



中國融保金融集團有限公司 China Assurance Finance Group Limited

(於開曼群島註冊成立之有限公司)
(Incorporated in the Cayman Islands with limited liability)
股份代號 Stock Code : 8090

年報
ANNUAL
REPORT 2012

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香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）之特色

創業板之定位，乃為相比起其他在聯交所上市之公司帶有較高投資風險之公司提供一個上市之市場。有意投資之人士應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。創業板之較高風險及其他特色表示創業板較適合專業及其他資深投資者。

由於創業板上市公司新興之性質所然，在創業板買賣之證券可能會較於主板買賣之證券承受較大之市場波動風險，同時無法保證在創業板買賣之證券會有高流通量之市場。

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本報告之資料乃遵照聯交所創業板證券上市規則（「創業板上市規則」）而刊載，旨在提供有關中國融保金融集團有限公司（「本公司」）之資料。本公司各董事（「董事」）願就本報告之資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確及完備，沒有誤導或欺詐成份，且並無遺漏任何事項，足以令致本報告或其所載任何陳述產生誤導。

自刊發日期起計，本報告將至少一連七日刊載於創業板網站www.hkgem.com之「最新公司公告」內及本公司網站www.cafgroup.hk內。

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Corporate Information 公司資料

DIRECTORS

Executive Directors

Mr. Chang Hoi Nam (*Chief Executive Officer*)
Mr. Pang Man Kin Nixon (*Vice Chairman*)
Mr. Chen Xiao Li

Non-executive Director

Mr. Chang Xi Min (*Chairman*)

Independent Non-executive Directors

Mr. Chan Kai Wing
Mr. Lam Raymond Shiu Cheung
Mr. Chow Shiu Ki

COMPANY SECRETARY

Ms. Man Tsz Sai Lavender

COMPLIANCE OFFICER

Mr. Chen Xiao Li

AUTHORIZED REPRESENTATIVES

Mr. Pang Man Kin Nixon
Ms. Man Tsz Sai Lavender

AUDIT COMMITTEE

Mr. Chan Kai Wing (*Committee Chairman*)
Mr. Lam Raymond Shiu Cheung
Mr. Chow Shiu Ki

REMUNERATION COMMITTEE

Mr. Chan Kai Wing (*Committee Chairman*)
Mr. Lam Raymond Shiu Cheung
Mr. Pang Man Kin Nixon

董事

執行董事

張凱南先生 (*行政總裁*)
彭文堅先生 (*副主席*)
陳小利先生

非執行董事

張西銘先生 (*主席*)

獨立非執行董事

陳繼榮先生
林兆昌先生
周肇基先生

公司秘書

文紫茜女士

合規主任

陳小利先生

法定代表

彭文堅先生
文紫茜女士

審核委員會

陳繼榮先生 (*委員會主席*)
林兆昌先生
周肇基先生

薪酬委員會

陳繼榮先生 (*委員會主席*)
林兆昌先生
彭文堅先生

Corporate Information 公司資料

NOMINATION COMMITTEE

Mr. Lam Raymond Shiu Cheung (*Committee Chairman*)
Mr. Chang Hoi Nam
Mr. Chan Kai Wing

PRINCIPAL BANKERS

Zhangjiakou City Commercial Bank
Bank of China, Zhangjiakou Branch, Hebei Province
China Merchants Bank, Xiamen Branch
Industrial Bank Co., Ltd, Xiamen Wen Bin Branch

COMPLIANCE ADVISOR

Kingston Corporate Finance Limited
Suite 2801, 28th Floor
One International Finance Centre
1 Harbour View Street, Central, Hong Kong

AUDITOR

BDO Limited
Certified Public Accountants
25th Floor, Wing On Centre
111 Connaught Road Central
Hong Kong

REGISTERED OFFICE

Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman KY1-1111
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Units 03-05, 17th Floor, K. Wah Centre
191 Java Road, North Point
Hong Kong

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN THE PEOPLE'S REPUBLIC OF CHINA

Units 71,72 and 73, Level 6 of Tower 4, Fortune Centre
No. 3 Shi Fu Main Street West, Gao Xin District, Zhangjiakou City,
Hebei Province, The People's Republic of China

提名委員會

林兆昌先生 (*委員會主席*)
張凱南先生
陳繼榮先生

主要往來銀行

張家口商業銀行
中國銀行張家口分行
招商銀行廈門分行
興業銀行廈門文濱支行

合規顧問

金利豐財務顧問有限公司
香港中環港景街1號
國際金融中心一期
28樓2801室

核數師

香港立信德豪會計師事務所有限公司
執業會計師
香港
干諾道中111號
永安中心25樓

註冊辦事處

Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman KY1-1111
Cayman Islands

香港主要營業地點

香港
北角渣華道191號
嘉華國際中心17樓03-05室

總辦事處及中華人民共和國 主要營業地點

中華人民共和國河北省張家口市
高新區市府西大街3號
財富中心第4座6層71、72及73號室

Corporate Information 公司資料

PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT IN THE CAYMAN ISLANDS

Codan Trust Company (Cayman) Limited
Cricket Square, P.O. Box 2681
Grand Cayman KY1-1111, Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

WEBSITE

www.cafgroup.hk

STOCK CODE

08090

於開曼群島之股份過戶及登 記總處

Codan Trust Company (Cayman) Limited
Cricket Square, P.O. Box 2681
Grand Cayman KY1-1111, Cayman Islands

於香港之股份過戶及登記分 處

卓佳證券登記有限公司
香港
皇后大道東28號
金鐘匯中心26樓

網址

www.cafgroup.hk

股份代號

08090

Financial Summary 財務概要

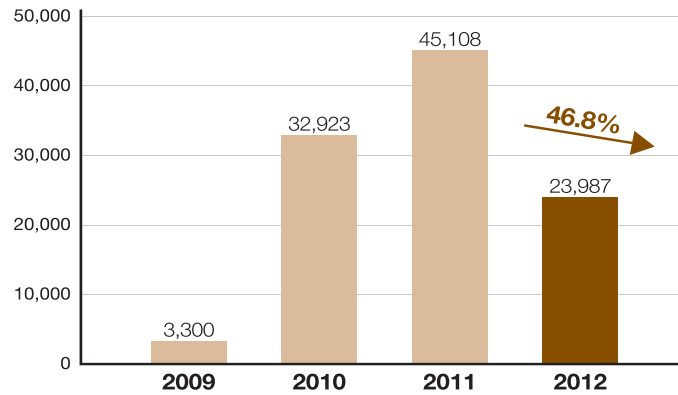
		Year ended 31 December 截至十二月三十一日止年度			
		2012	2011	2010	2009
		二零一二年	二零一一年	二零一零年	二零零九年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
RESULTS	業績				
Revenue	收益	23,987	45,108	32,923	3,300
Other Income	其他收入	2,481	764	614	2,877
Administrative expenses	行政開支	(15,586)	(10,600)	(8,248)	(3,064)
Listing expenses	上市開支	(3,633)	(8,274)	—	—
Equity-settled shared-based payment expenses	以股份為基準付款 (以股本結算) 開支	(11,571)	—	—	—
(Loss)/Profit before income tax	所得稅前 (虧損)/溢利	(4,322)	26,998	25,289	3,113
Income tax expense	所得稅開支	(4,515)	(9,456)	(7,277)	(978)
(Loss)/Profit for the year	本年度 (虧損)/溢利	(8,837)	17,542	18,012	2,135
(Loss)/Profit for the year attributable to:	應佔本年度 (虧損)/溢利：				
Owners of the Company	本公司擁有人	(9,486)	16,174	17,112	1,975
Non-controlling interests	非控股權益	649	1,368	900	160
		(8,837)	17,542	18,012	2,135
		As at 31 December 於十二月三十一日			
		2012	2011	2010	2009
		二零一二年	二零一一年	二零一零年	二零零九年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
ASSETS AND LIABILITIES	資產及負債				
Total assets	總資產	228,405	189,437	168,260	161,913
Total liabilities	總負債	(31,102)	(136,884)	(137,224)	(151,585)
Net assets	資產淨值	197,303	52,553	31,036	10,328
Non-controlling interests	非控股權益	(7,023)	(6,374)	(6,006)	(5,106)
Equity attributable to owners of the Company	本公司擁有人 應佔權益	190,280	46,179	25,030	5,222

Financial Summary 財務概要

Revenue

收益

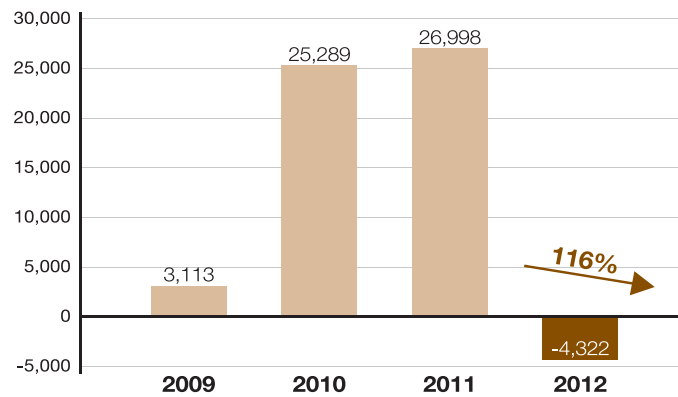
(in RMB'000)
(人民幣千元)



Profit before

income tax 所得稅前溢利

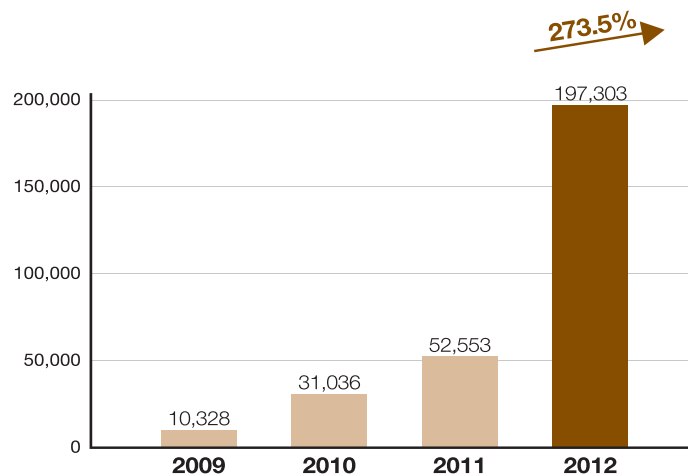
(in RMB'000)
(人民幣千元)



Net Assets

資產淨值

(in RMB'000)
(人民幣千元)



Chairman's Statement 主席報告

On behalf of the board of Directors (the “**Board**”), I am pleased to present to all of our shareholders (the “**Shareholders**”) and the public the annual report of China Assurance Finance Group Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) for the year ended 31 December 2012.

The Company was listed on GEM of the Stock Exchange since 6 January 2012. Since then, we have been working diligently under a complicated and rapid changing global economic environment. In the west, the US budget deficit problem and the European debt crisis resolution remains unresolved and uncertain, adding latent risks of dwindling market size. In the east, in view of its over-heated economy in the past few years, the government of The People's Republic of China (the “**PRC**”) proposed to stabilize and maintain the country's annual growth rate at around 7% from 2011 to 2015, in order to allow room to carry out the necessary adjustments to achieve a healthy sustainable growth model for the country. The combination of the above may pose challenges to small and medium enterprises (“**SMEs**”) that focus on domestic markets or rely on global trades.

In fact, in 2012, as a result of the macro control policies implemented in the real estate sector in the PRC, the pace in real estate construction and development projects was inevitably slowed down, which has impacted the Group's revenue generated from performance guarantee, as the Group's customers in performance guarantee are mostly engaging in real estate-related business.

Nevertheless, revenue from the Group's financial guarantee has increased approximately 74% in 2012, representing that SMEs' funding needs remain high and the Group's business continues maintaining a good momentum of growth under this complex economic environment.

Knowing the fundamental funding needs of SMEs remain strong, to better position the Group and to secure sustainable income and business, as well as to capture market opportunities of different industries, our teams have worked untiringly in the past year to establish cooperation relationships with and negotiate for better guarantee limits with banks and financial institutions so as to strengthen the Group's financial backbone. We have also expanded our market presence in Quanzhou City and expanded our clientele from solely SMEs to SMEs and individuals.

本人謹此代表董事會（「**董事會**」）欣然向股東（「**股東**」）及公眾呈報中國融保金融集團有限公司（「**本公司**」）及其附屬公司（統稱「**本集團**」）於截至二零一二年十二月三十一日止年度之年報。

本公司於二零一二年一月六日起於聯交所創業板上市。自當時開始，我們一直在積極應對當前這個複雜且迅速變化的全球經濟環境。西方國家方面，美國預算赤字問題及歐洲債務危機解決方案仍然未有定論，前景仍不明朗，令市場規模縮小的潛在風險增大。東方國家方面，鑒於過往幾年經濟過熱，中華人民共和國（「**中國**」）政府計劃將二零一一年至二零一五年中國經濟的年增長率穩定維持於約7%，以獲得進行必要調整的空間，令國家經濟實現健康的可持續增長模式。上述因素可能會為專注於國內市場或依賴全球貿易的中小型企業（「**中小企**」）帶來挑戰。

實際上，受中國房地產行業實施的宏觀調控政策影響，二零一二年房地產建設及發展項目的步伐無可避免地出現放緩，這影響了本集團來自履約擔保的收益，因為本集團的履約擔保客戶大多數從事房地產相關的業務。

然而，本集團來自融資擔保的收益於二零一二年增長約74%，反映中小企的融資需求仍然高漲以及本集團業務在當前這個複雜多變的經濟環境下繼續維持良好勢頭。

鑒於中小企的基本融資需求仍然強勁，為了令本集團做好更充分的準備並確保獲得可持續的收入及業務，以及把握不同行業的商機，我們的團隊在過去一年不懈努力，以和銀行及金融機構建立合作關係並商定更有利的擔保限額，以增強本集團的財務實力。我們亦擴大了在泉州市的市場覆蓋，將我們的客戶從僅限於中小企擴大至中小企及個人。

Chairman's Statement 主席報告

In November 2012, we have entered into a letter of intent with a Hong Kong based financial services institution to establish a micro-finance company in Xiamen City for the provision of money lending services. We believe that such moves will effectively expand the financial services platform and income stream of the Group.

In 2012, the State Council of the PRC has issued the 國務院國發(2012)14號文《國務院關於進一步支援小型微型企業健康發展的意見》(State Department Guo Fa (2012) Article No. 14 ("State Department Opinion on Providing Further Support to SMEs for its Healthy Development", being its unofficial English translation), pursuant to which different measures are deployed to help resolved the difficulties that SMEs are facing in obtaining bank financing in the PRC.

We anticipate that there will be an improvement in liquidity and availability of credit from financial institutions in the coming year. Though we remain confident in the long-term prospects of the guarantee and financing industries in the PRC despite the challenging economic environment, we remain cautious on any possible impact from the ongoing changing global economic environment and the PRC regulatory environment. We will continue to look for opportunities to expand the service platform, enhance the service quality and strengthen the risks control of the Group in order to maximize the returns to Shareholders and lower the Group's overall risks.

Finally, I would like to express my sincere gratitude to the Group's Directors, management team and staff members for their dedication and hard work, our customers for their confidence and support for our business, and our business partners, investors, Shareholders and professional parties for their trust and support.

Chang Xi Min
Chairman

20 March 2013

於二零一二年十一月，我們與一家香港金融服務機構簽訂意向書，內容關於在廈門市成立一家小額貸款公司，以提供借貸服務。我們相信，此舉將可有效擴展本集團的金融服務平臺及收入流。

於二零一二年，中國國務院頒佈國務院國發(2012)14號文《國務院關於進一步支援小型微型企業健康發展的意見》，據此出臺了多項不同措施，以幫助解決中小企在中國獲得銀行融資時所面臨的困難。

我們預測未來一年來自金融機構的信貸流動性及供應性將會改善。儘管經濟環境挑戰重重，我們對於中國擔保及融資業的長遠前景仍然充滿信心，但亦會繼續對不斷變化的全球經濟環境及中國監管環境可能帶來的任何影響保持警惕。我們將繼續尋找機會擴展服務平臺、增強服務質量以及強化本集團的風險控制，以為股東提供最大回報以及降低本集團的整體風險。

最後，本人謹此向本集團之董事、管理團隊及員工就其奉獻及辛勞致以衷心感謝，亦向本集團客戶就其對本集團業務之信心及支持以及本集團商業夥伴、投資者、股東及專業人士之信賴及支持深表謝意。

主席
張西銘

二零一三年三月二十日

Management Discussion and Analysis 管理層討論及分析

BRIEF INFORMATION OF THE GROUP

The Group is primarily engaged in the business of providing financial guarantee services, performance guarantee services and advisory services in the PRC.

In respect of the financial guarantee services, in principle, the Group facilitates SMEs by acting as the guarantor for the SMEs to secure credit facilities from lending banks.

The Group also provides its customers with performance guarantees, guaranteeing that the customers will perform their contractual obligations to the counter-parties in relation to, inter alia, delivery of goods, services contracts and other obligations. Save for the aforesaid, the Group is also permitted to provide various kinds of performance guarantees, including without limitation, provision of contract tendering, bidding guarantee, trade-related guarantees and litigation bond, which are yet to be provided by the Group.

In addition to the provision of guarantee services, the Group also provides its customers with advisory services. The advisory services aim to strengthen (i) the customers' communication with the lending banks, financial institutions or their counter-parties; and (ii) the understanding on the recent developments of financing regulations, and policies and market practices. With the Group's knowledge of banks' credit assessment practice, the Group is able to assist its customers in improving their financial, accounting and management systems and presentation.

The Company was listed on GEM of the Stock Exchange since 6 January 2012.

本集團之概要資料

本集團主要於中國從事提供融資擔保服務、履約擔保服務及顧問服務之業務。

就融資擔保服務而言，本集團基本上透過擔當中小企之擔保人，促進中小企從貸款銀行取得信貸融資。

本集團亦向客戶提供履約擔保，並向客戶的合同相對方保證客戶將履行有關合約責任，包括貨物交付、服務及其他責任。除上文所述外，本集團亦獲准提供各種履約擔保，包括但不限於投標擔保、貿易相關擔保及訴訟保全擔保，惟本集團尚未提供有關擔保。

除提供擔保服務外，本集團向客戶提供顧問服務。顧問服務旨在加強(i)客戶與貸款銀行、金融機構或彼等之相對方之溝通；及(ii)客戶對融資法規及政策以及市場慣例之近期發展之了解。憑藉本集團對銀行信貸評估慣例之認識，本集團能夠協助客戶改善財務、會計、管理系統及表述方式。

本公司自二零一二年一月六日在聯交所創業板上市。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

In 2012, the global economy was filled with uncertainties and the international environment was complicated and volatile. The PRC government decisively implemented a pro-active fiscal and prudent monetary policy to realize stable growth, price controls and economic structure adjustment. During 2012, the PRC inflation eased, and the PRC government gradually eased the credit terms and reduced required reserve ratio for the first time. At the same time, there were still many business owners in the PRC requiring funds to fuel their businesses in the growing economy. The Group responded to the dual challenges of national policy adjustments and market changes proactively. Taking advantage of these growth opportunities, the Group accelerated its pace in business expansion and achieved a comprehensive and balanced development. Below are some of the Group's significant business achievements in 2012:

(i) On 6 April 2012, the Group purchased a property at Unit 71, Level 6, Tower 4, Fortune Centre, No. 3 Shi Fu Main Street West, Gao Xin District, Zhangjiakou City, Hebei Province of the PRC, for a consideration of approximately RMB1,181,800. The gross floor area of this property is approximately 209 square meters. This new property is situated at the same building as the other two properties already acquired by the Group in 2011 at: (i) Units 72 and 73, Level 6 of Tower 4; and (ii) Unit 1 on Basement Level 2, Fortune Centre, No. 3 Shi Fu Main Street West, Gao Xin District, Zhangjiakou City, Hebei Province. The aforementioned Fortune Centre properties Unit 71, 72 and 73 on Level 6 of Tower 4 are used as the office of the Group in Hebei Province of the PRC and warehouse of Units 1 on Basement Level 2 has not yet officially commenced operation. The Group has moved into the new office in April 2012. In July 2012, the Group has also launched its nationwide database at its Hebei office. The Board believes that the new offices, warehouse and the nationwide database will facilitate the future business developments of the Group in Hebei Province.

業務回顧

二零一二年，全球經濟充斥不明朗因素，國際環境複雜多變，中國政府果斷施行積極的財政政策及穩健的貨幣政策，來實現穩增長、控物價、調結構。於二零一二年，中國通漲情況得以緩解，中國政府開始逐漸放寬信貸條件，並於年底首次下調存款準備金率。同時，於經濟增長之際，中國仍然有眾多商家需要資金投入業務。本集團積極回應國家政策變動及市場變動之雙重挑戰。抓住發展商機，本集團加快步伐拓展其業務，取得全面及平衡之發展佳績。以下為本集團二零一二年取得的部份重大業務成果：

(i) 於二零一二年四月六日，本集團以總代價約人民幣1,181,800元，收購了位於中國河北省張家口市高新區市府西大街3號財富中心第4座6層71號室的一處物業，建築面積約209平方米。此項新物業與本集團在二零一一年購入之另外兩項物業位於同一幢樓宇，即：中國河北省張家口市高新區市府西大街3號財富中心(i)第4座6層72及73號；及(ii)地庫二層1號室。上述財富中心第4座6層71、72及73號室物業共同用作本集團於中國河北省之辦事處，而地庫二層第1號室倉庫尚未正式啟用。本集團已於二零一二年四月遷入新辦事處。於二零一二年七月，本集團亦在其河北辦事處推出其全國性數據庫。董事會相信，新辦事處、貨倉及全國性數據庫將有助於本集團日後在河北省的業務發展。

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- (ii) On 30 May 2012, the Group entered into a cooperation agreement with 福建泉州市鯉城區創信小額貸款有限公司 (Fujian Quanzhou City Licheng District Chuanxin Microfinance Company Limited (“**Chuanxin Microfinance**”), being its unofficial English translation), a subsidiary of Fujian Hongxing Erke Sports Goods Co. Ltd., to provide the borrowers of Chuanxin Microfinance guarantee services at the maximum aggregate guarantee amount of RMB100 million. The cooperation between the Group and Chuanxin Microfinance will allow the Group to expand its market presence in Quanzhou City and can expand our clientele from solely SMEs to SMEs and individuals. Details of the cooperation agreement were disclosed in the announcement of the Company dated 1 June 2012.
- (iii) On 30 November 2012, the Company has submitted an application of the micro-finance license to the Xiamen Municipal Government (the “**Micro-Finance License**”) pursuant to a letter of intent entered into with a Hong Kong based financial services institution to establish a micro-finance company (the “**Micro-Finance Company**”) in Xiamen City of the PRC for the provision of money lending services. The Board believes that the establishment of the Micro-Finance Company and the application for the Micro-Finance License will facilitate the expansion of the financial services platform and source of income of the Group. As at the date of this report, the said application is still pending for approval by the relevant PRC authority.
- (ii) 於二零一二年五月三十日，本集團與福建鴻星爾克體育用品有限公司旗下之福建泉州市鯉城區創信小額貸款有限公司（「**創信小額貸款**」）訂立合作協議，同意向創信小額貸款之借款人提供擔保服務，最高擔保總額為人民幣1億元。本集團與創信小額貸款的合作協議將讓本集團擴充其服務至泉州市及把本集團之客戶群由只包括中小企客戶拓展至亦包括個人客戶。合作協議之詳情載於本公司日期為二零一二年六月一日之公佈。
- (iii) 於二零一二年十一月三十日，根據與一間以香港為基地之金融服務機構就於中國廈門市成立一間小額貸款公司（「**小額貸款公司**」）提供放貸服務而訂立之意向書，本公司向廈門市人民政府申請小額貸款牌照（「**小額貸款牌照**」）。董事會相信，開辦小額貸款公司及申請小額貸款牌照將有助於本集團擴大金融服務平台及收入來源。於本報告日期，上述申請仍有待有關中國當局之批覆。

Management Discussion and Analysis

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FINANCIAL REVIEW

Revenue

For the year ended 31 December 2012, the revenue for the Group was approximately RMB23.99 million (2011: RMB45.11 million), representing a decrease of approximately 47% as compared with the previous year. The detailed analysis of revenue is as follows:

(i) Financial Guarantee

Revenue from financial guarantee of the Group represents revenue from the provision of financial guarantee services and the relevant consultancy services. For the year ended 31 December 2012, revenue from financial guarantee of the Group was approximately RMB13.54 million (2011: approximately RMB7.79 million), representing an increase of approximately 74% and accounted for approximately 56% of the Group's total revenue in 2012 (2011: approximately 17.3%). For the year 2012, of the RMB13.54 million of revenue from financial guarantee, approximately RMB6.62 million of which was from the provision of financial guarantee services and the remaining of approximately RMB6.92 million was from the provision of the relevant consultancy services.

For the year 2011, of the RMB7.79 million of revenue from financial guarantee, approximately RMB4.58 million of which was from the provision of financial guarantee services and the remaining of approximately RMB3.21 million was from the provision of the relevant consultancy services.

The number of new contracts for financial guarantee entered into for the year ended 31 December 2012 were 84 (2011: 36), representing an increase of approximately 133% in the number of new contracts entered into. Since the Group was more familiar with the guarantee business, expanded its customer portfolio from time to time and has more new customers which were referred from existing customers of the Group. As a result, more new financial guarantee contracts were entered into in 2012.

財務回顧

收益

截至二零一二年十二月三十一日止年度，本集團之收益約為人民幣23,990,000元（二零一一年：人民幣45,110,000元），減少約47%。收益之詳細分析如下：

(i) 融資擔保

本集團來自融資擔保之收益即指提供融資擔保服務及相關顧問服務之收益。截至二零一二年十二月三十一日止年度，本集團來自融資擔保之收益約人民幣13,540,000元（二零一一年：約人民幣7,790,000元），增幅約74%，佔本集團二零一二年總收益約56%（二零一一年：約17.3%）。於二零一二年，融資擔保之收益約為人民幣13,540,000元，其中約人民幣6,620,000元來自提供融資擔保服務，而其餘約人民幣6,920,000元則來自提供相關顧問服務。

於二零一一年，融資擔保之收益為人民幣7,790,000元，其中約人民幣4,580,000元來自提供融資擔保服務，其餘約人民幣3,210,000元則來自提供相關顧問服務。

截至二零一二年十二月三十一日止年度訂立之融資擔保新合約數目為84份（二零一一年：36份），較上年度新訂合約數目增加約133%。由於本集團已對擔保業務更為熟悉，亦不時擴充其客戶之投資組合，再者擁有更多由本集團現有客戶推薦之新客戶。因此，於二零一二年新簽訂融資擔保合約數目有所增加。

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(ii) Performance Guarantee

Revenue from performance guarantee of the Group represents revenue from the provision of performance guarantee services and the relevant consultancy services. For the year ended 31 December 2012, revenue from performance guarantee of the Group was approximately RMB10.45 million, accounted for approximately 44% of the Group's total revenue in 2012 (2011: 72%). The main reasons for the decrease in revenue of performance guarantee were due to (i) the decrease in the number of performance guarantee services contracts entered into during the year, as most of the Group's performance guarantee services customers are engaged in the sale of construction materials, water and heating installation and sale, air-conditioning engineering and real estate development etc.; it was inevitably impacted by the slow down of the real estate development and/or construction projects under the macro control policies in the PRC; and (ii) a decrease in average contract size with the customer of the Group during the period under review. For the year 2012, of the RMB10.45 million of revenue from performance guarantee, approximately RMB3.27 million of which is from the provision of performance guarantee services and the remaining of approximately RMB7.18 million is from the provision of the relevant consultancy services.

For the year 2011, of the RMB32.5 million of revenue from performance guarantee, approximately RMB10.1 million of which is from the provision of performance guarantee services and the remaining of approximately RMB22.4 million is from the provision of the relevant consultancy services.

(iii) Standalone advisory services

Standalone advisory services of the Group represent advisory services offered to customers on a standalone basis without backed by a guarantee service. Nevertheless, most of the Group's advisory services are usually backed by guarantee services, unless requested by customers or the relevant guarantee applications were rejected by banks. During the year, the Group's total standalone advisory services income for the year ended 31 December 2012 was RMB Nil (2011: approximately RMB4.8 million). The Group's financial advisory services provided to its customers included conducting feasibility studies, preparing financial proposals and introducing fund providers to them.

(ii) 履約擔保

本集團來自履約擔保收益即指提供履約擔保服務及相關顧問服務之收益。截至二零一二年十二月三十一日止年度，本集團來自履約擔保之收益約為人民幣10,450,000元，佔本集團二零一二年總收益約44%（二零一一年：72%），主要因為(i)於本年度內訂立之履約擔保合約數目減少，由於本集團大部分履約擔保服務客戶從事銷售建築材料、供水及供熱設施安裝及銷售、空調工程及房地產開發等行業，故在中國宏觀調控下，難免因房地產開發及／或建築項目增長放緩而受影響；及(ii)於回顧期間與本集團客戶訂立之平均合約金額下降。於二零一二年，履約擔保之收益約為人民幣10,450,000元，其中約人民幣3,270,000元來自提供履約擔保服務，而其餘約人民幣7,180,000元來自提供相關顧問服務。

於二零一一年，履約擔保之收益約為人民幣32,500,000元，其中約人民幣10,100,000元來自提供履約擔保服務，而其餘約人民幣22,400,000元來自提供相關顧問服務。

(iii) 獨立顧問服務

本集團之獨立顧問服務即指獨立地向客戶提供之顧問服務而無擔保服務配合。然而，除非客戶要求或有關擔保申請遭受銀行拒絕，否則本集團之大部份顧問服務通常有擔保服務配合。截至二零一二年十二月三十一日止年度，本集團獨立顧問服務之總收入為人民幣零元（二零一一年：約人民幣4,800,000元）。本集團向客戶提供之金融顧問服務包括進行可行性研究、編製財務建議及向其推介資金供應商。

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Other Income

The Group's other income formed by bank interest and exchange gain. The Group's other income for the two years ended 31 December 2011 and 2012 were approximately RMB0.76 million and RMB2.48 million respectively. The increase of approximately 226.3% was mainly attributable to the increase in the amount of average pledged bank deposits and exchange gain during the year ended 31 December 2012.

Administrative Expenses

Administrative expenses primarily consist of (i) business tax; (ii) salary and welfare expenses for management and administrative personnel; (iii) depreciation and amortization; (iv) rental expenses; and (v) other administrative expenses including professional fees. For the year ended 31 December 2012, the Group's administrative expenses amounted to approximately RMB15.59 million (2011: approximately RMB10.6 million), which accounted for approximately 65% of the Group's revenue (2011: approximately 23.5%). The increase in administrative expenses was primarily due to increase in staff costs, legal and professional fees and other related expenses resulting from our business growth and the listing.

(Loss)/Profit Before Income Tax and (Loss)/Profit Attributable to Shareholders

The loss before income tax for 2012 was approximately RMB4.3 million, as compared to a profit of approximately RMB27.0 million in 2011. Excluding the exceptional listing expenses of approximately RMB3.6 million and the share-based payment of approximately RMB11.6 million which is one-off and non-cash in nature, the profit before income tax would have been approximately RMB10.9 million, representing a decrease of approximately 59.7% when compared to that of 2011. The profit before income tax margin, arrived by dividing the profit before income tax excluding the exceptional listing expenses and share based payment by total revenue, maintained at a satisfactory level of 45.4%, a decrease from 78.2% in 2011.

其他收入

本集團之其他收入由銀行利息及匯兌收益組成。於截至二零一一年及二零一二年十二月三十一日止兩個年度，本集團之其他收入分別約為人民幣760,000元及人民幣2,480,000元，增幅約226.3%，主要來自截至二零一二年十二月三十一日止年度之平均質押銀行存款金額及匯兌收益增加。

行政開支

行政開支主要包括(i)營業稅；(ii)管理層及行政人員薪酬及福利開支；(iii)折舊及攤銷；(iv)租賃開支；及(v)其他行政開支(包括專業費用)。於截至二零一二年十二月三十一日止年度，本集團之行政開支約為人民幣15,590,000元(二零一一年：約人民幣10,600,000元)，佔本集團之收益約65%(二零一一年：約23.5%)。行政開支增加主要乃因本集團業務增長及上市而使員工成本、法律及專業費用及其他相關開支增加所致。

所得稅前(虧損)／溢利及股東應佔(虧損)／溢利

於二零一二年之所得稅前虧損約為人民幣4,300,000元，相比二零一一年則為溢利約人民幣27,000,000元。扣除非經常性上市開支約人民幣3,600,000元及以股份為基準付款約人民幣11,600,000元(乃屬一次性且屬非現金性質)後，所得稅前溢利應約為人民幣10,900,000元，較二零一一年減少約59.7%。所得稅前溢利率經將所得稅前溢利(不包括非經常性開支及以股份為基準之付款)除以收益總額後釐定，維持於理想水平45.4%，較二零一一年之78.2%下降。

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The loss attributable to owners of the Company for the year 2012 was approximately RMB9.5 million, as compared to a profit of approximately RMB16.2 million for the year ended 31 December 2011. Such decrease was mainly due to (i) the decrease in the revenue resulting from the decrease in the number of performance guarantee contracts entered during the year and the decrease in average contract size with the customers of the Group; and (ii) the expenses resulting from business growth and the listing of the Company, as well as the share-based payment which is one-off and non-cash in nature.

Liquidity, Financial Resources and Capital Structure

As at 31 December 2012, pledged bank deposits and cash and cash equivalents amounted to approximately RMB47.4 million (2011: approximately RMB43.3 million) and approximately RMB4.0 million (2011: approximately RMB3.8 million) respectively, representing an increase in pledged bank deposits of approximately RMB4.1 million and an increase in cash and cash equivalents of approximately RMB0.2 million as compared to the positions as at 31 December 2011. The Group generated negative cash flows of approximately RMB2.4 million from operating activities during the year, the Group made substantial payment of approximately RMB16.1 million for the construction of the new head office in Xiamen City.

During the year, the Group did not have any borrowing which bore floating interest rates. The Group's interest rate risk primarily relates to the interest bearing bank balances and pledged bank deposits. The Group did not hedge its exposure to interest rate during the year but may enter into interest rate hedging instruments in the future to hedge any significant interest rate exposure should the need arise.

The gearing ratio, which was calculated by dividing net debts (i.e. amounts due to Shareholders less pledged bank deposits and cash and cash equivalents) by total equity, representing approximately 116.5% as at 31 December 2011 and Nil as at 31 December 2012. The amount due to Shareholders as at 31 December 2011 was fully capitalized upon listing of the Company on GEM of the Stock Exchange. As at 31 December 2012, the Group did not have any amount due to Shareholders and borrowing.

