



Radford Capital Investment Limited
萊福資本投資有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

(Stock Code 股份代號: 901)



2012 年報
Annual
Report

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Corporate Information

公司資料

DIRECTORS

Executive Directors

CHUNG Yuk Lun (*Chairman*)

SHIMAZAKI Koji (*Chief Executive Officer*)

CHEUNG Wing Ping

Independent Non-executive Directors

LUM Pak Sum

LAM Yan Fong, Flora

NG Yin Ling, Elaine

COMPANY SECRETARY

TONG So Yuet

REGISTERED OFFICE

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 3111, 31st Floor, China United Centre

No. 28 Marble Road

North Point

Hong Kong

AUDITOR

HLM CPA Limited

Certified Public Accountants

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited

Chong Hing Bank Limited

Standard Chartered Bank

董事

執行董事

鍾育麟 (*主席*)

嶋崎幸司 (*行政總裁*)

張榮平

獨立非執行董事

林栢森

林欣芳

吳燕凌

公司秘書

唐素月

註冊辦事處

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

香港主要營業地點

香港

北角

馬寶道28號

華匯中心31樓3111室

核數師

恒健會計師行有限公司

執業會計師

主要往來銀行

香港上海滙豐銀行有限公司

創興銀行有限公司

渣打銀行

Corporate Information

公司資料

CUSTODIAN

Standard Chartered Bank
15th Floor, Standard Chartered Tower
388 Kwun Tong Road
Kwun Tong
Hong Kong

INVESTMENT MANAGER

Enerchine Investment Management Limited
(formerly known as CU Investment Management Limited)

SHARE REGISTRAR IN HONG KONG

Computershare Hong Kong Investor Services Limited
Rooms 1712-1716, 17th Floor, Hopewell Centre
183 Queen's Road East
Hong Kong

COMPANY WEBSITE

<http://www.radfordcap.com>

託管人

渣打銀行
香港
觀塘
觀塘道388號
渣打銀行大廈15樓

投資經理

威華投資管理有限公司
(前稱為富聯投資管理有限公司)

香港股份過戶登記處

香港中央證券登記有限公司
香港
皇后大道東183號
合和中心17樓1712-1716室

公司網址

<http://www.radfordcap.com>

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

As at 31st December 2012, the Group's investment portfolio was well diversified and comprised of different sectors of businesses including property management and development, investment in securities, provision of financial services, consumer electronics, banking, timber business, mining business, health care and pharmaceutical products, Chinese medicine clinic operations, entertainment and artist training industry, hotel and restaurant operations, supply and procurement of minerals, manufacturing and sales of laminates, copper wire and magnet wire, manufacturing and trading of battery products, hard and stuffed toys, beverage products, packaging and luggage, fur skins and garments, tobacco, agricultural, packing products for watches, jewellery and eyewear products, and assembly of telephones, etc.

The revenue of the Group for the current financial year was approximately HK\$1,113,000, representing an increase of 750% as compared to approximately HK\$131,000 in the last financial year. The increase was primarily due to dividend income from investments. The net loss attributable to members of the Group was approximately HK\$73,744,000 for the year ended 31st December 2012 as compared to a loss of approximately HK\$213,916,000 in the last financial year. The decrease in loss was mainly due to a decrease in realised and unrealised loss of listed securities investments of the Group as the equity market has improved.

As at 31st December 2012, the total assets of the Group were approximately HK\$190,898,000 of which the non-current portion and the current portion were approximately HK\$125,000 and HK\$190,773,000 respectively. The current liabilities of the Group decreased from approximately HK\$50,817,000 as at 31st December 2011 to approximately HK\$4,714,000 as at 31st December 2012 as the Group repaid loans from a finance company in the sum of approximately HK\$50,422,000. The net assets of the Group as at 31st December 2012 were approximately HK\$186,184,000.

業務回顧

於二零一二年十二月三十一日，本集團之投資組合極為多元化，並由包括物業管理及發展；證券投資；提供金融服務；消費性電子產品；銀行；木材業務；採礦業務；保健及醫藥產品；中醫診所營運；娛樂及藝人培訓行業；酒店及餐廳營運；供應及採購礦物；製造及銷售積層板、銅線及磁線；製造及買賣電池產品、硬膠及毛絨玩具、飲料、包裝及行李、皮草及成衣；種植煙草；鐘錶、珠寶及眼鏡產品之包裝產品；及電話裝配服務等不同行業之業務組成。

本集團於本財政年度之收益約為1,113,000港元，較上一個財政年度約131,000港元增加750%。增加乃主要來自投資之股息收入。截至二零一二年十二月三十一日止年度之本集團股東應佔虧損淨額約為73,744,000港元，而上一個財政年度則為虧損約213,916,000港元。虧損減少乃主要由於股票市場改善所導致之本集團上市證券投資之已變現及未變現虧損減少所致。

於二零一二年十二月三十一日，本集團之總資產約為190,898,000港元，其中非流動部份及流動部份分別約為125,000港元及190,773,000港元。由於本集團已償還來自一間財務公司之貸款為數約50,422,000港元，本集團之流動負債由於二零一一年十二月三十一日之約50,817,000港元減少至於二零一二年十二月三十一日之約4,714,000港元。本集團於二零一二年十二月三十一日之淨資產約為186,184,000港元。

Management Discussion and Analysis

管理層討論及分析

OUTLOOK

The year 2012 saw central bank monetary policies to relieve the European credit crisis and to stabilise the economic environment in China and the US. Economic activities around the globe showed signs of stabilisation and improvement although the pace is likely to be modest.

The Eurozone has endured two years of instability in financial markets as it battled a sovereign debt crisis, along with GDP growth and asset values declining. Government bond yields in Spain and Italy rose to a critical level due to the potential default and exit of Greece from the Eurozone triggered global market volatility in 2012. The European Central Bank launched another Long Term Refinancing Operation, cutting its benchmark interest rate by 25 basis points to a historic low and introducing the Outright Monetary Transactions program that seemed to have successfully controlled the rise in government bond yields across the region. In the meantime, government budget cuts and tax increases have contributed to the slowdown, making households more cautious about spending and businesses less confident in making new investments. The unemployment rate hit a record level of almost 12% across the Eurozone. While financial tensions and uncertainty will undoubtedly re-emerge from time to time, we believe that the worst is over. The Eurozone economy is setting the stage to exit from its sovereign debt crisis evidenced by several leading indicators, sentiment surveys and important purchasing managers indices showing signs of it emerging from the recession.

展望

於二零一二年，中央銀行推出貨幣政策以舒緩歐洲信貸危機及穩定中國及美國之經濟環境。儘管步伐可能不快，惟環球經濟活動已顯示穩定及改善跡象。

歐元區已因抗擊主權債務危機而承受兩年之金融市場不穩，其國內生產總值增長及資產價值均有所下跌。於二零一二年，西班牙及意大利之政府債券孳息率已上升至臨界線，此乃由於希臘之潛在違約及退出歐元區已觸發全球市場波動所致。歐洲中央銀行已推出另一項長期再融資計劃，將基準利率降低25基點至歷史新低，並引入直接貨幣交易計劃，似乎已成功控制該地區之政府債券孳息率上升。與此同時，政府裁減預算及加稅已令經濟放緩，導致家庭消費更為審慎及企業對作出新投資缺乏信心。歐元區整體失業率已升至接近12%之記錄性高位。即使財政壓力及不明朗因素無疑將不時重現，惟本集團相信最差時期已經過去，多項領先指標、信心調查及主要採購經理人指數顯示歐元區經濟步出衰退之跡象，證明其正在擺脫主權債務危機。

Management Discussion and Analysis

管理層討論及分析

2012 has been a year of modest growth for the US economy. It recorded a gross domestic product (“GDP”) growth of 2.2% last year, and the economy has held up well despite troubles in the Eurozone and a slowing of growth in China. Job creation continued while the housing market appeared to be on track for recovery. In September 2012, the Federal Reserve launched QE3 by purchasing US\$40 billion per month in bonds and the central bank has recently introduced QE3.5, an additional US\$45 billion in January 2013. While outstanding mortgage debt continues to contract, consumer credit has begun to expand, suggesting that the credit cycle is turning and consumers are beginning to spend again. Going into 2013, housing is likely to be a bright spot for the US economy, which has positive implications for consumer spending, with the “wealth effect” of rising home prices offsetting some of the damage from the “fiscal cliff” situation. Consumers, sustained by an improving job market, rising home prices and better consumer confidence, may also be able to overcome the federal budget cuts and tax increases.

美國經濟於二零一二年溫和增長。美國國內生產總值（「國內生產總值」）於去年錄得2.2%之增長，儘管歐元區出現之問題及中國增長放緩，其經濟仍維持穩健並不斷創造就業機會，且房屋市場似乎已開始復甦。於二零一二年九月，聯儲局藉每月購入400億美元之債券而推出第三輪量化寬鬆政策（QE3），且中央銀行近期已於二零一三年一月引入額外購入450億美元之債券之新一輪量化寬鬆政策（QE3.5）。於尚未償還按揭不斷萎縮之同時，消費信貸則開始擴大，顯示信貸週期正在轉變及消費者開始再度願意消費。步入二零一三年，房屋很可能成為美國經濟之亮點，其對消費者開支產生正面影響，住宅價格上升之「財富效應」抵銷「財政懸崖」狀況產生之部份影響。於就業市場改善、住宅價格上升及消費者信心增強之支持下，消費者亦可能成功克服削減聯邦政府預算及加稅之難關。

Management Discussion and Analysis

管理層討論及分析

GDP growth in China in the fourth quarter of 2012 rebounded to 7.9% year-on-year (“YOY”), after a 7.4% increase in the third quarter of 2012. The full-year GDP growth was 7.8% YOY which exceeded the growth target of 7.5% set by the Central government, suggesting that the economy bottomed in the third quarter and China has been able to avert a hard landing. Improving export activities due to stabilised economic condition in Europe and steady economic growth in the US, helped China to report satisfactory GDP growth in the final quarter of 2012. Nevertheless, the outlook in 2013 appears to be challenging and China’s economic activities are somewhat affected by external factors. Risks such as the US “fiscal cliff” and European economic slowing could affect China’s economic momentum in the coming years. Thus, a long-term challenge that the economy faces is the task of rebalancing its economy from one dependent on investments and exports for economic growth. A stable jobs market and double-digit wage growth will help boost private consumption and contribute to China’s rebalancing. Other risks such as inflated property prices and rebounding inflation could hinder the central bank’s ability to loosen monetary policy in 2013.

Hong Kong has experienced strong capital inflows during the second half of 2012. Benefiting from this, the local equity market has rebounded strongly and the Hang Seng Index (“HSI”) rose by 22.91% in 2012. Since the unemployment rate and housing market in the US has begun to recover, and a range of positive economic data coming from China has dispelled fears of a China hard landing, a more optimistic global view has helped to support the recent Hong Kong equities rally. However, the Fed’s QE programs and extended period of extraordinarily low interest rates have increased the risks of inflationary pressures and property bubbles in Hong Kong. The HSI’s strong performance last year was mainly driven by the property sector. A surge in property prices has at the same time exacerbated concerns that the property market in Hong Kong is overheating. In addition, given the open nature of its economy, Hong Kong equities are sensitive to news surrounding global economic conditions. Possible spillover effects arising from the Eurozone and the US could trigger global financial market volatility and dampen Hong Kong’s economic pace going forward.

於二零一二年第三季度增長7.4%後，中國國內生產總值增長於二零一二年第四季度反彈至按年（「按年」）增長7.9%。全年國內生產總值增長為按年7.8%，其已超過中央政府設定之7.5%增長目標，顯示經濟已於第三季度見底回升及中國可避免硬著陸。出口活動已因歐洲經濟環境轉趨穩定及美國穩定經濟增長而有所改善，令中國可於二零一二年最後一季錄得理想國內生產總值增長。儘管如此，二零一三年之前景似仍具挑戰性及中國經濟活動於一定程度上受外來因素影響。如美國「財政懸崖」及歐洲經濟放緩等風險可能影響中國於未來數年之經濟增長動力。因此，所面對之長期經濟挑戰為自依賴投資及出口達致經濟增長中重新取得平衡。穩定就業市場及雙位數字工資增長有助推動個人消費及促進中國重新平衡。如物業價格上升及通脹反彈等其他風險可能影響中央銀行於二零一三年放寬貨幣政策之能力。

香港已於二零一二年下半年經歷強勁資金流入。本地股票市場因此受惠並強勁反彈，恒生指數（「恒指」）於二零一二年上升22.91%。由於美國失業率及房屋市場已開始復甦，加上中國之一系列正面經濟數據已掃除對中國硬著陸之恐懼，全球更為樂觀之取態有助促進近期香港股市反彈。然而，聯儲局之量化寬鬆計劃及長時間超低利率已增加香港之通脹壓力及樓市泡沫風險。恒生指數於去年之強勁表現主要由地產業所推動。樓價急升已於同時加深對香港樓市是否過熱之憂慮。此外，鑑於香港經濟之開放性質，其股市對圍繞全球經濟狀況之消息極為敏感。歐元區及美國可能產生之溢出效應可能觸發全球金融市場波動及影響香港之經濟發展步伐。

Management Discussion and Analysis

管理層討論及分析

Heading into 2013, we continue to maintain a preference for equities over bonds as uncertainties over the US economy and the Eurozone's future ease and the China economy has bottomed out. Our expectation is for positive but modest global growth to persist, providing an uplift to corporate earnings, the main driver of stock market performance over the long-term. Also, the equity market will likely be revalued as investor sentiment improves and PE ratios revert to their mean averages. The Company will capitalise on forthcoming growth opportunities by maintaining a well diversified investment portfolio which will help to balance risks and optimise potential returns. However, it will be necessary to monitor closely unexpected liquidity problems arising from Europe. In addition, the debt ceiling experience in the US in 2011 has raised investors' concern about whether policymakers can reach a compromise in avoiding a further "fiscal cliff" in 2013. Moreover rising inflation and a possible housing correction in China and Hong Kong have given investors much cause for concern.

Looking forward, the Board expects the investment market for 2013 to be challenging. The Group will continue to adopt and maintain a prudent investment approach to capture attractive investment opportunities as and when they arise.

DIVIDEND

The Board does not recommend the payment of a final dividend for the current year (2011: nil).

During the year, a total of 326,296,266 bonus shares of HK\$0.01 each were issued to the members by way of a bonus issue on the basis of one bonus share for every four existing shares held on 10th October 2012. Details of the bonus issue contained in the circular dated 14th September 2012.

踏入二零一三年，由於對美國經濟之不確定性及歐元區危機於未來緩解以及中國經濟已見底回升，本集團繼續維持偏重於股票而非債券。本集團預期全球將持續正面但溫和增長，企業盈利可獲提升，從而為股票市場之長線表現注入主要推動力。此外，由於投資者情緒有所改善及市盈率重返其平均水平，故股票市場將可能上升。本公司將透過有助於平衡風險及優化潛在回報之極為多元化投資組合，把握即將到來之增長機遇。然而，本公司必須嚴密監控突如其來之歐洲流動資金問題。此外，美國於二零一一年之債務上限經驗已引發投資者憂慮當政者是否可為避免於二零一三年再度出現「財政懸崖」而達成妥協方案。此外，通脹上升及中國及香港可能出現之樓市調整已足以令投資者擔憂。

展望未來，董事會預期於二零一三年之投資市場將具挑戰性。本集團將繼續採取及維持審慎投資方式，以及時把握所湧現之具吸引力投資機遇。

股息

董事會不建議就本年度派付末期股息（二零一一年：無）。

年內，已透過紅股發行方式向股東發行每股面值0.01港元之合共326,296,266股紅股，基準為於二零一二年十月十日每持有四股現有股份獲發一股紅股。有關發行紅股之詳情載於日期為二零一二年九月十四日之通函內。

Management Discussion and Analysis

管理層討論及分析

PLEDGE OF ASSETS

At the end of the reporting period, the Group's investments in financial assets designated as held for trading with carrying value amounting to HK\$181,812,798 (2011: HK\$158,473,781) were pledged to brokers to secure margin financing provided to the Group.

EMPLOYEES

As at 31st December 2012, the Group had 7 (2011: 8) employees with remuneration of approximately HK\$5,219,000 (2011: approximately HK\$4,510,000) for the current year. The Group's emolument policies are formulated on the performance of individual employee and will be reviewed regularly every year.

APPRECIATION

On behalf of the Board, I would like to express our appreciation to the management and staff members for their continued dedication and contribution. I would like to express our gratitude to our members for their support to the Group.

For and on behalf of the Board
CHUNG Yuk Lun
Chairman

Hong Kong, 22nd March 2013

資產抵押

於報告期末，本集團賬面值為181,812,798港元（二零一一年：158,473,781港元）之被指定為持作買賣之財務資產投資已就本集團所獲孖展融資向經紀作出抵押。

僱員

於二零一二年十二月三十一日，本集團聘有七名員工（二零一一年：八名），本年度有關薪酬約5,219,000港元（二零一一年：約4,510,000港元）。本集團之薪酬政策乃參照個別僱員之表現制訂及每年定期檢討。

致謝

本人謹代表董事會衷心感謝管理層及員工一直以來努力不懈地作出貢獻，並感激股東給予本集團無比支持。

代表董事會
主席
鍾育麟

香港，二零一三年三月二十二日

Biographical Details of Directors

董事履歷

EXECUTIVE DIRECTORS

Mr. CHUNG Yuk Lun, aged 52, has been an Executive Director and Chairman of the Company since 25th April 2002 and 16th October 2002 respectively. He is a fellow member of the Association of Chartered Certified Accountants, an associate member of the Hong Kong Institute of Certified Public Accountants and an Associate Chartered Accountant (England and Wales). Mr. Chung has over 20 years' experience in finance and project investment. He is currently an executive director of Ming Fung Jewellery Group Limited and an independent non-executive director of Heritage International Holdings Limited, Forefront Group Limited and Dragonite International Limited, all of which are companies listed on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

Mr. SHIMAZAKI Koji, aged 43, was appointed as an Independent Non-executive Director of the Company on 24th February 2004. He was re-designated as an Executive Director and the Chief Executive Officer of the Company on 9th May 2005 and 1st May 2008 respectively. He holds a Bachelor of Science degree in Engineering and a Master degree in Electrical Engineering from Kanagawa University in Yokohama, Japan. He has over 19 years of experience in web developing and programming, production and quality control engineering.

Mr. CHEUNG Wing Ping, aged 46, has been an Executive Director of the Company since 30th June 2011. Mr. Cheung has over 20 years of experience in auditing and accounting fields. He holds a Bachelor degree in accountancy with honours from the City University of Hong Kong and is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. From July 2006 to December 2008, Mr. Cheung was an independent non-executive director of Grand T G Gold Holdings Limited, a company listed on GEM board of the Stock Exchange. Mr. Cheung is currently an independent non-executive director of Willie International Holdings Limited, a company listed on the Stock Exchange.

執行董事

鍾育麟先生，52歲，分別自二零零二年四月二十五日及二零零二年十月十六日起為本公司執行董事及主席。彼為英國特許公認會計師公會資深會員、香港會計師公會會員及英格蘭及威爾斯特許會計師。鍾先生擁有逾20年金融及項目投資經驗。彼現為明豐珠寶集團有限公司之執行董事，以及漢基控股有限公司、福方集團有限公司及叁龍國際有限公司之獨立非執行董事，全部均為香港聯合交易所有限公司（「**聯交所**」）上市公司。

嶋崎幸司先生，43歲，於二零零四年二月二十四日獲委任為本公司獨立非執行董事。彼分別於二零零五年五月九日及二零零八年五月一日調任為本公司執行董事及行政總裁。彼持有日本橫濱神奈川大學工程學理學士學位及機電工程學碩士學位。彼於網頁開發及編寫程式、生產及質量監控工程擁有逾19年經驗。

張榮平先生，46歲，自二零一一年六月三十日起為本公司執行董事。張先生於審核及會計領域擁有超過20年經驗。彼持有香港城市大學榮譽會計學士學位，並為英國特許公認會計師公會資深會員及香港會計師公會會員。自二零零六年七月至二零零八年十二月，張先生為大唐潼金控股有限公司（一間於聯交所創業板上市之公司）之獨立非執行董事。張先生現任威利國際控股有限公司（一間於聯交所上市之公司）之獨立非執行董事。

Biographical Details of Directors

董事履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LUM Pak Sum, aged 51, has been an Independent Non-executive Director of the Company since 27th May 2010. Mr. Lum holds a Master degree in business administration from the University of Warwick, United Kingdom and a LLB (Honours) degree from the University of Wolverhampton, United Kingdom. He is currently a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants, United Kingdom. Mr. Lum has over 20 years' experience in the financial field, currency markets and capital markets. Mr. Lum was an independent non-executive director of the following companies listed on the Stock Exchange, namely, Grand Field Group Holdings Limited from July 2004 to May 2008, China Media and Films Holdings Limited from September 2005 to December 2008, Heng Xin China Holdings Limited for the period from June 2007 to November 2008 and Energy International Investments Holdings Limited from September 2005 to June 2011. Currently, he is an independent non-executive director of the following companies listed on the Stock Exchange, namely, Great China Properties Holdings Limited, Bestway International Holdings Limited, Karce International Holdings Company Limited and Asia Resources Holdings Limited. He is also an independent director of Asia Green Agriculture Corporation, a company trading on the Over-the-Counter Bulletin Board in the US.

Ms. LAM Yan Fong, Flora, aged 37, has been an Independent Non-executive Director of the Company since 20th October 2011. Ms. Lam is a practicing lawyer in Hong Kong. Ms. Lam obtained a Bachelor degree in Laws from the University of Hong Kong and further obtained a Postgraduate Certificate in Laws in 2001. Ms. Lam joined Messrs. Lam & Co. in 2007 and is a partner of that firm. Ms. Lam is currently also an independent non-executive director of Forefront Group Limited and Tack Fiori International Group Limited, both companies are listed on the Stock Exchange.

獨立非執行董事

林栢森先生，51歲，自二零一零年五月二十七日起為本公司獨立非執行董事。林先生持有英國華威大學工商管理碩士學位及英國Wolverhampton大學法律榮譽學士學位。彼現時為香港會計師公會及英國特許公認會計師公會資深會員。林先生於財經界、貨幣市場及資本市場擁有逾20年經驗。林先生於二零零四年七月至二零零八年五月期間擔任鈞濠集團有限公司、於二零零五年九月至二零零八年十二月期間擔任中國傳媒影視控股有限公司、於二零零七年六月至二零零八年十一月期間擔任恒芯中國控股有限公司及於二零零五年九月至二零一一年六月期間擔任能源國際投資控股有限公司之獨立非執行董事，上述公司均為聯交所上市公司。現時，彼為聯交所上市公司大中華地產控股有限公司、百威國際控股有限公司、泰盛實業集團有限公司及亞洲資源控股有限公司之獨立非執行董事。彼亦為於美國場外交易議價板買賣之公司Asia Green Agriculture Corporation之獨立董事。

林欣芳女士，37歲，自二零一一年十月二十日起為本公司獨立非執行董事。林女士為香港執業律師。林女士取得香港大學法律學士學位，再於二零零一年取得法律深造文憑。林女士於二零零七年加入林炳昌律師事務所，現為該事務所之合夥人。林女士目前亦為兩間聯交所上市公司福方集團有限公司及野馬國際集團有限公司之獨立非執行董事。

Biographical Details of Directors

董事履歷

Ms. NG Yin Ling, Elaine, aged 39, has been an Independent Non-executive Director of the Company since 20th October 2011. Ms. Ng received her Bachelor of Arts degree in Business Administration from the University of Ottawa in 2002, and obtained a Master of Law (International Business Law) from the City University of Hong Kong in 2003. Ms. Ng is currently completing a Juris Doctor degree at the City University of Hong Kong. Ms. Ng's work experience includes a teaching post at the City University of Hong Kong for the Diploma in Facility Management of Business Management from 2005 to 2007. From 2004 to 2005 she was a senior manager at the Hong Kong Productivity Council where she was in charge of business collaboration and partnership development. From 2002 to 2004, she held a position as an executive officer and external relations officer at the City University of Hong Kong where she was also in charge of business collaboration and partnership development. Previously, she held senior managerial sales roles at GE ECXpress (HK) Limited, Parametric Technology Corporation (HK) Limited, Unigraphics Solutions (HK) Limited and System-Pro Computers Limited during the period from 1992 to 2002.

吳燕凌女士，39歲，自二零一一年十月二十日起為本公司獨立非執行董事。吳女士於二零零二年取得渥太華大學之工商管理學士學位，並於二零零三年取得香港城市大學之法學（國際商法）碩士學位。吳女士現時正攻讀香港城市大學之法學博士學位。吳女士之工作經驗包括自二零零五年至二零零七年於香港城市大學教授工商管理之設施管理文憑課程。自二零零四年至二零零五年，彼為香港生產力促進局之高級經理，負責業務合作及業務夥伴發展。自二零零二年至二零零四年，彼於香港城市大學擔任行政人員兼對外關係主任，亦負責業務合作及業務夥伴發展。在此之前，自一九九二年至二零零二年期間，彼先後於美國通用電氣電貿網有限公司、Parametric Technology Corporation (HK) Limited、優集系統（香港）有限公司及東寶電腦有限公司擔任高級管理銷售職務。

Report of Corporate Governance

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Company has complied with all code provisions and, where applicable, the recommended best practices set out in the Code on Corporate Governance Practices (the “**Code**”) contained in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) during the period from 1st January 2012 to 31st March 2012, except for the code provision A.4.1 of the Code as explained below. The Code was amended and renamed by the Stock Exchange as “Corporate Governance Code and Corporate Governance Report” (the “**New CG Code**”) effective on 1st April 2012. The Company has also complied with all code provisions and, where applicable, the recommended best practices set out in the New CG Code during the period from 1st April 2012 to 31st December 2012, except for the code provisions A.4.1 and A.6.7 of the New CG Code as explained below.

