



2013



ANNUAL REPORT 年報

Professional Perfect Comfortable Impression
專業 完美 舒適 感動

Hong Kong Jewellery Holding Limited
香港珠寶控股有限公司

(Incorporated in Bermuda with limited liability 於百慕達註冊成立之有限公司)
Stock Code 股份代號: 8048

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

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

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

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香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)市場之特色

創業板的定位，乃為相比起其他在聯交所上市的公司帶有較高投資風險的公司提供一個上市的市場。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的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老練投資者。

由於創業板上市公司新興的性質所然，在創業板買賣之證券可能會較於聯交所主板買賣的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的證券會有高流通量的市場。

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本報告乃遵照香港聯合交易所有限公司創業板證券上市規則(「創業板上市規則」)的規定而提供有關香港珠寶控股有限公司(「本公司」)之資料。本公司之董事(「董事」)願就本報告所載資料共同及個別承擔全部責任。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完備，沒有誤導或欺詐成份，本報告無遺漏任何事項，足以令致本報告或其所載任何陳述產生誤導。

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CORPORATE INFORMATION

公司資料

EXECUTIVE DIRECTORS

Ms. LI Xia
Mr. LIN Di
Mr. CHEN Yin
Mr. YIP Tin Hung
Ms. ZEE CHAN Mei Chu, Peggy (Resigned on 30 April 2013)

執行董事

李霞女士
林迪先生
陳寅先生
葉天雄先生
徐陳美珠女士 (於二零一三年四月三十日辭任)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LAM Tin Faat
Ms. LU Haina
Mr. FU Ping Man

獨立非執行董事

林天發先生
陸海娜女士
傅炳文先生

COMPLIANCE OFFICER

Mr. YIP Tin Hung

監察主任

葉天雄先生

QUALIFIED ACCOUNTANT

Dr. TANG Lai Wah

合資格會計師

鄧麗華博士

COMPANY SECRETARY

Dr. TANG Lai Wah

公司秘書

鄧麗華博士

AUTHORISED REPRESENTATIVES

Ms. LI Xia
Mr. YIP Tin Hung

法定代表

李霞女士
葉天雄先生

BERMUDA RESIDENT REPRESENTATIVES

Codan Services Limited

駐百慕達代表

Codan Services Limited

AUDIT COMMITTEE

Mr. LAM Tin Faat (Chairman)
Ms. LU Haina
Mr. FU Ping Man

審核委員會

林天發先生(主席)
陸海娜女士
傅炳文先生

REMUNERATION COMMITTEE

Mr. LAM Tin Faat (Chairman)
Ms. LI Xia
Mr. FU Ping Man

薪酬委員會

林天發先生(主席)
李霞女士
傅炳文先生

NOMINATION COMMITTEE

Mr. LAM Tin Faat (Chairman)
Ms. LI Xia
Mr. FU Ping Man

提名委員會

林天發先生(主席)
李霞女士
傅炳文先生

CORPORATE INFORMATION

公司資料

AUDITORS

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Certified Public Accountants
Level 12
28 Hennessy Road
Wanchai
Hong Kong

LEGAL ADVISER

Cheung & Lee in associate with Locke Lord (HK) LLP

PRINCIPAL BANKER

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

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited
Rosebank Centre
11 Bermudiana Road
Pembroke
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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法律顧問

張李律師事務所(與美國洛克律師事務所聯營)

主要往來銀行

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FINANCIAL SUMMARY

財務概要

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

| | | 2009 二零零九年 HK\$'000 千港元 | 2010 二零一零年 HK\$'000 千港元 | 2011 二零一一年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
|---------------------------------|---------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| RESULTS | 業績 | | | | | |
| Revenue (Note) | 收入(附註) | 172,545 | 280,576 | 512,900 | 350,880 | 579,380 |
| Profit/(Loss) before income tax | 扣除所得稅前溢利／(虧損) | 1,737 | 4,658 | 2,590 | 36,462 | (14,723) |
| Income tax (expense)/credit | 所得稅(開支)／抵免 | (38) | 1,281 | (219) | (1,361) | (1,447) |
| Profit/(Loss) for the year | 年內溢利／(虧損) | 1,699 | 5,939 | 2,371 | 35,101 | (16,170) |
| ASSETS AND LIABILITIES | 資產與負債 | | | | | |
| Total assets | 資產總額 | 159,194 | 186,799 | 193,798 | 391,238 | 358,012 |
| Total liabilities | 負債總額 | (58,114) | (79,161) | (77,428) | (239,280) | (165,745) |
| Total equity | 股權總額 | 101,080 | 107,638 | 116,370 | 151,958 | 192,267 |

Note: In order to conform with current year's presentation, revenue for the year ended 31 December 2012 have been reclassified accordingly.

附註：為符合本年度之呈報方式，截至二零一二年十二月三十一日止年度之收入已重新分類。

CHAIRMAN'S STATEMENT 主席報告



Dear Shareholders:

On behalf of the Board of Directors (the "Board") of Hong Kong Jewellery Holding Limited (the "Company"), it is my pleasure to present the 2013 Annual Report of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2013.

Year 2013 was a year of aggressive progress for the Group. Under the leadership of the new Board, we made sufficient preparations for continuous reform and advancement. Despite fierce market competition, **HK** H.K. JEWELRY has not only consolidated its foundation, but also gained the opportunities for long-term development.

In general, the situation of the China jewellery market was pretty good in the year. As the volatility of gold prices was somehow offset by the gold-buying rush of the Mainland China investors, the sales of jewellery still recorded a substantial year-on-year increase. Capturing the golden opportunity and leveraging on our Hong Kong base, the Group proactively extended its retail outlet coverage in China, established a series of systematic and scientific retail networks in the Northeast China, North China, East China and South China, achieved extraordinary sales results, secured an increasingly popular brand name and smoothly fulfilled the development plan.

各位股東：

本人謹代表香港珠寶控股有限公司(「本公司」)董事會(「董事會」)，欣然呈報本公司及其附屬公司(以下統稱「本集團」)截至二零一三年十二月三十一日止年度的二零一三年年報。

二零一三年是本集團積極進取的一年，在新一屆董事會的帶領下，我們披堅執銳、昇華革新，在激烈的市場競爭中，**HK**香港珠寶不僅站穩了腳步，更獲得了長遠的發展機遇。

這一年，中國珠寶市場總體較好，雖然遭遇了黃金價格跌幅的震盪，但同時又遇到中國內地散戶投資者的搶購熱潮，所以珠寶銷售同比大幅增長。本集團抓住這一大好時機，立足香港，在內地迅速擴展零售網點，在東北、華北、華東、華南建立起一系列系統、科學的零售網絡，銷售業績可喜可賀，品牌知名度更是與日俱增，順利完成了本集團預計的發展計劃。



CHAIRMAN'S STATEMENT 主席報告

The mission of jewellery industry is to discover, create and promote beauty. With an ancient and profound jewellery culture, China has never held and will never hold back its desire and pursuit for jewellery. I believe that, with such rigid demand for jewellery, the market still enjoys a favourable prospect and robust growth potential. We are positioned to seize this opportunity and make greater breakthrough. Looking ahead, the Group will step up its investment effort and accelerate development pace through further asset expansion and resource integration, so as to offer convenient and comprehensive services for domestic and overseas customers in a centralised, unified and standardised manner. Committed to the preservation and inheritance of the beauty of the jewellery industry, **HK** H.K. JEWELRY aims to forge itself into a world-class jewellery enterprise and an image brand of China to the world.

Dear shareholders and fellow colleagues, while we all have our own dreams towards 2014, the healthy and rapid development of the Group will be our common expectation and target. Let's work together to develop our glamorous jewellery business and pursue excellence.

珠寶行業，是一個發現美、創造美、傳播美的行業，中國擁有著悠久而深邃的珠寶文化，對珠寶的渴望和追求從沒有也絕不會停下自己的腳步，我相信，市場對珠寶剛性需求前景依然看好，潛力仍然很大，我們一定會抓住時機，完成更高層次的突破。今後，本集團將不負眾望，通過更進一步的資產擴容、資源整合，加大投資力度、加快發展步伐，集中、統一、規範、便捷、全方位地為全國各地乃至海外客戶提供服務。讓珠寶行業的美延續傳承，讓我們的**HK**香港珠寶屹立於世界之巔，成為中國獻給世界的一張形象名片。

各位股東、各位同仁，二零一四年，我們每個人都會有自己的夢想，但讓本集團健康、快速地發展則是我們共同的期待和努力，為了我們美麗的珠寶事業，讓我們一起攜手同行、共赴卓越。

Li Xia
Chairman

Hong Kong
17 March 2014

主席
李霞

香港
二零一四年三月十七日



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL PERFORMANCE

For the year of 2013, the Group's loss attributable to the owners of the Company was HK\$14,091,000, as compared with a profit of HK\$34,158,000 in the same period of 2012. The loss in 2013 was mainly attributable to the significant increase in promotion and development expenses incurred by the Group for its ambitious expansion in the jewellery business. The profit recorded in 2012 was mainly due to the gain on disposal of properties of HK\$30,870,000.

During the year ended 31 December 2013, the Group recorded a turnover of HK\$579,380,000, representing an increase by 65% compared with a turnover of HK\$350,880,000 in 2012.

The sales of gold and jewellery products and franchise income contributed turnover of HK\$140,135,000 during the year. The sales of enterprise software products dropped by 16% to HK\$131,155,000 (2012: HK\$155,218,000). Revenue on systems integration business significantly increased by 81% to HK\$263,364,000 (2012: HK\$145,676,000) and revenue on professional services business decreased by 8% to HK\$41,155,000 (2012: HK\$44,770,000). The ASP business increased by 4% to HK\$3,571,000 (2012: HK\$3,441,000).

OPERATION REVIEW

In 2013, the Group achieved rapid expansion in its jewellery business.

The Group made efforts to upgrade the image of 金香港珠寶(深圳)有限公司, a China operation centre based in Shenzhen,

財務表現

截至二零一三年，本公司擁有人應佔本集團之虧損為14,091,000港元，而二零一二年同期溢利為34,158,000港元。二零一三年之虧損主要由於本集團積極擴充珠寶業務所產生之推廣及發展費用大幅上升所致。二零一二年之溢利則主要受惠於出售物業錄得30,870,000港元之收益。

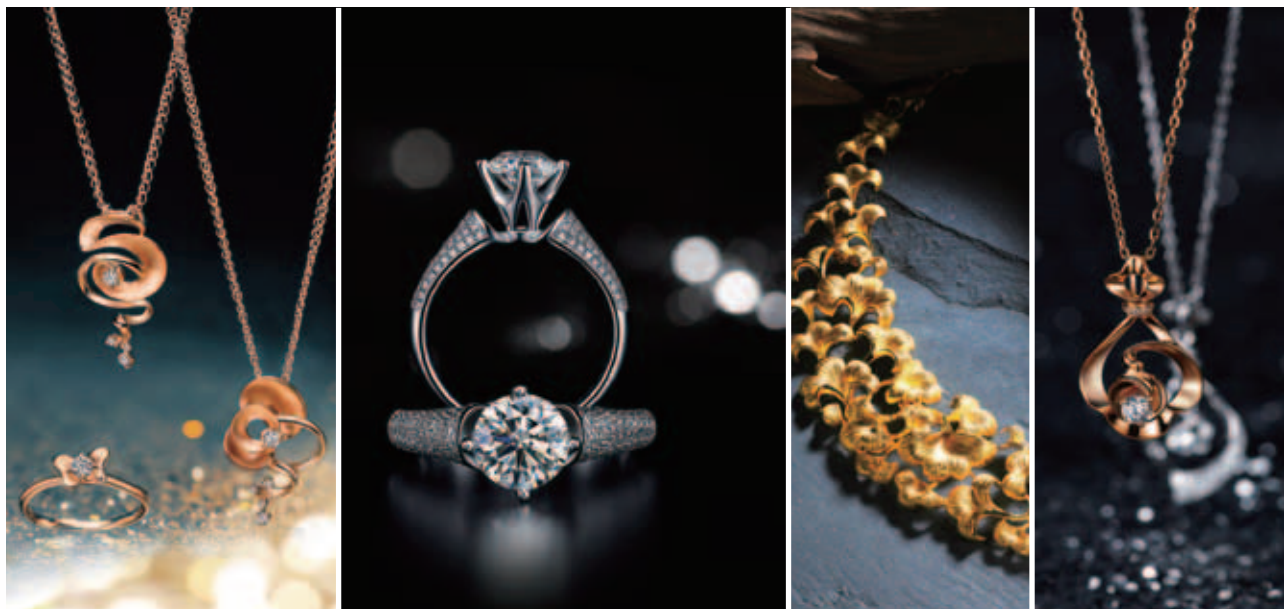
截至二零一三年十二月三十一日止年度，本集團錄得營業額為579,380,000港元，較二零一二年之350,880,000港元上升65%。

本年內，本集團黃金珠寶產品銷售及特許加盟收入的營業額為140,135,000港元。企業軟件產品的銷售額下跌16%至131,155,000港元(二零一二年：155,218,000港元)。系統集成業務收入大幅上升81%至263,364,000港元(二零一二年：145,676,000港元)及專業服務業務收入減少8%至41,155,000港元(二零一二年：44,770,000港元)。應用軟件服務供應商業務收入增加4%至3,571,000港元(二零一二年：3,441,000港元)。

業務回顧

二零一三年，是本集團在珠寶行業迅速擴展的一年。

本集團為金香港珠寶(深圳)有限公司，一間設於深圳的中國營運中心，進行形象提升，並擴大



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析



and expanded its brand showroom. As at 31 December 2013, it successfully opened nearly 60 exclusive stores under the brand **H.K. JEWELRY** in domestic first-tier and second-tier cities including Shenzhen, Beijing, Hangzhou, Suzhou, Wuxi, Harbin, Tianjin and Hefei, smoothly fulfilling its development plan. **H.K. JEWELRY** soon became a popular brand highly recognised by high-end malls and consumers in Mainland China.

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

On our IT Products and Services business, the sales of enterprise software products and professional services decreased slightly due to the slow economy growth in Mainland China. Coupled with the rapidly rising costs of running business in Mainland China, particular in the salary and employee benefit costs, we saw a major hit on our profit margin in these areas. Despite we had a higher sales volume in our systems integration business, the very thin margin of hardware trading could not compensate the loss of profit in these other areas.

品牌展廳。截至二零一三年十二月三十一日，其已成功在國內一二線城市包括深圳、北京、杭州、蘇州、無錫、哈爾濱、天津、合肥等地開設**H.K. JEWELRY**香港珠寶品牌專賣店近60間，順利完成了本集團的發展計劃。**H.K. JEWELRY**很快得到中國內地高端商場和消費者的認可與歡迎。

在產品組合方面，**H.K. JEWELRY**香港珠寶品牌經營品種以黃金、鉑金、K金首飾及鑽石飾品為主，並依據地區市場的消費需求增加其他種類的珠寶首飾，如翡翠、紅藍寶石、珍珠等；以滿足不同的消費群，迎合客戶生活不同層面的需求。

資訊科技產品及服務業務方面，由於中國內地經濟增長放緩，企業軟件產品和專業服務銷售額輕微下降。此外，中國企業經營成本飆升，尤其薪資及僱員福利成本升幅顯著，嚴重削弱該等業務的利潤率。系統集成業務銷量雖有增長，但硬件銷售利潤微薄，不足以彌補其他方面的利潤虧損。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2013, the Group was in a strong financial position with bank balances and cash of HK\$71,355,000 (2012: HK\$87,763,000).

As at 31 December 2013, the Group invested in the equity securities listed in Hong Kong of HK\$26,602,000 at fair value (2012: HK\$5,151,000).

As at 31 December 2013, the value of the unlisted private equity fund which the Group held was zero (2012: US\$326,000) because the unlisted private equity fund was put into liquidation in late 2013, the impairment loss of HK\$2,543,000 (2012: HK\$123,000) was provided during the year.

The Group monitors its capital structure using the gearing ratio which is net debt divided by total equity. For this purpose, the Group defines net debt as debt, which comprises long-term and short-term borrowings, less cash and cash equivalents. Total equity comprises equity attributable to owners of the Company and non-controlling interests stated in the consolidated statement of financial position. During 2013, the Group's strategy remains unchanged from 2012, which is to maintain the gearing ratio of not more than 20% in order to support its business. The gearing ratio as at 31 December 2013 was zero (2012: 16%).

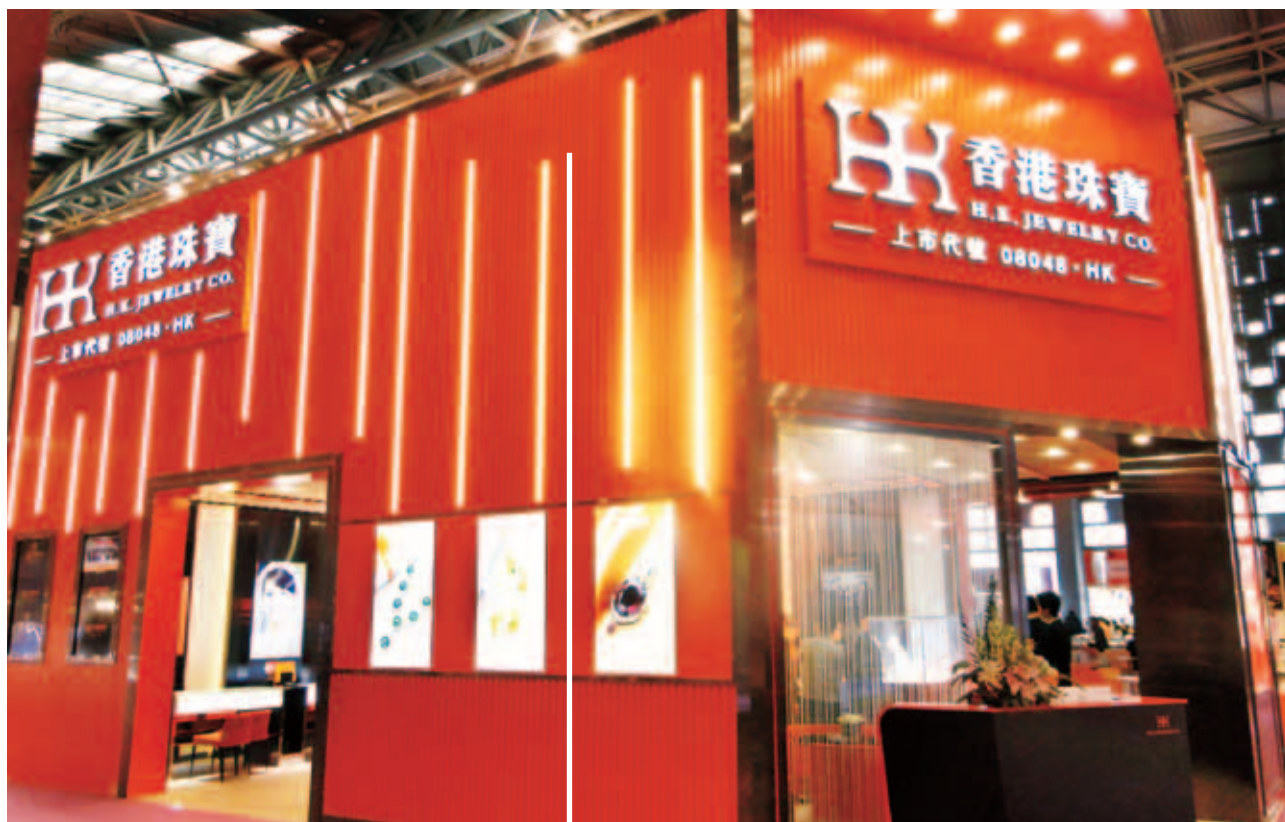
流動資金及財務資源

本集團之財務狀況維持穩健，於二零一三年十二月三十一日持有銀行存款及現金71,355,000港元（二零一二年：87,763,000港元）。

於二零一三年十二月三十一日，本集團於香港上市股本證券之投資，按公允價值列賬為26,602,000港元（二零一二年：5,151,000港元）。

於二零一三年十二月三十一日，本集團持有之非上市私人股票基金價值為零（二零一二年：326,000美元）。因該非上市私人股票基金於二零一三年年底進行清盤，本集團於年內計提減值虧損為2,543,000港元（二零一二年：123,000港元）。

本集團按淨負債除以股權總額計算負債比率，以此監控其資本結構。本集團將淨負債定義為負債（包含長期與短期借貸）扣除現金及現金等價物。股權總額由綜合財務狀況表中所列示之本公司擁有人應佔股權及非控股權益組成。二零一三年期間，本集團之策略與二零一二年相同，乃將負債比率維持在不高於20%的水平，以支援集團之業務。於二零一三年十二月三十一日之負債比率為零（二零一二年：16%）。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CAPITAL STRUCTURE

On 18 March 2013, the company entered into a placing agreement with the placing agent in respect of the placing of up to a maximum of 203,000,000 new shares at a placing price of HK\$0.34 per share to raise additional general working capital for future business development. On 3 April 2013, the placing was completed and 173,410,000 new shares were placed by the placing agent to not less than six independent placees at a placing price of HK\$0.34 per share resulting in raising proceeds, before expenses, of approximately HK\$58,959,000. The related transaction costs amounting to HK\$736,000 have been recorded in the share premium account. The net proceeds of this placing of approximately HK\$58,223,000 were used for the general working capital of the Group. The Group's outstanding issued shares were 1,188,460,000 shares after the placing of new shares of 173,410,000 as at 31 December 2013.

資本結構

於二零一三年三月十八日，本公司與配售代理訂立配售協議，按每股0.34港元之配售價配售最多203,000,000股新股，以便為未來業務發展籌集額外一般營運資金。配售於二零一三年四月三日完成，配售代理以每股0.34港元之配售價將173,410,000股新股配售予不少於六名獨立承配人，配售所得收入(扣除費用前)約為58,959,000港元。累計736,000港元的相關交易成本已錄入股份溢價賬內。該配售所得淨收入約為58,223,000港元，已用作本集團之一般營運資金。截至二零一三年十二月三十一日，於配售173,410,000股新股後，本集團已發行股份為1,188,460,000股。

INVESTMENT

As at 31 December 2013 and 2012, there was no significant investment held by the Group.

投資

於二零一三年及二零一二年十二月三十一日，本集團概無進行任何重大投資。

SEGMENTAL PERFORMANCE

The Jewellery Products business's turnover was HK\$140,135,000 in 2013 (2012: HK\$1,775,000). The IT Products and Services business's turnover was HK\$439,245,000, increased by 26% compared with last year (2012: HK\$349,105,000).

分部表現

珠寶產品業務於二零一三年之營業額為140,135,000港元(二零一二年：1,775,000港元)。資訊科技產品及服務業務之營業額為439,245,000港元，較去年上升26%(二零一二年：349,105,000港元)。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2013, the number of employees of the Group was 592 (2012: 525). Remuneration is determined with reference to market terms and the performance, qualification and experience of individual employee. Year-end bonus based on individual performance will be paid to employees as recognition of and reward for their contributions.

FUTURE PROSPECTS

On the IT Products and Services business, 2014 would be even a more challenging year. The rapid development of so called “electronic finance” sends companies to race for launching of mobile finance applications and thus generating a huge demand on software professionals. This demand in turn jacks up the overall salary costs as companies are competing for talents with ever higher salary and better benefits. It would be difficult for us to grow our business, which depends mostly on availability of human resources, and to maintain our profit margin at the same time. Nevertheless, we will manage our costs very carefully while trying to expand our market coverage in Mainland China.

僱員及薪酬政策

截至二零一三年十二月三十一日止，本集團僱員人數為592人(二零一二年：525人)。有關薪酬乃經參考市場水平以及個別僱員之表現、資歷及經驗後釐定。本集團將按個人表現向員工發放年終花紅，作為彼等貢獻之嘉許及獎勵。

未來展望

資訊科技產品及服務業務方面，二零一四年將為更具挑戰性的一年。所謂的「電子金融」發展迅速，企業競相推出移動金融應用軟件，引發對軟件專才之巨大需求。企業提供優渥薪資及福利吸引人才，推升整體工資成本。業務增長主要取決於人才招聘，故難以在發展業務之餘，同時維持利潤水平。儘管如此，我們將審慎控制成本，同時竭力擴展中國內地市場。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Along with the continuous growth of the Mainland China economy, the passion on jewellery will continue to grow, especially the gold-buy rush of the Mainland China investors will continue. Capturing the favourable opportunity, the Group will continue to optimise its business structure and strengthen corporate management while reinforcing its marketing efforts, aiming to secure market share with heightened product quality. At the same time, the Group will continue to advance its brand strategy to sharpen its competitiveness edge. On corporate management, the Group will further improve its internal control system and management process, clearly define management responsibilities and strengthen the execution of management system, so as to uplift corporate management fundamentals and boost the resistance against risks. The Group is committed to forging itself into a domestically leading and world-class jewellery conglomerate with stronghold business supported by diversified operations and strong international competitiveness. By virtue of our experience, passion and dedication, we seek to establish 60-70 new self-operated and franchised stores in 2014, with an aim at significant year-on-year growths both in revenue and net profit with desirable return to our shareholders.

中國內地經濟持續發展，人們對珠寶的熱情也將有增無減，尤其是中國內地散戶投資者的買金潮還將繼續，本集團一定抓緊這一良好機遇，繼續調整產業結構，強化企業內部管理，加大拓展市場的力度，不斷提高產品品質，保證市場佔有率。同時，本集團將繼續積極推動品牌戰略，增強企業競爭力；在內部管理上，將進一步健全各項內控制度，改進管理流程，明確管理職責，強化管理制度的執行力度，切實提高企業管理水準，增強企業防範風險的能力，把企業建設成為國內領先、國際一流、主業突出、多元並舉，具有較強國際競爭力的珠寶集團。憑藉我們的經驗、熱情和執著，力爭在二零一四年，使自營店及特許加盟店新增60-70間，以期收入和淨利潤比上一年度大幅度增長，為股東們帶來良好回報。



CORPORATE GOVERNANCE REPORT

企業管治報告

(1) CORPORATE GOVERNANCE PRACTICES

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

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

There is no deviation from the code provisions in the CG Code as at 31 December 2013.

(2) BOARD OF DIRECTORS

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

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

Board Composition

The Board currently comprises the following members:

Executive Directors:

Li Xia
Lin Di
Chen Yin
Yip Tin Hung
Zee Chan Mei Chu, Peggy (Resigned on 30 April 2013)

Independent Non-executive Directors:

Lam Tin Faat
Lu Haina
Fu Ping Man

(1) 企業管治常規

本公司致力設立良好之企業管治常規及程序。董事相信，可靠而合理之企業管治常規對本公司增長以及保障股東利益及本公司資產極為重要。

本公司採納之企業管治常規守則，乃參考創業板上市規則附錄十五所載之企業管治常規守則（「企業管治守則」）及企業管治報告（「企業管治報告」）而釐定。

截至二零一三年十二月三十一日止，並無偏離企業管治守則所載守則條文之要求。

(2) 董事會

董事會負責督導本集團之策略方向、管理、業務及財務表現。

董事會已透過主席與行政總裁及各董事委員之領導將本集團業務之日常營運責任交予執行管理團隊。

董事會成員

董事會目前由以下成員組成：

執行董事：

李霞
林迪
陳寅
葉天雄
徐陳美珠（於二零一三年四月三十日辭任）

獨立非執行董事：

林天發
陸海娜
傅炳文

CORPORATE GOVERNANCE REPORT

企業管治報告

(2) BOARD OF DIRECTORS (Continued)

Board Meeting

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

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

| | | 19 Mar 2013 二零一三年 三月十九日 | 8 May 2013 二零一三年 五月八日 | 9 Aug 2013 二零一三年 八月九日 | 11 Nov 2013 二零一三年 十一月十一日 |
|--------------------------------------|-------------------|-------------------------------|-----------------------------|-----------------------------|--------------------------------|
| Li Xia | 李霞 | ✓ | ✓ | ✓ | ✓ |
| Lin Di | 林迪 | ✓ | ✓ | ✓ | ✓ |
| Chen Yin | 陳寅 | ✓ | ✓ | ✓ | ✓ |
| Yip Tin Hung | 葉天雄 | ✓ | ✓ | ✓ | ✓ |
| Lam Tin Faat | 林天發 | ✓ | ✓ | ✓ | ✓ |
| Lu Haina | 陸海娜 | ✓ | ✓ | ✓ | ✓ |
| Fu Ping Man | 傅炳文 | ✓ | X | X | ✓ |
| Zee Chan Mei Chu, Peggy [#] | 徐陳美珠 [#] | ✓ | N/A 不適用 | N/A 不適用 | N/A 不適用 |

[#] Resigned on 30 April 2013

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

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

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

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

(2) 董事會 (續)

董事會會議

董事會每年最少舉行四次會議，以檢討財務及營運表現，並且商討本集團之方向及策略。

董事會出席會議之詳情如下：

| | | 19 Mar 2013 二零一三年 三月十九日 | 8 May 2013 二零一三年 五月八日 | 9 Aug 2013 二零一三年 八月九日 | 11 Nov 2013 二零一三年 十一月十一日 |
|--------------------------------------|-------------------|-------------------------------|-----------------------------|-----------------------------|--------------------------------|
| Li Xia | 李霞 | ✓ | ✓ | ✓ | ✓ |
| Lin Di | 林迪 | ✓ | ✓ | ✓ | ✓ |
| Chen Yin | 陳寅 | ✓ | ✓ | ✓ | ✓ |
| Yip Tin Hung | 葉天雄 | ✓ | ✓ | ✓ | ✓ |
| Lam Tin Faat | 林天發 | ✓ | ✓ | ✓ | ✓ |
| Lu Haina | 陸海娜 | ✓ | ✓ | ✓ | ✓ |
| Fu Ping Man | 傅炳文 | ✓ | X | X | ✓ |
| Zee Chan Mei Chu, Peggy [#] | 徐陳美珠 [#] | ✓ | N/A 不適用 | N/A 不適用 | N/A 不適用 |

[#] 於二零一三年四月三十日辭任

董事於定期董事會會議舉行前最少14天獲得通知，董事將於董事會會議舉行前最少3天收到會議議程，以及有關管理層策略性計劃之周詳報告、業務單位主管就彼等之業務提供之更新資料、財務目標、計劃及行動。

全體董事均可獲得公司秘書協助，公司秘書負責確保董事會之程序符合企業管治及監察事宜，並就此向董事會提供意見。

執行董事每兩星期舉行一次會議，以檢視公司洽談中的銷售機會、應收款項及業務單位表現。高級管理層每星期與業務單位主管舉行一次會議，以檢視項目進度及業務單位事項。

本公司之高級管理層、審核委員會及董事會已先後舉行會議，以商討及檢視本集團之企業管治實務，以及透過根據創業板上市規則所載標準為監察基礎，就本集團之表現作出特定檢視。

CORPORATE GOVERNANCE REPORT

企業管治報告

(2) BOARD OF DIRECTORS (Continued)

Independence of Directors

All the directors do not have any financial, business, family or other material/relevant relationship with each other.

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

Directors' Training

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

A training workshop regarding Corporate Governance Code, Connected Transactions and Disclosure of Price Sensitive Information was organised for all directors in November 2013.

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

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

Directors' Liability Insurance

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

(2) 董事會 (續)

董事獨立性

全體董事彼此之間並無任何財務、業務、家族或其他實質／相關聯繫。

本公司確認，已遵照創業板上市規則第5.09條，接獲本公司各獨立非執行董事之獨立性年度確認函，因此所有獨立非執行董事均被視為獨立人士。

董事培訓

全體董事必須清楚彼等之整體責任。任何新任董事將獲提供入職介紹，隨後會獲提供簡介及專業發展計劃。

本公司於二零一三年十一月為全體董事舉辦有關企業管治守則、關連交易及股價敏感資料披露之培訓研討會。

本公司持續向董事提供有關上市規則及其他適用監管規定之最新信息，以確保董事遵守該等規則及提高彼等對良好企業管治常規之認識。

本公司已收到全體董事之培訓記錄，完全遵守創業板上市規則之守則條文第A.6.5條。

董事責任保險

本公司已為董事安排適當責任保險，為彼等因公司業務而面對之風險提供賠償保障，並每年審閱其承保範圍。

CORPORATE GOVERNANCE REPORT

企業管治報告

(3) CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Pursuant to the Code Provision A.2.1 of the CG Code, the roles of Chairman and Chief Executive Officer should be separate and should not be performed by the same individual, so that there is a clear division of responsibilities between the management of the Board and the day-to-day management of the Company's business to ensure a balance of power and authority.

