



WO KEE HONG (HOLDINGS) LIMITED
和記行（集團）有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock Code 股份代號: 720

Annual Report 年報

2011

COMPANY'S VISION

Asia, especially China, is rising towards a historical economic and cultural renaissance. The new era provides immense business potential to companies which can bring good lifestyle and values to the region.

公司遠景

整個亞洲、特別是中國正邁向歷史性的經濟及文藝復興時代，能提供優質生活及價值的機構必有無限商機。

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Corporate and Investor Information 公司及投資者資料

DIRECTORS

Dr. Richard Man Fai LEE
(Executive Chairman & Chief Executive Officer)
Mr. Jeff Man Bun LEE
Mr. Tik Tung WONG
Mr. William Keith JACOBSEN
Mr. Kei Wah CHUA
Mr. Boon Seng TAN*
Mr. Ying Kwan CHEUNG*
Mr. Peter Pi Tak YIN*
Ms. Kam Har YUE**

* Independent Non-executive Director ("INED")

** Non-executive Director

AUDIT COMMITTEE

Mr. Ying Kwan CHEUNG (Chairman)
Mr. Boon Seng TAN
Mr. Peter Pi Tak YIN

REMUNERATION COMMITTEE

Mr. Boon Seng TAN (Chairman)
Mr. Ying Kwan CHEUNG
Mr. Tik Tung WONG

NOMINATION COMMITTEE

Dr. Richard Man Fai LEE (Chairman)
Mr. Tik Tung WONG
Mr. Boon Seng TAN
Mr. Ying Kwan CHEUNG
Mr. Peter Pi Tak YIN

COMPANY SECRETARY

Mr. Tik Tung WONG

AUTHORISED REPRESENTATIVES

Dr. Richard Man Fai LEE
Mr. Tik Tung WONG

REGISTERED OFFICE

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

PRINCIPAL OFFICE IN HONG KONG

28/F, King Palace Plaza
No. 52A Sha Tsui Road
Tsuen Wan, New Territories
Hong Kong
Tel: (852) 2514 4700
Fax: (852) 2521 7198

董事

李文輝博士
(執行主席兼行政總裁)
李文彬先生
汪滌東先生
葉偉其先生
蔡啟華先生
陳文生先生*
張應坤先生*
尹彼德先生*
余金霞女士**

* 獨立非執行董事

** 非執行董事

審核委員會

張應坤先生(主席)
陳文生先生
尹彼德先生

薪酬委員會

陳文生先生(主席)
張應坤先生
汪滌東先生

提名委員會

李文輝博士(主席)
汪滌東先生
陳文生先生
張應坤先生
尹彼德先生

公司秘書

汪滌東先生

授權代表

李文輝博士
汪滌東先生

註冊辦事處

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

香港主要辦事處

香港
新界荃灣
沙咀道52A號
皇廷廣場28樓
電話: (852) 2514 4700
傳真: (852) 2521 7198

PRINCIPAL BANKERS

CITIC Bank International Limited
DBS Bank (Hong Kong) Limited
Standard Chartered Bank (Hong Kong) Limited
Industrial and Commercial Bank of China (Asia) Limited
ORIX Asia Limited
Dah Sing Bank, Limited
Wing Hang Bank, Limited

LEGAL ADVISORS

Hong Kong
Woo, Kwan, Lee & Lo
Troutman Sanders

Bermuda
Appleby

AUDITORS

HLB Hodgson Impey Cheng
Chartered Accountants
Certified Public Accountants

AMERICAN DEPOSITARY

The Bank of New York Mellon
Depositary Receipts Division
101 Barclay Street, 22nd Floor
New York, NY 10286
USA

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN BERMUDA

HSBC Securities Services (Bermuda) Limited
6 Front Street
Hamilton HM 11
Bermuda

SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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

STOCK CODE

The Stock Exchange of Hong Kong Limited: 720
American Depositary Receipt:
Symbol – WKHHY
CUSIP – 929300 10 1

WEBSITE ADDRESS

<http://www.wokeehong.com.hk>

DATE OF ANNUAL GENERAL MEETING

May 28, 2012

主要往來銀行

中信銀行國際有限公司
星展銀行(香港)有限公司
渣打銀行(香港)有限公司
中國工商銀行(亞洲)有限公司
歐力士(亞洲)有限公司
大新銀行有限公司
永亨銀行有限公司

法律顧問

香港
胡關李羅律師行
長盛國際律師事務所

百慕達
Appleby

核數師

國衛會計師事務所
英國特許會計師
香港執業會計師

美國託存股份處

The Bank of New York Mellon
Depositary Receipts Division
101 Barclay Street, 22nd Floor
New York, NY 10286
USA

百慕達之主要股票過戶登記處

HSBC Securities Services (Bermuda) Limited
6 Front Street
Hamilton HM 11
Bermuda

香港之股票過戶登記處

卓佳標準有限公司
香港灣仔
皇后大道東28號
金鐘匯中心26樓

股票代號

香港聯合交易所有限公司: 720
美國預託證券:
代號 – WKHHY
證券識別統一號碼 – 929300 10 1

網址

<http://www.wokeehong.com.hk>

股東週年大會舉行日期

2012年5月28日

EXECUTIVE CHAIRMAN'S MISSION STATEMENT

Focusing its efforts on brand building and distributions, WKH's mission is to promote and capitalise on the high growth in luxury lifestyle products in the Asian region.

執行主席的

使命宣言

和記行一直在致力於品牌的建立與推廣，並將以成功拓展亞太區高額增長的奢侈品市場作為集團的使命。



Dr. Richard Man Fai LEE

李文輝博士

Executive Chairman & CEO

執行主席兼行政總裁

Your Board of Directors regrets to announce that a consolidated loss of HK\$18.6 million was recorded for the year ended December 31, 2011. Turnover of the Group increased by 9.8% to HK\$1,761.4 million.

During 2011, our market continued to expand in greater part of the year; however, due to the weak global economic situation, there was a softening towards the later part of the year.

Our luxury motor car business achieved good sales growth with record numbers of new cars delivered and our after sales service also recorded a profit as a result of improvement in operational efficiency. Both "Ferrari" and "Maserati" businesses performed satisfactorily.

董事會對於截至2011年12月31日止年度錄得綜合虧損18,600,000港元感到遺憾。本集團營業額增長9.8%至1,761,400,000港元。

於2011年大部分時間，本集團市場出現持續增長，但受全球經濟疲弱所影響，本年較後時間市場出現萎縮。

本集團的豪華汽車業務銷售增長強勁，交付之全新汽車數目再創新高，而由於經營效率得到改善，售後服務亦錄得盈利。「法拉利」及「瑪莎拉蒂」業務表現理想。

Other good performing businesses included the watch distribution, electrical appliance and "Alpine" mobile infotainment business in Singapore and Malaysia.

There was a small net cash outflow during the year, yet the two unexpected general offers made on our Company's shares in the second half of the year incurred close to HK\$7 million of professional expenses. There were also certain additional marketing spending requirements for "Ferrari" and "Maserati" which, whilst no doubt beneficial for our 2012 sales program, led to non-budgeted expenses of HK\$12 million. Although non-recurring, the above expenses contributed significantly towards the net loss position of the Group in 2011.

Looking ahead, the Group will continue to consolidate its leading position in the luxury car market in Hong Kong and Mainland China, with rationalization of its overall operations and cost optimization. The management is confident of a profitable future, sustained by continuous growth in the domestic demands of the expanding affluent segments of our markets.

On behalf of the Board, I would like to express our total gratitude and sincere appreciation to our shareholders, bankers and very loyal staff for their utmost trust, support and contribution.

Dr. Richard Man Fai LEE
Executive Chairman & CEO

Hong Kong, March 28, 2012

其他表現理想的業務包括手錶分銷、電器及新加坡及馬來西亞的「阿爾派」流動資訊娛樂業務。

本集團年內錄得輕微的現金淨流出，但下半年卻就對本公司股份的兩項意料之外的全面要約，產生接近7,000,000港元的專業費用。「法拉利」及「瑪莎拉蒂」亦有若干額外市場推廣開支要求，導致預算外的12,000,000港元開支，但無疑有關活動將對2012年的銷售計劃有利。儘管上述開支並非經常性，但卻是本集團於2011年出現淨虧損狀況的主要原因。

展望未來，本集團將繼續鞏固在香港及中國內地的豪華汽車市場的領導地位，並重整業務部署及優化成本結構。在國內對奢侈品需求持續增長的帶動下，管理層有信心未來將會獲利。

本人謹代表董事會對股東、往來銀行及各位盡忠職守的員工對本集團的信任、支持及貢獻致以由衷的謝意。

執行主席兼行政總裁
李文輝博士

香港，2012年3月28日

Group Financial Summary 集團財務摘要

		2011 HK\$'000 千港元	2010 HK\$'000 千港元	2009 HK\$'000 千港元	2008 HK\$'000 千港元	2007 HK\$'000 千港元
Results	業績					
Turnover	營業額	1,761,357	1,604,161	1,240,716	1,308,229	1,153,201
Profit/(loss) from operations	經營盈利／(虧損)	4,749	45,509	(120,474)	(23,699)	4,135
Finance costs	財務費用	(14,098)	(10,228)	(9,236)	(8,298)	(14,355)
Other non-operating income	其他非營業收入	-	9,273	-	-	76,021
Other non-operating expenses	其他非營業支出	(6,826)	(5,700)	(19,257)	(18,958)	(15,468)
Share of result of a jointly controlled entity	應佔一間共同控制 實體業績	313	(335)	(1,729)	-	-
Share of results of associates	應佔聯營公司業績	-	-	(95)	(18)	(1,169)
(Loss)/profit before tax	除稅前(虧損)／盈利	(15,862)	38,519	(150,791)	(50,973)	49,164
Income tax expenses	所得稅開支	(2,706)	(3,034)	(399)	(8,079)	(6,256)
(Loss)/profit for the year	本年度(虧損)／盈利	(18,568)	35,485	(151,190)	(59,052)	42,908
Attributable to:	應佔：					
Owners of the Company	本公司擁有人	(23,115)	27,879	(141,225)	(68,869)	35,677
Non-controlling interests	非控股權益	4,547	7,606	(9,965)	9,817	7,231
		(18,568)	35,485	(151,190)	(59,052)	42,908
Assets and liabilities	資產及負債					
Total assets	總資產	1,005,160	858,797	777,877	864,775	800,723
Total liabilities	總負債	(735,127)	(592,372)	(558,544)	(538,874)	(397,869)
Net assets	資產淨值	270,033	266,425	219,333	325,901	402,854
Equity attributable to owners of the Company	本公司擁有人 應佔權益	249,453	250,437	208,698	305,093	380,378
Non-controlling interests	非控股權益	20,580	15,988	10,635	20,808	22,476
Total equity	總權益	270,033	266,425	219,333	325,901	402,854

MANAGEMENT DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION

管理層討論及經營業績及財務狀況分析



"Return of the Vintage Classic"

Rogers
BRITISH HIGH-FIDELITY

LS3V/50 LEGENDARY SPEAKER

Specifications

System Type: Two-way infinite baffle (closed box)
 Frequency Response: 70Hz-20kHz (-1/-3dB)
 Bass (Midrange Driver): 125mm
 Tweeter: 18mm
 Crossover: Frequency 2kHz, Bi-ventilator
 Sensitivity: 85dB/W @ 2.83V @ 1m
 Nominal Impedance: 14 ohms
 Recommended Amplifier Range: 35-80 watts/channel
 Cabinet: Silver Birch, maple and Critically Damped
 Finish: Black ash, Red Cherry and Red Oak veneers
 Dimensions (W x H x D): 185 x 982 x 170mm
 Weight: 7.5kg each

AB-1 REFERENCE SYSTEM

Specifications

System Type: Symmetrically loaded band pass
 Frequency Response: 100Hz-18kHz (-1/-3dB)
 Bass (Midrange Driver): 125mm
 Crossover: 2nd order Frequency 100Hz
 Sensitivity: 85dB
 Recommended Amplifier Range: 25-100 watts/channel
 Finish: Black ash, Red Cherry and Red Oak veneers
 Dimensions (W x H x D): 225 x 995 x 220mm
 Weight: 7.5kg each

FINANCIAL REVIEW

Results of Operations

For the year ended December 31, 2011, the Group's turnover increased from HK\$1,604.2 million to HK\$1,761.4 million, representing a growth of 9.8%. Our car segment, being the major business segment operating in both Hong Kong and Mainland China (Dalian and Nanjing), had a satisfactory year in terms of turnover and profit. We remain cautiously optimistic that this momentum can be maintained for the years to come, providing a solid platform for the Group to grow with the market.

Gross profit margin for 2011 recorded a slight decrease from 17% in 2010 to 16.8%. Despite the decreased margin, however, our gross profit figure grew from HK\$272.3 million in 2010 to HK\$295.1 million in 2011, representing a rise of 8.4%.

For the year ended 2011, our other operating income amounted to HK\$24.8 million (2010: HK\$26.1 million), of which HK\$17.2 million was derived from our car segment.

Our two core expense items of distribution costs and administrative expenses in 2011 aggregated to HK\$320.8 million (2010: HK\$256.9 million), representing 18.2% of turnover (2010: 16.0%). This increase of HK\$63.9 million in 2011 was mainly due to: 1. distribution costs – increase of direct cost following augmented sales as well as increased costs of rental by HK\$8.8 million and increased marketing expenses by HK\$16.1 million in our car segment and 2. administrative expenses – increased depreciation by HK\$4.1 million and increase of impairment loss on receivables by HK\$5.8 million.

Finance costs of HK\$14.1 million were recorded in 2011 (2010: HK\$10.2 million), representing a cost of 0.8% of sales (2010: 0.6%) whilst a profit of HK\$0.3 million (2010: loss of HK\$0.3 million) was booked being our share of result of a jointly controlled entity.

During the year, the Group recorded an aggregate amount of HK\$6.8 million being non-recurring expenses incurred as a result of the voluntary cash offers received in the second half of 2011.

The board of Directors (the "Board") regrets to report that the consolidated loss for the year amounted to HK\$18.6 million (2010: profit of HK\$35.5 million).

財務回顧

經營業績

截至2011年12月31日止年度，本集團營業額由1,604,200,000港元增加至1,761,400,000港元，增長9.8%。汽車分類為集團在香港及中國內地（大連及南京）的主要業務分類，就營業額及盈利而言，取得滿意的一年。吾等對此增長勢頭於未來數年仍可持續抱審慎樂觀態度，並為本集團提供與市場同步增長的穩固平台。

2011年毛利率由2010年的17%錄得輕微下跌至16.8%。雖然毛利率下跌，但集團毛利由2010年的272,300,000港元增長至2011年的295,100,000港元，增長8.4%。

截至2011年底，集團其他營業收入為24,800,000港元（2010年：26,100,000港元），其中17,200,000港元來自汽車分類。

集團於2011年的兩大核心開支，即分銷成本及行政費用，合共為320,800,000港元（2010年：256,900,000港元），佔營業額18.2%（2010年：16.0%）。上述兩項開支於2011年增加63,900,000港元主要由於1.分銷成本—汽車分類銷售額增加以致直接成本增加，以及其租金成本及市場推廣開支分別增加8,800,000港元及16,100,000港元；2.行政費用—折舊及應收款項減值虧損分別增加4,100,000港元及5,800,000港元所致。

2011年錄得財務費用14,100,000港元（2010年：10,200,000港元），佔銷售額0.8%（2010年：0.6%），並錄得應佔一間共同控制實體業績之盈利300,000港元（2010年：虧損300,000港元）。

年內，由於本集團2011年下半年度收到的自願現金要約而錄得合共6,800,000港元非經常性開支。

董事會（「董事會」）對於年內錄得綜合虧損18,600,000港元（2010年：盈利35,500,000港元）感到遺憾。

FINANCIAL REVIEW (Continued)

Financial Condition and Capital Structure

The Group was financed by a combination of its equity capital base, cash flow generated from operations and bank borrowings. As usual, bank and other liabilities were being met upon their maturities in the normal course of business.

Cash and cash equivalents at December 31, 2011 were HK\$205.8 million (2010: HK\$189.3 million). A net cash outflow of HK\$7.4 million (2010: net cash inflow of HK\$24.9 million) was recorded, representing in aggregate funds used in operating, investing and financing activities in the year.

The Group had total borrowings at December 31, 2011 amounting to HK\$333.1 million (2010: HK\$201.3 million). The Group's long term gearing ratio stood at 9.5% (2010: 4.8%), based on long term liabilities (excluding deferred tax) of HK\$23.7 million (2010: HK\$11.9 million) and shareholders' equity of HK\$249.5 million (2010: HK\$250.4 million). The current ratio was 1.2 (2010: 1.2), based on current assets of HK\$826.8 million (2010: HK\$685.4 million) and current liabilities of HK\$711.4 million (2010: HK\$580.3 million).

The Group had trading facilities at December 31, 2011 amounting to HK\$494.1 million (2010: HK\$324.6 million) of which HK\$402.5 million (2010: HK\$237.0 million) was utilized.

Foreign Exchange Exposure

The Group's purchases are mainly conducted in HK Dollar, Renminbi and US Dollar whilst sales are mainly conducted in HK Dollar and Renminbi. During the year, the Group had entered into several forward exchange contracts with bankers to hedge foreign currency transactions with the objective to stabilize the cost. There were no outstanding foreign exchange contracts at both years ended 2011 and 2010.

Pledge of Assets

Certain of the Group's properties, inventories, cash deposits, a motor yacht and all assets of certain subsidiaries were pledged at year ended 2011 in an aggregate amount of HK\$384.3 million (2010: HK\$272.9 million) to secure loans and facilities granted.

Capital Commitments and Contingent Liabilities

The Group had capital commitments of HK\$5.4 million at December 31, 2011 (2010: HK\$12.6 million). The Group had no material contingent liabilities at December 31, 2011 and 2010.

財務回顧(續)

財務狀況及資本架構

本集團的融資途徑，乃綜合其權益股本、經營產生的現金流量及銀行貸款。銀行及其他負債均如常於經常業務下，於其到期日前獲得清償。

於2011年12月31日，現金及現金等值項目為205,800,000港元（2010年：189,300,000港元）。本集團錄得現金淨流出7,400,000港元（2010年：現金淨流入24,900,000港元），乃年內經營、投資及融資活動所用的資金總額。

本集團於2011年12月31日的貸款總額為333,100,000港元（2010年：201,300,000港元）。根據長期負債（不包括遞延稅項）23,700,000港元（2010年：11,900,000港元）及股東權益249,500,000港元（2010年：250,400,000港元）計算，本集團長期資本負債比率為9.5%（2010年：4.8%）。根據流動資產826,800,000港元（2010年：685,400,000港元）及流動負債711,400,000港元（2010年：580,300,000港元）計算，流動比率為1.2（2010年：1.2）。

於2011年12月31日，本集團的貿易信貸額為494,100,000港元（2010年：324,600,000港元），當中已動用402,500,000港元（2010年：237,000,000港元）。

外匯風險

本集團的採購主要以港元、人民幣及美元進行，而銷售主要以港元及人民幣進行。年內，本集團與銀行訂立多份遠期外匯合約，以對沖外匯交易及穩定購買成本。於2011年及2010年底均無未到期履約的外匯合約。

資產抵押

於2011年底，本集團若干物業、存貨、現金存款、一艘機動遊艇及若干附屬公司的全部資產合共384,300,000港元（2010年：272,900,000港元）已被抵押以獲取貸款及信貸。

資本承擔及或然負債

於2011年12月31日，本集團的資本承擔為5,400,000港元（2010年：12,600,000港元）。於2011年及2010年12月31日，本集團並無重大或然負債。



BUSINESS REVIEW

Cars

The business consists mainly of the import, distribution and after-sales service of Italian “Ferrari” and “Maserati” cars and spare parts in Hong Kong and Macau. In Mainland China, we operate “Ferrari” and “Maserati” car dealerships in Dalian and Nanjing.

Compared to 2010, turnover increased by 17.8% to HK\$1,459.5 million. Car sales continued to rise in both Hong Kong and Mainland China whilst revenue from maintenance service also recorded an encouraging upsurge.

In Hong Kong, as 2011 represented the first full year of production of the 458 Italia, a record number of cars were delivered with an outstanding order book of close to two years.

Deliveries of Ferrari’s 12-cylinder Berlinettas, the 599 GTB Fiorano and 599 GTO, continued. In March 2011, Ferrari announced the successor of the 612 Scaglietti, the FF. A total of 25 orders were received during the year.

業務回顧

汽車

此業務主要包括意大利「法拉利」及「瑪莎拉蒂」汽車及配件於香港及澳門的進口、分銷及售後服務。於中國內地，吾等在大連及南京經銷「法拉利」及「瑪莎拉蒂」汽車。

營業額較2010年上升17.8%至1,459,500,000港元。香港及中國內地市場的汽車銷售持續上升，而保養維修服務的收益亦錄得令人鼓舞的增長。

在香港，由於2011年為458 Italia汽車投產的第一個全年度，交付的汽車數量刷歷史新高及尚未交付的訂單接近兩年。

法拉利的12汽缸Berlinettas、599 GTB Fiorano及599 GTO之交付仍然持續。2011年3月，法拉利公布612 Scaglietti之後繼型號—FF。年內所收取的訂單總數為25張。

BUSINESS REVIEW (Continued)

Cars (Continued)

Demand for Maserati's GranTurismo, GranTurismo S and GranTurismo S Automatic, GranCabrio convertible and Quattroporte four-door executive saloon remained relatively high.

Total workshop service turnover for the full year grew by 34% to HK\$109.9 million as compared with 2010. This was primarily due to further expansion and streamlining of our service facilities in Hong Kong and an increase in the Ferrari/Maserati pre-delivery inspection business which we operate in Shanghai.

In Mainland China, turnover recorded by our dealership business in Dalian and Nanjing increased by 61.2% to HK\$335.8 million. Meanwhile, we are proud to announce that our Nanjing dealership was awarded the "Best Dealership of 2011" by Ferrari Greater China.

業務回顧(續)

汽車(續)

瑪莎拉蒂的GranTurismo、GranTurismo S及GranTurismo S Automatic、GranCabrio開蓬跑車以及Quattroporte四門豪華房車的需求仍然相對高企。

全年汽車維修服務總營業額較2010年增長34%至109,900,000港元，主要由於進一步擴充及整合於香港的服務設施以及於上海進行的法拉利／瑪莎拉蒂交貨前檢驗業務增加所致。

中國內地方面，大連及南京經銷業務的營業額增長61.2%至335,800,000港元。同時，吾等欣然宣布，集團的南京經銷代理獲法拉利大中華區授予「2011年最佳經銷商」。



BUSINESS REVIEW (Continued)

Electrical Appliances

The business consists of distribution of consumer and commercial air-conditioning and home appliances products, namely "MHI" (Mitsubishi Heavy Industries of Japan), "Bodysonic" and "GREE", audio-visual products of "Rogers" and "Alpine" car electronics.



業務回顧(續)

電器

此業務包括分銷家用及商用空調產品及家用電器產品，包括日本「三菱重工」、「先力」及「格力」、影音類別產品「樂爵士」以及汽車電子類別的「阿爾派」。

Turnover in this segment recorded a growth of 3.9%, from HK\$246.7 million in 2010 to HK\$256.3 million.

In Hong Kong, demand and sales of air-conditioning products and audio-visual products remained steady throughout the year.

In Singapore and Malaysia, we also recorded a growth in both turnover and profit in 2011. The success was mainly due to the OEM car audio business and the continuous steady growth of air-conditioning markets in these regions.

Fashion Apparels and Accessories

2011 was a challenging year for our men's wear brand "V-one" in China. Due to the austerity measures adopted by the central government, local consumption was weakened and our apparel business was under great pressure. Unusually warm winter temperatures until November further affected our sales in the last quarter of 2011. Accordingly, we decided to slow down our plan of opening new shops and reduced our operating cost instead.

此分類的營業額由2010年的246,700,000港元增長3.9%至256,300,000港元。

空調產品及影音產品於香港的需求及銷售在年內一直保持穩定。

2011年，新加坡及馬來西亞的電器業務的營業額及盈利亦錄得增長。業務取得成功主要由於OEM汽車影音業務以及該等地區的空調市場持續穩定增長所致。

時裝及配飾

2011年，集團的中國男士服裝品牌「V-one」面對重重挑戰。中央政府實施緊縮措施，令到國內消費疲弱及集團的服裝業務受壓。冬季異常和暖的天氣延續至11月，對集團2011年第四季的銷售額造成進一步的影響。因此，吾等決定暫緩加開新店的計劃及削減經營成本。

BUSINESS REVIEW (Continued)

業務回顧(續)

Fashion Apparels and Accessories (Continued)

時裝及配飾(續)



In December 2011, we started to run our watch business completely on our own by acquiring the 50% equity of our watch company from the Italian Binda Group. We are currently selling our watches at about 200 POS in Hong Kong, Mainland China and Macau.

2011年12月份，集團透過收購意大利Binda集團之50%股權，開始獨資經營手錶業務。目前，吾等在香港、中國內地及澳門設有約200個銷售點銷售手錶產品。

Other Business

其他業務

The performance of our yacht business was unsatisfactory for the year under review with only one new Numarine 55 yacht sold and delivered.

於回顧年內，集團遊艇業務表現未如理想，期間只售出及交付一艘全新Numarine 55遊艇。

HUMAN RESOURCES

人力資源

At the end of 2011, the total number of employees of the Group, excluding associates, was 464 (2010: 467).

於2011年底，本集團（不包括聯營公司）總員工人數為464人（2010年：467人）。

The management is committed to staff motivation, training and development to ensure that the standard of our employees remains competitive in the marketplace. Leadership training seminars for our managerial and supervisory staff were conducted during the year to enhance their skills and spirits of co-operation. We are confident that our employees will continue to grow with the business and contribute their best to the Group.

管理層致力加強員工士氣、培訓及發展，構建一個具市場競爭力的員工團隊。年內，吾等為管理及監督人員舉行多個領袖訓練講座，務求提升彼等的技能及合作精神。吾等有信心員工將與業務共同成長，為本集團作出最大貢獻。

PROSPECTS

Looking forward, the Group will increase its focus on the premium car distribution in Greater China. More resources will be utilized to support this expanding business, as we have seen a substantial growth in 2011. This growth momentum of the premium car distribution business is set to continue in 2012.

Our order portfolio for “Ferrari” continues to grow healthily with a lead time of up to two years, whilst the profile of “Maserati” will continue to broaden in 2012. Both brands are expected to introduce exciting new models in the coming years to further expand their market dominance and reach for new clients.

Our electrical appliances business will work closely with our major suppliers such as “MHI” and “Alpine” in order to improve our market share and market positioning through effective marketing and sales programs.

The Company was awarded the Caring Company Logo 2011/12, launched by the Hong Kong Council of Social Service. This is the second consecutive year the Company awarded this logo. The Caring Company Logo is awarded to companies which demonstrate good corporate citizenship. It aims to promote corporate social responsibility through caring for community, employees and the environment. Both the Company and our staff are very proud to receive the honor.



展望

展望未來，本集團將更集中專注大中華高檔汽車之分銷業務。由於吾等有見於2011年之大幅增長，將投放更多資源以支援此拓展中的業務。高檔汽車分銷業務的增長勢頭將持續至2012年。

本集團的「法拉利」訂單組合持續錄得穩健增長，供應週期長達兩年，而「瑪莎拉蒂」的知名度將於2012年繼續提高。預計來年兩個品牌將推出令人期待的新型號，以進一步擴大兩個品牌的市場佔有率及開拓新客戶。

電器業務方面，本集團將與主要供應商（例如「三菱重工」及「阿爾派」）緊密合作，透過有效的市場推廣和銷售計劃，改善集團的市場佔有率和市場定位。

本公司獲頒香港社會服務聯會推行的2011/12年度商界展關懷標誌。此乃本公司連續第二年獲頒此標誌。商界展關懷標誌乃授予顯示良好企業公民責任的企業，旨在透過關懷社區、僱員及環境，從而推廣企業社會責任。本公司及員工對獲頒此殊榮深感自豪。

EXECUTIVE DIRECTORS

Richard Man Fai LEE, BSB, MBA, DBA, aged 55, the Executive Chairman and Chief Executive Officer and the Chairman of the Nomination Committee of the Company, is the son of Mr. Wing Sum LEE, a former Director and Honorary Chairman of the Company and Ms. Kam Har YUE, a Non-executive Director and the elder brother of Mr. Jeff Man Bun LEE, an Executive Director of the Company. He is the Chairman and Chief Executive Officer of China Premium Lifestyle Enterprise, Inc., an associated company of the Group.

Dr. Lee is responsible for formulating the Group's overall strategic planning and business development. Dr. Lee has 32 years' experience in marketing consumer products and has been with the Group for 28 years. He has a bachelor's degree and a master's degree in business administration from the University of Minnesota, U.S.A..

In September 2006, Dr. Lee was bestowed the title of "Commander of the Order of the Star of Italian Solidarity". In March 2009, Dr. Lee was awarded the 11th World Outstanding Chinese Award and the Honorary Doctorate of Business Administration from International American University, U.S.A..

Jeff Man Bun LEE, BSc, MSc, University of Michigan, MSc, Stanford University, aged 53, has been an Executive Director of the Company since January 2002. He is the son of Mr. Wing Sum LEE and Ms. Kam Har YUE and the younger brother of Dr. Richard Man Fai LEE. He is responsible for strategic planning and development of new projects of the Group. Prior to joining the Group, he was a System Software Specialist at the Research and Development Department of Apple Computer International Limited for 5 years. He had also been actively involved in the Group's business from 1991 to 1997 prior to his current appointment.

Tik Tung WONG, FCCA, CPA (Practising), aged 55, has been an Executive Director of the Company since June 2004 and is the Chief Financial Officer, Company Secretary, authorized representative and a member of each of the Remuneration Committee and the Nomination Committee of the Company. He is also the Chief Financial Officer and Corporate Secretary of China Premium Lifestyle Enterprise, Inc., an associated company of the Group. He is a fellow member of The Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. He is an independent non-executive director of Chi Cheung Investment Company, Limited. Mr. Wong was an independent non-executive director of China Energy Development Holdings Limited during the last three years.

執行董事

李文輝·BSB·MBA·DBA·55歲·本公司執行主席兼行政總裁及提名委員會主席·為本公司前任董事兼榮譽主席李永森先生及非執行董事余金霞女士之子·並為本集團執行董事李文彬先生之兄長·彼為本集團之聯營公司China Premium Lifestyle Enterprise, Inc.之主席兼行政總裁。

李博士負責制訂本集團之整體策略計劃及業務發展。李博士擁有32年經銷消費品之經驗，已任職本集團28年。彼獲美國明尼蘇達州大學頒發工商管理學士及碩士銜。

於2006年9月，李博士獲頒授「意大利團結星級司令勳章」。於2009年3月，李博士榮獲「第11屆世界傑出華人獎」及「美國加州國際大學榮譽商管博士」。

李文彬·BSc·MSc(密歇根大學)·MSc(史丹福大學)·53歲·自2002年1月起為本公司執行董事。李先生為李永森先生與余金霞女士之子，亦為李文輝博士之胞弟，負責本集團之策略策劃及開發新項目。彼在加盟本集團前，曾於蘋果電腦國際有限公司研發部任職系統軟件工程專家一職，為時5年。彼在擔任本職之前，曾於1991年至1997年期間積極參與本集團業務。

汪滌東·FCCA·CPA(執業)·55歲·自2004年6月起擔任本公司執行董事，並為本公司之首席財務官、公司秘書、授權代表以及薪酬委員會及提名委員會成員。彼亦為本集團之聯營公司China Premium Lifestyle Enterprise, Inc.之首席財務官及公司秘書。彼為英國特許公認會計師公會資深會員及香港會計師公會會員。彼於至祥置業有限公司擔任獨立非執行董事。於過去三年，汪先生曾擔任中國能源開發控股有限公司之獨立非執行董事。

EXECUTIVE DIRECTORS (Continued)

William Keith JACOBSEN, LLB (HKU), MBA (University of British Columbia in Canada), aged 45, was appointed as an Executive Director of the Company on January 1, 2012. He is the managing director, corporate finance of VMS Securities Limited. Mr. Jacobsen has more than 18 years of experience in corporate finance and business development.

Mr. Jacobsen is a director of Gustavo International Limited and Maini Investments Limited, both are private companies. He is also an independent non-executive director of Hycomm Wireless Limited, a company listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") with stock code 499 and abc Multiactive Limited, a company listed on the Growth Enterprise Market of the Stock Exchange with stock code 8131. He was also an independent non-executive director of King Stone Energy Group Limited, a company listed on the Stock Exchange with stock code 663 for the period from September 26, 2008 to September 30, 2011.

Kei Wah CHUA, BA (Columbia University), aged 38, was appointed as an Executive Director of the Company on January 1, 2012. He was an executive director, vice-chairman and alternate chairman of Radford Capital Investment Limited ("Radford"), a company listed on the Stock Exchange with stock code 901 from June 30, 2011 to October 20, 2011. He has over 16 years of experience in finance and investments, and has previously held senior management positions with several investment and operating companies.

Prior to joining Radford in June 2011, Mr. Chua was previously employed by Unitas Capital, JP Morgan Partners Asia and Cerberus Capital Management, managers of globally focused multi-billion dollar investment funds.

Mr. Chua was formerly a director of ASAT Holdings Limited, a public company listed on NASDAQ, from July 2005 to December 2009, and also served as its acting chief financial officer from September 2006 to July 2007.

執行董事 (續)

葉偉其·LLB (香港大學)·MBA (加拿大英屬哥倫比亞大學)·45歲·於2012年1月1日獲委任為本公司執行董事。彼為鼎珮證券有限公司(VMS Securities Limited)企業財務部之董事總經理。葉先生在企業融資及業務發展方面累積逾18年經驗。

葉先生為Gustavo International Limited及Maini Investments Limited (兩者均為私人公司)之董事。彼亦為華脈無線通信有限公司(一間於香港聯合交易所有限公司(「聯交所」)上市之公司·股份代號為499)·及辰罡科技有限公司(一間於聯交所創業板上市之公司·股份代號為8131)之獨立非執行董事。由2008年9月26日至2011年9月30日止期間·葉先生亦曾為金山能源集團有限公司(一間於聯交所上市之公司·股份代號為663)之獨立非執行董事。

蔡啟華·BA (哥倫比亞大學)·38歲·於2012年1月1日獲委任為本公司執行董事。彼由2011年6月30日至2011年10月20日期間為萊福資本投資有限公司(「萊福」)(一間於聯交所上市之公司·股份代號為901)之執行董事·副主席兼前任主席。彼於金融及投資方面擁有逾16年經驗·且曾擔任多間投資及營運公司之高級管理層職位。

於2011年6月加入萊福前·蔡先生曾任職於Unitas Capital·摩根大通亞洲投資基金以及Cerberus Capital Management (為全球知名數十億元投資基金之經理)。

蔡先生曾於2005年7月至2009年12月期間擔任ASAT Holdings Limited (一間於美國納斯達克上市之公眾公司)之董事·亦曾於2006年9月至2007年7月期間擔任其代理首席財務官。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Boon Seng TAN, M.A., Cambridge University, aged 56, has been an INED of the Company since April 1999 and is a member of each of the Audit Committee and the Nomination Committee and the Chairman of the Remuneration Committee of the Company. Mr. Tan is the chairman and managing director of Lee Hing Development Limited and a non-executive director of Genting Hong Kong Limited, both companies are listed on the Main Board of the Stock Exchange. He is also an executive director of IGB Corporation Berhad, a company listed on the stock exchange of Kuala Lumpur, Malaysia. He also holds directorships in many other companies.

Ying Kwan CHEUNG, FCCA, CPA, aged 52, has been an INED of the Company since November 2005 and is the Chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee of the Company. He is the finance manager of Carling Technology Limited and has over 25 years of experience in financial management for a number of corporations and listed companies. He is a fellow member of The Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. He is an independent non-executive director of Tian Shan Development (Holding) Limited.

Peter Pi Tak YIN, BA, MBA, PhD, aged 58, has been appointed as an INED since September 2009 and is a member of each of the Audit Committee and the Nomination Committee of the Company. He is the Marketing Vice President of Federal Express Corporation now based in Hong Kong. He has been with Federal Express for 28 years with ample experience in operational management, marketing and communications aspects and stationed in Singapore, Japan and Memphis, Tennessee, U.S.A..

NON-EXECUTIVE DIRECTOR

Kam Har YUE, aged 79, was involved in the policy making of the Group from 1962 to December 1989. She has been redesignated as a Non-executive Director of the Company since then to scrutinise the performance of management of the Company. She has over 37 years' experience in trading and distribution of consumer products. Ms. Yue is the spouse of Mr. Wing Sum LEE, who is a former Director and Honorary Chairman of the Company and the mother of Dr. Richard Man Fai LEE and Mr. Jeff Man Bun LEE, both of whom are Executive Directors of the Company.

獨立非執行董事

陳文生，M.A.（劍橋大學），56歲，自1999年4月起擔任本公司之獨立非執行董事，並為本公司審核委員會及提名委員會成員以及薪酬委員會主席。陳先生為利興發展有限公司之主席兼董事總經理及雲頂香港有限公司之非執行董事，此兩間公司均於香港聯合交易所有限公司主板上市。彼亦擔任馬來西亞吉隆坡證券交易所上市公司IGB Corporation Berhad之執行董事。彼並擔任多間公司之董事。

張應坤，FCCA、CPA，52歲，自2005年11月起擔任本公司之獨立非執行董事，並為本公司審核委員會主席以及薪酬委員會及提名委員會成員。彼為Carling Technology Limited之財務經理，並於多間企業及上市公司之財務管理領域積逾25年經驗。張先生為英國特許公認會計師資深會員及香港會計師公會會員。彼於天山發展（控股）有限公司擔任獨立非執行董事。

尹彼德，BA、MBA、PhD，58歲，自2009年9月起擔任本公司獨立非執行董事，並為本公司審核委員會及提名委員會成員。彼現任香港聯邦快遞公司之市場營銷部副總裁。彼在聯邦快遞任職28年，於營運管理、市場營銷及公關方面擁有豐富經驗，並曾派駐新加坡、日本及美國田納西州孟菲斯市。

非執行董事

余金霞，79歲，自1962年至1989年12月一直參與本集團之決策事宜，此後改任本公司之非執行董事，負責監察本公司管理層表現。彼於貿易及分銷消費者產品擁有逾37年經驗。余女士乃本公司前任董事兼榮譽主席李永森先生之配偶，並為本公司執行董事李文輝博士及李文彬先生之母親。

SENIOR MANAGEMENT

Herbert ADAMCZYK, aged 71, is the Managing Director of Technorient Limited, a subsidiary of our Group, and the Director and Chief Operating Officer of China Premium Lifestyle Enterprise, Inc., an associated company of the Group. He has 47 years' experience in the automotive trade in Hong Kong. He has a motor engineering background and has been with the Technorient Group for 29 years. He is an Executive Committee member of The Motor Traders Association of Hong Kong and The Italian Chamber of Commerce in Hong Kong and Macao.

John NEWMAN, aged 44, is Deputy Managing Director of Technorient Limited. He has 24 years' experience with blue chip sports and luxury car manufacturers and importers, and was a director of a successful motor racing team in Europe. He holds a Diploma in Business and Finance, is a qualified pilot and a member of the Institute of the Motor Industry in the United Kingdom. Experienced in sales, marketing, distribution, dealer development, media communications and customer relationship management, he has been with the Group since 2005.

Powell Kwok Chuen CHEUNG, MBA, aged 48, is the Deputy Director of the Group. He is also the directors of various subsidiaries of the Group. He has 23 years' sales and marketing experience in both industrial and consumer products. He has been with the Group for 20 years.

Terence Po Sheung WONG, aged 60, is the General Manager of Human Resources and Administration Department of the Group and Deputy Director of Auto Italia Limited. He has 41 years' experience in property management, distribution management, after-sales services and logistics management. He had been with the Group for 6 years from 1991 to 1997. He rejoined the Group in 2005 and has been with the Group for 6 years.

Kwang Liang CHIA, BSBA (Hons), aged 51, is a Director and General Manager of the subsidiary companies of the Group in Singapore. He also oversees the operation of the companies of the Group in Malaysia. He has over 25 years' corporate and financial management experience and has been with the Group for 18 years. Prior to joining the Group, he worked in KPMG Peat Marwick as an auditor for 5 years and a multinational company for 3 years. He is also an officer of the Singapore Arm Forces.

高層管理人員

Herbert ADAMCZYK (夏德成)，71歲，本集團之附屬公司勵安有限公司之董事長，並為本集團之聯營公司China Premium Lifestyle Enterprise, Inc.之董事兼營運總裁。彼於香港汽車貿易累積47年經驗。彼擁有汽車工程學歷，已任職勵安集團29年。彼為香港汽車商會及The Italian Chamber of Commerce in Hong Kong and Macao之執行委員會成員。

John NEWMAN，44歲，為勵安有限公司之副董事總經理。彼於藍籌跑車及豪華汽車製造及進口行業擁有24年經驗，並曾擔任一個成功歐洲賽車隊主管。彼持有商業及財務學文憑，為合資格飛機機師及英國汽車工業學會會員。彼於銷售、市場推廣、分銷、代理商拓展、媒體傳訊及客戶關係管理等領域具有豐富經驗，並自2005年起任職本集團。

張國存，MBA，48歲，本集團副董事，並為本集團多間附屬公司之董事。彼於工業及消費產品方面擁有23年銷售及推銷經驗。彼已任職本集團20年。

黃寶驥，60歲，本集團人力資源及行政部總經理及快意汽車有限公司副董事。彼於房地產管理、分銷管理、售後服務及物流管理方面擁有41年經驗。彼曾於1991年至1997年期間任職本集團為時6年。彼於2005年重返本集團，並已任職本集團6年。

謝光亮，BSBA (Hons)，51歲，兼任多間本集團於新加坡之附屬公司董事及總經理。同時彼亦主管本集團多間馬來西亞公司之營運。彼於企業及財務管理方面擁有逾25年經驗，在本集團已任職18年。彼在加入本集團前，於畢馬威擔任核數師5年及於一間跨國公司工作3年。彼亦為新加坡武裝部隊之現役軍官。

The Directors present to shareholders this annual report and audited financial statements for the financial year ended December 31, 2011 of the Company and its subsidiaries (together, the "Group").

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company.

Its subsidiaries are principally engaged in the import, marketing and distribution of cars, electrical appliances and fashion apparels and accessories. The activities and other particulars of the principal subsidiaries are set out in note 49 to the financial statements.

SEGMENTAL INFORMATION

Details of segmental information are set out in note 6 to the financial statements.

GROUP RESULTS

The consolidated income statement is set out on page 48 and further analysis is given in the accompanying notes to the financial statements.

DIVIDENDS

The Directors do not recommend the payment of a final dividend (2010: nil) for the year ended December 31, 2011. No interim dividend was paid during the year (2010: nil).

GROUP FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 6.

SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the share capital of the Company during the year are set out in note 35 to the financial statements. Information about the share options of the Company and details of movements in the share options of the Company during the year are set out in the "Share Option Information" section in this Annual Report and in note 47 to the financial statements.

