



AUTO ITALIA

AUTO ITALIA HOLDINGS LIMITED 意達利控股有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock Code 股份代號：720



ANNUAL REPORT 年報

2013



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Corporate Information

公司資料

DIRECTORS

Executive Directors

Mr. Chong Tin Lung Benny
(appointed with effect from 13 June 2013
and re-designated as Executive Chairman
and appointed as Chief Executive Officer with effect from 24 October 2013)

Mr. William Keith Jacobsen

Mr. Lam Chi Yan
(appointed with effect from 13 June 2013)

Independent Non-executive Directors

Mr. Tan Boon Seng

Dr. Antonio Maria Santos

Mr. Kong To Yeung Frankie
(appointed with effect from 21 June 2013)

BOARD COMMITTEES

Audit Committee

Mr. Kong To Yeung Frankie (Chairman)

Mr. Tan Boon Seng

Dr. Antonio Maria Santos

Remuneration Committee

Mr. Tan Boon Seng (Chairman)

Mr. Chong Tin Lung Benny

Dr. Antonio Maria Santos

Mr. Kong To Yeung Frankie

Nomination Committee

Mr. Chong Tin Lung Benny (Chairman)

Mr. Tan Boon Seng

Dr. Antonio Maria Santos

Mr. Kong To Yeung Frankie

COMPANY SECRETARY

Mr. Hon Ping Cho Terence

AUTHORISED REPRESENTATIVES

Mr. Chong Tin Lung Benny

Mr. Hon Ping Cho Terence

REGISTERED OFFICE

Canon's Court
22 Victoria Street Hamilton
HM12 Bermuda

董事

執行董事

莊天龍先生
(自2013年6月13日起獲委任，
並自2013年10月24日起調任
為執行主席及獲委任為行政總裁)

葉偉其先生

林志仁先生
(自2013年6月13日起獲委任)

獨立非執行董事

陳文生先生

杜東尼博士

江道揚先生
(自2013年6月21日起獲委任)

董事委員會

審核委員會

江道揚先生 (主席)

陳文生先生

杜東尼博士

薪酬委員會

陳文生先生 (主席)

莊天龍先生

杜東尼博士

江道揚先生

提名委員會

莊天龍先生 (主席)

陳文生先生

杜東尼博士

江道揚先生

公司秘書

韓炳祖先生

授權代表

莊天龍先生

韓炳祖先生

註冊辦事處

Canon's Court
22 Victoria Street Hamilton
HM12 Bermuda

Corporate Information

公司資料

PRINCIPAL OFFICE IN HONG KONG

Unit C, 1st Floor
2 Yuen Shun Circuit
Shatin, New Territories
Hong Kong
Tel: (852) 2365 0269
Fax: (852) 2363 1437
E-mail: info@autoitalia.com.hk

PRINCIPAL BANKERS

China CITIC Bank International Limited
DBS Bank (Hong Kong) Limited
China Construction Bank (Asia) Corporation Limited
Dah Sing Bank, Limited
ORIX Asia Limited
Wing Hang Bank, Limited
The Bank of East Asia, Limited

LEGAL ADVISORS

Troutman Sanders
Hong Kong

Appleby
Bermuda

AUDITOR

Deloitte Touche Tohmatsu
Certified Public Accountants

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN BERMUDA

Appleby Management (Bermuda) Limited
Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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

STOCK CODE

The Stock Exchange of Hong Kong Limited: 720
American Depositary Receipt: AIHLY

WEBSITE

www.autoitalia.com.hk

香港主要辦事處

香港
新界沙田
源順圍2號
1樓C單位
電話: (852) 2365 0269
傳真: (852) 2363 1437
電郵: info@autoitalia.com.hk

主要往來銀行

中信銀行(國際)有限公司
星展銀行(香港)有限公司
中國建設銀行(亞洲)股份有限公司
大新銀行有限公司
歐力士(亞洲)有限公司
永亨銀行有限公司
東亞銀行有限公司

法律顧問

長盛國際律師事務所
香港

Appleby
百慕達

核數師

德勤•關黃陳方會計師行
香港執業會計師

百慕達之主要股份過戶登記處

Appleby Management (Bermuda) Limited
Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

香港之股份過戶登記處

卓佳標準有限公司
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: 720
美國預託證券: AIHLY

網址

www.autoitalia.com.hk

Chairman's Statement

主席報告

Chong Tin Lung Benny

莊天龍

Executive Chairman & CEO
執行主席兼行政總裁



Dear Shareholders,

2013 has been a year of transformation and momentum for the Group. As the newly appointed Executive Chairman and Chief Executive Officer of the Company, I respectfully reflect on what the Group has accomplished strategically during the immediate past year. Most notably, our Group completed a business restructuring exercise to dispose of our non-car businesses, which in and of itself marks a significant milestone in our Group's history and development. We believe streamlining our business to focus resources on the profitable car business would set the stage for promising results in the years to come.

各位股東：

2013年是本集團作出轉型及邁步向前的一年。作為本公司的新任執行主席兼行政總裁，本人謹此闡述本集團於剛過去一年達致的策略性成果。最值得留意的是，本集團完成了出售非汽車業務的業務重組，此舉標誌著本集團在歷史及發展上的一個重要里程碑。我們相信，透過精簡業務以將資源投放於利潤較高的汽車業務上，將可為未來日子帶來可觀業績奠下穩固基礎。

Chairman's Statement

主席報告

Nevertheless, on behalf of the Board of Directors, I regret to report that a loss attributable to shareholders of the Company of HK\$48.0 million was recorded for the year ended 31 December 2013. The loss for the year, though significantly reduced as compared to the loss of HK\$79.3 million for the year ended 31 December 2012, was mainly impacted by two non-repeated items, namely the operating loss of HK\$10.6 million derived from the disposed non-car businesses and an impairment loss on inventories of HK\$26.2 million in our operations in mainland China.

We will continue to employ a multi-faceted approach to our business. Leveraging on our solid experience in the car business accumulated over the past decades, we have meticulously formulated plans to drive organic growth in various dimensions.

In Hong Kong, we desire to build on the success of our import, distribution and after-sales service of Ferrari and Maserati cars. We are committed to further investments in additional distribution, showroom and after-sales facilities. Our confidence in our Hong Kong operation remains strong and emphasis will be placed on further strengthening profitability of our after-sales service.

In mainland China, against the backdrop of years of financial losses in various segments, we decided to close down our loss-making car dealership business operation in Nanjing in the second half of 2014 – this is in tandem with our other corporate initiatives to focus resources on profitable locations where we are operating. On the other hand, we endeavour to expand our pre-delivery inspection centre in Shanghai servicing all import Ferrari and Maserati cars in mainland China – we are committed to an expansion plan to accommodate an anticipated increase in importation of Ferrari and Maserati cars to mainland China.

In Macau, we see immense capacity for growth in this up-and-coming location due to favourable market sentiment. As part of our growth strategy, we are in the process of establishing a retail premises in Macau which is expected to come into commercial operation by the third quarter in 2015.

然而，本人代表董事會遺憾地宣佈，於截至2013年12月31日止年度錄得本公司股東應佔虧損48,000,000港元。儘管本年度虧損較截至2012年12月31日止年度的虧損79,300,000元顯著減少，有關虧損主要受兩個非重複項目影響，分別為來自已出售非汽車業務的經營虧損10,600,000港元及中國大陸業務的存貨減值虧損26,200,000港元。

我們將繼續對業務採取多方面措施。憑藉我們過去數十年在汽車業務方面累積的豐富經驗，我們已精心制定計劃以推動各方面的內部增長。

於香港，我們期望在法拉利及瑪莎拉蒂汽車的進口、分銷及售後服務既有的成功上繼續努力。我們致力進一步投資於其他分銷、展廳及售後服務設施。我們對香港業務依然強勁充滿信心，重點將會放在進一步加強售後服務的盈利能力上。

於中國大陸，面對各分部多年來的經濟虧損，我們決定於2014年下半年結束南京虧蝕中的汽車經銷業務，此舉配合我們將資源投放在經營中利潤較高業務上的其他企業措施。另一方面，我們努力擴展上海的交付前檢驗中心，該中心提供法拉利及瑪莎拉蒂汽車於中國內地的所有進口服務—我們致力於實施擴展計劃，以應付法拉利及瑪莎拉蒂汽車於中國內地預期增加的進口量。

於澳門，因應市場氣氛暢旺，我們預期這個極具地利優勢的地方發展潛力無限。作為發展策略的一部分，我們正於澳門興建零售物業，預計將於2015年第3季度投入商業營運。

Chairman's Statement

主席報告

At the same time, we are reviewing our property portfolio to enhance returns. We may adjust our property holding should appropriate opportunities arise.

Today, our financial position has been ever strong. The Group has generated net cash inflow from operating activities of HK\$130.0 million for the year ended 31 December 2013, comparing to a net cash outflow of HK\$67.4 million for the year ended 31 December 2012. To further strengthen our capital base and financial capability, the Company completed a share placement on 20 March 2014. The net proceeds of HK\$60.8 million were received on 18 March 2014.

We firmly believe that our collective efforts will result in better performance of the Group in the future.

Finally, I would like to express my sincere gratitude to my predecessor, Dr. Lee Man Fai Richard, who had shown much dedication and valuable contribution to our Group in his past years of service. I would also like to take this opportunity to express my wholehearted thanks to all our Shareholders and the factory for their continuous support. I like to thank my management team and all employees of the Group for their commitment and contribution.

Chong Tin Lung Benny

Executive Chairman & Chief Executive Officer

Hong Kong, 25 March 2014

同時，我們現正檢討我們的物業組合以提高回報。我們或許會於適當時候調整所持物業。

今天，我們的財務狀況空前強勁。截至2013年12月31日止年度，本集團的經營活動所得現金流入淨額為130,000,000港元，而截至2012年12月31日止年度的現金流出淨額則為67,400,000港元。為了進一步鞏固我們的資本基礎及財務實力，本公司於2014年3月20日完成股份配售。所得款項淨額60,800,000港元已於2014年3月18日收取。

我們堅信，大家共同努力將可令本集團日後達致更理想表現。

最後，本人謹此對前任執行主席兼行政總裁李文輝博士於任內熱誠工作及為本集團作出的寶貴貢獻深表謝意。本人亦藉此對全體股東及車廠的鼎力支持致以由衷的謝意。本人衷心感謝本集團的管理團隊及全體員工所作的努力及貢獻。

執行主席兼行政總裁

莊天龍

香港，2014年3月25日

Management Discussion and Analysis

管理層討論及分析

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Management Discussion and Analysis

管理層討論及分析



FINANCIAL REVIEW

Revenue

For the year ended 31 December 2013, the Group's revenue from continuing operations was HK\$1,182.8 million, representing a slight decrease of 0.6% as compared to HK\$1,190.2 million in 2012.

Cost of Sales and Gross Profit

Gross profit margin from continuing operations in 2013 recorded a decrease from 17.3% in 2012 to 16.3%. Accordingly, our gross profit was decreased from HK\$205.9 million in 2012 to HK\$192.8 million in 2013. The decrease of HK\$13.1 million was mainly caused by the inclusion in cost of sales of a one-off impairment loss on inventories of HK\$26.2 million as the Company has decided to close down its car dealership business in Nanjing, the PRC in the first half of 2014. Excluding this one-off impairment loss, the gross profit margin would be 18.5%, a 1.2 percentage point increase as compared to 2012's.

Other Income

For the year ended 2013, other income from continuing operations amounted to HK\$19.1 million (2012: HK\$16.3 million). The net increase of HK\$2.8 million was mainly contributed by the increase in subsidies income from our suppliers.

財務回顧

收入

截至2013年12月31日止年度，本集團來自持續經營業務的收入為1,182,800,000港元，較2012年之1,190,200,000港元微跌0.6%。

銷售成本及毛利

於2013年，來自持續經營業務的毛利率錄得由2012年的17.3%跌至16.3%。因此，我們的毛利由2012年的205,900,000港元減至2013年的192,800,000港元，共減少13,100,000港元。主要是由於本公司已決定於2014年上半年結束其於中國南京的汽車經銷業務，導致於銷售成本中計入了一次性存貨減值虧損26,200,000港元。撇除此一次性減值虧損，毛利率將為18.5%，較2012年增加1.2個百分點。

其他收入

截至2013年止年度，來自持續經營業務的其他收入達19,100,000港元（2012年：16,300,000港元）。淨增加2,800,000港元主要來自我們供應商的補貼收入增加。

Management Discussion and Analysis

管理層討論及分析

Other Gains and Losses

Other gains and losses from continuing operations amounted to a net gain of HK\$0.6 million (2012: loss of HK\$2.8 million) which included net foreign exchange gain of HK\$6.3 million, gain on disposal of property, plant and equipment of HK\$1 million but partially offset by an impairment of trade and other receivables of HK\$6.4 million and goodwill of HK\$0.3 million.

Selling and Distribution Costs and Administrative Expenses

Selling and distribution costs and administrative expenses from continuing operations in 2013 aggregated to HK\$242.1 million (2012 restated: HK\$219.2 million), which accounted for 20.5% (2012 restated: 18.4%) of revenue. This increase of HK\$22.9 million was mainly due to increase in costs of rental, marketing expenses which included the cost of hosting the event “Ferrari’s 30th Anniversary with Auto Italia in Hong Kong” and depreciation by HK\$8.5 million, HK\$3.2 million and HK\$2.9 million, respectively.

Finance Costs

Finance costs from continuing operations in 2013 were reduced by 16.3% to HK\$13.1 million (2012: HK\$15.6 million).

Disposal of Non-car Business

On 30 December 2013, the Group completed the disposal of its electrical appliances, fashion apparels, accessories and motor yacht business (“Non-car Business”) at a consideration of approximately HK\$112.6 million. The Group recorded a slight loss on disposal of Non-car Business amounted to HK\$0.5 million. The loss on disposal together with the operating loss of Non-car Business of HK\$10.0 million was recorded as loss from discontinued operations in the Group’s consolidated statement of profit or loss.

Loss Attributable to Owners of the Company

Loss attributable to owners of the Company for the year ended 31 December 2013 was HK\$48.0 million (2012: loss of HK\$79.3 million).

其他收益及虧損

來自持續經營業務的其他收益及虧損之淨收益達600,000港元(2012年：虧損2,800,000港元)，其中包括匯兌收益淨額6,300,000港元、出售物業、廠房及設備收益1,000,000港元，但部分被由貿易及其他應收賬款6,400,000港元及商譽300,000港元的減值所抵銷。

銷售及分銷成本以及行政費用

於2013年，來自持續經營業務的銷售及分銷成本以及行政費用合共為242,100,000港元(2012年重列：219,200,000港元)，佔收入的20.5%(2012年重列：18.4%)。增加22,900,000港元主要是由於租金成本、市場推廣費用(包括舉辦「法拉利與香港意達利合作30周年」活動的成本)及折舊分別增加8,500,000港元、3,200,000港元及2,900,000港元。

財務成本

於2013年，來自持續經營業務的財務成本減少16.3%至13,100,000港元(2012年：15,600,000港元)。

出售非汽車業務

於2013年12月30日，本集團完成以代價約112,600,000港元出售其電器、時裝、配飾及機動遊艇業務(「非汽車業務」)。本集團錄得出售非汽車業務的輕微虧損達500,000港元。出售虧損連同非汽車業務的經營虧損10,000,000港元乃於本集團綜合損益表中入賬為已終止經營業務虧損。

本公司擁有人應佔虧損

截至2013年12月31日止年度，本公司擁有人應佔虧損為48,000,000港元(2012年：虧損79,300,000港元)。



FINANCIAL POSITION

Liquidity and Financial Resources

The Group has been financed by a combination of its equity capital base, cash flow generated from operations and bank borrowings.

Cash and cash equivalents (including pledged bank deposits) at 31 December 2013 were HK\$342.6 million (2012: HK\$237.4 million). A net cash inflow of HK\$199.0 million (2012: HK\$32.6 million) was generated in 2013 which represented a net cash inflow from operating activities of HK\$130.0 million, investing activities amounted to HK\$116.5 million, and partially offset by net cash used in financing activities of HK\$47.5 million.

The Group's total borrowings, including an amount due to a substantial Shareholder of HK\$26 million, at 31 December 2013 amounted to HK\$222.3 million (2012: HK\$338.1 million), which included long term borrowings of HK\$10.0 million (2012: HK\$11.6 million).

As at 31 December 2013, the Group maintained a net cash position of HK\$120.3 million (2012: net cash deficit of HK\$100.7 million). The current ratio was 1.12 (2012: 1.15), based on current assets of HK\$589.8 million (2012 restated: HK\$818.4 million) and current liabilities of HK\$524.9 million (2012 restated: HK\$709.7 million).

財務狀況

流動資金及財務資源

本集團的融資途徑，乃綜合其權益股本基礎、經營產生的現金流量及銀行借貸。

於2013年12月31日，現金及現金等值項目(包括已抵押銀行存款)為342,600,000港元(2012年：237,400,000港元)。本集團於2013年產生現金流入淨額199,000,000港元(2012年：32,600,000港元)，乃來自經營活動及投資活動的現金流入淨額分別130,000,000港元及116,500,000港元，並部分被由融資活動所用的現金淨額47,500,000港元所抵銷。

本集團於2013年12月31日的借貸總額為222,300,000港元(2012年：338,100,000港元)，包括應付主要股東款項26,000,000港元，亦包括長期借貸10,000,000港元(2012年：11,600,000港元)。

於2013年12月31日，本集團維持淨現金狀況120,300,000港元(2012年：淨現金虧絀100,700,000港元)。根據流動資產589,800,000港元(2012年重列：818,400,000港元)及流動負債524,900,000港元(2012年重列：709,700,000港元)計算，流動比率為1.12(2012年：1.15)。

Management Discussion and Analysis

管理層討論及分析

The Group had trading facilities at 31 December 2013 amounting to HK\$410.8 million (2012: HK\$452.4 million) of which HK\$243.7 million (2012: HK\$438.7 million) was utilized.

Foreign Exchange Risk Management

The Group's purchases are mainly conducted in HK Dollar, Renminbi and US Dollar whilst sales are mainly conducted in HK Dollar and Renminbi. The fluctuation of Renminbi during the year did not have any material adverse effect on the Group's results. In addition, the Group will conduct periodic review of its exposure to foreign exchange risk.

Pledge of Assets

Certain of the Group's properties, inventories, cash deposits and all assets of certain subsidiaries were pledged as at 31 December 2013 in an aggregate amount of HK\$176.0 million (2012: HK\$395.6 million) to secure loans and facilities granted.

Capital Commitments and Contingent Liabilities

The Group had no capital commitments as at 31 December 2013 (2012: HK\$4.5 million). The Group had no material contingent liabilities as at 31 December 2013 and 2012.

於2013年12月31日，本集團的貿易信貸額為410,800,000港元（2012年：452,400,000港元），當中已動用243,700,000港元（2012年：438,700,000港元）。

外匯風險管理

本集團的採購主要以港元、人民幣及美元進行，而銷售主要以港元及人民幣進行。年內，人民幣波動並無對本集團業績造成任何重大不利影響。此外，本集團將定期審閱其外匯風險。

資產抵押

於2013年12月31日，本集團若干物業、存貨、現金存款及若干附屬公司的全部資產合共176,000,000港元（2012年：395,600,000港元）已被抵押以獲取貸款及信貸。

資本承擔及或然負債

於2013年12月31日，本集團並無資本承擔（2012年：4,500,000港元）。於2013年及2012年12月31日，本集團並無重大或然負債。



Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

Continuing Operations

Luxury Cars

Ferrari

Unit sales of Ferrari had dropped 13.5% in 2013 as compared to 2012. This was due to fewer units of cars allocated and delivered to our Hong Kong operation from the factory.

2013 marked the year of the launch of Ferrari's successor to the much admired, limited series car known as the Enzo. The new car's name was announced as "LaFerrari", and the factory has planned to produce in a very limited edition for the world up to the end of 2015. Customers from Hong Kong and Macau have expressed great interest in this new car with demand far outstripping supply, despite a pre-tax price of US\$1.35 million. The allocation of the Group remains confidential but represented a big step forward from its quota of 11 units of Enzo 10 years ago.

Maserati

Maserati sales performed well in 2013. Unit sales increased significantly by 62.2% as compared to 2012.

Demand for Maserati's two-door range of coupes and convertibles remains relatively high given the condition of the local car market and the aggressive sales approach of many competitors.

The final six (run-out) Quattroportes (Maserati's four-door saloon) were delivered early in the year in preparation for the arrival of the sixth generation which was launched in the Hong Kong market at the end of 2012. The first left-hand-drive display car started to arrive in Hong Kong in the spring of 2013 and cars were delivered to Macau in late of June 2013. The first right-hand-drive display car for the Hong Kong market arrived in the third quarter of 2013.

On the other hand, during the year, the Company was preparing for the arrival of the new Maserati Ghibli S, the brand's first mid-sized luxury sports sedan. It was eventually launched in the Hong Kong market early 2014 to high acclaim.

業務回顧

持續經營業務

豪華汽車

法拉利

法拉利於2013年的單位銷售較2012年下跌了13.5%。這是由於車廠分配及交付到我們香港業務的車輛數量較少。

2013年備受讚譽的限量車款Enzo發佈了其後繼型號。此後繼型號名稱公佈為「LaFerrari」，車廠已計劃2015年年底全球極限量生產。儘管稅前價格為1,350,000美元，香港及澳門客戶仍對這款新車表示具濃厚興趣，需求遠過於供應。本集團的配額仍然保密，但相對於其10年前的11架Enzo配額已躍進一大步。

瑪莎拉蒂

瑪莎拉蒂於2013年的銷量理想。單位銷售較2012年大幅上升62.2%。

鑑於本地汽車市場狀況及眾多競爭者的積極銷售策略，瑪莎拉蒂的雙門轎跑車及敞篷式跑車的需求仍然相對較高。

最後六架(上一代)Quattroportes(瑪莎拉蒂的四門房車)已於年初交付，為於2012年年底在香港市場推出的第六代作好準備。首批左軚展示車已於2013年春季在香港推出，並已於2013年6月底於澳門交付。首批右軚展示車已於2013年第3季推出香港市場。

另一方面，於年內，本公司正為推出新款Maserati Ghibli S作好準備，該車款是品牌的首批中型豪華運動型轎車，最終於2014年年初在香港市場推出，大獲好評。

Management Discussion and Analysis

管理層討論及分析

After-sales Service

Workshop service revenue for the full year grew by 5.3% to HK\$146.9 million as compared to 2012. This was primarily due to a continuing increase in servicing in our pre-delivery inspection center in Shanghai, the PRC.

Discontinued Operations

On 30 December 2013, the Group completed the disposal of Non-car Business. The operating loss for the year from Non-car Business amounted to HK\$10.0 million (2012: Loss of HK\$64.3 million).

HUMAN RESOURCES

As at 31 December 2013, after the disposal of Non-car Business, the total number of employees of the Group was 211 (2012: 431).

The management is committed to continuous staff training and development to ensure the standard of our employees remains competitive in the marketplace. Leadership training seminars for our managerial and supervisory staff were conducted during the year to enhance their skills and spirits of co-operation. We are confident that our employees will continue to grow with the business and contribute their best to the Group.

EVENTS AFTER THE REPORTING PERIOD

Repayment of loan from VMS Investment Group Limited

On 16 July 2013, Auto Italia Limited (“AIL”), an effectively 75.4%-owned subsidiary of the Company, as borrower entered into a loan note with VMS Investment Group Limited (“VMSIG”) as lender in relation to a revolving loan facility in the amount of HK\$26 million (“Revolving Loan”). VMSIG is interested in approximately 23.81% of the issued share capital of the Company as at 31 December 2013. The Revolving Loan was unsecured and non-interest bearing. Pursuant to the terms of the Revolving Loan, AIL shall notify VMSIG a proposed date of repayment for each drawdown which may be extended by VMSIG at its sole discretion at the request of AIL. The proceeds of the Revolving Loan was used to finance partially the purchase of the anticipated increase in scheduled delivery of new cars in the coming months as well as for the general working capital of car business of the Group. On 28 August 2013, AIL had drawn down the loan amount of HK\$26 million which was fully repaid on 17 January 2014.

售後服務

全年汽車維修服務收入較2012年增加5.3%至146,900,000港元。該增長主要是由於我們中國上海的交付前檢驗中心的服務持續增加。

已終止經營業務

於2013年12月30日，本集團完成出售非汽車業務。本年度來自非汽車業務的經營虧損達10,000,000港元（2012年：虧損64,300,000港元）。

人力資源

於2013年12月31日，經出售非汽車業務後，本集團總員工人數為211人（2012年：431人）。

管理層致力加強持續員工培訓及發展，構建一個具市場競爭力的員工團隊。年內，本集團為管理及監督人員舉行多個領袖訓練講座，務求提升彼等的技能及合作精神。本集團有信心員工將與業務共同成長，為本集團作出最大貢獻。

報告期後事項

向鼎珮投資集團有限公司償還貸款

於2013年7月16日，本公司實際擁有75.4%的附屬公司快意汽車有限公司（「快意汽車」）（作為借款人）與鼎珮投資集團有限公司（「鼎珮投資」）（作為貸款人）就為數26,000,000港元的循環貸款融資（「循環貸款」）訂立貸款票據。於2013年12月31日，鼎珮投資於本公司已發行股本中擁有約23.81%權益。循環貸款為無抵押及免息。根據循環貸款的條款，快意汽車須就每次提取知會鼎珮投資建議償還日期，該日期可由鼎珮投資應快意汽車要求全權酌情決定延長。循環貸款的所得款項用作為預期增加購買於未來數月計劃交付的新汽車提供部份資金以及用作本集團汽車業務的一般營運資金。於2013年8月28日，快意汽車已提取為數26,000,000港元的貸款，並於2014年1月17日悉數償還該貸款。

Management Discussion and Analysis

管理層討論及分析

Share Placement

On 7 March 2014, arrangements were made for a private placement to not less than six independent investors of 500,000,000 shares of HK\$0.02 each in the Company, at a price of HK\$0.125 per share (the "Placing") representing a discount of approximately 13.79% to the closing market price of the Company's share on 7 March 2014.

The net proceeds from the Placing of approximately HK\$60.8 million will be used as general working capital of the Group. These new shares were issued under the mandate granted to the Directors at the special general meeting of the Company held on 30 December 2013 and rank pari passu with other shares in all respects.

The Placing was completed on 20 March 2014.

OUTLOOK

Following the completion of the disposal of the Non-car Business on 30 December 2013, the Group has re-assessed its existing business strategies in import, distribution and after-sales service of Ferrari and Maserati cars in Hong Kong, Macau and Nanjing, the PRC, and its pre-delivery inspection service in Shanghai, the PRC. Subsequent to the strategic review, the Board has decided to close down its Nanjing dealership business in the second half of 2014, as the sales performance of it was not satisfactory and suffered heavy operating losses in the past five years. The strategic repositioning offers a good opportunity for the Group to redeploy its resources into the profitable premium car distribution business which is expected to help strengthen this business segment and create value for our Shareholders. As such, the Group will focus continuously on the business of import, distribution and after-sales service of Ferrari and Maserati cars in Hong Kong and Macau as well as the pre-delivery inspection service in Shanghai, the PRC.

股份配售

於2014年3月7日，已安排向不少於6名獨立投資者私人配售本公司500,000,000股每股面值0.02港元的股份，每股作價0.125港元（「配售事項」），相當於本公司於2014年3月7日股份收市價折讓約13.79%。

配售事項之所得款項淨額約60,800,000港元將會用作本集團之一般營運資金。該等新股份乃根據於2013年12月30日舉行之本公司股東特別大會上授予董事之授權發行，並於所有方面於彼此之間享有同等地位。

配售事項已於2014年3月20日完成。

展望

繼2013年12月30日完成出售非汽車業務後，本集團已重新評估其法拉利和瑪莎拉蒂汽車於香港、澳門及中國南京的進口、分銷及售後服務，以及其於中國上海的交付前檢驗服務的現有業務策略。經進行策略檢討後，董事會已決定於2014年下半年結束其南京經銷業務，是由於其銷售表現並不理想，且於過去五年蒙受嚴重的經營虧損。策略性重新定位使本集團能夠將其資源重新調配到利潤較高的高檔汽車分銷業務，預期將有助加強此業務分部並為我們的股東締造價值。因此，本集團將繼續專注法拉利和瑪莎拉蒂汽車於香港及澳門的進口、分銷及售後服務，以及於中國上海的交付前檢驗服務。



Management Discussion and Analysis

管理層討論及分析

Looking forward, the Group's order portfolio for Ferrari continues to remain strong with an average overall lead-time of around a year. A new model, the 458 Speciale, expected to be launched in the second quarter of 2014, has added fresh impetus. In addition, the first deliveries of Ferrari's next 'Supercar', the LaFerrari, will begin in the second quarter of 2014. Although the car has a retail price of US\$1.35 million, the growing number of car collectors in Hong Kong has ensured that the Group has achieved a relatively high allocation of this limited series model.

Maserati's profile continues to increase and the brand is currently achieving an overall segment share of 8%. The Maserati Ghibli represents yet another new model but it has been designed for the mid-sized luxury sports sedan. Smaller and priced to compete in a much larger part of the market, the Group forecasts a significant level of penetration in market segment. We successfully held a Maserati Ghibli launch party in January 2014, which was well received by our VIP customers and the public. We see accumulating orders of this model in our order book.

To cope with the high volume of Ferrari and Maserati new car deliveries starting from the third quarter of 2014, the after-sales service expansion project is on its way to enhance our existing service capacity. In addition, a state of the art new service center in Hong Kong Island is expected to be ready for operation in 2015 in order to cater for high market demand with the increase of unit in operation. Our objective is always to ensure high customer satisfaction which is today's key to success in the service sector.

展望未來，本集團的法拉利訂單組合持續保持強勢，平均整體待交付期約為一年。預計將於2014年第2季推出的新款458 Speciale將為市場增添新動力。此外，首批法拉利後繼「超級跑車」LaFerrari將於2014年第2季開始交付。雖然這個車款的零售價達1,350,000美元，香港的汽車收藏家數目日益增加，確保了本集團已就這批限量系列車款達致相對較高的配額。

瑪莎拉蒂的知名度不斷提高，而品牌目前的整體市場份額達8%。Maserati Ghibli代表另一個新車款，但設計是針對中型豪華運動型轎車。憑藉以較細體積及定價針對在較大規模的市場上競爭，本集團預測市場滲透率大為顯著。我們於2014年1月成功舉辦Maserati Ghibli發佈會，深受VIP客戶及公眾人士歡迎。我們察覺到這個車款的訂單源源不絕地累積。

為了應付於2014年第3季起交付大量法拉利及瑪莎拉蒂新車，本集團正展開售後服務擴充項目，提升我們的現有服務能力。此外，港島設立科技先進之新服務中心，預計於2015年投入運作，應付因車輛落地數目增加令市場對售後服務需求增加。本集團一直以維持客戶滿意度為己任，亦是現今服務業成功之關鍵。



Directors and Senior Management

董事及高層管理人員

EXECUTIVE DIRECTORS

Mr. Chong Tin Lung Benny

Executive Chairman and Chief Executive Officer

Aged 41, was appointed as an Executive Director and the Vice-Chairman of the Company on 13 June 2013 and has been re-designated as the Executive Chairman of the Company, the Chairman of each of the nomination committee, Executive Directors' committee and financial control committee of the Board and has been appointed as the chief executive officer of the Company on 24 October 2013. He is the chairman of VMS Investment Group Limited ("VMSIG"), a substantial Shareholder. Mr. Chong has accumulated over 18 years of experience in the financial and investments industry. VMSIG is the holding company of a group of companies principally engaged in the provision of proprietary investments, asset management, securities brokerage and corporate finance advisory services, and currently indirectly owns approximately 20.37% shareholding in the Company. Mr. Chong founded the VMS Investment Group in 2006 and is a Chartered Financial Analyst. Mr. Chong obtained a Bachelor's degree of Science in Commerce from the University of Toronto in 1994 and a Master's degree of Science in Financial Engineering from the Hong Kong University of Science and Technology in 2000.

執行董事

莊天龍先生

執行主席兼行政總裁

41歲，於2013年6月13日獲委任為執行董事兼副主席，並於2013年10月24日調任為本公司執行主席、董事會之提名委員會、執行董事委員會及財務管理委員會主席，以及獲委任為本公司行政總裁。彼為主要股東鼎珮投資集團有限公司（「鼎珮投資」）之主席。莊先生於財務及投資行業累積逾18年經驗。鼎珮投資為一組主要從事提供自營投資、資產管理、證券經紀及企業融資諮詢服務之公司之控股公司，目前間接擁有本公司約20.37%股權。莊先生於2006年創立鼎珮投資集團(VMS Investment Group)及為一名特許財務分析師。莊先生於1994年取得多倫多大學商業理學學士學位及於2000年獲得香港科技大學財務工程理學碩士學位。

Directors and Senior Management

董事及高層管理人員

EXECUTIVE DIRECTORS (Continued)

Mr. William Keith Jacobsen

Aged 47, has been an Executive Director since January 2012. He is the managing director, corporate finance of VMS Securities Limited and has more than 19 years of experience in corporate finance and business development.

Mr. Jacobsen is a director of Gustavo International Limited and Maini Investments Limited, both are private companies. He is also an independent non-executive director of Hycomm Wireless Limited (Stock code: 499), China Financial Leasing Group Limited (Stock code: 2312), Perception Digital Holdings Limited (Stock code: 1822) and Sustainable Forest Holdings Limited (Stock code: 723), all companies are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and abc Multiactive Limited (Stock code: 8131), a company listed on the Growth Enterprise Market of the Stock Exchange. He was also an independent non-executive director of King Stone Energy Group Limited (Stock code: 663), a company listed on the Stock Exchange, for the period from 26 September 2008 to 30 September 2011. He obtained a Bachelor of Laws degree from the University of Hong Kong and a Master of Business Administration from the University of British Columbia in Canada.

Mr. Lam Chi Yan

Aged 47, was appointed as Executive Director on 13 June 2013. He has over 19 years of experience in the automobile industry. Prior to joining the Group, Mr. Lam was a general manager of a 4S dealership store of a leading luxury automobile brand in Guangdong Province of the PRC from October 2005 to July 2012. He was a consultant of AI Administration Limited, a wholly-owned subsidiary of the Company, from January 2013 to June 2013. Mr. Lam obtained an Associate degree of Science in Automotive Engineering and an Associate degree of Science in Business Administration from the Skyline College, San Bruno, United States of America in 1991 and 1994 respectively, and a Bachelor's degree of Arts in Industrial Arts from the San Francisco State University, United States of America in 1994.

執行董事(續)

葉偉其先生

47歲，自2012年1月起一直擔任執行董事。彼為鼎珮證券有限公司(VMS Securities Limited)企業財務部之董事總經理，並在企業融資及業務發展方面累積逾19年經驗。

葉先生現時為Gustavo International Limited及Maini Investments Limited(均為私人公司)之董事。彼亦為華脈無線通信有限公司(股份代號：499)、中國金融租賃集團有限公司(股份代號：2312)、幻音數碼控股有限公司(股份代號：1822)及永保林業控股有限公司(股份代號：723)(均於香港聯合交易所有限公司(「聯交所」)主板上市之公司)及辰罡科技有限公司(股份代號：8131)(一間於聯交所創業板上市之公司)之獨立非執行董事。由2008年9月26日至2011年9月30日止期間，彼亦曾為金山能源集團有限公司(股份代號：663)(一間於聯交所上市之公司)之獨立非執行董事。彼取得香港大學法律學士學位及加拿大英屬哥倫比亞大學工商管理碩士學位。

林志仁先生

47歲，於2013年6月13日獲委任為執行董事。彼在汽車行業擁有逾19年經驗。在加入本集團前，林先生由2005年10月至2012年7月曾出任中國廣東省領先豪華汽車品牌4S經銷店之總經理。彼由2013年1月至2013年6月擔任本公司之全資附屬公司快意管理有限公司之顧問。林先生分別於1991年及1994年取得美利堅合眾國聖布魯諾Skyline College之汽車工程理學副學士學位及工商管理理學副學士學位，以及於1994年獲得美利堅合眾國三藩市州立大學工藝美術文學士學位。

Directors and Senior Management

董事及高層管理人員

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Tan Boon Seng

Aged 58, has been an independent non-executive director of the Company (“INED”) since April 1999 and is a member of each of the Audit Committee and the Nomination Committee and the Chairman of the Remuneration Committee of the Company. Mr. Tan obtained a Master’s degree in Arts from the Cambridge University. Mr. Tan is the chairman and managing director of Lee Hing Development Limited (Stock code: 68), a company listed on the Main Board of the Stock Exchange. He resigned as an independent nonexecutive director of Genting Hong Kong Limited (Stock code: 678), a company listed on the Main Board of the Stock Exchange, with effect from 10 January 2013. He is also an executive director of IGB Corporation Berhad, a company listed on the stock exchange of Kuala Lumpur, Malaysia. He was appointed as a non-executive director of PureCircle Limited, a company listed on the London stock exchange, in August 2012 and resigned from the same position in December 2012.

Dr. Antonio Maria Santos

Aged 57, has been an INED since September 2012 and is a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company. He retired from the Hong Kong Police Force in January 2012 after more than 30 years of service. His last position was an Assistant Commander of a Police District. Apart from volunteering for community services, Dr. Santos was appointed as the chief operations officer of the Advance Tactics Service Limited, which specialised in computer and technology security, personal and corporate security, risk assessment and management, and strategic advice on commercial laws as well as listing rules, since July 2013. He is currently a part time lecturer in the faculty of Crime & Investigation for associate degrees and degrees. Dr. Santos obtained a PhD in business administration from the Nueva Ecija University of Science and Technology in the Republic of Philippines, a Master’s degree in management studies from the University of Northumbria at Newcastle in the United Kingdom and a Master’s degree in criminal justice from the Tarlac State University in the Republic of Philippines. He is a Fellow of the Chartered Management Institute, the United Kingdom. Dr. Santos is an independent non-executive director of Willie International Holdings Limited (Stock code: 273), a company listed on the Main Board of the Stock Exchange, since August 2012.

