

# 中國長遠控股有限公司 **China Fortune Holdings Limited**

(Incorporated in Bermuda with limited liability,  
carrying on business in Hong Kong as CFH Limited)

(於百慕達註冊成立之有限公司，以CFH Limited之名稱於香港進行業務)

Stock Code 股份代號: 0110



**Annual Report 2011 年報**

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# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### *Chairman and Executive Director*

Mr. Lau Siu Ying

#### *Executive Directors*

Mr. Luo Xi Zhi

Mr. Wang Yu

#### *Non-executive Director*

Mr. Fung Oi Ip, Alfonso

#### *Independent Non-executive Directors*

Mr. Chang Wing Seng, Victor

Mr. Wong Lit Chor, Alexis

Mr. Chen Yi Gang

### COMPANY SECRETARY

Mr. Lam Man Kit

### AUDIT COMMITTEE

Mr. Chang Wing Seng, Victor (*Committee Chairman*)

Mr. Wong Lit Chor, Alexis

Mr. Fung Oi Ip, Alfonso

### REMUNERATION COMMITTEE

Mr. Chang Wing Seng, Victor (*Committee Chairman*)

Mr. Wong Lit Chor, Alexis

Mr. Fung Oi Ip, Alfonso

### NOMINATION COMMITTEE

Mr. Lau Siu Ying (*Committee Chairman*)

Mr. Wang Yu

Mr. Chang Wing Seng, Victor

Mr. Wong Lit Chor, Alexis

Mr. Chen Yi Gang

### REGISTERED OFFICE

Clarendon House, 2 Church Street,  
Hamilton HM11, Bermuda.

### 董事會

#### *主席兼執行董事*

劉小鷹先生

#### *執行董事*

羅習之先生

王愚先生

#### *非執行董事*

馮靄業先生

#### *獨立非執行董事*

鄭永勝先生

黃烈初先生

陳亦剛先生

### 公司秘書

林文傑先生

### 審核委員會

鄭永勝先生 (*委員會主席*)

黃烈初先生

馮靄業先生

### 薪酬委員會

鄭永勝先生 (*委員會主席*)

黃烈初先生

馮靄業先生

### 提名委員會

劉小鷹先生 (*委員會主席*)

王愚先生

鄭永勝先生

黃烈初先生

陳亦剛先生

### 註冊辦事處

Clarendon House, 2 Church Street,  
Hamilton HM11, Bermuda.

# Corporate Information

## 公司資料

### HONG KONG HEAD OFFICE

Room 1505-07, Tower A, Regent Centre,  
63 Wo Yi Hop Road, Kwai Chung,  
Hong Kong.

### CHINA HEAD OFFICE

Room 1901, 19/F.,  
BM Tower,  
218 Wu Song Road, Shanghai,  
PRC.

### SHANGHAI OFFICE

Room 328, Xin Mao Lou, 2 Tai Zhong Nan Lu,  
Waigaoqiao Free Trade Zone, Shanghai,  
PRC.

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

HSBC Bank Bermuda Limited  
6 Front Street, Hamilton HM11,  
Bermuda.

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

### AUDITOR

BDO Limited

### LEGAL ADVISOR

Conyers Dill & Pearman

### PRINCIPAL BANKER

China Merchants Bank

### CORPORATE WEBSITES

[www.fortunetele.com](http://www.fortunetele.com)  
[www.chinafortune.com](http://www.chinafortune.com)

### STOCK CODE

110

### 香港總辦事處

香港  
葵涌和宜合道63號  
麗晶中心A座1505-07室

### 中國總辦事處

中國  
上海吳淞路218號  
寶礦國際大廈  
19樓1901室

### 上海辦事處

中國  
上海外高橋保稅區  
台中南路2號新貿樓328室

### 主要股份登記及過戶處

HSBC Bank Bermuda Limited  
6 Front Street, Hamilton HM11,  
Bermuda.

### 股份登記及過戶處香港分處

卓佳雅柏勤有限公司  
香港  
灣仔皇后大道東28號  
金鐘匯中心26樓

### 核數師

香港立信德豪會計師事務所有限公司

### 法律顧問

Conyers Dill & Pearman

### 主要往來銀行

招商銀行

### 公司網站

[www.fortunetele.com](http://www.fortunetele.com)  
[www.chinafortune.com](http://www.chinafortune.com)

### 股份代號

110

## Corporate Profile

### 公司簡介

China Fortune Holdings Limited (“China Fortune” or the “Group”), formerly named Fortune Telecom Holdings Limited, mainly distributes mobile phones and digital products in the People’s Republic of China (the “PRC”). The Group was established in Hong Kong in 1992. It was first listed on the GEM Board of the Stock Exchange of Hong Kong Limited (Stock code: 8040) on 16th February, 2000, and then successfully shifted to the Main Board (Stock code: 110) on 26th January, 2004. The Group has a strong shareholder background and well operational and professional management team.

The Group is the sole Nokia fulfillment distributor for all Nokia Stores in the PRC. Besides, the Group owns a retail chain in Zhuhai, the PRC for selling mobile phones and telecommunication equipments.

In 2009, the Group acquired a Strontium mining site in the PRC, as its first step in entering the natural resource industry.

The corporate culture of the Group rests on the integration of the West and the East, modern and traditional management philosophy, with an aim to build up a “Continuous Learning Enterprise”. The corporate spirit of China Fortune focuses on “Human Enterprise”. Under the leadership of its aspiring and energetic management, China Fortune’s staff will team up and move towards the Group’s goal of ranking as one of the largest and best wireless communication and data products and services providers in the region.

中國長遠控股有限公司（「中國長遠」或「本集團」）（前稱長遠電信網絡集團有限公司）主要在中華人民共和國（「中國」）分銷移動電話和數碼產品。本集團於一九九二年在香港成立，首先於二零零零年二月十六日在香港聯合交易所有限公司創業板上市（股份代號：8040），及後於二零零四年一月二十六日成功轉至主板上市（股份代號：110）。本集團擁有強大之股東背景及盡職之專業管理團隊。

本集團為所有諾基亞專賣店之唯一諾基亞配送貨運分銷商。此外，本集團亦於中國珠海擁有一間零售連鎖店，銷售移動電話及電訊設備。

二零零九年，本集團收購了中國一家鋇礦場，作為其涉足天然資源行業之第一步。

揉合中西文化、兼收傳統及現代之管理哲學，乃本集團之企業文化，以達致「注重長遠，天天進步」之宗旨。「人為本，企業為家」乃中國長遠之企業精神。在有幹勁及魄力之管理層領導下，中國長遠全體員工定將團結一致，實踐本集團之目標，成為區內最大及最佳之無線通訊及數據產品服務供應商之一。

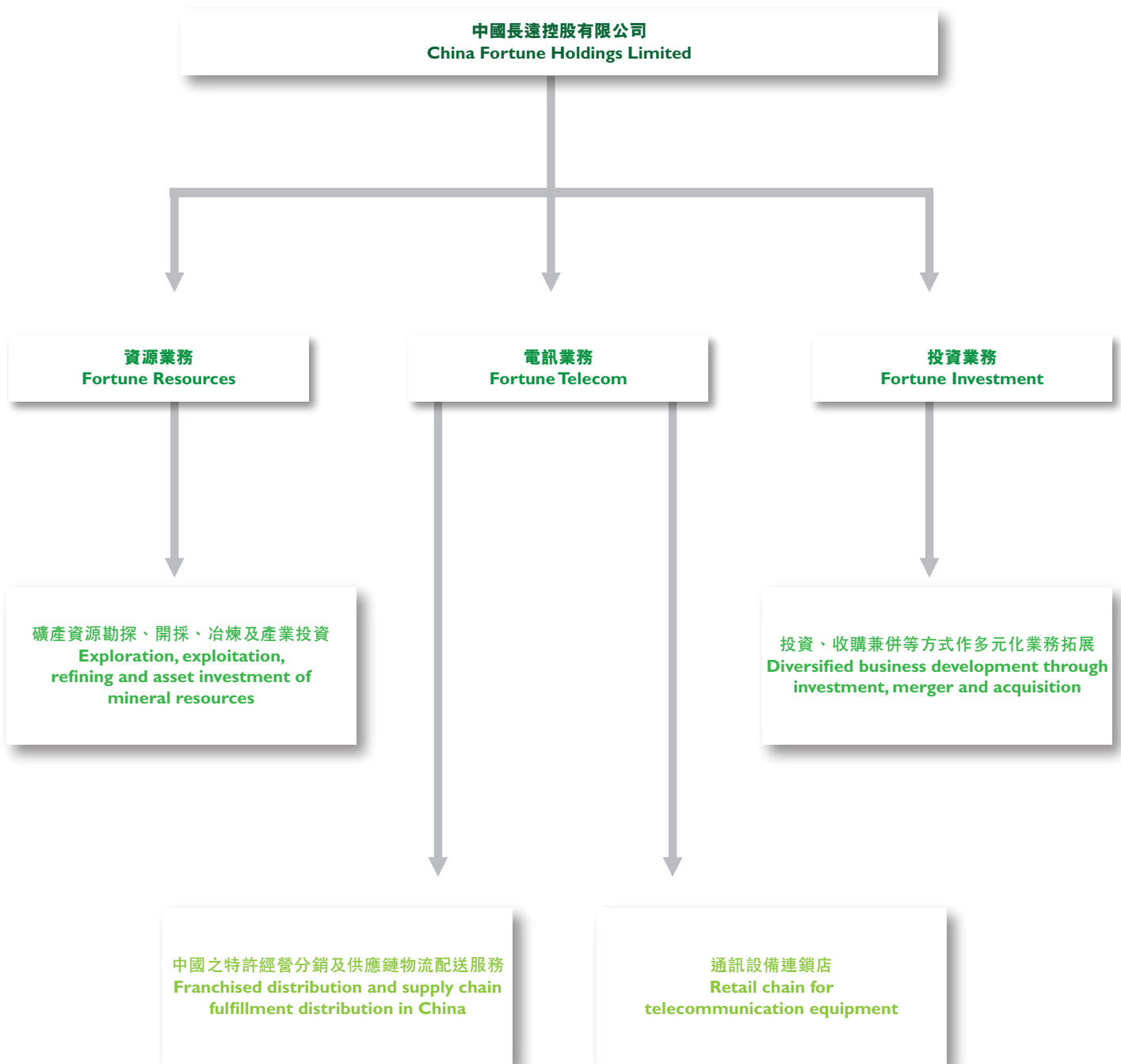
**Subsidiary:**  
**Mobile Phone Retail Chain**  
 附屬公司：  
 移動電話零售連鎖

雷鳴達  
**REMINDA**

**Major Business Partner:**  
 主要業務夥伴：

**NOKIA**  
 Connecting People

# Business Structure 業務架構





## Corporate Milestones 企業里程碑

### 1992

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- 2.18** The former trading arm of the Group – Express Fortune Limited (“EFL”) was founded by Mr. Lau Siu Ying and his brothers in Hong Kong.  
劉小鷹先生及其兄弟於香港創立長遠有限公司(「長遠」)–本集團前身之貿易旗艦。

### 1992-94

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EFL became one of Nokia’s earliest authorised distributors in the PRC.  
長遠成為諾基亞最早中國指定代理商之一。

### 1997

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Commenced Fortune Telecom Group’s franchise retail business in the PRC.  
於中國開展長遠電信集團之專營權零售業務。

### 2000

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- 2.16** Listed on the GEM Board of the Hong Kong Stock Exchange (Stock code: 8040).  
於香港聯交所創業板上市(股份代號:8040)。

- 12** A US\$12 million syndicated loan was successfully arranged.  
成功安排一項12,000,000美元之銀團貸款。

### 2001

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- 7** Completed the acquisition of 51% shareholdings of Synergy Pacific (Holding) Limited (“Synergy Pacific”).  
完成收購長遠智揚(控股)有限公司(「長遠智揚」)之51%股權。

### 2002

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- 5** Fortune Shanghai was acknowledged by Shanghai Waigaoqiao Free Trade Zone Management Committee as one of the best enterprises for commodity sales.  
長遠上海獲上海外高橋保稅區管理委員會譽為商品銷售額績優企業之一。
- 9** A HK\$160 million syndicated loan was successfully arranged.  
成功安排一項160,000,000港元之銀團貸款。

### 2003

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- 3** The Group has achieved a record annual sale of 2.1 million sets of mobile phones and a record net profit over HK\$60 million.  
本集團創下年銷二百一十萬台移動電話和超過六千萬港元純利的紀錄。
- 6** For a consecutive year, Fortune Shanghai was again acknowledged by Shanghai Waigaoqiao Free Trade Zone Management Committee as one of the best enterprises for commodity sales.  
連續第二年，長遠上海再度獲上海外高橋保稅區管理委員會譽為商品銷售額績優企業之一。

# Corporate Milestones

## 企業里程碑

### 2004

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- 1.26** Listed on the Main Board of the Hong Kong Stock Exchange (Stock code: 110).  
於香港聯交所主板上市 (股份代號: 110)。

### 2005

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- 9** A US\$16 million syndicated loan was successfully arranged.  
成功安排一項16,000,000美元之銀團貸款。
- 11** Fortune Shanghai increased its share capital from US\$6 million to US\$25 million.  
長遠上海將其股本由6,000,000美元增加至25,000,000美元。
- 12** Successfully completed the acquisition of 100% shareholdings of Synergy Technologies (Asia) Limited, and the disposal of 46% shareholdings of Synergy Pacific.  
成功完成收購Synergy Technologies (Asia) Limited之100%股權及出售長遠智揚之46%股權。

### 2006

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- 1** Newly obtained the nationwide distributorship of Samsung mobile phones.  
新取得三星移動電話之全國分銷權。
- 9** Successfully obtained the Fulfillment Distributorship for all Nokia Stores in the PRC.  
成功取得中國所有諾基亞專賣店之配送貨運分銷權。

### 2007

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- 2** Contracted to acquire 51% stake in Zhuhai Reminda Telecom Equipment Company Limited (珠海市雷鳴達通訊設備有限公司) and completed the acquisition in October 2007.  
訂約收購珠海市雷鳴達通訊設備有限公司之51%股權，並於二零零七年十月完成收購。
- 9** Formed a joint venture with TeleChoice International Limited for the Nokia fulfillment business.  
與TeleChoice International Limited成立一間合營公司，從事諾基亞配送貨運業務。
- 10.18** Name changed to China Fortune Holdings Limited.  
更名為中國長遠控股有限公司。

### 2009

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- 12.23** Completed the acquisition of 50.8% interest in Sifa Mining which has the right to conduct mining activities in a Celestite (Strontium), Zinc and Lead mining site situated in the Hubei Province, the PRC.  
成功收購有權於中國湖北省一個天青石 (鋇)、鋅及鉛礦場進行採礦活動的鋇發礦業共50.8%股權。



# Chairman's Statement

## 主席報告書



Lau Siu Ying

劉小鷹

Chairman and Chief Executive Officer

主席兼首席執行官

Dear shareholders,

### REVIEW

The fulfillment distribution business for Nokia Stores, contributing to more than 90% of the Group's revenue, continued to make significant contribution to the overall performance of the Group during the year. On 11th February, 2011, Nokia and Microsoft announced their partnership plan to combine assets and develop innovative mobile products on an unprecedented scale. We believe this move of Nokia can further enhance its competitiveness in the industry. Besides, the mining business is now developing a new mining site exploitation system which is expected to be completed before the end of year 2013, and further exploitation can commence the soonest at the end of 2012.

各位股東：

### 回顧

諾基亞專賣店配送貨運分銷業務於年內為本集團貢獻超過90%收益，繼續為本集團年內之整體表現作出重大貢獻。於二零一一年二月十一日，諾基亞與微軟發佈合作計劃將資產合併，以前所未有之規模開發創新流動產品。本集團相信，諾基亞將可藉此進一步提升其於業內之競爭力。此外，採礦業務正發展一套全新礦地開採系統，預期系統將於二零一三年年底前完成，並預期最快約於二零一二年年尾將可開始進一步開採。

# Chairman's Statement

## 主席報告書

### OPPORTUNITIES AND CHALLENGES

The world becomes even more and more challenging nowadays, so as the mobile phone industry in the PRC. The PRC is one of the strongest countries in terms of economic performance, and with its huge internal consumption and room for expansion. Though with keen competition, development potential is still enormous. The Group will continue to strengthen our existing relationship with the leading manufacturer to look for further cooperation opportunities.

With a view to diversify the business of the Group, the Group is actively looking for opportunities which will further enhance the shareholders' value.

### APPRECIATION

Finally, I wish to sincerely thank our employees and business partners for their continued dedication and commitment to the Group, and I would like to express my appreciation to our financial institutions, shareholders and investors for their continuing supports and trust towards the Group.

**Lau Siu Ying**

*Chairman and Chief Executive Officer*

Hong Kong, 30th March, 2012

### 機會與挑戰

現時，全球經濟和中國移動電話市場所面對的困難日益加劇。中國擁有龐大內部消費和增長空間，是世界經濟強國之一，即使競爭十分激烈，仍有巨大發展潛力。本集團會不斷加強與領先製造商的現有關係，爭取更多合作機會。

本集團正積極物色可進一步提升股東價值之商機，使業務更多元化發展。

### 致謝

最後，本人謹藉此機會，衷心感謝各僱員及業務夥伴一直對本集團傾力襄助，並謹此就各財務機構、股東及投資者對本集團之鼎力支持及信賴致謝。

**劉小鷹**

*主席兼首席執行官*

香港，二零一二年三月三十日

# Management Discussion and Analysis

## 管理層討論與分析

### REVIEW AND OUTLOOK

#### Financial Review

In an industry like the current telecommunication one with such an increasing velocity of change and fierce competitions, being a fulfillment distributor for Nokia Stores in the People's Republic of China ("PRC") since 2006, we have to adjust our business strategy in order to go along with Nokia and keep us valuable and competitive. In the current year, we accepted a lower turnover level in the Nokia fulfillment distribution business for the sake in obtaining a better gross margin, and as a result, the Group made a net profit of HK\$11 million in this year, as compared to last year of HK\$15.6 million. Although the net profit dropped in this year, the segment profit of our mobile phone business increased from HK\$27.7 million in last year to HK\$35 million in the current year.

For our mining business which was undergoing the development and construction of a new mining exploitation system throughout the year, no exploitation of minerals was made. The revenue in the current year represented selling out the inventories previously exploited which was limited in volume and as a result, this segment revenue dropped and recorded a loss in the year.

Owing to the above factors, the Group recorded a drop in the consolidated revenue from HK\$2,544.1 million in last year to HK\$1,765.9 million in this year. The gross profit amounted to HK\$61.3 million, a slight decrease when compared to the last year of HK\$64.8 million. However, the gross margin percentage during the year was 3.5% which was higher than the last year of 2.5% due to the improved gross margin achieved in the fulfillment distribution business in this year.

Included in the other gains and losses in last year was a one-off write back of HK\$7.9 million from an amount due to a non-controlling shareholder of Sifa Mining. The post-tax net effect of this write back in the consolidated statement of comprehensive income was HK\$5.9 million. No such write-back was recognised in this year.

### 回顧及前景

#### 財務回顧

本集團自二零零六年起作為諾基亞專賣店在中華人民共和國（「中國」）之配送貨運分銷商，在現今變化日益迅速、競爭日趨激烈的電信行業之中，本集團必需調整業務策略，方可配合諾基亞之發展步伐，以及維持本身之價值及競爭力。本集團於本年度為了提高毛利率而接受縮減諾基亞配送貨運分銷業務之營業額，因此，本年度錄得純利11,000,000港元，而上年度則為15,600,000港元。儘管本年度純利下跌，本集團移動電話業務之分部溢利則由上年度之27,700,000港元增至本年度之35,000,000港元。

本集團之採礦業務於年內一直在發展及建設新礦地開採系統，並無開採任何礦產。本年度之收益來自出售過往開採之存貨，由於數量有限，故此分部之收益於年內下跌並錄得虧損。

基於上述因素，本集團之綜合收益由上年度之2,544,100,000港元下跌至本年度之1,765,900,000港元。毛利由上年度之64,800,000港元輕微下跌至61,300,000港元。然而，年內之毛利率由上年度之2.5%上升至3.5%，此乃由於本年度配送貨運分銷業務之毛利率改善所致。

上年度其他收益及虧損中包括一次過回撥來自應付錫發礦業一名非控制性股東之款項7,900,000港元。此項回撥之稅後影響淨額於綜合全面收入表入賬為5,900,000港元。本年度並無錄得如此的回撥。

## Management Discussion and Analysis

### 管理層討論與分析

The selling and distribution costs amounted to HK\$14.9 million when compared to the last year of HK\$22.5 million as the overall revenue achieved during the year was comparably lower than the last year in the fulfillment distribution business for Nokia Stores. The administrative expenses amounted to HK\$31.8 million, an increase when compared to the last year of HK\$27.3 million mainly due to higher staff costs incurred and majorities of expenses driven up by the appreciation of Renminbi and inflation throughout the year.

As far as the mobile phone retail chain business in Zhuhai was concerned, the revenue achieved during the year amounted to HK\$43.6 million, increased by 6.6% as compared with last year of HK\$40.9 million. However, the Group shared a loss from it during this year. In view of the fierce competitive business environment this retail chain facing, the Group took a more prudence and conservative view when in evaluating the carrying value of the goodwill in this retail chain, and provided a full-sum impairment over it in this year.

The Group shared net gains of HK\$5,000 from the result of an associate during the year as compared to HK\$0.4 million in last year.

The finance costs decreased from HK\$11.7 million in last year to HK\$6.5 million in this year due to the decrease in the level of bank and other borrowings.

The net asset value of the Group attributable to owners of the Company as at 31st December, 2011 amounted to HK\$314.8 million or HK\$0.38 per share when compared to HK\$283.6 million or HK\$0.35 per share as at 31st December, 2010. The basic earnings per share was 1.94 Hong Kong cents as compared to 1.82 Hong Kong cents in last year.

As at 31st December, 2011, the Group's aggregate bank and other borrowings amounted to HK\$15.3 million when compared to HK\$50 million as at 31st December, 2010, which was a result of the intention to reduce the burden in finance cost of the Group over the year.

年內，銷售及分銷成本為14,900,000港元，而上年度則為22,500,000港元，此乃由於諾基亞專賣店配送貨運分銷業務之整體收益較上年度減少。行政費用為31,800,000港元，較上年度之27,300,000港元增加，主要由於員工成本上漲，加上年內人民幣升值及通脹推高各項主要開支所致。

有關珠海移動電話零售鏈業務方面，於年內錄得收益為43,600,000港元，較上年度之40,900,000港元上升6.6%，惟本集團本年內需攤分其虧損。鑑於是項零售鏈業務面對著激烈競爭環境，本集團在評估此零售鏈之商譽賬面值時，已採較為審慎保守之態度，並於本年度就其作出全額減值撥備。

本集團本年度分佔一家聯營公司業績之淨收益5,000港元，而上年度則為400,000港元。

本年度之融資成本由上年度之11,700,000港元減至6,500,000港元，此乃由於銀行及其他借貸水平減少所致。

於二零一一年十二月三十一日，本公司擁有人應佔本集團資產淨值達314,800,000港元或每股0.38港元，而於二零一零年十二月三十一日則為283,600,000港元或每股0.35港元。年內每股基本盈利為1.94港仙，而上年度則為1.82港仙。

於二零一一年十二月三十一日，本集團之銀行及其他借貸總額為15,300,000港元，而於二零一零年十二月三十一日則為50,000,000港元，此乃由於本集團有意於年內減輕融資成本負擔所致。



## Management Discussion and Analysis

### 管理層討論與分析

The gearing ratio of the Group, defined as the ratio of the total long term liabilities to the shareholder's equity, was 0.35 as compared to 0.37 as at 31st December, 2010.

The total cash and cash equivalents amounted to HK\$78.4 million as at 31st December, 2011 without any deposit pledged to banks. The Group is financed by a combination of its equity capital, cash flow generated from its operation and bank borrowings. During the year, there was no material change in the funding and treasury policy of the Group. The Group considers there is no material potential currency exposure as the majority of its revenue and expenses are derived and incurred all in Renminbi in the PRC. It is the treasury policy of the Group to manage its foreign currency exposure whenever its financial impact is material to the Group.

The inventories of the Group as at 31st December, 2011 amounted to HK\$132.4 million, when compared to HK\$187.2 million as at 31st December, 2010, mainly since less inventories from the fulfillment distribution business for Nokia Stores as driven by a lower turnover volume in the year. The inventory turnover period was 34 days in this year when compared to 26 days of last year. The Group will continue to apply strict policy in inventory control in the future.

The amount of trade and other receivables as at 31st December, 2011 was HK\$59.9 million, when compared to HK\$173.2 million as at 31st December, 2010. Trade receivables mainly comprised receivables from the fulfillment distribution business for Nokia Stores. In order to minimize the credit risk for the trade receivables, the Group has implemented strict control on the 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 revenue generated from the fulfillment distribution business for Nokia Stores is mainly on cash basis which further reduces the credit risk of the Group.

On 4th January, 2010, the Company issued and allotted a total of 142,857,142 ordinary shares of HK\$0.10 each in the Company upon exercise in full by the holders of the convertible loan notes issued as a part of consideration in the acquisition of our mining business.

本集團本年度負債資產比率（長期負債總額對股東權益之比率）為0.35，而於二零一零年十二月三十一日為0.37。

於二零一一年十二月三十一日之現金及現金等價物總額為78,400,000港元，並無任何存款質押予銀行。本集團同時透過股本、經營業務所得現金流及銀行借貸等方式籌集資金。年內，本集團融資及庫務政策並無重大轉變。本集團認為，由於本集團收益及支出大部分來自中國並均以人民幣作出，故此並無潛在重大貨幣風險。本集團之庫務政策為管理對本集團有重大財務影響之外幣風險。

本集團於二零一一年十二月三十一日之存貨金額為132,400,000港元，而於二零一零年十二月三十一日則為187,200,000港元，主要由於年內營業額下降促使諾基亞專賣店配送貨運分銷業務之存貨減少。本年度之存貨周轉期為34天，而上年度則為26天。本集團日後將繼續實施嚴格存貨控制政策。

於二零一一年十二月三十一日，應收貿易賬款及其他應收賬款為59,900,000港元，而於二零一零年十二月三十一日則為173,200,000港元。應收貿易賬款主要包括諾基亞專賣店配送貨運分銷業務之應收賬款。為降低應收貿易賬款之信貸風險，本集團一直嚴格控制信貸限額之釐定、信貸額之批核及設有其他監管程序，以確保能跟進追討逾期債務。此外，諾基亞專賣店之配送貨運分銷業務所得收益主要以現金結算，可進一步降低本集團之信貸風險。

二零一零年一月四日，於可換股貸款票據持有人全數行使作為收購本集團採礦業務部分代價而發行之可換股貸款票據後，本公司發行及配發合共142,857,142股每股面值0.10港元之本公司普通股。

# Management Discussion and Analysis

## 管理層討論與分析

As at 31st December, 2011, the Group had in total 224 employees as compared to 234 employees as at 31st December, 2010. Employees were remunerated according to the nature of their job duties and market trend. The Group provided staff welfare and fund contribution to its employees in accordance with the prevailing regulations in the PRC and Hong Kong. There was no material change in the remuneration policy, bonus scheme and share option scheme during the year. The Group has a share option scheme under which the Company may grant share options to the participants, including directors and employees, to subscribe for shares of the Company.

### OPERATIONAL REVIEW

#### Market Overview

According to the statistics released by the Ministry of Industry and Information Technology of the People's Republic of China ("MIIT"), there were more than 996 million subscribers to mobile phone services in the PRC as at the end of January 2012, equivalent to a penetration rate of 73.6 users per 100 persons. The low penetration rate in the rural market, where more than half of the population in the PRC resides, together with the 3G services and the continued economic growth in the PRC, mean that the PRC market still has a lot of untapped potential.

While there are continuing intense competitions among the big mobile phone manufacturers in the PRC, they are trying to cut the distribution layers by directly supplying to the provincial distributors and leading retailers with a view to increase their profitability. Because of this, leading vendors have developed multi-channel distribution models which include "national distribution", "provincial distribution", "direct to retail" and "direct to operator".

As one of the integrated fulfillment distributors in the PRC, the Group provides all necessary services, which include but not limited to transaction handling, credit financing, delivery, rebate execution, stock buffering and B2B system integration, etc. In return, the Group receives a contractual margin, as well as various rebates as its service income. This business model is more transparent, allowing the buyers, the suppliers and the Group to share common information and enhances the efficiency of all the activities of the value chain.

於二零一一年十二月三十一日，本集團共聘用224名僱員，而於二零一零年十二月三十一日則有234名僱員。僱員薪酬按彼等之職責性質及市場趨勢而定。本集團根據中國及香港之適用規例向僱員提供員工福利及退休金供款。年內，薪酬政策、花紅計劃及購股權計劃並無重大變更。本集團已制訂購股權計劃，據此，本公司可向參與者（包括董事及僱員）授出可認購本公司股份之購股權。

### 營運回顧

#### 市場概覽

根據中華人民共和國工業和信息化部（「工業和信息化部」）發佈之統計數據，於二零一二年一月底，中國之移動電話服務用戶人數超過996,000,000人，普及率為每100人有73.6名用戶。人口佔中國居民五成以上之郊區市場普及率較低，加上3G服務及中國經濟持續增長，反映中國市場仍有龐大發展潛力。

隨著競爭不斷加劇，中國各大移動電話製造商正試圖通過直接向省級分銷商及主要零售商供貨而減少分銷層數，以增強盈利能力。因此，大廠商已創出多渠道分銷模式，包括「全國分銷」、「省級分銷」、「直達零售」及「直達營運商」。

作為中國綜合配送貨運分銷商之一，本集團提供一切必要服務，包括但不限於交易處理、信貸融資、付運、回扣執行、庫存緩轉和B2B系統集成等。本集團會收取約定利潤及多種回扣作為服務收入。該業務模式透明度較高，讓買家、供應商與本集團可共享資訊及提高價值鏈內所有業務之效率。



# Management Discussion and Analysis

## 管理層討論與分析

### Business Review

The fulfillment distribution business for Nokia Stores, contributing to more than 90% of the Group's revenue, continued to make significant contribution to the overall performance of the Group during the year. On 11th February, 2011, Nokia and Microsoft announced their partnership plan to combine assets and develop innovative mobile products on an unprecedented scale. We believe this move of Nokia can further enhance its competitiveness in the industry. Besides, the mining business is now developing a new mining site exploitation system which is expected to be completed before the end of year 2013, and further exploitation can commence in year 2012 when about half of the new exploitation system is established. The management is exploring all commercially viable opportunities to maximize the return from this investment including but not limited to improvement of infrastructure and expansion into processing of the ore, subject to feasibility study and availability of funding.

