



National Investments

National Investments Fund Limited

國盛投資基金有限公司

(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: 1227)

Delivering
on our Strategy

Annual Report 2013年報

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Corporation Information 公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Wong Danny F. (*Chairman*)
Mr. Wu Tse Wai, Frederick (*Chief Executive Officer*)
Mr. Fong Chi Wah

Non-executive Director

Ms. Yang XiaoFeng (Redesignated as Non-executive Director
on 11 March 2014)

Independent Non-executive Directors

Mr. Char Shik Ngor, Stephen
Mr. Liu Jin
Mr. Law Tze Lun (Appointed on 12 December 2013)
Mr. Wong Sin Lai (Resigned on 4 October 2013)

AUDIT COMMITTEE

Mr. Law Tze Lun (*Chairman*) (Appointed on 12 December 2013)

Mr. Char Shik Ngor, Stephen
Mr. Liu Jin
Mr. Wong Sin Lai (*Chairman*) (Resigned on 4 October 2013)

REMUNERATION COMMITTEE

Mr. Liu Jin (*Chairman*)
Ms. Yang XiaoFeng
Mr. Law Tze Lun (Appointed on 12 December 2013)
Mr. Wong Sin Lai (Resigned on 4 October 2013)

NOMINATION COMMITTEE

Mr. Char Shik Ngor, Stephen (*Chairman*)
Mr. Liu Jin
Mr. Law Tze Lun (Appointed on 12 December 2013)
Mr. Wong Sin Lai (Resigned on 4 October 2013)

COMPANY SECRETARY

Mr. Law Kim Fai (Appointed on 29 May 2013)
Ms. Shum Ching Yee, Jennifer (Resigned on 29 May 2013)

AUDITORS

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

PRINCIPAL BANKERS

Wing Hang Bank, Limited
Industrial and Commercial Bank of China (Asia) Limited

董事會

執行董事

汪曉峰先生 (*主席*)
吳子惠先生 (*行政總裁*)
方志華先生

非執行董事

楊曉峰女士 (於二零一四年三月十一日調任
為非執行董事)

獨立非執行董事

查錫我先生
劉進先生
羅子璘先生 (於二零一三年十二月十二日獲委任)
王善豐先生 (於二零一三年十月四日辭任)

審核委員會

羅子璘先生 (*主席*) (於二零一三年十二月十二日
獲委任)

查錫我先生
劉進先生
王善豐先生 (*主席*) (於二零一三年十月四日辭任)

薪酬委員會

劉進先生 (*主席*)
楊曉峰女士
羅子璘先生 (於二零一三年十二月十二日獲委任)
王善豐先生 (於二零一三年十月四日辭任)

提名委員會

查錫我先生 (*主席*)
劉進先生
羅子璘先生 (於二零一三年十二月十二日獲委任)
王善豐先生 (於二零一三年十月四日辭任)

公司秘書

羅劍輝先生 (於二零一三年五月二十九日獲委任)
沈靜宜小姐 (於二零一三年五月二十九日辭任)

核數師

國衛會計師事務所有限公司
香港執業會計師

主要往來銀行

永亨銀行有限公司
中國工商銀行(亞洲)有限公司

REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS

Suite 1401, 14th Floor
Great Eagle Centre
23 Harbour Road
Wanchai
Hong Kong

INVESTMENT MANAGER

Enerchine Investment Management Limited
(formerly known as CU Investment Management Limited)
26th Floor, China United Centre
28 Marble Road
North Point
Hong Kong

CUSTODIAN

Bank of Communications Trustee Limited
1st Floor, Far East Consortium Building
121 Des Voeux Road Central
Hong Kong

COMPLIANCE ADVISER

Messis Capital Limited

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Tengis Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

STOCK CODE

The Stock Exchange of Hong Kong Limited:
1227

WEBSITE

www.nif-hk.com

註冊辦事處

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

主要營業地點

香港
灣仔
港灣道23號
鷹君中心
14樓1401室

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
北角
馬寶道28號
華滙中心26樓

託管商

交通銀行信託有限公司
香港
德輔道中121號
遠東發展大廈1樓

合規顧問

大有融資有限公司

香港股份過戶登記分處

卓佳登捷時有限公司
香港
皇后大道東183號
合和中心22樓

股份代號

香港聯合交易所有限公司:
1227

網址

www.nif-hk.com

Chairman's Statement and Management Discussion and Analysis

主席報告與管理層討論及分析

On behalf of the board of directors (the "Board") of National Investments Fund Limited (the "Company"), I am pleased to present the annual results of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2013 (the "Review Period").

The Company is an investment company and the Group is principally engaged in investments in a diversified portfolio of listed and unlisted companies.

BUSINESS REVIEW

For the Review Period, the Group's revenue, excluding the net loss (2012: gain) on financial assets at fair value through profit or loss ("FVTPL"), increased by 208.32% to approximately HK\$4,446,000 (2012: approximately HK\$1,442,000) and recorded a net loss on financial assets at FVTPL of approximately HK\$47,049,000 (2012: net gain on financial assets at FVTPL of approximately HK\$62,149,000). Included in the net loss (2012: gain) on financial assets at FVTPL, the proceeds on sales were approximately HK\$111,521,000 (2012: approximately HK\$31,804,000), and the cost of sales were approximately HK\$142,551,000 (2012: approximately HK\$32,193,000), therefore, the net realised loss on financial assets at FVTPL was approximately HK\$31,030,000 (2012: approximately HK\$389,000). Apart from the net realised loss on financial assets at FVTPL, the unrealised loss on financial assets at FVTPL was approximately HK\$16,019,000 (2012: unrealised gain on financial assets at FVTPL of approximately HK\$62,538,000).

For the Review Period, the Group reported that the loss for the year attributable to owners of the Company was approximately HK\$117,881,000 (2012: profit for the year attributable to owners of the Company of approximately HK\$30,134,000). The loss was mainly attributable to the net loss on financial assets at FVTPL of approximately HK\$47,049,000 (2012: profit was mainly attributable to the net gain on financial assets at FVTPL of approximately HK\$62,149,000), staff costs of approximately HK\$8,149,000 (2012: approximately HK\$4,794,000) and directors' emoluments of approximately HK\$4,045,000 (2012: approximately HK\$3,976,000).

During the Review Period, the Group received dividend income from financial assets at FVTPL of approximately HK\$697,000 (2012: approximately HK\$179,000).

本人謹代表國盛投資基金有限公司(「本公司」)董事會(「董事會」)欣然呈列本公司及其附屬公司(統稱「本集團」)截至二零一三年十二月三十一日止年度(「回顧期間」)之全年業績。

本公司為一間投資公司，而本集團之主要業務為投資於上市及非上市公司之多元化投資組合。

業務回顧

於回顧期間，本集團之收益(不包括於損益表按公允價值列賬(「於損益表按公允價值列賬」)之金融資產虧損淨額(二零一二年：收益))增加208.32%至約4,446,000港元(二零一二年：約1,442,000港元)，並錄得於損益表按公允價值列賬之金融資產虧損淨額約47,049,000港元(二零一二年：於損益表按公允價值列賬之金融資產收益淨額約62,149,000港元)。於損益表按公允價值列賬之金融資產虧損淨額(二零一二年：收益)包括銷售所得款項約111,521,000港元(二零一二年：約31,804,000港元)，以及銷售成本約142,551,000港元(二零一二年：約32,193,000港元)，因此，於損益表按公允價值列賬之金融資產已變現虧損淨額約31,030,000港元(二零一二年：約389,000港元)。除於損益表按公允價值列賬之金融資產已變現虧損淨額外，於損益表按公允價值列賬之金融資產未變現虧損約16,019,000港元(二零一二年：於損益表按公允價值列賬之金融資產未變現收益約62,538,000港元)。

於回顧期間，本集團錄得約117,881,000港元本公司擁有人應佔年內虧損(二零一二年：本公司擁有人應佔年內溢利約30,134,000港元)。該虧損主要源自於損益表按公允價值列賬之金融資產虧損淨額約47,049,000港元(二零一二年：溢利主要源自於損益表按公允價值列賬之金融資產收益淨額約62,149,000港元)、員工成本約8,149,000港元(二零一二年：約4,794,000港元)及董事酬金約4,045,000港元(二零一二年：約3,976,000港元)。

於回顧期間，本集團錄得於損益表按公允價值列賬之金融資產之股息收入約697,000港元(二零一二年：約179,000港元)。



PROSPECT

In view of the recovery of the global economy and the gradual growth of the PRC economy throughout the second half of 2013 and as suggested by various financial institutions worldwide, the average of forecasted 2014 Hang Seng Index target will be approximately to average 25,427, indicating a positive outlook of Hong Kong stock market.

The Group will continue to implement diversified investment strategy and to identify suitable investment opportunities with potential of asset appreciation to generate better return for the Group and the shareholders. The Group will also continue to adopt and maintain a prudent but proactive investment approach and will closely monitor the performance of the investment portfolios. The Group is confident that shareholders of the Company will be rewarded with strong positive returns under our investment portfolios.

DIVIDEND

The Board of the Company did not recommend the payment of a final dividend for the Review Period (2012: Nil).

LIQUIDITY AND FINANCIAL RESOURCES

The Group had cash and cash equivalents of approximately HK\$21,624,000 (2012: approximately HK\$22,287,000) as at 31 December 2013.

As at 31 December 2013, the Company had issued promissory notes in the aggregate amount of HK\$110,000,000. Eleven promissory notes in the denomination of HK\$10,000,000 each were issued to eleven independent third parties. Each promissory note bears interest at a rate of 5% per annum with a maturity period of 7 years from the date of issue. The net proceeds were used for investment in securities and/or as general working capital of the Group.

The Group had net current assets of approximately HK\$155,370,000 (2012: approximately HK\$225,533,000) as at 31 December 2013. Save as the above promissory notes, the Group had not obtained any credit facilities from financial institutions during the year. All the cash and cash equivalents were placed in Hong Kong Dollars accounts with the banks in Hong Kong, exposure to exchange fluctuation is considered minimal. The gearing ratio, calculated on the basis of total liabilities over total equity as at 31 December 2013 was 0.926 (2012: 0.333).

展望

鑑於二零一三年下半年全球經濟復甦，中國經濟亦逐步增長，世界各地不同金融機構預測，二零一四年恒生指數之平均預測目標約平均25,427點，顯示香港股票市場前景正面。

本集團將繼續實行分散投資策略，以及辨識合適並具有資產增值潛力之投資機會，從而為本集團及股東帶來更佳回報。本集團亦會繼續採納及保持審慎但主動之投資策略，密切注視投資組合之表現。本集團深信，本公司股東將因我們的投資組合而獲得豐厚正面回報。

股息

本公司董事會不建議就回顧期間派發末期股息（二零一二年：無）。

流動資金及財務資源

於二零一三年十二月三十一日，本集團有現金及現金等值項目約21,624,000港元（二零一二年：約22,287,000港元）。

於二零一三年十二月三十一日，本公司已發行總額為110,000,000港元之承兌票據。十一份承兌票據每份面值為10,000,000港元，已發行予十一名獨立第三方。每份承兌票據按年利率5%計息，由發行日期起計七年到期。所得款項淨額已用於投資證券及／或用作本集團一般營運資金。

於二零一三年十二月三十一日，本集團流動資產淨值約155,370,000港元（二零一二年：約225,533,000港元）。除上述承兌票據外，本集團於本年度並無向金融機構取得任何信貸融資。由於所有現金及現金等值項目均存放於香港銀行之港元賬戶，故承擔之外匯波動風險極低。於二零一三年十二月三十一日之資產負債比率為0.926（二零一二年：0.333），該比率乃按負債總額除以權益總額之基準計算。

CAPITAL STRUCTURE

The shares of the Company were listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). During the Review Period, the changes of the capital structure of the Company were set out below:

- (i) On 28 June 2013, the Company completed the placing of 36,850,000 new ordinary shares of HK\$0.01 each through a placing agent to not less than six independent investors at a price of HK\$0.285 per placing share, and the net proceeds of the placing in the amount of approximately HK\$9,936,000, representing a net price of HK\$0.270 per placing share, were invested in Mascotte Holdings Limited (Stock Code: 136). Details of which were disclosed in the announcement of the Company dated 20 June 2013.
- (ii) On 3 September 2013, the Company completed a rights issue and issued 110,558,052 new shares with par value of HK\$0.01 each at a subscription price of HK\$0.17 each. The net proceeds, after deducting related costs and expenses, were approximately HK\$17,205,000. Details of the rights issue were set out in the Company's prospectus dated 13 August 2013.

As at 31 December 2013, the total number of issued ordinary shares of the Company was 331,674,157 shares (2012: 184,266,105 shares).

EMPLOYEES

As at 31 December 2013, the Group had 25 employees (2012: 19), including executive directors, non-executive director and independent non-executive directors. Total employees costs for the Review Period were approximately HK\$12,194,000 (2012: approximately HK\$8,770,000). The Group's remuneration policies are in line with the prevailing market practice and are determined on the basis of the performance and experience of individual employees.

CAPITAL COMMITMENTS

As at 31 December 2013, the Group and the Company did not have any material capital commitments (2012: Nil).

股本架構

本公司之股份已於香港聯合交易所有限公司（「聯交所」）上市。於回顧期間，本公司之股本架構變動載列如下：

- (i) 於二零一三年六月二十八日，本公司透過一名配售代理，已完成以每股配售股份0.285港元之價格，向不少於六名獨立投資者配售36,850,000股每股面值0.01港元之新普通股，配售事項之所得款項淨額約9,936,000港元，即每股配售股份淨價格為0.270港元，用以投資於馬斯葛集團有限公司（股份代號：136）。詳情已於本公司日期為二零一三年六月二十日之公告內披露。
- (ii) 於二零一三年九月三日，本公司已完成一項供股，並以每股0.17港元之認購價發行110,558,052股每股面值0.01港元之新股份。經扣除相關成本及費用後，所得款項淨額約17,205,000港元。供股詳情載已於本公司日期為二零一三年八月十三日之章程內。

於二零一三年十二月三十一日，本公司之已發行普通股總數為331,674,157股（二零一二年：184,266,105股）。

僱員

於二零一三年十二月三十一日，本集團共有25名（二零一二年：19名）僱員，其中包括執行董事、非執行董事及獨立非執行董事。於回顧期間之僱員成本總額約12,194,000港元（二零一二年：約8,770,000港元）。本集團之薪酬政策與現行之市場慣例相符，並以個別僱員之表現及經驗作為釐定基準。

資本承擔

於二零一三年十二月三十一日，本集團及本公司並無任何重大資本承擔（二零一二年：無）。



CHARGES ON THE GROUP'S ASSETS AND CONTINGENT LIABILITIES

There were no charges on the Group's assets or any significant contingent liabilities as at 31 December 2013 (2012: Nil).

APPRECIATION

On behalf of the Board, I would like to express my sincere gratitude to our shareholders and business partners for their unfailing support. I would also like to thank our management and staff for their dedication and hard work.

Wong Danny F.

Chairman

Hong Kong, 21 March 2014

本集團資產抵押及或然負債

於二零一三年十二月三十一日，本集團並無任何資產抵押或重大或然負債（二零一二年：無）。

鳴謝

本人謹代表董事會感謝股東及業務夥伴之寶貴支持，以及管理層及各員工之不懈努力。

汪曉峰

主席

香港，二零一四年三月二十一日

Biographical Details of Directors

董事簡歷

EXECUTIVE DIRECTORS

Mr. Wong Danny F., aged 51, was appointed as an executive director of the Company on 21 May 2007. Mr. Wong holds a Bachelor degree in Economics and Accounting from China Central University of Finance and Economics. Mr. Wong has over 20 years of experiences in investment project evaluation, listing planning and asset management. From 2001 to 2005, Mr. Wong was the executive director of Sun Hung Kai International Limited, he was in charge of investment banking and responsible for public listing of companies and fund raising activities for private and listed companies. For the period from 16 June 2009 to 24 August 2009, Mr. Wong was the executive director of Poly Capital Holdings Limited (Stock code: 1141), a company listed on the Stock Exchange. Mr. Wong has also been appointed as an executive Director and the chairman of Mascotte Holdings Limited (Stock code: 136) on 14 February 2014.

Mr. Wong is the spouse of Ms. Yang XiaoFeng who is a non-executive director of the Company.

Mr. Wu Tse Wai, Frederick, aged 72, was appointed as an executive director of the Company on 6 January 2004. Mr. Wu was educated in Hong Kong and the United States with a Master of Business Administration degree in Finance. He has over 42 years of experience in insurance, securities business and asset management. He started his career with Paul Revere Life Insurance Company as an assistant actuary. He later worked for Fidelity Management and Research of Boston as an analyst and then moved on to senior positions in research and fund management with various well-known institutions in the United States. In the early 80s, Mr. Wu joined and was a senior portfolio manager and investment advisor of Bank of America in Hong Kong. In the 90s, Mr. Wu joined and was elected a director and senior consultant of Lippo Securities Group Limited (the "Lippo Securities Group"). He was a member of Lippo Securities Group investment committee and was responsible for supervising the fund management activities including futures related investments of Lippo Securities Group. Mr. Wu is currently a responsible officer registered under the Securities and Futures Ordinance.

執行董事

汪曉峰先生，51歲，於二零零七年五月二十一日獲委任為本公司執行董事。汪先生持有中國中央財經大學頒授之經濟及會計學士學位。汪先生在投資專案評估、策劃上市及資產管理方面擁有逾20年豐富經驗。汪先生於二零零一年至二零零五年期間出任新鴻基國際有限公司執行董事，主管投資銀行業務，負責為私人企業及上市公司提供公開掛牌及集資服務。二零零九年六月十六日至二零零九年八月二十四日期間，汪先生出任保興資本控股有限公司（其股份於聯交所上市，股份代號：1141）之執行董事。汪先生亦於二零一四年二月十四日獲委任為馬斯葛集團有限公司（股份代號：136）之執行董事兼主席。

汪先生是本公司非執行董事楊曉峰女士之配偶。

吳子惠先生，72歲，於二零零四年一月六日獲委任為本公司執行董事。吳先生於香港及美國接受教育，取得財務工商管理碩士學位。彼於保險、證券業務及資產管理方面擁有逾42年經驗。彼曾於Paul Revere Life Insurance Company擔任助理精算師，開展其事業。彼之後在Fidelity Management and Research of Boston出任分析員，其後於美國多家著名機構出任研究及資金管理高層職位。於八十年代初期，吳先生為香港Bank of America高級投資組合經理兼投資顧問。於九十年代，吳先生膺選為Lippo Securities Group Limited（「Lippo Securities Group」）董事兼高級顧問。彼為Lippo Securities Group投資委員會成員，負責監管資金管理事宜，包括Lippo Securities Group之期貨相關投資。吳先生現為證券及期貨條例下註冊之負責人員。



Mr. Fong Chi Wah, aged 51, was appointed as an executive director of the Company on 1 November 2005. Mr. Fong is a Certified Practising Accountant (Australia), a Chartered Financial Analyst, a member of the Hong Kong Institute of Certified Public Accountants, a member of the Institute of Certified Management Accountants, Australia and a member of Hong Kong Institute of Directors. Mr. Fong has over 20 years of extensive experience in various sectors of financial industry, including direct investment, project and structured finance, and capital markets with focus on the PRC and Hong Kong. Mr. Fong was previously a director of Baring Capital (China) Management Limited and held various management positions in ING Bank. Mr. Fong was previously also an executive director of Grand Investment International Limited (15 April 2003 (date of incorporation) to 1 April 2006), a company listed on the Stock Exchange. Mr. Fong is currently the independent non-executive director of China Innovationpay Group Limited (formerly known as SYSCAN Technology Holdings Limited) since 19 December 2003 and Real Nutraceutical Group Limited (formerly known as Ruinian International Limited) since 28 March 2008, both companies are listed on the Stock Exchange.

NON-EXECUTIVE DIRECTOR

Ms. Yang XiaoFeng, aged 34, was appointed as a non-executive director of the Company on 21 May 2007. She was redesignated as an executive director of the Company on 1 March 2014 and further redesignated as a non-executive director on 11 March 2014. Ms. Yang holds a bachelor in Computer Science degree from the Zhejiang Gongshang University (formerly known as Hangzhou University of Commerce). Ms. Yang has extensive experience in finance marketing. Ms. Yang was an independent non-executive director of Forefront International Holdings Limited (currently known as Forefront Group Limited), a company whose shares are listed on the Stock Exchange for the period from 18 April 2007 to 18 May 2007.

Ms. Yang is the spouse of Mr. Wong Danny F. who is the chairman and executive director of the Company.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Char Shik Ngor, Stephen, aged 64, was appointed as an independent non-executive director of the Company on 22 May 2007. Mr. Char holds a Bachelor of Laws Degree (Honour) s from University of London, a Master degree in Social Sciences (Criminology) from the University of Hong Kong, a Master degree in Social Sciences (Counselling) from the University of Hong Kong and a Post-graduate Certificate in Laws from City University of Hong Kong. Mr. Char was a Chief Investigator and Senior Assignment Officer of the Independent Commission Against Corruption in Hong Kong from 1976 to 2004. Mr. Char was a Chief Executive Officer of Garner Forest Industries Limited. Mr. Char is currently a Barrister at Law and an Accredited Mediator.

方志華先生，51歲，於二零零五年十一月一日獲委任為本公司執行董事。方先生為澳洲執業會計師、特許財務分析師、香港會計師公會會員、澳洲執業管理會計師協會會員及香港董事學會會員。方先生於金融業之不同範疇擁有逾20年豐富經驗，包括主要於中國及香港進行之直接投資、項目及結構性融資，以及資本市場。方先生曾為霸菱投資（中國）基金管理有限公司董事，並於ING Bank擔任不同管理層職位。方先生亦曾任大唐投資國際有限公司（聯交所上市公司）之執行董事（二零零三年四月十五日（註冊成立日期）至二零零六年四月一日）。方先生分別自二零零三年十二月十九日及二零零八年三月二十八日起為聯交所上市公司中國創新支付集團有限公司（前稱矽感科技控股有限公司）及瑞年國際有限公司（均為聯交所上市公司）之獨立非執行董事。

非執行董事

楊曉峰女士，34歲，於二零零七年五月二十一日獲委任為本公司非執行董事。彼於二零一四年三月一日調任為本公司執行董事，其後再於二零一四年三月十一日調任為非執行董事。楊女士持有浙江工商大學（前稱杭州商學院）頒授之電腦科學學士學位。楊女士擁有金融市場推廣之豐富經驗。於二零零七年四月十八日至二零零七年五月十八日期間，楊女士曾獲委任為福方國際控股有限公司（現稱福方集團有限公司）（其股份於聯交所上市）之獨立非執行董事。

楊女士是本公司主席兼執行董事汪曉峰先生之配偶。

獨立非執行董事

查錫我先生，64歲，於二零零七年五月二十二日獲委任為本公司獨立非執行董事。查先生持有倫敦大學（榮譽）法學士、香港大學社會科學（犯罪學）碩士、香港大學社會科學（輔導學）碩士學位及香港城市大學法學專業證書。查先生於一九七六年至二零零四年期間曾任香港廉政公署總調查主任及高級審查主任，亦曾任加林森林工業有限公司之行政總裁。查先生現為大律師及認可調解員。

Biographical Details of Directors 董事簡歷

Mr. Liu Jin, aged 38, was appointed as an independent non-executive director of the Company on 21 May 2007. Mr. Liu holds a Bachelor degree in International Economic Law from the Zhongnan University of Economics and Law. Mr. Liu has been a qualified solicitor in the People's Republic of China (the "PRC") since 2001 and has various experience in merger and acquisition and corporate restructure in PRC. Mr. Liu is currently a qualified solicitor practicing in Shenzhen, PRC.

Mr. Law Tze Lun, aged 41, was appointed as an independent non-executive director of the Company on 12 December 2013. Mr. Law is a practising Certified Public Accountant in Hong Kong and currently a director of ANSA CPA Limited. Mr. Law obtained a Bachelor degree in Commerce (Accounting) from Curtin University of Technology. He is a Certified Public Accountant (Practising) of the Hong Kong Institute of Certified Public Accountants and a Certified Practising Accountant of the CPA Australia. He has over 20 years of experience in auditing, accounting and finance gained from various accounting firms in Hong Kong. Mr. Law is an independent non-executive director of Come Sure Group (Holdings) Limited (stock code: 794) since February 2009 and Gemini Investments (Holdings) Limited (stock code: 174) since November 2010, both of which are listed on the Main Board of the Stock Exchange. During the period from April 2010 to September 2011, Mr. Law served as an independent non-executive director of China Automotive Interior Decoration Holdings Limited (stock code: 8321), which is listed on the GEM Board of the Stock Exchange.

劉進先生，38歲，於二零零七年五月二十一日獲委任為本公司獨立非執行董事。劉先生持有中南財經政法大學頒授之國際經濟法學士學位。劉先生自二零零一年起為中華人民共和國（「中國」）合資格律師，於中國併購及企業重組方面擁有豐富經驗。劉先生現為中國深圳合資格執業律師。

羅子璘先生，41歲，於二零一三年十二月十二日獲委任為本公司獨立非執行董事。羅先生為香港註冊執業會計師，現為錦璘會計師行有限公司之董事。羅先生持有澳洲科廷科技大學之商業（會計）學士學位。彼為香港會計師公會之註冊執業會計師及澳洲會計師公會之註冊執業會計師。彼於香港多間會計師事務所累積逾20年審計、會計及財務經驗。羅先生自二零零九年二月起擔任錦勝集團（控股）有限公司（股份代號：794）及自二零一零年十一月起擔任盛洋投資（控股）有限公司（股份代號：174）之獨立非執行董事，該等公司均為聯交所主板上市公司。於二零一零年四月至二零一一年九月期間，羅先生曾擔任中國汽車內飾集團有限公司（股份代號：8321）之獨立非執行董事，該公司為聯交所創業板上市公司。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining high level of corporate governance practices and procedures to safeguard the interests of the shareholders and enhance the performance of the Group. The Board will review and improve the corporate governance practices from time to time to ensure that the Group is under the leadership of an effective board.

During the year under review, the Group has complied with the code provisions in the Corporate Governance Code and Corporate Governance Report (the "CG Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities of the Stock Exchange ("Listing Rules"), except for the deviation disclosed below. The Company periodically reviews its corporate governance practices to ensure that the Company complies with the requirements of the CG Code, and acknowledges the importance of corporate governance, and ensures transparency and accountability of the Company's operations.

Meetings were held throughout the year and where appropriate, circulars and other guidance notes were issued to directors and senior management of the Group to ensure each and every director and senior management awares of the importance of corporate governance.

DEVIATION FROM THE CODE

According to code provision E.1.2, the Chairman of the Board should attend the annual general meeting. In respect of the annual general meeting held on 15 May 2013, the Chairman of the Board, Mr. Wong Danny F., was engaged in an important business meeting on that date. Therefore, he was not able to attend the annual general meeting.

Under the code provision A.6.7, independent non-executive directors and non-executive directors should attend general meetings of the Company. Ms. Yang XiaoFeng, a non-executive director and Mr. Liu Jin, an independent non-executive director could not attend the annual general meeting of the Company held on 15 May 2013 due to other business commitment.

BOARD OF DIRECTORS

Responsibilities

The Board provides leadership, approves policies, strategies and plans, and oversees their implementation to ensure the healthy growth of the Company and safeguard the interests of shareholders of the Company.

企業管治常規

本公司致力於維持高水平之企業管治常規及程序，以保障股東利益及提高本集團表現。董事會將不時檢討及改進企業管治常規，以確保本集團由董事會有效領導。

於回顧年度，本集團已遵守聯交所證券上市規則（「上市規則」）附錄十四所載之企業管治守則及企業管治報告（「企業管治守則」）內之守則條文，惟以下披露之偏離除外。本公司定期檢討其企業管治常規，以確保本公司遵守企業管治守則之規定，並承認企業管治之重要性，確保本公司營運之透明度及問責性。

年內，本公司曾舉行多次會議，並在適當情況下向本集團董事及高級管理人員刊發通函及其他應用指引，確保所有董事及高級管理人員均知悉企業管治之重要性。

偏離守則

根據守則條文第E.1.2條，董事會主席應出席股東週年大會。於二零一三年五月十五日舉行之股東週年大會，董事會主席汪曉峰先生因需於該日參與一個重要商業會議，故未能出席該股東週年大會。

根據守則條文第A.6.7條，獨立非執行董事及非執行董事應出席本公司之股東大會。非執行董事楊曉峰女士及獨立非執行董事劉進先生因另有業務安排，故未能出席本公司於二零一三年五月十五日舉行之股東週年大會。

董事會

責任

董事會負責領導、批准政策、策略及計劃並監督該等決策之實施，以確保本公司穩健成長及保障本公司股東之利益。

The Board takes responsibility for all major matters of the Company, including the approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, financial information, appointment of directors and other significant financial and operational matters.

All directors have full and timely access to all relevant information as the management will prepare and supply the same to the Board and its committees. The Company Secretary will render his advice to the Board so that all the Board procedures and applicable rules and regulations are followed. The Directors may make further enquiries if they are of the view that the information is not sufficient for them to make an informed decision. In general, each director is able to seek independent professional advice in appropriate circumstances at the Company's expense, upon making request to the Board.

In case where a conflict of interest may arise involving a substantial shareholder or a director, such matter will be discussed in a physical meeting and will not be dealt with by way of written resolutions. Independent non-executive directors with no conflict of interest will be present at meetings dealing with such conflict issues.

The board committees, including the Audit Committee, the Remuneration Committee and the Nomination Committee, have adopted the applicable practices and procedures used in board meetings.

Delegation by the Board

The day-to-day management, administration and operation of the Company are delegated to the Chief Executive Officer and the senior management. The delegated functions and work tasks are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the abovementioned officers. The Board has the full support of the Chief Executive Officer and the senior management to discharge its responsibilities.

All committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee, have specific terms of reference defining the authorities and responsibilities of the respective committees. All committees are required by their terms of reference to report to the Board in relation to their decisions, findings or recommendations, and in certain specific situations, to seek the Board's approval before taking any actions.

董事會負責本公司所有重大事項，包括審批及監控所有政策事項、整體策略及預算、內部監控及風險管理機制、財務資料、董事委任及其他重大財務及營運事項。

管理層將會編製並向董事會及其轄下委員會提供所有相關資料，以使全體董事均可全面及時取得所有相關資料。公司秘書將向董事會提供建議，致使董事會程序以及適用規則及規例均獲得遵守。董事於認為資料不足以讓彼等作出知情決定時可作進一步查詢。一般而言，各董事經向董事會要求後，均可在適當之情況下尋求獨立專業意見，費用由本公司支付。

若有主要股東或董事可能在某事項中存有利益衝突，有關事項將透過現場會議進行討論，而不會以書面決議案方式處理。無利益衝突之獨立非執行董事將會出席會議，以處理有關衝突事宜。

董事會轄下委員會包括審核委員會、薪酬委員會及提名委員會，全部已採納董事會會議沿用之適用常規及程序。

董事會之授權

本公司授權行政總裁及高級管理人員處理本公司之日常管理、行政及營運。所授職能及工作任務會定期檢討。上述人員訂立任何重大交易前須獲董事會批准。董事會在行政總裁及高級管理人員之全力支援下履行其責任。

所有委員會（即審核委員會、薪酬委員會及提名委員會）均有特定職權範圍，界定相關委員會之權力及責任。所有委員會須按其職權範圍就其決定、發現或推薦建議向董事會報告，並於若干特定情況下，在採取任何行動前徵求董事會批准。



The Board reviews, on a yearly basis, all delegations by the Board to different committees to ensure that such delegations are appropriate and continue to be beneficial to the Company as a whole.

Directors' and Officers' Liability Insurance

The Company has arranged a Directors' and Officers' Liability Insurance Policy to provide appropriate cover for any potential claims against directors and officers. The insurance policy has been renewed in March 2014.

BOARD COMPOSITION

The composition of the Board reflects the necessary balance of skills and experience desirable for effective leadership of the Company and independence in decision making. All directors devote sufficient time and attention to the affairs of the Group.

The Board currently comprises seven members, consisting of three executive directors, one non-executive director and three independent non-executive directors.

In addition, there is no material relationship among members of the Board, save that the non-executive director is the spouse of the Chairman.

According to the Company's Articles of Association, directors appointed to fill casual vacancy shall hold office only until the first annual general meeting after their appointment and shall be subject to re-election by shareholders. All directors are subject to retirement by rotation at least once every three years.

With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. The Board has adopted a board diversity policy with effect from 4 September 2013. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

Selection of candidates for Board membership will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge.

董事會每年檢討董事會轉授不同委員會之所有轉授權力，確保此等轉授權力為恰當，並持續對本公司整體有利。

董事及管理人員責任險

本公司已安排董事及管理人員責任險，為可能對董事及管理人員提出之任何申索投購適當保險。該等保險已於二零一四年三月續保。

董事會組成

董事會之組成體現本公司有效領導及獨立決策所須具備之適當技巧及經驗。所有董事均投入足夠時間及精力處理本集團之事務。

董事會現時由七名成員組成，包括三名執行董事、一名非執行董事及三名獨立非執行董事。

此外，除非執行董事為主席之配偶外，董事會成員之間並無重大關係。

根據本公司之組織章程細則，為填補臨時空缺而委任之董事之任期僅至其獲委任後之首次股東週年大會為止，屆時須接受股東重選。所有董事須至少每三年輪值退任一次。

為達致可持續均衡發展，本公司認為在董事會層面提高多元化乃支持達致其策略目標及其可持續發展之重要元素。董事會已採納一項董事會成員多元化政策，由二零一三年九月四日起生效。所有董事會之委任將以用人唯才為原則，董事會考慮候選人時會以客觀標準為基礎，並顧及董事會成員多元化之裨益。

甄選董事會成員候選人時將會考慮多個多元化層面，包括但不限於候選人之性別、年齡、文化及教育背景、種族、專業經驗、技能及知識。

During the Review Period and up to the date of this report, the Board comprises the following directors:

Executive Directors:

Mr. Wong Danny F. (*Chairman*)
Mr. Wu Tse Wai, Frederick (*Chief Executive Officer*)
Mr. Fong Chi Wah

Non-executive Director:

Ms. Yang XiaoFeng (Redesigned as Non-executive Director
on 11 March 2014)

Independent Non-executive Directors:

Mr. Char Shik Ngor, Stephen
Mr. Liu Jin
Mr. Law Tze Lun (Appointed on 12 December 2013)
Mr. Wong Sin Lai (Resigned on 4 October 2013)

The list of directors containing the names of the directors (by category) is also disclosed in all corporate communications issued by the Company pursuant to the Listing Rules from time to time.

All the independent non-executive directors of the Company are appointed for a term up to the forthcoming annual general meeting subject to renewal and re-election as and when required under the Listing Rules and the Articles of Association of the Company. All directors are subject to retirement from office by rotation and re-election at the Company's annual general meeting at least once every three years.

In accordance with Article 88 of the Company's Articles of Association, Mr. Fong Chi Wah, Mr. Char Shik Ngor, Stephen and Mr. Liu Jin shall each retire as director by rotation and, being eligible offer themselves for re-election as directors at the Company's annual general meeting.

In accordance with Article 87 of the Company's Articles of Association, Ms. Yang XiaoFeng and Mr. Law Tze Lun shall each retire as director by rotation and, being eligible offer themselves for re-election as directors at the Company's annual general meeting.

The presence of three independent non-executive directors is considered by the Board to be a reasonable balance between executive and non-executive directors. The Board is of the opinion that such balance can provide adequate checks and balances for safeguarding the interests of shareholders and of the Group. The non-executive directors provide to the Group with a wide range of expertise and experience so that independent judgement can effectively be exercised as well as ensuring that the interests of all shareholders are taken into account. They are also responsible for participating in Board meetings, dealing with potential conflicts of interest, serving on Audit Committee, Remuneration Committee and Nomination Committee, scrutinizing the Group's performance and reporting. Through their active participation, they provide their valuable skills, expertise and experience to the Board and the committees on which they serve so that the management process can be critically reviewed and controlled.

於回顧期間及截至本報告刊發日期，本公司董事會由下列董事組成：

執行董事：

汪曉峰先生 (*主席*)
吳子惠先生 (*行政總裁*)
方志華先生

非執行董事：

楊曉峰女士 (於二零一四年三月十一日
調任為非執行董事)

獨立非執行董事：

查錫我先生
劉進先生
羅子璘先生 (於二零一三年十二月十二日獲委任)
王善豐先生 (於二零一三年十月四日辭任)

列有董事姓名 (按類別) 之董事名單亦於本公司根據上市規則不時刊發之所有公司通訊中披露。

本公司全體獨立非執行董事獲委任之任期直至即將舉行之股東週年大會為止，並須根據上市規則及本公司組織章程細則之規定續任及重選。所有董事均須至少每三年於本公司股東週年大會上輪值退任一次，並經重選連任。

根據組織章程細則第88條，方志華先生、查錫我先生及劉進先生均將輪值退任董事職務，而彼等符合資格並願意於本公司股東週年大會上重選連任董事。

根據本公司組織章程細則第87條，楊曉峰女士及羅子璘先生各自均須輪值退任董事職務，而彼等符合資格並願意於本公司股東週年大會上重選連任董事。

董事會認為，董事會包括三名獨立非執行董事能為執行董事與非執行董事之間提供合理平衡。董事會亦認為此平衡能為保障股東及本集團之利益提供充份監察及制衡。非執行董事為本集團帶來廣泛專業知識及豐富經驗，從而能有效作出獨立判斷，並確保所有股東之利益均獲得考慮。彼等亦負責參與董事會會議，處理潛在利益衝突，任職於審核委員會、薪酬委員會及提名委員會，檢視本集團之表現並進行匯報。彼等的積極參與，為董事會及彼等任職之委員會提供寶貴技能、專業知識及經驗，致使管理程序能審慎地得以檢討及監控。



The Company has received written annual confirmation from each independent non-executive director of his independence pursuant to the requirements of the Listing Rules. The Company considers all our independent non-executive directors are independent in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules.

The independent non-executive directors bring a wide range of business and financial expertise, experiences and independent judgment to the Board. Through active participation in Board meetings, taking the lead in managing issues involving potential conflict of interests and serving on Board committees, all independent non-executive directors make various contributions to the effective direction of the Company.

APPOINTMENT AND SUCCESSION PLANNING OF DIRECTORS

The Company has established formal, considered and transparent procedures for the appointment and succession planning of directors.

The Board as a whole is responsible for reviewing the Board composition, developing and formulating the relevant procedures for nomination and appointment of directors, monitoring the appointment and succession planning of directors and assessing the independence of independent non-executive directors.

The Board reviews its own structure, size and composition regularly to ensure that it has a balance of expertise, skills and experience appropriate to the requirements of the business of the Company.

Where vacancies on the Board exist, the Board will carry out the selection process by making reference to the skills, experience, professional knowledge, personal integrity and time commitments of the proposed candidates, the Company's needs and other relevant statutory requirements and regulations. An external recruitment agency may be engaged to carry out the recruitment and selection process when necessary.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code provision A.2.1 stipulates that the roles of Chairman and Chief Executive Officer should be separate and should not be performed by the same individual. To ensure a balance of power and authority, Mr. Wong Danny F. and Mr. Wu Tse Wai, Frederick have been appointed as the Chairman and Chief Executive Officer of the Company respectively.

根據上市規則之規定，本公司已接獲各獨立非執行董事就其獨立性作出之年度書面確認。本公司認為，按照上市規則第3.13條所載之獨立性指引，所有獨立非執行董事均為獨立人士。

獨立非執行董事為董事會帶來廣泛業務及財務方面之專業知識、經驗及獨立判斷。透過積極參與董事會會議，在管理涉及潛在利益衝突事務時發揮領導作用及出任董事會轄下委員會成員，全體獨立非執行董事對本公司之有效指引作出多種貢獻。

董事之委任及繼任計劃

本公司已制定正式、經審慎考慮並具透明度之董事委任及繼任計劃程序。

總體而言，董事會負責檢討董事會之組成、發展及制定董事提名及委任之相關程序、監控董事委任及繼任計劃以及評估獨立非執行董事之獨立性。

董事會定期檢討其架構、人數及組成，確保具備適合本公司業務所需之專業知識、技能及經驗。

倘董事會出現空缺，董事會將參照建議候選人之技能、經驗、專業知識、個人操守及時間承諾、本公司之需要及其他相關法定規定及法規執行篩選程序。必要時可委任外部招聘代理執行招聘及篩選程序。

主席及行政總裁

守則條文第A.2.1條規定主席與行政總裁之角色必須分開，且不得由一人同時兼任。為確保權責得以平衡，汪曉峰先生及吳子惠先生已分別獲委任為本公司主席及行政總裁。

DIRECTORS' ATTENDANCE AT SHAREHOLDERS' MEETINGS, BOARD AND COMMITTEE MEETINGS

股東大會、董事會會議及轄下委員會會議之董事出席率

The individual attendance records of each director at shareholders' meetings, and the meetings of the Board and Committees during the Review Period are set out below:

於回顧期間，各董事出席股東大會、董事會會議及轄下委員會會議之個別出席記錄詳列如下：

Name of Directors	董事姓名	Number of meetings attended/held					AGM
		Board	Audit Committee	Remuneration Committee	Nomination Committee	股東週年大會	
		董事會	審核委員會	薪酬委員會	提名委員會		
Executive Directors	執行董事						
Mr. Wong Danny F.	汪曉峰先生	11/13	-	-	-	0/1	
Mr. Wu Tse Wai, Frederick	吳子惠先生	13/13	-	-	-	-	
Mr. Fong Chi Wah	方志華先生	12/13	-	-	-	1/1	
Non-executive Director	非執行董事						
Ms. Yang XiaoFeng	楊曉峰女士	12/13	-	1/1	-	-	
Independent Non-executive Directors	獨立非執行董事						
Mr. Char Shik Ngor, Stephen	查錫我先生	11/13	1/2	-	2/2	1/1	
Mr. Liu Jin	劉進先生	12/13	2/2	1/1	2/2	-	
Mr. Law Tze Lun (Appointed on 12 December 2013)	羅子璘先生 (於二零一三年十二月十二日獲委任)	-	-	-	-	-	
Mr. Wong Sin Lai (Resigned on 4 October 2013)	王善豐先生 (於二零一三年十月四日辭任)	10/13	2/2	0/1	0/1	1/1	

PRACTICES AND CONDUCT OF MEETINGS

會議常規及守則

Annual meeting schedules and draft agenda of each meeting are normally made available to directors in advance. Notices of regular Board meetings are served to all directors at least 14 days before the meetings, who were all given an opportunity to include matters in the agenda for discussion. For other Board and committee meetings, reasonable notice is generally given.

週年大會之安排及每次會議之草擬議程通常提前提交予董事。定期董事會會議通知均於會議前至少十四天送達全體董事，以便彼等有機會在議程中加入討論事項。至於召開其他董事會會議及轄下委員會會議時，則通常會發出合理通知。



The Company Secretary assists the Chairman in preparing agenda for the meeting and ensures that all applicable rules and regulations in connection with the meetings are observed and complied with. The finalized agenda and accompanying board papers are then sent to all directors at least three days prior to the meeting.

The Board and each director also have separate and independent access to the senior management whenever necessary.

The Company Secretary is responsible to take and keep minutes of all Board meetings and committee meetings, including the record of all decisions by the board together with concerns raised and dissenting views expressed (if any). Draft minutes are normally circulated to directors for comment within a reasonable time after each meeting and the final version is open for directors' inspection.

According to current Board practice, any material transaction, which involves a conflict of interests for a substantial shareholder or a director, will be considered and dealt with by the Board at a duly convened Board meeting. The Articles of Association also contain provisions requiring directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such directors or any of their associates have a material interest.

SHAREHOLDERS' MEETINGS

The annual general meeting and other general meetings of the Company are the primary forum for communication by the Company with the shareholders and for shareholders' participation. All shareholders are encouraged to attend the general meetings or to appoint proxies to attend and vote at meetings on their behalf if they are unable to attend the meetings.