於二零一二年，本公司擁有人應佔虧損約人民幣9,500,000元，相比截至二零一一年十二月三十一日止年度則為溢利約人民幣16,200,000元，主要因(i)因年內訂立之履約擔保合約數目減少及與本集團客戶訂立之平均合約金額減少而導致收益減少；及(ii)本公司業務增長及上市之開支，及以股份為基準付款(乃屬一次性且屬非現金性質)所致。

流動資金、財務資源及資本架構

於二零一二年十二月三十一日，質押銀行存款與現金及現金等值項目分別約為人民幣47,400,000元(二零一一年：約人民幣43,300,000元)及約人民幣4,000,000元(二零一一年：約人民幣3,800,000元)，較二零一一年十二月三十一日狀況增加質押銀行存款約人民幣4,100,000元及增加現金及現金等值項目約人民幣200,000元。本集團於年內自經營活動產生負數現金流量約人民幣2,400,000元，本集團大額支付廈門市新建總辦公室費用約為人民幣16,100,000元。

年內，本集團並無任何按浮息率計之借款。本集團之利率風險主要與計息銀行存款及質押銀行存款有關。年內，本集團並無就利率進行對沖，但日後或會訂立利率對沖工具，於必要時對沖任何重大利率風險。

資產負債比率乃將負債淨額(經應付股東款項減質押銀行存款以及現金及現金等值項目釐定)除以權益總額計量，分別為二零一一年十二月三十一日約116.5%及二零一二年十二月三十一日之零。於二零一一年十二月三十一日，應付股東款項已於本公司股份在聯交所創業板上市時悉數撥作資本。於二零一二年十二月三十一日，本集團並無應付股東款項及借款。

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Contingent Liability

As at 31 December 2012, the Group did not have any material contingent liability.

Material Acquisitions or Disposals of Subsidiaries and Affiliated Companies

Other than in connection with the Group's reorganization for the listing of the Company on GEM of the Stock Exchange on 6 January 2012, there was no other material acquisition or disposal of subsidiaries and affiliated companies during the year ended 31 December 2012.

OUTLOOK

In view of the over-heated PRC economy in the past few years, in its 12th Five-Year Plan, the PRC government proposed to stabilize the country's annual growth rate at around 7% from 2011 to 2015, in order to allow room to carry out the necessary adjustments to achieve a healthy sustainable growth model for the country. In the beginning of year 2012, the PRC government proposed its 7.5% GDP target for 2012, which expressed its expectation of economic slowdown. In the international economic market, although the U.S. launched QE3 (the third round of quantitative easing operation) to stimulate the economy, the budget deficit problem is still difficult to solve and the economic data are still far from expectation. Besides, the U.S. government postponed the discussion of fiscal cliff, which brings more concern to the financial market. In addition, the lack of practical European debt crisis resolution adds latent trouble to the market.

In 2012, the State Council of the PRC has issued the 國務院國發(2012)14號文《國務院關於進一步支援小型微型企業健康發展的意見》(State Department Guo Fa (2012) Article No. 14 ("State Department Opinion on Providing Further Support to SMEs for its Healthy Development", being its unofficial English translation), pursuant to which different measures are deployed to help resolved the difficulties that SMEs are facing in obtaining bank financing in the PRC, which include, among other things,: (a) commercial banks are encouraged to lower their barriers in granting loans to SMEs and to provide them with more financing products and services such as supply chain financing; (b) while enforcing supervision and maintaining risks at acceptable levels, it is encouraged to develop micro-financing companies to resolve the financing needs of the SMEs; (c) expanding the channels for financing and support the SMEs using current assets as pledges; and (d) encouraging guarantee companies to increase the scale and level of guarantee to SMEs etc..

或然負債

於二零一二年十二月三十一日，本集團並無任何重大或然負債。

附屬公司及聯屬公司之重大收購或出售

除為本公司股份於二零一二年一月六日在聯交所創業板上市之本集團重組以外，截至二零一二年十二月三十一日止年度，概無任何附屬公司及聯屬公司之其他重大收購或出售。

前景

鑑於中國在過去多年來經濟過熱，在其第十二個五年規劃中，中國政府建議在二零一一年至二零一五年將國家全年增長比率穩定在7%左右，以騰出空間進行所需調整，使國家達至健康可持續之增長模式。二零一二年初，中國政府提出國內生產總值(GDP)全年目標7.5%，中國經濟減速的信號正式放出。國際市場上，雖有美國推出第三輪量化寬鬆政策(QE3)推動經濟，唯財政赤字困局難解，經濟數據距離理想指標仍差距不小，加上美國政府延後財政懸崖談判，使金融市場再添憂慮。另一方面，歐債危機亦未有實質解決方案，為市場埋下隱患。

二零一二年，中國國務院頒佈國務院國發(2012)14號文《國務院關於進一步支援小型微型企業健康發展的意見》，據此出台不同措施，協助解決中小企在中國取得銀行融資時所遭遇之難題，措施包括但不限於：(a)鼓勵商業銀行降低向中小企放貸之門檻，向彼等提供更多融資產品及服務，如供應鏈融資；(b)在加強監督及將風險保持可接受水平之際，鼓勵發展小額融資公司，解決中小企之融資需要；(c)擴大融資渠道，支持中小企以流動資產作為抵押品；及(d)鼓勵擔保公司增大規模及給予中小企之擔保水平等。

Management Discussion and Analysis 管理層討論及分析

Based on the above, notwithstanding the Group is facing a complicated global business and economic environment, the Group remains positive and cautiously optimistic about the prospects of the financing and guarantee industry in the PRC.

Furthermore, in Xiamen City and Fujian Province, our main business operating regions, the local government implemented the Interim Administrative Measures of micro-credit company, further tightening the operator qualification of the micro-credit companies. In many other provinces and cities over the PRC including Inner Mongolia Province, Jiangsu Province, Zhejiang Province and a lot of cities and others strengthened the monitoring of credit guarantee companies and also evocated the licenses of quite a lot of financing guarantee institutions. In particular, the government of Zhejiang Province published the “Five-Year Plan of the Development of Financing Guarantee Institutions”, expecting to reduce the number of guarantee institution from 676 to around 400 by the end of 2016, with an elimination rate of 41%. From the examples of Zhejiang Province and many other regions, it is expected that the guarantee industry in the PRC will become more concentrated. Therefore, as a quality sizable enterprise in the guarantee industry, the Group is expected to be benefited from the industry consolidation.

One of the future plans of the Group is to develop the micro-finance business and the cooperation with Chuanxin Microfinance, information of which was disclosed under the paragraph headed “Business Review” in this report. The Group will continue to strengthen its existing businesses and to look for opportunities to expand the financial services platform and income source of the Group, in order to maximize the return to Shareholders. Furthermore, the Group will continue to (i) strengthen the Group’s risk management committee; (ii) strengthen its internal control and post-monitoring procedures to deal with default risk more effectively and efficiently, including taking possession of and liquidating collaterals; (iii) standardize the products and services wherever possible; and (iv) upgrade the Group’s management information system to improve the effectiveness and the timeliness of the Group’s overall operations and risk control measures.

基於上文所述，雖然本集團面對複雜之全球商業及經濟環境，惟本集團對中國融資及擔保行業之前景仍然抱正面及審慎樂觀態度。

另外，於本公司的主要經營城市 — 福建省廈門市，當地政府於去年相繼出台有關小額貸款公司管理暫行辦法，就小額貸款公司的運營資格進一步收緊。在中國的另外一些省、市，包括內蒙古、江蘇省、浙江省等多個省份以及很多城市，都在加強對擔保公司的監管，並撤銷為數不少的融資性擔保機構的經營牌照。其中，浙江省去年發佈「融資性擔保行業發展的五年規劃」，計劃到二零一六年末，將全省擔保機構由676家精簡到400家左右，淘汰率約為41%。從浙江省等多個地區的個別例子來看，預期今後全國範圍的擔保業會越來越集中。故本集團作為擔保行業的優質大型企業，亦預期會於是次的行業整合中受惠。

本集團未來的發展策略之一將為發展小額貸款項目並與創信小額貸款合作，有關資料載於本報告「業務回顧」一段。本集團將繼續加強現有業務，並尋求擴大金融服務平台及本集團收入來源之機會，以盡量加大股東回報。此外，本集團將繼續(i)加強本集團風險管理委員會；(ii)加強內部監控及後監察程序以更有效及高效地處理違約情況，包括接管及清算擔保物；(iii)盡可能實行產品及服務標準化；及(iv)提升本集團管理信息系統以改善本集團風險監控措施之效率及時效性。

Management Discussion and Analysis 管理層討論及分析

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS AND THEIR EXPECTED SOURCES OF FUNDING

Save as disclosed under the paragraph headed “Capital Commitments and Capital Expenditure” in this report, the Group has no specific future plan for material investments or capital assets as at 31 December 2012.

CAPITAL COMMITMENTS AND CAPITAL EXPENDITURE

Capital commitments represent the Group’s commitment in relation to (i) the acquisition of the property, which is intended for warehouse storage use (“**Hebei Property**”) by 河北大盛行擔保有限公司 (Hebei Da Sheng Guaranty Company Limited, being its unoffical English translation) (“**Hebei Da Sheng**”), a joint venture enterprise established in the PRC and an indirect 95% owned subsidiary of the Company; and (ii) the construction of a commercial building on a piece of land in Xiamen City purchased by 大盛行(廈門)擔保有限公司 (Da Sheng (Xiamen) Guaranty Company Limited, being its unoffical English translation) (“**Xiamen Da Sheng**”), a joint venture enterprise established in the PRC and an indirect wholly-owned subsidiary of the Company (“**Xiamen Property**”). For further information in relation to the Hebei Property and Xiamen Property, please refer to the prospectus of the Company dated 29 December 2011 (“**Prospectus**”) and the annual report of the Company for the year ended 31 December 2011 (“**2011 Annual Report**”).

The capital commitments of the Group as at 31 December 2012 not provided for in the financial statements were approximately RMB1.8 million (2011: RMB1.8 million) for land and buildings, RMB Nil (2011: RMB2.5 million) for leasehold improvement and approximately RMB21.7 million (2011: 31.4 million) for construction in progress respectively.

The increment in capital expenditure of the Group for the year ended 31 December 2012 was approximately RMB29.4 million (2011: approximately RMB19.1 million), representing an increase of approximately 53.9%. Such increment was principally attributable to the increase in expenditure in: (a) buildings, (b) furniture, fixtures and office equipment, (c) motor vehicles, (d) leasehold improvements in connection with the Group’s Hebei and Xiamen offices, and (e) construction in progress in relation to the construction of the Xiamen Property; as well as the addition and transfer from deposits paid in connection with the land use rights.

有關重大投資或資本資產之未來計劃及彼等之預期資金來源

除本報告「資本承擔及資本性開支」一段所披露者外，於二零一二年十二月三十一日，本集團並無有關重大投資或資本資產之具體未來計劃。

資本承擔及資本性開支

資本承擔即指本集團有關(i)河北大盛行擔保有限公司(「河北大盛行」，於中國成立之合營企業，為本公司間接擁有95%之附屬公司)收購擬用作倉庫儲備之物業(「河北物業」)；及(ii)大盛行(廈門)擔保有限公司(「廈門大盛行」，於中國成立之合營企業，為本公司間接全資擁有之附屬公司)購入位於廈門市一幅土地及在其上興建商業樓宇(「廈門物業」)之承擔。有關河北物業及廈門物業詳情，請參閱本公司日期為二零一一年十二月二十九日之招股章程(「招股章程」)及本公司截至二零一一年十二月三十一日止年度之年報(「二零一一年年報」)。

於二零一二年十二月三十一日，沒有計入財務報表之資本承擔分別包括土地及樓宇約人民幣1,800,000元(二零一一年：人民幣1,800,000元)，租賃裝修約人民幣零元(二零一一年：人民幣2,500,000元)及在建工程約人民幣21,700,000元(二零一一年：人民幣31,400,000元)。

本集團截至二零一二年十二月三十一日止年度之新增資本性開支約為人民幣29,400,000元(二零一一年：約人民幣19,100,000元)，升幅約53.9%。有此升幅，主要歸因於下列各方面之開支：(a)樓宇、(b)家具、裝置及辦公設備、(c)汽車、(d)與本集團河北及廈門辦事處有關之租賃物業改善，及(e)有關興建廈門物業之在建工程；以及新增及轉讓與土地使用權有關之已付保證金。

Management Discussion and Analysis 管理層討論及分析

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2012, the Group had a total of 36 employees (2011: 28 employees). The Group's total staff costs (including Directors' emoluments) were approximately RMB3.8 million (2011: RMB2.8 million). The remuneration policy is determined with reference to market condition, performance and qualification. During the year, there was no year-end bonus paid to employees.

During the year ended 31 December 2012, the Company has granted an aggregate of 150,000,000 share options to the eligible persons under the share option scheme of the Company adopted on 1 December 2011 ("**Share Option Scheme**"). The Group participates in the PRC government-sponsored social security system as required under the relevant PRC laws and regulations. The social security system in the PRC includes retirement, work injury, medical care, unemployment and other insurance coverage for the employees. The Group also maintains the Mandatory Provident Fund scheme and insurance for its employees in Hong Kong.

FOREIGN EXCHANGE EXPOSURE

The Group's main operations are in the PRC. Most of the assets, income, payments and cash balances are denominated in RMB. The Company has not entered into any foreign exchange hedging arrangement. The Directors consider that exchange rate fluctuation has no significant impact on the Company's performance.

FINAL DIVIDEND

The Directors did not recommend the payment of a final dividend for the year ended 31 December 2012.

員工及薪酬政策

於二零一二年十二月三十一日，本集團員工共有36名(二零一一年：28名員工)。本集團員工成本總額(包括董事薪酬)約為人民幣3,800,000元(二零一一年：人民幣2,800,000元)。薪酬政策乃參照市況、表現及資歷而釐訂。於年內，概無向員工支付年終花紅。

於截至二零一二年十二月三十一日止年度，本公司曾根據二零一一年十二月一日採納之本公司購股權計劃(「**購股權計劃**」)授出150,000,000份購股權予合資格人士。本集團根據中國之法律及法規參加了中國政府資助之社會保障基金計劃。中國之社會保障制度包括僱員之退休、工傷、醫療、失業和其他保險保障。本集團亦為其香港員工支付強制性公積金計劃及投購保險。

外匯風險

本集團之主要經營業務位於中國。大部份資產、收入、付款及現金結餘均以人民幣計值。本公司並無訂立任何外匯對沖安排。董事認為匯率波動並無對本公司之表現造成任何重大影響。

末期股息

董事會不建議派付截至二零一二年十二月三十一日止年度之末期股息。

Comparison of Business Objectives with Actual Business Progress 業務目標與實際業務進度之比較

An analysis comparing the business objectives stated in the Prospectus for the period from 20 December 2011, being the latest practicable date as defined in the Prospectus (the “LPD”) to 31 December 2012 with the Group’s actual business progress for the period from the LPD to 31 December 2012 is set out below:

以下為二零一一年十二月二十日(即招股章程定義之最後可行日期(「最後可行日期」))至二零一二年十二月三十一日期間招股章程所載業務目標與最後可行日期至二零一二年十二月三十一日止期間本集團實際業務進度的比較之分析：

i) Expand the Group’s market presence in Hebei Province

i) 擴大本集團於河北省之市場實力

Business objectives for the period from the LPD to 31 December 2012

Actual business progress for the period from the LPD to 31 December 2012

最後可行日期至二零一二年十二月三十一日期間之業務目標

最後可行日期至二零一二年十二月三十一日期間之實際業務進度

— Establish cooperation relationships with Agricultural Bank of China Limited and China Construction Bank Corporation

— A cooperation relationship has been made with Agricultural Bank of China Limited and China Construction Bank Corporation.

— 與中國農業銀行股份有限公司及中國建設銀行股份有限公司建立合作關係

— 已與中國農業銀行股份有限公司及中國建設銀行股份有限公司建立合作關係。

— Commence business operation of Cangzhou City representative office

— The Group is applying for the registration certificate and pending for approval from Cangzhou City Industry and Information Technology Bureau, being its unofficial English translation).

— 開展滄州市代表辦事處之經營業務

— 本集團正就開展滄州市代表辦事處之申請及等待滄州市工業和信息化局審批登記證書。

— Negotiate with banks to increase guarantee limit

— Zhangjiakou City Commercial Bank has increased Hebei Da Sheng’s guarantee limit from 5 times to 8 times.

— 與銀行磋商增加擔保額度

— 張家口市商業銀行已將河北大盛行之擔保額度由5倍提高至8倍。

— Conduct seminars to potential customers in Hebei Province

— Some potential customers could not join the seminar in between July and December 2012. The seminar of supply chain financing to banks and potential customers is therefore postponed to between January and June 2013.

— 向河北省潛在客戶舉辦研討會

— 由於二零一二年七月至十二月期間有部份潛在客戶未能抽空參與研討會，因此向潛在客戶舉辦有關供應鏈融資研討會延遲至二零一三年一月至六月期間舉行。

Comparison of Business Objectives with Actual Business Progress 業務目標與實際業務進度之比較

ii) Expand the Group's market presence in Xiamen City and other cities surrounding Xiamen City

Business objectives for the period from the LPD to 31 December 2012

- Establish cooperation relationships with the Industrial Bank Co., Ltd., Longhai Zhangzhou Commercial Bank and Ping An Bank
- Negotiate with banks to increase guarantee limit
- Conduct seminars to potential customers in Xiamen City

Actual business progress for the period from the LPD to 31 December 2012

- A letter of intent has been signed with Industrial Bank Co., Ltd. and Ping An Bank respectively. The Company is awaiting for the confirmation from the main branches of the respective banks.
- Based on the current progress, a letter of intent is expected to be signed with Longhai Zhangzhou Commercial Bank between January and June 2013 instead of the second half of 2012 as mentioned in the 2011 Annual Report.
- Ongoing negotiations with various banks.
- A seminar of supply chain financing to banks and potential customers was held on 18 October 2012.

ii) 擴大本集團於廈門市及其週邊城市之市場實力

最後可行日期至二零一二年十二月三十一日期間之業務目標

- 與興業銀行、龍海漳州商業銀行及平安銀行建立合作關係
- 與銀行磋商以增加擔保額度
- 向廈門市潛在客戶舉辦研討會

最後可行日期至二零一二年十二月三十一日期間之實際業務進度

- 已分別與興業銀行廈門分行及平安銀行(廈門分行)簽訂了合作意向書。本公司正在等候兩家銀行總行的審批。
- 按照目前進度，預計於二零一三年一月至六月(而非二零一一年年報所述之二零一二年下半年)與龍海市漳州商業銀行簽訂合作意向書。
- 正在與各間銀行洽談中。
- 於二零一二年十月十八日向銀行及潛在客戶舉辦有關供應鏈融資之研討會。

Comparison of Business Objectives with Actual Business Progress 業務目標與實際業務進度之比較

iii) Expand the scope of the Group's existing business and services

Business objectives for the period from the LPD to 31 December 2012

- Commence guarantee services for supply chain financing in Hebei Province and/or Xiamen City
- Commence project guarantee and procedural preservative guarantee businesses

Actual business progress for the period from the LPD to 31 December 2012

- Hebei Da Sheng and Xiamen Da Sheng's supply chain financing service is still under negotiation.
- Ongoing negotiations.
- The Group has entered into a cooperation agreement dated 30 May 2012 with Chuanxin Microfinance in Quanzhou City, which has a registered capital of RMB300 million (Note)

Note: The Group initially planned to expand its services to Quanzhou City during the period from 1 July 2013 to 31 December 2013 as set out in the implementation plan disclosed in the Prospectus. As the opportunity arises, the Board considered that the cooperation agreement represents a good opportunity for the Group to further expand its guarantee business in the PRC and the Board considers that the terms of the cooperation agreement are in normal commercial terms and in the best interests of the Company and the Shareholders as a whole. Details of which please refer to the announcement of the Company dated 1 June 2012 and the paragraph headed "Business Review" in this report.

iii) 擴大本集團之現有業務及服務

最後可行日期至二零一二年十二月三十一日期間之業務目標

- 於河北省及／或廈門市開始供應鏈擔保服務
- 開始項目擔保及訴訟保全擔保業務

最後可行日期至二零一二年十二月三十一日期間之實際業務進度

- 河北大盛行與廈門大盛行的供應鏈擔保目前還在磋商中。
- 正在洽談中。
- 本集團已於泉州市與創信小額貸款訂立日期為二零一二年五月三十日之合作協議，該公司之註冊資本為人民幣3億元(附註)。

附註： 誠如本公司之招股章程所披露之實施計劃，本集團原本計劃於二零一三年七月一日至二零一三年十二月三十一日期間擴充其服務至泉州市。鑒於機會出現，董事會認為合作協議乃本集團於中國進一步擴充其擔保業務之良機，董事會亦認為合作協議之條款乃正常商業條款，且符合本公司及其股東之整體最佳利益。有關詳情參閱本公司日期為二零一二年六月一日之公佈及本報告「業務回顧」一段。

Comparison of Business Objectives with Actual Business Progress 業務目標與實際業務進度之比較

iv) Recruit additional expertise and allocate more resources to improve credit risk management

Business objectives for the period from the LPD to 31 December 2012

- Recruit more staff with high qualification
- Build internal nationwide database
- Provide regular training courses to staff arranged by reputable universities
- Set up a training centre in Xiamen City headquarter
- Set up the risk management centre in Xiamen City headquarter

Actual business progress for the period from the LPD to 31 December 2012

- The Group has recruited 7 more staff in the area of accounting and sales management during the period.
- The database was launched in the Group's new office building in Hebei Province in July 2012.
- Certain staffs are attending training courses organized by reputable universities. The Group will continue to provide staff with various professional training courses.
- As the Xiamen City headquarter is still under construction, it is expected that the training centre will be set up between May to June 2013.
- As the Xiamen City headquarter is still under construction, it is expected that the risk management centre will be set up between May to June 2013.

iv) 招募更多高學歷員工及調撥更多資源改善信貸風險管理

最後可行日期至二零一二年十二月三十一日期間之業務目標

- 招募更多高學歷員工
- 建立內部全國數據庫
- 聯絡著名大學，向員工提供正規培訓課程
- 於廈門市總部設立培訓中心
- 於廈門市總部建立風險管理中心

最後可行日期至二零一二年十二月三十一日期間之實際業務進度

- 本集團於期內增聘七名會計及銷售管理範疇之員工。
- 本集團已於二零一二年七月在其位於河北省之新辦公大樓推出數據庫。
- 有部份員工正攻讀由著名大學開辦之課程。本集團會繼續對公司員工提供各種專業培訓課程。
- 由於廈門市總部尚在興建中，預期培訓中心將於二零一三年五、六月間開辦。
- 由於廈門市總部尚在興建中，預期風險管理中心將於二零一三年五、六月間開辦。

Biographical Details of Directors and Senior Management 董事及高級管理人員履歷

EXECUTIVE DIRECTORS

Mr. Chang Hoi Nam, aged 34, was appointed as executive Director and the chief executive officer (the “**Chief Executive Officer**”) and member of the nomination committee of the Company (the “**Nomination Committee**”) on 1 December 2011. Mr. Chang is one of the founders of the Group. He is responsible for the operation and management of the Group. Mr. Chang obtained a bachelor degree in business management from the University of New Brunswick of Canada in September 2000.

Mr. Chang was an independent non-executive director of Sincere Watch (Hong Kong) Limited (stock code: 444) from June 2012 to September 2012. Mr. Chang has over 7 years of experience in property development before he set up the Group with Mr. Pang Man Kin Nixon, an executive Director and the vice chairman of the Company (the “**Vice Chairman**”). He joined his family business in 2000, served as a general manager of 廈門瀟湘房地產公司 (Xiamen Xiaoxiang Real Estate Limited, being its unofficial English translation) and directors of 河北新東亞房地產開發有限公司 (Hebei New East Asia Real Estate Development Company Limited, being its unofficial English translation) and 河北大盛行擔保有限公司 (Hebei Da Sheng Guaranty Company Limited, being its unofficial English translation), an indirect subsidiary of the Company. Mr. Chang is also the vice chairman of 張家口市工商業聯合會 (Zhangjiakou City Chamber of Commerce, being its unofficial English translation), the chairman of 張家口市泉州商會 (Quanzhou City Chamber of Commerce of Zhangjiakou, being its unofficial English translation), a committee member of 張家口市青年聯合會 (Zhangjiakou City Youth Federation, being its unofficial English translation) and a member of the board of supervisors of Zhangjiakou City Commercial Bank Co., Limited.

Mr. Chang is the son of Mr. Chang Xi Min, a non-executive Director and the chairman of the Company (the “**Chairman**”).

Mr. Pang Man Kin, Nixon, aged 44, was appointed as executive Director and Vice Chairman, member of the remuneration committee (the “**Remuneration Committee**”) and authorized representative of the Company on 1 December 2011. Mr. Pang is one of the founders of the Group. He is responsible for overall strategy formulation and planning of the Group. Mr. Pang was an executive director of Energy International Investments Holdings Limited (stock code: 353) from August 2005 to July 2007 and had participated in various mergers and acquisitions and company restructuring.

執行董事

張凱南先生，34歲，於二零一一年十二月一日獲委任為本公司之執行董事兼行政總裁（「行政總裁」）、及提名委員會（「提名委員會」）之成員。張先生為本集團始創人之一。彼負責本集團之經營及管理。張先生於二零零零年九月獲得加拿大新伯倫瑞克大學工商管理學士學位。

張先生曾於二零一二年六月至二零一二年九月任Sincere Watch (Hong Kong) Limited(股份代號:444)之獨立非執行董事。張先生與本公司執行董事及本公司副主席（「副主席」）彭文堅先生成立本集團之前，於房地產開發方面擁有逾七年經驗。彼於二零零零年加入其家族生意，並且任廈門瀟湘房地產公司之總經理及河北新東亞房地產開發有限公司及河北大盛行擔保有限公司（本公司之間接附屬公司）之董事。張先生亦為張家口市工商業聯合會之副主席、張家口市泉州商會之主席、張家口市青年聯合會之委員會之成員及張家口市商業銀行股份有限公司之監事委員會之成員。

張先生為本公司非執行董事兼主席（「主席」）張西銘先生之兒子。

彭文堅先生，44歲，於二零一一年十二月一日獲委任為執行董事兼副主席、本公司薪酬委員會（「薪酬委員會」）之成員及法定代表。彭先生為本集團始創人之一。彼負責本集團整體策略之制訂及計劃。彭先生曾於二零零五年八月至二零零七年七月任能源國際投資控股有限公司（股份代號：353）之執行董事，並參與多項併購及公司重組項目。

Biographical Details of Directors and Senior Management 董事及高級管理人員履歷

Mr. Chen Xiao Li, aged 42, was appointed as executive Director and compliance officer of the Company on 1 December 2011. Mr. Chen is responsible for overseeing the compliance issue and the internal control of the Group. He is also a member of the credit management standing committee of the Group. Mr. Chen obtained a bachelor degree in laws from Hebei University in December 1998 and a master degree in laws from Tsinghua University in January 2005. He is a practising lawyer in the PRC. Mr. Chen has been providing legal services to the Group since 2006.

NON-EXECUTIVE DIRECTOR

Mr. Chang Xi Min, aged 65, was appointed as non-executive Director and Chairman on 1 December 2011. Mr. Chang was the editor of Xiamen Daily from 1983 to 1989, during which he studied at The Open University of China (formerly known as “China Central Radio and TV University”) and graduated in September 1988. Mr. Chang was the economic consultant of Zhangjiakou Municipal Government, the secretary general of Xiamen General Chamber of Commerce, a member of the Chinese People’s Political Consultative Conference of Hebei Province Committee of the PRC and a general member of Zhangjiakou Municipal Committee of the Chinese People’s Political Consultative Conference. He was an executive director of Fairyoung Holdings Limited (now known as “Madex International (Holdings) Limited”) (stock code: 231) from 1997 to 2003. Mr. Chang has also been the chairman of Liaohai International Investment Limited since 2001. He is the father of Mr. Chang Hoi Nam, an Executive Director and the Chief Executive Officer.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Kai Wing, aged 52, was appointed as independent non-executive Director, chairman of the audit committee (the “**Audit Committee**”) of the Company and the Remuneration Committee, and member of the Nomination Committee on 1 December 2011. Mr. Chan obtained a bachelor degree of economics from Macquarie University in Sydney, Australia in April 1986. He is a fellow member of CPA Australia. Mr. Chan is currently the managing director and founder of Mandarin Capital Enterprise Limited, a company specialized in provision of financial advisory, merger and acquisition and fund raising for both listed and private companies in Hong Kong and the PRC. He founded Mandarin Capital Enterprise Limited in

陳小利先生，42歲，於二零一一年十二月一日獲委任為執行董事及本公司之合規主任。陳先生負責監管本集團之合規問題及內部監控。彼亦為本集團之信貸管理常委會成員。陳先生於一九九八年十二月獲得河北大學法律專業本科資格，並於二零零五年一月獲得清華大學法律碩士學位。彼為中國之執業律師。陳先生自二零零六年起為本集團提供法律服務。

非執行董事

張西銘先生，65歲，於二零一一年十二月一日獲委任為非執行董事兼主席。張先生曾於一九八三年至一九八九年任廈門日報之編輯，期間，彼就讀於國家開放大學(前稱「中央廣播電視大學」)及於一九八八年九月畢業。張先生曾任張家口市政府之經濟顧問、廈門市工商聯(總商會)之常務理事及中國人民政治協商會議河北省委員會之委員及中國人民政治協商會議張家口市常務委員。彼曾於一九九七年至二零零三年任惠揚控股集團有限公司(現稱「盛明國際(控股)有限公司」)(股份代號：231)之執行董事。張先生亦自二零零一年起任遼海國際投資有限公司之主席。彼為執行董事兼行政總裁張凱南先生之父親。

獨立非執行董事

陳繼榮先生，52歲，於二零一一年十二月一日獲委任為獨立非執行董事、本公司之審核委員會(「**審核委員會**」)及薪酬委員會之主席以及提名委員會之成員。陳先生於一九八六年四月於澳洲悉尼麥覺理大學獲得經濟學學士學位。彼為澳洲會計師公會之資深會員。陳先生現為文華資本企業有限公司之董事總經理及始創人，該公司專門從事為香港及中國之上市及私營公司提供財務顧問、併購及集資等。彼於二零零四年成立文華資本企業有限公司及自此為多個行業(如房地產開發

2004 and started to provide financial advisory services to a wide range of industries, such as real estate development industry and dairy industry. Mr. Chan worked in the audit department of Ernst & Young in Hong Kong from 1988 to 1991. He also was the director and the financial controller of Shenzhen China Bicycle Company (Holdings) Limited, a listed company in the PRC from 1991 to 1999.

Mr. Lam Raymond Shiu Cheung, aged 47, was appointed as an independent non-executive Director, chairman of the Nomination Committee and member of each of the Audit Committee and the Remuneration Committee on 1 December 2011. Mr. Lam graduated from the Victoria University of Melbourne, Australia, with a bachelor of Business degree majoring in Banking and Finance. He also earned a master degree in Applied Finance from Macquarie University of Australia. Mr. Lam is currently the deputy chief executive officer of China Eco-Farming Limited (Stock code: 8166); and an independent non-executive director of (i) Chinese Food and Beverage Group Limited (stock code: 8272); and (ii) The Hong Kong Building and Loan Agency Limited (stock code: 145). He was the independent non-executive directors of (i) China Bio-Med Regeneration Technology Limited (stock code: 8158) from June 2008 to June 2009; (ii) China Railway Logistics Limited (stock code: 8089) from December 2008 to June 2009; and (iii) China Oriental Culture Group Limited (stock code: 2371) from January 2008 to September 2010.

Mr. Chow Shiu Ki, aged 45, was appointed as independent non-executive Director and member of the Audit Committee on 1 December 2011. Mr. Chow obtained a master degree in professional accounting from The Hong Kong Polytechnic University in October 2009. He is a fellow member of The Association of Chartered Certified Accountants and a fellow member of The Hong Kong Institute of Certified Public Accountants. Mr. Chow is currently an independent non-executive director of DINGYI GROUP INVESTMENT LIMITED (stock code: 508). He was the independent non-executive directors of (i) China Oriental Culture Group Limited (stock code: 2371) from January 2008 to May 2011; and (ii) Pan Asia Mining Limited (stock code: 8173) from November 2006 to August 2008. Mr. Chow was also the chief financial officer of Chinese Food and Beverage Group Limited (stock code: 8272).

行業及乳製品業)提供財務顧問服務。陳先生曾於一九八八年至一九九一年任職於香港之安永會計師事務所審計部。彼亦曾於一九九一年至一九九九年於深圳中華自行車(集團)股份有限公司(一間於中國上市之公司)擔任董事及財務總監。

林兆昌先生，47歲，於二零一一年十二月一日獲委任為獨立非執行董事、提名委員會之主席，以及審核委員會及薪酬委員會之成員。林先生畢業於澳洲墨爾本維多利亞大學，取得商業學士學位，主修銀行業及金融。彼亦取得澳洲麥覺理大學應用金融學碩士學位。林先生現為中國農業生態有限公司(股份代號：8166)之副行政總裁；及(i)華人飲食集團有限公司(股份代號：8272)；及(ii)香港建屋貸款有限公司(股份代號：145)之獨立非執行董事。彼曾(i)於二零零八年六月至二零零九年六月任中國生物醫學再生科技有限公司(股份代號：8158)；(ii)於二零零八年十二月至二零零九年六月任中國鐵路貨運有限公司*(股份代號：8089)；及(iii)於二零零八年一月至二零一零年九月任中國東方文化集團有限公司(股份代號：2371)之獨立非執行董事。

周肇基先生，45歲，於二零一一年十二月一日獲委任為獨立非執行董事及審核委員會成員。周先生於二零零九年十月獲得香港理工大學專業會計碩士學位。彼為英國特許公認會計師公會之資深會員及香港會計師公會之資深會員。周先生現為鼎億集團投資有限公司(股份代號：508)之獨立非執行董事。彼曾(i)於二零零八年一月至二零一一年五月任中國東方文化集團有限公司(股份代號：2371)；及(ii)於二零零六年十一月至二零零八年八月任寰亞礦業有限公司(股份代號：8173)之獨立非執行董事。周先生亦曾於華人飲食集團有限公司(股份代號：8272)任財務總監。

Biographical Details of Directors and Senior Management 董事及高級管理人員履歷

SENIOR MANAGEMENT

Mr. Li Bai Xiang, aged 67, joined the Group in November 2009. Mr. Li is currently the chief risk control officer of the Group, responsible for new guarantee product development and business expansion strategy formulation. He graduated from the radio and automatic control system faculty of Huanan Polytechnic majoring in water acoustics engineering in July 1969. Mr. Li is currently a consultant of the 中國物流生產力促進中心 (China Logistics Productivity Promotion Centre, being its unofficial English translation). From 1990 to 2005, he was the general manager of China National Materials Storage and Transportation Guangzhou Corp, a subsidiary of a state-owned enterprise which is engaged in securitisation management of pledged assets for various financial institutions in The PRC since 1999. During the period, Mr. Li conducted extensive researches on and has gained extensive experience in (a) logistics management and project guarantee businesses; and (b) securitisation of relevant assets along the chain of logistics management for financial investments.