董事向各股東提呈本年報及截至2011年12月31日止財務年度之本公司及其附屬公司(統稱為「本集團」)經審核財務報表。

主要業務

本公司為一家投資控股公司。

其附屬公司主要經營入口、市場推廣及分銷汽車、電器及時裝及配飾。各主要附屬公司之業務及其他資料載列於財務報表附註49。

分類資料

分類資料詳情載列於財務報表附註6。

集團業績

綜合損益表載列於第48頁，其進一步分析則一併載列於財務報表附註內。

股息

董事會並不建議就截至2011年12月31日止年度派發末期股息(2010年：無)。本年內並無派發中期股息(2010年：無)。

集團財務摘要

本集團於過去5個財政年度之業績、資產及負債之摘要載列於第6頁內。

股本及優先認股權

本年度本公司股本之變動詳情載列於財務報表附註35。本年度有關本公司優先認股權資料及其優先認股權之變動詳情載列於本年報「優先認股權資料」一節內及財務報表附註47。

RESERVES

Details of movements in reserves of the Group and of the Company during the year are set out in the consolidated statement of changes in equity on pages 53 to 54 of this Annual Report and in note 36 to the financial statements respectively.

PROPERTY, PLANT AND EQUIPMENT

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

DONATIONS

During the year, the Group made charitable and other donations of HK\$160,000 (2010: HK\$254,000).

BORROWINGS

Details of the Group's borrowings are set out in note 32 to the financial statements. No interest was capitalised by the Group during the year.

MAJOR CUSTOMERS AND SUPPLIERS

The Group's five largest suppliers accounted for 56.6% of the Group's purchases during the year, 22.5% being attributable to the largest supplier. The percentage of turnover attributable to the Group's five largest customers is less than 30% during the year.

As far as the Directors are aware, no Director of the Company, their associates or any shareholder (who to the knowledge of the Directors owns more than 5% of the Company's share capital) has interest in the Group's five largest suppliers.

CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

There was no contract of significance between the Company or any of its subsidiary companies, and a controlling shareholder or any of its subsidiaries for the year ended December 31, 2011.

There was no contract of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder or any of its subsidiaries for the year ended December 31, 2011.

儲備

本年度本集團及本公司儲備之變動情況分別詳載於本年報第53至54頁之綜合權益變動表及財務報表附註36。

物業、廠房及設備

本年度本集團及本公司之物業、廠房及設備之變動情況詳載於財務報表附註15。

捐款

本年度本集團之慈善及其他捐款總額為160,000港元(2010年:254,000港元)。

貸款

本集團貸款之詳情載列於財務報表附註32。本年度本集團並無將利息資本化。

主要客戶及供應商

本年度本集團之5大供應商佔本集團採購額之56.6%，其中最大供應商佔22.5%。本年度來自本集團5大客戶之營業額佔本集團總營業額不足30%。

據董事所知，概無本公司董事、彼等之聯繫人士或任何股東(據董事知悉擁有本公司股本5%以上)於本集團5大供應商中擁有權益。

控股股東在合約上之利益

截至2011年12月31日止年度，本公司或其任何附屬公司與控股股東或其任何附屬公司並無簽訂任何重大合約。

截至2011年12月31日止年度，並無簽訂任何由控股股東或其附屬公司向本公司或其任何附屬公司提供服務之重要合約。

DIRECTORS

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

Executive Directors

Dr. Richard Man Fai LEE
(Executive Chairman and Chief Executive Officer)
Mr. Jeff Man Bun LEE
Mr. Tik Tung WONG
Mr. William Keith JACOBSEN (Note)
Mr. Kei Wah CHUA (Note)

Non-executive Director

Ms. Kam Har YUE

INEDs

Mr. Boon Seng TAN
Mr. Ying Kwan CHEUNG
Mr. Peter Pi Tak YIN

Note:

Mr. William Keith JACOBSEN and Mr. Kei Wah CHUA were appointed as Executive Directors of the Company with effect from January 1, 2012.

In accordance with Bye-law No.99 of the Bye-laws of the Company, Mr. Boon Seng TAN and Ms. Kam Har YUE will retire from office by rotation at the forthcoming Annual General Meeting and, being eligible, shall offer themselves for re-election.

According to Bye-law No.99(A) of the Bye-laws of the Company, no Director holding the office of chairman or managing director shall be subject to retirement by rotation as provided in the Bye-laws of the Company. However, in order to comply with Code Provision A.4.2 of the Code on Corporate Governance Practices set out in Appendix 14 to the Rules Governing the Listing Securities on the Stock Exchange (the "Listing Rules") that every director, including those appointed for specific term, should be subject to retirement by rotation as least once every three years, Dr. Richard Man Fai LEE, being the Executive Chairman of the Company, will retire voluntarily from office at the forthcoming Annual General Meeting and, being eligible, offer himself for re-election.

董事

本年度內及直至本報告日期任職本公司董事之芳名如下：

執行董事

李文輝博士
(執行主席兼行政總裁)
李文彬先生
汪滌東先生
葉偉其先生(附註)
蔡啟華先生(附註)

非執行董事

余金霞女士

獨立非執行董事

陳文生先生
張應坤先生
尹彼德先生

附註：

葉偉其先生及蔡啟華先生獲委任為本公司執行董事，並於2012年1月1日起生效。

根據本公司之公司細則第99條，陳文生先生及余金霞女士將在應屆股東週年大會上輪席告退，惟合資格並願意接受膺選連任。

根據本公司之公司細則第99(A)條，擔任主席或董事總經理之董事無須按公司細則輪席告退。但是，為符合聯交所證券上市規則(「上市規則」)附錄14載列之企業管治常規守則第A.4.2條，即每名董事(包括有指定任期的董事)應輪席告退，至少每3年1次，現任公司執行主席李文輝博士在即將舉行之股東週年大會自願告退，惟合資格並願意接受膺選連任。

DIRECTORS (Continued)

In accordance with Bye-law No.102(B) of the Bye-laws of the Company, Messrs. William Keith JACOBSEN and Kei Wah CHUA, all of whom were appointed as Executive Directors of the Company effective from January 1, 2012, will hold their offices until the forthcoming Annual General Meeting and, be eligible, shall offer themselves for re-election.

The INEDs are subject to retirement by rotation in accordance with the Company's Bye-laws. The Company has received from each INED a confirmation of his independence pursuant to the independence assessing factors guidelines set out in Rule 3.13 of the Listing Rules on the Stock Exchange. The Company considers the INEDs to be independent.

DIRECTORS' SERVICE CONTRACTS

None of the Directors who is proposed for re-election at the forthcoming Annual General Meeting has an unexpired service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

Dr. Richard Man Fai LEE entered into a service agreement with the Company for a term of 3 years commencing from April 1, 2002 and a supplemental service agreement on July 27, 2011 and shall be renewable automatically by 3 years upon expiration of such term and every successive period of 3 years thereafter unless and until terminated by either party giving to the other 6 months' notice in writing or pay-in-lieu.

Mr. Jeff Man Bun LEE entered into a service agreement with the Company for a term of 1 year commencing from January 21, 2002 and the appointment continues thereafter unless and until terminated by either party giving to the other 3 months' notice in writing or pay-in-lieu.

Save as disclosed, there is no other Director's service contract which is exempted under Rule 13.69 of the Listing Rules or not determinable within one year without payment of compensation (other than statutory compensation).

董事 (續)

根據本公司之公司細則第102(B)條，於2012年1月1日獲委任為本公司執行董事之葉偉其先生及蔡啟華先生將在應屆股東週年大會上任滿，惟合資格並願意接受膺選連任。

獨立非執行董事須依據本公司之公司細則輪席告退。根據聯交所上市規則第3.13條獨立性評估因素指引，本公司已收到每位獨立非執行董事確認其乃屬獨立。本公司認為該等獨立非執行董事確屬獨立人士。

董事之服務合約

在即將召開之股東週年大會上獲提名連任之董事概無與本公司訂立任何本公司如在1年內終止聘用，必須作出賠償（法定賠償除外）之服務合約。

李文輝博士與本公司訂立由2002年4月1日開始為期3年之服務合約及日期為2011年7月27日之補充服務協議，是項委任此後將於該任期終止後自動續期3年及往後每連續3年續期，除其中一方提前6個月發出書面通知或代通知金予對方終止有關委任為止。

李文彬先生與本公司訂立為期1年之服務合約，並於2002年1月21日開始，且是項委任此後持續有效，除其中一方提前3個月發出書面通知或代通知金予對方終止有關委任為止。

除上文所披露者外，並沒有其他董事服務合約根據上市規則第13.69條獲得豁免，亦沒有其他董事服務合約屬僱主在一年內不可在不予賠償（法定賠償除外）的情況下終止者。

DIRECTORS' INTERESTS IN SECURITIES

At December 31, 2011, the interests and short positions of each Director and 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 required to be kept under Section 352 of the SFO; or are required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, to be notified to the Company and the Stock Exchange are as follows:

(a) Beneficial interests and short positions in the shares of the Company at December 31, 2011:

董事之證券權益

於2011年12月31日，本公司各董事及主要行政人員於本公司或任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中擁有根據證券及期貨條例第352條須記入登記冊；或根據上市公司董事進行證券交易的標準守則須知會本公司及聯交所之權益及淡倉如下：

(a) 於2011年12月31日，於本公司股份之實益權益及淡倉：

Director 董事	Number of ordinary shares of HK\$0.02 each ("Share(s)") 每股面值0.02港元普通股股份（「股份」）數目				Total interests 權益總計
	Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益		
Dr. Richard Man Fai LEE 李文輝博士	205,718,625	—	582,801,420 (Note 1) (附註1)		788,520,045
Mr. Jeff Man Bun LEE 李文彬先生	19,651,400	—	591,475,730 (Notes 1 & 2) (附註1及2)		611,127,130
Mr. Tik Tung WONG 汪滌東先生	13,500,000	—	—		13,500,000
Mr. Boon Seng TAN 陳文生先生	1,020,000	—	—		1,020,000
Mr. Ying Kwan CHEUNG 張應坤先生	2,820,000	—	—		2,820,000
Mr. Peter Pi Tak YIN 尹彼德先生	2,500,200	—	—		2,500,200
Ms. Kam Har YUE 余金霞女士	47,078,295	—	582,801,420 (Note 1) (附註1)		629,879,715

DIRECTORS' INTERESTS IN SECURITIES (Continued)

董事之證券權益 (續)

Notes:

1. The 582,801,420 Shares are held by Modern Orbit Limited, which is wholly owned by Cyber Tower (PTC) Inc. as trustee of The W S Lee Unit Trust. 99% of the units of The W S Lee Unit Trust are held by a discretionary trust of which Mr. Wing Sum LEE's family members including Ms. Kam Har YUE, Dr. Richard Man Fai LEE and Mr. Jeff Man Bun LEE are among the beneficiaries. The remaining 1% of the units of The W S Lee Unit Trust is held by Skylink International Asset Corporation, a company incorporated in the British Virgin Islands and owned by Ms. Kam Har YUE, Dr. Richard Man Fai LEE and Mr. Jeff Man Bun LEE, all of whom are Directors of the Company.
2. The 591,475,730 Shares included 8,674,310 Shares which is held by Fisherman Enterprises Inc., a company incorporated in the British Virgin Islands and wholly owned by Mr. Jeff Man Bun LEE.

All interests in the Shares are long positions. None of the Directors held any short position in the Shares.

- (b) Beneficial interests and short positions in underlying shares of equity derivatives of the Company at December 31, 2011 are disclosed in the section headed "Share Option Information" of this Annual Report.

附註：

1. 該582,801,420股股份由Modern Orbit Limited持有。Modern Orbit Limited由Cyber Tower (PTC) Inc. 作為The W S Lee Unit Trust之信託人全資擁有。The W S Lee Unit Trust之99%基金單位由一項全權信託所持有，其中李永森先生之家庭成員（其中包括余金霞女士、李文輝博士及李文彬先生）為該全權信託之受益人。The W S Lee Unit Trust其餘1%基金單位由Skylink International Asset Corporation持有，該公司於英屬處女群島註冊成立，由余金霞女士、李文輝博士及李文彬先生（全部均為本公司董事）擁有。
2. 該591,475,730股股份當中8,674,310股股份由Fisherman Enterprises Inc.持有，該公司於英屬處女群島註冊成立，由李文彬先生全資擁有。

股份中所有權益均為好倉。各董事概無於股份中持有任何淡倉。

- (b) 於2011年12月31日，本公司之股本衍生工具之相關股份之實益權益及淡倉在本年報「優先認股權資料」一節內予以披露。

DIRECTORS' INTERESTS IN SECURITIES (Continued)

董事之證券權益 (續)

(c) Beneficial interests and short positions in shares in associated corporations at December 31, 2011:

(c) 於2011年12月31日，於相聯法團股份之實益權益及淡倉：

Director 董事	Associated corporations in which shares or equity interests are held or interested 持有或擁有股份或 股本權益之相關法團	Number of shares or amount of equity interests held or interested in 持有或擁有之 股份數目或 股本權益數額	Class and/or description of shares/interests 股份／權益類別及／或概況
Ms. Kam Har YUE 余金霞女士	Rogers Entertainment International Limited 樂爵士娛樂國際有限公司	34,335	Non-voting deferred shares 無投票權遞延股
	Shinwa Engineering Company, Limited 信和工程有限公司	3,850,000	Non-voting deferred shares 無投票權遞延股
	Wo Kee Hong Limited 和記電業有限公司	8,900 (Note 1) (附註1)	Non-voting deferred shares 無投票權遞延股
	Wo Kee Services Limited 和記電器服務有限公司	1 (Note 2) (附註2)	Non-voting deferred share 無投票權遞延股

Notes:

附註：

- The 8,900 shares include 8,500 shares held by Mr. Wing Sum LEE, the spouse of Ms. Kam Har YUE.
- The 1 share is held by Mr. Wing Sum LEE, the spouse of Ms. Kam Har YUE.

- 該8,900股股份包括由余金霞女士之配偶李永森先生持有之8,500股股份。
- 該1股股份由余金霞女士之配偶李永森先生持有。

All interests in the shares are long positions. None of the Directors held any short position in the shares.

股份中所有權益均為好倉。概無董事於股份中持有任何淡倉。

DIRECTORS' INTERESTS IN ASSETS AND/OR ARRANGEMENT

董事於資產之權益及／或安排

At December 31, 2011, save as those disclosed in "Directors' Interests in Contracts" in this Directors' Report, none of the Directors had any other direct or indirect interest in any assets which have been acquired or disposed of by or leased to any members of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.

於2011年12月31日，除董事會報告所披露之「董事在合約上之利益」外，並無任何董事於已收購或出售或租賃予本集團任何成員之資產，或於擬收購或出售或租賃予本集團任何成員之任何資產中享有任何其他直接或間接權益。

DIRECTORS' INTERESTS IN ASSETS AND/OR ARRANGEMENT (Continued)

At December 31, 2011, save as those disclosed in "Directors' Interests in Contracts" in this Directors' Report, there is no other contract or arrangement subsisting in which a Director was materially interested and which was significant in relation to the business of the Group as a whole.

DIRECTORS' INTERESTS IN CONTRACTS

There was no contract of significance in relation to the Group business, to which the Company or any of its subsidiaries was a party and in which a Director had, whether directly or indirectly, a material interest subsisting at the end of the year or at any time during the year ended December 31, 2011.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors of the Company (other than INEDs) is interested in any business apart from the Company's business, which competes or is likely to compete, either directly or indirectly, with the Company's business.

CONVERTIBLE LOAN NOTE

All convertible loan note issued by the Company had been fully converted by the bondholder during the year ended December 31, 2011.

Details of movement in the convertible loan note are shown in note 33 to the financial statements.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SECURITIES

Save as disclosed below and in the section headed "Directors' Interests in Securities" in this Directors' Report, at December 31, 2011, so far as is known to the Directors, no other person had, or was deemed or taken to have an interest or short position of 5% or more of the interests in the Shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

董事於資產之權益及／或安排 (續)

於2011年12月31日，除董事會報告所披露之「董事在合約上之利益」外，並無任何董事於本集團整體業務有重要影響之其他合約或安排中享有重大利益。

董事在合約上之利益

本公司或其任何附屬公司於本年底或截至2011年12月31日止年度內任何時間，並無簽訂任何與本集團業務有關而董事在其中直接或間接享有重大利益之重要合約。

董事在競爭行業之權益

除本公司之業務外，本公司各董事（獨立非執行董事除外）概無在任何與本公司業務有直接或間接競爭或可能有競爭之業務中擁有權益。

可換股貸款票據

截至2011年12月31日止年度內，全部本公司所發行之可換股貸款票據已獲票據持有人全部兌換。

可換股貸款票據變動之詳情載於財務報表附註33。

主要股東於證券之權益

除下文及於董事會報告之「董事之證券權益」一節所披露外，於2011年12月31日，就董事所知，概無其他人士於本公司股份或相關股份中擁有或被視為或當作擁有5%或以上之權益或淡倉，而須根據證券及期貨條例第336條記入登記冊內：

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SECURITIES (Continued)

主要股東於證券之權益 (續)

Shareholder 股東	Number of Shares 股份數目	Number of underlying shares of equity derivatives 相關股本衍生工具 之相關股份數目	Approximate % of the total issued Shares [#] 佔已發行股本總數之 概約百分比 [#]
Modern Orbit Limited	582,801,420 (Note 1) (附註1)	—	23.70%
Cyber Tower (PTC) Inc.	582,801,420 (Note 1) (附註1)	—	23.70%
HSBC International Trustee Limited	582,801,420 (Notes 1 & 2) (附註1及2)	—	23.70%
Mr. Wing Sum LEE (Note 3) 李永森先生 (附註3)	629,879,715	—	25.62%
Ms. Yong YANG (Note 4) 楊泳女士 (附註4)	611,127,130	—	24.85%
Gustavo International Limited	197,000,000 (Notes 5 & 6) (附註5及6)	—	8.01%
Maini Investments Limited	197,000,000 (Notes 5 & 6) (附註5及6)	—	8.01%
VMS Investment Group Limited	218,000,000 (Notes 5 & 6) (附註5及6)	—	8.87%
Ms. Viola Siu Hang MAK 麥少嫻女士	218,000,000 (Notes 5 & 6) (附註5及6)	—	8.87%

[#] Based on the total issued shares of 2,458,918,550 of the Company at December 31, 2011.

[#] 基於本公司截至2011年12月31日止的全部已發行股份2,458,918,550股。

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SECURITIES (Continued)

Notes:

1. The 582,801,420 Shares are held by Modern Orbit Limited which is wholly owned by Cyber Tower (PTC) Inc. as trustee of The W S Lee Unit Trust. 99% of the units of The W S Lee Unit Trust are held by a discretionary trust of which Mr. Wing Sum LEE's family members including Ms. Kam Har YUE, Dr. Richard Man Fai LEE and Mr. Jeff Man Bun LEE are among the beneficiaries. The remaining 1% of the units of The W S Lee Unit Trust is held by Skylink International Asset Corporation, a company incorporated in the British Virgin Islands and owned by Ms. Kam Har YUE, Dr. Richard Man Fai LEE and Mr. Jeff Man Bun LEE, all of whom are Directors of the Company. The 582,801,420 Shares held by Modern Orbit Limited duplicates with each of the 582,801,420 Shares held by Cyber Tower (PTC) Inc., HSBC International Trustee Limited, Mr. Wing Sum LEE, and Ms. Yong YANG as set out in this section.
2. HSBC International Trustee Limited is the trustee of the discretionary trust which holds 99% of the units of The W S Lee Unit Trust.
3. Mr. Wing Sum LEE is the spouse of Ms. Kam Har YUE, a non-executive Director of the Company.
4. Ms. Yong YANG is the spouse of Mr. Jeff Man Bun LEE, an executive Director of the Company.
5. The 197,000,000 Shares are held by Gustavo International Limited which is approximately 80% owned by Maini Investments Limited, a wholly owned subsidiary of VMS Investment Group Limited which is in turn wholly-owned by Ms. Viola Siu Hang MAK. The 197,000,000 Shares held by Gustavo International Limited duplicates with each of the 197,000,000 Shares held by Maini Investments Limited, VMS Investment Group Limited and Ms. Viola Siu Hang MAK as set out in this section.
6. So far as is known to the Directors and based on the public disclosure form dated September 15, 2011 submitted by Gustavo International Limited to the Securities and Futures Commission pursuant to Rule 22 of the Hong Kong Code on Takeovers and Mergers, Gustavo International Limited held 203,150,000 Shares currently.

All interests in Shares and underlying shares of equity derivatives of the Company are long positions. None of the substantial shareholders held any short positions in the Shares or underlying shares of equity derivatives of the Company.

主要股東於證券之權益 (續)

附註：

1. 該582,801,420股股份由Modern Orbit Limited持有。Modern Orbit Limited由Cyber Tower (PTC) Inc.作為The W S Lee Unit Trust之信託人全資擁有。The W S Lee Unit Trust之99%基金單位由一項全權信託所持有，其中李永森先生之家庭成員（當中包括余金霞女士、李文輝博士及李文彬先生）為該全權信託之受益人。The W S Lee Unit Trust其餘1%基金單位由Skylink International Asset Corporation持有，該公司於英屬處女群島註冊成立，由余金霞女士、李文輝博士及李文彬先生（全部均為本公司董事）擁有。由Modern Orbit Limited持有之582,801,420股股份分別與於本部份所載之Cyber Tower (PTC) Inc.、HSBC International Trustee Limited、李永森先生及楊泳女士持有之582,801,420股股份重疊。
2. HSBC International Trustee Limited是持有The W S Lee Unit Trust 99%基金單位之全權信託之受託人。
3. 李永森先生為本公司非執行董事余金霞女士之配偶。
4. 楊泳女士為本公司執行董事李文彬先生之配偶。
5. 該197,000,000股股份由Gustavo International Limited持有，而Maini Investments Limited（為VMS Investment Group Limited之全資附屬公司，而VMS Investment Group Limited則由麥少嫻女士全資擁有）則持有其約80%權益。由Gustavo International Limited持有之197,000,000股股份分別與於本部份所載之Maini Investments Limited、VMS Investment Group Limited及麥少嫻女士持有之197,000,000股股份重疊。
6. 以董事目前所知悉及以Gustavo International Limited根據香港公司收購及合併守則規則22向證券及期貨事務監察委員會提交日期為2011年9月15日之公開披露表格，Gustavo International Limited現持有203,150,000股股份。

於股份及本公司股本衍生工具之相關股份之所有權益皆為好倉。概無主要股東於股份及本公司股本衍生工具之相關股份中持有任何淡倉。

PUBLIC FLOAT

As at the date of this Annual Report, based on information that is publicly available to the Company, the Directors acknowledge that more than 25% of the issued share capital of the Company is held by the public.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

During the year ended December 31, 2011, the Company and its subsidiaries have not repurchased, sold or redeemed any of the Company's securities during the year.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Bye-laws or the laws in Bermuda although there is no restriction against such rights under the laws in Bermuda.

AUDITORS

The financial statements for the year were audited by HLB Hodgson Impey Cheng whose term of office will expire upon the forthcoming annual general meeting. In March 2012, the practice of HLB Hodgson Impey Cheng was reorganized as HLB Hodgson Impey Cheng Limited. A resolution for the appointment of HLB Hodgson Impey Cheng Limited as the auditors of the Company for the subsequent year is to be proposed at the forthcoming annual general meeting.

For and on behalf of the Board of Directors

Dr. Richard Man Fai LEE
Executive Chairman & CEO

Hong Kong, March 28, 2012

公眾持股量

於本年報日，本公司依據已公開的資料，董事確認本公司25%以上之已發行股本由公眾持有。

證券之購買、出售或贖回

於截至2011年12月31日止年度，本公司及其附屬公司並無回購、出售或贖回本公司之任何證券。

先買權

儘管百慕達法例在先買權上並無設立限制，本公司之公司細則或百慕達法例並無有關先買權之條文。

核數師

本年度之財務報表經由國衛會計師事務所審核，彼於即將舉行之股東週年大會上任滿。國衛會計師事務所於2012年3月重組為國衛會計師事務所有限公司。本公司將於即將舉行之股東週年大會上提呈一項決議案委任國衛會計師事務所有限公司為本公司來年之核數師。

代表董事會

執行主席兼行政總裁
李文輝博士

香港，2012年3月28日

Maintaining an effective and solid corporate governance framework is one of the top priorities of the Company. This includes informing our shareholders of our corporate practices in our Annual Report. We have complied with all the provisions of the Code on Corporate Governance Practices (the "CG Code") contained in Appendix 14 to the Listing Rules throughout the year ended December 31, 2011, except for deviation from Code Provision A.2.1 which is explained in the following relevant paragraphs.

The corporate governance principles of the Company emphasize a quality board, sound internal control, and transparency and accountability to all shareholders.

A. DIRECTORS

A.1 The Board

We are governed by the Board which assumes the responsibility for leadership and control of the Company. Our Directors are collectively responsible for promoting the success of the Company by directing and supervising the affairs of the Company.

The Board meets regularly, normally four times each year at approximately once every three months and additional meetings will be arranged if and when necessary. Notice of each regular Board meeting will be given to all Directors at least fourteen days before the meeting. Special Board meetings will be held as and when necessary. Matters on transactions where Directors are considered having conflict of interests or material interests will not be dealt with by way of written resolutions and a separate Board meeting shall be held where INEDs who have no material interests shall be present in the meeting. In addition, Directors considered having conflict of interests or material interests in the matters before the Board are required to declare their interests and abstain from voting for the relevant resolution.

Appropriate notices are given to all Directors for attending regular Board meetings and other meetings. A package containing agenda and all the relevant information is normally despatched to the Directors three days in advance of the relevant meetings.

保持一個有效及穩固之企業管治架構乃本公司最優先考慮事項之一。此舉包括於本公司年報中向本公司股東告知本公司企業常規。於截至2011年12月31日止年度，本公司一直遵守上市規則附錄14載列之《企業管治常規守則》（「企業管治守則」）全部條文，惟偏離守則條文第A.2.1條。於下文有關段落會說明此項偏離。

本公司企業管治原則強調高素質之董事會、穩健之內部監控，具透明度，及向全體股東問責。

A. 董事

A.1 董事會

本公司由負責領導及管理之董事會管治。本公司董事集體負責指導及監督本公司事務以促使本公司成功。

董事會定期開會，通常每年召開4次，大約每3個月1次。倘若或當有需要時亦另安排會議。每次召開董事會定期會議時，均於有關會議舉行前最少14天通知董事。有需要時將舉行特別董事會會議。當董事被認為於交易事項有利益衝突或擁有重大利益，該事項不會以書面決議案處理，而須舉行個別董事會會議，在交易中沒有擁有重大利益之獨立非執行董事須出席該會議。此外，當董事被認為與董事會審議事項有利益衝突或擁有重大利益，須申報其利益並放棄表決有關決議案。

於董事會定期會議及其他會議前均向所有董事發出適當通知。通常於相關會議日期的3天前向董事發出議程及所有相關資料。

A. DIRECTORS (Continued)

A.1 The Board (Continued)

Board meetings involve the active participation, either in person or through electronic means of communication, of a majority of Directors. The Company Secretary assists the Executive Chairman in preparing the meeting agenda, and each Director may request the inclusion of items in the agenda. Directors are also consulted on matters to be included in the agenda for all regular Board meetings.

Minutes of the Board meetings are recorded in detail and draft minutes are circulated to all Directors for review and comment within a reasonable time after the Board meetings are held. All the minutes of the meetings are properly kept by the Company Secretary after approved and are available for inspection by the Directors during normal office hours.

The Board met six times in 2011. The attendance of individual Director at these Board meetings is as below:

Name of Director	董事姓名	Number of meeting attended/held 會議出席／舉行次數	Attendance rate 出席率
<i>Executive Directors:</i>			
Dr. Richard Man Fai LEE	李文輝博士	6/6	100%
Mr. Jeff Man Bun LEE	李文彬先生	6/6	100%
Mr. Tik Tung WONG	汪滌東先生	6/6	100%
<i>Non-executive Director:</i>			
Ms. Kam Har YUE	余金霞女士	2/6	33%
<i>INEDs:</i>			
Mr. Boon Seng TAN	陳文生先生	2/6	33%
Mr. Ying Kwan CHEUNG	張應坤先生	6/6	100%
Mr. Peter Pi Tak YIN	尹彼德先生	4/6	67%

The Company has also taken out appropriate insurance cover for our Directors in respect of legal actions taken against Directors and officers. The Board reviews the extent of the insurance cover every year.

A. 董事 (續)

A.1 董事會 (續)

董事會會議均由大部份董事親身出席或透過電子通訊方法積極參與。公司秘書協助執行主席準備會議議程，各位董事皆可要求將商討事項列入議程。就所有董事會定期會議而言，擬商討事項亦會在徵詢董事意見後方列入議程。

董事會會議均作詳細記錄。而會議記錄的草稿均於董事會會議結束後之合理時間內供所有董事傳閱，並表達意見。所有會議記錄經批准後由公司秘書妥善保存，並供董事於正常辦公時間查閱。

2011年董事會舉行了6次會議。各董事於該等董事會會議之出席率如下：

本公司亦為其董事購買適當保險，以為董事及高級職員所面對法律行動提供保障。董事會每年檢討保險受保範圍。

A. DIRECTORS (Continued)

A.2 Chairman and Chief Executive Officer

Code provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

Dr. Richard Man Fai LEE is the Executive Chairman and Chief Executive Officer of the Company. Dr. LEE has extensive experience in marketing consumer products and is responsible for the overall strategic planning and business development of the Group. The Board considers that vesting the roles of Chairman and Chief Executive Officer simultaneously by Dr. LEE is beneficial to the business prospects and management of the Group. The Board considers that this structure will not impair the balance of power and authority between the Board and the management. This is because the Board has adopted clear guidelines as to the power and authority of the Board and the management. There are guidelines as to the power and duties of Chief Executive Officer. The details were set out fully in the corporate governance report in the Company's 2005 annual report.

In addition, the Board which comprises experienced and high caliber individuals meets regularly to discuss issues and operation of the Group. The Board believes that this structure is conducive to strong and consistent leadership, enabling the Group to make and implement decisions promptly and efficiently.

As Executive Chairman of the Company, Dr. Richard Man Fai LEE has to ensure that all Directors are properly briefed on issues arising at Board meetings and that Directors receive adequate information, which must be complete and reliable, in a timely manner.

A. 董事 (續)

A.2 主席及行政總裁

企業管治守則守則條文第A.2.1條規定，主席與行政總裁的角色應有區分，並不應由同一人同時兼任。

李文輝博士為本公司執行主席兼行政總裁。李博士對消費品推廣擁有豐富經驗，並負責制訂本集團之整體策略計劃及業務發展。董事會認為李博士同時出任主席及行政總裁之角色有利於本集團之業務前景及管理。董事會認為此架構不會影響董事會與管理層之間之權力及授權均衡，因為董事會已就董事會與管理層之權力及職權採納清晰指引。對於行政總裁之權力及職責亦訂有指引。其全文已刊載於本公司2005年年報的企業管治報告內。

此外，由擁有經驗及才幹之人士組成之董事會定期開會討論本集團之業務及運作。董事會相信，此結構有助於加強及維持一致之領導，使本集團得以迅速和有效地制定及實施決策。

作為本公司執行主席，李文輝博士須確保所有董事能妥善地獲得董事會會議上討論問題之通報，所有董事能適時地收到充份資料，而該等資料必須完整可靠。

A. DIRECTORS (Continued)

A.3 Board Composition

Currently, the Board comprises nine Directors, including five Executive Directors, one Non-executive Director and three INEDs. The Listing Rules require every listed issuer to have at least three INEDs, at least one of whom must have appropriate professional qualifications, or accounting or related financial management expertise. Mr. Ying Kwan CHEUNG, one of the INEDs, is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. Each of the three INEDs has confirmed his independence in accordance with Rule 3.13 of the Listing Rules annually.

Two of the five Executive Directors and the Non-executive Director are family members. Dr. Richard Man Fai LEE and Mr. Jeff Man Bun LEE, both of whom are Executive Directors, are the sons of Ms. Kam Har YUE, a Non-executive Director, and brothers. Save as those disclosed herein, Board members do not have any family, financial or business relations with each other.

The biographies of our Directors are set out in the "Directors and Senior Management Profiles" section in this Annual Report. Details of the biographies of the Directors seeking re-election at the forthcoming Annual General Meeting to be held on May 28, 2012 are set out in the circular issued by the Company and sent to our shareholders together with this Annual Report. The Company also maintains on its website, <http://www.wokeehong.com.hk>, an updated biography of each of the Directors.

A. 董事 (續)

A.3 董事會組成

現時董事會由9名董事組成，其中執行董事5名，非執行董事1名，獨立非執行董事3名。上市規則要求每個上市發行人至少擁有3名獨立非執行董事，其中至少1名必須擁有適當專業資格或會計或相關財務管理專業技能。其中一位獨立非執行董事張應坤先生為英國特許公認會計師公會資深會員及香港會計師公會會員。3名獨立非執行董事每年均各自按照上市規則第3.13條確認其獨立性。

5名執行董事的其中2名及1名非執行董事為家族成員關係。李文輝博士及李文彬先生（均為執行董事）乃為余金霞女士（非執行董事）的兒子，互為兄弟關係。除於此披露者外，董事會成員之間並無任何家族、財務或業務關係。

本公司各董事之履歷載列於本年報「董事及高層管理人員簡介」一節。擬於應屆股東週年大會（2012年5月28日舉行）膺選連任之董事之履歷詳情載列於本公司刊發，並與本年報一併寄發予本公司股東之通函內。本公司亦於其網頁<http://www.wokeehong.com.hk>上載列董事履歷之最新資料。

A. DIRECTORS (Continued)

A.4 Appointments, re-election and removal of Directors

Non-executive Directors of the Company are appointed for a specific term of two years, subject to re-election in accordance with the Bye-laws of the Company. All Directors, including those appointed for a fixed term, except for Dr. Richard Man Fai LEE, the Executive Chairman and Chief Executive Officer of the Company, are subject to the retirement by rotation provisions in the Bye-laws of the Company. A Director appointed by the Board to fill a casual vacancy or as an addition shall hold office until the next general meeting.

According to the Company's Bye-laws, no director holding the office of chairman or managing director shall be subject to retirement by rotation provisions. In order to comply with Code Provision A.4.2 of the CG Code that every director should be subject to retirement by rotation at least once every three years, Dr. Richard Man Fai LEE, the Executive Chairman and Chief Executive Officer of the Company, sent confirmation to the Company that he would voluntarily retire from his directorship at future annual general meetings of the Company at least once every three years and, being eligible for re-election, would offer himself for re-election at the relevant general meetings.

The Company has established a Nomination Committee on November 15, 2011 in accordance with the CG Code. The initial members of the Nomination Committee are Dr. Richard Man Fai LEE, Mr. Tik Tung WONG, both of whom are Executive Directors, Mr. Boon Seng TAN, Mr. Ying Kwan CHEUNG and Mr. Peter Pi Tak YIN, all of whom are INEDs. Dr. Richard Man Fai LEE is the Chairman of the Nomination Committee.

A. 董事 (續)

A.4 董事之委任、重選和罷免

本公司非執行董事之委任指定任期為2年，且須根據本公司之公司細則接受重選。所有董事（本公司執行主席兼行政總裁李文輝博士除外），包括有固定任期之董事，須根據本公司之公司細則之規定輪席告退。由董事會委任以填補臨時空缺或作新增之董事須任職至下屆股東大會為止。

根據本公司之公司細則，擔任主席或董事總經理職務之董事無須按規定輪席告退。為遵守企業管治守則守則條文第A.4.2條（即每名董事至少每3年輪席告退1次之規定），本公司執行主席兼行政總裁李文輝博士已向本公司發出確認函，表示至少每3年於本公司將來之股東週年大會上自願退任，彼有資格重選，亦將於相關股東大會上膺選連任。

根據企業管治守則，本公司已於2011年11月15日成立提名委員會。提名委員會之初始成員為李文輝博士、汪滌東先生（二人均為執行董事）、陳文生先生、張應坤先生及尹彼德先生（全部三人均為獨立非執行董事）。李文輝博士為提名委員會主席。

A. DIRECTORS (Continued)

A.4 Appointments, re-election and removal of Directors (Continued)

The terms of reference of Nomination Committee was adopted by the Board with reference to the CG Code and the principal duties are as follows:–

- reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations to the Board on any proposed changes to the Board to complement the Company's corporate strategy;
- identifying individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- assessing the independence of INEDs, having regard to the requirements under the Listing Rules; and
- making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman of the Board and the chief executive of the Company.

During the year, the Nomination Committee has conducted one formal meeting. Attendance of individual member at the Nomination Committee meeting in 2011 is as below:

Name of Committee member	委員會成員姓名	Number of meeting attended/held 會議的出席／舉行次數	Attendance rate 出席率
Dr. Richard Man Fai LEE	李文輝博士	1/1	100%
Mr. Tik Tung WONG	汪滌東先生	1/1	100%
Mr. Boon Seng TAN	陳文生先生	1/1	100%
Mr. Ying Kwan CHEUNG	張應坤先生	1/1	100%
Mr. Peter Pi Tak YIN	尹彼德先生	1/1	100%

A. 董事 (續)

A.4 董事之委任、重選和罷免 (續)

提名委員會的職權範圍是經參考企業管治守則而被董事會採納，以下為其主要職責：–

- 至少每年檢討董事會的架構、人數及組成（包括技能、知識及經驗方面），並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議；
- 物色具備合適資格可擔任董事會成員的人士，並挑選提名有關人士出任董事或就此向董事會提供推薦意見；
- 經考慮上市規則的規定評核獨立非執行董事的獨立性；及
- 就董事委任或重新委任以及董事（尤其是董事會主席及本公司主要行政人員）繼任計劃向董事會提出推薦意見。

年內，提名委員會召開了1次正式會議。2011年提名委員會各成員之出席率如下：

A. DIRECTORS (Continued)

A.4 Appointments, re-election and removal of Directors (Continued)

The following is a summary of the work performed by the Nomination Committee during the year of 2011:

- Reviewed and considered a requisition from a shareholder of the Company requesting the Directors of the Company to convene a special general meeting for electing new directors; and
- Recommended to the Board the appointment of new Executive Directors of the Company.

Draft and final versions of the minutes of Nomination Committee are sent to all members of the Nomination Committee for comments and record. Full minutes of the Nomination Committee meeting are kept by the Company Secretary after approval.

A.5 Responsibilities of Directors

Each newly appointed Director is provided with a package of orientation materials setting out the required duties and responsibilities of Directors under the Listing Rules and other relevant statutory requirements of Hong Kong. Newly appointed Directors are invited to attend a briefing session on directors' duties and responsibilities under laws and regulations conducted by legal professional. Our Directors are kept informed on a regular basis on the latest development of any latest changes to the regulatory requirements. All our Directors are encouraged to participate in continuous professional development seminars and/or courses to update their skills and knowledge on the latest development or changes in the relevant statutes, Listing Rules and corporate governance practices.

The functions of Non-executive Directors have included the functions as specified in Code Provision A.5.2(a) to (d) of the CG Code.

A. 董事 (續)

A.4 董事之委任、重選和罷免 (續)

提名委員會於2011年所履行之工作概述如下：

- 審閱及考慮一項由本公司股東向本公司董事提交有關召開股東特別大會以選任新董事之請求；及
- 就新執行董事之委任向董事會作出推薦。

提名委員會會議記錄之初稿及最後版本均送交提名委員會全體成員，以徵求其意見及作為記錄。提名委員會之詳細會議記錄經批准後由公司秘書存置。

A.5 董事責任

每名新委任董事均獲得一套職務簡介材料，該等材料載列有關上市規則及香港其他相關法例規定下之董事職責及責任。新獲委任董事將獲邀出席一個由法律專業人士主持之簡介會，以了解董事根據法規之職責及責任。本公司定期通知董事有關任何最新法例規定之最新進展。本公司鼓勵所有董事參加持續專業技能發展研討會及／或課程，以更新其對相關法例、上市規則及企業管治常規之最新發展或修改。

非執行董事之職能包括企業管治守則守則條文第A.5.2(a)至(d)條指定之職能。

A. DIRECTORS (Continued)

A.5 Responsibilities of Directors (Continued)

The Company has adopted the standard set out in Appendix 10 – Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”), to the Listing Rules, in relation to the dealings in securities of the Company by the Directors and employees of the Group. Having made specific enquiry of all Directors, during the year ended December 31, 2011, the Directors have complied with the standard set out in the Model Code.

A.6 Supply of and access to information

In respect of regular Board meetings, and so far as practicable in all other cases, an agenda and accompanying Board papers are sent in full to all Directors in a timely manner and at least three days before the intended date of a Board or Board committee meeting.

The Board and each Director have separate and independent access to the Group’s senior management. All Directors are entitled to have access to Board papers, minutes and related materials.

B. REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

B.1 The level and make-up of remuneration and disclosure

The Remuneration Committee was established in accordance with the CG Code. The existing members of the Remuneration Committee are Mr. Boon Seng TAN, Mr. Ying Kwan CHEUNG, both of whom are the INEDs and Mr. Tik Tung WONG, an Executive Director. Mr. Boon Seng TAN is the Chairman of the Remuneration Committee. The terms of reference of the Remuneration Committee are adopted with reference to the CG Code, including the specific duties set out in Code Provision B.1.3(a) to (f).

A. 董事 (續)

A.5 董事責任 (續)

本公司已採納上市規則附錄10-上市發行人董事進行證券交易的標準守則(「標準守則」)載列之標準為本集團董事及僱員買賣本公司證券之標準。本公司已向所有董事作出具體查詢，於截至2011年12月31日止年度期間內，董事已遵守標準守則載列之標準。

A.6 資料提供及使用

就董事會定期召開之會議及在其他情況下(只要實際可行)，會議之議程及相關會議文件全部適時送交全體董事，並至少在計劃舉行董事會或其轄下委員會會議日期的3天前送出。

董事會及每名董事均能個別及獨立地接觸本集團高級管理人員。所有董事均有權獲取董事會會議文件、會議記錄及相關材料。

B. 董事及高級管理人員的薪酬

B.1 薪酬及披露的水平及組成

本公司已根據企業管治守則成立薪酬委員會。薪酬委員會現有成員為陳文生先生、張應坤先生(二人均為獨立非執行董事)及汪滌東先生(執行董事)，陳文生先生為薪酬委員會主席。薪酬委員會職權範圍是經參考企業管治守則而採納的，其中已包括守則條文第B.1.3(a)至(f)條載列之特定職責。

B. REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

B.1 The level and make-up of remuneration and disclosure (Continued)

During the year, the Remuneration Committee has conducted one formal meeting. Attendance of individual member at the Remuneration Committee meeting in 2011 as below:

Name of Committee member	委員會成員姓名	Number of meeting attended/held 會議的出席／舉行次數	Attendance rate 出席率
Mr. Boon Seng TAN	陳文生先生	1/1	100%
Mr. Tik Tung WONG	汪滌東先生	1/1	100%
Mr. Ying Kwan CHEUNG	張應坤先生	1/1	100%

The Remuneration Committee has adopted a set of policy and guidelines to govern its administration in reviewing, considering and fixing the remuneration packages and benefits of Directors and senior management of the Group. During the year 2011, the Remuneration Committee had:

- fixed the discretionary bonus of Executive Directors for the year ended December 31, 2010;
- made recommendations to the Board in relation to the supplemental service agreement and the renewal of service agreement of two Executive Directors respectively;
- fixed the schedule of Non-executive Directors' fees; and
- made recommendations to the Board in relation to the Directors' fees of two new Executive Directors.

Draft and final versions of the minutes of the Remuneration Committee meetings are sent to all members of the Remuneration Committee for comments and record. Full minutes of the Remuneration Committee meetings are kept by the Company Secretary.

