337.1 million for the year ended 31 December 2008 from HK\$182.2 million for the year ended 31 December 2007.

Dividend income from investments held for trading and interest income for the year ended 31 December 2008 amounted to HK\$180,000 and HK\$6,680,000 respectively (for the year ended 31 December 2007: HK\$129,000 and HK\$4,877,000 respectively).

The Group recorded a loss attributable to equity holders of the Company of HK\$26,086,000 for the year ended 31 December 2008 (for the year ended 31 December 2007: HK\$893,000), representing a basic loss per share of HK 22.61 cents (for the year ended 31 December 2007: HK 1.31 cents).

## BUSINESS REVIEW AND OUTLOOK

### Precious Metals Trading

For the year ended 31 December 2008, turnover from trading in precious metals amounted to HK\$8,007,000, with a profit contribution amounted to HK\$83,000. The Group will continue to adopt prudent risk management and internal control policies to monitor and minimize the Group's risk exposures in precious metals trading.

### Securities Investments

For the year ended 31 December 2008, the proceeds from sales of investments held for trading amounted to HK\$337,147,000 (for the year ended 31 December 2007: HK\$182,212,000), which generated a profit contribution amounted to HK\$4,763,000 (for the year ended 31 December 2007: HK\$12,064,000). However under the continuing turmoil in global financial markets, the Group recorded a net unrealized loss on investments held for trading of HK\$27,098,000 (for the year ended 31 December 2007: HK\$7,255,000) by marking the investments held for trading to open market values. As a part of risk management philosophy, the Group will continue to adopt a prudent and vigilant attitude towards treasury management policy with a view to achieving better returns on its financial resources and maintaining a more balanced and healthy portfolio of investments.

## CAPITAL STRUCTURE, LIQUIDITY AND FINANCIAL RESOURCES

On 14 February 2008, the Company issued 1,997,205,000 rights shares at a price of HK\$0.055 per rights share by way of the rights issue on the basis of one rights share for every two shares held on the 11 January 2008 (“Rights Issue”), and raised net proceeds of HK\$107,034,000. The new shares rank pari passu with the existing shares in all respects. The Board considered that the Rights Issue enabled the Group to strengthen its capital base and to enhance its financial position for future strategic investments as and when opportunities arise. As at the date of this report, the Company applied the entire net proceeds arising therefrom for the general working capital of the Group.

On 14 August 2008, the Company consolidated every 50 issued and unissued shares of HK\$0.01 each into one consolidated shares of HK\$0.50 each (the “Share Consolidation”), and changed the board lot size for trading in the shares from 10,000 to 2,000 consolidated shares. Upon the Grant Court of the Cayman Islands granted the order on 31 October 2008 and fulfillment of other conditions precedent, the par value of each issued consolidated share was reduced from HK\$0.50 to HK\$0.01 by cancelling the paid-up capital to the extent of HK\$0.49 on each issued consolidated share and sub-divide every unissued share of HK\$0.50 each into 50 shares of HK\$0.01 each (the “Capital Reduction and Sub-division”) on 12 November 2008. As a result, HK\$58,718,000 paid-up capital was cancelled, HK\$26,129,000 was applied towards cancelling the accumulated loss of the Company, while HK\$32,589,000 was transferred to the distributable reserve of the Company.

As at 31 December 2008, the Group’s current ratio was 60.1 times (as at 31 December 2007: 34.0 times). As the Group has no bank borrowings or banking facilities as at both years ended 31 December 2008 and 2007, the Group’s gearing ratio for both years was zero. Up to the date of this report, no debt financing activities are currently in place or proposed.

The Group’s assets and liabilities are mainly denominated in Hong Kong Dollar and United States Dollar. The Directors consider that the Group is not exposed to any significant foreign currency risk and thereby no related hedge was made by the Group during the year.

## CHANGE OF AUDITOR

Moore Stephens resigned as auditor of the Group with effect from 5 May 2008 and the Board appointed Deloitte Touche Tohmatsu on 6 May 2008 as auditor of the Group to fill the vacancy arising from the resignation of Moore Stephens as the Company wants to obtain better international support and more auxiliary services to the Group to cope with its future business development. Deloitte Touche Tohmatsu holds office until the conclusion of the next annual general meeting of the Company. Moore Stephens confirmed that there were no circumstances connected with its resignation which it considered should be brought to the attention of the shareholders or creditors of the Group.

## SIGNIFICANT ACQUISITIONS AND DISPOSALS

The Group did not have any significant acquisition or disposal during the year ended 31 December 2008.

## SIGNIFICANT INVESTMENTS

There were no significant investments held by the Group as at 31 December 2008.

## PLEDGE ON GROUP ASSETS

At 31 December 2008, the carrying amount of investments held for trading which have been pledged as security is approximately HK\$12,495,000 (2007: HK\$Nil). The carrying amount of the associated liability is approximately HK\$4,515,000 (2007: HK\$Nil).

## CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities as at 31 December 2008 and 2007.



**OUTLOOK AND FUTURE PLANS RELATING TO MATERIAL INVESTMENT**

During the year, the Group managed to complete a fund raising exercise enabling it to continue to maintain a strong asset base to seize on and grasp any investment opportunities once they arise. They will either finance by the Group's internal resources or external borrowings.

The Group did not have any significant investment plans as at 31 December 2008.

**EMPLOYEES AND REMUNERATION POLICIES**

The total number of employees was 10 as at 31 December 2008 (31 December 2007: 8 employees). The total staff costs of the Group, including the Directors' emoluments, for the year ended 31 December 2008 amounted to HK\$3,628,000 (for the year ended 31 December 2007: HK\$8,846,000).

The Group fixes and reviews the emoluments of its Directors and staff based on the qualification, experience, performance and the market rates from time to time so as to maintain the remunerations of the Directors and staff at a competitive level. Salary increment is normally approved annually or by special adjustment depending on length of services and performance when warranted. In addition to salaries, the Group provides employee benefits including medical insurance and provident fund. Share options and bonuses are also available to employees of the Group at the discretion of the Directors and depending upon the financial performance of the Group.

The Company adopted a share option scheme ("Scheme") at the annual general meeting of the Company held on 30 April 2002. Under the Scheme, the Directors of the Company may, at their discretion, grant options to any eligible participants which enable them to subscribe for shares in aggregate not exceeding 30% of the shares in issue of the Company from time to time (including shares which have been allotted and issued pursuant to any other share option scheme). No share option has been granted or exercised during the year and 39,550,000 share options have been lapsed upon the changes in staff. As at 31 December 2008, 125,635 share options were still outstanding.

The Group maintains a mandatory provident fund (the "MPF Scheme") for all qualifying employees in Hong Kong. The Group's and employee's contributions to the MPF Scheme are based on 5% of the relevant income of the relevant employee (up to a cap of monthly relevant income of HK\$20,000) and in accordance with the requirements of the Mandatory Provident Fund Schemes Ordinance and related regulations.

## NON-EXECUTIVE CHAIRMAN

**Mr. Yu Kam Kee, Lawrence**, *B.B.S., M.B.E., J.P.*, aged 63, was appointed as the non-executive Chairman of the Company on 16 November 2007. Mr. Yu underwent training at Bayer AG and Cassella AG in Germany and had accumulated many years of extensive experience in the garment industry. Mr. Yu is the chairman of See Corporation Limited, an independent non executive director of each of Great China Holdings Limited and Global Flex Holdings Limited, and a senior adviser of China Renji Medical Group Limited which shares are listed on main board of the Stock Exchange. Mr. Yu is the honorary life president of the Hong Kong Dyestuffs Merchants Association Limited. He also serves on many charitable and social organizations. He is now the co-chairman of the Campaign Committee of The Community Chest of Hong Kong, governor of the Hong Kong Automobile Association, director of the Hong Kong Football Association and chairman of the Campaign Committee of the Road Safety Council. Mr. Yu has been the chairman of Wing On Travel (Holdings) Limited, a company listed on the main board of the Stock Exchange up to 1 December 2007. Save as aforesaid, Mr. Yu did not hold any directorship in other listed public companies in the past three years.

Mr. Yu has not entered into any service contract with the Company and its subsidiaries. There is no agreement between the Company and its subsidiaries with Mr. Yu in respect of the proposed length of service or prior notice to be given by either party for termination of service with regard to his engagement as a non-executive Director. He is subject to retirement by rotation at least once every three years and in accordance with the Articles of Association of the Company (“Articles”). Mr. Yu is entitled to a director’s fee of HK\$120,000 per annum which is determined with reference to the recommendation of the Remuneration Committee and the prevailing market conditions. Apart from the above, he will not be entitled to any discretionary bonus payment. He does not have any relationships with any Directors, senior management or substantial or controlling shareholder of the Company nor has any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”).

## EXECUTIVE DIRECTORS

**Mr. Tang Chi Ming**, aged 36, was appointed as an executive Director of the Company on 7 December 2007. He is a director of each of the subsidiaries of the Company, and also a member of the Remuneration Committee of the Company. He holds a Bachelor of Science degree in Business Administration from the Salem International University, the United States of America. Mr. Tang has developed considerable experience in corporate management, information technology consulting, and property and securities investments by serving key position and directorship in private enterprises. Mr. Tang has been an executive director of Wonson International Holdings Limited which shares are listed on the Stock Exchange up to 8 May 2008. Save as aforesaid, Mr. Tang did not hold any directorship in other listed public companies in the past three years.

Mr. Tang has not entered into any service contract with the Company and its subsidiaries. There is no agreement between the Company and its subsidiaries with Mr. Tang in respect of the proposed length of service or prior notice to be given by either party for termination of service with regard to his engagement as an executive Director. He is subject to retirement by rotation at least once every three years and in accordance with the Articles. Mr. Tang is entitled to a director’s fee of HK\$240,000 per annum which is determined with reference to the recommendation of the Remuneration Committee and the prevailing market conditions. He is also entitled to any discretionary bonus which shall be determined by reference to comments of the Remuneration Committee. He does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company nor has any interest in the shares of the Company within the meaning of Part XV of the SFO.

