



七星购物

China Seven Star Shopping Limited

(Incorporated in Hong Kong with limited liability)

Stock Code : 245

Annual Report

2011

Contents

	Pages
CORPORATE INFORMATION	02
MANAGEMENT DISCUSSION AND ANALYSIS	03
REPORT OF THE DIRECTORS	07
CORPORATE GOVERNANCE REPORT	14
DIRECTORS' PROFILES	20
INDEPENDENT AUDITOR'S REPORT	23
CONSOLIDATED INCOME STATEMENT	25
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME	26
CONSOLIDATED STATEMENT OF FINANCIAL POSITION	27
STATEMENT OF FINANCIAL POSITION	28
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	29
CONSOLIDATED STATEMENT OF CASH FLOWS	30
NOTES TO THE FINANCIAL STATEMENTS	32
FIVE YEAR FINANCIAL SUMMARY	76



Corporate Information

BOARD OF DIRECTORS

Executive Directors

Ni Xinguang (*Chairman*)

Wang Zhiming (*Managing Director*)

Independent Non-executive Directors

Ling Yu Zhang (Appointed on 1 September 2011)

Wong Chak Keung (Appointed on 31 January 2011)

Lu Wei

Chan Wai Sum (Resigned on 1 September 2011)

Ho Wai Ip (Resigned on 31 January 2011)

AUDIT COMMITTEE

Wong Chak Keung (*Chairman*)

(Appointed on 31 January 2011)

Ling Yu Zhang (Appointed on 1 September 2011)

Lu Wei

Chan Wai Sum (Resigned on 1 September 2011)

Ho Wai Ip (Resigned on 31 January 2011)

NOMINATION COMMITTEE

Lu Wei (*Chairman*)

Ling Yu Zhang

Wong Chak Keung

REMUNERATION COMMITTEE

Ling Yu Zhang (*Chairman*)

(Appointed on 1 September 2011)

Wong Chak Keung (Appointed on 31 January 2011)

Lu Wei

Chan Wai Sum (Resigned on 1 September 2011)

Ho Wai Ip (Resigned on 31 January 2011)

COMPANY SECRETARY

Law Gerald Edwin

PRINCIPAL BANKERS

China Merchants Bank

China Construction Bank

Industrial and Commercial Bank of China (Asia) Limited

Industrial Bank Co., Ltd.

The Hongkong and Shanghai Banking Corporation Limited

UBS

STOCK CODE

245 HK

SOLICITORS

Hong Kong Law

Boase Cohen & Collins

Michael Li & Co.

Anthony Chiang & Partners

PRC Law

Trend Associates

INDEPENDENT AUDITOR

RSM Nelson Wheeler

Certified Public Accountants

REGISTERED OFFICE

Suite 1206, 12/F

Great Eagle Centre

23 Harbour Road

Wanchai

Hong Kong

PRINCIPAL PLACE OF BUSINESS IN SHANGHAI

No.568 Hongxu Road

Minhang District

Shanghai, China

REGISTRAR AND TRANSFER OFFICE

Tricor Tengis Limited

26/F Tesbury Centre

28 Queen's Road East

Hong Kong

WEBSITE

www.sevenstar.hk

Management Discussion and Analysis

MARKET REVIEW

Analysis of China's consumer goods market

In 2011, the European debt crisis created uncertainties in the global economy. Meanwhile, the rising price of commodities in China posed pressure on the country's macro economy. To strictly control inflation and reduce the impact of the global economy on China's financial system, the Central Government continued to implement prudent monetary policies and actively adjust the economic structure, enabling the Chinese economy to maintain stable yet rapid development. The National Bureau of Statistics of China stated that the GDP in 2011 reached RMB47,156.4 billion, a year-on-year increase of 9.2%. Income of Chinese citizens also continued to improve. According to the National Bureau of Statistics of China, urban residents' per capita disposable income was RMB21,810, an actual growth of 8.4% excluding the effect of inflation. Increasing spending power of the Chinese public has driven the amount of annual consumption. In 2011, total retail sales of consumer products in the country amounted to RMB18,400 billion, up 17.1% when compared to last year.

Analysis and prospects for China's advertising market

2011 was the first year of the Twelfth Five-Year Plan. The gloomy economic prospects of developed countries in Europe and the US weakened demand for Chinese goods. Domestic demand therefore played a greater contributory role to the national economy, and is expected to continue to grow.

To further bolster the domestic demand and consumption, the Central Government launched a series of related support policies, among which included the "Guiding Opinions on Promoting the Development of the Retail Industry during the Twelfth Five-year Period (2011–2015)*" (《關於十二五(2011–2015年)時期促進零售業發展的指導意見》), launched by the Ministry of Commerce. It states that the country has to achieve an annual average growth in total retail sales of 15%, and adopt related tax benefit measures during the Twelfth Five-Year Plan period. The Group expects that the booming consumer market in China, which is driven by supportive national policies, and strong demand for quality products resulting from increasing affluence and rising standards of living will present promising prospects for the advertising industry in mainland China, facilitating rapid growth of related industries.

Currently, China is the world's second largest advertising market, just behind the US, with annual advertising turnover reaching RMB234.05 billion in 2010. As domestic and overseas brands compete to capture a share of the Chinese market, intense competition will lead to huge profits for the advertising industry in China. MAGNAGLOBAL, a subsidiary of Interpublic Group of Companies Inc. ("IPG") in the US, estimated that the CAGR of revenue derived from the advertising industry in China will stand at 16.6% between 2012 and 2016.

For the media shopping industry, the matter of integrity among enterprises has not been entirely resolved. Even though the Chinese Government implemented a series of policies to regulate and consolidate the industry, questionable business practices still surfaced amid the highly competitive market environment, jeopardising consumers' confidence as a result. In turn, this has stunted the industry's ability to properly and healthily develop.

* Management translation



Management Discussion and Analysis

BUSINESS REVIEW

Starting from 2010, the Group expanded into the advertising agency business by securing a three-year exclusive agency rights contract with Guangdong Satellite Television Channel ("GSTV"). In the years since the contract, the Group has expended significant effort and accumulated ample experiences through the running of the business, consequently improving the operation skills. This business has developed favorably in the second half of 2011.

With the aforementioned exclusive advertising agency rights, the Group can sell all of the advertising time of GSTV, which covers more than 20 programs for a total advertising air time of 114,000 minutes. In 2011, the Group sold 113,880 minutes of advertising air time, an increase of 17.5% when compared to 2010.

GSTV is the number one television channel among all provincial satellite TV stations in southern China, covering more than 800 million people in about 70 major cities across the country. GSTV has created serious and diverse programs and gained widespread recognition from society and overwhelmingly positive response from the audience. According to a survey conducted by CSM, the viewing rate of GSTV is the highest among television channels in southern China in the first half of 2011.

With popular prime time programs and rising viewership, GSTV provides a strong platform for a variety of premium and extensive advertising clients. During the year under review, the Group's relationship with its partners in related businesses further strengthened and the operation of associated businesses further developed. As a result, the advertising agency business became a key income stream, accounting for more than half of the Group's total revenue in 2011. The Group has commenced close cooperation with a number of major clients such as Beijing Dentsu Advertising Co. Ltd., DDB Beijing Advertising Co. Ltd, Carat China, GroupM (Shanghai) Advertising Co. Ltd., Leo Burnett Worldwide and Saatchi & Saatchi Great Wall. Cooperative arrangements involved a variety of sectors, including television shopping, food, medicine, cosmetics, finance and household products, while the advertising customers included some world renowned brands such as Canon, Pepsi, Johnson & Johnson, China Mobile, KFC and Extra. With the business continuing to expand, the Group remains optimistic about its development and believes that it will become a new growth driver for the Group.

In respect of the media shopping industry which remains unregulated, the Group adjusted its investment in this segment accordingly. During the year, this segment continued to perform steadily, with the Group presently providing convenient and safe shopping services for customers via a cross network interactive shopping platform, including a 24-hour JIA XI GOU WU shopping channel (家禧購物頻道) in Fuzhou City, Fujian Province; retail stores, namely JIA XI XING HUO GUAN (家禧星活館); and a major shopping website called XING HUO GUAN (星活館).

Sales results and performance review

For the year ended 31 December 2011, the Group's consolidated turnover was approximately HK\$589,621,000, represents a slight increase of approximately 1.6% from 2010. The Group recorded a loss on the gross profit line during the year. Based on the legal interpretation of the terms as contained in the structural contracts the Group entered into for the purpose of consolidating the financial results of the television shopping and related businesses, and under the HKAS 27 (revised) "Consolidated and Separate Financial Statements" that became effective for the Company's financial statements from 2010 onwards, the non-controlling interests of the PRC business of the Group shared a portion of the loss before tax of approximately HK\$87,174,000 (2010: HK\$207,129,000), resulting in an loss attributable to the owners of the Company of approximately HK\$18,992,000 (2010: HK\$42,367,000).

Management Discussion and Analysis

As a result of the questionable practices of some television shopping industry players triggering an integrity crisis which led to a decrease in the ratio of television sales to advertising costs, the higher return rate of goods sold as well as the conscious decision to business segment diversification by the Group, the retail revenue of the Group dropped 64% to HK\$71,307,000 (2010:HK\$196,912,000). Gross margin of merchandise sales was 5% (2010: 25%).

On financial position and cash flows, for the year ended 31 December 2011, the Group's total assets were HK\$700,937,000 (2010: HK\$1,254,296,000), an decrease of 44% when compared with 2010. Net cash (outflows)/inflows from operating activities, investing activities and financing activities were at HK\$(63,931,000), HK\$4,529,000 and HK\$(14,808,000) respectively (2010: HK\$(63,628,000), HK\$7,133,000 and HK\$1,060,000). Capital expenditure for the year was HK\$1,920,000 (2010: HK\$675,000) with depreciation and amortization for tangible and intangible assets at HK\$526,670,000 (2010: HK\$460,385,000). Strength of the Chinese Yuan also contributed to a favorable currency effect of HK\$11,116,000 (2010: HK\$7,478,000) to the current year's reserves. As at 31 December 2011, the total cash position of the Group was HK\$65,670,000 (2010: HK\$118,410,000).

Outlook and strategy

During the Twelfth Five-Year Plan period, the Government will launch a number of support policies aimed at improving people's livelihood and boosting domestic consumption. The spending power of the general public is expected to increase further, creating a solid foundation for the prosperous development of the retail industry. As income continues to rise, people will pursue a better lifestyle as well as purchase better quality goods. Local and international brands are intent on capturing a greater share of this world's biggest market, and will employ different advertising media such as television and the internet to promote their goods. This will in turn spur strong growth of the Chinese advertising industry.

With the highest penetration rate, television has become the most influential form of media, making it the top choice for many advertising customers, hence occupying the largest share of the advertising market. According to data compiled by the State Administration of Radio, Film, and Television and First Capital Securities Corporation Limited, television advertising revenue for the first half of 2011 reached RMB46.4 billion, 21.9% higher than the same period last year. The increase reflected the enormous potential of the television advertising industry. Also, from a CTR report, advertisement placements among provincial satellite channels and provincial channels, including GSTV, are increasing rapidly, and has exceeded the industry average. The Group will therefore seek to capture the enormous opportunities emerging from favorable policies to develop advertising agency business, and thus support its long-term growth.

Meanwhile, in light of chaotic competition within the media shopping industry and strict examination of television shopping advertisements, the Group will closely evaluate the uncertainties in the industry and adjust the media shopping business in due course. While the global economic outlook remains uncertain, the Group will continue to actively and closely monitor the market, imposing strict controls to limit financial risk and strategically adjust the business with the aim of maintaining stable growth and generating fair returns to shareholders.

FINANCIAL RESOURCES AND LIQUIDITY

As at 31 December 2011, the Group had financial assets (excluding receivables) amounted to approximately HK\$65,670,000 (2010: HK\$118,410,000) of which approximately HK\$40,689,000 (2010: HK\$112,124,000) are liquid cash deposits.

The Directors are of the opinion that there is sufficient cash resources for the Group to meet its financial obligation and business requirements.



Management Discussion and Analysis

EXPOSURE TO EXCHANGE RATE FLUCTUATION AND RELATED HEDGING

The Directors considered that the Group has certain exposure to foreign currency risk as some of its business transactions and assets are denominated in currencies other than the functional currency of respective Group entities such as Renminbi. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

STAFF AND REMUNERATION POLICY

The Group had 111 employees (including Directors) as at 31 December 2011 (2010: 402). The Group recruits and promotes individuals based on their performance and development potential in the positions held. Remuneration package is determined with reference to an employee's performance and the prevailing salary levels in the market. In addition, the Group adopts a share option scheme for eligible employees (including Directors) to provide incentives to participants for their contributions and continuing efforts to promote the interests of the Group.

GEARING RATIO

As at 31 December 2011, the Group had total assets of approximately HK\$700,937,000 (2010: HK\$1,254,296,000) and the gearing ratio (calculated on the basis of the Group's total bank and other borrowings, over the equity attributable to owners of the Company) was approximately 3.4% as at 31 December 2011 (at 31 December 2010: Nil%).

CAPITAL STRUCTURE

As at 31 December 2011, the Company's issued ordinary share capital was HK\$732,777,084 divided into 7,327,770,839 shares of HK\$0.10 each (at 31 December 2010: HK\$732,777,084 divided into 7,327,770,839 shares of HK\$0.10 each).

In order to strengthen the Company's shareholder base and attract other high quality institutional investors, the Company has proposed at the end of last year to undergo capital reorganisation including reduction of issued share capital to eliminate part of the Company's accumulated losses and a 5 to 1 share consolidation. In addition, the board lot size was increased from 10,000 shares to 20,000 shares. The capital reorganisation, which involves the Company applying the credit arising from the Reduction of Issued Share Capital to eliminate part of the Company's accumulated losses, is proposed to facilitate the payment of dividends as and when the Directors consider it appropriate in the future. Upon completion of the capital reorganisation, the Company will be able to issue consolidated shares at any price equal to or greater than the nominal value of HK\$0.01 per consolidated share, and therefore, increase flexibility for the Company to raise funds in the future.

CHARGES ON GROUP'S ASSETS

Save for the details of pledged bank deposits as set out in note 27 to the financial statements, as at 31 December 2011, there were no charges on the Group's assets.

CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities as at 31 December 2011.

CAPITAL COMMITMENTS

The Group did not have any significant capital commitments as at 31 December 2011.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND ASSOCIATES

The Group did not have any material acquisitions or disposals of subsidiaries or associates during the year ended 31 December 2011.

Report of the Directors

The Directors are pleased to present their report and audited financial statements of the Group for the year ended 31 December 2011.

PRINCIPAL ACTIVITIES

The Group is principally engaged in the retail and distribution of consumer products and provision of television advertising services in the PRC, and property holding and investment in Hong Kong.

The Group's turnover is mainly derived from business activities in Mainland China. An analysis of the Group's income for the year is set out in note 8 to the financial statements.

Particulars of the Company's major subsidiaries as at 31 December 2011 are set out in note 22 to the financial statements.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2011 are set out in the consolidated income statement on page 25 of this report.

The state of the Group's and the Company's affairs at 31 December 2011 is set out in the consolidated statement of financial position and statement of financial position on pages 27 and 28 of this report.

The Directors do not recommend the payment of any dividend in respect of the year ended 31 December 2011 (2010: HK\$Nil).