During the Review Period, apart from the annual general meeting held on 15 May 2013, the Company has not held any other general meetings.

TRAINING AND SUPPORT FOR DIRECTORS

All directors, including non-executive directors and independent non-executive directors, must keep abreast of their collective responsibilities as directors and of the business of the Group. As such, the Group provides a comprehensive and formal induction to each newly appointed director upon his/her appointment. Briefings and orientations are provided and organised to ensure that the new directors are familiar with the role of the Board, their legal and other duties as a director as well as the business and governance practices of the Group. Such programmes are tailored to each individual director taking into account their background and expertise. The company secretary and compliance officer will continuously update all directors on the latest developments regarding the Listing Rules and other applicable regulatory requirements to ensure compliance of the same by all directors.

公司秘書協助主席編排會議議程，並確保遵守及依循有關會議之所有適用規則及規例。最終確定之議程及隨附之董事會文件隨後將在會議召開至少三天前送交全體董事。

於必要情況下，董事會及每名董事亦有自行接觸高級管理人員之獨立途徑。

公司秘書負責記錄及保管所有董事會會議及轄下委員會會議之會議紀錄，包括董事會所有決定之紀錄，連同所提出之疑慮及所表達之反對意見（如有）。會議紀錄初稿通常在各會議後一段合理時間內發送予董事傳閱，供董事表達意見，而最終定稿可供董事查閱。

根據現行之董事會常規，涉及與主要股東或董事有利益衝突之任何重大交易將由董事會於正式召開之董事會會議上考慮及處理。組織章程細則亦載有條文規定，於批准董事或其任何聯繫人士擁有重大利益之交易之會議上，有關董事須放棄表決，且不得計入該次會議之法定人數內。

股東大會

本公司股東週年大會及其他股東大會乃本公司與股東溝通及讓股東參與之主要途徑。本公司鼓勵所有股東出席股東大會；若股東未克出席大會，亦可委派代表代其出席並於會上投票。

於回顧期間，除二零一三年五月十五日舉行之股東週年大會外，本公司並無舉行任何其他股東大會。

董事培訓及支援

所有董事（包括非執行董事及獨立非執行董事）須不時了解其作為董事之共同責任及本集團業務。因此，本集團於每名新任董事接任後提供一次全面而正規之簡介，並為新任董事提供及安排簡報及介紹，以確保彼等熟悉董事會之角色、彼等作為董事所擔負之法律和其他責任，以及本集團之業務及管治常規。此等計劃乃考慮到各個別董事之背景和專業知識而為彼等度身制定。公司秘書及監察主任將繼續更新有關上市規則及其他適用監管規定之最新發展予全體董事，以確保各董事遵守該等規則及規定。

All directors also participate in continuous professional development programmes provided or procured by the Group, such as external seminars organised by qualified professionals, 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 and compliance officer of the Company.

全體董事亦參與本集團提供或安排之持續專業發展計劃，例如由合資格專業人士舉辦之外界研討會，以發展及更新與彼等對董事會作出貢獻有關之知識和技能。董事各自接受培訓之紀錄由本公司之公司秘書及監察主任保存及更新。

Name of Director	Type of Training	董事姓名	培訓種類
Executive Directors			
Mr. Wong Danny F.	Seminar (Note)	汪曉峰先生	研討會 (附註)
Mr. Wu Tse Wai, Fredrick	Seminar (Note)	吳子惠先生	研討會 (附註)
Mr. Fong Chi Wah	Seminar (Note)	方志華先生	研討會 (附註)
Non-executive Director			
Ms. Yang XiaoFeng	Seminar (Note)	楊曉峰女士	研討會 (附註)
Independent Non-executive Directors			
Mr. Char Shik Ngor, Stephen	Seminar (Note)	查錫我先生	研討會 (附註)
Mr. Liu Jin	Seminar (Note)	劉進先生	研討會 (附註)
Mr. Law Tze Lun (Appointed on 12 December 2013)		羅子璘先生 (於二零一三年十二月十二日獲委任)	
Mr. Wong Sin Lai (Resigned on 4 October 2013)	Seminar (Note)	王善豐先生 (於二零一三年十月四日辭任)	研討會 (附註)

Note: Directors' training seminar held by The Hong Kong Institute of Directors.

附註：香港董事學會舉行之董事培訓研討會。

Each director will, upon his/her first appointment and thereafter on a yearly basis, disclose to the Group the number and nature of offices held by such director in public companies and organisations and other significant commitments.

每位董事將於其首次接受委任時及隨後每年向本集團披露其於公眾公司及組織擔任職位之數目及性質以及其他重大承擔。

COMPANY SECRETARY

Mr. Law Kim Fai has been appointed as Company Secretary of the Company. He has taken no less than 15 hours of relevant professional trainings to update his skills and knowledge during the Review Period.

公司秘書

羅劍輝先生已獲委任為本公司之公司秘書。彼於回顧期間已接受不少於15個小時之相關專業培訓，以更新其新技能及知識。

DIRECTORS' SECURITIES TRANSACTIONS

The Group has adopted procedures governing directors' securities transactions in compliance with the Listing Rules. Confirmations have been obtained from all directors in compliance with the Listing Rules. Relevant employees, who are likely to be in possession of unpublished price sensitive information of the Group, are also subject to compliance with guidelines on no less exacting terms than those set out in the Listing Rules. No incident of non-compliance was noted by the Company during the Review Period.

董事之證券交易

本集團已遵守上市規則之規定，採納監管董事進行證券交易之程序。所有董事確認已遵守上市規則。可能管有有關本集團未公佈股價敏感資料之相關僱員亦須遵守內容不比上市規則所載者寬鬆之指引。本公司於回顧期間並無發現任何違規事件。

AUDIT COMMITTEE AND ACCOUNTABILITY

The Board is responsible for presenting a balanced, clear and comprehensive assessment of the Group's performance and prospects. The Board is also responsible for preparing the accounts of the Company, which give a true and fair view of the financial position of the Group on a going-concern basis, and announcements related to inside information and other financial disclosures. The management of the Group provides all relevant information and record to the Board enabling it to make the above assessment and to prepare the accounts and other financial disclosures.

No member of the Audit Committee is a former partner of the existing auditing firm of the Company within one year on the date of his ceasing to be a partner or had any financial interest in the auditing firm.

The Audit Committee is satisfied with their review of the independence of auditors, their audit process and also the standard of reports aforesaid. The Audit Committee made recommendations to the Board and that there was no disagreement between the Board and the Audit Committee during the year under review.

The Audit Committee's primary duties include ensuring the Group's financial statements, annual, interim and quarterly reports and the auditors' report present a true and balanced assessment of the Group's financial position; reviewing the Group's financial control, internal control and risk management systems; and reviewing the Group's financial and accounting policies and practices. Other duties of the Audit Committee are set out in its specific terms of reference which are posted on the Company's website.

The Audit Committee of the Company currently comprises three independent non-executive directors, Mr. Liu Jin, Mr. Char Shik Ngor, Stephen and Mr. Law Tze Lun. Mr. Law Tze Lun serves as the chairman of the Audit Committee.

During the Review Period, two meetings of the Audit Committee were held to review the Company's interim report for the six months ended 30 June 2013 and the annual report for the year ended 31 December 2012.

審核委員會及問責性

董事會負責對本集團表現及前景呈列持平、清晰及全面之評估。董事會亦負責編製以持續經營為基準真實而中肯地反映本集團財務狀況之本公司賬目，以及有關內幕消息之公佈及其他財務披露。本集團管理層向董事會提供所有相關資料及紀錄，致使董事會可作出上述評估，以及編製賬目及其他財務披露。

概無審核委員會成員在其終止出任本公司現時審核公司的合夥人或享有該審核公司之任何財務利益之日期起計一年內，為該審核公司的前任合夥人。

審核委員會對核數師之獨立性、彼等核數程序及上述報告準則之檢討感到滿意。於回顧年度，審核委員會向董事會提出推薦建議，而董事會與審核委員會之間並無意見分歧。

審核委員會之主要職責包括確保本集團之財務報表、年度、中期及季度報告以及核數師報告真實及持平地評估本集團之財務狀況；檢討本集團之財務監控、內部監控及風險管理系統；及檢討本集團之財務及會計政策及常規。審核委員會之其他職責列於其特定職權範圍內，而有關職權範圍已載於本公司網站。

本公司審核委員會現時由三名獨立非執行董事劉進先生、查錫我先生及羅子璘先生組成。羅子璘先生為審核委員會主席。

於回顧期間，審核委員會曾舉行兩次會議，審閱本公司截至二零一三年六月三十日止六個月之中期報告及截至二零一二年十二月三十一日止年度之年報。

The Company Secretary keeps full minutes of all Audit Committee meetings. In line with practices consistent with Board meetings and other committee meetings, draft and final versions of Audit Committee meeting minutes are circulated to all members of the Audit Committee for comments, approval and record as soon as practicable after each meeting.

The principal duties of the Audit Committee as per the terms of reference include:

- monitoring integrity of the Company's financial statements and reports;
- reviewing financial controls, internal controls, and risk management system;
- reviewing the Company's financial and accounting policies and practices;
- to review arrangements by which employees, in confidence can raise concerns about possible improprieties in financial reporting, internal control or other matters. The Committee is to ensure proper arrangements are in place for the fair and independent investigation of such concerns and appropriate follow up actions; and
- to act as the key representative body for overseeing the Company's relations with the external auditors.

The Audit Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice if necessary. The Company's Annual Report for the Review Period has been reviewed by the Audit Committee.

REMUNERATION COMMITTEE

The Remuneration Committee of the Company currently comprises two independent non-executive directors, Mr. Liu Jin and Mr. Law Tze Lun, and the non-executive director, Ms. Yang XiaoFeng. Mr. Liu Jin also serves as the chairman of the Remuneration Committee.

The specific terms of reference of the Remuneration Committee are posted on the Company's website. The Remuneration Committee meets at least once a year. During the Review Period, the Remuneration Committee had convened one meeting and all Remuneration Committee members had attended the meeting.

公司秘書保存所有審核委員會會議之完整會議紀錄。為符合董事會會議及其他轄下委員會會議之常規，審核委員會之會議紀錄初稿及最終定稿須於每次會議結束後，在切實可行情況下盡快發送予審核委員會全體成員傳閱，以供評論、批准及記錄之用。

根據職權範圍，審核委員會之主要職責包括：

- 監察本公司財務報表及報告是否符合誠信；
- 檢討財務監控、內部監控及風險管理系統；
- 檢討本公司之財務及會計政策與慣例；
- 檢討以下安排：僱員可在機密情況下就財務匯報、內部監控或其他事宜可能發生之不當行為提出關注。委員會應確保有適當安排，以便對該等關注作出公平獨立之調查及採取適當跟進行動；及
- 擔任本公司與外部核數師間之主要代表，監察兩者間之關係。

審核委員會獲提供充裕資源履行其職務，亦可在有需要時尋求獨立專業意見。本公司於回顧期間之年報已由審核委員會審閱。

薪酬委員會

本公司薪酬委員會現時由兩名獨立非執行董事劉進先生及羅子璘先生以及非執行董事楊曉峰女士組成。劉進先生亦擔任薪酬委員會主席。

薪酬委員會之特定職權範圍已載於本公司網站。薪酬委員會每年最少開會一次。薪酬委員會於回顧期間曾召開一次會議，全體薪酬委員會成員均有出席該會議。



The major roles and functions of the Remuneration Committee as per the terms of reference are as follows:

- to recommend the Board on the establishment of a formal and transparent procedure for developing remuneration policy;
- to determine specific remuneration packages of all executive directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment. The Committee should consider factors such as salaries paid by comparable companies, time committee and responsibilities of the directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration;
- to make recommendations to the Board of the remuneration of non-executive directors;
- to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- to review and approve the compensation payable to executive directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with contractual terms and that such compensation is otherwise fair and not excessive for the Company;
- to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that such arrangement is made in accordance with contractual terms and that any compensation payment is otherwise reasonable and appropriate; and
- to advise shareholders on how to vote with respect to any service contracts of directors that require shareholders' approval under the Listing Rules.

根據職權範圍，以下為薪酬委員會主要角色和職能：

- 為發展薪酬政策，向董事會建議設立正規及透明之程序；
- 釐訂全體執行董事及高級管理人員之特定薪酬方案，包括實物利益、退休金權利及賠償金額（包括就喪失或終止職務或委任而應支付之任何賠償）。委員會應考慮之因素包括同類公司支付之薪金、董事付出之時間承諾及董事職責、本集團內其他職位之僱用條件及是否應該按表現釐訂薪酬等；
- 向董事會建議非執行董事之薪酬；
- 參照董事會之公司目標及宗旨，檢討及批准管理層之薪酬建議；
- 檢討及批准就喪失或終止職務或委任應向執行董事及高級管理人員支付之賠償，以確保該等賠償按有關合約條款釐定；若未能按有關合約條款釐定，有關賠償亦須公平，不會對本公司造成過重負擔；
- 檢討及批准董事因行為失當而被解僱或罷免所涉及之賠償安排，以確保該等安排按有關合約條款作出；若未能按有關合約條款作出，有關賠償亦須合理及適當；及
- 向股東提議如何就根據上市規則須獲股東批准之任何董事服務合約投票。

The Committee shall be provided with sufficient resources to enable it to perform its functions and the Committee has right to access professional advice relating to remuneration proposal if considered necessary. The principle elements of the Company's remuneration policy for directors and senior management are:

- To ensure that no director or any of his associates is involved in deciding his own remuneration;
- Remuneration packages should be on a par with companies with whom the Company competes for human resources;
- Remuneration packages should reflect the performance and responsibility of an individual, as well as the complexity of work; and
- Remuneration packages should be structured in such a way that can provide incentives to directors and senior management to improve their individual performance.

During the Review Period, the Remuneration Committee reviewed matters relating to remuneration packages of directors and senior management.

NOMINATION COMMITTEE

The Nomination Committee of the Company comprises three independent non-executive directors, Mr. Char Shik Ngor, Stephen, Mr. Liu Jin and Mr. Law Tze Lun. Mr. Char Shik Ngor, Stephen also serves as the chairman of the Nomination Committee.

The specific terms of reference of the Nomination Committee are posted on the Company's website. The Nomination Committee meets at least once a year. For the Review Period, the Nomination Committee had convened two meetings and all Nomination Committee members had attended the meeting.

委員會將獲得充足資源履行其職能，亦有權在其認為有需要時就薪酬建議尋求專業意見。本公司董事及高級管理人員之薪酬政策之要旨如下：

- 確保董事或其任何聯繫人士均不得參與釐定其薪酬；
- 薪酬方案應與跟本公司競逐人力資源之公司提供之薪酬方案大致相若；
- 薪酬方案應反映個別人員之表現、責任及工作之複雜性；及
- 薪酬方案須能激勵董事及高級管理人員，以提升彼等個人表現。

於回顧期間，薪酬委員會已檢討有關董事及高級管理人員薪酬方案之事宜。

提名委員會

本公司提名委員會由三名獨立非執行董事查錫我先生、劉進先生及羅子璘先生組成。查錫我先生亦擔任提名委員會主席。

提名委員會之特定職權範圍已載於本公司網站。提名委員會每年最少開會一次。提名委員會於回顧期間曾召開兩次會議，全體提名委員會成員均有出席該會議。



The major roles and functions of the Nomination Committee as per the terms of reference are as follows:

- The Committee shall formulate nomination policy for the Board's consideration and implement the Board's approved nomination policy;
- To review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- To identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individual nominated for directorships;
- To assess the independence of independent non-executive directors;
- To make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and the succession planning for the Chairman, the Chief Executive Officer as well as the senior management;
- To do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board;
- To conform to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation;
- To review the Company's board diversity policy and the progress on achieving the objectives set for implementing the said policy;
- The Committee is required to report back to the Board on their decisions and recommendations as and when appropriate and at least once annually; and
- The Committee shall be provided with sufficient resources to enable it to perform its functions and where necessary, to allow it to seek independent professional advice at the Company's expense.

During the Review Period, the Nomination Committee approved the adoption of Board diversity policy and the appointment of directors.

根據職權範圍，以下為提名委員會主要角色和職能：

- 委員會應制訂提名政策供董事會考慮，以及實行經董事會批准之提名政策；
- 每年最少一次檢討董事會之架構、人數及組成（包括技能、知識及經驗方面），並就任何擬作出之變動向董事會提出推薦建議，以補充本公司之企業策略；
- 物色具備合適資格可擔任董事會成員之人士，並挑選提名有關人士出任董事或就此向董事會提供推薦建議；
- 評核獨立非執行董事之獨立性；
- 就與董事之委任及再度委任以及主席、行政總裁及高級管理人員繼任計劃有關之事宜向董事會提供推薦建議；
- 進行可讓委員會履行董事會所賦予之權力及職能之任何事情；
- 符合董事會可不時指定或本公司組織章程不時所載或法例不時施加之任何要求、指示及規例；
- 檢討本公司之董事會成員多元化政策及在達成為實行上述政策而設定之目標方面之進度；
- 委員會須於適當時候及最少每年一次向董事會匯報其決定及推薦建議；及
- 委員會獲提供足夠資源以履行其職能，並於有需要時可尋求獨立專業意見，費用由本公司承擔。

於回顧期間內，提名委員會批准採納董事會成員多元化政策及委任董事。

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct for dealing in securities by the directors of the Company. Based on specific enquiry with the directors, all the directors confirmed that they have complied with the required standards as set out in the Model Code throughout the Review Period.

AUDITORS' REMUNERATION

For the Review Period, the total remuneration for the audit services provided by auditor amounted to approximately HK\$200,000 (2012: HK\$180,000) and HK\$170,000 for non-audit services, including professional fee for circular.

The re-appointment of HLB Hodgson Impey Cheng Limited as auditor of the Company has been recommended by the Audit Committee and endorsed by the Board and is subject to approval by the shareholders at the forthcoming annual general meeting.

CORPORATE GOVERNANCE FUNCTION

No corporate governance committee has been established and the Board will therefore be responsible for performing the corporate governance functions such as developing and reviewing the Company's policies and practices on corporate governance, training and continuous professional development of directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements etc.

During the Review Period, the Board has reviewed the Company's policies and practices on corporate governance.

董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載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證券交易之行為守則。於向董事作出具體查詢後，全體董事確認彼等於回顧期間內一直遵守標準守則所載之規定標準。

核數師酬金

於回顧期間，有關核數師提供之審核服務之酬金總額約200,000港元（二零一二年：180,000港元），而提供非審核服務之酬金總額（包括通函專業費用）則約170,000港元。

審核委員會建議再度委任國衛會計師事務所有限公司為本公司之核數師，有關建議已獲董事會同意，惟須待股東於即將舉行之股東週年大會上批准。

企業管治職能

由於本公司並未成立企業管治委員會，故此董事會將負責履行企業管治職能，例如發展及檢討本公司之企業管治政策及常規、董事及高級管理人員之培訓及持續專業發展、本公司在遵守法律及監管規定方面之政策及常規等。

於回顧期間，董事會已檢討本公司之企業管治政策及常規。

INTERNAL CONTROLS AND RISK MANAGEMENT

On 8 November 2012, the Company entered into a compliance adviser agreement with Messis Capital Limited ("Messis Capital") pursuant to which Messis Capital was appointed as the compliance adviser to the Company. Messis Capital will conduct a review of the existing compliance structure of the Company, make recommendations for its enhancement and provide ongoing advice concerning the Company's compliance with the Listing Rules for two years from the date of appointment.

The Board has overall responsibility for the system of internal controls and risk management of the Company and to review its effectiveness. During the year, the Board has reviewed the effectiveness of the Group's internal control system, covering financial, operational and compliance controls and risk management functions during the year under review.

In such review, the Board has considered factors such as changes since the last review, scope and quality of management's monitoring of risks; incidence of significant control failings and weaknesses identified; and effectiveness relating to financial reporting and compliance with the applicable laws and regulations including the Listing Rules.

During the year, the Company was exposed to market risk for its available-for-sale financial assets, including the embedded derivative, as the Company may not be able to liquidate such investments in time to meet its cash flow requirements. In response to this situation, the Board has maintained a portfolio of listed securities and relatively strong cash position.

The portfolio of listed securities, classified as financial assets at FVTPL in the balance sheet, may be exposed to market price risk. The Board will continue to monitor the portfolio with an aim to reduce such risk by diversification.

DIRECTORS' RESPONSIBILITY STATEMENT

The directors acknowledge their responsibility for preparation of financial statements for each financial period which give a true and fair view of the state of affairs of the Company and of the results and cash flow for that period. The directors ensure that the financial statements for the Review Period were prepared in accordance with statutory requirements and applicable accounting standards, and will ensure that the publication of which will be in a timely manner.

內部監控及風險管理

於二零一二年十一月八日，本公司與大有融資有限公司（「大有融資」）訂立合規顧問協議，據此，大有融資獲委任為本公司之合規顧問。大有融資將就本公司之現有合規架構進行檢討，向本公司提出推薦建議，協助其改進，以及就本公司於由委任日期起兩年期間內遵守上市規則持續提供建議。

董事會對本公司內部監控制度及風險管理負有總體責任，並須檢討其成效。年內，董事會曾檢討本集團內部監控制度之成效，涵蓋回顧年度內之財務、營運及合規監控，以及風險管理職能。

董事會於檢討時已考慮多項因素，例如自上次檢討以來之轉變、管理層監察風險之工作範疇及質素、重大監控失誤事故及已辨識之弱項，以及有關財務報告及遵守適用法律及法例（包括上市規則）之成效。

年內，由於本公司未必能及時將可供出售金融資產（包括內含衍生工具）變現，應付其現金流量需求，故本公司須承受該等投資之市場風險。因應此情況，董事會維持由上市證券組成之投資組合及較充裕之現金狀況。

上市證券投資組合（於資產負債表歸類為於損益表按公允價值列賬之金融資產）亦可能須承受市場價格風險。董事會將繼續監察該投資組合，並通過分散投資減低有關風險。

董事責任聲明

董事確認彼等負責編製各財務期間之財務報表，以公平而中肯地反映本公司狀況以及該期間之業績及現金流量。董事確保回顧期間之財務報表乃按法定規定及適用會計準則編製，並確保適時刊發該等財務報表。

SHAREHOLDERS RELATIONS

The Company is committed to maintaining a high level of transparency and employs a policy of open and timely disclosure of relevant information to its shareholders. The commitment to fair disclosure and comprehensive and transparent reporting of the Company's activities can be reflected in many aspects.

In endeavouring to maintain an on-going dialogue with shareholders, the annual general meeting provides a useful forum for shareholders to exchange views with the Board.

The proceedings of the annual general meeting are reviewed from time to time to ensure the Company conforms to the best practices regarding corporate governance. The annual general meeting circular, which is circulated to all shareholders at least 21 days prior to the holding of the annual general meeting, sets out the details in relation to each resolution proposed, voting procedures (including procedures for demanding and conducting a poll) and other relevant information. At the beginning of the meeting, the chairman of the meeting indicated to the meeting the level of proxies lodged on each resolution and the balance for and against such resolution. At the Company's 2013 Annual General Meeting, all the resolutions were put to the vote by poll and Tricor Tengis Limited, the Company's Hong Kong Branch Share Registrar, was engaged as scrutineer to ensure the votes were properly counted.

There are no provisions allowing shareholders to propose new resolutions at general meetings under the Cayman Islands Companies Law or the Articles of Association of the Company. Shareholders who wish to propose a resolution may request the Company to convene an extraordinary general meeting.

Pursuant to Article 58 of the Articles of Association of the Company, any one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company 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 of the Company at the principal place of business in Hong Kong, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

股東關係

本公司承諾維持高水平之透明度，並設有政策致力向股東公開及適時披露有關資料。對公平披露及全面且透徹報導本公司活動之承諾可在多方面得到反映。

董事會致力維持與股東持續對話溝通。股東週年大會提供一個實用之公開討論機會，以便董事會與股東交流意見。

股東週年大會之程序被不時檢討，以確保本公司遵從最佳之企業管治常規。股東週年大會之通函於舉行股東週年大會前最少二十一天派發予各股東；通函內列明所提呈每項決議案之詳情，投票表決之程序（包括要求及進行以投票方式表決之程序）及其他有關資料。在大會開始時，大會主席向大會表明每項決議案之委任代表投票比例，以及贊成和反對票數。於本公司之二零一三年股東週年大會上，所有決議案均以投票方式表決，而本公司之香港股份登記分處卓佳登捷時有限公司獲聘擔任監票員，以確保妥為點算票數。

開曼群島公司法或本公司組織章程細則並無任何條文允許股東於股東大會上提呈新決議案。有意提呈決議案之股東可要求本公司召開股東特別大會。

根據本公司組織章程細則第58條，在呈遞要求日期持有不少於本公司繳足股本（附有於本公司股東大會表決權利）十分之一的任何一名或多名股東，於任何時候有權透過向董事會或本公司在香港的主要營業地點的公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項；且該大會應於呈遞該要求後兩(2)個月內舉行。倘該呈遞後二十一(21)日內董事會未有召開該大會，則呈遞要求人士可自發以同樣方式召開大會，而呈遞要求人士因董事會未有召開大會而產生的所有合理開支應由本公司向呈遞要求人作出償付。



Where notice of general meeting includes the election of directors of the Company, any shareholder of the Company may propose the election of any person as a director of the Company at the annual general meeting. Pursuant to Article 89 of the Articles of Association of the Company, if a shareholder duly qualified to attend and vote at the general meeting wishes to propose a person other than a retiring director for election as a director at any general meeting (including the annual general meeting), the shareholder should lodge a written notice ("Nomination Notice") signed by the shareholder at the head office or Registration Office (as defined in the Articles of Association) of the Company not less than seven (7) clear days but not more than fourteen (14) clear days before the date of the general meeting. The Nomination Notice must be accompanied by a notice signed by the person to be proposed of his willingness to be elected as a director.

The Company also communicates to its shareholders through its annual and interim reports. The directors, company secretary or other appropriate members of senior management also respond promptly to inquiries from shareholders and investors.

Shareholders may at any time send their enquiries to the Board in writing to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.

INVESTOR RELATIONS

The Company is committed to a policy of open and timely disclosure of corporate information to shareholders and investors. The Company updates shareholders on its latest business developments and financial performance through its annual and interim reports and notices, announcements and circulars. The Company's website (www.nif-hk.com) provides a communication platform to the public and the shareholders.

To strengthen its relationship with investors, the Company regularly meets with analysts and holds interviews with reporters and columnists of the press and other economic journals.

During the Review Period, there had been no significant change in the Company's constitutional documents.

倘股東大會通告包括推選本公司董事之事宜，任何本公司股東均可建議任何人士於股東週年大會上參選本公司董事。根據本公司組織章程細則第89條，倘正式合資格出席股東大會並於會上投票的股東有意建議任何人士（並非退任董事）於任何股東大會（包括股東週年大會）上參選董事，則應於該股東大會舉行日期前不少於七(7)個整日但不多於十四(14)個整日，向本公司之總辦事處或過戶登記處（定義見組織章程細則）呈交一份經其簽署之書面通知（「提名通知」）。提名通知必須連同一份由擬參選人簽署並表明參選董事意向之通知一併呈交。

本公司亦透過年報及中期報告與其股東溝通。董事、公司秘書或其他適合之高級管理人員均會迅速回應股東及投資者之問題。

股東可隨時透過致函本公司之香港股份登記分處卓佳登捷時有限公司（地址為香港皇后大道東183號合和中心22樓），向董事會提出查詢。

投資者關係

本公司致力保持向股東及投資者公開及適時披露公司資料之政策。本公司透過年度及中期報告、通告、公告及通函更新股東有關業務發展和財務表現之最新資料。本公司網站（www.nif-hk.com）為公眾及股東提供溝通平台。

本公司定期會見分析員，並接受報界及其他財經雜誌刊物之記者及專欄作者採訪，以加強與投資者之關係。

於回顧期間，本公司組織章程文件並無重大改變。

Directors' Report

董事報告

The directors have the pleasure in presenting this annual report and the audited financial statements of the Company and its subsidiaries for the Review Period.

PRINCIPAL ACTIVITIES

The Company was incorporated on 28 June 2002 as an exempted company with limited liability in the Cayman Islands under the Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The principal activity of the Company is investment in listed and unlisted companies.

Shares of the Company had been listed on the Main Board of the Stock Exchange since 27 September 2002.

Business or geographical analysis of the Group's assets and liabilities for the year is set out in Note 6 to the financial statements.

RESULTS AND APPROPRIATIONS

The state of affairs of the Group and the Company at 31 December 2013 and the results of the Group for the Review Period are set out in the financial statements on pages 47 to 50.

The Directors did not recommend the payment of any final dividend for the Review Period (2012: Nil).

SHARE CAPITAL

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

RESERVES

Details of the movements in the reserves of the Group and the Company during the year are set out in consolidated statement of changes in equity on page 51 and 52 and Note 26 to the consolidated financial statements.

As at 31 December 2013, the Company's available reserves for distribution to shareholders under the Companies Law of the Cayman Islands were approximately HK\$117,904,000 (2012: approximately HK\$202,811,000).

董事欣然提呈本公司及其附屬公司於回顧期間之年報及經審核財務報表。

主要業務

本公司於二零零二年六月二十八日根據開曼群島法例第22章公司法（一九六一年第3條法例，經綜合及修訂）在開曼群島註冊成立為獲豁免有限責任公司。本公司之主要業務為投資於上市及非上市公司。

本公司股份由二零零二年九月二十七日起在聯交所主板上市。

按業務或地區劃分之本集團年內資產及負債分析載於財務報表附註6。

業績及分派

本集團及本公司於二零一三年十二月三十一日之狀況及本集團回顧期間之業績載於第47至50頁之財務報表。

董事不建議就回顧期間派發末期股息（二零一二年：無）。

股本

本公司年內之股本變動詳情載於綜合財務報表附註25。

儲備

本集團及本公司年內之儲備變動詳情載於第51和52頁之綜合權益變動表及綜合財務報表附註26。

於二零一三年十二月三十一日，根據開曼群島公司法，本公司可分發予股東之儲備約117,904,000港元（二零一二年：約202,811,000港元）。



PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group and the Company during the year are set out in Note 17 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Memorandum and Articles of Association and there is no restriction against such rights under the laws of Cayman Islands.

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

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

DIRECTORS

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

Executive Directors

Mr. Wong Danny F. (*Chairman*)
Mr. Wu Tse Wai, Frederick (*Chief Executive Officer*)
Mr. Fong Chi Wah

Non-executive Director

Ms. Yang XiaoFeng (Redesignated as Non-executive Director
on 11 March 2014)

Independent Non-executive Directors

Mr. Char Shik Ngor, Stephen
Mr. Liu Jin
Mr. Law Tze Lun (Appointed on 12 December 2013)
Mr. Wong Sin Lai (Resigned on 4 October 2013)

物業、廠房及設備

本集團及本公司年內之物業、廠房及設備變動詳情載於綜合財務報表附註17。

優先購買權

本公司之組織章程大綱及組織章程細則並無有關優先購買權之條文，而開曼群島法例亦無有關該權利之限制。

購買、出售或贖回本公司之上市證券

於回顧期間內，本公司或其任何附屬公司概無購買、出售或贖回任何本公司之上市證券。

董事

本公司於本財政年度及截至本報告日期之董事如下：

執行董事

汪曉峰先生 (*主席*)
吳子惠先生 (*行政總裁*)
方志華先生

非執行董事

楊曉峰女士 (於二零一四年三月十一日
調任為非執行董事)

獨立非執行董事

查錫我先生
劉進先生
羅子璘先生 (於二零一三年十二月十二日獲委任)
王善豐先生 (於二零一三年十月四日辭任)

Pursuant to Article 88 of the Company's Articles of Association, Mr. Fong Chi Wah, Mr. Char Shik Ngor, Stephen and Mr. Liu Jin shall retire by rotation and, being eligible offer themselves for re-election at the forthcoming annual general meeting.

Pursuant to Article 87 of the Company's Articles of Association, Ms. Yang XiaoFeng and Mr. Law Tze Lun shall hold office only until the forthcoming annual general meeting and shall then be eligible offer themselves for re-election.

DIRECTORS' SERVICE CONTRACTS

Currently, all executive directors have entered into service contracts with the Company for a term of two years. Each of these executive directors, is entitled to their respective basic salary. In addition, in respect of each financial year of the Company, each of the executive directors is also entitled to a discretionary bonus provided that the aggregate amount of the bonuses payable to all the executive directors may not exceed 15% of the audited net profit of the Company (after taxation but before extraordinary and exceptional items and payment of such bonuses) in respect of that financial year of the Company. An executive director is required to abstain from voting and is not counted in the quorum in respect of any resolutions of the directors regarding the amount of the monthly salary and the discretionary bonus payable to him.

In respect of the non-executive director and independent non-executive directors, each of them has entered into a letter of appointment with the Company respectively for a term up to the forthcoming annual general meeting and their appointments will be terminated by giving not less than 14 days' notice in writing by either party. All directors of the Company, including independent non-executive directors, are subject to retirement by rotation in accordance with the Company's Articles of Association.

Save as disclosed above, no other director has entered into service agreement with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS

The directors' interests in contracts are set out in Note 32 to the consolidated financial statements. Apart from the foregoing, there was no contract of significance in relation to the Company's business, to which the Company or any of its subsidiaries was a party, and in which a Director had a material interest in, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

根據本公司之組織章程細則第88條，方志華先生、查錫我先生及劉進先生均須輪值退任，而彼等符合資格並願意於即將舉行之股東週年大會上重選連任。

根據本公司之組織章程細則第87條，楊曉峰女士及羅子璘先生將任職直至即將舉行之股東週年大會為止，而彼等符合資格並願意於會上重選連任。

董事服務合約

目前，全體執行董事均已與本公司訂立為期兩年之服務合約。該等執行董事各自有權收取彼等相關基本薪金。此外，於本公司每個財政年度，各執行董事均有權獲發酌情花紅，惟本公司於任何財政年度應支付予全體執行董事之花紅總額，不可超出本公司於該財政年度經審計之溢利淨額（除稅後但未計非經常性與特殊項目及支付該等花紅前）之15%。執行董事須就有關向彼支付之月薪和酌情花紅金額之任何董事決議案放棄表決，亦不得計入法定人數內。

各非執行董事及獨立非執行董事均已與本公司訂立委任書，各任期均直至即將舉行之股東週年大會止，而彼等之委任可由任何一方發出不少於十四天書面通知予以終止。本公司所有董事（包括獨立非執行董事）須根據本公司之組織章程細則輪值退任。

除上文所披露者外，概無其他董事已與本公司訂立任何本公司不可於一年內終止而毋須作出賠償（法定賠償除外）之服務協議。

董事於合約之權益

董事於合約之權益載於綜合財務報表附註32。除上述者外，本公司或其任何附屬公司概無訂立與本公司業務有關而董事於當中擁有直接或間接重大權益，並於年末或年內任何時間仍然生效之重大合約。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBT SECURITIES

Other than those disclosed under "Interests in Share Options" below, at no time during the year was the Company a party to any arrangement to enable the directors or chief executives of the Company (including their spouses or children under 18 years of age) to have any right to subscribe for securities of the Company or any of its associated corporations as defined in the Securities and Futures Ordinance (the "SFO") or to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other corporate.

DIRECTORS' AND CHIEF EXECUTIVE INTERESTS IN EQUITY OR DEBT SECURITIES

As at 31 December 2013, the interests or short positions of the directors and chief executive of the Company in the 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 maintained by the Company under section 352 of the SFO or as notified to the Company and the Stock Exchange pursuant to the Model Code were as below:

Name of Director 董事姓名	Capacity 身份	Number of ordinary shares held 所持普通股數目	Percentage of the Company's issued share capital 佔本公司已發行 股本百分比
Mr. Wong Danny F. 汪曉峰先生	Interest of controlled corporation 受控制法團之權益	73,814,113 ⁽¹⁾	
	Beneficial owner 實益擁有人	165,408 ⁽²⁾	22.30%
Mr. Wu Tse Wai, Frederick 吳子惠先生	Beneficial owner 實益擁有人	165,408 ⁽²⁾	0.05%
Mr. Fong Chi Wah 方志華先生	Beneficial owner 實益擁有人	165,408 ⁽²⁾	0.05%
Ms. Yang XiaoFeng 楊曉峰女士	Beneficial owner 實益擁有人	165,408 ⁽²⁾	0.05%
Mr. Char Shik Ngor, Stephen 查錫我先生	Beneficial owner 實益擁有人	165,408 ⁽²⁾	0.05%
Mr. Liu Jin 劉進先生	Beneficial owner 實益擁有人	165,408 ⁽²⁾	0.05%

All of the above interests in the Company held by the Directors were long positions.

董事買入股份或債務證券之權利

除下文「購股權權益」所披露者外，本公司於年內概無參與任何安排，使本公司董事或主要行政人員（包括彼等之配偶或十八歲以下子女）擁有可認購本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」））證券之權利，或可藉買入本公司或任何其他法人團體之股份或債券而獲益。

董事及主要行政人員於股本或債務證券之權益

於二零一三年十二月三十一日，本公司董事及主要行政人員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）之股份、相關股份及債券中，擁有載於本公司根據證券及期貨條例第352條規定存置之登記冊，或根據標準守則須知會本公司及聯交所之權益或淡倉如下：

上述董事於本公司所持全部權益均為好倉。

Notes:

- (1) These represent beneficial interests in Shares owned by CCM Asia Investment Corporation, a company incorporated in the British Virgin Islands with limited liability and the entire issued share capital of which is indirectly held by Mr. Wong Danny F., the chairman and an executive Director of the Company. These shares have been charged in favour of a secured lender.
- (2) These represent the underlying shares in respect of the share options granted to the Directors pursuant to the Share Option Scheme of the Company adopted on 27 August 2007. The details are set out in the section headed "Interests in Share Options" below.

Save as disclosed above, none of the directors, chief executive or their associates had any interests and short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations as defined in Part XV of the SFO as recorded in the register 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.

INTERESTS IN SHARE OPTIONS

Pursuant to the Share Option Scheme ("Share Option Scheme") adopted by the Company on 27 August 2007, the Company has granted certain options to eligible participants, including the Directors and employees of the Company, as incentive or rewards for their contribution to the Company.

附註：

- (1) 指CCM Asia Investment Corporation擁有之股份之實益權益。CCM Asia Investment Corporation為於英屬處女群島註冊成立之有限責任公司，其全部已發行股本由本公司主席兼執行董事汪曉峰先生間接持有。該等股份已抵押予一名抵押貸款人。
- (2) 指根據本公司於二零零七年八月二十七日採納之購股權計劃授予該等董事之購股權所涉及之相關股份。詳情載於下文「購股權權益」一節。

除上文所披露者外，董事、主要行政人員或彼等之聯繫人士概無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載於根據證券及期貨條例第352條規定存置之登記冊之任何權益及淡倉；或根據標準守則須知會本公司及聯交所之任何權益及淡倉。

購股權權益

根據本公司於二零零七年八月二十七日所採納之購股權計劃（「購股權計劃」），本公司曾授出若干購股權予合資格參與者，包括本公司董事及僱員，作為彼等對本公司之貢獻之鼓勵或獎賞。



Pursuant to the terms and conditions of the Share Option Scheme, the purpose of the Share Option Scheme, in principle, is to enable the Company to motivate participants for their significant contributions to the growth of the Company and to retain and maintain on-going business relationship with such participants whose contributions are or will be beneficial to the long-term growth of the Company. It is important for the Company to provide for them, where appropriate, with an additional incentive by offering them an opportunity to obtain an ownership interest in the Company and to reward them for contributing to the Company's long-term success and prosperity. The principal terms of the Share Option Scheme are as follows:

- | | |
|---|--|
| <p>(i) The total number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any options to be granted under any other scheme must not in aggregate exceed ten per cent (10%) of the aggregate of the shares in issue as at the adoption date unless refreshed by the shareholders. However, the total number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and all outstanding options granted and yet to be exercised under any other scheme should not exceed thirty per cent (30%) of the shares in issue from time to time.</p> <p>(ii) The total number of shares in respect of which options may be granted to each eligible participant in any 12-month period must not exceed one per cent (1%) of the issued share capital of the Company for the time being.</p> <p>(iii) The subscription price shall be a price determined by the Board, but shall not be less than the highest of (i) the closing price of the shares as stated in the Stock Exchange's daily quotations 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 quotations for the five business days immediately preceding the date of grant; and (iii) the nominal value of the share.</p> <p>(iv) An option may be accepted by an eligible participant within 28 days from the date of offer of the option. Upon acceptance of the option, the grantee shall pay HK\$1.00 to the Company by way of consideration for the grant of the option.</p> <p>(v) The Share Option Scheme will remain valid for a period of 10 years commencing on 27 August 2007.</p> | <p>根據購股權計劃之條款及條件，購股權計劃原則上旨在讓本公司能鼓勵參與者對本公司發展作出重大貢獻，挽留及維持與該等參與者（彼等之貢獻乃有利於或將會有利於本公司之長遠發展）之持續業務關係。重要的是，本公司於適當時給予彼等機會獲得本公司擁有權權益作為額外獎勵，並獎勵彼等對本公司長遠成功及興旺所作出之貢獻。購股權計劃主要條款如下：</p> <p>(i) 除非獲股東更新，否則於行使根據購股權計劃將予授出之全部購股權，以及根據任何其他計劃將予授出之任何購股權時可予發行之股份總數，合共不得超過於採納日期已發行股份總數之10%。然而，於行使根據購股權計劃已授出但尚未行使之全部購股權，以及根據任何其他計劃已授出但尚未行使之全部購股權時可予發行之股份總數，不得超過不時已發行股份之30%。</p> <p>(ii) 每一位合資格參與者在任何十二個月期間內可獲授出之購股權所涉及之股份總數，不得超過該期間本公司已發行股本之1%。</p> <p>(iii) 認購價由董事會釐定，惟不得低於以下三者之最高者：(i)於授出日期（必須為營業日）股份在聯交所每日報價表之收市價；(ii)於緊接授出日期前五個營業日股份在聯交所每日報價表之平均收市價；及(iii)股份之面值。</p> <p>(iv) 合資格參與者可於提呈購股權日期起計二十八天內接受購股權。一旦接納該購股權，則承授人須向本公司支付1.00港元，作為所授出購股權之代價。</p> <p>(v) 購股權計劃自二零零七年八月二十七日起十年內將維持有效。</p> |
|---|--|

Details of movement of the share options during the Review Period under the Share Option Scheme were as follows:

於回顧期間，購股權計劃下之購股權變動詳情如下：

	Number of share options 購股權數目						Outstanding at 31 December 2013 於二零一三年 十二月三十一日 尚未行使	Exercise price at 1 January 2013 於二零一三年 一月一日 之行使價 (HK\$) (港元)	Exercise price at 31 December 2013 於二零一三年 十二月三十一日 之行使價 (HK\$) (港元)	Date of grant	Exercisable period (Note 1) (附註1)
	Outstanding at 1 January 2013 於二零一三年 一月一日 尚未行使	Granted during the year 年內授出	Exercised during the year 年內行使	Lapsed during the year 年內失效	Reclassified during the year 年內重新分類	Adjustment during the year 年內調整					
Directors											
董事											
Mr. Wong Danny F. 汪曉峰先生	21,840	-	-	-	-	4,368	26,208	19.00	15.83	28-Nov-07 二零七年十一月 二十八日	28 Nov 2007 to 26 Aug 2017 二零零七年十一月二十八日至 二零一七年八月二十六日
	116,000	-	-	-	-	23,200	139,200	1.89	1.58	18-Apr-11 一一年四月 十八日	18 Apr 2011 to 26 Aug 2017 二零一一年四月十八日至 二零一七年八月二十六日
Mr. Wu Tse Wai Frederick	21,840	-	-	-	-	4,368	26,208	19.00	15.83	28-Nov-07 二零七年十一月 二十八日	28 Nov 2007 to 26 Aug 2017 二零零七年十一月二十八日至 二零一七年八月二十六日
吳子惠先生	116,000	-	-	-	-	23,200	139,200	1.89	1.58	18-Apr-11 一一年四月 十八日	18 Apr 2011 to 26 Aug 2017 二零一一年四月十八日至 二零一七年八月二十六日
Mr. Fong Chi Wah 方志華先生	21,840	-	-	-	-	4,368	26,208	19.00	15.83	28-Nov-07 二零七年十一月 二十八日	28 Nov 2007 to 26 Aug 2017 二零零七年十一月二十八日至 二零一七年八月二十六日
	116,000	-	-	-	-	23,200	139,200	1.89	1.58	18-Apr-11 一一年四月 十八日	18 Apr 2011 to 26 Aug 2017 二零一一年四月十八日至 二零一七年八月二十六日
Ms. Yang XiaoFeng 楊曉峰女士	21,840	-	-	-	-	4,368	26,208	19.00	15.83	28-Nov-07 二零七年十一月 二十八日	28 Nov 2007 to 26 Aug 2017 二零零七年十一月二十八日至 二零一七年八月二十六日
	116,000	-	-	-	-	23,200	139,200	1.89	1.58	18-Apr-11 一一年四月 十八日	18 Apr 2011 to 26 Aug 2017 二零一一年四月十八日至 二零一七年八月二十六日
Mr. Char Shik Ngor, Stephen	21,840	-	-	-	-	4,368	26,208	19.00	15.83	28-Nov-07 二零七年十一月 二十八日	28 Nov 2007 to 26 Aug 2017 二零零七年十一月二十八日至 二零一七年八月二十六日
查錫我先生	116,000	-	-	-	-	23,200	139,200	1.89	1.58	18-Apr-11 一一年四月 十八日	18 Apr 2011 to 26 Aug 2017 二零一一年四月十八日至 二零一七年八月二十六日
Mr. Liu Jin 劉進先生	21,840	-	-	-	-	4,368	26,208	19.00	15.83	28-Nov-07 二零七年十一月 二十八日	28 Nov 2007 to 26 Aug 2017 二零零七年十一月二十八日至 二零一七年八月二十六日
	116,000	-	-	-	-	23,200	139,200	1.89	1.58	18-Apr-11 一一年四月 十八日	18 Apr 2011 to 26 Aug 2017 二零一一年四月十八日至 二零一七年八月二十六日
Mr. Wong Sin Lai (Note 2) 王善豐先生 (附註2)	116,000	-	-	-	(116,000)	-	-	1.89	-	18-Apr-11 一一年四月 十八日	18 Apr 2011 to 26 Aug 2017 二零一一年四月十八日至 二零一七年八月二十六日
	943,040	-	-	-	(116,000)	165,408	992,448				
Employees 僱員	3,327,000	-	-	-	-	665,400	3,992,400	1.89	1.58	18-Apr-11 一一年四月 十八日	18 Apr 2011 to 26 Aug 2017 二零一一年四月十八日至 二零一七年八月二十六日
Resigned directors (Note 2 and Note 3)	43,680	-	-	-	-	8,736	52,416	19.00	15.83	28-Nov-07 二零七年十一月 二十八日	28 Nov 2007 to 26 Aug 2017 二零零七年十一月二十八日至 二零一七年八月二十六日
已辭任董事 (附註2及附註3)	116,000	-	-	-	-	23,200	139,200	1.89	1.58	18-Apr-11 一一年四月 十八日	18 Apr 2011 to 26 Aug 2017 二零一一年四月十八日至 二零一七年八月二十六日
	-	-	-	-	116,000	23,200	139,200	1.89	1.58	18-Apr-11 一一年四月 十八日	18 Apr 2011 to 26 Aug 2017 二零一一年四月十八日至 二零一七年八月二十六日
Other eligible participants 其他合資格參與者	7,415,000	-	-	-	-	1,483,000	8,898,000	1.89	1.58	18-Apr-11 一一年四月 十八日	18 Apr 2011 to 26 Aug 2017 二零一一年四月十八日至 二零一七年八月二十六日
Total 總計	11,844,720	-	-	-	-	2,368,944	14,213,664				
Weighted average exercise price 加權平均行使價	HK\$2.14 2.14港元	-	-	-	-	-	HK\$1.79 1.79港元				



Notes:

1. In accordance with the terms of the share-based arrangement, (i) a maximum of 30% options are exercisable from the date of grant; (ii) a maximum of another 30% options, plus any options being unexercised in (i), in aggregate not exceeding 60% of total options granted, are exercisable from 28 November 2008; and (iii) the remaining 40% options, plus any options being unexercised in (i) and (ii), are exercisable from 28 November 2009 to 26 August 2017.
2. On 4 October 2013, Mr. Wong Sin Lai resigned as independent non-executive director of the Company. The share options held by Mr. Wong Sin Lai was then reclassified as share options held by resigned directors.
3. On 13 January 2012, Mr. Lui Tin Nang has resigned as independent non-executive director of the Company. The share options held by Mr. Lui Tin Nang was then reclassified as share options held by resigned directors.
- * Pursuant to the terms of the Share Option Scheme, the exercise price and the number of new shares to be allotted and issued upon full exercise if the subscription rights attaching to the outstanding share options were adjusted to reflect the Rights Issue which came into effect on 4 September 2013.