獨立非執行董事

陳文生先生

58歲，自1999年4月起擔任本公司獨立非執行董事（「獨立非執行董事」），並為本公司審核委員會及提名委員會成員以及薪酬委員會主席。陳先生取得劍橋大學文學士碩士學位。陳先生為利興發展有限公司（股份代號：68）（一間於聯交所主板上市之公司）之主席兼董事總經理。彼自2013年1月10日起辭任雲頂香港有限公司（股份代號：678）（一間於聯交所主板上市之公司）之獨立非執行董事。彼亦擔任IGB Corporation Berhad（一間於馬來西亞吉隆坡證券交易所上市之公司）之執行董事。彼於2012年8月獲委任為PureCircle Limited（一間於倫敦證券交易所上市之公司）之非執行董事並於2012年12月辭任。

杜東尼博士

57歲，自2012年9月起一直擔任獨立非執行董事，並為本公司審核委員會、薪酬委員會及提名委員會成員。彼於2012年1月退休前已在香港警務處服務逾30年；最後職位為警區助理指揮官。除參與社區服務之義務工作外，杜博士自2013年7月起獲委任為領先策略事務有限公司之營運總監，該公司專門從事電腦及技術保安、個人及企業安全、風險評估及管理、就商業法以及上市規則提供策略性建議。彼現為一所大專院校之客席講師，負責刑事及調查之副學士及學士學位課程。杜博士持有菲律賓共和國國立雷省科技大學之工商管理博士學位、英國紐卡素諾桑比亞大學管理學碩士學位及菲律賓共和國太歷國立大學刑法學碩士學位。彼為英國特許管理學院資深會員。自2012年8月起，杜博士為威利國際控股有限公司（股份代號：273）（一間於聯交所主板上市之公司）之獨立非執行董事。

Directors and Senior Management

董事及高層管理人員

INDEPENDENT NON-EXECUTIVE DIRECTORS (Continued)

Mr. Kong To Yeung Frankie

Aged 50, was appointed as INED on 21 June 2013 and is the chairman of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee of the Company. Mr. Kong is an executive president of Express Investment International Group Limited, which is a private investment holding company located in Hong Kong, since January 2014. Before that he was a general manager of G-Prop (Holdings) Limited (Stock Code: 286), a company listed on the Main Board of the Stock Exchange, from September 2012 to December 2013 and was responsible for its corporate development. Mr. Kong was also a general manager – corporate development of Goodtop Tin International Holdings Limited (Stock Code: 195) from September 2011 to August 2012, a general manager of Lam Soon (Hong Kong) Limited (Stock Code: 411) from 2008 to late 2012 and an assistant general manager of New World China Land Limited (Stock Code: 917) from 1996 to 2002, all being companies listed on the Main Board of the Stock Exchange. Mr. Kong served in management capacities in various private companies including New World TMT Limited and Philips Hong Kong Limited. Mr. Kong is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Chartered Association of Certified Accountants. He obtained a Honours Diploma in Accounting from Hong Kong Baptist College, currently known as the Hong Kong Baptist University, in 1986.

獨立非執行董事(續)

江道揚先生

50歲，於2013年6月21日獲委任為獨立非執行董事，並為審核委員會主席以及提名委員會及薪酬委員會成員。江先生自2014年1月起出任 Express Investment International Group Limited (一間位於香港之私人投資控股公司)之執行總裁。在此之前，彼由2012年9月至2013年12月為金匡企業有限公司(股份代號：286)(一間於聯交所主板上市之公司)之總經理並負責其企業發展。江先生亦由2011年9月至2012年8月為萬佳錫業國際控股有限公司(股份代號：195)之總經理、由2008年至2012年年底為南順(香港)有限公司(股份代號：411)之總經理，並由1996年至2002年為新世界中國地產有限公司(股份代號：917)之副總經理，上述公司均為聯交所主板上市公司。江先生曾於包括新世界信息科技有限公司及飛利浦香港有限公司之多家私人公司擔任管理職務。江先生為香港會計師公會會員及英國特許公認會計師公會資深會員。彼於1986年獲得香港浸會學院(現稱香港浸會大學)之會計榮譽文憑。

Directors and Senior Management

董事及高層管理人員

SENIOR MANAGEMENT

Mr. Hon Ping Cho Terence

Appointed as the Chief Financial Officer, the Company Secretary and the Authorised Representative of the Company with effect from 30 December 2013. He has substantial experience in auditing, accounting and financial management. Prior to joining the Company, Mr. Hon worked in an international accounting firm before he was appointed to various senior financial positions in a number of listed companies in Hong Kong. He holds a Master's degree in business administration (financial services) from The Hong Kong Polytechnic University and is a fellow member of the Association of Chartered Certified Accountants, a member of the Hong Kong Institute of Certified Public Accountants and a member of the Institute of Chartered Accountants in England and Wales.

Mr. Herbert Adamczyk

Appointed as the Executive Vice Chairman of Auto Italia Limited, a subsidiary of the Group since January 2013, and the Director and Chief Operating Officer of China Premium Lifestyle Enterprise, Inc., an associated company of the Group. He has over 48 years' experience in the automotive trade in Hong Kong. He has a motor engineering background and has been with the Technorient Group, subsidiaries of the Group, for 29 years. He is an Executive Committee member of The Motor Traders Association of Hong Kong and The Italian Chamber of Commerce in Hong Kong and Macau.

Mr. John Brian Newman

Appointed as the Managing Director of Auto Italia Limited since January 2013. He has over 25 years' experience with blue chip sports and luxury car manufacturers and importers, and was a director of a successful motor racing team in Europe. He holds a Diploma in Business and Finance, is a qualified pilot and a member of the Institute of the Motor Industry in the United Kingdom. Mr. Newman is responsible for sales, marketing, distribution, dealer development, media communications and customer relationship management of the car business of the Group since 2005.

高層管理人員

韓炳祖先生

彼自2013年12月30日起獲委任為本公司財務總監、公司秘書及授權代表。彼於審計、會計及財務管理方面擁有豐富經驗。在加入本公司前，韓先生獲委任於多間香港上市公司出任多個高級財務職位，在此之前彼曾於一間國際會計師行任職。彼持有香港理工大學工商管理(金融服務)碩士學位，並為英國特許公認會計師公會資深會員、香港會計師公會會員及英格蘭及威爾士特許會計師公會會員。

夏德成先生

彼自2013年1月起獲委任為本集團之附屬公司快意汽車有限公司之執行副主席，並為本集團之聯營公司China Premium Lifestyle Enterprise, Inc.之董事兼營運總裁。彼於香港汽車貿易累積逾48年經驗。彼擁有汽車工程學歷，曾任職本集團之附屬公司勵安集團29年。彼為香港汽車商會及The Italian Chamber of Commerce in Hong Kong and Macau之執行委員會成員。

John Brian Newman先生

彼自2013年1月起獲委任為快意汽車有限公司之董事總經理。彼於藍籌跑車及豪華汽車製造及進口行業擁有逾25年經驗，並曾擔任歐洲一個成功賽車隊之主管。彼持有商業及財務學文憑，為合資格飛機機師及英國汽車工業學會會員。Newman先生自2005年起負責本集團汽車業務之銷售、市場推廣、分銷、代理商拓展、媒體傳訊及客戶關係管理等領域。

Directors' Report

董事會報告

The Directors present this annual report (the "Report") and audited consolidated financial statements for the financial year ended 31 December 2013 of the Company and its subsidiaries (together, the "Group").

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company.

Its subsidiaries are principally engaged in the import, marketing and distribution of luxury and ultra-luxury cars. The activities and other particulars of the principal subsidiaries are set out in Note 43 to the consolidated financial statements.

SEGMENTAL INFORMATION

Details of segmental information are set out in Note 7 to the consolidated financial statements.

FINANCIAL STATEMENTS

The financial results of the Group for the year ended 31 December 2013 and the state of the Group's affairs as at that date are set out in the consolidated financial statements on pages 53 to 56 of this Annual Report.

DIVIDENDS

The Directors do not recommend the payment of a final dividend for the year ended 31 December 2013 (2012: Nil). No interim dividend was paid during the year (2012: Nil).

GROUP FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 155.

董事提呈本年報(「本報告」)及本公司及其附屬公司(統稱為「本集團」)截至2013年12月31日止財政年度之經審核綜合財務報表。

主要業務

本公司為一間投資控股公司。

其附屬公司主要從事豪華及超級豪華汽車之進口、市場推廣及分銷。各主要附屬公司之業務及其他資料載於綜合財務報表附註43。

分類資料

分類資料之詳情載於綜合財務報表附註7。

財務報表

本集團截至2013年12月31日止年度之財務業績及本集團於該日之財務狀況載於本年報第53至56頁之綜合財務報表內。

股息

董事並不建議就截至2013年12月31日止年度派發末期股息(2012年：無)。年內並無派發中期股息(2012年：無)。

集團財務摘要

本集團於過去5個財政年度之業績、資產及負債之摘要載於第155頁。

Directors' Report

董事會報告

SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the share capital of the Company during the year are set out in Note 31 to the consolidated financial statements. Information about the share options of the Company and details of movements in the share options of the Company during the year are set out in the section headed “Share Option Schemes” in this Report and in Note 32 to the consolidated financial statements.

RESERVES

Details of movements in reserves of the Company and the Group during the year are set out in the consolidated statement of changes in equity on page 57 of this Report.

PROPERTY, PLANT AND EQUIPMENT

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

DONATIONS

During the year, the Group made charitable and other donations of HK\$75,000 (2012: HK\$106,000).

BORROWINGS

Details of the Group's borrowings are set out in Note 28 to the consolidated financial statements. No interest was capitalised by the Group during the year.

股本及優先認股權

年內本公司股本之變動詳情載於綜合財務報表附註31。年內有關本公司優先認股權資料及優先認股權之變動詳情載於本報告「優先認股權計劃」一節及綜合財務報表附註32。

儲備

年內本公司及本集團儲備之變動詳情載於本報告第57頁之綜合權益變動表內。

物業、廠房及設備

年內本集團之物業、廠房及設備之變動詳情載於綜合財務報表附註16。

捐款

年內，本集團作出之慈善及其他捐款為75,000港元(2012年：106,000港元)。

借貸

本集團借貸之詳情載於綜合財務報表附註28。年內本集團並無將利息資本化。

Directors' Report

董事會報告

MAJOR CUSTOMERS AND SUPPLIERS

The Group's five largest suppliers accounted for 86.5% of the Group's purchases during the year, 33.3% being attributable to the largest supplier. The percentage of turnover attributable to the Group's five largest customers is less than 11.4% during the year.

As far as the Directors are aware, no Director, their associates or any Shareholder (who to the knowledge of the Directors owns more than 5% of the Company's share capital) has interest in the Group's five largest suppliers.

CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

There was no contract of significance between the Company or any of its subsidiary companies, and a controlling Shareholder or any of its subsidiaries for the year ended 31 December 2013.

There was no contract of significance for the provision of services to the Company or any of its subsidiaries by a controlling Shareholder or any of its subsidiaries for the year ended 31 December 2013.

DIRECTORS

The Directors who held office during the year and up to the date of this Report are:

Executive Directors

Mr. Chong Tin Lung Benny (*appointed with effect from 13 June 2013 and re-designated as Executive Chairman and appointed as Chief Executive Officer with effect from 24 October 2013*)

Dr. Lee Man Fai Richard (*resigned with effect from 24 October 2013*)

Mr. Lee Man Bun Jeff (*resigned with effect from 25 June 2013*)

Mr. Wong Tik Tung (*resigned with effect from 30 December 2013*)

Mr. William Keith Jacobsen

Mr. Lam Chi Yan (*appointed with effect from 13 June 2013*)

Independent Non-executive Directors

Mr. Tan Boon Seng

Mr. Yin Pi Tak Peter (*retired with effect from 30 May 2013*)

Mr. Cheung Ying Kwan (*retired with effect from 30 May 2013*)

Dr. Antonio Maria Santos

Mr. Kong To Yeung Frankie (*appointed with effect from 21 June 2013*)

主要客戶及供應商

年內本集團5大供應商佔本集團採購額之86.5%，其中最大供應商佔33.3%。年內來自本集團5大客戶佔營業額不足11.4%。

據董事所知，概無董事、彼等之聯繫人士或任何股東(據董事知悉擁有本公司股本5%以上)於本集團5大供應商中擁有權益。

控股股東在合約上之利益

截至2013年12月31日止年度，本公司或其任何附屬公司與一名控股股東或其任何附屬公司並無簽訂重大合約。

截至2013年12月31日止年度，概無簽訂由控股股東或其任何附屬公司向本公司或其任何附屬公司提供服務之重大合約。

董事

以下為年內及直至本報告日期止之在任董事：

執行董事

莊天龍先生(自2013年6月13日起獲委任，並自2013年10月24日起調任為執行主席及獲委任為行政總裁)

李文輝博士(自2013年10月24日起辭任)

李文彬先生(自2013年6月25日起辭任)

汪滌東先生(自2013年12月30日起辭任)

葉偉其先生

林志仁先生(自2013年6月13日起獲委任)

獨立非執行董事

陳文生先生

尹彼德先生(自2013年5月30日起退任)

張應坤先生(自2013年5月30日起退任)

杜東尼博士

江道揚先生(自2013年6月21日起獲委任)

Directors' Report

董事會報告

In accordance with Bye-law 99(A) of the bye-laws of the Company (“Bye-laws”), Mr. Wiliam Keith Jacobsen and Dr. Antonio Maria Santos will retire from office by rotation at the forthcoming annual general meeting (the “AGM”) and, being eligible, offer themselves for re-election.

Mr. Tan Boon Seng was re-appointed as an INED at last year’s annual general meeting for a term up to the date of the AGM. Since he has been an INED for more than nine years, his further appointment will be subject to a separate resolution to be approved by Shareholders at the AGM pursuant to Code Provision A.4.3 of the Corporate Governance Code set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”). Mr. Tan will offer himself for reelection at the AGM.

The INEDs are also subject to retirement by rotation in accordance with the Bye-laws. The Company has received from each INED an annual confirmation of their independence pursuant to the independence assessing factors guidelines set out in Rule 3.13 of the Listing Rules. The Company considers the INEDs to be independent.

根據本公司之公司細則(「公司細則」)第99(A)條，葉偉其先生及杜東尼博士將在應屆股東周年大會(「股東周年大會」)上輪席告退，惟合資格並願意膺選連任。

陳文生先生已於上屆股東周年大會上獲續任為獨立非執行董事至股東周年大會當日止。由於彼已擔任獨立非執行董事超過9年，根據聯交所證券上市規則(「上市規則」)附錄14載列之企業管治守則守則條文第A.4.3條，其續任將遵照股東於股東周年大會上批准之獨立決議案，陳先生將願意於股東周年大會上膺選連任。

獨立非執行董事亦須依據公司細則輪席告退。根據上市規則第3.13條獨立性評估因素指引，本公司已收到各獨立非執行董事有關其獨立性之年度確認。本公司認為獨立非執行董事均為獨立人士。

Directors' Report

董事會報告

CHANGES IN INFORMATION OF DIRECTORS

Pursuant to Rule 13.51(B)(1) of the Listing Rules, the changes in information of Directors subsequent to the date of the Company's interim report 2013 are set out below:

Mr. Chong Tin Lung Benny entered into a service agreement dated 14 November 2013 with the Company for a term of two years commencing from 13 June 2013 and he is subject to retirement by rotation and re-election in accordance with the Bye-laws. Mr. Chong is entitled to an annual remuneration package of approximately HK\$2,016,000 plus an annual bonus at 2.5% on audited net profit of the Group.

Mr. Lam Chi Yan entered into a service agreement with the Company for a term of two years commencing from 13 June 2013 and he is subject to retirement by rotation and re-election in accordance with the Byelaws. Mr. Lam is entitled to an annual remuneration package of approximately HK\$1,800,000 plus an annual bonus which is based on the achievement of certain Key Performance Indicators as set out by the Group, provided that the total annual bonus payable to Mr. Lam shall not be less than HK\$590,000.

Dr. Antonio Maria Santos was appointed as the chief operations officer of Advance Tactics Service Limited, a private company incorporated in Hong Kong, which specialised in computer and technology security, personal and corporate security, risk assessment and management, and strategic advice on commercial laws as well as the Listing Rules, since July 2013.

Mr. Kong To Yeung is an executive president of Express Investment International Group Limited, which is a private investment holding company located in Hong Kong, since January 2014. Before that he was a general manager of G-Prop (Holdings) Limited (Stock Code: 286), a company listed on the Main Board of the Stock Exchange, from September 2012 to December 2013.

DIRECTORS' SERVICE CONTRACTS

None of the Directors who is proposed for re-election at the AGM has an unexpired service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

董事資料之變更

根據上市規則第13.51(B)(1)條，於本公司2013年中期報告刊發日期後，董事資料之變更載列如下：

莊天龍先生與本公司訂立日期為2013年11月14日之服務協議，自2013年6月13日起計為期兩年，惟彼須根據公司細則輪值告退及膺選連任。莊先生有權收取約2,016,000港元之年度薪酬待遇，加上本集團經審核純利2.5%之年度花紅。

林志仁先生與本公司訂立服務協議，自2013年6月13日起計為期兩年，惟彼須根據公司細則輪值告退及膺選連任。林先生有權收取約1,800,000港元之年度薪酬待遇，加上根據所達致本集團載列之若干主要績效指標而計算之年度花紅，惟應付林先生之年度花紅總額將不少於590,000港元。

杜東尼博士自2013年7月起獲委任為領先策略事務所有限公司(一間於香港註冊成立之私人公司)之營運總監，該公司專門從事電腦及技術保安、個人及企業安全、風險評估及管理、就業法以及上市規則提供策略性建議。

江道揚先生自2014年1月起出任 Express Investment International Group Limited (一間位於香港之私人投資控股公司)之執行總裁。在此之前，彼由2012年9月至2013年12月為金匡企業有限公司(股份代號：286)(一間於聯交所主板上市之公司)之總經理。

董事之服務合約

於股東周年大會上擬膺選連任之董事概無與本公司訂立本公司不可於1年內免付賠償(法定賠償除外)而予以終止之尚未逾期服務合約。

Directors' Report

董事會報告

DIRECTORS' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

At 31 December 2013, the interests and short positions of each Director and chief executive of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept under Section 352 of the SFO; or are required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") as set out in Appendix 10 to the Listing Rules, to be notified to the Company and the Stock Exchange are as follows:

- (a) Beneficial interests and long positions in the shares of the Company at 31 December 2013:

董事於股份、相關股份及債權證中之權益 及淡倉

於2013年12月31日，本公司各董事及行政總裁於本公司或任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債權證中擁有根據證券及期貨條例第352條須記入登記冊；或根據上市規則附錄10載列之上市公司董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所之權益及淡倉如下：

- (a) 於2013年12月31日，於本公司股份之實益權益及好倉：

Directors 董事	Number of ordinary shares of HK\$0.02 each ("Share(s)") 每股面值0.02港元之普通股(「股份」)數目			
	Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Total interests 權益總計
Mr. Tan Boon Seng 陳文生先生	1,020,000	–	–	1,020,000

None of the Directors held any short position in the Shares.

董事概無於股份中持有任何淡倉。

- (b) Beneficial interests and short positions in underlying shares of equity derivatives of the Company at 31 December 2013 are disclosed in the section headed "Share Option Schemes" of this Report.

- (b) 於2013年12月31日，本公司股本衍生工具之相關股份之實益權益及淡倉於本報告「優先認股權計劃」一節中披露。

Directors' Report

董事會報告

DIRECTORS' INTERESTS IN ASSETS AND/OR ARRANGEMENT

For the year ended 31 December 2013, none of the Directors had any other direct or indirect interest in any assets which have been acquired or disposed of by or leased to any members of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.

For the year ended 31 December 2013, there was no other contract or arrangement subsisting in which a Director was materially interested and which was significant in relation to the business of the Group as a whole.

DIRECTORS' INTERESTS IN CONTRACTS

There was no contract of significance in relation to the Group business, to which the Company or any of its subsidiaries was a party and in which a Director had, whether directly or indirectly, a material interest subsisting at the end of the year or at any time during the year ended 31 December 2013.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors (including INEDs) was interested in any business apart from the Company's business, which competes or is likely to compete, either directly or indirectly, with the Company's business during the year.

ARRANGEMENT FOR DIRECTORS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the section headed of "Share Option Schemes", at no time during the year ended 31 December 2013 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

董事於資產之權益及／或安排

截至2013年12月31日止年度，概無董事於已收購或出售或租賃予本集團任何成員之任何資產，或於擬收購或出售或租賃予本集團任何成員之任何資產中享有任何其他直接或間接權益。

截至2013年12月31日止年度，概無董事於本集團整體業務有重要影響之其他合約或安排中享有重大利益。

董事於合約中之利益

本公司或其任何附屬公司於本年底或截至2013年12月31日止年度內任何時間，並無簽訂任何與本集團業務有關而董事在其中直接或間接享有重大利益之重要合約。

董事在競爭行業之權益

年內，除本公司之業務外，董事(包括獨立非執行董事)概無在任何與本公司業務有直接或間接競爭或可能有競爭之業務中擁有權益。

董事購買股份或債權證之安排

除「優先認股權計劃」一節所披露者外，於截至2013年12月31日止年度任何時間內，本公司或其任何附屬公司並無參與任何安排，使本公司董事透過購買本公司或任何其他公司之股份或債權證而獲得利益。

Directors' Report

董事會報告

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

Save as disclosed below, at 31 December 2013, so far as is known to the Directors, no other person had, or was deemed or taken to have an interest or short position of 5% or more of the interests in the Shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

主要股東於股份、相關股份及債權證中之權益及淡倉

除下文所披露者外，於2013年12月31日，就董事所知，概無其他人士於股份或本公司相關股份中擁有或被視為或當作擁有5%或以上之權益或淡倉，而須根據證券及期貨條例第336條記入登記冊內：

Shareholders 股東	Number of Shares 股份數目	Number of underlying shares of equity derivatives 股本衍生工具 之相關股份數目	Approximate % of the total issued Shares [#] 佔已發行股本總數之概約 百分比 [#]
Gustavo International Limited	203,150,000 ^(Note) (附註)	—	6.86%
Maini Investments Limited	203,150,000 ^(Note) (附註)	—	6.86%
VMS Investment Group Limited ("VMSIG") 鼎珮投資集團有限公司 (「鼎珮投資」)	704,770,045 ^(Note) (附註)	—	23.81%
Ms. Mak Siu Hang Viola 麥少嫻女士	704,770,045 ^(Note) (附註)	—	23.81%

[#] Based on the total issued Shares of 2,959,452,260 at 31 December 2013.

[#] 根據2013年12月31日的全部已發行股份2,959,452,260股計算。

Note: VMSIG and parties acting in concert with it are interested in an aggregate of 704,770,045 Shares, of which 501,620,045 Shares are held by VMSIG and 203,150,000 Shares are held by Gustavo International Limited (a company owned as to approximately 80% by Maini Investments Limited, a wholly owned subsidiary of VMSIG which is in turn wholly-owned by Ms. Mak Siu Hang Viola).

附註：鼎珮投資及其一致行動人士於合共704,770,045股股份中擁有權益，其中501,620,045股股份由鼎珮投資持有及203,150,000股股份由Gustavo International Limited(一間由鼎珮投資全資附屬公司Maini Investments Limited擁有約80%之公司，而鼎珮投資則由麥少嫻女士全資擁有)持有。

All interests in Shares and underlying shares of equity derivatives of the Company are long positions. None of the substantial Shareholders held any short positions in the Shares or underlying shares of equity derivatives of the Company.

於股份及本公司股本衍生工具之相關股份之所有權益皆為好倉。概無主要股東於本公司股份或股本衍生工具之相關股份中持有任何淡倉。

Directors' Report

董事會報告

SHARE OPTION SCHEMES

Under the share option schemes adopted by the Company on 30 May 2002 (the "2002 Scheme") and 28 May 2012 (the "2012 Scheme") respectively, options were granted to certain Directors, employees, and other eligible participants of the Company entitling them to subscribe for shares of HK\$0.02 each in the capital of the Company. The 2002 Scheme was expired and terminated on 27 May 2012.

Under the 2012 Scheme, the Board may at their discretion grant options to the following participants of the Company, its subsidiaries and any company in which the Group holds any equity interest, to subscribe for Shares in the Company:

1. eligible employees, including Directors; or
2. suppliers or customers; or
3. any person or entity that provides research, development or other technological support; or
4. Shareholders; or
5. employees, partners or directors of any business partners, joint venture partners, financial advisers and legal advisers.

Options granted to a Director, chief executive or substantial Shareholder of the Company, or any of their respective associates, shall be approved by the INEDs (excluding any INED who is a grantee of the options).

優先認股權計劃

根據本公司分別於2002年5月30日(「2002年計劃」)及2012年5月28日(「2012年計劃」)採納之優先認股權計劃，若干董事、僱員及本公司其他合資格參與者獲授出優先認股權，以認購本公司股本中每股面值0.02港元之股份。2002年計劃已於2012年5月27日屆滿及終止。

根據2012年計劃，董事會可酌情決定向以下與本公司、其附屬公司及本集團持有任何股權之任何公司有關之參與人士授予優先認股權，以認購本公司股份：

1. 合資格僱員，包括董事；或
2. 供應商或客戶；或
3. 提供研究、開發或其他技術支援之任何人士或公司；或
4. 股東；或
5. 任何業務合夥人、合營企業合夥人、財務顧問及法律顧問之任何僱員、合夥人或董事。

授出優先認股權予本公司董事、行政總裁或主要股東或彼等各自之任何聯繫人士，須獲獨立非執行董事(不包括身為優先認股權承授人之任何獨立非執行董事)之批准。

SHARE OPTION SCHEMES (Continued)

The total number of shares which may be issued upon exercise of all outstanding options granted under the 2012 Scheme and any other share option schemes of the Company must not exceed 30% of the issued share capital of the Company from time to time. The total number of shares which may be issued upon exercise of all options granted under the 2012 Scheme and any other share option schemes of the Company shall not, in aggregate, exceed 10% of the issued share capital of the Company at the adoption date of the 2012 Scheme without prior approval by the Shareholders.

The total number of shares issued and to be issued upon exercise of the options granted to each participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the total issued share capital of the Company, without prior approval by the Shareholders.

Options granted to a substantial shareholder of the Company or an independent non-executive Director, or any of their respective associates, under the 2012 Scheme and any other share option schemes of the Company would result in the shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in any 12-month period in aggregate in excess of 0.1% of the Company's issued share capital and with an aggregate value, based on the closing price of the shares of the Company at the date of each grant, in excess of HK\$5 million must obtain prior approval from the shareholders of the Company.

Options granted must be taken up within 28 days of the date of grant upon payment of HK\$1.00 per each grant of options. The exercise period of the options granted under the 2012 Scheme shall be determined by the Board when such options are granted, provided that such period shall not end later than 6 years from the date of grant. The subscription price is determined by the Board and will not be lower than the higher of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets on the date of grant, which must be a trading day, and (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of grant, and (iii) the nominal value of a Company's share.

For the year ended 31 December 2013, no options were granted or exercised.

優先認股權計劃(續)

因行使2012年計劃及本公司任何其他優先認股權計劃項下所有尚未行使的優先認股權而可能將予發行的股份總數，不得超過本公司不時已發行股本之30%。如未經股東事先批准，根據2012年計劃及本公司任何其他優先認股權計劃所授出的所有優先認股權獲行使時可予發行之股份總數合共不得超過本公司於2012年計劃採納日期已發行股本之10%。

如未經股東事先批准，於任何12個月期間內向每名參與人士授出之優先認股權(包括已行使及尚未行使之優先認股權)涉及之已發行及將予發行之股份總數不得超過本公司已發行股本總數之1%。

根據2012年計劃及本公司任何其他優先認股權計劃向一名本公司主要股東或獨立非執行董事或彼等各自之任何聯繫人士授出優先認股權，將導致於任何12個月期間內，因行使所有已向該人士授出及將予授出之優先認股權(包括已行使、已註銷及尚未行使之優先認股權)，而已發行及將予發行股份合共超過本公司已發行股本之0.1%，或按各授出日期本公司股份收市價，總值超過5,000,000港元，必須經本公司股東事先批准。

參與人士須於授出優先認股權日期起計28日內並就授出之每份優先認股權繳付1.00港元後接納。根據2012年計劃授出之優先認股權之行使期於授出時由董事會決定，惟不得遲於授出日期起計之6年後屆滿。認購價由董事會決定，惟不得低於下列三者中之最高者：(i)於授出日期(必須為交易日)本公司股份於聯交所日報表所載之收市價；及(ii)於緊接授出日期前5個交易日本公司股份於聯交所日報表所載之平均收市價；及(iii)本公司之股份面值。

截至2013年12月31日止年度，並無優先認股權獲授出或行使。

Directors' Report

董事會報告

SHARE OPTION SCHEMES (Continued)

優先認股權計劃(續)

The following table discloses movement in outstanding share options, which have been granted under the 2002 Scheme, for the year ended 31 December 2013:

下表披露於截至2013年12月31日止年度，根據2002年計劃已授出但尚未行使之優先認股權之變動：

Eligible person 合資格人士	Date of grant 授出日期	Outstanding at 1 January 2012 於2012年1月1日 尚未行使	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled/ lapsed the year 年內註銷/失效	Outstanding at 31 December 2012 於2012年12月31日 尚未行使	Exercisable period 行使期	Exercise price 行使價 HK\$ 港元
Continuous Contract employees 持續合約員工	9 August 2007 2007年8月9日	180,000	-	-	(180,000)	-	9 August 2007 to 8 August 2012 2007年8月9日至 2012年8月8日	0.2130
	25 September 2007 2007年9月25日	120,000	-	-	(120,000)	-	25 September 2007 to 24 September 2013 2007年9月25日至 2013年9月24日	0.1740
		300,000	-	-	(300,000)	-		

As at 31 December 2013, the number of shares in respect of which options had been granted and remained outstanding under the 2002 Scheme was nil (2012: 300,000), representing approximately 0% (2012: approximately 0.01%) of the issued share capital of the Company at that date.

於2013年12月31日，有關根據2002年計劃授出但尚未行使之優先認股權之股份數目為零(2012年：300,000股)，佔本公司當日之已發行股本約0%(2012年：約0.01%)。

Directors' Report

董事會報告

PUBLIC FLOAT

During the year ended 31 December 2013, based on information that is publicly available to the Company, the Directors acknowledge that more than 25% of the issued share capital of the Company is held by the public.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

During the year ended 31 December 2013, the Company and its subsidiaries have not repurchased, sold or redeemed any of the Company's securities.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Bye-laws or the laws in Bermuda although there is no restriction against such rights under the laws in Bermuda.

AUDITOR

During the year ended 31 December 2013, Messrs. Deloitte Touche Tohmatsu was re-appointed as auditor of the Group (the "Auditor") to hold office until the conclusion of the AGM.

The consolidated financial statements for the year were audited by Messrs. Deloitte Touche Tohmatsu who will retire at the AGM and being eligible, offer itself for re-appointment.

公眾持股量

截至2013年12月31日止年度，根據本公司公開獲得之資料，董事確認本公司已發行股本之25%以上由公眾持有。

購買、出售或贖回證券

截至2013年12月31日止年度，本公司及其附屬公司並無回購、出售或贖回本公司之任何證券。

優先購買權

儘管百慕達法例在優先購買權上並無設立限制，公司細則或百慕達法例並無有關條文。

核數師

截至2013年12月31日止年度，德勤•關黃陳方會計師行獲續聘為本集團核數師(「核數師」)，直至股東周年大會結束為止。

本年度之綜合財務報表由德勤•關黃陳方會計師行審核，彼將於股東周年大會上告退，惟合資格並願意膺選續聘。

Directors' Report

董事會報告

CONNECTED TRANSACTIONS

Pursuant to Chapter 14A of the Listing Rules, the following connected transaction is required to be disclosed in the annual report of the Company:

Continuing Connected Transaction

Property Leasing

As disclosures in the circular and the announcement dated 22 November 2013 and 30 December 2013 in relation to, among others, the disposal of the entire issued share capital of Wo Kee Hong (B.V.I.) Limited (the "Disposal"), one of the Company's subsidiaries owns the property located at workshops 01, 02, 03, 04, 05, 06 and 07 on the 28th Floor and the light goods vehicle parking space no. LGV-05 on the podium level two of King Palace Plaza, No. 52A Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong (the "Property"). One of the terms of the Disposal is that the Company shall, upon the completion of the Disposal, procure that the property be leased to a member of Wo Kee Hong (B.V.I.) Limited for a 12-month period commencing 30 December 2013 at a monthly rent of HK\$170,000 (the "Rent") excluding management fee, rates, government rent, utility charges and other outgoings (the "Lease"). The monthly rent was determined after arm's length negotiations between the parties with reference to the prevailing market rent of the Property as determined by an independent professional valuer. The annual cap of the Lease based on the rental payable (excluding management fee, rates, government rent, utility charges and other outgoings) is HK\$2,040,000.

On 30 December 2013, the Group has entered into the tenancy agreement with Wo Kee Administration Limited which is the subsidiary of Wo Kee Hong (B.V.I.) Limited based on the above terms. During the year ended 31 December 2013, the Group has recognised rental income of HK\$11,000.

The Lease constitutes a continuing connected transaction of the Company. As each of the Percentage Ratios (other than the profits ratio) in respect of the Lease on an annual basis is less than 5%, the Lease is subject to the reporting, announcement and annual review requirements but exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

關連交易

根據上市規則第14A章，以下關連交易須於本公司年報中披露：

持續關連交易

物業租賃

如日期分別為2013年11月22日及2013年12月30日之通函及公告所披露，內容有關(其中包括)出售本公司其中一間附屬公司Wo Kee Hong (B.V.I.) Limited之全部已發行股本，該公司擁有位於香港新界荃灣沙咀道52A號皇廷廣場28樓之第01、02、03、04、05、06及07號單位及平台第二層之第LGV-05號輕型貨車停車位(「該物業」)。出售事項之其中一項條款為本公司須於完成時促使該物業出租予Wo Kee Hong (B.V.I.) Limited之一間成員公司，自2013年12月30日起計為期十二個月，月租為170,000港元(「該租金」)，不包括管理費、差餉、地租、水電費用及其他開支(「該租賃」)。月租乃由訂約方經參考獨立專業估值師所釐定該物業之現行市場租金按公平原則磋商後釐定。根據應付租金(不包括管理費、差餉、地租、水電費用及其他開支)，該租賃之年度上限為2,040,000港元。

於2013年12月30日，本集團已根據上述條款與Wo Kee Hong (B.V.I.) Limited之附屬公司Wo Kee Administration Limited訂立租賃協議。截至2013年12月31日止年度，本集團已確認11,000港元之租金收入。

該租賃構成本公司之一項持續關連交易。由於該租賃按年計算之各項百分比率(不包括盈利比率)低於5%，故該租賃須遵守上市規則第14A章項下之申報、公告及年度審閱規定，惟獲豁免遵守獨立股東批准之規定。

Directors' Report

董事會報告

CONNECTED TRANSACTIONS (Continued)

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued his unqualified letter containing his findings and conclusions in respect of the continuing connected transactions disclosed by the Group in the Report in accordance with Main Board Listing Rule 14A.38.

Confirmation of INEDs

Pursuant to Rule 14A.37 of the Listing Rules, the Company's INEDs had reviewed the above connected transaction and have confirmed that the transaction had been entered into by the Group:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms; and
- (iii) in accordance with the terms of the respective agreements governing such transaction that was fair and reasonable and in the interests of the shareholders as a whole.

A copy of the Auditor's letter has been provided by the Company to the Stock Exchange.

For and on behalf of the Board

Chong Tin Lung Benny

Executive Chairman & Chief Executive Officer

Hong Kong, 25 March 2014

關連交易 (續)

本公司核數師已獲委聘根據香港會計師公會頒布之香港鑒證業務準則3000號「歷史財務資料審核或審閱以外的鑒證工作」並參照實務說明740號「香港上市規則規定的持續關連交易的核數師函件」，就本集團之持續關連交易發出報告。核數師已就本集團根據主板上市規則第14A.38條於本報告所披露之持續關連交易，發出無保留意見之函件，當中載有其發現及結論。

獨立非執行董事之確認

根據上市規則第14A.37條，本公司之獨立非執行董事已審閱上述關連交易，並已確認本集團於以下情況下進行交易：

- (i) 在本集團的日常業務過程中；
- (ii) 按一般商業條款；及
- (iii) 根據監管該交易的有關協議屬公平合理且符合股東整體利益之條款。

本公司已向聯交所提供一份核數師函件副本。

代表董事會

執行主席兼行政總裁

莊天龍

香港，2014年3月25日

Corporate Governance Report

企業管治報告

Maintaining an effective corporate governance framework is one of the priorities of the Company. This includes informing our shareholders of our corporate practices in our Report. In the opinion of the Directors, the Company had complied with all the code provisions of the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 to the Listing Rules throughout the year ended 31 December 2013, except Code Provisions A.2.1 and A.6.7 of the CG Code which are explained in the sub-sections headed “Chairman and Chief Executive Officer” and “Effective Communication” respectively below.

The corporate governance principles of the Company emphasize a quality board, sound internal control, and transparency and accountability to all shareholders. The Board will continue to review and improve the corporate practices of the Group from time to time to ensure that the Group is led by an effective Board in order to optimise return for the Shareholders.

THE MODEL CODE

The Company has adopted the Model Code set out in Appendix 10 of the Listing Rules as standard for dealings in securities of the Company by the Directors. Having made specific enquiry of all Directors, during the year ended 31 December 2013, the Directors confirmed that they have complied with the standards set out in the Model Code.

THE BOARD OF DIRECTORS

We are governed by the Board which assumes the responsibility for leadership and control of the Company. Our Directors are collectively responsible for promoting the success of the Company by directing and supervising the affairs of the Company.

As at the date of this Report, the Board comprises six members, of whom three are Executive Directors and three are the INEDs.

維持有效之企業管治架構乃本公司優先考慮事項之一。此舉包括於本報告中向我們的股東告知我們的企業常規。董事認為，於截至2013年12月31日止年度，本公司一直遵守上市規則附錄14載列之企業管治守則（「企業管治守則」）之全部守則條文，惟偏離企業管治守則守則條文第A.2.1及A.6.7條，詳情分別載於下文「主席及行政總裁」及「有效溝通」分節。

本公司企業管治原則強調高素質之董事會、穩健之內部監控、具透明度及向全體股東問責。董事會將繼續不時審閱及改善本集團之企業常規，以確保本集團由具成效之董事會領導，從而為股東帶來可觀回報。

標準守則

本公司已採納上市規則附錄10所載之標準守則，作為董事進行本公司證券交易之標準。經全體董事作出特定查詢後，於截至2013年12月31日止年度內，董事確認彼等已遵守標準守則所載之標準。

董事會

我們由負責領導及管理之董事會管治。我們的董事共同負責統管及監督本公司事務以促使本公司成功。

於本報告日期，董事會由六名成員組成，其中三名為執行董事及三名為獨立非執行董事。

Corporate Governance Report

企業管治報告

THE BOARD OF DIRECTORS (Continued)

Directors who held office during the year and up to the date of this Report are:

Executive Directors

Mr. Chong Tin Lung Benny (*appointed as Executive Director and vice-chairman with effect from 13 June 2013 and re-designated as Executive Chairman and appointed as Chief Executive Officer with effect from 24 October 2013*)

Dr. Lee Man Fai Richard (*resigned with effect from 24 October 2013*)

Mr. Lee Man Bun Jeff (*resigned with effect from 25 June 2013*)

Mr. Wong Tik Tung (*resigned with effect from 30 December 2013*)

Mr. William Keith Jacobsen

Mr. Lam Chi Yan (*appointed with effect from 13 June 2013*)

INEDs

Mr. Tan Boon Seng

Mr. Yin Pi Tak Peter (*retired with effect from 30 May 2013*)

Mr. Cheung Ying Kwan (*retired with effect from 30 May 2013*)

Dr. Antonio Maria Santos

Mr. Kong To Yeung Frankie (*appointed with effect from 21 June 2013*)

The Listing Rules require every listed issuer to have INEDs who represent at least one-third of the Board, at least one of whom must have appropriate professional qualifications, or accounting or related financial management expertise. Mr. Kong To Yeung Frankie, one of the INEDs, is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Each INED is required to confirm his independence in accordance with Rule 3.13 of the Listing Rules annually.