ANNUAL GENERAL MEETING

The 2012 annual general meeting (the "2012 AGM") will be held on 8 June 2012. Shareholders should refer to details regarding the 2012 AGM in the circular of the Company of 19 April 2012 and the notice of meeting and form of proxy accompanying thereto.

FIXED ASSETS

Details of movements in fixed assets of the Group during the year are set out in note 20 to the financial statements.

SHARE CAPITAL

Details of the movements in share capital are set out in note 30 to the financial statements.

RESERVES

Details of the movements in reserves during the year are set out in note 32 to the financial statements.

DISTRIBUTABLE RESERVES

Distributable reserves of the Company as at 31 December 2011, calculated under Section 79B of the Hong Kong Companies Ordinance, amounted to HK\$Nil (2010: HK\$Nil).



Report of the Directors

FIVE YEAR FINANCIAL SUMMARY

The results, assets and liabilities of the Group for the last five financial years, as extracted from the audited financial statements, are summarised on page 76 of this report.

DIRECTORS

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

Executive Directors

Mr. Ni Xinguang (*Chairman*)

Mr. Wang Zhiming (*Managing Director*)

Independent Non-executive Directors

Mr. Ling Yu Zhang (Appointed on 1 September 2011)

Mr. Lu Wei

Mr. Wong Chak Keung (Appointed on 31 January 2011)

Mr. Ho Wai Ip (Resigned on 31 January 2011)

Mr. Chan Wai Sum (Resigned on 1 September 2011)

In accordance with article 116 of the articles of association of the Company (the "Articles"), Mr. Ni Xinguang and Mr. Wang Zhiming will retire by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

In accordance with articles 99 and 117 of the Articles, Mr. Ling Yu Zhang will retire at the forthcoming annual general meeting and being eligible, offer himself for re-election.

DIRECTORS' PROFILES

Directors' profiles are set out on pages 20 to 22 of this report.

INDEPENDENCE CONFIRMATION

The Company has received, from each of the independent non-executive Directors, namely Mr. Ling Yu Zhang, Mr. Wong Chak Keung and Mr. Lu Wei, an annual confirmation of their independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") and the Company considers all of the independent non-executive Directors are independent.

DIRECTORS' SERVICE CONTRACTS

For the executive Directors, Mr. Ni Xinguang entered into a service contract with the Company for a period of two years commencing 1 April 2008 which has expired on 31 March 2010. Mr. Ni has not entered into any new written service contract with the Company. Mr. Wang Zhiming, as an executive Director, and the other independent non-executive Directors have not entered into any written service contract with the Company and they are not appointed for specific term, but all Directors are subject to retirement by rotation in accordance with the Articles.

No Director proposed for re-election at the 2012 AGM has an unexpired service contract which is not determinable by the Company within one year without payment of compensation, other than normal statutory compensation.

Report of the Directors

DIRECTORS' INTEREST IN SHARES

As at 31 December 2011, the interests or short positions of the Directors or chief executive of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), as recorded in the register of the Company required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or pursuant to the Model Code for Securities Transactions by Directors of Listed Companies ("Model Code"), are set out below:

1. Aggregate long position in the shares, underlying shares and debentures of the Company and its associated corporations

Name of Director	Number of shares held		Total	Percentage of the issued share capital <i>(Note (b))</i>
	Personal interests	Corporate interests		
Ni Xinguang	95,780,000	1,886,680,000 <i>(Note (a))</i>	1,982,460,000	27.05%
Wang Zhiming	94,780,000	1,886,680,000 <i>(Note (a))</i>	1,981,460,000	27.04%

Notes:

(a) 1,886,680,000 shares were owned by Group First Limited, a private company beneficially owned by Mr. Ni Xinguang as to 60% and Mr. Wang Zhiming as to 40%, representing approximately 25.75% of the issued share capital of the Company.

(b) The percentage was calculated based on the total number of 7,327,770,839 ordinary shares of the Company in issue as at 31 December 2011.

Save as disclosed above, as at 31 December 2011, none of the Directors or chief executive of the Company had any interest in the shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO), which were recorded in the register required to be kept under section 352 of the SFO or notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or pursuant to the Model Code.

2. Aggregate short position in the shares, underlying shares and debentures of the Company and its associated corporations

As at 31 December 2011, none of the Directors or chief executive of the Company, had any short position in the shares, underlying shares or debentures of the Company or its associated corporations which were recorded in the register required to be kept under section 352 of the SFO or notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or pursuant to the Model Code.



Report of the Directors

SHARE OPTIONS

On 28 May 2004, the shareholders of the Company approved the adoption of a new share option scheme (the "2004 Share Option Scheme"). The 2004 Share Option Scheme will expire on 27 May 2014.

Movements of the options, which were granted under the 2004 Share Option Scheme, during the year were listed below in accordance with Rule 17.07 of the Listing Rules:

Category	Date of grant	Number of option shares held as at 01/01/2011	Number of option shares granted during the year	Number of option shares exercised during the year	Number of option shares lapsed during the year	Number of option shares held as at 31/12/2011	Exercise price HK\$	Exercise period
Employees	27/12/2006	12,660,000	–	–	12,660,000	–	0.157	27/06/2008–26/06/2018
	27/12/2006	12,660,000	–	–	12,660,000	–	0.157	27/12/2008–26/12/2018
	08/03/2007	5,000,000	–	–	–	5,000,000	0.722	08/03/2007–07/03/2015
	08/03/2007	5,000,000	–	–	–	5,000,000	0.722	08/03/2008–07/03/2015
	08/03/2007	5,000,000	–	–	–	5,000,000	0.722	08/03/2009–07/03/2015
	08/03/2007	5,000,000	–	–	–	5,000,000	0.722	08/03/2010–07/03/2015
Consultants	30/04/2007	240,000	–	–	–	240,000	1.230	30/04/2008–29/04/2015
	30/04/2009	7,000,000	–	–	–	7,000,000	0.100	05/05/2010–04/05/2017
	10/09/2010	7,000,000	–	–	–	7,000,000	0.150	10/09/2010–09/09/2013
	11/11/2010	135,000,000	–	–	–	135,000,000	0.160	11/11/2010–10/11/2013
		194,560,000	–	–	25,320,000	169,240,000		

Further details of share options were stipulated in note 31 to the financial statements.

Apart from the aforesaid, at no time during the year ended 31 December 2011 was the Company or any of its subsidiaries a party to any arrangement to enable the Directors of the Company or any of their spouses or children under the age of 18 to acquire benefits by means of the acquisition of shares in the Company or any other body corporate.

DIRECTORS' INTERESTS IN CONTRACTS

Apart from the particulars disclosed in note 37 under the heading "Related Party Transactions" to the financial statements there were no other contracts of significance in relation to the Company's business, to which the Company or any of the Company's subsidiaries was a party nor there were any other contracts of significance in relation to the Company's business between the Company or any of the Company's subsidiaries subsisting at the end of the year or at any time during the year in which a Director had, whether directly or indirectly, a material interest.

RELATED PARTY TRANSACTIONS

Details of the related party transactions undertaken in the usual course of business are set out in note 37 to the financial statements. None of these related party transactions constitutes a discloseable connected transaction as defined under the Listing Rules.

Report of the Directors

EMOLUMENTS OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of the Directors and the highest paid individuals of the Group are set out in note 16 to the financial statements.

SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 31 December 2011, so far as was known to the Directors of the Company, the following persons, other than the Directors and chief executive of the Company, had an interest or short position in the shares and underlying shares of the Company, which were required to be recorded in the register maintained by the Company pursuant to Section 336 of the SFO were as follows:

Long positions in the shares and underlying shares of the Company

Name	Capacity in which ordinary shares were held	Number of ordinary shares	Percentage of the issued share capital <i>(Note (c))</i>
Group First Limited	Beneficial owner <i>(Note (a))</i>	1,886,680,000	25.75%
Hou Chong Yu ("Ms. Hou")	Beneficial owner	21,530,000	0.29%
	Interests controlled through corporations <i>(Note (b))</i>	827,158,839	11.29%
Best Idea International Limited <i>(Note (b))</i>	Beneficial owner	771,658,839	10.53%

Notes:

(a) Group First Limited is a private company beneficially owned by Mr. Ni Xinguang as to 60% and by Mr. Wang Zhiming as to 40%. Both Mr. Ni Xinguang and Mr. Wang Zhiming are executive Directors. Accordingly, the 1,886,680,000 shares owned by Group First Limited is also deemed to be the corporate interests of each of Mr. Ni Xinguang and Mr. Wang Zhiming.

(b) The following corporations, which are wholly controlled by Ms. Hou, hold the following interests in the Company:

Name of Corporations	Number of Shares held
Golden Pioneer Investments Inc	55,500,000
Best Idea International Limited	771,658,839
	827,158,839

(c) The percentage has been calculated based on the total number of 7,327,770,839 ordinary shares of the Company in issue as at 31 December 2011.

(d) All the interests disclosed under this section represent long position in the shares of the Company.



Report of the Directors

Save as disclosed above, the Directors and the chief executive of the Company are not aware that there is any party who, as at 31 December 2011, had interests or short positions in the shares and underlying shares of the Company, which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or be directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances of general meetings of the Company or substantial shareholders as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

During the year ended 31 December 2011, neither the Company nor any of its subsidiaries had purchased, redeemed or sold any of the Company's listed securities.

RIGHTS TO ACQUIRE COMPANY'S SECURITIES

Other than as disclosed under the sections "Share Options" and "Directors' Interest in Shares" above, at no time during the year was the Company or any of its subsidiaries, or any of its fellow subsidiaries, a party to any arrangement to enable the Directors or chief executives of the Company or their respective associates (as defined in the Listing Rules) to have any right to subscribe for securities of the Company or any of its associated corporations as defined in the SFO or to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

MANAGEMENT CONTRACTS

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

RETIREMENT BENEFITS

The Group did not operate any retirement scheme up to 30 November 2000. With effect from 1 December 2000, MPF Scheme has been set up for employees, including executive Directors of the Company, in Hong Kong, in accordance with the Mandatory Provident Fund Scheme Ordinance (the "MPF Ordinance"). Under the MPF Scheme, the Group's contributions are at 5% of employees' relevant income as defined in the MPF Ordinance up to a maximum of HK\$1,000 per employee per month. The employees also contribute a corresponding amount to the MPF Scheme from 31 December 2000. The MPF contributions are fully and immediately vested in the employees as accrued benefits once they are paid. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund.

The Group's contributions to the MPF Scheme and PRC pension scheme for PRC staff charged to the consolidated income statement during the year amounted to approximately HK\$64,000 (2010: HK\$64,000) and HK\$3,418,000 (2010: HK\$4,058,000) respectively.

COMPETING INTERESTS

None of the Directors or the management shareholders of the Company and their respective associates (as defined under the Listing Rules) had any interest in a business which competes or may compete with the business of the Group or has any other conflict of interest with the Group during the year and up to the date of this report.

EMOLUMENT POLICY

The emolument policy of the employees and senior management of the Group is set up by the remuneration committee of the Company on the basis of their merit, qualifications and competence.

The emoluments of the Directors are decided by the remuneration committee of the Company, having regard to market competitiveness, individual performance and achievement.

Report of the Directors

The Company has adopted a share option scheme as an incentive to Directors and eligible employees, details of the scheme is set out in note 31 to the financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of sales and purchases for the year attributable to the Group's major customers and suppliers are as follows:

	2011	2010
The largest customer	20.0%	19.1%
Five largest customers in aggregate	37.9%	39.4%
The largest supplier	16.8%	15.4%
Five largest suppliers in aggregate	42.5%	57.0%

At no time during the year, none of the Directors, their associates or shareholders (which to the knowledge of the Directors own more than 5% of the Company's issued share capital) has any interest in the customers or suppliers disclosed above.

CORPORATE GOVERNANCE

Details of the Company's corporate governance practices are set out in the "Corporate Governance Report" section of this annual report.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors throughout the year ended 31 December 2011, there was a sufficiency of public float the Company's securities as required under the Listing Rules.

AUDIT COMMITTEE

The Company established an audit committee (the "Audit Committee") with written terms of reference in compliance with the requirements as set out in the Listing Rules for the purposes of reviewing and supervising the financial reporting process and internal controls of the Group. The Audit Committee currently comprises Mr. Wong Chak Keung (Chairman), Mr. Ling Yu Zhang and Mr. Lu Wei. The Audit Committee has reviewed and discussed with the management and the external auditors financial reporting matters including the annual results for the year ended 31 December 2011.

AUDITOR

A resolution to re-appoint the retiring auditor, RSM Nelson Wheeler, will be proposed at the forthcoming annual general meeting.

By order of the Board
China Seven Star Shopping Limited
Ni Xinguang
Chairman

Hong Kong, 30 March 2012



Corporate Governance Report

CORPORATE GOVERNANCE PRACTICES

The Board of Directors of the Company (the "Board") and the management are committed to maintaining and ensuring high standards of corporate governance as good corporate governance can safeguard the interests of all shareholders and enhance corporate value. The Board continuously reviews and improves the corporate governance practices and standards of the Group from time to time to ensure that business activities and decision making processes are regulated in a proper manner.

The Board has applied the principles and complied with all the applicable Code provisions and where applicable, the recommended practices of the Code on Corporate Governance Practices (the "Code") as set out in Appendix 14 of the Listing Rules for the year ended 31 December 2011 except for deviation from Code provision A.4.1 of the Code.

Code provision A.4.1 stipulates that non-executive Directors should be appointed for a specific term, subject to re-election.

None of the existing independent non-executive Directors (the "INEDs") is appointed for a specific term.

Although the INEDs are not appointed for a specific term, the Company believes that as all Directors are subject to retirement by rotation and re-election at the annual general meeting at least once for every three years pursuant to the Articles, such practice meets the same objective and is no less exacting than those prescribed under Code provision A.4.1.

BOARD OF DIRECTORS

Functions and role

The Board has overall responsibility in formulating the strategic development of the Group, monitoring and controlling the Company's operation and financial performance. All the appointed Directors are subject to rotation for re-appointment at the annual general meeting, and each of the Directors is subject to retirement by rotation at least once every three years. Appropriate and sufficient information was provided to each of the Directors to keep abreast of his responsibilities as a Director and of the conduct, business activities and development of the Company.

Corporate Governance Report

The INEDs are expressly identified in all corporate communications such as circular, announcement or relevant corporate communications in which the names of Directors are disclosed. Each of the INEDs has filed an annual confirmation to the Company confirming their independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all INEDs meet the independent guideline set out in Rule 3.13 of the Listing Rules and are independent.

To the best knowledge of the Company, there is no financial, business, family relationship among the members of the Board as at 31 December 2011. All of them are free to exercise their individual judgment.

Composition

The Board comprises five Directors, of which two are executive Directors and three are INEDs. One of the three INEDs possesses appropriate professional accounting qualifications and financial management expertise, which complies with the requirement of the Listing Rules. The Directors' respective biographical information is set out in this annual report under the heading "Directors' Profiles" and the names of current Directors on Board and their positions are as follows:

Name of Directors	Position
<i>Executive Directors</i>	
Mr. Ni Xinguang	Chairman
Mr. Wang Zhiming	Managing Director
<i>Independent Non-executive Directors</i>	
Mr. Chan Wai Sum [#]	
Mr. Wong Chak Keung [*]	
Mr. Lu Wei	
Mr. Ho Wai Ip [*]	
Mr. Ling Yu Zhang [#]	

* Mr. Ho Wai Ip has resigned as the Company's INED on 31 January 2011 and Mr. Wong Chak Keung was appointed as the Company's INED on the same day.

