



LEE HING DEVELOPMENT LIMITED

Stock Code: 68

ANNUAL REPORT 2012

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Corporate Information

Board of Directors

Executive Directors

Mr. Tan Boon Seng (*Chairman and Managing Director*)
Mr. Chan Kai Kwok

Independent Non-executive Directors

Mr. Ho Hau Chong, Norman
Mr. Fung Ka Pun
Mr. Lim Lay Leng

Audit Committee

Mr. Ho Hau Chong, Norman (*Chairman*)
Mr. Fung Ka Pun
Mr. Lim Lay Leng

Remuneration Committee

Mr. Ho Hau Chong, Norman (*Chairman*)
Mr. Fung Ka Pun
Mr. Lim Lay Leng

Nomination Committee

Mr. Tan Boon Seng (*Chairman*)
Mr. Ho Hau Chong, Norman
Mr. Fung Ka Pun
Mr. Lim Lay Leng

Registered Office

Suites 1506-07, 15th Floor,
Nine Queen's Road Central,
Hong Kong

Share Registrars and Transfer Office

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

Company Secretary

Mr. Chan Kai Kwok

Auditors

Cheng & Cheng Limited (Appointed on 13 November 2012)
H. C. Watt & Company Limited (Resigned on 19 September 2012)

Principal Bankers

Credit Suisse AG
Hang Seng Bank Limited
Chong Hing Bank Limited
Public Bank (Hong Kong) Limited

Website

www.lhd.com.hk

Corporate Information (Cont'd)

Biographical Details of Directors and Senior Management

Board of Directors

Mr. TAN Boon Seng, MA (Cantab)

Chairman and Managing Director, aged 57

Mr. Tan joined the Board of the Company on 19 January 1987 and was appointed as Managing Director on 31 August 1989. He is the Chairman of the Nomination Committee of the Company. He holds a Master of Arts from Cambridge University. He is also an Executive Director of IGB Corporation Berhad, a listed company in Malaysia and is an Independent Non-executive Director of Auto Italia Holdings Limited (formerly known as Wo Kee Hong (Holdings) Limited) and Genting Hong Kong Limited, all listed on The Stock Exchange of Hong Kong Limited. He resigned as an Independent Non-executive Director of Genting Hong Kong Limited with effect from 10 January 2013. Mr. Tan was also a Non-executive Director of PureCircle Limited, a company listed on the London Stock Exchange, for the period from 9 August 2012 to 28 December 2012.

Mr. HO Hau Chong, Norman, B.A., A.C.A., F.C.P.A.

Independent Non-executive Director, aged 57

Mr. Ho joined the Board of the Company on 31 August 1988 and is the Chairman of the Audit Committee and Remuneration Committee; and a member of the Nomination Committee of the Company. Mr. Ho is an Executive Director of Miramar Hotel & Investment Company Limited and Vision Values Holdings Limited, an Independent Non-executive Director of Hong Kong Ferry (Holdings) Company Limited, Starlight International Holdings Limited and Shun Tak Holdings Limited, which are listed on The Stock Exchange of Hong Kong Limited. He is a member of The Institute of Chartered Accountants in England and Wales, and a fellow of The Hong Kong Institute of Certified Public Accountants.

Mr. FUNG Ka Pun (alias K. B. FUNG)

Independent Non-executive Director, aged 67

Mr. Fung joined the Board of the Company on 3 July 2003 and is a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. He is an Independent Non-executive Director of GZI Transport Limited and Samling Global Limited (which was delisted on 20 June 2012), a Non-executive Director of China SCE Property Holdings Limited, all of which are listed on Main Board of The Stock Exchange of Hong Kong Limited. Mr. Fung is a member of The Association of International Accountants and The Institute of Chartered Secretaries and Administrators.

Mr. LIM Lay Leng

Independent Non-Executive Director, aged 62

Mr. Lim joined the Board of the Company on 13 April 2011 and is a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. He holds a Bachelor of Civil Engineering (Honours) from Queen Mary College at the University of London. Mr. Lim is a Director of several private property and investment holding companies in Hong Kong, China and Malaysia and has extensive experience in property development and investment. Mr. Lim is an Independent Non-Executive Director of Genting Hong Kong Limited, a company listed on The Stock Exchange of Hong Kong Limited.

Mr. CHAN Kai Kwok, F.C.C.A., C.P.A.

Executive Director, aged 48

Mr. Chan joined the Company as Group Financial Controller and Company Secretary in 2001 and has been an Executive Director of the Company since 2003. He is a fellow member of The Association of Chartered Certified Accountants and an associate member of The Hong Kong Institute of Certified Public Accountants.

Letter to Shareholders

*“An idea that is not dangerous is unworthy of being called an idea at all.” –
Oscar Wilde, ‘The Critic as Artist’ 1890.*

At the end of 2012, the net asset value of Lee Hing share was HK\$14.10, which was up 17.99% from the 2011 close of HK\$11.95. However, by comparison, the Hang Seng Index rebounded 22.91%. We tried out various ideas but buying the Index itself might have been the best idea.

We are close but still slightly below the compounded growth rate of the Hang Seng Index of 10.95% since 1989 when the present management took over (ours measure 10.57%).

Sources of reported profits

The following table shows the main sources of our operating profit:–

	2012 (HK\$ Million)	2011 (HK\$ Million)
Operating profit:–		
Net gain on derivative financial instruments	17.7	19.9
Net exchange gain/(loss)	13.2	(4.4)
Net gain on sale of held for trading listed investments	25.9	2.6
Net gain on sale of held for trading unlisted investments	12.0	–
Net (loss)/gain on financial assets at fair value through profit or loss	(20.2)	0.7
Unrealised gain on held for trading investments	24.9	2.7
Unrealised gain on derivative financial instruments	0.1	0.3
Unrealised gain/(loss) on financial assets at fair value through profit or loss	0.5	(14.8)
Dividend income	26.9	14.8
Interest income	8.4	6.3
Interest income from unlisted investments	4.7	10.7
Income from listed investments	1.4	1.1
Gain on disposals of property, plant and equipment	–	0.1
	<u>115.5</u>	<u>40.0</u>
Corporate expenses		
– finance costs	(2.1)	(0.2)
– operating expenses	<u>(15.7)</u>	<u>(25.2)</u>
	97.7	14.6
Donation	<u>(0.3)</u>	<u>(0.4)</u>
Operating profit	<u><u>97.4</u></u>	<u><u>14.2</u></u>

Letter to Shareholders (Cont'd)

Listed shares and funds

Below we present our holdings in listed shares and funds with a market value of more than HK\$50 million at 31 December 2012:–

	Market Value (HK\$ Million)
Malaysia	
Gold IS Berhad	419.7
IGB Corporation Berhad	<u>235.0</u>
	----- 654.7
England	
PureCircle Limited	942.4
The Prime London Capital Fund	<u>145.9</u>
	----- 1,088.3
Hong Kong	
PetroChina Co. Ltd.	<u>109.8</u>
	----- 109.8
Total	<u><u>1,852.8</u></u>

Looking forward

Regarding our idea to develop our own hotel brand, this is still in the design stage. We hope to start physical works in Hakone by early next year. As we are in the brand building stage, we expect to incur losses but in the longer term, we hope our investment in this sector will be justified.

Our other big idea is in the sugar substitute stevia. For a lot of people, obesity is currently one of the major focus of attention. Roughly 10% of the world's sugar production is consumed through soft drinks. This has contributed to obesity in many countries. But more damaging is diabetes which is not only dangerous to ones health but also a big drain to the health care system everywhere.

For this reason we believe that the soft drinks manufacturers will gradually switch to a natural sweetener like stevia, which is over 200 times sweeter than sugar. Other existing sweeteners in the market are artificially made and we believe less desirable than stevia.

We believe in the idea of investing in PureCircle Limited, the world's major supplier of stevia. We believe in this "blue ocean" idea of a natural sugar substitute, which should yield substantial return in the years to come.

Tan Boon Seng
Chairman

Hong Kong, 22 March 2013

Management Discussion and Analysis

Results for the year

The Group recorded HK\$915 million turnover for the year ended 31 December 2012, a 57% increase as compared with last year. The significant increase was largely attributable to the increase in sales of held for trading investments.

Operating expenses were increased from HK\$30 million to HK\$36 million owing to net loss on financial assets at fair value through profit or loss of HK\$20 million.

Operating profit after finance costs was HK\$97 million, an increase of HK\$83 million as compared with last year. The increase was mainly due to the increase in dividend income, net exchange gain, increase in net gain on disposals of held for trading investments and unrealised gain on held for trading investments.

Business review

The Group is principally engaged in share investment and dealing.

During the year under review, the Group's turnover was largely attributable to the sales of financial assets at fair value through profit or loss, Notes issued by Bank Negara Malaysia, of HK\$404 million and sales of held for trading listed investments, shares/units in Hopewell Holdings Limited, Wilmar International Limited and Mapletree Commercial Trust, of HK\$165 million. In 2012, the Group acquired shares in Gold IS Berhad, PureCircle Limited and Wilmar International Limited at cost of HK\$72 million, HK\$749 million and HK\$91 million respectively. The Group believes that these investments will generate considerable income in the future.

Financial resources and liquidity

The Group's borrowings were secured bank loans. With respect to interest rate structure of the borrowings, interest rate was 0.5% to 1.25% per annum above the bank's cost of fund, 1.25% per annum above HIBOR or 2.8% per annum below prime rate.

The gearing ratio of the Group was 24%. The computation is based on total borrowings of the Group divided by total equity as at 31 December 2012.

Charges on Group's assets

The Group's leasehold land and buildings, certain available-for-sale investments, held for trading investments, financial assets at fair value through profit or loss and bank deposits with a total net book value of approximately HK\$2,082 million were pledged to banks to secure banking facilities granted to the Group.

Contingent liabilities

As at 31 December 2012, the Group had no contingent liabilities but the Company had contingent liabilities in respect of guarantees for banking facilities granted to its subsidiaries in the sum of HK\$743 million.

Significant investments

The Group had interests in Gold IS Berhad and IGB Corporation Berhad, companies listed in Malaysia, PureCircle Limited, a company listed in London, The Prime London Capital Fund, a fund listed in Channel Islands, and PetroChina Company Limited, a company listed in Hong Kong. The market values of the investments as at 31 December 2012 were HK\$420 million, HK\$235 million, HK\$942 million, HK\$146 million and HK\$110 million respectively.

Management Discussion and Analysis (Cont'd)

Material acquisitions and disposals

During the year, the Group acquired listed shares in Gold IS Berhad, PureCircle Limited and Wilmar International Limited at cost of HK\$72 million, HK\$749 million and HK\$91 million respectively.

During the year, the Group disposed of Notes issued by Bank Negara Malaysia, shares/units in Hopewell Holdings Limited, Wilmar International Limited and Mapletree Commercial Trust at consideration of HK\$404 million, HK\$34 million, HK\$48 million and HK\$83 million respectively and resulted in total profit of HK\$22 million.

Foreign currency exposure

The Group had major investments, accounts receivable, bank balances, accounts payable and bank loans denominated in Malaysian Ringgit, British Pound, Renminbi, Swiss Franc, Japanese Yen, Thai Baht and Singapore dollars, hence the Group had direct exposure to foreign exchange fluctuations. During the year under review, the Group did not use any foreign currency derivative product to hedge its exposure to currency risk. However, the management managed and monitored the exposure to ensure appropriate measures were implemented on a timely and effective manner.

Employees

As at 31 December 2012, the Group's number of staff was 8. The Group's remuneration policies, including both salaries and bonuses, are in line with local practice.

Directors' Report

The Directors present their annual report together with the audited financial statements for the financial year ended 31 December 2012.

Principal place of business

The Company is a limited company incorporated and domiciled in Hong Kong and has its registered office and principal place of business at Suites 1506-07, 15/F., Nine Queen's Road Central, Hong Kong.