Model Code

The Company had adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”), Appendix 10 of the Listing Rules, as the required standard for the Directors of the Company to trade the securities of the Company. Upon enquiry by the Company, all Directors of the Company have confirmed that they have complied with the required standards set out in the Model Code throughout the current year.

The Board

Composition and Appointment

As at 31st December 2012, the Board of the Company comprises Mr. Chung Yuk Lun (Chairman), Mr. Shimazaki Koji (Chief Executive Officer) and Mr. Cheung Wing Ping as the Executive Directors, and Mr. Lum Pak Sum, Ms. Lam Yan Fong, Flora and Ms. Ng Yin Ling, Elaine as the Independent Non-executive Directors. Pursuant to the Listing Rules, each Independent Non-executive Director had given an annual confirmation of his/her independence to the Company.

企業管治常規

於二零一二年一月一日至二零一二年三月三十一日止期間內，本公司已遵守載於聯交所證券上市規則（「**上市規則**」）附錄14之企業管治常規守則（「**守則**」）所載之所有守則條文及（如適用）建議最佳常規，惟於下文闡述之有關守則條文第A.4.1條除外。守則已由聯交所修訂及改名為「企業管治守則及企業管治報告」（「**新企業管治守則**」），自二零一二年四月一日起生效。於二零一二年四月一日至二零一二年十二月三十一日止期間內，本公司亦已遵守新企業管治守則所載之所有守則條文及（如適用）建議最佳常規，惟於下文闡述之有關新企業管治守則之守則條文第A.4.1條及A.6.7條除外。

標準守則

本公司已採納上市規則附錄10之上市發行人董事進行證券交易的標準守則（「**標準守則**」），作為本公司董事進行本公司證券交易之規定標準。經本公司進行查詢，本公司全體董事已確認彼等於本年度內一直遵守標準守則所載之規定標準。

董事會

組成及委任

於二零一二年十二月三十一日，本公司董事會成員包括執行董事鍾育麟先生（主席）、嶋崎幸司先生（行政總裁）及張榮平先生；以及獨立非執行董事林栢森先生、林欣芳女士及吳燕凌女士。根據上市規則，各獨立非執行董事已向本公司發出其年度獨立性確認書。

Report of Corporate Governance

企業管治報告

The Board is responsible for the management of and formulation in the Group's overall investment strategies and guidelines in accordance with the investment objective and policies of the Group. The Board is also responsible for performing the corporate governance duties set out in the New CG Code which included developing and reviewing the Company's policies and practices and corporate governance, reviewing the training and continuous professional development of Directors, and reviewing the Company's compliance with the code provision in the New CG Code and disclosure in this report. The Board has established Board committees, namely Audit Committee, Remuneration Committee and Nomination Committee, and has delegated to these Board committees various responsibilities as set out in their respective terms of reference. The Board is accountable to the members of the Company for the performance and activities of the Group.

Under the code provision A.4.1 of the Code and the New CG Code, Non-executive Directors should be appointed for a specific term and subject to re-election.

Except for Independent Non-executive Director, Mr. Lum Pak Sum who is appointed for a term of three years on 30 June 2011, two Independent Non-executive Directors, Ms. Lam Yan Fong, Flora and Ms. Ng Yin Ling, Elaine, are not appointed for a specific term, which constitutes a deviation from the code provision A.4.1 of the Code and the New CG Code. However, one-third of the Directors of the Company (both executive and non-executive) are subject to retirement by rotation at each annual general meeting under the Articles of Association of the Company. As such, the Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are in line to those of the Code and the New CG Code.

董事會負責根據本集團之投資目標及政策管理及制定本集團之整體投資策略及指引。董事會亦負責履行新企業管治守則所載之企業管治職責，其中包括制定及審閱本公司之政策及常規以及企業管治、審閱董事之培訓及持續專業發展以及審閱本公司遵守新企業管治守則之守則條文及本報告內披露事項之情況。董事會已成立董事委員會，即審核委員會、薪酬委員會及提名委員會，並按該等董事委員會各自之職權範圍向其轉授不同職責。董事會須就本集團之表現及業務活動向本公司股東負責。

根據守則及新企業管治守則之守則條文第A.4.1條，非執行董事之委任應有指定任期，並須接受重選。

除獨立非執行董事林栢森先生於二零一一年六月三十日按三年任期獲委任外，兩名獨立非執行董事林欣芳女士及吳燕凌女士並無指定任期，此舉構成偏離守則及新企業管治守則之守則條文第A.4.1條。然而，根據本公司組織章程細則，三分之一本公司董事（執行及非執行）須在每屆股東週年大會上輪值告退。因此，本公司認為已採取足夠措施確保本公司之企業管治常規符合守則及新企業管治守則。

Report of Corporate Governance

企業管治報告

Moreover, under the code provision A.6.7 of the New CG Code, Independent Non-executive Directors and other Non-executive Directors should attend general meetings and develop a balanced understanding of the views of members. For the annual general meeting of the Company held on 28th June 2012 and the extraordinary general meeting of the Company held on 3rd October 2012, one Independent Non-executive Director and two Independent Non-executive Directors respectively were unable to attend due to their other business engagements.

The Company has complied with Rules 3.10 (1) and (2) of the Listing Rules, one of the Independent Non-executive Directors possess the requisite appropriate professional qualifications. The Board confirmed that the independence and eligibility of the Independent Non-executive Directors are in compliance with the relevant requirements of the Listing Rules.

The Board has effectively overseen and monitored the business activities, operational and financial performance of the Group, ensured a proper internal control system is in place to enable risks to be assessed and managed and the decisions were made in the best interests of the Company. The Board holds meetings from time to time whenever necessary. Sufficient notice of Board meetings is given to Directors. The Company Secretary records and maintains the minutes of the Board meetings for inspection by Directors. During the financial year ended 31st December 2012, the Board convened a total of 36 meetings, performing its duties in considering, inter alia, interim and final results, rights issue, exercise of warrants, capital reorganisation, share options, bonus issue of shares of the Company and other matters pursuant to the provisions of the Articles of Association of the Company. Real-time teleconference system was adopted at meeting to increase the attendance rate.

此外，根據新企業管治守則之守則條文第A.6.7條，獨立非執行董事及其他非執行董事應出席股東大會，並對股東之意見有公正之了解。就本公司於二零一二年六月二十八日舉行之股東週年大會及本公司於二零一二年十月三日舉行之股東特別大會而言，一名獨立非執行董事及兩名獨立非執行董事分別因彼等之其他事務而未能出席。

本公司已遵守上市規則第3.10(1)及(2)條，其中一名獨立非執行董事具備所需合適之專業資格。董事會確認，獨立非執行董事之獨立性及資格符合上市規則之有關規定。

董事會對本集團業務活動、營運及財務表現進行有效之監督和監控，確保已設立適當之內部監控系統以令風險得到評估及管理，而所作之決策均符合本公司最佳利益。董事會於必要時不時召開會議。董事均獲發出董事會會議之充分通知。公司秘書記錄及保存董事會會議之會議記錄以供董事查閱。於截至二零一二年十二月三十一日止財政年度內，董事會共召開36次會議，履行其職責以考慮（其中包括）本公司中期及末期業績、供股、行使認股權證、股本重組、購股權、本公司股份之紅股發行及其他根據本公司組織章程細則條文進行之事項。會議均借助同步電話會議系統提高會議出席率。

Report of Corporate Governance

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Statistics of Directors' attendance at the meetings during the financial year ended 31st December 2012 are as follows:

於截至二零一二年十二月三十一日止財政年度，董事之會議出席統計資料如下：

Name of Director 董事姓名	Title 職銜	Board	Annual	Extraordinary
		Meetings 董事會會議	General Meetings 股東週年大會	General Meetings 股東特別大會
		Attended/Held 已出席／舉行次數		
CHUNG Yuk Lun 鍾育麟	Chairman, Executive Director 主席、執行董事	35/36	1/1	3/3
SHIMAZAKI Koji 嶋崎幸司	Chief Executive Officer, Executive Director 行政總裁、執行董事	35/36	1/1	3/3
CHEUNG Wing Ping 張榮平	Executive Director 執行董事	34/36	1/1	3/3
SAM Nickolas David Hing Cheong (note 1) 沈慶祥(附註1)	Executive Director 執行董事	3/3	–	2/2
LUM Pak Sum 林栢森	Independent Non-executive Director 獨立非執行董事	6/36	1/1	2/3
LAM Yan Fong, Flora 林欣芳	Independent Non-executive Director 獨立非執行董事	4/36	1/1	1/3
NG Yin Ling, Elaine 吳燕凌	Independent Non-executive Director 獨立非執行董事	4/36	0/1	2/3

Note:

1. Resigned on 15th March 2012.

Every Board member has full access to the advice and services of the Company Secretary with a view to ensuring that Board procedures, and all applicable rules and regulations are followed and they are also entitled to have full access to Board papers and related materials so that they are able to make an informed decision and to discharge their duties and responsibilities.

附註：

1. 於二零一二年三月十五日辭任。

每位董事會成員均可獲得公司秘書全面之建議及服務，以確保董事會之程序及所有適用規則及規定獲得遵行，彼等亦可全面獲得董事會之文件及相關資料，讓彼等能夠作出知情決定，並履行彼等之職責及責任。

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Chairman and Chief Executive Officer

The office of Chairman and Chief Executive Officer of the Company has been segregated by different individuals, namely Mr. Chung Yuk Lun, the Chairman, and Mr. Shimazaki Koji, the Chief Executive Officer, since February 2006 and, hence, the Company has complied with the code provision A.2.1 of the Code and the New CG Code. Mr. Chung and Mr. Shimazaki are not related to each other in financial, business or family aspects.

DIRECTORS' PROFESSIONAL DEVELOPMENT

Directors' training is an ongoing process. All Directors are encouraged to attend relevant training courses at the Company's expenses. They are requested to provide their respective training records to the Company Secretary.

The Company has complied with the code provision A.6.5 of the New CG Code effective on 1st April 2012 on Directors' training. During the financial year ended 31st December 2012, all Directors attended relevant seminars arranged by a member of professional firms to develop and refresh their knowledge and skills in relation to their contribution to the Board. A record of the training received by the respective Directors are kept and updated by the Company Secretary.

All Directors also understand the importance of continuous professional development and are committed to participate any suitable training to develop and refresh their knowledge and skills.

ACCOUNTABILITY AND AUDIT

Financial Reporting

The management provides such explanation and information to the Board and reports regularly to the Board on financial position and prospects of the business of the Group so as to enable the Board to make an informed assessment of the financial and other information put before the Board for approval.

主席及行政總裁

本公司主席及行政總裁之職務由二零零六年二月起已由不同人士擔任，主席為鍾育麟先生，行政總裁為嶋崎幸司先生。因此，本公司已遵守守則及新企業管治守則之守則條文第A.2.1條之規定。鍾先生與嶋崎先生於財務、業務或家庭方面概無關係。

董事之專業發展

董事培訓乃持續過程。全體董事均獲鼓勵出席相關培訓課程，費用由本公司承擔。彼等須向公司秘書提供其各自培訓記錄。

本公司已就董事培訓遵守於二零一二年四月一日生效之新企業管治守則之守則條文第A.6.5條。於截至二零一二年十二月三十一日止財政年度，全體董事出席由多家專業公司安排之相關座談會以發展及更新彼等有關其對董事會貢獻之知識及技能。各董事所接受之培訓記錄由本公司公司秘書保管及更新。

全體董事亦知悉持續專業發展之重要性，並承諾參與任何適合的培訓課程，以擴充及更新彼等知識及技能。

問責及審核

財務申報

管理層須就本集團之財政狀況及業務前景向董事會提供有關解釋及資料，並定期向董事會匯報，以令董事會可於其批准前就所提交之財務及其他資料作出知情評估。

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The Directors acknowledge their responsibilities for preparing the financial statements of the Group. The Directors' responsibilities in the preparation of the financial statements and the auditor's responsibilities are set out in the Independent Auditor's Report. The responsibility of the external auditor is to form an independent opinion, based on their audit, on those consolidated financial statements prepared by the Board and to report their opinion to the members of the Company. A statement by auditor about their reporting responsibility is set out in the Independent Auditor's Report.

INTERNAL CONTROL AND RISK MANAGEMENT

The Board is responsible for the Group's internal control system and risk management procedures and for reviewing the effectiveness of the Group's internal control. The Board has conducted a review of, and is satisfied with the effectiveness of the system of internal controls of the Group.

The Board is committed to the identification, monitoring and management of risks associated with its business activities. The Group's internal control system is designed to provide reasonable assurance against material misstatement or loss and to manage and eliminate risks of failure in operational systems and fulfillment of business objective. The system includes a defined management structure with segregation of duties and a cash management system such as monthly reconciliation of bank accounts.

The Board reviews the effectiveness of the Group's material internal controls and is of the opinion that the resources for and qualifications of staff of the Group's accounting and financial reporting function are adequate and sufficient. Based on information furnished to it and on its own observations, the Board is satisfied with present internal controls of the Group.

董事知悉彼等須負責編製本集團之財務報表。有關董事編製財務報表之責任及核數師之責任均載於獨立核數師報告內。外聘核數師負責根據彼等之審核結果，對董事會所編製之綜合財務報表作出獨立意見，並向本公司股東匯報彼等之意見。核數師作出之申報責任聲明載於獨立核數師報告內。

內部監控及風險管理

董事會負責制定本集團之內部監控系統及風險管理程序，以及負責檢討本集團內部監控之成效。董事會已對本集團內部監控系統之成效進行檢討，並對此感到滿意。

董事會致力於識別、監察及管理與其業務活動有關之風險。本集團之內部監控系統旨在針對重大失實陳述或損失提供合理保證，並管理及消除營運系統失效之風險及達成業務目標。該系統包括清晰劃分職責之界定管理架構及現金管理系統（如銀行賬戶之每月對賬）。

董事會檢討本集團重要內部監控之成效並認為有關本集團會計及財務申報職能之資源及員工資歷均屬充足及足夠。根據董事會獲提供之資料及其本身之觀察，董事會對本集團目前之內部監控感到滿意。

Report of Corporate Governance

企業管治報告

NOMINATION COMMITTEE

The Company established a nomination committee on 22nd March 2012. The members of nomination committee are: Mr. Chung Yuk Lun, Mr. Lum Pak Sum and Ms. Ng Yin Ling, Elaine. During the financial year ended 31st December 2012, the nomination committee held one committee meeting. The attendance of each of the members at such meeting are as follows:-

Name of Member 成員姓名	Title 職銜	Attended/Held 出席／舉行次數
CHUNG Yuk Lun 鍾育麟	Executive Director 執行董事	1/1
LUM Pak Sum 林栢森	Independent Non-executive Director 獨立非執行董事	1/1
NG Yin Ling, Elaine 吳燕凌	Independent Non-executive Director 獨立非執行董事	1/1

Mr. Chung Yuk Lun was the chairman of the nomination committee. On 22nd March 2012, the Board adopted the terms of reference of the nomination committee which is available on the respective websites of the Stock Exchange and the Company. The nomination committee is mainly responsible for the following functions: reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board and making recommendations to the Board on any proposed changes to the Board to complement the Company's corporate strategy, identifying individuals suitably qualified to become Board members and assessing the independence of Independent Non-executive Directors. The nomination committee also considered the past performance, qualification, general market conditions and the Articles of Association of the Company in selecting and recommending candidates for the directorship. During the financial year ended 31st December 2012, the nomination committee has discussed and reviewed the Board composition, retirement and re-election of Directors.

提名委員會

本公司於二零一二年三月二十二日成立提名委員會。提名委員會成員為：鍾育麟先生、林栢森先生及吳燕凌女士。於截至二零一二年十二月三十一日止財政年度內，提名委員會已舉行一次委員會會議。各名成員於該會議之出席情況如下：

鍾育麟先生為提名委員會主席。於二零一二年三月二十二日，董事會採納提名委員會職權範圍，其於可聯交所及本公司各自網站查閱。提名委員會主要負責以下職能：檢討董事會結構、人數及組成（包括技能、知識及經驗）及就董事會之任何建議變動向董事會作出建議，以配合本公司之企業策略，物色合適之合資格人士成為董事會成員及評估獨立非執行董事之獨立性。於選擇及推薦董事候選人時，提名委員會亦考慮過往表現、資格、一般市場狀況及本公司之組織章程細則。截至二零一二年十二月三十一日止財政年度內，提名委員會已討論及審閱董事會結構、董事之退任及重選。

Report of Corporate Governance

企業管治報告

REMUNERATION COMMITTEE

The Company has a remuneration committee for determining the remuneration of Directors. The remuneration committee has adopted the model that it will determine, with delegated responsibility, the remuneration package of individual Executive Directors and senior management. The members of the remuneration committee are: Mr. Lum Pak Sum, Mr. Cheung Wing Ping and Ms. Lam Yan Fong, Flora. During the financial year ended 31st December 2012, the remuneration committee held one committee meeting to discuss remuneration related matters. The attendance of each of the members at such meeting are as follows:-

Name of Member 成員姓名	Title 職銜	Attended/Held 出席／舉行次數
LUM Pak Sum 林栢森	Independent Non-executive Director 獨立非執行董事	1/1
CHEUNG Wing Ping 張榮平	Executive Director 執行董事	1/1
LAM Yan Fong, Flora 林欣芳	Independent Non-executive Director 獨立非執行董事	1/1

Mr. Lum Pak Sum was the chairman of the remuneration committee. On 22nd March 2012, the Board adopted a revised terms of reference of the remuneration committee which includes amendments in line with the requirements of the New CG Code. The terms of reference of the remuneration committee is available on the respective websites of the Stock Exchange and the Company. The remuneration committee is mainly responsible for the following functions: determining the Company's framework or board policy for remuneration of Directors and senior management, determining the policy and scope of pension and compensation arrangements for Executive Directors and senior management, including any compensation payable for loss or termination of their office or appointment and reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals objectives.

薪酬委員會

本公司設有薪酬委員會以釐定董事之酬金。薪酬委員會已採納該模式，其獲轉授責任釐定執行董事及高級管理層之個別薪酬待遇。薪酬委員會之成員包括：林栢森先生、張榮平先生及林欣芳女士。於截至二零一二年十二月三十一日止財政年度內，薪酬委員會已就討論薪酬有關事宜舉行一次會議。各名成員於該會議之出席情況如下：—

林栢森先生為薪酬委員會主席。於二零一二年三月二十二日，董事會採納經修訂之薪酬委員會職權範圍，其包括符合新企業管治守則之規定之修訂。薪酬委員會之職權範圍可於聯交所及本公司各自之網站查閱。薪酬委員會主要負責以下職能：參考董事會之公司目標釐定董事及高級管理層薪酬之公司架構或董事會政策，釐定執行董事及高級管理層之退休金及補償安排之政策及範圍，包括彼等失去或終止職務或委任而應付之任何補償，以及檢討及批准管理層之薪酬建議。

Report of Corporate Governance

企業管治報告

During the financial year ended 31st December 2012, the remuneration committee has reviewed the remuneration packages of the Directors and employees of the Group with reference to the factors including but not limited to salaries paid by comparable companies, time commitment and responsibilities of them and considered that are fair and reasonable.

AUDIT COMMITTEE

The Company has set up an audit committee to review the accounting principles and practices adopted by the Group and the audit committee has discussed the internal controls and financial reporting matters of the Group with the management of the Company. The audit committee has also reviewed interim results and the annual results of the Group for the current year. The members of the audit committee are: Mr. Lum Pak Sum, Ms. Lam Yan Fong, Flora and Ms. Ng Yin Ling, Elaine. During the financial year ended 31st December 2012, the audit committee held two committee meetings. The attendance of each of the members at such meetings are as follows:–

截至二零一二年十二月三十一日止財政年度內，薪酬委員會已參考包括但不限於可資比較公司支付之薪酬、投入時間及彼等之職責等因素而檢討董事及本集團僱員之薪酬待遇，並認為其屬公平合理。

審核委員會

本公司已設立審核委員會，以審閱本集團所採納之會計準則及常規，且審核委員會已與本公司管理層討論本集團之內部監控及財務申報事宜。審核委員會亦已審閱本集團於本年度之中期業績及全年業績。審核委員會成員為：林栢森先生、林欣芳女士及吳燕凌女士。截至二零一二年十二月三十一日止財政年度內，審核委員會已舉行兩次委員會會議。各成員出席該等會議之情況如下：

Name of Member 成員姓名	Title 職銜	Attended/Held 出席／舉行次數
LUM Pak Sum 林栢森	Independent Non-executive Director 獨立非執行董事	2/2
LAM Yan Fong, Flora 林欣芳	Independent Non-executive Director 獨立非執行董事	0/2
NG Yin Ling, Elaine 吳燕凌	Independent Non-executive Director 獨立非執行董事	2/2

Report of Corporate Governance

企業管治報告

Mr. Lum Pak Sum was the chairman of the audit committee. On 22nd March 2012, the Board adopted a revised terms of reference of the audit committee which includes amendments in line with the requirements of the New CG Code. The terms of reference of the audit committee is available on the respective websites of the Stock Exchange and the Company. The audit committee is mainly responsible for the following functions: monitoring integrity of the Company's financial statements, including annual report and accounts, interim and other periodic reports, preliminary result announcements and reviewing significant financial reporting judgments contained in them and reviewing the effectiveness of the Group's internal controls and risk management systems.

The audit committee has reviewed the auditing performance, the internal controls, the unaudited condensed consolidated interim financial statements of the Group for the six months ended 30 June 2012 and the audited consolidated financial statements of the Group for the financial year ended 31st December 2012.

COMPANY SECRETARY

Ms. Tong So Yuet is the Company Secretary of the Company and she has taken no less than 15 hours of relevant professional training for the financial year ended 31st December 2012.

AUDITOR'S REMUNERATION

For the financial year ended 31st December 2012, the remuneration payable to the Company's external auditor in respect of audit services and non-audit services were approximately HK\$170,000 (2011: HK\$170,000) and HK\$145,000 (2011: HK\$230,000) respectively.

林栢森先生為審核委員會主席。於二零一二年三月二十二日，董事會採納經修訂之審核委員會職權範圍，其載有符合新企業管治守則之規定之修訂。審核委員會之職權範圍可於聯交所及本公司各自之網站查閱。審核委員會主要負責以下職能：監察本公司財務報表之完整性，包括年報及賬目、中期及其他定期報告、初步業績公佈及審閱其所載之重大財務報告判斷以及審閱本集團之內部監控及風險管理系統之有效性。

審核委員會已審閱核數表現、內部監控、本集團截至二零一二年六月三十日止六個月之未經審核簡明綜合中期財務報表及本集團截至二零一二年十二月三十一日止財政年度之經審核綜合財務報表。

公司秘書

唐素月女士為本公司之公司秘書，彼已於截至二零一二年十二月三十一日止財政年度接受不少於15小時之相關專業培訓。

核數師酬金

截至二零一二年十二月三十一日止財政年度，本公司就審核服務及非審核服務應付本公司之外聘核數師之薪酬分別約為170,000港元（二零一一年：170,000港元）及145,000港元（二零一一年：230,000港元）。

Report of Corporate Governance

企業管治報告

MEMBERS' RIGHTS

Way to Convene an Extraordinary General Meeting

Pursuant to Article 58 of the Articles of Association of the Company, any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition.

Members' Enquiries

Members should direct their questions about their shareholdings to the Company's share registrar in Hong Kong. Members may at any time make a request for the Company's information to the extent that such information is publically available. Members may also make enquiries to the following contact details of the Company:

Address: Room 3111, 31st Floor, China United Centre,
No. 28 Marble Road, North Point, Hong Kong
Tel: +852 3106 2213
Email: info@radfordcap.com

Procedures and Sufficient Contact Details for Putting Forward Proposals at Members' Meetings

Members are welcomed to suggest proposals relating to the operations, strategy and/or management of the Group to be discussed at members' meeting. Proposal shall be sent to the Board or the Company Secretary by written requisition. Pursuant to the Articles of Association of the Company, members who wish to put forward a proposal should convene an extraordinary general meeting by the procedures set out in "Way to Convene an Extraordinary General Meeting" above.

股東權利

召開股東特別大會之方式

根據本公司之組織章程細則第58條，於遞交呈請日期持有附帶權利可於本公司股東大會上投票之本公司繳足股本不少於十分之一之任何一名或以上股東，於任何時候均有權透過向董事會或本公司秘書提交書面呈請之方式，要求董事會就處理該呈請所指明之任何事務召開股東特別大會。

股東查詢

股東應向本公司股份過戶登記處提出有關其股權之疑問。股東可隨時要求索取有關本公司資料（以公開資料為限）。股東亦可透過本公司下列聯絡資料作出查詢：

地址：香港北角馬寶道28號
華匯中心31樓3111室
電話：+852 3106 2213
電郵：info@radfordcap.com

於股東大會上提呈建議之程序及充足之聯絡資料

本公司歡迎股東提呈有關本集團業務、策略及／或管理之建議於股東大會上討論。有關建議須透過書面要求送交董事會或公司秘書。根據本公司之組織章程細則，擬提出建議之股東應透過上文「召開股東特別大會之方式」所載之程序召開股東特別大會。

Report of Corporate Governance

企業管治報告

INVESTOR RELATIONS

Communication with Investors

The Board maintains an on-going dialogue with the Company's members through various channels including the Company's financial reports (interim and annual reports), annual general meeting and other general meetings. Members are encouraged to participate in general meetings or to appoint proxies to attend and vote at the general meetings for and on their behalf if they are unable to attend the general meetings. The results of the voting by poll are published on the respective websites of the Stock Exchange and the Company on a timely basis.