The Chairman of the Board, Ms. Li Xia provides leadership for the Board to ensure that the Board functions properly in compliance with good corporate governance practices; and the Chief Executive Officer, Mr. Lin Di takes the lead in the Company's operations and business development.

(4) AUDIT COMMITTEE

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

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

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

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

The Group's unaudited quarterly and interim results and audited annual results during the year ended 31 December 2013 have been reviewed by the Audit Committee, who is of the opinion that such statements comply with the applicable accounting standards and that adequate disclosures have been made.

(3) 主席兼行政總裁

根據企業管治守則第A.2.1條，主席與行政總裁之職能須分開，且不應由同一人士出任，使董事會管理與本公司日常業務管理之職責清楚劃分，以確保權力和授權之平衡。

董事會主席李霞女士領導董事會，確保董事會依據良好企業管治常規履行職能，而行政總裁林迪先生領導本公司之業務營運及業務發展。

(4) 審核委員會

審核委員會已於二零零零年八月十一日成立。審核委員會之主要工作為檢討與監督本集團之財務報告流程以及內部監控程序。

按照創業板上市規則企業管治守則之修訂所載之守則條文第C.3.3條，審核委員會之經修訂職權範圍已於二零一二年三月二十一日舉行之董事會會議上獲採納。

審核委員會成員現由三位獨立非執行董事林天發先生、陸海娜女士及傅炳文先生所組成。林天發先生為審核委員會之主席。

審核委員會與高級管理層每年舉行四次會議，並與本公司核數師每年最少舉行兩次會議，就本公司之審核事宜、會計政策及準則、會計規則變動(如有)、遵守上市規則事務、內部及審核監控、預算及現金流量預算進行審閱。

審核委員會已審閱本集團截至二零一三年十二月三十一日止年度內之未經審核季度及中期業績及經審核年度業績，審核委員會認為該等報表已遵從適用之會計準則，並已作出充份披露。

CORPORATE GOVERNANCE REPORT

企業管治報告

(4) AUDIT COMMITTEE (Continued)

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

| | | 19 Mar 2013 二零一三年 三月十九日 | 8 May 2013 二零一三年 五月八日 | 9 Aug 2013 二零一三年 八月九日 | 11 Nov 2013 二零一三年 十一月十一日 |
|--------------|-----|-------------------------------|-----------------------------|-----------------------------|--------------------------------|
| Lam Tin Faat | 林天發 | ✓ | ✓ | ✓ | ✓ |
| Lu Haina | 陸海娜 | ✓ | ✓ | ✓ | ✓ |
| Fu Ping Man | 傅炳文 | ✓ | X | X | ✓ |

(4) 審核委員會 (續)

審核委員會成員出席會議之詳情如下：

(5) REMUNERATION COMMITTEE

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

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

The members of Remuneration Committee, comprised of Mr. Lam Tin Faat and Mr. Fu Ping Man, both are Independent Non-executive Directors, and Ms. Li Xia who is Executive Director, Mr. Lam Tin Faat is the Chairman of the Remuneration Committee.

The Remuneration Committee should hold at least one regular meeting in a year. During the year under review, the members of Remuneration Committee, Mr. Lam Tin Faat, Ms. Li Xia and Mr. Fu Ping Man attended the Remuneration Committee Meeting on 11 November 2013.

(5) 薪酬委員會

薪酬委員會已於二零零五年五月十日成立。薪酬委員會乃就本公司全體董事及高級管理人員之薪酬政策及架構向董事會提供建議。

按照創業板上市規則企業管治守則之修訂所載之守則條文第B.1.2條，薪酬委員會之經修訂職權範圍已於二零一二年三月二十一日舉行之董事會會議上獲採納。

薪酬委員會由獨立非執行董事林天發先生及傅炳文先生，以及執行董事李霞女士所組成。林天發先生為薪酬委員會主席。

薪酬委員會應每年舉行至少一次定期會議。回顧年度內，薪酬委員會成員林天發先生、李霞女士及傅炳文先生於二零一三年十一月十一日出席薪酬委員會會議。

CORPORATE GOVERNANCE REPORT

企業管治報告

(6) NOMINATION COMMITTEE

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

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

The members of Nomination Committee, comprised of Mr. Lam Tin Faat and Mr. Fu Ping Man, both are Independent Non-executive Directors, and Ms. Li Xia who is Executive Director, Mr. Lam Tin Faat is the Chairman of the Nomination Committee.

The Nomination Committee should hold at least one regular meeting in a year. During the year under review, the members of Nomination Committee, Mr. Lam Tin Faat, Ms. Li Xia and Mr. Fu Ping Man attended the Nomination Committee Meeting on 11 November 2013.

(7) COMPANY SECRETARY

All Directors have access to the advice and services of the Company Secretary. The Company Secretary is Dr. Tang Lai Wah, who is responsible for facilitating the Board process, as well as communications between Board members and the management, and advising the Board and its committees on all governance matters. The biographical details of Dr. Tang is set out on page 36 of this annual report.

(8) COMPLIANCE OF CODE FOR DIRECTORS' SECURITIES TRANSACTION

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all directors, all directors of the Company have complied with the required standard of dealings and the code of conduct regarding securities transactions by directors adopted by the Company throughout the twelve months ended 31 December 2013.

(6) 提名委員會

提名委員會於二零一二年三月二十一日成立。提名委員會乃協助本公司董事會處理有關委任董事會成員之事宜。

按照創業板上市規則企業管治守則之修訂所載之守則條文第A.5.2條，提名委員會之經修訂職權範圍已於二零一二年三月二十一日舉行之董事會會議上獲採納。

提名委員會由獨立非執行董事林天發先生及傅炳文先生，以及執行董事李霞女士所組成。林天發先生為提名委員會主席。

提名委員會應每年舉行至少一次定期會議。回顧年度內，提名委員會成員林天發先生、李霞女士和傅炳文先生於二零一三年十一月十一日出席提名委員會會議。

(7) 公司秘書

所有董事均可向公司秘書諮詢意見及獲得服務。公司秘書為鄧麗華博士，負責促進董事會程序，以及董事會成員之間及董事會成員與管理層之間的溝通，並就所有管治事宜向董事會及其轄下委員會提供意見。鄧博士之履歷詳情載於本年報第36頁。

(8) 董事進行證券交易遵守守則

本公司已就董事進行之證券交易採納一項條款不低於創業板上市規則第5.48至5.67條所載規定買賣準則之操守守則。經向全體董事作出特定查詢後，本公司全體董事於截至二零一三年十二月三十一日止十二個月期間一直遵守規定買賣準則，以及由本公司所採納有關董事進行證券交易之操守守則。

CORPORATE GOVERNANCE REPORT

企業管治報告

(9) AUDITORS' REMUNERATION

For the year ended 31 December 2013, the remuneration for the provision of audit and non-audit services by the auditors to the Group is as follows:

| | | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|---|------------------|----------------------------------|----------------------------------|
| Fees breakdown by accounting firms | 費用按會計師行劃分 | | |
| Grant Thornton* | 致同會計師事務所* | | |
| Annual audit services | 年度核數服務 | 1,010 | 836 |
| Non-audit services | 非核數服務 | 10 | 530 |
| | | 1,020 | 1,366 |
| Other professional CPA firms | 其他專業執業會計師行 | | |
| Annual audit services | 年度核數服務 | 190 | 152 |
| Total | 總計 | 1,210 | 1,518 |

* Grant Thornton (including Grant Thornton and Grant Thornton Hong Kong Limited), hereinafter referred to as "Grant Thornton".

(9) 核數師酬金

截至二零一三年十二月三十一日止年度，本公司的核數師向本集團提供核數及非核數服務的酬金如下：

* 致同會計師事務所(包括致同會計師事務所(特殊普通合伙)及致同(香港)會計師事務所有限公司)，以下稱「致同會計師事務所」

(10) INTERNAL CONTROLS

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

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

The Board has delegated to management the implementation of such systems of internal controls as well as the review of relevant financial, operational and compliance controls and risk management procedures.

(10) 內部監控

董事會確認，一個健全及有效的內部監控制度將提高營運的效能和效率，增加財務報告的可靠性，使本集團更嚴格遵守現行法例及規例。

管理層已就監察內部監控制度制定本集團之內部監控政策及指引。

董事會授權管理層推行該等內部監控制度之執行工作，並檢討有關財務、營運與監察控制及風險管理之程序。

CORPORATE GOVERNANCE REPORT

企業管治報告

(10) INTERNAL CONTROLS (Continued)

In addition, in the year under review the Group engaged RSM Nelson Wheeler Consulting Limited ("RSM") to review the major operational control of 金香港珠寶(深圳)有限公司 on a project basis. RSM provides an independent review of the adequacy and effectiveness of the internal control system on the captioned operational control. The internal control review report is presented to the Board. The management is responsible for ensuring appropriate actions are taken to rectify any control deficiencies highlighted in the internal control review report.

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

- The internal controls and accounting systems of the Group are designed to provide reasonable assurance that material assets are protected, business risks attributable to the Group are identified and monitored, material transactions are executed in accordance with management's authorisation and the accounts are reliable for publication; and
- There is an ongoing process in place for identifying, evaluating and managing the significant risks faced by the Group.

(11) COMMUNICATION WITH SHAREHOLDERS

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

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

The Company also communicates with its shareholders through annual reports, interim reports, quarterly reports, announcements and circulars issued by the Company from time to time.

(10) 內部監控(續)

此外，於回顧年度內，本集團委聘羅申美諮詢顧問有限公司(「羅申美」)，按個案基準審閱金香港珠寶(深圳)有限公司之主要營運控制。羅申美就內部監控制度對上述營運控制是否充足及有效進行獨立審閱，並向董事會提呈內部控制評核報告。管理層就內部控制評核報告指出之任何監控缺陷，負責確保採取適當行動予以改進。

基於董事會及羅申美就內部監控制度的效能所作出之評估及檢閱，審核委員會接納以下兩項：

- 本集團之內部監控及會計制度旨在合理保證重大資產得到保障、本集團業務風險受到識別及監督、重大交易根據管理層授權而執行，以及賬目可靠地作刊行；及
- 可提供持續識別、評估及管理本集團所面對之重大風險之程序。

(11) 與股東的溝通

股東之權利及於股東大會要求按股數投票表決之程序，均載於本公司之公司細則內。遵照創業板上市規則，股東於週年大會上之任何投票必須按股數表決方式進行。此外，於有關股東大會結束後，本公司將會就按股數投票表決之結果發出公佈。

本公司股東大會提供機會給股東與董事會展開溝通。

本公司亦透過不時刊發之年度報告、中期報告、季度報告、公告及通函與股東進行溝通。

DIRECTORS' REPORT

董事會報告

The Directors have pleasure in submitting their report and audited financial statements for the year ended 31 December 2013.

董事會欣然提呈截至二零一三年十二月三十一日止年度之董事會報告及經審核財務報表。

PRINCIPAL ACTIVITIES

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

主要業務

本公司之主要業務為投資控股。主要附屬公司之主要業務載於財務報表附註16。

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2013 and the state of affairs of the Group and the Company at that date are set out in the financial statements on pages 40 to 148.

業績及分派

本集團截至二零一三年十二月三十一日止年度之業績及本集團與本公司於上述日期之財政狀況，載於第40頁至第148頁之財務報表。

The directors do not recommend the payment of a dividend.

董事不建議派發股息。

FINANCIAL SUMMARY

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

財務概要

本集團於過往五年之業績及資產負債概要載於年報第5頁。

SHARE CAPITAL

Details of the movements in the share capital of the Company are set out in note 33 to the financial statements.

股本

本公司股本之變動詳情載於財務報表附註33。

RESERVES

Details of the movements in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on page 47 and note 34 to the financial statements respectively.

儲備

年內本集團及本公司儲備之變動詳情分別載於第47頁之綜合權益變動表及財務報表附註34。

PROPERTY, PLANT AND EQUIPMENT

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

物業、廠房及設備

本集團物業、廠房及設備之變動詳情載於財務報表附註15。

PRE-EMPTIVE RIGHTS

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

優先購買權

本公司之公司細則或百慕達法律均無有關優先購買權之規定，致令本公司須按比例向現有股東提呈發售新股。

DIRECTORS' REPORT 董事會報告

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

During the year ended 31 December 2013, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

DIRECTORS

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

Executive Directors:

Li Xia (Chairman)

Lin Di (Chief Executive Officer)

Chen Yin

Yip Tin Hung

Zee Chan Mei Chu, Peggy (Resigned on 30 Apr 2013)

Independent Non-executive Directors:

Lam Tin Faat

Lu Haina

Fu Ping Man

In accordance with the Company's Bye-laws, the Directors of the Company shall be subject to retirement by rotation at each annual general meeting. Ms. Li Xia, Mr. Lin Di and Mr. Chen Yin, will retire from office and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of Directors and Senior Management are set out on pages 33 to 37.

DIRECTOR'S SERVICE CONTRACTS

The Company entered into a service contract with Ms. Zee Chan Mei Chu, Peggy for a term of three years which commenced on 1 March 2000. The service contracts were renewed for further periods from 1 March 2003 to 31 December 2003, from 1 January 2004 to 31 December 2013 on a yearly basis. The service contracts will continue thereafter until terminated by either party giving not less than six months' written notice. This service contract was early terminated on 30 April 2013.

購買、出售或贖回本公司上市證券

截至二零一三年十二月三十一日止年度內，本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

董事

年內及直至本報告日期本公司之董事會成員如下：

執行董事：

李霞(主席)

林迪(行政總裁)

陳寅

葉天雄

徐陳美珠(於二零一三年四月三十日辭任)

獨立非執行董事：

林天發

陸海娜

傅炳文

根據本公司之公司細則，本公司董事須於每屆股東週年大會上輪席退任。李霞女士、林迪先生及陳寅先生將於應屆股東週年大會上退任，惟合資格並願意膺選連任。

董事及高級管理人員履歷

董事及高級管理人員履歷載於第33頁至第37頁。

董事之服務合約

本公司已與徐陳美珠女士訂立服務合約，由二零零零年三月一日起計為期三年。該等服務合約已就二零零三年三月一日至二零零三年十二月三十一日及由二零零四年一月一日至二零一三年十二月三十一日按年續期，服務合約於其後繼續生效，直至其中一方發出不少於六個月書面通知終止為止。有關服務合約已於二零一三年四月三十日提早終止。

DIRECTORS' REPORT

董事會報告

DIRECTORS' SERVICE CONTRACTS

(Continued)

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

董事之服務合約(續)

除已於上文披露外，擬於應屆股東週年大會上接受重選之董事概無與本公司或其任何附屬公司訂有於一年內不支付賠償(法定賠償除外)而不可終止之未屆滿服務合約。

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

At 31 December 2013, the interests and short positions of the Directors and the chief executives of the Company and their associates in the shares, underlying shares or debentures of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance (the "SFO"), or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Rule 5.46 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"), were as follows:

董事及主要行政人員於本公司之股份、相關股份及債券中持有之權益及淡倉

於二零一三年十二月三十一日，根據本公司遵照證券及期貨條例(「證券及期貨條例」)第352條規定存置之登記冊所載，或根據香港聯合交易所有限公司(「聯交所」)創業板證券上市規則(「創業板上市規則」)第5.46條給予本公司及聯交所之通知，本公司董事及主要行政人員及彼等之聯繫人士於本公司及其相聯法團之股份、相關股份或債券中持有之權益及淡倉如下：

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

於本公司每股面值0.10港元普通股之好倉

| | | Number of ordinary shares held | | | Total | Percentage of the issued share capital of the Company |
|------------------|----|--------------------------------|----------------|----------------------------------|-------------|---|
| | | Beneficial owner | Held by family | Held by controlled corporation | | |
| Name of Director | | | | | | |
| 董事姓名 | | 實益擁有人 | 由家族持有 | 由受控公司持有 | 總計 | 股本百分比 |
| Li Xia | 李霞 | — | — | 422,909,967 (Note 1) (附註1) | 422,909,967 | 35.58% |
| Lin Di | 林迪 | — | — | 148,910,166 (Note 2) (附註2) | 148,910,166 | 12.53% |

DIRECTORS' REPORT 董事會報告

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

(Continued)

Long positions in the ordinary shares of HK\$0.10 each of the Company (Continued)

Notes:

- (1) These shares were held by Sino Eminent Limited, a company incorporated in the British Virgin Islands which is held as to 72.60% by Ms. Li Xia through Ocean Expert Investments Limited, a company incorporated in the British Virgin Islands.
- (2) These shares were held by Confluence Holdings Limited, a company incorporated in the British Virgin Islands which is wholly-owned by Mr. Lin Di.

Save as disclosed above, none of the Directors nor their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations as at 31 December 2013.

SUBSTANTIAL SHAREHOLDERS

At 31 December 2013, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that the following shareholders had notified the Company of relevant interests and short positions in the issued share capital of the Company.

董事及主要行政人員於本公司之股份、相關股份及債券中持有之權益及淡倉(續)

於本公司每股面值0.10港元普通股之好倉(續)

附註：

- (1) 該等股份由在英屬處女群島註冊成立之華成有限公司持有，該公司由李霞女士透過在英屬處女群島註冊成立之海通投資有限公司持有72.60%權益。
- (2) 該等股份由在英屬處女群島註冊成立並由林迪先生全資擁有之匯原控股有限公司持有。

除已於上文披露外，於二零一三年十二月三十一日，董事或彼等之聯繫人士概無於本公司或其任何相聯法團之任何股份、相關股份或債券中擁有任何權益或淡倉。

主要股東

於二零一三年十二月三十一日，據本公司遵照證券及期貨條例第336條存置之主要股東名冊所載，下列股東已知會本公司於本公司已發行股本中擁有相關權益及淡倉。

DIRECTORS' REPORT

董事會報告

SUBSTANTIAL SHAREHOLDERS (Continued)

主要股東(續)

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

於本公司每股面值0.10港元普通股之好倉

| Name of shareholder | Notes | Number of issued ordinary shares held 持有已發行普通股數目 | Percentage of the issued share capital of the Company 佔本公司已發行股本百分比 | |
|--|--|---|---|--------|
| 股東名稱 | 附註 | | | |
| Sino Eminent Limited | 華成有限公司 | 1 | 422,909,967 | 35.58% |
| Ocean Expert Investments Limited | 海通投資有限公司 | 1 | 422,909,967 | 35.58% |
| Li Xia | 李霞 | 1 | 422,909,967 | 35.58% |
| Confluence Holdings Limited | 匯原控股有限公司 | 1 | 148,910,166 | 12.53% |
| Lin Di | 林迪 | 1 | 148,910,166 | 12.53% |
| Cheung Kong (Holdings) Limited | 長江實業(集團)有限公司 | 2 | 143,233,151 | 12.05% |
| Li Ka-Shing Unity Trustee Company Limited (as trustee of The Li Ka-Shing Unity Trust) | Li Ka-Shing Unity Trustee Company Limited (作為The Li Ka-Shing Unity Trust之信託人) | 2 | 143,233,151 | 12.05% |
| Li Ka-Shing Unity Trustcorp Limited (as trustee of another discretionary trust) | Li Ka-Shing Unity Trustcorp Limited (作為另一全權信託之信託人) | 2 | 143,233,151 | 12.05% |
| Li Ka-Shing Unity Trustee Corporation Limited (as trustee of The Li Ka-Shing Unity Discretionary Trust) | Li Ka-Shing Unity Trustee Corporation Limited (作為The Li Ka-Shing Unity Discretionary Trust之信託人) | 2 | 143,233,151 | 12.05% |
| Li Ka-shing | 李嘉誠 | 2 | 143,233,151 | 12.05% |
| Alps Mountain Agent Limited | Alps Mountain Agent Limited | 2 | 71,969,151 | 6.06% |
| iBusiness Corporation Limited | 匯網集團有限公司 | 2 | 67,264,000 | 5.66% |

Notes:

附註：

(1) These shares have been disclosed as Directors' interests held by controlled corporation in the paragraph headed "Directors' and Chief Executive's Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company".

(1) 該等股份已於「董事及主要行政人員於本公司之股份、相關股份及債券中持有之權益及淡倉」一段中披露為由受控公司持有之董事權益。

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

(2) 李嘉誠先生為The Li Ka-Shing Unity Discretionary Trust ("DT1")及另一全權信託("DT2")之財產授予人。Li Ka-Shing Unity Trustee Corporation Limited ("TDT1", 為DT1之信託人)及Li Ka-Shing Unity Trustcorp Limited ("TDT2", 為DT2之信託人)各自持有The Li Ka-Shing Unity Trust ("UT1")若干單位,但此等全權信託並無於該單位任何信託資產物業中具有任何利益或股份。DT1及DT2之可能受益人包括李澤鉅先生、其妻子與子女及李澤楷先生。Li Ka-Shing Unity Trustee Company Limited ("TUT1")以UT1信託人身份與若干同為TUT1以UT1信託人之身份擁有在其股東大會上行使或控制行使三分之一以上投票權之公司共同持有長江實業(集團)有限公司("長實")已發行股本三分之一以上權益。長實於Alps Mountain Agent Limited ("Alps")及匯網集團有限公司("匯網")擁有在其股東大會上行使或控制行使三分之一以上投票權。

DIRECTORS' REPORT

董事會報告

SUBSTANTIAL SHAREHOLDERS (Continued)

Long positions in the ordinary shares of HK\$0.10 each of the Company (Continued)

Notes: (Continued)

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

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

Save as disclosed above, the Company has not been notified of any other interests or short positions in the issued share capital of the Company at 31 December 2013.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the aggregate turnover attributable to the Group's five largest customers was approximately 60.08% of the Group's total turnover and the Group's largest customer accounted for approximately 27.10% of the Group's turnover.

The aggregate purchases during the year attributable to the Group's five largest suppliers was approximately 67.76% of the Group's total purchases and the Group's largest supplier accounted for approximately 31.94% of the Group's total purchases.

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

主要股東(續)

於本公司每股面值0.10港元普通股之好倉(續)

附註:(續)

TUT1、TDT1及TDT2之全部已發行股本由 Li Ka-Shing Unity Holdings Limited (「Unity Holdco」)擁有。李嘉誠先生及李澤鉅先生分別擁有Unity Holdco三分之一及三分之二全部已發行股本。TUT1擁有長實之股份權益只為履行其作為信託人之責任及權力而從事一般正常業務；並可以信託人身份獨立行使其持有長實股份權益之權力而毋須向Unity Holdco或上文所述之Unity Holdco股份持有人李嘉誠先生及李澤鉅先生徵詢任何意見。

根據證券及期貨條例，李嘉誠先生(彼為DT1及DT2之財產授予人及就證券及期貨條例而言，被視為該兩項信託之成立人)、TUT1、TDT1、TDT2及長實均各自被視為擁有本公司143,233,151股之股份權益，其中包括由Alps持有之71,969,151股股份及由匯網持有之67,264,000股股份。

除已於上文所披露外，並無任何人士知會本公司於二零一三年十二月三十一日持有本公司已發行股本之任何其他權益或淡倉。

主要客戶及供應商

年內，來自本集團首五大客戶之營業額合共佔本集團總營業額約60.08%，而來自本集團最大客戶之營業額佔本集團營業額約27.10%。

年內，向本集團首五大供應商作出之採購額合共佔本集團總採購額約67.76%，而向本集團最大供應商作出之採購額佔本集團總採購額約31.94%。

年內，董事、彼等之聯繫人士或任何股東(據董事所知擁有本公司股本5%以上者)未曾擁有此等供應商或客戶之任何權益。



DIRECTORS' REPORT

董事會報告

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than as disclosed above, at no time during the year was the Company, its holding company, or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' INTERESTS IN CONTINUING CONNECTED TRANSACTIONS



The Group's continuing connected transactions were mainly made with the companies in which directors of the Company have interests in respect of the sales of gold and jewellery  H.K. JEWELRY and purchase of showcases for the brand  H.K. JEWELRY, which constituted continuing connected transactions (the "Continuing Connected Transactions") under the GEM Listing Rules.

On 18 September 2013, 金香港珠寶(深圳)有限公司, a wholly owned subsidiary of the Company, entered into the Master Agreement I, the Master Agreement II, the Master Agreement III and Master Agreement IV with Hangzhou Baidi Jewellery Company Limited* ("Baidi Jewellery"), Shenzhen City Zhong Chuang Union Investment Company Limited* ("Zhong Chuang"), Shenzhen Didi Jewellery Packaging Company Limited* ("Didi Packaging") and Hangzhou Didi Commercial Showcases Company Limited* ("Didi Showcases") respectively.

購買股份或債券之安排

除已於上文披露外，年內本公司、其控股公司或其任何附屬公司概無訂立任何安排致使本公司董事可透過購買本公司或任何其他法團之股份或債券而獲得利益。

董事於持續關連交易之利益

本集團之持續關連交易主要為與本公司董事擁有權益之公司就銷售黃金珠寶產品、購買  香港珠寶品牌之包裝材料及購買  香港珠寶品牌之展櫃而作出之交易，根據創業板上市規則構成持續關連交易（「持續關連交易」）。

於二零一三年九月十八日，本公司全資附屬公司金香港珠寶(深圳)有限公司分別與杭州百迪珠寶有限公司（「百迪珠寶」）、深圳市中創聯合投資有限公司（「中創」）、深圳迪迪首飾包裝有限公司（「迪迪包裝」）及杭州迪迪商業展具有限公司（「迪迪展具」）訂立總協議I、總協議II、總協議III及總協議IV。

* For identification purposes only

DIRECTORS' REPORT

董事會報告

DIRECTORS' INTERESTS IN CONTINUING CONNECTED TRANSACTIONS 董事於持續關連交易之利益 (續)

(Continued)

Transactions

交易

| Name of counterparties | Nature of transactions | (a) Date of Agreement (b) Terms (a) 協議日期 (b) 期限 | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|--|--|--|----------------------------------|----------------------------------|
| 交易方名稱 | 交易性質 | | | |
| (I) Hangzhou Baidi Jewellery Company Limited ("Baidi Jewellery") (Note 2) 杭州百迪珠寶有限公司(「百迪珠寶」)(附註2) | Sales of gold and jewellery products 銷售黃金珠寶產品 | (a) 18 September 2013 (b) 18 September 2013 – 31 December 2015 (a) 二零一三年九月十八日 (b) 二零一三年九月十八日至二零一五年十二月三十一日 | 67,518 | 2,200 |
| (II) Shenzhen City Zhong Chuang Union Investment Company Limited ("Zhong Chuang") (Note 1) 深圳市中創聯合投資有限公司(「中創」)(附註1) | Sales of gold and jewellery products 銷售黃金珠寶產品 | (a) 18 September 2013 (b) 18 September 2013 – 31 December 2015 (a) 二零一三年九月十八日 (b) 二零一三年九月十八日至二零一五年十二月三十一日 | 3,573 | – |
| (III) Shenzhen Didi Jewellery Packaging Company Limited ("Didi Packaging") (Note 2) 深圳迪迪首飾包裝有限公司(「迪迪包裝」)(附註2) | Purchase of packaging materials for the brand H.K. JEWELRY 購買H.K. JEWELRY香港珠寶品牌之包裝材料 | (a) 18 September 2013 (b) 18 September 2013 – 31 December 2015 (a) 二零一三年九月十八日 (b) 二零一三年九月十八日至二零一五年十二月三十一日 | 1,266 | 234 |
| (IV) Hangzhou Didi Commercial Showcases Company Limited ("Didi Showcases") (Note 2) 杭州迪迪商業展具有限公司(「迪迪展具」)(附註2) | Purchase of showcases for the brand H.K. JEWELRY 購買H.K. JEWELRY香港珠寶品牌之展櫃 | (a) 18 September 2013 (b) 18 September 2013 – 31 December 2015 (a) 二零一三年九月十八日 (b) 二零一三年九月十八日至二零一五年十二月三十一日 | 3,653 | 782 |

DIRECTORS' REPORT

董事會報告

DIRECTORS' INTERESTS IN CONTINUING CONNECTED TRANSACTIONS (Continued)

董事於持續關連交易之利益(續)

Relationship between Connected Parties

與關連方之關係

Notes:

附註：

- (1) Zhong Chuang is owned as to 81% by the brother of Ms. Li Xia. Accordingly, Zhong Chuang is an associate of Ms. Li Xia, and hence a connected person of the Company under Chapter 20 of the GEM Listing Rules; and
- (2) each of Baidi Jewellery, Didi Packaging and Didi Showcases is owned as to 90%, 65% and 80% by Hangzhou Didi Investment Joint Stock Company Limited respectively, which in turn is owned as to 10% and 90% by Mr. Lin Di and his father, respectively. Therefore, each of Baidi Jewellery, Didi Packaging and Didi Showcases is an associate of Mr. Lin Di, and hence a connected person of the Company under Chapter 20 of the GEM Listing Rules.

- (1) 中創由李霞女士之胞兄持有81%權益。因此，中創為李霞女士之聯繫人，故根據創業板上市規則第二十章，其為本公司之關連人士；及
- (2) 百迪珠寶、迪迪包裝及迪迪展具各由杭州迪迪投資股份有限公司分別擁有90%、65%及80%權益，而杭州迪迪投資股份有限公司則由林迪先生及其父分別擁有10%及90%權益。因此，百迪珠寶、迪迪包裝及迪迪展具均為林迪先生之聯繫人，故根據創業板上市規則第二十章，其為本公司之關連人士。

Therefore, transactions under Master Agreement (I) to (IV) above constitute Continuing Connected Transactions of this Company under Chapter 20 of the GEM Listing Rules.

因此，根據創業板上市規則第二十章，上述總協議(I)至(IV)項下之交易構成本公司之持續關連交易。

The above Continuing Connected Transactions are subject to various annual cap amounts disclosed in the Company's announcement dated 18 September 2013 and the Company's circular dated 25 October 2013. Capitalised terms used in this section shall have the same meanings as those defined in the above announcement and circular unless specified otherwise.

誠如本公司於二零一三年九月十八日之公告及二零一三年十月二十五日之通函所披露，上述持續關連交易各自訂有年度上限。除另有說明外，本節所用詞彙與上述公告及通函所界定者具有相同涵義。

Opinion of the Independent Non-executive Directors

獨立非執行董事之意見

All the Continuing Connected Transactions above have been reviewed by the Company's Independent Non-executive Directors who have confirmed that: (i) the terms and conditions of each of the Continuing Connected Transactions are on normal commercial terms that are fair and reasonable so far as the independent shareholders are concerned; (ii) the respective proposed annual caps for the Continuing Connected Transactions for the three years ending 31 December 2015 are fair and reasonable so far as the independent shareholders are concerned; and (iii) the Continuing Connected Transactions are conducted in the ordinary and usual course of business of the Group and in the interest of the Company and the shareholders as a whole.

本公司獨立非執行董事已審閱上文列載的所有持續關連交易並確認：(i)各持續關連交易之條款及條件乃按一般商業條款，就獨立股東而言實屬公平合理；(ii)截至二零一五年十二月三十一日止三個年度各自之持續關連交易建議年度上限，就獨立股東而言乃屬公平合理；及(iii)持續關連交易乃於本集團一般及日常業務過程進行，符合本公司及股東之整體利益。

DIRECTORS' REPORT

董事會報告

DIRECTORS' INTERESTS IN CONTINUING CONNECTED TRANSACTIONS (Continued)

Opinion of the Auditors

The Company's auditors were engaged to report on the Group's Continuing Connected Transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditors have issued an unqualified letter containing their findings and conclusions in respect of the Continuing Connected Transactions disclosed by the Group above in accordance with Chapter 20 of the GEM Listing Rules. The auditors have reported to the Directors that the above Continuing Connected Transactions: (1) have received the approval of the Board; (2) are in accordance with the pricing policies of the Company; (3) have been carried out in accordance with the relevant provisions of the agreements governing the transactions; and (4) have not exceeded the relevant annual caps.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

At 31 December 2013, none of the Directors, the management shareholders or their respective associates (as defined in the GEM Listing Rules) had an interest in a business which causes or may cause significant competition with the business of the Group.

CONFIRMATION OF INDEPENDENCE

All the Directors do not have any financial, business, family or other material/relevant relationship with each other.