B. 董事及高級管理人員的薪酬 (續)

B.1 薪酬及披露的水平及組成 (續)

年內，薪酬委員會已召開了1次正式會議。各成員於薪酬委員會會議之出席率如下：

Name of Committee member	委員會成員姓名	Number of meeting attended/held 會議的出席／舉行次數	Attendance rate 出席率
Mr. Boon Seng TAN	陳文生先生	1/1	100%
Mr. Tik Tung WONG	汪滌東先生	1/1	100%
Mr. Ying Kwan CHEUNG	張應坤先生	1/1	100%

薪酬委員會已採納一套政策及指引，以供審閱、考慮及釐定本集團董事及高級管理人員之薪酬及福利。於2011年期間，薪酬委員會已：

- 釐定截至2010年12月31日止年度執行董事之酌情花紅；
- 分別就兩位執行董事之補充服務協議及服務協議之續期向董事會提出建議；
- 制定非執行董事薪酬之支付時間表；及
- 就兩位新執行董事之董事袍金向董事會提出建議。

薪酬委員會會議記錄之初稿及最後版本均送交薪酬委員會全體成員，以徵求其意見及作為記錄。薪酬委員會會議之詳細會議記錄由本公司秘書存置。

C. ACCOUNTABILITY AND AUDIT

C.1 Financial reporting

Management shall provide such explanation and information to the Board as will enable the Board to make an informed assessment of the financial and other information put before the Board for approval.

The Directors are responsible for overseeing all financial aspects of the Company and for keeping proper accounting records and preparing accounts of each financial period, which give a true and fair view of the state of affairs of the Group and the results and cash flow for that period. In preparing the accounts for the year ended December 31, 2011, the Directors had:

- approved the adoption of all applicable Hong Kong Financial Reporting Standards which are issued by the Hong Kong Institute of Certified Public Accountants;
- selected and applied consistently appropriate accounting policies;
- made judgments and estimates that are prudent and reasonable; and
- prepared the accounts on the on-going concern basis.

The Board is accountable to its shareholders for a clear and balanced assessment of the Company's financial position and prospects. In this regard, the Directors are responsible for presenting a balanced, clear and understandable assessment to annual and interim reports, other price-sensitive announcements and other financial disclosures required under the Listing Rules, and reports to regulators as well as to information required to be disclosed pursuant to statutory requirements. Financial results of the Group are announced in a timely manner in accordance with all statutory requirements, particularly the timeframe stipulated in Rule 13.49(1) and (6) of the Listing Rules and the Directors acknowledge their responsibilities for preparing the financial statements of the Group.

C. 問責及核數

C.1 財務匯報

管理層須向董事會提供充分的解釋及足夠的資料，讓董事會可以就提交給其批准的財務及其他資料，作出有根據的評審。

董事負責監督本公司所有財務事項，妥善保管會計記錄並編制各財務期間之賬目，而該等賬目真實公平地反映本集團於該期間的業務狀況、業績及現金流量。編制截至2011年12月31日止年度賬目時，董事已：

- 批准採納香港會計師公會頒佈之所有可適用香港財務報告準則；
- 選擇並一貫採用適當之會計政策；
- 作出審慎及合理判斷及評估；及
- 以持續經營為基礎編制賬目。

董事會須清晰及平衡地評審本公司財務狀況及前景，以向其股東負責。在此方面，董事有責任於年報及中期報告、其他涉及股價敏感資料的通告及根據上市規則規定須予披露的其他財務資料，及向監管者提交之報告書以至根據法例規定須予披露之資料中提出平衡、清晰及明白的評審。本集團財務業績根據所有法例規定及時予以公佈，尤其是在上市規則第13.49(1)及(6)條規定的時間內予以公佈，而董事確認彼等有編制本集團財務報表之責任。

C. ACCOUNTABILITY AND AUDIT (Continued)

C.1 Financial reporting (Continued)

The financial statements for the year were audited by HLB Hodgson Impey Cheng whose term of office will expire upon the forthcoming annual general meeting. In March 2012, the practice of HLB Hodgson Impey Cheng was reorganized as HLB Hodgson Impey Cheng Limited. The Audit Committee has recommended to the Board that HLB Hodgson Impey Cheng Limited be nominated for appointment as the auditors of the Company at the forthcoming annual general meeting. The statement of the Auditors about their reporting responsibilities on the financial statements of the Group is set out on pages 46 to 47 of this Annual Report.

For the year ended December 31, 2011, no material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern was reported on by the Auditors.

During the year 2011, the Auditors have performed audit and non-audit services and their remuneration in respect of audit and non-audit services is HK\$860,000 and HK\$148,000 respectively.

C.2 Internal controls

The Board acknowledges its responsibility for the effectiveness of the Group's internal control and risk management system, which is designed to provide reasonable but not absolute assurance against material misstatement of management and financial information and records or against financial losses or fraud.

The Board has established an on-going process for identifying, evaluating and managing the significant risks faced by the Group. The key procedures that the Group has established and implemented are summarised as follows:

- Segregation of duties and functions of the respective operational departments of the Group;

C. 問責及核數 (續)

C.1 財務匯報 (續)

本年度之財務報表經由國衛會計師事務所審核，彼於即將舉行之股東週年大會上任滿。國衛會計師事務所於2012年3月重組為國衛會計師事務所有限公司。審核委員會已向董事會建議，於本公司即將舉行之股東週年大會上提名委任國衛會計師事務所有限公司為本公司之核數師。有關核數師對本集團財務報表申報責任之聲明載於本年報第46至47頁。

於截至2011年12月31日止年度，核數師概無呈報可對本公司持續經營之能力構成重大疑問之相關重大不確定性。

於2011年，核數師已提供核數及非核數服務，彼等提供核數及非核數服務之薪酬分別為860,000港元及148,000港元。

C.2 內部監控

董事會確認其有責任確保集團內部監控及風險管理系統的成效，內部監控系統旨在合理（但非絕對）保證不會出現嚴重管理及財務資料及記錄誤報或財務損失或欺詐。

董事會已制定可確定、評估及管理本集團所面對重大風險之持續程序。本集團所制定及執行之主要程序如下：

- 分隔本集團各營運部門之職責及職能；

C. ACCOUNTABILITY AND AUDIT (Continued)

C.2 Internal controls (Continued)

- Monitoring the strategic plan and performance;
- Designing an effective accounting and information system;
- Reviewing systems and procedures to identify, measure, manage and control risks including reputation, legal, credit, market and operational risks;
- Handling price-sensitive information by setting out the procedures and policies;
- Updating the internal control manual when there are changes to business environment or regulatory guidelines;
- Reviewing by Audit Committee for the report submitted directly from external consultants; and
- Following up with various departments to ensure timely implementation of the recommendations, and report the status to the management periodically.

The Group is committed to maintain and uphold good corporate governance practices and internal control system. The Group has engaged external consultants, CT Partners Consultants Limited, to conduct an annual review of three operating and reportable segments including cars, electrical appliances and fashion apparels and accessories under COSO Framework and make recommendations for improvement and strengthening of the internal control system. In respect of the year ended December 31, 2011, based on the report on the findings from external consultants, the Directors were satisfied that the Group had operated an effective internal control system.

C. 問責及核數 (續)

C.2 內部監控 (續)

- 監察策略方案及表現；
- 設計一套有效之會計及資訊系統；
- 檢討可確定、計量、管理及控制各項風險（包括信譽、法律、信貸、市場及營運風險）之系統及程序；
- 透過訂立程序及政策，以處理股價敏感資料；
- 因應營商環境或規例指引變更，更新內部監控守則；
- 由審核委員會檢討外部顧問直接呈交之報告；及
- 與不同部門進行跟進，以確保及時執行有關建議，並定期向管理層匯報情況。

本集團致力維持和強化高水準的企業管治守則及內部監控系統。本集團已聘請外部顧問CT Partners Consultants Limited使用COSO架構對3個經營業務及報告分類（包括汽車、電器以及時裝及配飾）進行年度檢討及提出改善及加強內部監控系統之建議。就截至2011年12月31日止年度而言，根據外部顧問檢討結果的報告，董事滿意本集團實施之內部監控系統。

C. ACCOUNTABILITY AND AUDIT (Continued)

C.3 Audit Committee

The Audit Committee was established on December 31, 1998. The terms of reference of the Audit Committee are reviewed annually and have included the duties set out in Code Provision C.3.3(a) to (n) of the CG Code. The existing members of the Audit Committee comprise Mr. Boon Seng TAN, Mr. Ying Kwan CHEUNG and Mr. Peter Pi Tak YIN, all of whom are INEDs. Mr. Ying Kwan CHEUNG is the Chairman of the Audit Committee. Mr. Cheung, being a fellow member of The Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants, has the appropriate professional qualification and experience in financial field.

During the year, the Audit Committee has conducted three formal meetings and discharged its responsibilities. Attendance of individual member at the Audit Committee meetings in 2011 is as below:

Name of Committee member	委員會成員姓名	Number of meeting attended/held 會議的出席／舉行次數	Attendance rate 出席率
Mr. Boon Seng TAN	陳文生先生	3/3	100%
Mr. Ying Kwan CHEUNG	張應坤先生	3/3	100%
Mr. Peter Pi Tak YIN	尹彼德先生	3/3	100%

The principal duties of the Audit Committee included reviewing the financial controls, internal control and risk management system, annual report and accounts, interim report and accounts.

The following is a summary of the work performed by the Audit Committee during the year 2011:

- met with the external auditors to discuss the general scope of their audit work and the matters related to the audit of the financial statements for the year ended December 31, 2010;

C. 問責及核數 (續)

C.3 審核委員會

審核委員會於1998年12月31日成立。審核委員會之職權範圍每年均經檢討並包括企業管治守則守則條文第C.3.3(a)至(n)條載列之職責。審核委員會現有成員包括陳文生先生、張應坤先生及尹彼德先生(均為獨立非執行董事)。張應坤先生為審核委員會主席。張先生為英國特許公認會計師公會資深會員及香港會計師公會會員，擁有適當之財務專業資格及經驗。

年內，審核委員會召開了3次正式會議並履行其責任。2011年審核委員會各成員之出席率如下：

審核委員會之主要職責包括檢討財務監控、內部監控及風險管理制度、審閱年度報告及賬目、中期報告及賬目。

審核委員會於2011年所履行之工作概述如下：

- 會晤外聘核數師，以討論其核數工作之整體範圍及與截至2010年12月31日止年度財務報表審核有關之事宜；

C. ACCOUNTABILITY AND AUDIT (Continued)

C.3 Audit Committee (Continued)

- reviewed the audit issues raised by the external auditors;
- considered and recommended to the Board for adoption of new accounting standards;
- reviewed and recommended to the Board for approval of the audit fee proposal for the Group for 2010;
- reviewed the audited accounts, the annual report and final results announcement for the year 2010;
- reviewed the interim report and the interim results announcement for the six months ended June 30, 2011;
- reviewed the effectiveness of internal control system of the Group;
- reviewed and considered the report of the annual internal control review of the Group;
- reviewed the non-audit services provided by the Auditors and assess the independence and objectivity of the Auditors in relation to their provision of non-audit services;
- reviewed the related party transactions and compliance of the relevant Listing Rules and accounting policies in relation thereto;
- reviewed the terms of reference of the Audit Committee; and
- discussed the annual and interim budget of the Group.

The Audit Committee has reviewed the audited consolidated financial statements of the Group for the year ended December 31, 2011.

C. 問責及核數 (續)

C.3 審核委員會 (續)

- 審閱外聘核數師提出之審核事項；
- 審議並向董事會建議採納新會計準則；
- 審閱並向董事會建議批准2010年本集團核數費用建議書；
- 審閱2010年度經審核賬目、年度報告及末期業績公告；
- 審閱截至2011年6月30日止6個月中期報告及中期業績公告；
- 檢討本集團內部監控系統之有效性；
- 檢討並考慮本集團年度內部監控檢討報告；
- 檢討核數師提供之非核數服務並評核核數師提供非核數服務之獨立性及客觀性；
- 審核關連人士交易及遵守相關上市規則及其有關之會計政策；
- 檢討審核委員會之職權範圍；及
- 討論本集團之年度及中期預算案。

審核委員會已審閱本集團截至2011年12月31日止年度之經審核綜合財務報表。

C. ACCOUNTABILITY AND AUDIT (Continued)

C.3 Audit Committee (Continued)

All issues raised by the Audit Committee have been addressed by the management. The work and findings of the Audit Committee have been reported to the Board. During the year, no issue that brought to the attention of the management and the Board was of sufficient importance to require disclosure in this Annual Report.

Draft and final versions of the minutes of the Audit Committee meetings are sent to all members of the Audit Committee for comments and record. Full minutes of the Audit Committee meetings are kept by the Company Secretary after approval.

D. DELEGATION BY THE BOARD

D.1 Management functions

The Board oversees the Company's strategic development and determines the objectives, strategies and policies of the Group. It also monitors and controls operating and financial performance and sets appropriate policies for risk management in pursuit of the Group's strategic objectives, and delegates the implementation of strategies, and day-to-day operation of the Group to the management. The Board is entrusted with certain reserved powers which were fully described in the corporate governance report in the Company's 2005 Annual Report.

D.2 Board committees

Apart from the Audit Committee (particulars are disclosed under C.3), the Remuneration Committee (particulars are disclosed under B.1) and the Nomination Committee (particulars are disclosed under A.4), the Board has also established two other committees of the Board, namely the Financial Control Committee and the Executive Directors' Committee. The composition and functions of the respective board committee were set out in the corporate governance report in the Company's 2005 Annual Report.

C. 問責及核數 (續)

C.3 審核委員會 (續)

管理層已處理審核委員會提出之所有事宜。審核委員會已向董事會報告其工作及調查結果。年內，管理層及董事會所知悉之事宜，其重要程度不足以須於本年報內予以披露。

審核委員會會議記錄之初稿及最後版本均送交審核委員會全體成員，以徵求其意見及作為記錄。審核委員會會議之詳細會議記錄經批准後由本公司秘書存置。

D. 董事會權力的轉授

D.1 管理功能

董事會監察本公司之策略發展並釐定本集團之目標、策略及政策。其亦監控及控制經營及財務表現並制定風險管理之適當政策，以實現本集團之策略目標，並將本集團實施策略及日常營運之權力轉授予管理層。董事會受託擁有若干保留之權力，有關詳情刊載於本公司2005年年報的企業管治報告內。

D.2 董事會轄下的委員會

除審核委員會（詳情載列於C.3）、薪酬委員會（詳情載列於B.1）及提名委員會（詳情載列於A.4）外，董事會亦已成立另外2個董事委員會，即財務管理委員會及執行董事委員會。各董事會轄下之委員會之組成及職能刊載於本公司2005年年報的企業管治報告內。

E. COMMUNICATION WITH SHAREHOLDERS

E.1 Effective communication

The Company follows the practice that at the annual general meetings of the Company, a separate resolution is proposed in respect of each separate issue, including the re-election of Directors. In every annual general meeting of the Company, the Chairman of the Board would attend and the Chairmen of the Audit Committee, the Remuneration Committee and Nomination Committee (for the forthcoming Annual General Meeting) or the members of the respective committees or their respective appointed delegates are present to answer questions of shareholders.

E.2 Voting by poll

The Company informs shareholders of the procedures for demanding a poll by incorporating them in any circular for annual general meetings and special general meetings, if any. In addition, in every general meeting, the chairman of the meeting provides an explanation of the detailed procedures for conducting a poll at the commencement of the meeting. The procedures for conducting a poll were incorporated in the circular for the forthcoming Annual General Meeting.

For and on behalf of the Board of Directors

Dr. Richard Man Fai LEE
Executive Chairman & CEO

Hong Kong, March 28, 2012

E. 與股東的溝通

E.1 有效溝通

根據本公司之慣例，於本公司之股東週年大會上，將就各個別事宜通過獨立決議案，包括重選董事。於本公司各屆股東週年大會上，董事會主席將會出席及審核委員會、薪酬委員會及提名委員會（就應屆股東週年大會而言）主席或相關委員會之成員或其相關之獲委任代表均出席，以回答股東提出之問題。

E.2 以股數投票方式表決

於有關本公司股東週年大會或股東特別大會（如有）之任何通函內，均納入要求以按股數投票方式表決之程序，藉以知會股東。此外，於每次股東大會上，大會主席於會議開始時均會解釋以投票方式表決的詳細程序。以按股數投票方式表決之程序已納入應屆股東週年大會之通函內。

代表董事會

執行主席兼行政總裁
李文輝博士

香港，2012年3月28日



Chartered Accountants
Certified Public Accountants

**TO THE SHAREHOLDERS OF
WO KEE HONG (HOLDINGS) LIMITED**
(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Wo Kee Hong (Holdings) Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 48 to 196, which comprise the consolidated and company statements of financial position as at December 31, 2011, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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致和記行(集團)有限公司各股東
(於百慕達註冊成立之有限公司)

本行已審核列載於第48至第196頁和記行(集團)有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表。綜合財務報表包括於2011年12月31日之綜合及公司財務狀況表,以及截至該日止年度之綜合損益表、綜合全面損益表、綜合權益變動表及綜合現金流量表連同主要會計政策摘要及其他解釋資料。

董事就綜合財務報表之責任

貴公司之董事須根據由香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製真實而公平之綜合財務報表,並實行董事認為屬必要之內部監控,致使所綜合財務報表之編製不存在因欺詐或錯誤而導致之重大錯誤陳述。

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

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

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at December 31, 2011 and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

HLB Hodgson Impey Cheng
Chartered Accountants
Certified Public Accountants

Hong Kong, March 28, 2012

核數師之責任

本行之責任是根據本行之審核，對該等綜合財務報表提出意見，並根據百慕達公司法第90條，僅向全體股東報告本行之意見，除此以外，本報告不可用作其他用途。本行概不就本報告內容向任何其他人士承擔或負上任何責任。本行乃根據香港會計師公會頒佈之香港審計準則進行審核工作。該準則要求本行遵守道德規範，並策劃及執行審核，以合理確定該等綜合財務報表是否不存在任何重大錯誤陳述。

審核涉及執行程序以取得與綜合財務報表所載數額及披露事項有關之審核憑證。所選用之程序由核數師作判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述的風險。當核數師作出該等風險評估時，會考慮與該公司編製真實而公平之綜合財務報表相關之內部監控，以設計適合當時情況之審核程序，但不會就公司之內部控制之成效發表意見。審核亦包括評價董事所採用之會計政策是否合適，及所作出之會計估計是否合理，以及評價綜合財務報表之整體呈列方式。

本行相信本行得到足夠及適當之審核憑證以作為提供該審核意見之基礎。

意見

本行認為，該等綜合財務報表已根據香港財務報告準則真實與公平地反映貴公司及貴集團於2011年12月31日之財政狀況及貴集團於截至該日止年度之虧損及現金流量，並已按照香港公司條例之披露規定妥善編製。

國衛會計師事務所
英國特許會計師
香港執業會計師

香港，2012年3月28日

Consolidated Income Statement

綜合損益表

For the year ended December 31, 2011

截至2011年12月31日止年度

		Notes 附註	2011 HK\$'000 千港元	2010 HK\$'000 千港元
Turnover	營業額	5	1,761,357	1,604,161
Cost of sales	銷售成本		(1,466,231)	(1,331,869)
Gross profit	毛利		295,126	272,292
Other operating income	其他營業收入	7	24,810	26,126
Distribution costs	分銷成本		(152,616)	(91,432)
Administrative expenses	行政費用		(168,171)	(165,507)
Fair value gains on investment properties	投資物業之 公平值收益	14	1,000	320
Reversal of properties held for sale to net realisable value	持作出售物業撥回至 可變現淨值		4,600	3,710
Profit from operations	經營盈利	8	4,749	45,509
Finance costs	財務費用	9	(14,098)	(10,228)
Legal and professional fees in relation to voluntary cash offers	與自願現金要約有關之 法律及專業費用		(6,826)	–
Impairment on available-for-sale financial assets	可供出售金融資產 之減值	26	–	(5,700)
Net gain on disposal of subsidiaries	出售附屬公司之淨收益		–	9,273
Share of result of a jointly controlled entity	應佔一間共同控制 實體業績	22	313	(335)
(Loss)/profit before tax	除稅前(虧損)/盈利		(15,862)	38,519
Income tax expenses	所得稅開支	10	(2,706)	(3,034)
(Loss)/profit for the year	本年度(虧損)/盈利		(18,568)	35,485
(Loss)/profit attributable to:	應佔(虧損)/盈利:			
Owners of the Company	本公司擁有人		(23,115)	27,879
Non-controlling interests	非控股權益		4,547	7,606
			(18,568)	35,485
(Loss)/earnings per share attributable to the owners of the Company	本公司擁有人應佔之 每股(虧損)/盈利			
– Basic	– 基本	11	(0.99) cents 仙	1.22 cents 仙
– Diluted	– 攤薄	11	(0.99) cents 仙	1.20 cents 仙

The accompanying notes on pages 57 to 196 form an integral part of these financial statements.

於第57至第196頁之附註為本財務報表之不可分割部份。

Consolidated Statement of Comprehensive Income

綜合全面損益表

For the year ended December 31, 2011

截至2011年12月31日止年度

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
(Loss)/profit for the year	本年度(虧損)/盈利	(18,568)	35,485
Exchange differences on translation of foreign operations	換算海外業務產生的匯兌差額	371	3,011
Total comprehensive (loss)/income for the year	本年度全面(虧損)/收入總額	(18,197)	38,496
Total comprehensive (loss)/income attributable to:	應佔全面(虧損)/收入總額:		
Owners of the Company	本公司擁有人	(22,789)	30,545
Non-controlling interests	非控股權益	4,592	7,951
		(18,197)	38,496

The accompanying notes on pages 57 to 196 form an integral part of these financial statements.

於第57至第196頁之附註為本財務報表之不可分割部份。

Consolidated Statement of Financial Position 綜合財務狀況表

At December 31, 2011
於2011年12月31日

		Notes 附註	2011 HK\$'000 千港元	2010 HK\$'000 千港元
Non-current assets	非流動資產			
Investment properties	投資物業	14	4,000	3,000
Property, plant and equipment	物業、廠房及設備	15	129,178	125,804
Prepaid lease payments	預付租賃款項	16	–	1,486
Goodwill	商譽	17	30,111	30,044
Intangible assets	無形資產	19	5,400	–
Interests in associates	於聯營公司之權益	21	–	–
Interest in a jointly controlled entity	於一間共同控制實體之權益	22	–	3,520
Available-for-sale financial assets	可供出售之金融資產	26	9,552	9,552
Deferred tax assets	遞延稅項資產	34	118	–
			178,359	173,406
Current assets	流動資產			
Inventories	存貨	23	300,995	192,730
Properties held for sale, at net realisable value	持作出售物業之可變現淨值		30,070	25,470
Trade and other receivables	貿易往來及其他應收賬款	24	223,671	213,807
Amounts due from associates	應收聯營公司款項	25	66,311	64,045
Other financial assets at fair value through profit or loss	其他以公平值計入損益之金融資產	27	–	17
Cash and cash equivalents	現金及現金等值項目	28	205,754	189,322
			826,801	685,391
Current liabilities	流動負債			
Trade and other payables	貿易往來及其他應付賬款	29	375,496	347,691
Bills payables	應付票據		25,545	25,588
Tax payables	應繳稅項		52	2,542
Amount due to a jointly controlled entity	應付一間共同控制實體款項	25	–	2,585
Amount due to a related company	應付一間關聯公司款項	30	441	441
Obligations under finance leases	融資租賃債務	31	148	96
Borrowings	貸款	32	309,758	201,332
			711,440	580,275
Net current assets	流動資產淨值		115,361	105,116
Total assets less current liabilities	總資產減流動負債		293,720	278,522

At December 31, 2011

於2011年12月31日

		Notes 附註	2011 HK\$'000 千港元	2010 HK\$'000 千港元
Non-current liabilities	非流動負債			
Obligations under finance leases	融資租賃債務	31	423	240
Borrowings	貸款	32	23,251	–
Convertible loan note	可換股貸款票據	33	–	11,612
Deferred tax liabilities	遞延稅項負債	34	13	245
			23,687	12,097
Net assets	資產淨值		270,033	266,425
Capital and reserves	資本及儲備			
Share capital	股本	35	49,178	45,838
Reserves	儲備		200,275	204,599
Equity attributable to owners of the Company	本公司擁有人應佔權益		249,453	250,437
Non-controlling interests	非控股權益		20,580	15,988
Total equity	總權益		270,033	266,425

The accompanying notes on pages 57 to 196 form an integral part of these financial statements.

於第57至第196頁之附註為本財務報表之不可分割部份。

The financial statements on pages 48 to 196 were approved and authorised for issue by the Board of Directors on March 28, 2012 and are signed on its behalf by:

於第48至第196頁之財務報表經董事會於2012年3月28日批准及授權刊發並由下列董事代表董事會簽署：

Director
董事

Director
董事

Statement of Financial Position

財務狀況表

At December 31, 2011

於2011年12月31日

		Notes 附註	2011 HK\$'000 千港元	2010 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	15	49	273
Investments in subsidiaries	於附屬公司之投資	20	273,558	267,051
			273,607	267,324
Current assets	流動資產			
Trade and other receivables	貿易往來及其他 應收賬款		4,661	4,636
Amounts due from subsidiaries	應收附屬公司款項	25	65,338	67,866
Other financial assets at fair value through profit or loss	其他以公平值計入 損益之金融資產	27	–	17
Cash and cash equivalents	現金及現金等值項目		23	30
			70,022	72,549
Current liabilities	流動負債			
Trade and other payables	貿易往來及其他 應付賬款		3,228	643
Amounts due to subsidiaries	應付附屬公司款項	25	243,055	248,769
Amount due to a related company	應付一間關聯公司款項	30	441	441
Financial guarantee contracts	財務擔保合約		10,790	4,283
			257,514	254,136
Net current liabilities	流動負債淨值		(187,492)	(181,587)
Total assets less current liabilities	總資產減流動負債		86,115	85,737
Non-current liabilities	非流動負債			
Convertible loan note	可換股貸款票據	33	–	11,612
Deferred tax liabilities	遞延稅項負債	34	–	229
			–	11,841
Net assets	資產淨值		86,115	73,896
Capital and reserves attributable to owners of the Company	本公司擁有人應佔 資本及儲備			
Share capital	股本	35	49,178	45,838
Reserves	儲備	36	36,937	28,058
Total equity	總權益		86,115	73,896

The financial statements on pages 48 to 196 were approved and authorised for issue by the Board of Directors on March 28, 2012 and are signed on its behalf by:

於第48至第196頁之財務報表經董事會於2012年3月28日批准及授權刊發並由下列董事代表董事會簽署：

Director
董事

Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended December 31, 2011

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		Attributable to owners of the Company 本公司擁有人應佔										
		Share capital	Share premium	Capital redemption reserve	Share options reserve	Exchange reserve	Equity component of convertible loan note	Other reserve	(Accumulated losses)/ retained profits	Total	Non-controlling interests	Total equity
		股本	股份溢價	資本贖回儲備	優先認股權儲備	匯兌儲備	可換股貸款票據之權益部份	其他儲備	(累計虧損)/ 保留盈利	合計	非控股權益	總權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
								(note)				
								(附註)				
At January 1, 2010	於2010年1月1日	45,013	27,268	2,151	2,629	(3,490)	-	151,236	(16,109)	208,698	10,635	219,333
Other comprehensive income for the year:	本年度其他全面收入:											
Exchange difference on translation of foreign operations	換算海外業務時之匯兌差額	-	-	-	-	2,666	-	-	-	2,666	345	3,011
Profit for the year	本年度盈利	-	-	-	-	-	-	-	27,879	27,879	7,606	35,485
Total comprehensive income for the year	本年度全面收入總額	-	-	-	-	2,666	-	-	27,879	30,545	7,951	38,496
Issue of shares upon exercise of share options	於行使優先認股權時發行股份	825	3,579	-	(774)	-	-	-	-	3,630	-	3,630
Issue of share options	發行優先認股權	-	-	-	793	-	-	-	-	793	-	793
Lapse of share options	優先認股權失效	-	-	-	(85)	-	-	-	85	-	-	-
Recognition of equity component of convertible loan note	確認可換股貸款票據之權益部份	-	-	-	-	-	1,251	-	-	1,251	-	1,251
Deferred tax liability arising on convertible loan note	可換股貸款票據產生之遞延稅項負債	-	-	-	-	-	(278)	-	-	(278)	-	(278)
Change in ownership interests in subsidiaries	附屬公司之擁有權益變動	-	-	-	-	-	-	5,798	-	5,798	(2,598)	3,200
At December 31, 2010 and January 1, 2011	於2010年12月31日及2011年1月1日	45,838	30,847	2,151	2,563	(824)	973	157,034	11,855	250,437	15,988	266,425
Other comprehensive income for the year:	本年度其他全面收入:											
Exchange difference on translation of foreign operations	換算海外業務時之匯兌差額	-	-	-	-	326	-	-	-	326	45	371
Loss for the year	本年度虧損	-	-	-	-	-	-	-	(23,115)	(23,115)	4,547	(18,568)
Total comprehensive income/(loss) for the year	本年度全面收入/(虧損)總額	-	-	-	-	326	-	-	(23,115)	(22,789)	4,592	(18,197)
Issue of shares upon exercise of share options	於行使優先認股權時發行股份	1,715	10,033	-	(2,256)	-	-	-	-	9,492	-	9,492
Lapse of share options	優先認股權失效	-	-	-	(18)	-	-	-	18	-	-	-
Issue of shares upon conversion of convertible loan note	於兌換可換股貸款票據時發行股份	1,625	11,661	-	-	-	(973)	-	-	12,313	-	12,313
At December 31, 2011	於2011年12月31日	49,178	52,541	2,151	289	(498)	-	157,034	(11,242)	249,453	20,580	270,033

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended December 31, 2011
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Included in the above is the Group's share of post-acquisition accumulated losses of associates, as follows:

上表包括本集團應佔聯營公司之收購後累計虧損，詳情如下：

		HK\$'000 千港元
At January 1, 2010,	於2010年1月1日、	
December 31, 2010,	2010年12月31日、	
January 1, 2011 and	2011年1月1日及	
December 31, 2011	2011年12月31日	(77,157)

Note: The other reserve of the Group was transferred from the share premium account pursuant to the capital re-organisation on September 18, 2002 and the changes in the Group's ownership interests in its subsidiaries that do not result in loss of control.

附註：本集團之其他儲備乃根據於2002年9月18日進行之股本重組轉撥自股份溢價賬，及本集團於其附屬公司之擁有權權益變動，而此變動並無導致失去控制權。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended December 31, 2011

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		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Operating activities	經營業務		
(Loss)/profit before tax	除稅前(虧損)/盈利	(15,862)	38,519
Adjustments for:	經作出以下調整:		
Share of result of a jointly controlled entity	應佔一間共同控制實體業績	(313)	335
Interest income	利息收入	(1,433)	(2,094)
Interest expenses	利息支出	13,201	9,691
Finance lease charges	融資租賃費用	20	12
Depreciation	折舊	21,739	17,624
Amortisation of prepaid lease payments	預付租賃款項攤銷	29	38
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	(1,039)	(1,596)
Gain on disposal of prepaid lease payments	出售預付租賃款項之收益	(1,461)	-
Loss on disposal of financial assets at fair value through profit or loss	出售以公平值計入損益之金融資產之虧損	17	-
Net gain on disposal of subsidiaries	出售附屬公司之淨收益	-	(9,273)
Fair value gains on other financial assets at fair value through profit or loss	其他以公平值計入損益之金融資產公平值收益	-	(7)
Reversal of properties held for sale to net realisable value	持作出售物業撥回至可變現淨值	(4,600)	(3,710)
(Reversal)/write down of inventories to net realisable value	存貨(撥回)/減值至可變現淨值	(2,259)	2,855
Fair value gains on investment properties	投資物業公平值收益	(1,000)	(320)
Impairment on available-for-sale financial assets	可供出售金融資產減值	-	5,700
Impairment on trade and other receivables	貿易往來及其他應收賬款減值	6,298	509
Written-off of other receivables	其他應收賬款撇銷	721	-
Share-based payment expenses	股份付款支出	-	793
Operating cash flows before movements in working capital	未計營運資金變動前之經營現金流量	14,058	59,076
(Increase)/decrease in inventories	存貨(增加)/減少	(98,377)	19,413
Increase in trade and other receivables	貿易往來及其他應收賬款增加	(13,241)	(33,661)
Increase in amounts due from associates	應收聯營公司款項增加	(2,266)	(14,594)
Increase in trade and other payables	貿易往來及其他應付賬款增加	19,943	13,113
Decrease in bills payables	應付票據減少	(43)	(6,492)
Decrease in amounts due to related companies	應付關聯公司款項減少	-	(518)
(Decrease)/increase in amount due to a jointly controlled entity	應付一間共同控制實體款項(減少)/增加	(2,315)	9,533
Cash (used in)/generated from operations	經營(所用)/所得現金	(82,241)	45,870
Hong Kong profits tax paid	已付香港利得稅	(4,966)	-
Overseas tax paid	已付海外稅項	(735)	(530)
		(5,701)	(530)
Net cash (used in)/generated from operating activities	經營業務(所用)/所得現金淨額	(87,942)	45,340

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended December 31, 2011

截至2011年12月31日止年度

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Investing activities	投資業務		
Purchase of property, plant and equipment	購買物業、廠房及設備	(32,876)	(58,097)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	10,192	1,887
Proceeds from disposal of prepaid lease payments	出售預付租賃款項所得款項	2,968	-
Capital injection to a joint controlled entity	注資入一間共同控制實體	-	(6,000)
Net cash inflow from disposal of subsidiaries	出售附屬公司現金流入淨額	-	25,071
Net cash outflow from acquisition of subsidiaries	收購附屬公司現金流出淨額	(6,098)	(700)
Interest received	已收利息	1,559	749
Net cash used in investing activities	投資業務所用現金淨額	(24,255)	(37,090)
Financing activities	融資業務		
New bank loans	新造銀行貸款	934,285	589,371
New other loans	新造其他貸款	7,000	5,904
New obligations under finance lease	新訂融資租賃債務	367	-
Proceed from issue of convertible loan note	發行可換股貸款票據所得款項	-	13,000
Issuing expenses	發行支出	-	(435)
Proceeds from exercise of share options	行使優先認股權所得款項	9,492	3,630
Repayment of bank loans	償還銀行貸款	(832,900)	(576,649)
Repayment of other loans	償還其他貸款	(612)	(6,799)
Repayment of obligations under finance leases	償還融資租賃債務	(136)	(91)
Interest paid	已付利息	(12,681)	(11,287)
Finance lease charges paid	已付融資租賃費用	(20)	(12)
Net cash generated from financing activities	融資業務所得現金淨額	104,795	16,632
Net (decrease)/increase in cash and cash equivalents	現金及現金等值項目(減少)/增加淨額	(7,402)	24,882
Cash and cash equivalents at January 1	於1月1日之現金及現金等值項目	180,942	151,973
Effect of foreign currency exchange rate changes	外幣匯率變動之影響	398	4,087
Cash and cash equivalents at December 31	於12月31日之現金及現金等值項目	173,938	180,942
Analysis of the balances of cash and cash equivalents	現金及現金等值項目結餘分析		
Being:	即:		
Cash and cash equivalents	現金及現金等值項目	205,754	189,322
Bank overdrafts	銀行透支	(31,816)	(8,380)
		173,938	180,942

The accompany notes on pages 57 to 196 form an integral part of these financial statements.

於第57至第196頁之附註為本財務報表之不可分割部份。

1. GENERAL INFORMATION

The Company is a public limited company incorporated in Bermuda and its shares are listed on the Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The address of the registered office and principal place of business of the Company is disclosed in the corporate and investor information section of the annual report.

The Company is a holding company with major subsidiaries engaged in import, marketing, distribution and after-sales service of high quality, branded products serving customers in the Asian region and, in particular, the markets of the Mainland China, Hong Kong, Macau, Singapore and Malaysia. The products include principally cars and car accessories, motor yachts, fashion apparels and accessories, air-conditioning and refrigeration products, audio-visual equipment, car audio and electronic products, other electronic and electrical products and property investment.

The consolidated financial statements are presented in Hong Kong dollars, which is the same as the functional currency of the Company. These financial statements were approved and authorised for issue by the Board of Directors on March 28, 2012.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

The following new and revised Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") have been applied by the Group in the current year and have affected the presentations and disclosures set out in these consolidated financial statements. The application of these new and revised HKFRSs has had no impact on the Group's financial performance and positions for the current and prior years but may affect the accounting for future transactions or arrangement.

1. 一般資料

本公司乃於百慕達註冊成立之公眾有限公司，其股份在香港聯合交易所有限公司（「聯交所」）上市。本公司註冊辦事處及主要經營地點之地址於本年報公司及投資者資料部份披露。

本公司為一間控股公司，其主要附屬公司從事優質品牌產品之進口、市場推廣、分銷及售後服務。客戶遍及亞洲地區，並以中國內地、香港、澳門、新加坡及馬來西亞市場為主。提供的產品主要包括汽車及汽車配件、機動遊艇、時裝及配飾、空調及冷凍產品、影音設備、汽車音響及電子產品、其他電子及電器產品與物業投資。

綜合財務報表以港元（即本公司之功能貨幣）呈列。財務報表於2012年3月28日由董事會批准並授權刊發。

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

於本年度，本集團已應用下列由香港會計師公會（「香港會計師公會」）頒佈之新訂及經修訂準則及詮釋，並對該等綜合財務報表之呈列方式及所載之披露事項構成影響。應用該等新訂及經修訂香港財務報告準則對本集團本年度及過往年度之財務表現及狀況並無影響，但或會對未來換算或安排之入賬方法造成影響。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

Amendments to HKAS 1 Presentation of Financial Statements (as part of Improvements to HKFRSs issued in 2010)

The amendments to HKAS 1 clarify that an entity may choose to disclose an analysis of other comprehensive income by item in the statement of changes in equity or in the notes to the financial statements. In the current year, for each component of equity, the Group has chosen to present such an analysis in the consolidated statement of changes in equity. Such amendments have been applied retrospectively, and hence the disclosures in these consolidated financial statements have been modified to reflect the change (see the consolidated statement of changes in equity).

HKAS 24 Related Party Disclosures (as revised in 2009)

HKAS 24 (as revised in 2009) has been revised on the following two aspects: (a) HKAS 24 (as revised in 2009) has changed the definition of a related party and (b) HKAS 24 (as revised in 2009) introduces a partial exemption from the disclosure requirements for government-related entities.

The Company and its subsidiaries are not government-related entities. The application of the revised definition of related party set out in HKAS 24 (as revised in 2009) in the current year has resulted in the identification of related parties that were not identified as related parties under the previous standard. Specifically, associates of the ultimate holding company of the Company are treated as related parties of the Group under the revised standard whilst such entities were not treated as related parties of the Group under the previous standard.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港會計準則第1號「呈列財務報表」（修訂本）（作為2010年所頒佈香港財務報告準則之改進的一部份）

香港會計準則第1號（修訂本）明確指出實體可選擇於權益變動表分項或於財務報表附註內披露其他全面收入之分析。本年度，就每個權益部份而言，本集團選擇於綜合權益變動表內呈列其他全面收入之分析。有關修訂經已追溯應用，因此該等綜合財務報表內之披露已經作出修訂以反映有關變動（見綜合權益變動表）。

香港會計準則第24號「關連人士披露」（2009年經修訂）

香港會計準則第24號（2009年經修訂）已就下列兩方面作出修訂：(a)香港會計準則第24號（2009年經修訂）已更改關連人士之定義；及(b)香港會計準則第24號（2009年經修訂）就政府相關實體在披露規定引入部份豁免。

本公司及其附屬公司並非政府相關實體。於本年度應用香港會計準則第24號（2009年經修訂）所載關連人士之經修訂定義，導致將根據過往準則並未識別為關連人士者識別為關連人士。特別是，根據經修訂準則，本公司最終控股公司之聯營公司被視為本集團之關連人士。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

Amendments to HKAS 32 Classification of Rights Issues

The amendments address the classification of certain rights issues denominated in a foreign currency as either equity instruments or as financial liabilities. Under the amendments, rights, options or warrants issued by an entity for the holders to acquire a fixed number of the entity's equity instruments for a fixed amount of any currency are classified as equity instruments in the financial statements of the entity provided that the offer is made pro rata to all of its existing owners of the same class of its non-derivative equity instruments. Before the amendments to HKAS 32, rights, options or warrants to acquire a fixed number of an entity's equity instruments for a fixed amount in foreign currency were classified as derivatives. The amendments require retrospective application.

Amendments to HKFRS 3 Business Combinations

As part of Improvements to HKFRSs issued in 2010, HKFRS 3 was amended to clarify that the measurement choice regarding non-controlling interests at the date of acquisition is only available in respect of non-controlling interests that are present ownership interests and that entitle their holders to a proportionate share of the entity's net assets in the event of liquidation. All other types of non-controlling interests are measured at their acquisition-date fair value, unless another measurement basis is required by other standards. In addition, HKFRS 3 was amended to provide more guidance regarding the accounting for share-based payment awards held by the acquiree's employees. Specifically, the amendments specify that share-based payment transactions of the acquiree that are not replaced should be measured in accordance with HKFRS 2 Share-based Payment at the acquisition date ('market-based measure').

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港會計準則第32號「供股分類」（修訂本）

有關修訂本解釋將若干以外幣列值之供股應分類為權益工具或金融負債。根據有關修訂，由實體發行讓持有人以任何貨幣之既定金額取得該實體既定數目權益工具之權利、期權或認股權證，於該實體之財務報表分類為權益工具，惟有關要約須按比例向非衍生股權工具所有同一類別現有擁有人作出。修訂香港會計準則第32號前，可按既定貨幣金額取得該實體既定數目股權工具之權利、期權或認股權證獲分類為衍生工具。有關修訂須追溯應用。

香港財務報告準則第3號「業務合併」（修訂本）

作為2010年頒佈之香港財務報告準則之改進的一部份，香港財務報告準則第3號已作修訂，明確說明計算收購日期之非控股權益之選擇僅適用於屬現時擁有且其持有人於清盤時有權按比例分佔實體資產淨值之非控股權益。除非根據其他準則須以另一項計量基準計量，否則所有其他種類之非控股權益均按其於收購日期之公平值計量。此外，香港財務報告準則第3號已作修訂，以就由被收購公司僱員持有之股份付款獎勵之入賬方式提供更多指引。具體而言，該修訂規定未被取替之被收購公司股份付款交易應於收購日期根據香港財務報告準則第2號「股份付款」計量（「市場基礎法」）。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

Amendments to HK(IFRIC) – Int 14 Prepayments of a Minimum Funding Requirement

The Interpretation addresses when refunds or reductions in future contributions should be regarded as available in accordance with paragraph 58 of HKAS 19; how minimum funding requirements might affect the availability of reductions in future contributions; and when minimum funding requirements might give rise to a liability. The amendments now allow recognition of an asset in the form of prepaid minimum funding contributions.

HK(IFRIC) – Int 19 Extinguishing Financial Liabilities with Equity Instruments

The Interpretation provides guidance on the accounting for the extinguishment of a financial liability by the issue of equity instruments. Specifically, under HK (IFRIC)-Int 19, equity instruments issued under such arrangement will be measured at their fair value, and any difference between the carrying amount of the financial liability extinguished and the consideration paid will be recognised in profit or loss.