Mr. Chan Wai Sum has resigned as the Company's INED on 1 September 2011 and Mr. Ling Yu Zhang was appointed as the Company's INED on the same day.

The Board held 4 regular Board meetings during the financial year ended 31 December 2011. Appropriate and sufficient information was provided to the Board in a timely manner for their review before the meetings. Attendance of individual Directors at Board meetings is set out in the section of "Attendance of Board, Audit Committee and Remuneration Committee Meetings in 2011".

Chairman and Managing Director

The positions and roles of Chairman of the Board and Managing Director (having the same function of chief executive officer) of the Company are held and performed separately by two individuals to ensure their respective independence, accountability and responsibility. Mr. Ni Xinguang, the Chairman of the Company, is responsible for the leadership of the Board, and oversees the business development of the Company and its subsidiaries including strategic and corporate development. Mr. Wang Zhiming, the Managing Director of the Company is responsible for the management of day-to-day operation of the Group.



Corporate Governance Report

Board Practices

The Board, led by the Chairman, is responsible for the approval and monitoring of the Group's overall strategies and policies; approval of annual budgets and business plans; evaluating the performance of the Group; and oversight of management. One of the important roles of the Chairman is to provide leadership to the Board to ensure that the Board acts in the best interests of the Group. The Chairman shall ensure that the Board works effectively and discharges its responsibilities, and that all key and appropriate issues are discussed by the Board in a timely manner. All Directors have been consulted about any matters proposed for inclusion in the agenda. The Chairman has delegated the responsibility for drawing up the agenda for each Board meeting to the Company Secretary. With the support of executive Directors 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 in a timely manner. Four Board meetings were held during the year for facilitating the function of the Board. The Board believes that the Board meetings held during the financial year were adequate to cover all major issues during the year. In any event all Directors were available for consultation by management from time to time during the year.

Management is responsible for the day-to-day operations of the Group under the leadership of the Managing Director. The Managing Director, working with the management team is responsible for managing the businesses of the Group, including implementation of strategies adopted by the Board and assuming full accountability to the Board for the operations of the Group. All Directors have made full and active contribution to the affairs of the Board and the Board always acts in the best interests of the Group. Apart from the regular Board meetings, the Chairman may hold meetings with the INEDs without the presence of executive Directors.

In order to ensure that the Board is able to fulfill its responsibilities, the Board has established and delegated specific responsibilities to the Audit Committee and Remuneration Committee. The details of the committees are stipulated on pages 17 and 18 of this report.

Sufficient formal notice of every regular Board meeting is given to all Directors to give them the opportunity to attend. Board papers are circulated not less than three days before the Board meetings to enable the Directors to make informed decisions on matters to be raised at the Board meetings. The Company Secretary shall attend all regular Board meetings to advise on corporate governance, statutory compliance, accounting and financial matters when necessary. Directors shall have full access to information on the Group and are able to seek independent professional advice whenever deemed necessary. The Company Secretary shall prepare minutes and keep records of matters discussed and decisions resolved at all Board meetings. Draft and final versions of Board minutes have sent to all Directors for their comment and records respectively within a reasonable time after the board meeting.

Appropriate insurance cover on Directors' and officers' liabilities has been in force to protect the Directors and officers of the Group from their risk exposure arising from the businesses of the Group.

The Company Secretary is responsible to the Board for ensuring that Board procedures are followed and that the Board is fully briefed on all legislative, regulatory and corporate governance developments and has regarded to them when making decisions. The Company Secretary is also responsible for advising the Board on the Group's compliance with the continuing obligations of the Listing Rules, Codes on Takeovers and Mergers and Share Repurchases, Companies Ordinance, Securities and Futures Ordinance and other applicable laws, rules and regulations.

Corporate Governance Report

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for the preparation of the financial statements of the Company for each financial period which gives a true and fair view of the state of affairs of the Group and of the results and cash flows for that period and ensure that they are prepared in accordance with statutory requirements and applicable accounting standards. With the assistance of the Company Secretary of the Company, the Directors also ensure the publication of the financial statements of the Group in a timely manner.

The report of the external auditor of the Company, RSM Nelson Wheeler, with regard to their reporting responsibilities on the Company's financial statements is set out in the Independent Auditor's Report on pages 23 and 24 of this annual report.

The Directors confirm that, to the best of their knowledge, information and belief, having made all reasonable enquiries, they are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

DIRECTOR NOMINATION PROCEDURES

The Company had not set up a nomination committee during the year ended 31 December 2011. According to the Articles, the Board has the power from time to time and at any time to appoint any person as a Director either to fill a causal vacancy or as an addition to the Board. The current nomination procedures for appointment of new Directors would normally take into consideration of the candidates' past experience, qualifications and any other factors, if any, which are relevant to the Company's business. Then, shortlisted candidates with their profiles would be brought to the Board before meeting for consideration as soon as it is practicable. During the year under review, two Board meetings were held to consider the appointment of Mr. Wong Chak Keung and Mr. Ling Yu Zhang as independent non-executive Directors by going through the rotation in accordance with the Company's Articles.

In order to comply with the amendments of the Code with effective from 1 April 2012, the nomination committee has been set up on 30 March 2012. The nomination committee consists of three INEDs, namely Mr. Lui Wei (Chairman), Mr. Wong Chak Keung and Mr. Ling Yu Zhang.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules as its own code of conduct regarding Directors securities transactions. All the Directors of the Board have confirmed, following specific enquiries made by the Company, that they have complied with the required standard as set out in the Model Code throughout the year ended 31 December 2011.

AUDIT COMMITTEE

Composition

The Company established an Audit Committee in 1999. It has written terms of reference in compliance with the requirements of the Listing Rules. The Audit Committee consists of three INEDs, namely Mr. Wong Chak Keung (Chairman), Mr. Ling Yu Zhang and Mr. Lui Wei. The composition and members of the Audit Committee complies with the requirements under Rule 3.21 of the Listing Rules. The Audit Committee meets twice a year on a half year basis, or more frequently if required. Two Audit Committee meetings were held during the year and the record of attendance of individual member is listed out on page 19 of this report.



Corporate Governance Report

Functions and Role

The primary functions of the Audit Committee are, inter alia, to assist the Board in fulfilling its overseeing responsibilities with respect to maintaining appropriate relationship with external auditors, and, to review the annual and interim report and other financial information provided by the Company to its shareholders, the public and others and matters within the scope of the terms of reference. The term of reference have been posted on the Company's website.

In discharging its responsibilities, the Audit Committee performed the following work during the year of 2011:

- (i) reviewed the effectiveness of audit process in accordance with applicable standards;
- (ii) reviewed the financial statements and reports and the change in accounting principles and policies and assessment of potential impacts on the Group's financial statements;
- (iii) reviewed the Group's internal control system and discussed the relevant issues including financial, operational and compliance controls and risk management functions; and
- (iv) reviewed the external auditor's management letter and ensure the Board will provide a timely response to the issues raised therein.

REMUNERATION COMMITTEE

Composition

The Remuneration Committee had been established with written terms of reference. The Remuneration Committee members consists of Mr. Ling Yu Zhang (the Chairman), Mr. Wong Chak Keung and Mr. Lu Wei, all are INEDs. The Remuneration Committee meets at least once a year. The Remuneration Committee held two meetings during the year and reviewed the existing remuneration policy and structure of the Company. The record of attendance of individual member is listed out on page 19 of this report.

Functions and Role

The primary objectives of the Remuneration Committee include determining the remuneration policy, structure and remuneration packages of the Directors and senior management and make recommendations to the Board, and other related matters. The Remuneration Committee is responsible for establishing transparent procedures to develop such remuneration policy and structure which remuneration will be determined by reference to the performance of the individual and the Company as well as market practice and conditions. The terms of reference have been posted on the Company's website.

The executive Directors are responsible for reviewing the market conditions, time commitment, responsibilities, performance of individuals and any other relevant information and propose to the Remuneration Committee for consideration and approval. None of the executive Directors can determine his own remuneration.

During the year, the Remuneration Committee held two meetings to review and approve the remuneration of executive Directors and senior management.

Corporate Governance Report

ATTENDANCE OF BOARD, AUDIT COMMITTEE AND REMUNERATION COMMITTEE MEETINGS IN 2011

	Attendance/Number of Meetings Held		
	Board	Audit Committee	Remuneration Committee
Directors			
<i>Executive Directors:</i>			
Ni Xinguang	4/4	N/A	N/A
Wang Zhiming	3/4	N/A	N/A
<i>Independent Non-executive Directors:</i>			
Chan Wai Sum [#]	3/3	2/2	1/1
Ho Wai Ip [*]	0/0	0/0	0/0
Lu Wei	4/4	2/2	2/2
Wong Chak Keung [*]	4/4	2/2	2/2
Ling Yu Zhang [#]	1/1	0/0	1/1

* Mr. Ho Wai Ip has resigned as the Company's INED on 31 January 2011 and Mr. Wong Chak Keung was appointed as the Company's INED on the same day.

Mr. Chan Wai Sum has resigned as the Company's INED on 1 September 2011 and Mr. Ling Yu Zhang was appointed as the Company's INED on the same day.

AUDITOR'S REMUNERATION

During the year, the fees paid or payable to external auditor of the Company, RSM Nelson Wheeler were HK\$1,700,000 for statutory audit services rendered and for non-audit services rendered were HK\$700,000 to the Group respectively.

INTERNAL CONTROLS AND RISKS MANAGEMENT

The Board has overall responsibilities for introducing and continuously maintaining sound and effective internal control systems of the Group and review its adequacy and effectiveness. It is committed to review and implement effective and sound internal control systems to safeguard shareholders' interests. The Board has delegated to the management with defined structure and limits of authority, to conduct reviews on and maintenance of all material controls including proper financial and accounting records, operational and compliance and risk management functions as well as the implementation of the internal control system to ensure compliance with relevant legislations and regulations.

The Board has conducted a review of the effectiveness of the internal control system of the Group. The internal control systems will be reviewed on an ongoing basis by the Board in order to make it practical and effective.

INVESTOR RELATIONSHIP AND COMMUNICATION

The Company endeavors to maintain good investor relationship with shareholders and potential investors by way of annual general meeting, publication of interim and annual reports on the websites of the Company and the Stock Exchange, and timely press releases on the Company's website.

Shareholders are encouraged to attend the annual general meetings for which a notice would be served properly. The Chairman and/or Directors are available to answer questions on the Group's business at the meetings. At general meetings, separate resolutions are proposed on each substantial and separate issue such as the election of individual Directors and re-appointment of auditor.



Directors' Profiles

Mr. Ni Xinguang, aged 43, was appointed as chairman and executive Director on 12 March 2004 and a director of a subsidiary of the Company. Mr. Ni has extensive experience in the retail, distribution and printing business in the PRC. Further to a Diploma in Education, Mr. Ni also has a Degree of Master of Business Administration from the Nanyang Technological University in the Republic of Singapore.

Mr. Ni entered into a service contract with the Company for a period of two years commencing 1 April 2008 which has expired on 31 March 2010. Mr. Ni has not entered into any new written service contract with the Company but is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles. Mr. Ni is entitled to an annual remuneration of HK\$960,000 with discretionary bonus payment as determined by the remuneration committee of the Company based on Mr. Ni's and the Company's performance. The remuneration package of Mr. Ni is determined by reference to his duties, responsibilities as well as the Company's remuneration policy and the market benchmark.

As at the report date, pursuant to Part XV of the Securities and Futures Ordinance ("SFO"), Mr. Ni has personal interest of 95,780,000 Shares in the Company and has 60% beneficial interest in Group First Limited, in which owned 1,886,680,000 Shares in the Company.

Save as disclosed above, Mr. Ni is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Mr. Ni did not hold any positions in the Company or any of its subsidiaries and did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange during the three years preceding the date of this report. Save as disclosed above, Mr. Ni was not interested or deemed to be interested in any other shares or underlying shares of the Company pursuant to Part XV of the SFO as at the report date.

Mr. Wang Zhiming, aged 41, was appointed as an executive Director on 12 March 2004 and resigned on 11 November 2005 due to personal commitments. Mr. Wang remained thereafter as a business consultant of the Company and Director of the operating subsidiaries of the Company and was appointed as an executive Director again on 18 November 2006 and a Director of several subsidiaries of the Company. Mr. Wang was also appointed as a managing Director of the Company on 15 October 2007. Mr. Wang obtained a Certificate in Law in the PRC and a Degree of Master of Business Administration from the Nanyang Technological University in the Republic of Singapore. Mr. Wang has extensive experience in marketing and management of retail and distribution operations in the PRC.

Mr. Wang has not entered into any written service contract with the Company and is not appointed for a special term but is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles. Mr. Wang is entitled to an annual remuneration of HK\$780,000 with discretionary bonus payment as determined by the remuneration committee of the Company based on Mr. Wang's and the Company's performance. The remuneration of Mr. Wang is not covered by any service contract. The remuneration package of Mr. Wang is determined by reference to his duties, responsibilities as well as the Company's remuneration policy and the market benchmark.

As at the report date, pursuant to Part XV of the SFO, Mr. Wang has personal interest of 94,780,000 Shares in the Company and has 40% beneficial interest in Group First Limited, in which owned 1,886,680,000 Shares in the Company.

Directors' Profiles

Save as disclosed above, Mr. Wang is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Mr. Wang did not hold any positions in the Company or any of its subsidiaries and did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange during the three years preceding the date of this report. Save as disclosed above, Mr. Wang was not interested or deemed to be interested in any other shares or underlying shares of the Company pursuant to Part XV of the SFO as at the report date.

Mr. Wong Chak Keung, aged 45, was appointed as an independent non-executive Director on 31 January 2011. Mr. Wong is also the chairmen and members of audit committee and corporate governance committee and members of remuneration committee and nomination committee of the Company. Mr. Wong holds a bachelor degree in business from The University of Southern Queensland in Australia. Mr. Wong is also a member of the Hong Kong Institute of Certified Public Accountants and CPA Australia respectively. Mr. Wong has been in the accounting profession for over 15 years. Before joining the Company, Mr. Wong has the working experience in international accounting firms, listed and other companies involved in investment, accounting, educational business, manufacturing, corporate finance and mergers and acquisitions. Mr. Wong is an executive director of China Investment Development Limited (stock code: 204) which is listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), and an independent non-executive director of Bingo Group Holdings Limited (stock code: 8220) which is listed on the Growth Enterprise Market of the Stock Exchange (the "GEM") respectively. Mr. Wong was an executive director of China Innovation Investment Limited (stock code: 1217) during the period from November 2007 to June 2011 and an executive director of China Trends Holdings Limited (stock code: 8171) during the period from February 2008 to June 2011 and the two companies are listed on the Main Board of the Stock Exchange and the GEM respectively.

Mr. Wong has not entered into any written service contract with the Company and is not appointed for a specific term but is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles. Mr. Wong is entitled to an annual remuneration of HK\$180,000 without any bonus payment. The remuneration of Mr. Wong is not covered by any service contract. The remuneration package of Mr. Wong is determined by reference to his duties, responsibilities as well as the Company's remuneration policy and the market benchmark.