### Prospect and Outlook

The continued economic growth in the PRC is fuelled by a high internal consumption. As the world's biggest handset market, there were more than 996 million handset subscribers in the PRC with an annual growth rate of around 16% in terms of new subscribers and replacements. There were over 13% 3G users out of the total subscribers, and forecasted to increase much further in the near future. On the other hand, there were more than 320 million mobile Internet users which implies that there are huge business opportunities in both mobile application and mobile commerce. Nokia, whilst maintaining its lead in middle and lower range handsets market, is also moving to strengthen its presence in the higher end smartphone segment by upgrading the Symbian platform and by forming collaboration with Microsoft Windows Mobile. Its coming high-ended handsets with Windows 8 system are highly anticipated. In the longer term, the pass away of Steve Jobs and the acquisition of Motorola Inc. by Google Inc. will potentially change the competitive profile in the market. We believe that Nokia will remain as one of the leaders of global mobile phone industry.

### 業務回顧

諾基亞專賣店配送貨運分銷業務於年內為本集團貢獻超過90%收益，繼續為本集團年內之整體表現作出重大貢獻。於二零一一年二月十一日，諾基亞與微軟發佈合作計劃將資產合併，以前所未有之規模開發創新流動產品。本集團相信，諾基亞將可藉此進一步提升其於業內之競爭力。此外，採礦業務正發展一套全新礦地開採系統，預期系統將於二零一三年年底前完成，並預期當新礦地開採系統之建設於二零一二年約完成大概一半時，將可開始進一步開採。管理層正發掘一切可行商機於是項投資中取得最大回報，包括（但不限於）改善基礎設施及將業務擴展至礦石加工，惟須視符可行性研究結果及能否取得資金。

### 前景及展望

龐大之內銷市場為中國經濟帶來持續增長動力。作為全球最大移動電話市場，中國移動電話用戶人數超過996,000,000人，按新用戶及更換手機量計算，年增長率約為16%。用戶總數中逾13%為3G用戶，且預料將於不久將來進一步大幅增長。另一方面，移動電話互聯網用戶人數超過320,000,000人，反映移動電話應用程式及移動商務市場商機龐大。諾基亞於中低端移動電話市場保持領先，同時亦致力透過提升Symbian平台及與微軟之Windows Mobile合作，鞏固於高端智能移動電話市場之地位。市場對預載Windows 8系統之高端移動電話充滿期待。史蒂夫·喬布斯(Steve Jobs)去世及谷歌公司收購摩托羅拉公司長遠可能改寫市場競爭版圖。本集團相信，諾基亞將仍可於全球移動電話行業保持其中一領導席位。

# Directors and Senior Management Profile

## 董事及高級管理人員簡介

### DIRECTORS

#### Executive Directors

**Mr. LAU Siu Ying**, aged 48, is the founder, Chairman and Chief Executive Officer of the Company since 1992. Mr. Lau has extensive working experiences in the telecommunications industry for over 20 years and has established solid business contacts in both Hong Kong and the PRC. Mr. Lau is responsible for directing the Group's overall business policy and strategies as well as overseeing the Group's business development in Hong Kong and the PRC. Prior to setting up his business, Mr. Lau worked for Hutchison Whampao Group for approximately 5 years, in charge of the business development of the telecommunications in the PRC. Mr. Lau holds a bachelor degree in Business Administration from the Chinese University of Hong Kong and a Master of Science degree in Information Technology from the National University of Ireland, Dublin.

Mr. Lau is currently the trustee in New Asia College of The Chinese University of Hong Kong, the Board Councilor of China Mobile Communications Association and the executive chairman of Chinese Chamber of Information and Communication Technologies. In the aspects of social and economic activities, Mr. Lau is devoted to promoting economic and educational development. He served as the vice president of the Hong Kong Association of Jiayang, the honorary president of Shanghai Chaoshan Chamber of Commerce, the committee member of the Chinese People's Political Consultative Conference in Yunfu city, Guangdong province of the PRC, Hong Kong and Macau Director of the Dongguan City Youth Federation and the vice president of Hong Kong Island Chaoren Association Limited.

**Mr. LUO Xi Zhi**, aged 54, joined the Group in October 1995 and was appointed as an Executive Director of the Company in September 2002. Mr. Luo is also the Financial Controller of the Group's PRC operation. Mr. Luo holds a certificate in Accounting from the Finance Academy of Jiangxi Province. Mr. Luo has over 20 years of financial and accounting experience in the PRC. Prior to joining the Group in 1995, Mr. Luo was the chief accountant for Zhaoqing Sz Di Telecom Co., Ltd.

### 董事

#### 執行董事

**劉小鷹先生**，48歲，自一九九二年起為本公司創辦人、主席兼首席執行官。劉先生已從事電信行業逾20年，於行內取得豐富經驗，且於香港及中國建立穩固業務聯繫。劉先生負責制定本集團之整體業務政策及策略，並監督本集團於香港及中國之業務發展。劉先生在建立其個人事業之前，曾於香港和記黃埔集團工作約5年，主要負責於中國電信市場之業務發展。劉先生持有香港中文大學工商管理學士學位及位於都柏林的愛爾蘭國立大學資訊科技碩士學位。

劉先生現任香港中文大學新亞書院之校董，並為中國移動通訊聯合會常務理事和中華資訊科技商會執行主席。在社會和經濟活動方面，劉先生熱心推動經濟及教育發展；他歷任香港揭陽同鄉會副會長、上海潮汕商會名譽會長、中國人民政治協商會議廣東雲浮市委員、東莞市青年聯合會港澳常委及香港區潮人聯會副會長。

**羅習之先生**，54歲，於一九九五年十月加盟本集團，於二零零二年九月獲委任為本公司執行董事。羅先生亦為本集團中國業務之財務總監。羅先生持有江西省財經學院之會計學證書。羅先生於中國財務及會計方面擁有逾20年之經驗。羅先生於一九九五年加入本集團前為肇慶斯迪通訊有限公司首席會計師。

## Directors and Senior Management Profile

### 董事及高級管理人員簡介

**Mr. WANG Yu**, aged 46, joined the Group in April 2006 and was appointed as an Executive Director of the Company in November 2009. Mr. Wang is the General Manager of a subsidiary of the Company and in-charge of the mining business segment of the Company. Mr. Wang graduated from Xi'an Jiaotong University with a master degree and a bachelor degree in Computer Science. Mr. Wang has more than 10 years working experiences in channel and distribution management on computer products and mobile phones with local and multinational companies in the PRC. Prior to joining the Group, Mr. Wang was a General Manager of a listed company in the PRC focusing on IT business.

#### *Non-executive Director*

**Mr. FUNG Oi Ip, Alfonso**, aged 55, is a Law Costs Draftsman approved by Law Society of Hong Kong. His firm, Alfonso Fung & Co., is a leading law costs draftsmen practice specializing in taxation proceedings in all levels of courts in Hong Kong. A pioneer in his profession, Mr. Fung taught himself computer programming, developed and published a specialist law costing software as early as 1986. The software was subsequently licensed to the Hong Kong Government for use in the Legal Aid Department. Mr. Fung is also a developer of mobile applications and he takes a keen interest in developing internet related business. Mr. Fung is an Accredited Mediator, having been accredited by the Hong Kong Mediation Centre since 2009. Mr. Fung was appointed Non-executive Director of the Company in October 1999.

**王愚先生**，46歲，於二零零六年四月加盟本集團，並於二零零九年十一月獲委任為本公司執行董事。王先生為本公司一附屬子公司之總經理，負責本公司之採礦業務。王先生畢業於西安交通大學，持有電腦科學碩士及學士學位。王先生在中國之本地及跨國公司之電腦產品及移動電話渠道分銷管理方面積逾10年工作經驗。於加盟本集團前，王先生曾在中國一間上市公司出任總經理，主要負責資訊科技業務。

#### *非執行董事*

**馮靄業先生**，55歲，為香港律師會認可的訟費員。其屬下公司Alfonso Fung & Co.，是行內首屈一指的訟費員公司，專業處理香港各級法院的訟費程序。馮先生是業內先鋒，自學編寫電腦程式，並早於一九八六年開發及出版了一套專業訟費計算軟件，該軟件其後獲香港政府法律援助署採用。馮先生亦開發手機軟件及發展互聯網相關業務。彼自二零零九年成為香港和解中心認可和解員。馮先生於一九九九年十月獲委任為本公司之非執行董事。

## Directors and Senior Management Profile 董事及高級管理人員簡介

### Independent Non-executive Directors

**Mr. CHANG Wing Seng, Victor**, aged 74, last held the position of Managing Director of APCG Business Pte. Limited. Prior to this, Mr. Chang was the Managing Director of Singapore Technologies Telecommunications (Beijing) Pte. Ltd. based in Beijing for 2 years. Mr. Chang had held various senior management positions over 25 years with the Singapore Technologies Group, mainly as the Director of Finance. Mr. Chang was a graduate in Accounting from the Royal Melbourne Institute of Technology, Melbourne, Australia and the Institute of Chartered Accountants in Australia. Mr. Chang had also completed the Program for Management Development at the Harvard University Graduate School of Business Administration. Mr. Chang was a certified public accountant in both Singapore and Australia. Mr. Chang was appointed as an Independent Non-executive Director of the Company in October 1999.

**Mr. WONG Lit Chor, Alexis**, aged 53, graduated from the University of Toronto, Canada in 1981 with a bachelor degree in Arts majoring in economics and commerce and has obtained a master degree in Business Administration from the Chinese University of Hong Kong in 1987. Mr. Wong has over 25 years of banking, investment, corporate finance and securities dealing experience gained from working as a senior executive in a number of listed local and PRC financial services companies. Mr. Wong is also an independent non-executive director of a company listed on the Main Board of the Stock Exchange of Hong Kong. Mr. Wong was appointed as an Independent Non-executive Director of the Company in September 2006.

**Mr. CHEN Yi Gang**, aged 59, graduated from Shaoxing Institute of Administration, majoring in Corporate Management. Mr. Chen was a senior executive in a number of PRC telecommunication companies and senior management in a number of large IT enterprises. Mr. Chen has over 30 years of experience in the field of telecommunication. Mr. Chen was appointed as an Independent Non-executive Director of the Company in February 2007.

### 獨立非執行董事

**鄭永勝先生**，74歲，上一份工作職位為APCG Business Pte. Limited董事總經理。鄭先生之前為北京Singapore Technologies Telecommunications (Beijing) Pte. Ltd.的董事總經理達2年。鄭先生於Singapore Technologies Group工作超過25年，曾擔任不少高級管理層職位（主要為財務總監）。鄭先生畢業於澳洲墨爾本Royal Melbourne Institute of Technology及澳洲Institute of Chartered Accountants會計系。鄭先生已完成哈佛大學商學院之管理發展課程。鄭先生前為新加坡及澳洲執業會計師。鄭先生於一九九九年十月獲委任為本公司之獨立非執行董事。

**黃烈初先生**，53歲，於一九八一年在加拿大多倫多大學畢業，持有經濟及商貿學學士，並於一九八七年在香港中文大學取得工商管理碩士學位。黃先生曾於數家香港及中國的上市金融服務公司出任高級行政人員，於銀行業務、投資、企業融資及證券交易等方面擁有逾25年經驗。黃先生亦為香港聯合交易所一間主板上市公司之獨立非執行董事。黃先生於二零零六年九月獲委任為本公司之獨立非執行董事。

**陳亦剛先生**，59歲，於紹興行政學院企業管理專科畢業。陳先生曾於多家中國電信公司出任高級行政人員，及於多家大型資訊科技企業出任高級管理人員。陳先生於電信方面擁有逾30年之經驗。陳先生於二零零七年二月獲委任為本公司之獨立非執行董事。



## Directors and Senior Management Profile 董事及高級管理人員簡介

### COMPANY SECRETARY

**Mr. LAM Man Kit**, aged 36, was appointed as the Company Secretary of the Company in February 2010. Mr. Lam is also the Financial Controller of the Group and the authorised representative of the Company. Mr. Lam graduated with a bachelor degree of Business Administration from the University of Hong Kong and is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. Prior to joining the Group in January 2007, Mr. Lam has years of financial and audit experiences in Hong Kong and the PRC.

### 公司秘書

**林文傑先生**，36歲，於二零一零年二月獲委任為本公司之公司秘書。林先生並為本集團之財務總監及本公司之授權代表。林先生於香港大學畢業，持有工商管理學士學位，並為特許公認會計師公會之資深會員及香港會計師公會會員。林先生於二零零七年一月加盟本集團前，在香港及中國擁有多年財務及核數經驗。

# Corporate Governance Report

## 企業管治報告書

### CORPORATE GOVERNANCE PRACTICES

The Board is committed to maintaining high standards of corporate governance with a view to assuring the integrity, transparency and quality of disclosure to protect the interests of all shareholders. The Company has applied the principles and complied with all the applicable code provisions of the Code on Corporate Governance Practices (the “Code”) as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) for the year ended 31st December, 2011, except for the deviations as stated in paragraph headed “Chairman and Chief Executive Officer” and “Re-election of Directors”.

The Board will continuously review and improve the corporate governance practices and standards of the Company to ensure the business activities and decision making processes are regulated in a proper and prudent manner.

### DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 of the Listing Rules for securities transactions by Directors of the Company during the year under review.

Having made specific enquiry with all Directors, each of whom has confirmed that he has complied with the required standard as set out in the Model Code for the year ended 31st December, 2011. The Model Code also applies to other specified senior management of the Group.

### 企業管治常規

董事會致力維持高度企業管治，務求確保所披露資料之完整性、透明度及質素，從而保障所有股東之利益。截至二零一一年十二月三十一日止年度，本公司一直應用有關原則及遵循香港聯合交易所有限公司證券上市規則（「上市規則」）附錄14所載企業管治常規守則（「該守則」）之所有適用守則條文，惟與「主席及首席執行官」及「重選董事」兩段有所偏離。

董事會將不斷檢討及改善本公司之企業管治常規及標準，確保業務運作及決策程序獲得適當及審慎規管。

### 董事之證券交易

回顧年內，本公司已就其董事進行之證券交易採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」）。

向全體董事作出特定查詢後，各董事已確認於截至二零一一年十二月三十一日止年度內一直遵守標準守則所載之規定準則。本集團其他指定高級管理人員亦適用標準守則。



# Corporate Governance Report

## 企業管治報告書

### BOARD OF DIRECTORS

#### Composition and role

The Board of Directors of the Company comprises:

**Executive Directors:** Mr. Lau Siu Ying (*Chairman*)  
Mr. Luo Xi Zhi  
Mr. Wang Yu

**Non-executive Director:** Mr. Fung Oi Ip, Alfonso

**Independent Non-executive Directors:** Mr. Chang Wing Seng, Victor  
Mr. Wong Lit Chor, Alexis  
Mr. Chen Yi Gang

The Board comprises three Executive Directors (including the Chairman), one Non-executive Director and three Independent Non-executive Directors of which the number of Independent Non-executive Directors represents more than one-third of the Board. The Directors are, collectively and individually, aware of their responsibilities to the shareholders, for the manner in which the affairs of the Company are managed and operated. The Directors' biographical information is set out under the heading "Directors and Senior Management Profile" in this annual report.

The Board, headed by Mr. Lau Siu Ying, is responsible for the overall strategic development of the Group, the monitoring of the financial performance and the internal controls of the Group's business operations. All Directors and Board Committees have access to external legal counsel and other professionals for independent advice at the Group's expense if necessary.

### 董事會

#### 組成及職能

本公司董事會成員包括：

**執行董事：** 劉小鷹先生（主席）  
羅習之先生  
王愚先生

**非執行董事：** 馮靄業先生

**獨立非執行董事：** 鄭永勝先生  
黃烈初先生  
陳亦剛先生

董事會成員包括三位執行董事（包括主席）、壹位非執行董事及三位獨立非執行董事，其中獨立非執行董事佔董事會三分之一以上人數。董事深明彼等須共同及個別就管理及營運本公司事務之方式而對股東負責。董事之資歷載於本年報「董事及高級管理人員簡介」一節。

董事會由劉小鷹先生領導，負責本集團之整體策略發展及監管本集團各項營運業務之財務表現及內部監控。如有需要，所有董事及董事會轄下各委員會可向外界律師及其他專業人士徵詢獨立意見，有關費用由本集團承擔。

# Corporate Governance Report

## 企業管治報告書

Three Board Committees, namely, the Audit Committee, the Nomination Committee (established on 27th February, 2012) and the Remuneration Committee, have been established to oversee particular aspects of the Group's affairs. The Board has delegated the day-to-day management and operations of the Group's business to the management of the Company and its subsidiaries. Major corporate matters that are specifically delegated by the Board to the management include the preparation of the financial statements for the Board's approval, the execution of business strategies approved by the Board, the implementation of internal controls system and risk management procedures, and the compliance with relevant statutory requirements and other rules and regulations.

To the best knowledge of the Company, there is no financial, business, family or other material/relevant relationship among the members of the Board.

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Provision A.2.1 of the Code stipulates that the roles of chairman and chief executive officer should be separated and should not be performed by the same individual but Mr. Lau Siu Ying currently assumes both roles of the Chairman and the Chief Executive Officer of the Company.

Provision A.4 of the Code states that all directors should be subject to re-election at regular intervals. However, Mr. Lau Siu Ying, being the Chairman of the Board, does not need to retire by rotation.

Mr. Lau Siu Ying has been in charge of the overall management of the Company since its incorporation. As a result, although he does not need to retire by rotation and assumes both roles of the Chairman and the Chief Executive Officer of the Company, the Board considers that such arrangement at the Group's current stage of development can facilitate the execution of the Group's business strategies and maximize the effectiveness of its operations. Nevertheless, through the supervision from the Board including the Independent Non-executive Directors, the interests of the shareholders should be adequately and fairly considered.

董事會轄下三個委員會，分別為審核委員會、提名委員會（成立於二零一二年二月二十七日）與薪酬委員會，其成立旨在監督本集團特定事務範疇。董事會已任命本公司及其附屬公司之管理層負責本集團業務之日常管理及營運。董事會特定任命管理層處理之主要公司事宜包括編製財務報表以待董事會批准、執行經董事會批准之業務策略、實行內部監控制度及風險管理程序，以及遵循有關法定規定及其他規則與條例。

據本公司所深知，董事會成員之間並無財務、業務、家屬或其他重大／相關關係。

### 主席及首席執行官

該守則第A.2.1條規定主席及首席執行官之職能應予區分，不應由同一人兼任，惟劉小鷹先生現時兼任本公司主席及首席執行官之職銜。

該守則第A.4條訂明所有董事須定期重選連任。然而，董事會主席劉小鷹先生不必輪流退任。

劉小鷹先生自本公司註冊成立以來一直負責本公司之整體管理。因此，儘管劉小鷹先生不需輪流退任，並兼任本公司主席及首席執行官兩職，惟董事會認為此安排於本集團現發展階段可配合本集團業務策略之執行，並可將業務發揮至最大效益。然而，在董事會（包括獨立非執行董事）之監察下，股東利益應已充分及公平地考慮。

# Corporate Governance Report

## 企業管治報告書

### RE-ELECTION OF DIRECTORS

All Non-executive Directors of the Company are not appointed for a specific term as stipulated under the provision A.4.1 of the Code but are subject to retirement by rotation in accordance with the Company's Bye-laws. In accordance with the relevant provisions in the Bye-laws of the Company, if the appointment of Directors is made by the Board, the Directors so appointed must stand for election by the shareholders at the first annual general meeting following their appointments and all Directors, except the Chairman, must stand for re-election by the shareholders by rotation.

### NON-EXECUTIVE DIRECTORS

The Non-executive Directors, including the Independent Non-executive Directors, are all seasoned individuals from diversified background and industries and at least one member has an appropriate accounting qualification or related financial management expertise as required by the Listing Rules. With their expertise, they bring independent judgement on issues of strategic direction, development, performance and risk management through their contributions at Board meetings and Committee's works.

The Independent Non-executive Directors also act as a balance between the interests of the minority shareholders and the Company as a whole. The Board considers that each Independent Non-executive Director is independent in character and judgement and that they all meet the specific independence criteria as required by the Listing Rules. The Company has received from each Independent Non-executive Director an annual confirmation of his independence pursuant to Rule 3.13 of Chapter 3 of the Listing Rules and the Company still considers such Directors to be independent. The Independent Non-executive Directors are explicitly identified in all corporate communications.

### 重選董事

本公司所有非執行董事之委任並無根據該守則第A.4.1條之規定指定任期，惟彼等須根據本公司之公司細則輪流退任。根據本公司之公司細則相關條文，倘董事由董事會委任，則獲委任之董事必須於獲委任後首屆股東週年大會上由股東推選，而除主席外，所有董事必須輪流由股東重選一次。

### 非執行董事

非執行董事（包括獨立非執行董事）為來自不同背景及行業之各界人士，而根據上市規則之規定，最少一名成員須具備適當會計資歷或相關財務管理專業知識。憑藉彼等之專業知識，彼等可透過董事會會議及委員會工作而對決策、發展、表現及風險管理之事項作出獨立判斷。

獨立非執行董事亦平衡少數股東與本公司之間的權益。董事會認為各獨立非執行董事均有獨立角色及判斷，而彼等均符合上市規則所規定之特定獨立標準。本公司已收到各獨立非執行董事根據上市規則第3章第3.13條就其獨立性所發出之年度確認書，且本公司仍然認為該等董事均具獨立地位。獨立非執行董事在所有公司通信中均明確識別。

# Corporate Governance Report

## 企業管治報告書

### DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledged the responsibilities for preparing the financial statements which give a true and fair view of the affairs of the Company and its subsidiaries. The auditors are responsible to form an independent opinion, based on their audits, on the Group's financial statements and express their opinions.

### BOARD MEETINGS

The Board had held two meetings this year to review the financial performance of the Group and other major issues. The views of the Independent Non-executive Directors were actively solicited by the Group if they were unable to attend the meetings of the Board.

The names of the Directors and the individual attendance of each Director during the year are as follows:

		Attendance 出席率
<b>Executive Directors</b>		
Mr. Lau Siu Ying ( <i>Chairman</i> )	<b>執行董事</b> 劉小鷹先生 (主席)	2/2
Mr. Luo Xi Zhi	羅習之先生	2/2
Mr. Wang Yu	王愚先生	2/2
<b>Non-executive Director</b>		
Mr. Fung Oi Ip, Alfonso	<b>非執行董事</b> 馮靄業先生	2/2
<b>Independent Non-executive Directors</b>		
Mr. Chang Wing Seng, Victor	<b>獨立非執行董事</b> 鄭永勝先生	2/2
Mr. Wong Lit Chor, Alexis	黃烈初先生	2/2
Mr. Chen Yi Gang	陳亦剛先生	2/2

### BOARD COMMITTEES

The Board has established Board Committees, namely Audit Committee, Nomination Committee (established on 27th February, 2012) and Remuneration Committee to oversee particular aspects of the Company's affairs and to assist in the execution of the Board's responsibilities.

### 董事對財務報表之責任

董事了解本身須負責編製真實及公平地反映本公司及其附屬公司財務狀況的財務報表。核數師負責基於彼等之審核而對本集團財務報表發表獨立意見及表達彼等之意見。

### 董事會會議

董事會本年度召開兩次會議，檢討本集團之財務表現及其他主要事項。倘獨立非執行董事不能出席會議，本集團會主動徵集彼等之意見。

年內，董事之姓名及每位董事之個別出席率載列如下：

### 董事會轄下之委員會

董事會已成立董事會轄下各委員會，分別為審核委員會、提名委員會（成立於二零一二年二月二十七日）及薪酬委員會，以監察本公司特定之業務範疇及協助董事會履行職責。



# Corporate Governance Report

## 企業管治報告書

### AUDIT COMMITTEE

The Company has formulated written terms of reference for the Audit Committee in accordance with the requirements of the Listing Rules and its current members comprise:

Mr. Chang Wing Seng, Victor – *Committee Chairman*  
 Mr. Wong Lit Chor, Alexis  
 Mr. Fung Oi Ip, Alfonso

Mr. Chang Wing Seng, Victor and Mr. Wong Lit Chor, Alexis are Independent Non-executive Directors and Mr. Fung Oi Ip, Alfonso is a Non-executive Director. The Board considers that each Audit Committee member has broad commercial experiences and there is a suitable mix of expertise in business, accounting and financial management on the Audit Committee. The composition and members of the Audit Committee comply with the requirements under Rule 3.21 of the Listing Rules.

The Audit Committee's primary responsibilities include reviewing the reporting of financial and other information to the shareholders, the system of internal controls, risk management and the effectiveness and objectivity of the audit process. The Audit Committee also provides an important link between the Board and the Company's auditors in matters coming within the scope of its terms of reference and keeps under review the independence and objectivity of the auditors.

The Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including reviews of the half-year and full year accounts for the year ended 31st December, 2011. Each member of the Audit Committee has unrestricted access to the auditors and all senior staff of the Group.

Individual attendance of each Audit Committee member during the year is as follows:

Mr. Chang Wing Seng, Victor	鄭永勝先生
Mr. Wong Lit Chor, Alexis	黃烈初先生
Mr. Fung Oi Ip, Alfonso	馮靄業先生

### 審核委員會

本公司已根據上市規則之規定訂明審核委員會之書面權責範圍，審核委員會現任成員包括：

鄭永勝先生－委員會主席  
 黃烈初先生  
 馮靄業先生

鄭永勝先生及黃烈初先生為獨立非執行董事，而馮靄業先生則為非執行董事。董事會認為各審核委員會成員均具備廣泛商務經驗，而審核委員會已具備所需的商業、會計及財務管理合適專才。審核委員會之組成及成員均已遵守上市規則第3.21條之規定。

審核委員會之主要職責包括審閱向股東呈報之財務及其他資料、檢討內部監控制度、風險管理及審核程序之有效性及客觀性。審核委員會亦為董事會與本公司核數師之重要聯繫，以處理其權責範圍以內之事項，並檢討核數師之獨立性及客觀性。

審核委員會已與管理層審閱本集團所採納之會計政策及慣例，並已討論內部監控及財務申報事宜，包括審閱截至二零一一年十二月三十一日止年度之半年及全年賬目。各審核委員會成員可無限制地與核數師及本集團所有高級職員接洽。

年內，各審核委員會成員之個別出席率載列如下：

Attendance  
出席率

2/2
2/2
2/2

# Corporate Governance Report

## 企業管治報告書

### NOMINATION COMMITTEE

The Company did not have a nomination committee during the year and up to 27th February, 2012. The Nomination Committee was established on 27th February, 2012.

The Company has formulated written terms of reference for the Nomination Committee in accordance with the requirements of the Listing Rules and its current members comprise:

Mr. Lau Siu Ying – *Committee Chairman*  
 Mr. Wang Yu  
 Mr. Chang Wing Seng, Victor  
 Mr. Wong Lit Chor, Alexis  
 Mr. Chen Yi Gang

Mr. Lau Siu Ying and Mr. Wang Yu are Executive Directors and Mr. Chang Wing Seng, Victor, Mr. Wong Lit Chor, Alexis and Mr. Chen Yi Gang are Independent Non-executive Directors. The main responsibility of the Nomination Committee is to ensure a fair and transparent process of Board appointments, and in particular to assist the Board to identify suitably qualified candidates and make recommendations for consideration of the Board and shareholders. While considering suitable candidates of directors, the Nomination Committee would consider professional knowledge, industry experience, personal skills, ethics and integrity as well as the ability to contribute sufficient time to the Board. The Nomination Committee held its first meeting on 30th March, 2012, with all members attended.

### REMUNERATION COMMITTEE

The Company has formulated written terms of reference for the Remuneration Committee in accordance with the requirements of the Listing Rules and its current members comprise:

Mr. Chang Wing Seng, Victor – *Committee Chairman*  
 Mr. Wong Lit Chor, Alexis  
 Mr. Fung Oi Ip, Alfonso

Mr. Chang Wing Seng, Victor and Mr. Wong Lit Chor, Alexis are Independent Non-executive Directors and Mr. Fung Oi Ip, Alfonso is a Non-executive Director. The Remuneration Committee is responsible for ensuring that formal and transparent procedures for developing remuneration packages of directors and senior management. In determining the emolument payable to directors, it takes into consideration factors such as remuneration paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the Group and the desirability of performance based remuneration.

