

Legendstrategy 栢濬國際

Stock Code 股份代號 1355



2013

Annual Report 年報

栢濬國際集團控股有限公司

Legend Strategy International Holdings Group Company Limited

(於開曼群島註冊成立的有限公司)

(a company incorporated in the Cayman Islands with limited liability)

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Corporate Information

公司資料

DIRECTORS

Executive Directors

Mr. Fong Man Kelvin
Ms. Fong Nga Peggy

Non-executive Director

Lord De Weyer of Cold Highham, Daniel Joannes Ludovicus

Independent Non-executive Directors

Dr. Wong Hak Kun Jerry
Mr. Wong Sui Chi Frankie
Mr. Frostick Stephen William
(appointed on 4 December 2013)
Mr. Liu Cheng Zhong
(appointed on 4 December 2013)
Mr. Tam Kwok Ming Banny
(resigned on 4 September 2013)
Mr. Tsoi Wing Sum
(resigned on 4 December 2013)

COMPANY SECRETARY

Mr. Kam Tik Lun (CPA, ACCA, LL.M (ICFL))
(redesignated to Chief Financial Officer on 4 September 2013)
Ms. Au Man Wai
(appointed on 4 September 2013)

COMPLIANCE OFFICER

Mr. Fong Man Kelvin

AUTHORISED REPRESENTATIVES

Mr. Fong Man Kelvin
Ms. Au Man Wai

AUDIT COMMITTEE

Mr. Wong Sui Chi Frankie (Chairman)
Dr. Wong Hak Kun Jerry
Mr. Frostick Stephen William
(appointed on 4 December 2013)
Mr. Liu Cheng Zhong
(appointed on 4 December 2013)
Mr. Tam Kwok Ming Banny
(resigned on 4 September 2013)
Mr. Tsoi Wing Sum
(resigned on 4 December 2013)

董事

執行董事

方文先生
巫曼因女士

非執行董事

戴偉仁 Cold Highham 勳爵

獨立非執行董事：

黃克勤博士
黃瑞熾先生
Frostick Stephen William 先生
(於二零一三年十二月四日獲委任)
劉承忠先生
(於二零一三年十二月四日獲委任)
譚國明先生
(於二零一三年九月四日辭任)
蔡榮森先生
(於二零一三年十二月四日辭任)

公司秘書

金迪倫先生 (CPA, ACCA, LL.M (ICFL))
(於二零一三年九月四日調任為財務總監)
歐敏慧女士
(於二零一三年九月四日獲委任)

合規主任

方文先生

授權代表

方文先生
歐敏慧女士

審核委員會

黃瑞熾先生 (主席)
黃克勤博士
Frostick Stephen William 先生
(於二零一三年十二月四日獲委任)
劉承忠先生
(於二零一三年十二月四日獲委任)
譚國明先生
(於二零一三年九月四日辭任)
蔡榮森先生
(於二零一三年十二月四日辭任)

NOMINATION COMMITTEE

Mr. Wong Sui Chi Frankie (*Chairman*)
Lord De Weyer of Cold Highham, Daniel Joannes Ludovicus
Dr. Wong Hak Kun Jerry
Mr. Frostick Stephen William
(appointed on 4 December 2013)
Mr. Liu Cheng Zhong
(appointed on 4 December 2013)
Mr. Tam Kwok Ming Banny
(resigned on 4 September 2013)
Mr. Tsoi Wing Sum
(resigned on 4 December 2013)

REMUNERATION COMMITTEE

Mr. Wong Sui Chi Frankie (*Chairman*)
Lord De Weyer of Cold Highham, Daniel Joannes Ludovicus
Dr. Wong Hak Kun Jerry
Mr. Frostick Stephen William
(appointed on 4 December 2013)
Mr. Liu Cheng Zhong
(appointed on 4 December 2013)
Mr. Tam Kwok Ming Banny
(resigned on 4 September 2013)
Mr. Tsoi Wing Sum
(resigned on 4 December 2013)

PRINCIPAL BANKERS

The PRC

Industrial Bank Co. Ltd.
Industrial and Commercial Bank of China

Hong Kong

The Hongkong and Shanghai Banking Corporation Limited
DBS Bank (Hong Kong) Ltd.

COMPLIANCE ADVISER

Quam Capital Limited

AUDITORS

PricewaterhouseCoopers
Certified Public Accountants

REGISTERED OFFICE

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

提名委員會

黃瑞熾先生 (*主席*)
戴偉仁 Cold Highham 勳爵
黃克勤博士
Frostick Stephen William 先生
(於二零一三年十二月四日獲委任)
劉承忠先生
(於二零一三年十二月四日獲委任)
譚國明先生
(於二零一三年九月四日辭任)
蔡榮森先生
(於二零一三年十二月四日辭任)

薪酬委員會

黃瑞熾先生 (*主席*)
戴偉仁 Cold Highham 勳爵
黃克勤博士
Frostick Stephen William 先生
(於二零一三年十二月四日獲委任)
劉承忠先生
(於二零一三年十二月四日獲委任)
譚國明先生
(於二零一三年九月四日辭任)
蔡榮森先生
(於二零一三年十二月四日辭任)

主要往來銀行

中國

興業銀行
中國工商銀行

香港

香港上海滙豐銀行有限公司
星展銀行(香港)有限公司

合規顧問

華富嘉洛企業融資有限公司

核數師

羅兵咸永道會計師事務所
執業會計師

註冊辦事處

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

Corporate Information

公司資料

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 1303 13th Floor
Tai Tung Building
8 Fleming Road
Wanchai
Hong Kong

HEADQUARTERS

Room 811-812 West Building
Haian Towers
Commercial and Cultural Centre
Nanshan District
Shenzhen
The PRC

THE CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Codan Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited
18th Floor, Fook Lee Commercial Centre
Town Place
33 Lockhart Road
Wanchai
Hong Kong

COMPANY'S WEBSITE

www.legendstrategy.com
www.welcomeinn.com.cn

STOCK CODE

01355

香港主要營業地點

香港
灣仔
菲林明道8號
大同大廈
13樓1303室

總部

中國
深圳
南山區
商業文化中心區
海岸城
西座寫字樓811-812室

於開曼群島的主要股份過戶及登記處

Codan Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

香港股份過戶登記分處

聯合證券登記有限公司
香港
灣仔
洛克道33號
中央廣場
福利商業中心18樓

公司網站

www.legendstrategy.com
www.welcomeinn.com.cn

股份代號

01355

Chairman's Statement

主席報告

On behalf of the Board of Directors (the "Board") of Legend Strategy International Holdings Group Company Limited (the "Group"), I am pleased to present the annual results of the Group for the year ended 31 December 2013.

BUSINESS AND FINANCIAL REVIEW

The Group is principally engaged in operating budget hip hotels, providing hotel consultancy services and hotel management services in the PRC.

During the year under review, the world was still under threat of economic recession. Even the European sovereign-debt crisis was smoothed over some measures implemented by European Union, the Western countries were still struggling in finding ways to steer their economies back to the path of recovery. On the other hand, China is gearing up for an investment spree, such as stimulating infrastructure spending and domestic consumption, to counter a global slowdown and shore up a faltering domestic economy. Against this backdrop, corporations were generally cautious in expanding their scale of operation.

For the past financial year, the Group recorded a consolidated loss of HK\$7,253,777 for the year ended 31 December 2013, as compared with a net profit of HK\$32,871,668 recorded for the same period of last financial year. The consolidated loss for the year was mainly due to the decrease of revenues generated from the provision of hotel consultancy services in second half of year 2013.

The Group has been successfully transferred listing from the Growth Enterprise Market to the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 21 August 2013. The Board believes that the transfer of listing will enhance the profile of the Company and increase the trading liquidity of the Shares. The Board considers that the transfer of listing will be beneficial to the future growth and business development of the Group as well as its financing flexibility.

本人謹代表枋濟國際集團控股有限公司（「本集團」）董事會（「董事會」）欣然呈報本集團截至二零一三年十二月三十一日止年度之全年業績。

業務及財務回顧

本集團主要於中國從事經濟型新派酒店經營及提供酒店顧問與酒店管理服務。

於回顧年度內，全球仍然受到經濟衰退的威脅。儘管歐盟實施的一些措施令歐洲主權債務危機有所紓緩，惟西方國家仍在探索使其經濟重回升軌的方法。另一方面，中國正加大投資熱潮（如刺激基建支出及內需）以應對全球經濟放緩及提振步履蹣跚的國內經濟。在此背景下，各公司於擴大營運規模方面普遍保持審慎態度。

於過去一個財政年度，本集團錄得截至二零一三年十二月三十一日止年度綜合虧損7,253,777港元，而上一財政年度同期則錄得淨溢利32,871,668港元。本年度綜合虧損主要由於二零一三年下半年來自提供酒店顧問服務之收益減少。

本集團已於二零一三年八月二十一日成功由香港聯合交易所有限公司（「聯交所」）創業板轉往主板。董事會相信轉板上市將提升本公司之形象及增加股份之交易流通量。董事會認為轉板上市將有利於本集團日後之增長及業務發展以及其財務靈活性。

Chairman's Statement

主席報告

PROSPECT

The global economy still faces great challenges. While the momentum for European and US economic recovery is yet to be restored, China also announced a GDP growth target lower than before, implying decelerated investments in certain spheres in China's economy. However, under The State Council's 12th Five-Year Plan, China identified seven strategic emerging industries to ensure a fast and stable economic growth. Therefore, China is still playing a dominant role on the world's stage.

In the light of a likely economic downturn, the low cost hotel accommodation sector will be relatively less affected hence the Group's revenue would be expected to remain stable or increase. In addition, the overall income will be remained stable or improved upon completion of five new leased and operating hotels in the PRC in the second half of 2014. The Group will concentrate more on looking for different locations and cooperate with different parties to expand our hotel network in the coming years.

The Directors are always optimistic about the future development of the Group's business and will continue to implement the well-established business strategies to explore business opportunities to bring outstanding return to shareholders.

APPRECIATIONS

Finally, I would like to take this opportunity to thank all our staff for their dedication and professionalism in striving to achieve our goals. Our sincere gratitude also goes to our shareholders, customers and business partners for their support. I am proud to be working alongside them to both achieve sustainable growth in our business and realize the best returns for our shareholders.

Fong Man Kelvin

Chairman and Executive Director

28 March 2014

展望

全球經濟仍面臨巨大挑戰。歐洲及美國經濟復甦動力尚未恢復，中國亦公佈低於以往的國內生產總值增長目標，意味著中國經濟若干領域之投資放緩。然而，根據國務院的「十二五」規劃，中國確定了七個戰略性新興產業，以確保經濟的快速穩定增長。因此，中國仍在世界舞台上扮演重要角色。

鑒於經濟或會低迷，低成本的酒店住宿行業受到的影響相對較小，因此，預期本集團的收益將保持穩定或有所增加。此外，二零一四年下半年位於中國的五間新租賃經營酒店落成後，整體收入將維持穩定或有所改善。於未來數年，本集團將更加專注物色不同地段及與多方合作擴展我們的酒店網絡。

董事對本集團業務的未來發展一直持樂觀態度，並將繼續實施經深思熟慮的業務策略以拓展商機，為股東帶來豐厚回報。

致謝

最後，本人謹此感謝全體員工於實現本集團目標過程中的盡職盡責及所展現的專業精神。同時，亦衷心感謝我們的股東、客戶及業務夥伴對本集團的支持。能夠和各位共同為實現本集團業務持續增長及為股東創造最佳回報而努力，本人引以自豪。

主席兼執行董事

方文

二零一四年三月二十八日

Financial Highlights

財務摘要



		Year ended 31st December 截至十二月三十一日止年度			
		2013 二零一三年	2012 二零一二年	2011 二零一一年	2010 二零一零年
Operating Performance 經營業務表現					
Revenue	收益	57,968,906	91,155,199	69,592,354	37,317,993
Operating profit	營運溢利	1,246,694	44,748,676	31,509,005	13,606,109
Profit/(loss) attributable to:	以下人士應佔				
	溢利/(虧損) :				
Owners of Company	本公司擁有人	(7,253,777)	32,871,668	21,264,683	9,185,202
Non-controlling interest	非控制性權益	—	—	—	364,329
Net cash generated from/ (used in) operating activities	經營業務所得/ (所用)之現金淨額	57,800,624	28,756,392	(6,296,456)	15,055,682
Earnings/(loss) per share – basic	每股盈利/(虧損) – 基本	HK\$(3.99) cents 港仙	HK\$18.26 cents 港仙	HK\$13.63 cents 港仙	HK\$6.80 cents 港仙
Financial Position 財務狀況					
Borrowing	借貸	858,945	30,706,458	1,690,842	—
Net current assets/(liabilities)	流動資產/(負債)淨值	445,484	58,179,343	31,899,447	(8,676,685)
Shareholders' equity	股東權益	150,469,989	119,065,005	85,541,414	15,285,116
Net assets per share	每股資產淨值	HK\$70 cents 港仙	HK\$66 cents 港仙	HK\$55 cents 港仙	HK\$11 cents 港仙
Capital expenditure	資本開支	25,351,204	15,564,155	10,933,888	171,694
Key Ratios and Data 主要比率及數據					
Profit/(loss) margin	邊際溢利/(虧損)	(12.51)%	36.06%	30.6%	25.6%
Current ratio	流動比率	1.01 times 倍	3.49 times 倍	2.87 times 倍	0.35 times 倍
Return on equity	股本回報	(4.82)%	27.6%	24.9%	62.5%

Management Discussion and Analysis

管理層討論及分析

BUSINESS AND OPERATIONAL REVIEW

The Group is principally engaged in operating budget hip hotels providing hotel consultancy services and hotel management services in the PRC.

Hotel Operation

For the financial year ended 31 December 2013, the Group has four leased-and-operated hotels and three managed hotels under operation. The Group closed down a hotel in Caitian in the PRC due to an early termination of a lease contract by the landlord and recorded a compensation of early termination from the landlord in 2013. During the whole year of 2013, the Group has three new hotels under constructions; there are another two new hotels starting development in 2014, all of these hotels are expected to commence operation in 2014.

The Group continues to focus its strategy on delivering values to budget-conscious hotel guests, such values included stylish design, cleanliness, comfort, friendly service, geographical convenience and safety. The Group develops its hotel through leasing part of existing commercial buildings and converting them into hotel accommodations.

Future Development and Outlook for Hotel Operation

In August 2012, the Group confirmed a location in the North of Xiachong Fairground, Daya Bay district, Huizhou City, Guangdong Province, the PRC, to develop a new leased-and-operated hotel (the “**Xiachong Hotel**”). The leasing period is ten years which started from September 2012. The renovation work for Xiachong Hotel has started in the fourth quarter of 2012. The Xiachong Hotel was expected to finish refurbishment in 2013 but due to the changing of the construction and floor plan, the commencement of operation will be delayed until the second half of 2014.

In July 2012, the Group confirmed a location in the Huicheng district, Huizhou City, Guangdong Province, the PRC, to develop a leased-and-operated hotel (the “**Huizhou Hotel**”). The renovation work for Huizhou Binjiang Hotel started in December 2012 and is expected that the Huizhou Binjiang Hotel can commence operation in the second half of 2014.

業務及營運回顧

本集團主要於中國從事經濟型新派酒店經營及提供酒店顧問及酒店管理服務。

酒店營運

截至二零一三年十二月三十一日止財政年度，本集團擁有四家營運中的租賃經營酒店及三家營運中的管理酒店。於二零一三年，由於業主提前終止租約，本集團關閉一間位於彩田區的酒店，並已收到業主就提前終止租約而支付之賠償金。於二零一三年全年，本集團有三間在建的新酒店；另有兩間新酒店將於二零一四年動工，所有該等酒店預期將於二零一四年開業。

本集團繼續專注為賓客提供具價格吸引力的優質酒店服務，包括時尚設計、整潔舒適的房間、友善服務以及方便安全的環境。本集團以租賃現有商業樓宇的部分樓層然後改建成酒店住房的方式，發展其酒店業務。

未來發展及酒店營運的前景

於二零一二年八月，本集團確定將於中國廣東省惠州市大亞灣霞涌區北側發展一家新租賃經營酒店（「**霞涌酒店**」）。租期為自二零一二年九月起計十年。霞涌酒店的裝修工程已於二零一二年第四季度開始。霞涌酒店預期於二零一三年完成翻新工程，但由於建築規劃及圖則變動，開業時間將推遲至二零一四年下半年。

於二零一二年七月，本集團確定將於中國廣東省惠州市惠城區發展一家租賃經營酒店（「**惠州酒店**」）。惠州濱江酒店的裝修工程已於二零一二年十二月開始，預期惠州濱江酒店將於二零一四年下半年開業。



In March 2012, the Group had identified two locations in Meilin, Futian district and Shekou, Nanshan district respectively in Shenzhen City, Guangdong Province, the PRC to develop two leased-and-operated hotels (the “**Meilin Hotel**” and the “**Shekou Hotel**” respectively). However during the starting of construction and renovation, the Group discovered that these two premises may not be the best locations to operate the hotel business so the Group had changed the location from Meilin and Shekou district to Changan (長安鎮), Dongguan City, Guangdong Province, the PRC. The renovation work of both hotels in Changan are expected to be completed in the fourth quarter of 2014.

In December 2012, the Group confirmed a location in Changping district, Dongguan City, Guangdong Province, the PRC to develop a leased-and-operated hotel (the “**Changping Hotel**”). The Group expects refurbishment work to be completed in June 2014 and the Changping Hotel to commence operation within third quarter of 2014.

On 27 January 2014, the Company entered into a memorandum of understanding (“**MOU**”) with Vanli Holdings Company Limited (萬力控股有限公司) (the “**Developer**”), a property developer in the PRC in relation to a proposed business cooperation (the “**Proposed Business Cooperation**”) in developing or operating not less than 50 budget hotels in the wholesale markets, multi-functional commercial complexes and shopping malls which are currently developed by the Developer in the PRC.

The Group plans to continue to expand its network in the PRC, in particular, the Guangdong Province in the next two to three years. The Directors believe that the continuous growth of the demand of budget boutique hotels in the PRC will provide business opportunities to the Group to expand its businesses across these cities.

Hotel Consultancy Services

For the financial year ended 31 December 2013, the Group had entered into 7 hotel consultancy agreements with 2 investors for the provision of hotel consultancy services. These investors are independent third parties who are not connected with the Group other than entering into the hotel consultancy agreements with the Group.

Outlook for Hotel Consultancy Services

The Group is currently implementing a branding strategy to refresh and streamline its brand to better appeal to its target market segments and to serve as a platform for its expansion into the consultancy business. The Directors believe that the successful track record of the Group's hotels is one of the reasons that attract hotel investors.

於二零一二年三月，本集團已分別於中國廣東省深圳市福田區梅林及南山區蛇口挑選出兩個地段，以發展兩家租賃經營酒店（分別為「**梅林酒店**」及「**蛇口酒店**」）。然而，在建築及裝修工程動工時，本集團發現該兩處物業可能不是經營酒店業務的最佳地點，故本集團已將選址由梅林及蛇口區改為廣東省東莞市長安鎮。長安鎮的兩間酒店的裝修工程預期將於二零一四年第四季度完工。

於二零一二年十二月，本集團確定將於中國廣東省東莞市常平區發展一家租賃經營酒店（「**常平酒店**」）。本集團預期翻新工程將於二零一四年六月完工，且常平酒店將於二零一四年第三季度開業。

於二零一四年一月二十七日，本公司與中國房地產開發商萬力控股有限公司（「**該開發商**」）訂立諒解備忘錄（「**諒解備忘錄**」），內容有關與該開發商就開發或經營其目前在中國開發的不少於50間批發市場經濟型酒店、多功能商業綜合大樓以及購物商場進行建議商業合作（「**建議商業合作**」）。

本集團計劃於未來兩至三年繼續擴大其於中國的業務網絡，特別是廣東省。董事相信，隨著中國經濟型精品酒店的需求持續增長，將為本集團於該等城市擴展業務提供契機。

酒店顧問服務

截至二零一三年十二月三十一日止財政年度，本集團已就提供酒店顧問服務與兩名投資者訂立七項酒店顧問協議。此等投資者均為獨立第三方，除與本集團簽訂酒店顧問協議以外，與本集團概無任何關連。

酒店顧問服務的前景

為了更好地迎合目標市場分部，本集團正在推行能更新及精簡其品牌之品牌策略，同時以此作為擴展顧問業務之平台。董事相信，本集團旗下酒店成功的往績記錄是吸引酒店投資者的因素之一。

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管理層討論及分析

FINANCIAL REVIEW

The Group has recorded a net loss attributable to owners for the year ended 31 December 2013 of the Company approximately HK\$7.3 million, representing a year-on-year decrease of approximately HK\$40.2 million or 122.9% compared to a net profit attributable to owners of the Company of approximately HK\$32.9 million for year ended 31 December 2012 (the “**Last Year**”).

The net loss for the year was mainly due to the decrease in revenues generated from the provision of hotel consultancy services in second half of year 2013.

The reason of the decrease in revenues is the economic slowdown in the PRC causes the investors to be more conservative in the hotel accommodation sector and affected the revenue of the Group’s hotel consultancy services.