**Mr. Tse Ke Li**, aged 52, was appointed as an executive Director of the Company on 26 October 2007. He is also the Compliance Officer of the Company. Mr. Tse has over 10 years business management experience in a food and beverage company in Canada and investment experience in automobile trading in Canada. He also has several years experience in property investment and trading. He specializes in marketing and business development. Mr. Tse did not hold any directorship in other listed public companies in the past three years.

Mr. Tse has not entered into any service contract with the Company and its subsidiaries. There is no agreement between the Company and its subsidiaries with Mr. Tse in respect of the proposed length of service or prior notice to be given by either party for termination of service with regard to his engagement as an executive Director. He is subject to retirement by rotation at least once every three years and in accordance with the Articles. Mr. Tse is entitled to a director's fee of HK\$360,000 per annum which is determined with reference to the recommendation of the Remuneration Committee and the prevailing market conditions. He is also entitled to any discretionary bonus which shall be determined by reference to comments of the Remuneration Committee. Mr. Tse is the younger brother of Mr. Tse Young Lai, the substantial shareholder of the Company. Save as aforesaid, he does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company nor has any interest in the shares of the Company within the meaning of Part XV of the SFO.

#### **INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Mr. Chung Koon Yan**, aged 45, was appointed as an independent non-executive Director of the Company on 20 January 2006. He is also the Chairman of the Audit Committee and the Remuneration Committee of the Company. Mr. Chung is a fellow member of The Hong Kong Institute of Certified Public Accountants, The Association of Chartered Certified Accountants, and a member of The Institute of Chartered Accountants in England and Wales. He graduated from The Hong Kong Polytechnic University with a Master of Professional Accounting. Mr. Chung is a director of an accounting firm, Chiu, Choy & Chung CPA Ltd., and has more than 18 years' experience in accounting, auditing and taxation. Mr. Chung is currently an independent non-executive director of each of China Financial Leasing Group Limited, a company listed on the main board of the Stock Exchange, and Great World Company Holdings Limited ("Great World") (formerly known as "T S Telecom Technologies Limited"), a company listed on GEM. Save as aforesaid, Mr. Chung did not hold any directorship in other listed public companies in the past three years.

Mr. Chung has not entered into any service contract with the Company and its subsidiaries. There is no agreement between the Company and its subsidiaries with Mr. Chung in respect of the proposed length of service or prior notice to be given by either party for termination of service with regard to his engagement as an independent non-executive Director. He is subject to retirement by rotation at least once every three years and in accordance with the Articles. Mr. Chung is entitled to a director's fee of HK\$120,000 per annum which is determined with reference to the recommendation of the Remuneration Committee and the prevailing market conditions. Apart from the above, he will not be entitled to any discretionary bonus payment. He does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. Mr. Chung is interested in share option of the Company exercisable into 30,693 shares of the Company within the meaning of Part XV of the SFO.

**Mr. Wong Kai Tat**, aged 56, was appointed as an independent non-executive Director of the Company on 20 January 2006. He is also a member of the Audit Committee and the Remuneration Committee of the Company. He is an associate member of The Institute of Chartered Accountants in Australia and The Hong Kong Institute of Certified Public Accountants. He is also a senior associate with the Financial Services Institute of Australasia. Mr. Wong holds an LLB (Honours) degree from the University of Hong Kong, a Bachelor degree of Business Administration from the University of Iowa, U.S.A., a Master of Business Administration degree from the University of Strathclyde, Scotland, a Master of Applied Finance degree from Macquarie University, Australia, a Master of Corporate Finance degree from The Hong Kong Polytechnic University and an Honorary Doctor of Law degree from Armstrong University in the U.S.A.. Mr. Wong is currently an executive director of Great World and an independent non-executive director of Shenyang Public Utility Holdings Company Limited, a H-share company listed on the Stock Exchange. He has been an executive director of T S Telecom Limited listed on the Toronto Venture Exchange from 3 July 2004 to 30 March 2007. Save as aforesaid, Mr. Wong did not hold any directorship in other listed public companies in the past three years.

Mr. Wong has not entered into any service contract with the Company and its subsidiaries. There is no agreement between the Company or its subsidiaries with Mr. Wong in respect of the proposed length of service or prior notice to be given by either party for termination of service with regard to his engagement as an independent non-executive Director. He is subject to retirement by rotation at least once every three years and in accordance with the Articles. Mr. Wong is entitled to a director's fee of HK\$120,000 per annum which is determined with reference to the recommendation of the Remuneration Committee and the prevailing market conditions. Apart from the above, he will not be entitled to any discretionary bonus payment. He does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. Mr. Wong is interested in share options of the Company exercisable into 30,693 shares within the meaning of Part XV of the SFO.

**Ms. Chan Ling, Eva**, aged 43, was appointed as an independent non-executive Director of the Company on 16 November 2007. She is also a member of the Audit Committee and the Remuneration Committee of the Company. Ms. Chan has over 20 years of experience in auditing, accounting and finance in both international accounting firms and listed companies. She is a member of the Institute of Chartered Accountants in Australia, a fellow member of the Association of Chartered Certified Accountants and also a practicing member of the Hong Kong Institute of Certified Public Accountants. Ms. Chan is an executive director of China Strategic Holdings Limited which shares are listed on the Stock Exchange, the deputy chairman of China Enterprises Limited (which shares are trading on the over-the-counter (OTC) securities markets in the United States) and a director of MRI Holdings Limited which shares are listed on the Australian Securities Exchange. Ms. Chan has been an independent non-executive director of Wonson International Holdings Limited which shares are listed on the Stock Exchange up to 13 August 2008. Save as aforesaid, Ms. Chan did not hold any directorship in other listed public companies in the past three years.

Ms. Chan has not entered into any service contract with the Company and its subsidiaries. There is no agreement between the Company and its subsidiaries with Ms. Chan in respect of the proposed length of service or prior notice to be given by either party for termination of service with regard to her engagement as an independent non-executive Director. She is subject to retirement by rotation at least once every three years and in accordance with the Articles. Ms. Chan is entitled to a director's fee of HK\$120,000 per annum which is determined with reference to the recommendation of the Remuneration Committee and the prevailing market conditions. Apart from the above, she will not be entitled to any discretionary bonus payment. She does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company nor has any interest in the shares of the Company within the meaning of Part XV of the SFO.

### COMPANY SECRETARY

**Mr. Tse Kam Fai**, aged 45, was appointed as the Company Secretary of the Company on 23 March 2000. Mr. Tse is an associate of The Institute of Chartered Secretaries and Administrators and of The Hong Kong Institute of Chartered Secretaries. He is also a member of the Hong Kong Institute of Directors. He is currently the company secretary of other two listed companies which shares are listed on the Stock Exchange and has more than 15 years' experience in handling listed company secretarial and compliance related matters.

The Company is committed to maintain good corporate governance standard and procedures to ensure the integrity, transparency and quality of disclosure in order to enhance the shareholder value.

## CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has adopted the code provisions set out in the Code on Corporate Governance Practices (the “CG Code”) as set out in Appendix 15 to the GEM Listing Rules which came into effect on 1 January 2005 as its own code of corporate governance practices.

During the year ended 31 December 2008, the Company was in compliance with the code provisions set out in the CG Code except for the following:

Deviations from the CG Code	Relevant CG Code provisions	Remedial steps have been taken to comply with the CG Code
1. The role and responsibilities between the Chairman and chief executive officer have not been divided.	A.2.1	The roles and functions of chief executive officer have been performed by the two executive Directors collectively.
2. The non-executive Directors are not appointed for a specific term but are subject to the provision for retirement and rotation of Directors under the Articles.	A.4.1	The non-executive Directors were not appointed for a specific term but they are subject to the retirement at the first general meeting after their appointment and thereafter subject to retirement by rotation at least once every three years in accordance with the Articles.
3. The Chairman of the Board did not attend the 2008 annual general meeting of the Company.	E.1.2	The non-executive Chairman has set aside time to attend the 2009 annual general meeting of the Company to be held on 15 May 2009.

Save as those mentioned above, in the opinion of the Directors, the Company has met the code provisions set out in the CG Code during the year ended 31 December 2008.

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the required standards of dealings regarding securities transactions by Directors as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. All the Directors have confirmed that they have complied with the required standards as set out in the GEM Listing Rules during the year ended 31 December 2008.

## BOARD OF DIRECTORS

The board of Directors (the “Board”) is responsible for the leadership and control of the Company and oversees the Group’s businesses, strategic decisions and performance. The executive Board and senior management were delegated with the authority and responsibility by the Board for the day-to-day operations of the Group while reserving certain key matters for the approval of the Board. In addition, the Board has also delegated various responsibilities to the Board Committees. Further details of these committees are set out in this report.

The Board currently consists of the following six Directors:

### Non-executive Chairman

Mr. Yu Kam Kee, Lawrence

### Executive Directors

Mr. Tang Chi Ming

Mr. Tse Ke Li

### Independent non-executive Directors

Mr. Chung Koon Yan

Mr. Wong Kai Tat

Ms. Chan Ling, Eva

The Board members have no financial, business, family or other material/relevant relationships with each other. Such balanced board composition is formed to ensure strong independence exists across the Board and has met the recommended practice under the CG Code for the Board to have at least one-third of its members comprising independent non-executive Directors. The composition of the Board reflects the necessary of balanced skills and experience for effective leadership. The biographical information of the Directors are set out on pages 8 to 10 of herein under the section headed “Biographies of Directors and Senior Management”.

