Hong Kong Jewellery Holding Limited

(Incorporated in Bermuda with limited liability)
Stock Code: 8048

Annual Report 2012

香港珠寶
H.K. JEWELRY CO.

Characteristics of The Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange")

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. 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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

This report, for which the directors (the "Directors") of Hong Kong Jewellery Holding Limited (the "Company") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (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 the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, there are no other matters the omission of which would make any statement herein or this report misleading.

CONTENTS

CORPORATE INFORMATION

EXECUTIVE DIRECTORS

Ms. LI Xia*
Mr. LIN Di*
Mr. CHEN Yin*
Mr. YIP Tin Hung*
Ms. ZEE CHAN Mei Chu, Peggy
Mr. FUNG Din Chung, Rickie#
Ms. LEUNG Lucy, Michele#
Mr. NG Wai King, Steve#

NON-EXECUTIVE DIRECTOR

Mr. IP Tak Chuen, Edmond#

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LAM Tin Faat*
Ms. LU Haina*
Mr. FU Ping Man*
Mr. CHEONG Ying Chew, Henry#
Mr. CHANG Ka Mun#
Ms. WONG Mee Chun#

COMPLIANCE OFFICER

Mr. FUNG Din Chung, Rickie#

QUALIFIED ACCOUNTANT

Dr. TANG Lai Wah

COMPANY SECRETARY

Dr. TANG Lai Wah

AUTHORISED REPRESENTATIVES

Ms. LI Xia*
Mr. YIP Tin Hung*
Mr. FUNG Din Chung, Rickie#
Ms. LEUNG Lucy, Michele#

BERMUDA RESIDENT REPRESENTATIVES

Codan Services Limited (Appointed on 6 March 2013)
Mr. COLLIS John Charles Ross
(Resigned on 6 March 2013)
Mr. WHALEY Anthony Devon *(Deputy)*
(Resigned on 6 March 2013)

AUDIT COMMITTEE

Mr. LAM Tin Faat *(Chairman)**
Ms. LU Haina*
Mr. FU Ping Man*
Mr. CHEONG Ying Chew, Henry#
Mr. CHANG Ka Mun#
Ms. WONG Mee Chun#

REMUNERATION COMMITTEE

Mr. LAM Tin Faat *(Chairman)**
Ms. LI Xia*
Mr. FU Ping Man*
Mr. CHEONG Ying Chew, Henry#
Ms. ZEE CHAN Mei Chu, Peggy#
Mr. CHANG Ka Mun#

NOMINATION COMMITTEE

Mr. LAM Tin Faat *(Chairman)**
Ms. LI Xia*
Mr. FU Ping Man*
Ms. WONG Mee Chun#
Mr. CHEONG Ying Chew, Henry#
Ms. LEUNG Lucy, Michele#

AUDITORS

Grant Thornton Hong Kong Limited
Certified Public Accountants
20th Floor, Sunning Plaza
10 Hysan Avenue
Causeway Bay
Hong Kong

* Appointed on 3 July 2012
\# Resigned on 3 July 2012

CORPORATE INFORMATION

LEGAL ADVISER

Baker & Mckenzie
F. Zimmern & Co.

PRINCIPAL BANKER

The Hongkong and Shanghai Banking
Corporation Limited
The Bank of East Asia, Limited

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Butterfield Fulcrum Group (Bermuda) Limited
Rosebank Centre
11 Bermudiana Road
Pembroke
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
Rooms 1712 – 1716, 17th Floor, Hopewell Centre
183 Queen's Road East
Hong Kong

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

5/F., 663 King's Road
North Point
Hong Kong

WEBSITE ADDRESS

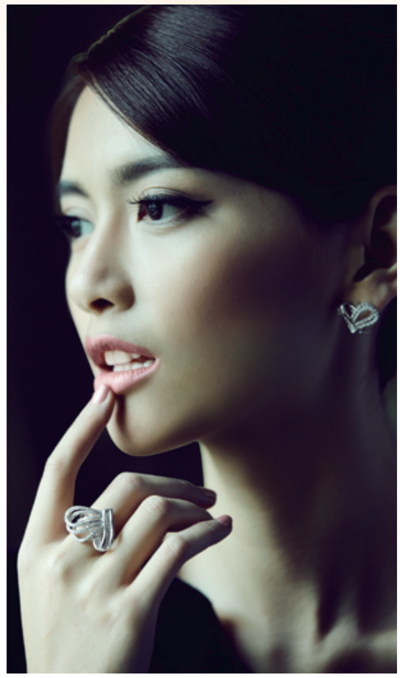
www.hkjewelry.net

FINANCIAL SUMMARY

for the year ended 31 December 2012

	2008 HK$'000	2009 HK$'000	2010 HK$'000	2011 HK$'000	**2012** **HK$'000**
RESULTS					
Turnover	364,206	172,545	280,576	512,900	**349,105**
(Loss)/Profit before income tax	(1,992)	1,737	4,658	2,590	**36,462**
Income tax (expense)/credit	(47)	(38)	1,281	(219)	**(1,361)**
(Loss)/Profit for the year	(2,039)	1,699	5,939	2,371	**35,101**
ASSETS AND LIABILITIES					
Total assets	193,838	159,194	186,799	193,798	**391,238**
Total liabilities	(97,985)	(58,114)	(79,161)	(77,428)	**(239,280)**
Total equity	95,853	101,080	107,638	116,370	**151,958**

CHAIRMAN'S STATEMENT



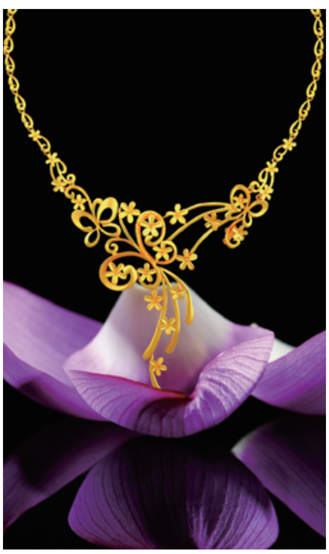
Dear Shareholders:

On behalf of the Board of Directors (the "Board") of Hong Kong Jewellery Holding Limited (the "Company"), it is my pleasure to present the 2012 Annual Report of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2012.

Year 2012 marked a milestone among our paces into a new era.

During the year, the Group launched H.K.JEWELRY, a leading jewellery brand for its ambitious expansion to chain retail of jewellery products by diversifying into the jewellery sector from the information technology business through asset consolidation and business restructuring. The Company has changed its name from "Excel Technology International Holdings Limited" to "Hong Kong Jewellery Holding Limited". With its subsidiary Excel Technology International (Hong Kong) Limited continuing the existing technology software development and application business, the Group established 金香港珠寶（深圳）有限公司, a subsidiary engaged in design, research and development, manufacturing and sale of precious gem and diamond, pure gold ornaments and corporate gifts under the brand H.K.JEWELRY, with an aim at a jewellery retail network in Hong Kong, Macau and Mainland China under self-operated, jointly-owned and franchising models.

During the year, we established a new board of directors comprising experienced professionals in the jewellery sector with a focus on strategic decision, and successfully set up a strong and professional development and operation team in Mainland China. The team demonstrated systematic and professional quality as well as the thoughtful service spirit of Hong Kong people in the aspects ranging from product development to quality control, from store image to product packaging and display, from preparation of goods to logistics and distribution, and from sales training to communication and services.



During the year, we established modern and systematic offices in the downtown area of Shenzhen, together with delicate and aesthetic brand store and showroom in Shuibei, Shenzhen as a mirror of our brand image to boost market development and overall operation under the brand H.K.JEWELRY.

Also, during the year, we capitalised on our philosophy of "professional, perfect, comfortable and touching" to build up H.K.JEWELRY into a popular brand rapidly recognised by high-end malls and consumers in Mainland China, thereby successfully establishing long-term partnership with renowned conglomerates in Mainland China.

By virtue of such advantages, we successfully opened eight exclusive stores, including one self-operated store and seven franchised stores, under the brand H.K.JEWELRY in domestic first-tier and second-tier cities in a short period of five months after entering the jewellery industry, which are expected to expand to 50 - 80 exclusive stores in the coming year.

CHAIRMAN'S STATEMENT

In the future, we will further leverage on our Shenzhen base to aggressively extend our presence to the upscale shopping districts in domestic first-tier capitals and coastal developed cities, and accelerate our expansion for a vast jewellery retail network under self-operated, jointly-owned and franchising models in Hong Kong, Macau and Mainland China. Meanwhile, we will strive to spearhead HK H.K.JEWELRY into the leading position in the industry, backed by our new branding activities, delicate and aesthetic product lines, privileged and decent membership system, and our scientific and unique marketing model.

We also profit from another competitive edge in product portfolio and design strength based on our deep insight into the Chinese jewellery culture. I believe that we are positioned to achieve encouraging results with stable and attractive return for our shareholders in the near future, living up to our commitment to a jewellery giant "based in Hong Kong to serve the Greater China".

While we are developing our jewellery business aggressively, we continue to operate our IT business through the Excel Technology brand.

The overall performance of the IT business was quite satisfactory in 2012. Many of the multinational and regional banks are shifting their focus to Asia as they are seeing lackluster performance in their America and European markets. To support the growth in their Asian locations, they need to invest in both human resources as well as IT infrastructure, and hence we are seeing quite a bit of new demands for our products and services.

Management is cautiously optimistic on the technology business in 2013 as we see both business opportunities as well as management challenges.

Looking into the future, the Group shall strive to build up its jewellery business arm as soon as possible. By virtue of our experience, passion and dedication, we aim at significant year-on-year growths both in revenue and net profit with desirable return to our shareholders in 2013.

The supports from our employees, shareholders, customers and partners are the cornerstones of our success. On behalf of the Board, I would like to express sincere appreciation for the longstanding supports and encouragement of the community, and to extend gratitude to our former and current directors, colleagues and staff for their efforts and dedication. I am confident that our continuous efforts are bound to pay off and help us scaling a new height and shining across Mainland China.

Li Xia
Chairman

Hong Kong
19 March 2013

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL PERFORMANCE

For the year of 2012, the Group's profit attributable to the owners of the Company was HK$34,158,000, as compared with a profit of HK$2,591,000 in the same period of 2011. The jump of profit growth was mainly due to the gain on disposal of properties of HK$30,870,000 during the year under review.

During the year ended 31 December 2012, the Group recorded a turnover of HK$349,105,000, representing a decrease of 32% compared with a turnover of HK$512,900,000 in 2011.

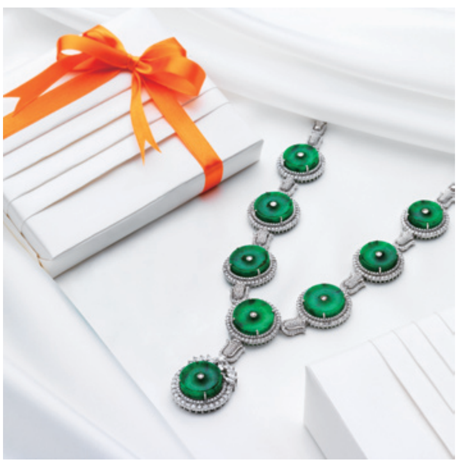
Sales of enterprise software products increased by 57% to HK$155,218,000 (2011: HK$98,920,000), systems integration business decreased by 59% to HK$145,676,000 (2011: HK$355,376,000) and revenue on professional services business decreased by 17% to HK$44,770,000 (2011: HK$54,068,000). The ASP business decreased by 24% to HK$3,441,000 (2011: HK$4,536,000).

During 2012, the Group has just commenced its operation in relation to its jewellery business in Mainland China and it has no contribution to the Group's turnover and profit for the year.

OPERATION REVIEW

From the second half of 2012, the Group started its jewellery business by diversifying its business sector from information technology.

On marketing network, the Group has established 金香港珠寶(深圳)有限公司, a China operation centre based in Shenzhen, with its brand store and showroom to boost market development and overall operation under the brand H.K.JEWELRY. As at 31 December 2012, it successfully opened eight exclusive stores, including one self-operated store and seven franchised stores, under the brand H.K.JEWELRY in domestic first-tier and second-tier cities including Shenzhen, Hangzhou, Suzhou, Wuxi and Hefei. As H.K.JEWELRY soon became a popular brand highly recognised by high-end malls and consumers in Mainland China, the Group successfully established long-term partnership with renowned conglomerates in Mainland China.



On product portfolio, H.K.JEWELRY focuses on gold, platinum, karat gold jewellery and diamond ornaments with its product family covering emerald, ruby and sapphire, pearl and other varieties according to regional consumer demand, which is designed to cater for the needs of different consumer groups at different levels.

In our IT business side, results of 2012 were very positive. While the low-margin systems integration business dropped significantly in turnover, the enterprise software and the professional services business made up the shortfall in profit. The end result is that we have a much higher profit despite a lower turnover than that in previous year.

MANAGEMENT DISCUSSION AND ANALYSIS

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2012, the Group was in a strong financial position with bank balances and cash of HK$87,763,000 (2011: HK$69,233,000).

As at 31 December 2012, the Group held unlisted private equity funds with a fair value of US$326,000 (2011: US$342,000) for long-term strategic purposes and treated the investment as available-for-sale financial assets.

As at 31 December 2012, the Group invested in the equity securities listed in Hong Kong of HK$5,151,000 at fair value (2011: HK$4,752,000).

The Group monitors its capital structure using the gearing ratio which is net debt divided by total equity. For this purpose, the Group defines net debt as debt, which comprises long-term and short-term borrowings, less cash and cash equivalents. Total equity comprises equity attributable to owners of the Company and non-controlling interests stated in the consolidated statement of financial position. During 2012, the Group's strategy remains unchanged from 2011, which is to maintain the gearing ratio of not more than 20% in order to support its business. The gearing ratio as at 31 December 2012 was 16% (2011: zero).

CAPITAL STRUCTURE

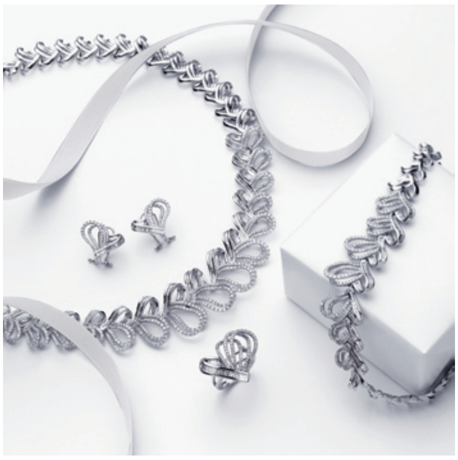
As at 31 December 2012, the Group's issued shares were 1,015,050,000 shares (2011: 1,015,050,000 shares).

INVESTMENT

As at 31 December 2011 and 2012, there is no significant investment held by the Group.

CHANGE OF CONTROL OF THE COMPANY AND MANDATORY CASH OFFER

Reference is made to the announcement dated 18 April 2012 jointly issued by the Company and Sino Eminent Limited.



Passion Investment (BVI) Limited and Ms. Zee Chan Mei Chu, Peggy, the former controlling shareholders of the Company agreed to sell and Sino Eminent Limited ("Offeror") agreed to purchase 564,029,197 Sale Shares, representing approximately 55.57% of the entire issued share capital of the Company as at the date of the Joint Announcement of 18 April 2012. The aggregate consideration for the Sale Shares is HK$115,343,970.79, representing HK$0.2045 per Sale Share.

Reference is made to the announcement dated 29 June 2012 jointly issued by the Company and Sino Eminent Limited.

The Offeror made the Mandatory Cash Offer ("Offer") to all the independent shareholders of the Company with the offer price of HK$0.2045 for each share. Upon closing the Offer at the close of business of 29 June 2012, taking into account the 195,212,564 shares, representing approximately 19.23% of the entire issued share capital of the Company, received from valid acceptance under the Offer, the Offeror is interested in an aggregate of 759,241,761 shares, representing approximately 74.80% of the entire issued share capital of the Company as at the date of the Joint Announcement of 29 June 2012.

MANAGEMENT DISCUSSION AND ANALYSIS

CHANGE OF COMPANY NAME

The Company has changed its name from "Excel Technology International Holdings Limited" to "Hong Kong Jewellery Holding Limited" and adopted「香港珠寶控股有限公司」as its secondary name with effect from 20 November 2012. This change of name was approved by shareholders at the Special General Meeting held on 7 November 2012.

SEGMENTAL PERFORMANCE

Hong Kong region's turnover was HK$154,498,000 in 2012, increased by 26% compared with HK$123,015,000 last year.

The PRC and Taiwan region's turnover was HK$229,220,000, decreased by 45% compared with last year (2011: HK$413,598,000).

South East Asia region's turnover was HK$11,608,000, slightly increased by 2% compared with last year (2011: HK$11,362,000).