Principal activities

The principal activity of the Company is investment holding and the activities of its subsidiaries and associates are shown in notes 18 and 19 to the financial statements respectively.

Commentary on annual results

A commentary on annual results is included in Management Discussion and Analysis on pages 6 to 7.

Financial statements

The profit of the Group for the financial year ended 31 December 2012 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 22 to 63.

Particulars of subsidiaries

Particulars regarding the subsidiaries of the Group are set out in note 18 to the financial statements.

Particulars of associates

Particulars regarding the associates of the Group are set out in note 19 to the financial statements.

Share capital

Particulars regarding the share capital are set out in note 30 to the financial statements.

Reserves

The movements in reserves during the financial year are set out in note 31 to the financial statements and consolidated statement of changes in equity on page 26.

Dividends

In October 2012, an interim dividend of 5 HK cents per share (2011: 5 HK cents per share) was paid, amounting to HK\$7,584,000 (2011: HK\$7,587,000). The Directors now recommend the payment of a final dividend of 5 HK cents per share (2011: 5 HK cents per share) amounting to HK\$7,561,000 (2011: HK\$7,587,000).

Donations

During the year, the Group made donations for charitable and community purposes amounting to HK\$303,000 (2011: HK\$368,000).

Group's borrowings

Details of bank borrowings are shown in note 26 to the financial statements.

Directors' Report (Cont'd)

Property, plant and equipment

Details of movements in property, plant and equipment during the year are set out in note 17 to the financial statements on page 45.

Major customers and suppliers

During the year, less than 30% of the Group's turnover and less than 30% of the Group's purchases were attributable to the Group's five largest customers and five largest suppliers respectively.

Summary of financial information

A summary of the turnover, results, assets and liabilities of the Group for the last five financial years is shown on page 64.

Directors

1. The Directors during the financial year were:
Mr. Tan Boon Seng (*Managing Director*)
Mr. Chan Kai Kwok
Mr. Ho Hau Chong, Norman
Mr. Fung Ka Pun
Mr. Lim Lay Leng
2. In accordance with the Company's Articles of Association, the following Directors are due to retire and, being eligible, they offer themselves for re-election:
Mr. Chan Kai Kwok
Mr. Lim Lay Leng

Biographical details of Directors and senior management

Biographical details of Directors and senior management are set out on page 3.

Directors' right to acquire shares or debentures

At no time during the financial year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Service contracts of Directors

No Director being proposed for re-election at the forthcoming annual general meeting has a service contract which is not terminable by the Group within one year without the payment of compensation other than statutory compensation.

Directors' interests in contracts

No contract of significance to which the Company or any of its subsidiaries was a party and in which a Director of the Company had, whether directly or indirectly, a material interest subsisted at the end of the financial year or at any time during the financial year.

Directors' Report (Cont'd)

Directors' interests and short positions in shares, underlying shares and debentures

As at 31 December 2012, the Directors' interests in the shares and underlying shares of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers were as follows:

Directors	Personal interests	Number of ordinary shares			Total	Percentage holding
		Family interests	Corporate interests			
Mr. Tan Boon Seng	900,000	2,991,000(iii)(iv)	52,340,000(i)(ii)(v)	56,231,000	37.19	
Mr. Chan Kai Kwok	-	-	-	-	-	
Mr. Ho Hau Chong, Norman	-	-	-	-	-	
Mr. Fung Ka Pun	-	-	-	-	-	
Mr. Lim Lay Leng	-	-	-	-	-	

Notes:

- (i) Wah Seong Enterprises Sdn. Bhd. held 2,100,000 shares. Mr. Tan Boon Seng has beneficial interest in this company.
- (ii) HK 1 Limited held 14,386,000 shares. Mr. Tan Boon Seng has beneficial interest in this company.
- (iii) TYMS Limited held 2,981,000 shares. This company is beneficially owned by Mr. Tan Boon Seng's children and Mr. Tan Boon Seng acts as trustee for his children.
- (iv) The wife of Mr. Tan Boon Seng held 10,000 shares.
- (v) Zali Capital Limited held 35,854,000 shares. Mr. Tan Boon Seng has beneficial interest in this company.

One nominee share in each of Lee Hing Investment Company, Limited and Wang Tak Company Limited which are both subsidiaries of the Company were held by Mr. Tan Boon Seng in trust for the Company.

Save as mentioned above, no Directors held an interest in the share capital of the Company's subsidiaries.

As at 31 December 2012, no right was granted to or exercised by any Director of the Company or his spouse or children under 18 years of age to subscribe for equity or debt securities of the Company or any of its associated corporations.

Directors' Report (Cont'd)

Management contracts

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

Substantial shareholders

The register of substantial shareholders maintained under Section 336 of the SFO shows that as at 31 December 2012 the Company had been notified of the following interest in the Company's shares:

	Number of ordinary shares	Percentage holding
Mr. Tan Boon Seng	56,231,000 (Note)	37.19
Petaling Garden (S) Pte. Limited	29,006,000	19.18

Note:

The 56,231,000 shares were held as to 900,000 shares by Mr. Tan Boon Seng, as to 10,000 shares by the wife of Mr. Tan Boon Seng, as to 2,100,000 shares by Wah Seong Enterprises Sdn. Bhd., as to 14,386,000 shares by HK 1 Limited, as to 2,981,000 shares by TYMS Limited and as to 35,854,000 shares by Zali Capital Limited. Wah Seong Enterprises Sdn. Bhd., HK 1 Limited and Zali Capital Limited are beneficially owned by Mr. Tan Boon Seng. TYMS Limited is beneficially owned by the children of Mr. Tan Boon Seng and Mr. Tan Boon Seng acts as trustee for his children.

Purchase, sale or redemption of listed securities

Details of repurchase by the Company of its own shares during the year are set out in note 30 to the financial statements on page 53. The repurchase was made for the purpose of enhancing the net asset value per share of the Company and was pursuant to a general mandate granted to the Board at the 2012 annual general meeting of the Company to repurchase shares of HK\$1 each in the share capital of the Company.

Save as disclosed above, there was no purchase, sale or redemption of the Company's listed securities by the Company or its subsidiaries during the year.

Directors' Report (Cont'd)

Corporate governance

The Company is committed to maintain the highest standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 14 to 19.

Model code for securities transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Rules Governing The Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). Upon enquiry by the Company, all Directors of the Company have confirmed that they have complied with the required standard set out in the Model Code throughout the year ended 31 December 2012.

Audit Committee

An Audit Committee has been established and the members of the Committee are Mr. Ho Hau Chong, Norman, Mr. Fung Ka Pun and Mr. Lim Lay Leng. The principal responsibilities of the Audit Committee include the review and supervision of the Group's financial reporting process and internal controls.

Emolument policy

The employees of the Group are selected, remunerated and promoted 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 standards.

Independent Non-executive Directors

Confirmation of independence has been received from each of the Independent Non-executive Directors of the Company and the Company considers all existing Independent Non-executive Directors to be independent.

Directors' Report (Cont'd)

Sufficiency of public float

According to the information that is available to the Company, the percentage of the Company's shares which are in the hands of the public exceeds 25% of the Company's total number of issued shares.

Auditors

H. C. Watt & Company Limited who acted as auditors for last year resigned on 19 September 2012. Cheng & Cheng Limited was appointed on 13 November 2012 to fill the casual vacancy.

The financial statements for the year have been audited by Cheng & Cheng Limited who retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting.

Tan Boon Seng
Chairman

Hong Kong, 22 March 2013

Corporate Governance Report

Corporate governance practices

The Board of Directors of the Company (the “Board”) continues to achieve high standards of corporate governance which it believes is crucial to the development of the Group and to safeguard the interests of the Company’s shareholders. The Company has taken effective measures to ensure that it is in compliance with the principles and provisions of the Code on Corporate Governance Practices (effective until 31 March 2012) and the Corporate Governance Code (effective from 1 April 2012) (the “Code”). In the opinion of the Board, except for the deviations as disclosed in this report, the Company has, throughout the year ended 31 December 2012, complied with the Code.

Directors’ securities transactions

The Board has adopted the terms of the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix 10 to the Rules Governing The Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). None of the Directors is aware of any information that would reasonably indicate that the Company or any of its Directors is not or was not in compliance with the Model Code and upon specific enquiry of all Directors, the Directors have confirmed that they have complied with the Model Code for the year ended 31 December 2012.

Board of Directors

To ensure objectivity and impartiality in the management of the Company, the Board is made up of a balance of Executive Directors and Non-executive Directors such that no individual or small group can dominate the Board’s decision making. The Board comprises a total of five members, with a Chairman, also the Managing Director, one Executive Director and three Independent Non-executive Directors. The Board headed by Mr. Tan Boon Seng is mainly responsible for overseeing the Company’s strategic development and monitoring the Company’s day-to-day management and operation. The Board also delegates specific responsibilities and duties to its respective committees. During the reporting period, Mr. Tan Boon Seng acted as an Executive Director, Chairman and Managing Director of the Company. Although this arrangement constitutes a deviation from the Code Provision A.2.1, the Board considers that this structure, where the leadership of the Board is distinct from the executive responsibilities for running of the business operations, will not impair the balance of power and authority between the Board and the management of the business, especially given that there is a strong and independent non-executive element on the Board and a clear division of responsibility for running the business of the Company. The arrangement under which the roles of an Executive Director, Chairman and Managing Director are performed by the same individual is the extension of the Company’s existing corporate governance model. It has been considered beneficial at the present stage as it helps to maintain the continuity of the Company’s policies and the stability of the Company’s operations, as well as to enhance the management of the Company.

Details of the composition of the Board, relationship among members of the Board, and biographical information of the Directors are set out in the section “Corporate Information” on page 3 of this annual report. The Company has received annual confirmation of independence from all the Independent Non-executive Directors in accordance with Rule 3.13 of the Listing Rules. The Board is of the view that all the Independent Non-executive Directors are independent in accordance with the Listing Rules.

Corporate Governance Report (Cont'd)

Board of Directors (Cont'd)

In accordance with the Company's Articles of Association, one-third of the Directors shall be subject to retirement by rotation at each annual general meeting of the Company. In the opinion of the Directors, this meets the principle set out in Code Provision A.4.2. According to Code Provision A.4.1, Non-executive Directors should be appointed for a specific term and be subject to re-election. During the reporting period, none of the existing Non-executive Directors of the Company was appointed for a specific term. This constitutes a deviation from the Code but in the opinion of the Directors, since one-third of the Directors (Executive and Non-executive) will retire from office by rotation at each annual general meeting, this arrangement meets the same objective and is no less exacting than the Code.

The Directors acknowledge their responsibilities for overseeing the preparation of financial statements of the Company and the Group. The statement by the auditors regarding their reporting responsibilities on the financial statements of the Company and the Group is set out in the section "Independent Auditor's Report" on pages 20 to 21 of this annual report. The Board is mindful of its responsibility to present a balanced and clear assessment of the Group's financial position and prospects. The Board is satisfied that it has met this obligation.

Corporate governance functions

The Board is responsible for performing the corporate governance duties including to develop and review the Company's policies and practices on corporate governance, to review and monitor the training and continuous professional development of Directors and senior management, to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements, to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors, and to review the Company's compliance with Appendix 14 to the Listing Rules (Corporate Governance Code and Corporate Governance Report).

Board meetings

Regular Board meetings are held at least four times a year with at least 14 days' notice and additional meetings with reasonable notice will be held as and when the Board considers appropriate. The Company Secretary assists the Chairman in preparing agenda for each meeting. Draft agenda for each Board meeting is circulated to all Directors to enable them to include other matters in the agenda. Agenda accompanying board papers are sent to all Directors at least 3 days before each Regular Board meeting. Board decisions are voted upon at Board meetings. The Company Secretary records all matters considered by the Board, decisions reached and any concerns raised or dissenting views expressed by Directors. Minutes of meetings are kept by the Company Secretary with copies circulated to all Directors for information and records.