Furthermore, Mr. Li has been conducted researches on mixed application of “supply chain” and “capital chain application”. He also published various academic articles relating to “logistics bank and risk management”. In 2007, Mr. Li, as the expert of the logistic productivity center in the PRC and the editor of the 《物流技術》 (“Logistics Technology”, being its unofficial English translation) has participated in examination and approval of the national standards which are issued by the National Development and Reform Commission of the PRC, such as 《物流企業客戶滿意度評估規範》 (“Assessment on the Satisfactory Level of the Logistic Enterprises”, being its unofficial English translation), 《自動分揀設備管理要求》 (“Management Requirement of the Automatic Sorting Facilities”, being its unofficial English translation) and 《物流定量預測通則》 (“General Specification for Logistics Quantitative Forecast”, being its unofficial English translation) of the logistics industry standard in the PRC.

Mr. He Jian Han, aged 35, joined the Group in April 2011. Mr. He is currently the Manager of the Group and responsible for the risk control of the Group. He is also a member of the risk control committee of the Company. Mr. He obtained a master degree in business administration from Xiamen University in 2010. He worked in Xiamen branch of Industrial and Commercial Bank of China.

高級管理層

李柏祥先生，67歲，於二零零九年十一月加入本集團。李先生現為本集團之首席風險監控官，負責新擔保產品之開發及業務擴張策略之制訂。彼於一九六九年七月於華南工業學院無線電與自動控制系統水聲工程專業畢業。李先生現為中國物流生產力促進中心之顧問。自一九九零年至二零零五年，彼曾任中國物資儲運廣州公司之總經理，該公司為一國有企業之附屬公司，自一九九九年在中國為多個金融機構進行已擔保資產之保障管理。期間，李先生曾就(a)物流管理及項目擔保業務；及(b)將金融投資之物流管理鏈沿線相關資產證券化進行深入研究並累積豐富經驗。

此外，李先生一直致力研究有關「供應鏈」及「資本鏈應用」之混合應用。彼亦發表多篇關於「物流銀行及風險管理」之學術論文。於二零零七年起，作為中國物流生產力中心專家及《物流技術》編委之李先生，曾經多次參與由中國發展和改革委員會發佈之與物流相關的國家標準之審定及通過（如中國物流行業標準中之《物流企業客戶滿意度評估規範》、《自動分揀設備管理要求》、《物流定量預測通則》等）。

何劍漢先生，35歲，於二零一一年四月加入本集團。何先生現為本集團之經理，負責本集團之風險監控。彼亦為本公司風險監控委員會之成員。何先生於二零一零年獲得廈門大學工商管理碩士學位。彼曾任職於中國工商銀行廈門市分行。

Mr. An Xiaochun, aged 47, joined the Group in September 2006. Mr. An is currently the chief business supervisor of 河北大盛行擔保有限公司 (Hebei Da Sheng Guaranty Company Limited, being its unofficial English translation), an indirect subsidiary of the Company, and responsible for market development, sales and preliminary approval of new projects. He graduated from Hebei Radio and TV University with a diploma in financial accounting in July 1988. Mr. An also graduated from Central Party School of the Communist Party of China majoring in management in party administration in December 1992. Furthermore, he completed and passed an advanced-level course in risk investment and corporate finance organized by the Continuing Education Department of Tsinghua University in March 2011.

Mr. Chen Yi Ping, aged 50, joined the Group in November 2009. Mr. Chen is currently the chief business supervisor of 大盛行(廈門)擔保有限公司 (Da Sheng (Xiamen) Guaranty Company Limited, being its unofficial English translation), an indirect subsidiary of the Company, and responsible for market development, sales and preliminary approval of new projects. He obtained a diploma in economic from Xiamen University in June 1984.

Mr. Xu Gao Sen, aged 35, joined the Group in November 2009. Mr. Xu is currently the chief financial controller of the Group. He obtained a graduation certificate in construction finance accounting from 福建建築高等專科學校 (Fujian Construction Vocational School, being its unofficial English translation) in July 1998. Before joining the Group, Mr. Xu worked as the accounts manager of a property developer in Xiamen City for 5 years.

Mr. Zhang Lei, aged 33, joined the Group in July 2008. Mr. Zhang is currently the marketing manager of the Group and responsible for marketing affairs of the Group. He has more than three years' experience in marketing area. Mr. Zhang obtained a diploma in construction engineering and pricing management from Hebei Institute of Architecture Civil Engineering in January 2008.

安曉春先生，47歲，於二零零六年九月加入本集團。安先生現為河北大盛行擔保有限公司(本公司之間接附屬公司)之業務總監及負責市場開發、銷售及新建項目之初步批准。彼於一九八八年七月於河北廣播電視大學財務會計專業畢業。安先生亦於一九九二年十二月於中共中央黨校黨政管理專業畢業。此外，彼於二零一一年三月完成及通過清華大學繼續教育學院舉辦之風險投資與企業融資高級研修班。

陳憶萍先生，50歲，於二零零九年十一月加入本集團。陳先生現為大盛行(廈門)擔保有限公司(本公司之間接附屬公司)之業務總監，負責市場開發、銷售及新建項目之初步批准。彼於一九八四年六月獲得廈門大學經濟學文憑。

許高森先生，35歲，於二零零九年十一月加入本集團。許先生現為本集團之首席財務總監。彼於一九九八年七月獲得福建建築高等專科學校建築財務會計畢業證書。加入本集團前，許先生曾於廈門市擔任物業開發商之會計經理達五年。

張磊先生，33歲，於二零零八年七月加入本集團。張先生現為本集團之營銷經理，負責本集團之營銷事務。彼於營銷領域擁有逾三年豐富經驗。張先生於二零零八年一月獲得河北建築工程學院建築工程定價管理文憑。

Report of the Directors 董事會報告

The Directors are pleased to present their report and the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2012. The Company listed on the Stock Exchange on 6 January 2011 (the “**Listing Date**”).

PRINCIPAL ACTIVITIES

The Company is primarily engaged in the business of providing financial guarantee, performance guarantee and advisory services to SMEs in Hebei Province and Xiamen City of the PRC. Details of the principal activities and other particulars of the Company's subsidiaries are set out in note 17 to the financial statements.

RESULTS AND DIVIDENDS

The Group's loss for the year ended 31 December 2012 and the state of affairs of the Company and of the Group as at that date are set out in the consolidated financial statements on pages 56 to 132.

The Directors do not recommend the payment of a final dividend for the year. (2011: Nil)

USE OF PROCEEDS

As part of the preparation for the listing of the Company's shares on GEM of the Stock Exchange, the Company issued 150,000,000 new shares and allotted 235,000,000 existing shares being offered for sale by way of placing (the “**Placing**”), a capitalization issue of 1,389,980,000 shares and a loan capitalisation issue of 10,000 shares. All such shares issued were ordinary shares and the 150,000,000 new shares were issued at par value of HK\$0.01 each. The net proceeds received by the Company from the issuance of new shares under the Placing were approximately HK\$25.7 million (approximately RMB21 million). As disclosed in the Prospectus, the Directors intended to use all net proceeds from the Placing received by the Company for payment of the capital commitments of the Group which fall due in or around December 2012 in relation to the purchase of properties and construction of its the Hebei Property and the Xiamen Property. Details of the plan for the use of proceeds from the Placing are set out in the section headed “Reasons for the Placing and Use of Proceeds” in the Prospectus. As at the date of this report, the net proceeds have been fully utilised as intended. The capital

董事欣然呈列其報告及截至二零一二年十二月三十一日止年度之經審核綜合財務報表。本公司於二零一一年一月六日（「上市日期」）在聯交所上市。

主要業務

本集團主要從事向中國河北省及廈門市之中小企提供財務擔保服務、履約擔保服務及顧問服務。本公司附屬公司主要業務及其他詳情載於財務報表附註17。

業績及分派

本集團截至二零一二年十二月三十一日止年度之虧損及本公司以及本集團截至該日之財務狀況載於第56至132頁之綜合財務報表。

董事不建議派付年內之末期股息（二零一一年：無）。

所得款項用途

作為籌備本公司股份在聯交所創業板上市之一部份，本公司於二零一二年以配售形式（「**配售**」）提呈發售而發行150,000,000股新股份及配發235,000,000股現有股份）、資本化發行1,389,980,000股股份及貸款資本化發行10,000股股份。所發行之全部股份均為普通股，150,000,000股新股份乃按面值每股0.01港元發行。本公司於配售下發行新股份所得款項淨額約為25.7百萬港元（約人民幣21.0百萬元）。如招股章程中披露，董事擬動用本公司於配售所收取之全部所得款項淨額作支付本集團於二零一二年十二月或前後到期之資本承擔，而該資本承擔與購買物業及興建河北物業及廈門物業有關。配售所得款項淨額用途計劃之詳情載於招股章程內「進行配售之理由及所得款項用途」一節。於本報告日期，所得款項淨額已按擬議用途全數動用。於二零一二年十二月三十一日，本

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commitments of the Group in relation to the purchase of properties and construction of the Hebei Property and Xiamen Property in aggregate amounted to approximately RMB23.4 million as at 31 December 2012. Details of which are set out in note 29 to the financial statements.

SHARE CAPITAL AND SHARE OPTIONS

Details of the movements in the Company's share capital are set out in note 26 to the consolidated financial statements in this report.

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 27 to the consolidated financial statements and in the consolidated statement of changes in equity, respectively.

DISTRIBUTABLE RESERVES

As at 31 December 2012, the Company's reserves available for distribution to the Shareholders amounted to approximately RMB155.1 million.

PROPERTY, PLANT AND EQUIPMENT

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

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association (the "Articles") or the laws of the Cayman Islands, the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing Shareholders.

SUMMARY FINANCIAL INFORMATION

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last four financial years, as extracted from the audited consolidated financial statements and the Prospectus, is set out on page 6 of this report. This summary does not form part of the audited financial statements in this report.

集團有關購入物業及興建河北物業及廈門物業之資本承擔合共約為人民幣23,400,000元。詳情載於財務報表附註29。

股本及購股權

本公司股本之變動詳情載於本報告綜合財務報表附註26。

儲備

本公司及本集團之儲備於年內之變動詳情分別載於本報告綜合財務報表附註27及綜合權益變動表。

可供分派儲備

於二零一二年十二月三十一日，本公司可供分派予股東之儲備約為人民幣155,100,000元。

物業、廠房及設備

本集團固定資產之變動詳情載於本報告之綜合財務報表附註15。

優先決定權

本公司之組織章程細則(「章程細則」)或開曼群島(本公司註冊成立之司法權區)法律並無有關優先決定權之條文，規定本公司須按比例向現有股東發售新股份。

概要財務資料

本集團過去四個財政年度之業績及資產、負債及非控股權益(摘錄自經審核綜合財務報表及招股章程)載於本報告第6頁。此概要不構成本報告經審核財務報表之一部份。

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

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

MAJOR CUSTOMERS

During the year, the Group's major customers is set out below:

Sales

- the largest customer
- the five largest customers combined

銷售額

- 最大客戶
- 五大客戶合共

11.73%
35.47%

None of the Directors, their associates or any shareholder (which to the knowledge of the Directors own more than 5% of the listed issuers share capital) has any interest in the Group's five largest customers.

DIRECTORS

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

Executive Directors:

Mr. Chang Hoi Nam (*Chief Executive Officer*)
Mr. Pang Man Kin Nixon (*Vice Chairman*)
Mr. Chen Xiao Li

Non-Executive Director:

Mr. Chang Xi Min (*Chairman*)

Independent Non-Executive Directors:

Mr. Chan Kai Wing
Mr. Lam Raymond Shiu Cheung
Mr. Chow Shiu Ki

In accordance with articles 83 to 85 of the Articles, Mr. Chang Xi Min, Mr. Chen Xiao Li and Mr. Lam Raymond Shiu Cheung will retire by rotation and, being eligible, will offer themselves for election at the forthcoming annual general meeting of the Company (the "AGM").

購買、出售或贖回本公司之 上市證券

於本年度，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市證券。

主要客戶

年內本集團之主要客戶如下：

Percentage of total sales 佔總銷售額百分比

概無董事、彼等之聯繫人(就董事所知擁有本公司股本超過5%)於本團五大客戶中擁有任何權益。

董事

於本年度及直至本報告日期在任之董事如下：

執行董事：

張凱南先生 (*行政總裁*)
彭文堅先生 (*副主席*)
陳小利先生

非執行董事：

張西銘先生 (*主席*)

獨立非執行董事：

陳繼榮先生
林兆昌先生
周肇基先生

根據章程細則第83條至第85條，張西銘先生、陳小利先生及林兆昌先生將輪值告退，彼等符合資格且願於本公司應屆股東週年大會(「股東週年大會」)上膺選連任。

Report of the Directors 董事會報告

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received annual written confirmations from each of its independent non-executive Directors in respect of their independence in accordance with rule 5.09 of the GEM Listing Rule during the year and all independent non-executive Directors are still being considered to be independent.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group (the "Senior Management") are set out on pages 25 to 29 of this report

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service contract with the Company for a period of three years commencing from 1 December 2011 and will continue thereafter until terminated in accordance with the terms of the service contract. Each of the non-executive Director and independent non-executive Directors has renewed a letter of appointment with the Company on 1 December 2012. The letter of appointment is for an initial term commencing on the date of the letter of appointment and ending on 30 November 2013, and shall continue thereafter subject to a maximum of three years unless terminated by either party giving at least one month's notice in writing. All the Directors are subject to retirement by rotation and re-election at the annual general meetings of the Company pursuant to its Articles.

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

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in note 30 to the financial statements, no Director had a significant beneficial interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

獨立非執行董事之獨立性

就根據創業板上市規則第5.09條，本公司已收到各獨立非執行董事有關其獨立性之年度確認函，全部獨立非執行董事仍被認為具獨立性。

董事及高級管理人員之履歷

董事及本集團高級管理人員（「高級管理人員」）之詳細履歷載於本報告第25至29頁。

董事服務合約

各執行董事與本公司訂立服務合約，年期由二零一一年十二月一日起計為期三年，並持續至其後根據服務合約之條款終止為止。各非執行董事及獨立非執行董事均於二零一二年十二月一日與本公司簽訂委任函。委任函之初始期間從委任函之日期開始至二零一三年十一月三十日結束，此後續約期限最長三年，惟其中一方至少可提前一個月遞交書面通知而終止。全部董事均須根據章程細則輪值告退及於本公司股東週年大會上膺選連任。

概無擬於股東週年大會上膺選連任之董事已經與本公司簽訂本公司不可於一年內不作賠償（法定賠償除外）而終止之服務合約。

董事於合約之權益

除財務報表附註30所披露者外，概無董事於本公司或其任何附屬公司於年內訂立而對本集團而言屬重大之任何合約中直接或間接擁有重大實益權益。

Report of the Directors 董事會報告

EMOLUMENT POLICY

The Remuneration Committee was established for reviewing and determining the remuneration and compensation packages of the Directors with reference to their responsibilities, workload, and the time devoted to the Group and the performance of the Group. The Directors may also receive options to be granted under the Share Option Scheme. Details of the Share Option Scheme are set out in the paragraph headed “Share Option Scheme” below.

MANAGEMENT CONTRACTS

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

INTERESTS AND SHORT POSITIONS OF THE DIRECTORS AND CHIEF EXECUTIVES IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 December 2012, interests and short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) held by the Directors and chief executives of the Company (the “**Chief Executives**”) which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO) or have been entered in the register maintained by the Company pursuant to section 352 of the SFO, or otherwise have been notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules are as follows:

薪酬政策

薪酬委員會已經成立，以審閱及按照其職責、工作量、投入本集團之時間及本集團之表現釐定董事之酬金及補償待遇。董事亦可根據購股權計劃收取將予授出之購股權。購股權計劃詳情載於下文「購股權計劃」一段。

管理合約

年內並無訂立或存續與本公司全部或絕大部份業務之管理及行政有關之合約。

董事及最高行政人員於本公司及其相聯法團股份、相關股份或債權證中之權益及淡倉

於二零一二年十二月三十一日，董事及本公司最高行政人員（「**最高行政人員**」）於本公司或其任何相聯法團（定義見證券及期貨條例）之股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部，須知會本公司及聯交所之權益（包括根據證券及期貨條例被當作或視為擁有之權益及淡倉），或須根據證券及期貨條例第352條記錄於該條例所指之登記冊中之權益，或須根據創業板上市規則第5.46條至5.67條知會本公司及聯交所之任何權益及淡倉如下：

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(a) Long positions in ordinary Shares of HK\$0.01 each and underlying Shares

(a) 於每股面值0.01港元之普通股及相關股份之好倉

Name of Directors 董事姓名	Nature of interests 權益性質	Number of Shares held 所持股份數目	Number of underlying shares (share options) 相關股份 (購股權) 數目	Approximate percentage of issued share capital 佔已發行股本之概約百分比
Mr. Chang Hoi Nam ("Mr. Chang") (Note 1) 張凱南先生 (「張先生」) (附註1)	Through a controlled corporation 受控制法團權益	1,024,716,000		66.41
Mr. Pang Man Kin Nixon ("Mr. Pang") (Note 1) 彭文堅先生 (「彭先生」) (附註1)	Through a controlled corporation 受控制法團權益	1,024,716,000		66.41
Mr. Chen Xiao Li ("Mr. Chen") (Note 1) 陳小利先生 (「陳先生」) (附註1)	Beneficial owner 實益擁有人		15,400,000 (Note 2) (附註2)	1.00

Notes:

- 1,024,716,000 Shares are registered in the name of Team King Limited ("Team King"), which is legally and beneficially owned by Capital Gain Investments Holdings Limited ("Capital Gain") and Best Access Holdings Group Limited ("Best Access") as 92.69% and 7.31% respectively. Capital Gain is legally and beneficially owned by Mr. Pang and Mr. Chang as 51% and 49% respectively. Under the SFO, Mr. Pang and Mr. Chang are deemed to be interested in the shares held by Team King by virtue of Team King being controlled by Mr. Pang and Mr. Chang through Capital Gain.
- The interest in the share options constitutes a long position of the Director in a physically settled equity derivative for the purpose of the SFO.
- The percentage is calculated on the basis of 1,543,000,000 shares of the Company in issue as at 31 December 2012.

附註：

- 1,024,716,000股股份以添御有限公司 (「添御」) 名義註冊，該公司分別由興富投資有限公司 (「興富」) 及 Best Access Holdings Group Limited (「Best Access」) 合法實益擁有 92.69% 及 7.31%。興富分別由彭先生及張先生合法實益擁有 51% 及 49%。於證券及期貨條例下，因添御由彭先生及張先生通過興富控制，故彭先生及張先生被視為於添御所持有股份中擁有權益。
- 根據證券及期貨條例，於該等購股權中之權益構成該董事於實際上已結付股本衍生工具之好倉。
- 該百分比乃基於本公司於二零一二年十二月三十一日之已發行股份數目 1,543,000,000 股而計算。

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(b) Long position in the Shares of associated corporation

(b) 於聯營公司股份之好倉

Name of Directors 董事姓名	Name of associated corporation 聯營公司名稱	Nature of interests 權益性質	Number of Shares held in associated corporation 所持聯營公司股份數目	Approximate percentage of interest in associated corporation 佔聯營公司權益概約百分比
Mr. Chang 張先生	Team King (Note) 添御(附註)	Through a controlled corporation 受控制法團權益	9,269	92.69
Mr. Pang 彭先生	Team King (Note) 添御(附註)	Through a controlled corporation 受控制法團權益	9,269	92.69

Note:

Team King is legally and beneficially owned as to 92.69% by Capital Gain and as to 7.31% by Best Access. Capital Gain is legally and beneficially owned as to 51% by Mr. Pang and 49% by Mr. Chang.

附註：

添御分別由興富及Best Access合法實益擁有92.69%及7.31%。興富分別由彭先生及張先生合法實益擁有51%及49%。

Save as disclosed above, as at 31 December 2012, none of the Directors or Chief Executive had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under such provisions of the SFO) or which was required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

除上文披露者外，於二零一二年十二月三十一日，概無董事及最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例)之股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部，須知會本公司及聯交所之權益(包括根據證券及期貨條例被當作或視為擁有之權益及淡倉)，或須根據證券及期貨條例第352條記錄於該條例所指之登記冊中之權益，或須根據創業板上市規則第5.46條至5.67條知會本公司及聯交所之任何權益及淡倉。

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SUBSTANTIAL SHAREHOLDERS

As at 31 December 2012, so far as is known to the Directors and the Chief Executive, and based on the public records filed on the website of the Stock Exchange and records kept by the Company, the interests and short positions of the persons or corporations (other than the Directors and the Chief Executive) in the Shares or underlying Shares which have been disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which would be recorded in the register of the Company required to be kept under section 336 of the SFO, or who will be, directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote on all circumstances at general meetings of any other members of the Group, were as follows:

主要股東

據董事及最高行政人員所知，並根據聯交所網站存置之公開記錄及本公司存有之記錄，於二零一二年十二月三十一日，除董事及最高行政人員外，下列人士／實體於股份或相關股份擁有根據證券及期貨條例第XV部第2及3分部之規定須向本公司披露，或根據證券及期貨條例第336節規定須記錄於股東名冊，或直接或間接於本公司已發行股本中擁有附帶可於本公司或本集團任何成員公司之股東大會上投票之任何類別股份面值5%或以上權益：

Name 董事姓名	Nature of interests 權益性質	Number of Shares held 所持股份數目	Approximate percentage of issued share capital 佔已發行股本 之概約百分比
Team King 添御	Beneficial owner 實益擁有人	1,024,716,000 (L)	66.41
Capital Gain 興富	Through a controlled corporation 受控制法團權益	1,024,716,000 (L) (Note 1) (附註1)	66.41
Mr. Pang 彭先生	Through a controlled corporation 受控制法團權益	1,024,716,000 (L) (Note 1) (附註1)	66.41
Mr. Chang 張先生	Through a controlled corporation 受控制法團權益	1,024,716,000 (L) (Note 1) (附註1)	66.41
Best Access	Through a controlled corporation 受控制法團權益	1,024,716,000 (L) (Note 1) (附註1)	66.41
Dr. Ma Chung Wo Cameron ("Dr. Ma") 馬中和醫生(「馬醫生」)	Through a controlled corporation 受控制法團權益	1,024,716,000 (L) (Note 1) (附註1)	66.41
Joyful Promote Limited ("Joyful Promote") 晉喜有限公司(「晉喜」)	Beneficial owner 實益擁有人	80,284,000 (L)	5.20
		50,000,000 (S)	3.24
Mr. So Chi Ming ("Mr. So") 蘇智明先生(「蘇先生」)	Through a controlled corporation 受控制法團權益	80,284,000 (L) (Note 2) (附註2)	5.20
		50,000,000 (S) (Note 2) (附註2)	3.24

* (L) denotes long position
(S) denotes short position

* (L)表示好倉
(S)表示淡倉

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Notes:

1. These Shares are registered in the name of Team King, which is legally and beneficially owned by Capital Gain and Best Access as 92.69% and 7.31% respectively. Capital Gain is legally and beneficially owned as to 51% by Mr. Pang and 49% by Mr. Chang. Best Access is legally and beneficially owned by Dr. Ma. Under the SFO, Mr. Pang and Mr. Chang are deemed to be interested in the Shares held by Team King by virtue of Team King being controlled by Mr. Pang and Mr. Chang through Capital Gain. Dr. Ma is deemed to be interested in the Shares held by Team King by virtue of Team King being controlled by Dr. Ma through Best Access.
2. These Shares are registered in the name of Joyful Promote, the entire issued share of which is legally and beneficially owned by Mr. So. Under the SFO, Mr. So is deemed to be interested in the Share held by Joyful Promote.

Save as disclosed above, as at 31 December 2012, according to the register of interests required to be kept by the Company under section 336 of the SFO, there was no person who had any interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 or Part XV of the SFO.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the paragraph headed "Director's interests and short positions in the Shares and underlying Shares or any associated corporations" and in the Share Option Scheme disclosure in note 28 to the consolidated financial statements, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective associates, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

SHARE OPTION SCHEME

The share option scheme enables the Company to grant options to any full-time or part-time employee of the Company or any member of the Group (the "Eligible Participant") as incentives or rewards for their contributions to the Group, the Company conditionally adopted the Share Option Scheme on 1 December 2011 whereby the Board are authorised, at their absolute discretion and subject to the terms of the Share Option Scheme, to grant options to subscribe for the Shares to the Eligible Participant. The Share Option Scheme will be valid and effective for a period of ten years commencing from the Listing Date.

附註：

1. 該等股份以添御名義註冊，該公司分別由興富及Best Access合法實益擁有92.69%及7.31%。興富分別由彭先生及張先生合法實益擁有51%及49%。Best Access由馬醫生合法實益擁有。根據證券及期貨條例，因添御由彭先生及張先生通過興富控制，故彭先生及張先生被視為於添御所持有股份中擁有權益。因添御由馬醫生通過Best Access控制，故馬醫生被視為於添御所持有股份中擁有權益。
2. 該等股份乃以晉喜名義註冊，晉喜全部已發行股份由蘇先生合法及實益擁有。根據證券及期貨條例，蘇先生被視為於晉喜持有之股本權益中擁有權益。

除上文披露者外，於二零一二年十二月三十一日，根據證券及期貨條例第336節規定本公司須予存置之權益名冊，概無人士於股份或相關股份擁有根據證券及期貨條例第XV部第2及3分部之規定須向本公司披露之權益或淡倉。

董事收購股份或債權證之權利

除於「董事及最高行政人員於本公司及其相聯法團股份、相關股份或債權證中之權益及淡倉」一段及綜合財務報表附註28有關購股權計劃之披露資料外，年內概無向任何董事或彼等各自之聯繫人士授出以收購本公司股份或債權證之方式獲益之權利，彼等亦無行使有關權利；年內本公司、其控股公司或其任何附屬公司或同系附屬公司亦無訂立任何安排使董事可收購任何其他法人團體之有關權利。

購股權計劃

購股權計劃使本公司可向本公司或本集團任何成員之任何全職或兼職僱員（「合資格參與者」）授出購股權，作為彼等對本集團所作貢獻之獎勵或回報。本公司於二零一一年十二月一日有條件採納購股權計劃，據此，董事會獲授權按彼等之全權酌情，依照購股權計劃之條款授出可認購本公司股份之購股權予合資格參與者。該計劃由上市日期起十年期內一直有效及生效。

Report of the Directors 董事會報告

As at the date of this report, the total number of Shares available for issue under the Share Option Scheme is 140,000,000 Shares and represents approximately 9.03% of the issued share capital of the Company.

Upon acceptance of an option to subscribe for Shares granted pursuant to the Share Option Scheme (the “**Option**”), the Eligible Participant shall pay HK\$ 1.00 to the Company by way of consideration for the grant. The Option will be offered for acceptance for a period of 28 days from the date on which the Option is granted. The subscription price for the Shares subject to Options will be a price determined by the Board and notified to each participant and shall be the highest of: (i) the closing price of the Shares as stated in the Stock Exchange’s daily quotations sheet on the date of grant of the Options, which must be a day on which trading of Shares take place on the Stock Exchange (the “**Trading Day**”); (ii) the average closing price of the Shares as stated in the Stock Exchange’s daily quotations sheets for the 5 Trading Days immediately preceding the date of grant of the Options; and (iii) the nominal value of a Share. For the purpose of calculating the subscription price, in the event that on the date of grant, the Company has been listed on the Stock Exchange for less than 5 Trading Days, the issue price shall be used as the closing price for any Trading Day falling within the period before the Listing Date.

The Company shall be entitled to issue options, provided that the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme does not exceed 10% of the Shares in issue from the Listing Date. The Company may at any time refresh such limit, subject to the Shareholders’ approval and issue of a circular in compliance with the GEM Listing Rules, provided that the total number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under all the share option schemes of the Company does not exceed 30% of the Shares in issue at the time. An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof.

CONNECTED AND RELATED PARTY TRANSACTIONS

Details of the related party transactions for the year are set out in note 30 to the consolidated financial statements in this annual report.

EXEMPTED CONTINUING CONNECTED TRANSACTIONS

In 2012, the Group has entered into the following transactions with the following party, which is a connected person of the Company upon the listing pursuant to the GEM Listing Rules. These transaction constitute continuing connected transactions which are exempt from the reporting, announcement and independent shareholders’ approval requirements under Chapter 20 of the GEM Listing Rules.

於本報告日期，根據該計劃可供發行之股份總數為140,000,000股，佔本公司已發行股本之9.03%。

於接納根據購股權計劃授出可認購股份之購股權（「購股權」）後，合資格參與者須支付1.00港元予本公司，作為獲授購股權之代價。購股權之接納期為授出購股權當日起計28日期間。購股權之股份認購價將由董事會釐定，並知會各參與人士，價格須為下列各項之最高者：(i)於授出購股權日期（必須為股份於聯交所進行買賣之日（「交易日」））聯交所每日報價表所載之股份收市價；(ii)於緊接授出購股權當日前五個交易日聯交所每日報價表所載之股份平均收市價；及(iii)股份面值。就計算認購價而言，倘在授出日期，本公司上市少於五個交易日，配售價須用作在上市日期前期間任何交易日之收市價。

本公司獲賦予權利發行購股權，惟根據購股權計劃將予授出之所有購股權獲行使後，可予發行之股份總數不得超過上市日期已發行股份之10%。待獲股東批准及根據創業板上市規則發出通函後，本公司可隨時更新此上限，惟於根據本公司全部購股權計劃將予授出之所有未獲行使而尚待行使購股權獲行使後，可發行之股份總數不得超過當時已發行股份之30%。購股權可按購股權計劃條款，於董事會所釐定之期間內隨時行使，惟不得超出授出購股權日期起計十年（惟須受提早終止條文所規限）。

關連交易及關連方交易

年內之關連方交易之詳情載於本報告綜合財務報表附註30。

獲豁免持續關連交易

於二零一二年，本集團曾與下列人士訂立以下交易，有關人士根據創業板上市規則於上市後成為本公司之關連人士。該等交易構成持續關連交易，惟獲豁免遵守創業板上市規則第20章項下之申報、公告及獨立股東批准規定。

Report of the Directors 董事會報告

Tenancy agreements in relation to a Xiamen office

On 2 August 2009, Xiamen Da Sheng as tenant and Ms. Ma Lee Kwan (“**Ms. Ma**”) as landlord entered into a tenancy agreement in respect of a property (the “**Property**”) situated at Suites 23B and 23C, Office Tower, Zhongxin Huiyang Building, No. 59 Hubing Road North, Xiamen, the PRC with an area of approximately 200 sq. m. for a term of three years commenced on 8 September 2009 and expired on 7 September 2012. The annual rental payable by the Group for the Property is approximately RMB84,000. On 7 September 2012, Xiamen Da Sheng and Ms. Ms Lee Kwan has renewed the term of the tenancy agreement in respect of the Property for another three years commenced from 8 September 2012 and expiring on 7 September 2015 at the same annual rental amount of approximately RMB84,000. The Property is currently being used by the Group as its Xiamen office.

As Ms. Ma is the mother of Mr. Chang Hoi Nam and the wife of Mr. Chang Xi Min, she is a connected person of the Company under the GEM Listing Rules.

Given that the rental payable by the Group in respect of the Property is comparable and in line with prevailing market rates, the Group will continue to lease the Property from Ms. Ma until completion of construction of its Xiamen headquarter.

COMPETING INTERESTS

As at 31 December 2012, none of the Directors, substantial Shareholders and their respective associates is a director or a shareholder of any business apart from the business of the Group which competes or is likely to compete, either directly or indirectly, with the business of the Group.

COMPLIANCE ADVISER'S INTERESTS

In accordance with Rule 6A.19 of the GEM Listing Rules, the Company has appointed Kingston Corporate Finance Limited to be the Compliance Adviser. Kingston Corporate Finance Limited, being the sponsor, has declared its independence pursuant to Rule 6A.07 of the GEM Listing Rules. Save as provided for under the underwriting agreement relating to the placing, neither Kingston Corporate Finance Limited nor any of its associates and none of the directors or employees of Kingston Corporate Finance Limited who have been involved in providing advice to the Company as the sponsor, has or may, as a result of the placing, have any interest in any securities of the Company or any other companies of the Group (including options or rights to subscribe for such securities).

廈門辦事處之租賃協議

於二零零九年八月二日，廈門大盛(租戶)與馬利軍女士(「馬女士」)(業主)就坐落於中國廈門市湖濱北路59號中信惠揚大廈商務樓23B及23C單元之一項面積約200平方米之物業(「該物業」)訂立一項租賃協議，於二零零九年九月八日開始並於二零一二年九月七日期滿，為期三年。本集團就該物業支付之年度租金約為人民幣84,000元。於二零一二年九月七日，廈門大盛與馬女士就該物業重續該租賃協議之租期，於二零一二年九月八日起及於二零一五年九月七日期滿，為期仍為三年，年度租金仍約為人民幣84,000元。該物業現被本集團用作其廈門辦事處。

由於馬女士為張凱南先生之母親及張西銘先生之妻子，故根據創業板上市規則，彼為本公司之關連人士。

鑒於本集團就該物業之應付租金與現行市場價格相當且一致，本集團將繼續向馬女士租賃該物業，直至完成興建廈門總部。

競爭權益

於二零一二年十二月三十一日，董事、主要股東及彼等各自之聯繫人士均非本集團業務以外任何與或可能與本集團業務直接或間接競爭之業務之董事或股東。

合規顧問之權益

根據創業板上市規則第6A.19條，本公司已委任金利豐財務顧問有限公司擔任合規顧問。金利豐財務顧問有限公司身為保薦人，已根據創業板上市規則第6A.07條聲明其獨立性。除包銷協議所規定與配售有關者外，金利豐財務顧問有限公司或其任何聯繫人士及參與向本公司提供意見之金利豐財務顧問有限公司董事或僱員(作為保薦人)概無因或可能因配售而於本公司或本集團之任何其他公司之任何證券中擁有任何權益(包括認購該等證券之購股權或權利)。

Report of the Directors 董事會報告

The Compliance Adviser's appointment is for a period commencing on the Listing Date and ending on the date on which the Company complies with Rule 18.03 of the GEM Listing Rules in respect of its financial results for the second full financial year commencing after the Listing Date, i.e. 31 December 2014, or until the agreement is terminated, whichever is earlier.

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 report. The Company has maintained a sufficient public float in compliance with rule 18.08B of the GEM Listing Rules.

EVENT AFTER THE REPORTING PERIOD

Details of event after the reporting period are set out in note 35 to the consolidated financial statements.

CORPORATE GOVERNANCE

A report detailed corporate governance report is set out in pages 42 to 53 in this report.

AUDITOR

The consolidated financial statements for the year ended 31 December 2011 and 2012 were audited by the auditor of the Company (the "Auditor"), BDO Limited, who shall retire and, being eligible, offer themselves for re-appointment at the AGM. A resolution for the re-appointment of BDO Limited as Auditor will be proposed at the AGM.