For both investors and other stakeholders, the Company's website at www.radfordcap.com provides latest information on the Group. All key information about the Group such as the Company's financial reports, announcements, circular and other corporate information can be downloaded from this website.

Significant Changes in Company's Articles of Association

At the annual general meeting of the Company held on 28th June 2012, members of the Company approved the Board's proposal to adopt the new Company's Articles of Association (the "New Articles"), which would include provisions to address, inter alia, the following matters, in order to bring the existing Company's Articles of Association in line with the latest amendments to the Listing Rules which became effective on 1st January 2012 and to update the existing Company's Articles of Association.

- (i) To specify that an annual general meeting shall be called by written notice of not less than 21 clear days and not less than 20 clear business days and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by written notice of not less than 21 clear days and not less than 10 clear business days. All other extraordinary general meetings may be called by written notice of not less than 14 clear days and not less than 10 clear business days;

投資者關係

與投資者之溝通

董事會維持透過多種渠道（包括本公司之財務報告（中期及年度報告）、股東週年大會及其他股東大會）與本公司股東保持持續對話。股東獲鼓勵參與股東大會，倘未能出席大會，亦鼓勵彼等委任代表代其出席大會及於會上投票。投票表決結果將及時刊載於聯交所及本公司各自之網站。

就投資者及其他利益相關人士而言，本公司網站www.radfordcap.com可提供有關本集團之最新資料。有關本集團之所有重要資料（如本公司之財務報告、公佈、通函及其他公司資料）均可從該網站下載。

本公司之組織章程細則之重大變動

為令現有本公司組織章程細則符合上市規則於二零一二年一月一日起生效之最新修訂及更新現有本公司組織章程細則，本公司股東已於本公司於二零一二年六月二十八日舉行之股東週年大會上批准董事會之建議採納新公司組織章程細則（「新細則」），其將包括（其中包括）處理下列事項之條文：

- (i) 指定股東週年大會須以不少於足21日及不少於足20個營業日之書面通告召開及為考慮通過特別決議案之任何股東特別大會須以不少於足21個日及不少於足10個營業日之書面通告召開。所有其他股東特別大會可以不少於足14日及不少於足10個營業日之書面通告召開；

Report of Corporate Governance

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- (ii) To specify that all resolutions at general meetings of the Company shall be decided by way of a poll, save that the chairman of the meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands;
 - (iii) To align with the latest changes to the Listing Rules on the Directors' requirement of not voting on any resolution of the Board approving any contract or arrangement or any other proposal in which the Director or any of his associates is materially interested;
 - (iv) To align with the requirements of the Listing Rules that matter in which a substantial shareholder or a Director has a conflict of interest which is considered to be material by the Board should be dealt with by a physical Board meeting rather than a written resolution; and
 - (v) To allow the Company to send to the members summarised financial statements and use the Company's website and other electronic means to send or make available the financial reports or documents to the members, subject to compliance with the Listing Rules and applicable laws of the Cayman Islands.
- (ii) 指定於本公司之股東大會上之所有決議案須以投票方式表決，惟大會主席可以真誠行事准許僅與程序或行政事宜有關之決議案以舉手方式表決；
 - (iii) 以符合上市規則有關要求董事須就以批准該董事或其任何聯繫人士擁有重大權益之任何合約或安排或任何其他建議之決議案放棄投票之最新修訂；
 - (iv) 以符合上市規則有關主要股東或董事擁有董事會認為屬重大利益衝突之事宜須由實質董事會會議，而並非書面決議案處理之規定；及
 - (v) 准許本公司向股東寄發財務報表摘要及使用本公司之網站及其他電子方式向股東發送財務報告或文件或令該等資料可供查閱，惟須符合上市規則及開曼群島適用法律。

A summary of the principal provisions of the New Articles is set out in Appendix III to the circular of the Company dated 23rd April 2012 and the full context of the New Articles are available on the respective websites of the Stock Exchange and the Company.

新細則之主要條文概要載於本公司日期為二零一二年四月二十三日之通函附錄三內，而新細則之全文可於聯交所及本公司各自之網站上查閱。

Report of the Directors

董事會報告

The Directors submit their annual report and the audited financial statements for the year ended 31st December 2012 (the “Year”).

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. During the Year, the Group is engaged principally in the investments in listed and unlisted securities in Hong Kong.

RESULTS AND APPROPRIATIONS

The results of the Group for the Year are set out in the consolidated statement of comprehensive income on page 37.

The Board does not recommend the payment of a final dividend for the Year. During the Year, a total of 326,296,266 bonus shares of HK\$0.01 each were issued to the members by the way of a bonus issue as disclosed in note 21(d) to the financial statements on the basis of one bonus share for every four existing shares held on 10th October 2012.

PROPERTY, PLANT AND EQUIPMENT

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

CAPITAL STRUCTURE AND SHARE CAPITAL

Details of the movements in the share capital of the Company during the Year are set out in note 21 to the financial statements.

RESERVES

Movements in the reserves of the Group and the Company during the Year are set out in note 23 to the financial statements.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

During the Year, the Company did not purchase, sell or redeem any of the Company's own securities.

董事謹此提呈截至二零一二年十二月三十一日止年度（「本年度」）之年報及經審核財務報表。

主要業務

本公司為一間投資控股公司，本年度內本集團之主要從事投資於香港上市及非上市證券。

業績及分配

本集團本年度之業績載於第37頁之綜合全面收益表。

董事會不建議派付本年度之末期股息。於年內，合共326,296,266股每股面值0.01港元之紅股乃透過財務報表附註21(d)所披露之紅股發行按於二零一二年十月十日每持有四股現有股份獲發一股紅股之基準而向股東發行。

物業、廠房及設備

本集團之物業、廠房及設備於本年度內之變動詳情載於財務報表附註15。

資本架構及股本

本公司股本於本年度內之變動詳情載於財務報表附註21。

儲備

本集團及本公司儲備於本年度內之變動載於財務報表附註23。

購買、出售或贖回證券

於本年度，本公司概無購買、出售或贖回本公司本身之任何證券。

Report of the Directors

董事會報告

DIRECTORS

The Directors of the Company during the Year and up to the date of this report are:

Executive Directors:

Mr. CHUNG Yuk Lun, Chairman
Mr. SHIMAZAKI Koji, Chief Executive Officer
Mr. CHEUNG Wing Ping
Mr. SAM Nickolas David Hing Cheong (note 1)

Independent Non-executive Directors:

Mr. LUM Pak Sum
Ms. LAM Yan Fong, Flora
Ms. NG Yin Ling, Elaine

Note:

1. Resigned on 15th March 2012

According to Article 88(1) of the Company's Articles of Association, Mr. Cheung Wing Ping and Ms. Lam Yan Fong, Flora will retire and, being eligible, offer themselves for re-election as Directors at the Annual General Meeting.

董事

本年度內及直至本報告日期止，本公司之董事如下：

執行董事

鍾育麟先生，主席
嶋崎幸司先生，行政總裁
張榮平先生
沈慶祥先生（附註1）

獨立非執行董事

林栢森先生
林欣芳女士
吳燕凌女士

附註：

1. 於二零一二年三月十五日辭任

根據本公司組織章程細則第88(1)條，張榮平先生及林欣芳女士將會於股東週年大會上退任，並符合資格且願意於會上膺選連任董事。

Report of the Directors

董事會報告

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS

As at 31st December 2012, the following persons (other than the Directors or chief executive of the Company) had interest or short positions in the 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 Securities and Futures Ordinance (“SFO”):

Name of Substantial Shareholder	主要股東名稱	Number of Ordinary Shares 普通股數目	Percentage 百分比
HEC Capital Limited	HEC Capital Limited	132,688,750	8.13%
Freeman Financial Corporation Limited	民豐企業控股有限公司	90,443,750	5.54%
Willie International Holdings Limited	威利國際控股有限公司	84,925,000	5.21%

Save as disclosed above, the Company had not been notified by any other person (other than the Directors or chief executive of the Company) who had an interest or a short position in the 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 as at 31st December 2012.

DIRECTORS' INTERESTS IN CONTRACTS

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

主要股東及其他人士之權益及淡倉

於二零一二年十二月三十一日，以下人士（本公司董事或行政總裁除外）擁有本公司根據證券及期貨條例（「證券及期貨條例」）第336條規定存置之登記冊所記錄之本公司股份及相關股份中之權益或淡倉：

除上文披露者外，於二零一二年十二月三十一日，本公司並無獲悉有任何其他人士（本公司董事或行政總裁除外）擁有本公司根據證券及期貨條例第336條規定存置之登記冊所記錄之本公司股份及相關股份中之權益或淡倉。

董事於合約之權益

本公司或其任何附屬公司概無訂立任何本公司董事直接或間接於其中擁有重大權益而於本年度末或本年度內任何時間仍然生效之與本公司業務有關之重大合約。

Report of the Directors

董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS

As at 31st December 2012, the Directors and the chief executive of the Company and their associates had the following interests and short positions in any shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (“**Model Code**”).

Director

董事

CHUNG Yuk Lun
SHIMAZAKI Koji

鍾育麟
嶋崎幸司

Saved as disclosed above, none of the Directors, the chief executive of the Company or their associates had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

ARRANGEMENTS TO ACQUIRE SHARES OR DEBENTURE

At no time during the Year was the Company or its subsidiaries, a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate. Save as disclosed under the heading “Share Option Scheme” below, the Company did not grant any right to subscribe for the shares in the Company to any Directors or chief executive of the Company or their respective spouse or children under the age of 18 during the Year.

董事及行政總裁之權益及淡倉

於二零一二年十二月三十一日，本公司董事及行政總裁及彼等之聯繫人士於本公司及其相聯法團（定義見證券及期貨條例第XV部）之任何股份、相關股份及債券中，擁有以下根據證券及期貨條例第352條規定存置之登記冊所記錄，或根據上市公司董事進行證券交易的標準守則（「標準守則」）須另行知會本公司及聯交所之權益及淡倉。

Number of Ordinary Shares Personal Interests 普通股數目 個人權益

13,400,000
13,400,000

除上文披露者外，概無本公司董事、行政總裁或彼等之聯繫人士於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之任何股份、相關股份及債券中，擁有以下根據證券及期貨條例第352條規定存置之登記冊所記錄，或根據標準守則須另行知會本公司及聯交所之權益或淡倉。

收購股份或債券之安排

於本年度內任何時間，本公司或其附屬公司概無訂立任何安排，致使本公司董事可藉收購本公司或任何其他法人團體之股份或債券而獲利。除下文「購股權計劃」一節所披露者外，於本年度內，本公司概無向任何本公司董事或行政總裁或彼等各自之配偶或未滿十八歲之子女授出任何可認購本公司股份之權利。

Report of the Directors

董事會報告

SHARE OPTION SCHEME

Pursuant to a resolution passed by members of the Company on 7th February 2005, the Company adopted a share option scheme (the “**Share Option Scheme**”), the principal terms of which are set out in the circular of the Company dated 12th January 2005.

Details of options granted under the Share Option Scheme are summarised as follows:

Date of Grant	Grantee	Outstanding at 1st January 2012 於二零一二年一月一日尚未行使	Granted During the Year 年內授出	Exercised During the Year 年內行使	Cancelled/ Lapsed During the Year 年內註銷/失效	Outstanding at 31st December 2012 於二零一二年十二月三十一日尚未行使	Exercise Period 行使期	Exercise Price Per Share 每股行使價
Directors of the Company 本公司董事								
2nd April 2012 二零一二年四月二日	CHUNG Yuk Lun 鍾育麟	-	10,720,000	(10,720,000)	-	-	2nd April 2012 – 1st April 2013 二零一二年四月二日至二零一三年四月一日	HK\$0.1456 0.1456港元
2nd April 2012 二零一二年四月二日	SHIMAZAKI Koji 嶋崎幸司	-	10,720,000	(10,720,000)	-	-	2nd April 2012 – 1st April 2013 二零一二年四月二日至二零一三年四月一日	HK\$0.1456 0.1456港元
		-	21,440,000	(21,440,000)	-	-		

Save as disclosed above, no option was granted, exercised or cancelled during the Year. The fair value of the share options grant on 2nd April 2012 was \$851,889, using the Black-Scholes Option Pricing Model with the following significant input: share price of HK\$0.142 at the grant date, exercise price shown above, volatility of 104.59%, expected life of options of half year and annual risk-free interest rate of 0.12%.

購股權計劃

根據本公司股東於二零零五年二月七日通過之決議案，本公司已採納一項購股權計劃（「購股權計劃」），其主要條款載於本公司日期為二零零五年一月十二日之通函。

根據購股權計劃授出之購股權詳情概述如下：

除上文所披露者外，於本年度內概無授出、行使或註銷任何購股權。於二零一二年四月二日授出之購股權之公允價值為851,889港元，其乃使用柏力克-舒爾斯期權定價模式以下列主要輸入數字計算：於授出日期之股價0.142港元、上文所示之行使價、波動率104.59%、購股權之預計年期半年及年度無風險利率0.12%。

Report of the Directors

董事會報告

PLEDGE OF ASSETS

Details of pledge of assets are set out in note 25 to the financial statements.

RETIREMENT BENEFITS SCHEME

Details of the retirement benefits scheme are set out in note 26 to the financial statements.

CONNECTED TRANSACTIONS

The following are connected transactions occurred during the Year.

1. Custodian Agreement

On 11th February 2002, Standard Chartered Bank (the “**Custodian**”) entered into the custodian agreement with the Company pursuant to which the Custodian agreed to provide services to the Company including the safe custody and physical settlement of the securities in the investment portfolio of the Company and its subsidiaries, and the collection of dividends and other entitlements in respect of such securities. The custodian agreement will continue in force until terminated by either the Company or the Custodian giving to the other not less than 90 days’ notice in writing expiring at any time. During the Year, the Group did not pay any amount to the Custodian (2011: HK\$nil).

The Custodian is regarded as a connected person of the Company under the Listing Rules. Accordingly, the custodian agreement constitutes a continuing connected transaction for the Company under the Listing Rules.

資產抵押

資產抵押詳情載於財務報表附註25。

退休福利計劃

退休福利計劃詳情載於財務報表附註26。

關連交易

本年度內進行之關連交易如下。

1. 託管人協議

於二零零二年二月十一日，渣打銀行（「託管人」）與本公司訂立託管人協議，據此，託管人同意向本公司提供服務，包括本公司及其附屬公司之投資組合內證券之安全保管及實物交收，及就該等證券收取股息及其他應得權益。託管人協議將一直生效，直至本公司或託管人隨時向另一方發出不少於90日之書面通知終止為止。本年度內，本集團並無向託管人支付任何款項（二零一一年：零港元）。

根據上市規則，託管人被視為本公司之關連人士。因此，根據上市規則，託管人協議構成本公司之持續關連交易。

2. Investment Management Agreements

Enerchine Investment Management Limited (“EIML”) (formerly known as CU Investment Management Limited) has been appointed as the investment manager of the Company since 3rd November 2003. EIML is regarded as a connected person of the Company under the Listing Rules. Accordingly, the investment management agreement constitutes a continuing connected transaction of the Company.

The aggregate investment management fee paid/payable to EIML for the Year amounted to HK\$1,200,000 (2011: HK\$840,000).

3. Brokerage Services and Margin Financing Facilities Arrangement

Chung Nam Securities Limited (“CNSL”) is a fellow subsidiary of EIML and is accordingly a connected person of the Company under the Listing Rules. The Company and its subsidiaries utilise the services of CNSL through the opening of margin trading accounts and enter into margin financing facilities arrangement with CNSL to finance investments in accordance with the investment objectives and policies of the Company. For the Year, the Group paid CNSL margin financing interest and brokerage fee of HK\$107,250 (2011: HK\$311,158) and HK\$1,030,371 (2011: HK\$1,927,810) respectively.

2. 投資管理協議

威華投資管理有限公司（「威華投資管理」）（前稱為富聯投資管理有限公司）由二零零三年十一月三日起已獲委任為本公司之投資經理。根據上市規則，威華投資管理被視為本公司之關連人士。因此，投資管理協議構成本公司之持續關連交易。

本年度內已付／應付威華投資管理之投資管理費合共為1,200,000港元（二零一一年：840,000港元）。

3. 經紀服務及孖展融資借貸安排

中南證券有限公司（「中南證券」）為威華投資管理之同系附屬公司，故根據上市規則，中南證券為本公司之關連人士。本公司及其附屬公司透過設立孖展買賣賬戶，採用中南證券之服務，並與中南證券訂立孖展融資借貸安排，以按照本公司之投資目標及政策為投資提供資金。於本年度內，本集團向中南證券支付孖展融資利息及經紀費用分別為107,250港元（二零一一年：311,158港元）及1,030,371港元（二零一一年：1,927,810港元）。

Report of the Directors

董事會報告

4. Confirmation from Auditor and Independent Non-Executive Directors

The Company's auditor and Independent Non-executive Directors have reviewed the continuing connected transactions of the Company and its subsidiaries for the Year, and confirm that:

- a) the transactions entered into by the Group for the Year were duly approved by the Board of the Company;
- b) the transactions have been entered into in accordance with the financial services agreement;
- c) the margin financing facility will bear interest at the prevailing market rate;
- d) the service fee for the investment management services is HK\$100,000 per month for the Year; and
- e) the aggregated amount of the continuing connected transactions for the Year does not exceed the annual cap disclosed in the circular of the Company dated 18th January 2012.

The Independent Non-executive Directors further confirm that:

- a) the transactions were entered into by the Group in the ordinary and usual course of its business and are conducted in accordance with the terms of the financial services agreement;
- b) the transactions were entered into by the Group on normal commercial terms and on arm's length basis; and
- c) the transactions were entered into by the Group on terms that are fair and reasonable and in the interests of the members of the Group.

PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of its Directors, the Directors confirm that the Company has maintained during the Year the amount of public float as required under the Listing Rules.

4. 核數師及獨立非執行董事之確認書

本公司之核數師及獨立非執行董事已審閱本公司及其附屬公司於本年度進行之持續關連交易，並確認：

- a) 本集團於本年度內訂立之交易已獲本公司董事會正式批准；
- b) 交易乃根據金融服務協議訂立；
- c) 孖展融資貸款將按當前市場利率計息；
- d) 於本年度內，投資管理服務之服務費為每月100,000港元；及
- e) 於本年度內，持續關連交易總額並無超過本公司日期為二零一二年一月十八日之通函所披露之年度上限。

獨立非執行董事進一步確認：

- a) 交易乃於本集團日常及正常業務過程中訂立，並按照金融服務協議之條款進行；
- b) 交易乃本集團按照一般商業條款以及公平基準訂立；及
- c) 交易乃按屬公平合理並符合本集團股東利益之條款訂立。

公眾持股量

根據可供本公司公開查閱之資料及據本公司董事所知，董事確認，本公司於本年度內維持上市規則規定之公眾持股量。

Report of the Directors

董事會報告

AUDIT COMMITTEE

The audit committee, currently comprising three Independent Non-Executive Directors, has reviewed the accounting principles and practices adopted by the Group and has discussed the internal controls and financial reporting matters of the Company with the management of the Company. The audit committee has also reviewed the annual results of the Group for the Year.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Association, or the laws of Cayman Islands, although there are no restrictions against such rights under the laws in the Cayman Islands.

AUDITOR

The consolidated financial statements for the past three years were audited by HLM & Co.. On 23rd January 2013, HLM & Co. resigned as the auditor of the Company due to change of entity status from partnership to limited company. At the extraordinary general meeting of the Company held on 19th February 2013, HLM CPA Limited has been appointed as auditor of the Company.

The consolidated financial statements for the year ended 31st December 2012 were audited by HLM CPA Limited who will retire and eligible for re-election at the forthcoming annual general meeting.

On behalf of the Board

CHUNG Yuk Lun

Chairman

Hong Kong, 22nd March 2013

審核委員會

審核委員會現由三名獨立非執行董事組成，並已與本公司管理層共同檢討本集團所採納之會計原則及慣例，以及討論本公司之內部監控及財務申報事宜。審核委員會亦已審閱本集團本年度之全年業績。

優先購買權

本公司之組織章程細則或開曼群島法例並無有關優先購買權之條文，而開曼群島法例亦無對有關權利之限制。

核數師

過往三個年度之綜合財務報表乃由恒健會計師行審核。於二零一三年一月二十三日，恒健會計師行因實體性質由合夥公司轉變為有限公司而辭任本公司核數師一職。恒健會計師行有限公司於本公司於二零一三年二月十九日舉行之股東特別大會上獲委任為本公司核數師。

截至二零一二年十二月三十一日止年度之綜合財務報表乃由恒健會計師行有限公司審核，而恒健會計師行有限公司將於應屆股東週年大會上退任並合資格重選。

代表董事會

主席

鍾育麟

香港，二零一三年三月二十二日

Independent Auditor's Report

獨立核數師報告

恒健會計師行有限公司

HLM CPA LIMITED

Certified Public Accountants

Room 305, Arion Commercial Centre
2-12 Queen's Road West, Hong Kong.
香港皇后大道西2-12號聯發商業中心305室
Tel 電話: (852) 3103 6980
Fax 傳真: (852) 3104 0170
E-mail 電郵: hlm@hlm.com.hk

TO THE MEMBERS OF RADFORD CAPITAL INVESTMENT LIMITED (Incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Radford Capital Investment Limited 萊福資本投資有限公司 (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 37 to 119, which comprise the consolidated statement of financial position as at 31st December 2012, and the 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 the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with our agreed terms of engagement, 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.

致萊福資本投資有限公司各股東

(於開曼群島註冊成立之有限公司)

本核數師已審核刊於第37至119頁萊福資本投資有限公司(「**貴公司**」)及其附屬公司(統稱「**貴集團**」)之綜合財務報表,其中包括於二零一二年十二月三十一日之綜合財務狀況表,以及截至該日止年度之綜合全面收益表、綜合權益變動報表及綜合現金流量表,以及主要會計政策概要及其他解釋資料。

董事就綜合財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及《香港公司條例》之披露規定編製可真實與公平地呈列之綜合財務報表。並落實董事認為必要之相關內部監控,以使該等綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述。

核數師之責任

本核數師之責任是根據吾等之審核結果,對該等綜合財務報表發表意見,並按照吾等之協定委聘條款謹向全體股東報告吾等之意見,除此之外,本報告不作其他用途。吾等不會就本報告之內容對任何其他人士承擔或負上責任。吾等已根據香港會計師公會頒佈之香港核數準則進行審核。該等準則要求吾等遵守道德規範,並規劃及執行審核,以合理地確定綜合財務報表是否不存有任何重大錯誤陳述。

Independent Auditor's Report

獨立核數師報告

AUDITOR'S RESPONSIBILITY (continued)

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

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

OPINION

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

HLM CPA LIMITED

Certified Public Accountants

Ho Pak Tat

Practice certificate number: P05215

Hong Kong, 22nd March 2013

核數師之責任 (續)

審核涉及執程序以獲取有關綜合財務報表所載數額及披露資料之審核憑證。所選定之程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。在評估該等風險時，核數師考慮與實體編製可真實與公平地呈列之綜合財務報表相關之內部監控，以按情況設計適當之審核程序，但並非旨在對實體之內部監控之成效發表意見。審核亦包括評價董事所採用之會計政策是否合適及所作出之會計估算是否合理，以及評價綜合財務報表之整體呈列。

本核數師相信，吾等已獲取充足及合適之審核憑證，以為吾等之審核意見提供基礎。

意見

本核數師認為，該等綜合財務報表已根據香港財務報告準則真實與公平地反映貴集團於二零一二年十二月三十一日之財務狀況及貴集團截至該日止年度之虧損及現金流量，並已按照《香港公司條例》之披露規定妥為編製。

恒健會計師行有限公司

執業會計師

何伯達

執業證書編號：P05215

香港，二零一三年三月二十二日

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

			2012 二零一二年	2011 二零一一年
		Notes 附註	HK\$ 港元	HK\$ 港元
Revenue	收益	(6)	1,113,316	130,931
Net realised loss on disposal of financial assets designated as held for trading	出售被指定為持作買賣之財務資產已變現虧損淨額		(20,375,787)	(85,723,224)
Net unrealised loss on financial assets designated as held for trading	被指定為持作買賣之財務資產未變現虧損淨額		(39,101,747)	(115,020,741)
Other operating income	其他營運收入	(6)	2,191,796	1,057,271
Administrative and other operating expenses	行政及其他營運開支		(16,817,947)	(12,325,231)
Loss from operations	經營虧損		(72,990,369)	(211,880,994)
Finance costs	財務費用	(8)	(753,652)	(2,035,177)
Loss before taxation	除稅前虧損		(73,744,021)	(213,916,171)
Taxation	稅項	(9)	-	-
Loss for the year attributable to members	股東應佔年內虧損	(10)	(73,744,021)	(213,916,171)
Other comprehensive income	其他全面收入		-	-
Total comprehensive loss attributable to members	股東應佔全面虧損總額		(73,744,021)	(213,916,171)
Loss per share Basic and diluted	每股虧損 基本及攤薄	(14)	(0.057)	(0.798)