Save as disclosed above, Mr. Wong is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Mr. Wong did not hold any positions in the Company or any of its subsidiaries and did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange during the three years preceding the date of this report. As at the report date, Mr. Wong was not interested or deemed to be interested in any shares or underlying shares of the Company pursuant to Part XV of the SFO.

Mr. Ling Yu Zhang, aged 68, was appointed as an independent non-executive Director on 1 September 2011. Mr. Ling is also chairman and member of the remuneration committee and members of the audit committee, nomination committee and corporate governance committee of the Company. He graduated from the Department of Mechanical Engineering of Beijing Institute of Technology and is a Senior Economist. Mr. Ling has more than 40 years of experience in the automobile and mechanical industry. Mr. Ling has been appointed as Vice-director of Provincial Machinery and Industry Department in Fujian, Chairman of Fujian Motor Industry Group Company and member of the 9th committee of the Chinese People's Political Consultative Conference in Fujian.



Directors' Profiles

Mr. Ling has not entered into any written service contract with the Company and is not appointed for a specific term but is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles. Mr. Ling is entitled to an annual remuneration of HK\$180,000 without any bonus payment. The remuneration of Mr. Ling is not covered by any service contract. The remuneration package of Mr. Ling is determined by reference to his duties, responsibilities as well as the Company's remuneration policy and the market benchmark.

Save as disclosed above, Mr. Ling is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Mr. Ling did not hold any positions in the Company or any of its subsidiaries and did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange during the three years preceding the date of this report. As at the report date, Mr. Ling was not interested or deemed to be interested in any shares or underlying shares of the Company pursuant to Part XV of the SFO.

Mr. Lu Wei, aged 48, was appointed as an independent non-executive Director on 15 June 2005. Mr. Lu is also the chairman and member of nomination committee and members of audit committee, corporate governance committee and remuneration committee of the Company. Mr. Lu is currently a professor and vice dean of the Antai College of Economics & Management of Shanghai Jiao Tong University in the PRC. He graduated from the School of Management in Shanghai Fu Dan University with a Ph.D. degree. Mr. Lu is also an independent non-executive director of Lu Jia Zhui Co., Ltd., Shanghai Syp Glass Co. Ltd. and Luo Lan Co., Ltd, all are companies listed on the Shanghai/Shenzhen Stock Exchange.

Mr. Lu has not entered into any written service contract with the Company and is not appointed for a specific term but is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles. Mr. Lu is entitled to an annual remuneration of HK\$180,000 without any bonus payment. The remuneration of Mr. Lu is not covered by any service contract. The remuneration package of Mr. Lu is determined by reference to his duties, responsibilities as well as the Company's remuneration policy and the market benchmark.

Save as disclosed above, Mr. Lu is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Mr. Lu did not hold any positions in the Company or any of its subsidiaries and did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange during the three years preceding the date of this report. As at the report date, Mr. Lu was not interested or deemed to be interested in any shares or underlying shares of the Company pursuant to Part XV of the SFO.

Independent Auditor's Report

RSM! Nelson Wheeler

中瑞岳華(香港)會計師事務所

Certified Public Accountants

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF CHINA SEVEN STAR SHOPPING LIMITED

(Incorporated in Hong Kong with limited liability)

We have audited the consolidated financial statements of China Seven Star Shopping Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 25 to 75, which comprise the consolidated and Company statements of financial position as at 31 December 2011, 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 judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

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



Independent Auditor's Report

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 2011, and of the Group's results 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.

MATERIAL UNCERTAINTY RELATING TO THE GOING CONCERN BASIS

Without qualifying our opinion, we draw attention to Note 2 to the financial statements which mentions that the Group incurred a loss of HK\$106,166,000 for the year ended 31 December 2011 and as at 31 December 2011 the Group had net current liabilities and net liabilities of HK\$552,704,000 and HK\$17,437,000 respectively. These conditions indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern.

These financial statements have been prepared on a going concern basis, the validity of which depends, to a significant extent, upon the sufficiency of income generated from TV commercial contracts regarding television advertising business and financial support of a substantial shareholder of the Company at a level sufficient to finance the working capital requirements of the Group. In the year 2012, the Group has to settle approximately HK\$579 million (net) license fee for the television advertising business under the exclusive advertising agency contract. Up to the date of these financial statements, the Group has entered more than 75% of the TV commercial contracts with its customers. The management believed that they would have sufficient contracts to be entered in the remaining months of 2012. In additions, deposit of approximately HK\$37 million was included in other receivables, prepayments and deposits for the television advertising business and can be offset against payment to Guangdong Satellite Television Channel upon expiry of the exclusive advertising agency contract in December 2012. Furthermore, a substantial shareholder of the Company has agreed to provide adequate funds for the Group to meet its liabilities as they fall due. In view of the above, the management believed that the Group would have sufficient resources to meet its obligation.

RSM Nelson Wheeler

Certified Public Accountants

Hong Kong, 30 March 2012

Consolidated Income Statement

For the year ended 31 December 2011

	Note	2011 HK\$'000	2010 HK\$'000 (Restated)
Continuing operations			
Turnover	8	577,978	579,145
Cost of sales and services		(593,342)	(616,534)
Gross loss		(15,364)	(37,389)
Other income	9	54,935	42,929
Distribution costs		(53,095)	(144,274)
Administrative expenses		(41,218)	(53,313)
Other operating expenses		(21,805)	(21,167)
Loss from operations		(76,547)	(213,214)
Finance costs	11	(29,665)	(38,374)
Loss before tax		(106,212)	(251,588)
Income tax expense	12	(109)	(50)
Loss for the year from continuing operations		(106,321)	(251,638)
Discontinued operation			
Profit for the period/year from discontinued operation	13	155	2,142
Loss for the year	14	(106,166)	(249,496)
Attributable to:			
Owners of the Company			
Loss from continuing operations		(19,147)	(44,509)
Profit from discontinued operation		155	2,142
Loss attributable to owners of the Company	17	(18,992)	(42,367)
Non-controlling interests			
Loss from continuing operations		(87,174)	(207,129)
Profit from discontinued operation		—	—
Loss attributable to non-controlling interests		(87,174)	(207,129)
		(106,166)	(249,496)
Loss per share			
From continuing and discontinued operations			
— basic	19(a)	HK(0.26) cent	HK(0.58) cent
— diluted	19(a)	N/A	N/A
From continuing operations			
— basic	19(b)	HK(0.26) cent	HK(0.61) cent
— diluted	19(b)	N/A	N/A



Consolidated Statement of Comprehensive Income

For the year ended 31 December 2011

	2011 HK\$'000	2010 HK\$'000
Loss for the year	(106,166)	(249,496)
Other comprehensive income		
Exchange differences on translating foreign operations	(942)	2,912
Other comprehensive income for the year, net of tax	(942)	2,912
Total comprehensive income for the year	(107,108)	(246,584)
Attributable to:		
Owners of the Company	(7,876)	(34,889)
Non-controlling interests	(99,232)	(211,695)
	(107,108)	(246,584)

Consolidated Statement of Financial Position

At 31 December 2011

	Note	2011 HK\$'000	2010 HK\$'000
Non-current assets			
Fixed assets	20	4,421	13,984
Intangible assets	21	530,846	1,011,586
		535,267	1,025,570
Current assets			
Properties held for resale	23	—	11,000
Inventories	24	11,599	16,204
Trade receivables	25	34,323	25,754
Other receivables, prepayments and deposits	26	54,078	57,358
Pledged bank deposits	27	24,981	6,286
Bank and cash balances	27	40,689	112,124
		165,670	228,726
Current liabilities			
Agency fee payables — current portion	21	628,982	494,202
Trade and bills payables	28	23,932	21,632
Other payables and accruals		53,328	51,241
Bank loans	29	9,864	—
Current tax liabilities		2,268	2,167
		718,374	569,242
Net current liabilities			
		(552,704)	(340,516)
Total assets less current liabilities			
		(17,437)	685,054
Non-current liabilities			
Agency fee payables — non current portion	21	—	595,383
NET (LIABILITIES)/ASSETS			
		(17,437)	89,671
Capital and reserves			
Share capital	30	732,777	732,777
Other reserves	32	1,304,917	1,295,679
Accumulated losses		(1,747,742)	(1,730,628)
Equity attributable to owners of the Company		289,952	297,828
Non-controlling interests		(307,389)	(208,157)
TOTAL EQUITY			
		(17,437)	89,671

Approved by the Board of Directors on 30 March 2012.

Ni Xinguang
Director

Wang Zhiming
Director



Statement of Financial Position

At 31 December 2011

	Note	2011 HK\$'000	2010 HK\$'000
Non-current assets			
Fixed assets	20	27	48
Interests in subsidiaries	22	297	22,963
		324	23,011
Current assets			
Prepayments and deposits	26	242	280
Pledged bank deposit	27	24,672	—
Bank and cash balances		24,382	71,863
		49,296	72,143
Current liabilities			
Other payables and accruals		2,978	3,239
Net current assets			
		46,318	68,904
NET ASSETS			
		46,642	91,915
Capital and reserves			
Share capital	30	732,777	732,777
Other reserves	32	1,248,849	1,250,727
Accumulated losses		(1,934,984)	(1,891,589)
TOTAL EQUITY			
		46,642	91,915

Approved by the Board of Directors on 30 March 2012.

Ni Xinguang
Director

Wang Zhiming
Director

Consolidated Statement of Changes in Equity

For the year ended 31 December 2011

	Attributable to owners of the Company				Non- controlling interests HK\$'000	Total equity HK\$'000
	Share capital	Other reserves	Accumulated losses	Total		
	HK\$'000	HK\$'000	HK\$'000	HK\$'000		
At 1 January 2010	732,428	1,279,675	(1,687,998)	324,105	2,714	326,819
Total comprehensive income for the year	—	7,478	(42,367)	(34,889)	(211,695)	(246,584)
Issue of shares on share option scheme (Note 30)	349	150	—	499	—	499
Loss on partial disposal of a subsidiary (Note 33(b))	—	—	(263)	(263)	824	561
Recognition of share-based payments	—	8,376	—	8,376	—	8,376
Change in equity for the year	349	16,004	(42,630)	(26,277)	(210,871)	(237,148)
At 31 December 2010	732,777	1,295,679	(1,730,628)	297,828	(208,157)	89,671
At 1 January 2011	732,777	1,295,679	(1,730,628)	297,828	(208,157)	89,671
Total comprehensive income for the year	—	11,116	(18,992)	(7,876)	(99,232)	(107,108)
Transfer	—	(1,878)	1,878	—	—	—
Change in equity for the year	—	9,238	(17,114)	(7,876)	(99,232)	(107,108)
At 31 December 2011	732,777	1,304,917	(1,747,742)	289,952	(307,389)	(17,437)



Consolidated Statement of Cash Flows

For the year ended 31 December 2011

	Note	2011 HK\$'000	2010 HK\$'000
Cash flows from operating activities			
Loss before tax from continuing operations		(106,212)	(251,588)
Profit before tax from discontinued operation		155	2,142
		(106,057)	(249,446)
Adjustments for:			
Finance costs		29,665	38,374
Interest income		(457)	(828)
Depreciation		7,186	6,844
Equity-settled share-based payments		—	8,376
Reversal of write down of properties held for resale		—	(1,700)
Allowance for inventories		12,852	8,433
Allowance for other receivables		4,886	1,173
Allowance for trade receivables		5,505	5,746
Amortisation of intangible assets		519,484	453,541
Bad debts written off		—	437
Barter transactions for inventories	33(a)	(10,958)	—
Fair value gain on financial assets at fair value through profit or loss		—	(686)
Fixed assets written off		343	14
Impairment loss on fixed assets		4,522	158
Impairment loss on intangible asset		—	666
Impairment loss on prepayments and deposits		4,922	12,282
Inventories written off		—	196
Reversal of allowance for trade receivables		(1,233)	(156)
Write back of other payables and accruals		(1,091)	(567)
Write back of trade payables		(55)	(480)
Operating profit before working capital changes		469,514	282,377
Decrease in properties held for resale		11,000	—
Decrease in inventories		2,711	15,642
(Increase)/decrease in trade receivables, other receivables, prepayments and deposits		(19,369)	30,660
Decrease in agency fee payables		(532,803)	(414,971)
Increase in trade and bills payables, other payables and accruals		5,533	22,767
Cash used in operations		(63,414)	(63,525)
Tax paid		(115)	(103)
Interest paid		(402)	—
Net cash used in operating activities		(63,931)	(63,628)

Consolidated Statement of Cash Flows

For the year ended 31 December 2011

	Note	2011 HK\$'000	2010 HK\$'000
Cash flows from investing activities			
Decrease/(increase) in pledged bank deposits		5,992	(6,002)
Payment for purchase of fixed assets		(1,920)	(675)
Proceeds from disposals of financial assets at fair value through profit or loss		—	12,982
Interest received		457	828
Net cash generated from investing activities		4,529	7,133
Cash flows from financing activities			
Increase in pledged bank deposit		(24,672)	—
Bank loans raised		9,864	—
Proceeds from issue of shares		—	499
Net cash inflow from partial disposal of a subsidiary	33(b)	—	561
Net cash (used in)/generated from financing activities		(14,808)	1,060
Net decrease in cash and cash equivalents			
Effect of foreign exchange rate changes		2,775	4,162
Cash and cash equivalents at 1 January		112,124	163,397
Cash and cash equivalents at 31 December		40,689	112,124
ANALYSIS OF CASH AND CASH EQUIVALENTS			
Bank and cash balances		40,689	112,124



Notes to the Financial Statements

For the year ended 31 December 2011

1. GENERAL INFORMATION

The Company was incorporated in Hong Kong with limited liability under the Hong Kong Companies Ordinance. The address of its registered and business office is Suite 1206, 12/F, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is an investment holding company. The principal activities of its principal subsidiaries are set out in Note 22 to the financial statements.

2. GOING CONCERN BASIS

The Group incurred a loss of approximately HK\$106,166,000 for the year ended 31 December 2011 and as at 31 December 2011 the Group had net current liabilities and net liabilities of approximately HK\$552,704,000 and HK\$17,437,000 respectively. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

These financial statements have been prepared on a going concern basis, the validity of which depends, to a significant extent, upon the sufficiency of income generated from TV commercial contracts regarding television advertising business and financial support of a substantial shareholder of the Company at a level sufficient to finance the working capital requirements of the Group. In the year 2012, the Group has to settle approximately HK\$579 million (net) license fee for the television advertising business under the exclusive advertising agency contract. Up to the date of these financial statements, the Group has entered more than 75% of the TV commercial contracts with its customers. The management believed that they would have sufficient contracts to be entered in the remaining months of 2012. In additions, deposit of approximately HK\$37 million was included in other receivables, prepayments and deposits for the television advertising business and can be offset against payment to Guangdong Satellite Television Channel upon expiry of the exclusive advertising agency contract in December 2012. Furthermore, a substantial shareholder of the Company has agreed to provide adequate funds for the Group to meet its liabilities as they fall due. In view of the above, the management believed that the Group would have sufficient resources to meet its obligation. The directors are therefore of the opinion that these financial statements have been prepared on a going concern basis. Should the Group be unable to continue as a going concern, adjustments would have to be made to the financial statements to adjust the value of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets as current assets.