Dr. Lee Man Fai Richard and Mr. Lee Man Bun Jeff are brothers, but both resigned as Executive Directors with effect from 24 October 2013 and 25 June 2013 respectively. Save as disclosed herein, Board members do not have any family, financial or business relations with each other.

董事會(續)

以下為年內及直至本報告日期止之在任董事：

執行董事

莊天龍先生(自2013年6月13日起獲委任為執行董事兼副主席，並自2013年10月24日起調任為執行主席及獲委任為行政總裁)

李文輝博士(自2013年10月24日起辭任)

李文彬先生(自2013年6月25日起辭任)

汪滌東先生(自2013年12月30日起辭任)

葉偉其先生

林志仁先生(自2013年6月13日起獲委任)

獨立非執行董事

陳文生先生

尹彼德先生(自2013年5月30日起退任)

張應坤先生(自2013年5月30日起退任)

杜東尼博士

江道揚先生(自2013年6月21日起獲委任)

上市規則要求每個上市發行人擁有之獨立非執行董事人數佔董事會成員人數至少三分之一，其中至少1名必須擁有適當專業資格或會計或相關財務管理專業技能。其中一名獨立非執行董事江道揚先生為香港會計師公會會員及英國特許公認會計師公會資深會員。各獨立非執行董事每年均須按照上市規則第3.13條確認其獨立性。

李文輝博士及李文彬先生為兄弟，惟彼等分別於2013年10月24日及2013年6月25日辭任執行董事。除所披露者外，董事會成員之間並無任何親屬、財務或業務關係。

Corporate Governance Report

企業管治報告

THE BOARD OF DIRECTORS (Continued)

The biographies of our Directors are set out in the section headed “**Directors and Senior Management**” in this Report. Details of the biographies of the Directors seeking re-election at the AGM are set out in the circular issued by the Company and sent to our Shareholders together with this Report. The Company also maintains on its website (www.autoitalia.com.hk) an updated biography of each Director. A list of Directors and their roles and functions has also been published on the websites of the Company and the Stock Exchange respectively.

The Board meets regularly, normally four times each year at approximately once every 3 months and additional meetings will be arranged if and when necessary. Notice of each regular Board meeting will be given to all Directors at least 14 days before the meeting. Special Board meetings will be held as and when necessary. Matters on transactions where Directors are considered having conflict of interests or material interests will not be dealt with by way of written resolutions and a separate Board meeting shall be held where INEDs who have no material interests shall be present in the meeting. In addition, Directors considered having conflict of interests or material interests in the matters before the Board are required to declare their interests and abstain from voting for the relevant resolution.

Appropriate notices are given to all Directors for attending regular Board meetings and other meetings. A package containing agenda and all the relevant information is normally despatched to the Directors 3 days in advance of the relevant meetings.

Board meetings involve the active participation, either in person or through electronic means of communication, of a majority of Directors. The Company Secretary assists the Executive Chairman in preparing the meeting agenda, and each Director may request the inclusion of items in the agenda. Directors are also consulted on matters to be included in the agenda for all regular Board meetings.

Minutes of the Board meetings are recorded in detail and draft minutes are circulated to all Directors for review and comment within a reasonable time after the Board meetings are held. All the minutes of the meetings are properly kept by the Company Secretary after approved and are available for inspection following reasonable notice by the Directors.

董事會(續)

董事之履歷載於本報告「**董事及高層管理人員**」一節。擬於股東周年大會膺選連任之董事之履歷詳情載於本公司刊發之通函內，並與本報告一併寄發予股東。本公司亦於其網頁 (www.autoitalia.com.hk) 上載有各董事履歷之最新資料。董事名單與其角色和職能亦已分別刊登於本公司及聯交所網站。

董事會定期開會，通常每年召開4次，大約每3個月1次，倘若或當有需要時亦另行安排會議。每次召開董事會定期會議時，均於有關會議舉行前最少14天通知全體董事。當有需要時將會舉行特別董事會會議。當董事被認為於交易事項有利益衝突或擁有重大利益，該事項不會以書面決議案而須舉行個別董事會會議處理，在交易中並無擁有重大利益之獨立非執行董事須出席該會議。此外，當董事被認為與董事會審議事項有利益衝突或擁有重大利益，須申報其利益並放棄就有關決議案表決。

於董事會定期會議及其他會議前均向全體董事發出適當通知。通常於相關會議日期3天前會向董事發出議程及所有相關資料。

董事會會議均由大部份董事親身出席或透過電子通訊方法積極參與。公司秘書協助執行主席準備會議議程，而各董事均可要求將商討事項列入議程。就所有董事會定期會議而言，擬商討事項亦會在徵詢董事意見後方列入議程。

董事會會議均作詳細記錄，而會議記錄的草稿均於董事會會議結束後之合理時間內供全體董事傳閱，並表達意見。所有會議記錄經批准後由公司秘書妥善保存，並供董事於合理通知下查閱。

Corporate Governance Report

企業管治報告

THE BOARD OF DIRECTORS (Continued)

Chairman and Chief Executive Officer

Provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual.

The Company deviates from this provision because Dr. Lee Man Fai Richard was the Executive Chairman and the Chief Executive Officer of the Company until he resigned from such positions of the Company with effect from 24 October 2013. Subsequently, Mr. Chong Tin Lung Benny, has been re-designated as the Executive Chairman and was appointed as the Chief Executive Officer of the Company with effect from 24 October 2013. Mr. Chong has extensive experience in corporate management and securities investments and is responsible for the overall corporate strategies, planning and business development of the Group. The Board considers that vesting of two roles in the same person provides our Group with strong and consistent leadership and facilitates the implementation and execution of our Group's business strategy.

The Company shall nevertheless review the structure from time to time in light of the prevailing circumstances.

Appointments, re-election and removal of Directors

All INEDs, except Mr. Tan Boon Seng, are appointed for a specific term of two years, subject to re-election in accordance with the Bye-laws.

All Directors, including those appointed for a fixed term, are subject to the retirement by rotation pursuant to the Bye-laws. A Director appointed by the Board to fill a casual vacancy or as an addition shall hold office until the next general meeting. According to Code Provision A.4.2 of the CG Code, every director should be subject to retirement by rotation at least once every three years.

Mr. Tan Boon Seng was re-appointed as an INED at last year's annual general meeting for a term up to the date of the AGM. Since he has been an INED for more than nine years, his further appointment will be subject to a separate resolution relating to be approved by our Shareholders at the AGM pursuant to Code Provision A.4.3 of the CG Code. The reasons that the Board believes he is still independent and should be re-elected are stated in the circular sent to our Shareholders together with this Report.

董事會(續)

主席及行政總裁

企業管治守則條文第A.2.1條規定，主席與行政總裁的角色應有區分，並不應由同一人同時兼任。

本公司偏離了此條文，原因是李文輝博士為本公司執行主席兼行政總裁，直至彼自2013年10月24日起辭任本公司有關職務為止。其後，莊天龍先生自2013年10月24日起調任為執行主席及獲委任為本公司行政總裁。莊先生於企業管理及證券投資方面擁有豐富經驗，並負責制訂本集團之整體企業策略、規劃及業務發展。董事會認為，由一人同時兼任執行主席與行政總裁，可為本集團提供強大一致的領導，並有助於實施及執行本集團之業務策略。

然而，鑒於現行情況，本公司將不時檢討有關架構。

董事之委任、重選和罷免

本公司所有獨立非執行董事(陳文生先生除外)之指定任期為2年，且須根據公司細則膺選連任。

全體董事(包括有固定任期之董事)須根據公司細則輪席告退。由董事會委任以填補臨時空缺或作新增之董事須任職至下屆股東大會為止。根據企業管治守則守則條文第A.4.2條，每名董事至少每3年輪席告退1次。

陳文生先生已於上屆股東周年大會上獲續任為獨立非執行董事至股東周年大會當日止。由於彼已擔任獨立非執行董事超過9年，根據企業管治守則守則條文第A.4.3條，其續任將遵照股東於股東周年大會上批准之獨立決議案。有關董事會認為彼仍屬獨立人士及應獲重選的原因已載於與本報告一併寄發予股東之通函內。

DIRECTORS' CONTINUOUS TRAINING AND DEVELOPMENT

Each newly appointed Director would receive an induction package covering the statutory and regulatory obligation of a director of a listed company. The Company continuously updates Directors the latest developments and changes to the Listing Rules and other applicable regulatory requirements and provides training to develop and refresh the directors' knowledge and skills.

The Directors have been informed of the requirement under Code Provision A.6.5 of the CG Code regarding continuous professional development. According to the records maintained by the Company, the current Directors received the following training with an emphasis on the roles, functions and duties of a director of a listed company in compliance with the requirement of the CG Code on continuous professional development during the year ended 31 December 2013:–

董事之持續培訓及發展

每名新任董事將接受入職培訓，內容包括上市公司董事在法則及監管規定上之責任。本公司持續向董事提供有關上市規則及其他適用監管規定之最新發展概況和變動，並提供培訓以發展及更新董事的知識和技能。

董事已獲告知企業管治守則守則條文第A.6.5條有關持續專業發展之規定。根據本公司存置之記錄，為符合企業管治守則有關持續專業發展之規定，現任董事於截至2013年12月31日止年度接受以下培訓，重點在於上市公司董事之角色、職能及職責：–

Name of Directors	董事姓名	Type of training (Note)	培訓類別 (附註)
<i>Executive Directors:</i>			
Mr. Chong Tin Lung Benny	莊天龍先生		A
Dr. Lee Man Fai Richard	李文輝博士		B
Mr. Lee Man Bun Jeff	李文彬先生		B
Mr. Wong Tik Tung	汪滌東先生		B
Mr. William Keith Jacobsen	葉偉其先生		B
Mr. Lam Chi Yan	林志仁先生		A
<i>INEDs:</i>			
Mr. Tan Boon Seng	陳文生先生		B
Mr. Cheung Ying Kwan	張應坤先生		B
Mr. Yin Pi Tak	尹彼德先生		B
Dr. Antonio Maria Santos	杜東尼博士		B
Mr. Kong To Yeung Frankie	江道揚先生		A

Notes:

- A: Attending a briefing session on directors' duties and responsibilities under laws and regulations conducted by legal professional when newly appointed.
- B: Reading seminar materials and updates relating to the latest development of the Listing Rules and other applicable regulatory requirements.

附註：

- A：於獲新委任時，出席一個由法律專業人士主持之簡介會，以了解董事於法律及法規項下之職責及責任。
- B：閱讀有關上市規則及其他適用監管規定最新發展的研討會材料與最新資料。

DIRECTORS' AND OFFICERS' LIABILITIES INSURANCE

The Company has also arranged appropriate insurance cover for our Directors in respect of legal actions taken against Directors and officers.

BOARD COMMITTEES

To ensure particular aspects of the Company's affairs and to assist in the execution of its responsibilities, the Board has established the following Board Committees namely the Audit Committee, the Remuneration Committee and the Nomination Committee. Terms of reference of each of these Committees are available on the Company's website at www.autoitalia.com.hk. All Committees are provided with sufficient resources to discharge their duties, and they are also authorised to obtain external legal or other independent professional advice if they consider it necessary to do so.

Audit Committee

The members of the Audit Committee comprise Mr. Tan Boon Seng, Dr. Antonio Maria Santos and Mr. Kong To Yeung Frankie, all of whom are INEDs. Mr. Kong To Yeung Frankie is the Chairman of the Audit Committee. Mr. Kong, being an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants, has the appropriate professional qualification and experience in financial field. The terms of reference of the Audit Committee are reviewed annually and have included the duties set out in Code Provision C.3.3(a) to (n) of the CG Code.

During the year, the Audit Committee conducted two formal meetings and discharged its responsibilities.

The principal duties of the Audit Committee include to review the financial reporting process and internal control systems of the Group and to provide advices and comments to the Board.

董事及高級職員之責任保險

本公司亦為我們的董事購買適當保險，以為董事及高級職員所面對之法律行動提供保障。

董事委員會

為確保監察特定範疇或本公司事務並協助實行其職責，董事會已設立下列董事委員會，分別為審核委員會、薪酬委員會及提名委員會。該等委員會各自之職權範圍可於本公司網站 www.autoitalia.com.hk 查閱。各委員會均獲提供充足資源以履行其職責，亦獲授權可在其認為有需要時諮詢外聘法律或其他獨立專業意見。

審核委員會

審核委員會成員包括陳文生先生、杜東尼博士及江道揚先生（均為獨立非執行董事）。江道揚先生為審核委員會主席。江先生為香港會計師公會會員及英國特許公認會計師公會資深會員，擁有適當之財務專業資格及經驗。審核委員會之職權範圍每年均作出檢討並包括企業管治守則守則條文第C.3.3(a)至(n)條載列之職責。

年內，審核委員會召開了2次正式會議並履行其責任。

審核委員會之主要職責包括檢討本集團之財務申報程序及內部監控系統，並向董事會提供意見及見解。

Corporate Governance Report

企業管治報告

BOARD COMMITTEES (Continued)

Audit Committee (Continued)

During the year of 2013, the Audit Committee had reviewed the audit issues raised by the external Auditors; considered and recommended to the Board for adoption of new accounting standards; reviewed and recommended to the Board for approval of the audit fee proposal for the Group for 2013; reviewed the audited accounts and final results announcement for the years 2012 and 2013; reviewed the interim report and the interim results announcement for the six months ended 30 June 2013; reviewed the effectiveness of internal control system of the Group; reviewed and considered the report of the annual internal control review of the Group; reviewed the related party transactions and compliance of the relevant Listing Rules and accounting policies in relation thereto; and reviewed the terms of reference of the Audit Committee.

Remuneration Committee

The members of the Remuneration Committee comprise Mr. Tan Boon Seng, Dr. Antonio Maria Santos and Mr. Kong To Yeung Frankie, all of whom are the INEDs, and Mr. Chong Tin Lung Benny, an Executive Director. Mr. Tan Boon Seng is the chairman of the Remuneration Committee. The terms of reference of the Remuneration Committee were adopted with reference to the CG Code, including the specific duties set out in Code Provision B.1.2 (a) to (h).

During the year, the Remuneration Committee had conducted one formal meeting.

The Remuneration Committee has the delegated responsibility to determine the remuneration packages of individual Executive Directors and senior management and adopted a set of policy and guidelines to govern its administration in reviewing, considering and fixing the remuneration packages and benefits of Directors and senior management of the Group. During the year 2013, the Remuneration Committee had fixed the schedule of INEDs' fee; and made recommendations to the Board in relation to the Director's fee of the new INED.

董事委員會(續)

審核委員會(續)

於2013年內，審核委員會已審閱外聘核數師提出之審核事項；審議並向董事會建議採納新會計準則；審閱並向董事會建議批准2013年本集團核數費用建議書；審閱2012年及2013年年度經審核賬目及末期業績公告；審閱截至2013年6月30日止6個月之中期報告及中期業績公告；檢討本集團內部監控系統之有效性；檢討並審議本集團年度內部監控檢討報告；審核關聯人士交易及遵守相關上市規則及其有關之會計政策；及檢討審核委員會之職權範圍。

薪酬委員會

薪酬委員會成員包括陳文生先生、杜東尼博士及江道揚先生(均為獨立非執行董事)及執行董事莊天龍先生。陳文生先生為薪酬委員會主席。薪酬委員會之職權範圍乃經參考企業管治守則而採納，包括守則條文第B.1.2(a)至(h)條載列之特定職責。

年內，薪酬委員會召開了1次正式會議。

薪酬委員會獲授權負責釐定個別執行董事及高層管理人員之薪酬待遇及已採納一套政策及指引，以供審閱、考慮及釐定本集團董事及高層管理人員之薪酬待遇及福利。於2013年內，薪酬委員會已制定獨立非執行董事袍金之支付時間表；及就新獨立非執行董事之董事袍金向董事會提出建議。

BOARD COMMITTEES (Continued)

Nomination Committee

Currently, the members of the Nomination Committee comprise Mr. Chong Tin Lung Benny, one of Executive Directors, Mr. Tan Boon Seng, Dr. Antonio Maria Santos and Mr. Kong To Yeung Frankie, all of whom are INEDs. Mr. Chong Tin Lung Benny is the chairman of the Nomination Committee. It is primarily responsible for making recommendations to the Board on appointment of directors regarding the qualifications and competency of the candidates. The terms of reference of the Nomination Committee are disclosed on the website of the Company.

During the year, the Nomination Committee had conducted one meeting.

Board Diversity Policy

Pursuant to the new code provisions of the CG Code relating to board diversity which came into effect on 1 September 2013, the Board approved a new board diversity policy in August 2013. The Company recognises and embraces the benefits of diversity of Board members. While all Board appointments will continue to be made on a merit basis, the Company will ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the needs of the Company's business. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge.

董事委員會 (續)

提名委員會

目前，提名委員會成員包括莊天龍先生(執行董事之一)、陳文生先生、杜東尼博士及江道揚先生(均為獨立非執行董事)。莊天龍先生為提名委員會主席。該委員會主要負責就委任董事人選之資格及能力向董事會提出推薦意見。提名委員會之職權範圍於本公司網站披露。

年內，提名委員會召開了1次正式會議。

董事會多元化政策

根據於2013年9月1日生效與董事會多元化有關之企業管治守則之新守則條文，董事會於2013年8月批准一項新董事會多元化政策。本公司肯定及接受董事會成員多元化的益處。在董事會所有任命將繼續奉行任人唯才的原則的同時，本公司將確保董事會在切合本公司業務所需的技能、經驗、不同觀點方面取得平衡。挑選候選人將基於多種不同觀點，包括但不限於性別、年齡、文化及教育背景、經驗(專業或其他)、技術及知識。

Corporate Governance Report

企業管治報告

BOARD AND COMMITTEES MEETINGS

董事會及委員會會議

The Board met eight times in 2013. The attendances of individual Director at these Board meetings and Board committees' meetings held in 2013 are set out in the table below:

董事會於2013年舉行了8次會議。個別董事於2013年舉行之董事會會議及董事委員會會議之出席率載於下表：

Name of Directors	董事姓名	Number of Board meetings attended/held 董事會會議的出席／舉行次數	Number of Audit Committee meetings attended/held 審核委員會會議的出席／舉行次數	Number of Remuneration Committee meeting attended/held 薪酬委員會會議的出席／舉行次數	Number of Nomination Committee meeting attended/held 提名委員會會議的出席／舉行次數
<i>Executive Directors:</i>		<i>執行董事：</i>			
Mr. Chong Tin Lung Benny ^(Note 1)	莊天龍先生 ^(附註1)	3/4	-	1/1	-
Dr. Lee Man Fai Richard ^(Note 2)	李文輝博士 ^(附註2)	7/8	-	-	1/1
Mr. Lee Man Bun Jeff ^(Note 3)	李文彬先生 ^(附註3)	0/5	-	-	-
Mr. Wong Tik Tung ^(Note 4)	汪滌東先生 ^(附註4)	8/8	-	-	1/1
Mr. William Keith Jacobsen	葉偉其先生	7/8	-	-	-
Mr. Lam Chi Yan ^(Note 5)	林志仁先生 ^(附註5)	4/4	-	-	-
<i>INEDs:</i>		<i>獨立非執行董事：</i>			
Mr. Tan Boon Seng	陳文生先生	0/8	0/2	1/1	0/1
Mr. Cheung Ying Kwan ^(Note 6)	張應坤先生 ^(附註6)	3/3	1/1	-	1/1
Mr. Yin Pi Tak ^(Note 6)	尹彼德先生 ^(附註6)	2/3	1/1	-	1/1
Dr. Antonio Maria Santos	杜東尼博士	7/8	2/2	1/1	1/1
Mr. Kong To Yeung Frankie ^(Note 7)	江道揚先生 ^(附註7)	3/3	1/1	1/1	-

Notes:

附註：

1. Mr. Chong Tin Lung Benny was appointed with effect from 13 June 2013 and has been re-designated as Executive Chairman and was appointed as Chief Executive Officer of the Company with effect from 24 October 2013.
1. 莊天龍先生自2013年6月13日起獲委任，並自2013年10月24日起調任為執行主席及獲委任為本公司行政總裁。
2. Dr. Lee Man Fai Richard resigned with effect from 24 October 2013.
2. 李文輝博士自2013年10月24日起辭任。
3. Mr. Lee Man Bun Jeff resigned with effect from 25 June 2013.
3. 李文彬先生自2013年6月25日起辭任。
4. Mr. Wong Tik Tung resigned with effect from 30 December 2013.
4. 汪滌東先生自2013年12月30日起辭任。
5. Mr. Lam Chi Yan was appointed with effect from 13 June 2013.
5. 林志仁先生自2013年6月13日起獲委任。
6. Mr. Cheung Ying Kwan and Mr. Yin Pi Tak Peter retired with effect from 30 May 2013.
6. 張應坤先生及尹彼德先生均自2013年5月30日起退任。
7. Mr. Kong To Yeung Frankie was appointed with effect from 21 June 2013.
7. 江道揚先生自2013年6月21日起獲委任。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the following corporate governance duties as required under Code Provision D.3.1 of the CG Code, which include (a) to develop and review the Company's policies and practices on corporate governance; (b) to review and monitor the training and continuous professional development of the Directors and senior management of the Group; (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees of the Group and the Directors; and (e) to review the Company's compliance with the CG Code and disclosure in the corporate governance report.

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors are responsible for overseeing the preparation of the financial statements for each financial year, to ensure that these financial statements give a true and fair view of the state of affairs of the Company and of the Group at that date and of the Group's results and cash flows for the year then ended and are properly prepared on the going concern basis in accordance with the applicable statutory requirements and accounting standards. The Directors are responsible for ensuring the maintenance of proper accounting records, safeguarding of the assets of the Company and taking reasonable steps for the prevention and detection of fraud and other irregularities.

EXTERNAL AUDITORS

During the year ended 31 December 2013, Messrs. Deloitte Touche Tohmatsu was re-appointed as external Auditor. The statement of the Auditor about its reporting responsibilities on the financial statements of the Group is set out in the "Independent Auditor's Report" on pages 51 to 52 of this Report.

During the year of 2013, the Auditor had performed audit and non-audit services and their remuneration in respect of audit and non-audit services is HK\$1,785,000 and HK\$345,000 respectively.

The non-audit services include the service in report of the disposal of the Company's non-car business in 2013.

企業管治職能

董事會負責企業管治守則守則條文第D.3.1條所規定之以下企業管治職能，包括(a)制定及檢討本公司之企業管治政策及常規；(b)檢討及監察本集團董事及高層管理人員之培訓及持續專業發展；(c)檢討及監察本公司在遵守法律及監管規定方面之政策及常規；(d)制定、檢討及監察本集團僱員及董事之操守準則及合規手冊(如有)；及(e)檢討本公司遵守企業管治守則之情況及在企業管治報告內之披露。

董事就綜合財務報表需承擔之責任

董事負責監察各財政年度財務報表之編製，確保該等財務報表真實而公平地反映本公司及本集團於該日之財務狀況，以及本集團截至該日止年度之業績及現金流量，並根據適用法定規定及會計準則按持續經營基準妥為編製。董事負責確保保存適當會計記錄、保障本公司資產及採取合理措施以防止及偵查欺詐及其他違規行為。

外聘核數師

截至2013年12月31日止年度，德勤•關黃陳方會計師行獲續聘為外聘核數師。有關核數師對本集團財務報表申報責任之聲明載於本報告第51至52頁「獨立核數師報告」內。

於2013年內，核數師已提供核數及非核數服務，而彼等提供核數及非核數服務之薪酬分別為1,785,000港元及345,000港元。

非核數服務包括就本公司於2013年出售非汽車業務發出報告之服務。

Corporate Governance Report

企業管治報告

INTERNAL CONTROLS

The Board acknowledges its responsibility for the effectiveness of the Group's internal control and risk management system, which is designed to provide reasonable but not absolute assurance against material misstatement of management and financial information and records or against financial losses or fraud.

The Board has established an on-going process for identifying, evaluating and managing the significant risks faced by the Group. The Group has established and implemented the segregation of duties and functions of the respective operational departments of the Group; monitored the strategic plan and performance; designed an effective accounting and information system; reviewed systems and procedures to identify, measure, manage and control risks including reputation, legal, credit, market and operational risks; handled inside information by setting out the procedures and policies; updated the internal control manual when there are changes to business environment or regulatory guidelines; and followed up with various departments to ensure timely implementation of the recommendations and report the status to the management periodically.

The Group is committed to maintaining and upholding good corporate governance practices and internal control system. An annual review of the effectiveness of the Group's internal control system was conducted. In respect of the year ended 31 December 2013, the Directors were satisfied that the Group had operated an effective internal control system.

COMMUNICATION WITH SHAREHOLDERS

Effective Communication

The Company follows the practice that at the annual general meetings of the Company, a separate resolution is proposed in respect of each separate issue, including the re-election of Directors. In every annual general meeting of the Company, the Chairman of the Board, the chairmen of the Audit Committee, Directors and other senior management of the Company will be present to answer questions from the Shareholders.

內部監控

董事會確認其有責任確保本集團內部監控及風險管理系統的成效，內部監控系統旨在合理(但非絕對)保證不會出現管理及財務資料及記錄之重大錯誤陳述或財務損失或欺詐。

董事會已制定可確定、評估及管理本集團所面對重大風險之持續程序。本集團已制定及執行分隔本集團各營運部門之職責及職能；監察策略方案及表現；設計一套有效之會計及資訊系統；檢討可確定、計量、管理及控制各項風險(包括信譽、法律、信貸、市場及營運風險)之系統及程序；透過訂立程序及政策，以處理內幕消息；因應營商環境或規例指引變更，更新內部監控守則；及與不同部門進行跟進，以確保及時執行有關建議，並定期向管理層匯報情況。

本集團致力維持和強化高水準的企業管治常規及內部監控系統。本集團內部監控系統之成效已進行年度審閱。就截至2013年12月31日止年度而言，董事對本集團已實施具成效之內部監控系統感到滿意。

與股東的溝通

有效溝通

根據本公司之慣例，於本公司股東周年大會上將就各個別事宜通過獨立決議案，包括重選董事。於本公司各屆股東周年大會上，董事會主席、審核委員會主席、董事及本公司其他高層管理人員將會出席，以回答股東之提問。

Corporate Governance Report

企業管治報告

COMMUNICATION WITH SHAREHOLDERS (Continued)

Effective Communication (Continued)

In respect of Code Provision A.6.7 of the CG Code, due to other engagements, two INEDs were unable to attend the annual general meeting of the Company held on 30 May 2013; one INED was unable to attend the special general meeting of the Company held on 11 December 2013; and two INEDs were unable to attend the special general meeting of the Company held on 30 December 2013.

Pursuant to Code Provision E.1.2 of the CG Code, the Company invited representatives of the Auditors to attend the annual general meeting of the Company convened on 30 May 2013 to answer Shareholders' questions about the conduct of the audit, the preparation and content of the Auditors' report, the accounting policies and auditor independence.

The Company held three general meetings in 2013. The attendance of individual Director at general meetings held in 2013 is set out in the table below:

與股東的溝通(續)

有效溝通(續)

就企業管治守則守則條文第A.6.7條，由於有其他事務在身，2名獨立非執行董事未能出席本公司於2013年5月30日舉行的股東周年大會；1名獨立非執行董事未能出席本公司於2013年12月11日舉行的股東特別大會；以及2名獨立非執行董事未能出席本公司於2013年12月30日舉行的股東特別大會。

根據企業管治守則守則條文第E.1.2條，本公司已邀請核數師代表出席本公司於2013年5月30日舉行之股東周年大會，以回答股東就審計工作、編製核數師報告及其內容、會計政策以及核數師的獨立性等作出之提問。

本公司於2013年舉行了3次股東大會。個別董事於2013年舉行之股東大會之出席率載於下表：

Name of Directors	董事姓名	Number of general meetings attend/held 股東大會的出席／舉行次數
<i>Executive Directors:</i>		
Mr. Chong Tin Lung Benny ^(Note 1)	莊天龍先生 ^(附註1)	2/2
Dr. Lee Man Fai Richard ^(Note 2)	李文輝博士 ^(附註2)	0/1
Mr. Lee Man Bun Jeff ^(Note 3)	李文彬先生 ^(附註3)	0/1
Mr. Wong Tik Tung ^(Note 4)	汪滌東先生 ^(附註4)	2/2
Mr. William Keith Jacobsen	葉偉其先生	2/3
Mr. Lam Chi Yan ^(Note 5)	林志仁先生 ^(附註5)	1/2
<i>INEDs:</i>		
Mr. Tan Boon Seng	陳文生先生	1/3
Mr. Cheung Ying Kwan ^(Note 6)	張應坤先生 ^(附註6)	1/1
Mr. Yin Pi Tak ^(Note 6)	尹彼德先生 ^(附註6)	0/1
Dr. Antonio Maria Santos	杜東尼博士	2/3
Mr. Kong To Yeung Frankie ^(Note 7)	江道揚先生 ^(附註7)	1/2

COMMUNICATION WITH SHAREHOLDERS (Continued)

Effective communication (Continued)

Notes:

1. Mr. Chong Tin Lung Benny was appointed with effect from 13 June 2013 and has been re-designated as Executive Chairman and was appointed as Chief Executive Officer of the Company with effect from 24 October 2013.
2. Dr. Lee Man Fai Richard resigned with effect from 24 October 2013.
3. Mr. Lee Man Bun Jeff resigned with effect from 25 June 2013.
4. Mr. Wong Tik Tung resigned with effect from 30 December 2013.
5. Mr. Lam Chi Yan was appointed with effect from 13 June 2013.
6. Mr. Cheung Ying Kwan and Mr. Yin Pi Tak Peter retired with effect from 30 May 2013.
7. Mr. Kong To Yeung Frankie was appointed with effect from 21 June 2013.

Shareholders' Right

How Shareholders can convene a special general meeting ("SGM") and procedures for putting forward proposals at a general meeting?

Shareholders may make a requisition to the Board to convene a SGM of the Company in accordance with the provisions as set out in the Bye-laws and section 74 of the Companies Act 1981 of Bermuda (as amended) (the "Bermuda Companies Act"). Shareholder(s) holding at the date of the 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 have the right to submit a written requisition to the Board requiring a SGM to be called by the Board. The written requisition must state the purpose(s) of the meeting (including the resolutions to be considered at the meeting), and must be signed by the requisitionists and deposited at the registered office of the Company at Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda for attention of the Board and the Company Secretary of the Company, and may consist of several documents in like form, each signed by one or more requisitionists. If the requisition does not comply with the relevant requirements of the Bye-laws or the Bermuda Companies Act, the requisitionists will be advised of the same and accordingly, the SGM will not be convened as requested.

與股東的溝通(續)

有效溝通(續)

附註：

1. 莊天龍先生自2013年6月13日起獲委任，並自2013年10月24日起調任為執行主席及獲委任為本公司行政總裁。
2. 李文輝博士自2013年10月24日起辭任。
3. 李文彬先生自2013年6月25日起辭任。
4. 汪滌東先生自2013年12月30日起辭任。
5. 林志仁先生自2013年6月13日起獲委任。
6. 張應坤先生及尹彼德先生均自2013年5月30日起退任。
7. 江道揚先生自2013年6月21日起獲委任。

股東權利

股東如何召開股東特別大會(「股東特別大會」)及股東於股東大會上提呈決議案之程序？

根據公司細則及百慕達1981年公司法(經修訂)(「百慕達公司法」)第74條載列之條文，股東可向董事會遞交請求以召開本公司股東特別大會。於遞交請求日期持有附帶於本公司股東大會上投票權利佔本公司已繳足股本不少於十分之一之股東有權向董事會遞交書面請求，以要求董事會召開股東特別大會。該書面請求須列明大會的目的(其中包括將於大會上考慮之決議案)，及須由請求人簽署並送交本公司位於Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda之註冊辦事處(註明收件人為本公司之董事會及公司秘書)，並可由數份同樣格式的文件組成，而每份由一名或多名請求人簽署。倘該請求並未符合公司細則或百慕達公司法之相關規定，則請求人將獲通知，而股東特別大會將不會應要求召開。

COMMUNICATION WITH SHAREHOLDERS (Continued)

Shareholders' Right (Continued)

If the Directors do not within 21 days from the date of the deposit of the requisition proceed duly to convene a SGM, the requisitionists or any of them representing more than one-half of the total voting rights of all of them may themselves convene a SGM, but any SGM so convened shall not be held after the expiration of 3 months from the said date of deposit of the requisition. A meeting convened by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by Board.

Sections 79 and 80 of the Bermuda Companies Act allow certain Shareholder(s) for a requisition the Company to give notice to the Shareholders in respect of any resolution which is intended to be moved at an annual general meeting of the Company and/or to circulate a statement in respect of any proposed resolution or business to be considered at general meeting of the Company. Under section 79 of the Bermuda Companies Act, at the expense of the requisitionists unless the Company otherwise resolves, it shall be the duty of the Company on the requisition in writing by such number of Shareholders:-

- (a) to give to the Shareholders entitled to receive notice of the next annual general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting;
- (b) to circulate to the Shareholders entitled to have notice of any general meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

The number of Shareholders necessary to make the above-mentioned requisitions to the Company shall be:-

- (i) either any number of Shareholders representing not less than one-twentieth of the total voting rights of all the Shareholders having at the date of the requisition a right to vote at the meeting to which the requisition relates; or
- (ii) not less than one hundred Shareholders.

與股東的溝通(續)

股東權利(續)

倘董事未有在請求書遞呈日期起計21日內召開股東特別大會，則該等請求人或佔全體請求人總投票權一半以上之請求人，可自行召開股東特別大會，但任何如此召開之股東特別大會不得在上述請求書遞交日期起計3個月屆滿後舉行。由請求人召開之大會須盡可能以接近董事會召開大會之方式召開。

百慕達公司法第79及80條准許若干股東向本公司提交請求，就任何擬於本公司股東周年大會動議之決議案向股東發出通知，並/或傳閱任何有關擬於本公司股東大會上考慮之決議案或事項之陳述書。根據百慕達公司法第79條，就請求人支付費用的情況下(惟本公司另有決議除外)，本公司對以書面請求之該等數目股東有責任：-

- (a) 向有權接收下屆股東周年大會通告之股東發出通知，以告知任何可能於該大會上正式動議及擬於會上動議之任何決議案；
- (b) 向有權獲發送任何股東大會通告之股東傳閱任何不多於一千字的陳述書，以告知於該大會上提呈之決議案所述事宜或將處理的事項。

向本公司提出以上請求之所需股東數目應為：-

- (i) 任何於遞交請求日期持有附帶於本公司股東大會上投票權利佔總表決權不少於二十分之一之任何數目股東有權在該請求有關的大會上表決；或
- (ii) 不少於100名股東。

COMMUNICATION WITH SHAREHOLDERS (Continued)

Shareholders' Right (Continued)

The Company shall not be bound to give notice of any resolution or to circulate any statement as mentioned above unless:-

- (a) a copy of the requisition signed by the requisitionists, or two or more copies which between them contain the signatures of all the requisitionists, is deposited at the registered office of the Company:-
 - i. in the case of a requisition requiring notice of a resolution, not less than six weeks before the meeting; and
 - ii. in the case of any other requisition, not less than one week before the meeting; and
- (b) there is deposited or tendered with the requisition a sum reasonably sufficient to meet the Company's expense in giving effect to the requisition (i.e. the giving of notice of resolution and/or circulation of statement).

Provided that if, after a copy of the requisition requiring notice of a resolution has been deposited at the registered office of the Company, an annual general meeting is called for a date six weeks or less after the copy has been deposited, the copy though not deposited within the above-mentioned time shall be deemed to have been properly deposited for the purposes thereof.

Procedures for directing Shareholders' enquiries to the Board

Shareholders should direct their enquiries about their shareholdings to Tricor Standard Limited, the Company's Share Registrar and Transfer Office in Hong Kong. Other Shareholders' enquiries can be directed to the Company Secretary from time to time. Enquiring Shareholder has to provide evidence to the Company to identify its identity. Please refer to the section headed "Corporate Information" of this Report for the contact details.

與股東的溝通 (續)

股東權利 (續)

本公司毋須根據以上發出有關任何決議案的通知或傳閱任何以上提及之陳述書，除非：—

- (a) 一份由請求人簽署的請求書(或2份或多份載有全體請求人簽署的請求書)存放於本公司的註冊辦事處：—
 - (i) 如屬要求發出決議通知的請求書，在有關會議舉行前不少於6個星期；及
 - (ii) 如屬任何其他請求書，在有關會議舉行前不少於1個星期；及
- (b) 隨該請求書存放或付交一筆合理地足以應付本公司為實行請求書之要求而作的開支款項(即發出決議案之通知及/或傳閱陳述書)。

但如要求發出決議通知的請求書在存放於本公司的註冊辦事處後，有關方面在該請求書存放後6個星期或較短期間內的某一日召開股東周年大會，儘管該請求書未能於上述時間內存放亦須當作已恰當地存放。

股東向董事會提出查詢之程序

股東可向本公司於香港之股份過戶登記處卓佳標準有限公司查詢彼等之持股情況。股東之其他查詢可不時向公司秘書提出。提出查詢之股東須向本公司提供證明以證明其身份。有關聯絡資料，請參閱本報告「公司資料」一節。

Corporate Governance Report

企業管治報告

COMMUNICATION WITH SHAREHOLDERS (Continued)

Constitutional Documents

There was no significant change in the Company's constitutional documents during the year of 2013.

Voting by Poll

The Company informed Shareholders of the procedures for demanding a poll by incorporating them in any circular for an annual general meeting and special general meetings, if any. In addition, in every general meeting, the chairman of the meeting provided an explanation of the detailed procedures for conducting a poll at the meeting. The procedures for conducting a poll were incorporated in the circular for the annual general meeting.

COMPANY SECRETARY

Mr. Wong Tik Tung resigned as the Company Secretary of the Company with effect from 30 December 2013. Mr. Hon Ping Cho Terence was appointed as the Company Secretary of the Company with effect from 30 December 2013, is an employee of the Company and has day-to-day knowledge of the Company's affairs. During the year ended 31 December 2013, he had taken no less than 15 hours of relevant professional training.

All Directors had access to the advice and services of the Company Secretary to ensure that Board procedures, and all applicable laws, rules and regulations, were followed.

For and on behalf of the Board

Chong Tin Lung Benny

Executive Chairman & Chief Executive Officer

Hong Kong, 25 March 2014

與股東的溝通(續)

憲章文件

於2013年內，本公司之憲章文件並無重大變動。

以投票方式表決

本公司已於有關股東周年大會及股東特別大會(如有)之任何通函內，納入要求以投票方式表決之程序，藉以知會股東。此外，於每次股東大會上，大會主席均會解釋於會議上以投票方式表決的詳細程序。以投票方式表決之程序已納入有關股東周年大會之通函內。

公司秘書

汪滌東先生自2013年12月30日起辭任本公司之公司秘書。韓炳祖先生自2013年12月30日起獲委任為本公司之公司秘書，彼為本公司僱員及對本公司的日常事務具有認識。截至2013年12月31日止年度，彼已參加不少於15小時的相關專業培訓。

全體董事可取得公司秘書的意見及享用其服務，以確保董事會程序及所有適用法律、規則及規例均獲得遵守。

代表董事會

執行主席兼行政總裁

莊天龍

香港，2014年3月25日

Independent Auditor's Report

獨立核數師報告

Deloitte.
德勤

德勤·關黃陳方會計師行
香港金鐘道88號
太古廣場一座35樓

Deloitte Touche Tohmatsu
35/F One Pacific Place
88 Queensway
Hong Kong

TO THE MEMBERS OF
AUTO ITALIA HOLDINGS LIMITED
(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Auto Italia Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 53 to 154, which comprise the consolidated statement of financial position as at 31 December 2013, and the consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. 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 as to whether the consolidated financial statements are free from material misstatement.