Consolidated Statement of Financial Position

綜合財務狀況表

At 31st December 2012 於二零一二年十二月三十一日

		Notes 附註	2012 二零一二年 HK\$ 港元	2011 二零一一年 HK\$ 港元
Non-current asset	非流動資產			
Property, plant and equipment	物業、廠房及設備	(15)	125,443	193,809
Current assets	流動資產			
Financial assets designated as held for trading	被指定為持作買賣之財務資產	(16)	183,312,798	159,973,781
Accounts receivable, deposit and prepayment	應收款項、按金及預付款項	(17)	527,532	7,202,066
Cash and bank balances	現金及銀行結餘	(18)	6,932,287	6,651,963
			190,772,617	173,827,810
Current liabilities	流動負債			
Creditors and accrued expenses	應付款項及預提費用	(19)	4,714,370	395,100
Borrowings	借貸	(20)	-	50,421,918
			4,714,370	50,817,018
Net current assets	流動資產淨值		186,058,247	123,010,792
Net assets	資產淨值		186,183,690	123,204,601
Capital and reserves	資本及儲備			
Share capital	股本	(21)	16,314,813	21,466,408
Reserves	儲備	(23)	169,868,877	101,738,193
Total equity	權益總額		186,183,690	123,204,601

The consolidated financial statements on pages 37 to 119 were approved and authorised for issue by the Board of Directors on 22nd March 2013 and are signed on its behalf by:

第37至119頁所載綜合財務報表已於二零一三年三月二十二日獲董事會批准及授權刊發，並由以下董事代表簽署：

Shimazaki Koji

鳴崎幸司

Director

董事

Chung Yuk Lun

鍾育麟

Director

董事

Consolidated Statement of Changes in Equity

綜合權益變動報表

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

		Share capital	Share premium	Share option reserves	Capital redemption reserves	Accumulated losses	Total
		股本	股份溢價	購股權儲備	資本贖回 儲備	累計虧損	總計
		HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元	港元
At 1st January 2011	於二零一一年一月一日	143,109,384	502,412,999	-	168,800	(359,182,680)	286,508,503
Total comprehensive loss	全面虧損總額	-	-	-	-	(213,916,171)	(213,916,171)
Capital reduction	股本削減	(128,798,446)	-	-	-	128,798,446	-
Rights issue	供股	7,155,470	46,510,549	-	-	-	53,666,019
Shares issue expenses	發行股份開支	-	(3,053,750)	-	-	-	(3,053,750)
At 31st December 2011 and 1st January 2012	於二零一一年十二月三十一日及 二零一二年一月一日	21,466,408	545,869,798	-	168,800	(444,300,405)	123,204,601
Total comprehensive loss	全面虧損總額	-	-	-	-	(73,744,021)	(73,744,021)
Rights issue	供股	85,865,630	38,318,862	-	-	-	124,184,492
Share option benefits	購股權福利	-	-	851,889	-	-	851,889
Exercise of share options	行使購股權	2,144,000	1,829,553	(851,889)	-	-	3,121,664
Capital reduction	股本削減	(98,528,434)	-	-	-	98,528,434	-
Bonus issue	紅股發行	3,262,963	(3,262,963)	-	-	-	-
Exercise of bonus warrants	行使紅利認股權證	2,104,246	8,416,988	-	-	-	10,521,234
Shares issue expenses	發行股份開支	-	(1,956,169)	-	-	-	(1,956,169)
At 31st December 2012	於二零一二年十二月三十一日	16,314,813	589,216,069	-	168,800	(419,515,992)	186,183,690

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

		2012 二零一二年 HK\$ 港元	2011 二零一一年 HK\$ 港元
Operating activities	經營活動		
Loss for the year	年內虧損	(73,744,021)	(213,916,171)
Adjustments for:	經以下各項調整：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	58,548	292,046
Impairment loss on non-refundable deposit	不可退還按金之減值虧損	2,500,000	–
Net unrealised loss on financial assets designated as held for trading	被指定為持作買賣之財務資產未變現虧損淨額	39,101,747	115,020,741
Net realised loss on disposal of financial assets designated as held for trading	出售被指定為持作買賣之財務資產之已變現虧損淨額	20,375,787	85,723,224
Net loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損淨額	15,078	1,203,352
Share based payments	股份付款	851,889	–
Interest expenses	利息開支	753,652	2,035,177
Interest income	利息收入	(1,737)	–
Dividend income from financial assets designated as held for trading	被指定為持作買賣之財務資產股息收入	(1,113,316)	(130,931)
Operating cash outflows before movements in working capital	營運資金變動前經營現金流出	(11,202,373)	(9,772,562)
Decrease (increase) in accounts receivable, deposit and prepayment	應收款項、按金及預付款項減少(增加)	4,174,534	(6,809,864)
Increase (decrease) in creditors and accrued expenses	應付款項及預提費用增加(減少)	4,319,270	(1,665,060)
Cash used in operations	經營所動用現金	(2,708,569)	(18,247,486)
Interest paid	已付利息	(1,175,570)	(1,613,259)
Net cash used in operating activities	經營活動所動用現金淨額	(3,884,139)	(19,860,745)

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

		2012 二零一二年	2011 二零一一年
		HK\$ 港元	HK\$ 港元
		Note 附註	
Investing activities	投資活動		
Interest received	已收利息	1,737	-
Dividend received from financial assets designated as held for trading	已收被指定為持作買賣之財務資產股息	1,113,316	130,931
Purchase of financial assets designated as held for trading	購買被指定為持作買賣之財務資產	(287,349,879)	(491,230,592)
Proceeds from disposal of financial assets designated as held for trading	出售被指定為持作買賣之財務資產所得款項	204,533,328	403,917,270
Payments for property, plant and equipment	支付物業、廠房及設備款項	(5,260)	(21,668)
Net cash used in investing activities	投資活動所動用現金淨額	(81,706,758)	(87,204,059)
Financing activities	融資活動		
Net proceeds from issue of shares	發行股份之所得款項淨額	135,871,221	50,612,269
Proceeds from borrowings	借貸收益	-	240,000,000
Repayment of borrowings	償還借貸	(50,000,000)	(190,000,000)
Net cash generated from financing activities	融資活動所產生現金淨額	85,871,221	100,612,269
Net increase (decrease) in cash and cash equivalents	現金及現金等價物增加(減少)淨額	280,324	(6,452,535)
Cash and cash equivalents at the beginning of year	年初之現金及現金等價物	6,651,963	13,104,498
Cash and cash equivalents at the end of year	年末之現金及現金等價物	6,932,287	6,651,963
Cash and cash equivalents represent:	現金及現金等價物指：		
Cash and bank balances	現金及銀行結餘	(18) 6,932,287	6,651,963

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

1. GENERAL

The Company is a company incorporated in the Cayman Islands with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Its registered office is at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and its principal place of business in Hong Kong is at Room 2601, 26/F, China United Centre, No. 28 Marble Road, North Point, Hong Kong.

The Group is principally engaged in investment holding and trading of financial assets designated as held for trading.

The consolidated financial statements are presented in Hong Kong dollars, which is the same as the functional currency of the Company.

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

The accounting policies and methods of computation used in these consolidated financial statements are the same as those followed in the preparation of the Group’s consolidated financial statements for the year ended 31st December 2011, except for the following amendments to HKFRSs issued by the Hong Kong Institutes of Certified Public Accountants (the “**HKICPA**”) that the Group has applied for the first time in the current year. The application of these new and revised HKFRSs has had no impact on the Group’s financial performance and positions for the current and prior years but may affect the accounting for future transactions or arrangements.

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

1. 一般資料

本公司為一間於開曼群島註冊成立之有限公司，其股份在香港聯合交易所有限公司（「**聯交所**」）上市。本公司之註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands，而其香港主要營業地點位於香港北角馬寶道28號華匯中心26樓2601室。

本集團主要從事投資控股及買賣被指定為持作買賣之財務資產。

綜合財務報表以港元呈報，與本公司之功能貨幣相同。

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

於該等綜合財務報表所採用之會計政策及計算方法與編製截至二零一一年十二月三十一日止年度之本集團綜合財務報表所採用者相同，惟本集團於本年度首次應用之由香港會計師公會（「**香港會計師公會**」）頒佈之香港財務報告準則之下列修訂除外。應用該等新訂及經修訂香港財務報告準則對本集團於本年度及過往年度之財務表現及狀況並無影響，惟可能影響未來交易或安排之會計處理方法。

香港財務報告準則 第7號（修訂本）	披露－轉讓財務資產
香港財務報告準則 第1號（修訂本）	嚴重極端通貨膨脹及 就首次採納者剔 除固定日期
香港會計準則 第12號（修訂本）	遞延稅項：收回相關 資產

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

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

New and revised HKFRSs in issue but not yet effective

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

HKFRS 1 (Amendments)	Government Loans ²
HKFRS 9 (Revised)	Financial Instruments ⁴
HKFRS 10	Consolidated Financial Statements ²
HKFRS 11	Joint Arrangements ²
HKFRS 12	Disclosures of Interests in Other Entities ²
HKFRS 13	Fair Value Measurement ²
HKFRS 7 (Amendments)	Disclosures – Offsetting Financial Assets and Financial Liabilities ²
HKFRS 10, HKFRS 11 and HKFRS 12 (Amendments)	Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance ²
HKFRS 10, HKFRS 12 and HKAS 27 (as revised in 2011) (Amendments)	Investment Entities ³
HKAS 1 (Amendments)	Presentation of Items of Other Comprehensive Income ¹
HKAS 19 (as revised in 2011)	Employee Benefits ²

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並無提早應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則 第1號(修訂本)	政府貸款 ²
香港財務報告準則 第9號(經修訂)	財務工具 ⁴
香港財務報告準則 第10號	綜合財務報表 ²
香港財務報告準則 第11號	合營安排 ²
香港財務報告準則 第12號	披露於其他實體之 權益 ²
香港財務報告準則 第13號	公平值計量 ²
香港財務報告準則 第7號(修訂本)	披露—抵銷財務資產 及財務負債 ²
香港財務報告準則 第10號、香港財務 報告準則第11號及 香港財務報告準則 第12號(修訂本)	綜合財務報表、 合營安排及披露 於其他實體之權 益：過渡指引 ²
香港財務報告準則 第10號、香港財務 報告準則第12號及 香港會計準則第27號 (於二零一一年 經修訂)(修訂本)	投資實體 ³
香港會計準則第1號 (修訂本)	其他全面收益項目之 呈列 ¹
香港會計準則第19號 (於二零一一年 經修訂)	僱員福利 ²

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

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

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

HKAS 27 (as revised in 2011)	Separate Financial Statements ²
HKAS 28 (as revised in 2011)	Investments in Associates and Joint Ventures ²
HKAS 32 (Amendments) Amendments to HKFRSs	Offsetting Financial Assets and Financial Liabilities ³ Annual Improvements to HKFRSs 2009-2011 Cycle except for the amendments to HKAS 1 ²
HK (IFRIC) – Int 20	Stripping Costs in the Production Phase of a Surface Mine ²

¹ Effective for annual periods beginning on or after 1st July 2012.

² Effective for annual periods beginning on or after 1st January 2013.

³ Effective for annual periods beginning on or after 1st January 2014.

⁴ Effective for annual periods beginning on or after 1st January 2015.

HKFRS 9 Financial Instruments

HKFRS 9 issued in 2009 introduced new requirements for the classification and measurement of financial assets. HKFRS 9 was amended in 2010 to include requirements for the classification and measurement of financial liabilities and for derecognition.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新訂及經修訂香港財務報告準則（續）

香港會計準則第27號 （於二零一一年 經修訂）	獨立財務報表 ²
香港會計準則第28號 （於二零一一年 經修訂）	於聯營公司及 合營企業之投資 ²
香港會計準則第32號 （修訂本）	抵銷財務資產及 財務負債 ³
香港財務報告準則之 修訂	二零零九年及二零 一一年週期之香 港財務報告準則 年度改進（香港 會計準則第1號之 修訂除外） ²
香港（國際財務報告 詮釋委員會） — 詮釋第20號	露天礦場生產階段之 剝採成本 ²

¹ 於二零一二年七月一日或以後開始之年度期間生效。

² 於二零一三年一月一日或以後開始之年度期間生效。

³ 於二零一四年一月一日或以後開始之年度期間生效。

⁴ 於二零一五年一月一日或以後開始之年度期間生效。

香港財務報告準則第9號財務工具

於二零零九年頒佈之香港財務報告準則第9號引入財務資產分類及計量之新規定。於二零一零年經修訂之香港財務報告準則第9號增設財務負債之分類及計量以及取消確認之規定。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

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

HKFRS 9 Financial Instruments (continued)

Key requirements of HKFRS 9 are described as follows:

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

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第9號財務工具（續）

香港財務報告準則第9號之主要規定列述如下：

- 屬香港會計準則第39號財務工具：確認及計量範圍內之所有已確認財務資產其後均須按攤銷成本或公平值計量。具體而言，目的為收集合約現金流量之業務模式內所持有，以及合約現金流量僅為償還本金及尚未償還本金所產生利息之債務投資，一般於其後報告期間按攤銷成本計量。所有其他債務投資及股本投資均於其後會計期間末按公平值計量。此外，根據香港財務報告準則第9號，實體可作出不可撤回選擇以於其他全面收益呈列股本投資（並非持作買賣）之其後公平值變動，而一般僅於損益內確認股息收入。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

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

HKFRS 9 Financial Instruments (continued)

- With regard to the measurement of financial liabilities designated as at fair value through profit or loss, HKFRS 9 requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value of financial liabilities attributable to changes in the financial liabilities' credit risk are not subsequently reclassified to profit or loss. Previously, under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as fair value through profit or loss was presented in profit or loss.

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

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

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第9號財務工具

（續）

- 就指定為按公平值計入損益之財務負債之計量而言，香港財務報告準則第9號規定，因財務負債信貸風險有變而導致其公平值變動之款額乃於其他全面收益呈列，除非於其他全面收益確認負債之信貸風險變動影響會導致或擴大於損益之會計錯配。財務負債信貸風險變動導致之財務負債公平值變動其後不會重新分類至損益。過往，根據香港會計準則第39號，指定為按公平值計入損益之財務負債公平值變動之全部金額於損益內呈列。

香港財務報告準則第9號於二零一五年一月一日或以後開始之年度期間生效，並可提早應用。

董事預期，未來採納香港財務報告準則第9號可能會對就本集團財務資產及財務負債所呈報之數額構成重大影響。就本集團之財務資產及財務負債而言，在詳細審閱完成前提供有關影響之合理估計並不可行。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

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

New and revised standards on consolidation, joint arrangements, associates and disclosures

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

Key requirements of these five standards are described below.

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

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

有關綜合、合營安排、聯營公司及披露之新訂及經修訂準則

於二零一一年六月，有關綜合、合營安排、聯營公司及披露之一套共五項準則獲頒佈，包括香港財務報告準則第10號、香港財務報告準則第11號、香港財務報告準則第12號、香港會計準則第27號（於二零一一年經修訂）及香港會計準則第28號（於二零一一年經修訂）。

此五項準則之主要規定列述如下。

香港財務報告準則第10號取代香港會計準則第27號綜合及個別財務報表內有關綜合財務報表之部分。香港（常設詮釋委員會）－詮釋第12號綜合－特殊目的實體將於香港財務報告準則第10號生效當日撤回。根據香港財務報告準則第10號，目前僅有一個綜合基準，即控制權。此外，香港財務報告準則第10號包括控制權之新定義，其中包括三個元素：(a)對投資對象的權力；(b)自參與投資對象營運所得不同回報之風險或權利；及(c)能夠運用對投資對象之權力以影響投資者回報金額。香港財務報告準則第10號已就複雜情況之處理方法加入詳細指引。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

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

New and revised standards on consolidation, joint arrangements, associates and disclosures (continued)

HKFRS 11 replaces HKAS 31 Interests in Joint Ventures. HKFRS 11 deals with how a joint arrangement of which two or more parties have joint control should be classified. HK (SIC) – Int 13 Jointly Controlled Entities – Non-monetary Contributions by Venturers will be withdrawn upon the effective date of HKFRS 11. Under HKFRS 11, joint arrangements are classified as joint operations or joint ventures, depending on the rights and obligations of the parties to the arrangements. In contrast, under HKAS 31, there are three types of joint arrangements: jointly controlled entities, jointly controlled assets and jointly controlled operations. In addition, joint ventures under HKFRS 11 are required to be accounted for using the equity method of accounting, whereas jointly controlled entities under HKAS 31 can be accounted for using the equity method of accounting or proportionate consolidation.

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

In July 2012, the amendments to HKFRS 10, HKFRS 11 and HKFRS 12 were issued to clarify certain transitional guidance on the application of these five HKFRSs for the first time.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」） （續）

有關綜合、合營安排、聯營公司及披露 之新訂及經修訂準則（續）

香港財務報告準則第11號取代香港會計準則第31號於合營企業之權益。香港財務報告準則第11號訂明由兩名或以上人士擁有共同控制權之合營安排應如何分類。香港（常設詮釋委員會）－詮釋第13號共同控制實體－合營者之非貨幣性投入將於香港財務報告準則第11號生效當日撤回。根據香港財務報告準則第11號，合營安排歸類為合營業務或合營企業，具體視乎各方於該等安排下之權利及責任而釐定。相對而言，根據香港會計準則第31號，合營安排分為三個不同類別：共同控制實體、共同控制資產及共同控制業務。此外，根據香港財務報告準則第11號之合營企業須採用會計權益法入賬，而根據香港會計準則第31號之共同控制實體可以會計權益法或按比例綜合法入賬。

香港財務報告準則第12號為一項披露準則，適用於於附屬公司、合營安排、聯營公司及／或未綜合結構實體擁有權益之實體。整體而言，香港財務報告準則第12號所載之披露規定較現行準則所規定者更為全面。

於二零一二年七月，已頒佈對香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號之修訂，以對首次應用該等五項香港財務報告準則之若干過渡性指引作出澄清。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

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

New and revised standards on consolidation, joint arrangements, associates and disclosures

(continued)

These five standards, together with the amendments relating to the transitional guidance, are effective for annual periods beginning on or after 1st January 2013 with earlier application permitted provided all of these standards are applied at the same time.

The directors anticipate that these five standards will be adopted in the Group's consolidated financial statements for the annual period beginning 1st January 2013. The application of these five standards may have impact on amounts reported in the consolidated financial statements. However, the directors have not yet performed a detailed analysis of the impact of the application of these standards and hence have not yet quantified the extent of the impact.

HKFRS 13 Fair Value Measurement

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

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

有關綜合、合營安排、聯營公司及披露之新訂及經修訂準則（續）

此五項準則連同有關過渡性指引之修訂於二零一三年一月一日或以後開始之年度期間生效，並獲准提早應用，惟所有該等準則須同時應用。

董事預期，本集團將會就二零一三年一月一日開始之年度期間之綜合財務報表採納此等五項準則。應用此等五項準則可能對綜合財務報表所呈報金額構成影響。然而，董事並未就應用此等準則之影響進行詳細分析，因此未能量化計算該影響之程度。

香港財務報告準則第13號公平值計量
香港財務報告準則第13號確立有關公平值計量及披露公平值計量資料之單一指引。該準則界定公平值，確立計量公平值之框架及有關公平值計量之披露規定。香港財務報告準則第13號之範圍廣泛；其適用於其他香港財務報告準則規定或允許公平值計量及披露公平值計量資料之財務工具項目及非財務工具項目，惟特定情況除外。整體而言，香港財務報告準則第13號所載之披露規定較現行準則之規定更為全面。例如，現時僅規限香港財務報告準則第7號財務工具：披露所述財務工具之三個公平值等級之量化及定性披露資料將藉香港財務報告準則第13號加以擴展，以涵蓋其範圍內之所有資產及負債。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

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

HKFRS 13 Fair Value Measurement (continued)

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

The directors anticipate that the application of the new standard may affect certain amounts reported in the consolidated financial statements and result in more extensive disclosures in the consolidated financial statements.

Amendments to HKAS 1 Presentation of Items of Other Comprehensive Income

The amendments to HKAS 1 introduce new terminology for the statement of comprehensive income and income statement. Under the amendments to HKAS 1, a statement of comprehensive income is renamed as a statement of profit or loss and other comprehensive income and an income statement is renamed as a statement of profit or loss. The amendments to HKAS 1 retain the option to present profit or loss and other comprehensive income in either a single statement or in two separate but consecutive statements. However, the amendments to HKAS 1 require items of other comprehensive income to be grouped into two categories in the other comprehensive income section: (a) items that will not be reclassified subsequently to profit or loss and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis. The amendments do not change the option to present items of other comprehensive income either before tax or net of tax.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第13號公平值計量（續）

香港財務報告準則第13號於二零一三年一月一日或以後開始之年度期間生效，並可提早應用。

董事預期應用該新訂準則可能會影響綜合財務報表呈列之若干數額，並導致須於綜合財務報表披露更為全面之資料。

香港會計準則第1號之修訂其他全面收益項目之呈列

香港會計準則第1號之修訂於全面收益表及收益表引入新術語。根據香港會計準則第1號之修訂，全面收益表改名為損益及其他全面收益表，而收益表則改名為損益表。香港會計準則第1號之修訂保留以單一報表或兩個分開但連續之報表之方式以呈列損益表及其他全面收益之選擇權。然而，香港會計準則第1號之修訂要求於其他全面收益部分中作出額外披露，以使其他全面收益內之項目分為兩類：(a)不會於其後重新分類至損益表之項目；及(b)於符合特定條件時可能於其後重新分類至損益表之項目。其他全面收益項目之所得稅須按相同基準分配。該等修訂並無改變按除稅前或除稅後呈列其他全面收入項目之選擇權。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

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

Amendments to HKAS 1 Presentation of Items of Other Comprehensive Income (continued)

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

Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (as revised in 2011) – Investment Entities

The amendment to HKFRS 10 introduce an exception to consolidating subsidiaries for an investment entity, except where the subsidiaries provide services that relate to the investment entity’s investment activities. Under the amendments to HKFRS 10, an investment entity is required to measure its interest in subsidiaries at fair value through profit or loss.

To qualify as in investment entity, certain criteria have to be met. Specifically, an entity is required to:

- Obtain funds from one or more investors for the purpose of providing them with professional investment management services;
- Commit to its investor(s) that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both; and
- Measure and evaluate performance of substantially all of its investments on a fair value basis.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港會計準則第1號之修訂其他全面收益項目之呈列（續）

香港會計準則第1號之修訂於二零一二年七月一日或其後開始之年度期間生效。當於未來會計期間應用該等修訂時，其他全面收益項目之呈列將予相應修訂。

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號（於二零一一年經修訂）－投資實體之修訂

香港財務報告準則第10號之修訂引入為投資實體合併附屬公司屬例外之情況，惟倘附屬公司提供與該投資實體之投資活動有關之服務則除外。根據香港財務報告準則第10號之修訂，一間投資實體須計量其持有之附屬公司權益，並按公平值於損益中列賬。

須達成若干條件方可符合投資實體之資格。具體而言，一間實體需要：

- 向一名或以上投資者取得資金，藉以向彼等提供專業投資管理服務；
- 向其投資者承諾，其以資金作出投資之業務宗旨，純粹為資本增值、投資收入或結合兩者之回報；及
- 其大部分投資之表現均按公平值基準計量及評估。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

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

Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (as revised in 2011) – Investment Entities

(continued)

Consequential amendments to HKFRS 12 and HKAS 27 (as revised in 2011) have been made to introduce new disclosure requirements for investment entities.

The amendments to HKFRS 10, HKFRS 12 and HKAS 27 (as revised in 2011) are effective from annual periods beginning on or after 1st January 2014 with early application permitted. The directors is in the process of assessing the potential impact of the new HKFRSs but is not yet in a position to determine whether the new HKFRSs will have a significant impact on how its results of operations and financial position are prepared and presented. The new HKFRSs may result in changes in the future as to how the results and financial position are prepared and presented.