Revenue

The Group reported a total revenue of approximately HK\$58.0 million (2012: approximately HK\$91.2 million) and recorded a year-on-year decrease of approximately HK\$33.2 million or 36% from the Last Year. Revenue mainly came from the hotel consultancy services of approximately HK\$24.6 million, representing approximately 42% of total revenue. It decreased approximately 58% or HK\$33.6 million from approximately HK\$58.2 million in the last year. The following table shows the key information of each of the Group’s leased-and-operated hotels for the years ended 31 December 2013 and 2012:

財務回顧

本集團於截至二零一三年十二月三十一日止年度錄得本公司擁有人應佔虧損淨額約7,300,000港元，較截至二零一二年十二月三十一日止年度（「**上年度**」）的本公司擁有人應佔淨溢利約32,900,000港元按年減少約40,200,000港元，減幅為122.9%。

本年度淨虧損主要由於二零一三年下半年來自提供酒店顧問服務之收益減少所致。

而收益減少原因是中國經濟放緩導致投資者對酒店住宿行業持審慎態度，並影響了本集團的酒店顧問服務收入。

收入

本集團錄得總收入約58,000,000港元（二零一二年：約91,200,000港元），較上年度按年減少約33,200,000港元，減幅為36%。收入主要源於酒店顧問服務約為24,600,000港元，佔總收入約42%。該收入較上年度約58,200,000港元減少約58%或33,600,000港元。下表載列本集團截至二零一三年及二零一二年十二月三十一日止年度各租賃經營酒店的主要資料：

		Year ended 31 December 截至十二月三十一日止年度		
		2013 二零一三年	2012 二零一二年	% change 百分比變動
Total	總計			
Total available room nights	總可出租客房晚數	136,315	146,749	(7.11%)
Occupancy	入住率	88.7%	83.0%	6.87%
ARR (RMB)*	平均房租(人民幣)*	183.7	185.2	(0.81%)
RevPAR (RMB) [Ⓔ]	平均每間客房收入(人民幣) [Ⓔ]	162.9	153.7	5.99%

* ARR: the average room revenue of all hotels divided by the total occupied room nights

* 平均房租：所有酒店的平均客房收入除以總出租客房晚數

[Ⓔ] RevPAR: the average room revenue of all hotels divided by the total available room nights

[Ⓔ] 平均每間客房收入：所有酒店的平均客房收入除以總可出租客房晚數

Operating Costs

The total operating costs increased by HK\$12.3 million, or approximately 26.5%, from HK\$46.4 million for the Last Year to HK\$58.7 million for the year ended 31 December 2013. The following table shows the total operating costs for the years ended 31 December 2013 and 2012:

		Year ended 31 December 截至十二月三十一日止年度		
		HK\$ 港元 2013 二零一三年	HK\$ 港元 2012 二零一二年	% change 百分比變動
Operating lease expenses	經營租賃開支	14,822,036	11,584,821	27.94%
Depreciation of property, plant and equipment	物業、廠房 及設備折舊	7,389,933	7,959,800	(7.16%)
Employee benefit expenses	僱員福利開支	16,827,186	9,845,335	70.92%
Utilities	公用設施	1,799,710	1,893,741	(4.97%)
Other operating expenses	其他經營開支	17,863,871	15,122,826	18.13%
		58,702,736	46,406,523	26.50%

Liquidity, Financial Resources and Capital Structure

The Group generally finances its daily operations from internally generated cash flows. As at 31 December 2013, the Group had bank balances and cash of approximately HK\$19.6 million (2012: approximately HK\$27.9 million). Gearing ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including "current and non-current borrowings" as shown in the consolidated statement of financial position) less cash and cash equivalents. Total capital is calculated as "equity" as shown in the consolidated statement of financial position plus net debt. The gearing ratio for the year ended 31 December 2013 is nil (2012: 2.3%). The Group was in net cash position as at 31 December 2013.

Significant Changes to Financial Position

The debtors' turnover days for the financial year ended 31 December 2013 was 69 days (2012: 199 days). It decreased by 130 days as a result of faster collection of trade debtor balance for the consultancy services in 2013.

For hotel operations, the majority of the customers of the Group pay by cash upon hotel room checkout. As a result, the trade debtors balance was immaterial compared with the revenue. The Group expects the customer payment pattern to be consistent in the future.

經營成本

截至二零一三年十二月三十一日止年度，總經營成本由上年度的46,400,000港元，上升12,300,000港元至58,700,000港元，升幅約為26.5%。截至二零一三年及二零一二年十二月三十一日止年度的總經營成本載列如下：

		Year ended 31 December 截至十二月三十一日止年度		
		HK\$ 港元 2013 二零一三年	HK\$ 港元 2012 二零一二年	% change 百分比變動
Operating lease expenses	經營租賃開支	14,822,036	11,584,821	27.94%
Depreciation of property, plant and equipment	物業、廠房 及設備折舊	7,389,933	7,959,800	(7.16%)
Employee benefit expenses	僱員福利開支	16,827,186	9,845,335	70.92%
Utilities	公用設施	1,799,710	1,893,741	(4.97%)
Other operating expenses	其他經營開支	17,863,871	15,122,826	18.13%
		58,702,736	46,406,523	26.50%

流動資金、財務資源及資本結構

本集團一般以內部產生的現金流量作為日常經營業務之資金。於二零一三年十二月三十一日，本集團的銀行結餘及現金約為19,600,000港元（二零一二年：約27,900,000港元）。資本負債比率乃以負債淨額除以總資本計算。負債淨額乃按總借貸（包括綜合財務狀況表所列示的「流動及非流動借貸」）減現金及現金等價物計算。總資本乃按綜合財務狀況表所列示的「權益」加負債淨額計算。截至二零一三年十二月三十一日止年度，資產負債比率為零（二零一二年：2.3%）。本集團於二零一三年十二月三十一日處於淨現金狀況。

財務狀況之重大變動

截至二零一三年十二月三十一日止財政年度之應收賬款周轉天數為69天（二零一二年：199天）。二零一三年應收賬款周轉天數下降130天乃由於顧問服務的應收貿易賬款收款速度加快所致。

就酒店經營業務而言，本集團大部分客戶在酒店退房結賬時以現金支付。因此，應收貿易賬款結餘較收入而言甚微。本集團預期，日後之客戶付款方式將會一致。

Management Discussion and Analysis

管理層討論及分析

For hotel consultancy services, the trade debtors balance was HK\$7.6 million as of 31 December 2013. Approximately HK\$1.3 million of the outstanding trade debtor balance for the consultancy services as at 31 December 2013 were settled in the first quarter of 2014 subsequently. The trade debtors balance is expected to be fully settled in 2014 based on the repayment schedule as agreed with the customer.

For hotel management services, the payment term is quarterly settlement after the end of every quarter. Approximately HK\$0.6 million of the outstanding trade debtors balance for the management services as at 31 December 2013 were settled in the first quarter of 2014 subsequently. The Directors were confident on the recoverability of the remaining outstanding trade debtors balances.

Capital Structure

In 2013, the Company has issued and allotted a total of 36,000,000 new ordinary shares as conversion shares at conversion price of HK\$0.85 each. Save for the issue of new ordinary shares by conversion of convertible notes, there was no material change in the capital structure of the Group during the year ended 31 December 2013. The total number of the issued shares of the Company was 216,500,001 as at 31 December 2013.

Details of the movements of the convertible notes during the year are set out in Note 21 to the consolidated financial statements.

Foreign Exchange Exposure

Majority of the assets and liabilities of the Group were denominated in Renminbi and Hong Kong dollars. As at 31 December 2013, the Group had no significant exposure under foreign exchange contracts, interest, currency swaps or other financial derivatives.

Significant Investment

For the year ended 31 December 2013, other than those investment in construction of new hotels and joint ventures, there was no significant investment made by the Group (2012: nil).

Material Acquisitions or Disposals

For the year ended 31 December 2013, there were no material acquisitions or disposal of subsidiaries and affiliated companies by the Group.

Charges on Assets

As at 31 December 2013, the Group did not have any charges on its assets.

就酒店顧問服務而言，截至二零一三年十二月三十一日之應收貿易賬款結餘為7,600,000港元。於二零一三年十二月三十一日之約1,300,000港元顧問服務未償還應收賬款結餘隨後於二零一四年第一季度結清。應收貿易賬款結餘預期將根據與客戶協定的還款計劃於二零一四年內全數付清。

就酒店管理服務而言，有關付款將於每個季度末之後按季結算。於二零一三年十二月三十一日未償還之管理服務應收貿易賬款結餘約600,000港元已隨後於二零一四年第一季度付清。董事相信餘下之未償還應收貿易賬款結餘將可收回。

資本結構

於二零一三年，本公司已發行及配發合共36,000,000股新普通股作為兌換股份，每股兌換價為0.85港元。除透過兌換可換股票據發行新普通股外，於截至二零一三年十二月三十一日止年度，本集團之資本結構並無重大變化。於二零一三年十二月三十一日，本公司之已發行股份總數為216,500,001股。

本年度可換股票據變動的詳情載於綜合財務報表附注21。

外匯風險

本集團大部分資產及負債均以人民幣及港元計值。於二零一三年十二月三十一日，本集團概無因外匯合約、利率、貨幣掉期或其他金融衍生工具而面臨任何重大風險。

重大投資

截至二零一三年十二月三十一日止年度，除於建設新酒店及於合資公司的投資外，本集團並無作出任何重大投資（二零一二年：無）。

重大收購或出售

截至二零一三年十二月三十一日止年度，本集團概無進行附屬公司及聯屬公司之重大收購或出售。

資產抵押

於二零一三年十二月三十一日，本集團並無任何資產抵押。

Capital Commitments and Contingent Liabilities

As at 31 December 2013, the Group had total capital commitments of approximately HK\$38.2 million primarily related to the development and construction of new leased-and-operated hotels in the PRC. As at 31 December 2013, the Group did not have any material contingent liabilities.

Employees and Remuneration Policies

The Group had 128 employees (2012: 128) as at 31 December 2013. The Group's remuneration practices are in line with the prevailing market practice and are determined on the basis of performance, qualification and experience of individual employee.

Operating Lease Commitments

As at 31 December 2013, the Group had total operating lease commitments of approximately HK\$130 million (2012: HK\$148.5 million). The operating lease commitments are mainly related to the rental of hotels premises for hotel operation.

Dividends

The Directors do not recommend payment of any dividend in respect of the year ended 31 December 2013.

Use of Proceeds in Fund Raising Activities

On 20 September 2012, the Company entered into the placing agreement with the Emperor Securities Limited (the "Placing Agent"), pursuant to which the Placing Agent has conditionally agreed to procure, on a best effort basis, not less than six independent placees to subscribe in cash for the Convertible Notes of up to an aggregate principal amount of HK\$30,600,000 with the conversion price at HK\$0.85 per conversion share (the "Placing"). The Placing was completed on 12 October 2012. The proceeds raised would be applied as general working capital and future business development for the Group in the PRC.

The following is a summary of the use of proceeds for the amount of HK\$30,600,000 after the placing of the convertible notes.

資本承擔及或然負債

於二零一三年十二月三十一日，本集團有總資本承擔約38,200,000港元，主要與於中國開發及興建新租賃經營酒店有關。於二零一三年十二月三十一日，本集團並無任何重大或然負債。

僱員及薪酬政策

於二零一三年十二月三十一日，本集團有128名（二零一二年：128名）僱員。本集團的薪酬常規符合現行市場慣例，並根據個別僱員的表現、資歷及經驗而釐定。

經營租賃承擔

於二零一三年十二月三十一日，本集團擁有經營租賃承擔總額約130,000,000港元（二零一二年：148,500,000港元）。經營租賃承擔主要與用於酒店經營的酒店物業的租賃有關。

股息

董事不建議派付截至二零一三年十二月三十一日止年度之任何股息。

集資活動後實際款項用途

於二零一二年九月二十日，本公司與英皇證券（香港）有限公司（「配售代理」）訂立配售協議，據此，配售代理已有條件同意盡力促使不少於六名獨立承配人以現金認購本金總額最多為30,600,000港元之可換股票據，轉換價為每股轉換股份0.85港元（「配售事項」）。配售事項已於二零一二年十月十二日完成。所籌集的所得款項將用作一般營運資金及用於本集團於中國的未來業務發展。

以下為於配售可換股票據後金額為30,600,000之所得款項用途概要。

		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
General working capital	一般營運資金	3,150,000	2,000,000
Develop new leased-and-operating hotels in the PRC	於中國發展新租賃 經營酒店	12,950,000	12,500,000
Total	總計	16,100,000	14,500,000

Management Discussion and Analysis

管理層討論及分析

COMPARISON OF BUSINESS OBJECTIVES WITH ACTUAL BUSINESS PROGRESS

The following is a summary of the actual progress of the Group compared with the business objectives set out in the Company's prospectus dated 30 June 2011 (the "Prospectus") for the period from 1 January 2013 to 31 December 2013 (the "Review Period").

Continue to expand the hotel consultancy business

Business objectives for the Review Period	Actual operation progress up to 31 December 2013
Entering into two hotel consultancy agreements	The Group has entered into 7 hotel consultancy agreements during the Review Period
Participating in tradeshows, exhibitions and special public relation activities to identify potential hotel investors	The Group has joined several exhibitions in the PRC

Expand the business by offered hotel management services

Business objectives for the Review Period	Actual operation progress up to 31 December 2013
Entering into two hotel management agreements	The Group has discussed with several investors to engage few hotel management agreements

Continue to enhance the awareness of the brand name

Business objectives for the Review Period	Actual operation progress up to 31 December 2013
Launching marketing campaign	The Group has engaged several travel agencies to promote the Group's hotels
Promoting the membership program	Number of members has been increased compared with year 2012
Improving design quality	The Group has continued to recruit designers to improve the hotel design quality

業務目標與實際業務進度之比較

下文載列本集團於二零一三年一月一日至二零一三年十二月三十一日期間(「回顧期間」)之實際業務進度與本公司日期為二零一一年六月三十日的招股章程(「招股章程」)所載業務目標比較之概要。

持續發展酒店顧問業務

回顧期間的業務目標	截至二零一三年十二月三十一日的實際業務進度
訂立兩份酒店顧問協議	本集團於回顧期間訂立7份酒店顧問協議
參與展銷會、展覽及特別的公關活動以尋找潛在的酒店投資者	本集團已參加中國數個展覽

拓展業務至提供酒店管理服務

回顧期間的業務目標	截至二零一三年十二月三十一日的實際業務進度
訂立兩份酒店管理協議	本集團已與若干投資者訂立數份酒店管理協議

持續加強品牌的知名度

回顧期間的業務目標	截至二零一三年十二月三十一日的實際業務進度
推出市場推廣活動	本集團已委聘若干旅行社推廣本集團的酒店
推廣會籍計劃	會員人數相比二零一二年有所上升
繼續改善設計質素	本集團繼續擴充其設計團隊，以改善酒店設計質素



OUTLOOK

In the future, the Group shall continue to expand the number of leased-and-operated hotels, and is also actively seeking for investment and engaging in asset-light and cost effective business opportunities in providing hotel consultancy services, as well as providing hotel management services with a view to grow its brand recognition and revenues to create value for the shareholders.

The Group will also seek for more business opportunities in different segments to diversify the risk and cooperate with different parties to expand our hotel network in the coming years.

展望

日後，本集團將繼續擴大租賃經營酒店的數量，並在提供酒店顧問及酒店管理服務方面積極尋求投資及涉足輕資產及符合成本效益之業務機會，以提高本集團的品牌知名度以及收入，從而為股東締造價值。

於未來數年，本集團亦將尋求不同分部的更多業務機會以分散風險，並與多方合作以擴大我們的酒店網絡。

Corporate Governance Report

企業管治報告

The Company is committed to ensure a high standard of corporate governance in the interests of the shareholders and devotes considerable effort to maintain high level of business ethics and corporate governance practices.

CORPORATE GOVERNANCE PRACTICES

The Company has complied with the Corporate Governance Code and Corporate Governance Report (the “CG Code”) as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) throughout the year. The Board of the Company will keep reviewing and updating such practices from time to time to ensure compliance with legal and commercial standards.

CORPORATE GOVERNANCE STRUCTURE

The Board is primarily responsible for formulating strategies, monitoring performance and managing risks of the Company and its subsidiaries (collectively the “Group”). At the same time, it also has the duty to enhance the effectiveness of the corporate governance practices of the Group. Under the Board, there are 3 board committees, namely audit committee, remuneration committee and nomination committee. All these committees perform their distinct roles in accordance with their respective terms of reference and assist the Board in supervising certain functions of the senior management.

DIRECTORS’ SECURITIES TRANSACTIONS

The Group had adopted Appendix 10 of the Listing Rules (the “Model Code”) as its own code of conduct regarding directors’ securities transactions on terms no less exacting than the required standard of dealings. The Company had made specific enquiry to all the directors (the “Directors”) and the Directors have confirmed compliance with this code of conduct throughout the period from 1 January 2013 to 31 December 2013. No incident of non-compliance was noted by the Company during this period.

本公司致力推行高水準之企業管治，以保障股東權益，並盡力維持高水準的商業操守及企業管治常規。

企業管治常規

本年度，本公司已遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄14所載企業管治守則及企業管治報告（「企業管治守則」）。本公司董事會將繼續不時檢討及更新該等常規，以確保符合法律及商業準則。

企業管治架構

董事會主要負責本公司及其附屬公司（統稱「本集團」）之策略制定、表現監控及風險管理。同時，董事會亦有責任提升本集團企業管治常規效力。董事會轄下有三個董事委員會，即審核委員會、薪酬委員會及提名委員會。所有該等委員會均根據彼等各自之職權範圍履行其各自職責，並協助董事會監督高級管理層之若干職能。

董事進行證券交易

本集團已採納上市規則附錄10（「標準守則」）作為其有關董事進行證券交易的操守守則，其條款內容不比標準守則寬鬆。本公司已向全體董事（「董事」）作出具體查詢，而董事已確認於二零一三年一月一日至二零一三年十二月三十一日期間內一直遵守此操守守則。期內，本公司並無發現任何不合規的事宜。

BOARD OF DIRECTORS

At present, the Board of the Company comprises seven Directors as follows:

Executive Directors

Mr. Fong Man Kelvin (*Chairman*)
Ms. Fong Nga Peggy

Non-executive Director

Lord De Weyer of Cold Highham, Daniel Joannes Ludovicus

Independent Non-executive Directors

Dr. Wong Hak Kun Jerry
Mr. Wong Sui Chi Frankie
Mr. Liu Cheng Zhong
(Appointed on 4 December 2013)
Mr. Frostick Stephen William
(Appointed on 4 December 2013)

Biographical details of the Directors are set out in the section of “Biographical Details of Directors and Senior Management” on pages 30 to 33. Other than Mr. Fong Man Kelvin, the chairman of the Company, is a brother of Ms. Fong Nga Peggy, an Executive Director of the Company, there are no family or other material relationships among members of the Board.

The Board has the responsibility for leadership and control of the Company. They are collectively responsible for promoting the success of the Group by directing and supervising the Group’s affairs. The Board is accountable to shareholders for the strategic development of the Group with the goal of maximizing long-term shareholder value, while balancing broader stakeholder interests.

The Board meets regularly on a quarterly basis for reviewing and approving the financial and operating performance, and considering and approving the overall strategies and policies of the Company. Apart from the regular board meetings of the year, the Board also meets on other occasions when a Board-level decision on a particular matter is required.

董事會

目前，本公司董事會由以下七名董事組成：

執行董事

方文先生 (主席)
巫曼因女士

非執行董事

戴偉仁 Cold Highham 勳爵

獨立非執行董事

黃克勤博士
黃瑞熾先生
劉承忠先生
(於二零一三年十二月四日獲委任)
Frostick Stephen William 先生
(於二零一三年十二月四日獲委任)

董事履歷詳情載於第30至33頁「董事及高級管理層之履歷詳情」一節。除方文先生(本公司主席)為巫曼因女士(本公司執行董事)之兄長外，董事會成員之間概無親屬或其他重大關係。

董事會負責領導及監控本公司，彼等共同負責透過指揮及監督本集團之事務，推動本集團邁向成功。董事會就本集團之策略發展對股東負責，以將股東長遠價值最大化為目標，同時平衡各權益持有人的利益。

董事會按季定期舉行會議，以檢討及通過財務及經營業績以及審議及通過本公司總體策略及政策。除年內之董事會例會外，董事會亦會就須由董事會層面作出決定的特別事項於其他時候舉行會議。

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The attendance record of each Director at Board meetings, Audit Committee meetings, Remuneration Committee meeting, Nomination Committee meeting and general meeting during the year ended 31 December 2013 is set out in the following table:

各董事於截至二零一三年十二月三十一日止年度出席董事會會議、審核委員會會議、薪酬委員會會議、提名委員會會議及股東大會之記錄載於下表：

Name of Directors 董事姓名	Board Meetings 董事會會議 (attendance/total no. of meeting held) (出席次數/ 舉行會議總次數)	Audit Committee Meetings 審核委員會會議 (attendance/total no. of meeting held) (出席次數/ 舉行會議總次數)	Remuneration Committee Meeting 薪酬委員會會議 (attendance/total no. of meeting held) (出席次數/ 舉行會議總次數)	Nomination Committee Meeting 提名委員會會議 (attendance/total no. of meeting held) (出席次數/ 舉行會議總次數)	General Meeting 股東大會 (attendance/total no. of meeting held) (出席次數/ 舉行會議總次數)
Executive Directors	執行董事				
Mr. Fong Man Kelvin	方文先生	7/7	N/A 不適用	N/A 不適用	N/A 不適用
Ms. Fong Nga Peggy	巫曼因女士	7/7	N/A 不適用	N/A 不適用	N/A 不適用
Non-executive Director	非執行董事				
Lord De Weyer of Cold Highham, Daniel Joannes Ludovicus	戴偉仁Cold Highham勳爵	6/7	N/A 不適用	1/1	1/1
Independent Non-executive Directors	獨立非執行董事				
Dr. Wong Hak Kun Jerry	黃克勤博士	5/7	3/4	1/1	1/1
Mr. Wong Sui Chi Frankie	黃瑞熾先生	6/7	4/4	1/1	1/1
Mr. Liu Cheng Zhong (appointed on 4 December 2013)	劉承忠先生 (於二零一三年 十二月四日獲委任)	1/1	1/1	N/A 不適用	N/A 不適用
Mr. Frostick Stephen William (appointed on 4 December 2013)	Frostick Stephen William先生 (於二零一三年 十二月四日獲委任)	1/1	1/1	N/A 不適用	N/A 不適用
Mr. Tam Kwok Ming Banny (resigned on 4 September 2013)	譚國明先生 (於二零一三年 九月四日辭任)	1/6	0/3	0/1	0/1
Mr. Tsoi Wing Sum (resigned on 4 December 2013)	蔡榮森先生 (於二零一三年 十二月四日辭任)	5/6	3/3	1/1	1/1

All Directors are provided with details of agenda items for decisions making with reasonable notice. Directors have access to the advice and services of the Company Secretary who is responsible for ensuring that the Board procedures are complied with and advising the Board on compliance matters. Directors are also provided with access to independent professional advice, where necessary, in carrying out their obligations as Directors of the Company, at the expense of the Company. Directors who are considered to have conflict of interests or material interests in the proposed transactions or issues to be discussed would not be counted in the quorum of meeting and would abstain from voting on the relevant resolution.