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

董事於持續關連交易之利益(續)

核數師之意見

本公司核數師受託根據香港鑒證業務準則第3000號「歷史財務資料審核或審閱以外之鑒證工作」並參考香港會計師公會頒佈之實務說明第740號「關於香港上市規則項下持續關連交易之核數師函件」就本集團之持續關連交易作出匯報。核數師已出具無保留意見函件，當中列載其對本集團根據創業板上市規則第二十章所披露上述持續關連交易之發現及總結。就上述持續關連交易，核數師已向董事報告：(1)已取得董事會批准；(2)符合本公司價格政策；(3)乃根據交易規管協議之相關條文而進行；及(4)並無超出相關年度上限。

董事於競爭性業務之權益

於二零一三年十二月三十一日，董事、管理層股東或彼等各自之聯繫人士(定義見創業板上市規則)概無於足以或可能與本集團業務構成重大競爭之業務中擁有任何權益。

獨立性確認書

全體董事彼此之間並無任何財務、業務、家族或其他實質／相關聯繫。

本公司確認，彼等已遵照創業板上市規則第5.09條，接獲本公司各獨立非執行董事之獨立性年度確認書，因此所有獨立非執行董事均被視為獨立人士。

DIRECTORS' REPORT

董事會報告

AUDIT COMMITTEE

The Company established an Audit Committee on 11 August 2000 with written terms of reference in accordance with Rules 5.28 to 5.29 of the GEM Listing Rules. The Audit Committee is currently comprised three members – Mr. Lam Tin Faat, Ms. Lu Haina and Mr. Fu Ping Man, all of whom are Independent Non-executive Directors. Mr. Lam Tin Faat is the chairman of the Audit Committee. The Audit Committee's principal duties are to review and supervise the financial reporting process and internal control procedures of the Group. The Audit Committee met on a quarterly basis during the year ended 31 December 2013.

SUFFICIENCY OF PUBLIC FLOAT

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

CORPORATE GOVERNANCE

The Company is committed to the establishment of good corporate governance. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 14 to 21.

AUDITORS

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

On behalf of the Board

Li Xia
Chairman

Hong Kong
17 March 2014

審核委員會

根據創業板上市規則第5.28條至第5.29條之規定，本公司已於二零零零年八月十一日成立審核委員會，並以書面制定其職權範圍。審核委員會成員現由三位獨立非執行董事林天發先生、陸海娜女士及傅炳文先生所組成。林天發先生為審核委員會之主席。審核委員會之主要工作為檢討與監督本集團之財務報告流程以及內部監控程序。截至二零一三年十二月三十一日止年度內，審核委員會已按每季度舉行會議。

足夠公眾持股量

根據本公司公眾可取得資料及據董事所知，於本年報日期，本公司已發行股本總數至少25%由公眾持有。

企業管治

本公司致力設立良好之企業管治。有關本公司採納之企業管治常規詳情載於第14頁至第21頁之企業管治報告內。

核數師

應屆股東週年大會上將提呈有關重新委聘致同(香港)會計師事務所有限公司為本公司核數師之決議案。

代表董事會

主席
李霞

香港
二零一四年三月十七日

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員履歷

EXECUTIVE DIRECTORS

Ms. LI Xia (Age 40)

Chairman

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

Mr. LIN Di (Age 27)

Chief Executive Officer

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

執行董事

李霞女士 (40歲)

主席

李女士為香港珠寶控股有限公司主席，主持董事會工作及制定本公司的經營方針及投資策略。李女士曾受聘於上海盛久投資發展有限公司，鑒於珠寶行業的經驗和優勢，被公司任命為常務副總，負責公司的行政人事、市場營運、品牌推廣，使該公司得以健康向上發展；於此同時還兼任杭州百迪珠寶有限公司珠寶營運顧問，帶領公司取得優異業績，堪稱珠寶業資深人士。李女士於菲律賓中呂宋國立大學取得工商管理科學學士學位，目前正在東北財經大學MBA學院攻讀高級人員工商管理碩士學位。李女士於二零一二年七月三日獲委任為本集團執行董事。

林迪先生 (27歲)

行政總裁

林先生為香港珠寶控股有限公司行政總裁，負責本公司的企業策劃及業務拓展工作。林迪先生於菲律賓中呂宋國立大學取得工商管理科學學士學位。加入本公司前，林先生曾於杭州迪迪投資股份有限公司、杭州百迪珠寶有限公司及杭州迪迪照明電子有限公司擔任要職。林先生分別受聘於杭州百迪珠寶有限公司品牌拓展部經理及珠寶營運總監期間，使公司在短期內快速進駐嘉興、無錫、杭州、寧波、蘇州及湖州等大型著名商場，取得優異業績。林先生在杭州迪迪照明電子有限公司任職期間，帶領團隊進行珠寶光源設計，其設計的LED燈迅速打入珠寶市場，成為高端名店珠寶專櫃不可替代的光源，林先生亦被杭州迪迪商業展具有限公司邀請進行珠寶專櫃及光源設計，將LED燈與珠寶展櫃完美結合。林先生於二零一二年七月三日獲委任為本集團執行董事。

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員履歷

EXECUTIVE DIRECTORS (Continued)

Mr. CHEN Yin (Age 32)

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

Mr. YIP Tin Hung (Age 45)

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

執行董事(續)

陳寅先生(32歲)

陳先生為中國內地之企業家，彼曾於多間主要從事奢侈品貿易業務之私人公司出任高級職位。陳先生考獲美國寶石學院(GIA)頒發的研究寶石學家文憑、鑽石文憑及有色寶石文憑。陳先生於二零一二年七月三日獲委任為本集團執行董事。

葉天雄先生(45歲)

葉先生於奢侈品零售行業擁有逾二十多年豐富經驗。於一九九九年至二零一二年期間，葉先生於三間以香港及中國內地為業務重心之奢侈品零售集團出任管理層職位。葉先生於一九九一年在廣東工學院(現稱廣東工業大學)機械工程系大學畢業，曾獲北京大學之企業管理課程文憑，且考獲美國寶石學院(GIA)頒發的專業珠寶家文憑，為獲GIA認證之珠寶專業人士。葉先生於二零一二年七月三日獲委任為本集團執行董事。

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理人員履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LAM Tin Faat (Age 38)

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

Ms. LU Haina (Age 35)

Ms. Lu possesses over 8 years of experience in education in relation to jewellery design. From 2005 to 2010, Ms. Lu taught at the school of jewellery of Guangzhou Panyu Polytechnic. Since 2010, Ms. Lu has been teaching at Guangzhou International Economics College. Ms. Lu graduated from Sun Yat-Sen University with a bachelor degree in arts and design and is a holder of a jewellery designer certificate verified by All-China Federation of Industry & Commerce. Ms. Lu was appointed as an Independent Non-executive Director of the Group on 3 July 2012.

Mr. FU Ping Man (Age 55)

Mr. Fu has more than 10 years of experience in the gold and jewellery industry in Hong Kong, Mainland China and Taiwan and holds managerial position in a gold and jewellery company. Since 2002, Mr. Fu has been the director of Best Billion Jewellery Company Limited. He is a supervisor of Shenzhen Gold & Jewellery Association. Mr. Fu was appointed as an Independent Non-executive Director of the Group on 3 July 2012.

獨立非執行董事

林天發先生 (38歲)

林天發先生於香港中文大學獲取工商管理學學士學位。彼於財務核數、會計及財務管理方面積逾十年經驗。彼為香港會計師公會及英國特許公認會計師公會之資深會員，同時亦為英格蘭及威爾斯特許會計師公會會員。林先生現為中國金石礦業控股有限公司(其已發行股份於聯交所上市(股份代號：1380))之獨立非執行董事，並為香港執業會計師林天發會計師行之獨資經營者及瀋誠秘書有限公司和Hongwei Technologies Limited之董事。林先生於二零一二年七月三日獲委任為本集團獨立非執行董事。

陸海娜女士 (35歲)

陸女士於珠寶設計等教學方面擁有逾八年豐富經驗。於二零零五年至二零一零年期間，陸女士於廣州番禺職業技術學院珠寶學院任教。自二零一零年起，陸女士一直於廣州涉外經濟職業技術學院任教。陸女士於中山大學獲得藝術設計專業文學學士學位，並持有獲中華全國工商業聯合會首飾業商會認證之首飾設計師證書。陸女士於二零一二年七月三日獲委任為本集團獨立非執行董事。

傅炳文先生 (55歲)

傅先生於香港、中國內地及台灣黃金珠寶行業擁有逾十年豐富經驗，並於一間黃金珠寶公司出任管理層職位。自二零零二年起，傅先生一直擔任美億珠寶有限公司之董事。彼為深圳市黃金珠寶首飾行業協會之監事長。傅先生於二零一二年七月三日獲委任為本集團獨立非執行董事。

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員履歷

SENIOR MANAGEMENT

Dr. TANG Lai Wah, Venus (Age 56)

Chief Financial Officer and Company Secretary

Dr. Tang is the Chief Financial Officer and Company Secretary of Hong Kong Jewellery Holding Limited. Dr. Tang has over 30 years of accounting and financial management experience and over 10 years of Company Secretary experience in telecommunication, media and information technology industries. Prior to joining the Group in 2002, she held managerial position of Group Financial Controller in several sizeable listed companies in Hong Kong. Dr. Tang is a fellow member of the Association of Chartered Certified Accountants in the United Kingdom, a fellow member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Hong Kong Institute of Directors. She also obtained the Diploma of Accredited Jewelry Professional from the Gemological Institute of America ("GIA"). Dr. Tang received her degree of Bachelor of Arts with honours in Accountancy, degree of Master of Business Administration (Executive) and degree of Doctor of Business Administration from the City University of Hong Kong. Dr. Tang is appointed as Financial Expert by Hong Kong Council of Accreditation Academic and Vocational Qualification.

Dr. CHU Junying (Age 51)

Legal Consultant

Dr. Chu received a doctorate degree from Yunnan University. She served as a lecturer in university for 29 years. She became a qualified lawyer in 1994. She specialises in civil and commercial law and is familiar with the legal matters before and after listing. She worked as a legal consultant in various large-scale enterprises in Mainland China and is currently served as the Company's legal consultant.

Ms. MA Xiaoming, Mary (Age 44)

Director of Administration and Human Resources

Ms. Ma obtained her bachelor degree from Jilin University. She also graduated from Central Luzon State University, Republic of the Philippines with a degree of Bachelor of Science in Business Administration. Ms. Ma held senior management positions in listed companies namely Hong Kong New World Group, Shenzhen branch and Shenzhen Fountain Corporation, responsible for organising and coordinating the operations and management regarding administration and human resources of the group. She has over 15 years of experience in management and is currently served as a director of a subsidiary of the Group.

高級管理人員

鄧麗華博士 (56歲)

首席財務總監暨公司秘書

鄧博士為香港珠寶控股有限公司之首席財務總監暨公司秘書。鄧博士於電訊、傳媒及資訊科技行業，擁有逾三十年會計及財務管理經驗及逾十年公司秘書經驗。於二零零二年加入本集團之前，彼曾於香港多間具規模之上市公司擔任集團財務總監之職位。鄧博士為英國特許公認會計師公會資深會員、香港會計師公會資深會計師及香港董事學會資深會員，且考獲美國寶石學院(GIA)頒發的專業珠寶家文憑。鄧博士先後在香港城市大學獲取會計學榮譽文學士學位、行政人員工商管理碩士學位及工商管理學博士學位。鄧博士被獲委任為香港學術及職業資歷評審局財務專家。

褚俊英博士 (51歲)

法律顧問

褚博士於雲南大學獲取博士學位。在高校任教二十九年，一九九四年獲取律師資格，擅長於民商事法律實務，熟悉公司上市前後的法律事項，在中國內地曾擔任多家大型企業的法律顧問。現為本公司法律顧問。

馬小茗女士 (44歲)

行政、人力資源總監

馬女士獲得本科學歷，畢業於吉林大學，並於菲律賓中呂宋國大學取得工商管理科學學士學位。馬女士曾在上市公司香港新世界集團深圳分公司、深圳世紀星源股份公司任職高級管理工作，負責統籌及協調集團行政、人事的運營管理工作，具有逾十五年的管理工作經驗，現任本集團子公司董事。

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員履歷

SENIOR MANAGEMENT (Continued)

Mr. ZHANG Tuoji (Age 30)

Deputy General Manager

Mr. Zhang graduated from Panyu Polytechnic Institute. He is a member of the senior management team of the Company. He worked for Luk Fook Jewellery and 3-D GOLD Jewellery and has almost 9 years of extensive experience in the jewellery industry. He is familiar with the situation of jewellery enterprises and has ample experience in brand marketing, market expansion, and brand planning and promotions. He is responsible for brand marketing and market expansion of the Company.

Mr. LAI Kwok Kai, Sunny (Age 45)

Product Analyst

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

高級管理人員(續)

張托記先生(30歲)

副總經理

張先生畢業於番禺理工學院。為本公司高級管理人員，曾在六福珠寶及金至尊珠寶任職，擁有近九年豐富的珠寶行業的工作經歷，熟悉珠寶企業狀況，在品牌營運、市場拓展以及品牌策劃推廣方面經驗豐富，現主要負責公司品牌營運及市場拓展。

黎國楷先生(45歲)

貨品分析師

黎先生為本公司貨品分析師，曾在周大福珠寶及金至尊珠寶任職，擁有逾十五年豐富的珠寶行業的工作經歷，擅長控制貨品周轉率，規範貨品存銷比例及走勢，整理現有貨品及規劃未來貨品之路線，調整貨品款式及價位，制定貨品價格倍率，設立價格調整機制。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告



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

**致香港珠寶控股有限公司全體股東
(於百慕達註冊成立之有限公司)**

We have audited the consolidated financial statements of Hong Kong Jewellery Holding Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 40 to 148, which comprise the consolidated and company statements of financial position as at 31 December 2013, and the consolidated statement of profit or loss and other 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.

本核數師(以下簡稱「我們」)已審核載於第40頁至第148頁之香港珠寶控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於二零一三年十二月三十一日之綜合及公司的財務狀況表與截至該日止年度的綜合損益及其他全面收益表、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

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

董事就綜合財務報表須負擔的責任

貴公司董事須負責遵照香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製綜合財務報表，以令綜合財務報表作出真實而公平的反映，及落實其認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

AUDITORS' RESPONSIBILITY

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

核數師的責任

我們的責任是根據我們的審核工作的結果，根據百慕達一九八一年公司法第90條對該等綜合財務報表作出意見，並僅向全體股東報告。除此以外，本報告概不可用作其他用途。我們概不就本報告的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.

我們乃按照香港會計師公會頒佈的香港核數準則進行審核工作。該等準則要求我們遵守道德規範，並計劃及進行審核工作，以合理保證此等綜合財務報表是否不存在任何重大錯誤陳述。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

AUDITORS' RESPONSIBILITY (Continued)

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

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

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 2013 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.

Grant Thornton Hong Kong Limited

Certified Public Accountants
Level 12
28 Hennessy Road
Wanchai
Hong Kong

17 March 2014

Chiu Wing Ning
Practising Certificate No.: P04920

核數師的責任(續)

審核涉及執行情序以取得與綜合財務報表所載金額及披露事項有關的審核憑證。所選用之程序視乎核數師的判斷，包括評估綜合財務報表是否存在因欺詐或錯誤而引起之重大錯誤陳述的風險。在作出該等風險評估時，核數師考慮與該公司編製及真實公平地呈列綜合財務報表有關的內部監控，以制定適當審核程序，但並非為就公司的內部監控之效能表達意見。審核工作亦包括評估董事所採用的會計政策是否恰當及所作的會計估計的合理性，以及評估綜合財務報表的整體呈列方式。

我們相信，我們所取得的審核憑證是充份及適當的，為我們的審核意見提供基礎。

意見

我們認為，綜合財務報表已根據香港財務報告準則真實及公平地反映 貴公司及 貴集團於二零一三年十二月三十一日的財務狀況，及 貴集團截至該日止年度的虧損及現金流量，並已按照香港公司條例的披露規定妥善編製。

致同(香港)會計師事務所有限公司

執業會計師
香港
灣仔
軒尼詩道28號
12樓

二零一四年三月十七日

趙永寧
執業證書編號：P04920

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

| | | Notes 附註 | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|--|----------------------------------|-------------|----------------------------------|----------------------------------|
| Revenue | 收入 | 5 | 579,380 | 350,880 |
| Other income | 其他收益 | 7 | 5,016 | 34,163 |
| Change in inventories | 存貨變動 | | 67,168 | 47,344 |
| Purchase of goods | 購買貨品 | | (451,230) | (184,645) |
| Professional fee | 專業費用 | | (21,869) | (41,556) |
| Employee benefits expense | 僱員福利開支 | 13 | (148,293) | (135,197) |
| Depreciation and amortisation | 折舊及攤銷 | | (5,599) | (4,773) |
| Other expenses | 其他開支 | | (38,556) | (29,459) |
| Finance costs | 財務費用 | 8 | (740) | (295) |
| (Loss)/Profit before income tax | 扣除所得稅前 (虧損)/溢利 | 9 | (14,723) | 36,462 |
| Income tax expense | 所得稅開支 | 10 | (1,447) | (1,361) |
| (Loss)/Profit for the year | 年內(虧損)/溢利 | | (16,170) | 35,101 |
| Other comprehensive income for the year, including reclassification adjustments and net of tax* | 年內其他全面收入， 包括重新分類調整 及已扣除稅項* | | | |
| Items that will be reclassified subsequently to profit or loss: | 其後將會重新分類至 損益表之項目： | | | |
| Exchange gain on translation of financial statements of foreign operations | 換算海外業務財務 報表的匯兌收益 | | 2,464 | 487 |
| Reclassification adjustments for the cumulative gain transferred to profit or loss: | 已轉撥至損益表之 累計收益之重新 分類調整： | | | |
| – release of exchange translation reserve upon deregistration of a subsidiary | – 註銷一間附屬 公司時解除 之匯兌儲備 | 37 | (553) | – |
| Change in fair value of available-for-sale financial assets | 可供出售金融資產之 公允價值變動 | | – | (123) |
| Impairment loss on available-for-sale financial assets transferred to profit or loss | 已轉撥至損益表之 可供出售金融資產 之減值虧損 | | – | 123 |
| Other comprehensive income for the year | 年內其他全面收入 | | 1,911 | 487 |
| Total comprehensive (loss)/income for the year | 年內全面(虧損)/收入 總額 | | (14,259) | 35,588 |
| (Loss)/Profit for the year attributable to: | 應佔年內(虧損)/溢利： | | | |
| Owners of the Company | 本公司擁有人 | 11 | (14,091) | 34,158 |
| Non-controlling interests | 非控股權益 | | (2,079) | 943 |
| | | | (16,170) | 35,101 |

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

| | | Notes 附註 | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|--|---------------------|-------------|----------------------------------|----------------------------------|
| Total comprehensive (loss)/income attributable to: | 應佔全面(虧損)/收入總額： | | | |
| Owners of the Company | 本公司擁有人 | | (12,429) | 34,559 |
| Non-controlling interests | 非控股權益 | | (1,830) | 1,029 |
| | | | (14,259) | 35,588 |
| | | | HK cents 港仙 | HK cents 港仙 |
| (Loss)/Earnings per share for (loss)/profit attributable to the owners of the Company during the year | 本公司擁有人年內應佔每股(虧損)/盈利 | | | |
| – Basic and diluted | — 基本及攤薄 | 12 | (1.23) | 3.37 |

* There is no tax effect on the component of other comprehensive income for the years ended 2013 and 2012.

* 截至二零一三年及二零一二年止各年度對其他全面收入的組成部份並沒有產生稅項影響。

The notes on pages 48 to 148 are an integral part of these financial statements.

第48頁至第148頁的附註構成此等財務報表的一部份。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

as at 31 December 2013 於二零一三年十二月三十一日

| | | Notes 附註 | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|--|---------------------|-------------|----------------------------------|----------------------------------|
| ASSETS AND LIABILITIES | 資產及負債 | | | |
| Non-current assets | 非流動資產 | | | |
| Property, plant and equipment | 物業、廠房及設備 | 15 | 14,453 | 10,000 |
| Available-for-sale financial assets | 可供出售金融資產 | 17 | — | 2,543 |
| Goodwill | 商譽 | 18 | — | — |
| Development costs | 開發成本 | 19 | 810 | 2,633 |
| Deferred tax assets | 遞延稅項資產 | 31 | 1,317 | 2,078 |
| | | | 16,580 | 17,254 |
| Current assets | 流動資產 | | | |
| Inventories | 存貨 | 21 | 115,165 | 47,997 |
| Finance lease receivables | 融資租賃應收款項 | 20 | — | 187 |
| Amounts due from customers for contract work | 應收客戶合約工程款項 | 22 | 41,394 | 53,120 |
| Trade receivables | 應收貿易賬款 | 23 | 35,890 | 138,608 |
| Other receivables, deposits and prepayments | 其他應收款項、按金及 預付款項 | 24 | 51,026 | 41,158 |
| Financial assets at fair value through profit or loss | 按公允價值計入損益表 之金融資產 | 25 | 26,602 | 5,151 |
| Bank balances and cash | 銀行存款及現金 | 27 | 71,355 | 87,763 |
| | | | 341,432 | 373,984 |
| Current liabilities | 流動負債 | | | |
| Trade payables | 應付貿易賬款 | 28 | 50,429 | 73,127 |
| Other payables and accrued charges | 其他應付款項及預提費用 | 29 | 46,964 | 40,476 |
| Borrowings | 借貸 | 30 | 55,943 | 111,374 |
| Amounts due to customers for contract work | 應付客戶合約工程款項 | 22 | 9,363 | 12,264 |
| Amounts due to directors | 應付董事款項 | 32 | 2,540 | 1,648 |
| Tax payables | 應付稅項 | | 506 | 391 |
| | | | 165,745 | 239,280 |
| Net current assets | 流動資產淨值 | | 175,687 | 134,704 |
| Total assets less current liabilities | 資產總額減流動負債 | | 192,267 | 151,958 |
| Net assets | 資產淨值 | | 192,267 | 151,958 |

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

as at 31 December 2013 於二零一三年十二月三十一日

| | | Notes 附註 | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|---|-------------------|-------------|----------------------------------|----------------------------------|
| EQUITY | 股權 | | | |
| Share capital | 股本 | 33 | 118,846 | 101,505 |
| Reserves | 儲備 | 34 | 68,611 | 40,158 |
| Equity attributable to the owners of the Company | 本公司擁有人應佔股權 | | 187,457 | 141,663 |
| Non-controlling interests | 非控股權益 | | 4,810 | 10,295 |
| Total equity | 股權總額 | | 192,267 | 151,958 |

Li Xia
Director

李霞
董事

Lin Di
Director

林迪
董事

The notes on pages 48 to 148 are an integral part of these financial statements.

第48頁至第148頁的附註構成此等財務報表的一部份。

STATEMENT OF FINANCIAL POSITION

財務狀況表

as at 31 December 2013 於二零一三年十二月三十一日

| | | Notes 附註 | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|--|------------------|-------------|----------------------------------|----------------------------------|
| ASSETS AND LIABILITIES | 資產及負債 | | | |
| Non-current assets | 非流動資產 | | | |
| Interest in subsidiaries | 於附屬公司之權益 | 16 | — | — |
| Current assets | 流動資產 | | | |
| Prepayments | 預付款項 | | 225 | 230 |
| Amounts due from subsidiaries | 應收附屬公司款項 | 26 | 144,414 | 119,670 |
| Bank balances and cash | 銀行存款及現金 | 27 | 543 | 5,528 |
| | | | 145,182 | 125,428 |
| Current liabilities | 流動負債 | | | |
| Other payables and accrued charges | 其他應付款項及 預提費用 | | 566 | 377 |
| Amounts due to subsidiaries | 應付附屬公司款項 | 26 | 64,753 | 64,753 |
| | | | 65,319 | 65,130 |
| Net current assets | 流動資產淨值 | | 79,863 | 60,298 |
| Total assets less current liabilities | 資產總額減流動負債 | | 79,863 | 60,298 |
| Net assets | 資產淨值 | | 79,863 | 60,298 |
| EQUITY | 股權 | | | |
| Share capital | 股本 | 33 | 118,846 | 101,505 |
| Reserves | 儲備 | 34 | (38,983) | (41,207) |
| Total equity | 股權總額 | | 79,863 | 60,298 |

Li Xia
Director

李霞
董事

Lin Di
Director

林迪
董事

The notes on pages 48 to 148 are an integral part of these financial statements.

第48頁至第148頁的附註構成此等財務報表的一部份。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

| | | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|---|-----------------------------|----------------------------------|----------------------------------|
| Cash flows from operating activities | 來自經營活動之現金流量 | | |
| (Loss)/Profit before income tax | 扣除所得稅前(虧損)/溢利 | (14,723) | 36,462 |
| Adjustments for: | 調整： | | |
| Depreciation | 折舊 | 3,776 | 2,677 |
| Amortisation of development costs | 開發成本之攤銷 | 1,823 | 2,096 |
| Provision for impairment of trade receivables | 應收貿易賬款減值撥備 | - | 13 |
| Reversal of provision for impairment of trade receivables | 應收貿易賬款減值撥備之撥回 | (9) | - |
| Impairment loss on available-for-sale financial assets | 可供出售金融資產之減值虧損 | 2,543 | 4,023 |
| Impairment loss on goodwill | 商譽之減值虧損 | - | 1,140 |
| Net loss on disposal/Written off of property, plant and equipment | 出售/註銷物業、廠房及設備之淨虧損 | 1,213 | - |
| Net gain on disposal of property, plant and equipment | 出售物業、廠房及設備之淨收益 | - | (30,870) |
| Fair value loss/(gain) on financial assets at fair value through profit or loss | 按公允價值計入損益表之金融資產之公允價值虧損/(收益) | 1,389 | (1,006) |
| Gain on disposal of financial assets at fair value through profit or loss | 出售按公允價值計入損益表之金融資產之收益 | - | (142) |
| Interest expense | 利息開支 | 740 | 295 |
| Written down of inventories | 存貨之撇減 | 1,623 | - |
| Dividend income | 股息收益 | (850) | (122) |
| Interest income | 利息收益 | (936) | (958) |
| Currency translation adjustment | 外匯兌換調整 | 6,005 | 19 |
| Operating profit before working capital changes | 營運資金變動前之經營溢利 | 2,594 | 13,627 |
| Increase in inventories | 存貨增加 | (69,951) | (47,349) |
| Decrease in finance lease receivables | 融資租賃應收款項減少 | 187 | 379 |
| Decrease/(Increase) in amounts due from customers for contract work | 應收客戶合約工程款項減少/(增加) | 11,726 | (18,959) |
| Decrease/(Increase) in trade receivables | 應收貿易賬款減少/(增加) | 102,727 | (97,120) |
| Increase in other receivables, deposits and prepayments | 其他應收款項、按金及預付款項增加 | (9,318) | (27,995) |
| (Increase)/Decrease in financial assets at fair value through profit or loss | 按公允價值計入損益表之金融資產(增加)/減少 | (22,840) | 749 |
| (Decrease)/Increase in trade payables | 應付貿易賬款(減少)/增加 | (22,698) | 46,207 |
| Increase in other payables and accrued charges | 其他應付款項及預提費用增加 | 6,174 | 2,254 |
| (Decrease)/Increase in amounts due to customers for contract work | 應付客戶合約工程款項(減少)/增加 | (2,845) | 5,428 |
| Cash used in operations | 經營業務所動用之現金 | (4,244) | (122,779) |
| Interest paid | 已付利息 | (265) | (295) |
| Income tax paid | 已付所得稅 | (205) | - |
| Net cash used in operating activities | 經營活動所動用之現金淨額 | (4,714) | (123,074) |

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

| | Notes 附註 | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 | |
|--|-----------------------------------|----------------------------------|----------------------------------|---|
| Cash flows from investing activities | 來自投資活動之現金流量 | | | |
| Purchase of property, plant and equipment | 購買物業、廠房及設備 | (9,222) | (3,982) | |
| Proceeds from disposal of property, plant and equipment | 出售物業、廠房及設備所得款項 | 44 | 36,900 | |
| Dividend received | 已收股息 | 850 | 122 | |
| Interest received | 已收利息 | 386 | 925 | |
| <i>Net cash (used in)/from investing activities</i> | <i>投資活動所(動用)/產生之現金淨額</i> | (7,942) | 33,965 | |
| Cash flows from financing activities | 來自融資活動之現金流量 | | | |
| Proceeds from borrowings | 借貸所得款項 | 55,055 | 114,999 | |
| Repayment of borrowings | 償還借貸 | (114,213) | (9,594) | |
| Increase in amounts due to directors | 應付董事款項增加 | 1,512 | 1,648 | |
| Repayment of amounts due to directors | 償還應付董事款項 | (680) | — | |
| Return of capital from a deregistered subsidiary to non-controlling interests | 退回一間已註銷附屬公司之資本 | | | |
| | 予非控股權益 | 37 | (3,655) | — |
| Proceeds from issuance of shares upon placement | 於配售時發行股份之所得款項 | 33 | 58,959 | — |
| Share issuing costs | 股份發行成本 | 33 | (736) | — |
| <i>Net cash (used in)/from financing activities</i> | <i>融資活動所(動用)/產生之現金淨額</i> | (3,758) | 107,053 | |
| Net (decrease)/increase in cash and cash equivalents | 現金及現金等價物之(減少)/增加淨額 | (16,414) | 17,944 | |
| Cash and cash equivalents at 1 January | 於一月一日之現金及現金等價物 | 87,763 | 69,233 | |
| Effect on foreign exchange rate changes, on cash held | 匯率變動對所持現金之影響 | 6 | 586 | |
| Cash and cash equivalents at 31 December, represented by bank balances and cash | 於十二月三十一日之現金及現金等價物，即銀行存款及現金 | 71,355 | 87,763 | |

The notes on pages 48 to 148 are an integral part of these financial statements.

第48頁至第148頁的附註構成此等財務報表的一部份。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

| | | Equity attributable to owners of the Company 本公司擁有人應佔股權 | | | | | | Non-controlling interests 非控股權益 HK\$'000 千港元 | Total equity 股權總額 HK\$'000 千港元 |
|---|----------------------------|--|--|---|---|---|--------------------------------|---|---|
| | | Share capital 股本 HK\$'000 千港元 | Share premium* 股份溢價* HK\$'000 千港元 | Investment revaluation reserve* 投資重估儲備* HK\$'000 千港元 | Exchange reserve* 外匯儲備* HK\$'000 千港元 | Accumulated losses* 累計虧損* HK\$'000 千港元 | Total 總額 HK\$'000 千港元 | | |
| Balance at 1 January 2012 | 於二零一二年一月一日的結餘 | 101,505 | 179,556 | - | 5,612 | (179,569) | 107,104 | 9,266 | 116,370 |
| Profit for the year | 年內溢利 | - | - | - | - | 34,158 | 34,158 | 943 | 35,101 |
| Other comprehensive income | 其他全面收入 | | | | | | | | |
| Exchange gain on translation of financial statements of foreign operations | 換算海外業務財務報表的匯兌收益 | - | - | - | 401 | - | 401 | 86 | 487 |
| Change in fair value of available-for-sale financial assets | 可供出售金融資產之公允價值變動 | - | - | (123) | - | - | (123) | - | (123) |
| Impairment loss on available-for-sale financial assets transferred to profit or loss | 已轉撥至損益表之可供出售金融資產之減值虧損 | - | - | 123 | - | - | 123 | - | 123 |
| Total comprehensive income for the year | 年內全面收入總額 | - | - | - | 401 | 34,158 | 34,559 | 1,029 | 35,588 |
| Balance at 31 December 2012 and 1 January 2013 | 於二零一二年十二月三十一日及二零一三年一月一日的結餘 | 101,505 | 179,556 | - | 6,013 | (145,411) | 141,663 | 10,295 | 151,958 |
| Issue of shares upon placement, net of issuing costs (note 33) | 於配售時發行股份，已扣除發行成本(附註33) | 17,341 | 40,882 | - | - | - | 58,223 | - | 58,223 |
| Deregistration of a subsidiary (note 37) | 註銷一間附屬公司(附註37) | - | - | - | - | - | - | (3,655) | (3,655) |
| Transactions with owners | 與擁有人之交易 | 17,341 | 40,882 | - | - | - | 58,223 | (3,655) | 54,568 |
| Loss for the year | 年內虧損 | - | - | - | - | (14,091) | (14,091) | (2,079) | (16,170) |
| Other comprehensive income | 其他全面收入 | | | | | | | | |
| Exchange gain on translation of financial statements of foreign operations | 換算海外業務財務報表的匯兌收益 | - | - | - | 2,215 | - | 2,215 | 249 | 2,464 |
| Reclassification adjustments for the cumulative gain transferred to profit or loss: | 已轉撥至損益表之累計收益之重新分類調整： | | | | | | | | |
| - release of exchange translation reserve upon deregistration of a subsidiary (note 37) | 一註銷一間附屬公司時解除之匯兌儲備(附註37) | - | - | - | (553) | - | (553) | - | (553) |
| Total comprehensive loss for the year | 年內全面虧損總額 | - | - | - | 1,662 | (14,091) | (12,429) | (1,830) | (14,259) |
| Balance at 31 December 2013 | 於二零一三年十二月三十一日的結餘 | 118,846 | 220,438 | - | 7,675 | (159,502) | 187,457 | 4,810 | 192,267 |

* These reserves accounts comprise the Group's reserves of HK\$68,611,000 (2012: HK\$40,158,000) in the consolidated statement of financial position.