Corporate Governance Report (Cont'd)

Directors' training

Each newly appointed Director is provided with necessary induction and information to ensure that he/she has a proper understanding of the Company's operations and businesses as well as his/her responsibilities under relevant statutes, laws, rules and regulations. The Company Secretary also provides Directors with updates on latest development and amendments in the Listing Rules and other relevant legal and regulatory requirements from time to time.

Also, with effect from 1 April 2012, Directors are provided with regular updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties.

All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company has arranged in house trainings for Directors in the form of attending seminars and reading materials since 1 April 2012. A summary of training received by Directors since 1 April 2012 up to 31 December 2012 according to the records provided by the Directors is as follows:

<u>Directors</u>	<u>Training on corporate governance, regulatory development and other relevant topics</u>
Chairman and Managing Director Mr. Tan Boon Seng	✓
Executive Director Mr. Chan Kai Kwok	✓
Independent Non-executive Directors Mr. Ho Hau Chong, Norman	✓
Mr. Fung Ka Pun	✓
Mr. Lim Lay Leng	✓

Audit Committee

The Audit Committee comprises Mr. Ho Hau Chong, Norman, Mr. Fung Ka Pun and Mr. Lim Lay Leng, being all the three Independent Non-executive Directors. Mr. Ho Hau Chong, Norman is the Chairman of the Audit Committee. The Audit Committee has adopted terms of reference, which are in line with the Code. The Audit Committee is responsible for reviewing the completeness, accuracy and fairness of the Group's financial statements, the Group's financial reporting system and internal control procedures, the scope and nature of the external audit and matters concerning the engagement of external auditors. During the year, the Audit Committee reviewed the audited financial statements for the year ended 31 December 2011 and the unaudited interim financial statements for the six months ended 30 June 2012 with recommendations to the Board for approval, reviewed internal control system of the Group, discussed with the management and the external auditors the accounting policies and practices which may affect the Group and financial reporting matters, and reviewed and recommended the appointment of new external auditors.

Corporate Governance Report (Cont'd)

Remuneration Committee

The Remuneration Committee comprises three Independent Non-executive Directors, Mr. Ho Hau Chong, Norman, Mr. Fung Ka Pun and Mr. Lim Lay Leng. Mr. Ho Hau Chong, Norman is the Chairman of the Remuneration Committee. The Remuneration Committee has adopted terms of reference, which are in line with the Code. The Remuneration Committee is responsible for reviewing the remuneration policy and remuneration packages of the Executive Directors and members of the senior management. During the year, the Remuneration Committee reviewed the remuneration policy for Directors and senior management of the Company and made recommendation to the Board. Directors' remuneration is listed in the section "Notes to the Financial Statements" on page 40 of this annual report.

Nomination Committee

The Nomination Committee has been established on 3 January 2012 and comprises Mr. Tan Boon Seng, Chairman and Managing Director of the Company and Mr. Ho Hau Chong, Norman, Mr. Fung Ka Pun and Mr. Lim Lay Leng, being all the three Independent Non-executive Directors of the Company. Mr. Tan Boon Seng is the Chairman of the Nomination Committee. The Nomination Committee has adopted terms of reference, which are in line with the Code. The Nomination Committee is responsible for reviewing the structure, size and composition of the Board and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy. It considers the suitability of a candidate to act as a Director on the basis of the candidate's qualification, experience, integrity and potential contribution to the Company, and assesses the independence of Independent Non-executive Directors taking into account the independence requirements set out in Rule 3.13 of the Listing Rules. During the year under review, no meeting was held by the Nomination Committee.

Attendance at meeting of the Board, the Audit Committee, the Remuneration Committee and the Nomination Committee, and Annual General Meeting

Directors	Full Board	Audit Committee	Remuneration Committee	Nomination Committee	Annual General Meeting
Chairman and Managing Director					
Mr. Tan Boon Seng	6/6	-	-	-	1/1
Executive Director					
Mr. Chan Kai Kwok	6/6	-	-	-	1/1
Independent Non-executive Directors					
Mr. Ho Hau Chong, Norman	5/6	1/2	1/1	-	0/1
Mr. Fung Ka Pun	6/6	2/2	1/1	-	0/1
Mr. Lim Lay Leng	6/6	2/2	1/1	-	1/1

Corporate Governance Report (Cont'd)

Auditors' remuneration

H. C. Watt & Company Limited who acted as auditors for last year resigned on 19 September 2012. Cheng & Cheng Limited was appointed on 13 November 2012 to fill the casual vacancy. During the year, the Group engaged external auditors to perform audit and non-audit related services and incurred audit related service fees of approximately HK\$478,000 (2011: HK\$573,000) and non-audit service fees of approximately HK\$27,000 (2011: HK\$132,000).

Internal control

The Group conducted an annual review on the need for setting up an internal audit department. Given the Group's simple operating structure, it was decided that the Board would be directly responsible for internal control of the Group and for reviewing its effectiveness. Procedures have been designed for safeguarding assets against unauthorised use or disposition, ensuring the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensuring compliance of applicable laws, rules and regulations. The procedures provide reasonable but not absolute assurance against material errors, losses or fraud. At least annually, the significant internal control system is reviewed by the Audit Committee.

Company Secretary

The Company Secretary is a full time employee of the Company and has day-to-day knowledge of the Company's affairs. The Company Secretary reports to the Chairman and is responsible for advising the Board on governance matters. For the year under review, the Company Secretary has confirmed that he has taken no less than 15 hours of relevant professional training. The biography of the Company Secretary is set out in the section "Corporate Information" on page 3 of this annual report.

Constitutional documents

During the year, the Company's Articles of Association was amended in connection to the amendment of the Listing Rules. The amendments to the Articles of Association were approved by shareholders at the annual general meeting held on 19 April 2012.

Shareholders' rights

- A. Procedures for shareholders for convening an Extraordinary General Meeting
- Shareholders holding not less than one-twentieth (1/20) of the paid-up capital of the Company can deposit a written request to convene an Extraordinary General Meeting ("EGM") (stating the objects of the meeting and signed by the shareholders concerned) at the registered office of the Company for the attention of the Company Secretary. If the Directors do not within 21 days from the date of the deposit of a request (after being verified to be valid) proceed to convene an EGM for a day not more than 28 days after the date on which the notice convening the EGM is given, the shareholders concerned, or any of them representing more than one-half of the total voting rights of all of them, may themselves convene an EGM, but any EGM so convened shall not be held after the expiration of three months from the date of the deposit of the request.

Corporate Governance Report (Cont'd)

Shareholders' rights (Cont'd)

B. Procedures for putting forward proposals at a general meeting

To put forward proposals at shareholders' meeting, a request in writing must be made by shareholders holding not less than one-fortieth (1/40) of the total voting rights of all shareholders having the right to vote at the meeting, or not less than 50 shareholders holding shares in the Company on which there has been paid up an average sum, per shareholder, of not less than HK\$2,000, to the Company to give to shareholders notice of any resolution which may properly be moved and is intended to be moved at an annual general meeting, or to circulate to shareholders any statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at any general meeting. The written request must be signed by all the shareholders concerned in one or more documents in like form and deposited at the registered office of the Company for the attention of the Company Secretary not less than six weeks before the meeting in the case of a requisition requiring notice of a resolution, and not less than one week before the meeting in the case of any other requisition. Upon the request verified to be valid, the Company will give notice of the resolution or circulate the statement provided that the shareholders concerned have deposited a sum reasonably sufficient to meet the Company's expenses in regard thereto.

C. Procedures for directing shareholders' enquires to the Board

Enquires to the Board may be put through the Company Secretary by writing at the registered office of the Company. Shareholders may also make enquires with the Board at general meetings of the Company.

Corporate communication

The Code requires the Company to have a dialogue with shareholders and it is the responsibility of the Board as a whole to ensure that satisfactory dialogue takes place. The primary communication channel between the Company and its shareholders is through the publication of its interim and annual reports. The Company's Share Registrars and Transfer Office serves the shareholders with respect to all share registration matters. The Company's annual general meetings provide a further opportunity for investors to exchange views with the Board. Under Code Provision A.6.7, Independent Non-executive Directors and other Non-executive Directors should attend general meetings and develop a balanced understanding of the views of shareholders. Two members of the Independent Non-executive Directors of the Company were unable to attend the annual general meeting of the Company held on 19 April 2012 (the "2012 AGM"). Under Code Provision E.1.2, the Chairman of the Board should invite the Chairman of the Audit Committee, the Remuneration Committee and the Nomination Committee to attend and answer questions at annual general meetings. The Chairman of the Audit Committee and the Remuneration Committee was unable to attend the 2012 AGM.

Separate resolutions are proposed at general meetings on each substantially separate issue, including the election of individual Director. The circular despatched to shareholders together with the annual report includes details of the procedures and the timetable of proposing appropriate candidates to stand for election as Directors at each annual general meeting, and relevant details of proposed resolutions, including biographies of each candidate standing for re-election and whether such candidates are considered to be independent.

Looking forward

The Company will keep on reviewing its corporate governance standards on a timely basis and the Board endeavors to take the necessary actions to ensure compliance with the required practices and standards including the provisions of the Corporate Governance Code introduced by The Stock Exchange of Hong Kong Limited.

Independent Auditor's Report

TO THE SHAREHOLDERS OF LEE HING DEVELOPMENT LIMITED (Incorporated in Hong Kong with limited liability)

We have audited the consolidated financial statements of Lee Hing Development Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 22 to 63, which comprise the consolidated and Company statements of financial position as at 31 December 2012, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Directors' responsibility for the consolidated financial statements

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

Auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. This report is made solely to you, as a body, in accordance with section 141 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

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

Independent Auditor's Report (Cont'd)

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2012, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the Hong Kong Companies Ordinance.

Cheng & Cheng Limited

Certified Public Accountants
10/F., Allied Kajima Building,
138 Gloucester Road,
Wan Chai, Hong Kong

LAM HOK NIN, SAMMY
Practising Certificate number P2975

22 March 2013

Consolidated Income Statement for the year ended 31 December 2012

	Note	2012 HK\$'000	2011 HK\$'000
Turnover	6	<u>914,817</u>	<u>583,586</u>
Revenue and income		110,211	56,203
Unrealised gain on held for trading investments		24,925	2,674
Unrealised gain on derivative financial instruments		98	342
Unrealised gain /(loss) on financial assets at fair value through profit or loss		512	(14,761)
Operating expenses		<u>(36,211)</u>	<u>(30,058)</u>
Operating profit before finance costs	8	99,535	14,400
Finance costs	11	<u>(2,088)</u>	<u>(235)</u>
Operating profit after finance costs		97,447	14,165
Share of results of associates		<u>(85)</u>	<u>(97)</u>
Profit before tax		97,362	14,068
Income tax	12(a)	<u>(1,737)</u>	<u>(1,970)</u>
Profit attributable to owners of the Company	13	<u>95,625</u>	<u>12,098</u>
Earnings per share (HK cents) Basic and diluted	16	<u>63.04</u>	<u>7.97</u>

Details of dividends paid and proposed are disclosed in note 15 to the financial statements.