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants that are relevant to its operations and effective for its accounting year beginning on 1 January 2011. HKFRSs comprise Hong Kong Financial Reporting Standards; Hong Kong Accounting Standards ("HKAS"); and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's financial statements and amounts reported for the current year and prior years.

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results of operations and financial position.

Notes to the Financial Statements

For the year ended 31 December 2011

4. SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared in accordance with HKFRSs, accounting principles generally accepted in Hong Kong and the applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

These financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with HKFRSs requires the use of certain key assumptions and estimates. It also requires the directors to exercise their judgements in the process of applying the accounting policies. The areas involving critical judgements and areas where assumptions and estimates are significant to these financial statements, are disclosed in Note 5 to the financial statements.

The significant accounting policies applied in the preparation of these financial statements are set out below.

(a) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December. Subsidiaries are entities over which the Group has control. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group has control.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill relating to that subsidiary and any related accumulated foreign currency translation reserve.

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated income statement and consolidated statement of comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the non-controlling shareholders and owners of the Company.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling shareholders even if this results in the non-controlling interests having a deficit balance.



Notes to the Financial Statements

For the year ended 31 December 2011

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(a) Consolidation *(Continued)*

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

In the Company's statement of financial position the investments in subsidiaries are stated at cost less allowance for impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

(b) Business combination and goodwill

The acquisition method is used to account for the acquisition of a subsidiary in a business combination. The cost of acquisition is measured at the acquisition-date fair value of the assets given, equity instruments issued, liabilities incurred and contingent consideration. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received. Identifiable assets and liabilities of the subsidiary in the acquisition are measured at their acquisition-date fair values.

The excess of the cost of acquisition over the Company's share of the net fair value of the subsidiary's identifiable assets and liabilities is recorded as goodwill. Any excess of the Company's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss as a gain on bargain purchase which is attributed to the Company.

In a business combination achieved in stages, the previously held equity interest in the subsidiary is remeasured at its acquisition-date fair value and the resulting gain or loss is recognised in consolidated profit or loss. The fair value is added to the cost of acquisition to calculate the goodwill.

If the changes in the value of the previously held equity interest in the subsidiary were recognised in other comprehensive income (for example, available-for-sale investment), the amount that was recognised in other comprehensive income is recognised on the same basis as would be required if the previously held equity interest were disposed of.

Goodwill is tested annually for impairment or more frequently if events or changes in circumstances indicate that it might be impaired. Goodwill is measured at cost less accumulated impairment losses. The method of measuring impairment losses of goodwill is the same as that of other assets as stated in the accounting policy (x) below. Impairment losses of goodwill are recognised in consolidated profit or loss and are not subsequently reversed. Goodwill is allocated to cash-generating units that are expected to benefit from the synergies of the acquisition for the purpose of impairment testing.

The non-controlling interests in the subsidiary are initially measured at the non-controlling shareholders' proportionate share of the net fair value of the subsidiary's identifiable assets and liabilities at the acquisition date.

Notes to the Financial Statements

For the year ended 31 December 2011

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(c) Foreign currency translation

(i) **Functional and presentation currency**

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency.

(ii) **Transactions and balances in each entity's financial statements**

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary items that are measured at fair values in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

(iii) **Translation on consolidation**

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are recognised in consolidated profit or loss as part of the gain or loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.



Notes to the Financial Statements

For the year ended 31 December 2011

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(d) Fixed assets

Fixed assets are stated at cost less accumulated depreciation and impairment losses.

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

Depreciation of fixed assets is calculated at rates sufficient to write off their cost less their residual values over the estimated useful lives on a straight-line basis. The principal annual rates are as follows:

Leasehold improvements	Over the lease term and certain leasehold improvements revised to 2 years since 1 January 2010
Furniture, fixtures and office equipment	20%
Call centre system	20%
Motor vehicles	20%

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

The gain or loss on disposal of fixed assets is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

(e) Operating leases

Leases that do not substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as operating leases. Lease payments (net of any incentives received from the lessor) are recognised as an expense on a straight-line basis over the lease term.

(f) Discontinued operation

A discontinued operation is a component of the Group, the operation and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographical area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. It also occurs when the operation is abandoned.

Notes to the Financial Statements

For the year ended 31 December 2011

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(f) **Discontinued operation** *(Continued)*

When an operation is classified as discontinued, a single amount is presented in the income statement, which comprises:

- The post-tax profit or loss of the discontinued operation; and
- The post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group constituting the discontinued operation.

(g) **Intangible assets**

Internet platform

The internet platform is stated at acquisition cost less accumulated amortisation and impairment loss. It is amortised on a straight line basis over its estimated useful life of 5 years.

Insurance agency licence

The insurance agency licence is stated at acquisition cost less accumulated amortisation and impairment loss. It is amortised on a straight line basis over its estimated useful life of 5 years.

Exclusive advertising agency right

Exclusive advertising agency right comprises the right to sell the advertising resources of television channel in the People's Republic of China (the "PRC") on a sole agency basis. The Group is contracted to make pre-agreed periodic payments during the sole agency period.

The cost of the exclusive advertising agency right representing net present value of those pre-agreed periodic payments constitutes a contractual obligation to deliver cash or other monetary assets and hence are considered to be a financial liability. The exclusive advertising agency right is amortised on a straight-line basis from the effective date of the right over the sole agency period and is stated at cost net of accumulated amortisation and impairment loss, if any. Interest accreted on the present value of pre-agreed periodic payments is charged to the consolidated income statement within finance costs.

(h) **Properties held for resale**

Properties held for resale are stated at the lower of cost and net realisable value. Costs of properties include acquisition costs and other direct costs attributable to such properties. Net realisable value is determined by reference to sale proceeds received after the reporting period less selling expenses, or by estimates based on prevailing market condition.

(i) **Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out basis. The cost of finished goods comprises raw materials, direct labour and an appropriate proportion of all production overhead expenditure, and where appropriate, subcontracting charges. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.



Notes to the Financial Statements

For the year ended 31 December 2011

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(j) Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and the cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

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

(k) Trade and other receivables

Trade and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment. An allowance for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the allowance is the difference between the receivables' carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate computed at initial recognition. The amount of the allowance is recognised in profit or loss.

Impairment losses are reversed in subsequent periods and recognised in profit or loss when an increase in the receivables' recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to the restriction that the carrying amount of the receivables at the date the impairment is reversed shall not exceed what the amortised cost would have been had the impairment not been recognised.

(l) Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents.

Notes to the Financial Statements

For the year ended 31 December 2011

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(m) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

(n) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

(o) Trade and other payables

Trade and other payables are stated initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

(p) Equity instruments

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

(q) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably.

Revenues from the sales of goods are recognised on the transfer of significant risks and rewards of ownership, which generally coincides with the time when the goods are delivered and the title has passed to the customers.

Revenue from insurance agency services and television advertising services are recognised when the services are rendered.

Rental income is recognised on a straight-line basis over the lease term.

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



Notes to the Financial Statements

For the year ended 31 December 2011

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(r) Employee benefits

(i) Employee leave entitlements

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

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) Pension obligations

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Group to the funds.

(iii) Termination benefits

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

(s) Share-based payments

The Group issues equity-settled share-based payments to certain directors, employees and consultants.

Equity-settled share-based payments to directors and employees are measured at the fair value (excluding the effect of non market-based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non market-based vesting conditions.

Equity-settled share-based payments to consultants are measured at the fair value of the services rendered or if the fair value of the services rendered cannot be reliably measured, at the fair value of the equity instruments granted. The fair value is measured at the date the Group receives the services and recognised as expense.

(t) 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 capitalised as part of 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.

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

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

Notes to the Financial Statements

For the year ended 31 December 2011

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(u) Government subsidy

A government subsidy is recognised when there is reasonable assurance that the Group will comply with the conditions attaching to it and that the subsidy will be received.

Government subsidies that become receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

(v) Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss 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 differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits 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 arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.



Notes to the Financial Statements

For the year ended 31 December 2011

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(w) Related parties

A related party is a person or entity that is related to the Group.

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

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

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

- (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a postemployment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (A).
- (vii) A person identified in (A)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

(x) Impairment of assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets except inventories and receivables to determine whether there is any indication that those 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 any impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Notes to the Financial Statements

For the year ended 31 December 2011

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(x) Impairment of assets *(Continued)*

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit 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 (net of amortisation or depreciation) had no impairment loss been recognised for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

(y) Provisions and contingent liabilities

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

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

(z) Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the financial statements when material.

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgements that have the most significant effect on the amounts recognised in the financial statements (apart from those involving estimations, which are dealt with below).

Going concern basis

These financial statements have been prepared on a going concern basis, the validity of which depends, to a significant extent, upon the sufficiency of income generated from TV commercial contracts regarding television advertising business and financial support of a substantial shareholder of the Company at a level sufficient to finance the working capital requirements of the Group. Details are explained in Note 2 to the financial statements.



Notes to the Financial Statements

For the year ended 31 December 2011

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES *(Continued)*

Key sources of estimation uncertainty

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

(a) Fixed assets, depreciation and impairment

The Group determines the estimated useful lives, residual values and related depreciation charges for the Group's fixed assets. This estimate is based on the historical experience of the actual useful lives and residual values of fixed assets of similar nature and functions. The Group will revise the depreciation charge where useful lives and residual values are different to those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

The Group assesses the recoverable amounts of its fixed assets based on fair value less costs to sell calculations. The Group uses all readily available information in determining an amount that is a reasonable approximation of recoverable amount, including market value of similar assets and replacement costs of relevant fixed assets. These calculations require the use of estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the fixed assets and impairment losses in the year in which such estimate has been changed.

(b) Income taxes

The Group is subject to income taxes in different jurisdictions. Significant estimates are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

(c) Impairment loss for bad and doubtful debts

The Group makes impairment loss for bad and doubtful debts based on assessments of the recoverability of the trade and other receivables, including the current creditworthiness, the past collection history of each debtor and on management's judgement. Impairments arise where events or changes in circumstances indicate that the balances may not be collectible. The identification of bad and doubtful debts requires the use of judgement and estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debt expenses in the year in which such estimate has been changed. If the financial conditions of the debtors were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

Notes to the Financial Statements

For the year ended 31 December 2011

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES *(Continued)*

Key sources of estimation uncertainty *(Continued)*

(d) Allowance for slow-moving inventories

Allowance for slow-moving inventories is made based on the aging and estimated net realisable value of inventories. The assessment of the allowance amount involves judgement and estimates. Where the actual outcome in future is different from the original estimate, such difference will impact the carrying value of inventories and allowance charge/write-back in the period in which such estimate has been changed.

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expense. These estimates are based on the current market condition and the historical experience of selling products of similar nature. It could change significantly as a result of changes in customer taste and competitor actions in response to serve industry cycles. The Group will reassess the estimates by the end of each reporting period.

(e) Impairment of exclusive advertising agency right

The Group tests annually whether the exclusive advertising agency right has suffered any impairment in accordance with HKAS 36 "Impairment of Assets". The recoverable amounts have been determined based on value in use calculations. These calculations require the use of estimates. In determining the value in use, expected cash flows generated by the right are discounted to their present value, which requires significant judgement relating to the level of volume of air time being sold, selling price and amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of recoverable amount, including estimates based on reasonable and supportable assumptions and projections of sales volume, selling price and operating costs. Had the actual results been different from the management's estimate, the exclusive advertising agency rights might result in impairment.

6. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Foreign currency risk

The Group has certain exposure to foreign currency risk as some of its business transactions and assets are denominated in currencies other than the functional currency of respective Group entities such as Renminbi ("RMB"). The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

At 31 December 2011, if RMB had weakened 5 per cent against Hong Kong dollars with all other variables held constant, consolidated loss after tax for the year would have been HK\$2,073,000 (2010: HK\$Nil) higher, arising mainly as a result of the foreign exchange loss on bank deposits denominated in RMB. If RMB had strengthened 5 per cent against Hong Kong dollars with all other variables held constant, consolidated loss after tax for the year would have been HK\$2,073,000 (2010: HK\$Nil) lower, arising mainly as a result of the foreign exchange gain on bank deposits denominated in RMB.



Notes to the Financial Statements

For the year ended 31 December 2011

6. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk

The carrying amount of the bank and cash balances, pledged bank deposits and trade and other receivables included in the consolidated statement of financial position represents the Group's maximum exposure to credit risk in relation to the Group's financial assets.

The Group has no significant concentration of credit risk.

In order to minimise credit risk, the directors have delegated a team to be responsible for the determination of credit limits, credit approvals and other monitoring procedures. In addition, the directors review the recoverable amount of each individual debt regularly to ensure that adequate impairment losses are recognised for irrecoverable debts. In this regard, the directors consider that the Group's credit risk is significantly reduced.

The credit risk on bank and cash balances and pledged bank deposits are limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

(c) Liquidity risk

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

The maturity analysis of the Group's financial liabilities is as follows:

	Less than 1 year HK\$'000	Between 1 and 2 years HK\$'000	Between 2 and 5 years HK\$'000	Over 5 years HK\$'000
At 31 December 2011				
Trade payables	23,932	—	—	—
Other payables and accruals	53,328	—	—	—
Bank loans	10,017	—	—	—
Agency fee payables	640,161	—	—	—
At 31 December 2010				
Trade and bills payables	21,632	—	—	—
Other payables and accruals	51,241	—	—	—
Agency fee payables	522,689	606,036	—	—

(d) Interest rate risk

The Group's exposure to interest-rate risk arises from its bank deposits, bank loans and agency fee payables. Certain bank deposits bear interests at fixed interest rates and therefore are subject to fair value interest rate risk. Other bank deposits and bank loans bear interests at variable interest rates varied with the then prevailing market condition. The agency fee payables bear interest at fixed interest rate and therefore are subject to fair value interest rate risk.

Except as stated above, the Group has no other significant interest-bearing assets and liabilities, the Group's income and operating cash flows are substantially independent of changes in market interest rate.

Notes to the Financial Statements

For the year ended 31 December 2011

6. FINANCIAL RISK MANAGEMENT *(Continued)*

(e) Categories of financial instruments at 31 December 2011

	2011 HK\$'000	2010 HK\$'000
Financial assets:		
Loans and receivables (including cash and cash equivalents)	107,180	154,538
Financial liabilities:		
Financial liabilities at amortised cost	716,106	1,162,458

(f) Fair values

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

7. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the payment of dividends, issue new shares, buy-back shares, raise new debts, redeem existing debts or sell assets to reduce debts.

8. TURNOVER

The Group's turnover which represents sales of consumer products to customers, television advertising service income, insurance agency service income, sales of properties and rental income from properties are as follows:

	2011 HK\$'000	2010 HK\$'000
PRC retail and distribution of consumer products	71,307	196,912
Television advertising service income	500,870	367,580
Insurance agency service income	5,801	14,653
Sales of properties	11,000	—
Rental income	643	940
	589,621	580,085
Representing:		
Continuing operations	577,978	579,145
Discontinued operation (Note 13)	11,643	940
	589,621	580,085



Notes to the Financial Statements

For the year ended 31 December 2011

9. OTHER INCOME

	2011 HK\$'000	2010 HK\$'000
Interest income	457	828
Commission income from television advertising services	48,775	37,279
Exchange gains, net	1,529	154
Fair value gain on financial assets at fair value through profit or loss	—	686
Reversal of allowance for trade receivables	1,233	156
PRC tax subsidy	188	1,148
Write back of other payables and accruals	1,091	567
Write back of trade payables	55	480
Sundry income	1,607	1,631
	54,935	42,929
Representing:		
Continuing operations	54,935	42,929

10. SEGMENT INFORMATION

The Group has three reportable segments as follows:

- PRC retail and distribution — retail and distribution of consumer products in the PRC
- Television advertising — provision of television advertising services in the PRC
- Property investment — property holding and investment in Hong Kong (Discontinued operation)

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different marketing strategies.