致意達利控股有限公司
各股東
(於百慕達註冊成立之有限公司)

本行已審核意達利控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)載於第53至154頁之綜合財務報表，其中包括於2013年12月31日之綜合財務狀況表，以及截至該日止年度之綜合損益表、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，連同重大會計政策摘要及其他解釋資料。

董事就綜合財務報表之責任

貴公司之董事須根據由香港會計師公會頒布之香港財務報告準則及香港公司條例之披露規定編製真實而公平之綜合財務報表，並實行董事認為屬必要之內部監控，致使綜合財務報表之編製不存在因欺詐或錯誤而導致之重大錯誤陳述。

核數師之責任

本行之責任乃根據本行之審核，對該等綜合財務報表提出意見，並根據百慕達公司法第90條，僅向全體股東報告本行之意見，除此以外，本報告不可用作其他用途。本行概不就本報告內容向任何其他人士承擔或負上任何責任。本行乃根據香港會計師公會頒布之香港審計準則進行審核工作。該等準則要求本行遵守道德規範，並策劃及執行審核，以合理確定綜合財務報表是否不存在任何重大錯誤陳述。

Independent Auditor's Report

獨立核數師報告

AUDITOR'S RESPONSIBILITY (Continued)

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

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 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.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong

25 March 2014

核數師之責任(續)

審核涉及執行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。所選用之程序由核數師作判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述的風險。當核數師作出該等風險評估時，會考慮與該公司編製真實而公平之綜合財務報表相關之內部監控，以設計適合當時情況之審核程序，但不會就公司之內部控制之成效發表意見。審核亦包括評價董事所採用之會計政策是否合適，及所作出之會計估計是否合理，以及評價綜合財務報表之整體呈列方式。

本行相信本行得到足夠及適當之審核憑證以作為提供審核意見之基礎。

意見

本行認為，綜合財務報表已根據香港財務報告準則真實與公平地反映 貴集團於2013年12月31日之財務狀況及 貴集團截至該日止年度之虧損及現金流量，並已按照香港公司條例之披露規定妥善編製。

德勤•關黃陳方會計師行
香港
執業會計師

2014年3月25日

Consolidated Statement of Profit or Loss

綜合損益表

For the year ended 31 December 2013
截至 2013 年 12 月 31 日止年度

		Notes 附註	2013 HK\$'000 千港元	2012 HK\$'000 千港元 (restated) (重列)
Continuing operations	持續經營業務			
Revenue	收入	8	1,182,788	1,190,230
Cost of sales	銷售成本		(989,973)	(984,298)
Gross profit	毛利		192,815	205,932
Other income	其他收入	9	19,081	16,283
Other gains and losses	其他收益及虧損	10	617	(2,815)
Selling and distribution costs	銷售及分銷成本		(151,553)	(137,061)
Administrative expenses	行政費用		(90,554)	(82,166)
Finance costs	財務成本	11	(13,068)	(15,604)
Loss before taxation	除稅前虧損		(42,662)	(15,431)
Taxation	稅項	12	(2,437)	(2,494)
Loss for the year from continuing operations	來自持續經營業務之本年度虧損	13	(45,099)	(17,925)
Discontinued operations	已終止經營業務			
Loss for the year from discontinued operations	來自已終止經營業務之本年度虧損	41	(10,563)	(64,314)
Loss for the year	本年度虧損		(55,662)	(82,239)
Loss for the year attributable to: Owners of the Company	應佔本年度虧損： 本公司擁有人			
– from continuing operations	– 來自持續經營業務		(36,916)	(14,629)
– from discontinued operations	– 來自已終止經營業務		(11,126)	(64,641)
Loss for the year attributable to owners of the Company	本公司擁有人應佔之本年度虧損		(48,042)	(79,270)
Non-controlling interests	非控股權益			
– from continuing operations	– 來自持續經營業務		(8,183)	(3,296)
– from discontinued operations	– 來自已終止經營業務		563	327
Loss for the year attributable to non-controlling interests	非控股權益應佔之本年度虧損		(7,620)	(2,969)
			(55,662)	(82,239)
			HK\$ 港元	HK\$ 港元
Loss per share attributable to the owners of the Company	本公司擁有人應佔每股虧損			
From continuing and discontinued operations	來自持續經營業務及已終止經營業務	15		
– Basic and diluted	– 基本及攤薄		(1.62) cents 仙	(2.95) cents 仙
From continuing operations	來自持續經營業務		(1.25) cents 仙	(0.54) cents 仙
– Basic and diluted	– 基本及攤薄		(1.25) cents 仙	(0.54) cents 仙

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 2013 年 12 月 31 日止年度

		2013 HK\$'000 千港元	2012 HK\$'000 千港元 (restated) (重列)
Loss for the year	本年度虧損	(55,662)	(82,239)
Other comprehensive income (expense):	其他全面收益(開支)：		
Items that may be subsequently reclassified to profit or loss:	其後可能重分類至損益之項目：		
Reclassification adjustments relating to foreign operations disposed of during the year	年內有關出售海外業務之重新分類調整	2,865	-
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	(5,588)	1,706
		(2,723)	1,706
Item that will not be reclassified to profit or loss:	不會重分類至損益之項目：		
Gain on property revaluation upon transfer to investment properties	轉撥至投資物業後之物業重估收益	15,620	-
Other comprehensive income for the year	本年度其他全面收益	12,897	1,706
Total comprehensive expense for the year	本年度全面開支總額	(42,765)	(80,533)
Total comprehensive expense attributable to:	應佔全面開支總額：		
Owners of the Company	本公司擁有人	(33,891)	(77,429)
Non-controlling interests	非控股權益	(8,874)	(3,104)
		(42,765)	(80,533)

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2013
於 2013 年 12 月 31 日

			31 December 12月31日 2013 HK\$'000 千港元	31 December 12月31日 2012 HK\$'000 千港元 (restated) (重列)	1 January 1月1日 2012 HK\$'000 千港元 (restated) (重列)
	Notes 附註				
Non-current assets		非流動資產			
Property, plant and equipment	16	物業、廠房及設備	45,207	78,162	129,178
Investment properties	17	投資物業	44,700	-	4,000
Goodwill	18	商譽	2,480	2,855	30,111
Intangible assets	19	無形資產	-	5,400	5,400
Available-for-sale investments	20	可供出售投資	-	252	9,552
Rental deposits		租賃按金	10,531	7,539	6,042
Deferred tax assets	30	遞延稅項資產	-	194	118
			102,918	94,402	184,401
Current assets		流動資產			
Inventories	21	存貨	206,051	416,577	300,995
Properties held for sale	22	持作出售物業	-	30,070	30,070
Tax recoverables		可收回稅項	2,381	-	-
Trade and other receivables		貿易及其他 應收賬款	38,695	128,277	201,819
Loan receivables	24	應收貸款	-	6,086	15,811
Pledged bank deposits	25	已抵押銀行存款	73,247	151,603	134,000
Bank balances and cash	25	銀行結餘及現金	269,387	85,780	71,755
			589,761	818,393	754,450
Current liabilities		流動負債			
Trade and other payables		貿易及其他 應付賬款	311,777	382,260	406,272
Tax payable		應繳稅項	674	123	52
Amount due to a related company		應付一間關聯公司 款項	26,000	441	441
Bank and other borrowings	28	銀行及其他借貸	186,322	326,563	309,758
Obligations under finance leases	29	融資租賃債務	149	302	148
			524,922	709,689	716,671
Net current assets		流動資產淨值	64,839	108,704	37,779
Total assets less current liabilities		總資產減流動負債	167,757	203,106	222,180

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2013
於 2013 年 12 月 31 日

			31 December 12月31日 2013 HK\$'000 千港元	31 December 12月31日 2012 HK\$'000 千港元 (restated) (重列)	1 January 1月1日 2012 HK\$'000 千港元 (restated) (重列)
	Notes 附註				
Capital and reserves		股本及儲備			
Share capital		股本	59,189	59,189	49,178
Reserves		儲備	89,677	123,568	138,131
Equity attributable to owners of the Company		本公司擁有人 應佔權益	148,866	182,757	187,309
Non-controlling interests		非控股權益	8,718	8,080	11,184
Total equity		總權益	157,584	190,837	198,493
Non-current liabilities		非流動負債			
Bank and other borrowings		銀行及其他借貸	9,950	11,577	23,251
Obligations under finance leases		融資租賃債務	223	679	423
Deferred tax liabilities		遞延稅項負債	-	13	13
			10,173	12,269	23,687
			167,757	203,106	222,180

The consolidated financial statements on pages 53 to 154 were approved and authorised for issue by the board of directors on 25 March 2014 and are signed on its behalf by:

於第53至154頁之綜合財務報表經董事會於2014年3月25日批准及授權刊發並由下列董事代表董事會簽署：

DIRECTOR
董事

DIRECTOR
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2013
截至 2013 年 12 月 31 日止年度

		Attributable to owners of the Company 本公司擁有人應佔										
		Share capital	Share premium	Capital redemption reserve	Share option reserve	Revaluation reserve	Translation reserve	Other reserve	Accumulated losses	Total	Non-controlling interests	Total
		股本	股份溢價	資本贖回儲備	優先認股權儲備	重估儲備	匯兌儲備	其他儲備	累計虧損	合計	非控股權益	合計
		HK\$'000	HK\$'000	HK\$'000	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	千港元	千港元	千港元
At 1 January 2012, as originally stated	於2012年1月1日，如原呈列	49,178	52,541	2,151	289	-	(498)	157,034	(11,242)	249,453	20,580	270,033
Adjustments (note 2)	調整(附註2)	-	-	-	-	-	-	-	(62,144)	(62,144)	(9,396)	(71,540)
At 1 January 2012, as restated	於2012年1月1日，經重列	49,178	52,541	2,151	289	-	(498)	157,034	(73,386)	187,309	11,184	198,493
Loss for the year, as restated	本年度虧損，經重列	-	-	-	-	-	-	-	(79,270)	(79,270)	(2,969)	(82,239)
Other comprehensive income (expense) for the year	本年度其他全面收益(開支)	-	-	-	-	-	1,841	-	-	1,841	(135)	1,706
Total comprehensive income (expenses) for the year	本年度全面收益(開支)總額	-	-	-	-	-	1,841	-	(79,270)	(77,429)	(3,104)	(80,533)
Issue of new shares under placement (note 31)	根據配售發行新股份(附註31)	9,836	63,932	-	-	-	-	-	-	73,768	-	73,768
Issue of shares upon exercise of share options (note 31)	於行使優先認股權時發行股份(附註31)	175	1,617	-	(271)	-	-	-	-	1,521	-	1,521
Transaction costs attributable to issue of shares	發行股份應佔交易成本	-	(2,412)	-	-	-	-	-	-	(2,412)	-	(2,412)
At 31 December 2012, as restated	於2012年12月31日，經重列	59,189	115,678	2,151	18	-	1,343	157,034	(152,656)	182,757	8,080	190,837
Loss for the year	本年度虧損	-	-	-	-	-	-	-	(48,042)	(48,042)	(7,620)	(55,662)
Other comprehensive income (expense) for the year	本年度其他全面收益(開支)	-	-	-	-	15,620	(1,469)	-	-	14,151	(1,254)	12,897
Total comprehensive income (expense) for the year	本年度全面收益(開支)總額	-	-	-	-	15,620	(1,469)	-	(48,042)	(33,891)	(8,874)	(42,765)
Disposal of subsidiaries (note 40)	出售附屬公司(附註40)	-	-	-	-	-	-	-	-	-	3,632	3,632
Capital contribution from non-controlling shareholders	非控股股東出資	-	-	-	-	-	-	-	-	-	5,880	5,880
Lapse of share options	優先認股權失效	-	-	-	(18)	-	-	-	18	-	-	-
At 31 December 2013	於2013年12月31日	59,189	115,678	2,151	-	15,620	(126)	157,034	(200,680)	148,866	8,718	157,584

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2013
截至 2013 年 12 月 31 日止年度

	Note 附註	2013 HK\$'000 千港元	2012 HK\$'000 千港元 (restated) (重列)
OPERATING ACTIVITIES	經營活動		
Loss before taxation		(52,918)	(79,325)
Adjustments for:	經作出以下調整：		
Impairment losses on trade and other receivables	貿易及其他應收賬款減值虧損	12,641	9,260
Allowance for inventories	存貨撥備	30,275	6,879
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	23,728	22,699
Interest income	利息收入	(1,553)	(1,428)
Interest expenses	利息支出	16,380	20,837
Impairment losses on available-for-sale investments	可供出售投資減值虧損	-	9,300
Impairment loss on goodwill	商譽減值虧損	308	27,256
Impairment losses on loan receivables	應收貸款減值虧損	-	8,104
Loss on disposal of properties held for sale	出售持作出售物業之虧損	1,627	-
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	(505)	(7,949)
Loss on disposal of investment properties	出售投資物業之虧損	-	838
Loss on disposal of subsidiaries	出售附屬公司之虧損	40	532
Operating cash flows before movements in working capital	未計營運資金變動前之經營現金流量	30,515	16,471
Decrease (increase) in inventories	存貨減少(增加)	106,147	(122,461)
(Increase) decrease in trade and other receivables	貿易及其他應收賬款(增加)減少	(5,974)	64,664
Decrease in loan receivables	應收貸款減少	-	1,621
Increase (decrease) in trade and other payables	貿易及其他應付賬款增加(減少)	3,904	(24,765)
Net cash from (used in) operations	經營所得(所用)現金淨額	134,592	(64,470)
Income tax paid	已付所得稅	(4,558)	(2,911)
NET CASH FROM (USED IN) OPERATING ACTIVITIES	經營活動所得(所用)現金淨額	130,034	(67,381)
INVESTING ACTIVITIES	投資活動		
Interest received	已收利息	1,553	1,428
Purchase of property, plant and equipment	購買物業、廠房及設備	(45,549)	(25,138)
Proceeds from disposal of investment properties	出售投資物業所得款項	-	3,162
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	16,545	62,175
Placement of pledged bank deposits	存放已抵押銀行存款	(47,142)	(103,336)
Withdrawal of pledged bank deposits	提取已抵押銀行存款	63,247	85,733
Net cash from disposal of subsidiaries	出售附屬公司現金淨額	40	99,418
Proceeds from disposal of properties held for sale	出售持作出售物業所得款項	28,443	-
NET CASH FROM INVESTING ACTIVITIES	投資活動所得現金淨額	116,515	24,024

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2013
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		2013 HK\$'000 千港元	2012 HK\$'000 千港元 (restated) (重列)
FINANCING ACTIVITIES	融資活動		
Interest paid	已付利息	(16,369)	(20,796)
Bank and other borrowings raised	所籌集之銀行及其他借貸	775,521	1,212,795
Repayment of bank and other borrowings	償還銀行及其他借貸	(837,972)	(1,188,701)
Repayment under finance leases	償還融資租賃債務	(169)	(221)
Interest paid on finance leases	支付融資租賃債務利息	(11)	(41)
Proceeds from exercise of share options	行使優先認股權所得款項	-	1,521
Proceeds from share placement	股份配售所得款項	-	73,768
Shares issue expenses	股份發行開支	-	(2,412)
Advance from a related party	一名關聯人士墊款	26,000	-
Repayment to a related party	向一名關聯人士還款	(441)	-
Capital contribution from non-controlling shareholders	非控股股東出資	5,880	-
NET CASH (USED IN) FROM FINANCING ACTIVITIES	融資活動(所用)所得現金淨額	(47,561)	75,913
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值項目增加淨額	198,988	32,556
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	於年初之現金及現金等值項目	72,927	39,939
Effect of exchange rate changes	匯率變動之影響	(2,528)	432
CASH AND CASH EQUIVALENTS AT END OF THE YEAR, represented by	於年終之現金及現金等值項目，指	269,387	72,927
Bank balances and cash	銀行結餘及現金	269,387	85,780
Bank overdrafts	銀行透支	-	(12,853)
		269,387	72,927

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013
截至 2013 年 12 月 31 日止年度

1. GENERAL

The Company is a public limited company incorporated in Bermuda and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of the registered office and principal place of business of the Company is disclosed in the “Corporate Information” section of the annual report.

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are set out in note 43. During the year, the Group has disposed of certain subsidiaries which are principally engaged in the import, distribution and after-sales service of electrical appliances, distribution of fashion apparels and accessories and motor yacht (“Non-car Business”) and these operations are presented as discontinued operations. Details of the disposal of subsidiaries and the discontinued operations are set out in notes 40 and 41 respectively.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company.

1. 一般資料

本公司為於百慕達註冊成立之公眾有限公司，其股份在香港聯合交易所有限公司（「聯交所」）上市。本公司註冊辦事處及主要營業地點之地址於年報「公司資料」中披露。

本公司之主要業務為投資控股。其附屬公司之主要業務載於附註43。年內，本集團已出售若干主要從事電器之進口、分銷及售後服務、時裝及配飾以及機動遊艇之分銷（「非汽車業務」）之附屬公司，而該等業務乃呈列為已終止經營業務。有關出售附屬公司及已終止經營業務之詳情分別載於附註40及41。

綜合財務報表以港元（「港元」）呈列，亦為本公司之功能貨幣。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013
截至 2013 年 12 月 31 日止年度

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

The Group has applied the following new and revised HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time in the current year:

Amendments to HKFRSs	Annual improvements to HKFRSs 2009-2011 cycle
Amendments to HKFRS 7	Disclosures – Offsetting financial assets and financial liabilities
Amendments to HKFRS 10, HKFRS 11 and HKFRS 12	Consolidated financial statements, joint arrangements and disclosure of interests in other entities: Transition guidance
HKFRS 10	Consolidated financial statements
HKFRS 11	Joint arrangements
HKFRS 12	Disclosure of interests in other entities
HKFRS 13	Fair value measurement
HKAS 19 (as revised in 2011)	Employee benefits
HKAS 27 (as revised in 2011)	Separate financial statements
HKAS 28 (as revised in 2011)	Investments in associates and joint ventures
Amendments to HKAS 1	Presentation of items of other comprehensive income
HK(IFRIC) – INT 20	Stripping costs in the production phase of a surface mine

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

於本年度，本集團已首次應用香港會計師公會(「香港會計師公會」)所頒布之新訂及經修訂香港財務報告準則：

香港財務報告準則(修訂本)	香港財務報告準則2009年至2011年週期之年度改進
香港財務報告準則第7號(修訂本)	披露-金融資產與金融負債之抵銷
香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號(修訂本)	綜合財務報表、合營安排及披露於其他實體之權益：過渡性指引
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	合營安排
香港財務報告準則第12號	於其他實體之權益披露
香港財務報告準則第13號	公平值計量
香港會計準則第19號(2011年經修訂)	僱員福利
香港會計準則第27號(2011年經修訂)	獨立財務報表
香港會計準則第28號(2011年經修訂)	於聯營公司及合資公司之投資
香港會計準則第1號(修訂本)	其他全面收益項目的列報
香港(國際財務報告詮釋委員會) – 詮釋第20號	露天礦場生產期的剝採成本

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013
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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

Excepted as disclosed below, the application of the other new and revised HKFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

HKFRS 13 Fair value measurement

The Group has applied HKFRS 13 for the first time in the current year. HKFRS 13 establishes a single source of guidance for fair value measurements 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 addition, specific transitional provisions were given to entities such that they need not apply the disclosure requirements set out in the Standard in comparative information provided for periods before the initial application of the Standard. In accordance with these transitional provisions, 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.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

除以下所述者外，年內應用其他新訂及經修訂香港財務報告準則對本集團於本年度及過往年度之財務表現及狀況及／或該等綜合財務報表內所載的披露資料並無重大影響。

香港財務報告準則第13號公平值計量

本集團於本年度首次應用香港財務報告準則第13號。香港財務報告準則第13號設立有關公平值計量及公平值計量之披露的單一指引。香港財務報告準則第13號的範圍廣泛：香港財務報告準則第13號的公平值計量規定應用於其他香港財務報告準則規定或允許公平值計量及有關公平值計量披露的金融工具項目及非金融工具項目，惟香港財務報告準則第2號「以股份形式付款」範圍內的以股份形式付款交易、香港會計準則第17號「租賃」範圍內的租賃交易及類似公平值但並非公平值的計量(例如就計量存貨而言的可變現淨值或就減值評估而言的使用價值)除外。

香港財務報告準則第13號將資產的公平值定義為以目前市場的情況下，於計量日期在主要(或最有利)市場之有序交易中，出售一項資產所收取的價格(或倘釐定負債的公平值，則為轉讓一項負債須支付的價格)。根據香港財務報告準則第13號，不論該價格是否可直接觀察或使用另一種估值方法估計，公平值皆為退出價格。此外，香港財務報告準則第13號載有更詳盡的披露規定。

香港財務報告準則第13號須獲前瞻應用。此外，已針對有關實體頒布特定過渡性條文，致使該等實體不需要在就首次應用此項準則前之期間提供的比較資料中應用該項準則所載的披露規定。根據該等過渡性條文，本集團並無就2012年可資比較期間作出香港財務報告準則第13號規定的新披露。除作出額外披露外，應用香港財務報告準則第13號對綜合財務報表確認的金額並無任何重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013
截至 2013 年 12 月 31 日止年度

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

Amendments to HKAS 1 Presentation of items of other comprehensive income

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.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港會計準則第1號(修訂本)其他全面收益項目的列報

本集團已應用香港會計準則第1號(修訂本)「其他全面收益項目的列報」。該修訂本為全面收益表及收益表引入新術語。根據香港會計準則第1號(修訂本),「全面收益表」更名為「損益及其他全面收益表」,而「收益表」更名為「損益表」。香港會計準則第1號(修訂本)保留選擇於一份獨立報表或兩份獨立但連貫的報表中呈列損益及其他全面收益。然而,香港會計準則第1號(修訂本)要求在其他全面收益一節內將其他全面收益項目分為兩類:(a)其後將不會重新分類至損益的項目;及(b)日後在符合特定條件時可重新分類至損益的項目。其他全面收益項目的所得稅須按相同基準分配。有關修訂並無改變呈列除稅前或除稅後其他全面收益項目的選擇。修訂已獲追溯應用,因此其他全面收益內的項目列示已作出修訂以反映變動。除上述之列示變動外,應用香港會計準則第1號(修訂本)對損益、其他全面收益及全面收益總額不造成任何影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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截至 2013 年 12 月 31 日止年度

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

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

In the current year, the Group has applied for the first time the package of five standards on consolidation, joint arrangements, associates and disclosures comprising HKFRS 10 “Consolidated financial statements”, HKFRS 11 “Joint arrangements”, HKFRS 12 “Disclosure of interests in other entities”, HKAS 27 (as revised in 2011) “Separate financial statements” and HKAS 28 (as revised in 2011) “Investments in associates and joint ventures”, together with the amendments to HKFRS 10, HKFRS 11 and HKFRS 12 regarding transitional guidance.

HKAS 27 (as revised in 2011) is not applicable to the Group as it deals only with separate financial statements.

The impact of the application of these standards is set out 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. HKFRS 10 contains detailed guidance regarding whether or not an investor that owns less than 50% of the voting rights in an investee has control over the investee.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

新訂及經修訂綜合、共同安排、聯營公司及披露的準則

本集團於本年度首次應用五項有關綜合、合營安排、聯營公司及披露的準則，包括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「合營安排」、香港財務報告準則第12號「於其他實體之權益披露」、香港會計準則第27號(2011年經修訂)「獨立財務報表」及香港會計準則第28號(2011年經修訂)「於聯營公司及合資公司之投資」，連同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號有關過渡指引的修訂本。

香港會計準則第27號(2011年經修訂)僅為獨立財務報表進行會計處理，故不適用於本集團。

應用該等準則的影響載列如下。

應用香港財務報告準則第10號的影響

香港財務報告準則第10號取代有關編製綜合財務報表的香港會計準則第27號「綜合及獨立財務報表」及香港(常設詮釋委員會) – 詮釋第12號「綜合 – 特殊目的實體」的規定。香港財務報告準則第10號改變控制權之定義，以致當投資者a)對被投資方擁有權力；b)面對或擁有自其參與被投資方產生之可變回報之風險或權利；及c)有能力行使其權力以影響其回報時，即對被投資方擁有控制權。該三項標準須同時滿足，投資者方對被投資方擁有控制權。過往，控制權被界定為有權力規管實體之財務及經營政策，以自其經營活動中獲取利益。香港財務報告準則第10號已加入額外指引，以解釋投資者何時對被投資方擁有控制權。香港財務報告準則第10號已包括部份指引，以處理擁有不足50%投票權的投資者是否對被投資方擁有控制權。

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綜合財務報表附註

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

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

Impact of the application of HKFRS 10 (Continued)

Specifically, the Group has a 49.8% ownership interest in China Premium Lifestyle Enterprise, Inc. (“CPLY”) which has a wholly owned subsidiary CPMM (Asia) Limited (“CPMM”). CPLY is listed on OTC Bulletin Board in the United States of America. The Group’s 49.8% ownership interest in CPLY gives the Group the same percentage of the voting rights in CPLY. The Group’s 49.8% ownership interest in CPLY was acquired in July 2006 under a group reorganisation and there has been no change in the Group’s ownership in CPLY since then. The remaining 50.2% of the ordinary shares of CPLY are owned by two individuals each holding not more than 15% and over 40 shareholders, none individually holding more than 6%.

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 CPLY in accordance with the new definition of control and the related guidance set out in HKFRS 10. The directors of the Company concluded that it has had control over CPLY since the acquisition in July 2006 on the basis of the Group’s absolute size of holding in CPLY and the relative size of and dispersion of the shareholdings owned by the other shareholders. Therefore, in accordance with the requirements of HKFRS 10, CPLY, together with its subsidiary, CPMM, have been subsidiaries of the Company since July 2006. Previously, CPLY was treated as an associate of the Group and accounted for using the equity method of accounting.

Comparative amounts for 2012 and the related amounts as at 1 January 2012 have been restated in accordance with the relevant transitional provisions set out in HKFRS 10 (see the tables below for details).

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

新訂及經修訂綜合、共同安排、聯營公司及披露的準則(續)

應用香港財務報告準則第10號的影響(續)

具體而言，本集團於China Premium Lifestyle Enterprise, Inc. (「CPLY」)擁有49.8%之權益，其擁有一全資附屬公司名品(亞洲)有限公司(「CPMM」)。CPLY於美利堅合眾國場外交易議價板上市。本集團擁有CPLY 49.8%之權益給予本集團於CPLY擁有相同比例之投票權。本集團於CPLY 49.8%之權益於2006年7月在集團重組下收購，自此本集團於CPLY之權益並無變動。CPLY其餘50.2%之普通股由兩名各自持有不多於15%股權之個人，及逾40名個人持股不多於6%股權之股東所擁有。

香港財務報告準則第10號實施首日(2013年1月1日)，本公司董事根據香港財務報告準則第10號對控制的新定義及相關指引對本集團是否對CPLY有控制權進行了評估。基於本集團已持有CPLY絕對比例的股權及其他股東擁有相對分散的股權，本公司董事最終得出結論，本集團自2006年7月收購起已對CPLY擁有控制權。因此，根據香港財務報告準則第10號，CPLY連同其附屬公司CPMM已自2006年7月起成為本公司附屬公司。此前，CPLY被視為本集團聯營公司並使用權益會計法處理。

按照香港財務報告準則第10號所載有關過渡性條文，2012年比較金額及於2012年1月1日的相關款項的金額已重列(詳情見下表)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013
截至2013年12月31日止年度

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

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

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 (please see note 44 for details).

Summary of the effects of the above changes in accounting policy

In accordance with the transitional provisions under HKFRS 10, the effects of changes in accounting policy described above on the results for the year ended 31 December 2012 are as follows:

Impact on loss for the year of the application of HKFRS 10

		Year ended 31 December 2012 截至2012年 12月31日止年度 HK\$'000 千港元
Increase in administration expenses and loss for the year	行政費用及本年度虧損增加	(1,602)
Increase in loss for the year from continuing operations attributable to:	應佔本年度持續經營業務虧損增加：	
Owners of the Company	本公司擁有人	(798)
Non-controlling interests	非控股權益	(804)
		(1,602)

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

新訂及經修訂綜合、共同安排、聯營公司及披露的準則(續)

應用香港財務報告準則第12號的影響

香港財務報告準則第12為一項新披露準則，適用於在附屬公司、合營安排、聯營公司及／或未綜合結構實體擁有權益的實體。整體而言，香港財務報告準則第12號導致綜合財務報表須作出更為全面的披露(詳情請參閱附註44)。

上述會計政策變動之影響概要

根據香港財務報告準則第10號過渡性條文，上述會計政策變動對截至2012年12月31日止年度的業績影響如下：

應用香港財務報告準則第10號對本年度虧損的影響

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013
截至 2013 年 12 月 31 日止年度

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

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

Summary of the effects of the above changes in accounting policy (Continued)

上述會計政策變動之影響概要(續)

	As at 1 January 2012 (originally stated)		As at 31 December 2012 (originally stated)		As at 31 December 2012 (restated)	
	HKFRS 10 adjustments 香港財務報告 準則第10號 調整	HKFRS 10 adjustments 香港財務報告 準則第10號 調整	HKFRS 10 adjustments 香港財務報告 準則第10號 調整	HKFRS 10 adjustments 香港財務報告 準則第10號 調整	HKFRS 10 adjustments 香港財務報告 準則第10號 調整	HKFRS 10 adjustments 香港財務報告 準則第10號 調整
	於2012年 1月1日(原列) HK\$'000 千港元	於2012年 1月1日(重列) HK\$'000 千港元	於2012年 1月1日(原列) HK\$'000 千港元	於2012年 12月31日(原列) HK\$'000 千港元	於2012年 12月31日(重列) HK\$'000 千港元	於2012年 12月31日(重列) HK\$'000 千港元
Trade and other receivables 貿易及其他應收賬款	201,818	1	201,819	128,275	2	128,277
Amounts due from associates 應收聯營公司款項	66,311	(66,311)	-	71,480	(71,480)	-
Bank balances and cash 銀行結餘及現金	71,754	1	71,755	85,780	-	85,780
Trade and other payables 貿易及其他應付賬款	(401,041)	(5,231)	(406,272)	(380,596)	(1,664)	(382,260)
Total effects on net assets 對資產淨值總影響	(61,158)	(71,540)	(132,698)	(95,061)	(73,142)	(168,203)
Accumulated losses 累計虧損	(11,242)	(62,144)	(73,386)	(89,714)	(62,942)	(152,656)
Non-controlling interests 非控股權益	20,580	(9,396)	11,184	18,280	(10,200)	8,080
Total effects on equity 對權益總影響	9,338	(71,540)	(62,202)	(71,434)	(73,142)	(144,576)

Impact on cash flows for the year ended 31 December 2012:

對截至2012年12月31日止年度現金流量的影響：

	HKFRS 10 adjustments 香港財務報告 準則第10號調整 HK\$'000 千港元
Increase in net cash inflow from investing activities 投資活動現金流入淨額增加	5,169
Decrease in net cash inflow from operating activities 經營活動現金流入淨額減少	(5,170)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013
截至2013年12月31日止年度

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

Summary of the effects of the above changes in accounting policy (Continued)

Impact on basic and diluted loss per share from continuing and discontinued operations

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

上述會計政策變動之影響概要(續)

對來自持續經營及已終止經營業務之每股基本及攤薄虧損之影響

		Year ended 31 December 2012 截至2012 年12月31日 止年度 HK cents 港仙
Figure before adjustments	調整前數字	(2.92)
Adjustments from the impact of HKFRS10	自香港財務報告準則第10號影響之調整	(0.03)
Figure after adjustments	調整後數字	(2.95)

Impact on basic and diluted loss per share from continuing operations 對來自持續經營業務之每股基本及攤薄虧損之影響

		Year ended 31 December 2012 截至2012年 12月31日止年度 HK cents 港仙
Figure before adjustments	調整前數字	(0.51)
Adjustments from the impact of HKFRS10	自香港財務報告準則第10號影響之調整	(0.03)
Figure after adjustments	調整後數字	(0.54)

In the current year, the Group has also early applied the amendments to HKAS 36 Recoverable Amount Disclosures for Non-Financial Assets in advance of its effective date.

於本年度，本集團亦已提前採用香港會計準則第36號(修訂本)非金融資產之可收回金額披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013
截至 2013 年 12 月 31 日止年度

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

Amendments to HKAS 36 Recoverable amount disclosures for non-financial assets

The Group has early adopted the amendments to HKAS 36 in advance of its effective date, 1 January 2014. The amendments to HKAS 36 remove the requirement to disclose the recoverable amount of a cash-generating unit (CGU) to which goodwill or other intangible assets with indefinite useful lives had been allocated when there has been no impairment or reversal of impairment of the related CGU. Furthermore, the amendments introduce additional disclosure requirements regarding the fair value hierarchy, key assumptions and valuation techniques used when the recoverable amount of an asset or CGU was determined based on its fair value less costs of disposal.

The application of HKAS 36 amendments has no impact to the financial position and performance of the Group.

New and revised HKFRSs issued but not yet effective

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

Amendments to HKFRS 10, HKFRS 12 and HKAS 27	Investment entities ¹
Amendments to HKAS 19	Defined benefit plans: Employee contributions ²
Amendments to HKFRS 9 and HKFRS 7	Mandatory effective date of HKFRS 9 and transition disclosures ³
Amendments to HKAS 32	Offsetting financial assets and financial liabilities ¹
Amendments to HKAS 39	Novation of derivatives and continuation of hedge accounting ¹
Amendments to HKFRSs	Annual improvements to HKFRSs 2010 – 2012 cycle ⁴
Amendments to HKFRSs	Annual improvements to HKFRSs 2011 – 2013 cycle ²
HKFRS 9	Financial instruments ³
HKFRS 14	Regulatory deferral accounts ⁵
HK(IFRIC) – INT 21	Levies ¹

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港會計準則第36號(修訂本)非金融資產之可收回金額披露

本集團已於香港會計準則第36號(修訂本)生效日期2014年1月1日前提前採納。香港會計準則第36號(修訂本)刪除當獲分配商譽或具備無限期使用年期之其他無形資產的現金產生單位(「現金產生單位」)並無減值或減值撥回時披露相關現金產生單位之可收回金額的規定。此外，倘一項資產或現金產生單位乃按其公平值減出售成本釐定，則修訂本須就公平值等級、已使用之主要假設及估值方法披露額外資料。

應用香港會計準則第36號(修訂本)將不會對本集團財務狀況及表現造成影響。

已頒布但尚未生效的新訂及經修訂香港財務報告準則

本集團並無提早應用以下已頒布但尚未生效的新訂及經修訂香港財務報告準則：

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(修訂本)	投資實體 ¹
香港會計準則第19號(修訂本)	界定福利計劃：僱員供款 ²
香港財務報告準則第9號及香港財務報告準則第7號(修訂本)	香港財務報告準則第9號的強制性生效日期及過渡性披露 ³
香港會計準則第32號(修訂本)	金融資產和金融負債的互相抵銷 ¹
香港會計準則第39號(修訂本)	衍生工具的更替及對沖會計的延續 ¹
香港財務報告準則(修訂本)	香港財務報告準則2010年至2012年週期之年度改進 ⁴
香港財務報告準則(修訂本)	香港財務報告準則2011年至2013年週期之年度改進 ²
香港財務報告準則第9號	金融工具 ³
香港財務報告準則第14號	監管遞延賬目 ⁵
香港(國際財務報告詮釋委員會) – 詮釋第21號	香港(國際財務報告詮釋委員會) – 詮釋第21號

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013
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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and revised HKFRSs issued but not yet effective (Continued)

- 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 Available for application – the mandatory effective date will be determined when the outstanding phases of HKFRS 9 are finalised
- 4 Effective for annual periods beginning on or after 1 July 2014, with limited exceptions
- 5 Effective for first annual HKFRS financial statements beginning on or after 1 January 2016

The directors of the Company do not anticipate that the above new and revised HKFRSs will have a material effect on the Group’s consolidated financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

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

The consolidated financial statements have been prepared on the historical cost basis except for certain properties that are measured at fair values at the end of each reporting period, 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.

The principal accounting policies are set out below.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒布但尚未生效的新訂及經修訂香港財務報告準則(續)

- 1 於2014年1月1日或之後開始的年度期間生效
- 2 於2014年7月1日或之後開始的年度期間生效
- 3 可供應用–強制性生效日期將於落實香港財務報告準則第9號之未完成部分後釐定
- 4 於2014年7月1日或之後開始的年度期間生效，除有限例外情況
- 5 就2016年1月1日或之後開始的首份年度香港財務報告準則財務報表生效

本公司董事預期，應用該等新訂及經修訂香港財務報告準則不會對綜合財務報表產生重大影響。

3. 主要會計政策

綜合財務報表乃根據香港會計師公會所頒布之香港財務報告準則編製。此外，綜合財務報表載有香港聯合交易所有限公司證券上市規則及香港公司條例規定之適用披露。

綜合財務報表按歷史成本基準編製，惟下文所載會計政策所闡述於各報告期末按公平值計量之若干物業除外。歷史成本一般按交換商品及服務所給予代價之公平值計算。

主要會計政策載列如下。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013
截至 2013 年 12 月 31 日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by 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.

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.

3. 主要會計政策(續)

綜合基準

綜合財務報表包括本公司及本公司控股之實體及其附屬公司之財務報表。本公司在下列情況下，即達致控制權：

- 對被投資公司擁有控制權；
- 承擔參與被投資公司之變動回報之風險或享有權利；及
- 擁有運用其權力以影響其回報之能力。

倘根據事實及情況，上述三個控制權因素中之一個或以上發生變化，則本集團會重新評估其是否擁有被投資公司之控制權。

倘本集團於被投資公司之投票權未能佔大多數，則當投票權足以賦予本集團實際能力單方面統管被投資公司之相關活動時即對被投資公司擁有權力。本集團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考慮所有相關事實及情況，包括：

- 相較其他投票權持有人所持投票權之數量及分散情況，本集團持有投票權之數量；
- 本集團、其他投票權持有人或其他人士持有之潛在投票權；
- 其他合約安排產生之權利；及
- 表明於需要作出決定時，本集團目前能夠或不能統管相關活動之任何其他事實及情況（包括於之前股東會議上之投票方式）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013
截至 2013 年 12 月 31 日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

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 from the date the Group gains control until the date when the Group ceases to control the subsidiary.

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 from 1 January 2010.

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

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation and realised to profit or loss when the relevant members of the Group are disposed of.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received 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 to another category of equity as specified/permitted by applicable HKFRSs).

