



# GREAT CHINA HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

Stock Code : 141

◆ ANNUAL REPORT 2010 ◆

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## Corporate Information

### Directors

#### Executive Directors

Mr. Rustom Ming Yu HO (*Chairman*)  
Mr. John Ming Tak HO (*Managing Director*)  
Mr. Patrick Kwok Wai POON  
Mr. Maung Tun MYINT

#### Non-Executive Director

Ms. Daphne Yu Gia HO

#### Independent Non-Executive Directors

Mr. Lawrence Kam Kee YU  
Mr. David Hon To YU  
Mr. Hsu Chou WU

### Company Secretary

Mr. Percy Kwok Wai FUNG

### Auditor

Deloitte Touche Tohmatsu  
*Certified Public Accountants, Hong Kong*

### Share Registrar

Tricor Abacus Limited  
26/F, Tesbury Centre  
28 Queen's Road East  
Wanchai  
Hong Kong

### Registered Office

Unit D, 26/F, United Centre  
No. 95 Queensway  
Hong Kong

### Audit Committee

Mr. David Hon To YU (*Chairman*)  
Mr. Lawrence Kam Kee YU  
Mr. Hsu Chou WU

### Nomination Committee

Mr. John Ming Tak HO (*Chairman*)  
Mr. Rustom Ming Yu HO  
Mr. Lawrence Kam Kee YU  
Mr. David Hon To YU  
Mr. Hsu Chou WU

### Remuneration Committee

Mr. Lawrence Kam Kee YU (*Chairman*)  
Mr. John Ming Tak HO  
Mr. David Hon To YU

### Stock Code

141

### Website

[www.greatchinaholdingsltd.com.hk](http://www.greatchinaholdingsltd.com.hk)

## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the shareholders of the Company will be held at Falcon Room II, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on 20 May 2011 at 9:00 am. A circular containing details of the matters proposed to be dealt with in the aforesaid Annual General Meeting together with other relevant information is sent with this Annual Report to all registered shareholders of the Company.

By order of the Board  
**Percy Kwok Wai FUNG**  
*Company Secretary*

Hong Kong, 28 March 2011

# Statement from the Managing Director

## Statement from the Managing Director

I am pleased to submit my report on the performance of Great China Holdings Limited (the "Company") and its subsidiaries (collectively, "the Group") for the year ended 31 December 2010.

### Business Review

The Group's turnover for the year ended 31 December 2010 was approximately HK\$2,467 million (2009: HK\$1,867 million), representing an increase of around 32% from the year ended 31 December 2009. Profit for the year attributable to the owners of the Company was approximately HK\$117 million (2009: HK\$155 million), a decrease of around 24% from that of 2009.

There was a significant increase in other income mainly derived from interest income of HK\$14 million (2009: HK\$6 million) and foreign exchange gains of HK\$33 million (2009: nil).

Included in the profit for the year attributable to the owners of the Company were increase in fair value of investment properties of HK\$58 million (2009: HK\$57 million) and the Group's share of results of associates of HK\$10 million (2009: HK\$12 million), of which an attributable share of fair value gain of HK\$13 million (2009: HK\$17 million) came from investment properties in Mainland China.

### General Trading

#### *Fishmeal Products*

It was a challenging 12 months for the Group's fishmeal trading operations. Despite the challenges, the Group was able to maintain steady growth in fishmeal products trading in 2010 and generated sales worth HK\$2,383 million, representing an increase of 31% over 2009. Trading in fishmeal products achieved a profit of around HK\$48 million (2009: HK\$83 million) and gross profit margin declined to 7% (2009: 12%).

As Peru remains a major global source of fishmeal, prices have been steadily increasing following the Peruvian Government's implementation of individual fishing quotas in 2009. In addition, the 27 February 2010 Chilean earthquake that struck that country worsened the situation by causing considerable disruption to fishmeal production facilities and distribution networks. As a result, fishmeal supplies were reduced and prices soared to historical highs. In Mainland China, demand for fishmeal is also in decline due to escalating prices and the negative impact of last March to June's climactic instability on the aquatic industries. These factors slowed down fishmeal consumption and drove down prices, which in turn caused the Group's gross profit margin on fishmeal products trading to decrease by 5%.

#### *Tapioca Products*

During the second half of 2010, tapioca trading activity was reduced due to high level of inventory accumulated in Mainland China and the costs of new tapioca supplies from Thailand and Vietnam significantly exceeding the selling prices in Mainland China. To address these concerns, the Group's management took cautious steps in tapioca trading and made a profit of HK\$0.8 million (2009: loss of HK\$0.6 million).



## Statement from the Managing Director

### Property Investment in Hong Kong

The Group's principal rental properties in Hong Kong maintained a high occupancy rate during 2010. This provided the Group with a stable rental income of HK\$14 million (2009: HK\$16 million) and, when revaluation gains made during the year were taken into account, the profit of HK\$32 million was generated from the property sector (2009: HK\$42 million). Two leases of the Group properties expired and were then successfully leased out. However, the rental income per square foot reduced due to competition from the newly opened shopping malls in the area. In 2010, the Group bought a property at the Masterpiece, Tsimshatsui which was also leased out at market rate.

Continuing strong market liquidity and low prevailing interest rates provided an upbeat sentiment for the property market. As a result, the Group's investment properties in Hong Kong recorded a revaluation gain of about HK\$23 million (2009: HK\$33 million).

### Property Investment in Mainland China

The Group derived 2010 rental turnover of HK\$18 million (2009: HK\$17 million) and segment profit of HK\$47 million (2009: HK\$39 million) from its investment properties in Mainland China. Taking the advantage of its investment properties in premier locations around Shanghai and the appreciation of Renminbi ("RMB"), the Group recorded an increase in rental income in Mainland China during 2010. The gain in fair value of the Group's Mainland investment properties was HK\$35 million (2009: HK\$24 million).

## Prospects

### General Trading

It is expected that the Chinese government will implement further monetary policies to control inflation by increasing interest rates. Globally, oil prices are also being pushed to a high level due to the recent political turmoil across North Africa and the Middle East. Generally speaking, the global business environment remains uncertain.

Peru remains a major source of anchovy-based fishmeal in the world. In the November 2010 to January 2011 fishing season, the country's fishing fleets were able to harvest just approximately 40% of their anchovy quotas. The shortfall was undoubtedly the result of the Peruvian government's move to protect the high level of juvenile anchovy shoals around its coastline by enforcing ad-hoc bans during the fishing season. These measures have resulted in a substantial reduction in Peruvian fishmeal export worldwide. Such factors have caused a significant increase in fishmeal prices.

With only a limited volume of fishmeal products available for trading, the Group's management foresees substantial decreases in the trading volume of fishmeal products in the first quarter of 2011. The uncertainty in the supply situation of fishmeal products will critically affect the Group's fishmeal products trading operations.

In the tapioca market, the management will also continue to take cautious steps and do everything possible to bring in positive contributions.

## Statement from the Managing Director

### Property Investment

As a result of Mainland China's current housing policies, the Group has decided to put on hold a major refurbishment of Emerald Court in Shanghai.

The Group's management will continue to monitor market conditions and consider attractive investment opportunities in both Hong Kong and Mainland China, as appropriate.

### Appreciation

On behalf of the board of directors of the Company (the "Board"), I would like to thank all our colleagues for their diligence, dedication, loyalty and integrity. I would also like to thank all our shareholders, customers, bankers and other business associates for their trust and support.

**John Ming Tak HO**  
**Managing Director**

Hong Kong, 28 March 2011



# Management Discussion and Analysis

## Business Review

The details of business review are set out in the Statement from the Managing Director.

## Financial Review and Analysis

### Liquidity and Financial Resources

As at 31 December 2010, the Group's gearing ratio was 12% (2009: 14%), based on the Group's long term bank borrowings of HK\$118 million (2009: HK\$120 million) and shareholders' equity of HK\$995 million (2009: HK\$852 million). The Group's current ratio was 1.08 (2009: 1.23), calculated on the basis of current assets of HK\$1,629 million (2009: HK\$718 million) over current liabilities of HK\$1,503 million (2009: HK\$584 million).

As at 31 December 2010, total pledged bank deposits, bank balances and cash on hand were HK\$1,001 million (2009: HK\$246 million). Total bank borrowings of the Group amounted to HK\$1,250 million (2009: HK\$307 million), of which approximately HK\$797 million (2009: HK\$141 million) were secured with bank deposits of HK\$808 million (2009: HK\$148 million). The maturity profile of the Group's bank borrowings falling due within one year was 91% (2009: 61%) and more than one year was 9% (2009: 39%). Total bank borrowings included secured bank loans of HK\$939 million (2009: HK\$283 million), trust receipt loans of HK\$190 million (2009: nil), and there were liabilities of HK\$121 million (2009: HK\$24 million) associated with bills receivable discounted with recourse. The Group's borrowings were denominated in United States dollars, Hong Kong dollars and RMB.

### Charges on Assets

As at 31 December 2010, the Group has available but not yet utilized banking facilities amounting to around HK\$2,539 million (2009: HK\$773 million). The aforesaid facilities were secured by the following assets:

- Leasehold land and land use rights with aggregate book value of HK\$37 million (2009: HK\$38 million);
- Buildings of HK\$6 million (2009: HK\$6 million);
- Properties held for sale of HK\$14 million (2009: HK\$13 million);
- Investment properties of HK\$839 million (2009: HK\$729 million);
- Pledged bank deposits of HK\$808 million (2009: HK\$148 million); and
- Bills receivables of HK\$419 million (2009: HK\$24 million).

## Foreign Exchange Exposure

Transactions of the Group are predominantly denominated in United States dollars, Hong Kong dollars and RMB. During the year, the Group entered into several foreign currency forward contracts with banks to reduce its exposure to the risks of currency fluctuations. Review of the Group's exposure to foreign exchange risks is conducted periodically and derivative financial instruments may be used to hedge against such risks as and when necessary.

## Employee and Remuneration Policies

As at 31 December 2010, the total number of employees of the Group was 85 (2009: 87) with staff costs, excluding directors' remuneration, amounting to HK\$10,188,000 (2009: HK\$12,198,000). Remuneration policies are reviewed annually by the management. Remuneration packages are structured to take into account comparable levels in the market.



## Directors and Senior Management

### Biographical Details of Directors and Senior Management

**Mr. Rustom Ming Yu HO**, aged 59, is the Chairman and an executive director of the Company. He is also a member of the Nomination Committee and a director of various subsidiaries of the Company. Mr. Rustom HO joined the Group in January 1992. He has held senior management positions in the textiles industry for over 33 years. In addition, Mr. Rustom HO is the chairman of Kwong Fong Industries Corporation and a director of Fulcrest Limited (both companies are/are deemed to be the controlling shareholders of the Company) and is the elder brother of Mr. John Ming Tak HO (executive director of the Company) and the father of Ms. Daphne Yu Gia HO (non-executive director of the Company).

**Mr. John Ming Tak HO**, aged 57, is the Managing Director and an executive director of the Company. He is also the chairman of the Nomination Committee, a member of the Remuneration Committee and a director of various subsidiaries of the Company. Mr. John HO joined the Group in November 1991. He has over 33 years of experience in commodities trading and dealing in securities. Mr. John HO is a director of Fulcrest Limited and Asian Pacific Investment Corporation (these 2 companies are/are deemed to be the controlling shareholders of the Company). In addition, he is the younger brother of Mr. Rustom Ming Yu HO (executive director of the Company) and the uncle of Ms. Daphne Yu Gia HO (non-executive director of the Company).

**Mr. Patrick Kwok Wai POON**, aged 60, has been an executive director of the Company since 20 April 2006. Mr. POON joined the Group in 1997 and has since then been working at a senior level of the Group's management team. He is also a director of certain subsidiaries of the Company. In addition, he is a director of Fulcrest Limited, a controlling shareholder of the Company. Mr. POON has extensive experience in the commodity market and in the banking business and holds a practising licence in property management in the People's Republic of China. He has been overseeing the Group's Shanghai office and monitoring the Group's property business in the People's Republic of China for over 13 years. He has ceased to be a member of the Nomination Committee of the Company with effect from 31 May 2010.

**Mr. Maung Tun MYINT (also known as Nelson CHENG)**, aged 45, has been an executive director of the Company since 1 April 2009. He is also a director of various subsidiaries of the Company. In addition, Mr. MYINT is a chief executive officer of the Company's major subsidiaries, such as G.C. Luckmate Trading Limited and G.C. Luckmate Trading (Asia) Limited which are engaged in fishmeal and tapioca trading business. Mr. MYINT joined the Group in 2000 and has over 16 years of experience in commodities trading. He holds a Bachelor of Engineering degree in Electronics from San José State University in the United States of America and a Master degree in Computer Science from Asian Institute of Technology in Thailand.

**Ms. Daphne Yu Gia HO**, aged 39, has been a non-executive director of the Company since 1 April 2008. She holds a Bachelor of Science degree in Marketing and Advertising from Boston College and a Master of Business Administration degree in Managing Technology and Innovation from Santa Clara University. With extensive experience in strategic marketing and business strategy formulation, she currently assists a number of start-ups and small businesses as a private consultant. In the past, Ms. HO has served as key business development roles at several publicly listed companies and was an International Marketing Manager of Kwong Fong Industries Corporation, a controlling shareholder of the Company. In addition, Ms. HO is a daughter of Mr. Rustom Ming Yu HO (executive director of the Company) and a niece of Mr. John Ming Tak HO (executive director of the Company). Her English name has changed from Daphne HO to HO Yu Gia with effect from 18 March 2011.

**Mr. Lawrence Kam Kee YU**, *BBS, MBE, JP*, aged 65, has been an independent non-executive director of the Company since November 1994. He is also the chairman of the Remuneration Committee and a member of both the Audit Committee and the Nomination Committee of the Company. Mr. Lawrence YU is currently an independent non-executive director of the following companies listed on the Main Board of the Hong Kong Stock Exchange: CMMB Vision Holdings Limited (name changed from "Global Flex Holdings Limited" on 14 May 2010; stock code: 471) and Evergrande Real Estate Group Limited (stock code: 3333). Mr. Lawrence YU underwent



## Directors and Senior Management

training at Bayer AG and Cassella AG in Germany and has accumulated many years of senior management experience. Mr. Lawrence YU is the honorary life president of the Hong Kong Dyestuffs Merchants Association Limited. He also serves on many charitable and social organisations, and is currently the co-chairman of the Campaign Committee of The Community Chest of Hong Kong, a director of the Hong Kong Football Association Limited, a governor of Hong Kong Automobile Association and the chairman of the Road Safety Campaign Committee of the Road Safety Council.

Formerly, Mr Lawrence YU was the chairman and executive director of See Corporation Limited (a company listed on the Main Board of the Hong Kong Stock Exchange; stock code: 491) and resigned on 1 October 2009. Mr Lawrence YU was also the chairman and non-executive director of Trasy Gold Ex Limited (a company listed on the Growth Enterprise Market of the Hong Kong Stock Exchange; stock code: 8063) and resigned on 1 October 2009. Mr Lawrence YU was the independent non-executive director of the Hong Kong Building and Loan Agency Limited (a company listed on the Main Board of the Hong Kong Stock Exchange; stock code: 145) and resigned on 2 December 2009.

**Mr. David Hon To YU**, aged 63, has been an independent non-executive director of the Company since 7 January 1999. He is also the chairman of the Audit Committee and a member of both the Nomination Committee and the Remuneration Committee of the Company. Mr. David YU is a fellow member of the Institute of Chartered Accountants in England and Wales and an associate member of the Hong Kong Institute of Certified Public Accountants. He was formerly a partner of an international accounting firm with extensive experience in corporate finance. Mr. David YU is the vice-chairman of MCL Partners Limited, a Hong Kong based financial advisory and investment firm. Currently, he is also an independent non-executive director of TeleEye Holdings Limited (a company listed on the Growth Enterprise Market of the Hong Kong Stock Exchange; stock code: 8051) as well as the following companies listed on the Main Board of the Hong Kong Stock Exchange: China Datang Corporation Renewable Power Co., Limited (listed on 14 January 2011; stock code: 1798), Haier Electronics Group Co., Ltd. (stock code: 1169), Hong Kong Energy (Holdings) Limited (stock code: 987), Media Chinese International Limited (which is also listed in Malaysia; Hong Kong stock code: 685, Malaysia stock code: 5090), One Media Group Limited (stock code: 426), Playmates Holdings Limited (stock code: 635), Sateri Holdings Limited (listed on 8 December 2010; stock code: 1768), Synergis Holdings Limited (stock code: 2340), and VXL Capital Limited (stock code: 727).

Formerly, Mr. David YU was also an independent non-executive director of Cinda International Holdings Limited (previously known as Hantec Investment Holdings Limited) (listed on the Main Board of the Hong Kong Stock Exchange; stock code: 111) and BALtrans Holdings Limited (delisted from the Hong Kong Stock Exchange in April 2008) until 2008.

**Mr. Hsu Chou WU**, aged 56, has been an independent non-executive director of the Company since September 2004. He is also a member of both the Audit Committee and the Nomination Committee of the Company. Mr. WU is a member of the Taipei Bar Association. He is currently the chairman of the Eurasia Law Office in Taipei. He is also a medical ethics lecturer in National Defense Medical Center, a committee member of the Medical Ethics Committee in Tri-Service General Hospital, a committee member of the Law and Regulation Commission of the Ministry of the Interior in Taiwan, and a legal consultant of the National Police Agency of the Ministry of the Interior in Taiwan. Mr. WU is the author of the book "Far Away From Medical Dispute".

**Mr. Percy Kwok Wai FUNG**, aged 51, is the Chief Financial Officer of the Group and the Company Secretary of the Company. He joined the Group in 2009 and is responsible for the financial management and accounting function of the Group. He holds a Bachelor's degree and is a fellow member of both the Association of Chartered Certified Accountants and the Hong Kong Institute of the Certified Public Accountants. He has over 25 years' experience in auditing, finance and accounting.

## Corporate Governance Report

The Board and Management are committed to uphold a high standard of corporate governance with an aim to safeguard the interest of shareholders and the Company as a whole.

In the opinion of the directors, the Company complied with all requirements set out in the Code on Corporate Governance Practices (the "Code") contained in Appendix 14 to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") throughout the year ended 31 December 2010, save for the deviation discussed below:

- All of the independent non-executive directors are not appointed for a specific term (code provision A.4.1) but are subject to retirement by rotation and re-election at least once every three years at the Company's annual general meeting pursuant to the Company's Articles of Association. Accordingly, the Board considers that the Company meets the objective of the code provision A.4.1.