By order of the Board
China Assurance Finance Group Limited
Pang Man Kin Nixon
Executive Director

Hong Kong, 20 March 2013

合規顧問之任期由上市日期起至本公司根據創業板上市規則第18.03條派發上市日期後第二個完整財政年度之年報當日(即二零一四年十二月三十一日)止,或直至協議終止當日為止,以較早發生者為準。

足夠公眾持股量

按照本公司可公開取得之資料,並就董事所知,於本報告日期,本公司最少25%已發行股本總額由公眾持有。本公司已遵守創業板上市規則第18.08B條維持足夠公眾持股量。

報告期後事項

報告期後事項之詳情載於綜合財務報表附註35。

企業管治

詳細企業管治報告載於本報告第42至53頁。

核數師

截至二零一一年及二零一二年十二月三十一日止年度之綜合財務報表已由本公司之核數師(「核數師」)香港立信德豪會計師事務所有限公司審核,彼將退任並合乎資格且願於股東週年大會上膺選連任。續聘香港立信德豪會計師事務所有限公司為本公司核數師之決議案將於股東週年大會上提呈。

承董事會命
中國融保金融集團有限公司
執行董事
彭文堅

香港,二零一三年三月二十日

Corporate Governance Report 企業管治報告

Pursuant to Rule 18.44(2) of the GEM Listing Rules, the Board is pleased to present the corporate governance report for the year ended 31 December 2012.

CORPORATE GOVERNANCE PRACTICES

The Code on Corporate Governance Practices (the “**Former CG Code**”) was revised and renamed as the Corporate Governance Code (the “**Revised CG Code**”) on 1 April 2012, contained in Appendix 15 to the GEM Listing Rules.

During the financial year under review, the Company has complied with all the code provisions of the Former CG Code for the period from 1 January 2012 to 31 March 2012 and of the Revised CG Code for the period from 1 April 2012 to 31 December 2012 except for the deviations from code provision C.1.2 of the Revised CG Code regarding the financial reporting as explained below:

Code provision C.1.2 of the Revised CG Code stipulates that management should provide all members of the Board with monthly updates giving a balanced and understandable assessment of the Company’s performance, position and prospects in sufficient detail to enable the Board as a whole and each Director to discharge their duties under rule 5.01 and Chapter 17 of the GEM Listing Rules.

During the year, the management of the Company (the “**Management**”) has provided to all Directors quarterly updates with quarterly consolidated financial statement of the Company’s performance, position and prospects in sufficient details during the regular Board meetings rather than providing monthly updates as stipulated in the Revised CG Code. In addition, the management has provided all Directors in a timely manner, updates on any material changes to the performance, position and prospects of the Company. As a good corporate governance practice, the Management will provide all Directors with monthly updates giving a balanced and understandable assessment of the Company performance, position and prospects in sufficient detail in the coming future in order to comply with the Revised CG Code.

Further information on the Company’s corporate governance practices will be set out in the Corporate Governance Report contained in the Company’s annual report for the year ended 31 December 2012.

根據創業板上市規則第18.44(2)條，董事會欣然提呈截至二零一二年十二月三十一日止年度之企業管治報告。

企業管治常規守則

企業管治常規守則(「**前企業管治守則**」)已於二零一二年四月一日修訂及易名為企業管治守則(「**經修訂企業管治守則**」)，並載於創業板上市規則附錄十五。

於回顧財政年度，本公司於二零一二年一月一日至二零一二年三月三十一日期間符合前企業管治守則全部守則條文，並於二零一二年四月一日至二零一二年十二月三十一日期間符合經修訂企業管治守則全部守則條文，惟如下文所述偏離經修訂企業管治守則有關財務申報之守則條文第C.1.2條除外：

經修訂企業管治守則之守則條文第C.1.2條訂明，管理層應向全體董事會成員提供每月最新資料，就本公司之表現、狀況及前景提供平衡而易懂且足夠詳細之評估，使董事會整體及各位董事有能力按創業板上市規則第5.01條及第17章履行職責。

於年內，本公司管理層(「**管理層**」)已於常規董事會會議上向全體董事提供本公司表現、狀況及前景之季度綜合財務報表，以讓他們按季得到最新資料，惟並非經修訂企業管治守則所訂明提供每月最新資料。此外，管理層亦已適時地向全體董事更新有關本公司表現、狀況及前景之任何重大變動的資料。為達致良好企業管治常規，於不久未來，管理層將致力每月向全體董事會成員提供最新資料，載列本公司表現、財務狀況及前景的公正及容易理解之評估，以符合經修訂企業管治守則之守則條文。

有關本公司企業管治常規之其他資料將載於本公司截至二零一二年十二月三十一日止年度所載於企業管治報告內。

Corporate Governance Report

企業管治報告

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for dealing in securities of the Company by the Directors (the “**Required Standard of Dealings**”). The Company has confirmed, having made specific enquiry of the Directors, all the Directors have complied with the Required Standard of Dealings throughout the year.

THE BOARD OF DIRECTORS

Composition of the Board

The Board currently comprises seven directors and their respective roles are set out as follows:

Mr. Chang Hoi Nam	Executive Director and Chief Executive Officer
Mr. Pang Man Kin Nixon	Executive Director and Vice Chairman
Mr. Chen Xiao Li Mr. Chang Xi Min	Executive Director Non-executive Director and Chairman of the Board
Mr. Chan Kai Wing	Independent non-executive Director
Mr. Lam Raymond Shiu Cheung	Independent non-executive Director
Mr. Chow Shiu Ki	Independent non-executive Director

The biographical details of the Directors are set out under the section headed “Biographical Details of Directors and Senior Management” in this report.

The updated list of Directors and their role and function are published at the GEM website and the Company’s website (www.cafgroup.hk).

The Company has arranged for appropriate insurance cover in respect of legal action against the Directors.

Board Meetings

The Board meets in person or through other electronic means of communication to determine overall strategic direction and objectives and approve quarterly, interim and annual results, and other significant matters. The Board held 13 meetings during the year ended

董事所進行之證券交易

本公司已採納創業板上市規則第5.48至5.67條之規則，作為董事買賣本公司證券之操守守則（「交易必守標準」）。在本公司向董事作出特定查詢後，已確認全體董事已於全年遵守交易必守標準。

董事會

董事會之組成

董事會現時由七名董事組成，彼等各自之職責如下：

張凱南先生	執行董事及行政總裁
彭文堅先生	執行董事及副主席
陳小利先生 張西銘先生	執行董事 非執行董事及董事會主席
陳繼榮先生	獨立非執行董事
林兆昌先生	獨立非執行董事
周肇基先生	獨立非執行董事

董事之詳細履歷載於本報告「董事及高級管理人員履歷」一節。

最新董事名單已刊發於創業板網站及本公司網站(www.cafgroup.hk)。

本公司已就對董事採取之法律行動安排合適之保險。

董事會會議

董事會會議以親身出席或透過其他電子途徑方式進行，以釐定整體策略性方向及目標，並批准季度、中期報告及年度業績，以及其他重要事項。截至二零一二年十二月三十一

Corporate Governance Report 企業管治報告

31 December 2012. Individual attendance records of each Director at the respective Board and committee meetings are set out in the table on page 50 of this report.

Notices with agenda of the Board Meeting are duly given to each Director. Minutes of the Board Meetings are kept by the Company Secretary and is open for inspection by any Directors.

If a Director has an interest in the resolutions to be considered by the Board which the Board has determined to be material, the Board will ensure the resolutions will be dealt with by a physical Board meeting rather than written resolutions and the Board will also ensure that an adequate number of independent non-executive Directors are involved in the consideration of the relevant resolutions. Independent non-executive Directors are encouraged to take an active role in Board meetings.

The Board and the Management of the Company

The Board and the management of the Company (the “Management”) work together toward synergy in order to strive for excellent performance of the Company. The Company is governed by the Board, which is responsible for overseeing the overall strategy and development of the Company, as well as monitoring the internal control policies and evaluating the financial performance of the Group. The Board sets the overall strategies and directions for the Group with a view to developing its business and enhancing the Shareholders’ value. The day to day management, administration, operation of the Group and adoption of the Company’s strategies and policies are delegated to the Management. The clear responsibilities division between the Board and the Management ensured the power and authority are balanced and not concentrated in any one individual.

Independent non-executive Directors

In compliance with Rules 5.05(1) and (2), and 5.05A of the GEM Listing Rules, the Company has appointed three independent non-executive Directors which representing more than one-third of the Board, and with at least one of them has appropriate professional qualifications or accounting or related financial management expertise. The independent non-executive Directors, together with the executive Directors, ensure that the Board prepares its financial and other mandatory reports in strict compliance with the relevant

日止年度，董事會舉行13次會議。各名董事於各董事會及委員會會議之出席記錄載於本報告第50頁內之表格。

各董事均收到正式董事會會議通知及議程。董事會會議之會議記錄由公司秘書保存並可供任何董事公開查閱。

倘董事於董事會將予考慮之決議案中擁有利益，而董事會認為該決議案屬重大，則董事會將確保該決議案須以實際舉行董事會會議而非書面決議案處理，而董事會亦會確保有足夠數量之獨立非執行董事參與考慮相關決議案。獨立非執行董事獲鼓勵於董事會內擔當主動角色。

董事會及本公司管理層

董事會及本公司管理層(「管理層」)共同合作以令本公司有突出之業績表現。本公司由董事會監管，其監察本公司之整體策略及發展，同時監控內部控制政策及評估本集團之財務業績。董事會制定本集團整體策略及方向，以發展業務及提升股東價值。本集團之日常管理、行政及營運以及採納本公司策略及政策則交由管理層負責。董事會與管理層之分工明確，確保權力平衡，不集中於任何個別人士。

獨立非執行董事

為遵守創業板上市規則第5.05(1)及(2)，以及5.05A條，本公司已委任三名獨立非執行董事(佔董事會人數超過三分之一)，而當中至少一名成員具有合適之專業資格或會計或相關財務管理專業知識。獨立非執行董事連同執行董事確保董事會嚴格按照相關準則編製其財務及其他強制性報告。根據創業板上市規則第5.09條，本公司已收到各獨立非執行

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standards. The Company has received an annual confirmation of independence from each of the independent non-executive Directors and believes that their independence is in compliance the Rule 5.09 of the GEM Listing Rules.

Relationships between the Board

Mr. Chang Hoi Nam, an executive Director and the Chief Executive Officer of the Company, is the son of Mr. Chang Xi Min, a non-executive Director and the Chairman of the Board. Save for the aforesaid, none of the Directors is related to one another.

Continuous Professional Development of the Directors

The Directors are encouraged to participate in continuous professional developments (the “**Continuous Professional Development**”) to develop and refresh their knowledge and skills. According to the confirmation records provided by the Directors, all the Directors have participated in Continuous Professional Development for the year ended 31 December 2012.

During the year ended 31 December 2012 the Directors have participated in the Continuous Professional Developments in the following manner:

董事有關其獨立性之年度確認函，全部獨立非執行董事仍被認為具獨立性。

董事會內之關係

執行董事兼本公司行政總裁張凱南先生為非執行董事兼董事會主席張西銘先生之兒子。除上述者外，董事之間概無其他關係。

董事之持續專業發展

我們鼓勵董事參與持續專業發展（「**持續專業發展**」），以增進及更新彼等之知識及技能。根據董事提供之確認記錄，全體董事均於截至二零一二年十二月三十一日止年度內參與持續專業發展。

截至二零一二年十二月三十一日止年度，董事參與下列有關持續專業發展之事項：

Name 姓名		Reading materials in relation to Continuous Professional Developments 閱讀有關持續專業發展 之材料	Attending seminars/ courses/conferences in relation to Continuous Professional Developments 出席有關持續專業發展之 座談會／課程／會議
Executive Directors	執行董事		
Mr. Chang Hoi Nam	張凱南先生	✓	
Mr. Pang Man Kin Nixon	彭文堅先生	✓	
Mr. Chen Xiao Li	陳小利先生	✓	
Non-executive Director	非執行董事		
Mr. Chang Xi Min	張西銘先生	✓	
Independent non-executive Directors	獨立非執行董事		
Mr. Chan Kai Wing	陳繼榮先生	✓	
Mr. Lam Raymond Shiu Cheung	林兆昌先生	✓	
Mr. Chow Shiu Ki	周肇基先生	✓	✓

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CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Mr. Chang Xi Min is currently the Chairman of the Board and Mr. Chang Hoi Nam is currently the Chief Executive Officer. In accordance with the code provision A.2.1 of the Revised CG Code, the roles of the Chairman and Chief Executive Officer are separate and exercised by different person.

In addition, the Chairman of the Board has taken primary responsibility for ensuring that good corporate governance practices and procedures are established.

APPOINTMENTS AND RE-ELECTIONS OF THE DIRECTORS

Executive Directors

Each of the executive Directors has entered into a service contract with the Company for a period of three years commencing from 1 December 2011 and will continue thereafter for successive terms of one year unless terminated in accordance with the terms of the service contract.

Non-executive Director and the independent non-executive Directors

Each of the non-executive Director and the independent non-executive Directors has entered into a letter of appointment with the Company on 1 December 2012. The letter of appointment for each of the non-executive Director and the independent non-executive Directors is for an initial term of one year unless terminated in accordance with the terms of the letter of appointment, and shall continue for period as agreed between the parties in writing.

In accordance with the articles 84 of the Articles, one-third of the Directors are subject to retirement by rotation or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third shall retire from the office and being eligible offer themselves for re-election provided that every Director shall be subject to retirement by rotation at least once every three years. The Directors to be retired by rotation shall be those who have been longest in office since their last appointment or re-appointment.

主席及行政總裁

張西銘先生為現任董事會主席，而張凱南先生則為行政總裁。根據經修訂企業管治守則守則條文第A.2.1條，主席及行政總裁之角色明確區分，由不同人士履行。

此外，董事會主席主要負責確保建立良好企業管治常規及程序。

委任及重選董事

執行董事

各執行董事與本公司訂立服務合約，年期由二零一一年十二月一日起計為期三年，並持續至其後續約一年，直至根據服務合約之條款終止為止。

非執行董事及獨立非執行董事

非執行董事及獨立非執行董事均於二零一二年十二月一日與本公司簽訂委任函。委任函之初步期限為一年，除非根據委任函之條款終止為止，並持續至雙方以書面同意之期間。

根據章程細則第84條，三分之一之董事（或倘人數並非三(3)之倍數，則按最接近但不少於三分之一之人數計）將於每屆股東週年大會輪席告退，並有資格膺選連任，惟每名董事須至少每三年於股東週年大會輪席告退一次。須輪席告退之董事乃自上次連任或委任起計任期最長之董事。

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BOARD COMMITTEES

The Board has established the Remuneration Committee, the Nomination Committee and the Audit Committee in order to maintain high level of corporate governance standard of the Company.

Remuneration Committee

The Company has established the Remuneration Committee on 1 December 2011 with written terms of reference in compliance with code provision B.1.1 of the Revised CG Code. The Remuneration Committee comprises one executive Director, namely Mr. Pang Man Kin Nixon, and two independent non-executive Directors, namely Mr. Chan Kai Wing (chairman of the Remuneration Committee) and Mr. Lam Raymond Shiu Cheung.

The primary duties of the Remuneration Committee are to make recommendation to the Board on the overall remuneration policy and structure relating to all the Directors and Senior Management, to review performance based remuneration and to ensure none of the Directors determine their own remuneration.

During the year, the Remuneration Committee determined the policy for the remuneration of executive Directors, assessed the performance of executive Directors and approved the terms of executive Directors' services contracts. The Remuneration Committee adopted the model which is described in the code provision B.1.2 (c)(ii) of the Revised CG Code, it makes recommendations to the Board on the remuneration packages of individual executive Directors and Senior Management.

The Remuneration Committee held 1 meetings during the year ended 31 December 2012. Individual attendance records of each member of the Remuneration committee are set out in the table on page 50 of this report.

董事會委員會

董事會已設立薪酬委員會、提名委員會及審核委員會，以維持本公司高水平之企業管治標準。

薪酬委員會

本公司於二零一一年十二月一日成立薪酬委員會，並根據經修訂企業管治守則第B.1.1條制定書面職權範圍。薪酬委員會由一名執行董事及兩名獨立非執行董事組成，分別為彭文堅先生、陳繼榮先生(薪酬委員會主席)及林兆昌先生。

薪酬委員會之主要職責為就整體薪酬政策以及與全體董事及高級管理層人員有關之架構，向董事會提供建議；檢討與績效掛鈎之薪酬；及確保並無董事釐定本身之薪酬。

於本年度，薪酬委員會釐定執行董事之薪酬政策，評估執行董事之表現，並批准執行董事服務合約之條款。薪酬委員會採納經修訂企業管治守則守則條文第B.1.2 (c)(ii)條所述之模式，向董事會就個別執行董事及高級管理層之薪酬提供推薦建議。

截至二零一二年十二月三十一日止年度，薪酬委員會舉行一次會議。各薪酬委員會成員之出席記錄載於本報告第50頁之表單。

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Nomination Committee

The Company has established the Nomination Committee on 1 December 2011 with written terms of reference in compliance with code provision A.4.5 of the Revised CG Code. The Nomination Committee comprises one executive Director, namely Mr. Chang Hoi Nam, and two independent non-executive Directors, namely Mr. Chan Kai Wing and Mr. Lam Raymond Shiu Cheung (chairman of the Nomination Committee).

The primary duties of the Nomination Committee are to review the structure, size and composition of the Board on regular basis; identify individuals suitably qualified to become Board members, to assess the independence of the independent non-executive Directors and to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors.

During the year, the Nomination Committee determined the policy for the nomination of Directors. The Nomination Committee is responsible for identifying potential directors, reviewing the credentials of the potential director base on his/her qualifications, skills, experience, credibility and reputation. Once the Nomination Committee confirmed the potential director(s) is/are qualified to be the Director(s) and his/her appointments are in the interests of the Company and its Shareholders as a whole, it will make recommendations to the Board for approval. The director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting after his/her appointment and shall be subject to re-election by the Shareholders at the such meeting.

The director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company after his/her appointment and shall be subject to re-election by the shareholders of the Company at such meeting.

The Nomination Committee held 1 meetings during the year ended 31 December 2012. Individual attendance records of each member of the Nomination Committee are set out in the table on page 50 of this report.

提名委員會

本公司於二零一一年十二月一日成立提名委員會，並根據經修訂企業管治守則守則條文第A.4.5條制定書面職權範圍。提名委員會由一名執行董事及兩名獨立非執行董事組成，分別為張凱南先生、陳繼榮先生及林兆昌先生（提名委員會主席）。

提名委員會之主要職責為就定期檢討董事會之架構、大小及組成；物色合資格成為董事會成員之人選；評核獨立非執行董事之獨立性；及就有關董事委任或連任之事宜向董事會提供建議。

於本年度，提名委員會已釐定提名董事之政策。提名委員會負責物色董事人選，並根據資格、技能、經驗、信用狀況及聲譽，審視董事人選之合適程度。當提名委員會確認董事人選合資格成為董事，且其委任符合本公司及其股東之整體利益，提名委員會將向董事會提出推薦建議供其通過。董事會委任以填補空缺之董事須任職至其委任後之首個股東大會為止，並於該大會上由股東重選。

董事會委任以加入現有董事會之董事僅須任職至其委任後本公司之下屆股東週年大會，且須於大會上由本公司股東重選。

截至二零一二年十二月三十一日止年度，提名委員會舉行一次會議。各提名委員會成員之出席記錄載於本報告第50頁之表單。

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Audit Committee

The Audit Committee comprises three independent non-executive Directors, namely Mr. Chan Kai Wing, Mr. Lam Raymond Shiu Cheung and Mr. Chow Shiu Ki. The Audit Committee is chaired by Mr. Chan Kai Wing. These consolidated annual results for the year ended 31 December 2012 have been reviewed by the members of the Audit Committee who have provided advices and comments thereon.

The Company established the Audit Committee on 1 December 2011 with written terms of reference in compliance with Rules 5.28 and 5.29 of the GEM Listing Rules and code provision C.3.3 of the Revised CG Code. The Audit Committee comprises three independent non-executive Directors, namely Mr. Chan Kai Wing (chairman of the Audit Committee), Mr. Lam Raymond Shiu Cheung and Mr. Chow Shiu Ki.

The primary duties of the Audit Committee are mainly to make recommendations to the Board on the appointment, re-appointment and removal of external auditor as well as approval on their remuneration and terms of engagement; review the financial statements and material advice in respect of the financial reporting; and oversee financial reporting system and internal control procedures of the Company.

The Audit Committee has been met its responsibilities to review the Group's quarterly reports, interim report and the audited annual results for the year ended 31 December 2012 and provided advice and comments thereon.

The Audit Committee held 4 meetings during the year ended 31 December 2012. Individual attendance records of each member of the Audit Committee are set out in the table on page 50 of this report.

審核委員會

審核委員會由三名獨立非執行董事組成，即陳繼榮先生、林兆昌先生及周肇基先生。陳繼榮先生為審核委員會主席。該等截至二零一二年十二月三十一日止年度之簡明綜合業績已審核委員會成員審閱，並提出有關意見及評論。

本公司於二零一一年十二月一日成立審核委員會，並根據創業板上市規則第5.28及5.29條以及經修訂企業管治守則之守則條文第C.3.3條之規定制定書面職權範圍。審核委員會由三名獨立非執行董事組成，即陳繼榮先生(審核委員會主席)、林兆昌先生及周肇基先生。

審核委員會之主要職責為向董事會就外部核數師之委任、續任及罷免乃至批准其薪酬及聘用條款提出建議；審閱財務報告及就財務報告事宜作出重要意見；及監管本公司財務申報制度及內部監控程序。

審核委員會已達成其職責，審閱本集團之季度報告、中期報告及截至二零一二年十二月三十一日止年度之經審核年度業績，並提出有關意見及評論。

審核委員會於截至二零一二年十二月三十一日止年度曾舉行四次會議。審核委員會各成員之個別出席記錄載列於本報告第50頁之表格。

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Directors' Attendance Record at Meetings

Details of the attendance of the Directors at the meetings of the Board and its respective committees during the year ended 31 December 2012 are as follows:

Name of Director 董事會	Note 附註	Board	Nomination	Remuneration	Audit	Extraordinary
		Meeting	Committee	Committee	Committee	General
		Attended/ Eligible to attend	Attended/ Eligible to attend	Attended/ Eligible to attend	Attended/ Eligible to attend	Attended/ Eligible to attend
		董事會 會議	提名委員會 會議	薪酬委員會 會議	審核委員會 會議	股東特別大會
Executive Directors	執行董事					
Mr. Chang Hoi Nam	張凱南先生	10/13	1/1	1/1	3/4	0/1
Mr. Pang Man Kin Nixon	彭文堅先生	13/13	1/1	1/1	4/4	1/1
Mr. Chen Xiao Li	陳小利先生	3/13	0/1	0/1	1/4	0/1
Non-executive Director	非執行董事					
Mr. Chang Xi Min	張西銘先生	3/13	0/1	0/1	1/4	0/1
Independent non-executive Directors	獨立非執行董事					
Mr. Chan Kai Wing	陳繼榮先生	11/13	1/1	1/1	4/4	1/1
Mr. Lam Raymond Shiu Cheung	林兆昌先生	9/13	1/1	1/1	3/4	0/1
Mr. Chow Shiu Ki	周肇基先生	11/13	1/1	1/1	4/4	0/1

董事會議出席記錄

截至二零一二年十二月三十一日止年度，董事於董事會及其各自委員會之出席詳情如下：

Name of Director 董事會	Note 附註	Board	Nomination	Remuneration	Audit	Extraordinary
		Meeting	Committee	Committee	Committee	General
		Attended/ Eligible to attend	Attended/ Eligible to attend	Attended/ Eligible to attend	Attended/ Eligible to attend	Attended/ Eligible to attend
		董事會 會議	提名委員會 會議	薪酬委員會 會議	審核委員會 會議	股東特別大會
Executive Directors	執行董事					
Mr. Chang Hoi Nam	張凱南先生	10/13	1/1	1/1	3/4	0/1
Mr. Pang Man Kin Nixon	彭文堅先生	13/13	1/1	1/1	4/4	1/1
Mr. Chen Xiao Li	陳小利先生	3/13	0/1	0/1	1/4	0/1
Non-executive Director	非執行董事					
Mr. Chang Xi Min	張西銘先生	3/13	0/1	0/1	1/4	0/1
Independent non-executive Directors	獨立非執行董事					
Mr. Chan Kai Wing	陳繼榮先生	11/13	1/1	1/1	4/4	1/1
Mr. Lam Raymond Shiu Cheung	林兆昌先生	9/13	1/1	1/1	3/4	0/1
Mr. Chow Shiu Ki	周肇基先生	11/13	1/1	1/1	4/4	0/1

Corporate Governance Function

The Board is responsible for performing the corporate governance duties in accordance with code provision D.3.1 to the Revised CG Code, which are included to develop and review the Company policies and practices on corporate governance, to review and monitor the training and the Continuous Professional Development of Directors and Senior Management, the Company's policies and practices on compliance with legal and regulatory requirements and reviewing the Company's compliance with the Revised CG Code and disclosure in the Corporate Governance Report.

企業管治職能

董事會負責根據經修訂企業管治守則之守則條文第D.3.1條履行企業管治職責，包括發展及審閱本公司企業管治之政策及常規，審閱及監控董事及高級管理層之培訓及持續專業發展，符合法例及監管規定之本公司政策及常規，審閱本公司遵守經修訂企業管治守則之情況及企業管治報告之披露。

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AUDITOR'S REMUNERATION

For the year ended 31 December 2012, remuneration paid and payable to the Auditor are approximately HK\$500,000 for audit services and HK\$Nil for non-audit services respectively.

Directors' Acknowledgement

The Directors acknowledged their responsibility for the preparation of the consolidated financial statements which give a true and fair view of the financial position of the Group. The Directors are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern.

Auditor's Statement

The statement of the Auditor about their reporting responsibilities on the Company's financial statements for the year ended 31 December 2012 is set out in the section "Independent Auditor's Report" of this report.

Internal Control

The Board is responsible for maintaining a sound and effective internal control system in order to safeguard the interests of the Shareholders and the assets of the Company against unauthorized use or disposition, ensuring maintenance of proper books and records for the provision of reliable financial information, and ensuring compliance with the relevant rules and regulations.

The Audit Committee reviewed the overall effectiveness of the internal control system and reported its findings and made recommendations to the Board. The Directors have conducted a review of the effectiveness of the Group's internal control system for the year ended 31 December 2012. The Board will continue to assess the effectiveness of internal controls by considering the reviews performed by the Audit Committee and the management.

核數師薪酬

截至二零一二年十二月三十一日止年度，已付及應付核數師之審核服務薪酬約為500,000港元及非審核服務為零港元。

董事之確認

董事確認彼等編製綜合財務報表(該等報表須真實及公平地反映本集團之財務狀況)之責任。董事並無察覺關於可能對本公司持續經營能力存在重大疑問之事件或狀況之任何重大不確定性。

核數師聲明

核數師關於其對於本公司截至二零一二年十二月三十一日止年度財務報表之申報責任之聲明，載於本報告「獨立核數師報告」一詳。

內部監控

董事會負責維持健全及有效之內部監控系統，以保障股東之利益及本公司之資產不會在未經授權下被運用或處置、確保就提供可靠之財務資料而保持適當之賬冊及記錄，以及確保符合相關規則及規例。

審核委員會已對內部控制系統之整體有效性進行審查，並向董事會匯報及提供建議。董事已於截至二零一二年十二月三十一日止年度就本集團之內部監控系統之有效性進行審查。董事會將透過考慮審核委員會及管理層所進行之審查，繼續評估內部監控之有效性。

Corporate Governance Report 企業管治報告

COMPANY SECRETARY

The Company appointed Ms. Man Tsz Sai Lavender (“**Ms. Man**”) as the Company Secretary since 1 December 2011. She is an associate of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators and she has over 14 years’ experience in corporate secretarial practice. In accordance with the Rule 5.15 of the GEM Listing Rule, Ms. Man has taken no less than 15 hours of the relevant professional training during the year ended 31 December 2012.

The primary corporate contact person of the Company is Mr. Pang Man Kin, Nixon, the executive Director and the Vice Chairman of the Board.

SHAREHOLDERS’ RIGHTS

Procedures for the Shareholders to convene an extraordinary general meeting

Pursuant to the article 58 of the Articles, any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition.

Such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

公司秘書

文紫茜小姐(「**文小姐**」)於二零一一年十二月一日起獲本公司委任為公司秘書。彼為香港特許秘書公會及英國特許秘書及行政人員公會會員，有超過14年處理公司秘書常規事項之經驗。根據創業板上市規則第5.15條，截至二零一二年十二月三十一日止年度，文小姐已參與不少於15小時之相關專業培訓。

本公司之主要公司聯絡人為彭文堅先生(執行董事兼董事會副主席)。

董事權益

股東召開股東特別大會之程序

根據章程細則第58條，任何一名或多名於遞呈要求之日期持有不少於附帶於本公司股東大會表決權之本公司繳足股本十分之一之股東，於任何時候均有權透過向董事會或本公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明之任何事項；

該大會應於遞呈該要求後兩(2)個月內舉行。倘於有關遞呈後二十一(21)日內，董事會未有召開該大會，則遞呈要求人士可自行以相同方式召開大會，而本公司須向遞呈要求人士償付所有由遞呈要求人士因董事會未能召開大會而產生之合理開支。

Corporate Governance Report 企業管治報告

PROCEDURES FOR THE SHAREHOLDERS TO PUT THEIR ENQUIRIES TO THE BOARD

The Company endeavor to maintain two way communications with the Shareholders through various channels. The Shareholders are encouraged to put their enquiries about the Group through the Company's email at info@cafgroup.hk or by mail to the principle address of the Company at Units 03-05, 17/F., K. Wah Centre, 191 Java Road, North Point, Hong Kong. All the enquiries are dealt with in timely manner. The Shareholders are also encouraged to attend the AGM and extraordinary general meetings (the "EGM") of the Company and to put their enquiries to the Board directly. Notices are duly being circulated to the Shareholders in order to ensure each Shareholder is informed to attend the AGM and the EGM. The Chairman of the Board, chairmen of each of the Remuneration Committee, Nomination Committee and Audit Committee and the Senior Management attend the aforesaid meetings and respond to the Shareholders' enquiries in a promptly manner. The detailed procedures for conducting a poll are set out in the proxy forms and will be explained by the chairmen of the AGM and EGM orally in the beginning of the aforesaid meetings.

INVESTOR RELATIONS

The Company believes that maintaining a high level of transparency is a key to enhance investor relations. It is committed to a policy of open and timely disclosure of corporate information to the Shareholders and investment public.

The Company updates the Shareholders on its latest business developments and financial performance through its annual, interim and quarterly reports. The corporate website of the Company (www.cafgroup.hk) has provided an effective communication platform to the public and the Shareholders.

During the year ended 31 December 2012, there had not been any changes in the Company's constitutional documents.

股東向董事會作出查詢之程序

本公司致力透過不同渠道與股東維持雙向溝通。歡迎股東透過本公司電郵 info@cafgroup.hk 或郵寄至本公司主要地點(香港北角渣華道191號嘉華國際中心17樓03-05室)，查詢有關本集團之事項。所有查詢將會盡快處理。我們亦歡迎股東出席股東週年大會及股東特別大會(「股東特別大會」)，並直接於董事會發問。大會通告會寄發予股東，確保各股東已獲通知出席股東週年大會及股東特別大會。董事會主席、薪酬委員會、提名委員會及審核委員會之主席以及高級管理層會出席上述大會，並即時回應股東之查詢。進行表決之詳細程序載於委任代表表格，且由股東週年大會及股東特別大會之主席於上述大會開始時解釋相關程序。

投資者關係

本公司相信，維持高透明度是增強投資者關係之關鍵，並致力保持向股東及投資大眾公開及適時披露公司資料之政策。

本公司透過其年度、中期及季度報告向股東更新其最新業務發展及財務表現。本公司之公司網站(www.cafgroup.hk)已為公眾人士及股東提供一個有效之溝通平台。

截至二零一二年十二月三十一日止年度，本公司之組織章程文件概無任何變化。

Independent Auditor's Report 獨立核數師報告



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香港干諾道中111號
永安中心25樓

To the shareholders of China Assurance Finance Group Limited (Incorporated in Cayman Islands with limited liability)

致中國融保金融集團有限公司股東 (於開曼群島註冊成立之有限公司)

We have audited the consolidated financial statements of China Assurance Finance Group Limited (the "Company") and its subsidiaries (collectively the "Group") set out on pages 56 to 132, 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.

吾等已審核載於第56至132頁之中國融保金融集團有限公司(「貴公司」)及其附屬公司(合稱「貴集團」)之綜合財務報表，此等財務報表包括於二零一二年十二月三十一日之綜合及公司財務狀況表及截至該日止年度之綜合全面收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他解釋資料。

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

董事就綜合財務報表須承擔之責任

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 the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例編製綜合財務報表，以令綜合財務報表作出真實而公平之反映，並落實其認為編製綜合財務報表所必要之內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述。

AUDITOR'S RESPONSIBILITY

核數師之責任

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

吾等之責任是根據吾等之審計對該等綜合財務報表作出意見，並按吾等之委聘條款僅向整體股東報告，除此之外本報告別無其他目的。吾等不會就本報告之內容向任何其他人士負責或承擔任何責任。

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.