3. 主要會計政策(續)

綜合基準(續)

附屬公司之綜合入賬於本集團取得有關附屬公司之控制權起開始，並於本集團失去有關附屬公司之控制權時終止。具體而言，年內所收購或出售附屬公司之收入及開支乃自本集團取得控制權之日期起計入綜合損益表，直至本集團不再控制有關附屬公司之日期為止。

損益及其他全面收益之每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自2010年1月1日起產生虧絀結餘。

於必要時，將對附屬公司之財務報表作出調整，以令其會計政策與本集團之會計政策一致。

有關本集團成員之間交易的所有集團內公司間之資產及負債、權益、收入、支出及現金流量於綜合時悉數對銷，並於本集團有關成員公司出售時變現至損益。

倘本集團失去附屬公司控制權，則收益或虧損於損益內確認並按(i)所收代價之公平值與(ii)該附屬公司之資產(包括商譽)及負債以及任何非控股權益兩者之間的差額計算。先前於其他全面收益就該附屬公司確認之所有款額，會按猶如本集團已直接出售該附屬公司之相關資產或負債入賬(即按適用香港財務報告準則所訂明/允許而重新分類至損益或轉撥至另一權益類別)。

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綜合財務報表附註

For the year ended 31 December 2013
截至 2013 年 12 月 31 日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;

Service income is recognised when services are provided.

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

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. Gains or losses arising from changes in the fair value of investment property are included in profit or loss for the period in which they arise.

3. 主要會計政策(續)

收入確認

收入按所收取或應收取代價之公平值計量。收入已就估計客戶退貨、回扣及其他類似津貼作出扣減。

銷售貨物的收入於貨品交付及擁有權轉嫁予客戶時確認，此時以下所有條件均獲達成：

- 本集團將貨品擁有權的重大風險及回報轉嫁予買方；
- 本集團並無保留一般與擁有權有關的銷售貨品持續管理權或實際控制權；
- 收入金額能夠可靠地計量；

服務收入乃於提供服務時確認。

當經濟利益很可能流入本集團，且收入之金額能夠可靠計量時，則會確認金融資產的利息收入。利息收入參考未償還本金及適用實際利率按時間基準累計，實際利率指於金融資產預期年期將估計日後現金收入準確貼現至該資產初步確認時之賬面淨值的利率。

投資物業

投資物業為持作賺取租金及／或資本增值之物業。

投資物業初步按成本計量(包括任何直接應佔開支)。於初步確認後，投資物業按其公平值計量。投資物業公平值變動產生之收益或虧損於其產生期內之損益入賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013
截至 2013 年 12 月 31 日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment properties (Continued)

If an item of property, plant and equipment becomes an investment property because its use has changed as evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item at the date of transfer is recognised in other comprehensive income and accumulated in revaluation reserve. On the subsequent sale or retirement of the asset, the relevant revaluation reserve will be transferred directly to accumulated losses.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the property is derecognised.

Property, plant and equipment

Property, plant and equipment including leasehold land and building held for administrative purposes are stated in the consolidated financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

3. 主要會計政策(續)

投資物業(續)

倘一項物業、廠房及設備因使用狀況有變(即不再由業主自用)而列為投資物業,則該項目於轉讓日期之賬面值與公平值之差額於其他全面收益中確認並累計於重估儲備。其後當該資產出售或停用時,有關重估儲備將直接轉撥至累計虧損。

一項投資物業被出售或該投資物業永久停止使用,及預期出售不會產生任何未來經濟利益,則終止確認該項投資物業。終止確認某項物業產生之任何收益或虧損(按出售所得款項淨額與該資產賬面值之差額計算)均列入該物業被終止確認期間之損益。

物業、廠房及設備

持作行政用途之物業、廠房及設備(包括租賃土地及樓宇)均以綜合財務狀況表按成本減除累計折舊及隨後累計減值虧損(如有)後入賬。

確認折舊以於資產之估計可使用年期內按直線法撇銷成本減殘值。估計可使用年期、殘值及折舊方法於各報告期末進行檢討,並對任何估計之變更影響按預期基準作出調整。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013
截至 2013 年 12 月 31 日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment (Continued)

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

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

Properties under held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs of disposal.

3. 主要會計政策 (續)

物業、廠房及設備 (續)

按融資租賃持有之資產，均按其與自置資產相同基準按預期可使用年期折舊。然而，當於租期結束前對將獲得之所有權並無合理確定因素時，資產按租期與其可使用年期兩者之較短者予以折舊。

當出售時或繼續使用該資產預期日後不會產生經濟利益時，物業、廠房及設備項目會終止確認。出售或停用物業、廠房及設備項目所產生之任何收益或虧損乃按資產出售所得款項與賬面值之差額釐定並於損益內確認。

持作出售之物業

當非流動資產之賬面值將以出售形式大部份地收回而並非持續使用，此資產便分類為持作出售。只有資產適用於以現狀即時出售並只取決於此資產的一般及習慣出售條款及有很大機會出售，才被視為符合情況。管理層須致力於此出售，並應預期於分類後起1年內確認為完成出售。

被分類為持作出售之非流動資產乃以之前的賬面值及公平值減出售成本兩者之較低者予以計量。

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綜合財務報表附註

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截至 2013 年 12 月 31 日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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 acquisition.

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. For goodwill arising on an acquisition in a reporting period, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that reporting period. 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 amount of profit or loss on disposal.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost of inventories are determined on a first-in, first-out or specific identification method as appropriate. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

3. 主要會計政策(續)

商譽

收購業務所產生的商譽按收購業務日期所定之成本減除累計減值虧損(如有)列賬。

就減值測試而言，商譽被分配至本集團每個預期因收購之協同效應而受惠之現金產生單位(或現金產生單位組別)。

獲分配商譽之現金產生單位將每年(或在有跡象顯示該單位可能出現減值時更頻密地)進行減值測試。就於報告期間因收購所產生商譽而言，獲分配商譽之現金產生單位將於該報告期末前進行減值測試。倘現金產生單位之可收回金額低於其賬面值，將首先分配減值虧損抵減該單位所獲分配任何商譽之賬面值，再依據該單位內每項資產賬面值按比例抵減該單位內其他資產。商譽之任何減值虧損於損益內直接確認。就商譽確認之減值虧損並不於隨後期間內撥回。

出售相關現金產生單位時，商譽之應佔金額於釐定出售之損益時計入。

存貨

存貨乃按成本與可變現淨值之較低者入賬。存貨成本乃按先入先出基準或特別鑒定法(如適用)計算。可變現淨值為存貨之估計售價減所有估計之完成成本及估計所需之銷售成本。

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綜合財務報表附註

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截至 2013 年 12 月 31 日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible assets

Intangible assets acquired separately

Intangible assets with indefinite useful lives that are acquired separately are carried at costs less any subsequent accumulated impairment losses (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss in the period when the asset is derecognised.

Foreign currencies

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

3. 主要會計政策(續)

無形資產

單獨收購之無形資產

單獨收購之具有無限可使用年期之無形資產按成本減任何隨後累計減值虧損列賬(請參閱下文有關有形及無形資產減值虧損之會計政策)。

無形資產於處置或倘預期自使用或處置中並無未來經濟利益時終止確認。終止確認無形資產所產生之收益及虧損按處置有關資產之所得款項淨額與其賬面值之差額計量，並於終止確認有關資產之期間於損益內確認。

外幣

在編製每個個別集團實體之財務報表時，採用該實體功能貨幣以外之貨幣(外幣)進行之交易，一律以交易日現行匯率確認。於報告期末，以外幣計值之貨幣項目以該日現行匯率重新換算。以外幣計值且以公平值入賬之非貨幣項目，以公平值釐定當日之現行匯率重新換算。以外幣歷史成本計量之非貨幣項目概不重新換算。

貨幣項目之匯兌差額於產生期間於損益內確認。

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截至 2013 年 12 月 31 日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

For the purposes of presenting the 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 expenses items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of the 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.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that foreign operation and retranslated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

Taxation

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

3. 主要會計政策(續)

外幣(續)

就呈列綜合財務報表而言，本集團海外經營業務之資產及負債乃採用於各報告期末之現行匯率換算為本集團之列賬貨幣(即港元)。收入及開支項目乃按期內之平均匯率進行換算。所產生之匯兌差額(如有)乃於其他全面收益中確認並於匯兌儲備(歸屬於非控股權益，如適用)項下權益中累計。

出售海外業務(例如出售本集團海外業務的全部利益，或出售因失去控制權的附屬公司而其附屬公司包含海外業務，或出售合營安排或聯營公司的部分權益而其合營安排或聯營公司包含保留權益成為金融資產的海外業務)，該業務所有匯兌差額均累計入權益內，乃歸屬於本公司擁有人並重新分類至損益內。

於2005年1月1日或之後，於收購海外業務時所產生已收購可識別資產之商譽及公平值調整乃當作該海外業務之資產及負債處理，並於各報告期末現行匯率進行換算。產生之匯兌差額乃於其他全面收益內確認。

稅項

所得稅開支乃為現行應繳稅項與遞延稅項之總額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013
截至 2013 年 12 月 31 日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

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

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 difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments 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 profit will be available to allow all or part of the asset to be recovered.

3. 主要會計政策 (續)

稅項 (續)

現行應繳稅項乃按本年度應課稅盈利計算。應課稅盈利與綜合損益表中所呈報之「除稅前會計業績」不同，乃由於前者不包括在其他年度應課稅或可扣稅收入或開支，及並不包括從未課稅或扣稅之項目。本集團即期稅項之負債乃按報告期末已頒布或實際已頒布之稅率計算。

遞延稅項乃根據綜合財務報表內資產及負債賬面值與計算應課稅盈利所採用相應稅基之暫時差額而確認。遞延稅項負債一般按所有應課稅之暫時差額予以確認。遞延稅項資產則一般按可能會出現可用以抵銷所有可扣減之暫時差額之應課稅盈利而予以確認。倘若暫時差額乃基於商譽或於一項不影響應課稅盈利或會計盈利之交易中初步確認（業務合併之情況下除外）之其他資產及負債而引致，則有關資產及負債不予確認。

遞延稅項負債乃按與於附屬公司之投資有關之應課稅暫時差額而確認，惟若本集團可控制暫時差額之撥回及暫時差額有可能不會於可見將來之撥回之情況則除外。與該等投資相關的可扣減暫時差額所產生的遞延稅項資產，僅在按可能出現可利用暫時差額扣稅之應課稅盈利時，並預期於可見將來撥回時確認。

遞延稅項資產之賬面值於報告期末作檢討，並減少至不再可能有足夠應課稅盈利以收回全部或部份資產價值。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (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 rate (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.

For the purposes of measuring deferred taxation for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale.

Current and deferred tax are recognised in profit or loss.

Borrowing costs

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

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

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

3. 主要會計政策(續)

稅項(續)

遞延稅項資產及負債按預期適用於清償負債或變現資產期間之稅率計算，而該等稅率乃按於報告期末前已頒布或大致上頒布之稅率(及稅法)計算。

遞延稅項負債及資產之計量反映按本集團預期於報告期末將可收回或清償其資產及負債之賬面值之方式計算所得之稅務結果。

就計量以公平值模式計量投資物業之遞延稅項而言，乃假定該等物業之賬面值可從出售中全數收回。

即期及遞延稅項乃於損益內確認。

借貸成本

因收購、興建或生產需要長時間籌備方可供其擬定用途或銷售之合資格資產所產生之直接借貸成本，需計入該等資產之成本中，直至該等資產大致上可供其擬定用途或銷售。

在合資格資產產生支出前，臨時投資於該等特定借貸所賺取之投資收入，乃在該等合資格資產的資本化借貸成本中扣除。

所有借貸成本均於產生期間在損益內確認。

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綜合財務報表附註

For the year ended 31 December 2013
截至 2013 年 12 月 31 日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leasing

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

The Group as lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

The Group as lessee

Assets held under finance leases are recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs (see the accounting policy above).

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

3. 主要會計政策(續)

租賃

倘租賃之條款將所有權之絕大部份風險及回報轉撥予承租人，則有關租賃將歸類為融資租賃。所有其他租賃均歸類為經營租賃。

本集團作為出租人

經營租賃之租金收入於有關租期按直線法在損益內。

本集團作為承租人

按融資租賃持有之資產以購置日期之公平值確認為本集團資產，或倘屬較低者，則以最低租賃付款之現值。對出租人相應之債務，於綜合財務狀況表中列賬為融資租賃債務。

租賃付款乃於融資開支與租賃債務扣減之間作出分配，致使負債之餘額維持固定之利率。融資開支即時於損益內確認，惟有關開支與合資格資產直接相關則除外，於此情況下，有關開支按照本集團借貸成本之一般政策(請參閱上文會計政策)撥充資本。

經營租賃付款於租期按直線法確認為開支，惟另有系統性基準更能代表使用租賃資產產生經濟利益之時間模式則除外。經營租賃下之或然租金在產生期間確認為開支。

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綜合財務報表附註

For the year ended 31 December 2013
截至 2013 年 12 月 31 日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leasing (Continued)

The Group as lessee (Continued)

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

Leasehold land and building

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and the building element of the lease at the inception of the lease.

When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment.

Retirement benefits schemes

Payments to state-managed retirement benefits schemes and the Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

3. 主要會計政策(續)

租賃(續)

本集團作為承租人(續)

倘訂立經營租賃可以獲得租賃優惠，該等優惠會確認為負債。優惠整體利益以直線法確認為租金開支扣減，惟如另有系統性基準較時間性模式更具代表性，租賃資產之經濟效益據此被消耗除外。

租賃土地及樓宇

倘租賃包括土地及樓宇部份，本集團根據評估各部份之絕大部份風險及回報是否已轉移至本集團，評估各部份獨立分類為融資或經營租賃，惟倘若兩個部份明確地屬於經營租賃，則整個租賃分類為經營租賃。具體而言，最低租賃款項(包括任何一次性預付款)被分配到土地及樓宇部份之比例，以其租賃在開始時土地租賃權益和樓宇租賃權益之相對公平值比例分配。

在租賃款項不能在土地及樓宇之間作可靠分配之情況下，全數租賃款項均被歸類為融資租賃，並列賬為物業、廠房及設備。

退休福利計劃

國家管理之退休福利計劃及強積金計劃之付款於僱員提供服務而合資格享有供款時確認開支。

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綜合財務報表附註

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截至 2013 年 12 月 31 日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Equity-settled share-based payment transactions

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

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

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 option reserve will be transferred to accumulated losses.

Impairment losses on tangible assets and intangible assets other than goodwill (see the accounting policy in respect of goodwill above)

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

3. 主要會計政策(續)

以權益結算並以股份付款之交易

就須待符合特定歸屬條件後方授出之優先認股權而言，所得服務之公平值乃經參考授出日期授出優先認股權之公平值而釐定，於歸屬期內以直線法確認為開支，並於權益（優先認股權儲備）中作出相應增加。

於報告期末，本集團修訂對預期最終可歸屬之優先認股權數目之估計。修訂原先估計之影響（如有）會於損益內確認，使累計開支反映經修訂估計，而優先認股權儲備亦作相應之調整。

當優先認股權獲行使時，先前於優先認股權儲備確認之金額將轉撥至股份溢價。倘優先認股權於歸屬日期後遭沒收或於屆滿日期尚未行使，則先前於優先認股權儲備確認之金額將轉撥至累計虧損。

有形資產及無形資產之減值虧損(商譽除外(請參閱上文有關商譽之會計政策))

於報告期末，本集團檢討其有形及無形資產之賬面值，以確定是否有任何跡象顯示該等資產出現減值虧損。倘出現任何有關跡象，則估計資產可收回金額，以釐定減值虧損的幅度（如有）。倘不能估計單一資產之可收回金額，則本集團會估計其資產所屬現金產生單位之可收回金額。於可識別合理和一貫分配基準的情況下，公司資產亦會被分配到個別現金產生單位，否則或會被分配到可合理地及按一貫分配基準而識別之最小現金產生單位組別中。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment losses on tangible assets and intangible assets other than goodwill (see the accounting policy in respect of goodwill above) (Continued)

Intangible assets with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

Recoverable amount is the higher of fair value less costs of disposal 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 a 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.

Financial instruments

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

3. 主要會計政策(續)

有形資產及無形資產之減值虧損(商譽除外(請參閱上文有關商譽之會計政策))(續)

倘可能出現減值跡象時，具無限使用年期之無形資產至少每年進行減值測試。

可收回金額為公平值減出售成本與使用價值之較高者。評估使用價值時，估計未來現金流量乃使用稅前貼現率折現至其現值，該折讓率反映目前市場對資金時間值之評估以及估計未來現金流量未經調整之資產的特定風險。

倘某項資產(或現金產生單位)之可收回金額估計低於其賬面值，則該項資產(或現金產生單位)之賬面值須削減至其可收回金額。減值虧損即時在損益內確認。

倘日後撥回減值虧損，有關資產(或現金產生單位)之賬面值須增至其經修訂估計之可收回金額，惟增加之賬面值不得超出倘有關資產(或現金產生單位)並無於以往年度確認任何減值虧損所應釐定之賬面值。撥回之減值虧損即時在損益內確認。

金融工具

當集團實體成為工具訂約條文之訂約方時，金融資產及金融負債會被確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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 or 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.

Financial assets

The Group's financial assets are mainly loans and receivables and available-for-sale financial assets. 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.

Interest income is recognised on an effective interest basis for debt instruments.

3. 主要會計政策(續)

金融工具(續)

金融資產及金融負債初步按公平值計量。因收購或發行金融資產及金融負債(按公平值計入損益之金融資產或金融負債除外)而直接應佔之交易成本於初步確認時，會加入或扣自該項金融資產或金融負債之公平值(如適用)。

金融資產

本集團之金融資產主要為貸款及應收賬款及可供出售金融資產。分類視乎該等金融資產之性質及目的而定，並於初步確認時決定所屬類別。金融資產之所有正常購買及出售均按交易日期基準確認及終止確認。正常購買及銷售乃指須按規定或市場慣例規定之時間內交收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以及分配於有關期間的利息收入之方法。實際利率是於初次確認時可準確透過債務工具之預計可用年期或(倘適用)在較短期間內對估計未來現金收入(包括所支付或收取能構成整體實際利率之所有費用及利率、交易成本及其他溢價或折價)折算為賬面淨值的利率。

債務工具之利息收入按實際利率基準確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade and other receivables, loan receivables, pledged bank deposits and bank balances and cash) are measured at amortised cost using the effective interest method, less any impairment (see accounting policy on impairment of financial assets below).

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

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated as available-for-sale or not classified as (a) loans and receivables, (b) held-to-maturity investments or (c) financial assets at fair value through profit or loss.

Dividends on available-for-sale equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established.

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

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

貸款及應收賬款

貸款及應收賬款乃固定或可釐定付款，並未於活躍市場掛牌之非衍生金融資產。於初次確認後，貸款及應收賬款(包括貿易及其他應收賬款、應收貸款、已抵押銀行存款及銀行結餘及現金)以實際利息法按攤銷成本減任何減值計量(請參閱下文有關金融資產減值之會計政策)。

利息收入乃採用實際利率確認，惟確認利息影響不大之短期應收賬款除外。

可供出售金融資產

可供出售金融資產為非衍生工具，且指定為可供出售或並非分類為(a)貸款及應收賬款、(b)持有至到期日投資或(c)按公平值計入損益之金融資產。

本集團收取股息之權利確立時，可供出售權益工具之股息於損益內確認。

在任何活躍市場並無市場報價及無法可靠地計量公平值之可供出售股本投資，及與該等無報價股本投資掛鈎及必須透過交付進行結算之衍生工具，於報告期末按成本減任何可識別減值虧損計量(請參閱下文有關金融資產減值虧損之會計政策)。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets

Financial assets 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 financial assets have been affected.

For an available-for-sale equity investment, a significant or prolonged decline in the fair value of that investment below its cost is considered to be objective evidence of impairment.

For loans and receivables, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

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

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值

金融資產減值於各報告期末評估金融資產有否減值跡象。倘有客觀證據顯示金融資產首次確認後發生的一項或多項事件導致金融資產之估計未來現金流量受影響，則金融資產視為減值。

就可供出售股本投資而言，倘該投資的公平值大幅或長期下跌至低於其成本，則被視為減值之客觀證據。

就貸款及應收賬款而言，減值之客觀證據包括：

- 發行人或交易對手出現重大財政困難；或
- 違約，例如拖欠或不支付利息或本金付款；或
- 借款人很可能破產或進行財務重組。

就若干類別之金融資產（例如貿易及其他應收賬款及應收貸款）而言，評估為不會單獨作出減值之資產亦會另行彙集一併評估減值。應收賬款組合出現減值之客觀證據包括本集團過往收款記錄及國家或地區經濟狀況出現明顯變動導致應收賬款未能償還。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

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 the estimated future cash flows discounted at the financial asset's original effective interest rate. If, in a subsequent period, the amount of 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 of the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

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

For financial assets carried at cost on equity investments, 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.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

就按攤銷成本列賬之金融資產而言，已確認減值虧損金額為該資產之賬面值與按該金融資產原實際利率貼現之估計日後現金流量現值之差額。倘減值虧損額於隨後期間有所減少，而有關減少在客觀上與確認減值後發生之事件有關，則先前已確認之減值虧損將透過損益予以撥回，惟該投資於減值被撥回當日之賬面值不得超過未確認減值時之已攤銷成本。

所有金融資產之減值虧損會直接於金融資產之賬面值中作出扣減，惟貿易及其他應收賬款及應收貸款除外，其賬面值會透過撥備賬作出扣減。撥備賬內之賬面值變動會於損益內確認。當貿易及其他應收賬款或應收貸款被視為不可收回時，將於撥備賬內撇銷。先前已撇銷之款項如其後收回，則於損益列賬。

就按股本投資成本列賬之金融資產而言，減值虧損額以資產賬面值與按同類金融資產現行市場回報率貼現之估計日後現金流量現值之差額計算。該等減值虧損不會於其後期間撥回。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments

Debt 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.

Equity instruments

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

Financial liabilities

Financial liabilities including trade and other payables, amount due to a related company and bank and other borrowings 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.

3. 主要會計政策(續)

金融工具(續)

金融負債及權益工具

由一間集團公司發行之債務工具及權益工具，乃根據合約安排之實質，及對金融負債及權益工具之界定歸類為金融負債或權益。

權益工具

一項權益工具乃證明於實體資產之剩餘權益(扣減其所有負債後)之任何合約。本公司發行之權益工具於收取所得款項(扣除直接發行成本)時確認。

金融負債

金融負債(包括貿易其他應付賬款、應付一間關聯公司款項及銀行及其他借貸)隨後採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以及於有關期間分配利息開支之方法。實際利率為初次確認時可準確透過金融負債或(倘適用)在較短期間內對估計未來現金付款(包括所支付或收取能構成整體實際利率之所有費用及利率、交易成本及其他溢價或折價)折算為賬面淨值之利率。

利息開支按實際利率基準確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

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.

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 is recognised in profit or loss.

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

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are 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 associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

3. 主要會計政策(續)

金融工具(續)

終止確認

只有當資產現金流之合約權利屆滿時，或轉讓該金融資產而將其所有權之絕大部份風險及回報轉移予另一實體時，本集團方會終止確認金融資產。

於全面終止確認某項金融資產時，有關資產賬面值及已收或應收代價之和之差額乃於損益內確認。

當及僅當本集團之責任獲解除、取消或屆滿時，本集團方終止確認金融負債。終止確認之金融負債賬面值與已付及應付代價之差額於損益內確認。

4. 關鍵會計判斷及主要不確定估計來源

在應用附註3所述之本集團會計政策時，本公司董事必須就未能從其他資料來源確定之資產及負債賬面值作出判斷、估計及假設。估計及相關假設乃按過往經驗及其他被視為有關之因素而作出。實際業績可能有別於該等估計數字。

估計及相關假設按持續基準予以檢討。倘修訂僅影響該期間，會計估計之修訂於估計期間確認，或倘修訂影響現時及日後期間，則於修訂之期間及日後期間確認。

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

Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the directors have 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.

Control over CPLY

Note 2 describes that CPLY and its subsidiary, CPMM, are subsidiaries of the Group although the Group has only 49.8% ownership interest and voting rights in these subsidiaries. CPLY is listed on OTC Bulletin Board in the United States of America. The Group's 49.8% ownership interest in CPLY was acquired in July 2006 under a group reorganisation and the remaining 50.2% of the ordinary shares of CPLY are owned by two individuals each holding not more than 15% and over 40 shareholders, none individually holding more than 6%.

The directors assessed whether or not the Group has control over CPLY based on whether the Group has the practical ability to direct the relevant activities of CPLY unilaterally. In making their judgement, the directors considered the Group's absolute size of holding in CPLY and the relative size of and dispersion of the shareholdings owned by the other shareholders. After assessment, the directors concluded that the Group has sufficiently dominant voting interest to direct the relevant activities of CPLY and therefore the Group has control over CPLY.

Key sources of estimation uncertainty

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

4. 關鍵會計判斷及主要不確定估計來源(續)

應用會計政策之關鍵判斷

除涉及估算者外(見下文),以下為董事於應用本集團會計政策並對綜合財務報表確認金額構成最重大影響之關鍵判斷。

對CPLY之控制權

附註2載述CPLY及其附屬公司CPMM均為本集團附屬公司,儘管本集團僅於該等附屬公司擁有49.8%之權益及投票權。CPLY於美利堅合眾國場外交易議價板上市。本集團於CPLY 49.8%之權益乃於2006年7月在集團重組下收購,而其餘50.2%之普通股則由兩名各自持有不多於15%股權之個人,及逾40名個人持股不多於6%股權之股東所擁有。

董事根據本集團是否有實際能力單方面統管CPLY之相關活動以評估本集團是否對CPLY擁有控制權。在作出判斷時,董事考慮本集團持有CPLY絕對比例的股權及其他股東擁有相對分散的股權。經評估後,董事認為本集團具充分主導投票權權益以統管CPLY之相關活動,故本集團對CPLY擁有控制權。

估計不明朗因素之主要來源

以下為於報告期末極可能導致資產及負債之賬面值於下一財政年度須作出重大調整之未來相關重要假設及估計不明朗因素之其他主要來源。

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

Depreciation

Property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives of the relevant assets, after taking into account their estimated residual value, if any. The Group reviews the estimated useful lives of the assets annually in order to determine the amount of depreciation expenses to be recorded during the periods. The useful lives are based on the Group's historical experience with similar assets taking into account anticipated technological changes. The depreciation expenses for future periods are adjusted if there are significant changes from previous estimates. At 31 December 2013, the carrying value of property, plant and equipment is HK\$45,207,000 (2012: HK\$78,162,000).

Allowance for inventories

The management of the Group reviews an aging analysis at the end of the reporting period and makes allowance for obsolete and slow-moving inventory items identified that are no longer suitable for use in production or sale. The management estimates the net realisable value for such finished goods based primarily on the latest selling and purchase prices and current market conditions. The Group carries out an inventory review on a product-by-product basis at the end of the reporting period and makes allowance for slowing-moving inventory. If the market condition was to deteriorate, resulting in a lower net realisable value for such finished goods, additional allowances may be required. At 31 December 2013, the carrying amount of inventories is HK\$206,051,000 (2012: HK\$416,577,000), whereas the allowance for inventories recognised during the year ended 31 December 2013 is HK\$30,275,000 (2012: HK\$6,879,000).

4. 關鍵會計判斷及主要不確定估計來源(續)

折舊

經考慮物業、廠房及設備的估計剩餘價值(如有)後，物業、廠房及設備就相關資產之估計可使用年期按直線法折舊。本集團每年會檢討資產之估計可使用年期，以釐定將於期內入賬之折舊開支數額。可使用年期以本集團於類似資產方面的過往經驗為基礎，並計及預期的技術變動。倘之前估計出現重大變動，則未來期間折舊開支會有所調整。於 2013 年 12 月 31 日，物業、廠房及設備之賬面值為 45,207,000 港元 (2012 年：78,162,000 港元)。

存貨撥備

本集團管理層於報告期末審查賬齡分析及對已識別不再適合用於生產或銷售之陳舊及滯銷存貨項目作出撥備。管理層主要依據最近買賣價及現行市況估計該等製成品之可變現淨值。本集團於報告期末逐項產品進行存貨審核，並對滯銷存貨作出撥備。倘市況惡化導致該等製成品之可變現淨值下降，則或會須作出額外撥備。於 2013 年 12 月 31 日，存貨賬面值為 206,051,000 港元 (2012 年：416,577,000 港元)，而截至 2013 年 12 月 31 日止年度內確認之存貨撥備為 30,275,000 港元 (2012 年：6,879,000 港元)。

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

Allowances for bad and doubtful debts

When there is objective evidence that trade and other receivables and loans receivables may be impaired, the Group estimates the future cash flows of those balances. The amount of the impairment loss is measured as the difference between the assets' carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial assets' original effective interest rate (i.e. the effective interest rate computed on initial recognition). Where the actual future cash flows are less than expected, a material impairment loss may arise. At 31 December 2013, the carrying amount of trade and other receivables and loan receivables were HK\$38,695,000 (2012: HK\$128,277,000, as restated) and nil (2012: HK\$6,086,000) respectively, whereas allowance for bad and doubtful debts recognised on trade and other receivables and loan receivables during the years ended 31 December 2013 is HK\$12,641,000 (2012: HK\$9,260,000) and nil (2012: HK\$8,104,000) respectively.

5. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that the entities in the Group will be able to continue as a going concern while maximising the return to the shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debt, which includes amount due to a related company, obligations under finance leases and bank and other borrowings, net with cash and cash equivalents, and equity attributable to owners of the Company, comprising issued share capital and reserves. The directors of the Company review the capital structure on a continuous basis. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital.

4. 關鍵會計判斷及主要不確定估計來源(續)

呆壞賬撥備

當出現貿易及其他應收賬款及應收貸款可能減值之客觀證據，本集團將估計該等結餘之未來現金流量。減值虧損之金額乃按資產賬面值與估計未來現金流量（不包括未出現之未來信貸虧損）之差額貼現金融資產原有實際利率（即於初步確認時之實際利率）計量。倘實際未來現金流量較預期少，或會出現重大減值虧損。於2013年12月31日，貿易及其他應收賬款及應收貸款賬面值分別為38,695,000港元（2012年：128,277,000港元，經重列）及零（2012年：6,086,000港元），而截至2013年12月31日止年度就貿易及其他應收賬款及應收貸款確認之呆壞賬撥備分別為12,641,000港元（2012年：9,260,000港元）及零（2012年：8,104,000港元）。

5. 資本風險管理

本集團管理其資本，以確保本集團實體將能繼續持續經營業務，同時透過優化債務及股本結餘為股東爭取最大回報。本集團之整體策略與去年一致。

本集團之資本架構包括債務（包括應付一間關聯公司款項、融資租賃債務及銀行及其他借貸）、淨現金及現金等值項目以及本公司擁有人應佔權益（包括已發行股本及儲備）。本公司董事持續審閱資本架構。作為本審閱一部分，董事考慮資本成本及與各類資本相關之風險。

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6. FINANCIAL INSTRUMENTS

Categories of financial instruments

		2013 HK\$'000 千港元	2012 HK\$'000 千港元 (restated) (重列)
Financial assets	金融資產		
Available-for-sale investments	可供出售投資	–	252
Loans and receivables (including cash and cash equivalents)	貸款及應收賬款 (包括現金及現金等值項目)	358,830	323,438
Financial liabilities	金融負債		
Amortised cost	攤銷成本	312,471	639,526

Financial risk management objectives and policies

The Group's financial instruments include available-for-sale investments, trade and other receivables, loan receivables, pledged bank deposits, bank balances, trade and other payables, amount due to a related company, obligations under finance leases and bank and other borrowings. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

Currency risk

The group entities collect most of the revenue and incur most of the expenditures in their respective functional currencies except for certain inter-company balances and bank deposits/balances denominated in foreign currencies.

6. 金融工具

金融工具分類

	2013 HK\$'000 千港元	2012 HK\$'000 千港元 (restated) (重列)
金融資產		
可供出售投資	–	252
貸款及應收賬款 (包括現金及現金等值項目)	358,830	323,438
金融負債		
攤銷成本	312,471	639,526

金融風險管理目標及政策

本集團之金融工具包括可供出售投資、貿易及其他應收賬款、應收貸款、已抵押銀行存款、銀行結餘、貿易及其他應付賬款、應付一間關聯公司款項、融資租賃債務及銀行及其他借貸。該等金融工具之詳情於各相關附註中披露。該等金融工具之相關風險包括市場風險(貨幣風險及利率風險)、信貸風險及流動性風險。有關減輕該等風險之政策載於下文。管理層管理及監察該等風險以確保及時有效地實施適當措施。

市場風險

貨幣風險

集團實體收取之大部份收入及產生之大部份開支均以其各自之功能貨幣計值，惟以外幣計值之若干集團內公司間結餘及銀行存款／結餘除外。

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6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

Currency risk (Continued)

The Group currently does not have a foreign currency hedging policy. However, the management of the Company monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

The carrying amounts of the Group's major foreign currency denominated monetary assets and liabilities at the end of the reporting period are as follows:

	Assets 資產		Liabilities 負債	
	2013 HK\$'000 千港元	2012 HK\$'000 千港元	2013 HK\$'000 千港元	2012 HK\$'000 千港元
United States Dollars ("USD") 美元	41,939	48,438	4,590	45,189
Renminbi ("RMB") 人民幣	36,450	36,548	-	-
Euro ("EUR") 歐元	1,889	7,764	2,960	3,690
Singapore Dollar ("SGD") 新加坡幣	-	-	-	4,185
Thai Baht ("THB") 泰銖	-	-	-	17,850

Sensitivity analysis

As HK\$ is pledged to USD, the Group does not expect any significant foreign currency exposure arising from the fluctuation of the HK\$/USD exchange rates. As a result, the directors consider that the sensitivity of the Group's exposure towards the change in foreign exchange rates between HK\$/USD is minimal.

6. 金融工具(續)

金融風險管理目標及政策(續)

市場風險(續)

貨幣風險(續)

本集團目前並無外幣對沖政策。然而，本公司管理層監控外幣風險，並將於必要時考慮對沖重大外幣風險。

本集團於報告期末主要以外幣列值之貨幣資產及負債之賬面值如下：

敏感度分析

由於港元與美元掛鈎，本集團預期不會因港元兌美元之匯率波動而產生任何重大外幣風險。因此，董事認為本集團對於港元兌美元之匯率變動之敏感度屬極低。

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6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

Currency risk (Continued)

Sensitivity analysis (Continued)

The following table details the Group's sensitivity to a 5% (2012: 5%) increase and decrease in HK\$ against RMB, EUR, SGD and THB. 5% (2012: 5%) represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis of the Group's exposure to foreign currency risk at the end of the reporting period has been determined based on the change taking place at the beginning of the financial period and held constant throughout the reporting period. The sensitivity analysis of the Group's exposure to foreign currency risk at the end of the reporting period include only outstanding foreign currency denominated monetary items and inter-company balances.

A positive number below indicates an increase in post-tax loss for the current year where a 5% (2012: 5%) strengthening of HK\$ against RMB, EUR, SGD and THB. For a 5% (2012: 5%) weakening of HK\$ against RMB, EUR, SGD and THB, there would be an equal and opposite impact on the post-tax loss for the year as set out below:

	RMB impact		EUR impact		SGD impact		THB impact	
	人民幣影響		歐元影響		新加坡幣影響		泰銖影響	
	2013	2012	2013	2012	2013	2012	2013	2012
	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
Increase (decrease) 除稅後虧損增加 in post-tax loss (減少)	7,435	1,526	(45)	170	-	(175)	-	(745)

In the management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the period end exposure does not reflect the exposure during the reporting period.

6. 金融工具 (續)

金融風險管理目標及政策 (續)

市場風險 (續)

貨幣風險 (續)

敏感度分析 (續)

下表詳列因應本集團對於港元兌人民幣、歐元、新加坡幣及泰銖匯率上下波動5% (2012年: 5%) 之敏感度。5% (2012年: 5%) 指管理層對匯率可能合理變動之評估。本集團於報告期末之外幣風險之敏感度分析乃根據財政期間初出現之變動釐定，並在整個報告期內維持不變。本集團於報告期末之外幣風險之敏感度分析僅包括未結算外幣計值之貨幣項目及集團內公司間結餘。

下列正數表示港元兌人民幣、歐元、新加坡幣及泰銖出現港元轉強5% (2012年: 5%)，以致本年度除稅後虧損增加。倘港元兌人民幣、歐元、新加坡幣及泰銖出現港元減弱5% (2012年: 5%)，將會對本年度除稅後虧損造成下列相等及相反之影響：

管理層認為，由於期末風險並不能反映報告期內之風險，故敏感度分析並不代表固有外匯風險。

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綜合財務報表附註

For the year ended 31 December 2013
截至 2013 年 12 月 31 日止年度

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

Interest rate risk

The Group's fair value interest rate risk relates primarily to loan receivables, pledged bank deposits and obligations under finance leases. The Group's cash flow interest rate risk relates primarily to variable-rate bank balances, bank and other borrowings (see note 25 for details of the bank balances and note 28 for details of bank and other borrowings). The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider other necessary actions when significant interest rate exposure is anticipated.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for non-derivative instruments at the end of the reporting period. For variable-rate bank balances and bank borrowings, the analysis is prepared assuming the bank balances and bank borrowings outstanding at the end of the reporting period were outstanding for the whole year. A 10 basis points increase or decrease in variable-rate bank balances represents management's assessment of the reasonably possible change in interest rates. If interest rate decreases/increases by the aforesaid basis point, and all other variables were held constant, the Group's post-tax loss for the year ended 31 December 2013 would increase/decrease by approximately HK\$280,000 (2012: HK\$227,000). A 50 basis points increase or decrease in variable-rate bank borrowings represents management's assessment of the reasonably possible change in interest rates. If interest rate increases/decreases by the aforesaid basis point, and all other variables were held constant, the Group's post-tax loss for the year ended 31 December 2013 would increase/decrease by approximately HK\$787,000 (2012: HK\$1,371,000).

6. 金融工具(續)

金融風險管理目標及政策(續)

市場風險(續)

利率風險

本集團之公平值利率風險主要與應收貸款、已抵押銀行存款及融資租賃債務有關。本集團之現金流利率風險主要與浮息銀行結餘、銀行及其他借貸(銀行結餘之詳情請參閱附註25及銀行及其他借貸之詳情請參閱附註28)有關。本集團現時並無利率對沖政策。然而，管理層監控利率風險並將於預期面臨重大利率風險時考慮其他所需行動。

敏感度分析

以下敏感度分析乃根據於報告期末之非衍生工具之利率風險而釐定。就浮息銀行結餘及銀行借貸而言，該分析乃假設於報告期末仍未償還之銀行結餘及銀行供貸於整個年度仍未償還。浮息銀行結餘運用10個基點的增減幅度，表示管理層對利率可能出現之合理變動的評估。倘利率按上述基點下跌/上升，且所有其他變數維持不變，則本集團截至2013年12月31日止年度之除稅後虧損將增加/減少約280,000港元(2012年：227,000港元)。浮息銀行借貸運用50個基點的增減幅度，表示管理層對利率可能出現之合理變動的評估。倘利率按上述基點上升/下跌，且所有其他變數維持不變，則本集團截至2013年12月31日止年度之除稅後虧損將增加/減少約787,000港元(2012年：1,371,000港元)。

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For the year ended 31 December 2013
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6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

Interest rate risk (Continued)

Sensitivity analysis (Continued)

In the management's opinion, the sensitivity analysis is unrepresentative of the inherent interest rate risk as the period end exposure does not reflect the exposure during the reporting period.