Consolidated Statement of Comprehensive Income for the year ended 31 December 2012

	Note	2012 HK\$'000	2011 HK\$'000
Profit attributable to owners of the Company		<u>95,625</u>	<u>12,098</u>
Other comprehensive income	14		
Available-for-sale investments: net movements in investment revaluation reserve		241,354	100,441
Exchange differences on translation of financial statements of foreign subsidiary and associates		<u>259</u>	<u>(1,531)</u>
		<u>241,613</u>	<u>98,910</u>
Total comprehensive income attributable to owners of the Company		<u>337,238</u>	<u>111,008</u>

Consolidated Statement of Financial Position as at 31 December 2012

	Note	2012 HK\$'000	2011 HK\$'000
Non-current assets			
Property, plant and equipment	17	81,590	81,471
Associates	19	29,980	29,944
Available-for-sale investments	20	1,610,989	549,017
Other non-current assets	21	<u>2,564</u>	<u>1,949</u>
		<u>1,725,123</u>	<u>662,381</u>
Current assets			
Held for trading investments	22	346,835	347,457
Financial assets at fair value through profit or loss	23	8,464	441,640
Other assets	24	295	295
Accounts receivable, deposits and prepayments	25	11,481	4,636
Time deposits and bank balances		<u>585,087</u>	<u>421,892</u>
		<u>952,162</u>	<u>1,215,920</u>
Current liabilities			
Bank borrowings	26	520,721	50,847
Accounts payable, deposits and accruals	27	10,908	11,516
Derivative financial instruments	28	12,876	2,027
Other payable	29	<u>348</u>	<u>348</u>
		<u>544,853</u>	<u>64,738</u>
Net current assets		<u>407,309</u>	<u>1,151,182</u>
Net assets		<u>2,132,432</u>	<u>1,813,563</u>
Equity			
Share capital	30	151,210	151,746
Reserves	31	1,973,661	1,654,230
Proposed dividends		<u>7,561</u>	<u>7,587</u>
Total equity		<u>2,132,432</u>	<u>1,813,563</u>

Tan Boon Seng
Director

Chan Kai Kwok
Director

Statement of Financial Position as at 31 December 2012

	Note	2012 HK\$'000	2011 HK\$'000
Non-current assets			
Subsidiaries	18	4,658	4,658
Associates	19	–	–
Other non-current assets	21	<u>1,709,461</u>	<u>1,599,386</u>
		<u>1,714,119</u>	<u>1,604,044</u>
Current assets			
Accounts receivable, deposits and prepayments	25	145	145
Bank balances		<u>1,583</u>	<u>60</u>
		1,728	205
Current liabilities			
Accounts payable, deposits and accruals	27	<u>955</u>	<u>1,052</u>
Net current assets/(liabilities)		<u>773</u>	<u>(847)</u>
Net assets		<u>1,714,892</u>	<u>1,603,197</u>
Equity			
Share capital	30	151,210	151,746
Reserves	31	1,556,121	1,443,864
Proposed dividends		<u>7,561</u>	<u>7,587</u>
Total equity		<u>1,714,892</u>	<u>1,603,197</u>

Tan Boon Seng
Director

Chan Kai Kwok
Director

Consolidated Statement of Changes in Equity for the year ended 31 December 2012

	Share capital	Capital redemption reserve	Share premium	Capital reserve	Investment revaluation reserve	Translation reserve	Retained profit	Proposed dividends	Total equity
Note	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1.1.2012	151,746	196,471	316,006	53,585	214,713	(1,531)	874,986	7,587	1,813,563
Profit for the year	-	-	-	-	-	-	95,625	-	95,625
Other comprehensive income for the year	14	-	-	-	241,354	259	-	-	241,613
Total comprehensive income for the year	-	-	-	-	241,354	259	95,625	-	337,238
Premium and brokerage expenses paid on share repurchases	-	-	-	-	-	-	(2,723)	-	(2,723)
Unclaimed dividend forfeited	-	-	-	-	-	-	61	-	61
2011 final dividend	-	-	-	-	-	-	-	(7,587)	(7,587)
2012 interim dividend	-	-	-	-	-	-	(7,584)	-	(7,584)
2012 final dividend	-	-	-	-	-	-	(7,561)	7,561	-
Repurchase of shares	(536)	-	-	-	-	-	-	-	(536)
Transfer to capital redemption reserve upon share repurchases	-	536	-	-	-	-	(536)	-	-
	(536)	536	-	-	-	-	(18,343)	(26)	(18,369)
At 31.12.2012	151,210	197,007	316,006	53,585	456,067	(1,272)	952,268	7,561	2,132,432
At 1.1.2011	151,746	196,471	316,006	53,585	114,272	-	878,062	7,587	1,717,729
Profit for the year	-	-	-	-	-	-	12,098	-	12,098
Other comprehensive income for the year	14	-	-	-	100,441	(1,531)	-	-	98,910
Total comprehensive income for the year	-	-	-	-	100,441	(1,531)	12,098	-	111,008
2010 final dividend	-	-	-	-	-	-	-	(7,587)	(7,587)
2011 interim dividend	-	-	-	-	-	-	(7,587)	-	(7,587)
2011 final dividend	-	-	-	-	-	-	(7,587)	7,587	-
	-	-	-	-	-	-	(15,174)	-	(15,174)
At 31.12.2011	151,746	196,471	316,006	53,585	214,713	(1,531)	874,986	7,587	1,813,563

Consolidated Statement of Cash Flows for the year ended 31 December 2012

	Note	2012 HK\$'000	2011 HK\$'000
Net cash generated from/(used in) operating activities	32	<u>525,222</u>	<u>(2,938)</u>
Cash flows from investing activities			
Purchase of property, plant and equipment		(1,655)	(66,005)
Purchase of available-for-sale investments		(812,353)	(162,832)
(Increase)/decrease in bank deposits pledged to banks		(169,920)	271,297
(Increase)/decrease in time deposits with maturity exceeding three months		(53,777)	18,407
Net proceeds on disposals of property, plant and equipment		-	90
Increase in associates		-	(26,126)
Increase in loan and receivable		-	(1,500)
Increase in amounts due from associates		<u>(615)</u>	<u>-</u>
Net cash (used in)/generated from investing activities		<u>(1,038,320)</u>	<u>33,331</u>
Cash flows from financing activities			
Bank loans raised		470,413	51,242
Repayment of bank loan		(679)	(345)
Repurchase of shares		(536)	-
Premium and brokerage expenses paid on share repurchases		(2,723)	-
Dividends paid		<u>(15,126)</u>	<u>(15,942)</u>
Net cash generated from financing activities		<u>451,349</u>	<u>34,955</u>
Net (decrease)/increase in cash and cash equivalents		(61,749)	65,348
Cash and cash equivalents at beginning of the year		74,079	8,732
Effect of foreign exchange rates changes		<u>1</u>	<u>(1)</u>
Cash and cash equivalents at end of the year		<u><u>12,331</u></u>	<u><u>74,079</u></u>
Analysis of the balances of cash and cash equivalents			
Time deposits and bank balances		378,878	269,919
Bank deposits pledged to banks		<u>(366,547)</u>	<u>(195,840)</u>
		<u><u>12,331</u></u>	<u><u>74,079</u></u>

Notes to the Financial Statements

1. General information

The Company is a company incorporated in Hong Kong with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited.

The principal activity of the Company is investment holding. The principal activities of the Company's subsidiaries are property investment, property development, investment holding, general investment and sales and purchases of securities.

2. Statement of compliance

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (HKFRSs, which also include Hong Kong Accounting Standards (HKASs) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (HKICPA), accounting principles generally accepted in Hong Kong, and the disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing The Listing of Securities on The Stock Exchange of Hong Kong Limited.

3. Adoption of new and revised Hong Kong Financial Reporting Standards

The HKICPA has issued the following new and revised HKFRSs which are effective for accounting periods beginning on or after 1 January 2012.

HKAS 12 (Amendments)	Deferred Tax: Recovery of Underlying Assets
HKFRS 1 (Amendments)	Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters
HKFRS 7 (Amendments)	Disclosures – Transfers of Financial Assets

The adoption of the above new and revised HKFRSs has no material impact on these financial statements.

Notes to the Financial Statements (Cont'd)

3. Adoption of new and revised Hong Kong Financial Reporting Standards (Cont'd)

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

		Effective for accounting periods beginning on or after
HKAS 1 (Amendments)	Presentation of Items of Other Comprehensive Income	1 July 2012
HKAS 19 (Revised in 2011)	Employee Benefits	1 January 2013
HKAS 27 (Revised in 2011)	Separate Financial Statements	1 January 2013
HKAS 28 (Revised in 2011)	Investments in Associates and Joint Ventures	1 January 2013
HKAS 32 (Amendments)	Offsetting Financial Assets and Financial Liabilities	1 January 2014
HKFRSs (Amendments)	Annual Improvements to HKFRSs 2009 – 2011 Cycle	1 January 2013
HKFRS 1 (Amendments)	Government Loans	1 January 2013
HKFRS 7 (Amendments)	Disclosures – Offsetting Financial Assets and Financial Liabilities	1 January 2013
HKFRS 7 and HKFRS 9 (Amendments)	Mandatory Effective Date of HKFRS 9 and Transition Disclosures	1 January 2015
HKFRS 9	Financial Instruments	1 January 2015
HKFRS 10	Consolidated Financial Statements	1 January 2013
HKFRS 11	Joint Arrangements	1 January 2013
HKFRS 12	Disclosure of Interests in Other Entities	1 January 2013
HKFRS 10, HKFRS 11 and HKFRS 12 (Amendments)	Consolidated Financial Statements, Joint Arrangements, Disclosures of Interests in Other Entities: Transition Guidance	1 January 2013
HKFRS 10, HKFRS 12 and HKAS 27 (Revised 2011) (Amendments)	Investment Entities	1 January 2014
HKFRS 13	Fair Value Measurement	1 January 2013
HK (IFRIC) – Int 20	Stripping Costs in the Production Phase of a Surface Mine	1 January 2013

HKFRS 9 introduces new requirements for the classification and measurement of financial assets and financial liabilities and will be effective for annual periods beginning on or after 1 January 2015, with earlier application permitted.

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

Notes to the Financial Statements (Cont'd)

3. Adoption of new and revised Hong Kong Financial Reporting Standards (Cont'd)

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

HKFRS 10 replaces the parts of HKAS 27 "Consolidated and Separate Financial Statements" that deal with consolidated financial statements. Under HKFRS 10, there is only one basis for consolidation, that is control. In addition, HKFRS 10 includes a new definition of control that contains three elements: (a) power over an investee, (b) exposure, or rights, to variable returns from its involvement with the investee, and (c) ability to use its power over the investee to affect the amount of the investor's returns. Extensive guidance has been added in HKFRS 10 to deal with complex scenarios. Overall, the application of HKFRS 10 requires a lot of judgement. The application of HKFRS 10 might result in the Group no longer consolidating some of its investees, and consolidating investees that were not previously consolidated.

The Group has already commenced an assessment of the impact of the other new and revised HKFRSs, certain of which may be relevant to the Group's operations and may give rise to changes in accounting policies, changes in disclosures and remeasurement of certain items in the financial statements. The Group is not yet in a position to ascertain their impact on its results of operations and financial position.

4. Significant accounting policies

(a) Basis of preparation

These financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain available-for-sale investments, held for trading investments, financial assets at fair value through profit or loss and derivative financial instruments, which are stated at fair value.

(b) Basis of consolidation

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

Notes to the Financial Statements (Cont'd)

4. Significant accounting policies (Cont'd)

(c) Subsidiaries

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to Group. They are deconsolidated from the date that control ceases. Any investment retained in the former subsidiary is recognised at its fair value at the date when control is lost.

The acquisition method of accounting is used to account for business combinations by the Group. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. There is a choice, on the basis of each acquisition, to measure the non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the recognised amount of acquiree's identifiable net assets. If the business combination is achieved in stages, the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through profit or loss.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of any previous equity interest in the acquiree at the date of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If this consideration is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the consolidated income statement.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

When the Group ceases to have control, any retained interest in the entity is remeasured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the carrying amount for the purposes of subsequently accounting for the retained interest as associates, joint ventures or financial assets. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

Notes to the Financial Statements (Cont'd)

4. Significant accounting policies (Cont'd)

(c) Subsidiaries (Cont'd)

Non-controlling interests is the equity in a subsidiary which is not attributable, directly or indirectly, to a parent. The Group treats transactions with non-controlling interests (namely, acquisitions of additional interests and disposals of partial interests in subsidiaries that do not result in a loss of control) as transactions with equity owners of the Group. For purchases of additional interests in subsidiaries from non-controlling shareholders, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals of partial interests to non-controlling shareholders are also recorded in equity.

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

(d) Associates

An associate is a company, other than a subsidiary or a jointly controlled entity, in which the Group has significant influence exercised through representatives on the board of directors.