### Chairman and Chief Executive Officer

Mr. Yu Kam Kee, Lawrence was appointed as the non-executive Chairman of the Company on 16 November 2007. Up to the date of this report, the Company has not appointed chief executive officer, the roles and functions of chief executive officer have been performed by the two executive Directors collectively. The Board considers that given the nature of the Company is investment holding and all investment decisions are made by the Board, the present structure is appropriate for the Company and has the advantage of allowing contributions from all Directors with different expertise.

### Independent non-executive Directors

The three independent non-executive Directors are persons of high caliber, with academic and professional qualifications in the fields of accounting and financial industries. With their experience gained from various sectors, they provide strong support towards the effective discharge of the duties and responsibilities of the Board. Each independent non-executive Director gives an annual confirmation of his independence to the Company, and the Company considers them are independent under Rule 5.09 of the GEM Listing Rules.

The independent non-executive Directors are not appointed for a specific term but are subject to retirement at the first general meeting after their appointment and thereafter subject to retirement by rotation at least once every three years and in accordance with the Articles.

## Board Meetings

The Board has four scheduled meetings a year at quarterly interval and additional meetings are held as and when required. The four scheduled Board meetings for a year are planned in advance. During regular meetings of the Board, the Directors review the operation and financial performances and review and approve the annual, interim and quarterly results.

During the financial year ended 31 December 2008, the Board held 5 meetings. All Directors are given an opportunity to include any matter in the agenda for regular Board meetings and are given sufficient time to review documents and information relating to matters to be discussed in Board meetings in advance.

Name of Director	Number of attendance
Mr. Yu Kam Kee, Lawrence	3/5
Mr. Tang Chi Ming	5/5
Mr. Tse Ke Li	5/5
Mr. Chung Koon Yan	5/5
Mr. Wong Kai Tat	4/5
Ms. Chan Ling, Eva	5/5

Board minutes are kept by the Company Secretary and are open for inspection by the Directors. Every Board member is entitled to have access to Board papers and related materials and has unrestricted access to the advice and services of the Company Secretary, and has the liberty to seek external professional advice if so required.

## EXECUTIVE BOARD

The Company established an Executive Board on 20 January 2006 which consists of the executive Directors, currently being Mr. Tang Chi Ming and Mr. Tse Ke Li. The Executive Board is delegated with authority to handle and/or monitor the management functions and operation of the day-to-day business of the Group.

## NOMINATION OF DIRECTORS

In considering the nomination of new Directors, the Board will take into account the qualification, ability, working experience, leadership and professional ethics of the candidates.

Furthermore, as the full Board is responsible for the selection and approval of candidate for appointment as Director to the Board, therefore the Company has not established a Nomination Committee for the time being.

During the year ended 31 December 2008, no Board meeting was held for approving the appointment of Directors.

## REMUNERATION OF DIRECTORS

The Company established the Remuneration Committee on 20 January 2006 which currently consists of three independent non-executive Directors, namely Mr. Chung Koon Yan (as Chairman), Mr. Wong Kai Tat and Ms. Chan Ling, Eva, and one executive Director, namely Mr. Tang Chi Ming.

The Remuneration Committee is mainly responsible for making recommendations to the Board on the Company's remuneration policy of Directors and senior management and overseeing the remuneration packages of the executive Directors and senior management. The terms of reference of the Remuneration Committee are posted on the Company's website.

During the year ended 31 December 2008, the Remuneration Committee held 1 meeting for reviewing the remuneration packages of the Directors and senior management.

Name of member	Number of attendance
Mr. Chung Koon Yan	1/1
Mr. Tang Chi Ming	1/1
Mr. Wong Kai Tat	1/1
Ms. Chan Ling, Eva*	N/A

\* Ms. Chan Ling, Eva was appointed as a member of the Remuneration Committee on 24 March 2009.

The Company has adopted a share option scheme on 30 April 2002. The purpose of the share option scheme is to enable the Board, at its discretion, to grant options to any eligible participants which include Directors and employees as incentives or rewards for their contribution to the Group. Details of the share option scheme are set out in the Directors' Report and note 22 to the financial statements. Details of the Directors' remuneration are set out in note 10 to the financial statements.

## AUDITOR'S REMUNERATION

During the year under review, the remuneration in respect of audit and non-audit services provided by the Company's auditor, Deloitte Touche Tohmatsu, is set out below:

Services rendered	Fee paid/payable HK\$'000
Audit services	550
Non-audit services	975



## AUDIT COMMITTEE

The Audit Committee currently comprises three independent non-executive Directors, namely Mr. Chung Koon Yan (as Chairman), Mr. Wong Kai Tat and Ms. Chan Ling, Eva, with written terms of reference in compliance with the GEM Listing Rules. The Audit Committee has reviewed the audited financial statements of the Group for the year ended 31 December 2008.

The Audit Committee shall meet not less than four times a year. The Audit Committee is mainly responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditors and to approve the remuneration and terms of engagement of the external auditors, and any questions of resignation or dismissal of such auditors; reviewing the quarterly, interim and annual reports and accounts of the Group; and overseeing the Company's financial reporting system and internal control procedures. The terms of reference of the Audit Committee are posted on the Company's website.

During the financial year ended 31 December 2008, the Audit Committee held 5 meetings.

Name of member	Number of attendance
Mr. Chung Koon Yan	5/5
Mr. Wong Kai Tat	4/5
Ms. Chan Ling, Eva	5/5

During the year ended 31 December 2008, the Audit Committee reviewed the first quarterly, interim, third quarterly and annual results of the Group together with the Auditor of the Company; which were in the opinion of the Audit Committee that the preparation of such results complied with the applicable accounting standards and the GEM Listing Rules.

## COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Board recognizes the importance of good communications with all shareholders. The general meetings of the Company provide an opportunity for communication between the shareholders and the Board. Mr. Chung Koon Yan, the Chairman of the Audit Committee and the Remuneration Committee attended the 2008 annual general meeting to answer questions at the meeting. The annual report together with the annual general meeting circular are distributed to all the shareholders at least 20 clear business days before the annual general meeting.

## VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, all the resolutions set out in the notice of the 2009 Annual General Meeting of the Company ("2009 AGM") will be voted by poll.

## INVESTOR RELATIONS

The Company is committed to a policy of open and regular communication and reasonable disclosure of information to its shareholders. Information of the Company is disseminated to the shareholders in the following manner:

- delivery of the quarterly, interim and annual results and reports to all shareholders;
- publication of announcements on the quarterly, interim and annual results on the Stock Exchange website and of the Company's website, and issue of other announcements and shareholders' circulars in accordance with the continuing disclosure obligations under the GEM Listing Rules; and
- the general meeting of the Company is also an effective communication channel between the Board and the shareholders.

## DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Board acknowledges its responsibility to prepare the Company's financial statements for each financial period and to ensure that the financial statements are in accordance with statutory requirements and applicable accounting standards. The Board also ensures the timely publication of the financial statements. The Directors, having made appropriate enquiries, confirm that they are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

## INTERNAL CONTROL

The Board has overall responsibility for maintaining a proper and effective system of internal control of the Group. The internal control system includes safeguard of the interest of shareholders and the Group's assets. The Board has delegated to management the implementation of all relevant financial, operational, compliance controls and risk management function within a defined framework. During the year ended 31 December 2008, the Board has conducted a review of the system of internal control to ensure the effectiveness and adequacy of the system. The Board shall conduct such review at least once annually.

The Directors present their annual report and the audited financial statements for the year ended 31 December 2008.

## PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The activities of its principal subsidiaries are set out in note 29 to the consolidated financial statements.

## ANNUAL GENERAL MEETING

The 2009 AGM will be held on 15 May 2009.

## RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2008 are set out in the consolidated income statement on page 22.

The Directors do not recommend the payment of a dividend for the year ended 31 December 2008.

## PROPERTY, PLANT AND EQUIPMENT

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

## SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 21 to the consolidated financial statements.

During the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

## DISTRIBUTABLE RESERVES OF THE COMPANY

The Company's reserves available for distribution to shareholders as at 31 December 2008 of HK\$373,396,000 (2007: HK\$232,400,000) were comprised of (i) share premium amount of approximately HK\$341,858,000 (2007: HK\$254,796,000), (ii) distributable reserve of approximately HK\$32,589,000 (2007: nil), (iii) share option of approximately HK\$381,000 (2007: HK\$3,215,000) and (iv) accumulated losses of HK\$1,432,000 (2007: HK\$25,611,000).

## DIRECTORS

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

### Non-executive Director

Mr. Yu Kam Kee, Lawrence (*Chairman*)

### Executive Directors

Mr. Tang Chi Ming

Mr. Tse Ke Li

### Independent Non-executive Directors

Mr. Chung Koon Yan

Mr. Wong Kai Tat

Ms. Chan Ling, Eva

In accordance with the provisions of the Company's Articles of Association ("Articles"), Mr. Chung Koon Yan and Mr. Wong Kai Tat shall retire by rotation and, being eligible, offer themselves for re-election at the forthcoming 2009 AGM.

There is no specific length of the term of office for each of the independent non-executive Directors and the non-executive Director but they are subject to the retirement at the first general meeting after their appointment and thereafter subject to retirement by rotation at least once every three years and in accordance with the Articles.

## DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the forthcoming 2009 AGM has a service contract with the Group which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

## INDEPENDENCE CONFIRMATIONS OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his independence pursuant to Rule 5.09 of the Rules Governing the Listing of Securities on the Growth Enterprise Market (the "GEM Listing Rules") of the Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The Company considers all of the independent non-executive Directors are independent.

## SHARE OPTIONS

Particulars of the Company's share option scheme are set out in note 22 to the consolidated financial statements.