全體董事均獲合理通知以獲得各項議程之詳細資料以便作出決定。董事均可獲得公司秘書提供之意見及服務，公司秘書負責確保遵守董事會程序及就合規事宜向董事會提供意見。董事在履行彼等作為本公司董事之義務時，如有需要亦可獲提供獨立專業意見，而費用則由本公司承擔。被視為於建議交易或將予討論事項中涉及利益衝突或擁有重大利益的董事，不得計入該次會議之法定人數，並須就相關決議案放棄投票。

All Directors assume the responsibilities to the shareholders of the Company for the well-being and success of the Company. They are aware of their duties to act in good faith and in the best interests of the Company.

全體董事就本公司穩健發展與成功向本公司股東負責。彼等知悉彼等應以誠信態度及在符合本公司最佳利益之情況下履行職務。



The Board is responsible for maintaining proper accounting records so as to enable the Directors to monitor the Company's overall financial position. The Board updates shareholders on the operations and financial position of the Group through half yearly and annual results announcements as well as the publication of timely announcements of other matters as prescribed by the relevant rules and regulations.

The Company has four Independent Non-executive Directors, at least one of whom has appropriate financial management expertise, in compliance with the Listing Rules. Each of the Independent Non-executive Director has made an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all Independent Non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

According to the Company's articles of association, newly appointed Directors shall hold office until the next following general meeting and shall be eligible for re-election at that meeting. Every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Under Code Provision of A.2.1 of the CG Code, the role of the chairman and chief executive officer should be separated and should not be performed by the same individual. The post of Chairman and Chief Executive Officer are separated to ensure a clear division between the Chairman's responsibility to manage the Board and the Chief Executive Officer's responsibility to manage the company's business. The separation ensures a balance of power and authority so that power is not concentrated.

Mr. Fong Man Kelvin as a Chairman of the Group, plays a leading role and is responsible for effective running of the Board and responsibility of overall management, business development and implementation of the Group's strategy determined by the Board in achieving its overall commercial objectives. During the year ended 31 December 2013, the Company did not have an officer with the title of chief executive officer ("CEO"). The CEO's duties have been undertaken by the members of the Board. The Company is in process of identifying suitable candidate with appropriate experience as its chief executive officer. The Board considers that this structure will not impair the balance of power and authority of the Board. It currently comprises two Executive Directors, one Non-executive Director (the "NED") and four Independent Non-executive Directors (The "INED(s)"), with INEDs

董事會有責任保存完備之會計記錄，以便董事監察本公司整體財務狀況。董事會透過中期及全年業績公佈以及根據有關規則及規例之規定就其他事項適時刊發公佈，向股東提供本集團之最新營運及財務狀況資料。

本公司擁有四名獨立非執行董事，且為符合上市規則，其中至少一名獨立非執行董事具備適當之財務管理專業知識。各獨立非執行董事已根據上市規則第3.13條就其獨立性作出年度確認。本公司認為，所有獨立非執行董事均符合上市規則第3.13條所載獨立性指引，且根據指引條款屬獨立人士。

根據本公司之組織章程細則，最近獲委任之董事將任職至下屆股東大會為止，並於該大會上合資格膺選連任。每名董事(包括擁有特定任期之董事)須至少每三年輪值退任一次。

主席及行政總裁

根據企業管治守則之守則條文第A.2.1條，主席與行政總裁之角色應有區分，不應由一人同時兼任。將主席與行政總裁之職務劃分，可確保主席管理董事會之責任與行政總裁管理本公司業務之責任得到清晰分工。該劃分將確保權力及授權分佈均衡，令權力不會集中於任何個人。

方文先生為本集團之主席，擔當領導角色，負責董事會之有效運作、整體管理、業務發展及執行董事會為本集團釐定之策略，以達成整體商業目標。於截至二零一三年十二月三十一日止年度，本公司並無高級職員擁有行政總裁(「行政總裁」)職銜。行政總裁之職責一直由董事會成員承擔。本公司現正物色具有適當經驗之合適人選擔任本公司行政總裁。董事會認為此架構將不會影響董事會之權力及權責平衡。董事會目前由兩名執行董事、一名非執行董事(「非執行董事」)及四名獨立非執行董事(「獨立非執行董事」)組成，其中獨立非執行董事人數佔董事會57%。獨立非執行董事佔董事會人數

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representing 57% of the Board. Such a high percentage of INEDs in the Board could ensure their views carry significant weight and it reflects a strong independent element in the composition of the Board. At present, the Board also believe that under the leadership of Mr. Fong Man Kelvin as the Chairman, the Board's decision could be made effectively and it is beneficial to the management and development of the Group's businesses.

The Company has complied with the code provisions as set out in the CG Code contained in Appendix 14 of the Listing Rules throughout the period under review.

NON-EXECUTIVE DIRECTOR

Under the Code Provision A.4.1, all the Non-executive Directors should be appointed for a specific term, subject to re-election. Each of the Independent Non-executive Directors and the Non-executive Director has entered into a service contract with the Company for a specific term but subject to termination in certain circumstance as stipulated in the relevant service contracts. At each annual general meeting, one third of the Directors for the time being (of if their number is not a multiple of three, then the number nearest to but not less than one third) will retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Any Director appointed to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be subject to re-election at such meeting and any Director appointed as an addition to the existing board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

CORPORATE GOVERNANCE FUNCTION

The Board is responsible for performing corporate governance duties and has adopted the written terms of reference on its corporate governance functions.

The duties of the Board in respect of the corporate governance functions include:

- (i) Developing and reviewing the Company's policies and practices on corporate governance;
- (ii) Reviewing and monitoring the training and continuous professional development of Directors and senior management;
- (iii) Reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;

的大多數可確保彼等之意見具重大影響力，並反映董事會的組成擁有相當之獨立元素。目前，董事會亦相信方文先生作為主席之領導下，董事會能有效地作出決策，對本集團之業務管理及發展均為有利。

於整個回顧期間，本公司一直遵守上市規則附錄14載列之企業管治守則所載之守則條文。

非執行董事

根據守則條文第A.4.1條，所有非執行董事之委任應有特定任期，並須接受重選。各獨立非執行董事及非執行董事已與本公司訂立特定任期之服務合約，惟該等合約可於有關服務合約所訂明之若干情況下予以終止。在每屆股東週年大會上，當時三分之一的董事（若其人數並非三的倍數，則以當時最接近但不少於三分之一的人數）將輪值退任，惟各董事須至少每三年在股東週年大會上輪值退任一次。任何獲委任以填補臨時空缺的董事的任期須直至彼獲委任後首屆股東大會並於該會上重選，而現有董事會中任何增任董事的任期僅至本公司下屆股東週年大會為止，隨後符合資格可膺選連任。

企業管治職能

董事會負責履行企業管治職責，並已採納其企業管治職能之書面職權範圍。

董事會有關企業管治職能之職責包括：

- (i) 制定及檢討本公司之企業管治政策及常規；
- (ii) 檢討及監察董事及高級管理層之培訓及持續專業發展；
- (iii) 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；

- (iv) Developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- (v) Reviewing the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

In 2013 and up to the date of this report, the Board has performed the corporate governance duties in accordance with its terms of reference.

BOARD DIVERSITY POLICY

During the year, the Board adopted a board diversity policy setting out the approach to achieve diversity on the Board. The Company considered diversity of board members can be achieved through consideration of a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. The ultimate decision will be made upon the merits and contribution that the selected candidates will bring to the Board.

REMUNERATION COMMITTEE

A Remuneration Committee was set up on 22 June 2011 to oversee the remuneration policy and structure for all Directors and senior management.

The primary objectives of the Remuneration Committee include making recommendations to the Board on the remuneration policy and structure of the Directors and the senior management and determining the remuneration packages of all Directors and senior management. The Remuneration Committee is also responsible to ensure that no Director or any of his associates will participate in deciding his/her own remuneration, which will be determined by reference to the performance of the individual and the Company as well as market practice and conditions.

The Remuneration Committee held 1 meeting during the year ended 31 December 2013.

- (iv) 制定、檢討及監察適用於僱員及董事之操守守則及合規手冊(如有)；及

- (v) 檢討本公司對企業管治守則之遵守情況及在企業管治報告之披露。

於二零一三年及截至本報告日期，董事會已根據其職權範圍履行企業管治職責。

董事會成員多元化政策

年內，董事會已採納董事會成員多元化政策，其中載有實現董事會成員多元化之方法。本公司認為可透過多方面考慮實現董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能及知識。董事會所有委任將用人唯才，並在考慮候選人時以客觀準則充分顧及董事會成員多元化的裨益。

候選人的甄選將基於一系列多元化角度，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能及知識。最終決定將按所選候選人的優點及其將為董事會帶來的貢獻而作出。

薪酬委員會

本公司已於二零一一年六月二十二日成立薪酬委員會，以監察全體董事及高級管理層之薪酬政策及架構。

薪酬委員會之主要目標包括就董事及高級管理層之薪酬政策及架構向董事會作出建議，以及釐定全體董事及高級管理層之薪酬方案。薪酬委員會亦負責確保概無董事或其任何聯繫人士將參與決定其自身薪酬。有關薪酬將參考個人表現及本公司業績以及市場慣例及狀況釐定。

薪酬委員會於截至二零一三年十二月三十一日止年度舉行1次會議。

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The Remuneration Committee comprises five members as at the date of this report namely:

Mr. Wong Sui Chi Frankie (*Chairman*)
 Lord De Weyer of Cold Highham, Daniel Joannes Ludovicus
 Dr. Wong Hak Kun Jerry
 Mr. Liu Cheng Zhong
 (appointed on 4 December 2013)
 Mr. Frostick Stephen William
 (appointed on 4 December 2013)
 Mr. Tam Kwok Ming Banny
 (resigned on 4 September 2013)
 Mr. Tsoi Wing Sum
 (resigned on 4 December 2013)

Majority of the members are Independent Non-executive Directors.

In addition, pursuant to the Code Provision B.1.5, the annual remuneration of the member of the senior management by band for the year ended 31 December 2013 is set out below:

	2013 二零一三年	2012 二零一二年
HK\$Nil to HK\$1,000,000 零港元元至1,000,000港元	11	10

CHANGES IN DIRECTORS' INFORMATION

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in information on Directors are as follows:

Changes in Directors' emoluments

The salary of the Non-executive Director, namely Lord De Weyer of Cold Highham, Daniel Joannes Ludovicus, and three Independent Non-executive Directors, namely Dr. Wong Hak Kun Jerry, Mr. Tam Kwok Ming Banny and Mr. Tsoi Wing Sum, was increased by approximately 2.33% as compared with 2012.

The salary of the Executive Director, Mr. Fong Man Kelvin, included the pension scheme contribution of HK\$15,000 with effect from 1 January 2013 as compared with 2012.

The salary of all Directors, namely Mr. Fong Man Kelvin, Ms. Fong Nga Peggy, Lord De Weyer of Cold Highham, Daniel Joannes Ludovicus, Dr. Wong Hak Kun Jerry, Mr. Wong Sui Chi Frankie, Mr. Liu Cheng Zhong and Mr. Frostick Stephen William, was increased by 10% with effect from 1 April 2014 due to annual adjustment.

於本報告日期，薪酬委員會由以下五名成員組成：

黃瑞熾先生 (主席)
 戴偉仁Cold Highham勳爵
 黃克勤博士
 劉承忠先生
 (於二零一三年十二月四日獲委任)
 Frostick Stephen William先生
 (於二零一三年十二月四日獲委任)
 譚國明先生
 (於二零一三年九月四日辭任)
 蔡榮森先生
 (於二零一三年十二月四日辭任)

大部分成員均為獨立非執行董事。

此外，根據守則條文第B.1.5條，截至二零一三年十二月三十一日止年度已向高級管理人員支付之年度薪酬按薪酬等級載列如下：

董事資料變更

根據上市規則第13.51B(1)條，董事資料變更如下：

董事酬金變更

非執行董事戴偉仁Cold Highham勳爵及三名獨立非執行董事黃克勤博士、譚國明先生及蔡榮森先生之薪金較二零一二年提高約2.33%。

相比二零一二年，自二零一三年一月一日起執行董事方文先生的薪金包括15,000港元之養老金計劃供款。

全體董事(即方文先生、巫曼因女士、戴偉仁Cold Highham勳爵、黃克勤博士、黃瑞熾先生、劉承忠先生及Frostick Stephen William先生)的薪金因年度調整而自二零一四年四月一日起增加10%。

NOMINATION COMMITTEE

The Company has established a Nomination Committee on 22 June 2011 for making recommendations to the Board on appointment of Directors and succession planning for the Directors.

The principal duties of the Nomination Committee include reviewing the Board composition, making recommendations to the Board on the appointment and succession planning of Directors, assessing the independence of the Independent Non-executive Directors and reviewing the board diversity policy.

During the financial year ended 31 December 2013, the Nomination Committee held one meeting. The members reviewed the current composition of the Board and discussed about the Board restructure to ensure that it has a balance of expertise, skills and experience appropriate for the requirements of the business of the Company pursuant to its terms of reference and the Board Diversity Policy.

During the year, the Company appointed two Independent Non-executive Directors, namely Mr. Liu Cheng Zhong and Mr. Frostick Stephen William. The Nomination Committee has reviewed their backgrounds, including but not limited to gender, age, cultural and education background, professional experience, skills and knowledge. The Nomination Committee considered current Board composition has achieved the objective of the Board Diversity Policy.

In accordance with the Company's Articles of Association, Ms. Fong Nga Peggy, Mr. Wong Sui Chi Frankie, Mr. Liu Cheng Zhong and Mr. Frostick Stephen William shall retire and being eligible, offer themselves for re-election at the forthcoming annual general meeting.

The Nomination Committee recommended the re-appointment of the Directors standing for re-election at the forthcoming annual general meeting of the Company.

The Nomination Committee comprises five members as at the date of this report namely:

Mr. Wong Sui Chi Frankie (*Chairman*)
Lord De Weyer of Cold Highham, Daniel Joannes Ludovicus
Dr. Wong Hak Kun Jerry
Mr. Liu Cheng Zhong
(appointed on 4 December 2013)
Mr. Frostick Stephen William
(appointed on 4 December 2013)
Mr. Tam Kwok Ming Banny
(resigned on 4 September 2013)
Mr. Tsoi Wing Sum
(resigned on 4 December 2013)

Majority of the members are Independent Non-executive Directors.

提名委員會

本公司已於二零一一年六月二十二日成立提名委員會，以就委任董事及董事的繼任人選規劃向董事會作出推薦意見。

提名委員會之主要職責包括檢討董事會組成、就董事委任及繼任人選規劃向董事會作出建議，評估獨立非執行董事之獨立性以及檢討董事會成員多員化政策。

提名委員會於截至二零一三年十二月三十一日止財政年度舉行一次會議。提名委員會成員檢討董事會之現時組成並討論調整董事會之架構，確保董事會根據其職權範圍及董事會成員多元化政策在適合本公司業務需要之專業知識、技能及經驗各方面取得平衡。

年內，本公司已委任兩名獨立非執行董事劉承忠先生及Frostick Stephen William先生。提名委員會已審查彼等的背景，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能及知識。提名委員會認為董事會現時的組成已達致董事會成員多元化政策的目標。

根據本公司之組織章程細則，巫曼因女士、黃瑞熾先生、劉承忠先生及Frostick Stephen William先生須於應屆股東週年大會上退任並合資格膺選連任。

提名委員會建議於本公司應屆股東週年大會上重新委任正待重選之董事。

於本報告日期，提名委員會由以下五名成員組成：

黃瑞熾先生 (主席)
戴偉仁 Cold Highham 勳爵
黃克勤博士
劉承忠先生
(於二零一三年十二月四日獲委任)
Frostick Stephen William 先生
(於二零一三年十二月四日獲委任)
譚國明先生
(於二零一三年九月四日辭任)
蔡榮森先生
(於二零一三年十二月四日辭任)

大部分成員均為獨立非執行董事。

Corporate Governance Report

企業管治報告

AUDIT COMMITTEE

The Company has established an Audit Committee on 22 June 2011 with written terms of reference that set out the authorities and duties of the Audit Committee adopted by the Board. The audit committee performs, amongst others, the following functions:

- Review of the financial information of the Group
- Review of the relationship with and the terms of appointment of the external auditors
- Review of the Company's financial reporting system, internal control system and risk management system.

The Audit Committee oversees the internal control system of the Group, reports to the Board on any material issues, and makes recommendations to the Board. During the year under review, the Audit Committee reviewed the Group's annual results and annual report for the year ended 31 December 2013, the financial reporting and compliance procedures, the Company's internal control and risk management systems and processes, and the re-appointment of the external auditors.

The Audit Committee held 4 meetings during the year ended 31 December 2013.

The Audit Committee comprises four members as at the date of this report namely:

Mr. Wong Sui Chi Frankie (*Chairman*)

Dr. Wong Hak Kun Jerry

Mr. Liu Cheng Zhong

(appointed on 4 December 2013)

Mr. Frostick Stephen William

(appointed on 4 December 2013)

Mr. Tam Kwok Ming Banny

(resigned on 4 September 2013)

Mr. Tsoi Wing Sum

(resigned on 4 December 2013)

All the members are Independent Non-executive Directors (including one Independent Non-executive Director who possesses the appropriate professional qualifications or accounting or related financial management expertise). None of the members of the Audit Committee is a former partner of the Company's existing external auditors.

審核委員會

本公司已於二零一一年六月二十二日成立審核委員會，其書面職權範圍載有董事會所採納之審核委員會之權力及職責。審核委員會履行(其中包括)以下職能：

- 審閱本集團財務資料
- 檢討與外聘核數師的關係及其委任年期
- 檢討本公司之財務申報系統、內部監控系統及風險管理系統。

審核委員會監督本集團之內部監控系統、向董事會報告任何重大問題，並向董事會作出建議。於回顧年度，審核委員會已審閱本集團截至二零一三年十二月三十一日止年度之全年業績及年報、財務申報及合規程序、本公司之內部監控及風險管理系統及流程，以及外聘核數師之續聘。

審核委員會於截至二零一三年十二月三十一日止年度舉行4次會議。

於本報告日期，審核委員會由以下四名成員組成：

黃瑞熾先生 (*主席*)

黃克勤博士

劉承忠先生

(於二零一三年十二月四日獲委任)

Frostick Stephen William先生

(於二零一三年十二月四日獲委任)

譚國明先生

(於二零一三年九月四日辭任)

蔡榮森先生

(於二零一三年十二月四日辭任)

所有成員均為獨立非執行董事(其中一名獨立非執行董事具備適當專業資格或會計或相關財務管理專業知識)。審核委員會概無成員為本公司現任外聘核數師之前合夥人。

INTERNAL CONTROLS

The Audit Committee reviews the adequacy of the Company's internal financial controls, operational and compliance controls, and risk management policies and systems established by the management of the Company (collectively "internal controls").

The Board is responsible for the overall internal control framework and is fully aware of the need to put in place a system of internal controls within the Group to safeguard the interests of the Company's shareholders and the Group's assets, and to manage risks. The Board also acknowledges that no cost effective internal control system will preclude all errors and irregularities. A system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can provide only reasonable and not absolute assurance against material misstatement or loss.

EXTERNAL AUDITOR AND AUDITORS' REMUNERATION

The statement of the external auditor of the Company on their reporting responsibilities and opinion on the Group's financial statements for the year ended 31 December 2013 is set out in the section headed "Independent Auditor's Report" in this annual report.

The Audit Committee of the Company is responsible for considering the appointment of the external auditor and reviewing any non-audit functions performed by the external auditor, including whether such non-audit functions could lead to any potential material adverse effect on the Company.

During the year ended 31 December 2013, the Group has incurred an aggregate fee of HK\$2,414,200 to the external auditor. In which, the amount of HK\$2,129,000 is paid for the audit purpose and HK\$285,200 is paid for non-audit propose.

DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors are responsible for the preparation of the financial statements for each financial year which gives a true and fair view. In preparing the financial statements, appropriate accounting policies and standard are selected and applied consistently.

