Annual Report 2012

Fortune Sun

Fortune Sun (China) Holdings Limited
富陽(中國)控股有限公司
(Incorporated in the Cayman Islands with limited liability)
Stock Code: 352

CONTENTS

	Page
Corporate Information	2
Chairman's Statement	4
Directors & Senior Management	6
Management Discussion and Analysis	9
Directors' Report	13
Corporate Governance Report	27
Independent Auditor's Report	38
Consolidated Income Statement	40
Consolidated Statement of Comprehensive Income	41
Consolidated Statement of Financial Position	42
Statement of Financial Position	44
Consolidated Statement of Changes in Equity	45
Consolidated Statement of Cash Flows	46
Notes to the Consolidated Financial Statements	48
Summary of Financial Information	85
Summary of Major Properties	86

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Chiang Chen Feng *(Chairman)*
Ms. Chang Hsiu Hua
Mr. Han Lin

Non-executive Director

Ms. Lin Chien Ju

Independent Non-executive Directors

Dr. Cheng Chi Pang
Mr. Ng Wai Hung
Mr. Cui Shi Wei

EXECUTIVE COMMITTEE

Mr. Chiang Chen Feng *(Chairman)*
Ms. Chang Hsiu Hua
Mr. Han Lin

AUDIT COMMITTEE

Dr. Cheng Chi Pang *(Chairman)*
Mr. Ng Wai Hung
Mr. Cui Shi Wei

REMUNERATION COMMITTEE

Mr. Cui Shi Wei *(Chairman)*
Mr. Ng Wai Hung
Dr. Cheng Chi Pang

NOMINATION COMMITTEE

Mr. Chiang Chen Feng *(Chairman)*
Dr. Cheng Chi Pang
Mr. Ng Wai Hung

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

Units 05-10
Level 21
China Insurance Building
No. 166 Lujiazui East Road
Pudong New District
Shanghai 200120
The PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 1511, 15th Floor
Tower One, Times Square
1 Matheson Street
Causeway Bay
Hong Kong

CAYMAN ISLANDS SHARE REGISTRAR AND TRANSFER OFFICE

Royal Bank of Canada Trust Company
(Cayman) Limited
4th Floor, Royal Bank House
24 Shedden Road, George Town
Grand Cayman KY1-1110
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

COMPANY SECRETARY

Ms. Lau Sim FCPA, FCCA, MSc(FA), SIFM

COMPLIANCE OFFICER

Ms. Chang Hsiu Hua

AUTHORISED REPRESENTATIVES

Ms. Chang Hsiu Hua
Ms. Lau Sim

AUDITOR

RSM Nelson Wheeler
Certified Public Accountants

HONG KONG LEGAL ADVISERS

Chiu & Partners

PRINCIPAL BANKERS

Standard Chartered Bank (Hong Kong) Limited
China Minsheng Banking Corporation Limited

STOCK CODE ON THE STOCK EXCHANGE OF HONG KONG LIMITED

00352

COMPANY WEBSITE

www.fortune-sun.com

CHAIRMAN'S STATEMENT

I am pleased to present on behalf of the board (the "Board") of directors (the "Directors") of Fortune Sun (China) Holdings Limited (the "Company") the annual report for the year ended 31 December 2012 of the Company and its subsidiaries (collectively, the "Group").

In 2012, the Chinese central government (the "Central Government") continued to adopt stable but tight property control policies to curb speculative purchase demand. On one hand, control policies have been consistently introduced such as the "Eleven Measures of the State Council", including the strict implementation of differentiated housing loan, restrictions on property purchases and mortgage loans as well as property tax. On the other hand, loan limit has been relaxed for the purchase of first property to support reasonable demand for owner-occupied residences. During the year, the People's Bank of China cut the bank's reserve requirement ratio twice by 0.5% in total, and lowered the interest rate twice by 0.5% in total. Reviewing the China property market in 2012, according to the National Bureau of Statistics of China, the total property development investment of the country was RMB7,180.4 billion, representing a year-on-year increase of 16.2%, which was in fact 11.9% lower than the growth rate in the previous year; the total sales area of commodity housing amounted to 1,113 million square metres, representing a year-on-year increase of 1.8%, which was 2.6% lower than last year's growth rate; sales of commodity housing amounted to RMB6,445.6 billion, representing a year-on-year increase of 10%, which was 1.1% lower than the growth rate in the previous year. As for property prices, the Hundred Cities Price Index（百城價格指數）bottomed out in May 2012, and went up continuously in the second half of the year, with a growth of 1.93% for the full year to 9812. Last but not least, the amount of personal mortgage loan for the year amounted to RMB1,052.4 billion, increased by 21.3% as compared to the previous year.

During the year under review, with the recovery of the market since the second half of the year, the Group, as a corporation providing property planning, consultancy and sales agency services, experienced a significant improvement in its revenue. During the year, the Group completed sales for saleable areas totaling 318,000 square metres, representing an increase of 28.76% year on year. Total sales completed was approximately RMB2,833.4 million, representing a significant increase of 125.39% year on year. The turnover of the Group for year 2012 was approximately RMB30,908,000, representing an increase of 62.03% as compared to approximately RMB19,075,000 in 2011. The loss attributable to owners of the Company was approximately RMB816,000, representing a decrease of 97.10% year on year. The basic loss per share in 2012 was approximately RMB0.41 cents (2011: RMB14.05 cents). Given the loss recorded by the Group for the year and the need of the Group to conserve a healthy liquidity level in light of the expected stringent control over the China property market in 2013, the Board did not recommend the payment of a final dividend for the year ended 31 December 2012.

The Group undertook a total of 26 projects including 20 comprehensive property consultancy and sales agency service projects in 2012. As at 31 December 2012, the Group had a total of 28 executable projects with saleable areas of approximately 4,033,000 square metres. Looking forward, the Group will continue to endeavor to further develop its business and to enhance both the quality and quantity of our property planning, consultancy and sales agency service projects.

Reviewing year 2012, the Group's commission income generated from sales premium decreased significantly as a result of the restriction policies on housing prices; the commencement for sales of some properties was postponed and the selling progress was very slow. During the year, the Group has actively expanded its business in second and third-tier markets such as Hebei Province, while strengthening its business in existing developed markets such as Shanghai, Hubei and Jiangsu Provinces. However, although the diversification of project areas of the Group helped alleviate the adverse effects to the Group's revenue brought about by the government's stringent policies on residential properties in first-tier cities, the cost of services of the Group maintained at a relatively high level due to the lack of economies of scale.

Since the introduction of a series of rigorous property control policies for two consecutive years since 2010, the Central Government has not promulgated any new significant control policies in 2012. However, as the property market began to pick up and housing prices began to increase in the second half of 2012, the State Council introduced the "Five New Measures" on 1 March 2013 before the commencement of the new session of the National People's Congress and the National Committee of the Chinese People's Political Consultative Conference, which included the further increase of the property tax policy, reiterating the Central Government's determination in exerting increased control on housing prices to bring them back to reasonable levels. Holistically, many of these current property market policies are long-term policies, and minor adjustments could be made by the Chinese government according to actual circumstances. We expect that the housing prices are to be one of the main concerns of the Central Government and will drop steadily in China in 2013. A greater number of more effective stringent policies will be launched out if housing prices continue to show an upward trend. Looking forward to 2013, it is expected that the number of pilot cities for levy of property tax will increase. However, in order to achieve urbanization, we believe that while suppressing speculative housing demand, the Chinese government will continue to support reasonable solid housing needs, particularly in the third-tier, fourth-tier or emerging cities.

In 2013, the Group will continue to keep abreast of economic and market developments on domestic levels and adjust the market positioning accordingly in light of the prevailing trend of property policies to better exert our advantages and take full advantage of existing resources. The Group will also strive to expand the property consultancy and sales agency businesses in the second and third-tier cities and urbanising cities with its prudent and optimistic strategies, so as to increase the number of projects and broaden sales sources. In addition, the Group will take an active role in improving our financial health by means of stringent cost controls, enhanced budget management and shortened turnover rate of trade receivables, in order to achieve a sustainable, stable and healthy development in the future.

Looking ahead, along with the continuing economic growth and the reform in the real estate market in China, the Chinese property market will be driven more by rational user demand, and property developers will focus more on quality rather than quantity, hence the property and property agency business in China will gradually become more mature. The Group will endeavor to enhance its competitiveness in first-hand properties planning and to further improve its advantages in respect of property consultancy and sales agency. We believe that with over fifteen years of experience in sales agency business in the Chinese property market, the Group would be able to rise up to the challenges brought about by the reform in the property market to identify new business opportunities.

On behalf of the Board, I would like to extend my deepest appreciation as always to the whole management and staff of the Group, for their dedicated commitment and ongoing efforts in providing even higher quality services to our customers. I also wish to express my sincere thanks to our business partners, consultants, customers and shareholders for their support and cooperation throughout the year.

For and on behalf of the Board of
Fortune Sun (China) Holdings Limited

Chiang Chen Feng
Chairman

25 March 2013
Hong Kong

DIRECTORS & SENIOR MANAGEMENT

DIRECTORS

Executive Directors

Mr. Chiang Chen Feng（江陳鋒）, aged 48, is the Chairman and an executive Director and one of the founders of the Group. Mr. Chiang graduated from Feng Chia University（逢甲大學）in Taiwan in June 1989 with a bachelor's degree in business management and started to engage in real estate property valuation and market research. During 1995 to 1996, Mr. Chiang was a researcher of Coastal Greenland Limited (Stock Code: 1124) (the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange")), and was focusing on the PRC market. Mr. Chiang co-founded the Group in April 1997 and was appointed as a director of Shanghai Fu Yang Property Consultant Co., Limited ("Shanghai Fortune Sun") since then. He is also a director of each of the Company's other subsidiaries, namely, Cornerstone Asset Management Consultancy (Shanghai) Limited ("Cornerstone"), Millstone Developments Limited ("Millstone"), Eco Home Investment Company Limited ("Eco Home"), Shanghai Yang Shi Enterprise Development Company Limited（上海陽石企業發展有限公司）("Shanghai Yang Shi") and Fortune Sun Assets Management Company Limited ("Fortune Sun Assets"). Mr. Chiang is the spouse of Ms. Chang Hsiu Hua, an executive Director. Mr. Chiang is currently the director of Active Star Investment Limited, which has an interest in such number of shares of the Company under Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance as disclosed in the section headed "Directors' Report – Substantial Shareholders' Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company" in this annual report.

Ms. Chang Hsiu Hua（張秀華）, aged 47, is an executive Director. Ms. Chang obtained her bachelor's degree in public finance from Feng Chia University（逢甲大學）in Taiwan in June 1988. In 1988, Ms. Chang joined Subaru Motors Co., Ltd.（仲慶汽車有限公司）and was responsible for valuation and insurance matters. In January 1993, she was employed at Equity Law Firm（衡平法律事務所）and was responsible for legal related matters. Ms. Chang joined Shanghai Fortune Sun as a manager of the finance department in July 1997 and she was appointed as a member of the senior management of Shanghai Fortune Sun in January 2000 and has been responsible for financial management. In August 2005, Ms. Chang was appointed as a director of Shanghai Fortune Sun. She is also a director of each of Cornerstone and Eco Home. Ms. Chang is the spouse of Mr. Chiang Chen Feng, the Chairman and an executive Director.

Mr. Han Lin（韓林）, aged 45, is an executive Director. Mr. Han obtained a bachelor's degree in applied geophysics from Sichuan United University Chengdu College of Geology（四川聯合大學成都地質學院大學）in June 1989. Mr. Han is the holder of Certificate for Real Estate Brokers in Shanghai（上海房地產經紀人證書）. During 1989 to 1996, Mr. Han was employed at the Shanghai Bureau of Marine Geological Survey（上海海洋地質調查局）. Mr. Han has been a director of Shanghai Fortune Sun since April 1997. Mr. Han is also a director of each of Cornerstone, Shanghai Yang Shi and Fortune Sun Assets. Since January 2003, he has been appointed as a deputy general manager of the business development department of Shanghai Fortune Sun and responsible for the business development of the Group. In May 2009, he was appointed as the vice-president of Shanghai Fortune Sun.

Non-executive Director

Ms. Lin Chien Ju（林倩如）, aged 40, is a non-executive Director. Ms. Lin obtained a Hospitality Management Diploma from the Educational Institute of the American Hotel and Motel Association in April 1996 and she obtained a Degree of Bachelor of Business Administration from the American University in London in August 1996. Ms. Lin received her Master of Arts Degree in Management from the Dominican University of California, the United States in May 1998. Ms. Lin is one of the co-founders of the Group. Ms. Lin has been a director of Shanghai Fortune Sun since April 1997. Ms. Lin is currently a director of Upwell Assets Corporation, which has an interest in such number of shares of the Company under Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance as disclosed in the section headed "Directors' Report – Substantial Shareholders' Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company" in this annual report.

Independent Non-executive Directors

Mr. Ng Wai Hung（吳偉雄）, aged 49, has been appointed as an independent non-executive Director since June 2006. Mr. Ng is a practising solicitor and a partner in Iu, Lai & Li, a Hong Kong firm of solicitors. Mr. Ng practises in the areas of securities law, corporate law and commercial law of Hong Kong. Mr. Ng is also an independent non-executive director of six other companies listed on the Stock Exchange, namely GOME Electrical Appliances Holding Limited (Stock Code: 493), Hycomm Wireless Limited (Stock Code: 499), Sustainable Forest Holdings Limited (Stock Code: 723), Trigiant Group Limited (Stock Code: 1300), Perception Digital Holdings Limited (Stock Code: 1822), and Tech Pro Technology Development Limited (Stock Code: 3823). Mr. Ng was also an independent non-executive director of Sanyuan Group Limited (Stock Code: 140), Yun Sky Chemical (International) Holdings Limited (currently known as King Stone Energy Group Limited) (Stock Code: 663), KTP Holdings Limited (currently known as Ares Asia Limited) (Stock Code: 645) and Tomorrow International Holdings Limited (currently known as Talent Property Group Limited) (Stock Code: 760), which he resigned in October 2007, February 2010, February 2011 and January 2012, respectively.

Mr. Cui Shi Wei（崔士威）, aged 61, has been appointed as an independent non-executive Director since June 2006. Mr. Cui obtained a Law Master Degree from the Jilin University in the PRC in July 1986. Mr. Cui was a lecturer in the Law School of Jilin University（吉林大學法學學院）from July 1986 to July 1992. Mr. Cui worked as a senior management member of two nationwide insurance companies and Coastal Greenland Limited (Stock Code: 1124), the shares of which are listed on the Stock Exchange.