### Directors' and Employees' Securities Transaction

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the directors. Confirmation has been sought from all directors that they have complied with required standards set out in the Model Code throughout the year ended 31 December 2010. The Board has also adopted the Model Code as guidelines for relevant employees in respect of their dealings in the securities of the Company. No incident of non-compliance was noted by the Company during the year under review.

## Directors

### The Board

The Board is accountable to the shareholders for leading the Group in a responsible and effective manner. Every director is charged with acting in the best interest of the Group and contributing to the Group with their expertise and knowledge. The Board decides on overall Group strategies and monitors the Group's performance on behalf of the shareholders. During the year ended 31 December 2010, the Board held four regular meetings at approximately quarterly intervals according to the Code. The attendance of each director is set out as follows:

Name of director	Number of attendance
Mr. Rustom Ming Yu HO	4/4
Mr. John Ming Tak HO	4/4
Mr. Patrick Kwok Wai POON	4/4
Mr. Maung Tun MYINT	4/4
Mr. Lawrence Kam Kee YU	3/4
Mr. David Hon To YU	3/4
Mr. Hsu Chou WU	4/4
Ms. Daphne Yu Gia HO	4/4

To provide an opportunity to directors to include matters for discussion in the agenda, at least 14 days' notice of a Board meeting is usually given to all directors. Every director is entitled to have access to the advice and services of the company secretary with a view to ensuring that the Board procedures, and all applicable rules and regulations, are followed. All minutes are kept by the company secretary and are open for inspection by any director with reasonable advance notice. Minutes of Board meetings and meetings of Board committees record in sufficient detail the matters considered by the Board/Board Committees and decisions reached. Draft and final versions of minutes of Board meetings are sent to all directors for their comments and records respectively within a reasonable time after the Board meeting is held.

## Corporate Governance Report

Directors have been advised that the company secretary can arrange independent professional advice at the expense of the Company should such advice be considered necessary by any director. If a substantial shareholder or a director has a conflict of interest in a matter to be considered material by the Board, the matter will be dealt with in accordance with applicable rules and regulations and, if appropriate, an independent Board committee will be set up to deal with the matter.

### Chairman and Managing Director

The positions of the Chairman and the Managing Director of the Company are currently held by separated individuals, with Mr. Rustom Ming Yu HO being the Chairman and Mr. John Ming Tak HO being the Managing Director. The Chairman is responsible for ensuring that the Board is functioning properly, with good corporate governance practices and procedures. He also steers the Board and the Company towards corporate goals. The Managing Director is responsible for effective implementation of the overall strategies and initiatives adopted by the Board. With the support of the Managing Director and the company secretary, the Chairman seeks to ensure that all directors are properly briefed on issues arising at Board meetings and receive adequate and reliable information on a timely basis.

### Board composition

As at 31 December 2010, the Board consists of four executive directors, three independent non-executive directors and one non-executive director:

#### *Executive directors:*

Mr. Rustom Ming Yu HO (*Chairman*)  
Mr. John Ming Tak HO (*Managing Director*)  
Mr. Patrick Kwok Wai POON  
Mr. Maung Tun MYINT

#### *Independent non-executive directors:*

Mr. Lawrence Kam Kee YU  
Mr. David Hon To YU  
Mr. Hsu Chou WU

#### *Non-executive director:*

Ms. Daphne Yu Gia HO

More than one-third of the Board are independent non-executive directors and each of the independent non-executive directors has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all independent non-executive directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent. The relationship among members of the Board is disclosed in "Directors and Senior Management" of this annual report.

## Corporate Governance Report

### Appointment, re-election and removal

In accordance with the Code and the Company's Articles of Association, all directors (including independent non-executive directors) are subject to retirement by rotation once every three years. Composition of the Board will be reviewed regularly to ensure that it covers a balance of expertise, skills and experience appropriate for the requirements of the business of the Company. The directors' profile is set out on pages 8 to 9. The structure, size and composition of the Board are reviewed from time to time to ensure the Board has a balanced composition of skills, knowledge and experience appropriate for the requirements of the businesses of the Group.

### Responsibilities of Directors

The directors are continually updated with the regulatory requirements, business activities and development of the Company to facilitate the discharge of their responsibilities. Through regular Board meetings, all directors are kept abreast of the conduct, business activities and development of the Company. Each independent non-executive director attended all regularly scheduled meetings of the Board and Committees on which such independent non-executive director sat in, and reviewed the meeting materials distributed in advance for such meetings. A number of executive directors, together with several independent non-executive directors, attended the annual general meeting and answered questions raised by the shareholders.

### Supply of and Access to Information

In respect of regular Board meetings, an agenda and accompanying board papers of the meeting are sent in full to all directors at least 3 days before the intended date of a meeting. The management has the obligation to supply the Board and the various Committees with adequate information in a timely manner to enable the members to make informed decisions. Each director has separate and independent access to the Company's senior management to acquire more information than is volunteered by management and to make further enquiries if necessary.

### Nomination Committee

A nomination committee was established by the Company in 2005. The committee is chaired by Mr. John Ming Tak HO and Mr. Rustom Ming Yu HO, Mr. Lawrence Kam Kee YU, Mr. David Hon To YU and Mr. Hsu Chou WU are members. Mr. Patrick Kwok Wai POON resigned from the committee on 31 May 2010. The major responsibilities of the nomination committee include reviewing and approving all new appointments of directors and senior management of the Group, and monitoring the overall adequacy of the Board's composition.

Nomination Committee held three meetings to review the current directors and senior management structure, and to monitor the overall adequacy of the Board's composition. It has been decided no change is required at present. The attendance of each director is set out as follows:

<b>Name of director</b>	<b>Number of attendance</b>
Mr. John Ming Tak HO ( <i>Chairman</i> )	3/3
Mr. Rustom Ming Yu HO	3/3
Mr. Patrick Kwok Wai POON (resigned from the committee on 31 May 2010)	2/2
Mr. Lawrence Kam Kee YU	3/3
Mr. David Hon To YU	2/3
Mr. Hsu Chou WU	3/3



## Corporate Governance Report

### Remuneration Committee

A Remuneration Committee was established by the Company in 2005. The Committee is chaired by Mr. Lawrence Kam Kee YU and Mr. John Ming Tak HO and Mr. David Hon To YU are members. The majority members of committee are independent non-executive directors. The primary function of the Remuneration Committee is to make recommendations to the Board on the Company's policy and structure for all remuneration of directors and senior management. The directors' emoluments are determined, among other things, by reference to his duties and responsibilities with the Company, his experience for the industry, prevailing market conditions and the Company's performance. During the year ended 31 December 2010, the Remuneration Committee held one meeting, with all committee members present in the meeting.

### Accountability and Audit

#### Financial Reporting

The management provides such explanation and information to the Board to facilitate an informed assessment of the financial and other information put before the Board for approval. The directors acknowledge their responsibility to prepare the financial statements that give a true and fair view of the state of affairs of the Group. Meanwhile, the directors are responsible for ensuring that appropriate accounting policies are selected and applied consistently; and that judgments and estimates made are prudent and reasonable. In preparing the financial statements for the year ended 31 December 2010, the accounting principles generally accepted in Hong Kong have been adopted and the requirements of the Hong Kong Financial Reporting Standards (which also include Statements of Standard Accounting Practice and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants and the applicable laws were complied with. The Board was not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Group's ability to continue as a going concern. The Board has prepared the financial statements on a going concern basis. The reporting responsibilities of external auditors of the Company are disclosed in "Independent Auditor's Report".

#### Internal Controls

The Board has overall responsibilities for maintaining a sound and effective internal control system of the Group. The system includes a defined management structure with limits of authority, safeguards its assets against unauthorized use or disposition, ensures the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensures compliance with relevant laws and regulations. The system is designed to provide reasonable, but not absolute, assurance against material misstatement or loss, and to manage the risks of failure in the Group's operational systems and in the achievement of the Group's objectives.

In the opinion of the directors, the size of group does not warrant setting up an internal audit department. However, during the year, the Board with the assistance of external professional firm, Li, Tang, Chen & Co, has conducted a review on the effectiveness of management supervision, compliance of the Code on Corporate Governance Practices, and major areas of the internal control systems and procedures to assure the Board that the system of internal control is functioning as intended for the year ended 31 December 2010. The results of the internal control review were submitted to the Board for their consideration. The Board has not identified any critical internal control weaknesses.



## Corporate Governance Report

### Audit Committee

The Audit Committee comprises the three independent non-executive directors. The Committee is chaired by Mr. David Hon To YU who possesses recognized professional qualifications in accounting and extensive experience in audit and accounting. The Audit Committee is to oversee the Group's financial reporting system and internal control procedures, and to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standard. During the year ended 31 December 2010 the Audit Committee held two meetings with attendance record as follows:

Name of member	Number of attendance
Mr. David Hon To YU (Chairman)	2/2
Mr. Lawrence Kam Kee YU	2/2
Mr. Hsu Chou WU	2/2

At the meetings, the Audit Committee has reviewed the audited financial statements for the year ended 31 December 2010 and the interim accounts for six months ended 30 June 2010, respectively with senior management and the Company's external auditors. The Audit Committee has also reviewed the Group's accounting principles and practices, listing rules and statutory compliance, and financial reporting matters including the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their programmes and budget.

### Remuneration to the External Auditors of the Company

The remuneration paid by the Company to its auditors, Deloitte Touche Tohmatsu, during the year amounted to HK\$1,230,000, the whole of which was incurred exclusively for the audit services and HK\$313,000 for other services provided by Deloitte Touche Tohmatsu.

### Delegation by the Board

#### Management Functions

Executive directors are in charge of different business and functional divisions in accordance with their respective areas of expertise. The Board, led by the Chairman, is responsible for setting overall corporate strategies; evaluation of the performance of the Group and the management; and approval of matters that are of a material or substantial nature. Supported by senior management members, the Managing Director is responsible for effective implementation of the Board's decisions and the day-to-day operations of the Group.

#### Board Committees

Audit Committee, Remuneration Committee and Nomination Committee have been established to oversee specific aspects of the Company's affairs. Each of these committees has specific written terms of reference which deal clearly with their authorities and duties.

## Corporate Governance Report

### Communication with Shareholders

#### Effective Communication

The Company discloses relevant information to shareholders through the Company's annual report and financial statements, the interim report, as well as the Annual General Meeting ("AGM"). The sections under "Statement from the Managing Director" and "Management Discussion and Analysis" of the annual reports facilitate the shareholders' understanding of the Company's activities. The AGM allows the directors to meet and communicate with shareholders. The Company's financial statements and each of the required disclosure of information are dispatched within the prescribed period imposed by laws and regulations. To further promote effective communication, the corporate website is maintained to disseminate Company announcements and other relevant financial and non-financial information electronically on a timely basis.

#### Voting by Poll

The right to demand a poll was set out in the circular containing the notice of year 2010 AGM. The results of the poll are published on the Stock Exchange's website and the Company's website.

## Directors' Report

The directors have pleasure in presenting to shareholders their annual report and the audited consolidated financial statements of the Company for the year ended 31 December 2010.

### Principal Activities

The Company is an investment holding company and its subsidiaries are principally engaged in trading of animal feed (including fishmeal and tapioca chips), property investment and trading of properties. The principal activities of its subsidiaries are set out in note 19 to the consolidated financial statements.

### Results and Appropriations

The results of the Group for the year ended 31 December 2010 are set out in the consolidated income statement on page 22.

An interim dividend of HK\$0.01 per share amounting to HK\$2,616,849 was paid to shareholders during the year. The directors recommend the payment of a final dividend of HK\$0.01 per share, amounting to HK\$2,616,849 for the year to the shareholders of the Company whose names appear on the Register of Members of the Company on Friday, 20 May 2011. Subject to the approval of the Company's shareholders at the Company's forthcoming annual general meeting to be held on 20 May 2011, the said proposed final dividend will be paid on or around 30 May 2011.

### Reserves

Movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity on page 26.

Movements in the reserves of the Company during the year are set out in note 33 to the consolidated financial statements.

### Investment Properties

Details of movements in the investment properties of the Group during the year are set out in note 15 to the consolidated financial statements.

### Property, Plant and Equipment

Details of movements in the property, plant and equipment of the Group and the Company during the year are set out in note 16 to the consolidated financial statements.

### Principal Properties

Details of the principal properties of the Group at 31 December 2010 are set out on pages 93 and 94.

### Subsidiaries and Associates

Details of the Company's subsidiaries and associates at 31 December 2010 are set out in notes 19 and 20 to the consolidated financial statements, respectively.

### Share Capital

Details of the share capital of the Company during the year are set out in note 32 to the consolidated financial statements.

## Distributable Reserves of the Company

At 31 December 2010, the Company's reserves available for distribution, calculated under Section 79B of the Hong Kong Companies Ordinance, consisted of retained profits of approximately HK\$129 million (2009: HK\$104 million).

## Purchase, Sale or Redemption of Listed Securities

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2010.

## Directors

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

### *Executive Directors*

Mr. Rustom Ming Yu HO (*Chairman*)  
Mr. John Ming Tak HO (*Managing Director*)  
Mr. Patrick Kwok Wai POON  
Mr. Maung Tun MYINT

### *Non-Executive Director*

Ms. Daphne Yu Gia HO

### *Independent Non-Executive Directors*

Mr. Lawrence Kam Kee YU  
Mr. David Hon To YU  
Mr. Hsu Chou WU

In accordance with Article 104(A) of the Company's Articles of Association, Mr. John Ming Tak HO, Mr. Maung Tun MYINT and Mr. David Hon To YU will retire as directors of the Company by rotation at the Company's forthcoming annual general meeting. All of the above three retiring directors, being eligible, will offer themselves for re-election at the meeting.

The Company has received annual confirmation of independence from each of the independent non-executive directors pursuant to the requirement of Rule 3.13 of the Listing Rules. The Company considers all independent non-executive directors to be independent.

## Directors' Service Contracts

Mr. Maung Tun MYINT has entered into a service contract with the Company for three years commencing on 1 April 2009. He is entitled to receive a salary of HK\$1,200,000 per annum and a discretionary bonus decided by the Board based on his performance and the financial results of the Group.

Save as disclosed above, no director proposed for re-election at the Company's forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

## Directors' Report

### Directors' Interests in Contracts of Significance

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

### Arrangements To Purchase Shares or Debentures

Save as the share option scheme as disclosed in note 32 to the consolidated financial statements, at no time during the year was the Company, or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

### Directors' and Chief Executives' Interests and Short Positions in Shares and Underlying Shares of the Company and its Associated Corporations

At 31 December 2010, the interests of directors in the shares of the Company as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance ("SFO") were as follows:

#### Long position in the shares of the Company

Name of director	Number of shares interested			Percentage* of the issued share capital of the Company
	Family Interests	Corporate Interests	Total interests	
Mr. Rustom Ming Yu HO	—	138,347,288 (Note)	138,347,288	52.87%
Mr. John Ming Tak HO	600,000	138,347,288 (Note)	138,947,288	53.10%

Note: By virtue of the SFO, both Mr. Rustom Ming Yu HO and Mr. John Ming Tak HO were deemed to have interests in the 138,347,288 shares of the Company held by Fulcrest Limited, a company in which Mr. Rustom Ming Yu HO and Mr. John Ming Tak HO have controlling interests. Interests in the same shares are also shown under the section headed "Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares of the Company" below.

\* The percentage represents the number of ordinary shares interested divided by the number of the Company's issued shares as at 31 December 2010.

Save as disclosed above, as at 31 December 2010, none of the directors or the chief executives of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

None of the directors nor chief executives (including their spouse and children under 18 years of age) of the Company had any interest in, or had been granted, or exercised, any rights to subscribe for the shares and underlying shares of the Company and its associated corporations (within the meaning of Part XV of the SFO) during the year ended 31 December 2010.

## Directors' Report

### Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares of the Company

The register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO showed that, as at 31 December 2010, the following companies had interests in more than 5% of the Company's issued share capital:

#### Long position in the shares of the Company

Name of substantial shareholder	Number of shares interested			Percentage* of the issued share capital of the Company
	Direct interests	Deemed interests	Total interests	
Fulcrest Limited	138,347,288	—	138,347,288	52.87%
Asian Pacific Investment Corporation	—	138,347,288 (Note)	138,347,288	52.87%
Kwong Fong Holdings Limited	710,000	138,347,288 (Note)	139,057,288	53.14%
Kwong Fong Industries Corporation	8,680,000	139,057,288 (Note)	147,737,288	56.46%
COFCO (Hong Kong) Limited	45,058,000	—	45,058,000	17.22%

Note: The share capital of Fulcrest Limited was owned as to 51% by Asian Pacific Investment Corporation and as to 49% by Kwong Fong Holdings Limited. Kwong Fong Holdings Limited was a wholly owned subsidiary of Kwong Fong Industries Corporation. Accordingly, Asian Pacific Investment Corporation and Kwong Fong Holdings Limited were deemed to be interested in the 138,347,288 shares of the Company held by Fulcrest Limited; and Kwong Fong Industries Corporation was deemed to be interested in the 139,057,288 shares of the Company in which Kwong Fong Holdings Limited had an interest.

\* The percentage represents the number of ordinary shares interested divided by the number of the Company's issued shares as at 31 December 2010.

Save as disclosed above, the directors of the Company are not aware of any person (other than the directors of the Company whose interests are set out in the section headed "Directors' and Chief Executives' Interests and Short Positions in Shares and Underlying Shares of the Company and its Associated Corporations" above) who, as at 31 December 2010, had an interest or a short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO, or which would be recorded in the register kept by the Company under Section 336 of the SFO.

### Management Contracts

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



## Directors' Report

### Major Customers and Suppliers

The Group's five largest trading operation customers accounted for approximately 56.44% (2009: 36.61%) of the Group's turnover for its trading operation for the year. Approximately 26.02% (2009: 12.02%) of the Group's turnover for its trading operation was attributable to the largest customer.

Approximately 65.16% (2009: 71.43%) of the Group's purchases for its trading operation were attributable to the five largest trading operation suppliers with the largest supplier accounted for approximately 26.14% (2009: 20.22%) of the purchases. Due to the nature of the Group's other operations, information on the Group's customers and suppliers for the Group's other operations are not provided as it is considered to be of limited value.