The directors anticipate that the application of other new or revised standards, amendments and interpretations will have no material impact on results and financial position of the Group.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號（於二零一一年經修訂）－投資實體之修訂（續）

已對香港財務報告準則第12號及香港會計準則第27號（於二零一一年經修訂）作出相應修訂，以引入對投資實體之新披露規定。

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號（於二零一一年經修訂）之修訂於二零一四年一月一日或之後開始之年度期間生效，並獲准提早應用。董事現正評估該等新香港財務報告準則之潛在影響，但尚未能斷定該等新香港財務報告準則會否對經營業績及財務狀況之編製及呈列方式造成重大影響。該等新香港財務報告準則或會導致業績及財務狀況之編製及呈列方式變動。

董事預計應用其他新訂或經修訂準則、修訂及詮釋不會對本集團之業績及財務狀況構成重大影響。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

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

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

The principal accounting policies are set out below.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including special purpose entities) controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

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

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

3. 主要會計政策

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表包括聯交所證券上市規則及香港公司條例所規定之適用披露資料。

綜合財務報表乃根據歷史成本基準編製，惟若干按公允價值計量之財務工具則作別論，詳見下文所載之會計政策。歷史成本通常基於以換取資產所作出之代價之公允價值。

主要會計政策載列如下。

綜合基準

綜合財務報表包括本公司及受本公司控制之實體（包括特殊目的公司）（其附屬公司）之財務報表。控制權於本公司有權監管該實體之財務及經營政策以獲得其業務利益時取得。

於有需要時，將對附屬公司之會計政策作出調整，以致使彼等之會計政策與本集團其他成員公司所採用者一致。

集團內各公司間之所有交易、結餘、收入及開支已於綜合賬目時對銷。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Revenue recognition

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Leasing

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

The Group as lessee

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

3. 主要會計政策 (續)

收入確認

投資之股息收入於股東確立收取付款之權利時確認(惟經濟利益將可能流入本集團及其收入金額能可靠計量則除外)。

財務資產之利息收入當於經濟利益可能流入本集團,及收入金額能可靠計量時予以確認。利息收入乃參照未償還本金及適用之實際利率按時間基準累計,而實際利率為透過財務資產之預期年期將未來現金收入準確折現至資產於初步確認日期之賬面淨值之比率。

租約

凡租約條款訂明與擁有權有關之所有風險及回報絕大部分轉移予承租人之租約,均分類為融資租約。所有其他租約分類為經營租約。

本集團作為承租人

經營租約租金按有關租期以直線法確認為開支,除非另有系統基準更能代表使用租賃資產經濟利益之時間模式則除外。經營租約所產生之或然租金於產生期間確認為開支。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Leasing (continued)

The Group as lessee (continued)

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

Foreign currencies

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

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

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;

3. 主要會計政策 (續)

租約 (續)

本集團作為承租人 (續)

倘於訂立經營租約時收取租賃優惠，則有關優惠確認為負債。優惠之總利益以直線法確認為租金開支減少，除非另有系統基準更能代表使用租賃資產經濟利益之時間模式則除外。

外幣

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣（外幣）進行之交易按交易日期之現行匯率確認。於報告期末，以外幣計值之貨幣項目按該日之現行匯率重新換算。按公允價值列值並以外幣計值之非貨幣項目按釐定公允價值當日之現行匯率重新換算。按歷史成本以外幣計值之非貨幣項目不予重新換算。

貨幣項目之匯兌差額於產生期間在損益中確認，惟以下各項除外：

- 當以供日後生產使用之在建資產之外幣借貸匯兌差額被視為外幣借貸之利息成本之調整時，匯兌差額計入該等資產之成本；

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Foreign currencies (continued)

- exchange differences on transactions entered into in order to hedge certain foreign currency risks; and
- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

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

Borrowing costs

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

3. 主要會計政策 (續)

外幣 (續)

- 為對沖若干外幣風險訂立之交易之匯兌差額；及
- 應收或應付一項海外業務之貨幣項目匯兌差額，其並無計劃結算，及發生結算之可能性亦不大。因此，其為海外業務投資淨額之一部份，並初步於其他全面收入確認及於償還貨幣項目時由權益重新分類至損益。

就呈列綜合財務報表而言，本集團海外業務（如有）之資產與負債按各報告期末之現行匯率換算為本集團之呈列貨幣（港元），其收支項目乃按期內平均匯率換算，惟倘期內匯率波動較大，則使用交易日期之匯率。所產生之匯兌差額（如有）確認為其他全面收入及於權益之外幣換算儲備（於適合時歸屬於非控股權益）中累計。

借貸成本

因收購、建造或生產合資格資產（即需要頗長時間方能達致擬定用途或出售之資產）而直接產生之借貸成本會加入該等資產之成本，直至該等資產大致上可作擬定用途或出售為止。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Borrowing costs *(continued)*

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

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

Retirement benefit schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance, for all those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees’ basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme.

Share-based payment arrangements

Share-based payment transactions of the Company

For grants of share options that are conditional upon satisfying specified vesting conditions, the fair value of services received is determined by reference to the fair value of share options granted at the date of grant and is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share options reserve).

3. 主要會計政策 (續)

借貸成本 (續)

於用作合資格資產開支前作短暫投資之特定借貸所賺取之投資收入，自合資格撥充資本之借貸成本中扣除。

所有其他借貸成本均於其產生之期間於損益確認。

退休福利計劃

本集團根據強制性公積金計劃條例，設有定額供款強制性公積金退休福利計劃（「強積金計劃」）。強積金計劃為合資格參與強積金計劃之所有僱員而設。根據強積金計劃之規定，供款按僱員基本薪金之若干百分比釐定，並於應付供款時在損益中扣除。強積金計劃之資產與本集團之資產分開並以獨立管理基金持有。向強積金計劃供款後，本集團之僱主供款即悉數撥歸僱員所有。

股份款項安排

本公司之股份款項交易

就授出須達成指定歸屬條件之購股權而言，已收取服務之公允價值參照授出日期已授出購股權之公允價值而釐定，並於歸屬期間按直線法支銷，而權益（購股權儲備）則相應增加。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Share-based payment arrangements *(continued)*

Share-based payment transactions of the Company

(continued)

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share options reserve.

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

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

Taxation

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

Current tax

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

3. 主要會計政策 (續)

股份款項安排 (續)

本公司之股份款項交易 (續)

於報告期末，本集團修訂其對預期最終歸屬之購股權數目之估計。修訂原先估計之影響（如有）在損益確認（累計開支反映經修訂估計），並對購股權儲備作出相應調整。

就於授出日期即時歸屬之購股權而言，已授出購股權之公允價值即時於損益內支銷。

購股權獲行使時，先前於購股權儲備中確認之金額會轉撥至股份溢價。當購股權於歸屬日期後被沒收或到屆滿日仍未被行使時，先前於購股權儲備中確認之金額會轉撥至保留盈利。

稅項

所得稅開支為即期應繳稅項與遞延稅項之總額。

即期稅項

即期應繳稅項根據年內應課稅溢利計算。應課稅溢利有別於綜合全面收益表內呈報之「除稅前溢利」，乃因其他年度之應課稅或可扣減收支項目，及毋須課稅或不獲扣減之項目所導致。本集團之即期稅項負債按於報告期末已實施或大致上已實施之稅率計算。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Taxation (continued)

Deferred tax

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

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

3. 主要會計政策 (續)

稅項 (續)

遞延稅項

遞延稅項按綜合財務報表內資產及負債賬面值與計算應課稅溢利所用相應稅基間之臨時性差異確認。遞延稅項負債一般按所有應課稅之臨時性差異確認。倘有可能出現可用以抵銷可扣減之臨時性差異之應課稅溢利，則一般就所有可扣減之臨時性差異確認遞延稅項資產。倘臨時性差異乃因商譽或初步確認（業務合併之情況下除外）不影響應課稅溢利或會計溢利之交易中之其他資產及負債而引致，則不會確認有關資產及負債。

遞延稅項負債按與於附屬公司及聯營公司之投資以及於合營公司之權益有關之應課稅臨時性差異確認，惟本集團可控制撥回臨時性差異及不大可能於可見將來撥回臨時性差異則除外。於有足夠應課稅溢利可供動用臨時性差異之利益，且預期會於可見將來撥回之情況下，方會確認因與該等投資及權益有關之可扣減臨時性差異而產生之遞延稅項資產。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Taxation *(continued)*

Deferred tax *(continued)*

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 assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

Current and deferred tax for the year

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

3. 主要會計政策 (續)

稅項 (續)

遞延稅項 (續)

遞延稅項資產之賬面值於報告期末進行審閱。倘不大可能有足夠應課稅溢利用作收回全部或部份資產，則會調減遞延稅項資產之賬面值。

遞延稅項資產及負債按照於報告期末已實施或大致實施之稅率（及稅法），以預計於償還負債或變現資產之期間內適用之稅率計算。

遞延稅項負債及資產之計量反映出於報告期末將依循本集團所預計收回資產或償還負債賬面值之方式之稅務後果。

年內即期及遞延稅項

即期及遞延稅項於損益內確認，惟倘即期及遞延稅項關於在其他全面收入或直接在權益確認之項目，則亦分別於其他全面收入或直接於權益確認。倘因業務合併之初步會計方法而產生即期稅項或遞延稅項，有關稅務影響會計入業務合併之會計方法內。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Property, plant and equipment

Property, plant and equipment are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful life, using the straight-line method, at the following rates:

Leasehold improvement	20%
Furniture and fixtures	20%
Office equipment	20%
Motor vehicle	20%

The estimated useful life, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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

3. 主要會計政策 (續)

物業、廠房及設備

物業、廠房及設備乃於綜合財務狀況表中以成本值減其後累計折舊及其後累計減值虧損(如有)列賬。

資產之折舊乃按下列費率以直線法按估計可使用年期撇銷其成本值減其剩餘價值計算:

租賃物業裝修	20%
傢俬及裝置	20%
辦公室設備	20%
汽車	20%

估計可使用年期、剩餘價值及折舊方法於各報告期末進行審閱,而任何估計變動的影響按預先基準入賬。

物業、廠房及設備項目乃於出售或預期持續使用該資產不會產生未來經濟利益時終止確認。出售或報廢物業、廠房及設備項目產生的任何收益或虧損釐定為資產銷售所得款項與賬面值的差額,並於損益內確認。

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財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Impairment of tangible and intangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets with finite useful life to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

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

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

3. 主要會計政策 (續)

有形及無形資產 (商譽除外) 減值

本集團於各報告期末審閱其有限可使用年期之有形及無形資產之賬面值，以釐定該等資產是否有任何減值虧損跡象。倘出現任何有關跡象，則會估計資產之可收回數額，以釐定減值虧損 (如有) 之程度。倘若不能估計個別資產之可收回金額，則本集團估算該資產所屬現金產生單位之可收回金額。在合理及一貫之分配基準可被確定之情況下，公司資產亦分配至個別現金產生單位，否則將分配至合理及一貫之分配基準可被確定之最小現金產生單位組別。

具無限可使用年期之無形資產及仍不可供使用之無形資產均至少每年及當資產可能出現減值跡象時進行減值測試。

可收回金額乃公允價值減銷售成本與使用價值之較高者。在評估使用價值時，估計未來現金流量使用稅前貼現率貼現至其現值，該貼現率反映貨幣時間價值之當前市場估計及估計未來現金流量尚未經調整之資產有關風險。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Impairment of tangible and intangible assets other than goodwill *(continued)*

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or the cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

When 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 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.

Provisions

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

3. 主要會計政策 (續)

有形及無形資產 (商譽除外) 減值 (續)

倘若資產 (或現金產生單位) 之可收回金額估計乃少於其賬面值, 則該資產 (或現金產生單位) 之賬面值削減至其可收回金額。減值虧損即時於損益內確認。

當減值虧損其後撥回, 該資產 (或現金產生單位) 之賬面值增至其可收回金額之經修訂估計值, 然而, 增加後之賬面值不得超過倘若該資產 (或現金產生單位) 過往年度並無確認減值虧損原應釐定之賬面值。減值虧損之撥回即時於損益內確認。

撥備

當本集團因過往事件而承擔現有責任 (法律或推定), 而本集團可能須償付該項責任及可以可靠地估計該項責任之金額時, 則會確認撥備。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Provisions (continued)

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

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

Financial instruments

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

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

3. 主要會計政策 (續)

撥備 (續)

確認為撥備之金額為於報告期末經計及有關責任之風險及不明朗因素後，對償付現有責任之所需代價之最佳估計。倘撥備使用償付現有責任之估計現金流量計量，則其賬面值為該等現金流量之現值（而金錢之時間價值影響屬重大）。

倘須用以償還撥備之部份或全部經濟利益預期將可自第三方收回，則當實質上肯定將收到償款且應收款項金額能可靠計量時，應收款項才確認為資產。

財務工具

當集團實體成為工具訂約條文之訂約方時，財務資產及財務負債乃予以確認。

財務資產及財務負債初步按公允價值計量。因收購或發行財務資產及財務負債（按公允價值計入損益之財務資產及財務負債除外）而直接產生之交易成本於首次確認時按適用情況加入或扣自該項財務資產或財務負債之公允價值。因收購按公允價值計入損益之財務資產或財務負債而直接產生之交易成本即時於損益確認。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

Financial assets

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

Effective interest method

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

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL.

3. 主要會計政策 (續)

財務工具 (續)

財務資產

財務資產分為如下指定類別：按公允價值計入損益（「按公允價值計入損益」）之財務資產、持至到期投資、可供出售（「可供出售」）財務資產及貸款及應收款項。上述分類取決於財務資產的性質及用途，乃於初次確認時確定。以常規方式購買或出售財務資產全部按交易日基準確認及取消確認。以常規方式購買或出售，指須於市場規則或慣例設定之時間框架內交付資產之財務資產購買或銷售。

實際利率法

實際利率法乃計算債務工具之攤銷成本及按有關期間攤分利息收入之方法。實際利率乃按債務工具之預計年期或（如適用）較短期間內準確折現估計未來現金收款（包括構成實際利率部份之已付或已收取之全部費用及利率點、交易成本及其他溢價或折讓）至於首次確認時之賬面淨值之利率。

債務工具之收入按實際利率基準確認，惟分類為按公允價值計入損益之財務資產除外。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

Financial assets (continued)

Financial assets at FVTPL

Financial assets are classified as at FVTPL when the financial asset is either held for trading or it is designated as at FVTPL.

A financial asset is classified as held for trading if:

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

A financial asset other than a financial asset held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or

3. 主要會計政策 (續)

財務工具 (續)

財務資產 (續)

按公允價值計入損益之財務資產

當財務資產被持作買賣或被指定為按公允價值計入損益時，其被歸類作按公允價值計入損益之財務資產。

倘符合下列任何一種情況，則財務資產分類為持作買賣：

- 收購財務資產之目的主要為於短期內出售；
- 於首次確認時該財務資產為由本集團共同管理之已識別財務工具投資組合之一部分，且近期有可短期獲利之實際趨勢；或
- 該財務資產為衍生工具，但並無指定為有效對沖工具。

倘符合下列任何一種情況，則財務資產（持作買賣之財務資產除外）可於首次確認時被指定為按公允價值計入損益之財務資產：

- 有關指定消除或大幅減低可能出現之計量或確認不一致之情況；
- 該財務資產構成一組財務資產或財務負債或兩者之一部分，並根據本集團既定風險管理或投資策略按公允價值基準管理及評估其表現，而該組別之資料則按該基準由內部提供；或

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

Financial assets (continued)

Financial assets at FVTPL (continued)

- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 Financial Instruments: Recognition and Measurement permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the “other gains and losses” line item in the consolidated statement of comprehensive income. Fair value is determined in the manner described in note 5.

Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturity dates that the Group has the positive intention and ability to hold to maturity. Subsequent to initial recognition, held-to-maturity investments are measured at amortised cost using the effective interest method less any impairment (see the accounting policy in respect of impairment losses on financial assets below).

3. 主要會計政策 (續)

財務工具 (續)

財務資產 (續)

按公允價值計入損益之財務資產 (續)

- 該財務資產構成包含一種或以上內含衍生工具之合約之一部分，而香港會計準則第39號財務工具：確認及計量允許整份合併合約（資產或負債）指定為按公允價值計入損益。

按公允價值計入損益之財務資產按公允價值列賬，而由重新計量產生之任何收益或虧損於損益確認。於損益確認之淨收益或虧損納入自財務資產賺取之任何股息或利息，並計入綜合全面收益表中「其他收益及虧損」項目內。公允價值乃按附註5中所述方式釐定。

持至到期投資

持至到期投資為具有固定或可釐定款項及固定到期日且本集團有正面意向及能力持有至到期之非衍生財務資產。於首次確認後，持至到期投資使用實際利率法按攤銷成本減任何減值列賬（見下文有關財務資產減值虧損之會計政策）。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

Financial assets (continued)

AFS financial assets

AFS financial assets are non-derivatives that are either designated as available-for-sale or are not classified as (a) loans and receivables, (b) held-to-maturity investments or (c) financial assets at FVTPL.

Equity and debt securities held by the Group that are classified as AFS financial assets. AFS financial assets are traded in an active market and are measured at fair value at the end of each reporting period. Changes in the fair value of AFS financial assets relating to interest income calculated using the effective interest method and dividends on AFS equity investments are recognised in profit or loss.

Other changes in the carrying amount of AFS financial assets are recognised in other comprehensive income and accumulated under the heading of investments revaluation reserve. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss (see the accounting policy in respect of impairment loss on financial assets below).

Dividends on AFS equity investments are recognised in profit or loss when the Group's right to receive the dividends has been established.

3. 主要會計政策 (續)

財務工具 (續)

財務資產 (續)

可供出售財務資產

可供出售財務資產乃指定為可供出售或並未分類為(a)貸款及應收款項、(b)持至到期投資或(c)按公允價值計入損益之財務資產之非衍生工具。

本集團持有之股本及債務證券均分類為可供出售財務資產。可供出售財務資產乃於活躍市場交易並於各報告期末按公允價值計量。採用實際利率法計算之與利息收入有關之可供出售財務資產公允價值變動及可供出售股本投資之股息均於損益確認。

可供出售財務資產賬面值之其他變動乃於其他全面收益確認並於投資重估儲備項下累計。當投資被出售或釐定為減值，則先前於投資重估儲備累計之累積收益或虧損乃重新分類至損益（見下文有關財務資產減值虧損之會計政策）。

可供出售股本投資之股息乃當本集團收取股息之權利已確定時於損益內確認。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments *(continued)*

Financial assets *(continued)*

AFS financial assets (continued)

When financial asset is disposed of or determined to be impaired, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss (see the accounting policy in respect of impairment loss on financial assets below).

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

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables (including accounts receivable, deposit and prepayment, cash and bank balances, and others) are measured at amortised cost using the effective interest method, less any impairment.

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

3. 主要會計政策 (續)

財務工具 (續)

財務資產 (續)

可供出售財務資產 (續)

當財務資產被出售或釐定為減值時，先前於投資重估儲備中累計之累計收益或虧損，將重新分類到損益中（見下文有關財務資產減值虧損之會計政策）。

在活躍市場並無市場報價，且未能可靠計量公允價值之可供出售股本投資，以及與該等無報價股本工具掛鉤並須以交付該等工具結算之衍生工具，均於各報告期末按成本減任何已識別減值虧損計算（見下文有關財務資產減值虧損之會計政策）。

貸款及應收款項

貸款及應收款項為款項固定或可釐定且並無在活躍市場上報價之非衍生財務資產。貸款及應收款項（包括應收賬款、按金及預付款、現金及銀行結餘、及其他款項）採用實際利率法按攤銷成本減任何減值計量。

利息收入乃當利息確認不重大時應用實際利率法予以確認，惟短期應收款項除外。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

For AFS equity investments, a significant or prolonged decline in the fair value of that security below its cost is considered to be objective evidence of impairment.

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

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

3. 主要會計政策 (續)

財務工具 (續)

財務資產 (續)

財務資產之減值

本集團於各報告期末評估財務資產 (按公允價值計入損益之財務資產除外) 有否出現減值跡象。倘有客觀證據顯示, 財務資產首次確認後發生之一項或多項事件導致投資之估計未來現金流量受到影響, 則財務資產被視為出現減值。

就可供出售股本投資而言, 該證券公允價值大幅或持續低於其成本被視為其減值之客觀證據。

就所有其他財務資產而言, 減值之客觀證據可能包括:

- 發行人或交易對手存在嚴重財政困難;
- 違反合約, 例如拖欠或怠慢利息或本金付款;
- 借款人有可能破產或進行財務重組; 或
- 由於財政困難令該財務資產之活躍市場消失。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments *(continued)*

Financial assets *(continued)*

Impairment of financial assets (continued)

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

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

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

3. 主要會計政策 (續)

財務工具 (續)

財務資產 (續)

財務資產之減值 (續)

應收賬款等被評估為非個別減值之若干財務資產類別，此外，乃按整體基準進行減值評估。應收款項組合之客觀減值證據可包括本集團之過往收款經驗，以及與應收款項拖欠有關之全國或地方經濟狀況明顯改變。

就以攤銷成本列值之財務資產而言，減值虧損確認之金額乃按資產賬面值與按財務資產初始實際利率貼現之估計日後現金流量現值之差額計量。

就以成本列值之財務資產而言，減值虧損數額以資產賬面值與按同類財務資產現行市場回報率貼現之估計日後現金流量現值之差額計算。該等減值虧損不會於往後期間撥回（見下文會計政策）。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments *(continued)*

Financial assets *(continued)*

Impairment of financial assets (continued)

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

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

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

3. 主要會計政策 (續)

財務工具 (續)

財務資產 (續)

財務資產之減值 (續)

所有財務資產 (應收款項除外) 賬面值直接透過減值虧損減少, 而賬面值則透過使用撥備賬減少。倘應收款項被認為不可收回, 則於撥備賬撇銷。其後收回之先前已撇銷數額乃計入撥備賬。撥備賬賬面值之變動於損益確認。

當可供出售財務資產被視為減值時, 先前於其他全面收益確認之累計收益或虧損於期內重新分類至損益。

就以攤銷成本計量之財務資產而言, 倘減值虧損數額於往後期間減少, 而該減少乃客觀地與減值虧損確認後發生之事項聯繫, 則先前確認之減值虧損會通過損益撥回, 惟撥回減值當日投資之賬面值不得超過並無確認減值原有之攤銷成本。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments *(continued)*

Financial assets *(continued)*

Impairment of financial assets *(continued)*

In respect of AFS equity investments, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income and accumulated under the heading of investments revaluation reserve. In respect of AFS debt investments, impairment losses are subsequently reversed through profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in according with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

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

3. 主要會計政策 (續)

財務工具 (續)

財務資產 (續)

財務資產之減值 (續)

就可供出售股本投資而言，於損益中先前已確認之減值虧損將不會通過損益撥回。於減值虧損後錄得之任何公允價值增加於其他全面收入確認及於投資重估儲備項下累計。就可供出售債務投資而言，倘該投資公允價值之增加可客觀地與減值虧損確認後發生之事項聯繫，則減值虧損於隨後撥回。

財務負債及股本工具

分類為債務或股本

由集團實體發行之債務及股本工具乃根據合約安排之內容及財務負債及股本工具之定義而分類為財務負債或股本。

股本工具

股本工具為顯示於實體資產（扣除其所有負債）剩餘權益之任何合約。本集團已發行之股本工具乃按已收取所得款項扣除直接發行成本予以確認。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

Financial liabilities and equity instruments

(continued)

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is either held for trading or it is designated as at FVTPL on initial recognition:

A financial liability is classified as held for trading if:

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

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or

3. 主要會計政策 (續)

財務工具 (續)

財務負債及股本工具 (續)

按公允價值計入損益之財務負債

按公允價值計入損益之財務負債分類為持作買賣之財務負債或於初步確認時指定為按公允價值計入損益之財務負債：

倘若符合下列任何一種情況，財務負債分類為持作買賣之財務負債：

- 產生財務負債之目的主要為於近期內回購；
- 於首次確認時該財務負債為由本集團共同管理之已識別財務工具投資組合之一部份，並且近期有可於短期獲利之實際趨勢；或
- 該財務負債為衍生工具，但並無指定為有效對沖工具。

倘若符合下列任何一種情況，財務負債（持作買賣之財務負債除外）可於首次確認時指定為按公允價值計入損益之財務負債：

- 有關指定消除或大幅減低可能出現之計量或確認不一致之情況；
- 該財務負債構成一組財務資產或財務負債或兩者之一部份，並根據本集團既定風險管理或投資策略按公允價值基準管理及評估其表現，而該組別之資料則按該基準由內部提供；或

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

Financial liabilities and equity instruments

(continued)

Financial liabilities at FVTPL (continued)

- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 Financial Instruments: Recognition and Measurement permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in the “other gains and losses” line item. Fair value is determined in the manner described in note 5.

Other financial liabilities

Other financial liabilities (including creditors and accrued expenses, borrowings and others) are subsequently measured at amortised cost using the effective interest method.

Effective interest method

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

3. 主要會計政策 (續)

財務工具 (續)

財務負債及股本工具 (續)

按公允價值計入損益之財務負債 (續)

- 該財務負債構成包含一種或以上內含衍生工具之合約之一部份，而香港會計準則第39號財務工具：確認及計量允許整份合併合約（資產或負債）指定為按公允價值計入損益。

按公允價值計入損益之財務負債按公允價值列賬，重新計量產生之任何盈虧於損益確認。於損益確認之盈虧淨額包括就財務負債支付之任何利息，並計入「其他收益及虧損」項目。公允價值乃按附註5中所述方式釐定。

其他財務負債

其他財務負債（包括應付款項及預提費用、借貸及其他）其後利用實際利率法按攤銷成本計量。

實際利率法

實際利率法乃計算財務負債之攤銷成本及按有關期間攤分利息支出之方法。實際利率乃於首次確認時將按財務負債之預計年期或（如適用）較短期間內準確折現估計未來現金付款（包括構成實際利率部份已付或已收取之全部費用及利率點、交易成本及其他溢價或折讓）至賬面淨值之利率。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments *(continued)*

Financial liabilities and equity instruments

(continued)

Effective interest method *(continued)*

Interest expense is recognised on an effective interest basis other than financial liabilities classified as at FVTPL.

Derivative financial instruments

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

Derecognition

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

3. 主要會計政策 (續)

財務工具 (續)

財務負債及股本工具 (續)

實際利率法 (續)

利息支出按實際利率基準確認，惟分類為按公允價值計入損益之財務負債除外。

衍生財務工具

衍生工具最初於訂立衍生工具合約之日按公允價值確認，其後於報告期末重新計量至彼等之公允價值。產生之收益或虧損隨即於損益確認，除非衍生工具獲指定及生效為一項對沖工具，在此情況下，於損益確認之時間取決於對沖關係之性質。

取消確認

當從資產現金流之合約權利屆滿時，或當本集團轉讓財務資產及與資產所有權有關的全部風險及回報實質上已轉移至另一實體時，本集團才會終止確認財務資產。倘本集團概無轉移亦無保留所有權之大部份風險及報酬，並繼續控制已轉移之資產，則本集團繼續確認該資產，惟以其持續參與為限，並確認相關負債。倘本集團保留已轉移財務資產所有權之大部份風險及回報，本集團繼續確認該財務資產，亦就已收取之所得款項確認有抵押借款。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments *(continued)*

Derecognition *(continued)*

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

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

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

3. 主要會計政策 (續)

財務工具 (續)

取消確認 (續)

於全部取消確認財務資產時，資產賬面值與已收及應收代價及已於其他全面收益內確認及於權益累計之累計盈虧之總和之差額於損益確認。

於並非全部終止確認一項財務資產時，本集團將財務資產之過往賬面值在其仍確認之部份及不再確認之部份之間，按照該兩者於轉讓日期之相關公允價值作出分配。不再確認部份獲分配之賬面值與該部份已收代價及其已於其他全面收益確認獲分配之任何累計收益或虧損之總和間的差額，乃於損益內確認。已於其他全面收益確認之累計收益或虧損乃按繼續確認部份及不再確認部份之相關公允價值在該兩者間作出分配。

當及僅當本集團之責任獲解除、取消或彼等到期時，本集團取消確認財務負債。取消確認財務負債之賬面值與已付及應付之代價之差額於損益確認。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief reporting decision-maker is responsible for allocating resources and accessing performance of the operating segments.