Dr. Cheng Chi Pang（鄭志鵬）, aged 55, has been appointed as an independent non-executive Director since June 2006. Dr. Cheng obtained a Bachelor's Degree in Business, a Master Degree in Business Administration and a Doctorate Degree of Philosophy in Business Management from Curtin University of Technology, Heriot-Watt University and Burkes University in 1992, 1998 and 2003 respectively. Also, Dr. Cheng obtained a Master of Laws (Chinese and Comparative Law) from City University of Hong Kong. Dr. Cheng is an associate member of the Hong Kong Institute of Certified Public Accountants, Institute of Chartered Accountants in England and Wales, the Australian Society of Certified Practising Accountants and the Taxation Institute of Hong Kong and a fellow member of the Hong Kong Institute of Directors. Dr. Cheng is a Certified Public Accountant practising in Hong Kong and has over 28 years of experience in auditing, business advisory and financial management. Dr. Cheng had been a group financial controller of NWS Holdings Limited (Stock Code: 659), the shares of which are listed on the Stock Exchange. Currently, Dr. Cheng is the senior partner of Leslie Cheng & Co. Certified Public Accountants and the chairman and chief executive officer of L & E Consultants Limited. Dr. Cheng is also a non-executive director of Wai Kee Holdings Limited (Stock Code: 610) and Build King Holdings Limited (Stock Code: 240); and an independent non-executive director and chairman of audit committee of China Ting Group Holdings Limited (Stock Code: 3398), Nine Dragons Paper (Holdings) Limited (Stock Code: 2689) and Tianjin Port Development Holdings Limited (Stock Code: 3382), all of which are companies listed on the Stock Exchange.

Senior Management

Ms. Wang Jia（王佳）, aged 43, is a deputy general manager of Shanghai Fortune Sun and is responsible for supervising all development projects and managing the day-to-day operations of the Group. Ms. Wang joined the Group in April 1997 and prior to holding the current position, Ms. Wang held the following positions in Shanghai Fortune Sun: the executive, the assistant manager, the manager and the deputy general manager and the general manager of sales department, the regional senior manager and the deputy regional general manager of sales department in Shanghai. Ms. Wang graduated from Shanghai University in July 1992, majoring in mechanical design and manufacturing. Ms. Wang has 20 years of experience in property sales and marketing and is also a holder of Certificate for Real Estate Brokers in Shanghai（上海房地產經紀人證書）.

Ms. Lau Sim（劉嬋）, aged 35, joined the Group in December 2010 and has been appointed as the Group's chief financial officer and the company secretary of the Company since 1 January 2011. Ms. Lau has worked in PricewaterhouseCoopers for years and has gained immense experience in financial management, corporate financing, investment management and investor relations in large companies listed on the Stock Exchange. She holds a bachelor's degree in accountancy from the Hong Kong Polytechnic University and a master degree in financial analysis from the Hong Kong University of Science and Technology. Ms. Lau is a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of Association of Chartered Certified Accountants and a senior international finance manager certified by the International Finance Management Association.

Mr. Wu Yungang（吳蘊鋼）, aged 35, is a regional general manager of Shanghai Fortune Sun and is responsible for coordinating all development projects and managing day-to-day operations of Shanghai Fortune Sun. Mr. Wu joined the Group in September 1997. Prior to holding the current position, Mr. Wu held the following positions in Shanghai Fortune Sun: the deputy manager and the manager, the regional senior manager and the deputy general manager of sales department. Mr. Wu graduated from the Artillery College of the PRC Liberation Army with certificate of administration and management in June 2005. Mr. Wu has 15 years of experience in real estate sales and marketing.

MARKET AND BUSINESS REVIEW

In 2012, in order to bring housing prices back to reasonable levels, the Chinese central government (the "Central Government") continued to adopt a series of control policies to curb speculative property investment, including restrictions on property purchases and mortgage loans and imposition of property tax. In addition, in order to support and protect reasonable demands for owner-occupied residence, the Central Government reiterated that it would focus on the construction of affordable housing and would implement measures such as adjustment of housing provident fund loan facilities. During the year, the People's Bank of China (the "Central Bank") lowered the bank's reserve requirement ratio two times in February and May by 0.5% in total and cut the benchmark interest rate two times in June and July by 0.5% in total, and has consistently adopted differentiated credit policies. Driven by these loose monetary policies, the China property market has started to recover since May 2012, with increased transactions volume and rising prices.

In 2012, despite of the uncertainties in the overall property market, the property development investment and the sales of commodity housing in China increased year-on-year by 16.2% and 10%, which were 11.9% and 1.1% lower than the growth rate in the previous year, respectively. The areas of commodity housing sold increased by 1.8% year-on-year, but was 2.6% lower than last year's growth rate. The personal mortgage loan for the year increased by 21.3% as compared to the previous year. The Real Estate Climate Index of the country（全國房地產開發景氣指數）dropped from 99 in December 2011 to 94.56 in September 2012 and then recovered to 95.59 in December 2012. Hence, the general climate of the China property market in 2012 had shown signs of improvement in the second half of the year.

Since 2012, value-added tax has been levied upon some of the Group's projects. The revenue reported for the year net of value-added tax was approximately RMB30,908,000, representing an increase of approximately 62.03% as compared to approximately RMB19,075,000 in 2011. The increase was mainly attributable to the satisfactory revenues on several commercial projects in the first half of the year and the strong sales of some projects in affordable housing in the second half of the year. For comprehensive property consultancy and sales agency services, the saleable areas sold by the Group during the year under review and the revenue reported increased by approximately 28.76% and 81.96% as compared to 2011, respectively.

Regarding the Group's operations in 2012 on a geographical sense, the Group maintained a strong focus in Hubei and Jiangsu Provinces. However, the proportion of revenue from these two provinces decreased to approximately 56.26% from approximately 71.13% in 2011 as a result of the satisfactory revenues derived from the projects in Shanghai for the year. Regarding business product segments, during the year under review, although the Group has actively sought more opportunities in the pure property planning and consultancy service segment to improve its revenue base, the pure property planning and consultancy service projects undertaken by the Group decreased to 6 in 2012 (2011: 8 projects), reducing the reported revenue generated from this business segment by approximately 20.95% from that in 2011, due to the macro-control policies on properties which reduced the number of new development projects among small and mid-sized developers.

The gross profit margin of the Group was approximately 26.85% for the year ended 31 December 2012 (2011: the gross loss margin of approximately 69.59%), which was mainly attributable to significant increase in the Group's revenue during the year and no corresponding increase in the service cost due to the Group's rigorous cost control. The loss attributable to the owners of the Company amounted to approximately RMB816,000 in 2012 (2011: a loss of approximately RMB28,164,000).

COMPREHENSIVE PROPERTY CONSULTANCY AND AGENCY BUSINESS

During the year under review, the provision of comprehensive property consultancy and sales agency services for the primary property market in the PRC is the core business of the Group. In 2012, the revenue of the Group was generated from 20 comprehensive property consultancy and sales agency service projects (2011: 14 projects) with approximately 318,000 square metres (2011: approximately 247,000 square metres) of total saleable gross floor areas of the underlying projects. The reported revenue from these comprehensive property consultancy and sales agency service projects for the year ended 31 December 2012 was approximately RMB27,988,000, representing approximately 90.55% of the total revenue of the Group (2011: approximately RMB15,381,000, representing approximately 80.63% of the total revenue).

As at 31 December 2012, the Group had 28 comprehensive property consultancy and sales agency service projects on hand with a total unsold gross floor areas of approximately 4,033,000 square metres (2011: approximately 3,995,000 square metres). Among these 28 projects, sales of the underlying properties of 9 projects have not yet commenced as at 31 December 2012.

PURE PROPERTY PLANNING AND CONSULTANCY BUSINESS

During the year ended 31 December 2012, the Group actively expanded the pure property planning and consultancy business. With 6 pure property planning and consultancy service projects in 2012 (2011: 8 projects), the reported revenue generated from this business segment by the Group for the year decreased by approximately 20.95% to RMB2,920,000, representing 9.45% of the total revenue for the year of 2012 (2011: approximately RMB3,694,000, representing 19.37% of the total revenue).

PROSPECTS

Since 2010, in order to achieve a stable and healthy development of the domestic property market and to bring housing prices back to reasonable levels, the Central Government has introduced a number of stringent macro-control policies on properties. In particular, the Central Government has continued to impose restrictions on house purchases, mortgage loans and housing prices, and carried out reforms on property development and tax policies. On 1 March 2013, the State Council introduced the “Five New Measures” before the commencement of the new session of the National People’s Congress and the National Committee of the Chinese People’s Political Consultative Conference, such as further increasing the property tax policy, which once again reflected its determination in exerting increased control over property prices. We expect the housing prices to be one of the main focuses of the Central Government in 2013 and the control policies will most likely to continue for a further period of time.

In 2013, the global economy exhibited signs of recovery, though there are still a number of uncertainties. With China facing inflationary pressures and slower economic growth, it is expected that the Chinese government will continue to implement a prudent and healthy monetary policy. Even if the China property market remains under control, in management’s view, the supply of ordinary commodity properties and the number of the first-time home buyers are still expected to increase during 2013, due to a number of favourable factors such as increasing urbanization, the solid demand for indemnificatory housing and preferential policies on first home purchases. The Group will endeavor to continue its cooperation with property developers targeting at ordinary commodity housing, and look for more development opportunities in the third and fourth-tier cities that are in position to benefit from the urbanization process. The Group will also strive to secure more property consultancy and sales agency service projects.

2013 will continue to be a year for the Group to increase revenue and to reduce costs. The Group will strive to seek for profits through enhanced budget management, cost control and reduction in operating costs. In addition, the Group will speed up the collection of receivables to strengthen the cash flow management. The management will also continue to incentivize employees to explore new business opportunities as well as alternative sources of credit or capital in order to attain a sustainable development for the Group.

LIQUIDITY AND FINANCIAL RESOURCES

In the year of 2012, the Group's source of funds was mainly from cash generated from operations.

As at 31 December 2012, the Group had net current assets of approximately RMB60,549,000 (2011: approximately RMB60,763,000), total assets of approximately RMB73,020,000 (2011: approximately RMB77,460,000) and shareholders' funds of approximately RMB55,879,000 (2011: approximately RMB56,703,000).

As at 31 December 2012, the bank and cash balances of the Group amounted to approximately RMB13,833,000 (2011: approximately RMB13,204,000).

BANK BORROWINGS AND OVERDRAFTS

The Group had no bank borrowings or overdrafts as at 31 December 2012 (2011: RMB Nil).

INDEBTEDNESS

The Group did not have any short term borrowing as at 31 December 2012 (2011: RMB Nil) and had a long term borrowing of RMB8,000,000 (2011: RMB8,000,000) in total which will mature in December 2014 and are secured by the investment properties of the Group as set out in the section headed "Summary of Major Properties" of this annual report.

As at 31 December 2012, the Group had total borrowings of RMB8,000,000. The gearing ratio of the Group (calculated based on the basis of total bank and other borrowings over total equity) was 14.32% (2011: 14.11%).

FOREIGN EXCHANGE RISKS

As the Group's sales are denominated in Renminbi, the Group's purchases and expenses are either denominated in Renminbi or Hong Kong dollar, and there is no significant foreign currency borrowings, the Group's currency fluctuation risk is considered insignificant. The Group currently does not have a foreign currency hedging policy. However, the management continuously monitors the foreign exchange risk exposure and will consider to hedge significant currency risk exposure should the need arise.

INTEREST RATE RISKS

The borrowing rates of the Group were mainly floating rates based on the benchmark interest rate for RMB loans of the same periods from financial institutions announced by the People's Bank of China. During the year of 2012, the People's Bank of China lowered the benchmark interest rate for RMB loans for two times, from 6.65% at the beginning of the year to 6.15% by the end of the year. The Group's exposure to interest rate risk exposure mainly stemmed from fluctuations of borrowing rates for the Group's debts. Interest rate hikes will increase the cost of borrowings of the Group.

STAFF AND EMOLUMENT POLICY

As at 31 December 2012, the Group had a total of 213 staff (2011: 243 staff).

The emolument policies of the Group are formulated based on the Group's operating results, individual performance, working experience and responsibility, merit, qualifications and competence of individual employees, comparable market statistics and state policies and are reviewed regularly.

CHARGE ON ASSETS

As at 31 December 2012, the interest-bearing other loan was secured by all the investment properties of the Group with carrying amount of approximately RMB3,803,000 (2011: approximately RMB3,897,000).

MAJOR INVESTMENTS

For the year ended 31 December 2012, save for the Group's 3% equity interest in Shanghai Hengda Group (Jiangsu) Investment Co., Ltd.（上海恒大集團（江蘇）投資有限公司）("Hengda Jiangsu") as set out in note 18 to the consolidated financial statements and the investment properties held by the Group as set out in the section headed "Summary of Major Properties" of this annual report, no other significant investment was held by the Group. As at the date of this annual report, save for the continuing investment in Hengda Jiangsu and the investment properties held by the Group, the Group had no future plans for material investments or capital assets.

CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 31 December 2012 (2011: RMB Nil).

CAPITAL COMMITMENTS

The Group had no material capital commitments as at 31 December 2012 (2011: RMB Nil).

The board (the "Board") of directors (the "Directors") of Fortune Sun (China) Holdings Limited (the "Company") are pleased to present the annual report together with the audited consolidated financial statements of the Company and its subsidiaries (collectively, the "Group") for the year ended 31 December 2012.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The principal activities of the Company's principal subsidiaries are provision of property consultancy and sales agency services for the primary property market in the PRC. Particulars of the Company's subsidiaries are set out in note 17 to the consolidated financial statements. The nature of the principal activities of the Group has not changed during the year.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2012 and the state of affairs of the Company and the Group as at 31 December 2012 are set out in the consolidated financial statements on pages 40 to 84 of this annual report.

On 25 March 2013, the Directors resolved not to recommend any final dividend to the shareholders of the Company for the year ended 31 December 2012 because of the loss for the year of the Group.

CLOSURE OF REGISTER OF MEMBERS

To ascertain shareholders' entitlement to attend and vote at the forthcoming annual general meeting of the Company to be held on Friday, 14 June 2013 (the "2013 AGM"), the register of members of the Company will be closed from Tuesday, 11 June 2013 to Friday, 14 June 2013 (both days inclusive) during which period no transfer of shares will be registered.

In order to qualify for attending and voting at the 2013 AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 10 June 2013.

INVESTMENT PROPERTIES

Details of investment properties of the Group are set out in notes 16 to the consolidated financial statements as well as the section headed "Summary of Major Properties" on page 86 of this annual report.

PROPERTY, PLANT AND EQUIPMENT

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

SHARE CAPITAL

Details of movements in share capital of the Company during the year are set out in note 25 to the consolidated financial statements.

RESERVES

Details of movements in reserves of the Company and of the Group are set out in note 26 to the consolidated financial statements and the consolidated statement of changes in equity on page 45 respectively.

DISTRIBUTABLE RESERVES

Under the Companies Law of the Cayman Islands, Cap. 22 (Law 3 of 1961, as revised and consolidated from time to time), the share premium is available for distribution to shareholders subject to the provisions of the Articles of Association of the Company, and no distribution may be paid to shareholders out of the Company's share premium unless the Company shall be able to pay its debt as they fall due in the ordinary course of business. As at 31 December 2012, the Company's reserves available for distribution amounted to approximately RMB16,004,000.

GROUP FINANCIAL SUMMARY

The results, assets and liabilities of the Group for the last five financial years are summarized in the section headed "Summary of Financial Information" on page 85 of this annual report.