EVENTS AFTER THE REPORTING DATE

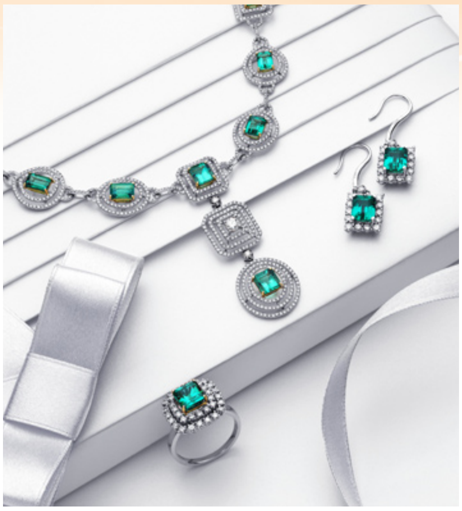
On 18 March 2013, the Company entered into a placing agreement with the placing agent in respect of placing of 203,000,000 new shares of the Company at HK$0.34 per share (the "Placing"). The Placing is expected to be completed on 22 March 2013 and the estimated net proceeds of the Placing is approximately HK$68,184,000. The Company's issued shares will be 1,218,050,000 shares after completion of the Placing of new shares of 203,000,000 shares.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2012, the number of employees of the Group was 525 (2011: 535). Remuneration is determined with reference to market terms and the performance, qualification and experience of individual employee. Year-end bonus based on individual performance will be paid to employees as recognition of and reward for their contributions.

MANAGEMENT DISCUSSION AND ANALYSIS

FUTURE PROSPECTS



Along with the improving economic strength and living standards in Mainland China, the passion on jewellery will continue to grow. Capturing the favourable opportunity, the Group will continue to optimise its business structure and strengthen corporate management while reinforcing its marketing efforts, aiming to secure market share with heightened product quality and grades. At the same time, the Group will continue to advance its brand strategy to sharpen its competitiveness edge. On corporate management, the Group will further improve its internal control system and management process, clearly define management responsibilities and strengthen the execution of management system, so as to uplift corporate management fundamentals and boost the resistance against risks. The Group is committed to forging itself into a domestically leading and world-class jewellery conglomerate with stronghold business supported by diversified operations and strong international competitiveness.

On the IT business side, Management expects 2013 to be quite positive and yet with many challenges. Management believes the enterprise software business will continue to be the major growth element. We will continue to enhance our software solutions to keep up with the latest trend of financial products and services in the banking industry as so to stay competitive in the market. On the other hand, we will maintain a tight control on the salary cost which is the major expenditure of our IT business.

Looking into the future, the Group shall strive to build up its jewellery business arm as soon as possible. By virtue of our experience, passion and dedication, we seek to expand our self-operated and franchised stores to 50 - 80 stores in 2013, with an aim at significant year-on-year growths both in revenue and net profit with desirable return to our shareholders.

CORPORATE GOVERNANCE REPORT

(1) CORPORATE GOVERNANCE PRACTICES

The Company is committed to the establishment of good corporate governance practices and procedures. The Directors believe that sound and reasonable corporate governance practices are essential for the growth of the Company and for safeguarding the shareholders' interests and the Company's assets.

The Company's code of corporate governance practices was adopted with reference to the code provisions of the Code on Corporate Governance Practices ("CG Code") and Corporate Governance Report ("CG Report") contained in Appendix 15 of the GEM Listing Rules.

The Company principally complied with the requirements of the CG Code throughout the year ended 31 December 2012, except for the deviation disclosed under the section headed "(3) Chairman and Chief Executive Officer" in this report.

(2) BOARD OF DIRECTORS

The Board is responsible for overseeing the strategic directions, management, business and financial performance of the Group.

The Board has delegated the day-to-day operational responsibilities of the Group's business to the executive management team under the leadership of Chairman and Chief Executive Officer and various Board committees.

Board Composition

The Board currently comprises of the following members:

Executive Directors:	
Li Xia	(Appointed on 3 Jul 2012)
Lin Di	(Appointed on 3 Jul 2012)
Chen Yin	(Appointed on 3 Jul 2012)
Yip Tin Hung	(Appointed on 3 Jul 2012)
Zee Chan Mei Chu, Peggy	
Fung Din Chung, Rickie	(Resigned on 3 Jul 2012)
Leung Lucy, Michele	(Resigned on 3 Jul 2012)
Ng Wai King, Steve	(Resigned on 3 Jul 2012)
Non-executive Director:	
Ip Tak Chuen, Edmond	(Resigned on 3 Jul 2012)
Independent Non-executive Directors:	
Lam Tin Faat	(Appointed on 3 Jul 2012)
Lu Haina	(Appointed on 3 Jul 2012)
Fu Ping Man	(Appointed on 3 Jul 2012)
Cheong Ying Chew, Henry	(Resigned on 3 Jul 2012)
Chang Ka Mun	(Resigned on 3 Jul 2012)
Wong Mee Chun	(Resigned on 3 Jul 2012)

(2) BOARD OF DIRECTORS *(Continued)*

Board Meeting

The Board meets at least four times a year to review financial and operating performance and discuss the Group's direction and strategy.

Details of the attendance of the Board of Directors are as follows:

	21 Mar 2012	14 May 2012	6 Aug 2012	12 Nov 2012
Li Xia *(Note 1)*	N/A	N/A	✓	✓
Lin Di *(Note 1)*	N/A	N/A	✓	✓
Chen Yin *(Note 1)*	N/A	N/A	✓	✓
Yip Tin Hung *(Note 1)*	N/A	N/A	✓	✓
Zee Chan Mei Chu, Peggy	✓	✓	✓	✓
Lam Tin Faat *(Note 2)*	N/A	N/A	✓	✓
Lu Haina *(Note 2)*	N/A	N/A	✓	✓
Fu Ping Man *(Note 2)*	N/A	N/A	✓	✓
Fung Din Chung, Rickie *(Note 3)*	✓	✓	N/A	N/A
Leung Lucy, Michele *(Note 3)*	✓	✓	N/A	N/A
Ng Wai King, Steve *(Note 3)*	✓	✓	N/A	N/A
Ip Tak Chuen, Edmond *(Note 4)*	✓	✘	N/A	N/A
Cheong Ying Chew, Henry *(Note 5)*	✓	✓	N/A	N/A
Chang Ka Mun *(Note 5)*	✓	✓	N/A	N/A
Wong Mee Chun *(Note 5)*	✓	✓	N/A	N/A

Notes:

(1) Ms. Li Xia, Mr. Lin Di, Mr. Chen Yin and Mr. Yip Tin Hung were appointed as Executive Directors on 3 July 2012.

(2) Mr. Lam Tin Faat, Ms. Lu Haina and Mr. Fu Ping Man were appointed as Independent Non-executive Directors on 3 July 2012.

(3) Mr. Fung Din Chung, Rickie, Ms. Leung Lucy, Michele and Mr. Ng Wai King, Steve resigned as Executive Directors on 3 July 2012.

(4) Mr. Ip Tak Chuen, Edmond resigned as Non-executive Director on 3 July 2012.

(5) Mr. Cheong Ying Chew, Henry, Mr. Chang Ka Mun and Ms. Wong Mee Chun resigned as Independent Non-executive Directors on 3 July 2012.

Directors are given notice of regular Board meetings of at least 14 days in advance. The Directors will receive details of agenda with comprehensive reports on the management's strategic plans, updates by business unit heads on their lines of business, financial objectives, plans and actions at least 3 days before a Board meeting.

All Directors have access to the Company Secretary who is responsible for ensuring that Board procedures are complied with and advises the Board on corporate governance and compliance matters.

(2) BOARD OF DIRECTORS *(Continued)*

Board Meeting *(Continued)*

The Executive Directors meet every two weeks to review company business pipeline, receivables, and business unit performance. Senior Management meets with Business Unit Management every two weeks to review project status, and business unit issues.

The Company has undertaken several meetings, first with Senior Management, second with the audit committee, and subsequently with the Board, to discuss and review the Group's practice on corporate governance and make specific checks on the Group's compliance via a compliance matrix in accordance to the criteria set forth by the Listing Rule.

The Company confirmed that annual confirmations of independence were received from each of the Company's Independent Non-executive Directors pursuant to Rule 5.09 of the GEM Listing Rules and all Independent Non-executive Directors are considered to be independent.

Directors' Training

Directors must keep abreast of their collective responsibilities. Every new appointed director should receive induction and subsequent briefing and professional development.

A training workshop regarding the statutory and regulatory obligations and duties of a director of a listed company was organized for all newly appointed directors in July 2012.

The Company continuously updates the Directors on the latest development regarding the Listing Rules and other applicable regulatory requirements, to ensure compliance and enhance their awareness of good corporate governance practices.

The Company has received records of the training of all directors and the code provision of A.6.5 of GEM Listing Rules is fully complied.

Directors' Liability Insurance

Appropriate liability insurance, the coverage of which is reviewed annually, has been arranged to indemnify the Directors' risk exposure arising out of corporate activities.

(3) CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Pursuant to the Code Provision A.2.1 of the CG Code, the roles of Chairman and Chief Executive Officer of the Company should be separated. The Chairman provides leadership for the Board and the Chief Executive Officer takes the lead in the Company's operations and business development.

After both Ms. Zee Chan Mei Chu, Peggy resigned from Chairman and Mr. Fung Din Chung, Rickie resigned from Chief Executive Officer effective from 3 July 2012, Ms. Li Xia was appointed as Chairman and Chief Executive Officer of the company at the same date. In order to comply with Code Provision A.2.1 of the CG Code. Ms. Li Xia resigned from Chief Executive Officer and Mr. Lin Di, an Executive Director of the Company, has been appointed as the Chief Executive Officer of the Company effective from 19 October 2012. Ms. Li Xia remains as the Chairman and Executive Director of the Company.

Although the positions of Chairman and Chief Executive Officer were not separated during the period from 3 July 2012 to 18 October 2012, the powers and authorities had not been concentrated as the major strategic decisions were taken by the Board and the Company has internal controls in place to provide a check and balance on the functions.

(4) AUDIT COMMITTEE

The Audit Committee was established on 11 August 2000. The Audit Committee's principal duties are to review and supervise the financial reporting process and internal control procedures of the Group.

The revised terms of reference of Audit Committee in accordance with the Code Provision C.3.3 of Amendments to the CG Code of the GEM Listing Rules was adopted on the Board Meeting held on 21 March 2012.

The member of Audit Committee comprised of Mr. Lam Tin Faat, Ms. Lu Haina and Mr. Fu Ping Man, all of whom are Independent Non-executive Directors, were newly appointed on 3 July 2012. Mr. Lam Tin Faat is the Chairman of the Audit Committee.

The Audit Committee meets four times a year to review with senior management and at least twice a year with the Company's auditors for the Company's audit findings, accounting policies and standards, changes of accounting rules (if any), compliance to listing rules, internal and audit control, and budget and cash flow forecast.

The Group's unaudited quarterly and interim results and audited annual results during the year ended 31 December 2012 have been reviewed by the Audit Committee, who is of the opinion that such statements comply with the applicable accounting standards and that adequate disclosures have been made.

(4) AUDIT COMMITTEE *(Continued)*

Details of the attendance of members at Audit Committee meeting are as follows:

	12 Mar 2012	8 May 2012	6 Aug 2012	12 Nov 2012
Lam Tin Faat *(Note 1)*	N/A	N/A	✓	✓
Lu Haina *(Note 1)*	N/A	N/A	✓	✓
Fu Ping Man *(Note 1)*	N/A	N/A	✓	✓
Cheong Ying Chew, Henry *(Note 2)*	✓	✓	N/A	N/A
Chang Ka Mun *(Note 2)*	✓	✓	N/A	N/A
Wong Mee Chun *(Note 2)*	✓	✓	N/A	N/A

Notes:

(1) Mr. Lam Tin Faat, Ms. Lu Haina and Mr. Fu Ping Man were appointed as members of the Audit Committee on 3 July 2012.

(2) Mr. Cheong Ying Chew, Henry, Mr. Chang Ka Mun and Ms. Wong Mee Chun resigned as members of the Audit Committee on 3 July 2012.

(5) REMUNERATION COMMITTEE

The Remuneration Committee was established on 10 May 2005. The Remuneration Committee is to make recommendations to the Board on the Company's policy and structure for all directors and senior management's remuneration.

The revised terms of reference of Remuneration Committee in accordance with the Code Provision B.1.2 of Amendments to the CG Code of the GEM Listing Rules was adopted on the Board Meeting held on 21 March 2012.

The members of Remuneration Committee, comprised of Mr. Lam Tin Faat and Mr. Fu Ping Man, both are Independent Non-executive Directors, and Ms. Li Xia who is Executive Director, were newly appointed on 3 July 2012. Mr. Lam Tin Faat is the Chairman of the Remuneration Committee. Mr. Cheong Yiu Chew, Henry, Ms. Zee Chan Mei Chu, Peggy and Mr. Chang Ka Mun resigned as members of the Remuneration Committee on 3 July 2012.

The Remuneration Committee should hold at least one regular meeting in a year. Additional meetings of the Remuneration Committee may be held as and when required.

During the year under review, details of the attendance of members at the Remuneration Committee meeting are as follows:

	6 Aug 2012	12 Nov 2012
Lam Tin Faat	✓	✓
Li Xia	✓	✓
Fu Ping Man	✓	✓

(6) NOMINATION COMMITTEE

The Nomination Committee was established on 21 March 2012. The Nomination Committee is to assist board of directors of the Company to deal with matters in relation to appointment of members of the Board.

The written terms of reference of Nomination Committee in accordance with the Code Provision A.5.2 of Amendments to the CG Code of the GEM Listing Rules was adopted on the Board Meeting held on 21 March 2012.

The members of Nomination Committee, comprised of Mr. Lam Tin Faat and Mr. Fu Ping Man, both are Independent Non-executive Directors, and Ms. Li Xia who is Executive Director, were newly appointed on 3 July 2012. Mr. Lam Tin Faat is the Chairman of the Nomination Committee. Ms. Wong Mee Chun, Mr. Cheong Ying Chew, Henry and Ms. Leung Lucy, Michele resigned as members of the Nomination Committee on 3 July 2012.

The Nomination Committee should hold at least one regular meeting in a year. During the year under review, the members of Nomination Committee, Mr. Lam Tin Faat, Ms. Li Xia and Mr. Fu Ping Man attended the Nomination Committee Meeting on 12 November 2012.

(7) COMPANY SECRETARY

All Directors have access to the advice and services of the Company Secretary. The Company Secretary is Dr. Tang Lai Wah, who is responsible for facilitating the Board process, as well as communications between Board members and the management, and advising the Board and its committees on all governance matters. The biographical details of Dr. Tang is set out on page 26 of this annual report.

(8) COMPLIANCE OF CODE FOR DIRECTORS' SECURITIES TRANSACTION

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all directors, all directors of the Company have complied with the required standard of dealings and the code of conduct regarding securities transactions by directors adopted by the Company throughout the twelve months ended 31 December 2012.

(9) AUDITORS' REMUNERATION

For the year ended 31 December 2012, the remuneration for the provision of audit and non-audit services by the auditors to the Group is as follows:

	2012 HK$'000	2011 HK$'000
Fees breakdown by accounting firms		
Grant Thornton		
Annual audit	**836**	697
Non-audit work	**530**	–
	1,366	697
Other professional CPA firms		
Annual audit	**152**	140
Total	**1,518**	837

(10) INTERNAL CONTROLS

The Board recognises that a sound and effective internal control system will contribute to the effectiveness and efficiency of operations, the reliability of financial reporting and the Group's compliance with applicable laws and regulations.

Management has established the Group's Internal Control Policies and Guidance for monitoring the internal control system.

The Board has delegated to management the implementation of such systems of internal controls as well as the review of relevant financial, operational and compliance controls and risk management procedures. Qualified personnel and individual business unit heads throughout the Group maintain and monitor the compliance to these controls on an ongoing basis and report variances to senior management.

Based on the assessment and review made by the Board and senior management on the effectiveness of the internal control system, the Audit Committee is satisfied that:

- The internal controls and accounting systems of the Group are designed to provide reasonable assurance that material assets are protected, business risks attributable to the Group are identified and monitored, material transactions are executed in accordance with management's authorisation and the accounts are reliable for publication; and

- There is an ongoing process in place for identifying, evaluating and managing the significant risks faced by the Group.

(11) COMMUNICATION WITH SHAREHOLDERS

The rights of shareholders and the procedure for demanding a poll on resolutions at general meetings are contained in the Company's Bye-laws. Pursuant to the GEM Listing Rules, and vote of shareholders at a general meeting must be taken by poll. In addition, an announcement on the poll vote results will be made by the Company following the relevant general meeting.

The general meetings of the Company provide an opportunity for communication between the shareholders and the Board.

DIRECTORS' REPORT

The Directors have pleasure in submitting their report and audited financial statements for the year ended 31 December 2012.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of its principal subsidiaries are set out in note 16 to the financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2012 and the state of affairs of the Group and the Company at that date are set out in the financial statements on page 30 to 90.

The directors do not recommend the payment of a dividend.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five years is set out on page 5 of the annual report.

SHARE CAPITAL

Details of the movements in the share capital of the Company are set out in note 34 to the financial statements.

RESERVES

Details of the movements in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on page 35 and note 36 to the financial statements respectively.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Group are set out in note 15 to the financial statements.