Cash and cash equivalents

Cash includes cash on hand and demand deposits with any bank or other financial institution. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturing at acquisition.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

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

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

3. 主要會計政策 (續)

分類呈報

經營分類之呈報方式與向主要經營決策者提供內部報告方式一致。主要經營決策者負責分配資源及評估經營分類之表現。

現金及現金等價物

現金包括手頭現金及存於任何銀行或其他金融機構之活期存款。現金等價物為於收購時起計三個月內到期，可隨時兌換為已知現金金額，且所承擔之價值變動風險輕微之短期高流通性投資。

4. 主要會計判斷及估計不明朗因素之主要來源

於應用附註3所述之本集團會計政策時，管理層須對未能從其他資料來源即時得知之資產及負債賬面值作出判斷、估計及假設。估計及相關假設乃以過往經驗及被視為相關之其他因素為依據。實際結果可能有別於該等估計。

估計及相關假設會持續予以檢討。倘若須對會計估計作出修訂，而有關修訂僅影響修訂估計之期間，則於作出修訂之期間確認修訂；或倘若修訂影響當期及未來期間，則於修訂期間及未來期間確認有關修訂。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that management has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Depreciation

The Group depreciates the property, plant and equipment over their estimated useful life and after taking into account of their estimated residual values, using the straight line method. The estimated useful life reflects the directors' estimate of the periods that the Group intends to derive future economic benefits from the use of the Group's property, plant and equipment. The residual values reflect the directors' estimated amount that the Group would currently obtain from disposal of the assets, after deducting the estimated costs of disposal, if the assets were already of the age and in the condition expected at the end of its useful life.

4. 主要會計判斷及估計不明朗因素之主要來源 (續)

應用會計政策時之主要判斷

除涉及估計之判斷外(見下文),以下為管理層於應用本集團會計政策之過程中作出之對綜合財務報表內確認之金額產生最重大影響之主要判斷。

折舊

本集團於物業、廠房及設備之估計使用年期內,經計及其估計殘值後使用直線法對物業、廠房及設備計提折舊。估計使用年期反映董事對計劃使用本集團物業、廠房及設備產生未來經濟利益之估計期間。殘值反映倘資產已成殘舊及預期處於使用年期終結之狀況時,董事就本集團於當前出售資產可得之估計金額(經扣除估計出售成本)。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty

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

Valuation of financial instruments

The Group uses valuation techniques that include inputs that are not based on observable market data to estimate the fair value of certain types of financial instruments. Notes 5 and 16 provide detailed information about the key assumptions used in the determination of the fair value of financial instruments, as well as the detailed sensitivity analysis for these assumptions.

The directors believe that the chosen valuation techniques and assumptions used are appropriate in determining the fair value of financial instruments.

4. 主要會計判斷及估計不明朗因素之主要來源 (續)

估計不明朗因素之主要來源

以下為有關未來之主要假設，以及於報告期間結束時之其他估計不明朗因素之主要來源，其具有導致下一財政年度之資產及負債賬面值作重大調整之重大風險。

財務工具估值

本集團使用之估值方法包括並非基於可觀察市場數據之輸入數據，以估計若干種類之財務工具之公允價值。附註5及16提供於釐定財務工具之公允價值所使用之主要假設之詳細資料，以及該等假設之詳細敏感度分析。

董事認為，所選用之估值方法及所使用之假設適合於釐定財務工具之公允價值。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

5. FINANCIAL RISK MANAGEMENT

The Group's major financial instruments include equity investments, receivables, payables and borrowings. Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments include market risk, credit risk, liquidity risk, interest rate risk, foreign currency risk and operational risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(1) Risk Management

(a) Market risk

The Group's strategy for the management of market risk is driven by the Group's investment objective. The Group's market risk is managed on a daily basis by the investment manager in accordance with policies and procedures in place. The Group's market positions are monitored on a monthly basis by the board of directors, and the investments in equity of other entities are Hong Kong and overseas listed and unlisted equity. Decisions to buy or sell trading securities are based on daily monitoring of the performance of individual securities compared to that of the relevant stock market index and other industry indicators, as well as the Group's liquidity needs. To manage its price risk arising from the equity securities, the Group maintains a portfolio of diversified investments in terms of industry distribution such as investment holding and minerals industry sectors. Temporarily, the Group's management has monitored price risk and will consider hedging of the risk if necessary.

5. 財務風險管理

本集團之主要財務工具包括股本投資、應收款項、應付款項及借貸。該等財務工具之詳情於各個附註內披露。與該等財務工具有關之風險包括市場風險、信貸風險、流動資金風險、利率風險、外幣風險及營運風險。有關如何減低此等風險之政策載於下文。管理層管理及監察此等風險，以確保適時有效採取適當措施。

(1) 風險管理

(a) 市場風險

本集團管理市場風險之策略取決於本集團之投資目標。投資經理會每日按照制訂之政策及程序管理本集團之市場風險。董事會會每月監察本集團之市場定位，而於其他實體之股本投資為於香港及海外之上市及非上市股本。決定買賣交易證券與否會視乎日常所監察個別證券對比相關股票市場指數及其他行業指標之表現，以及本集團之流動資金需要而定。為管理股本證券所產生之價格風險，本集團投資組合在行業分佈方面十分多元化，所涉及之行業包括投資控股及礦物產業等。本集團之管理層會臨時監察價格風險，並將於有需要時考慮對沖有關風險。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

5. FINANCIAL RISK MANAGEMENT

(continued)

(1) Risk Management (continued)

(a) Market risk (continued)

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to equity price risk at the reporting date. For sensitivity analysis purpose, the sensitivity rate is remained at 15% in the current year.

If listed equity prices had been 15% higher/lower (2011: 15% higher/lower), loss for the year ended 31st December 2012 would be decreased/increased by HK\$26,530,920 (2011: decreased/increased by HK\$21,243,567). It is mainly due to the changes in fair value of listed financial assets designated as held for trading. Also, if the unlisted equity prices had been increased/decreased by 15% (2011: 15%) and all other variables were held constant, loss for the year ended 31st December 2012 would be decreased/increased by HK\$966,000 (2011: decreased/increased by HK\$2,752,500).

(b) Credit risk

Credit risk is the risk that an issuer or counterparty will be unable or unwilling to meet a commitment that it has entered into with the Group. Financial assets which potentially subject the Group to concentrations of credit risk consist principally of financial assets designated as held for trading, bank balances and accounts receivable on sale of investments.

5. 財務風險管理 (續)

(1) 風險管理 (續)

(a) 市場風險 (續)

敏感度分析

下文所述之敏感度分析乃根據報告日期所承受之股本價格風險釐定。就敏感度分析而言，敏感度之比率於本年度維持於15%。

倘上市股本價格上升／下跌15% (二零一一年：上升／下跌15%)，截至二零一二年十二月三十一日止年度之虧損將減少／增加26,530,920港元 (二零一一年：減少／增加21,243,567港元)，主要由於被指定為持作買賣之上市財務資產公允價值變動所致。此外，倘非上市股本價格上升／下跌15% (二零一一年：15%)，而所有其他變數維持不變，則截至二零一二年十二月三十一日止年度之虧損將減少／增加966,000港元 (二零一一年：減少／增加2,752,500港元)。

(b) 信貸風險

信貸風險乃指發行人或交易對方將未能或不願意遵守與本集團訂下承諾之風險。本集團潛在須承擔信貸風險集中之財務資產主要包括被指定為持作買賣之財務資產、銀行結餘及出售投資時之應收款項。

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財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

5. FINANCIAL RISK MANAGEMENT

(continued)

(1) Risk Management (continued)

(b) Credit risk (continued)

The Group limits its exposure to credit risk by transacting the majority of its financial assets and contractual commitment activities with brokers, banks and regulated exchanges with high credit ratings and that the Group considers to be well established. All transactions in listed financial assets are settled/paid for upon delivery using approved and reputable brokers.

Accordingly, the Group has no significant concentration of credit risk.

(c) Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the utilisation of margin facilities of securities brokers. The Group will keep reviewing its financial needs from time to time to determine the timing of carrying out fund raising activities. The maturity profile of the Group's financial liabilities at the end of the reporting period based on contractual undiscounted payments are summarised below:

		2012 二零一二年				
		Weighted average interest rate 加權平均利率	On demand 應要求 HK\$ 港元	Within 1 year 一年內 HK\$ 港元	1-3 years 一至三年 HK\$ 港元	Total 合計 HK\$ 港元
Creditors and accrued expenses	應付款項及 預提費用	-	4,714,370	-	-	4,714,370
			4,714,370	-	-	4,714,370

5. 財務風險管理 (續)

(1) 風險管理 (續)

(b) 信貸風險 (續)

本集團與經紀、銀行及本集團認為完備設立之高信貸評級受規管交易所買賣其大部份財務資產及進行合約承擔活動，以限制其所承擔之信貸風險。所有上市財務資產交易均採用認可及知名經紀於交付時結算／付款。

因此，本集團之信貸風險並無過度集中。

(c) 流動資金風險

本集團之目標在於透過利用證券經紀之孖展融資，維持資金持續性與靈活性間之平衡。本集團將不時檢討其財務需要，以釐定進行集資活動之時間。於報告期末，本集團之財務負債按合約未貼現付款劃分之到期狀況概列如下：

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

5. FINANCIAL RISK MANAGEMENT

(continued)

(1) Risk Management (continued)

(c) Liquidity risk (continued)

		Weighted average interest rate 加權平均利率	2011 二零一一年			Total 合計 HK\$ 港元
			On demand 應要求 HK\$ 港元	Within 1 year 一年內 HK\$ 港元	1-3 years 一至三年 HK\$ 港元	
Creditors and accrued expenses	應付款項及 預提費用	-	395,100	-	-	395,100
Borrowings	借貸	5%	-	51,333,120	-	51,333,120
			395,100	51,333,120	-	51,728,220

(d) Interest rate risk

The Group's interest rate risk related primarily to the variable interest bearing deposits and debts.

Sensitivity analysis

The sensitivity analysis below, which include interest rate exposure on variable interest bearing bank deposits, debt securities and borrowing, have been determined based on the exposure to interest rates for both derivatives and non-derivative instruments at the end of the reporting period. A 100 basis point change is used which represents management's assessment of the possible change in interest rates.

If interest rates have been 100 (2011: 100) basis points higher/lower and all other variables were held constant, the Group's loss before taxation for the year ended 31st December 2012 would be increased/decreased by HK\$69,386 (2011: increased/decreased by HK\$395,843).

5. 財務風險管理 (續)

(1) 風險管理 (續)

(c) 流動資金風險 (續)

(d) 利率風險

本集團之利率風險主要涉及浮息存款及債務。

敏感度分析

以下敏感度分析包括浮息銀行存款、債務證券及借貸之利率風險，乃按衍生工具及非衍生工具於報告期末之利率風險釐定。分析中採用100個基點之變動，此乃管理層評估之可能利率變動。

倘利率增加／減少100（二零一一年：100）個基點，而所有其他變數維持不變，則本集團於截至二零一二年十二月三十一日止年度之除稅前虧損將增加／減少69,386港元（二零一一年：增加／減少395,843港元）。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

5. FINANCIAL RISK MANAGEMENT

(continued)

(1) Risk Management (continued)

(e) Foreign currency risk

At the end of reporting period, the Group does not have any foreign currency asset or liability except for the cash and bank balances in Renminbi (“RMB”) amounting to RMB3,998. The Group currently does not have a foreign currency hedging policy. Accordingly, the Group’s foreign currency risk is insignificant. The management monitors foreign exchange exposure and will consider hedging foreign currency exposure should the need arises.

(f) Operational risk

Operational risk is the risk of direct or indirect (loss)/profit arising from a wide variety of causes associated with the processes and technology supporting the Group’s operations either internally within the Group or externally at the Group’s service provider, and from external factors other than credit, market and liquidity risks such as those arising from legal and regulatory requirements and generally accepted standards of investment management behaviour. Operational risks arise from all of the Group’s activities.

The Group’s objective is to manage operational risk so as to balance limiting of financial losses and damage to its reputation with achieving its investment objective of generating returns to investors.

5. 財務風險管理 (續)

(1) 風險管理 (續)

(e) 外幣風險

於報告期末，除以人民幣（「人民幣」）計值之人民幣3,998元現金及銀行結餘外，本集團並無任何外幣資產或負債。本集團現時並無外幣對沖政策。因此，本集團外幣風險並不重大。管理層監察外匯風險，必要時會考慮對沖外幣風險。

(f) 營運風險

營運風險乃源自多種不同原因所產生之直接或間接（虧損）／溢利之風險，該等原因可涉及支持本集團營運之程序及技術（不論屬於本集團內部或本集團外部服務供應商）以及並非信貸、市場及流動資金風險之外在因素，例如法律及監管規定以及投資管理行為之公認準則所產生之風險。營運風險源自本集團所有業務活動。

本集團管理營運風險之目標為在減低財務虧損及影響聲譽之餘，與實踐為投資者賺取回報之投資目標取得平衡。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

5. FINANCIAL RISK MANAGEMENT

(continued)

(1) Risk Management (continued)

(f) Operational risk (continued)

The primary responsibility for the development and implementation of controls over operational risk rests with the board of directors. This responsibility is supported by the development of overall standards for the management of operational risk, which encompasses the controls and processes at the service providers and the establishment of service levels with the service providers, in the following areas:

- requirements for appropriate segregation of duties between various functions, roles and responsibilities;
- requirements for the reconciliation and monitoring of the transactions;
- compliance with regulatory and other legal requirements;
- documentation of controls and procedures;
- requirements for the periodic assessment of operational risks faced, and the adequacy of controls and procedures to address the risks identified;
- contingency plans;

5. 財務風險管理 (續)

(1) 風險管理 (續)

(f) 營運風險 (續)

董事會承擔發展及推行營運風險控制之重責。此項責任由開發管理營運風險整體標準支持，其涉及服務供應商之監控及程序，以及為服務供應商於以下範疇制定服務水平：

- 規定適當地將各職能、角色及責任進行職責分類；
- 規定進行交易對賬及監察；
- 遵守監管及其他法律規定；
- 監控及程序文件；
- 規定定期評估所面對營運風險，以及處理所識別風險之監控及程序是否足夠；
- 應變計劃；

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

5. FINANCIAL RISK MANAGEMENT

(continued)

(1) Risk Management (continued)

(f) Operational risk (continued)

- ethical and business standards; and
- risk mitigation, including insurance where this is effective.

The directors' assessment over the adequacy of the controls and processes in place at the service providers with respect to operational risks is carried out via regular discussions with the service providers and a review of the service providers' reports on internal controls, where available and practicable.

(2) Fair Value of Financial Instruments

The Group measures fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements:

- Level 1: Quoted market price (unadjusted) in an active market for an identical instrument;
- Level 2: Valuation techniques based on observable inputs, either directly (i.e. such as prices) or indirectly (i.e. derived from prices). This category includes instruments valued using: quoted market prices in active markets for similar instruments; quoted prices for identical or similar instruments in markets that are considered less than active; or other valuation techniques where all significant inputs are directly or indirectly observable from market data; and

5. 財務風險管理 (續)

(1) 風險管理 (續)

(f) 營運風險 (續)

- 道德及商業標準；及
- 減低風險，包括保險（如有有效）。

董事透過定期與服務供應商進行討論，以及審閱服務供應商之內部監控報告（如有及可行），評估服務供應商現時有關營運風險之監控及程序是否足夠。

(2) 財務工具之公允價值

本集團使用下列可反映計量所用輸入數據之重要性之公允價值等級制度計量公允價值：

- 第一級：相同工具於活躍市場之市場報價（未經調整）；
- 第二級：基於可觀察輸入數據（屬直接（即例如價格）或間接（即源自價格））之估值方法。該分類包括使用下列方法進行估值之工具：類似工具於活躍市場之市場報價；相同或類似工具於被視為不甚活躍市場之報價；或所有重要輸入數據均可直接或間接於市場數據觀察所得之其他估值技術；及

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財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

5. FINANCIAL RISK MANAGEMENT

(continued)

(2) Fair Value of Financial Instruments

(continued)

- Level 3: Valuation techniques using significant unobservable inputs. This category includes all instruments where the valuation technique includes inputs not based on observable data and the unobservable inputs have a significant effect on the instrument's valuation. This category includes instruments that are valued based on quoted prices for similar instruments where significant unobservable adjustments or assumptions are required to reflect differences between the instruments.

Fair values of financial assets and financial liabilities that are traded in active markets are based on quoted market prices or dealer price quotations. For all other financial instruments, the Group determines fair values using valuation techniques.

The table below analyses financial instruments measured at fair value at the end of the reporting period by the level in the fair value hierarchy into which the fair value measurement is categorised:

		2012			
		二零一二年			
		Level 1	Level 2	Level 3	Total
		第一級	第二級	第三級	總計
		HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元
Financial assets designated as held for trading	被指定為持作買賣之財務資產				
Equity securities	股本證券	176,872,798	-	1,500,000	178,372,798
Debt securities	債務證券	-	4,940,000	-	4,940,000
		176,872,798	4,940,000	1,500,000	183,312,798

5. 財務風險管理 (續)

(2) 財務工具之公允價值 (續)

- 第三級：使用重大不可觀察輸入數據之估值技術。該分類包括估值方法並非基於可觀察輸入數據且不可觀察輸入數據對工具之估值有重大影響之所有工具。該分類包括以類似工具之報價進行估值之工具，且須作出重要之不可觀察調整或假設以反映工具之差異。

於活躍市場買賣之財務資產及財務負債之公允價值以市場報價或交易商報價為基礎。就所有其他財務工具而言，本集團會利用估值方法釐定公允價值。

下表為於報告期末以公允價值計量之財務工具，乃按公允價值計量分類至公允價值等級制度內各個級別進行分析：

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財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

5. FINANCIAL RISK MANAGEMENT

(continued)

(2) Fair Value of Financial Instruments

(continued)

		2011 二零一一年			Total
		Level 1	Level 2	Level 3	Total
		第一級	第二級	第三級	總計
		HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元
Financial assets designated as held for trading	被指定為持作 買賣之財務資產				
Equity securities	股本證券	141,623,781	-	1,500,000	143,123,781
Debt securities	債務證券	-	16,850,000	-	16,850,000
		141,623,781	16,850,000	1,500,000	159,973,781

During the years ended 31st December 2012 and 2011, there were no significant transfers between financial instruments in level 1 and level 2.

There was no movement and gain or loss for the financial assets in level 3 in the fair value hierarchy for the years ended 31st December 2012 and 2011.

5. 財務風險管理 (續)

(2) 財務工具之公允價值 (續)

截至二零一二年及二零一一年十二月三十一日止年度，財務工具在第一級與第二級之間概無重大轉移。

於截至二零一二年及二零一一年十二月三十一日止年度，於公允價值等級制度第三級之財務資產之盈虧概無變動。

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財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

5. FINANCIAL RISK MANAGEMENT

(continued)

(3) Classification and Fair Value of Financial Assets and Liabilities

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

5. 財務風險管理 (續)

(3) 財務資產及負債之分類及公允價值

各類財務工具於報告期末之賬面值如下：

		Financial assets designated as held for trading 被指定為持作買賣之財務資產 HK\$ 港元	Loans and receivables 貸款及應收款項 HK\$ 港元	Other financial liabilities 其他財務負債 HK\$ 港元	Total carrying amount 賬面總值 HK\$ 港元
31st December 2012	二零一二年十二月三十一日				
Financial assets designated as held for trading	被指定為持作買賣之財務資產	183,312,798	-	-	183,312,798
Accounts receivable, deposit and prepayment	應收款項、按金及預付款項	-	527,532	-	527,532
Cash and bank balances	現金及銀行結餘	-	6,932,287	-	6,932,287
		183,312,798	7,459,819	-	190,772,617
Creditors and accrued expenses	應付款項及預提費用	-	-	4,714,370	4,714,370
		-	-	4,714,370	4,714,370
31st December 2011	二零一一年十二月三十一日				
Financial assets designated as held for trading	被指定為持作買賣之財務資產	159,973,781	-	-	159,973,781
Accounts receivable, deposit and prepayment	應收款項、按金及預付款項	-	7,202,066	-	7,202,066
Cash and bank balances	現金及銀行結餘	-	6,651,963	-	6,651,963
		159,973,781	13,854,029	-	173,827,810
Creditors and accrued expenses	應付款項及預提費用	-	-	395,100	395,100
Borrowings	借貸	-	-	50,421,918	50,421,918
		-	-	50,817,018	50,817,018

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

6. REVENUE AND OTHER OPERATING INCOME

An analysis of revenue and other operating income is as follows:

		2012 二零一二年 HK\$ 港元	2011 二零一一年 HK\$ 港元
Revenue:	收益:		
Dividend income from financial assets designated as held for trading	來自被指定為持作買賣之財務資產之股息收入	1,113,316	130,931
Other operating income:	其他營運收入:		
Exchange gain, net	匯兌收益淨額	59	156
Interest income	利息收入	1,737	-
Refund of brokerage fee and commission	退還經紀費用及佣金	1,880,000	850,000
Sundry income	雜項收入	310,000	207,115
		2,191,796	1,057,271

7. SEGMENT INFORMATION

Business segments

During the years ended 31st December 2012 and 2011, the Group's revenue and net loss mainly derived from the dividend income from financial assets designated as held for trading. The directors consider that these activities constitute one business segment since these transactions are subject to common risks and returns. Given the nature of the Group's operation is investment holding, it is not considered meaningful to provide a business segment analysis of operating loss.

6. 收益及其他營運收入

收益及其他營運收入分析如下：

7. 分類資料

業務分類

於截至二零一二年及二零一一年十二月三十一日止年度，本集團之收益及虧損淨額主要來自被指定為持作買賣之財務資產之股息收入。董事認為，由於該等交易面對相同風險及享有共同回報，因此，該等業務構成一項業務分類。鑑於本集團之經營性質為投資控股，提供經營虧損之業務分類分析意義不大。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

7. SEGMENT INFORMATION (continued)

Geographical segments

Over 90% of the revenue of the Group during the years ended 31st December 2012 and 2011 were carried out in Hong Kong and over 90% of the assets of the Group were located in Hong Kong. Accordingly, a geographical analysis is not presented.

8. FINANCE COSTS

9. TAXATION

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for both years.

No provision for Hong Kong Profits Tax has been made for both years as the Group did not have any assessable profits for both years.

7. 分類資料 (續)

地區分類

本集團於截至二零一二年及二零一一年十二月三十一日止年度內逾90%之收益乃於香港產生及本集團逾90%資產位於香港。因此，並無呈列地區分析。

8. 財務費用

	2012 二零一二年 HK\$ 港元	2011 二零一一年 HK\$ 港元
Interest on borrowings wholly repayable within one year 借貸利息(須於一年內悉數償還)	753,652	2,035,177

9. 稅項

香港利得稅以該兩個年度之估計應課稅溢利按稅率16.5%而計算。

由於本集團於該兩個年度內並無應課稅溢利，故該兩個年度並無就香港利得稅作出撥備。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

9. TAXATION (continued)

The taxation for the year can be reconciled to the loss before taxation per the consolidated statement of comprehensive income as follows:

		2012 二零一二年 HK\$ 港元	2011 二零一一年 HK\$ 港元
Loss before taxation	除稅前虧損	(73,744,021)	(213,916,171)
Hong Kong Profits Tax calculated at the rate of 16.5% (2011: 16.5%)	按香港利得稅稅率16.5% (二零一一年: 16.5%) 計算之稅項	(12,167,763)	(35,296,168)
Tax effect of expenses not deductible for tax purpose	不可扣稅開支之稅務影響	564,649	3,806
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	(183,982)	(21,604)
Tax effect on temporary differences not recognised	未確認暫時差異之稅務影響	9,748	(33,734)
Tax effect on tax losses not recognised	未確認稅項虧損之稅務影響	11,777,348	35,347,700
Tax expense for the year	本年度稅項支出	-	-

At the end of the reporting period, the Group has estimated unrecognised tax losses of approximately HK\$797,214,803 (2011: HK\$725,836,934) to set off against future taxable income. No deferred tax asset is recognised in respect of such tax losses carried forward as the realisation of the related tax benefit through future taxable profits could not be reasonably assessed. The tax losses do not expire under the current tax legislation.

The Group had no material unprovided deferred tax liabilities at the end of the reporting period (2011: HK\$nil).