The Group's interests in associates are stated in the consolidated statement of financial position at the Group's share of net assets under equity method of accounting, less any accumulated impairment losses. The Group's share of the associates' post-acquisition results is recognised in the consolidated income statement, and its share of the associates' post-acquisition other comprehensive income is recognised in other comprehensive income. When the share of loss in an associate equals or exceeds its interest in the associate, including any other unsecured receivable, the Group does not recognise further loss, unless it has incurred obligations or made payments on behalf of the associate. Unrealised gains and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's interests in the associates, except where unrealised losses provide evidence of an impairment of the assets transferred, in which case they are recognised immediately in profit or loss. For equity accounting purpose, accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

Gain or loss on deemed disposal on dilution arising from investments in associates are recognised in the consolidated income statement.

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

(e) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated amortisation and depreciation and any accumulated impairment losses. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after the asset has been put into operation, such as repairs and maintenance, is normally charged to the income statement in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of the asset, the expenditure is capitalised as an additional cost of the asset.

Notes to the Financial Statements (Cont'd)

4. Significant accounting policies (Cont'd)

(e) Property, plant and equipment (Cont'd)

The gain or loss arising from the derecognition of an item of property, plant and equipment is the difference between the net sale proceeds and the carrying amount of the relevant asset and is recognised in the income statement.

Depreciation or amortisation is provided to write off the cost of the assets, over their estimated useful lives and after taking into account their estimated residual values, using the straight-line method, at the following annual rates.

Leasehold land classified as finance lease	over the lease term
Building	2%
Freehold land	–
Construction in progress	–
Equipment and motor vehicles	10% – 20%

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

(f) Leases

Leases where substantially all the rewards and risks of ownerships of assets remain with the lessee are accounted for as finance leases. All other leases are accounted for as operating leases.

(g) Financial assets

The Group classifies its financial assets in the categories of financial assets at fair value through profit or loss (“FVTPL”), loans and receivables, and available-for-sale (“AFS”) investments. Management determines the classification of its financial assets at initial recognition depending on the purpose for which the financial assets were acquired.

(i) Financial assets at FVTPL

Financial assets at FVTPL include financial assets held for trading and financial assets designated upon initial recognition as at FVTPL.

A financial asset is classified as held for trading if it has been acquired for the purpose of selling in the near term or it is part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent pattern of short-term profit-taking. A derivative is also classified as held for trading unless it is designated as an effective hedging instrument or a financial guarantee contract. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

(ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables include other non-current assets, accounts receivable and deposits, time deposits and bank balances.

(iii) AFS investments

AFS investments are non-derivatives that are either designated in this category or not classified as other categories of financial assets.

Notes to the Financial Statements (Cont'd)

4. Significant accounting policies (Cont'd)

(g) Financial assets (Cont'd)

Recognition and measurement

Regular purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are initially recognised at fair value plus transaction costs for all those assets not carried at FVTPL. Financial assets at FVTPL are initially recognised at fair value, and transaction costs are expensed in the income statement. Financial assets are derecognised when the rights to receive cash flows from them have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Financial assets at FVTPL and AFS investments are subsequently carried at fair value. The fair value of an investment is determined on the basis of its quoted market price or determined by financial institution or fund manager. In the case of investments in equity securities that do not have a quoted market price in an active market and whose fair value cannot be reliably measured, they are subsequently stated at cost less any accumulated impairment losses. Loans and receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any impairment.

Gains and losses arising from changes in fair value of the financial assets at FVTPL are included in the income statement. The net gain or loss does not include any dividend or interest earned on financial assets at FVTPL. Gains and losses arising from changes in fair value of AFS investments are recognised in other comprehensive income and accumulated separately in equity in the investment revaluation reserve. When AFS investments are sold, the accumulated fair value adjustments are included in the income statement as gains or losses from investments.

Impairment

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. In the case of equity instruments classified as AFS investments, a significant or prolonged decline in the fair value of the investment below its cost is considered in determining whether the investments are impaired. In the case of loans and receivables, objective evidence of impairment includes significant financial difficulty of the issuer or counterparty, default or delinquency in interest or principal payments, or it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

If any such evidence exists for AFS investments, the cumulative loss, measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in the income statement, is removed from investment revaluation reserve and recognised in the income statement. Impairment losses recognised in the income statement on equity instruments classified as AFS are not reversed through the income statement. For loans and receivables, the amount of the provision is the difference between the carrying amount of the receivables and the present value of the estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the receivables is reduced through the use of an allowance account. Impaired debts are derecognised when they are assessed as uncollectible. Subsequent recovery of amounts previously written off is credited to income statement.

Notes to the Financial Statements (Cont'd)

4. Significant accounting policies (Cont'd)

(h) Impairment of assets

At the end of each reporting period, assets, other than financial assets, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. When an indication of impairment exists, the Group estimates the asset's recoverable amount, being the higher of the asset's fair value less costs to sell and its value in use. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount in the income statement. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

An impairment loss recognised in prior year for an asset is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had been recognised. Reversals of impairment losses are credited to income statement.

(i) Cash and cash equivalents

Cash and cash equivalents include cash in hand, bank deposits and other short-term highly liquid investments with original maturities of three months or less.

(j) Payables

Payables (including accounts payable, deposits and accruals and other payable) are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method.

(k) Bank borrowings

Bank borrowings are initially recognised at fair value, net of transaction costs associated with the borrowings. After initial recognition, bank borrowings are subsequently measured at amortised cost using the effective interest method. Amortised cost is calculated by taking into account any transaction costs, and any discount or premium on settlement. Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the amortisation process.

(l) Borrowing costs

Borrowing costs incurred for the construction of any qualifying assets are capitalised during the period of time that is required to complete and prepare the asset for its intended use. Other borrowing costs are expensed as incurred.

(m) Income tax

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

Current tax is expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Tax rates enacted or substantively enacted by the end of the reporting period are used to determine deferred tax.

Notes to the Financial Statements (Cont'd)

4. Significant accounting policies (Cont'd)

(m) Income tax (Cont'd)

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax is provided on temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

(n) Revenue recognition

Major categories of revenues are recognised in the financial statements on the following bases:

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

Interest income is recognised on a time proportion basis on the principal outstanding and at the effective interest rate applicable.

(o) Employee benefits

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees.

(p) Financial guarantees issued and contingent liabilities

Financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the "holder") for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee (being the transaction price, unless the fair value can otherwise be reliably estimated) is initially recognised as deferred income within accounts payable, deposits and accruals. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in the income statement on initial recognition of any deferred income.

The amount of the guarantee initially recognised as deferred income is amortised in the income statement over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised when it becomes probable that the holder of the guarantee will call upon the Group under the guarantee, and the amount of that claim on the Group is expected to exceed the amount currently carried in accounts payable, deposits, and accruals in respect of that guarantee i.e. the amount initially recognised, less accumulated amortisation.

Notes to the Financial Statements (Cont'd)

4. Significant accounting policies (Cont'd)

(p) Financial guarantees issued and contingent liabilities (Cont'd)

Contingent liabilities

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

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

(q) Foreign currencies

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

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

Exchange differences arising on the translation of monetary items carried at fair value are reported as part of fair value gain or loss.

Exchange differences arising on the translation of non-monetary items carried at fair value are included in income statement except for differences arising on the translation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income, in which cases, the exchange differences are also recognised directly in other comprehensive income.

On consolidation, the assets and liabilities of those foreign subsidiaries and associates that have a functional currency different from the presentation currency of the Group are translated into Hong Kong dollars at the exchange rates ruling at the end of the reporting period and their income statements are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the translation reserve. On disposal of a foreign entity, the cumulative exchange difference which relates to that entity is included in the calculation of the profit or loss on disposal.

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated exchange differences is re-attributed to non-controlling interests and is not recognised in profit or loss. For all other partial disposals (that is, reductions in the Group's ownership interest in associates that do not result in the Group losing significant influence) the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Notes to the Financial Statements (Cont'd)

4. Significant accounting policies (Cont'd)

(r) Related parties

- (i) A person, or a close member of that person's family, is related to the Group if that person:
 - (a) has control or joint control over the Group;
 - (b) has significant influence over the Group; or
 - (c) is a member of the key management personnel of the Group or the Group's holding company.
- (ii) An entity is related to the Group if any of the following conditions applies:
 - (a) The entity and the Group are members of the same group (which means that each holding company, subsidiary and fellow subsidiary is related to the others).
 - (b) 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).
 - (c) Both entities are joint ventures of the same third party.
 - (d) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (e) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
 - (f) The entity is controlled or jointly controlled by a person identified in (i).
 - (g) A person identified in (i) (a) has significant influence over the entity or is a member of the key management personnel of the entity (or of a holding company 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.

5. Critical accounting estimates and judgements

The Group makes estimates, assumptions and judgements as appropriate in the preparation of the financial statements. These estimates and judgements are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances and will, by definition, seldom equal the actual results. The estimates, assumptions and judgements that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year include write back/provision for impairment losses on investments in and advances to associates and impairment losses on available-for-sale investments.

Notes to the Financial Statements (Cont'd)

6. Turnover

Analysis of the Group's turnover is as follows:

	2012 HK\$'000	2011 HK\$'000
Sales of held for trading listed investments	188,084	19,673
Sales of held for trading unlisted investments	169,800	–
Sales of derivative financial instruments	74,454	93,028
Sales of financial assets at fair value through profit or loss	441,069	437,981
Dividends from listed investments	26,871	14,795
Income from listed investments	1,421	1,107
Interest income on financial assets not at fair value through profit or loss	8,412	6,324
Interest income from unlisted investments	4,706	10,678
	<u>914,817</u>	<u>583,586</u>

7. Segment reporting

The Group determines its operating segments based on the internal reports reviewed by the Group's chief operating decision maker that are used to allocate resources to the segment and assess its performance. The chief operating decision maker of the Group has been identified as the Managing Director.

The Group has one reportable segment: share investment and dealing.

8. Operating profit before finance costs

	2012 HK\$'000	2011 HK\$'000
Operating profit before finance costs is stated after charging/(crediting):		
Auditors' remuneration – audit services	478	573
others	27	132
Staff costs (excluding Directors' emoluments)	2,352	3,491
Depreciation	683	680
Amortisation of leasehold land	456	273
Net loss/(gain) on financial assets at fair value through profit or loss	20,244	(654)
Net exchange (gain)/loss	(13,206)	4,389
Gain on disposals of property, plant and equipment	–	(90)
Net gain on derivative financial instruments	(17,748)	(19,917)
Net gain on disposals of held for trading listed investments	(25,884)	(2,638)
Net gain on disposals of held for trading unlisted investments	(11,963)	–

Notes to the Financial Statements (Cont'd)

9. Directors' remuneration

The emoluments of the Directors are as follows:

2012

	Fees	Salaries, allowances and benefits	Performance bonus	Contributions to retirement scheme	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<i>Executive Directors</i>					
Tan Boon Seng (Note)	115	3,584	–	171	3,870
Chan Kai Kwok	95	827	–	41	963
<i>Independent Non-executive Directors</i>					
Ho Hau Chong, Norman	115	–	–	–	115
Fung Ka Pun	95	–	–	–	95
Lim Lay Leng	95	–	–	–	95
	<u>515</u>	<u>4,411</u>	<u>–</u>	<u>212</u>	<u>5,138</u>

Note:

In addition, the Group's property was provided to Mr. Tan Boon Seng as rent free basis and the estimated rental value for the year was HK\$873,000 (2011: nil).