DISCLOSURE PURSUANT TO RULES 13.13 AND 13.15 OF THE LISTING RULES

(i) With reference to the announcements of the Company dated 21 April 2008 and 20 April 2009 in relation to the payment of a security deposit (the "Security Deposit") for the sum of RMB20 million by Shanghai Fu Yang Property Consultant Co., Limited ("Shanghai Fortune Sun"), a wholly-owned subsidiary of the Company, to secure the performance of its sales agency obligations in a real estate project in Shanghai (the "Subject Project") under certain agency agreements (the "Agency Agreements"), Shanghai Ke Shang Property Consultant Company Limited（上海可上房產咨詢有限公司）(the "Current Investment Partner"), an independent third party of the Group, had fully underwritten the sale of the property under the Subject Project on 23 October 2008 and assumed the repayment obligations in respect of the Security Deposit on 24 October 2008. The Security Deposit is unsecured and interest free, and the Current Investment Partner has agreed to refund the Security Deposit to Shanghai Fortune Sun 18 months after the sale commencement of the Subject Project, that is, on 23 May 2010.

Subsequently, pursuant to the underwriting agency agreement and underwriting settlement agreement entered into between the Current Investment Partner, Shanghai Fortune Sun and Shanghai Bao Rui Land Company Limited（上海寶瑞置業有限公司）(the "Current Customer") on 23 October 2008 and 11 January 2010, respectively, the Current Investment Partner exercised their right to purchase the unsold units (including the parking lots) of the Subject Project (save for 4 apartment units and the corresponding parking lots, the purchase price of which was paid by Shanghai Zhilian (as defined below) but the titles of which were retained by the Current Customer to set off certain sums due from the Current Investment Partner to the Current Customer) (the "Unsold Units") through Shanghai Zhilian Enterprise Development Company Limited（上海智連企業發展有限公司）("Shanghai Zhilian"), a previously wholly-owned subsidiary of the Current Investment Partner and an independent third party of the Group, so as to discharge its obligations stipulated in the previous agreement with the property developer to underwrite the sales of all the apartment units and parking lots of the Subject Project. Given the property titles to the Unsold Units of the Subject Project are ultimately transferred to Shanghai Zhilian, therefore, a new agreement has been entered into between Shanghai Zhilian, the Current Investment Partner and Shanghai Fortune Sun on 24 February 2010, pursuant to which Shanghai Zhilian agreed to appoint Shanghai Fortune Sun as the sales and consultancy agent in respect of the Unsold Units for a term of 12 months, and Shanghai Zhilian will assume all the warranties, undertakings and repayment obligations of the Current Investment Partner to Shanghai Fortune Sun in relation to the Subject Project, including the repayment obligation of the Current Investment Partner to Shanghai Fortune Sun in respect of the Security Deposit. Shanghai Zhilian has agreed to refund the Security Deposit to Shanghai Fortune Sun with reference to the progress of sales of the Unsold Units until the Security Deposit has been repaid in full.

The Security Deposit is accounted for as trade deposits and amounted to RMB15,980,000 and RMB20,000,000 as of 31 December 2012 and 2011 respectively.

As the amount of the Security Deposit represents approximately 21.88% of the assets ratio as defined under Rule 14.07(1) of the Listing Rules as at 31 December 2012, the Company's general disclosure obligation of certain particulars of the Security Deposit as prescribed under Rule 13.15 of the Listing Rules arose.

(ii) With reference to the announcement of the Company dated 27 August 2010 in relation to the acquisition of 3% interest in the entire registered capital of Shanghai Hengda Group (Jiangsu) Investment Co., Ltd. ("Hengda Jiangsu"), a limited liability company established in the PRC on 9 July 2010 with fully paid up registered capital of RMB50,000,000, a joint investment agreement ("Joint Investment Agreement") dated 27 August 2010 was entered into by the Group with the other existing shareholders of Hengda Jiangsu. Pursuant to the Joint Investment Agreement the Group and the parties thereto shall severally provide to Hengda Jiangsu unsecured, non-interest bearing shareholders' loan for an aggregate sum of RMB669,875,050 (the "Shareholders' Loan"), out of which the Group has committed to provide RMB14,500,000 in total for the purposes of financing the acquisition and joint development of two pieces of land located in Yancheng City, Jiangsu Province, the PRC.

Reference is also made to the announcement of the Company dated 27 April 2012. By a supplemental agreement dated 27 April 2012 entered into between Shanghai Fortune Sun, 上海中邑投資管理諮詢有限公司 (Shanghai Zhongyi Investment Management Consultancy Co., Ltd.) and Hengda Jiangsu, Shanghai Fortune Sun agreed to pay an additional amount of the Shareholders' Loan in the sum of RMB4,177,139.05 to Hengda Jiangsu on the basis of, among others, the pro rata shareholding interests of Shanghai Fortune Sun in Hengda Jiangsu.

The Shareholder's Loan contributed by Shanghai Fortune Sun amounting in aggregate to RMB18,677,139.05 is unsecured, interest free and has no fixed terms of repayment. The Shareholders' Loan is accounted for as other receivable as of 31 December 2012 and 2011 respectively.

As the amount of the Shareholder's Loan represents approximately 25.58% of the assets ratio as defined under Rule 14.07(1) of the Listing Rules as at 31 December 2012, the Company's general disclosure obligation of certain particulars of the Shareholder's Loan as prescribed under Rule 13.15 of the Listing Rules arose.

DIRECTORS

The Directors of the Company during the year under review and up to the date of this report are as follows:

Executive Directors

Mr. Chiang Chen Feng *(Chairman)*
Ms. Chang Hsiu Hua
Mr. Han Lin

Non-executive Director

Ms. Lin Chien Ju

Independent Non-executive Directors

Dr. Cheng Chi Pang
Mr. Ng Wai Hung
Mr. Cui Shi Wei

According to Article 108(A) of the Articles of Association, not less than one-third of the Directors shall retire from office by rotation at each annual general meeting of the Company. Any Director who retires under this article shall then be eligible for re-election as Director. Ms. Chang Hsiu Hua, Dr. Cheng Chi Pang and Mr. Cui Shi Wei will retire as Directors and, being eligible, offer themselves for re-election as Directors at the 2013 AGM.

INDEPENDENT NON-EXECUTIVE DIRECTORS' CONFIRMATION

The Company has received from each of the independent non-executive Directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and as at the date of this report still considers all of them to be independent.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service contract with the Company for a term of three years commencing from 1 June 2006 renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of appointment until terminated by either party giving to the other not less than three months' advance written notice of termination.

Each of the non-executive Director and the independent non-executive Directors has been appointed for a term of one year commencing from 10 June 2006 renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of appointment until terminated by not less than three months' notice in writing served by either the Company or the respective Director on the other.

None of the Directors proposed for re-election at the forthcoming 2013 AGM has entered into any service contract with the Company which is not determinable by the Company within one year without payment of compensation (except for statutory compensation).

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contracts of significance in relation to the Group's business to which the Company, its holding company or any of its subsidiaries or fellow subsidiaries was a party, and in which a Director had a material interest, whether directly or indirectly subsisted at the year-end or at any time during the year.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 December 2012, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares or debentures of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") (Chapter 571 of the Laws of Hong Kong)), which had been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they were deemed or taken to have under such provisions of the SFO), or as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules, were as follows:

Name of Directors	Company/ Name of associated corporation	Capacity	Number and class of securities (Note 1)	Approximate percentage of shareholding
Mr. Chiang Chen Feng ("Mr. Chiang")	The Company	Interest of a controlled corporation (Note 2)	67,820,850 Ordinary Shares (L)	33.83%
		Beneficial owner and interest of spouse (Note 3)	1,500,000 Ordinary Shares (L)	0.72% (Note 12)

Name of Directors	Company/ Name of associated corporation	Capacity	Number and class of securities (Note 1)	Approximate percentage of shareholding
Ms. Lin Chien Ju ("Ms. Lin")	The Company	Interest of a controlled corporation (Note 4)	36,352,050 Ordinary Shares (L)	18.13%
		Beneficial owner (Note 5)	100,000 Ordinary Shares (L)	0.05% (Note 12)
Mr. Han Lin ("Mr. Han")	The Company	Beneficial owner	7,051,801 Ordinary Shares (L)	3.52%
		Beneficial owner (Note 6)	2,700,000 Ordinary Shares (L)	1.30% (Note 12)
Ms. Chang Hsiu Hua ("Ms. Chang")	The Company	Interest of spouse (Note 7)	67,820,850 Ordinary Shares (L)	33.83%
		Beneficial owner and interest of spouse (Note 8)	1,500,000 Ordinary Shares (L)	0.72% (Note 12)
Dr. Cheng Chi Pang ("Dr. Cheng")	The Company	Beneficial owner (Note 9)	100,000 Ordinary Shares (L)	0.05% (Note 12)
Mr. Ng Wai Hung ("Mr. Ng")	The Company	Beneficial owner (Note 10)	100,000 Ordinary Shares (L)	0.05% (Note 12)
Mr. Cui Shi Wei ("Mr. Cui")	The Company	Beneficial owner (Note 11)	100,000 Ordinary Shares (L)	0.05% (Note 12)

Notes:

1. The letter "L" denotes the Directors' long position in the shares or underlying shares of the Company.

2. These Shares were registered in the name of Active Star Investment Limited ("Active Star"), the entire issued capital of which was owned by Mr. Chiang. Mr. Chiang was also the sole director of Active Star. Mr. Chiang was deemed to be interested in all the Shares in which Active Star was interested by virtue of the SFO.

3. The long position of Mr. Chiang in these 1,500,000 Shares comprised the 750,000 options and 550,000 options granted to him and his wife, Ms. Chang, respectively, by the Company under the Pre-IPO Share Option Scheme (as defined below), and 100,000 options granted to him and 100,000 options granted to Ms. Chang by the Company under the Share Option Scheme (as defined below) on 12 March 2008. Mr. Chiang was regarded as interested in all the options in which Ms. Chang was interested by virtue of the SFO.

4. These Shares were registered in the name of Upwell Assets Corporation ("Upwell Assets"), the entire issued capital of which was evenly owned by Ms. Lin and her sister, Ms. Lin Shu Chi. Ms. Lin was also one of the directors of Upwell Assets. Ms. Lin was deemed to be interested in all the Shares in which Upwell Assets was interested by virtue of the SFO.

5. The long position of Ms. Lin represented 100,000 options granted to her by the Company under the Share Option Scheme on 12 March 2008.

6. The long position of Mr. Han in these 2,700,000 Shares comprised the 750,000 options and 1,950,000 options granted to him by the Company under the Pre-IPO Share Option Scheme and the Share Option Scheme on 12 March 2008 respectively.

7. Ms. Chang was regarded as interested in all the Shares referred to in note (2) above, in which Mr. Chiang, her husband, was interested by virtue of the SFO.

8. The long position of Ms. Chang in these 1,500,000 Shares comprised the 550,000 options and 750,000 options granted to her and her husband, Mr. Chiang, respectively, by the Company under the Pre-IPO Share Option Scheme, and 100,000 options granted to her and 100,000 options granted to Mr. Chiang by the Company under the Share Option Scheme on 12 March 2008. Ms. Chang was regarded as interested in all the options in which Mr. Chiang was interested by virtue of the SFO.

9. The long position of Dr. Cheng in these 100,000 Shares represented 100,000 options granted to him by the Company under the Share Option Scheme on 12 March 2008.

10. The long position of Mr. Ng in these 100,000 Shares represented 100,000 options granted to him by the Company under the Share Option Scheme on 12 March 2008.

11. The long position of Mr. Cui in these 100,000 Shares represented 100,000 options granted to him by the Company under the Share Option Scheme on 12 March 2008.

12. These percentages are calculated on the basis of 207,380,000 Shares in issue as at 31 December 2012, assuming that all the then outstanding options granted under the Pre-IPO Share Option Scheme and the Share Option Scheme had been exercised as at that date.

Save as disclosed above, as at 31 December 2012, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of the SFO) which had been notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 7 and 8 of Part XV of SFO (including interests and short positions in which they were taken or deemed to have under such provisions of the SFO), or as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 31 December 2012, the interests or short positions of the persons (other than a Director or chief executive of the Company) in the shares ("Shares") and underlying Shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO were as follows:

Name of Shareholder	Capacity	Number and class of securities (Note 1)	Approximate percentage of shareholding
Active Star	Beneficial owner (Note 2)	67,820,850 Ordinary Shares (L)	33.83%
Upwell Assets	Beneficial owner (Note 3)	36,352,050 Ordinary Shares (L)	18.13%
Ms. Lin Shu Chi	Interest of a controlled corporation (Note 3)	36,352,050 Ordinary Shares (L)	18.13%
Honorway Nominees Limited ("Honorway Nominees")	Beneficial owner (Note 4)	16,248,300 Ordinary Shares (L)	8.11%
Honorway Investments Limited	Interest of a controlled corporation (Note 4)	16,248,300 Ordinary Shares (L)	8.11%
Mr. Ho Hau Chong, Norman	Interest of a controlled corporation (Note 4)	16,248,300 Ordinary Shares (L)	8.11%
Ms. Yvette Therese Ma	Interest of spouse (Note 5)	16,248,300 Ordinary Shares (L)	8.11%
Mr. Ho Hau Hay, Hamilton	Interest of a controlled corporation (Note 4)	16,248,300 Ordinary Shares (L)	8.11%

Name of Shareholder	Capacity	Number and class of securities (Note 1)	Approximate percentage of shareholding
Ms. Sharon Young	Interest of spouse (Note 6)	16,248,300 Ordinary Shares (L)	8.11%
Ms. Hsieh Hsiu-Mei ("Ms. Hsieh")	Interest of a controlled corporation (Note 7)	7,220,000 Ordinary Shares (L)	3.60%
	Beneficial owner	4,716,000 Ordinary Shares (L)	2.35%
Mr. Chu Yao-Jen	Interest of spouse (Note 8)	11,936,000 Ordinary Shares (L)	5.95%
Mrs. Chen Hsu Li-Mei	Beneficial owner	11,122,000 Ordinary Shares (L)	5.55%
Mr. Chen Chin Chuan	Interest of spouse (Note 9)	11,122,000 Ordinary Shares (L)	5.55%

Notes:

1. The letter "L" denotes the shareholders' long position in the shares or underlying shares of the Company.

2. These Shares were registered in the name of Active Star, the entire issued share capital of which was owned by Mr. Chiang. Mr. Chiang was deemed to be interested in all the Shares in which Active Star was interested by virtue of the SFO.

3. These Shares were registered in the name of Upwell Assets, the entire issued share capital of which was evenly owned by Ms. Lin Shu Chi and Ms. Lin, a non-executive Director. Ms. Lin Shu Chi was deemed to be interested in all the Shares in which Upwell Assets was interested by virtue of the SFO.

4. These Shares were registered in the name of Honorway Nominees, which was controlled by Honorway Investments Limited, which was in turn controlled by Mr. Ho Hau Chong, Norman and his brother, Mr. Ho Hau Hay, Hamilton. Mr. Ho Hau Chong, Norman, Mr. Ho Hau Hay, Hamilton and Honorway Investments Limited were deemed to be interested in all the Shares in which Honorway Nominees was interested by virtue of the SFO.

5. Ms. Yvette Therese Ma was deemed to be interested in all the Shares in which Mr. Ho Hau Chong, Norman, her spouse, was interested by virtue of the SFO.

6. Ms. Sharon Young was deemed to be interested in all the Shares in which Mr. Ho Hau Hay, Hamilton, her spouse, was interested by virtue of the SFO.