9. 稅項 (續)

本年度稅項與綜合全面收益表之除稅前虧損之對賬如下:

於報告期末,本集團擁有估計未確認稅項虧損約797,214,803港元(二零一一年:725,836,934港元),可用以抵銷未來應課稅收入。由於未能合理評估透過未來應課稅溢利變現相關稅務利益,故並無就有關結轉稅項虧損確認遞延稅項資產。根據現行稅法,稅項虧損不會屆滿。

於報告期末,本集團並無任何重大未撥備遞延稅項負債(二零一一年:零港元)。

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財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

10. LOSS FOR THE YEAR ATTRIBUTABLE TO MEMBERS

10. 股東應佔年內虧損

		2012 二零一二年 HK\$ 港元	2011 二零一一年 HK\$ 港元
Loss for the year attributable to members has been arrived at after charging:	股東應佔年內虧損乃經扣除以下各項後得出：		
Auditor's remuneration	核數師酬金	210,000	200,000
Investment management fee	投資管理費	1,200,000	840,000
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	58,548	292,046
Net loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損淨額	15,078	1,203,352
Impairment loss on non-refundable deposit	不可退還按金之減值虧損	2,500,000	-
Net realised loss on disposal of listed financial assets designated as held for trading	出售被指定為持作買賣之上市財務資產之已變現虧損淨額	19,300,787	84,642,439
Net realised loss on disposal of unlisted financial assets designated as held for trading	出售被指定為持作買賣之非上市財務資產之已變現虧損淨額	1,075,000	1,080,785
Net unrealised loss on investments in listed financial assets designated as held for trading	被指定為持作買賣之上市財務資產投資之未變現虧損淨額	24,341,747	111,870,741
Net unrealised loss on investments in unlisted financial assets designated as held for trading	被指定為持作買賣之非上市財務資產投資之未變現虧損淨額	14,760,000	3,150,000
Operating lease rentals in respect of rented premises	租用物業經營租約租金	1,815,300	1,260,375
Share based payments	股份付款	851,889	-
Directors' remuneration and staff costs	董事酬金及員工成本		
Salaries	薪金	6,075,600	6,041,788
Contributions to MPF Scheme	強積金計劃供款	91,280	94,378

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財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

11. DIRECTORS' EMOLUMENTS

11. 董事酬金

		2012 二零一二年 HK\$ 港元	2011 二零一一年 HK\$ 港元
Fees	袍金		
Executive directors	執行董事	-	-
Independent non-executive directors	獨立非執行董事	720,000	613,457
Other emoluments of executive directors	執行董事之其他酬金		
Management remuneration	管理酬金	3,945,000	4,045,769
Contributions to MPF Scheme	退休金計劃供款	44,250	50,375
Total emoluments	酬金總額	4,709,250	4,709,601

The number of directors whose remuneration fell within the following band is as follows:

酬金介乎下列幅度之董事人數如下：

		2012 二零一二年	2011 二零一一年
HK\$nil to HK\$1,000,000	零港元至1,000,000港元	6	15
HK\$1,000,001 to HK\$2,500,000	1,000,001港元至2,500,000港元	1	1
		7	16

During the year, no emoluments were paid by the Group to the Directors as an inducement to join or upon joining the Group or as compensation for loss of office and no Directors had waived any emoluments for both years.

本年度內，本集團概無向董事支付任何酬金作為吸引加入或加入本集團之獎金或離職補償，亦無董事於兩個年度內放棄任何酬金。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

11. DIRECTORS' EMOLUMENTS (continued)

The emoluments paid or payable to each of the seven (2011: sixteen) directors are as follows:

11. 董事酬金 (續)

已付或應付七名(二零一一年:十六名)董事各自之酬金如下:

				2012	2011	
				二零一二年	二零一一年	
				Employer's contributions	Total	Total
		Management Fees	remuneration	to MPF Scheme	emoluments	emoluments
袍金	管理酬金	退休金計劃之僱主供款	酬金總額	酬金總額		
HK\$	HK\$	HK\$	HK\$	HK\$		
港元	港元	港元	港元	港元		
Executive directors	執行董事					
CHUNG Yuk Lun	鍾育麟	-	2,400,000	13,750	2,413,750	
SHIMAZAKI Koji	嶋崎幸司	-	600,000	13,750	613,750	
SAM Nickolas David	沈慶祥 (附註1)					
Hing Cheong (Note 1)		-	225,000	3,000	228,000	
CHEUNG Wing Ping (Note 2)	張榮平 (附註2)	-	720,000	13,750	733,750	
CHUA Kei Wah (Note 3)	蔡啟華 (附註3)	-	-	-	-	
MIU H. Frank (Note 4)	繆希 (附註4)	-	-	-	-	
LIU On Bong, Peter (Note 5)	廖安邦 (附註5)	-	-	-	-	
CHOI Ka Nam (Note 6)	蔡家楠 (附註6)	-	-	-	-	
Independent non-executive directors	獨立非執行董事					
LUM Pak Sum	林栢森	240,000	-	-	240,000	
LAM Yan Fong, Flora (Note 7)	林欣芳 (附註7)	240,000	-	-	240,000	
NG Yin Ling, Elaine (Note 7)	吳燕凌 (附註7)	240,000	-	-	240,000	
Gary Drew DOUGLAS (Note 3)	Gary Drew DOUGLAS (附註3)	-	-	-	-	
LAM Suk Ping (Note 3)	林叔平 (附註3)	-	-	-	-	
WONG Wai Man, Raymond (Note 5)	黃偉文 (附註5)	-	-	-	-	
KAN Kwok Shu, Albert (Note 5)	簡國樞 (附註5)	-	-	-	-	
YAU Chung Hong (Note 8)	丘忠航 (附註8)	-	-	-	-	
Total	總額	720,000	3,945,000	44,250	4,709,250	
					4,709,601	

Notes:

- Resigned on 15th March 2012.
- Appointed on 30th June 2011.
- Appointed on 30th June 2011 and resigned on 20th October 2011.
- Appointed on 30th June 2011 and resigned on 1st August 2011.
- Retired on 30th June 2011.
- Appointed on 7th January 2011 and retired on 30th June 2011.
- Appointed on 20th October 2011.
- Appointed on 30th June 2011 and resigned on 16th December 2011.

附註:

- 於二零一二年三月十五日辭任。
- 於二零一一年六月三十日獲委任。
- 於二零一一年六月三十日獲委任並於二零一一年十月二十日辭任。
- 於二零一一年六月三十日獲委任並於二零一一年八月一日辭任。
- 於二零一一年六月三十日退休。
- 於二零一一年一月七日獲委任並於二零一一年六月三十日退休。
- 於二零一一年十月二十日獲委任。
- 於二零一一年六月三十日獲委任並於二零一一年十二月十六日辭任。

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For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

12. EMPLOYEES' EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, three (2011: four) were directors of the Company whose emoluments are included in the disclosures in note 11 above. The emoluments of the remaining two individuals (2011: one) are as follows:

		2012	2011
		二零一二年	二零一一年
		HK\$	HK\$
		港元	港元
Basic salaries and other benefits	基本薪金及其他福利	1,020,000	420,000
Contributions to MPF schemes	強積金計劃供款	27,500	12,000
Total emoluments	酬金總額	1,047,500	432,000

The aggregate emoluments of each of the above employees during the year was within the emoluments band ranging from HK\$nil to HK\$1,000,000 (2011: HK\$nil to HK\$1,000,000).

During the year, no remuneration (2011: HK\$nil) was paid by the Group to any of the highest paid individuals as an inducement to join the Group or as compensation for loss of office.

12. 僱員酬金

本集團五名最高酬金人士中，三名（二零一一年：四名）為本公司董事，彼等之酬金已於上文附註11披露。其餘兩名（二零一一年：一名）人士之酬金如下：

本年度內，上述僱員各自之酬金總額乃介乎零港元至1,000,000港元（二零一一年：零港元至1,000,000港元）。

本年度內，本集團概無向最高薪僱員支付任何酬金（二零一一年：零港元）作為吸引加入本集團之獎金或離職補償。

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財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

13. DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 31st December 2012 (2011: nil). During the year, a total of 326,296,266 bonus shares of HK\$0.01 each were issued to the members by way of a bonus issue as disclosed in note 21(d) on the basis of one bonus share for every four existing shares held on 10th October 2012.

14. LOSS PER SHARE

The calculation of basic loss per share is based on the loss for the year of HK\$73,744,021 (2011: HK\$213,916,171) and the weighted average number of 1,287,034,071 (2011(adjusted): 268,192,422) ordinary shares in issue during the year. The loss per share has been adjusted to reflect the rights issue and the bonus issue during the year.

For the years ended 31st December 2012 and 2011, diluted loss per share was the same as the basic loss per share as there was an anti-dilutive effect after adjusting for the effects of all dilutive potential ordinary shares.

13. 股息

董事會不建議就截至二零一二年十二月三十一日止年度派付末期股息(二零一一年:無)。年內,合共326,296,266股每股面值0.01港元之紅股已以於二零一二年十月十日每持有四股現有股份獲發一股紅股之基準透過紅股發行方式發行予股東(如附註21(d)所披露)。

14. 每股虧損

每股基本虧損乃根據本年度虧損73,744,021港元(二零一一年:213,916,171港元)及本年度已發行普通股加權平均數1,287,034,071股(二零一一年(經調整):268,192,422股)而計算。每股虧損經已調整以反映於本年度內之供股及紅股發行。

截至二零一二年及二零一一年十二月三十一日止年度,由於調整所有攤薄潛在普通股之影響後具有反攤薄影響,故每股攤薄虧損與每股基本虧損相同。

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財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

		Leasehold improvement 租賃物業裝修	Furniture and fixtures 傢俬及裝置	Office equipment 辦公室設備	Total 總計
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
Cost	成本				
At 1st January 2011	於二零一一年一月一日	1,811,227	198,248	297,634	2,307,109
Additions	添置	-	-	21,668	21,668
Disposals	出售	(1,811,227)	(198,248)	(11,540)	(2,021,015)
At 31st December 2011 and 1st January 2012	於二零一一年 十二月三十一日及 二零一二年一月一日	-	-	307,762	307,762
Additions	添置	-	-	5,260	5,260
Disposals	出售	-	-	(18,248)	(18,248)
At 31st December 2012	於二零一二年十二月 三十一日	-	-	294,774	294,774
Accumulated Depreciation and Impairment	累計折舊及減值				
At 1st January 2011	於二零一一年一月一日	530,288	47,694	61,588	639,570
Charge for the year	本年度扣除	211,310	23,129	57,607	292,046
Eliminated on disposals	於出售時撇銷	(741,598)	(70,823)	(5,242)	(817,663)
At 31st December 2011 and 1st January 2012	於二零一一年 十二月三十一日及 二零一二年一月一日	-	-	113,953	113,953
Charge for the year	本年度扣除	-	-	58,548	58,548
Eliminated on disposals	於出售時撇銷	-	-	(3,170)	(3,170)
At 31st December 2012	於二零一二年 十二月三十一日	-	-	169,331	169,331
Net Book Value	賬面淨值				
At 31st December 2012	於二零一二年 十二月三十一日	-	-	125,443	125,443
At 31st December 2011	於二零一一年 十二月三十一日	-	-	193,809	193,809

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財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

16. FINANCIAL ASSETS DESIGNATED AS HELD FOR TRADING

16. 被指定為持作買賣之財務資產

		2012 二零一二年 HK\$ 港元	2011 二零一一年 HK\$ 港元
Financial assets designated as held for trading:	被指定為持作買賣之財務資產：		
Equity securities listed in Hong Kong	於香港上市之股本證券	176,872,798	141,623,781
Unlisted debt securities	非上市債務證券	4,940,000	16,850,000
Unlisted equity securities	非上市股本證券	1,500,000	1,500,000
		183,312,798	159,973,781
Market value of listed financial assets designated as held for trading as at 31st December	於十二月三十一日被指定為持作買賣之上市財務資產之市值	176,872,798	141,623,781

The unlisted debt securities were issued by listed companies. The market for the unlisted debt securities and the unlisted equity securities is not active, so the Group establishes the value by references provided by the financial institution and the latest financial information provided by the management of investee company. It includes the use of recent arm's length transaction and reference to another instrument that is substantially the same.

非上市債務證券由上市公司發行。非上市債務證券及非上市股本證券並無活躍市場，故本集團乃根據金融機構提供之參考資料及由接受投資公司管理層提供之最近期財務資料釐定價值，其包括使用近期按公平原則進行之交易及參考大致相同之另一工具。

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財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

16. FINANCIAL ASSETS DESIGNATED AS HELD FOR TRADING (continued)

Particulars of the 10 largest investments as at 31st December 2012 are as follows:

Name of investee company	Number of shares held	Proportion of investee's capital owned as at 31st December 2012 於二零一二年十二月三十一日擁有接受投資公司資本比例	Carrying value/cost 賬面值/成本 HK\$ 港元	Market value 市值 HK\$ 港元	Unrealised gain/(loss) arising on revaluation 重估產生之未變現收益/(虧損) HK\$ 港元	Net assets attributable to the investments* 投資應佔之資產淨值#	Dividend received/receivable during the year 本年度已收/應收股息 HK\$ 港元
C C Land Holdings Limited (note 1) 中渝置地控股有限公司 (附註1)	20,165,859	0.78%	33,288,175	54,851,137	21,562,962	HK\$113,924,148 113,924,148港元	1,100,000
Heritage International Holdings Limited (note 2) 漢基控股有限公司 (附註2)	63,722,000	3.40%	40,267,718	33,135,440	(7,132,278)	HK\$34,471,716 34,471,716港元	-
China Strategic Holdings Limited (note 3) 中策集團有限公司 (附註3)	126,000,000	3.41%	21,747,852	20,286,000	(1,461,852)	HK\$24,419,419 24,419,419港元	-
Poly Capital Holdings Limited (note 4) 保興資本控股有限公司 (附註4)	105,225,600	3.55%	17,375,398	12,206,170	(5,169,228)	HK\$42,527,190 42,527,190港元	-
Enterprise Development Holdings Limited (note 5) 企展控股有限公司 (附註5)	45,000,000	3.07%	10,743,384	10,350,000	(393,384)	RMB914,400 人民幣914,400元	-
Rising Development Holdings Limited (note 6) 麗盛集團控股有限公司 (附註6)	39,018,000	2.81%	32,508,578	9,637,446	(22,871,132)	HK\$30,121,121 30,121,121港元	-
Dragonite International Limited (note 7) 參龍國際有限公司 (附註7)	4,486,000	4.23%	8,027,074	8,837,420	810,346	HK\$9,976,540 9,976,540港元	-
CST Mining Group Limited (note 8) 中科礦業集團有限公司 (附註8)	80,712,000	0.30%	10,729,705	8,716,896	(2,012,809)	US\$2,668,185 2,668,185美元	-
Willie International Holdings Limited (note 9) 威利國際控股有限公司 (附註9)	6,035,000	4.81%	6,337,677	6,638,500	300,823	HK\$86,090,185 86,090,185港元	-
Rising Development Holdings Limited (unlisted convertible notes) (note 6) 麗盛集團控股有限公司 (非上市可換股票據) (附註6)	N/A 不適用	N/A 不適用	19,700,000	4,940,000	(14,760,000)	N/A 不適用	-

* The calculation of net assets attributable to the investments is based on the latest published annual reports.

16. 被指定為持作買賣之財務資產 (續)

有關於二零一二年十二月三十一日之十大投資項目詳情如下：

* 該等投資應佔之資產淨值乃根據最近期刊發之年報計算。

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For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

16. FINANCIAL ASSETS DESIGNATED AS HELD FOR TRADING (continued)

A brief description of the business and financial information of the listed investee companies which represents a significant proportion of the Group's assets, based on their latest published annual reports are as follows:

Notes:

- (1) C C Land Holdings Limited ("C C Land") was incorporated in Bermuda and principally engaged in (i) property development and investment; (ii) manufacture and sale of watch boxes, gift boxes, eyewear cases, bags and pouches and display units (discontinued operation); (iii) manufacture and sale of soft luggage, travel bags, backpacks and briefcases; and (iv) treasury investment.

For the year ended 31st December 2011, the audited consolidated net profit from ordinary activities attributable to members of C C Land was approximately HK\$300,995,000 and the basic earnings per share was HK11.79 cents. As at 31st December 2011, the audited consolidated net asset value was approximately HK\$14,605,660,000.

- (2) Heritage International Holdings Limited ("Heritage") was incorporated in Bermuda and principally engaged in (i) property investment; (ii) investments in securities; (iii) money lending; (iv) investment holding; and (v) Chinese medicine clinic operations.

For the year ended 31st March 2012, the audited consolidated net loss from ordinary activities attributable to members of Heritage was approximately HK\$368,077,000 and the basic loss per share was HK\$0.09. As at 31st March 2012, the audited consolidated net asset value was approximately HK\$1,013,874,000.

16. 被指定為持作買賣之財務資產 (續)

估本集團資產之重大部份之接受投資上市公司之業務及財務資料(根據該等公司最近期刊發之年報)概述如下:

附註:

- (1) 中渝置地控股有限公司(「中渝置地」)乃於百慕達註冊成立及主要從事(i)物業開發及投資;(ii)製造及銷售手錶盒、禮品盒、眼鏡盒、包裝袋及小袋以及陳列用品(已終止經營業務);(iii)製造及銷售輕便行李袋、旅行袋、背囊及公事包;及(iv)財務投資。

截至二零一一年十二月三十一日止年度,中渝置地股東應佔日常業務之經審核綜合溢利淨額約為300,995,000港元,每股基本盈利為11.79港仙。於二零一一年十二月三十一日,經審核綜合資產淨值約為14,605,660,000港元。

- (2) 漢基控股有限公司(「漢基」)乃於百慕達註冊成立及主要從事(i)物業投資;(ii)證券投資;(iii)借貸;(iv)投資控股;及(v)中醫診所業務。

截至二零一二年三月三十一日止年度,漢基股東應佔日常業務之經審核綜合虧損淨額約為368,077,000港元,而每股基本虧損為0.09港元。於二零一二年三月三十一日,經審核綜合資產淨值約為1,013,874,000港元。

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For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

16. FINANCIAL ASSETS DESIGNATED AS HELD FOR TRADING (continued)

- (3) China Strategic Holdings Limited (“**China Strategic**”) was incorporated in Hong Kong and principally engaged in (i) manufacturing and trading of battery products and related accessories; and (ii) investments in securities.

For the year ended 31st December 2011, the audited consolidated net loss from ordinary activities attributable to members of China Strategic was approximately HK\$70,131,000 and the basic loss per share was HK1.9 cents. As at 31st December 2011, the audited consolidated net asset value was approximately HK\$716,112,000.

- (4) Poly Capital Holdings Limited (Previously known as “Beijing Yu Sheng Tang Pharmaceutical Group Limited”) (“**Poly Capital**”) was incorporated in Bermuda and principally engaged in (i) investment holding and securities investment; (ii) supply and procurement; (iii) provision of management service and securities investment; (iv) provision of finance; (v) production and trading of Chinese medicines and health care products; and (vi) holding of intellectual property relating to production and sale of Jinhua Qinggan.

For the year ended 31st March 2012, the audited consolidated net loss from ordinary activities attributable to members of Poly Capital was approximately HK\$467,851,000 and the basic loss per share was HK38.34 cents. As at 31st March 2012, the audited consolidated net asset value was approximately HK\$1,197,949,000.

- (5) Enterprise Development Holdings Limited (“**Enterprise Development**”) was incorporated in the Cayman Islands and principally engaged in (i) provision of integrated business software solutions; (ii) manufacturing and sale of bare copper wires and magnet wires; and (iii) provision of processing services in the People’s Republic of China.

For the year ended 31st December 2011, the audited consolidated net profit from ordinary activities attributable to shareholders of Enterprise Development was approximately RMB10,923,000 and the basic earnings per share was RMB0.01. As at 31st December 2011, the audited consolidated net asset value was approximately RMB29,785,000.

16. 被指定為持作買賣之財務資產 (續)

- (3) 中策集團有限公司(「中策」)乃於香港註冊成立及主要從事(i)製造及買賣電池產品及相關配件;及(ii)證券投資。

截至二零一一年十二月三十一日止年度，中策股東應佔日常業務之經審核綜合虧損淨額約為70,131,000港元，而每股基本虧損為1.9港仙。於二零一一年十二月三十一日，經審核綜合資產淨值約為716,112,000港元。

- (4) 保興資本控股有限公司(前稱北京御生堂藥業集團有限公司)(「保興資本」)乃於百慕達註冊成立及主要從事(i)投資控股及證券投資; (iv)供應及採購; (iii)提供管理服務及證券投資; (iv)提供融資; (v)生產及買賣中藥及保健品;及(vi)持有與生產及銷售金花清感有關之知識產權。

截至二零一二年三月三十一日止年度，保興資本股東應佔日常業務之經審核綜合虧損淨額約為467,851,000港元，而每股基本虧損為38.34港仙。於二零一二年三月三十一日，經審核綜合資產淨值約為1,197,949,000港元。

- (5) 企展控股有限公司(「企展控股」)乃於開曼群島註冊成立及主要從事(i)提供綜合商業軟件方案; (ii)裸銅線及電磁線之製造及銷售;及(iii)於中華人民共和國提供加工服務。

截至二零一一年十二月三十一日止年度，企展控股股東應佔日常業務之經審核綜合溢利淨額約為人民幣10,923,000元，而每股基本盈利為人民幣0.01元。於二零一一年十二月三十一日，經審核綜合資產淨值約為人民幣29,785,000元。

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For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

16. FINANCIAL ASSETS DESIGNATED AS HELD FOR TRADING (continued)

- (6) Rising Development Holdings Limited (“**Rising Development**”) was incorporated in Bermuda and principally engaged in (i) investment holding and trading in securities; (ii) trading and sales of fur garments; (iii) trading of fur skins; and (iv) business of mining natural resources.

For the year ended 31st March 2012, the audited consolidated net loss from ordinary activities attributable to members of Rising Development was approximately HK\$184,470,000 and the basic loss per share was HK13.31 cents. As at 31st March 2012, the audited consolidated net asset value was approximately HK\$1,071,926,000.

- (7) Dragonite International Limited (“**Dragonite**”) was incorporated in the Cayman Islands and principally engaged in (i) production and sales of a series of health care products, pharmaceutical products and Ruyan atomising cigarettes; (ii) securities trading and investments; and (iii) property investment in Hong Kong.

For the year ended 31st December 2011, the audited consolidated net loss from ordinary activities attributable to members of Dragonite was approximately HK\$314,081,000 and the basic loss per share was HK14.51 cents. As at 31st December 2011, the audited consolidated net asset value was approximately HK\$235,852,000.

- (8) CST Mining Group Limited (“**CST**”) was incorporated in the Cayman Islands and principally engaged in (i) acquisition, exploration, development and mining of copper and other mineral resources materials; (ii) investment in financial instruments, and (iii) property investment.

For the year ended 31st March 2012, the audited consolidated net loss from ordinary activities attributable to members of CST was approximately US\$70,074,000 and the basic loss per share was US0.26 cents. As at 31st March 2012, the audited consolidated net asset value was approximately US\$889,395,000.

16. 被指定為持作買賣之財務資產 (續)

- (6) 麗盛集團控股有限公司(「麗盛」)乃於百慕達註冊成立及主要從事(i)投資控股及證券買賣；(ii)買賣及銷售皮草成衣；(iii)買賣毛皮；及(iv)開採自然資源業務。

截至二零一二年三月三十一日止年度，麗盛股東應佔日常業務之經審核綜合虧損淨額約為184,470,000港元，而每股基本虧損為13.31港仙。於二零一二年三月三十一日，經審核綜合資產淨值約為1,071,926,000港元。

- (7) 叁龍國際有限公司(「叁龍」)乃於開曼群島註冊成立及主要從事(i)生產及銷售一系列保健產品、醫藥產品及如煙霧化煙；(ii)證券買賣及投資；及(iii)於香港進行物業投資。

截至二零一一年十二月三十一日止年度，叁龍股東應佔日常業務之經審核綜合虧損淨額約為314,081,000港元，而每股基本虧損為14.51港仙。於二零一一年十二月三十一日，經審核綜合資產淨值約為235,852,000港元。

- (8) 中科礦業集團有限公司(「中科礦業」)乃於開曼群島註冊成立及主要從事(i)收購、勘探、開發及採礦銅及其他金屬資源材料；(ii)金融工具投資；及(iii)物業投資。

截至二零一二年三月三十一日止年度，北中科礦業股東應佔日常業務之經審核綜合虧損淨額約為70,074,000美元，而每股基本虧損為0.26美仙。於二零一二年三月三十一日，經審核綜合資產淨值約為889,395,000美元。

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For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

16. FINANCIAL ASSETS DESIGNATED AS HELD FOR TRADING (continued)

- (9) Willie International Holdings Limited (“Willie”) was incorporated in Hong Kong and principally engaged in (i) trading of investment; (ii) provision of financial service; (iii) property investment; and (iv) investment holding.

For the year ended 31st December 2011, the audited consolidated net loss from ordinary activities attributable to members of Willie was approximately HK\$552,298,000 and the basic loss per share was HK\$1.63. As at 31st December 2011, the audited consolidated net asset value was approximately HK\$1,789,816,000.

17. ACCOUNTS RECEIVABLE, DEPOSIT AND PREPAYMENT

Prepaid service fee	預付服務費
Rental deposits	租金按金
Other receivables – brokers	其他應收款項－經紀
Dividend receivables	應收股息

16. 被指定為持作買賣之財務資產 (續)

- (9) 威利國際控股有限公司(「威利」)乃於香港註冊成立及主要從事(i)買賣投資；(ii)提供金融服務；(iii)物業投資；及(iv)投資控股。

截至二零一一年十二月三十一日止年度，威利股東應佔日常業務之經審核綜合虧損淨額約為552,298,000港元，每股基本虧損為1.63港元。於二零一一年十二月三十一日，經審核綜合資產淨值約為1,789,816,000港元。

17. 應收款項、按金及預付款項

		2012 二零一二年 HK\$ 港元	2011 二零一一年 HK\$ 港元
Prepaid service fee	預付服務費	312,772	3,228,251
Rental deposits	租金按金	202,550	202,550
Other receivables – brokers	其他應收款項－經紀	12,210	3,770,531
Dividend receivables	應收股息	–	734
		527,532	7,202,066

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財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

18. CASH AND BANK BALANCES

18. 現金及銀行結餘

		2012 二零一二年 HK\$ 港元	2011 二零一一年 HK\$ 港元
Deposits with banks	銀行存款	6,926,389	6,645,125
Cash in hand	手頭現金	5,898	6,838
		6,932,287	6,651,963

Included in cash and cash equivalents in the consolidated statement of financial position are the following amounts denominated in a currency other than the functional currency of the entity to which they relate:

綜合財務狀況表內之現金及現金等價物包括下列以實體相關功能貨幣以外貨幣計值之金額：

		2012 二零一二年	2011 二零一一年
RMB	人民幣	3,998	3,998

19. CREDITORS AND ACCRUED EXPENSES

19. 應付款項及預提費用

		2012 二零一二年 HK\$ 港元	2011 二零一一年 HK\$ 港元
Accrued expenses	預提費用	196,095	395,100
Other payables – broker	其他應付款項 – 經紀	4,518,275	–
		4,714,370	395,100

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財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

20. BORROWINGS

20. 借貸

		2012 二零一二年 HK\$ 港元	2011 二零一一年 HK\$ 港元
Loans from a finance company, unsecured	來自一間融資公司貸款， 無抵押	-	50,421,918

During the year, the Group has not obtained any new loan and has repaid all the outstanding loans and accrued interests.