吾等已根據香港會計師公會頒佈之香港審計準則進行審計。該等準則要求吾等遵守道德規範，並規劃及執行審計，以合理確定綜合財務報表是否不存有任何重大錯誤陳述。

Independent Auditor's Report 獨立核數師報告

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

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

OPINION

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

BDO Limited
Certified Public Accountants

Joanne Y.M. Hung
Practising Certificate Number P05419
Hong Kong, 20 March 2013

審計涉及執程序以獲取有關綜合財務報表所載金額及披露資料之審計憑證。所選定之程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述之風險。在評估該等風險時，核數師考慮與該公司編製可真實公允呈報之綜合財務報表有關之內部控制，以設計適當之審計程序，但目的並非對公司內部控制之有效性發表意見。審計亦包括評價董事所採用之會計政策之合適性及所作出之會計估計之合理性，以及評價綜合財務報表之整體列報方式。

吾等相信，吾等所獲得之審計憑證能充足並適當地為吾等之審計意見提供基礎。

意見

吾等認為，該等綜合財務報表已根據香港財務報告準則真實而公平反映貴公司及貴集團於二零一二年十二月三十一日之事務狀況，及貴集團截至該日止年度之虧損及現金流量，並已按照香港公司條例的披露規定妥為編製。

香港立信德豪會計師事務所有限公司
執業會計師

洪綺微
執業證書編號P05419
香港，二零一三年三月二十日

Consolidated Statement of Comprehensive Income 綜合全面收益表

For the year ended 31 December 2012
截至二零一二年十二月三十一日止年度

		Notes 附註	2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Revenue	收益	8	23,987	45,108
Other income	其他收入	8	2,481	764
Administrative and operating expenses	行政及營運開支		(15,586)	(10,600)
Listing expenses	上市開支		(3,633)	(8,274)
Equity-settled shared-based payment expenses	以股份為基準付款 (以股本結算)開支	28	(11,571)	—
(Loss)/Profit before income tax	所得稅前(虧損)/溢利	9	(4,322)	26,998
Income tax expense	所得稅開支	11	(4,515)	(9,456)
(Loss)/Profit for the year	本年度(虧損)/溢利		(8,837)	17,542
Other comprehensive income	其他全面收益			
Exchange gain on translation of financial statements of foreign operations	兌換境外經營業務 財務報表之 匯兌收益		(109)	4,975
Total comprehensive income for the year	本年度全面收益 總額		(8,946)	22,517
(Loss)/Profit for the year attributable to:	應佔本年度(虧損)/溢利：			
Owners of the Company	本公司擁有人		(9,486)	16,174
Non-controlling interests	非控股權益		649	1,368
			(8,837)	17,542
Total comprehensive income attributable to:	應佔全面收益總額：			
Owners of the Company	本公司擁有人		(9,595)	21,149
Non-controlling interests	非控股權益		649	1,368
			(8,946)	22,517
(Loss)/Earnings per share — Basic (RMB cent(s))	每股(虧損)/盈利 — 基本(人民幣分)	14	(0.62)	1.16
(Loss)/Earnings per share — Diluted (RMB cent)	每股(虧損)/盈利 — 攤簿(人民幣分)	14	(0.62)	N/A 不適用

Consolidated Statement of Financial Position 綜合財務狀況表

For the year ended 31 December 2012

截至二零一二年十二月三十一日止年度

	Notes 附註	2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
ASSETS AND LIABILITIES			
Non-current assets	資產及負債 非流動資產		
Property, plant and equipment	物業、廠房及設備	15	15
Land use rights	土地使用權	16	16
Deposits paid	已付按金	18	18
		70,874	44,743
		37,218	36,035
		25,452	27,816
		133,544	108,594
Current assets	流動資產		
Account receivables	應收賬款	19	19
Prepayments and deposits paid	預付款項及已付按金		
Pledged bank deposits	已質押銀行存款	20	20
Restricted bank deposits	受限制銀行存款	21	21
Cash and cash equivalents	現金及現金等值項目	22	22
		21,466	22,804
		7,593	3,671
		47,389	43,300
		14,411	7,300
		4,002	3,768
		94,861	80,843
Current liabilities	流動負債		
Accruals, other payables and deferred income	應計費用、其他應付 款項及遞延收入	23	23
Amounts due to shareholders	應付股東款項	24	24
Current tax liabilities	即期稅項負債		
		24,337	16,857
		—	108,300
		6,765	11,727
		31,102	136,884
Net current assets/(liabilities)	流動資產/(負債)淨額	63,759	(56,041)
Total assets less current liabilities	資產總值減流動負債	197,303	52,553
Non-current liabilities	非流動負債		
Deferred tax liabilities	遞延稅項負債	25	25
		—	—
Net assets	資產淨值	197,303	52,553
EQUITY	權益		
Equity attributable to owners of the Company	本公司擁有人 應佔權益		
Share capital	股本	26	26
Reserves	儲備	27(a)	27(a)
		12,539	—
		177,741	46,179
		190,280	46,179
Non-controlling interests	非控股權益	7,023	6,374
Total equity	權益總額	197,303	52,553

On behalf of the Board
代表董事會

Mr. Chang Hoi Nam (張凱南先生)
Director (董事)

Mr. Pang Man Kin Nixon (彭文堅先生)
Director (董事)

Statement of Financial Position 財務狀況表

As at 31 December 2012

於二零一二年十二月三十一日

		Notes 附註	2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
ASSETS AND LIABILITIES	資產及負債			
Non-current assets	非流動資產			
Investments in subsidiaries	於附屬公司投資	17	51,110	51,110
Current assets	流動資產			
Amounts due from subsidiaries	應收附屬公司款項	17	128,521	—
Prepayments	預付款項		—	744
Cash and cash equivalents	現金及現金等值項目		151	—
			128,672	744
Current liabilities	流動負債			
Accruals and other payables	應計費用及其他應付款項		840	3,540
Amount due to a subsidiary	應付附屬公司款項	17	—	5,258
			840	8,798
Net current assets/(liabilities)	流動資產／(負債)淨額		127,832	(8,054)
Total assets less current liabilities and net assets	資產總值減流動負債 及資產淨值		178,942	43,056
EQUITY	權益			
Share capital	股本	26	12,539	—
Reserves	儲備	27(b)	166,403	43,056
Total equity	權益總額		178,942	43,056

On behalf of the Board
代表董事會

Mr. Chang Hoi Nam (張凱南先生)
Director (董事)

Mr. Pang Man Kin Nixon (彭文堅先生)
Director (董事)

Consolidated Statement of Changes in Equity 綜合權益變動表

For the year ended 31 December 2012
截至二零一二年十二月三十一日止年度

		Equity attributable to owners of the Company 本公司擁有人應佔權益					Non- controlling interests 非控股權益	Total equity 權益總額	
		Share capital (note 26) 股本 (附註26) RMB'000 人民幣千元	Share premium (note 27(d)) 股份溢價 (附註27(d)) RMB'000 人民幣千元	Exchange reserve 匯兌儲備 RMB'000 人民幣千元	Share option reserve 購股權儲備 RMB'000 人民幣千元	Retained profits 保留盈利 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元		
At 1 January 2011	二零一一年一月一日	—	—	5,564	—	19,466	25,030	6,006	31,036
Dividend paid to non-controlling interests of a subsidiary	向附屬公司之非控股權益支付之股息 — 與擁有人進行之交易	—	—	—	—	—	—	(1,000)	(1,000)
Profit for the year	本年度溢利	—	—	—	—	16,174	16,174	1,368	17,542
Other comprehensive income for the year	本年度其他全面收益	—	—	4,975	—	—	4,975	—	4,975
Total comprehensive income for the year	本年度全面收益總額	—	—	4,975	—	16,174	21,149	1,368	22,517
At 31 December 2011 and 1 January 2012	於二零一一年十二月三十一日及二零一二年一月一日	—	—	10,539	—	35,640	46,179	6,374	52,553
Shareholder loan capitalisation	股東貸款資本化	—	108,300	—	—	—	108,300	—	108,300
Issue of shares under Restructuring Exercise	根據重組發行股份	11,295	(11,295)	—	—	—	—	—	—
Issue of shares in public offering, net	於公開發售時發行股份，淨額	1,219	31,070	—	—	—	32,289	—	32,289
Equity-settled share-based payment granted	授出以股份為基準付款 (以股本結算)	—	—	—	11,571	—	11,571	—	11,571
Exercise of share options	行使購股權	25	1,742	—	(231)	—	1,536	—	1,536
Transaction with owners	擁有人交易	12,539	129,817	—	11,340	—	153,696	—	153,696
Loss for the year	本年度虧損	—	—	—	—	(9,486)	(9,486)	649	(8,837)
Other comprehensive income for the year	本年度其他全面收益	—	—	(109)	—	—	(109)	—	(109)
Total comprehensive income for the year	本年度全面收益總額	—	—	(109)	—	(9,486)	(9,595)	649	(8,946)
At 31 December 2012	二零一二年十二月三十一日	12,539	129,817	10,430	11,340	26,154	190,280	7,023	197,303

Consolidated Statement of Cash Flows 綜合現金流量表

For the year ended 31 December 2012
截至二零一二年十二月三十一日止年度

	Notes 附註	2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Cash flows from operating activities 經營活動之現金流量			
(Loss)/Profit before income tax	所得稅前(虧損)/溢利	(4,322)	26,998
Adjustments for:	調整：		
Loss on disposal of property, plant and equipment	出售物業、廠房及 設備之虧損	9	1
Amortisation for land use rights	土地使用權攤銷	9	754
Depreciation of property, plant and equipment	物業、廠房及 設備折舊	9	431
Bank interest income	銀行利息收入	8	(764)
Equity-settled share-based payment expenses	以股權結算購股權 付款開支	9	—
Operating profit before working capital changes	營運資金變動前之 經營溢利	7,177	27,420
Decrease/(Increase) in account receivables, net of deferred income	應收賬款減少/(增加)， 扣除遞延收入	5,639	(12,037)
(Increase)/Decrease in prepayments and deposits paid	預付款項及已付按金 (增加)/減少	(3,922)	89
Increase in pledged bank deposits	已質押銀行存款增加	(4,089)	(3,079)
Increase in restricted bank deposits	受限制銀行存款增加	(7,111)	(7,300)
Increase in accruals and other payables	應計費用及其他應付 款項增加	3,179	10,600
Net cash generated from operations	經營業務產生之現金淨額	873	15,693
Interest received	已收利息	2,133	764
Income tax paid	已付所得稅	(9,477)	(4,846)
Net cash (used in)/generated from operating activities	經營活動(所用)/產生 之現金淨額	(6,471)	11,611
Cash flows from investing activities 投資活動之現金流量			
Purchases of property, plant and equipment	購置物業、 廠房及設備	15	(19,081)
Deposits paid for acquisition of property, plant and equipment	收購物業、廠房及 設備之已付按金	18	(798)
Payments for land use rights	支付土地使用權	16	—
Proceeds from disposals of property, plant and equipment	出售物業、廠房及 設備所得款項	—	197
Net cash used in investing activities	投資活動所用之現金淨額	(27,011)	(19,682)

Consolidated Statement of Cash Flows 綜合現金流量表

For the year ended 31 December 2012
截至二零一二年十二月三十一日止年度

	Notes 附註	2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Cash flows from financing activities	融資活動之現金流量		
Net proceeds from issue of new shares	發行新股份所得款項淨額	32,289	—
Decrease in amounts due to shareholders	應付股東款項減少	—	(17,763)
Net proceeds from exercise of share options	行使購股權所得款項淨額	1,536	—
Net cash generated from/(used in) financing activities	融資活動產生/(所用)之現金淨額	33,825	(17,763)
Net increase/(decrease) in cash and cash equivalents	現金及現金等值項目之增加/(減少)淨額	343	(25,834)
Effect of foreign exchange rate changes, net	外幣匯率變動之影響淨額	(109)	4,975
Cash and cash equivalents at 1 January	於一月一日之現金及現金等值項目	3,768	24,627
Cash and cash equivalents at 31 December	於十二月三十一日之現金及現金等值項目	4,002	3,768

Notes to the Financial Statements

財務報表附註

1. CORPORATE INFORMATION

China Assurance Finance Group Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability on 10 March 2011. The registered office of the Company is the office of Codan Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The Company’s shares have been listed on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 6 January 2012.

The principal activity of the Company is investment holding. Details of the principal activities of the Company’s subsidiaries are set out in note 16 to the financial statements. The Company and its subsidiaries are collectively referred to as the “Group” hereafter. In the opinion of the directors of the Company, the ultimate holding company of the Company is Capital Gain Investments Holdings Limited (“Capital Gain”), a limited liability company incorporated in the British Virgin Islands (“BVI”).

The consolidated financial statements for the year ended 31 December 2012 were approved by the board of directors on 20 March 2013.

2. BASIS OF PRESENTATION AND PREPARATION

(a) Basis of presentation

Pursuant to a group restructuring exercise (the “Restructuring Exercise”) carried out by the Group to rationalise the structure of the Group in preparation for the listing of the Company’s shares on the Stock Exchange, the Company became the holding company of the subsidiaries comprising the Group.

1. 公司資料

中國融保金融集團有限公司(「本公司」)乃二零一一年三月十日於開曼群島註冊成立之獲豁免有限責任公司。本公司之註冊辦事處為Codan Trust Company (Cayman) Limited之辦事處，地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本公司之股份自二零一二年一月六日起於香港聯合交易所有限公司(「聯交所」)創業板「創業板」上市。

本公司之主要業務為投資控股。本公司附屬公司之主要業務載於財務報表附註16。本公司及其附屬公司以下統稱「本集團」。董事認為，本公司之最終控股公司為興富投資控股有限公司「興富」，一間於英屬處女群島(「英屬處女群島」)註冊成立之有限公司)。

截至二零一二年十二月三十一日止年度之綜合財務報表已經董事會於二零一三年三月二十日批准刊發。

2. 呈列及編製基準

(a) 呈列基準

為籌備本公司股份於聯交所上市，本集團為優化本集團之架構而進行集團重組(「重組」)，本公司成為包括本集團之附屬公司之控股公司。

Notes to the Financial Statements 財務報表附註

2. BASIS OF PRESENTATION AND PREPARATION

(Continued)

(a) Basis of presentation (Continued)

The Group resulting from the Restructuring Exercise is regarded as a continuing entity as it involved combinations of entities under common control, which were controlled directly or indirectly by Mr. Pang Man Kin Nixon (“Mr. Pang”), Mr. Chang Hoi Nam (“Mr. Chang”) and Dr. Ma Chung Wo Cameron (“Dr. Ma”) (the “Controlling Shareholders”) under a contractual arrangement immediately before and after the Restructuring Exercise. The Company and Hero Praise Limited (“Hero Praise”) are regarded as a continuation of Aurora Logistics Capital Assurance Limited (“Aurora Capital Assurance”) and its interests in the subsidiaries now comprising the Group resulting from the Restructuring Exercise since all of the companies which took part in the Restructuring Exercise were controlled by the Controlling Shareholders before and immediately after the Restructuring Exercise. Accordingly, the consolidated financial statements of the Group for the year ended 31 December 2011 have been prepared by adopting the merger basis of accounting.

(b) Statement of compliance

The consolidated financial statements have been prepared in accordance with the Hong Kong Financial Reporting Standards (“HKFRSs”), which collective terms include 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”). The consolidated financial statements also include the applicable disclosure requirements of the Hong Kong Companies Ordinance and applicable Rules Governing the Listing of Securities on the GEM of the Stock Exchange.

2. 呈列及編製基準 (續)

(a) 呈列基準 (續)

重組所產生之本集團被視為持續實體，因為當中涉及共同控制下實體之合併，該等實體緊接重組前後均按照合約安排由彭文堅先生（「彭先生」）、張凱南先生（「張先生」）及馬中和醫生（「馬醫生」）（「控股股東」）直接或間接控制。本公司與英嘉有限公司（「英嘉」）被視為旭日融資擔保有限公司（「旭日融資擔保」）及其於重組所產生現時本集團旗下附屬公司之權益之延續，因參與重組之全部公司於緊接重組前後均由控股股東控制。故此，本集團截至二零一一年十二月三十一日止年度之綜合財務報表乃採納合併會計基準編製。

(b) 合規聲明

綜合財務報表已根據符合香港財務報告準則（「香港財務報告準則」）之會計政策編製，香港財務報告準則為統稱，其包括所有香港會計師公會（「香港會計師公會」）頒佈之個別適用之香港財務報告準則、香港會計準則及詮釋。綜合財務報表亦包括香港公司條例之適用披露規定以及適用聯交所創業板證券上市規則。

Notes to the Financial Statements 財務報表附註

2. BASIS OF PRESENTATION AND PREPARATION

(Continued)

(c) Basis of measurement

The consolidated financial statements have been prepared under historical cost convention. 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.

3. ADOPTION OF NEW OR AMENDED HKFRSs

3.1 Adoption of amendments to HKFRSs — first effective on 1st January 2012

Amendments to HKFRS 1	Severe Hyper Inflation and Removal of Fixed Dates for First-time Adopters
Amendments to HKFRS 7	Disclosures — Transfers of Financial Assets
Amendments to HKAS 12	Deferred Tax — Recovery of Underlying Assets

The adoption of these amendments has no material impact on the Groups's financial statements.

3.2 New/amended HKFRSs that have been issued but are not yet effective

The following new/amended HKFRSs, potentially relevant to the Group's financial statements, have been issued, but are not yet effective and have not been early adopted by the Group.

2. 呈列及編製基準 (續)

(c) 計量基準

綜合財務報表按歷史成本慣例編製。用於編製該等財務報表之重大會計政策概述如下。除另有指明外，該等政策已於所有年度貫徹應用。

3. 採納新訂及經修訂香港財務報告準則

3.1 採納於二零一二年一月一日首次採納之香港財務報告準則之修訂

香港財務報告準則第1號之修訂本	嚴重高通脹及剔除首次採用者之固定日期
香港財務報告準則第7號之修訂本	披露 — 轉讓金融資產
香港會計準則第12號之修訂本	遞延稅項 — 收回相關資產

採納該等修訂本並不會對本集團之財務報表造成重大影響。

3.2 已經頒佈惟並無生效之新訂／經修訂香港財務報告準則

下列新訂／經修訂準則與本集團之財務報表潛在相關，已經頒佈惟並無生效及尚未由本集團提早採納。

Notes to the Financial Statements 財務報表附註

3. ADOPTION OF NEW OR AMENDED HKFRSs

(Continued)

3.2 New/amended HKFRSs that have been issued but are not yet effective (Continued)

Amendments to HKAS 1 (Revised)	Presentation of Items of Other Comprehensive Income ¹
Amendments to HKAS 32	Offsetting Financial Assets and Financial Liabilities ³
Amendments to HKFRS 7	Offsetting Financial Assets and Financial Liabilities ²
HKFRS 9	Financial instruments ⁴
HKFRS 10	Consolidated financial statements ²
HKFRS 12	Disclosure of interests in other entities ²
HKFRS 13	Fair Value Measurement ²
HKAS 27 (2011)	Separate Financial Statements ²

- ¹ Effective for annual periods beginning on or after 1 July 2012
- ² Effective for annual periods beginning on or after 1 January 2013
- ³ Effective for annual periods beginning on or after 1 January 2014
- ⁴ Effective for annual periods beginning on or after 1 January 2015

3. 採納新訂及經修訂香港財務報告準則 (續)

3.2 已經頒佈惟並無生效之新訂／經修訂香港財務報告準則 (續)

香港會計準則第1號修訂本 (經修訂)	其他全面收益項目之呈列 ¹
香港會計準則第32號修訂本	抵銷金融資產及金融負債 ³
香港財務報告準則第7號之修訂本	抵銷金融資產及金融負債 ²
香港財務報告準則第9號	金融工具 ⁴
香港財務報告準則第10號	綜合財務報表 ²
香港財務報告準則第12號	於其他實體權益之披露 ²
香港財務報告準則第13號	公平值計量 ²
香港會計準則第27號 (二零一一年)	獨立財務報表 ²

- ¹ 於二零一二年七月一日或之後開始之年度期間生效
- ² 於二零一三年一月一日或之後開始之年度期間生效
- ³ 於二零一四年一月一日或之後開始之年度期間生效
- ⁴ 於二零一五年一月一日或之後開始之年度期間生效

Notes to the Financial Statements 財務報表附註

3. ADOPTION OF NEW OR AMENDED HKFRSs

(Continued)

3.2 New/amended HKFRSs that have been issued but are not yet effective (Continued)

The directors of the Company 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 pronouncements. Information on new or amended HKFRSs that are expected to have impact on the Group's accounting policies is provided below. Certain other new or amended HKFRSs have been issued but are not expected to have a material impact on the Group's financial statements.

Amendments to HKAS 1 (Revised) — Presentation of Items of Other Comprehensive Income

The amendments to HKAS 1 (Revised) require the Group to separate items presented in other comprehensive income into those that may be reclassified to profit and loss in the future (e.g. revaluations of available-for-sale financial assets) and those that may not (e.g. revaluations of property, plant and equipment). Tax on items of other comprehensive income is allocated and disclosed on the same basis. The amendments will be applied retrospectively.

Amendments to HKAS 32 — Offsetting Financial Assets and Financial Liabilities

The amendments clarify the offsetting requirements by adding appliance guidance to HKAS 32 which clarifies when an entity "currently has a legally enforceable right to set off" and when a gross settlement mechanism is considered equivalent to net settlement.

3. 採納新訂及經修訂香港財務報告準則 (續)

3.2 已經頒佈惟並無生效之新訂／經修訂香港財務報告準則 (續)

本公司董事預料所有頒佈之準則將於頒佈生效日期後首個開始之期間採納至本集團會計政策內。預期對本集團會計政策造成影響之新訂及經修訂香港財務報告準則之資料已載於下文。若干其他已頒佈之新訂及經修訂香港財務報告準則，預期不會對本集團之財務報表構成重大影響。

香港會計準則第1號修訂本(經修訂) — 其他全面收益項目之呈列

香港會計準則第1號修訂本(經修訂)規定本集團將其他全面收益表內呈列之項目分為可能於未來重新分類至損益之項目(如可供出售金融資產之重估)及可能不會重新分類至損益之項目(如物業、廠房及設備之重估)。其他全面收益項目之稅項乃按相同基準分配及披露。該等修訂將追溯應用。

香港會計準則第32號修訂本 — 抵銷金融資產與金融負債

該等修訂澄清透過對香港會計準則第32號加入應用指引而澄清抵銷規定，並澄清實體何時「現時擁有法律上可強制執行權利以抵銷」以及何時總額結算機制而被認為等同於淨額結算。

Notes to the Financial Statements 財務報表附註

3. ADOPTION OF NEW OR AMENDED HKFRSs

(Continued)

3.2 New/amended HKFRSs that have been issued but are not yet effective (Continued)

Amendments to HKFRS 7 — Offsetting Financial Assets and Financial Liabilities

HKFRS 7 is amended to introduce disclosures for all recognised financial instruments that are set off under HKAS 32 and those that are subject to an enforceable master netting agreement or similar arrangement, irrespective of whether they are set off under HKAS 32.

HKFRS 9 Financial Instruments

Under the standard, financial assets are classified into financial assets measured at fair value or at amortised cost depending on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. Fair value gains or losses will be recognised in profit or loss except for those non-trade equity investments, which the entity will have a choice to recognise the gains and losses in other comprehensive income. HKFRS 9 carries forward the recognition and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities that are designated at fair value through profit or loss, where the amount of change in fair value attributable to change in credit risk of that liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for de-recognition of financial assets and financial liabilities.

3. 採納新訂及經修訂香港財務報告準則 (續)

3.2 已經頒佈惟並無生效之新訂／經修訂香港財務報告準則 (續)

香港財務報告準則第7號修訂本 — 抵銷金融資產與金融負債

修訂香港財務報告準則第7號旨在引入有關根據香港會計準則第32號抵銷之所有已確認金融工具以及該等須受可強制執行總對銷協議或類似安排所限者(而不論是否根據香港會計準則第32號抵銷)之披露規定。

香港財務報告準則第9號 — 金融工具

根據香港財務報告準則第9號，金融資產分類為按公平值或按攤銷成本計量之金融資產(取決於該實體用於管理金融資產的業務模式及金融資產的合約現金流量特性)。公平值盈虧將於損益內確認(惟非交易股本投資除外)，而該實體將可選擇於其他全面收益內確認盈虧。香港財務報告準則第9號結轉香港會計準則第39號有關金融負債之確認及計量規定，惟指定透過損益按公平值計量的金融負債除外，而該項負債之信貸風險變動應佔的公平值變動金額乃於其他全面收益內確認，除非其將增設或擴大會計錯配則作別論。此外，香港財務報告準則第9號保留香港會計準則第39號有關取消確認金融資產及金融負債之規定。

Notes to the Financial Statements 財務報表附註

3. ADOPTION OF NEW OR AMENDED HKFRSs

(Continued)

3.2 New/amended HKFRSs that have been issued but are not yet effective (Continued)

HKFRS 10 — Consolidated Financial Statements

HKFRS 10 introduces a single control model for consolidation of all investee entities. An investor has control when it has power over the investee (whether or not that power is used in practice), exposure or rights to variable returns from the investee and the ability to use the power over the investee to affect those returns. HKFRS 10 contains extensive guidance on the assessment of control. For example, the standard introduces the concept of “de facto” control where an investor can control an investee while holding less than 50% of the investee’s voting rights in circumstances where its voting interest is of sufficiently dominant size relative to the size and dispersion of those of other individual shareholders to give it power over the investee. Potential voting rights are considered in the analysis of control only when these are substantive, i.e. the holder has the practical ability to exercise them. The standard explicitly requires an assessment of whether an investor with decision making rights is acting as principal or agent and also whether other parties with decision making rights are acting as agents of the investor. An agent is engaged to act on behalf of and for the benefit of another party and therefore does not control the investee when it exercises its decision making authority. The implantation of HKFRS 10 may result in changes in those entities which are regarded as being controlled by the Group and are therefore consolidated in the financial statements. The accounting requirements in the existing HKAS 27 on other consolidation related matters are carried forward unchanged. HKFRS 10 is applied retrospectively subject to certain transitional provisions.

3. 採納新訂及經修訂香港財務報告準則 (續)

3.2 已經頒佈惟並無生效之新訂／經修訂香港財務報告準則 (續)

香港財務報告準則第10號 — 綜合財務報表

香港財務報告準則第10號就綜合計算所有被投資實體引入單一控制模式。當投資者有權控制被投資者(不論實際上有否行使該權力)、對來自被投資者之浮動回報之風險或權利以及能運用對被投資者之權力以影響該等回報時，投資者即擁有控制權。香港財務報告準則第10號載有評估控制權之詳細指引。例如，該準則引入「實際」控制權之概念，倘相對其他個人股東之表決權益之數量及分散情況，投資者之表決權益數量足以佔優，使其獲得對被投資者之權力，持有被投資者表決權少於50%之投資者仍可控制被投資者。潛在表決權僅在實質存在(即持有人有實際能力可行使該等表決權)而分析控制權時考慮。該準則明確要求評估具有決策權之投資者是以委託人或代理人身份行事，以及具有決策權之其他各方是否以投資者之代理人身份行事。代理人獲委聘以代表另一方及為另一方之利益行事，故在其行使其決策權時並不控制被投資者。實施香港財務報告準則第10號可能導致該等被視為受本集團控制並因此在財務報表中綜合入賬之實體出現變動。現行香港會計準則第27號有關其他綜合計算相關事項之會計規定貫徹不變。香港財務報告準則第10號獲追溯應用，惟須受限於若干過渡性條文。

Notes to the Financial Statements 財務報表附註

3. ADOPTION OF NEW OR AMENDED HKFRSs

(Continued)

3.2 New/amended HKFRSs that have been issued but are not yet effective (Continued)

HKFRS 12 — Disclosure of Interests in Other Entities

HKFRS 12 integrates and makes consistent the disclosures requirements about interests in subsidiaries, associates and joint arrangements. It also introduces new disclosure requirements, including those related to unconsolidated structured entities. The general objective of the standard is to enable users of financial statements to evaluate the nature and risks of a reporting entity's interests in other entities and the effects of those interests on the reporting entity's financial statements.

HKFRS 13 — Fair Value Measurement

HKFRS 13 provides a single source of guidance on how to measure fair value when it is required or permitted by other standards. The standard applies to both financial and non-financial items measured at fair value and introduces a fair value measurement hierarchy. The definitions of the three levels in this measurement hierarchy are generally consistent with HKFRS 7 "Financial Instruments: Disclosures". HKFRS 13 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e. an exit price). The standard removes the requirement to use bid and ask prices for financial assets and liabilities quoted in an active market. Rather the price within the bid-ask spread that is most representative of fair value in the circumstances should be used. It also contains extensive disclosure requirements to allow users of the financial statements to assess the methods and inputs used in measuring fair values and the effects of fair value measurements on the financial statements. HKFRS 13 can be adopted early and is applied prospectively.

The Group is in the process of making an assessment of the potential impact of these pronouncements. The directors of the Company so far concluded that the application of these new pronouncements will have no material impact on the Group's financial statements.

3. 採納新訂及經修訂香港財務報告準則 (續)

3.2 已經頒佈惟並無生效之新訂／經修訂香港財務報告準則 (續)

香港財務報告準則第12號 — 披露於其他實體之權益

香港財務報告準則第12號整合有關於附屬公司、聯營公司及共同安排之權益之披露規定，並使有關規定貫徹一致。該準則亦引入新披露規定，包括有關非綜合計算結構實體之披露規定。該準則之一般目標是令財務報表使用者可評估呈報實體於其他實體之權益之性質及風險及該等權益對呈報實體之財務報表之影響。

香港財務報告準則第13號 — 公平價值之計量

香港財務報告準則第13號提供有關如何在其他準則要求或准許時計量公平價值之單一指引來源。該準則適用於按公平價值計量之金融項目及非金融項目，並引入公平價值計量層級。此計量層級中三個層次之定義大致與香港財務報告準則第7號「金融工具：披露」一致。香港財務報告準則第13號將公平價值界定為在市場參與者於計量日期進行之有序交易中出售資產所收取或轉移負債所支付之價格（即平倉價）。該準則刪除以買入價及賣出價釐定於交投活躍市場掛牌之金融資產及負債之規定，而採用買賣差價中在該等情況下最能代表公平價值之價格。該準則亦載有詳細之披露規定，讓財務報表使用者可評估計量公平價值所採用之方法及輸入數據以及公平價值計量對財務報表之影響。香港財務報告準則第13號可提早採用，現按未來適用基準應用。

本集團正就該等公佈之潛在影響作出評估。目前為止，董事認為應用該等新公佈不會對本集團之財務報表造成重大影響。

Notes to the Financial Statements 財務報表附註

4. FUNCTIONAL AND PRESENTATION CURRENCY

The functional currency of the Company is Hong Kong Dollar ("HK\$"). The consolidated financial statements are presented in Renminbi ("RMB"), which is the functional currency of the primary economic environment in which the principal subsidiaries of the Group operate. All values are rounded to the nearest thousand ("RMB'000") unless otherwise stated.

5. SIGNIFICANT ACCOUNTING POLICIES

5.1 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year (if any) are included in the consolidated statement of comprehensive income from the effective date of acquisition or up to the effective date of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

4. 功能及呈報貨幣

本公司之功能貨幣為港元(「港元」)。綜合財務報表按人民幣(「人民幣」)呈列，人民幣為本集團主要附屬公司營運所在主要經濟環境之功能貨幣。除另有所指外，所有數值已概約至最近千位(「人民幣千元」)。

5. 主要會計政策概要

5.1 綜合基準

綜合財務報表包括本公司及其附屬公司之財務報表。集團內公司間之交易及結餘連同未變現溢利均於編製綜合財務報表時全數對銷。除非有關交易提供所轉讓資產減值之證據，否則未變現虧損亦予以對銷，在此情況下，虧損於損益中確認。

於年內購入或售出之附屬公司之業績(如有)由收購生效日起計或計至出售生效日止(視情況而定)，列入綜合全面收益表內。必要時，附屬公司之財務報表將予調整以使其會計政策與本集團其他成員公司所使用者一致。

Notes to the Financial Statements 財務報表附註

5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

5.1 Basis of consolidation (Continued)

Except for those acquisitions which qualify as common control combination, which are accounted for using merger accounting, acquisition of subsidiaries or business is accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interests in the subsidiary either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's interest and non-controlling interest are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

5. 主要會計政策概要 (續)

5.1 綜合基準 (續)

除獲列為共同控制合併之收購事項使用合併會計法入賬外，採用購買法將收購附屬公司或業務入賬。收購成本乃按所轉讓資產、所產生負債及本集團(作為收購方)發行之股權於收購當日之公平值總額計量。所收購之可識別資產及所承擔負債則主要按收購當日之公平值計量。本集團先前所持被收購方之股權以收購當日公平值重新計量，而所產生之收益或虧損則於損益中確認。本集團可按每宗交易選擇按公平值或按應佔被收購方可識別資產淨值之比例計量於附屬公司之非控股權益。除非香港財務報告準則規定適用其他計量基準，否則所有其他非控股權益按公平值計量。所產生之收購相關成本列作開支，除非其產生自發行股本工具，在此情況下，有關成本自權益中扣除。

由收購方將予轉讓之任何或然代價按收購日期之公平值確認。其後對代價之調整僅於調整源自於計量期(最長為收購日期起12個月)內所取得有關於收購日期之公平值之新資料時方與商譽確認。分類為資產或負債之或然代價之所有其他其後調整均於損益中確認。

本集團於附屬公司權益變動如不導致失去控制權，便入賬列為股權交易。本集團權益及非控股權益之賬面值均予以調整，以反映其各自於附屬公司之權益之變動。經調整後非控股權益金額與所付或所收代價公平值之任何差額，直接於權益中確認，並歸屬於本公司擁有人。

Notes to the Financial Statements 財務報表附註

5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

5.1 Basis of consolidation (Continued)

When the Group loses control of a subsidiary, profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

Subsequent to acquisition, the carrying amount of non-controlling interests in the subsidiary is the amount of those interests at initial recognition plus such non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to such non-controlling interests even if this results in those non-controlling interests having a deficit balance.

Subsidiaries

A subsidiary is an entity over which the Company is able to exercise control. Control is achieved where the Company, directly or indirectly, has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that are presently exercisable are taken into account.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

5. 主要會計政策概要 (續)

5.1 綜合基準 (續)

當本集團失去附屬公司控制權時，出售所產生損益為以下兩者之差額：(i)已收代價之公平值與任何保留權益之公平值之總額；及(ii)該附屬公司之資產(包括商譽)及負債與任何非控股權益之過往賬面值。以往於其他全面收益確認與附屬公司有關之金額，入賬方式相同，猶如相關資產或負債已經出售。

收購後，於附屬公司之非控股權益之賬面值為該等權益於初步確認時之款額加上非控股權益應佔權益其後變動之部份。即使會導致非控股權益出現虧絀結餘，全面收益總額乃歸屬於非控股權益。

附屬公司

附屬公司乃指本公司可行使控制權之實體。倘本公司有權直接或間接控制實體之財務及營運政策藉以從其業務取得利益，則獲得控制權。於評定是否擁有控制權時，當前可予行使之潛在投票權會被考慮。

於附屬公司之投資已按成本減減值虧損(如有)計入本公司之財務狀況表。附屬公司之業績由本公司根據已收及應收股息基準列賬。

Notes to the Financial Statements 財務報表附註

5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

5.2 Impairment of non-financial assets

When an indication of impairment exists, or when annual impairment testing for an asset is required (other than financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is calculated as the higher of the asset's or cash-generating unit's ("CGU's") value-in-use and its fair value less costs to sell, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the CGU to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to profit or loss in the year in which it arises.

An assessment is made at the end of each reporting period as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the year in which it arises.

5. 主要會計政策概要 (續)

5.2 非金融資產減值

當出現減值跡象，或資產(金融資產除外)須作出年度減值測試，則估計有關資產之可收回金額。資產之可收回金額乃按資產或現金產生單位(「現金產生單位」)之使用價值及其公平值減出售成本(以較高者為準)計算，並就各項資產個別計算，惟倘資產並不可在近乎獨立於其他資產或資產組別之情況下產生現金流量，則可收回金額以資產所屬之現金產生單位釐定。

減值虧損僅於資產賬面值超過可收回金額時方會確認。評估使用價值時，估計未來現金流量以可反映目前市場對貨幣時間值及資產獨有風險之評估之稅前貼現率貼現至現值。減值虧損於產生年度在損益扣除。

每個報告期末均會作出檢討，以確定有否跡象顯示過往已確認之資產減值虧損不再存在或有所減少。倘出現上述跡象，則會估計有關資產之可收回數額。過往已確認之資產減值虧損僅於用作釐定資產可收回金額之估計出現變動時撥回，惟有關金額不得超過假設過往年度並無確認資產減值虧損下應有之賬面值(已扣除任何折舊／攤銷)。減值虧損撥回於產生年度計入損益。

Notes to the Financial Statements 財務報表附註

5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

5.3 Property, plant and equipment

Property, plant and equipment, other than construction-in-progress (“CIP”), are stated at cost less accumulated depreciation and any 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.