Save as disclosed above, none of the Company's directors and chief executive, or their spouses or children under the age of 18, had any rights to subscribe for the securities of the Company, or had exercised any such rights during the twelve months ended 31 December 2013.

附註：

1. 根據以股份為基礎之安排之條款，(i)最多30%購股權自授出日期起可予行使；(ii)另外最多30%購股權，加上(i)中尚未行使之任何購股權，合共不超過已授出購股權總數之60%，自二零零八年十一月二十八日起可予行使；及(iii)其餘40%購股權，加上(i)及(ii)中尚未行使之任何購股權，於二零零九年十一月二十八日至二零一七年八月二十六日期間可予行使。
2. 於二零一三年十月四日，王善豐先生辭任本公司獨立非執行董事。王善豐先生所持有之購股權其後已重新分類為已辭任董事所持購股權。
3. 於二零一二年一月十三日，呂天能先生辭任本公司獨立非執行董事。呂天能先生所持有之購股權其後已重新分類為已辭任董事所持購股權。
- * 根據購股權計劃之條款，行使價及於尚未行使之購股權附帶之認購權獲全面行使後將予配發及發行之新股份數目已作出調整，以反映於二零一三年九月四日生效之供股之影響。

除上文所披露者外，於截至二零一三年十二月三十一日止十二個月內，概無本公司董事及主要行政人員或彼等之配偶或十八歲以下子女，擁有可認購本公司證券之權利，或已行使任何該等權利。

SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS' INTERESTS IN SECURITIES

As at 31 December 2013, so far as is known to the directors, the following shareholders (other than the Directors and chief executives of the Company) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

Name of shareholder 股東名稱／姓名	Capacity 身份	Number of ordinary shares 普通股數目	Percentage of the Company's issued share capital 佔本公司已發行股本百分比
CCM Asia Investment Corporation (Note 1) CCM Asia Investment Corporation (附註1)	Beneficial owner 實益擁有人	73,814,113	22.26%
CCM Financial Corporation (Note 1) CCM Financial Corporation (附註1)	Corporate owner 公司擁有人	73,814,113	22.26%
Sino Portfolio International Limited (Note 2) Sino Portfolio International Limited (附註2)	Security owner 擔保擁有人	73,814,113	22.26%
Ms. Angela Chen (Note 3) Angela Chen女士 (附註3)	Interest through controlled corporation 通過受控制法團之權益	73,814,113	22.26%

All of the above interests in the Company held by Shareholders were long positions.

Notes:

- Mr. Wong Danny F., an executive director and the chairman of the Company, is the sole shareholder of CCM Financial Corporation which in turn is the sole shareholder of CCM Asia Investment Corporation, CCM Financial Corporation and Mr. Wong Danny F. are therefore deemed to be interested in the shares and underlying shares of the Company held by CCM Asia Investment Corporation under the SFO.
- Sino Portfolio International Limited, a company incorporated in the Republic of Seychelles ("Sino Portfolio"), has a security interest in 73,814,113 shares of the Company.
- Sino Portfolio is wholly-owned by Ms. Angela Chen. Ms. Angela Chen is therefore deemed to be interested in 73,814,113 shares of the Company which Sino Portfolio has a security interest in under the SFO.

主要股東及其他人士於證券之權益

於二零一三年十二月三十一日，就董事所知，根據證券及期貨條例第336條規定存置之登記冊所載，以下股東（除本公司董事及主要行政人員外）於本公司股份及相關股份中擁有權益或淡倉：

Name of shareholder 股東名稱／姓名	Capacity 身份	Number of ordinary shares 普通股數目	Percentage of the Company's issued share capital 佔本公司已發行股本百分比
CCM Asia Investment Corporation (Note 1) CCM Asia Investment Corporation (附註1)	Beneficial owner 實益擁有人	73,814,113	22.26%
CCM Financial Corporation (Note 1) CCM Financial Corporation (附註1)	Corporate owner 公司擁有人	73,814,113	22.26%
Sino Portfolio International Limited (Note 2) Sino Portfolio International Limited (附註2)	Security owner 擔保擁有人	73,814,113	22.26%
Ms. Angela Chen (Note 3) Angela Chen女士 (附註3)	Interest through controlled corporation 通過受控制法團之權益	73,814,113	22.26%

上述股東於本公司所持全部權益均為好倉。

附註：

- 汪曉峰先生（本公司之執行董事兼主席）乃CCM Financial Corporation唯一股東，該公司乃CCM Asia Investment Corporation唯一股東。根據證券及期貨條例，CCM Financial Corporation及汪曉峰先生因此被視為於CCM Asia Investment Corporation持有之本公司股份及相關股份中擁有權益。
- Sino Portfolio International Limited（「Sino Portfolio」，一家於塞舌爾共和國註冊成立之公司）於本公司73,814,113股股份中擁有擔保權益。
- Sino Portfolio由Angela Chen女士全資擁有。根據證券及期貨條例，Angela Chen女士因此被視為於Sino Portfolio擁有擔保權益之本公司73,814,113股股份中擁有權益。



Other than disclosed above, the Company has not been notified of any other interests or short positions in the shares and underlying shares of the Company representing 5% or more of the issued share capital of the Company as at 31 December 2013.

MANAGEMENT CONTRACT

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

MAJOR CUSTOMERS AND SUPPLIERS

The Company's entire turnover is derived from the Company's investment in equity securities listed or unlisted and thus the disclosure of information regarding to customers and suppliers would not be meaningful.

CONNECTED TRANSACTIONS

Placing Agreement

The Company entered into a placing agreement with Beijing Securities Limited (the "Placing Agent") on 8 April 2013, pursuant to which the Company had agreed to place, an aggregate principal amount of HK\$20,000,000 in the denomination of HK\$10,000,000 each placing notes to individuals, institutional or other professional investors, through the Placing Agent. Mr. Wong Danny F., the chairman and an executive director of the Company, holds 75.28% of the shareholdings of the holding company of the Placing Agent. Mr. Wong Danny F. is also a director of the Placing Agent and the holding company of the Placing Agent. Hence, the Placing Agent is an associate of Mr. Wong Danny F. and is therefore a connected person of the Company within the meaning of the Listing Rules. The acting as the Placing Agent is a connected transaction under Chapter 14A of the Listing Rules.

除上文所披露者外，於二零一三年十二月三十一日，本公司概無得知任何其他相當於本公司已發行股本5%或以上之本公司股份及相關股份之權益或淡倉。

管理合約

年內，本公司並無簽訂或存有任何與本公司全部或任何重要業務之管理及行政有關之合約。

主要客戶及供應商

本公司全部營業額均源自其於上市或非上市股本證券之投資，故披露有關客戶及供應商之資料並無任何意義。

關連交易

配售協議

本公司與北京證券有限公司（「配售代理」）於二零一三年四月八日訂立配售協議，據此，本公司已同意透過配售代理向個人、機構或其他專業投資者配售本金總額為20,000,000港元，每份面額為10,000,000港元之配售票據。本公司主席兼執行董事汪曉峰先生持有配售代理之控股公司之75.28%股權，彼亦為配售代理及配售代理之控股公司之董事，故此，配售代理為汪曉峰先生之聯繫人士，按上市規則之涵義為本公司之關連人士。根據上市規則第14A章，擔任配售代理屬關連交易。

The Board is of the view that that the placing commission of 2% on the gross proceeds of the placing was determined within arm's length negotiation between the parties with regard to the prevailing market practice and the placing commission is on normal commercial terms, fair and reasonable. As the relevant percentage ratios in respect of the placing commission under Rule 14.07 of the Listing Rules exceeds 0.1% but are less than 5%, the transaction is only subject to the report and announcement requirements and is exempt from independent shareholder's approval requirements under Chapter 14A of the Listing Rules. The transaction also constitutes a discloseable transaction under Chapter 14 of the Listing Rules.

Underwriting Agreement

The Company entered into an Underwriting Agreement with Enerchine Securities Limited ("Underwriter") on 8 July 2013 in relation to the underwriting arrangement in respect of the rights issue. The Underwriter is the immediate holding company of Enerchine Investment Management Limited, the investment manager of the Company. Also, Enerchine Corporate Finance Limited, the financial adviser of the Company, is the fellow subsidiary of Enerchine Investment Management Limited. The Underwriter and Enerchine Corporate Finance Limited are therefore connected persons of the Company under Chapter 21.13 of the Listing Rules. Accordingly, the payment of the underwriting commission and the financial advisory fee by the Company constitute connected transactions under Chapter 14A of the Listing Rules.

The underwriting commission payable to the Underwriter was approximately HK\$640,000 and the financial advisory fee payable to Enerchine Corporate Finance Limited was approximately HK\$500,000.

董事會認為，按配售事項之所得款項總額2%計算之配售佣金乃經訂約方根據現行市場慣例公平磋商後釐定，而配售佣金乃按一般商業條款訂立，屬公平合理。由於上市規則第14.07條所指有關配售佣金之相關百分比率超過0.1%但少於5%，故根據上市規則第14A章，該交易僅須遵守申報及公告之規定，而獲豁免遵守獨立股東批准之規定。根據上市規則第14章，該交易亦構成須予披露交易。

包銷協議

於二零一三年七月八日，本公司與威華股票有限公司（「包銷商」）就供股之包銷安排訂立包銷協議。包銷商為本公司之投資經理威華投資管理有限公司之直接控股公司。此外，本公司之財務顧問威華融資有限公司為威華投資管理有限公司之同系附屬公司。因此，根據上市規則第21.13章，包銷商及威華融資有限公司為本公司之關連人士。因此，根據上市規則第14A章，本公司支付包銷佣金及財務顧問費構成關連交易。

應付包銷商之包銷佣金約640,000港元，而應付威華融資有限公司之財務顧問費則約500,000港元。



Subscription Agreement

On 14 October 2010, the Company and Premium Castle Limited ("Premium Castle"), a company incorporated under the laws of British Virgin Islands, entered into a subscription agreement, pursuant to which Premium Castle agreed to issue and the Company agreed to subscribe the convertible note at 2% in the principal amount of HK\$27,000,000 due on 13 October 2013 (the "2010 Convertible Note"). In 2011, Premium Castle repaid HK\$10,000,000 of the outstanding principal amount of 2010 Convertible Note to the Company. Subsequently, the 2010 Convertible Note was cancelled and Premium Castle issued to the Company another convertible note in replacement of the 2010 Convertible Note (the "2011 Convertible Note"). The Company has not exercised the conversion rights under the 2011 Convertible Note and the principal amount of HK\$17,000,000 was due on 13 October 2013.

Upon expiry of the 2011 Convertible Note and after negotiation between Premium Castle and the Company, on 24 December 2013 (after trading hours), the Company and Premium Castle entered into a new subscription agreement (the "New Subscription Agreement"), pursuant to which the Company has conditionally agreed to subscribe for and Premium Castle has conditionally agreed to issue a convertible note in the principal amount of HK\$18,600,000, being the outstanding principal amount of HK\$17,000,000 under the 2011 Convertible Note and the outstanding interest in the sum of approximately HK\$1,600,000 under 2010 Convertible Note and 2011 Convertible Note ("Debt"), with maturity period of 5 years and coupon rate of 2% (the "Subscription"). The New Subscription Agreement constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules as the applicable percentage ratios as defined under Rule 14.06 of the Listing Rules are more than 5% but less than 25%. The New Subscription Agreement also constitutes a connected transaction under Chapter 14A of the Listing Rules as the major shareholder of Premium Castle is Mr. Wong Danny F., the chairman of the Company and an executive Director, Premium Castle is therefore a connected person of the Company. Accordingly, the New Subscription Agreement is subject to the reporting, announcement and independent Shareholders' approval requirements under the Listing Rules. Mr. Wong Danny F., who is the chairman, an executive Director and a major shareholder of Premium Castle, is regarded as having a material interest in the New Subscription Agreement and therefore he abstained from voting at the meeting of the Board at which the resolution approving the New Subscription Agreement was passed and Mr. Wong Danny F. and his associates are required to abstain from voting on the resolution approving the New Subscription Agreement to be passed at the extraordinary general meeting of the Company (the "EGM"). Details of the Subscription were disclosed in the circular of the Company dated 7 February 2014. The New Subscription Agreement has been approved at the EGM of the Company held on 25 February 2014 and was completed on the same day.

認購協議

於二零一零年十月十四日，本公司與Premium Castle Limited（「Premium Castle」，一家根據英屬處女群島法律註冊成立之公司）訂立認購協議。據此，Premium Castle已同意發行而本公司已同意認購本金金額為27,000,000港元之2厘可換股票據（「二零一零年可換股票據」），二零一零年可換股票據於二零一三年十月十三日到期。於二零一一年，Premium Castle向本公司償還二零一零年可換股票據之未償還本金金額10,000,000港元。其後，二零一零年可換股票據已被註銷，而Premium Castle已向本公司發行另一批可換股票據（「二零一一年可換股票據」），以取代二零一零年可換股票據。本公司並無行使二零一一年可換股票據項下之轉換權，而本金金額17,000,000港元已於二零一三年十月十三日到期。

於二零一一年可換股票據到期時，經Premium Castle與本公司磋商後，本公司與Premium Castle於二零一三年十二月二十四日（交易時段後）訂立新認購協議（「新認購協議」），據此，本公司已有條件地同意認購而Premium Castle已有條件地同意發行本金金額為18,600,000港元（即二零一一年可換股票據項下之未償還本金金額17,000,000港元及二零一零年可換股票據及二零一一年可換股票據項下之未償還利息合共約1,600,000港元（「債務」））之可換股票據，有效期五年，票面息為2厘（「認購事項」）。由於上市規則第14.06條所界定之適用百分比率高於5%但低於25%，故根據上市規則第14章，新認購協議構成本公司之須予披露交易。由於Premium Castle之主要股東為本公司主席兼執行董事汪曉峰先生，故Premium Castle為本公司之關連人士，而根據上市規則第14A章，新認購協議亦構成關連交易。因此，新認購協議須遵守上市規則項下之申報、公告及獨立股東批准之規定。主席、執行董事兼Premium Castle之主要股東汪曉峰先生被視為於新認購協議中擁有重大利益，因此彼已於通過有關批准新認購協議之決議案之董事會會議上放棄表決，而汪曉峰先生及其聯繫人士須就批准新認購協議而將於本公司之股東特別大會（「股東特別大會」）上通過之決議案放棄表決。有關認購事項之詳情已於本公司日期為二零一四年二月七日之通函內披露。新認購協議已於本公司於二零一四年二月二十五日舉行之股東特別大會上獲批准，並於同日完成。

Upon completion of the Subscription on 25 February 2014, the obligation of Premium Castle to pay the Debt has been released and the Debt, which has been previously recorded as current assets of the Company, has been reclassified as financial asset in the Company's consolidated statement of financial position.

CONTINUING CONNECTED TRANSACTIONS

Investment Advising Service Agreement

On 16 May 2011, the Company and Beijing Capital Partners Limited ("Beijing Capital") had mutually agreed to terminate the Investment Management Agreement and there was no penalty and/or compensation to any parties in relation to the early termination of the agreement. At the meantime, the Company and Beijing Capital entered into an Investment Advising Service Agreement (the "IAS Agreement") whereby Beijing Capital was appointed to act as investment adviser of the Company and agreed to provide investment advising services and present suitable investment opportunities to the Company commencing from 16 May 2011. Pursuant to Rule 21.13 of the Listing Rules, an investment adviser shall be regarded as a connected person of the Company. Therefore, the entering into of the IAS Agreement with Beijing Capital constitutes a continuing connected transaction of the Company under Chapter 14A of the Listing Rules. According to the terms and condition of the IAS Agreement, the Company shall pay to Beijing Capital a monthly investment adviser fee of HK\$33,333. Therefore, it is exempted from the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Investment Management Agreement

The Investment Management Agreement dated 16 May 2011 entered into between the Company and Enerchine Investment Management Limited (formally known as CU Investment Management Limited) ("Enerchine Investment") was expired on 15 May 2013. Accordingly, the Company entered into a new investment management agreement (the "New Investment Management Agreement") on 11 July 2013 to renew the appointment of Enerchine Investment as the investment manager of the Company on the same terms with a management fee of HK\$100,000 per month. Under the New Investment Management Agreement, the investment manager agreed to provide investment management services to the Company for a period of one year from 16 May 2013. Pursuant to Rule 21.13 of the Listing Rules, an investment manager shall be regarded as a connected person of the Company. Therefore, the entering into of the New Investment Management Agreement with Enerchine Investment constitutes a continuing connected transaction for the Company under Chapter 14A of the Listing Rules. Details of which could be found in the Company's announcement date 11 July 2013.

於二零一四年二月二十五日認購事項完成時，Premium Castle支付債務之義務已解除，而之前確認為本公司流動資產之債務已於本公司之綜合財務狀況表內重新分類為金融資產。

持續關連交易

投資顧問服務協議

於二零一一年五月十六日，本公司與北京資本有限公司（「北京資本」）已互相同意終止投資管理協議，訂約方概無須就提早終止該協議而支付任何罰款及／或賠償。同時，本公司與北京資本訂立投資顧問服務協議（「投資顧問服務協議」），據此，北京資本獲委任為本公司之投資顧問，並同意自二零一一年五月十六日起向本公司提供投資顧問服務及提呈適合投資機會。根據上市規則第21.13條，投資顧問將被視為本公司之關連人士。因此，根據上市規則第14A章，與北京資本訂立之投資顧問服務協議構成本公司之持續關連交易。根據投資顧問服務協議之條款及條件，本公司須按月支付33,333港元投資顧問費予北京資本，因此獲豁免遵守上市規則第14A章有關申報、公告及獨立股東批准之規定。

投資管理協議

本公司與威華投資管理有限公司（前稱為富聯投資管理有限公司）（「威華投資」）所訂立日期為二零一一年五月十六日之投資管理協議已於二零一三年五月十五日屆滿。因此，本公司於二零一三年七月十一日以相同條款每月100,000港元之管理費用訂立新投資管理協議（「新投資管理協議」），重新委任威華投資為本公司之投資經理。根據新投資管理協議，投資經理已同意自二零一三年五月十六日起一年期間向本公司提供投資管理服務。根據上市規則第21.13條，投資經理將被視為本公司之關連人士。因此，根據上市規則第14A章，與威華投資訂立之新投資管理協議構成本公司之持續關連交易。詳情請參閱本公司日期為二零一三年七月十一日之公告。



The Directors (including the independent non-executive Directors), who do not have any material interest in the New Investment Management Agreement, are of the view that the New Investment Management Agreement was entered into (1) on normal commercial terms; (2) in the ordinary and usual course of business of the Company; and (3) on terms that was fair and reasonable and in the interest of the Company and its independent shareholders as a whole.

Custodian Agreement

Commencing from 11 March 2005, the Company appointed the Bank of Communications Trustee Limited as its custodian for the provision of custody services. The Bank of Communications Trustee Limited has agreed to provide the Company with securities services including the safe custody and physical settlement of the securities in the investment portfolio of the Company, 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 by giving to the other not less than 90 days' notice in writing at any time.

The Board, including the independent non-executive directors, is of the view that the continuing connected transaction has been entered into (1) on normal commercial terms; (2) on an arm's length basis; and (3) in the ordinary and usual course of business of the Company, and that the terms of the above connected transaction are fair and reasonable to the shareholders and the Company as a whole. According to the terms and conditions of the custodian agreement, the Company shall pay to the Bank of Communications Trustee Limited an annual fee of HK\$77,530 for the year ended 31 December 2012. Therefore, the entering into of the custodian agreement with the Bank of Communications Trustee Limited is exempted from the reporting, announcements and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors at the date of this annual report, there was a sufficient prescribed public float of the issued shares of the Company under the Listing Rules.

於新投資管理協議中並無任何重大權益之董事（包括獨立非執行董事）認為，新投資管理協議(1)按一般商業條款；(2)於本公司一般及日常業務過程中；及(3)按公平合理之條款訂立，並符合本公司及其獨立股東之整體利益。

託管協議

自二零零五年三月十一日起，本公司委任交通銀行信託有限公司為其託管商，提供託管服務。交通銀行信託有限公司已同意向本公司提供證券服務，包括為本公司投資組合中之證券提供安全託管及實物交收，並代收該等證券之股息及其他應得權利。託管協議將繼續有效，直至本公司或託管商隨時向對方發出不少於九十天書面通知以終止託管協議為止。

董事會（包括獨立非執行董事）認為，上述持續關連交易(1)按一般商業條款；(2)按公平磋商基準；及(3)於本公司一般及日常業務過程中訂立，上述關連交易之條款對股東及本公司整體而言亦屬公平合理。根據託管協議之條款及條件，本公司於截至二零一二年十二月三十一日止年度須向交通銀行信託有限公司支付年費77,530港元。因此，與交通銀行信託有限公司訂立之託管協議獲豁免遵守上市規則第14A章有關申報、公告及獨立股東批准之規定。

公眾持股量

根據本公司公開取得之資料及就董事所知，於本年報日期，本公司之已發行股份已維持上市規則所訂明之足夠公眾持股量。

AUDIT COMMITTEE

The Audit Committee of the Company currently comprises of three independent non-executive directors, Mr. Liu Jin, Mr. Char Shik Ngor, Stephen and Mr. Law Tze Lun. Mr. Law Tze Lun serves as the chairman of the Audit Committee.

The Audit Committee together with the management, has reviewed the accounting principles and practices adopted by the Company and discussed auditing, internal control and financial reporting matters including a review of the audited consolidated financial statements for the Review Period.

EVENTS AFTER THE END OF THE REPORTING PERIOD

- As announced by the Company on 18 November 2013, the Company proposed to raise approximately HK\$99,500,000 (before expenses) by way of the rights issue of 995,022,471 rights shares of HK\$0.01 each at a subscription price of HK\$0.10 per rights share on the basis of three rights shares for every one then existing share held. This rights issue of shares was approved by the Company's independent shareholders at the extraordinary general meeting held on 13 January 2014. 995,022,471 rights shares were allotted on 20 February 2014. At the end of the reporting period, the total number of issued ordinary shares of the Company was 1,326,696,628 shares.
- On 24 December 2013, the Company and Premium Castle Limited ("Premium Castle"), a company incorporated under the laws of British Virgin Islands, entered into a subscription agreement pursuant to which the Company has conditionally agreed to subscribe for and Premium Castle has conditionally agreed to issue a convertible note in the principal amount of HK\$18,600,000 with maturity period and coupon rate at five years and 2%, respectively. Details of the subscription were disclosed in the circular of the Company dated 7 February 2014. The subscription agreement has been approved at the extraordinary general meeting held on 25 February 2014.

審核委員會

本公司審核委員會現時由三名獨立非執行董事劉進先生、查錫我先生及羅子璘先生組成。羅子璘先生為審核委員會主席。

審核委員會已與管理層審閱本公司採用之會計原則及慣例，並討論審核、內部監控及財務報告事宜，包括審閱回顧期間之經審核綜合財務報表。

呈報期末後事項

- 如本公司於二零一三年十一月十八日所公佈，本公司建議透過以供股方式（基準為每持有一股當時之現有股份獲發三股供股股份）按每股供股股份0.10港元之認購價發行995,022,471股每股面值0.01港元之供股股份，集資約99,500,000港元（扣除開支前）。是次供股已於在二零一四年一月十三日舉行之股東特別大會上獲本公司獨立股東批准。995,022,471股供股股份已於二零一四年二月二十日配發。於呈報期末，本公司已發行普通股總數為1,326,696,628股。
- 於二零一三年十二月二十四日，本公司與Premium Castle Limited（「Premium Castle」，一間根據英屬處女群島法律註冊成立之公司）訂立認購協議，據此，本公司已有條件地同意認購而Premium Castle已有條件地同意發行本金金額為18,600,000港元之五年期2厘可換股票據。認購事項詳情已於本公司日期為二零一四年二月七日之通函內披露。認購協議已於在二零一四年二月二十五日舉行之股東特別大會上獲得批准。

- Pursuant to the circular of the Company dated 13 March 2014, an extraordinary general meeting will be convened to consider, if thought fit, approve the resolutions in relation to (i) the proposed refreshment of general mandate of the Company to issue and allot shares; and (ii) the proposed refreshment of scheme mandate limit of the Company. The Board is of the view that the refreshment of general mandate would maintain the flexibility of the Company for any future allotment and issue of its shares by the Board which is necessary for the Group's future business development. The refreshment of scheme mandate limit could provide the Company with greater flexibility in granting share options to eligible persons of the Company under the Company's existing Share Option Scheme and to provide incentives and rewards to the eligible persons for their contribution to the Company.
- 根據本公司日期為二零一四年三月十三日之通函，本公司將會召開股東特別大會，以考慮並酌情批准有關(i)建議更新本公司發行及配發股份之一般授權；及(ii)建議更新本公司計劃授權上限之決議案。董事會認為，更新一般授權可使本公司維持靈活，讓董事會能夠於日後為本集團未來業務發展需要配發及發行其股份。更新計劃授權上限可讓本公司更靈活地根據本公司現有購股權計劃向本公司合資格人士授出購股權，獎勵合資格人士及表彰彼等對本公司之貢獻。

AUDITORS

The consolidated financial statements for the years ended 31 December 2012 and 2013 were audited by HLB Hodgson Impey Cheng Limited who will retire at the conclusion of the forthcoming annual general meeting and being eligible offer themselves for re-appointment. A resolution for the re-appointment of HLB Hodgson Impey Cheng Limited as auditors of the Company is to be proposed at the forthcoming annual general meeting.

On behalf of the Board

Wong Danny F.

Chairman

Hong Kong, 21 March 2014

核數師

截至二零一二年及二零一三年十二月三十一日止年度之綜合財務報表已由國衛會計師事務所有限公司審核，彼將於即將舉行之股東週年大會結束時退任，惟符合資格並願意獲再度委任。於應屆股東週年大會上，將提呈再度委任國衛會計師事務所有限公司為本公司核數師之決議案。

代表董事會

主席

汪曉峰

香港，二零一四年三月二十一日

Independent Auditors' Report

獨立核數師報告



國衛會計師事務所有限公司
Hodgson Impey Cheng Limited

31/F, Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong

香港
中環
畢打街11號
置地廣場
告羅士打大廈31樓

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF NATIONAL INVESTMENTS FUND LIMITED *(incorporated in the Cayman Islands with limited liability)*

We have audited the consolidated financial statements of National Investments Fund Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 46 to 171, which comprise the consolidated and the Company statements of financial position as at 31 December 2013, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITORS' RESPONSIBILITY

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

致國盛投資基金有限公司 (於開曼群島註冊成立之有限公司) 全體股東 之獨立核數師報告

吾等已完成審核第46至171頁所載國盛投資基金有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表,包括於二零一三年十二月三十一日之綜合及貴公司財務狀況表、截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表,以及主要會計政策概要及其他說明資料。

董事編製綜合財務報表之責任

貴公司董事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綜合財務報表,以令綜合財務報表作出真實而公平之反映,並負責落實彼等認為編製綜合財務報表所必要之內部控制,以確保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

吾等負責根據吾等之審核結果對該等綜合財務報表發表意見,並僅向閣下(作為法團)報告,除此之外不作其他用途。吾等不會就本報告內容向任何其他人士負責或承擔法律責任。吾等按照香港會計師公會頒佈之香港核數準則進行審核工作。該等準則要求吾等符合道德規範,並策劃和進行審核工作,使吾等能合理確定綜合財務報表是否不存在重大錯誤陳述。

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

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group and of the Company as at 31 December 2013, and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

HLB Hodgson Impey Cheng Limited

Certified Public Accountants

Wong Sze Wai, Basilia

Practising Certificate Number: P05806

Hong Kong, 21 March 2014

審核工作涉及執程序以取得與綜合財務報表所載數額及披露事項有關之審核憑證。選用之程序須視乎核數師之判斷，包括評估綜合財務報表出現重大錯誤陳述（不論是否由於欺詐或錯誤而導致）之風險。在評估該等風險時，核數師會考慮與公司編製作出真實而公平反映之綜合財務報表有關之內部監控，以為不同情況設計適當審核程序，但並非旨在就公司內部監控是否有效表達意見。審核工作亦包括評估董事所用會計政策是否恰當及所作會計估算是否合理，並就綜合財務報表之整體呈列方式作出評估。

吾等相信，吾等所獲之審核憑證充分恰當地為吾等之審核意見提供基礎。

意見

吾等認為，綜合財務報表根據香港財務報告準則真實而公平地反映 貴集團及 貴公司於二零一三年十二月三十一日之財務狀況以及 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。

國衛會計師事務所有限公司

香港執業會計師

黃思璋

執業證書編號：P05806

香港，二零一四年三月二十一日

Consolidated Statement of Profit or loss and Other Comprehensive Income 綜合損益及其他全面收益表

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

		Notes 附註	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Revenue	收益	7	(42,603)	63,591
Other income	其他收入	8	80	1
Impairment loss on available-for-sale financial assets	可供出售金融資產之減值虧損		-	(5,184)
Loss on derecognition of available-for-sale financial assets	終止確認可供出售金融資產之虧損		(15,878)	-
Change in fair value of conversion options embedded in convertible notes	可換股票據內含之換股權之公允價值變動		58	-
Other operating expenses	其他營運開支		(52,391)	(27,077)
Finance costs	融資成本	9	(5,539)	(679)
Share of result of an associate	應佔聯營公司業績	19	(1,608)	(518)
(Loss)/profit before income tax	除所得稅前(虧損)/溢利		(117,881)	30,134
Income tax expense	所得稅開支	10	-	-
(Loss)/profit for the year	年內(虧損)/溢利	11	(117,881)	30,134
Other comprehensive income	其他全面收益			
Items that may be reclassified subsequently to profit or loss:	其後或會重新分類至損益表之項目:			
- Net (loss)/gain on revaluation of available-for-sale financial assets during the year	- 一年內重估可供出售金融資產之(虧損)/收益淨額		(6,797)	3,317
- Reclassification relating to derecognition of available-for-sale financial assets	- 有關終止確認可供出售金融資產之重新分類		7,401	412
- Share of changes in other comprehensive income in an associate	- 應佔聯營公司其他全面收益之變動		601	36
Other comprehensive income for the year, net of income tax	年內其他全面收益，已扣除所得稅		1,205	3,765
Total comprehensive (loss)/income for the year	年內全面(虧損)/收益總額		(116,676)	33,899
(Loss)/profit for the year attributable to:	下列各項應佔年內(虧損)/溢利:			
Owners of the Company	本公司擁有人		(117,881)	30,134
Total comprehensive (loss)/income for the year attributable to:	下列各項應佔年內全面(虧損)/收益總額:			
Owners of the Company	本公司擁有人		(116,676)	33,899
(Loss)/earnings per share	每股(虧損)/盈利			
Basic	基本	16	HK\$(0.44)港元	HK\$0.14港元
Diluted	攤薄	16	HK\$(0.44)港元	HK\$0.14港元

The accompanying notes form an integral part of these consolidated financial statements.

隨附之附註為此等綜合財務報表之一部份。

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2013 於二零一三年十二月三十一日

			2013 二零一三年	2012 二零一二年
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Assets:	資產：			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	17	31,166	5,102
Interest in an associate	於聯營公司之權益	19	-	5,461
Available-for-sale financial assets	可供出售金融資產	20	41,892	42,413
			73,058	52,976
Current assets	流動資產			
Available-for-sale financial assets	可供出售金融資產	20	-	15,638
Financial assets at fair value through profit or loss	於損益表按公允價值列賬之金融資產	22	68,500	183,290
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	23	68,608	5,572
Cash and bank balances	現金及銀行結餘		21,624	22,287
			158,732	226,787
Total assets	資產總值		231,790	279,763
Equity:	權益：			
Capital and reserves attributable to owners of the Company	本公司擁有人應佔股本及儲備			
Share capital	股本	25	3,317	1,843
Reserves	儲備		117,026	208,035
Total equity	權益總額		120,343	209,878
Liabilities:	負債：			
Current liabilities	流動負債			
Accrued charges and other payables	應付開支及其他應付款項		3,362	1,254

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2013 於二零一三年十二月三十一日

			2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Non-current liabilities	非流動負債			
Promissory notes	承兌票據	27	108,085	68,631
Total liabilities	負債總額		111,447	69,885
Total equity and liabilities	權益及負債總值		231,790	279,763
Net current assets	流動資產淨值		155,370	225,533
Total assets less current liabilities	資產總值減流動負債		228,428	278,509

Approved by the Board of Directors on 21 March 2014 and signed on its behalf by:

經董事會於二零一四年三月二十一日批准及由以下人士代表簽署：

Wong Danny F.

汪曉峰

Director

董事

Wu Tse Wai, Frederick

吳子惠

Director

董事

The accompanying notes form an integral part of these consolidated financial statements.

隨附之附註為此等綜合財務報表之一部份。

Statement of Financial Position

財務狀況表

As at 31 December 2013 於二零一三年十二月三十一日

			2013 二零一三年	2012 二零一二年
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Assets:	資產：			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	17	7,483	5,102
Interests in subsidiaries	於附屬公司之權益	18	107,102	47,739
			114,585	52,841
Current assets	流動資產			
Available-for-sale financial assets	可供出售金融資產	20	-	15,638
Financial assets at fair value through profit or loss	於損益表按公允價值列賬 之金融資產	22	68,500	183,290
Prepayments, deposits and other receivables	預付款項、按金及 其他應收款項	23	27,808	5,572
Cash and bank balances	現金及銀行結餘		21,624	22,287
			117,932	226,787
Total assets	資產總值		232,517	279,628
Equity:	權益：			
Capital and reserves attributable to owners of the Company	本公司擁有人應佔 股本及儲備			
Share capital	股本	25	3,317	1,843
Reserves	儲備	26	116,594	206,742
Total equity	權益總額		119,911	208,585
Liabilities:	負債：			
Current liabilities	流動負債			
Accrued charges and other payables	應付開支及其他應付款項		3,360	1,251

Statement of Financial Position

財務狀況表

As at 31 December 2013 於二零一三年十二月三十一日

			2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
		<i>Notes</i> <i>附註</i>		
Non-current liabilities	非流動負債			
Amount due to a subsidiary	應付附屬公司款項	18	1,161	1,161
Promissory notes	承兌票據	27	108,085	68,631
			109,246	69,792
Total liabilities	負債總值		112,606	71,043
Total equity and liabilities	權益及負債總值		232,517	279,628
Net current assets	流動資產淨值		114,572	225,536
Total assets less current liabilities	資產總值減流動負債		229,157	278,377

Approved by the Board of Directors on 21 March 2014 and signed on its behalf by:

經董事會於二零一四年三月二十一日批准及由以下人士代表簽署：

Wong Danny F.

汪曉峰

Director

董事

Wu Tse Wai, Frederick

吳子惠

Director

董事

The accompanying notes form an integral part of these consolidated financial statements.

隨附之附註為此等綜合財務報表之一部份。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

		Attributable to the owners of the Company 本公司擁有人應佔							
		Share capital	Share premium	Share option reserve (Note (i))	Warrants reserve (Note (ii))	Available-for-sale financial asset equity reserve (Note (iii))	Exchange reserve (Note (iv))	Accumulated losses	Total equity
		股本	股份溢價	購股權儲備 (附註(i))	認股權證儲備 (附註(ii))	可供出售金融資產權益儲備 (附註(iii))	匯兌儲備 (附註(iv))	累積虧損	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2012	於二零一二年一月一日	92,133	301,921	4,558	23,162	(11,641)	11	(233,670)	176,474
Profit for the year	年內溢利	-	-	-	-	-	-	30,134	30,134
Other comprehensive income for the year, net of income tax	年內其他全面收益· 已扣除所得稅	-	-	-	-	3,729	36	-	3,765
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	3,729	36	30,134	33,899
Capital reduction	股本削減	(90,290)	(495)	-	-	-	-	90,290	(495)
Release upon expiry of warrants	於認股權證屆滿時解除	-	-	-	(22,664)	-	-	22,664	-
At 31 December 2012 and 1 January 2013	於二零一二年十二月三十一日及 二零一三年一月一日	1,843	301,426	4,558	498	(7,912)	47	(90,582)	209,878
Loss for the year	年內虧損	-	-	-	-	-	-	(117,881)	(117,881)
Other comprehensive income for the year, net of income tax	年內其他全面收益· 已扣除所得稅	-	-	-	-	604	601	-	1,205
Total comprehensive income/(loss) for the year	年內全面收益/ (虧損)總額	-	-	-	-	604	601	(117,881)	(116,676)
Placing	配售	368	10,134	-	-	-	-	-	10,502
Placing expenses	配售開支	-	(566)	-	-	-	-	-	(566)
Rights issue	供股	1,106	17,689	-	-	-	-	-	18,795
Rights issue expenses	供股開支	-	(1,590)	-	-	-	-	-	(1,590)
Release upon expiry of warrants	於認股權證屆滿時解除	-	-	-	(409)	-	-	409	-
At 31 December 2013	於二零一三年 十二月三十一日	3,317	327,093	4,558	89	(7,308)	648	(208,054)	120,343

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

Notes:

- (i) Share option reserve relates to share options granted under the Company's share option scheme and which are reclassified to share capital and share premium when the share options were exercised, and to accumulated losses when the share options were lapsed or expired.
- (ii) Warrants reserve relates to warrants issued in previous years and which are reclassified to share capital and share premium when the warrants were exercised, and released to accumulated losses when the warrants were lapsed or expired.
- (iii) Available-for-sale financial asset equity reserve relates to the cumulative gains or losses arising on the change in fair values of available-for-sale financial assets that have been recognised in other comprehensive income, net of amounts reclassified to profit or loss when those financial assets are disposed or impaired.
- (iv) Exchange reserve relates to the net assets of the Group's associate's foreign operations from their functional currency to the associate's presentation currency.

The accompany notes form an integral part of these consolidated financial statements.