None of the directors, their associates or any shareholders (which to the knowledge of the directors owns more than 5% of the Company's share capital) had any beneficial interest in the Group's five largest customers and suppliers.

### Corporate Governance

The corporate governance practices adopted by the Company are set out in the Corporate Governance Report in this annual report.

### Emolument Policy

The emolument policy of the employees of the Group is formulated and approved by the Board based on the employees' merit, qualification and competence.

The emoluments of the directors of the Company are determined by the Board, having regard to the Company's operating results, individual performance and comparable market statistics, based on the recommendation of the Remuneration Committee of the Company.

### Public Float

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

### Auditor

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

On behalf of the Board

**John Ming Tak HO**

*Managing Director*

28 March 2011

## Independent Auditor's Report

# Deloitte.

# 德勤

**TO THE SHAREHOLDERS OF GREAT CHINA HOLDINGS LIMITED**

*(incorporated in Hong Kong with limited liability)*

We have audited the consolidated financial statements of Great China Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 22 to 92, which comprise the consolidated and the Company's statements of financial position as at 31 December 2010, and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

### 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 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.

### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with section 141 of the Hong Kong Companies Ordinance and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors of the Company, 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 2010, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the Hong Kong Companies Ordinance.

## Consolidated Income Statement

For the year ended 31 December 2010

	Notes	2010 HK\$'000	2009 HK\$'000
<b>Revenue</b>	4	<b>2,467,033</b>	1,866,805
Cost of sales		<b>(2,278,114)</b>	(1,620,314)
<b>Gross profit</b>		<b>188,919</b>	246,491
Other income	6	<b>50,292</b>	7,541
Increase in fair value of investment properties		<b>58,246</b>	56,591
Change in fair value of financial assets designated at fair value through profit or loss		<b>661</b>	1,841
Change in fair value of derivative financial instruments		<b>(16,724)</b>	(1,549)
Gain on disposal of available-for-sale financial assets		<b>750</b>	—
(Impairment loss) reversal of impairment loss on available-for-sale financial assets		<b>(3)</b>	680
Distribution costs		<b>(109,863)</b>	(104,746)
Administrative expenses		<b>(40,973)</b>	(40,269)
Finance costs	7	<b>(12,915)</b>	(6,876)
Share of results of associates		<b>9,680</b>	11,571
<b>Profit before taxation</b>	8	<b>128,070</b>	171,275
Income tax expense	10	<b>(10,833)</b>	(16,379)
<b>Profit for the year attributable to owners of the Company</b>		<b>117,237</b>	154,896
<b>Earnings per share — Basic</b>	12	<b>HK44.80 cents</b>	HK59.19 cents

## Consolidated Statement of Comprehensive Income

For the year ended 31 December 2010

	2010 HK\$'000	2009 HK\$'000
Profit for the year	<b>117,237</b>	154,896
<b>Other comprehensive income</b>		
Exchange difference arising on translation	<b>31,071</b>	3,804
Increase in fair value of available-for-sale financial assets	<b>565</b>	1,025
Reclassification adjustment for cumulative gain included in profit or loss upon disposal	<b>(750)</b>	—
Other comprehensive income for the year	<b>30,886</b>	4,829
<b>Total comprehensive income for the year attributable to owners of the Company</b>	<b>148,123</b>	159,725

## Statements of Financial Position

At 31 December 2010

	NOTES	THE GROUP			THE COMPANY	
		31.12.2010 HK\$'000	31.12.2009 HK\$'000 (Restated)	1.1.2009 HK\$'000 (Restated)	31.12.2010 HK\$'000	31.12.2009 HK\$'000
<b>Non-current assets</b>						
Goodwill	14	3,000	3,000	3,000	—	—
Investment properties	15	841,098	730,215	675,092	—	—
Property, plant and equipment	16	50,563	51,758	53,875	47	66
Prepaid lease payments for land	17	279	283	287	—	—
Deposit paid for acquisition of an investment property	18	—	9,114	—	—	—
Interests in subsidiaries	19	—	—	—	78,616	68,587
Interests in associates	20	137,958	119,201	106,660	2,430	1,199
Amount due from subsidiaries	21	—	—	—	298,024	298,024
Loan to an associate	20	16,911	16,547	17,358	16,911	16,547
Amount due from an associate	20	44,640	—	—	44,640	—
Available-for-sale financial assets	22	1,752	3,340	1,635	—	—
		<b>1,096,201</b>	933,458	857,907	<b>440,668</b>	384,423
<b>Current assets</b>						
Properties held for sale	23	17,996	16,928	16,317	—	—
Inventories	24	29,100	78,126	120,371	—	—
Prepaid lease payments for land	17	4	4	4	—	—
Trade and other receivables	25	580,530	308,180	92,530	355	349
Amount due from subsidiaries	21	—	—	—	345,847	360,574
Amount due from an associate	20	—	44,616	44,596	—	44,616
Financial assets designated at fair value through profit or loss	26	—	21,085	—	—	—
Derivative financial assets	27	112	652	7,735	—	—
Bank balances and cash	28	193,303	97,693	164,065	5,138	7,937
Pledged bank deposits	28	807,864	148,329	—	—	—
		<b>1,628,909</b>	715,613	445,618	<b>351,340</b>	413,476
Assets classified as held for sale	29	—	2,672	—	—	—
		<b>1,628,909</b>	718,285	445,618	<b>351,340</b>	413,476

## Statements of Financial Position

At 31 December 2010

	NOTES	THE GROUP			THE COMPANY	
		31.12.2010 HK\$'000	31.12.2009 HK\$'000 (Restated)	1.1.2009 HK\$'000 (Restated)	31.12.2010 HK\$'000	31.12.2009 HK\$'000
<b>Current liabilities</b>						
Trade and bills payables	30	297,130	329,639	115,838	—	326,918
Other payables and accrued expenses		53,218	54,950	46,452	6,849	2,391
Rental deposits received		1,344	3,529	83	—	—
Amounts due to subsidiaries	21	—	—	—	344,819	237,006
Borrowings	31	1,131,861	187,210	230,815	196,529	6,940
Taxation payable		3,195	7,582	1,901	1,016	—
Derivative financial liabilities	27	16,483	618	—	—	—
		<b>1,503,231</b>	583,528	395,089	<b>549,213</b>	573,255
<b>Net current assets (liabilities)</b>		<b>125,678</b>	134,757	50,529	<b>(197,873)</b>	(159,779)
<b>Total assets less current liabilities</b>		<b>1,221,879</b>	1,068,215	908,436	<b>242,795</b>	224,644
<b>Non-current liabilities</b>						
Borrowings	31	117,888	119,678	121,755	41,624	48,564
Deferred tax liabilities	34	103,298	92,659	81,721	—	—
Rental deposits received		5,543	3,617	7,190	—	—
		<b>226,729</b>	215,954	210,666	<b>41,624</b>	48,564
<b>Net Assets</b>		<b>995,150</b>	852,261	697,770	<b>201,171</b>	176,080
<b>Capital and reserves</b>						
Share capital	32	52,337	52,337	52,337	52,337	52,337
Reserves	33	942,813	799,924	645,433	148,834	123,743
<b>Total Equity</b>		<b>995,150</b>	852,261	697,770	<b>201,171</b>	176,080

The consolidated financial statements on pages 22 to 92 were approved and authorised for issue by the board of directors on 28 March 2011 and are signed on its behalf by:

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 DIRECTOR

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 DIRECTOR



## Consolidated Statement of Changes in Equity

For the year ended 31 December 2010

	Share capital HK\$'000	Share premium HK\$'000	Exchange reserve HK\$'000	Properties revaluation reserve HK\$'000	Investment revaluation reserve HK\$'000	Retained profits HK\$'000	Total HK\$'000
At 1 January 2009	52,337	19,516	76,432	495	—	548,990	697,770
Exchange difference arising on translation	—	—	3,804	—	—	—	3,804
Increase in fair value of available-for-sale financial assets	—	—	—	—	1,025	—	1,025
Other comprehensive income for the year	—	—	3,804	—	1,025	—	4,829
Profit for the year	—	—	—	—	—	154,896	154,896
Total comprehensive income for the year	—	—	3,804	—	1,025	154,896	159,725
Dividends paid (note 13)	—	—	—	—	—	(5,234)	(5,234)
At 31 December 2009	52,337	19,516	80,236	495	1,025	698,652	852,261
Exchange difference arising on translation	—	—	31,071	—	—	—	31,071
Increase in fair value of available-for-sale financial assets	—	—	—	—	565	—	565
Reclassification adjustment for cumulative gain included in profit or loss upon disposal	—	—	—	—	(750)	—	(750)
Other comprehensive income for the year	—	—	31,071	—	(185)	—	30,886
Profit for the year	—	—	—	—	—	117,237	117,237
Total comprehensive income for the year	—	—	31,071	—	(185)	117,237	148,123
Dividends paid (note 13)	—	—	—	—	—	(5,234)	(5,234)
At 31 December 2010	52,337	19,516	111,307	495	840	810,655	995,150

## Consolidated Statement of Cash Flows

For the year ended 31 December 2010

	2010 HK\$'000	2009 HK\$'000 (Restated)
OPERATING ACTIVITIES		
Profit before taxation	<b>128,070</b>	171,275
Adjustments for:		
Finance costs	<b>12,915</b>	6,876
Share of results of associates	<b>(9,680)</b>	(11,571)
(Reversal of allowance) allowance for doubtful debts	<b>(468)</b>	735
Allowance (reversal of allowance) for inventories	<b>1,415</b>	(5,062)
Amortisation of prepaid lease payments for land	<b>4</b>	4
Reversal of impairment loss on properties held for sale	<b>—</b>	(16)
Impairment loss (reversal of impairment loss) on available-for-sale financial assets	<b>3</b>	(680)
Depreciation and amortisation of property, plant and equipment	<b>2,421</b>	2,444
Interest income	<b>(14,416)</b>	(5,987)
Imputed interest income on loan to an associate	<b>(331)</b>	(868)
Increase in fair value of investment properties	<b>(58,246)</b>	(56,591)
Change in fair value of financial assets designated at fair value through profit or loss	<b>(661)</b>	(1,841)
Change in fair value of derivative financial instruments	<b>16,724</b>	1,549
Gain on disposal of property, plant and equipment	<b>(226)</b>	—
Gain on disposal of available-for-sale financial assets	<b>(750)</b>	—
Operating cash flows before movements in working capital	<b>76,774</b>	100,267
Increase in properties held for sale	<b>—</b>	(499)
Decrease in inventories	<b>49,596</b>	48,156
Increase in trade and other receivables	<b>(245,752)</b>	(215,884)
(Increase) decrease in derivative financial instruments	<b>(319)</b>	6,152
(Decrease) increase in trade and bills payables	<b>(45,318)</b>	213,801
(Decrease) increase in other payables and accrued expenses	<b>(5,137)</b>	7,484
Decrease in rental deposits received	<b>(259)</b>	(127)
Cash (used in) from operations	<b>(170,415)</b>	159,350
Hong Kong Profits Tax (paid) refunded	<b>(652)</b>	66
Overseas tax (paid) refunded	<b>(5,700)</b>	43
<b>NET CASH (USED IN) FROM OPERATING ACTIVITIES</b>	<b>(176,767)</b>	159,459

## Consolidated Statement of Cash Flows

For the year ended 31 December 2010

	2010 HK\$'000	2009 HK\$'000 (Restated)
INVESTING ACTIVITIES		
Increase in pledged bank deposits	<b>(656,085)</b>	(148,329)
Purchase of an investment property	<b>(28,748)</b>	—
Purchase of property, plant and equipment	<b>(1,100)</b>	(316)
(Advances to) repayments from an associate	<b>(917)</b>	1,367
Proceeds from disposal of financial assets designated at fair value through profit or loss	<b>21,746</b>	—
Interest received	<b>7,959</b>	5,987
Proceeds from disposal of available-for-sale financial assets	<b>2,150</b>	—
Proceeds from disposal of assets classified as held for sale	<b>1,658</b>	—
Proceeds from disposal of property, plant and equipment	<b>324</b>	—
Deposits received for disposal of assets classified as held for sale	—	1,014
Deposit paid on acquisition of an investment property	—	(9,114)
Purchase of financial assets designated at fair value through profit or loss	—	(19,244)
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(653,013)</b>	(168,635)
FINANCING ACTIVITIES		
New bank loans raised	<b>814,039</b>	141,284
Increase (decrease) in trust receipt loans	<b>189,589</b>	(71,735)
Increase in financing from discounting of bills receivable with full recourse	<b>97,484</b>	23,841
Repayment of bank loans	<b>(166,150)</b>	(139,072)
Interest paid	<b>(8,496)</b>	(6,876)
Dividends paid	<b>(5,234)</b>	(5,234)
<b>NET CASH FROM (USED IN) FINANCING ACTIVITIES</b>	<b>921,232</b>	(57,792)
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>91,452</b>	(66,968)
<b>CASH AND CASH EQUIVALENTS AT 1 JANUARY</b>	<b>97,693</b>	164,065
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES</b>	<b>4,158</b>	596
<b>CASH AND CASH EQUIVALENTS AT 31 DECEMBER</b>	<b>193,303</b>	97,693
ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS		
Bank balances and cash	<b>193,303</b>	97,693

Note: The above illustrates the indirect method of reporting cash flows from operating activities.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

## 1. General

The Company is a limited liability company incorporated in Hong Kong and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Its immediate holding company is Fulcrest Limited and its ultimate holding company is Kwong Fong Industries Corporation with its shares listed on Taiwan Stock Exchange Corporation. The address of the registered office and principal place of business of the Company is Unit D, 26th Floor, United Centre, 95 Queensway, Hong Kong.

The functional currency of the Company and its major subsidiaries is United States dollars ("USD"). The consolidated financial statements are presented in Hong Kong dollars which is different from the functional currency of the Company, as the directors of the Company consider that Hong Kong dollars is the more appropriate presentation currency in view of its place of listing.

The Company is an investment holding company and its subsidiaries are principally engaged in the trading of animal feed (including fishmeal and tapioca chips), property investment and trading of properties.

## 2. Application of new and revised Hong Kong Financial Reporting Standards ("HKFRSs")/Changes in accounting policies

In the current year, the Group and the Company have applied the following new and revised standards, amendments and interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

HKFRSs (Amendments)	Amendments to HKFRS 5 as part of Improvements to HKFRSs issued in 2008
HKFRSs (Amendments)	Improvements to HKFRSs issued in 2009
HKFRS 2 (Amendments)	Group Cash-settled Share-based Payment Transactions
HKFRS 3 (as revised in 2008)	Business Combinations
HKAS 27 (as revised in 2008)	Consolidated and Separate Financial Statements
HKAS 39 (Amendments)	Eligible Hedged Items
HK(IFRIC) — Int 17	Distributions of Non-cash Assets to Owners
HK — Int 5	Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause

Except as described below, the application of the new and revised standards, amendments and interpretations in the current year has had no material effect on the amounts reported in these consolidated financial statements and/or disclosures set out in these consolidated financial statements.

### Amendments to HKAS 17 "Leases"

As part of "Improvements to HKFRSs" issued in 2009, HKAS 17 "Leases" has been amended in relation to the classification of leasehold land. Before the amendments to HKAS 17, the Group was required to classify leasehold land as operating leases and to present leasehold land as prepaid lease payments in the consolidated statement of financial position. The amendments to HKAS 17 have removed such a requirement. The amendments require that the classification of leasehold land should be based on the general principles set out in HKAS 17, that is, whether or not substantially all the risks and rewards incidental to ownership of a leased asset have been transferred to the lessee.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 2. Application of new and revised Hong Kong Financial Reporting Standards (“HKFRSs”)/Changes in accounting policies (continued)

#### Amendments to HKAS 17 “Leases” (continued)

In accordance with the transitional provisions set out in the amendments to HKAS 17, the Group reassessed the classification of unexpired leasehold land as at 1 January 2010 based on information that existed at the inception of the leases. Leasehold land that qualifies for finance lease classification has been reclassified from prepaid lease payments for land to property, plant, and equipment retrospectively. This resulted in prepaid lease payments for land with the carrying amounts of HK\$37,977,000 and HK\$37,658,000 as at 1 January 2009 and 31 December 2009, respectively being reclassified to property, plant and equipment.

As at 31 December 2010, leasehold land that qualifies for finance lease classification with the carrying amount of HK\$37,339,000 has been included in property, plant and equipment. The application of the amendments to HKAS 17 has had no impact on the reported profit or loss for the current and prior years.

#### Summary of the effects of the above changes in accounting policies

The effects of the above changes in accounting policies on the financial positions of the Group as at 1 January 2009 and 31 December 2009 are as follows:

	As at 1.1.2009 (Originally stated) HK\$'000		As at 1.1.2009 (Restated) HK\$'000		As at 31.12.2009 (Originally stated) Adjustments HK\$'000		As at 31.12.2009 (Restated) HK\$'000	
Property, plant and equipment	15,898	37,977	53,875	14,100	37,658	51,758		
Prepaid lease payments for land	38,268	(37,977)	291	37,945	(37,658)	287		
Total effect on net assets	54,166	—	54,166	52,045	—	52,045		

#### New and revised standards, amendments and interpretations issued but not yet effective

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

HKFRSs (Amendments)	Improvements to HKFRSs issued in 2010 <sup>1</sup>
HKFRS 7 (Amendments)	Disclosures — Transfers of Financial Assets <sup>2</sup>
HKFRS 9	Financial Instruments <sup>3</sup>
HKAS 12 (Amendments)	Deferred Tax: Recovery of Underlying Assets <sup>4</sup>
HKAS 24 (as revised in 2009)	Related Party Disclosures <sup>5</sup>
HKAS 32 (Amendments)	Classification of Rights Issues <sup>6</sup>
HK(IFRIC) — Int 14 (Amendments)	Prepayments of a Minimum Funding Requirement <sup>5</sup>
HK(IFRIC) — Int 19	Extinguishing Financial Liabilities with Equity Instruments <sup>7</sup>

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 2. Application of new and revised Hong Kong Financial Reporting Standards (“HKFRSs”)/Changes in accounting policies (continued)

#### New and revised standards, amendments and interpretations issued but not yet effective (continued)

- <sup>1</sup> Effective for annual periods beginning on or after 1 July 2010 or 1 January 2011, as appropriate.
- <sup>2</sup> Effective for annual periods beginning on or after 1 July 2011.
- <sup>3</sup> Effective for annual periods beginning on or after 1 January 2013.
- <sup>4</sup> Effective for annual periods beginning on or after 1 January 2012.
- <sup>5</sup> Effective for annual periods beginning on or after 1 January 2011.
- <sup>6</sup> Effective for annual periods beginning on or after 1 February 2010.
- <sup>7</sup> Effective for annual periods beginning on or after 1 July 2010.