Depreciation is calculated on straight-line method to write off the cost of each item of property, plant and equipment, other than CIP, to its estimated residual value over its estimated useful life, as follows:

Buildings	20 years
Furniture, fixtures and office equipment	3 to 5 years
Leasehold improvements	3 to 5 years or over the lease term whichever is the shorter
Motor vehicles	5 years

The assets' estimated residual values, estimated useful lives and depreciation methods are reviewed, and adjusted if appropriate, at least at the end of each reporting period.

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Gain or loss on disposal or retirement recognised in profit or loss in the year the asset is de-recognised and is the difference between the net sales proceeds and the carrying amount of the relevant asset.

5. 主要會計政策概要 (續)

5.3 物業、廠房及設備

物業、廠房及設備(在建工程除外)按成本減累計折舊及任何減值虧損入賬。物業、廠房及設備項目成本包括其購買價及將資產達致運作狀況及地點作擬定用途之任何直接成本。

每項物業、廠房及設備項目(在建工程除外)按以下估計可使用年期以直線法折舊至估計剩餘值，以撇銷其成本：

樓宇	二十年
傢俬、裝置及辦公室設備	三至五年
租賃物業裝修	三至五年或租賃年期(取較短者)
汽車	五年

資產之估計剩餘值、估計可使用年期及折舊法於各報告期末進行檢討及作出適當調整。

物業、廠房及設備項目於出售或預期使用或出售時並無任何未來經濟利益時取消確認。於資產取消確認年度於損益確認之出售或棄用資產收益或虧損，乃出售所得款項淨額與有關資產賬面值之差額。

Notes to the Financial Statements 財務報表附註

5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

5.3 Property, plant and equipment (Continued)

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

CIP which mainly represents property, plant and equipment under construction is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct and indirect costs incurred during the periods of construction, installation and testing. When the assets concerned are completed and ready for use, the costs are reclassified to the appropriate category of property, plant and equipment.

5.4 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.

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.

5. 主要會計政策概要 (續)

5.3 物業、廠房及設備 (續)

其後成本只在與該項目相關之未來經濟效益很有可能歸於集團，並能可靠地計量項目成本之情況下，包括在資產之賬面值或確認為獨立之資產（視適用情況而定）。所有其他修理及維修開支於其產生之財政期間計入損益。

在建工程主要指正在興建之物業、廠房及設備，以成本減任何減值虧損列賬及不作折舊。成本包括建設、安裝及測試期間所產生之所有直接及間接成本。當有關資產完工及可投入使用後，成本會重新分類為物業、廠房及設備之適當類別。

5.4 租賃

倘本集團認為由一宗或多宗交易組成之安排，能在協定期限以一項或多項指定資產之使用權作換取支付款項或連串付款，則有關安排屬於或包含租賃。有關決定會基於安排之實質內容評估而作出，無論有關安排是否以租賃之法定形式進行。

本集團按租賃持有之資產，而其中絕大部份風險及擁有權利益均轉移至本集團乃分類為根據融資租賃持有之資產。不會向本集團轉移絕大部份風險及擁有權利益之租賃乃分類為經營租賃。

Notes to the Financial Statements 財務報表附註

5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

5.4 Leases (Continued)

Operating lease charges as the lessee

Where the Group has the right to use of assets held under operating leases, payments made under the leases are charged to profit or loss on straight-line method over the lease terms except where an alternative basis is more representative of the time 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.

Land use rights

Upfront payments made to acquire land held under an operating lease are stated at cost less accumulated amortisation and any impairment losses. Amortisation is calculated on straight-line method over the term of the lease except where an alternative basis is more representative of the time pattern of benefits to be derived by the Group from use of the land.

5.5 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 capital are deducted from capital (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction.

5. 主要會計政策概要 (續)

5.4 租賃 (續)

經營租賃費用 (作為承租人)

倘本集團擁有經營租賃項下持有資產之使用權，該租賃項下付款於損益根據其租賃年期以直線法扣除，惟有其他基準能更清晰地反映其租賃資產可產生收益之時間模式則除外。租賃所涉及之獎勵收入均在損益中確認為租賃款項淨額之組成部份。

土地使用權

就收購根據經營租賃持有之土地所作出預付款項乃以成本減累計攤銷及任何減值虧損列值。攤銷乃於租期內以直線法計算，惟倘若有另一種基準更能反映本集團透過利用有關土地可產生收益之時間模式則除外。

5.5 股本

普通股乃分類作權益。股本按已發行股份之面值釐定。

發行股本之相關交易費用自股本 (減去任何相關所得稅利益) 中扣除，惟以股權交易直接應佔之增加成本為限。

Notes to the Financial Statements 財務報表附註

5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

5.6 Financial assets

The Group's financial assets are classified into loans and receivables. 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 the end of reporting period.

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.

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

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. These are initially recognised at fair value plus directly attributable transaction costs and subsequently measured at amortised cost using 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.

At the end of each reporting period, financial assets are reviewed to assess whether there is objective evidence of impairment.

5. 主要會計政策概要 (續)

5.6 金融資產

本集團金融資產乃分類為貸款及應收賬款。管理層於初步確認時釐定其金融資產分類，分類視乎收購金融資產之目的而定，並在許可及適當之情況下，於每個報告期末重新評估分類。

所有金融資產只會在本集團成為有關工具合約條文之訂約方時，方予確認。以慣常方式收購之金融資產於交易日期確認。

當收取投資現金流量之權利屆滿或擁有權及其絕大部份風險與回報已轉讓時，金融資產予以取消確認。

貸款及應收賬款為具有固定或可確定付款，於活躍市場中無報價之非衍生金融資產。此等款項初步以公平值加上直接產生交易成本確認，及後以實際利率方法按攤銷成本（減任何減值虧損）計量。攤銷成本按購入時之任何貼現或溢價計算，包括是實際利率和交易成本一部份之費用。

於各報告期末，金融資產會予以評估，釐定是否有減值之客觀跡象。

Notes to the Financial Statements 財務報表附註

5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

5.6 Financial assets (Continued)

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; and
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor.

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 there is objective evidence that an impairment loss on financial assets 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 profit or loss of the period in which the impairment occurs.

5. 主要會計政策概要 (續)

5.6 金融資產 (續)

個別金融資產之客觀減值證據包括就本集團所知涉及一項或以上下列虧損事件之可觀察數據：

- 債務人遇上重大財務困難；
- 違反合約，如欠繳或拖欠支付利息或本金付款；
- 債務人很有可能破產或進行其他財務重組；及
- 技術、市場、經濟或法律環境出現可能對債務人造成不利影響之重大變化。

有關某一組金融資產之虧損事項包括顯示該組金融資產之估計未來現金流量出現可計量跌幅之可觀察數據。該等可觀察數據包括但不限於組別內債務人之付款狀況，以及與組別內資產拖欠情況有關之國家或當地經濟狀況出現逆轉。

倘有客觀證據表明金融資產出現減值虧損，則虧損金額按資產之賬面值與估計未來現金流量（不包括未產生之未來信貸虧損）按金融資產之原實際利率（即初步確認時計算之實際利率）貼現之現值兩者之差額計量。虧損金額於減值出現期間之損益中確認。

Notes to the Financial Statements 財務報表附註

5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

5.6 Financial assets (Continued)

If, in subsequent period, the amount of the 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.

5.7 Financial liabilities

The Group's financial liabilities include accruals and other payables and amounts due to shareholders.

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.

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires.

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amount is recognised in profit or loss.

All the Group's financial liabilities are recognised initially at their fair value, net of directly attributable transaction costs incurred and subsequently measured at amortised cost, using effective interest method.

5. 主要會計政策概要 (續)

5.6 金融資產 (續)

倘若其後期間，減值虧損金額減少，而有關減幅可客觀地與確認減值後發生之事件聯繫，則撥回過往確認之減值虧損，惟撥回減值不得導致金融資產賬面值超過如無確認減值之原有攤銷成本。撥回金額於撥回發生期間在損益中確認。

5.7 金融負債

本集團之金融負債包括應計費用及其他應付款項及應付股東款項。

金融負債在本集團成為工具之合約條文一方時確認。所有與利息相關之開支均按照本集團借貸成本之會計政策確認。

一項金融負債於在該負債下之責任被解除或取消或屆滿時予以取消確認。

當現有金融負債被同一名貸款人以借貸條件截然不同之借貸取代，或現有一項負債之借貸條件被大幅修改，則該替代或修改被視為取消確認原有負債及確認新負債，新舊負債相關賬面值之差額會於損益中確認。

所有本集團之金融負債初步按其公平值減直接產生交易成本確認，其後以實際利率法按攤銷成本計量。

Notes to the Financial Statements 財務報表附註

5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

5.8 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand, demand deposits with banks and short term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

5.9 Provisions and contingent liabilities

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

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

All provisions are reviewed at the end of reporting period and adjusted to reflect the current best estimate.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future uncertain events not wholly within the control of the Group, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

5. 主要會計政策概要 (續)

5.8 現金及現金等值項目

現金及現金等值項目包括銀行及手持現金、銀行活期存款、短期而流動性極高之投資，這些投資可容易地換算為已知現金數額及沒有重大價值轉變之風險，並在購入後三個月內到期。

5.9 撥備及或然負債

如因過往事件產生目前債務(法定或推定)及將來可能需要有包括經濟利益之資源流出以償還債務，則確認撥備，條件為該債務金額能可靠估計。

如貼現之影響重大，則就撥備確認之金額乃償還債務預期所需未來支出於報告日之現值。貼現現值因時間流逝而產生之增幅乃計入損益。

所有撥備會於各報告期末檢討及調整，以反映目前最佳估計。

當不可能有需要經濟利益流出，或其數額未能可靠地估計，除非付出經濟利益之可能性極小，否則須披露該債項為或然負債。潛在債項，其存在僅能以一個或數個未能完全在本集團掌控之下之不確定未來事項之發生或不發生來證實，除非經濟利益流出之可能性極小，否則亦披露為或然負債。

Notes to the Financial Statements 財務報表附註

5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

5.10 Income taxes

Income tax comprises current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill and recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the asset or liability is realised or settled and that have been enacted or substantively enacted at the end of reporting period.

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

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income.

5. 主要會計政策概要 (續)

5.10 所得稅

所得稅包括即期及遞延稅項。

即期稅項乃根據日常業務中的損益項目計算，並根據就所得稅而言屬非課稅或不獲減免項目而作出調整，以及使用於結算日已制定或大致制定的稅率計算。

遞延稅項乃來自就財務申報而言資產及負債的賬面值與用作課稅而言的相應款項兩者之間的臨時差額，並使用資產負債表負債法列賬。除對會計及應課稅溢利均不會造成影響的已確認資產及負債外，所有臨時差額均確認為遞延稅項負債。遞延稅項資產在有可動用應課稅溢利以扣除臨時差額的情況下予以確認。遞延稅項乃以預計於期內適用的稅率計算，而負債或資產則根據於結算日已制定或大致制定的稅率分別償還及變現。

投資附屬公司、聯營公司及共同控制實體所產生之應課稅暫時差額會確認為遞延稅項負債，惟本集團可控制暫時差額之撥回及有可能在可預見將來不會撥回者則除外。

所得稅乃於損益內確認，除非所得稅與於其他全面收益中確認的項目有關則作別論，而在此情況下，稅項亦於其他全面收益內確認。

Notes to the Financial Statements 財務報表附註

5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

5.11 Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) income from financial guarantee (as the case may be, including consultancy services related to issuance of financial guarantee) is recognised over the contract period on a time apportionment basis;
- (b) income from performance guarantee (as the case may be, including consultancy services related to issuance of performance guarantee) is recognised and determined using the percentage of completion method. The percentage of completion is calculated by comparing the good supplied or services rendered by the Group's customers to total contracted amount with third parties;
- (c) income from standalone advisory services is recognised when the services are rendered, and
- (d) interest income is calculated on a time-proportion basis using the effective interest method.

5.12 Employee benefits

Retirement benefits to employees are provided through defined contribution plans. The Group operates a defined contribution retirement benefit plan under the Mandatory Provident Fund Schemes Ordinance (the "MPF Scheme"), 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.

5. 主要會計政策概要 (續)

5.11 收益確認

收益會於本集團很有可能獲得經濟利益及收入能可靠計算時按以下基準確認入賬：

- a) 融資擔保所得收入(視乎情況而定，包括與授出融資擔保有關之顧問服務)會以時間比例基準按合約期間確認；
- b) 履約擔保收入(視乎情況而定，包括與授出履約擔保有關之顧問服務)以完成百分比方法確認及釐定。完成百分比乃比較已提供予本集團客戶之貨品及服務及與第三方之已訂約總金額計算；
- c) 來自獨立顧問服務之收入於提供服務時確認；及
- d) 利息收入採用實際利率法按時間比例基準計算。

5.12 僱員福利

僱員之退休福利乃透過定額供款計劃提供。本集團遵照強制性公積金計劃條例設立一項定額供款退休福利計劃(「強積金計劃」)，對象為合資格參與強積金計劃之僱員。供款按僱員基本薪金之某一百分比作出。

Notes to the Financial Statements 財務報表附註

5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

5.12 Employee benefits (Continued)

The employees of the Group's subsidiaries which operate in the People's Republic of China (the "PRC") are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute certain percentage of employees' salaries 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 are limited to the fixed percentage contributions payable.

Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

5.13 Share-based payments

Where share options are awarded to employees and others providing similar services, the fair value of the options at the date of grant is recognised in profit or loss over the vesting period with a corresponding increase in share option reserve within equity. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at the end of each reporting period so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether the market vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also recognised in profit or loss over the remaining vesting period.

5. 主要會計政策概要 (續)

5.12 僱員福利 (續)

本集團於中華人民共和國(「中國」)營運之附屬公司旗下僱員須參與由有關地方市政府營運之中央退休金計劃。有關附屬公司須按僱員薪金若干百分比對中央退休金計劃供款。

供款於年度內僱員提供服務時在損益確認為開支。本集團根據該等計劃之責任僅為應付固定百分比供款。

離職福利只會於本集團有正式的具體辭退計劃且沒有撤回該計劃的實質可能性，並且明確表示會終止僱用或由於自願遣散而提供福利時，方會予以確認。

5.13 以股份為基礎之付款

當向僱員授出購股權時，於授出日期之購股權公平值乃按歸屬期於損益賬內確認，並於權益中購股權儲備增加相應金額。非市場歸屬條件透過調整預期將於各報告期末歸屬之權益工具之數目而計算，以令最終在歸屬期間確認之累計款項乃基於最終獲歸屬之購股權數目而計算。市場歸屬條件乃計入所授購股權之公平值。只要所有其他歸屬條件獲達成，則不論市場歸屬條件是否獲達成亦會計提開支。累計開支不會就未有達成市場歸屬條件而調整。

如購股權之條款及條件在其獲歸屬前被修改，在緊接作出修改前及後之購股權公平值增幅亦會在餘下歸屬期間於損益賬內確認。

Notes to the Financial Statements 財務報表附註

5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

5.13 Share-based payments (Continued)

Where equity instruments are granted to persons other than employees and others providing similar services, the fair value of goods or services received is recognised in profit or loss unless the goods or services qualify for recognition as assets. A corresponding increase in equity is recognised. For cash-settled share based payments, a liability is recognised at the fair value of the goods or services received.

Upon exercise of share options, the amount previously recognised in share option reserve and the proceeds received net of an directly attributable transaction costs up to the nominal value of the share issued are reallocated to share capital with any excess being recorded as share premium. When the share options are lapsed, forfeited or still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to retained profits.

5.14 Foreign currencies

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency").

5. 主要會計政策概要 (續)

5.13 以股份為基礎之付款 (續)

倘權益工具授予僱員以外人士及其他提供類似服務之人士，則已收商品或服務之公平值於損益確認，除非商品或服務合資格確認為資產。權益之相應增加獲確認為資產。就以現金結算以股份為基礎之付款而言，負債按已收商品或服務之公平值確認。

購股權行使時，先前於購股權儲備確認及扣除不超過已發行股份面值之任何直接應佔交易成本後之所得款項將會被重新分配至股本，而任何超出部分則歸入股份溢價。倘購股權被失效、沒收，或購股權於到期日仍未行使，先前於購股權儲備確認之款項將會轉撥至保留溢利。

5.14 外幣

本集團每個實體各自之財務報表中所列的項目均按該實體營運所在的主要經濟環境之貨幣（「功能貨幣」）計算。

Notes to the Financial Statements 財務報表附註

5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

5.14 Foreign currencies (Continued)

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 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 and are reported as part of the fair value gain or loss. Non-monetary items that are measured at historical cost in a foreign currency are not retranslated.

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 RMB. Assets and liabilities have been translated into RMB at the closing rates at the reporting date. Income and expenses have been converted into RMB 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.

5. 主要會計政策概要 (續)

5.14 外幣 (續)

於綜合實體之獨立財務報表內，外幣交易按交易當日之匯率換算為個別實體之功能貨幣。於報告日期，以外幣為單位之貨幣資產及負債均按該日適用之匯率換算。因結算該等交易及結算日重新換算貨幣資產及負債所產生之外匯收益及虧損，乃於損益內確認。

以公平值入賬且以外幣計值之非貨幣項目，乃按公平值被釐定當日之市場匯率換算並以公平值盈虧部份呈報。以外幣計值且以歷史成本入賬之非貨幣項目概不換算。

在綜合財務報表中，原以本集團呈報貨幣以外貨幣呈列之境外業務所有個別財務報表均已換算為人民幣。資產及負債已按結算日之收市匯率換算為人民幣。收入及開支按交易當日之現行匯率或按報告期間之平均匯率換算為人民幣，惟前提是匯率並沒有重大波動。任何就此程序產生之差額已於其他全面收益確認並個別計入權益之換算儲備。

Notes to the Financial Statements 財務報表附註

5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

5.15 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 key management personnel of the Group or the Company's parent.
- (b) An entity is related to the Group if any of the following conditions apply:
- (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 the employees of the Group or an entity related to the Group;

5. 主要會計政策概要 (續)

5.15 關連方

- (a) 倘適用下列情況，該名人士或該名人士之近親家屬成員便被視為與本集團有關聯：
- (i) 對本集團有控制權或共同控制權；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本公司母公司主要管理人員。
- (b) 倘適用下列情況，該實體便被視為與本集團有關聯：
- (i) 該實體及本集團屬同一集團之成員（即各母公司、附屬公司及同系附屬公司互相關聯）；
 - (ii) 一個實體為另一實體之聯營公司或合營企業（或為某一集團成員之聯營公司或合營企業，而該另一實體為該集團成員）；
 - (iii) 兩個實體皆為相同第三方之合營企業；
 - (iv) 實體為第三方實體之合營企業而另一實體為第三方之聯營公司；
 - (v) 該實體為本集團或與本集團有關連實體之僱員福利而設立之離職後福利計劃；

Notes to the Financial Statements 財務報表附註

5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

5.15 Related parties (Continued)

(b) (Continued)

- (vi) The entity is controlled or jointly controlled by a person identified in (a);
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of 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 and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

5.16 Financial guarantee contracts

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.

5. 主要會計政策概要 (續)

5.15 關連方 (續)

(b) (續)

- (vi) 該實體受(a)部所界定人士控制或共同控制；
- (vii) 於(a)(i)所界定對實體有重大影響之人士，或是實體(或實體之母公司)高級管理人員

某一人士近親家屬成員指預期可影響該人士與實體進行買賣或於買賣時受該人士影響之有關家屬成員並包括：

- (i) 該名人士之子女及配偶或家庭夥伴；
- (ii) 該名人士之配偶或家庭夥伴之子女；及
- (iii) 該名人士或該名人士之配偶或家庭夥伴之受養人。

5.16 融資擔保合約

融資擔保合約乃要求發行人(或擔保人)就特定債務人未能按照債務工具之條款於到期時付款而招致損失之情況作出特定付款以償付持有人之合約。

Notes to the Financial Statements 財務報表附註

5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

5.16 Financial guarantee contracts (Continued)

A financial guarantee contract issued by the Group and not designated as at fair value through profit or loss is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount determined in accordance with the Group's accounting policy on "Provisions and contingent liabilities"; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the Group's policy on "Revenue Recognition".

Where the Group issues a financial guarantee, the contracted fee of the guarantee is initially recognised as deferred income. Where the contracted fee is received or receivable for the issuance of the guarantee, it is recognised in accordance with the Group's policies applicable to that category of asset. Where no such contracted fee is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of the corresponding liability.

5.17 Performance guarantee contracts

The Group issues performance guarantee contracts in which the Group agrees to provide guarantees to its customers who entered into contracts with third parties for services to be rendered or goods to be supplied within an agreed time period. Performance guarantee contracts issued by the Group are classified as insurance contracts under HKFRS 4 "Insurance Contracts" as under the contracts the Group has accepted significant insurance risk from the counterparties by agreeing to compensate the counterparties if a specified uncertain future event adversely affects the counterparties. These performance guarantee contracts are in general of short duration of less than one year.

5. 主要會計政策概要 (續)

5.16 融資擔保合約 (續)

本集團發出且並未指定按公平值計入損益之融資擔保合約乃以公平值減去直接應佔發行融資擔保合約之交易成本初步確認。初步確認後，本集團以(i)根據本集團有關「撥備及或然負債」之會計政策釐定之金額；及(ii)初步確認之金額減去(如適用)根據本集團有關「收益確認」之政策而確認之累計攤銷之較高者對企業融資擔保合約進行計量。

倘本集團發出融資擔保，擔保之合約費用初步確認為遞延收入。倘若合約費用已收回或就發行擔保而言屬應收，則根據本集團適用於該資產類別之政策進行確認。倘若概無該等合約費用已收回或應收，即時開支將於初步確認相關責任時於損益內確認。

5.17 履約擔保合約

本集團發行履約擔保合約，據此本集團同意為其客戶就於協定期間內將予提供之服務或供應之貨品與第三方訂定之合約，提供擔保。據該等合約，本集團已透過協定當特定不確定之未來事件構成相對方不利影響時，賠償予相對方，接受相對方之重大保障風險，故該等本集團發行之履約擔保乃按香港財務報告準則第4號「保險合約」分類為保險合約，該等履約擔保合約一般為短期，合約年期不超過一年。

Notes to the Financial Statements 財務報表附註

5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

5.17 Performance guarantee contracts

(Continued)

Where the Group issues a performance guarantee, the contracted fee of the guarantee is initially recognised as deferred income. The contracted fee of the performance guarantee initially recognised as deferred income is recognised as revenue in profit or loss based on percentage of the guaranteed performance delivered over the period of risk according to the relevant performance guarantee issued. The proportion of contracted fees deferred represents the Group's recognised insurance liability.

At each reporting date, the Group assesses whether its recognised insurance liability is adequate with reference to the estimated net contractual obligations under all outstanding performance guarantee contracts. The contractual obligation is estimated using the current estimate of all contractual future cash flows under the outstanding insurance contracts and of related cash flows with available information. When the assessment shows that the carrying amount of deferred income as the Group's recognised insurance liability is inadequate, the entire amount of shortfall is recognised to increase the Group's insurance liability and charged to profit or loss of the year when the shortfall is identified.

5.18 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 operations.

5. 主要會計政策概要 (續)

5.17 履約擔保合約 (續)

倘本集團已發出履約擔保，擔保中已訂約之費用初步確認為遞延收入。初步確認為遞延收入之已訂約費用根據相關履約擔保合約項下受擔保責任之已達成百分比，於損益確認為收益。遞延之訂約費用部份為本集團確認保險責任。

於各報告日，本集團會參照按未償付之履約擔保合約項下預計合約責任淨額，審視已確認保險責任是否足夠。合約責任淨額乃採用未償付之保險合約項下預計合約未來現金流量及相關現金流動，以及適用資訊作出預測。經過審視後，當本集團作為已確認保險責任之遞延收入賬面值不足，缺少之全數金額會被確認，以增加本集團保險負債，其於短缺被識別之年度於損益支銷。

5.18 分類報告

本集團根據向執行董事定期報告之內部財務資料辨認其經營分類及編製分類資料，而執行董事根據該等內部財務資料決定本集團各業務組成之資源分配並審閱該等組成之表現。向執行董事報告之內部財務資料中之業務組成乃根據本集團的主要經營業務而釐定。

Notes to the Financial Statements 財務報表附註

5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

5.18 Segment reporting (Continued)

The measurement policies the Group uses for reporting segment results under HKFRS 8 “Operating Segments” are the same as those used in its financial statements prepared under HKFRSs.

6. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities to be affected in the future.

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

(i) Impairment of receivables

The Group’s provision policy for doubtful debts is based on the ongoing evaluation of the collectability and ageing analysis of the outstanding receivables and on management’s judgement. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, including creditworthiness and the past collection history of each customer and the related parties. If the financial conditions of the customers and other debtors of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional impairment may be required.

5. 主要會計政策概要 (續)

5.18 分類報告 (續)

本集團根據香港財務報告準則第8號「營運分類」報告分類業績之計量政策，與根據香港財務報告準則編製之財務報表所採用者相同。

6. 主要會計判斷及估計

綜合財務報表之編製要求管理層作出會影響所呈報收益、開支、資產及負債之金額以及或然負債披露之判斷、估計及假設。然而，該等假設及估計之不確定因素可能導致需要對未來受影響之資產或負債之賬面值作出重大調整。

於報告期末有風險可能使下個財政年度資產及負債賬面值須作重大調整而與未來有關之主要假設及不明朗因素估計之其他主要來源討論如下。

(i) 應收賬款減值

本集團之呆賬撥備政策乃以未收回應收賬款之持續可收回程度評估及賬齡分析以及管理層判斷為基礎。評估該等應收賬款之最終變現能力需要作出大量判斷，包括各客戶及關連方之現時信譽及以往收款記錄。倘本集團客戶及其他債務人之財務狀況惡化，削弱其付款能力，則可能須要作出額外撥備。

Notes to the Financial Statements 財務報表附註

6. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES *(Continued)*

(ii) Impairment of non-financial assets

The Group assesses at the end of each reporting period whether there is an indication that an asset may be impaired. If any such indication exists, the Group makes an estimate of the recoverable amount of the asset. This requires an estimation of the value-in-use of the CGU to which the asset is allocated. Estimating value-in-use requires the Group to make an estimate of the expected future cash flows from the CGU and also to choose a suitable discount rate in order to calculate the present value of those cash flows. A change in the estimated future cash flows and/or the discount rate applied will result in an adjustment to the estimated impairment provision previously made.

(iii) Estimated useful lives of property, plant and equipment

In determining the useful lives of property, plant and equipment, the Group has to consider various factors, such as expected usage of the asset, expected physical wear and tear, the care and maintenance of the asset, and legal or similar limits on the use of the asset. The estimation of the useful life of the asset is made based on the experience of the Group with similar assets that are used in a similar way. Depreciation charge is revised if the estimated useful lives of items of property, plant and equipment are different from the previous estimation. Estimated useful lives are reviewed, at the end of each reporting period, based on changes in circumstances.

6. 主要會計判斷及估計 (續)

(ii) 非金融資產減值

本集團於各報告期末評估資產是否出現減值跡象。倘存在該等跡象，本集團評估該資產可回收數額。此舉需要對該資產獲分配之現金產生單位之使用價值作出估計。估計使用價值時，本集團須估計現金產生單位產生之預期末來現金流量，並且選擇合適之折現率，以計算該等現金流之現值。估計未來現金流量及／或使用之折現率之變動將導致之前計算的估計減值撥備須作出調整。

(iii) 物業、廠房及設備之估計使用年限

於釐定物業、廠房及設備之可使用年限時，本集團必須考慮若干因素，例如資產預期使用量、預期實質耗損、資產之保養及維修，及使用資產之法律或類似限制。資產之預期使用年限乃根據本集團以類似方法使用類似資產之經驗計算。如物業、廠房及設備的預期可使用年限與之前估計有異，已計折舊將作出修訂。估計使用年限於每個報告期末根據情況改動作出修訂。

Notes to the Financial Statements 財務報表附註

6. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES *(Continued)*

(iv) Estimation of provision for financial guarantee and performance guarantee issued

Management reviews the creditworthiness of its customers and re-assesses the fair value of collaterals of individual customers for financial guarantee and performance guarantee issued by the Group from time to time. The best evidence of fair value of collaterals is current prices in an active market for similar collaterals in the same location and condition. In the absence of such information, the Group determines the amount within a range of reasonable fair value estimates. In making its judgement, management considers information from a variety of source including public accessible sources, such as internet searches, recent transaction prices, statistics on recent market development and market quote. If the management consider the financial conditions of the Group's customers deteriorate or the customers would default in payment or contracts, provisions will be made and the amount is based on the exposure which is the maximum guarantee amounts less the value of the collaterals.

(v) Stage of completion of performance guarantee contracts

Revenue from performance guarantee contracts is recognised according to the percentage of completion of individual performance guarantee contract. The percentage of completion is calculated by comparing the good supplied or service rendered by the Group's customers to total contracted amount with third parties. In order to ensure that the percentage of completion of performance guarantee contracts is accurate and up-to-date, management frequently reviews and estimates the progress of the goods supplied or service rendered by the Group's customers.

6. 主要會計判斷及估計 (續)

(iv) 估計已發行融資擔保 及履約擔保之撥備

管理層檢討其客戶之信貸狀況及重新評估個別客戶就本集團不時發行之融資擔保及履約擔保抵押品之公平值。抵押品公平值之最佳證據乃處於相同地點及狀況之類似抵押品於活躍市場之現行價格。當沒有有關資料時，本集團釐定該金額屬於合理公平值估計範圍。於作出判斷時，管理層考慮來自各種來源之資料，包括公開可得來源，例如互聯網搜尋、近期成交價、近期市場發展數據及市場報價。倘管理層認為本集團客戶之財務狀況轉壞或該等客戶會逾期還款或違約，則會作出撥備，金額根據風險釐定，即以最高擔保額減抵押品價值。

(v) 履約擔保合約之完成 階段

來自履約擔保合約之收益乃根據個別履約擔保合約之完成百分比而進行確認。完成百分比乃將本集團客戶所提供貨品或服務以至合約總額與第三方作比較而計算。為確保履約擔保合約之完成百分比屬準確及最新資料，管理層頻密審閱及估計本集團客戶所提供貨品或服務之進度。

Notes to the Financial Statements 財務報表附註

6. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

(vi) Stage of completion of standalone advisory services

Revenue from standalone advisory services is recognised according to the percentage of completion of advisory services. Revenue recognition on an uncompleted advisory service is dependent on estimating the total work to be performed of the advisory contract, as well as the work done to date. In order to ensure that the percentage of completion of advisory services is accurate and up-to-date, management frequently reviews and estimates the progress of the advisory services rendered based on their past experience and the nature of the advisory service provided by the Group.

7. SEGMENT INFORMATION

An operating segment is a component of the Group that is engaged in business activities from which the Group may earn revenue and incur expenses, and is identified on the basis of the internal management reporting information that is provided to and regularly reviewed by the Group's executive directors in order to allocate resources and assess performance of the segment. Executive directors have determined that the Group has only one single business component/reportable segment as the Group is only engaged in the provision of financial guarantee service, performance guarantee service and advisory services which is the basis to allocate resources and assess performance. The Group's revenue from external customers is divided into three groups of products which are disclosed in note 8.

The Company is an investment holding company and the Group's principal place of operation is in the PRC. For the purpose of segment information disclosures under HKFRS 8, the Group regards the PRC as its country of domicile. All the Group's revenue and non-current assets are principally attributable to the PRC, being the single geographical region.

6. 主要會計判斷及估計 (續)

(vi) 獨立顧問服務之完成 階段

獨立顧問服務收入乃根據完成顧問服務之百分比確認。未完成顧問服務確認之收入乃取決於將履行顧問合約之估計總工作量以及迄今所作工作。為確保顧問服務之完成百分比乃準確及最新，管理層根據彼等之過往經驗及本集團提供顧問服務之性質，定期審核及估計所提供顧問服務之進度。

7. 分類資料

經營分類為本集團可賺取收入及產生費用之商業活動之組成部份，執行董事獲提供及定期審閱以作為分類資源分配及表現評估之內部管理呈報資料為基礎而確定經營分類。由於本集團僅從事提供融資擔保服務、履約擔保服務及顧問服務，並以此作為分配資源及評估表現之基礎，故執行董事認為本集團僅有一個經營分類。本集團來自外部客戶之收益分為三個產品組別，於附註8披露。

本公司乃投資控股公司，而本集團之主要經營地點位於中國。按香港財務報告準則第8號分部資料之規定，就披露目的而言，中國被視為本集團之所在國家。所有本集團之收益及非流動資產均主要來自中國，為單一地區。

Notes to the Financial Statements 財務報表附註

7. SEGMENT INFORMATION (Continued)

The geographical location of customers is based on the location at which the services are provided. Total revenue from external customers is mainly sourced from the PRC.

The Group's customer base is diversified and includes only the following customers with whom transactions have exceeded 10% of the Group's revenue. During the year ended 31 December 2012, revenue derived from these customers is as follows:

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Customer A	客戶A	2,814	n/a 不適用

n/a: Sales to Customer A did not exceed 10% of the Group's revenue for the year ended 31 December 2011. For the year ended 31 December 2011, there was no customer with whom transaction exceeded 10% of the Group's revenue for the year.