Credit risk

The Group's credit risk is primarily attributable to trade and other receivables, loan receivables, and bank balances and pledged bank deposits for year ended 31 December 2013 and 2012.

The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

Trade and other receivables consist of a large number of customers spread over diverse geographical areas, thus the Group does not have significant concentration on credit risk.

Bank balances and pledged bank deposits are placed in various banks and the Group has limited exposure to any single financial institution. The credit risk on liquid funds is limited because the counterparties are banks with good reputation.

6. 金融工具 (續)

金融風險管理目標及政策 (續)

市場風險 (續)

利率風險 (續)

敏感度分析 (續)

管理層認為，由於期末風險並不能反映報告期內之風險，故敏感度分析並不代表固有利率風險。

信貸風險

本集團之信貸風險主要來自截至2013年及2012年12月31日止年度之貿易及其他應收賬款、應收貸款及銀行結餘及已抵押銀行存款。

因對手方未履行責任而令本集團蒙受財務損失之本集團最高信貸風險乃因綜合財務狀況表所載列相關已確認金融資產之賬面值而產生。

貿易及其他應收賬款包含大量分佈於多個地理區域之客戶，因此本集團並無重大集中信貸風險。

銀行結餘及已抵押銀行存款存放於不同銀行，故此本集團承受有限度的單一金融機構風險。由於對手方為具有良好信譽之銀行，因此流動資金承受有限度的信貸風險。

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6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

As at 31 December 2012, the Group had significant concentration of credit risk on loan receivables. In order to minimise credit risk, management had delegated a team to be responsible for the determination of credit limits, credit approvals and other monitoring procedures. In addition, management reviewed the recoverable amount of each loan receivable at the end of the reporting period to ensure that adequate impairment losses was recognised for irrecoverable debts. The impairment losses recognised in respect of loan receivables during the year ended 31 December 2012 was HK\$8,104,000. The management closely monitored the subsequent settlement of the individual loan and did not grant long credit period to the counterparties. Also, management might request for collaterals in order to minimise the exposure of credit risk due to discharge an obligation by the counterparties. In this regard, the directors considered that the Group's credit risk was significantly reduced.

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management of the Company monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The maturity dates for financial liabilities are based on the agreed repayment dates.

6. 金融工具(續)

金融風險管理目標及政策(續)

信貸風險(續)

於2012年12月31日本集團之應收貸款面臨重大集中信貸風險。為了將信貸風險減至最低，管理層已委派一個團隊負責制訂信貸限額、信貸審批及其他監控措施。此外，管理層於各報告期末檢討各項應收貸款之可收回金額，以確保就不可收回債務確認足夠減值虧損。截至2012年12月31日止年度，就應收貸款確認之減值虧損為8,104,000港元。管理層密切監察個別貸款之其後付款且並無向對手方授出長期信貸期限。此外，管理層可能要求抵押品以減低因對手方未能履行責任而面臨之信貸風險。就此而言，董事認為本集團的信貸風險已大幅降低。

流動性風險

就管理流動性風險而言，本集團監察及維持一定水平之現金及現金等值項目，以致管理層認為足以應付本集團營運並減低現金流量波動之影響。本公司管理層監察銀行借貸之運用，以確保符合貸款契約。

下表詳述本集團基於協定還款條款就非衍生金融負債之餘下合約到期情況。該表乃根據本集團可被要求還款之最早付款日所計算金融負債未貼現現金流量而編製。金融負債之到期日乃基於協定還款日得出。

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For the year ended 31 December 2013
截至 2013 年 12 月 31 日止年度

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from contracted interest rate at the end of the reporting period.

6. 金融工具 (續)

金融風險管理目標及政策 (續)

流動性風險 (續)

該表包括利息與本金現金流量。於利息流量為浮動利率之前提下，未貼現款項乃以報告期末之合約利率得出。

		Weighted average interest rate	Less than 1 year or on demand	1 to 5 years	Over 5 years	Total undiscounted cash flows 非貼現現金 流量總額	Total carrying amount 賬面總值
		加權平均利率 %	1年內或按要求 HK\$'000 千港元	1至5年 HK\$'000 千港元	5年以上 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
As at 31 December 2013	於2013年12月31日						
Non-derivative financial liabilities	非衍生金融負債						
Trade and other payables	貿易及其他應付賬款	-	89,827	-	-	89,827	89,827
Amount due to a related company	應付一間關聯公司款項	-	26,000	-	-	26,000	26,000
Bank and other borrowings	銀行及其他借貸	5.24%	190,368	7,305	3,196	200,869	196,272
Obligations under finance leases	融資租賃債務	1.86%	160	240	-	400	372
			306,355	7,545	3,196	317,096	312,471
As at 31 December 2012 (restated)	於2012年12月31日 (重列)						
Non-derivative financial liabilities	非衍生金融負債						
Trade and other payables	貿易及其他應付賬款	-	299,964	-	-	299,964	299,964
Amount due to a related company	應付一間關聯公司款項	-	441	-	-	441	441
Bank and other borrowings	銀行及其他借貸	4.60%	341,330	7,335	5,038	353,703	338,140
Obligations under finance leases	融資租賃債務	4.88%	340	720	22	1,082	981
			642,075	8,055	5,060	655,190	639,526

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綜合財務報表附註

For the year ended 31 December 2013
截至 2013 年 12 月 31 日止年度

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

The amounts included above for variable interest rate instruments for non-derivative financial liabilities is subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

Fair value

The fair values of financial assets (excluding available-for-sale investments) and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

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

7. SEGMENT INFORMATION

During the year, the operating and reportable segments of “electrical appliances”, “fashion apparels and accessories”, “others” were discontinued. The segment information reported below does not include any amounts for these discontinued operations, which is described in more details in note 41.

Accordingly, the information reported to the chief operating decision maker (“CODM”), being the executive directors of the Company, for the purposes of resource allocation and assessment of segment performance, focuses on the remaining operating and reportable segment of “Cars”, which represented trading of cars and related accessories and provision of car repairing services.

6. 金融工具(續)

金融風險管理目標及政策(續)

流動性風險(續)

倘浮動利率變動與該等報告期末釐定之估計利率出現差異，計入上述非衍生金融負債之浮息工具之金額將會變動。

公平值

金融資產(不包括可供出售投資)及金融負債之公平值乃根據公認定價模式並基於貼現現金流量分析而釐定。

董事認為綜合財務報表按攤銷成本列賬之金融資產及金融負債賬面值與其公平值相若。

7. 分類資料

年內，「電器」、「時裝及配飾」、「其他」之經營及可報告分類已終止。以下報告分類資料並不包括該等已終止經營業務之任何金額，詳情載於附註41。

因此，已就資源分配及評估分類表現向主要營運決策者(「主要營運決策者」)(即本公司執行董事)報告資料，著重於「汽車」等其餘經營及可報告分類，按銷售汽車及有關配件以及提供汽車維修服務呈列。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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截至2013年12月31日止年度

7. SEGMENT INFORMATION (Continued)

The CODM reviews the overall results of the Group as a whole, except for interest income, certain unallocated corporate expenses and finance costs, which is the measure of segment result. The accounting policies of this segment are the same as the Group's accounting policies described in note 3.

Segment revenue and results

For the year ended 31 December 2013

		Consolidated 綜合賬目 HK\$'000 千港元
SEGMENT REVENUE	分類收入	
Group revenue – Cars	集團收入 – 汽車	1,182,788
SEGMENT RESULTS	分類業績	
Segment loss from continuing operations – Cars	來自持續經營業務之分類虧損 – 汽車	(14,558)
Interest income	利息收入	962
Unallocated corporate expenses	未分配公司支出	(15,998)
Finance costs	財務成本	(13,068)
Loss before taxation from continuing operations	來自持續經營業務之除稅前虧損	(42,662)

For the year ended 31 December 2012

		Consolidated 綜合賬目 HK\$'000 千港元 (restated) (重列)
SEGMENT REVENUE	分類收入	
Group revenue – Cars	集團收入 – 汽車	1,190,230
SEGMENT RESULTS	分類業績	
Segment profit from continuing operations – Cars	來自持續經營業務之分類盈利 – 汽車	10,128
Interest income	利息收入	564
Unallocated corporate expenses	未分配公司支出	(10,519)
Finance costs	財務成本	(15,604)
Loss before taxation from continuing operations	來自持續經營業務之除稅前虧損	(15,431)

7. 分類資料(續)

主要營運決策者審閱本集團整體業績，除計量分類業績之利息收入、若干未分配公司支出及財務成本外。該分類會計政策與附註3詳載之本集團會計政策相同。

分類收入及業績

截至2013年12月31日止年度

截至2012年12月31日止年度

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綜合財務報表附註

For the year ended 31 December 2013
截至 2013 年 12 月 31 日止年度

7. SEGMENT INFORMATION (Continued)

Segment assets and liabilities

At 31 December 2013

		Consolidated 綜合賬目 HK\$'000 千港元
Assets	資產	
Segment assets – Cars	分類資產 – 汽車	303,030
Bank balances and cash	銀行結餘及現金	269,387
Pledged bank deposits	已抵押銀行存款	73,247
Unallocated corporate assets	未分配公司資產	47,015
Consolidated assets	綜合資產	692,679
Liabilities	負債	
Segment liabilities – Cars	分類負債 – 汽車	333,155
Bank and other borrowings	銀行及其他借貸	196,272
Unallocated corporate liabilities	未分配公司負債	5,668
Consolidated liabilities	綜合負債	535,095

At 31 December 2012

於2012年12月31日

		Consolidated 綜合賬目 HK\$'000 千港元 (restated) (重列)
Assets	資產	
Segment assets – Cars	分類資產 – 汽車	442,118
Available-for-sale investments	可供出售投資	252
Assets relating to discontinued operations	有關已終止經營業務之資產	189,623
Loan receivables	應收貸款	6,086
Bank balances and cash	銀行結餘及現金	85,780
Pledged bank deposits	已抵押銀行存款	151,603
Unallocated corporate assets	未分配公司資產	37,333
Consolidated assets	綜合資產	912,795
Liabilities	負債	
Segment liabilities – Cars	分類負債 – 汽車	291,036
Liabilities relating to discontinued operations	有關已終止經營業務之負債	89,083
Bank and other borrowings	銀行及其他借貸	338,140
Unallocated corporate liabilities	未分配公司負債	3,699
Consolidated liabilities	綜合負債	721,958

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截至 2013 年 12 月 31 日止年度

7. SEGMENT INFORMATION (Continued)

Segment assets and liabilities (Continued)

For the purpose of monitoring segment performance and allocating resource between segment:

- all assets are allocated to operating segment other than corporate assets, bank balances and cash and pledged bank deposits;
- all liabilities are allocated to operating segment other than corporate liabilities and bank and other borrowings.

Other segment information

For the year ended 31 December 2013

Continuing operations:

7. 分類資料(續)

分類資產及負債(續)

為了監察分類表現及於分類間分配資源：

- 除公司資產、銀行結餘及現金及已抵押銀行存款外，所有資產均分配至經營分類；
- 除公司負債及銀行及其他借貸外，所有負債均分配至經營分類。

其他分類資料

截至2013年12月31日止年度

持續經營業務：

Amounts included in the measure of segment result or segment assets	計量分類業績或分類資產時計入之金額	Cars	Unallocated	Consolidated
		汽車	未分配	綜合賬目
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Addition of property, plant and equipment	添置物業、廠房及設備	36,155	216	36,371
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	(19,317)	(1,775)	(21,092)
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	1,023	-	1,023
Impairment losses on trade and other receivables	貿易及其他應收賬款之減值虧損	(3,208)	(3,214)	(6,422)
Allowance for inventories	存貨撥備			
- People's Republic of China ("PRC")	- 中華人民共和國 (「中國」)	(26,200)	-	(26,200)
- Hong Kong	- 香港	(2,571)	-	(2,571)
Impairment losses on goodwill	商譽之減值虧損	(308)	-	(308)

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綜合財務報表附註

For the year ended 31 December 2013
截至 2013 年 12 月 31 日止年度

7. SEGMENT INFORMATION (Continued)

Other segment information (Continued)

For the year ended 31 December 2012 (restated)

Continuing operations:

Amounts included in the measure of segment result or segment assets	計量分類業績或分類資產時 計入之金額	Cars	Unallocated	Consolidated
		汽車	未分配	綜合賬目
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Addition of property, plant and equipment	添置物業、廠房及設備	19,631	3,073	22,704
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	(16,865)	(1,354)	(18,219)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之 虧損	(409)	–	(409)
Allowance for inventories – Hong Kong	存貨撥備 – 香港	(549)		(549)
Impairment losses on trade and other receivables	貿易及其他應收賬款之減值 虧損	(1,502)	–	(1,502)

Information about major customers

No revenue from customers contributing over 10% of total revenue of the Group from continuing operations for both years.

Geographical information

The Group's continuing operations are mainly located in Hong Kong, Mainland China and Macau. The following table provides an analysis of the Group's revenue by location of customers, irrespective of the origin of the goods/services:

7. 分類資料(續)

其他分類資料(續)

截至2012年12月31日止年度(重列)

持續經營業務：

Cars	Unallocated	Consolidated
汽車	未分配	綜合賬目
HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元

主要客戶資料

於兩個年度內，概無來自客戶之收入超逾本集團持續經營業務總收入之10%。

地區資料

本集團之持續經營業務主要分佈於香港、中國內地及澳門。下表按客戶之所在地分析本集團之收入(不論商品/服務之原產地)：

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7. SEGMENT INFORMATION (Continued)

Geographical information (Continued)

		2013 HK\$'000 千港元	2012 HK\$'000 千港元 (restated) (重列)
Hong Kong	香港	770,179	821,057
Mainland China	中國內地	412,609	369,173
		1,182,788	1,190,230

The following is an analysis of the carrying amount of non-current assets (excluding deferred tax assets and financial instruments) analysed by the geographical area in which the assets are located:

以下為按資產所在地區分析非流動資產(不包括遞延稅項資產及金融工具)之賬面值：

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Hong Kong	香港	87,375	84,638
Singapore	新加坡	–	697
Malaysia	馬來西亞	–	635
Mainland China	中國內地	15,543	7,986
		102,918	93,956

8. REVENUE

An analysis of the Group's revenue for the year from continuing operations is as follows:

8. 收入

本集團本年度來自持續經營業務收入之分析如下：

		2013 HK\$'000 千港元	2012 HK\$'000 千港元 (restated) (重列)
Sales of goods to customers, less returns and discounts	銷售商品予客戶，扣除退回及折扣	1,035,842	1,050,693
Maintenance service income	保養維修服務收入	146,946	139,537
		1,182,788	1,190,230

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9. OTHER INCOME

9. 其他收入

		2013 HK\$'000 千港元	2012 HK\$'000 千港元 (restated) (重列)
Continuing operations	持續經營業務		
Commission income	佣金收入	3,343	3,481
Interest income	利息收入	962	564
Dividend income	股息收入	-	4,409
Subsidies income from suppliers	供應商給予之補貼	7,362	3,270
Others	其他	7,414	4,559
		19,081	16,283

10. OTHER GAINS AND LOSSES

10. 其他收益及虧損

		2013 HK\$'000 千港元	2012 HK\$'000 千港元 (restated) (重列)
Continuing operations	持續經營業務		
Impairment losses on goodwill	商譽之減值虧損	(308)	-
Impairment losses on trade and other receivables, net	貿易及其他應收賬款之減值淨虧損	(6,422)	(1,502)
Net foreign exchange gains (losses)	外匯淨收益(虧損)	6,324	(904)
Gain (loss) on disposal of property, plant and equipment	出售物業、廠房及設備之收益(虧損)	1,023	(409)
		617	(2,815)

11. FINANCE COSTS

11. 財務成本

		2013 HK\$'000 千港元	2012 HK\$'000 千港元 (restated) (重列)
Continuing operations	持續經營業務		
Interests on bank and other borrowings	銀行及其他借貸利息：		
– wholly repayable within five years	– 5年內全數償還	12,825	15,288
– wholly repayable after five years	– 5年後全數償還	232	275
Interest on finance leases	融資租賃利息	11	41
		13,068	15,604

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12. TAXATION

12. 稅項

		2013 HK\$'000 千港元	2012 HK\$'000 千港元 (restated) (重列)
Continuing operations	持續經營業務		
Current tax	即期稅項		
Hong Kong	香港	53	2,023
Other jurisdictions	其他司法權區	1,214	451
		1,267	2,474
Under (over) provision in prior years	以往年度撥備不足(超額撥備)		
Hong Kong	香港	1,215	20
Other jurisdictions	其他司法權區	(45)	-
		1,170	20
		2,437	2,494

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

香港利得稅乃按兩個年度估計應課稅盈利之16.5%計算。

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for the both years and the service income for the non-PRC subsidiary with permanent establishment in the PRC is subject to deemed profit tax rate of 20%.

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，中國附屬公司於兩個年度之稅率為25%，而於中國常設機構但非中國附屬公司之服務收入須按視為利得稅稅率20%繳稅。

The taxation for the year from continuing operations can be reconciled to the loss before taxation per the consolidated statement of profit or loss as follows:

綜合損益表所載本年度持續經營業務之稅項可與除稅前虧損對賬如下：

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12. TAXATION (Continued)

12. 稅項(續)

		2013 HK\$'000 千港元	2012 HK\$'000 千港元 (restated) (重列)
Loss before taxation	除稅前虧損	(42,662)	(15,431)
Tax at the domestic income tax rate of 16.5% (Note)	按本地所得稅稅率16.5%計算之稅項(附註)	(7,039)	(2,546)
Tax effect of expenses not deductible for tax purpose	就稅務目的不可扣減開支之稅務影響	2,864	7,233
Tax effect of income not taxable for tax purpose	就稅務目的毋需課稅收入之稅務影響	(2,917)	(3,519)
Underprovision in respect of prior years	以往年度撥備不足	1,170	20
Tax effect of tax losses not recognised	未予確認稅項虧損之稅務影響	3,862	3,002
Tax effect of deductible temporary differences not recognised	未予確認不可扣減暫時差額之稅務影響	5,629	-
Utilisation of tax losses previously not recognised	動用先前未予確認之稅項虧損	-	(222)
Effect of different tax rates of subsidiaries	附屬公司不同稅率之影響	(1,132)	(1,474)
Taxation for the year	本年度稅項	2,437	2,494

Note: The domestic tax rate in the jurisdiction where the operation of the Group is substantially based is used.

附註：採用本集團業務主要所在司法權區之本地稅率。

13. LOSS FOR THE YEAR FROM CONTINUING OPERATIONS

13. 本年度持續經營業務之虧損

		2013 HK\$'000 千港元	2012 HK\$'000 千港元 (restated) (重列)
Loss for the year from continuing operations has been arrived at after charging:	本年度持續經營業務之虧損已扣除下列各項：		
Auditor's remuneration	核數師酬金	1,867	2,742
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	21,092	18,219
Staff costs:	僱員成本：		
Directors' emoluments	董事酬金	6,494	4,371
Salaries and allowances	薪金及津貼	72,677	67,907
Retirement benefits scheme contributions	退休福利計劃供款	2,712	2,896
Cost of inventories recognised as expense	確認為開支之存貨成本	81,883	75,174
Allowance for inventories (included in cost of inventories)	存貨撥備 (包括在存貨成本)	989,973	984,298
Operating lease payments in respect of rented properties	租賃物業之經營租賃付款	28,771	549
		54,620	46,114

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14. DIRECTORS' AND CHIEF EXECUTIVE OFFICERS' EMOLUMENTS AND EMPLOYEE'S EMOLUMENTS 14. 董事及行政總裁酬金及僱員酬金

The emoluments paid or payable to each of eleven (2012: ten) directors and the chief executive, were as follows:

已付或應付11位(2012年：10位)董事及行政總裁各人之酬金如下：

	Fees	Other emoluments			Total emoluments	
		Salaries and other benefits	Performance related incentive payments	Retirement benefits scheme contributions		
	袍金	薪金及其他福利	與業務表現相關之獎金	退休福利計劃供款	酬金總額	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	千港元	千港元	
2013						
Executive Directors		執行董事				
Lee Man Fai Richard (Note i)	李文輝 (附註i)	-	2,387	-	15	2,402
Lee Man Bun Jeff (Note ii)	李文彬 (附註ii)	-	-	-	-	-
Wong Tik Tung (Note iii)	汪滌東 (附註iii)	-	1,124	-	15	1,139
William Keith Jacobsen (Note iv)	葉偉其 (附註iv)	-	90	-	5	95
Chong Tin Lung Benny (Note v)	莊天龍 (附註v)	-	1,109	-	9	1,118
Lam Chi Yan (Note v)	林志仁 (附註v)	-	884	295	8	1,187
Independent Non-executive Directors ("INEDs")		獨立非執行董事				
Tan Boon Seng	陳文生	180	-	-	-	180
Cheung Ying Kwan (Note vii)	張應坤 (附註vii)	75	-	-	-	75
Yin Pi Tak Peter (Note vii)	尹彼德 (附註vii)	75	-	-	-	75
Antonio Maria Santos (Note viii)	杜東尼 (附註viii)	180	-	-	-	180
Kong To Yeung Frankie (Note ix)	江道揚 (附註ix)	95	-	-	-	95
		605	5,594	295	52	6,546

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14. DIRECTORS' AND CHIEF EXECUTIVE EMOLUMENTS AND EMPLOYEE'S EMOLUMENTS 14. 董事及行政總裁酬金及僱員酬金 (Continued) (續)

		Other emoluments 其他酬金				Total emoluments
		Salaries and other benefits	Performance related incentive payments	Retirement benefits scheme contributions	Total emoluments	
	Fees	Salaries and other benefits	Performance related incentive payments	Retirement benefits scheme contributions		Total emoluments
	袍金	薪金及 其他福利	與業務表現 相關之獎金	退休福利 計劃供款	酬金總額	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	千港元	千港元	
			(Note xi)			
			(附註xi)			
2012						
Executive Directors		執行董事				
Lee Man Fai Richard	李文輝	-	2,590	-	14	2,604
Lee Man Bun Jeff	李文彬	-	-	-	-	-
Wong Tik Tung	汪滌東	-	1,030	-	14	1,044
William Keith Jacobsen (Note iv)	葉偉其(附註iv)	90	-	-	5	95
Chua Kei Wah (Note x)	蔡啟華(附註x)	39	-	-	2	41
Non-executive Director		非執行董事				
Yue Kam Har (Note vi)	余金霞(附註vi)	22	-	-	-	22
INEDs		獨立非執行董事				
Tan Boon Seng	陳文生	180	-	-	-	180
Cheung Ying Kwan	張應坤	180	-	-	-	180
Yin Pi Tak Peter	尹彼德	180	-	-	-	180
Antonio Maria Santos (Note viii)	杜東尼(附註viii)	60	-	-	-	60
		751	3,620	-	35	4,406

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14. DIRECTORS' AND CHIEF EXECUTIVE EMOLUMENTS AND EMPLOYEE'S EMOLUMENTS (Continued)

Notes:

- (i) The director resigned on 24 October 2013.
- (ii) The director resigned on 25 June 2013.
- (iii) The director resigned on 30 December 2013.
- (iv) The director was appointed on 1 January 2012.
- (v) Both directors were appointed on 13 June 2013.
- (vi) The director resigned on 30 August 2012.
- (vii) Both directors retired on 30 May 2013.
- (viii) The director was appointed on 1 September 2012.
- (ix) The director was appointed on 21 June 2013.
- (x) The director was appointed on 1 January 2012 and resigned on 6 June 2012.
- (xi) Performance related incentive payments were determined by the remuneration committee. Having regard to the performance of directors and the Group's operating result.

Lee Man Fai Richard was also the chief executive officer of the Company and resigned on 24 October 2013. Chong Tin Lung Benny is also the chief executive officer of the Company with effect from 24 October 2013. Their emoluments disclosed above include those for services rendered by them as the chief executive officer.

Of the five individuals with the highest emoluments in the Group, one (2012: one) was Director whose emolument is included in the disclosures above. The emoluments of the remaining four (2012: four) individuals were as follows:

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	8,084	8,072
Performance related incentive payments	與業務表現相關之獎金	2,702	2,700
Retirement benefits scheme contributions	退休福利計劃供款	45	33
		10,831	10,805

14. 董事及行政總裁酬金及僱員酬金 (續)

附註：

- (i) 該董事於2013年10月24日辭任。
- (ii) 該董事於2013年6月25日辭任。
- (iii) 該董事於2013年12月30日辭任。
- (iv) 該董事於2012年1月1日獲委任。
- (v) 該等董事於2013年6月13日獲委任。
- (vi) 該董事於2012年8月30日辭任。
- (vii) 該等董事於2013年5月30日退任。
- (viii) 該董事於2012年9月1日獲委任。
- (ix) 該董事於2013年6月21日獲委任。
- (x) 該董事於2012年1月1日獲委任及於2012年6月6日辭任。
- (xi) 與業務表現相關之獎金由薪酬委員會經參考董事之表現及本集團之經營業績釐定。

李文輝亦為本公司之行政總裁，並於2013年10月24日辭任。莊天龍自2013年10月24日起亦為本公司之行政總裁。上文披露之酬金包括彼等作為行政總裁提供之服務。

本集團5位最高酬金人士中，1名(2012年：1名)為董事，其酬金載於上文之披露。餘下4名(2012年：4名)人士之酬金如下：

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14. DIRECTORS' AND CHIEF EXECUTIVE EMOLUMENTS AND EMPLOYEE'S EMOLUMENTS (Continued)

Their emoluments were within the following bands:

		2013 Number of employees 僱員人數	2012 Number of employees 僱員人數
HK\$1,500,001 to HK\$2,000,000	1,500,001港元 – 2,000,000港元	1	1
HK\$2,000,001 to HK\$2,500,000	2,000,001港元 – 2,500,000港元	1	1
HK\$2,500,001 to HK\$3,000,000	2,500,001港元 – 3,000,000港元	1	1
HK\$4,000,001 to HK\$4,500,000	4,000,001港元 – 4,500,000港元	1	1
		4	4

During the both years, no emoluments were paid by the Group to the five highest paid individuals (including directors, the chief executive and employees) as an inducement to join or upon joining the Group or as compensation for loss of office.

None of the directors and the chief executive waived any emoluments during the both years.

15. LOSS PER SHARE

From continuing and discontinued operations

The calculation of the basic and diluted loss per share attributable to owners of the Company is based on the following data:

		2013 HK\$'000 千港元	2012 HK\$'000 千港元 (restated) (重列)
Loss	虧損		
Loss for the year attributable to owners of the Company and loss for the purpose of basic and diluted loss per share	本公司擁有人應佔本年度虧損及用作計算每股基本及攤薄虧損之虧損	(48,042)	(79,270)

14. 董事及行政總裁酬金及僱員酬金 (續)

彼等之酬金於下列酬金範圍內：

於兩個年度，本集團並無向5位最高薪酬人士(包括董事、行政總裁及僱員)支付任何酬金，作為吸引其加入或於加入本集團時之聘金或離職賠償。

於兩個年度，概無董事及行政總裁放棄任何酬金。

15. 每股虧損

來自持續經營及已終止經營業務

本公司擁有人應佔每股基本及攤薄虧損乃按下列數據計算：

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15. LOSS PER SHARE (Continued)

From continuing and discontinued operations (Continued)

		2013	2012
		Number of shares 股份數目	Number of shares 股份數目
Number of shares	股數		
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	用作計算每股基本及攤薄虧損之普通股加權平均數	2,959,452,260	2,685,140,988

No diluted loss per share for both continuing and discontinued operations has been presented for the years ended 31 December 2013 and 2012 because the assumed conversion of the share options would result in reduction in loss per share.

From continuing operations

The calculation of basic and diluted loss per share from continuing operations attributable to the owners of the Company is based on the following data:

		2013	2012
		HK\$'000 千港元	HK\$'000 千港元 (restated) (重列)
Loss for the year attributable to owners of the Company	本公司擁有人應佔本年度虧損	(48,042)	(79,270)
Less: Loss for the year from discontinued operations	減：本年度已終止經營業務之虧損	(11,126)	(64,641)
Loss for the purposes of calculating basic and diluted loss per share from continuing operations	用作計算來自持續經營業務之每股基本及攤薄虧損之虧損	(36,916)	(14,629)

The denominators used are the same as those detailed above for basic and diluted loss per share from continuing and discontinued operations.

15. 每股虧損(續)

來自持續經營及已終止經營業務(續)

本公司並無呈列截至2013年及2012年12月31日止年度來自持續經營及已終止經營業務之每股攤薄虧損，原因為假設兌換優先認股權將導致每股虧損減少。

來自持續經營業務

本公司擁有人應佔來自持續經營業務之每股基本及攤薄虧損乃按下列數據計算：

所用分母與上文詳述計算來自持續經營及已終止經營業務之每股基本及攤薄虧損所用者相同。

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15. LOSS PER SHARE (Continued)

From discontinued operations

Basic and diluted loss per share from discontinued operations is HK0.38 cents (2012: HK2.41 cents), based on the loss for the year from discontinued operations of HK\$11,126,000 (2012: HK\$64,641,000) and the denominators detailed above for both basic and diluted loss per share from continuing and discontinued operations.

16. PROPERTY, PLANT AND EQUIPMENT

		Leasehold land in Hong Kong under medium- term lease 在香港根據 中期契約持有 之租賃土地 HK\$'000 千港元	Buildings in Hong Kong 在香港 持有之樓宇 HK\$'000 千港元	Leasehold improvements 租賃物業 裝修 HK\$'000 千港元	Machinery and tools 機器 及工具 HK\$'000 千港元	Furniture, fixtures and equipment 傢俬、 裝置及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Motor yacht 機動遊艇 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Cost	成本								
At 1 January 2012	於2012年1月1日	42,126	15,081	71,716	17,949	29,648	35,348	17,636	229,504
Exchange adjustments	匯兌調整	-	-	164	40	164	216	-	584
Additions	添置	-	-	13,365	1,068	6,604	4,691	-	25,728
Disposals	出售	(26,090)	(2,087)	(5,531)	(2,079)	(1,998)	(20,597)	(17,636)	(76,018)
At 31 December 2012	於2012年12月31日	16,036	12,994	79,714	16,978	34,418	19,658	-	179,798
Exchange adjustments	匯兌調整	-	-	771	52	(62)	-	-	761
Additions	添置	-	-	4,630	915	3,009	36,995	-	45,549
Transfer to investment properties	轉撥至投資物業	(16,036)	(12,994)	(3,517)	-	-	-	-	(32,547)
Disposals	出售	-	-	(10,410)	-	(1,654)	(21,881)	-	(33,945)
Disposal of subsidiaries (note 40)	出售附屬公司(附註40)	-	-	(4,234)	(455)	(10,369)	(10,030)	-	(25,088)
At 31 December 2013	於2013年12月31日	-	-	66,954	17,490	25,342	24,742	-	134,528
Depreciation	折舊								
At 1 January 2012	於2012年1月1日	2,763	641	48,183	11,552	21,094	11,683	4,410	100,326
Exchange adjustments	匯兌調整	-	-	132	25	148	98	-	403
Provided for the year	本年度撥備	673	347	10,795	2,336	4,442	3,740	366	22,699
Eliminated on disposals	出售時撇銷	(2,500)	(230)	(5,381)	(1,737)	(1,633)	(5,535)	(4,776)	(21,792)
At 31 December 2012	於2012年12月31日	936	758	53,279	12,176	24,051	9,986	-	101,636
Exchange adjustments	匯兌調整	-	-	697	28	(51)	10	-	684
Provided for the year	本年度撥備	401	325	10,917	2,098	3,681	6,306	-	23,728
Transfer to investment properties	轉撥至投資物業	(1,337)	(1,083)	(1,047)	-	-	-	-	(3,467)
Eliminated on disposals	出售時撇銷	-	-	(10,410)	-	(1,694)	(5,801)	-	(17,905)
Eliminated on disposal of subsidiaries (note 40)	出售附屬公司時撇銷(附註40)	-	-	(3,751)	(404)	(6,745)	(4,455)	-	(15,355)
At 31 December 2013	於2013年12月31日	-	-	50,135	13,898	19,242	6,046	-	89,321
Carrying Values	賬面值								
At 31 December 2013	於2013年12月31日	-	-	16,819	3,592	6,100	18,696	-	45,207
At 31 December 2012	於2012年12月31日	15,100	12,236	25,985	4,802	10,367	9,672	-	78,162

15. 每股虧損(續)

來自已終止經營業務

基於本年度已終止經營業務之虧損 11,126,000 港元 (2012 年: 64,641,000 港元) 及上述來自持續經營及已終止經營業務之每股基本及攤薄虧損所用分母之詳情, 來自已終止經營業務之每股基本及攤薄虧損為 0.38 港仙 (2012 年: 2.41 港仙)。

16. 物業、廠房及設備

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16. PROPERTY, PLANT AND EQUIPMENT (Continued)

Depreciation is provided to write off the cost of items of property, plant and equipment over their estimated useful lives and after taking into account their estimated residual values, using the straight-line method, at the following rates per annum:

Leasehold land and buildings	Shorter of lease terms or 2½% – 5%
Leasehold improvements	Shorter of lease terms or 10% – 20%
Machinery and tools	20% – 33⅓%
Furniture, fixtures and equipment	10% – 20%
Motor vehicles	20% – 25%
Motor yacht	5%

At 31 December 2013, property, plant and equipment with an aggregate carrying amount of nil (2012: HK\$27,336,000) are pledged to secure certain bank borrowings granted to the Group.

The carrying value of property, plant and equipment in respect of assets held under finance leases was HK\$360,000 (2012: HK\$1,062,000).

17. INVESTMENT PROPERTIES

16. 物業、廠房及設備 (續)

折舊乃按物業、廠房及設備項目於估計可使用年期內計及其估計剩餘價值後，以直線法及下列年率撇銷其成本：

租賃土地及樓宇	租賃期限或2½% – 5% (以較短者為準)
租賃物業裝修	租賃期限或10% – 20% (以較短者為準)
機器及工具	20% – 33⅓%
傢俬、裝置及設備	10% – 20%
汽車	20% – 25%
機動遊艇	5%

於2013年12月31日，物業、廠房及設備之賬面總值為零(2012年：27,336,000港元)已抵押，作為本集團獲授若干銀行借貸之擔保。

就按融資租賃持有之資產之物業、廠房及設備賬面值為360,000港元(2012年：1,062,000港元)。

17. 投資物業

		HK\$'000 千港元
Fair Value	公平值	
At 1 January 2012	於2012年1月1日	4,000
Disposal	出售	(4,000)
At 31 December 2012	於2012年12月31日	–
Transfer from property, plant and equipment	轉撥自物業、廠房及設備	44,700
At 31 December 2013	於2013年12月31日	44,700

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17. INVESTMENT PROPERTIES (Continued)

All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes were measured using the fair value model and were classified and accounted for as investment properties. During the year ended 31 December 2012, the investment properties were located in the PRC and held under medium-term leases and being disposed of. The above investment properties as at 31 December 2013 comprise industrial buildings and carparks located in Hong Kong, held under medium-term leases. The fair value of the investment properties at the date of transfer and as at 31 December 2013 is under Level 3 of fair value hierarchy and based on the directors' valuation taking into account the recent transaction price and adjusted for the relevant circumstances. The key input is the adjustment to the recent transaction price of 8.6%. A decrease in this adjustment would result in an increase in fair value measurement of the investment properties and vice versa.

18. GOODWILL

		HK\$'000 千港元
Cost	成本	
At 1 January 2012 and 31 December 2012	於2012年1月1日及2012年12月31日	33,379
Disposal of subsidiaries (note 40)	出售附屬公司(附註40)	(30,591)
At 31 December 2013	於2013年12月31日	2,788
Impairment	減值	
At 1 January 2012	於2012年1月1日	3,268
Impairment loss recognised in the year	年內確認之減值虧損	27,256
At 31 December 2012	於2012年12月31日	30,524
Impairment loss recognised in the year	年內確認之減值虧損	308
Disposal of subsidiaries (note 40)	出售附屬公司(附註40)	(30,524)
At 31 December 2013	於2013年12月31日	308
Carrying Values	賬面值	
At 31 December 2013	於2013年12月31日	2,480
At 31 December 2012	於2012年12月31日	2,855

The Group tests goodwill annually or more frequently if there are indications that goodwill may be impaired.

17. 投資物業(續)

本集團按經營租賃持有以賺取租金或資本升值用途之所有物業權益乃採用公平價值模式計量，並分類及計入投資物業。截至2012年12月31日止年度，投資物業位於中國，並以中期租約持有及出售。上述於2013年12月31日之投資物業包括位於香港以中期租約持有之工業大廈及停車場。投資物業於轉讓日期及於2013年12月31日之公平值乃屬於第三級公平價值等級，並根據董事計及近期交易價就有關情況作出調整後之估值得出。主要輸入值為對近期交易價格作出8.6%調整。此調整減少將導致投資物業之公平值計量增加，反之亦然。

18. 商譽

本集團將就商譽進行年度減值測試，或於商譽有減值跡象出現時進行更頻密之測試。

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18. GOODWILL (Continued)

For the purposes of impairment testing, management compared the value in use of the relevant CGUs with the fair value less cost to sell of the CGUs and concluded that the value in use is higher than the fair value less cost to sell. Management of the Group considered each subsidiary represents a separate CGU. As at 31 December 2012, the carrying amount of goodwill had been allocated to three individual CGUs relating to sales of fashion apparels amounting to HK\$27,256,000, the sales of accessories amounting to HK\$67,000 and the sales of cars amounting to HK\$2,788,000 respectively. During the year ended 31 December 2013, the CGU relating to sales of fashion apparels and accessories has been disposed through the disposal of subsidiaries as set out in Note 40. In addition, the Group has terminated its operation of its subsidiary, Dalian Auto Italia Car Trading Co., Ltd (“Dalian”), goodwill related to Dalian amount to HK\$308,000 was impaired and recognised in profit or loss during the year. As at 31 December 2013, the carrying amount of goodwill had been allocated to one single CGU of sales of cars.

The basis of the recoverable amount and its major underlying assumptions of CGUs engaged in the sales of fashion apparels and the sales of cars are summarised below:

Sales of fashion apparels

The recoverable amount of the CGU engaged in the sales of fashion apparels has been determined based on a value in use calculation. As at 31 December 2012, for impairment assessment purposes, cash flow projections based on financial budgets approved by management covering a 5-year period at a discount rate of 11.6% was used. The cash flows of the CGU engaged in the sales of fashion apparels beyond the 5-year period of the financial budgets were extrapolated using a steady 7% growth rate. This growth rate was based on the relevant industry growth forecasts and did not exceed the average long-term growth rate for the relevant industry. Another key assumption for the value in use calculation was the budgeted gross margin, which was determined based on the past performance of the CGU engaged in the sales of fashion apparels and management’s expectations for the market development. The Group impaired the amount of goodwill belongs to fashion apparels of HK\$27,256,000 during the year ended 31 December 2012.