HKFRS 9 “Financial Instruments” (as issued in November 2009) introduces new requirements for the classification and measurement of financial assets. HKFRS 9 “Financial Instruments” (as revised in November 2010) adds requirements for financial liabilities and for derecognition.

- Under HKFRS 9, all recognised financial assets that are within the scope of HKAS 39 “Financial Instruments: Recognition and Measurement” are subsequently measured at either amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent accounting periods.
- In relation to financial liabilities, the significant change relates to financial liabilities that are designated as at fair value through profit or loss. Specifically, under HKFRS 9, for financial liabilities that are designated as at fair value through profit or loss, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the presentation of the effects of changes in the liability’s credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability’s credit risk are not subsequently reclassified to profit or loss. Previously, under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as at fair value through profit or loss was presented in profit or loss.

HKFRS 9 is effective for annual periods beginning on or after 1 January 2013, with earlier application permitted.

The directors of the Company anticipate that HKFRS 9 will be adopted in the Group’s consolidated financial statements for financial year ending 31 December 2013 and are in the process of assessing the impact from the application of the new standard on the results and the financial position of the Group.

The amendments to HKFRS 7 titled “Disclosures — Transfers of Financial Assets” increase the disclosure requirements for transactions involving transfers of financial assets. These amendments are intended to provide greater transparency around risk exposures when a financial asset is transferred but the transferor retains some level of continuing exposure in the asset. The amendments also require disclosures where transfers of financial assets are not evenly distributed throughout the period.

The directors of the Company do not anticipate that these amendments to HKFRS 7 will have a significant effect on the Group’s disclosures regarding transfers of trade receivables previously effected. However, if the Group enters into other types of transfers of financial assets in the future, disclosures regarding those transfers may be affected.



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 2. Application of new and revised Hong Kong Financial Reporting Standards (“HKFRSs”)/Changes in accounting policies *(continued)*

#### **New and revised standards, amendments and interpretations issued but not yet effective *(continued)***

In addition, the amendments to HKAS 12 titled “Deferred Tax: Recovery of Underlying Assets” mainly deal with the measurement of deferred tax for investment properties that are measured using the fair value model in accordance with HKAS 40 “Investment Property”. Based on the amendments, for the purposes of measuring deferred tax liabilities and deferred tax assets for investment properties measured using the fair value model, the carrying amounts of the investment properties are presumed to be recovered through sale, unless the presumption is rebutted in certain circumstances. The directors anticipate that the application of the amendments to HKAS 12 may have a significant impact on deferred tax recognised for investment properties that are measured using the fair value model. The Group is in the process of assessing the potential impact.

The directors of the Company anticipate that the application of other new and revised standards, amendments and interpretations will have no material impact on the results and financial position of the Group and the Company.

### 3. Significant accounting policies

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

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

The principal accounting policies are set out below.

#### **Basis of consolidation**

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

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

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

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

#### **Interests in subsidiaries**

Interests in subsidiaries are included in the Company’s statement of financial position at cost less any identified impairment losses.

**Notes to the Consolidated Financial Statements***For the year ended 31 December 2010***3. Significant accounting policies (continued)****Business combinations*****Business combinations that took place on or after 1 January 2010***

Acquisitions of 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 generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date, except that:

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 "Income Taxes" and HKAS 19 "Employee Benefits", respectively;
- liabilities or equity instruments related to share-based payment transactions of the acquiree or the replacement of an acquiree's share-based payment transactions with share-based payment transactions of the Group are measured in accordance with HKFRS 2 "Share-based Payment" at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 "Non-current Assets Held for Sale and Discontinued Operations" are measured in accordance with that standard.

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 interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after re-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 of 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.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or another measurement basis required by another standard.

Where the consideration the Group transfers in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and considered as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments being made against goodwill or gain on bargain purchase. Measurement period adjustments are adjustments that arise from additional information obtained during the measurement period about facts and circumstances that existed as of the acquisition date. Measurement period does not exceed one year from the acquisition date.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 3. Significant accounting policies (continued)

#### Business combinations (continued)

##### *Business combinations that took place on or after 1 January 2010 (continued)*

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with HKAS 39, or HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets", as appropriate, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

Changes in the value of the previously held equity interest recognised in other comprehensive income and accumulated in equity before the acquisition date are reclassified to profit or loss when the Group obtains control over the acquiree.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

##### *Business combinations that took place prior to 1 January 2010*

Acquisition of businesses was accounted for using the purchase method. The cost of the acquisition was measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that met the relevant conditions for recognition were generally recognised at their fair value at the acquisition date.

Goodwill arising on acquisition was recognised as an asset and initially measured at cost, being the excess of the cost of the acquisition over the Group's interest in the recognised amounts of the identifiable assets, liabilities and contingent liabilities recognised. If, after assessment, the Group's interest in the recognised amounts of the acquiree's identifiable assets, liabilities and contingent liabilities exceeded the cost of the acquisition, the excess was recognised immediately in profit or loss.

The minority interest in the acquiree was initially measured at the minority interest's proportionate share of the recognised amounts of the assets, liabilities and contingent liabilities of the acquiree.

**Notes to the Consolidated Financial Statements***For the year ended 31 December 2010***3. Significant accounting policies (continued)****Business combinations (continued)****Business combinations that took place prior to 1 January 2010 (continued)**

Contingent consideration was recognised, if and only if, the contingent consideration was probable and could be measured reliably. Subsequent adjustments to contingent consideration were recognised against the cost of the acquisition.

Business combinations achieved in stages were accounted for as separate steps. Goodwill was determined at each step. Any additional acquisition did not affect the previously recognised goodwill.

**Goodwill**

Goodwill arising on an acquisition of a business is carried at cost less any accumulated impairment losses, if any, and is presented separately in the consolidated statement of financial position.

For the purposes of impairment testing, goodwill is allocated to each of the cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently whenever there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss in the consolidated income statement. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

**Interests in associates**

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

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, investments in associates are initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associates. When the Group's share of losses of an associate equals or exceeds its interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 3. Significant accounting policies (continued)

#### Interests in associates (continued)

From 1 January 2010 onwards, upon disposal of an associate that results in the Group losing significant influence over that associate, any retained investment is measured at fair value at that date and the fair value is regarded as its fair value on initial recognition as a financial asset in accordance with HKAS 39. The difference between the previous carrying amount of the associate attributable to the retained interest and its fair value is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when it loses significant influence over that associate.

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

Interests in associates are included in the Company's statement of financial position at cost less any identified impairment losses.

#### Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the non-current asset is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

#### Revenue recognition

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

Sales of goods are recognised when goods are delivered and title has been passed.

Revenue from sales of properties is recognised when the risks and rewards of the properties are transferred to the buyers, upon execution of binding sales agreement and delivery of properties to buyers.

Rental income, including rentals invoiced in advance from properties let under operating leases, is recognised on a straight line basis over the terms of the relevant leases. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as expenses on a straight line basis over the lease term.

Agency fee income is recognised when services are provided.

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



**Notes to the Consolidated Financial Statements***For the year ended 31 December 2010***3. Significant accounting policies (continued)****Investment properties**

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values using the fair value model. Gains or losses arising from changes in the fair value of investment property are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use or no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the item is derecognised.

**Property, plant and equipment**

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

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

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

**Leasing**

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

***The Group as lessor***

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

***The Group as lessee***

Operating lease payments are recognised as expenses on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 3. Significant accounting policies (continued)

#### Leasing (continued)

##### *The Group as lessee (continued)*

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

##### *Leasehold land and buildings*

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 substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group. Specifically, 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.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "prepaid lease payments for land" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis except for those that are classified and accounted for as investment properties under the fair value model. 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, unless it is clear that both elements are operating leases, in which case the entire lease is classified as an operating lease.

#### Financial instruments

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

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

##### *Financial assets*

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

**Notes to the Consolidated Financial Statements***For the year ended 31 December 2010***3. Significant accounting policies (continued)****Financial instruments (continued)****Financial assets (continued)***Effective interest method*

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

Interest income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL.

*Financial assets at fair value through profit or loss*

Financial assets at FVTPL has two subcategories, including financial assets held for trading and those designated as at FVTPL on initial recognition.

A financial asset is classified as held for trading if:

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

A financial asset other than a financial asset held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial assets at FVTPL are measured at fair value, with changes in fair value arising from remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial assets.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 3. Significant accounting policies (continued)

#### Financial instruments (continued)

#### Financial assets (continued)

##### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including amounts due from subsidiaries, loan to an associate, trade and other receivables, amount due from an associate, bank balances and pledged bank deposits) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss of financial assets below).

##### Available-for-sale financial assets

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

Available-for-sale financial assets are measured at fair value at the end of the reporting period. Changes in fair value are recognised in other comprehensive income and accumulated in investment revaluation reserve, until the financial asset is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss (see accounting policy on impairment of financial assets below).

##### Impairment of financial assets

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

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

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

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of 90 days and observable changes in national or local economic conditions that correlate with default on receivables.

**Notes to the Consolidated Financial Statements***For the year ended 31 December 2010***3. Significant accounting policies (continued)****Financial instruments (continued)****Financial assets (continued)****Impairment of financial assets (continued)**

For financial assets carried at amortised cost, an impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

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

For available-for-sale debt investments, impairment losses are subsequently reversed if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

**Financial liabilities and equity instruments**

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

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

**Effective interest method**

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

**Financial liabilities**

Financial liabilities (including trade and bills payables, other payables, rental deposits received, amounts due to subsidiaries and borrowings), are subsequently measured at amortised cost, using the effective interest method.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 3. Significant accounting policies (continued)

#### Financial instruments (continued)

#### Financial liabilities and equity instruments (continued)

##### Equity instruments

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

#### Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer 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 original or modified terms of a debt instrument. A financial guarantee contract issued by the Company and not designated as at fair value through profit or loss is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Company measures the financial guarantee contract at the higher of: (i) the amount determined in accordance with HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets"; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with HKAS 18 "Revenue".

#### Derivative financial instruments

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately.

#### Derecognition

Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss. If the Group retains substantially all the risks and rewards of ownership of a transferred asset, the Group continues to recognise the financial asset and recognise a collateralised borrowing for proceeds received.

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

#### Inventories and properties held for sale

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the first-in, first-out method.

Properties held for sale, which represent unsold completed properties, are stated at the lower of cost and net realisable value.

Net realisable value represents the estimated selling price in the ordinary course of business less estimated costs necessary to make the sale.



**Notes to the Consolidated Financial Statements***For the year ended 31 December 2010***3. Significant accounting policies (continued)****Impairment loss on tangible assets**

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

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

**Foreign currencies**

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are re-translated 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 re-translated.

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

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (the exchange reserve).

**Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 3. Significant accounting policies (continued)

#### Taxation

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

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

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

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

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

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly to equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity, respectively.

#### Retirement benefit costs

Payments to the retirement benefits schemes are charged as expenses when employees have rendered service entitling them to the contributions.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 4. Revenue

Revenue represents revenue arising on sale of fishmeal and tapioca chips, sale of properties, rental and leasing and agency fee income for the year. An analysis of the Group's revenue for the year is as follows:

	2010 HK\$'000	2009 HK\$'000
Sales of goods	<b>2,432,803</b>	1,833,872
Rental income from investment properties	<b>31,364</b>	31,910
Agency fee income	<b>2,866</b>	1,023
	<b>2,467,033</b>	1,866,805

### 5. Segment information

Information reported to the executive directors of the Company, being the chief operating decision maker, for the purpose of resource allocation and assessment of segment performance focuses on the operating divisions of the Group.

The Group's operating and reportable segments under HKFRS 8 are as follows:

1. General trading — trading of fishmeal and tapioca chips
2. Property investment in Hong Kong — leasing of properties situated in Hong Kong
3. Property investment in the People's Republic of China (the "PRC") — leasing of properties situated in the PRC and agency services in the PRC
4. Trading of properties — sale of properties situated in the PRC

Information regarding the above segments is reported below.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 5. Segment information (continued)

#### Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable segment.

#### 2010

	General trading HK\$'000	Property investment in Hong Kong HK\$'000	Property investment in the PRC HK\$'000	Trading of properties HK\$'000	Consolidated HK\$'000
REVENUE					
External sales	2,434,968	13,635	18,430	—	2,467,033
Segment profit	48,875	31,677	46,702	—	127,254
Change in fair value of financial assets designated at fair value through profit or loss					661
Gain on disposal of available-for-sale financial assets					750
Impairment loss on available-for-sale financial assets					(3)
Central administration costs					(8,904)
Unallocated finance costs					(994)
Unallocated income tax expense					(1,527)
Profit for the year					117,237

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

## 5. Segment information (continued)

## Segment revenue and results (continued)

## 2009

	General trading HK\$'000	Property investment in Hong Kong HK\$'000	Property investment in the PRC HK\$'000	Trading of properties HK\$'000	Consolidated HK\$'000
REVENUE					
External sales	1,833,872	15,961	16,972	—	1,866,805
Segment profit	82,468	41,627	38,536	—	162,631
Change in fair value of financial assets designated at fair value through profit or loss					1,841
Reversal of impairment loss on available-for-sale financial assets					680
Central administration costs					(9,095)
Unallocated finance costs					(1,161)
Profit for the year					154,896

The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 3. Segment profit represents profit earned by each reportable segment without allocation of income and expenses of the Group's head office, including: change in fair value of financial assets designated at fair value through profit or loss, gain on disposal of available-for-sale financial assets, impairment loss/reversal of impairment loss on available-for-sale financial assets, central administration costs, unallocated finance costs and unallocated income tax expense. This is the measure reported to the chief operating decision maker for the purpose of resource allocation and performance assessment.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 5. Segment information (continued)

#### Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable segment.

#### At 31 December 2010

	General trading HK\$'000	Property investment in Hong Kong HK\$'000	Property investment in the PRC HK\$'000	Trading of properties HK\$'000	Consolidated HK\$'000
ASSETS					
Segment assets	1,590,542	464,992	599,014	17,996	2,672,544
Corporate assets					52,566
Consolidated assets					2,725,110
LIABILITIES					
Segment liabilities	1,454,338	113,755	84,770	—	1,652,863
Corporate liabilities					77,097
Consolidated liabilities					1,729,960

#### At 31 December 2009

	General trading HK\$'000	Property investment in Hong Kong HK\$'000	Property investment in the PRC HK\$'000	Trading of properties HK\$'000	Consolidated HK\$'000
ASSETS					
Segment assets	597,011	412,011	567,854	16,928	1,593,804
Corporate assets					57,939
Consolidated assets					1,651,743
LIABILITIES					
Segment liabilities	536,675	91,213	85,656	—	713,544
Corporate liabilities					85,938
Consolidated liabilities					799,482

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

## 5. Segment information (continued)

## Segment assets and liabilities (continued)

For the purpose of monitoring segment performances and allocating resources between segments:

- all assets are allocated to reportable segments other than the Group head office's corporate assets; and
- all liabilities are allocated to reportable segments other than the Group head office's corporate liabilities.

## Other segment information

## 2010

Amounts included in segment profit or segment assets:

	General trading HK\$'000	Property investment in Hong Kong HK\$'000	Property investment in the PRC HK\$'000	Trading of properties HK\$'000	Unallocated HK\$'000	Consolidated HK\$'000
Additions to non-current assets (Note)	664	37,862	19,193	—	—	57,719
Interests in associates	—	—	137,958	—	—	137,958
Share of results of associates	—	—	(9,680)	—	—	(9,680)
Increase in fair value of investment properties	—	(23,358)	(34,888)	—	—	(58,246)
Depreciation and amortisation of property, plant and equipment	588	9	829	—	995	2,421
Amortisation of prepaid lease payments for land	—	—	4	—	—	4
Gain on disposal of property, plant and equipment	—	(8)	(218)	—	—	(226)
Change in fair value of derivative financial instruments	16,724	—	—	—	—	16,724
Reversal of allowance for doubtful debts	—	—	(468)	—	—	(468)
Allowance for inventories	1,415	—	—	—	—	1,415
Exchange (gain) loss, net	(33,973)	(4)	(202)	—	708	(33,471)
Interest income	(14,349)	—	(67)	—	—	(14,416)
Imputed interest income on loan to an associate	—	—	(331)	—	—	(331)
Interest expense	9,926	638	1,357	—	994	12,915
Income tax expense	46	3,998	5,262	—	1,527	10,833



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 5. Segment information (continued)

#### Other segment information (continued)

#### 2009

Amounts included in segment profit or segment assets:

	General trading HK\$'000	Property investment in Hong Kong HK\$'000	Property investment in the PRC HK\$'000	Trading of properties HK\$'000	Unallocated HK\$'000 (Restated)	Consolidated HK\$'000 (Restated)
Additions to non-current assets (Note)	168	9,114	12,689	—	—	21,971
Interests in associates	—	—	119,201	—	—	119,201
Share of results of associates	—	—	(11,571)	—	—	(11,571)
Increase in fair value of investment properties	—	(32,760)	(23,831)	—	—	(56,591)
Depreciation and amortisation of property, plant and equipment	532	37	880	—	995	2,444
Amortisation of prepaid lease payments for land	—	—	4	—	—	4
Change in fair value of derivative financial instruments	1,549	—	—	—	—	1,549
Allowance for doubtful debts	—	—	735	—	—	735
Reversal of allowance for inventories	(5,062)	—	—	—	—	(5,062)
Reversal of impairment loss on properties held for sale	—	—	—	(16)	—	(16)
Exchange loss (gain), net	296	12	(117)	—	177	368
Interest income	(5,926)	—	(61)	—	—	(5,987)
Imputed interest income on loan to an associate	—	—	(868)	—	—	(868)
Interest expense	3,557	408	1,750	—	1,161	6,876
Income tax expense	5,866	5,912	4,601	—	—	16,379

Note: Non-current assets excluded financial instruments.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

## 5. Segment information (continued)

## Geographical information

The Group's operations are located in Hong Kong and the PRC.