COMPANY SECRETARY

The Company engages an external service provider, Ms. Au Man Wai ("Ms. Au") as the Company Secretary. Its primary corporate contact person at the Company is Mr. Fong Man Kelvin, Chairman of the Company. The Company Secretary is responsible for ensuring that Board procedures are followed and for facilitating communications among Directors as well as with shareholders and management. During 2013, Ms. Au undertook not less than 15 hours of professional training to update her skills and knowledge.

內部監控

審核委員會檢討本公司的內部財務監控、營運及合規監控以及本公司管理層設立之風險管理政策及系統(統稱「內部監控」)之充分性。

董事會負責整體之內部監控架構，並完全知悉需要於本集團內設立內部監控系統，以保障本公司股東權益及本集團資產以及管理風險。董事會亦承認，並無具成本效益又可排除所有錯誤及違規情況之內部監控系統。系統旨在管理不能達成業務目標之風險而非排除該等風險，且僅能為防止重大失實陳述或損失提供合理而非絕對之保證。

外聘核數師及核數師酬金

本公司外聘核數師有關其申報責任的聲明及對於本集團截至二零一三年十二月三十一日止年度財務報表的意見，載於本年報「獨立核數師報告」一節。

本公司之審核委員會負責考慮外聘核數師之委聘及審查外聘核數師進行之任何非核數工作，包括有關非核數工作會否對本公司構成任何潛在重大不利影響。

於截至二零一三年十二月三十一日止年度，本集團產生支付予外聘核數師的費用總額為2,414,200港元。其中，2,129,000港元用於審核，285,200港元用於非核數費用。

董事對財務報表應負的責任

董事負責就各財政年度編製反映真實兼合理情況之財務報表。在編製財務報表時，董事選擇及貫徹地應用適當之會計政策及準則。

公司秘書

本公司聘請外聘服務機構之歐敏慧小姐(「歐小姐」)作為公司秘書。其於本公司之主要公司聯絡人為本公司主席方文先生。公司秘書負責確保遵守董事會程序及促進董事之間以及與股東及管理層的溝通。於二零一三年，歐小姐已進行不少於15小時的專業培訓以提升其技能及知識。

Corporate Governance Report

企業管治報告

INVESTOR RELATIONS

The Company believes that maintaining a high level of transparency is a key to enhancing investor relations. It is committed to a policy of open and timely disclosure of corporate information to its shareholders and investment public.

The Company updates its shareholders on its latest business developments and financial performance through its annual and interim reports. The terms of reference of Audit Committee, Nomination Committee and Remuneration Committee are revised on 1 November 2013 and the Memorandum and the Articles of Association of the Company is updated on 23 March 2011.

The corporate website of the Company (www.legendstrategy.com) has provided an effective communication platform to the public and the shareholders.

INDUCTION AND CONTINUING PROFESSIONAL DEVELOPMENT

Each newly appointed Director receives formal, comprehensive and tailored induction on the first occasion of his appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company has continuously provided relevant training materials to the Directors. Directors participated in continuous development relating to roles, functions and duties of a listed company director or further enhancement of their professional development by the way of attending training courses or reading relevant materials. All Directors had provided the Company their training records for the year under review. The Directors and officers are indemnified under a Directors' and officers' liability insurance against any liability incurred by them in discharge of their duties while holding office as the Directors and officers of the Company. The Directors and officers shall not be indemnified where there is any fraud, breach of duty or breach of trust proven against them.

投資者關係

本公司相信，維持高透明度是鞏固投資者關係的關鍵。本公司致力奉行向其股東及投資大眾公開及適時披露公司資料的政策。

本公司透過其年度及中期報告向股東提供最新的業務發展及財務表現資料。審核委員會、提名委員會及薪酬委員會之職權範圍於二零一三年十一月一日作出修訂，而本公司組織章程大綱及細則於二零一一年三月二十三日作出更新。

本公司的公司網站 (www.legendstrategy.com) 已為公眾人士及股東提供一個有效的溝通平台。

入職指引及持續專業發展

每名新委任之董事均於首次獲委任時獲提供正式、全面及度身制訂的入職指引，確保新委任之董事可適當掌握本公司之業務及營運，並完全了解其於上市規則及相關法規項下之責任與義務。

本公司鼓勵全體董事參與持續專業發展，以發展及更新彼等之知識及技能。本公司向董事持續提供有關培訓材料。董事透過參加培訓課程或閱讀有關材料，參與與上市公司董事之角色、職能及職責或進一步增強彼等專業發展相關之持續發展。全體董事已向本公司提供彼等於回顧年度之培訓記錄。董事及高級職員於擔任本公司董事及高級職員期間，因彼等履行職責而引致之任何責任均受到董事及高級職員責任保險之彌償，惟倘證實董事及高級職員存在任何欺詐、失職或失信行為，則彼等將不獲彌償。



The participation by individual directors in 2013 is recorded in the table below:

下表記錄個別董事於二零一三年之參與情況：

Directors		Attending Seminar(s)	Reading regulatory updates
董事		出席講座	閱讀監管規定的最新資料
Mr. Fong Man Kelvin	方文先生	✓	✓
Ms. Fong Nga Peggy	巫曼因女士	✓	✓
Lord De Weyer of Cold Highham, Daniel Joannes Ludovicus	戴偉仁Cold Highham勳爵	✓	✓
Dr. Wong Hak Kun Jerry	黃克勤博士	✓	✓
Mr. Wong Sui Chi Frankie	黃瑞熾先生	✓	✓
Mr. Liu Cheng Zhong	劉承忠先生	✓	✓
Mr. Frostick Stephen William	Frostick Stephen William先生	✓	✓

SHAREHOLDER COMMUNICATION

The objective of shareholder communication is to provide our shareholders with detailed information about the Company so that they can exercise their rights as shareholders in an informed manner.

The Company uses a range of communication tools to ensure its shareholders are kept well informed of key business imperatives. These include annual general meeting, annual report, various notices, announcements and circulars. Procedure for demanding a poll has been included in circulars accompanying notice convening a general meeting and such procedure has been read out by the chairman of the general meeting. The annual general meeting and other general meetings of the Company are primary forum for communication between the Company and its shareholders. The Company shall provide shareholders with relevant information on the resolution(s) proposed at a general meeting in a timely manner in accordance with the Listing Rules. The information provided shall be reasonably necessary to enable shareholders to make an informed decision on the proposed resolution(s). At Annual General Meeting in 2013, a separate resolution was proposed by the Chairman in respect of each separate issue, including re-election of Directors.

At the annual general meeting held on 25 June 2013 (the "2013 AGM"), the Executive Director and Chairman of the Board, the chairmen of the audit, remuneration and nomination committees and representatives from the auditor of the Company, PricewaterhouseCoopers, were present to attend to questions from shareholders. There was one general meeting held during the year ended 31 December 2013.

與股東之溝通

與股東之溝通旨在向股東提供有關本公司的詳細資料，使彼等能在知情的情況下行使彼等身為股東的權利。

本公司使用多種溝通工具，以確保股東經常得悉主要業務須知。該等溝通工具包括股東週年大會、年報、各項通告、公佈及通函。要求以投票方式表決的程序已載入隨附召開股東大會通告的通函內，並已由股東大會主席讀出有關程序。本公司的股東週年大會及其他股東大會是本公司與股東溝通的首要平台。本公司應按照上市規則的規定適時向股東提供在股東大會上提呈的決議案的相關資料。所提供的資料應是合理所需的資料，以便股東能夠就提呈的決議案作出有根據的決定。於二零一三年舉行之股東週年大會上，主席就每件獨立事宜(包括重選董事)提呈獨立決議案。

於二零一三年六月二十五日舉行的股東週年大會(「二零一三年股東週年大會」)上，執行董事及董事會主席、審核委員會、薪酬委員會及提名委員會主席以及本公司核數師羅兵咸永道會計師事務所之代表均有出席以回答股東之提問。截至二零一三年十二月三十一日止年度內共舉行一次股東大會。

Corporate Governance Report

企業管治報告

Under Code Provision A.6.7, Independent Non-executive Directors should attend general meetings and develop a balanced understanding of the views of shareholders. At the said meeting, all the Non-executive Director and all the Independent Non-executive Directors were presented to enable the Board to develop a balanced understanding of the views of the shareholders of the Company.

PROCEDURES FOR SHAREHOLDERS TO CONVENE AN EXTRAORDINARY GENERAL MEETING

There are no provisions allowing shareholders to propose new resolutions at the general meetings under the Cayman Islands Companies Law (2012 Revision). However, shareholders are requested to follow article 58 of the Articles of Association of the Company, general meetings shall be convened on the written requisition of any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

The provisions for a shareholder to propose a person for election as a Director of the Company are laid down in Article 85 of the Company's Articles of Association. No person other than a Director retiring at the meeting shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting unless a notice in writing of the intention to propose such person for election as a Director, signed by a shareholder (other than the person to be proposed for election as a Director) duly qualified to attend and vote at the meeting for which such notice is given, and a notice in writing signed by such person of his willingness to be elected shall have been lodged at the head office or at the Registration Office. The minimum length of the period during which such notices are given shall be at least seven (7) days and the period for lodgment of such notices shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting. Detailed procedures for shareholders to propose a person for election as a Director are available on the Company's website.

根據守則條文第A.6.7條，獨立非執行董事應出席股東大會及公正了解股東之意見。上述會議中，全體非執行董事及全體獨立非執行董事均有出席，以促使董事會對本公司股東之意見有公正的了解。

股東召開股東特別大會的程序

開曼群島公司法(二零一二年修訂本)並無條文允許股東於股東大會上提呈新決議案。然而，股東須遵從本公司組織章程細則第58條細則，即任何一位或以上於提請要求當日持有不少於本公司繳足股本(賦予權利在本公司股東大會上投票)十分之一的股東，可隨時向本公司董事會或秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求所指明的任何事項；有關會議須於提請該要求後兩(2)個月內舉行。倘提請後二十一(21)日內董事會未有召開大會，則提請要求的人士可自行以相同方式召開大會，而本公司須向提請要求的人士補償因董事會未有召開大會而產生的所有合理開支。

股東提名人選參選為董事的程序

有關股東提名人選參選為本公司董事的規定載列於本公司組織章程細則第85條細則。除非獲董事會推薦參選，否則任何人士(將於大會上退任之董事除外)應無資格在任何股東大會上參選董事職位，除非本公司總辦事處或註冊辦事處收到一份由有權出席通告內指明之會議並可於會上投票的一名股東(被提名參選董事之人士除外)以其所簽署的書面通知，表明彼擬提名該人士參選為董事，及收到一份由該被提名人士所簽署，表示其願意接受推選之書面通知。作出通知的期間必須不少於七(7)天，提交該等通知之期間須由不早於指定進行該推選之股東大會通知寄發翌日起計，及不遲於該股東大會舉行日期前七(7)天結束。股東提名人選參選為董事的程序詳情於本公司網站刊載。



PROCEDURES FOR SENDING ENQUIRIES TO THE BOARD

Shareholders may send written enquiries to the Company, for the attention of company secretary, by email: admin@legendstrategy.com, fax: (852) 3563 5830, or mail to Room 1303, Tai Tung Building, 8 Fleming Road, Wanchai, Hong Kong.

INFORMATION DISCLOSURE

The Company discloses information in compliance with the Listing Rules, and publishes periodic reports and announcements to the public in accordance with the relevant laws and regulations. The primary focus of the Company is to ensure information disclosure is timely, fair, accurate, truthful and complete, thereby enabling shareholders, investors as well as the public to make rational and informed decisions.

CONCLUSION

The Company believes that good corporate governance could ensure an effective distribution of the resources and shareholders' interests. The senior management will continue endeavors in maintaining, enhancing and increasing the Group's corporate governance level and quality.

向董事會發出查詢的程序

股東可透過以下方式向本公司（註明公司秘書為收件人）發出書面查詢：發電郵至 admin@legendstrategy.com，或傳真至 (852) 3563 5830，或郵寄至香港灣仔菲林明道8號大同大廈1303室。

資料披露

本公司遵從上市規則披露資料，及根據相關法律及法規向公眾定期刊發報告及公佈。本公司首要任務是確保資料披露為適時、公正、準確、真實及完整，務求使股東、投資者及公眾能作出合理知情決定。

總結

本公司堅信良好的企業管治可保證資源之有效分配及保障股東權益。高級管理層將繼續致力維持、加強及提升本集團之企業管治水平及質素。

Biographical Details of Directors and Senior Management

董事及高級管理層之履歷詳情

EXECUTIVE DIRECTORS

Mr. Fong Man Kelvin (方文), aged 51, is the chairman of the Company and was appointed as an executive Director on 23 February 2011. He is responsible for the daily operation of the Group and overall strategic planning and management of the Group. He is also actively involved in designing hotels, including both the leased-and-operated hotels and hotels under the hotel consultancy agreements, for developing the Group's business. Mr. Fong holds the degree of Bachelor of Arts in architecture from the University of Lincoln, the degree of Master of Science in architecture from the University College London and the degree of Master of Business Administration from the University of Sheffield in the United Kingdom. Mr. Fong also obtained his postgraduate diploma in architecture from the University College London in the United Kingdom. Mr. Fong is the brother of Ms. Fong Nga Peggy, the executive Director.

Ms. Fong Nga Peggy (巫曼因), aged 49, was appointed as an executive Director on 28 December 2012, is a sister of Mr. Fong Man Kelvin, the Chairman of the Board and an executive Director of the Company. She was awarded a Bachelor's Degree of Arts (honours) in Accountancy by The University of Kent at Canterbury, the United Kingdom. Ms. Fong is a certified public accountant of Illinois, the United States of America. Ms. Fong has over 19 years of finance and accounting experience, working with international accounting firm. From 2000 to 2006, she was appointed as the financial controller of Office Maintenance Service Co. Ltd, a company engaged in engineering and construction business and she was responsible for financial and corporate management.

NON-EXECUTIVE DIRECTOR

Lord De Weyer of Cold Highham, Daniel Joannes Ludovicus (戴偉仁) (new salutation in 2014), aged 57, was appointed as a Non-executive Director on 22 June 2011. Lord De Weyer of Cold Highham obtained his diploma for the academic degree of licentiate in applied economics at the Universitaire Faculteiten Sint-Ignatius Antwerpen in Antwerp, Belgium and the dealing certificate from International Capital Markets Association foundation, Montreux, Switzerland. Lord De Weyer of Cold Highham worked for a premier European Bankassurance group with assignments in Bahrain, Los Angeles and New York. He has also worked in various positions for an industry owned cooperative SWIFT Asia-Pacific where he held positions including Regional Head of sales, Senior Manager Market infrastructures and Partner Relations, and currently Global Client Director.

執行董事

方文先生，51歲，為本公司的主席。彼於二零一一年二月二十三日獲委任為執行董事，負責本集團的日常營運及本集團的整體策略規劃及管理。彼亦積極參與酒店(包括租賃經營的酒店及酒店顧問協議項下的酒店)設計工作，以促進本集團的業務發展。方先生持有英國林肯大學文學(建築學)學士學位、英國倫敦大學學院的建築學理學碩士學位及英國謝菲爾德大學工商管理碩士學位。方先生亦取得英國倫敦大學學院建築學深造文憑。方先生為執行董事巫曼因女士的兄長。

巫曼因女士，49歲，於二零一二年十二月二十八日獲委任為執行董事，為董事會主席兼本公司執行董事方文先生的妹妹，獲英國坎特伯里肯特大學頒授會計學文學士(榮譽)學位。巫女士為美國伊利諾斯州註冊會計師。巫女士曾就職於國際會計師行，擁有逾19年財務及會計經驗。自二零零零年至二零零六年，彼獲委任為Office Maintenance Service Co. Ltd(從事工程及建築業務)的財務總監，負責財務及公司管理。

非執行董事

戴偉仁Cold Highham勳爵(於二零一四年新獲授之頭銜)，57歲，於二零一一年六月二十二日獲委任為非執行董事。戴Cold Highham勳爵取得比利時安特衛普Universitaire Faculteiten Sint-Ignatius Antwerpen應用經濟學副博士(licentiate)學位文憑及瑞士蒙特勒國際資本市場協會交易證書。戴Cold Highham勳爵曾於一間領先的歐洲銀行保險集團任職，負責處理巴林、洛杉磯及紐約等地的業務。彼亦曾於環球銀行金融電信協會亞太區分部擔任不同職位，當中包括區域銷售主管、高級市場基礎設施及夥伴關係經理，現任全球客戶理事。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Wong Hak Kun Jerry (黃克勤), aged 58, was appointed as an Independent Non-executive Director on 22 June 2011. Dr. Wong obtained his Master of Business Administration in international management from Royal Melbourne Institute of Technology in Australia and Doctorate in Business Administration from the Bulacan State University in the Republic of the Philippines. Dr. Wong also holds a Bachelor's Degree in theology from the Alliance Bible Seminary and a Master's Degree of Christian Ministry from the Alliance Bible Seminary. Dr. Wong has also been the chairman of Happy Tree Social Services, a charity organization, which aims at providing social services to the disadvantaged minorities over the world.

Mr. Wong Sui Chi Frankie (黃瑞熾), aged 46, was appointed as an Independent Non-executive Director on 28 December 2012. Mr. Wong was awarded a Bachelor's Degree in Accountancy by the City University of Hong Kong. Mr. Wong is a member of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales. Mr. Frankie Wong has over 16 years of finance and accounting experience, including but not limited to, financial management, corporate management and auditing, serving in international accounting firm, manufacturing and retailing companies, listed property development company, securities and futures brokerage company and shipping company. He is currently the financial controller of Shine Vision Investments Limited, a company engaged in wholesale and retailing of eyewear products in the People's Republic of China and the South-east Asia, who is responsible for planning and directing the finance and accounting functions, providing financial analysis and budgets to the management and other corporate administrative functions. He is also the Independent Non-executive Director of U Banquet Group Holding Limited which is listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.

Mr. Liu Cheng Zhong (劉承忠), aged 45, was appointed as an Independent Non-executive Director on 4 December 2013. He is a qualified lawyer of the People's Republic of China with 13 years of experience in handling commercial litigation. Mr. Liu obtained a degree of Automation from Guangdong University of Technology (formerly known as Guangdong Machinery College) in 1992. He is currently a practicing lawyer at Guangdong HengHe Law Firm. He also serves as a legal consultant of different enterprises, involving in the negotiations for the Shenzhen Metro Project and Shenzhen Airport Project, etc. He has 13 years of experience in commercial law, litigation and general law.

獨立非執行董事

黃克勤博士，58歲，於二零一一年六月二十二日獲委任為獨立非執行董事。黃博士取得澳洲墨爾本皇家理工學院工商管理學(國際管理)碩士學位及菲律賓共和國比立勤國立大學工商管理博士學位。黃博士亦持有建道神學院的神學學士學位及基督教事工碩士學位。黃博士亦擔任開心樹社會服務的主席，開心樹社會服務是一慈善機構，致力為世界各地弱勢社群提供社會服務。

黃瑞熾先生，46歲，於二零一二年十二月二十八日獲委任為獨立非執行董事。黃先生獲香港城市大學頒授會計學學士學位。黃先生為香港會計師公會以及英格蘭及威爾斯特許會計師公會會員。黃先生曾就職於國際會計師行、製造業及零售業公司、上市房地產開發公司、證券及期貨經紀公司及航運公司，擁有逾16年財務及會計經驗，包括但不限於財務管理、公司管理及審計。彼目前為Shine Vision Investments Limited(在中華人民共和國及東南亞從事眼鏡產品批發及零售業務)之財務總監，負責規劃及指揮財務及會計運作、向管理層及公司其他行政部門提供財務分析及預算。彼亦為譽宴集團控股有限公司(於香港聯合交易所有限公司創業板上市)的獨立非執行董事。

劉承忠先生，45歲，於二零一三年十二月四日獲委任為獨立非執行董事，為中華人民共和國合資格律師，擁有13年處理商業訴訟的經驗。劉先生於一九九二年取得廣東工業大學(前稱廣東機械學院)工業電氣自動化專業本科資格。劉先生現為廣東恒和律師事務所之執業律師。彼亦擔任不同企業的法律顧問，參與深圳地鐵項目及深圳機場項目等項目之磋商。彼在商業法律、訴訟及普通法方面擁有13年經驗。

Biographical Details of Directors and Senior Management

董事及高級管理層之履歷詳情

Mr. Frostick Stephen William, aged 64, was appointed as an Independent Non-executive Director on 4 December 2013. He is currently the president and chief executive officer of the Compeer Group (Macau) and Grey Eagle Group (Hong Kong). He is also the Executive Director of Code Agriculture (Holdings) Limited and China Fortune Investments (Holding) Limited which are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited. Mr. Frostick obtained a Juris Doctorate at Old College School of Law, Nevada, United States in 1984, a Master of Public Administration and a Bachelor of Science in Business Administration at the University of Nevada, Las Vegas, United States in 1976 and 1974 respectively. Mr. Frostick has over 36 years of experience in leading capacities in the State Government of Nevada, United States, large corporations and international consulting organizations. During his past employment with KepnerTregoe Inc., Mr. Frostick was involved in the design, development and led the implementation of "Team Concept" in Chrysler Motors Inc. Mr. Frostick also participated in the negotiations with respect to the labour agreements between the United Auto Workers Union and Chrysler Motors Inc.