7. 分類資料 (續)

客戶之所在地區按提供服務之地區而定。外部客戶之收益總額主要來自中國。

本集團客戶群分散，僅包括以下交易超過本集團收益10%之客戶。截至二零一二年十二月三十一日止年度，來自該等客戶之收益如下：

不適用：向客戶A銷售並無超出本集團截至二零一一年十二月三十一日止年度之收益之10%。截至二零一一年十二月三十一日止年度，並無客戶之交易超出本集團之本年度收益之10%。

Notes to the Financial Statements 財務報表附註

8. REVENUE AND OTHER INCOME

Revenue from the Group's principal activities, which is also the Group's turnover, represents the income from provision of guarantee and advisory services. Revenue and other income recognised during the year ended 31 December 2012 are as follows:

8. 收益及其他收入

由本集團主要業務所得之收益，亦即本集團之營業額，指就提供擔保及顧問服務之收入。截至二零一二年十二月三十一日止年度已確認之收益及其他收入如下：

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Revenue	收益		
Income from financial guarantee	融資擔保收入	13,535	7,788
Income from performance guarantee	履約擔保收入	10,452	32,520
Income from standalone advisory services	獨立顧問服務收入	—	4,800
		23,987	45,108
Other income	其他收入		
Bank interest income	銀行利息收入	2,133	764
Foreign exchange gain, net	外匯收益，淨額	348	—
		2,481	764

Notes to the Financial Statements 財務報表附註

9. (LOSS)/PROFIT BEFORE INCOME TAX

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

9. 所得稅前(虧損)/溢利

所得稅前(虧損)/溢利於扣除以下項目後得出：

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Auditors' remuneration	核數師酬金	442	747
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,265	431
Amortisation for land use rights	土地使用權攤銷	796	754
Employee benefit expenses (including directors' remuneration (note 10))	僱員福利開支 (包括董事酬金 (附註10))		
Salaries and wages	薪金及工資	3,552	2,569
Pension scheme contributions — Defined contribution plans	退休金計劃供款 — 定額供款計劃	232	277
Equity-settled share-based payment to employees (including a director)	以股份為基準付款 (以股本結算) 予僱員 (包括董事)	5,631	—
		9,415	2,846
Equity-settled share-based payment to eligible persons other than employees and directors	以股份為基準付款 (以股本結算) 予第三方 (不包括僱員)	5,940	—
Foreign exchange loss, net	外幣匯兌虧損淨額	—	38
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	—	1
Operating lease charges in respect of properties	物業相關之經營租賃費用	1,004	1,148

Notes to the Financial Statements 財務報表附註

10. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES

(a) Directors' remuneration

Other than Mr. Pang who appointed on 10 March 2011, all other directors were appointed on 1 December 2011. The emoluments paid or payable to each of the 7 (2011: 7) directors were as follows:

10. 董事酬金及五名最高薪酬人士

(a) 董事酬金

除彭先生於二零一一年三月十日獲委任外，全體其他董事均於二零一一年十二月一日獲委任。7名董事(二零一一年：7名)之已付或應付酬金載列如下：

		Fees	Salaries, allowances and benefits in kind	Equity-settled share-based payments	Pension scheme contributions	Total
		袍金	薪金、津貼及實物利益	以股份為基準付款(以股本結算)	退休金計劃供款	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Year ended	截至二零一二年					
31 December 2012	十二月三十一日止年度					
<i>Executive directors:</i>	<i>執行董事</i>					
Mr. Pang	彭先生	—	488	—	11	499
Mr. Chang	張先生	—	488	—	6	494
Ms. Chen Xiao Li	陳小利先生	—	293	1,188	—	1,481
		—	1,269	1,188	17	2,474
<i>Non-executive directors:</i>	<i>非執行董事：</i>					
Mr. Chang Xi Min	張西銘先生	98	—	—	—	98
<i>Independent non-executive directors:</i>	<i>獨立非執行董事：</i>					
Mr. Lam Raymond Shiu Cheung	林兆昌先生	98	—	—	—	98
Mr. Chow Shiu Ki	周肇基先生	98	—	—	—	98
Mr. Chan Kai Wing	陳繼榮先生	98	—	—	—	98
		294	—	—	—	294
Total	合計	392	1,269	1,188	17	2,866

Notes to the Financial Statements 財務報表附註

10. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES (Continued)

(a) Directors' remuneration (Continued)

Year ended		Fees	Salaries, allowances and benefits in kind	Equity-settled share-based payments	Pension scheme contributions	Total
		袍金	薪金、津貼及實物利益	以股份為基準付款(以股本結算)	退休金計劃供款	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Year ended	截至二零一一年					
31 December 2011	十二月三十一日止年度					
<i>Executive directors:</i>	<i>執行董事：</i>					
Mr. Pang	彭先生	—	489	—	7	496
Mr. Chang	張先生	—	549	—	7	556
Ms. Chen Xiao Li	陳小利先生	—	25	—	—	25
		—	1,063	—	14	1,077
<i>Non-executive directors:</i>	<i>非執行董事：</i>					
Mr. Chang Xi Min	張西銘先生	8	—	—	—	8
<i>Independent non-executive directors:</i>	<i>獨立非執行董事：</i>					
Mr. Lam Raymond Shiu Cheung	林兆昌先生	8	—	—	—	8
Mr. Chow Shiu Ki	周肇基先生	8	—	—	—	8
Mr. Chan Kai Wing	陳繼榮先生	8	—	—	—	8
		24	—	—	—	24
Total	合計	32	1,063	—	14	1,109

10. 董事酬金及五名最高薪酬人士 (續)

(a) 董事酬金 (續)

Notes to the Financial Statements 財務報表附註

10. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES (Continued)

(b) Five highest paid individuals

The five highest paid individuals of the Group included one director for the year ended 31 December 2012 (2011: two) whose emoluments are reflected in note 10(a).

Analysis of the emolument of the remaining four highest paid individuals for the year ended 31 December 2012 (2011: three), who are senior management is as follows:

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	237	653
Equity-settled share-based payment expenses	以股本結算股份為基礎付款開支	4,158	—
Defined contribution plans	定額供款計劃	17	17
		4,412	670

During the year, no director or any of the highest paid individuals waived or agreed to waive any emoluments (2011: Nil). No emoluments were paid by the Group to the directors or any of the highest paid individuals of the Group as an inducement to join or upon joining the Group or as compensation for loss of office (2011: Nil).

10. 董事酬金及五名最高薪酬人士 (續)

(b) 五名最高薪酬人士

截至二零一二年十二月三十一日止年度，本集團五名最高薪酬人士中包括一名董事(二零一一年：二名)，其酬金已於附註10(a)中反映。

截至二零一二年十二月三十一日止年度，就其餘四名(二零一一年：三名)最高薪酬人士乃高級管理人員，乃分析如下：

於本年度，概無董事或最高薪酬僱員放棄或同意放棄任何酬金(二零一一年：無)。本集團並無向任何董事或最高薪酬人士支付酬金(二零一一年：無)作為彼等加入或於加入本集團時之獎勵，或作為離任之賠償。

Notes to the Financial Statements 財務報表附註

10. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES (Continued)

(b) Five highest paid individuals (Continued)

The emoluments paid or payable to members of senior management were within the following bands:

		2012 二零一二年 No. of senior management 高級管理人員 數目	2011 二零一一年 No. of senior management 高級管理人員 數目
Nil to HK\$1,000,000	零至1,000,000港元	3	6
HK\$1,000,001 to HK\$2,000,000	1,000,001港元 至2,000,000港元	3	—
		6	6

11. INCOME TAX EXPENSE

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Current tax — PRC	即期稅項 — 中國		
— Enterprise Income Tax ("EIT")	— 企業所得稅 (「企業所得稅」)	4,515	9,256
— Withholding income tax	— 預扣所得稅	—	950
Deferred tax (Note 25)	遞延稅項 (附註25)		
— Withholding income tax	— 預扣所得稅	—	(750)
		4,515	9,456

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

10. 董事酬金及五名最高薪酬人士 (續)

(b) 五名最高薪酬人士 (續)

已付或應付高級管理人員之薪酬範疇如下：

11. 所得稅開支

本集團須按實體基準就產生或源於本集團成員公司座落及經營所在管轄權區域之溢利繳納所得稅。

Notes to the Financial Statements 財務報表附註

11. INCOME TAX EXPENSE (Continued)

No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising from Hong Kong during the year (2011: Nil).

EIT arising from the PRC for the year ended 31 December 2012 was calculated at 25% of the estimated assessable profits during the year (2011: 25%).

Under the Law of the PRC on EIT, corporate withholding income tax is levied on the foreign investor for the dividends distributed out of the profits generated by the foreign investment enterprises. The Group's applicable withholding income tax rate is 5%. No withholding income tax during the year as there are no dividends distributed by the PRC subsidiaries of the Group.

A reconciliation of the income tax expense applicable to (loss)/profit before income tax at the statutory tax rate to the income tax expense at the effective tax rate is as follows:

11. 所得稅開支 (續)

因於年內本集團並無產生源於香港之任何應課稅收入，故並無就香港利得稅撥備(二零一一年：無)。

於截至二零一二年十二月三十一日止年度，於中國產生之企業所得稅乃根據年內預計應課稅收入之25%計算(二零一一年：25%)。

根據中國企業所得稅法，對外國投資者就境外投資企業所產生之溢利分派之股息徵繳企業預扣所得稅。本集團適用之預扣所得稅稅率為5%。由於本集團之中國附屬公司並無分派股息，故年內並無預扣所得稅。

按法定稅率計算之適用所得稅前(虧損)/溢利之所得稅開支與按實際稅率計算之所得稅開支之對賬如下：

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
(Loss)/Profit before income tax	所得稅前(虧損)/溢利	(4,322)	26,998
Tax at EIT rate	按企業所得稅率之稅項	(1,080)	6,750
Effect of non tax-deductible expenses	不可扣除開支之影響	5,516	2,506
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	79	—
Withholding tax on dividend received by a subsidiary	附屬公司收取股息之預扣稅項	—	950
Reversal of withholding tax on undistributed earnings	撥回未分派盈利之預扣稅項	—	(750)
Income tax expense	所得稅開支	4,515	9,456

Notes to the Financial Statements 財務報表附註

12. DIVIDEND

No dividend has been paid or declared by the Company during the year (2011: Nil).

13. LOSS ATTRIBUTABLE TO SHAREHOLDERS

Loss attributable to shareholders includes an amount of RMB17,810,000 (2011: RMB 8,054,000) which has been dealt with in the financial statements of the Company.

14. (LOSS)/EARNINGS PER SHARE

The calculation of basic (loss)/earnings per share is based on loss attributable to owners of the Company of approximately RMB9,486,000 (2011: profit of RMB 16,174,000) and the weighted average number of 1,538,131,000 (2011: 1,390,000,000) ordinary shares in issue during the year, assuming that 1,390,000,000 shares issued pursuant to the reorganisation had been in issue throughout both years.

Diluted (loss)/earnings are the same as basic (loss)/earnings per share for the year ended 31 December 2012 as the impact of the potential dilutive ordinary shares outstanding has an anti-dilutive effect on the basic (loss)/earnings per share presented for the year.

No diluted earnings per share are presented for the year ended 31 December 2011 as the Group had no potential ordinary shares for the year.

12. 股息

本年度內，本公司並無支付或宣派股息(二零一一年：無)。

13. 股東應佔虧損

股東應佔虧損包括於本公司財務報告處置為數人民幣17,810,000元(二零一一年：人民幣8,054,000元)金額。

14. 每股(虧損)／盈利

每股基本(虧損)／盈利之計算乃基於本公司擁有人應佔虧損約人民幣9,486,000元(二零一一年：溢利人民幣16,174,000元)，以及本年度已發行1,538,131,000股普通股(二零一一年：1,390,000,000股)之加權平均指數，假設1,390,000,000股已發行股份已根據重組於該兩年間發行。

由於尚未發行之潛在攤薄普通股對本年度之每股基本(虧損)／盈利造成反攤薄影響，故截至二零一二年十二月三十一日止年度，攤薄(虧損)／盈利與每股基本(虧損)／盈利一致。

由於本集團並無發行潛在普通股，因此截至二零一一年十二月三十一日止年度並無呈列每股攤薄盈利。

Notes to the Financial Statements 財務報表附註

15. PROPERTY, PLANT AND EQUIPMENT — GROUP

15. 物業、廠房及設備 — 本集團

		Building 樓宇 RMB'00 人民幣千元	Furniture, fixtures and office equipment 傢俬、裝置 及辦公室設備 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Leasehold improvements 租賃物業 裝修 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Cost:	成本：						
At 1 January 2011	於二零一一年一月一日	—	112	1,031	662	24,808	26,613
Additions	添置	—	87	451	—	18,543	19,081
Disposals	出售	—	—	(279)	—	—	(279)
At 31 December 2011 and 1 January 2012	於二零一一年十二月三十一日 及二零一二年一月一日	—	199	1,203	662	43,351	45,415
Additions	添置	831	1,405	2,902	2,902	16,119	24,121
Transferred from deposit paid (note 18)	轉撥自己付按金(附註18)	2,477	—	—	798	—	3,275
Disposals	出售	—	(4)	—	—	—	(4)
At 31 December 2012	二零一二年十二月三十一日	3,308	1,600	4,067	4,362	59,470	72,807
Accumulated depreciation:	累計折舊：						
At 1 January 2011	於二零一一年一月一日	—	42	169	111	—	322
Charged for the year	本年度扣除	—	45	165	221	—	431
Write back on disposals	出售時撇銷	—	—	(81)	—	—	(81)
At 31 December 2011 and 1 January 2012	於二零一一年十二月三十一日 及二零一二年一月一日	—	87	253	332	—	672
Charged for the year	本年度扣除	120	289	501	355	—	1,265
Write back on disposals	出售時撇銷	—	(4)	—	—	—	(4)
At 31 December 2012	於二零一二年十二月三十一日	120	372	754	687	—	1,933
Net carrying amount:	賬面淨值：						
At 31 December 2012	於二零一二年十二月三十一日	3,188	1,228	3,313	3,675	59,470	70,874
At 31 December 2011	於二零一一年十二月三十一日	—	112	950	330	43,351	44,743

Notes to the Financial Statements 財務報表附註

15. PROPERTY, PLANT AND EQUIPMENT — GROUP (Continued)

At 31 December 2012, the Group's buildings in the PRC were held under medium term lease (2011: Nil). The buildings were occupied by the Group during the year and the Group is in the process to apply the property certificate.

16. LAND USE RIGHTS — GROUP

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
At 1 January	於一月一日	36,035	36,789
Addition	添置	938	—
Transferred from deposits paid (note 18)	轉撥自己付按金(附註18)	1,041	—
Amortisation charge during the year	年內攤銷金額	(796)	(754)
At 31 December	於十二月三十一日	37,218	36,035

At 31 December 2012, the Group's land use rights in the PRC were held under medium term leases (2011: medium).

17. INTEREST IN SUBSIDIARIES — COMPANY

Investments in subsidiaries — Unlisted shares, at cost	於附屬公司投資 — 非上市股份，按成本計	51,110	51,110
Amounts due from/(to) subsidiaries	應收/(付)附屬公司款項	128,521	(5,258)

Balances with subsidiary were unsecured, interest-free and repayable on demand.

15. 物業、廠房及設備 — 本集團 (續)

於二零一二年十二月三十一日，本集團位於中國之樓宇以中期租約持有(二零一一年：無)。該等樓宇於年內由本集團佔用，本集團正申請房地產權證。

16. 土地使用權 — 本集團

	2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
At 1 January	36,035	36,789
Addition	938	—
Transferred from deposits paid (note 18)	1,041	—
Amortisation charge during the year	(796)	(754)
At 31 December	37,218	36,035

於二零一二年十二月三十一日，本集團於中國之土地使用權乃以中期租約持有(二零一一年：中期)。

17. 於附屬公司權益 — 本公司

Investments in subsidiaries — Unlisted shares, at cost	於附屬公司投資 — 非上市股份，按成本計	51,110	51,110
Amounts due from/(to) subsidiaries	應收/(付)附屬公司款項	128,521	(5,258)

附屬公司結餘為無抵押、免息及按要求償還。

Notes to the Financial Statements 財務報表附註

17. INTEREST IN SUBSIDIARIES — COMPANY

(Continued)

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

Company name 公司名稱	Place of incorporation/ establishment and kind of legal entity 註冊成立／成立 地點及 法律實體之類別	Particulars of issued and fully paid up share capital/ registered capital 已發行及 繳足股本／ 註冊資本之詳情	Effective interest held by the Company 本公司實際 持有之權益	Principal activities and place of operation 主要業務及 營運地點
Interests held directly 直接持有權益				
Hero Praise Limited	Incorporated in the British Virgin Islands, limited liability company	1 ordinary share of US\$1	100%	Investment holding in Hong Kong
英嘉有限公司	於英屬處女群島註冊成立，有限責任公司	1股面值1美元之普通股	100%	投資控股，香港
Interests held indirectly 間接持有權益				
Aurora Logistics Capital Assurance Limited	Incorporated in Hong Kong, limited liability company	200 ordinary shares of HK\$1 each	100%	Investment holding in Hong Kong
旭日融資擔保有限公司	於香港註冊成立，有限責任公司	200股面值1港元之普通股	100%	投資控股，香港
Hebei Da Sheng Guaranty Company Limited (河北大盛行擔保有限公司) ("Hebei Da Sheng")	Incorporated in the PRC a sino-foreign joint venture	US\$13,800,000	95%	Provision of financial guarantee service, performance guarantee service and advisory service in the PRC
河北大盛行擔保有限公司 (「河北大盛行」)	於中國註冊成立，中外合資企業	美元13,800,000元	95%	提供金融擔保服務、履約擔保服務以及顧問服務，中國

17. 於附屬公司權益 — 本公司 (續)

於二零一二年十二月三十一日附屬公司之詳情如下：

Notes to the Financial Statements 財務報表附註

17. INTEREST IN SUBSIDIARIES — COMPANY

(Continued)

Company name 公司名稱	Place of incorporation/ establishment and kind of legal entity 註冊成立／成立 地點及 法律實體之類別	Particulars of issued and fully paid up share capital/ registered capital 已發行及 繳足股本／ 註冊資本之詳情	Effective interest held by the Company 本公司實際 持有之權益	Principal activities and place of operation 主要業務及 營運地點
Da Sheng (Xiamen) Guaranty Company Limited (大盛行(廈門)擔保有限公司)	Incorporated in the PRC, a sino-foreign joint venture	RMB110,000,000	97.55%	Provision of financial guarantee service, performance guarantee service and advisory service in the PRC
大盛行(廈門)擔保有限公司	於中國註冊成立， 中外合資企業	人民幣110,000,000元	97.55%	提供金融擔保服務、 履約擔保服務 以及顧問服務， 中國

The financial statements of the subsidiaries for the year ended 31 December 2012 have been examined by BDO Limited for the purpose of the Group's consolidated financial statements.

附屬公司截至二零一二年十二月三十一日止年度之財務報表已經由香港立信德豪會計師事務所有限公司核實，以供編製本集團之綜合財務報表。

17. 於附屬公司權益 — 本公司 (續)

Notes to the Financial Statements 財務報表附註

18. DEPOSITS PAID — GROUP

18. 已付按金 — 本集團

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Deposits paid for acquisition of properties (note)	就收購物業支付之按金(附註)	23,500	27,018
Deposit for leasehold improvements	租賃裝修之按金	1,952	798
		25,452	27,816

Note:

In September 2010, the Group entered into two agreements with 河北新東亞房地產開發有限公司(“新東亞”) to acquire two properties for considerations of RMB25,260,000 and RMB3,518,000 respectively. 新東亞 is a related party to the Company in which 新東亞's shareholder is one of the Company's directors. According to the agreement, the properties will be transferred to the Group upon full settlement of the considerations. As at 31 December 2011, the Group had made deposits of approximately RMB27,018,000 to 新東亞 and the remaining balance of approximately RMB1,760,000 has been included in the Group's capital commitment (note 29(b)) as at 31 December 2012 and 31 December 2011.

During the year, RMB2,477,000, RMB1,041,000 and RMB798,000 were transferred from non-current deposits paid to buildings, leasehold improvements and land use rights respectively. These are non-cash transactions and have been adjusted in the consolidated statement of cash flows for the year ended 31 December 2012.

附註：

於二零一零年九月，本集團與河北新東亞房地產開發有限公司(「新東亞」)訂定兩份協議，分別以人民幣25,260,000元及人民幣3,518,000元收購兩項物業。新東亞為本公司之關連人士，本公司其中一位董事為新東亞股東。根據該協議，該等物業會於全數支付代價後轉移予本集團。於二零一一年十二月三十一日，本集團亦向新東亞支付約人民幣27,018,000元之按金，而剩下結餘約人民幣1,760,000元已計入本集團於二零一二年十二月三十一日及二零一一年十二月三十一日之資本承擔(附註29(b))。

年內，轉撥自就樓宇已付非流動按金、租賃裝修及土地使用權之已付訂金分別為人民幣2,477,000元、人民幣1,041,000元及人民幣798,000元。上述均為非現金交易，已於截至二零一二年十二月三十一日止年度之綜合現金流量表內作出調整。

Notes to the Financial Statements 財務報表附註

19. ACCOUNT RECEIVABLES — GROUP

The Group's account receivables represent the service fee income receivables.

For service fee income, the customers are obliged to settle the amounts according to the terms set out in relevant contracts, with a grace period of up to 180 days. The balance as at reporting dates are interest-free and due from a large number of diversified customers and hence there is no significant concentration of credit risk. At 31 December 2012, no allowances for bad and doubtful debts were provided as there was no recent history of significant default in respect of these customers (2011: Nil).

The directors of the Company consider that the fair values of account receivables which are expected to be recovered within one year are not materially different from their carrying amounts because these balances have short maturity periods on their inception.

Based on the agreed payment terms as stipulated in the contracts, ageing analysis of the Group's account receivables as of 31 December 2012 is as follows:

19. 應收賬款 — 本集團

本集團之應收賬款指服務費用收入應收款項。

就服務費用收入而言，客戶須按照相關合約之條款償付款項，寬限期最高為180日。本集團於報告日期之結餘乃免息及來自一群多元化客戶，並無重大集中信貸風險。於二零一二年十二月三十一日，由於該等客戶並無近期重大違約紀錄，概無為呆壞賬作出撥備(二零一一年：無)。

本公司董事認為由於該等結餘於短期內到期，預期於一年內收回之應收賬款之公平值與其賬面值之間並無重大差異。

根據合約所訂明之協定付款條款，本集團於二零一二年十二月三十一日之應收賬款之賬齡分析如下：

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
0 to 30 days	0至30日	1,644	10,348
31 to 90 days	31至90日	370	7,904
91 to 180 days	91至180日	11,986	4,450
Over 180 days	超過180日	7,466	102
		21,466	22,804

Notes to the Financial Statements 財務報表附註

19. ACCOUNT RECEIVABLES — GROUP (Continued)

Ageing analysis of the Group's account receivables that were not impaired is as follows:

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Neither past due nor impaired	未逾期及未減值	1,218	10,300
1 to 90 days past due	逾期1至90日	796	7,952
91 to 180 days past due	逾期91至180日	12,174	4,450
Over 180 days past due	逾期超過180日	7,278	102
		21,466	22,804

Account receivables that were past due but not impaired relate to customers that have good track record with the Group. Based on past experience, the directors are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are considered fully recoverable.

19. 應收賬款 — 本集團 (續)

本集團未減值之應收賬款之賬齡分析如下：

已逾期但未減值之應收賬款均和與本集團有良好往績信貸記錄之客戶有關。根據過往經驗，由於信貸質素並無發生重大變動，且結餘被視為將可全額收回，故董事認為無必要就該等結餘作出任何減值撥備。

Notes to the Financial Statements 財務報表附註

19. ACCOUNT RECEIVABLES — GROUP (Continued)

The Group holds collaterals over all its account receivables. In the event of default or failure to repay any outstanding guarantee amounts by the customers, the Group will proceed with sale of collaterals. In order to maintain the credit risk at desirable level, the Group's average loan-to-value ratio was kept below 50% to ensure the recoverability of the outstanding guarantee amount (2011: 50%). At the reporting date, the fair value of the pledged assets in respect of account receivables is as follows:

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	235,987	8,013
Inventories	存貨	380,682	240,819
Account receivables	應收賬款	50,437	—
Bank deposits (note)	銀行存款(附註)	2,660	900
		669,766	249,732

Certain assets have also been pledged to the Group to secure the Group's exposure under outstanding financial guarantee contracts as at the reporting date (note 30).

Note:

The balance has been deposited to the Group's PRC bank accounts as collaterals.

19. 應收賬款 — 本集團 (續)

本集團就全部應收賬款均持有抵押品。如客戶違約或未能償還任何未償付擔保額，本集團將銷售抵押品。為維持理想信貸風險水平，本集團之平均貸款佔估值比率維持於50%以下以確保未償付擔保額之可收回性(二零一一年：50%)。於報告日期，有關應收賬款之已擔保資產之公平值如下：

若干資產亦已抵押予本集團，以就本集團於報告日期之未償付融資擔保合約提供擔保(附註30)。

附註：

結餘已存放於本集團之中國銀行賬戶作為抵押品。

Notes to the Financial Statements 財務報表附註

20. PLEDGED BANK DEPOSITS — GROUP

These pledged bank deposits have a maturity of one year as at 31 December 2012 (2011: one year). Such deposits have been pledged to certain banks as securities for providing financial guarantee services to the customers. The effective interest rates of the Group's pledged bank deposits as at 31 December 2012 were 0.35% to 3.5% (2011: 0.5% to 3.5%) per annum.

As at 31 December 2012, all pledged deposits were denominated in RMB (2011: all). RMB is not freely convertible into other currencies and the remittance of funds out of the PRC is subject to exchange restrictions imposed by the PRC government.

21. RESTRICTED BANK BALANCES — GROUP

These bank deposits are kept in the PRC bank accounts of the Group as collaterals of financial guarantees (note 32) and related account receivables (note 19). As these bank deposits are restricted to the use by the Group, they are not under the cash management of the Group.

22. CASH AND CASH EQUIVALENTS — GROUP

Included in the balance of approximately RMB 1,310,000 as at 31 December 2012 (2011: RMB4,000) was denominated in HK\$. All other balances were denominated in RMB and were kept in the PRC. RMB is not freely convertible into other currencies and the remittance of funds out of the PRC is subject to exchange restrictions imposed by the PRC government.

20. 已質押銀行存款 — 本集團

於二零一二年十二月三十一日該等已質押銀行存款之到期時間為一年(二零一一年：一年)。該等存款已抵押予若干銀行，作為向客戶提供融資擔保服務之保證。於二零一二年十二月三十一日，本集團已質押銀行存款之實際利率為每年0.35厘至3.5厘(二零一一年：0.5厘至3.5厘)。

於二零一二年十二月三十一日，所有已質押存款以人民幣計值(二零一一年：所有)。人民幣不可自由轉換為其他貨幣，自中國匯出該等資金須受中國政府實施之外匯限制所規限。

21. 受限制銀行結餘 — 本集團

該等銀行存款乃存放於本集團於中國之銀行賬戶作為融資擔保之抵押品(附註32)及相關應收賬款(附註19)。由於該等銀行存款乃限制供本集團使用，故不屬本集團之現金管理。

22. 現金及現金等值項目 — 本集團

	2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Cash in hand and bank balances 手持現金及銀行結餘	4,002	3,768

於二零一二年十二月三十一日計入結餘約人民幣1,310,000元乃以港元計值(二零一一年：人民幣4,000元)。所有其他結餘乃以人民幣計值，並於中國保存。人民幣不可自由轉換為其他貨幣，自中國匯出該等資金須受中國政府實施之外匯限制所規限。

Notes to the Financial Statements 財務報表附註

22. CASH AND CASH EQUIVALENTS — GROUP

(Continued)

Cash at banks earns interest at floating rates based on the daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

23. ACCRUALS, OTHER PAYABLES AND DEFERRED INCOME — GROUP

Accruals and other payables	應計費用及其他應付款項	15,810	11,314
Dividend payable to non-controlling interests of a subsidiary	應付附屬公司非控股權益之股息	—	1,000
Deposits received	已收按金	400	—
Deferred income from financial guarantee	來自財務擔保之遞延收入	7,554	3,253
Business and other tax payables	應付商業稅及其他稅項	573	1,290
		24,337	16,857

24. AMOUNTS DUE TO SHAREHOLDERS — GROUP

The balances were unsecured and interest free and has been fully capitalised on 5 January 2012 (note 26(a)).

22. 現金及現金等值項目 — 本集團 (續)

銀行存款之利息乃按照活期存款為基準之浮動利率獲得。銀行存款已存入近期並無拖欠賬款紀錄之信用良好銀行。

23. 應計費用、其他應付款項及遞延收入 — 本集團

	2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
	15,810	11,314
	—	1,000
	400	—
	7,554	3,253
	573	1,290
	24,337	16,857

24. 應付股東款項 — 本集團

該等結餘為無抵押及免息，並於二零一二年一月五日全數予以資本化(附註26(a))。

Notes to the Financial Statements 財務報表附註

25. DEFERRED TAX LIABILITIES — GROUP

Deferred tax liabilities were recognised at 5% withholding tax rate on the undistributed retained earnings of the PRC subsidiaries (2011: 5%) (note 11) for the year ended 31 December 2011 and their movements during the year are as follows:

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
At 1 January	於一月一日	—	750
Charged to profit or loss during the year	於年內損益扣除	—	200
Credited to profit or loss during the year	於年內損益計入	—	(950)
Total deferred tax credited to profit or loss during the year	遞延稅項總額於年內損益計入	—	(750)
At 31 December	於十二月三十一日	—	—

As at 31 December 2012, the aggregate amount of temporary differences associated with the PRC's subsidiaries' undistributed retained earnings of which deferred tax liabilities have not been recognised are approximately RMB1,882,000 (2011: RMB895,000). No deferred tax liabilities have been recognised in respect of these differences because the Group is in a position to control the dividend policies of these subsidiaries and it is probable that such differences will not be reversed in the foreseeable future.

25. 遞延稅項負債—本集團

截至二零一一年十二月三十一日止年度內按預扣稅率5厘(二零一一年: 5厘)(附註11)確認之有關中國附屬公司之未分派保留溢利之遞延稅項負債, 而於年內之變動如下:

於二零一二年十二月三十一日, 與中國附屬公司未分派預扣盈餘有關而未確認遞延稅項負債之累計暫時差異約為人民幣1,882,000元(二零一一年: 人民幣895,000元)。由於本集團可控制該等附屬公司之股息政策, 且該等差額不會於可見未來撥回, 並無為該等差額確認遞延稅項負債。

Notes to the Financial Statements 財務報表附註

26. SHARE CAPITAL

26. 股本

	Notes 附註	Number of shares 股份數目	Amount 金額	
			HK\$'000 千港元	RMB'000 人民幣千元
Authorised:	法定：			
Upon incorporation and at 1 January 2012	於註冊成立時及 於二零一二年一月一日	38,000,000	380	452
Increase in authorised ordinary shares	法定普通股增加	(b) 4,962,000,000	49,620	61,063
At 31 December 2012, ordinary shares of HK\$0.01 each	二零一二年十二月三十一日， 每股普通股0.01港元	5,000,000,000	50,000	61,515
Issued and fully paid:	已發行及悉數繳足：			
Upon incorporation	於註冊成立時	1	—	—
Issue of shares pursuant to the restructuring exercise	根據重組發行股份	9,999	—	—
At 31 December 2011 and at 1 January 2012	於二零一一年十二月三十一日 及二零一二年一月一日	10,000	—	—
Loan capitalisation	貸款資本化	(a) 10,000	—	—
Capitalisation issue	資本化發行	(b) 1,389,980,000	13,900	11,295
Issue of ordinary shares in public offering	就公開發售發行普通股	(c) 150,000,000	1,500	1,219
Issue of ordinary shares on exercise of share options	就行使購股權發行普通股	27 3,000,000	30	25
At 31 December 2012, ordinary shares of HK\$0.01 each	於二零一二年十二月三十一日 每股普通股0.01港元	1,543,000,000	15,430	12,539

Notes to the Financial Statements 財務報表附註

26. SHARE CAPITAL (Continued)

Notes:

- (a) On 5 January 2012, the Company allotted and issued 8,872 shares to Team King Limited (“Team King”) and 1,128 shares to Joyful Promote Limited (“Joyful Promote”) in full satisfaction of a loan in an aggregate sum of approximately RMB 108.03 million due from the Company to the shareholders of the Company. An amount of RMB108.3 million was credited to share premium account.
- (b) On 5 January 2012, following the authorised share capital of the Company increased from HK\$380,000 to HK\$50,000,000 by the creation of an additional 4,962,000,000 shares, the Company allotted and issued 1,389,980,000 new shares to Team King and Joyful Promote. An amount of approximately RMB11,295,000 (HK\$13,899,800) standing to the credit of the share premium account of the Company was capitalised and applied in paying in full at par at total of 1,389,980,000 shares for allotment and issue to the above shareholders.
- (c) The Company’s shares were listed on the GEM of the Stock Exchange on 6 January 2012 and 150,000,000 shares of HK\$0.01 each were issued at HK\$0.28 per share. After deducting related listing expenses, an amount of RMB31,070,000 was credited to share premium account.

27. RESERVES — GROUP AND COMPANY

(a) Group

Details of movements on the Group’s reserve are as set out in the consolidated statement of changes in equity.

Merger reserve represented the difference between the par value of the shares issued in exchange for the entire share capital of the Group pursuant to the Restructuring Exercise. There is no merger reserve presented as the amount is immaterial.

26. 股本 (續)

附註：

- (a) 於二零一二年一月五日，本公司分別向添御有限公司(「添御」)及晉喜有限公司(「晉喜」)配發及發行8,872股及1,128股股份，以清付本公司結欠本公司股東總額約人民幣108,030,000元之貸款。為數人民幣108,300,000元之金額已計入股份溢價賬內。
- (b) 於二零一二年一月五日，隨著增設4,962,000,000股股份將本公司法定股本由380,000港元增至50,000,000港元之後，本公司分別向添御及晉喜配發及發行1,389,980,000股新股份。本公司股份溢價賬當時進賬約人民幣11,295,000元(13,899,800港元)乃撥作資本，並用於按面值悉數支付向上述股東配發及發行總計1,389,980,000股股份。
- (c) 本公司股份於二零一二年一月六日在聯交所創業板上市，150,000,000股每股面值0.01港元之股份乃按每股0.28港元發行。將相關上市開支資本化後，為數人民幣31,070,000元之金額已計入股份溢價賬內。

27. 儲備 — 本集團及公司

(a) 本集團

本集團儲備變動詳情載於綜合權益變動表。

合併儲備指根據重組用以交換本集團全部股本之已發行股份面值與所交換股本之間差異。由於金額並不重大，故並無呈列合併儲備。

Notes to the Financial Statements 財務報表附註

27. RESERVES — GROUP AND COMPANY

(Continued)

(b) Company

		Contributed surplus (note c)	Share premium (note d)	Share-based payment reserve	Accumulated losses	Total
		實繳盈餘 (附註c)	股份溢價 (附註d)	以股份為基準 付款儲備	累計虧損	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 10 March 2011 (Date of incorporation)	於二零一一年三月十日 (註冊成立日期)	—	—	—	—	—
Issue of ordinary shares pursuant to the Restructuring Exercise — Transactions with owners	根據重組發行普通股 — 與擁有人進行之交易	51,110	—	—	—	51,110
Loss and total comprehensive income for the period	虧損及期間全面收入總額	—	—	—	(8,054)	(8,054)
At 31 December 2011 and 1 January 2012	於二零一一年十二月三十一日 及二零一二年一月一日	51,110	—	—	(8,054)	43,056
Loan Capitalisation	貸款資本化	—	108,300	—	—	108,300
Capitalisation issue	資本化發行	—	(11,295)	—	—	(11,295)
Issue of ordinary shares in public offering, net	就公開發售發行普通股，淨額	—	31,070	—	—	31,070
Equity-settled share option granted	授出以股權結算購股權	—	—	11,571	—	11,571
Exercise of share option (note 28)	行使購股權(附註28)	—	1,742	(231)	—	1,511
Loss and total comprehensive income for the year	本年度虧損 及全面收益總額	—	—	—	(17,810)	(17,810)
At 31 December 2012	於二零一二年十二月三十一日	51,110	129,817	11,340	(25,864)	166,403

27. 儲備 — 本集團及公司 (續)

(b) 本公司

(c) Contributed surplus represented the difference between the net asset values of the subsidiaries acquired and the nominal value of the share capital of the Company issued in exchange thereof pursuant to the restructuring exercise.