The Group's revenue by location of customers and information about its non-current assets by geographical location of the assets are detailed below:

	Revenue		Non-current assets	
	2010 HK\$'000	2009 HK\$'000	2010 HK\$'000	2009 HK\$'000 (Restated)
Hong Kong	13,635	15,961	508,274	457,171
Other regions in the PRC	2,453,398	1,850,844	524,624	456,400
	<b>2,467,033</b>	1,866,805	<b>1,032,898</b>	913,571

Note: Non-current assets excluded financial instruments.

## Information about major customers

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

	2010 HK\$'000	2009 HK\$'000
Customer A	633,677	220,384
Customer B	272,607	—
Customer C	251,370	—

Revenue from the above customers are from the general trading segment.

## 6. Other income

	2010 HK\$'000	2009 HK\$'000
Bank interest income	14,416	5,987
Exchange gain, net	33,471	—
Gain on disposal of property, plant and equipment	226	—
Imputed interest income on loan to an associate	331	868
Sundry	1,848	686
	<b>50,292</b>	7,541

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 7. Finance costs

	2010 HK\$'000	2009 HK\$'000
Interest on bank loans		
— wholly repayable within five years	11,283	5,307
— not wholly repayable within five years	1,632	1,569
	<b>12,915</b>	6,876

### 8. Profit before taxation

	2010 HK\$'000	2009 HK\$'000 (Restated)
Profit before taxation has been arrived at after charging (crediting):		
(Reversal of allowance for) allowance for doubtful debts	<b>(468)</b>	735
Amortisation of prepaid lease payments for land	4	4
Auditor's remuneration	1,230	1,020
Cost of inventories recognised as an expense	<b>2,276,699</b>	1,625,392
Depreciation and amortisation of property, plant and equipment	<b>2,421</b>	2,444
Exchange loss, net	—	368
Allowance (reversal of allowance) for inventories (Note)	<b>1,415</b>	(5,062)
Reversal of impairment loss on properties held for sale	—	(16)
Share of taxation of an associate	<b>3,614</b>	4,514
Staff costs including directors' emoluments	<b>19,546</b>	23,152
Gross rental income from investment properties	<b>(31,364)</b>	(31,910)
Less: Outgoings	<b>1,349</b>	1,857
Net rental income from investment properties	<b>(30,015)</b>	(30,053)

Minimum lease payments for operating leases in respect of staff quarters amounting to HK\$2,213,000 (2009: HK\$1,146,000) are included in staff costs.

Note: A reversal of allowance for inventories was recognised during the year ended 31 December 2009 as market price increased during the year ended 31 December 2009.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

## 9. Directors' and employees' remuneration

## (a) Directors' remuneration

	Mr. Rustom Ming Yu HO HK\$'000	Mr. John Ming Tak HO HK\$'000	Mr. Patrick Kwok Wai POON HK\$'000	Mr. Maung Tun MYINT HK\$'000	Mr. Lawrence Kam Kee YU HK\$'000	Mr. David Hon To YU HK\$'000	Mr. Hsu Chou WU HK\$'000	Ms. Daphne Yu Gia HO HK\$'000	Total HK\$'000
<b>2010</b>									
Fees	—	—	—	—	250	240	60	60	610
Other emoluments									
Salaries and other benefits	757	4,067	1,316	1,200	—	—	—	—	7,340
Discretionary performance bonus	50	525	170	600	—	—	—	—	1,345
Retirement benefit scheme contributions	—	12	39	12	—	—	—	—	63
	<b>807</b>	<b>4,604</b>	<b>1,525</b>	<b>1,812</b>	<b>250</b>	<b>240</b>	<b>60</b>	<b>60</b>	<b>9,358</b>
<b>2009</b>									
Fees	—	—	—	—	240	240	60	60	600
Other emoluments									
Salaries and other benefits	757	4,053	1,586	673	—	—	—	—	7,069
Discretionary performance bonus	100	1,712	217	1,196	—	—	—	—	3,225
Retirement benefit scheme contributions	—	12	39	9	—	—	—	—	60
	<b>857</b>	<b>5,777</b>	<b>1,842</b>	<b>1,878</b>	<b>240</b>	<b>240</b>	<b>60</b>	<b>60</b>	<b>10,954</b>

## Notes:

- The discretionary performance bonus is determined having regard to the performance of individuals and financial results of the Group.
- Mr. Maung Tun MYINT was appointed as an executive director on 1 April 2009.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 9. Directors' and employees' remuneration (continued)

#### (b) Employees' emoluments

Of the five individuals with the highest emoluments in the Group, four (2009: four) are directors of the Company whose emoluments are included in the disclosures in note (a) above. The emoluments of the remaining one (2009: one) individual are as follows:

	2010 HK\$'000	2009 HK\$'000
Salaries and other benefits	1,081	711
Discretionary performance bonus	90	134
Retirement benefit costs — defined contribution plan	12	9
	<b>1,183</b>	854

The emoluments were within the following bands:

	No. of employee	
	2010	2009
Nil to HK\$1,000,000	—	1
HK\$1,000,001 to HK\$2,000,000	1	—

### 10. Income tax expense

	2010 HK\$'000	2009 HK\$'000
The charge comprises:		
Hong Kong Profits Tax		
Current year	1,718	—
Other jurisdiction		
Current year	121	5,996
Overprovision in prior years	(4)	(432)
	<b>117</b>	5,564
Deferred tax liabilities (note 34)		
Current year	8,998	10,815
Taxation attributable to the Company and its subsidiaries	<b>10,833</b>	16,379

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 10. Income tax expense (continued)

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

The income tax expense for the year can be reconciled to profit before taxation per the consolidated income statement as follows:

	2010 HK\$'000	2009 HK\$'000
Profit before taxation	128,070	171,275
Tax at Hong Kong Profits Tax rate of 16.5% (2009: 16.5%)	21,131	28,260
Tax effect of expenses not deductible for tax purpose	1,094	3,442
Tax effect of income not taxable for tax purpose	(4,940)	(2,291)
Tax effect of tax losses not recognised	5,949	84
Tax effect of share of results of associates	(1,597)	(1,909)
Tax effect on different tax rate of operations in other jurisdiction	(2,966)	2,276
Tax effect of utilisation of tax losses previously not recognised	(7,505)	(13,175)
Tax effect of utilisation of deductible temporary difference previously not recognised	(240)	(416)
Overprovision in prior years	(4)	(432)
Others	(89)	540
Income tax expense for the year	10,833	16,379

### 11. Profit attributable to owners of the company

The profit attributable to owners of the Company is dealt with in the financial statements of the Company to the extent of a profit of HK\$30,325,000 (2009: HK\$34,138,000).

### 12. Earnings per share

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

	2010 HK\$'000	2009 HK\$'000
Earnings for the purpose of basic earnings per share:		
Profit for the year attributable to owners of the Company	117,237	154,896
	<b>Number of shares</b>	
	2010	2009
Number of ordinary shares for the purpose of basic earnings per share	261,684,910	261,684,910

No diluted earnings per share has been presented as there were no potential ordinary shares in both years.



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 13. Dividends

	2010 HK\$'000	2009 HK\$'000
Interim dividend paid for 2010 of HK\$0.01 (2009: HK\$0.01) per ordinary share	2,617	2,617
Final dividend paid for 2009 of HK\$0.01 (2009: for 2008 of HK\$0.01) per ordinary share	2,617	2,617
	<b>5,234</b>	5,234

A final dividend of HK\$0.01 (2009: HK\$0.01) per share for the year ended 31 December 2010 has been proposed by the directors and is subject to approval by the shareholders in the forthcoming annual general meeting.

### 14. Goodwill

	THE GROUP HK\$'000
<b>COST</b>	
At 1 January 2009, 31 December 2009, and 31 December 2010	22,308
<b>IMPAIRMENT</b>	
At 1 January 2009, 31 December 2009 and 31 December 2010	19,308
<b>CARRYING AMOUNTS</b>	
At 31 December 2010	3,000
At 31 December 2009	3,000
At 1 January 2009	3,000

Goodwill in 2009 and 2010 was allocated to the cash generating unit ("CGU") that is engaged in the animal feed trading business with operation located in the PRC.

The recoverable amount of this CGU has been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a ten year period and discount rate of 9% (2009: 7%). The cash flows beyond the five year period are extrapolated using a zero growth rate and assuming steady cash flow at the fifth year. The growth rate does not exceed the long-term average growth rate for the animal feed trading business in which the CGU operates. Other key assumptions for the value in use calculations relate to the estimation of cash inflows/outflows which include budgeted sales and gross margin based on the CGU's past performance and management's expectations for the market development. The discount rate used is pre-tax and reflect specific risks relating to the relevant segment. No impairment loss has been recognised in the consolidated income statement for the year.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

## 15. Investment properties

	THE GROUP HK\$'000
FAIR VALUE	
At 1 January 2009	675,092
Exchange realignment	1,204
Increase in fair value	56,591
Transfer to assets classified as held for sale (note 29)	(2,672)
At 31 December 2009	730,215
Additions	37,862
Exchange realignment	14,775
Increase in fair value	58,246
At 31 December 2010	841,098

All of the Group's leasehold interests in land held under operating leases to earn rentals or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

The fair value of the Group's investment properties at 31 December 2010 and 2009 have been arrived at on the basis of a valuation carried out on that date by A.G. Wilkinson & Associates, independent qualified professional valuers not connected with the Group. A.G. Wilkinson & Associates is a member of the Hong Kong Institute of Surveyors, and has appropriate qualifications and recent experiences in the valuation of properties in the PRC and Hong Kong. The valuation was arrived at by reference to market evidence of transaction prices for similar properties and capitalisation of net income by reference to market yield of similar properties.

Certain investment properties with an aggregate carrying value of HK\$839,342,000 (2009: HK\$728,478,000) were pledged to secure bank facilities granted to the Group.

The carrying value of investment properties shown above comprises:

	2010 HK\$'000	2009 HK\$'000
Properties situated on:		
— land in Hong Kong under:		
Long lease	422,600	402,580
Medium lease	41,200	—
	463,800	402,580
— land outside Hong Kong under:		
Long lease	377,298	327,635
	841,098	730,215

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

## 16. Property, plant and equipment

	Leasehold land HK\$'000 (Restated)	Buildings HK\$'000	Leasehold improvements HK\$'000	Motor vehicles HK\$'000	Furniture, fixtures and office equipment HK\$'000	Total HK\$'000 (Restated)
<b>THE GROUP</b>						
COST						
At 1 January 2009	38,216	9,269	9,097	3,496	5,304	65,382
Exchange realignment	—	12	18	3	7	40
Additions	—	—	116	—	200	316
At 31 December 2009	38,216	9,281	9,231	3,499	5,511	65,738
Exchange realignment	—	128	207	33	85	453
Additions	—	—	—	765	335	1,100
Disposals	—	—	—	(1,017)	(8)	(1,025)
At 31 December 2010	38,216	9,409	9,438	3,280	5,923	66,266
DEPRECIATION AND AMORTISATION						
At 1 January 2009	239	469	3,903	2,374	4,522	11,507
Exchange realignment	—	—	7	16	6	29
Provided for the year	319	222	1,123	536	244	2,444
At 31 December 2009	558	691	5,033	2,926	4,772	13,980
Exchange realignment	—	37	114	28	50	229
Provided for the year	319	222	1,143	510	227	2,421
Eliminated on disposals	—	—	—	(919)	(8)	(927)
At 31 December 2010	877	950	6,290	2,545	5,041	15,703
CARRYING VALUES						
At 31 December 2010	37,339	8,459	3,148	735	882	50,563
At 31 December 2009	37,658	8,590	4,198	573	739	51,758
At 1 January 2009	37,977	8,800	5,194	1,122	782	53,875
<b>THE COMPANY</b>						
COST						
At 1 January 2009, 31 December 2009 and 31 December 2010	—	—	—	—	1,307	1,307
DEPRECIATION						
At 1 January 2009	—	—	—	—	1,222	1,222
Provided for the year	—	—	—	—	19	19
At 31 December 2009	—	—	—	—	1,241	1,241
Provided for the year	—	—	—	—	19	19
At 31 December 2010	—	—	—	—	1,260	1,260
CARRYING VALUES						
At 31 December 2010	—	—	—	—	47	47
At 31 December 2009	—	—	—	—	66	66

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 16. Property, plant and equipment (continued)

The above items of property, plant and equipment are depreciated on a straight-line basis after taking into account of their estimated residual values at the following rates per annum:

#### Category of assets

Leasehold land and buildings	Over the shorter of the term of the lease, or 40 years
Leasehold improvements	20%
Motor vehicles	25%
Furniture, fixtures and office equipment	20%

Certain land and buildings with an aggregate carrying amount of HK\$43,181,000 (2009: HK\$43,656,000) were pledged to secure bank facilities granted to the Group.

The carrying value of leasehold land comprises land in Hong Kong under long lease (2009: long lease).

### 17. Prepaid lease payments for land

The Group's prepaid lease payments for land comprise:

	31.12.2010 HK\$'000	THE GROUP	
		31.12.2009 HK\$'000 (Restated)	1.1.2009 HK\$'000 (Restated)
Leasehold land in the PRC held under — long lease	283	287	291
Analysed for reporting purposes as:			
— Non-current asset	279	283	287
— Current asset	4	4	4
	283	287	291

### 18. Deposit paid for acquisition of an investment property

On 26 August 2009, Halesite Limited, a wholly owned subsidiary of the Company, entered into an agreement with Sunfield Investments Limited and Park New Astar Hotel Limited (the "vendors"), independent third parties, for the acquisition of the property located at Unit F, 57/F, The Masterpiece, No. 18 Hanoi Road, Tsimshatsui, Kowloon, Hong Kong at a consideration of HK\$36,457,000. A deposit of HK\$9,114,000 was paid to the vendors during the year ended 31 December 2009. The acquisition was completed in February 2010.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 19. Interests in subsidiaries

	THE COMPANY	
	31.12.2010 HK\$'000	31.12.2009 HK\$'000
Unlisted shares, at cost	51,216	51,216
Deemed capital contribution in subsidiaries	31,272	21,243
Less: Impairment losses recognised	(3,872)	(3,872)
	<b>78,616</b>	68,587

During the year, the directors of the Company reviewed the carrying values of the investments. The recoverable amounts of these investments for the year are determined with reference to the directors' estimate of discounted future cash flows and net assets of these investments as at the end of the reporting period. Accordingly, no further impairment loss has been recognised in the financial statements of the Company.

Particulars of the subsidiaries at 31 December 2010 and 2009 are as follows:

Name of subsidiary	Place/country of incorporation/ operations	Issued share capital	Percentage of nominal value of issued share capital held directly/ indirectly by the Company		Principal activities
			2010	2009	
<i>Direct subsidiary</i>					
Dajen Properties Limited	British Virgin Islands/ Hong Kong	1 ordinary share of US\$1	100%	100%	Investment holding
G.C. Luckmate Trading (China) Limited	Hong Kong	2 ordinary shares of HK\$1 each	100%	100%	Animal feed trading
G.C. Nominees Limited	Hong Kong	100 ordinary shares of HK\$1 each	100%	100%	Inactive
Great China Development (Shanghai) Limited	British Virgin Islands/ Hong Kong	10 ordinary shares of US\$1 each	100%	100%	Investment holding
Halesite Limited	Hong Kong	4,000,000 ordinary shares of HK\$1 each	100%	100%	Property investment
Haode Property Management (Shanghai) Company Limited*	PRC	Registered capital of US\$500,000	100%	100%	Real estate agent in Shanghai, China
Sunison Development Limited	Hong Kong	100 ordinary shares of HK\$1 each	100%	100%	Investment holding
Tai Loy Trading Company Limited	Hong Kong	43,344,000 ordinary shares of HK\$1 each	100%	100%	Investment holding

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

## 19. Interests in subsidiaries (continued)

Name of subsidiary	Place/country of incorporation/ operations	Issued share capital	Percentage of nominal value of issued share capital held directly/indirectly by the Company		Principal activities
			2010	2009	
<i>Indirect subsidiary</i>					
Adamgate Limited	British Virgin Islands/ Hong Kong	1 ordinary share of US\$1	100%	100%	Investment holding
Alliance Pacific Investment Limited ("Alliance Pacific")	Hong Kong	2 ordinary shares of HK\$1 each	100%	100%	Inactive
Capital Head Investment Limited	Hong Kong	2 ordinary shares of HK\$1 each	100%	100%	Property investment in Shanghai, China
Concord Trinity Development Limited	Hong Kong	2 ordinary shares of HK\$1 each and 2 non-voting deferred shares of HK\$1 each (note)	100%	100%	Property investment in Shanghai, China
Fairlight Limited	British Virgin Islands/ Hong Kong	1 ordinary share of US\$1	—	100%	Inactive
G.C. Luckmate Trading Limited	Hong Kong	4,000,000 ordinary shares of HK\$1	100%	100%	Animal feed trading
G.C. Luckmate Trading (Asia) Limited	Hong Kong	2 ordinary shares of HK\$1 each	100%	100%	Animal feed trading
G.C. Luckmate Trading (International) Limited	Hong Kong	2 ordinary shares of HK\$1 each	100%	100%	Animal feed trading
Glory South Investment Limited	Hong Kong	2 ordinary shares of HK\$1 each	100%	100%	Property investment
Great China Commodities Limited	British Virgin Islands/ Hong Kong	10,000 ordinary shares of US\$1 each	100%	100%	Investment holding
Honour Alliance Development Limited	Hong Kong	100 ordinary shares of HK\$1 each	100%	100%	Property investment
Jasmine Ocean Limited	British Virgin Islands/ Hong Kong	1 ordinary share of US\$1	100%	100%	Ship chartering
Jelson Enterprises Limited	Hong Kong	2 ordinary shares of HK\$1 each and 2 non-voting deferred shares of HK\$1 each (note)	100%	100%	Property investment in Shanghai, China



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 19. Interests in subsidiaries (continued)

Name of subsidiary	Place/country of incorporation/ operations	Issued share capital	Percentage of nominal value of issued share capital held directly/indirectly by the Company		Principal activities
			2010	2009	
<i>Indirect subsidiary (continued)</i>					
Poppins Properties Limited	British Virgin Islands/ Hong Kong	55,603 ordinary shares of US\$1 each	100%	100%	Investment holding
Star Talent Investment Limited ("Star Talent")	Hong Kong	2 ordinary shares of HK\$1 each	100%	100%	Inactive
Silver Regent Development Limited	Hong Kong	100 ordinary shares of HK\$1 each	100%	100%	Property investment
上海裕景貿易有限公司*	PRC	Registered capital of Renminbi ("RMB") 3,000,000	100%	100%	Animal feed trading
博平置業(上海)有限公司*	PRC	Registered capital of US\$8,460,000	100%	100%	Property investment in Shanghai, China
上海澤尼貿易有限公司*	PRC	Registered capital of US\$150,000	100%	100%	Animal feed trading

\* A wholly foreign owned enterprise

Note: The deferred shares, which are not held by the Group, carry practically no rights to dividends nor to receive notice of nor to attend or vote at any general meeting of the relevant companies nor to participate in any distribution on winding up.