The following table discloses movements in the Company's share options during the year:

	Date of grant	Exercisable period	Adjusted exercise price per share HK\$ (Note)	Outstanding at 1 January 2008	Lapsed during the year	Outstanding before adjustment	Adjusted Outstanding at 31 December 2008 (Note)
Category 1: Directors							
Chung Koon Yan	9.7.2007	9.7.2007 to 8.7.2010	16.125	1,500,000	—	1,500,000	30,693
Wong Kai Tat	9.7.2007	9.7.2007 to 8.7.2010	16.125	1,500,000	—	1,500,000	30,693
Total Directors				3,000,000	—	3,000,000	61,386
Category 2:							
Eligible participants	1.6.2007	1.6.2007 to 31.5.2010	10.720	3,390,000	(2,550,000)	840,000	17,187
other than directors	6.6.2007	6.6.2007 to 5.6.2010	9.840	900,000	—	900,000	18,416
	9.7.2007	9.7.2007 to 8.7.2010	16.125	38,400,000	(37,000,000)	1,400,000	28,646
Total eligible participants other than Directors				42,690,000	(39,550,000)	3,140,000	64,249
Total of all categories				45,690,000	(39,550,000)	6,140,000	125,635

Note: The exercise price and the number of share options outstanding at 31 December 2008 have been adjusted to reflect the effect of the Rights Issue and the Capital Reorganisation.

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

Save as the option holdings disclosed above, as at 31 December 2008, none of the directors and chief executives nor their associates had any interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance ("SFO") or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rule 5.46 of the GEM Listing Rules.

## ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than the option holdings disclosed above, at no time during the year was the Company or any of its 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' INTEREST IN CONTRACTS OF SIGNIFICANCE

No contracts of significance, to which the Company or its subsidiaries was a party and in which the 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.

## INTERESTS IN COMPETITORS

None of the Directors, the management shareholders of the Company nor their respective associates (as defined under the GEM Listing Rules) had any interest in a business which causes or may cause significant competition with the business of the Group.

## SUBSTANTIAL SHAREHOLDERS

As at 31 December 2008, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO showed that the following shareholders had notified the Company of relevant interests in the issued share capital of the Company.

### Long positions

Ordinary shares of HK\$0.01 each of the Company

Name of shareholder	Capacity	Number of ordinary shares of the Company held	Percentage of the issued ordinary share capital of the Company
Mr. Tse Young Lai	Beneficial owner	23,966,460	20.00%

Other than as disclosed above, the Company has not been notified of any other relevant interests or short positions in the issued share capital of the Company as at 31 December 2008.

## EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the Board on the basis of their merits, qualifications and competence.

The emoluments of the Directors of the Company are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

The Company has adopted a share option scheme as an incentive to Directors and eligible employees, details of the scheme is set out in note 22 to the consolidated financial statements.

**PRE-EMPTIVE RIGHTS**

There are no provisions for pre-emptive rights under the Company's Articles, or the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

**SUFFICIENCY OF PUBLIC FLOAT**

The Company has maintained a sufficient public float throughout the year ended 31 December 2008.

**MAJOR CUSTOMERS**

During the year, the Group's aggregate sales attributable to its five largest customers were less than 30% of the Group's total revenue.

In addition, the Group's aggregate purchase attributable to its five largest suppliers were also less than 30% of the Group's total purchases for the year.

**CORPORATE GOVERNANCE**

A report on the principle corporate governance practices adopted by the Company is set out on pages 11 to 16 of the annual report.

**AUDIT COMMITTEE**

The Audit Committee currently comprises three independent non-executive Directors, namely Mr. Chung Koon Yan (as Chairman), Mr. Wong Kai Tat and Ms. Chan Ling, Eva, with written terms of reference in compliance with the GEM Listing Rules.

The Audit Committee has reviewed the Company's quarterly, interim and annual financial statements for the year ended 31 December 2008.

**AUDITOR**

During the year, Messrs. Moore Stephens, who acted as auditor of the Company for the past three years, resigned and Messrs. Deloitte Touche Tohmatsu was appointed as auditor of the Company. A resolution will be submitted to the 2009 AGM to re-appoint the auditor, Messrs. Deloitte Touche Tohmatsu.

On behalf of the Board

**Tse Kei Li**

*Executive Director*

24 March 2009

## Deloitte. 德勤

### TO THE MEMBERS OF TRASY GOLD EX LIMITED

卓施金網有限公司

(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Trasy Gold Ex Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 22 to 56, which comprise the consolidated balance sheet as at 31 December 2008, and the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

### DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

### AUDITOR'S RESPONSIBILITY

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

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 judgement, 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 and true and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the 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 2008 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

24 March 2009

## Consolidated Income Statement

for the year ended 31 December 2008

	NOTES	2008 HK\$'000	2007 HK\$'000
Revenue	5	8,007	5,398
Cost of sales		(7,924)	—
Gross profit		83	5,398
Other income		6,931	5,426
Net (loss) gain on investments held for trading	3	(22,335)	4,809
Administrative expenses		(10,717)	(13,978)
Finance costs	7	(48)	(2,548)
Loss for the year	9	(26,086)	(893)
Loss attributable to equity holders of the Company		(26,086)	(893)
Loss per share (HK cents)	13		
Basic		(22.61)	(1.31)
Diluted		N/A	N/A



## Consolidated Balance Sheet

at 31 December 2008

	NOTES	2008 HK\$'000	2007 HK\$'000
<b>Non-current assets</b>			
Property, plant and equipment	14	114	540
Available-for-sale investments	15	136	136
Other non-current assets	16	250	250
		<u>500</u>	<u>926</u>
<b>Current assets</b>			
Trade and other receivables	17	5,616	10,561
Investments held for trading	18	17,842	41,919
Bank balances and cash	19	333,170	224,987
		<u>356,628</u>	<u>277,467</u>
<b>Current liabilities</b>			
Trade and other payables	20	5,938	8,169
		<u>350,690</u>	<u>269,298</u>
<b>Net current assets</b>			
		<u>351,190</u>	<u>270,224</u>
<b>Total assets less current liabilities</b>			
<b>Capital and reserves</b>			
Share capital	21	1,198	39,944
Share premium and reserves		349,992	230,280
		<u>351,190</u>	<u>270,224</u>
<b>Total equity</b>			
		<u>351,190</u>	<u>270,224</u>

The consolidated financial statements on pages 22 to 56 were approved and authorised for issue by the board of directors on 24 March 2009 and are signed on its behalf by:

Tang Chi Ming

Tse Ke Li

## Consolidated Statement of Changes in Equity

for the year ended 31 December 2008

	Attributable to equity holders of the Company						
	Share capital HK\$'000	Share premium HK\$'000	Distributable reserve HK\$'000 (note 1)	Merger reserve HK\$'000 (note 2)	Share option reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 January 2007	27,790	47,629	—	5,000	—	(31,838)	48,581
Loss for the year and total							
recognised expense for the year	—	—	—	—	—	(893)	(893)
Recognition of equity-settled							
share based payment	—	—	—	—	3,222	—	3,222
Issue of shares upon exercise of							
share options	4	97	—	—	(7)	—	94
Issue of shares	12,150	214,820	—	—	—	—	226,970
Transaction costs attributable to							
issue of shares	—	(7,750)	—	—	—	—	(7,750)
At 31 December 2007	39,944	254,796	—	5,000	3,215	(32,731)	270,224
Loss for the year and total							
recognised expense for the year	—	—	—	—	—	(26,086)	(26,086)
Transfer to accumulated losses							
upon lapse of share options	—	—	—	—	(2,852)	2,852	—
Recognition of equity-settled							
share based payments	—	—	—	—	18	—	18
Issue of rights shares	19,972	89,874	—	—	—	—	109,846
Transaction costs attributable to							
issue of rights shares	—	(2,812)	—	—	—	—	(2,812)
Capital reduction (note 21)	(58,718)	—	32,589	—	—	26,129	—
At 31 December 2008	1,198	341,858	32,589	5,000	381	(29,836)	351,190

Notes:

- (1) The distributable reserve represented the credit arising from the capital reduction (as detailed in note 21) effected by the Company during the year ended 31 December 2008.
- (2) The merger reserve represented the difference between the net worth of the subsidiaries acquired over the value of the consideration shares in exchange pursuant to the Group reorganisation completed on 31 March 2000.

## Consolidated Cash Flow Statement

for the year ended 31 December 2008

	2008 HK\$'000	2007 HK\$'000
<b>OPERATING ACTIVITIES</b>		
Loss before taxation	(26,086)	(893)
Adjustments for:		
Depreciation of property, plant and equipment	157	195
Loss on disposal of property, plant and equipment	271	—
Share-based payment expense	18	3,222
Interest income	(6,680)	(4,877)
Finance costs	48	2,548
Net loss (gain) on investments held for trading	22,335	(4,809)
Dividend income from investments in securities	(180)	(129)
	<hr/>	<hr/>
Operating cash flows before movements in working capital	(10,117)	(4,743)
Decrease (increase) in trade and other receivables	4,945	(1,143)
Decrease (increase) in investments held for trading	1,742	(34,540)
Decrease in trade and other payables	(2,231)	(2,204)
	<hr/>	<hr/>
<b>CASH USED IN OPERATING ACTIVITIES</b>	<b>(5,661)</b>	<b>(42,630)</b>
<b>INVESTING ACTIVITIES</b>		
Interest received	6,680	4,877
Dividend received from investments in securities	180	129
Purchase of property, plant and equipment	(2)	(123)
	<hr/>	<hr/>
<b>NET CASH FROM INVESTING ACTIVITIES</b>	<b>6,858</b>	<b>4,883</b>
<b>FINANCING ACTIVITIES</b>		
Proceeds from issue of shares	109,846	227,064
Expenses on issue of shares	(2,812)	(7,750)
Interest paid	(48)	(2,548)
	<hr/>	<hr/>
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>106,986</b>	<b>216,766</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>108,183</b>	<b>179,019</b>
<b>CASH AND CASH EQUIVALENTS AT 1 JANUARY</b>	<b>224,987</b>	<b>45,968</b>
	<hr/>	<hr/>
<b>CASH AND CASH EQUIVALENTS AT 31 DECEMBER</b>		
represented by bank balances and cash	333,170	224,987
	<hr/> <hr/>	<hr/> <hr/>

## 1. GENERAL

Trasy Gold Ex Limited (the “Company”) is a public limited company incorporated in the Cayman Islands and its shares are listed on the Growth Enterprise Market (the “GEM”) of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of the registered office and principal place of business in Hong Kong of the Company are Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and Unit 1201, 12<sup>th</sup> Floor, 88 Gloucester Road, Wanchai, Hong Kong, respectively.