7. These Shares were registered in the name of Forever Sky Group Limited, which was controlled by Ms. Hsieh. Ms. Hsieh was deemed to be interested in all the shares in which Forever Sky Group Limited was interested by virtue of the SFO.

8. Mr. Chu Yao-Jen was deemed to be interested in all the Shares in which Ms. Hsieh, his spouse, was interested by virtue of the SFO.

9. Mr. Chen Chin Chuan was deemed to be interested in all the Shares in which Mrs. Chen Hsu Li-Mei, his spouse, was interested by virtue of the SFO.

Save as disclosed above, as at 31 December 2012, no person (other than a Director or chief executive of the Company) had registered an interest or short position in the shares or underlying shares of the Company that was recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

SHARE OPTION SCHEMES

A pre-IPO share option scheme ("Pre-IPO Share Option Scheme") was adopted pursuant to a written resolution passed by all shareholders of the Company on 10 June 2006. The purpose of the Pre-IPO Share Option Scheme is to recognise and reward the contribution of certain directors, senior management, employees, consultants and advisers of the Group to the growth and development of the Group and the listing of the Company on the Main Board of the Stock Exchange.

A post-IPO share option scheme ("Share Option Scheme") was also adopted pursuant to the written resolutions passed by all shareholders of the Company on 10 June 2006. The purpose of the Share Option Scheme is to enable the Group to grant options to selected participants as incentives or rewards for their contribution to the Group.

Eligible participants of the Share Option Scheme include, among others, the Group's directors, including independent non-executive directors, other employees of the Group, suppliers of goods or services to the Group, customers of the Group, persons that provide research, development or other technological support to the Group, the Group's shareholders and the advisers or consultants of the Group. The Share Option Scheme will remain in force for a period of 10 years commencing from 10 June 2006.

Details of the movements in the Company's outstanding share options granted under the Pre-IPO Share Option Scheme and Share Option Scheme for the year ended 31 December 2012 were as follows:

Category of participant	Number of shares in respect of share options: Outstanding as at 1 January 2012	Granted during the year	Exercised during the year	Lapsed or cancelled during the year	Outstanding as at 31 December 2012	Date of grant	Exercise period	Exercise price per Share HK$	Closing price of the Shares on the trading day immediately before the date of grant HK$
Directors:									
Chiang Chen Feng	750,000	–	–	–	750,000	10/06/2006	05/07/2007 to 04/07/2016	0.795	N/A
	50,000	–	–	–	50,000	12/03/2008	12/03/2009 to 11/03/2018	1.12	1.12
	50,000	–	–	–	50,000	12/03/2008	12/03/2010 to 11/03/2018	1.12	1.12
	850,000	–	–	–	850,000				
Han Lin	750,000	–	–	–	750,000	10/06/2006	05/07/2007 to 04/07/2016	0.795	N/A
	975,000	–	–	–	975,000	12/03/2008	12/03/2009 to 11/03/2018	1.12	1.12
	975,000	–	–	–	975,000	12/03/2008	12/03/2010 to 11/03/2018	1.12	1.12
	2,700,000	–	–	–	2,700,000				
Chang Hsiu Hua	550,000	–	–	–	550,000	10/06/2006	05/07/2007 to 04/07/2016	0.795	N/A
	50,000	–	–	–	50,000	12/03/2008	12/03/2009 to 11/03/2018	1.12	1.12
	50,000	–	–	–	50,000	12/03/2008	12/03/2010 to 11/03/2018	1.12	1.12
	650,000	–	–	–	650,000				
Lin Chien Ju	50,000	–	–	–	50,000	12/03/2008	12/03/2009 to 11/03/2018	1.12	1.12
	50,000	–	–	–	50,000	12/03/2008	12/03/2010 to 11/03/2018	1.12	1.12
Cheng Chi Pang	50,000	–	–	–	50,000	12/03/2008	12/03/2009 to 11/03/2018	1.12	1.12
	50,000	–	–	–	50,000	12/03/2008	12/03/2010 to 11/03/2018	1.12	1.12
Ng Wai Hung	50,000	–	–	–	50,000	12/03/2008	12/03/2009 to 11/03/2018	1.12	1.12
	50,000	–	–	–	50,000	12/03/2008	12/03/2010 to 11/03/2018	1.12	1.12
Cui Shi Wei	50,000	–	–	–	50,000	12/03/2008	12/03/2009 to 11/03/2018	1.12	1.12
	50,000	–	–	–	50,000	12/03/2008	12/03/2010 to 11/03/2018	1.12	1.12
Employees:									
In aggregate	1,390,000	–	–	(580,000)	810,000	10/06/2006	05/07/2007 to 04/07/2016	0.795	N/A
	975,000	–	–	(225,000)	750,000	12/03/2008	12/03/2009 to 11/03/2018	1.12	1.12
	975,000	–	–	(225,000)	750,000	12/03/2008	12/03/2010 to 11/03/2018	1.12	1.12
	3,340,000	–	–	(1,030,000)	2,310,000				
	7,940,000	–	–	(1,030,000)	6,910,000				

For the year ended 31 December 2012, 580,000 options and 450,000 options had lapsed under the Pre-IPO Share Option Scheme and the Share Option Scheme, respectively.

The limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 30% of the Shares in issue from time to time (i.e. 60,141,000 Shares as at the date of this annual report) (the "Overriding Limit"). No further options may be granted under the Share Option Scheme if this will result in the Overriding Limit being exceeded.

Subject to the Overriding Limit, the total number of Shares which may be allotted and issued upon exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the Share Option Scheme, Pre-IPO Share Option Scheme and any other share option scheme of the Group) granted under the Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the Shares in issue (i) at the time dealings in the Shares first commenced on the Stock Exchange or (ii) on the date on which such 10% limit is refreshed or further refreshed pursuant to the rules of the Share Option Scheme (the "General Scheme Limit"). Options previously granted under the Share Option Scheme, the Pre-IPO Share Option Scheme or any other share option scheme of the Group (including those outstanding, cancelled, lapsed in accordance with the scheme or exercised options) will not be counted for the purpose of calculating the limit as "refreshed". On 17 June 2011, an ordinary resolution was passed by the shareholders of the Company at general meeting for the refreshment of the General Scheme Limit to 20,470,000 Shares, representing 10% of the Shares in issue as at the date of the aforesaid shareholders' approval.

The maximum number of Shares issuable under the options which may be granted to each eligible participant in the Share Option Scheme within any 12-month period is limited to 1% of the Shares in issue at any time. Any further grant of options in excess of this limit is subject to shareholders' approval in a general meeting.

Options granted to a Director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive Directors. In addition, any options granted to a substantial shareholder or an independent non-executive Director, or to any of their associates, in excess of 0.1% of the Shares in issue at any time and with an aggregate value (based on the closing price of the Shares at the date of the grant) in excess of HK$5 million within any 12-month period are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of options may be accepted within 21 days from the date of offer of grant of the option, upon payment of a nominal consideration of HK$1 in total by the grantee. The exercise period of the options granted is determinable by the Directors, which period may commence from the date on which the offer for grant of the options is made, and shall end in any event not later than 10 years from the date on which the offer for the grant of the options is made subject to the provisions for early termination thereof. There is no minimum period required under the Share Option Scheme for the holding of an option before it can be exercised.

The exercise price of the options is determinable by the Directors, but shall not be less than the highest of (i) the closing price of the Shares as quoted on the Stock Exchange’s daily quotation sheets on the date of the offer for grant of the options; and (ii) the average closing price of the Shares as quoted on the Stock Exchange’s daily quotation sheets for the five trading days immediately preceding the date of offer for grant of the options; and (iii) the nominal value of the Shares.

As at the date of this annual report, the total number of Shares available for allotment and issue pursuant to the exercise of options to be granted under the Share Option Scheme is 20,470,000 Shares.

DIRECTORS’ RIGHTS TO ACQUIRE SHARES AND DEBENTURES

Save as disclosed in the section headed “Share Option Schemes” above, during the year under review, no rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company were granted to any Directors nor exercised by any of them, nor was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

MANAGEMENT CONTRACTS

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

TAX RELIEF AND EXEMPTION

The Directors are not aware of any tax relief and exemption available to the shareholders of the Company by reason of their holding of the Company’s securities.

PURCHASE, SALES AND REDEMPTION OF THE LISTED SECURITIES OF THE COMPANY

The Company and its subsidiaries did not purchase, sell or redeem any listed securities of the Company during the year ended 31 December 2012.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association or the laws of Cayman Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders of the Company.

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate turnover attributable to the Group's largest customer and five largest customers accounted for approximately 26.3% and 73.8% of the Group's total turnover for the year respectively.

The aggregate purchase attributable to the Group's largest supplier and five largest suppliers accounted for approximately 24.7% and 43.1% of the Group's total purchases of the year respectively.

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

PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors as at the latest practicable date prior to the issue of this report, the Company has maintained a sufficient public float as required under the Listing Rules.

AUDITOR

The consolidated financial statements of the Group for the year ended 31 December 2012 were audited by RSM Nelson Wheeler who will retire at the conclusion of the forthcoming 2013 AGM. A resolution will be proposed to the forthcoming 2013 AGM to re-appoint RSM Nelson Wheeler as auditor of the Company for the year ending 31 December 2013.

On behalf of the Board
Fortune Sun (China) Holdings Limited

Mr. Chiang Chen Feng
Chairman

Hong Kong, 25 March 2013

CORPORATE GOVERNANCE PRACTICES

The Company recognises the importance of good corporate governance to its healthy growth, and is committed to adopting appropriate corporate governance practices that meet its business needs.

The Company periodically reviews its corporate governance practices to ensure its continuous compliance with the Corporate Governance Code (the "CG Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). Save for the deviations from code provisions A.1.8 and A.2.1 of the CG Code, the Directors are not aware of any information which would reasonably indicate that the Company was not in compliance with the code provisions set out in the CG Code during the year ended 31 December 2012.

Pursuant to code provision A.1.8 of the CG Code, the Company should arrange appropriate insurance cover in respect of legal action against its Directors. As set out in the interim report of the Company dated 24 August 2012, the Company had deviated from code provision A.1.8 for the six months ended 30 June 2012 with considered reasons. Subsequently, the management considered that compliance with code provision A.1.8 would be conducive to the good corporate governance of the Company and had arranged for appropriate liability insurance for the Directors and senior management officers of the Company for legal liability which may arise in the course of performing their duties.

Pursuant to code provision A.2.1 of the CG Code, the responsibilities between the chairman and chief executive should be segregated and should not be performed by the same individual. For the year under review, the Company did not have a separate chairman and chief executive, with Mr. Chiang Chen Feng performing these two roles. The Board believes that vesting both the roles of chairman and chief executive in the same person has the benefit of ensuring consistent leadership within the Group, and enables more effective and efficient overall strategic planning for the Group. The Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable the Company to make and implement decisions promptly and efficiently.

Looking forward, we will conduct continuous review on our corporate governance practices to ensure compliance with the CG Code from time to time.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding the Directors' securities transactions on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code"). Having made specific enquiry of all Directors, all Directors have confirmed that they have fully complied with the required standards set out in the Model Code during the year ended 31 December 2012. The interests held or deemed to be held by individual Directors in the Company's securities as at 31 December 2012 are set out on pages 17 to 19.

BOARD OF DIRECTORS

Board composition

The Group is led by and controlled through the Board, which currently consists of three executive Directors, namely Mr. Chiang Chen Feng, Ms. Chang Hsiu Hua and Mr. Han Lin, a non-executive Director, namely Ms. Lin Chien Ju, and three independent non-executive Directors, namely Dr. Cheng Chi Pang, Mr. Ng Wai Hung and Mr. Cui Shi Wei. Mr. Chiang Chen Feng is the Chairman of the Board. Their biographical details are set out on pages 6 to 7.

Save for the spousal relationship between Mr. Chiang Chen Feng and Ms. Chang Hsiu Hua, both being executive Directors, there is no other family relationship between any of the Directors, nor is there any financial, business or other material or relevant relationships among the members of the Board.

Every Director, including non-executive Directors, are subject to retirement by rotation at annual general meetings of the Company at least once every three years pursuant to article 108(A) of the Articles of Association of the Company (the "Articles"). In addition, pursuant to article 112 of the Articles, any Director appointed by the Board to fill a casual vacancy or as an additional Director shall hold office until the next following general meeting and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting. During the year under review, Mr. Han Lin, Ms. Lin Chien Ju and Mr. Ng Wai Hung retired by rotation and were re-elected as Directors at the annual general meeting of the Company held on 15 June 2012.

Board's responsibilities and delegation

Members of the Board are individually and collectively accountable to the shareholders for the sustainable development of the Company. The Board oversees the overall management and operations of the Group. Major responsibilities of the Board include approving the Group's overall business, financial and technical strategies, setting key performance targets, approving financial budgets and major expenditures, formulating and approving internal control and risk management systems, supervising and scrutinizing the performance of management. The Directors have to make decisions objectively in the interests of the Company. All board members have separate and independent access to the senior management, and are provided with timely information about the conduct of the business and development of the Company, including monthly reports and recommendations on significant matters to enable them to discharge their duties.

The executive Directors and senior management are responsible for implementation of the strategies and business direction adopted by the Board from time to time and supervision of the day-to-day operations of the Group. The executive Directors and senior management meet regularly to review the business performance of the Group as a whole and make financial and operational decisions.

Non-executive Directors

The non-executive Directors (including independent non-executive Directors) have been appointed by the Company for a term of one year commencing from 10 June 2006 renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of appointment until terminated by not less than 3 months' notice in writing served by either the Company or the respective Director to the other.

All the independent non-executive Directors have confirmed in writing to the Company that they have met all the guidelines for assessing their independence as set out in Rule 3.13 of the Listing Rules. On this basis, the Company considers all the independent non-executive Directors to be independent.

During the year under review, the Chairman had held a meeting with the all non-executive Directors (including independent non-executive Directors) without the executive Directors present.

DIRECTOR'S EMOLUMENT

The emolument payable to Directors is determined by the Board and recommendations given by the remuneration committee of the Board with reference to the Directors' duties and responsibilities.

BOARD MEETINGS AND ATTENDANCE

It is intended that the Board should meet regularly for at least four times a year, i.e. at approximately quarterly intervals. Additional meetings of the Board will be convened if the situation requires so. Pursuant to article 133 of the Articles, the Directors may participate in a Board or Board committee meeting either in person or through electronic means of communications. During the year ended 31 December 2012, the Board convened a total of four Board meetings (exclusive of meetings of Board committees constituted by the Board). The individual attendance record of the Directors at board meetings is tabulated as follows:

Name of Directors	Attendance/ Number of meetings
Executive Directors	
Mr. Chiang Chen Feng *(Chairman)*	4/4
Ms. Chang Hsiu Hua	4/4
Mr. Han Lin	3/4
Non-executive Director	
Ms. Lin Chien Ju	1/4
Independent non-executive Directors	
Dr. Cheng Chi Pang	4/4
Mr. Ng Wai Hung	4/4
Mr. Cui Shi Wei	4/4

The low attendance record of Ms. Lin Chien Ju at board meetings is due to her pregnancy during the year ended 31 December 2012. Nonetheless, Ms. Lin had been supplied with Board papers and regular management updates and had given her opinion to the matters discussed at Board meetings through Ms. Chang Hsiu Hua to ensure that she had fully discharged her duties and responsibilities as a director.