Improvements to HKFRSs issued in 2010

Except for the amendments to HKAS 1 described earlier, the application of Improvements to HKFRSs issued in 2010 has not had any material effect on amounts reported in the consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港（國際財務報告詮釋委員會）— 詮釋第14號「最低資金規定之預付款項」（修訂本）

該項詮釋解釋日後供款可按照香港會計準則第19號第58段退回或作出扣減之情況；最低資金規定可能影響日後供款可供扣減之情況；及最低資金規定可能產生負債之情況。有關修訂現容許以預付最低資金供款之形式確認資產。

香港（國際財務報告詮釋委員會）— 詮釋第19號「以權益工具抵銷金融負債」

該詮釋就透過發行權益工具抵銷金融負債之入賬方法提供指引。具體而言，根據香港（國際財務報告詮釋委員會）— 詮釋第19號，根據該等安排所發行之權益工具將按其公平值計量，而所抵銷金融負債之賬面值與已付代價間之差額將於損益中確認。

2010年頒佈之香港財務報告準則之改進

除前述香港會計準則第1號（修訂本）外，應用於2010年頒佈之香港財務報告準則之改進對綜合財務報表已呈報金額並無任何重大影響。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and revised HKFRSs in issue but not yet effective

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective:

HKFRS 1 Amendments	First time Adoption of Hong Kong Financial Reporting Standards – Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters ¹
HKFRS 7 Amendments	Disclosures – Transfers of Financial Assets ¹
HKFRS 7 Amendments	Disclosures – Offsetting Financial Assets and Financial Liabilities ²
HKFRS 9	Financial Instruments ⁶
HKFRS 10	Consolidated Financial Statements ²
HKFRS 11	Joint Arrangements ²
HKFRS 12	Disclosures of Interests in Other Entities ²
HKFRS 13	Fair Value Measurement ²
HKAS 1 Amendments	Presentation of items in Other Comprehensive Income ³
HKAS 12 Amendments	Deferred Tax – Recovery of Underlying Assets ⁴
HKAS 19 (as revised in 2011)	Employee Benefits ²
HKAS 27 (as revised in 2011)	Separate Financial Statements ²
HKAS 28 (as revised in 2011)	Investments in Associates and Joint Ventures ²
HKAS 32 Amendments	Offsetting Financial Assets and Financial Liabilities ⁵
HK(IFRIC) – Int 20	Stripping Costs in Production Phase of Surface Mine ²

- ¹ Effective for annual periods beginning on or after July 1, 2011.
- ² Effective for annual periods beginning on or after January 1, 2013.
- ³ Effective for annual periods beginning on or after July 1, 2012.
- ⁴ Effective for annual periods beginning on or after January 1, 2012.
- ⁵ Effective for annual periods beginning on or after January 1, 2014.
- ⁶ Effective for annual periods beginning on or after January 1, 2015.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並無提早應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第1號（修訂本）	首次採納香港財務報告準則—嚴重通貨膨脹及剔除首次採納者之固定日期 ¹
香港財務報告準則第7號（修訂本）	披露—金融資產轉讓 ¹
香港財務報告準則第7號（修訂本）	披露—金融資產與金融負債之互相抵銷 ²
香港財務報告準則第9號	金融工具 ⁶
香港財務報告準則第10號	綜合財務報表 ²
香港財務報告準則第11號	聯合安排 ²
香港財務報告準則第12號	披露於其他實體之權益 ²
香港財務報告準則第13號	公平值計量 ²
香港會計準則第1號（修訂本）	呈列其他全面收入項目 ³
香港會計準則第12號（修訂本）	遞延稅項—收回相關資產 ⁴
香港會計準則第19號（2011年經修訂）	僱員福利 ²
香港會計準則第27號（2011年經修訂）	獨立財務報表 ²
香港會計準則第28號（2011年經修訂）	於聯營公司及合營公司之投資 ²
香港會計準則第32號（修訂本）	金融資產與金融負債之互相抵銷 ⁵
香港（國際財務報告詮釋委員會）—詮釋第20號	露天礦場生產期之剝採成本 ²

- ¹ 於2011年7月1日或之後開始之年度期間生效。
- ² 於2013年1月1日或之後開始之年度期間生效。
- ³ 於2012年7月1日或之後開始之年度期間生效。
- ⁴ 於2012年1月1日或之後開始之年度期間生效。
- ⁵ 於2014年1月1日或之後開始之年度期間生效。
- ⁶ 於2015年1月1日或之後開始之年度期間生效。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and revised HKFRSs in issue but not yet effective (Continued)

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

The directors anticipate that the application of the amendments to HKFRS 7 will affect the Group’s disclosures regarding transfers of financial assets in the future.

HKFRS 9 issued in 2009 introduces new requirements for the classification and measurement of financial assets. HKFRS 9 amended in 2010 includes the requirements for the classification and measurement of financial liabilities and for derecognition.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新訂及經修訂香港財務報告準則（續）

香港財務報告準則第7號（修訂本）增加對涉及金融資產轉讓之交易之披露規定。此等修訂旨在就於金融資產被轉讓而轉讓人保留該資產一定程度之持續風險承擔時，提高風險承擔之透明度。該等修訂亦要求於該期間內金融資產轉讓並非均衡分佈時作出披露。

董事預期，應用香港財務報告準則第7號（修訂本）將對本集團日後就金融資產轉讓作出之披露造成影響。

於2009年頒佈之香港財務報告準則第9號就金融資產之分類及計量引入新規定。於2010年作出修訂後之香港財務報告準則第9號包括有關金融負債之分類及計量以及終止確認之規定。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and revised HKFRSs in issue but not yet effective (Continued)

Key requirements of HKFRS 9 are described as follows:

- HKFRS 9 requires all recognised financial assets that are within the scope of HKAS 39 Financial Instruments: Recognition and Measurement to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent reporting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent accounting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新訂及經修訂香港財務報告準則（續）

香港財務報告準則第9號之主要規定載述如下：

- 香港財務報告準則第9號規定，屬香港會計準則第39號「金融工具：確認及計量」範圍內之所有已確認金融資產其後均須按攤銷成本或公平值計量。特別是，旨在收取訂約現金流之業務模式內所持有之債務投資，以及所擁有合約現金流純粹為支付本金額及尚未償還本金之利息之債務投資，一般於其後報告期間結束時按攤銷成本計量。所有其他債務投資及股本投資則於其後會計期間結束時按公平值計量。此外，根據香港財務報告準則第9號，實體可不可撤回地選擇於其他全面收入呈列股本投資（並非持作買賣）之其後公平值變動，而一般情況下股息收入僅於損益內確認。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and revised HKFRSs in issue but not yet effective (Continued)

- The most significant effect of HKFRS 9 regarding the classification and measurement of financial liabilities relates to the presentation of changes in the fair value of a financial liability (designated as at fair value through profit or loss) attributable to changes in the credit risk of that liability. Specifically, under HKFRS 9, for financial liabilities that are designated as at fair value through profit or loss, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk are not subsequently reclassified to profit or loss. Previously, under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as at fair value through profit or loss was presented in profit or loss.

HKFRS 9 is effective for annual periods beginning on or after January 1, 2015, with earlier application permitted.

The directors anticipate that the adoption of HKFRS 9 in the future may have significant impact on amounts reported in respect of the Group's financial assets and financial liabilities. Regarding the Group's financial assets, it is not practicable to provide a reasonable estimate of that effect until a detailed review has been completed.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新訂及經修訂香港財務報告準則（續）

- 香港財務報告準則第9號對金融負債分類及計量之最大影響與因金融負債（指定為以公平值計入損益）信貸風險有變而導致其公平值變動時之呈列方式有關。尤其是，根據香港財務報告準則第9號，就指定為按公平值計入損益之金融負債而言，因金融負債信貸風險有變而導致其公平值變動之款額，乃於其他全面收入呈列，除非於其他全面收入確認該負債信貸風險變動之影響，會產生或增加損益之會計錯配，則作別論。因金融負債信貸風險而導致其公平值之變動其後不會重新分類至損益。過往，根據香港會計準則第39號，指定為按公平值計入損益之金融負債之全部公平值變動款額均於損益中確認。

香港財務報告準則第9號於2015年1月1日或之後開始之年度期間生效，並允許提前應用。

董事預期，日後採納香港財務報告準則第9號對本集團就金融資產及金融負債之呈報金額可能造成重大影響。就本集團之金融資產而言，於完成詳細審閱前不可能就有關影響作出合理估計。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and revised HKFRSs in issue but not yet effective (Continued)

In June 2011, a package of five standards on consolidation, joint arrangements, associates and disclosures was issued, including HKFRS 10, HKFRS 11, HKFRS 12, HKAS 27 (as revised in 2011) and HKAS 28 (as revised in 2011).

Key requirements of these five standards are described below:

HKFRS 10 replaces the parts of HKAS 27 Consolidated and Separate Financial Statements that deal with consolidated financial statements and HK (SIC)-Int 12 Consolidation – Special Purpose Entities. HKFRS 10 includes a new definition of control that contains three elements: (a) power over an investee, (b) exposure, or rights, to variable returns from its involvement with the investee, and (c) the ability to use its power over the investee to affect the amount of the investor’s returns. Extensive guidance has been added in HKFRS 10 to deal with complex scenarios.

HKFRS 11 replaces HKAS 31 Interests in Joint Ventures and HK (SIC)-Int 13 Jointly Controlled Entities – Non-Monetary Contributions by Venturers. HKFRS 11 deals with how a joint arrangement of which two or more parties have joint control should be classified. Under HKFRS 11, joint arrangements are classified as joint operations or joint ventures, depending on the rights and obligations of the parties to the arrangements. In contrast, under HKAS 31, there are three types of joint arrangements: jointly controlled entities, jointly controlled assets and jointly controlled operations.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新訂及經修訂香港財務報告準則（續）

有關綜合、聯合安排、聯營公司及披露之五項準則於2011年6月頒佈，當中包括香港財務報告準則第10號、香港財務報告準則第11號、香港財務報告準則第12號、香港會計準則第27號（2011年經修訂）及香港會計準則第28號（2011年經修訂）。

該五項準則之主要規定載述如下：

香港財務報告準則第10號取代香港會計準則第27號「綜合及獨立財務報表」中處理綜合財務報表之部份及香港（常務詮釋委員會）— 詮釋第12號「綜合—特殊目的實體」。香港財務報告準則第10號對控制引入新定義，其包括三項元素：(a)對被投資方之權力，(b)參與被投資方所得可變回報之風險或權利，及(c)過用其對被投資方之權力影響投資者回報金額之能力。香港財務報告準則第10號已增加多項詳盡指引處理多個複雜情況。

香港財務報告準則第11號取代香港會計準則第31號「於合營企業之權益」及香港（常務詮釋委員會）— 詮釋第13號「共同控制實體—合營方之非貨幣出資」。香港財務報告準則第11號處理由兩名或以上人士共同控制之共同安排之分類方法。根據香港財務報告準則第11號，共同安排分類為共同經營或合營，視乎所涉方對安排之權利及責任而定。相對而言，根據香港會計準則第31號，共有三類合營安排：共同控制實體、共同控制資產及共同控制業務。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and revised HKFRSs in issue but not yet effective (Continued)

In addition, joint ventures under HKFRS 11 are required to be accounted for using the equity method of accounting, whereas jointly controlled entities under HKAS 31 can be accounted for using the equity method of accounting or proportionate accounting.

HKFRS 12 is a disclosure standard and is applicable to entities that have interests in subsidiaries, joint arrangements, associates and/or unconsolidated structured entities. In general, the disclosure requirements in HKFRS 12 are more extensive than those in the current standards.

These five standards are effective for annual periods beginning on or after January 1, 2013. Earlier application is permitted provided that all of these five standards are applied early at the same time.

The directors anticipate that these five standards will be adopted in the Group's consolidated financial statements for the annual period beginning January 1, 2013. The application of these five standards may have significant impact on amounts reported in the consolidated financial statements. The application of HKFRS 10 may result in the Group no longer consolidating some of its investees, and consolidating investees that were not previously consolidated (e.g. the Group's investment in associates may become the Group's subsidiaries based on the new definition of control and the related guidance in HKFRS 10). In addition, the application of HKFRS 11 may result in changes in the accounting of the Group's jointly controlled entities that are currently accounted for using proportionate consolidation. Under HKFRS 11, those jointly controlled entities will be classified as a joint operation or joint venture, depending on the rights and obligations of the parties to the joint arrangement. However, the directors have not yet performed a detailed analysis of the impact of the application of these standards and hence have not yet quantified the extent of the impact.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新訂及經修訂香港財務報告準則（續）

此外，根據香港財務報告準則第11號，合營企業須按權益會計法入賬，而香港會計準則第31號項下之共同控制實體可採用權益會計法或按比例入賬。

香港財務報告準則第12號屬披露準則，且應用於在附屬公司、共同安排、聯營公司及／或未綜合之結構實體中擁有權益之實體。整體而言，香港財務報告準則第12號之披露規定較目前準則所規定者更為全面。

此五項準則於2013年1月1日起或之後開始之年度期間生效，可提前應用，惟此五項準則必須同時提前應用。

董事預期，本集團將於2013年1月1日開始之年度期間之綜合財務報表中採納此五項準則，而應用此五項準則或會對綜合財務報表內所呈報之金額造成重大影響。應用香港財務報告準則第10號可能導致本集團不再將其若干投資對象綜合入賬，並將過往並無綜合入賬之投資對象綜合入賬（如根據香港財務報告準則第10號項下有關控制之新定義及相關指引，本集團於聯營公司之投資可能成為本集團之附屬公司）。此外，應用香港財務報告準則第11號可能導致本集團目前按比例綜合入賬之共同控制實體之入賬方式出現改變。根據香港財務報告準則第11號，該等共同控制實體將分類為共同經營或合營，視乎所涉方對共同安排之權利及責任而定。然而，董事尚未就應用該等準則之影響進行詳細分析，因此未能量化計算該影響之程度。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and revised HKFRSs in issue but not yet effective (Continued)

HKFRS 13 establishes a single source of guidance for fair value measurements and disclosures about fair value measurements. The standard defines fair value, establishes a framework for measuring fair value, and requires disclosures about fair value measurements. The scope of HKFRS 13 is broad; it applies to both financial instrument items and non-financial instrument items for which other HKFRSs require or permit fair value measurements and disclosures about fair value measurements, except in specified circumstances. In general, the disclosure requirements in HKFRS 13 are more extensive than those in the current standards. For example, quantitative and qualitative disclosures based on the three-level fair value hierarchy currently required for financial instruments only under HKFRS 7 Financial Instruments: Disclosures will be extended by HKFRS 13 to cover all assets and liabilities within its scope.

HKFRS 13 is effective for annual periods beginning on or after January 1, 2013, with earlier application permitted.

The directors anticipate that HKFRS 13 will be adopted in the Group’s consolidated financial statements for the annual period beginning January 1, 2013 and that the application of the new standard may affect the amounts reported in the consolidated financial statements and result in more extensive disclosures in the consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新訂及經修訂香港財務報告準則（續）

香港財務報告準則第13號就公平值計量及公平值計量披露制定單一來源指引。該準則對公平值進行界定、設立計量公平值之框架以及有關公平值計量之披露規定。香港財務報告準則第13號之應用範圍相當廣泛，其同時應用於其他香港財務報告準則規定或允許公平值計量及有關公平值計量披露之金融工具項目及非金融工具項目，惟特定情況除外。整體而言，香港財務報告準則第13號所載之披露規定較現行準則所規定者更為全面。例如，現時根據香港財務報告準則第7號「金融工具：披露」僅須對金融工具採用三級公平值等級作出量化及質量披露之規定，將藉香港財務報告準則第13號擴大至涵蓋其範圍內之所有資產及負債。

香港財務報告準則第13號於2013年1月1日或之後開始之年度期間生效，並允許提前應用。

董事預期，本集團將於2013年1月1日開始之年度期間之綜合財務報表採納香港財務報告準則第13號，而應用新準則或會對綜合財務報表內呈報之金額造成影響，並令綜合財務報表之披露更為全面。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and revised HKFRSs in issue but not yet effective (Continued)

The amendments to HKAS 1 retain the option to present profit or loss and other comprehensive income in either a single statement or in two separate but consecutive statements. However, the amendments to HKAS 1 require additional disclosures to be made in the other comprehensive income section such that items of other comprehensive income are grouped into two categories: (a) items that will not be reclassified subsequently to profit or loss; and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis.

The amendments to HKAS 1 are effective for annual periods beginning on or after July 1, 2012. The presentation of items of other comprehensive income will be modified accordingly when the amendments are applied in the future accounting periods.

The amendments to HKAS 12 provide an exception to the general principles in HKAS 12 that the measurement of deferred tax assets and deferred tax liabilities should reflect the tax consequences that would follow from the manner in which the entity expects to recover the carrying amount of an asset. Specifically, under the amendments, investment properties that are measured using the fair value model in accordance with HKAS 40 Investment Property are presumed to be recovered through sale for the purposes of measuring deferred taxes, unless the presumption is rebutted in certain circumstances.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新訂及經修訂香港財務報告準則（續）

香港會計準則第1號（修訂本）保留可於一個單一報表內或於兩個獨立而連續之報表內呈列損益及其他全面收入之選擇權。然而，香港會計準則第1號（修訂本）規定須於其他全面收入部份作出額外披露，將其他全面收入項目分為兩類：(a)其後將不會重新分類至損益之項目；及(b)其後在符合特定條件時可重新分類至損益之項目。其他全面收入項目之所得稅須按相同基準分配。

香港會計準則第1號（修訂本）於2012年7月1日或之後開始之年度期間生效。於日後會計期間應用該等修訂時，其他全面收入項目之呈列方式將作出相應修改。

香港會計準則第12號（修訂本）提供香港會計準則第12號一般原則之例外情況，遞延稅項資產和遞延稅項負債之計量應反映該實體預計收回資產賬面值之方式而引致之稅務後果。特別是，在此項修訂下，根據香港會計準則第40號「投資物業」以公平值計量之投資物業，就計算遞延稅項而言，其價值乃假定透過出售收回，惟有關假定在若干情況下被推翻則除外。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

New and revised HKFRSs in issue but not yet effective (Continued)

The amendments to HKAS 12 are effective for annual periods beginning on or after January 1, 2012. The directors anticipate that the application of the amendments to HKAS 12 in future reporting periods may result in adjustments to the amounts of deferred tax liabilities recognised in prior years regarding the Group's investment properties of which the carrying amounts are presumed to be recovered through sale. However, the directors have not yet performed a detailed analysis of the impact of the application of the amendments and hence have not yet quantified the extent of the impact.

The amendments to HKAS 19 change the accounting for defined benefit plans and termination benefits. The most significant change relates to the accounting for changes in defined benefit obligations and plan assets. The amendments require the recognition of changes in defined benefit obligations and in the fair value of plan assets when they occur, and hence eliminate the 'corridor approach' permitted under the previous version of HKAS 19. The amendments require all actuarial gains and losses to be recognised immediately through other comprehensive income in order for the net pension asset or liability recognised in the consolidated statement of financial position to reflect the full value of the plan deficit or surplus.

The amendments to HKAS 19 are effective for annual periods beginning on or after January 1, 2013 and require retrospective application with certain exceptions. The directors anticipate that the amendments to HKAS 19 will be adopted in the Group's consolidated financial statements for the annual period beginning January 1, 2013 and that the application of the amendments to HKAS 19 may have impact on amounts reported in respect of the Group's defined benefit plans. However, the directors have not yet performed a detailed analysis of the impact of the application of the amendments and hence have not yet quantified the extent of the impact.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新訂及經修訂香港財務報告準則（續）

香港會計準則第12號（修訂本）於2012年1月1日或之後開始之年度期間生效。董事預期，於日後會計期間應用香港會計準則第12號（修訂本），可能導致於過往年度就本集團投資物業（其賬面值假定透過出售收回）確認之遞延稅項負債金額作出調整。然而，董事仍未對應用此修訂之影響進行詳細分析，因此未能量化該影響之程度。

香港會計準則第19號（修訂本）改變定額福利計劃和終止福利之入賬方式。最重大之轉變與定額福利責任及計劃資產變動之入賬方式有關。該修訂規定於定額福利責任以及計劃資產之公平值出現變動時確認有關變動，並因此取消過往版本之香港會計準則第19號允許之「緩衝區法」。此修訂規定所有精算損益須即時透過其他全面收入確認，以令於綜合財務狀況表確認之淨退休金資產或負債可反映計劃虧絀或盈餘之全面價值。

香港會計準則第19號（修訂本）於2013年1月1日或之後開始之年度期間生效，除若干例外情況外須追溯應用。董事預期，香港會計準則第19號（修訂本）將於本集團2013年1月1日開始之年度期間之綜合財務報表中採納，而應用香港會計準則第19號（修訂本）可能影響就本集團之定額福利計劃之呈報金額。然而，董事仍未對應用此修訂之影響進行詳細分析，因此未能量化該影響之程度。

3. SIGNIFICANT ACCOUNTING POLICIES

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

Basis of preparation

The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets, financial assets and liabilities at fair value through profit or loss (including derivative financial instruments) and investment properties, which are carried at fair value.

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to December 31 each year. Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

Income and expenses of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition and up to the effective date of disposal, as appropriate. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance (effective from January 1, 2010 onwards).

3. 主要會計政策

綜合財務報表乃依據香港會計師公會所頒佈之香港財務報告準則編製。此外，綜合財務報表載有香港聯合交易所有限公司證券上市規則及香港公司條例披露要求規定之適用披露資料。

編製基準

綜合財務報表按歷史成本慣例編製，並就可供出售金融資產、以公平值計入損益之金融資產及負債（包括衍生金融工具）及以公平值入賬之投資物業之重估而作出修訂。

依據香港財務報告準則編製綜合財務報表，須採用若干重大會計估計。管理層於應用本集團會計政策時亦需作出判斷。

綜合基準

綜合財務報表包括本公司及其附屬公司截至每年12月31日之財務報表。當本公司有權監管一間公司之財務及營運政策以獲取商業利益時，控制權已確立。

年內購入或售出之附屬公司收入及開支按自收購生效日期起計及截至出售生效日期止（如適用）計入綜合損益表。附屬公司之全面收入及開支總額歸屬於本公司擁有人及非控制性權益，即使此會導致非控制性權益出現虧絀（由2010年1月1日起生效）。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

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

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

Non-controlling interests in the net assets of consolidated subsidiaries are presented separately from the Group's equity therein. Non-controlling interests in the net assets consist of the amount of those interests at the date of the original business combination and the minority interests' share of changes in equity since the date of the combination.

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. 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 owners of the Company.

3. 主要會計政策 (續)

綜合基準 (續)

必要時，將調整附屬公司之財務報表，以令彼等之會計政策與本集團其他成員公司所採用者一致。

所有集團內公司間交易、結餘、收入及支出概於綜合時全數對銷。

就經綜合計算附屬公司，於彼等資產淨值之非控股權益與本集團之權益分開呈列。資產淨值內非控股權益包括於原始業務合併日期之權益，及自合併日期起少數股東權益之變化。

本集團現有附屬公司之擁有權權益變動

本集團於附屬公司之擁有權權益出現變動並無導致集團失去於該等附屬公司之控制權均列賬為權益交易。本集團之權益及非控股權益賬面值均予以調整，以反映其於附屬公司之相關權益變動。調整非控股權益金額與已付或已收代價公平值之差額均直接於權益確認，並歸屬於本公司擁有人。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Basis of consolidation (Continued)

Changes in the Group's ownership interests in existing subsidiaries (Continued)

When the Group loses control of a subsidiary, it (i) derecognises the assets (including any goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost, (ii) derecognises the carrying amount of any non-controlling interest in the former subsidiary at the date when control is lost (including any components of other comprehensive income attributable to them), and (iii) recognises the aggregate of the fair value of the consideration received and the fair value of any retained interest, with any resulting difference being recognised as a gain or loss in profit or loss attributable to the Group. When assets of the subsidiary are carried at revalued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Group had directly disposed of the related assets (i.e. reclassified to profit or loss or transferred directly to retained earnings as specified by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 Financial Instruments: Recognition and Measurement or, when applicable, the cost on initial recognition of an investment in an associate or a jointly controlled entity.

3. 主要會計政策 (續)

綜合基準 (續)

本集團現有附屬公司之擁有權權益變動 (續)

倘失去於附屬公司之控制權，本集團(i)於失去控制權當日按該附屬公司之資產(包括商譽)及負債賬面值終止確認該等資產及負債；(ii)於失去控制權當日終止確認於前附屬公司之非控股權益之賬面值(包括其應佔其他全面收入之任何部份)；及(iii)確認已收代價公平值及任何保留權益之公平值總額，任何由此導致之差額會於本集團應佔損益中確認為收益或虧損。倘該附屬公司若干資產按重估金額或公平值列賬，而相關累計收益或虧損已於其他全面收入確認並累計入權益，則過往於其他全面收入確認並累計入權益之金額，會按猶如本集團已直接出售相關資產入賬(即按適用香港財務報告準則所指定，重新分類至損益或直接轉撥至保留盈利)。於失去控制權當日在前附屬公司之任何保留投資公平值會根據香港會計準則第39號「金融工具：確認及計量」在其後入賬時被視作首次確認之公平值，或(如適用)首次確認於聯營公司或共同控制實體之投資成本。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations

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

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

- (i) deferred tax assets or liabilities and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 Income Taxes and HKAS 19 Employee Benefits respectively;
- (ii) liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 Share-based Payment at the acquisition date (see the accounting policy below); and
- (iii) assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard.

3. 主要會計政策 (續)

業務合併

收購業務採用收購法入賬。業務合併之轉讓代價按公平值計量，計算方法為本集團所轉讓資產、本集團對被收購方前擁有人產生之負債及本集團就換取被收購方控制權而發行之股本權益於收購日期之公平值總和。收購相關成本通常於產生時在損益確認。

於收購日期，所收購之可識別資產及所承擔之負債乃按公平值確認，惟以下情況除外：

- (i) 遞延稅項資產或負債及僱員福利安排之相關資產或負債分別按香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利確認及計量」；
- (ii) 與被收購方以股份付款之安排有關或以本集團訂立股份付款安排以取代被收購方以股份付款之安排有關之負債及權益工具，乃於收購日期按香港財務報告準則第2號「以股份支付」計量（請參閱下文會計政策）；及
- (iii) 根據香港財務報告準則第5號「持作出售之非流動資產及已終止業務」分類為持作出售之資產（或出售組別）乃根據該準則計量。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations (Continued)

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

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

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

3. 主要會計政策 (續)

業務合併 (續)

商譽按轉讓代價、任何於被收購方之非控股權益金額及收購方過往於被收購方所持股權 (如有) 之公平值總和超出所收購之可識別資產及所承擔之負債於收購日期淨額之差額計量。倘於評估後所收購之可識別資產及所承擔之負債於收購日期之淨額超出轉讓代價、任何於被收購方之非控股權益金額及收購方過往於被收購方所持股權 (如有) 之公平值總和，有關差額即時於損益確認為議價購買收益。

屬現有擁有權權益且於清盤時賦予其持有人按比例應佔實體資產淨值之非控股權益可初步按公平值或非控股權益應佔被收購方可識別資產淨值之公平值比例計量，計量基準視乎個別交易作出選擇。其他類別非控股權益按其公平值或 (如適用) 於另一香港財務報告準則指定之其他基準計量。

倘本集團於業務合併中轉讓代價包括或然代價安排所產生之資產或負債，則或然代價按其於收購日期之公平值計量，且計入業務合併中轉讓代價之一部份。倘合資格作計量期調整之或然代價公平值變動予以追溯調整，而商譽亦會作出相應調整。計量期調整指因於「計量期」內 (收購日期起計不得超過一年) 取得於收購日期已存在之事實及情況之額外資料而產生之調整。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations (Continued)

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

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

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

The policy described above is applied to all business combinations that take place on or after January 1, 2010.

3. 主要會計政策 (續)

業務合併 (續)

其後是否將不合資格作出計量期調整之或然代價公平值之變動入賬，視乎或然代價之分類方式而定。分類為權益之或然代價往後之報告日期重新計量，而其後償付之款項則於權益內入賬。分類為資產或負債之或然代價於往後之報告日期按照香港會計準則第39號或香港會計準則第37號「撥備、或然負債或或然資產」（視情況而定）重新計量，相應盈虧於損益確認。

倘業務合併分階段完成，本集團過往於被收購方持有之股本權益重新計量至其於收購日期（即本集團取得控制權當日）之公平值，而所產生之盈虧（如有）於損益中確認。過往於收購日期前於其他全面收入確認之被收購方權益所產生款額重新分類至損益（倘有關處理方法適用於出售權益）。

倘業務合併之初步會計處理於合併發生之報告期完結前尚未完成，則本集團匯報未完成會計處理之項目臨時數額。該等臨時金額會於計量期（見上文）調整，或確認額外資產或負債，以反映於收購日期已存在而據知可能影響截至該日已確認款額的事實及情況所取得之新資訊。

上述政策應用於2010年1月1日或之後進行之一切業務合併。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments in subsidiaries

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

Investments in subsidiaries are included in the Company's statement of financial position at cost less any identified impairment loss.

Investments in associates

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

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment is classified as held for sale, in which case it is accounted for in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations. Under the equity method, investments in associates are carried in the consolidated statement of financial position initially at cost as adjusted for the post-acquisition changes in the Group's share of the profit or loss and other comprehensive income of the associates. When the Group's share of losses of an associate exceeds its interest in that associate (which includes any long-term interests that, in substance, from part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. An additional share of losses is recognised only to the extent that the Group has incurred legal or constructive obligation or made payments on behalf of that associate.

3. 主要會計政策 (續)

於附屬公司之投資

附屬公司指本集團有權控制其財務及營運政策並一般持有過半數投票權之所有公司(包括特定用途公司)。當評估本集團是否控制另一家公司時，將考慮現時是否存在可行使或可換股的潛在投票權及其影響。

於附屬公司之投資按成本扣除已識別減值虧損後列入本公司之財務狀況表內。

於聯營公司之投資

聯營公司指本集團對其有重大影響力且既非附屬公司，亦非於合營公司權益之實體。重大影響力乃指有權參與被投資方之財務及營運決策，惟對該等政策並無控制權或共同控制權。

聯營公司之業績、資產及負債以會計權益法綜合計入綜合財務報表，惟投資分類為持作出售時除外，在此情況下，將根據香港財務報告準則第5號「持作出售之非流動資產及已終止業務」入賬。根據權益法，於聯營公司之投資初步按成本於綜合財務狀況表列賬，並就本集團分佔該聯營公司之損益及其他全面收入之收購後變動作出調整。當本集團分佔某聯營公司之虧損超出其於該聯營公司之權益(其包括任何長期權益，而該長期權益實質上構成本集團於該聯營公司之投資淨額之一部份)，則本集團不再繼續確認其分佔之進一步虧損。額外分佔之虧損僅以本集團已產生法定或推定責任或代表該聯營公司作出付款者為限被確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments in associates (Continued)

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the associate recognised at the date of acquisition is recognised as goodwill, which is included within the carrying amount of the investment.

Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss.

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 Impairment of Assets as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

3. 主要會計政策 (續)

於聯營公司之投資 (續)

收購成本超出於收購當日確認之本集團佔聯營公司可識別資產、負債及或然負債之公平淨值之差額確認為投資賬面值所包括之商譽。

本集團佔可識別資產、負債及或然負債之公平淨值超出收購成本之數額，於評估後即時於損益內確認。

香港會計準則第39號之規定適用於釐定有否必要確認本集團於聯營公司投資之減值虧損，如有必要，則將投資之全部賬面值（包括商譽）作為單一資產根據香港會計準則第36號「資產減值」透過比較其可收回金額（使用價值與公平值減銷售成本之較高者）與賬面值測試有否減值。任何確認之減值虧損屬投資賬面值之一部份。倘其後投資之可收回金額增加，則根據香港會計準則第36號確認該減值虧損之撥回。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments in associates (Continued)

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

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

3. 主要會計政策 (續)

於聯營公司之投資 (續)

倘出售聯營公司會導致本集團失去對該聯營公司之重大影響力，則任何保留投資會按當日之公平值計量，並以其根據香港會計準則第39號初步確認為金融資產之公平值作其公平值。先前已保留權益應佔聯營公司賬面值與其公平值之間之差額，乃於釐定出售該聯營公司之收益或虧損時計入。此外，本集團將先前於其他全面收入就該聯營公司確認之所有金額入賬，基準與倘該聯營公司直接出售相關資產或負債時所規定之基準相同。因此，倘該聯營公司先前已於其他全面收入確認收益或虧損，則將於出售相關資產或負債時重新分類至損益，當本集團失去對該聯營公司之重大影響力時，本集團將收益或虧損由權益重新分類至損益（作為重新分類調整）。

倘一間集團實體與本集團之聯營公司進行交易，則本集團之綜合財務報表確認與該聯營公司交易所產生之損益時，僅限於該聯營公司與本集團以外之權益。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Jointly controlled entity

Joint venture arrangement that involves the establishment of a separate entity in which venturers have joint control over the economic activity of the entity are referred to as jointly controlled entities.

The results and assets and liabilities of a jointly controlled entity are incorporated in the consolidated financial statements using the equity method of accounting. Under the equity method, investments in jointly controlled entities are carried in the consolidated statement of financial position at cost as adjusted for post-acquisition changes in the Group's share of net assets of the jointly controlled entities, less any identified impairment loss. When the Group's share of losses of a jointly controlled entity equals or exceeds its interest in that jointly controlled entity (which includes any long-term interests that, in substance, form part of the Group's net investment in the jointly controlled entity), the Group discontinues recognising its share of further losses. An additional share of losses is provided for and a liability is recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that jointly controlled entity.

Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss.

When a group entity transacts with a jointly controlled entity of the Group, profits or losses are eliminated to the extent of the Group's interest in the jointly controlled entity.

3. 主要會計政策 (續)

共同控制實體

共同控制實體指以合營安排另行成立之獨立實體，其各合營方可共同控制該實體之經濟活動。

共同控制實體之業績及資產及負債以權益會計法計入綜合財務報表。根據權益法，於共同控制實體之投資於綜合財務狀況表內按成本值列賬，並就本集團應佔共同控制實體資產淨值之收購後變動作出調整，扣除任何已識別減值虧損。當本集團應佔共同控制實體之虧損相當於或超出其於該共同控制實體之權益（包括大體上構成本集團於共同控制實體投資淨額之部份之任何長期權益）時，則本集團終止確認其應佔之進一步虧損。額外應佔之虧損會予以提撥，並僅於本集團產生法定或推定責任或代該共同控制實體付款時方予以確認。

本集團應佔可識別資產、負債及或然負債之公平淨值超出收購成本之任何金額於重新評估後會即時於損益內確認。

倘集團實體與本集團之共同控制實體進行交易，盈利或虧損乃以本集團於共同控制實體之權益所對銷。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

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

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

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

3. 主要會計政策 (續)

商譽

收購業務所產生之商譽按於收購業務日期當日制定之成本(見上文會計政策)減累計減值虧損(如有)列賬。

就減值測試而言,商譽被分配至每個預期因合併而產生協同效應之相關現金產生單位(或現金產生單位單位組)。

獲分配商譽之現金產生單位將每年(或更常見是有指標顯示該單位可能出現減值時)進行減值測試。倘現金產生單位之可收回金額低於其賬面值,將首先分配減值虧損抵減該單位所獲分配任何商譽之賬面值,再依據該單位內每項資產賬面值按比例抵減該單位內其他資產。商譽之任何減值虧損於綜合損益表之損益內直接確認。就商譽確認之減值虧損並不於隨後期間內撥回。

出售相關現金產生單位時,商譽之應佔金額於計算出售損之盈利或虧損時計入。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities. Revenue is shown, net of returns, rebates and discounts and after eliminating sales within the Group. Revenue is recognised as follows:

Sale of goods is recognised when goods are delivered and the significant risks and rewards of ownership of the goods have passed to the buyer.

Maintenance services income is recognised when services are rendered.

Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

Rental income arising from operating leases is recognised on a straight-line basis over the terms of the relevant leases.

Commission income is recognised when the relevant services are rendered.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

3. 主要會計政策 (續)

收入確認

收益包括本集團日常業務中出售貨品及服務的已收或應收代價的公平值。收益在扣除退貨、回佣及折扣，及抵銷本集團間之銷售後列帳。收益按以下基準確認：

銷售商品收入乃於交貨及貨品所有權之大部份風險及回報已轉移至買家時確認。

保養維修收入乃於提供服務時確認。

利息收入按時間法計入，並按未償還本金及適用實際利率（即將該金融資產之估計未來現金流入量準確折現至其賬面淨額之利率）計算。

經營租賃之租金收入乃按有關租賃之年期以直線法確認。

佣金收入乃於提供有關服務時確認。

投資所得股息收入乃根據收取股息之股東權利確認後方予入賬。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type of class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

Leasing

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

The Group as lessor

Amounts due from lessees under finance leases are recorded as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

Rental income from operating leases is recognised in the consolidated income statement on a straight-line basis over the terms of the relevant leases. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

3. 主要會計政策 (續)

分類報告

經營分類及財務報表所報告之各分類項目之款項乃為分配資源予本集團不同業務及地區以及評估該等業務及地區之表現而定期向本集團最高級行政管理層提供之財務資料中確認。

就財務報告而言，個別重大經營分類不會合併，惟分類間有類似經濟特點及在產品及服務性質、生產過程性質、客戶種類或類別、用作分銷產品或提供服務之方法以及監管環境性質方面相類似則除外。倘並非個別重大之經營分類符合大部份此等準則，則該等經營分類可能會被合併。

租賃

倘租賃之條款將資產所有權之絕大部份風險及回報撥予承租人，則有關租賃將歸類為融資租賃。所有其他租賃均歸類為經營租賃。

本集團為出租人

融資租賃承租人之欠款乃按本集團於有關租賃之淨投資額而記錄為應收賬款。融資租賃收入乃於會計期間分配，從而反映本集團有關租約之淨投資額所產生之固定回報率。

經營租賃之租金收入乃按有關租賃之年期以直線法在綜合損益表中確認。磋商及安排經營租賃初步產生之直接成本計入租賃資產之賬面值中，且以直線法於租期確認。

3. SIGNIFICANT ACCOUNTING POLICIES*(Continued)***Leasing (Continued)*****The Group as lessee***

Assets held under finance leases are initially recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liabilities to the lessors are included in the consolidated statement of financial position as a finance lease obligations.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs (see the accounting policy below). Contingent rentals are recognised as expenses in the periods in which they are incurred.

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

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

3. 主要會計政策 (續)**租賃 (續)****本集團為承租人**

按融資租賃而持有之資產以購置日期之公平值初步確認為本集團資產，或倘屬較低者，則以最低租賃付款之現值。對出租人相應之債務，於綜合財務狀況表中列賬為應付融資租賃債務。

租賃付款乃於融資開支與租賃債務扣減之間作出分配，致使負債之餘額維持固定之利率。融資開支即時於損益確認，惟有關開支與合資格資產直接相關則除外，於此情況下，有關開支按照本集團之貸款成本政策（請參閱下文會計政策）撥充資本。或然租金於產生期間確認為開支。

經營租賃付款於租期按直線法確認為開支，惟另有系統基準更能代表使用租賃資產產生經濟利益之時間模式則除外。經營租賃所產生之或然租金於產生期間確認為開支。

倘訂立經營租賃可以獲得租賃優惠，該等優惠作為負債確認。優惠整體利益按直線法作為扣減租金開支確認，惟另有系統基準更能具代表使用租賃資產產生經濟利益之時間模式則除外。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leasing (Continued)

Leasehold land for own use

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group unless it is clear that both elements are operating leases in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “prepaid lease payments” in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded in its functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

3. 主要會計政策 (續)

租賃 (續)

自用租賃土地

倘租賃包括土地及樓宇部份，本集團根據評估各部份之絕大部份風險及回報是否已轉移至本集團，評估各部份獨立分類為融資或經營租賃，惟倘若兩個部份明確地屬於經營租賃，則整個租賃分類為經營租賃。具體而言，最低租賃款項（包括任何一次性預付款）被分配到土地及樓宇部份之比例，以其租賃在開始時土地租賃權益和樓宇租賃權益之相對公平值比例分配。

倘能可靠地分配租賃款項，則租賃土地之權益將作為一項經營租賃，於綜合財務狀況表項下之「預付租賃款項」列賬及按租賃年期以直線法攤銷。在租賃款項不能在土地及樓宇之間作可靠分配之情況下，全數租賃款項均被納入土地及樓宇之成本作為物業、廠房及設備之融資租賃。

外幣

編製每個集團企業之財務報表時，採用非該企業功能貨幣（外幣）進行之交易，一律以交易日現行匯率折算為其功能貨幣（即該企業經營之主要經濟環境通用之貨幣）入賬。於各報告期末，以外幣計值之貨幣項目以該日現行匯率重新折算。以外幣計值且以公平值入賬之非貨幣項目，以公平值釐定日之現行匯率重新折算。以外幣歷史成本計量之非貨幣項目概不重新折算。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

Exchange differences arising on monetary items are recognised in profit or loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- exchange differences on transactions entered into in order to hedge certain foreign currency risks (see the accounting policies below); and
- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

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

3. 主要會計政策 (續)

外幣 (續)

因貨幣項目產生之匯兌差額於產生期內於損益內確認，惟下列情況除外：

- 當有關日後生產使用之在建資產之外幣借貸匯兌差額被視為外幣借貸利息成本之調整時，匯兌差額計入該等資產之成本；
- 交易之匯兌差額為對沖若干外幣風險（請參閱下文會計政策）；及
- 應收或應付一項海外業務之貨幣項目匯兌差額，既無計劃結算亦不大可能發生，其為海外業務投資淨額之一部份，並初步於其他全面收入確認及於償還貨幣項目時由權益重新分類至損益。

就呈列綜合財務報表而言，本集團海外經營業務之資產及負債乃按於各報告期末之現行匯率換算為本集團之列賬貨幣（如港元）。收入及支出項目乃按期內之平均匯率進行換算。除非匯率於該年度內出動大幅波動則作別論，於此情況下，則於其他全面收入中確認及於權益下之匯兌儲備中累計（如適用，非控股權益應佔匯兌儲備）。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Foreign currencies (Continued)

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a jointly controlled entity that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In relation to a partial disposal that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences is re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or jointly controlled entities that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of the reporting period. Exchange differences arising are recognised in equity under the heading of exchange reserve.

3. 主要會計政策 (續)

外幣 (續)

於出售海外業務(即出售本集團於該海外業務之全部權益,或涉及失去包括海外業務之附屬公司之控制權之出售,或涉及失去包括海外業務之共同控制實體之控制權之出售,或涉及失去對包括海外業務之聯營公司之重大影響力之出售)時,就本公司擁有人應佔之業務於權益累計之所有匯兌差異重新分類至損益。

有關部份出售並未導致本集團失去附屬公司之控制權,則按此比例將累計匯兌差異重新分類為非控股權益,而並不於損益內確認。對於所有其他部份出售(即部份出售聯營公司或共同控制實體,而並無造成本集團失去重大影響力或共同控制權),按此比例將累計匯兌差異重新分類至損益。

於收購海外業務時產生之有關所收購可識別資產之商譽及公平值調整處理為該海外經營業務之資產及負債,並按於報告期末之現行匯率進行換算。產生之匯兌差額於權益下之匯兌儲備確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

Retirement benefit costs

Payments to defined contribution retirement schemes are charged as an expense when employees have rendered service entitling them to the contributions.

Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the consolidated income statement because of items of income or expense that are taxable or deductible in other years and 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.