SENIOR MANAGEMENT

Ms. He An Ying (何岸英), aged 45, is the administrative manager and human resources manager of the Group. Ms. He joined the Group in December 2005 and is responsible for overseeing the application of various licences required for the operation of the Group, liaising with the relevant government authorities for inspection, purchasing of materials for the operation of the Group's hotels. Ms. He completed the ISO 9001: 2000 Internal Quality Auditor Course organised by 康達信管理顧問有限公司 (Kaugdaxin Management Consulting Company Limited*)

Mr. Zhang Guo Xing (張國星), aged 35, is the finance manager of the Group. Mr. Zhang joined the Group in July 2007 and is responsible for overseeing the finance department of the Group. Mr. Zhang studied industrial management and obtained a bachelor's degree in engineering from Hunan University in the PRC. He also obtained a qualification certificate of Speciality and Technology in Accounting of intermediate level issued by 中華人民共和國人事部 (Ministry of Personnel*).

Ms. Li Yu Zhen (李玉珍), aged 51, is a senior district manager of the Group. Ms. Li joined the Group in January 2006 and is responsible for supervision of hotel operation, hotel room sales and customer relations. Ms. Li obtained several awards in the hotel industry, including the Advanced Worker Award (先進工作者) by the aforesaid companies, for her outstanding performance.

Frostick Stephen William先生，64歲，於二零一三年十二月四日獲委任為獨立非執行董事，現為Compeer Group (Macau)及Grey Eagle Group (Hong Kong)之主席兼行政總裁。彼亦為於香港聯合交易所有限公司創業板上市的科地農業控股有限公司及中國幸福投資(控股)有限公司之執行董事。Frostick先生於一九八四年取得美國內華達州Old College School of Law之法律博士學位，並分別於一九七六年及一九七四年取得美國拉斯維加斯內華達大學公共行政碩士學位及工商管理理學士學位。Frostick先生在美國內華達州政府、大型企業及國際顧問機構擁有逾36年擔任要職經驗。Frostick先生過去於KepnerTregoe Inc.任職期間，曾參與設計、開發及領導推行Chrysler Motors Inc.之「團隊概念」(Team Concept)。Frostick先生亦曾參與美國聯合汽車工人工會(United Auto Workers Union)與Chrysler Motors Inc.訂立之勞工協議的磋商工作。

高級管理層

何岸英女士，45歲，為本集團的行政經理及人力資源經理。何女士於二零零五年十二月加盟本集團，負責監督本集團營運所需各項許可證的申請、為安排各項檢查而與相關的政府機關聯絡，以及採購本集團酒店營運所需的物資。何女士已完成由康達信管理顧問有限公司開辦的ISO 9001: 2000內部質量審核員課程。

張國星先生，35歲，為本集團的財務經理。張先生於二零零七年七月加盟本集團，負責監管本集團的財務部。張先生主修工業管理，並取得中國湖南大學工程學學士學位。彼亦獲中華人民共和國人事部頒發的中級會計專業技術資格證書。

李玉珍女士，51歲，為本集團的高級區域經理。李女士於二零零六年一月加盟本集團，負責監督酒店營運、酒店客房銷售及客戶關係。由於表現卓越，李女士獲上述公司頒發酒店業的先進工作者等若干獎項。



CHIEF FINANCIAL OFFICER

Mr. Kam Tik Lun (金迪倫), aged 38, joined the Company as the company secretary in March 2011 and redesignated to Chief Financial Officer on 4 September 2013. Mr. Kam is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Mr. Kam obtained a bachelor's degree in commerce from the Concordia University, Canada, a postgraduate diploma in international corporate and financial law from the University of Wolverhampton, United Kingdom and a master of laws in international corporate and financial law from the University of Wolverhampton, United Kingdom. Mr. Kam is an independent non-executive director of China 3D Digital Entertainment Limited and Unlimited Creativity Holdings Limited, both companies are listed on GEM board of Hong Kong Stock Exchange.

COMPANY SECRETARY

Ms. Au Man Wai (歐敏慧), aged 31, was appointed as the company secretary of the Company on 4 September 2013 and is responsible for the company secretarial functions of the Company. Ms. Au is an associate member of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators.

財務總監

金迪倫先生，38歲，於二零一一年三月加盟本公司，擔任公司秘書，其後於二零一三年九月四日被調任為財務總監。金先生為香港會計師公會及特許公認會計師公會資深會員。金先生取得加拿大康考迪亞大學商業學士學位、英國沃爾沃漢普敦大學國際企業及金融法律深造文憑以及英國沃爾沃漢普敦大學國際企業及金融法律碩士學位。金先生為於香港聯交所創業板上市之中國3D數碼娛樂有限公司及無限創意控股有限公司之獨立非執行董事。

公司秘書

歐敏慧小姐，31歲，於二零一三年九月四日獲委任為本公司之公司秘書，負責本公司的公司秘書職務。歐小姐為香港特許秘書公會和特許秘書及行政人員公會會員。

Report of the Directors

董事會報告

The directors (the “Director”) have pleasure in submitting their report together with the audited consolidated financial statements of the Company, and its subsidiaries (collectively the “Group”) for the year ended 31 December 2013.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The subsidiaries are principally engaged in operating budget hip hotels and providing hotel consultancy and management services in the PRC. There was no significant change in its activities during the year.

SEGMENT INFORMATION

An analysis of the Group’s performance for the year by business segments is set out in Note 5 to the consolidated financial statements.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2013 are set out in the consolidated financial statements on pages 42 of this annual report.

The Directors do not recommend payment of any dividend in respect of the year ended 31 December 2013.

PROPERTY, PLANT AND EQUIPMENT

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

PROPERTIES

The Group did not own any major property or property interests as at 31 December 2013.

SHARE CAPITAL

Details of the movements in the Company’s share capital during the year are set out in Note 21 to the consolidated financial statements.

DISTRIBUTABLE RESERVES

As at 31 December 2013, the Company’s reserves available for distribution to shareholders comprising share premium account plus retained earnings, amounted to approximately HK\$62.62 million.

董事(「董事」)欣然呈報其報告以及本公司及其附屬公司(統稱「本集團」)截至二零一三年十二月三十一日止年度的經審核綜合財務報表。

主要業務

本公司之主要業務為投資控股，而附屬公司主要於中國從事經營經濟精品酒店及提供酒店顧問及管理服務。於本年度，主要業務並無任何重大變動。

分部資料

本集團年內按業務分部劃分之業績分析載於綜合財務報表附註5。

業績及股息

本集團截至二零一三年十二月三十一日止年度的業績載於本年報第42頁之綜合財務報表。

董事不建議派付截至二零一三年十二月三十一日止年度之任何股息。

物業、廠房及設備

本集團之物業、廠房及設備於年內的變動詳情載於綜合財務報表附註15。

物業

於二零一三年十二月三十一日，本集團並無任何主要物業或物業權益。

股本

本公司股本於年內的變動詳情載於綜合財務報表附註21。

可供分派儲備

於二零一三年十二月三十一日，本公司可供分派予股東之儲備包括股份溢價賬加保留盈利，約為62,620,000港元。

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in Note 23 to the consolidated financial statements and in the consolidated statement of changes in equity on page 49 respectively.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of Cayman Islands which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

MAJOR CUSTOMERS AND SUPPLIERS

The Group's customers can be categorised into two types, namely hotel guests and hotel investors under the hotel consultancy and management.

For the financial year ended 31 December 2013, the Group's five largest customers in aggregate accounted for approximately 49.1% (2012: 63.8%) of the total sales and the Group's largest customer accounted for approximately 21.6% (2012: 16.3%) of total sales.

The main suppliers of the Group comprise of suppliers of disposable amenities, cleaning products and laundry services. For the financial year ended 31 December 2013, the Group's five largest suppliers in aggregate accounted for approximately 90.2% (2012: 86.8%) of the total purchases and purchases from the largest supplier accounted for approximately 30.5% (2012: 30.7%) of total purchases.

None of the Directors, their associates or any shareholders of the Company (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any interest in the Group's five largest customers and suppliers during the financial year ended 31 December 2013.

BANK LOANS AND OTHER BORROWINGS

The Group did not have any outstanding bank loans as at 31 December 2013 (2012: Nil). Details of borrowings of the Group during the year are set out in Note 25 to the consolidated financial statements.

INTEREST CAPITALISED

The Group had capitalised interest of HK\$3,349,903 during the year ended 31 December 2013.

儲備

本公司及本集團之儲備於年內的變動詳情分別載於綜合財務報表附註23及第49頁之綜合權益變動表。

優先購買權

本公司組織章程細則或開曼群島法例並無有關優先購買權的條文，規定本公司須按比例向現有股東提呈發售新股。

主要客戶及供應商

本集團的客戶可分為兩類，即為酒店賓客及酒店顧問及管理項下之酒店投資者。

截至二零一三年十二月三十一日止財政年度，本集團五大客戶合共佔銷售總額約49.1%（二零一二年：63.8%），而本集團最大客戶則佔銷售總額約21.6%（二零一二年：16.3%）。

本集團主要的供應商包括提供一次性消耗品、清潔用品及洗衣服務的供應商。截至二零一三年十二月三十一日止財政年度，本集團五大供應商合共佔採購總額約90.2%（二零一二年：86.8%），而向最大供應商的採購則佔採購總額約30.5%（二零一二年：30.7%）。

截至二零一三年十二月三十一日止財政年度，概無董事、彼等之聯繫人士或任何本公司股東（據董事所深知，擁有本公司已發行股本5%以上者）於本集團的五大客戶及供應商擁有任何權益。

銀行借貸及其他借款

於二零一三年十二月三十一日，本集團並無任何未償還銀行借貸（二零一二年：無）。有關本集團於年內之借款詳情載於綜合財務報表附註25。

資本化利息

截至二零一三年十二月三十一日止年度內，本集團擁有資本化利息3,349,903港元。

Report of the Directors

董事會報告

GROUP FINANCIAL SUMMARY

A summary of the results of the Group for year ended 31 December 2013 is set out on page 131 to 132 of this annual report.

DIRECTORS

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

Executive Directors:

Mr. Fong Man Kelvin
Ms. Fong Nga Peggy

Non-executive Director:

Lord De Weyer of Cold Highham, Daniel Joannes Ludovicus

Independent Non-executive Directors:

Dr. Wong Hak Kun Jerry
Mr. Wong Sui Chi Frankie
Mr. Liu Cheng Zhong
(appointed on 4 December 2013)
Mr. Frostick Stephen William
(appointed on 4 December 2013)
Mr. Tam Kwok Ming Banny
(resigned on 4 September 2013)
Mr. Tsoi Wing Sum
(resigned on 4 December 2013)

Mr. Tam Kwok Ming Banny and Mr. Tsoi Wing Sum have resigned as Independent Non-executive Directors with effect from 4 September 2013 and 4 December 2013 respectively due to pursuance of their own career development. Mr. Tam Kwok Ming Banny and Mr. Tsoi Wing Sum have confirmed that they have no disagreement with the Board and they are not aware of any matter regarding their resignations that need to be brought to the attention of the shareholders of the Company. The Board would like to express its sincere gratitude to Mr. Tam Kwok Ming Banny and Mr. Tsoi Wing Sum for their valuable contributions to the Company during their tenure of office.

The terms of office of each Director are subject to retirement by rotation in accordance with the Company's Articles of Association.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors of the Company and the senior management of the Group are set out on pages 30 to 33 of this annual report.

本集團財務概要

本集團截至二零一三年十二月三十一日止年度的業績概要載於本年報第131至132頁。

董事

於年內直至本報告日期之董事如下：

執行董事：

方文先生
巫曼因女士

非執行董事：

戴偉仁Cold Highham勳爵

獨立非執行董事：

黃克勤博士
黃瑞熾先生
劉承忠先生
(於二零一三年十二月四日獲委任)
Frostick Stephen William先生
(於二零一三年十二月四日獲委任)
譚國明先生
(於二零一三年九月四日辭任)
蔡榮森先生
(於二零一三年十二月四日辭任)

譚國明先生及蔡榮森先生已辭任獨立非執行董事，以尋求自身事業發展，辭任分別自二零一三年九月四日及二零一三年十二月四日起生效。譚國明先生及蔡榮森先生確認彼等與董事會並無任何分歧，亦無有關彼等辭任之任何事宜需要本公司股東垂注。董事會謹此感謝譚國明先生及蔡榮森先生在任期內對本公司之寶貴貢獻。

各董事須根據本公司組織章程細則輪席退任。

董事及高級管理層之履歷詳情

本公司董事及本集團高級管理層之履歷詳情載於本年報第30至33頁。

DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the forthcoming annual general meeting 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.

TERMS OF OFFICE FOR THE NON-EXECUTIVE DIRECTORS

All the Non-executive Directors (including the Independent Non-executive Directors) were appointed for a specific term of one to three years, but subject to the relevant provisions of the Articles of Associations or any other applicable laws whereby the directors shall vacate or retire from their office.

EMOLUMENTS OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of the Directors of the Company and the five highest paid individuals of the Group are set out in Note 11 to the consolidated financial statements, respectively.

Remuneration packages of the Directors are recommended by the Remuneration Committee and approved by the Board.

DIRECTORS AND CONTROLLING SHAREHOLDER'S INTERESTS IN CONTRACTS OF SIGNIFICANCE

No Director or controlling shareholder of the Company had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year ended 31 December 2013.

DIRECTORS' AND CHIEF EXECUTIVE'S INTEREST AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 31 December 2013, the interests or short positions of the Directors in the shares, underlying shares and debentures of the Company or any of its associated corporations (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, were as follows:

董事之服務合約

擬於應屆股東週年大會上膺選連任之董事概無與本公司訂立不得由本公司於一年內終止時免付賠償(法定賠償除外)之未到期服務合約。

非執行董事之任期

所有非執行董事(包括獨立非執行董事)均有指定任期為一至三年，惟董事的離任或退任須受本公司組織章程細則或任何其他適用法例的有關條文所規限。

董事薪酬及五名最高薪酬人士

本公司董事之薪酬及本集團五名最高薪酬人士之詳情乃分別載於綜合財務報表附註11。

董事之薪酬方案由薪酬委員會提出並由董事會審批。

董事及控股股東於重大合約之權益

於截至二零一三年十二月三十一日止年度內，本公司董事或控股股東概無於本公司或其任何附屬公司所訂立之任何有關本集團業務之重大合約中直接或間接擁有重大權益。

董事及主要行政人員於本公司股份、相關股份及債權證之權益及淡倉

於二零一三年十二月三十一日，董事於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證內擁有記入根據證券及期貨條例第352條須存置之登記冊的權益或淡倉如下：

Report of the Directors

董事會報告

Long positions in shares of the Company (the “Shares”)

於本公司股份（「股份」）的好倉

Name 名稱	Capacity 身份	Number of shares 股份數目	Percentage of Shareholding 股權百分比
Mr. Fong Man Kelvin 方文先生	Beneficial Owner 實益擁有人	102,576,466	47.37%
Lord De Weyer of Cold Highham, Daniel Joannes Ludovicus (Note 1) 戴偉仁Cold Highham勳爵(附註1)	Beneficial Owner 實益擁有人	10,382,655	4.79%

Notes:

- Ms. Makoto Nishimura is the spouse of Lord De Weyer of Cold Highham, Daniel Joannes Ludovicus. Therefore, Ms. Makoto Nishimura is deemed to be interested in the 10,382,655 Shares in which Lord De Weyer of Cold Highham, Daniel Joannes Ludovicus is interested for the purpose of the SFO.

附註：

- 西村真女士為戴偉仁Cold Highham勳爵的配偶。因此，根據證券及期貨條例，西村真女士被視為於戴偉仁Cold Highham勳爵擁有權益的10,382,655股股份中擁有權益。

During the year ended 31 December 2013, there were no debt securities issued by the Group at any time. Save as disclosed herein, as at 31 December 2013, none of the Directors or chief executive of the Company or their associates had any interests and short positions in any shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which each of them has taken or deemed to have taken under the provisions of the SFO); or which were required, pursuant to section 352 of the SFO, to be entered into the register referred to therein; or which were required, pursuant to Appendix 10 of the Listing Rules, to be notified to the Company and the Stock Exchange.

於截至二零一三年十二月三十一日止年度，本集團於任何時間均無發行任何債務證券。除本文所披露者外，於二零一三年十二月三十一日，概無本公司董事或本公司主要行政人員或其聯繫人士於本公司或任何相聯法團（定義見證券及期貨條例第XV部）的任何股份、相關股份或債權證內擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所的任何權益及淡倉（包括根據證券及期貨條例的條文彼等擁有或被視作擁有的權益或淡倉）；或根據證券及期貨條例第352條須記錄於該條所述的登記冊的任何權益及淡倉；或根據上市規則附錄十須知會本公司及聯交所的任何權益及淡倉。

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

As at 31 December 2013, so far as is known to the Directors, the following persons, not being Directors or Chief Executive of the Company had, or were deemed to have, interests or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO; or who is directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group:

Long position in the Shares of the Company

Name 名稱	Capacity 身份	Number of Shares 股份數目	Percentage of Shareholding 股權百分比
Ms. Mak Siu Hang Viola (Note 1) 麥少嫻女士(附註1)	Interest in controlled corporation 於受控制法團之權益	14,000,000	6.46%
VMS Investment Group Limited	Beneficial Owner 實益擁有人	14,000,000	6.46%

Note:

- VMS Investment Group Limited is wholly-owned by Ms. Mak Siu Hang Viola ("Ms. Mak") and Ms. Mak was therefore deemed to have an interest in the Shares in which VMS Investment Group Limited was interested.

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

For the year ended 31 December 2013, the Directors are not aware of any business or interest of the Directors, the management of the Company and their respective associates (as defined under the Listing Rules) that compete or may compete with the business of the Group and any other conflict of interest which any such person has or may have with the Group.

PURCHASE, REDEMPTION OR SALE OF SECURITIES

Neither the Company, nor any of its subsidiaries had purchased, redeemed or sold any of the Company's listed securities during the year ended 31 December 2013.

主要股東及其他人士於本公司股份、相關股份及債權證之權益及淡倉

就董事所知，於二零一三年十二月三十一日，以下人士（並非本公司董事或主要行政人員）於股份或相關股份中擁有及被視為擁有根據證券及期貨條例第XV部第2及第3分部條文須向本公司披露的權益或淡倉；或彼等直接或間接在附可在任何情況下於本集團任何成員公司的股東大會上投票的權利的任何類別股本的面值中擁有5%或以上的權益：

於本公司股份的好倉

Name 名稱	Capacity 身份	Number of Shares 股份數目	Percentage of Shareholding 股權百分比
Ms. Mak Siu Hang Viola (Note 1) 麥少嫻女士(附註1)	Interest in controlled corporation 於受控制法團之權益	14,000,000	6.46%
VMS Investment Group Limited	Beneficial Owner 實益擁有人	14,000,000	6.46%

附註：

- VMS Investment Group Limited由麥少嫻女士（[麥女士]）全資擁有，因此，麥女士被視為於VMS Investment Group Limited擁有權益的股份中擁有權益。

董事於競爭業務之權益

截至二零一三年十二月三十一日止年度，董事概不知悉董事、本公司管理層及彼等各自的聯繫人士（定義見上市規則）之任何業務或權益與本集團的業務出現或可能出現競爭，亦不知悉任何該等人士已經或可能與本集團出現任何其他利益衝突。

購買、贖回或出售證券

本公司或其任何附屬公司於截至二零一三年十二月三十一日止年度並無購買、贖回或出售本公司任何上市證券。

Report of the Directors

董事會報告

SUFFICIENCY OF PUBLIC FLOAT

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

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2013, the Group had 128 employees. Remunerations of the Group's employees are determined in accordance with the terms of government policies and by reference to market level and the performance, qualifications and experience of employees. Discretionary bonuses are paid to few employees as recognition of and reward for their contribution to the corporate development. Other benefits include contributions to retirement schemes, medical schemes, unemployment insurance schemes and housing allowances.

MANAGEMENT CONTRACTS

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

CONNECTED TRANSACTIONS

There were no connected transactions or continuing connected transactions of the Company under Chapter 14A of the Listing Rules which are subject to the reporting, announcement or independent shareholders' approval requirements under the Listing Rules.

SHARE OPTION SCHEME

The Company has a share option scheme ("Scheme") which was adopted pursuant to a resolution of the sole shareholder passed on 22 June 2011 and adopted by a resolution of the Board on 22 June 2011. The purpose of the Scheme is to attract, retain and motivate talented participants to strive for future developments and expansion of the Group. The Scheme shall be an incentive to encourage the participants to perform their best in achieving the goals of the Group and allow the participants to enjoy the results of the Company attained through their efforts and contributions.

The Scheme became effective on 22 June 2011 and, unless otherwise cancelled or amended, will remain in force for 10 years from the adoption of the Scheme, the principal terms of which were summarized in the paragraph headed "Share Option Scheme" in Appendix V to the Company's prospectus dated 30 June 2011 (the "Prospectus").