COMMITTEES OF THE BOARD

The Board has established the Executive Committee, the Nomination Committee, the Audit Committee and the Remuneration Committee (as defined below) for overseeing different aspects of the Company's affairs. The Board committees are provided with sufficient resources to discharge their duties and may seek independent professional advice in appropriate circumstances, at the Company's expense. The terms of reference of the Nomination Committee, the Audit Committee and the Remuneration Committee are published on the Company's website (www.fortune-sun.com) and the Stock Exchange's website (www.hkexnews.hk).

Details of the membership, roles and functions of these Board committees are set out below.

EXECUTIVE COMMITTEE

The Board has established an executive committee (the "Executive Committee") with written terms of reference on 12 January 2007. It consists of all of the executive Directors, namely, Mr. Chiang Chen Feng, Ms. Chang Hsiu Hua and Mr. Han Lin. Mr. Chiang Chen Feng is the chairman of the Executive Committee.

The Executive Committee meets as and when required to review and approve, inter alia, any matters concerning implementation of strategies, policies and procedures approved by the Board, and the day-to-day operation and management of the Group and has all the general powers of the Board except those matters specifically reserved for the Board. The Executive Committee did not convene any meetings for the year ended 31 December 2012.

NOMINATION COMMITTEE

The Board has set up a nomination committee (the "Nomination Committee") on 10 June 2006. A written terms of reference of the Nomination Committee was adopted on 26 March 2012 to comply with the CG code with effect from 1 April 2012. The Nomination Committee currently consists of one executive Director, namely, Mr. Chiang Chen Feng and two independent non-executive Directors, namely, Dr. Cheng Chi Pang and Mr. Ng Wai Hung. Mr. Chiang Chen Feng is the chairman of the Nomination Committee.

The primary duties of the Nomination Committee are to make recommendations to the Board in respect of composition of the Board and its committees and policy and procedures of nomination and determination of new appointment and re-appointment of Directors, and to assess the independence of the independent non-executive Directors. In considering the nomination of new Directors, the Nomination Committee will take into account the qualification, ability, working experience, leadership and professional ethics of potential candidates and also business needs of the Company.

During the year ended 31 December 2012, the Nomination Committee convened one meeting to renew the policy and procedures for nomination of directors, and the process and criteria adopted to select and recommend candidates for directorship. The individual attendance record of each member of the Nomination Committee is tabulated as follows:

Name of Members	Attendance/ Number of meetings
Mr. Chiang Chen Feng *(Chairman)*	1/1
Dr. Cheng Chi Pang	1/1
Mr. Ng Wai Hung	1/1

No nomination of new Directors took place during the year ended 31 December 2012.

AUDIT COMMITTEE

The Company has established an audit committee (the "Audit Committee") of the Board with written terms of reference on 10 June 2006. The written terms of reference was amended with effect from 1 April 2012 in light of amendments to the CG Code. The Audit Committee consists of three independent non-executive Directors, namely Dr. Cheng Chi Pang, Mr. Ng Wai Hung and Mr. Cui Shi Wei. Dr. Cheng Chi Pang is the chairman of the Audit Committee.

The Audit Committee was set up for the purposes of reviewing and supervising the financial reporting process and internal control procedures of the Group and regulating the financial reporting procedures, internal controls and risk management system of the Group. It is responsible for making recommendations to the Board for the appointment, reappointment or removal of the external auditor and also reviews and monitors the external auditor's independence and objectivity as well as the effectiveness of the audit process to make sure that it is in full compliance with applicable standards.

During the year ended 31 December 2012, the Audit Committee met with the external auditor to review and approve the audit plans and also reviewed the Group's annual results of 2011 and interim results of 2012 and the audit findings with the attendance of the external auditor and executive Directors. The Audit Committee had reviewed the accounting policies, accounting standards and practices adopted by the Group and the consolidated financial statements and results of the Group for the year ended 31 December 2012. The Audit Committee convened three meetings during the year ended 31 December 2012. The individual attendance record of each member of the Audit Committee is tabulated as follows:

Name of Members	Attendance/ Number of meetings
Dr. Cheng Chi Pang *(Chairman)*	3/3
Mr. Ng Wai Hung	3/3
Mr. Cui Shi Wei	3/3

REMUNERATION COMMITTEE

The Board has established a remuneration committee (the "Remuneration Committee") with written terms of reference on 10 June 2006. The written terms of reference was amended with effect from 1 April 2012 in light of amendments to the CG Code. The Remuneration Committee consists of three independent non-executive Directors, namely Dr. Cheng Chi Pang, Mr. Ng Wai Hung and Mr. Cui Shi Wei. Mr. Cui Shi Wei is the chairman of the Remuneration Committee.

The primary duty of the Remuneration Committee is to make recommendations to the Board on the terms of remuneration packages, bonuses and other compensation payable to individual executive Directors and senior management.

The Remuneration Committee has reviewed and approved the payment of bonus to senior management and staff of the Group for the financial year ended 31 December 2011. The Remuneration Committee has also given recommendations to the Board in respect of emolument payable to the Directors, the emolument policy and long-term incentive schemes of the Group. During the year ended 31 December 2012, one meeting of the Remuneration Committee was held. The individual attendance record of each member of the Remuneration Committee is tabulated as follows:

Name of Members	Attendance/ Number of meetings
Mr. Cui Shi Wei *(Chairman)*	1/1
Mr. Ng Wai Hung	1/1
Dr. Cheng Chi Pang	1/1

CORPORATE GOVERNANCE FUNCTIONS

During the year under review, the Board determined the policy for the corporate governance of the Company. The Board has performed the corporate governance duties including: (a) to develop and review the Company's policies and practices on corporate governance; (b) to review and monitor the training and continuous professional development of directors and senior management; (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and (e) to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

DIRECTORS' CONTINUING PROFESSIONAL DEVELOPMENT PROGRAMME

During the year under review, the Directors are provided with monthly updates on the Company's performance and position 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 updates Directors on the latest development regarding the Listing Rules and other applicable regulatory requirements from time and time, to ensure compliance and enhance their awareness of good corporate governance practices.

According to the records provided by the Directors, a summary of training received by Directors during the year is as follows:

Name of Directors	Type of continuous professional development programmes
Executive Directors	
Mr. Chiang Chen Feng *(Chairman)*	B
Ms. Chang Hsiu Hua	A, B
Mr. Han Lin	A, B
Non-executive Director	
Ms. Lin Chien Ju	A, B
Independent non-executive Directors	
Dr. Cheng Chi Pang	A
Mr. Ng Wai Hung	A
Mr. Cui Shi Wei	A

Notes:

A: attending briefing sessions and/or seminars

B: reading seminar materials and updates relating to the latest development of the Listing Rules and other applicable regulatory requirements

ACCOUNTABILITY AND AUDITOR'S REMUNERATION

The Board is responsible for preparing the accounts of the Company, which give a true and fair view of the financial position of the Group on a going concern basis. It is also responsible for presenting a balanced, clear and understandable assessment of the Group's annual and interim reports, other price-sensitive announcements and other financial disclosures as required under the Listing Rules. The management provides all relevant information and records to the Board which enable it to prepare the accounts and to make the above assessments.

For the year ended 31 December 2012, the remuneration payable/paid to RSM Nelson Wheeler, the external auditor of the Company, is set out as follows:

Services rendered	Fees payable/paid RMB'000
Audit services	447
Non-audit services	–
Total	447

DIRECTORS' AND AUDITOR'S ACKNOWLEDGEMENT

The Directors acknowledge their responsibility for preparing the accounts for the year under review.

The external auditor of the Company acknowledges its reporting responsibilities in the independent auditor's report on the consolidated financial statements for the year under review.

INTERNAL CONTROLS

The Board is responsible for maintaining an adequate internal control system to facilitate effective and efficient operations, to safeguard assets, to prevent and detect fraud and error, and to ensure the quality and timely preparation of internal and external reporting and compliance with applicable laws and regulations. The management of the Group is dedicated to improving the efficiency of accounting and financial reporting. During the year under review, the Board had reviewed, through the external auditor, the adequacy and effectiveness of the internal control system (covering accounting and financial reporting, operational and compliance controls and risk management functions), and annual and semi-annual budget of the Group.

The Company has maintained a tailored governance structure with clear lines of responsibility and appropriate delegation of responsibility and authority to the senior management, who are accountable for the conduct and performance of the respective business divisions under their supervision.

The Chairman and executive Directors review monthly reports on the financial results and project progress of each business undertaking of the Group. Monthly management meetings are held to review business performance against budgets and risk management strategies. Any major variances are highlighted for investigation and control purposes.

There are established guidelines and procedures for the approval and control of expenditures. The aim is to keep the expenditure level in line with the annual budget and within the cost budget of an approved project. Expenditures are subject to overall budget control with approval levels set by reference to the level of responsibility of each manager. Depending on the nature and value, procurement of certain goods and services are required to go through the tendering process. No individual in the Group, irrespective of their rank and position, are allowed to dominate the entire expenditure process from commitment to payment. The Company has complied with the CG Code on internal control during the reporting period.

COMPANY SECRETARY

Ms. Lau Sim has been appointed as company secretary of the Company since 1 January 2011. Ms. Lau has confirmed that for the year under review, she has taken no less than 15 hours of relevant professional training.

SHAREHOLDERS' RIGHTS

Convening an extraordinary general meeting

Pursuant to article 64 of the Articles, extraordinary general meetings of the Company may be convened on the requisition of one or more shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Directors or the company secretary of the Company for the purpose of requiring an extraordinary general meeting to be called by the Directors for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Directors fail to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Directors shall be reimbursed to the requisitionist(s) by the Company.

Shareholders' enquiries to the Board

To ensure effective communication between the Board and the shareholders, the Company has adopted a shareholder's communication policy (the "Policy") on 28 March 2012. Under the Policy, the Company's information shall be communicated to the Shareholders mainly through the Company's financial reports (interim and annual reports), annual general meetings and other general meetings that may be convened, as well as by its corporate communication and corporate publications on the Stock Exchange's website (www.hkexnews.hk) and the Company's website (www.fortune-sun.com).

Shareholders may at any time put enquiries to the Board. Any such questions shall be directed to the Company Secretary by the means set out below:

Address:	Suite 1511, 15th Floor, Tower One, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong
Hotline:	(852) 2893 7866
Fax:	(852) 2893 7177
Email:	ir@fortune-sun.com

The Company Secretary shall, where appropriate, forward the shareholders' enquiries and concerns to the Board and/or relevant board committees of the Company for their proper attention.

Putting forward proposals at Shareholders' meeting

(i) To propose a person for election as a Director

Pursuant to article 113 of the Articles, a shareholder of the Company wishes to propose a person other than a Director for election as a Director at a general meeting (the "Proposal") should lodge, at least seven clear days before the date of the general meeting, at the head office of the Company, i.e. Units 05-10, Level 21, China Insurance Building, No. 166 Lujiazui East Road, Pudong New District, Shanghai 200120, the PRC, (i) a written notice setting out the Proposal; and (ii) a written notice signed by the person to be proposed of his willingness to be elected. The procedures for shareholders to propose a person for election as a director is available on the Company's website (www.fortune-sun.com).

(ii) Other proposals

If a Shareholder wishes to make other proposals at a general meeting, he may lodge a written request, duly signed, at the Company's principal place of business in Hong Kong at Suite 1511, 15th Floor, Tower One, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong marked for the attention of the company secretary.

Change in constitutional documents

During the year under review, there was no change in the Company's memorandum and articles of association.

INVESTOR RELATIONS AND COMMUNICATIONS WITH SHAREHOLDERS

The Company enhances investor relations and communications by setting up meetings with the investment community. The Company also responds to requests for information and queries from the investment community through the attendance by the executive Directors and designated senior management. In all cases great care is taken to ensure that no inside information is disclosed inadvertently or selectively. The Board is committed to providing clear and full information of the Company to shareholders through the Group's interim and annual reports, circulars, announcements, notices, and other corporate communications to shareholders as and when appropriate.

The Company's annual general meeting provides a good opportunity for communications between the Board and its shareholders. Shareholders are encouraged to attend the annual general meeting. Notice of the annual general meeting and related papers are sent to shareholders in the manner prescribed under the Articles and the Listing Rules and such notice is also published on the Stock Exchange's website (www.hkexnews.hk) and the Investor Relations Section of our Company's website (www.fortune-sun.com). The chairman of the meeting and the attending Directors will answer questions on the Company's business and operations at the annual general meeting. The external auditor of the Company will also attend the annual general meeting to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and its independence.

The 2012 AGM was held on 15 June 2012. The individual attendance record of the Directors at the meeting is tabulated as follows:

Name of Directors	Attendance/ Number of meetings
Executive Directors	
Mr. Chiang Chen Feng *(Chairman)*	1/1
Ms. Chang Hsiu Hua	1/1
Mr. Han Lin	1/1
Non-executive Director	
Ms. Lin Chien Ju	0/1
Independent non-executive Directors	
Dr. Cheng Chi Pang	1/1
Mr. Ng Wai Hung	0/1
Mr. Cui Shi Wei	1/1

Pursuant to article 72 of the Articles and the Listing Rules, any vote of shareholders at a general meeting of the Company must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Details of the procedures for conducting a poll will be explained during the proceedings of the general meeting.

Poll results will be published on both the Stock Exchange's website (www.hkexnews.hk) and the Investor Relations Section of our Company's website (www.fortune-sun.com) following any shareholders' meeting.

TO THE SHAREHOLDERS OF
FORTUNE SUN (CHINA) HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Fortune Sun (China) Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 40 to 84, which comprise the consolidated and Company statements of financial position as at 31 December 2012, and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, 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.