PRE-EMPTIVE RIGHTS

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

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

During the year ended 31 December 2012, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

DIRECTORS' REPORT

DIRECTORS

The directors who held office during the year and up to the date of this report were:

Executive Directors:	
Li Xia *(Chairman)*	(Appointed on 3 July 2012)
Lin Di *(Chief Executive Officer)*	(Appointed on 3 July 2012)
Chen Yin	(Appointed on 3 July 2012)
Yip Tin Hung	(Appointed on 3 July 2012)
Zee Chan Mei Chu, Peggy	
Fung Din Chung, Rickie	(Resigned on 3 July 2012)
Leung Lucy, Michele	(Resigned on 3 July 2012)
Ng Wai King, Steve	(Resigned on 3 July 2012)
Non-executive Director:	
Ip Tak Chuen, Edmond	(Resigned on 3 July 2012)
Independent Non-executive Directors:	
Lam Tin Faat	(Appointed on 3 July 2012)
Lu Haina	(Appointed on 3 July 2012)
Fu Ping Man	(Appointed on 3 July 2012)
Cheong Ying Chew, Henry	(Resigned on 3 July 2012)
Chang Ka Mun	(Resigned on 3 July 2012)
Wong Mee Chun	(Resigned on 3 July 2012)

In accordance with the Company's Bye-laws, Ms. Li Xia, Mr. Lin Di, Mr. Chen Yin, Mr. Yip Tin Hung, Mr. Lam Tin Faat, Ms. Lu Haina and Mr. Fu Ping Man will retire by rotation and, being eligible, offer themselves for re-election.

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of Directors and Senior Management are set out on page 25 to page 27.

DIRECTORS' SERVICE CONTRACTS

The Company entered into a service contract with Ms. Zee Chan Mei Chu, Peggy for a term of three years which commenced on 1 March 2000. The service contracts were renewed for further periods from 1 March 2003 to 31 December 2003, from 1 January 2004 to 31 December 2012 on a yearly basis. The service contracts will continue thereafter until terminated by either party giving not less than six months' written notice. This service contract is exempt from the shareholders' approval requirement under GEM 17.90 of the Listing Rules.

The Company entered into a service contract with each of Mr. Fung Din Chung, Rickie and Ms. Leung Lucy, Michele for a term of three years which commenced on 1 March 2000. The service contracts were renewed for further periods from 1 March 2003 to 31 December 2003, from 1 January 2004 to 31 December 2012 on a yearly basis. The service contracts were early terminated on 3 July 2012.

The Company entered into a service contract with Mr. Ng Wai King, Steve for a term of one year which commenced on 1 January 2005. The service contract was renewed from 1 January 2006 to 31 December 2012 on a yearly basis. The service contract was early terminated on 3 July 2012.

DIRECTORS' SERVICE CONTRACTS *(Continued)*

The Company has entered into a service contract with each of Ms. Li Xia, Mr. Lin Di, Mr. Chen Yin, Mr. Yip Tin Hung, Mr. Lam Ting Faat, Ms. Lu Haina and Mr. Fu Ping Man for a term of one year which commenced on 3 July 2012. This service contract is exempt from the shareholders' approval requirement under GEM 17.90 of the Listing Rules.

Save as disclosed above, none of the Directors proposed for re-election at the forthcoming annual general meeting has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation (other than statutory compensation).

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARE, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

At 31 December 2012, the interests and short positions of the Directors and the chief executives of the Company and their associates in the shares, underlying shares or 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 (the "SFO"), or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Rule 5.46 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"), were as follows:

Long positions in the ordinary shares of HK$0.10 each of the Company

	Number of ordinary shares held				
Name of Director	Beneficial owner	Held by family	Held by controlled corporation	Total	Percentage of the issued share capital of the Company
Li Xia	–	–	571,820,133 (Note)	571,820,133	56.33%

Note: These shares were held by Sino Eminent Limited, a company incorporated in the British Virgin Islands which is held as to 71.58% by Ms. Li Xia through Ocean Expert Investments Limited, a company incorporated in the British Virgin Islands.

Save as disclosed above, none of the Directors nor their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations as at 31 December 2012.

DIRECTORS' REPORT

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2012, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that the following shareholders had notified the Company of relevant interests and short positions in the issued share capital of the Company.

Long positions in the ordinary shares of HK$0.10 each of the Company

Name of shareholder	Notes	Number of issued ordinary shares held	Percentage of the issued share capital of the Company
Sino Eminent Limited	1	571,820,133	56.33%
Li Xia	1	571,820,133	56.33%
Cheung Kong (Holdings) Limited	2	143,233,151	14.11%
Li Ka-Shing Unity Trustee Company Limited (as trustee of The Li Ka-Shing Unity Trust)	2	143,233,151	14.11%
Li Ka-Shing Unity Trustcorp Limited (as trustee of another discretionary trust)	2	143,233,151	14.11%
Li Ka-Shing Unity Trustee Corporation Limited (as trustee of The Li Ka-Shing Unity Discretionary Trust)	2	143,233,151	14.11%
Li Ka-shing	2	143,233,151	14.11%
Alps Mountain Agent Limited	2	71,969,151	7.09%
iBusiness Corporation Limited	2	67,264,000	6.62%

Notes:

(1) These shares have been disclosed as Directors' interests held by controlled corporation in the paragraph headed "Directors' and chief executive's interests or short positions in securities".

(2) Mr. Li Ka-shing is the settlor of each of The Li Ka-Shing Unity Discretionary Trust ("DT1") and another discretionary trust ("DT2"). Each of Li Ka-Shing Unity Trustee Corporation Limited ("TDT1", which is the trustee of DT1) and Li Ka-Shing Unity Trustcorp Limited ("TDT2", which is the trustee of DT2) holds units in The Li Ka-Shing Unity Trust ("UT1") but is not entitled to any interest or share in any particular property comprising the trust assets of the said unit trust. The discretionary beneficiaries of each of DT1 and DT2 are, inter alia, Mr. Li Tzar Kuoi, Victor, his wife and children and Mr. Li Tzar Kai, Richard. Li Ka-Shing Unity Trustee Company Limited ("TUT1") as trustee of UT1 together with certain companies which TUT1 as trustee of UT1 is entitled to exercise or control the exercise of one-third or more of the voting power at their general meetings hold more than one-third of the issued share capital of Cheung Kong (Holdings) Limited ("CKH"). CKH is entitled to exercise or control the exercise of one-third or more of the voting power at the general meetings of Alps Mountain Agent Limited ("Alps") and iBusiness Corporation Limited ("iBusiness").

The entire issued share capital of each of TUT1, TDT1 and TDT2 are owned by Li Ka-Shing Unity Holdings Limited ("Unity Holdco"). Each of Mr. Li Ka-shing and Mr. Li Tzar Kuoi, Victor are respectively interested in one-third and two-third of the entire issued share capital of Unity Holdco. TUT1 is only interested in the shares of CKH by reason only of its obligation and power to hold interests in those shares in its ordinary course of business as trustee and, when performing its functions as trustee, exercises its power to hold interests in the shares of CKH independently without any reference to Unity Holdco or any of Mr. Li Ka-shing and Mr. Li Tzar Kuoi, Victor as a holder of the shares of Unity Holdco as aforesaid.

By virtue of the SFO, each of Mr. Li Ka-shing, being the settlor and may being regarded as a founder of each of DT1 and DT2 for the purpose of the SFO, TUT1, TDT1, TDT2 and CKH is deemed to be interested in the 143,233,151 shares of the Company of which 71,969,151 shares are held by Alps and 67,264,000 shares are held by iBusiness.

Save as disclosed above, the Company has not been notified of any other interests or short positions in the issued share capital of the Company at 31 December 2012.

DIRECTORS' REPORT

SHARE OPTIONS

On 16 June 2000, the Company adopted a share option scheme (the "Old Scheme") and this scheme was substituted by a new share option scheme (the "New Scheme") pursuant to the shareholders' resolution in a special general meeting on 23 April 2002 for complying with the terms of the Rules Governing the Listing of Securities on the GEM. The Old Scheme was lapsed in 2006.

On 23 April 2002, the Company adopted a new share option scheme (the "New Scheme") which was approved in substitution of the Old Scheme. The New Scheme expired on 22 April 2012. Particulars of the Old Scheme and the New Scheme are set out in note 35 to the financial statements.

No share options were granted under the New Scheme since its adoption.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the aggregate turnover attributable to the Group's five largest customers was approximately 68.58% of the Group's total turnover and the Group's largest customer accounted for approximately 44.46% of the Group's turnover.

The aggregate purchases during the year attributable to the Group's five largest suppliers was approximately 54.60% of the Group's total purchases and the Group's largest supplier accounted for approximately 18.86% of the Group's total purchases.

At no time during the year, the Directors, their associates or any shareholder (which to the knowledge of the directors owns more than 5% of the Company's share capital) had any interest in these major suppliers or customers.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than as disclosed above, at no time during the year was the Company, its holding 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' INTERESTS IN CONNECTED TRANSACTIONS

During the year ended 31 December 2012, the Group had no transaction with connected persons as defined in the GEM Listing Rules.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

At 31 December 2012, none of the Directors, the management shareholders or their respective associates (as defined in the GEM Listing Rules) had an interest in a business which causes or may cause significant competition with the business of the Group.

DIRECTORS' REPORT

CONFIRMATION OF INDEPENDENCE

The Company confirmed that annual confirmations of independence were received from each of the Company's Independent Non-executive Directors pursuant to Rule 5.09 of the GEM Listing Rules and all Independent Non-executive Directors are considered to be independent.

AUDIT COMMITTEE

The Company established an audit committee on 11 August 2000 with written terms of reference in accordance with Rules 5.28 to 5.29 of the GEM Listing Rules. The audit committee is currently comprised three members – Mr. Lam Tin Faat, Ms. Lu Haina and Mr. Fu Ping Man, all of whom are Independent Non-executive Directors. Mr. Lam Tin Faat is the chairman of the audit committee. The audit committee's principal duties are to review and supervise the financial reporting process and internal control procedures of the Group. The audit committee met on a quarterly basis during the year ended 31 December 2012.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this annual report.

CORPORATE GOVERNANCE

The Company is committed to the establishment of good corporate governance. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 12 to 18.

EVENTS AFTER THE REPORTING DATE

Details of the significant events after the reporting date of the Group are set out in note 42 to the financial statements.

AUDITORS

Grant Thornton (formerly known as Grant Thornton Jingdu Tianhua) was first appointed as auditors of the Company in 2010. In 2012, Grant Thornton has incorporated its practice and practise in the name of Grant Thornton Hong Kong Limited.

A resolution will be submitted to the annual general meeting to re-appoint Messrs. Grant Thornton Hong Kong Limited as the auditors of the Company.

On behalf of the Board

Li Xia
Chairman

Hong Kong
19 March 2013

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS

Ms. LI Xia (Age 40)

Chairman

Ms. Li is the Chairman of Hong Kong Jewellery Holding Limited, who is responsible for leading the work of the Board and setting operation direction and investment strategies for the Company. Ms. Li served in 上海盛久投資發展有限公司, and was appointed as Executive Vice President with her experience and strength in jewellery industry. Ms. Li was responsible for administration and human resource management, marketing operations and brand promotion. With her leadership, the company achieved a healthy growth. At the same time, Ms. Li also served as the Special-commissioned Jewellery Operating Adviser for 杭州百迪珠寶有限公司 to lead the company to achieve excellent results, which made her the veteran in the jewellery business. She is currently pursuing her EMBA degree in MBA School of Dongbei University of Finance and Economics. Ms. Li was appointed as an Executive Director of the Group on 3 July 2012.

Mr. LIN Di (Age 26)

Chief Executive Officer

Mr. Lin is an Executive Director and the Chief Executive Officer of Hong Kong Jewellery Holding Limited, who is responsible for the corporate planning and business development of the Company. Prior to joining the Company, Mr. Lin held important positions in 杭州迪迪投資股份有限公司, 杭州百迪珠寶有限公司 and 杭州迪迪照明電子有限公司. When serving as the Brand Development Manager and the jewellery Chief Operating Officer for 杭州百迪珠寶有限公司, Mr. Lin promoted the company into the large well-known shopping malls in Jiaxing, Wuxi, Hangzhou, Ningbo, Suzhou and Huzhou in the short term, and achieved excellent results. During the period of working for 杭州迪迪照明電子有限公司, Mr. Lin led a team in jewellery light source design. The LED light designed by his team quickly took a leap into the jewellery market, becoming an irreplaceable light source for high-end branded jewellery counters. Mr. Lin was also invited by 杭州迪迪商業展具有限公司 to design the jewellery counter and light sources, presenting a perfect combination of LED lights and jewellery counters. Mr. Lin was appointed as an Executive Director of the Group on 3 July 2012.

Mr. CHEN Yin (Age 31)

Mr. Chen is an entrepreneur in Mainland China who held senior positions in various private companies principally engaged in luxury goods trading business. Mr. Chen obtained the Diploma of Graduate Gemologist, Diploma of Diamonds and Diploma of Colored Stones from the Gemological Institute of America (the "GIA"). Mr. Chen was appointed as an Executive Director of the Group on 3 July 2012.

Mr. YIP Tin Hung (Age 44)

Mr. Yip possesses over 20 years of experience in the luxury goods retailing sector. From 1999 to 2012, Mr. Yip held managerial positions in three luxury goods retail groups focused in Hong Kong and Mainland China. Mr. Yip graduated from Guangdong School of Engineering, now known as Guangdong University of Technology with a bachelor degree in mechanical engineering in 1991. He obtained a diploma in corporate management from Peking University. Mr. Yip is an accredited jewelry professional recognized by the Gemological Institute of America (the "GIA") after obtained the Diploma of Accredited Jewelry Professional. Mr. Yip was appointed as an Executive Director of the Group on 3 July 2012.

Ms. ZEE CHAN Mei Chu, Peggy (Age 58)

Ms. Chan has over 25 years of experience in business re-engineering, strategy studies, technology planning and systems development, serving major multi-national corporations and government agencies. Starting her career as a manager in Arthur Young & Company in Washington D.C., United States, Ms. Chan returned to Hong Kong in 1988 to establish the local office of an Australian software house, and later Ms. Chan was the founder of the Excel Technology Group. She received the Hong Kong Young Entrepreneur Award in 1990. Ms. Chan resigned as Chairman of the Board but remains as Executive Director of the Group on 3 July 2012.

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LAM Tin Faat (Age 37)

Mr. Lam holds a bachelor degree of business administration from The Chinese University of Hong Kong. He has more than 10 years of experience in financial audit, accounting and financial management. He is a fellow of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants in the United Kingdom and a member of the Institute of Chartered Accountants in England and Wales. Mr. Lam is currently the Independent Non-executive Director of China Kingstone Mining Holdings Limited, the issued shares of which are listed on the Stock Exchange (stock code: 1380), the sole proprietor of TF Lam & Company, a CPA practice in Hong Kong, and a director of Top Team Secretary Limited. Mr. Lam has been an Executive Director of Hongwei Technologies Limited since 23 February 2008, the issued shares of which are listed on the Singapore Exchange Limited (stock code: H80). Mr. Lam was appointed as an Independent Non-executive Director of the Group on 3 July 2012.

Ms. LU Haina (Age 34)

Ms. Lu possesses over 7 years of experience in education in relation to jewellery design. From 2005 to 2010, Ms. Lu taught at the school of jewellery of Guangzhou Panyu Polytechnic. Since 2010, Ms. Lu has been teaching at Guangzhou International Economics College. Ms. Lu graduated from Sun Yat-Sen University with a bachelor degree in arts and design and is a holder of a jewellery designer certificate verified by All-China Federation of Industry & Commerce. Ms. Lu was appointed as an Independent Non-executive Director of the Group on 3 July 2012.

Mr. FU Ping Man (Age 54)

Mr. Fu has more than 9 years of experience in the gold and jewellery industry in Hong Kong, Mainland China and Taiwan and holds managerial position in a gold and jewellery company. Since 2002, Mr. Fu has been the director of Best Billion Jewellery Company Limited. He is a supervisor of Shenzhen Gold & Jewellery Association. Mr. Fu was appointed as an Independent Non-executive Director of the Group on 3 July 2012.

SENIOR MANAGEMENT

Dr. TANG Lai Wah, Venus (Age 55)

Group Financial Controller and Company Secretary

Dr. Tang joined the Group in 2002 as Group Financial Controller and Company Secretary. Dr. Tang has over 30 years of accounting and financial management experience and over 10 years of Company Secretary experience in telecommunication, media and information technology industries. Prior to joining the Group, Dr. Tang held managerial position of Group Financial Controller in several sizeable listed companies in Hong Kong. Dr. Tang is a fellow member of the Association of Chartered Certified Accountants in the United Kingdom, a fellow of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Hong Kong Institute of Directors. Dr. Tang obtained her degree of Bachelor of Arts with honours in Accountancy, degree of Master of Business Administration (Executive) and degree of Doctor of Business Administration from the City University of Hong Kong.

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

SENIOR MANAGEMENT *(Continued)*

Dr. CHU Junying (Age 50)

Legal Consultant

Dr. Chu received a doctorate degree from Yunnan University. She served as a lecturer in university for 28 years. She became a qualified lawyer in 1994. She specializes in civil and commercial law and is familiar with the legal matters before and after listing. She worked as a legal consultant in various large-scale enterprises in Mainland China and is currently served as the Company's legal consultant.

Ms. MA Xiaoming, Mary (Age 43)

Director of Administration and Human Resources

Ms. Ma obtained her undergraduate degree from Jilin University. She held senior management positions in listed companies namely Hong Kong New World Group, Shenzhen branch and Shenzhen Fountain Corporation, responsible for organising and coordinating the operations and management regarding administration and human resources of the group. She has 15 years of experience in management and is currently served as a director of a subsidiary of the Group.