公眾持股量

根據本公司可查閱的公開資料，以及董事於本報告刊發前之最後實際可行日期所知，本公司已根據上市規則維持充足之公眾持股量。

僱員及薪酬政策

於二零一三年十二月三十一日，本集團擁有128名僱員。本集團僱員的薪酬根據政府政策條款及參考市場水平與僱員表現、資歷及經驗釐定；部分僱員亦可獲發花紅，以表揚及獎勵其對公司發展所做出的貢獻。其他福利包括退休計劃、醫療計劃及失業保險計劃供款以及房屋津貼。

管理合約

於回顧年度內，本公司概無訂立或訂有任何有關管理與經營本公司全部或任何重大部分業務之合約。

關連交易

本公司概無上市規則第14A章下須遵循上市規則下任何呈報、公告或獨立股東批准規定之任何關連交易或持續關連交易。

購股權計劃

本公司設有一項根據唯一股東於二零一一年六月二十二日通過的決議案而採納及董事會於二零一一年六月二十二日透過決議案而採納之購股權計劃（「該計劃」）。該計劃的目的是吸引、挽留及激勵有能力的參與者，為本集團的未來發展及擴展而奮鬥。該計劃可鼓勵參與者為達成本集團的目標而作出其最佳的表現，讓參與者分享本公司因其努力及貢獻而取得的成果。

該計劃由二零一一年六月二十二日起生效，除非取消或修訂，否則該計劃將由採納日期起計十年內有效。該計劃的主要條款概要載於本公司日期為二零一一年六月三十日的招股章程（「招股章程」）附錄五「購股權計劃」一段內。



Category	Date of grant	Exercisable Period	Exercise price per share	As at 31 December 2012 於二零一二年十二月三十一日	Number of share options 購股權數目				As at 31 December 2013 於二零一三年十二月三十一日
					Option granted during the period 於期內授出的購股權	Option exercised during the period 於期內獲行使的購股權	Option lapsed during the period 於期內失效的購股權	Option cancelled during the period 於期內註銷的購股權	
Employees 僱員	21 February 2012 二零一二年二月二十一日	21 February 2012 to 20 February 2014 二零一二年二月二十一日至二零一四年二月二十日	1.33	900,000	-	-	-	-	900,000
Employees 僱員	8 October 2013 二零一三年十月八日	8 October 2013 to 7 October 2015 二零一三年十月八日至二零一五年十月七日	1.822	-	8,000,000	(500,000)	-	-	7,500,000
				900,000	8,000,000	(500,000)	-	-	8,400,000

PENSION SCHEMES

As of 31 December 2013, the Group had no forfeited contributions available to redeem its contributions to the pension scheme in future years. (2012: nil)

AUDITOR

The financial statements for the year ended 31 December 2013 have been audited by PricewaterhouseCoopers and a resolution for the re-appointment as auditors of the Company will be proposed at the forthcoming annual general meeting. PricewaterhouseCoopers was the auditor of the Company since 13 July 2010.

PUBLICATION OF INFORMATION ON WEBSITES

This annual report is available for viewing on the website of Stock Exchange at www.hkex.com.hk and on the website of the Company at www.legendstrategy.com.

By order of the Board

Fong Man Kelvin
Chairman

28 March 2014

退休計劃

截至二零一三年十二月三十一日，本集團概無沒收可供未來數年贖回的退休計劃供款（二零一二年：無）。

核數師

截至二零一三年十二月三十一日止年度之財務報表已由羅兵咸永道會計師事務所審核，而本公司將於應屆股東週年大會上提呈重新委任羅兵咸永道會計師事務所為本公司核數師的決議案。自二零一零年七月十三日以來，羅兵咸永道會計師事務所一直為本公司核數師。

於網站刊發資料

本年報可於聯交所網站www.hkex.com.hk及本公司網站www.legendstrategy.com瀏覽。

承董事會命

方文
主席

二零一四年三月二十八日

Independent Auditor's Report

獨立核數師報告



羅兵咸永道

TO THE SHAREHOLDERS OF LEGEND STRATEGY INTERNATIONAL HOLDINGS GROUP COMPANY LIMITED

(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Legend Strategy International Holdings Group Company Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 44 to 130, which comprise the consolidated and company statements of financial position as at 31 December 2013, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

獨立核數師報告

致枋濟國際集團控股有限公司股東

(於開曼群島註冊成立之有限公司)

本核數師(以下簡稱「我們」)已審核列載於第44至130頁之枋濟國際集團控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，此綜合財務報表包括於二零一三年十二月三十一日之綜合和公司財務狀況表與截至該日止年度的綜合全面收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他解釋資料。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》的披露規定編製綜合財務報表，以令綜合財務報表作出真實而公平的反映，及落實其認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

核數師的責任

我們的責任是根據我們的審計對該等綜合財務報表作出意見，僅向整體股東報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

我們已根據香港會計師公會頒佈的香港審計準則進行審計。該等準則要求我們遵守道德規範，並規劃及執行審計，以合理確定綜合財務報表是否不存在任何重大錯誤陳述。



An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the 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 Company and 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.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 28 March 2014

審計涉及執行情序以獲取有關綜合財務報表所載金額及披露資料的審計憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製綜合財務報表以作出真實而公平的反映相關的內部控制，以設計適當的審計程序，但目的並非對公司內部控制的有效性發表意見。審計亦包括評價董事所採用會計政策的合適性及作出會計估計的合理性，以及評價綜合財務報表的整體列報方式。

我們相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映 貴公司及 貴集團於二零一三年十二月三十一日的事務狀況，及 貴集團截至該日止年度的虧損及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

羅兵咸永道會計師事務所
執業會計師

香港，二零一四年三月二十八日

Consolidated Statement of Comprehensive Income

綜合全面收益表

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

		Note 附註	2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
Revenue	收益	5	57,968,906	91,155,199
Operating lease expenses	經營租賃開支		(14,822,036)	(11,584,821)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	15	(7,389,933)	(7,959,800)
Employee benefit expenses	僱員福利開支	7	(16,827,186)	(9,845,335)
Utilities	公用設施		(1,799,710)	(1,893,741)
Other operating expenses	其他營運開支	6	(17,863,871)	(15,122,826)
Other income	其他收入	8	1,980,524	—
Operating profit	營運溢利		1,246,694	44,748,676
Finance income	融資收入	9	74,298	76,231
Finance cost	融資成本	9	(848,630)	(1,077,099)
Finance cost — net	融資成本 — 淨額	9	(774,332)	(1,000,868)
Share of results of joint ventures	分佔合資公司業績		(3,765,796)	(20,870)
(Loss)/profit before income tax	除所得稅前(虧損)/溢利		(3,293,434)	43,726,938
Income tax expense	所得稅開支	10	(3,960,343)	(10,855,270)
(Loss)/profit for the year	年內(虧損)/溢利		(7,253,777)	32,871,668
Other comprehensive income:	其他全面收入:			
<i>Items that may be reclassified to profit or loss</i>	<i>可能重新分類至損益之項目</i>			
Currency translation differences	貨幣匯兌差額		2,296,761	249,923
Fair value changes on available- for-sale financial assets	可供出售金融資產公平值之變動		(178,000)	178,000
Total comprehensive (loss)/income for the year	年內綜合(虧損)/收入總額		(5,135,016)	33,299,591
(Loss)/profit attributable to:	下列人士應佔(虧損)/溢利:			
Owners of the Company	本公司擁有人		(7,253,777)	32,871,668
Total comprehensive (loss)/income attributable to:	下列人士應佔綜合 (虧損)/收入總額:			
Owners of the Company	本公司擁有人		(5,135,016)	33,299,591
(Loss)/earnings per share for (loss)/profit attributable to the owners of the Company during the year	年內本公司擁有人應佔 (虧損)/溢利的每股 (虧損)/盈利			
— Basic (Hong Kong cents)	— 基本(港仙)	12	(3.99)	18.26
— Diluted (Hong Kong cents)	— 攤薄(港仙)	12	(3.99)	17.97

The notes on pages 52 to 130 are an integral part of these consolidated financial statements.

第52至130頁的附註為本綜合財務報表的組成部分。

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2013
於二零一三年十二月三十一日

		Note 附註	2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	15	53,340,427	36,746,467
Prepayments and deposits	預付款項及按金	16	59,969,169	24,450,000
Rental deposits	租賃按金	16	1,425,273	1,497,017
Prepaid operating lease	預繳營運租約	18	10,529,348	10,998,264
Interests in joint ventures	於合資公司之權益	19	25,432,735	19,492,931
Deferred income tax assets	遞延所得稅資產	28	1,284,573	1,452,223
			151,981,525	94,636,902
Current assets	流動資產			
Trade and other receivables	應收賬款及其他應收款項	16	13,038,625	52,481,410
Amounts due from joint ventures	應收合資公司款項	35	1,024,454	—
Available-for-sale financial assets	可供出售金融資產	17	—	1,162,000
Cash and cash equivalents	現金及現金等價物	20	19,585,536	27,880,476
			33,648,615	81,523,886
Total assets	資產總額		185,630,140	176,160,788
EQUITY	權益			
Capital and reserves attributable to the owners of the Company	本公司擁有人應佔資本及儲備			
Share capital	股本	21	2,165,001	1,800,001
Reserves	儲備	23	148,304,988	117,265,004
Total equity	權益總額		150,469,989	119,065,005

The notes on pages 52 to 130 are an integral part of these consolidated financial statements.

第52至130頁的附註為本綜合財務報表的組成部分。

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2013
於二零一三年十二月三十一日

	Note 附註	2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
LIABILITIES			
Non-current liabilities	非流動負債		
Provision for asset retirement	報廢資產復原撥備 24	1,440,769	3,457,087
Finance lease liabilities	融資租賃負債 25	516,251	889,153
Convertible notes — debt component	可換股票據 — 債項部分 27	—	29,405,000
		1,957,020	33,751,240
Current liabilities	流動負債		
Provision for asset retirement	報廢資產復原撥備 24	2,299,176	—
Trade and other payables	應付賬款及其他應付款項 26	16,625,205	9,064,789
Current income tax liabilities	當期所得稅負債	13,936,056	13,035,449
Finance lease liabilities	融資租賃負債 25	342,694	412,305
Financial derivatives	金融衍生工具 27	—	832,000
		33,203,131	23,344,543
Total liabilities	負債總額	35,160,151	57,095,783
Total equity and liabilities	權益及負債總額	185,630,140	176,160,788
Net current assets	淨流動資產	445,484	58,179,343
Total assets less current liabilities	資產總額減流動負債	152,427,009	152,816,245

The consolidated financial statements on pages 44 to 130 were approved by the Board of Directors on 28 March 2014 and were signed on its behalf.

載於第44至130頁的綜合財務報表已於二零一四年三月二十八日獲董事會批准，並由下列董事代表簽署。

Fong Man Kelvin
方文
Director
董事

Fong Nga Peggy
巫曼因
Director
董事

The notes on pages 52 to 130 are an integral part of these consolidated financial statements.

第52至130頁的附註為本綜合財務報表的組成部分。

Statement of Financial Position

財務狀況表

As at 31 December 2013
於二零一三年十二月三十一日

		Note 附註	2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
ASSETS	資產			
Non-current assets	非流動資產			
Interests in subsidiaries	於附屬公司之權益	29	66,857,639	37,507,647
Current assets	流動資產			
Other receivables	其他應收款項	16	—	794,902
Amounts due from subsidiaries	應收附屬公司款項	29	5,370,758	29,152,653
Available-for-sale financial assets	可供出售金融資產	17	—	1,162,000
			5,370,758	31,109,555
Total assets	資產總額		72,228,397	68,617,202
EQUITY	權益			
Capital and reserves attributable to the owners of the Company	本公司擁有人應佔資本及儲備			
Share capital	股本	21	2,165,001	1,800,001
Reserves	儲備	23	65,551,266	35,767,301
Total equity	權益總額		67,716,267	37,567,302
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Convertible notes — debt component	可換股票據 — 債項部分	27	—	29,405,000
			—	29,405,000

Statement of Financial Position

財務狀況表

As at 31 December 2013
於二零一三年十二月三十一日

		Note 附註	2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
Current liabilities	流動負債			
Amount due to a subsidiary	應付一間附屬公司款項	29	636,900	636,900
Accruals	應計項目	26	3,875,230	176,000
Financial derivatives	金融衍生工具	27	—	832,000
			4,512,130	1,644,900
Total liabilities	負債總額		4,512,130	31,049,900
Total equity and liabilities	權益及負債總額		72,228,397	68,617,202
Net current assets	淨流動資產		858,628	29,464,655
Total assets less current liabilities	資產總額減流動負債		67,716,267	66,972,302

The financial statements on pages 44 to 130 were approved by the Board of Directors on 28 March 2014 and were signed on its behalf.

第44至130頁的財務報表已於二零一四年三月二十八日獲董事會批准，並由下列董事代表簽署。

Fong Man Kelvin
方文
Director
董事

Fong Nga Peggy
巫曼因
Director
董事

The notes on pages 52 to 130 are an integral part of these consolidated financial statements.

第52至130頁的附註為本綜合財務報表的組成部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

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

		Attributable to owners of the Company 本公司擁有人應佔			
		Share capital 股本 (Note 21) (附註21) HK\$ 港元	Share premium 股份溢價 (Note 23) (附註23) HK\$ 港元	Reserves 儲備 (Note 23) (附註23) HK\$ 港元	Total 總額 HK\$ 港元
Balance at 1 January 2012	於二零一二年一月一日結餘	1,800,001	38,030,244	45,711,169	85,541,414
Profit for the year	年內溢利	—	—	32,871,668	32,871,668
Other comprehensive income:	其他全面收入：				
Currency translation differences	貨幣匯兌差額	—	—	249,923	249,923
Fair value changes on available-for-sale financial assets	可供出售金融資產 公平值變動	—	—	178,000	178,000
Total comprehensive income for the year	年內綜合收入總額	—	—	33,299,591	33,299,591
Total contributions by and distributions to owners of the company recognised directly in equity	直接於權益確認的本公司擁有人出資總額及應佔分派				
Employee share option benefit	僱員購股權福利	—	—	224,000	224,000
Balance at 31 December 2012	於二零一二年十二月三十一日結餘	1,800,001	38,030,244	79,234,760	119,065,005
Balance at 1 January 2013	於二零一三年一月一日結餘	1,800,001	38,030,244	79,234,760	119,065,005
Loss for the year	年內虧損	—	—	(7,253,777)	(7,253,777)
Other comprehensive income:	其他全面收入：				
Currency translation differences	貨幣匯兌差額	—	—	2,296,761	2,296,761
Fair value changes on available-for-sale financial assets	可供出售金融資產 公平值變動	—	—	(178,000)	(178,000)
Total comprehensive loss for the year	年內綜合虧損總額	—	—	(5,135,016)	(5,135,016)
Total contributions by and distributions to owners of the company recognised directly in equity	直接於權益確認的本公司擁有人出資總額及應佔分派				
Conversion of convertible notes	兌換可換股票據	360,000	32,377,000	—	32,737,000
Employee share option benefit	僱員購股權福利	—	—	2,892,000	2,892,000
Exercise of share options by employee	僱員行使購股權	5,000	1,086,750	(180,750)	911,000
Balance at 31 December 2013	於二零一三年十二月三十一日結餘	2,165,001	71,493,994	76,810,994	150,469,989

The notes on pages 52 to 130 are an integral part of these consolidated financial statements.

第52至130頁的附註為本綜合財務報表的組成部分。

Consolidated Statement of Cash Flows

綜合現金流量表

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

		Note 附註	2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
Cash flows from operating activities				
	經營活動產生的現金流量			
Cash generated from operations	經營產生的現金	31	60,777,200	34,065,763
Hong Kong profits tax paid	已支付香港利得稅		(343,179)	(1,709,007)
PRC income tax paid	已支付中國所得稅		(2,633,397)	(3,600,364)
Net cash generated from operating activities	經營活動產生的現金淨額		57,800,624	28,756,392
Cash flows from investing activities				
	投資活動產生的現金流量			
Purchases of property, plant and equipment	購買物業、廠房及設備		(22,001,301)	(15,509,830)
Increase in loan to joint ventures	提供予合資公司之貸款增加		(9,705,600)	(10,010,000)
Increase in prepayment for property, plant and equipment	物業、廠房及設備之預付款項增加		(46,162,783)	(9,450,000)
Decrease/(increase) in deposit for an acquisition of business	收購業務之按金增加/(減少)		10,000,000	(10,000,000)
Interest received	已收利息		631	3,713
Proceeds from disposal of available-for-sale financial assets	出售可供出售金融資產所得款項		1,038,976	—
Purchase of available-for-sale financial assets	購買可供出售金融資產		—	(984,000)
Net cash used in investing activities	投資活動所用現金淨額		(66,830,077)	(45,950,117)
Cash flows from financing activities				
	融資活動產生的現金流量			
Net proceeds from issuance of convertible notes	發行可換股票據所得款項淨額	27	—	29,682,000
Proceed from conversion of share options	兌換購股權所得款項		911,000	—
Repayment of finance lease liabilities	融資租賃負債之預付款項		(495,595)	(470,388)
Interest paid for convertible notes	已付可換股票據之利息		—	(335,000)
Net cash generated from financing activities	融資活動所得的現金淨額		415,405	28,876,612



	Note 附註	2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物 (減少)／增加淨額	(8,614,048)	11,682,887
Cash and cash equivalents at beginning of the year	年初的現金及現金等價物	27,880,476	16,150,556
Exchange gains on cash and cash equivalents	現金及現金等價物匯兌收益	319,108	47,033
Cash and cash equivalents at end of the year	年終的現金及現金等價物 20	19,585,536	27,880,476

The notes on pages 52 to 130 are an integral part of these consolidated financial statements.

第52至130頁的附註為本綜合財務報表的組成部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

1 GENERAL INFORMATION

The Group is principally engaged in the budget hotel operations and provision of hotel consultancy and management services in the People's Republic of China (the "PRC").

The Company was incorporated in the Cayman Islands on 23 February 2011 as an exempted company with limited liability under the Companies Law Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of the Company's registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

The Company's shares were listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited on 15 July 2011. On 21 August 2013, the Company transferred the listing of its shares from GEM to the Main Board of the Stock Exchange of Hong Kong Limited ("HKEx").

These consolidated financial statements are presented in Hong Kong dollars ("HK\$"), unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 28 March 2014.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements of the Company have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS"). The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets and financial derivatives, which are carried at fair value.

1 一般資料

本集團主要於中華人民共和國(「中國」)從事經營經濟型酒店及提供酒店顧問及管理服務。

本公司於二零一一年二月二十三日根據開曼群島公司法第22章(一九六一年第三號法例，經綜合及修訂)在開曼群島註冊成立為獲豁免有限公司。公司註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。

本公司股份於二零一一年七月十五日於香港聯合交易所有限公司創業板(「創業板」)上市。於二零一三年八月二十一日，本公司將上市地位由香港聯合交易所有限公司(「聯交所」)創業板轉往主板。

除非另有說明，否則本綜合財務報表均以港元呈列。本綜合財務報表已於二零一四年三月二十八日獲董事會批准刊發。

2 主要會計政策概要

編製此等綜合財務報表時所採用之主要會計政策載列如下。除非另有說明外，該等會計政策均被一致地應用於所有列示之年度。

2.1 編製基準

本公司之綜合財務報表乃根據香港財務報告準則(「香港財務報告準則」)按歷史成本常規法編製。以公平值入賬的可供出售金融資產及金融衍生工具經重新估值而予以修訂。



2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.1 Basis of preparation *(Continued)*

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

2.1.1 *Going concern*

During the year ended 31 December 2013, the Group incurred a net loss of approximately HK\$7,254,000 (2012: net profit of HK\$32,872,000). As at 31 December 2013, the Group's net current assets and cash and cash equivalents balance were approximately HK\$445,000 (2012: HK\$58,179,000) and HK\$19,586,000 (2012: HK\$27,880,000), respectively. The decrease was mainly attributable to payments for construction costs made for new budget hotels planned to be opened in the future. In addition, as at 31 December 2013, the Group has total operating lease and capital commitments of approximately HK\$168,228,000, out of which approximately HK\$25,733,000 would require cash outflows in the coming year.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

編製符合香港財務報告準則的綜合財務報表需要使用若干關鍵會計估算，同時需要管理層在應用本集團會計政策過程中行使其判斷。當中涉及高度判斷、複雜之範疇、或對綜合財務報表而言屬重大影響之假設及估算，在附註4中披露。

2.1.1 持續經營基準

截至二零一三年十二月三十一日止年度，本集團錄得虧損淨額約7,254,000港元(二零一二年：溢利淨額32,872,000港元)。於二零一三年十二月三十一日，本集團分別錄得約445,000港元(二零一二年：58,179,000港元)及19,586,000港元(二零一二年：27,880,000港元)的流動資產淨額及現金及現金等價物結餘。該項減少主要由於年內就計劃於將來開業的新經濟型酒店支付建設成本所致。此外，於二零一三年十二月三十一日，本集團擁有經營租賃及資本承擔約168,228,000港元，其中約25,733,000港元需要來年的現金流出。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

2.1.1 Going concern (Continued)

In order to improve the Group's operating performance and alleviate its liquidity risk, management is implementing measures to control costs and contain capital expenditures. Further investments in hotel operations will be made only when the Group has sufficient financial resources after meeting its day-to-day working capital and other capital commitment requirements. Moreover, in March 2014, the Group has obtained a 15-month loan facility amounting to HK\$45,000,000 from a financial institution. Up to the approval date of these consolidated financial statements, the Group has drawn down HK\$20,000,000 from this loan facility to finance its working capital. Such borrowings bear an interest rate of 12% per annum; and will be repayable in June 2015. Moreover, the borrowings are unsecured notwithstanding the fact that the lender can request for collaterals as it thinks fit from time to time. With the availability of additional funding from the loan facility and the anticipated positive cash flows from the hotel operations, the directors expect that these will improve the Group's cash flows and financial position in the coming twelve months.