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 results and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

RSM Nelson Wheeler
Certified Public Accountants
Hong Kong

25 March 2013

CONSOLIDATED INCOME STATEMENT

For the year ended 31 December 2012

	Note	2012 RMB'000	2011 RMB'000
Revenue	7	**30,908**	19,075
Business tax and other levies		**(890)**	(1,053)
Cost of services rendered		**(21,720)**	(31,297)
Gross profit/(loss)		**8,298**	(13,275)
Other income	8	**4,923**	296
Operating and administrative expenses		**(13,020)**	(16,142)
Profit/(loss) from operations		**201**	(29,121)
Finance cost – loan interest		**(1,017)**	(880)
Loss before tax		**(816)**	(30,001)
Income tax	10	**–**	1,837
Loss for the year attributable to owners of the Company	11	**(816)**	(28,164)
		RMB cents	RMB cents
Loss per share	14		
Basic		**(0.41)**	(14.05)
Diluted		**N/A**	N/A

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2012

	2012 RMB'000	2011 RMB'000
Loss for the year	**(816)**	(28,164)
Other comprehensive income:		
Exchange differences on translating foreign operations	**(8)**	(188)
Other comprehensive income for the year, net of tax	**(8)**	(188)
Total comprehensive income for the year attributable to owners of the Company	**(824)**	(28,352)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2012

	Note	2012 RMB'000	2011 RMB'000
Non-current assets			
Property, plant and equipment	15	**1,983**	2,499
Investment properties	16	**3,803**	3,897
Golf club membership		**291**	291
Available-for-sale financial assets	18	**1,500**	1,500
		7,577	8,187
Current assets			
Trade receivables	19	**15,536**	17,448
Trade deposits	20	**14,909**	17,995
Prepayments and other deposits		**668**	2,042
Other receivables	21	**20,497**	18,584
Bank and cash balances	22	**13,833**	13,204
		65,443	69,273
Current liabilities			
Accruals and other payables		**4,894**	8,510
Net current assets		**60,549**	60,763
Total assets less current liabilities		**68,126**	68,950

	Note	2012 RMB'000	2011 RMB'000
Non-current liabilities			
Other loan	23	**8,000**	8,000
Deferred tax liabilities	24	**4,247**	4,247
		12,247	12,247
NET ASSETS		**55,879**	56,703
Capital and reserves			
Share capital	25	**20,644**	20,644
Reserves		**35,235**	36,059
TOTAL EQUITY		**55,879**	56,703

Approved by the Board of Directors on 25 March 2013

Chang Hsiu Hua
Director

Han Lin
Director

STATEMENT OF FINANCIAL POSITION

At 31 December 2012

	Note	2012 RMB'000	2011 RMB'000
Non-current assets			
Property, plant and equipment	15	**54**	128
Investments in subsidiaries	17	**103**	103
		157	231
Current assets			
Prepayments and other deposits		**109**	143
Amounts due from subsidiaries	17	**38,620**	42,297
Bank and cash balances	22	**913**	455
		39,642	42,895
Current liabilities			
Accruals and other payables		**564**	642
Amount due to a subsidiary	17	**2,587**	3,080
		3,151	3,722
Net current assets		**36,491**	39,173
NET ASSETS		**36,648**	39,404
Capital and reserves			
Share capital	25	**20,644**	20,644
Reserves	26	**16,004**	18,760
TOTAL EQUITY		**36,648**	39,404

Approved by the Board of Directors on 25 March 2013

Chang Hsiu Hua
Director

Han Lin
Director

	Attributable to owners of the Company							
	Share capital	Share premium (note 26(c)(i))	Merger reserve (note a)	Reserve fund (note b)	Share-based payment reserve (note 26(c)(ii))	Foreign currency translation reserve (note 26(c)(iii))	Accumulated losses	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2011	20,644	40,433	14,554	16,621	4,312	(2,237)	(9,272)	85,055
Total comprehensive income for the year	–	–	–	–	–	(188)	(28,164)	(28,352)
Share options lapsed after vesting period	–	–	–	–	(116)	–	116	–
Changes in equity for the year	–	–	–	–	(116)	(188)	(28,048)	(28,352)
At 31 December 2011	20,644	40,433	14,554	16,621	4,196	(2,425)	(37,320)	56,703
At 1 January 2012	20,644	40,433	14,554	16,621	4,196	(2,425)	(37,320)	56,703
Total comprehensive income for the year	–	–	–	–	–	(8)	(816)	(824)
Share options lapsed after vesting period	–	–	–	–	(460)	–	460	–
Changes in equity for the year	–	–	–	–	(460)	(8)	(356)	(824)
At 31 December 2012	20,644	40,433	14,554	16,621	3,736	(2,433)	(37,676)	55,879

Note:

a. The merger reserve represents the difference between the nominal value of the share capital issued by the Company and the aggregate of share capital and share premium of Millstone Developments Limited ("Millstone") acquired pursuant to the Group reorganisation in 2006.

b. The reserve fund is set up by way of appropriation from the profit after tax in accordance with the relevant laws and regulations in the PRC. The rate of appropriation to the reserve fund is subject to the decision of the board of directors of PRC subsidiaries, but the minimum appropriation rate is 10% of the profit after tax for each year, until when the accumulated balance reaches 50% of its registered capital. Pursuant to the relevant laws and regulations of the PRC, if approvals are obtained from the relevant government authorities, the reserve fund can be used in setting off accumulated losses or to increase the capital of this subsidiary.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2012

	2012 RMB'000	2011 RMB'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss before tax	**(816)**	(30,001)
Adjustments for:		
Interest income	**(215)**	(227)
Interest expense	**1,017**	880
Depreciation of property, plant and equipment	**859**	932
Depreciation of investment properties	**94**	93
Gain on disposals of property, plant and equipment	**(33)**	(21)
Written off of property, plant and equipment	**–**	28
Allowance for trade deposits	**487**	930
(Reversal of allowance)/allowance for trade receivables	**(577)**	2,675
Operating profit/(loss) before working capital changes	**816**	(24,711)
Decrease in trade receivables	**2,489**	9,032
Decrease in trade deposits	**2,599**	10,055
Decrease in prepayments and other deposits	**1,374**	1,611
Decrease in other receivables	**2,264**	1,174
(Decrease)/increase in accruals and other payables	**(3,592)**	1,427
Cash generated from/(used in) operations	**5,950**	(1,412)
Income tax refunded	**–**	344
Net cash generated from/(used in) operating activities	**5,950**	(1,068)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of property, plant and equipment	**(380)**	(120)
Proceeds from disposals of property, plant and equipment	**70**	33
Loan to an investee company	**(4,177)**	–
Interest received	**215**	227
Net cash (used in)/generated from investing activities	**(4,272)**	140

	2012 RMB'000	2011 RMB'000
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of other loan	–	(10,000)
Inception of other loan	–	8,000
Interest paid	(1,041)	(883)
Net cash used in financing activities	(1,041)	(2,883)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	637	(3,811)
Effect of foreign exchange rate changes	(8)	(188)
CASH AND CASH EQUIVALENTS AT 1 JANUARY	13,204	17,203
CASH AND CASH EQUIVALENTS AT 31 DECEMBER	13,833	13,204
ANALYSIS OF CASH AND CASH EQUIVALENTS		
Bank and cash balances	13,833	13,204

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 28 January 2003 as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The address of its principal place of business in Hong Kong is Suite 1511, 15th Floor, Tower One, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong and its head office is located at Units 05-10, Level 21, China Insurance Building, No. 166 Lujiazui East Road, Pudong New District, Shanghai 200120, the People's Republic of China (the "PRC"). The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited since 5 July 2006.

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 17 to the consolidated financial statements.

2. GOING CONCERN BASIS

These consolidated financial statements have been prepared on a going concern basis and the directors of the Company have assessed this with reference to the cash flow forecast for the next twelve months from 31 December 2012 based on the latest financial information of the Group, the latest market information and included but not limited to the following key underlying assumptions:

(i) there will be timely repayment schedules from the property developers on the trade deposits as well as the estimated agency income;

(ii) the shareholder's loan to an investee company will be repayable on or before end of 2013; and

(iii) the directors will adopt a series of cost control measures to reduce various cost of services.

Based on the above assessment, the directors of the Company are therefore of the opinion that it is appropriate to prepare the consolidated financial statements on a going concern basis.

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

In the current year, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") that are relevant to its operations and effective for its accounting year beginning on 1 January 2012. HKFRSs comprise Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's consolidated financial statements and amounts reported for the current year and prior years.

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

4. SIGNIFICANT ACCOUNTING POLICIES

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

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

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

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

(a) Consolidation

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

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

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

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

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

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(b) Foreign currency translation

(i) Functional and presentation currency

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

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

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

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

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

(iii) Translation on consolidation

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

– Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;

– Income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and

– All resulting exchange differences are recognised in the foreign currency translation reserve.

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

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(c) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

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

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

Furniture and fixtures	3 to 5 years
Computers	3 to 5 years
Leasehold improvements	Over their expected useful lives, or over the unexpired period of the lease, if shorter
Motor vehicles	5 years

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

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

(d) Investment properties

Investment properties are land and/or buildings held to earn rentals and/or for capital appreciation. An investment property is measured initially at its cost including all direct costs attributable to the property.

After initial recognition, the investment property is stated at cost less accumulated depreciation and impairment losses. The depreciation is calculated using the straight-line method to allocate the cost to the residual value over its estimated useful life of 35 to 40 years or the lease term after taking into account a residual value of 10%, if shorter.

The gain or loss on disposal of an investment property is the difference between the net sales proceeds and the carrying amount of the property, and is recognised in profit or loss.

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(e) Operating leases

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

(f) Golf club membership

Golf club membership with indefinite useful life is stated at cost less any impairment losses. Impairment is reviewed annually or when there is any indication that the golf club membership has suffered an impairment loss.

(g) Recognition and derecognition of financial instruments

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

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

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

(h) Investments

Investments are recognised and derecognised on a trade date basis where the purchase or sale of an investment is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned, and are initially measured at fair value, plus directly attributable transaction costs except in the case of financial assets at fair value through profit or loss.

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(h) Investments *(Continued)*

Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets not classified as trade and other receivables, held-to-maturity investments or financial assets at fair value through profit or loss. Available-for-sale financial assets are subsequently measured at fair value. Gains or losses arising from changes in fair value of these investments are recognised in other comprehensive income, until the investments are disposed of or there is objective evidence that the investments are impaired, at which time the cumulative gains or losses previously recognised in other comprehensive income are recognised in profit or loss. Interest calculated using the effective interest method is recognised in profit or loss.

Impairment losses recognised in profit or loss for equity investments classified as available-for-sale financial assets are not subsequently reversed through profit or loss. Impairment losses recognised in profit or loss for debt instruments classified as available-for-sale financial assets are subsequently reversed and recognised in profit or loss if an increase in the fair value of the instruments can be objectively related to an event occurring after the recognition of the impairment loss.

Unlisted equity securities

Investments in unlisted equity securities that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are recognised in the statement of financial position at cost less impairment losses.

(i) Trade and other receivables

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

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

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(j) Trade deposits

Trade deposits are required to be placed with property developers as security for the continuing performance of the Group under the relevant agency contracts. These deposits will be refunded when the Group is compliant with the prescribed terms in the underlying agency contracts.

The deposits can be forfeited if the Group fails to achieve the prescribed terms in some underlying agency contracts. At the end of each reporting period, an assessment of the performance of each property service assignment will be made. An impairment against the trade deposit will be made, on an individual basis, when the prescribed terms in the agency contracts are unlikely to be attained, within the timeframe specified in the underlying contracts, taking into consideration of current market conditions. This impairment is determined based on the present value of the estimated future cash flows that will be released when the Group is compliant with the prescribed terms in the agency contract and the deposit becomes refundable unconditionally.

(k) Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value.

(l) Financial liabilities and equity instruments

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

(i) Borrowings

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

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

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(l) Financial liabilities and equity instruments *(Continued)*

(ii) Trade and other payables

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

(iii) Equity instruments

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

(m) Revenue recognition

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

Income from comprehensive property consultancy and sales agency service projects is recognised when:

(i) the property developer and property purchasers enter into the relevant sale and purchase agreement; and

(ii) if required, all ancillary services as stipulated in the agency contracts have been rendered; and

(iii) the service is substantially ascertained to the satisfaction of the property developer.

Income from property consultancy service projects is recognised when the services rendered by the Group reach the relevant stages as specified in the contracts and the property developers have an obligation to pay for the services. The relevant stages as stipulated in the contracts include the followings:

(i) Completion of a property development consultancy report on a project which includes a land search report, analysis of the investment return, feasibility study and/or advice on the project planning and design;

(ii) Completion of a marketing planning report on a project which includes advice on the market positioning of the relevant properties and/or representing the customer to undertake the project negotiation; and

(iii) Completion of a promotion planning report on a project which includes sales strategies, suggesting selling prices and plans for sales promotion for the relevant properties.

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

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(n) Employee benefits

(i) Employee leave entitlements

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

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

(ii) Pension obligations

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

(iii) Termination benefits

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

(o) Share-based payments

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

(p) Borrowing costs

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

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

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

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(q) Taxation

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

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

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

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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

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

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

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

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(r) Related parties

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

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

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Company or of a parent of the Company.

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

(i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

(iii) Both entities are joint ventures of the same third party.

(iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

(v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.

(vi) The entity is controlled or jointly controlled by a person identified in (A).

(vii) A person identified in (A)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

(s) Impairment of assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets except golf club membership, investment, receivables and trade deposits to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of any impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

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

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(s) Impairment of assets *(Continued)*

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

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined (net of depreciation) had no impairment loss been recognised for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

(t) Provisions and contingent liabilities

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

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

(u) Events after the reporting period

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

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

Critical judgements in applying accounting policies

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

Going concern basis

These consolidated financial statements have been prepared on a going concern basis. Details are explained in note 2 to the consolidated financial statements.

Key sources of estimation uncertainty

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

(a) Property, plant and equipment and investment properties and depreciation

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

(b) Impairment loss for bad and doubtful debts

The Group makes impairment loss for bad and doubtful debts based on assessments of the recoverability of the trade and other receivables and trade deposits, including the current creditworthiness and the past collection history of each debtor. Impairments arise where events or changes in circumstances indicate that the balances may not be collectible. The identification of bad and doubtful debts requires the use of judgement and estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and trade deposits and doubtful debt expenses in the year in which such estimate has been changed.

(c) Income taxes

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

6. FINANCIAL RISK MANAGEMENT

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

(a) Foreign currency risk

The Group has minimal exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in the functional currency of the Group entities. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

(b) Credit risk

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

It has policies in place to ensure that services are rendered to customers with an appropriate credit history.

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

The average credit period granted to customers for trade receivables is 90 days. The refund of trade deposits is in accordance with the terms of the underlying agency agreements. The objective of the Group's measures to manage credit risk is to control potential exposure to recoverability problem. In order to minimise the credit risk, management of the Group has delegated a team to be responsible for the determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts on a regular basis. In addition, the Group reviews the recoverable amount of each individual trade receivable and trade deposit regularly to ensure that adequate allowances are made for irrecoverable amounts. In this regard, management considers that the Group's credit risk is significantly reduced.

The Group has significant concentration of credit risk to its trade receivables and trade deposits as the Group's largest customer shared 45% (2011: 57%) of the trade receivables and trade deposits at the end of reporting period.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade receivables and trade deposits are set out in the notes 19 and 20 to the consolidated financial statements.

6. FINANCIAL RISK MANAGEMENT *(Continued)*

(c) Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities. The Group is exposed to liquidity risk in respect of settlements of the payables in its daily operations and other loan and its cash flow management. The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash and appropriate level of liquid assets to meet its liquidity requirements in the short and longer term.

As mentioned in note 2, the Group's ability to meet its financial obligations when they fall due is dependent upon the sustainability of the Cash Flow Forecast with the underlying Assumptions. The directors are satisfied that the Group will be able to meet in full their financial obligations as and when they fall due in the foreseeable future.

Ultimate responsibility for liquidity risk management rests with the directors, which has built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

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

	Less than 1 year RMB'000	**Between 1 and 2 years RMB'000**	**Between 2 and 5 years RMB'000**	**Over 5 years RMB'000**
At 31 December 2012				
Other loan	**984**	**8,964**	**–**	**–**
Accruals and other payables	**4,894**	**–**	**–**	**–**

	Less than 1 year RMB'000	Between 1 and 2 years RMB'000	Between 2 and 5 years RMB'000	Over 5 years RMB'000
At 31 December 2011				
Other loan	1,064	1,064	9,042	–
Accruals and other payables	8,510	–	–	–

6. FINANCIAL RISK MANAGEMENT *(Continued)*

(d) Interest rate risk

The Group's exposure to cash flow interest rate risk arises from its bank deposits and other loan. These bank deposits and other loan bear interests at variable rates varied with the then prevailing market condition.