Mr. LI Guokai (Age 44)

Product Analyst

Mr. Li is the product analyst of the Company. He worked for Chow Tai Fook Jewellery and 3-D GOLD Jewellery and has 15 years of extensive experience in the jewellery industry. He specializes in controlling product turnover rate, regulating the stock-to-sales ratios and trends, organising existing products and planning the styles of future products, adjusting the product styles and prices, fixing the product price and establishing a price adjustment mechanism.

Mr. CHEN Xiaowei (Age 37)

Operation Supervisor

Mr. Chen is responsible for the brand operations and franchises of the Company. He worked for 3-D GOLD Jewellery, Chow Tai Fook Jewellery and Shunyuan (Macau) Jewelry and has 9 years of extensive experience in the jewellery industry. He has acute market expansion insights and organising and management capability.

Mr. ZHANG Tuoji (Age 29)

Development Manager

Mr. Zhang graduated from Panyu Polytechnic Institute. He is a member of the senior management team of the Company. He worked for Lukfook Jewellery and 3-D GOLD Jewellery and has almost 8 years of extensive experience in the jewellery industry. He is familiar with the situation of jewellery enterprises and has ample experience in brand marketing, market expansion, and brand planning and promotions. He is responsible for brand marketing and market expansion of the Company.

INDEPENDENT AUDITORS' REPORT

Grant Thornton
致同

To the members of Hong Kong Jewellery Holding Limited
(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Hong Kong Jewellery Holding Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 30 to 90, which comprise the consolidated and company statements of financial position as at 31 December 2012, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Directors' responsibility for the consolidated financial statements

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

Auditors' responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

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

INDEPENDENT AUDITORS' REPORT

Grant Thornton
致同

Opinion

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

Grant Thornton Hong Kong Limited
Certified Public Accountants
20th Floor, Sunning Plaza
10 Hysan Avenue
Causeway Bay
Hong Kong

19 March 2013

Chiu Wing Ning
Practising Certificate No.: P04920

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for the year ended 31 December 2012

	Notes	**2012 HK$'000**	2011 HK$'000
Revenue	5	**349,105**	512,900
Other income	7	**35,938**	2,243
Change in inventories		**47,344**	(13,582)
Purchase of goods		**(184,645)**	(333,732)
Professional fee		**(41,556)**	(15,554)
Employee benefits expense	13	**(135,197)**	(121,126)
Depreciation and amortisation		**(4,773)**	(3,623)
Other expenses		**(29,459)**	(24,619)
Finance costs	8	**(295)**	(293)
Share of loss of an associate		**–**	(24)
Profit before income tax	9	**36,462**	2,590
Income tax expense	10	**(1,361)**	(219)
Profit for the year		**35,101**	2,371
Other comprehensive income for the year, including reclassification adjustments and net of tax*			
Exchange gain on translation of financial statements of foreign operations		**487**	791
Change in fair value of available-for-sale financial assets		**(123)**	(476)
Impairment loss on available-for-sale financial assets transferred to profit or loss		**123**	476
Other comprehensive income for the year		**487**	791
Total comprehensive income for the year		**35,588**	3,162
Profit/(Loss) for the year attributable to:			
Owners of the Company	11	**34,158**	2,591
Non-controlling interests		**943**	(220)
		35,101	2,371
Total comprehensive income attributable to:			
Owners of the Company		**34,559**	3,025
Non-controlling interests		**1,029**	137
		35,588	3,162
Earnings per share for profit attributable to the owners of the Company during the year			
– Basic and diluted	12	**HK3.37 cents**	HK0.26 cents

* There is no tax effect on the component of other comprehensive income for the years ended 2012 and 2011.

The notes on pages 36 to 90 are an integral part of these financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 31 December 2012

	Notes	2012 HK$'000	2011 HK$'000
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment	15	**10,000**	14,656
Interest in an associate	17	**–**	–
Available-for-sale financial assets	18	**2,543**	6,566
Goodwill	19	**–**	1,140
Development costs	20	**2,633**	4,737
Finance lease receivables	21	**–**	187
Deferred tax assets	32	**2,078**	1,900
		17,254	29,186
Current assets			
Inventories	22	**47,997**	653
Finance lease receivables	21	**187**	379
Amounts due from customers for contract work	23	**53,120**	34,489
Trade receivables	24	**138,608**	41,836
Other receivables, deposits and prepayments	25	**41,158**	13,270
Financial assets at fair value through profit or loss	26	**5,151**	4,752
Bank balances and cash	28	**87,763**	69,233
		373,984	164,612
Current liabilities			
Trade payables	29	**73,127**	27,140
Other payables and accrued charges	30	**40,476**	37,078
Borrowings	31	**111,374**	6,002
Amounts due to customers for contract work	23	**12,264**	6,892
Amounts due to directors	33	**1,648**	–
Tax payables		**391**	316
		239,280	77,428
Net current assets		**134,704**	87,184
Net assets		**151,958**	116,370
EQUITY			
Share capital	34	**101,505**	101,505
Reserves		**40,158**	5,599
Equity attributable to owners of the Company		**141,663**	107,104
Non-controlling interests		**10,295**	9,266
Total equity		**151,958**	116,370

Li Xia
Director

Lin Di
Director

The notes on pages 36 to 90 are an integral part of these financial statements.

STATEMENT OF FINANCIAL POSITION

as at 31 December 2012

	Notes	2012 HK$'000	2011 HK$'000
ASSETS AND LIABILITIES			
Non-current assets			
Interest in subsidiaries	16	**–**	–
Current assets			
Prepayments		**230**	150
Amounts due from subsidiaries	27	**119,670**	130,826
Bank balances and cash		**5,528**	166
		125,428	131,142
Current liabilities			
Other payables and accrued charges		**377**	498
Amounts due to subsidiaries	27	**64,753**	64,752
		65,130	65,250
Net current assets		**60,298**	65,892
Net assets		**60,298**	65,892
EQUITY			
Share capital	34	**101,505**	101,505
Reserves	36	**(41,207)**	(35,613)
Total equity		**60,298**	65,892

Li Xia
Director

Lin Di
Director

The notes on pages 36 to 90 are an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 31 December 2012

	2012 HK$'000	2011 HK$'000
Cash flows from operating activities		
Profit before income tax	**36,462**	2,590
Adjustments for:		
Depreciation	**2,677**	2,341
Amortisation of development costs	**2,096**	1,282
Provision for doubtful trade receivables	**13**	111
Reversal of provision for impairment of trade receivables	**–**	(360)
Impairment loss on available-for-sale financial assets	**4,023**	476
Impairment loss on goodwill	**1,140**	–
Gain on disposal on available-for-sale financial assets	**–**	(183)
Net (gain)/loss on disposal of property, plant and equipment	**(30,870)**	8
Fair value (gain)/loss on financial assets at fair value through profit or loss	**(1,006)**	1,864
(Gain)/Loss on disposal of financial assets at fair value through profit or loss	**(142)**	46
Interest expense	**295**	293
Share of loss of an associate	**–**	24
Gain on disposal of an associate	**–**	(41)
Dividend income	**(122)**	(133)
Interest income	**(958)**	(653)
Currency translation adjustment	**19**	(257)
Operating profit before working capital changes	**13,627**	7,408
(Increase)/Decrease in inventories	**(47,349)**	13,133
Decrease in finance lease receivables	**379**	327
Increase in amounts due from customers for contract work	**(18,959)**	(13,212)
Increase in trade receivables	**(97,120)**	(8,658)
(Increase)/Decrease in other receivables, deposits and prepayments	**(27,995)**	7,818
Increase in trade payables	**46,207**	7,031
Increase in other payables and accrued charges	**2,254**	9,340
Increase in amounts due to customers for contract work	**5,428**	2,727
Cash generated from operations	**(123,528)**	25,914
Interest paid	**(295)**	(293)
Net cash (used in)/from operating activities	**(123,823)**	25,621

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 31 December 2012

	2012 HK$'000	2011 HK$'000
Cash flows from investing activities		
Purchase of property, plant and equipment	**(3,982)**	(4,374)
Purchase of financial assets at fair value through profit or loss	**–**	(469)
Proceeds from disposal of property, plant and equipment	**36,900**	7
Proceeds from disposal of financial assets at fair value through profit or loss	**749**	600
Proceeds from disposal of an associate	**–**	122
Proceeds from disposal of available-for-sale financial assets	**–**	389
Dividend received	**122**	133
Interest received	**925**	653
Increase in development costs	**–**	(957)
Decrease in time deposits with maturity exceeding three months	**–**	3,540
Net cash from/(used in) investing activities	**34,714**	(356)
Cash flows from financing activities		
Proceeds from other borrowings	**114,999**	–
Repayment of other borrowings	**(9,594)**	(19,875)
Increase in amounts due to directors	**1,648**	–
Repayment of capital element of finance lease liabilities	**–**	(85)
Proceeds from issuance of share capital	**–**	3,000
Share issue expenses	**–**	(94)
Capital contribution by non-controlling interests of a subsidiary	**–**	2,664
Net cash from/(used in) financing activities	**107,053**	(14,390)
Net increase in cash and cash equivalents	**17,944**	10,875
Cash and cash equivalents at 1 January	**69,233**	57,365
Effect on foreign exchange rate changes, on cash held	**586**	993
Cash and cash equivalents at 31 December, represented by bank balances and cash	**87,763**	69,233

The notes on pages 36 to 90 are an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31 December 2012

	Equity attributable to owners of the Company							
	Share capital HK$'000	Share premium* HK$'000	Investment revaluation reserve* HK$'000	Exchange reserve* HK$'000	Accumulated losses* HK$'000	Total HK$'000	Non-controlling interests HK$'000	Total equity HK$'000
Balance at 1 January 2011	98,505	179,650	–	5,178	(182,160)	101,173	6,465	107,638
Issue of share capital (note 34)	3,000	–	–	–	–	3,000	–	3,000
Share issuance expenses	–	(94)	–	–	–	(94)	–	(94)
Capital contribution by non-controlling interests of a subsidiary	–	–	–	–	–	–	2,664	2,664
Transactions with owners	3,000	(94)	–	–	–	2,906	2,664	5,570
Profit/(Loss) for the year	–	–	–	–	2,591	2,591	(220)	2,371
Other comprehensive income								
Exchange gain on translation of financial statements of foreign operations	–	–	–	434	–	434	357	791
Change in fair value of available-for-sale financial assets	–	–	(476)	–	–	(476)	–	(476)
Impairment loss on available-for-sale financial assets transferred to profit or loss	–	–	476	–	–	476	–	476
Total comprehensive income for the year	–	–	–	434	2,591	3,025	137	3,162
Balance at 31 December 2011 and 1 January 2012	**101,505**	**179,556**	**–**	**5,612**	**(179,569)**	**107,104**	**9,266**	**116,370**
Profit for the year	**–**	**–**	**–**	**–**	**34,158**	**34,158**	**943**	**35,101**
Other comprehensive income								
Exchange gain on translation of financial statements of foreign operations	**–**	**–**	**–**	**401**	**–**	**401**	**86**	**487**
Change in fair value of available-for-sale financial assets	**–**	**–**	**(123)**	**–**	**–**	**(123)**	**–**	**(123)**
Impairment loss on available-for-sale financial assets transferred to profit or loss	**–**	**–**	**123**	**–**	**–**	**123**	**–**	**123**
Total comprehensive income for the year	**–**	**–**	**–**	**401**	**34,158**	**34,559**	**1,029**	**35,588**
Balance at 31 December 2012	**101,505**	**179,556**	**–**	**6,013**	**(145,411)**	**141,663**	**10,295**	**151,958**

* These reserves accounts comprise the Group's reserves of HK$40,158,000 (2011: HK$5,599,000) in the consolidated statement of financial position.

The notes on pages 36 to 90 are an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2012

1. GENERAL INFORMATION

Hong Kong Jewellery Holding Limited (formerly known as Excel Technology International Holdings Limited) (the "Company") is incorporated in Bermuda as an exempted company with limited liability. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and, its principal place of business is Hong Kong. The Company's shares are listed on the Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited.

The name of the Company was changed from Excel Technology International Holdings Limited to Hong Kong Jewellery Holding Limited. This change of name was approved by shareholders at the Special General Meeting held on 7 November 2012 and became effective on 20 November 2012.

In the opinion of the directors, at the reporting date, the Company is controlled by Sino Eminent Limited, a limited liability company incorporated in the British Virgin Islands. The ultimate parent of the Company is Ocean Expert Investments Limited, a company incorporated in the British Virgin Islands.

The Company is an investment holding company. Its principal subsidiaries are engaged in the development, sale and implementation of enterprise software and the provision of systems integration, professional services and ASP services and investment holding. During 2012, the Group has commenced the set up of its business in the chain retail of gold and jewellery products. The Group's operations are based in Hong Kong and The People's Republic of China ("PRC").

The financial statements for the year ended 31 December 2012 were approved for issue by the board of directors on 19 March 2013.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

The financial statements on pages 30 to 90 have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the disclosure requirements of the Hong Kong Companies Ordinance. The financial statements also include the applicable disclosure requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited ("GEM Listing Rules").

The significant accounting policies that have been used in the preparation of these financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated. The adoption of new or amended HKFRSs and their impact on the Group's financial statements, if any, are disclosed in note 3.

The financial statements have been prepared on the historical cost basis, except for financial instruments classified as available-for-sale financial assets and financial assets at fair value through profit or loss which are stated at fair values. The measurement bases are fully described in the accounting policies below.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.1 Basis of preparation *(Continued)*

It should be noted that accounting estimates and assumptions are used in the preparation of the financial statements. Although these estimates are based on management's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 4.

2.2 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31 December each year.

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to control the financial and operating policies so as to obtain benefits from their activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

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

Intra-group transactions, balances and unrealised gains and losses on transactions between group companies are eliminated in preparing the consolidated financial statements. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from the Group's perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Non-controlling interests represent the equity of a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at their proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from the equity attributable to the owners of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the owners of the Company.

In the Company's statement of financial position, subsidiaries are carried at cost less any impairment loss unless the subsidiary is held for sale or included in a disposal group. Cost includes directly attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable at the reporting date. All dividends whether received out of the investee's pre or post-acquisition profits are recognised in the Company's profit or loss.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.3 Business combination

Acquisitions of subsidiaries and businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed. If, after assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value on the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

2.4 Associates

Associates are those entities over which the Group is able to exert significant influence, generally accompanying a shareholding of between 20% and 50% of voting rights but which are neither subsidiaries nor investment in a joint venture.

In the consolidated financial statements, an investment in an associate is initially recognised at cost and subsequently accounted for using the equity method.

2.5 Foreign currency translation

The financial statements are presented in Hong Kong Dollars (HK$), which is also the functional currency of the Company.

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At the reporting date, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the reporting date retranslation of monetary assets and liabilities are recognised in profit or loss.

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.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.5 Foreign currency translation *(Continued)*

In the consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into Hong Kong dollars. Assets and liabilities have been translated into Hong Kong dollars at the closing rates at the reporting date. Income and expenses have been converted into Hong Kong dollars at the exchange rates ruling at the transaction dates, or at the average rates over the reporting period provided that the exchange rates do not fluctuate significantly. Any differences arising from this procedure have been recognised in other comprehensive income and accumulated separately in the exchange reserve in equity.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation on or after 1 January 2005 have been treated as assets and liabilities of the foreign operation and translated into Hong Kong dollars at the closing rates. Goodwill arising on the acquisitions of foreign operations before 1 January 2005 is translated at the foreign exchange rate that applied at the date of acquisition of the foreign operation.

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or loss of significant influence over an associate that includes a foreign operation), all of the accumulated exchange differences in respect of that operation attributable to the Group are reclassified to profit or loss. Any exchange differences that have previously been attributed to non-controlling interests are derecognised, but they are not reclassified to profit or loss.

In the case of a partial disposal (i.e. no loss of control) of a subsidiary that includes a foreign operation, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. of associates or jointly controlled entities not involving a change of accounting basis), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

2.6 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

As the Group's lease payments cannot be allocated reliably between the land and building elements, the entire lease payments are included in the cost of the leasehold land and buildings as a finance lease in property, plant and equipment (note 2.7).

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.6 Property, plant and equipment *(Continued)*

Depreciation on property, plant and equipment is provided to write off the cost less their residual values over their estimated useful lives, using the straight-line method, at the following rates per annum:

Leasehold land and buildings	2.5%
Leasehold improvements	25%
Computer and office equipment	20 to $33^1/_3$%
ASP software	20%
Furniture and fixtures	25%
Motor vehicles	30%

The assets' residual values, depreciation methods and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

The gain or loss arising on retirement or disposal is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the profit or loss.

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

2.7 Leasehold land and land use rights

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantively all the risks and rewards incidental to ownership of each element have been transferred to the Group. Specially, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment (note 2.6).

2.8 Goodwill

Goodwill arising in a business combination is recognised as an asset at the date that control is acquired (the acquisition date). Goodwill is measured as the excess of the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the Group's interest in the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.8 Goodwill *(Continued)*

If, after reassessment, the Group's interest in the fair value of the acquiree's identifiable net assets exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Goodwill is stated at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment (see note 2.20).