None of the subsidiaries had any debt security outstanding at the end of the year or at any time during the year.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

## 20. Interests in associates/loan to an associate/amount due from an associate

	THE GROUP			THE COMPANY	
	31.12.2010 HK\$'000	31.12.2009 HK\$'000	1.1.2009 HK\$'000	31.12.2010 HK\$'000	31.12.2009 HK\$'000
Cost of investment in unlisted associates	—	—	—	—	—
Share of post-acquisition reserves	135,528	118,002	105,792	—	—
Deemed contribution	2,430	1,199	868	2,430	1,199
	<b>137,958</b>	119,201	106,660	<b>2,430</b>	1,199

The loan to an associate is unsecured, interest-free and not repayable within the next twelve months after the end of the reporting period. Accordingly, the amount is shown as a non-current asset.

The interest-free loan is measured at amortised cost determined using the effective interest method. The effective interest rate of the amount is 2% (2009: 2%) per annum.

At 31 December 2009, the amount due from an associate is unsecured, interest-free and repayable on demand. The directors of the Company estimate that the amount will be recovered within twelve months from the end of the reporting period. Accordingly, the amount is classified as a current asset.

At 31 December 2010, the directors of the Company estimate that the amount will not be repaid within the next twelve months from the end of the reporting period. Accordingly, the amount is classified as non-current assets. The interest-free balance is measured at amortised cost using the effective interest method. The effective interest rate of the amount is 2% per annum.

Particulars of the associates at 31 December 2010 and 2009 are as follows:

Name of associate	Form of business structure	Place of incorporation/operation	Proportion of nominal value of issued share capital indirectly held by		Principal activity
			the Company 2010	2009	
Samstrong International Limited (note a)	Incorporated	British Virgin Island/ Hong Kong	43%	43%	Investment holding
Da Da Development (Shanghai) Corporation (note b)	Incorporated	PRC	43%	43%	Property investment in Shanghai, China
Yield Commence Limited (note c)	Incorporated	Hong Kong	43%	43%	Investment holding

Notes:

- Out of the total 43 shares held by the Group, 7 shares (2009: 7 shares) are charged to another shareholder of Samstrong International Limited in exchange for the consent from such shareholder to pledge the investment properties of the associate as security for banking facilities used by the Group.
- Da Da Development (Shanghai) Corporation is a wholly foreign owned investment enterprise and a wholly owned subsidiary of Yield Commence Limited.
- Yield Commence Limited is a wholly owned subsidiary of Samstrong International Limited.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 20. Interests in associates/loan to an associate/amount due from an associate (continued)

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

	2010 HK\$'000	2009 HK\$'000
Total assets	560,298	504,589
Total liabilities	<b>(241,404)</b>	(227,816)
Net assets	<b>318,894</b>	276,773
Group's share of net assets of associates	<b>137,958</b>	119,201
Revenue	<b>3,775</b>	5,894
Profit for the year	<b>22,950</b>	28,059
Group's share of results of associates for the year	<b>9,680</b>	11,571

### 21. Amounts due from (to) subsidiaries

	THE COMPANY	
	31.12.2010 HK\$'000	31.12.2009 HK\$'000
Amounts due from subsidiaries	<b>648,259</b>	662,986
Less: Impairment losses recognised	<b>(4,388)</b>	(4,388)
	<b>643,871</b>	658,598
Less: Amounts recoverable within one year shown under current assets	<b>(345,847)</b>	(360,574)
Amounts recoverable after one year	<b>298,024</b>	298,024

During the year, the directors reviewed the carrying values of amounts due from subsidiaries. The recoverable amounts of these amounts due from subsidiaries are determined with reference to the directors' estimate of discounted future cash flows and net assets of the subsidiaries as at the end of the reporting period. No further impairment loss has been recognised by the Company during the year.

Included in the amounts due from subsidiaries are amounts of HK\$298,024,000 (2009: HK\$298,024,000) which are unsecured, interest-free and not expected to be repaid within the next twelve months from the end of the reporting period. Accordingly, the amounts are classified as non-current assets. The remaining balance is unsecured, interest-free and repayable on demand.

The interest-free balance is initially measured at fair value and subsequently measured at amortised cost determined using the effective interest method. The effective interest rate of the amount is 2% (2009: 2%) per annum.

The amounts due to subsidiaries are unsecured, interest-free and repayable on demand.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

## 22. Available-for-sale financial assets

	THE GROUP		
	31.12.2010 HK\$'000	31.12.2009 HK\$'000	1.1.2009 HK\$'000
Club debentures	1,752	3,340	1,635

All available-for-sale financial assets, representing club debentures, are stated at fair value.

## 23. Properties held for sale

	THE GROUP		
	31.12.2010 HK\$'000	31.12.2009 HK\$'000	1.1.2009 HK\$'000
Properties held for sale			
— Prepaid lease payments for land use right	5,634	5,404	5,384
— Buildings	12,362	11,524	10,933
	17,996	16,928	16,317
Properties held for sale in the PRC under long lease	17,996	16,928	16,317

Certain properties held for sale with a carrying amount of HK\$13,778,000 (2009: HK\$12,951,000) have been pledged to secure bank facilities granted to the Group.

## 24. Inventories

	THE GROUP		
	31.12.2010 HK\$'000	31.12.2009 HK\$'000	1.1.2009 HK\$'000
Trading merchandises	29,100	78,126	120,371

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 25. Trade and other receivables

	THE GROUP			THE COMPANY	
	31.12.2010 HK\$'000	31.12.2009 HK\$'000	1.1.2009 HK\$'000	31.12.2010 HK\$'000	31.12.2009 HK\$'000
Trade and bills receivables	550,374	295,894	64,533	—	—
Less: Allowance for doubtful debts	(594)	(1,382)	(2,559)	—	—
	549,780	294,512	61,974	—	—
Prepayments and deposits	3,232	2,985	19,327	355	349
Other receivables	27,518	10,683	11,229	—	—
Trade and other receivables	580,530	308,180	92,530	355	349

The Group allows a credit period ranging from 30 to 90 days (2009: 30 to 90 days) to its customers in respect of trading of animal feed.

Included in trade and other receivables are trade and bills receivables with an aged analysis based on invoice date as follows:

	THE GROUP	
	2010 HK\$'000	2009 HK\$'000
0 – 30 days	122,514	286,502
31 – 60 days	23	7,989
61 – 90 days	8,183	21
91 – 120 days	419,060	—
	549,780	294,512

Before accepting any new customer, the Group carries out research on the creditability of the new customer and assesses the potential customer's credit quality and defines credit limits by customer. Limits attributed to customers are reviewed once a year.

#### Ageing of trade receivables which are past due but not impaired

	2010 HK\$'000	2009 HK\$'000
91 – 120 days	122,498	—

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 25. Trade and other receivables (continued)

#### Ageing of trade receivables which are past due but not impaired (continued)

At 31 December 2010, included in trade receivables and other receivables are carrying amounts of HK\$130,630,000 and HK\$12,118,000 respectively, due from a single customer, of which HK\$122,498,000 of the trade receivable and other receivable balances are past due as at the reporting date for which the Group has not provided for impairment loss. The Group holds the goods imported for the customer and a personal guarantee from an independent third party as collateral over these balances. The directors of the Company estimate that the fair value of the collateral exceeded the carrying amount of the receivables.

At 31 December 2009, none of the Group's trade receivables was past due at the reporting date for which the Group had not provided.

#### Movement in the allowance for doubtful debts

	THE GROUP	
	2010 HK\$'000	2009 HK\$'000
Balance at the beginning of the year	1,382	2,559
Amounts written off during the year	(320)	(1,912)
(Decrease) increase in allowance recognised in profit or loss	(468)	735
Balance at the end of the year	594	1,382

Included in the allowance for doubtful debts were individually impaired trade receivables with an aggregate balance of HK\$594,000 (2009: HK\$1,382,000) which are in financial difficulties.

In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the reporting date. The Company has concentration of credit risks as 25% (2009: 18%) and 100% (2009: 69%) of the total receivables were due from the Company's largest customer and the five largest customers respectively.

At 31 December 2010, the carrying amount of bills receivables with recourse, which had been discounted to certain banks as security for the borrowing was HK\$122,488,000 (2009: HK\$23,841,000). The carrying amount of the associated liability was HK\$121,325,000 (2009: HK\$23,841,000). Accordingly, the Group continued to recognise the full carrying amount of the receivables and had recognised the cash received from the banks as a secured borrowing.



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 26. Financial assets designated at fair value through profit or loss

During the year ended 31 December 2009, the Group purchased 180 notes of zero coupon convertible bonds which were listed on the Stock Exchange with principal amount of RMB100,000 each with maturity date on 2 February 2010. The convertible bonds were denominated in RMB and should be settled in USD. The convertible bonds could be converted into the issuer's shares at a fixed conversion price at any time up to 23 January 2010 and the issuer might redeem all or some of the convertible bonds at any time prior to the maturity date at principal amount plus a gross yield of 1.5% per annum calculated on a semi-annual basis. If the convertible bonds had not been converted or redeemed, they would be redeemed on maturity date at principal amount multiplied by 104.59%. There were no conversion exercised by the Group and no redemption exercised by the issuer during the year ended 31 December 2009. The contractual maturity of the convertible bonds was within the next twelve months from the end of the reporting period. Accordingly, the amount was classified as a current asset. The convertible bonds were subsequently redeemed on 2 February 2010.

The convertible bonds contained embedded derivatives which were not closely related to the host contract. The entire combined contract had been designated as financial assets at FVTPL on initial recognition. The fair value of the convertible bonds was determined by reference to the bid and ask price of identical instrument provided by financial institutions.

### 27. Derivative financial instruments

	THE GROUP		
	31.12.2010 HK\$'000	31.12.2009 HK\$'000	1.1.2009 HK\$'000
<b>Derivative financial assets</b>			
Foreign currency non-deliverable forward contracts	112	596	7,735
Interest rate swaps	—	56	—
	<b>112</b>	652	7,735
<b>Derivative financial liabilities</b>			
Foreign currency non-deliverable forward contracts	13,562	333	—
Interest rate swaps	2,921	285	—
	<b>16,483</b>	618	—

During both years, the Group entered into a number of foreign currency non-deliverable forward contracts to manage its currency fluctuation exposures. The instruments purchased are primarily purchasing USD and selling RMB and to be settled on net settlement basis on the maturity dates of the instruments.

At 31 December 2010, the total notional amount of the forward contracts amounted to USD103,898,000 (2009: USD18,363,000). The maturity of the contracts ranges from two months to twelve months (2009: eight months to twelve months) subsequent to the end of the reporting period. The contract rates range from RMB6.45: USD1 to RMB6.79: USD1 (2009: RMB6.63: USD1 to RMB6.83: USD1).

**Notes to the Consolidated Financial Statements***For the year ended 31 December 2010***27. Derivative financial instruments (continued)**

At 31 December 2010, the fair values of the Group's foreign currency forward contracts are estimated to be financial assets and financial liabilities of approximately HK\$112,000 (2009: HK\$596,000) and HK\$13,562,000 (2009: HK\$333,000), respectively.

In addition, the Group entered into a number of interest rate swap contracts to minimise its exposure to interest rate fluctuation of its USD variable-rate borrowings by swapping a portion of the variable-rate borrowings to fixed rates.

At 31 December 2010, the total notional amount of the interest rate swap contracts amounted to USD92,743,000 (2009: USD17,130,000). The maturity of the contracts range from four months to twelve months (2009: eight months to twelve months) subsequent to the end of the reporting period. The Group swaps interest rate from floating rates at London Inter Bank Offered Rate ("LIBOR") plus zero to 200 basis points (2009: 50 to 55 basis points) per annum to fixed rates ranging from 0.75% to 2.9% (2009: 1.12% to 1.29%) per annum.

At 31 December 2010, the fair value of the Group's interest rate swap contracts is estimated to be financial assets and financial liabilities of approximately nil (2009: HK\$56,000) and HK\$2,921,000 (2009: HK\$285,000) respectively.

**28. Bank balances and cash and pledged bank deposits****The Group**

Bank balances and cash comprise cash held by the Group and short-term bank deposits with an original maturity of three months or less. The bank balances carry prevailing market interest rates ranging from 0.01% to 1.91% (2009: 0.01% to 1.71%) per annum.

Pledged deposits held by the Group carries prevailing market interest rate at 2.5% (2009: 2.25% per annum. The deposits are pledged against bank borrowings repayable within twelve months from the end of the reporting, accordingly, the pledged deposits are classified as a current asset.

At 31 December 2010, included in pledged deposits are structured deposits with banks with aggregate principal sum of RMB239,200,000. The structured bank deposits were principal-protected yield enhancement bank deposits carried a minimum interest rate range from 1.7% to 2% per annum and can be enhanced to a maximum interest rate range from 4% to 6% per annum which is to be determined by reference to the market exchange rate of USD/Euro during a pre-determined period of time. The structured deposits contained embedded derivatives representing a return which would vary with prevailing market exchange rate of USD/Euro. The directors of the Company consider that the fair value of the embedded derivative is minimal and hence no derivative financial instrument is recognised.

**The Company**

Bank balances and cash comprise cash held by the Company and short-term bank deposits with an original maturity of three months or less. The bank balances carry prevailing market interest rates at 0.01% (2009: range from 0.01% to 0.25%) per annum.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 29. Assets classified as held for sale

On 7 November 2009 and 23 November 2009, Alliance Pacific and Star Talent, indirect subsidiaries of the Company, entered into agreements with independent third parties (the "Buyers") for the disposal of the Group's investment properties located at Unit E, 14/F and Unit E, 20/F of Block 1, City Plaza, Chaoyang Road, Chaoyang District, Beijing, the PRC (the "Properties"), respectively, which were expected to be sold within the next twelve months from 31 December 2009. The total considerations for the disposal of the Properties were approximately HK\$2,672,000. At 31 December 2009, deposits of approximately HK\$1,014,000 were received from the Buyers. The sale was completed in April 2010.

### 30. Trade and bills payables

At the end of the reporting period, an aged analysis of trade and bills payables based on invoice date is as follows:

	THE GROUP		THE COMPANY	
	2010 HK\$'000	2009 HK\$'000	2010 HK\$'000	2009 HK\$'000
0 – 30 days	—	326,940	—	326,918
31 – 60 days	—	2,028	—	—
61 – 90 days	—	—	—	—
91 – 120 days	<b>297,130</b>	671	—	—
	<b>297,130</b>	329,639	—	326,918

The average credit period on purchase of goods is 30 days (2009: 30 days). No interest is charged by the trade creditors. The Group has financial risk management policies in place to ensure that all payables are paid within the credit timeframe.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

## 31. Borrowings

	THE GROUP			THE COMPANY	
	31.12.2010 HK\$'000	31.12.2009 HK\$'000	1.1.2009 HK\$'000	31.12.2010 HK\$'000	31.12.2009 HK\$'000
Secured					
Bank loans	<b>938,835</b>	283,047	280,835	<b>48,564</b>	55,504
Liabilities associated with bills receivables discounted with full recourse	<b>121,325</b>	23,841	—	—	—
Trust receipt loans	<b>189,589</b>	—	71,735	<b>189,589</b>	—
	<b>1,249,749</b>	306,888	352,570	<b>238,153</b>	55,504
Carrying amount repayable*:					
Within one year	<b>1,131,861</b>	187,210		<b>196,529</b>	6,940
More than one year, but not exceeding two years	<b>25,565</b>	22,099		<b>6,940</b>	6,940
More than two years, but not exceeding five years	<b>43,121</b>	50,970		<b>20,819</b>	20,819
More than five years	<b>49,202</b>	46,609		<b>13,865</b>	20,805
	<b>1,249,749</b>	306,888		<b>238,153</b>	55,504
Less: Amount due within one year shown under current liabilities	<b>(1,131,861)</b>	(187,210)		<b>(196,529)</b>	(6,940)
Amount due after one year	<b>117,888</b>	119,678		<b>41,624</b>	48,564

\* The amounts due are based on scheduled repayment dates set out in the loan agreements.

Include in the Group's and the Company's borrowings are variable-rate borrowings of HK\$1,128,424,000 (2009: HK\$283,047,000) and HK\$238,153,000 (2009: HK\$55,504,000), respectively, which carry interest at the lending rate quoted by the People's Bank of China, the Hong Kong Inter Bank Offered Rate or LIBOR plus certain basis points and subject to cash flow interest rate risk. The Group's fixed-rate borrowings of HK\$121,325,000 (2009: HK\$23,841,000) representing discounted bills receivables with recourse carry interest rate at 1.31% (2009: range from 1.05% to 1.23%) per annum.

Include in secured bank loans are carrying amounts of HK\$796,936,000 (2009: HK\$141,284,000) secured by bank deposits of HK\$807,864,000 (2009: HK\$148,329,000). The pledged bank deposits will be released upon settlement of the relevant bank loans.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 31. Borrowings (continued)

The effective interest rates per annum at the end of the reporting period on the borrowings of the Group and the Company were as follows:

	THE GROUP			THE COMPANY	
	HK\$	US\$	RMB	HK\$	US\$
<b>2010</b>					
Variable-rate borrowings:					
Bank loans	<b>1.58%</b>	<b>1.53%</b>	<b>2.30%</b>	<b>0.86%</b>	<b>1.52%</b>
Trust receipt loan	—	<b>1.64%</b>	—	—	<b>1.64%</b>
Fixed-rate borrowings:					
Liabilities associated with bills receivables discounted with full recourse	—	<b>1.31%</b>	—	—	—
<b>2009</b>					
Variable-rate borrowings:					
Bank loans	1.27%	1.09%	5.96%	0.77%	1.48%
Fixed-rate borrowings:					
Liabilities associated with bills receivables discounted with full recourse	—	1.10%	—	—	—

Bank borrowings are secured by certain investment properties, land and buildings, properties held for sale and bills receivables. Guarantees were also given by the Company in respect of certain subsidiaries' borrowings.