* 該等儲備賬構成綜合財務狀況表內本集團儲備為68,611,000港元(二零一二年：40,158,000港元)。

The notes on pages 48 to 148 are an integral part of these financial statements.

第48頁至第148頁的附註構成此等財務報表的一部份。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

1. GENERAL INFORMATION

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

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

The Company is an investment holding company. Its principal subsidiaries are engaged in the design and sales of gold and jewellery products, the development, sale and implementation of enterprise software and the provision of systems integration, professional services and Application Service Provider ("ASP") services, and investment holding. The Group's operations are based in Hong Kong and The People's Republic of China ("PRC").

The financial statements for the year ended 31 December 2013 were approved for issue by the board of directors on 17 March 2014.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

The financial statements on pages 40 to 148 have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the disclosure requirements of the Hong Kong Companies Ordinance. The financial statements also include the applicable disclosure requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited ("GEM Listing Rules").

1. 一般資料

香港珠寶控股有限公司(「本公司」)乃一間於百慕達註冊成立之獲豁免有限公司，其註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda，而主要營業地點為香港。本公司股份在香港聯合交易所有限公司創業板(「創業板」)上市。

董事認為，於呈報期末，本公司由華成有限公司(一間於英屬處女群島註冊成立之有限公司)控制。本公司之最終母公司為海通投資有限公司(一間於英屬處女群島註冊成立之公司)。

本公司為一間投資控股公司。其主要附屬公司從事設計及銷售黃金珠寶產品、企業軟件開發、銷售及實施，以及提供系統集成、專業服務及應用軟件服務供應商服務、以及投資控股。本集團之營運基地為香港及中華人民共和國(「中國」)。

截至二零一三年十二月三十一日止年度之財務報表已經由董事會於二零一四年三月十七日批准刊發。

2. 主要會計政策概要

2.1 編製基準

第40頁至第148頁之財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)，包括所有適用之個別香港財務報告準則、香港會計準則及詮釋，及香港公司條例之披露規定編製。財務報表亦包括香港聯合交易所有限公司創業板證券上市規則(「創業板上市規則」)之適用披露規定編製。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

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

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

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

2.2 Basis of consolidation

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

Subsidiaries are all entities (including special purpose entities) controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity when assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

2. 主要會計政策概要(續)

2.1 編製基準(續)

編製該等財務報表所採用之主要會計政策概述如下。除另有註明外，該等政策已於所有呈報年度內貫徹應用。採納新訂或經修訂香港財務報告準則及其對本集團財務報表的影響(如有)於附註3披露。

財務報表乃按歷史成本基準編製，惟分類作可供出售金融資產及按公允價值計入損益表之金融資產的金融工具，則按公允價值呈列。計量基礎詳述於以下會計政策。

謹請注意，編製財務報表時須作出會計估計及假設。雖然此等估計乃按管理層對現存事件及行動之最佳理解及判斷而作出，惟實際結果最終可能有別於該等估計。此乃涉及高度判斷或複雜性之範疇，此等假設及估計如對財務報表而言有重大的影響，已於附註4披露。

2.2 綜合之基準

綜合財務報表包括本公司及其附屬公司截至每年十二月三十一日止之財務報表。

附屬公司為本集團所控制之所有實體(包括特別用途實體)。倘本集團因參與一家實體之業務而可或有權獲得可變回報，且有能力透過對實體行使權力而影響其回報，則對該實體擁有控制權。於評估本集團是否有權力時，僅考慮(由本集團及其他方所持有之)實質權利。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策概要(續)

2.2 Basis of consolidation (Continued)

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

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

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

2.2 綜合之基準(續)

於綜合財務報表，年內收購或出售的附屬公司的業績，由收購生效當日起計或截至出售生效當日(如適用)已包括在綜合損益及其他全面收益表內。

集團內公司間之交易、結餘及未變現之交易收益及虧損會於編製綜合財務報表時予以對銷。倘集團內公司間之出售資產之未變現虧損於綜合賬目時撥回，相關資產亦會基於本集團之觀點進行減值測試。附屬公司財務報表之數額在必要時已予調整，確保與本集團採納之會計政策一致。

非控股權益指非由本公司直接或間接應佔附屬公司的權益，而本集團未與該等權益的持有人協定任何附加條款，以使本集團整體上對該等權益產生符合金融負債定義的合約責任。就每項業務合併而言，本集團可選擇以公允價值或按其分佔附屬公司可識別資產淨值的份額計量任何非控股權益。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Basis of consolidation (Continued)

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

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

2.3 Business combination

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

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

2. 主要會計政策概要(續)

2.2 綜合之基準(續)

非控股權益在綜合財務狀況表的股權中呈列，且獨立於本公司擁有人應佔股權。非控股權益應佔本集團業績於綜合損益及其他全面收益表賬面呈列，作為非控股權益與本公司擁有人的年內溢利或虧損總額及全面收入總額分配。

於本公司之財務狀況表中，附屬公司按成本值減去減值虧損列賬，除非該附屬公司為持作待售或包括於出售組別內。成本包括直接應佔的投資成本。附屬公司之業績由本公司按呈報期末之已收及應收股息列賬。所有股息（無論是從被投資方收購前或收購後的溢利中獲取）均在本公司損益表確認。

2.3 業務合併

收購附屬公司及業務採用收購法入賬。業務合併的收購代價按公允價值計量，而計算方法為本集團所轉讓的資產、本集團向被收購方前股東產生的負債及本集團用作交換被收購方的控制權所發行之股權的總和。有關收購的成本於產生時確認於損益表中。

於業務合併中收購的可識別資產及承擔的負債及或然負債乃於收購日初步按其公允價值計量。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策概要(續)

2.3 Business combination (Continued)

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

2.4 Foreign currency translation

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

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At the end of the reporting period, 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 end of the reporting period retranslation of monetary assets and liabilities are recognised in profit or loss.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

2.3 業務合併(續)

商譽乃以已轉撥的代價、任何非控股權益於被收購方中所佔金額與及收購方過往於被收購方所持股權的公允價值(如有)之總和，超出所收購的可識別資產及所承擔的負債於收購日的淨值之數額計量。倘經過評估後，所收購的可識別資產與所承擔的負債於收購日的淨額高於已轉撥的代價、非控股權益於被收購方中所佔金額與及收購方過往於被收購方所持股權的公允價值(如有)之總和，則超出的數額即時於損益表中確認為議價收購收益。

2.4 外幣換算

該等財務報表以港元呈列，而港元亦為本公司之功能貨幣。

於綜合實體之個別財務報表內，外幣交易按交易當日之匯率換算為個別實體之功能貨幣。於呈報期末，以外幣計值的貨幣資產及負債均按呈報期間的適用外匯匯率換算。因結算該等交易及負債而產生的匯兌盈虧於呈報期末重新換算貨幣資產及在損益表確認。

按公允價值入賬且以外幣結算之非貨幣項目，乃按釐定公允價值當日之適用匯率換算。以外幣及按歷史成本計算之非貨幣項目不進行重新換算。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.4 Foreign currency translation (Continued)

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

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

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

2. 主要會計政策概要(續)

2.4 外幣換算(續)

於綜合財務報表內，所有以本集團呈報貨幣以外貨幣呈列之海外業務的個別財務報表，均已折算為港元。資產及負債並按呈報期末之收市匯率換算為港元。收入及開支已按交易當日之匯率，或申報期之平均匯率換算為港元，惟前提是匯率並無重大波動。因此而產生之任何差額均於其他全面收入確認，並於股權內之外匯儲備獨立累計。

於二零零五年一月一日或以後收購海外業務而產生的商譽和公允價值調整已視作海外業務的資產和負債處理並按照收市匯率換算成港元。但於二零零五年一月一日之前收購海外業務而產生的商譽，按照收購海外業務當日的通行匯率換算。

於出售海外業務(即出售本集團於海外業務的全部權益，或涉及失去對包含海外業務的附屬公司之控制權，或失去對包含海外業務的聯營公司之重大影響力的出售)時，所有就本集團應佔的業務已累計的匯兌差額會重新分類為損益。先前歸屬於非控股權益的任何匯兌差額會被剔除確認，但不會被重新分類為損益。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策概要(續)

2.4 Foreign currency translation (Continued)

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

2.5 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses (note 2.19). The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

As the Group's lease payments cannot be allocated reliably between the land and building elements, the entire lease payments are included in the cost of the leasehold land and buildings as a finance lease in property, plant and equipment (note 2.6).

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

| | |
|-------------------------------|--------------------------|
| Leasehold land and buildings | 2.5% |
| Leasehold improvements | 20 to 33 $\frac{1}{3}$ % |
| Computer and office equipment | 10 to 50% |
| ASP software | 20% |
| Furniture and fixtures | 20 to 25% |
| Motor vehicles | 25 to 30% |

2.4 外幣換算(續)

倘出售擁有海外業務的附屬公司的部份權益(即並無失去控制權),則應佔累計匯兌差額的份額會重新歸類為非控股權益,及不會於損益表內確認。對於其他部份權益出售(如聯營公司或共同控制實體,即不涉及會計基準變動),應佔累計匯兌差額的份額會重新分類為損益。

2.5 物業、廠房及設備

物業、廠房及設備按成本減累計折舊及累計減值虧損列賬(附註2.19)。物業、廠房及設備項目之成本包括其購入價及將資產運抵工作環境及地點作其擬定用途所涉之任何直接成本。

由於本集團的租賃款項未能可靠地分為土地與建築物,因此,整體租賃款項會納入於物業、廠房及設備的租賃土地及建築物成本內作融資租賃處理(附註2.6)。

物業、廠房及設備之折舊乃按其估計可使用年期撇銷其成本減其估計剩餘價值,以直線法撥備,所按年率如下:

| | |
|-------------|-----------------------|
| 租賃土地及建築物 | 2.5% |
| 租賃物業裝修 | 20至33 $\frac{1}{3}$ % |
| 電腦及辦公室設備 | 10至50% |
| 應用軟件服務供應商軟件 | 20% |
| 傢俬及裝置 | 20至25% |
| 汽車 | 25至30% |

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.5 Property, plant and equipment (Continued)

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

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

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

2.6 Leasehold land and land use rights

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantively all the risks and rewards incidental to ownership of each element have been transferred to the Group. Specially, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment (note 2.5).

2. 主要會計政策概要(續)

2.5 物業、廠房及設備(續)

資產的剩餘價值、折舊方法及可使用年期於各呈報期末予以檢討，並於適當時作出調整。

廢棄或出售產生之收益或虧損，按銷售所得款項與資產賬面值之差額釐定，並於損益表內確認。

其後成本僅會於與該項目有關的未來經濟效益可能流入本集團，並且該項目的成本能可靠計算的情況下計入資產的賬面值，或確認為一項獨立資產(倘適用)。已更換零件的賬面值會被剔除確認。所有其他成本，例如維修保養費用，則於費用產生的財政期間計入損益表。

2.6 租賃土地及土地使用權

當租賃包括土地及建築物，本集團需要評估其風險與報酬是否全部轉移至本集團並把每項資產劃分為經營租賃或融資租賃。尤以最低租賃款項(包括任何一次性預付款項)在租賃期開始時，需按出租方從租賃土地、建築物所獲取利益的公允價值之比例分配。當租金未能在土地及建築物間作可靠分配時，整項租賃一般列為融資租賃，並作為物業、廠房及設備列賬(附註2.5)。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策概要(續)

2.7 Goodwill

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

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

Goodwill is stated at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment (see note 2.19).

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

2.7 商譽

業務合併所產生的商譽乃於取得控制權(收購日)當日確認為資產。商譽乃以已轉撥代價的公允價值、任何非控股權益於被收購方中所佔金額，及收購方過往於被收購方所持股權的公允價值(如有)之總和，超出被收購方的可識別資產及負債於收購日的公允價值淨額之數額計量。

經過評估後，倘被收購方的可識別淨資產高於已轉撥的代價、非控股權益於被收購方中所佔金額，及收購方過往於被收購方所持股權的公允價值(如有)之總和，則超出的數額即時於損益表中確認為議價收購收益。

商譽按成本值減累計減值虧損列賬。商譽分配至現金產生單位，並於每年作出減值測試(見附註2.19)。

其後出售附屬公司時，已撥充資本之商譽的應佔金額乃計入出售之收益或虧損。於二零零一年一月一日前與業務合併有關的商譽繼續保留於儲備內，並將於出售與商譽有關的業務之時或當與商譽有關的現金產生單位出現減值時在保留溢利中扣除。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策概要(續)

2.8 Development costs

Costs that are directly attributable to development activities are recognised as intangible assets provided they meet the following recognition requirements:

- (i) demonstration of technical feasibility of the prospective product for internal use or sale;
- (ii) there is an intention to complete the intangible asset and use or sell it;
- (iii) the Group's ability to use or sell the intangible asset is demonstrated;
- (iv) the intangible asset will generate probable economic benefits through internal use or sale;
- (v) sufficient technical, financial and other resources are available for completion; and
- (vi) the expenditure attributable to the intangible asset can be reliably measured.

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

All other development costs are expensed as incurred.

2.8 開發成本

與開發活動有關的成本在符合下列確認條件的情況下乃確認為無形資產：

- (i) 展示潛在產品之技術於內部使用或銷售上屬可行；
- (ii) 有完成此無形資產及可供使用或銷售之意圖；
- (iii) 本集團展示有能力使用或銷售此無形資產；
- (iv) 此無形資產將可透過內部使用或銷售帶來經濟利益；
- (v) 具備充足技術、財政及其他資源以助完成項目；及
- (vi) 此無形資產所屬之開支能可靠地計量。

直接成本包括開發活動產生的僱員成本，連同適當部份之相關間接成本。符合上述確認條件的開發內部研發軟件、產品或知識的成本乃確認為無形資產，並須按與收購無形資產的其後相同計量方法計量。

所有其他開發成本於產生時作為開支費用。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策概要(續)

2.8 Development costs (Continued)

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

Capitalised development costs 3 years

The assets' amortisation methods and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Intangible assets are tested for impairment as described below in note 2.19.

2.9 Financial assets

The Group's accounting policies for financial assets other than interest in subsidiaries are set out below.

Financial assets are classified into the following categories:

- Financial assets at fair value through profit or loss
- Loans and receivables
- Available-for-sale financial assets

2.8 開發成本(續)

於初步確認開發成本後，具有限可使用年期之無形資產乃按成本減累計攤銷及任何累計減值虧損列賬。具有限可使用年期的無形資產乃以直線法於其估計可使用年期計提攤銷，並於當無形資產可供使用時開始攤銷。下列可使用年期會予以應用：

已資本化的開發成本 3年

資產的攤銷方法及可使用年期會於各呈報期末予以檢討及在適用情況下予以調整。

如下文附註2.19所述，無形資產會進行減值測試。

2.9 金融資產

本集團就除於附屬公司之權益以外之金融資產之會計政策載於下文。

金融資產可分為以下類別：

- 按公允價值計入損益表之金融資產
- 借款及應收款項
- 可供出售金融資產

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策概要(續)

2.9 Financial assets (Continued)

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 every 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. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

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

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

2.9 金融資產(續)

管理層視乎收購金融資產之目的，於初步確認時將其金融資產分類，並於許可及適當情況下，於各呈報期末重新評估其分類。

所有金融資產僅於本集團訂立工具之合約條款時確認。按常規方式購買之金融資產則於交易日確認。金融資產於初步確認時按公允價值計算，而並非按公允價值計入溢利或虧損之投資，則加上直接應佔交易成本計算。

當收取投資現金流量之權利屆滿或已轉讓及所有權之絕大部份風險和回報已轉讓時，則剔除確認金融資產。

不論有否出現減值之客觀憑證，於各呈報期末均須檢討金融資產，惟按公允價值計入損益表之金融資產除外。倘存有任何該等憑證，則按金融資產之分類釐定及確認減值虧損。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策概要(續)

2.9 Financial assets (Continued)

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

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

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

Subsequent to initial recognition, the financial assets are measured at fair value with changes in fair value recognised in profit or loss. Fair value is determined by reference to active market transactions. The fair value gain or loss does not include any dividend or interest earned on these financial assets. Dividend and interest income is recognised in accordance with the Group's policies in note 2.17 to these financial statements.

(ii) Loans and receivables

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

2.9 金融資產(續)

(i) 按公允價值計入損益表之金融資產

按公允價值計入損益表之金融資產包括持作買賣之金融資產。

金融資產之購買目的如屬於短期內出售，或其屬於集體管理之已識別金融工具組合一部份，而證據顯示近期有短期獲利模式，則分類為持作買賣金融資產。

初步確認後，此類別之金融資產乃按公允價值計量，其公允價值變動於損益表確認。公允價值乃參考活躍市場交易。此等金融資產之公允價值收益或虧損不計算所賺取之任何股息或利息。股息及利息收益根據本財務報表附註2.17所列之本集團政策確認。

(ii) 借款及應收款項

借款及應收款項指無活躍市場報價，且具有固定或預訂付款之非衍生金融資產。借款及應收款項其後以實際利率法以攤銷成本計量，扣除任何減值虧損。攤銷成本已計及收購時任何折讓或溢價，並包括屬實際利率及交易成本一部份之費用。利息於損益表中確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Financial assets (Continued)

(iii) Available-for-sale financial assets

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

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

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

For available-for-sale investments in equity securities that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments, they are measured at cost less any identified impairment losses at the end of each reporting period subsequent to initial recognition.

2. 主要會計政策概要(續)

2.9 金融資產(續)

(iii) 可供出售金融資產

不符合列入任何其他金融資產類別之非衍生金融資產，乃分類為可供出售金融資產。

所有該類別之金融資產其後按公允價值計量。公允價值之改變所產生之收益或虧損(不包括任何股息及利息收益)，除貨幣資產之減值虧損(見下文政策)及外匯收益及虧損外，直接於其他全面收入確認，並於股權內之投資重估儲備獨立累計，直至該金融資產被撤銷確認之時終止，此時，累計收益或虧損將於自股權重新分類為損益。利用實際利率法計算之利息於損益表中確認。

以外幣計值之可供出售貨幣資產之公允價值以有關外幣釐定，並以呈報期末之現貨匯價換算。因資產攤銷成本改變以致換算差額產生之公允價值變動在損益表確認，而其他變動則在其他全面收入確認。

可供出售之股本證券投資如無在活躍市場報價，而其公允價值不能可靠計量，以及所掛鈎之衍生工具須透過交付該等無報價股本工具之方式結算，則於初步確認後之各呈報期末按成本值減任何已識別減值虧損計量。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策概要(續)

2.9 Financial assets (Continued)

Impairment of financial assets

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

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

- Significant financial difficulty of the debtor;
- A breach of contract, such as a default or delinquency in interest or principal payments;
- It becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- Significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor;
- The disappearance of an active market for that financial asset because of financial difficulties; and
- A significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

2.9 金融資產(續)

金融資產之減值

於各呈報期末，除按公允價值計入損益表的金融資產外，均需進行檢討，以釐定是否出現任何客觀之減值憑證。

個別金融資產減值之客觀憑證，包括本集團注意到以下一項或多項虧損事項之顯著數據：

- 債務人出現重大財政困難；
- 違反合約，如不支付或拖欠利息或本金；
- 債務人可能破產或進行其他財務重組；
- 科技、市場、經濟或法律環境有重大改變而對債務人有不利影響；
- 因出現財政困難導致該金融資產失去活躍市場能力；及
- 股本工具投資之公允價值大幅或長期下跌至低於其成本值。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策概要(續)

2.9 Financial assets (Continued)

Impairment of financial assets (Continued)

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

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

(i) Financial assets carried at amortised cost

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

2.9 金融資產(續)

金融資產之減值(續)

一組金融資產出現之虧損事項顯示該組金融資產之估計未來現金流量出現可計量之減少的顯著數據。該顯著數據包括但不限於組別內債務人之還款狀況，以及與組別內資產拖欠情況有關之國家或地方經濟狀況。

若出現任何該等證據，則按以下方式計量及確認減值虧損：

(i) 按攤銷成本列賬之金融資產

倘有客觀證據顯示按攤銷成本列賬之借款及應收款項出現減值虧損，則減值虧損按該金融資產賬面值與以其原實際利率(即首次確認時計算之實際利率)貼現之估計未來現金流量(不包括尚未產生之未來信貸虧損)現值之差額計算。減值虧損於減值期間於損益表中確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策概要(續)

2.9 Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Financial assets carried at amortised cost (Continued)

If, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that it does not result in a carrying amount of the financial asset exceeding what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in profit or loss of the period in which the reversal occurs.

(ii) Available-for-sale financial assets

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

2.9 金融資產(續)

金融資產之減值(續)

(i) 按攤銷成本列賬之金融資產(續)

倘若其後減值虧損金額減少，而有關減幅可客觀地與確認減值後發生之事件聯繫，則需撥回過往確認之減值虧損，惟於撥回減值當日，不得導致金融資產賬面值超過未被確認減值之原本應計之攤銷成本。撥回金額於撥回發生期間在損益表中確認。

(ii) 可供出售金融資產

當可供出售金融資產公允價值減少並已於其他全面收入內確認及於股權累計，及有客觀證據顯示該資產出現減值時，其金額需自股權中移除，並於損益表中確認為減值虧損。該金額按該資產之收購成本(扣除任何本金償還及攤銷)與現有公允價值之差額，減該資產先前已於損益表中確認之任何減值虧損計量。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策概要(續)

2.9 Financial assets (Continued)

Impairment of financial assets (Continued)

(ii) Available-for-sale financial assets (Continued)

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

(iii) Financial assets carried at cost

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

2.9 金融資產(續)

金融資產之減值(續)

(ii) 可供出售金融資產(續)

就歸類為可供出售及按公允價值列賬之股本工具投資之撥回並不在損益表中確認。日後公允價值之增加將在其他全面收入中確認。

(iii) 以成本列值之金融資產

減值虧損之金額按金融資產之賬面值與估計未來現金流量按同類金融資產之現行市場回報率貼現之現值之差額計量。該等減值虧損於往後期間不會撥回。

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for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策概要(續)

2.9 Financial assets (Continued)

Impairment of financial assets (Continued)

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

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

2.9 金融資產(續)

金融資產之減值(續)

金融資產(如不屬按公允價值計入損益表之金融資產及按攤銷成本列賬之應收貿易賬款)之減值虧損乃直接與相關資產撇銷。若貿易應收賬款被認為有可能但並非不能收回，則屬應收款項呆賬之減值虧損記入撥備賬。若本集團相信應收貿易賬款之可收回性極低，則被認為不可收回之金額乃直接自應收貿易賬款撇銷，並撥回就該應收款項記入撥備賬之任何金額。先前計入撥備賬之金額如在其後收回，則從撥備賬撥回。撥備賬之其他變動及其後收回先前已撇銷之金額，均直接在損益表確認。

於中期就按成本值列賬之可供出售股本證券及無報價股本證券確認之減值虧損，不得於往後期間撥回。因此，倘可供出售股本證券之公允價值於餘下年度期間或其後期間增加，有關增加乃於其他全面收入確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策概要(續)

2.10 Inventories

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

2.11 Cash and cash equivalents

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

2.12 Financial liabilities

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

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. All interest related charges are recognised in accordance with the Group's accounting policy for borrowing costs (see note 2.21).

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

2.10 存貨

存貨包括轉售之商品、原材料及製成品，以成本值與可變現淨值兩者中之較低者列賬。成本包括所有購貨成本及(如適用)將存貨運抵現時地點及達至現時環境所產生之其他成本，並採用先進先出法釐定。可變現淨值為估計之銷售價減除產品之估計完工成本及相關銷售成本。

2.11 現金及現金等價物

現金及現金等價物包括銀行存款及現金以及銀行活期存款。

2.12 金融負債

本集團之金融負債主要包括應付貿易賬款及其他應付款項、應付董事款項及其他借貸。該等項目在財務狀況表內之流動負債下列為應付貿易賬款、其他應付款項及預提費用、應付董事款項及借貸。

金融負債在本集團成為金融工具合約條文的訂約方時確認。所有與利息相關之支出均根據本集團之會計政策就借貸成本確認(見附註2.21)。

金融負債乃於有關負債承擔被解除或註銷或屆滿時終止確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策概要(續)

2.12 Financial liabilities (Continued)

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 derecognition 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.

Borrowings

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

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

Trade and other payables

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

2.13 Financial guarantees issued

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

2.12 金融負債(續)

當現有金融負債為同一貸款人以另一金融負債替代，而該項負債之條款與原有負債存在顯著差異，或現有負債之條款經大幅修訂時，該替代或修訂被視為終止確認原有負債及確認新負債，而各賬面值之差額於損益表內確認。

借貸

借貸最初按公允價值扣除交易成本確認。其後借貸按攤銷成本列賬；所得款項(扣除交易成本)與贖回價值之間之任何差額於借貸期內使用實際利率法於損益表內確認。

除非本集團擁有無條件權利延遲至呈報期末後至少12個月支付負債，否則借貸歸類為流動負債。

應付貿易賬款及其他應付款項

應付貿易賬款及其他應付款項初步按公允價值確認，其後則使用實際利率法按攤銷成本計量。

2.13 已發出之財務擔保

財務擔保合約乃指當某一特定債務人未能按照債務工具之條款償還到期債務時，簽發人(或擔保人)需支付指定款項，以補償持有人因此所涉及之損失。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.13 Financial guarantees issued (Continued)

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

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

2.14 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.

2. 主要會計政策概要(續)

2.13 已發出之財務擔保(續)

當本集團發出一份財務擔保時，該擔保的公允價值在初始被確認為貿易款項及其他應付款項內之遞延收入。因發出財務擔保後收取或可收取之代價，將按照本集團應用於該資產類別的政策入賬。當沒有收到或可收代價時，任何在初步確認為遞延收入之數額，即以支出於損益表內列賬。

初始列賬為遞延收入之擔保數額將由發出財務擔保開始之財務擔保期內於損益表內攤銷。此外，如擔保持有人可能向本集團行使該擔保及預期將會對本集團之索償超出現時之賬面值(即初始列賬數額扣減累計攤銷)(如適用)，則進行減值撥備。

2.14 租賃

倘本集團決定於協定期限內將特定資產使用權出讓以換取一筆或一連串付款之安排，包括一項交易或一連串交易之該項安排屬於或相當於一項租賃。該項決定乃基於安排內容之實質評估而作出，而不論該項安排是否採取租賃之法律形式。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策概要(續)

2.14 Leases (Continued)

(i) Classification of assets leased to the Group

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

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

(ii) Operating lease charges as the lessee

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

2.14 租賃(續)

(i) 租予本集團之資產之分類

本集團持有租賃條款的資產，其大部份的風險和擁有權之回報歸於本集團，均屬於融資租賃。而其大部份的風險及擁有權之回報沒有轉移歸於本集團之租賃，均列作經營租賃，惟下文所述者除外。

根據經營租賃持作自用之土地，如其公允價值不能於租賃開始時從建於其上之建築物之公允價值分開計量，則作融資租賃持有，除非該建築物明確地列為根據經營租約持有(見附註2.6)。就此而言，租賃開始時間指本集團首次訂立租約或從先前承租人接管土地之時間。

(ii) 作為承租人之經營租賃支出

如本集團有權使用經營租賃持有之資產，則根據租賃期內作出之付款，以直線法在損益表中列支；惟其他基準能更清楚地反映租賃資產所產生之收益模式除外。租賃所涉及之租金優惠均在損益表中確認為淨租賃款項總額之組成部份。或然租金(如有)於產生之會計期間內自損益表扣除。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策概要(續)

2.14 Leases (Continued)

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

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

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

2.15 Provisions

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

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

2.16 Share capital

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

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

2.14 租賃(續)

(iii) 作為出租人根據融資租賃出租的資產

當資產根據融資租賃出租時，租賃款項的現值乃確認為應收款項。應收款項總額與應收款項現值之間的差額乃確認為未賺取財務收入。

租賃收入乃以淨投資法於租賃年期確認，其反映租賃淨投資之固定回報率。

2.15 撥備

若本集團目前因過往發生之事件承擔責任(法律或推定)，並可能須流出經濟利益以履行責任，而責任金額能作出可靠估計，則確認撥備。若貨幣時值重大，則撥備按預期履行責任支出之現值列賬。

所有撥備均於各呈報期末檢討，並予調整以反映現時之最佳估計。

2.16 股本

普通股乃分類為股權。股本以已發行股份面值釐定。

與發行股份相關的任何交易成本均自股份溢價內扣減(扣除任何相關所得稅優惠)，惟有關優惠須為股權交易直接應佔之遞增成本。

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財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策概要(續)

2.17 Revenue recognition

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

Jewellery Products

Sales of gold and jewellery products are recognised when the Group sells a product to the customer.

Franchise income in respect of the use of the Group's brand is recognised on an accrual basis in accordance with the substance of the relevant agreements.

IT Products and Services

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

- (a) Revenue from resale of complementary hardware and software products is recognised when the goods are delivered and title has been passed;
- (b) Revenue from sales of software licences is recognised upon delivery of the software products to the customer when there are no post-delivery obligations;

2.17 收入確認

收入包括就銷售貨品及提供服務及其他人士使用本集團產生利息的資產、版權及股息收入之已收或應收代價，並已扣除佣金及折扣之公允價值。如經濟效益可能流入本集團，而收入及成本(如適用)能可靠計量，則收入作如下確認：

珠寶產品

銷售黃金珠寶產品於本集團銷售產品予客戶時確認。

有關使用本集團品牌之特許加盟收入根據相關協議內容之實質按應計基準確認。

資訊科技產品及服務

若合約價可以合理基準以轉售軟、硬件產品、銷售軟件授權使用證及開發自訂軟件等內容分配，則收入按以下方法確認：

- (a) 轉售配套軟硬件產品收入於交付貨物及所有權轉移時確認；
- (b) 軟件授權使用證銷售之收入在交付軟件予客戶且無任何交付後責任時確認；

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.17 Revenue recognition (Continued)

IT Products and Services (Continued)

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

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

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

Systems integration income is recognised when the services are provided.

Professional services income is recognised when the services are provided.

ASP services income is recognised when the services are provided.

2. 主要會計政策概要(續)

2.17 收入確認(續)

資訊科技產品及服務(續)

- (c) 開發客戶自訂軟件之收入乃參考自訂工作之完成階段(包括交付後提供服務支援)於呈報期末確認，並參考迄今所提供之服務相對按與客戶協定將於不同階段提供之設計及指定服務所提供之服務總計之百分比計算。

倘合約價未能以銷售企業軟件產品及開發自訂軟件等相應內容分配，則來自銷售企業軟件產品及自訂產品開發之收入，乃按呈報期末銷售企業軟件及自訂產品開發(包括交付後服務支援)之完成階段確認，並參考迄今所產生之成本相對交易將產生之總成本計算。

保養服務收益以直線法按相關保養服務合約期限確認。倘保養服務收益並非獨立開具發票，則不會計算未授權使用證費用，惟按有關保養服務合約年期以直線法遞延及確認收益。

系統集成之收益於提供服務時確認。

專業服務收益於服務提供時確認。

應用軟件服務供應商服務收益於服務提供時確認。

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財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策概要(續)

2.17 Revenue recognition (Continued)

Other income

Consultancy and management fee income in respect of technical support, and consultancy services and management services are recognised in the period when services are rendered.