On subsequent disposal of a subsidiary, the attributable amount of goodwill capitalised is included in the determination of the amount of gain or loss on disposal. Goodwill relating to business combinations or investments in associates prior to 1 January 2001 continues to be held in reserves and will be charged to the retained profits at the time when the business or associate to which the goodwill relates is disposed of or when a cash-generating unit to which goodwill relates becomes impaired.

2.9 Research and development costs

Costs associated with research activities are expensed in profit or loss as they occur. Costs that are directly attributable to development activities are recognised as intangible assets provided they meet the following recognition requirements:

(i) demonstration of technical feasibility of the prospective product for internal use or sale;

(ii) there is an intention to complete the intangible asset and use or sell it;

(iii) the Group's ability to use or sell the intangible asset is demonstrated;

(iv) the intangible asset will generate probable economic benefits through internal use or sale;

(v) sufficient technical, financial and other resources are available for completion; and

(vi) the expenditure attributable to the intangible asset can be reliably measured.

Direct costs include employee costs incurred on development activities along with an appropriate portion of relevant overheads. The costs of development of internally generated software, products or knowhow that meet the above recognition criteria are recognised as intangible assets. They are subject to the same subsequent measurement method as acquired intangible assets.

All other development costs are expensed as incurred.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.9 Research and development costs *(Continued)*

After initial recognition of the development costs, intangible assets with finite useful lives are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives. Amortisation commences when the intangible assets are available for use. The following useful lives are applied:

Capitalised development costs	3 years

The assets' amortisation methods and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

Intangible assets are tested for impairment as described below in note 2.20.

2.10 Financial assets

The Group's accounting policies for financial assets other than investments in subsidiaries and an associate are set out below.

Financial assets are classified into the following categories:

– Financial assets at fair value through profit or loss

– Loans and receivables

– Available-for-sale financial assets

Management determines the classification of its financial assets at initial recognition depending on the purpose for which the financial assets were acquired and where allowed and appropriate, re-evaluates this designation at every reporting date.

All financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the instrument. Regular way purchases of financial assets are recognised on trade date. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

Derecognition of financial assets occurs when the rights to receive cash flows from the investments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred.

At each reporting date, financial assets other than at fair value through profit or loss are reviewed to assess whether there is objective evidence of impairment. If any such evidence exists, an impairment loss is determined and recognised based on the classification of the financial asset.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.10 Financial assets *(Continued)*

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

Financial assets at fair value through profit or loss include financial assets held for trading.

Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term, or it is part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent pattern of short-term profit-taking.

Subsequent to initial recognition, the financial assets are measured at fair value with changes in fair value recognised in profit or loss. Fair value is determined by reference to active market transactions. The fair value gain or loss does not include any dividend or interest earned on these financial assets. Dividend and interest income is recognised in accordance with the Group's policies in note 2.18 to these financial statements.

(ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are subsequently measured at amortised cost using the effective interest method, less any impairment losses. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction cost. Interest is recognised in profit or loss.

(iii) Available-for-sale financial assets

Non-derivative financial assets that do not qualify for inclusion in any of the other categories of financial assets are classified as available-for-sale financial assets.

All financial assets within this category are subsequently measured at fair value. Gain or loss arising from a change in the fair value excluding any dividend and interest income is recognised in other comprehensive income and accumulated separately in the investment revaluation reserve in equity, except for impairment losses (see the policy below) and foreign exchange gains and losses on monetary assets, until the financial asset is derecognised, at which time the cumulative gain or loss is reclassified from equity to profit or loss. Interest calculated using the effective interest method is recognised in profit or loss.

The fair value of available-for-sale monetary assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the reporting date. The change in fair value attributable to translation differences that result from a change in amortised cost of the asset is recognised in profit or loss, and other changes are recognised in other comprehensive income.

For available-for-sale investments in equity securities 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 reporting date subsequent to initial recognition.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.10 Financial assets *(Continued)*

Impairment of financial assets

At each reporting date, financial assets other than at fair value through profit or loss are reviewed to determine whether there is any objective evidence of impairment.

Objective evidence of impairment of individual financial assets includes observable data that comes to the attention of the Group about one or more of the following loss events:

– Significant financial difficulty of the debtor;

– A breach of contract, such as a default or delinquency in interest or principal payments;

– It becoming probable that the debtor will enter bankruptcy or other financial reorganisation;

– Significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor;

– The disappearance of an active market for that financial asset because of financial difficulties; and

– A significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

Loss events in respect of a group of financial assets include observable data indicating that there is a measurable decrease in the estimated future cash flows from the group of financial assets. Such observable data includes but not limited to adverse changes in the payment status of debtors in the Group and, national or local economic conditions that correlate with defaults on the assets in the Group.

If any such evidence exists, the impairment loss is measured and recognised as follows:

(i) Financial assets carried at amortised cost

If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The amount of the loss is recognised in the profit or loss of the period in which the impairment occurs.

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 was recognised, the previously recognised impairment loss is reversed to the extent that it does not result in a carrying amount of the financial asset exceeding what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in profit or loss of the period in which the reversal occurs.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.10 Financial assets *(Continued)*

Impairment of financial assets (Continued)

(ii) Available-for-sale financial assets

When a decline in the fair value of an available-for-sale financial asset has been recognised in other comprehensive income and accumulated in equity and there is objective evidence that the asset is impaired, an amount is removed from equity and recognised in profit or loss as an impairment loss. That amount is measured as the difference between the asset's acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that asset previously recognised in profit or loss.

Reversals in respect of investment in equity instruments classified as available-for-sale and stated at fair value are not recognised in the profit or loss. The subsequent increase in fair value is recognised in other comprehensive income.

(iii) Financial assets carried at cost

The amount of impairment loss is measured as the difference between the carrying amount of the financial asset and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment losses are not reversed in subsequent periods.

Impairment losses of financial assets other than financial assets at fair value through profit or loss and trade receivables that are stated at amortised cost, are written off against the corresponding assets directly. Where the recovery of trade receivables is considered doubtful but not remote, the impairment losses for doubtful receivables are recorded using an allowance account. When the Group is satisfied that recovery of trade receivables is remote, the amount considered irrecoverable is written off against trade receivables directly and any amounts held in the allowance account in respect of that receivables are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

Impairment losses recognised in an interim period in respect of available-for-sale equity securities and unquoted equity securities carried at cost are not reversed in a subsequent period. Consequently, if the fair value of an available-for-sale equity security increases in the remainder of an annual period, or in a subsequent period, the increase is recognised in other comprehensive income.

2.11 Inventories

Inventories, which represent merchandise held for resale, are carried at the lower of cost and net realisable value. Cost, which comprises all costs of purchase and, where applicable, other costs that have been incurred in bringing the inventories to their present location and condition, is determined using the first in, first out method. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and applicable selling expenses.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.12 Cash and cash equivalents

Cash and cash equivalents include cash at bank and in hand and demand deposits with banks.

2.13 Financial liabilities

The Group's financial liabilities mainly include trade and other payables, amount due to directors and other borrowings. They are included in line items in the statement of financial position as trade and other payables, amounts due to directors and borrowings under current liabilities.

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. All interest related charges are recognised in accordance with the Group's accounting policy for borrowing costs (see note 2.22).

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

Borrowings

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

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

Trade payables

Trade payables are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method.

2.14 Financial guarantees issued

A financial guarantee contract is a contract that requires the issuer (or guarantor) to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee is initially recognised as deferred income within trade and other payables. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income.

The amount of the guarantee initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised if and when it becomes probable that the holder of the guarantee will call upon the Group under the guarantee and the amount of that claim on the Group is expected to exceed the current carrying amount (i.e. the amount initially recognised less accumulated amortisation), where appropriate.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.15 Leases

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

(i) Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases, with an exception as below.

Land held for own use under an operating lease, the fair value of which cannot be measured separately from the fair value of a building situated thereon, at the inception of the lease, is accounted for as being held under a finance lease, unless the building is also clearly held under an operating lease (see note 2.6). For these purposes, the inception of the lease is the time that the lease was first entered into by the Group, or taken over from the previous lessee.

(ii) Operating lease charges as the lessee

Where the Group has the right to use assets held under operating leases, payments made under the leases are charged to profit or loss on a straight line basis over the lease terms except where an alternative basis is more representative of the pattern of benefits to be derived from the leased assets. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals, if any, are charged to profit or loss in the accounting period in which they are incurred.

(iii) Assets leased out under finance leases as the lessor

When assets are leased out under a finance lease, the present value of the lease payments is recognised as a receivable. The difference between the gross receivable and the present value of the receivable is recognised as unearned finance income.

Lease income is recognised over the term of the lease using the net investment method, which reflects a constant periodic rate of return on the net investment in the lease.

2.16 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.17 Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued.

Any transaction costs associated with the issuing of shares are deducted from share premium (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction.

2.18 Revenue recognition

Revenue comprises the fair value for the consideration received or receivable for the sale of goods, rendering of services and the use by others of the Group's assets yielding interest, royalties and dividends, net of rebates and discounts. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised as follows:

In circumstances where the contract price can be allocated on a reasonable basis to the elements of resale of hardware and software products, sale of software licences and development of customised software, revenue is recognised as described below:

(a) Revenue from resale of complementary hardware and software products is recognised when the goods are delivered and title has been passed;

(b) Revenue from sale of software licences is recognised upon delivery of the software products to the customer when there are no post-delivery obligations;

(c) Revenue from the development of customised software is recognised by reference to the stage of completion of the customisation work (including post-delivery service support) at the reporting date, as measured by reference to services performed to date as a percentage of total services to be performed in relation to the design and prescribed services as agreed with customers to be rendered in different phases.

Where the contract price cannot be allocated into individual elements of the sale of enterprise software products and custom development, revenue from sale of enterprise software products and custom development is recognised by reference to the stage of completion of the sale of enterprise software products and custom development (including post-delivery service support) at the reporting date, as measured by reference to the costs incurred to date as compared to the total costs to be incurred under the transaction.

Maintenance service income is recognised on a straight line basis over the terms of the relevant maintenance service contracts. Where maintenance service income is not separately invoiced, it is unbundled from licence fees and deferred and recognised on a straight line basis over the period of the relevant maintenance service contracts.

Systems integration income is recognised when the services are provided.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.18 Revenue recognition *(Continued)*

Professional services income is recognised when the services are provided.

Application Service Provider ("ASP") services income is recognised when the services are provided.

Interest income is recognised on a time-proportion basis using the effective interest method.

Management fee income is recognised when services are rendered.

Dividend is recognised when the right to receive payment is established.

2.19 Contract for services

Contract revenue on the rendering of services comprises the agreed contract amount. Costs of rendering services comprise labour and other costs of personnel directly engaged in providing the services and attributable overheads.

Revenue from the rendering of services is recognised based on the percentage of completion of the transaction, provided that the revenue, the costs incurred and the estimated costs to completion can be measured reliably. The percentage of completion is established by reference to the estimated stage of completion (see note 2.18).

Provision is made for foreseeable losses as soon as they are anticipated by management.

Where estimated value of work performed exceeds progress billings, the surplus is treated as an amount due from contract customers for contract work.

Where progress billings exceed estimated value of work performed, the surplus is treated as an amount due to contract customers for contract work.

2.20 Impairment of non-financial assets

Goodwill arising on an acquisition of a subsidiary, development costs, property, plant and equipment and the Company's interest in subsidiaries and associates are subject to impairment testing.

Goodwill and development costs with indefinite useful lives or those not yet available for use are tested for impairment at least annually, irrespective of whether there is any indication that they are impaired. All other assets are tested for impairment whenever there are indications that the asset's carrying amount may not be recoverable.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of fair value, reflecting market conditions less costs to sell, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.20 Impairment of non-financial assets *(Continued)*

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e. a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Goodwill in particular is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the group at which the goodwill is monitored for internal management purposes and is not larger than an operating segment.

Impairment losses recognised for cash-generating units, to which goodwill has been allocated, are credited initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro rata to the other assets in the cash generating unit, except that the carrying value of an asset will not be reduced below its individual fair value less cost to sell, or value in use, if determinable.

An impairment loss on goodwill is not reversed in subsequent periods. In respect of other assets, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

2.21 Employee benefits

Retirement benefits

Retirement benefits to employees are provided through defined contribution plans.

The Group operates a defined contribution retirement benefits scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance, for all of its employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries.

The employees of the Group's subsidiaries which operate in PRC and Singapore are required to participate in the central pension scheme operated by the local municipal government. These subsidiaries are required to contribute certain percentage of their payroll costs to the central pension scheme.

Contributions are recognised as an expense in profit or loss as employees render services during the year. The Group's obligations under these plans is limited to the fixed percentage contributions payable.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.21 Employee benefits *(Continued)*

Short-term employee benefits

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

Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

Share-based employee compensation

All share-based payment arrangements granted after 7 November 2002 and had not vested on 1 January 2005 are recognised in the financial statements. The Group operates equity-settled share-based compensation plans for remuneration of its employees.

All employee services received in exchange for the grant of any share-based compensation are measured at their fair values. These are indirectly determined by reference to the share options awarded. Their value is appraised at the grant date and excludes the impact of any non-market vesting conditions (for example, profitability and sales growth targets).

All share-based compensation is recognised as an expense in profit or loss over the vesting period if vesting conditions apply, or recognised as an expense in full at the grant date when the equity instruments granted vest immediately unless the compensation qualifies for recognition as asset, with a corresponding increase in the share option reserve in equity. If vesting conditions apply, the expense is recognised over the vesting period, based on the best available estimate of the number of equity instruments expected to vest. Non-market vesting conditions are included in assumptions about the number of equity instrument that are expected to vest. Estimates are subsequently revised, if there is any indication that the number of equity instrument expected to vest differs from previous estimates.

At the time when the share options are exercised, the amount previously recognised in the share option reserve will be transferred to share premium. After vesting date, when the vested share options are later forfeited or are still not exercised at the expiry date, the amount previously recognised in the share option reserve will be transferred to accumulated losses.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.22 Borrowing costs

Borrowing costs incurred, net of any investment income earned on the temporary investment of the specific borrowings, for the acquisition, construction or production of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. A qualifying asset is an asset which necessarily takes a substantial period of time to get ready for its intended use or sale. Other borrowing costs are expensed when incurred.

Borrowing costs are capitalised as part of the cost of a qualifying asset when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are being undertaken. Capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

2.23 Accounting for income taxes

Income tax comprises current tax and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting period, that are unpaid at the reporting date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of tax expense in profit or loss.

Deferred tax is calculated using the liability method on temporary differences at the reporting date between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit, including existing taxable temporary differences, will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax 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 assets and liabilities in a transaction that affects neither taxable nor accounting profit or loss.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the reporting date.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.23 Accounting for income taxes *(Continued)*

Changes in deferred tax assets or liabilities are recognised in profit or loss, or in other comprehensive income or directly in equity if they relate to items that are charged or credited to other comprehensive income or directly to equity.

Current tax assets and current tax liabilities are presented net if, and only if,

(a) the Group has the legally enforceable right to set off the recognised amounts; and

(b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

The Group presents deferred tax assets and deferred tax liabilities net if, and only if,

(a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and

(b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:

(i) the same taxable entity; or

(ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

2.24 Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major geographical areas.

The Group has identified the following reportable segments:

- Hong Kong (domicile)
- PRC and Taiwan
- South East Asia

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.24 Segment reporting *(Continued)*

Each reportable segment provides the following products and services:

- Enterprise software products
- Systems integration
- Professional services
- ASP services

In 2012, the Group has just started up its operation in relation to its jewellery business in the PRC and has an insignificant impact to the Group's financial statements for the year.

Each of these operating segments is managed separately as each of the geographical areas requires different resources as well as marketing approaches. All inter-segment transfers are carried out at arms length prices. The geographical reportable segments are based on the location of assets.

The measurement policies the Group uses for reporting segment results under HKFRS 8 are the same as those used in its financial statements prepared under HKFRSs, except that corporate income and expenses which are not directly attributable to the business activities of any operating segment are not included in arriving at the operating results of the operating segment.

Segment assets include all assets but corporate assets which are not directly attributable to the business activities of any operating segment and are not allocated to a segment.

Segment liabilities exclude corporate liabilities which are not directly attributable to the business activities of any operating segment and are not allocated to a segment.

No asymmetrical allocations have been applied to reportable segments.

2.25 Related parties

(a) A person, or a close member of that person's family, is related to the Group if that person:

   (i) has control or joint control over the Group;

   (ii) has significant influence over the Group; or

   (iii) is a member of the key management personnel of the Group or the Group's parent.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.25 Related parties *(Continued)*

(b) An entity is related to the Group if any of the following conditions applies:

(i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);

(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);

(iii) Both entities are joint ventures of the same third party;

(iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;

(v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;

(vi) The entity is controlled or jointly controlled by a person identified in (a); or

(vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

3. ADOPTION OF NEW OR AMENDED HKFRSs

In the current year, the Group has applied for the first time the new standards, amendments and interpretations (the "new HKFRSs") issued by the HKICPA, which are relevant to and effective for the Group's financial statements for the annual period beginning on 1 January 2012. The adoption of the new HKFRSs had no material impact on how the results and financial position for the current and prior periods have been prepared and presented.

At the date of authorisation of these financial statements, certain new and amended HKFRSs have been published but are not yet effective, and have not been adopted early by the Group.