The consolidated financial statements are presented in Hong Kong Dollars, which is also the functional currency of the Company.

The principal activities of the Company and its subsidiaries (the “Group”) are the provision and operation of an internet-based electronic trading system, securities investments and precious metals trading.

## 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSS”)

In the current year, the Group has applied the following amendments and interpretations (“new HKFRSS”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), which are or have become effective.

HKAS 39 & HKFRS 7 (Amendments)	Reclassification of Financial Assets
HK(IFRIC) - Int 11	HKFRS 2: Group and Treasury Share Transactions
HK(IFRIC) - Int 12	Service Concession Arrangements
HK(IFRIC) - Int 14	HKAS 19 - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction

The adoption of the new HKFRSS had no material effect on how the results and financial position for the current or prior accounting years have been prepared and presented. Accordingly, no prior year adjustment has been required.

The Group has not early applied the following new and revised standards, amendments or interpretations that have been issued but are not yet effective.

HKFRSS (Amendments)	Improvements to HKFRSS <sup>1</sup>
HKAS 1 (Revised)	Presentation of Financial Statements <sup>2</sup>
HKAS 23 (Revised)	Borrowing Costs <sup>2</sup>
HKAS 27 (Revised)	Consolidated and Separate Financial Statements <sup>3</sup>
HKAS 32 & 1 (Amendments)	Puttable Financial Instruments and Obligations Arising on Liquidation <sup>2</sup>
HKAS 39 (Amendment)	Eligible Hedged Items <sup>3</sup>
HKFRS 1 & HKAS 27 (Amendments)	Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate <sup>2</sup>
HKFRS 2 (Amendment)	Vesting Conditions and Cancellations <sup>2</sup>
HKFRS 3 (Revised)	Business Combinations <sup>3</sup>
HKFRS 7 (Amendment)	Improving Disclosures about Financial Instruments <sup>2</sup>
HKFRS 8	Operating Segments <sup>2</sup>
HK(IFRIC) - Int 9 & HKAS 39 (Amendments)	Embedded Derivatives <sup>4</sup>
HK(IFRIC) - Int 13	Customer Loyalty Programmes <sup>5</sup>
HK(IFRIC) - Int 15	Agreements for the Construction of Real Estate <sup>2</sup>

## 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSS”) (Continued)

HK(IFRIC) - Int 16	Hedges of a Net Investment in a Foreign Operation <sup>6</sup>
HK(IFRIC) - Int 17	Distributions of Non-cash Assets to Owners <sup>3</sup>
HK(IFRIC) - Int 18	Transfers of Assets from Customers <sup>7</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2009 except the amendments to HKFRS 5, effective for annual periods beginning on or after 1 July 2009

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2009

<sup>3</sup> Effective for annual periods beginning on or after 1 July 2009

<sup>4</sup> Effective for annual periods ending on or after 30 June 2009

<sup>5</sup> Effective for annual periods beginning on or after 1 July 2008

<sup>6</sup> Effective for annual periods beginning on or after 1 October 2008

<sup>7</sup> Effective for transfers on or after 1 July 2009

The application of HKFRS 3 (Revised) may affect the accounting for business combination for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 July 2009. HKAS 27 (Revised) will affect the accounting treatment for changes in a parent’s ownership interest in a subsidiary. The Directors of the Company anticipate that the application of the other new and revised standards, amendments or interpretations will have no material impact effect on the results and the financial position of the Group.

## 3. COMPARATIVE INFORMATION

In the current year, certain comparative figures of the consolidated income statement have been reclassified to conform with current year’s presentation. The Directors consider the current year presentation is able to provide more relevant financial information.

In the current year, the following items have been included in a new line item “net (loss) gain on investments held for trading”:

	2007 HK\$’000
Proceeds from sales of investments held for trading (previously included in turnover)	182,212
Cost of sales of investments held for trading (previously included in cost of sales)	(170,148)
Unrealised loss on investments held for trading (previously shown as a separate line item)	(7,255)
	<u>4,809</u>

#### 4. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments, which are measured at fair values, as explained in the accounting policies set out below.

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the GEM of the Stock Exchange and by the Hong Kong Companies Ordinance.

##### **Basis of consolidation**

The consolidated financial statements incorporate the financial statements of the Company and entities (including special purpose 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.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or 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 into line with those used by other members of the Group.

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

##### **Revenue recognition**

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold and services provided in the normal course of business, net of discounts and sales related taxes.

Revenue from sales of goods is recognised when the goods are delivered and title has passed.

Service income is recognised when services are provided.

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.

Dividend income from investments including financial assets at fair value through profit or loss is recognised when the shareholders' rights to receive payment have been established.

##### **Property, plant and equipment**

Property, plant and equipment including buildings held for use in the production or supply of goods or services, or for administrative purposes are stated at cost less subsequent accumulated depreciation and accumulated impairment losses.

Depreciation is provided to write off the cost of items of property, plant and equipment over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method.

An item of property, 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 derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the consolidated income statement in the year in which the item is derecognised.

## 4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 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.

### The Group as lessee

Rentals payable under operating leases are charged to profit or loss on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight-line basis.

### 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 each balance sheet date, monetary items denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet 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 translation 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.

### Borrowing costs

All borrowing costs are recognised as and included in finance costs in the consolidated income statement in the period in which they are incurred.

### Retirement benefit costs

Payments to the Mandatory Provident Fund Scheme (the "MPF Scheme") are charged as expenses when employees have rendered service entitling them to the contributions.

### 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 as reported in the consolidated income statement 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 balance sheet date.

Deferred tax is recognised on 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, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which 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.

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Taxation (Continued)

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, 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.

The carrying amount of deferred tax assets is reviewed at each balance sheet date 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.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

### Financial instruments

Financial assets and financial liabilities are recognised on the balance sheet 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.

### 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. 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.

Interest income is recognised on an effective interest basis for debt instruments.



## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Financial instruments (Continued)

#### Financial assets (Continued)

##### *Financial assets at FVTPL*

The Group's financial assets at FVTPL comprise financial assets held for trading.

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.

At each balance sheet date subsequent to initial recognition, financial assets at FVTPL are measured at fair value, with changes in fair value 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.

##### *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At each balance sheet date subsequent to initial recognition, loans and receivables (including trade and other receivables and bank balances) 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).

##### *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 or loans and receivables.

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 and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments, they are measured at cost less any identified impairment losses at each balance sheet date subsequent to initial recognition (see accounting policy on impairment loss on financial assets below).

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Financial instruments (Continued)

#### Financial assets (Continued)

##### Impairment of financial assets

Financial assets, other than those financial assets at FVTPL, are assessed for indicators of impairment at each balance sheet date. Financial assets are 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.

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
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of trade receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of 30 days, and observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, an impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as 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 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 carried at cost less any identified impairment losses will not be reversed in profit or loss in subsequent periods.

#### Financial liabilities and equity

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Financial instruments (Continued)

#### Financial liabilities and equity (Continued)

##### Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

Interest expense is recognised on an effective interest basis.

##### Financial liabilities

Financial liabilities of the Group including trade and other payables, which are subsequently measured at amortised cost, using the effective interest method.

##### Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

#### Derecognition

Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets. On derecognition of a financial asset, 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 directly in equity is recognised in profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

#### Membership licences

Membership licences with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses.

#### Share-based payment transactions

##### Equity settled share based payment transaction

##### Share options granted to employees

The fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight-line basis over the vesting period or recognised as an expense in full at the grant date when share options, granted vest immediately, with a corresponding increase in equity (share options reserve).

At each balance sheet date, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the estimates during the vesting period, if any, is recognised in profit or loss, with a corresponding adjustment to share options reserve.

At the time when the share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to accumulated loss.

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Impairment losses

As at each balance sheet date, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. In addition, intangible assets with indefinite useful lives are tested for impairment annually, and whenever there is an indication that they may be impaired. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, such that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

## 5. REVENUE

Revenue represents revenue arising on provision and operation of an interest-based electronic trading system and precious metals trading for the year. An analysis of the Group's revenue for the year, is as follows:

	2008 HK\$'000	2007 HK\$'000
Provision and operation of an internet-based electronic trading system	—	5,398
Precious metals trading	8,007	—
	<u>8,007</u>	<u>5,398</u>

## 6. SEGMENT INFORMATION

### Business segments

For management purpose, the Group is currently organised into three operating divisions and their principal activities are as follows:

- (i) Provision and operation of an internet-based electronic trading system – provision of online gold trading services;
- (ii) Securities investments — securities trading and investments; and
- (iii) Precious metals trading — trading of gold.

These divisions are the basis on which the Group reports its primary segment information.