3. 主要會計政策 (續)

貸款成本

因收購、興建或生產需要長時間籌備方可供其擬定用途或銷售之合資格資產所產生之直接貸款成本，需計入該等資產之成本中，直至該等資產大致上可供其擬定用途或銷售。

在合資格資產產生支出前，臨時投資於該等特定借貸所賺取之投資收入，乃在該等合資格資產的資本化貸款成本中扣除。

所有貸款成本均於產生期間在損益內確認。

退休福利費用

界定供款退休金計劃之付款乃於僱員已提供使其有權獲得供款之服務時確認為開支。

稅項

所得稅開支乃為現行應繳稅項與遞延稅項之總額。

現行應繳稅項根據本年度之應課稅盈利計算。應課稅盈利與綜合損益表內呈報之純利兩者存在差異，此乃由於其他年度之應課稅或可扣減收支項目，以及毋須課稅及不獲扣減之項目所致。本集團之現行稅項負債採用已頒佈或於報告期末已實質頒佈之稅率計算。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

Deferred tax is recognised on temporary differences between the carrying amount of assets and liabilities in the consolidated 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. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of 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 investment in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the timing of 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 profit will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

3. 主要會計政策 (續)

稅項 (續)

遞延稅項乃根據綜合財務報告內資產及負債賬面值與計算應課稅盈利所採用相應稅基之暫時差異而確認。遞延稅項負債一般按所有應課稅之暫時性差異予以確認。遞延稅項資產則一般按可能會出現可用以抵銷可扣減之暫時性差異之應課稅盈利而予以確認。倘若暫時差異乃基於商譽或於一項不影響稅務盈利或會計盈利之交易中初步確認(業務合併之情況下除外)之其他資產及負債而引致，則有關資產及負債不予確認。

遞延稅項負債按於附屬公司及聯營公司之投資以及合營公司權益所引致之應課稅暫時性差異而予以確認，惟本集團可控制暫時性差異之撥回時間及不大可能於可見將來撥回之暫時性差異則除外。

遞延稅項資產之賬面值於各報告期末作檢討，並作出調減直至不再可能有足夠應課稅盈利恢復全部或部份資產價值。

遞延稅項資產及負債按預期適用於清償負債或變現資產期間之稅率計算，而該等稅率乃基於於報告期結束前已頒佈或大致上頒佈之稅率(及稅法)。遞延稅項負債及資產之計量反映按本集團預期於報告期末將可收回或清償其資產及負債之賬面值之方式計算所得之稅務結果。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Property, plant and equipment

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

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

Land held under medium-term lease	Over the unexpired term of lease
Buildings on land held under medium-term lease	2½ – 5%
Leasehold improvements	10% – 20% or over the lease term
Furniture, fixtures and equipment	10 – 20%
Machinery and tools	20 – 33⅓%
Motor vehicles	20 – 25%
Motor yacht	5%

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

3. 主要會計政策 (續)

稅項 (續)

本年度及遞延稅項於損益內確認，惟當其與其他全面收入相關項目或直接於權益確認之項目有關時除外，於此情況下，本年度及遞延稅項亦分別於其他全面收入或直接於權益確認。就因對業務合併進行初始會計處理而產生之本年度稅項或遞延稅項而言，稅務影響乃計入業務合併之會計處理內。

物業、廠房及設備

持作生產或供應貨品或服務或用作行政用途之物業、廠房及設備（包括樓宇及租賃土地）均以綜合財務狀況表按成本值或公平值減除累計折舊及累積減值虧損（如有）後入賬。

確認折舊以於物業、廠房及設備之估計可使用年期內按直線法撇銷成本減殘值。所使用之年率如下：

以中期契約持有之土地	契約尚餘年期
建於中期契約土地上之樓宇	2½ – 5%
物業裝修	10% – 20% 或於契約期內
傢俬、裝置及設備	10 – 20%
機器及工具	20 – 33⅓%
汽車	20 – 25%
機動遊艇	5%

按融資租賃持有之資產，均按其與自置資產相同基準之估計可使用年期或租賃年期折舊。然而，當於租期結束前對將獲得之所有權並無合理確定因素時，資產按租期與其可使用年期兩者之較短者予以折舊。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment (Continued)

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

Investment properties

Investment properties are properties held to earn rentals and/or capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured at fair value. Gains and losses arising from changes in the fair value of investment property are included in profit or loss in the period in which they arise.

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

Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of the reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

3. 主要會計政策 (續)

物業、廠房及設備 (續)

當出售時或繼續使用該資產預期日後不會產生經濟利益時，物業、廠房及設備項目會終止確認。出售或報廢物業、廠房及設備項目所產生之任何收益或虧損乃按資產出售所得款項與賬面值之差額釐定並於損益確認。

投資物業

投資物業為持作賺取租金及／或資本增值之物業（包括在建物業）。投資物業初步按成本計量（包括交易成本）。於初步確認後，投資物業按公平值計量。投資物業公平值變動產生之收益及虧損於其產生期內之損益入賬。

一項投資物業被出售或該投資物業永久停止使用，或預期出售不會產生任何未來經濟利益，則終止確認該項投資物業。終止確認某項物業產生之任何收益或虧損（按出售所得款項淨額與該資產賬面值之差計算）均列入該物業被終止確認年度之綜合損益表。

無形資產

獨立收購之無形資產

具有有限使用年期且為獨立收購之無形資產乃按成本減累計攤銷及累計減值虧損列賬。攤銷以直線法就其估計可使用年期確認。估計可使用年限及攤銷方法於報告期末進行審閱，並預先就任何估計變動影響入賬。具無限使用年期且單獨購入之無形資產按成本減累計減值虧損列賬。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost of inventories are determined on a first-in-first-out basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Cash and cash equivalents

For the purposes of the statement of cash flows, cash and cash equivalents comprise cash on hand, deposits held at call with banks, cash investments with a maturity of three months or less from date of investment and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the statement of financial position.

Provisions and contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

3. 主要會計政策 (續)

存貨

存貨乃按成本或可變現淨值之較低者入賬。存貨成本乃按先入先出基準釐定。可變現淨值為存貨之估計售價減所有估計之完成成本及估計所需之銷售成本。

現金及現金等值項目

在現金流量表中，現金及現金等值項目包括手頭現金、銀行通知存款及於購入後三個月內到期之現金投資及銀行透支。銀行透支呈列於財務狀況表流動負債之貸款內。

撥備及或然負債

倘本集團因過往事故導致現時產生債項（法定或推定），且可能須償付有關債項並且能可靠地估計債項金額時，則確認撥備。

所確認為撥備金額乃按報告期末償付有關債項所須代價之最佳估計計算，並經考慮與債項有關之風險及不確定因素。倘撥備採用估計清償現有債項之現金流計量，則其賬面值為該等現金流之現有價值（倘貨幣時間價值影響重大）。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Provisions and contingent liabilities (Continued)

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the financial statements. When a change in the probability of an outflow occurs so that outflow is probable, it will then be recognised as a provision.

Financial instruments

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

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

3. 主要會計政策 (續)

撥備及或然負債 (續)

當須用於撥備之部份或全部經濟收益預期可向第三方收回時，在確定將可獲償付且能可靠估計可收回金額時，則應收回之金額確認為資產。

或然負債指因過往事件而產生的可能責任，而有關責任會否存在，須視乎日後一項或多項不確定事件會否出現，而出現與否非完全由本集團控制；也可以是因過往事件而已經產生的責任，但因為將來需要撥出經濟資源履行責任的機會不大，或不能對所涉及金額作可靠計量而未有入賬處理。

或然負債不予入賬，但會在財務報表附註披露。若情況有變以致將來可能需要撥出資源以履行責任，即以撥備入賬。

金融工具

當一家集團企業成為金融工具合約其中一方時確認為金融資產及金融負債。

金融資產及金融負債初步以公平值計量。直接歸於收購或發行金融資產及金融負債之交易成本（以公平值計入損益的金融資產及金融負債除外），於初步確認時計入金融資產或金融負債（如適用）之公平值或從中扣減。收購金融資產或金融負債直接應佔，且以公平值計入損益的交易成本即時於損益內確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets

Financial assets are classified into the following specified categories: financial assets at fair value through profit or loss, loans and receivables, "held-to-maturity" investments and "available-for-sale" financial assets. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective interest method

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

Income is recognised on an effective interest basis for debt instruments other than those financial assets designated as at financial assets at fair value through profit or loss.

Financial assets at fair value through profit or loss

Financial assets are classified as at fair value through profit or loss when the financial asset is either held for trading or it is designated as at fair value through profit or loss.

3. 主要會計政策 (續)

金融工具 (續)

金融資產

金融資產劃分下列指定類別：以公平值計入損益的金融資產、貸款及應收款項、「持至到期日」投資及「可供出售」之金融資產。分類視乎該等金融資產之性質及目的而定，並於初步確認時決定所屬類別。金融資產之所有正常購買及出售均按交易日期基準確認。正常購買及銷售乃指須按規定或市場慣例規定之時間內交收資產之金融資產買賣。

實際利息法

實際利息法為計算債務工具之攤銷成本以及分配於有關期間的利息收入之方法。實際利率是於初次確認時可準確透過債務工具之預計可用年期或（倘適用）在較短期間內對估計未來現金收入（包括所支付或收取能構成整體實際利率之所有費用、交易成本及其他溢價或折價）折算為賬面淨值的利率。

就債務工具而言，除指定按公平值計入損益之金融資產外，收入按實際利率基準確認。

以公平值計入損益的金融資產

倘金融資產為持作買賣金融資產或指定為按公平值計入損益，則分類為按公平值計入損益之金融資產。

3. SIGNIFICANT ACCOUNTING POLICIES*(Continued)***Financial instruments (Continued)****Financial assets at fair value through profit or loss***(Continued)*

A financial asset is classified as held for trading if:

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

A financial asset other than a financial asset held for trading may be designated as at fair value through profit or loss upon initial recognition if:

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

Financial assets at fair value through profit or loss are measured at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial assets.

3. 主要會計政策 (續)**金融工具 (續)****以公平值計入損益的金融資產 (續)**

下列情況下金融資產乃歸類為持作買賣：

- (a) 所收購之金融資產主要用於在不久將來銷售；或
- (b) 於初步確認時，屬於本集團整體管理之可識別金融工具組合之一部份，且近期事實上有出售以賺取短期利潤的模式；或
- (c) 屬於衍生工具（指定及具有有效對沖作用之工具除外）。

持作交易之金融資產以外之金融資產倘符合下列條件，則於初步確認時可被指定為以公平值計入損益之金融資產：

- (a) 該指定消除或主要減低以其他方式計量或確認而出現之不一致計量或確認；或
- (b) 金融資產構成按本集團列明之風險管理或投資策略管理的一組金融資產或金融負債或者兩者同時具有，並以公平值為基準評估其表現，及按該基準提供有關組別的內部資訊；或
- (c) 構成含有一項或多項內置衍生工具之合約之一部份，及香港會計準則第39號「金融工具：確認及計量」准許全部合併合約（資產或負債）指定為按公平值計入損益。

以公平值計入損益之金融資產以公平值計量，而重新計量所產生之任何收益或虧損於損益內確認。在損益內確認之收益或虧損淨額包括從金融資產賺取之任何股息或利息。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables (including trade and other receivables, cash and cash equivalents and amounts due from associates are measured at amortised cost using the effective interest method, less any impairment.

Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated as available-for-sale or are not classified as (a) loans and receivables, (b) held-to-maturity investments or (c) financial assets at fair value through profit or loss.

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

Available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments are measured at cost less any identified impairment losses at the end of each reporting period (see accounting policy in respect of impairment loss on financial assets below).

3. 主要會計政策 (續)

金融工具 (續)

貸款及應收款項

貸款及應收款項乃固定或可釐定付款，並未於活躍市場掛牌之非衍生金融資產。貸款及應收款項（包括貿易及其他應收款項、現金及現金等值項目以及應收聯營公司款項）按實際利息法計算之攤銷成本減任何減值計量。

利息收入使用實際利率確認，惟確認利息影響不大之短期應收賬款除外。

可供出售金融資產

可供出售金融資產為非衍生工具，且指定為可供出售或並非分類為(a)貸款及應收款項；(b)持有至到期日投資；或(c)按公平值計入損益之金融資產。

於各報告期末，可供出售金融資產按公平值計量。公平值之變動於其他全面收入確認，並於投資重估儲備項下累計；該金融資產於售出或釐定時進行減值，而過往於投資重估儲備累計之累計收益或虧損重新分類至損益（有關下文有關金融資產減值虧損，請參閱會計政策）。

在任何活躍市場並無市場報價及無法可靠地計量公平值之可供出售股本投資，及與該等無報價權益工具掛鉤及必須透過交付該等權益工具進行結算之衍生工具，於報告期末按成本減任何可識別減值虧損計量（有關下文金融資產減值虧損，請參閱會計政策）。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Impairment of financial assets

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

For an available-for-sale equity investment, a significant or prolonged decline in the fair value of that investment below its cost is considered to be objective evidence of impairment.

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

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

For certain categories of financial assets, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of 7 to 90 days, observable changes in national or local economic conditions that correlate with default on receivables.

3. 主要會計政策 (續)

金融工具 (續)

金融資產減值

於各報告期末評估金融資產有否減值跡象，惟按公平值計入損益之金融資產除外。倘有客觀證據顯示金融資產首次確認後發生的一項或多項事件導致相關投資之估計未來現金流量被削弱，則金融資產視為已減值。

就可供出售股本投資而言，倘該投資的公平值長期或持續下跌至低於其成本，則被視為減值之客觀證據。

就所有其他金融資產而言，減值之客觀證據包括：

- (a) 發行人或交易對手出現重大財政困難；或
- (b) 違約，例如拖欠或不支付利息或本金付款；或
- (c) 借貸方很可能破產或進行財務重組；或
- (d) 因出現財政困難導致金融資產失去活躍市場。

就若干類別之金融資產（例如貿易往來應收賬款）而言，評估為不會單獨作出減值之資產亦會另行彙集一併評估減值。應收賬款組合出現減值之客觀證據包括本集團過往收款記錄、組合內延遲付款之拖欠期超過7至90日平均信貸期之宗數上升，以及國家或地區經濟狀況出現明顯變動導致應收賬款未能償還。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Impairment of financial assets (Continued)

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods (see the accounting policy below).

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

When an available-for-sale financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period.

3. 主要會計政策 (續)

金融工具 (續)

金融資產減值 (續)

就按已攤銷成本列賬之金融資產而言，已確認減值虧損金額為該資產之賬面值與按該金融資產原實際利率貼現之估計日後現金流量現值之差額。

就按成本列賬之金融資產而言，減值虧損金額乃資產賬面值與估計未來現金流折現計算的現值兩者之間的差額，而折現率為同類金融資產之現時市場回報率。該減值虧損在期後不可撥回（請參閱下文會計政策）。

所有金融資產之減值虧損會直接於金融資產之賬面值中作出扣減，惟貿易往來應收賬款除外，貿易往來應收賬款之賬面值會透過撥備賬作出扣減。當貿易往來應收賬款被視為不可收回時，將於撥備賬內撇銷。先前已撇銷之款項如其後收回，在撥備賬對銷。撥備賬內之賬面值變動會於損益確認。

當可供出售金融資產釐定為已減值，先於其他全面收益確認之累計收益或虧損乃於期內重新分類至損益。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Impairment of financial assets (Continued)

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

In respect of available-for-sale equity investments, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised directly in equity. For available-for-sale debt investments, impairment losses are subsequently reversed if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

Financial liabilities and equity instruments

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

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

3. 主要會計政策 (續)

金融工具 (續)

金融資產減值 (續)

就按攤銷成本計量之金融資產而言，倘減值虧損額於隨後期間有所減少，而有關減少在客觀上與確認減值後發生之事件有關，則先前已確認之減值虧損將透過損益予以撥回，惟該資產於減值被撥回當日之賬面值不得超過未確認減值時之已攤銷成本。

就可供出售股本投資而言，先前已於損益確認之減值虧損不會於損益撥回。減值虧損後公平值之任何增加將直接於權益確認。就可供出售債務投資而言，倘該投資公平值之增加可客觀地與確認減值虧損後之某一事件發生聯繫，減值虧損將隨後撥回。

金融負債及權益工具

由一間集團公司發行之債務工具及權益工具，乃依據所簽署合約安排之實質，及對金融負債及權益工具之界定進行歸類。

權益工具

一項權益工具乃證明於本集團資產之剩餘權益（扣減其所有負債後）之任何合約。本集團發行之權益工具於收取所得款項（扣除直接發行成本）時確認。

購回本公司本身權益工具已直接於權益確認及扣除。概無就購買、出售、發行或註銷本公司本身權益工具之盈利或虧損確認盈利或虧損。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Effective interest method

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

Interest expense is recognised on an effective interest basis other than those financial liabilities designated as at financial liabilities at fair value through profit or loss.

Other financial liabilities

Other financial liabilities (including trade and other payables, bills payables, amount due to a jointly controlled entity, amount due to a related company, borrowings and obligations under finance leases) are subsequently measured at amortised cost using the effective interest method.

Convertible loan note

Convertible loan note issued by the Company that contain both financial liability and equity components are classified separately into respective liability and equity components on initial recognition.

On initial recognition, the fair value of the liability component is determined using the prevailing market interest rate of similar non-convertible debts. The difference between the gross proceeds of the issue of the convertible loan note and the fair value assigned to the liability component, representing the embedded call option for the holder to convert the loan note into equity, is included in equity component of convertible loan note.

3. 主要會計政策 (續)

金融工具 (續)

實際利息法

實際利息法為計算金融負債之攤銷成本以及分配於有關期間之利息開支之方法。實際利率為初次確認時可準確透過金融負債或(倘適用)在較短期間內對估計未來現金付款(包括所支付或收取能構成整體實際利率之所有費用及即時費用、交易成本及其他溢價或折價)折算為賬面淨值之利率。

利息開支按實際利率基準確認，惟指定按公平值計入損益之金融負債除外。

其他金融負債

其他金融負債(包括貿易往來及其他應付款項、應付票據、應付一間共同控制實體款項、應付一間關聯公司款項、貸款及融資租賃承擔)採用實際利息法計算攤銷成本入賬。

可換股貸款票據

本集團發行之可換股貸款票據包含金融負債及權益部份，並於初步確認時分開歸類於各自負債及權益部份。

於初步確認時，負債部份之公平值乃按類似非可換股債券之現行市場息率釐定。發行可換股貸款票據所得款項淨額與歸入負債部份之公平值之差額(代表持有人將貸款票據轉換為權益之內置認購期權)計入可換股貸款票據之權益部份。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Convertible loan note (Continued)

In subsequent periods, the liability component of the convertible loan note is carried at amortised cost using the effective interest method. The equity component, representing the option to convert the liability component into ordinary shares of the Company, will remain in convertible loan note equity reserve until the embedded option is exercised, which the convertible loan note equity reserve and the carrying amount of the liability component at the time of conversion, is transferred to share capital and share premium as consideration for the shares issued. Where the option remains unexercised at the expiry date, the balance stated in convertible loan note equity reserve will be released to the accumulated losses. No gain or loss is recognised in profit or loss upon conversion or expiration of the option.

Transaction costs that relate to the issue of the convertible loan note are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible loan note using the effective interest method.

Derivative financial instruments

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

3. 主要會計政策 (續)

金融工具 (續)

可換股貸款票據 (續)

其後期間可換股貸款票據之負債部份採用實際利率法以攤銷成本入賬。權益部份(代表將負債部份轉換為本公司普通股之期權)將保留於可換股貸款票據權益儲備內直至內置期權被行使,及可換股貸款票據儲備及兌換時負債部份之賬面值將作為已發行股份之代價轉撥至股本及股份溢價。若該期權於到期日仍未行使,則於可換股貸款票據權益儲備呈列之餘額將被用於撥入累計虧損。期權於換股或失效時之損益概不會於損益內確認。

發行可換股貸款票據有關交易成本乃按所得款項分配比例,分配至負債及權益部份。與權益部份相關之交易成本直接從權益扣除。與負債部份相關之交易成本計入負債部份之賬面值並以實際利率法於可換股貸款票據年期內攤銷。

衍生金融工具

衍生工具最初於訂立衍生工具合約當日按公平值確認,其後於報告期末按公平值重新計量。此項確認法導致之收益或虧損隨即確認為損益,除非衍生工具指定為對沖工具並按其生效。倘其指定為對沖工具,確認損益之時間則取決於對沖關係的性質。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Hedge accounting

The Group designates certain derivatives as either hedges of the fair value of fixed-rate bank borrowings (fair value hedges) and hedges of highly probable forecast transactions for foreign currency exposure (cash flow hedges), or hedges of net investments in foreign operations.

At the inception of the hedge relationship, the entity documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

Fair value hedges

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recognised in profit or loss immediately, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

Hedge accounting is discontinued when the Group revokes the hedging relationship, when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting.

Any adjustment to the carrying amount of the hedged item for the designated risk for interest-bearing financial instruments is amortised to profit or loss, with amortisation commencing no later than when the hedged item ceases to be adjusted. The amortisation is based on a recalculated effective interest rate at the date amortisation commences such that the adjustment is fully amortised by maturity.

3. 主要會計政策 (續)

金融工具 (續)

對沖會計

本集團指定若干衍生工具為對沖定息銀行借貸的公平值(公平值對沖)及對沖很可能發生的外幣風險預期交易(現金流量對沖);或對沖外地營運的淨投資。

於對沖關係初始,實體記錄對沖工具與被對沖項目之關係,及進行各類對沖交易之風險管理目標及其策略。此外,於對沖開始和進行期間,本集團記錄對沖工具是否能高度有效地抵銷被對沖風險應佔被對沖項目之公平值或現金流量變動。

公平值對沖

被指定為公平值對沖且符合公平值對沖條件之衍生工具之公平值變動,均會連同與其對沖風險有關之對沖資產或負債之公平值變動,一起即時於損益確認。

當本集團解除對沖關係、對沖工具已到期或被出售、被終止、被行使或者已不再符合對沖會計法之條件時,對沖會計法便會終止。

就計息金融資產指定風險對被對沖項目賬面值所作之任何調整於損益攤銷,有關攤銷於停止為該被對沖項目進行調整前開始。該攤銷之基準為於攤銷開始日期之重新計算實際利率,有關調整因此於到期前全數攤銷。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Hedge accounting (Continued)

Cash flow hedges

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated under the heading of cash flow hedging reserve. The gain or loss relating to the ineffective portion is recognized immediately in profit or loss, and is included in the 'other gains and losses' line item.

Amounts previously recognised in other comprehensive income and accumulated in equity are reclassified to profit or loss in the periods when the hedged item is recognised in profit or loss, in the same line of the consolidated income statement as the recognised hedged item. However, when the hedged forecast transaction results in the recognition of a non-financial asset or a non-financial liability, the gains and losses previously recognised in other comprehensive income and accumulated in the cash flow hedging reserve are transferred from the cash flow hedging reserve and included in the initial measurement of the cost of the non-financial asset or non-financial liability.

Hedge accounting is discontinued when the Group revokes the hedging relationship, when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gain or loss recognised in other comprehensive income and accumulated in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognised immediately in profit or loss.

3. 主要會計政策 (續)

金融工具 (續)

對沖會計 (續)

現金流量對沖

當衍生工具獲指定並符合條件作為現金流量對沖，其有效部份之公平值變動於其他全面收入內確認並於現金流量對沖儲備項下累計。非有效部份之收益或虧損即時於損益確認，並列入「其他收益及虧損」項下。

先前於其他全面收入確認並於權益累計之金額，在被對沖項目於損益確認期間重新分類至損益，與綜合損益表內之已確認被對沖項目處於相同項下。然而，若被對沖之預期交易導致確認一項非財務資產或非財務負債，則先前於其他全面收入確認並於現金流量對沖儲備內累計之收益及虧損自現金流量對沖儲備轉撥，並計入非財務資產或非財務負債之初步成本計量。

當本集團撤消對沖關係、對沖工具已到期或出售、終止、已行使或不再符合資格使用對沖會計法時，將會終止使用對沖會計法。當時於其他全面收入確認並於權益累計之任何收益或虧損將於權益保留，並於預期交易最終於損益內確認。倘預期交易預計不再進行，於權益之累計收益或虧損將即時於損益確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Hedge accounting (Continued)

Hedges of net investments in foreign operations

Hedges of net investments in foreign operations are accounted for similarly to cash flow hedges. Any gain or loss on the hedging instrument relating to the effective portion of the hedge is recognised in other comprehensive income and accumulated under the heading of foreign currency translation reserve. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss, and is included in the 'other gains and losses' line item.

Gains or losses on the hedging instrument relating to the effective portion of the hedge accumulated in the foreign currency translation reserve are reclassified to profit or loss on the disposal of the foreign operation.

Financial guarantee contracts

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

Financial guarantee contracts issued by the Group are initially measured at its fair value and, if not designated as at fair value through profit or loss, are subsequently measured at the higher of:

- the amount of the obligation under the contract, as determined in accordance with HKAS 37 Provisions, Contingent Liabilities and Contingent Assets; and
- the amount initially recognised less, where appropriate, cumulative amortization recognized in accordance with the revenue recognition policies.

3. 主要會計政策 (續)

金融工具 (續)

對沖會計 (續)

海外業務投資淨額對沖

海外業務投資淨額對沖之會計處理方法與現金流量對沖相近。與對沖有效部份相關之對沖工具之任何收益或虧損於其他全面收入內確認並於外幣換算儲備項下累計。非有效部份之收益或虧損即時於損益確認，並列入「其他收益及虧損」項下。

於出售海外業務時，於外幣換算儲備累計與對沖有效部份相關之對沖工具收益或虧損重新分類至損益。

財務擔保合約

財務擔保合約為當某一指定債務人不能根據債務工具的原有或經修訂條款支付到期債務，而要求發行人作出指定之付款，以償付持有人因此而發生之損失之合約。

由本集團發行之財務擔保合約初步按公平值計量，且如果並無指定按公平值計入損益，則其後以下列兩項之較高者計量：

- 按香港會計準則第37號「撥備、或然負債及或然資產」之規定所釐定合約項下之債項金額；及
- 初步確認金額減（如適用）按收益確認政策確認之累計攤銷。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group continues to recognise the asset to the extent of its continuing involvement and recognises an associated liability. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralized borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

On derecognition of a financial asset other than in its entirety, the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

3. 主要會計政策 (續)

金融工具 (續)

終止確認

只有當資產現金流之合約權利屆滿時，或轉讓該金融資產而將其所有權之絕大部份風險及回報轉移予另一實體時，本集團方會終止確認金融資產。倘本集團並未轉移亦未保留所有權之絕大部份風險及回報，並繼續控制已轉移資產，則本集團會繼續確認該資產（惟以其持續參與程度為限）及確認相關負債。倘本集團仍保留已轉移金融資產的所有權之絕大部份風險及回報，本集團將繼續確認該金融資產以及確認已收所得款項之有抵押借款。

於全面終止確認某項金融資產時，有關資產賬面值及已收或應收代價之和，與已於其他全面收入確認並於權益累計之收益或虧損之差額乃於損益內確認。

除全面終止確認外，於終止確認金融資產時，本集團將金融資產之過往賬面值在其仍確認為繼續參與之部份及不再確認之部份之間，按照該兩者於轉讓日期之相關公平值作出分配。不再確認部份獲分配之賬面值與該部份已收代價及其已於其他全面收入確認獲分配之任何累計收益或虧損之總和間之差額，乃於損益內確認。已於其他全面收入確認之累計收益或虧損乃按繼續確認部份及不再確認部份之相關公平值在該兩者間作出分配。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Derecognition (Continued)

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Properties held for sale

Properties held for sale are stated at the lower of cost and net realisable value.

Impairment

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets with finite useful lives 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 the impairment loss (if any).

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. When 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. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

3. 主要會計政策 (續)

金融工具 (續)

終止確認 (續)

本集團僅於本集團之債項獲解除、註銷或屆滿時方取消確認金融負債。被終止確認之金融負債之賬面值與已付及應付代價間之差額於損益內確認。

持有供出售物業

持有供出售物業以成本及可兌現淨值之較低者呈列。

減值

於各報告期末，本集團會審閱其具有有限可使用年期之有形及無形資產之賬面值，以釐定該等資產是否出現任何減值虧損跡象。倘若任何有關跡象存在，則估計資產之可收回金額，以釐定減值虧損程度（如有）。

具有不確定可使用年期之無形資產以及未可供使用之無形資產至少每年進行減值測試一次，且每當該資產出現可能減值之跡象時進行減值測試。

可收回金額乃公平值減銷售成本及在用價值兩者中較高者。若某單一資產之可收回金額不可能估計，本集團會估計該資產所屬之現金產生單位之可收回金額。在合理及貫徹之分配基準可被確定之情況下，公司資產亦分配至個別現金產生單位，否則將分配至合理及貫徹之分配基準可被確定之最小現金產生單位。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Impairment (Continued)

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 for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or the cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

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

Share-based payment transactions

Equity-settled share-based payment transactions

Share options granted to employees

For grants of share options which are conditional upon satisfying specified vesting conditions, the fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share options reserve). The impact of the revision of the original estimates during the vesting period, if any, is recognised in profit or loss with a corresponding adjustment to share options reserve.

3. 主要會計政策 (續)

減值 (續)

評估使用價值時，採用除稅前折現率將估計未來現金流量折現至現值。該折現率反映市場所評估之貨幣時間價值及該資產之獨有風險，而估計未來現金流量未有就此在出調整。倘估計資產（或現金產生單位）之可收回金額低於其賬面值，則該資產之賬面值將減至其可收回金額。減值虧損即時於損益確認。

倘減值虧損於其後撥回，除商譽以外之資產之賬面金額增加至其可收回金額之重新估計值，惟增加後之賬面金額不能超過該資產過往年度已確認為無減值虧損之賬面金額。減值虧損之撥回即時於損益確認。

以股份付款之交易

以權益結算並以股份付款之交易

授予僱員之優先認股權

就授出須符合指定歸屬條件之優先認股權而言，參考於授出日期授出優先認股權之公平值而釐定所得服務之公平值，於歸屬期內以直線法確認為開支，並於權益（優先認股權儲備）中作出相應增加。對原先估計所作修訂於歸屬期內的影響（如有），在損益內確認，並對優先認股權儲備作相應調整。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payment transactions (Continued)

Equity-settled share-based payment transactions (Continued)

Share options granted to employees (Continued)

For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When the share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to retained profits.

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

3. 主要會計政策 (續)

以股份付款之交易 (續)

以權益結算並以股份付款之交易 (續)

授予僱員之優先認股權 (續)

就於授出日期即時歸屬之優先認股權而言，所授出優先認股權之公平值即時在損益內支銷。

當優先認股權獲行使時，先前於優先認股權儲備確認之金額將轉撥至股份溢價。倘購股權於歸屬日期後遭沒收或於屆滿日期尚未行使，則先前於優先認股權儲備確認之金額將轉撥至保留盈利。

4. 關鍵會計判斷及重要估計不確定因素

在應用附註3所述之本集團會計政策時，管理層必須就未能從其他資料來源確定之資產及負債賬面值作出判斷、估計及假設。估計及相關假設乃按過往經驗及其他被視為有關之因素而作出。實際業績可能有別於此等估計數字。

估計及相關假設按持續基準予以檢討。倘修訂僅影響該修訂期間，會計估計之修訂於修訂估計期間確認，或倘修訂影響現時及日後期間，則於修訂之期間及日後期間確認。

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty

The followings are 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 material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Provision for impairment loss on trade and other receivables

The provision for impairment loss on trade and other receivables of the Group is based on the evaluation of collectability and aging analysis of accounts and on management's judgment. A considerable amount of judgment is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each account. 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.

Provision for obsolete inventories

The management of the Group reviews an aging analysis at the end of each reporting period, and makes provision for obsolete and slow-moving inventory items. The management estimates the net realisable value for such finished goods based primarily on the latest invoice prices and current market conditions. The Group carries out an inventory review on a product-by-product basis at the end of each reporting period and makes provision for obsolete items.

4. 關鍵會計判斷及重要估計不確定因素 (續)

主要不確定估計來源

下文闡釋就日後作出之主要假設及於報告期末之其他主要不確定來源，該等假設及不確定因素會對下一個財政年度之資產及負債之賬面值造成須作出重大調整之重大風險。

貿易往來及其他應收賬款減值撥備

本集團之貿易往來及其他應收賬款減值撥備，乃依據對可收回性評估、賬齡分析及管理層之判斷而定。評估該等應收款項之最終變現能力時需作出大量判斷，包括每個賬戶之現有信貸能力及過往收賬紀錄。若債務人之財務狀況惡化，導致其償付能力降低，則可能需要額外撥備。

陳舊存貨撥備

本集團管理層於各報告期末審查賬齡分析，對陳舊及滯銷存貨提撥準備。管理層主要依據最後發票價格及現行市況估計此等製成品之可變現淨值。本集團於各報告期末逐項產品進行存貨審核，對陳舊存貨提撥準備。

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Impairment for goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash generating units to which goodwill has been allocated. The value in use calculation requires the management to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value.

At December 31, 2011, the carrying amount of goodwill was approximately HK\$30,111,000 (2010: HK\$30,044,000). Details of the recoverable amount calculation are disclosed in note 17.

Fair value of derivatives and other financial instruments

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Group uses its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

Income taxes

The Group is subject to income taxes in numerous jurisdictions. Significant judgment is required in determining the worldwide provision for income taxes. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will accordingly be adjusted in the relevant tax account in the year in which such determination is made.

4. 關鍵會計判斷及重要估計不確定因素 (續)

主要不確定估計來源 (續)

商譽減值

釐定商譽是否減值需要對商譽分配之現金產生單位之使用價值進行估計。該使用價值計算需要管理層估計有關現金產生單位預期產生之未來現金流量及適當折現率，以計算現值。

於2011年12月31日，商譽賬面值約為30,111,000港元（2010年：30,044,000港元）。可收回金額計算詳情披露於附註17。

衍生工具及其他金融工具之公平值

非於活躍市場買賣之金融工具之公平值乃採用估值技巧計算。本集團採用其判斷以選取多種不同方法及根據於各報告期末當時之市況作出假設。

所得稅

本集團須於眾多司法權區繳納所得稅。釐定全球範圍之所得稅撥備須作出重要判斷。倘最終稅務結果不同於初步紀錄金額，有關差異將於作出釐定年度內之稅項賬目作出調整。

5. TURNOVER

		2011	2010
		HK\$'000	HK\$'000
		千港元	千港元
Sales of goods to customers, less returns and discounts	銷售商品予客戶，扣除退回及折扣	1,629,268	1,504,832
Maintenance service income	保養維修服務之收入	131,860	98,995
Rental income	租金收入	229	334
		1,761,357	1,604,161

5. 營業額**6. SEGMENT INFORMATION**

The Group has reporting segments into three operating divisions: cars, electrical appliances and fashion apparels and accessories. These divisions are the basis on which the Group reports its segment information. The segmentations are based on the information about the operation of the Group that management uses to make decisions and regularly review by the chief operating decision maker for the purpose of allocating resources to segments and assessing their performance.

The three operating and reportable segments are as follows:

Cars	Trading of cars and related accessories and provision of car repairing services
Electrical appliances	Distribution of air-conditioning products, audio-visual equipment, car audio and other electrical appliances
Fashion apparels and accessories	Distribution and retail of fashion apparels and accessories

In addition, other unreportable segment (motor yachts and property investment) are aggregated and presented as "Others".

6. 分類資料

本集團報告分類分成三個經營部門：汽車、電器以及時裝及配飾。該等部門為本集團呈報其主要分類資料之基準。分類乃根據管理層用於作出決策並由主要營運決策者定期檢討有關本集團業務之資產而作出，以分配資源至各分類及評估其表現。

三個經營業務及報告分類如下：

汽車	買賣汽車及相關配件及提供汽車維修服務
電器	分銷空調產品、影音設備、汽車音響及其他電器
時裝及配飾	分銷及零售時裝及配飾

此外，其他並無呈列之分類（機動遊艇及物業投資）乃合計及呈列為「其他」。

6. SEGMENT INFORMATION (Continued)

6. 分類資料 (續)

Segment revenue and results

分類收益及業績

2011

		Cars 汽車	Electrical appliances 電器	Fashion apparels and accessories 時裝及配飾	Others 其他	Eliminations 抵銷	Consolidated 綜合賬目
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Turnover	營業額						
External sales	外部銷售收益	1,459,547	256,311	38,270	7,229	-	1,761,357
Inter-segment sales	業務之間銷售收益	83	1,263	4	-	(1,350)	-
Total turnover	營業總額	1,459,630	257,574	38,274	7,229	(1,350)	1,761,357
Inter-segment sales are charged at arm's length	業務之間銷售按正常價格收取						
Results	業績						
Segment results	分類業績	28,424	9,127	(1,868)	1,466	-	37,149
Interest income	利息收入						1,433
Unallocated corporate expenses	未分類公司支出						(33,833)
Profit from operations	經營盈利						4,749
Finance costs	財務費用						(14,098)
Legal and professional fees in relation to voluntary cash offers	與自願現金要約有關之法律及專業費用						(6,826)
Share of result of a jointly controlled entity	應佔一間共同控制實體業績	-	-	313	-	-	313
Loss before tax	除稅前虧損						(15,862)
Income tax expenses	所得稅開支						(2,706)
Loss for the year	本年度虧損						(18,568)

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6. SEGMENT INFORMATION (Continued)

6. 分類資料 (續)

Segment assets and liabilities

分類資產及負債

2011

		Cars	Electrical	Fashion	Others	Consolidated
		汽車	appliances	apparels and	其他	綜合賬目
		HK\$'000	HK\$'000	accessories	HK\$'000	HK\$'000
		千港元	千港元	時裝及配飾	千港元	千港元
				HK\$'000		
Consolidated statement of financial position	綜合財務狀況表					
Assets	資產					
Segment assets	分類資產	549,497	105,842	86,837	47,819	789,995
Unallocated corporate assets	未分類公司資產					215,165
Consolidated total assets	綜合總資產					1,005,160
Liabilities	負債					
Segment liabilities	分類負債	308,359	51,612	28,635	785	389,391
Unallocated corporate liabilities	未分類公司負債					345,736
Consolidated total liabilities	綜合總負債					735,127

6. SEGMENT INFORMATION (Continued)

6. 分類資料 (續)

Other segment information

其他分類資料

2011

		Cars	Electrical	Fashion	Others	Unallocated	Consolidated
		Cars	appliances	apparels and	Others	Unallocated	Consolidated
		汽車	電器	時裝及配飾	其他	未分類	綜合賬目
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Other information	其他資料						
Capital expenditures	資本支出	26,467	809	1,428	-	4,172	32,876
Depreciation	折舊	15,574	696	1,322	183	3,964	21,739
Amortisation of prepaid lease payments	預付租賃款項攤銷	-	-	-	19	10	29
Fair value gains on investment properties	投資物業之公平值收益	-	-	-	1,000	-	1,000
Reversal of properties held for sale to net realisable value	持作出售物業撥回至可變現淨值	-	-	-	4,600	-	4,600
Gain/(loss) on disposal of property, plant and equipment	出售物業、廠房及設備之收益/(虧損)	719	(49)	26	745	(402)	1,039
Gain on disposal of prepaid lease payments	出售預付租賃款項之收益	-	-	-	1,339	122	1,461
Impairment on trade and other receivables	貿易往來及其他應收賬款之減值	-	60	-	-	6,238	6,298
Written-off of other receivables	其他應收賬款撇銷	-	-	-	-	721	721

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6. SEGMENT INFORMATION (Continued)

6. 分類資料 (續)

Segment revenue and results

分類收益及業績

2010

		Cars 汽車	Electrical appliances 電器	Fashion apparels and accessories 時裝及配飾	Others 其他	Eliminations 抵銷	Consolidated 綜合賬目
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Turnover	營業額						
External sales	外部銷售收益	1,239,043	246,662	53,839	64,617	-	1,604,161
Inter-segment sales	業務之間銷售收益	155	122	-	-	(277)	-
Total turnover	營業總額	1,239,198	246,784	53,839	64,617	(277)	1,604,161
Inter-segment sales are charged at arm's length	業務之間銷售按 正常價格收取						
Results	業績						
Segment results	分類業績	35,637	13,398	271	4,243	-	53,549
Interest income	利息收入						2,094
Unallocated other operating income	未分類其他經營 收入						16,085
Unallocated corporate expenses	未分類公司支出						(26,219)
Profit from operations	經營盈利						45,509
Finance costs	財務費用						(10,228)
Impairment on available-for-sale financial assets	可供出售金融資產之 減值						(5,700)
Net gain on disposal of subsidiaries	出售附屬公司之 淨收益						9,273
Share of result of a jointly controlled entity	應佔一間共同控制 實體業績	-	-	(335)	-	-	(335)
Profit before tax	除稅前盈利						38,519
Income tax expenses	所得稅開支						(3,034)
Profit for the year	本年度盈利						35,485

6. SEGMENT INFORMATION (Continued)

6. 分類資料 (續)

Segment assets and liabilities

分類資產及負債

2010

		Cars 汽車 HK\$'000 千港元	Electrical appliances 電器 HK\$'000 千港元	Fashion apparels and accessories 時裝及配飾 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Consolidated 綜合賬目 HK\$'000 千港元
Consolidated statement of financial position	綜合財務狀況表					
Assets	資產					
Segment assets	分類資產	408,382	95,812	62,289	43,954	610,437
Unallocated corporate assets	未分類公司資產					248,360
Consolidated total assets	綜合總資產					858,797
Liabilities	負債					
Segment liabilities	分類負債	302,913	52,092	15,430	3,747	374,182
Unallocated corporate liabilities	未分類公司負債					218,190
Consolidated total liabilities	綜合總負債					592,372

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6. SEGMENT INFORMATION (Continued)**Other segment information**

2010

		Cars	Electrical appliances	Fashion apparels and accessories	Others	Unallocated	Consolidated
		汽車	電器	時裝及配飾	其他	未分類	綜合賬目
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Other information	其他資料						
Capital expenditures	資本支出	24,691	729	2,269	–	30,408	58,097
Depreciation	折舊	11,954	536	1,271	213	3,650	17,624
Amortisation of prepaid lease payments	預付租賃款項攤銷	–	–	–	25	13	38
Fair value gains on investment properties	投資物業之公平值收益	–	–	–	320	–	320
Reversal of properties held for sale to net realisable value	持作出售物業撥回至可變現淨值	–	–	–	3,710	–	3,710
Gain/(loss) on disposal of property, plant and equipment	出售物業、廠房及設備之收益/(虧損)	11	(2)	(106)	–	1,693	1,596
Impairment on available-for-sale financial assets	可供出售金融資產之減值	–	–	–	–	5,700	5,700

6. 分類資料 (續)**其他分類資料**

6. SEGMENT INFORMATION (Continued)

Segment results represent the profit/(loss) generated by each segment without allocation of finance costs, legal and professional fees in relation to voluntary cash offers, impairment on available-for-sale financial assets, net gain on disposal of subsidiaries, share of result of a jointly controlled entity and income tax expenses. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment measurement.

For the purpose of monitoring segment performance and allocating resource between segment:

- all assets are allocated to reportable segment other than corporate assets and available-for-sale financial assets;
- all liabilities are allocated to reportable segment other than corporate liabilities.

Information about major customers

No turnover from customers contributing over 10% of total sales of the Group for both years.