The directors anticipate that all of the pronouncements will be adopted in the Group's accounting policy for the first period beginning after the effective date of the pronouncement. The directors are currently assessing the impact of these HKFRSs but are not yet in the position to state whether they would have any material impact on the Group's financial statements.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4.1 Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Estimated impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment in accordance with the accounting policy stated in note 2.20. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates about future cash flows and discount rates. In the process of estimating expected future cash flows management makes assumptions about future revenues and profits. These assumptions relate to future events and circumstances. The actual results may vary and may cause a material adjustment to the carrying amount of goodwill within the next financial year.

Determining the appropriate discount rate involves estimating the appropriate adjustment for market risk and for asset specific risk factors. Details of the estimates of the recoverable amounts of cash generating units containing goodwill are disclosed in note 19.

The Group has incurred an impairment loss of HK$1,140,000 on goodwill in 2012 in order to reduce the carrying amount of goodwill to its recoverable amount.

Allowance for bad and doubtful debts

The provisioning policy for bad and doubtful debts of the Group is based on the evaluation of collectability and ageing analysis of the trade receivables. A considerable amount of estimation and judgement is required in assessing the ultimate realisation of these receivables, including their current creditworthiness, past collection history and financial condition. If the financial conditions of these customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowance will be required.

Fair value of available-for-sale financial assets

The available-for-sale financial assets as recorded in the consolidated statement of financial position included an investment in unlisted private equity funds (the "Funds") amounting to HK$2,543,000 (2011: HK$2,666,000) which are stated at fair value.

The Funds' assets mainly represent investments in listed and unlisted companies in high growth technology industries (the "Investments"). The fair value of the Investments is reviewed by management of the Funds semi-annually on 30 June and 31 December, which estimation involves judgements of management of the Funds.

The fair value of the Funds as at reporting date represented the Group's share of net assets of the Fund by reference to its unaudited management accounts for the year ended 31 December 2012.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

4.1 Critical accounting estimates and assumptions *(Continued)*

Deferred tax

At 31 December 2012, deferred tax assets of HK$1,458,000 (2011: HK$2,609,000) in relation to unused tax losses have been recognised in the Group's consolidated statement of financial position. No deferred tax asset has been recognised in respect of the remaining tax losses of HK$61,406,000 (2011: HK$74,155,000) due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less or more than expected, a material reversal or further recognition of deferred tax assets may arise, which would be recognised in the profit or loss for the period in which such a reversal or further recognition takes place.

4.2 Critical judgements in applying the entity's accounting policies

Research and development activities

Careful judgment by the Company's management is applied when deciding whether the recognition requirements for development costs have been met. This is necessary as the economic success of any product development is uncertain and may be subject to future technical problems at the time of recognition. Judgments are based on the best information available at each reporting date. In addition, all internal activities related to the research and development of new software, products or knowhow are continuously monitored by the Company's management.

5. REVENUE AND TURNOVER

The Group's principal activities are disclosed in note 1 to these financial statements. Turnover of the Group is the revenue from these activities.

Revenue from external customers from the Group's principal activities recognised during the year is as follows:

	2012 **HK$'000**	2011 HK$'000
Enterprise software products	**155,218**	98,920
Systems integration	**145,676**	355,376
Professional services	**44,770**	54,068
ASP services	**3,441**	4,536
Total revenue	**349,105**	512,900

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2012

6. SEGMENT INFORMATION

The executive directors, being the chief operating decision maker, have identified the Group's three geographical areas as operating segments as further described in note 2.24.

These operating segments are monitored and strategic decisions are made on the basis of adjusted segment operating results.

	2012			
	Hong Kong HK$'000	PRC and Taiwan HK$'000	South East Asia HK$'000	Total HK$'000
Revenue				
– From external customers	136,878	203,631	8,596	349,105
– From other segments	17,620	25,589	3,012	46,221
Reportable segment revenue	154,498	229,220	11,608	395,326
Reportable segment profit/(loss)	39,676	(4,623)	1,409	36,462
Interest income	358	533	67	958
Depreciation and amortisation of non-financial assets	2,685	2,059	29	4,773
Net gain on disposal of property, plant and equipment	30,870	–	–	30,870
Gain on disposal of financial assets at fair value through profit or loss	142	–	–	142
Fair value gain on financial assets at fair value through profit or loss	1,006	–	–	1,006
Impairment loss on available-for-sale financial assets	4,023	–	–	4,023
Impairment loss on goodwill	–	1,140	–	1,140
Finance costs	–	295	–	295
Reportable segment assets	193,630	286,416	12,189	492,235
Additions to non-current segment assets (other than financial instruments and deferred tax assets) during the year	827	3,100	55	3,982
Reportable segment liabilities	34,347	292,381	13,549	340,277

6. SEGMENT INFORMATION *(Continued)*

	2011			
	Hong Kong HK$'000	PRC and Taiwan HK$'000	South East Asia HK$'000	Total HK$'000
Revenue				
– From external customers	113,082	390,414	9,404	512,900
– From other segments	9,933	23,184	1,958	35,075
Reportable segment revenue	123,015	413,598	11,362	547,975
Reportable segment profit/(loss)	6,467	(6,324)	2,447	2,590
Interest income	267	347	39	653
Depreciation and amortisation of non-financial assets	1,919	1,667	37	3,623
Net loss on disposal of property, plant and equipment	8	–	–	8
Loss on disposal of financial assets at fair value through profit or loss	46	–	–	46
Fair value loss on financial assets at fair value through profit or loss	1,864	–	–	1,864
Impairment loss on available-for-sale financial assets	476	–	–	476
Gain on disposal of available-for-sale financial assets	183	–	–	183
Finance costs	3	290	–	293
Gain on disposal of an associate	–	41	–	41
Share of loss of an associate	–	24	–	24
Reportable segment assets	169,765	109,621	9,598	288,984
Additions to non-current segment assets (other than financial instruments and deferred tax assets) during the year	1,950	3,351	30	5,331
Reportable segment liabilities	19,144	141,305	12,165	172,614

6. SEGMENT INFORMATION *(Continued)*

The totals presented for the Group's operating segments reconcile to the Group's key financial figures as presented in the financial statements as follows:

	2012 HK$'000	2011 HK$'000
Reportable segment revenue	**395,326**	547,975
Elimination of inter segment revenue	**(46,221)**	(35,075)
Group revenue	**349,105**	512,900

	2012 HK$'000	2011 HK$'000
Reportable segment assets	**492,235**	288,984
Consolidation	**(100,997)**	(95,186)
Group assets	**391,238**	193,798

	2012 HK$'000	2011 HK$'000
Reportable segment liabilities	**340,277**	172,614
Consolidation	**(100,997)**	(95,186)
Group liabilities	**239,280**	77,428

The Group's non-current assets (other than financial instruments and deferred tax assets) are divided into the following geographical areas:

	2012 HK$'000	2011 HK$'000
Hong Kong	**3,578**	11,467
PRC and Taiwan	**8,990**	9,028
South East Asia	**65**	38
Total	**12,633**	20,533

During 2012, HK$155,218,000 or 44.46% of the Group's revenue depended on a single customer in the PRC and Taiwan segment (2011: HK$286,767,000 or 55.91% in the PRC and Taiwan segment). At the reporting date, 72.88% of the Group's trade receivables was due from this customer (2011: 5.86%).

7. OTHER INCOME

	2012 HK$'000	2011 HK$'000
Other revenue		
Interest income	**958**	653
Dividend income from listed securities	**122**	133
Management fee income	**2,200**	–
Others	**640**	334
	3,920	1,120
Other net income		
Fair value gain on financial assets at fair value through profit or loss	**1,006**	–
Net gain on disposal of property, plant and equipment	**30,870**	–
Gain on disposal of an associate	**–**	41
Gain on disposal of available-for-sale financial assets	**–**	183
Gain on disposal of financial assets at fair value through profit or loss	**142**	–
Reversal of provision for impairment of trade receivables	**–**	360
Net foreign exchange gain	**–**	381
Sundry income	**–**	158
	32,018	1,123
	35,938	2,243

8. FINANCE COSTS

	2012 HK$'000	2011 HK$'000
Interest charges on:		
Finance charges on obligations under finance leases	**–**	3
Other interest expense	**295**	290
	295	293

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for the year ended 31 December 2012

9. PROFIT BEFORE INCOME TAX

Profit before income tax is arrived at after (crediting)/charging:

	2012 HK$'000	2011 HK$'000
Cost of inventories sold	**137,301**	347,314
Cost of services rendered	**150,431**	116,082
Depreciation	**2,677**	2,341
Amortisation of development costs	**2,096**	1,282
Auditors' remuneration	**1,518**	837
Net (gain)/loss on disposal of property, plant and equipment	**(30,870)**	8
Gain on disposal of available-for-sale financial assets	**–**	(183)
Impairment loss on goodwill	**1,140**	–
Impairment loss on available-for-sale financial assets	**4,023**	476
Provision for doubtful trade and other receivables	**13**	111
Fair value (gain)/loss on financial assets at fair value through profit or loss	**(1,006)**	1,864
(Gain)/Loss on disposal of financial assets at fair value through profit or loss	**(142)**	46
Net exchange loss/(gain)	**74**	(381)
Operating lease charges on land and buildings	**6,554**	5,833

10. INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profits for the year. Taxation on overseas profits has been calculated on the estimated assessable profits for the year at the rates prevailing in the countries in which the Group operates.

	2012 HK$'000	2011 HK$'000
Current tax		
– Hong Kong		
Current year	**–**	143
– Overseas		
Current year	**1,539**	676
	1,539	819
Deferred tax		
Current year	**(178)**	(600)
Total income tax expense	**1,361**	219

10. INCOME TAX EXPENSE *(Continued)*

Reconciliation between tax expense and accounting profit at applicable tax rates:

	2012 HK$'000	2011 HK$'000
Profit before income tax	**36,462**	2,590
Tax at the Hong Kong profits tax rate of 16.5% (2011: 16.5%)	**6,016**	427
Tax effect of non-taxable revenue	**(5,153)**	(1,191)
Tax effect of non-deductible expenses	**3,690**	2,538
Tax effect of unrecognised temporary differences	**22**	33
Tax effect of unrecognised tax losses	**1,141**	984
Utilisation of previously unrecognised tax losses	**(4,248)**	(2,158)
Effect of different tax rates of subsidiaries operating in other jurisdictions	**(246)**	(443)
Others	**139**	29
Income tax expense	**1,361**	219

11. PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY

Of the consolidated profit attributable to owners of the Company of HK$34,158,000 (2011: HK$2,591,000), a loss of HK$5,594,000 (2011: loss of HK$1,162,000) has been dealt with in the financial statements of the Company.

12. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share is based on the profit attributable to owners of the Company of HK$34,158,000 (2011: HK$2,591,000) and the weighted average number of ordinary shares of 1,015,050,000 (2011: 1,000,255,479) in issue during the year.

Diluted earnings per share for the year ended 31 December 2012 and 2011 equates the basic earnings per share as there is no potential ordinary share in existence during the year.

13. EMPLOYEE BENEFITS EXPENSE (including directors' emoluments)

	2012 HK$'000	2011 HK$'000
Wages, salaries and other benefits	**124,389**	111,954
Termination benefits	**–**	155
Pension costs – defined contribution plans	**10,808**	9,017
	135,197	121,126

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for the year ended 31 December 2012

14. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS

14.1 Directors' emoluments

	Notes	Directors' fees HK$'000	Salaries and allowances HK$'000	Benefit-in-kind HK$'000	Contributions to defined contribution plan HK$'000	Total HK$'000
2012						
Executive directors:						
Li Xia	(a)	**–**	**140**	**–**	**–**	**140**
Lin Di	(a)	**–**	**120**	**–**	**–**	**120**
Chen Yin	(a)	**–**	**116**	**–**	**–**	**116**
Yip Tin Hung	(a)	**–**	**180**	**–**	**–**	**180**
Zee Chan Mei Chu, Peggy		**–**	**1,000**	**245**	**14**	**1,259**
Fung Din Chung, Rickie	(b)	**–**	**600**	**–**	**6**	**606**
Leung Lucy, Michele	(b)	**–**	**500**	**101**	**6**	**607**
Ng Wai King, Steve	(b)	**–**	**500**	**–**	**6**	**506**
Non-executive director:						
Ip Tak Chuen, Edmond	(b)	**–**	**–**	**–**	**–**	**–**
Independent non-executive directors:						
Lam Tin Faat	(a)	**90**	**–**	**–**	**–**	**90**
Lu Haina	(a)	**60**	**–**	**–**	**–**	**60**
Fu Ping Man	(a)	**60**	**–**	**–**	**–**	**60**
Cheong Ying Chew, Henry	(b)	**50**	**–**	**–**	**–**	**50**
Chang Ka Mun	(b)	**50**	**–**	**–**	**–**	**50**
Wong Mee Chun	(b)	**50**	**–**	**–**	**–**	**50**
		360	**3,156**	**346**	**32**	**3,894**
2011						
Executive directors:						
Zee Chan Mei Chu, Peggy		–	1,000	541	12	1,553
Fung Din Chung, Rickie		–	1,150	–	12	1,162
Leung Lucy, Michele		–	1,000	233	12	1,245
Ng Wai King, Steve		–	1,000	–	12	1,012
Non-executive director:						
Ip Tak Chuen, Edmond		–	–	–	–	–
Independent non-executive directors:						
Cheong Ying Chew, Henry		100	–	–	–	100
Chang Ka Mun		100	–	–	–	100
Wong Mee Chun		100	–	–	–	100
		300	4,150	774	48	5,272

14. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS *(Continued)*

14.1 Directors' emoluments *(Continued)*

Notes:

(a) Appointed on 3 July 2012.

(b) Resigned on 3 July 2012.

Benefit-in-kind represents the estimated rateable value of residential accommodation in respect of properties owned by the Group and occupied by two executive directors of the Company.

No emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office during the year (2011: Nil).

There were no arrangements under which a director waived or agreed to waive any remuneration during the year (2011: Nil).

14.2 Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included one (2011: four) existing director and three resigned directors (2011: Nil) whose emoluments are fully/partly reflected in the analysis presented above. The emoluments payable to the remaining one (2011: one) individual during the year and the emoluments of the three resigned directors for the period from 4 July 2012 to 31 December 2012 are as follows:

	2012 **HK$'000**	2011 HK$'000
Salaries and allowances and benefit-in-kind	**2,800**	1,200
Contributions to defined contribution plan	**36**	12
	2,836	1,212

The emoluments fell within the following band:

	Number of individual*	
	2012	2011
Emolument band		
HK$1,000,000 to HK$1,500,000	**4**	1

* Including the three resigned directors during the year ended 31 December 2012.

15. PROPERTY, PLANT AND EQUIPMENT – GROUP

	Leasehold land and buildings HK$'000	Leasehold improvements HK$'000	Computer and office equipment HK$'000	ASP software HK$'000	Furniture and fixtures HK$'000	Motor vehicles HK$'000	Total HK$'000
At 1 January 2011							
Cost	7,856	4,394	29,937	7,187	1,326	625	51,325
Accumulated depreciation and impairment losses	(1,842)	(4,324)	(23,893)	(7,187)	(1,164)	(486)	(38,896)
Net book amount	6,014	70	6,044	–	162	139	12,429
Year ended 31 December 2011							
Opening net book amount	6,014	70	6,044	–	162	139	12,429
Exchange differences	–	–	199	–	5	5	209
Additions	–	452	3,886	–	36	–	4,374
Disposals	–	–	(15)	–	–	–	(15)
Depreciation	(196)	(77)	(1,985)	–	(49)	(34)	(2,341)
Closing net book amount	5,818	445	8,129	–	154	110	14,656
At 31 December 2011 and 1 January 2012							
Cost	**7,856**	**4,884**	**28,935**	**7,187**	**1,377**	**632**	**50,871**
Accumulated depreciation and impairment losses	**(2,038)**	**(4,439)**	**(20,806)**	**(7,187)**	**(1,223)**	**(522)**	**(36,215)**
Net book amount	**5,818**	**445**	**8,129**	**–**	**154**	**110**	**14,656**
Year ended 31 December 2012							
Opening net book amount	**5,818**	**445**	**8,129**	**–**	**154**	**110**	**14,656**
Exchange differences	**–**	**2**	**65**	**–**	**2**	**–**	**69**
Additions	**–**	**1,245**	**1,422**	**–**	**829**	**486**	**3,982**
Disposals	**(5,736)**	**(249)**	**–**	**–**	**(45)**	**–**	**(6,030)**
Depreciation	**(82)**	**(119)**	**(2,391)**	**–**	**(51)**	**(34)**	**(2,677)**
Closing net book amount	**–**	**1,324**	**7,225**	**–**	**889**	**562**	**10,000**
At 31 December 2012							
Cost	**–**	**5,454**	**29,136**	**7,187**	**2,163**	**1,120**	**45,060**
Accumulated depreciation and impairment losses	**–**	**(4,130)**	**(21,911)**	**(7,187)**	**(1,274)**	**(558)**	**(35,060)**
Net book amount	**–**	**1,324**	**7,225**	**–**	**889**	**562**	**10,000**

The Group's leasehold land and buildings are situated in Hong Kong and are held under long lease. During the year ended 31 December 2012, the Group has disposed its leasehold land and buildings to Ms. Zee Chan Mei Chu, Peggy and Ms. Leung Lucy, Michele at a consideration of HK$29,000,000 and HK$7,900,000 respectively.