### 提名委員會

本公司於年內及直到二零一二年二月二十七日並無提名委員會。提名委員會成立於二零一二年二月二十七日。

本公司已根據上市規則之規定，制訂提名委員會之書面權責範圍，現任成員包括：

劉小鷹先生 – 委員會主席  
 王愚先生  
 鄭永勝先生  
 黃烈初先生  
 陳亦剛先生

劉小鷹先生及王愚先生為執行董事，而鄭永勝先生、黃烈初先生及陳亦剛先生為獨立非執行董事。提名委員會之主要職責為確保董事會之委任公平且具透明度，特別是協助董事會物色合適的合資格人選及作出推薦，以供董事會及股東考慮。在考慮合適的董事人選時，提名委員會將考慮專業知識、行業經驗、個人技能、道德水平和誠信，以及為董事會付出足夠時間之能力。提名委員會於二零一二年三月三十日舉行其首次會議，全體成員均有出席。

### 薪酬委員會

本公司已根據上市規則之規定，制訂薪酬委員會之書面權責範圍，現任成員包括：

鄭永勝先生 – 委員會主席  
 黃烈初先生  
 馮靄業先生

鄭永勝先生及黃烈初先生為獨立非執行董事，而馮靄業先生則為非執行董事。薪酬委員會負責確保制訂董事與高級管理人員之薪酬組合之程序均為正規及具有透明度。在釐定應付予董事之酬金時，該委員會所考慮的因素包括同類公司所支付之薪酬、董事所投放的時間及職責、本集團其他僱用條件，以及按表現釐定之薪酬是否可取。



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Individual attendance of each Remuneration Committee member during the year is as follows:

Mr. Chang Wing Seng, Victor	鄭永勝先生
Mr. Wong Lit Chor, Alexis	黃烈初先生
Mr. Fung Oi Ip, Alfonso	馮靄業先生

年內，各薪酬委員會成員之個別出席率載列如下：

Attendance  
出席率

1/1  
1/1  
1/1

### AUDITOR'S REMUNERATION

BDO Limited was re-appointed as the Company's external auditors by the shareholders at the Annual General Meeting on 25th May, 2011, until the conclusion of the next Annual General Meeting. They are primarily responsible for providing audit services in connection with the financial statements of the Group for the year ended 31st December, 2011. During the year, the fees charged to the accounts of the Group for BDO Limited's statutory audit services amounted to HK\$819,000 (2010: HK\$780,000).

### INTERNAL CONTROLS

The Board has overall responsibility for the system of internal controls of the Company and for reviewing its effectiveness. The Board is committed to implementing an effective and sound internal controls system to safeguard the interest of shareholders and the Group's assets. The Board has delegated to the management the implementation of the system of internal controls and the review of all relevant financial, operational and compliance controls and risk management function within an established framework. The Board has confirmed with the management that there was no change in the internal control system of the Group.

### 核數師酬金

香港立信德豪會計師事務所有限公司已於二零一一年五月二十五日舉行之股東週年大會上獲股東續聘為本公司外聘核數師，任期至下屆股東週年大會結束為止。香港立信德豪會計師事務所有限公司主要負責就本集團截至二零一一年十二月三十一日止年度之財務報表提供核數服務。年內，就香港立信德豪會計師事務所有限公司之法定核數服務而在本集團賬目中扣除之費用為819,000港元（二零一零年：780,000港元）。

### 內部監控

董事會全面負責本公司之內部監控制度並檢討其效能。董事會致力實行有效及完善之內部監控制度以保障股東利益及本集團資產。董事會已任命管理層實行內部監控制度，並在既定之範圍內檢討各項有關財務、營運及合規之監控及風險管理。董事會已向管理層確認，本集團之內部監控制度概無重大變更。

# Corporate Governance Report

## 企業管治報告書

### INVESTOR RELATIONSHIP AND COMMUNICATION

The Company endeavours to maintain a high level of transparency in the communication with the shareholders and the investors. In order to ensure effective, clear and accurate communications with the investors and analysts, all corporate communications are arranged and handled by the executive Directors and the designated section executives according to established practices and procedures of the Company.

The Company has announced its annual results and interim results in a timely manner during the year under review. The Company's Annual General Meeting provides a platform for shareholders to have a direct dialogue with the Board. Shareholders are encouraged to attend the Annual General Meeting and the Chairman and other members of the Board or their duly appointed delegates are available to answer questions from the shareholders. The Company has also maintained a web site at <http://www.fortunetele.com> which enables shareholders, investors and the general public to have access to the information of the Company. Financial information and all shareholder corporate communications of the Company are made available on the Company's website, which is to be updated regularly.

### CODE OF CONDUCT

The Company is committed to high standard of business ethics and integrity. A code of conduct is enforced on all employees of the Group. The employees at all levels are expected to act in an honest, diligent and responsible manner. No personal gifts or other forms of advantages from any person or organization doing business with the Group can be accepted by any employee. Business partners and customers are reminded from time to time that our policy forbids any employee or agent of the Group from accepting any gift from them.

### 投資者關係及溝通

本公司致力在與股東及投資者溝通方面維持高透明度。為確保有效、清楚及準確地與投資者及分析員溝通，所有公司通訊均由執行董事及指定之高級行政人員根據本公司既定慣例及程序作出安排及處理。

本公司已於回顧年度內適時公佈其全年業績及中期業績。本公司之股東週年大會為股東提供直接與董事會對話之平台。為鼓勵股東出席股東週年大會，主席及董事會其他成員或彼等正式委任之代表均會即場解答股東之提問。本公司亦設有網頁<http://www.fortunetele.com>可讓股東、投資者及普羅大眾讀取本公司資料。本公司之財務資料及所有股東之公司通訊均可在本公司網頁中查閱，並會定期更新。

### 行為守則

本公司致力維持高度廉正之業務操守，並對本集團全體僱員實施行為守則，冀各級僱員以誠懇、勤奮及負責任之態度工作。任何僱員一概不得接受任何與本集團業務有往來之人士或機構之個人禮品或其他形式之利益。業務夥伴及客戶應不時緊記，本公司之政策禁止本集團任何僱員或代理接受彼等之任何禮品。

## Directors' Report

### 董事會報告書

The directors present their annual report and audited consolidated financial statements for the year ended 31st December, 2011.

#### PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its principal subsidiaries and principal associate are set out in notes 40 and 41 to the consolidated financial statements.

#### RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31st December, 2011 are set out in the consolidated statement of comprehensive income on page 40 of the annual report.

No interim dividend was declared during the year. The directors do not recommend the payment of a final dividend.

#### PLANT AND EQUIPMENT

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

#### SHARE CAPITAL

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

#### DISTRIBUTABLE RESERVES OF THE COMPANY

In the opinion of the directors, the Company's reserves available for distribution to shareholders as at 31st December, 2011 and 31st December, 2010 consisted of contributed surplus and accumulated profits were nil.

董事謹提呈截至二零一一年十二月三十一日止年度之年報及經審核綜合財務報表。

#### 主要業務

本公司為投資控股公司，其主要附屬公司及主要聯營公司之主要業務載於綜合財務報表附註40及41。

#### 業績及分派

本集團截至二零一一年十二月三十一日止年度之業績載於本年報第40頁之綜合全面收入報表。

年內概無宣派任何中期股息。董事並不建議派付末期股息。

#### 廠房及設備

本集團年內廠房及設備之變動詳情載於綜合財務報表附註16。

#### 股本

本公司之股本詳情載於綜合財務報表附註30。

#### 本公司之可供分派儲備

董事認為，本公司於二零一一年十二月三十一日及二零一零年十二月三十一日可用以分派予股東之儲備（包括實繳盈餘及累計溢利）為零。

## Directors' Report 董事會報告書

Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus account of the Company is available for distribution. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

- (a) it is, or would after payment be, unable to pay its liabilities as they become due; or
- (b) 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.

### DIRECTORS

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

#### *Executive directors:*

Mr. Lau Siu Ying (*Chairman*)  
Mr. Luo Xi Zhi  
Mr. Wang Yu

#### *Non-executive director:*

Mr. Fung Oi Ip, Alfonso

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

Mr. Chang Wing Seng, Victor  
Mr. Wong Lit Chor, Alexis  
Mr. Chen Yi Gang

In accordance with clause 87 of the Company's by-laws, Messrs. Wang Yu and Chen Yi Gang shall retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

None of the directors being proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

根據百慕達一九八一年公司法(經修訂),本公司之實繳盈餘(如有)可用以分派。然而,在下列情況下,本公司不得以實繳盈餘宣派或派發股息或作出分派:

- (a) 於付款後無法或將無法支付到期之負債;或
- (b) 資產之可變現價值因而少於負債與已發行股本及股份溢價賬之總和。

### 董事

本公司於本年度及直至本報告書刊發日期止之董事如下:

#### *執行董事:*

劉小鷹先生(主席)  
羅習之先生  
王愚先生

#### *非執行董事:*

馮靄業先生

#### *獨立非執行董事:*

鄭永勝先生  
黃烈初先生  
陳亦剛先生

根據本公司之公司細則第87條,王愚先生及陳亦剛先生將於應屆股東週年大會上任滿告退,惟合乎資格並願重選連任。

擬於應屆股東週年大會上重選連任之董事概無與本公司或其任何附屬公司訂立於一年內不可由本集團毋須補償(法定補償除外)而終止之服務合約。

## Directors' Report

### 董事會報告書

The term of office of each of the non-executive directors and independent non-executive directors is the date up to his retirement by rotation in accordance with the Company's by-laws.

#### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES AND UNDERLYING SHARES

At 31st December, 2011, the interests and short positions of the directors, the chief executive and their associates in the shares and underlying shares of the Company and its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance ("SFO")), which were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code"), were as follows:

##### (a) Ordinary shares of HK\$0.10 each of the Company

Name of director	Capacity	Number of issued ordinary shares held	Percentage of the issued share capital of the Company
董事姓名	身份	所持已發行普通股數目	佔本公司已發行股本百分比
Mr. Lau Siu Ying ("Mr. Lau") 劉小鷹先生(「劉先生」)	Held by a discretionary trust (Note 1)	188,300,013	22.92%
	全權信託持有(附註1)		
	Beneficial owner	259,996,285	31.64%
	實益擁有人		
		448,296,298	54.56%

各非執行董事及獨立非執行董事之任期直至根據本公司之公司細則須輪席告退之日止。

#### 董事及行政總裁於股份及相關股份之權益

於二零一一年十二月三十一日，董事、行政總裁及彼等聯繫人於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份及相關股份中擁有須根據證券及期貨條例第XV部第7及第8分部知會本公司及香港聯合交易所有限公司（「聯交所」）的權益及淡倉（包括彼等根據證券及期貨條例有關條文而當作或視作擁有之權益及淡倉）或須記入本公司根據證券及期貨條例第352條存置之登記冊的權益及淡倉；或須根據有關上市公司董事進行證券交易之標準守則（「標準守則」）知會本公司及聯交所的權益及淡倉如下：

##### (a) 本公司每股面值0.10港元之普通股



# Directors' Report

## 董事會報告書

### (b) Share options

Name of director 董事姓名	Capacity 身份	Number of options held 所持購股權數目	Number of underlying shares 相關股份數目
Mr. Lau 劉先生	Beneficial owner 實益擁有人	2,000,000	2,000,000
	Held by spouse (Note 2) 配偶持有 (附註2)	1,000,000	1,000,000
Mr. Luo Xi Zhi 羅習之先生	Beneficial owner 實益擁有人	100,000	100,000
Mr. Wang Yu 王愚先生	Beneficial owner 實益擁有人	300,000	300,000
Mr. Fung Oi Ip, Alfonso 馮靄業先生	Beneficial owner 實益擁有人	150,000	150,000
Mr. Chang Wing Seng, Victor 鄭永勝先生	Beneficial owner 實益擁有人	200,000	200,000
Mr. Wong Lit Chor, Alexis 黃烈初先生	Beneficial owner 實益擁有人	100,000	100,000
Mr. Chen Yi Gang 陳亦剛先生	Beneficial owner 實益擁有人	100,000	100,000
		3,950,000	3,950,000

#### Notes:

- These shares are held by Future 2000 Limited, a company incorporated in the British Virgin Islands which in turn is held by a discretionary trust, the beneficiaries of which include Mr. Lau, his spouse and his children.
- Mr. Lau is deemed to be interested in 1,000,000 options to acquire shares of the Company, being the interests held beneficially by his spouse.

The interest disclosed above represents long positions in the shares and underlying shares of the Company or its associated corporations.

Save as disclosed above, none of the directors, chief executives nor their associates had any interests or short positions in any shares or underlying shares of the Company or any of its associated corporations as defined in the SFO at 31st December, 2011.

### (b) 購股權

Name of director 董事姓名	Capacity 身份	Number of options held 所持購股權數目	Number of underlying shares 相關股份數目
Mr. Lau 劉先生	Beneficial owner 實益擁有人	2,000,000	2,000,000
	Held by spouse (Note 2) 配偶持有 (附註2)	1,000,000	1,000,000
Mr. Luo Xi Zhi 羅習之先生	Beneficial owner 實益擁有人	100,000	100,000
Mr. Wang Yu 王愚先生	Beneficial owner 實益擁有人	300,000	300,000
Mr. Fung Oi Ip, Alfonso 馮靄業先生	Beneficial owner 實益擁有人	150,000	150,000
Mr. Chang Wing Seng, Victor 鄭永勝先生	Beneficial owner 實益擁有人	200,000	200,000
Mr. Wong Lit Chor, Alexis 黃烈初先生	Beneficial owner 實益擁有人	100,000	100,000
Mr. Chen Yi Gang 陳亦剛先生	Beneficial owner 實益擁有人	100,000	100,000
		3,950,000	3,950,000

#### 附註:

- 該等股份由在英屬處女群島註冊成立之公司Future 2000 Limited持有，而該公司由受益人為劉先生、其配偶及其子女的全權信託持有。
- 劉先生視為持有1,000,000份可認購本公司股份之購股權的權益，即其配偶實益持有之權益。

上文所披露權益指本公司或相聯法團之股份及相關股份的好倉。

除上文披露者外，董事、高級行政人員或彼等聯繫人於二零一一年十二月三十一日概無擁有本公司或其任何相聯法團（定義見證券及期貨條例）任何股份或相關股份之權益或淡倉。



# Directors' Report

## 董事會報告書

### SHARE OPTIONS

Particulars of the Company's share option scheme are set out in note 31 to the consolidated financial statements. The following table discloses movements in the Company's share options during the year:

### 購股權

本公司購股權計劃之詳情載於綜合財務報表附註31。下表披露本公司購股權年內之變動：

	Date of grant 授出日期	Exercise price 行使價 HK\$ 港元	Outstanding at beginning of the year 年初尚未行使	Lapsed during the year 年內失效	Outstanding at end of the year 年終尚未行使
<b>Category I – Directors</b> <b>第I類 – 董事</b>					
Mr. Lau 劉先生	7.5.2007	1.29	2,000,000	–	2,000,000
Mr. Luo Xi Zhi 羅習之先生	7.5.2007	1.29	100,000	–	100,000
Mr. Wang Yu 王愚先生	7.5.2007	1.29	300,000	–	300,000
Mr. Fung Oi Ip, Alfonso 馮靄業先生	7.5.2007	1.29	150,000	–	150,000
Mr. Chang Wing Seng, Victor 鄭永勝先生	7.5.2007	1.29	200,000	–	200,000
Mr. Wong Lit Chor, Alexis 黃烈初先生	7.5.2007	1.29	100,000	–	100,000
Mr. Chen Yi Gang 陳亦剛先生	7.5.2007	1.29	100,000	–	100,000
Total for directors 董事總計			2,950,000	–	2,950,000
<b>Category II – Employees</b> <b>第II類 – 僱員</b>					
Employees 僱員	7.5.2007	1.29	1,546,000	(200,000)	1,346,000
<b>Category III – Consultants</b> <b>第III類 – 顧問</b>					
Consultants 顧問	7.5.2007	1.29	3,950,000	–	3,950,000
Total for all categories 所有類別總計			8,446,000	(200,000)	8,246,000

## Directors' Report 董事會報告書

### ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

Other than the share option scheme disclosed above, at no time during the year was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate. None of the directors, their spouses or children under the age of 18 had any rights to subscribe for the securities of the Company or had exercised any such rights during the year.

### DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE AND CONNECTED TRANSACTIONS

No connected transactions nor contracts of significance to which the Company, its holding company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### 購買股份或債券之安排

除上文披露之購股權計劃外，於年內任何時間本公司、其控股公司或任何附屬公司概無參與任何安排，致使本公司董事可藉購入本公司或任何其他法人團體之股份或債券而獲益。董事、彼等之配偶或未滿18歲之子女於年內概無擁有任何可認購本公司證券之權利，亦不曾行使任何該等權利。

### 董事於重大合約及關連交易之權益

本公司董事概無於本公司、其控股公司或任何附屬公司於年終或年內任何時間已訂立之關連交易及重大合約中擁有直接或間接重大權益。

# Directors' Report

## 董事會報告書

### SUBSTANTIAL SHAREHOLDERS

The register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that, as at 31st December, 2011, the following shareholders had notified the Company of relevant interests in the issued share capital of the Company.

#### (a) Ordinary shares of HK\$0.10 each of the Company

Name of substantial shareholder 主要股東姓名	Capacity 身份	Number of issued ordinary shares held 所持已發行普通股數目	Percentage of the issued share capital of the Company 佔本公司已發行股本之百分比
Mr. Lau 劉先生	Held by a discretionary trust (Note 1) 全權信託持有(附註1)	188,300,013	22.92%
	Beneficial owner 實益擁有人	259,996,285	31.64%
		448,296,298	54.56%
Mr. Lee Wai, Timothy 李偉先生	Held by controlled entity (Note 2) 受控制實體持有(附註2)	188,300,013	22.92%
Ms. Lei Yuting 雷雨亭小姐	Beneficial owner 實益擁有人	51,000,000	6.21%

#### (b) Share options

Name of substantial shareholder 主要股東姓名	Capacity 身份	Number of options held 所持購股權數目	Number of underlying shares 相關股份數目
Mr. Lau 劉先生	Beneficial owner 實益擁有人	2,000,000	2,000,000
	Held by spouse (Note 3) 配偶持有(附註3)	1,000,000	1,000,000
Mr. Lee Wai, Timothy 李偉先生	Beneficial owner 實益擁有人	100,000	100,000
		3,100,000	3,100,000

### 主要股東

按照本公司根據證券及期貨條例第336條所設置之主要股東名冊列示，於二零一一年十二月三十一日，本公司獲悉下列股東在本公司已發行股本中擁有相關權益。

#### (a) 本公司每股面值0.10港元之普通股

Name of substantial shareholder 主要股東姓名	Capacity 身份	Number of issued ordinary shares held 所持已發行普通股數目	Percentage of the issued share capital of the Company 佔本公司已發行股本之百分比
Mr. Lau 劉先生	Held by a discretionary trust (Note 1) 全權信託持有(附註1)	188,300,013	22.92%
	Beneficial owner 實益擁有人	259,996,285	31.64%
		448,296,298	54.56%
Mr. Lee Wai, Timothy 李偉先生	Held by controlled entity (Note 2) 受控制實體持有(附註2)	188,300,013	22.92%
Ms. Lei Yuting 雷雨亭小姐	Beneficial owner 實益擁有人	51,000,000	6.21%

#### (b) 購股權

Name of substantial shareholder 主要股東姓名	Capacity 身份	Number of options held 所持購股權數目	Number of underlying shares 相關股份數目
Mr. Lau 劉先生	Beneficial owner 實益擁有人	2,000,000	2,000,000
	Held by spouse (Note 3) 配偶持有(附註3)	1,000,000	1,000,000
Mr. Lee Wai, Timothy 李偉先生	Beneficial owner 實益擁有人	100,000	100,000
		3,100,000	3,100,000

## Directors' Report 董事會報告書

### Notes:

1. These shares are held by Future 2000 Limited, a company incorporated in the British Virgin Islands which in turn is held by a discretionary trust. The beneficiaries of the discretionary trust include Mr. Lau, his spouse and his children.
2. Under the SFO, Mr. Lee Wai, Timothy is deemed to have interests in the shares of the Company as he is entitled to exercise more than one-third of the voting power at general meetings of Future 2000 Limited.
3. Mr. Lau is deemed to be interested in 1,000,000 options to acquire shares of the Company, being the interests held beneficially by his spouse.

### APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the independent non-executive directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"). The Company considers all of the independent non-executive directors are independent.

### PRE-EMPTIVE RIGHTS

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

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

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

### 附註:

1. 該等股份由在英屬處女群島註冊成立之公司Future 2000 Limited持有，而該公司由一全權信託持有。該全權信託之受益人包括劉先生、其配偶及其子女。
2. 根據證券及期貨條例，由於李偉先生有權於Future 2000 Limited之股東大會行使三分之一以上投票權，故視為擁有本公司股份權益。
3. 劉先生視為擁有1,000,000份可認購本公司股份之購股權權益，即其配偶實益持有之權益。

### 委任獨立非執行董事

本公司已收到各獨立非執行董事按照聯交所證券上市規則（「上市規則」）第3.13條就其獨立性而提交之年度確認函。本公司認為，所有獨立非執行董事均屬獨立人士。

### 優先購買權

本公司之公司細則或百慕達法例並無有關本公司須按比例向現有股東發售新股的優先購買權條文。

### 購買、出售或贖回本公司之上市證券

於年內，本公司及其附屬公司概無購買、出售或贖回本公司任何上市證券。

## Directors' Report 董事會報告書

### MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31st December, 2011:

- (1) The aggregate sales attributable to the Group's five largest customers and the largest customer represent approximately 19.1% and 5.0%, respectively, of the Group's total revenue;
- (2) The aggregate purchases attributable to the Group's five largest suppliers and the largest supplier represent approximately 98.8% and 97.7%, respectively, of the Group's total purchase.

At no time during the year did a director, an associate of a director or a shareholder of the Company which to the knowledge of the directors, own more than 5% of the Company's issued share capital, had a beneficial interest in any of the Group's five largest suppliers and customers.

### CORPORATE GOVERNANCE

Save as disclosed in the Corporate Governance Report on pages 19 to 27 of this annual report, the Company has complied throughout the year with the Code on Corporate Governance Practice as set out in Appendix 14 to the Listing Rules which were then in force.

Detailed information on the Company's corporate governance practices is also set out in the Corporate Governance Report.

### EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence.

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

### 主要客戶及供應商

截至二零一一年十二月三十一日止年度：

- (1) 本集團向五大客戶及最大客戶所作出之銷售總額分別約佔本集團收入總額之19.1%及5.0%；
- (2) 本集團向五大供應商及最大供應商所作出之採購總額分別約佔本集團採購總額之98.8%及97.7%。

於年內任何時間，董事、其聯繫人或據董事所知擁有本公司已發行股本5%以上之本公司股東，概無擁有本集團五大供應商及客戶之實益權益。

### 企業管治

除本年報第19至第27頁之企業管治報告書所披露者外，本公司於年內一直遵從當時有效之上市規則附錄14所載之企業管治常規守則。

本公司企業管治守則之詳細資料亦載於企業管治報告書內。

### 酬金政策

本集團之僱員酬金政策由薪酬委員會設立，以僱員之表現、資歷及才幹為基準。

本公司董事之酬金由薪酬委員會根據本公司之經營業績、個人表現及同類市場數據釐定。



## Directors' Report 董事會報告書

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

### SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31st December, 2011.

### EVENTS AFTER THE REPORTING PERIOD

No material significant events occurred after the reporting period.

### AUDITOR

A resolution will be submitted to the annual general meeting of the Company to re-appoint BDO Limited as auditor of the Company.

On behalf of the Board

**Lau Siu Ying**  
CHAIRMAN

Hong Kong, 30th March, 2012

本公司已採納一項購股權計劃作為給予董事及合資格僱員之獎勵，計劃詳情載於綜合財務報表附註31。

### 足夠公眾持股量

本公司於截至二零一一年十二月三十一日止年度內一直維持足夠的公眾持股量。

### 申報期後事項

於申報期後沒有發生重大事項。

### 核數師

本公司將於股東週年大會上提呈續聘香港立信德豪會計師事務所有限公司為本公司核數師之決議案。

代表董事會  
**劉小鷹**  
主席

香港，二零一二年三月三十日

# Independent Auditor's Report

## 獨立核數師報告



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香港  
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### TO THE SHAREHOLDERS OF CHINA FORTUNE HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of China Fortune Holdings Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 40 to 130, which comprise the consolidated and company statements of financial position as at 31st December, 2011, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

### DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of these 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 these consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. This report is made 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.

### 致中國長遠控股有限公司列位股東

(於百慕達註冊成立之有限公司)

本核數師行已完成審核載列於第40頁至第130頁中國長遠控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,包括於二零一一年十二月三十一日之綜合及公司財務狀況表、截至該日止年度之綜合全面收入表、綜合權益變動表及綜合現金流量表,以及主要會計政策概要及其他說明資料。

### 董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》的披露要求編製及真實公允地列報該等綜合財務報表,及落實其認為編製該等綜合財務報表所必要的內部監控,以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

### 核數師的責任

本行的責任是根據本行的審核對該等綜合財務報表發表意見,並按照百慕達《公司法》第90條僅向全體股東報告。除此以外,本行的報告書別無其他目的。本行概不就本報告的內容,對任何其他人士負上或承擔責任。

## Independent Auditor's Report 獨立核數師報告

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, 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 31st December, 2011 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

#### **BDO Limited**

*Certified Public Accountants*

#### **Ng Wai Man**

Practising Certificate Number: P05309

30th March, 2012

本行乃根據香港會計師公會頒佈的香港審計準則進行審核工作。該等準則要求本行遵守道德規範，規劃及執行審核，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。

審核工作包括執程序以獲取有關綜合財務報表所載數額及披露資料的審核憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險。評估該等風險時，核數師考慮與該公司編製及真實公允地列報綜合財務報表相關的內部監控，以設計適當的審核程序，但並非對該公司內部監控的效能發表意見。審核亦包括評價董事所採用的會計政策是否合適及所作出的會計估計是否合理，以及評價綜合財務報表的整體列報方式。

本行相信，本行所獲得的審核憑證充足及適當地為本行的審核意見提供基礎。

### 意見

本行認為，該等綜合財務報表根據香港財務報告準則真實公允反映 貴公司及 貴集團於二零一一年十二月三十一日的財務狀況及截至該日止年度 貴集團的溢利及現金流量，並按照香港《公司條例》的披露要求妥善編製。

#### **香港立信德豪會計師事務所有限公司**

*執業會計師*

#### **伍惠民**

執業證書號碼：P05309

二零一二年三月三十日

# Consolidated Statement of Comprehensive Income

## 綜合全面收入表

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

		Notes	2011	2010
		附註	HK\$'000	HK\$'000
			千港元	千港元
Revenue	收益	7	1,765,862	2,544,120
Cost of sales	銷售成本		(1,704,539)	(2,479,356)
Gross profit	毛利		61,323	64,764
Other income	其他收入		7,069	4,668
Other gains and losses	其他收益及虧損	8	(4,016)	9,280
Selling and distribution costs	銷售及分銷成本		(14,885)	(22,450)
Administrative expenses	行政費用		(31,823)	(27,308)
Finance costs	融資成本	9	(6,535)	(11,658)
Gain on disposal of a subsidiary	出售一家附屬公司之收益	33	2	–
Share of result of an associate	分佔一家聯營公司之業績	19	5	444
Profit before income tax	除所得稅前溢利		11,140	17,740
Income tax credit/(expense)	所得稅抵免/(支出)	10	15	(2,104)
Profit for the year	年度溢利	11	11,155	15,636
Other comprehensive income	其他全面收入			
Exchange differences arising on translation of foreign operations	因海外業務換算而產生之匯兌差異		22,022	20,931
Translation reserve released upon deregistration of a subsidiary	撤銷註冊一家附屬公司時解除之換算儲備		–	(3,941)
			22,022	16,990
Total comprehensive income for the year	年度全面總收入		33,177	32,626
Profit for the year attributable to:	應佔年度溢利：			
Owners of the Company	本公司擁有人		15,922	14,875
Non-controlling interests	非控制性權益		(4,767)	761
			11,155	15,636
Total comprehensive income attributable to:	應佔全面總收入：			
Owners of the Company	本公司擁有人		31,169	24,989
Non-controlling interests	非控制性權益		2,008	7,637
			33,177	32,626
<b>EARNINGS PER SHARE</b>	<b>每股盈利</b>			
basic and diluted	基本及攤薄	15	1.94cents仙	1.82cents仙

# Consolidated Statement of Financial Position

## 綜合財務狀況表

At 31st December, 2011 於二零一一年十二月三十一日

		Notes 附註	2011 HK\$'000 千港元	2010 HK\$'000 千港元
<b>Non-Current Assets</b>	<b>非流動資產</b>			
Plant and equipment	廠房及設備	16	9,861	8,680
Mining right	採礦權	17	452,060	433,683
Goodwill	商譽	18	–	2,910
Investment in an associate	一家聯營公司之投資	19	3,800	4,463
Available-for-sale investment	可供出售投資	21	69	69
Club memberships	會所會籍	22	1,263	1,376
			<b>467,053</b>	<b>451,181</b>
<b>Current Assets</b>	<b>流動資產</b>			
Inventories	存貨	23	132,365	187,155
Trade and other receivables	應收貿易賬款及 其他應收賬款	24	59,894	173,150
Bills receivable	應收票據		1,476	7,056
Amounts due from related parties	應收關連人士之款項	25	3,590	3,172
Cash and cash equivalents	現金及現金等價物	26	78,370	45,667
			<b>275,695</b>	<b>416,200</b>
<b>Current Liabilities</b>	<b>流動負債</b>			
Trade and other payables	應付貿易賬款及 其他應付賬款	27	105,876	203,873
Amounts due to related parties	應付關連人士之款項	25	25,369	8,770
Taxation payables	應付稅項		6,462	6,782
Bank and other borrowings	銀行及其他借貸	28	15,250	50,030
Promissory notes	承兌票據	29	–	45,796
			<b>152,957</b>	<b>315,251</b>
<b>Net Current Assets</b>	<b>流動資產淨值</b>		<b>122,738</b>	<b>100,949</b>
<b>Total Assets less Current Liabilities</b>	<b>總資產減流動負債</b>		<b>589,791</b>	<b>552,130</b>