(c) 實繳盈餘指所收購附屬公司之資產淨值與根據重組已發行本公司股本之面值之間差額。

Notes to the Financial Statements 財務報表附註

27. RESERVES — GROUP AND COMPANY

(Continued)

(d) The share premium account of the Company represents the excess of the proceeds received over the nominal value of the Company's shares issued.

28. EQUITY-SETTLED SHARE-BASED PAYMENTS

The Company adopted a share option scheme (the "Share Option Scheme") on 1 December 2011 for the purpose of providing incentives or rewards to any full-time or part-time employee of the Company or any member of the Group, and any other eligible persons for their contribution to the Group. On 23 March 2012, the Company granted an aggregate of 150,000,000 share options at an exercise price of HK\$0.63 per share of the Company to the eligible persons, which generally have an exercise period of three years commenced or commencing on various dates in 2012 and ending in 2015. Each of the grantees has paid HK\$1 to the Company on acceptance of the offer for the grant of option. There is no vesting condition of the Scheme. Equity-settled share-based payment of RMB11,571,000 has been charged to profit or loss for the year in accordance with the Group's accounting policy set out in note 5.13.

27. 儲備 — 本集團及公司 (續)

(d) 本公司之股份溢價賬乃指所得款項扣減本公司已發行股份面值之盈餘。

28. 以股份為基準付款 (以股本結算)

本公司於二零一一年十二月一日採納購股權計劃(「購股權計劃」)，以向本公司或本集團任何成員之任何全職或兼職僱員及任何其他合資格人士授出購股權，作為彼等對本集團所作貢獻之獎勵或回報。於二零一二年三月二十三日，本公司按行使價每股本公司股份0.63港元向合資格人士授出合共150,000,000份購股權，其行使期大致上為期三年，由二零一二年不同日期開始並於二零一五年終止。每位承授人於接受購股權要約時，向本公司支付1港元。該計劃並無歸屬條件。根據本集團載列於附註5.13之會計政策，以股份為基準付款(以股本結算)人民幣11,571,000元已經於本年度之盈虧扣除。

Notes to the Financial Statements 財務報表附註

28. EQUITY-SETTLED SHARE-BASED PAYMENTS

(Continued)

Details of share options granted or outstanding

Particulars and movements of the outstanding share options granted under the Scheme during the years ended 31 December 2012 (2011: Nil) were as follows:

Name and category of participant 參與人之姓名及組別	Balance as at 1 January 2012 於二零一二年一月一日之結餘	Granted during the year 本年度已授出	Exercise during the year 本年度已行使	Lapsed during the year 本年度已失效	Cancelled during the year 本年度已註銷	2012 Number of share options 二零一二年 購股權數目		Date of grant of share option 購股權授出日期	Exercisable Periods of share options 購股權之行使期	Price of shares 股價 每股 行使價 HK\$ 港元
						Balance as at 31 December 2012 於二零一二年十二月三十一日之結餘				
Director 董事										
Mr. Chen Xiao Li 陳小利先生	—	15,400,000	(3,000,000)	—	—	12,400,000	23 March 2012 二零一二年三月二十三日	23 March 2012 to 22 March 2015 二零一二年三月二十三日至二零一五年三月二十二日	0.63	
Consultants 顧問	—	77,000,000	—	—	—	77,000,000	23 March 2012 二零一二年三月二十三日	23 March 2012 to 22 March 2015 二零一二年三月二十三日至二零一五年三月二十二日	0.63	
Employees 僱員	—	56,400,000	—	—	—	56,400,000	23 March 2012 二零一二年三月二十三日	23 March 2012 to 22 March 2015 二零一二年三月二十三日至二零一五年三月二十二日	0.63	
		600,000	—	—	—	600,000	23 March 2012 二零一二年三月二十三日	7 July 2012 to 6 July 2015 二零一二年七月七日至二零一五年七月六日	0.63	
		600,000	—	—	—	600,000	23 March 2012 二零一二年三月二十三日	1 August 2012 to 31 August 2015 二零一二年八月一日至二零一五年八月三十一日	0.63	
Sub-total 小計	—	57,600,000	—	—	—	57,600,000				
Total 總計	—	150,000,000	(3,000,000)	—	—	147,000,000				

28. 以股份為基準付款 (以股本結算) (續)

已授出而尚未行使之購股權詳情

按本公司購股權計劃授出而尚未行使的購股權於二零一二年十二月三十一日止年度(二零一一年：無)期間之詳情及變動如下：

Notes to the Financial Statements 財務報表附註

28. EQUITY-SETTLED SHARE-BASED PAYMENTS

(Continued)

Details of share options granted or outstanding (Continued)

Notes:

- (i) The fair value for total share options granted to director, employees and consultants were amounted to RMB1,188,000, RMB4,443,000 and RMB5,940,000 respectively and was calculated using the Binomial option pricing model by LCH (Asia-Pacific) Surveyors Limited. The following information is used in the determining the fair value of options granted during the year.

Grant date	23 March 2012
Option pricing model used	Binomial
Weighted average exercise price	HK\$0.63
Annualised volatility	41% to 47%
Risk-free interest rate	0.14% to 0.22%
Expected life of the option	0.64 to 1.72 years

The annualised volatility is based on the historical volatility of the Company's share price and by reference to other similar industry as listed in PRC, adjusted for any expected changes to future volatility based on publicly available information. The expected life used in the model has been adjusted based on management's best estimate.

- (ii) Equity-settled share-based payment expenses comprises:

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Equity-settled schemes to employees (including director)	向僱員(包括董事)提供之以股權結算計劃	5,631	—
Equity-settled schemes to eligible persons other than employees and directors	向合資格人士以外人士提供以股權結算計劃(僱員及董事除外)	5,940	—
		11,571	—

Share options were granted to the consultants in light of their contribution and services provided in the preparation of the Company's public offering in 2011 and their continuous contribution to the Group. The Group measured the fair value of services received from the Consultants by reference to the fair value of those granted to eligible employees as management considers that the services provided by the consultants and employees are similar in nature.

28. 以股份為基準付款(以股本結算)(續)

已授出而尚未行使之購股權詳情(續)

附註：

- (i) 授予董事、僱員及顧問之購股權總數公平值分別為人民幣1,188,000元、人民幣4,443,000元及人民幣5,940,000元，並由利駿行測量師有限公司以二項期權定價模式計算。下列資料乃用於釐定年內所授出購股權之公平值：

授出日期	二零一二年 三月二十三日
所用購股權定價模式	二項期權
加權平均行使價	0.63港元
年度波幅率	41%至47%
無風險利率	0.14%至0.22%
購股權的預期年期	0.64至1.72年

年度波幅率乃根據本公司股價以往波動及參考於中國上市之類似行業，並根據已公佈之資料就未來波動之變動作調整。模式所用預期年期已根據管理層之最佳估算作調整。

- (ii) 以股份為基準付款(以股本結算)之開支包括：

購股權乃授予顧問，以表揚他們於二零一一年本公司公開發售時作出之貢獻及提供之服務以及他們對本集團之持續貢獻。由於管理層認為顧問及僱員所提供之服務在性質上相似，故本集團參考授予合資格僱員之公平值而計量顧問提供的服務之公平值。

Notes to the Financial Statements 財務報表附註

28. EQUITY-SETTLED SHARE-BASED PAYMENTS

(Continued)

Details of share options granted or outstanding (Continued)

Notes: (Continued)

- (iii) Share options and weighted average exercise prices are during the year (2011: Nil) are as follows:

		2012 二零一二年	
		Number 數目	Weighted average exercise price 加權平均行使價 HK\$ 港元
Balance at 1 January	於一月一日結餘	—	—
Granted during the year	本年度已授出	150,000,000	0.63
Exercised during the year	本年度已行使	(3,000,000)	0.63
Balance at 31 December	於十二月三十一日結餘	147,000,000	0.63

The weighted average share price at the date of exercise of options during the year was HK\$0.68 (2011: Nil)

- (iv) Outstanding options at 31 December 2012 had an exercise price of HK\$0.63 (2011: Nil) and a weighted average remaining contractual life of 27 months (2011: Nil).

29. COMMITMENT — GROUP AND COMPANY

(a) Operating lease commitments

Future minimum rental payable under non-cancellable operating lease of the Group in respect of buildings with related parties (note 30(a)) and independent third parties as at 31 December 2012 are as follows:

		Group 本集團	
		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Within one year	一年之內	1,536	1,015
Within two to five years	二至五年	148	682
		1,684	1,697

28. 以股份為基準付款 (以股本結算) (續)

已授出而尚未行使之購股權詳情 (續)

附註：(續)

- (iii) 年內購股權及加權平均行使價 (二零一一年：零) 呈列如下：

		2012 二零一二年	
		Number 數目	Weighted average exercise price 加權平均行使價 HK\$ 港元
Balance at 1 January	於一月一日結餘	—	—
Granted during the year	本年度已授出	150,000,000	0.63
Exercised during the year	本年度已行使	(3,000,000)	0.63
Balance at 31 December	於十二月三十一日結餘	147,000,000	0.63

年內行使購股權當日之加權平均股價為0.68港元 (二零一一年：無)。

- (iv) 於二零一二年十二月三十一日，尚未行使之購股權行使價為0.63港元 (二零一一年：無)，而餘下之加權平均合約年期為27個月 (二零一一年：無)。

29. 承擔 — 本集團及本公司

(a) 經營租賃承擔

於二零一二年十二月三十一日，根據與關連方 (附註30(a)) 及獨立第三方之不可撤銷經營租賃就樓宇之未來最低應付租金如下：

Notes to the Financial Statements 財務報表附註

29. COMMITMENT — GROUP AND COMPANY

(Continued)

(a) Operating lease commitments (Continued)

The Group leases certain properties under operating leases. The leases run for an initial period of one to three years, with options to renew the lease terms at the expiry dates or at days as mutually agreed between the Group and the respective landlords. None of these leases includes any contingent rentals.

(b) Capital commitments

The Group had the following capital commitments as at 31 December 2012:

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Contracted, but not provided for:	已訂約，但未撥備：		
Land and buildings — related parties (note 18)	土地及樓宇 — 關連方(附註18)	1,760	1,760
Leasehold improvements	租賃物業裝修	—	2,495
Construction in progress	在建工程	21,683	31,366
		23,443	35,621

There are no operating lease commitments and capital commitments for the Company as at 31 December 2012 (2011: Nil)

29. 承擔 — 本集團及本公司

(續)

(a) 經營租賃承擔 (續)

本集團根據經營租賃租用若干物業。租賃初步為期一至三年，可選擇於到期日或按本集團與相關業主互相協定之日期續租。概無租賃包括任何或然租金。

(b) 資本承擔

於二零一二年十二月三十一日，本集團有以下資本承擔：

本公司於二零一二年十二月三十一日亦無經營租賃承擔及資本承擔(二零一一年：無)。

Notes to the Financial Statements 財務報表附註

30. RELATED PARTY DISCLOSURES

(a) Balances and transactions

Other than the related party balances and transactions disclosed in elsewhere to the consolidated financial statements, the Group had the following material transactions with related parties during the year:

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
License fee paid to a related party	已付關連方特許權費	—	567
Rental expenses paid to related parties	已付關連方租金	117	137

The Group entered into one to three years lease in respect of certain leasehold properties from related parties. With reference to the terms negotiated between the related parties, the Group paid license fee and rental expenses for office premises to Ms. Ma Lee Kwan, mother of Mr. Chang, and certain related companies, of which the Company's shareholders are also the major shareholders of these related companies.

(b) Compensation of key management personnel

The emoluments of directors who are also identified as members of key management of the Group during the year ended 31 December 2012 are set out in note 10(a).

30. 關連方披露

(a) 結餘及交易

除於綜合財務資料所披露之關連方結餘及交易外，本集團於年內有以下重大關連方交易：

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
License fee paid to a related party	已付關連方特許權費	—	567
Rental expenses paid to related parties	已付關連方租金	117	137

本集團就關連方若干租賃物業訂立一至三年之租賃。經參照與關連方磋商之條款，本集團就辦公室物業向馬利軍女士(張先生之母親)及若干關連公司支付特許權費及租金開支，本公司之股東為該等關連公司之主要股東。

(b) 賠償予主要管理人員

董事(視為本集團主要管理人員之成員)於截至二零一二年十二月三十一日止年度之酬金列明於附註10(a)。

Notes to the Financial Statements 財務報表附註

31. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at 31 December 2012 are as follows:

31. 金融工具(按類別)

於二零一二年十二月三十一日，各類別金融工具之賬面值如下：

		Group 本集團		Company 本公司	
		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Financial assets –	金融資產 –				
Loans and receivables	貸款及應收賬款				
Account receivables	應收賬款	21,466	22,804	–	–
Amounts due from subsidiaries	應收附屬公司款項	–	–	128,521	–
Pledged bank deposits	已質押銀行存款	47,389	43,300	–	–
Restricted bank deposits	受限制銀行存款	14,411	7,300	–	–
Cash and cash equivalents	現金及現金等值項目	4,002	3,768	151	–
		87,268	77,172	128,672	–
Financial liabilities –	金融負債 –				
At amortised costs	按攤銷成本				
Accruals and other payables	應計費用及其他應付款項	15,810	11,314	840	3,540
Dividend payable to non-controlling interest of a subsidiary	應付附屬公司非控股權益之股息	–	1,000	–	–
Amounts due to shareholders	應付股東款項	–	108,300	–	–
Amount due to a subsidiary	應付附屬公司款項	–	–	–	5,258
		15,810	120,614	840	8,789

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise account and other receivables, pledged bank deposits, cash and cash equivalents, restricted bank deposits, accruals and other payables and amounts due to shareholders. These financial instruments mainly arise from its operations.

32. 財務風險管理目標及政策

本集團之主要金融工具包括應收賬款及其他應收款項、已質押銀行存款、現金及現金等值項目、受限制銀行存款、應計費用及其他應付款項，以及應付股東款項。該等金融工具主要來自其經營業務。

Notes to the Financial Statements 財務報表附註

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

The carrying amounts of the Group's financial instruments approximated to their fair values as at the end of each reporting period. Fair value estimates are made at a specific point in time and are based on relevant market information about the financial instruments.

These estimates are subjective in nature and involve uncertainties and matters of significant judgement, and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. As the Group's exposure to these risks is kept to a minimum level, the Group has not used any derivatives and other instruments for hedging purposes. The Group does not hold or issue derivative financial instruments for trading purposes. The board of the directors of the Company reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

Interest rate risk means the risk on the fluctuation of fair value or future cash flows of financial instruments which arise from changes in interest rates. Floating interest rate instruments will result in the Group facing the risk of changes in market interest rate.

The Group's interest rate risk primarily relates to the interest bearing bank balances and pledged bank deposits. The Group currently has not used any interest rate swaps to hedge its exposure to interest rate but may enter into interest rate hedging instruments in the future to hedge any significant interest rate exposure should the need arise.

32. 財務風險管理目標及政策 (續)

於各報告期末，本集團金融工具之賬面值與彼等之公平值相若。公平值估算乃於特定時間根據該等金融工具之相關市場資料作出。

該等估計數字之性質屬主觀判斷，涉及不明朗因素及須作出重大判斷之事項，因此無法精確釐定。假設情況之變動可能對估計數字造成重大影響。

源於本集團金融工具之主要風險為利率風險、外幣風險、信貸風險及流動資金風險。由於本集團對上述風險之承擔已減到最低，故本集團並無以任何衍生工具及其他工具作對沖用途。本集團並無持有或發行衍生性金融工具作買賣用途。董事會檢討並同意管理上述各風險之政策，茲概列如下。

利率風險

利率風險指金融工具公平值或未來現金流量因利率變動而波動之風險。浮動利率工具將導致本集團須承受市場利率變動風險。

本集團利率風險主要與計息銀行結餘及已質押銀行存款有關。本集團現時並無利率掉期以對沖其面對之利率風險，惟或會於未來任何重大利率風險產生時訂定利率對沖工具。

Notes to the Financial Statements 財務報表附註

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Foreign currency risk

As the Group's revenue and expenses are mainly in RMB and most of the Group's assets and liabilities are denominated in RMB, which is the functional currency of the Group's major operating entities, the currency risk resulting from the Group's daily operations is considered not significant. The Group currently does not have a foreign currency hedging policy. However, management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

Credit risk

It is the Group's policy that all customers who wish to obtain financial guarantee from the Group are subject to management review. The Group entered into financial guarantee contracts in which it has guaranteed the bank the repayment of the loan by customers of the Group. The Group has the obligation to compensate the bank for the loss it would suffer because the customers fail to repay. The Group's maximum exposure under the financial guarantee contracts is disclosed in "liquidity risk" below. To mitigate such risk, the Group requests its customers to provide collaterals as appropriate. In the event of default or failure to repay any outstanding guarantee amounts by the customers, the Group will proceed with the sale of collaterals. In order to maintain the credit risk at desirable level, the Group's average loan-to-value ratio was kept below 50% to ensure the recoverability of the outstanding guarantee amount. As at 31 December 2012, the Group's exposures under unexpired financial guarantee contracts were secured by the pledged assets of the customers as follows:

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	640,568	185,183
Inventories	存貨	1,142,892	325,966
Account receivables	應收賬款	62,382	48,200
Bank deposits (note)	銀行存款(附註)	14,411	7,300
		1,860,253	566,649

32. 財務風險管理目標及政策 (續)

外幣風險

由於本集團之收益及開支主要為人民幣，而大部份本集團資產及負債均以人民幣呈列(其為本集團主要經營實體之功能貨幣)，本集團於日常業務產生之外匯風險並不重大。本集團現時並無外匯對沖政策。然而，管理層監察外幣兌換風險，並會於需要時考慮對沖重大外幣風險。

信貸風險

本集團之政策要求所有擬由本集團獲得融資擔保之客戶均會被管理層審視。本集團已訂定融資擔保合約，據此本集團就其客戶向銀行償還之款項作出擔保。本集團有責任在客戶未能償還款項之時賠償銀行遭受之損失。本集團融資擔保合約項下之最大風險披露於下文「流動資金風險」。為減低該風險，本集團要求客戶提供適合之抵押品。如客戶違約或未能償還任何未償付擔保額，本集團將銷售抵押品。為維持理想信貸風險水平，本集團之平均貸款佔估值比率維持於50%以下，以確保未償付擔保額之可收回性。於二零一二年十二月三十一日，本集團未到期融資擔保合約由客戶以下之已擔保資產作擔保：

Notes to the Financial Statements 財務報表附註

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

Receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant. The Group hold collaterals to cover its risks associated with account receivables. The account receivables arising from the financial guarantee contracts as at 31 December 2012 and 2011 were secured by certain assets of the customers. The fair value of the pledged assets, which are also pledged to secure the Group's exposure under unexpired financial guarantee contracts as mentioned above, as at 31 December 2012 and 2011 is as follows:

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	231,987	8,013
Inventories	存貨	336,082	125,986
Account receivables	應收賬款	20,437	—
Bank deposits (note)	銀行存款(附註)	2,660	900
		591,166	134,899

The credit risk of the Group's other financial assets, which mainly comprise of pledged bank deposits and cash and cash equivalents, arises from potential default of the counter-party, with a maximum exposure equal to the carrying amounts of these instruments. Credit risk in pledged bank deposits and cash and cash equivalents is mitigated as cash is deposited in the banks of high credit rating.

Note:

Bank deposits have been deposited to the Group's PRC bank accounts as collaterals.

32. 財務風險管理目標及政策 (續)

信貸風險(續)

應收賬款結餘受持續監察，而本集團之壞賬風險並不重大。本集團持有抵押品以應付有關應收賬款之風險。於二零一二年及二零一一年十二月三十一日，融資擔保合約產生應收賬款以客戶之若干資產作抵押。於二零一二年及二零一一年十二月三十一日，已擔保資產(用於就本集團未到期融資擔保合約之風險提供擔保(如上文所述))之公平值如下：

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	231,987	8,013
Inventories	存貨	336,082	125,986
Account receivables	應收賬款	20,437	—
Bank deposits (note)	銀行存款(附註)	2,660	900
		591,166	134,899

本集團其他金融工具(主要包括已質押銀行存款及現金及現金等值項目)之信貸風險源自相對方可能違約之情況，其最大風險相等於該等工具之賬面值。因現金乃存放於高信貸評級之銀行，已質押銀行存款及現金及現金等值項目之信貸風險因而減低。

附註：

該銀行存款已存入本集團中國銀行賬戶，作為抵押品。

Notes to the Financial Statements 財務報表附註

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk

Management of the Group monitors current and expected liquidity requirements to ensure that the Group maintains sufficient reserves of cash to meet its liquidity requirements in the short and long term.

The maturity profile of the Group's financial liabilities as at 31 December 2012 and 2011, based on the contractual undiscounted payments, are as follows:

Group 本集團		Carrying amount 賬面值 RMB'000 人民幣千元	Total contractual undiscounted cash flow 合約未貼現金流量總額 RMB'000 人民幣千元		Within 1 year 於一年內 RMB'000 人民幣千元	Repayable on demand 按要求償還 RMB'000 人民幣千元
2012	二零一二年					
Other payables and accruals	其他應付款項及應計費用	15,810	15,810	15,810	—	
Financial guarantees issued	已發行融資擔保					
Maximum amount guaranteed	已擔保最大款額	410,100	410,100	—	410,100	
2011	二零一一年					
Other payables and accruals	其他應付款項及應計費用	11,314	11,314	11,314	—	
Dividend payable to non-controlling interest of a subsidiary	應付一間附屬公司非控股權益之股	1,000	1,000	1,000	—	
Amounts due to shareholders	應付股東款項	108,300	108,300	108,300	—	
		120,614	120,614	120,614	—	
Financial guarantees issued	已發行融資擔保					
Maximum amount guaranteed	已擔保最大款額	205,300	205,300	—	205,300	
Company	本公司					
2012	二零一二年					
Other payables and accruals	其他應付款項及應計費用	840	840	840	—	
2011	二零一一年					
Other payables and accruals	其他應付款項及應計費用	3,540	3,540	3,540	—	

32. 財務風險管理目標及政策 (續)

流動資金風險

本集團管理層監察目前及預期流動資金要求，確保本集團維持充足現金儲備，以應付短期及長期流動資金要求。

下表概述本集團根據合約未貼現款項之金融負債於二零一二年及二零一一年十二月三十一日之到期情況：

Notes to the Financial Statements 財務報表附註

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as going concern and to maintain reasonable capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the year.

The Group monitors capital using gearing ratio, which is net debts divided by total equity. Net debts include amounts due to shareholders less pledged bank deposits and cash and cash equivalents.

At the end of each reporting period, the Group's strategy was to maintain the gearing ratio at a healthy capital level in order to support its businesses. The principal strategies adopted by the Group include, without limitation, reviewing future cash flow requirements and the ability to meet debt repayment schedules when they fall due, maintaining a reasonable level of available banking facilities and adjusting investment plans and financing plans, if necessary, to ensure that the Group has a reasonable level of capital to support its business.

32. 財務風險管理目標及政策 (續)

資本管理

本集團資本管理之主要目標為保障本集團有能力按持續經營基準營運及維持健康之資本比率，以支援其業務發展並提高股東價值。

本集團根據經濟環境之變化及相關資產之風險特性管理其資本結構並加以調整。為維持或調整資本結構，本集團可能調整應付予股東之股息，向股東退回資本或發行新股。於年內，有關管理資本之目標、政策或流程並無出現變動。

本集團使用負債比率(即負債淨額除以權益總額)來監察資本。負債淨額包括應付股東款項減已質押銀行存款及現金及現金等值項目。

於各報告期末，本集團之策略是維持穩健之負債比率，以支持其業務。本集團採取之主要策略包括但不限於審閱未來現金流量要求及支付到期債務之能力，保持可用銀行融資在合理水平及調整投資計劃及融資計劃(如需要)，以確保本集團擁有合理水平之資本支持其業務。

Notes to the Financial Statements 財務報表附註

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Capital management (Continued)

The gearing ratios as at 31 December 2012 and 2011 were as follows:

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Amounts due to shareholders	應付股東款項	—	108,300
Less: Pledged bank deposits	減：已質押銀行存款	(47,389)	(43,300)
Cash and cash equivalents	現金及現金等值項目	(4,002)	(3,768)
Net debts	負債淨額	N/A 不適用	61,232
Total equity	權益總額	197,303	52,553
Gearing ratio	負債比率	N/A 不適用	1.17:1

33. PERFORMANCE GUARANTEE CONTRACTS

The Group issues performance guarantee contracts for which the Group agrees to provide guarantees to its customers who enter into contracts with third parties for services to be rendered or goods to be supplied within an agreed time period. The Group has the obligation to compensate the third parties for their losses arising from the defaults in contracts by the Group's customers. As at 31 December 2012, there was no outstanding balance of unexpired performance guarantee contracts as performance guarantee contracts were all completed (2011: Nil).

32. 財務風險管理目標及政策 (續)

資本管理 (續)

於二零一二年及二零一一年十二月三十一日之負債比率如下：

33. 履約擔保合約

本集團履約擔保合約，據此本集團同意為其客戶就於協定期間內將予提供之服務或供應之貨品與第三方訂立之合約，提供擔保。本集團有責任就第三方因本集團之客戶違約所產生之虧損向其償付。於二零一二年十二月三十一日，未到期履約擔保合約並無尚未償還餘款，乃因所有履約擔保合約已告完成(二零一一年：無)。

Notes to the Financial Statements 財務報表附註

33. PERFORMANCE GUARANTEE CONTRACTS

(Continued)

The Group's exposure of account receivables of performance guarantee contracts was secured by assets of the customers. The fair value of these pledged assets as at each reporting date is as follows:

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Inventories	存貨	—	114,833

The risk under any performance guarantee contracts is the possibility that the insured event occurs and the uncertainty of the amount of the resulting claim. The nature of the business underwritten by the Group is generally of one year or less in duration; however it is still subject to some unpredictability. The key risks that the Group faces are timing and severity of claims relative to expectations.

The risk for performance guarantee contracts is dependent upon the occurrence of uncertain future events, in particular, the extent of service not rendered or products not supplied by the customers and the value of the contractual obligation that may arise from its customers' failure to perform services or supply goods to the counterparties.

33. 履約擔保合約 (續)

本集團就履約擔保合約應收賬款所面對之風險，由客戶之資產作抵押。該等已擔保資產於各報告日期之公平值如下：

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Inventories	存貨	—	114,833

任何履約擔保合約項下之風險為承保事件出現之可能性，以及所招致申索金額之不確定性。本集團所承保之業務性質一般為期一年或少於一年，但仍受若干不可預測性限制。本集團所面對之主要風險是與預期相關之索償時間及嚴重性。

履約擔保合約之風險取決於未來發生之不確定事件，特別是客戶未能提供服務或產品，以及因客戶未能向相對方提供服務或貨品而產生之合約責任金額。

Notes to the Financial Statements 財務報表附註

33. PERFORMANCE GUARANTEE CONTRACTS

(Continued)

It is the Group's objective to deal only with credit worthy customers. Its policy for accepting guarantee services is based on its risk assessment of customers and their collaterals. The Group has taken measures to identify risks and manage such risks at every stage along the guarantee approval process and the post-transaction monitoring process. The Group conducts thorough due diligence with a strict credit approval process for the approval of performance guarantee. The Group's due diligence team evaluates the proposed pledged assets through on-site visits and by taking into account of liquidity, prospects, market outlook of the pledged assets (if applicable) and general economic factors which may impact the value of the pledged assets. In arriving at a valuation, the due diligence team considers the historical experience with similar collateral, current market prices, industry trends, government data and other relevant sources. The Group also reviews the creditworthiness of its customers from time to time and ensure that sufficient collaterals are obtained to cover potential losses. The Group established a post-transaction monitoring process implemented by the Group's experienced monitoring team to conduct regular inspections and valuations on the collaterals provided by customers and customers' creditworthiness on monthly basis. The Group also conducts spontaneous inspection of the operation of its customers. Based on these assessments, the Group considers whether any insurance liability has to be made.

There is no significant concentration of risk under performance guarantee contracts as at 31 December 2012 (2011: Nil).

34. NON-COMPLIANT GUARANTEE SERVICES

In 2011, there were instances where Hebei Da Sheng and Xiamen Da Sheng did not comply with the thresholds prescribed by the interim measures for the administration of financial guarantee companies 融資性擔保公司管理暫行辦法 ("Interim Measures"), that the outstanding guaranteed amount of a single customer provided by a financial guarantee company should not exceed 10% of its net asset value (the "10% NAV Threshold").

33. 履約擔保合約 (續)

本集團僅會與信譽良好之客戶進行交易。其政策乃根據客戶之風險評估及彼等提供之抵押品，決定是否接納擔保服務。本集團已採取措施以識別風險，並於擔保批准程序及交易後監察程序之每個階段管理該等風險。本集團以嚴謹信貸批准程序進行全面盡職審查，以批准履約擔保。本集團之盡職審查團隊透過實地查訪，考慮已擔保資產之流動性、前景及市場展望(如適用)以及可能會影響已擔保資產價值之一般經濟因素，以對擬議已擔保資產進行評估。於達致估值時，盡職審查團隊會考慮類似抵押品之過往記錄、現行市價、行業趨勢、政府數據以及其他相關來源。本集團亦不時檢討其客戶之信用狀況，確保已獲得足夠抵押品以應付潛在虧損。本集團訂立一套交易後監察程序，由本集團富經驗之監察團隊實行，每月對客戶提供之抵押品及客戶之信譽度進行定期檢測及評估。本集團亦就其客戶之經營業務進行自發性檢測。根據上述評估，本集團決定是否需要設立任何保險責任。

於二零一二年十二月三十一日，履約擔保合約項下並無重大集中風險(二零一一年：無)。

34. 不合規擔保服務

於二零一一年，曾發生河北大盛及廈門大盛不慎超越融資性擔保公司管理暫行辦法(「暫行辦法」)所規定之門檻，即超越了融資擔保公司向單一客戶提供之擔保餘額不應超過其資產淨值之10%(「10%資產淨值門檻」)的規定。

Notes to the Financial Statements 財務報表附註

34. NON-COMPLIANT GUARANTEE SERVICES

(Continued)

Hebei Da Sheng and a customer entered into four corporate credit guarantee contracts during the period from April 2010 to March 2011. The aggregate outstanding guaranteed amount for the first three contracts of this customer was within the 10% NAV Threshold. When Hebei Da Sheng entered into the fourth contract in March 2011 with the same customer, the aggregate outstanding guaranteed amount of such customer became RMB18 million, representing approximately 15.6% of the net asset value of Hebei Da Sheng as at 28 February 2011 (being the then latest available net asset value of Hebei Da Sheng as per its management account prior to the entering of the relevant contract in March 2011), and therefore exceeded the 10% NAV Threshold. On 1 April 2011, such customer repaid RMB6 million, the outstanding guaranteed amount of such customer therefore reduced to RMB12 million, representing approximately 10.4% of the then latest available net asset value of Hebei Da Sheng as of 28 February 2011. The outstanding guaranteed amount for such customer as at 31 December 2011 was however RMB12 million, representing approximately 10.72% of Hebei Da Sheng's net asset value as at 31 December 2011.

Xiamen Da Sheng and a customer entered into two contracts in December 2010 and January 2011 respectively with an aggregate outstanding guaranteed amount of RMB36 million, which also exceeded the 10% NAV Threshold, representing approximately 33.2% of the net asset value of Xiamen Da Sheng as at 30 November 2010. In December 2011, this customer repaid RMB18 million, the outstanding guaranteed amount for this customer therefore reduced to RMB18 million. As at 31 December 2011, the outstanding guaranteed amount for this customer was RMB18 million, representing approximately 15.46% of Xiamen Da Sheng's net asset value as at 31 December 2011.

Management have undertaken to indemnify and hold the Group indemnified from and against all or any losses, damages, liabilities, costs, expenses and fees as a result of or consequential upon any penalty imposed on Hebei Da Sheng and Xiamen Da Sheng as a result of the abovementioned non-compliant guarantee services.

There were no non-compliant guarantee services for the year ended 31 December 2012.

35. EVENT AFTER THE REPORTING PERIOD

On 26 February 2013, 3,000,000 and 4,000,000 share options under the Share Option Scheme were exercised by a consultant and an employee respectively at an exercise price of HK\$0.63. The number of outstanding share options under the Share Option Scheme as at the date of this report is 140,000,000.

34. 不合規擔保服務 (續)

於二零一零年四月至二零一一年三月期間內，河北大盛曾與一名客戶訂立四份公司信貸擔保合約。該客戶首三份合約擔保餘額的總和並無超逾10%資產淨值門檻。河北大盛於二零一一年三月與該客戶訂立第四份合約時，該客戶之總擔保餘額達人民幣18,000,000元，佔河北大盛於二零一一年二月二十八日資產淨值(於二零一一年三月訂立相關合約前河北大盛按其管理賬目可計算當時最近期之資產淨值)約15.6%，因而超逾10%資產淨值門檻。於二零一一年四月一日，該客戶償還人民幣6,000,000元，其擔保餘額因而降至人民幣12,000,000元，佔河北大盛二零一一年二月二十八日最近期可計算的資產淨值約10.4%。然而，該客戶於二零一一年十二月三十一日之擔保餘額為人民幣12,000,000元，佔河北大盛二零一一年十二月三十一日的資產淨值約10.72%。

廈門大盛分別於二零一零年十二月及二零一一年一月與一客戶訂立兩份合約，擔保餘額合共為人民幣36,000,000元，同樣超逾10%資產淨值門檻，佔廈門大盛於二零一零年十一月三十日資產淨值約33.2%。於二零一一年十二月該客戶償還人民幣18,000,000元，其擔保餘額因而降至人民幣18,000,000元。該客戶於二零一一年十二月三十一日之擔保餘額為人民幣18,000,000元，佔廈門大盛二零一一年十二月三十一日的資產淨值約15.46%。

管理層已承諾作出彌償保證，倘若因或就由河北大盛及廈門大盛提供上述不合規擔保服務令河北大盛及廈門大盛招致任何處罰，各控股股東將彌償及讓本集團免受全部或任何損失、損賠賠償、負債、訟費、開支及費用。

截至二零一二年十二月三十一日止年度，並無不合規擔保服務。

35. 報告期後事項

於二零一三年二月二十六日，購股權計劃下之3,000,000份及4,000,000份購股權已分別獲一名顧問及一名僱員按行使價0.63港元行使。於本報告日期，根據購股權計劃尚未行使購股權數目為140,000,000份。



中國融保金融集團有限公司
China Assurance Finance Group Limited