2011

	Fees	Salaries, allowances and benefits	Performance bonus	Contributions to retirement scheme	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<i>Executive Directors</i>					
Tan Boon Seng	110	4,926	4,882	407	10,325
Chan Kai Kwok	90	780	1,172	98	2,140
<i>Independent Non-executive Directors</i>					
Ho Hau Chong, Norman	110	–	–	–	110
Fung Ka Pun	90	–	–	–	90
Lim Lay Leng	65	–	–	–	65
Yeung Chik Kin (Retired on 13 April 2011)	25	–	–	–	25
	<u>490</u>	<u>5,706</u>	<u>6,054</u>	<u>505</u>	<u>12,755</u>

The emoluments of Directors, including basic salary and performance bonus, are based on each Director's skill, knowledge and involvement in the Company's affairs, the Company's performance and profitability, remuneration benchmark in the industry and the prevailing market conditions.

There was no arrangement under which a Director had waived or agreed to waive any remuneration.

Notes to the Financial Statements (Cont'd)

10. Five highest-paid employees

During the year, the five highest-paid employees in the Group included two (2011: two) Directors, details of whose emoluments are included in the disclosure of Directors' remuneration. The details of the remaining three (2011: three) highest-paid non-director employees are as follows:

	2012 HK\$'000	2011 HK\$'000
Salaries and other emoluments	1,279	1,222
Performance bonus	–	666
Contributions to retirement scheme	64	94
	<u>1,343</u>	<u>1,982</u>

The emoluments of each of the non-director employee were below HK\$1,000,000 for 2012 and 2011.

11. Finance costs

	2012 HK\$'000	2011 HK\$'000
Interest expenses on financial liabilities not at fair value through profit or loss – interest on bank loans (wholly repayable within five years)	1,903	86
interest on bank loan subject to a repayment on demand clause (not wholly repayable within five years)	309	149
less: interest capitalised in cost of construction in progress	<u>(124)</u>	<u>–</u>
	<u>2,088</u>	<u>235</u>

The above shows the finance costs, including bank loan which contains a repayment on demand clause, in accordance with the scheduled repayment dates set out in the loan agreements.

Notes to the Financial Statements (Cont'd)

12. Income tax

(a) Income tax in the consolidated income statement represents:

	2012 HK\$'000	2011 HK\$'000
Current tax		
Company and subsidiaries		
Overseas taxation	1,737	1,970
	<u>1,737</u>	<u>1,970</u>

No Hong Kong profits tax has been provided by the Company and its subsidiaries for the 2012/13 year of assessment (2011/12: no provision) as no assessable profit was earned during the year or in view of tax loss relief available for set-off against current year's assessable profit.

Overseas taxation represents withholding tax on dividend income received by the Group from overseas listed investments.

(b) The reconciliation between income tax and accounting profit of the Group in the financial statements is as follows:

	2012 HK\$'000	2011 HK\$'000
Profit before tax	97,362	14,068
Share of results of associates	85	97
	<u>97,447</u>	<u>14,165</u>
Notional tax at the applicable tax rate of 16.5% (2011: 16.5%)	16,079	2,337
Tax effect of net income that is not taxable in determining taxable profit	(16,058)	(4,586)
Tax effect of unrecognised tax losses in the year	-	2,249
Tax effect of utilisation of previously unrecognised tax losses	(21)	-
Overseas withholding tax	1,737	1,970
	<u>1,737</u>	<u>1,970</u>
Income tax	<u>1,737</u>	<u>1,970</u>

Notes to the Financial Statements (Cont'd)

12. Income tax (Cont'd)

(c) Deferred tax assets and liabilities recognised

The components of deferred tax assets and liabilities recognised in the consolidated statement of financial position and the movement during the year are as follows:

	Accelerated tax depreciation	Tax losses	Total
	HK\$'000	HK\$'000	HK\$'000
<u>Group</u>			
At 1.1.2011	71	(71)	–
Charged/(credited) to consolidated income statement for the year	<u>180</u>	<u>(180)</u>	<u>–</u>
At 31.12.2011	251	(251)	–
(Credited/charged) to consolidated income statement for the year	<u>(16)</u>	<u>16</u>	<u>–</u>
At 31.12.2012	<u><u>235</u></u>	<u><u>(235)</u></u>	<u><u>–</u></u>

(d) Deferred tax assets unrecognised

At 31 December 2012, the Group had unused tax losses of HK\$34,384,000 (2011: HK\$124,719,000) available for set-off against future taxable profit. A deferred tax asset has been recognised in respect of HK\$1,427,000 (2011: HK\$1,522,000) of such losses. No deferred tax asset has been recognised in respect of the remaining HK\$32,957,000 (2011: HK\$123,197,000) due to unpredictability of future taxable profit streams. The tax losses do not expire under current tax legislation.

At 31 December 2012, the Company had unused tax losses of HK\$675,000 (2011: HK\$801,000).

13. Profit attributable to owners of the Company

The profit attributable to owners of the Company includes profit of HK\$130,064,000 (2011: loss of HK\$2,612,000) which has been dealt with in the financial statements of the Company.

Notes to the Financial Statements (Cont'd)

14. Other comprehensive income

	2012 HK\$'000	2011 HK\$'000
Available-for-sale investments		
Changes in fair value recognised during the year	<u>241,354</u>	<u>100,441</u>
Net movements in investment revaluation reserve during the year recognised in other comprehensive income	241,354	100,441
Exchange differences on translation of financial statements of foreign subsidiary and associates	<u>259</u>	<u>(1,531)</u>
	<u>241,613</u>	<u>98,910</u>

15. Dividends

	2012 HK\$'000	2011 HK\$'000
Interim dividend paid – 5 HK cents per share (2011: 5 HK cents per share)	7,584	7,587
Final dividend proposed – 5 HK cents per share (2011: 5 HK cents per share)	<u>7,561</u>	<u>7,587</u>
	<u>15,145</u>	<u>15,174</u>

16. Earnings per share

The calculation of basic earnings per share is based on profit attributable to owners of the Company of HK\$95,625,000 (2011: HK\$12,098,000) and the weighted average of 151,679,386 shares (2011: 151,746,285 shares) of HK\$1 each in issue during the year.

Diluted earnings per share is same as basic earnings per share because there were no potential dilutive shares outstanding during the years 2011 and 2012.

Notes to the Financial Statements (Cont'd)

17. Property, plant and equipment

Group

	Leasehold land in Hong Kong – long lease	Buildings in Hong Kong	Freehold land outside Hong Kong	Construction in progress	Equipment and motor vehicles	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Cost						
At 1.1.2011	13,884	2,900	–	–	1,665	18,449
Additions	41,187	2,608	14,104	4,430	3,754	66,083
Disposals	–	–	–	–	(814)	(814)
At 31.12.2011	55,071	5,508	14,104	4,430	4,605	83,718
Additions	–	–	–	1,603	129	1,732
Disposals	–	–	–	–	(42)	(42)
Translation difference	–	–	–	(474)	–	(474)
At 31.12.2012	55,071	5,508	14,104	5,559	4,692	84,934
Accumulated amortisation and depreciation						
At 1.1.2011	147	522	–	–	1,439	2,108
Provision	273	89	–	–	591	953
Write back	–	–	–	–	(814)	(814)
At 31.12.2011	420	611	–	–	1,216	2,247
Provision	456	109	–	–	574	1,139
Write back	–	–	–	–	(42)	(42)
At 31.12.2012	876	720	–	–	1,748	3,344
Net book amount						
At 31.12.2012	54,195	4,788	14,104	5,559	2,944	81,590
At 31.12.2011	54,651	4,897	14,104	4,430	3,389	81,471

18. Subsidiaries

	Company	
	2012 HK\$'000	2011 HK\$'000
Unlisted shares, at cost	20,700	20,700
Less: Impairment losses	(16,042)	(16,042)
	4,658	4,658

Notes to the Financial Statements (Cont'd)

18. Subsidiaries (Cont'd)

Details of the subsidiaries are as follows:

Unlisted companies	Principal activities	Issued and paid up ordinary share capital/ registered capital	Places of incorporation/ operation	Percentage of equity interest held	
				by the Company	by the Group
HK 8 Limited	Investment holding	1 share of US\$1	Liberia	-	100
HK 12 Limited	Investment holding	1 share of US\$1	Liberia	-	100
HK 28 Limited	Sales and purchases of securities	1 share of US\$1	Liberia	-	100
HK 333 Limited	General investment	1 share of US\$1	Liberia	-	100
HK 888 Limited	Sales and purchases of securities	1 share of US\$1	Liberia	-	100
kabushiki kaisha zali at hakone*	Property development	1,000 shares of JPY10,000 each	Japan	-	100
Lee Hing Investment Company, Limited	Property investment, investment holding, and sales and purchases of securities	2,000 ordinary shares of HK\$1,000 each	Hong Kong	100	-
Teamlight Enterprises Limited	Property investment	1 ordinary share of HK\$1	Hong Kong	-	100
Trusoul Limited*	Dormant	1 ordinary share of HK\$1	Hong Kong	-	100
Wang Tak Company Limited	Property investment, investment holding and sales and purchases of securities	1,000 ordinary shares of HK\$1,000 each	Hong Kong	100	-
zali@hakone Limited*	Dormant	1 share of US\$1	British Virgin Islands	-	100
zali@resorts Ltd.*	Dormant	1 share of US\$1	British Virgin Islands	-	100

* Companies not audited by Cheng & Cheng Limited.

19. Associates

	Group	
	2012 HK\$'000	2011 HK\$'000
Unlisted investments		
Share of net assets	47,010	46,974
Less: Impairment losses	(17,030)	(17,030)
	<u>29,980</u>	<u>29,944</u>

Notes to the Financial Statements (Cont'd)

19. Associates (Cont'd)

	<u>Company</u>	
	2012 HK\$'000	2011 HK\$'000
Unlisted investments		
Shares, at cost	156	156
Less: Impairment losses	<u>(156)</u>	<u>(156)</u>
	<u> </u>	<u> </u>
	<u> </u>	<u> </u>

Summarised financial information in respect of the Group's associates is set out below:

	2012 HK\$'000	2011 HK\$'000
Total assets	64,723	62,108
Total liabilities	(2,952)	(1,668)
Revenue	88	25
Loss for the year	(173)	(196)

Details of the associates are as follows:

Unlisted companies	Principal activities	Places of incorporation	Issued and paid up ordinary share capital/ registered capital	Percentage of equity interest held	
				by the Company	by the Group
Key Finance Limited*	Investment holding	British Virgin Islands	81,591,755 'A' shares of HK\$0.01 each and 81,591,755 'B' shares of HK\$0.01 each	-	-
Parkway M & A Capital Corporation*	Investment holding	British Virgin Islands	4,500,000 shares of US\$1 each	-	39
Phil Inc.*	Dormant	U.S.A.	100,000 common shares of US\$1 each	20	20
Start Hold Limited*	Investment holding	Hong Kong	6 ordinary shares of HK\$1 each	-	33
Trusoul Ayutthaya Co., Ltd.*	Property development	Thailand	2,000,000 common shares of Baht 100 each	-	50
Trusoul Ayutthaya Holding Co., Ltd.*	Investment holding	Thailand	40,000 common shares of Baht 100 each	-	49

* Companies not audited by Cheng & Cheng Limited.

Notes to the Financial Statements (Cont'd)

20. Available-for-sale investments

	<u>Group</u>	
	2012	2011
	HK\$'000	HK\$'000
Listed equity securities, at market value		
Overseas	1,597,118	535,146
Unlisted equity securities		
At cost	63,099	63,099
Less: Impairment losses	(49,228)	(49,228)
	<u>13,871</u>	<u>13,871</u>
	<u>1,610,989</u>	<u>549,017</u>

Details of the significant available-for-sale investments are as follows:

Listed companies	Place of incorporation	Class of shares	Equity interest held
PureCircle Limited	Bermuda	Ordinary shares of US\$0.1 each	19.12% (2011: nil)
Gold IS Berhad	Malaysia	Ordinary shares of RM1 each	13.88% (2011: 11.15%)
IGB Corporation Berhad	Malaysia	Ordinary shares of RM0.5 each	2.84% (2011: 2.76%)

The unlisted equity securities do not have quoted market prices in an active market and other methods of reasonably estimating fair value are clearly unworkable as the variability in the range of various reasonable fair value estimates is significant and the probabilities of the various estimates cannot be reasonably assessed. They are therefore stated at cost less accumulated impairment losses. The Group has no intention of disposing of these investments.