附註：

- (i) 購股權儲備乃與根據本公司購股權計劃授出之購股權有關，會於購股權獲行使時重新分類至股本及股份溢價，並於購股權失效或屆滿時重新分類至累積虧損。
- (ii) 認股權證儲備乃與過往年度發行之認股權證有關，會於認股權證獲行使時重新分類至股本及股份溢價，並於認股權證失效或屆滿時解除至累積虧損。
- (iii) 可供出售金融資產權益儲備乃與因可供出售金融資產之公允價值變動（已於其他全面收益確認）而產生之累計收益或虧損有關，當中已扣減於金融資產出售或減值時重新分類至損益之金額。
- (iv) 匯兌儲備乃與將本集團聯營公司海外業務之資產淨值由功能貨幣兌換為聯營公司之呈列貨幣有關。

隨附之附註為此等綜合財務報表之一部份。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Cash flows from operating activities	經營業務產生之現金流量		
Bank interest income received	已收銀行利息收入	2	1
Proceeds from sale of financial assets at fair value through profit or loss	出售於損益表按公允價值列賬之 金融資產之所得款項	111,521	31,804
Dividend income received	已收股息收入	697	179
Cash payments to acquire financial assets at fair value through profit or loss	收購於損益表按公允價值列賬之 金融資產之現金款項	(43,779)	(108,328)
Cash payments to employees	給予僱員之現金款項	(10,620)	(7,990)
Cash payments to investment managers	給予投資經理之現金款項	(1,200)	(1,650)
Cash payments to custodian	給予託管人之現金款項	(114)	(81)
Cash payments to other suppliers	給予其他供應商之現金款項	(38,776)	(16,263)
Net cash inflow/(outflow) from operating activities	經營業務產生之現金流入／(流出) 淨額	17,731	(102,328)
Cash flows from investing activities	投資活動產生之現金流量		
Purchase of property, plant and equipment	購置物業、廠房及設備	(4,435)	(3,423)
Cash payments to acquire convertible notes	收購可換股票據之現金款項	(25,000)	-
Proceed from disposal of convertible notes	出售可換股票據之所得款項	10,000	800
Amount due from an investee	應收被投資公司款項	(40,800)	-
Acquisition of subsidiaries	收購附屬公司	(24,500)	-
Net cash outflow from investing activities	投資活動產生之現金流出淨額	(84,735)	(2,623)
Cash flows from financing activities	融資活動產生之現金流量		
Proceeds from placing	配售所得款項	10,502	-
Proceeds from rights issue	供股所得款項	18,795	-
Placing expenses	配售開支	(566)	-
Rights issue expenses	供股開支	(1,590)	-
Payment for transaction costs attributable to capital reorganisation	股本重組應佔交易成本付款	-	(495)
Net proceeds from issue of promissory notes	發行承兌票據之所得款項淨額	39,200	68,600
Net cash inflow from financing activities	融資活動產生之現金流入淨額	66,341	68,105
Net decrease in cash and cash equivalents	現金及現金等值項目減少淨額	(663)	(36,846)
Cash and cash equivalents at beginning of the year	年初之現金及現金等值項目	22,287	59,133
Cash and cash equivalents at end of the year	年終之現金及現金等值項目	21,624	22,287
Analysis of the balances of cash and cash equivalents	現金及現金等值項目結餘分析		
Cash and bank balances	現金及銀行結餘	21,624	22,287

The accompany notes form an integral part of these consolidated financial statements.

隨附之附註為此等綜合財務報表之一部份。

Notes to Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

1. CORPORATE INFORMATION

The Company was incorporated on 28 June 2002 as an exempted company with limited liability in the Cayman Islands under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.

The principal activity of the Group is investment in listed and unlisted companies. Particulars of the subsidiaries are set out in Note 18 to the consolidated financial statements.

The address of the registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal office of the Company is located at Suite 1401, 14/F., Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong.

The shares of the Company were listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") with effect from 27 September 2002.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs"), which is a collective term that includes all applicable HKFRSs, Hong Kong Accounting Standards ("HKASs"), and interpretations issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"), accounting principles generally accepted in Hong Kong, the disclosure requirements of the Hong Kong Companies Ordinance and the applicable disclosure provisions of Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

These consolidated financial statements are presented in Hong Kong dollars, which is also the functional currency of the Company. All values are rounded to the nearest thousand (HK\$'000) except otherwise indicated.

1. 公司資料

本公司於二零零二年六月二十八日根據開曼群島法例第二十二章公司法（一九六一年第三冊，經綜合及修訂）在開曼群島註冊成立為獲豁免有限公司。

本集團之主要業務為投資於上市及非上市公司。附屬公司之詳情載於綜合財務報表附註18。

本公司之註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。本公司之主要辦事處位於香港灣仔港灣道23號鷹君中心14樓1401室。

本公司之股份由二零零二年九月二十七日起在香港聯合交易所有限公司（「聯交所」）上市。

2. 主要會計政策概要

綜合財務報表乃根據香港財務報告準則（為一個統稱，包括由香港會計師公會頒佈之所有適用香港財務報告準則）、香港會計準則及詮釋、香港公認會計原則、香港公司條例之披露規定，以及聯交所證券上市規則（「上市規則」）之適用披露規定編製。

該等綜合財務報表以港元（亦為本公司之功能貨幣）呈列。除另有指明者外，所有數值乃四捨五入至最接近千位數（千港元）。



2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a high degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are discussed in Note 4.

(a) Basis of preparation

The measurement basis used in the preparation of the consolidated financial statements is historical cost basis except for certain financial assets and financial liabilities that are measured at fair value, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2, leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 or value in use in HKAS 36.

2. 主要會計政策概要 (續)

在編製符合香港財務報告準則之綜合財務報表時，需運用若干關鍵會計估計，並要求管理層於應用本集團之會計政策時行使判斷。涉及高度判斷或複雜性，或假設及估計對綜合財務報表屬重大之範疇於附註4討論。

(a) 編製基準

編製綜合財務報表時使用之計量基準為歷史成本法，惟如下文所載會計政策闡述，若干按公允價值計量之金融資產及金融負債除外。

歷史成本一般按就交換貨品及服務給予之代價之公允價值計算。

公允價值為於計量日期按市場參與者之間之有序交易出售一項資產而將收取或轉讓一項負債而將支付之價格，而不論該價格可以直接觀察或運用另一種估值技巧估算。倘市場參與者於計量日期對資產或負債定價時會考慮資產或負債之特點，則本集團於估計資產或負債之公允價值時會考慮該等特點。該等綜合財務報表中作計量及／或披露用途之公允價值乃按此基準釐定，惟不包括屬香港財務報告準則第2號範圍內之以股份為基礎之付款交易、屬香港會計準則第17號範圍之租賃交易及與公允價值部份類似但並不屬公允價值之計量（如香港會計準則第2號之可變現淨值或香港會計準則第36號之使用價值）。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(a) Basis of preparation (Continued)

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

(b) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

2. 主要會計政策概要 (續)

(a) 編製基準 (續)

此外，就財務報告而言，按公允價值計量之輸入數據之可觀察程度及公允價值計量之輸入數據對其整體之重要性而定，公允價值計量可分類為第1級、第2級或第3級，詳情如下：

- 第1級輸入數據乃自實體於計量日期可獲得有關相同資產或負債於活躍市場中所報未經調整價格；
- 第2級輸入數據乃除第1級計入之報價外，就資產或負債可直接或間接觀察之輸入數據；及
- 第3級輸入數據乃資產或負債之不可觀察輸入數據。

(b) 綜合賬目基準

綜合財務報表包含本公司及其附屬公司之財務報表。當出現下列情況，即達致控制權：

- 本公司擁有對被投資公司之權力；
- 本公司因參與被投資公司之營運而可獲得或有權獲得可變回報；及
- 本公司有能力運用權力影響回報。

倘有事實及情況顯示上述三項控制權元素中有一項或以上出現變動，則本集團會重新評估其是否對被投資公司擁有控制權。



2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Basis of consolidation (Continued)

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

2. 主要會計政策概要 (續)

(b) 綜合賬目基準 (續)

當本集團於被投資公司之投票權未能佔大多數，但只要投票權足以賦予本集團實際能力可單方面掌控被投資公司之相關活動時，本集團即對被投資公司擁有權力。在評估本集團於被投資公司之投票權是否足以賦予其權力時，本集團會考慮所有相關事實及情況，包括：

- 本集團持有投票權之規模相較其他投票權持有人所持投票權之規模及分散程度；
- 本集團、其他投票權持有人或其他人士持有之潛在投票權；
- 其他合約安排所產生之權利；及
- 可顯示於需要作出決定時，本集團當前能否掌控相關活動之任何其他事實及情況（包括於過往股東大會上之投票模式）。

本集團於取得附屬公司之控制權時開始將綜合附屬公司綜合入賬，並於本集團失去附屬公司之控制權時終止將綜合附屬公司綜合入賬。具體而言，於年內收購或出售附屬公司之收入及開支，會由本集團取得控制權之日起直至本集團失去附屬公司之控制權之日止計入綜合損益及其他全面收益表。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Basis of consolidation (Continued)

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Changes in the Group's ownership interests in existing subsidiaries

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

2. 主要會計政策概要 (續)

(b) 綜合賬目基準 (續)

溢利或虧損及其他全面收益之各個項目乃歸屬於本公司擁有人及非控股權益。附屬公司之全面收益總額乃歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益出現虧絀結餘亦如是。

如有需要，本集團會調整附屬公司之財務報表，以令其會計政策與本集團之會計政策一致。

所有集團內資產及負債、權益、收入、開支及與本集團成員公司間交易有關之現金流量會於綜合賬目時悉數撇銷。

本集團於現有附屬公司之擁有權權益變動

不會導致本集團失去對附屬公司控制權之本集團附屬公司擁有權權益變動會入賬列作股權交易。本集團會調整其權益及非控股權益之賬面金額，以反映該等項目於附屬公司之相關權益。非控股權益之調整金額與已付或已收代價公允價值之間如有任何差異，則會直接於權益內確認並撥歸本公司擁有人。



2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Basis of consolidation (Continued)

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

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred directly to retained earnings). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 *Financial instrument: Recognition and Measurement* or, when applicable, the cost on initial recognition of an investment in an associated or a joint venture.

(c) Business combination

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

2. 主要會計政策概要 (續)

(b) 綜合賬目基準 (續)

本集團於現有附屬公司之擁有權權益變動 (續)

當本集團失去對附屬公司之控制權，會按(i)已收代價之公允價值及任何保留權益之公允價值之總額；及(ii)與該附屬公司資產（包括任何商譽）及負債先前賬面金額及任何非控股權益之差額計算出售溢利或虧損。所有先前於其他全面收益確認有關該附屬公司之金額會按與本集團直接出售該附屬公司相關資產或負債之情況相同之方式入賬（即重新分類至損益或直接轉撥至保留盈利）。於失去控制權當日所保留前附屬公司之任何投資之公允價值會根據香港會計準則第39號「金融工具：確認及計量」就其後列作初步確認時之公允價值，或（如適用）列作初步確認於聯營公司或合營企業之投資之成本。

(c) 業務合併

業務收購採用收購法入賬。於業務合併中轉讓之代價按公允價值計量，而公允價值乃按本集團所轉讓資產於收購日之公允價值、本集團結欠被收購公司前擁有人之負債，以及本集團為換取被收購公司控制權而發行之股權之總和計算。收購相關成本一般於產生時在損益確認。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Business combination (Continued)

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

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

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

2. 主要會計政策概要 (續)

(c) 業務合併 (續)

於收購日，所收購之可識別資產及所承擔之負債按公允價值確認，惟：

- 遞延稅項資產或負債及有關僱員福利安排之資產或負債分別根據香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」確認及計量；
- 與被收購公司以股份為基礎之付款安排或本集團為取代被收購公司以股份為基礎之付款安排而訂立之本集團以股份為基礎付款安排有關之負債或股本工具於收購日根據香港財務報告準則第2號「以股份為基礎之付款」計量；及
- 根據香港財務報告準則第5號「持作出售之非流動資產及已終止經營業務」分類為持作出售之資產（或出售組別）根據該準則計量。

商譽按已轉讓代價、被收購公司之任何非控股權益金額與收購方先前所持被收購公司之股權（如有）公允價值之總和超出所收購可識別資產及所承擔負債於收購日之金額之差額計量。倘經重估後，所收購之可識別資產及所承擔負債於收購日之金額超出已轉讓代價、被收購公司之任何非控股權益金額與收購方先前所持被收購公司之股權（如有）公允價值之總和，則該高出數額即時於損益確認為廉價收購收益。



2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Business combination (Continued)

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

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

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

2. 主要會計政策概要 (續)

(c) 業務合併 (續)

非控股權益 (屬現時擁有權權益, 並賦予持有人權利按比例在清盤時分佔實體淨資產) 可初步按公允價值或按非控股權益分佔被收購公司可識別淨資產之比例計量。計量基準乃逐項交易選擇。其他類別之非控股權益按公允價值或 (如適用) 另一項香港財務報告準則指定之基準計量。

倘本集團於業務合併中轉讓之代價包括然代價安排所產生之資產或負債, 則或然代價會按收購日之公允價值計量, 並計入於業務合併中轉讓之代價之一部份。本集團會追溯調整合資格作為計量期調整之或然代價公允價值變動, 並相應調整商譽。計量期調整為於「計量期」內就於收購日存在之事實及情況獲得之其他資料所產生之調整。計量期不得超過由收購日起計一年時間。

不合資格作為計量期調整之或然代價公允價值變動之其後會計處理, 會取決於或然代價如何分類。分類為權益之或然代價不會於其後呈報日期重新計量, 而其隨後結算會於權益內入賬。分類為資產或負債之或然代價於其後呈報日期根據香港會計準則第39號或香港會計準則第37號「撥備、或然負債及或然資產」(如適用)重新計量, 而相應之收益或虧損於損益確認。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Business combination (Continued)

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

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

(d) Goodwill

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

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

2. 主要會計政策概要 (續)

(c) 業務合併 (續)

當業務合併於分階段完成，本集團先前於被收購公司持有之股權會重新計量至收購日（即本集團獲得控制權當日）之公允價值，而所產生之收益或虧損（如有）會於損益確認。先前於其他全面收益確認之於被收購公司之收購日前權益所產生之金額乃於有關處理方法適用於所出售權益時重新分類之損益。

倘業務合併之初步會計處理未能於合併發生之呈報期結束前完成，則本集團會呈報未完成會計處理之項目之暫定金額。該等暫定金額於計量期（見上文）內調整，並確認額外資產或負債，以反映收購日已存在之事實及情況之新資料（如獲悉）可能對該日所確認之金額構成之影響。

(d) 商譽

收購業務所產生之商譽按成本（於收購業務當日制定）減累計減值虧損（如有）列賬。

就減值測試而言，商譽會分配至預期受惠於合併協同效應之本集團各個現金產生單位（或現金產生單位組別）。



2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Goodwill (Continued)

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

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

(e) Investments in subsidiaries

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

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

2. 主要會計政策概要 (續)

(d) 商譽 (續)

獲分配商譽之現金產生單位每年進行減值測試，或於單位有可能出現減值之跡象時更頻密地進行減值測試。倘現金產生單位之可收回金額少於其賬面金額，則會首先分配減值虧損以削減獲分配至該單位之商譽之賬面金額，其後以該單位內各資產之賬面金額為基準，按比例分配到該單位內其他資產。任何商譽減值虧損會直接於損益確認。已確認之商譽減值虧損不會於其後期間撥回。

出售相關現金產生單位後，商譽之應佔金額會計入出售損益。

(e) 於附屬公司之投資

附屬公司指本集團有權規管其財務及營運政策之一切實體，一般擁有其過半數投票權之股權。於評估本集團是否控制另一實體時，會考慮現時可行使或可轉換之潛在投票權是否存在及其影響。

於本公司之財務狀況表內，於附屬公司之投資按成本減任何已識別減值虧損列賬。附屬公司之業績由本公司按已收及應收股息入賬。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) Investments in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with HKFRS 5. Under the equity method, an investment in associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

2. 主要會計政策概要 (續)

(f) 於聯營公司之投資

聯營公司為本集團擁有重大影響力之實體。重大影響力指參與被投資公司之財務及經營政策決定而非控制或共同控制該等政策之權力。

聯營公司之業績、資產及負債以權益會計法計入該等綜合財務報表，惟當投資或其部分分類為持作出售，則按香港財務報告準則第5號入賬。根據權益法，於聯營公司之投資初步於綜合財務狀況表按成本確認，其後進行調整，以確認本集團應佔該聯營公司之損益及其他全面收益。當本集團應佔聯營公司之虧損超過本集團於該聯營公司之權益（其包括實質上構成本集團於該聯營公司之投資淨額一部份之任何長期權益），本集團不再繼續確認其應佔之進一步虧損。本集團僅就本集團已承擔法定或推定責任或已代表該聯營公司支付款項之數額確認額外虧損。

於聯營公司之投資由被投資公司成為聯營公司當日起以權益會計法入賬。收購於聯營公司之投資時，投資成本超出本集團應佔被投資公司可識別資產及負債之淨公允價值之任何差額會確認為商譽，而商譽乃計入投資之賬面金額中。本集團應佔可識別資產及負債之淨公允價值超出投資成本之任何差額，於重新評估後即時在收購投資當期之損益確認。



2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) Investments in associates (Continued)

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

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate, or when the investment (or a portion thereof) is classified as held for sale. When the Group retains an interest in the former associate and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with HKAS 39. The difference between the carrying amount of the associate at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

2. 主要會計政策概要 (續)

(f) 於聯營公司之投資 (續)

香港會計準則第39號之規定乃用於釐定是否需要就本集團於聯營公司之投資確認任何減值虧損。於有需要時，投資之全部賬面金額（包括商譽）會根據香港會計準則第36號「資產減值」作為單一資產進行減值測試，方法為將可收回金額（即使用價值與公允價值減出售成本之較高者）與賬面金額進行比較。已確認減值虧損構成投資賬面金額之一部份。有關減值虧損之任何撥回於該項投資可收回金額其後增加時根據香港會計準則第36號確認。

本集團由投資不再屬聯營公司當日起，或於投資（或其部份）分類為持作出售時終止使用權益法。當本集團保留於前聯營公司之權益，而該保留權益為金融資產，本集團會按當日之公允價值計量保留權益，而公允價值根據香港會計準則第39號被視為初步確認時之公允價值。聯營公司於終止使用權益法當日之賬面金額與任何保留權益之公允價值及出售部分於聯營公司之權益之任何所得款項之差額，會計入出售該聯營公司之收益或虧損。此外，本集團將先前於其他全面收益就該聯營公司確認之所有金額入賬，基準與倘該聯營公司直接出售相關資產或負債時所規定之基準相同。因此，倘該聯營公司先前已於其他全面收益確認之收益或虧損將於出售相關資產或負債時重新分類至損益，則本集團會於終止使用權益法時，將收益或虧損由權益重新分類至損益（作為重新分類調整）。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) Investments in associates (Continued)

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate of the Group (such as a sale or contribution of assets), profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

(g) Property, plant and equipment

Property, plant and equipment including leasehold improvement, furniture and fixtures, office equipment, computer, motor vehicles and yacht, are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any. The cost of an item of property comprises its purchase price and any directly attributable costs of bringing the assets to its location and working condition for its intended use. Expenses incurred after item of property, plant and equipment have been put into operation, such as repair and maintenance, is normally charged to the consolidated statement of profit or loss and other comprehensive income in the period in which it is incurred. In situation where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property, plant and equipment and where the cost of the item can be measured reliably, the expenditure is capitalised as an additional cost of assets and as a replacement.

2. 主要會計政策概要 (續)

(f) 於聯營公司之投資 (續)

於聯營公司之投資成為於合營企業之投資或於合營企業之投資成為於聯營公司之投資時，本集團會繼續使用權益法。於發生該等擁有權權益變動時不會重新計量公允價值。

當本集團減少於聯營公司之擁有權權益，惟繼續使用權益法，倘出售相關資產或負債時會將先前就擁有權權益減少於其他全面收益確認之損益重新分類至損益，則有關損益比例亦會重新分類至損益。

當集團實體與本集團之聯營公司進行交易（如出售或貢獻資產），則會於本集團之綜合財務報表確認與該聯營公司交易所產生之損益，惟僅限於與本集團無關之聯營公司權益。

(g) 物業、廠房及設備

物業、廠房及設備（包括租賃物業裝修、傢俬及裝置、辦公設備、電腦、汽車及遊艇）於綜合財務狀況表按成本減其後累計折舊及其後累計減值虧損（如有）列賬。物業、廠房及設備項目之成本包括購買價及將該等資產付運至運作地點及達至擬定用途之狀態而直接產生之費用。物業、廠房及設備項目投入運作後產生之開支（如維修及保養）一般於產生之期間從綜合損益及其他全面收益表扣除。倘能清楚顯示該等支出能增加預計日後運用該項物業、廠房及設備而產生之經濟效益，而該項目之成本能可靠地計量，則該等支出會撥作資產之額外成本，並作為取代。



2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g) Property, plant and equipment (Continued)

Depreciation is calculated on the straight-line method basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful lives. The principal annual rates used for the purpose are as follows:

Leasehold improvement	33%
Furniture and fixtures	10-50%
Office equipment	20%
Computer	50%
Motor vehicles	20%
Yacht	10%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item allocated on a reasonable basis among the parts and each part is depreciated separately.

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

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 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.

(h) Financial instruments

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

2. 主要會計政策概要 (續)

(g) 物業、廠房及設備 (續)

折舊按每項物業、廠房及設備之估計可使用年期以直線法計算，以撇銷成本值至其剩餘價值。計算折舊時所採用之主要年率如下：

租賃物業裝修	33%
傢俬及裝置	10-50%
辦公設備	20%
電腦	50%
汽車	20%
遊艇	10%

倘物業、廠房及設備項目各部份之可使用年期不同，則該項目之成本乃按合理基礎於該等部份中分配，而每個部份將會分開計算折舊。

本集團會於各呈報期末檢討剩餘價值、可使用年期及折舊方法，並作出適當調整。

當物業、廠房及設備項目出售或預期將不會從持續使用資產中產生經濟效益，則終止確認該項目。將物業、廠房及設備出售或報廢之任何收益或虧損乃按銷售所得款項與資產賬面金額之差額釐定，並於損益確認。

(h) 金融工具

當集團實體成為工具合約條文之訂約方時，會確認金融資產及金融負債。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Financial instruments (Continued)

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.

Financial assets

Financial assets are classified into the following specified categories including financial assets at fair value through profit or loss (“FVTPL”), 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.

2. 主要會計政策概要 (續)

(h) 金融工具 (續)

金融資產及金融負債初步按公允價值計量。因收購或發行金融資產及金融負債（於損益表按公允價值列賬之金融資產及金融負債除外）而直接產生之交易成本於初步確認時新增至金融資產及金融負債之公允價值或從該等價值扣除（按適用情況而定）。因收購於損益表按公允價值列賬之金融資產或金融負債而直接產生之交易成本即時於損益確認。

金融資產

金融資產分為以下指定類別，包括於損益表按公允價值列賬之金融資產、可供出售金融資產以及貸款及應收賬款。分類依據金融資產之性質及用途且於初步確認時釐定。所有正常方式買賣之金融資產按交易日基準確認或終止確認。正常方式買賣金融資產須於市場之規定或常規設立之時限內交付資產之金融資產買賣。

實際利息法

實際利息法為計算債務工具之攤銷成本及於有關期間內攤分利息收入之方法。實際利率乃於債務工具之預計年期或（如適用）較短期間將估計未來現金收入（包括所有已付或已收之費用及費點，且形成實際利率、交易成本及其他溢價或折讓之主要部分）準確貼現至於初步確認時之賬面淨額之比率。

債務工具收入按實際利息法確認，惟分類為於損益表按公允價值列賬之金融資產則除外。



2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) 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; or
- 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; or
- 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

2. 主要會計政策概要 (續)

(h) 金融工具 (續)

金融資產 (續)

於損益表按公允價值列賬之金融資產

屬持作買賣或指定為於損益表按公允價值列賬之金融資產乃分類為於損益表按公允價值列賬。

倘屬下列情況，金融資產則會分類為持作買賣：

- 購入之主要目的為於短期內銷售；或
- 於初步確認時構成已識別金融工具組合之一部份，該組合乃由本集團一併管理，且近來具有短期獲利之實際模式；或
- 為未被指定及有效作對沖工具之衍生工具。

倘屬下列情況，金融資產（持作買賣之金融資產除外）可於初步確認時指定為於損益表按公允價值列賬：

- 有關指定能消除或大幅減少於其他情況下可能出現之不一致計量或確認；或
- 金融資產構成一組金融資產或金融負債或兩者之一部份，而該組合乃按公允價值基準管理，表現可根據本集團之書面風險管理或投資策略按公允價值評估，而有關分組之資料乃於內部按該基準提供；或

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) 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 assets and is included in the consolidated statement of profit or loss and other comprehensive income.

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 amount due from an associate, other receivables, amounts due from subsidiaries and cash and bank balances) 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 where the recognition of interest would be immaterial.

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.

2. 主要會計政策概要 (續)

(h) 金融工具 (續)

金融資產 (續)

於損益表按公允價值列賬之金融資產 (續)

- 其構成載有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「金融工具：確認及計量」允許全份經合併合約（資產或負債）指定為於損益表按公允價值列賬。

於損益表按公允價值列賬之金融資產按公允價值列賬，而重新計量所產生之任何收益或虧損則於損益確認。於損益確認之損益淨額包括就金融資產賺取之任何股息或利息，並計入綜合損益及其他全面收益表。

貸款及應收款項

貸款及應收款項為並非於活躍市場報價而具備固定或可釐定款項之非衍生金融資產。貸款及應收款項（包括應收聯營公司款項、其他應收款項、應收附屬公司款項以及現金及銀行結餘）使用實際利息法按攤銷成本列值，並已扣除任何減值。

本集團應用實際利息法確認利息收入，惟利息確認並不重大之短期應收款項除外。

可供出售金融資產

可供出售金融資產乃指定為可供出售或並無分類為(a)貸款及應收款項、(b)持至到期投資或(c)於損益表按公允價值列賬之金融資產之非衍生工具。



2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Financial instruments (Continued)

Financial assets (Continued)

AFS financial assets (Continued)

Equity and debt securities held by the Group that are classified as AFS financial assets and are traded in an active market are measured at fair value at the end of each reporting period. Changes in the carrying amount of AFS monetary 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.

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

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 the reporting period.

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 where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

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

2. 主要會計政策概要 (續)

(h) 金融工具 (續)

金融資產 (續)

可供出售金融資產 (續)

分類為可供出售金融資產並於活躍市場買賣之本集團所持股本及債務證券於各呈報期末以公允價值計量。有關利用實際利息法計算之利息收入及可供出售股本投資股息之可供出售貨幣金融資產之賬面金額變動會於損益確認。可供出售金融資產賬面金額之其他變動於其他全面收益確認，並於投資重估儲備下累計。當該投資被出售或認定為減值時，之前於投資重估儲備累計之累積損益會重新分類到損益。

可供出售股本投資之股息於本集團收取股息之權利確立時在損益確認。

於活躍市場並無市場報價且公允價值不能可靠計量之可供出售股本投資，以及與股本投資掛鈎且必須以該等無報價股本投資作交收之衍生工具，會於呈報期末按成本減任何已識別減值虧損計量。

金融資產之減值

金融資產（於損益表按公允價值列賬者除外）會於各呈報期末評定是否有減值跡象。當有客觀證據顯示金融資產之估計未來現金流量因於初步確認該金融資產後發生之一項或多項事件而受影響時，則該項投資會被視為出現減值。

就可供出售股本投資而言，證券之公允價值大幅或長期低於其成本被視為減值之客觀證據。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

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

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

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.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of other receivables, where the carrying amount is reduced through the use of an allowance account. When an other 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.

2. 主要會計政策概要 (續)

(h) 金融工具 (續)

金融資產 (續)

金融資產之減值 (續)

至於所有其他金融資產，減值之客觀證據可包括：

- (i) 發行人或交易對方出現嚴重財務困難；或
- (ii) 違約（如欠繳或拖欠利息或本金付款）；或
- (iii) 借款人很有可能將宣告破產或進行財務重組；或
- (iv) 因財政困難而導致該金融資產失去活躍市場。

就按攤銷成本列賬之金融資產而言，所確認之減值虧損金額以資產賬面金額與按金融資產之原實際利率貼現之估計未來現金流量之現值之差額計量。

就按成本列賬之金融資產而言，減值虧損金額以資產賬面金額與按類似金融資產現時市場回報率貼現估計未來現金流量之現值之差額計量。有關減值虧損不會於往後期間撥回。

所有金融資產之減值虧損會直接於金融資產之賬面金額中扣除，惟其他應收賬款之賬面金額則透過使用撥備賬扣減。當其他應收款項被視為不可收回時，則於撥備賬內撇銷。其後收回先前撇銷之金額會計入撥備賬。撥備賬之賬面金額變動會於損益確認。



2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

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.

In respect of AFS equity securities, 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 securities, 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

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

2. 主要會計政策概要 (續)

(h) 金融工具 (續)

金融資產 (續)

金融資產之減值 (續)

當可供出售金融資產被視為減值時，之前於其他全面收益確認之累積損益會於重新分類至期內損益。

就按攤銷成本計量之金融資產而言，倘減值虧損金額於往後期間減少，而情況在客觀上與確認減值後發生之事件有關，則先前確認之減值虧損會透過損益撥回，惟該投資於減值撥回當日之賬面金額不得超過未確認減值時之攤銷成本。

就可供出售股本證券而言，先前已於損益確認之減值虧損不會透過損益撥回。於減值虧損後出現之任何公允價值增加會於其他全面收益確認並於投資重估儲備下累計。至於可供出售債務證券，倘投資之公允價值增加在客觀上與確認減值虧損後發生之事件有關，則減值虧損其後透過損益撥回。

金融負債及股本工具

債務或權益之分類

集團實體發行之債務及股本工具根據金融負債及股本工具之合約安排及釋義分類為金融負債或權益。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Equity instruments

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

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

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 in the near term; or
- 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.

2. 主要會計政策概要 (續)

(h) 金融工具 (續)

金融負債及股本工具 (續)

股本工具

股本工具為可證明於本集團資產經扣除其所有負債後之餘額權益之任何合約。本集團發行之股本工具按已收所得款項扣除直接發行成本確認。

本集團會確認並直接於權益扣除購回本公司本身股本工具。本集團並無就購買、出售、發行或註銷本公司本身股本工具於損益確認收益或虧損。

於損益表按公允價值列賬之金融負債

持作買賣或於初步確認時指定為於損益表按公允價值列賬之金融負債分類為於損益表按公允價值列賬之金融負債。

倘屬下列情況，金融負債則會分類為持作買賣：

- 購入之主要目的為於短期內購回；或
- 於初步確認時構成可識別金融工具組合之一部份，該組合乃由本集團一併管理，且近來具有短期獲利之實際模式；或
- 為未被指定及有效作對沖工具之衍生工具。



2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities at FVTPL (Continued)

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

- such designated eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- 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
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 *Financial Instrument: 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 consolidated statement of profit or loss and other comprehensive income.

During the year, the Group did not hold any financial liabilities at fair value in this category.

2. 主要會計政策概要 (續)

(h) 金融工具 (續)

金融負債及股本工具 (續)

於損益表按公允價值列賬之金融負債 (續)

倘屬下列情況，金融負債（持作買賣之金融負債除外）可於初步確認時指定為於損益表按公允價值列賬：

- 有關指定能消除或大幅減少於其他情況下可能出現之不一致計量或確認；或
- 金融負債構成一組金融資產或金融負債或兩者之一部份，而該組合乃按公允價值基準管理，表現可根據本集團之書面風險管理或投資策略按公允價值評估，而有關分組之資料乃於內部按該基準提供；或
- 其構成載有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「金融工具：確認及計量」允許全份經合併合約（資產或負債）指定為於損益表按公允價值列賬。

於損益表按公允價值列賬之金融負債按公允價值計量，而重新計量所產生之任何收益或虧損則於損益確認。於損益確認之損益淨額並包括就金融負債支付之任何利息，並計入綜合損益及其他全面收益表。

年內，本集團並無持有該類按公允價值列賬之金融負債。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Other financial liabilities

Other financial liabilities including accrued charges and other payables and promissory notes 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.

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

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.

2. 主要會計政策概要 (續)

(h) 金融工具 (續)

金融負債及股本工具 (續)

其他金融負債

包括應付開支及其他應付款項以及承兌票據之其他金融負債其後均使用實際利息法按攤銷成本計量。

實際利息法

實際利息法為計算金融負債之攤銷成本及於有關期間內攤分利息開支之方法。實際利率乃於金融負債之預計年期或(如適用)較短期間將估計未來現金付款(包括所有已付或已收之費用及費點,且形成實際利率、交易成本及其他溢價或折讓之主要部份)準確貼現至於初步確認時之賬面淨額之比率。

利息開支按實際利息法確認,惟分類為於損益表按公允價值列賬之金融負債則除外。

終止確認

本集團僅於自資產獲取現金流之合約權利到期時,或本集團將金融資產及資產所有權之絕大部份風險及回報轉讓予另一實體時,方會終止確認金融資產。倘本集團既無轉讓亦無保留所有權之絕大部份風險及回報,並繼續控制已轉讓資產,則本集團會繼續按其持續參與情況確認資產,並確認相關負債。倘本集團保留已轉讓金融資產所有權之絕大部份風險及回報,則本集團繼續確認該金融資產,亦會就已收所得款項確認有抵押借貸。



2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) 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.

2. 主要會計政策概要 (續)

(h) 金融工具 (續)

終止確認 (續)

全面終止確認金融資產時，資產賬面金額與已收及應收代價以及累計損益（已於其他全面收益確認並於權益累計）總和間之差額會於損益確認。

除全面終止確認外，本集團將金融資產之過往賬面金額在其繼續確認之部份與終止確認之部份之間，按照該兩者於轉讓日期之相關公允價值作出分配。終止確認部份獲分配之賬面金額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之差額，乃於損益確認。已於其他全面收益確認之累計收益或虧損按繼續確認部份及終止確認部份之相關公允價值在該兩者間作出分配。

本集團僅於責任獲免除、取消或終止時，方會終止確認金融負債。被終止確認之金融負債之賬面金額與已付及應付代價間差額會於損益確認。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Warrants

Warrants issued by the Company that will be settled by the exchange of a fixed amount of cash for a fixed number of the Company's own equity instruments are classified as an equity instrument.

The fair value of warrants on the date of issue is recognised in equity (warrants reserve). The warrants reserve will be transferred to share capital and share premium upon exercise of the warrants. Where the warrants remain unexercised at the expiry date, the amount previously recognised in warrants reserve will be released to the retained earnings or accumulated losses.

(j) Cash and cash equivalents

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

For the purpose of the consolidated statement of financial position, cash and bank balances comprise cash on hand and at banks.

(k) Revenue

Revenue is measured at the fair value of the consideration received or receivables.

Revenue represents dividend income from securities investments, bank interest income, other interest/dividend income from financial assets and net gain/loss on financial assets at FVTPL.

2. 主要會計政策概要 (續)

(i) 認股權證

本公司發行之認股權證(將以既定現金交換本公司本身既定數目之股本工具)會分類為股本工具。

認股權證於發行日期之公允價值於權益(認股權證儲備)確認。認股權證儲備將於認股權證獲行使時轉撥至股本及股份溢價。倘認股權證於到期日仍未獲行使,則之前已於認股權證儲備確認之金額將解除至保留盈利或累積虧損。

(j) 現金及現金等值項目

就綜合現金流量表而言,現金及現金等值項目指手頭現金及活期存款,以及可隨時轉換為已知金額現金之短期高流動性投資,而該等投資之價值轉變風險較低,並為較短期之投資項目(一般為由購入日期起計三個月內到期),並已減去須於要求時償還並組成本集團現金管理主要部分之銀行透支。

就綜合財務狀況表而言,現金及銀行結餘指手頭現金及銀行存款。

(k) 收益

收益按已收或應收代價之公允價值計量。

收益指證券投資之股息收入、銀行利息收入、來自金融資產之其他利息/股息收入,以及於損益表按公允價值列賬之金融資產之收益/虧損淨額。



2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(l) Revenue recognition

Provided it is probable that the economic benefits will flow to the Group and the revenue can be measured reliably, revenue is recognised in the consolidated statement of profit or loss and other comprehensive income as follows:

- i. Dividend income from investments is recognised when the Group's rights to receive payment have been established.
- ii. Interest income from financial assets including financial assets at FVTPL are recognised on a time basis, by reference to the principal outstanding and at the effective interest rates applicable, which are the rates that exactly discounts and the estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.
- iii. Net gain/loss on financial assets at FVTPL is recognised on the transaction dates when the relevant contracts are executed.

(m) 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 income tax as reported in the consolidated statement of profit or loss and other 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 substantially enacted by the end of the reporting period.

2. 主要會計政策概要(續)

(l) 收益確認

倘若收益之經濟利益很大可能流入本集團及收益能可靠地計量，則按以下方式於綜合損益及其他全面收益表確認：

- i. 投資之股息收入於本集團收取款項之權利確立時確認。
- ii. 金融資產之利息收入(包括於損益表按公允價值列賬之金融資產)按時間基準，參考尚未償還本金額以適用實際利率確認，該利率指於金融資產估計可使用年期將估計未來現金收入準確貼現至資產於初步確認時之賬面淨額之利率。
- iii. 於損益表按公允價值列賬之金融資產之收益／虧損淨額於簽立有關合約之交易日確認。

(m) 稅項

所得稅開支指現行應繳稅項與遞延稅項之總和。

即期稅項

現行應繳稅項乃根據年內應課稅溢利計算。應課稅溢利有別於綜合損益及其他全面收益表呈報之除所得稅前溢利，原因為前者並無計入其他年度之應課稅或可扣稅收支項目及毋須課稅或不可扣稅之項目。本集團之即期稅項負債利用呈報期末已實施或大致已實施之稅率計算。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(m) 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, 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.

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.

2. 主要會計政策概要 (續)

(m) 稅項 (續)

遞延稅項

本集團就綜合財務報表之資產及負債賬面金額與計算應課稅溢利所用相應稅基兩者之暫時差額確認遞延稅項。本集團一般將會就所有應課稅暫時差額確認遞延稅項負債。遞延稅項資產一般於可能有應課稅溢利以供動用所有可扣減暫時差額時就該等可扣稅暫時差額確認。倘暫時差額因商譽或於一項不影響應課稅溢利或會計溢利之交易初步確認(業務合併除外)其他資產及負債而產生，則不會確認有關遞延稅項資產及負債。

本集團就與於附屬公司及聯營公司之投資相關之應課稅暫時差額確認遞延稅項負債，惟倘本集團可控制暫時差額撥回，且暫時差額有可能不會於可見將來撥回則除外。因與有關投資及權益相關之可扣減暫時差額而產生之遞延稅項資產僅於可能產生足夠應課稅溢利以供動用暫時差額利益並預期可於可見將來撥回時確認。

遞延稅項資產賬面金額於各呈報期末審閱，並按不可能有足夠應課稅溢利以收回所有或部份資產之金額減少。



2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(m) Taxation (Continued)

Deferred tax (Continued)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is 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.

2. 主要會計政策概要 (續)

(m) 稅項 (續)

遞延稅項 (續)

遞延稅項資產及負債根據於呈報期末已實施或實質上已實施之稅率(及稅法),按清償負債或變現資產期間預期之適用稅率計量。

遞延稅項負債和資產之計量反映本集團於呈報期末預期能收回或清償其資產和負債賬面金額之稅務影響。

年內即期及遞延稅項

即期及遞延稅項於損益確認,惟當即期及遞延稅項與在其他全面收益確認或直接於權益確認之項目相關,亦會分別於其他全面收益或直接於權益確認。倘就業務合併於初步入賬後產生現行稅項或遞延稅項,本集團會於就業務合併入賬時計入稅務影響。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(n) Impairments of non-financial 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 lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. 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.

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.

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

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a 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 a cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

2. 主要會計政策概要 (續)

(n) 非金融資產 (商譽除外) 之減值

於各呈報期末，本集團檢討具有有限可使用年期之有形及無形資產之賬面金額，以釐定是否有跡象顯示該等資產出現減值虧損。倘出現任何有關跡象，則須估計資產之可收回金額，以釐定減值虧損（如有）之程度。倘無法估計個別資產之可收回金額，本集團則估計該資產所屬現金產生單位之可收回金額。當能確定合理及貫徹之分配基準，公司資產亦分配至個別現金產生單位，否則將分配至可確定合理及貫徹之分配基準之最小現金產生單位組別。

可收回金額為公允價值減銷售成本與使用價值之較高者。於評估使用價值時，估計未來現金流量使用稅前貼現率貼現至現值，該貼現率反映當前市場對貨幣時間價值之評估及未調整估計未來現金流量之資產之特有風險。

倘估計資產（或現金產生單位）之可收回金額少於賬面金額，則會扣減資產（或現金產生單位）之賬面金額至其可收回金額。減值虧損即時於損益確認。

倘減值虧損其後撥回，則該資產（或現金產生單位）之賬面金額將增至重新估計之可收回金額，但增加後之賬面金額不得超過資產（或現金產生單位）於過往年度若未確認減值虧損所釐定之賬面金額，而減值虧損撥回會即時於損益確認。



2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(o) 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.

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 the receivable can be measured reliably.

(p) Contingent liabilities and contingent assets

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

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

2. 主要會計政策概要 (續)

(o) 撥備

當本集團因過往事件而須承擔現有責任(法定或推定)，本集團很可能須履行該責任，且能可靠估計責任金額，即確認撥備。

確認為撥備之金額乃對於呈報期末履行現時責任所需代價之最佳估計，當中已計及有關責任之風險及不確定因素。當撥備按利用履行現時責任估計所需之現金流量計量時，其賬面金額為有關現金流量之現值(如金錢時間價值之影響重大)。

當清償撥備所需之部份或全部經濟利益預期將從第三方收回，且實際上可確定會收到付還及應收款項金額能可靠地計量，則會將應收款項確認為資產。

(p) 或然負債及或然資產

或然負債乃因過去事件而產生之可能債務，而其存在與否僅由不屬本集團全然掌握之一件或以上未確定未來事件之發生或不發生所確定。或然負債亦可以是過去事件所產生之現時債務，而由於不大可能導致經濟資源流失，或債務數額不能可靠地衡量而未予確認。

或然負債雖未予確認，惟於綜合財務報表附註披露。當資源外流之可能性有變，以致有可能流出經濟資源時，則會確認或然負債為撥備。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(p) Contingent liabilities and contingent assets (Continued)

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Group.

Contingent assets are not recognised but are disclosed in the notes to the consolidated financial statements when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

(q) Employee benefits

i. Employee leave entitlements

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

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

2. 主要會計政策概要 (續)

(p) 或然負債及或然資產 (續)

或然資產乃指因過往事件而可能獲得之資產，其存在與否僅可視乎將來發生或不發生一件或以上非本集團所能完全控制之不明確事件確定。

或然資產雖未予確認，惟於有可能流入經濟利益時在綜合財務報表附註披露。當實際上可確定有關利益流入時，即會確認資產。

(q) 僱員福利

i. 員工應有假期

僱員年假及長期服務假期於員工應享時確認。本公司已就截至呈報期末僱員提供之服務所產生之年假及長期服務假期之估計負債作出撥備。

僱員應有病假及產假或陪產假期在申請假期時方予確認。



2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(q) Employee benefits (Continued)

ii. Profit sharing and bonus plans

The expected cost of profit sharing and bonus payments are recognised as a liability when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made.

Liabilities for profit sharing and bonus plan are expected to be settled within twelve months and are measured at the amounts expected to be paid when they are settled.

iii. Retirement benefits scheme contributions

The Group has participated in the Mandatory Provident Fund Scheme (the "Scheme") under the Mandatory Provident Fund Scheme Ordinance. The assets of the Scheme are held separately from those of the Group in an independently administered fund. The Scheme is generally funded by payments from employees and by the Group. The Group's contributions to the Scheme are expensed as incurred in accordance with the rules of the Scheme and are not reduced by contributions forfeited by those employees who leave the Scheme prior to vesting fully in the contributions.

(r) Equity settled share-based payment transactions

For grants of share options which 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 grant date is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share options reserve).

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

2. 主要會計政策概要 (續)

(q) 僱員福利 (續)

ii. 溢利分享及花紅計劃

當本集團因僱員提供服務而承擔現有法律或推定責任，且能夠對責任作出可靠估計，溢利分享及花紅付款之預期成本會確認為負債。

溢利分享及花紅計劃之負債預期於十二個月內償付，並按預期於償付時支付之款額計量。

iii. 退休福利計劃供款

本集團已根據強制性公積金計劃條例參與強制性公積金計劃（「該計劃」）。該計劃之資產與本集團之資產分開持有，並由獨立管理之基金管理。該計劃之款項一般是由僱員及本集團支付。本集團根據該計劃之規則，於向該計劃作出供款時支銷，且不會以僱員在取得全數供款前退出計劃而被沒收之供款扣減。

(r) 股權結算以股份為基礎付款之交易

就授出須達成指定歸屬條件之購股權而言，參照於授出當日已授出購股權之公允價值而釐定已收取服務之公允價值會於歸屬期以直線法支銷，而權益（購股權儲備）則相應增加。

就於授出日期已歸屬之購股權而言，已授出購股權之公允價值即時於損益支銷。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

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

(s) Leasing

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.