# Consolidated Statement of Financial Position

## 綜合財務狀況表

At 31st December, 2011 於二零一一年十二月三十一日

		Notes 附註	2011 HK\$'000 千港元	2010 HK\$'000 千港元
<b>Capital and Reserves</b>	<b>資本及儲備</b>			
Share capital	股本	30	82,166	82,166
Reserves	儲備		232,614	201,445
<b>Equity attributable to owners of the Company</b>	<b>本公司擁有人應佔權益</b>		<b>314,780</b>	283,611
<b>Non-controlling interests</b>	<b>非控制性權益</b>		<b>164,703</b>	162,695
			<b>479,483</b>	446,306
<b>Non-current Liabilities</b>	<b>非流動負債</b>			
Deferred tax liabilities	遞延稅項負債	32	110,308	105,824
			<b>589,791</b>	552,130

On behalf of the Board

代表董事會

**Lau Siu Ying**  
劉小鷹  
CHAIRMAN  
主席

**Luo Xi Zhi**  
羅習之  
DIRECTOR  
董事

# Statement of Financial Position

## 財務狀況表

At 31st December, 2011 於二零一一年十二月三十一日

		Notes 附註	2011 HK\$'000 千港元	2010 HK\$'000 千港元
<b>Non-Current Assets</b>	<b>非流動資產</b>			
Investments in subsidiaries	附屬公司之投資	20	52,721	50,577
<b>Current Assets</b>	<b>流動資產</b>			
Other receivables	其他應收賬款		277	273
Amounts due from subsidiaries	應收附屬公司款項	20	–	–
Cash and cash equivalents	現金及現金等價物		5	5
			282	278
<b>Current Liabilities</b>	<b>流動負債</b>			
Other payables	其他應付賬款		1,199	1,148
Amounts due to subsidiaries	應付附屬公司款項	20	30,225	6,520
Amount due to a related party	應付一名關連人士之款項	25	22,977	8,037
Promissory notes	承兌票據	29	–	45,796
			54,401	61,501
<b>Net Current Liabilities</b>	<b>流動負債淨額</b>		<b>(54,119)</b>	<b>(61,223)</b>
<b>Total Assets less Current Liabilities</b>	<b>總資產減流動負債</b>		<b>(1,398)</b>	<b>(10,646)</b>
<b>Capital and Reserves</b>	<b>資本及儲備</b>			
Share capital	股本	30	82,166	82,166
Reserves	儲備	39	(83,564)	(92,812)
			<b>(1,398)</b>	<b>(10,646)</b>

On behalf of the Board

代表董事會

Lau Siu Ying  
劉小鷹  
CHAIRMAN  
主席

Luo Xi Zhi  
羅習之  
DIRECTOR  
董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔							Non-controlling interests 非控制性權益		Total equity 權益總額
		Share capital 股本	Share premium 股份溢價	Special reserve 特別儲備	Translation reserve 換算儲備	Statutory funds 法定基金	Share option reserve 購股權儲備	Accumulated losses 累積虧損	Total 總額		Total equity 權益總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元 (Note i) (附註i)	HK\$'000 千港元	HK\$'000 千港元 (Note ii) (附註ii)	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
At 1st January, 2010	於二零一零年一月一日	67,881	306,879	2,481	49,047	30,132	4,483	(302,649)	158,254	155,058	313,312
Profit for the year	年度溢利	-	-	-	-	-	-	14,875	14,875	761	15,636
Exchange differences arising on translation of foreign operations	因海外業務換算而產生之匯兌差異	-	-	-	14,055	-	-	-	14,055	6,876	20,931
Translation reserve released upon deregistration of a subsidiary	撤銷註冊一家附屬公司時解除之換算儲備	-	-	-	(3,941)	-	-	-	(3,941)	-	(3,941)
<b>Total comprehensive income for the year</b>	<b>年度全面總收入</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>10,114</b>	<b>-</b>	<b>-</b>	<b>14,875</b>	<b>24,989</b>	<b>7,637</b>	<b>32,626</b>
Transfer of reserve upon forfeiture of share options	於購股權失效時轉撥儲備	-	-	-	-	-	(55)	55	-	-	-
Issue of shares upon conversion of convertible loan notes	於變換可換股貸款票據時而發行股份	14,285	86,083	-	-	-	-	-	100,368	-	100,368
At 31st December, 2010	於二零一零年十二月三十一日	82,166	392,962	2,481	59,161	30,132	4,428	(287,719)	283,611	162,695	446,306
Profit for the year	年度溢利	-	-	-	-	-	-	15,922	15,922	(4,767)	11,155
Exchange differences arising on translation of foreign operations	因海外業務換算而產生之匯兌差異	-	-	-	15,247	-	-	-	15,247	6,775	22,022
<b>Total comprehensive income for the year</b>	<b>年度全面總收入</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>15,247</b>	<b>-</b>	<b>-</b>	<b>15,922</b>	<b>31,169</b>	<b>2,008</b>	<b>33,177</b>
Transfer of reserve upon forfeiture of share options	於購股權失效時轉撥儲備	-	-	-	-	-	(105)	105	-	-	-
At 31st December, 2011	於二零一一年十二月三十一日	<b>82,166</b>	<b>392,962</b>	<b>2,481</b>	<b>74,408</b>	<b>30,132</b>	<b>4,323</b>	<b>(271,692)</b>	<b>314,780</b>	<b>164,703</b>	<b>479,483</b>

**Notes:**

- (i) The special reserve represents the difference between the nominal value of the shares of the subsidiaries acquired and the nominal value of the Company's shares issued for their acquisition at the time of the group reorganisation in 1999.
- (ii) The statutory funds are reserves required by the relevant laws applicable to the Group's subsidiaries established in the People's Republic of China (the "PRC") and can be utilised to offset the prior years' losses of the PRC subsidiaries.

**附註:**

- (i) 特別儲備指所收購附屬公司之股份面值與本公司於一九九九年進行集團重組時就收購所發行之股份面值間之差額。
- (ii) 法定基金指適用於本集團在中華人民共和國(「中國」)成立之附屬公司之有關法例所規定之儲備，並可用於抵銷該等中國附屬公司過往年度之虧損。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

	Notes 附註	2011 HK\$'000 千港元	2010 HK\$'000 千港元
<b>OPERATING ACTIVITIES</b>	<b>經營活動</b>		
Profit before income tax	除所得稅前溢利	11,140	17,740
Adjustments for:	調整：		
Gain on disposal of a subsidiary	出售一家附屬公司之收益	(2)	-
Interest expenses	利息開支	6,535	11,658
Interest income	利息收入	(1,385)	(317)
Reversal of impairment loss recognised in respect of trade and other receivables	就應收貿易賬款及其他應收賬款確認之減值虧損撥回	(641)	(397)
Allowance for trade and other receivables	就應收貿易賬款及其他應收賬款之撥備	-	2,852
Impairment loss recognised in respect of goodwill	就商譽確認之減值虧損	2,910	-
Impairment loss recognised in respect of investment in an associate	就一家聯營公司投資確認之減值虧損	-	900
Adjustment to estimated compensation by the vendors	估計賣方賠償金額之調整	-	(109)
Share of result of an associate	分佔一家聯營公司之業績	(5)	(444)
Write down of inventories	存貨撇減	5,944	9,486
Reversal of write down of inventories	存貨撇減撥回	(6,162)	(2,871)
Depreciation of plant and equipment	廠房及設備之折舊	1,896	1,831
Write back of amount due to a non-controlling shareholder of a subsidiary	撥回應付一家附屬公司一名非控制性股東之金額	-	(7,862)
Loss on disposal/write-off of plant and equipment	出售／撇銷廠房及設備之虧損	950	2
Amortisation of mining right	採礦權攤銷	-	533
Impairment loss/(reversal of impairment loss) recognised in respect of club memberships	就會所會籍確認之減值虧損／(減值虧損撥回)	122	(11)

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

		Notes 附註	2011 HK\$'000 千港元	2010 HK\$'000 千港元
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量		21,302	32,991
Decrease/(increase) in inventories	存貨減少／(增加)		55,008	(20,757)
Decrease/(increase) in trade and other receivables	應收貿易賬款及其他應收賬款減少／(增加)		97,951	(85,464)
Decrease/(increase) in bills receivable	應收票據減少／(增加)		5,580	(7,056)
Increase in amounts due from related parties	應收關連人士款項增加		(418)	–
(Decrease)/increase in trade and other payables	應付貿易賬款及其他應付賬款(減少)／增加		(99,250)	106,517
Cash generated from operations	經營業務所得現金		80,173	26,231
PRC Enterprise Income Tax (paid)/refunded	(已繳)／退回中國企業所得稅		(305)	2,076
<b>NET CASH GENERATED FROM OPERATING ACTIVITIES</b>	<b>經營活動所得現金淨額</b>		<b>79,868</b>	<b>28,307</b>
<b>INVESTING ACTIVITIES</b>	<b>投資活動</b>			
Decrease in other assets	其他資產減少		–	1,542
Proceeds from disposal of plant and equipment	出售廠房及設備之所得款項		112	–
Disposal of a subsidiary, net of cash disposed	出售一家附屬公司，已減所出售之現金	33	(505)	–
Interest received	已收利息		700	317
Repayment from non-controlling shareholders of subsidiaries	附屬公司非控制性股東之還款		–	4,571
Purchase of plant and equipment	購買廠房及設備		(3,846)	(3,568)
<b>NET CASH (USED IN)/GENERATED FROM INVESTING ACTIVITIES</b>	<b>投資活動(所用)／所得現金淨額</b>		<b>(3,539)</b>	<b>2,862</b>



# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

	Notes 附註	2011 HK\$'000 千港元	2010 HK\$'000 千港元
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>		
Bank and other borrowings raised	已籌集之銀行及其他借貸	24,600	182,900
Repayment to a director	一名董事之還款	(15,429)	(18,922)
Repayment of bank and other borrowings	償還銀行及其他借貸	(59,380)	(147,500)
Interest paid	已付利息	(1,380)	(4,264)
<b>NET CASH (USED IN)/GENERATED FROM FINANCING ACTIVITIES</b>	<b>融資活動(所用)/所得現金淨額</b>	<b>(51,589)</b>	<b>12,214</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物增加淨額</b>	<b>24,740</b>	<b>43,383</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>	<b>年初之現金及現金等價物</b>	<b>45,667</b>	<b>7,264</b>
Effect of foreign exchange rate changes	匯率變動之影響	7,963	(4,980)
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>年終之現金及現金等價物</b>	<b>78,370</b>	<b>45,667</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 1. GENERAL

The Company is an exempted company with limited liability incorporated in Bermuda under the Companies Act 1981 of Bermuda (as amended). The shares of the Company are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Its parent and ultimate holding company is Future 2000 Limited, a company incorporated in the British Virgin Islands. The addresses of the registered office and principal place of business of the Company are disclosed in the "Corporate Information" section to the annual report.

The functional currency of the Company is Renminbi ("RMB"). The consolidated financial statements are presented in Hong Kong dollars ("HK\$") for the convenience of the shareholders, as the Company is listed in Hong Kong.

The Company is an investment holding company. The principal activities of the Company and its subsidiaries (the "Group") are distribution and trading of mobile phones and related accessories, development of marketing and after-sales service network and mining and processing of celestite, zinc and lead minerals. The activities of its principal subsidiaries and principal associate are set out in Notes 40 and 41, respectively.

### 1. 一般事項

本公司為根據百慕達一九八一年公司法（經修訂）在百慕達註冊成立之受豁免有限公司，其股份在香港聯合交易所有限公司（「聯交所」）上市。本公司之母公司及最終控股公司為於英屬處女群島註冊成立的公司Future 2000 Limited。本公司註冊辦事處及主要營業地點之地址在年報「公司資料」一節內披露。

本公司之功能貨幣為人民幣（「人民幣」）。由於本公司於香港上市，為方便股東，故綜合財務報表以港元（「港元」）呈列。

本公司為投資控股公司。本公司及其附屬公司（「本集團」）之主要業務為分銷及買賣移動電話及相關配件、發展市場推廣及售後服務網絡，以及天青石、鋅及鉛礦石的開採及加工業務。主要附屬公司及主要聯營公司之業務分別載於附註40及41。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

#### (a) Adoption of new/revised HKFRSs – effective on 1st January, 2011

HKFRSs (Amendments)	Improvements to HKFRSs 2010
Amendments to HKAS 32	Classification of Rights Issues
Amendments to HK(IFRIC) – Interpretation 14	Prepayments of a Minimum Funding Requirement
HK(IFRIC) – Interpretation 19	Extinguishing Financial Liabilities with Equity Instruments
HKAS 24 (Revised)	Related Party Disclosures

Except as explained below, the adoption of these new/revised HKFRSs has no significant impact on the Group’s financial statements.

#### HKFRS 3 (Amendments) – Business Combinations

As part of the Improvements to HKFRSs issued in 2010, HKFRS 3 has been amended to clarify that the option to measure non-controlling interests (“NCI”) at either fair value or the NCI’s proportionate share in the recognised amounts of the acquiree’s identifiable net assets is limited to instruments that are present ownership interests and entitle their holders to a proportionate share of the acquiree’s net assets in the event of liquidation. Other components of NCI are measured at their acquisition date fair value unless another measurement basis is required by HKFRSs. The Group has amended its accounting policies for measuring NCI but the adoption of the amendment has had no impact on the Group’s financial statements as there is no business acquisition during the year.

### 2. 採用香港財務報告準則（「香港財務報告準則」）

#### (a) 採用新訂／經修訂香港財務報告準則－於二零一一年一月一日生效

香港財務報告準則（修訂本）	二零一零年香港財務報告準則之改進
香港會計準則第32號之修訂本	供股之分類
香港（國際財務報告詮釋委員會）－詮釋第14號之修訂本	預付最低資金要求
香港（國際財務報告詮釋委員會）－詮釋第19號	以股本工具撇減財務負債
香港會計準則第24號（經修訂）	關連人士之披露

除下文所闡釋者外，採納此等新訂／經修訂香港財務報告準則對本集團之財務報表並無重大影響。

#### 香港財務報告準則第3號（修訂本）－業務合併

作為於二零一零年所頒佈香港財務報告準則之改進之一部分，香港財務報告準則第3號已予修訂，以澄清按公平值或非控制性權益（「非控制性權益」）在被收購方可識別資產淨值之已確認金額所佔之比例份額來計量非控制性權益之選擇權，僅限於屬於目前擁有權權益並賦予持有人在清盤時於被收購方資產淨值中享有比例份額之工具。非控制性權益之其他組成部分乃按其收購日期之公平值計量，除非香港財務報告準則規定按另一項計量基準，則作別論。本集團已修訂其就計量非控制性權益所採用之會計政策，惟採用此項修訂對本集團之財務報表並無影響，因本年度並無業務收購。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### (a) Adoption of new/revised HKFRSs – effective on 1st January, 2011 (Continued)

#### HKAS 24 (Revised) – Related Party Disclosures

HKAS 24 (Revised) amends the definition of related party and clarifies its meaning. This may result in changes to those parties who are identified as being related parties of the reporting entity. The Group has reassessed the identification of its related parties in accordance with the revised definition and no material impact has been noted for comparative period’s disclosure. The adoption of HKAS 24 (Revised) has no impact on the Group’s reported profit or loss, total comprehensive income or equity for comparative period presented.

HKAS 24 (Revised) also introduces simplified disclosure requirements applicable to related party transactions where the Group and the counterparty are under the common control, joint control or significant influence of a government, government agency or similar body. These new disclosures are not relevant to the Group because the Group is not a government related entity.

### 2. 採用香港財務報告準則（「香港財務報告準則」）（續）

#### (a) 採用新訂／經修訂香港財務報告準則—於二零一一年一月一日生效（續）

#### 香港會計準則第24號（經修訂）— 關連人士之披露

香港會計準則第24號（經修訂）對關連人士之釋義作出修訂並釐清其涵義。有關修訂可能會造成被辨識為報告實體之關連人士之該等人士變動。本集團已根據經修訂釋義對其關連人士之識別重新評估，惟對比較期間之披露並無重大影響。採用香港會計準則第24號（經修訂）對本集團於呈列比較期間所申報之損益、全面收入或權益總額並無影響。

香港會計準則第24號（經修訂）亦引進適用於關連人士交易之簡化披露規定，當中本集團與對手方受政府、政府代理機構或類似法團之共同控制、聯手控制或重大影響。由於本集團並非政府關連實體，故該等新披露與本集團並不相關。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### (b) New/revised HKFRSs that have been issued but are not yet effective

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

Amendments to HKFRS 7	Disclosures – Transfers of Financial Assets <sup>1</sup>
Amendments to HKFRS 7	Disclosures – Offsetting Financial Assets and Financial Liabilities <sup>3</sup>
Amendments to HKAS 1 (Revised)	Presentation of Items of Other Comprehensive Income <sup>2</sup>
Amendments to HKAS 32	Presentation – Offsetting Financial Assets and Financial Liabilities <sup>4</sup>
HKFRS 9	Financial Instruments <sup>5</sup>
HKFRS 10	Consolidated Financial Statements <sup>3</sup>
HKFRS 12	Disclosure of Interests in Other Entities <sup>3</sup>
HKFRS 13	Fair Value Measurement <sup>3</sup>
HKAS 27 (2011)	Separate Financial Statements <sup>3</sup>
HKAS 28 (2011)	Investments in Associates and Joint Ventures <sup>3</sup>

- <sup>1</sup> Effective for annual periods beginning on or after 1st July, 2011
- <sup>2</sup> Effective for annual periods beginning on or after 1st July, 2012
- <sup>3</sup> Effective for annual periods beginning on or after 1st January, 2013
- <sup>4</sup> Effective for annual periods beginning on or after 1st January, 2014
- <sup>5</sup> Effective for annual periods beginning on or after 1st January, 2015

### 2. 採用香港財務報告準則（「香港財務報告準則」）（續）

#### (b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則

本集團並無提早採用下列已頒佈但尚未生效並可能與本集團財務報表相關之新訂／經修訂香港財務報告準則。

香港財務報告準則第7號之修訂本	披露－財務資產之轉撥 <sup>1</sup>
香港財務報告準則第7號之修訂本	披露－抵銷財務資產及財務負債 <sup>3</sup>
香港會計準則第1號之修訂本（經修訂）	呈列其他全面收入項目 <sup>2</sup>
香港會計準則第32號之修訂本	呈列－抵銷財務資產及財務負債 <sup>4</sup>
香港財務報告準則第9號	財務工具 <sup>5</sup>
香港財務報告準則第10號	綜合財務報表 <sup>3</sup>
香港財務報告準則第12號	披露於其他實體之權益 <sup>3</sup>
香港財務報告準則第13號	公平值計量 <sup>3</sup>
香港會計準則第27號（二零一一年）	獨立財務報表 <sup>3</sup>
香港會計準則第28號（二零一一年）	於聯營公司及合資企業之投資 <sup>3</sup>

- <sup>1</sup> 於二零一一年七月一日或其後開始之年度期間生效
- <sup>2</sup> 於二零一二年七月一日或其後開始之年度期間生效
- <sup>3</sup> 於二零一三年一月一日或其後開始之年度期間生效
- <sup>4</sup> 於二零一四年一月一日或其後開始之年度期間生效
- <sup>5</sup> 於二零一五年一月一日或其後開始之年度期間生效



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### (b) *New/revised HKFRSs that have been issued but are not yet effective (Continued)*

##### **Amendments to HKFRS 7 – Disclosures – Transfers of Financial Assets**

The amendments to HKFRS 7 improve the disclosure requirements for transfer transactions of financial assets and allow users of financial statements to better understand the possible effects of any risks that may remain with the entity on transferred assets. The amendments also require additional disclosures if a disproportionate amount of transfer transactions are undertaken around the end of a reporting period.

##### **Amendments to HKAS 1 (Revised) – Presentation of Items of Other Comprehensive Income**

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

### 2. 採用香港財務報告準則（「香港財務報告準則」）（續）

#### (b) *已頒佈但尚未生效之新訂／經修訂香港財務報告準則（續）*

##### **香港財務報告準則第7號之修訂本－披露－財務資產之轉撥**

香港財務報告準則第7號之修訂本改進財務資產轉讓交易之披露規定，使財務報表使用者更能了解實體於所轉讓資產之任何風險之可能影響。該等修訂亦規定在呈報期末前後進行之轉讓交易所涉數額比例不均時須作出額外披露。

##### **香港會計準則第1號之修訂本（經修訂）－呈列其他全面收入項目**

香港會計準則第1號之修訂本（經修訂）規定本集團將呈列於其他全面收入之項目，分為該等可能於日後重新分類至損益之項目（例如可供出售財務資產之重估）及該等未必會重新分類至損益之項目（例如物業、廠房及設備之重估）。其他全面收入項目所繳納之稅項會按相同基準進行分配及披露。有關修訂將追溯應用。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### (b) *New/revised HKFRSs that have been issued but are not yet effective (Continued)*

##### HKFRS 9 – Financial Instruments

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

### 2. 採用香港財務報告準則（「香港財務報告準則」）（續）

#### (b) *已頒佈但尚未生效之新訂／經修訂香港財務報告準則（續）*

##### 香港財務報告準則第9號－財務工具

根據香港財務報告準則第9號，財務資產分類為按公平值或按攤銷成本計量之財務資產，視乎實體管理財務資產之業務模式及財務資產之合約現金流量特點而定。公平值之收益或虧損將於損益中確認，惟對於若干非買賣股本投資，實體可選擇於其他全面收入中確認收益及虧損。香港財務報告準則第9號貫徹香港會計準則第39號有關財務負債之確認、分類及計量規定，惟就指定為按公平值計入損益之財務負債而言，因該負債之信貸風險變動而引致之公平值變動金額乃於其他全面收入中確認，除非此舉將產生或擴大會計錯配。此外，香港財務報告準則第9號保留香港會計準則第39號有關終止確認財務資產及財務負債之規定。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### (b) *New/revised HKFRSs that have been issued but are not yet effective (Continued)*

##### HKFRS 10 – Consolidated Financial Statements

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

### 2. 採用香港財務報告準則（「香港財務報告準則」）（續）

#### (b) *已頒佈但尚未生效之新訂／經修訂香港財務報告準則（續）*

##### 香港財務報告準則第10號－綜合財務報表

香港財務報告準則第10號就綜合計算所有被投資實體引入單一之控股權模式。投資者有權控制被投資方（不論實際上是否有行使該權力）、對來自被投資方之浮動回報享有之承擔或權利以及能運用對被投資方之權力以影響該等回報時，投資者即擁有控制權。香港財務報告準則第10號載有評估控制權之詳細指引。例如，該準則引入「實際」控制權之概念，即倘相對其他個人股東之表決權益之數量及分散情況，投資者之表決權益數量足夠佔優，使其獲得對被投資方之權力，即使持有被投資方表決權少於50%之投資者仍可控制被投資方。潛在表決權僅在實質存在（即持有人有實際能力可行使該等表決權）時於分析控制權時獲考慮。該準則明確要求評估具有決策權之投資者是以委託人或代理人身份行事，以及具有決策權之其他各方是否以投資者之代理人身份行事。代理人獲委聘以代表另一方及為另一方之利益行事，故在其行使其決策權時並不控制被投資方。實施香港財務報告準則第10號可能導致該等被視為受本集團控制並因此在財務報表中綜合入賬之實體出現變動。現有香港會計準則第27號有關其他綜合計算相關事項之會計規定貫徹不變。香港財務報告準則第10號已追溯應用，惟須受限於若干過渡性條文。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### (b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

##### HKFRS 12 – Disclosure of Interests in Other Entities

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

##### HKFRS 13 – Fair Value Measurement

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

### 2. 採用香港財務報告準則（「香港財務報告準則」）（續）

#### (b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則（續）

##### 香港財務報告準則第12號 – 披露於其他實體之權益

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

##### 香港財務報告準則第13號 – 公平值計量

香港財務報告準則第13號提供有關如何在其他準則要求或准許時計量公平值之單一指引來源。該準則適用於按公平值計量之財務項目及非財務項目，並引入公平值計量等級。此計量等級中三個層級之定義一般與香港財務報告準則第7號「財務工具：披露」一致。香港財務報告準則第13號將公平值界定為在市場參與者於計量日期進行之有序交易中就出售資產所收取或就轉讓負債所支付之價格（即平倉價）。該準則撤銷以買入價及賣出價釐定於交投活躍市場掛牌之財務資產及負債之規定，轉而採用買賣差價中在該等情況下最能代表公平值之價格。該準則亦載有詳細之披露規定，讓財務報表使用者可評估計量公平值所採用之方法及輸入數據以及公平值計量對財務報表之影響。香港財務報告準則第13號可提早採用，現已按未來適用基準應用。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### (b) *New/revised HKFRSs that have been issued but are not yet effective (Continued)*

##### HKFRS 13 – Fair Value Measurement (Continued)

The Group is in the process of making an assessment of the potential impact of these new/revised HKFRSs and the directors so far concluded that the application of these new/revised HKFRSs will have no material impact on the Group’s financial statements.

### 3. SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared on the historical cost basis except that certain financial instruments are measured at fair values, as explained in the accounting policies set out below.

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants. In addition, these financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

#### *Business combination and basis of consolidation*

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

### 2. 採用香港財務報告準則（「香港財務報告準則」）（續）

#### (b) *已頒佈但尚未生效之新訂／經修訂香港財務報告準則（續）*

##### 香港財務報告準則第13號 – 公平值計量（續）

本集團正評估該等新訂／經修訂香港財務報告準則之潛在影響，董事目前為止之結論為，應用該等新訂／經修訂香港財務報告準則將不會對本集團之財務報表產生任何重大影響。

### 3. 主要會計政策

該等財務報表根據歷史成本基準編製，惟如以下會計政策所闡釋，若干財務工具按公平值計量。

該等財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。此外，該等財務報表載有聯交所證券上市規則及香港《公司條例》規定之適用披露事項。

#### *業務合併及綜合基準*

綜合財務報表包括本公司及其附屬公司之財務報表。集團內部公司間之交易及結餘及未變現溢利於編製綜合財務報表時悉數抵銷。除非交易提供所轉讓資產之減值證明，否則未變現虧損亦予抵銷，在此情況下，虧損於損益確認。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### *Business combination and basis of consolidation (Continued)*

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

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

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

### 3. 主要會計政策 (續)

#### *業務合併及綜合基準 (續)*

年內收購或出售之附屬公司之業績由收購生效日期起或至出售生效日期止(視適用情況而定)列入綜合全面收入表內。於有需要之情況下,附屬公司之財務報表會作出調整,使有關會計政策與本集團其他成員公司所採用者一致。

收購附屬公司或業務採用收購法入賬。收購成本按本集團(作為收購方)所轉讓資產、所產生負債以及所發行股本權益於收購日之公平值總額計量。收購之可識別資產及承擔之負債主要按於收購日之公平值計量。本集團以往持有被收購方之股本權益按收購日之公平值重新計量,並將因此而產生之溢利或虧損於損益確認。本集團可選擇因應每項交易,按公平值或應佔之被收購方可識別資產淨值比例來計量非控制性權益(即現時於附屬公司之擁有權權益)。除非香港財務報告準則規定按另一計量基準計量外,否則所有其他非控制性權益按公平值計量。收購所產生之相關成本列作支出,除非有關成本因發行股本工具而產生,在此情況下,成本於權益中扣除。

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

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### *Business combination and basis of consolidation (Continued)*

Contingent consideration balances arising from business combinations whose acquisition dates preceded 1st January, 2010 (i.e. the date the Group first applied HKFRS 3 (2008)) have been accounted for in accordance with the transition requirements in the standard. Such balances are not adjusted upon first application of the standard. Subsequent revisions to estimates of such consideration are treated as adjustments to the cost of these business combinations and are recognised as part of goodwill.

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

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

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

### 3. 主要會計政策 (續)

#### *業務合併及綜合基準 (續)*

收購日期為二零一零年一月一日 (即本集團首次應用香港財務報告準則第3號 (二零零八年) 之日) 前之業務合併所產生之或然代價結餘已根據該準則之過渡規定入賬。有關結餘於首次應用該準則時並未作調整。其後對有關代價估計之修訂視作對該等業務合併成本之調整, 並被確認為商譽之一部分。

本集團於附屬公司權益之變動如不導致喪失控制權, 會入賬列為權益交易。本集團權益及非控制性權益之賬面值會作調整, 以反映各自之附屬公司權益之變動。非控制性權益之調整金額與所付或所收代價公平值間之任何差額, 直接於權益確認, 並計入本公司擁有人。

如本集團喪失附屬公司控制權, 出售溢利或虧損為以下兩者之差額: (i) 已收代價公平值與任何保留權益公平值之總額; 及(ii) 資產 (包括商譽) 過往賬面值與附屬公司及任何非控制性權益負債之總額。至於以往於其他全面收入確認而與附屬公司有關之金額, 入賬方式與在相關資產或負債已經出售之情況下所用者相同。

收購後, 非控制性權益 (即目前於附屬公司之擁有權權益) 之賬面值為初步確認之金額, 另加該非控制性權益其後之應佔權益變動。即使全面收入總額計入有關非控制性權益造成負結餘, 全面收入總額仍然計入非控制性權益。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Subsidiaries

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

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

#### Goodwill

Goodwill is initially recognised at cost being the excess of the aggregate of consideration transferred and the amount recognised for non-controlling interests over the fair value of identifiable assets, liabilities and contingent liabilities acquired.

Where the fair value of identifiable assets, liabilities and contingent liabilities exceed the fair value of consideration paid, the excess is recognised in profit or loss on the acquisition date, after re-assessment.

Goodwill is measured at cost less impairment losses. For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units that are expected to benefit from the synergies of the acquisition. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired.