Notes to the Financial Statements (Cont'd)

21. Other non-current assets

	<u>Group</u>		<u>Company</u>	
	2012 HK\$'000	2011 HK\$'000	2012 HK\$'000	2011 HK\$'000
Loan and receivable	<u>1,500</u>	<u>1,500</u>	<u>–</u>	<u>–</u>
Amount due from a subsidiary	–	–	2,050,321	2,006,536
Less: Provision for impairment losses	<u>–</u>	<u>–</u>	<u>(340,860)</u>	<u>(407,150)</u>
	<u>–</u>	<u>–</u>	<u>1,709,461</u>	<u>1,599,386</u>
Amounts due from associates	3,140	2,525	2,044	2,044
Less: Provision for impairment losses	<u>(2,076)</u>	<u>(2,076)</u>	<u>(2,044)</u>	<u>(2,044)</u>
	<u>1,064</u>	<u>449</u>	<u>–</u>	<u>–</u>
	<u>2,564</u>	<u>1,949</u>	<u>1,709,461</u>	<u>1,599,386</u>

Group

Associates

HK\$'000

Movements in provision for impairment losses are as follows:

At 1.1.2011	2,635
Less: Write off	<u>(559)</u>
At 31.12.2011 and 31.12.2012	<u>2,076</u>

Notes to the Financial Statements (Cont'd)

21. Other non-current assets (Cont'd)

Company

Subsidiary

HK\$'000

Movements in provision for impairment losses are as follows:

At 1.1.2011	391,560
Provision	<u>15,590</u>
At 31.12.2011	407,150
Less: Write back	<u>(66,290)</u>
At 31.12.2012	<u><u>340,860</u></u>

Amount due from a subsidiary and amounts due from associates are unsecured, non-interest bearing with no fixed term of repayment and not past due.

22. Held for trading investments

Group

2012

2011

HK\$'000

HK\$'000

Listed unit fund/trust, at market value		
Overseas	145,871	200,336
Unlisted unit fund, at fair value	40,519	35,550
Listed equity securities, at market value		
Overseas	50,645	9,868
Hong Kong	<u>109,800</u>	<u>101,703</u>
	<u><u>346,835</u></u>	<u><u>347,457</u></u>

Details of the significant held for trading investments are as follows:

Listed unit fund represents investment in The Prime London Capital Fund, a fund listed in Channel Islands, amounting to HK\$145,871,000 (2011: HK\$136,423,000).

<u>Listed company</u>	<u>Place of incorporation</u>	<u>Class of shares</u>	<u>Equity interest held</u>
PetroChina Company Limited	The People's Republic of China	"H" shares of RMB1 each	0.05% (2011: 0.05%)

Notes to the Financial Statements (Cont'd)

23. Financial assets at fair value through profit or loss

	<u>Group</u>	
	2012 HK\$'000	2011 HK\$'000
Unlisted investments, at fair value		
Debt securities	7,541	441,640
Others	923	–
	<u>8,464</u>	<u>441,640</u>

Debt securities include Notes issued by Bank Negara Malaysia in the amount of HK\$7,541,000 (2011: HK\$406,368,000).

24. Other assets

	<u>Group</u>	
	2012 HK\$'000	2011 HK\$'000
Club debenture	<u>295</u>	<u>295</u>

25. Accounts receivable, deposits and prepayments

The Group maintains a defined credit policy on its trade receivable.

	<u>Group</u>		<u>Company</u>	
	2012 HK\$'000	2011 HK\$'000	2012 HK\$'000	2011 HK\$'000
Trade receivable				
Within 30 days	627	312	–	–
31-60 days	521	234	–	–
Over 60 days	573	346	–	–
Other receivable and deposits	9,504	3,295	–	–
Prepayments	<u>256</u>	<u>449</u>	<u>145</u>	<u>145</u>
	<u>11,481</u>	<u>4,636</u>	<u>145</u>	<u>145</u>

26. Bank borrowings

	<u>Group</u>	
	2012 HK\$'000	2011 HK\$'000
Secured bank loans	501,245	30,693
Secured bank loan subject to a repayment on demand clause	<u>19,476</u>	<u>20,154</u>
	<u>520,721</u>	<u>50,847</u>

Notes to the Financial Statements (Cont'd)

26. Bank borrowings (Cont'd)

Repayments of bank loans based on the scheduled repayment dates set out in the loan agreements are as follows:

	<u>Group</u>	
	2012	2011
	HK\$'000	HK\$'000
Within one year	501,940	31,384
After one year but within two years	706	702
After two years but within five years	2,184	2,172
After five years	<u>15,891</u>	<u>16,589</u>
	<u>520,721</u>	<u>50,847</u>

27. Accounts payable, deposits and accruals

	<u>Group</u>		<u>Company</u>	
	2012	2011	2012	2011
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Accounts payable, deposits and accruals	<u>10,908</u>	<u>11,516</u>	<u>955</u>	<u>1,052</u>

28. Derivative financial instruments

	<u>Group</u>	
	2012	2011
	HK\$'000	HK\$'000
Current liabilities		
Stock options	<u>12,876</u>	<u>2,027</u>

Stock options are listed investments and stated at market value.

29. Other payable

	<u>Group</u>	
	2012	2011
	HK\$'000	HK\$'000
Amount due to investee company	<u>348</u>	<u>348</u>

Amount due to investee company is unsecured, non-interest bearing and with no fixed term of repayment.

Notes to the Financial Statements (Cont'd)

30. Share capital

	2012 HK\$'000	2011 HK\$'000
Authorised		
Ordinary shares of HK\$1 each	<u>410,000</u>	<u>410,000</u>
Issued and fully paid		
Ordinary shares of HK\$1 each		
Balance at beginning of year	151,746	151,746
Repurchase of shares	<u>(536)</u>	<u>-</u>
Balance at end of year	<u>151,210</u>	<u>151,746</u>

Repurchase of shares

During the year, the Company repurchased 539,000 of its own shares on The Stock Exchange of Hong Kong Limited. The particulars of repurchases are as follows:

Month of repurchases	Number of shares	Price per share paid Highest/Lowest	Aggregate price paid
2012		HK\$	HK\$'000
June	17,000	4.80	82
August	16,000	4.95/4.90	78
September	40,000	5.35/5.00	204
October	43,000	5.80/5.60	246
November	20,000	6.10/5.80	119
December	<u>403,000 (Note)</u>	6.30	<u>2,539</u>
	<u>539,000</u>		<u>3,268</u>

Note:

Amongst the 403,000 shares repurchased in December 2012, 390,000 shares and 10,000 shares were cancelled on 13 December 2012 and 20 December 2012 respectively whereas 3,000 shares were cancelled on 9 January 2013.

The above-mentioned shares were duly cancelled and, accordingly, the issued share capital of the Company was diminished by the nominal value of these shares. The premium and brokerage expenses paid on repurchases were charged against retained profit and an amount equivalent to the nominal value of the shares cancelled was transferred from retained profit to the capital redemption reserve account. The repurchase of shares was made for the purpose of enhancing the net asset value per share of the Company and was pursuant to a general mandate granted to the Board at the 2012 annual general meeting of the Company to repurchase shares of HK\$1 each in the share capital of the Company.

Notes to the Financial Statements (Cont'd)

31. Reserves

Group

	2012 HK\$'000	2011 HK\$'000
Capital redemption reserve	197,007	196,471
Share premium	316,006	316,006
Capital reserve	53,585	53,585
Investment revaluation reserve	456,067	214,713
Translation reserve	(1,272)	(1,531)
Retained profit	952,268	874,986
	<u>1,973,661</u>	<u>1,654,230</u>

The movements of the Group's reserves for the years ended 31 December 2012 and 31 December 2011 are presented in the consolidated statement of changes in equity on page 26 of the financial statements.

The application of share premium and capital redemption reserve is governed by Sections 48B and 49H respectively of the Hong Kong Companies Ordinance.

Investment revaluation reserve comprises the cumulative net change in the fair value of available-for-sale investments held at the end of the reporting period and is dealt with in accordance with the accounting policy of available-for-sale investments as set out in note 4(g) to the financial statements.

Translation reserve is dealt with in accordance with the accounting policy of foreign currencies as set out in note 4(q) to the financial statements.

Company

	Capital redemption reserve	Share premium	Capital reserve	Retained profit	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1.1.2011	196,471	316,006	53,585	895,588	1,461,650
Loss for the year	-	-	-	(2,612)	(2,612)
Dividends	-	-	-	(15,174)	(15,174)
At 31.12.2011	196,471	316,006	53,585	877,802	1,443,864
Profit for the year	-	-	-	130,064	130,064
Dividends	-	-	-	(15,145)	(15,145)
Premium and brokerage expenses paid on share repurchases	-	-	-	(2,723)	(2,723)
Unclaimed dividend forfeited	-	-	-	61	61
Transfer to capital redemption reserve upon share repurchases	536	-	-	(536)	-
At 31.12.2012	<u>197,007</u>	<u>316,006</u>	<u>53,585</u>	<u>989,523</u>	<u>1,556,121</u>

Notes to the Financial Statements (Cont'd)

31. Reserves (Cont'd)

At 31 December 2012, the reserves of the Company available for distribution to shareholders, as calculated under the provisions of Section 79B of the Hong Kong Companies Ordinance, amounted to HK\$997,084,000 (2011: HK\$885,389,000), without taking into account of proposed final dividend for the year.

32. Notes to consolidated statement of cash flows

Reconciliation of profit before tax to net cash generated from/(used in) operating activities is set out below:

	2012 HK\$'000	2011 HK\$'000
Cash flows from operating activities		
Profit before tax	97,362	14,068
Adjustments for:		
Depreciation	683	680
Amortisation of leasehold land	456	273
Share of results of associates	85	97
Unrealised gain on derivative financial instruments	(98)	(342)
Unrealised gain on held for trading investments	(24,925)	(2,674)
Unrealised (gain)/loss on financial assets at fair value through profit or loss	(512)	14,761
Gain on disposals of property, plant and equipment	-	(90)
Unrealised exchange (gain)/loss	(519)	2,415
Finance costs	2,088	235
Interest income	(13,118)	(17,002)
Dividend income	(26,871)	(14,795)
Operating profit/(loss) before working capital changes	34,631	(2,374)
Decrease/(increase) in held for trading investments	25,547	(76,342)
Decrease in financial assets at fair value through profit or loss	433,688	53,378
(Increase)/decrease in accounts receivable, deposits and prepayments	(5,997)	12,521
Decrease in accounts payable, deposits and accruals	(8,849)	(11,611)
Increase/(decrease) in derivative financial instruments	10,947	(8,413)
Cash generated from/(used in) in operations	489,967	(32,841)
Dividends received	26,871	14,795
Interest received	12,296	17,303
Finance costs paid	(2,175)	(225)
Overseas tax paid	(1,737)	(1,970)
Net cash generated from/(used in) operating activities	525,222	(2,938)

Notes to the Financial Statements (Cont'd)

33. Pledge of assets

The Group pledged its leasehold land and buildings, certain available-for-sale investments, held for trading investments, financial assets at fair value through profit or loss and bank deposits with a total net book value of HK\$2,082,000,000 (2011: HK\$1,308,000,000) as security for banking facilities extended to the Group in the sum of HK\$743,000,000 (2011: HK\$743,000,000).