Segment information about these business segments is presented below:

### 2008

	Provision and operation of an internet-based electronic trading system HK\$'000	Securities investments HK\$'000	Precious metals trading HK\$'000	Total HK\$'000
Gross proceeds	—	337,147	8,007	345,154
Revenue	—	—	8,007	8,007
Segment results	—	(22,153)	126	(22,027)
Unallocated income				6,684
Unallocated expenses				(10,695)
Finance costs				(48)
Loss for the year				(26,086)
<b>ASSETS</b>				
Segment assets	—	17,955	4,868	22,823
Unallocated corporate assets				334,305
Consolidated total assets				357,128
<b>LIABILITIES</b>				
Segment liabilities	—	4,515	14	4,529
Unallocated corporate liabilities				1,409
Consolidated total liabilities				5,938

## 6. SEGMENT INFORMATION (Continued)

### Business segments (Continued)

2008

	Provision and operation of an internet-based electronic trading system HK\$'000	Securities investments HK\$'000	Precious metals trading HK\$'000	Unallocated HK\$'000	Total HK\$'000
Capital additions	—	—	—	2	2
Depreciation of property, plant and equipment	—	—	—	157	157
Net loss on investments held for trading	—	22,335	—	—	22,335
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>

## 6. SEGMENT INFORMATION (Continued)

### Business segments (Continued)

2007

	Provision and operation of an internet-based electronic trading system HK\$'000	Securities investments HK\$'000	Precious metals trading HK\$'000	Total HK\$'000
Gross proceeds	5,398	182,212	—	187,610
Revenue	5,398	—	—	5,398
Segment results	3,736	989	—	4,725
Unallocated income				4,445
Unallocated expenses				(7,515)
Finance costs				(2,548)
Loss for the year				(893)
<b>ASSETS</b>				
Segment assets	1,125	42,157	9,254	52,536
Unallocated corporate assets				225,857
Consolidated total assets				278,393
<b>LIABILITIES</b>				
Segment liabilities	—	6,756	22	6,778
Unallocated corporate liabilities				1,391
Consolidated total liabilities				8,169

## 6. SEGMENT INFORMATION (Continued)

### Business segments (Continued)

2007

	Provision and operation of an internet-based electronic trading system HK\$'000	Securities investments HK\$'000	Precious metals trading HK\$'000	Unallocated HK\$'000	Total HK\$'000
Capital additions	—	—	—	123	123
Depreciation of property, plant and equipment	—	—	—	195	195
Net gain on investments held for trading	—	4,809	—	—	4,809
	<u>—</u>	<u>4,809</u>	<u>—</u>	<u>—</u>	<u>4,809</u>

### Geographical segments

Over 90% of the Group's revenue, segment results and the location of assets are derived from or located in Hong Kong, and accordingly, no geographical segment analysis is presented for the year.

## 7. FINANCE COSTS

	2008 HK\$'000	2007 HK\$'000
Interest on borrowings wholly repayable within five years:		
Securities margin accounts	48	1,614
Precious metals trading margin accounts	—	934
	<u>48</u>	<u>2,548</u>
Total borrowing costs	<u>48</u>	<u>2,548</u>



## 8. INCOME TAX EXPENSE

On 26 June 2008, the Hong Kong Legislative Council passed the Revenue Bill 2008 which reduced corporate profits tax rate from 17.5% to 16.5% effective from the year of assessment 2008/2009. Therefore, Hong Kong Profits Tax is calculated at 16.5% (2007: 17.5%) of the estimated assessable profit for the year.

No provision for Hong Kong Profits Tax has been made as the Company and its subsidiaries either incurred tax losses or the assessable profit is wholly absorbed by tax losses brought forward for both years.

The tax charge for the year is reconciled to the loss before taxation per the consolidated income statement as follows:

	2008 HK\$'000	2007 HK\$'000
Loss before taxation	(26,086)	(893)
Tax at Hong Kong Profits Tax rate of 16.5% (2007: 17.5%)	(4,304)	(156)
Tax effect of expenses not deductible for tax purpose	1,004	620
Tax effect of income not taxable for tax purpose	(1,132)	(233)
Tax effect of tax losses not recognised	4,432	312
Utilisation of tax losses previously not recognised	—	(543)
Tax charge for the year	—	—

At the balance sheet date, the Group has unutilised tax losses of approximately HK\$48,191,000 (2007: HK\$21,328,000) available to offset against future profits. No deferred tax asset has been recognised in respect of the unutilised tax losses due to the unpredictability of future profits stream. Such tax losses can be carried forward indefinitely.

## 9. LOSS FOR THE YEAR

	2008 HK\$'000	2007 HK\$'000
Loss for the year has been arrived at after charging:		
Depreciation for property, plant and equipment	157	195
Auditors' remuneration	550	562
Loss on disposal of property, plant and equipment	271	—
Directors' emoluments (note 10)	1,123	3,599
Salaries and allowances (excluding directors)	2,352	3,668
Retirement benefits scheme contribution (excluding directors)	135	95
Share-based payments (excluding directors)	18	1,484
	3,628	8,846
and after crediting:		
Interest income	6,680	4,877
Dividend income from investments held for trading	180	129
	6,860	5,006

## 10. DIRECTORS' EMOLUMENTS

The emoluments paid or payable to each of the six (2007: ten) directors were as follows:

	Fees HK\$'000	Salary and other benefits HK\$'000	Contribution to retirement benefits scheme HK\$'000	Share-based payments HK\$'000	Total HK\$'000
<b>2008</b>					
<b>Non-executive chairman:</b>					
Yu Kam Kee, Lawrence	120	—	—	—	120
<b>Executive directors:</b>					
Tang Chi Ming	256	—	13	—	269
Tse Ke Li	360	—	14	—	374
<b>Independence non-executive directors:</b>					
Chung Koon Yan	120	—	—	—	120
Wong Kai Tat	120	—	—	—	120
Chan Ling, Eva	120	—	—	—	120
	1,096	—	27	—	1,123
	1,096	—	27	—	1,123

## 10. DIRECTORS' EMOLUMENTS (Continued)

	Fees HK\$'000	Salary and other benefits HK\$'000	Contribution to retirement benefits scheme HK\$'000	Share-based payments HK\$'000	Total HK\$'000
<b>2007</b>					
<b>Non-executive chairman:</b>					
Yu Kam Kee, Lawrence	15	—	—	—	15
<b>Executive directors:</b>					
Tang Chi Ming	—	—	—	—	—
Tse Ke Li	—	66	—	—	66
Cheung Wing Chi, Winnie	225	—	—	378	603
Francis J, Chang Chu Fai	632	—	—	—	632
Leung Man Pok, John	—	556	12	1,134	1,702
<b>Independence non-executive directors:</b>					
Chung Koon Yan	120	—	—	113	233
Wong Kai Tat	120	—	—	113	233
Chan Ling, Eva	15	—	—	—	15
Yue Wai Keung	100	—	—	—	100
	1,227	622	12	1,738	3,599
	1,227	622	12	1,738	3,599

No directors waived any emoluments for the years ended 31 December 2007 and 2008.

The details of share-based payment, including the principal terms and number of options granted, are disclosed under note 22 to the consolidated financial statements.

## 11. EMPLOYEES' EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, two (2007: four) were directors of the Company whose emolument is included in the disclosure in note 10 above. The emoluments of the remaining three (2007: one) individual(s) were as follows:

	2008 HK\$'000	2007 HK\$'000
Salaries and other benefits	1,268	967
Termination payments	—	306
Discretionary bonus	—	75
Contribution to retirement benefits scheme	21	12
Share-based payments	—	174
	<u>1,289</u>	<u>1,534</u>

The emoluments were within the following bands:

	Number of employees	
	2008	2007
Nil - HK\$1,000,000	3	—
HK\$1,000,001 - HK\$2,000,000	—	1
	<u>3</u>	<u>1</u>

## 12. DIVIDEND

No dividend was paid or proposed for the years ended 31 December 2008 and 2007, nor has any dividend been proposed since the balance sheet date for both years.

## 13. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the ordinary equity holders of the Company is based on the following data:

	2008 HK\$'000	2007 HK\$'000
<b>Loss</b>		
Loss for the purposes of basic loss per share	<u>(26,086)</u>	<u>(893)</u>
<b>Number of shares</b>		
Weighted average number of ordinary shares for the purposes of basic loss per share	<u>115,355,000</u>	<u>68,280,000</u>

The weighted average number of ordinary shares for the purpose of calculating basic loss per share for the years ended 31 December 2007 and 2008 have been retrospectively adjusted for the Rights Issue and Capital Reorganisation (as detailed in note 21 to the financial statements).

No diluted loss per share has been presented because the exercise price of the Company's options was higher than the average market price for shares for both 2008 and 2007.

### 14. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements HK\$'000	Furniture, fixtures and equipment HK\$'000	Computer equipment HK\$'000	Total HK\$'000
<b>COST</b>				
At 1 January 2007	252	289	1,151	1,692
Additions	—	19	104	123
Disposals	—	—	(12)	(12)
At 31 December 2007	252	308	1,243	1,803
Additions	—	2	—	2
Disposals	(252)	(192)	(404)	(848)
At 31 December 2008	—	118	839	957
<b>DEPRECIATION</b>				
At 1 January 2007	53	99	928	1,080
Provided for the year	39	38	118	195
Disposals	—	—	(12)	(12)
At 31 December 2007	92	137	1,034	1,263
Provided for the year	9	18	130	157
Disposals	(101)	(72)	(404)	(577)
At 31 December 2008	—	83	760	843
<b>CARRYING VALUES</b>				
At 31 December 2008	—	35	79	114
At 31 December 2007	160	171	209	540

The above items of property, plant and equipment are depreciated on a straight-line basis at the following rates per annum:

Leasehold improvements	Over the shorter of the term of the lease, or 15%
Furniture, fixtures and equipment	15%
Computer equipment	30%

## 15. AVAILABLE-FOR-SALE INVESTMENTS

	2008 HK\$'000	2007 HK\$'000
Unlisted equity share, at cost	<u>136</u>	<u>136</u>

The cost of unlisted investments represents investment in unlisted equity securities issued by private entities. They are measured at cost less impairment at each balance sheet date 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.