16. INTEREST IN SUBSIDIARIES – COMPANY

	2012 HK$'000	2011 HK$'000
Unlisted shares, at cost of US$2 (2011: US$1)	–	–

Particulars of the principal subsidiaries at 31 December 2012 are as follows:

Name of subsidiary	Place of incorporation/ registration	Nominal value of issued share capital/ registered capital	Percentage of issued share capital/registered capital held by the Company	Principal activities
Excel (BVI) Limited	British Virgin Islands*	5,000 shares of US$1 each	100%#	Investment holding
Excel China Investment (BVI) Limited	British Virgin Islands*	5,000 shares of US$1 each	100%	Investment holding
Excel Consulting and Solutions Sdn. Bhd.	Malaysia*	100,000 shares of RM1 each	100%	Development of computer software and provision of sale and marketing services
Excel Global IT Services Holdings Limited	British Virgin Islands*	500,000 shares of US$1 each	100%	Investment holding
Excel Global IT Services (HK) Limited	Hong Kong*	10,000 shares of HK$1 each	100%	Provision of professional services
Excel Investment China Limited	Hong Kong*	1,000 shares of HK$1 each	100%	Investment holding
Excel International Limited	Hong Kong*	10,000 shares of HK$1 each	100%	Inactive
Excel SSL Investment Limited	Hong Kong*	1,000 shares of HK$1 each	100%	Investment holding
Excel System (Hong Kong) Limited	Hong Kong*	200,000 shares of HK$1 each	100%	Systems integration
Excel System Limited	British Virgin Islands*	100 shares of US$1 each	100%	Inactive

16. INTEREST IN SUBSIDIARIES – COMPANY *(Continued)*

Name of subsidiary	Place of incorporation/ registration	Nominal value of issued share capital/ registered capital	Percentage of issued share capital/registered capital held by the Company	Principal activities
Excel Technology International (BVI) Limited	British Virgin Islands*	1 share of US$1 each	100%	Investment holding
Excel Technology International (Hong Kong) Limited	Hong Kong*	1,000 shares of HK$1 each	100%	Development of computer software, systems integration and provision of maintenance services
Excelink Development Corporation	British Virgin Islands*	10,000 shares of US$1 each	100%	Investment holding
Excelink Technology Pte Ltd.	Singapore*	S$893,022	100%	Development of computer software and provision of sale and marketing services
Hong Kong Jewellery Co., Limited	Hong Kong*	1 share of HK$1 each	100%	Investment holding
HR21 Holdings Limited	British Virgin Islands*	50,000 shares of US$1 each	93%	Investment holding
HR21 Limited	Hong Kong*	2 shares of HK$1 each	93%	Development of computer software and provision of maintenance services
i21 Limited	Hong Kong*	14,000 shares of HK$1 each	80.1%	ASP services provider
Infostar Ltd.	British Virgin Islands*	1 share of US$1 each	100%	Investment holding
World Sky International Limited	British Virgin Islands*	1 share of US$1 each	100%#	Investment holding
Wise Success Ltd.	British Virgin Islands*	5,000 shares of US$1 each	100%	Investment holding
北京志鴻英華科技有限公司	PRC***	US$2,200,000	65%	Systems integration, development of computer software and provision of maintenance services

16. INTEREST IN SUBSIDIARIES – COMPANY *(Continued)*

Name of subsidiary	Place of incorporation/ registration	Nominal value of issued share capital/ registered capital	Percentage of issued share capital/registered capital held by the Company	Principal activities
金香港珠寶(深圳)有限公司	PRC**	HK$30,000,000	100%	Design and sale of gold and jewellery products
深圳志鴻聯匯計算機系統有限公司	PRC***	RMB6,000,000	66%	Development of computer software and provision of maintenance services
志鴻軟件(深圳)有限公司	PRC**	HK$3,000,000	100%	Development of computer software and provision of maintenance services
志鴻六維軟件科技(上海)有限公司	PRC**	US$350,000	100%	Provision of professional services
志鴻六維科技(杭州)有限公司	PRC**	US$70,000	100%	Provision of professional services
新川資訊科技股份有限公司	Taiwan*	NT$11,913,620	100%	Provision of professional services
東莞志鴻國際金融科技孵化中心有限公司	PRC**	RMB10,000,000	100%	Provision of IT and related supporting services for the banking industry in PRC
北京志鴻銀通科技有限公司	PRC***	US$1,230,000	65%	Inactive

Issued capital held directly by the Company

* Limited liability company

** Wholly-owned foreign enterprise

*** Sino-foreign equity joint venture enterprise

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

17. INTEREST IN AN ASSOCIATE – GROUP

Prior to the disposal in 2011, the Group held a 45% interest in 深圳志鴻中科科技有限公司 (the "Associate"). The Associate is an unlisted sino-foreign equity venture enterprise established in the PRC and is engaged in the development of computer software services and provision of sale and marketing support. In October 2011, the Group transferred its entire interest in the Associate to a third party for proceeds of HK$122,000. As a result, a gain on disposal of HK$41,000 was recognised in profit or loss in 2011.

18. AVAILABLE-FOR-SALE FINANCIAL ASSETS – GROUP

	2012 HK$'000	2011 HK$'000
Unlisted private equity fund, at fair value	**2,543**	2,666
Unlisted equity investments, at cost less impairment losses	**–**	3,900
	2,543	6,566

The unlisted private equity fund principally invests in high growth technology industries and is held for long-term strategic purposes. The fair value of the Group's investment in unlisted private equity fund has been measured as described in note 40.7.

The unlisted equity investments with carrying amount of Nil (2011: HK$3,900,000) were measured at cost less impairment losses as they do not have quoted market prices in active markets and the range of reasonable fair value estimates is so significant that the directors are of the opinion that their fair value cannot be measured reliably. The unlisted equity investments are engaged in the provision of credit facilities. As at the reporting date, the Group plans to hold the investments for the foreseeable future.

19. GOODWILL – GROUP

The main changes in the carrying amounts of goodwill result from the impairment of previously recognised goodwill. The net carrying amount of goodwill can be analysed as follows:

	2012 HK$'000	2011 HK$'000
At the beginning of year		
Gross carrying amount	**15,853**	15,853
Accumulated impairment	**(14,713)**	(14,713)
	1,140	1,140
Net carrying amount at 1 January	**1,140**	1,140
Impairment loss	**(1,140)**	–
Net carrying amount at 31 December	**–**	1,140
At the end of year		
Gross carrying amount	**15,853**	15,853
Accumulated impairment	**(15,853)**	(14,713)
	–	1,140

19. GOODWILL – GROUP *(Continued)*

The carrying amount of goodwill, net of any impairment loss, is allocated to the following cash generating unit:

	2012 **HK$'000**	2011 HK$'000
Provision of professional services in the PRC	–	1,140

The recoverable amounts of the goodwill relating to the provision of professional services in the PRC stated above (2011: PRC) were determined based on value-in-use calculations covering a detailed three-year budget plan, and at a discount rate of 5% (2011: 5%). Cash flows for the three-year period (2011: three-year) were extrapolated using a Nil (2011: 5% to 28%) growth rate in considering contracts obtained by the companies and economic conditions of the market. The estimated growth rates used are comparable to the growth rate for the industry. Management determined the budgeted gross margin on the basis of past performance and its expectation for market development.

For the provision of professional services in the PRC, management believes that any reasonably foreseeable change in any of the above key assumptions would not cause the aggregate carrying amount of the goodwill to exceed its aggregate recoverable amounts.

In 2012, the forecast for the Group's provision of professional services in PRC unit was adjusted for the slowdown of market in the PRC. Impairment testing taking into account these latest developments resulted in impairment of goodwill associated with the cash generating unit and the related goodwill impairment loss of HK$1,140,000 was included under "other expenses" in the statement of comprehensive income and attributed to the Group's provision of professional services in the PRC.

Apart from the considerations described in determining the value in use of the cash generating units above, the Group's management is not currently aware of any other probable changes that would necessitate changes in its key estimates.

20. DEVELOPMENT COSTS – GROUP

	2012 HK$'000	2011 HK$'000
At 1 January		
Cost	**37,380**	36,396
Accumulated amortisation	**(32,643)**	(31,353)
Net book amount	**4,737**	5,043
Year ended 31 December		
Opening net book amount	**4,737**	5,043
Additions from internal developments	**–**	957
Amortisation charge	**(2,096)**	(1,282)
Exchange differences	**(8)**	19
Closing net book amount	**2,633**	4,737
At 31 December		
Cost	**37,376**	37,380
Accumulated amortisation	**(34,743)**	(32,643)
Net book amount	**2,633**	4,737

The development costs represented all direct costs incurred in the development of enterprise software products. The amortisation charge for the year is included in "depreciation and amortisation" in the consolidated statement of comprehensive income.

21. FINANCE LEASE RECEIVABLES – GROUP

The analysis of the Group's amounts receivable under finance leases is as follows:

	2012 HK$'000	2011 HK$'000
Total minimum lease payments:		
Due within one year	**203**	405
Due in the second to fifth years	**–**	203
	203	608
Unearned finance income	**(16)**	(42)
Present value of minimum lease payments	**187**	566
Present value of minimum lease payments:		
Due within one year	**187**	379
Due in the second to fifth years	**–**	187
	187	566
Less: portion due within one year included under current assets	**(187)**	(379)
Non-current portion included under non-current assets	**–**	187

The Group has entered into finance leasing arrangements for certain items of its computer equipment. The average term of finance leases entered into is 4 years. There are no unguaranteed residual values of assets leased under finance leases at the reporting date.

The interest rate inherent in the leases is fixed at the contract date for the entire lease term. The effective interest rate contracted at the reporting date ranged between 5.00% – 7.19% (2011: 5.00% – 7.19%) per annum.

Finance lease receivable balances are secured over the computer equipment leased. The Group is not permitted to sell or re-pledge the collateral in the absence of default by the lessee.

The Group has no allowance for doubtful debts on its finance lease receivables as the amounts in the current period are neither past due nor impaired.

22. INVENTORIES – GROUP

	2012 HK$'000	2011 HK$'000
Raw materials	**13,918**	–
Work in progress	**11,454**	–
Finished goods	**22,625**	653
	47,997	653

23. AMOUNTS DUE FROM/(TO) CUSTOMERS FOR CONTRACT WORK – GROUP

Amounts due from customers for contract work represent the excess of the value of work performed over the amount of billing issued to customers.

Amounts due to customers for contract work represents the excess of billing over the value of work performed and the amounts received from customers before the related services have been rendered.

	2012 **HK$'000**	2011 HK$'000
Contracts in progress at the reporting date:		
Estimated contract costs plus recognised profits less recognised losses	**147,785**	77,958
Less: progress billings	**(106,929)**	(50,361)
	40,856	27,597
Analysed for reporting purposes as:		
Amounts due from customers for contract work	**53,120**	34,489
Amounts due to customers for contract work	**(12,264)**	(6,892)
	40,856	27,597

All the amounts included in amounts due are expected to be billed and recovered/(credited) to the profit or loss within one year.

24. TRADE RECEIVABLES – GROUP

	2012 **HK$'000**	2011 HK$'000
Trade receivables		
From third parties	**134,997**	38,343
From a related party	**3,808**	3,777
	138,805	42,120
Less: provision for impairment of receivables	**(197)**	(284)
	138,608	41,836

Trade receivables from third parties are due within 14 days to 60 days from the date of billing. Trade receivable from a related party is repayable on demand. Debtors with balances that are more than 90 days overdue are requested to settle all outstanding balances before any further credit is granted.

24. TRADE RECEIVABLES – GROUP *(Continued)*

The directors of the Group considered that the fair values of trade receivables are not materially different from their carrying amounts because these balances have short maturity periods at their inception. All trade receivables are expected to be recovered within one year.

Based on the invoice dates, the ageing analysis of the trade receivables was as follows:

	2012 **HK$'000**	2011 HK$'000
0 – 30 days	**110,304**	22,136
31 – 60 days	**16,132**	12,174
61 – 90 days	**1,627**	255
Over 90 days	**10,545**	7,271
	138,608	41,836

At each reporting date, the Group reviews receivables for evidence of impairment on both an individual and collective basis. The amount of impairment loss of impaired receivables, if any, is recognised based on the credit history of the customer, whether the customer is experiencing financial difficulties and was in default or delinquency of payments, and current market conditions.

The movement in the provision for impairment of trade receivables is as follows:

	2012 **HK$'000**	2011 HK$'000
Balance at the beginning of the year	**284**	523
Impairment loss recognised	**13**	111
Amount written off during the year	**(101)**	–
Reversal of provision for impairment losses	**–**	(360)
Exchange differences	**1**	10
Balance at the end of the year	**197**	284

24. TRADE RECEIVABLES – GROUP *(Continued)*

The ageing analysis of the Group's trade receivables based on due date is as follows:

	2012 **HK$'000**	2011 HK$'000
Neither past due nor impaired	**111,084**	20,939
1 – 90 days past due	**21,765**	13,992
Over 90 days past due	**5,759**	6,905
	138,608	41,836

As at 31 December 2012, trade receivables that were neither past due nor impaired related to a large number of diversified customers for whom there was no recent history of default.

Trade receivables that were past due but not impaired related to a large number of diversified customers that had a good track record of credit with the Group. Based on past credit history, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered to be fully recoverable. The Group did not hold any collateral in respect of trade receivables past due but not impaired.

25. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS – GROUP

	2012 **HK$'000**	2011 HK$'000
Other receivables	**1,352**	808
Deposits	**1,933**	1,359
Prepayments	**37,873**	11,103
	41,158	13,270

The directors of the Group considered that the fair values of other receivables, deposits and prepayments are not materially different from their carrying amounts because these balances have short maturity periods on their inception.

At 31 December 2012 and 2011, the Group has not determined any other receivables as individually impaired and no specific allowance for doubtful debts was recognised.

26. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS – GROUP

	2012 **HK$'000**	2011 HK$'000
Listed securities held for trading:		
Equity securities listed in Hong Kong	**5,151**	4,752

The fair value of the Group's investments in listed securities has been measured as described in note 40.7.

27. AMOUNTS DUE FROM/(TO) SUBSIDIARIES – COMPANY

The amounts due are unsecured, interest-free and repayable on demand. Included in the amounts due from subsidiaries is a provision for doubtful debt of HK$200,148,000 (2011: HK$200,148,000). The carrying amount of the amounts due approximates its fair value.

28. CASH AND CASH EQUIVALENTS – GROUP

Included in bank balances and cash of the Group is HK$17,502,000 (2011: HK$35,752,000) of bank balances denominated in Renminbi ("RMB") placed with banks in the PRC and bear interest at an effective interest rate of approximately 1.15% (2011: 0.47%) per annum. RMB is not a freely convertible currency. Under the Mainland China's Foreign Exchange Control Regulations and Administration of Settlement and Sales and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through banks that are authorised to conduct foreign exchange business.

Included in bank balances and cash of the Group is HK$5,285,000 (2011: HK$3,286,000) of bank balances denominated in Malaysian Ringgit ("MYR") placed with banks in Malaysia and bear interest at an effective interest rate of approximately 1.76% (2011: 1.36%) per annum. In Malaysia, the Group is permitted to exchange MYR into foreign currencies.

29. TRADE PAYABLES – GROUP

The Group was granted by its suppliers credit periods ranging from 30 – 60 days. Based on the invoice dates, the ageing analysis of the trade payables were as follows:

	2012 **HK$'000**	2011 HK$'000
0 – 30 days	**16,112**	17,876
31 – 60 days	**10,766**	3,732
61 – 90 days	**11,346**	–
Over 90 days	**34,903**	5,532
	73,127	27,140

All amounts are short term and hence the carrying values of trade payables are considered to be a reasonable approximation of its fair value.

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30. OTHER PAYABLES AND ACCRUED CHARGES – GROUP

	2012 **HK$'000**	2011 HK$'000
Deferred income	**19,023**	18,663
Other payables	**6,387**	8,966
Accrued charges	**15,066**	9,449
	40,476	37,078

All amounts are short term and hence the carrying values of other payables and accrued charges are considered to be a reasonable approximation of its fair value.

At 31 December 2012, accrued charges included accrued salaries and allowance to certain directors of the Company amounted to Nil (2011: HK$300,000).

31. BORROWINGS – GROUP

	2012 **HK$'000**	2011 HK$'000
Other borrowings		
– Related companies	**111,374**	6,002

The loans borrowed from related companies are unsecured, interest-free and repayable within twelve months from the reporting date. The related companies are companies which are controlled by a non-controlling shareholder who can exercise significant influence to the Group.

The carrying amounts of the amounts due approximate their fair values.

32. DEFERRED TAXATION – GROUP

Deferred taxation is calculated on temporary differences under the liability method using a principal taxation rate of 16.5% (2011: 16.5%).