The Company's directors have reviewed the Group's cash flow projections. The cash flow projections cover a period of twelve months from the date of approval of these consolidated financial statements. In the opinion of the directors, based on these cash flow projections and in light of the above, the Group will have sufficient financial resources in the coming twelve months to meet its financial obligations as and when they fall due. Accordingly, the directors are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

2.1.1 持續經營基準 (續)

為改善本集團的經營表現及減輕流動資金風險，管理層正實施控制成本及限制資本開支的措施。僅當本集團在滿足日常營運資金及其他資本承擔需求後仍擁有足夠的財務資源時，方會進一步投資於酒店業務。此外，於二零一四年三月，本集團已自一間金融機構獲得為期15個月的45,000,000港元信貸融通。截至綜合財務報表批准當日，本集團已自該貸款融通提取20,000,000港元用作營運資金。該等借貸按每年12%的利率計息，並須於二零一五年六月償還。另外，有關借貸為無抵押，惟借出方可在其不時認為適當的情況下索要抵押品。董事預期，貸款融通帶來的新增資金，加上酒店業務預期將產生正的現金流量，將改善本集團於未來12個月的現金流量及財務狀況。

本公司董事已審閱本集團的現金流量預測。該等現金流量預測涵蓋自綜合財務報表批准當日起12個月期間。董事認為，根據此等現金流量預測，以及鑒於上文所述，本集團將具備足夠的財務資源，可履行未來12個月到期應付的財務責任。因此，董事認為，按持續經營基準編製綜合財務報表乃屬恰當。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

2.1.2 Changes in accounting policy and disclosures

- (a) New, revised and amended standards effective in 2013

The Group has adopted the following new, revised and amended standards that have been issued and are effective for the financial periods commencing on 1 January 2013:

Amendment to HKAS 1	Financial statements presentation regarding other comprehensive income
Amendment to HKAS 19	Employee benefits
HKAS 27 (revised 2011)	Separate financial statements
HKAS 28 (revised 2011)	Associates and joint ventures
Amendment to HKFRS 1	First time adoption on government loans
Amendment to HKFRS 7	Financial instruments: Disclosures on asset and liability offsetting
HKFRS 10	Consolidated financial statements
HKFRS 11	Joint arrangements
HKFRS 12	Disclosure of interests in other entities
HKFRS 13	Fair value measurement
Amendment to HKFRSs 10, 11 and 12	Transition guidance
HK(IFRIC) — Int 20	Stripping costs in the production phase of a surface mine
Annual improvements 2011	Annual improvements in the 2009-2011 financial reporting cycle

The adoption of the amended standards did not have material effect on how the results and financial positions for the current or prior accounting periods have been prepared and presented.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

2.1.2 會計政策變動及披露資料

- (a) 於二零一三年生效之新訂、經修訂及經修改準則

本集團已採納下列已頒佈且於自二零一三年一月一日起開始之財政期間生效之新訂、經修訂及經修改準則：

香港會計準則第1號修訂本	財務報表的呈列，有關其他綜合收入
香港會計準則第19號修訂本	僱員福利
香港會計準則第27號 (二零一一年經修訂)	獨立財務報表
香港會計準則第28號 (二零一一年經修訂)	聯營公司及合資公司
香港財務報告準則第1號修訂本	首次採納有關政府貸款
香港財務報告準則第7號修訂本	金融工具：披露資產及負債之抵銷
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	共同安排
香港財務報告準則第12號	披露於其他實體之權益
香港財務報告準則第13號	公平值計量
香港財務報告準則第10號、第11號及第12號修訂本	過渡性指引
香港(國際財務報告詮釋委員會) — 詮釋第20號	露天礦場生產階段之剝採成本
二零一一年年度改進	二零零九年至二零一一年財務報告週期之年度改進

採納經修訂的準則並無對當前或過往會計期間編製及呈列的業績及財務狀況構成重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

2.1.2 Changes in accounting policy and disclosures (Continued)

- (b) New, revised and amended standards and interpretations to existing standards that have been published but are not yet effective

The following new, revised and amended standards and interpretations to existing standards have been published and are mandatory for the financial periods beginning on or after 1 January 2014, but the Group has not early adopted them:

HKAS 32 (Amendment)	Financial instruments: Presentation on asset and liability offsetting ¹
HKAS 36 (Amendment)	Impairment of assets on recoverable amount disclosures ¹
HKAS 39 (Amendment)	Financial instruments: Recognition and measurement-novation of derivatives ¹
HKFRS 9	Financial instruments ⁵
HKFRS 10, HKFRS 12 and HKAS 27 (Amendment)	Consolidation for investment entities ¹
HKFRS 14	Regulatory deferral accounts ⁴
Annual improvements 2012	Annual improvements to HKFRS 2010-2012 cycle ²
Annual improvements 2013	Annual improvements to HKFRS 2011-2013 cycle ²
HK(IFRIC) – Int 2	Members' shares in co-operative entities and similar instruments ³
HK(IFRIC) – Int 4	Determining whether an arrangement contains a lease ⁴
HK(IFRIC) – Int 21	Levies ¹

2 主要會計政策概要 (續)

2.1 編製基準 (續)

2.1.2 會計政策變動及披露資料 (續)

- (b) 已頒佈但尚未生效之新訂、經修訂及經修改準則及對現有準則之詮釋

下列新訂、經修訂及經修改準則及對現有準則之詮釋已頒佈，且須於二零一四年一月一日或之後開始之財政期間強制使用，但本集團並無提早採納：

香港會計準則第32號 (修訂本)	金融工具：有關呈列資產及負債之抵銷 ¹
香港會計準則第36號 (修訂本)	就可收回金額的資產減值披露 ¹
香港會計準則第39號 (修訂本)	金融工具：確認及計量一衍生工具的更替 ¹
香港財務報告準則第9號	金融工具 ⁵
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)	投資主體的合併 ¹
香港財務報告準則第14號	監管遞延賬戶 ⁴
二零一二年年度改進	二零一零年至二零一二年週期香港財務報告準則之年度改進 ²
二零一三年年度改進	二零一一年至二零一三年週期香港財務報告準則之年度改進 ²
香港 (國際財務報告詮釋委員會) – 詮釋第2號	合作實體之股東股份及類似工具 ³
香港 (國際財務報告詮釋委員會) – 詮釋第4號	釐定安排是否包括租賃 ⁴
香港 (國際財務報告詮釋委員會) – 詮釋第21號	徵費 ¹



2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

2.1.2 Changes in accounting policy and disclosures (Continued)

- (b) New, revised and amended standards and interpretations to existing standards that have been published but are not yet effective (Continued)

Note:

- 1 Effective for financial periods beginning on or after 1 January 2014
- 2 Effective for financial periods beginning on or after 1 July 2014
- 3 Effective for financial periods beginning on or after 1 January 2015
- 4 Effective for financial periods beginning on or after 1 January 2016
- 5 Effective date to be determined

The Group will apply these new, revised and amended standards and interpretations to existing standards in the period of initial application. The Group is currently assessing the impact of the adoption of these new, revised and amended standards and interpretations to existing standards and is not yet in a position to state whether they would have a significant impact on the Group's results of operations and financial position.

There are no other HKFRSs or HK(IFRIC) interpretations that are not yet effective that would be expected to have a material impact on the Group.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

2.1.2 會計政策變動及披露資料 (續)

- (b) 已頒佈但尚未生效之新訂、經修訂及經修改準則及對現有準則之詮釋 (續)

附註：

- 1 於二零一四年一月一日或之後之財政期間開始生效
- 2 於二零一四年七月一日或之後之財政期間開始生效
- 3 於二零一五年一月一日或之後之財政期間開始生效
- 4 於二零一六年一月一日或之後之財政期間開始生效
- 5 生效日期待定

本集團將於首次採納期間採用該等新訂、經修訂及經修改準則及對現有準則之詮釋。本集團現時正評估採納該等新訂、經修訂及經修改準則及對現有準則之詮釋之影響，惟目前尚未確定該等準則是否會對其經營業績及財務狀況造成重大影響。

並無其他尚未生效之香港財務報告準則或香港(國際財務報告詮釋委員會)的詮釋預期將對本集團產生重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Subsidiaries

2.2.1 Consolidation

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Intra-group transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

2.2.2 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost also includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2 主要會計政策概要 (續)

2.2 附屬公司

2.2.1 合併賬目

附屬公司指本集團擁有其控制權之實體(包括結構型實體)。本集團對某實體擁有控制權，是指本集團透過參與該實體之業務而對該實體之可變回報承擔風險或享有權利，及能夠運用其對該實體之權力影響該等回報。附屬公司自其控制權轉移予本集團當日起綜合入賬，並於控制權終止當日停止綜合入賬。

集團內公司間交易、集團公司間因交易產生之結餘及未變現收益均予以抵銷。未變現虧損亦會抵銷。附屬公司之呈報金額已作必要調整，以符合本集團之會計政策。

2.2.2 獨立財務報表

於附屬公司之投資乃按成本減減值入賬。成本亦包括投資應佔之直接費用。本公司將附屬公司之業績按已收及應收股息入賬。

倘投資附屬公司所產生的股息超過附屬公司於派息期間的綜合收入總額或獨立財務報表內的投資賬面值超過於綜合財務報表投資對象的資產淨值(包括商譽)賬面值，則在收取有關投資所得股息時即須對此等投資進行減值測試。



2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.3 Joint arrangements

Under HKFRS 11 investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations of each investor. The Group has assessed the nature of its joint arrangements and determined them to be joint ventures. Joint ventures are accounted for using the equity method.

Under the equity method of accounting, interests in joint ventures are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses and movements in other comprehensive income. When the Group's share of losses in a joint venture equals or exceeds its interests in the joint ventures (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint ventures), the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint ventures.

Unrealised gains on transactions between the Group and its joint ventures are eliminated to the extent of the Group's interest in the joint ventures. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of the joint ventures have been changed where necessary to ensure consistency with the policies adopted by the Group.

2 主要會計政策概要 (續)

2.3 共同安排

根據香港財務報告準則第11號，於共同安排的投資視乎各投資者的合約權利及責任分類為共同經營或合資公司。本集團已評估其共同安排的性質，並將其釐定為合資公司。合資公司採用權益法入賬。

根據權益會計法，於合資公司的權益初步按成本確認，並隨後作出調整以確認本集團應佔收購後溢利或虧損及其他全面收入變動。倘本集團應佔合資公司虧損等於或超過其於該合資公司的權益（包括實質上構成本集團於該等合資公司投資淨值一部分的任何長期權益），本集團不會確認進一步虧損，除非本集團代表該合資公司承擔責任或支付款項。

本集團與其合資公司交易的未變現收益會對銷，以本集團所持合資公司權益為限。除非有證據顯示交易中所轉讓資產出現減值，否則未變現虧損亦會對銷。合資公司的會計政策已作必要變更，確保與本集團所採納之政策一致。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.4 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker (the “CODM”). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Group’s executive directors who make strategic decisions.

2.5 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group’s entities are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). The consolidated financial statements are presented in Hong Kong Dollars (“HK\$”), which is the Company’s functional and the Group’s presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the income statement within ‘finance cost-net’. All other foreign exchange gains and losses are presented in the income statement within ‘other income’.

2 主要會計政策概要 (續)

2.4 分部報告

經營分部的呈報方式與向主要營運決策者(「主要營運決策者」)匯報所使用的內部報告一致。主要營運決策者為作出策略性決定之本集團執行董事，其負責分配資源並且評核經營分部的表現。

2.5 外幣換算

(a) 功能及呈列貨幣

本集團各實體之財務報表所包括之項目，乃按該實體經營所在之主要經濟環境之貨幣(「功能貨幣」)計量。綜合財務報表均以本公司功能貨幣及本集團呈列貨幣港元(「港元」)呈列。

(b) 交易及結餘

外幣交易採用交易日期或項目重新計量的估值日期的匯率換算為功能貨幣。因結算該等交易產生的匯兌損益以及以年終匯率換算外幣計值的貨幣資產和負債產生的匯兌損益在損益中確認。

與借款以及現金及現金等價物有關之外匯收益及虧損列入收益表之「融資成本 — 淨額」內。所有其他外匯收益及虧損在收益表之「其他收入」內列賬。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.5 Foreign currency translation (Continued)

(b) Transactions and balances (Continued)

Changes in the fair value of monetary securities denominated in foreign currency classified as available-for-sale are analysed between translation differences resulting from changes in the amortised cost of the security and other changes in the carrying amount of the security. Translation differences related to changes in amortised cost are recognised in profit or loss, and other changes in carrying amount are recognised in other comprehensive income.

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities classified as available-for-sale, are included in other comprehensive income.

(c) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- income and expenses for each statement of comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- all resulting currency translation differences are recognised in other comprehensive income.

2 主要會計政策概要 (續)

2.5 外幣換算 (續)

(b) 交易及結餘 (續)

以外幣計價且分類為可供出售之貨幣證券之公平值變動在證券已攤銷成本變動產生之匯兌差額與證券賬面值之其他變動間進行分析。與攤銷成本變動有關的匯兌差額在損益內確認，而其他賬面值之變動則在其他全面收入中確認。

非貨幣金融資產及負債(如按公平值持有列入於損益之權益)之匯兌差額於損益內確認為公平值收益或虧損之部分。非貨幣金融資產(如分類為可供出售之權益)之匯兌差額計入其他全面收入內。

(c) 集團公司

功能貨幣與呈列貨幣不同的所有集團實體(並無極高通脹經濟地區的貨幣)的業績及財務狀況，按下列方式換算為呈列貨幣：

- 各財務狀況表內呈列的資產及負債按該財務狀況表呈列日的收市匯率換算；
- 各全面收益表內的收支按平均匯率換算(除非該平均匯率未能合理反映交易日現行匯率所帶來的累計影響，則在該情況下按照交易日的匯率換算該等收支)；及
- 所導致的一切匯兌差額乃於其他全面收入內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.5 Foreign currency translation (Continued)

(c) Group companies (Continued)

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising are recognised in other comprehensive income.

2.6 Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Depreciation on property, plant and equipment is calculated using straight-line method to allocate their cost, less their residual values, if any, over their estimated useful lives as follows:

Leasehold improvements	Shorter of the unexpired term of lease and 7 years
Furniture and fixtures	5 years
Office equipment	5 years
Motor vehicles	5 years

The asset's useful lives and residual values are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.8).

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognised in profit or loss.

2 主要會計政策概要 (續)

2.5 外幣換算 (續)

(c) 集團公司 (續)

收購海外實體產生的商譽及公平值調整視為該海外實體的資產及負債，並按收市匯率換算。所產生的匯兌差額於其他全面收入內確認。

2.6 物業、廠房及設備

物業、廠房及設備乃按歷史成本減累計折舊及減值虧損列賬。歷史成本包括收購該等項目之直接應佔開支。

後續成本已納入資產的賬面值或只於未來可能有與該項目有關的經濟利益流入本集團且項目成本能可靠計量時確認為獨立資產(於適當情況下)。替換部分的賬面值已取消確認。所有其他維修及保養成本計入其發生之財政期間的損益內。

物業、廠房及設備的折舊採用以下的估計可使用年期將其成本按直線法減其剩餘價值(如有)計算：

租賃物業裝修	尚餘租期及七年中的較短者
傢俬及裝置	五年
辦公室設備	五年
汽車	五年

資產之可使用年期及剩餘價值均於各報告期末予以審閱及調整(如適用)。倘資產賬面值較估計的可收回款額為大，則資產的賬面值將立刻被撇減至其可收回款額(附註2.8)。

出售之盈虧均透過將所得款項與賬面值作比較而釐定，並於損益內確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Construction in progress

Construction in progress represents leasehold improvement stated at cost less accumulated impairment loss, if any. Cost includes the costs of leasehold improvements and capitalised interest charges arising from borrowings used to finance these assets during the period of construction. No provision for depreciation is made on construction in progress until such time the relevant assets are completed and are available for intended use. When the assets concerned are brought into use, the costs are transferred to property, plant and equipment and depreciated in accordance with the policy as stated in the preceding paragraphs.

2.8 Impairment of non-financial assets

Assets that have an indefinite useful life, for example goodwill, are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2.9 Financial assets

2.9.1 Classification

The Group classifies its financial assets as loans and receivables and available-for-sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

2 主要會計政策概要 (續)

2.7 在建工程

在建工程指租賃物業裝修，按成本減累計減值虧損(如有)列賬。成本包括租賃物業裝修成本及建設期內為該等資產提供資金之借款產生之資本化利息費用。概不會對在建工程作出折舊撥備，直至有關資產完成及可作擬定用途為止。當有關資產投入使用時，成本將轉撥至物業、廠房及設備，並根據先前段落所述政策折舊。

2.8 非金融資產的減值

並無明確可用期限的資產(例如商譽)毋須攤銷，但每年須進行減值測試。資產於出現事件或情況改變顯示賬面值可能無法收回時，就減值進行檢討。減值虧損按資產之賬面值超出其可收回金額之數額確認。可收回金額乃扣除銷售成本後之資產公平值及使用價值之較高者。於評估減值時，資產按可獨立識辨現金流量之最低層次(現金產生單位)分組。出現減值之非金融資產(商譽除外)將於每個報告日進行檢討以確定其減值能否轉回。

2.9 金融資產

2.9.1 分類

本集團將金融資產分類為貸款及應收款項以及可供出售金融資產。分類視乎購入的金融資產之目的而定。管理層在初始確認時釐定金融資產的分類。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Financial assets (Continued)

2.9.1 Classification (Continued)

(a) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for the amounts that are settled or expected to be settled more than 12 months after the end of the reporting period. These are classified as non-current assets. The Group's loans and receivables comprise "trade and other receivables", "amounts due from joint ventures/subsidiaries" and "cash and cash equivalents" in the statements of financial position.

(b) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months of the end of the reporting period.

2 主要會計政策概要 (續)

2.9 金融資產 (續)

2.9.1 分類 (續)

(a) 貸款及應收款項

貸款及應收款項為有固定或可確定付款額且沒有在活躍市場上報價的非衍生金融資產。此等項目計入流動資產，但若由報告期末起計超過十二個月之後方清償者，則分類為非流動資產。本集團的貸款及應收款項由財務狀況表「應收賬款及其他應收款項」、「應收合資公司／附屬公司款項」及「現金及現金等價物」組成。

(b) 可供出售金融資產

可供出售的金融資產為被指定為此類別或並無分類為任何其他類別的非衍生工具。除非管理層有意在報告期末後12個月內出售該項投資，否則此等資產列在非流動資產內。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Financial assets (Continued)

2.9.2 Recognition and measurement

Regular way purchases and sales of financial assets are recognised on the trade-date — the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets are subsequently carried at fair value. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

Changes in the fair value of monetary and non-monetary securities classified as available-for-sale are recognised in other comprehensive income.

When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the income statement as “other income”.

Dividends on available-for-sale equity instruments are recognised in the profit or loss as part of other income when the Group’s right to receive payments is established.

2.10 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

2 主要會計政策概要 (續)

2.9 金融資產 (續)

2.9.2 確認及計量

金融資產的一般購入及出售在交易日確認，交易日指本集團承諾購入或出售該資產之日。就所有未按公平值透過損益列賬之金融資產而言，投資初步按公平值加交易成本確認。當從投資收取現金流量的權利經已到期或經已轉讓，而本集團已將擁有權的絕大部分風險和回報轉讓時，金融資產即終止確認。可供出售金融資產其後按公平值列賬。貸款及應收款項其後利用實際利息法按攤銷成本列賬。

分類為可供出售貨幣及非貨幣證券的公平值變動乃於其他全面收入內確認。

當分類為可供出售的證券被售出或減值時，在權益中確認的累計公平值調整於收益表中列為「其他收入」。

可供出售股本工具之股息乃當本集團收取款項的權利確立時於損益表內確認為其他收入的一部分。

2.10 抵銷金融工具

金融資產及負債於有法定強制權以抵銷已確認金額及於擬按淨值基準結算或同時將資產變現及償付負債時予以抵銷，而有關淨額於資產負債表內呈報。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Impairment of financial assets

(a) Loans and receivables

The Group assesses at the end of each reporting period whether there is an objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is an objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a "loss event") and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

For loans and receivables category, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in profit or loss. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the profit or loss.

2 主要會計政策概要(續)

2.11 金融資產減值

(a) 貸款及應收款項

本集團於每個報告期末評估是否存在客觀證據證明某一金融資產或一組金融資產出現減值。只有當存在客觀證據證明於因為初始確認資產後發生一宗或多宗事件導致出現減值(「虧損事件」)，而該宗(或該等)虧損事件對該項或該組金融資產的估計未來現金流量構成的影響可以可靠估計，該項或該組金融資產才算出現減值及產生減值虧損。

減值的證據可能包括以下指標：債務人或一組債務人正處於重大財政困難，違約或拖欠利息或本金付款，有可能彼等將進入破產程序或進行其他財務重組，以及當有可觀察數據顯示，估計未來現金流量有可計量的減少，例如欠款變動或與違約相關的經濟狀況。

就貸款及應收款項類別而言，虧損金額乃根據資產賬面值而按金融資產原實際利率貼現而估計未來現金流量(不包括仍未產生的未來信貸損失)的現值兩者的差額計量。資產賬面值予以削減，而虧損金額則在損益表確認。如貸款有浮動利率，計量任何減值虧損的貼現率為按合同釐定的當前實際利率。在實際應用中，本集團可能利用可觀察的市場價格，按工具的公平值計量減值。

如在後繼期間，減值虧損的數額減少，而此減少可客觀地聯繫至減值在確認後才發生的事件(例如債務人的信用評級有所改善)，則之前已確認的減值虧損轉回在損益表內確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Impairment of financial assets (Continued)

(b) Assets classified as available-for-sale

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. For debt securities, the Group uses the criteria referred to in (a) above. In the case of equity investments classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss — measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss — is removed from equity and recognised in profit or loss. Impairment losses recognised in profit or loss on equity instruments are not reversed through profit or loss. If, in a subsequent period, the fair value of a debt instrument classified as available-for-sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss is reversed through profit or loss.

2.12 Trade and other receivables

Trade receivables are amounts due from customers for services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

2.13 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents includes cash on hand and deposits held at call with banks.