### 3. 主要會計政策 (續)

#### 附屬公司

附屬公司乃指本公司可行使控制權之公司。控制權乃指本公司直接或間接擁有權力管理一家實體之財務及經營之決策，以於其業務中獲取利益。於評估控制權時，會計及當前可行使之潛在投票權。

於本公司財務狀況表內，於附屬公司之投資按成本減減值虧損（如有）列賬。附屬公司之業績由本公司按已收及應收股息入賬。

#### 商譽

商譽初步按成本確認，而商譽即所轉移代價與就非控制性權益確認之金額總額超出所收購可識別資產、負債及或然負債之公平值之部分。

倘可識別資產、負債及或然負債之公平值高於所付代價之公平值，則超出部分於重估後確認為收購日之損益。

商譽乃按成本減減值虧損計量。就減值測試而言，收購產生之商譽分配予預期會受惠於收購協同效益之各相關現金產生單位。獲分配商譽之現金產生單位會每年及於有跡象顯示該單位可能出現減值時進行減值測試。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Goodwill (Continued)

For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro-rata on the basis of the carrying amount to each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent period.

#### Investments in associates

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

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, investments in associates are carried in the consolidated statement of financial position at cost as adjusted for post-acquisition changes in the Group's share of the net assets of the associates, less any identified impairment loss. When the Group's share of losses of an associate equals or exceeds its interest in that associate, the Group discontinues recognised 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 associate.

### 3. 主要會計政策 (續)

#### 商譽 (續)

就於財政年度內進行收購所產生之商譽而言，獲分配商譽之現金產生單位會於該財政年度結束前進行減值測試。如現金產生單位之可收回金額少於該單位之賬面值，減值虧損會首先分配以撇減該單位獲分配之任何商譽之賬面值，繼而基於該單位內每項資產之賬面值之比例分配至該單位之其他資產。商譽之任何減值虧損於損益確認，而不會於往後期間撥回。

#### 於聯營公司之投資

聯營公司指投資者可行使重大影響力之實體，且該實體並非附屬公司亦非合營企業權益。重大影響力指參與被投資方的財務及經營決策但並非控制或共同控制該等政策的權力。

聯營公司之業績、資產及負債按權益會計法計入綜合財務報表內。根據權益法，於聯營公司之投資按成本（已就本集團分佔聯營公司之資產淨值於收購後之變動作調整）減任何已識別減值虧損列於綜合財務狀況表。如本集團分佔聯營公司之虧損等同或超過所持該聯營公司權益，本集團終止確認所分佔之進一步虧損。額外分佔虧損會計提撥備及確認為負債，惟僅以本集團有法定或推定責任者或代表該聯營公司支付之款項為限。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 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. The goodwill included within the carrying amount of the investment is not tested for impairment separately. Instead, the entire carrying amount of the investment is tested for impairment as a single asset. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment in the associate. Any reversal of impairment loss is recognised to the extent that the recoverable amount of the investment subsequently increases.

Where a group entity transacts with an associate of the Group, profits and losses are eliminated to the extent of the Group's interest in the relevant associate.

#### *Revenue recognition*

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

Revenue from sales of goods is recognised when goods are delivered and title has passed.

Service income is recognised when services are provided.

Interest income is accrued on a time basis on the principal outstanding at the applicable interest rate.

### 3. 主要會計政策 (續)

#### *於聯營公司之投資 (續)*

收購成本超出本集團應佔聯營公司於收購日期確認之可識別資產、負債及或然負債公平淨值之任何差額，一概確認為商譽。有關商譽列入該投資的賬面值內，且不進行單獨減值測試，相反，投資的全部賬面值作為單一資產進行減值測試。任何已確認之減值虧損不會分配至構成於聯營公司之投資的其中部分賬面值之資產（包括商譽）。任何減值虧損撥回按其後增加的投資可收回金額確認。

如集團實體與本集團聯營公司進行交易，損益會互相抵銷，惟數額以本集團所佔有關聯營公司之權益為限。

#### *收益確認*

收益按已收或應收代價之公平值計量，指日常業務過程中就已售出貨品及已提供服務應收之款項，並已扣除折扣及銷售相關稅項。

銷售貨品之收益於貨品交付及擁有權轉移時確認入賬。

服務收入於服務提供時確認。

利息收入根據未償還本金按時間基準及適用利率累計。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Plant and equipment

Plant and equipment, other than construction in progress, are stated at cost less subsequent accumulated depreciation and accumulated impairment losses.

Depreciation is provided to write off the cost of items of plant and equipment over their estimated useful lives and after taking into account of their estimated residual values, using the straight-line method. The principal annual rates used for the current year are as follows:

Leasehold improvements	5%-20% or over the term of the relevant leases, whichever is shorter
Furniture, fixtures and equipment	20%-33%
Motor vehicles	20%-25%

An item of 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 derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the profit or loss in the period in which the item is recognised.

Construction in progress represents plant and equipment under construction or pending installation and is stated at cost less any impairment losses. No provision for depreciation is made on construction in progress until such time as the relevant assets are completed and ready for intended use. Construction in progress is classified to the appropriate category of plant and equipment when completed and ready for use.

### 3. 主要會計政策 (續)

#### 廠房及設備

廠房及設備(在建工程除外)按成本減其後累計折舊及累計減值虧損列賬。

廠房及設備項目之折舊根據其估計可使用年期及計入估計剩餘價值後，以直線法撇銷其成本。本年度所用的主要年率如下：

租賃裝修	5%-20%或有關租期(以較短者為準)
傢俬、裝置及設備	20%-33%
汽車	20%-25%

廠房及設備項目於出售或預期持續使用資產不會產生未來經濟利益時停止確認。終止確認資產時所產生之任何盈虧(按出售所得款項淨額與項目賬面值之間的差額計算)計入確認項目期間的損益。

在建工程指興建中或待安裝之廠房及設備，並按成本減任何減值虧損列賬。在建工程直至相關資產落成及可作擬定用途前不作折舊撥備。在建工程於完成及可供使用時歸類至廠房及設備之適當類別。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Intangible asset

##### Club memberships

Club memberships with indefinite life are carried at cost less any subsequent accumulated impairment losses.

##### Mining right

Mining right is stated at cost less subsequent accumulated amortisation and accumulated impairment loss. Mining right is amortised using the units of production method based on the proven and probable mineral reserves.

##### Impairment losses on tangible and intangible assets other than goodwill

At the end of reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have reduced. 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. In addition, intangible assets with indefinite useful lives are tested for impairment annually, and whenever there is an indication that they may be impaired. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

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

### 3. 主要會計政策 (續)

#### 無形資產

##### 會所會籍

永久會所會籍按成本減任何其後累計減值虧損入賬。

##### 採礦權

採礦權按成本減其後累計攤銷及累計減值虧損列賬。採礦權使用生產單位法按探明及推定礦產儲量攤銷。

##### 有形及無形資產(商譽除外)之減值虧損

本集團於呈報期結算日審閱其有形及無形資產之賬面值以確定是否有任何跡象顯示該等資產存在減值虧損或先前確認之減值虧損不再存在或可能經已減少。倘出現任何該等跡象，則會估計資產之可收回金額，以釐定減值虧損之程度(如有)。此外，使用年期不確定之無形資產須每年及在其出現可能減值之跡象時進行減值測試。倘預計一項資產之可收回金額低於其賬面值，則該項資產之賬面值會扣減至其可收回金額。減值虧損會立即確認為支出。

倘減值虧損於日後撥回，則該項資產之賬面值會增至其可收回金額之已修訂後估值，惟所增加之賬面值不得超過在該項資產於過往年度未確認減值虧損之情況下所釐定之賬面值。撥回之減值虧損即時確認為收入。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### *Provision for close down and restoration costs*

Close down and restoration costs are provided in the accounting period when the obligation arising from the related disturbance occurs, whether this occurs during mine development or during the production phase, based on the net present value of estimated future costs. The cost is capitalised where it gives rise to future benefits, whether the rehabilitation activity is expected to occur over the life of the operation or at the time of close down. The capitalised cost is amortised over the life of the operation and the increase in the net present value of the provision is included in borrowing costs. Where there is a change in the expected decommissioning and restoration costs, an adjustment is recorded against the carrying value of the provision and related assets, and the effect is then recognised in the profit or loss on a prospective basis over the remaining life of the operation. Provision for close down and restoration costs does not include any additional obligations which are expected to arise from future disturbance. The cost estimates are reviewed and revised at the end of each reporting period to reflect changes in conditions.

#### *Inventories*

Inventories are stated at the lower of cost and net realisable value. Cost, which comprises all costs of purchase and, where applicable, cost of conversion and other costs that have been incurred in bringing the materials and supplies to their present location and condition, is calculated using the first-in, first-out method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

### 3. 主要會計政策 (續)

#### *關閉及復墾成本撥備*

關閉及復墾成本於有關干擾引起之責任產生之會計期間，按估計未來成本之淨現值計提撥備，而不論該責任是否在煤礦開發期間或在生產階段產生。有關成本於可產生未來利益時資本化，而不論復墾活動預計會在經營期限內或是在關閉時產生。資本化成本按經營期限攤銷而撥備淨現值之增加則計入借貸成本。如預計停用及復墾成本出現變動，撥備及相關資產賬面值將作出調整，屆時所產生影響將於剩餘經營期限內按預測基準於損益確認。關閉及復墾成本撥備不包括未來干擾事件預期會引起之任何額外責任。成本估計於各呈報期結算日審閱及修正，以反映情況變化。

#### *存貨*

存貨按成本及可變現淨值之較低者列賬。成本包括所有購買成本及（如適用）將物資及補給品安置在目前位置及環境所產生的轉換成本及其他成本，並按先入先出法計算。可變現淨值指以正常業務過程中的估計售價減去完成生產及銷售所需的估計成本後所得之金額。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including assets similar in nature to cash, which are not restricted as to use.

#### 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 lessee

Operating lease payments are recognised as an expense on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight-line basis.

### 3. 主要會計政策 (續)

#### 現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金及活期存款，以及高流通性短期投資（即可隨時轉換為已知現金金額、價值變動風險不大及期限較短（一般為購買後三個月內）之投資），減去須應要求償還並為本集團現金管理之整體部分之銀行透支。

就財務狀況表而言，現金及現金等價物包括手頭現金及銀行存款，而銀行存款包括用途不受限制，且性質與現金相近之資產。

#### 租賃

如租約條款將擁有權之絕大部分風險及回報轉予承租人，該租約分類為融資租約。所有其他租約均分類為經營租約。

#### 本集團作為承租人

經營租約付款於有關租期內按直線基準確認為開支。作為吸引訂立經營租約而已收及應收利益，亦按租期以直線基準確認為租金支出之扣減。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Foreign currencies

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

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise.

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

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 retranslated at the rate of exchange prevailing at the end of reporting period. Exchange differences arising are recognised in the translation reserve.

### 3. 主要會計政策 (續)

#### 外幣

編製各個集團實體之財務報表時，以該實體之功能貨幣以外的貨幣（外幣）進行之交易，按交易日期之匯率以各功能貨幣（即該實體經營業務所在主要經濟環境之貨幣）列賬。於呈報期結算日，以外幣結算之貨幣項目按該結算日之匯率重新換算。按過往成本以外幣計算之非貨幣項目不會重新換算。

結算貨幣項目及換算貨幣項目產生之匯兌差額於產生期間在損益確認。

就呈列綜合財務報表而言，本集團實體之資產及負債均按呈報期結算日之匯率換算為本集團之呈列貨幣（即港元），而收入及開支項目則按年度平均匯率換算，除非期內匯率大幅波動，則採用交易日之匯率。所產生之匯兌差額（如有）於其他全面收入中確認及累計至權益（匯兌儲備）。

收購海外業務所產生的商譽及所收購之可識別資產公平值的調整，視為該海外業務的資產及負債，並按呈報期結算日的現行匯率重新換算。產生之匯兌差額於匯兌儲備確認。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

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

#### Government grants

Government grants are recognised when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as revenue in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

#### Retirement benefit costs

Payments to the Mandatory Provident Fund Scheme and other PRC state-managed retirement benefit schemes are charged as expenses when employees have rendered services entitling them to the contributions.

### 3. 主要會計政策 (續)

#### 借貸成本

收購、建設或生產合資格資產(即需要長時間準備方可作擬定用途或銷售之資產)直接應佔之借貸成本加入該等資產之成本,直至該等資產已大致可作擬定用途或銷售為止。特定借貸用作合資格資產開支之前暫時投資所賺得之投資收入,會自可撥作資本的借貸成本扣除。

所有其他借貸成本均於產生期間在損益確認。

#### 政府補助

倘可合理確定能夠收取政府補助且本集團能夠滿足該政府補助所附帶之條件,則會確認政府補助。補貼本集團開支之補助於開支產生之同一期間以系統化方式於損益確認為收益。補貼本集團資產成本之補助於相關資產賬面值中扣除,其後於該項資產之可使用年期內以經調低折舊開支之方式於損益實際確認。

#### 退休福利成本

向強制性公積金計劃及其他中國國家管理之退休福利計劃作出之付款於僱員因提供服務而可享有供款時列作開支。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Taxation

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

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

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

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

### 3. 主要會計政策 (續)

#### 稅項

所得稅支出指現時應付稅項及遞延稅項之總額。

現時應付稅項按本年度應課稅溢利計算。應課稅溢利與綜合全面收入表中所報之溢利不同，因其不包括其他年度之應課稅或可扣稅收支項目，並且不包括毋須課稅或扣稅之項目。本集團之現時稅項負債採用於呈報期結算日已頒行或實際已頒行之稅率計算。

遞延稅項乃就綜合財務報表資產及負債賬面值與計算應課稅溢利所採用的相應稅基間之差額而確認。通常會就所有應課稅暫時差額確認遞延稅項負債，而遞延稅項資產僅在極可能有應課稅溢利用以確認該等可扣減暫時差額時，方會就所有可扣減暫時差額加以確認。如於一項交易（業務合併除外）中，因商譽或首次確認其他資產及負債而引致之暫時差額既不影響應課稅溢利亦不影響會計溢利，則不會確認該等資產及負債。

遞延稅項負債會就於附屬公司及聯營公司之投資引致之應課稅暫時差額而確認，惟倘本集團可控制暫時差額撥回且暫時差額不大可能會於可見將來撥回則除外。至於與該等投資及權益相關之可扣稅暫時差額所產生之遞延稅項資產，僅會於極可能有足夠應課稅溢利可以使用暫時差額之益處且預計於可見將來可以撥回時確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Taxation (Continued)

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is recognised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of 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 reporting period, to recover or settle the carrying amount of its assets and liabilities. Deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity respectively.

#### Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities 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)

#### 稅項 (續)

遞延稅項資產之賬面值於呈報期結算日檢討，並扣減至再無足夠應課稅溢利可供收回全部或部分資產為止。

遞延稅項資產及負債基於呈報期結算日已頒佈或實質頒佈的稅率（及稅法）按清償負債或確認資產期間的預期適用稅率計量。遞延稅項負債及資產的計量反映本集團預期於呈報期結算日收回或結算資產及負債賬面值的方式所產生的稅務影響。遞延稅項於損益確認，惟倘遞延稅項與於其他全面收入確認或直接於權益確認的項目有關，則遞延稅項亦分別於其他全面收入確認或直接於權益確認。

#### 財務工具

如集團實體成為工具合約條文之訂約方，財務資產及財務負債於綜合財務狀況表確認。財務資產及財務負債初步按公平值計量。因購置或發行財務資產及財務負債直接應佔之交易成本乃於初步確認時加入或扣自財務資產或財務負債之公平值（視情況而定）。購置透過損益按公平值入賬之財務資產或財務負債直接應佔之交易成本即時於損益確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets

The Group's financial assets are classified into loans and receivables and available-for-sale financial assets. All regular way purchases or sales of financial assets are recognised and recognised 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.

##### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade and other receivables, bills receivable, amounts due from related parties, cash and cash equivalents) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below).

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

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments. Subsequent to initial recognition, these assets are carried at fair value with changes in fair value recognised in other comprehensive income, except for impairment losses and foreign exchange gains and losses on monetary instruments, which are recognised in profit or loss.

For 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, they are measured at cost less any identified impairment losses at the end of other reporting period subsequent to initial recognition (see accounting policy on impairment loss on financial assets below).

### 3. 主要會計政策 (續)

#### 財務工具 (續)

##### 財務資產

本集團之財務資產分類為貸款及應收賬款以及可供出售財務資產。所有按正常途徑買賣之財務資產均按交易日基準確認。正常途徑買賣指買賣該等財務資產須按市場規則或慣例於既定時限內交付資產。

##### 貸款及應收賬款

貸款及應收賬款為在活躍市場上並無報價而具有固定或可釐定付款之非衍生財務資產。於初步確認後，貸款及應收賬款（包括應收貿易賬款及其他應收賬款、應收票據、應收關連人士之款項、現金及現金等價物）以實際利率法按攤銷成本減任何已識別減值虧損（見下文有關財務資產減值虧損之會計政策）列賬。

##### 可供出售財務資產

可供出售財務資產屬非衍生工具，而不論是否指定或劃分為透過損益按公平值計量之財務資產、貸款及應收賬款或持至到期之投資。於初步確認後，此類資產按公平值列值，公平值變動則於其他全面收入確認，惟減值虧損及貨幣工具之匯兌收益及虧損則於損益確認。

就在活躍市場並無市場報價且不能可靠計量公平值之可供出售股本投資而言，於初步確認後，在其他呈報期結算日按成本減任何已識別減值虧損（見下文有關財務資產減值虧損之會計政策）計量。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Impairment of financial assets

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

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

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- granting concession to a debtor because of debtor's financial difficulty; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

Where a decline in the fair value constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognised in profit or loss.

Any impairment losses on available-for-sale debt investments are subsequently reversed in profit or loss 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.

For available-for-sale equity investment, any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income.

### 3. 主要會計政策 (續)

#### 財務工具 (續)

##### 財務資產減值

於呈報期結算日評定財務資產有否減值跡象。倘有客觀證據顯示財務資產之估計未來現金流量因於初步確認該財務資產後發生之一項或多項事件而受到影響，則該財務資產會作減值。

對於所有其他財務資產，減值之客觀證據包括：

- 發行人或對手方出現重大財政困難；或
- 未能繳付或拖欠償還利息或本金；或
- 由於債務人出現財務困難而對債務人作出寬限；或
- 借款人極有可能面臨破產或財務重組。

倘公平值下跌構成客觀減值證據，虧損金額將從權益扣除，並於損益確認。

如投資公平值之增加客觀上與確認減值虧損後發生之事件相關，則可供出售債務投資之任何減值虧損其後會從損益中撥回。

就可供出售股本投資而言，減值虧損後公平值之任何增加均於其他全面收入確認。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### *Financial instruments (Continued)*

##### **Impairment of financial assets (Continued)**

For available-for-sale equity investment that is carried at cost, the amount of impairment loss is measured as the difference between the carrying amount of the asset and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss is not reversed.

##### **Financial liabilities**

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at fair value through profit or loss are initially measured at fair value and financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

##### ***Financial liabilities at amortised cost***

Financial liabilities at amortised cost including trade and other payables, amounts due to related parties, bank and other borrowings and promissory notes are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

##### **Effective interest method**

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

### 3. 主要會計政策 (續)

#### *財務工具 (續)*

##### **財務資產減值 (續)**

至於按成本列賬之可供出售股本投資，減值虧損金額按資產賬面值與按同類財務資產現行市場回報率折現之估計未來現金流量現值間的差額計量。減值虧損不會撥回。

##### **財務負債**

本集團視乎財務負債產生之目的將其分類。按公平值計入損益之財務負債初步按公平值計量，而按攤銷成本計算之財務負債初步按公平值減所產生之直接應佔成本計量。

##### ***按攤銷成本計算之財務負債***

按攤銷成本計算之財務負債（包括應付貿易賬款及其他應付賬款、應付關連人士款項、銀行及其他借貸及承兌票據）其後採用實際利率法按攤銷成本計量。有關利息開支會於損益確認。

負債終止確認或進行攤銷時，收益或虧損於損益確認。

##### **實際利率法**

實際利率法乃計算財務資產或財務負債之攤銷成本及攤分有關期間利息收入或利息開支的方法。實際利率指準確折現財務資產或負債於整段估計可用年期或（倘適用）較短期間的估計未來現金收入或現金支出的利率。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Derecognition

Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

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

#### Share-based payment transactions

##### Equity-settled share-based payment transactions

##### Share options granted to employees

The fair value of services received determined by reference to the fair value of share options granted at the grant date is recognised as an expense in full at the grant date when the share options granted vest immediately, with a corresponding increase in equity (share option reserve).

At the time when the share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. When the share options are forfeited or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to accumulated losses.

### 3. 主要會計政策 (續)

#### 財務工具 (續)

##### 終止確認

財務資產於自有關資產獲取現金流之權利屆滿時，或有關財務資產被轉讓且本集團已轉移有關財務資產所有權之絕大部分風險及回報時終止確認。於終止確認財務資產時，該項資產之賬面值與已收及應收代價總額間之差額於損益確認。

財務負債於有關合約規定之承擔解除、撤銷或到期時終止確認。財務負債之賬面值與已付及應付代價間之差額於損益確認。

#### 以股份為基礎付款之交易

##### 以股權結算以股份為基礎付款之交易

##### 授予僱員之購股權

倘所授出購股權即時歸屬，參考所授出購股權於授出日期之公平值而釐定之所獲服務的公平值，於授出日期全數確認為開支，並於權益作相應增加（購股權儲備）。

購股權獲行使時，過往於購股權儲備中確認之數額會轉撥至股份溢價。倘購股權失效或於屆滿日仍未獲行使，則過往於購股權儲備中確認之數額會轉撥至累計虧損。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Share-based payment transactions (Continued)

#### Equity-settled share-based payment transactions (Continued)

#### Share options granted to consultants

Share options issued in exchange for goods or services are measured at the fair values of the services received, unless that fair value cannot be reliably measured, in which case the services received are measured by reference to the fair value of the share options granted. The fair values of the services received are recognised as expenses immediately, with a corresponding increase in equity (share option reserve) when the Group obtains the goods or when the counterparties render services, unless the goods or services qualify for recognition as assets.

#### Related parties

- (a) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of key management personnel of the Group or the Company's parent.
- (b) An entity is related to the Group if any of the following conditions apply:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

### 3. 主要會計政策 (續)

#### 以股份為基礎付款之交易 (續)

#### 以股權結算以股份為基礎付款之交易 (續)

#### 授予顧問之購股權

為換取貨品或服務而發行之購股權按所獲服務之公平值計量，惟倘公平值不能可靠計量，則所獲服務參考所授購股權之公平值計量。當本集團取得貨品或交易對手提供服務時，所獲服務之公平值即時確認為開支，權益（購股權儲備）亦相應增加，惟貨品或服務符合資格確認為資產則除外。

#### 關連人士

- (a) 在下列情況下，一名人士或其近親即與本集團有關連：
- (i) 對本集團有控制權或共同控制權；
  - (ii) 對本集團有重大影響力；或
  - (iii) 為本集團或本公司母公司主要管理人員之人士。
- (b) 符合下列條件之實體即與本集團有關連：
- (i) 該實體與本集團為同一集團之成員公司（即各母公司、附屬公司及同系附屬公司彼此互有關連）。
  - (ii) 其中一方為另一方之聯營公司或合營企業（或其中一方為另一方所屬集團之聯營公司或合營企業）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Related parties (Continued)

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

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

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

### 3. 主要會計政策 (續)

#### 關連人士 (續)

- (b) 符合下列條件之實體即與本集團有關連：(續)
- (iii) 雙方均為同一第三方之合營企業。
  - (iv) 其中一方為第三方實體之合營企業，而另一方為該第三方實體之聯營公司。
  - (v) 該實體乃為本集團或與本集團有關之實體之僱員福利而設之退休福利計劃。
  - (vi) 該實體受(a)段所識別人士控制或共同控制。
  - (vii) (a)(i)段所識別並對實體有重大影響力或為該實體(或該實體母公司)主要管理人員之人士。

一名人士之近親家屬成員指預期可影響該人士與實體進行買賣或於買賣時受該人士影響之有關家屬成員，並包括：

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

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, the directors of the Company are required to make 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.

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

### 4. 估計不確定因素之主要來源

於應用附註3所載之本集團會計政策時，本公司董事須對無法依循其他途徑即時得知之資產及負債賬面值作出估計及假設。該等估計及相關假設乃根據過往經驗及認為相關之其他因素而作出。實際結果或會與該等估計不同。

估計及相關假設會持續檢討。會計估計之修訂於修訂估計之期間（倘修訂僅影響該期間），或修訂期間及未來期間（倘修訂影響本期間及未來期間）確認。

下文載列有關未來主要假設以及於呈報期結算日估計之不確定因素其他主要來源，該等假設及估計很可能導致下一個財政年度之資產賬面值須作出重大調整。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

#### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

##### *Mining right*

The mining right represents the right of Sifa Mining to conduct mining activities in the location of Huangshi in Hubei in the PRC. The mining right is amortised using the units of production method based on the proven and probable mineral reserves. However, the mining operating permit issued to the Group by the Department of Land and Resources of Hubei Province (湖北省國土資源廳) is only for a term of 5 years from 25th September, 2007 to 25th September, 2012, though it is eligible for renewal thereafter. In the opinion of the directors, the application for renewal is procedural and the Group should be able to renew its mining operation permit without significant costs, until all the proven and probable minerals have been mined. In case the mining operating permit cannot be renewed, the Group may suffer a loss on its remaining investment in the mining right.

##### *Production capacity assumption*

The mining operation permit mentioned above limits the production capacity to 100,000 tons per year. In the opinion of the directors, the application for increasing the production capacity is procedural and the Group should be able to obtain a mining operation permit with higher production capacity without significant costs. In case the production capacity limit cannot be increased, the carrying amount of the mining right may be affected.

#### 4. 估計不確定因素之主要來源 (續)

##### *採礦權*

採礦權指錫發礦業於中國湖北省黃石的採礦權，乃基於已探明及推定礦產儲量以單位產量法攤銷。然而，儘管湖北省國土資源廳所發出的採礦許可證僅為期5年，自二零零七年九月二十五日至二零一二年九月二十五日止，惟其後可續期。董事認為，申請續期僅須完成相關程序，故本集團可以續期採礦許可證而毋須重大成本，直至所有探明及推定的礦藏已全被開採為止。倘採礦許可證不獲續期，本集團於採礦權的餘下投資或會有虧損。

##### *產能假設*

上述採礦許可證將年產能限制為100,000噸。董事認為，申請增加產能僅須完成相關程序，故本集團可以獲得較高產能之採礦許可證而毋須重大成本。倘無法增加產能上限，對採礦權賬面值可能產生影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

#### Reserves estimates

Reserves are estimates of the amount of products that can be economically and legally extracted from the Group's properties. In order to calculate reserves, estimates and assumptions are required about a range of geological, technical and economic factors, including quantities, grades, production techniques, recovery rates, production costs, transport costs, commodity demand and commodity prices.

Estimating the quantity and/or grade of reserves requires the size, shape and depth of ore bodies or fields to be determined by analysing geological data such as drilling samples. This process may require complex and difficult geological judgments and calculations to interpret the data.

Because the economic assumptions used to estimate reserves change from period to period, and because additional geological data is generated during the course of operations, estimates of reserves may change from period to period. Changes in reported reserves may affect the Group's financial results and financial position in a number of ways, including the following:

- (i) Asset carrying values may be affected due to changes in estimated future cash flows.
- (ii) Depreciation, depletion and amortisation charged to profit or loss may change where such charges are determined by the units of production basis, or where the useful economic lives of assets change.
- (iii) Decommissioning, site restoration and environmental provisions may change where changes in estimated reserves affect expectations about the timing or cost of these activities.
- (iv) The carrying value of deferred tax may change as a result of changes in the asset carrying values as discussed above.

### 4. 估計不確定因素之主要來源 (續)

#### 儲量估計

儲量乃可以符合經濟原則之方法合法地自本集團礦區取得之估計產品數量。為計算儲量，須就地質、技術及經濟因素範疇作出估計及假設，其中包括數量、品位、生產技術、採收率、生產成本、運輸成本、商品需求及商品價格。

估計儲量之數量及／或品位時，須按鑽探採樣等地質數據分析，釐定礦體或礦場之規模、形狀及深度。此工序或涉及繁複艱鉅之地質判斷及計算以分析有關數據。

由於估計儲量所用經濟假設會隨著不同的期間而改變，而營運過程中會額外產生地質數據，故儲量估算或會隨不同期間而有所變動。呈報儲量的變動可循不同方法影響本集團的財務業績及財務狀況，其中包括下列各項：

- (i) 因估計未來現金流量的變動可影響資產賬面值。
- (ii) 倘折舊、耗減及攤銷支出按生產單位為基準予以釐定，或資產的可使用經濟年限有所變動，於損益內扣除的折舊、耗減及攤銷可能有所變動。
- (iii) 倘估計儲量的變動影響拆撤、礦場復墾及環保工作預期的時間表或成本，拆撤、礦場復墾及環保撥備或會出現變動。
- (iv) 遞延稅項之賬面值或因上文所討論的資產賬面值變動而有所改變。

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## 綜合財務報表附註

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#### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

##### *Provision for close down and restoration costs*

The provision for close down and restoration costs is determined by management based on their past experience and best estimation of future expenditures, after taking into account the existing relevant regulations in the PRC. However, in so far as the effect on the land and the environment from current mining activities becomes apparent in future years, the estimate of the associated costs may be subject to revision from time to time. The aggregate carrying value of provision was approximately HK\$1,171,000 (2010: HK\$562,000).