18. 商譽(續)

為進行減值測試，管理層將相關現金產生單位之使用價值與現金產生單位之公平值減銷售成本作比較，並得出使用價值較公平值減銷售成本為高之結論。本集團管理層認為各附屬公司為一個獨立現金產生單位。於2012年12月31日，商譽賬面值已分配至三類個別現金產生單位，分別為有關時裝銷售為27,256,000港元、配飾銷售為67,000港元及汽車銷售為2,788,000港元。截至2013年12月31日止年度，如附註40所載，有關時裝及配飾銷售之現金產生單位已透過出售附屬公司出售。此外，本集團已終止其附屬公司大連快意汽車貿易有限公司（「大連」）之業務，與大連有關之商譽為數308,000港元已於年內減值並於損益內確認。於2013年12月31日，商譽賬面值已分配至汽車銷售之一個單一現金產生單位。

可收回金額之基準及其從事時裝銷售及汽車銷售之現金產生單位之主要相關假設概述如下：

時裝銷售

從事時裝銷售之現金產生單位之可收回金額乃根據使用價值計算。於2012年12月31日，為評估減值，已使用管理層批准之5年期財務預算按折讓率為11.6%之現金流預測。從事時裝銷售之現金產生單位超逾5年期財務預算之現金流量乃使用7%之穩定增長率推算。此增長率乃按有關行業增長預測為基準，且並不超出有關行業之平均長期增長率。使用價值另一重要假設為預算毛利率，乃根據從事時裝銷售之現金產生單位之過往表現及管理層預計市場發展以釐定。截至2012年12月31日止年度，本集團屬於時裝之商譽之減值金額為27,256,000港元。

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18. GOODWILL (Continued)

Sales of cars

At 31 December 2013 and 2012, the recoverable amount of the CGU engaged in the sales of cars has been determined based on a value in use calculation. For impairment assessment purposes, cash flow projections based on financial budgets approved by management covering a 5-year period at a discount rate of 17% (2012: 13.2%) was used. The cash flows of the CGU engaged in the sales of cars beyond the 5-year period of the financial budgets are extrapolated using a nil (2012: 5%) growth rate. Another key assumption for the value in use calculation is the budgeted gross margin, which is determined based on the past performance of the CGU engaged in the sales of cars and management's expectations for the market development. At the end of the reporting period, the recoverable amount of the CGU engaged in the sales of cars exceeded the carrying amount, therefore, no impairment loss is considered necessary. Management believes that any reasonably possible change in any of these assumptions would not cause the material change of the recoverable amounts of the sales of cars.

19. INTANGIBLE ASSETS

Cost and carrying values as at 1 January 2012 and
31 December 2012
Disposal of subsidiaries (note 40)

At 31 December 2013

The trademarks represented the legal and beneficial ownership of the brand "Rogers" for the distribution of audio visual products for the Group's electrical appliances business.

18. 商譽(續)

汽車銷售

於2013年及2012年12月31日，從事汽車銷售之現金產生單位之可收回金額乃根據使用價值計算。為評估減值，已使用管理層核准之5年期財務預算按折讓率為17% (2012年：13.2%)之現金流預測。從事汽車銷售之現金產生單位超逾5年期財務預算之現金流量乃使用零 (2012年：5%)之增長率推算。使用價值另一重要假設為預算毛利率，乃根據從事汽車銷售之現金產生單位之過往表現及管理層預計市場發展以釐定。於報告期末，從事汽車銷售之現金產生單位之可收回金額超過賬面值，故毋須作出減值虧損。管理層認為，任何該等假設之任何合理可能變動不會對汽車銷售之可收回金額產生重大影響。

19. 無形資產

Trademarks
商標
HK\$'000
千港元

於2012年1月1日及
2012年12月31日之成本及賬面值
出售附屬公司(附註40)

於2013年12月31日

5,400
(5,400)

—

商標指就分銷本集團電器業務之影音產品之「樂爵士」品牌之法定及實益擁有權。

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19. INTANGIBLE ASSETS (Continued)

As at 31 December 2012, for the purpose of impairment testing on trademarks, the recoverable amount had been determined based on a value in use calculation. That calculation used cash flow projection based on financial budget approved by management covering a 5-year period and discount rate of 11.75%. The cash flows beyond the 5-year period were extrapolated having a steady 5% growth rate. Based on the assumption applied, the recoverable amount exceeded its carrying amount, thus, no impairment loss was considered necessary.

20. AVAILABLE-FOR-SALE INVESTMENTS

Available-for-sale investments comprises:

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Unlisted equity securities in Hong Kong	於香港之非上市股本證券	252	9,300
Club debentures	會所債券	–	252
Impairment loss recognised	已確認減值虧損	–	(9,300)
Disposal of subsidiaries (note 40)	出售附屬公司(附註40)	(252)	–
		–	252

Unlisted equity securities represented the securities issued by a private entity incorporated in Hong Kong. The private entity is engaged in the provision of digital advertising. They are measured at cost less impairment at the end of the reporting period because the range of reasonable fair value estimates is so significant that the directors are of the opinion that their fair values cannot be measured reliably. During the year ended 31 December 2012, an objective evidence of impairment was considered to exist due to adverse financial position of such private entity. For the purpose of impairment, the recoverable amount had been determined based on value in the calculation. The management expected there was no future economic benefits and hence an impairment loss of HK\$9,300,000 was recognised in full against the investment cost.

19. 無形資產(續)

於2012年12月31日，就商標進行之減值測試而言，可收回金額已按使用價值釐定。該計算使用管理層批准之5年期財務預算及按折讓率為11.75%之現金流預測。超過5年期之現金流量則按5%之穩定增長率推算。基於所應用之假設，可收回金額超過其賬面值，故毋須作出減值虧損。

20. 可供出售投資

可供出售投資包括：

非上市股本證券指一間於香港註冊成立之私人實體所發行之證券。該私人實體從事提供數碼廣告業務。其按成本減報告期末之減值計量，原因為合理公平價值估計範圍過大，以致董事認為其公平值不能可靠地計量。截至2012年12月31日止年度，由於該私人實體之財務狀況不理想，故認為存在減值之客觀證據。就減值而言，可收回金額乃根據計算之價值釐定。管理層預期並無未來經濟收益，因此就投資成本悉數作出9,300,000港元之減值虧損。

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20. AVAILABLE-FOR-SALE INVESTMENTS (Continued)

Club debentures represented the debenture in a recreation club. Such debenture is carried at cost less any subsequent accumulated impairment loss with reference to the latest market prices.

During the year, the available-for-sale investments are derecognised upon the disposal of subsidiaries.

21. INVENTORIES

Finished goods	製成品
Spare parts	零件

Included in the above figures are finished goods of HK\$58,091,000 (2012: HK\$115,656,000) which have been pledged as security for bank borrowings (note 35).

22. PROPERTIES HELD FOR SALE

Cost at 1 January 2012 and 31 December 2012	於2012年1月1日及2012年12月31日之成本
Disposal	出售

At 31 December 2013

The Group's properties held for sales were stated at cost less impairment. At 31 December 2012, the Group's properties held for sales were pledged as security for bank borrowings (note 35). On 17 December 2012, the Group entered into sales and purchase agreement with independent third party for the disposal of the properties held for sale at a total consideration of RMB24,790,000 (equivalent to HK\$30,497,000). The transaction was completed in March 2013.

20. 可供出售投資(續)

會所債券指一間休閒會所之債券。該債券經參考最新市價按成本減任何其後累計減值虧損計值。

年內，可供出售投資於出售附屬公司時被終止確認。

21. 存貨

2013	2012
HK\$'000	HK\$'000
千港元	千港元

182,259	385,576
23,792	31,001

206,051	416,577
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上述金額包括58,091,000港元(2012年：115,656,000港元)之製成品，乃作為獲得銀行借貸之擔保(附註35)。

22. 持作出售物業

HK\$'000
千港元

30,070
(30,070)

於2013年12月31日

—

本集團之持作出售物業乃按成本減減值列賬。於2012年12月31日，本集團之持作出售物業乃作為獲得銀行借貸之擔保(附註35)。於2012年12月17日，本集團與一名獨立第三方就出售該等持作出售物業訂立買賣協議，總代價為24,790,000人民幣(等同於30,497,000港元)。該交易已於2013年3月完成。

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23. TRADE AND OTHER RECEIVABLES

23. 貿易及其他應收賬款

		2013 HK\$'000 千港元	2012 HK\$'000 千港元 (restated) (重列)
Trade receivables	貿易應收賬款	12,845	73,237
Less: Allowance for doubtful debts	減：呆賬撥備	(2,001)	(3,770)
		10,844	69,467
Purchase deposits	購貨訂金	9,922	10,646
Utility and rental deposits	公用服務及租賃按金	2,046	7,559
Prepayments and other receivables	預付款及其他應收賬款	15,883	40,605
		38,695	128,277

Trade receivables

The Group allows its trade customers an average credit period of 90 days. The following is an aged analysis of trade receivables net of allowance for doubtful debts presented based on the invoice date at the end of the reporting period, which approximated the respective revenue recognition dates:

貿易應收賬款

本集團給予其貿易客戶平均90天之信貸期。以下為根據報告期末發票日期所呈列之貿易應收賬款減呆賬撥備之賬齡分析，其與各收入確認日期相若：

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Within 30 days	30天以內	3,751	36,707
31 to 60 days	31天至60天	4,157	18,142
61 to 90 days	61天至90天	649	6,608
91 days to 1 year	91天至1年	2,258	7,058
Over 1 year	1年以上	29	952
		10,844	69,467

In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date of credit was initially granted up to the end of the reporting period.

於釐定能否收回貿易應收賬款時，本集團會考慮自信貸首次批出日期起直至報告期末止期間貿易應收賬款之信貸質素是否發生任何變動。

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23. TRADE AND OTHER RECEIVABLES (Continued)

Trade receivables (Continued)

At 31 December 2013, included in the Group's trade receivable balances are receivables with aggregate carrying amounts of HK\$2,287,000 (2012: HK\$8,010,000) which are past due at the end of the reporting period for which the Group has not provided for impairment loss. As these balances were either subsequently settled or these customers have good repayment history, the amounts are still considered recoverable. Accordingly, the directors believe that no impairment is required. The Group does not hold any collateral over these balances.

Ageing of trade receivables which are past due but not impaired:

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
91 days to 1 year	91天至1年	2,258	7,058
Over 1 year	1年以上	29	952
		2,287	8,010

Included in the allowance for doubtful debts are individually impaired trade receivables, which were either in the severe financial difficulties or overdue for a long period time. The Group has made full impairment on these receivables and considered that they are generally not recoverable.

Movement in the allowance for doubtful debts

Trade receivables

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
At 1 January	於1月1日	3,770	1,009
Impairment losses recognised in profit or loss	於損益內確認之減值虧損	8,079	2,977
Amounts written off as uncollectible	撇銷不可收回金額	-	(18)
Amounts recovered	已收回金額	-	(244)
Disposal of subsidiaries	出售附屬公司	(9,848)	-
Exchange adjustments	匯兌調整	-	46
At 31 December	於12月31日	2,001	3,770

23. 貿易及其他應收賬款(續)

貿易應收賬款(續)

於2013年12月31日，本集團貿易應收賬款包括賬面總值2,287,000港元(2012年：8,010,000港元)之應收賬款，該等金額於報告期末已逾期，惟本集團尚未作出減值虧損。由於該等結餘已於隨後結算或該等客戶之還款記錄良好，該等金額仍被視為可收回。故此，董事認為毋須作出減值。本集團並無就該等結餘持有任何抵押品。

已逾期但無減值之貿易應收賬款之賬齡：

呆賬撥備包括出現重大財務困難或逾期甚久之個別減值貿易應收賬款。本集團已就該等應收賬款作出悉數減值，並認為該等應收賬款一般不可收回。

呆賬撥備之變動

貿易應收賬款

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23. TRADE AND OTHER RECEIVABLES (Continued)

Trade receivables (Continued)

Other receivables

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
At 1 January	於1月1日	6,283	-
Impairment losses recognised in profit or loss	於損益內確認之減值虧損	4,562	6,283
Disposal of subsidiaries	出售附屬公司	(4,901)	-
At 31 December	於12月31日	5,944	6,283

The Group's trade and other receivables denominated in foreign currencies of the group entities are as follows:

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
USD	美元	-	116
EUR	歐元	42	7,702

23. 貿易及其他應收賬款(續)

貿易應收賬款(續)

其他應收賬款

	2013 HK\$'000 千港元	2012 HK\$'000 千港元
At 1 January	6,283	-
Impairment losses recognised in profit or loss	4,562	6,283
Disposal of subsidiaries	(4,901)	-
At 31 December	5,944	6,283

本集團以集團實體之外幣計值之貿易及其他應收賬款如下：

	2013 HK\$'000 千港元	2012 HK\$'000 千港元
USD	-	116
EUR	42	7,702

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24. LOAN RECEIVABLES

24. 應收貸款

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Fixed-rate loans	固定利率貸款	-	6,086

The outstanding loan receivables were due from third parties and unsecured and had contractual maturity dates/years or repayable on demand as at 31 December 2012. The loan amounts was ranged from HK\$200,000 to HK\$1,800,000.

於2012年12月31日，尚未償還之應收貸款乃應收第三方款項，並無抵押及有合約到期日期／年度或按要求償還。貸款金額介乎200,000港元至1,800,000港元。

Included in the carrying amount of loan receivables as at 31 December 2012 is accumulated impairment loss of HK\$14,342,000. Full impairment was made on certain loan receivables, which were either in the severe financial difficulties or overdue for a long period time.

於2012年12月31日，應收貸款賬面值包括累計減值虧損14,342,000港元。已就若干出現重大財政困難或逾期甚久之應收貸款作出悉數減值。

The Group has policy for allowance of doubtful debts which is based on the evaluation of collectability and aging analysis of accounts and on directors' judgement, including the current creditworthiness and the past collection history of each debtor.

本集團之呆賬撥備政策乃以賬項之可收回性評估及賬齡分析，以及董事對包括每名債務人之現時信譽及收款往績之判斷為基礎制定。

In determining the recoverability of the loan receivables, the Group considers any change in the credit quality of the loan receivables from the date credit was initially granted up to the end of the reporting period. At 31 December 2012, included in the Group's loan receivable balances are receivables of aggregate carrying amounts of HK\$4,182,000 which are past due at the end of the reporting period. No impairment was provided for loan receivables past due but not impaired as the creditworthiness and the past collection history of the debtors are satisfactory. Accordingly, the directors believe that there is no further credit provision required.

於釐定能否收回應收貸款時，本集團會考慮自信貸首次批出日期直至報告期末止期間應收貸款之信貸質素是否有任何變動。於2012年12月31日，本集團之應收貸款結餘包括賬面總值為4,182,000港元於報告期末已逾期之應收賬款。由於債務人之信譽及收款往績理想，故並無就已逾期但無減值之應收貸款作出減值撥備。因此，董事相信毋須進一步計提信貸撥備。

As at 31 December 2012, the interest rate for the fixed-rate loan receivables were ranging from 5.5% to 12.0% per annum.

於2012年12月31日，固定利率應收貸款之利率介乎每年5.5%至12.0%。

During the year, the loans receivables are derecognised upon the disposal of subsidiaries.

年內，應收貸款於出售附屬公司時被終止確認。

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25. PLEDGED BANK DEPOSITS AND BANK BALANCES AND CASH

Bank balances and cash comprise cash held by the Group and short-term bank deposits with an original maturity of three months or less and carry variable-rate interest at market rates which range from 0.01% to 1.8% per annum (2012: 0.01% to 0.50% per annum).

Pledged bank deposits represent deposits pledged to banks to secure banking facilities granted to the Group. Deposits amounting to HK\$73,247,000 (2012: HK\$151,603,000) have been pledged to secure short-term bank loans and undrawn short-term facilities and are therefore classified as current assets. The pledged bank deposits carry fixed interest rate of 0.01% to 2.86% per annum (2012: 0.10% to 1.00% per annum).

The Group's pledged bank deposits and bank balances and cash denominated in foreign currencies of the relevant group entities are as follows:

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
USD	美元	41,939	48,322
RMB	人民幣	36,450	36,548
EUR	歐元	1,847	62

25. 已抵押銀行存款及銀行結餘及現金

銀行結餘及現金包括本集團所持之現金及原先3個月或以下到期並按介乎每年0.01%至1.8% (2012年：每年0.01%至0.50%) 之市場利率計算浮息利率之短期銀行存款。

已抵押銀行存款指向銀行抵押以取得授予本集團銀行信貸之存款。存款73,247,000港元 (2012年：151,603,000港元) 經已抵押以取得短期銀行貸款及未提取之短期信貸，故分類為流動資產。已抵押銀行存款按每年0.01%至2.86% (2012年：每年0.10%至1.00%) 之固定利率計息。

本集團以相關集團實體之外幣計值之已抵押銀行存款及銀行結餘及現金如下：

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26. TRADE AND OTHER PAYABLES

Trade and other payables comprise amounts outstanding for trade purposes and daily operating costs. The average credit period on purchase of goods is 30 – 90 days. The following is an aged analysis of trade and bills payables presented based on invoice date at the end of the reporting period.

		2013 HK\$'000 千港元	2012 HK\$'000 千港元 (restated) (重列)
Within 30 days	30天以內	23,377	57,613
31 to 60 days	31天至60天	1,091	6,775
61 to 90 days	61天至90天	234	1,358
91 days to 1 year	91天至1年	31	834
Over 1 year	1年以上	749	2,464
Trade and bills payables	貿易應付賬款及應付票據	25,482	69,044
Deposits received from customers	已收客戶訂金	201,529	165,341
Advance payments from customers	客戶預付款項	44,886	65,883
Accrued charges	應計費用	20,421	16,037
Other payables	其他應付賬款	19,459	65,955
		311,777	382,260

The Group's trade and other payables denominated in foreign currencies of the relevant group entities are as follows:

26. 貿易及其他應付賬款

貿易及其他應付賬款包括未償還貿易賬款及日常經營成本。採購貨物之平均信貸期為30至90天。以下為根據報告期末發票日期所呈列之貿易應付賬款及應付票據之賬齡分析。

本集團以相關集團實體之外幣計值之貿易及其他應付賬款如下：

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
USD	美元	4,590	20,516
EUR	歐元	2,960	3,690
SGD	新加坡幣	-	641
THB	泰銖	-	17,850

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27. AMOUNT DUE TO A RELATED COMPANY

On 16 July 2013, Auto Italia Limited (“AIL”), an effectively 75.4%-owned subsidiary of the Company, as borrower entered into a loan note with VMS Investment Group Limited (“VMSIG”) as lender in relation to a revolving loan facility in the amount of HK\$26 million (“Revolving Loan”). VMSIG is interested in approximately 23.81% of the issued share capital of the Company as at 31 December 2013. The Revolving Loan was unsecured and non-interest bearing. AIL shall notify VMSIG a proposed date of repayment for each drawdown which may be extended by VMSIG at its sole discretion at the request of AIL. The proceeds of the Revolving Loan was used to finance partially the purchase of the anticipated increase in scheduled delivery of new cars in the coming months as well as for the general working capital of car business of the Group. On 28 August 2013, AIL had drawn down the amount of HK\$26,000,000 which was fully repaid on 17 January 2014.

28. BANK AND OTHER BORROWINGS

27. 應付一間關聯公司款項

於 2013 年 7 月 16 日，本公司實際擁有 75.4% 的附屬公司快意汽車有限公司（「快意汽車」）（作為借款人）與鼎珮投資集團有限公司（「鼎珮投資」）（作為貸款人）就為數 26,000,000 港元的循環貸款融資（「循環貸款」）訂立貸款票據。於 2013 年 12 月 31 日，鼎珮投資於本公司已發行股本中擁有約 23.81% 權益。循環貸款為無抵押及免息。快意汽車須就每次提取知會鼎珮投資建議償還日期，該日期可由鼎珮投資應快意汽車要求全權酌情決定延長。循環貸款的所得款項用作為預期增加購買於未來數月計劃交付的新汽車提供部份資金以及用作本集團汽車業務的一般營運資金。於 2013 年 8 月 28 日，快意汽車已提取為數 26,000,000 港元的款項，並於 2014 年 1 月 17 日悉數償還該款項。

28. 銀行及其他借貸

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Bank overdrafts	銀行透支	–	12,853
Bank borrowings	銀行借貸	135,946	217,365
Trust receipt loans	信託收據貸款	59,326	106,649
Other borrowings	其他借貸	1,000	1,273
		196,272	338,140
Secured	有抵押	195,272	324,307
Unsecured	無抵押	1,000	13,833
		196,272	338,140
Carrying amount repayable:	應償還之賬面值：		
Within one year	1年內	186,322	326,563
More than one year, but not exceeding two years	1年以上，但不超過2年	1,655	1,622
More than two years, but not more than five years	2年以上，但不超過5年	5,153	5,056
More than five years	5年以上	3,142	4,899
		196,272	338,140
Less: Amounts due within one year shown under current liabilities	減：列於流動負債項下之1年內到期款項	(186,322)	(326,563)
Amounts shown under non-current liabilities	列於非流動負債項下之款項	9,950	11,577

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28. BANK AND OTHER BORROWINGS (Continued)

As at 31 December 2013, the bank and other borrowings are variable-rate borrowings which bear average effective interest rate (which is also equal to contracted interest rate) at 5.24% per annum (2012: 4.60% per annum).

Details of the pledge of assets to secure the Group's banking facilities were set out in note 35.

The Group's bank and other borrowings that are denominated in a currency other than the functional currency of the relevant group entities is set out below:

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
USD	美元	-	24,673
SGD	新加坡幣	-	3,544

28. 銀行及其他借貸(續)

於2013年12月31日，銀行及其他借貸乃按平均實際利率(其亦等於合約利率)每年5.24%(2012年：每年4.60%)計息之浮息借貸。

抵押資產以取得本集團銀行信貸之詳情載於附註35。

除相關集團實體之功能貨幣外，本集團以貨幣計值之銀行及其他借貸載列如下：

29. OBLIGATIONS UNDER FINANCE LEASES

		Minimum lease payments 最低租賃付款		Present value of minimum lease payments 最低租賃付款現值	
		2013 HK\$'000 千港元	2012 HK\$'000 千港元	2013 HK\$'000 千港元	2012 HK\$'000 千港元
Amounts payable under finance leases:	融資租賃項下之應付賬款：				
Within one year	1年內	160	340	149	302
In the second to fifth year inclusive	第2年至第5年(包括首尾兩年)	240	720	223	658
More than five years	5年以上	-	22	-	21
		400	1,082	372	981
Less: Future finance charges	減：未來融資費用	(28)	(101)	-	-
Present value of lease obligations	租賃債務現值	372	981	372	981
Less: Amount due for settlement within one year	減：1年內到期結算之款項			(149)	(302)
Amount due for settlement after one year	1年後到期結算之款項			223	679

29. 融資租賃債務

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29. OBLIGATIONS UNDER FINANCE LEASES (Continued)

The Group leased certain of its plant and machinery under finance leases with terms of 4 years (2012: 5 years). The average effective interest rates was 1.86% (2012: 4.88%) per annum during the lease term. Interest rates were fixed at the contract dates. The leases were on a fixed repayment basis and no arrangement has been entered into for contingent rental payments.

The Group's obligations under the finance leases are secured by the lessor's charge over the leased assets.

30. DEFERRED TAXATION

The following is the analysis of the deferred tax balances for financial reporting purpose:

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	–	194
Deferred tax liabilities	遞延稅項負債	–	(13)
		–	181

The following are the major deferred tax assets (liabilities) recognised and movements thereon during the current and prior years:

		Accelerated accounting (tax) depreciation 加速會計 (稅項)折舊 HK\$'000 千港元
At 1 January 2012	於2012年1月1日	105
Exchange adjustments	匯兌調整	8
Credit to profit or loss	計入損益	68
At 31 December 2012	於2012年12月31日	181
Exchange adjustments	匯兌調整	(17)
Disposal of subsidiaries (note 40)	出售附屬公司(附註40)	(164)
At 31 December 2013	於2013年12月31日	–

29. 融資租賃債務(續)

本集團於融資租賃項下租賃其若干廠房及機器，為期4年(2012年：5年)。於租期內，平均實際利率為每年1.86%(2012年：4.88%)。利率均於合約日期訂定。該等租賃乃按固定償還基準作出且並無就或然租金付款訂立任何安排。

本集團之融資租賃債務乃以出租人對所租賃資產之押記作抵押。

30. 遞延稅項

以下為遞延稅項結餘就財務申報而言之分析：

以下為於本年度及過往年度確認之主要遞延稅項資產(負債)及其變動：

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30. DEFERRED TAXATION (Continued)

At the end of the reporting period, the Group had unused estimated tax losses of HK\$65,003,000 (2012: HK\$284,185,000) available for offset against future profits which is subject to agreement with the relevant tax authorities. No deferred tax assets has been recognised in respect of the unrecognised estimated tax losses due to unpredictability of future profit streams. The losses may be carried forward indefinitely.

At the end of the reporting period, the Group has deductible temporary differences of HK\$45,821,000 (2012: HK\$5,925,000) mainly relating to accelerated accounting depreciation and allowance for inventories. No deferred tax assets has been recognised in relation to such deductible temporary differences as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

In addition, there are no undistributed earnings of the PRC subsidiaries as at 31 December 2012 and 2013.

31. SHARE CAPITAL

		Number of shares 股份數目	Share capital 股本 HK\$'000 千港元
Ordinary shares of HK\$0.02 each:	每股面值0.02港元之普通股：		
Authorised:	法定：		
At 1 January 2012, 31 December 2012 and 2013	於2012年1月1日、2012年及 2013年12月31日	17,500,000,000	35,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2012	於2012年1月1日	2,458,918,550	49,178
Exercise of share options (note 32)	行使優先認股權(附註32)	8,750,000	175
Issue of shares under placement (Note)	根據配售發行股份(附註)	491,783,710	9,836
At 31 December 2012 and 2013	於2012年及2013年12月31日	2,959,452,260	59,189

Note: Save as disclosed in the announcement dated 20 July 2012, a total of 491,783,710 ordinary shares of HK\$0.15 each were issued through placement to various placees, who and whose ultimate beneficial owners were independent and not connected to the Group. The gross proceeds of HK\$73,768,000 were used as general working capital of the Group.

All the shares issued rank pari passu with the existing shares in all respects.

30. 遞延稅項(續)

於報告期末，本集團可供抵銷日後盈利之未動用估計稅項虧損為65,003,000港元(2012年：284,185,000港元)，惟須受有關稅務當局之協議所限。由於未能估計日後盈利來源，故並無就未確認估計稅項虧損確認遞延稅項資產。該等虧損可無限期結轉。

於報告期末，本集團之可扣稅暫時差額為45,821,000港元(2012年：5,925,000港元)，主要與加速會計折舊及存貨撥備有關。由於應課稅盈利將抵銷可供動用可扣除暫時差額之可能性不大，故並無就有關可扣稅暫時差額確認任何遞延稅項資產。

此外，於2012年及2013年12月31日並無中國附屬公司之未分派盈利。

31. 股本

附註：除日期為2012年7月20日之公告所披露者外，合共491,783,710股每股面值0.15港元之普通股已透過配售發行予多名承配人(其及其最終實益擁有人均為獨立人士且與本集團並無關連)。所得款項總額73,768,000港元已用作本集團之一般營運資金。

所有已發行股份在各方面與現有股份享有同等地位。

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32. SHARE OPTION SCHEMES

2002 Scheme

A share option scheme (the “2002 Scheme”) was adopted pursuant to a resolution passed by the shareholders of the Company on 30 May 2002 for a period of 10 years. The purpose of the 2002 Scheme was to provide incentives or rewards to participants for their contribution to the Group and enable the Group to recruit and retain high calibre employees and attract human resources that are valuable to the Group and any company in which the Group holds any equity interest. The 2002 Scheme was terminated and a new share option scheme (the “2012 Scheme”) was adopted pursuant to resolutions passed by the shareholders of the Company on 28 May 2012.

Under the 2002 Scheme, the board may at their discretion grants options to the following participants of the Company, its subsidiaries and any company in which the Group holds any equity interest, to subscribe for shares in the Company:

- (1) eligible employees, including directors; or
- (2) suppliers or customers; or
- (3) any person or entity that provides research, development or other technological support; or
- (4) shareholders; or
- (5) employees, partners or directors of any business partners, joint venture partners, financial advisers and legal advisers.

Options granted to a director, chief executive or substantial shareholder of the Company, or any of their respective associates, shall be approved by the INEDs (excluding any INED who is the grantee of the options).

32. 優先認股權計劃

2002年計劃

根據本公司股東於2002年5月30日通過之決議案，採納了為期10年之優先認股權計劃（「2002年計劃」）。2002年計劃旨在激勵或獎勵對本集團有所貢獻之參與人士，同時使本集團可招攬及挽留能幹之僱員，並吸引重要人才為本集團及本集團持有任何股權之任何公司作出貢獻。根據本公司股東於2012年5月28日通過之決議案，終止了2002年計劃及採納一項新優先認股權計劃（「2012年計劃」）。

根據2002年計劃，董事會可酌情決定向以下與本公司、其附屬公司及本集團持有任何股權之任何公司有關之參與人士授予優先認股權，以認購本公司股份：

- (1) 合資格僱員，包括董事；或
- (2) 供應商或客戶；或
- (3) 提供研究、開發或其他技術支援之任何人士或公司；或
- (4) 股東；或
- (5) 任何業務合夥人、合營企業合夥人、財務顧問及法律顧問之任何僱員、合夥人或董事。

授出優先認股權予本公司董事、行政總裁或主要股東或彼等各自之任何聯繫人士，須獲獨立非執行董事（不包括身為優先認股權承授人之任何獨立非執行董事）之批准。

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32. SHARE OPTION SCHEMES (Continued)

2002 Scheme (Continued)

The total number of shares which may be issued upon exercise of all outstanding options granted under the 2002 Scheme and any other share option schemes of the Company must not exceed 30% of the issued share capital of the Company from time to time. The total number of shares in respect of which options may be granted under the 2002 Scheme and any other share option schemes of the Company shall not, in aggregate, exceed 10% of the issued share capital of the Company at the adoption date of the 2002 Scheme without prior approval by the shareholders of the Company. Pursuant to an ordinary resolution passed by the Company's shareholders at the annual general meeting held on 31 May 2011, the scheme limit of the 2002 Scheme was refreshed so that the total number of shares of the Company which may be issued upon exercise of all options to be granted under the 2002 Scheme must not exceed 10% of the issued share capital of the Company at that date. Options granted prior to 31 May 2011 under the 2002 Scheme were not counted for the purpose of calculating the refreshed scheme limit of the 2002 Scheme.

The total number of shares issued and to be issued upon exercise of the options granted to each participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the total issued share capital of the Company, without prior approval by the shareholders of the Company. Options granted to a substantial shareholder of the Company or an INED, or any of their respective associates, under the 2002 Scheme and any other share option schemes of the Company would result in the shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in any 12-month period in aggregate in excess of 0.1% of the Company's issued share capital and with an aggregate value, based on the closing price of the shares of the Company at the date of each grant, in excess of HK\$5 million must obtain prior approval from the shareholders of the Company.

32. 優先認股權計劃(續)

2002年計劃(續)

因行使2002年計劃及本公司任何其他優先認股權計劃項下所有尚未行使的優先認股權而可能將予發行的股份總數，不得超過本公司不時已發行股本之30%。如未經本公司股東事先批准，根據2002年計劃及本公司任何其他優先認股權計劃所授出的優先認股權獲行使時可予發行之股份總數合共不得超過本公司於2002年計劃採納日期已發行股本之10%。根據本公司股東於2011年5月31日舉行之股東周年大會上通過之一項普通決議案，2002年計劃之計劃上限已經更新，以致因行使2002年計劃將授出之所有優先認股權而可發行之本公司股份總數不得超過本公司於當日已發行股本之10%。於計算2002年計劃之經更新計劃上限時，於2011年5月31日前已根據2002年計劃授出之優先認股權不會計算在內。

如未經本公司股東事先批准，於任何12個月期間內向每名參與人士授出之優先認股權(包括已行使及尚未行使之優先認股權)涉及之已發行及將予發行之股份總數不得超過本公司已發行股本總數之1%。根據2002年計劃及本公司任何其他優先認股權計劃向一名本公司主要股東或獨立非執行董事或彼等各自之任何聯繫人士授出優先認股權，將導致於任何12個月期間內，因行使所有已向該人士授出及將予授出之優先認股權(包括已行使、已註銷及尚未行使之優先認股權)，而已發行及將予發行股份合共超過本公司已發行股本之0.1%，或按各授出日期本公司股份收市價，總值超過5,000,000港元，必須經本公司股東事先批准。

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32. SHARE OPTION SCHEMES (Continued)

2002 Scheme (Continued)

The number of shares in respect of which options may be granted to any participant in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point of time, without prior approval from the Company's shareholders. Options granted to a substantial shareholder, or an INED of the Company or any of their respective associates under the 2002 Scheme and any other share option schemes in any one year in excess of 0.1% of the Company's issued share capital or with a value, based on the closing price of the shares of the Company at the date of each grant, in excess of HK\$5 million must be approved in advance by the Company's shareholders.

Options granted must be taken up within 28 days of the date of grant upon payment of HK\$1 per each grant of options. The exercise period of the share options granted under the 2002 Scheme shall be determined by the board when such options are granted, provided that such period shall not end later than 6 years from the date of grant. The subscription price is determined by the Board and will not be lower than the higher of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheets on the date of grant, and (ii) or the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of grant, and (iii) the nominal value of a Company's share.

Upon termination of the 2002 Scheme, no further options will be granted under the 2002 Scheme. However, the rules of the 2002 Scheme will remain in full force and effect to the extent necessary to give effect to the exercise of any option granted prior to its termination, or otherwise to the extent as may be required in accordance with the rules of the 2002 Scheme. All options granted under the 2002 Scheme prior to its termination will continue to be valid and exercisable in accordance with the rules of the 2002 Scheme.

32. 優先認股權計劃(續)

2002年計劃(續)

如未經本公司股東事先批准，於任何一年向任何參與人授出之優先認股權涉及之股份數目，不得超過本公司不時之已發行股份之1%。任何一年根據2002年計劃及任何其他計劃向本公司一名主要股東、獨立非執行董事或彼等各自之聯繫人士授出之優先認股權，如超過本公司已發行股本之0.1%，以及按授出當日本公司股份之收市價計算超過5,000,000港元，則須經本公司股東事先批准。

參與人士可於獲提出授予優先認股權當日起計28日內接納優先認股權，並須於接納優先認股權時繳付1港元作為代價。根據2002年計劃授出之優先認股權之行使期於授出時由董事會決定，惟不得遲於董事會提出授予優先認股權日期起計之6年後屆滿。股份認購價由董事會決定，惟認購價不得低於下列三者中之最高者：(i)於授出日期本公司股份的收市價(以聯交所日報表所載者為準)；及(ii)於緊接授出日期前5個交易日本公司股份的平均收市價(以聯交所日報表所載者為準)；及(iii)本公司股份面值。

在終止2002年計劃後，不會再根據2002年計劃授出優先認股權。然而，2002年計劃之規則將維持有效，以必要地使2002年計劃終止前授出之任何優先認股權可予有效行使，或根據2002年計劃規定之方式另行處理該等優先認股權。2002年計劃在其終止之前授出之所有優先認股權將根據2002年計劃之規則維持有效並可予行使。

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32. SHARE OPTION SCHEMES (Continued)

2002 Scheme (Continued)

For the year ended 31 December 2013, no share options were granted (2012: Nil) or exercised (2012: 8,750,000).

At 31 December 2013, the number of shares in respect of which options had been granted and remained outstanding under the 2002 Scheme was nil (2012: 300,000) representing 0% (2012: 0.01%) of the issued share capital of the Company at that date.

In 2012, the weighted average share price at the date of exercise price for share options exercised during the year was HK\$0.165.

The options outstanding as at 31 December 2012 had the weighted average exercise price of HK\$0.197 and weighted average remaining contractual life of 0.65 years.

2012 Scheme

The Company adopted the 2012 Scheme on 28 May 2012. The purpose of the 2012 Scheme is to provide incentives or rewards to the participants for their contribution to the Group and enable the Group to recruit and retain high calibre employees and attract human resources that are valuable to the Group and any companies in which the Group holds any equity interest. The 2012 Scheme will expire on the 10th anniversary of the date of adoption. Under the 2012 Scheme, the Board may at their discretion grant options to the following participants of the Company, its subsidiaries and any company in which the Group holds any equity interest, to subscribe for shares in the Company:

- (1) eligible employees, including Directors; or
- (2) suppliers or customers; or
- (3) any person or entity that provides research, development or other technological support; or
- (4) shareholders; or
- (5) employees, partners or directors of any business partners, joint venture partners, financial advisers and legal advisers.

Options granted to a Director, Chief Executive or substantial shareholder of the Company, or any of their respective associates, shall be approved by the INEDs (excluding any INED who is a grantee of the options).

32. 優先認股權計劃(續)

2002年計劃(續)

截至2013年12月31日止年度，概無優先認股權獲授出(2012年：無)或行使(2012年：8,750,000股)。

於2013年12月31日，有關根據2002年計劃授出但尚未行使之優先認股權之股份數目為零(2012年：300,000股)，佔本公司當日已發行股本之0%(2012年：0.01%)。

於2012年，年內行使優先認股權當日之行使價之加權平均股價為0.165港元。

於2012年12月31日尚未行使優先認股權之加權平均行使價為0.197港元，而加權平均餘下合約年期為0.65年。

2012年計劃

本公司於2012年5月28日採納2012年計劃。2012年計劃旨在激勵或獎勵對本集團有所貢獻之參與人士，同時使本集團可招攬及挽留能幹之僱員，並吸引重要人才為本集團及本集團持有任何股權之任何公司作出貢獻。2012年計劃將自採納日期起計第10週年屆滿。根據2012年計劃，董事會可酌情決定向以下與本公司、其附屬公司及本集團持有任何股權之任何公司有關之參與人士授予優先認股權，以認購本公司股份：

- (1) 合資格僱員，包括董事；或
- (2) 供應商或客戶；或
- (3) 提供研究、開發或其他技術支援之任何人士或公司；或
- (4) 股東；或
- (5) 任何業務合夥人、合營企業合夥人、財務顧問及法律顧問之任何僱員、合夥人或董事。

授出優先認股權予本公司董事、行政總裁或主要股東或彼等各自之任何聯繫人士，須獲獨立非執行董事(不包括身為優先認股權承授人之任何獨立非執行董事)之批准。

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32. SHARE OPTION SCHEMES (Continued)

2012 Scheme (Continued)

The total number of shares which may be issued upon exercise of all outstanding options granted under the 2012 Scheme and any other share option schemes of the Company must not exceed 30% of the issued share capital of the Company from time to time. The total number of shares which may be issued upon exercise of all options granted under the 2012 Scheme and any other share option schemes of the Company shall not, in aggregate, exceed 10% of the issued share capital of the Company at the adoption date of the 2012 Scheme without prior approval by the shareholders of the Company.

The total number of shares issued and to be issued upon exercise of the options granted to each participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the total issued share capital of the Company, without prior approval by the shareholders of the Company. Options granted to a substantial shareholder of the Company or an INED, or any of their respective associates, under the 2012 Scheme and any other share option schemes of the Company would result in the shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in any 12-month period in aggregate in excess of 0.1% of the Company's issued share capital and with an aggregate value, based on the closing price of the shares of the Company at the date of each grant, in excess of HK\$5 million must obtain prior approval from the shareholders of the Company.