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.

(t) Related parties

A party is considered to be related to the Group if:

- (i) A person or a close member of that person's family, is related to the Group if that person:
 - (a) has control or joint control over the Group;
 - (b) has significant influence over the Group; or
 - (c) is a member of the key management personnel of the Group or the Group's parent.

2. 主要會計政策概要 (續)

(r) 股權結算以股份為基礎付款之交易 (續)

當購股權獲行使，先前已在購股權儲備確認之金額將轉撥至股份溢價。當購股權於歸屬日期後被沒收或於到期日尚未獲行使，先前已於購股權儲備確認之金額將轉撥至保留盈利。

(s) 租賃

本集團作為承租人

經營租賃租金於租期以直線法確認為開支，惟倘另有系統基準更能代表租賃資產消耗經濟利益之時間模式則作別論。根據經營租賃產生之或然租金於產生期間確認為開支。

倘訂立經營租賃時收取租賃優惠，則有關優惠會確認為負債。優惠總利益以直線法確認為租金開支減少，惟倘另有系統基準更能代表租賃資產耗用經濟利益之時間模式則作別論。

(t) 關連人士

倘屬下列情況，一方則被視為與本集團有關連：

- (i) 倘屬以下情況，則該人士或該其近親與本集團有關連：
 - (a) 該人士控制或共同控制本集團；
 - (b) 對本集團有重大影響力；或
 - (c) 為本集團或其母公司之主要管理層成員。



2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(t) Related parties (Continued)

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

2. 主要會計政策概要 (續)

(t) 關連人士 (續)

- (ii) 倘符合下列任何條件，即實體與本集團有關連：
- (a) 該實體與本集團屬同一集團之成員公司（即各母公司、附屬公司及同系附屬公司彼此間有關連）。
 - (b) 一間實體為另一實體之聯營公司或合營企業（或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業）。
 - (c) 該實體及本集團均為同一第三方之合營企業。
 - (d) 一間實體為一間第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。
 - (e) 該實體為本集團或與本集團有關連之實體就僱員利益設立之離職後福利計劃。
 - (f) 該實體受(i)所識別之人士控制或受共同控制。
 - (g) (i)(a)所識別人士對該實體有重大影響力或屬該實體（或該實體之母公司）主要管理層成員。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(t) Related parties (Continued)

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

(u) Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of the entity (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing 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;

2. 主要會計政策概要 (續)

(t) 關連人士 (續)

某個別人士之近親指與實體進行買賣時預期可影響該人士或受該人士影響之家庭成員。

關連人士之間轉讓資源或責任之交易，即屬於關連人士交易。

(u) 外幣

編製各個別集團實體之財務報表時，以實體功能貨幣以外之貨幣（外幣）進行之交易按交易日通行之匯率確認。於各呈報期末，以外幣列值之貨幣項目按該日之通行匯率重新換算。以外幣列值並按公允價值列賬之非貨幣項目按釐定公允價值當日之通行匯率重新換算。以外幣列值並按歷史成本計量之非貨幣項目不予重新換算。

貨幣項目所產生之匯兌差額均於產生期間在損益確認，惟以下各項除外：

- 與作未來生產用途之在建資產有關之外幣借貸之匯兌差額，該等匯兌差額於被視為該等外幣借貸利息成本之調整時計入該等資產之成本；



2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(u) Foreign currencies (Continued)

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

For the purposes of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) 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).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

2. 主要會計政策概要 (續)

(u) 外幣 (續)

- 為對沖若干外幣風險(見下文之會計政策)而訂立之交易之匯兌差額; 及
- 應收或應付海外業務而結算並無計劃亦不可能發生(因此構成海外業務投資淨額之一部份)之貨幣項目之匯兌差額, 該等匯兌差額初步於其他全面收益確認, 並於償還貨幣項目時自權益重新分類至損益。

為呈列綜合財務報表, 本集團海外業務之資產及負債會利用於各呈報期末通行之匯率換算為本集團之呈列貨幣(港元)。收支項目按期內平均匯率換算, 惟倘該期間內匯率大幅波動, 則按交易日期之匯率換算。所產生之匯兌差額(如有)於其他全面收益確認, 並於權益內之外幣換算儲備累計(視適用情況歸屬於非控股權益)。

當出售海外業務(即出售本集團於海外業務之全部權益, 或出售涉及失去包括海外業務之附屬公司之控制權, 或部份出售於包括海外業務(其保留權益成為金融資產)之聯合安排或聯營公司之權益), 本公司擁有人應佔該業務而於權益累計之所有匯兌差額會重新分類至損益。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(u) Foreign currencies (Continued)

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

Goodwill and fair value adjustments to identifiable assets acquired and liabilities assumed through acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

(v) Segment reporting

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

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

2. 主要會計政策概要 (續)

(u) 外幣 (續)

此外，就部份出售包括海外業務之附屬公司（並無導致本集團失去對該附屬公司之控制權）而言，按比例分佔累計匯兌差額之份額會重新歸屬於非控股權益，且不會於損益確認。就所有其他部份出售（即部份出售聯營公司或聯合安排而並無導致本集團失去重大影響力或共同控制權）而言，按比例分佔累計匯兌差額之份額會重新分類至損益。

對透過收購海外業務時收購之可識別資產及承擔之負債作出之商譽及公允價值調整被視為該海外業務之資產及負債，並於各呈報期末按通行匯率換算。所產生之匯兌差額於其他全面收益確認。

(v) 分類報告

經營分類及綜合財務報表所呈報各分類項目之金額乃自定期提供予本集團最高行政管理人員之財務資料中識別得出，以將資源分配至本集團各項業務及地理位置，以及評估本集團各項業務及地理位置之表現。

就財務報告而言，除非分類具備相似經濟特徵，且產品及服務性質、生產工序性質、客戶類型或類別、用於分銷產品或提供服務之方法及監管環境性質相似，否則個別重大經營分類不會進行合算。個別非重大之經營分類如符合上述大部份標準，則可進行合算。



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

In the current year, the Group has applied, for the first time, the following new standards, amendments and interpretations (“new HKFRSs”) issued by the HKICPA which are effective for the Group’s financial period beginning 1 January 2013. A summary of the new HKFRSs are set out as below:

HKFRS (Amendments)	Annual Improvements 2009-2011 Cycle
HKFRS 1 (Amendments)	Government Loans
HKFRS 7 (Amendments)	Disclosures – Offsetting Financial Assets and Financial Liabilities
HKFRS 10	Consolidated Financial Statements
HKFRS 11	Joint Arrangements
HKFRS 12	Disclosure of Interests in Other Entities
HKFRS 10, HKFRS 11 and HKFRS 12 (Amendments)	Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance
HKFRS 13	Fair Value Measurement
HKAS 1 (Amendments)	Presentation of Items of Other Comprehensive Income
HKAS 19 (2011)	Employee Benefits
HKAS 27 (2011)	Separate Financial Statements
HKAS 28 (2011)	Investments in Associates and Joint Ventures
HK (IFRIC) – Int 20	Stripping costs in the Production Phase of a Surface Mine

3. 應用新訂及經修訂香港財務報告準則

本集團已於本年度首次應用以下由香港會計師公會頒佈之新訂準則、修改及詮釋（「新訂香港財務報告準則」），而新訂香港財務報告準則適用於二零一三年一月一日開始之本集團財政期間。新訂香港財務報告準則之概要載列如下：

香港財務報告準則（修改）	二零零九年至二零一一年週期之年度改進
香港財務報告準則第1號（修改）	政府貸款
香港財務報告準則第7號（修改）	披露－抵銷金融資產及金融負債
香港財務報告準則第10號	綜合財務報表
香港財務報告準則第11號	聯合安排
香港財務報告準則第12號	披露於其他實體之權益
香港財務報告準則第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（修改）	綜合財務報表、聯合安排及披露於其他實體之權益：過渡指引
香港財務報告準則第13號	公允價值計量
香港會計準則第1號（修改）	呈列其他全面收益項目
香港會計準則第19號（二零一一年）	僱員福利
香港會計準則第27號（二零一一年）	獨立財務報表
香港會計準則第28號（二零一一年）	於聯營公司及合營企業之投資
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

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

The application of these new HKFRSs has not had any material impact on the amounts reported for the current period and prior years but may affect the accounting for future transactions or arrangements. The impact of the application of the new HKFRSs is discussed below.

Impact of the application of HKFRS 10

HKFRS 10 replaces the parts of HKAS 27 *Consolidated and Separate Financial Statements* that deal with consolidated financial statements and HK(SIC) Int – 12 *Consolidation – Special Purpose Entities*. HKFRS 10 changes the definition of control such that an investor has control over an investee when a) it has power over the investee, b) it is exposed, or has rights, to variable returns from its involvement with the investee and c) has the ability to use its power to affect its returns. All three of these criteria must be met for an investor to have control over an investee. Previously, control was defined as the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Additional guidance has been included in HKFRS 10 to explain when an investor has control over an investee.

The directors of the Company made an assessment as at the date of initial application of HKFRS 10 (i.e. 1 January 2013) as to whether or not the Group has control over its investees in accordance with the new definition of control and the related guidance set out in HKFRS 10. The directors of the Company concluded that the initial application of HKFRS 10 has no material impact on the consolidated financial statements.

Impact of the application of HKFRS 12

HKFRS 12 is a new disclosure standard and is applicable to entities that have interests in subsidiaries, joint arrangements, associates and/or unconsolidated structured entities. In general, the application of HKFRS 12 has resulted in more extensive disclosures in the consolidated financial statements.

3. 應用新訂及經修訂香港財務報告準則 (續)

應用該等新訂香港財務報告準則對就本年度及過往年度呈報之金額並無任何重大影響，惟可能影響未來交易或安排之會計處理。應用新訂香港財務報告準則之影響詳述如下。

應用香港財務報告準則第10號之影響

香港財務報告準則第10號取代香港會計準則第27號「綜合及獨立財務報表」中處理綜合財務報表之部分及香港（常務詮釋委員會）一詮釋第12號「綜合－特殊目的實體」。香港財務報告準則第10號修改控制權之定義，致使a)投資方擁有對被投資公司之權力，b)投資方因參與被投資公司而可獲得或有權獲得可變回報，及c)投資方可行使權力影響回報，則投資方對被投資公司擁有控制權。上述三項條件須全部符合，投資方才對被投資公司擁有控制權。控制權以往被界定為監管一間實體之財務及經營政策以從其業務取得利益之權力。香港財務報告準則第10號已載列附加指引，說明投資方對被投資公司擁有控制權之情況。

本公司董事已評估於初步應用香港財務報告準則第10號當日（即二零一三年一月一日），按照香港財務報告準則第10號所載控制權之新定義及相關指引，本集團是否對其被投資公司擁有控制權。本公司董事之結論為初步應用香港財務報告準則第10號對綜合財務報表並無重大影響。

應用香港財務報告準則第12號之影響

香港財務報告準則第12號乃一項新披露準則，適用於擁有於附屬公司、聯合安排、聯營公司及／或不綜合計算結構性實體之權益之實體。整體而言，應用香港財務報告準則第12號導致須於綜合財務報表作出更廣泛披露。



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

Impact of the application of HKFRS 13

HKFRS 13 establishes a single source of guidance for, and disclosures about fair value measurements. The scope of HKFRS 13 is broad: the fair value measurement requirements of HKFRS 13 apply 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 for share-based payment transactions that are within the scope of HKFRS 2 *Share-based Payment*, leasing transactions that are within the scope of HKAS 17 *Leases*, and measurements that have some similarities to fair value but are not fair value (e.g. net realisable value for the purposes of measuring inventories or value in use for impairment assessment purposes).

HKFRS 13 defines the fair value of an asset as the price that would be received to sell an asset (or paid to transfer a liability, in the case of determining the fair value of a liability) in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions. Fair value under HKFRS 13 is an exit price regardless of whether that price is directly observable or estimated using another valuation technique. Also, HKFRS 13 includes extensive disclosure requirements.

HKFRS 13 requires prospective application. In accordance with the transitional provisions of HKFRS 13, the Group has not made any new disclosures required by HKFRS 13 for the 2012 comparative period. Other than the additional disclosures, the application of HKFRS 13 has not had any material impact on the amounts recognised in the consolidated financial statements.

3. 應用新訂及經修訂香港財務報告準則 (續)

應用香港財務報告準則第13號之影響

香港財務報告準則第13號制定公允價值計量及相關披露之單一指引來源。香港財務報告準則第13號之範圍廣泛：香港財務報告準則第13號之公允價值計量規定適用於其他香港財務報告準則規定或允許公允價值計量及有關公允價值計量披露之金融工具項目及非金融工具項目，惟不包括屬香港財務報告準則第2號「以股份為基礎之付款」範圍內之以股份為基礎之付款交易、屬香港會計準則第17號「租賃」範圍內之租賃交易及與公允價值部份類似但不屬公允價值之計量（如計量存貨所用之可變現淨值或評估減值所用之使用價值）。

香港財務報告準則第13號將資產公允價值界定為根據現行市況，在主要（或最有利）市場上進行有序交易時於計量日就出售資產收取（或如屬釐定負債公允價值，則為就轉讓負債支付）之價格。香港財務報告準則第13號之公允價值為平倉價，而不論該價格可以直接觀察或利用其他估值技巧估算。此外，香港財務報告準則第13號包含廣泛之披露規定。

香港財務報告準則第13號規定按未來適用法應用。根據香港財務報告準則第13號之過渡條文，本集團尚未按香港財務報告準則第13號之規定就二零一二年比較期間作出任何新披露。除作出額外披露外，應用香港財務報告準則第13號對於綜合財務報表確認之金額並無任何重大影響。

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

Impact of the application of HKAS 1

The Group has applied the amendments to HKAS 1 *Presentation of Items of Other Comprehensive Income*. The amendments introduce new terminology for the statement of comprehensive income and income statement. Under the amendments to HKAS 1, the ‘statement of comprehensive income’ is renamed as the ‘statement of profit or loss and other comprehensive income’ and the ‘income statement’ is renamed as the ‘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 additional disclosures to be made in the other comprehensive income section such that items of other comprehensive income are grouped into two categories: (a) items that will not be reclassified subsequently to profit or loss and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis – the amendments do not change the option to present items of other comprehensive income either before tax or net of tax. The amendments have been applied retrospectively, and hence the presentation of items of other comprehensive income has been modified to reflect the changes. Other than the above mentioned presentation changes, the application of the amendments to HKAS 1 does not result in any impact on profit or loss, other comprehensive income and total comprehensive income.

3. 應用新訂及經修訂香港財務報告準則 (續)

應用香港會計準則第1號之影響

本集團已應用香港會計準則第1號之修改「呈列其他全面收益項目」。該等修改就全面收益表及收益表引入新詞彙。根據香港會計準則第1號之修改，「全面收益表」更名為「損益及其他全面收益表」，而「收益表」則更名為「損益表」。香港會計準則第1號之修改保留可以單一報表或以兩個分開但連續之報表呈列損益及其他全面收益之選擇。然而，香港會計準則第1號之修改要求在其他全面收益一節內作出額外披露，將其他全面收益項目分為兩類：(a)其後不會重新分類至損益表之項目；及(b)其後可能會於符合特定條件時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，惟該等修改不會影響呈列其他全面收益項目（無論為除稅前項目或除稅後項目）之選擇。該等修改已追溯應用，故其他全面收益項目之呈列方式已作修訂，以反映該等變動。除上述呈列方式之變動外，應用香港會計準則第1號之修改不會對損益、其他全面收益及全面收益總額造成任何影響。

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

Except for the above, the application of these new HKFRSs had no material impact on the Group’s consolidated financial performance and positions for the current and prior years. Accordingly, no prior period adjustments had been required.

New and revised HKFRSs in issue but not yet effective

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

HKFRSs (Amendments)	Annual Improvements to HKFRSs 2010-2012 Cycle ²
HKFRSs (Amendments)	Annual Improvements to HKFRSs 2011-2013 Cycle ²
HKFRS 10, HKFRS 12 and HKAS 27 (Amendments)	Investment Entities ¹
HKFRS 9 and HKFRS 7 (Amendments)	Mandatory Effective Date of HKFRS 9 and Transition Disclosure ⁴
HKFRS 9	Financial Instruments ⁴
HKFRS 14	Regulatory Deferral Accounts ³
HKFRS 9, HKFRS 7 and HKAS 39 (Amendments)	Hedge Accounting and amendments to HKFRS 9, HKFRS 7 and HKAS 39 ⁴
HKAS 19 (Amendments)	Defined Benefits Plans: Employee Contributions ²
HKAS 32 (Amendments)	Presentation – Offsetting Financial Assets and Financial Liabilities ¹

3. 應用新訂及經修訂香港財務報告準則 (續)

除上述者外，應用該等新訂香港財務報告準則對本集團本年度及過往年度之綜合財務表現及狀況並無任何重大影響。因此毋須作出前期調整。

已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並無提前應用下列已頒佈但尚未生效之新訂香港財務報告準則。

香港財務報告準則 (修改)	二零一零年至二零一二年週期之香港財務報告準則年度改進 ²
香港財務報告準則 (修改)	二零一一年至二零一三年週期之香港財務報告準則年度改進 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 (修改)	投資實體 ¹
香港財務報告準則第9號及香港財務報告準則第7號 (修改)	香港財務報告準則第9號之強制生效日期及過渡披露 ⁴
香港財務報告準則第9號	金融工具 ⁴
香港財務報告準則第14號	監管遞延賬目 ³
香港財務報告準則第9號、香港財務報告準則第7號及香港會計準則第39號 (修改)	對沖會計及香港財務報告準則第9號、香港財務報告準則第7號及香港會計準則第39號之修改 ⁴
香港會計準則第19號 (修改)	界定福利計劃：僱員供款 ²
香港會計準則第32號 (修改)	呈列 – 抵銷金融資產及金融負債 ¹

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

HKAS 36 (Amendments)	Recoverable Amount Disclosures for Non-Financial Assets ¹
HKAS 39 (Amendments)	Novation of Derivatives and Continuation of Hedge Accounting ¹
HK (IFRIC) – Int 21	Levies ¹

- 1 Effective for annual periods beginning on or after 1 January 2014
- 2 Effective for annual periods beginning on or after 1 July 2014
- 3 Effective for annual periods beginning on or after 1 January 2016
- 4 No mandatory effective date yet determined but is available for adoption

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

The amendments to HKFRS 10 introduce an exception from the requirement to consolidate subsidiaries for a parent that meets the definition of an investment entity. In terms of the exception, an investment entity is required to measure its interests in subsidiaries at fair value through profit or loss. The exception does not apply to subsidiaries of investment entities that provide investment-related services.

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

3. 應用新訂及經修訂香港財務報告準則 (續)

香港會計準則第36號 (修改)	非金融資產之可收回金額披露 ¹
香港會計準則第39號 (修改)	衍生工具更替及對沖會計法之持續性 ¹
香港 (國際財務報告詮釋委員會) – 詮釋第21號	徵費 ¹

- 1 於二零一四年一月一日或以後開始之年度期間生效
- 2 於二零一四年七月一日或以後開始之年度期間生效
- 3 於二零一六年一月一日或以後開始之年度期間生效
- 4 尚未釐定強制生效日期，惟可供採納

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 (二零一一年) 之修改 – 「投資實體」

香港財務報告準則第10號之修改引進符合投資實體定義之母公司將附屬公司綜合入賬規定之例外情況。就例外情況而言，投資實體須於損益表按公允價值計量於附屬公司之權益。例外情況並不適用於提供投資相關服務之投資實體之附屬公司。

為符合投資實體資格，實體須符合若干條件。具體而言，在以下情況，實體為投資實體：



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

Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011) – *Investment Entities* (Continued)

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

Consequential amendments to HKFRS 12 and HKAS 27 have been made to introduce new disclosure requirements for investment entities.

In general, the amendments require retrospective application, with specific transitional provisions.

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.

3. 應用新訂及經修訂香港財務報告準則 (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(二零一一年)之修改—「投資實體」(續)

- 從一名或多名投資者取得資金以為彼等提供專業投資管理服務；
- 向其投資者承諾，其業務目的僅為取得資本增值回報、投資收入或兩者兼得而投入資金；及
- 以公平價值基準計量及評估其絕大部分投資之表現。

香港財務報告準則第12號及香港會計準則第27號之後續修改旨在引進有關投資實體之新披露規定。

總體而言，修改規定追溯應用，惟具備特定過渡條文。

香港財務報告準則第9號「金融工具」

於二零零九年頒佈之香港財務報告準則第9號引入金融資產分類及計量之新規定。香港財務報告準則第9號於二零一零年修改，以增設金融負債分類及計量以及終止確認之規定。

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

HKFRS 9 *Financial Instruments* (Continued)

Key requirements of HKFRS 9 are described below:

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

3. 應用新訂及經修訂香港財務報告準則 (續)

香港財務報告準則第9號「金融工具」(續)

香港財務報告準則第9號之主要規定載述如下：

- 屬香港會計準則第39號「金融工具：確認及計量」範圍內之所有已確認金融資產其後按攤銷成本或公允價值計量。具體而言，於目的為收取合約現金流量之業務模式內持有，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，一般於其後呈報期末按攤銷成本計量。所有其他債務投資及股本投資均於其後會計期末按公允價值計量。此外，根據香港財務報告準則第9號，實體可以不可撤回地選擇於其他全面收益呈列股本投資（並非持作買賣）之其後公允價值變動，而一般僅股息收入於損益確認。
- 就計量指定為於損益表按公允價值列賬之金融負債而言，香港財務報告準則第9號規定，因金融負債信貸風險有變而導致其公允價值變動之款項乃於其他全面收益呈列，除非於其他全面收益確認該負債信貸風險變動之影響會產生或增加損益之會計錯配，則作別論。因金融負債信貸風險有變而導致其公允價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，指定為於損益表按公允價值列賬之金融負債之公允價值變動全數於損益呈列。



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

HKFRS 9 *Financial Instruments* (Continued)

The date when entities would be required to apply HKFRS 9 was previously stated at 1 January 2015. This mandatory effective date has been removed to provide sufficient time for preparers of financial statements to make the transition to the new requirements, which will now become effective from a later date yet to be announced.

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 (e.g. the Group’s available-for-sale investments may have to be measured at fair value at the end of subsequent reporting periods, with changes in the fair value being recognised in profit or loss). Regarding the Group’s financial assets, it is not practicable to provide a reasonable estimate of that effect until a detailed review has been completed.

HKFRS 14 *Regulatory Deferral Accounts*

HKFRS 14 permits first-time adopters to continue to recognise amounts related to rate regulation in accordance with their previous Generally Accepted Accounting Principles (“GAAP”) requirements when they adopt HKFRS. However, to enhance comparability with entities that already apply HKFRS and do not recognise such amounts, the Standard requires that the effect of rate regulation must be presented separately from other items. An entity that already presents HKFRS financial statements is not eligible to apply the standard.

The amendments are effective for annual periods beginning on or after 1 January 2016 with earlier application permitted.

3. 應用新訂及經修訂香港財務報告準則 (續)

香港財務報告準則第9號「金融工具」(續)

實體須應用香港財務報告準則第9號之日期先前訂明為二零一五年一月一日。此強制生效日期已刪除，以為財務報表編製者提供充足時間，從而過渡至將於尚未公佈之較後日期生效之新規定。

董事預期，日後採納香港財務報告準則第9號可能對本集團金融資產及金融負債呈報之數額產生重大影響（如本集團可供出售投資於其後呈報期末可能須按公允價值計量，而公允價值變動於損益確認）。就本集團金融資產而言，直至詳細審閱完成前，提供該影響之合理估計並不可行。

香港財務報告準則第14號「監管遞延賬目」

香港財務報告準則第14號允許首次採納者於採納香港財務報告準則時，繼續根據前公認會計原則之規定確認與收費管制相關之金額。然而，為提高與已經應用香港財務報告準則而並無確認該等金額之實體之比較性，該準則規定收費管制之影響必須與其他項目分開呈列。已呈列香港財務報告準則財務報表之實體不合資格應用該準則。

該等修改將於二零一六年一月一日或以後開始之年度期間生效，並允許提早應用。

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

Amendments to HKFRS 7 and HKAS 32 – Offsetting Financial Assets and Financial Liabilities and the related disclosures

The amendments to HKAS 32 clarify existing application issues relating to the offset of financial assets and financial liabilities requirements. Specifically, the amendments clarify the meaning of “currently has a legally enforceable right of set-off” and “simultaneous realisation and settlement”.

The amendments to HKFRS 7 require entities to disclose information about rights of offset and related arrangements (such as collateral posting requirements) for financial instruments under an enforceable master netting agreement or similar arrangement.

The amendments to HKFRS 7 are effective for annual periods beginning on or after 1 January 2013 and interim periods within those annual periods. The disclosures should be provided retrospectively for all comparative periods. However, the amendments to HKAS 32 are not effective until annual periods beginning on or after 1 January 2014, with retrospective application required.

The directors anticipate that the application of these amendments to HKAS 32 and HKFRS 7 may result in more disclosures being made with regard to offsetting financial assets and financial liabilities in the future.

Amendments to HKAS 36 – Impairment of Assets: Recoverable Amount Disclosure for Non-Financial Assets

The amendments to HKAS 36 are to remove certain unintended disclosure requirements which may be introduced by the consequential amendments to HKAS 36 when HKFRS 13 was issued. Furthermore, these amendments require the disclosure of additional information about the fair value measurement when the recoverable amount of impaired assets is based on fair value less costs of disposal. The amendments to HKAS 36 are effective for annual periods beginning on or after 1 January 2014. Retrospective application is required.

The directors anticipate that the application of these amendments to HKAS 36 will have no material impact on the Group’s consolidated financial statements.

3. 應用新訂及經修訂香港財務報告準則 (續)

香港財務報告準則第7號及香港會計準則第32號之修改 – 「抵銷金融資產及金融負債以及相關披露」

香港會計準則第32號之修改闡明有關抵銷金融資產及金融負債規定之現時應用問題。具體而言，該等修改闡明「目前具有合法強制執行抵銷權利」及「同時變現及結算」之涵義。

香港財務報告準則第7號之修改規定實體披露有關可強制執行淨額結算主協議或類似安排下金融工具之抵銷權利及相關安排（如抵押品過賬規定）之資料。

香港財務報告準則第7號之修改於二零一三年一月一日或以後開始之年度期間及該等年度期間之中期生效。所有可比較期間亦須追溯提供披露資料。然而，香港會計準則第32號之修改乃於二零一四年一月一日或以後開始之年度期間方會生效，並須追溯應用。

董事預期應用該等香港會計準則第32號及香港財務報告準則第7號之修改可能導致日後就抵銷金融資產及金融負債作出更多披露。

香港會計準則第36號之修改 – 資產減值：非金融資產之可收回金額披露

香港會計準則第36號之修改旨在撤銷於頒佈香港財務報告準則第13號時對香港會計準則第36號作出後續修改而可能引入之若干非願意披露規定。此外，該等修改規定，當減值資產之可收回金額乃按公允價值減出售成本計算時，須披露有關公允價值計量之其他資料。香港會計準則第36號之修改於二零一四年一月一日或以後開始之年度期間生效，並須追溯應用。

董事預期應用該等香港會計準則第36號之修改將不會對本集團之綜合財務報表產生重大影響。



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

Amendments to HKAS 39 – Novation of Derivatives and Continuation of Hedge Accounting

The amendments to HKAS 39 provide relief from the requirement to discontinue hedge accounting when a derivative hedging instrument is novated under certain circumstances. The amendments also clarify that any change to the fair value of the derivative hedging instrument arising from the novation should be included in the assessment of hedge effectiveness. The amendments to HKAS 39 are effective for annual periods beginning on or after 1 January 2014. Retrospective application is required.

The directors anticipate that the application of these amendments to HKAS 39 will have no material impact on the Group’s financial performance and positions.

HK (IFRIC) – Int 21 Levies

HK (IFRIC) – Int 21 *Levies* addresses the issue of when to recognise a liability to pay a levy. The Interpretation defines a levy, and specifies that the obligating event that gives rise to the liability is the activity that triggers the payment of the levy, as identified by legislation. The Interpretation provides guidance on how different levy arrangements should be accounted for; in particular, it clarifies that neither economic compulsion nor the going concern basis of financial statements preparation implies that an entity has a present obligation to pay a levy that will be triggered by operating in a future period. HK (IFRIC) – Int 21 is effective for annual periods beginning on or after 1 January 2014. Retrospective application is required.

The directors of the Company 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.

3. 應用新訂及經修訂香港財務報告準則 (續)

香港會計準則第39號之修改－衍生工具更替及對沖會計之持續性

香港會計準則第39號之修改放寬當衍生對沖工具在若干情況下更替時終止延續對沖會計法之規定。該等修改亦澄清，任何由更替所引起之衍生對沖工具公允價值變動應包括在對沖成效評估之內。香港會計準則第39號之修改於二零一四年一月一日或以後開始之年度期間生效，並須追溯應用。

董事預期應用該等香港會計準則第39號之修改將不會對本集團之財務表現及狀況產生重大影響。

香港 (國際財務報告詮釋委員會) – 詮釋第21號「徵費」

香港 (國際財務報告詮釋委員會) – 詮釋第21號「徵費」處理何時確認支付徵費之責任之問題。該項詮釋界定何謂徵費，並訂明產生有關負債之責任事件是指法例所指出觸發支付徵費之活動。該項詮釋提供指引，指出應將徵費安排入賬之獨特之處，特別是其釐清經濟強制或以持續經營基準編製財務報表均不意味實體負有於未來期間因營運而觸發支付徵費之現有責任。香港 (國際財務報告詮釋委員會) – 詮釋第21號於二零一四年一月一日或以後開始之年度期間生效，並須追溯應用。

本公司董事現正評估新訂香港財務報告準則之潛在影響，但尚未能斷定新訂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。新訂香港財務報告準則可能導致業績及財務狀況之編製及呈列方式於日後有變。

4. CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATES

In the application of the Group's accounting policies, which are described in note 2, 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 estimates 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.

Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations 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.

Impairment of AFS financial assets

The Group follows the guidance of HKAS 39 when determining whether an investment in AFS financial assets is other than temporarily impaired. This determination requires significant judgment. In making this judgement, the Group evaluates, among other factors, the duration and extent to which the fair value of an AFS financial asset is less than its cost, and the expected time span the Group will hold on to this investment.

4. 重要會計判斷及估計

於應用附註2所述之本集團會計政策時，管理層須就未能於其他來源取得之資產及負債之賬面金額作出判斷、估計及假設。估計及相關假設乃根據過往經驗及其他被認為屬相關之因素作出。實際結果可能與該等估計有異。

本集團會持續審閱該等估計及相關假設。倘會計估計之修訂僅影響作出修訂估計之期間，則有關估計修訂將於作出修訂之期間確認，或倘修訂對本期及未來期間均會構成影響，則會於作出修訂之期間及未來期間確認。

應用會計政策時之重大判斷

以下為除涉及估計者外，管理層於應用本集團會計政策過程中所作出並對於綜合財務報表確認之金額具有最重大影響之重要判斷。

可供出售金融資產之減值

本集團於釐定於可供出售金融資產之投資是否並非短暫減值時，乃依照香港會計準則第39號內之指引。此釐定過程需作出重大判斷。進行判斷時，本集團評估（其中包括）可供出售金融資產之公允價值低於其成本之持續時間及程度，以及本集團持有該項投資之預計年期。



4. CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Critical judgement in applying accounting policies (Continued)

Impairment of other receivables

The Group estimates impairment losses for other receivables resulting from the inability of the debtors to make the required payments. The Group bases the estimates on the ageing of the other receivable balance, debtors creditworthiness, and historical write-off experience. If the financial conditions of the debtors were to deteriorate, actual write-offs would be higher than estimated.

Critical accounting estimates and assumptions

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.

Income taxes

The Group is subject to income taxes. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of the business. The Company recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

4. 重要會計判斷及估計 (續)

應用會計政策時之重大判斷 (續)

其他應收款項之減值

本集團因債務人無力作出所需付款而產生之其他應收款項估計減值虧損。本集團根據其他應收款項結餘之賬齡、債務人信譽及過往撇銷經驗作出估計。倘債務人之財務狀況惡化，則實際撇銷可能高於估計者。

重要會計估計及假設

以下是於呈報期末有關未來之主要假設及估計不明朗因素之其他主要來源，有關假設及來源具有導致資產及負債之賬面金額於下一財政年度內作出大幅調整之重大風險。

所得稅

本集團須繳納所得稅。在釐定所得稅撥備時須作出重大判斷。在日常業務過程中，大部份交易及計算之最終稅務決定均不明朗。本公司根據附加稅項會否到期之估計來確認預計稅項審核事宜之負債。倘此等事宜之最終稅務結果有別於首次錄得之金額，有關差額將對作出決定期間之所得稅及遞延稅項撥備構成影響。

4. CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Critical accounting estimates and assumptions (Continued)

Share-based payment

The Group follows the guidance of HKFRS 2 when determining the fair value of the share options granted at the grant date. This determination requires significant estimate. In making this judgment, the Group incorporates all factors and assumptions that knowledgeable, willing market participants would consider in setting the price and the valuation technique should be consistent with the generally accepted valuation methodologies for pricing financial instruments.

Fair value of AFS financial assets

The fair value of AFS financial assets that are not traded in active market is determined by valuation techniques. Valuation techniques include inputs that are not based on observable market data and make assumptions that are primarily based on market conditions existing at the end of each reporting period. Notes 20 provide detailed information about key assumptions used in the determination of the fair value.

Useful lives of property, plant and equipment

In accordance with HKAS 16, the Group estimates the useful lives of property, plant and equipment in order to determine the amount of depreciation expenses to be recorded. The useful lives are estimated at the time the asset is acquired based on historical experience, the expected usage, wear and tear of the assets, as well as technical obsolescence arising from changes in the market demands. The Group also performs annual reviews on whether the assumptions made on useful lives continue to be valid.

4. 重要會計判斷及估計(續)

重要會計估計及假設(續)

以股份為基礎之付款

本集團按照香港財務報告準則第2號之指引，釐定於授予日所授出購股權之公允價值。釐定時需要進行大量估計。作出此判斷時，本集團計及知情之自願市場參與者訂定價格時將考慮之所有因素及假設，且估值技巧應與為金融工具定價之公認估值方法一致。

可供出售金融資產之公允價值

並無於活躍市場買賣之可供出售金融資產之公允價值利用估值技巧釐定。估值技巧包括並非以可見市場數據為基礎之輸入數據，並主要根據各呈報期末當時之市場情況作出假設。有關用於釐定公允價值之主要假設之詳細資料載於附註20。

物業、廠房及設備之可使用年期

本集團根據香港會計準則第16號估計物業、廠房及設備之可使用年期，從而判斷所須記錄之折舊開支金額。於購置資產之時，根據過往經驗、資產之預期使用量、損耗程度，以及技術會否因市場需求變動而變成過時，估計其可使用年期。本集團亦於每年作出檢討，以判斷為資產可使用年期所作出之假設是否仍然有效。



5. FINANCIAL INSTRUMENTS AND CAPITAL RISK MANAGEMENT

5. 金融工具及資本風險管理

(a) Categories of financial instruments

(a) 金融工具類別

The Group

本集團

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Financial assets	金融資產		
AFS financial assets	可供出售金融資產	41,892	58,051
Financial assets at FVTPL	於損益表按公允價值列賬之金融資產	68,500	183,290
Loans and receivables (including cash and cash equivalent)	貸款及應收款項(包括現金及現金等值項目)	82,541	29,964
		192,933	271,305
Financial liabilities	金融負債		
At amortised cost	按攤銷成本	111,447	69,885

The Company

本公司

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Financial assets	金融資產		
AFS financial assets	可供出售金融資產	-	15,638
Financial assets at FVTPL	於損益表按公允價值列賬之金融資產	68,500	183,290
Loans and receivables (including cash and cash equivalent)	貸款及應收款項(包括現金及現金等值項目)	148,843	72,242
		217,343	271,170
Financial liabilities	金融負債		
At amortised cost	按攤銷成本	112,606	71,043

5. FINANCIAL INSTRUMENTS AND CAPITAL RISK MANAGEMENT (CONTINUED)

(b) Financial risk management objectives and policies

The Group's principal financial instruments comprise AFS financial assets, conversion options embedded in convertible notes, financial assets at FVTPL and loans and receivables. The main purpose of holding these financial instruments is to generate short term appreciation gain and gain from trading of these financial instruments. The Group has other financial assets and liabilities such as other receivables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are market risk (including foreign currency risk, interest rate risk and price risk), credit risk and liquidity risk. The board reviews and agrees policies for managing each of these risks and they are summarised below.

Market risks

The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates, interest rates and equity prices.

Market risk exposures are measured by sensitivity analysis.

There has been no change to the Group's exposure to market risks or the manner in which these risks are managed and measured. Details of sensitivity analysis for foreign currency risk and interest rate risk are set out below.

5. 金融工具及資本風險管理 (續)

(b) 金融風險管理目標及政策

本集團之主要金融工具包括可供出售金融資產、可換股票據內含之換股權、於損益表按公允價值列賬之金融資產、以及貸款及應收款項。持有該等金融工具之主要目的為產生短期升值溢利及因買賣該等金融工具而獲利。本集團擁有直接由經營產生之其他金融資產及負債（如其他應收款項）。

從本集團金融工具所產生之主要風險為市場風險（包括外幣風險、利率風險及價格風險）、信貸風險及流動資金風險。董事會檢討及同意管理各項該等風險之政策，有關政策概述如下。

市場風險

本集團業務主要承受外幣匯率、利率及股本價格變動之財務風險。

所承受之市場風險以敏感度分析計量。

本集團所面對之市場風險或管理及計量該等風險之方法概無改變。外幣風險及利率風險之敏感度分析詳情載列於下文。



5. FINANCIAL INSTRUMENTS AND CAPITAL RISK MANAGEMENT (CONTINUED)

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

Market risks (Continued)

Foreign currency risk

Foreign exchange risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. The Group carries out its business mainly in Hong Kong and all of the transactions are denominated in HK\$. The Group's assets and liabilities are mainly denominated in HK\$, except certain bank balances and financial assets at FVTPL are denominated in United State dollar. As Hong Kong dollar are pegged to United State dollar, it is assumed that there would be no material currency risk exposure between these two currencies. The Group does not have any formal hedging policies.

Interest rate risk

The Group's cash flow interest rate risk relates primarily to the Group's variable interest bearing bank balances, fixed interest bearing financial assets at FVTPL and promissory notes. The exposure to cash flow interest rate risk is minimal. The Group did not enter into interest rate swap to hedge against its exposures.

The Group is exposed to fair value interest rate risk related to the Group's interest bearing AFS financial assets.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to fair value interest rate risk at the reporting date:

5. 金融工具及資本風險管理 (續)

(b) 金融風險管理目標及政策 (續)

市場風險 (續)

外幣風險

外匯風險指金融工具之價值因匯率變動而波動之風險。本集團主要於香港從事業務，而所有交易均以港元計值。本集團之資產及負債主要是以港元計值，惟若干銀行結餘及於損益表按公允價值列賬之金融資產按美元計值。由於港元與美元掛鈎，故假設兩種貨幣之間並無重大貨幣風險。本集團並無任何正式對沖政策。

利率風險

本集團之現金流量利率風險主要與其浮息銀行結餘、於損益表按公允價值列賬之定息金融資產（固定利率）及承兌票據有關。現金流量利率風險屬微不足道。本集團並無訂立利率調期交易，以對沖其風險。

本集團面對與本集團計息可供出售金融資產有關之公允價值利率風險。

敏感度分析

以下敏感度分析乃基於呈報日期之公允價值利率風險而釐定：

5. FINANCIAL INSTRUMENTS AND CAPITAL RISK MANAGEMENT (CONTINUED)

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

Market risks (Continued)

Sensitivity analysis (Continued)

If the fair value interest rate had been 50 basis points (2012: 50 basis point) higher or lower and all other variable held constant, the Group's:

- AFS financial asset equity reserve would have no change (2012: increase or decrease by approximately HK\$78,000) as a result of the changes in fair value interest rate of AFS financial assets.

The Group has no exposure to interest rate on financial liabilities except for the promissory notes.

Price risk

The Group is exposed to equity securities and commodities price risk because investments held by the Group are classified on the consolidated statement of financial position either as AFS financial assets or as financial assets at FVTPL. To manage its price risk arising from investments in equity securities and commodities futures contracts, the Group diversifies its portfolio.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to equity price risk at the reporting date:

5. 金融工具及資本風險管理 (續)

(b) 金融風險管理目標及政策 (續)

市場風險 (續)

敏感度分析 (續)

倘公允價值利率上升或下跌50基點(二零一二年: 50基點)而所有其他變數維持不變, 本集團之:

- 可供出售金融資產權益儲備不會改變(二零一二年: 增加或減少約78,000港元)。這是因為可供出售金融資產之公允價值利率變動所致。

本集團並無就金融負債(承兌票據除外)承受利率風險。

價格風險

由於本集團持有之投資於綜合財務狀況表內分類為可供出售金融資產或於損益表按公允價值列賬之金融資產, 故本集團承受股本證券及商品價格風險。本集團分散其投資組合, 以管理其因投資於股本證券及商品期貨合約而產生之價格風險。

敏感度分析

下文之敏感度分析乃按呈報日期所面對之股本價格風險而釐定:



5. FINANCIAL INSTRUMENTS AND CAPITAL RISK MANAGEMENT (CONTINUED)

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

Market risks (Continued)

Sensitivity analysis (Continued)

If the equity prices had been 5% higher/lower:

- loss before tax for the year ended 31 December 2013 would increase/decrease by approximately HK\$3,425,000 (2012: profit before tax would increase/decrease by HK\$9,165,000). This is mainly due to change in fair value of held for trading investments.
- AFS financial asset equity reserve would increase/decrease by approximately HK\$2,095,000 (2012: HK\$2,120,000). This is mainly due to change in fair value of AFS financial assets.

The Group's and the Company's sensitivity to price risk have decreased during the year mainly due to the decrease in investments in financial assets at FVTPL and AFS financial assets.

Credit risk

As at 31 December 2013 and 2012, the Group's and the Company's maximum exposure to credit risk is bank balances, other receivables and amounts due from subsidiaries, arises from default of the counterparty.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies. The Group and the Company also have credit policies in place and exposures to credit risks regards other receivables are monitored on an ongoing basis.

Other than concentration of credit risk on liquid funds which are deposited with several banks with high credit ratings, the Company does not have any other significant concentration of credit risk.

5. 金融工具及資本風險管理 (續)

(b) 金融風險管理目標及政策 (續)

市場風險 (續)

敏感度分析 (續)

倘若股本價格上升/下跌5%：

- 截至二零一三年十二月三十一日止年度之除稅前虧損將增加/減少約3,425,000港元(二零一二年：除稅前溢利增加/減少9,165,000港元)。這主要因為持作買賣投資之公允價值變動所致。
- 可供出售金融資產權益儲備將增加/減少約2,095,000港元(二零一二年：2,120,000港元)。這主要因為可供出售金融資產之公允價值變動所致。

本集團及本公司之價格風險敏感度於年內下跌，主要由於於損益表按公允價值列賬之金融資產及可供出售金融資產之投資減少。

信貸風險

於二零一三年及二零一二年十二月三十一日，本集團及本公司所面臨銀行結餘、其他應收款項及應收附屬公司款項之最高信貸風險，乃因為交易對手違約所致。

由於交易對手均為獲國際信貸評級機構評為高信貸評級之銀行，故此流動資金之信貸風險有限。本集團及本公司亦有其信貸政策，並持續監察涉及其他應收款項之信貸風險。

除因存入多間高信貸評級銀行而面臨流動資金信貸風險集中外，本公司之信貸風險並無任何其他重大集中情況。

5. FINANCIAL INSTRUMENTS AND CAPITAL RISK MANAGEMENT (CONTINUED)

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

Liquidity risk

Ultimate responsibility for liquidity risk management rests with the Board, which has built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements.