Geographical information

The Group's operations are mainly located in Hong Kong, Singapore, Malaysia, Mainland China and Macau. The following table provides an analysis of the Group's turnover by geographical market, irrespective of the origin of the goods/services:

		Turnover by geographical market 地區市場分類之營業額	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Hong Kong	香港	1,203,643	1,174,696
Singapore	新加坡	105,035	95,563
Malaysia	馬來西亞	58,644	51,697
Mainland China	中國內地	385,123	273,658
Macau	澳門	8,912	8,547
		1,761,357	1,604,161

6. 分類資料 (續)

分類業績指各分類所產生之盈利／(虧損)，不包括財務費用、與自願現金要約有關之法律及專業費用、可供出售金融資產之減值、出售附屬公司之淨收益、應佔一間共同控制實體業績及所得稅開支之分配。此乃本集團之主要營運決策者就資源分配及評估分類表現之報告計量方式。

為了監察分類表現及於分類間分配資源：

- 除公司資產及可供出售金融資產外，所有資產均分配至可報告分類；
- 除公司負債外，所有負債均分配至可報告分類。

主要客戶資料

於兩個年度內，無來自客戶之營業額超逾本集團總銷售之10%。

地區資料

本集團之業務主要分佈於香港、新加坡、馬來西亞、中國內地及澳門。下表按地區市場分析本集團之營業額（不論商品／服務之原產地）：

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6. SEGMENT INFORMATION (Continued)**Geographical information (Continued)**

The following is an analysis of the carrying amount of non-current assets (excluding deferred tax assets and financial instruments) analysed by the geographical area in which the assets are located:

		Carrying amount of non-current assets 非流動資產之賬面值	
		2011	2010
		HK\$'000	HK\$'000
		千港元	千港元
Hong Kong	香港	116,083	112,539
Singapore	新加坡	790	1,048
Malaysia	馬來西亞	727	518
Mainland China	中國內地	51,075	49,749
Macau	澳門	14	-
		168,689	163,854

6. 分類資料 (續)**地區資料 (續)**

按資產所在地區分析之非流動資產(不包括遞延稅項資產及金融工具)之賬面值如下:

7. OTHER OPERATING INCOME**7. 其他營業收入**

		2011	2010
		HK\$'000	HK\$'000
		千港元	千港元
Commission income	佣金收入	3,569	5,990
Customers' deposits forfeited	沒收客戶訂金	992	-
Dividend income	股息收入	2,244	-
Exchange gain, net	匯兌淨收益	1,730	-
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	1,039	1,596
Gain on disposal of prepaid lease payments	出售預付租賃款項之收益	1,461	-
Interest income	利息收入	1,433	2,094
Service fee income	服務費收入	2,527	-
Subsidies from suppliers	供應商給予之補貼	5,374	-
Waiver of other payable	豁免其他應付賬款	-	16,085
Warranty and insurance claims received	已收取保證及保險申索	3,431	-
Sundry income	雜項收入	1,010	361
		24,810	26,126

8. PROFIT FROM OPERATIONS

8. 經營盈利

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Profit from operations has been arrived at after charging:	經營盈利已扣除：		
Auditors' remuneration	核數師酬金	873	780
Cost of inventories recognised as expenses (included reversal of inventories to net realisable value of approximately HK\$2,259,000 (2010: write-down of inventories to net realisable value of HK\$2,855,000))	確認為開支之存貨成本 (包括存貨撥回至可變現淨值約2,259,000港元 (2010年：存貨減值至可變現淨值2,855,000港元))	1,466,231	1,331,869
Amortisation of prepaid lease payments	預付租賃款項攤銷	29	38
Depreciation of:	折舊：		
Owned assets	自置資產	21,545	17,447
Assets held under finance leases	融資租賃資產	194	177
Staff costs, including directors' emoluments	僱員成本，包括董事酬金	114,048	105,358
Operating lease rental in respect of land and buildings:	土地及樓宇之經營租賃租金：		
Minimum lease payments	最低租金	43,417	36,815
Contingent rentals	或然租金	454	554
Share-based payment expenses	股份付款開支	-	793
Exchange loss, net	匯兌淨虧損	-	687
Loss on disposal of financial assets at fair value through profit or loss	出售以公平值計入損益之金融資產之虧損	17	-
Impairment of trade and other receivables	貿易往來及其他應收賬款之減值	6,298	509
Written-off of other receivables	其他應收賬款撇銷	721	-

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9. FINANCE COSTS

9. 財務費用

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Interest expenses on:	利息支出於：		
Bank loans, trust receipts loans and overdrafts wholly repayable within five years	5年內全數償還之 銀行貸款、信託收據 貸款及透支	12,314	7,551
Bank loans wholly repayable after five years	5年後全數償還之 銀行貸款	511	–
Other loans wholly repayable within five years	5年內全數償還之 其他貸款	103	1,644
Effective interest expense on convertible loan note	可換股貸款票據之 實際利息支出	273	496
		13,201	9,691
Finance lease charges	融資租賃費用	20	12
Bank charges	銀行費用	877	525
		14,098	10,228

10. INCOME TAX EXPENSES

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit arising in Hong Kong for the year.

Outside Hong Kong taxation is calculated at the rates prevailing in the respective jurisdictions.

10. 所得稅開支

香港利得稅乃根據本年度於香港產生之估計應課稅盈利按16.5%計算。

香港以外稅項乃根據各自司法權區之現行稅率計算。

		2011	2010
		HK\$'000	HK\$'000
		千港元	千港元
Current tax:	本年度稅項：		
Hong Kong	香港	2,043	2,461
Outside Hong Kong	香港以外	787	622
		2,830	3,083
Deferred tax: (note 34)	遞延稅項：(附註34)		
Hong Kong	香港	-	(49)
Outside Hong Kong	香港以外	(124)	-
		(124)	(49)
Income tax expenses attributable to the Company and its subsidiaries	本公司及其附屬公司應佔所得稅開支	2,706	3,034

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截至2011年12月31日止年度

10. INCOME TAX EXPENSES (Continued)

The tax expenses for the year can be reconciled to the (loss)/profit before tax per the income statement as follows:

		2011		2010	
		HK\$'000	%	HK\$'000	%
		千港元		千港元	
(Loss)/profit before tax	除稅前(虧損)/盈利	(15,862)		38,519	
Tax at the profits tax rate of Hong Kong of 16.5%	按香港利得稅稅率 16.5%	(2,617)	(16.5)	6,356	16.5
Tax effect of share of results of a jointly controlled entity	應佔一間共同控制實體 業績之稅務影響	(52)	(0.3)	55	0.1
Tax effect of expenses not deductible for tax purposes	就稅務目的不可扣減 開支之稅務影響	5,337	33.6	33,925	88.1
Tax effect of income not taxable for tax purposes	就稅務目的毋需課稅之 稅務影響	(3,235)	(20.4)	(37,632)	(97.7)
Over provision in respect of prior year	以往年度超額撥備	(751)	(4.7)	(431)	(1.1)
Utilisation of tax losses previously not recognised	動用先前未予確認之 稅項虧損	(187)	(1.2)	(2,985)	(7.7)
Tax effect of tax losses not recognised	未予確認稅項虧損之 稅務影響	3,429	21.6	3,124	8.1
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營之 附屬公司不同稅率之 影響	782	4.9	622	1.6
Income tax expense and effective tax rate for the year	本年度稅項開支及 有效稅率	2,706	17.0	3,034	7.9

10. 所得稅開支(續)

收益表所載本年度稅項開支可與除稅前(虧損)/盈利對賬如下:

There was no share of tax attributable to associates for the year ended December 31, 2011 and 2010.

截至2011年及2010年12月31日止年度，並無聯營公司之應佔稅項。

11. (LOSS)/EARNINGS PER SHARE

The calculation of the basic and diluted (loss)/earnings per share attributable to owners of the Company is based on the following data:

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
(Loss)/earnings	(虧損)／盈利		
(Loss)/earnings for the purpose of basic and diluted (loss)/earnings per share	用作計算每股基本及攤薄(虧損)／盈利之(虧損)／盈利	(23,115)	27,879
		2011 Number of shares 股份數目	2010 Number of shares 股份數目
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic (loss)/earnings per share	用作計算每股基本(虧損)／盈利之普通股加權平均數	2,341,621,208	2,281,284,495
Effect of dilutive potential ordinary shares:	潛在攤薄普通股之影響：		
Share options granted by the Company	本公司已授出優先認股權	-	34,269,923
Weighted average number of ordinary shares for the purpose of diluted (loss)/earnings per share	用作計算每股(虧損)／盈利之普通股加權平均數	2,341,621,208	2,315,554,418

Diluted loss per share for the year ended December 31, 2011 were the same as the basic loss per share. The Company's outstanding share options were not included in the calculation of diluted loss per share because the effects of the Company's outstanding share options were anti-dilutive.

11. 每股(虧損)／盈利

本公司擁有人應佔每股基本及攤薄(虧損)／盈利乃按下列數據計算：

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
(Loss)/earnings	(虧損)／盈利		
(Loss)/earnings for the purpose of basic and diluted (loss)/earnings per share	用作計算每股基本及攤薄(虧損)／盈利之(虧損)／盈利	(23,115)	27,879
		2011 Number of shares 股份數目	2010 Number of shares 股份數目
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic (loss)/earnings per share	用作計算每股基本(虧損)／盈利之普通股加權平均數	2,341,621,208	2,281,284,495
Effect of dilutive potential ordinary shares:	潛在攤薄普通股之影響：		
Share options granted by the Company	本公司已授出優先認股權	-	34,269,923
Weighted average number of ordinary shares for the purpose of diluted (loss)/earnings per share	用作計算每股(虧損)／盈利之普通股加權平均數	2,341,621,208	2,315,554,418

截至2011年12月31日止年度，每股攤薄虧損與每股基本虧損相同。由於本公司之未行使優先認股權具有反攤薄影響，因此計算每股攤薄虧損時，本公司之未行使之優先認股權並無計算在內。

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截至2011年12月31日止年度

12. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

(a) Directors' emoluments

The emoluments paid or payable to each of the Directors were as follows:

2011

		Other emoluments 其他酬金				Total emoluments 酬金總額
		Fees 袍金	Salaries and other benefits 薪金及 其他福利	Performance related incentive payments 與業務表現 相關之獎金	Retirement benefit scheme contributions 退休福利 計劃之供款	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Executive Directors	執行董事					
Richard Man Fai LEE	李文輝	-	2,563	3,080	12	5,655
Jeff Man Bun LEE	李文彬	-	-	300	1	301
Tik Tung WONG	汪滌東	-	1,023	1,220	12	2,255
		-	3,586	4,600	25	8,211
Non-executive Director	非執行董事					
Kam Har YUE	余金霞	34	-	-	-	34
Independent Non- executive Directors	獨立非執行董事					
Boon Seng TAN	陳文生	90	-	-	-	90
Ying Kwan CHEUNG	張應坤	90	-	-	-	90
Peter Pi Tak YIN	尹彼德	90	-	-	-	90
		270	-	-	-	270
Total	總額	304	3,586	4,600	25	8,515

12. 董事及僱員酬金

(a) 董事酬金

已付或應付給董事每人之酬金如下：

12. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

12. 董事及僱員酬金 (續)

(a) Directors' emoluments (Continued)

(a) 董事酬金 (續)

2010

		Other emoluments 其他酬金				Total emoluments 酬金總額
		Salaries and other benefits 薪金及 其他福利	Performance related incentive payments 與業務表現 相關之獎金	Retirement benefit scheme contributions 退休福利 計劃之供款		
Fees 袍金		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Executive Directors	執行董事					
Richard Man Fai LEE	李文輝	–	2,533	–	12	2,545
Jeff Man Bun LEE	李文彬	–	–	–	–	–
Tik Tung WONG	汪滌東	–	1,008	–	12	1,020
		–	3,541	–	24	3,565
Non-executive Director	非執行董事					
Kam Har YUE	余金霞	34	–	–	–	34
Independent Non- executive Directors	獨立非執行董事					
Boon Seng TAN	陳文生	90	–	–	–	90
Ying Kwan CHEUNG	張應坤	90	–	–	–	90
Peter Pi Tak YIN	尹彼德	90	–	–	–	90
		270	–	–	–	270
Total	總額	304	3,541	–	24	3,869

12. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

(a) Directors' emoluments (Continued)

The performance related incentive payments are determined as a percentage of the turnover or the profit after tax of the Group.

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

During the years ended December 31, 2011 and 2010, no emoluments were paid by the Group to the Directors as an inducement to join, or upon joining the Group, or as compensation for loss of office.

(b) Employees' emoluments

During the year, the five highest paid individuals included two Directors (2010: one Director), details of whose emoluments are set out in note 12(a) above. The emoluments of the remaining highest paid individuals were as follows:

	2011 HK\$'000 千港元	2010 HK\$'000 千港元
Salaries and other benefits 薪金及其他福利	8,337	6,927
Retirement benefits scheme contributions 退休福利計劃之供款	24	28
	8,361	6,955

12. 董事及僱員酬金 (續)

(a) 董事酬金 (續)

與業務表現相關之獎金乃依據本集團之營業額或除稅後盈利之若干百分比釐定。

並無任何董事於截至2011年及2010年12月31日止年度放棄或同意放棄任何酬金。

截至2011年及2010年12月31日止年度，本集團並無向董事支付任何酬金，作為加入本集團之聘金或離職賠償。

(b) 僱員酬金

年內，5位薪酬最高人士中，2位為董事（2010年：1位董事），其酬金細節已於上文附註12(a)內披露。餘下薪酬最高人士之酬金如下：

12. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

(b) Employees' emoluments (Continued)

The emoluments of the remaining highest paid individuals fell within the following bands:

		2011 Number of employees 僱員人數	2010 Number of employees 僱員人數
HK\$1,500,001 – HK\$2,000,000	1,500,001港元 – 2,000,000港元	–	4
HK\$2,000,001 – HK\$2,500,000	2,000,001港元 – 2,500,000港元	2	–
HK\$4,000,001 – HK\$4,500,000	4,000,001港元 – 4,500,000港元	1	–
		3	4

During the years ended December 31, 2011 and 2010, no emoluments were paid by the Group to the non-director, highest paid employees as an inducement to join, or upon joining the Group, or as compensation for loss of office.

於下列酬金範圍，最高酬金之人士數目如下：

截至2011年及2010年12月31日止年度，本集團並無向非董事最高薪僱員支付任何酬金，作為加入本集團之聘金或離職賠償。

13. RETIREMENT BENEFIT SCHEME

The Group operates a mandatory provident fund ("MPF") scheme for all qualifying employees of its Hong Kong subsidiaries. The assets of the scheme are held separately from those of the Group in funds under the control of trustees. The retirement benefit cost charged to the consolidated income statement during the year amounted to approximately HK\$1,944,000 (2010: HK\$1,836,000), which represents contributions paid or payable to the fund by the Group at the rates specified in the MPF Ordinance.

For subsidiaries other than in Hong Kong, contributions are made to the defined contribution schemes by the Group at rates specified in the rules of the schemes at the relevant jurisdiction. The contributions made by subsidiaries other than in Hong Kong during the year amounted to HK\$3,820,000 (2010: HK\$3,319,000).

13. 退休福利計劃

本集團為其香港附屬公司所有合資格員工設立一個強制性公積金（「強積金」）計劃，該計劃之資產由信託人於獨立於本集團資產之基金持有及控制。於本年度綜合損益表已扣除退休福利費用約為1,944,000港元（2010年：1,836,000港元），此數額乃本集團按強積金條例指定比率對該基金之已付或應付供款。

至於香港以外之附屬公司，本集團就定額供款計劃作出之供款乃按有關司法權區之計劃規則訂明之比率作出。本年度香港以外附屬公司作出之供款為3,820,000港元（2010年：3,319,000港元）。

14. INVESTMENT PROPERTIES

14. 投資物業

		Investment properties outside Hong Kong held under medium- term leases 在香港以外地區 根據中期契約 持有之投資物業 HK\$'000 千港元
The Group	本集團	
Fair value	公平值	
At January 1, 2010	於2010年1月1日	17,740
Disposal of subsidiaries	出售附屬公司	(15,060)
Increase in fair value recognised in the consolidated income statement	於綜合損益表確認之 公平值增加	320
At December 31, 2010 and January 1, 2011	於2010年12月31日及 2011年1月1日	3,000
Increase in fair value recognised in consolidated income statement	於綜合損益表確認之 公平值增加	1,000
At December 31, 2011	於2011年12月31日	4,000

The investment properties of the Group were revalued by Raffles Appraisals Limited, independent qualified professional valuers. Raffles Appraisals Limited is the member of the Hong Kong Institute of Valuers, and has appropriate qualifications and recent experiences in the valuation of similar properties in relevant locations. The valuation, which conforms to International Valuation Standards, was arrived by reference to an open market, existing use basis.

The Group's investment properties are measured using the fair value model.

The investment properties of the Group are available for rent under operating leases purpose, further summary details of which are included in note 41.

本集團投資物業由獨立專業估值師萊斯評估有限公司進行重估。萊斯評估有限公司為香港估值師協會會員，在相關地區的同類物業估值方面具有合適資格及近期經驗。該估值符合國際估值準則，乃按公開市場及現有使用基準進行。

本集團投資物業均使用公平值模式計量。

本集團空置作出租用途之投資物業均屬經營租賃，有關概要的進一步詳情載於附註41。

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15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

		Leasehold land in Hong Kong under medium term lease 在香港根據 中期契約 持有之土地 HK\$'000 千港元	Buildings outside Hong Kong 在香港以外 持有之樓宇 HK\$'000 千港元	Buildings in Hong Kong 在香港 持有之樓宇 HK\$'000 千港元	Leasehold improvements 物業裝修 HK\$'000 千港元	Furniture, fixtures and equipment 傢俬、 裝置及設備 HK\$'000 千港元	Machinery and tools 機器及工具 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Motor yacht 機動遊艇 HK\$'000 千港元	Total 總額 HK\$'000 千港元
The Group	本集團									
Cost	成本值									
At January 1, 2010	於2010年1月1日	26,090	900	2,087	61,741	39,618	14,344	10,687	17,636	173,103
Exchange difference	匯兌差額	-	8	-	884	291	158	224	-	1,565
Additions	添置	16,036	-	12,994	2,512	5,164	2,070	19,321	-	58,097
Disposal of subsidiaries	收購附屬公司	-	-	-	(39)	(310)	-	-	-	(349)
Disposals	出售	-	-	-	(928)	(16,399)	(804)	(3,241)	-	(21,372)
At December 31, 2010 and January 1, 2011	於2010年12月31日及 2011年1月1日	42,126	908	15,081	64,170	28,364	15,768	26,991	17,636	211,044
Exchange difference	匯兌差額	-	8	-	857	118	150	153	-	1,286
Additions	添置	-	-	-	13,563	2,179	2,031	15,103	-	32,876
Acquisition of a subsidiary	收購一間附屬公司	-	-	-	39	1,493	-	-	-	1,532
Disposals	出售	-	(916)	-	(6,913)	(2,506)	-	(6,899)	-	(17,234)
At December 31, 2011	於2011年12月31日	42,126	-	15,081	71,716	29,648	17,949	35,348	17,636	229,504
Accumulated depreciation	累計折舊									
At January 1, 2010	於2010年1月1日	924	49	104	38,546	30,979	7,935	6,629	2,646	87,812
Exchange difference	匯兌差額	-	-	-	635	216	63	140	-	1,054
Provided for the year	本年度折舊	786	24	160	7,778	3,229	1,994	2,771	882	17,624
Disposal of subsidiaries	收購附屬公司	-	-	-	(12)	(157)	-	-	-	(169)
Eliminated upon disposals	出售時撇銷	-	-	-	(928)	(16,305)	(802)	(3,046)	-	(21,081)
At December 31, 2010 and January 1, 2011	於2010年12月31日及 2011年1月1日	1,710	73	264	46,019	17,962	9,190	6,494	3,528	85,240
Exchange difference	匯兌差額	-	1	-	663	31	75	32	-	802
Provided for the year	本年度折舊	1,053	18	377	8,061	3,377	2,287	5,684	882	21,739
Acquisition of a subsidiary	收購一間附屬公司	-	-	-	36	596	-	-	-	632
Eliminated upon disposals	出售時撇銷	-	(92)	-	(6,596)	(872)	-	(527)	-	(8,087)
At December 31, 2011	於2011年12月31日	2,763	-	641	48,183	21,094	11,552	11,683	4,410	100,326
Net book values	賬面淨值									
At December 31, 2011	於2011年12月31日	39,363	-	14,440	23,533	8,554	6,397	23,665	13,226	129,178
At December 31, 2010	於2010年12月31日	40,416	835	14,817	18,151	10,402	6,578	20,497	14,108	125,804

The Group had pledged leasehold land with a carrying amount of HK\$39,363,000 (2010: HK\$40,416,000), buildings and motor yacht with a carrying amount of HK\$14,440,000 (2010: HK\$14,817,000) and HK\$13,226,000 respectively (2010: HK\$14,108,000) to secure banking facilities granted to the Group at December 31, 2011 (note 44).

於2011年12月31日，本集團以賬面值39,363,000港元（2010年：40,416,000港元）之租賃土地，以及賬面值分別為14,440,000港元（2010年：14,817,000港元）及13,226,000港元（2010年：14,108,000港元）之樓宇及機動遊艇作為抵押，藉以作為授予本集團之銀行信貸（附註44）。

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15. PROPERTY, PLANT AND EQUIPMENT
(Continued)

15. 物業、廠房及設備 (續)

		Leasehold improvements	Furniture, fixtures and equipment	Motor vehicles	Total
		物業裝修	傢俬、 裝置及設備	汽車	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
The Company	本公司				
Cost	成本值				
At January 1, 2010	於2010年1月1日	6,459	14,137	1,000	21,596
Disposals	出售	-	(13,048)	-	(13,048)
At December 31, 2010 and January 1, 2011	於2010年12月31日及 2011年1月1日	6,459	1,089	1,000	8,548
Disposals	出售	(6,459)	(331)	-	(6,790)
At December 31, 2011	於2011年12月31日	-	758	1,000	1,758
Accumulated depreciation	累計折舊				
At January 1, 2010	於2010年1月1日	6,336	13,747	1,000	21,083
Provided for the year	本年度折舊	43	197	-	240
Eliminated upon disposals	出售時撇銷	-	(13,048)	-	(13,048)
At December 31, 2010 and January 1, 2011	於2010年12月31日及 2011年1月1日	6,379	896	1,000	8,275
Provided for the year	本年度折舊	36	104	-	140
Eliminated upon disposals	出售時撇銷	(6,415)	(291)	-	(6,706)
At December 31, 2011	於2011年12月31日	-	709	1,000	1,709
Net book values	賬面淨值				
At December 31, 2011	於2011年12月31日	-	49	-	49
At December 31, 2010	於2010年12月31日	80	193	-	273

16. PREPAID LEASE PAYMENTS

16. 預付租賃款項

The Group

本集團

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Cost	成本值		
At January 1	於1月1日	1,637	1,621
Exchange difference	匯兌差額	15	16
Disposals	出售	(1,652)	-
At December 31	於12月31日	-	1,637
Accumulated amortisation	累計攤銷		
At January 1	於1月1日	116	78
Exchange difference	匯兌差額	1	-
Charge for the year	本年度支出	29	38
Eliminated upon disposals	出售時撇銷	(146)	-
At December 31	於12月31日	-	116
Net book value	賬面淨值		
At December 31	於12月31日	-	1,521
The Group's prepaid lease payments comprise:	本集團之預付租賃款項包括：		
Land outside Hong Kong under medium term lease	在香港以外根據中期租約持有之土地	-	1,521
Analysed for reporting purposes as:	就申報目的而分析為：		
Current assets (included in trade and other receivables)	流動資產（計入貿易往來及其他應收賬款）	-	35
Non-current assets	非流動資產	-	1,486
		-	1,521

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17. GOODWILL**17. 商譽****The Group****本集團**

		Total 總額 HK\$'000 千港元
Cost	成本值	
At January 1, 2010	於2010年1月1日	33,457
Disposal of a subsidiary (note 39(a))	出售一間附屬公司(附註39(a))	(145)
At December 31, 2010 and January 1, 2011	於2010年12月31日及 2011年1月1日	33,312
Acquisition of a subsidiary (note 38(a))	收購一間附屬公司(附註38(a))	67
At December 31, 2011	於2011年12月31日	33,379
Accumulated impairment losses	累計減值虧損	
At January 1, 2010, December 31, 2010, January 1, 2011 and December 31, 2011	於2010年1月1日、 2010年12月31日、 2011年1月1日及 2011年12月31日	3,268
Carrying value	賬面值	
At December 31, 2011	於2011年12月31日	30,111
At December 31, 2010	於2010年12月31日	30,044

During the year ended December 31, 2011, the Group assessed the recoverable amount of goodwill associated with the Group's fashion apparels and accessories business. The recoverable amount of the fashion apparels and accessories operations was assessed by reference to value in use. A discount factor of 11.60% per annum was applied in the value in use model.

截至2011年12月31日止年度，本集團評估與本集團時裝及配飾業務相關之商譽之可收回金額。時裝及配飾業務之可收回金額乃參考使用價值而評估。在使用模式中使用之貼現率為每年11.60%。

Particulars regarding impairment testing on goodwill are disclosed in note 18.

商譽減值測試資料列載於附註18。

18. IMPAIRMENT TESTING ON GOODWILL

Goodwill has been allocated for impairment testing purposes to the cash-generating units including fashion apparels and accessories.

The recoverable amount of this cash-generating unit is determined based on a value in use calculation which uses cash flow projections based on financial budgets approved by the directors covering a five-year period, and a discount rate of 11.60% per annum.

Cash flow projections during the budget period are based on the same expected gross margins and raw materials price inflation throughout the budget period. The cash flows beyond that five-year period have been extrapolated using a steady 7% per annum growth rate which is the projected long-term average growth rate for fashion apparels and accessories market. The directors believe that any reasonably possible change in the key assumptions on which the recoverable amount is based would not cause the carrying amount of the unit to exceed the aggregate recoverable amount of the cash generating unit.

The key assumptions used in the value in use calculations for fashion apparels and accessories cash generating units are as follows:

Budgeted market share	Average market share in the period immediately before the budget period. The values assigned to the assumption reflect past experience, which is consistent with the directors' plans for focusing operations in these markets.
Budgeted gross margin	Average gross margins achieved in the period immediately before the budgeted period.

18. 商譽之減值測試

就減值測試而言，商譽已被分配至現金產生單位，包括時裝及配飾。

現金產生單位之可收回金額乃依據一項使用價值計算釐定。計算採用之現金流量預測乃基於董事批准之一項涉時五年之財務預算，及每年11.60%折現率。

預算期內之現金流量預測乃根據預算期內之相同預期毛利率及原材料價格通脹率計算。該五年期後之現金流量已採用7%之穩定年增長率推斷，該年增長率為時裝及配飾市場的預測長期平均增長率。董事相信，在計算可收回金額之主要假設所出現之任何合理可能變動，將不會導致現金產生單位之賬面值超出其可收回總額。

計算時裝及配飾現金產生單位使用價值採用之主要假設如下：

預算市場佔有率	緊接預算期前之期內平均市場佔有率。套用於該等假設之價值反映過往經驗，並與董事專注於該等市場之經營的計劃貫徹一致。
預算毛利率	緊接預算期前期間所取得之平均毛利率。

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19. INTANGIBLE ASSETS

19. 無形資產

The Group

本集團

		Total 總額 HK\$'000 千港元
Cost	成本值	
At January 1, 2010, December 31, 2010 and January 1, 2011	於2010年1月1日、 2010年12月31日及 2011年1月1日	-
Acquisition of a subsidiary (note 38(b))	收購一間附屬公司(附註38(b))	5,400
At December 31, 2011	於2011年12月31日	5,400
Accumulated amortisation and impairment	累計攤銷及減值	
At January 1, 2010, December 31, 2010, January 1, 2011 and December 31, 2011	於2010年1月1日、 2010年12月31日及 2011年1月1日及 2011年12月31日	-
Carrying amount	賬面值	
At December 31, 2011	於2011年12月31日	5,400
At December 31, 2010	於2010年12月31日	-

Intangible assets represent trademarks acquired by the Group. The useful life of trademarks is indefinite.

無形資產指本集團收購的商標。商標的可使用年期為不確定。

20. INVESTMENTS IN SUBSIDIARIES

20. 於附屬公司之投資

		The Company 本公司	
		2011	2010
		HK\$'000	HK\$'000
		千港元	千港元
Unlisted shares, at cost	無牌價股份·成本值	293,504	293,504
Less: Impairment loss recognised	減: 已確認之減值虧損	(30,736)	(30,736)
		262,768	262,768
Financial guarantee contract	財務擔保合約	10,790	4,283
		273,558	267,051

Particulars of the Company's principal subsidiaries at December 31, 2011 are shown in note 49.

本公司於2011年12月31日之主要附屬公司資料列載於附註49。

21. INTERESTS IN ASSOCIATES

21. 於聯營公司之權益

		The Group 本集團	
		2011	2010
		HK\$'000	HK\$'000
		千港元	千港元
Share of net assets of associates (note)	應佔聯營公司資產淨值 (附註)	-	-

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21. INTERESTS IN ASSOCIATES (Continued)

Note:

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

21. 於聯營公司之權益 (續)

附註：

本集團聯營公司之財務資料概要如下：

		2011	2010
		HK\$'000	HK\$'000
		千港元	千港元
Total assets	總資產	20,080	20,121
Total liabilities	總負債	(71,634)	(67,063)
Net liabilities	負債淨值	(51,554)	(46,942)
Group's share of net assets of associates	本集團應佔聯營公司之資產淨值	-	-
Turnover	營業額	-	1
Loss for the year	本年度虧損	(4,652)	(14,116)
Group's share of results of associates for the year	本年度本集團應佔聯營公司之業績	-	-
Group's share of other comprehensive income of associates for the year	本年度本集團應佔聯營公司之其他全面收入	-	-
Market value of listed securities	有牌價證券市值	95,305	5,703

Particulars of the Group's principal associate at December 31, 2011 are shown in note 50.

本集團於2011年12月31日之主要聯營公司資料列載於附註50。

22. INTEREST IN A JOINTLY CONTROLLED ENTITY 22. 於一間共同控制實體之權益

		The Group 本集團	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Unlisted investment	未上市投資	-	3,855
Share of result of a jointly controlled entity	應佔一間共同控制實體業績	-	(335)
		-	3,520

Notes:

附註：

(a) Particulars of the Group's jointly controlled entity at December 31, 2010 is as follows:

(a) 有關本集團於2010年12月31日之共同控制實體詳情如下：

Name of entity	Place of incorporation	Particulars of issued share capital	Percentage of equity attributable to the Group	Principal activities
實體名稱	註冊成立地點	已發行股本詳情	本集團應佔股權百分比	主要業務
One Timepieces Limited (formerly known as Binda WKH (Greater China) Limited) (前稱嘉寶萊有限公司)	Hong Kong 香港	12,000,000 shares of HK\$1 each 每股面值1港元之股份 12,000,000股	50 50	Distribution and retail of fashion accessories 分銷及零售時尚配飾

(b) On November 30, 2011, the Group acquired the remaining 50% of the issued share capital of One Timepieces Limited at a consideration of HK\$3,900,000. Details of acquisition please refer to note 38(a).

(b) 於2011年11月30日，本集團收購One Timepieces Limited已發行股本中餘下之50%，代價為3,900,000港元。有關收購詳情，請參閱附註38(a)。

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22. INTEREST IN A JOINTLY CONTROLLED ENTITY (Continued)

Notes: (Continued)

- (c) The summarised financial information in respect of the Group's jointly controlled entity which is accounted for using equity method of accounting is set out below:

22. 於一間共同控制實體之權益 (續)

附註：(續)

- (c) 有關採用權益會計法計算之本集團共同控制實體之概要財務資料載列如下：

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Total assets	總資產	-	15,600
Total liabilities	總負債	-	(8,554)
Net assets	資產淨值	-	7,046
Group's share of net assets of a jointly controlled entity	本集團應佔一間共同控制實體之資產淨值	-	3,523
Turnover	營業額	39,862	24,038
Profit/(loss) for the year	本年度盈利/(虧損)	626	(670)
Group's share of result of a jointly controlled entity for the year	本年度本集團應佔一間共同控制實體之業績	313	(335)
Group's share of other comprehensive income of a jointly controlled entity for the year	本年度本集團應佔一間共同控制實體之其他全面收入	-	-

23. INVENTORIES

23. 存貨

		The Group 本集團	
		2011	2010
		HK\$'000	HK\$'000
		千港元	千港元
Finished goods	製成品	268,896	168,785
Spare parts	零件	32,099	23,945
		300,995	192,730

Included in the above figure are finished goods of approximately HK\$103,497,000 (2010: HK\$49,237,000) which have been pledged as security for bank loans (note 44).

上述金額內約103,497,000港元(2010年: 49,237,000港元)之製成品, 被用作銀行貸款之抵押(附註44)。

24. TRADE AND OTHER RECEIVABLES

24. 貿易往來及其他應收賬款

		The Group 本集團	
		2011	2010
		HK\$'000	HK\$'000
		千港元	千港元
Trade receivables	貿易往來應收賬款	99,665	114,136
Less: allowance for doubtful debts	減: 呆賬撥備	(1,009)	(1,229)
Total trade receivables, net of allowance for doubtful debts	貿易往來應收賬款減呆賬撥備總額	98,656	112,907
Deposits, prepayments and other receivables	訂金、預付款及其他應收賬款	131,253	100,900
Less: impairment loss recognised	減: 已確認減值虧損	(6,238)	-
		223,671	213,807

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24. TRADE AND OTHER RECEIVABLES (Continued)

The following is an aged analysis of trade receivables net for allowance of doubtful debts at the end of the reporting period:

		The Group	
		本集團	
		2011	2010
		HK\$'000	HK\$'000
		千港元	千港元
Within 30 days	30天內	63,869	74,835
31 to 60 days	31天至60天	25,332	24,004
61 to 90 days	61天至90天	3,163	9,301
91 days to 1 year	91天至1年	2,556	2,987
Over 1 year	1年以上	3,736	1,780
Total	總計	98,656	112,907

The Group allows an average credit period of 7 to 90 days to its customers.

Before accepting any new customer, the Group uses credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed twice a year. Approximately 94% (2010: 96%) of the trade receivables that are neither past due nor impaired have the best credit scoring attributable under the credit scoring system used by the Group.

Included in the Group's trade receivable balance were debtors with a carrying amount of HK\$6,292,000 (2010: HK\$4,767,000) which are past due at the end of the reporting period for which the Group has not provided for impairment loss because there has not been a significant change in credit quality and the amounts are still considered recoverable. The Group does not hold any collateral over these balances.

24. 貿易往來及其他應收賬款 (續)

於報告期末，貿易往來應收賬款減呆賬撥備之賬齡分析如下：

		The Group	
		本集團	
		2011	2010
		HK\$'000	HK\$'000
		千港元	千港元
Within 30 days	30天內	63,869	74,835
31 to 60 days	31天至60天	25,332	24,004
61 to 90 days	61天至90天	3,163	9,301
91 days to 1 year	91天至1年	2,556	2,987
Over 1 year	1年以上	3,736	1,780
Total	總計	98,656	112,907

本集團給予客戶平均7至90天之信貸期。

於接納任何新客戶前，本集團使用信貸計分制度評估潛在客戶之信貸質素及界定個別客戶之信貸限額。客戶之限額及評分每年檢討兩次。本集團所使用之信貸計分制度中，並無逾期亦無減值之貿易往來應收賬款其中約94% (2010年：96%) 佔最高信貸評分。

本集團之貿易往來應收賬款包括賬面值6,292,000港元 (2010年：4,767,000港元) 之應收賬款，該金額於報告期末已逾期，由於信貸質素並無出現重大變動，且該金額仍被視為可收回，因此，本集團並無就減值虧損作撥備。本集團並無就該等結餘而持有任何抵押品。

24. TRADE AND OTHER RECEIVABLES (Continued)

Ageing of trade receivables which are past due but not impaired

		The Group 本集團	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元
91 days to 1 year	91天至1年	2,556	2,987
Over 1 year	1年以上	3,736	1,780
Total	總計	6,292	4,767

24. 貿易往來及其他應收賬款 (續)

已逾期但無減值之貿易往來應收賬款之賬齡

Movement in the allowance for doubtful debts

呆賬撥備之變動

		The Group 本集團	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元
At January 1	於1月1日	1,229	2,465
Impairment losses recognised on receivables	就應收賬款確認之減值虧損	60	509
Uncollectible amounts written off	撇銷不可收回金額	(242)	–
Uncollectible amounts recovered	收回不可收回金額	(28)	(1,745)
Exchange difference	匯兌差額	(10)	–
At December 31	於12月31日	1,009	1,229

Included in the allowance for doubtful debts are individually impaired trade receivables with a balance of HK\$60,000 (2010: HK\$509,000) which were past due and not recoverable. The impairment recognised represented the carrying amount of these trade receivables and the Group does not hold any collateral over these balances.

呆賬撥備包括個別減值之貿易往來應收賬款結餘60,000港元(2010年: 509,000港元)，該金額經已逾期及不可收回。已確認之減值相等於該等貿易往來應收賬款之賬面值，而本集團並無就該等結餘而持有任任何抵押品。

24. TRADE AND OTHER RECEIVABLES (Continued)**Ageing of impaired trade receivables**

		The Group	
		本集團	
		2011	2010
		HK\$'000	HK\$'000
		千港元	千港元
91 days to 1 year	91天至1年	113	482
Over 1 year	1年以上	896	747
Total	總計	1,009	1,229

Impairment of other receivables of approximately HK\$6,238,000 has been included in the consolidated income statement for the year ended December 31, 2011. It was due to the recoverability of the other receivables which were past due and may not be recoverable.

截至2011年12月31日止年度，其他應收賬款之減值約6,238,000港元已計入綜合損益表，此乃由於已逾期但或未能收回之其他應收賬款之可收回性所致。

25. AMOUNTS DUE FROM/TO ASSOCIATES/A JOINTLY CONTROLLED ENTITY/SUBSIDIARIES

The amounts due are unsecured, interest-free and have no fixed terms of repayment.

25. 應收／應付聯營公司／一間共同控制實體／附屬公司款項

該等款額為無抵押、免息及無固定還款期。

26. AVAILABLE-FOR-SALE FINANCIAL ASSETS

26. 可供出售之金融資產

		The Group 本集團	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元
At January 1	於1月1日	9,552	15,252
Impairment loss on available-for-sale financial assets	可供出售之金融資產減值虧損	–	(5,700)
At December 31	於12月31日	9,552	9,552
Available-for-sale financial assets comprise of:	可供出售之金融資產包括:		
Unlisted securities:	無牌價證券:		
Debt securities without interest and maturity date	無利息及到期日之債務證券	252	252
Equity securities (note)	股本證券(附註)	9,300	9,300
		9,552	9,552
Analysed for reporting purposes as:	就申報目的而分析為:		
Current assets	流動資產	–	–
Non-current assets	非流動資產	9,552	9,552
		9,552	9,552

Note:

The unlisted equity securities are measured at fair value and are classified as Level 3 fair value measurement. Fair value is estimated using a discounted cash flow model. In determining the fair value, a risk adjusted discount factor of 11.6% (2010: 13.9%) are used. During the year ended December 31, 2010, impairment loss of HK\$5,700,000 had been made due to the prolonged decline in the fair value of available-for-sale financial assets.

附註:

無牌價之股本證券乃按公平值而計算，並歸類為第三層公平值計量。公平值乃使用折現現金流量模式估計。於釐定公平值時，使用11.6% (2010年：13.9%)之風險調整貼現率。截至2010年12月31日止年度，已就可供出售金融資產之公平值因長期下跌而作出減值虧損5,700,000港元。

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27. OTHER FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS**27. 其他以公平值計入損益的金融資產**

		The Group and the Company	
		本集團及本公司	
		2011	2010
		HK\$'000	HK\$'000
		千港元	千港元
At January 1	於1月1日	17	10
Fair value gains on other financial assets at fair value through profit or loss	其他以公平值計入損益之金融資產公平值收益	-	7
Disposals	出售	(17)	-
At December 31	於12月31日	-	17
Market value of listed securities: Equity securities listed in Hong Kong	有牌價證券之市價：於香港掛牌之股本證券	-	17

The carrying amounts of the above financial assets were classified as held for trading.

上述金融資產之賬面值歸類為持作買賣。

All financial assets at fair value through profit or loss are stated at fair values. Fair values of the listed investments are determined by reference to the quoted market bid prices available on the Stock Exchange.

所有以公平值計入損益之金融資產均按公平值列賬。有牌價投資之公平值乃參考在聯交所所報之市場買入價而釐定。

28. CASH AND CASH EQUIVALENTS**28. 現金及現金等值項目****The Group****本集團**

Bank balances are interest bearing at respective saving deposits rate in Hong Kong, Mainland China, Singapore and Malaysia, and the effective interest rate of the Group's bank balances ranged from 0.01% to 1.00% (2010: 0.01% to 1.17%) per annum.

銀行結餘乃按於香港、中國內地、新加坡及馬來西亞各自之儲蓄存款利率計息，本集團銀行結餘之實際利率介乎年息率0.01%至1.00%（2010年：0.01%至1.17%）。

At the end of the reporting period, the cash and bank balances of the Group included currencies denominated in Renminbi ("RMB") amounted to HK\$62,413,000 (2010: HK\$43,823,000) which is not freely convertible into other currencies.

於報告期末，本集團之現金及現金等值項目包括以人民幣為單位且不可自由兌換為其他貨幣的貨幣為62,413,000港元（2010年：43,823,000港元）。

28. CASH AND CASH EQUIVALENTS (Continued)

At December 31, 2011, bank balances amounts to HK\$134,000,000 (2010: HK\$107,561,000) have been pledged to secure banking facilities granted to the Group (note 44). The pledged bank deposits will be released upon the settlement of relevant bank borrowings. The pledged bank balances carry interest rate range from 0.01% to 1.00% (2010: 0.05% to 0.65%) per annum.

29. TRADE AND OTHER PAYABLES

The following is an aged analysis of trade payables at the end of the reporting period:

28. 現金及現金等值項目 (續)

於2011年12月31日，銀行結餘134,000,000港元(2010年：107,561,000港元)已作為本集團獲授之銀行借貸之抵押品(附註44)。受抵押銀行存款將於相關銀行貸款償還後解除。受抵押銀行結餘按年利率介乎0.01%至1.00%(2010年：0.05%至0.65%)計息。

29. 貿易往來及其他應付賬款

於報告期末，貿易往來應付賬款之賬齡分析如下：

		The Group 本集團	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Within 30 days	30天內	33,745	58,495
31 to 60 days	31天至60天	20,159	21,784
61 to 90 days	61天至90天	12,391	10,607
91 days to 1 year	91天至1年	1,229	5,760
Over 1 year	1年以上	586	979
Total trade payables	貿易往來應付賬款總額	68,110	97,625
Customers' deposits, accruals and other payables	客戶訂金、應付費用及 其他應付賬款	307,386	250,066
		375,496	347,691

For the year ended December 31, 2011

截至2011年12月31日止年度

30. AMOUNT DUE TO A RELATED COMPANY**30. 應付一間關聯公司款項****The Group and the Company**

本集團及本公司

2011

2010

HK\$'000

HK\$'000

千港元

千港元

Amount repayable within one year	1年內償還之金額	441	441
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The amount included in the current liability is unsecured, interest-free and has no fixed terms of repayment. The related company is controlled by certain Directors of the Company.