## 16. OTHER NON-CURRENT ASSETS

	2008 HK\$'000	2007 HK\$'000
Membership licences, at cost	1,180	1,180
Less: Impairment loss	<u>(930)</u>	<u>(930)</u>
	<u>250</u>	<u>250</u>

The membership licenses are measured at cost less impairment at each balance sheet date.

## 17. TRADE AND OTHER RECEIVABLES

	2008 HK\$'000	2007 HK\$'000
Trade receivables	—	1,090
Brokers receivables	4,576	9,073
Deposits and prepayments	<u>1,040</u>	<u>398</u>
Total trade and other receivables	<u>5,616</u>	<u>10,561</u>

The Group allows an average credit period of 30 days to its trade customers. The following is an aged analysis of the trade receivables net of allowance for doubtful debts at the reporting dates:

	2008 HK\$'000	2007 HK\$'000
0-60 days	<u>—</u>	<u>1,090</u>

Before accepting new customers, the Group will assess and understand the potential customer's credit policy and defines its credit limit. Credit limits attributed to each customer are reviewed regularly.

The counterparty of the entire trade receivable balance at 31 December 2007 was neither past due nor impaired had no default record based on historical information.

## 18. INVESTMENTS HELD FOR TRADING

	2008 HK\$'000	2007 HK\$'000
Equity securities listed in Hong Kong	17,842	35,819
Unlisted equity funds	—	6,100
	<u>17,842</u>	<u>41,919</u>

At 31 December 2008, the carrying amount of investments held for trading which have been pledged is approximately HK\$12,495,000 (2007: HK\$Nil). The carrying amount of the associated liability is approximately HK\$4,515,000 (2007: HK\$ Nil).

As at 31 December, 2007, the unlisted equity funds represented funds managed by financial institutions and was measured at fair values based on a valuation using market inputs provided by the financial institutions at the balance sheet date.

## 19. BANK BALANCES AND CASH

Bank balances carry interest at market rates which range from 0.01% to 4% (2007: 1% to 4.8%) per annum.

## 20. TRADE AND OTHER PAYABLES

	2008 HK\$'000	2007 HK\$'000
Trade payables	12	12
Brokers payables	4,515	6,767
Accruals and other payables	1,411	1,390
	<u>5,938</u>	<u>8,169</u>

The followings are an aged analysis of trade payable at the balance sheet dates:

	2008 HK\$'000	2007 HK\$'000
Over 90 days	<u>12</u>	<u>12</u>

## 21. SHARE CAPITAL

	Number of shares	Share capital HK\$'000
Authorised:		
At 1 January 2007 and 31 December 2007, ordinary shares of HK\$0.01 each	180,000,000,000	1,800,000
Share consolidation (note ii)	(176,400,000,000)	—
Share sub-division (note ii)	176,400,000,000	—
	<hr/>	<hr/>
At 31 December 2008, ordinary shares of HK\$0.01 each	<u>180,000,000,000</u>	<u>1,800,000</u>
Issued and fully paid:		
At 1 January 2007, ordinary shares of HK\$0.01 each	2,779,000,000	27,790
Issue of shares	1,215,000,000	12,150
Exercise of share options	410,000	4
	<hr/>	<hr/>
At 31 December 2007, ordinary shares of HK\$0.01 each	3,994,410,000	39,944
Issue of rights shares (note i)	1,997,205,000	19,972
Share consolidation (note ii)	(5,871,782,700)	—
Capital reduction (note ii)	—	(58,718)
	<hr/>	<hr/>
At 31 December 2008, ordinary shares of HK\$0.01 each	<u>119,832,300</u>	<u>1,198</u>

### Notes:

- (i) On 14 February 2008, 1,997,205,000 ordinary shares of HK\$0.01 each was issued and allotted by way of the rights issue, on the basis of one rights share for every two shares held on the 11 January 2008, at a subscription price of HK\$0.055 per rights share ("Rights Issue"). The net proceeds of approximately HK\$107,034,000 from the Rights Issue were intended to be used for possible diversified investments or projects in property or natural resources businesses or general working capital of the Company. The new shares rank pari passu with the existing shares in all respects.

Details of the Rights Issue are set out in a circular to the shareholders of the Company dated 14 January 2008.

- (ii) Pursuant to a resolution passed in a special general meeting on 13 August 2008, the Company carried out the following capital reorganisation ("Capital Reorganisation") which involved inter-alia:

- Every fifty issued and unissued shares of HK\$0.01 each were consolidated into one share of HK\$0.50 each ("Share Consolidation").
- The nominal value of each issued and unissued ordinary share after the Share Consolidation was reduced from HK\$0.50 each to HK\$0.01 by cancellation of the HK\$0.49 of the capital paid up thereon ("Capital Reduction"). The credit arising therefrom of HK\$58,718,000 was applied (i) as the HK\$26,129,000 to set off the accumulated losses of the Company outstanding as of 31 December 2008; and (ii) as to the balance of HK\$32,589,000 to credit to the distributable reserve of the Company.
- Every authorized but unissued consolidated shares were sub-divided ("Sub-division") into 50 unissued shares with a par value of HK\$0.01 each.

Details of the Capital Reorganisation are set out in a circular to the shareholders of the Company dated 21 July 2008. The Share Consolidation became effective on 14 August 2008 while the Capital Reduction and Sub-division became effective on 12 November 2008.



**22. SHARE-BASED PAYMENT TRANSACTIONS**

The Company adopted a share option scheme ("Scheme") at the annual general meeting of the Company held on 30 April 2002 for the primary purpose of providing incentives to directors, and eligible participants. Under the Scheme, the directors of the Company may grant options to eligible participants, including directors of the Company, its subsidiaries, to subscribe for shares in the Company. A share option may be exercised in accordance with the terms of the scheme prior to the expiry of three years from the date of acceptance.

As at 31 December 2008, the number of shares in respect of which options had been granted and remained outstanding under the Scheme was 125,635 (2007: 45,690,000), representing 0.1% (2007: 1.14%) of the shares of the Company in issue at that date. The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 30% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. The number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. Details of the Scheme are set out in the circular of the Company dated 28 March 2002.

Share options granted on 1 June 2007 and 6 June 2007 are vested and exercisable in stages during the option period in the following manner:

- (i) first one-third of share options granted may be exercised at any time from the grant date;
- (ii) second one-third of share options granted may be exercised from one year from the grant date; and
- (iii) third one-third of share options granted may be exercised from two years from the grant date.

Share options granted on 9 July 2007 was fully vested and became exercisable on the grant date.

Share options are exercisable until the third anniversary of the date of grant.

The exercise price is determined by the directors of the Company, and will not be less than the higher of (i) the closing price of the Company's shares on the date of grant, (ii) the average closing price of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's share.

## 22. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

The following tables disclose movements of the Company's share options held by the Directors and eligible participants during the year ended 31 December 2008 and 2007:

For the year ended 31 December 2008

Date of grant	Exercisable period	Adjusted exercise price per share (note)	Outstanding at 1 January 2008	Lapsed during the year	Outstanding before adjustment	Adjusted outstanding at 31 December 2008 (note)
<b>Directors/Ex-directors</b>						
9 July 2007	9 July 2007 to 8 July 2010	16.125	23,000,000	(20,000,000)	3,000,000	61,386
<b>Eligible participants other than directors</b>						
1 June 2007	1 June 2007 to 31 May 2010	10.720	3,390,000	(2,550,000)	840,000	17,187
6 June 2007	6 June 2007 to 5 June 2010	9.840	900,000	—	900,000	18,416
9 July 2007	9 July 2007 to 8 July 2010	16.125	18,400,000	(17,000,000)	1,400,000	28,646
<b>Total for eligible participants other than directors</b>			22,690,000	(19,550,000)	3,140,000	64,249
<b>Grand total</b>			45,690,000	(39,550,000)	6,140,000	125,635
Exercisable at the end of the year					5,460,000	111,725
Adjusted weighted average exercise price			0.319	0.323	0.296	14.464

## 22. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

For the year ended 31 December 2007

Date of grant	Exercisable period	Exercise price per share	Outstanding at 1 January 2007	Granted during the year	Lapsed during the year	Exercised during the year	Outstanding at 31 December 2007
<b>Directors</b>							
9 July 2007	9 July 2007 to 8 July 2010	0.330	—	39,500,000	(16,500,000)	—	23,000,000
<b>Eligible participants other than directors</b>							
1 June 2007	1 June 2007 to 31 May 2010	0.219	—	4,400,000	(700,000)	(310,000)	3,390,000
6 June 2007	6 June 2007 to 5 June 2010	0.201	—	1,000,000	—	(100,000)	900,000
9 July 2007	9 July 2007 to 8 July 2010	0.330	—	20,900,000	(2,500,000)	—	18,400,000
<b>Total for eligible participants other than directors</b>			—	26,300,000	(3,200,000)	(410,000)	22,690,000
<b>Grand total</b>			—	65,800,000	(19,700,000)	(410,000)	45,690,000
Exercisable at the end of the year							42,500,000
Weighted average exercise price			—	0.321	0.326	0.215	0.319

Note:

The exercise price and the number of share options outstanding at 31 December 2008 have been adjusted and reflect the effect of the Rights Issue and the Capital Reorganisation.

No share option was exercised during the year ended 31 December 2008.

In respect of the share options exercised during the year ended 31 December 2007, the weighted average share price at the dates of exercise is HK\$0.215.