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

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

2.18 Contract for services

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

Revenue from the rendering of services is recognised based on the percentage of completion of the transaction, provided that the revenue, the costs incurred and the estimated costs to completion can be measured reliably. The percentage of completion is established by reference to the estimated stage of completion (see note 2.17).

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

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

2.17 收入確認(續)

其他收入

有關技術支援、顧問服務以及管理服務之顧問及管理費收益於服務提供期間確認。

利息收入採用實際利率法按時間比例基準確認。

股息收入於收取款項之權利確立時確認。

2.18 服務合約

提供服務之合約收入為協定合約金額。提供服務之成本包括提供服務直接產生之勞工成本及其他人員成本及相關間接成本。

提供服務之收入按交易完工百分比確認，惟收入及所產生之成本及達致完成之估計成本須能可靠計量。完工百分比乃參考估計完成階段設定(見附註2.17)。

倘管理層預料出現可預見虧損，則即時就此計提撥備。

若估計已進行工程價值高於進度賬單金額，則多出部份作為應收客戶合約工程款項處理。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.18 Contract for services (Continued)

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

2.19 Impairment of non-financial assets

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

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

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

2. 主要會計政策概要(續)

2.18 服務合約(續)

若進度賬單金額高於估計已進行工程價值，則多出部份作為應付客戶合約工程款項處理。

2.19 非金融資產減值

因收購附屬公司所產生之商譽、開發成本、物業、廠房及設備及本公司於附屬公司之權益須進行減值測試。

商譽及開發成本如無限定可使用年期或尚未可以使用，則不論是否出現任何減值跡象，均須最少每年進行減值測試。所有其他資產於有跡象顯示無法收回賬面值時進行減值測試。

減值虧損乃按資產賬面值超過其可收回金額之差額，即時確認為開支。可收回金額為反映市況之公允價值減銷售成本與使用價值較高者計算。評估使用價值時，估計未來現金流量時採用稅前折現率折現至其現值，以反映現時市場對貨幣時值及有關資產特有風險之評估。

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for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.19 Impairment of non-financial assets (Continued)

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e. a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Goodwill in particular is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the group at which the goodwill is monitored for internal management purposes and is not larger than an operating segment. Impairment losses recognised for cash-generating units, to which goodwill has been allocated, are credited initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro rata to the other assets in the cash-generating unit, except that the carrying value of an asset will not be reduced below its individual fair value less cost to sell, or value in use, if determinable.

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

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

2. 主要會計政策概要(續)

2.19 非金融資產減值(續)

就評估減值而言，倘不產生現金流入之資產大部份獨立於其他資產，其可收回金額則按可獨立產生現金流入的最少資產組合(即現金產生單位)釐定。因此，部份資產個別進行減值測試，另有部份則按現金產生單位測試。商譽分配至該等預期可受惠於相關業務合併所帶來協同效應的現金產生單位，即集團內為內部管理目的監控商譽之最小單位，且並不大於經營分部。就已分配商譽之現金產生單位確認之減值虧損，初步計入商譽之賬面值。除資產賬面值將不會調減至低於其個別公允價值減銷售成本或使用價值(如可釐定)外，任何剩餘減值虧損按比例自該現金產生單位之其他資產扣除。

商譽減值虧損不會於其後期間撥回。至於其他資產，倘用於釐定資產可收回金額之估計出現有利變動時，減值虧損將予以撥回，但撥回額不得超過如先前不確認減值，並計提折舊或攤銷得出之賬面值。

於中期期間就商譽確認之減值虧損不會在其後期間撥回。縱使在中期相關之財政年度完結時評估減值，此時即使不用確認虧損或確認較少虧損，亦不會撥回減值虧損。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策概要(續)

2.20 Employee benefits

Retirement benefits

Retirement benefits to employees are provided through defined contribution plans.

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

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

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

Short-term employee benefits

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

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

2.20 僱員福利

退休福利

本集團透過定額供款計劃向僱員提供退休福利。

本集團按照強制性公積金條例，為其所有合資格參與強積金計劃的僱員設立界定供款之退休福利計劃（「強積金計劃」）。供款乃按僱員基本薪金之百分比計算。

本集團於中國、馬來西亞及新加坡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。該等附屬公司須按薪金成本若干百分比對退休計劃供款。

於僱員在年內提供服務時，供款乃於損益表確認為開支。本集團根據此等計劃之責任僅限於應付之固定百分比供款。

短期僱員福利

僱員之年假於僱員有權享用時確認，並已就僱員截至呈報期末按照其所提供服務而預計應取得的年假而作計提。

不能累積之補假（如病假及分娩假期），於休假時方可確認。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策概要(續)

2.21 Borrowing costs

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

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

2.22 Accounting for income taxes

Income tax comprises current tax and deferred tax.

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

2.21 借貸成本

就收購、建造或生產任何合資格資產而產生之借貸成本(扣除就特別借貸的暫時投資所賺取的任何投資收益)，於完成及準備資產作其擬定用途所需期間內撥充資本。合資格資產是指需要頗長時間方可達致其擬定用途或出售的資產。其他借貸成本於產生時計入費用。

當資產產生開支、借貸成本產生和使資產投入擬定用途或銷售所必須的準備工作進行期間，借貸成本乃撥充資本作為合資格資產成本的部份。當使合資格資產投入擬定用途或銷售所必須的絕大部份準備工作完成時，借貸成本會停止資本化。

2.22 所得稅之會計方法

所得稅包括本期及遞延稅項。

本期所得稅資產及／或負債包括本期或過往呈報期間(且於呈報期末尚未支付)，向稅務當局繳納稅款之責任或來自稅務當局之索償，乃根據年內應課稅溢利，按有關財務期間之適用稅率及稅務法例計算。本期稅項資產或負債之所有變動均列入損益表的稅項開支。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.22 Accounting for income taxes (Continued)

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

Deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither taxable nor accounting profit or loss.

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

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

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

2. 主要會計政策概要(續)

2.22 所得稅之會計方法(續)

遞延稅項乃按於呈報期末資產及負債於財務報表之賬面值與其各自之稅基的暫時差額以負債法計算。遞延稅務負債一般就所有應課稅暫時差額確認入賬。倘可能出現應課稅溢利(包括現有應課稅暫時差額)用作抵銷可扣減暫時差額、未動用稅項虧損及未動用稅項抵免，則就所有可結轉之可扣減暫時差額、可動用稅項虧損以及其他未動用稅項抵免確認為遞延稅項資產。

倘暫時差額來自商譽或對稅務及會計溢利或虧損並無影響之初步確認的資產負債交易(業務合併除外)，則不會確認遞延稅項資產及負債。

於附屬公司之權益所產生的應課稅暫時差額須確認為遞延稅項負債，惟本集團可控制暫時差額之撥回及暫時差額不會在短期內撥回則除外。

遞延稅項不予貼現，並按預期應用於償還負債或變現資產期間之稅率計算，惟稅率於呈報期末須為已頒佈或實際上已頒佈。

遞延稅項資產或負債之變動乃於損益表中確認，倘與其他全面收入或股權直接扣除或計入之項目有關，則遞延稅項資產或負債之變動則於其他全面收入或直接於股權中確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策概要(續)

2.22 Accounting for income taxes (Continued)

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

- (a) the Group has the legally enforceable right to set off the recognised amounts; and
- (b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

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

- (a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- (b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:
 - (i) the same taxable entity; or
 - (ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

2.22 所得稅之會計方法(續)

本期稅項資產及本期稅項負債僅在以下情況下會以淨額呈列：

- (a) 本集團依法有強制執行權可以將已確認金額對銷；及
- (b) 有意按淨額基準結算或同時變現資產及結清負債。

本集團僅在以下情況下會以淨額呈列遞延稅項資產及遞延稅項負債：

- (a) 該實體依法有強制執行權可以將本期稅項資產與本期稅項負債對銷；及
- (b) 遞延稅項資產與遞延稅項負債與同一課稅機關就以下任何一項徵收之所得稅有關：
 - (i) 同一應課稅實體；或
 - (ii) 有意於各段未來期間（而預期在有關期間內將結清或收回大額的遞延稅項負債或資產）以淨額基準結算本期稅項負債與資產或同時變現資產及結清負債的不同應課稅實體。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策概要(續)

2.23 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 product and service lines.

The Group has identified the following reportable segments:

- Jewellery Products: design and sales of gold and jewellery products
- IT Products and Services: provision of information technology services and products, including enterprise software products, systems integration, professional services and ASP services

Each of these operating segments is managed separately as each of the product and service lines requires different resources as well as marketing approaches. All inter-segment transfers are carried out at arm's length prices.

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

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

2.23 分部呈報

本集團定期向執行董事報告內部財務資料，以供彼等就本集團業務組成部份的資源分配作決定，以及供彼等檢討該等組成部份的表現，而本集團則根據該等資料劃分營運分部及編製分部資料。向執行董事報告之內部財務資料的業務組成部份，乃依照本集團之主要產品及服務類別釐定。

本集團已識別出下列可呈報分部：

- 珠寶產品：設計及銷售黃金珠寶產品
- 資訊科技產品及服務：提供資訊科技服務及產品，包括企業軟件產品、系統集成、專業服務及應用軟件服務供應商服務

由於各產品及服務類別所需資源及市場方針不同，故各經營分部乃個別管理。所有分部間轉讓乃按公平價格進行。

根據香港財務報告準則第8號，本集團用作呈報分部業績的計量政策與其根據香港財務報告準則編製的財務報表所用者相同，惟非直接歸屬於任何經營分部之業務活動的企業收入及開支，於計算經營分部之經營業績時並不包括在內。

分部資產包括所有資產，惟並非直接歸屬於任何經營分部之業務活動的企業資產不會分配至任何分部。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策概要(續)

2.23 Segment reporting (Continued)

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

No asymmetrical allocations have been applied to reportable segments.

2.23 分部呈報(續)

分部負債不包括並非直接歸屬於任何經營分部之業務活動的企業負債，不會分配予任何分部。

並無對可呈報分部非對稱分配。

2.24 Related parties

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

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Group or the Group's parent.

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

- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
- (iii) Both entities are joint ventures of the same third party;

2.24 關聯方

(a) 倘符合以下情況，即該人士或該人士之近親家庭成員與本集團有關聯：

- (i) 控制或共同控制本集團；
- (ii) 對本集團有重大影響力；或
- (iii) 為本集團或本集團母公司主要管理層成員。

(b) 倘符合下列任何條件，即該實體與本集團有關聯：

- (i) 該實體與本集團屬同一集團之成員公司（即各母公司、附屬公司及同系附屬公司彼此間有關聯）；
- (ii) 一實體為另一實體之聯營公司或合營企業（或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業）；
- (iii) 兩實體均為同一第三方之合營企業；

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for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策概要(續)

2.24 Related parties (Continued)

- (b) An entity is related to the Group if any of the following conditions applies: (Continued)
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) The entity is controlled or jointly controlled by a person identified in (a); or
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

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

2.24 關聯方(續)

- (b) 倘符合下列任何條件，即該實體與本集團有關聯：(續)
- (iv) 一實體為第三方實體之合營企業而另一實體則為該第三方實體之聯營公司；
 - (v) 該實體為本集團或與本集團有關聯之實體就僱員福利設立之離職後僱員福利計劃；
 - (vi) 該實體受(a)所識別人士控制或共同控制；或
 - (vii) (a)(i)所識別人士對該實體有重大影響力或屬該實體(或該實體之母公司)之主要管理層成員。

該某人士之近親家庭成員指彼等與該實體交易時預期可影響該人士或受該人士影響之家庭成員。

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3. ADOPTION OF NEW OR AMENDED HKFRSs

In the current year, the Group has applied for the first time the new standards, amendments and interpretations (the “new HKFRSs”) issued by the HKICPA, which are relevant to and effective for the Group’s financial statements for the annual period beginning on 1 January 2013. Of these, the following developments are relevant to the Group’s financial statements:

- Amendments to HKAS 1 Presentation of Financial Statements – Presentation of Items of Other Comprehensive Income
- HKFRS 10 Consolidated Financial Statements
- HKFRS 12 Disclosure of Interests in Other Entities
- HKFRS 13 Fair Value Measurement
- Annual Improvements to HKFRSs 2009-2011 Cycle
- Amendments to HKFRS 7 Financial Instruments: Disclosures – Offsetting Financial Assets and Financial Liabilities

Impacts of the adoption of the new or amended HKFRSs are discussed below:

Amendments to HKAS 1 Presentation of Financial Statements – Presentation of Items of Other Comprehensive Income

The amendments require entities to present separately the items of other comprehensive income that would be reclassified to profit or loss in the future if certain conditions are met from those that would never be reclassified to profit or loss. The presentation of other comprehensive income in the consolidated statement of profit or loss and other comprehensive income in these financial statements has been modified accordingly.

In addition, the Group has chosen to use the new title “statement of profit or loss and other comprehensive income” as introduced by the amendments in these financial statements.

3. 採納新訂立或經修訂香港財務報告準則

於本年度，本集團首次應用由香港會計師公會頒佈，與本集團有關及適用於本集團於二零一三年一月一日開始之年度期間的財務報表的新準則、修訂及詮釋（「新訂香港財務報告準則」）。下列為當中與本集團財務報表有關之新發展：

- 香港會計準則第1號之修訂 財務報表之呈列－其他全面收益項目之呈列
- 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12號 於其他實體權益之披露
- 香港財務報告準則第13號 公允價值計量
- 二零零九年至二零一一年週期香港財務報告準則之年度改進
- 香港財務報告準則第7號之修訂 金融工具：披露－抵銷金融資產與金融負債

採用新訂及經修訂香港財務報告準則之影響討論如下：

香港會計準則第1號之修訂 財務報表之呈列－其他全面收益項目之呈列

本修訂規定實體將於滿足若干條件下可能於日後重新分類至損益表之其他全面收益項目及永遠不會重新分類至損益表之項目分開呈列。本集團已對該等財務報表內綜合損益及其他全面收益表中的其他全面收益項目之呈列作出相應變更。

此外，本集團已選擇於此等財務報表使用修訂本所引入之新標題「損益及其他全面收益表」。

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3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

HKFRS 10 Consolidated Financial Statements

HKFRS 10 replaces the requirements in HKAS 27 Consolidated and separate financial statements relating to the preparation of consolidated financial statements and HK-SIC 12 Consolidation – Special purpose entities. It introduces a single control model to determine whether an investee should be consolidated, by focusing on whether the entity has power over the investee, exposure or rights to variable returns from its involvement with the investee and the ability to use its power to affect the amount of those returns.

As a result of the adoption of HKFRS 10, the Group has changed its accounting policy with respect to determining whether it has control over an investee. The adoption does not change any of the control conclusions reached by the Group in respect of its involvement with other entities as at 1 January 2013.

HKFRS 12 Disclosure of Interests in Other Entities

HKFRS 12 brings together into a single standard all the disclosure requirements relevant to an entity's interests in subsidiaries, joint arrangements, associates and unconsolidated structured entities. The disclosures required by HKFRS 12 are generally more extensive than those previously required by the respective standards. To the extent that the requirements are applicable to the Group, the Group has provided those disclosures in note 16.

3. 採納新訂立或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號取代香港會計準則第27號 綜合及獨立財務報表(有關綜合財務報表之編製)及香港(常務詮釋委員會)詮釋第12號 綜合—特殊目的實體的規定。其引入單一控制權模式，以釐定應否將被投資方綜合入賬，並側重於實體是否有權控制被投資方、藉參與被投資方業務而有權獲取浮動回報，以及能否運用其權力以影響該等回報金額。

由於採納香港財務報告準則第10號，本集團已修訂有關釐定其是否有權控制被投資方之會計政策。採納是項準則不會改變本集團於二零一三年一月一日參與其他實體所達致之任何有關控制權方面之結論。

香港財務報告準則第12號 於其他實體權益之披露

香港財務報告準則第12號將有關一間實體於附屬公司、合營安排、聯營公司以及非綜合入賬結構實體之權益的所有披露規定融入一項單一準則內。香港財務報告準則第12號規定的披露範圍一般較之前各準則規定者更為廣泛。倘有關規定適用於本集團，本集團已於附註16載列該等披露。

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3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

HKFRS 13 Fair Value Measurement

HKFRS 13 replaces existing guidance in individual HKFRSs with a single source of fair value measurement guidance. HKFRS 13 also contains extensive disclosure requirements about fair value measurements for both financial instruments and non-financial instruments. To the extent that the requirements are applicable to the Group, the Group has provided those disclosures in notes 17, 25 and 39.

Annual Improvements to HKFRSs 2009-2011 Cycle

This cycle of annual improvements contains amendments to five standards with consequential amendments to other standards and interpretations. Among them, HKAS 1 has been amended to clarify that an opening statement of financial position is required only when a retrospective application of an accounting policy, a retrospective restatement or a reclassification has a material effect on the information presented in the opening statement of financial position. The amendments also remove the requirement to present related notes to the opening statement of financial position when such statement is presented.

The improvements to HKFRSs 2009-2011 Cycle does not have any material impact on these financial statements for the year.

Amendments to HKFRS 7 Financial Instruments: Disclosures – Offsetting Financial Assets and Financial Liabilities

The amendments introduce new disclosures in respect of offsetting financial assets and financial liabilities. Those new disclosures are required for all recognised financial instruments that are set off in accordance with HKAS 32 Financial Instruments: Presentation and those that are subject to an enforceable master netting arrangement or similar agreement that covers similar financial instruments and transactions, irrespective of whether the financial instruments are set off in accordance with HKAS 32.

3. 採納新訂立或經修訂香港財務報告準則(續)

香港財務報告準則第13號 公允價值計量

香港財務報告準則第13號以單一公允價值計量指引來源取代目前個別香港財務報告準則的有關指引。香港財務報告準則第13號亦就金融工具及非金融工具的公允價值計量制訂廣泛的披露規定。倘有關規定適用於本集團，本集團已於附註17、25及39載列該等披露。

二零零九年至二零一一年週期香港財務報告準則之年度改進

此週期年度改進包括五項準則之修訂及對其他準則及詮釋的連帶修訂。其中，香港會計準則第1號已作修訂，以釐清當一項會計政策之追溯應用、追溯重列或重新分類，對期初財務狀況表所載資料構成重大影響時，則須呈列上個期間的期初財務狀況表。然而，上個期間的期初財務狀況表的相關附註則毋須呈列。

二零零九年至二零一一年週期香港財務報告準則之改進對本年度財務報表並無任何重大影響。

香港財務報告準則第7號之修訂 金融工具：披露 — 抵銷金融資產與金融負債

有關修訂本就抵銷金融資產及金融負債引入新披露規定。該等新披露規定適用於就根據香港會計準則第32號 金融工具：呈列而抵銷的所有已確認金融工具，以及受可強制執行之主淨額結算安排或包含類似金融工具及交易的類似協議所規限的已確認金融工具(不論該等金融工具是否根據香港會計準則第32號予以抵銷)。

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for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

Amendments to HKFRS 7 Financial Instruments: Disclosures – Offsetting Financial Assets and Financial Liabilities (Continued)

The adoption of the amendments does not have an impact on these financial statements because the Group has not offset financial instruments, nor has it entered into master netting arrangement or similar agreement which is subject to the disclosures of HKFRS 7 during the periods presented.

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

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

Information on these new pronouncements that are expected to be relevant to the Group's financial statements is provided below.

| | Effective for accounting periods beginning on or after |
|---|--|
| Amendments to HKAS 32 Financial Instruments: Presentation – Offsetting financial assets and financial liabilities | 1 January 2014 |
| HKFRS 9 Financial Instruments | 1 January 2015 |

3. 採納新訂立或經修訂香港財務報告準則(續)

香港財務報告準則第7號之修訂 金融工具：披露 — 抵銷金融資產與金融負債(續)

由於本集團於所呈列期間內並無抵銷金融工具，亦無訂立須遵守香港財務報告準則第7號的披露規定的主淨額結算安排或類似協議，故採納該等修訂本不會對此等財務報表造成影響。

於授權刊發此等財務報表當日，若干新訂及經修訂香港財務報告準則經已頒佈但尚未生效，且並無被本集團提早採納。

董事預期，所有已公佈之項目，將於公佈生效日期後開始的首段期間在本集團會計政策內採用。董事現正評估此等香港財務報告準則之影響，但現階段未能闡明此等香港財務報告準則會否對本集團之財務報表構成任何重大影響。

預期與本集團之財務報表相關之新規定所涉及之資料載述於下文。

| | 適用於下列日期開始或之後之會計期間 |
|-----------------------------------|-------------------|
| 香港會計準則第32號之修訂 金融工具：呈列—抵銷金融資產及金融負債 | 二零一四年一月一日 |
| 香港財務報告準則第9號 金融工具 | 二零一五年一月一日 |

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for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

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

4.1 Critical accounting estimates and assumptions

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

Impairment of property, plant and equipment

If circumstances indicate that the net book value of a long lived asset may not be recoverable, the asset may be considered "impaired" and an impairment loss may be recognised in accordance with HKAS 36 Impairment of Assets. The carrying amounts of long lived assets are reviewed periodically in order to assess whether the recoverable amounts have declined below the carrying amounts. These assets are tested for impairment whenever events or changes in circumstances indicate that their recorded carrying amounts may not be recoverable. When such a decline has occurred, the carrying amount is reduced to the recoverable amount. The recoverable amount is the higher of its fair value less costs to sell and its value in use. It is difficult to precisely estimate fair value less costs to sell because quoted market prices for the Group's assets are not readily available. In determining the value in use, expected cash flows generated by the asset are discounted to their present value, which requires significant estimation relating to the level of sales volume, selling prices and the amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of recoverable amount, including estimates based on reasonable and supportable assumptions and projections of sales volume, selling prices and the amount of operating costs.

4. 重要會計估計及判斷

估計及判斷會根據過往經驗及其他因素(包括在現時環境下,對未來事件作出合理之預期)持續進行評估。

4.1 重要會計估計及假設

本集團就未來作出估計及假設。根據其定義,由此得出之會計估計將甚少與相關實際結果等同。下文論述具有對下一財政年度內之資產及負債之賬面值造成重大調整之重大風險的有關估計及假設:

物業、廠房及設備之減值

倘情況顯示長期資產之賬面淨值可能無法收回,有關資產則可能會視為「減值」,並須根據香港會計準則第36號資產減值確認減值虧損。長期資產之賬面值會定期審閱,以評估可收回金額是否下跌至低於賬面值。當事項或環境變動顯示資產之賬面值可能無法收回時,有關資產便會進行減值測試。如果出現下跌跡象,賬面值便會減至可收回金額。可收回金額乃以其公允價值減銷售費用與使用價值兩者中之較高者計算。由於本集團難以獲得資產之公開市價,因此難以準確地估計公允價值減銷售費用。在釐定使用價值時,該資產所產生之預計現金流量會貼現至其現值,因而需要對銷售額水平、售價及經營成本等作出重大估計。本集團在釐定可收回金額之合理概約數額時會採用所有可取得之資料,包括根據合理及可支持之假設所作出之估計以及銷售額、售價及經營成本之預測。

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

4.1 Critical accounting estimates and assumptions (Continued)

Allowance for bad and doubtful debts

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

Fair value of available-for-sale financial assets

The available-for-sale financial assets as recorded in the consolidated statement of financial position included an investment in unlisted private equity fund (the "Fund") amounting to HK\$Nil (2012: HK\$2,543,000) which are stated at fair value.

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

Impairment loss of HK\$2,543,000 (2012: HK\$123,000) was provided during the year because the directors are of the opinion that the amount is uncollectable as the Fund has been put into liquidation in late 2013.

4. 重要會計估計及判斷(續)

4.1 重要會計估計及假設(續)

呆壞賬撥備

本集團之呆壞賬撥備政策是根據應收貿易賬款之可收回能力與賬齡分析而作出。在評估此等應收款項之最終變現時，須作出不少估計和判斷，包括各欠款人目前信譽及過往還款記錄，以及財務狀況。倘有關客戶之財政狀況將會轉壞，導致其還款能力減損，便須作出額外撥備。

可供出售金融資產之公允價值

綜合財務狀況表內所記錄之可供出售金融資產包括於非上市私人股票基金(「該基金」)之投資，為零港元(二零一二年：2,543,000港元)，按其公允價值列賬。

該基金資產主要為於高增長科技行業中上市及非上市公司之投資(「該投資」)。基金管理層於六月三十日及十二月三十一日每半年檢討該投資之公允價值，其估計涉及該基金管理層之判斷。

由於該基金於二零一三年年底進行清盤，董事認為該金額無望收回，故於年內計提減值虧損2,543,000港元(二零一二年：123,000港元)。

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

4.1 Critical accounting estimates and assumptions (Continued)

Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expenses. These estimates are based on the current market condition and the historical experience of manufacturing and selling products of similar nature. It could change significantly as a result of changes in customer taste and competitor actions in response to severe industry cycle. Management reassesses these estimates at the end of each reporting period.

Deferred tax

At 31 December 2013, deferred tax assets of HK\$177,000 (2012: HK\$1,458,000) in relation to unused tax losses have been recognised in the Group's consolidated statement of financial position. No deferred tax asset has been recognised in respect of the remaining tax losses of HK\$65,831,000 (2012: HK\$61,406,000) due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less or more than expected, a material reversal or further recognition of deferred tax assets may arise, which would be recognised in the profit or loss for the period in which such a reversal or further recognition takes place.

4. 重要會計估計及判斷(續)

4.1 重要會計估計及假設(續)

存貨之可變現淨值

存貨之可變現淨值為日常業務過程中的估計售價減估計完工成本及銷售開支。該等估計乃根據現行市況以及製造及銷售類同性質產品之歷史經驗而作出，並會因客戶喜好之變化及競爭對手因應嚴峻行業週期所採取之行動而出現重大變動。管理層於各呈報期末重估該等估計。

遞延稅項

於二零一三年十二月三十一日，有關未動用稅項虧損之遞延稅項資產為177,000港元(二零一二年：1,458,000港元)已於本集團之綜合財務狀況表中確認。由於無法預測未來之溢利來源，故此並無就餘下之稅項虧損65,831,000港元(二零一二年：61,406,000港元)確認遞延稅項資產。遞延稅項資產之可變現能力主要取決於日後是否有足夠之未來溢利或應課稅暫時差額。倘若所產生之實際未來溢利少於或多於預期數額，則可能出現遞延稅項資產之重大撥回或進一步確認，並會於進行有關撥回或進一步確認之期間確認於損益表。

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

4.1 Critical accounting estimates and assumptions (Continued)

Deferred tax (Continued)

Deferred income tax assets relating to certain temporary differences and tax losses are recognised when management considers it is probable that future taxable profits will be available against which the temporary differences or tax losses can be utilised. At 31 December 2013, temporary differences relating to undistributed profits of subsidiaries amounted to HK\$6,807,000 (2012: HK\$12,215,000). Deferred tax liabilities have not been recognised in respect of the tax that would be payable on the distribution of these retained profits as the Company controls the dividend policy of these subsidiaries and it has been determined that it is probable that these profits will not be distributed in the foreseeable future.

4.2 Critical judgements in applying the entity's accounting policies

Development activities

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

4. 重要會計估計及判斷(續)

4.1 重要會計估計及假設(續)

遞延稅項(續)

與若干暫時差額及稅項虧損有關之遞延所得稅資產於管理層認為未來應課稅溢利可用作抵銷暫時差額或稅項虧損時予以確認。於二零一三年十二月三十一日，附屬公司未分派溢利之暫時差額為6,807,000港元(二零一二年：12,215,000港元)。本公司並未就分派該等保留溢利而應付之稅項確認遞延稅項負債，乃因本公司控制該等附屬公司之股息政策，且經決定於可見未來該等溢利很可能不會獲分派。

4.2 應用實體之會計政策時之重要判斷

開發活動

本公司管理層在決定開發成本是否符合確認的規定時必須作出謹慎判斷，任何產品開發的經濟成就乃屬未知之數，於確認之時或會受未來技術問題所限制。判斷乃以各呈報期末可供使用的最佳資料為基準。此外，本公司管理層持續監察所有有關開發新軟件、產品或技術知識的內部活動。

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財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

5. REVENUE AND TURNOVER

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

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

5. 收入及營業額

本集團之主要業務在財務報表附註1披露。本集團之營業額為來自該等業務之收入。

年內已確認來自本集團主要業務之外部客戶之收入如下：

| | | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|--------------------------------------|-------------|----------------------------------|----------------------------------|
| Sales of gold and jewellery products | 黃金珠寶產品銷售 | 139,877 | 1,380 |
| Franchise income | 特許加盟收入 | 258 | 395 |
| Enterprise software products | 企業軟件產品 | 131,155 | 155,218 |
| Systems integration | 系統集成 | 263,364 | 145,676 |
| Professional services | 專業服務 | 41,155 | 44,770 |
| ASP services | 應用軟件服務供應商服務 | 3,571 | 3,441 |
| Total revenue | 總收入 | 579,380 | 350,880 |

6. SEGMENT INFORMATION

The executive directors, being the chief operating decision maker, have identified the Group's two product and service lines as operating segments as further described in note 2.23.

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

6. 分部資料

按附註2.23之進一步論述，執行董事（即主要營運決策者）已識別出本集團兩項產品及服務類別作為經營分部。

該等經營分部乃根據經調整分部之經營業績而監控及作出策略決定。

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財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

6. SEGMENT INFORMATION (Continued)

6. 分部資料(續)

| | | 2013 二零一三年 | | |
|--|----------------------------|-----------------------|-----------------------------|-----------------|
| | | Jewellery Products | IT Products and Services | Total |
| | | 珠寶產品 | 資訊科技 產品及服務 | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 |
| Revenue | 收入 | | | |
| – From external customers | – 來自外部客戶 | 140,135 | 439,245 | 579,380 |
| Reportable segment revenue | 可呈報分部收入 | 140,135 | 439,245 | 579,380 |
| Reportable segment (loss)/profit before income tax | 扣除所得稅前可呈報分部(虧損)/溢利 | (16,132) | 1,409 | (14,723) |
| Interest income | 利息收益 | 11 | 925 | 936 |
| Depreciation and amortisation of non-financial assets | 非金融資產之折舊及攤銷 | (1,326) | (4,273) | (5,599) |
| Net loss on disposal/Written off of property, plant and equipment | 出售/註銷物業、廠房及設備之淨虧損 | (1,210) | (3) | (1,213) |
| Fair value loss on financial assets at fair value through profit or loss | 按公允價值計入損益表之金融資產之公允價值虧損 | – | (1,389) | (1,389) |
| Reversal of provision for impairment of trade receivables | 應收貿易賬款減值撥備之撥回 | – | 9 | 9 |
| Impairment loss on available-for-sale financial assets | 可供出售金融資產之減值虧損 | – | (2,543) | (2,543) |
| Written down of inventories | 存貨之撇減 | (1,623) | – | (1,623) |
| Finance costs | 財務費用 | – | (740) | (740) |
| Reportable segment assets | 可呈報分部資產 | 317,101 | 265,714 | 582,815 |
| Additions to non-current segment assets (other than financial instruments and deferred tax assets) during the year | 年內添置分部非流動資產(金融工具及遞延稅項資產除外) | 8,318 | 904 | 9,222 |
| Reportable segment liabilities | 可呈報分部負債 | 12,753 | 377,795 | 390,548 |

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財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

6. SEGMENT INFORMATION (Continued)

6. 分部資料(續)

| | | 2012 二零一二年 | | |
|--|------------------------------------|-----------------------|-----------------------------|----------------|
| | | Jewellery Products | IT Products and Services | Total |
| | | 珠寶產品 | 資訊科技 產品及服務 | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 |
| Revenue | 收入 | | | |
| – From external customers | – 來自外部客戶 | 1,775 | 349,105 | 350,880 |
| Reportable segment revenue | 可呈報分部收入 | 1,775 | 349,105 | 350,880 |
| Reportable segment (loss)/profit before income tax | 扣除所得稅前可呈報分部 (虧損)/溢利 | (6,118) | 42,580 | 36,462 |
| Interest income | 利息收益 | – | 958 | 958 |
| Depreciation and amortisation of non-financial assets | 非金融資產之折舊及攤銷 | (27) | (4,746) | (4,773) |
| Net gain on disposal of property, plant and equipment | 出售物業、廠房及設備之淨收益 | – | 30,870 | 30,870 |
| Gain on disposal of financial assets at fair value through profit or loss | 出售按公允價值計入損益表之金融資產之收益 | – | 142 | 142 |
| Fair value gain on financial assets at fair value through profit or loss | 按公允價值計入損益表之金融資產之公允價值收益 | – | 1,006 | 1,006 |
| Impairment loss on available-for-sale financial assets | 可供出售金融資產之減值虧損 | – | (4,023) | (4,023) |
| Impairment loss on goodwill | 商譽之減值虧損 | – | (1,140) | (1,140) |
| Finance costs | 財務費用 | – | (295) | (295) |
| Reportable segment assets | 可呈報分部資產 | 268,892 | 347,291 | 616,183 |
| Additions to non-current segment assets (other than financial instruments and deferred tax assets) during the year | 年內添置非流動分部資產 (金融工具及遞延稅項 資產除外) | 2,702 | 1,280 | 3,982 |
| Reportable segment liabilities | 可呈報分部負債 | 8,840 | 455,385 | 464,225 |

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財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

6. SEGMENT INFORMATION (Continued)

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

6. 分部資料(續)

本集團之經營分部呈列之總額與財務報表所呈列之本集團主要財務數據之對賬如下：

| | | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|--|---------------|----------------------------------|----------------------------------|
| Reportable segment assets | 可呈報分部資產 | 582,815 | 616,183 |
| Elimination of inter-segment receivables | 對銷分部間應收款項 | (224,803) | (224,945) |
| Group assets | 本集團之資產 | 358,012 | 391,238 |
| Reportable segment liabilities | 可呈報分部負債 | 390,548 | 464,225 |
| Elimination of inter-segment payables | 對銷分部間應付款項 | (224,803) | (224,945) |
| Group liabilities | 本集團之負債 | 165,745 | 239,280 |

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6. SEGMENT INFORMATION (Continued)

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

Place of domicile

| | | Revenue from external customers 來自外部客戶之收入 | | Non-current assets 非流動資產 | |
|-----------------|-------|---|----------------------------------|----------------------------------|----------------------------------|
| | | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
| Hong Kong | 香港 | 138,297 | 136,878 | 1,464 | 3,578 |
| PRC and Taiwan | 中國及台灣 | 431,052 | 205,406 | 13,688 | 8,990 |
| South East Asia | 東南亞 | 10,031 | 8,596 | 111 | 65 |
| | | 579,380 | 350,880 | 15,263 | 12,633 |

During 2013, HK\$156,994,000 or 27.10% of the Group's revenue depended on a single customer in the PRC and Taiwan segment (2012: HK\$155,218,000 or 44.46%). At the end of the reporting period, 0.11% of the Group's trade receivables was due from this customer (2012: 72.88%).