##### *Estimated impairment of trade and other receivables*

When there is objective evidence of impairment loss, the Group takes into consideration the estimation of future cash flows. The amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31st December, 2011, the carrying amount of trade and other receivables was approximately HK\$59,894,000 net of allowance for doubtful debts of approximately HK\$17,213,000 (2010: HK\$173,150,000 net of allowance for doubtful debts of approximately HK\$17,718,000).

##### *Estimated allowance for inventories*

Management reviews the inventories listing at the end of each reporting period, and makes allowance for obsolete and slow-moving inventory items identified. Allowance was made by reference to the latest market value for those inventories identified. Where the net recognised value is less than the cost, a material write down may arise. As at 31st December, 2011, the carrying amount of inventories (net of allowances) was approximately HK\$132,365,000 (2010: approximately HK\$187,155,000).

#### 4. 估計不確定因素之主要來源 (續)

##### *關閉及復墾成本撥備*

關閉及復墾成本撥備由管理層考慮現有有關中國的法規後，根據過往經驗和對未來支出的最佳估計而釐定。然而，在目前的採礦活動於未來數年對土地及環境的影響變得明顯的情況下，有關成本的估計可能須不時修訂。有關撥備的賬面總值約為1,171,000港元（二零一零年：562,000港元）。

##### *估計應收貿易賬款及其他應收賬款減值*

倘存在減值虧損之客觀證據，則本集團考慮估計未來現金流量。減值虧損之金額按資產賬面值與以財務資產原實際利率（即首次確認時計算之實際利率）貼現之估計未來現金流量（不包括未引致之未來信貸虧損）現值的差額計算。倘實際未來現金流量少於預期金額，則可能產生重大減值虧損。於二零一一年十二月三十一日，應收貿易賬款及其他應收賬款之賬面值約為59,894,000港元（已扣除呆賬撥備約為17,213,000港元）（二零一零年：173,150,000港元（已扣除呆賬撥備約為17,718,000港元））。

##### *估計存貨撥備*

管理層檢討各呈報期結算日所列之存貨，並對已識別之陳舊及滯銷存貨進行撥備。撥備乃參考該等已識別存貨的最近期市值釐定。倘確認淨值低於成本，則會作出重大撇減。於二零一一年十二月三十一日，存貨賬面值（已扣除撥備）約為132,365,000港元（二零一零年：約187,155,000港元）。

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## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 5. 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 recognised the return to shareholders through the recognised of the debt and equity balance. The Group's overall strategy remains unchanged from prior years.

The capital structure of the Group consists of debt, which includes bank and other borrowings and promissory notes as disclosed in Notes 28 and 29 respectively, cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and various reserves.

The directors of the Company review the capital structure periodically. As part of this review, the directors consider the cost of capital and the risks associates thereto. The Group has a target gearing ratio of nil-30% determined as the proportion of net debt to equity. Based on recommendations of the directors, the Group will maintain its gearing ratio through the payment of dividends, new share issues as well as issue of new debt or the redemption of existing debt.

The gearing ratio at the end of reporting period was as follows:

Debt	債務
Cash and cash equivalents	現金及現金等價物
Net debt	債務淨額
Equity	權益
Net debt to equity ratio	債務淨額對權益比率

### 5. 資本風險管理

本集團管理資本以確保本集團各實體之持續經營能力，同時透過確認債務及權益平衡，確認股東回報。本集團整體策略與往年相比並無變動。

本集團資本架構包括債務（包括附註28及29分別披露之銀行及其他借貸及承兌票據）、現金及現金等價物及本公司擁有人應佔權益（包括已發行股本及各項儲備）。

本公司董事定期檢討資本架構。檢討時，董事考慮資本成本及相關風險。本集團之目標資本負債比率為零至30%，按債務淨額對權益之比例釐定。根據董事之推薦建議，本集團將透過派發股息、發行新股及發行新債務或償還現有債務維持其資本負債比率。

於呈報期結算日之資本負債比率如下：

2011	2010
HK\$'000	HK\$'000
千港元	千港元
15,250	95,826
(78,370)	(45,667)
Nil零	50,159
479,483	446,306
Nil零	11%



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 6. FINANCIAL INSTRUMENTS

#### (a) Categories of financial instruments

Financial assets	財務資產
Loans and receivables (including cash and cash equivalents)	貸款及應收賬款(包括現金及現金等價物)
Available-for-sale investment	可供出售投資
<b>Financial liabilities</b>	<b>財務負債</b>
Financial liabilities measured at amortised cost	按攤銷成本計量之財務負債

#### (b) Financial risk management objectives and policies

The Group's major financial instruments include financial assets included in trade and other receivables, bills receivable, amounts due from related parties, cash and cash equivalents; financial liabilities included in trade and other payables, bank and other borrowings, amounts due to related parties and promissory notes. Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments include market risk (foreign currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

#### Market risk

##### (i) Currency risk

Several subsidiaries in the Group are exposed to foreign currency risk primarily arising from foreign currency bank deposits, other receivables and trade and other payables.

### 6. 財務工具

#### (a) 財務工具類別

2011 HK\$'000 千港元	2010 HK\$'000 千港元
111,716	83,783
69	69
<b>52,123</b>	<b>126,477</b>

#### (b) 財務風險管理目標及政策

本集團主要財務工具包括計入應收貿易賬款及其他應收賬款、應收票據、應收關連人士之款項、現金及現金等價物之財務資產；計入應付貿易賬款及其他應付賬款、銀行及其他借貸、應付關連人士款項及承兌票據之財務負債。此等財務工具詳情於相關附註披露。有關該等財務工具之風險包括市場風險(外幣風險及利率風險)、信貸風險及流動資金風險。下文載列減低此等風險之政策。管理層會管理及監控該等風險，確保及時與有效採取適當措施。

#### 市場風險

##### (i) 貨幣風險

本集團多間附屬公司面對外幣風險，主要源自外幣銀行存款、其他應收賬款及應付貿易賬款及其他應付賬款。





# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 6. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

##### (i) Currency risk (Continued)

Improvement in results for the year	年度業績上升
– HK\$	– 港元

In the management's opinion, the above sensitivity analysis is not necessarily representative of the inherent foreign currency risk as the exposure at year end does not reflect the exposure during the year.

##### (ii) Interest rate risk

The Group is not exposed to fair value interest rate risk in relation to its fixed-rate borrowing (see Note 28 for details) as they are carried at amortised cost. The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

The Group is not exposed to cash flow interest rate risk as the interest rate of borrowing is fixed (see Note 28 for details).

### 6. 財務工具 (續)

#### (b) 財務風險管理目標及政策 (續)

##### 市場風險 (續)

##### (i) 外幣風險 (續)

2011 HK\$'000 千港元	2010 HK\$'000 千港元
1,209	2,411

管理層認為，由於年末所面對之風險並不反映本年度所面對之風險，故上述敏感度分析並不代表固有外幣風險。

##### (ii) 利率風險

由於定息借貸（詳情見附註28）以攤銷成本列值，故本集團毋須就其定息借貸承擔公平值利率風險。本集團現時並無利率對沖政策。然而，管理層監控利率風險並會在需要時考慮對沖重大利率風險。

由於借貸之利率為固定利率，故本集團並無任何現金流量利率風險（詳情見附註28）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 6. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

##### (ii) Interest rate risk (Continued)

##### Sensitivity analysis

At 31st December, 2011, it is estimated that a general increase/decrease of 50 basis points in interest rates, with all other variables held constant, would increase/decrease the Group's profit for the year and decrease/increase accumulated losses by approximately HK\$380,000 (2010: HK\$110,000).

The sensitivity analysis above has been determined based on the exposure to interest rates for the Group's variable-rate bank balances at the end of reporting period (2010: the exposure to interest rates for the Group's variable-rate bank balances and variable-rate borrowings). The analysis is prepared assuming these financial instruments outstanding at the end of reporting period were outstanding for the whole year. The 50 basis point increase/decrease represents management's assessment of a reasonably possible change in interest rates over the period until the next annual reporting date. The analysis is performed on the same basis for 2010.

### 6. 財務工具 (續)

#### (b) 財務風險管理目標及政策 (續)

##### 市場風險 (續)

##### (ii) 利率風險 (續)

##### 敏感度分析

於二零一一年十二月三十一日，倘利率整體上調／下調50點子，而所有其他變數維持不變，估計本集團年內溢利將會增加／減少及累計虧損將會減少／增加約380,000港元（二零一零年：110,000港元）。

上述敏感度分析已按本集團於呈報期結算日之浮息銀行結餘（二零一零年：須就本集團之浮息銀行結餘及浮息借貸承擔利率風險）而釐定。編製該分析時假設該等於呈報期結算日尚未行使之財務工具於整個年度均尚未行使。50點子的上調／下調乃管理層對直至下一年報日期止期間的合理可能利率變動評估。二零一零年之分析乃採用相同基準進行。

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## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 6. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risk management objectives and policies (Continued)

##### Credit risk

The Group's credit risk is primarily attributable to its trade and other receivables, amounts due from related parties and bank balances. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

In respect of trade and other receivables, individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customers as well as pertaining to the economic environment in which the customers operate. Ongoing credit evaluation is performed on the financial condition of trade customers. Normally, the Group does not obtain collateral from customers.

In addition to credit risk on trade and other receivables, the Group is also exposed to concentration of credit risk through advances to related parties of HK\$3,590,000 (2010: HK\$3,172,000). Because of its significance, management has regular liaison with the counterparty to understand its financial position and to identify any early sign of potential problems. Should any potential default risk arise, the Group's management will take prompt actions to safeguard the Group's assets.

In addition, the Group had concentration of credit risk on its liquid funds as 99% (2010: 99%) of bank balances were placed with five (2010: five) banks. However, the credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

### 6. 財務工具 (續)

#### (b) 財務風險管理目標及政策 (續)

##### 信貸風險

本集團之信貸風險主要來自其應收貿易賬款及其他應收賬款、應收關連人士款項及銀行結餘。管理層已採取信貸政策，持續監察本集團所承擔之有關信貸風險。

就應收貿易賬款及其他應收賬款而言，所有信貸額超過一定金額之客戶均需接受個別信貸評估。有關評估集中於客戶支付到期款項之往績及現時付款之能力，以及考慮客戶之具體資料及客戶營運所在地之經濟環境。本集團會就貿易客戶之財務狀況進行持續信貸評估。本集團通常不會向客戶收取抵押品。

除應收貿易賬款及其他應收賬款之信貸風險外，本集團亦因向關連人士墊款3,590,000港元（二零一零年：3,172,000港元）而面對集中信貸風險。由於事關重大，故管理層定期與交易對手聯繫以了解其財務狀況及識別有否潛在問題的預兆。倘發生任何潛在拖欠情況，則本集團管理層會即時採取行動保障本集團資產。

此外，由於本集團99%（二零一零年：99%）銀行存款存放於五間（二零一零年：五間）銀行，故本集團面對集中流動資金信貸風險。然而，由於交易對手為國際信貸評級機構評為良好信貸評級之銀行，故流動資金之信貸風險有限。





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## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

**6. FINANCIAL INSTRUMENTS (Continued)****(b) Financial risk management objectives and policies (Continued)****Liquidity risk (Continued)****THE GROUP (Continued)****Liquidity table (Continued)**

	Weighted average effective interest rate	On demand or less than 1 month	1 – 3 months	3 months to 1 year	Total undiscounted cash flows	Carrying amount as at 31.12.2010
	加權平均實際利率 %	按要求或少於1個月 HK\$'000 千港元	1至3個月 HK\$'000 千港元	3個月至1年 HK\$'000 千港元	未貼現現金流量總額 HK\$'000 千港元	於二零一零年十二月三十一日之賬面值 HK\$'000 千港元
<b>2010</b>						
<b>Non-derivative financial liabilities</b>						
Trade and other payables		14,841	159	3,704	18,704	18,704
Amounts due to related parties						
– Amount due to an associate	–	500	–	–	500	500
– Amount due to a director	–	8,270	–	–	8,270	8,270
Secured other borrowing						
– fixed rate	8.47	–	–	15,869	15,869	14,630
Unsecured bank borrowings						
– variable rate	7.79	11,824	–	12,427	24,251	23,600
Unsecured other borrowing						
– fixed rate	15.60	–	–	12,360	12,360	11,800
Promissory notes						
– current	8.72	–	–	49,691	49,691	45,796
		35,435	159	94,051	129,645	123,300

**6. 財務工具 (續)****(b) 財務風險管理目標及政策 (續)****流動資金風險 (續)****本集團 (續)****流動資金表 (續)**

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 6. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risk management objectives and policies (Continued)

##### Liquidity risk (Continued)

##### THE COMPANY

##### Liquidity table

2011	二零一一年
<b>Non-derivative financial liabilities</b>	<b>非衍生財務負債</b>
Other payables	其他應付賬款
Amounts due to subsidiaries	應付附屬公司款項
Amount due to a director	應付一名董事款項

### 6. 財務工具 (續)

#### (b) 財務風險管理目標及政策 (續)

##### 流動資金風險 (續)

##### 本公司

##### 流動資金表

Weighted average effective interest rate	On demand or less than 1 month	1 – 3 months	3 months to 1 year	Total undiscounted cash flows	Carrying amount as at 31.12.2011
加權平均實際利率 %	按要求或少於 1個月 HKS'000 千港元	1至3個月 HKS'000 千港元	3個月至 1年 HKS'000 千港元	未貼現現金流量總額 HKS'000 千港元	於二零一一年十二月三十一日之賬面值 HKS'000 千港元
-	1,199	-	-	1,199	1,199
-	30,225	-	-	30,225	30,225
-	22,977	-	-	22,977	22,977
	<b>54,401</b>	<b>-</b>	<b>-</b>	<b>54,401</b>	<b>54,401</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

**6. FINANCIAL INSTRUMENTS (Continued)****(b) Financial risk management objectives and policies (Continued)****Liquidity risk (Continued)****THE COMPANY (Continued)****Liquidity table (Continued)**

	Weighted average effective interest rate	On demand or less than 1 month	1 – 3 months	3 months to 1 year	Total undiscounted cash flows	Carrying amount as at 31.12.2010
						於二零一零年十二月三十一日之賬面值
	加權平均實際利率 %	按要求或少於1個月 HK\$'000 千港元	1至3個月 HK\$'000 千港元	3個月至1年 HK\$'000 千港元	未貼現現金流量總額 HK\$'000 千港元	HK\$'000 千港元
<b>2010</b>		<b>二零一零年</b>				
<b>Non-derivative financial liabilities</b>		<b>非衍生財務負債</b>				
Other payables	-	其他應付賬款	1,148	-	1,148	1,148
Amounts due to subsidiaries	-	應付附屬公司款項	6,520	-	6,520	6,520
Amount due to a director	-	應付一名董事款項	8,037	-	8,037	8,037
Promissory notes		承兌票據				
- current	8.72	- 即期	-	49,691	49,691	45,796
			15,705	49,691	65,396	61,501
Finance guarantees issued		已發出財務擔保				
- maximum amount guaranteed		- 最高擔保額	11,824	12,427	24,251	-

**(c) Fair values**

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities measured at amortised cost in the consolidated financial statements approximate their fair values.

**6. 財務工具 (續)****(b) 財務風險管理目標及政策 (續)****流動資金風險 (續)****本公司 (續)****流動資金表 (續)****(c) 公平值**

本公司董事認為，財務資產及財務負債於綜合財務報表內按攤銷成本計量之該等賬面值與其公平值相若。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 7. SEGMENT INFORMATION

**(a) Reportable segments and reconciliation of reportable segment revenue, profit or loss, assets and liabilities**

The Group determines its operating segments based on the reports reviewed by the chief operating decision-makers (the "CODM") that are used to make strategic decisions.

During the year ended 31st December, 2011, the Group has two reportable segments. The segments are managed separately as each business offers different products and services and requires different business strategies. The following summary describes the operations in each of the Group's reportable segments:

- Mobile phone business
- Mining business

Inter-segment transactions are priced with reference to prices charged to external parties for similar order. Corporate expenses, corporate assets and corporate liabilities are not allocated to the reportable segments as they are not included in the measure of the segments' profit, segments' assets and segments' liabilities that are used by the CODM for assessment of segment performance.

### 7. 分部資料

**(a) 可呈報分部及可呈報分部收益、損益、資產及負債之調節**

本集團基於由作出策略決定之主要營運決策者（「主要營運決策者」）審閱之報告釐定其營運分部。

截至二零一一年十二月三十一日止年度，本集團擁有兩個可呈報分部。由於各業務提供不同產品以及服務，並且需要採取不同的業務策略，故此各分部乃分開管理。以下概要描述本集團各個可呈報分部之營運：

- 移動電話業務
- 採礦業務

分部間交易之價格乃參考就類似訂單向外部人士收取之價格釐定。由於企業支出、企業資產及企業負債並沒有包括計入主要營運決策者評估分部表現時使用之分部溢利、分部資產及分部負債內，故並沒有被分配至各可呈報分部。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

**7. SEGMENT INFORMATION** (Continued)**(a) Reportable segments and reconciliation of reportable segment revenue, profit or loss, assets and liabilities** (Continued)

For the year ended 31st December, 2011

**7. 分部資料** (續)**(a) 可呈報分部及可呈報分部收益、損益、資產及負債之調節** (續)

截至二零一一年十二月三十一日止年度

		Mobile phone business 移動電話業務 HK\$'000 千港元	Mining business 採礦業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Reportable segment revenue from external customers	來自外界客戶 可呈報分部收益	1,764,271	1,591	1,765,862
Reportable segment profit/(loss)	可呈報分部溢利 ／(虧損)	34,951	(6,651)	28,300
Loss on disposal of plant and equipment	出售廠房及設備之虧損	2	948	950
Depreciation and amortisation	折舊及攤銷	1,228	655	1,883
Write down of inventories	存貨撇減	5,944	–	5,944
Reversal of write down of inventories	存貨撇減撥回	(6,162)	–	(6,162)
Reportable segment assets	可呈報分部資產	269,673	466,251	735,924
Additions to non-current assets	非流動資產添置	229	3,574	3,803
Reportable segment liabilities	可呈報分部負債	(87,852)	(142,222)	(230,074)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 7. SEGMENT INFORMATION (Continued)

#### (a) Reportable segments and reconciliation of reportable segment revenue, profit or loss, assets and liabilities (Continued)

### 7. 分部資料 (續)

#### (a) 可呈報分部及可呈報分部收益、損益、資產及負債之調節 (續)

		2011 HK\$'000 千港元
<b>Revenue</b>	<b>收益</b>	
Reportable segment revenue and consolidated revenue	可呈報分部收益及綜合收益	<b>1,765,862</b>
<b>Profit before income tax</b>	<b>除所得稅前溢利</b>	
Reportable segment profit	可呈報分部溢利	28,300
Interest income	利息收入	1,385
Impairment loss recognised in respect of goodwill	就商譽確認之減值虧損	(2,910)
Miscellaneous loss	雜項虧損	(245)
Corporate expenses	企業支出	(8,862)
Gain on disposal of a subsidiary	出售一家附屬公司之收益	2
Share of result of an associate	分佔一家聯營公司之業績	5
Finance costs	融資成本	(6,535)
Consolidated profit before income tax	除所得稅前綜合溢利	<b>11,140</b>
<b>Assets</b>	<b>資產</b>	
Reportable segment assets	可呈報分部資產	735,924
Unallocated corporate assets	未分配企業資產	
– Investment in an associate	– 一家聯營公司之投資	3,800
– Others	– 其他	3,024
Consolidated total assets	綜合資產總值	<b>742,748</b>
<b>Liabilities</b>	<b>負債</b>	
Reportable segment liabilities	可呈報分部負債	230,074
Unallocated corporate liabilities	未分配企業負債	33,191
Consolidated total liabilities	綜合負債總額	<b>263,265</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

**7. SEGMENT INFORMATION** (Continued)**(a) Reportable segments and reconciliation of reportable segment revenue, profit or loss, assets and liabilities** (Continued)

For the year ended 31st December, 2010

**7. 分部資料** (續)**(a) 可呈報分部及可呈報分部收益、損益、資產及負債之調節** (續)

截至二零一零年十二月三十一日止年度

		Mobile phone business 移動電話 業務 HK\$'000 千港元	Mining business 採礦業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Reportable segment revenue from external customers	來自外界客戶可呈報分部收益	2,528,868	15,252	2,544,120
Reportable segment profit	可呈報分部溢利	27,710	6,150	33,860
Loss on write-off of plant and equipment	撇銷廠房及設備之虧損	2	–	2
Depreciation and amortisation	折舊及攤銷	1,058	1,156	2,214
Allowance for trade and other receivables	應收貿易賬款及其他應收賬款之撥備	–	2,852	2,852
Write down of inventories	存貨撇減	9,486	–	9,486
Reversal of write down of inventories	存貨撇減撥回	(2,871)	–	(2,871)
Reportable segment assets	可呈報分部資產	407,642	452,394	860,036
Additions to non-current assets	非流動資產添置	3,429	139	3,568
Reportable segment liabilities	可呈報分部負債	(225,115)	(133,752)	(358,867)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 7. SEGMENT INFORMATION (Continued)

#### (a) Reportable segments and reconciliation of reportable segment revenue, profit or loss, assets and liabilities (Continued)

### 7. 分部資料 (續)

#### (a) 可呈報分部及可呈報分部收益、損益、資產及負債之調節 (續)

		2010 HK\$'000 千港元
<b>Revenue</b>	<b>收益</b>	
Reportable segment revenue and consolidated revenue	可呈報分部收益及綜合收益	<u>2,544,120</u>
<b>Profit before income tax</b>	<b>除所得稅前溢利</b>	
Reportable segment profit	可呈報分部溢利	33,860
Interest income	利息收入	317
Miscellaneous income	雜項收入	4,462
Corporate expenses	企業支出	(9,685)
Share of result of an associate	分佔一家聯營公司之業績	444
Finance costs	融資成本	<u>(11,658)</u>
Consolidated profit before income tax	除所得稅前綜合溢利	<u>17,740</u>
<b>Assets</b>	<b>資產</b>	
Reportable segment assets	可呈報分部資產	860,036
Unallocated corporate assets	未分配企業資產	
– Investment in an associate	– 一家聯營公司之投資	4,463
– Others	– 其他	<u>2,882</u>
Consolidated total assets	綜合資產總值	<u>867,381</u>
<b>Liabilities</b>	<b>負債</b>	
Reportable segment liabilities	可呈報分部負債	358,867
Unallocated corporate liabilities	未分配企業負債	
– Promissory notes	– 承兌票據	45,796
– Others	– 其他	<u>16,412</u>
Consolidated total liabilities	綜合負債總額	<u>421,075</u>



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 7. SEGMENT INFORMATION (Continued)

#### (b) Geographical information

During 2011 and 2010, the Group's operations and non-current assets are situated in the PRC in which all of its revenue was derived.

#### (c) Information about major customer

During 2011 and 2010, there was no customer with whom transactions have exceeded 10% of the Group's revenue.

### 8. OTHER GAINS AND LOSSES

### 7. 分部資料 (續)

#### (b) 地域資料

於二零一一年及二零一零年，本集團之業務及非流動資產均位於中國，而全部收益皆來自中國。

#### (c) 有關主要客戶之資料

於二零一一年及二零一零年，並無客戶之交易佔本集團收益超過10%。

### 8. 其他收益及虧損

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Write back of amount due to a non-controlling shareholder of a subsidiary	撥回應付一家附屬公司非控制性股東款項	-	7,862
Translation reserve released upon deregistration of a subsidiary	撤銷註冊一家附屬公司時解除之換算儲備	-	3,941
Exchange loss	匯兌虧損	(675)	(77)
Reversal of impairment loss recognised in respect of trade and other receivables	就應收貿易賬款及其他應收賬款確認之減值虧損撥回	641	397
(Impairment loss)/reversal of impairment loss recognised in respect of club memberships	就會所會籍確認之(減值虧損)/減值虧損撥回	(122)	11
Allowance for trade and other receivables	應收貿易賬款及其他應收賬款之撥備	-	(2,852)
Impairment loss recognised in respect of goodwill	就商譽確認之減值虧損	(2,910)	-
Loss on disposal/write-off of plant and equipment	出售/撤銷廠房及設備之虧損	(950)	(2)
		<b>(4,016)</b>	<b>9,280</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 9. FINANCE COSTS

Interests on:	利息有關：
Bank and other borrowings wholly repayable within five years	須於五年內悉數償還之銀行及其他借貸
Promissory notes	承兌票據
Bills discounting	票據貼現
Convertible loan notes	可換股貸款票據

### 9. 融資成本

2011 HK\$'000 千港元	2010 HK\$'000 千港元
2,624	6,141
3,895	4,263
16	1,192
-	62
<b>6,535</b>	<b>11,658</b>

### 10. INCOME TAX CREDIT/EXPENSE

The amount of income tax (credit)/expense in the consolidated statement of comprehensive income represents:

Current tax – PRC Enterprise Income Tax (“EIT”):	即期稅－中國企業所得稅（「企業所得稅」）：
– provision for the year	－年度撥備
– over provision in respect of prior year	－過往年度超額撥備
Deferred tax (Note 32)	遞延稅項（附註32）

Income tax (credit)/expense 所得稅（抵免）／支出

### 10. 所得稅抵免／支出

2011 HK\$'000 千港元	2010 HK\$'000 千港元
-	2,237
(15)	-
-	(133)
<b>(15)</b>	<b>2,104</b>

Fortune (Shanghai) International Trading Co., Ltd (“Fortune Shanghai”) and 上海遠嘉國際貿易有限公司 (“Shanghai Yuanjia”) were established in Shanghai Waigaoqiao Free Trade Zone, the PRC; and 珠海市雷鳴達通訊設備有限公司 (“Zhuhai Reminda”) was established in Zhuhai Special Economic Zone, the PRC. Accordingly, for the year ended 31st December, 2011, these PRC subsidiaries were entitled to a preferential EIT rate of 24% (2010: 22%). 黃石鋸發礦業有限公司 (“Sifa Mining”) was established in the PRC and subject to the EIT rate of 25% (2010: 25%).

長遠（上海）國際貿易有限公司（「長遠上海」）及上海遠嘉國際貿易有限公司（「上海遠嘉」）於中國上海外高橋保稅區成立，及珠海市雷鳴達通訊設備有限公司（「珠海雷鳴達」）於中國珠海經濟特區成立。因此，截至二零一一年十二月三十一日止年度，該等中國附屬公司可享有優惠企業所得稅稅率24%（二零一零年：22%）。黃石鋸發礦業有限公司（「鋸發礦業」）於中國成立，須按25%（二零一零年：25%）之企業所得稅稅率納稅。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 10. INCOME TAX CREDIT/EXPENSE (Continued)

No provision has been made for income tax as the Group did not have any estimated assessable profits during the year.

The income tax (credit)/expense for the year can be reconciled to the profit before income tax per the consolidated statement of comprehensive income as follows:

### 10. 所得稅抵免／支出（續）

由於本集團於本年度並無任何估計之應課稅溢利，故並無就所得稅提供撥備。

本年度之所得稅（抵免）／支出與綜合全面收入表之除所得稅前溢利對賬如下：

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	11,140	17,740
Tax charge at the domestic income tax rate of 24% (2010: 22%) (Note)	按本地所得稅稅率24% (二零一零年：22%) 計算之稅項支出（附註）	2,674	3,903
Tax effect of share of result of an associate	分佔一家聯營公司業績之 稅務影響	(1)	(98)
Tax effect of expenses not deductible for tax purpose	不可扣稅開支之稅務影響	3,414	4,428
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	(165)	(1,757)
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	3,693	1,539
Utilisation of deductible temporary differences and tax losses previously not recognised	動用過往未確認之可扣稅 暫時差額及稅項虧損	(10,505)	(6,016)
Over-provision in respect of prior year	過往年度超額撥備	(15)	-
Effect of different tax rates of group entities operating in other jurisdictions	其他司法權區營運之 集團實體不同稅率之影響	890	238
Tax (credit)/expense for the year	年度稅項（抵免）／支出	(15)	2,237

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 10. INCOME TAX CREDIT/EXPENSE (Continued)

At the end of reporting period, the Group had estimated unused tax losses of approximately HK\$247,231,000 (2010: HK\$231,727,000) available for offset against future profits. No deferred tax asset has been recognised in respect of the estimated unused tax losses due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of approximately HK\$150,303,000 (2010: HK\$132,262,000) that may be carried forward for a period of five years from their respective year of origination. Other losses may be carried forward indefinitely.

At the end of reporting period, the Group also had deductible temporary differences of approximately HK\$25,241,000 (2010: HK\$69,612,000). No deferred tax asset has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

Note: The domestic income tax rate represents the preferential PRC EIT rate where the Group's operations are substantially based.