The fair values of the share options on the date of grant for the year ended 31 December 2007 for the purpose of the estimation were calculated using the Binominal model and the inputs into the model were as follows:

	1 June 2007	6 June 2007	9 July 2007
Grant date of share options			
Weighted average share price	HK\$0.231	HK\$0.163	HK\$0.238
Exercise price	HK\$0.219	HK\$0.201	HK\$0.330
Expected volatility	14.34%	14.34%	33.73%
Fair value of the share options determined at the grant date	HK\$159,000	HK\$25,000	HK\$4,566,000
Expected life	3 years	3 years	3 years
Risk-free rate	4.355%	4.355%	4.471%
Expected dividend yield	Nil	Nil	Nil

## 22. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Expected volatility of share options granted on 1 June 2007 and 6 June 2007 was determined by using the historical volatility of the Company's share price over the previous 1 year while the expected volatility of share options granted on 9 July 2007 was determined by using historical volatility of two comparable companies. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non transferability, exercise restrictions and behavioral considerations.

The Binominal option pricing model has been used to estimate the fair value of the share options. The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

The Group recognised the total expense of approximately HK\$18,000 (2007: HK\$3,222,000) for the year ended 31 December 2008 in relation to share options granted by the Company.

## 23. OPERATING LEASES

### The Group as lessee

	2008 HK\$'000	2007 HK\$'000
Minimum lease payments paid under operating leases during the year:		
Premises	543	448

At the balance sheet date, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

	2008 HK\$'000	2007 HK\$'000
Within one year	277	466
In the second to fifth years inclusive	—	233
	<u>277</u>	<u>699</u>

Operating lease payments represent rentals payable by the Group for certain of its office properties. Leases are negotiated for an average term of 1 year and rentals are fixed for an average of 1 year.

## 24. RETIREMENT BENEFITS PLANS

The Group operates a Mandatory Provident Fund Scheme (the "MPF Scheme") for all qualified employees. The assets of the MPF Scheme are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% of relevant salaries and allowances to the MPF Scheme subject to a cap of monthly relevant salaries and allowances of HK\$20,000, which contribution is matched by the employees.

The total cost charged to income statement of HK\$162,000 (2007: HK\$107,000) represents contributions payable to the MPF Scheme by the Group in respect of the current accounting period.

## 25. BALANCE SHEET OF THE COMPANY

The balance sheet of the Company as at 31 December 2008 is as follows:

	Notes	2008 HK\$'000	2007 HK\$'000
<b>Non-current assets</b>			
Interests in subsidiaries		375,571	272,621
<b>Current assets</b>			
Other receivables		88	34
Bank balances and cash		60	186
		148	220
<b>Current liabilities</b>			
Other payables		1,125	497
<b>Net current liabilities</b>			
		(977)	(277)
		374,594	272,344
<b>Capital and reserves</b>			
Share capital	21	1,198	39,944
Reserves	(a)	373,396	232,400
		374,594	272,344

## 25. BALANCE SHEET OF THE COMPANY (Continued)

Note:

(a) Reserves

	Share premium HK\$'000	Distributable reserve HK\$'000 (note)	Share option reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 January 2007	47,629	—	—	(25,132)	22,497
Issue of shares	214,820	—	—	—	214,820
Transaction costs attributable to issue of shares	(7,750)	—	—	—	(7,750)
Issue of shares upon exercise of share options	97	—	(7)	—	90
Equity-settled share-based transactions	—	—	3,222	—	3,222
Loss for the year	—	—	—	(479)	(479)
At 31 December 2007	254,796	—	3,215	(25,611)	232,400
Transfer to accumulated losses upon lapse of share options	—	—	(2,852)	2,852	—
Recognition of equity-settled share based payments	—	—	18	—	18
Issue of rights shares	89,874	—	—	—	89,874
Transaction costs attributable to issue of rights shares	(2,812)	—	—	—	(2,812)
Capital reduction	—	32,589	—	26,129	58,718
Loss for the year	—	—	—	(4,802)	(4,802)
At 31 December 2008	341,858	32,589	381	(1,432)	373,396

Note:

The distributable reserve represented credit arising from the Capital Reduction effected by the Company during the year ended 31 December 2008.

## 26. 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 stakeholders 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 cash and cash equivalents and equity attributable to equity holders of the Company, comprising issued share capital and various reserves.

As at both years ended 31 December 2007 and 2008, the Group had no external financing.

## 27. FINANCIAL INSTRUMENTS

### 27a. Categories of financial instruments

	2008 HK\$'000	2007 HK\$'000
<b>Financial assets</b>		
Investments held for trading	17,842	41,919
Loans and receivables (including cash and cash equivalents)	338,087	235,315
Available-for-sale investments	136	136
<b>Financial liabilities</b>		
Amortised cost	<u>5,538</u>	<u>7,692</u>

### 27b. Financial risk management objectives and policies

The Group's major financial instruments include available-for-sale investments, investments held for trading, trade and other receivables, bank balances and trade and other payables. Details of the 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.

#### Market risk

##### (i) Currency risk

Certain subsidiaries of the Group have foreign currency bank balances, which expose the Group to currency risk, whilst over 90% of the Group's sale and purchases are denominated in the respective group entities' functional currencies.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

	Assets		Liabilities	
	2008 HK\$'000	2007 HK\$'000	2008 HK\$'000	2007 HK\$'000
United States Dollar ("US Dollar")	<u>5,472</u>	<u>12,189</u>	<u>14</u>	<u>22</u>

#### Sensitivity analysis

The Directors consider that the Group is not exposed to any significant foreign currency risk, as the Hong Kong Dollar and the US Dollar rates are pegged.

## 27. FINANCIAL INSTRUMENTS (Continued)

### 27b. Financial risk management objectives and policies (Continued)

#### Market risk (Continued)

##### (ii) Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank balances (Note 19). The Group's cash flow interest rate is mainly resulted from the fluctuation of market interest rate.

#### *Sensitivity analysis*

The sensitivity analyses below have been determined based on the exposure to interest rates on bank balances at the balance sheet date carried variable interest rate. The analysis is prepared assuming the amounts at the balance sheet date were deposited with the banks for the whole year.

A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's loss for the year ended 31 December 2008 would decrease/increase by HK\$1,660,000 (2007: decrease/increase by HK\$1,123,000).

The Group's sensitivity to interest rate increase during the current year mainly due to increase in variable-rate bank balance. In management's opinion, the sensitivity analysis is unrepresentative of inherent interest rate risk as the year end exposure does not reflect the exposure during the year.

##### (iii) Other price risk

The Group is exposed to equity price risk through its investments in equity instruments held for trading. The management manages this exposure by maintaining a portfolio of investments with different risks. The Group's equity price risk is mainly concentrated on listed equity instruments quoted in the Stock Exchange. In addition, the Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise.

#### *Sensitivity analysis*

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 5% higher/lower, loss for the year ended 31 December 2008 would decrease/increase by HK\$892,000 (2007: decrease/increase by HK\$2,096,000) as a result of the changes in fair value of financial assets at fair value through profit or loss.

In management's opinion, the sensitivity analysis are not necessarily representative of the inherent other price risk as the year end exposure does not reflect the exposure during the year.



**27. FINANCIAL INSTRUMENTS** (Continued)**27b. Financial risk management objectives and policies** (Continued)**Credit risk**

As at 31 December 2008, 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 balance sheet.

In order to minimise the credit risk, the management of the Group 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 the recoverable amount of each individual trade debt at each balance sheet date 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.

The credit risk on liquid funds is limited because the counterparties are banks with good reputation.

Other than concentration of credit risk on liquid funds which are deposited with several banks with good reputation, the Group does not have any other significant concentration of credit risk.

**Liquidity risk**

At balance sheet date, the Group has net current assets of HK\$350,690,000 (2007: HK\$269,298,000) mainly comprises of bank balance of HK\$333,170,000 (2007: HK\$224,987,000) and financial liabilities of HK\$5,538,000 (2007: HK\$7,692,000) with remaining contractual maturity within one year. The directors are of the view that the Group does not expose to material liquidity risk.

In management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents considered adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. As at 31 December 2008 and 2007, the Group had no external borrowings.

In the opinion of directors, the difference between the carrying amounts of the financial liabilities and the undiscounted cash flows based on the earliest date on which the Company can be required to pay is not significant due to short maturity and therefore, no further analysis is presented in the financial statements.

**27c. Fair values**

The fair values of financial assets with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market bid prices and ask prices respectively.

Except for the available-for-sale investments, the directors consider that the carrying amounts of financial assets and liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values due to short maturity.

## 28. RELATED PARTY TRANSACTIONS

### Compensation of key management personnel

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

	2008 HK\$'000	2007 HK\$'000
Short-term benefits	1,123	2,915
Termination payments	—	305
Equity compensation benefits	—	3,198
	<u>1,123</u>	<u>6,418</u>

The remuneration of directors and key executives is determined by the remuneration committee having regards to the performance of individuals and market trends.

## 29. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Name of subsidiary	Place of incorporation	Issued and paid up capital	Proportion ownership interest held by the Company		Principal activities/ place of operation
			Direct	Indirect	
			%	%	
Durable Gold Investments Limited	British Virgin Islands	Ordinary US\$1	100	—	Investment holding/ Hong Kong
The Gold On-Line Trading Limited	Hong Kong	Ordinary HK\$2	—	100	Provision and operation of an internet precious metals trading system/Hong Kong
Wing Shing Loong Goldsmith & Refinery Co Limited	Hong Kong	Ordinary HK\$15,000,000	—	100	Gold bullion licence holding and precious metals trading/Hong Kong
Trasy Holdings Limited	Hong Kong	Ordinary HK\$2	—	100	Management services/ Hong Kong
United Goldnet Limited	Hong Kong	Ordinary HK\$2	—	100	Treasury management and securities trading/ Hong Kong

The above table listed 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.