The Group has amended the format of management information provided to the chief operating decision-maker for the purpose of assessing the performance of the operating segments due to the set up of subsidiaries that are engaged in the provision of design and sales of gold and jewellery products in late 2012, where such subsidiaries has an insignificant impact to the Group's financial statements for the year ended 31 December 2012. As a result, the basis of segmentation has been changed from geographical segment reporting in the prior period to product and service segment reporting in the current period.

6. 分部資料(續)

本集團之來自外部客戶收入及其非流動資產(金融工具及遞延稅項資產除外)乃按下列地區劃分:

主體所在地

於二零一三年，本集團收入中之156,994,000港元或27.10%乃倚賴中國及台灣分部之單一客戶(二零一二年: 155,218,000港元或44.46%)。於呈報期末，該客戶佔本集團之應收貿易賬款為0.11%(二零一二年: 72.88%)。

因為於二零一二年年末設立從事提供設計及銷售黃金珠寶產品之附屬公司(該等附屬公司並未對本集團截至二零一二年十二月三十一日止年度之財務報表構成重大影響)，本集團已修訂供主要營運決策者評估各經營分部表現所用的管理資料之格式。因此，本期分類基準已由過往期間按地區呈報分部變更為按產品及服務呈報分部。

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7. OTHER INCOME

7. 其他收益

| | | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|---|------------------------|----------------------------------|----------------------------------|
| Other revenue | 其他收入 | | |
| Interest income | 利息收益 | 936 | 958 |
| Dividend income from listed equity securities | 上市股本證券之股息收益 | 850 | 122 |
| Consultancy and management fee income | 顧問及管理費收益 | 2,077 | 425 |
| Others | 其他 | 1,144 | 640 |
| | | 5,007 | 2,145 |
| Other net income | 其他收益淨額 | | |
| Fair value gain on financial assets at fair value through profit or loss | 按公允價值計入損益表之金融資產之公允價值收益 | — | 1,006 |
| Net gain on disposal of property, plant and equipment | 出售物業、廠房及設備之淨收益 | — | 30,870 |
| Gain on disposal of financial assets at fair value through profit or loss | 出售按公允價值計入損益表之金融資產之收益 | — | 142 |
| Reversal of provision for impairment of trade receivables | 應收貿易賬款減值撥備之撥回 | 9 | — |
| | | 9 | 32,018 |
| | | 5,016 | 34,163 |

8. FINANCE COSTS

8. 財務費用

| | | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|--|------------------|----------------------------------|----------------------------------|
| Interest charges on: | 利息支出： | | |
| Other interest expense, wholly repayable within five years | 其他利息支出，須於五年內全數償還 | 740 | 295 |

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9. (LOSS)/PROFIT BEFORE INCOME TAX

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

9. 扣除所得稅前(虧損)/溢利

扣除所得稅前(虧損)/溢利已扣減/(計入):

| | | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|---|-----------------------------|----------------------------------|----------------------------------|
| Cost of inventories sold | 存貨銷售成本 | 384,062 | 137,301 |
| Cost of services rendered* | 提供服務成本* | 134,941 | 150,431 |
| Depreciation | 折舊 | 3,776 | 2,677 |
| Amortisation of development costs | 開發成本之攤銷 | 1,823 | 2,096 |
| Auditors' remuneration | 核數師酬金 | 1,210 | 1,518 |
| Net gain on disposal of property, plant and equipment | 出售物業、廠房及設備之淨收益 | — | (30,870) |
| Impairment loss on goodwill | 商譽之減值虧損 | — | 1,140 |
| Impairment loss on available-for-sale financial assets | 可供出售金融資產之減值虧損 | 2,543 | 4,023 |
| Written down of inventories | 存貨之撇減 | 1,623 | — |
| Net loss on disposal/Written off of property, plant and equipment | 出售/註銷物業、廠房及設備之淨虧損 | 1,213 | — |
| Provision for impairment of trade receivables | 應收貿易賬款減值撥備 | — | 13 |
| Fair value loss/(gain) on financial assets at fair value through profit or loss | 按公允價值計入損益表之金融資產之公允價值虧損/(收益) | 1,389 | (1,006) |
| Gain on disposal of financial assets at fair value through profit or loss | 出售按公允價值計入損益表之金融資產之收益 | — | (142) |
| Reversal of provision for impairment of trade receivables | 應收貿易賬款減值撥備之撥回 | (9) | — |
| Net exchange loss | 匯兌淨虧損 | 412 | 74 |
| Operating lease charges on land and buildings | 有關土地及樓宇之經營租賃支出 | 10,016 | 6,554 |

* Cost of services rendered includes HK\$113,071,000 (2012: HK\$108,875,000) relating to staff costs, which amount is also included in the total amounts disclosed in note 13.

* 提供服務成本包括員工成本113,071,000港元(二零一二年: 108,875,000港元), 該金額亦計入附註13所披露之總金額內。

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10. INCOME TAX EXPENSE

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

10. 所得稅開支

香港利得稅已按本年度之估計應課稅溢利以稅率16.5%作出撥備。海外溢利的稅項乃根據年內估計應課稅溢利按本集團經營業務的國家的現行稅率計算。

| | | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|---------------------------------|----------------|----------------------------------|----------------------------------|
| Current tax | 即期稅項 | | |
| – Hong Kong | – 香港 | | |
| Current year | 本年度 | 99 | – |
| – Overseas | – 海外 | | |
| Current year | 本年度 | 548 | 1,539 |
| | | 647 | 1,539 |
| Deferred tax | 遞延稅項 | | |
| Current year | 本年度 | 800 | (178) |
| Total income tax expense | 所得稅開支總額 | 1,447 | 1,361 |

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10. INCOME TAX EXPENSE (Continued)

Reconciliation between tax expense and accounting (loss)/profit at applicable tax rates:

10. 所得稅開支(續)

按適用稅率就稅項開支及會計(虧損)/溢利進行對賬：

| | | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|--|---|----------------------------------|----------------------------------|
| (Loss)/Profit before income tax | 扣除所得稅前(虧損)/溢利 | (14,723) | 36,462 |
| Tax at the Hong Kong profits tax rate of 16.5% (2012: 16.5%) | 按香港利得稅稅率16.5% (二零一二年：16.5%) 計算之稅項 | (2,429) | 6,016 |
| Tax effect of non-taxable revenue | 毋須課稅收入之稅項影響 | (170) | (5,153) |
| Tax effect of non-deductible expenses | 不可扣減開支之稅項影響 | 1,295 | 3,690 |
| Tax effect of unrecognised temporary differences | 未確認暫時差額之稅項影響 | (92) | 22 |
| Tax effect of unrecognised tax losses | 未確認稅項虧損之稅項影響 | 4,708 | 1,141 |
| Utilisation of previously unrecognised tax losses | 使用先前未確認稅項虧損 | (722) | (4,248) |
| Effect of different tax rates of subsidiaries operating in other jurisdictions | 於其他司法權區營運之附屬公司不同稅率之影響 | (1,045) | (246) |
| Others | 其他 | (98) | 139 |
| Income tax expense | 所得稅開支 | 1,447 | 1,361 |

11. (LOSS)/PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY

Of the consolidated loss attributable to owners of the Company of HK\$14,091,000 (2012: profit of HK\$34,158,000), a loss of HK\$38,658,000 (2012: HK\$5,594,000), which include a provision for impairment of amounts due from subsidiaries of HK\$32,614,000 (2012: HK\$Nil), which has been dealt with in the financial statements of the Company.

11. 本公司擁有人應佔(虧損)/溢利

本公司擁有人應佔綜合虧損為14,091,000港元(二零一二年：溢利34,158,000港元)，包括已於本公司財務報表內列賬之虧損38,658,000港元(二零一二年：5,594,000港元)，其中包括應收附屬公司款項之減值撥備32,614,000港元(二零一二年：零港元)。

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12. (LOSS)/EARNINGS PER SHARE

The calculation of the basic and diluted (loss)/earnings per share is based on the loss attributable to owners of the Company of HK\$14,091,000 (2012: profit of HK\$34,158,000) and the weighted average number of ordinary shares of approximately 1,144,751,000 (2012: 1,015,050,000) in issue during the year.

Diluted (loss)/earnings per share for the years ended 31 December 2013 and 2012 equate the basic (loss)/earnings per share as there is no potential dilutive ordinary share in existence during the year.

12. 每股(虧損)/盈利

每股基本及攤薄(虧損)/盈利乃按本公司擁有人應佔虧損14,091,000港元(二零一二年:溢利34,158,000港元)及約1,144,751,000股(二零一二年:1,015,050,000股)年內已發行普通股股份之加權平均數目計算。

由於截至二零一三年及二零一二年十二月三十一日止年度內並無潛在可攤薄之普通股,故每股攤薄(虧損)/盈利相等於每股基本(虧損)/盈利。

13. EMPLOYEE BENEFITS EXPENSE (including directors' emoluments)

13. 僱員福利開支(包括董事薪酬)

| | | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|--|--------------|----------------------------------|----------------------------------|
| Wages, salaries and other benefits | 工資、薪金及其他福利 | 135,842 | 124,389 |
| Pension costs – defined contribution plans | 退休金成本一定額供款計劃 | 12,451 | 10,808 |
| | | 148,293 | 135,197 |

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14. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS 14. 董事酬金及高級管理人員薪酬

14.1 Directors' emoluments

14.1 董事薪酬

| | | Notes 附註 | Directors' fees 董事袍金 HK\$'000 千港元 | Salaries and allowances 薪金及津貼 HK\$'000 千港元 | Benefit- in-kind 實物利益 HK\$'000 千港元 | Contributions to defined contribution plan 定額供款 計劃供款 HK\$'000 千港元 | Total 總額 HK\$'000 千港元 |
|---|-----------------|-------------|---|---|--|--|--------------------------------|
| 2013 | 二零一三年 | | | | | | |
| Executive directors: | 執行董事： | | | | | | |
| Li Xia | 李霞 | | - | 600 | - | - | 600 |
| Lin Di | 林迪 | | - | 480 | - | - | 480 |
| Chen Yin | 陳寅 | | - | 456 | - | - | 456 |
| Yip Tin Hung | 葉天雄 | | - | 360 | - | - | 360 |
| Zee Chan Mei Chu, Peggy | 徐陳美珠 | (a) | - | 1,567 | - | 5 | 1,572 |
| Independent non-executive directors: | 獨立非執行董事： | | | | | | |
| Lam Tin Faat | 林天發 | | - | 180 | - | - | 180 |
| Lu Haina | 陸海娜 | | - | 120 | - | - | 120 |
| Fu Ping Man | 傅炳文 | | - | 120 | - | - | 120 |
| | | | - | 3,883 | - | 5 | 3,888 |
| 2012 | 二零一二年 | | | | | | |
| Executive directors: | 執行董事： | | | | | | |
| Li Xia | 李霞 | | - | 140 | - | - | 140 |
| Lin Di | 林迪 | | - | 120 | - | - | 120 |
| Chen Yin | 陳寅 | | - | 116 | - | - | 116 |
| Yip Tin Hung | 葉天雄 | | - | 180 | - | - | 180 |
| Zee Chan Mei Chu, Peggy | 徐陳美珠 | | - | 1,000 | 245 | 14 | 1,259 |
| Fung Din Chung, Rickie | 馮典聰 | (b) | - | 600 | - | 6 | 606 |
| Leung Lucy, Michele | 梁樂瑤 | (b) | - | 500 | 101 | 6 | 607 |
| Ng Wai King, Steve | 吳偉經 | (b) | - | 500 | - | 6 | 506 |
| Non-executive director: | 非執行董事： | | | | | | |
| Ip Tak Chuen, Edmond | 葉德銓 | (b) | - | - | - | - | - |
| Independent non-executive directors: | 獨立非執行董事： | | | | | | |
| Lam Tin Faat | 林天發 | | 90 | - | - | - | 90 |
| Lu Haina | 陸海娜 | | 60 | - | - | - | 60 |
| Fu Ping Man | 傅炳文 | | 60 | - | - | - | 60 |
| Cheong Ying Chew, Henry | 張英潮 | (b) | 50 | - | - | - | 50 |
| Chang Ka Mun | 張家敏 | (b) | 50 | - | - | - | 50 |
| Wong Mee Chun | 黃美春 | (b) | 50 | - | - | - | 50 |
| | | | 360 | 3,156 | 346 | 32 | 3,894 |

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for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

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

14.1 Directors' emoluments (Continued)

Notes:

- (a) Resigned on 30 April 2013
- (b) Resigned on 3 July 2012

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

No emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office during the year (2012: HK\$Nil).

There were no arrangements under which a director waived or agreed to waive any remuneration during the year (2012: HK\$Nil).

14.2 Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included three (2012: one) existing directors and one resigned director (2012: three) whose emoluments are fully/partly reflected in the analysis presented above. The emoluments payable to the remaining one (2012: one) individual during the year and the emoluments of the resigned director for the period from 1 May 2013 to 31 December 2013 are as follows:

| | | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|---|------------|----------------------------------|----------------------------------|
| Salaries and allowances and benefit-in-kind | 薪金、津貼及實物利益 | 2,333 | 2,800 |
| Contributions to defined contribution plan | 定額供款計劃供款 | 25 | 36 |
| | | 2,358 | 2,836 |

14. 董事酬金及高級管理人員薪酬 (續)

14.1 董事薪酬(續)

附註：

- (a) 於二零一三年四月三十日辭任
- (b) 於二零一二年七月三日辭任

實物利益指本公司兩名執行董事所佔用本集團擁有之住宅物業之估計應課差餉租值。

年內，本集團並無向董事支付薪酬作為加入本集團或加入本集團後之獎勵或作為離職補償(二零一二年：零港元)。

年內並無董事放棄或同意放棄任何薪酬之安排(二零一二年：零港元)。

14.2 五名最高薪酬人士

年內，本集團五名最高薪酬人士包括三名(二零一二年：一名)現任董事及一名(二零一二年：三名)辭任董事，彼等之全部／部份薪酬於上列分析反映。餘下一名(二零一二年：一名)最高薪人士於年內及該辭任董事於二零一三年五月一日起至二零一三年十二月三十一日止期間之薪酬如下：

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財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

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

14.2 Five highest paid individuals (Continued)

The emoluments fell within the following band:

| | | Number of individuals* 員工人數* | |
|--------------------------------|-------------------------|---------------------------------|---------------|
| | | 2013 二零一三年 | 2012 二零一二年 |
| Emolument band | 薪酬範圍 | | |
| HK\$1,000,001 to HK\$1,500,000 | 1,000,001港元至1,500,000港元 | 1 | 4 |
| HK\$1,500,001 to HK\$3,000,000 | 1,500,001港元至3,000,000港元 | 1 | — |

* Including the resigned director during the year ended 31 December 2013 (2012: three).

14. 董事酬金及高級管理人員薪酬 (續)

14.2 五名最高薪酬人士(續)

薪酬介於以下範圍：

| | | Number of individuals* 員工人數* | |
|--------------------------------|-------------------------|---------------------------------|---------------|
| | | 2013 二零一三年 | 2012 二零一二年 |
| Emolument band | 薪酬範圍 | | |
| HK\$1,000,001 to HK\$1,500,000 | 1,000,001港元至1,500,000港元 | 1 | 4 |
| HK\$1,500,001 to HK\$3,000,000 | 1,500,001港元至3,000,000港元 | 1 | — |

* 截至二零一三年十二月三十一日止年度包括該辭任董事(二零一二年：三名)。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

15. PROPERTY, PLANT AND EQUIPMENT – GROUP 15. 物業、廠房及設備 – 本集團

| | | Leasehold land and buildings 租賃 土地及 建築物 HK\$'000 千港元 | Leasehold improvements 租賃 物業裝修 HK\$'000 千港元 | Computer and office equipment 電腦及 辦公室 設備 HK\$'000 千港元 | ASP software 應用軟件 服務供應商 軟件 HK\$'000 千港元 | Furniture and fixtures 傢俬及 裝置 HK\$'000 千港元 | Motor vehicles 汽車 HK\$'000 千港元 | Total 總額 HK\$'000 千港元 |
|--|--------------------------------|---|--|--|---|---|--|--------------------------------|
| At 1 January 2012 | 於二零一二年一月一日 | | | | | | | |
| Cost | 成本 | 7,856 | 4,884 | 28,935 | 7,187 | 1,377 | 632 | 50,871 |
| Accumulated depreciation and impairment losses | 累計折舊及減值虧損 | (2,038) | (4,439) | (20,806) | (7,187) | (1,223) | (522) | (36,215) |
| Net book amount | 賬面淨值 | 5,818 | 445 | 8,129 | – | 154 | 110 | 14,656 |
| Year ended 31 December 2012 | 截至二零一二年十二月三十一日止年度 | | | | | | | |
| Opening net book amount | 年初賬面淨值 | 5,818 | 445 | 8,129 | – | 154 | 110 | 14,656 |
| Exchange differences | 匯兌差額 | – | 2 | 65 | – | 2 | – | 69 |
| Additions | 添置 | – | 1,245 | 1,422 | – | 829 | 486 | 3,982 |
| Disposals/written off | 出售/註銷 | (5,736) | (249) | – | – | (45) | – | (6,030) |
| Depreciation | 折舊 | (82) | (119) | (2,391) | – | (51) | (34) | (2,677) |
| Closing net book amount | 年末賬面淨值 | – | 1,324 | 7,225 | – | 889 | 562 | 10,000 |
| At 31 December 2012 and 1 January 2013 | 於二零一二年十二月三十一日及二零一三年一月一日 | | | | | | | |
| Cost | 成本 | – | 5,454 | 29,136 | 7,187 | 2,163 | 1,120 | 45,060 |
| Accumulated depreciation and impairment losses | 累計折舊及減值虧損 | – | (4,130) | (21,911) | (7,187) | (1,274) | (558) | (35,060) |
| Net book amount | 賬面淨值 | – | 1,324 | 7,225 | – | 889 | 562 | 10,000 |
| Year ended 31 December 2013 | 截至二零一三年十二月三十一日止年度 | | | | | | | |
| Opening net book amount | 年初賬面淨值 | – | 1,324 | 7,225 | – | 889 | 562 | 10,000 |
| Reclassification | 重新分類 | – | – | (30) | – | 30 | – | – |
| Exchange differences | 匯兌差額 | – | 42 | 180 | – | 25 | 17 | 264 |
| Additions | 添置 | – | 3,477 | 1,317 | – | 4,219 | 209 | 9,222 |
| Disposals/written off | 出售/註銷 | – | (1,222) | (32) | – | (3) | – | (1,257) |
| Depreciation | 折舊 | – | (613) | (2,434) | – | (547) | (182) | (3,776) |
| Closing net book amount | 年末賬面淨值 | – | 3,008 | 6,226 | – | 4,613 | 606 | 14,453 |
| At 31 December 2013 | 於二零一三年十二月三十一日 | | | | | | | |
| Cost | 成本 | – | 7,570 | 30,959 | – | 6,427 | 1,351 | 46,307 |
| Accumulated depreciation and impairment losses | 累計折舊及減值虧損 | – | (4,562) | (24,733) | – | (1,814) | (745) | (31,854) |
| Net book amount | 賬面淨值 | – | 3,008 | 6,226 | – | 4,613 | 606 | 14,453 |

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財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

16. INTEREST IN SUBSIDIARIES – 16. 於附屬公司之權益 – 本公司 COMPANY

| | | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|--|--|----------------------------------|----------------------------------|
| Unlisted shares, at cost of United States Dollars ("US\$") 2 (2012: US\$2) | 非上市股份，按成本值 2美元(「美元」) (二零一二年：2美元) | — | — |

Particulars of the principal subsidiaries at 31 December 2013 are as follows:

於二零一三年十二月三十一日，主要附屬公司之詳情如下：

| Name of subsidiary | Place of incorporation/ registration | Place of operations | Nominal value of issued share capital/ registered capital 已發行股本面值/ 註冊資本 | Percentage of issued share capital/registered capital held by the Company 本公司持有已發行股本/註冊資本之百分比 | Principal activities |
|---|---|---------------------|--|--|---|
| 附屬公司名稱 | 註冊／成立地點 | 營業地點 | | | 主要業務 |
| Excel (BVI) Limited | British Virgin Islands* 英屬處女群島* | Hong Kong 香港 | 5,000 shares of US\$1 each 5,000股每股面值1美元之股份 | 100%# | Investment holding 投資控股 |
| Excel China Investment (BVI) Limited 志鴻中國投資有限公司 | British Virgin Islands* 英屬處女群島* | Hong Kong 香港 | 5,000 shares of US\$1 each 5,000股每股面值1美元之股份 | 100% | Investment holding 投資控股 |
| Excel Consulting and Solutions Sdn. Bhd. | Malaysia* 馬來西亞* | Malaysia 馬來西亞 | 100,000 shares of Malaysian Ringgit ("MYR") 1 each 100,000股每股面值馬來西亞幣(「馬幣」)1元之股份 | 100% | Development of computer software and provision of sale and marketing services 開發電腦軟件及提供銷售及市場推廣服務 |
| Excel Global IT Services Holdings Limited | British Virgin Islands* 英屬處女群島* | Hong Kong 香港 | 500,000 shares of US\$1 each 500,000股每股面值1美元之股份 | 100% | Investment holding 投資控股 |
| Excel Global IT Services (HK) Limited 志鴻六維科技(香港)有限公司 | Hong Kong* 香港* | Hong Kong 香港 | 10,000 shares of HK\$1 each 10,000股每股面值1港元之股份 | 100% | Provision of professional services 提供專業服務 |

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財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

16. INTEREST IN SUBSIDIARIES – 16. 於附屬公司之權益 – 本公司 (續) COMPANY (Continued)

| Name of subsidiary | Place of incorporation/ registration | Place of operations | Nominal value of issued share capital/ registered capital 已發行 股本面值/ 註冊資本 | Percentage of issued share capital/registered capital held by the Company 本公司持有 已發行股本/註冊 資本之百分比 | Principal activities |
|--|---|---------------------|--|--|---|
| 附屬公司名稱 | 註冊/成立地點 | 營業地點 | | | 主要業務 |
| Excel Investment China Limited 志鴻投資中國有限公司 | Hong Kong* 香港* | Hong Kong 香港 | 1,000 shares of HK\$1 each 1,000股每股面值 1港元之股份 | 100% | Investment holding 投資控股 |
| Excel International Limited | Hong Kong* 香港* | Hong Kong 香港 | 10,000 shares of HK\$1 each 10,000股每股面值 1港元之股份 | 100% | Inactive 暫無營業 |
| Excel SSL Investment Limited 志鴻松山湖投資有限公司 | Hong Kong* 香港* | Hong Kong 香港 | 1,000 shares of HK\$1 each 1,000股每股面值 1港元之股份 | 100% | Investment holding 投資控股 |
| Excel System (Hong Kong) Limited 志鴻系統(香港)有限公司 | Hong Kong* 香港* | Hong Kong 香港 | 200,000 shares of HK\$1 each 200,000股每股面值 1港元之股份 | 100% | Systems integration 系統集成 |
| Excel System Limited | British Virgin Islands* 英屬處女群島* | Hong Kong 香港 | 100 shares of US\$1 each 100股每股面值 1美元之股份 | 100% | Inactive 暫無營業 |
| Excel Technology International (BVI) Limited | British Virgin Islands* 英屬處女群島* | Hong Kong 香港 | 1 share of US\$1 each 1股面值 1美元之股份 | 100% | Investment holding 投資控股 |
| Excel Technology International (Hong Kong) Limited 志鴻科技國際(香港)有限公司 | Hong Kong* 香港* | Hong Kong 香港 | 1,000 shares of HK\$1 each 1,000股每股面值 1港元之股份 | 100% | Development of computer software, systems integration and provision of maintenance services 開發電腦軟件、系統集成及提供保養服務 |
| Excelink Development Corporation 志鴻發展有限公司 | British Virgin Islands* 英屬處女群島* | Hong Kong 香港 | 10,000 shares of US\$1 each 10,000股每股面值 1美元之股份 | 100% | Investment holding 投資控股 |

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for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

16. INTEREST IN SUBSIDIARIES – 16. 於附屬公司之權益 – 本公司 (續) COMPANY (Continued)

| Name of subsidiary 附屬公司名稱 | Place of incorporation/ registration 註冊／成立地點 | Place of operations 營業地點 | Nominal value of issued share capital/ registered capital 已發行 股本面值／ 註冊資本 | Percentage of issued share capital/registered capital held by the Company 本公司持有 已發行股本／註冊 資本之百分比 | Principal activities 主要業務 |
|---|--|-----------------------------|--|--|--|
| Excelink Technology Pte Ltd. | Singapore* | Singapore | Singapore Dollar ("S\$")893,022 | 100% | Development of computer software and provision of sale and marketing services 開發電腦軟件及提供 銷售及市場推廣服 務 |
| | 新加坡* | 新加坡 | 新加坡元 ("新加坡元") 893,022元 | | |
| Hong Kong Jewellery Co., Limited 香港珠寶有限公司 | Hong Kong* 香港* | Hong Kong 香港 | 1 share of HK\$1 each 1股面值 1港元之股份 | 100% | Investment holding 投資控股 |
| HR21 Holdings Limited | British Virgin Islands* 英屬處女群島* | Hong Kong 香港 | 50,000 shares of US\$1 each 50,000股每股面值 1美元之股份 | 93% | Investment holding 投資控股 |
| HR21 Limited | Hong Kong* | Hong Kong | 2 shares of HK\$1 each | 93% | Development of computer software and provision of maintenance services 開發電腦軟件及提供 保養服務 |
| | 香港* | 香港 | 2股每股面值 1港元之股份 | | |
| i21 Limited | Hong Kong* | Hong Kong | 14,000 shares of HK\$1 each 14,000股每股面值 1港元之股份 | 80.1% | Inactive 暫無營業 |
| | 香港* | 香港 | | | |
| Infostar Ltd. | British Virgin Islands* 英屬處女群島* | Hong Kong 香港 | 1 share of US\$1 each 1股面值 1美元之股份 | 100% | Investment holding 投資控股 |
| World Sky International Limited 世天國際有限公司 | British Virgin Islands* 英屬處女群島* | Hong Kong 香港 | 1 share of US\$1 each 1股面值 1美元之股份 | 100%# | Investment holding 投資控股 |
| Wise Success Ltd. | British Virgin Islands* 英屬處女群島* | Hong Kong 香港 | 5,000 shares of US\$1 each 5,000股每股面值 1美元之股份 | 100% | Investment holding 投資控股 |

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for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

16. INTEREST IN SUBSIDIARIES – 16. 於附屬公司之權益 – 本公司 (續) COMPANY (Continued)

| Name of subsidiary | Place of incorporation/ registration | Place of operations | Nominal value of issued share capital/ registered capital 已發行 股本面值/ 註冊資本 | Percentage of issued share capital/registered capital held by the Company 本公司持有 已發行股本/註冊 資本之百分比 | Principal activities |
|----------------------|---|---------------------|--|--|--|
| 附屬公司名稱 | 註冊/成立地點 | 營業地點 | | | 主要業務 |
| 北京志鴻英華科技有限公司 | PRC*** | PRC | US\$2,200,000 | 65% | Systems integration, development of computer software and provision of maintenance services |
| | 中國*** | 中國 | 2,200,000美元 | | 系統集成、開發電腦 軟件及提供保養服 務 |
| 金香港珠寶(深圳)有限公司 | PRC** | PRC | HK\$87,000,000 | 100% | Design and sales of gold and jewellery products |
| | 中國** | 中國 | 87,000,000港元 | | 設計及銷售黃金珠寶 產品 |
| 深圳志鴻聯匯計算機系統有限 公司 | PRC*** | PRC | Renminbi ("RMB") 6,000,000 | 66% | Development of computer software and provision of maintenance services |
| | 中國*** | 中國 | 人民幣(「人民幣」) 6,000,000元 | | 開發電腦軟件及提供 保養服務 |
| 志鴻軟件(深圳)有限公司 | PRC** | PRC | HK\$3,000,000 | 100% | Development of computer software and provision of maintenance services |
| | 中國** | 中國 | 3,000,000港元 | | 開發電腦軟件及提供 保養服務 |
| 志鴻六維軟件科技(上海)有限 公司 | PRC** | PRC | US\$350,000 | 100% | Provision of professional services and systems integration |
| | 中國** | 中國 | 350,000美元 | | 提供專業服務及 系統集成 |
| 志鴻六維科技(杭州)有限公司 | PRC** | PRC | US\$70,000 | 100% | Provision of professional services |
| | 中國** | 中國 | 70,000美元 | | 提供專業服務 |

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16. INTEREST IN SUBSIDIARIES – 16. 於附屬公司之權益 – 本公司 (續) COMPANY (Continued)

| Name of subsidiary | Place of incorporation/ registration | Place of operations | Nominal value of issued share capital/ registered capital 已發行 股本面值/ 註冊資本 | Percentage of issued share capital/registered capital held by the Company 本公司持有 已發行股本/註冊 資本之百分比 | Principal activities |
|------------------------|---|---------------------|--|--|---|
| 附屬公司名稱 | 註冊/成立地點 | 營業地點 | | | 主要業務 |
| 新川資訊科技股份有限公司 | Taiwan* | Taiwan | New Taiwan Dollar ("NT\$") 11,913,620 | 100% | Provision of professional services |
| | 台灣* | 台灣 | 11,913,620新台幣 (「新台幣」) | | 提供專業服務 |
| 東莞志鴻國際金融科技孵化 中心有限公司 | PRC** | PRC | RMB10,000,000 | 100% | Provision of IT and related supporting services for the banking industry in PRC |
| | 中國** | 中國 | 人民幣 10,000,000元 | | 為中國銀行業界提供 資訊科技及相關支 援服務 |

Issued capital held directly by the Company

* Limited liability company

** Wholly-owned foreign enterprise

*** Sino-foreign equity joint venture enterprise

本公司直接持有已發行股本

* 有限公司

** 外商獨資企業

*** 中外合資股份企業

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

上表列示之本公司附屬公司，乃董事認為均對本集團年內業績有主要影響或構成本集團淨資產之重要部份。董事認為列出其他附屬公司資料將使篇幅過於冗長。

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for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

16. INTEREST IN SUBSIDIARIES – 16. 於附屬公司之權益 – 本公司 (續) COMPANY (Continued)

The following table lists out the information relating to i21 Limited, HR21 Limited and 北京志鴻英華科技有限公司, the subsidiaries of the Group, which have material non-controlling interests (“NCI”). The summarised financial information presented below represents the amounts before any inter-company elimination.