The Group's other operating segment includes the insurance agency service business, which earns insurance agency service income. This segment does not meet any of the quantitative thresholds for determining reportable segments. The information of this operating segment is included in the 'other' column.

The accounting policies of the operating segments are the same as those described in Note 4 to the financial statements. Segment profits or losses do not include interest income, fair value gain on financial assets at fair value through profit or loss, corporate income and corporate expenses. Segment assets do not include corporate assets. Segment liabilities do not include corporate liabilities.

The Group accounts for intersegment sales and transfers as if the sales or transfers were to third parties, i.e. at current market prices.

Notes to the Financial Statements

For the year ended 31 December 2011

10. SEGMENT INFORMATION *(Continued)*

Information about reportable segment profit or loss, assets and liabilities:

	PRC retail and distribution HK\$'000	Television advertising HK\$'000	(Discontinued operation) Property investment HK\$'000	Other HK\$'000	Total HK\$'000
Year ended 31 December 2011					
Revenue from external customers	71,307	500,870	11,643	5,801	589,621
Intersegment revenue	–	–	–	–	–
Segment profit/(loss)	(67,603)	(29,430)	155	(198)	(97,076)
Interest revenue	137	23	–	33	193
Interest expense	402	29,263	–	–	29,665
Income tax expense	106	–	–	3	109
Depreciation and amortisation	7,117	519,416	–	110	526,643
Reversal of bad debts/impairment charges	1,233	–	–	–	1,233
Bad debts/impairment charges	17,513	15,174	–	–	32,687
Write back of trade and other payables and accruals	107	223	–	–	330
Fixed assets written off	343	–	–	–	343
Additions to segment non-current assets	1,900	14	–	–	1,914
At 31 December 2011					
Segment assets	111,950	614,170	129	22,208	748,457
Segment liabilities	59,219	752,695	–	494	812,408



Notes to the Financial Statements

For the year ended 31 December 2011

10. SEGMENT INFORMATION *(Continued)*

Information about reportable segment profit or loss, assets and liabilities: *(Continued)*

	PRC retail and distribution HK\$'000	Television advertising HK\$'000	(Discontinued operation) Property investment HK\$'000	Other HK\$'000	Total HK\$'000
Year ended 31 December 2010					
Revenue from external customers	196,912	367,580	940	14,653	580,085
Intersegment revenue	—	32,448	—	—	32,448
Segment profit/(loss)	(133,150)	(100,468)	2,142	(66)	(231,542)
Interest revenue	306	39	—	49	394
Interest expense	—	38,374	—	—	38,374
Income tax expense	21	8	—	21	50
Depreciation and amortisation	6,990	453,240	—	121	460,351
Reversal of bad debts/impairment charges	156	—	—	—	156
Bad debts/impairment charges	29,091	—	—	—	29,091
Write back of trade and other payables and accruals	1,047	—	—	—	1,047
Reversal of write down of properties held for resale	—	—	1,700	—	1,700
Fixed assets written off	—	—	—	14	14
Additions to segment non-current assets	489	1,428,176	—	3	1,428,668
At 31 December 2010					
Segment assets	136,628	1,097,886	11,133	21,840	1,267,487
Segment liabilities	48,304	1,199,565	326	983	1,249,178

Notes to the Financial Statements

For the year ended 31 December 2011

10. SEGMENT INFORMATION (Continued)

Reconciliations of reportable segment revenue, profit or loss, assets and liabilities:

	2011 HK\$'000	2010 HK\$'000
Revenue		
Total revenue of reportable segments	589,621	612,533
Elimination of intersegment revenue	—	(32,448)
Elimination of discontinued operation	(11,643)	(940)
Consolidated revenue from continuing operations	577,978	579,145
Profit or loss		
Total profit or loss of reportable segments	(97,076)	(231,542)
Fair value gain on financial assets at fair value through profit or loss	—	686
Interest revenue	457	828
Unallocated corporate income	2,345	154
Unallocated corporate expenses	(11,783)	(19,572)
Elimination of discontinued operation	(155)	(2,142)
Consolidated loss before tax from continuing operations	(106,212)	(251,588)
Assets		
Total assets of reportable segments	748,457	1,267,487
Corporate assets	49,492	74,601
Elimination of intersegment assets	(97,012)	(87,792)
Consolidated total assets	700,937	1,254,296
Liabilities		
Total liabilities of reportable segments	812,408	1,249,178
Corporate liabilities	2,978	3,239
Elimination of intersegment liabilities	(97,012)	(87,792)
Consolidated total liabilities	718,374	1,164,625



Notes to the Financial Statements

For the year ended 31 December 2011

10. SEGMENT INFORMATION *(Continued)*

Geographical information:

	Revenue		Non-current assets	
	2011 HK\$'000	2010 HK\$'000	2011 HK\$'000	2010 HK\$'000
Hong Kong	11,643	940	27	48
PRC except Hong Kong	577,978	579,145	535,240	1,025,522
Discontinued operation	(11,643)	(940)	—	—
Consolidated total	577,978	579,145	535,267	1,025,570

In presenting the geographical information, revenue is based on the locations of the customers.

Revenue from major customers:

	2011 HK\$'000	2010 HK\$'000
Television advertising segment		
Customer a	—	110,710
Customer b	118,139	—

11. FINANCE COSTS

	2011 HK\$'000	2010 HK\$'000
Notional non-cash interest accretion on pre-agreed periodic payments on exclusive advertising agency right	29,263	38,374
Interest on bank loans	402	—
	29,665	38,374
Representing:		
Continuing operations	29,665	38,374

Notes to the Financial Statements

For the year ended 31 December 2011

12. INCOME TAX EXPENSE

	2011 HK\$'000	2010 HK\$'000
PRC tax		
— current	2	50
— underprovision in prior years	107	—
	109	50
Representing:		
Continuing operations	109	50

No provision for Hong Kong Profits Tax is required since the Group has no assessable profits in Hong Kong for the year (2010: HK\$Nil).

Taxes on profits assessable in the PRC have been provided at the applicable rates of tax in the PRC in which the subsidiaries operate, based on existing legislation, interpretations and practices in respect thereof.

The reconciliation between the income tax expense and the product of (loss)/profit before tax multiplied by the Hong Kong Profits Tax rate is as follows:

	2011 HK\$'000	2010 HK\$'000
Loss before tax from continuing operations	(106,212)	(251,588)
Profit before tax from discontinued operation	155	2,142
	(106,057)	(249,446)
Tax at Hong Kong Profits Tax rate of 16.5% (2010: 16.5%)	(17,499)	(41,158)
Tax effect of income that is not taxable	(2,770)	(1,345)
Tax effect of expenses that are not deductible	13,288	19,268
Tax effect of unrecognised temporary differences	7,083	20,367
Tax effect of different tax rates of subsidiaries operating in other jurisdictions	(8,118)	(19,829)
Tax effect of tax losses not recognised	12,738	22,747
Tax effect of utilisation of tax losses not previously recognised	(4,720)	—
Underprovision in prior years	107	—
Income tax expense	109	50



Notes to the Financial Statements

For the year ended 31 December 2011

12. INCOME TAX EXPENSE *(Continued)*

At the end of the reporting period the Group and the Company has unused tax losses of approximately HK\$225,930,000 (2010: HK\$130,232,000) and HK\$3,739,000 (2010: HK\$3,739,000) respectively available for offset against future profits. During the year, no deferred tax asset has been recognised due to the unpredictability of future profit streams. The unrecognised tax losses of approximately HK\$1,830,000, HK\$15,416,000, HK\$7,389,000, HK\$125,848,000 and HK\$52,027,000 will expire on 31 December 2012, 2013, 2014, 2015 and 2016 respectively. Other tax losses may be carried forward indefinitely. Included in unused tax losses of the Group are losses of approximately HK\$214,468,000 (2010: HK\$118,770,000) that have not yet been agreed by respective tax authorities.

No provision for deferred taxation has been made for both years ended 31 December 2010 and 2011 as the tax effect of all other temporary difference is not material.

13. DISCONTINUED OPERATION

Pursuant to an agreement dated 16 September 2011 entered into between a subsidiary of the Company, Marson Development Limited ("Marson") and an independent third party (the "Purchaser"), Marson disposed of its properties held for resale to the Purchaser at a consideration of HK\$11,000,000.

The disposal was completed in October 2011 and the Group discontinued its property investment business.

The results of the discontinued operation for the period/year, which have been included in consolidated profit or loss, are as follows:

	From 1 January 2011 to 31 October 2011 HK\$'000	Year ended 31 December 2010 HK\$'000
Turnover (Note 8)	11,643	940
Cost of sales	(11,431)	(432)
Gross profit	212	508
Reversal of write down of properties held for resale (Note 23)	—	1,700
Administrative expenses	(57)	(66)
Profit before tax	155	2,142
Income tax expense	—	—
Profit for the period/year	155	2,142

During the period, the discontinued operation received approximately HK\$10,833,000 (year end 31 December 2010: approximately HK\$459,000) in respect of operating activities.

Notes to the Financial Statements

For the year ended 31 December 2011

14. LOSS FOR THE YEAR

The Group's loss for the year is stated after charging/(crediting) the following:

	2011 HK\$'000	2010 HK\$'000
Advertising costs	9,247	69,106
Allowance for inventories (included in cost of inventories sold)	12,852	8,433
Allowance for other receivables (included in other operating expenses)	4,886	1,173
Allowance for trade receivables (included in other operating expenses)	5,505	5,746
Amortisation of exclusive advertising agency right (included in cost of sales and services)	519,383	453,223
Amortisation of internet platform and insurance agency licence (included in other operating expenses)	101	318
Auditor's remuneration	1,700	1,700
Bad debts written off (included in other operating expenses)	—	437
Cost of inventories sold	66,890	142,834
Depreciation	7,186	6,844
Direct operating expenses that generate rental income	321	432
Exchange differences, net	(1,529)	(154)
Fair value gain on financial assets at fair value through profit or loss	—	(686)
Fixed assets written off	343	14
Impairment loss on fixed assets (included in other operating expenses)	4,522	158
Impairment loss on intangible asset (included in other operating expenses)	—	666
Impairment loss on prepayments and deposits (included in other operating expenses)	4,922	12,282
Inventories written off (included in cost of inventories sold)	—	196
Operating lease charges		
— Hire of plant and equipment	1,317	1,914
— Land and buildings	7,196	8,240
Staff costs (including directors' emoluments) (Note 15)	27,760	41,612



Notes to the Financial Statements

For the year ended 31 December 2011

15. STAFF COSTS (INCLUDING DIRECTORS' EMOLUMENTS)

	2011 HK\$'000	2010 HK\$'000
Salaries and allowances	24,278	37,340
Equity-settled share-based payments	—	150
Retirement benefits scheme contributions	3,482	4,122
	27,760	41,612

16. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

(a) Directors' emoluments

The emoluments of each director were as follows:

Name of director	Fees HK\$'000	Salary HK\$'000	Discretionary bonuses HK\$'000	Inducement fees HK\$'000	Other benefits HK\$'000	Retirement benefit scheme contributions HK\$'000	Compensation for loss of office as director HK\$'000	Share-based payments HK\$'000	Total HK\$'000
Mr. Ni Xinguang	—	960	15	—	—	12	—	—	987
Mr. Wang Zhiming	—	780	27	—	—	12	—	—	819
Mr. Chan Wai Sum (Note a)	121	—	—	—	—	—	—	—	121
Mr. Ho Wai Ip (Note c)	15	—	—	—	—	—	—	—	15
Mr. Ling Yu Zhang (Note b)	60	—	—	—	—	—	—	—	60
Mr. Lu Wei	180	—	—	—	—	—	—	—	180
Mr. Wong Chak Keung (Note a)	165	—	—	—	—	—	—	—	165
Total for 2011	541	1,740	42	—	—	24	—	—	2,347

Name of director	Fees HK\$'000	Salary HK\$'000	Discretionary bonuses HK\$'000	Inducement fees HK\$'000	Other benefits HK\$'000	Retirement benefit scheme contributions HK\$'000	Compensation for loss of office as director HK\$'000	Share-based payments HK\$'000	Total HK\$'000
Mr. Ni Xinguang	—	960	—	—	—	12	—	—	972
Mr. Wang Zhiming	—	792	—	—	—	12	—	—	804
Mr. Chan Wai Sum	180	—	—	—	—	—	—	—	180
Mr. Ho Wai Ip	180	—	—	—	—	—	—	—	180
Mr. Lu Wei	180	—	—	—	—	—	—	—	180
Total for 2010	540	1,752	—	—	—	24	—	—	2,316

Notes:

- (a) Appointed on 31 January 2011.
- (b) Appointed on 1 September 2011.
- (c) Resigned on 31 January 2011.
- (d) Resigned on 1 September 2011.

There was no arrangement under which a director waived or agreed to waive any emoluments during the years ended 31 December 2010 and 2011.

Notes to the Financial Statements

For the year ended 31 December 2011

16. DIRECTORS' AND EMPLOYEES' EMOLUMENTS *(Continued)*

(b) Five highest paid individuals

The five highest paid individuals in the Group during the year included 2 (2010: 2) directors whose emoluments are reflected in the analysis presented above. The emoluments of the remaining 3 (2010: 3) individuals are set out below:

	2011 HK\$'000	2010 HK\$'000
Salaries and allowances	1,165	2,099
Equity-settled share-based payments	—	150
Retirement benefit scheme contributions	22	35
	1,187	2,284

The emoluments fell within the following bands:

	Number of individuals	
	2011	2010
HK\$Nil to HK\$ 1,000,000	3	2
HK\$1,000,001 to HK\$1,500,000	—	1

During the year, no emoluments were paid by the Group to any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

17. LOSS FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY

The loss for the year attributable to owners of the Company included a loss of approximately HK\$45,273,000 (2010: approximately HK\$218,465,000) which has been dealt with in the financial statements of the Company.

18. DIVIDEND

The Directors do not recommend the payment of any dividend for the year ended 31 December 2011 (2010: HK\$Nil).



Notes to the Financial Statements

For the year ended 31 December 2011

19. LOSS PER SHARE

(a) From continuing and discontinued operations

Basic loss per share

The calculation of basic loss per share attributable to owners of the Company is based on the loss for the year attributable to owners of the Company of approximately HK\$18,992,000 (2010: approximately HK\$42,367,000) and the weighted average number of ordinary shares of 7,327,771,000 (2010: 7,326,518,000) in issue during the year.

Diluted loss per share

No diluted loss per share is presented as the Company did not have any dilutive potential ordinary shares during the year ended 31 December 2011.

The effects of all potential ordinary shares are anti-dilutive for the year ended 31 December 2010.

(b) From continuing operations

Basic loss per share

The calculation of basic loss per share from continuing operations attributable to owners of the Company is based on the loss for the year from continuing operations attributable to owners of the Company of approximately HK\$19,147,000 (2010: approximately HK\$44,509,000) and the denominator used is the same as that detailed in (a) above.