34. Financial risk management and fair values

Exposure to credit, currency, price, interest rate and liquidity risks arises in the normal course of the Group's business. These risks are limited by the Group's financial policies and practices described below:

(a) Credit risk

The Group's credit risk is primarily attributable to bank deposits, and amounts due from associates and loan and receivable, debt securities, and accounts receivable and deposits as mentioned in notes 21, 23 and 25 to the financial statements respectively. The Company's credit risk is primarily attributable to bank deposits, and amount due from a subsidiary and the amount of guarantee as mentioned in notes 21 and 38 to the financial statements respectively. The carrying amounts of financial assets and the amount of guarantee as mentioned in note 38 to the financial statements represent the amounts of maximum exposure to credit risk. Except for those that are impaired, the management is satisfied with credit quality of financial assets. The Group has significant concentrations of credit risk on bank deposits of HK\$366,469,000 (2011: HK\$195,831,000). The credit risk is limited because the banks are authorised financial institutions with high credit ratings. The management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

(b) Currency risk

The Group is exposed to currency risk on the following financial instruments denominated in Malaysian Ringgit, British Pound, Singapore dollars, Renminbi, Swiss Franc, Japanese Yen and Thai Baht. The management manages and monitors the exposures to ensure appropriate measures are implemented on a timely and effective manner.

	2012 HK\$'000	2011 HK\$'000
Available-for-sale investments	1,597,118	535,146
Amounts due from associates	615	–
Held for trading investments	196,516	210,204
Financial assets at fair value through profit or loss	8,464	406,368
Accounts receivable and deposits	1,717	1,261
Time deposits and bank balances	51,907	187,683
Bank borrowings	(479,634)	(16,689)
Accounts payable and accruals	(8,886)	–
Derivative financial instruments	(18)	–
	<u>1,367,799</u>	<u>1,323,973</u>

Notes to the Financial Statements (Cont'd)

34. Financial risk management and fair values (Cont'd)

(b) Currency risk (Cont'd)

At 31 December 2012, if the Renminbi and other foreign currencies had strengthened/weakened 5% and 10% against Hong Kong dollars respectively with all other variables held constant, the potential effects on profit after tax and components of equity are as follows:

	2012 HK\$'000	2011 HK\$'000
Decrease/increase in profit after tax and retained profit	<u>24,230</u>	<u>(77,620)</u>
Increase/decrease in investment revaluation reserve	<u>159,712</u>	<u>53,515</u>

The 5% and 10% increase/decrease represent management's assessment of the likely maximum change in exchange rates over the period until the end of next annual reporting period.

The Group is also exposed to currency risk on the following financial instruments denominated in United States dollars ("USD"). As USD are pegged to Hong Kong dollars ("HKD"), the Directors do not expect any significant movements in USD/HKD exchange rate.

	2012 HK\$'000	2011 HK\$'000
Held for trading investments	40,519	35,550
Financial assets at fair value through profit or loss	–	35,272
Time deposits and bank balances	124,764	3,302
Accounts receivable and deposits	<u>9</u>	<u>14</u>
	<u>165,292</u>	<u>74,138</u>

(c) Price risk

The following financial instruments are measured at fair value at the end of each reporting period. Therefore, the Group is exposed to security price risk. The management manages this exposure by maintaining a portfolio of investments with different risk profiles.

	2012 HK\$'000	2011 HK\$'000
Available-for-sale investments	1,597,118	535,146
Held for trading investments	346,835	347,457
Financial assets at fair value through profit or loss	8,464	441,640
Derivative financial instruments	<u>(12,876)</u>	<u>(2,027)</u>
	<u>1,939,541</u>	<u>1,322,216</u>

Notes to the Financial Statements (Cont'd)

34. Financial risk management and fair values (Cont'd)

(c) Price risk (Cont'd)

At 31 December 2012, if the security price had increased/decreased 10% with all other variables held constant, the potential effects on profit after tax and components of equity are as follows:

	2012 HK\$'000	2011 HK\$'000
Increase/decrease in profit after tax and retained profit	<u>34,242</u>	<u>78,707</u>
Increase/decrease in investment revaluation reserve	<u>159,712</u>	<u>53,515</u>

The 10% increase/decrease represents management's assessment of the likely maximum change in security price over the period until the end of next annual reporting period.

(d) Interest rate risk

The Group is exposed to interest rate risk through the impact of rate changes on interest bearing assets and liabilities. The Group's policy is to obtain the most favourable interest rates available for its financial instruments. The following financial instruments are exposed to interest rate risk.

	2012 HK\$'000	2011 HK\$'000
Time deposits and bank balances	572,678	406,845
Debt securities	–	441,640
Bank borrowings	<u>(520,721)</u>	<u>(50,847)</u>
	<u>51,957</u>	<u>797,638</u>

At 31 December 2012, if the interest rate had increased/decreased by 25 basis points with all other variables held constant, the potential effects on profit after tax and components of equity are as follows:

	2012 HK\$'000	2011 HK\$'000
Increase/decrease in profit after tax and retained profit	<u>130</u>	<u>890</u>

The 25 basis points increase/decrease represents management's assessment of the likely maximum change in interest rates over the period until the end of next annual reporting period.

Notes to the Financial Statements (Cont'd)

34. Financial risk management and fair values (Cont'd)

(e) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements. The Group does not have any significant exposure to liquidity risk as the Group is in net current asset position. Maturities of the financial liabilities of the Group are as follows:

	2012 HK\$'000	2011 HK\$'000
Carrying amounts and contractual undiscounted cash flows		
Non-derivative financial liabilities		
Bank loans	501,245	30,693
Bank loan subject to a repayment on demand clause	19,476	20,154
Accounts payable, deposits and accruals	10,908	11,516
Other payable	348	348
Derivative financial liabilities		
Derivative financial instruments	<u>12,876</u>	<u>2,027</u>
	<u>544,853</u>	<u>64,738</u>
Within one year	<u>544,853</u>	<u>64,738</u>

Maturities of bank loans of the Group based on the scheduled repayment dates set out in the loan agreements are as follows:

	2012 HK\$'000	2011 HK\$'000
Contractual undiscounted cash flows		
Within one year	502,233	31,681
After one year but within two years	988	988
After two years but within five years	2,964	2,964
After five years	<u>18,252</u>	<u>19,185</u>
	<u>524,437</u>	<u>54,818</u>

Notes to the Financial Statements (Cont'd)

34. Financial risk management and fair values (Cont'd)

(e) Liquidity risk (Cont'd)

Maturities of the financial liabilities of the Company are as follows:

	2012 HK\$'000	2011 HK\$'000
Carrying amounts and contractual undiscounted cash flows		
Non-derivative financial liabilities		
Accounts payable, deposits and accruals	<u>955</u>	<u>1,052</u>
Within one year	<u>955</u>	<u>1,052</u>

(f) Fair values

The Directors have considered that the carrying amounts of all financial assets and liabilities, other than those described in note 20 to the financial statements, approximate their fair values at 31 December 2012 and 31 December 2011.

The following table sets out the carrying value of financial instruments measured at fair value at 31 December 2012 and 31 December 2011 using the three-level hierarchy as defined in HKFRS 7.

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Notes to the Financial Statements (Cont'd)

34. Financial risk management and fair values (Cont'd)

(f) Fair values (Cont'd)

	Level 1 HK'\$000	Level 2 HK'\$000	Level 3 HK'\$000	Total HK'\$000
<u>2012</u>				
Assets				
Available-for-sale investments	1,597,118	–	–	1,597,118
Held for trading investments	306,316	40,519	–	346,835
Financial assets at fair value through profit or loss	–	8,464	–	8,464
	<u>1,903,434</u>	<u>48,983</u>	<u>–</u>	<u>1,952,417</u>
Liabilities				
Derivative financial instruments	<u>12,876</u>	<u>–</u>	<u>–</u>	<u>12,876</u>
<u>2011</u>				
Assets				
Available-for-sale investments	535,146	–	–	535,146
Held for trading investments	311,907	35,550	–	347,457
Financial assets at fair value through profit or loss	–	441,640	–	441,640
	<u>847,053</u>	<u>477,190</u>	<u>–</u>	<u>1,324,243</u>
Liabilities				
Derivative financial instruments	<u>2,027</u>	<u>–</u>	<u>–</u>	<u>2,027</u>

35. Capital management

The Group's objectives when managing capital are:

- to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders; and
- to provide capital for the purpose of strengthening the Group's risk management capability.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

Notes to the Financial Statements (Cont'd)

35. Capital management (Cont'd)

The Group monitors capital on the basis of the debt-to-equity ratio. During the year, the Group's strategy was unchanged. The debt-to-equity ratios for the years 2012 and 2011 are as follow:

	2012 HK\$'000	2011 HK\$'000
Current liabilities	<u>544,853</u>	<u>64,738</u>
Total debt	<u>544,853</u>	<u>64,738</u>
Total equity	<u>2,132,432</u>	<u>1,813,563</u>
Debt-to-equity ratio	<u>0.256</u>	<u>0.036</u>

The increase is due to increase in reserves.

36. Related party transactions

In addition to those disclosed in the financial statements, the Group had no material transactions with related parties during the year.

37. Retirement scheme

All the employees of the Group are members of the Mandatory Provident Fund Scheme. Under the Mandatory Provident Fund Scheme, the Group and its employees each made contributions to the scheme calculated at 5% of the employees' relevant income on a monthly basis. The amount of contributions charged to the income statement for the year was HK\$324,000 (2011: HK\$665,000).

38. Contingent liabilities

	<u>Group</u>		<u>Company</u>	
	2012 HK\$'000	2011 HK\$'000	2012 HK\$'000	2011 HK\$'000
Guarantees for credit facilities granted to subsidiaries	<u>–</u>	<u>–</u>	<u>743,000</u>	<u>743,000</u>

39. Capital commitments

	<u>Group</u>		<u>Company</u>	
	2012 HK\$'000	2011 HK\$'000	2012 HK\$'000	2011 HK\$'000
Construction in progress Contracted but not provided for	<u>11,271</u>	<u>–</u>	<u>–</u>	<u>–</u>

Notes to the Financial Statements (Cont'd)

40. Comparative amounts

Comparative amounts were audited by another auditors.

41. Approval of financial statements

The financial statements were approved and authorised for issue by the Board of Directors on 22 March 2013.

Five Year Financial Summary

	2012 HK\$'000	2011 HK\$'000	2010 HK\$'000	2009 HK\$'000	2008 HK\$'000
Turnover	<u>914,817</u>	<u>583,586</u>	<u>525,020</u>	<u>1,002,238</u>	<u>180,413</u>
Profit attributable to Owners of the Company	<u>95,625</u>	<u>12,098</u>	<u>165,348</u>	<u>319,739</u>	<u>235,161</u>
Dividends	<u>15,145</u>	<u>15,174</u>	<u>15,174</u>	<u>22,882</u>	<u>15,326</u>
Non-current assets	1,725,123	662,381	307,982	468,140	715,095
Current assets	<u>952,162</u>	<u>1,215,920</u>	<u>1,444,685</u>	<u>1,188,437</u>	<u>410,572</u>
Total assets	2,677,285	1,878,301	1,752,667	1,656,577	1,125,667
Current liabilities	<u>544,853</u>	<u>64,738</u>	<u>34,938</u>	<u>114,205</u>	<u>289,215</u>
Net assets	<u>2,132,432</u>	<u>1,813,563</u>	<u>1,717,729</u>	<u>1,542,372</u>	<u>836,452</u>
	2012 HK\$'000	2011 HK\$'000	2010 HK\$'000	2009 HK\$'000	2008 HK\$'000
Equity					
Share capital	151,210	151,746	151,746	153,122	154,024
Reserves	1,973,661	1,654,230	1,558,396	1,374,024	674,727
Proposed dividends	<u>7,561</u>	<u>7,587</u>	<u>7,587</u>	<u>15,226</u>	<u>7,701</u>
Total equity	<u>2,132,432</u>	<u>1,813,563</u>	<u>1,717,729</u>	<u>1,542,372</u>	<u>836,452</u>
Earnings per share (HK cents)	<u>63.04</u>	<u>7.97</u>	<u>108.74</u>	<u>208.27</u>	<u>150.68</u>
Dividends per share (HK cents)	<u>10.00</u>	<u>10.00</u>	<u>10.00</u>	<u>15.00</u>	<u>10.00</u>