年內，本集團並無取得任何新貸款並已償還所有未償還貸款及應計利息。

21. SHARE CAPITAL

21. 股本

		Number of ordinary shares of HK\$0.01 each 每股面值 0.01港元 之普通股數目	Number of ordinary shares of HK\$0.1 each 每股面值 0.1港元 之普通股數目	Number of ordinary shares of HK\$1 each 每股面值 1港元 之普通股數目	HK\$ 港元
	Notes 附註				
Authorised:	法定：				
At 31st December 2011	於二零一一年 十二月三十一日	-	10,000,000,000	-	1,000,000,000
Capital reduction	股本削減	100,000,000,000	(10,000,000,000)	-	-
At 31st December 2012	於二零一二年 十二月三十一日	100,000,000,000	-	-	1,000,000,000
Issued and fully paid:	已發行及繳足：				
At 1st January 2011	於二零一一年一月一日	-	1,431,093,843	-	143,109,384
Share consolidation (10 into 1)	股份合併(十合一)	-	(1,431,093,843)	143,109,384	-
Capital reduction	股本削減	-	143,109,384	(143,109,384)	(128,798,446)
Rights issue	供股	-	71,554,692	-	7,155,470
At 31st December 2011 and 1st January 2012	於二零一一年 十二月三十一日及 二零一二年一月一日	-	214,664,076	-	21,466,408
Rights issue	供股	<i>a</i>	858,656,304	-	85,865,630
Exercise of share options	行使購股權	<i>b</i>	21,440,000	-	2,144,000
Capital reduction	股本削減	<i>c</i>	1,094,760,380	(1,094,760,380)	(98,528,434)
Bonus issue	紅股發行	<i>d</i>	326,296,266	-	3,262,963
Exercise of bonus warrants	行使紅利認股權證	<i>e</i>	210,424,687	-	2,104,246
At 31st December 2012	於二零一二年 十二月三十一日	1,631,481,333	-	-	16,314,813

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財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

21. SHARE CAPITAL (continued)

During the year, the movements in the Company's share capital are as follows:

- (a) With reference to the prospectus documents of the Company dated 24th February 2012, rights shares of 858,656,304 on the basis of four rights shares for every share held by members on 23rd February 2012 at a price of HK\$0.15 each, together with bonus warrants (the "Warrants") of 214,664,076 at the exercise price of HK\$0.05 each on the basis of one Warrant for every four rights shares taken up, were issued and allotted to successful applicants.
- (b) On 2nd April 2012, the Company has granted an aggregate of 21,440,000 share options to subscribe for the ordinary shares in the capital of the Company at an exercise price of HK\$0.1456 each. On 3rd April 2012, 21,440,000 share options were fully exercised into 21,440,000 new shares of HK\$0.1 each.
- (c) On 24th April 2012 (Hong Kong time), the capital reorganisation has become effective after close of business. Capital reorganisation involved the reduction of the nominal value of every issued share from HK\$0.10 to HK\$0.01 by cancelling HK\$0.09 of the paid up capital on each issued share.

21. 股本 (續)

於本年度，本公司之股本變動如下：

- (a) 參考本公司日期為二零一二年二月二十四日之章程文件，已向成功申請人發行及配發858,656,304股供股股份（基準為於二零一二年二月二十三日股東每持有一股股份獲發四股供股股份，價格為每股0.15港元）連同214,664,076份紅利認股權證（「認股權證」）（行使價為每股0.05港元，基準為每接納四股供股股份獲發一份認股權證）。
- (b) 於二零一二年四月二日，本公司以每股0.1456港元之行使價授出合共21,440,000份可認購本公司股本中之普通股之購股權。於二零一二年四月三日，21,440,000份購股權已獲悉數行使為21,440,000股每股面值0.1港元之新股份。
- (c) 於二零一二年四月二十四日（香港時間），股本重組已於營業時間結束後生效。股本重組涉及透過註銷每股已發行股份之繳足股本之0.09港元而將每股已發行股份之面值由0.10港元削減至0.01港元。

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財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

21. SHARE CAPITAL (continued)

(d) The Board proposed a bonus issue on the basis of one bonus share for every four existing shares held by the members whose names were on the register of members of the Company on 10th October 2012 by way of capitalisation of amounts in the share premium account of the Company (the “**Bonus Issue**”). The proposed Bonus Issue was approved by the members at the extraordinary general meeting of the Company held on 3rd October 2012. A total of 326,296,266 bonus shares of HK\$0.01 each were issued by way of the Bonus Issue on 16th October 2012. All the bonus shares rank pari passu in all respects with the other shares in issue.

(e) Pursuant to the provisions of the instrument constituting the Warrants to subscribe for Shares issued by the Company on 30th April 2012 and the terms and conditions of the Warrants, in the event of the Bonus Issue of the Company, an adjustment would need to be made to the subscription price of such warrant shares to be issued upon the exercise of the subscription rights attached to the Warrants. Therefore, the outstanding Warrants of 4,239,389 at the subscription price of HK\$0.05 per warrant share was adjusted to the outstanding Warrants of 5,299,236 at the subscription price of HK\$0.04 per warrant share with effect from 11th October 2012.

21. 股本 (續)

(d) 董事會建議透過將本公司股份溢價賬內之金額予以資本化之方式，按於二零一二年十月十日名列本公司股東名冊之股東每持有四股現有股份獲發一股紅股之基準進行紅股發行（「紅股發行」）。建議紅股發行已於二零一二年十月三日舉行之本公司股東特別大會上獲股東批准。合共326,296,266股每股面值0.01港元之紅股已於二零一二年十月十六日以紅股發行方式發行。所有紅股於所有方面均與其他已發行股份享有同等地位。

(e) 根據構成本公司於二零一二年四月三十日發行之可認購股份之認股權證之文據條文以及認股權證之條款及條件，倘本公司進行紅股發行，則本公司須就於行使認股權證附帶之認購權後將予發行之有關認股權證股份之認購價作出調整。因此，認購價為每股認股權證股份0.05港元之4,239,389份尚未行使認股權證已調整至認購價為每股認股權證股份0.04港元之5,299,236份尚未行使認股權證，由二零一二年十月十一日起生效。

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財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

21. SHARE CAPITAL (continued)

(e) (continued)

During the year, 210,424,687 new shares of HK\$0.01 were issued on the exercise of the Warrants at the subscription price of HK\$0.05 per warrant share. At the end of the year, the Company had 5,299,236 (2011: nil) outstanding Warrants which will be expired on 29th April 2014. The exercise in full of such outstanding Warrants, under the present capital structure of the Company, would result in the issue of 5,299,236 additional new shares of HK\$0.01 each.

22. SHARE OPTION SCHEME

The Company's share option scheme (the "**Scheme**") was adopted pursuant to a resolution passed on 7th February 2005 for the primary purpose of providing incentives to directors and eligible employees and will expire on 7th February 2015 (the "**Option Period**"). Under the Scheme, the Board of Directors of the Company may grant share options to eligible participants, including directors of the Company and its subsidiaries and any other persons including consultants, advisors, agents, customers, suppliers, etc. to subscribe for shares in the Company.

21. 股本 (續)

(e) (續)

年內，210,424,687股每股面值0.01港元之新股份已因認股權證獲行使而按認購價每股認股權證股份0.05港元予以發行。於年末，本公司擁有5,299,236份（二零一一年：無）將於二零一四年四月二十九日屆滿之尚未行使認股權證。於本公司之現時股本架構下，悉數行使該等尚未行使認股權證將導致發行5,299,236股每股面值0.01港元之額外新股份。

22. 購股權計劃

本公司根據於二零零五年二月七日通過之決議案採納購股權計劃（「**該計劃**」），主要目的為向董事及合資格僱員提供獎勵。該計劃將於二零一五年二月七日屆滿（「**購股權期限**」）。根據該計劃，本公司董事會可向合資格參與人（包括本公司及其附屬公司之董事）及任何其他人士（包括顧問、諮詢者、代理、客戶、供應商等）授出購股權以認購本公司股份。

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For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

22. SHARE OPTION SCHEME (continued)

The total number of shares in respect of which share options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time, without prior approval from the Company's members. The number of shares in respect of which share options may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company's members. Share options granted to substantial members or independent non-executive directors in excess of 0.1% of the Company's share capital or with a value in excess of HK\$5 million must be approved in advance by the Company's members.

Share options granted must be taken up within 30 days of the date of grant, upon payment of HK\$1 on acceptance of the grant. Share options may be exercised at any time during the Option Period. The exercise price is determined by the directors of the Company, and will not be less than the highest of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a business day; (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of grant; and (iii) the nominal value of the Company's shares.

22. 購股權計劃 (續)

在未經本公司股東事先批准之情況下，根據該計劃可授出之購股權涉及之股份總數最多不得超過本公司不時已發行股份之10%。在未經本公司股東事先批准之情況下，於任何一年向任何個別人士授出之購股權涉及之股份數目不得超過本公司不時已發行股份之1%。倘向主要股東或獨立非執行董事授出之購股權超過本公司股本之0.1%或價值超過5,000,000港元，則須事先經由本公司股東批准。

就每次獲授予購股權於接受授予時支付1港元後，獲授予之購股權須於授予日期起計三十日內接納。購股權可於購股權期限內任何時間行使。行使價乃由本公司董事釐定，惟不得少於(i)在授予日期（必須為營業日）聯交所每日報價表所報本公司股份之收市價；(ii)緊接授予日期前五個交易日聯交所每日報價表所報股份之平均收市價；及(iii)本公司股份之面值（以三者之最高者為準）。

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財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

22. SHARE OPTION SCHEME (continued)

The following table discloses details of the Company's share options and movements in such holdings during the year:

Date of grant	Eligible person	Number of options outstanding at 1st January 2012	Number of options granted during the year	Number of options exercised during the year	Number of options cancelled/lapsed during the year	Number of options outstanding at 31st December 2012	Exercise period	Exercise price per share HK\$
		於二零一二年一月一日尚未行使之購股權數目	年內授出之購股權數目	年內行使之購股權數目	年內註銷/失效之購股權數目	於二零一二年十二月三十一日尚未行使之購股權數目		
2nd April 2012	Executive directors of the Company	-	21,440,000	(21,440,000)	-	-	2nd April 2012 – 1st April 2013	HK\$0.1456
二零一二年四月二日	本公司之執行董事						二零一二年四月二日至二零一三年四月一日	0.1456港元

The fair value of the total share options granted in the year measured as at the date of grant on 2nd April 2012 was HK\$851,889. The following significant assumptions were used to derive the fair value using the Black-Scholes option pricing model:

1. an expected volatility 104.59 per cent;
2. expected annual dividend yield is nil;
3. the estimated expected life of the share options granted during the year is half year; and
4. the quoted interest rate for the Exchange Fund Notes with maturity in 2012, being 0.12 per cent, was adopted to calculate the fair value of options granted on 2nd April 2012.

The Black-Scholes option pricing model requires the input of highly subjective assumption, including the volatility of share price. Changes in subjective input assumption can materially affect the fair value estimated, however, in the directors' opinion it is a reliable single measure of the fair value of the share options.

Total consideration received during the year for taking up the options granted was amounted HK\$2 (2011: HK\$nil).

22. 購股權計劃 (續)

下表披露年內本公司購股權之詳情及有關持有量之變動：

年內所授出總購股權按於二零一二年四月二日授出日期計量之公允價值為851,889港元。已採用以下重大假設並使用布萊克-舒爾斯期權定價模式以得出公允價值：

1. 預計波幅104.59%；
2. 預計年股息收益為零；
3. 年內所授出購股權之估計預計年期為半年；及
4. 於二零一二年到期之交易所基金票據之所報利率（即0.12%）已獲採納以計算於二零一二年四月二日所授出購股權之公允價值。

布萊克-舒爾斯期權定價模式須輸入高度主觀假設（包括股價波幅）。主觀輸入假設之變動可對所估計公允價值帶來重大影響，然而，董事認為其為計量購股權公允價值之唯一可靠方法。

年內就接納所授出購股權而收取之總代價為2港元（二零一一年：零港元）。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

23. RESERVES

23. 儲備

		Share premium 股份溢價 HK\$ 港元	Share option reserves 購股權儲備 HK\$ 港元	Capital redemption reserves 資本贖回儲備 HK\$ 港元	Accumulated losses 累計虧損 HK\$ 港元	Total 總計 HK\$ 港元
At 1st January 2011	於二零一一年一月一日	502,412,999	-	168,800	(359,182,680)	143,399,119
Total comprehensive loss	全面虧損總額	-	-	-	(213,916,171)	(213,916,171)
Capital reduction	股本削減	-	-	-	128,798,446	128,798,446
Rights issue	供股	46,510,549	-	-	-	46,510,549
Shares issue expenses	發行股份開支	(3,053,750)	-	-	-	(3,053,750)
At 31st December 2011 and 1st January 2012	於二零一一年 十二月三十一日及 二零一二年一月一日	545,869,798	-	168,800	(444,300,405)	101,738,193
Total comprehensive loss	全面虧損總額	-	-	-	(73,744,021)	(73,744,021)
Rights issue	供股	38,318,862	-	-	-	38,318,862
Share option benefits	購股權福利	-	851,889	-	-	851,889
Exercise of share options	行使購股權	1,829,553	(851,889)	-	-	977,664
Capital reduction	股本削減	-	-	-	98,528,434	98,528,434
Bonus issue	紅股發行	(3,262,963)	-	-	-	(3,262,963)
Exercise of bonus warrants	行使紅利認股權證	8,416,988	-	-	-	8,416,988
Shares issue expenses	發行股份開支	(1,956,169)	-	-	-	(1,956,169)
At 31st December 2012	於二零一二年 十二月三十一日	589,216,069	-	168,800	(419,515,992)	169,868,877

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

24. COMMITMENTS

24. 承擔

		2012 二零一二年 HK\$ 港元	2011 二零一一年 HK\$ 港元
Lease payments paid under operating leases in respect of rented properties during the year	本年度內就承租物業而根據經營租賃支付之租賃款項	1,815,300	1,260,375

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of rented premises which fall due as follows:

於報告期末，本集團根據不可撤銷經營租約就租用物業所須履行之未來最低租金款項之承擔之屆滿年期如下：

		2012 二零一二年 HK\$ 港元	2011 二零一一年 HK\$ 港元
Within one year	一年內	1,058,925	1,565,300
In the second to fifth years inclusive	第二年至第五年 (包括首尾兩年)	-	708,925
		1,058,925	2,274,225

Operating lease payments represent rentals payable by the Group for office property. Operating leases are negotiated and payments are fixed for an average of 2 years.

經營租約租金指本集團就辦公室物業應付之租金。經營租約由各方商訂，所支付之款項為固定而平均年期為兩年。

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財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

25. PLEDGE OF ASSETS

At the end of the reporting period, the Group's investments in financial assets designated as held for trading with carrying value amounting to HK\$181,812,798 (2011: HK\$158,473,781) were pledged to brokers to secure margin financing provided to the Group.

26. RETIREMENT BENEFITS SCHEME

The total costs charged to the consolidated statement of comprehensive income in the sum of HK\$91,280 (2011: HK\$94,378) represents contributions payable to the MPF Scheme in Hong Kong.

27. RELATED PARTY TRANSACTIONS

(a) The Group had the following related party transactions during the year which were carried out in the normal course of the Group's business:

Name of related party 關連方名稱	Nature of transaction 交易性質	2012 二零一二年 HK\$ 港元	2011 二零一一年 HK\$ 港元
Enerchine Investment Management Limited (formerly known as CU Investment Management Limited) 威華投資管理有限公司 (前稱富聯投資管理有限公司)	Investment management fee (Note 1) 投資管理費 (附註1)	1,200,000	840,000
Chung Nam Securities Limited 中南証券有限公司	Interest expenses (Note 2) 利息開支 (附註2)	107,250	311,158
	Brokerage fee (Note 2) 經紀費用 (附註2)	1,030,371	1,927,810
	Commission income (Note 3) 佣金收入 (附註3)	1,460,000	–
	Interest income (Note 3) 利息收入 (附註3)	310,000	–
Enerchine Securities Limited (formerly known as Radland International Limited) 威華股票有限公司 (前稱金江股票有限公司)	Commission income (Note 3) 佣金收入 (附註3)	420,000	850,000

25. 資產抵押

於報告期末，本集團賬面值為181,812,798港元(二零一一年：158,473,781港元)之被指定為持作買賣之財務資產投資已就本集團所獲孖展融資向經紀作出抵押。

26. 退休福利計劃

於綜合全面收益表扣除之成本總額為91,280港元(二零一一年：94,378港元)，即須於香港向強積金計劃支付供款。

27. 關連方交易

(a) 本集團於本年度內在本集團日常業務中進行下列關連方交易：

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財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

27. RELATED PARTY TRANSACTIONS

(continued)

Notes:

- (1) Enerchine Investment Management Limited (“EIML”) is the investment manager of the Group since 3rd November 2003. The investment management fee is HK\$40,000 per month for the period from 1st January 2009 to 30th June 2011 and is increased to HK\$100,000 per month effective from 1st July 2011.
- (2) The Group had obtained margin financing facilities from Chung Nam Securities Limited (“CNSL”), a fellow subsidiary of EIML and a connected person under the Rules Governing the Listing of Securities on the Stock Exchange, through the opening of margin trading accounts with CNSL to deal in securities in accordance with the investment objective and policies of the Group. For the year ended 31st December 2012, the Group paid to CNSL brokerage fees amounted to HK\$1,030,371 (2011: HK\$1,927,810) and margin interests amounted to HK\$107,250 (2011: HK\$311,158) in respect of the margin trading accounts from 1st January 2012 to 31st December 2012 which constituted related party transactions.
- (3) The Group has received the commission rebates from CNSL and Enerchine Securities Limited, a fellow subsidiary of EIML and a connected person under the Rules Governing the Listing of securities on the Stock Exchange, in the amount of HK\$1,460,000 (2011: HK\$nil) and HK\$420,000 (2011: HK\$850,000) respectively and interest rebates from CNSL in the amount of HK\$310,000 (2011: HK\$nil) during the year.
- (b) At the end of the reporting period, the amount due (to)/from a related company is as follows:

Name of related party
關連方名稱

Particular
詳情

2012
二零一二年
HK\$
港元

2011
二零一一年
HK\$
港元

CNSL
中南證券

Margin securities account
孖展證券賬戶

(4,518,275)

3,762,681

27. 關連方交易 (續)

附註:

- (1) 威華投資管理有限公司(「威華投資管理」)自二零零三年十一月三日起為本集團之投資經理。投資管理費自二零零九年一月一日起至二零一一年六月三十日止期間為每月40,000港元並自二零一一年七月一日起增加至每月100,000港元。
- (2) 本集團自中南證券有限公司(「中南證券」, 威華投資管理的同系附屬公司及聯交所證券上市規則下的關連人士)獲得孖展融資貸款, 透過於中南證券開立孖展買賣賬戶按照本集團之投資目標及政策買賣證券。截至二零一二年十二月三十一日止年度, 本集團已就二零一二年一月一日至二零一二年十二月三十一日之孖展買賣賬戶向中南證券支付經紀費1,030,371港元(二零一一年: 1,927,810港元)及孖展利息107,250港元(二零一一年: 311,158港元), 而該等交易構成關連方交易。
- (3) 年內, 本集團已分別自中南證券及威華股票有限公司(威華投資管理的同系附屬公司及聯交所證券上市規則下的關連人士)收取為數1,460,000港元(二零一一年: 零港元)及420,000港元(二零一一年: 850,000港元)之佣金回扣及自中南證券收取為數310,000港元(二零一一年: 零港元)之利息回扣。
- (b) 於報告期末, (應付)/應收關連公司款項如下:

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財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

27. RELATED PARTY TRANSACTIONS

(continued)

(c) Remuneration for key management personnel, including amounts paid to the Company's directors as disclosed in note 11 and certain of the highest paid employees as disclosed in note 12, is as follows:

		2012 二零一二年 HK\$ 港元	2011 二零一一年 HK\$ 港元
Directors' fee	董事袍金	720,000	613,457
Salaries, allowance and benefits in kind	薪金、津貼及實物福利	3,945,000	4,045,769
Contributions to MPF Scheme	強積金供款	44,250	50,375
		4,709,250	4,709,601

28. INTERESTS IN SUBSIDIARIES

27. 關連方交易 (續)

(c) 主要管理人員之酬金 (包括支付予本公司董事 (如附註11所披露) 及若干最高薪僱員 (如附註12所披露) 之數額) 如下:

28. 於附屬公司之權益

		2012 二零一二年 HK\$ 港元	2011 二零一一年 HK\$ 港元
Unlisted shares, at cost	未上市股份, 按成本	10,000,023	10,000,023
Amount due from subsidiaries	應收附屬公司款項	988,672,441	862,249,589
Less: impairment loss	減: 減值虧損	(819,910,271)	(758,949,274)
		178,762,193	113,300,338

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For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

28. INTERESTS IN SUBSIDIARIES

(continued)

Details of the subsidiaries are set out as follows:

28. 於附屬公司之權益 (續)

附屬公司詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation 註冊成立地點	Paid up issued/ registered ordinary share capital 繳足已 發行／註冊 普通股股本 US\$ 美元	Percentage of equity attributable to the Company		Principal activities and place of operation 主要業務及營業地點
			Direct 直接 %	Indirect 間接 %	
Winning Horse Limited	British Virgin Islands 英屬處女群島	1	100	–	Trading of financial assets designated as held for trading in Hong Kong 於香港買賣被指定為持作買賣之財務資產
Fortuneway Limited	British Virgin Islands 英屬處女群島	1	100	–	Investment holdings 投資控股
Sunluck Investments Limited	British Virgin Islands 英屬處女群島	1	100	–	Investment holdings 投資控股
Next Method Limited	British Virgin Islands 英屬處女群島	1	100	–	Investment holdings 投資控股
Winning Point Limited	British Virgin Islands 英屬處女群島	1	–	100	Inactive 暫無營業

Notes to the Financial Statements

財務報表附註

For the year ended 31st December 2012 截至二零一二年十二月三十一日止年度

29. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company includes:

29. 有關本公司財務狀況表之資料

有關本公司財務狀況表之資料包括：

		2012 二零一二年 HK\$ 港元	2011 二零一一年 HK\$ 港元
Non-current assets	非流動資產		
Property, plant and equipment (Note 15)	物業、廠房及設備 (附註15)	125,443	193,809
Interests in subsidiaries (Note 28)	於附屬公司之權益 (附註28)	178,762,193	113,300,338
		178,887,636	113,494,147
Current assets	流動資產		
Deposit and prepayment	按金及預付款項	515,322	3,430,801
Cash and bank balances	現金及銀行結餘	6,927,937	6,650,813
		7,443,259	10,081,614
Current liability	流動負債		
Creditors and accrued expenses	應付款項及預提費用	196,095	395,100
Net current assets	流動資產淨值	7,247,164	9,686,514
Net assets	資產淨值	186,134,800	123,180,661
Capital and reserves	資本及儲備		
Share capital (Note 21)	股本 (附註21)	16,314,813	21,466,408
Reserves	儲備	169,819,987	101,714,253
Total equity	權益總額	186,134,800	123,180,661

Five Years Financial Summary

五年財務概要

		Year ended 31st December 截至十二月三十一日止年度				
		2012 二零一二年 HK\$ 港元	2011 二零一一年 HK\$ 港元	2010 二零一零年 HK\$ 港元	2009 二零零九年 HK\$ 港元	2008 二零零八年 HK\$ 港元
Results	業績					
Revenue	收益	1,113,316	130,931	392,662	2,662,780	3,612,005
(Loss) Profit before taxation	除稅前(虧損) 溢利	(73,744,021)	(213,916,171)	(48,047,723)	58,768,321	(388,624,547)
Taxation	稅項	-	-	-	-	-
(Loss) Profit for the year attributable to members	股東應佔年內 (虧損)溢利	(73,744,021)	(213,916,171)	(48,047,723)	58,768,321	(388,624,547)
Assets and liabilities	資產及負債					
Total assets	總資產	190,898,060	174,021,619	288,568,663	214,982,174	128,134,708
Total liabilities	總負債	(4,714,370)	(50,817,018)	(2,060,160)	(2,703,227)	(56,637,645)
Net assets	資產淨值	186,183,690	123,204,601	286,508,503	212,278,947	71,497,063
Capital and reserves	資本及儲備					
Share capital	股本	16,314,813	21,466,408	143,109,384	117,420,874	51,650,729
Reserves	儲備	169,868,877	101,738,193	143,399,119	94,858,073	19,846,334
Total equity	權益總額	186,183,690	123,204,601	286,508,503	212,278,947	71,497,063



Radford Capital Investment Limited
萊福資本投資有限公司