Diluted loss per share

No diluted loss per share from continuing operations is presented as the Company did not have any dilutive potential ordinary shares during the year ended 31 December 2011.

The effects of all potential ordinary shares are anti-dilutive for the year ended 31 December 2010.

(c) From discontinued operation

Basic earnings per share

Basic earnings per share from the discontinued operation is HK 0.002 cent per share (2010: HK 0.029 cent per share), based on the profit for the year from discontinued operation attributable to the owners of the Company of approximately HK\$155,000 (2010: approximately HK\$2,142,000) and the denominator used is the same as that detailed in (a) above.

Diluted earnings per share

No diluted earnings per share from the discontinued operation is presented as the Company did not have any dilutive potential ordinary shares during the year ended 31 December 2011.

The effects of all potential ordinary shares are anti-dilutive for the year ended 31 December 2010.

Notes to the Financial Statements

For the year ended 31 December 2011

20. FIXED ASSETS

	The Group					Total HK\$'000
	Leasehold improvements	Furniture, fixtures and office equipment	Call centre system	Plant and equipment	Motor vehicles	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
Cost						
At 1 January 2010	8,443	13,033	5,115	54	7,623	34,268
Additions	238	437	—	—	—	675
Write-off	—	(775)	(1,129)	(56)	(73)	(2,033)
Exchange differences	281	431	150	2	260	1,124
At 31 December 2010 and 1 January 2011	8,962	13,126	4,136	—	7,810	34,034
Additions	595	1,325	—	—	—	1,920
Write-off	(804)	(19)	—	—	—	(823)
Exchange differences	418	664	204	—	385	1,671
At 31 December 2011	9,171	15,096	4,340	—	8,195	36,802
Accumulated depreciation and impairment						
At 1 January 2010	2,412	6,551	3,288	54	2,171	14,476
Charge for the year	2,939	2,052	520	—	1,333	6,844
Write-off	—	(774)	(1,129)	(56)	(60)	(2,019)
Impairment loss	—	—	158	—	—	158
Exchange differences	135	248	102	2	104	591
At 31 December 2010 and 1 January 2011	5,486	8,077	2,939	—	3,548	20,050
Charge for the year	3,033	2,404	439	—	1,310	7,186
Write-off	(461)	(19)	—	—	—	(480)
Impairment loss	447	3,267	808	—	—	4,522
Exchange differences	306	439	154	—	204	1,103
At 31 December 2011	8,811	14,168	4,340	—	5,062	32,381
Carrying amount						
At 31 December 2011	360	928	—	—	3,133	4,421
At 31 December 2010	3,476	5,049	1,197	—	4,262	13,984

The Group carried out reviews of the recoverable amount of its fixed assets in 2010 and 2011, having regard to closure of a call centre, a studio and certain retail shops (2010: closure of a call centre and an office) in the PRC. These assets are used in the Group's PRC retail and distribution segment. The reviews led to the recognition of an impairment loss of HK\$4,522,000 (2010: HK\$1,580,000), that has been recognised in profit or loss.



Notes to the Financial Statements

For the year ended 31 December 2011

20. FIXED ASSETS (Continued)

	Leasehold improvements HK\$'000	The Company Office equipment HK\$'000	Total HK\$'000
Cost			
1 January 2010	408	237	645
Additions	—	23	23
At 31 December 2010 and 1 January 2011	408	260	668
Additions	—	6	6
At 31 December 2011	408	266	674
Accumulated depreciation			
1 January 2010	396	190	586
Charge for the year	12	22	34
At 31 December 2010 and 1 January 2011	408	212	620
Charge for the year	—	27	27
At 31 December 2011	408	239	647
Carrying amount			
At 31 December 2011	—	27	27
At 31 December 2010	—	48	48

Notes to the Financial Statements

For the year ended 31 December 2011

21. INTANGIBLE ASSETS

	The Group			Total HK\$'000
	Internet platform HK\$'000	Insurance agency licence HK\$'000	Exclusive advertising agency right HK\$'000	
Cost				
At 1 January 2010	1,097	475	—	1,572
Additions	—	—	1,428,016	1,428,016
Exchange differences	38	16	46,689	46,743
At 31 December 2010 and 1 January 2011	1,135	491	1,474,705	1,476,331
Exchange differences	56	25	72,794	72,875
At 31 December 2011	1,191	516	1,547,499	1,549,206
Accumulated amortisation and impairment				
At 1 January 2010	219	32	—	251
Amortisation for the year	222	96	453,223	453,541
Impairment loss	666	—	—	666
Exchange differences	28	3	10,256	10,287
At 31 December 2010 and 1 January 2011	1,135	131	463,479	464,745
Amortisation for the year	—	101	519,383	519,484
Exchange differences	56	9	34,066	34,131
At 31 December 2011	1,191	241	1,016,928	1,018,360
Carrying amount				
At 31 December 2011	—	275	530,571	530,846
At 31 December 2010	—	360	1,011,226	1,011,586

Internet platform and insurance agency licence

The Group's internet platform is used for its distribution of consumer products. The Group's insurance agency licence is for its provision of insurance agency services. The average remaining amortisation period of the abovementioned intangible assets is 2.67 years (2010: 3.67 years).

The Group carried out review of the recoverable amount of its internet platform in 2010, having regard to change of business model of the Group. The internet platform is used in the Group's PRC retail and distribution segment. The review led to the recognition of an impairment loss of HK\$666,000 that has been recognised in profit or loss.



Notes to the Financial Statements

For the year ended 31 December 2011

21. INTANGIBLE ASSETS *(Continued)*

Exclusive advertising agency right

The Group considered the exclusive advertising agency right to be an intangible asset representing the right to sell advertising resources. The present value of pre-agreed periodic payments to be made in subsequent years were capitalised and accounted for as intangible assets in the consolidated statement of financial position, and those pre-agreed periodic payments constitute a contractual obligation to deliver cash and hence were considered to be a financial liability. The exclusive advertising agency right is amortised on a straight-line basis from the effective date of the right over the remaining licence period and is stated net of accumulated amortisation. Interest accreted on the present value of pre-agreed periodic payments is charged to the consolidated income statement within finance costs.

In the event of termination of the exclusive advertising agency contract by either party to contract, the cancelling or default party will be responsible for a compensation amounted to 10% of the unfulfilled contract sum for the year of default as well as an amount equals to the deposit on account for the contract. At 31 December 2011, a deposit of approximately HK\$36,990,000 relating to the exclusive advertising agency contract has been included in other receivables, prepayments and deposits, and the maximum compensation computed for 2012 was approximately HK\$63,000,000. The management believes that the Group would have sufficient resources to meet its obligation in the event of default on its part.

The interest for agency fee payables is calculated by applying an effective rate of 3.2866% for the 35 month period since the effective date of the exclusive advertising agency right on 1 February 2010.

The maturity date of agency fee payables is on 31 December 2012.

22. INTERESTS IN SUBSIDIARIES

	The Company	
	2011 HK\$'000	2010 HK\$'000
Unlisted investments, at cost	277,066	277,066
Loans to subsidiaries	1,177,124	1,162,181
	1,454,190	1,439,247
Less: impairment losses	(1,453,893)	(1,416,284)
	297	22,963

The loans to subsidiaries are unsecured, interestfree and will not be repayable within the next twelve months.

Notes to the Financial Statements

For the year ended 31 December 2011

22. INTERESTS IN SUBSIDIARIES (Continued)

Particulars of the principal subsidiaries as at 31 December 2011 are as follows: (Continued)

Name	Place of incorporation/ registration, operation and kind of legal entity	Issued share capital/ registered capital	Percentage of ownership interest/ voting power/ profit sharing		Principal activities
			Direct	Indirect	
Cheong Wa Limited	Hong Kong, limited liability company	6,100 ordinary shares of HK\$1 each	100%	—	Investment holding
Top Pro Limited	The British Virgin Islands, limited liability company	1 ordinary share of US\$1	100%	—	Investment holding
Fuzhou Landun Science of Life Co., Ltd ("Fuzhou Landun")*	The PRC, wholly-foreign owned enterprise with limited liability	HK\$65,000,000	—	100%	Investment holding
Fuzhou Shenxing Network Information Consultant Service Co., Ltd.^,# 福州盛星網絡信息 諮詢服務有限公司	The PRC, limited liability company	RMB500,000	—	100%	Investment holding
Fuzhou Jiayi Media Co., Ltd.^ 福州家禧傳媒有限責任公司 ("Fuzhou Jiayi")	The PRC, limited liability company	RMB3,000,000	—	46% (Note a)	Retail and wholesale of consumer products
Shanghai Jiayi Advertising Media Co., Ltd.^,# 上海家禧廣告傳媒有限公司 (formerly known as Shanghai Seven Star Internet Shopping Co., Ltd.^ 上海七星網絡購物有限公司)	The PRC, limited liability company	RMB1,000,000	—	60%	Investment holding
Seven Star Shopping Limited	Hong Kong, limited liability company	1 ordinary share of HK\$1	—	100%	Investment holding
Shanghai Seven Star Electronic Commerce Co., Ltd.^,# 上海七星電子商務有限公司	The PRC, limited liability company	RMB30,000,000	—	96%	Investment holding
Shanghai Seven Star International Shopping Co., Ltd.^ 上海七星國際購物有限公司 ("Seven Star (Shanghai)")	The PRC, limited liability company	RMB6,000,000	—	100% (Note b)	Investment holding
Shanghai Seven Star Advertising Co., Ltd.^,# 上海七星廣告有限公司	The PRC, limited liability company	RMB1,000,000	—	59.6%	Provision of television advertising service



Notes to the Financial Statements

For the year ended 31 December 2011

22. INTERESTS IN SUBSIDIARIES (Continued)

Particulars of the principal subsidiaries as at 31 December 2011 are as follows: (Continued)

Name	Place of incorporation/ registration, operation and kind of legal entity	Issued share capital/ registered capital	Percentage of ownership interest/ voting power/ profit sharing		Principal activities
			Direct	Indirect	
Shanghai Xishiduo Hanying Kitchen Ware Ltd. ^{^,##} 上海喜世多漢英廚具有限公司	The PRC, Sino-foreign joint venture with limited liability company	RMB20,000,000	—	92.8%	Retail and wholesale of kitchen wares
Shanghai Xiangsheng Insurance Agency Co., Ltd. [^] 上海祥生保險代理有限公司	The PRC, limited liability company	RMB20,000,000	—	96%	Provision of insurance agency service

[^] For identification purposes only

[#] Directly held by Seven Star (Shanghai)

^{##} 41.8% is directly held by Seven Star (Shanghai)

^{*} The registered capital of Fuzhou Landun is HK\$100,000,000 and HK\$65,000,000 has been paid up as at 31 December 2011.

Notes:

- (a) Although the Group has less than 50% equity interest in Fuzhou Jiayi, Fuzhou Jiayi is treated as a subsidiary of the Group because the Group is able to control the financial and operating policies of Fuzhou Jiayi.
- (b) Although the Group does not own any equity interest in Seven Star (Shanghai), Seven Star (Shanghai) and its subsidiaries ("Seven Star (Shanghai) Group") are treated as subsidiaries because the Group is able to control the financial and operating policies of Seven Star (Shanghai) Group as a result of the Structured Contracts (as defined in the announcement of the Company dated 7 September 2006) entered into by the Group.

None of the subsidiaries has issued any debt securities.

23. PROPERTIES HELD FOR RESALE

	The Group	
	2011 HK\$'000	2010 HK\$'000
At 1 January	11,000	9,300
Reversal of write down (Note 13)	—	1,700
Disposal	(11,000)	—
At 31 December	—	11,000

Notes to the Financial Statements

For the year ended 31 December 2011

24. INVENTORIES

	The Group	
	2011	2010
	HK\$'000	HK\$'000
Finished goods	11,599	16,204

25. TRADE RECEIVABLES

The Group's turnover represents television advertising service income, sales of consumer products, insurance agency service income, rental income from properties and sales of properties. For television advertising business, the Group generally requires customers to pay in advance, but grants a credit period of 30 to 90 days to some customers. The payment terms of the sales to retail customers in the PRC retail and distribution segment are on cash-on-delivery basis to the logistic providers who received on the Group's behalf upon delivery of goods and reimburse the fund so collected within 15 to 60 days. The payment terms of the sales to distributors in the PRC retail and distribution segment are normally from 30 to 180 days. The payment terms of insurance agency services provided are normally at 30 days. The rental income is paid in accordance with the terms of the respective agreements, which is normally due on the first day of the month. Proceeds from sales of properties is paid in accordance with the terms of the sale and purchase agreement.

The aging analysis of trade receivables as at the statement of financial position date, based on the invoice date, and net of allowance, is as follows:

	The Group	
	2011	2010
	HK\$'000	HK\$'000
0-90 days	32,235	19,676
91-180 days	1,782	2,898
181-365 days	10	3,144
Over 365 days	296	36
	34,323	25,754



Notes to the Financial Statements

For the year ended 31 December 2011

25. TRADE RECEIVABLES *(Continued)*

At 31 December 2011, an allowance was made for estimated irrecoverable trade receivables of approximately HK\$50,235,000 (2010: HK\$43,714,000).

Reconciliation of the allowance for trade receivables:

	The Group	
	2011 HK\$'000	2010 HK\$'000
At 1 January	43,714	37,928
Allowance for the year	5,505	5,746
Amounts reversed	(1,233)	(156)
Amounts written off	—	(1,204)
Exchange differences	2,249	1,400
At 31 December	50,235	43,714

At 31 December 2011, trade receivables of approximately HK\$2,086,000 (2010: HK\$5,599,000) were overdue but not impaired. These relate to a number of independent customers for whom there is no recent history of default. The aging analysis of these trade receivables is as follows:

	The Group	
	2011 HK\$'000	2010 HK\$'000
Up to 6 months	1,782	5,239
Over 6 months	304	360
	2,086	5,599

Subsequent to 31 December 2011, the Group received cash settlement amount of about HK\$102,000 for these overdue balances. For the remaining balances overdue, these relate to a number of independent customers that have good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

The carrying amounts of the Group's trade receivables are wholly denominated in RMB.

Notes to the Financial Statements

For the year ended 31 December 2011

26. OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS

	The Group		The Company	
	2011 HK\$'000	2010 HK\$'000	2011 HK\$'000	2010 HK\$'000
Other receivables	7,187	10,374	—	—
Prepayments and deposits	46,891	46,984	242	280
	54,078	57,358	242	280

27. PLEDGED BANK DEPOSITS AND BANK AND CASH BALANCES

At 31 December 2011, the Group's pledged bank deposits included a deposit pledged to a bank of approximately HK\$309,000 (2010: approximately HK\$294,000) as securities for two corporate cards granted to two executive directors of the Group. The credit limit of both corporate cards is approximately HK\$247,000 (2010: approximately HK\$235,000) in aggregate. The deposit is in RMB and bears fixed interest rate of 3.5% (2010: 2.75%) per annum and therefore is subject to fair value interest rate risk.

At 31 December 2011, the Group's and the Company's pledged bank deposits included a deposit pledged to a bank of approximately HK\$24,672,000 to secure bank loans of approximately HK\$9,864,000 as set out in Note 29 to the financial statements. The deposit is in RMB and bears fixed interest rate of 0.6% per annum and therefore is subject to foreign currency risk and fair value interest rate risk.