(e) Categories of financial instruments

	2012 **RMB'000**	2011 RMB'000
Financial assets:		
Loans and receivables (including cash and cash equivalents)	**64,882**	67,757
Available-for-sale financial assets	**1,500**	1,500
Financial liabilities:		
Financial liabilities at amortised cost	**12,894**	16,510

(f) Fair values

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

7. REVENUE

The Group's revenue which represents income from provision of services is as follows:

	2012 **RMB'000**	2011 RMB'000
Comprehensive property consultancy and sales agency service projects	**27,988**	15,381
Pure property planning and consultancy service projects	**2,920**	3,694
	30,908	19,075

8. OTHER INCOME

	2012 RMB'000	2011 RMB'000
Interest income	**215**	227
Gain on disposals of property, plant and equipment	**33**	21
Reversal of allowance for trade receivables	**1,987**	–
Reversal of allowance for trade deposits	**1,706**	–
Reversal of written off for other receivables in previous year	**893**	–
Sundry income	**89**	48
	4,923	296

9. SEGMENT INFORMATION

Operating segments are identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segment and to assess its performance.

The Group has carried on a single business in a single geographical location, which is the provision of agency services for the sale of properties and property consultancy services in the PRC, and all the assets are substantially located in the PRC. Accordingly, there is only one single reportable segment of the Group which is regularly reviewed by the chief operating decision maker.

Revenue from major customers

	2012 RMB'000	2011 RMB'000
Customer a	**8,133**	8,019
Customer b	**5,392**	–
Customer c	**4,079**	–
Customer d	**3,486**	–
Customer e	**–**	2,150
Customer f	**–**	1,906
Customer g	**–**	1,670

10. INCOME TAX CREDIT

	2012 RMB'000	2011 RMB'000
Deferred tax (note 24)	**–**	(1,837)
Income tax credit	**–**	(1,837)

No provision for Hong Kong Profits Tax is required since the Company has no assessable profit for both years.

Tax charge on profits assessable elsewhere has been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

No PRC enterprise income tax has been made in the current year as the relevant group entities incurred a loss for both years or utilised the tax losses brought forward.

The reconciliation between the income tax credit and the product of loss before tax multiplied by the PRC enterprise income tax rate is as follows:

	2012 RMB'000	2011 RMB'000
Loss before tax	**(816)**	(30,001)
Tax at the domestic income tax rate of 25% (2011: 24%)	**(204)**	(7,200)
Tax effect of income that is not taxable	**(1,039)**	(60)
Tax effect of expenses that are not deductible	**739**	1,393
Tax effect of tax losses not recognised	**1,268**	3,860
Tax effect of timing differences not recognised	**(732)**	–
Tax effect of utilisation of tax losses not previously recognised	**(32)**	–
Difference in deferred tax liabilities arising from the change of tax rate	**–**	170
Income tax credit	**–**	(1,837)

11. LOSS FOR THE YEAR

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

	2012 RMB'000	2011 RMB'000
Auditor's remuneration	**447**	571
Depreciation of property, plant and equipment	**859**	932
Depreciation of investment properties	**94**	93
Exchange gain	**(56)**	(124)
Gain on disposals of property, plant and equipment	**(33)**	(21)
Written off of property, plant and equipment	**–**	28
Staff costs (including directors' remuneration)		
– Fees, salaries, bonus and allowances	**12,350**	8,789
– Retirement benefits scheme contributions	**2,011**	1,948
	14,361	10,737
Operating lease charges on land and buildings	**2,625**	2,595
(Reversal of allowance)/allowance for		
– Trade receivables (*)	**(1,987)**	1,520
– Trade deposits (*)	**(1,219)**	930
Reversal of written off for other receivables in previous year (*)	**(893)**	–

(*) Due to improvement of some project developers' ability to pay during the year, there was an improvement of the cash collection from some long aged projects. As a result, allowances and written off made in prior years against trade receivables, trade deposits and other receivables of approximately RMB1,987,000, RMB1,219,000 and RMB893,000 were reversed respectively.

12. DIRECTORS', SENIOR MANAGEMENT'S AND EMPLOYEES' EMOLUMENTS

The emoluments of each director were as follows:

	Fees	Salaries and allowances	Retirement benefit scheme contributions	Share-based payments	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Executive directors					
Mr. Chiang Chen Feng	**–**	**807**	**–**	**–**	**807**
Ms. Chang Hsiu Hua	**–**	**565**	**–**	**–**	**565**
Mr. Han Lin	**–**	**352**	**67**	**–**	**419**
Non-executive director					
Ms. Lin Chien Ju	**150**	**–**	**–**	**–**	**150**
Independent non-executive directors					
Mr. Ng Wai Hung	**132**	**–**	**–**	**–**	**132**
Mr. Cui Shi Wei	**142**	**–**	**–**	**–**	**142**
Dr. Cheng Chi Pang	**142**	**–**	**–**	**–**	**142**
Total for 2012	**566**	**1,724**	**67**	**–**	**2,357**
Executive directors					
Mr. Chiang Chen Feng	–	792	–	–	792
Ms. Chang Hsiu Hua	–	558	–	–	558
Mr. Han Lin	–	324	60	–	384
Non-executive director					
Ms. Lin Chien Ju	150	–	–	–	150
Independent non-executive directors					
Mr. Ng Wai Hung	134	–	–	–	134
Mr. Cui Shi Wei	145	–	–	–	145
Dr. Cheng Chi Pang	145	–	–	–	145
Total for 2011	574	1,674	60	–	2,308

There was no arrangement under which a director waived or agreed to waive any emoluments during the year (2011: Nil).

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

The remuneration of the senior management of the Group by band for the year ended 31 December 2012 is set out below:

Remuneration band	Number of senior management
Nil to HK$1,000,000	3

The five highest paid individuals in the Group during the year included 3 (2011: 2) directors whose emoluments are reflected in the analysis presented above. The emoluments of the remaining 2 (2011: 3) individuals are set out below:

	2012 RMB'000	2011 RMB'000
Fees, salaries and allowances	**1,147**	1,694
Retirement benefit scheme contributions	**56**	62
	1,203	1,756

The emoluments fell within the following band:

	Number of individuals	
	2012	2011
Nil to HK$1,000,000	**2**	3

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

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

The loss for the year attributable to owners of the Company included a loss of approximately RMB2,830,000 (2011: RMB3,092,000) which has been dealt with in the financial statements of the Company.

14. LOSS PER SHARE

(a) Basic loss per share

The calculation of basic loss per share attributable to owners of the Company is based on the loss for the year attributable to owners of the Company of approximately RMB816,000 (2011: RMB28,164,000) and the weighted average number of ordinary shares of 200,470,000 (2011: 200,470,000) in issue during the year.

(b) Diluted loss per share

No diluted loss per share is presented as the Company did not have any dilutive potential ordinary sharing during the two years ended 31 December 2012 and 2011.

15. PROPERTY, PLANT AND EQUIPMENT

	Group				
	Furniture and fixtures	Computers	Leasehold improvements	Motor vehicles	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Cost					
At 1 January 2011	505	1,971	2,144	3,266	7,886
Additions	18	102	–	–	120
Written off	(7)	(151)	–	–	(158)
Disposals	–	–	–	(120)	(120)
Exchange differences	(3)	(2)	(11)	–	(16)
At 31 December 2011 and 1 January 2012	513	1,920	2,133	3,146	7,712
Additions	1	13	–	366	380
Disposals	–	(3)	–	(370)	(373)
Exchange differences	–	–	–	–	–
At 31 December 2012	514	1,930	2,133	3,142	7,719
Accumulated depreciation					
At 1 January 2011	448	1,485	1,292	1,300	4,525
Charge for the year	13	138	335	446	932
Written off	(6)	(124)	–	–	(130)
Disposals	–	–	–	(108)	(108)
Exchange differences	(3)	(2)	(1)	–	(6)
At 31 December 2011 and 1 January 2012	452	1,497	1,626	1,638	5,213
Charge for the year	17	104	336	402	859
Written off	–	–	–	–	–
Disposals	–	(3)	–	(333)	(336)
Exchange differences	–	–	–	–	–
At 31 December 2012	469	1,598	1,962	1,707	5,736
Carrying amount					
At 31 December 2012	45	332	171	1,435	1,983
At 31 December 2011	61	423	507	1,508	2,499

15. PROPERTY, PLANT AND EQUIPMENT *(Continued)*

	Company			
	Furniture and fixtures RMB'000	Computers RMB'000	Leasehold improvements RMB'000	Total RMB'000
Cost				
At 1 January 2011	64	47	203	314
Additions	16	8	–	24
Exchange differences	(3)	(2)	(11)	(16)
At 31 December 2011 and 1 January 2012	77	53	192	322
Additions	1	–	–	1
Disposals	–	(3)	–	(3)
Exchange differences	–	–	–	–
At 31 December 2012	78	50	192	320
Accumulated depreciation				
At 1 January 2011	58	46	29	133
Charge for the year	3	1	63	67
Exchange differences	(3)	(2)	(1)	(6)
At 31 December 2011 and 1 January 2012	58	45	91	194
Charge for the year	8	3	64	75
Disposals	–	(3)	–	(3)
Exchange differences	–	–	–	–
At 31 December 2012	66	45	155	266
Carrying amount				
At 31 December 2012	12	5	37	54
At 31 December 2011	19	8	101	128

16. INVESTMENT PROPERTIES

	Group		
	Land RMB'000	Buildings RMB'000	Total RMB'000
Cost			
At 1 January 2011, 31 December 2011, 1 January 2012 and 31 December 2012	2,249	1,878	4,127
Accumulated depreciation			
At 1 January 2011	67	70	137
Charge for the year	51	42	93
At 31 December 2011 and 1 January 2012	118	112	230
Charge for the year	51	43	94
At 31 December 2012	169	155	324
Carrying amount			
At 31 December 2012	2,080	1,723	3,803
At 31 December 2011	2,131	1,766	3,897

16. INVESTMENT PROPERTIES *(Continued)*

The Group's investment properties are located in the PRC and their carrying amounts are analysed as follows:

	2012	2011
	RMB'000	RMB'000
Outside Hong Kong:		
Long-term leases	**1,795**	1,841
Medium-term leases	**2,008**	2,056
	3,803	3,897

An independent professionally qualified valuer, Asset Appraisal Limited, is of the opinion that, had the Group's investment properties been carried at their fair values, the amounts would be approximately RMB9,810,000 (2011: RMB8,822,000). Asset Appraisal Limited is a member of the Hong Kong Institute of Surveyors, and has appropriate qualifications and recent experiences in the valuation of similar properties in recent locations. Valuations were based on an open market basis.

At 31 December 2012, the carrying amount of investment properties pledged as security for the Group's other loan amounted to RMB8,000,000 (2011: RMB8,000,000) as set out in the note 23 to the consolidated financial statements.

17. INVESTMENTS IN SUBSIDIARIES

	Company	
	2012	2011
	RMB'000	RMB'000
Unlisted investments, at cost	**497**	497
Less: impairment losses	**(394)**	(394)
	103	103

The amounts due from/to subsidiaries are unsecured, interest-free and have no fixed terms of repayment.

17. INVESTMENTS IN SUBSIDIARIES *(Continued)*

Particulars of the subsidiaries as at 31 December 2012 are as follows:

Name	Place of incorporation and date of incorporation	Issued/ registered and fully paid capital	Attributable equity interests	Principal activities
Directly held:				
Millstone	British Virgin Islands ("BVI"), 29 October 2002	100,000 ordinary shares of US$1 each	100%	Investment holding
Eco Home Investment Company Limited	BVI, 5 July 2006	50,000 ordinary shares of US$1 each	100%	Investment holding
Fortune Sun Assets Management Company Limited	BVI, 19 March 2008	1 ordinary share of US$1	100%	Not yet commenced business
Indirectly held:				
Shanghai Fu Yang Property Consultant Co., Ltd. ("Shanghai Fortune Sun") (note a)	PRC, 11 April 1997	US$7,500,000 registered capital	100%	Property consultancy and agency services providing for the primary property market in the PRC
Cornerstone Investment Management & Consultancy Co., Limited ("Cornerstone") (note b)	PRC, 26 September 2005	US$200,000 registered capital	100%	Provision of property consultancy and agency services and fund management in the PRC
Shanghai Yang Shi Enterprise Development Company Limited ("Shanghai Yang Shi") (note c)	PRC, 9 September 2009	RMB2,000,000 registered capital	100%	Property consultancy and agency services providing for the primary property market in the PRC

Note:

(a) Shanghai Fortune Sun is a wholly-owned foreign enterprise established in the PRC.

(b) Cornerstone is a sino-foreign equity joint venture established in the PRC.

(c) Shanghai Yang Shi is a limited liability company established in the PRC.

18. AVAILABLE-FOR-SALE FINANCIAL ASSETS

	Group	
	2012	2011
	RMB'000	RMB'000
Unlisted investment, at cost	**1,500**	1,500

The above unlisted investment represents 3% equity interest investment in Shanghai Hengda Group (Jiangsu) Investment Co., Ltd. ("Shanghai Hengda"), a private entity established in the PRC.

Unlisted investment with carrying amount of RMB1,500,000 was carried at cost as they do not have a quoted market price in an active market and whose fair value cannot be reliably measured.

19. TRADE RECEIVABLES

	Group	
	2012	2011
	RMB'000	RMB'000
Trade receivables	**18,607**	22,506
Less: Allowance for bad and doubtful debts	**(3,071)**	(5,058)
	15,536	17,448

Allowance for bad and doubtful debts is made after the directors have considered the timing and probability of the collection.

The average credit period granted to trade customers is 90 days. The ageing analysis of the Group's trade receivables, based on the billing summary, and net of allowance for bad and doubtful debts is as follows:

	2012	2011
	RMB'000	RMB'000
0 to 90 days	**7,351**	3,408
91 to 180 days	**3,142**	2,013
181 to 365 days	**1,079**	4,052
1 to 2 years	**2,347**	6,205
Over 2 years	**1,617**	1,770
	15,536	17,448

19. TRADE RECEIVABLES *(Continued)*

Reconciliation of allowance for bad and doubtful debts:

	2012	2011
	RMB'000	RMB'000
At 1 January	**5,058**	3,538
(Reversal of allowance)/allowance for the year	**(1,987)**	1,520
At 31 December	**3,071**	5,058

At the end of the reporting period, the Group reviewed receivables for evidence of impairment on both an individual and collective basis. Allowance for bad and doubtful debts recognised for 2012 and 2011 were on trade receivables which were either aged over three years or individually impaired customers which are experiencing financial difficulties and are in default or delinquency of payments.

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

As of 31 December 2012, trade receivables of approximately RMB8,185,000 (2011: RMB14,040,000) were past due but not impaired. The ageing analysis of these trade receivables is as follows:

	2012	2011
	RMB'000	RMB'000
Up to 3 months	**3,142**	2,013
4 to 9 months	**1,079**	4,052
10 to 21 months	**2,347**	6,205
More than 21 months	**1,617**	1,770
	8,185	14,040

Trade receivables that were past due but not impaired related to a number of diversified customers having a good track record with the Group. Based on past experience, the management believes that no further impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. Except for the gross balance of approximately RMB1,082,000 (2011: RMB6,089,000) in which the customer used their properties as collateral for the balance due to the Group and the Group is the first (2011: first) mortgagee against the properties, the Group does not hold any collateral over the remaining balances.