歸入流動負債之金額乃無抵押、免息及無固定還款期。該關聯公司由本公司若干董事控制。

31. OBLIGATIONS UNDER FINANCE LEASES**31. 融資租賃債務**

		Minimum lease payments		Present value of minimum lease payments	
		2011	2010	2011	2010
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
The Group	本集團				
Amounts payable under finance leases:	根據融資租賃之應付數額：				
Within one year	1年內	171	109	148	96
In the second to fifth year inclusive	第2年至第5年	411	274	423	240
More than five years	5年以上	82	-	-	-
		664	383	571	336
Less: Future finance charges	減：未來融資費用	(93)	(47)	-	-
Present value of lease obligations	租賃債務現值	571	336	571	336

31. OBLIGATIONS UNDER FINANCE LEASES
(Continued)

Analysed as:

31. 融資租賃債務 (續)

分析如下：

		Present value of minimum lease payments	
		最低租賃付款現值	
		2011	2010
		HK\$'000	HK\$'000
		千港元	千港元
Amounts due within one year	列於流動負債項下		
shown under current liabilities	1年內到期之金額	148	96
Amounts due after one year	1年後到期之金額	423	240
		571	336

For the year ended December 31, 2011, the average effective borrowing rate was 3.62% per annum (2010: 5.06% per annum). Interest rates are fixed at the contract date. All leases were on a fixed repayment basis and no arrangement had been entered into for contingent rental payments. The Group's obligations under finance leases were secured by the charge over the leased assets.

截至2011年12月31日止年度，平均實際借貸利率為年利率3.62%（2010年：年利率5.06%），利率在合約日期釐定。所有租賃以定期還款為基準及並無就或然租金付款作出安排。本集團之融資租賃債務由租賃資產之押記作抵押。

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截至2011年12月31日止年度

32. BORROWINGS

32. 貸款

		The Group 本集團	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Bank overdrafts	銀行透支	31,816	8,380
Bank loans	銀行貸款	281,430	180,041
Other loans (note)	其他貸款 (附註)	19,763	12,911
		333,009	201,332
Secured (note 44)	有抵押 (附註44)	302,105	173,290
Unsecured	無抵押	30,904	28,042
		333,009	201,332
Carrying amount repayable:	應償還之賬面值:		
Within one year	1年內	309,199	169,756
More than one year, but not exceeding two years	1年以上， 但不超過2年	3,011	7,764
More than two years, but not exceeding five years	2年以上， 但不超過5年	7,654	8,073
More than five years	5年以上	13,145	15,739
		333,009	201,332
Carrying amount of bank loans that are not repayable within one year from the end of the reporting period but contain a repayment on demand clause (shown under current liabilities)	並非於報告期末起計1年內償還 但載有須按的要求償還條款之 銀行貸款之賬面值 (列於流 動負債項下)	(559)	(31,576)
		332,450	169,756
Less: Amounts due within one year (shown under current liabilities)	減: 1年內到期應付款項 (列於流動負債項下)	(309,199)	(169,756)
Amounts due after one year (shown under non-current liabilities)	1年後到期應付款項 (列於非流動負債項下)	23,251	-

32. BORROWINGS (Continued)

The ranges of effective interest rates (which are also equal to contracted interest rates) on the Group's borrowings are as follows:

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Effective interest rate:	實際利率：		
Variable-rate borrowings	浮息貸款	1.80% – 13.12%	1.80% – 9.05%

The Group's borrowings that are denominated in currencies other than the functional currency are set out below:

		RMB'000 人民幣千元	MYR'000 馬幣千元	SGD'000 新加坡幣千元	USD'000 千美元
At December 31, 2011	於2011年12月31日	81,270	2,845	2	1,797
At December 31, 2010	於2010年12月31日	37,471	3,122	642	835

During the year, the Group obtained new bank borrowings in the amount of approximately HK\$934,285,000 (2010: HK\$603,654,000). The borrowings bear interest at market rates and the proceeds were used to finance the working capital.

The fair values of the Group's borrowings at December 31, 2011 approximate to the corresponding carrying amounts.

32. 貸款 (續)

本集團貸款之實際利率範圍 (亦等於合約規定利率) 如下：

並非以功能貨幣計值之本集團貸款呈列如下：

年內，本集團獲得金額約934,285,000港元 (2010年：603,654,000港元) 之新造銀行貸款。該項貸款以市場利率計息。所得款項用作營運資金之融資。

本集團貸款於2011年12月31日之公平值與相應賬面值相若。

For the year ended December 31, 2011

截至2011年12月31日止年度

32. BORROWINGS (Continued)

Note:

32. 貸款 (續)

附註：

		The Group	
		本集團	
		2011	2010
		HK\$'000	HK\$'000
		千港元	千港元
Other loans – unsecured (note a)	其他貸款—無抵押 (附註a)	19,763	12,911

(a) The other loans are short-term borrowings which are unsecured, bear interest at 0.0% – 12.0% per annum and repayable within one year.

(a) 其他貸款為未抵押之短期貸款，按年率0.0% – 12.0%計息，且須於一年內償還。

33. CONVERTIBLE LOAN NOTE

On June 4, 2010, the Company entered into a placing agreement with Tanrich Capital Limited (the “Placing Agent”), pursuant to which the Placing Agent has conditionally agreed to act as placing agent, on a best effort basis, for the purpose of arranging subscribers who are third parties independent of the Company and its connected persons to subscribe for the convertible loan note to be issued by the Company with an aggregate principal amount of up to HK\$25,000,000. The convertible loan note bear interest at 4% per annum, mature on the second anniversary of the date of issue and are convertible into new ordinary shares of HK\$0.02 each at the initial conversion price of HK\$0.16 each. On August 6, 2010, the Company and the Placing Agent agreed to place the convertible loan note in the aggregate principal amount of HK\$13,000,000 to Mr. Kwok Chung SIU, an independent third party of the Company and its connected persons, and the Company would not proceed with the placing of the remaining aggregate principal amount of the convertible loan note. The placing was completed on August 12, 2010.

The convertible loan note contains two components, liability and equity components. The equity components is presented in equity heading “Equity component of convertible loan note”. The effective interest rate of the liability component is 11.77%.

33. 可換股貸款票據

於2010年6月4日，本公司與敦沛融資有限公司（「配售代理」）訂立配售協議，據此，配售代理（作為配售代理）有條件同意按竭誠基準安排認購人（獨立於本公司及其關連人士之第三方）認購本公司將予發行本金總額最多為25,000,000港元之可換股貸款票據。可換股貸款票據按年利率4%計息，於發行日期起計第二週年到期，並可按初步換股價每股0.16港元轉換為每股面值0.02港元之新普通股。於2010年8月6日，本公司與配售代理同意配售本金總額為13,000,000港元之可換股貸款票據予蕭國松先生（獨立於本公司及其關連人士之第三方），而本公司不會繼續進行配售剩餘本金總額之可換股貸款票據。配售事項於2010年8月12日完成。

可換股貸款票據包括兩個部份，分別為負債及權益部份。權益部份於「可換股貸款票據之權益部份」項下之權益呈列。負債部份之實際利率為11.77%。

33. CONVERTIBLE LOAN NOTE (Continued)

During the year ended December 31, 2011, the entire convertible loan note was converted into 81,250,000 shares of the Company of HK\$0.02 each at a conversion price of HK\$0.16 per share pursuant to the terms and conditions of the convertible loan note.

33. 可換股貸款票據 (續)

截至2011年12月31日止年度，全部可換股貸款票據轉換為本公司81,250,000股每股面值0.02港元之股份，根據可換股貸款票據之條款及條件，轉換價為每股0.16港元。

		The Group and the Company 本集團及本公司 HK\$'000 千港元
Proceeds of issue	發行所得款項	13,000
Transaction cost	交易成本	(435)
Equity component	權益部份	(1,251)
Liability component at date of issue	於發行日期之負債部份	11,314
Interest expense calculated at an effective interest rate of 11.77%	按實際利率11.77%計算之 利息開支	496
Interest payable	應繳利息	(198)
Liability component at December 31, 2010 and January 1, 2011	於2010年12月31日及 2011年1月1日之負債部份	11,612
Interest expense calculated at an effective interest rate of 11.77%	按實際利率11.77%計算之 利息開支	273
Conversion during the year	年內轉換	(11,885)
Liability component at December 31, 2011	於2011年12月31日之負債部份	-

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截至2011年12月31日止年度

34. DEFERRED TAX ASSETS/(LIABILITIES)

34. 遞延稅項資產／（負債）

The Group

本集團

		Convertible loan note 可換股 貸款票據 HK\$'000 千港元	Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At January 1, 2010	於2010年1月1日	–	(15)	(15)
Exchange difference	匯兌差額	–	(1)	(1)
Recognised directly in equity	直接於權益確認	(278)	–	(278)
Credited to consolidated income statement for the year	計入年內綜合損益表	49	–	49
At December 31, 2010 and January 1, 2011	於2010年12月31日及2011年1月1日	(229)	(16)	(245)
Exchange difference	匯兌差額	–	(3)	(3)
Released on conversion of convertible loan note	於轉換可換股貸款票據時解除	229	–	229
Credited to consolidated income statement for the year	計入年內綜合損益表	–	124	124
At December 31, 2011	於2011年12月31日	–	105	105

The Company

本公司

		Convertible loan note 可換股貸款票據 HK\$'000 千港元
At January 1, 2010	於2010年1月1日	–
Recognised directly in equity	直接於權益確認	(278)
Credited to income statement for the year	計入年內損益表	49
At December 31, 2010 and January 1, 2011	於2010年12月31日及2011年1月1日	(229)
Released on conversion of convertible loan note	於轉換可換股貸款票據時解除	229
At December 31, 2011	於2011年12月31日	–

34. DEFERRED TAX ASSETS/(LIABILITIES)
(Continued)

The following is the analysis of the deferred tax balances for financial reporting purposes:

34. 遞延稅項資產／（負債）（續）

以下為財務報告目的之遞延稅項結餘分析：

		The Group 本集團		The Company 本公司	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元	2011 HK\$'000 千港元	2010 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	118	-	-	-
Deferred tax liabilities	遞延稅項負債	(13)	(245)	-	(229)
Net deferred tax assets/ (liabilities)	遞延稅項資產／（負債） 淨額	105	(245)	-	(229)

At December 31, 2011, the Group has unused tax losses of approximately HK\$788,901,000 (2010: HK\$778,799,000) available for offset against future profits. A deferred tax asset has been recognised in respect of HK\$118,000 (2010: nil) of such losses. No deferred tax asset has been recognised in respect of the remaining amount of approximately HK\$788,783,000 (2010: HK\$778,799,000) due to the unpredictability of future profit streams. The tax losses may be carried forward indefinitely.

於2011年12月31日，本集團可供抵銷日後盈利之未動用稅項虧損約788,901,000港元（2010年：778,799,000港元）。已就該虧損118,000港元（2010年：無）確認為遞延稅項資產。由於未能估計日後盈利流量，故並無就餘款約788,783,000港元（2010年：778,799,000港元）確認遞延稅項資產。稅項虧損可無限期結轉。

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截至2011年12月31日止年度

35. SHARE CAPITAL

35. 股本

The Group and the Company	本集團及本公司	Number of shares 股份數目	Nominal value 面值 HK\$'000 千港元
Authorised:	法定股本：		
At January 1, 2010 of HK\$0.10 each	於2010年1月1日 每股面值0.10港元	3,500,000,000	350,000
Effect of Share Sub-Division (note (a))	股份拆細之影響 (附註(a))	14,000,000,000	—
At December 31, 2010, January 1, 2011 and December 31, 2011 of HK\$0.02 each	於2010年12月31日、 2011年1月1日及 2011年12月31日 每股面值0.02港元	17,500,000,000	350,000
Issued and fully paid:	已發行及繳足股本：		
At January 1, 2010 of HK\$0.10 each	於2010年1月1日 每股面值0.10港元	450,125,710	45,013
Issue of shares under exercise of share options (note 47)	因行使優先認股權而發行股份 (附註47)	4,390,000	439
Effects of Share Sub-Division (note (a))	股份拆細之影響(附註(a))	1,818,062,840	—
Issue of shares under exercise of share options (note 47)	因行使優先認股權而發行股份 (附註47)	19,300,000	386
At December 31, 2010 and January 1, 2011 of HK\$0.02 each	於2010年12月31日及 2011年1月1日 每股面值0.02港元	2,291,878,550	45,838
Issue of shares under exercise of share options (note 47)	因行使優先認股權而發行股份 (附註47)	85,790,000	1,715
Issue of shares under conversion of convertible loan note (note 33)	因轉換可換股貸款票據而 發行股份(附註33)	81,250,000	1,625
At December 31, 2011 of HK\$0.02 each	於2011年12月31日 每股面值0.02港元	2,458,918,550	49,178

Note:

- (a) Pursuant to a resolution passed by the shareholders of the Company at a special general meeting held on February 12, 2010, each issued and unissued share of HK\$0.10 each of the Company was subdivided into 5 shares of HK\$0.02 each (the "Share Sub-Division").

All the shares issued during the year rank pari passu with the then existing shares in all respects.

附註：

- (a) 根據本公司股東於2010年2月12日舉行之股東特別大會上通過之決議案，本公司每1股每股面值0.10港元之已發行及未發行股份拆細為5股每股面值0.02港元之股份（「股份拆細」）。

年內所有已發行股份在各方面與現有已發行之股份享有同等地位。

36. RESERVES

36. 儲備

The Company

本公司

		Share premium	Capital redemption reserve	Share options reserve	Equity component of convertible loan note	Contributed surplus	Accumulated losses	Total
		股份溢價 HK\$'000 千港元	資本贖回儲備 HK\$'000 千港元	優先認 股權儲備 HK\$'000 千港元	可換股貸款 票據之 權益部份 HK\$'000 千港元	繳入盈餘 HK\$'000 千港元	累計虧損 HK\$'000 千港元	合計 HK\$'000 千港元
At January 1, 2010	於2010年1月1日	27,268	2,151	2,629	-	46,397	(49,581)	28,864
Issue of share upon exercise of share options	於優先認股權獲行使時發行股份	3,579	-	(774)	-	-	-	2,805
Issue of share options	發行優先認股權	-	-	793	-	-	-	793
Recognition of equity component of convertible loan note	確認可換股貸款票據之權益部份	-	-	-	1,251	-	-	1,251
Deferred tax liability arising on convertible loan note	可換股貸款票據產生之遞延稅項負債	-	-	-	(278)	-	-	(278)
Lapse of share options	優先認股權失效	-	-	(85)	-	-	85	-
Loss for the year	年內虧損	-	-	-	-	-	(5,377)	(5,377)
At December 31, 2010 and January 1, 2011	於2010年12月31日及2011年1月1日	30,847	2,151	2,563	973	46,397	(54,873)	28,058
Issue of share upon exercise of share options	於優先認股權獲行使時發行股份	10,033	-	(2,256)	-	-	-	7,777
Issue of shares on conversion of convertible loan note	於轉換可換股票據時發行股份	11,661	-	-	(973)	-	-	10,688
Lapse of share options	優先認股權失效	-	-	(18)	-	-	18	-
Loss for the year	年內虧損	-	-	-	-	-	(9,586)	(9,586)
At December 31, 2011	於2011年12月31日	52,541	2,151	289	-	46,397	(64,441)	36,937

Under the Companies Act 1981 of Bermuda (as amended), the Company can make a distribution out of contributed surplus. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

- it is, or would after the payment be, unable to pay its liabilities as they become due; or
- the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

At December 31, 2011, the Company did not have distributable reserves available for distribution (2010: nil).

根據百慕達1981年公司法(經修訂),本公司之繳入盈餘為可供分派。然而,本公司不得在以下情況下宣派或派付股息,或從繳入盈餘作出分派:

- 現時或將於付款後無法如期償還其負債;或
- 其資產之可變現值將因而低於其負債及其已發行股本與股份溢價賬之總和。

於2011年12月31日,本公司並無可供分派儲備(2010年:無)。

37. CHANGES IN OWNERSHIP INTEREST IN SUBSIDIARIES

During the year ended December 31, 2010, the Group acquired and disposed part of its interest in Creative Pacific Limited and its subsidiaries ("Creative Pacific") and increased its interest in Technorient Limited and its subsidiaries ("Technorient").

The Group disposed an aggregate 9% interest in Creative Pacific during the year ended December 31, 2010 for the cash consideration received and paid of HK\$3,900,000 and HK\$700,000, decreasing its ownership from 60% to 51%. The Group recognised an increase in non-controlling interest at HK\$1,402,000 and an increase in other reserve of HK\$1,798,000.

The Group's interest in Technorient was increased by 4.9% during the year ended December 31, 2010, increasing its ownership from 70.5% to 75.4%. The Group recognised a decrease in non-controlling interest at HK\$4,000,000 and an increase in other reserve of HK\$4,000,000.

37. 附屬公司之擁有權權益變動

截至2010年12月31日止年度，本集團收購及出售其於香港新概念控股有限公司及其附屬公司（「新概念」）之部份權益，以及增加其於勵安有限公司及其附屬公司（「勵安」）之權益。

截至2010年12月31日止年度，本集團出售於新概念合共9%之權益，已收及已付現金代價為3,900,000港元及700,000港元，令其擁有權由60%降至51%。本集團確認非控股權益增加1,402,000港元及其他儲備增加1,798,000港元。

截至2010年12月31日止年度，本集團於勵安之權益增加4.9%，令其擁有權由70.5%增至75.4%。本集團確認非控股權益減少4,000,000港元及其他儲備增加4,000,000港元。

38. ACQUISITION OF SUBSIDIARIES

- (a) On November 30, 2011, the Group acquired remaining 50% of the issued share capital of One Timepieces Limited at a consideration of HK\$3,900,000. The amount of goodwill arising as a result of the acquisition was approximately HK\$67,000.

38. 收購附屬公司

- (a) 於2011年11月30日，本集團收購One Timepieces Limited已發行股本中餘下之50%，代價為3,900,000港元。因收購而產生之商譽金額約為67,000港元。

		Acquiree's carrying amount and fair value 被收購方之賬面值 及公平值 HK\$'000 千港元
<i>Net assets acquired:</i>	<i>收購之資產淨值：</i>	
Property, plant and equipment	物業、廠房及設備	900
Inventories	存貨	7,681
Trade and other receivables	貿易往來及其他應收款項	3,329
Cash and cash equivalents	現金及現金等值項目	3,202
Amount due from a related company	應收一間關聯公司款項	270
Trade and other payables	貿易往來及其他應付款項	(7,716)
Net assets	資產淨值	7,666
50% of net assets acquired	已收購資產淨值之50%	3,833
Goodwill (note 17)	商譽(附註17)	67
Total consideration	總代價	3,900
<i>Satisfied by:</i>	<i>支付方式：</i>	
Cash	現金	3,900
<i>Net cash outflow from acquisition:</i>	<i>收購之現金流出淨額：</i>	
Cash and cash equivalents acquired	已收購之現金及現金等值項目	3,202
Less: Consideration paid in cash and cash equivalents	減：於現金及現金等值項目之已付代價	(3,900)
		(698)

Included in the loss for the year has profit of approximately HK\$1,252,000 attributable to One Timepieces Limited and its subsidiaries ("One Timepieces Group"). Revenue of approximately HK\$4,788,000 was generated by One Timepieces Group for post-acquisition period.

本年度之虧損包括One Timepieces Limited及其附屬公司(「One Timepieces集團」)應佔之盈利約1,252,000港元。One Timepieces集團於收購後期間產生收益約4,788,000港元。

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38. ACQUISITION OF SUBSIDIARIES (Continued)

(a) (Continued)

Had these business combinations been effected on January 1, 2011, the revenue of the Group would have been HK\$1,801,180,000, and the loss for the year would have been HK\$17,856,000. The pro forma financial information is for illustrative purposes only and is not necessarily an indication of revenue and results of the Group that actually would have been achieved had the acquisition been completed on January 1, 2011 nor is it intended to be a projection of future results.

(b) On July 29, 2011, the Group acquired 100% of the issued share capital of Rogers International Limited at a consideration of HK\$5,400,000.

38. 收購附屬公司 (續)

(a) (續)

倘若上述業務合併於2011年1月1日已進行，本集團之收益應為1,801,180,000港元，而本年度虧損應為17,856,000港元。該備考財務資料僅供說明用途，不一定作為倘若收購於2011年1月1日已完成之情況下本集團之收益及業績實際可達致水平之指標，亦不擬作為將來業績之預測。

(b) 於2011年7月29日，本集團收購樂爵士國際有限公司已發行股本之100%，代價為5,400,000港元。

**Acquiree's
carrying amount
and fair value
被收購方之賬面值
及公平值
HK\$'000
千港元**

<i>Net assets acquired:</i>	<i>收購之資產淨值：</i>	
Intangible assets	無形資產	5,400
<i>Satisfied by:</i>	<i>支付方式：</i>	
Cash	現金	5,400
<i>Net cash outflow from acquisition:</i>	<i>收購之現金流出淨額：</i>	
Cash and cash equivalents acquired	已收購之現金及現金等值項目	-
Less: Consideration paid in cash and cash equivalents	減：於現金及現金等值項目之已付代價	(5,400)
		(5,400)

No profit or loss and revenue were contributed and generated by Rogers International Limited during the year.

樂爵士國際有限公司於年內並無貢獻及產生任何盈利或虧損及收益。

38. ACQUISITION OF SUBSIDIARIES (Continued)

(b) (Continued)

Had these business combinations been effected on January 1, 2011, the revenue of the Group would have been HK\$1,761,357,000, and the loss for the year would have been HK\$18,568,000. The pro forma financial information is for illustrative purposes only and is not necessarily an indication of revenue and results of the Group that actually would have been achieved had the acquisition been completed on January 1, 2011 nor is it intended to be a projection of future results.

39. DISPOSAL OF SUBSIDIARIES

(a) On May 31, 2010, the Group disposed Mighty Will International Limited and Sunny Villa Holdings Limited, in-directly wholly owned subsidiaries of the Company.

38. 收購附屬公司 (續)

(b) (續)

倘若上述業務合併於2011年1月1日已進行，本集團之收益應為1,761,357,000港元，而本年度虧損應為18,568,000港元。該備考財務資料僅供說明用途，不一定作為倘若收購於2011年1月1日已完成之情況下本集團之收益及業績實際可達致水平之指標，亦不擬作為將來業績之預測。

39. 出售附屬公司

(a) 於2010年5月31日，本集團出售本公司間接全資擁有附屬公司紀富國際有限公司及裕寧控股有限公司。

		HK\$'000 千港元
<hr/>		
<i>Analysis of assets and liabilities over which control was lost:</i>	失去控制權之資產及負債分析：	
Investment properties	投資物業	15,060
Property, plant and equipment	物業、廠房及設備	121
Other receivables	其他應收賬款	16
Cash and cash equivalents	現金及現金等值項目	1
Other payables	其他應付賬款	(45)
Goodwill	商譽	145
<hr/>		
Net assets disposed	已出售資產淨值	15,298
<hr/>		
<i>Loss on disposal of subsidiaries:</i>	出售附屬公司之虧損：	
Consideration received	已收代價	12,768
Transaction costs	交易成本	(222)
Net asset disposed	已出售資產淨值	(15,298)
<hr/>		
Loss on disposal	出售虧損	(2,752)
<hr/>		
<i>Net cash inflow on disposal of subsidiaries:</i>	出售附屬公司之現金流入淨額：	
Consideration received in cash and cash equivalents	於現金及現金等值項目之已收代價	12,768
Transaction costs	交易成本	(222)
Less: cash and cash equivalents disposed	減：已出售之現金及現金等值項目	(1)
<hr/>		
		12,545
<hr/>		

39. DISPOSAL OF SUBSIDIARIES (Continued)**39. 出售附屬公司 (續)**

- (b) On June 6, 2010, the Group disposed Rogers International Limited, a in-directly wholly owned subsidiary of the Company.

- (b) 於2010年6月6日，本集團出售本公司間接全資擁有附屬公司樂爵士國際有限公司。

HK\$'000
千港元

<i>Analysis of asset and liability over which control was lost:</i>	失去控制權之資產及負債分析：	
Net asset disposed	已出售資產淨值	—
<i>Gain on disposal of a subsidiary:</i>	出售一間附屬公司之收益：	
Consideration received	已收代價	9,880
Net asset disposed	已出售資產淨值	—
Gain on disposal	出售收益	9,880
<i>Net cash inflow on disposal of a subsidiary:</i>	出售一間附屬公司之現金流入淨額：	
Consideration received in cash and cash equivalents	於現金及現金等值項目之已收代價	9,880
Less: cash and cash equivalents disposed	減：已出售之現金及現金等值項目	—
		9,880

39. DISPOSAL OF SUBSIDIARIES (Continued)

- (c) On January 25, 2010, Trendy Move International Limited (“Trendy Move”), an indirect wholly-owned subsidiary of the Company, entered into a share subscription agreement (the “Subscription Agreement”) with Binda S.p.A. (“Binda”), an Italian fashion accessories distributor, pursuant to which Binda agreed to subscribe for new shares in Binda WKH (Greater China) Limited (“Binda WKH”) (now known as One Timepieces Limited). After completion of the Subscription Agreement, Binda WKH will be owned as to 50% by Trendy Move and 50% by Binda.

39. 出售附屬公司(續)

- (c) 於2010年1月25日，本公司的間接全資擁有附屬公司潮流國際有限公司(「潮流」)與一間意大利時尚配飾分銷商Binda S.p.A.(「Binda」)訂立一份股份認購協議(「認購協議」)。據此，Binda同意認購嘉寶萊有限公司(「嘉寶萊」)(現稱One Timepieces Limited)之新股份。於認購協議完成後，嘉寶萊將由潮流及Binda分別擁有50%權益。

		HK\$'000 千港元
<i>Analysis of assets and liabilities over which control was lost:</i>		
Property, plant and equipment	失去控制權之資產及 負債分析： 物業、廠房及設備	59
Inventories	存貨	6,826
Trade and other receivables	貿易往來及其他應收賬款	3,342
Cash and cash equivalents	現金及現金等值項目	1,254
Trade and other payables	貿易往來及其他應付賬款	(8,823)
Amounts due to fellow subsidiaries	應付同系附屬公司款項	(6,948)
		(4,290)
Retained interest in a jointly controlled entity	於一間共同控制實體之 保留權益	2,145
Net liabilities disposed	已出售負債淨值	(2,145)
<i>Gain on disposal of a subsidiary:</i>		
Consideration received	出售一間附屬公司之收益： 已收代價	-
Net liabilities disposed	已出售負債淨值	2,145
Gain on disposal	出售收益	2,145
<i>Net cash outflow on disposal of a subsidiary:</i>		
Consideration received in cash and cash equivalents	出售一間附屬公司之現金流出 淨額： 於現金及現金等值項目之 已收代價	-
Less: cash and cash equivalents disposed	減：已出售之現金及現金等值項目	(1,254)
		(1,254)

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40. MATERIAL RELATED PARTY TRANSACTIONS

In addition to the balances with related parties disclosed elsewhere in the financial statements, during the year, the Group entered into the following significant related party transactions:

40. 與關聯人士之主要交易

除財務報表其他部份所披露之關聯人士結餘外，本集團於本年度內進行下列重要關聯人士交易：

		2011	2010
		HK\$'000	HK\$'000
		千港元	千港元
IT consultancy fee received from a related party (a)	自一名關聯人士收取資訊科技顧問費(a)	219	215
Purchases of goods from a related party (b)	自一名關聯人士購入貨物(b)	101	-
Purchases of goods from a related company	自一間關聯公司購入貨物	79	4,739
General services fee from a related company	自一間關聯公司之一般服務費	965	994
Storage services fee from a related company	自一間關聯公司之儲存服務費	362	373
Management fee from a related company	自一間關聯公司之管理費	365	-
Sales of property, plant and equipment to a related company	向一間關聯公司銷售物業、廠房及設備	1,269	-
Sales of goods to a related company	向一間關聯公司銷售貨物	882	-

(a) On February 1, 2011, the independent consultancy agreement entered into between Auto Italia Limited, an indirect subsidiary of the Company, and Mr. Michael ADAMCZYK, the son of Mr. Herbert ADAMCZYK who is a director of Auto Italia Limited, in relation to the provision of professional consulting services in the area of information technology operation and organization strategy was renewed for a term of one year commencing on February 1, 2011 and terminating on January 31, 2012 at a consultation fee of USD2,164 per month.

(a) 本公司之間接附屬公司快意汽車有限公司與快意汽車有限公司董事夏德成先生之子Michael ADAMCZYK先生所訂立，有關提供資訊科技運作及組織策略之專業顧問服務之獨立顧問協議於2011年2月1日重續一年，由2011年2月1日開始並於2012年1月31日終止，顧問費為每月2,164美元。

40. MATERIAL RELATED PARTY TRANSACTIONS
(Continued)

- (b) On August 1, 2011, Auto Italia Limited (“Auto Italia”), an indirect subsidiary of the Company, as buyer, and Mr. Michael ADAMCZYK, the son of Mr. Herbert ADAMCZYK who is a director of Auto Italia, as seller, had entered into a sale and purchase contract for the purchase of a Fiat car (Model: 2008 Fiat Lounge 1.4 Manual) for a consideration of HK\$101,000.

Compensation of key management personnel

The remuneration of Directors and other members of key management during the year were as follows:

		2011	2010
		HK\$'000	HK\$'000
		千港元	千港元
Fees	袍金	304	304
Salaries and other benefits	薪金及其他福利	11,923	10,468
Performance related incentive payments	與業務表現相關之獎金	4,600	–
Retirement benefit scheme contributions	退休福利計劃之供款	49	52
Short-term employee benefits	短期僱員福利	16,876	10,824

The remuneration of Directors and other members of key management are determined by the remuneration committee having regard to the performance of individuals and market trends.

40. 與關聯人士之主要交易 (續)

- (b) 於2011年8月1日，本公司之間接附屬公司快意汽車有限公司(「快意」，作為買家)就與快意董事夏德成先生之子Michael ADAMCZYK先生(作為賣家)訂立買賣協議購買一輛Fiat汽車(型號：2008 Fiat Lounge 1.4 Manual)，代價為101,000港元。

重要管理人員之報酬

本年度內董事及其他重要管理人員之薪酬如下：

董事及其他重要管理人員之薪酬由薪酬委員會依據各人之表現及市況釐定。

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41. OPERATING LEASE COMMITMENTS

The Group as lessor

Property rental income earned, net of outgoings of HK\$40,000 (2010: HK\$73,000) during the year was HK\$189,000 (2010: HK\$260,000).

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments which fall due:

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Within one year	1年內	–	103

The Group as lessee

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Operating lease rental recognised in the consolidated income statement for the year	本年度綜合損益表已確認之經營租賃租金	43,871	37,369

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

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Within one year	1年內	46,011	34,549
In the second to fifth years inclusive	第2年至第5年	93,607	67,590
After five years	5年以上	19,712	31,539
		159,330	133,678

41. 經營租賃承擔

本集團為出租人

本年度物業租金收入經扣除支出40,000港元(2010年:73,000港元)為189,000港元(2010年:260,000港元)。

於報告期末,本集團與租客定約之未來最低租賃付款如下:

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Within one year	1年內	–	103

本集團為承租人

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Operating lease rental recognised in the consolidated income statement for the year	本年度綜合損益表已確認之經營租賃租金	43,871	37,369

於報告期末,本集團不可撤銷之經營租賃未來最低租金付款之承擔及屆滿期如下:

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Within one year	1年內	46,011	34,549
In the second to fifth years inclusive	第2年至第5年	93,607	67,590
After five years	5年以上	19,712	31,539
		159,330	133,678

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43. CONTINGENT LIABILITIES

At the end of the reporting period, the Group and the Company had the following outstanding contingent liabilities which are not provided for in the financial statements in respect of banking facilities and other facilities made available to subsidiaries:

	The Group 本集團		The Company 本公司	
	2011 HK\$'000 千港元	2010 HK\$'000 千港元	2011 HK\$'000 千港元	2010 HK\$'000 千港元
Guarantees given for banking facilities made available to subsidiaries 就附屬公司獲取銀行信貸作出擔保	-	-	573,692	402,632
Guarantees given for other facilities made available to subsidiaries 就附屬公司獲取其他信貸作出擔保	-	-	26,747	26,922
	-	-	600,439	429,554

43. 或然負債

於報告期末，本集團及本公司就附屬公司獲取銀行信貸及其他信貸而未於財務報表撥備之或然負債如下：

44. PLEDGE OF ASSETS

		The Group 本集團	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Deposits in bank 銀行存款		134,000	107,561
Inventories 存貨		103,497	49,237
Properties held for sale 持作出售物業		30,070	25,470
Property, plant and equipment: 物業、廠房及設備：			
Land and buildings 土地及樓宇		53,803	55,233
Motor yacht 機動遊艇		13,226	14,108
Floating charges on all assets of certain subsidiaries 若干附屬公司之所有資產之浮動抵押		49,681	21,307
		384,277	272,916

44. 資產抵押

The amount represents assets pledged to banks and other licensed financial institutions to secure banking facilities granted to the Group. The pledged assets will be released upon the settlement of relevant bank borrowings.

金額乃本集團就取得銀行信貸而向銀行及其他持牌金融機構所抵押之資產。受抵押資產將於相關銀行貸款償還後解除。

45. 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 capital structure of the Group consists of debt (which includes borrowings, convertible loan note and obligations under finance leases), cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, reserves and (accumulated losses)/retained profits.

Gearing ratio

The gearing ratios at December 31, 2011 and 2010 were as follows:

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Debt (note (a))	債項 (附註(a))	333,580	213,280
Cash and cash equivalents	現金及現金等值項目	(205,754)	(189,322)
Net debt	債項淨值	127,826	23,958
Equity (note (b))	權益 (附註(b))	249,453	250,437
Gearing ratio	負債比率	51.2%	9.6%

Notes:

- (a) Debt comprises borrowings, obligations under finance leases and convertible loan note as detailed in notes 32, 31 and 33 respectively.
- (b) Equity includes all capital and reserves attributable to owners of the Company.

附註：

- (a) 債項包括借貸、融資租賃債務及可換股貸款票據，詳情分別載於附註32、31及33。
- (b) 權益包括本公司擁有人應佔所有資本及儲備。

45. 資本風險管理

本集團管理其資本，以確保本集團旗下實體將能繼續持續經營業務，同時透過優化債務及股本結餘為股東爭取最大回報。本集團之整體策略與去年一致。

本集團之資本架構包括負債（包括借貸、可換股貸款票據及融資租賃債務）、現金及現金等值項目以及本公司擁有人應佔權益（包括已發行股本、儲備及（累計虧損）／保留盈利）。

負債比率

於2011年及2010年12月31日之負債比率如下：

46. FINANCIAL INSTRUMENTS

46. 金融工具

(a) Categories of financial instruments

(a) 金融工具分類

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Financial assets	金融資產		
Fair value through profit or loss	按公平值計入損益		
– Held for trading	– 持有作買賣	–	17
Loans and receivables (including cash and cash equivalents)	貸款及應收賬款 (包括現金及現金等值項目)	482,477	454,968
Available-for-sale financial assets	可供出售金融資產	9,552	9,552
Financial liabilities	金融負債		
Amortised cost	攤銷成本	735,062	589,585

(b) Financial risk management objectives and policies

(b) 金融風險管理目標及政策

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity 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.

本集團之活動使其須面對多種金融風險：市場風險（包括貨幣風險、利率風險及其他價格風險）、信用風險及流動性風險。本集團之整體風險管理計劃針對金融市場之不可預測性，並務求盡量減低可能對本集團財務表現構成之不利影響。

(i) Market risk

(i) 市場風險

The Group's activities expose it primarily to the financial risks of changes in foreign exchange rates, interest rates and equity prices.

本集團之活動主要面對涉及匯率、利率及股本價格變動之金融風險。

Market risk exposures are measured using sensitivity analysis.

所面對之市場風險乃使用敏感度分析而計量。

There has been no change to the Group's exposure to market risks or the manner in which these risks are managed and measured.

本集團所面對之市場風險或管理該等風險之方式並無變動。

46. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(i) Market risk (Continued)

Foreign currency risk management

Several subsidiaries of the Group have foreign currency sales and purchases, which expose the Group to foreign currency risk. The management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arises.

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

46. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

(i) 市場風險 (續)

外幣風險管理

本集團數間附屬公司以外幣進行銷售及採購，使本集團面對外幣風險。管理層監察所面對之外匯風險，並會於有需要時考慮對沖重大之外幣風險。

本集團於報告期末以外幣為單位之貨幣資產及貨幣負債之賬面值如下：

		Liabilities 負債		Assets 資產	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元	2011 HK\$'000 千港元	2010 HK\$'000 千港元
USD	美元	45,764	43,531	55,676	98,707
RMB	人民幣	137,804	79,320	253,200	145,455
EUR	歐元	21,984	25,400	13,911	20,922
JPY	日圓	-	34	33	28
SGD	新加坡幣	9,924	15,975	45,081	40,278
MYR	馬幣	10,712	11,375	24,483	31,555
GBP	英鎊	94	4	97	399
MOP	葡幣	54	-	738	-
THB	泰銖	12,340	9,510	-	-

46. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(i) Market risk (Continued)

Foreign currency risk management
(Continued)

Sensitivity analysis

The Group is mainly exposed to the effects of fluctuation in USD, RMB, EUR, JPY, SGD, MYR, GBP, MOP and THB.

The following table details the Group's sensitivity to a 5% increase and decrease in the Hong Kong dollars against the relevant foreign currencies. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes outstanding foreign currency denominated monetary items and foreign currency forward contracts, and adjusts their translation at the period end for a 5% change in foreign currency rates. The sensitivity analysis includes external loans as well as loans to foreign operations within the Group where the denomination of the loan is in a currency other than the currency of the lender or the borrower. A positive number below indicates an increase in profit and other equity where the Hong Kong dollars strengthen 5% against the relevant currency. For a 5% weakening of the Hong Kong dollars against the relevant currency, there would be an equal and opposite impact on the profit and other equity, and the balances below would be negative.

46. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

(i) 市場風險 (續)

外幣風險管理 (續)

敏感度分析

本集團主要面對美元、人民幣、歐元、日圓、新加坡幣、馬幣、英鎊、葡幣及泰銖波動之影響。

下表詳列因應本集團對於港元兌相關外幣匯率上下波動5%之敏感度。5%為向內部主要管理人員匯報外幣風險所用之敏感率，並指管理層對匯率可能合理變動之評估。敏感度分析包括以外幣計算之尚未平倉貨幣項目及外幣遠期合約，並於期末調整其換算以反映匯率之5%變動。敏感度分析包括對外貸款以及予本集團內之外國業務之貸款，而貸款之幣值為借方或貸方之貨幣者。下列正數表示港元兌相關外幣出現港元轉強5%，以致盈利及其他權益增加。倘港元兌相關外幣出現港元減弱5%，將會對盈利及其他權益造成相等及相反之影響，而下列結餘將會為負數。

46. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(i) Market risk (Continued)

Foreign currency risk management
(Continued)

Sensitivity analysis (Continued)

		Impact of USD 美元之影響		Impact of RMB 人民幣之影響	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元	2011 HK\$'000 千港元	2010 HK\$'000 千港元
Profit or loss (note)	盈利或虧損 (附註)	496	2,759	5,770	3,307
		Impact of EUR 歐元之影響		Impact of JPY 日圓之影響	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元	2011 HK\$'000 千港元	2010 HK\$'000 千港元
Profit or loss (note)	盈利或虧損 (附註)	404	224	2	-
		Impact of SGD 新加坡幣之影響		Impact of MYR 馬幣之影響	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元	2011 HK\$'000 千港元	2010 HK\$'000 千港元
Profit or loss (note)	盈利或虧損 (附註)	1,758	1,215	689	1,009
		Impact of GBP 英鎊之影響		Impact of MOP 葡幣之影響	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元	2011 HK\$'000 千港元	2010 HK\$'000 千港元
Profit or loss (note)	盈利或虧損 (附註)	-	20	34	-
				Impact of THB 泰銖之影響	
				2011 HK\$'000 千港元	2010 HK\$'000 千港元
Profit or loss (note)	盈利或虧損 (附註)			617	476

Note:

This is mainly attributable to the exposure outstanding on receivables and payables denominated in respective currencies at the end of the reporting period.

附註：

主要來自於報告期末時以相關貨幣為單位之應收及應付賬款仍然面對之風險。

46. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(i) Market risk (Continued)

Interest rate risk management

The Group's cash flow interest rate risk relates primarily to variable-rate borrowings (note 32). It is the Group's policy to keep its borrowings at floating rate of interests so as to minimise the fair value interest rate risk.

The Group's exposures to interest rates on financial assets and financial liabilities are detailed in the liquidity risk management section of this note. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of HIBOR arising from the Group's Hong Kong dollar denominated borrowings.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for both derivatives and non-derivative instruments at the end of the reporting period. For variable-rate borrowings, the analysis is prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease in HIBOR is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

46. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

(i) 市場風險 (續)

利率風險管理

本集團之現金流利率風險主要與浮息借貸有關(附註32)。本集團政策是將借貸維持於浮動利率，以盡量減低公平值利率風險。

本集團就金融資產及金融負債而面對之利率風險在本附註的「流動資金風險管理」一節詳述。本集團之現金流利率風險主要集中在本集團以港元為單位的借貸所產生之香港銀行同業拆息之波動風險。

敏感度分析

以下敏感度分析乃根據於報告期末之衍生工具及非衍生工具之利率風險而釐定。就浮息借貸而言，該分析乃假設於報告期末仍未償還之負債金額於整個年度仍不會償還。當向內部主要管理人員匯報利率風險時，乃使用香港銀行同業拆息增加或減少50個基點，並指管理層對利率可能合理變動之評估。

46. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(i) Market risk (Continued)

Interest rate risk management (Continued)

Sensitivity analysis (Continued)

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's loss for the year ended December 31, 2011 would increase/decrease by HK\$167,000 (2010: profit decrease/increase by HK\$101,000). This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowings.

The Group's sensitivity to interest rates has increased during the current year mainly due to the increase in variable rate borrowings.

Other price risks

The Group is exposed to equity price risk through its investment in listed equity securities. The management manages this exposure by maintaining a portfolio of investments with different risk and return profiles. The Group's equity price risk is mainly concentrated on equity securities operating in logistics, manufacturing and trading sectors quoted in the Stock Exchange. In addition, the Group has monitor the price risk and will consider hedging the risk exposure should the need arise.

46. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

(i) 市場風險 (續)

利率風險管理 (續)

敏感度分析 (續)

倘利率增加／減少50個基點，而所有其他變數維持不變，則本集團於截至2011年12月31日止年度之虧損應會增加／減少167,000港元（2010年：盈利減少／增加101,000港元），主要由於本集團所面對浮息借貸之利率風險所致。

本集團於本年度對於利率之敏感度上升，主要由於浮息借貸增加所致。

其他價格風險

本集團透過於上市股本證券之投資而面對股本價格風險。管理層透過維持具不同風險及回報之投資組合而管理該風險。本集團之股本價格風險主要集中於聯交所報價之從物流、製造及貿易行業公司的股本證券。此外，本集團已監察價格風險，並會於有需要時考慮對沖有關風險。

46. FINANCIAL INSTRUMENTS (Continued)**(b) Financial risk management objectives and policies (Continued)****(i) Market risk (Continued)***Other price risks (Continued)*

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to equity price risk at the end of the reporting period.

If equity prices had been 5% higher/lower, there is no increase/decrease of the Group's net loss for the year ended December 31, 2011 (2010: net profit increase/decrease by HK\$900). This is mainly due to the changes in fair value of other financial assets at fair value through profit or loss.

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

(ii) Credit risk

At December 31, 2011, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties and financial guarantees provided by the Group is arising from:

- the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position; and
- the amount of contingent liabilities in relation to the financial guarantees provided by the Group as disclosed in note 43.