The following tables detail the Group's and the Company's remaining contractual maturity for its financial liabilities which are included in the maturity analysis provided internally to the key management personnel for the purpose of managing liquidity risk. For non-derivative liabilities, the tables reflect the undiscounted cash flows of financial liabilities based on the earliest date on which the Group and the Company can be required to pay. The tables include both interest and principal cash flows.

The Group

	Weighted average effective interest rate 加權平均實際利率 %	Within 1 year	2 to 5 years	Over 5 years	Total undiscounted amount	Total carrying amount
		一年內 HK\$'000 千港元	兩年至五年 HK\$'000 千港元	超過五年 HK\$'000 千港元	未貼現總額 HK\$'000 千港元	總賬面金額 HK\$'000 千港元
2013						
Non-derivative financial liabilities						
Accrued charges and other payables	-	1,042	-	-	1,042	1,042
Promissory notes	5.35	5,500	22,000	117,500	145,000	110,405
		6,542	22,000	117,500	146,042	111,447

5. 金融工具及資本風險管理 (續)

(b) 金融風險管理目標及政策 (續)

流動資金風險

董事會負有管理流動資金風險之最終責任，並已就本集團之短期、中期及長期資金及流動資金管理要求建立適當之流動資金風險管理架構。

下表詳列本集團及本公司就其金融負債（已列入為管理流動資金風險而向內部主要管理人員提供之到期分析內）之餘下合約期。就非衍生負債而言，有關圖表反映根據本集團及本公司可被要求還款之最早日期計算之金融負債未貼現現金流量。有關圖表包括利息及本金現金流量。

本集團

5. FINANCIAL INSTRUMENTS AND CAPITAL RISK MANAGEMENT (CONTINUED)

5. 金融工具及資本風險管理 (續)

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

(b) 金融風險管理目標及政策 (續)

Liquidity risk (Continued)

流動資金風險 (續)

The Group (Continued)

本集團 (續)

		Weighted average effective interest rate 加權平均 實際利率 %	Within 1 year 一年內 HK\$'000 千港元	2 to 5 years 兩年至五年 HK\$'000 千港元	Over 5 years 超過五年 HK\$'000 千港元	Total undiscounted amount 未貼現總額 HK\$'000 千港元	Total carrying amount 總賬面金額 HK\$'000 千港元
2012	二零一二年						
Non-derivative financial liabilities	非衍生金融負債						
Accrued charges and other payables	應付開支及其他應付款項	-	606	-	-	606	606
Promissory notes	承兌票據	5.35	3,500	14,000	77,000	94,500	69,279
			4,106	14,000	77,000	95,106	69,885

The Company

本公司

		Weighted average effective interest rate 加權平均 實際利率 %	Within 1 year 一年內 HK\$'000 千港元	2 to 5 years 兩年至五年 HK\$'000 千港元	Over 5 years 超過五年 HK\$'000 千港元	Total undiscounted amount 未貼現總額 HK\$'000 千港元	Total carrying amount 總賬面金額 HK\$'000 千港元
2013	二零一三年						
Non-derivative financial liabilities	非衍生金融負債						
Accrued charges and other payables	應付開支及其他應付款項	-	1,039	-	-	1,039	1,039
Amount due to a subsidiary	應付附屬公司款項	-	-	1,161	-	1,161	1,161
Promissory notes	承兌票據	5.35	5,500	22,000	117,500	145,000	110,405
			6,539	23,161	117,500	147,200	112,605

5. FINANCIAL INSTRUMENTS AND CAPITAL RISK MANAGEMENT (CONTINUED)

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

Liquidity risk (Continued)

The Company (Continued)

		Weighted average effective interest rate 加權平均 實際利率 %	Within	2 to	Over 5	Total	Total
			1 year	5 years	years	undiscounted amount	carrying amount
			一年內 HK\$'000 千港元	兩年至五年 HK\$'000 千港元	超過五年 HK\$'000 千港元	未貼現總額 HK\$'000 千港元	總賬面金額 HK\$'000 千港元
2012	二零一二年						
Non-derivative financial liabilities	非衍生金融負債						
Accrued charges and other payables	應付開支及其他應付款項	-	603	-	-	603	603
Amount due to a subsidiary	應付附屬公司款項	-	-	1,161	-	1,161	1,161
Promissory notes	承兌票據	5.35	3,500	14,000	77,000	94,500	69,279
			4,103	15,161	77,000	96,264	71,043

(c) Fair value estimation

The fair value of financial assets and financial liabilities are determined as follows:

- the fair value of financial assets and financial liabilities (including derivative instruments) with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market bid prices and ask prices respectively; and
- the fair value of other financial assets and financial liabilities (including derivative instruments) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices or rates from observable current market transactions as input. For an option-based derivative, the fair value is estimated using option pricing model (for example, the binomial option pricing model).

5. 金融工具及資本風險管理 (續)

(b) 金融風險管理目標及政策 (續)

流動資金風險 (續)

本公司 (續)

(c) 公允價值估計

金融資產及金融負債之公允價值乃以下列方式釐定：

- 受標準條款及條件規管及於活躍流動市場買賣之金融資產及金融負債 (包括衍生工具) 之公允價值，分別參考市場所報之買入價及賣出價而釐定；及
- 其他金融資產及金融負債 (包括衍生工具) 之公允價值，則根據公認定價模式按貼現現金流量分析使用可供對照之現有市場交易之價格或比率作為輸入數據而釐定。就以期權為基礎之衍生工具而言，公允價值乃以期權定價模式 (如二項式期權定價模式) 估計。



5. FINANCIAL INSTRUMENTS AND CAPITAL RISK MANAGEMENT (CONTINUED)

(c) Fair value estimation (Continued)

The directors consider that the carrying amounts of financial assets and financial liabilities recorded in the consolidated financial statements approximate their fair values except for the promissory notes.

Fair value measurements recognised in the consolidated statement of financial position

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly (i.e. prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

5. 金融工具及資本風險管理 (續)

(c) 公允價值估計 (續)

董事認為，除承兌票據外，於綜合財務報表內列賬之金融資產及金融負債之賬面金額與其公允價值相若。

於綜合財務狀況表確認之公允價值計量

下表提供於初步確認後按公允價值計量之金融工具分析，其按公允價值可觀察程度分為1至3級：

- 第1級公允價值計量乃自相同資產或負債於活躍市場中所報未調整價格得出；
- 第2級公允價值計量乃除第1級計入之報價外，自資產或負債可直接（即價格）或間接（即自價格衍生）可觀察輸入數據得出；及
- 第3級公允價值計量乃計入並非根據可觀察市場數據（無法觀察輸入數據）之資產或負債數據之估值方法得出。

5. FINANCIAL INSTRUMENTS AND CAPITAL RISK MANAGEMENT (CONTINUED)

5. 金融工具及資本風險管理 (續)

(c) Fair value estimation (Continued)

(c) 公允價值估計 (續)

Fair value measurements recognised in the consolidated statement of financial position (Continued)

於綜合財務狀況表確認之公允價值計量 (續)

2013 二零一三年		Level 1 第1級 HK\$'000 千港元	Level 2 第2級 HK\$'000 千港元	Level 3 第3級 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Financial assets	金融資產				
Financial assets at FVTPL	於損益表按公允價值列賬之金融資產	68,500	-	-	68,500
AFS financial assets	可供出售金融資產				
Unlisted equity securities	非上市股本證券	-	-	41,892	41,892
		68,500	-	41,892	110,392

2012 二零一二年		Level 1 第1級 HK\$'000 千港元	Level 2 第2級 HK\$'000 千港元	Level 3 第3級 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Financial assets	金融資產				
Financial assets at FVTPL	於損益表按公允價值列賬之金融資產	183,290	-	-	183,290
AFS financial assets	可供出售金融資產				
Unlisted debt securities	非上市債務證券	-	-	15,638	15,638
Unlisted equity securities	非上市股本證券	-	-	42,413	42,413
		183,290	-	58,051	241,341

There were no transfers between Levels 1 and 2 in the both years.

於兩個年度，第1級及第2級間並無轉讓。



5. FINANCIAL INSTRUMENTS AND CAPITAL RISK MANAGEMENT (CONTINUED)

5. 金融工具及資本風險管理 (續)

(c) Fair value estimation (Continued)

(c) 公允價值估計 (續)

Reconciliation of Level 3 fair value measurements of financial assets

金融資產第3級公允價值計量之對賬

		Unlisted equity securities 非上市股本證券 HK\$'000 千港元	Unlisted debt securities 非上市債券證券 HK\$'000 千港元	Conversion options embedded in convertible notes 可換股票據內含之換股權 HK\$'000 千港元	Total 合計 HK\$'000 千港元
2013					
二零一三年					
Opening balance	年初結餘	42,413	15,638	-	58,051
Gains or losses recognised in:	於下列項目確認之收益或虧損:				
- profit or loss	- 損益	-	(6,142)	(12)	(6,154)
- other comprehensive income	- 其他全面收益	(521)	(6,276)	-	(6,797)
Purchases	購買	-	24,988	12	25,000
Disposal	出售	-	(10,000)	-	(10,000)
Reclassification	重新分類	-	(18,208)	-	(18,208)
Closing balance	年終結餘	41,892	-	-	41,892
2012					
二零一二年					
Opening balance	年初結餘	41,781	18,081	-	59,862
Gains or losses recognised in:	於下列項目確認之收益或虧損:				
- profit or loss	- 損益	-	(4,328)	-	(4,328)
- other comprehensive income	- 其他全面收益	632	2,685	-	3,317
Purchases	購買	-	-	-	-
Disposal	出售	-	(800)	-	(800)
Closing balance	年終結餘	42,413	15,638	-	58,051

5. FINANCIAL INSTRUMENTS AND CAPITAL RISK MANAGEMENT (CONTINUED)

(c) Fair value estimation (Continued)

Reconciliation of Level 3 fair value measurements of financial assets (Continued)

The gains or losses include in the consolidated statement of profit or loss and other comprehensive income for the years related to recognition of interest income, derecognition and impairment loss of unlisted debt securities.

All of the above gains and losses included in other comprehensive income for the current years related to the fair value change in unlisted equity securities and unlisted debt securities held at the end of the reporting period and are reported as changes of "AFS financial asset equity reserve".

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

Financial assets	Fair value as at 於下列日期之公允價值		Fair value hierarchy	Valuation techniques and key inputs 估值技巧及 主要輸入數據	Significant unobservable inputs
	31 December 2013 二零一三年十二月三十一日	31 December 2012 二零一二年十二月三十一日			
1) Financial assets at FVTPL (Note 22)	Listed equity securities In Hong Kong: HK\$58,318,000 In Singapore: HK\$10,150,000 Overseas: HK\$32,000	Listed equity securities In Hong Kong: HK\$160,445,000 In Singapore: HK\$22,845,000	Level 1	Quoted bid prices in an active market	N/A
1) 於損益表按公允價值列賬之 金融資產 (附註22)	上市股本證券 於香港: 58,318,000港元 於新加坡: 10,150,000港元 海外: 32,000港元	上市股本證券 於香港: 160,445,000港元 於新加坡: 22,845,000港元	第1級	活躍市場所報買入價	不適用
2) Unlisted equity securities classified as AFS financial assets (Note 20)	0.92% equity investment in HEC Capital Limited (Note (i)) - HK\$41,892,000	0.92% equity investment in HEC Capital Limited (Note (i)) - HK\$42,413,000	Level 3	Market approach (Note (i))	The price to book ratio of the comparable companies is considered in the valuation to reflect the condition that there are premium or discount on its stock price and its book value as at valuation date Discount for lack of marketability, determined by reference to the share price of listed entities in similar industries at 21% (2012: 20%). If the discount rate was 5% higher/lower while all other variables were held constant, the carrying amount of unlisted equity securities would decrease/increase by approximately HK\$548,000
2) 分類為可供出售金融資產之 非上市股本證券 (附註20)	於HEC Capital Limited之0.92% 股本投資 (附註(i)) - 41,892,000港元	於HEC Capital Limited之0.92% 股本投資 (附註(i)) - 42,413,000港元	第3級	市場法 (附註(i))	估值考慮可資比較公司之市賬率，以反映其於估 值日期之股價較賬面價值有所溢價或折讓之情況 參照類似行業上市實體之股價釐定缺乏市場性 之折讓為21% (二零一二年: 20%)。如貼現率 上升/下跌5%，而所有其他變數維持不變，則 非上市股本證券之賬面金額將減少/增加約 548,000港元

5. 金融工具及資本風險管理 (續)

(c) 公允價值估計 (續)

金融資產第3級公允價值計量之對賬 (續)

計入有關年度綜合損益及其他全面收益表之收益或虧損乃有關確認利息收入、終止確認非上市債務證券及其減值虧損。

所有上述計入有關本年度其他全面收益之收益及虧損乃有關於呈報期末所持非上市股本證券及非上市債務證券之公允價值變動，且該變動已於「可供出售金融資產權益儲備」之變動中報告。

本集團部份金融資產及金融負債於各呈報期末以公允價值計量。下表提供如何釐定該等金融資產及金融負債公允價值 (特別是所用之估值技巧及輸入數據) 之資料。



5. FINANCIAL INSTRUMENTS AND CAPITAL RISK MANAGEMENT (CONTINUED)

(c) Fair value estimation (Continued)

Reconciliation of Level 3 fair value measurements of financial assets (Continued)

Notes:

- (i) HEC Capital Limited is an exempted company incorporated in Cayman Islands with limited liability on 11 April 2012, which is principally engaged in investment holding.
- (ii) The market approach determines the fair value of the assets by reference to the transaction prices, or valuation multiples implicit in the transactions prices, of identical or similar assets on the market.

(d) Capital risk management

The Group manages its capital to ensure that the Group will be able to continue as going concerns while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from 2012.

The capital structure of the Group consists of nearly no debt except for the promissory notes. It finances its operation primary through equity attributable to owners of the Company, comprising share capital, share premium, share option reserve, warrants reserve, AFS financial asset equity reserve, exchange reserve and accumulated losses.

5. 金融工具及資本風險管理 (續)

(c) 公允價值估計 (續)

金融資產第3級公允價值計量之對賬 (續)

附註:

- (i) HEC Capital Limited為於二零一二年四月十一日在開曼群島註冊成立之獲豁免有限公司，主要從事投資控股業務。
- (ii) 市場法參照市場上相同或類似資產之成交價或成交價隱含之估值倍數釐定資產之公允價值。

(d) 資本風險管理

本公司管理其資本，以確保本集團能夠繼續持續經營，並同時透過優化債務及權益之結餘，令各權益關涉方獲得最高回報。本集團之整體策略與二零一二年比較並無變動。

除承兌票據外，本集團之股本架構幾乎不含債務。本集團主要通過本公司擁有人應佔權益（包括股本、股份溢價、購股權儲備、認股權證儲備、可供出售金融資產權益儲備、匯兌儲備及累計虧損）為其經營撥付資金。

5. FINANCIAL INSTRUMENTS AND CAPITAL RISK MANAGEMENT (CONTINUED)

(d) Capital risk management (Continued)

Gearing ratio

The Group has adopted a higher finance leverage compared to the last year. Based on the Group's policy, the gearing ratio, as calculated as total debt divided by total equity at the end of the reporting period was as follow:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Debt (Note (i))	債務 (附註(i))	111,447	69,885
Equity (Note (ii))	權益 (附註(ii))	120,343	209,878
Gearing ratio	資本負債比率	92.6%	33.3%

Notes:

- (i) Debt comprises accrued charges and other payables and promissory notes.
- (ii) Equity includes all capital and reserves attributable to owners of the Company.

資本負債比率

本集團採納較去年為高之財務槓杆。根據本集團之策略，於呈報期末之資本負債比率（以債務總值除以權益總額計算）如下：

	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Debt (Note (i))	111,447	69,885
Equity (Note (ii))	120,343	209,878
Gearing ratio	92.6%	33.3%

附註：

- (i) 債務包括應付開支及其他應付款項以及承兌票據。
- (ii) 權益包括本公司擁有人應佔之所有資本及儲備。

6. SEGMENT INFORMATION

The Group manages its business by both business lines and geography. In a manner consistent with the way in which information is reported internally to the Board, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance, the Group has presented its reportable segments under HKFRS 8 as follows:

6. 分類資料

本集團按照業務線及地區管理其業務。呈列方式與提供予董事會（即主要經營決策者）作分配資源及評估分類表現之內部報告一致。本集團採納香港財務報告準則第8號所呈列之可呈報分類如下：

6. SEGMENT INFORMATION (CONTINUED)

Business segment

The Group operates one segment for the years ended 31 December 2013 and 2012. All of the Group's revenue was derived from investment income from investments in listed securities, unlisted securities and commodities futures contracts. Accordingly, the Group does not have separately reportable segment.

Geographical information

The Group's operations are mainly located in Hong Kong and Singapore. The following table provides an analysis of the Group's revenue by geographical market:

6. 分類資料 (續)

業務分類

截至二零一三年及二零一二年十二月三十一日止年度內，本集團經營一項分類。本集團之收益全部來自投資上市證券、非上市證券及商品期貨合約之投資收入。故此，本集團並無個別可呈報分類。

地區資料

本集團之業務主要位於香港及新加坡。本集團按地區市場劃分之收益分析如下表：

		Revenue by geographical market 按地區市場劃分之收益	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Hong Kong	香港	(45,028)	63,797
Singapore	新加坡	2,425	(206)
		(42,603)	63,591

6. SEGMENT INFORMATION (CONTINUED)**Geographical information (Continued)**

The following is an analysis of the carrying amount of non-current assets (excluding AFS financial assets and conversion options embedded in convertible notes) analysed by the geographical area in which the assets are located:

		Carrying amount of non-current assets 非流動資產之賬面金額	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Hong Kong	香港	31,166	10,563

No single customer of the Group contributed 10% or more to the Group's revenue for both years.

按資產所在地區劃分之非流動資產（不包括可供出售金融資產及可換股票據內含之換股權）賬面金額分析如下：

本集團於兩個年度概無單一客戶就本集團收益作出10%或以上貢獻。

7. REVENUE

The amount of significant category of revenue recognised during the year is as follow:

7. 收益

於年內主要已確認收益金額如下：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Net (loss)/gain on financial assets at FVTPL (Note)	於損益表按公允價值列賬之金融資產之(虧損)/收益淨額(附註)	(47,049)	62,149
Bank interest income	銀行利息收入	2	1
Interest income from AFS financial assets	可供出售金融資產之利息收入	1,322	1,005
Interest income from financial assets at FVTPL	於損益表按公允價值列賬之金融資產之利息收入	2,425	257
Dividend income from financial assets at FVTPL	於損益表按公允價值列賬之金融資產之股息收入	697	179
		(42,603)	63,591



7. REVENUE (CONTINUED)

Note:

Net (loss)/gain on financial assets at FVTPL represented:

7. 收益 (續)

附註：

於損益表按公允價值列賬之金融資產之(虧損)/收益淨額代表：

		Equity and debt securities 股本及債務證券		Commodities futures contracts 商品期貨合約		Total 總計	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Proceeds on sales	銷售所得款項	111,669	31,804	(148)	-	111,521	31,804
Less: cost of sales	減：銷售成本	(142,368)	(32,193)	(183)	-	(142,551)	(32,193)
Net realised loss on financial assets at FVTPL	於損益表按公允價值列賬之金融資產已變現虧損淨額	(30,699)	(389)	(331)	-	(31,030)	(389)
Unrealised (loss)/gain on financial assets at FVTPL	於損益表按公允價值列賬之金融資產未變現(虧損)/收益	(16,051)	62,538	32	-	(16,019)	62,538
Net (loss)/gain on financial assets at FVTPL	於損益表按公允價值列賬之金融資產(虧損)/收益淨額					(47,049)	62,149

8. OTHER INCOME

8. 其他收入

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Sundry income	雜項收入	1	1
Interest income from other receivables	其他應收款項之利息收入	79	-
		80	1

9. FINANCE COSTS**9. 融資成本**

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Interest expenses on promissory notes	承兌票據之利息開支	5,426	679
Interest expenses on securities trading	證券買賣之利息開支	113	-
		5,539	679

10. INCOME TAX EXPENSE**10. 所得稅開支****Current taxation**

No provision for Hong Kong profits tax has been made as the Group incurred a tax loss for the year ended 31 December 2013.

No provision for Hong Kong profits tax has been made as the Group utilised the tax losses previously not recognised for the year ended 31 December 2012.

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

即期稅項

由於本集團於截至二零一三年十二月三十一日止年度出現稅項虧損，故並無就香港利得稅作出撥備。

由於本集團於截至二零一二年十二月三十一日止年度運用往年未予確認之稅項虧損，故並無就香港利得稅作出撥備。

年內所得稅開支與綜合損益及其他全面收益表之除所得稅前(虧損)/溢利對賬如下：

		2013 二零一三年		2012 二零一二年	
		HK\$'000 千港元	%	HK\$'000 千港元	%
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	(117,881)		30,134	
Tax at Hong Kong Profits Tax rate of 16.5% (2012: 16.5%)	按香港利得稅率16.5% (二零一二年: 16.5%)計算之稅項	(19,450)	16.5	4,972	16.5
Estimated tax effect on income that is not taxable in determining taxable profit	釐定應課稅溢利時毋須課稅收入之估計稅務影響	(632)	0.5	(208)	(0.7)
Estimated tax effect on expenses that are not deductible in determining taxable profit	釐定應課稅溢利時不可扣稅開支之估計稅務影響	4,038	(3.4)	1,076	3.6
Estimated tax effect of unrecognised temporary difference	未確認暫時差額之估計稅務影響	(3,310)	2.8	(65)	(0.2)
Estimated tax effect of unrecognised tax losses	未確認稅項虧損之估計稅務影響	19,354	(16.4)	-	-
Estimated tax effect of tax losses utilised	未動用稅項虧損之估計稅務影響	-	-	(5,775)	(19.2)
Tax income and effective tax rate for the year	年內稅項收入及實際稅率	-	-	-	-



11. (LOSS)/PROFIT FOR THE YEAR

11. 年內(虧損)/溢利

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
(Loss)/profit for the year has been arrived after charging:	年內(虧損)/溢利乃經扣除下列各項達致:		
Auditors' remuneration	核數師酬金	200	180
Directors' and chief executive's emoluments (Note 13)	董事及行政總裁酬金(附註13)	4,045	3,976
Total staff costs, excluding directors' emoluments	總員工成本(不包括董事酬金)	8,149	4,794
Depreciation of property, plant and equipment	物業、廠房及設備折舊	2,871	1,769
Legal and professional fee	法律及專業費用	1,663	310
Operating lease rental in respect of land and building	土地及樓宇之經營租賃租金	7,243	4,832
Fair value change on AFS financial assets transferred from equity to profit or loss	由權益轉撥至損益表之可供出售金融資產之公允價值變動	7,401	412
Impairment loss on other receivables	其他應收款項之減值虧損	-	580
Impairment loss on amount due from an associate	應收聯營公司款項之減值虧損	4,454	-

12. NET (LOSS)/PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY

The consolidated loss (2012: profit) attributable to owners of the Company includes a loss of approximately HK\$110,983,000 (2012: profit of approximately HK\$30,675,000) which has been dealt with in the financial statements of the Company.

12. 本公司擁有人應佔(虧損)/溢利淨額

本公司擁有人應佔綜合虧損(二零一二年: 溢利)包括本公司財務報表內已處理之虧損約110,983,000港元(二零一二年: 溢利約30,675,000港元)。

13. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

The emoluments paid or payable to each of the seven (2012: seven) directors and the chief executive for the years ended 31 December 2013 and 2012 were as follows:

2013

Name of Director	Fee	Salary	Other benefits	Contribution to pension scheme	Total
董事姓名	袍金 HK\$'000 千港元	薪金 HK\$'000 千港元	其他福利 HK\$'000 千港元	退休金 計劃供款 HK\$'000 千港元	合計 HK\$'000 千港元
Executive Directors					
Mr. Wong Danny F.	-	756	1,680	15	2,451
Mr. Wu Tse Wai, Frederick (Chief Executive Officer)	-	378	-	-	378
Mr. Fong Chi Wah	-	277	-	14	291
Non-executive Directors					
Ms. Yang XiaoFeng	-	378	-	15	393
Independent Non-executive Directors					
Mr. Char Shik Ngor, Stephen	-	189	-	-	189
Mr. Liu Jin	-	189	-	-	189
Mr. Wong Sin Lai (Note (i))	-	144	-	-	144
Mr. Law Tze Lun (Note (ii))	-	10	-	-	10
	-	2,321	1,680	44	4,045

13. 董事及行政總裁酬金

截至二零一三年及二零一二年十二月三十一日止年度已付或應付各七名(二零一二年:七名)董事及行政總裁之酬金列載如下:

二零一三年

2012

二零一二年

Name of Director	Fee	Salary	Other benefits	Contribution to pension scheme	Total
董事姓名	袍金 HK\$'000 千港元	薪金 HK\$'000 千港元	其他福利 HK\$'000 千港元	退休金 計劃供款 HK\$'000 千港元	合計 HK\$'000 千港元
Executive Directors					
Mr. Wong Danny F.	-	720	1,680	14	2,414
Mr. Wu Tse Wai, Frederick (Chief Executive Officer)	-	360	-	-	360
Mr. Fong Chi Wah	-	264	-	13	277
Non-executive Directors					
Ms. Yang XiaoFeng	-	360	-	14	374
Independent Non-executive Directors					
Mr. Char Shik Ngor, Stephen	-	180	-	-	180
Mr. Liu Jin	-	180	-	-	180
Mr. Lui Tin Nang (Note (iii))	-	13	-	-	13
Mr. Wong Sin Lai (Note (i))	-	178	-	-	178
	-	2,255	1,680	41	3,976



13. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (CONTINUED)

Notes:

- (i) Mr. Wong Sin Lai resigned on 4 October 2013.
- (ii) Mr. Law Tze Lun appointed on 12 December 2013.
- (iii) Mr. Lui Tin Nang resigned on 13 January 2012.

During the year, there was no arrangement under which a director waived or agreed to waive any emoluments for the year (2012: HK\$Nil).

For both years ended 31 December 2013 and 2012, 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.

The number of the directors and chief executive fell within the following bands:

13. 董事及行政總裁酬金 (續)

附註:

- (i) 王善豐先生於二零一三年十月四日辭任。
- (ii) 羅子璘先生於二零一三年十二月十二日獲委任。
- (iii) 呂天能先生於二零一二年一月十三日辭任。

年內，概無董事放棄或同意放棄任何酬金之安排 (二零一二年：零港元)。

截至二零一三年及二零一二年十二月三十一日止年度內，本集團概無向董事支付酬金作為加入本集團之獎勵或離職補償。

董事及行政總裁之酬金組別如下：

		Number of directors 董事人數	
		2013 二零一三年	2012 二零一二年
Nil to HK\$1,000,000	零至1,000,000港元	7	7
HK\$1,000,001 or above	1,000,001港元或以上	1	1
		8	8

14. SENIOR MANAGEMENT'S EMOLUMENTS AND INDIVIDUALS WITH HIGHEST EMOLUMENTS

(a) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included one executive director (2012: three) whose emoluments were reflected in the analysis presented in Note 13 to the consolidated financial statements. The emoluments of the remaining four individuals (2012: two individuals) were as follows:

	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Salaries and other short-term employee benefits 薪金及其他短期僱員福利	2,747	1,612
Contribution to pension scheme 退休金計劃供款	21	14
	2,768	1,626

The emoluments of the four (2012: two) individuals, included four individuals (2012: two) of senior management, with the highest emoluments are within the following band:

	Number of individuals 人數	
	2013 二零一三年	2012 二零一二年
Nil to HK\$1,000,000 零至1,000,000港元	4	2

14. 高級管理人員酬金及最高薪人士

(a) 五位最高薪人士

本公司年內五位最高薪人士中，包括一名（二零一二年：三名）執行董事，其酬金已於綜合財務報表附註13所呈列之分析中反映。其餘四名人士（二零一二年：兩名人士）之酬金如下：

四名（二零一二年：兩名）最高薪員工（包括四名（二零一二年：兩名）高級管理人員）之酬金組別如下：



14. SENIOR MANAGEMENT'S EMOLUMENTS AND INDIVIDUALS WITH HIGHEST EMOLUMENTS (CONTINUED)

(b) Senior management of the Company

The emoluments of the senior management of the Company are within the following band:

	Number of individuals 人數	
	2013 二零一三年	2012 二零一二年
Nil to HK\$1,000,000 零至1,000,000港元	4	2

During the year, no bonus was paid to the five highest paid individuals of the Group (2012: Nil). No emoluments were paid by the Group to any of the five highest paid individuals as an inducement to join, or upon joining the Group, or as a compensation for loss of office (2012: Nil).

15. DIVIDEND

The directors of the Company do not recommend the payment of a dividend in respect of the year ended 31 December 2013 (2012: HK\$Nil).

14. 高級管理人員酬金及最高薪人士 (續)

(b) 本公司之高級管理層

本公司高級管理層之酬金組別如下：

	Number of individuals 人數	
	2013 二零一三年	2012 二零一二年
Nil to HK\$1,000,000 零至1,000,000港元	4	2

年內，概無向本集團五位最高薪人士支付花紅（二零一二年：無）。本集團概無向五位最高薪人士支付酬金作為加入本集團之獎勵或離職補償（二零一二年：無）。

15. 股息

本公司董事不建議派付截至二零一三年十二月三十一日止年度之股息（二零一二年：零港元）。

16. (LOSS)/EARNINGS PER SHARE

The calculation of the basic and diluted (loss)/earnings per share attributable to owners of the Company is based on the following data:

(Loss)/earnings (虧損)/盈利		2013	2012
		二零一三年	二零一二年
		HK\$'000	HK\$'000
		千港元	千港元
(Loss)/earnings for the purpose of basic and diluted (loss)/earnings per share	計算每股基本及攤薄(虧損)/盈利時採用之(虧損)/盈利	(117,881)	30,134
Number of shares 股份數目		2013	2012
		二零一三年	二零一二年
		'000	'000
		千股	千股
			(restated)
			(經重列)
Weighted average number of ordinary shares for the purpose of basic and diluted (loss)/earnings per share	計算每股基本及攤薄(虧損)/盈利時採用之普通股加權平均數	265,402	221,119

The weighted average of ordinary shares for the purpose of calculating basic loss per share for the year ended 31 December 2013 have been adjusted for the effects of both placing and rights issue completed on 28 June 2013 and 3 September 2013 respectively (2012: adjusted for the effect of share consolidation completed on 27 March 2012). The rights issue has been reflected retrospectively by restating the opening weighted average number of ordinary shares at 1 January 2012.

For the years ended 31 December 2013 and 2012, the Company's outstanding share options and warrants were not included in the calculation of diluted (loss)/earnings per share because the effects of the Company's outstanding share options and warrants were anti-dilutive.

16. 每股(虧損)/盈利

本公司擁有人應佔之每股基本及攤薄(虧損)/盈利乃按下列數據而計算:

	2013	2012
	二零一三年	二零一二年
	HK\$'000	HK\$'000
	千港元	千港元
(Loss)/earnings for the purpose of basic and diluted (loss)/earnings per share	(117,881)	30,134
Number of shares 股份數目	2013	2012
	二零一三年	二零一二年
	'000	'000
	千股	千股
		(restated)
		(經重列)
Weighted average number of ordinary shares for the purpose of basic and diluted (loss)/earnings per share	265,402	221,119

截至二零一三年十二月三十一日止年度，計算每股基本虧損時採用之普通股加權平均數已就分別於二零一三年六月二十八日及二零一三年九月三日完成之配售及供股之影響作出調整(二零一二年：就於二零一二年三月二十七日完成之股份合併之影響作出調整)。於二零一二年一月一日之年初普通股加權平均數已經重列，以追溯反映供股之影響。

截至二零一三年及二零一二年十二月三十一日止年度，由於本公司之尚未行使購股權及認股權證具反攤薄影響，故計算每股攤薄(虧損)/盈利時並無將本公司之尚未行使購股權及認股權證計算在內。



17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、廠房及設備

The Group

本集團

		Leasehold improvement 租賃裝修 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Computer 電腦 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Yacht 帆船 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At cost	按成本							
At 1 January 2012	於二零一二年一月一日	2,001	2,038	267	450	1,780	-	6,536
Additions	增購	3,343	13	34	33	-	-	3,423
Disposals	出售	(2,001)	-	-	-	-	-	(2,001)
At 31 December 2012 and 1 January 2013	於二零一二年十二月三十一日及二零一三年一月一日	3,343	2,051	301	483	1,780	-	7,958
Additions	增購	205	74	173	200	3,783	-	4,435
Acquisition from subsidiaries	從附屬公司收購	-	-	-	-	-	24,500	24,500
At 31 December 2013	於二零一三年十二月三十一日	3,548	2,125	474	683	5,563	24,500	36,893
Accumulated depreciation	累計折舊							
At 1 January 2012	於二零一二年一月一日	1,507	679	155	443	89	-	2,873
Charge for the year	年內支出	1,012	341	51	9	356	-	1,769
Written back upon disposal	出售時撥回	(1,786)	-	-	-	-	-	(1,786)
At 31 December 2012 and 1 January 2013	於二零一二年十二月三十一日及二零一三年一月一日	733	1,020	206	452	445	-	2,856
Charge for the year	年內支出	1,139	178	74	60	603	817	2,871
At 31 December 2013	於二零一三年十二月三十一日	1,872	1,198	280	512	1,048	817	5,727
Net book value	賬面淨值							
At 31 December 2013	於二零一三年十二月三十一日	1,676	927	194	171	4,515	23,683	31,166
At 31 December 2012	於二零一二年十二月三十一日	2,610	1,031	95	31	1,335	-	5,102

17. PROPERTY, PLANT AND EQUIPMENT
(CONTINUED)

17. 物業、廠房及設備(續)

The Company

本公司

		Leasehold improvement 租賃裝修 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Computer 電腦 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At cost	按成本						
At 1 January 2012	於二零一二年一月一日	2,001	2,038	267	450	1,780	6,536
Additions	增購	3,343	13	34	33	-	3,423
Disposals	出售	(2,001)	-	-	-	-	(2,001)
At 31 December 2012 and 1 January 2013	於二零一二年十二月三十一日及二零一三年一月一日	3,343	2,051	301	483	1,780	7,958
Additions	增購	205	74	173	200	3,783	4,435
At 31 December 2013	於二零一三年十二月三十一日	3,548	2,125	474	683	5,563	12,393
Accumulated depreciation	累計折舊						
At 1 January 2012	於二零一二年一月一日	1,507	679	155	443	89	2,873
Charge for the year	年內支出	1,012	341	51	9	356	1,769
Written back upon disposal	出售時撥回	(1,786)	-	-	-	-	(1,786)
At 31 December 2012 and 1 January 2013	於二零一二年十二月三十一日及二零一三年一月一日	733	1,020	206	452	445	2,856
Charge for the year	年內支出	1,139	178	74	60	603	2,054
At 31 December 2013	於二零一三年十二月三十一日	1,872	1,198	280	512	1,048	4,910
Net book value	賬面淨值						
At 31 December 2013	於二零一三年十二月三十一日	1,676	927	194	171	4,515	7,483
At 31 December 2012	於二零一二年十二月三十一日	2,610	1,031	95	31	1,335	5,102



18. INTERESTS IN SUBSIDIARIES

18. 於附屬公司之權益

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
The Company	本公司		
Unlisted investment, at cost	非上市投資·按成本	-	-
Amounts due from subsidiaries	應收附屬公司款項	120,559	55,239
Less: Impairment loss recognised in respect of advances to subsidiaries	減: 就附屬公司墊款已確認之減值虧損	(13,457)	(7,500)
		107,102	47,739
Amount due to a subsidiary	應付附屬公司款項	1,161	1,161

The movement of provision for impairment loss on amounts due from subsidiaries are as follows:

應收附屬公司款項之減值虧損撥備變動如下:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
At the beginning of the year	於年初	7,500	7,500
Impairment loss recognised	已確認減值虧損	5,957	-
		13,457	7,500

The carrying amounts of amounts due from subsidiaries are reduced to their recoverable amounts which are determined by reference to the estimation of future cash flows expected to be generated from the respective subsidiaries.

應收附屬公司款項之賬面金額減少至其可收回金額，乃參照預期各附屬公司產生之未來現金流量之估計而釐定。

The amount(s) due from/(to) subsidiaries are unsecured, interest-free and have no fixed terms of repayment. In the opinion of the directors of the Company, the Company will not demand/(call) for repayment within one year from the end of the reporting period and are therefore considered as non-current.

應收/(付)附屬公司款項乃為無抵押、免息及無固定還款期。本公司董事認為，本公司不會於呈報期末起計一年內要求/(被催繳)償還，故被視作非流動。

18. INTERESTS IN SUBSIDIARIES (CONTINUED)

Particulars of the Group's subsidiaries as at 31 December 2013 are as follows:

18. 於附屬公司之權益 (續)

於二零一三年十二月三十一日，本集團之附屬公司詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation or operation 註冊成立或營業地點	Class of share 股份類別	Fully paid share capital 已繳足股本	Proportion of nominal value of paid-up capital and proportion of voting power held by the Company 本公司所持繳足股本面值 比例及投票權比例		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Top Flame Investments Limited ("Top Flame")	British Virgins Islands	Ordinary	USD\$1	100%	-	Investment holdings
Top Flame Investments Limited ("Top Flame")	英屬處女群島	普通股	1美元	100%	-	投資控股
Shine Full Capital Limited ("Shine Full")	British Virgins Islands	Ordinary	USD\$1	100%	-	Investment holdings
Shine Full Capital Limited ("Shine Full")	英屬處女群島	普通股	1美元	100%	-	投資控股
Victory Eternal Limited ("Victory Eternal")	British Virgins Islands	Ordinary	USD\$1	100%	-	Investment holdings
Victory Eternal Limited ("Victory Eternal")	英屬處女群島	普通股	1美元	100%	-	投資控股
Chance Luck Holdings Limited ("Chance Luck")	British Virgins Islands	Ordinary	USD\$1	100%	-	Investment holdings
Chance Luck Holdings Limited ("Chance Luck")	英屬處女群島	普通股	1美元	100%	-	投資控股
Top Onward Development Limited ("Top Onward")	British Virgins Islands	Ordinary	USD\$1	100%	-	Investment holdings
Top Onward Development Limited ("Top Onward")	英屬處女群島	普通股	1美元	100%	-	投資控股



18. INTERESTS IN SUBSIDIARIES (CONTINUED)

Particulars of the Group's subsidiaries as at 31 December 2013 are as follows: (Continued)

18. 於附屬公司之權益 (續)

於二零一三年十二月三十一日，本集團之附屬公司詳情如下：(續)

Name of subsidiary 附屬公司名稱	Place of incorporation or operation 註冊成立或營業地點	Class of share 股份類別	Fully paid share capital 已繳足股本	Proportion of nominal value of paid-up capital and proportion of voting power held by the Company 本公司所持繳足股本面值 比例及投票權比例		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Gold Full Corporate Development Limited ("Gold Full")	British Virgins Islands 英屬處女群島	Ordinary 普通股	USD\$1 1美元	100%	-	Investment holdings 投資控股
Sea Hero Investments Limited ("Sea Hero")	British Virgins Islands 英屬處女群島	Ordinary 普通股	USD\$1 1美元	-	100%	Investment holdings 投資控股
National Investments Fund (HK) Limited ("NIF (HK)") 香港國盛投資基金有限公司 ("香港國盛")	Hong Kong 香港	Ordinary 普通股	HK\$1 1港元	100%	-	Investment holdings 投資控股
Prima Power Limited ("Prima Power")	Hong Kong 香港	Ordinary 普通股	HK\$100 100港元	-	100%	Investment holdings 投資控股

19. INTEREST IN AN ASSOCIATE

Details of the Group's interest in an associate is set out below:

19. 於聯營公司之權益

本集團於聯營公司之權益詳情載列如下：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Cost of investment in an associate	聯營公司之投資成本		
– Unlisted	– 非上市	23	23
Share of post-acquisition loss and other comprehensive income, net of dividends received	應佔收購後虧損及其他全面收益，扣除已收股息		
– Unlisted (Note (iii))	– 非上市 (附註(iii))	(23)	(23)
		–	–
Amount due from an associate (Note (i))	應收聯營公司款項 (附註(i))		
– Unlisted	– 非上市	5,977	5,977
Share of post-acquisition loss and other comprehensive income, net of dividends received	應佔收購後虧損及其他全面收益，扣除已收股息		
– Unlisted (Note (iii))	– 非上市 (附註(iii))	(1,523)	(516)
		4,454	5,461
Impairment loss on amount due from an associate (Note (iii))	應收聯營公司款項之減值虧損 (附註(iii))	(4,454)	–
		–	5,461

Notes:

- (i) The amount due from an associate is unsecured, interest-free and has no fixed terms of repayment. In the opinion of the directors of the Company, the Company will not demand repayment within one year from the end of reporting period and are therefore considered as non-current.
- (ii) On 14 November 2011, Chance Luck, a wholly-owned subsidiary of the Group, has entered into an agreement with Rui Shing Holdings Limited, and Long Holdings Limited to establish Tumas Holdings Limited (“Tumas Holdings”), incorporated under the laws of British Virgin Islands. The principal activities of Tumas Holdings and its subsidiaries are development and manufacturing of yacht. The investment cost amounted to approximately HK\$23,000 and the Group's share of loss of an associate for the year 31 December 2011 amounted to approximately HK\$23,000.

In the opinion of the directors, the amount due from an associate form part of the Group's net investment and the Group's share the excess part of loss of an associate for the years ended 31 December 2013 and 2012 were amounted to approximately HK\$1,007,000 and HK\$483,000 respectively.

附註：

- (i) 應收聯營公司款項乃為無抵押、免息及無固定還款期。本公司董事認為，本公司不會於呈報期末起計一年內要求償還，故被視作非流動。
- (ii) 於二零一一年十一月十四日，本集團之全資附屬公司Chance Luck與Rui Shing Holdings Limited及Long Holdings Limited訂立協議，以成立Tumas Holdings Limited（「Tumas Holding」，根據英屬處女群島法律註冊成立）。Tumas Holdings及其附屬公司之主要業務為開發及製造帆船。投資成本約23,000港元及截至二零一一年十二月三十一日止年度本集團應佔聯營公司之虧損約23,000港元。

董事認為，於截至二零一三年及二零一二年十二月三十一日止年度，應收聯營公司款項為本集團淨投資之一部分，而本集團應佔聯營公司虧損之超出部分分別為約1,007,000港元及483,000港元。



19. INTEREST IN AN ASSOCIATE (CONTINUED)

Notes: (Continued)

- (iii) The carrying amount of amount due from an associate is reduced to its recoverable amount which is determined by reference to the estimation of future cash flow expected to be generated from the associate.

Details of the Group's associate which are held indirectly by the Company at 31 December 2013 and 2012 are as follows:

Name of associate	Form of entity	Place of incorporation	Fully paid share capital	Principal place of operation	Class of shares held	Proportion of nominal value of issued share capital held 所持已發行股本面值比例	Proportion of voting power held 所持投票權比例	Principal activity
聯營公司名稱	實體形式	註冊成立地點	已繳足股本	主要營業地點	所持股份類別	股本面值比例	投票權比例	主要業務
Tumas Holdings	Incorporated	British Virgin Islands	US\$10,000	Hong Kong	Ordinary	30%	30% (Note (a))	Investment holdings
Tumas Holdings	註冊成立	英屬處女群島	10,000美元	香港	普通股	30%	30% (附註(a))	投資控股

Note:

- (a) The Group holds 30% of the issued share capital of Tumas Holdings. One out of the five directors of Tumas Holdings is also a director of the Company. The directors of the Company consider that the Group does have significant influence over Tumas Holdings and it is therefore classified as an associate of the Group.