### 10. 所得稅抵免／支出（續）

於呈報期結算日，本集團估計可用作抵扣未來溢利之尚未動用稅項虧損約為247,231,000港元（二零一零年：231,727,000港元）。由於無法確定未來溢利來源，故並無就所估計之尚未動用之稅項虧損確認遞延稅項資產。計入未確認稅項虧損之虧損約為150,303,000港元（二零一零年：132,262,000港元），可自產生各年度起結轉五年。其他虧損可無限期結轉。

於呈報期結算日，本集團亦有可扣稅暫時差額約25,241,000港元（二零一零年：69,612,000港元）。由於不大可能產生可扣稅暫時差額用以抵銷應課稅溢利，故並無就該等可扣稅暫時差額確認遞延稅項資產。

附註：本地所得稅稅率指本集團大部分業務適用之優惠中國企業所得稅稅率。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

**11. PROFIT FOR THE YEAR****11. 年度溢利**

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Profit for the year has been arrived at after charging:	年度溢利已扣除：		
Auditor's remuneration	核數師酬金	855	821
Cost of inventories recognised as expense	已確認為開支之存貨成本	1,704,539	2,479,356
Write down of inventories	存貨撇減	5,944	9,486
Reversal of write down of inventories	存貨撇減撥回	(6,162)	(2,871)
Depreciation of plant and equipment	廠房及設備之折舊	1,896	1,831
Amortisation of mining right	採礦權攤銷	-	533
Staff costs	員工成本		
– directors' emoluments (Note 12)	– 董事酬金 (附註12)	3,975	3,658
– other staff costs	– 其他員工成本	13,762	11,606
– retirement benefit scheme contribution (excluding directors)	– 退休福利計劃供款 (不包括董事)	2,581	2,390
		<b>20,318</b>	<b>17,654</b>
and after crediting:	及已計入：		
Service income from provision of logistics and promotion services	提供物流及宣傳服務之 服務收入	3,919	3,118
Interest income	利息收入	1,385	317
Government grants	政府補助	1,183	-



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 12. DIRECTORS' EMOLUMENTS

The emoluments paid or payable to each of the seven (2010: eight) directors were as follows:

### 12. 董事酬金

已付或應付予七位(二零一零年: 八位)董事各自之酬金如下:

	Lau Siu Ying ("Mr. Lau") 劉小鷹 (「劉先生」)	Luo Xi Zhi 羅習之	Fung Oi Ip, Alfonso 馮靄業	Lo Wing Yat 盧永逸 (Note i) (附註i)	Chang Wing Seng, Victor 鄭永勝	Wong Lit Chor, Alexis 黃烈初	Chen Yi Gang 陳亦剛	Wang Yu 王愚	Total 總計
	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	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>2011</b>	<b>二零一一年</b>								
Fees	袍金	-	100	-	100	100	80	-	380
Salaries and allowances	薪金及津貼	1,667	172	-	-	-	-	866	2,705
Performance related incentive bonuses (Note ii)	表現相關獎勵花紅 (附註ii)	750	83	-	-	-	-	-	833
Retirement benefit scheme contribution	退休福利計劃供款	2	18	-	-	-	-	37	57
<b>Total emoluments</b>	<b>酬金總額</b>	<b>2,419</b>	<b>273</b>	<b>100</b>	<b>-</b>	<b>100</b>	<b>100</b>	<b>80</b>	<b>3,975</b>
<b>2010</b>	<b>二零一零年</b>								
Fees	袍金	-	100	37	100	100	80	-	417
Salaries and allowances	薪金及津貼	1,698	143	-	-	-	-	725	2,566
Performance related incentive bonuses (Note ii)	表現相關獎勵花紅 (附註ii)	600	64	-	-	-	-	-	664
Retirement benefit scheme contribution	退休福利計劃供款	2	9	-	-	-	-	-	11
<b>Total emoluments</b>	<b>酬金總額</b>	<b>2,300</b>	<b>216</b>	<b>100</b>	<b>37</b>	<b>100</b>	<b>100</b>	<b>80</b>	<b>3,658</b>

Notes:

- (i) Lo Wing Yat was resigned on 30th September, 2010.
- (ii) The performance related incentive bonuses for 2011 and 2010 was determined with reference to performance of the Group.

附註:

- (i) 盧永逸於二零一零年九月三十日辭任。
- (ii) 二零一一年及二零一零年年度之表現相關獎勵花紅經參考本集團業績釐定。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 13. EMPLOYEES' EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, two (2010: two) were directors of the Company whose emoluments are included in the disclosures in Note 12 above. The emoluments of the remaining three (2010: three) individuals were as follows:

Salaries and allowances	薪金及津貼
Retirement benefit scheme contribution	退休福利計劃供款

Their emoluments were within the following band:

Up to HK\$1,000,000	1,000,000港元以內
---------------------	---------------

None of the five highest paid individuals waived any emoluments in current and prior years.

During the years ended 31st December, 2011 and 2010, no emoluments were paid by the Group to the five highest paid individuals, including directors, as an inducement to join or upon joining the Group or as compensation for loss of office.

### 13. 僱員酬金

本集團五位最高薪人士中，其中兩位（二零一零年：兩位）為本公司董事，其酬金載於上文附註12所披露之資料內。餘下三位（二零一零年：三位）人士之酬金如下：

2011 HK\$'000 千港元	2010 HK\$'000 千港元
1,724	1,737
(63)	165
<b>1,661</b>	<b>1,902</b>

該等僱員之酬金介乎下列範圍：

2011 Number of employees 僱員數目	2010 Number of employees 僱員數目
<b>3</b>	<b>3</b>

於本年度及往年內，五位最高薪人士概無放棄收取任何酬金。

截至二零一一年及二零一零年十二月三十一日止年度，本集團概無向五位最高薪人士（包括董事）支付任何酬金，作為招攬彼等加入或在加入本集團時之酬金或作為離職補償。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 14. DIVIDEND

No dividend was paid or proposed during current and prior years, nor has any dividend been proposed since the end of reporting period (2010: Nil).

### 15. EARNINGS PER SHARE

The calculation of earnings per share for the year is based on the profit for the year attributable to owners of the Company of HK\$15,922,000 (2010: HK\$14,875,000) and the weighted average number of 821,663,442 shares in issue during the year (2010: 820,489,274 shares in issue).

The computation of diluted earnings per share does not assume the exercise of the Company's outstanding share options as the exercise price of those options is higher than the average market price for shares for both 2011 and 2010.

### 14. 股息

於本年度及往年內，概無派付或擬派股息，自呈報期結算日以來亦無擬派任何股息（二零一零年：無）。

### 15. 每股盈利

年內每股盈利乃根據年內本公司擁有人之應佔溢利15,922,000港元（二零一零年：14,875,000港元）及年內已發行股份之加權平均數821,663,442股（二零一零年：820,489,274股已發行股份）計算。

由於二零一一年及二零一零年購股權之行使價高於股份平均市價，故計算每股攤薄盈利時並無假設行使本公司未行使之購股權。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

**16. PLANT AND EQUIPMENT****16. 廠房及設備**

		The Group 本集團				
		Leasehold improvements	Furniture, fixtures and equipment	Motor vehicles	Construction in progress	Total
		租賃裝修	傢俬、 裝置及設備	汽車	在建工程	總額
		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
<b>COST</b>	<b>成本</b>					
At 1st January, 2010	於二零一零年一月一日	7,405	3,375	1,684	-	12,464
Exchange adjustments	匯兌調整	291	97	-	-	388
Additions	增加	745	285	2,538	-	3,568
Write-off	撇銷	(298)	(9)	-	-	(307)
At 31st December, 2010	於二零一零年十二月三十一日	8,143	3,748	4,222	-	16,113
Exchange adjustments	匯兌調整	288	108	108	-	504
Additions	增加	939	681	593	1,633	3,846
Disposals	出售	(1,373)	(44)	-	-	(1,417)
At 31st December, 2011	於二零一一年十二月三十一日	7,997	4,493	4,923	1,633	19,046
<b>ACCUMULATED DEPRECIATION</b>	<b>累計折舊</b>					
At 1st January, 2010	於二零一零年一月一日	2,510	1,678	1,575	-	5,763
Exchange adjustments	匯兌調整	99	40	5	-	144
Provided for the year	年度撥備	892	660	279	-	1,831
Eliminated on write-off	撇銷時報廢	(298)	(7)	-	-	(305)
At 31st December, 2010	於二零一零年十二月三十一日	3,203	2,371	1,859	-	7,433
Exchange adjustments	匯兌調整	125	63	23	-	211
Provided for the year	年度撥備	749	525	622	-	1,896
Eliminated on disposal	出售時報廢	(319)	(36)	-	-	(355)
At 31st December, 2011	於二零一一年十二月三十一日	3,758	2,923	2,504	-	9,185
<b>CARRYING VALUE</b>	<b>賬面值</b>					
At 31st December, 2011	於二零一一年十二月三十一日	4,239	1,570	2,419	1,633	9,861
At 31st December, 2010	於二零一零年十二月三十一日	4,940	1,377	2,363	-	8,680

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 17. MINING RIGHT

### 17. 採礦權

		The Group 本集團 HK\$'000 千港元
<b>COST</b>	<b>成本</b>	
At 1st January, 2010	於二零一零年一月一日	415,840
Exchange adjustments	匯兌調整	18,400
		<hr/>
At 31st December, 2010	於二零一零年十二月三十一日	434,240
Exchange adjustments	匯兌調整	18,400
		<hr/>
At 31st December, 2011	於二零一一年十二月三十一日	452,640
		<hr/>
<b>ACCUMULATED AMORTISATION AND IMPAIRMENT</b>	<b>累計攤銷及減值</b>	
At 1st January, 2010	於二零一零年一月一日	-
Exchange adjustments	匯兌調整	24
Amortisation provided for the year	年內計提攤銷	533
		<hr/>
At 31st December, 2010	於二零一零年十二月三十一日	557
Exchange adjustments	匯兌調整	23
Amortisation provided for the year	年內計提攤銷	-
		<hr/>
At 31st December, 2011	於二零一一年十二月三十一日	580
		<hr/>
<b>CARRYING VALUE</b>	<b>賬面值</b>	
At 31st December, 2011	於二零一一年十二月三十一日	452,060
		<hr/>
At 31st December, 2010	於二零一零年十二月三十一日	433,683
		<hr/>

The mining right represents the right of Sifa Mining to conduct mining activities in the location of Huangshi in Hubei in the PRC. The mining right is amortised using the units of production method based on the proven and probable mineral reserves. However, the mining operating permit issued to the Group by Department of Land and Resources of Hubei Province (湖北省國土資源廳) is only for a term of 5 years from 25th September, 2007 to 25th September, 2012, though it is eligible for renewal thereafter. In the opinion of the directors, the application for renewal is procedural and the Group should be able to renew its mining operation permit without significant costs, until all the proven and probable minerals have been mined.

採礦權指錫發礦業於中國湖北省黃石的採礦權，乃基於已探明及推定礦產儲量的生產方法作為單位攤銷。然而，儘管湖北省國土資源廳所發出的採礦許可證為期5年，由二零零七年九月二十五日起至二零一二年九月二十五日止，惟其後可續期。董事認為，申請續期僅須完成相關程序，故本集團可以續期採礦許可證而毋須重大成本，直至所有已探明及推定礦藏已全被開採為止。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 17. MINING RIGHT (Continued)

The exploitation on the first phase was completed in 2010. In current year, Sifa Mining is moving to a next phase in development of another mining site exploitation system and then further exploitation is expected. The management is exploring all commercially viable opportunities to maximise the return from this investment including but not limited to improvement of infrastructure and expansion into processing of the ore, subject to feasibility study and availability of funding.

The directors have carefully reviewed the recoverable amount of the mining right by reference to the professional valuation as at 31st December, 2011, performed by LCH (Asia-Pacific) Surveyors Limited ("LCH"). The recoverable amount of the mining right was determined by LCH based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a 5-year period, and a discount rate of 16% (2010: 15%). The cash flows beyond the 5-year period are extrapolated using a steady 3.2% (2010: 2.9%) growth rate. The key assumptions adopted in the value in use calculation relate to the renewal of mining operation permit, estimated reserves, estimated productivity and the estimated prices of mineral resources.

Based on the above review, the directors of the Company are of the opinion that the recoverable amount of the mining right is higher than the carrying value of the mining right as at 31st December, 2011.

At 31st December, 2011, 100,000 tons (2010: 100,000 tons) minerals included in the underlying reserves were pledged as security for the other borrowings (Note 28).

### 17. 採礦權 (續)

第一階段的開採工作經已於二零一零年完成。於本年度，錫發礦業現正邁向下一階段，發展另一礦地開採系統，之後可預期進一步開採。管理層正開拓所有在商業層面可行的機遇以儘量提高投資回報，包括但不限於改善基建及擴充業務至礦石加工，惟須視乎可行性研究及可用資金而定。

董事已根據利駿行測量師有限公司（「利駿行」）於二零一一年十二月三十一日進行的專業估值對採礦權的可收回金額作仔細審查。採礦權的可收回金額由利駿行根據使用價值計算。有關計算使用經管理層批准之五年期財政預算及按16%（二零一零年15%）之貼現率所計出之現金流量預測。五年期後之現金流量按3.2%（二零一零年：2.9%）之穩定增長率推算。計算使用價值時採用之主要假設乃關於重續採礦許可證、礦物資源估計儲量、估計生產率及估計價格。

基於上述審查，本公司董事認為，採礦權於二零一一年十二月三十一日的可收回金額高於其賬面值。

於二零一一年十二月三十一日，相關儲備中有100,000噸（二零一零年：100,000噸）礦產已作為其他借貸（附註28）之抵押擔保。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 18. GOODWILL

### 18. 商譽

The Group  
本集團  
HK\$'000  
千港元

#### COST

At 1st January, 2010, 31st December, 2010 and  
31st December, 2011

#### 成本

於二零一零年一月一日、  
二零一零年十二月三十一日及  
二零一一年十二月三十一日

192,355

#### IMPAIRMENT

At 1st January, 2010 and 31st December, 2010

#### 減值

於二零一零年一月一日及  
二零一零年十二月三十一日

189,445

Impairment loss recognised

已確認減值虧損

2,910

At 31st December, 2011

於二零一一年十二月三十一日

192,355

#### CARRYING AMOUNT

At 31st December, 2011

#### 賬面值

於二零一一年十二月三十一日

–

At 31st December, 2010

於二零一零年十二月三十一日

2,910

At 31st December, 2010, the carrying amount of the Group's goodwill was attributable to the Group's mobile phone retail business in the PRC. The recoverable amount of this cash generating unit has been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a five-year period, and a discount rate of 10%. The key assumption for the value in use calculation relates to the forecast mobile phones sales. In determining the forecast mobile phones sales, the directors took into account the effects of the keen competition and the slower growth in the mobile phone retail business of the Group in current year, and extrapolated no growth (i.e. zero growth rate) in the five-year financial budgets and thereafter.

The directors reassessed the recoverable amount of goodwill as at 31st December, 2011 by reference to the value in use calculation with the above estimations and were of the opinion that the goodwill arising from the acquisition of mobile phone retail business was not recoverable. Accordingly, the goodwill was fully impaired and charged to the profit or loss during the year ended 31st December, 2011.

於二零一零年十二月三十一日，本集團商譽之賬面值來自本集團於中國之移動電話零售業務。該現金產生單位之可收回金額按使用價值計算法釐定。該計算使用經管理層批准之五年期財政預算及按10%之貼現率所計出之現金流量預測。計算使用價值之主要假設關於移動電話銷量預測。於釐定移動電話銷量預測時，董事已考慮近年來本集團移動電話零售業務之激烈競爭及較慢增長之影響，預計於五年期財政預算及其後推斷並無增長（即零增長率）。

於二零一一年十二月三十一日，董事經參考使用價值計算及上述估計，重估商譽之可收回金額，並認為收購移動電話零售業務之商譽無法收回。因此，於二零一一年十二月三十一日，商譽已全數減值並已從損益中扣除。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 19. INVESTMENT IN AN ASSOCIATE

Cost of investment in an unlisted associate	於非上市聯營公司之投資 成本
Share of post-acquisition reserves	應佔收購後儲備

Particulars of the associate as at 31st December, 2011 and 2010 are set out in Note 41.

Included in the cost of investment in an associate is goodwill of HK\$2,067,000 (2010: HK\$2,735,000) arising on acquisition of the associate in 2007, which is net of impairment recognised and adjustment to the investment cost in accordance with profit guarantee provided by the vendor for the years ended 31st December, 2009 and 2010.

During the year, the Group is entitled to receive a compensation of HK\$668,000 (2010: HK\$900,000) in cash from the vendor in an acquisition of an associate, Artchief Industries Limited ("Artchief"), carried out in 2007. The compensation represents the shortfall of the profit guarantee of Artchief for the year ended 31st December, 2010 (2010: year ended 31st December, 2009). The compensation was set off with the corresponding goodwill arising on the acquisition.

### 19. 一家聯營公司之投資

The Group	
本集團	
2011	2010
HK\$'000	HK\$'000
千港元	千港元
3,341	4,009
459	454
<b>3,800</b>	<b>4,463</b>

於二零一一年及二零一零年十二月三十一日之聯營公司詳情載於附註41。

於二零零七年收購一家聯營公司所產生之商譽為2,067,000港元（已扣除已確認減值及根據賣方於截至二零零九年及二零一零年十二月三十一日止年度所提供之溢利保證所作之投資成本調整）（二零一零年：2,735,000港元），已計入於聯營公司之投資成本。

年內，本集團有權就二零零七年收購一家聯營公司藝捷實業有限公司（「藝捷」）一事向賣方收取668,000港元（二零一零年：900,000港元）現金補償。有關補償指藝捷截至二零一零年十二月三十一日止年度（二零一零年：截至二零零九年十二月三十一日止年度）溢利保證的不足差額，已經與收購所產生的相應商譽抵銷。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 19. INVESTMENT IN AN ASSOCIATE (Continued)

The summarised financial information in respect of the associate held by the Group at the end of reporting period is set out below:

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Total assets	資產總值	4,055	5,018
Total liabilities	負債總額	(589)	(1,562)
Net assets	資產淨值	3,466	3,456
Group's share of net assets of associate	本集團應佔聯營公司 資產淨值	1,733	1,728
Revenue	收益	27,844	37,611
Profit for the year	年度溢利	10	887
Group's share of result of an associate for the year	本集團應佔一家聯營公司 年度業績	5	444

### 19. 一家聯營公司之投資 (續)

於呈報期結算日，本集團所持聯營公司之財務資料概要如下：

### 20. INTERESTS IN SUBSIDIARIES

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Unlisted shares, at cost	非上市股份·按成本	52,721	50,577
Amounts due from subsidiaries	應收附屬公司款項	620,870	640,337
Amounts due to subsidiaries	應付附屬公司款項	(30,225)	(6,520)
		643,366	684,394
Less: allowance of impairment	減：減值撥備	(620,870)	(640,337)
		22,496	44,057

### 20. 附屬公司權益

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 20. INTERESTS IN SUBSIDIARIES (Continued)

The amounts due from subsidiaries are unsecured, interest-free and repayable on demand. Accumulated allowance of impairment for amounts due from subsidiaries of HK\$620,870,000 (2010: HK\$640,337,000) had been recognised up to 31st December, 2011 because the related recoverable amounts were estimated to be less than their respective carrying amounts.

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

Details of principal subsidiaries are set out in Note 40.

### 21. AVAILABLE-FOR-SALE INVESTMENT

Available-for-sale investment comprises:

Unlisted securities:	非上市證券：
Equity securities	股本證券

This represents a 1.21% (2010: 1.21%) interest in unlisted equity securities issued by a private entity incorporated in Hong Kong, which is engaged in provision of computer technology services in Hong Kong. This investment is measured at cost less impairment at the end of reporting period because the range of reasonable fair values estimates is so significant that the directors of the Company are of the opinion that its fair value cannot be measured reliably. The Group does not intend to dispose of it in the near future.

### 20. 附屬公司權益 (續)

應收附屬公司款項為無抵押、不計息及須按要償還。由於相關可收回金額估計為少於其各自的賬面值，應收附屬公司款項的累計減值撥備620,870,000港元（二零一零年：640,337,000港元）已於二零一一年十二月三十一日確認。

應付附屬公司款項為無抵押、不計息及須按要償還。

主要附屬公司詳情載於附註40。

### 21. 可供出售投資

可供出售投資包括：

The Group 本集團	
2011 HK\$'000 千港元	2010 HK\$'000 千港元
69	69

此乃一家於香港註冊成立之私人實體所發行非上市股本證券之1.21%（二零一零年：1.21%）權益。該實體在香港提供電腦技術服務。該等投資於呈報期結算日按成本扣除減值計算，原因是估計合理公平值之幅度頗大，本公司董事認為公平值不能可靠計量。本集團無意於近期內將其出售。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 22. CLUB MEMBERSHIPS

### 22. 會所會籍

		The Group 本集團 HK\$'000 千港元
<b>COST</b>	<b>成本</b>	
At 1st January, 2010	於二零一零年一月一日	1,371
Exchange adjustments	匯兌調整	<u>9</u>
At 31st December, 2010 and 1st January, 2011	於二零一零年十二月三十一日及 二零一一年一月一日	1,380
Exchange adjustments	匯兌調整	<u>9</u>
At 31st December, 2011	於二零一一年十二月三十一日	<u>1,389</u>
<b>IMPAIRMENT</b>	<b>減值</b>	
At 1st January, 2010	於二零一零年一月一日	13
Reversal of impairment loss recognised	已確認減值虧損撥回	(11)
Exchange adjustments	匯兌調整	<u>2</u>
At 31st December, 2010 and 1st January, 2011	於二零一零年十二月三十一日及 二零一一年一月一日	4
Impairment loss recognised for the year	年度確認減值之虧損	122
Exchange adjustments	匯兌調整	<u>-</u>
At 31st December, 2011	於二零一一年十二月三十一日	<u>126</u>
<b>CARRYING AMOUNT</b>	<b>賬面值</b>	
At 31st December, 2011	於二零一一年十二月三十一日	<u>1,263</u>
At 31st December, 2010	於二零一零年十二月三十一日	<u>1,376</u>

Club memberships are stated at cost less any identified impairment loss. For the purpose of impairment testing on club memberships, the recoverable amount has been determined based on fair value less costs to sell. The fair value less costs to sell is the second-hand market price less cost of disposal.

會所會籍按成本減任何已識別減值虧損列賬。檢測會所會籍有否減值時，可收回金額按公平值減銷售成本釐定。公平值減銷售成本為二手市場價減出售成本。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 23. INVENTORIES

Inventories comprise finished goods in:

Mobile phones business	移動電話業務
Mining business	採礦業務

Included in the cost of inventories sold for the year ended 31st December, 2011 are write down of inventories with an aggregate balance of HK\$5,944,000 (2010: HK\$9,486,000), and reversal of write down of inventories of HK\$6,162,000 (2010: HK\$2,871,000) which was caused by the increase in the estimated realisable value.

### 24. TRADE AND OTHER RECEIVABLES

Trade receivables	應收貿易賬款
Less: accumulated allowance	減：累計撥備
Value-added-tax receivables	應收增值稅
Rebates receivable	應收回扣款項
Prepayments to suppliers	預付供應商款項
Other receivables and deposits	其他應收賬款及按金
Less: accumulated allowance	減：累計撥備
Trade and other receivables	應收貿易賬款及 其他應收賬款

### 23. 存貨

存貨包括製成品：

The Group 本集團	
2011 HK\$'000 千港元	2010 HK\$'000 千港元
132,365	185,404
-	1,751
<b>132,365</b>	<b>187,155</b>

截至二零一一年十二月三十一日止年度之存貨銷售成本包括總結餘為5,944,000港元（二零一零年：9,486,000港元）之存貨撇減，以及由於估計可變現價值增加而撥回之存貨撇減6,162,000港元（二零一零年：2,871,000港元）。

### 24. 應收貿易賬款及其他應收賬款

The Group 本集團	
2011 HK\$'000 千港元	2010 HK\$'000 千港元
30,066	19,583
(14,083)	(14,713)
<b>15,983</b>	<b>4,870</b>
2,756	6,238
11,988	66,126
16,335	71,332
15,962	27,589
(3,130)	(3,005)
<b>59,894</b>	<b>173,150</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 24. TRADE AND OTHER RECEIVABLES (Continued)

The Group generally requests for full prepayment from its trade customers but it also allows certain trade customers a credit period of 30 to 90 days. The following is an aged analysis of trade receivables (net of allowance) presented based on the invoice date at the end of reporting period:

0 to 30 days	零至三十日
31 to 90 days	三十一至九十日
Over 90 days	超過九十日

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines its credit limits. Limits attributed to customers are reviewed periodically. Majority of the trade receivables that are neither past due nor impaired have no default payment history and good credit rating under the Group's internal credit assessment.

### 24. 應收貿易賬款及其他應收賬款 (續)

本集團一般要求貿易客戶預付全數款項，但亦給予若干貿易客戶三十至九十日之信貸期。於呈報期結算日之應收貿易賬款（已扣除撥備）按發票日期作出之賬齡分析如下：

The Group 本集團	
2011 HK\$'000 千港元	2010 HK\$'000 千港元
11,412	3,320
2,438	1,423
2,133	127
<b>15,983</b>	<b>4,870</b>

接納任何新客戶前，本集團會評估潛在客戶之信貸質量，然後界定信貸限額，定期檢討授予客戶之限額。根據本集團內部信貸評估，大部分既未過期亦未減值之應收貿易賬款並無拖欠紀錄且信用等級良好。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 24. TRADE AND OTHER RECEIVABLES (Continued)

The Group does not hold any collateral over its trade debts. It is the Group's policy that trade debts over 180 days are fully provided for because historical experience is such that debts that are past due beyond 180 days are generally not recoverable. The following is an aged analysis of the carrying amounts of trade debts that were past due at the end of reporting period but for which the Group has not provided for impairment loss because management are of the opinion that the fundamental credit quality of the customers has not deteriorated:

Over 90 days but less than 180 days past due	逾期九十日但未超過一百八十日
--	----------------

#### *Movement in the allowance for doubtful debts in respect of trade and other receivables*

Balance at beginning of year	年初結餘	17,718	28,127
Exchange adjustments	匯兌調整	136	336
Impairment losses recognised for the year	年度確認之減值虧損	-	2,852
Amounts written off as uncollectible	撇銷為無法收回賬款	-	(13,200)
Amounts recovered during the year	年內收回之賬款	(641)	(397)
Balance at end of year	年終結餘	17,213	17,718

At 31st December, 2011, the Group's trade and other receivables of approximately HK\$17,213,000 (2010: HK\$17,718,000) were individually determined to be impaired.

### 24. 應收貿易賬款及其他應收賬款 (續)

本集團並無就貿易債款持有任何抵押品。本集團的政策為就超過180日之貿易債款作出足額撥備，原因是過往經驗證明過期180日以上之債務通常無法收回。以下為於呈報期結算日已過期但因管理層認為客戶之基本信貸質素並未惡化而本集團並無作出減值虧損撥備的貿易債款之賬面值賬齡分析：

The Group 本集團	
2011 HK\$'000 千港元	2010 HK\$'000 千港元
2,133	127

#### *有關應收貿易賬款及其他應收賬款呆賬撥備之變動*

The Group 本集團	
2011 HK\$'000 千港元	2010 HK\$'000 千港元
17,718	28,127
136	336
-	2,852
-	(13,200)
(641)	(397)
17,213	17,718

於二零一一年十二月三十一日，本集團之應收貿易賬款及其他應收賬款約17,213,000港元（二零一零年：17,718,000港元）個別釐定為予以減值。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 25. AMOUNTS DUE FROM/(TO) RELATED PARTIES

Amounts due from:	應收之款項：
– non-controlling shareholders of subsidiaries	– 附屬公司非控制性股東
Amounts due to:	應付之款項：
– Mr. Lau	– 劉先生
– an associate	– 一家聯營公司

The balances are unsecured, interest-free and repayable on demand.

### 26. CASH AND CASH EQUIVALENTS

Cash at banks earns interest at floating bank deposit rates.

The cash and cash equivalents of the Group are mainly denominated in RMB and HK\$, which are the functional currency of the relevant entities of the Group. Included in cash and cash equivalents at 31st December, 2011 was an amount in RMB of approximately RMB63,185,000 (2010: RMB37,701,000). RMB is not freely convertible into other currencies.

### 25. 應收／（應付）關連人士款項

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
3,590	3,172	–	–
24,869	8,270	22,977	8,037
500	500	–	–
<b>25,369</b>	<b>8,770</b>	<b>22,977</b>	<b>8,037</b>

結餘為無抵押、不計息及須按要求償還。

### 26. 現金及現金等價物

銀行現金按浮動銀行存款利率賺取利息。

本集團之現金及現金等價物主要以本集團有關實體之功能貨幣人民幣及港元計值。於二零一一年十二月三十一日，現金及現金等價物包括人民幣金額約人民幣63,185,000元（二零一零年：人民幣37,701,000元）。人民幣不得自由兌換為其他貨幣。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 27. TRADE AND OTHER PAYABLES

The following is an aged analysis of the trade payables presented based on the invoice date at the end of reporting period:

Trade payables:	應付貿易賬款：
0 to 30 days	零至三十日
31 to 90 days	三十一至九十日
Over 90 days	超過九十日
Rebates payable	應付回扣款項
Prepayments from customers	客戶預付款項
Other payables and accruals	其他應付賬款及應計費用

### 27. 應付貿易賬款及其他應付賬款

於呈報期結算日之應付貿易賬款按發票日期作出之賬齡分析如下：

The Group 本集團	
2011 HK\$'000 千港元	2010 HK\$'000 千港元
1,463	3,704
128	159
305	599
1,896	4,462
76,291	116,190
9,615	62,379
18,074	20,842
<b>105,876</b>	<b>203,873</b>

### 28. BANK AND OTHER BORROWINGS

Bank loans	銀行貸款
Other borrowings	其他借貸
Secured	有抵押
Unsecured	無抵押

### 28. 銀行及其他借貸

The Group 本集團	
2011 HK\$'000 千港元	2010 HK\$'000 千港元
-	23,600
15,250	26,430
<b>15,250</b>	<b>50,030</b>
15,250	14,630
-	35,400
<b>15,250</b>	<b>50,030</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 28. BANK AND OTHER BORROWINGS (Continued)

At the end of reporting period, all the Group's borrowings were repayable within one year. All bank loans were guaranteed by the Company.

Fixed-rate borrowings	定息借貸
Variable-rate borrowings	浮息借貸
Effective interest rate (per annum)	實際年利率
– fixed-rate borrowings	– 定息借貸
– variable-rate borrowings	– 浮息借貸

At 31st December, 2011, the Group had total banking facilities of approximately HK\$24,600,000 (2010: HK\$23,600,000) of which had not been utilised (2010: HK\$23,600,000 were utilised) and were guaranteed by the Company.