At 31 December 2010, the Group's pledged bank deposits included a deposit pledged to a bank of approximately HK\$5,992,000 to secure bill payables of approximately HK\$5,875,000 as set out in Note 28 to the financial statements. The deposit is in RMB and bears fixed interest rate of 2.5% per annum and therefore is subject to fair value interest rate risk.

At 31 December 2011, the bank and cash balances of the Group denominated in RMB and kept in the PRC amounted to approximately HK\$15,104,000 (approximately RMB12,250,000) (2010: approximately HK\$40,079,000 (approximately RMB34,110,000)). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.



Notes to the Financial Statements

For the year ended 31 December 2011

28. TRADE AND BILLS PAYABLES

	The Group	
	2011	2010
	HK\$'000	HK\$'000
Trade payables (Note)	23,932	15,757
Bills payables (Note 27)	—	5,875
	23,932	21,632

Note:

The aging analysis of trade payables, based on date of receipt of goods, is as follows:

	The Group	
	2011	2010
	HK\$'000	HK\$'000
0–90 days	15,867	9,590
91–180 days	1,878	1,005
181–365 days	813	1,332
Over 365 days	5,374	3,830
	23,932	15,757

The carrying amounts of trade payables are denominated in the following currencies:

	The Group	
	2011	2010
	HK\$'000	HK\$'000
Hong Kong dollars	—	86
RMB	23,932	15,671
Total	23,932	15,757

29. BANK LOANS

The bank loans are repayable within one year and are denominated in RMB.

The bank loans are arranged at floating rates and thus exposing the Group to cash flow interest rate risk. At 31 December 2011, the interest rates of the bank loans are 6.89% (2010: Nil) per annum.

The bank loans are secured by a pledged bank deposit of HK\$24,672,000 (Note 27).

Notes to the Financial Statements

For the year ended 31 December 2011

30. SHARE CAPITAL

	No. of shares '000	HK\$'000
Authorised:		
Ordinary shares of HK\$0.1 (2010: HK\$0.1) each		
At 1 January 2010, 31 December 2010 and 2011	16,000,000	1,600,000
Issued and fully paid:		
Ordinary shares of HK\$0.1 (2010: HK\$0.1) each		
At 1 January 2010	7,324,281	732,428
Issue of shares on share option scheme (Note)	3,490	349
At 31 December 2010 and 2011	7,327,771	732,777

Note:

On 12 May 2010, 3,490,000 shares of the Company were issued upon exercise of share options on 11 May 2010 at an exercise price of HK\$0.143 per share, and the premium on the issue of shares, amounting to approximately HK\$150,000 was credited to the Company's share premium account.

31. SHARE OPTIONS

Equity-settled share option scheme

On 28 May 2004, the shareholders of the Company approved the adoption of a new share option scheme (the "2004 Share Option Scheme"). The 2004 Share Option Scheme will expire on 27 May 2014.

2004 Share Option Scheme

Under the 2004 Share Option Scheme, the directors of the Company may, at their discretion, grant options to executives and key employees in the service of any member of the Group and other persons who may make a contribution to the Group subject to terms and conditions stipulated therein. The exercise price for any particular option shall be such price as the board of directors of the Company may in its absolute discretion determine at the time of grant of the relevant option subject to the compliance with the requirements for share option schemes under the Listing Rules.



Notes to the Financial Statements

For the year ended 31 December 2011

31. SHARE OPTIONS *(Continued)*

2004 Share Option Scheme *(Continued)*

At 31 December 2011, the following options to subscribe for shares were outstanding under the 2004 Share Option Scheme:

	Date of grant	Exercise price per share HK\$	Number of outstanding options	Exercise period
Employees	8 March 2007	0.722	5,000,000	8 March 2007 – 7 March 2015
	8 March 2007	0.722	5,000,000	8 March 2008 – 7 March 2015
	8 March 2007	0.722	5,000,000	8 March 2009 – 7 March 2015
	8 March 2007	0.722	5,000,000	8 March 2010 – 7 March 2015
Consultants (Note)	30 April 2007	1.230	240,000	30 April 2008 – 29 April 2015
	30 April 2009	0.100	7,000,000	5 May 2010 – 4 May 2017
	10 September 2010	0.150	7,000,000	10 September 2010 – 9 September 2013
	11 November 2010	0.160	135,000,000	11 November 2010 – 10 November 2013
			169,240,000	

Note: Options granted to consultants were incentives for them to assist the Group in the expansion of its business network, identifying and acquiring new business projects and opportunities. The fair value of such benefit could not be estimated reliably and as a result, the fair value is measured by reference to the fair value of share option granted.

	2011		2010	
	Weighted average exercise price in HK\$ per share	Number of share options	Weighted average exercise price in HK\$ per share	Number of share options
At 1 January	0.217	194,560,000	0.355	56,050,000
Granted during the year	—	—	0.160	142,000,000
Exercised during the year	—	—	0.143	(3,490,000)
Lapsed during the year	0.157	(25,320,000)	—	—
At 31 December	0.225	169,240,000	0.217	194,560,000

There were no option cancelled in 2010.

The options outstanding at the end of the year have a weighted average remaining contractual life of 2.16 years (2010: 3.75 years) and the exercise prices range from HK\$0.10 to HK\$1.23 (2010: HK\$0.10 to HK\$1.23). In 2010, 7,000,000 and 135,000,000 share options were granted on 10 September 2010 and 11 November 2010 respectively. The estimated fair value of the options on those dates are approximately HK\$378,000 and HK\$7,653,000 respectively.

Notes to the Financial Statements

For the year ended 31 December 2011

31. SHARE OPTIONS *(Continued)*

2004 Share Option Scheme *(Continued)*

These fair values were calculated using the Black-Scholes pricing model. The inputs into the model were as follows:

	Share options granted on	
	11 November 2010	10 September 2010
Weighted average share price	HK\$0.158	HK\$0.139
Exercise price	HK\$0.160	HK\$0.150
Expected volatility	76.67%	87.93%
Expected life	1.5 years	1.5 years
Risk free rate	0.35%	0.35%
Expected dividend yield	0%	0%

Expected volatility was determined by calculating the historical volatility of the Company's share price over the previous 390 days. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non transferability, exercise restrictions and behavioural considerations.

The Group recorded total expenses of HK\$Nil (2010: approximately HK\$8,376,000) during the year in respect of the 2004 Share Option Scheme.

32. OTHER RESERVES

	The Group					
	Share premium HK\$'000	Share- based payments reserve HK\$'000	Special capital reserve HK\$'000	Foreign currency translation reserve HK\$'000	Statutory surplus reserve HK\$'000	Total HK\$'000
At 1 January 2010	504,930	10,572	726,699	31,612	5,862	1,279,675
Recognition of share-based payments	—	8,376	—	—	—	8,376
Issue of shares on share option scheme (Note 30)	150	—	—	—	—	150
Transfer	318	(318)	—	—	—	—
Translation differences	—	—	—	7,478	—	7,478
At 31 December 2010	505,398	18,630	726,699	39,090	5,862	1,295,679
At 1 January 2011	505,398	18,630	726,699	39,090	5,862	1,295,679
Transfer	—	(1,878)	—	—	—	(1,878)
Translation differences	—	—	—	11,116	—	11,116
At 31 December 2011	505,398	16,752	726,699	50,206	5,862	1,304,917



Notes to the Financial Statements

For the year ended 31 December 2011

32. OTHER RESERVES (Continued)

	The Company			Total HK\$'000
	Share premium HK\$'000	Share- based payments reserve HK\$'000	Special capital reserve HK\$'000	
At 1 January 2010	504,930	10,572	726,699	1,242,201
Recognition of share-based payments	—	8,376	—	8,376
Issue of shares on share option scheme (Note 30)	150	—	—	150
Transfer	318	(318)	—	—
At 31 December 2010	505,398	18,630	726,699	1,250,727
At 1 January 2011	505,398	18,630	726,699	1,250,727
Transfer	—	(1,878)	—	(1,878)
At 31 December 2011	505,398	16,752	726,699	1,248,849

Nature and purpose of reserves

(a) Share premium

Under section 48B of the Hong Kong Companies Ordinance, the funds in the share premium account of the Company can be applied in paying up unissued shares to be issued to shareholders as fully paid bonus shares; or in writing off the preliminary expenses or the expenses of, or the commission paid or discount allowed on, any issue of shares of the Company.

(b) Share-based payments reserve

The fair value of the actual or estimated number of unexercised share options granted to employees of the Company recognised in accordance with the accounting policy adopted for share-based payments in Note 4(s) to the financial statements.

(c) Special capital reserve

The application of the special capital reserve is subject to the court order granted by the High Court of Hong Kong SAR. Pursuant to the High Court Order dated 20 November 2002, as long as the Company shall remain a listed company, the balances shall be treated as an undistributable reserve of the Company for the purposes of Section 79C of the Hong Kong Companies Ordinance or any statutory re-enactment or modification thereof provided that (1) the Company shall be at liberty to apply the said special capital reserve for the same purposes as a share premium account may be applied; and (2) the amount standing to the credit of the special capital reserve may be reduced by the amount of any increase, after the effective date, in the paid up share capital or the amount standing to the credit of the share premium account of the Company as a result of the payment up of shares by the receipt of new consideration or the capitalisation of distributable profits.

Notes to the Financial Statements

For the year ended 31 December 2011

32. OTHER RESERVES *(Continued)*

Nature and purpose of reserves *(Continued)*

(d) **Foreign currency translation reserve**

The foreign currency translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in Note 4(c)(iii) to the financial statements.

(e) **Statutory surplus reserve**

In accordance with the PRC Company Law and the respective company's articles of association, a subsidiary of the Group established in the PRC, being a wholly foreign owned enterprise, is required to appropriate 10% of the annual statutory profit after tax (after offsetting any prior years' losses), to the statutory surplus reserve. When the balance of the reserve fund reaches 50% of each entity's registered capital, any further appropriation is optional. With the approval from the relevant authorities, the statutory surplus reserve can be utilised to offset prior years' losses or to increase capital. The reserve fund cannot be distributed in the form of cash.

33. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) **Major non-cash transaction**

During 2011, the Group entered into barter transaction of certain television advertising service income for inventories of approximately HK\$10,958,000.

(b) **Partial disposal of a subsidiary**

During 2010, the Group disposed of 40% interests in a 99.6% subsidiary to an independent third party at a cash consideration of HK\$561,000. The effect of the disposal on the equity attributable to owners of the Company is as follows:

	HK\$'000
Share of net assets in the subsidiary disposed	824
Consideration	561
	<hr/>
Loss on disposal recognised directly in equity	263
	<hr/>

34. PENDING LITIGATION

The Group is pursuing a legal proceeding against a vendor, a director of the vendor and two ex-directors of the Company in connection with the acquisition of a PRC hotel at a consideration of HK\$120 million undertaken by the Group in September 2000. The Group is claiming the costs and expenses associated with the acquisition and as at the reporting date, the parties of the case are still attending to interlocutory matters and no hearing date has yet been fixed.

The Company is currently seeking legal advice on the litigations mentioned above. The directors believe that appropriate provisions have been made in the financial statements of the Group and the Group has valid claim/defence regarding the above litigations and consider that these outstanding litigations would not have material impact on the Group.

Apart from the aforesaid pending litigation, the Group did not have any significant contingent liabilities at 31 December 2011 (2010: HK\$Nil).



Notes to the Financial Statements

For the year ended 31 December 2011

35. OPERATING LEASE COMMITMENTS

At 31 December 2011, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

	The Group		The Company	
	2011	2010	2011	2010
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Within one year	3,958	4,752	274	731
In the second to fifth years inclusive	14,049	13,460	—	270
After five years	39,010	40,597	—	—
	57,017	58,809	274	1,001

Operating lease payments represent rentals payable by the Group for certain of its offices and warehouses. Leases are negotiated for terms ranging from one to twenty years and rentals are fixed over the lease terms and do not include contingent rentals.

36. OPERATING LEASE ARRANGEMENTS

At 31 December 2011, the total future minimum lease payments under non-cancellable operating leases are receivable as follows:

	The Group		The Company	
	2011	2010	2011	2010
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Within one year	—	914	—	—
In the second to fifth years inclusive	—	1,866	—	—
	—	2,780	—	—

37. RELATED PARTY TRANSACTIONS

(a) In addition to those related party transactions and balances disclosed elsewhere in the financial statements, the Group had the following transactions with its related parties during the year:

	2011	2010
	HK\$'000	HK\$'000
Purchases from related companies (Note (i))	—	196

Notes :

- (i) Mr. Ni Xinguang ("Mr. Ni") and Mr. Wang Zhiming ("Mr. Wang"), the executive directors of the Company have beneficial interests in the ultimate parent of these related companies.
- (ii) The abovesaid related party transactions were made under normal commercial terms and conditions that would also be available to unrelated third parties.

Notes to the Financial Statements

For the year ended 31 December 2011

37. RELATED PARTY TRANSACTIONS *(Continued)*

(b) At the end of the reporting period, the following balances with related parties included in:

	The Group	
	2011	2010
	HK\$'000	HK\$'000
Trade payables to related companies (Notes (i) and (ii))	(71)	(73)

Notes:

- (i) The above amounts are trade in nature, unsecured, interestfree and repayable in normal trading terms.
- (ii) Mr. Ni and Mr. Wang have beneficial interests in the ultimate parent of these related companies.

38. EVENTS AFTER THE REPORTING PERIOD

On 20 January 2012, a special resolution was passed at an extraordinary general meeting to:

- (a) reduce the nominal value of the authorised share capital of the Company from HK\$0.10 to HK\$0.002 per share such that the authorised share capital is reduced from HK\$1,600,000,000 to HK\$32,000,000.
- (b) reduce the issued share capital of the Company from HK\$732,777,000 to HK\$14,655,000 by cancelling the paid-up capital to the extent of HK\$0.098 on each share of HK\$0.10 in issue such that the nominal value of all shares of HK\$0.10 in the Company in issue was reduced by HK\$0.098 to HK\$0.002 per share.

The credit of HK\$718,122,000 arising from the capital reduction will be eliminated part of the Company's accumulated losses but subject to approval by the High Court.

- (c) consolidate every five reduced shares of HK\$0.002 each in the authorised and issued share capital of the Company into one consolidated share of HK\$0.01 each following the capital reduction as mentioned above.

On 22 March 2012, the Company announced that the directions hearing for confirmation of the capital reduction had been held on 13 March 2012 and the petition hearing would be held on 2 April 2012 at High Court.

39. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 30 March 2012.



Five Year Financial Summary

	2011	2010	2009	2008	2007
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(Restated)	(Restated)	(Restated)	(Restated)
Results					
Turnover					
— Continuing operations	577,978	579,145	468,208	297,382	679,359
— Discontinued operation	11,643	940	915	914	869
	589,621	580,085	469,123	298,296	680,228
(Loss)/profit attributable to:					
— Owners of the Company	(18,992)	(42,367)	6,200	(165,508)	(385,289)
— Non-controlling interests	(87,174)	(207,129)	(1,171)	(2,254)	(9,250)
Assets and liabilities					
Total assets	700,937	1,254,296	380,119	371,349	524,290
Total liabilities	(718,374)	(1,164,625)	(53,300)	(54,524)	(59,442)
Total equity	(17,437)	89,671	326,819	316,825	464,848

Amounts disclosed in the summary financial information for prior years have been restated to reflect discontinued operation for the year.