Summarised financial information in respect of the Group's associate is set out below. The summarised financial information below represents amounts shown in the associate's financial statements prepared in accordance with HKFRSs.

The associate is accounted for using the equity method in these consolidated financial statements.

19. 於聯營公司之權益 (續)

附註：(續)

- (iii) 應收聯營公司款項之賬面金額減少至其可收回金額，乃參照預期該聯營公司產生之未來現金流量之估計而釐定。

於二零一三年及二零一二年十二月三十一日由本公司間接持有之本集團聯營公司之詳情如下：

Name of associate	Form of entity	Place of incorporation	Fully paid share capital	Principal place of operation	Class of shares held	Proportion of nominal value of issued share capital held 所持已發行股本面值比例	Proportion of voting power held 所持投票權比例	Principal activity
聯營公司名稱	實體形式	註冊成立地點	已繳足股本	主要營業地點	所持股份類別	股本面值比例	投票權比例	主要業務
Tumas Holdings	Incorporated	British Virgin Islands	US\$10,000	Hong Kong	Ordinary	30%	30% (Note (a))	Investment holdings
Tumas Holdings	註冊成立	英屬處女群島	10,000美元	香港	普通股	30%	30% (附註(a))	投資控股

附註：

- (a) 本集團持有Tumas Holdings之30%已發行股本。Tumas Holdings五名董事的其中一名亦為本公司董事。本公司董事認為，本集團對Tumas Holdings有重大影響力，因此將其分類為本集團之聯營公司。

有關本集團聯營公司之財務資料概要載列如下。下文所列之財務資料概要代表聯營公司根據香港財務報告準則編製之財務報表所示金額。

該聯營公司以權益會計法計入此綜合財務報表。

**19. INTEREST IN AN ASSOCIATE
(CONTINUED)****19. 於聯營公司之權益 (續)**

		Tumas Holdings	
		Year	Year
		2013	2012
		二零一三年	二零一二年
		HK\$'000	HK\$'000
		千港元	千港元
Current assets	流動資產	10,100	9,737
Non-current assets	非流動資產	1,656	4,200
Current liabilities	流動負債	(2,545)	(273)
Non-current liabilities	非流動負債	(12,000)	(12,000)
Revenue	收益	-	-
Loss from continuing operations	持續經營業務虧損	(5,360)	(1,727)
Post-tax loss from discontinued operations	已終止經營業務除稅後虧損	-	-
Loss for the year	年內虧損	(5,360)	(1,727)
Loss attributable to the Group	本集團應佔虧損	(1,608)	(518)
Other comprehensive income for the year	年內其他全面收益	2,004	120
Other comprehensive income attributable to the Group	本集團應佔其他全面收益	601	36
Dividends received from the associate for the year	年內從聯營公司收取之股息	-	-



19. INTEREST IN AN ASSOCIATE (CONTINUED)

Reconciliation of the above summarised financial information to the carrying amount of the interest in an associate recognised in the consolidated financial statements:

19. 於聯營公司之權益 (續)

上述財務資料概要與綜合財務報表內所確認於聯營公司之權益之賬面金額之對賬：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Net liabilities attributable to the owners of the associate	該聯營公司擁有人應佔淨負債	(5,075)	(1,719)
Proportion of the Group's ownership interest in Tumas Holdings	本集團於Tumas Holdings之擁有權權益比例	30%	30%
Share of post-acquisition loss and other comprehensive income, net of dividends received	應佔收購後虧損及其他全面收益，已扣除已收股息	(1,523)	(516)
Amount due from an associate	應收聯營公司款項	5,977	5,977
Impairment loss on amount due from an associate	應收聯營公司款項之減值虧損	(4,454)	-
Carrying amount of the Group's interest in Tumas Holdings	本集團於Tumas Holdings之權益之賬面金額	-	5,461

20. AVAILABLE-FOR-SALE FINANCIAL ASSETS

20. 可供出售金融資產

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
The Group	本集團		
Unlisted securities	非上市證券		
– debt securities	– 債務證券	-	15,638
– equity securities	– 股本證券	41,892	42,413
		41,892	58,051
Analysed for reporting purposes as:	就呈報目的分析為：		
Non-current assets	非流動資產	41,892	42,413
Current assets	流動資產	-	15,638
		41,892	58,051

20. AVAILABLE-FOR-SALE FINANCIAL ASSETS (CONTINUED)

20. 可供出售金融資產(續)

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
The Company	本公司		
Unlisted securities – debt securities	非上市證券 – 債務證券	–	15,638
Analysed for reporting purposes as:	就呈報目的分析為：		
Current assets	流動資產	–	15,638
		–	15,638

The following is a list of AFS financial assets as at 31 December 2013 and 2012:

以下為於二零一三年及二零一二年十二月三十一日之可供出售金融資產列表：

Name of equity/debt securities 股本/債務證券名稱	Proportion share capital owned as at 31 December 2013 於二零一三年 十二月三十一日 所擁有 股本百分比 (%)	Net assets attributable to the Group as at 31 December 2013 於二零一三年 十二月三十一日 本集團應佔之 資產淨值 HK\$'000 千港元	Cost of investment 投資成本 HK\$'000 千港元	As at	As at	
				31 December 2013 於二零一三年 十二月三十一日 HK\$'000 千港元	31 December 2012 於二零一二年 十二月三十一日 HK\$'000 千港元	
Equity securities issued by: – HEC Capital Limited ("HEC") (Note (ii))	以下公司發行之股本證券： – HEC Capital Limited (「HEC」) (附註(ii))	0.92	53,346	49,283	41,892	42,413
– Upperclass Developments Limited ("Upperclass") (Note (iii))	– Upperclass Developments Limited (「Upperclass」) (附註(iii))	30	35,947	–	–	–
Debt securities issued by: – Premium Castle Limited ("Premium Castle") (Note (iv))	以下公司發行之債務證券： – Premium Castle Limited (「Premium Castle」) (附註(iv))	N/A 不適用	N/A 不適用	17,000	–	15,638
				41,892		58,051



20. AVAILABLE-FOR-SALE FINANCIAL ASSETS (CONTINUED)

Notes:

- (i) The unlisted equity securities and unlisted debt securities that are measured at fair value are classified as Level 3 fair value measurement. The fair value of unlisted equity securities is estimated by applying price-to-book ratios for similar listed companies and adjusted to reflect the specific circumstance of the investments. The fair value of debt element of the unlisted debt securities is calculated based on the present value of contractually determined stream of future cash flows discounted at the required yield, which was determined with reference to the credit rating of the issuers of the unlisted debt securities and the maturity terms. The effective interest rate is nil (2012: 14.10%).

Unlisted equity securities that do not have a quoted market price in an active market and the range of reasonable fair value estimates is significant and the probabilities of the various estimates cannot be reasonably assessed, such unlisted equity securities are measured at cost less any identified impairment losses at the end of each reporting period.

- (ii) HEC is an exempted company incorporated in Cayman Islands with limited liability on 11 April 2012. It is principally engaged in investment holding. After forming the HEC, there was a capital reorganisation among HEC, Cordoba Homes Limited ("Cordoba") and Hennabun Capital Group Limited ("HCG") ("the Reorganisation"). During the Reorganisation, the Group received the same number of equity securities in HEC in exchange for the equity securities in Cordoba and HCG. The Reorganisation was completed on 30 April 2012. On that date, the Group held 1.30% equity interest of HEC which directly and indirectly owned 100% equity interest of Cordoba and HCG respectively. No dividend was entitled to the Group for the year ended 31 December 2013 (2012: HK\$Nil).
- (iii) On 8 April 2013, Top Onward, a wholly-owned subsidiary of the Group, has entered into an agreement with Mr. Li, a shareholder of Upperclass which incorporated under the laws of British Virgin Islands, in relation to the acquisition of 30% equity interest and the transfer of contractual right to receive an other receivable owed by Upperclass. This resulted in an indirectly held of approximately 16% equity interest in Hua Tong International Leasing Co., Limited ("Hua Tong"), incorporated in the People's Republic of China. The principal activities of Hua Tong are financial leasing. The investment cost and other receivable amount to HK\$234 and approximately HK\$40,800,000 respectively, and the transaction was completed on 30 December 2013. The Group is unable to exercise significant influence over Upperclass and Hua Tong as they do not have the power to appoint any of its director and do not participate in its policy-making processes.

20. 可供出售金融資產 (續)

附註:

- (i) 按公允價值計量之非上市股本證券及非上市債務證券分類為第3級公允價值計量。非上市股本證券之公允價值按類似上市公司之市賬率估計，並作出調整以反映投資之特定情況。非上市債務證券債務部分之公允價值乃按以規定回報率貼現之未來現金流之約定流量現值計算，其回報率乃參考非上市債務證券發行人之信貸評級及年期而釐定。實際利率為零（二零一二年：14.10%）。

如非上市股本證券並無於活躍市場上報價、合理公允價值估計之範圍廣泛及不能合理評定多個估計之可能性，則於各呈報期末按成本減任何已識別減值虧損計量。

- (ii) HEC為於二零一二年四月十一日於開曼群島註冊成立之獲豁免有限公司。其主要從事投資控股。於成立HEC後，HEC、歌德豪宅有限公司（「歌德」）及Hennabun Capital Group Limited（「HCG」）進行股本重組（「重組」）。於重組期間，本集團獲得相同數目之HEC股本證券以交換歌德及HCG之股本證券。重組已於二零一二年四月三十日完成。同日，本集團持有HEC之1.30%股權，而HEC分別直接及間接擁有歌德及HCG之100%股權。截至二零一三年十二月三十一日止年度，本集團無權獲派股息（二零一二年：零港元）。
- (iii) 於二零一三年四月八日，本集團之全資附屬公司Top Onward與Upperclass（根據英屬處女群島法律註冊成立之公司）股東李先生訂立一份協議，內容有關收購Upperclass之30%股權及轉讓收取Upperclass結欠之另一筆應收款項之合約權利。收購導致間接持有華通國際租賃有限公司（「華通」，於中華人民共和國註冊成立之公司）約16%股權。華通之主要業務為融資租賃。投資成本及其他應收款項分別為234港元及約40,800,000港元，而交易已於二零一三年十二月三十日完成。由於Upperclass及華通無權委任其任何董事，亦無參與其決策過程，本集團無法對Upperclass及華通行使重大影響力。

20. AVAILABLE-FOR-SALE FINANCIAL ASSETS (CONTINUED)

Notes: (Continued)

- (iv) On 14 October 2010, the Group subscribed a convertible note issued by Premium Castle ("Premium Castle CN") with a principal amount of HK\$27,000,000 with interest at 2% per annum with maturity of three years from the date of subscription. Full conversion of the Premium Castle CN will result in conversion into 19.59% of ordinary shares of the issued share capital of Premium Castle as of the conversion date. Premium Castle and its subsidiaries are principally engaged in investment holding, securities brokerage and financial advisory.

The fair value at initial recognition of the debt element of the Premium Castle CN and conversion option element of the Premium Castle CN, amounting to approximately HK\$25,675,000 and HK\$1,325,000 respectively, are measured in accordance with HKAS 39. Premium Castle CN was expired on 13 October 2013 and the outstanding debt element of approximately HK\$18,208,000 was reclassified to other receivable ("Loan Receivable") and the Loan Receivable incurred an interest at 2% per annum. Please refer to Note 23 for details.

As the maturity date of Premium Castle CN fell on 13 October 2013, Premium Castle and the Group have agreed to settle the Loan Receivable by entering into a new subscription agreement ("Subscription Agreement") on 24 December 2013 and subscribe a new convertible note issued by Premium Castle ("New Premium Castle CN") with principal amount of HK\$18,600,000, which comprise principle amount and outstanding interest of HK\$17,000,000 and approximately HK\$1,600,000 respectively from the outstanding Premium Castle CN. The completion of the subscription took place on 25 February 2014. Details of the Subscription Agreement were set out in the Company's announcement dated on 24 December 2013.

As at 31 December 2013, the Premium Castle CN was reclassified to other receivable and the cumulative loss on Premium Castle CN previously recognised in AFS financial assets equity reserve was reclassified to profit or loss of approximately HK\$1,209,000. As at 31 December 2012, the principal amount of the Premium Castle CN was HK\$17,000,000. There was no disposal or redemption during both the years ended 31 December 2013 and 2012. No dividend was entitled to the Group during the year ended 31 December 2013 (2012: HK\$Nil).

20. 可供出售金融資產 (續)

附註：(續)

- (iv) 於二零一零年十月十四日，本集團認購由 Premium Castle 所發行本金額為 27,000,000 港元之可換股票據（「Premium Castle 可換股票據」），按年利率 2% 計息，於認購日期起計三年屆滿。全數轉換 Premium Castle 可換股票據將導致轉換為 Premium Castle 於轉換日期已發行股本中 19.59% 普通股。Premium Castle 及其附屬公司主要從事投資控股、證券經紀及財務諮詢。

Premium Castle 可換股票據之債務部分及 Premium Castle 可換股票據轉換權部分於初步確認時之公允價值分別約 25,675,000 港元及 1,325,000 港元，乃根據香港會計準則第 39 號計量。Premium Castle 可換股票據已於二零一三年十月十三日到期，未償還債務部分約 18,208,000 港元已重新分類至其他應收款項（「應收貸款」），而應收貸款乃按年利率 2% 計息。詳情請參閱附註 23。

由於 Premium Castle 可換股票據已於二零一三年十月十三日到期，故 Premium Castle 與本集團同意於二零一三年十二月二十四日訂立新認購協議（「認購協議」），結清應收貸款，並認購 Premium Castle 所發行本金額為 18,600,000 港元之新可換股票據（「新 Premium Castle 可換股票據」），有關本金額包括未獲轉換 Premium Castle 可換股票據之本金額 17,000,000 港元及未償還利息約 1,600,000 港元。認購事項於二零一四年二月二十五日完成。認購協議詳情載於本公司日期為二零一三年十二月二十四日之公告內。

於二零一三年十二月三十一日，Premium Castle 可換股票據已重新分類至其他應收款項，而 Premium Castle 可換股票據以往於可供出售金融資產股本儲備確認之累計虧損約 1,209,000 港元已重新分類至損益。於二零一二年十二月三十一日，Premium Castle 可換股票據之本金額為 17,000,000 港元。於截至二零一三年及二零一二年十二月三十一日止年度並無出售或贖回。於截至二零一三年十二月三十一日止年度，本集團無權獲派股息（二零一二年：零港元）。



20. AVAILABLE-FOR-SALE FINANCIAL ASSETS (CONTINUED)

Notes: (Continued)

- (v) On 17 and 18 April 2013, the Group subscribed a convertible note issued by Celebrate International Holdings Limited ("Celebrate") (collectively referred as "Celebrate CN") with principal amounts of HK\$15,000,000 and HK\$10,000,000 respectively. The Celebrate CN is with zero coupon interest and maturity of six years from the date of subscription.

The fair value at initial recognition of the debt element of the Celebrate CN and conversion option element of the Celebrate CN, amounted to approximately HK\$24,988,000 and HK\$12,000 respectively, are measured in accordance with HKAS 39.

On 28 August 2013, the Company disposed the Celebrate CN at a consideration of HK\$10,000,000. The difference was recognised as loss on derecognition of AFS financial assets.

The following is the analysis of fair value change of AFS financial assets that are measured at fair value for the years ended 31 December 2013 and 2012:

20. 可供出售金融資產 (續)

附註：(續)

- (v) 於二零一三年四月十七日及十八日，本集團認購由譽滿國際(控股)有限公司(「譽滿」)所發行本金額分別為15,000,000港元及10,000,000港元之可換股票據(統稱為「譽滿可換股票據」)。譽滿可換股票據乃零票息，並由認購日期起計六年到期。

譽滿可換股票據之債務部分及譽滿可換股票據轉換權部分於初步確認時之公允價值分別約24,988,000港元及12,000港元，乃根據香港會計準則第39號計算。

於二零一三年八月二十八日，本公司已出售譽滿可換股票據，代價為10,000,000港元。差額已確認為終止確認可供出售金融資產之虧損。

以下為截至二零一三年及二零一二年十二月三十一日止年度按公允價值計量之可供出售金融資產之公允價值變動分析：

Name of unlisted equity/debt securities 非上市股本／債務證券名稱	Change in fair value during the year ended 於截至下列日期止年度之 公允價值變動	
	31 December 2013 二零一三年 十二月三十一日 HK\$'000 千港元	31 December 2012 二零一二年 十二月三十一日 HK\$'000 千港元
Unlisted equity securities issued by:	以下公司發行之非上市股本證券：	
– Cordoba	– 歌德	– 8,166
– HCG	– HCG	– (664)
– HEC	– HEC	(521) (6,871)
Unlisted debt securities issued by:	以下公司發行之非上市債務證券：	
– Premium Castle	– Premium Castle	2,335 2,685
– Celebrate	– 譽滿	(8,611) –

21. CONVERSION OPTIONS EMBEDDED IN CONVERTIBLE NOTES

The Group and the Company

Conversion options embedded in convertible notes represented the conversion options element of the convertible notes subscribed by the Group and are measured at fair value using the binomial option pricing model at initial recognition and at the end of each reporting period. The debt element of the convertible notes is classified as AFS financial assets.

As explained in Note 20 to the consolidated financial statements, the Group subscribed Celebrate CN during the year ended 31 December 2013 and amount of approximately HK\$12,000 was recognised as conversion option embedded in convertible note which was measured at fair value at initial recognition. The Group subscribed Premium Castle CN and Unismart CN during the year ended 31 December 2010 and amounts of approximately HK\$1,325,000 and HK\$397,000 were recognised respectively as conversion options embedded in convertible notes which were measured at fair value at initial recognition.

The Group disposed Celebrate CN on 28 August 2013 and the carrying amount of the conversion option embedded in Celebrate CN was approximately HK\$70,000 at that date. For the year ended 31 December 2012, the Group disposed Unismart CN on 26 September 2012 and the carrying amount of the conversion option embedded in Unismart CN was zero at that date. At 31 December 2012, the carrying amount of conversion option in Premium Castle CN is zero.

21. 可換股票據內含之換股權

本集團及本公司

可換股票據內含之換股權指本集團所認購可換股票據之轉換權部份，乃於初步確認及各呈報期末利用二項式期權定價模型以公允價值計量。可換股票據之債務部份乃分類為可供出售金融資產。

如綜合財務報表附註20所闡述，本集團於截至二零一三年十二月三十一日止年度認購譽滿可換股票據，而約12,000港元之金額已確認為可換股票據內含之換股權，並於初步確認時按公允價值計量。本集團於截至二零一零年十二月三十一日止年度認購Premium Castle可換股票據及英順可換股票據，而分別約1,325,000港元及397,000港元之金額已確認為可換股票據內含之換股權，並於初步確認時按公允價值計量。

本集團於二零一三年八月二十八日出售譽滿可換股票據，而譽滿可換股票據內含之換股權於該日之賬面金額約70,000港元。截至二零一二年十二月三十一日止年度，本集團於二零一二年九月二十六日出售英順可換股票據，而英順可換股票據內含之換股權於該日之賬面金額為零。於二零一二年十二月三十一日，Premium Castle可換股票據內含之換股權之賬面金額為零。



22. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

22. 於損益表按公允價值列賬之金融資產

The Group and the Company

本集團及本公司

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Held-for-trading:	持作買賣：		
Equity securities, at fair value	股本證券，按公允價值		
– listed in Hong Kong	– 於香港上市	58,318	160,445
Debt securities, at fair value	債務證券，按公允價值		
– listed in Singapore	– 於新加坡上市	10,150	22,845
Commodities futures contracts, at fair value	商品期貨合約，按公允價值		
– overseas	– 海外	32	–
		68,500	183,290

The following is a list of the held-for-trading investments as at 31 December 2013:

以下為於二零一三年十二月三十一日之持作買賣投資列表：

Equity securities listed in Hong Kong:

於香港上市之股本證券：

Name of equity securities	Place of incorporation and kind of legal entity	Number of shares held	Interest held	Net (liabilities)/ assets attributable to the Company	Cost of investment	Fair value	Change in fair value
股本證券名稱	註冊成立地點及法定實體類別	所持股份數目	所持權益 (%)	本公司應佔 (負債)/ 資產淨值 '000 千元	投資成本 HK\$'000 千港元	公允價值 HK\$'000 千港元	公允價值變動 HK\$'000 千港元
Mascotte Holdings Limited	Bermuda, limited liability company	200,000,000 ordinary shares	1.4862	HK\$(9,078)	18,063	24,600	6,537
馬斯葛集團有限公司	百慕達，有限公司	200,000,000 股普通股		港幣(9,078)			
New Island Development Holdings Limited	Bermuda, limited liability company	67,436,000 ordinary shares	2.5302	HK\$12,732	55,298	33,718	(21,580)
新洲發展控股有限公司	百慕達，有限公司	67,436,000 股普通股		港幣12,732			

22. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

The Group and the Company (Continued)

Debt securities listed in Singapore:

Name of debt securities	Place of incorporation and kind of legal entity 註冊成立地點及法定實體類別	Number of bonds held 所持債券數目	Interest held 所持權益 (%)	Net assets attributable to the Company 本公司應佔資產淨值 '000 千元	Cost of investment 投資成本 HK\$'000 千港元	Fair value 公允價值 HK\$'000 千港元	Change in fair value 公允價值變動 HK\$'000 千港元
Renhe Commercial Holdings Company Limited	Cayman Islands, limited liability company 開曼群島, 有限公司	2,000,000 bonds 份債券	NA 不適用	NA 不適用	11,158 千港元	10,150 千港元	(1,008) 千港元

Commodities futures contracts – overseas:

Nature of commodities	商品性質	Number of contracts 合約數目	National value 面值 HK\$'000 千港元	Fair value 公允價值 HK\$'000 千港元
NSI/Silver	NSI/白銀	1	787	32

22. 於損益表按公允價值列賬之金融資產 (續)

本集團及本公司 (續)

於新加坡上市之債務證券:

商品期貨合約—海外:

22. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

The Group and the Company (Continued)

The following is a list of the held-for-trading investments as at 31 December 2012:

Equity securities listed in Hong Kong:

Name of equity securities	Place of incorporation and kind of legal entity	Number of shares held	Interest held	Net assets/ (liabilities) attributable to the Company	Cost of investment	Fair value	Change in fair value
股本證券名稱	註冊成立地點及法定實體類別	所持股份數目	所持權益 (%)	本公司應佔資產/ (負債)淨值 '000 千元	投資成本 HK\$'000 千港元	公允價值 HK\$'000 千港元	公允價值變動 HK\$'000 千港元
Eagle Ride Investment Holdings Limited	Cayman Islands, limited liability company	5,000,000 ordinary shares	0.3065	HK\$531	912	530	(382)
鷹力投資控股有限公司	開曼群島·有限公司	5,000,000 股普通股		港幣531			
Mascotte Holdings Limited	Bermuda, limited liability company	2,968,750 ordinary shares	0.6754	HK\$(7,473)	10,830	555	(10,275)
馬斯葛集團有限公司	百慕達·有限公司	2,968,750 股普通股		港幣(7,473)			
Willie International Holdings Limited	Bermuda, limited liability company	44,000 ordinary shares	0.0351	HK\$562	85	48	(37)
威利國際控股有限公司	百慕達·有限公司	44,000 股普通股		港幣562			
Freeman Financial Corporation Limited	Cayman Islands, limited liability company	3,600,000 ordinary shares	0.4896	HK\$10,413	2,970	400	(2,570)
民豐企業控股有限公司	開曼群島·有限公司	3,600,000 股普通股		港幣10,413			

22. 於損益表按公允價值列賬之金融資產 (續)

本集團及本公司 (續)

以下為於二零一二年十二月三十一日之持作買賣投資列表：

於香港上市之股本證券：

22. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

The Group and the Company (Continued)

Equity securities listed in Hong Kong: (Continued)

Name of equity securities	Place of incorporation and kind of legal entity	Number of shares held	Interest held	Net assets/ (liabilities) attributable to the Company	Cost of investment	Fair value	Change in fair value
股本證券名稱	註冊成立地點及法定實體類別	所持股份數目	所持權益 (%)	本公司應佔資產/ (負債)淨值 '000 千元	投資成本 HK\$'000 千港元	公允價值 HK\$'000 千港元	公允價值變動 HK\$'000 千港元
New Island Development Holdings Limited	Bermuda, limited liability company	125,380,000 ordinary shares	4.7042	HK\$22,081	36,872	102,811	65,939
新洲發展控股有限公司	百慕達·有限公司	125,380,000 股普通股		港幣22,081			
Heritage International Holdings Limited	Bermuda, limited liability company	60,000 ordinary shares	0.0032	HK\$32	39	31	(8)
漢基控股有限公司	百慕達·有限公司	60,000 股普通股		港幣32			
Forefront Group Limited	Cayman Islands, limited liability company	550,000 ordinary shares	0.1368	HK\$1,240	556	220	(336)
福方集團有限公司	開曼群島·有限公司	550,000 股普通股		港幣1,240			
Huilii Resources (Group) Limited	Cayman Islands, limited liability company	19,300,000 ordinary shares	1.9300	RMB9,408	32,810	41,302	8,492
滙力資源(集團)有限公司	開曼群島·有限公司	19,300,000 股普通股		人民幣9,408			
China Merchants Bank Co., Ltd.	the PRC, limited liability company	850,000 ordinary shares	0.0039	RMB7,144	12,340	14,518	2,178
招商銀行股份有限公司	中國·有限公司	850,000 股普通股		人民幣7,144			

22. 於損益表按公允價值列賬之金融資產 (續)

本集團及本公司 (續)

於香港上市之股本證券：(續)



22. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

The Group and the Company (Continued)

Debt securities listed in Singapore:

Name of debt securities	Place of incorporation and kind of legal entity 註冊成立地點及法定實體類別	Number of bonds held 所持債券數目	Interest held 所持權益 (%)	Net assets attributable to the Company 本公司應佔資產淨值 '000 千元	Cost of investment 投資成本 HK\$'000 千港元	Fair value 公允價值 HK\$'000 千港元	Change in fair value 公允價值變動 HK\$'000 千港元
Renhe Commercial Holdings Company Limited	Cayman Islands, limited liability company	4,100,000 bonds	NA	NA	23,338	22,875	(463)
人和商業控股有限公司	開曼群島有限公司	4,100,000 份債券	不適用	不適用			

A brief description of the business and financial information of the above listed equity securities, based on their latest financial statements, are as follows:

- (i) Mascotte Holdings Limited is principally engaged in solar grade polycrystalline silicon, loan financing, trading of investments, manufacture and sale of accessories for photographic, electrical and multimedia products and property investment.

The unaudited net loss attributable to the owners of Mascotte Holdings Limited for the six months ended 30 September 2013 was approximately HK\$924,409,000 (2012: approximately HK\$2,360,525,000).

- (ii) New Island Development Holdings Limited (formerly known as New Island Printing Holdings Limited) is principally engaged in printing and manufacturing of high quality paper products, provision of brokerage of securities services, provision of finance, trading of securities investments and property investment.

The unaudited net profit (2012: loss) attributable to the owners of New Island Development Holdings Limited for the six months ended 30 September 2013 was approximately HK\$12,518,000 (2012: approximately HK\$20,304,000).

22. 於損益表按公允價值列賬之金融資產 (續)

本集團及本公司 (續)

於新加坡上市之債務證券：

根據上述上市股本證券最近期之財務報表，其業務簡介及財務資料如下：

- (i) 馬斯葛集團有限公司主要從事太陽能級多晶硅、貸款融資、買賣投資、照相、電器及多媒體產品配件之製造及銷售，以及物業投資。

馬斯葛集團有限公司截至二零一三年九月三十日止六個月之未經審核擁有人應佔虧損淨額約924,409,000港元（二零一二年：約2,360,525,000港元）。

- (ii) 新洲發展控股有限公司（前稱新洲印刷集團有限公司）主要從事印刷及製造高質素紙製品、提供證券經紀服務、提供融資、證券投資買賣及物業投資。

新洲發展控股有限公司截至二零一三年九月三十日止六個月之未經審核擁有人應佔純利（二零一二年：虧損淨額）約12,518,000港元（二零一二年：約20,304,000港元）。

22. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

The Group and the Company (Continued)

A brief description of the business and financial information of the above listed equity securities, based on their latest financial statements, are as follows: (Continued)

- (iii) Renhe Commercial Holdings Company Limited principally engaged in the shopping mall operating business in the PRC.

The unaudited net loss (2012: profit) attributable to owners of Renhe Commercial Holdings Company Limited for the six months ended 30 June 2013 was approximately RMB184,505,000 (2012: approximately RMB933,009,000).

- (iv) Eagle Ride Investment Holdings Limited (formerly known as Radford Capital Investment Limited) is principally engaged in investment in listed and unlisted companies in Hong Kong and overseas market.

No share was held by the Group and the Company as at 31 December 2013 (the unaudited net loss attributable to the owners of Eagle Ride Investment Holdings Limited (for the six months ended 30 June 2012: approximately HK\$82,298,000).

- (v) Willie International Holdings Limited is principally engaged in investment holding, trading of investments, property investment and provision of financial services.

No share was held by the Group and the Company as at 31 December 2013 (the unaudited net loss attributable to the owners of Willie International Holdings Limited for the six months ended 30 June 2012: approximately HK\$176,981,000).

22. 於損益表按公允價值列賬之金融資產 (續)

本集團及本公司 (續)

根據上述上市股本證券最近期之財務報表，其業務簡介及財務資料如下：(續)

- (iii) 人和商業控股有限公司主要於中國從事購物商場經營業務。

人和商業控股有限公司截至二零一三年六月三十日止六個月之未經審核擁有人應佔虧損淨額(二零一二年：溢利)約人民幣184,505,000元(二零一二年：約人民幣933,009,000元)。

- (iv) 鷹力投資控股有限公司(前稱萊福資本投資有限公司)之主要業務為投資於香港及海外市場之上市及非上市公司。

本集團及本公司於二零一三年十二月三十一日並無持有任何股份(鷹力投資控股有限公司截至二零一二年六月三十日止六個月之未經審核擁有人應佔虧損淨額：約82,298,000港元)。

- (v) 威利國際控股有限公司主要從事投資控股、投資買賣、物業投資及提供金融服務。

本集團及本公司於二零一三年十二月三十一日並無持有任何股份(威利國際控股有限公司截至二零一二年六月三十日止六個月之未經審核擁有人應佔虧損淨額：約176,981,000港元)。



22. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

The Group and the Company (Continued)

A brief description of the business and financial information of the above listed equity securities, based on their latest financial statements, are as follows: (Continued)

- (vi) Freeman Financial Corporation Limited is principally engaged in trading of securities, provision for finance, property holding and investment, insurance agency and brokerage business, securities brokerage, investment advisory and investment holding.

No share was held by the Group and the Company as at 31 December 2013 (the unaudited net loss attributable to the owners of Freeman Financial Corporation Limited for the six months ended 30 September 2012: approximately HK\$39,847,000).

- (vii) Heritage International Holdings Limited is principally engaged in property investment, securities investment, money lending and investing holding.

No share was held by the Group and the Company as at 31 December 2013 (the unaudited net loss attributable to the owners of Heritage International Holdings Limited for the six months ended 30 September 2012: approximately HK\$90,314,000).

- (viii) Forefront Group Limited is principally engaged in provision of logistic services in Hong Kong and the PRC, manufacturing of carbon fiber in the PRC, properties investments, securities trading and money lending business.

No share was held by the Group and the Company as at 31 December 2013 (the unaudited net loss attributable to the owners of Forefront Group Limited for the six months ended 30 June 2012: approximately HK\$86,508,000).

22. 於損益表按公允價值列賬之金融資產 (續)

本集團及本公司 (續)

根據上述上市股本證券最近期之財務報表，其業務簡介及財務資料如下：(續)

- (vi) 民豐企業控股有限公司主要從事買賣證券、提供融資、持有物業及投資、保險代理及經紀業務、證券經紀、投資顧問及投資控股。

本集團及本公司於二零一三年十二月三十一日並無持有任何股份(民豐企業控股有限公司截至二零一二年九月三十日止六個月之未經審核擁有人應佔虧損淨額：約39,847,000港元)。

- (vii) 漢基控股有限公司主要從事物業投資、證券投資、放債及投資控股。

本集團及本公司於二零一三年十二月三十一日並無持有任何股份(漢基控股有限公司截至二零一二年九月三十日止六個月之未經審核擁有人應佔虧損淨額：約90,314,000港元)。

- (viii) 福方集團有限公司主要從事於香港及中國提供物流服務、於中國生產碳纖維、物業投資、證券買賣及貸款業務。

本集團及本公司於二零一三年十二月三十一日並無持有任何股份(福方集團有限公司截至二零一二年六月三十日止六個月之未經審核擁有人應佔虧損淨額：約86,508,000港元)。

22. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

The Group and the Company (Continued)

A brief description of the business and financial information of the above listed equity securities, based on their latest financial statements, are as follows: (Continued)

- (ix) Huili Resources (Group) Limited principally engaged in the mining, ore processing and sales of nickel, copper, lead and zinc metal product in PRC.

No share was held by the Group and the Company as at 31 December 2013 (the unaudited net profit attributable to the owners of Huili Resources (Group) Limited for the six months ended 30 June 2012: approximately RMB7,730,000).

- (x) China Merchants Bank Co., Ltd principally engaged in finance lease, banking and financial advisory services in the Shanghai and Hong Kong.

No share was held by the Group and the Company as at 31 December 2013 (the unaudited net profit attributable to the owners of China Merchants Bank Co., Ltd for the six months ended 30 June 2012: approximately RMB23,377,000,000).

22. 於損益表按公允價值列賬之金融資產 (續)

本集團及本公司 (續)

根據上述上市股本證券最近期之財務報表，其業務簡介及財務資料如下：(續)

- (ix) 滙力資源(集團)有限公司主要於中國從事採礦、選礦及銷售鎳、銅、鉛及鋅金屬產品。

本集團及本公司於二零一三年十二月三十一日並無持有任何股份(滙力資源(集團)有限公司截至二零一二年六月三十日止六個月之未經審核擁有人應佔純利：約人民幣7,730,000元)。

- (x) 招商銀行股份有限公司主要於上海及香港從事融資租賃、銀行及財務顧問服務。

本集團及本公司於二零一三年十二月三十一日並無持有任何股份(招商銀行股份有限公司截至二零一二年六月三十日止六個月之未經審核擁有人應佔純利：約人民幣23,377,000,000元)。



22. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

The followings are the analysis of realised (loss)/gain of each held-for-trading investments for the years ended 31 December 2013 and 2012:

2013

Name of equity securities	股本證券名稱	Stock code 股份代號	Selling price	Cost of investment	Realised loss
			售價 HK\$'000 千港元	投資成本 HK\$'000 千港元	已變現虧損 HK\$'000 千港元
China Merchants Bank Co., Ltd.	招商銀行股份有限公司	3968	30,085	31,488	(1,403)
Forefront Group Limited	福方集團有限公司	855	121	220	(99)
Freeman Financial Corporation Limited	民豐企業控股有限公司	279	396	400	(4)
Heritage International Holdings Limited	漢基控股有限公司	412	14	31	(17)
Huilii Resources (Group) Limited	滙力資源(集團)有限公司	1303	40,698	41,302	(604)
Mascotte Holdings Limited	馬斯葛集團有限公司	136	479	555	(76)
New Island Development Holdings Limited	新洲發展控股有限公司	377	22,308	47,514	(25,206)
Eagle Ride Investment Holdings Limited	鷹力投資控股有限公司	901	317	530	(213)
Tencent Holdings Limited	騰訊控股有限公司	700	5,572	6,061	(489)
China High Speed Transmission Equipment Group Co., Ltd.	中國高速傳動設備集團有限公司	658	2,259	2,503	(244)
Willie International Holdings Limited	威利國際控股有限公司	273	27	48	(21)

22. 於損益表按公允價值列賬之金融資產(續)

以下為於截至二零一三年及二零一二年十二月三十一日止年度每項持作買賣投資之已變現(虧損)/收益分析:

二零一三年

Name of debt Securities	債務證券名稱	Selling price	Cost of investment	Realised loss
		售價 HK\$'000 千港元	投資成本 HK\$'000 千港元	已變現虧損 HK\$'000 千港元
Renhe Commercial Holdings Company Limited	人和商業控股有限公司	9,393	11,716	(2,323)

22. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

22. 於損益表按公允價值列賬之金融資產 (續)

Name of commodities futures contracts 商品期貨合約名稱		Selling price 售價 HK\$'000 千港元	Cost of investment 投資成本 HK\$'000 千港元	Realised loss 已變現虧損 HK\$'000 千港元
NSI/Silver	NIS/白銀	(148)	(183)	(331)

During the year ended 31 December 2013, dividend income of approximately HK\$697,000 was received from China Merchants Bank Co., Ltd..

截至二零一三年十二月三十一日止年度，從招商銀行股份有限公司收取股息收入約697,000港元。

2012

二零一二年

Name of equity securities	股本證券名稱	Stock code	Selling price 售價 HK\$'000 千港元	Cost of investment 投資成本 HK\$'000 千港元	Realised (loss)/gain 已變現(虧損)/收益 HK\$'000 千港元
Jianxi Copper Company Limited	江西銅業股份有限公司	358	1,475	1,500	(25)
Bank of China Limited	中國銀行股份有限公司	3988	871	878	(7)
China Merchants Bank Co., Ltd	招商銀行股份有限公司	3968	1,557	1,606	(49)
CNOOC Limited	中國海洋石油有限公司	883	16,530	16,462	68
Aluminum Corporation of China Limited	中國鋁業股份有限公司	2600	2,990	2,888	102
Maanshan Iron & Steel Company Limited	馬鞍山鋼鐵股份有限公司	323	3,515	3,823	(308)
CITIC Securities Company Limited	中信證券股份有限公司	6030	4,866	4,663	203

During the year ended 31 December 2012, dividend income of approximately HK\$116,000 and HK\$63,000 was received from China Merchants Bank Co., Ltd. and CNOOC Limited respectively.

截至二零一二年十二月三十一日止年度，分別從招商銀行股份有限公司及中國海洋石油有限公司收取股息收入約116,000港元及63,000港元。



23. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

The Group

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Prepayments	預付款項	4,876	825
Other receivables (Note)	其他應收款項(附註)	60,917	2,216
Rental deposits and other deposits	租金按金及其他按金	2,815	2,531
		68,608	5,572

Note:

Other receivables mainly include loans and receivables reclassified from AFS financial assets of approximately HK\$18,208,000 (please refer to Note 20(iv) for details), interest receivables from AFS financial assets, financial assets at FVTPL, Loan Receivable of approximately HK\$1,909,000 and other receivable from an investee of approximately HK\$40,800,000 (please refer to Note 20(iii) for details).

The Company

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Prepayments	預付款項	4,876	825
Other receivables (Note)	其他應收款項(附註)	20,117	2,216
Rental deposits and other deposits	租金按金及其他按金	2,815	2,531
		27,808	5,572

Note:

Other receivables mainly include loans and receivables reclassified from AFS financial assets of approximately HK\$18,208,000 (please refer to Note 20(iv) for details), interest receivables from AFS financial assets, financial assets at FVTPL and Loan Receivable of approximately HK\$1,909,000.

23. 預付款項、按金及其他應收款項

本集團

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Prepayments	預付款項	4,876	825
Other receivables (Note)	其他應收款項(附註)	60,917	2,216
Rental deposits and other deposits	租金按金及其他按金	2,815	2,531
		68,608	5,572

附註:

其他應收款項主要包括已自可供出售金融資產重新分類之貸款及應收款項約18,208,000港元(詳情請參閱附註20(iv))、可供出售金融資產之應收利息、於損益表按公允價值列賬之金融資產、應收貸款約1,909,000港元及被投資公司之其他應收款項約40,800,000港元(詳情請參閱附註20(iii))。

本公司

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Prepayments	預付款項	4,876	825
Other receivables (Note)	其他應收款項(附註)	20,117	2,216
Rental deposits and other deposits	租金按金及其他按金	2,815	2,531
		27,808	5,572

附註:

其他應收款項主要包括已自可供出售金融資產重新分類之貸款及應收款項約18,208,000港元(詳情請參閱附註20(iv))、可供出售金融資產之應收利息、於損益表按公允價值列賬之金融資產及應收貸款約1,909,000港元。

24. WARRANTS

On 27 March 2012, the share consolidation was effective. The number and exercise price of outstanding convertible note warrants ("Outstanding CN Warrants") and warrants ("Outstanding Warrants") has been adjusted. The 55,705,262 Outstanding CN Warrants issued on 13 July 2009 and 22 April 2010 with an exercise price of HK\$0.25 immediately before the share consolidation has been adjusted to 5,570,526 with an exercise price of HK\$2.5. The 179,484,913 Outstanding Warrants issued on 8 April 2011 with an exercise price of HK\$0.45 immediately before the share consolidation has been adjusted to 17,948,491 with an exercise price of HK\$4.5. Details of the adjustment of Outstanding CN Warrants and Outstanding Warrants have been disclosed in the announcement dated on 15 March 2012.

During the year ended 31 December 2012, 5,360,000 Outstanding CN Warrants issued on 31 July 2009 were expired. The fair value of approximately HK\$22,664,000 was reclassified from warrant reserve to accumulated losses. At 31 December 2012, the Company had outstanding warrants of approximately 18,159,000 and their exercise in full would result in the issuance of approximately 18,159,000 shares.

On 3 September 2013, the rights issue was completed. The number and exercise price of Outstanding Warrants has been adjusted. The 17,948,491 Outstanding Warrants issued on 8 April 2011 with an exercise price of HK\$4.5 immediately before the rights issue has been adjusted to 26,922,737 with an exercise price of HK\$3.87. Details of the adjustment of Outstanding Warrants have been disclosed in the announcement dated on 3 September 2013.

During the year ended 31 December 2013, 210,526 Outstanding CN Warrants issued on 22 April 2010 were expired and did not subject to the adjustment. The amount of approximately HK\$409,000 was reclassified from warrant reserve to accumulated losses. At 31 December 2013, the Company had outstanding warrants of approximately 26,923,000 and their exercise in full would result in the issuance of approximately 26,923,000 shares.