下表載列本集團附屬公司i21 Limited、HR21 Limited及北京志鴻英華科技有限公司之相關資料，該等公司擁有重大非控股權益（「非控股權益」）。下表所載財務資料概要乃未進行公司間對銷之金額。

| | | 2013 二零一三年 | | | 2012 二零一二年 | | |
|--|-------------------|-----------------------------------|------------------------------------|---|-----------------------------------|------------------------------------|---|
| | | i21 Limited HK\$'000 千港元 | HR21 Limited HK\$'000 千港元 | 北京志鴻 英華科技 有限公司 HK\$'000 千港元 | i21 Limited HK\$'000 千港元 | HR21 Limited HK\$'000 千港元 | 北京志鴻 英華科技 有限公司 HK\$'000 千港元 |
| NCI percentage | 非控股權益百分比 | 19.9% | 7% | 35% | 19.9% | 7% | 35% |
| Current assets | 流動資產 | 815 | 15,763 | 130,055 | 811 | 13,203 | 216,006 |
| Non-current assets | 非流動資產 | – | 63 | 4,887 | 9 | 139 | 5,837 |
| Current liabilities | 流動負債 | (42,962) | (16,011) | (113,016) | (43,094) | (13,682) | (193,425) |
| Net (liabilities)/assets | (負債)/資產淨值 | (42,147) | (185) | 21,926 | (42,274) | (340) | 28,418 |
| Carrying amount of NCI | 非控股權益之賬面值 | (2,143) | 441 | 7,675 | (2,168) | 430 | 9,947 |
| Revenue | 收入 | – | 6,222 | 200,970 | 138 | 5,786 | 179,537 |
| Profit/(Loss) for the year | 年內溢利/(虧損) | 127 | 155 | (6,492) | (108) | (354) | 4,062 |
| Total comprehensive income/(loss) | 全面收入/(虧損) 總額 | 127 | 155 | (6,492) | (108) | (354) | 4,062 |
| Profit/(Loss) allocated to NCI | 分配至非控股權益之溢利/(虧損) | 25 | 11 | (2,272) | (21) | (25) | 1,422 |
| Dividend paid to NCI | 已付非控股權益股息 | – | – | – | – | – | – |
| Cash flows from/(used in) operating activities | 經營活動所產生/(動用)之現金流量 | 2 | 90 | 54,754 | 64 | 796 | (115,770) |
| Cash flows used in investing activities | 投資活動所動用之現金流量 | – | – | (1,255) | – | (26) | (116) |
| Cash flows (used in)/from financing activities | 融資活動所(動用)/產生之現金流量 | – | – | (53,082) | – | – | 105,406 |

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17. AVAILABLE-FOR-SALE FINANCIAL ASSETS – GROUP 17. 可供出售金融資產 – 本集團

| | | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|--|-----------------------|----------------------------------|----------------------------------|
| Unlisted private equity fund, at fair value less impairment losses | 非上市私人股票基金，按公允價值扣除減值虧損 | – | 2,543 |
| Unlisted equity investments, at cost less impairment losses | 非上市股本投資，按成本扣除減值虧損 | – | – |
| | | – | 2,543 |

The unlisted private equity fund principally invests in high growth technology industries and is held for long-term strategic purposes. Impairment loss of HK\$2,543,000 (2012: HK\$123,000) for the unlisted private equity fund was provided because the directors are of the opinion that the amount is uncollectable as the fund has been put into liquidation in late 2013. The impairment loss of HK\$2,543,000 is included in "Other expenses" in the consolidated statement of profit or loss and other comprehensive income.

The unlisted equity investments with carrying amount of HK\$Nil (2012: HK\$Nil) were measured at cost less impairment losses as they do not have quoted market prices in active markets and the range of reasonable fair value estimates is so significant that the directors are of the opinion that their fair value cannot be measured reliably. The unlisted equity investments are engaged in the provision of credit facilities.

非上市私人股票基金主要投資於高增長科技行業，作為長期策略性目的而持有。由於該非上市私人股票基金於二零一三年年底進行清盤，董事認為該金額無望收回，故就非上市私人股票基金計提減值虧損2,543,000港元(二零一二年：123,000港元)。減值虧損2,543,000港元計入綜合損益及其他全面收益表之「其他開支」內。

賬面值為零港元(二零一二年：零港元)之非上市股本投資乃按成本扣除減值虧損計量，原因是該等投資並無活躍市場報價，以及其合理公允價值估計範圍甚廣，以致董事認為其公允價值不能可靠地計量。非上市股本投資乃涉及提供信貸融資之業務。

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18. GOODWILL – GROUP

The net carrying amount of goodwill can be analysed as follows:

| | | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|------------------------------------|---------------|----------------------------------|----------------------------------|
| At the beginning of year | 於年初 | | |
| Gross carrying amount | 總賬面值 | 15,853 | 15,853 |
| Accumulated impairment | 累計減值 | (15,853) | (14,713) |
| | | — | 1,140 |
| Net carrying amount at 1 January | 於一月一日之賬面淨值 | — | 1,140 |
| Impairment loss | 減值虧損 | — | (1,140) |
| Net carrying amount at 31 December | 於十二月三十一日之賬面淨值 | — | — |
| At the end of year | 於年末 | | |
| Gross carrying amount | 總賬面值 | 15,853 | 15,853 |
| Accumulated impairment | 累計減值 | (15,853) | (15,853) |
| | | — | — |

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

18. 商譽 – 本集團

商譽賬面淨值之分析如下：

| | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|---|----------------------------------|----------------------------------|
| Provision of professional services in the PRC in the IT Products and Services | 在中國就資訊科技產品及 服務提供專業服務 | — |

扣除減值虧損後，商譽之賬面值分配至下列現金產生單位：

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18. GOODWILL – GROUP (Continued)

The recoverable amounts of the goodwill relating to the provision of professional services in the PRC in IT Products and Services stated above were determined based on value in use calculations covering a detailed three-year budget plan, and at a discount rate of 5% (2012: 5%). Cash flows for the three-year period (2012: three-year) were extrapolated without using a growth rate in considering contracts obtained by the companies and economic conditions of the market. The estimated growth rate used is comparable to the growth rate for the industry. Management determined the budgeted gross margin on the basis of past performance and its expectation for market development.

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

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

18. 商譽－本集團(續)

與上述在中國就資訊科技產品及服務提供專業服務有關之商譽之可收回金額，乃按使用價值計算得出，貼現率為5%（二零一二年：5%），並涵蓋詳述之三年預算計劃而釐定。於考慮公司所取得之合約及市場經濟狀況時，三年（二零一二年：三年）年期之現金流量並無採用增長率推斷。所採用之估計增長率與行業增長率相若。管理層根據過往業績及彼等對市場發展之預期釐定預算毛利率。

對於在中國提供專業服務，管理層相信任何有關上述主要假設之合理可預見變動將不會導致商譽之賬面總值超過其可收回總金額。

除上述釐定現金產生單位之使用價值之考慮外，本集團管理層現時並未發現任何其他使其主要假設必須更改之可能變動。

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19. DEVELOPMENT COSTS – GROUP

19. 開發成本－本集團

| | | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|-------------------------------|---------------------|----------------------------------|----------------------------------|
| At 1 January | 於一月一日 | | |
| Cost | 成本 | 37,376 | 37,380 |
| Accumulated amortisation | 累計攤銷 | (34,743) | (32,643) |
| Net book amount | 賬面淨值 | 2,633 | 4,737 |
| Year ended 31 December | 截至十二月三十一日止年度 | | |
| Opening net book amount | 於年初之賬面淨值 | 2,633 | 4,737 |
| Amortisation charge | 攤銷費用 | (1,823) | (2,096) |
| Exchange differences | 匯兌差額 | – | (8) |
| Closing net book amount | 於年末之賬面淨值 | 810 | 2,633 |
| At 31 December | 於十二月三十一日 | | |
| Cost | 成本 | 37,376 | 37,376 |
| Accumulated amortisation | 累計攤銷 | (36,566) | (34,743) |
| Net book amount | 賬面淨值 | 810 | 2,633 |

The development costs represented all direct costs incurred in the development of enterprise software products. The amortisation charge for the year is included in “depreciation and amortisation” in the consolidated statement of profit or loss and other comprehensive income.

開發成本指開發企業軟件產品所產生之所有直接成本。年內之攤銷費用已包括於綜合損益及其他全面收益表中之「折舊及攤銷」內。

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20. FINANCE LEASE RECEIVABLES – 20. 融資租賃應收款項 – 本集團 GROUP

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

本集團融資租賃應收款項之分析如下：

| | | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|---|-------------------|----------------------------------|----------------------------------|
| Total minimum lease payments: | 最低租賃總額： | | |
| Due within one year | 一年內到期 | – | 203 |
| Unearned finance income | 未賺取之融資收入 | – | (16) |
| Present value of minimum lease payments | 最低租賃現值 | – | 187 |
| Present value of minimum lease payments: | 最低租賃現值如下： | | |
| Due within one year | 一年內到期 | – | 187 |
| Less: portion due within one year included under current assets | 減：一年內到期並列為流動資產之部份 | – | (187) |
| Non-current portion included under non-current assets | 列入非流動資產之非流動部份 | – | – |

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

本集團訂立了有關其電腦設備若干項目之融資租賃協議。平均融資租賃期為四年。於呈報期末，概無根據融資租賃租出之資產有未擔保剩餘價值。

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

融資租賃應收款項以租出的電腦設備作擔保。本集團不得在承租人沒有拖欠貸款時出售或再抵押該抵押品。

21. INVENTORIES – GROUP

21. 存貨 – 本集團

| | | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|---------------------------------|------------------|----------------------------------|----------------------------------|
| Jewellery Products | 珠寶產品 | | |
| Raw materials | 原材料 | 1,147 | 13,918 |
| Work in progress | 在製品 | 1,288 | 11,454 |
| Finished goods | 製成品 | 48,494 | – |
| | | 50,929 | 25,372 |
| IT Products and Services | 資訊科技產品及服務 | | |
| Finished goods | 製成品 | 64,236 | 22,625 |
| Total | 總計 | 115,165 | 47,997 |

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21. INVENTORIES – GROUP (Continued)

Written down of inventories amounted to approximately HK\$1,623,000 (2012: HK\$Nil) was provided for the year ended 31 December 2013.

21. 存貨－本集團(續)

截至二零一三年十二月三十一日止年度，存貨之撇減約為1,623,000港元(二零一二年：零港元)。

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

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

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

22. 應收／(應付)客戶合約工程款項－本集團

應收客戶合約工程款項指已進行工程價值高於已向客戶發出之賬單金額之差額。

應付客戶合約工程款項指賬單金額高於已進行工程價值，及提供相關服務前已收客戶之金額之差額。

| | | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|---|--------------------|----------------------------------|----------------------------------|
| Contracts in progress at the end of the reporting period: | | | |
| Estimated contract costs plus recognised profits less recognised losses | | | |
| Less: progress billings | | | |
| Estimated contract costs plus recognised profits less recognised losses | 估計合約成本加已確認溢利減已確認虧損 | 198,015 | 147,785 |
| Less: progress billings | 減：進度賬單金額 | (165,984) | (106,929) |
| | | 32,031 | 40,856 |
| Analysed for reporting purposes as: | | | |
| Amounts due from customers for contract work | | | |
| Amounts due to customers for contract work | | | |
| Amounts due from customers for contract work | 應收客戶合約工程款項 | 41,394 | 53,120 |
| Amounts due to customers for contract work | 應付客戶合約工程款項 | (9,363) | (12,264) |
| | | 32,031 | 40,856 |

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

計入應收／應付之所有金額，預期將於一年內發出賬單及(計入)／收回損益表。

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23. TRADE RECEIVABLES – GROUP

23. 應收貿易賬款 – 本集團

| | | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|--|---------------|----------------------------------|----------------------------------|
| Trade receivables | 應收貿易賬款 | | |
| From third parties | 第三方 | 34,884 | 134,997 |
| From a related party | 一名關聯方 | 1,197 | 3,808 |
| | | 36,081 | 138,805 |
| Less: provision for impairment of receivables | 減：應收款項減值撥備 | (191) | (197) |
| | | 35,890 | 138,608 |

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

The Group's sales of gold and jewellery products comprised mainly cash sales and credit card sales to retail customers and credit sales to franchisees with 0 - 60 days credit terms.

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

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

資訊科技產品及服務之應收第三方之貿易賬款於發單日起計十四日至六十日內到期。應收一名關聯方之貿易賬款須按要求償還。逾期超過九十日之應收貿易賬款結餘應在償還全部未償還結餘後方可再授出進一步信貸。

本集團之黃金珠寶產品銷售主要包括向零售客戶之現金銷售及信用卡銷售，以及向特許加盟商之信貸銷售，信貸期為零至六十日。

本集團董事認為因此等款項為短期賬款，故應收貿易賬款之公允價值與其賬面值並無重大差異。所有應收貿易賬款預期將於一年內收回。

根據發票日期，應收貿易賬款之賬齡分析如下：

| | | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|--------------|----------|----------------------------------|----------------------------------|
| 0 – 30 days | 0 – 30日 | 30,406 | 110,304 |
| 31 – 60 days | 31 – 60日 | 2,565 | 16,132 |
| 61 – 90 days | 61 – 90日 | 1,764 | 1,627 |
| Over 90 days | 超過90日 | 1,155 | 10,545 |
| | | 35,890 | 138,608 |

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23. TRADE RECEIVABLES – GROUP 23. 應收貿易賬款 – 本集團 (續)

(Continued)

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

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

於呈報期末，本集團會對應收款項作個別及整體檢討，以確定是否有減值憑證。個別減值之應收款項(如有)之減值虧損金額，根據客戶之信用記錄(如客戶是否正面對財政困難及曾否拖欠或未能如期付款)及市場現況確認。

應收貿易賬款減值撥備之變動如下：

| | | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|---|-----------|----------------------------------|----------------------------------|
| Balance at the beginning of the year | 於年初之餘額 | 197 | 284 |
| Impairment loss recognised | 已確認之減值虧損 | – | 13 |
| Amount written off during the year | 年內撇銷之金額 | – | (101) |
| Reversal of provision for impairment losses | 減值虧損撥備之撥回 | (9) | – |
| Exchange differences | 匯兌差額 | 3 | 1 |
| Balance at the end of the year | 於年末之餘額 | 191 | 197 |

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

按到期日，本集團應收貿易賬款之賬齡分析如下：

| | | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|-------------------------------|-----------|----------------------------------|----------------------------------|
| Neither past due nor impaired | 未逾期亦無減值 | 30,166 | 111,084 |
| 1 – 90 days past due | 逾期1 – 90日 | 5,640 | 21,765 |
| Over 90 days past due | 逾期超過90日 | 84 | 5,759 |
| | | 35,890 | 138,608 |

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23. TRADE RECEIVABLES – GROUP

(Continued)

As at 31 December 2013, trade receivables that were neither past due nor impaired related to a large number of diversified customers for whom there was no recent history of default.

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

23. 應收貿易賬款 – 本集團 (續)

於二零一三年十二月三十一日，未逾期亦無減值之應收貿易賬款，乃涉及多名近期無欠款記錄之不同層面之客戶。

已逾期但無減值之應收貿易賬款，涉及多名於本集團有良好信貸記錄之不同層面之客戶。根據過往之信貸記錄，管理層相信無必要就此等結餘計提減值撥備，原因是信貸質素並無重大變化，且結餘仍被視為可全數收回。本集團並無就已逾期但無減值之應收貿易賬款持有任何抵押品。

24. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS – GROUP

24. 其他應收款項、按金及預付款項 – 本集團

| | | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|---|--------------|----------------------------------|----------------------------------|
| Other receivables | 其他應收款項 | 8,031 | 1,352 |
| Deposits | 按金 | 2,150 | 1,933 |
| Amount due from available-for-sale financial assets | 應收可供出售金融資產款項 | 8,777 | – |
| Prepayments | 預付款項 | 32,068 | 37,873 |
| | | 51,026 | 41,158 |

The amount due from available-for-sale financial assets of HK\$8,223,000 (2012: HK\$Nil), which is unsecured, interest bearing at 12% per annum and, repayable within 1 year from the end of the reporting period. During the year ended 31 December 2013, the Group accrued interest income of HK\$554,000 for the amount due from available-for-sale financial assets.

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

At 31 December 2013 and 2012, the Group has not determined any other receivables as individually impaired and no specific allowance for doubtful debts was recognised.

應收可供出售金融資產款項8,223,000港元(二零一二年：零港元)為無抵押、按年利率12%計息，且須於自呈報期末起一年內償還。於截至二零一三年十二月三十一日止年度，本集團就應收可供出售金融資產之款項預提利息收入554,000港元。

本集團董事認為因為此等款項為短期賬款，故其他應收款項、按金、預付款項及應收可供出售金融資產款項之公允價值與其賬面值並無重大差異。

於二零一三年及二零一二年十二月三十一日，本集團並未釐定任何須作個別減值之其他應收款項，且並無確認作出特殊呆賬撥備。

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for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

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

25. 按公允價值計入損益表之金融資產 – 本集團

| | | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|--|-------------------|----------------------------------|----------------------------------|
| Listed equity securities at fair value held for trading: | 按公允價值持作買賣之上市股本證券： | | |
| Equity securities listed in Hong Kong | 香港上市之股本證券 | 26,602 | 5,151 |

The fair value of the Group's investments in listed equity securities has been measured as described in note 39.7.

本集團於上市股本證券之投資之公允價值乃按照附註39.7計量。

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

The amounts due are unsecured, interest-free and repayable on demand. Included in the amounts due from subsidiaries is a provision for impairment of HK\$232,762,000 (2012: HK\$200,148,000). The carrying amount of the amounts due approximates its fair value.

26. 應收／(應付)附屬公司款項 – 本公司

該等款項為無抵押、免息並須按要求償還。應收附屬公司款項包括減值撥備232,762,000港元(二零一二年：200,148,000港元)。該等款項之賬面值與其公允價值相若。

27. CASH AND CASH EQUIVALENTS – GROUP AND COMPANY

27. 現金及現金等價物 – 本集團及本公司

| | | Group 本集團 | | Company 本公司 | |
|------------------------|---------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
| Bank balances and cash | 銀行存款及現金 | 71,355 | 87,763 | 543 | 5,528 |

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for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

27. CASH AND CASH EQUIVALENTS – GROUP AND COMPANY (Continued)

Included in bank balances and cash of the Group is HK\$26,152,000 (2012: HK\$17,502,000) of bank balances denominated in RMB placed with banks in the PRC and bear interest at an effective interest rate of approximately 0.41% (2012: 1.15%) per annum. RMB is not a freely convertible currency. Under the Mainland China's Foreign Exchange Control Regulations and Administration of Settlement and Sales and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through banks that are authorised to conduct foreign exchange business.

Included in bank balances and cash of the Group is HK\$6,215,000 (2012: HK\$5,285,000) of bank balances denominated in MYR placed with banks in Malaysia and bear interest at an effective interest rate of approximately 1.31% (2012: 1.76%) per annum. In Malaysia, the Group is permitted to exchange MYR into foreign currencies.

28. TRADE PAYABLES – GROUP

The Group was granted by its third parties suppliers credit periods ranging from 30 – 60 days. Trade payable from a related party is repayable on demand. Based on the invoice dates, the ageing analysis of the trade payables were as follows:

| | |
|--------------|----------|
| 0 – 30 days | 0 – 30日 |
| 31 – 60 days | 31 – 60日 |
| 61 – 90 days | 61 – 90日 |
| Over 90 days | 超過90日 |

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

27. 現金及現金等價物 – 本集團及本公司 (續)

本集團之銀行存款及現金包括26,152,000港元(二零一二年：17,502,000港元)為存放於中國境內銀行以人民幣計值，按實際年利率約0.41% (二零一二年：1.15%)計息之銀行存款。人民幣為不可自由兌換貨幣。根據中國內地之外匯兌換管理條例及結匯、售匯及付匯條例規定，本集團可獲准透過獲認可進行外匯兌換業務之銀行以人民幣兌換為其他貨幣。

本集團之銀行存款及現金包括6,215,000港元(二零一二年：5,285,000港元)為存放於馬來西亞境內銀行以馬幣計值，按實際年利率約1.31% (二零一二年：1.76%)計息之銀行存款。本集團獲准於馬來西亞境內將馬幣兌換為外幣。

28. 應付貿易賬款 – 本集團

第三方供應商給予本集團之信貸期介乎三十日至六十日。應付一名關聯方之貿易賬款須按要求償還。根據發票日期，應付貿易賬款之賬齡分析如下：

| | | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|--------------|----------|----------------------------------|----------------------------------|
| 0 – 30 days | 0 – 30日 | 20,293 | 16,112 |
| 31 – 60 days | 31 – 60日 | 5,615 | 10,766 |
| 61 – 90 days | 61 – 90日 | – | 11,346 |
| Over 90 days | 超過90日 | 24,521 | 34,903 |
| | | 50,429 | 73,127 |

所有金額屬短期性質，故認為應付貿易賬款之賬面值為其公允價值之合理約數。

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財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

29. OTHER PAYABLES AND ACCRUED CHARGES – GROUP

29. 其他應付款項及預提費用 – 本集團

| | | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|---|---------------|----------------------------------|----------------------------------|
| Deferred income | 遞延收入 | 16,638 | 19,023 |
| Deposits from customers and franchisees | 來自客戶及特許加盟商之按金 | 4,794 | – |
| Other payables | 其他應付款項 | 7,022 | 6,387 |
| Accrued charges | 預提費用 | 18,510 | 15,066 |
| | | 46,964 | 40,476 |

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

所有金額屬短期性質，故認為其他應付款項及預提費用之賬面值為其公允價值之合理約數。

30. BORROWINGS – GROUP

30. 借貸 – 本集團

| | | Notes 附註 | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|-----------------------------|---------------|-------------|----------------------------------|----------------------------------|
| Borrowings | 借貸 | | | |
| – A third party | — 一名第三方 | (a) | 3,619 | – |
| – A related party (note 36) | — 一名關聯方(附註36) | (b) | 52,324 | 111,374 |
| | | | 55,943 | 111,374 |

(a) The loan borrowed from a third party is unsecured, interest bearing at 12% per annum and repayable within 1 year from the end of the reporting period.

(b) The loan borrowed from a related party is unsecured, interest-free and repayable within twelve months from the end of the reporting period. The related party is a company which is controlled by a non-controlling shareholder of a subsidiary of the Group.

(a) 來自一名第三方之貸款為無抵押、按年利率12%計息及須自呈報期末起計一年內償還。

(b) 來自一名關聯方之貸款為無抵押、免息及須自呈報期末起計十二個月內償還。該關聯方為由本集團一間附屬公司之一名非控股股東所控制之公司。

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

該等款項之賬面值與其公允價值相若。

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財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

31. DEFERRED TAXATION – GROUP

Deferred taxation is calculated on temporary differences under the liability method using a principal taxation rate of 16.5% (2012: 16.5%) for Hong Kong entities and 25% on the PRC entities in the Group at the end of the reporting period.

The movement during the year in the deferred tax assets recognised in the consolidated statement of financial position is as follows:

31. 遞延稅項 – 本集團

遞延稅項乃於呈報期末根據負債法就本集團之香港及中國實體分別就暫時差額按主要稅率16.5% (二零一二年：16.5%)及25% (二零一二年：25%)計算。

年內於綜合財務狀況表確認之遞延稅項資產變動如下：

| | | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|--|-----------------|----------------------------------|----------------------------------|
| At 1 January | 於一月一日 | (2,078) | (1,900) |
| Exchange differences | 匯兌差額 | (39) | – |
| Recognised in profit or loss (note 10) | 已於損益表內確認(附註10) | 800 | (178) |
| At 31 December | 於十二月三十一日 | (1,317) | (2,078) |

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

年內，遞延稅項資產及負債(在同一稅項司法權區內抵銷結餘前)之變動如下：

Deferred tax liabilities

遞延稅項負債

| | | Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元 |
|--|-----------------------------|--|
| At 1 January 2012 | 於二零一二年一月一日 | 709 |
| Recognised in profit or loss | 已於損益表內確認 | (145) |
| At 31 December 2012 and 1 January 2013 | 於二零一二年十二月三十一日及 二零一三年一月一日 | 564 |
| Recognised in profit or loss | 已於損益表內確認 | (481) |
| At 31 December 2013 | 於二零一三年十二月三十一日 | 83 |

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財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

31. DEFERRED TAXATION – GROUP

(Continued)

Deferred tax assets

| | | 遞延稅項資產 | | |
|---|-----------------------------|--------------|----------------|----------------|
| | | Tax losses | Provisions | Total |
| | | 稅項虧損 | 撥備 | 總額 |
| | | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 |
| At 1 January 2012 | 於二零一二年一月一日 | (2,609) | – | (2,609) |
| Recognised in profit or loss | 已於損益表內確認 | 1,151 | (1,184) | (33) |
| At 31 December 2012 and 1 January 2013 | 於二零一二年十二月三十一日 及二零一三年一月一日 | (1,458) | (1,184) | (2,642) |
| Exchange differences | 滙兌差額 | – | (39) | (39) |
| Recognised in profit or loss | 已於損益表內確認 | 1,281 | – | 1,281 |
| At 31 December 2013 | 於二零一三年十二月三十一日 | (177) | (1,223) | (1,400) |

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

就綜合財務狀況表而言，若干遞延稅項資產及負債已根據香港會計師公會所頒佈之香港會計準則第12號所得稅予以抵銷。在綜合財務狀況表確認之金額如下：

| | | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|--|--------------------------|----------------------------------|----------------------------------|
| Deferred tax assets | 遞延稅項資產 | (1,400) | (2,642) |
| Deferred tax liabilities | 遞延稅項負債 | 83 | 564 |
| Net deferred tax assets recognised in the consolidated statement of financial position | 已確認於綜合財務狀況表之 遞延稅項資產淨額 | (1,317) | (2,078) |

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for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

31. DEFERRED TAXATION – GROUP

(Continued)

Unrecognised deferred tax liabilities

At 31 December 2013, temporary differences relating to the undistributed profits of subsidiaries amounted to HK\$6,807,000 (2012: HK\$12,215,000). Deferred tax liabilities have not been recognised in respect of the tax that would be payable on the distribution of these retained profits as the company controls the dividend policy of these subsidiaries and it has been determined that it is probable that these profits will not be distributed in the foreseeable future.

Unrecognised deferred tax assets

At 31 December 2013, the Group had unused tax losses of approximately HK\$66,904,000 (2012: HK\$70,242,000) to carry forward against future taxable income. A deferred tax asset has been recognised in respect of approximately HK\$1,073,000 (2012: HK\$8,836,000) of such losses. No deferred tax asset has been recognised in respect of the remaining losses of approximately HK\$65,831,000 (2012: HK\$61,406,000) due to the unpredictability of future profit streams.

These tax losses do not expire under current legislation except losses of approximately HK\$17,112,000 (2012: HK\$10,712,000) which will expire as follows:

| Year of expiry: | 屆滿年期： |
|-----------------|-------|
| 2013 | 二零一三年 |
| 2014 | 二零一四年 |
| 2015 | 二零一五年 |
| 2016 | 二零一六年 |
| 2017 | 二零一七年 |
| 2018 | 二零一八年 |

31. 遞延稅項 – 本集團 (續)

未確認遞延稅項負債

於二零一三年十二月三十一日，附屬公司未分派溢利之暫時差額為6,807,000港元（二零一二年：12,215,000港元）。本公司並未就分派該等保留溢利而應付之稅項確認遞延稅項負債，乃因本公司控制該等附屬公司之股息政策，且決定於可見之未來該等溢利很可能不會獲分派。

未確認之遞延稅項資產

於二零一三年十二月三十一日，本集團有未動用稅項虧損約66,904,000港元（二零一二年：70,242,000港元）承轉至抵銷未來稅項收入。遞延稅項資產已根據該等虧損確認約1,073,000港元（二零一二年：8,836,000港元）。由於無法確定未來溢利來源，因此概無就剩餘虧損約65,831,000港元（二零一二年：61,406,000港元）確認遞延稅項資產。

此等稅項虧損根據現時法律並無屆滿，惟虧損約17,112,000港元（二零一二年：10,712,000港元）將根據下列期間屆滿：

| | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|-----------------|----------------------------------|----------------------------------|
| Year of expiry: | | |
| 2013 | – | 715 |
| 2014 | 834 | 1,386 |
| 2015 | 842 | 1,848 |
| 2016 | 2,507 | 4,102 |
| 2017 | 3,057 | 2,661 |
| 2018 | 9,872 | – |
| | 17,112 | 10,712 |

32. AMOUNTS DUE TO DIRECTORS – GROUP

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

32. 應付董事款項 – 本集團

該等款項為無抵押、免息並須按要求償還。該等款項之賬面值與其公允價值相若。

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for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

33. SHARE CAPITAL

33. 股本

| | | 2013 二零一三年 | | 2012 二零一二年 | |
|--|-------------------|-----------------------------|-----------------|-----------------------------|-----------------|
| | | Number of shares 股份數目 | HK\$'000 千港元 | Number of shares 股份數目 | HK\$'000 千港元 |
| Authorised: | 法定： | | | | |
| Ordinary shares of HK\$0.1 each | 每股面值0.1港元之普通股 | | | | |
| At 1 January and 31 December | 於一月一日及 十二月三十一日 | 5,000,000,000 | 500,000 | 5,000,000,000 | 500,000 |
| Issued and fully paid: | 已發行及繳足： | | | | |
| At 1 January | 於一月一日 | 1,015,050,000 | 101,505 | 1,015,050,000 | 101,505 |
| Issue of shares upon placement of shares | 於配售股份時發行股份 | 173,410,000 | 17,341 | - | - |
| At 31 December | 於十二月三十一日 | 1,188,460,000 | 118,846 | 1,015,050,000 | 101,505 |

The holder of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

普通股持有人有權收取不時宣派之股息，且有權於本公司會議上就每股股份投一票。所有普通股對本公司之剩餘資產享有同等地位。

On 18 March 2013, the Company entered into a placing agreement with the placing agent in respect of the placing of up to a maximum of 203,000,000 new shares at a placing price of HK\$0.34 per share to raise additional general working capital for future business development. On 3 April 2013, the placing was completed and 173,410,000 new shares were placed by the placing agent to not less than six independent placees at a placing price of HK\$0.34 per share resulting in raising proceeds, before expenses, of approximately HK\$58,959,000. The related transaction costs amounting to HK\$736,000 have been recorded in the share premium account. The net proceeds of this placing of approximately HK\$58,223,000 were used for general working capital of the Group. The Group's outstanding issued shares were 1,188,460,000 shares after the placing of new shares of 173,410,000 as at 31 December 2013.

於二零一三年三月十八日，本公司與配售代理訂立配售協議，按每股0.34港元之配售價配售最多203,000,000股新股，以便為未來業務發展籌集額外一般營運資金。配售於二零一三年四月三日完成，配售代理以每股0.34港元之配售價將173,410,000股新股配售予不少於六名獨立承配人，配售所得收入(扣除費用前)約為58,959,000港元。736,000港元的相關交易成本已錄入股份溢價賬內。該配售所得淨收入約為58,223,000港元，已用作本集團之一般營運資金。截至二零一三年十二月三十一日，於配售173,410,000股新股後，本集團已發行股份為1,188,460,000股。

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財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

34. RESERVES – GROUP AND COMPANY 34. 儲備 – 本集團及本公司

Group

(a) Nature and purpose of reserves

(i) Share premium

The share premium represents the difference between nominal value of the shares issued by the Group and the amount of the consideration. The application of the share premium account is governed by section 40 of the Bermuda Companies Act.