The Group's and the Company's borrowings that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

	THE GROUP		THE COMPANY	
	2010 HK\$'000	2009 HK\$'000	2010 HK\$'000	2009 HK\$'000
Hong Kong dollars	<b>30,749</b>	38,882	<b>25,443</b>	29,883
USD	<b>181,213</b>	141,284	—	—

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 31. Borrowings (continued)

At the end of the reporting period, the Group and the Company have the following undrawn borrowing facilities:

	THE GROUP		THE COMPANY	
	2010 HK\$'000	2009 HK\$'000	2010 HK\$'000	2009 HK\$'000
Floating rate				
— expiring within one year	<b>2,539,241</b>	773,471	<b>933,034</b>	651,882

The facilities expiring within one year are annual facilities subject to review at various dates during 2011.

### 32. Share capital

#### Shares

	Number of shares 2010 & 2009	Amount 2010 & 2009 HK\$'000
Ordinary shares of HK\$0.2 each		
Authorised:		
At 1 January and 31 December	500,000,000	100,000
Issued and fully paid:		
At 1 January and 31 December	261,684,910	52,337

#### Share options

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include any employee (whether full time or part time employee) or executive director of the Company or any of its subsidiaries or any invested entity (any entity in which the Group holds any equity interest), any non-executive director (including independent non-executive directors) of the Company, any of its subsidiaries or any invested entity of the Company, any supplier of goods or services to any member of the Group or any invested entity; any customer of the Group or any invested entity, any person or entity that provides research, development, or other technological support to the Group or any invested entity, and any shareholder of any member of the Group or any invested entity or any holder of any securities issued by any member of the Group or any invested entity. The Scheme was adopted and approved by the shareholders of the Company on 14 May 2010 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The total number of ordinary shares which may be issued upon exercise of all options to be granted under the Scheme and any other share option schemes of the Company must not in aggregate exceed 26,168,491 shares, representing 10% of the ordinary shares of the Company in issue as at the date of this annual report. The maximum number of shares issued and to be issued upon exercise of the share options granted to each eligible participant in the Scheme (including exercised, cancelled and outstanding options) within any 12-month period is limited to 1% of the shares of the Company in issue. Any further grant of share options in the 12-month period up to and including the date of such further grant in excess of this limit is subject to shareholders' approval in a general meeting.



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 32. Share capital (continued)

#### Share options (continued)

Each grant of share options to a director, chief executive or substantial shareholder of the Company, or to any of their respective associates, is subject to approval in advance by the independent non-executive directors, other than an independent non-executive director who is proposed to be a grantee. In addition, any grant of share options to a substantial shareholder or an independent non-executive director of the Company, or to any of their respective associates, which would result in the shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in a 12-month period up to and including the date of such grant in excess of 0.1% of the shares of the Company in issue and with an aggregate value (based on the closing price of the Company's shares at the date of grant) in excess of HK\$5 million, is subject to shareholders' approval in advance in a general meeting of the Company.

The offer of a grant of share options may be accepted within 28 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determined by the board of directors, save that such a period shall not be more than 10 years from the date of offer of the share options subject to the provisions for early termination as set out in the Scheme. Unless otherwise determined by the board of directors at its sole discretion, there is no requirement of minimum period for which an option must be held or a performance target which must be achieved before an option can be exercised.

The exercise price of the share options is determinable by the board of directors, but shall not be less than the highest of:

- (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the date of offer of the share options which must be a trading day;
- (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of offer; and
- (iii) the nominal value of the Company's shares.

No share options have been granted under the Scheme since its adoption.

### 33. Reserves

#### THE COMPANY

	Share premium HK\$'000	Retained profits HK\$'000	Total HK\$'000
At 1 January 2009	19,516	75,323	94,839
Profit for the year	—	34,138	34,138
Dividends paid	—	(5,234)	(5,234)
At 31 December 2009	19,516	104,227	123,743
Profit for the year	—	30,325	30,325
Dividends paid	—	(5,234)	(5,234)
At 31 December 2010	19,516	129,318	148,834

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 34. Deferred taxation

The following are the major deferred tax liabilities (assets) recognised by the Group and movements thereon during the two years ended 31 December 2010 and 2009:

#### THE GROUP

	Accelerated tax depreciation HK\$'000	Revaluation of investment properties HK\$'000	Tax losses HK\$'000	Total HK\$'000
At 1 January 2009	5,374	78,123	(1,776)	81,721
Exchange realignment	19	104	—	123
Charge to profit or loss for the year	748	9,432	635	10,815
At 31 December 2009	6,141	87,659	(1,141)	92,659
Exchange realignment	239	1,402	—	1,641
Charge to profit or loss for the year	707	8,100	191	8,998
At 31 December 2010	7,087	97,161	(950)	103,298

At the end of the reporting period, the Group has unused tax losses of HK\$52,869,000 (2009: HK\$76,239,000) available for offset against future profits. A deferred tax asset of approximately HK\$950,000 (2009: HK\$1,141,000) has been recognised in respect of approximately HK\$5,760,000 (2009: HK\$6,915,000) of such losses.

#### The Group

No deferred tax asset has been recognised in respect of the remaining HK\$47,109,000 (2009: HK\$69,324,000) of such losses due to the unpredictability of future profit streams. Losses amounting to HK\$28,670,000 (2009: HK\$4,989,000) will expire from 2012 to 2015 and losses amounting to HK\$24,199,000 (2009: HK\$71,250,000) have no expiry date.

At the end of the reporting period, the Group has deductible temporary differences of HK\$3,983,000 (2009: HK\$5,417,000). No deferred tax asset has been recognised in relation to such deductible temporary difference as it is not probable that sufficient taxable profit will be available against which the deductible temporary differences can be utilised.

Under the EIT Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to HK\$nil (2009: HK\$25,019,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

#### The Company

At the end of the reporting period, the Company has unused tax losses of nil (2009: HK\$14,850,000) available for offset against future profits. No deferred tax asset has been recognised in respect of such losses due to the unpredictability of future profit streams. The losses have no expiry date.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 35. Contingent liabilities and commitments

	THE COMPANY	
	2010 HK\$'000	2009 HK\$'000
Contingent liabilities:		
Corporate guarantees given to banks in respect of banking facilities given to subsidiaries	<b>2,350,863</b>	1,409,305

Included in the Company's other payables and accrued expenses of HK\$4,876,000 (2009: HK\$807,000) are liabilities recognised in relation to the abovementioned guarantees given to banks in respect of banking facilities utilised by its subsidiaries.

	THE GROUP		THE COMPANY	
	2010 HK\$'000	2009 HK\$'000	2010 HK\$'000	2009 HK\$'000
Capital commitments:				
Contracted for but not provided:				
Acquisition of an investment property	—	27,343	—	—

### 36. Operating lease arrangements

#### The Group as lessee:

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

	THE GROUP	
	2010 HK\$'000	2009 HK\$'000
Within one year	<b>296</b>	1,229
In the second to fifth year inclusive	—	272
	<b>296</b>	1,501

Operating lease payments represent rental payable by the Group for certain land and buildings. Leases for these land and buildings are negotiated for terms of one to three years with fixed rentals.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 36. Operating lease arrangements (continued)

#### The Group as lessor:

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments under non-cancellable operating leases in respect of rented premises which fall due as follows:

	THE GROUP	
	2010 HK\$'000	2009 HK\$'000
Within one year	31,474	24,873
In the second to fifth year inclusive	73,328	55,832
Over five years	30,069	19,694
	<b>134,871</b>	100,399

Leases are negotiated for an average term ranging from 1 to 10 years with fixed rentals over the terms of the leases.

### 37. Retirement benefit scheme

The Group participates in the Mandatory Provident Fund Scheme (the "MPF Scheme") established under the Mandatory Provident Fund Ordinance in December 2000. The assets of the scheme are held separately from those of the Group, in funds under the control of trustee.

Employees who were members of a defined contribution scheme which is registered under the Occupational Retirement Schemes Ordinance prior to the establishment of the MPF Scheme were required to switch to the MPF Scheme from 1 December 2000 onwards, whereas all new employees joining the Group on or after 1 December 2000 are required to join the MPF Scheme.

For members of the MPF Scheme, both the Group and the employees contribute 5% of the employee's monthly remunerations or HK\$1,000 per month whichever is the smaller to the scheme.

The total cost charged to the consolidated income statement of HK\$238,142 (2009: HK\$241,433) represents contributions payable to the MPF Scheme, by the Group during the year.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 38. Pledge of assets

At 31 December 2010, the Group has pledged the following assets and assigned rental income from letting of properties in favour of banks to secure the banking facilities:

	THE GROUP	
	2010 HK\$'000	2009 HK\$'000
Investment properties	<b>839,342</b>	728,478
Leasehold land	<b>37,339</b>	37,658
Properties held for sale	<b>13,778</b>	12,951
Buildings	<b>5,842</b>	5,998
Pledged bank deposits	<b>807,864</b>	148,329
Bills receivables	<b>419,050</b>	23,841

### 39. Related party transactions

- (1) The Group's and the Company's balances with related parties are set out in the statements of financial position and notes 20 and 21.
- (2) Key management compensation was as follows:

	THE GROUP	
	2010 HK\$'000	2009 HK\$'000
Salaries and other benefits	<b>9,856</b>	11,139
Retirement benefit costs — defined contribution plan	<b>75</b>	69
	<b>9,931</b>	11,208

**Notes to the Consolidated Financial Statements***For the year ended 31 December 2010***40. Key source of estimation uncertainty**

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

**(i) Estimate of fair value of investment properties**

The best evidence of fair value is current prices in an active market for similar lease and other contracts. The valuation is reviewed annually by qualified valuers by considering information from a variety of sources including:

- current prices in an active market for properties of different nature, condition or location (or subject to different lease or other contracts), adjusted to reflect those differences;
- recent prices of similar properties in less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices; and
- discounted cash flow projections based on reliable estimates of future cash flows, derived from the terms of any existing lease and other contracts, and (where possible) from the external evidence such as current market rents for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flows.

If information on current or recent prices of investment properties is not available, the fair values of investment properties are determined using discounted cash flow valuation techniques. The Group uses assumptions that are mainly based on market conditions existing at the end of the reporting period.

The principal assumptions underlying management's estimation of fair value are those related to: the receipt of contractual rentals; expected future market rentals; void periods; maintenance requirements; and appropriate discount rates. These valuations are regularly compared to actual market yield data, and actual transactions by the Group and those reported by the market.

The expected future market rentals are determined on the basis of current market rentals for similar properties in the same location and condition.

**(ii) Estimated impairment of trade receivable**

When there is objective evidence of impairment loss, the Group takes into consideration the estimation of future cash flows. The amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 December 2010, the carrying amount of trade receivable is HK\$549,780,000 (2009: HK\$294,512,000) (net of allowance for doubtful debts of HK\$594,000 (2009: HK\$1,382,000)).



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 40. Key source of estimation uncertainty (continued)

#### (iii) Fair values of other financial instruments

The fair values of other financial instruments that are not traded in an active market, including foreign currency non-deliverable forward contracts and interest rate swaps contracts are determined by reference to prices from observable current market transactions and dealer quotes for similar instruments. The fair values of derivatives embedded in structured deposits are determined in accordance with generally accepted option pricing models.

#### (iv) Net realisable value of inventories

Inventories are stated at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less estimated variable selling expenses. The cost of inventories is written down to net realisable value when there is objective evidence that the cost of inventories may not be recoverable. The amount written off to the income statement is the difference between the carrying value and net realisable value of the inventories. In determining whether the cost of inventories can be recovered, significant judgments are required. In making this judgment, the Group evaluates, among other factors, the duration and extent and the means by which the amount will be recovered. These estimates are based on the current market condition and the historical experience of selling products of a similar nature. It could change significantly as a result of changes in customer preference and competitor actions in response to market conditions.

### 41. Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the Group consists of debt, which includes the borrowings disclosed in note 31, net of cash and cash equivalents and equity attributable to owners of the parent, comprising issued capital, reserves and retained earnings as disclosed in note 33 and consolidated statement of changes in equity, respectively.

The directors of the Company review the capital structure periodically. As a part of this review, the directors of the Company prepare the annual budget taking into account of the provision of funding. Based on the proposed annual budget, the directors of the Company consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the management of the Group, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt, if necessary.

The Group's overall strategy remains unchanged from that of 2009.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

## 42. Financial instruments

## (a) Significant accounting policies

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial assets, financial liabilities and equity instruments are disclosed in note 3.

## (b) Categories of financial instruments

## THE GROUP

	31.12.2010 HK\$'000	31.12.2009 HK\$'000	1.1.2009 HK\$'000
<i>Financial assets</i>			
FVTPL			
Designated as at FVTPL	—	21,085	—
Derivative financial assets	112	652	7,735
Loans and receivables (including cash and cash equivalents)	1,632,126	611,688	304,201
Available-for-sale financial assets	1,752	3,340	1,635
	<b>1,633,990</b>	636,765	313,571
<i>Financial liabilities</i>			
Amortised cost	1,561,355	654,753	478,752
Derivative financial liabilities	16,483	618	—
	<b>1,577,838</b>	655,371	478,752

## THE COMPANY

	31.12.2010 HK\$'000	31.12.2009 HK\$'000
<i>Financial assets</i>		
Loans and receivables (including cash and cash equivalents)	711,453	727,698
<i>Financial liabilities</i>		
Amortised cost	583,230	619,690

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 42. Financial instruments (continued)

#### (c) Financial risk management objectives

The management monitors and manages the financial risks relating to the operations of the Group through internal risk reports which analyses exposures by degree and magnitude of risks. These risks include market risk (including foreign currency risk and other price risk), credit risk and liquidity risk. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

During the year, the Group entered into certain foreign currency non-deliverable forward contracts and interest rate swap contracts to reduce the currency fluctuation exposures and interest rate risk exposures of the Group as set out in note 27.

There has been no change to the Group's and the Company's exposure to market risks or the manner in which it manages and measures.

#### (d) Foreign currency risk management

Several subsidiaries of the Company have foreign currency sales and purchases, which expose the Group to foreign currency risk. Approximately 1% (2009: 1%) and 1% (2009: 5%) of the Group's sales and purchase respectively are denominated in currencies other than the functional currency of the group entity.

##### (i) Non-derivative foreign currency monetary assets and monetary liabilities

Certain bills receivables, bank balances, pledged bank deposits, other payables and borrowings of the Group are denominated in foreign currencies. Certain bank balances, amount due from/to subsidiaries, other payables and borrowings of the Company are denominated in foreign currencies.

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

#### THE GROUP

	Assets		Liabilities	
	2010 HK\$'000	2009 HK\$'000	2010 HK\$'000	2009 HK\$'000
Hong Kong dollars	2,763	1,138	33,160	40,525
USD	7	273	181,213	141,284
RMB	844,788	6,926	136	184

#### THE COMPANY

	Assets		Liabilities	
	2010 HK\$'000	2009 HK\$'000	2010 HK\$'000	2009 HK\$'000
Hong Kong dollars	288,591	273,472	176,288	180,855
RMB	58,247	41,322	47,520	42,234

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

## 42. Financial instruments (continued)

## (d) Foreign currency risk management (continued)

## (i) Non-derivative foreign currency monetary assets and monetary liabilities (continued)

## Foreign currency sensitivity

The Group is mainly exposed to the currency of Hong Kong dollars, USD and RMB. The Company is mainly exposed to the currency of Hong Kong dollars and RMB.

The following table details the Group's and the Company's sensitivity to a 10% increase and decrease in the functional currencies of the relevant group entities and the Company against the relevant foreign currencies. 10% (2009: 10%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 10% (2009: 10%) change in foreign currency rates. A positive number indicates an increase in profit or loss where the functional currencies of the relevant group entities and the Company strengthens against the relevant foreign currencies.

## THE GROUP

	Profit for the year	
	2010 HK\$'000	2009 HK\$'000
Hong Kong dollars	2,495	3,939
USD	13,590	14,101
RMB	(70,528)	(674)

## THE COMPANY

	Profit for the year	
	2010 HK\$'000	2009 HK\$'000
Hong Kong dollars	(9,377)	(9,262)
RMB	(896)	91

In management's opinion, the sensitivity analysis is unrepresentative of the foreign exchange risk inherent in the financial assets and financial liabilities as the year end exposure does not reflect the exposure during the year.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 42. Financial instruments (continued)

#### (d) Foreign currency risk management (continued)

##### (ii) Foreign currency forward contracts

During the year, the Group entered into several foreign currency non-deliverable forward contracts with banks to reduce its exposure to currency fluctuations risk of USD and RMB. These derivatives are not accounted for under hedge accounting. The Group are required to estimate the fair value of the forward currency non-deliverable forward contracts at the end of the reporting period, which therefore exposed the Group to foreign currency risk.

##### Foreign currency sensitivity

The sensitivity analyses below have been determined based on the exposure to the Group's forward buying rate risk at the reporting date.

If the forward exchange rate of RMB against USD had been 10% (2009: 10%) higher/lower while all other input variables of the valuation models were held constant, the Group's profit for the year would increase (decrease) as follows:

	2010 HK\$'000	2009 HK\$'000
Higher by 10% Derivative financial instruments: Foreign currency non-deliverable forward contracts	<b>76,045</b>	13,231
Lower by 10% Derivative financial instruments: Foreign currency non-deliverable forward contracts	<b>(92,944)</b>	(16,171)

#### (e) Interest rate risk management

##### (i) Non-derivative financial assets and financial liabilities

The Group and the Company are exposed to fair value interest rate risk in relation to interest-free loan to an associate and amounts due from subsidiaries and fixed-rate borrowings.

The Group and the Company are exposed to cash flow interest rate risk in relation to variable-rate borrowings and bank balances (see note 31 for details of these borrowings).

The management considers the exposure to interest rate risk in relation to bank balances is insignificant due to the low level of deposit interest rate.