Options granted must be taken up within 28 days of the date of grant upon payment of HK\$1 per each grant of options. The exercise period of the options granted under the 2012 Scheme shall be determined by the Board when such options are granted, provided that such period shall not end later than 6 years from the date of grant. The subscription price is determined by the Board and will not be lower than the higher of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets on the date of grant, and (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of grant, and (iii) the nominal value of a Company's share.

No share options were granted under 2012 Scheme.

32. 優先認股權計劃(續)

2012年計劃(續)

因行使2012年計劃及本公司任何其他優先認股權計劃項下所有尚未行使的優先認股權而可能將予發行的股份總數，不得超過本公司不時已發行股本之30%。如未經本公司股東事先批准，根據2012年計劃及本公司任何其他優先認股權計劃所授出的所有優先認股權獲行使時可予發行之股份總數合共不得超過本公司於2012年計劃採納日期已發行股本之10%。

如未經本公司股東事先批准，於任何12個月期間內向每名參與人士授出之優先認股權(包括已行使及尚未行使之優先認股權)涉及之已發行及將予發行之股份總數不得超過本公司已發行股本總數之1%。根據2012年計劃及本公司任何其他優先認股權計劃向一名本公司主要股東或獨立非執行董事或彼等各自之任何聯繫人士授出優先認股權，將導致於任何12個月期間內，因行使所有已向該人士授出及將予授出之所有優先認股權(包括已行使、已註銷及尚未行使之優先認股權)，而已發行及將予發行股份合共超過本公司已發行股本之0.1%，或按各授出日期本公司股份收市價，總值超過5,000,000港元，必須經本公司股東事先批准。

參與人士須於授出優先認股權日期起計28日內並就授出之每份優先認股權繳付1港元後接納。根據2012年計劃授出之優先認股權之行使期於授出時由董事會決定，惟不得遲於授出日期起計之6年後屆滿。認購價由董事會決定，惟不得低於下列三者中之最高者：(i)於授出日期本公司股份於聯交所日報表所載之收市價；及(ii)於緊接授出日期前5個交易日本公司股份於聯交所日報表所載之平均收市價；及(iii)本公司之股份面值。

根據2012年計劃並無授出優先認股權。

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32. SHARE OPTION SCHEMES (Continued)

The following table details and movements of the Company's share options granted under the 2002 Scheme held by employees (including directors) during the year:

2013

Date of grant 授出日期	Outstanding at 1 January 2013 於2013年 1月1日 尚未行使	Lapsed during the year 年內失效	Outstanding at 31 December 2013 於2013年 12月31日 尚未行使	Exercisable period 行使期	Exercise price 行使價 HK\$ 港元
9 August 2007 2007年8月9日	180,000	(180,000)	-	9 August 2007- 8 August 2013 2007年8月9日至 2013年8月8日	0.2130
25 September 2007 2007年9月25日	120,000	(120,000)	-	25 September 2007- 24 September 2013 2007年9月25日至 2013年9月24日	0.1740
Total 總計	300,000	(300,000)	-		

2012

Date of grant 授出日期	Outstanding at 1 January 2012 於2012年 1月1日 尚未行使	Exercise during the year 年內行使	Outstanding at 31 December 2012 於2012年 12月31日 尚未行使	Exercisable period 行使期	Exercise price 行使價 HK\$ 港元
11 June 2007 2007年6月11日	150,000	(150,000)	-	11 June 2007- 10 June 2013 2007年6月11日至 2013年6月10日	0.1667
9 August 2007 2007年8月9日	180,000	-	180,000	9 August 2007- 8 August 2013 2007年8月9日至 2013年8月8日	0.2130
25 September 2007 2007年9月25日	8,720,000	(8,600,000)	120,000	25 September 2007- 24 September 2013 2007年9月25日至 2013年9月24日	0.1740
Total 總計	9,050,000	(8,750,000)	300,000		

32. 優先認股權計劃(續)

下表載列於年內，本公司根據2002年計劃授出並由僱員(包括董事)所持優先認股權之詳情及變動：

2013年

Date of grant 授出日期	Outstanding at 1 January 2013 於2013年 1月1日 尚未行使	Lapsed during the year 年內失效	Outstanding at 31 December 2013 於2013年 12月31日 尚未行使	Exercisable period 行使期	Exercise price 行使價 HK\$ 港元
9 August 2007 2007年8月9日	180,000	(180,000)	-	9 August 2007- 8 August 2013 2007年8月9日至 2013年8月8日	0.2130
25 September 2007 2007年9月25日	120,000	(120,000)	-	25 September 2007- 24 September 2013 2007年9月25日至 2013年9月24日	0.1740
Total 總計	300,000	(300,000)	-		

2012年

Date of grant 授出日期	Outstanding at 1 January 2012 於2012年 1月1日 尚未行使	Exercise during the year 年內行使	Outstanding at 31 December 2012 於2012年 12月31日 尚未行使	Exercisable period 行使期	Exercise price 行使價 HK\$ 港元
11 June 2007 2007年6月11日	150,000	(150,000)	-	11 June 2007- 10 June 2013 2007年6月11日至 2013年6月10日	0.1667
9 August 2007 2007年8月9日	180,000	-	180,000	9 August 2007- 8 August 2013 2007年8月9日至 2013年8月8日	0.2130
25 September 2007 2007年9月25日	8,720,000	(8,600,000)	120,000	25 September 2007- 24 September 2013 2007年9月25日至 2013年9月24日	0.1740
Total 總計	9,050,000	(8,750,000)	300,000		

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32. SHARE OPTION SCHEMES (Continued)

Details of the share options held by the directors included in the above table are as follows:

2012 and 2013

Date of grant	Outstanding at 1 January 2012 於2012年1月1日尚未行使	Exercise during the year 年內行使	Outstanding at 31 December 2012 and 2013 於2012年及2013年12月31日尚未行使	Exercisable period 行使期	Exercise price 行使價 HK\$ 港元
September 25, 2007 2007年9月25日	7,400,000	(7,400,000)	-	September 25, 2007 - September 24, 2013 2007年9月25日至2013年9月24日	0.1740
Grand Total 總計	7,400,000	(7,400,000)	-	-	-

33. RETIREMENT BENEFITS SCHEMES

The relevant subsidiaries in Mainland China are required to make contributions to the state-managed retirement schemes in the PRC based on a specific percentage of the payroll costs of their current employees to fund the benefits. The employees are entitled to retirement pension calculated with reference to their basic salaries on retirement and their length of service in accordance with the relevant government regulations. The government in Mainland China is responsible for the pension liability to these retired staff.

In addition, the Group operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the scheme are held separately from those of the Group, in funds under the control of trustees. The Group and each employee employed in Hong Kong are required to make a contribution of 5% on the employees' monthly relevant income with a maximum monthly contribution of HK\$1,250 per month effective from 1 June 2012 (prior to 1 June 2012: HK\$1,000).

For subsidiaries other than in Hong Kong and Mainland China, contributions are made to the defined contribution schemes by the Group at rates specified on the rules of the schemes at the relevant jurisdiction.

The total cost of HK\$5,918,000 (2012: HK\$5,881,000) recognised to profit or loss represents contributions payable to these schemes by the Group during the year.

32. 優先認股權計劃(續)

上表所載由董事持有之優先認股權之詳情如下：

2012年及2013年

33. 退休福利計劃

中國內地相關附屬公司須根據彼等現時僱員之工資成本之指定百分比向中國之國家管理退休計劃作出供款，以為有關福利提供資金。根據相關政府法規，僱員有權享有參照其退休時基本薪金及其服務年限計算之退休金。中國內地政府負責向該等退休員工支付退休金。

此外，本集團為所有香港合資格僱員設立強制性公積金計劃。該計劃之資產乃以受託人控制下之基金與本集團之資產分開持有。本集團及受僱於香港之每名僱員須按僱員每月相關收入之5%作出供款，而最高每月供款為每月1,250港元，自2012年6月1日起生效(2012年6月1日之前：1,000港元)。

至於香港及中國內地以外之附屬公司，本集團乃按有關司法權區之計劃規則訂明之比率向定額供款計劃作出供款。

於損益內確認之總成本5,918,000港元(2012年：5,881,000港元)指就本集團年內應向該等計劃作出之供款。

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34. OPERATING LEASE COMMITMENTS

The Group as lessees

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

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Within one year	1年內	44,988	41,601
In the second to fifth year inclusive	第2年至第5年(包括首尾兩年)	81,081	67,271
After five years	5年以上	-	-
		126,069	108,872

Leases for rented premises are negotiated for terms of 2 to 10 years with fixed rental.

The Group as lessor

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

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Within one year	1年內	2,040	-

Lease for rented premise is negotiated for a term of 1 year with fixed rental.

34. 經營租賃承擔

本集團作為承租人

於報告期末，本集團就承租物業之不可撤銷經營租賃下之未來最低租金付款承擔期限如下：

	2013 HK\$'000 千港元	2012 HK\$'000 千港元
Within one year	44,988	41,601
In the second to fifth year inclusive	81,081	67,271
After five years	-	-
	126,069	108,872

承租物業之租賃期限乃商定為2至10年，租金固定不變。

本集團作為出租人

於報告期末，本集團就承租物業之不可撤銷經營租賃下之未來最低租金付款與租戶訂約之期限如下：

	2013 HK\$'000 千港元	2012 HK\$'000 千港元
Within one year	2,040	-

承租物業之租賃期限乃商定為1年，租金固定不變。

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35. PLEDGE OF ASSETS

At the end of the reporting period, the following assets of the Group were pledged to banks to secure the bank borrowings granted to the Group:

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Inventories	存貨	58,091	115,656
Properties held for sale	持作出售物業	–	30,070
Pledged bank deposits	已抵押銀行存款	73,247	151,603
Property, plant and equipment	物業、廠房及設備	–	27,336
Investment properties	投資物業	44,700	–
		176,038	324,665

At 31 December 2012, Wo Kee Hong Distribution Pte Ltd. (“WKHD”) and Wo Kee Hong Marketing Pte Ltd. (“WKHM”), both are the subsidiaries of the Company, have pledged its assets with carrying values of HK\$70,911,000 to certain banks to secure bank borrowings granted to the Group. WKHD and WKHM were disposed during the year ended 31 December 2013 as set out in Note 40.

36. MAJOR NON-CASH TRANSACTION

During the year ended 31 December 2012, the Group entered into finance lease arrangements in respect of assets with a total capital value at the inception of the leases of HK\$590,000.

35. 資產抵押

於報告期末，本集團以下資產已抵押予銀行，作為本集團獲授銀行借貸之擔保：

	2013 HK\$'000 千港元	2012 HK\$'000 千港元
於 2012 年 12 月 31 日，Wo Kee Hong Distribution Pte Ltd. (「WKHD」) 及 Wo Kee Hong Marketing Pte Ltd. (「WKHM」) (均為本公司之附屬公司) 已向若干銀行抵押其賬面值為 70,911,000 港元之資產，作為本集團獲授銀行借貸之擔保。如附註 40 所載，WKHD 及 WKHM 已於截至 2013 年 12 月 31 日止年度出售。	58,091	115,656
	–	30,070
	73,247	151,603
	–	27,336
	44,700	–
	176,038	324,665

36. 主要非現金交易

截至 2012 年 12 月 31 日止年度，本集團就於租賃開始時資本總值 590,000 港元之資產訂立融資租賃安排。

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37. RELATED PARTY TRANSACTIONS

Apart from the amount due to a related party as set out in note 27, the Group had entered the following significant transactions with its related companies and group companies:

	2013 HK\$'000 千港元	2012 HK\$'000 千港元
IT consultancy fee received from a related party (Note)	186	205

Note: During the years ended 31 December 2013 and 2012, the independent consultancy agreement entered into between AIL, an indirect subsidiary of the Company, and Mr. Michael Adamczyk, the son of Mr. Herbert Adamczyk who is a director of AIL and has resigned on 1 June 2012, in relation to the provision of professional consulting services in the area of information technology operation and organization strategy was renewed for a term annually.

Compensation of key management personnel

The remuneration of key management personnel of the Group during the year is as follows:

	2013 HK\$'000 千港元	2012 HK\$'000 千港元
Fees	605	751
Salaries and other benefits	10,477	11,692
Performance related incentive payments	2,995	2,700
Retirement benefit scheme contributions	74	68
	14,151	15,211

The remuneration of key management personnel is determined by the directors having regard to the performance of individuals and market trends.

37. 關聯人士交易

除附註27所載之應付一名關聯人士款項外，本集團已與其關聯公司及集團公司進行下列重大交易：

	2013 HK\$'000 千港元	2012 HK\$'000 千港元
IT consultancy fee received from a related party (Note)	186	205

附註：截至2013年及2012年12月31日止年度，本公司之間接附屬公司快意汽車與快意汽車董事夏德成先生（已於2012年6月1日辭任）之子Michael Adamczyk先生所訂立有關提供資訊科技運作及組織策略之專業顧問服務之獨立顧問協議乃每年重續一次。

主要管理人員之報酬

年內本集團主要管理人員之薪酬如下：

	2013 HK\$'000 千港元	2012 HK\$'000 千港元
Fees	605	751
Salaries and other benefits	10,477	11,692
Performance related incentive payments	2,995	2,700
Retirement benefit scheme contributions	74	68
	14,151	15,211

主要管理人員之薪酬乃由董事根據個別表現及市場趨勢而釐定。

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38. CAPITAL COMMITMENTS

	2013 HK\$'000 千港元	2012 HK\$'000 千港元
Capital expenditure in respect of the acquisition of property, plant and equipment contracted but not provided for		
就收購物業、廠房及設備已訂約但尚未撥備之資本支出		
	-	4,493

39. DIVIDEND

No dividend was paid or proposed during the year ended 31 December 2013 (2012: Nil), nor has any dividend been proposed since the end of the reporting period (2012: nil).

40. DISPOSAL OF SUBSIDIARIES

On 23 October 2013, the Company signed a disposal agreement with Victor Glory Holdings Limited (the "Purchaser"), to dispose the entire issued share capital of Wo Kee Hong (B.V.I.) Limited ("WKH (BVI)"), a wholly owned subsidiary of the Company, at a consideration of HK\$112,574,000. The disposal was completed on 30 December 2013. WKH (BVI) and its subsidiaries are principally engaged in the import, distribution and after-sales service of electrical appliances, distribution of fashion apparels and accessories and motor yacht and these operations were also discontinued accordingly.

The Purchaser is a company incorporated in the Cayman islands with limited liability which is wholly and beneficially owned by Dr. Richard Man Fai Lee, a substantial shareholder and an executive director as at 23 October 2013, who subsequently resigned as a director on 24 October 2013 and ceased to be substantial shareholder on 12 November 2013 after completion of the placing of his shares in the Company to independent places.

Upon the completion of the disposal, the properties of the Group are leased to the disposal group for a 12-month period at a monthly rent of HK\$170,000. The net loss on disposal of WKH (BVI) and its subsidiaries was as follows:

38. 資本承擔

39. 股息

於截至2013年12月31日止年度概無派付或擬派股息(2012年：無)，而自報告期末起亦無任何擬派股息(2012年：無)。

40. 出售附屬公司

於2013年10月23日，本公司與Victor Glory Holdings Limited(「買方」)簽訂出售協議，出售本公司之全資附屬公司Wo Kee Hong (B.V.I.) Limited(「WKH (BVI)」)之全部已發行股本，代價為112,574,000港元。出售事項已於2013年12月30日完成。WKH (BVI)及其附屬公司主要從事電器之進口、分銷及售後服務、時裝及配飾以及機動遊艇之分銷，而該等業務亦已於其後終止。

買方為一間於開曼群島註冊成立並由李文輝博士(於2013年10月23日為主要股東兼執行董事)全資及實益擁有之有限公司，李文輝博士其後於2013年10月24日辭任董事，並於2013年11月12日完成向獨立承配人配售其於本公司股份後不再身為主要股東。

於出售完成後，本集團之物業以月租170,000港元出租予已出售集團，為期12個月。出售WKH(BVI)及其附屬公司之淨虧損如下：

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40. DISPOSAL OF SUBSIDIARIES (Continued)

40. 出售附屬公司(續)

Analysis of assets and liabilities over which control was lost:

失去控制權之資產及負債分析：

		2013 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	9,733
Goodwill	商譽	67
Intangible assets	無形資產	5,400
Available-for-sale investments	可供出售投資	252
Deferred tax assets	遞延稅項資產	177
Inventories	存貨	74,104
Trade and other receivables	貿易及其他應收賬款	77,323
Loan receivables	應收貸款	6,086
Pledge bank deposits	已抵押銀行存款	62,251
Bank balances and cash	銀行結餘及現金	11,946
Tax payable	應付稅項	(16)
Other borrowing	其他借貸	(66,564)
Obligation under finance lease	融資租賃債務	(291)
Trade and other payables	貿易及其他應付賬款	(74,387)
Deferred tax liabilities	遞延稅項負債	(13)
		106,068
Non-controlling interests	非控股權益	3,632
Net assets disposed of	已出售資產淨值	109,700

Loss on disposal of subsidiaries:

出售附屬公司之虧損：

		2013 HK\$'000 千港元
Consideration received	已收代價	112,574
Net assets disposed of	已出售資產淨值	(109,700)
Realised gain on intra-group transactions	集團內公司間交易之可變現收益	669
Reclassification of cumulative translation reserve upon disposal of the subsidiaries to profit or loss	於出售附屬公司時重新分類累計匯兌儲備至損益	(2,865)
Direct transaction costs	直接交易成本	(1,210)
Loss on disposal	出售虧損	(532)

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40. DISPOSAL OF SUBSIDIARIES (Continued)

Net cash outflow arising on disposal at the date of:

		2013 HK\$'000 千港元
Total cash consideration received	已收總現金代價	112,574
Less: Bank balances and cash disposed of	減：已出售銀行結餘及現金	(11,946)
Less: Direct transaction costs	減：直接交易成本	(1,210)
		99,418

Loss on disposal of HK\$532,000 is included in loss from discontinued operations in the consolidated statement of profit or loss (see note 41) and the impact of WKH(BVI) and its subsidiaries on the Group's results and cash flows in the current and prior periods is disclosed in note 41.

41. DISCONTINUED OPERATIONS

As referred to Note 40, the loss for the year from discontinued operations is set out below. The comparative figures in the consolidated statement of profit or loss have been restated to re-present the Non-car Business as discontinued operations.

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Loss of Non-car Business for the year	本年度非汽車業務之虧損	(10,031)	(64,314)
Loss on disposal of Non-car Business (see note 40)	出售非汽車業務之虧損 (見附註40)	(532)	-
		(10,563)	(64,314)

40. 出售附屬公司(續)

於出售日產生之現金流出淨額：

出售虧損532,000港元已計入綜合損益表內來自已終止經營業務之虧損(見附註41)，而WKH(BVI)及其附屬公司於本期間及過往期間對本集團業績及現金流量之影響於附註41中披露。

41. 已終止經營業務

如附註40所述，本年度已終止經營業務之虧損載列如下。綜合損益表內之比較數字經已重列，以重新呈列非汽車業務為已終止經營業務。

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41. DISCONTINUED OPERATIONS (Continued)

The results of the discontinued operations included in the loss for the year are set out below.

41. 已終止經營業務(續)

計入本年度虧損之已終止經營業務之業績載列如下。

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Loss for the year from discontinued operations is analysed as follows:	本年度已終止經營業務之虧損分析如下：		
Revenue	收入	363,754	317,171
Cost of sales	銷售成本	(269,716)	(228,748)
Other income and expenses	其他收入及開支	5,181	3,584
Other gains and losses	其他收益及虧損	(8,301)	(44,674)
Selling and distribution costs	銷售及分銷成本	(47,795)	(48,110)
Administrative expenses	行政費用	(49,535)	(57,884)
Finance costs	財務成本	(3,312)	(5,233)
		(9,724)	(63,894)
Taxation	稅項	(307)	(420)
Loss for the year from discontinued operations	本年度已終止經營業務之虧損	(10,031)	(64,314)

The carrying amount of the assets and liabilities of the disposed subsidiaries are disclosed in note 40.

已出售附屬公司之資產及負債賬面值於附註40中披露。

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41. DISCONTINUED OPERATIONS (Continued)

41. 已終止經營業務(續)

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Loss for the year from discontinued operations have been arrived at after charging (crediting):	本年度已終止經營業務之虧損已扣除(計入)下列各項:		
Auditor's remuneration	核數師酬金	823	774
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	2,636	4,480
Staff costs:	僱員成本:		
Directors' emoluments	董事酬金	-	-
Salaries and allowances	薪金及津貼	36,698	39,924
Retirement benefits scheme contributions	退休福利計劃供款	3,206	2,985
		39,904	42,909
Cost of inventories recognised as expense	確認為開支之存貨成本	269,176	228,748
Allowance for inventories (included in cost of sales)	存貨撥備(包括在銷售成本)	1,504	6,330
Operating lease payments in respect of rented properties	租賃物業之經營租賃付款	11,713	11,166
Interest income (including in other income and expenses)	利息收入(包括在其他收入及開支)	(591)	(864)
Subsidies income for suppliers (including in other income and expenses)	供應商補貼收入(包括在其他收入及開支)	1,265	1,202
Impairment loss on goodwill	商譽減值虧損	-	27,256
Impairment loss on available-for-sale investment	可供出售投資減值虧損	-	9,300
Impairment losses on loan receivables	應收貸款減值虧損	-	8,104
Impairment on trade and other receivables, net	貿易及其他應收賬款減值淨額	6,219	7,758
Loss on disposal of properties held for sale/investment properties	出售持作出售物業/投資物業之虧損	1,627	838
Loss (gain) on disposal of property, plant and equipment	出售物業、廠房及設備之虧損(收益)	518	(8,358)
Cash flows from discontinued operations:	已終止經營業務之現金流量:		
Net cash flows used in operating activities	經營活動所用現金流量淨額	(9,698)	(11,097)
Net cash flows from investing activities	投資活動所得現金流量淨額	121,961	47,793
Net cash flows from (used in) financing activities	融資活動所得(所用)現金流量淨額	3,641	(23,620)

42. EVENT AFTER THE REPORTING PERIOD

42. 報告期後事項

On 7 March 2014, the Company entered into an agreement with a placing agent for a private placement to not less than six independent investors of 500,000,000 shares of HK\$0.02 each in the Company, at a price of HK\$0.125 per share.

The net proceeds from the placement of approximately HK\$60,830,000 will be used as general working capital of the Group. The placement was completed on 20 March 2014.

於2014年3月7日，本公司與一名配售代理訂立協議，以每股0.125港元之價格私人配售本公司500,000,000股每股0.02港元之股份予不少於6名獨立投資者。

配售所得款項淨額約60,830,000港元將用作本集團之一般營運資金。配售已於2014年3月20日完成。

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43. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY 43. 本公司主要附屬公司之詳情

Particulars of the Company's principal subsidiaries as at 31 December 2013 and 2012 are as follows:

本公司於2013年及2012年12月31日之主要附屬公司之詳情如下：

Name of company 公司名稱	Place of incorporation/ establishment/operations 註冊成立/成立/ 營運地點	Class of shares held 所持股份類別	Fully paid-up and issued/ registered capital 繳足及已發行/ 註冊資本	Proportion of nominal value of issued capital/registered capital held by the Company 本公司所持已發行 股本面值/註冊資本比例		Principal activities 主要業務
				2013 %	2012 %	
Corich Enterprises Inc.	British Virgin Islands 英屬處女群島	Ordinary 普通股	USD100 100美元	100	100	Investment holding 投資控股
Home Crown Enterprises Ltd.	British Virgin Islands 英屬處女群島	Ordinary 普通股	USD1 1美元	100	100	Investment holding 投資控股
Smart Apex Holdings Limited	British Virgin Islands 英屬處女群島	Ordinary 普通股	USD1 1美元	100	100	Investment holding 投資控股
China Premium Lifestyle Enterprise, Inc.	United States 美國	Common 普通股	USD122,672 122,672美元	49.8	49.8	Investment holding 投資控股
Wo Kee Hong (B.V.I.) Limited	British Virgin Islands 英屬處女群島	Ordinary 普通股	USD300 300美元	- ^{###}	100	Investment holding 投資控股
AIL 快意汽車	Hong Kong 香港	Ordinary 普通股	HK\$100,000 100,000港元	75.4 [#]	75.4 [#]	Trading of cars and related accessories and provision of car repairing services 買賣汽車及相關配件以及 提供汽車維修服務
Common Joy Limited 普熹有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1 1港元	- ^{###}	100 [#]	Property holding 物業持有
Dalian Auto Italia Car Trading Co., Ltd.## 大連快意汽車貿易有限公司##	Mainland China 中國內地	N/A 不適用	RMB5,000,000 5,000,000人民幣	75.4 [#]	75.4 [#]	Trading of cars 買賣汽車
Italian Motors (Sales & Service) Limited 勵駿汽車有限公司	Hong Kong 香港	Ordinary 普通股	HK\$600,000 600,000港元	75.4 [#]	75.4 [#]	Investment holding 投資控股
Noble Brand Investments Limited	Hong Kong	Ordinary	HK\$1	- ^{###}	90 [#]	Trading of yachts and accessories

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For the year ended 31 December 2013
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43. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued) 43. 本公司主要附屬公司之詳情(續)

Name of company 公司名稱	Place of incorporation/ establishment/operations 註冊成立/成立/ 營運地點	Class of shares held 所持股份類別	Fully paid-up and issued/ registered capital 繳足及已發行/ 註冊資本	Proportion of nominal value of issued capital/registered capital held by the Company 本公司所持已發行 股本面值/註冊資本比例		Principal activities 主要業務
				2013 %	2012 %	
力保派有限公司	香港	普通股	1港元			買賣遊艇及配件
One Timepieces Limited	Hong Kong 香港	Ordinary 普通股	HK\$12,000,000 12,000,000港元	- ^{###}	100 [#]	Trading, distribution and retail of fashion accessories 買賣、分銷及零售時尚配飾
Rise Champ Limited	Hong Kong 香港	Ordinary 普通股	HK\$1 1港元	100 [#]	100 [#]	Property holding 物業持有
Technorient Limited 勵安有限公司	Hong Kong 香港	Ordinary 普通股	HK\$46,168,700 46,168,700港元	75.4 [#]	75.4 [#]	Investment holding 投資控股
Wo Kee Administration Limited 和記管理有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1 1港元	- ^{###}	100 [#]	Treasury and administration 庫務及行政管理
Wo Kee Hong Distribution Pte Ltd	Singapore 新加坡	Ordinary 普通股	SGD4,500,000 4,500,000新加坡幣	- ^{###}	100 [#]	Distribution of home audio and car audio equipment and accessories 分銷家用音響及汽車音響設備 及配件
Wo Kee Hong Electronics Sdn Bhd	Malaysia 馬來西亞	Ordinary 普通股	MYR1,000,000 1,000,000馬幣	- ^{###}	100 [#]	Distribution of audio equipment 分銷影音設備
Wo Kee Hong Finance Limited 和記電業財務有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	- ^{###}	100 [#]	Finance and money lending 財務及借貸
Wo Kee Hong Limited 和記電業有限公司	Hong Kong 香港	Ordinary 普通股 Non-voting deferred 無投票權遞延股	HK\$2,000 2,000港元 HK\$10,000,000 10,000,000港元	- ^{###} - ^{###}	100 [#] -	Distribution of air-conditioning products, audio-visual equipment, car audio and other electrical appliances 分銷空調產品、影音設備、 汽車音響及其他電器

Notes to the Consolidated Financial Statements

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43. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued) 43. 本公司主要附屬公司之詳情 (續)

Name of company 公司名稱	Place of incorporation/ establishment/operations 註冊成立/成立/ 營運地點	Class of shares held 所持股份類別	Fully paid-up and issued/ registered capital 繳足及已發行/ 註冊資本	Proportion of nominal value of issued capital/registered capital held by the Company 本公司所持已發行 股本面值/註冊資本比例		Principal activities 主要業務
				2013 %	2012 %	
Wo Kee Hong Marketing Pte Ltd 新加坡	Singapore 新加坡	Ordinary 普通股	SGD6,200,000 6,200,000新加坡幣	- ^{###}	94.8 [#]	Distribution of air-conditioning products 分銷空調產品
Wo Kee Hong Trading Sdn Bhd	Malaysia 馬來西亞	Ordinary 普通股	MYR5,100,000 5,100,000馬幣	- ^{###}	100 [#]	Distribution of audio-visual equipment 分銷影音設備
上海新概念服飾有限公司 [#]	Mainland China 中國內地	N/A 不適用	USD3,000,000 3,000,000美元	- ^{###}	51.0 [#]	Distribution and retail of fashion apparels 分銷及零售時裝
南京快意汽車貿易有限公司 [#]	Mainland China 中國內地	N/A 不適用	RMB40,000,000 40,000,000人民幣	75.4 [#]	75.4 [#]	Trading of cars 買賣汽車
勵快駿投資諮詢(上海)有限公司 [#]	Mainland China 中國內地	N/A 不適用	HK\$1,000,000 1,000,000港元	75.4 [#]	75.4 [#]	Provision of pre-delivery inspection consultancy services of Ferrari and Maserati cars in Shanghai 於上海提供法拉利及瑪莎拉蒂汽車 交付前檢查諮詢服務
嘉寶萊貿易(深圳)有限公司	Mainland China 中國內地	N/A 不適用	RMB2,500,000 2,500,000人民幣	- ^{###}	100 [#]	Trading distribution and retail of fashion accessories 買賣、分銷及零售時尚配飾

[#] These entities are indirectly held by the Company.

^{##} These entities are wholly foreign owned enterprises registered in Mainland China.

^{###} These entities are wholly owned subsidiaries by Wo Kee Hong (B.V.I.) Limited, which are disposed of during the year ended 31 December 2013, details as disclosed in note 40.

[#] 該等實體乃由本公司間接持有。

^{##} 該等實體均為於中國內地註冊之外商獨資企業。

^{###} 該等實體均為Wo Kee Hong (B.V.I.) Limited之全資附屬公司，並於截至2013年12月31日止年度出售，詳情於附註40中披露。

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43. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

The above table lists the subsidiaries of the Group which, in the opinion of the directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

Except for the loan note issued by AIL as set out in note 27, none of the subsidiaries had issued any debt securities at the end of the reporting period.

44. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS

The table below shows details of non-wholly-owned subsidiaries of the Group that have material non-controlling interests:

Name of subsidiary 附屬公司名稱	Place of incorporation and principal place of business 註冊及主要營業地點	Proportion of ownership interests and voting rights held by non-controlling interests 非控股權益所持權益及投票權比例		Loss attributable to non-controlling interests 非控股權益應佔虧損		Accumulated non-controlling interests 累計非控股權益			
		2013	2012	2013	2012	2013	2012		
				HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元		
Technorient Limited	勵安有限公司	Hong Kong	香港	24.6%	24.6%	(7,444)	(2,492)	19,657	27,861
CPLY	CPLY	Hong Kong	香港	49.8%	49.8%	(739)	(804)	(10,939)	(10,200)
Individually immaterial subsidiaries with non-controlling interests	擁有非控股權益之個別不重大附屬公司							-	(9,581)
								8,718	8,080

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

43. 本公司主要附屬公司之詳情(續)

董事認為，上表載列對本集團業績或資產有重要影響之本集團附屬公司。如載列其他附屬公司詳情，董事則認為所佔用之篇幅將會過於冗長。

除附註27所載由快意汽車發行之貸款票據外，於報告期末概無附屬公司發行任何債務證券。

44. 擁有重大非控股權益之非全資附屬公司之詳情

下表載列本集團擁有重大非控股權益之非全資附屬公司：

以下載列本集團擁有重大非控股權益之各附屬公司之財務資料概要。下列財務資料概要指集團內公司間撇銷前金額。

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44. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (Continued)

44. 擁有重大非控股權益之非全資附屬公司之詳情(續)

(i) Technorient Limited and its subsidiaries

(i) 勵安有限公司及其附屬公司

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Current assets	流動資產	566,329	631,539
Non-current assets	非流動資產	95,423	88,219
Current liabilities	流動負債	(581,169)	(606,275)
Non-current liabilities	非流動負債	(223)	(372)
Equity attributable to owners of the Company	本公司擁有人應佔權益	60,703	85,250
Non-controlling interests	非控股權益	19,657	27,861
Revenue	收入	1,188,068	1,190,293
Expenses	開支	(1,217,731)	(1,200,423)
Loss for the year	本年度虧損	(29,663)	(10,130)
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(22,219)	(7,638)
Loss attributable to the non-controlling interests	非控股權益應佔虧損	(7,444)	(2,492)
Loss for the year	本年度虧損	(29,663)	(10,130)
Other comprehensive income attributable to owners of the Company	本公司擁有人應佔其他全面收益	(2,329)	(466)
Other comprehensive income attributable to the non-controlling interests	非控股權益應佔其他全面收益	(760)	(152)
Other comprehensive expense for the year	本年度其他全面開支	(3,089)	(618)
Total comprehensive expense attributable to owners of the Company	本公司擁有人應佔全面開支總額	(24,548)	(8,104)
Total comprehensive expense attributable to the non-controlling interests	非控股權益應佔全面開支總額	(8,204)	(2,644)
Total comprehensive income for the year	本年度全面收益總額	(32,752)	(10,748)
Dividends paid to non-controlling interests	向非控股權益支付股息	-	-
Net cash inflow (outflow) from operating activities	經營活動現金流入(流出)淨額	159,517	(55,098)
Net cash outflow from investing activities	投資活動現金流出淨額	(2,928)	(25,931)
Net cash (outflow) inflow from financing activities	融資活動現金(流出)流入淨額	(53,369)	90,166
Net cash inflow	現金流入淨額	103,220	9,137

Notes to the Consolidated Financial Statements

綜合財務報表附註

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截至 2013 年 12 月 31 日止年度

44. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (Continued)

44. 擁有重大非控股權益之非全資附屬公司之詳情(續)

(ii) CPLY and its subsidiary

(ii) CPLY及其附屬公司

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Current assets	流動資產	2	2
Non-current assets	非流動資產	19,733	19,733
Current liabilities	流動負債	(74,614)	(73,143)
Equity attributable to owners of the Company	本公司擁有人應佔權益	(43,940)	(43,208)
Non-controlling interests	非控股權益	(10,939)	(10,200)
Expenses and loss for the year	本年度開支及虧損	(1,471)	(1,602)
Loss and total comprehensive expense attributable to owners of the Company	本公司擁有人應佔虧損及全面開支總額	(732)	(798)
Loss and total comprehensive expense attributable to the non-controlling interests	非控股權益應佔虧損及全面開支總額	(739)	(804)
Loss and total comprehensive expense for the year	本年度虧損及全面開支總額	(1,471)	(1,602)
Dividends paid to non-controlling interests	向非控股權益支付股息	-	-
Net cash outflow from operating activities	經營活動現金流出淨額	(1,471)	(5,170)
Cash inflow from financing activities	融資活動現金流入	1,471	5,169
Net cash outflow	現金流出淨額	-	(1)

CPLY holds 49% equity interest in Technorient Limited of which the relevant interest is reflected in note 44(i) above.

CPLY持有勵安有限公司之49%股權，相關權益反映於上文附註44(i)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

Information about the statement of financial position of the Company at the end of the reporting period includes:

45. 有關本公司財務狀況表之資料

本公司於報告期末之財務狀況表之資料包括：

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	–	25
Unlisted investments in subsidiaries	附屬公司之非上市投資	9,227	279,875
Other receivables	其他應收賬款	538	3,857
Amounts due from group companies	應收集團公司款項	1,104	2,558
Bank balances and cash	銀行結餘及現金	107,613	2,125
Total assets	總資產	118,482	288,440
Other payables	其他應付賬款	3,929	3,222
Amount due to fellow subsidiaries	應付同系附屬公司款項	–	1,587
Amount due to a related company	應付一間關聯公司款項	–	441
Financial guarantee contracts	財務擔保合約	4,344	6,317
Total liabilities	總負債	8,273	11,567
Total net asset	總資產淨值	110,209	276,873
Share capital (note 31)	股本 (附註31)	59,189	59,189
Reserves (Note)	儲備 (附註)	51,020	217,684
Total equity	總權益	110,209	276,873

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綜合財務報表附註

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45. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

45. 有關本公司財務狀況表之資料(續)

Note:

附註：

Reserves of the Company

本公司儲備

		Share premium	Capital redemption reserve	Share option reserve	Other reserve	Accumulated losses	Total
		股份溢價	資本贖回儲備	優先認股權儲備	其他儲備	累計虧損	合計
		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 2011	於2011年1月1日	52,541	2,151	289	46,396	(64,441)	36,936
Profit and total comprehensive income for the year	本年度盈利及全面收益總額	-	-	-	-	117,882	117,882
Issue of new shares under placement (note 31)	根據配售發行新股份(附註31)	63,932	-	-	-	-	63,932
Issue of shares upon exercise of share options	於行使優先認股權時發行股份	1,617	-	(271)	-	-	1,346
Transaction costs attributable to issue of shares	發行股份應佔交易成本	(2,412)	-	-	-	-	(2,412)
At 31 December 2012	於2012年12月31日	115,678	2,151	18	46,396	53,441	217,684
Loss and total comprehensive expense for the year	本年度虧損及全面開支總額	-	-	-	-	(166,664)	(166,664)
Lapse of share options	優先認股權失效	-	-	(18)	-	18	-
At 31 December 2013	於2013年12月31日	115,678	2,151	-	46,396	(113,205)	51,020

Five-year Financial Summary

五年財務摘要

		2013 HK\$'000 千港元	2012 HK\$'000 千港元	2011 HK\$'000 千港元	2010 HK\$'000 千港元	2009 HK\$'000 千港元
			(restated) (重列)	(restated) (重列)	(restated) (重列)	(restated) (重列)
Results	業績					
Revenue from continuing operations	來自持續經營業務之收入	1,182,788	1,190,230	1,114,500	906,132	784,455
(Loss) profit for the year	本年度(虧損)盈利	(55,662)	(82,239)	(23,200)	21,399	(178,970)
Attributable to:	應佔：					
Owners of the Company	本公司擁有人	(48,042)	(79,270)	(25,422)	20,864	(169,005)
Non-controlling interests	非控股權益	(7,620)	(2,969)	2,222	535	(9,965)
		(55,662)	(82,239)	(23,200)	21,399	(178,970)
Assets and liabilities	資產及負債					
Total assets	總資產	692,679	912,795	938,851	794,759	729,253
Total liabilities	總負債	(535,095)	(721,958)	(740,358)	(595,242)	(562,743)
Net assets	資產淨值	157,584	190,837	198,493	199,517	166,510
Equity attributable to owners of the Company	本公司擁有人應佔權益	148,866	182,757	187,309	190,600	155,875
Non-controlling interests	非控股權益	8,718	8,080	11,184	8,917	10,635
Total equity	總權益	157,584	190,837	198,493	199,517	166,510

Schedule of Group Property

集團物業表

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INVESTMENT PROPERTY

投資物業

Address 地點	Existing use 現有用途	Category of lease 契約類別	Percentage held by the Group 本集團持有百分比
Workshops 01, 02, 03, 04, 05, 06 and 07 on twenty eighth floor and light goods vehicle parking space no. LGV-05 on podium level two of King Palace Plaza, No. 52A Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong 香港新界荃灣沙咀道52A號皇廷廣場28樓之第01、02、03、04、05、06及07號單位及平台第二層之第LGV-05號輕型貨車停車位	Commercial 商業	Medium-term lease 中期	100%



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