(ii) Investment revaluation reserve

Investment revaluation reserve results from the changes in fair value of available-for-sale financial assets. The reserve is derecognised and is dealt with in accordance with the accounting policies in notes 2.9 (iii).

(iii) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements that have functional currency other than HK\$. The reserve is dealt with in accordance with the accounting policies set out in note 2.4.

本集團

(a) 儲備之性質及目的

(i) 股份溢價

股份溢價指本集團所發行股份之面值與代價金額之間之差額。股份溢價賬之運用受百慕達公司法第40條監管。

(ii) 投資重估儲備

投資重估儲備來自可供出售金融資產公允價值之變動。該儲備根據附註2.9(iii)所述之會計政策撤銷確認及處理。

(iii) 外匯儲備

外匯儲備包括因換算其功能貨幣為非港元之財務報表而產生之所有外匯差額。該儲備根據附註2.4所載會計政策處理。

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34. RESERVES – GROUP AND COMPANY (Continued) 34. 儲備 – 本集團及本公司 (續)

Group (Continued)

(b) Distributability of reserve

The payment of future dividends will be determined by the Group's owners. The payment of the dividends will depend upon the future earnings, capital requirement, financial conditions and general business conditions of the Group.

As of 31 December 2013 and 2012, there was no reserve available for distribution to the owners of the Group.

本集團 (續)

(b) 可供分派儲備

未來股息之支付由本集團擁有人決定。股息之支付將取決於本集團日後之盈利、資本需求、財務狀況及整體營業狀況。

截至二零一三年及二零一二年十二月三十一日，並無可供分派予本集團擁有人之儲備。

Company

本公司

| | | Share premium 股份溢價 HK\$'000 千港元 | Accumulated losses 累計虧損 HK\$'000 千港元 | Total 總額 HK\$'000 千港元 |
|--|-------------------------|--|---|--------------------------------|
| At 1 January 2012 | 於二零一二年一月一日 | 179,556 | (215,169) | (35,613) |
| Loss for the year | 年內虧損 | – | (5,594) | (5,594) |
| At 31 December 2012 and 1 January 2013 | 於二零一二年十二月三十一日及二零一三年一月一日 | 179,556 | (220,763) | (41,207) |
| Loss for the year | 年內虧損 | – | (38,658) | (38,658) |
| Issue of shares upon share placement (note 33) | 於股份配售時發行股份 (附註33) | 41,618 | – | 41,618 |
| Share issuing costs (note 33) | 股份發行成本 (附註33) | (736) | – | (736) |
| At 31 December 2013 | 於二零一三年十二月三十一日 | 220,438 | (259,421) | (38,983) |

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35. OPERATING LEASE COMMITMENTS

Group – as lessee

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

| | | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|------------------------------|--------|----------------------------------|----------------------------------|
| Within one year | 一年內 | 12,441 | 6,491 |
| In the second to fifth years | 第二至第五年 | 33,139 | 4,765 |
| | | 45,580 | 11,256 |

The Group leases the land and buildings under operating leases. The leases run for an initial period of one to five (2012: one to five) years, with an option to renew the lease and renegotiated the terms at the expiry dates or at dates as mutually agreed between the Group and respective landlords. None of the leases include contingent rentals.

Company

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

35. 經營租賃承擔

本集團－作為承租人

於呈報期末，本集團根據不可撤銷之經營租賃就土地及建築物將要承擔之最低租金付款於以下期間支付：

| | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|------------------------------|----------------------------------|----------------------------------|
| Within one year | 12,441 | 6,491 |
| In the second to fifth years | 33,139 | 4,765 |
| | 45,580 | 11,256 |

本集團根據經營租約租賃土地及建築物。租約之初步租賃期為一年至五年(二零一二年：一年至五年)，附有選擇權於約滿日期或本集團與有關業主共同協定之日期續訂租約及重新議訂條款。租約概不包括或然租金。

本公司

本公司並無作為承租人或出租人之任何重大經營租約承擔。

NOTES TO THE FINANCIAL STATEMENTS

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
36. CONNECTED AND RELATED PARTY TRANSACTIONS 36. 關連方及關聯方交易

36.1 Connected and related party transactions

In addition to the transactions/information disclosed elsewhere in these consolidated financial statements, during the year, the Group had the following material transactions with connected and/or related parties:

36.1 關連方及關聯方交易

除了該等綜合財務報表其他部份所披露交易／資料外，年內本集團亦與關連方及／或關聯方進行以下重大交易：

| Connected and/or related parties 關連方及／或關聯方 | Nature of transactions 交易性質 | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|--|--|----------------------------------|----------------------------------|
| Companies in which directors of the Company have interests 本公司董事擁有權益之公司 | | | |
| – Hangzhou Baidi Jewellery Company Limited* (“Baidi Jewellery”) (notes a, c) 杭州百迪珠寶有限公司(「百迪珠寶」)(附註a、c) | Sales of gold and jewellery products 銷售黃金珠寶產品 | 67,518 | 2,200 |
| – Shenzhen City Zhong Chuang Union Investment Company Limited* (“Zhong Chuang”) (notes b, c) 深圳市中創聯合投資有限公司(「中創」)(附註b、c) | Sales of gold and jewellery products 銷售黃金珠寶產品 | 3,573 | – |
| – Shenzhen Didi Jewellery Packaging Company Limited* (“Didi Packaging”) (notes a, c) 深圳迪迪首飾包裝有限公司(「迪迪包裝」)(附註a、c) | Purchase of packaging materials for the brand  H.K. JEWELRY 購買  香港珠寶品牌之包裝材料 | 1,266 | 234 |
| – Hangzhou Didi Commercial Showcases Company Limited* (“Didi Showcases”) (notes a, c) 杭州迪迪商業展具有限公司(「迪迪展具」)(附註a、c) | Purchase of showcases for the brand  H.K. JEWELRY 購買  香港珠寶品牌之展櫃 | 3,653 | 782 |
| A non-controlling interest of a subsidiary 一間附屬公司之非控股權益 | Purchase of complementary hardware and software 購買硬件及軟件配套產品 | 9,580 | 23,976 |
| Directors of the Company 本公司之董事 | Sales of property, plant and equipment 銷售物業、廠房及設備 | – | 36,900 |

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36. CONNECTED AND RELATED PARTY TRANSACTIONS (Continued)

36. 關連方及關聯方交易 (續)

36.1 Connected and related party transactions (Continued)

36.1 關連方及關聯方交易 (續)

Notes:

附註：

- (a) Baidi Jewellery, Didi Packaging and Didi Showcases are owned as to 90%, 65% and 80% respectively by Hangzhou Didi Investment Joint Stock Company Limited* (杭州迪迪投資股份有限公司), which in turn is owned as to 10% and 90% by Mr. Lin Di and his father, respectively.
- (b) Zhong Chuang is owned as to 81% by the brother of Ms. Li Xia.
- (c) The above related party transactions also constitute continuing connected transactions as defined in Chapter 20 of the GEM Listing Rules. The disclosures required by Chapter 20 of the GEM Listing Rules are provided in the Directors' Report.

- (a) 百迪珠寶、迪迪包裝及迪迪展具分別由杭州迪迪投資股份有限公司持有90%、65%及80%權益，而杭州迪迪投資股份有限公司由林迪先生及其父分別持有10%及90%之權益。
- (b) 中創由李霞女士之胞兄持有81%權益。
- (c) 上述關聯方交易亦構成持續關連交易(定義見創業板上市規則第二十章)。創業板上市規則第二十章規定之披露載於董事會報告。

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

與上述關連方及／或關聯方進行之買賣均於本集團日常業務過程中按雙方同意之價格及條款進行。

* The English names of the PRC companies are translation of their respective Chinese names included for information only and are not their official names.

* 該等中國公司之英文名稱乃直譯自其中文名稱，僅供參考，並非其正式名稱。

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36. CONNECTED AND RELATED PARTY TRANSACTIONS (Continued)

36. 關連方及關聯方交易 (續)

36.1 Connected and related party transactions (Continued)

In addition to the transactions/information disclosed elsewhere in these consolidated financial statements, during the year, the Group had the following material outstanding balances with connected and/or related parties.

36.1 關連方及關聯方交易 (續)

除了該等綜合財務報表其他部份所披露交易／資料外，年內本集團與關連方及／或關聯方之重大未償還結餘如下。

| | | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|---|-----------------------|----------------------------------|----------------------------------|
| Non-controlling interests of a subsidiary | 一間附屬公司之非控股權益 | | |
| Trade receivables | 應收貿易賬款 | — | 3,808 |
| Trade payables | 應付貿易賬款 | (1,090) | — |
| Companies controlled by controlling shareholders | 由控股股東所控制的公司 | | |
| Trade receivables | 應收貿易賬款 | 1,197 | — |
| Other payables | 其他應付款項 | (3,428) | — |
| A company controlled by a non-controlling shareholder of a subsidiary | 由一間附屬公司之一名非控股股東所控制的公司 | | |
| Borrowings | 借貸 | (52,324) | (111,374) |

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財務報表附註

for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

36. CONNECTED AND RELATED PARTY TRANSACTIONS (Continued)

36.2 Key management personnel remuneration

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

| | |
|---|----------|
| Short-term employee benefits | 短期僱員福利 |
| Salaries and other benefits | 薪金及其他福利 |
| Contribution to defined contribution plan | 定額供款計劃供款 |

36. 關連方及關聯方交易 (續)

36.2 主要管理人員酬金

本集團主要管理人員為董事會成員及若干高級管理人員。員工成本包括主要管理人員酬金，其中包括下列開支：

| | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|--|----------------------------------|----------------------------------|
| | 7,416 | 7,592 |
| | 45 | 82 |
| | 7,461 | 7,674 |

37. DEREGISTRATION OF A SUBSIDIARY

During the year ended 31 December 2013, the Group deregistered its 65% direct interest in 北京志鴻銀通科技有限公司 ("志鴻銀通"). The deregistration of 志鴻銀通 were completed in 2013. 志鴻銀通 did not have significant contribution to the Group's revenue, loss and cash flow for the period.

Net assets of 志鴻銀通 at the date of deregistration was approximately HK\$10,444,000, representing bank balances and cash. Return of capital of HK\$6,236,000 and HK\$3,655,000 were made to the Group and the non-controlling interests respectively. The respective exchange translation reserve of HK\$553,000 was transferred to profit or loss of the Group. There was no gain or loss on deregistration of a subsidiary is recognised by the Group during the year.

37. 註銷一間附屬公司

於截至二零一三年十二月三十一日止年度內，本集團註銷其於北京志鴻銀通科技有限公司(「志鴻銀通」)之65%直接權益。志鴻銀通於二零一三年內完成註銷。於本期間，志鴻銀通對本集團之收益、虧損及現金流量並無重大貢獻。

志鴻銀通於註銷日期之資產淨值約為10,444,000港元，其為銀行存款及現金。本集團及非控股權益分別獲退還6,236,000港元及3,655,000港元資金。匯兌儲備553,000港元轉撥至本集團之損益表中。於年內，本集團並未就註銷一間附屬公司確認收益或虧損。

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38. FINANCIAL GUARANTEE CONTRACTS – GROUP AND COMPANY

At the end of the reporting period, the Company had given corporate guarantee to a third party and a subsidiary of the Company in respect of all monies owed by and/or the obligations and liabilities of the subsidiary due to a third party under a service contract to the extent of HK\$600,000 (2012: HK\$600,000). At the end of the reporting period, no provision for the Group's and the Company's obligation under the guarantee contract has been made as there was no amounts due by the subsidiary to the third party at the end of the reporting period and the directors considered that it was not probable that the service obligations by the subsidiary would not be met. The fair value of the guarantee is immaterial.

38. 財務擔保合約—本集團及本公司

於呈報期末，本公司已就旗下一間附屬公司根據一份服務合約而應付予一名第三方之所有欠款及／或責任及負債，向該名第三方及該附屬公司發出金額上限為600,000港元(二零一二年：600,000港元)之公司擔保。於呈報期末，由於該附屬公司於呈報期末並無款項結欠該名第三方，且各董事認為該附屬公司不可能無法履行有關服務責任，故並無就本集團及本公司根據該份擔保合約之責任作出撥備。該擔保之公允價值並不重大。

39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS

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

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

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

39. 財務風險管理及金融工具公允價值

本集團因基於日常業務過程中及於其投資活動中使用金融工具而承擔財務風險。財務風險包括市場風險(包括外匯風險、利率風險及其他價格風險)、信貸風險及流動性風險。

本集團積極地定期檢討及管理其財務風險，並採取行動減低有關風險。本集團在風險管理方面採取較為保守策略，並致力將本集團承受之此等風險減至最低。董事會檢討及同意管理各項有關風險之政策。

本集團及本公司所涉及金融工具之種類及其管理及計量有關風險之方法均無變動。

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for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

39. 財務風險管理及金融工具公允價值 (續)

39.1 Categories of financial assets and liabilities

39.1 金融資產及負債之類別

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

財務狀況表所呈列之賬面值涉及以下類別之金融資產及金融負債：

| | | Group 本集團 | | Company 本公司 | |
|---|-------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
| Financial assets | 金融資產 | | | | |
| Available-for-sale financial assets | 可供出售金融資產 | | | | |
| – Unlisted private equity fund, at fair value | – 非上市私人股票基金，按公允價值 | – | 2,543 | – | – |
| Financial assets at fair value through profit or loss | 按公允價值計入損益表之金融資產 | | | | |
| – Listed equity securities held for trading | – 持作買賣之上市股本證券 | 26,602 | 5,151 | – | – |
| Loans and receivables | 借款及應收款項 | | | | |
| – Finance lease receivables | – 融資租賃應收款項 | – | 187 | – | – |
| – Amounts due from customers for contract work | – 應收客戶合約工程款項 | 41,394 | 53,120 | – | – |
| – Trade receivables | – 應收貿易賬款 | 35,890 | 138,608 | – | – |
| – Other receivables and deposits | – 其他應收款項及按金 | 18,958 | 3,285 | – | – |
| – Amounts due from subsidiaries | – 應收附屬公司款項 | – | – | 144,414 | 119,670 |
| – Bank balances and cash | – 銀行存款及現金 | 71,355 | 87,763 | 543 | 5,528 |
| | | 194,199 | 290,657 | 144,957 | 125,198 |

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39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

39. 財務風險管理及金融工具公允價值(續)

39.1 Categories of financial assets and liabilities (Continued)

39.1 金融資產及負債之類別(續)

| | | Group 本集團 | | Company 本公司 | |
|--|---------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
| Financial liabilities | 金融負債 | | | | |
| Financial liabilities measured at amortised cost | 按攤銷成本計量之金融負債 | | | | |
| - Trade payables | - 應付貿易賬款 | 50,429 | 73,127 | - | - |
| - Other payables and accrued charges | - 其他應付款項及預提費用 | 30,326 | 21,453 | 566 | 377 |
| - Amounts due to subsidiaries | - 應付附屬公司款項 | - | - | 64,753 | 64,753 |
| - Amounts due to directors | - 應付董事款項 | 2,540 | 1,648 | - | - |
| - Borrowings | - 借貸 | 55,943 | 111,374 | - | - |
| | | 139,238 | 207,602 | 65,319 | 65,130 |

39.2 Foreign currency risk

Foreign currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. It is the Group's policy for each operating entity to operate in local currencies as far as possible to minimise currency risks. The Group's exposure to foreign currency risk arise from its overseas sales and purchases, which are primarily denominated in US\$, RMB, S\$ and Japanese Yen ("JPY"). These are not the functional currencies of certain Group entities to which these transactions relate.

39.2 外匯風險

外匯風險指因匯率變動而導致金融工具之公允價值或其未來現金流量出現波動之風險。本集團就各個經營實體採取之政策為以當地貨幣經營，盡可能減低外匯風險。本集團承受之外匯風險源自其主要以美元、人民幣、新加坡元及日圓(「日圓」)計值之海外銷售及採購。此等貨幣並非涉及此等交易之若干集團實體之功能貨幣。

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39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

39.2 Foreign currency risk (Continued)

The following table details of the Group's exposure at the end of the reporting period to foreign currency risk arising from recognised assets and liabilities denominated in a currency other than the functional currency of the entity to which they relate are shown below:

39. 財務風險管理及金融工具公允價值(續)

39.2 外匯風險(續)

下表詳述於呈報期末本集團因以相關實體功能貨幣以外之貨幣計值之已確認資產及負債而承受之外匯風險詳情：

| | | US\$ 美元 HK\$'000 千港元 | RMB 人民幣 HK\$'000 千港元 | S\$ 新加坡元 HK\$'000 千港元 | JPY 日圓 HK\$'000 千港元 |
|---|---------------------------|-------------------------------|-------------------------------|--------------------------------|------------------------------|
| At 31 December 2013 | 於二零一三年 十二月三十一日 | | | | |
| Financial assets at fair value through profit or loss | 按公允價值計入損益表之金融資產 | 17,664 | — | — | — |
| Amounts due from customers for contract work | 應收客戶合約工程款項 | 119 | — | — | — |
| Trade receivables | 應收貿易賬款 | 4,289 | — | — | — |
| Bank balances and cash | 銀行存款及現金 | 17,639 | 6,696 | 162 | 413 |
| Other payables and accrued charges | 其他應付款項及預提費用 | — | (28) | — | — |
| Borrowings | 借貸 | — | (3,619) | — | — |
| Overall net exposure | 全面風險顯示 | 39,711 | 3,049 | 162 | 413 |
| At 31 December 2012 | 於二零一二年 十二月三十一日 | | | | |
| Available-for-sale financial assets | 可供出售金融資產 | 2,543 | — | — | — |
| Finance lease receivables | 融資租賃應收款項 | 187 | — | — | — |
| Trade receivables | 應收貿易賬款 | 8,156 | — | 89 | — |
| Bank balances and cash | 銀行存款及現金 | 22,623 | 3,311 | 70 | 515 |
| Overall net exposure | 全面風險顯示 | 33,509 | 3,311 | 159 | 515 |

The Group is mainly exposed to the effects of fluctuation in RMB, S\$ and JPY.

本集團主要承受人民幣、新加坡元及日圓之波動影響。

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39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

39.2 Foreign currency risk (Continued)

The HK\$ is pegged to US\$ and the amounts denominated in US\$ is considered to be insignificant.

The following table illustrates the sensitivity of the Group's (loss)/profit after income tax for the year and equity in regards to an appreciation/depreciation in HK\$ against RMB, S\$ and JPY. These rates are the rates used when reporting foreign currency risk internally to key management personnel and represents management's best assessment of the possible change in foreign exchange rates.

39. 財務風險管理及金融工具公允價值(續)

39.2 外匯風險(續)

由於港元與美元掛鈎，而以美元計值之金額並不重大。

下表說明年內本集團扣除所得稅後(虧損)/溢利及權益對港元兌人民幣、新加坡元及日圓升值/貶值之敏感度。該等匯率乃向主要管理人員呈報外匯風險時採用之匯率，為管理層對匯率可能變動之最佳估計。

| | | Increase/ (Decrease) in foreign exchange rate 匯率上升/ (下降) % | Effect on (loss)/ profit after income tax 對扣除所得稅後 (虧損)/溢利之影響 HK\$'000 千港元 | Effect on component of equity 對股權部份 之影響 HK\$'000 千港元 |
|-------------|--------------|--|---|--|
| 2013 | 二零一三年 | | | |
| RMB | 人民幣 | +3% | (91) | 91 |
| | | -3% | 91 | (91) |
| S\$ | 新加坡元 | +3% | (5) | 5 |
| | | -3% | 5 | (5) |
| JPY | 日圓 | +5% | (21) | 21 |
| | | -5% | 21 | (21) |
| 2012 | 二零一二年 | | | |
| RMB | 人民幣 | +3% | 99 | 99 |
| | | -3% | (99) | (99) |
| S\$ | 新加坡元 | +3% | 5 | 5 |
| | | -3% | (5) | (5) |
| JPY | 日圓 | +5% | 26 | 26 |
| | | -5% | (26) | (26) |

Exposures to foreign exchange rates vary during the year depending on the volume of overseas transactions. Nevertheless, the analysis above is considered to be representative of the Group's exposure to foreign currency risk.

年內之外匯風險取決於海外交易量。然而，上述分析被認為可反映本集團所承受之外幣風險。

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39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

39.3 Interest rate risk

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

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

39.4 Other price risk

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

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

39. 財務風險管理及金融工具公允價值(續)

39.3 利率風險

利率風險指金融工具之公允價值或現金流量因市場利率轉變而波動。本集團的利率風險主要來自銀行存款、應收可供出售金融資產款項及融資租賃應收款項。浮息和定息借貸分別為本集團帶來現金流量利率風險及公允價值利率風險。本集團所有融資租賃應收款項及應收可供出售金融資產款項均為定息。本集團短期銀行存款所承受之利率風險並不重大。故本集團於呈報期末或比較期間並無重大利率風險。

本公司於呈報期末或比較期間並無利率風險。

39.4 其他價格風險

其他價格風險指股本證券公允價值因市場價格變動(利率與外幣匯率變動除外)而波動有關之風險。本集團須承受其於分類為按公允價值計入損益表之金融資產之上市股本證券投資之市場價格變動風險。

為管理因此等投資而產生之市場價格風險，本集團將其組合分散。分散組合乃根據董事會作出之決定完成。所有於香港聯合交易所有限公司上市之股本證券投資以呈報期末所報市場價格計值。

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39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

39.4 Other price risk (Continued)

The sensitivity analysis below have been determined based on the exposure to equity price risks at the end of the reporting period.

39. 財務風險管理及金融工具公允價值(續)

39.4 其他價格風險(續)

下列敏感度分析，根據呈報期末股本價格風險而釐定。

| | | 2013 二零一三年 | | |
|--|-------------|--|--|--|
| | | Increase/ (Decrease) in price of listed equity securities 上市股本證券之 價格升幅／ (跌幅) % | Effect on loss after income tax 扣除所得稅後對 虧損之影響 HK\$'000 千港元 | Effect on component of equity 對股權 部份之影響 HK\$'000 千港元 |
| Market price of the listed equity securities | 上市股本證券之市場價格 | +10 | (2,660) | 2,660 |
| | | -10 | 2,660 | (2,660) |
| | | 2012 二零一二年 | | |
| | | Increase/ (Decrease) in price of listed equity securities 上市股本證券之 價格升幅／ (跌幅) % | Effect on profit after income tax 扣除所得稅後對 溢利之影響 HK\$'000 千港元 | Effect on component of equity 對股權 部份之影響 HK\$'000 千港元 |
| Market price of the listed equity securities | 上市股本證券之市場價格 | +10 | 515 | 515 |
| | | -10 | (515) | (515) |

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

上市股本證券之假設波動指管理層評估此等證券價格於未來十二個月期間之合理可能變動。

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39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

39.5 Credit risk

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

The Group's maximum exposure to credit risk on recognised financial assets is limited to the carrying amount at the end of the reporting period as summarised in note 39.1.

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

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

39.6 Liquidity risk

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

39. 財務風險管理及金融工具公允價值(續)

39.5 信貸風險

信貸風險指金融工具之交易，在對方無法履行其於金融工具條款下之責任，並導致本集團財務損失之風險。本集團所承受的信貸風險主要來自於其日常業務過程中提供客戶信貸及其投資活動。

本集團就已確認金融資產而承受之最高信貸風險以呈報期末之賬面值為限，概述於附註39.1。

就與應收貿易賬款及其他應收款項相關之信貸風險而言，管理層緊密監察所有未償還債項，及定期審閱應收貿易賬款之可收回情況。於呈報期末，由於交易對方乃具信譽之銀行及外來信貸評級優秀之跨國公司，故信貸風險被視為微不足道。

本集團採納保守投資策略，並由管理層監控投資組合。通常投資為認可證券交易所所報之流動證券，惟訂立作長期策略性投資除外。

39.6 流動性風險

流動性風險涉及本集團未能履行與其金融負債相關責任之風險。本集團就清付應付貿易賬款及融資責任以及其現金流量管理而承受流動性風險。本集團之目標在於維持流動資產及承諾資金於適當水平，以滿足其短期及長期流動資金需求。

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39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

39.6 Liquidity risk (Continued)

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

When the creditor has a choice of when the liability is settled, the liability is included on the basis of the earliest date on when the Group can be required to pay. Where the settlement of the liability is in instalments, each instalment is allocated to the earliest period in which the Group is committed to pay. At 31 December 2013 and 2012, the Group's contractual maturity for its financial liabilities are within one year or on demand. The carrying amounts of its financial liabilities approximate their contractual undiscounted cash flows.

Company

At 31 December 2013 and 2012, the Company's contractual maturity for its financial liabilities are within one year or on demand. The carrying amounts of its financial liabilities approximate their contractual undiscounted cash flows.

39. 財務風險管理及金融工具公允價值(續)

39.6 流動性風險(續)

本集團之保守政策為定期監控其目前及預期之流動資金需求，從而保證其維持足夠現金及現金等價物之儲備，以滿足其短期流動資金需求。

若債權人可選擇清付負債之時間，負債按本集團可能被要求還款之最早日期記賬。若負債分期償還，則各分期付款分配至本集團承諾還款之最早期間。於二零一三年及二零一二年十二月三十一日，本集團金融負債的合約到期期限為一年內或按要求。本集團金融負債的賬面值與其合約未貼現的現金流量相若。

本公司

於二零一三年及二零一二年十二月三十一日，本公司金融負債的合約到期期限為一年內或按要求。本公司金融負債的賬面值與其合約未貼現的現金流量相若。

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39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

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

Financial assets and liabilities measured at fair value

Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs

39. 財務風險管理及金融工具公允價值(續)

39.7 於財務狀況表確認之公允價值計量—本集團

按公允價值計算之金融資產及負債

公允價值層次

下表呈列乃根據香港財務報告準則第13號，公允價值計量所定義之三個公允價值層次於呈報期末，定期按公允價值計算本集團之金融工具。根據估值方法所採用參數之可觀察性及對估值之重要性作以下公允價值計算層次釐定：

- 第一層次估值：僅使用第一層次參數(即於計算日期，相同資產或負債在活躍市場之未經調整報價)計算之公允價值
- 第二層次估值：使用第二層次參數(即不符合第一層次之可觀察參數，且並未運用重大不可觀察參數，不可觀察參數即無法獲得市場數據之參數)計算之公允價值。
- 第三層次估值：採用重大不可觀察參數計算之公允價值

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39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

39.7 Fair value measurements recognised in the statement of financial position – Group (Continued)

Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

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

Recurring fair value measurements

39. 財務風險管理及金融工具公允價值(續)

39.7 於財務狀況表確認之公允價值計量—本集團(續)

按公允價值計算之金融資產及負債(續)

公允價值層次(續)

於財務狀況表按公允價值計算之金融資產及負債分類至如下之公允價值層次：

經常性之公允價值計量

| | | 2013 二零一三年 | | |
|---|-------------|------------------------------------|------------------------------------|--------------------------------|
| | Notes 附註 | Level 1 第一層次 HK\$'000 千港元 | Level 2 第二層次 HK\$'000 千港元 | Total 合計 HK\$'000 千港元 |
| Assets | | | | |
| Financial assets at fair value through profit or loss | (b) | 26,602 | — | 26,602 |
| 資產 | | | | |
| 按公允價值計入損益表之金融資產 | | | | |

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39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

39.7 Fair value measurements recognised in the statement of financial position – Group (Continued)

Financial assets and liabilities measured at fair value (Continued)

Recurring fair value measurements (Continued)

39. 財務風險管理及金融工具公允價值(續)

39.7 於財務狀況表確認之公允價值計量—本集團(續)

按公允價值計算之金融資產及負債(續)

經常性之公允價值計量(續)

| | | 2012 二零一二年 | | Total 合計 |
|---|-----------------|------------------|------------------|------------------|
| | | Level 1 第一層次 | Level 2 第二層次 | |
| | | HK\$ '000 千港元 | HK\$ '000 千港元 | HK\$ '000 千港元 |
| | | Notes 附註 | | |
| | | | | |
| Assets | 資產 | | | |
| Available-for-sale financial assets | 可供出售金融資產 | | | |
| – Unlisted private equity fund | – 非上市私人股票基金 | (a) | – | 2,543 |
| Financial assets at fair value through profit or loss | 按公允價值計入損益表之金融資產 | (b) | 5,151 | – |
| Net fair values | 公允價值淨額 | | 5,151 | 2,543 |

(a) Unlisted private equity fund

The fair value of unlisted private equity fund as at 31 December 2012 is determined by reference to the net asset value of the underlying investment in the equity fund. Impairment loss of HK\$2,543,000 (2012: HK\$123,000) was provided during the year because the directors are of the opinion that the amount is uncollectable as the fund has been put into liquidation in late 2013.

(a) 非上市私人股票基金

非上市私人股票基金於二零一二年十二月三十一日之公允價值經參考相關之股票基金投資的資產淨值釐定。該基金於二零一三年年底進行清盤，董事認為有關金額無法收回，故於年內計提減值虧損2,543,000港元(二零一二年：123,000港元)。

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39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

39.7 Fair value measurements recognised in the statement of financial position – Group (Continued)

Financial assets and liabilities measured at fair value (Continued)

Recurring fair value measurements (Continued)

(b) Listed equity securities

The listed equity securities are denominated in HK\$. Fair values have been determined by reference to their quoted bid prices at the end of the reporting period.

During the years ended 31 December 2013 and 2012, there were no transfers between level 1 and level 2. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

40. CAPITAL MANAGEMENT

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

The Group actively and regularly reviews and manages its capital structure and makes adjustments to it in light of changes in economic conditions. The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31 December 2013 and 2012.

39. 財務風險管理及金融工具公允價值(續)

39.7 於財務狀況表確認之公允價值計量—本集團(續)

按公允價值計算之金融資產及負債(續)

經常性之公允價值計量(續)

(b) 上市股本證券

上市股本證券以港元計值。公允價值參考呈報期末之報價釐定。

於截至二零一三年及二零一二年十二月三十一日止年度，並無第一層次與第二層次之間的轉移。本集團之政策為於發生轉移之呈報期末確認公允價值架構中不同層次之間的轉移。

40. 資本管理

本集團之資本管理目標為透過因應風險程度調整貨品及服務定價確保本集團有能力持續經營業務，向股東提供充分回報。

本集團積極地定期對資本架構進行檢討及管理，並因應經濟環境之變化對資本架構作出調整。本集團按成本或攤銷成本入賬之金融工具之賬面值與其於二零一三年及二零一二年十二月三十一日之公允價值並無重大差異。

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for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

40. CAPITAL MANAGEMENT (Continued)

Consistent with industry practice, the Group monitors its capital structure using gearing ratio which is net debt divided by total equity. For this purpose, the Group defines net debt as debt, which comprises long-term and short-term borrowings, less cash and cash equivalents. Total equity comprises equity attributable to owners of the Company and non-controlling interests stated in the consolidated statement of financial position. During 2013, the Group's strategy remains unchanged from 2012, which is to maintain the gearing ratio of not more than 20% in order to support its business. The gearing ratio at 31 December 2013 and 2012 were as follows:

40. 資本管理(續)

本著業界慣例，本集團按淨負債除以股權總額計算負債比率，以此監控其資本結構。本集團將淨負債定義為負債(包括長期及短期借貸)扣除現金及現金等價物。股權總額由綜合財務狀況表中所示之本公司擁有人應佔股權及非控股權益組成。二零一三年期間，本集團之策略與二零一二年相同，乃將負債比率維持在不高於20%的水平，以支援集團之業務。於二零一三年及二零一二年十二月三十一日，負債比率如下：

| | | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 |
|-------------------------------|-----------|----------------------------------|----------------------------------|
| Total borrowings – Borrowings | 借貸總額 – 借貸 | 55,943 | 111,374 |
| Less: bank balances and cash | 減：銀行存款及現金 | (71,355) | (87,763) |
| Net (assets)/debt | 淨(資產)/負債 | (15,412) | 23,611 |
| Total equity | 股權總額 | 192,267 | 151,958 |
| Gearing ratio | 負債比率 | – | 16% |

41. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform with current year's presentation.

41. 比較數字

若干比較數字已重新分類，以符合本年度呈列方式。



Hong Kong Jewellery Holding Limited
香港珠寶控股有限公司