20. TRADE DEPOSITS

	Group	
	2012	2011
	RMB'000	RMB'000
Trade deposits	**19,278**	23,583
Less: Allowance for bad and doubtful debts	**(4,369)**	(5,588)
	14,909	17,995

Trade deposits represent the amounts paid for comprehensive property consultancy and sales agency service contracts, which are usually refunded to the Group in stages according to various contract terms when the sales volumes specified in the contracts are met.

Allowance for bad and doubtful debts is made after the directors have considered the timing of the collection.

No credit period is granted to the customers. These trade deposits are refundable when the prescribed terms in the underlying agency contracts are achieved. Based on the payment date, ageing analysis of the Group's trade deposits (net of allowance for bad and doubtful debts) at the end of the reporting period is as follows:

	2012	2011
	RMB'000	RMB'000
0 to 90 days	**1,251**	–
91 and 180 days	**97**	–
181 and 365 days	**–**	–
1 to 2 years	**–**	417
2 to 3 years	**235**	833
Over 3 years	**13,326**	16,745
	14,909	17,995

20. TRADE DEPOSITS *(Continued)*

Reconciliation of allowance for bad and doubtful debts:

	2012 RMB'000	2011 RMB'000
At 1 January	**5,588**	4,658
(Reversal of allowance)/allowance for the year	**(1,219)**	930
At 31 December	**4,369**	5,588

At the end of the reporting period, the Group reviewed the trade deposits for evidence of impairment on both an individual and collective basis. Allowance for bad and doubtful debts recognised for 2012 and 2011 were on trade deposits which were individually impaired customers which are experiencing financial difficulties and are in default or delinquency of payments.

As of 31 December 2012, trade deposits of approximately RMB8,542,000 (2011: RMB10,000,000) were past due but not impaired. The ageing analysis of these trade deposits is as follows:

	2012 RMB'000	2011 RMB'000
Up to 3 months	**–**	10,000
4 to 9 months	**–**	–
9 months or above	**8,542**	–
	8,542	10,000

Trade deposits that were past due but not impaired related to a number of diversified customers having a good track record with the Group. Based on past experience, the management believes that no further impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are considered fully recoverable. Except for the gross balance of RMB15,980,000 (2011: RMB20,000,000) in which the customer used their properties as collateral for the balance due to the Group and the Group is the first (2011: first) mortgagee against the properties, the Group does not hold any collateral over the remaining balances.

21. OTHER RECEIVABLES

Included in other receivables is the shareholder's loan to Shanghai Hengda of RMB18,677,000 (2011: RMB14,500,000). This shareholder's loan is unsecured, interest-free and has no fixed terms of repayment.

22. BANK AND CASH BALANCES

As at 31 December 2012, the Group's bank and cash balances included short-term bank deposits amounted to RMB9,500,000 (2011: RMB7,000,000). The deposits are in RMB and at fixed interest rates of 4.70% and 4.80% (2011: 5.73%) p.a. and therefore are subject to fair value interest rate risk.

As at 31 December 2012, the bank and cash balances of the Group denominated in RMB amounted to approximately RMB12,461,000 (2011: RMB12,460,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

The carrying amounts of the Group's and Company's bank and cash balances are denominated in the following currencies:

	Group		Company	
	2012	2011	**2012**	2011
	RMB'000	RMB'000	**RMB'000**	RMB'000
RMB	**12,461**	12,460	**–**	–
United States dollar	**77**	77	**–**	–
HKD	**1,295**	667	**913**	455
	13,833	13,204	**913**	455

23. OTHER LOAN

As at 31 December 2012, the other loan from an unrelated company is denominated in RMB, interest-bearing at a floating interest rate based on twice of the benchmark interest rate for RMB loans of the same periods from financial institutions announced by the People's Bank of China, thus exposes the Group to cash flow interest rate risk, and will be repayable on or before December 2014. The other loan is secured by the Group's investment properties as set out in the note 16 to the consolidated financial statements.

24. DEFERRED TAX

The following are the major deferred tax liabilities and assets recognised by the Group.

	Uninvoiced revenue RMB'000	Uninvoiced expenses RMB'000	Total RMB'000
At 1 January 2011	6,520	(436)	6,084
Charge/(credit) to profit or loss for the year (note 10)			
– origination and reversal of temporary differences	(1,852)	(155)	(2,007)
– changes in tax rates	195	(25)	170
At 31 December 2011 and 1 January 2012	4,863	(616)	4,247
Charge/(credit) to profit or loss for the year (note 10)			
– origination and reversal of temporary differences	–	–	–
– changes in tax rates	–	–	–
At 31 December 2012	4,863	(616)	4,247

The following is the analysis of the deferred tax balances (after offset) for statement of financial position purposes:

	Group	
	2012 RMB'000	2011 RMB'000
Deferred tax liabilities	**4,863**	4,863
Deferred tax assets	**(616)**	(616)
	4,247	4,247

At the end of the reporting period the Group had unused tax losses of approximately RMB60,849,000 (2011: RMB56,759,000) available for offset against future profits. No deferred tax asset has been recognised in respect of such losses due to the unpredictability of future profit streams.

24. DEFERRED TAX *(Continued)*

As at 31 December 2012, the Group's tax losses will expire in the following years:

	2012	2011
	RMB'000	RMB'000
In 2017	**5,072**	–
In 2016	**15,439**	15,439
In 2015	**787**	787
In 2014	**24,486**	24,486
In 2013	**15,065**	15,065
In 2012	**–**	982
	60,849	56,759

Under the enterprise income tax law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. As the PRC subsidiaries have incurred losses since 2008, no deferred taxation has been provided for in the consolidated income statement in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries.

25. SHARE CAPITAL

	Number of ordinary shares	**Nominal value**	
	'000	**HK$'000**	**RMB'000**
Authorised:			
Ordinary shares of HK$0.1 each			
At 1 January 2011, 31 December 2011, 1 January 2012 and 31 December 2012	2,000,000	200,000	206,000
Issued and fully paid:			
Ordinary shares of HK$0.1 each			
At 1 January 2011, 31 December 2011, 1 January 2012 and 31 December 2012	200,470	20,047	20,644

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance.

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.

25. SHARE CAPITAL *(Continued)*

The Group monitors capital on the basis of the debt-to-adjusted capital ratio. This ratio is calculated as net debt divided by adjusted capital. Net debt is calculated as total debts less cash and cash equivalents. Adjusted capital comprises all components of equity (i.e. share capital, share premium, retained profits and other reserves).

It is the Group's strategy to keep the net debt-to-adjusted capital ratio as low as feasible. In order to maintain or adjust the ratio, the Group may adjust the amount of dividends, issue new shares, raise new debts or sell assets to reduce debts.

The only externally imposed capital requirement is that for the Group to maintain its listing on the Stock Exchange it has to have a public float of at least 25% of the shares.

26. RESERVES

(a) Group

The amounts of the Group's reserves and the movements therein are presented in the consolidated statement of comprehensive income and consolidated statement of changes in equity.

(b) Company

	Share premium RMB'000	Share-based payment reserve RMB'000	Foreign currency translation reserve RMB'000	Accumulated losses RMB'000	Total RMB'000
At 1 January 2011	40,433	4,312	(7,507)	(15,315)	21,923
Currency translation differences	–	–	(71)	–	(71)
Share options lapsed after vesting period	–	(116)	–	116	–
Loss for the year	–	–	–	(3,092)	(3,092)
At 31 December 2011	40,433	4,196	(7,578)	(18,291)	18,760
At 1 January 2012	40,433	4,196	(7,578)	(18,291)	18,760
Currency translation differences	–	–	74	–	74
Share options lapsed after vesting period	–	(460)	–	460	–
Loss for the year	–	–	–	(2,830)	(2,830)
At 31 December 2012	40,433	3,736	(7,504)	(20,661)	16,004

26. RESERVES *(Continued)*

(c) Nature and purpose of reserves

(i) Share premium

Under the Companies Law of the Cayman Islands, the funds in the share premium account of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

(ii) Share-based payment reserve

The share-based payment reserve represents the fair value of the actual or estimated number of unexercised share options granted to employees of the Group recognised in accordance with the accounting policy adopted for equity-settled share-based payments in note 4(o) to the consolidated financial statements.

(iii) Foreign currency translation reserve

The foreign currency translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 4(b) to the consolidated financial statements.

27. SHARE-BASED PAYMENTS

Equity-settled share option scheme

A pre-IPO share option scheme (the "Pre-IPO Share Option Scheme") was adopted pursuant to a written resolution passed by all shareholders of the Company on 10 June 2006. The purpose of the Pre-IPO Share Option Scheme is to recognise and reward the contribution of certain directors, senior management, employees, consultants and advisers of the Group to the growth and development of the Group and the listing to the Stock Exchange.

A post-IPO share option scheme (the "Share Option Scheme") was also adopted pursuant to the written resolution passed by all shareholders of the Company on 10 June 2006. The purpose of the Share Option Scheme is to empower the directors of the Group to grant options to selected participants as incentives or rewards for their contribution to the Group. The Share Option Scheme remains in force for a period of 10 years commencing from 10 June 2006.

The maximum number of unexercised share options currently permitted to be granted under the Share Option Scheme is an amount equivalent to 30% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Share Option Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of shares options in excess of this limit is subject to shareholders' approval in a general meeting.

The exercise price of the share options is determinable by the directors, but may not be less than the highest of (i) the Stock Exchange closing price of the Company's shares on the date of the offer of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the offer; and (iii) the nominal value of the Company's shares on the date of the offer.

27. SHARE-BASED PAYMENTS *(Continued)*

Equity-settled share option scheme *(Continued)*

Share options do not confer rights on the holder to dividends or to vote at shareholders' meetings.

On 12 March 2008, options to subscribe for an aggregate of 6,000,000 shares of the Company have been granted by the Company to the existing directors and certain key employees of the Group under the Share Option Scheme. 50% of share options have an exercise period from 12 March 2009 to 11 March 2018 ("Share Option 1") and the remaining share options have an exercise period from 12 March 2010 to 11 March 2018 ("Share Option 2").

Details of the specific categories of options are as follows:

	Date of grant	Vesting period	Exercise period	Exercise price HK$
Pre-IPO Share Option Scheme	10/6/2006	5/7/2006 to 4/7/2007	5/7/2007 to 4/7/2016	0.795
Share Option 1	12/3/2008	12/3/2008 to 11/3/2009	12/3/2009 to 11/3/2018	1.120
Share Option 2	12/3/2008	12/3/2008 to 11/3/2010	12/3/2010 to 11/3/2018	1.120

If the options remain unexercised after a period of ten years from the date of grant, the options expire. Options are forfeited if the employee leaves the Group.

Details of the share options outstanding during the year are as follows:

	2012		2011	
	Number of share options	**Weighted average exercise price HK$**	Number of share options	Weighted average exercise price HK$
Outstanding at the beginning of the year	**7,940,000**	**0.980**	8,140,000	0.983
Forfeited during the year	**(1,030,000)**	**0.937**	(200,000)	1.120
Outstanding at the end of the year	**6,910,000**	**0.990**	7,940,000	0.980
Exercisable at the end of the year	**6,910,000**	**0.990**	7,940,000	0.980

27. SHARE-BASED PAYMENTS *(Continued)*

Equity-settled share option scheme *(Continued)*

The options outstanding at the end of the year have a weighted average remaining contractual life of 4.6 years (2011: average life of 5.6 years) and the exercise prices range from HK$0.795 to HK$1.120 (2011: HK$0.795 to HK$1.120).

Save as disclosed above, there were no options granted and exercised during the year ended 31 December 2012 (2011: Nil).

28. LEASE COMMITMENTS

At 31 December 2012 the total future minimum lease payments under non-cancellable operating leases are payable as follows:

	Group		Company	
	2012	2011	**2012**	2011
	RMB'000	RMB'000	**RMB'000**	RMB'000
Within one year	**1,115**	2,161	**190**	395
In the second to fifth years inclusive	**67**	1,000	**–**	212
	1,182	3,161	**190**	607

The Group and the Company lease a number of properties under operating leases. The leases run for an initial period from 1 to 5 years, with an option to renew the lease and renegotiate the terms at the expiry date or dates as mutually agreed between the Group and the Company and respective landlords/lessors. None of the leases include contingent rentals.

29. CONTINGENT LIABILITIES

At 31 December 2012 the Group did not have any significant contingent liabilities (2011: RMB Nil).

30. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 25 March 2013.

A summary of the results, assets and liabilities of the Group for the last five financial years, as extracted from the published audited financial statements of the Company, is as follows:

	Year ended 31 December				
	2012	2011	2010	2009	2008
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
RESULTS					
Revenue	**30,908**	19,075	33,727	54,300	23,005
Loss for the year attributable to owners of the Company	**(816)**	(28,164)	(9,515)	(11,815)	(48,265)

	At 31 December				
	2012	2011	2010	2009	2008
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
ASSETS AND LIABILITIES					
Total assets	**73,020**	77,460	108,222	130,033	135,754
Total liabilities	**17,141**	20,757	23,167	35,470	30,203
Total equity	**55,879**	56,703	85,055	94,563	105,551

SUMMARY OF MAJOR PROPERTIES

Investment Properties Held

Descriptions	Total gross floor areas (sq.m.)	Nature of Property	Attributable interest of the Group	Category of lease
1. Underground Room No. 302 of Block No. 1, and Underground Room No. 101, South Tower of Block No. 2 of Chao Yang Jie Zuo, No. 134 Yuan Shifoying East Lane, Chanyang District, Beijing, the PRC	approximately 227.32 sq.m (area of the underground rooms)	Residential	100%	Long-term
2. Units Nos. 201 & 202 of Block No. 301 and Bicycle Parking Space No. 50 of Xiang Di Ya Jing, No. 1028 Renmin West Road, Haimen City, Jiangsu Province, the PRC	approximately 276.58 sq.m	Residential and bicycle parking	100%	Long-term
3. Rooms Nos. 29 and 30 on Level 8 of Jiu Wu Business Mansion, No. 598 Jiangnan Road, Science and Technology Park District, Ningbo City, Zhejiang Province, the PRC	approximately 176.90 sq.m	Office	100%	Medium-term
4. Car Parking Spaces Nos. 199 and 200, Basement Level 1, Jiu Wu Business Mansion, No. 19 Lane 328 Yangmuqi Road, Jiangdong District, Ningbo City, Zhejiang Province, the PRC	approximately 29.60 sq.m	Car parking	100%	Long-term
5. Shop No. 39, Tian Ci Liang Yuan, No. 39 Lane 55 Qingfeng Road, Cicheng Town, Jiangbei District, Ningbo City, Zhejiang Province, the PRC	approximately 79.19 sq.m	Shop	100%	Medium-term
6. Car Parking Spaces Nos. 11, 12, 13 and 14, Basement Level 1, Tian Ci Liang Yuan, No. 53 Lane 55 Qingfeng Road, Cicheng Town, Jiangbei District, Ningbo City, Zhejiang Province, the PRC	approximately 60.36 sq.m	Car parking	100%	Long-term