Other borrowing of HK\$15,250,000 (2010: HK\$14,630,000) was secured by a pledge of 100,000 tons of minerals reserve as at the end of reporting period.

### 29. PROMISSORY NOTES

As part of the consideration for the acquisition of Sifa Mining, on 23rd December, 2009, the Company issued 2 tranches of the promissory notes in the principal sum of approximately HK\$89.7 million in aggregate, all of which are interest-free. Other particulars of the promissory notes are as follows:

#### 1. First tranche promissory note

This carries a principal sum of HK\$40,000,000 and it is non-transferable and will mature at the end of the twelve months after issue.

### 28. 銀行及其他借貸 (續)

於呈報期結算日，本集團所有借貸須於一年內償還。全部銀行貸款由本公司擔保。

2011 HK\$'000 千港元	2010 HK\$'000 千港元
15,250	26,430
–	23,600
15,250	50,030
8.47%	11.65%
n/a不適用	5.58% – 10%

於二零一一年十二月三十一日，本集團總銀行融資約24,600,000港元（二零一零年：23,600,000港元），有關銀行融資尚未動用（二零一零年：23,600,000港元已動用）並由本公司擔保。

於呈報期結算日，其他借貸15,250,000港元（二零一零年：14,630,000港元）以100,000噸礦產資源作擔保抵押。

### 29. 承兌票據

二零零九年十二月二十三日，本公司發行兩批本金總額合共約89,700,000港元的承兌票據，作為收購錳發礦業的部分代價。該等承兌票據免息，有關其他詳情如下：

#### 1. 第一批承兌票據

該批承兌票據的本金總額為40,000,000港元為不可轉讓，將於發行後第十二個月結束時到期。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 29. PROMISSORY NOTES (Continued)

#### 2. Second tranche promissory note

This carries a principal sum of HK\$49,691,000. It is transferable and will mature at the end of the twenty-fourth month after issue.

The movement of the 2 tranches of promissory notes and the respective effective interest rate are set out as below:

As at 1st January, 2010	於二零一零年一月一日			
Interest charge	利息費用	7,549	42,130	49,679
Adjustment to estimated compensation by the vendors	估計賣方賠償金額之調整	597	3,666	4,263
Transfer to amount due to note holder, Mr. Lau (Note i)	轉撥至應付票據持有人劉先生之金額 (附註i)	(109)	–	(109)
		(8,037)	–	(8,037)
As at 31st December, 2010	於二零一零年十二月三十一日			
Interest charge	利息費用	–	45,796	45,796
		–	3,895	3,895
		–	49,691	49,691
Transfer to amount due to note holder, Mr. Lau (Note ii & Note 42)	轉撥至應付票據持有人劉先生之金額 (附註ii及附註42)	–	(49,691)	(49,691)
As at 31st December, 2011	於二零一一年十二月三十一日			
Effective interest rate	實際利率	8.13%	8.72%	

### 29. 承兌票據 (續)

#### 2. 第二批承兌票據

該批承兌票據的本金總額為49,691,000港元，為可轉讓，將於發行後第二十四個月結束時到期。

兩批承兌票據及各自實際利率的變動載列如下：

		First tranche 第一批	Second tranche 第二批	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
As at 1st January, 2010	於二零一零年一月一日	7,549	42,130	49,679
Interest charge	利息費用	597	3,666	4,263
Adjustment to estimated compensation by the vendors	估計賣方賠償金額之調整	(109)	–	(109)
Transfer to amount due to note holder, Mr. Lau (Note i)	轉撥至應付票據持有人劉先生之金額 (附註i)	(8,037)	–	(8,037)
As at 31st December, 2010	於二零一零年十二月三十一日	–	45,796	45,796
Interest charge	利息費用	–	3,895	3,895
		–	49,691	49,691
Transfer to amount due to note holder, Mr. Lau (Note ii & Note 42)	轉撥至應付票據持有人劉先生之金額 (附註ii及附註42)	–	(49,691)	(49,691)
As at 31st December, 2011	於二零一一年十二月三十一日	–	–	–
Effective interest rate	實際利率	8.13%	8.72%	

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 29. PROMISSORY NOTES (Continued)

Notes:

- (i) On 22nd December, 2010, the maturity date of the first tranche of promissory notes, the note holder, Mr. Lau, agreed to transfer the outstanding balance of approximately HK\$8,037,000 to the amount due to him with the terms of unsecured, interest-free and repayable on demand.
- (ii) On 22nd December, 2011, the maturity date of the second tranche of promissory notes, the note holder, Mr. Lau, agreed to transfer the outstanding balance of approximately HK\$49,691,000 to the amount due to him with the terms of unsecured, interest-free and repayable on demand.

### 30. SHARE CAPITAL

Ordinary shares of HK\$0.10 each	每股面值0.10港元之普通股
Authorised	法定股本
Issued and fully paid	已發行及繳足股款股本
At beginning of year	年初
Issue of shares upon conversion of convertible loan notes	於變換可換股貸款票據時發行股份
At end of year	年末

### 29. 承兌票據 (續)

附註：

- (i) 於二零一零年十二月二十二日，第一批承兌票據的到期日，票據持有人劉先生同意按無抵押、不計息及須按要求償還條款將未清賬款餘額約8,037,000港元轉撥至應付劉先生的款項。
- (ii) 於二零一一年十二月二十二日，第二批承兌票據的到期日，票據持有人劉先生同意按無抵押、不計息及須按要求償還條款將未清賬款餘額約49,691,000港元轉撥至應付劉先生的款項。

### 30. 股本

		Number of ordinary shares 普通股數目		Share capital 股本	
		2011 '000 千股	2010 '000 千股	2011 HK\$'000 千港元	2010 HK\$'000 千港元
Authorised	法定股本	1,000,000	1,000,000	100,000	100,000
Issued and fully paid	已發行及繳足股款股本				
At beginning of year	年初	821,663	678,806	82,166	67,881
Issue of shares upon conversion of convertible loan notes	於變換可換股貸款票據時發行股份	-	142,857	-	14,285
At end of year	年末	821,663	821,663	82,166	82,166

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 31. SHARE-BASED PAYMENT TRANSACTIONS

The Company adopted a share option scheme on 14th January, 2004 (the "Scheme") which was effective on 26th January, 2004 and will expire on 26th January, 2014. The primary purpose of the Scheme is to provide incentives to directors, eligible employees and other qualified persons who in the opinion of the board of directors has made or will make contributions which are or may be beneficial to the Group as a whole.

Under the Scheme, the directors of the Company may, subject to certain conditions, grant to any directors, employees, suppliers, agents, customers, distributors, business associates or partners, professionals or other advisors of, or consultants or contractors to, any members of the Group or any associated companies who in the opinion of the board of directors has made or will make contributions which are or may be beneficial to the Group as a whole, options to subscribe for shares in the Company at any price but not less than the higher of (i) nominal value of a share, (ii) the closing price of the shares on the Stock Exchange on the day of grant, and (iii) the average of the closing prices of the shares on the Stock Exchange on the five trading days immediately preceding the date of grant of the options, subject to a maximum of 10% of the issued share capital of the Company from time to time.

Without prior approval from the Company's shareholders, (i) the total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time, and (ii) the number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any 12-month period is not permitted to exceed 1% of the shares of the Company in issue at any point in time.

Options granted must be taken up within the time period set out in the offer letter and upon payment of HK\$1 for each lot of share option granted.

### 31. 以股份為基礎付款之交易

本公司於二零零四年一月十四日採納一項購股權計劃（「計劃」），該計劃於二零零四年一月二十六日生效並將於二零一四年一月二十六日屆滿。計劃之主要目的為向董事會認為對本集團整體利益曾作出或將作出屬於或可能屬於貢獻之董事、合資格僱員及其他合資格人士給予獎勵。

根據計劃，在若干條件之限制下，本公司董事可向董事會認為對本集團整體利益曾作出或將作出屬於或可能屬於貢獻之本集團任何成員公司或任何聯營公司之董事、僱員、供應商、代理、客戶、分銷商、業務聯繫人或夥伴、專業顧問或其他顧問、諮詢人或承辦商授予可按任何價格認購本公司股份之購股權，惟認購價格不得少於(i)股份面值、(ii)股份於授出日期在聯交所之收市價及(iii)股份於緊接購股權授出日期前五個交易日在聯交所之平均收市價之較高者，而授出之購股權可認購之股份數目最多以本公司不時已發行股本之10%為限。

未經本公司股東事先批准前，(i)根據計劃可能授出購股權之相關股份總數，不得超出本公司任何時間已發行股份之10%，及(ii)向任何個人於十二個月期間內已授出及將授出購股權之相關已發行及將發行股份數目，不得超出本公司任何時間已發行股份之1%。

購股權須於要約函件內所列之期間內予以接納，並須於接納時就授出之購股權每手支付1港元之費用。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 31. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

At 31st December, 2011, the number of shares in respect of which options had been granted and remained outstanding under the Scheme was 8,246,000 (2010: 8,446,000), representing 1% (2010: 1%) of the shares of the Company in issue at that date.

The following table discloses movement of the Company's share options held by employees and consultants (including directors) during the years ended 31st December, 2011 and 2010:

Name	Date of grant	Exercisable period	Exercise price per share	Outstanding at 1.1.2010	Forfeited during the year	Outstanding at 31.12.2010	Forfeited during the year	Outstanding at 31.12.2011
名稱	授出日期	行使期	每股行使價 HK\$ 港元	於二零一零年 一月一日 尚未行使	於年內失效	於二零一零年 十二月 三十一日 尚未行使	於年內失效	於二零一一年 十二月 三十一日 尚未行使
Category I: 第一類:								
- Directors - 董事	7.5.2007 二零零七年 五月七日	7.5.2007 to 6.5.2012 二零零七年五月七日至 二零一二年五月六日	1.29	3,050,000	(100,000)	2,950,000	-	2,950,000
Category II: 第二類:								
- Employees - 僱員	7.5.2007 二零零七年 五月七日	7.5.2007 to 6.5.2012 二零零七年五月七日至 二零一二年五月六日	1.29	1,552,000	(6,000)	1,546,000	(200,000)	1,346,000
Category III: 第三類:								
- Consultants (Note) - 顧問(附註)	7.5.2007 二零零七年 五月七日	7.5.2007 to 6.5.2012 二零零七年五月七日至 二零一二年五月六日	1.29	3,950,000	-	3,950,000	-	3,950,000
Total for all categories 所有類別總計				8,552,000	(106,000)	8,446,000	(200,000)	8,246,000
Exercisable at the end of the year 於年末可行使						8,446,000		8,246,000
Weighted average exercise price 加權平均行使價				HK\$1.29 1.29港元	HK\$1.29 1.29港元	HK\$1.29 1.29港元	HK\$1.29 1.29港元	HK\$1.29 1.29港元

### 31. 以股份為基礎付款之交易(續)

於二零一一年十二月三十一日，根據計劃已授出但仍然尚未行使購股權之相關股份數目為8,246,000股(二零一零年: 8,446,000股)，佔本公司於該日已發行股份之1%(二零一零年: 1%)。

下表披露截至二零一一年及二零一零年十二月三十一日止年度僱員及顧問(包括董事)所持本公司購股權之變動:

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 31. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Note:

The Group granted share options to the consultants in return for their provision of management consultancy services to the Group.

No option was granted during each of the two years ended 31st December, 2011 and 2010.

### 31. 以股份為基礎付款之交易 (續)

附註：

本集團授予顧問之購股權，作為彼等向本集團提供管理諮詢服務的回報。

截至二零一一年及二零一零年十二月三十一日止兩個年度各年並無授出購股權。

### 32. DEFERRED TAX LIABILITIES

The following are the deferred tax liabilities recognised and movements thereon during the current and prior years:

### 32. 遞延稅項負債

下表為於本年度及上年度已確認之遞延稅項負債及其變動：

		Revaluation of mining right arising from acquisition 因收購引致的 採礦權重估 HK\$'000 千港元
At 1st January, 2010	於二零一零年一月一日	101,473
Exchange adjustments	匯兌調整	4,484
Credit to profit or loss	計入損益	(133)
		<hr/>
At 31st December, 2010 and 1st January, 2011	於二零一零年十二月三十一日及 二零一一年一月一日	105,824
Exchange adjustments	匯兌調整	4,484
		<hr/>
At 31st December, 2011	於二零一一年十二月三十一日	110,308

Under the EIT Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1st January, 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to approximately HK\$54,375,000 (2010: HK\$18,413,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

根據中國企業所得稅法，自二零零八年一月一日起，以中國附屬公司所賺取溢利宣派的股息須繳交預扣稅。由於本集團有能力控制中國附屬公司累計溢利的相關暫時差額約54,375,000港元（二零一零年：18,413,000港元）的撥回時間，且不大可能於可見未來撥回暫時差額，故並無於綜合財務報表就該等暫時差額計提遞延稅項撥備。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 33. DISPOSAL OF A SUBSIDIARY

On 1st August, 2011, the Group disposed of a subsidiary, YAL Technology International Company Limited, which was dormant, at HK\$1 consideration.

The net liabilities of YAL Technology International Company Limited at the date of disposal were as follows:

### 33. 出售附屬公司

於二零一一年八月一日，本集團以1港元之代價出售一間暫停業務活動之附屬公司悅爾科技國際有限公司。

悅爾科技國際有限公司於出售日期之負債淨額如下：

		HK\$'000 千港元
Net liabilities disposed of:	所出售負債淨額：	
Cash and cash equivalents	現金及現金等價物	505
Other payable and accrual	其他應付賬款及應計費用	(7)
Amount due to a director	應付一名董事款項	(500)
		(2)
Gain on disposal	出售之收益	2
Total consideration	總代價	—
Net cash outflow arising on disposal:	出售產生之現金流出淨額：	
Cash and cash equivalents disposed of	出售之現金及現金等價物	(505)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 34. OPERATING LEASES

#### *The Group as lessee*

During the year, the Group made minimum lease payments of approximately HK\$5,931,000 (2010: HK\$5,834,000) under operating leases.

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

Within one year	一年內
In the second to fifth years inclusive	第二年至第五年 (包括首尾兩年)
Over five years	五年以上

Operating lease payments represent rentals payable by the Group for certain of its office properties and retail shops. Leases are negotiated and rentals are fixed for terms ranging from one to eight years.

### 35. CONTINGENT LIABILITIES

At 31st December, 2011, the Company had provided guarantee to a bank in respect of credit facilities granted to its subsidiary of approximately HK\$24,600,000 (2010: HK\$23,600,000) of which had not been utilised (2010: HK\$23,600,000 were utilised).

In the opinion of the directors, no material liabilities will arise from the above corporate guarantee which arose in the ordinary course of the business.

At 31st December, 2011 and 2010, the Group had no contingent liabilities.

### 34. 經營租約

#### *本集團作為承租人*

年內，本集團根據經營租約支付之最低租賃款項約為5,931,000港元（二零一零年：5,834,000港元）。

於呈報期結算日，本集團根據不可撤回租約而就於下列期間到期之租賃物業須支付的未來最低租金承擔如下：

2011 HK\$'000 千港元	2010 HK\$'000 千港元
3,666	4,420
3,326	5,452
1,221	1,553
<b>8,213</b>	<b>11,425</b>

經營租約租金指本集團就若干辦公室物業及零售店應付之租金。租約及租金均按一至八年之年期磋商及釐定。

### 35. 或然負債

於二零一一年十二月三十一日，本公司已就其附屬公司獲得之信貸融資約24,600,000港元（二零一零年：23,600,000港元）向一間銀行提供擔保，有關信貸融資尚未動用（二零一零年：23,600,000港元已動用）。

董事認為，於一般業務過程中產生之上述公司擔保將不會產生任何重大負債。

於二零一一年及二零一零年十二月三十一日，本集團並無任何或然負債。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 36. CAPITAL COMMITMENTS

At 31st December, 2011 and 2010, the Group and the Company did not have any significant capital commitments.

### 37. RETIREMENT BENEFIT SCHEMES

The Group operates a Mandatory Provident Fund Scheme (the "Scheme") for all its qualifying employees in Hong Kong. The assets of the Scheme are held separately from those of the Group, in funds under the control of trustees. Under the rules of the Scheme, the employer and its employees are required to make contributions to the Scheme at rates specified in the rules. The only obligation of the Group with respect to the Scheme is to make the required contributions under the Scheme.

The employees of the Group's subsidiaries in the PRC are members of a state-managed retirement benefit scheme operated by the government of the PRC. The subsidiaries are required to contribute a fixed rate of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

### 36. 資本承擔

於二零一一年及二零一零年十二月三十一日，本集團及本公司並無任何重大資本承擔。

### 37. 退休福利計劃

本集團為所有香港合資格僱員管理強制性公積金計劃（「計劃」）。有關計劃的資產由受託人控制之基金與本集團資產分開持有。根據計劃之規則，僱主及其僱員須按規則指定之比率向計劃供款。本集團對計劃之唯一責任為根據計劃作出規定供款。

本集團在中國之附屬公司僱員均為中國政府管理之國家管理退休福利計劃成員。該等附屬公司須按薪金成本之固定比例向該退休福利計劃供款，為各項福利提供資金。本集團對該退休福利計劃之唯一責任為作出指定供款。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 38. RELATED PARTY DISCLOSURES

- (a) Details of the Group's outstanding balances with related parties at the end of reporting period are set out in the consolidated statement of financial position and Note 25.
- (b) During the year, the Group disposed of a subsidiary to a director of the Company. Details of disposal are set out in Note 33.
- (c) Compensation of key management personnel

The remuneration of directors and other members of the Group's key management during the year was as follows:

Short-term benefits	短期福利
Post-employment benefits	退休後福利

The remuneration of directors and other members of key management was determined by the remuneration committee having regard to the performance of individuals and market trends.

- (d) During the year, the Group received management fee income amounting to HK\$272,000 (2010: HK\$480,000) from Synergy Technologies (Asia) Limited of which Mr. Lau was the common director.

### 38. 關連人士之披露

- (a) 於呈報期結算日，本集團與關連人士之未清償結餘詳情載於綜合財務狀況表及附註25。
- (b) 年內，本集團向一名本公司董事出售一家附屬公司。有關出售詳情載於附註33。
- (c) 主要管理人員之薪酬

年內董事及本集團其他主要管理人員之酬金如下：

2011 HK\$'000 千港元	2010 HK\$'000 千港元
5,568	5,385
(45)	176
<b>5,523</b>	<b>5,561</b>

董事及其他主要管理人員之酬金由薪酬委員會考慮個別人士表現及市場趨勢後釐定。

- (d) 年內，本集團向Synergy Technologies (Asia) Limited (劉先生當時為該公司董事)收取272,000港元(二零一零年：480,000港元)管理費收入。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 39. RESERVES OF THE COMPANY

### 39. 本公司儲備

		Share premium 股份溢價 HK\$'000 千港元	Contributed surplus 實繳盈餘 HK\$'000 千港元 (Note) (附註)	Translation reserve 換算儲備 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Accumulated losses 累積虧損 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1st January, 2010	於二零一零年 一月一日	306,879	40,948	40,696	4,483	(570,346)	(177,340)
Profit for the year	年度溢利	-	-	-	-	594	594
Exchange differences arising on translation	因換算而產生之匯兌差異	-	-	(2,149)	-	-	(2,149)
Transfer of reserve upon forfeiture of share options	於購股權失效時轉換儲備	-	-	-	(55)	55	-
Issue of shares upon conversion of convertible loan notes	於變換可換股貸款票據時發行股份	86,083	-	-	-	-	86,083
At 31st December, 2010	於二零一零年 十二月三十一日	392,962	40,948	38,547	4,428	(569,697)	(92,812)
Profit for the year	年度溢利	-	-	-	-	10,336	10,336
Exchange differences arising on translation	因換算而產生之匯兌差異	-	-	(1,088)	-	-	(1,088)
Transfer of reserve upon forfeiture of share options	於購股權失效時轉換儲備	-	-	-	(105)	105	-
At 31st December, 2011	於二零一一年 十二月三十一日	392,962	40,948	37,459	4,323	(559,256)	(83,564)

Note: The contributed surplus represents the difference between the consolidated shareholder's funds of the subsidiaries at the date on which they were acquired by the Company, and the nominal value of the Company's shares issued for the acquisition at the time of the group reorganisation less the amount applied to pay up the 1,000,000 shares at the time of the group reorganisation.

附註：實繳盈餘為有關附屬公司被本公司收購當日之綜合股東資金與本公司於集團重組時就上述收購而發行股份之面值減用以繳足於集團重組時發行1,000,000股股份股款之款項兩者之差額。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 40. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Details of the Company's principal subsidiaries, all of which are incorporated with limited liability, at 31st December, 2011 and 2010 are as follows:

### 40. 主要附屬公司資料

於二零一一年及二零一零年十二月三十一日之本公司主要附屬公司(均為註冊成立的有限公司)詳情如下:

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Issued and fully paid share capital/ registered capital 已發行及繳足股本/ 註冊資本	Proportion of nominal value of issued share capital/ registered capital held by the Company 本公司所持已發行股本/ 註冊資本面值之比例		Principal activity 主要業務
			2011	2010	
Express Fortune Holdings Limited	British Virgin Islands 英屬處女群島	Ordinary US\$100 普通股100美元	100%	100%	Investment holding 投資控股
Express Fortune Limited 長遠有限公司	Hong Kong 香港	Ordinary HK\$10 Non-voting deferred HK\$5,000,000 (Note) 普通股10港元 無投票權 遞延股份 5,000,000港元 (附註)	100%	100%	Maintaining the corporate office 保修企業辦公室
Fortune Shanghai 長遠上海	Wholly foreign owned enterprise established in the PRC 在中國成立之外商獨資企業	US\$28,100,000 28,100,000美元	100%	100%	Trading in mobile phones 買賣移動電話
Fortune Telecom International Company Limited 長遠電信國際有限公司	Hong Kong 香港	Ordinary HK\$10,000 普通股10,000港元	100%	100%	Investment holding 投資控股

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 40. PARTICULARS OF PRINCIPAL SUBSIDIARIES

(Continued)

### 40. 主要附屬公司資料 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Issued and fully paid share capital/ registered capital 已發行及繳足股本/ 註冊資本	Proportion of nominal value of issued share capital/ registered capital held by the Company 本公司所持已發行股本/ 註冊資本面值之比例		Principal activity 主要業務
			2011	2010	
Sifa Mining 鋸發礦業	Sino-foreign equity joint ventures established in the PRC 在中國成立之中外合資企業	RMB1,000,000 人民幣1,000,000元	50.8%	50.8%	Exploration and extraction of mining resources 勘探及開採礦產資源
Telefortune (China) Investments Limited 長遠新科(中國)投資有限公司	Hong Kong 香港	Ordinary HK\$40,000,000 普通股 40,000,000港元	100%	100%	Investment holding 投資控股
Top Emperor Investments Limited 凱皇投資有限公司	Hong Kong 香港	Ordinary HK\$10,000 普通股10,000港元	100%	100%	Investment holding 投資控股
Zhuhai Reminda 珠海雷鳴達	Sino-foreign equity joint ventures established in the PRC 在中國成立之中外合資企業	RMB10,000,000 人民幣 10,000,000元	51%	51%	Trading in mobile phones 買賣移動電話

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 40. PARTICULARS OF PRINCIPAL SUBSIDIARIES

*(Continued)*

Note:

The deferred shares carry practically no rights to dividends or to receive notice of or to attend or vote at any general meeting of the respective company or to participate in any distribution on winding up.

The Company directly holds the interest in Express Fortune Holdings Limited. All other interests shown above are indirectly held by the Company.

The principal activities are carried out in the place of incorporation/establishment except for Express Fortune Holdings Limited which mainly carries out its business in the PRC.

None of the subsidiaries had any debt securities subsisting at the end of the year or at any time during the year.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results or net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

### 40. 主要附屬公司資料 (續)

附註:

遞延股份並無權收取股息、各公司任何股東大會通告或出席或於會上投票或於清盤時獲得任何分派。

本公司直接持有 Express Fortune Holdings Limited 權益，而上文所示所有其他權益均由本公司間接持有。

除 Express Fortune Holdings Limited 主要在中國從事業務外，上述主要業務均於註冊成立/成立地點經營。

各附屬公司於年終或年內任何時間均無任何債務證券。

上表所列者乃董事認為會影響本集團業績或資產淨值的本公司主要附屬公司。董事認為，載列其他附屬公司之詳情會令有關資料過於冗長。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st December, 2011 截至二零一一年十二月三十一日止年度

### 41. PARTICULARS OF ASSOCIATE

Details of the Company's associate at 31st December, 2011 and 2010 are as follows:

Name of associate	Form of business structure	Place of incorporation/ operation
聯營公司名稱	業務結構形式	註冊成立/ 經營地點
Artchief	Incorporated	Hong Kong
藝捷	註冊成立	香港

### 42. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

#### Major non cash transactions

During the year, other than the transfer of HK\$49,691,000 principle sum of second tranche promissory note as set out in Note 29, certain other receivables of HK\$17,163,000 were settled through the current account with Mr. Lau and had no cash impact to the Group.

### 43. APPROVAL OF THE FINANCIAL STATEMENTS

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

### 41. 聯營公司資料

於二零一一年及二零一零年十二月三十一日之本公司聯營公司詳情如下：

Proportion of nominal value of issued capital held indirectly by the Company		Principal activity
本公司間接持有已發行股本面值百分比		
2011	2010	Trading in electronic products 買賣電子產品
50%	50%	

### 42. 綜合現金流量表附註

#### 主要非現金交易

年內，除轉撥之本金總額為49,691,000港元之第二批承兌票據（見附註29）外，若干其他應收賬款17,163,000港元已透過劉先生之往來賬戶結清，且對本集團並無現金影響。

### 43. 批准財務報表

財務報表已於二零一二年三月三十日獲董事會批准及授權刊發。

# Financial Summary

## 財務概要

### RESULTS

### 業績

		Year ended 31st December, 截至十二月三十一日止年度				
		2007	2008	2009	2010	2011
		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
Revenue	收益	2,744,597	2,097,593	2,124,237	2,544,120	1,765,862
Cost of sales	銷售成本	(2,838,162)	(2,063,001)	(2,084,030)	(2,479,356)	(1,704,539)
Gross profit/(loss)	毛利/(損)	(93,565)	34,592	40,207	64,764	61,323
Other income	其他收入	17,791	11,262	12,144	16,403	5,322
Selling and distribution costs	銷售及分銷成本	(50,623)	(23,092)	(24,064)	(22,450)	(14,885)
Administrative expenses	行政費用					
– share-based payment expenses	– 以股份為基礎支付之費用	(14,816)	–	–	–	–
– other administrative expenses	– 其他行政費用	(31,490)	(29,090)	(24,493)	(27,308)	(31,823)
Loss on disposal of subsidiaries	出售附屬公司之虧損	–	–	(4,974)	–	–
Allowance for trade and other receivables	應收貿易賬款及其他應收賬款之撥備	(46,379)	(47,364)	(994)	(2,852)	–
Impairment loss recognised in respect of available-for-sale investment	就可供出售投資確認之減值虧損	–	(632)	(217)	–	–
Impairment loss recognised in respect of goodwill	就商譽確認之減值虧損	–	(5,105)	(184,340)	–	(2,910)
Impairment loss recognised in respect of interests in associates	就聯營公司權益確認之減值虧損	(18,193)	(5,725)	–	–	–
Fair value gain on an investment property	一項投資物業之公平值收益	2,240	–	–	–	–
Fair value gain on an embedded non-option derivative	嵌入式非期權衍生工具之公平值收益	–	5,538	–	–	–
Fair value loss on convertible loan notes	可換股貸款票據之公平值虧損	–	–	(326)	–	–
Gain on disposal of an associate	出售一家聯營公司之收益	–	104	1,437	–	–
Gain on disposal of a subsidiary	出售一家附屬公司之收益	–	–	–	–	2
Reversal of impairment loss of trade and other receivables	應收貿易賬款及其他應收賬款之減值虧損撥回	–	–	14,916	397	641
Share of results of associates	分佔聯營公司之業績	(2,125)	(4,036)	732	444	5
Finance costs	融資成本	(26,350)	(11,837)	(2,330)	(11,658)	(6,535)
Profit/(loss) before income tax	除所得稅前溢利/(虧損)	(263,510)	(75,385)	(172,302)	17,740	11,140
Income tax (expense)/credit	所得稅(支出)/抵免	(3,337)	(3,459)	(127)	(2,104)	15
Profit/(loss) for the year	年度溢利/(虧損)	(266,847)	(78,844)	(172,429)	15,636	11,155
Attributable to:	應佔:					
Owners of the Company	本公司擁有人	(266,679)	(78,719)	(171,983)	14,875	15,922
Non-controlling interests	非控制性權益	(168)	(125)	(446)	761	(4,767)
		(266,847)	(78,844)	(172,429)	15,636	11,155

# Financial Summary

## 財務概要

### ASSETS AND LIABILITIES

### 資產及負債

		At 31st December, 於十二月三十一日				
		2007	2008	2009	2010	2011
		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
Total assets	資產總值	520,982	385,332	698,937	867,381	<b>742,748</b>
Total liabilities	負債總額	(260,843)	(190,552)	(385,625)	(421,075)	<b>(263,265)</b>
		<b>260,139</b>	<b>194,780</b>	<b>313,312</b>	<b>446,306</b>	<b>479,483</b>
Equity attributable to owners of the Company	本公司擁有人應佔權益	255,063	189,498	158,254	283,611	<b>314,780</b>
Non-controlling interests	非控制性權益	5,076	5,282	155,058	162,695	<b>164,703</b>
		<b>260,139</b>	<b>194,780</b>	<b>313,312</b>	<b>446,306</b>	<b>479,483</b>



中國長遠控股有限公司  
**China Fortune Holdings Limited**