46. 金融工具 (續)**(b) 金融風險管理目標及政策 (續)****(i) 市場風險 (續)***其他價格風險 (續)*

敏感度分析

以下敏感度分析乃根據於報告期末所面對之股本價格風險而釐定。

倘股本價格增加／減少5%，則本集團於截至2011年12月31日止年度之淨虧損不會增加／減少（2010年：純利增加／減少900港元），主要由於按公平值計入損益之其他金融資產之公平值變動所致。

本集團對於股本價格之敏感度與上年度比較並無重大變動。

(ii) 信貸風險

於2011年12月31日，本集團由於交易對手未能履行責任及本集團提供財務擔保而會導致本集團招致財務損失之最大信貸風險主要來自：

- 綜合財務狀況表所列之相關已確認金融資產之賬面值；及
- 附註43所披露與本集團所提供財務擔保有關之或然負債。

46. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(ii) Credit risk (Continued)

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt and debt investments at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

Other than concentration of credit risk on liquid funds which are deposited with several banks with high credit ratings, the Group does not have any other significant concentration of credit risk. Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas.

46. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

(ii) 信貸風險 (續)

為了盡量減低信貸風險，本集團管理層已委派專責隊伍，負責釐定信貸限額、信貸審批及其他監控程序，以確保採取跟進行動以收回逾期債項。此外，本集團於各報告期末均檢討每項個別貿易債項及債務投資的可收回金額，以確保就不能收回金額作出充足減值虧損。在此方面，本公司董事認為本集團的信貸風險已大為降低。

由於交易對手是獲國際評級機構給予高度信貸評級之銀行，因此流動資金之信貸風險有限。

除流動資金存放在獲高度信貸評級之數間銀行造成信貸風險集中外，本集團並無其他重大信貸集中之風險。貿易往來應收賬款涉及大量客戶，而彼等遍佈多個行業及地區市場。

46. FINANCIAL INSTRUMENTS (Continued)**(b) Financial risk management objectives and policies (Continued)****(iii) Liquidity risk management**

Ultimate responsibility for liquidity risk management rests with the board of directors, which has built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

At December 31, 2011, the Group has available unutilised overdrafts and short and medium term bank loan facilities of HK\$6,153,000 (2010: HK\$12,137,000) and HK\$85,538,000 (2010: HK\$93,557,000) respectively.

The following tables detail the Group's and the Company's remaining contractual maturity for its financial liabilities which are included in the maturity analysis provided internally to the key management personnel for the purpose of managing liquidity risk. For non-derivative financial liabilities, the tables reflect the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows.

For derivative instruments settle on a net basis, undiscounted net cash outflows are presented. Whereas they require gross settlement, the undiscounted gross outflows on these derivatives are shown in the table.

46. 金融工具 (續)**(b) 金融風險管理目標及政策 (續)****(iii) 流動資金風險管理**

流動資金風險管理之最終責任由董事會承擔，而董事會已設立合適之流動資金風險管理架構，以管理本集團之短期、中期及長期融資及流動資金管理需要。本集團透過維持充足儲備、銀行信貸及後備借貸額度而管理流動資金風險，方法是持續監察預測及實際現金流量以及安排金融資產及金融負債之到期日得到配合。

於2011年12月31日，本集團有未動用之透支及短期與中期銀行信貸分別6,153,000港元（2010年：12,137,000港元）及85,538,000港元（2010年：93,557,000港元）。

下表詳列本集團及本公司金融負債之餘下合約到期情況，該等因素已列入向內部主要管理人員提供作管理流動資金風險用途之到期情況分析。就非衍生金融負債而言，該等附表反映根據本集團被要求還款之最早日期而釐定之非折現現金流量。該等附表包括利息及本金之現金流量。

就以淨值基準結算之衍生工具而言，會列出非折現淨現金流出。當需要總額結算時，該等衍生工具之非折現流出總額會在表內呈列。

For the year ended December 31, 2011

截至2011年12月31日止年度

46. FINANCIAL INSTRUMENTS (Continued)**(b) Financial risk management objectives and policies (Continued)****(iii) Liquidity risk management (Continued)****The Group**

At December 31, 2010

	Weighted average effective interest rate 加權平均 實際利率 %	Within	2 to	Over	Total	Total
		1 year	5 years	5 years	undiscounted cash flows 非折現現金 流量總額	carrying amount 賬面總值
		1年內 HK\$'000 千港元	2至5年 HK\$'000 千港元	5年以上 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Non-derivative financial liabilities						
Trade and other payables						
應付賬款	-	347,691	-	-	347,691	347,691
Bills payables	-	25,588	-	-	25,588	25,588
Obligations under finance leases	5.06	96	240	-	336	336
Amount due to a jointly controlled entity	-	2,585	-	-	2,585	2,585
Amount due to a related company	-	441	-	-	441	441
Convertible loan note	11.77	-	12,763	-	12,763	11,612
Borrowings	4.00	201,332	-	-	201,332	201,332
		577,733	13,003	-	590,736	589,585

46. 金融工具 (續)**(b) 金融風險管理目標及政策 (續)****(iii) 流動資金風險管理 (續)****本集團**

於2010年12月31日

46. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(iii) Liquidity risk management (Continued)

The Company

At December 31, 2011

46. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

(iii) 流動資金風險管理 (續)

本公司

於2011年12月31日

	Weighted average effective interest rate	Within 1 year	2 to 5 years	Over 5 years	Total undiscounted cash flows	Total carrying amount
	%	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Non-derivative financial liabilities						
Trade and other payables		3,228	-	-	3,228	3,228
Amounts due to subsidiaries		243,055	-	-	243,055	243,055
Amount due to a related company		441	-	-	441	441
Financial guarantee contracts		10,790	-	-	10,790	10,790
		257,514	-	-	257,514	257,514

For the year ended December 31, 2011

截至2011年12月31日止年度

46. FINANCIAL INSTRUMENTS (Continued)**(b) Financial risk management objectives and policies (Continued)****(iii) Liquidity risk management (Continued)****The Company**

At December 31, 2010

	Weighted average effective interest rate	Within 1 year	2 to 5 years	Over 5 years	Total	Total
					undiscounted cash flows	carrying amount
	加權平均 實際利率	1年內	2至5年	5年以上	非折現現金 流量總額	賬面總值
	%	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Non-derivative financial liabilities						
Trade and other payables						
貿易往來及其他應付賬款		-	643	-	643	643
Amounts due to subsidiaries		-	248,769	-	248,769	248,769
應付附屬公司款項		-	248,769	-	248,769	248,769
Amount due to a related company		-	441	-	441	441
應付一間關聯公司款項		-	441	-	441	441
Convertible loan note	11.77	-	-	12,763	12,763	11,612
可換股貸款票據	11.77	-	-	12,763	12,763	11,612
Financial guarantee contracts		-	4,283	-	4,283	4,283
財務擔保合約		-	4,283	-	4,283	4,283
		254,136	12,763	-	266,899	265,748

46. 金融工具 (續)**(b) 金融風險管理目標及政策 (續)****(iii) 流動資金風險管理 (續)****本公司**

於2010年12月31日

46. FINANCIAL INSTRUMENTS (Continued)**(c) Fair value of financial instruments**

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

- (i) the fair values of financial assets and financial liabilities with standard terms and conditions and traded on active markets are determined with reference to quoted market bid prices and ask prices respectively.
- (ii) the fair values of derivative instruments are calculated using quoted prices. Where such prices are not available, a discounted cash flow analysis is performed using the applicable yield curve for the duration of the instruments for non-optional derivatives, and option pricing models for optional derivatives. Foreign currency forward contracts are measured using quoted forward exchange rates and yield curves derived from quoted interest rates matching maturities of the contracts. Interest rate swaps are measured at the present value of future cash flows estimated and discounted based on the applicable yield curves derived from quoted interest rates.
- (iii) the fair values of other financial assets and financial liabilities (excluding those described above) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

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

46. 金融工具 (續)**(c) 金融工具之公平值**

金融資產及金融負債之公平值乃按以下方式釐定：

- (i) 具標準條款及條件並在活躍市場買賣之金融資產及金融負債之公平值乃分別參考市場所報之買入價及賣出價而釐定。
- (ii) 衍生工具之公平值乃以報價計算。倘未取得有關價格，則非期權衍生工具以工具年期之適用收益曲線進行貼現現金流分析，而期權衍生工具則以期權定價模式進行貼現現金流分析。外幣遠期合約乃按與合約到期日相對應而報出之遠期匯率及回報率曲線進行計量。利率掉期乃按基於所報利率引伸之適用收益曲線而估計及折現之未來現金流量之現值計量。
- (iii) 其他金融資產及金融負債（不包括上文所述者）之公平值乃根據一般採納之定價模式、基於折現現金流量分析而釐定。

董事認為綜合財務報表所記錄之金融資產及金融負債賬面值與其公平值相若。

46. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value of financial instruments (Continued)

Fair value measurements recognised in the consolidated statement of financial position

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

46. 金融工具 (續)

(c) 金融工具之公平值 (續)

於綜合財務狀況表中確認之公平值計量

下表為按公平值作初始確認後計量之金融工具分析，乃根據公平值之可觀察程度歸類為3個層級：

- 第1層級之公平值計量指就相同之資產或負債而從活躍市場報價（未經調整）所得者；
- 第2層級之公平值計量指就資產或負債直接（即價格）或間接（從價格所得）觀察惟不屬於第一層級報價之輸入數據；及
- 第3層級之公平值計量指根據包括並非基於資產或負債之可觀察市場數據（不可觀察輸入數據）之估值技巧所得出者。

46. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value of financial instruments (Continued)

Fair value measurements recognised in the consolidated statement of financial position (Continued)

		December 31, 2011 2011年12月31日			
		Level 1 第1層級 HK\$'000 千港元	Level 2 第2層級 HK\$'000 千港元	Level 3 第3層級 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Available-for-sale financial assets	可供出售之金融資產				
Unlisted equity securities	無牌價之股本證券	-	-	9,300	9,300
		December 31, 2010 2010年12月31日			
		Level 1 第1層級 HK\$'000 千港元	Level 2 第2層級 HK\$'000 千港元	Level 3 第3層級 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Financial assets	金融資產				
Other financial assets at fair value through profit or loss	其他以公平值計入損益的金融資產	17	-	-	17
Available-for-sale financial assets	可供出售之金融資產				
Unlisted equity securities	無牌價之股本證券	-	-	9,300	9,300
Total	合計	17	-	9,300	9,317

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

兩個年度均無第1層級與第2層級之間之轉移。

46. 金融工具 (續)

(c) 金融工具之公平值 (續)

於綜合財務狀況表中確認之公平值計量 (續)

46. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value of financial instruments (Continued)

Fair value measurements recognised in the consolidated statement of financial position
(Continued)

Reconciliation of Level 3 fair value measurements of financial assets

		Unquoted equity investments 無牌價之股本投資	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元
At January 1	於1月1日	9,300	15,000
Gains or losses recognised in:	於下列項目中確認之盈虧：		
– profit or loss	– 損益	–	(5,700)
At December 31	於12月31日	9,300	9,300

47. SHARE OPTION SCHEME

The Company adopted a share option scheme (“2002 Scheme”) on May 30, 2002 pursuant to a resolution passed by the shareholders of the Company. The purpose of the 2002 Scheme is to provide incentives or rewards to participants for their contribution to the Group and enable the Group to recruit and retain high calibre employees and attract human resources that are valuable to the Group and any companies in which the Group holds any equity interest. The 2002 Scheme will expire on the 10th anniversary of date of adoption.

46. 金融工具 (續)

(c) 金融工具之公平值 (續)

於綜合財務狀況表中確認之公平值計量 (續)

第3層級金融資產公平值計量之對賬

47. 優先認股權計劃

本公司根據本公司股東於2002年5月30日通過之決議案，採納優先認股權計劃（「2002年計劃」）。2002年計劃旨在鼓勵或嘉獎對本集團有所貢獻之參與人士，同時使本集團可招攬及挽留能幹之員工，並吸引重要之人才為本集團及任何本集團持有任何股份權益之公司作出貢獻。2002年計劃將自採納日期起計第10週年屆滿。

47. SHARE OPTION SCHEME (Continued)

Under the 2002 Scheme, the Board may at their discretion grants options to the following participants of the Company, its subsidiaries and any company in which the Group holds any equity interest, to subscribe for shares in the Company:

1. eligible employees, including Directors; or
2. suppliers or customers; or
3. any person or entity that provides research, development or other technological support; or
4. shareholders; or
5. employees, partners or directors of any business partners, joint venture partners, financial advisers and legal advisers.

Options granted to a Director, chief executive or substantial shareholder of the Company, or any of their respective associates must be approved by the INEDs of the Company (excluding any INED who is the grantee).

The total number of shares in respect of which options may be granted under the 2002 Scheme and any other share option schemes is not permitted to exceed 30% of the issued share capital of the Company from time to time. Subject to the above rule, the total number of shares in respect of which options may be granted under the 2002 Scheme and any other share option schemes must not, in aggregate, exceed 10% of the issued share capital of the Company at the adoption date of the 2002 Scheme without prior approval from the Company's shareholders. Pursuant to an ordinary resolution passed by the Company's shareholders at the annual general meeting held on May 31, 2011, the scheme limit of the 2002 Scheme was refreshed so that the total number of shares of the Company which may be issued upon exercise of all options to be granted under the 2002 Scheme must not exceed 10% of the issued share capital of the Company at that date. Options granted prior to May 31, 2011 under the 2002 Scheme were not counted for the purpose of calculating the refreshed scheme limit of the 2002 Scheme.

47. 優先認股權計劃 (續)

根據2002年計劃，董事會可酌情決定向與本公司、其附屬公司及任何本集團持有任何股份權益之公司有關之以下參與人士授出優先認股權，以認購本公司股份：

1. 合資格僱員，包括董事；或
2. 供應商或客戶；或
3. 提供研究、開發或其他技術支援之任何人士或公司；或
4. 股東；或
5. 任何業務合夥人、合營企業合夥人、財務顧問及法律顧問之任何僱員、合夥人或董事。

授出優先認股權予本公司董事、主要行政人員或主要股東或彼等各自之聯繫人士，必須經本公司獨立非執行董事（不包括同時為承授人之任何獨立非執行董事）批准。

按2002年計劃及任何其他優先認股權計劃可授出之優先認股權涉及之股份總數，合共不得超過本公司不時已發行股本之30%。除上述規則外，如未經本公司股東事先批准，按2002年計劃及任何其他優先認股權計劃可授出之優先認股權涉及之股份總數，合共不得超過本公司於採納2002年計劃當日已發行股本之10%。根據本公司股東於2011年5月31日舉行之股東週年大會上通過之一項普通決議案，2002年計劃之計劃上限已經更新，以致因行使2002計劃將授出之優先認股權而可發行之本公司股份總數不得超過本公司於當日已發行股本之10%。於計算2002年計劃之經更新計劃上限時，於2011年5月31日前已根據2002年計劃授出之優先認股權不會計算在內。

47. SHARE OPTION SCHEME (Continued)

The number of shares in respect of which options may be granted to any participant in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point of time, without prior approval from the Company's shareholders. Options granted to a substantial shareholder, or an INED of the Company or any of their respective associates under the 2002 Scheme and any other share option schemes in any one year in excess of 0.1% of the Company's issued share capital or with a value, based on the closing price of the shares of the Company at the date of grant, in excess of HK\$5 million must be approved in advance by the Company's shareholders.

Options granted must be taken up within 28 days of the date of grant upon payment of HK\$1 per each grant of options. The exercise period of the share options granted under the 2002 Scheme shall be determined by the Board when such options are granted, provided that such period shall not end later than 6 years from the date of grant. The subscription price is determined by the Board and will not be less than the higher of the closing price of the Company's shares on the date of grant, or the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of grant, or the nominal value of a Company's share.

For the year ended December 31, 2011, no option was granted by the Company (2010: 17,000,000) and the number of share options exercised was 85,790,000 (2010: 41,250,000#).

At December 31, 2011, the number of shares in respect of which options had been granted and remained outstanding under the 2002 Scheme was 9,050,000 (2010: 95,140,000#) representing 0.37% (2010: 4.15%) of the issued share capital of the Company at that date.

47. 優先認股權計劃 (續)

如未經本公司股東事先批准，於任何1年向任何參與人士授出之優先認股權涉及之股份數目不得超過本公司在任何時候之已發行股份之1%。任何1年根據2002年計劃及任何其他優先認股權計劃向本公司1名主要股東、獨立非執行董事或彼等各自之聯繫人士授出優先認股權，如超過本公司已發行股本0.1%，或按授出當日本公司股份收市價計算超過5,000,000港元，則須經本公司股東事先批准。

參與人可於獲提出授予優先認股權當日起計28日內接納優先認股權，並須於接納優先認股權時繳付1港元作為代價。根據2002年計劃授出之優先認股權之行使期於授出時由董事會決定，惟不得遲於董事會提出授予優先認股權日期起計之6年後屆滿。股份認購價由董事會決定，惟認購價不得低於下列三者中之最高者：於授出日期本公司股份的收市價；或於緊接授出日期前5個交易日本公司股份的平均收市價（以聯交所日報表所載者為準）；或本公司股份面值。

截至2011年12月31日止年度內，本公司並無授出優先認股權（2010年：17,000,000股），而獲行使之優先認股權數目為85,790,000股（2010年：41,250,000股#）。

於2011年12月31日，有關根據2002年計劃授出惟尚未行使之優先認股權之股份數目為9,050,000股（2010年：95,140,000股#），佔本公司當日之已發行股本之0.37%（2010年：4.15%）。

47. SHARE OPTION SCHEME (Continued)

The fair value of the options granted in 2007, 2009 and 2010 measured as at the date of grant on June 11, 2007, August 9, 2007, September 25, 2007, June 12, 2009, November 11, 2009 and July 7, 2010 were approximately HK\$172,000, HK\$322,000, HK\$1,659,000, HK\$1,493,000, HK\$178,000 and HK\$793,000 respectively and it had been expensed as share-based payments during 2007, 2009 and 2010. Options were priced using the Binomial or Black-Scholes models. The following significant assumptions were used to derive the fair value using the Binomial or Black-Scholes option pricing models at the dates of grant:

		June 11, 2007	August 9, 2007	September 25, 2007	June 12, 2009	November 11, 2009	July 7, 2010
Date of share options granted		2007年	2007年	2007年	2009年	2009年	2010年
授出優先認股權日期		6月11日	8月9日	9月25日	6月12日	11月11日	7月7日
Granted date share price (HK\$)	授出日期之股份價格 (港元)	0.80	1.23	0.97	0.295	0.78	0.135
Exercise price (HK\$)	行使價 (港元)	1.00	1.278	1.044	0.295	0.78	0.15
Expected volatility (%)	預期波幅(%)	83.12	102.30	113.75	111.88	107.30	88.14
Contractual option life (years)	合約優先認股權年期 (年)	6.00	6.00	6.00	6.00	6.00	6.00
Dividend yield (%)	股息率(%)	0.00	0.00	0.00	0.00	0.00	0.00
Risk-free interest rate (%)	無風險利率(%)	4.088	3.920	3.791	2.493	1.842	1.735

Where relevant, the expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions (including the probability of meeting market conditions attached to the option), and behavioural considerations. The expected volatility is based on the historical share price volatility.

In 2011, the weighted average share price at the share price at the date of exercise price for share options exercised during the year was HK\$0.422.

The options outstanding at December 31, 2011 had the weighted average exercise price of HK\$0.174 (2010: HK\$0.75) and weighted average remaining contractual life of 1.73 years (2010: 4.53 years).

47. 優先認股權計劃 (續)

於授出日期2007年6月11日、2007年8月9日、2007年9月25日、2009年6月12日、2009年11月11日及2010年7月7日計算之2007年、2009年及2010年授出優先認股權的公平值分別約為172,000港元、322,000港元、1,659,000港元、1,493,000港元、178,000港元及793,000港元，而該等金額已於2007年、2009年及2010年年內列作以股份為基礎付款之開支。優先認股權乃使用二項式或柏力克-舒爾斯模式定價。以下為於授出日期使用二項式或柏力克-舒爾斯優先認股權定價模式計算公平值所用之重大假設：

在適用情況下，已根據管理層之最佳估計而調整該模式所使用之預期年期，以反映不可轉讓、行使限制（包括達到優先認股權所附市場條件的可能性）及行為考慮因素之影響。預期波幅乃基於歷史股價波動而計算。

於2011年，行使優先認股權當日之股價之加權平均股價為0.422港元。

於2011年12月31日尚未行使優先認股權之加權平均行使價為0.174港元（2010年：0.75港元），而加權平均餘下合約年期為1.73年（2010年：4.53年）。

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截至2011年12月31日止年度

47. SHARE OPTION SCHEME (Continued)

The following table details and movements of the Company's share options granted under the 2002 Scheme held by employees (including Directors) during the year:

2011

Date of grant	Outstanding at January 1, 2011 於2011年1月1日 尚未行使	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled/ lapsed during the year 年內註銷/ 失效	Outstanding at December 31, 2011 於2011年12月31日 尚未行使	Exercisable period 行使期	Exercise price 行使價 HK\$ 港元
June 11, 2007 2007年6月11日	1,830,000	-	(1,680,000)	-	150,000	June 11, 2007 – June 10, 2013 2007年6月11日至 2013年6月10日	0.1667
August 9, 2007 2007年8月9日	2,040,000	-	(1,680,000)	(180,000)	180,000	August 9, 2007 – August 8, 2013 2007年8月9日至 2013年8月8日	0.2130
September 25, 2007 2007年9月25日	26,520,000	-	(17,680,000)	(120,000)	8,720,000	September 25, 2007 – September 24, 2013 2007年9月25日至 2013年9月24日	0.1740
June 12, 2009 2009年6月12日	43,500,000	-	(43,500,000)	-	-	June 12, 2009 – June 11, 2015 2009年6月12日至 2015年6月11日	0.0590
November 11, 2009 2009年11月11日	4,250,000	-	(4,250,000)	-	-	November 11, 2009 – November 10, 2015 2009年11月11日至 2015年11月10日	0.1560
July 7, 2010 2010年7月7日	17,000,000	-	(17,000,000)	-	-	July 7, 2011 – July 6, 2017 2011年7月7日至 2017年7月6日	0.1500
Grand Total 總計	95,140,000	-	(85,790,000)	(300,000)	9,050,000		

47. 優先認股權計劃 (續)

下表詳述於年內，本公司根據2002年計劃授出予僱員（包括董事）所持之優先認股權變動之詳情：

47. SHARE OPTION SCHEME (Continued)

47. 優先認股權計劃 (續)

2010

Date of grant 授出日期	Outstanding at January 1, 2010 於2010年 1月1日 尚未行使	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled/ lapsed during the year 年內註銷/ 失效	Adjustment during the year [#] 年內調整 [#]	Outstanding at December 31, 2010 [#] 於2010年 12月31日 尚未行使 [#]	Exercisable period 行使期	Exercise price 行使價	
								Before adjustment* 調整前* HK\$ 港元	After adjustment* 調整後* HK\$ 港元
June 11, 2007 2007年6月11日	660,000	-	(294,000)*	-	1,464,000	1,830,000	June 11, 2007 – June 10, 2013 2007年6月11日 2013年6月10日	0.8333	0.1667
August 9, 2007 2007年8月9日	624,000	-	(180,000)*	(180,000) [#]	1,776,000	2,040,000	August 9, 2007 – August 8, 2013 2007年8月9日 2013年8月8日	1.0650	0.2130
September 25, 2007 2007年9月25日	7,064,000	-	(1,376,000)* (300,000) [#]	(1,620,000) [#]	22,752,000	26,520,000	September 25, 2007 – September 24, 2013 2007年9月25日 2013年9月24日	0.8700	0.1740
June 12, 2009 2009年6月12日	15,190,000	-	(2,390,000)* (19,000,000) [#]	(1,500,000) [#]	51,200,000	43,500,000	June 12, 2009 – June 11, 2015 2009年6月12日 2015年6月11日	0.2950	0.0590
November 11, 2009 2009年11月11日	1,000,000	-	(150,000)*	-	3,400,000	4,250,000	November 11, 2009 – November 10, 2015 2009年11月11日 2015年11月10日	0.7800	0.1560
July 7, 2010 2010年7月7日	-	17,000,000	-	-	-	17,000,000	July 7, 2011 – July 6, 2017 2011年7月7日 2017年7月6日	0.1500	
Grand Total 總計	24,538,000	17,000,000	(4,390,000)* (19,300,000) [#]	(3,300,000) [#]	80,592,000	95,140,000			

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截至2011年12月31日止年度

47. SHARE OPTION SCHEME (Continued)

Details of the share options held by the Directors included in the above table are as follows:

2011

Date of grant	Outstanding at January 1, 2011 於2011年1月1日 尚未行使	Granted during the year	Exercised during the year	Cancelled/ lapsed during the year 年內註銷/ 失效	Outstanding at December 31, 2011 於2011年12月31日 尚未行使	Exercisable period	Exercise price
授出日期	尚未行使	年內授出	年內行使	年內註銷/ 失效	尚未行使	行使期	行使價 HK\$ 港元
June 11, 2007 2007年6月11日	1,380,000	-	(1,380,000)	-	-	June 11, 2007 – June 10, 2013 2007年6月11日至 2013年6月10日	0.1667
September 25, 2007 2007年9月25日	21,000,000	-	(13,600,000)	-	7,400,000	September 25, 2007 – September 24, 2013 2007年9月25日至 2013年9月24日	0.1740
June 12, 2009 2009年6月12日	42,500,000	-	(42,500,000)	-	-	June 12, 2009 – June 11, 2015 2009年6月12日至 2015年6月11日	0.0590
November 11, 2009 2009年11月11日	2,500,000	-	(2,500,000)	-	-	November 11, 2009 – November 10, 2015 2009年11月11日至 2015年11月10日	0.1560
July 7, 2010 2010年7月7日	10,500,000	-	(10,500,000)	-	-	July 7, 2011 – July 6, 2017 2011年7月7日至 2017年7月6日	0.1500
Grand Total 總計	77,880,000	-	(70,480,000)	-	7,400,000		

47. 優先認股權計劃 (續)

上表所載由董事持有之優先認股權詳情如下：

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47. SHARE OPTION SCHEME (Continued)

47. 優先認股權計劃 (續)

2010

Date of grant 授出日期	Outstanding at January 1, 2010 於2010年 1月1日 尚未行使	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled/ lapsed during the year 年內註銷/ 失效	Adjustment for the year [#] 年內調整 [#]	Outstanding at December 31, 2010 [#] 於2010年 12月31日 尚未行使 [#]	Exercisable period 行使期	Exercise price 行使價	
								Before adjustment [*] 調整前 [*] HK\$ 港元	After adjustment [#] 調整後 [#] HK\$ 港元
June 11, 2007 2007年6月11日	540,000	-	(264,000) [*]	-	1,104,000	1,380,000	June 11, 2007 – June 10, 2013 2007年6月11日至 2013年6月10日	0.8333	0.1667
September 25, 2007 2007年9月25日	4,200,000	-	-	-	16,800,000	21,000,000	September 25, 2007 – September 24, 2013 2007年9月25日至 2013年9月24日	0.8700	0.1740
June 12, 2009 2009年6月12日	12,200,000	-	(1,800,000) [*] (9,500,000) [#]	-	41,600,000	42,500,000	June 12, 2009 – June 11, 2015 2009年6月12日至 2015年6月11日	0.2950	0.0590
November 11, 2009 2009年11月11日	500,000	-	-	-	2,000,000	2,500,000	November 11, 2009 – November 10, 2015 2009年11月11日至 2015年11月10日	0.7800	0.1560
July 7, 2010 2010年7月7日	-	10,500,000	-	-	-	10,500,000	July 7, 2011 – July 6, 2017 2011年7月7日至 2017年7月6日	0.1500	
Grand Total 總計	17,440,000	10,500,000	(2,064,000) [*] (9,500,000) [#]	-	61,504,000	77,880,000			

* Before adjustment for the share subdivision which was effective on February 17, 2010.

* 未就2010年2月17日生效之股份拆細作出調整。

After adjustment for the share subdivision which was effective on February 17, 2010.

已就2010年2月17日生效之股份拆細作出調整。

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48. DIVIDEND

No dividend was paid or proposed for 2011 and 2010, nor has any dividend been proposed since the end of the reporting period.

49. PRINCIPAL SUBSIDIARIES

Particulars of the Company's principal subsidiaries are as follows:

Name of subsidiaries 附屬公司名稱	Place of incorporation/ registration 成立地點/ 註冊地點	Percentage of equity interest attributable to the Group 本集團應佔之 股權百分比	Issued and fully paid share capital or registered capital 已發行及繳足 股本或註冊資本	Principal activities 主要業務
Direct Subsidiary 直接附屬公司				
Wo Kee Hong (B.V.I.) Limited	British Virgin Islands 英屬處女群島	100	30,000 shares of US\$0.01 each 每股面值0.01美元之 股份30,000股	Investment holding 投資控股
Indirect Subsidiaries 間接附屬公司				
Auto Italia Limited 快意汽車有限公司	Hong Kong 香港	75.4	10,000 shares of HK\$10 each 每股面值10港元之 股份10,000股	Trading of cars and related accessories and provision of car repairing services 買賣汽車及相關配件及 提供汽車維修服務
Common Joy Limited 普熹有限公司	Hong Kong 香港	100	1 share of HK\$1 each 每股面值1港元之 股份1股	Property holding 物業持有
Dalian Auto Italia Car Trading Co., Ltd. 大連快意汽車貿易有限公司	Mainland China 中國內地	75.4	Registered and fully paid capital of RMB5,000,000 註冊及已繳足資本 人民幣5,000,000元	Trading of cars 買賣汽車

48. 股息

於2011年及2010年概無任何派息或擬派發股息，自報告期末起亦無任何擬派發股息。

49. 主要附屬公司

本公司主要附屬公司之詳情如下：

49. PRINCIPAL SUBSIDIARIES (Continued)

49. 主要附屬公司 (續)

Name of subsidiaries 附屬公司名稱	Place of incorporation/ registration 成立地點/ 註冊地點	Percentage of equity interest attributable to the Group 本集團應佔之股權百分比	Issued and fully paid share capital or registered capital 已發行及繳足股本或註冊資本	Principal activities 主要業務
Indirect Subsidiaries (Continued) 間接附屬公司 (續)				
Italian Motors (Sales & Service) Limited 勵駿汽車有限公司	Hong Kong 香港	75.4	60,000 shares of HK\$10 each 每股面值10港元之股份60,000股	Investment holding 投資控股
Noble Brand Investments Limited 力保派有限公司	Hong Kong 香港	90.0	1 share of HK\$1 each 每股面值1港元之股份1股	Trading of yachts and accessories 買賣遊艇及配件
One Timepieces Limited (formerly known as Binda WKH (Greater China) Limited) (前稱嘉寶萊有限公司)	Hong Kong 香港	100	12,000,000 shares of HK\$1 each 每股面值1港元之股份12,000,000股	Trading, distribution and retail of fashion accessories 買賣、分銷及零售時尚配飾
Rise Champ Limited	Hong Kong 香港	100	1 share of HK\$1 each 每股面值1港元之股份1股	Property holding 物業持有
Technorient Limited 勵安有限公司	Hong Kong 香港	75.4	461,687 shares of HK\$100 each 每股面值100港元之股份461,687股	Investment holding 投資控股
Wo Kee Administration Limited 和記管理有限公司	Hong Kong 香港	100	1 share of HK\$1 each 每股面值1港元之股份1股	Treasury and administration 庫務及行政管理

Notes to the Consolidated Financial Statements
綜合財務報表附註

For the year ended December 31, 2011
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49. PRINCIPAL SUBSIDIARIES (Continued)

49. 主要附屬公司 (續)

Name of subsidiaries 附屬公司名稱	Place of incorporation/ registration/ 成立地點/ 註冊地點	Percentage of equity interest attributable to the Group 本集團應佔之 股權百分比	Issued and fully paid share capital or registered capital 已發行及繳足 股本或註冊資本	Principal activities 主要業務
Indirect Subsidiaries (Continued) 間接附屬公司 (續)				
Wo Kee Hong Distribution Pte Ltd	Singapore 新加坡	100	4,500,000 ordinary shares of S\$1 each 每股面值新加坡幣1元之 普通股份4,500,000股	Distribution of home audio and car audio equipment and accessories 分銷家用音響及汽車音響器材 及配件
Wo Kee Hong Electronics Sdn Bhd	Malaysia 馬來西亞	100	1,000,000 ordinary shares of MYR\$1 each 每股面值馬幣1元之 普通股份1,000,000股	Distribution of audio- equipment 分銷影音設備
Wo Kee Hong Finance Limited 和記電業財務有限公司	Hong Kong 香港	100	2 shares of HK\$1 each 每股面值1港元之 股份2股	Finance and money lending 財務及借貸
Wo Kee Hong Limited 和記電業有限公司	Hong Kong 香港	100	10,000 non-voting deferred shares of HK\$1,000 each and 2 ordinary shares of HK\$1,000 each 每股面值1,000港元之 無投票權遞延股份 10,000股及每股面值 1,000港元之 普通股份2股	Distribution of air-conditioning products, audio-visual equipment, car audio and other electrical appliances 分銷空調產品、影音設備、 汽車音響及其他電器
Wo Kee Hong Marketing Pte Ltd	Singapore 新加坡	94.8	6,200,000 shares of S\$1 each 每股面值新加坡幣1元之 股份6,200,000股	Distribution of air-conditioning products 分銷空調產品

49. PRINCIPAL SUBSIDIARIES (Continued)

49. 主要附屬公司 (續)

Name of subsidiaries 附屬公司名稱	Place of incorporation/ registration/ 成立地點/ 註冊地點	Percentage of equity interest attributable to the Group 本集團應佔之 股權百分比	Issued and fully paid share capital or registered capital 已發行及繳足 股本或註冊資本	Principal activities 主要業務
Indirect Subsidiaries (Continued) 間接附屬公司 (續)				
Wo Kee Hong Trading Sdn Bhd	Malaysia 馬來西亞	100	5,100,000 ordinary shares of MYR\$1 each 每股面值馬幣1元之 普通股份5,100,000股	Distribution of audio-visual equipment 分銷影音設備
上海新概念服飾有限公司	Mainland China 中國內地	51.0	Registered and fully paid capital of US\$3,000,000 註冊及已繳足資本 3,000,000美元	Distribution and retail of fashion apparels 分銷及零售時裝
新概念溢華(上海)貿易有限公司	Mainland China 中國內地	51.0	Registered and fully paid capital of US\$2,000,000 註冊及已繳足資本 2,000,000美元	Distribution of fashion apparels 分銷時裝
南京快意汽車貿易有限公司	Mainland China 中國內地	75.4	Registered and fully paid capital of RMB10,000,000 註冊及已繳足資本 人民幣10,000,000元	Trading of cars 買賣汽車
勵快駿投資諮詢(上海)有限公司	Mainland China 中國內地	75.4	Registered and fully paid capital of HK\$1,000,000 註冊及已繳足資本 1,000,000港元	Provision of pre-delivery inspection consultancy services of Ferrari and Maserati cars in Shanghai 於上海提供法拉利及瑪莎拉蒂汽車交付前檢查諮詢服務

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49. PRINCIPAL SUBSIDIARIES (Continued)

None of the subsidiaries had issued any debt securities at the end of the year.

The above table lists the subsidiaries of the Company which, in the opinion of the Directors, principally affect the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

49. 主要附屬公司 (續)

年終概無附屬公司發行任何債務證券。

董事認為，上表只載列對本集團業績或資產有重要影響之本公司附屬公司。如載列其他附屬公司詳情，董事則認為所佔用之篇幅將會過於冗長。

50. PRINCIPAL ASSOCIATE**50. 主要聯營公司**

Name of associate 聯營公司名稱	Place of incorporation/ registration 成立地點/ 註冊地點	Percentage of equity interest attributable to the Group 本集團應佔之 股權百分比	Issued and fully paid share capital 已發行及繳足股本	Principal activities 主要業務
China Premium Lifestyle Enterprise, Inc.	USA 美國	49.8	24,534,492 shares of common stock of US\$0.005 each 每股面值0.005美元之普通股24,534,492股	Investment holding 投資控股

Schedule of Group Properties 集團物業表

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(A) INVESTMENT PROPERTIES

(A) 投資物業

Address 地點	Existing use 現有用途	Category of lease 契約類別	Percentage held by the Group 本集團持有百分比
Units A, B and C on Level 24, New Times Plaza, No. 42 Wenwu Lu, Xinhua Da Dao, Qingyang District, Chengdu, Sichuan Province, Mainland China 中國四川省 成都市青羊區 新華大道文武路42號 新時代廣場 24層A、B及C單位	Commercial 商業	Medium-term lease 中期	100%

(B) PROPERTIES HELD FOR SALE

(B) 持作出售物業

Address 地點	Existing use 現有用途	Category of lease 契約類別	Percentage held by the Group 本集團持有百分比
Units 1912, 1915-1918 on Level 19, Bright China Chang An Building, No. 7 Jianguomennei Da Jie, Dongcheng District, Beijing, Mainland China 中國北京 東城區 建國門內大街7號 光華長安大廈 第19層 1912、1915至1918單位	Commercial 商業	Medium-term lease 中期	100%

Share Option Information

優先認股權資料

The following table discloses movement in the Company's share options granted under the 2002 Scheme for the year ended December 31, 2011:

下表披露本公司根據2002年計劃授出之優先認股權於2011年12月31日止年度之變動情況：

Eligible person	Date of grant	Outstanding at January 1, 2011 於2011年1月1日 尚未行使	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled/ Lapsed during the year 年內註銷/ 失效	Outstanding at December 31, 2011 於2011年12月31日 尚未行使	Exercisable period 行使期	Exercise price 行使價 HK\$ 港元
Dr. Richard Man Fai LEE (Director) 李文輝博士 (董事)	July 7, 2010 2010年7月7日	6,000,000	-	(6,000,000)	-	-	July 7, 2011 – July 6, 2017 2011年7月7日至 2017年7月6日	0.1500
		6,000,000	-	(6,000,000)	-	-		
Mr. Jeff Man Bun LEE (Director) 李文彬先生 (董事)	June 11, 2007 2007年6月11日	600,000	-	(600,000)	-	-	June 11, 2007 – June 10, 2013 2007年6月11日至 2013年6月10日	0.1667
	September 25, 2007 2007年9月25日	720,000	-	(720,000)	-	-	September 25, 2007 – September 24, 2013 2007年9月25日至 2013年9月24日	0.1740
	June 12, 2009 2009年6月12日	14,500,000	-	(14,500,000)	-	-	June 12, 2009 – June 11, 2015 2009年6月12日至 2015年6月11日	0.0590
	July 7, 2010 2010年7月7日	1,000,000	-	(1,000,000)	-	-	July 7, 2011 – July 6, 2017 2011年7月7日至 2017年7月6日	0.1500
		16,820,000	-	(16,820,000)	-	-		
Mr. Tik Tung WONG (Director) 汪滌東先生 (董事)	September 25, 2007 2007年9月25日	17,400,000	-	(10,000,000)	-	7,400,000	September 25, 2007 – September 24, 2013 2007年9月25日至 2013年9月24日	0.1740
	June 12, 2009 2009年6月12日	12,000,000	-	(12,000,000)	-	-	June 12, 2009 – June 11, 2015 2009年6月12日至 2015年6月11日	0.0590
	July 7, 2010 2010年7月7日	3,500,000	-	(3,500,000)	-	-	July 7, 2011 – July 6, 2017 2011年7月7日至 2017年7月6日	0.1500
		32,900,000	-	(25,500,000)	-	7,400,000		

Eligible person	Date of grant	Outstanding at January 1, 2011 於2011年 1月1日 尚未行使	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled/ Lapsed during the year 年內註銷/ 失效	Outstanding at December 31, 2011 於2011年 12月31日 尚未行使	Exercisable period 行使期	Exercise price 行使價 HK\$ 港元
Mr. Boon Seng TAN (Director) 陳文生先生 (董事)	September 25, 2007 2007年9月25日	1,020,000	-	(1,020,000)	-	-	September 25, 2007 – September 24, 2013 2007年9月25日至 2013年9月24日	0.1740
		1,020,000	-	(1,020,000)	-	-		
Mr. Ying Kwan CHEUNG (Director) 張應坤先生 (董事)	June 11, 2007 2007年6月11日	300,000	-	(300,000)	-	-	June 11, 2007 – June 10, 2013 2007年6月11日至 2013年6月10日	0.1667
	September 25, 2007 2007年9月25日	1,020,000	-	(1,020,000)	-	-	September 25, 2007 – September 24, 2013 2007年9月25日至 2013年9月24日	0.1740
	June 12, 2009 2009年6月12日	1,500,000	-	(1,500,000)	-	-	June 12, 2009 – June 11, 2015 2009年6月12日至 2015年6月11日	0.0590
		2,820,000	-	(2,820,000)	-	-		
Mr. Peter Pi Tak YIN (Director) 尹彼德先生 (董事)	November 11, 2009 2009年11月11日	2,500,000	-	(2,500,000)	-	-	November 11, 2009 – November 10, 2015 2009年11月11日至 2015年11月10日	0.1560
		2,500,000	-	(2,500,000)	-	-		
Ms. Kam Har YUE (Director) 余金霞女士 (董事)	June 11, 2007 2007年6月11日	480,000	-	(480,000)	-	-	June 11, 2007 – June 10, 2013 2007年6月11日至 2013年6月10日	0.1667
	September 25, 2007 2007年9月25日	840,000	-	(840,000)	-	-	September 25, 2007 – September 24, 2013 2007年9月25日至 2013年9月24日	0.1740
	June 12, 2009 2009年6月12日	14,500,000	-	(14,500,000)	-	-	June 12, 2009 – June 11, 2015 2009年6月12日至 2015年6月11日	0.0590
		15,820,000	-	(15,820,000)	-	-		

Share Option Information

優先認股權資料

Eligible person	Date of grant	Outstanding at January 1, 2011 於2011年 1月1日 尚未行使	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled/ Lapsed during the year 年內註銷/ 失效	Outstanding at December 31, 2011 於2011年 12月31日 尚未行使	Exercisable period 行使期	Exercise price 行使價 HK\$ 港元
Continuous contract employees 持續合約員工	June 11, 2007 2007年6月11日	450,000	-	(300,000)	-	150,000	June 11, 2007 – June 10, 2013 2007年6月11日至 2013年6月10日	0.1667
	August 9, 2007 2007年8月9日	2,040,000	-	(1,680,000)	(180,000)	180,000	August 9, 2007 – August 8, 2013 2007年8月9日至 2013年8月8日	0.2130
	September 25, 2007 2007年9月25日	5,520,000	-	(4,080,000)	(120,000)	1,320,000	September 25, 2007 – September 24, 2013 2007年9月25日至 2013年9月24日	0.1740
	June 12, 2009 2009年6月12日	1,000,000	-	(1,000,000)	-	-	June 12, 2009 – June 11, 2015 2009年6月12日至 2015年6月11日	0.0590
	November 11, 2009 2009年11月11日	1,750,000	-	(1,750,000)	-	-	November 11, 2009 – November 10, 2015 2009年11月11日至 2015年11月10日	0.1560
	July 7, 2010 2010年7月7日	6,500,000	-	(6,500,000)	-	-	July 7, 2011 – July 6, 2017 2011年7月7日至 2017年7月6日	0.1500
			17,260,000	-	(15,310,000)	(300,000)	1,650,000	
		95,140,000	-	(85,790,000)	(300,000)	9,050,000		





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