**Notes to the Consolidated Financial Statements***For the year ended 31 December 2010***42. Financial instruments (continued)****(e) Interest rate risk management (continued)****(i) Non-derivative financial assets and financial liabilities (continued)***Interest rate sensitivity*

The sensitivity analyses below have been determined based on the exposure to interest rates for non-derivative instruments including borrowings at the end of the reporting period and the stipulated change taking place at the beginning of the financial year and held constant throughout the reporting period in the case of instruments that have floating rates. A 50 (2009: 50) basis point increase and a 10 (2009: 10) basis points decrease are used when reporting interest rate risk internally to key management personnel and represents management's assessment of the possible change in interest rate.

## The Group

If interest rates had been 50 (2009: 50) basis points higher and all other variables were held constant, the Group's profit for the year ended 31 December 2010 would decrease by HK\$4,625,000 (2009: HK\$1,415,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate borrowings.

If interest rates had been 10 (2009: 10) basis points lower and all other variables were held constant, the Group's profit for the year ended 31 December 2010 would increase by HK\$925,000 (2009: HK\$283,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate borrowings.

## The Company

If interest rates had been 50 (2009: 50) basis points higher and all other variables were held constant, the Company's profit for the year ended 31 December 2010 would decrease by HK\$994,000 (2009: HK\$280,000). This is mainly attributable to the Company's exposure to interest rates on its variable-rate borrowings.

If interest rates had been 10 (2009: 10) basis points lower and all other variables were held constant, the Company's profit for the year ended 31 December 2010 would increase by HK\$199,000 (2009: HK\$56,000). This is mainly attributable to the Company's exposure to interest rates on its variable-rate borrowings.

**(ii) Derivative financial assets and liabilities**

During the year, the Group entered into several interest rate swap contracts with banks to reduce its exposure to interest rate risk in relation to variable-rate borrowings (see note 31 for details of these borrowings). These derivatives are not accounted for under hedge accounting. The Group are required to estimate the fair value of the interest rate swap contracts at the end of the reporting period, which therefore exposed the Group to interest rate risk.



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 42. Financial instruments (continued)

#### (e) Interest rate risk management (continued)

##### (ii) Derivative financial assets and liabilities (continued)

###### *Interest rate sensitivity*

The Group

If forward interest rates had been 10 (2009: 10) basis points higher and all other variable were held constant, the Group's profit for the year ended 31 December 2010 would increase by HK\$272,000 (2009: HK\$75,000). This is mainly due to the Group's exposure to its interest rate swap contracts.

If forward interest rates had been 10 (2009: 10) basis points lower and all other variable were held constant, the Group's profit for the year ended 31 December 2010 would decrease by HK\$213,000 (2009: HK\$75,000). This is mainly due to the Group's exposure to its interest rate swap contracts.

#### (f) Other price risks

The Group is required to estimate the fair value of the available-for-sale financial assets and financial assets designated at fair value through profit or loss representing club debentures and convertible bonds, respectively, at the end of the reporting period, therefore, the Group is exposed to price risks arising from its available-for-sale financial assets and financial assets designated at fair value through profit or loss investments.

##### *Price sensitivity*

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

###### *Available-for-sale financial assets*

If the prices of the club debenture had been 10% (2009: 10%) higher while all other variables were held constant, investment revaluation reserve would increase by HK\$155,000 (2009: HK\$313,000) and profit for the year would increase by HK\$20,000 (2009: HK\$21,000) mainly as a result of the changes in the fair value and impairment loss reversed on available-for-sale financial assets.

If prices of club debenture had been 10% (2009: 10%) lower while all other variables were held content, investment revaluation reserve would decrease by HK\$155,000 (2009: HK\$313,000) and profit for the year would decrease by HK\$20,000 (2009: HK\$21,000) mainly as a result of change in fair value and impairment loss on available-for-sale financial assets.

###### *Financial assets designated at fair value through profit or loss*

At 31 December 2009, if the price of the convertible bonds have been 5% higher/lower while all other variables were held constant, profit for the year would increase/decrease by HK\$1,054,000 as a result of change in fair value of the convertible bonds.

The Group's sensitivity to equity prices has not changed significantly from the prior year.

**Notes to the Consolidated Financial Statements***For the year ended 31 December 2010***42. Financial instruments (continued)****(g) Credit risk management**

As at 31 December 2010, the Group's and the Company's maximum exposures to credit risk which will cause a financial loss to the Group and the Company due to failure to discharge an obligation by the counterparties and financial guarantees provided by the Company, without taking account of the value of any collateral obtained, are arising from:

- the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position and the Company's statement of financial position; and
- the amount of contingent liabilities in relation to financial guarantee issued by the Company as disclosed in note 35.

The Group has concentration of credit risk on loan to an associates and amount due from an associate. The Company has concentration of credit risk on loan to an associate, amounts due from subsidiaries and amount due from an associate. The Group also has concentration of credit risk on several customers as 25% (2009: 18%) and 100% (2009: 69%) of the total receivables was due from the Group's largest customer and the five largest customers respectively.

The Group and the Company have adopted a policy of only dealing with creditworthy counterparties, as a means of mitigating the risk of financial loss from defaults. The Group's and the Company's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties. Credit exposure is controlled by credit limit allowed to counterparty that are reviewed and approved by the risk management committee annually.

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

The Group's concentration of credit risk by geographical locations is mainly in the PRC, which accounted for 99% (2009: 99%) of the total trade and bills receivables as at 31 December 2010.

**(h) Liquidity risk management**

Ultimate responsibility for liquidity risk management rests with the board of directors, which has built an appropriate liquidity risk management framework for the management of the Group's and the Company's short, medium and long-term funding and liquidity management requirements. The Group and the Company manage liquidity risk by maintaining adequate reserves, banking facilities and undrawn borrowing facilities by continuously monitoring forecast and actual cash flows. The Group and the Company rely on bank borrowings as a significant source of liquidity. As at 31 December 2010, the Group and the Company have available unutilised overdraft and short-term bank loan facilities of approximately HK\$2,539,241,000 (2009: HK\$773,471,000) and HK\$933,034,000 (2009: HK\$651,882,000) respectively. Details of which are set out in note 31.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 42. Financial instruments (continued)

#### (h) Liquidity risk management (continued)

##### Liquidity tables

The following tables detail the Group's and the Company's remaining contractual maturity for its non-derivative financial liabilities based on the agreed repayment dates. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group and the Company can be required to pay.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

In addition, the following table details the Group's liquidity analysis for its derivative financial instruments. The tables have been drawn up based on the undiscounted contractual net cash (inflows) and outflows on derivative instruments that settle on a net basis. When the amount payable is not fixed, the amount disclosed has been determined by reference to the projected interest rates as illustrated by the yield curves existing at the end of the reporting period. The liquidity analysis for the Group's derivative financial instruments are prepared based on the contractual maturities as the management consider that the contractual maturities are essential for an understanding of the timing of the cash flows of derivatives.

#### THE GROUP

	0–60 days	61–180 days	181–365 days	1–2 years	2–3 years	Over 3 years	Total undiscounted cash flows	Carrying amount at 31.12.2010
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>2010</b>								
<b>Non-derivative financial liabilities</b>								
Trade and bills payables	44,167	209,092	43,871	—	—	—	297,130	297,130
Other payables	7,589	—	—	—	—	—	7,589	7,589
Trust receipt loans	189,902	—	—	—	—	—	189,902	189,589
Bank loans — variable rate	13,132	229,726	587,642	26,990	15,450	81,841	954,781	938,835
Rental deposits received	—	107	1,237	2,377	1,287	1,879	6,887	6,887
	254,790	438,925	632,750	29,367	16,737	83,720	1,456,289	1,440,030
<b>Derivative — net settlement</b>								
Foreign currency forward contracts	79	4,264	9,219	—	—	—	13,562	13,562
Interest rate swaps	—	1,456	1,465	—	—	—	2,921	2,921
	79	5,720	10,684	—	—	—	16,483	16,483

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

## 42. Financial instruments (continued)

## (h) Liquidity risk management (continued)

## Liquidity tables (continued)

## THE GROUP (continued)

	0-60 days HK\$'000	61-180 days HK\$'000	181-365 days HK\$'000	1-2 years HK\$'000	2-3 years HK\$'000	Over 3 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount at 31.12.2009 HK\$'000
<b>2009</b>								
<b>Non-derivative financial liabilities</b>								
Trade and bills payables	329,639	—	—	—	—	—	329,639	329,639
Other payables	11,080	—	—	—	—	—	11,080	11,080
Bank loans — variable rate	5,080	24,132	149,419	23,821	24,584	75,122	302,158	283,047
Rental deposits received	389	1,525	1,615	1,209	566	1,842	7,146	7,146
	346,188	25,657	151,034	25,030	25,150	76,964	650,023	630,912
<b>Derivative — net settlement</b>								
Foreign currency forward contracts	—	—	333	—	—	—	333	333
Interest rate swaps	—	—	285	—	—	—	285	285
	—	—	618	—	—	—	618	618

## THE COMPANY

	0-60 days HK\$'000	61-180 days HK\$'000	181-365 days HK\$'000	1-2 years HK\$'000	2-3 years HK\$'000	Over 3 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount at 31.12.2010 HK\$'000
<b>2010</b>								
<b>Non-derivative financial liabilities</b>								
Other payables	258	—	—	—	—	—	258	258
Trust receipt loans	189,902	—	—	—	—	—	189,902	189,589
Bank loans — variable rate	1,246	2,486	3,714	7,374	7,303	28,609	50,732	48,564
Amounts due to subsidiaries	344,819	—	—	—	—	—	344,819	344,819
	536,225	2,486	3,714	7,374	7,303	28,609	585,711	583,230
Financial guarantee contracts	2,350,863	—	—	—	—	—	2,350,863	4,876

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 42. Financial instruments (continued)

#### (h) Liquidity risk management (continued)

##### Liquidity tables (continued)

##### THE COMPANY (continued)

	0-60 days HK\$'000	61-180 days HK\$'000	181-365 days HK\$'000	1-2 years HK\$'000	2-3 years HK\$'000	Over 3 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount at 31.12.2009 HK\$'000
<b>2009</b>								
<b>Non-derivative</b>								
<b>financial liabilities</b>								
Trade and bills payables	326,918	—	—	—	—	—	326,918	326,918
Other payables	262	—	—	—	—	—	262	262
Bank loans — variable rate	1,258	2,509	3,749	7,445	7,374	35,681	58,016	55,504
Amounts due to subsidiaries	237,006	—	—	—	—	—	237,006	237,006
	565,444	2,509	3,749	7,445	7,374	35,681	622,202	619,690
Financial guarantee contracts	1,409,305	—	—	—	—	—	1,409,305	807

The amounts included above for financial guarantee contracts are the maximum amounts the Company could be required to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Company considers that it is more likely than not that no amount will be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

The amounts included above for variable-interest rate instruments for non-derivative financial liabilities are subject to change if changes in variable-interest rates differ to those estimates of interest rates determined at the end of the reporting period.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 42. Financial instruments (continued)

#### (i) Fair value of financial instruments

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

- the fair values of financial assets and financial liabilities (excluding derivative instruments) which are not quoted in active market are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions and dealer quotes for similar instruments.
- the fair value of available-for-sale financial assets are determined with reference to market bid price.
- the fair value of foreign currency non-deliverable forward contracts are measured using quoted forward exchange rates and yield curves derived from quoted interest rates matching maturities of the contracts.
- the fair value of interest rate swaps are measured at the present value of future cash flows estimated and discounted based on the applicable yield curves derived from quoted interest rates.
- the fair value of convertible bonds are determined with reference to quoted market price of identical instrument provided by financial institutions.

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

#### ***Fair value measurements recognised in the statement of financial position***

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 and 2 based on the degree to which the fair value is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2010

### 42. Financial instruments (continued)

#### (i) Fair value of financial instruments (continued)

*Fair value measurements recognised in the statement of financial position (continued)*

#### THE GROUP

	31 December 2010		
	Level 1 HK\$'000	Level 2 HK\$'000	Total HK\$'000
Available-for-sale financial assets	1,752	—	1,752
<b>Financial assets at FVTPL</b>			
Derivative financial assets	—	112	112
	1,752	112	1,864
<b>Financial liabilities at FVTPL</b>			
Derivative financial liabilities	—	16,483	16,483
	31 December 2009		
	Level 1 HK\$'000	Level 2 HK\$'000	Total HK\$'000
Available-for-sale financial assets	3,340	—	3,340
<b>Financial assets at FVTPL</b>			
Designated as at FVTPL	21,085	—	21,085
Derivative financial assets	—	652	652
	24,425	652	25,077
<b>Financial liabilities at FVTPL</b>			
Derivative financial liabilities	—	618	618

There were no transfers between Level 1 and 2 in the both years.

## Schedule of Principal Properties

Details of the principal properties held by the Group at 31 December 2010 are as follows:

Location	Approximate net floor area (sq.ft.)	Use	Group's attributable interest %	Lease term
<b>HONG KONG</b>				
Shop A2 on Ground Floor East South Building 479-481 Hennessy Road and 29 Percival Street Causeway Bay, Hong Kong	430	Shop premises for rental	100%	Long lease
Shops Nos. G55, G56, G57 and G58 on Ground Floor, Site A Park Lane Shopper's Boulevard 111-139, 143-161 and 165-181 Nathan Road Tsimshatsui, Kowloon	3,032	Shop premises for rental	100%	Long lease
Portions A3 and A4 of Shop A Ground Floor, Hollywood Shopping Centre Wing Wah Building 12-24 Sai Yeung Choi Street South and 40P Shantung Street, Mongkok, Kowloon	326	Shop premises for rental	100%	Long lease
Flat No. 4 on 18th Floor Apartment Tower on the Western Side Convention Plaza No. 1 Harbour Road, Hong Kong	1,400	Residential premises for rental	100%	Long lease
Car park Space No. P20 on 2nd Floor King Kong Commercial Centre, No. 9 Des Voeux Road West, Hong Kong	200	Commercial building	100%	Long lease

### Schedule of Principal Properties

Location	Approximate net floor area (sq.ft.)	Use	Group's attributable interest %	Lease term
<b>MAINLAND CHINA</b>				
Unit Nos. 404, 504, 604, 704 and 804 of Block 2, Kingswell Garden Lane 3887 Hong Mei Road Chang Ning District, Shanghai	10,903	Residential premises for rental	100%	Long lease
Unit Nos. 201 to 220 on Level 2 and Nos. 301 to 314 on level 3 of Block No. 1 Kingswell Garden, Lane 3887 Hong Mei Road Chang Ning District, Shanghai	40,734	Residential premises for rental	100%	Long lease
Club House on Level 4 and Car Parking Space Nos. 38, 39, 40, 41 and 60 on Basement 1 of Block No. 1 Kingswell Garden, Lane 3887 Hong Mei Road Chang Ning District, Shanghai	10,958 (club house)	Club house and car parking spaces	100%	Long lease
Shopping Arcade on Level of Block No. 1 Kingswell Garden Lane 3887 Hong Mei Road, Chang Ning District Shanghai	16,685	Shopping arcade for rental	100%	Long lease
Unit G 12/F Block 5 Silver Valley Garden Haikou, Hainan	1,162	Residential premises for sale	100%	Long lease
Units 6D, 6E, 14C, 17th, 23rd and 27th Floors, Western Portion of Level 1 Whole Floor of Level 2, Western Portion of Level 3 and Western Portion of Basement Levels 1-3 Merry Tower, No. 396 Yanan Road West and No. 168 Zhenning Road, Jingan District, Shanghai	95,300	Residential apartments for sale, shopping arcade and car parks for rental	100%	Long lease
Emerald Court, No. 111 Xing Guo Road Xu Hui District, Shanghai	31,501 (Garden) 96,445 (House) 34,825 (Basement)	Residential premises for rental	43%	Long Lease

## Financial Summary

### Results:

	Year ended 31 December				
	2010 HK\$'000	2009 HK\$'000	2008 HK\$'000	2007 HK\$'000	2006 HK\$'000
Revenue	<b>2,467,033</b>	1,866,805	1,604,840	1,395,161	1,459,948
Cost of sales	<b>(2,278,114)</b>	(1,620,314)	(1,449,221)	(1,348,685)	(1,259,419)
Gross profit	<b>188,919</b>	246,491	155,619	46,476	200,529
Other income	<b>50,292</b>	7,541	20,452	11,057	9,212
Increase (decrease) in fair value of investment properties	<b>58,246</b>	56,591	(3,372)	98,850	22,176
Change in fair value of financial assets designated at fair value through profit or loss	<b>661</b>	1,841	—	—	—
Change in fair value of derivative financial instruments	<b>(16,724)</b>	(1,549)	6,268	—	—
Gain on disposal of assets classified as held for sale	—	—	21,604	—	—
Impairment of goodwill	—	—	—	(19,308)	—
Gain on disposal of available-for-sale financial assets	<b>750</b>	—	—	—	—
(Impairment loss) reversal of impairment loss on available-for-sale financial assets	<b>(3)</b>	680	(1,235)	—	—
Distribution costs	<b>(109,863)</b>	(104,746)	(104,609)	(83,333)	(124,064)
Administrative expenses	<b>(40,973)</b>	(40,269)	(29,164)	(30,163)	(30,505)
Finance costs	<b>(12,915)</b>	(6,876)	(18,343)	(15,960)	(12,242)
Share of results of associates	<b>9,680</b>	11,571	4,569	26,770	663
Profit before taxation	<b>128,070</b>	171,275	51,789	34,389	65,769
Income tax expenses	<b>(10,833)</b>	(16,379)	(1,227)	(4,549)	(3,326)
Profit for the year attributable to owners of the Company	<b>117,237</b>	154,896	50,562	29,840	62,443
Earnings per share	<b>HK44.80 cents</b>	HK59.19 cents	HK19.32 cents	HK11.40 cents	HK23.86 cents

## Financial Summary

### Assets and liabilities:

	At 31 December				
	2010 HK\$'000	2009 HK\$'000	2008 HK\$'000	2007 HK\$'000	2006 HK\$'000
Total assets	<b>2,725,110</b>	1,651,743	1,303,525	1,236,424	1,104,194
Total liabilities	<b>(1,729,960)</b>	(799,482)	(605,755)	(611,239)	(540,571)
Equity attributable to owners of the Company	<b>995,150</b>	852,261	697,770	625,185	563,623

Note: The above financial summary of 2006 has not been adjusted to take into account the effect on the prior year adjustment on the deferred tax liabilities made in the consolidated financial statements for the year ended 31 December 2007.