The movement during the year in the deferred tax assets is as follows:

	2012 **HK$'000**	2011 HK$'000
At 1 January	**(1,900)**	(1,300)
Recognised in profit or loss	**(178)**	(600)
At 31 December	**(2,078)**	(1,900)

32. DEFERRED TAXATION – GROUP *(Continued)*

The movement in deferred tax assets and liabilities (prior to offsetting of balances within the same taxation jurisdiction) during the year is as follows:

Deferred tax liabilities

	Accelerated tax depreciation HK$'000
At 1 January 2011	868
Recognised in profit or loss	(159)
At 31 December 2011 and 1 January 2012	**709**
Recognised in profit or loss	**(145)**
At 31 December 2012	**564**

Deferred tax assets

	Tax losses HK$'000	Provision HK$'000	Total HK$'000
At 1 January 2011	(2,168)	–	(2,168)
Recognised in profit or loss	(441)	–	(441)
At 31 December 2011 and 1 January 2012	**(2,609)**	**–**	**(2,609)**
Recognised in profit or loss	**1,151**	**(1,184)**	**(33)**
At 31 December 2012	**(1,458)**	**(1,184)**	**(2,642)**

For the purpose of the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset in accordance with HKAS 12 *Income taxes* issued by the HKICPA. The amounts recognised in the consolidated statement of financial position are as follows:

	2012 HK$'000	2011 HK$'000
Deferred tax assets	**(2,642)**	(2,609)
Deferred tax liabilities	**564**	709
Net deferred tax assets recognised in the consolidated statement of financial position	**(2,078)**	(1,900)

32. DEFERRED TAXATION – GROUP (Continued)

Unrecognised deferred tax assets

At 31 December 2012, the Group had unused tax losses of approximately HK$70,242,000 (2011: HK$89,966,000) to carry forward against future taxable income. A deferred tax asset has been recognised in respect of approximately HK$8,836,000 (2011: HK$15,811,000) of such losses. No deferred tax asset has been recognised in respect of the remaining losses of approximately HK$61,406,000 (2011: HK$74,155,000) due to the unpredictability of future profit streams.

These tax losses do not expire under current legislation except losses of approximately HK$10,712,000 (2011: HK$10,536,000) which will expire as follows:

	2012 **HK$'000**	2011 HK$'000
Year of expiry:		
2012	**–**	639
2013	**715**	559
2014	**1,386**	2,343
2015	**1,848**	1,832
2016	**4,102**	5,163
2017	**2,661**	–
	10,712	10,536

33. AMOUNTS DUE TO DIRECTORS – GROUP

The amounts due are unsecured, interest-free and repayable on demand. The carrying amount of the amounts due approximates its fair value.

34. SHARE CAPITAL – GROUP AND COMPANY

	2012		2011	
	Number of shares	**HK$'000**	Number of shares	HK$'000
Authorised:				
Ordinary shares of HK$0.1 each				
At 1 January and 31 December	**5,000,000,000**	**500,000**	5,000,000,000	500,000
Issued and fully paid:				
At 1 January	**1,015,050,000**	**101,505**	985,050,000	98,505
Issue of shares upon placement of shares	**–**	**–**	30,000,000	3,000
At 31 December	**1,015,050,000**	**101,505**	1,015,050,000	101,505

34. SHARE CAPITAL – GROUP AND COMPANY *(Continued)*

On 28 June 2011, the Company entered into a placing agreement with the placing agent in respect of the placing of 30,000,000 new shares at an issue price of HK$0.10 per share. On 30 June 2011, the placing was completed and 30,000,000 new shares were placed by the placing agent to not less than six independent placees at an issue price of HK$0.10 per share resulting in raising proceeds, before expenses, of HK$3,000,000. The related transaction costs amounting to HK$94,000 have been recorded in the share premium account. The net proceeds of this placing of approximately HK$2,906,000 were used for general working capital of the Group.

35. SHARE OPTION SCHEMES

On 16 June 2000, the Company adopted a share option scheme (the "Old Scheme") and this scheme was substituted by a new share option scheme (the "New Scheme") pursuant to the shareholders' resolution in a special general meeting on 23 April 2002 for complying with the terms of the Rules Governing the Listing of Securities on the GEM. The Old Scheme was lapsed in 2006.

The New Scheme adopted on 23 April 2002 and expired on 22 April 2012. The purpose of the New Scheme is to provide the participants with an opportunity to acquire equity interests in the Company and with an incentive to continue contributing to the success of the Company. Under the New Scheme, the directors may grant options at their discretion to any eligible employees of the Group, including executive directors of the Company and its subsidiaries to subscribe for shares in the Company. The exercisable period of the options granted commences after a certain vesting period and ends on a date which is not later than 10 years from the date of the grant where the acceptance date should not be later than 14 days after the date of offer. A nominal consideration of HK$1 is payable on acceptance of the grant of the options. The subscription price of the options shall not be less than the highest of (i) the closing price of the Company's shares on the date of the grant; (ii) the average closing price of the Company's shares for the five trading days immediately preceding the date of grant; and (iii) the nominal value of the Company's shares. The maximum number of shares in respect of which options may be granted under the New Scheme may not exceed the nominal amount of 10% of the issued share capital of the Company. However, the total maximum number of shares which may be issued upon exercise of all outstanding options must not exceed 30% of the issued share capital from time to time. The number of shares in respect of which options may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue from time to time, without prior approval of the Company's shareholders.

No share options were granted under the New Scheme since its adoption.

The New Scheme was lapsed in April 2012 and no new share option scheme was adopted by the Company thereafter.

36. RESERVES – COMPANY

	Share premium HK$'000	Accumulated losses HK$'000	Total HK$'000
At 1 January 2011	179,650	(214,007)	(34,357)
Loss for the year	–	(1,162)	(1,162)
Share issuance expenses (note 34)	(94)	–	(94)
At 31 December 2011 and 1 January 2012	**179,556**	**(215,169)**	**(35,613)**
Loss for the year	**–**	**(5,594)**	**(5,594)**
At 31 December 2012	**179,556**	**(220,763)**	**(41,207)**

At 31 December 2012 and 2011, there were no reserves available for distribution to owners of the Company.

The application of the share premium account is governed by section 40 of the Bermuda Companies Act.

37. OPERATING LEASE COMMITMENTS

Group – as lessee

At the reporting date, the total future minimum lease payments under non-cancellable operating leases in respect of land and buildings which are payable by the Group are as follows:

	2012 HK$'000	2011 HK$'000
Within one year	**6,491**	6,092
In the second to fifth years	**4,765**	4,125
	11,256	10,217

The Group leases the land and buildings under operating leases. The leases run for an initial period of one to five (2011: one to three) years, with an option to renew the lease and renegotiated the terms at the expiry dates or at dates as mutually agreed between the Group and respective landlords. None of the leases include contingent rentals.

Company – as lessee

The Company does not have any significant operating lease commitments as lessee or lessor.

38. RELATED PARTY TRANSACTIONS

38.1 Details of the transactions between the Group and its related parties are summarised below.

	2012 **HK$'000**	2011 HK$'000
Sale of enterprise software products		
– a non-controlling shareholder	**–**	17,758
Provision of professional services		
– an associate	**–**	1,794
Purchase of complementary hardware and software		
– a non-controlling shareholder	**23,976**	53,105
Sale of property, plant and equipment		
– directors of the Company	**36,900**	–

Sales to or purchases from the related parties stated above were conducted in the Group's normal course of business and at mutually agreed prices and terms.

Outstanding balances with related parties arising from sale and purchase of goods and services and loan advanced, included in trade and other receivables, and borrowings are as follows:

	2012 **HK$'000**	2011 HK$'000
Non-controlling shareholder of a subsidiary		
Trade receivables	**3,808**	3,777
Companies controlled by a non-controlling shareholder who can exercise significant influence to the Group		
Other borrowings	**(111,374)**	(6,002)

38. RELATED PARTY TRANSACTIONS *(Continued)*

38.2 Key management personnel remuneration

Key management of the Group are members of the board of directors, as well as certain senior management personnel. Included in staff costs are key management personnel remuneration which includes the following expenses:

	2012	2011
	HK$'000	HK$'000
Short-term employee benefits		
Salaries and other benefits	**7,592**	7,204
Contribution to defined contribution plan	**82**	72
	7,674	7,276

39. FINANCIAL GUARANTEE CONTRACTS – GROUP AND COMPANY

At the reporting dates, the Company had given corporate guarantee to a third party and a subsidiary of the Company in respect of all monies owed by and/or the obligations and liabilities of the subsidiary due to a third party under a service contract to the extent of HK$600,000 (2011: HK$600,000). At the reporting dates, no provision for the Group's and the Company's obligation under the guarantee contract has been made as there was no amounts due by the subsidiary to the third party at the reporting dates and the directors considered that it was not probable that the service obligations by the subsidiary would not be met. The fair value of the guarantee is immaterial.

40. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations and in its investment activities. The financial risks include market risk (including foreign currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

The Group actively and regularly reviews and manages its financial risk and takes actions to mitigate such risk. The Group adopts conservative strategies on its risk management and seeks to limit the Group's exposure to these risks to a minimum. The board of directors reviews and agrees policies for managing each of these risks.

There has been no change to the type of the Group's and the Company's exposure in respect of financial instruments or the manner in which it manages and measures the risks.

40. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS

(Continued)

40.1 Categories of financial assets and liabilities

The carrying amounts presented in the statement of financial position relate to the following categories of financial assets and financial liabilities:

	Group		Company	
	2012	2011	**2012**	2011
	HK$'000	HK$'000	**HK$'000**	HK$'000
Financial assets				
Available-for-sale financial assets				
– Unlisted private equity fund, at fair value	**2,543**	2,666	**–**	–
– Unlisted equity investments, at cost less impairment losses	**–**	3,900	**–**	–
Financial assets at fair value through profit or loss				
– Listed equity securities held for trading	**5,151**	4,752	**–**	–
Loans and receivables				
– Finance lease receivables	**187**	566	**–**	–
– Amounts due from customers for contract work	**53,120**	34,489	**–**	–
– Trade receivables	**138,608**	41,836	**–**	–
– Other receivables and deposits	**3,285**	2,167	**–**	–
– Amounts due from subsidiaries	**–**	–	**119,670**	130,826
– Bank balances and cash	**87,763**	69,233	**5,528**	166
	290,657	159,609	**125,198**	130,992
Financial liabilities				
Financial liabilities measured at amortised cost				
– Trade payables	**73,127**	27,140	**–**	–
– Other payables and accrued charges	**21,453**	18,415	**377**	498
– Amounts due to subsidiaries	**–**	–	**64,753**	64,752
– Amounts due to directors	**1,648**	–	**–**	–
– Borrowings	**111,374**	6,002	**–**	–
	207,602	51,557	**65,130**	65,250

40. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS

(Continued)

40.2 Foreign currency risk

Foreign currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposure to foreign currency risk arise from its overseas sales and purchases, which are primarily denominated in United States Dollars ("US$") and Renminbi ("RMB"). These are not the functional currencies of certain Group entities to which these transactions relate.

The HK$ is pegged to US$ and the amounts denominated in US$ is considered to be insignificant. In respect of trade receivables and payables denominated in RMB, the Group ensures that the net exposure is kept to an acceptable level by buying and selling the RMB at the rates adopted by the People's Bank of China where necessary to address short-term imbalances. The amounts denominated in RMB is considered to be insignificant at the reporting dates.

The Company has no exposure to foreign currency risk at the reporting date nor in comparative periods.

40.3 Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in the market interest rates. The Group's interest rate risk arises primarily from bank balances and finance lease receivables. Borrowings bearing variable rates and fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. All of the Group's finance lease receivables are at fixed rates. The exposure to interest rates for the Group's short-term bank deposits is considered immaterial. The Group therefore does not have significant exposure to interest rate risk at the reporting date nor in comparative periods.

The Company has no exposure to interest rate risk at the reporting date nor in comparative periods.

40.4 Other price risk

Other price risk relates to the risk that the fair values of equity securities will fluctuate because of changes in market prices (other than changes in interest rates and foreign exchange rates). The Group is exposed to change in market prices in respect of its investments in listed equity classified as financial assets at fair value through profit or loss.

To manage its market price risk arising from these investments, the Group diversifies its portfolio. Diversification of the portfolio is done in accordance with the decision made by the board of directors. All the investments are equity securities listed in The Stock Exchange of Hong Kong Limited and are valued at quoted market prices at the reporting dates.

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

40. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS

(Continued)

40.4 Other price risk *(Continued)*

	2012		
	Increase/ (Decrease) in price of listed equity securities %	**Effect on profit after income tax HK$'000**	**Effect on component of equity HK$'000**
Market price of listed investment	**+10**	**515**	**515**
	-10	**(515)**	**(515)**

	2011		
	Increase/ (Decrease) in price of listed equity securities %	Effect on profit after income tax HK$'000	Effect on component of equity HK$'000
Market price of listed investment	+10	475	475
	–10	(475)	(475)

The assumed volatility of listed securities represent management's assessment of a reasonably possible change in these security prices over the next twelve month period.

40.5 Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group. The Group's exposure to credit risk mainly arises from granting credit to customers in the ordinary course of its operations and its investing activities.

The Group's maximum exposure to credit risk on recognised financial assets is limited to the carrying amount at the reporting date as summarised in note 40.1.

In respect of credit risk associated with trade and other receivables, management closely monitors all outstanding debts and reviews the collectability of trade receivables periodically. As at the reporting date, the credit risk is considered negligible as the counterparties are reputable banks and multi-national companies with high quality external credit ratings.

The Group adopts conservative investment strategies with management monitoring the investment portfolio. Usually investments are in liquid securities quoted on recognised stock exchanges, except where entered into for long term strategic purposes.

40. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS

(Continued)

40.6 Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities. The Group is exposed to liquidity risk in respect of settlement of trade payables and its financing obligations, and also in respect of its cash flow management. The Group's objective is to maintain an appropriate level of liquid assets and committed lines of funding to meet its liquidity requirements in the short and longer term.

The Group's prudent policy is to regularly monitor its current and expected liquidity requirements, to ensure that it maintains sufficient reserves of cash and cash equivalents to meet its liquidity requirements in the short term.

When the creditor has a choice of when the liability is settled, the liability is included on the basis of the earliest date on when the Group can be required to pay. Where the settlement of the liability is in instalments, each instalment is allocated to the earliest period in which the Group is committed to pay. At 31 December 2012 and 2011, the Group's contractual maturity for its financial liabilities are within one year or on demand. The carrying amounts of its financial liabilities approximate their contractual undiscounted cash flows.

Company

At 31 December 2012 and 2011, the Company's contractual maturity for its financial liabilities are within one year or on demand. The carrying amounts of its financial liabilities approximate their contractual undiscounted cash flows.

40.7 Fair value measurements recognised in the statement of financial position – Group

The following table presents financial assets and liabilities measured at fair value in the statement of financial position in accordance with the fair value hierarchy. The hierarchy groups financial assets and liabilities into three levels based on the relative reliability of significant inputs used in measuring the fair value of these financial assets and liabilities. The fair value hierarchy has the following levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities;

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level in the fair value hierarchy within which the financial asset or liability is categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement.

40. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS

(Continued)

40.7 Fair value measurements recognised in the statement of financial position – Group

(Continued)

The financial assets and liabilities measured at fair value in the statement of financial position are grouped into the fair value hierarchy as follows:

	Notes	Level 1 HK$'000 (2012)	Level 2 HK$'000 (2012)	Total HK$'000 (2012)
Assets				
Available-for-sale financial assets				
– Unlisted private equity fund	(a)	–	2,543	2,543
Listed securities held for trading	(b)	5,151	–	5,151
Net fair values		5,151	2,543	7,694

	Notes	Level 1 HK$'000 (2011)	Level 2 HK$'000 (2011)	Total HK$'000 (2011)
Assets				
Available-for-sale financial assets				
– Unlisted private equity fund	(a)	–	2,666	2,666
Listed securities held for trading	(b)	4,752	–	4,752
Net fair values		4,752	2,666	7,418

(a) Unlisted private equity fund

The fair value of unlisted private equity fund is determined by reference to the net asset value of the underlying investment in the equity fund.

(b) Listed securities

The listed equity securities are denominated in Hong Kong dollars. Fair values have been determined by reference to their quoted bid prices at the reporting date.

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41. CAPITAL MANAGEMENT

The Group's capital management objectives are to ensure the Group's ability to continue as a going concern and to provide an adequate return for shareholders by pricing goods and services commensurately with the level of risks.

The Group actively and regularly reviews and manages its capital structure and makes adjustments to it in light of changes in economic conditions.

Consistent with industry practice, the Group monitors its capital structure using gearing ratio which is net debt divided by total equity. For this purpose, the Group defines net debt as debt, which comprises long-term and short-term borrowings, less cash and cash equivalents. Total equity comprises equity attributable to owners of the Company and non-controlling interests stated in the consolidated statement of financial position. During 2012, the Group's strategy remains unchanged from 2011, which is to maintain the gearing ratio of not more than 20% in order to support its business. The gearing ratio at 31 December 2012 and 2011 were as follows:

	2012 **HK$'000**	2011 HK$'000
Total borrowings – Borrowings	**111,374**	6,002
Less: bank balances and cash	**(87,763)**	(69,233)
Net debt	**23,611**	–
Total equity	**151,958**	116,370
Gearing ratio	**16%**	–

42. EVENT AFTER THE REPORTING DATE

On 18 March 2013, the Company entered into a placing agreement with the placing agent in respect of placing of 203,000,000 new shares of the Company at HK$0.34 per share (the "Placing"). The Placing is expected to be completed on 22 March 2013 and the estimated net proceeds of the Placing is approximately HK$68,184,000.