24. 認股權證

股份合併於二零一二年三月二十七日生效。未行使可換股票據認股權證（「未行使可換股票據認股權證」）及認股權證（「未行使認股權證」）數目及行使價已予調整。緊接股份合併前，於二零零九年七月十三日及二零一零年四月二十二日發行之55,705,262份未行使可換股票據認股權證（行使價0.25港元）已調整為5,570,526份（行使價2.5港元）。緊接股份合併前於二零一一年四月八日發行之179,484,913份未行使認股權證（行使價0.45港元）已調整為17,948,491份（行使價4.5港元）。未行使可換股票據認股權證及未行使認股權證調整之詳情於日期為二零一二年三月十五日之公告披露。

截至二零一二年十二月三十一日止年度，於二零零九年七月三十一日發行之5,360,000份未行使可換股票據認股權證已經到期。公允價值約22,664,000港元由認股權證儲備重新分類至累計虧損。於二零一二年十二月三十一日，本公司擁有約18,159,000份未行使認股權證，如獲悉數行使將導致發行約18,159,000股股份。

供股於二零一三年九月三日完成。未行使認股權證之數目及行使價已作調整。緊接供股前於二零一一年四月八日發行之17,948,491份未行使認股權證（行使價4.5港元）已調整為26,922,737份（行使價3.87港元）。未行使認股權證之調整詳情於日期為二零一三年九月三日之公告披露。

截至二零一三年十二月三十一日止年度，於二零一零年四月二十二日發行之210,526份未行使可換股票據認股權證已經到期，故無須作出調整。約409,000港元之款額由認股權證儲備重新分類至累計虧損。於二零一三年十二月三十一日，本公司有約26,923,000份未行使認股權證，如獲悉數行使將導致發行約26,923,000股股份。



25. SHARE CAPITAL

25. 股本

		Number of shares 股份數目		Amount 款額	
		2013 二零一三年	2012 二零一二年	2013 二零一三年	2012 二零一二年
		'000 千股	'000 千股	HK\$'000 千港元	HK\$'000 千港元
The Group and the Company	本集團及本公司				
Authorised:	法定：				
At 1 January, ordinary shares of HK\$0.01/HK\$0.05 each	於一月一日，每股面值0.01港元／0.05港元之普通股	20,000,000	4,000,000	200,000	200,000
Capital reorganisation (Note (iii))	股本重組 (附註(iii))	-	16,000,000	-	-
At 31 December, ordinary shares of HK\$0.01 each	於十二月三十一日，每股面值0.01港元之普通股	20,000,000	20,000,000	200,000	200,000
Issued and fully paid:	已發行及繳足：				
At 1 January, ordinary shares of HK\$0.01/HK\$0.05 each	於一月一日，每股面值0.01港元／0.05港元之普通股	184,266	1,842,661	1,843	92,133
Rights issue (Note (i))	供股 (附註(i))	110,558	-	1,106	-
Placing (Note (ii))	配售 (附註(ii))	36,850	-	368	-
Capital reorganisation (Note (iii))	股本重組 (附註(iii))	-	(1,658,395)	-	(90,290)
At 31 December, ordinary shares of HK\$0.01 each	於十二月三十一日，每股面值0.01港元之普通股	331,674	184,266	3,317	1,843

25. SHARE CAPITAL (CONTINUED)*Notes:*

- (i) On 3 September 2013, the Company completed the rights issue on the basis of one rights share for every two shares held on the record date. 110,558,052 shares were issued at a subscription price of HK\$0.17 per rights share. A share premium of approximately HK\$16,099,000 had credited to share premium. The net proceeds of approximately HK\$17,205,000 are intended to be used for investments in listed and unlisted securities and/or as general working capital of the Group and for future investments pursuant to the investment objectives of the Company. Details of the rights issue were set out in the Company's announcement dated on 9 July 2013.
- (ii) On 28 June 2013, the Company placed 36,850,000 placing shares at the placing price of HK\$0.285 per placing share. A share premium of approximately HK\$9,568,000 had credited to share premium. The net proceeds of approximately HK\$9,936,000 are intended to be used for general working capital of the Group and for future investments pursuant to the investment objectives of the Company. Details of the placing were set out in the Company's announcement dated on 20 June 2013.
- (iii) On 27 March 2012, a capital reorganisation (the "Capital Reorganisation") became effective in which every ten issued and unissued share of HK\$0.05 each in the share capital of the Company was consolidated (the "Share Consolidation") into one consolidated share of HK\$0.50 (the "Consolidated Share"). Following the Share Consolidation, the issued and paid up share capital of the Company was reduced (the "Capital Reduction") by cancelling the paid-up capital to the extent of HK\$0.49 on each Consolidated Share in issue so that each issued Consolidated Share of HK\$0.50 each of the Company be treated as one fully paid-up share of HK\$0.01 par value each ("New Share(s)") in the share capital of the Company and any liability of the holders of such shares to make any further contribution to the capital of the Company on each such share shall be treated as satisfied and that the amount of issued capital thereby cancelled be made available for issue of new shares of the Company. Immediately following the Capital Reduction, each authorised but unissued share of the Company of par value of HK\$0.50 each was sub-divided into fifty New Shares of par value of HK\$0.01 each ("Share Subdivision").

All the shares issued during the year rank *pari passu* with the then existing shares in all respects.

25. 股本 (續)*附註:*

- (i) 於二零一三年九月三日，本公司完成按於記錄日期所持每兩股股份獲發一股供股股份之基準進行供股。110,558,052股股份已按認購價每股供股股份0.17港元予以發行。股份溢價約16,099,000港元已計入股份溢價。所得款項淨額約17,205,000港元擬用於投資上市及非上市證券及／或用作本集團之一般營運資金及根據本公司之投資目標用作未來投資。供股詳情載於本公司於二零一三年七月九日刊發之公告內。
- (ii) 於二零一三年六月二十八日，本公司配售36,850,000股配售股份，配售價為每股配售股份0.285港元。股份溢價約9,568,000港元已計入股份溢價。所得款項淨額約9,936,000港元擬用作本集團之一般營運資金及根據本公司之投資目標用作未來投資。配售之詳情載於本公司於二零一三年六月二十日刊發之公告內。
- (iii) 於二零一二年三月二十七日，透過將每十股本公司股本中每股面值0.05港元之已發行及未發行股份合併為一股面值0.50港元之合併股份（「合併股份」）（「股份合併」）進行之股本重組（「股本重組」）生效。股份合併後，透過註銷每股已發行合併股份之繳足股本0.49港元，削減本公司之已發行及繳足股本（「股本削減」），致使本公司每股面值0.50港元之已發行合併股份被視為一股本公司股本中每股面值0.01港元之全數繳足股份（「新股份」），而該等股份持有人就每股有關股份對本公司資本作出任何進一步出資之任何責任應被視為已履行，並將據此註銷之已發行股本金額可供發行本公司新股份。緊隨股本削減後，將本公司每股面值0.50港元之法定但未發行股份拆細為五十股每股面值0.01港元之新股份（「股份拆細」）。

所有於年內發行之股份於所有方面與當時之現有股份享有同等權益。



26. RESERVES

The Company

26. 儲備

本公司

		Share premium	Share option reserve	Warrants reserve	Available- for-sale financial asset equity reserve	Accumulated losses	Total
		股份溢價	購股權儲備	認股權證 儲備	可供出售 金融資產 權益儲備	累積虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2012	於二零一二年一月一日	301,921	4,558	23,162	(4,222)	(242,244)	83,175
Profit for the year	年內溢利	-	-	-	-	30,675	30,675
Other comprehensive income for the year, net of income tax	年內其他全面收益， 已扣除所得稅	-	-	-	3,097	-	3,097
Total comprehensive income for the year	年內全面收益總額	-	-	-	3,097	30,675	33,772
Capital Reorganisation	股本重組	(495)	-	-	-	90,290	89,795
Release upon expiry of warrants	於認股權證屆滿時解除	-	-	(22,664)	-	22,664	-
At 31 December 2012 and 1 January 2013	於二零一二年十二月三十一日 及二零一三年一月一日	301,426	4,558	498	(1,125)	(98,615)	206,742
Loss for the year	年內虧損	-	-	-	-	(116,940)	(116,940)
Other comprehensive income for the year, net of income tax	年內其他全面收益， 已扣除所得稅	-	-	-	1,125	-	1,125
Total comprehensive income/(loss) for the year	年內全面收益/ (虧損)總額	-	-	-	1,125	(116,940)	(115,815)
Placing	配售	10,134	-	-	-	-	10,134
Placing expenses	配售開支	(566)	-	-	-	-	(566)
Rights issue	供股	17,689	-	-	-	-	17,689
Rights issue expenses	供股開支	(1,590)	-	-	-	-	(1,590)
Release upon expiry of warrants	於認股權證屆滿時解除	-	-	(409)	-	409	-
At 31 December 2013	於二零一三年十二月三十一日	327,093	4,558	89	-	(215,146)	116,594

27. PROMISSORY NOTES

On 21 November 2012 and 11 April 2013, the Group issued seven and four promissory notes respectively of HK\$10,000,000 each to eleven independent third parties. Each promissory note is issued at 5% interest rate per annum with 7 years maturity from the date of issue. The net proceeds are intended to be used for investment in listed securities and/or general capital of the Group.

The carrying amount and fair value of promissory notes at the end of the reporting period:

The Group and the Company

		Carrying amount		Fair value	
		賬面金額	賬面金額	公允價值	公允價值
		2013	2012	2013	2012
		二零一三年	二零一二年	二零一三年	二零一二年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Promissory notes	承兌票據	108,085	68,631	71,715	56,831

The fair value of the promissory notes is calculated based on the present value of contractually determined stream of future cash flow discounted at approximately 12.5%.

28. DEFERRED TAXATION

No provision for deferred taxation has been made as the Group and the Company had no material temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements (2012: Nil).

At the end of the reporting period, the Group has estimated tax losses of approximately HK\$285,346,000 (2012: approximately HK\$168,265,000) that are available for offsetting against future taxable profits of the Group. No deferred tax asset has been recognised due to the unpredictability of the future profit streams.

27. 承兌票據

於二零一二年十一月二十一日及二零一三年四月二十一日，本集團分別發行七份及四份每份10,000,000港元之承兌票據予十一名獨立第三方。每份承兌票據按年利率5%發行，於發行日期起計滿七年到期。所得款項淨額擬用於上市證券投資及／或本集團一般資金。

承兌票據於呈報期末之賬面金額及公允價值：

本集團及本公司

		Carrying amount		Fair value	
		賬面金額	賬面金額	公允價值	公允價值
		2013	2012	2013	2012
		二零一三年	二零一二年	二零一三年	二零一二年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Promissory notes	承兌票據	108,085	68,631	71,715	56,831

承兌票據之公允價值乃按以約12.5%貼現之未來現金流之約定流量現值計算。

28. 遞延稅項

由於本集團及本公司之資產及負債之稅基與其於財務報表內之賬面金額並無重大暫時差額，故並無作出遞延稅項撥備（二零一二年：無）。

於呈報期末，本集團之估計稅項虧損約285,346,000港元（二零一二年：約168,265,000港元），可用以抵銷本集團日後之應課稅溢利。由於難以預測日後溢利來源，因此遞延稅項資產並無予以確認。



28. DEFERRED TAXATION (CONTINUED)

At the end of the reporting period, the Company has estimated tax losses of approximately HK\$268,686,000 (2012: approximately HK\$168,265,000) that are available for offsetting against future taxable profits of the Group. No deferred tax asset has been recognised due to the unpredictability of the future profit streams.

29. NET ASSETS VALUE PER SHARE

As at 31 December 2013, the net assets value per share is HK\$0.36 (2012: HK\$1.14).

The calculation of net assets value per share is based on the net assets of approximately HK\$120,343,000 (2012: approximately HK\$209,878,000) and 331,674,000 (2012: 184,266,000) ordinary shares in issue as at 31 December 2013.

30. ACQUISITION OF SUBSIDIARIES

Acquisition of Sea Hero and Prima Power

On 5 September 2013, the Group acquired the entire issued share capital of Sea Hero and Prima Power (collectively referred as "Sea Hero Group") of the total consideration of HK\$24,500,000 in cash. The Sea Hero Group has not carried out any significant business transaction since the acquisition except holding a yacht. The acquisition did not constitute an acquisition of business as the Group principally purchased fixed asset through the acquisition. Therefore, the acquisition was not disclosed as business combination in accordance with the requirements of HKFRS 3 *Business Combination*. The acquisition was accounted for as asset acquisition.

28. 遞延稅項 (續)

於呈報期末，本公司之估計稅項虧損約268,686,000港元(二零一二年：約168,265,000港元)，可用以抵銷本集團日後之應課稅溢利。由於難以預測日後溢利來源，因此遞延稅項資產並無予以確認。

29. 每股資產淨值

於二零一三年十二月三十一日，每股資產淨值為0.36港元(二零一二年：1.14港元)。

每股資產淨值乃按於二零一三年十二月三十一日之資產淨值約120,343,000港元(二零一二年：約209,878,000港元)及331,674,000股(二零一二年：184,266,000股)已發行普通股計算。

30. 收購附屬公司

收購Sea Hero及Prima Power

於二零一三年九月五日，本集團收購Sea Hero及Prima Power(統稱為「Sea Hero集團」)全部已發行股本，總代價為現金24,500,000港元。自收購以來，Sea Hero集團並無進行任何重大業務交易，惟持有一艘遊艇除外。由於本集團主要透過收購事項購買固定資產，故收購事項並不構成一項業務收購。因此，收購事項並無按照香港財務報告準則第3號「業務合併」之規定披露為業務合併。收購事項以資產收購入賬。

30. ACQUISITION OF SUBSIDIARIES (CONTINUED)

Acquisition of Sea Hero and Prima Power (Continued)

Summary of the effects of the acquisition are as follows:

		Acquiree's carrying amount	Total
		被收購公司之 賬面金額	總計
		HK\$'000	HK\$'000
		千港元	千港元
Net assets acquired:	收購資產淨額：		
Yacht	帆船	24,500	24,500
Total consideration satisfied by:	以下列方式支付之總代價：		
Cash consideration	現金代價		24,500
Net cash outflow arising on acquisition:	收購時產生之現金流出淨額：		
Cash consideration	現金代價		24,500

Note:

Sea Hero and Prima Power did not generate any turnover and incurred a loss of approximately HK\$817,000 for the period from 5 September 2013 (the date of acquisition) to 31 December 2013.

If the acquisition had been completed on 1 January 2013, the Group's turnover for the year ended 31 December 2013 would not be affected, and loss for the year ended 31 December 2013 would have been approximately HK\$817,000. The pro forma information is for illustrative purpose only and is not necessarily an indication of turnover and results of the Sea Hero Group that actually would have been achieved had the acquisition been completed on 1 January 2013, nor is it intended to be a projection of future results.

30. 收購附屬公司 (續)

收購Sea Hero及Prima Power (續)

收購影響概要如下：

		Acquiree's carrying amount	Total
		被收購公司之 賬面金額	總計
		HK\$'000	HK\$'000
		千港元	千港元
Net assets acquired:	收購資產淨額：		
Yacht	帆船	24,500	24,500
Total consideration satisfied by:	以下列方式支付之總代價：		
Cash consideration	現金代價		24,500
Net cash outflow arising on acquisition:	收購時產生之現金流出淨額：		
Cash consideration	現金代價		24,500

附註：

於二零一三年九月五日(收購日期)至二零一三年十二月三十一日，Sea Hero及Prima Power並無產生任何營業額，並產生虧損約817,000港元。

倘收購事項於二零一三年一月一日完成，本集團截至二零一三年十二月三十一日止年度之營業額將不受影響，而截至二零一三年十二月三十一日止年度之虧損應約817,000港元。備考資料僅供說明用途，未必為假設收購事項已於二零一三年一月一日完成，Sea Hero集團實際應取得之營業額及業績指標，亦不擬作為未來業績預測。



31. OPERATING LEASE COMMITMENTS

The Group and the Company

As lessee

As at the end of each reporting period, the total future minimum lease payments under non-cancellable operating leases falling due as follows:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Within one year	一年內	10,046	5,646
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)	8,010	7,237
		18,056	12,883

The Group leases office properties under operating lease arrangement and the lease payments are fixed and pre-determined.

31. 經營租賃承擔

本集團及本公司

作為承租人

於各呈報期末，根據不可撤銷經營租賃到期應付之未來最低租賃款項總值如下：

本集團根據經營租賃安排租賃辦公室物業，而租賃款項為固定且預先確定。

32. MATERIAL RELATED PARTY TRANSACTIONS

Saved as disclosed elsewhere in the consolidated financial statements, for the years ended 31 December 2013 and 2012, the Group had entered into transactions with related parties, which, in the opinion of the directors, were carried out on normal commercial terms and in the ordinary course of the Group's business.

32. 重大關連人士交易

除綜合財務報表其他部份所披露者外，於截至二零一三年及二零一二年十二月三十一日止年度，本集團與關連人士訂立交易，董事認為有關交易乃於本集團之日常業務過程中按一般商業條款進行。

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Consultancy expenses paid to a related party (Note (i))	已付關連人士之顧問費用 (附註(i))	400	400
Interest income received from a related party (Note (ii))	已收關連人士之利息收入 (附註(ii))	345	340
Brokerage fee paid to a related party (Note (iii))	已付關連人士之經紀費用 (附註(iii))	-	19
Commission expenses paid to a related party (Note (iii))	已付關連人士之佣金費用 (附註(iii))	800	1,400
License fee paid to a related party for use of office (Note (iii))	就使用辦公室向關連人士支付之特許費 (附註(iii))	581	-
AFS financial assets issued by a related party (Note (ii))	關連人士發行之可供出售金融資產 (附註(ii))	-	15,638
Loan Receivable from a related party (Note (ii))	來自關連人士之應收貸款 (附註(ii))	18,208	-
Interest receivable from a related party (Note (ii))	應收關連人士之利息 (附註(ii))	1,287	942

Notes:

- (i) Mr. Wu Tse Wai, Frederick is the director of the Company and Beijing Capital Partners Limited ("Beijing Capital"). Beijing Capital has switched from providing investment management services to consultancy services since 27 May 2011.
- (ii) Mr. Wong Danny F. is the director of the Company and the shareholder of Premium Castle.
- (iii) Mr. Wong Danny F. is the director of the Company and the shareholder of Beijing Securities Limited's holding company.

附註:

- (i) 吳子惠先生為本公司及北京資本有限公司(「北京資本」)之董事。北京資本自二零一一年五月二十七日起由提供投資管理服務轉為提供顧問服務。
- (ii) 汪曉峰先生為本公司之董事及Premium Castle之股東。
- (iii) 汪曉峰先生為本公司之董事及北京證券有限公司之控股公司之股東。



32. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

Key management compensation

32. 重大關連人士交易（續）

主要管理層薪酬

	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Salaries and other short-term employee benefits 薪金及其他短期僱員福利	4,001	3,935
Employer's contribution to pension scheme 退休金計劃之僱主供款	44	41
	4,045	3,976

The emoluments of directors and other members of key management are determined by the remuneration committee having regard to the performance of individuals and market trends.

董事及主要管理層其他成員之酬金乃由薪酬委員會按個別表現及市場趨勢釐定。

33. SHARE-BASED PAYMENT TRANSACTIONS

Pursuant to an ordinary resolution duly passed at an extraordinary general meeting of shareholders dated 27 August 2007, the existing share option scheme was terminated, and a new share option scheme was adopted accordingly. At the date of termination of existing share option scheme, there were no option remained outstanding.

With reference to the terms and conditions of the new share option scheme (the "Share Option Scheme") adopted by the Group on 27 August 2007, the purpose of the Share Option Scheme, in principle, is to enable to Group to motivate participants for their significant contributions to the growth of the Group and to retain and maintain on-going business relationship with such participants whose contributions are or will be beneficial to the long-term growth of the Group, it is important for the Group to provide for them, where appropriate, with an additional incentive by offering them an opportunity to obtain an ownership interest in the Company and to reward them for contributing to the Group's long-term success and prosperity. The principal terms of the Share Option Scheme are as follows:

- (i) The total number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme of the Company must not in aggregate exceed ten percent (10%) of the aggregate of the shares in issue as at the adoption date unless refreshed by the shareholders. However, the total number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and all outstanding options granted and yet to be exercised under any other scheme should not exceed thirty percent (30%) of the shares in issue from time to time.
- (ii) The total number of shares in respect of which options may be granted to each eligible participant in any 12-months period must not exceed one percent (1%) of the issued share capital of the Company for the time being.

33. 以股份為基礎付款之交易

根據於二零零七年八月二十七日舉行之股東特別大會上獲正式通過之普通決議案，現有購股權計劃已予終止，而新購股權計劃亦已獲相應採納。於現有購股權計劃終止日期，概無尚未行使之購股權。

根據本集團於二零零七年八月二十七日所採納新購股權計劃（「購股權計劃」）之條款及條件，購股權計劃原則上旨在讓本集團可鼓勵參與者對本集團發展作出重大貢獻，保留及維持與有關參與者之持續業務關係，而彼等之貢獻乃有利於或將會有利於本集團之長期發展。本集團在適當時候向有關參與者提供取得本公司擁有權權益之機會作為額外獎勵，並回饋彼等對本集團長遠成功及興旺作出之貢獻，對本集團而言至關重要。購股權計劃主要條款如下：

- (i) 除非獲股東更新，否則根據本公司之購股權計劃將予授出之全部購股權獲行使時可予發行之股份總數，合共不得超過於採納日期已發行股份總數之百分之十(10%)。然而，根據購股權計劃已授出但未獲行使之全部發行在外購股權以及根據任何其他計劃已授出但未獲行使之全部發行在外購股權獲行使時可予發行之股份總數，不得超過不時已發行股份百分之三十(30%)。
- (ii) 每名合資格參與者在十二個月期間內可獲授購股權所涉之股份總數，不得超過當時本公司已發行股本之百分之一(1%)。



33. SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

- (iii) The subscription price shall be a price determined by the directors, but shall not be less than the highest of (i) the closing price of the shares as stated in the Stock Exchange's daily quotations 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 quotations for the five business days immediately preceding the date of grant; and (iii) the nominal value of the share.
- (iv) An option may be accepted by an eligible participant within 28 days from the date of offer of the option. Upon acceptance of the option, the grantee shall pay HK\$1.00 to the Company by way of consideration for the grant of the option.
- (v) The Share Option Scheme will remain valid for a period of 10 years commencing on 27 August 2007.

On 27 March 2012, the share consolidation was effective. The number and exercise price of outstanding share options ("Outstanding Share Options") has been adjusted. The 1,747,200 and 116,700,000 Outstanding Share Options with an exercise price of HK\$1.9 and HK\$0.189 granted on 28 November 2007 and 18 April 2011 immediately before the share consolidation has been adjusted to 174,720 and 11,670,000 with an exercise price of HK\$19 and HK\$1.89 respectively. Details of the adjustment of Outstanding Share Options have been disclosed in the announcement dated on 15 March 2012.

On 3 September 2013, the rights issue was completed. The number and exercise price of Outstanding Share Options has been adjusted. The 174,720 and 11,670,000 Outstanding Share Options with an exercise price of HK\$19 and HK\$1.89 granted on 28 November 2007 and 18 April 2011 immediately before the rights issue has been adjusted to 209,664 and 14,004,000 with an exercise price of HK\$15.83 and HK\$1.58 respectively. Details of the adjustment of Outstanding Share Options have been disclosed in the announcement dated on 3 September 2013.

33. 以股份為基礎付款之交易 (續)

- (iii) 認購價由董事釐定，惟不得低於以下三者之最高者：(i)股份於授出日期（必須為營業日）在聯交所每日報價表所報之收市價；(ii)股份於緊接授出日期前五個營業日在聯交所每日報價表所報之平均收市價；及(iii)股份之面值。
- (iv) 合資格參與者可於購股權要約日期起計二十八天內接受購股權。承授人一旦接受購股權，則須向本公司支付1.00港元，作為所授出購股權之代價。
- (v) 購股權計劃之有效期為自二零零七年八月二十七日起計十年。

股份合併於二零一二年三月二十七日生效。未行使購股權（「未行使購股權」）數目及行使價已予調整。於二零零七年十一月二十八日及二零一一年四月十八日授出之1,747,200份及116,700,000份未行使購股權（於緊接股份合併前之行使價為1.9港元及0.189港元）已分別調整至174,720份及11,670,000份（行使價19港元及1.89港元）。未行使購股權調整之詳情已於日期為二零一二年三月十五日之公告內披露。

供股於二零一三年九月三日完成。未行使購股權之數目及行使價已作調整。於二零零七年十一月二十八日及二零一一年四月十八日授出之174,720份及11,670,000份未行使購股權（於緊接供股前之行使價為19港元及1.89港元）已調整為209,664份及14,004,000份（行使價15.83港元及1.58港元）。未行使購股權調整之詳情已於日期為二零一三年九月三日之公告內披露。

33. SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

At 31 December 2013, the number of shares in respect of which options had been granted and remained outstanding under the Share Option Scheme was 14,213,664 (2012: 11,844,720), representing 4.3% (2012: 6.4%) of the shares of the Company in issue at that date.

The fair value of the share options granted during the year ended 31 December 2011 was HK\$0.03 each. Options were priced using a binomial option pricing model.

Inputs into the model

Grant date share price	HK\$0.081
Exercise price	HK\$0.890
Expected volatility	88.71%
Option life	6.4 years
Dividend yield	0%
Risk-free interest rate	2.210%
Exercise multiple	1.2

Expected volatility was determined by using the historical volatility of the comparable companies share price over the previous 331 weeks.

The binomial option pricing model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

33. 以股份為基礎付款之交易 (續)

於二零一三年十二月三十一日，與已按購股權計劃授出惟尚未行使之購股權有關之股份數目為14,213,664股（二零一二年：11,844,720股），佔本公司當日已發行股份之4.3%（二零一二年：6.4%）。

截至二零一一年十二月三十一日止年度授出之購股權之公允價值為每份0.03港元。購股權乃按二項式期權定價模式定價。

該模式之輸入值

授出日期之股價	0.081港元
行使價	0.890港元
預期波幅	88.71%
購股權有效期	6.4年
股息回報率	0%
無風險利率	2.210%
行使倍數	1.2

預期波幅以可資比較公司股價於過去331個星期之歷史波幅釐定。

二項式期權定價模式用以估計購股權之公允價值。計算購股權公允價值時所用之變數及假設乃基於董事之最佳估計。購股權價值可因若干主觀假設之不同變數而變化。

33. SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

33. 以股份為基礎付款之交易 (續)

The following table discloses movements of the Company's share options held by directors and employees during the year ended 31 December 2013:

下表披露董事及僱員所持本公司購股權於截至二零一三年十二月三十一日止年度之變動：

	Number of share options 購股權數目						Outstanding at 31 December 2013 於二零一三年 十二月三十一日 尚未行使	Exercise price at 1 January 2013 於二零一三年 一月一日 之行使價 (HKS) (港元)	Exercise price at 31 December 2013 於二零一三年 十二月三十一日 之行使價 (HKS) (港元)	Date of grant 授出日期	Exercisable period 行使期 (Note) (附註)
	Outstanding at 1 January 2013 於二零一三年 一月一日 尚未行使	Granted during the year 年內授出	Exercised during the year 年內行使	Lapsed during the year 年內失效	Reclassified during the year 年內重新分類	Adjustment during the year 年內調整					
Directors 董事											
Mr. Wong Danny F. 汪曉峰先生	21,840	-	-	-	-	4,368	26,208	19	15.83	28 Nov 2007 二零零七年十一月二十八日	28 Nov 2007 to 26 Aug 2017 二零零七年十一月二十八日至 二零一七年八月二十六日
	116,000	-	-	-	-	23,200	139,200	1.89	1.58	18 Apr 2011 二零一一年四月十八日	18 Apr 2011 to 26 Aug 2017 二零一一年四月十八日至 二零一七年八月二十六日
Mr. Wu Tse Wai Frederick 吳子惠先生	21,840	-	-	-	-	4,368	26,208	19	15.83	28 Nov 2007 二零零七年十一月二十八日	28 Nov 2007 to 26 Aug 2017 二零零七年十一月二十八日至 二零一七年八月二十六日
	116,000	-	-	-	-	23,200	139,200	1.89	1.58	18 Apr 2011 二零一一年四月十八日	18 Apr 2011 to 26 Aug 2017 二零一一年四月十八日至 二零一七年八月二十六日
Mr. Fong Chi Wah 方志華先生	21,840	-	-	-	-	4,368	26,208	19	15.83	28 Nov 2007 二零零七年十一月二十八日	28 Nov 2007 to 26 Aug 2017 二零零七年十一月二十八日至 二零一七年八月二十六日
	116,000	-	-	-	-	23,200	139,200	1.89	1.58	18 Apr 2011 二零一一年四月十八日	18 Apr 2011 to 26 Aug 2017 二零一一年四月十八日至 二零一七年八月二十六日
Ms. Yang XiaoFeng 楊曉峰女士	21,840	-	-	-	-	4,368	26,208	19	15.83	28 Nov 2007 二零零七年十一月二十八日	28 Nov 2007 to 26 Aug 2017 二零零七年十一月二十八日至 二零一七年八月二十六日
	116,000	-	-	-	-	23,200	139,200	1.89	1.58	18 Apr 2011 二零一一年四月十八日	18 Apr 2011 to 26 Aug 2017 二零一一年四月十八日至 二零一七年八月二十六日
Mr. Char Shik Ngor, Stephen 查錫我先生	21,840	-	-	-	-	4,368	26,208	19	15.83	28 Nov 2007 二零零七年十一月二十八日	28 Nov 2007 to 26 Aug 2017 二零零七年十一月二十八日至 二零一七年八月二十六日
	116,000	-	-	-	-	23,200	139,200	1.89	1.58	18 Apr 2011 二零一一年四月十八日	18 Apr 2011 to 26 Aug 2017 二零一一年四月十八日至 二零一七年八月二十六日
Mr. Liu Jin 劉進先生	21,840	-	-	-	-	4,368	26,208	19	15.83	28 Nov 2007 二零零七年十一月二十八日	28 Nov 2007 to 26 Aug 2017 二零零七年十一月二十八日至 二零一七年八月二十六日
	116,000	-	-	-	-	23,200	139,200	1.89	1.58	18 Apr 2011 二零一一年四月十八日	18 Apr 2011 to 26 Aug 2017 二零一一年四月十八日至 二零一七年八月二十六日
Mr. Wong Sin Lai (Note @) 王善豐先生 (附註@)	116,000	-	-	-	(116,000)	-	-	1.89	-	18 Apr 2011 二零一一年四月十八日	18 Apr 2011 to 26 Aug 2017 二零一一年四月十八日至 二零一七年八月二十六日
	943,040	-	-	-	(116,000)	165,408	992,448				

33. SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

33. 以股份為基礎付款之交易 (續)

	Number of share options 購股權數目						Outstanding at 31 December 2013 於二零一三年 十二月三十一日 尚未行使	Exercise price at 1 January 2013 於二零一三年 一月一日 之行使價 (HK\$) (港元)	Exercise price at 31 December 2013 於二零一三年 十二月三十一日 之行使價 (HK\$) (港元)	Date of grant 授出日期	Exercisable period 行使期 (Note) (附註)
	Outstanding at 1 January 2013 於二零一三年 一月一日 尚未行使	Granted during the year 年內授出	Exercised during the year 年內行使	Lapsed during the year 年內失效	Reclassified during the year 年內重新分類	Adjustment during the year 年內調整					
Employees 僱員	3,327,000	-	-	-	-	665,400	3,992,400	1.89	1.58	18 Apr 2011 二零一一年四月十八日	18 Apr 2011 to 26 Aug 2017 二零一一年四月十八日至 二零一七年八月二十六日
Resigned directors (Note (i) and Note (ii)) 已辭任董事 (附註(i)及附註(ii))	43,680	-	-	-	-	8,736	52,416	19	15.83	28 Nov 2007 二零零七年十一月二十八日	28 Nov 2007 to 26 Aug 2017 二零零七年十一月二十八日至 二零一七年八月二十六日
	116,000	-	-	-	-	23,200	139,200	1.89	1.58	18 Apr 2011 二零一一年四月十八日	18 Apr 2011 to 26 Aug 2017 二零一一年四月十八日至 二零一七年八月二十六日
	-	-	-	-	116,000	23,200	139,200	1.89	1.58	18 Apr 2011 二零一一年四月十八日	18 Apr 2011 to 26 Aug 2017 二零一一年四月十八日至 二零一七年八月二十六日
Other eligible participants 其他合資格參與者	7,415,000	-	-	-	-	1,483,000	8,898,000	1.89	1.58	18 Apr 2011 二零一一年四月十八日	18 Apr 2011 to 26 Aug 2017 二零一一年四月十八日至 二零一七年八月二十六日
	11,844,720	-	-	-	-	2,368,944	14,213,664				
Weighted average exercise price 加權平均行使價	HK\$2.14 2.14港元	-	-	-	-	-	HK\$1.79 1.79港元				

The following table discloses movements of the Company's share options held by directors and employees during the year ended 31 December 2012:

下表披露董事及僱員所持本公司購股權於截至二零一二年十二月三十一日止年度之變動：

	Number of share options 購股權數目						Outstanding at 31 December 2012 於二零一二年 十二月三十一日 尚未行使	Exercise price at 1 January 2012 於二零一二年 一月一日 之行使價 (HK\$) (港元)	Exercise price at 31 December 2012 於二零一二年 十二月三十一日 之行使價 (HK\$) (港元)	Date of grant 授出日期	Exercisable period 行使期 (Note) (附註)
	Outstanding at 1 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	Lapsed during the year 年內失效	Reclassified during the year 年內重新分類	Adjustment during the year 年內調整					
Directors 董事											
Mr. Wong Danny F. 汪曉峰先生	218,400	-	-	-	-	(196,560)	21,840	1.9	19	28 Nov 2007 二零零七年十一月二十八日	28 Nov 2007 to 26 Aug 2017 二零零七年十一月二十八日至 二零一七年八月二十六日
	1,160,000	-	-	-	-	(1,044,000)	116,000	0.189	1.89	18 Apr 2011 二零一一年四月十八日	18 Apr 2011 to 26 Aug 2017 二零一一年四月十八日至 二零一七年八月二十六日



33. SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

33. 以股份為基礎付款之交易 (續)

	Number of share options 購股權數目						Outstanding at 31 December 2012 於二零一二年 十二月三十一日 尚未行使	Exercise price at 1 January 2012 於二零一二年 一月一日 之行使價 (HK\$) (港元)	Exercise price at 31 December 2012 於二零一二年 十二月三十一日 之行使價 (HK\$) (港元)	Date of grant 授出日期	Exercisable period 行使期 (Note) (附註)
	Outstanding at 1 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	Lapsed during the year 年內失效	Reclassified during the year 年內重新分類	Adjustment during the year 年內調整					
Mr. Wu Tse Wai Frederick 吳子惠先生	218,400	-	-	-	-	(196,560)	21,840	1.9	19 Nov 2007 二零零七年十一月二十八日	28 Nov 2007 to 26 Aug 2017 二零零七年十一月二十八日至 二零一七年八月二十六日	
	1,160,000	-	-	-	-	(1,044,000)	116,000	0.189	18 Apr 2011 二零一一年四月十八日	18 Apr 2011 to 26 Aug 2017 二零一一年四月十八日至 二零一七年八月二十六日	
Mr. Fong Chi Wah 方志華先生	218,400	-	-	-	-	(196,560)	21,840	1.9	19 Nov 2007 二零零七年十一月二十八日	28 Nov 2007 to 26 Aug 2017 二零零七年十一月二十八日至 二零一七年八月二十六日	
	1,160,000	-	-	-	-	(1,044,000)	116,000	0.189	18 Apr 2011 二零一一年四月十八日	18 Apr 2011 to 26 Aug 2017 二零一一年四月十八日至 二零一七年八月二十六日	
Ms. Yang Xiaofeng 楊曉峰女士	218,400	-	-	-	-	(196,560)	21,840	1.9	19 Nov 2007 二零零七年十一月二十八日	28 Nov 2007 to 26 Aug 2017 二零零七年十一月二十八日至 二零一七年八月二十六日	
	1,160,000	-	-	-	-	(1,044,000)	116,000	0.189	18 Apr 2011 二零一一年四月十八日	18 Apr 2011 to 26 Aug 2017 二零一一年四月十八日至 二零一七年八月二十六日	
Mr. Char Shik Ngor, Stephen 查錫我先生	218,400	-	-	-	-	(196,560)	21,840	1.9	19 Nov 2007 二零零七年十一月二十八日	28 Nov 2007 to 26 Aug 2017 二零零七年十一月二十八日至 二零一七年八月二十六日	
	1,160,000	-	-	-	-	(1,044,000)	116,000	0.189	18 Apr 2011 二零一一年四月十八日	18 Apr 2011 to 26 Aug 2017 二零一一年四月十八日至 二零一七年八月二十六日	
Mr. Liu Jin 劉進先生	218,400	-	-	-	-	(196,560)	21,840	1.9	19 Nov 2007 二零零七年十一月二十八日	28 Nov 2007 to 26 Aug 2017 二零零七年十一月二十八日至 二零一七年八月二十六日	
	1,160,000	-	-	-	-	(1,044,000)	116,000	0.189	18 Apr 2011 二零一一年四月十八日	18 Apr 2011 to 26 Aug 2017 二零一一年四月十八日至 二零一七年八月二十六日	
Mr. Lui Tin Nang (Note (iii)) 呂天能先生(附註(iii))	1,160,000	-	-	-	(1,160,000)	-	-	0.189	18 Apr 2011 二零一一年四月十八日	18 Apr 2011 to 26 Aug 2017 二零一一年四月十八日至 二零一七年八月二十六日	
Mr. Wong Sin Lai 王善豐先生	1,160,000	-	-	-	-	(1,044,000)	116,000	0.189	18 Apr 2011 二零一一年四月十八日	18 Apr 2011 to 26 Aug 2017 二零一一年四月十八日至 二零一七年八月二十六日	
	10,590,400	-	-	-	(1,160,000)	(8,487,360)	943,040				
Employees 僱員	33,270,000	-	-	-	-	(29,943,000)	3,327,000	0.189	18 Apr 2011 二零一一年四月十八日	18 Apr 2011 to 26 Aug 2017 二零一一年四月十八日至 二零一七年八月二十六日	
Resigned director (Note (iii)) 已辭任董事(附註(iii))	436,800	-	-	-	-	(393,120)	43,680	1.9	19 Nov 2007 二零零七年十一月二十八日	28 Nov 2007 to 26 Aug 2017 二零零七年十一月二十八日至 二零一七年八月二十六日	
	-	-	-	-	1,160,000	(1,044,000)	116,000	-	18 Apr 2011 二零一一年四月十八日	18 Apr 2011 to 26 Aug 2017 二零一一年四月十八日至 二零一七年八月二十六日	

33. SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

33. 以股份為基礎付款之交易 (續)

	Number of share options 購股權數目						Outstanding at 31 December 2012 於二零一二年 十二月三十一日 尚未行使	Exercise price at 1 January 2012 於二零一二年 一月一日 之行使價 (HK\$) (港元)	Exercise price at 31 December 2012 於二零一二年 十二月三十一日 之行使價 (HK\$) (港元)	Date of grant 授出日期	Exercisable period 行使期 (Note) (附註)
	Outstanding at 1 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	Lapsed during the year 年內失效	Reclassified during the year 年內重新分類	Adjustment during the year 年內調整					
Other eligible participants 其他合資格參與者	74,150,000	-	-	-	-	(66,735,000)	7,415,000	0.189	1.89	18 Apr 2011 二零一一年四月十八日	18 Apr 2011 to 26 Aug 2017 二零一一年四月十八日至 二零一七年八月二十六日
	118,447,200	-	-	-	-	(106,602,480)	11,844,720				
Weighted average exercise price 加權平均行使價	HK\$0.214 0.214港元	-	-	-	-	HK\$0.189 0.189港元	-	HK\$2.14 2.14港元			

The options outstanding at 31 December 2013 had the weighted average remaining contractual life of 3.65 years (2012: 4.65 years).

於二零一三年十二月三十一日尚未行使之購股權之加權平均餘下合約年期為3.65年(二零一二年: 4.65年)。

Notes:

- (i) In accordance with the terms of the share-based arrangement, (i) a maximum of 30% options are exercisable from the date of grant; (ii) a maximum of another 30% options, plus any options being unexercised in (i), in aggregate not exceeding 60% of total options granted, are exercisable from 28 November 2008; and (iii) the remaining 40% options, plus any options being unexercised in (i) and (ii), are exercisable from 28 November 2009 to 26 August 2017.
- (ii) On 4 October 2013, Mr. Wong Sin Lai resigned as independent non-executive director of the Company. The share options held by Mr. Wong Sin Lai was then reclassified as share options held by resigned directors.
- (iii) On 13 January 2012, Mr. Lui Tin Nang has resigned as independent non-executive director of the Company. The share options held by Mr. Lui Tin Nang was then reclassified as share options held by resigned directors.

附註:

- (i) 根據以股份為基礎之安排之條款，(i)最多30%購股權自授出日期起可予行使；(ii)另外最多30%購股權，加上(i)中尚未行使之任何購股權，合共不超過已授出購股權總數之60%，自二零零八年十一月二十八日起可予行使；及(iii)其餘40%購股權，加上(i)及(ii)中尚未行使之任何購股權，於二零零九年十一月二十八日至二零一七年八月二十六日期間可予行使。
- (ii) 於二零一三年十月四日，王善豐先生辭任本公司之獨立非執行董事。王善豐先生所持有之購股權其後已重新分類為已辭任董事所持購股權。
- (iii) 於二零一二年一月十三日，呂天能先生辭任本公司之獨立非執行董事。呂天能先生所持有之購股權其後已重新分類為已辭任董事所持購股權。

34. CAPITAL COMMITMENTS

As at 31 December 2013, the Group and the Company did not have any material capital commitments (2012: Nil).

34. 資本承擔

於二零一三年十二月三十一日，本公司並無任何重大資本承擔(二零一二年: 無)。



35. EVENTS AFTER THE REPORTING PERIOD

- (a) Subsequent to the year ended 31 December 2013, the Company completed a rights issue of 331,674,157 ordinary shares of HK\$0.01 each at a subscription price of HK\$0.10 per share on 20 February 2014 (the “2013 Rights Issue”). Accordingly, the issued share capital of the Company has been increased from HK\$331,674,157 to HK\$1,326,696,628. These new shares rank pari passu in all respect with the existing shares. Details of the 2013 Rights Issue have been disclosed in the announcement dated on 18 November 2013 and prospectus dated on 28 January 2014 respectively. The net proceeds from the 2013 Rights Issue amounted to approximately HK\$91,960,000 which will be used for future investments pursuant to the investment objectives of the Company and general working capital of the Group.
- (b) On 24 December 2013, the Company and Premium Castle entered into a Subscription Agreement pursuant to which the Company has conditionally agreed to subscribe for and Premium Castle has conditionally agreed to issue a convertible note in the principal amount of HK\$18,600,000 with maturity period and coupon rate at five years and 2% respectively. Details of the subscription have been disclosed in the circular dated on 7 February 2014. The subscription agreement has been approved at the Extraordinary General Meeting of the Company held on 25 February 2014.

36. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform with the current year's presentation.

37. AUTHORISATION FOR ISSUE OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 21 March 2014.

35. 報告期後事項

- (a) 於截至二零一三年十二月三十一日止年度後，本公司於二零一四年二月二十日完成按認購價每股0.10港元發行331,674,157股每股面值0.01港元普通股之供股（「二零一三年供股」）。因此，本公司之已發行股本已由331,674,157港元增加至1,326,696,628港元。此等新股份於所有方面與現有股份享有同等權益。二零一三年供股之詳情已於日期分別為二零一三年十一月十八日及二零一四年一月二十八日之公告及章程內披露。二零一三年供股之所得款項淨額約91,960,000港元，將用作根據本公司之投資目標進行未來投資，以及用作本集團之一般營運資金。
- (b) 於二零一三年十二月二十四日，本公司與Premium Castle訂立認購協議，據此，本公司已有條件同意認購而Premium Castle已有條件同意發行本金額為18,600,000港元之可換股票據，有效期五年，票面息為2厘。有關認購事項之詳情已於日期為二零一四年二月七日之通函內披露。認購協議已於本公司於二零一四年二月二十五日舉行之股東特別大會上獲批准。

36. 比較數字

若干比較數字已重新分類以符合本年度之呈列方式。

37. 發佈財務報表之授權

董事會於二零一四年三月二十一日批准並授權發佈財務報表。

Five Year Financial Summary

五年財務摘要

Summary of the results, assets and liabilities of the Group for the last five years is as follows:

本集團過去五年之業績、資產及負債概要如下：

		For the year ended 31 December 截至十二月三十一日止年度				
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Results	業績					
Revenue	收益	(42,603)	63,591	(152,825)	68,599	(12,449)
(Loss)/profit before income tax	除所得稅前 (虧損)/溢利	(117,881)	30,134	(185,468)	40,760	(33,034)
Income tax expense	所得稅開支	-	-	-	-	-
(Loss)/profit attributable to owners of the Company	本公司擁有人 應佔(虧損)/ 溢利	(117,881)	30,134	(185,468)	40,760	(33,034)

		As at 31 December 於十二月三十一日				
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Assets and liabilities	資產及負債					
Total assets	資產總值	231,790	279,763	177,376	302,959	103,540
Total liabilities	負債總值	(111,447)	(69,885)	(902)	(1,762)	(379)
Shareholders' fund	股東資金	120,343	209,878	176,474	301,197	103,161