2 主要會計政策概要 (續)

2.11 金融資產減值 (續)

(b) 分類為可供出售之資產

本集團於各報告期末評估金融資產或一組金融資產是否出現客觀減值證據。就債務證券而言，本集團採用以上(a)中所述的標準。就分類為可供出售之股本投資而言，證券之公平值大幅或長期下跌至低於其成本，亦屬資產已出現減值之證據。倘可供出售金融資產出現任何此等跡象，其累計虧損（按收購成本與現時公平值之差額減去該金融資產先前已在損益表確認之任何減值虧損計量）將從權益中扣除，並於損益中確認。於損益確認的權益工具減值虧損不會透過損益撥回。如日後被分類為可供出售的債務工具的公平值增加，而該增值可客觀地與減值虧損於損益內確認後出現的事件有關，則減值虧損將於損益撥回。

2.12 應收賬款及其他應收款項

應收賬款是在日常業務過程中為顧客提供服務的應收款項。倘應收賬款及其他應收款項預期在一年或一年以內收回（若更長，則在業務正常經營週期內），則分類為流動資產。否則，在非流動資產中呈列。

應收賬款及其他應收款項最初以公平值確認，其後利用實際利息法按攤銷成本並扣除減值撥備計量。

2.13 現金及現金等價物

現金及現金等價物包括手頭現金及銀行通知存款，於綜合現金流量表呈列。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.14 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.15 Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.16 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

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

2 主要會計政策概要 (續)

2.14 股本

普通股分類為權益。發行新股或購股權直接應佔的新增成本在權益中列為所得款項的減少(扣除稅項)。

2.15 應付賬款及其他應付款項

應付賬款是在日常業務過程中向供應商購買商品或服務的付款責任。倘應付賬款在一年或一年以內到期(若更長,則在業務正常經營週期內),則分類為流動負債。否則,在非流動負債中呈列。

應付賬款及其他應付款項初步以公平值確認,其後利用實際利息法按攤銷成本計量。

2.16 借貸

借貸初步按公平值扣減所產生的交易成本確認。借貸其後按攤銷成本列賬;所得款項(扣除交易成本)與贖回價值的任何差額利用實際利率法於借貸期間內在收益表確認。

設立貸款融資時支付的費用倘部分或全部融資將很可能被提取,則確認為貸款的交易費用。在此情況下,費用遞延至貸款被提取為止。如沒有證據證明部分或全部融資將很可能被提取,則該費用資本化作為流動資金服務的預付款,並按有關的融資期間攤銷。

除非本集團有無條件權利可將負債的結算遞延至報告期末後最少12個月,否則借貸分類為流動負債。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.17 Borrowing costs

General and specific 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 other borrowing costs are recognised in profit or loss in the period in which they are incurred.

2.18 Convertible notes

The Company issued Hong Kong dollars (“HK\$”) denominated convertible notes (the “convertible notes”) which can be converted into ordinary shares of the Company and redeemed under certain circumstances. If the conversion of the convertible notes will not result in delivering a fixed number of the Company’s own equity instruments in exchange for a fixed amount of cash or another financial asset, the convertible notes contract will be separated into two component elements: a financial derivative component consisting of the embedded options and a debt component consisting of the straight debt element of the convertible notes.

On the issue of the convertible notes, the fair value of the financial derivatives component is calculated using a valuation technique. The financial derivative component is carried at fair value on the consolidated statement of financial position with any subsequent changes in fair value being charged or credited to profit or loss in the period when the change occurs. The remainder of the proceeds is allocated to debt component of the convertible notes, net of transaction costs, and is recorded as a liability. The debt component is subsequently carried at amortised cost until extinguished on conversion or redemption.

2 主要會計政策概要 (續)

2.17 借貸成本

直接歸屬於收購、興建或生產合資格資產(指必須經一段長時間處理以作其預定用途或銷售的資產)的一般及特定借貸成本，加入該等資產的成本內，直至資產大致上備妥供其預定用途或銷售為止。

就特定借貸，因有待合資格資產的支出而臨時投資賺取的投資收入，應自合資格資本化的借貸成本中扣除。

所有其他借貸成本在產生期內的損益中確認。

2.18 可換股票據

本公司已發行以港元計值之可換股票據(「可換股票據」)，該等票據可兌換為本公司的普通股及在若干情況下贖回。倘兌換可換股票據將不會導致在交換固定金額或另一金融資產時交付固定數目的本公司本身之股本工具，則可換股票據合約將分為兩個組成部分：金融衍生工具部分(包括嵌入式選擇權)及債項部分(包括可換股票據之直接負債)。

就發行可換股票據而言，金融衍生工具部分的公平值會以估值技術計算。金融衍生工具部份按公平值於綜合財務狀況表列賬，任何公平值其後變動將在發生變動期間於損益中計入或扣除。所得款項餘款被分配至可換股票據的債項部分(扣除交易成本)，並記錄為負債。債項部分隨後則按攤銷成本列賬，直至兌換或贖回時註銷為止。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.18 Convertible notes (Continued)

Interest expense is calculated using the effective interest method by applying the effective interest rate to the debt component through the maturity date.

If the convertible notes are converted, the carrying amounts of the corresponding financial derivative and debt components are transferred to share capital and share premium as consideration for the shares issued. If the convertible notes are redeemed, any difference between the amount paid and the carrying amounts of the corresponding financial derivative and debt components is recognised in profit or loss.

2.19 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the group companies operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

2 主要會計政策概要 (續)

2.18 可換股票據 (續)

利息開支乃使用實際利率法於直至到期日為止期間內對債項部分應用實際利率計算。

如可換股票據被兌換，相應金融衍生工具及債項部分的賬面值將轉入股本及股份溢價作為所發行股份的代價。如可換股票據被贖回，相應金融衍生工具及債項部分的已付金額與賬面值之差額將於損益確認。

2.19 當期及遞延所得稅

本期的稅項支出包括當期和遞延稅項。稅項在損益中確認，但與在其他全面收入中或直接在權益中確認的項目有關者則除外。在該情況下，稅項亦分別在其他全面收入或直接在權益中確認。

(a) 當期所得稅

當期所得稅支出根據集團公司經營及產生應課稅收入的國家於報告期末已頒佈或實質上已頒佈的稅務法例計算。管理層就適用稅務法例解釋所規限的情況定期評估報稅表的狀況，並在適用情況下根據預期須向稅務機關支付的稅款設定撥備。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.19 Current and deferred income tax (Continued)

(b) Deferred income tax

Inside basis differences

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

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

Outside basis differences

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and joint ventures, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. Generally the Group is unable to control the reversal of the temporary difference for joint ventures. Only where there is an agreement in place that gives the Group the ability to control the reversal, the temporary difference is not recognised.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries and joint arrangements only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

2 主要會計政策概要 (續)

2.19 當期及遞延所得稅 (續)

(b) 遞延所得稅

內部基準差異

遞延所得稅利用負債法確認資產和負債的稅基與資產和負債在綜合財務報表的賬面值的差額而產生的暫時性差異。然而，若遞延稅項負債因商譽的初步確認而產生，則不作確認，若遞延所得稅來自在交易（不包括業務合併）中對資產或負債的初始確認，而在交易時不影響會計損益或應課稅損益，則不作記賬。遞延所得稅採用在報告期末前已頒佈或實質上已頒佈，並在變現有相關的遞延所得稅資產或結算遞延所得稅負債時預期將會適用的稅率（及法例）而釐定。

遞延所得稅資產僅就很可能有未來應課稅利潤而就就可使用暫時性差異而確認。

外部基準差異

遞延所得稅就附屬公司及合資公司投資產生的暫時性差異而計提撥備，但假若本集團可以控制暫時性差異的轉回時間，而暫時性差異在可預見將來很可能不會轉回情況下的遞延所得稅負債則除外。一般而言，本集團不能控制合資公司暫時性差異的轉回。僅當訂有協議令本集團有能力控制暫時性差異的轉回，方會不確認有關暫時性差異。

僅當暫時性差異可於未來撥回，且有充足的應課稅溢利可用於抵銷暫時性差異時，方就投資附屬公司及共同安排所產生之可扣減暫時性差異確認遞延所得稅。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.19 Current and deferred income tax (Continued)

(c) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2.20 Employee benefits

(a) Pension obligations

Group companies operate various pension schemes. The schemes are generally funded through payments to insurance companies or trustee-administered funds. The Group has defined contribution plans in the PRC and Hong Kong.

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

The Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(b) Bonus plans

The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

2 主要會計政策概要 (續)

2.19 當期及遞延所得稅 (續)

(c) 抵銷

當有法定可執行權利將即期稅項資產與即期稅項負債抵銷，且遞延所得稅資產和負債涉及由同一稅務機關對應課稅主體或不同應課稅主體但有意向以淨額基準結算所得稅結餘時，則可將遞延所得稅資產與負債互相抵銷。

2.20 僱員福利

(a) 退休金責任

本集團旗下公司營運多個退休金計劃。此等計劃一般透過向保險公司或受託管理基金付款而獲得資金。本集團在中國及香港設有界定供款計劃。

界定供款計劃是一項本集團向一個獨立實體支付固定供款的退休金計劃。倘該基金並無持有足夠資產向所有僱員就其在當期及以往期間的服務支付福利時，本集團亦無法定或推定責任支付進一步供款。

本集團以強制性、合約性或自願性方式向公開或私人管理的退休保險計劃供款。本集團作出供款後，並無進一步付款責任。供款在應付時確認為僱員福利費用。預付供款在可獲得現金退款或可減少未來付款的情況下確認為資產。

(b) 花紅計劃

本集團於有合約責任或過往慣例產生推定責任時確認撥備。



2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.21 Share-based payments

The Group operates an equity-settled, share-based compensation plan, under which the Group receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (for example, an entity share price);
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions (for example, the requirement for employees to save).

Non-market performance and service conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

In addition, in some circumstances employees may provide services in advance of the grant date and therefore the grant date fair value is estimated for the purposes of recognising the expense during the period between service commencement period and grant date.

2 主要會計政策概要 (續)

2.21 以股份為基礎之付款

本集團進行一項按股本結算以股份為基礎之報酬的計劃，據此本集團獲僱員提供服務，並以本集團之股本工具(購股權)作為代價。僱員提供服務以換取購股權的公平值乃確認為開支。列作開支的總金額乃參照已授出購股權的公平值釐定，而計算時：

- 包括任何市場表現狀況(如實體的股價)；
- 不包括任何有關服務及非市場表現的歸屬情況(如盈利能力、銷售增長目標及有關人士於一段特定時間內是否仍為實體僱員)；及
- 包括任何非歸屬條件的影響(如要求員工儲備)。

非市場表現及服務條件包括在有關預期可予歸屬購股權數目的假設中。開支總額在歸屬期間內確認，歸屬期間指將符合所有特定可歸屬條件的期間。

此外，在某些情況下，僱員可能在授出日期之前提供服務，因此授出日期的公平值就確認服務開始期與授出日期之間期間內的開支作出估計。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.21 Share-based payments (Continued)

At the end of each reporting period, the Group revises its estimates of the number of options that are expected to vest based on the non-marketing performance and service conditions. It recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

2.22 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2 主要會計政策概要 (續)

2.21 以股份為基礎之付款 (續)

於各報告期末，本集團依據非市場表現及服務條件修訂其對預期可歸屬的購股權數目的估計。本集團於收益表確認對原估算修訂(如有)的影響，並對權益作出相應調整。

在購股權獲行使時，本公司將發行新股份。已收取所得款項(扣除任何直接應佔交易成本)均列入股本(面值)及股份溢價中。

2.22 撥備

當本集團因過往發生的事件而產生現有的法律或推定債務；很可能需要資源的流出以結算債務；及金額已被可靠估計時確認撥備。但不會就未來經營虧損確認撥備。

如有多項類似債務，其需要在結算中有資源流出的可能性，則可根據債務的類別整體考慮釐定。即使在同一債務類別所包含的任何一個項目相關的資源流出的可能性極低，仍須確認撥備。

撥備採用稅前利率按照預期需結算有關債務的支出現值計量，該利率反映當時市場對金錢時間值和有關債務特有風險的評估。隨著時間過去而增加的撥備確認為利息開支。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.23 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the services rendered in the ordinary course of the Group's activities.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Group and when specific criteria have been met for each of the Group's activities as described below.

(a) Hotel operations

Hotel revenue from hotel room and conference room rental is recognised when the services are rendered.

(b) Provision of hotel consultancy services

Revenue in respect of provision of hotel consultancy service is recognised by reference to the stage of completion of the transaction at the end of the reporting period. The stage of completion of each transaction is determined based on the proportion of costs incurred at the end of the reporting period compared to the estimated total costs of the transaction. The outcome of a transaction can be estimated reliably when (a) the amount of revenue can be measured reliably; (b) it is probable that the economic benefits associated with the transaction will flow to the Group; (c) the stage of completion of the transaction at the reporting date can be measured reliably and (d) the costs incurred for the transaction and the costs to complete the transaction can be measured reliably.

(c) Hotel management income

Hotel management income from operating a hotel is recognised when the services are rendered.

2 主要會計政策概要 (續)

2.23 收益確認

收益包括本集團在日常經營活動中提供服務已收及應收代價的公平值。

當收入金額能可靠計量、未來經濟利益可能流入本集團、以及符合下文所述本集團各項業務的特定條件時，本集團將確認收益。

(a) 酒店營運

來自酒店客房及會議室租金的酒店收益於提供服務時予以確認。

(b) 提供酒店顧問服務

有關提供酒店顧問服務的收益，乃參考於報告期末交易的完成狀況而確認。各交易的完成狀況根據於報告期末已產生的成本佔預計交易總成本的比例作釐定。倘(a)收益金額能得到可靠計量；(b)與交易有關的經濟效益很可能流入本集團；(c)於報告日期能可靠計量交易的完成狀況；及(d)交易產生的成本及完成交易的成本能得到可靠計量，則交易結果能被可靠地估計。

(c) 酒店管理收入

營運酒店產生的酒店管理收入於提供服務時確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.23 Revenue recognition (Continued)

(d) *Membership fee income*

The fair value of the consideration received or receivable is recognised on a straight-line basis over the life of the membership.

(e) *Rental income on sub-leased hotel premise*

Rental income in respect of rental of a sub-leased hotel premise is recognised on a straight-line basis over a lease period of 10 years.

(f) *Interest income*

Interest income is recognised using the effective interest method. When a loan and receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans and receivables is recognised using the original effective interest rate.

2.24 Customer loyalty programmes

The Group operates a loyalty programme where customers accumulate points to exchange free nights staying in the hotels operated by the Group. Sale of hotel rooms that result in membership points are accounted for as a separately identifiable component of the sales transaction(s) in which they are granted or sold (the "initial sale"). The fair value of the consideration received or receivable in respect of the initial sale is allocated between the components, i.e. the hotel rooms sold and the membership points granted. The fair value of the membership points is estimated by reference to the benefits (i.e. free extra night for staying) that the customer would obtain when redeeming the membership points and the expected future redemption rate. The estimate on expected redemption rate is based on statistical analysis of past customer behaviour. The Group reviews the loyalty programme on a regular basis, unused and expired membership points would be removed from the programme. Revenue from the membership points is deferred and is recognised when the points are redeemed and the amount of revenue is recognised based on the number of points redeemed relative to the total number expected to be redeemed.

2 主要會計政策概要 (續)

2.23 收益確認 (續)

(d) 會籍費用收入

已收或應收代價的公平值於會籍的年期內按直線法確認入賬。

(e) 酒店分租物業的租金收入

有關酒店分租物業的租金收入於10年租賃期內按直線法確認。

(f) 利息收入

利息收入採用實際利率法確認。倘貸款和應收款項出現減值，本集團會將賬面值減至其可收回款額（即按該工具的原實際利率折現的估計未來現金流量），並繼續沖抵折讓為利息收入。已減值貸款及應收款項的利息收入使用原實際利率確認。

2.24 客戶忠誠度計劃

本集團推行一項忠誠度計劃，客戶可通過積分在本集團經營的酒店免費住宿。通過會員積分銷售的酒店客房按其授出或銷售的銷售交易（「初始銷售」）之可識別部份單獨列賬。與初始銷售有關的已收或應收代價公平值於有關部分（即酒店客房銷售及已授會員積分）間分配。會員積分的公平值乃參考客戶兌換會員積分時可能獲得的利益（即可免費住宿）及預期未來兌換率進行估計。預期兌換率乃根據以往顧客行為的數據分析估計得出。本集團會定期檢討忠誠度計劃，而未使用或已到期會員積分將從計劃中撇除。會員積分收益將作遞延處理，並於兌換積分時確認，收益金額乃按與預期將予兌換積分總額有關之已兌換積分確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.25 Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease.

The Group leases certain property, plant and equipment. Leases of property, plant and equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's commencement at the lower of the fair value of the leased property and the present value of the minimum lease payments.

Each lease payment is allocated between the liability and finance charges. The corresponding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease term.

2.26 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's and Company's financial statements in the period in which the dividend is approved by the Company's shareholders or directors, where appropriate.

2 主要會計政策概要 (續)

2.25 租賃

如租賃所有權的大部分風險和報酬由出租人保留，則分類為經營租賃。根據經營租賃支付的款項(扣除自出租人收取的任何獎勵後)於租賃期內以直線法在損益支銷。

本集團租用若干物業、廠房及設備。如本集團大致上擁有所有權的所有風險和回報，則物業、廠房及設備的租賃歸類為融資租賃。融資租賃在租賃開始時，按租賃物業的公平值或最低租賃付款現值兩者之較低者資本化。

每項租賃款項均分攤為負債及財務支出。相應租賃責任在扣除財務支出後計入其他長期應付款項。財務成本的利息部分於租賃期內在損益中支銷，以使每期剩餘負債的利率為常數。根據融資租賃而獲得的物業、廠房及設備按資產的可使用年期及租賃期兩者之較短者進行折舊。

2.26 股息分派

向本公司股東分派的股息在股息獲本公司股東或董事批准的期間內於本集團及本公司的財務報表內確認為負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

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

(a) Credit risk

The Group's credit risk is primarily attributable to cash and cash equivalents, trade debtors, deposits, other receivables and amounts due from joint ventures and subsidiaries. Management has policies in place and exposures to these credit risks are monitored on an ongoing basis.

In respect of hotel operations, the Group has no concentration of credit risk in view of its large number of customers. It has policies in place to ensure that sale of rooms to corporate customers are made to customers with an appropriate credit history. Sales to walk-in customers are made via credit cards or cash.

In respect of provision of hotel consultancy services, the Group has a concentration of credit risk in view of that all the trade debtors arose from 1 customer (2012: 5 customers). The Group requests progress payments from customers in accordance with the milestones of the hotel consultancy agreements.

Cash and bank deposits are mainly placed in domestic banks with good credit ratings. Rental deposits are mainly paid to seven (2012: eight) domestic private entities who are currently leasing the office and hotel premises to the Group. Other receivables primarily represent the amounts due from third and related parties which have long business relationship with the Group. Taking into consideration settlements subsequent to year end, management does not consider there is recoverability issue.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position.

3 財務風險管理

3.1 財務風險因素

本集團的活動承受著多項財務風險：信用風險、流動資金風險、外匯風險及利率風險。本集團的整體風險管理計劃專注於財務市場的難預測性，並尋求盡量減低對本集團財務表現的潛在不利影響。

(a) 信用風險

本集團的信用風險主要來自現金及現金等價物、應收貿易賬款、按金、其他應收款項以及應收合資公司和附屬公司之款項。管理層已實施政策，並且不斷監察所承受信用風險之程度。

就酒店營運而言，由於本集團擁有龐大的顧客群，因此並無信用集中風險。本集團已實施政策確保向信貸背景正常的企業客戶提供客房銷售。銷售予未有預訂的顧客以信用卡或現金收款。

就提供酒店顧問服務而言，本集團的所有應收貿易賬款均來自一名(二零一二年：五名)客戶，故存在信用集中風險。本集團要求客戶根據酒店顧問協議的進度分期付款。

現金及銀行存款均主要存入擁有良好信貸評級的當地銀行。租賃按金主要支付予目前向本集團出租辦公室及酒店物業的七個(二零一二年：八個)當地私人實體。其他應收款項主要是指來自與本集團存在長期業務關係的第三方及關連方的款項。經考慮該等款項於年結日後結算，管理層認為不存在收回性問題。

信用風險上限為綜合財務狀況表中各金融資產的賬面值。



3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and cash equivalents and the availability of funding through issuance of convertible notes or other facilities. As at 31 December 2013, the Group held cash and cash equivalents of HK\$19,586,536 (2012: HK\$27,880,476) (Note 20) and trade receivables of HK\$10,295,474 (2012: HK\$48,276,139) (Note 16) that are expected to readily generate cash inflows for managing liquidity risk.

To manage the liquidity risk, management monitors rolling forecasts of cash and cash equivalents on the basis of expected cash flows. The Group expects to fund its future cash flow needs through internally generated cash flows from operations, equity or debt funding or advances from shareholders. Please also refer to Note 2.1.1 for management's considerations of liquidity risk management.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 流動資金風險

審慎的流動資金風險管理包括維持充裕的現金及現金等價物以及透過發行可換股票據或其他信貸融資獲得資金。於二零一三年十二月三十一日，本集團持有之現金及現金等價物以及應收賬款分別為19,586,536港元(二零一二年：27,880,476港元)(附註20)及10,295,474港元(二零一二年：48,276,139港元)(附註16)，預期該等款項可隨時就管理流動資金風險而產生現金流入。

為管理流動資金風險，管理層以預期現金流量為基準監察現金及現金等價物的滾動預測。本集團預期通過內部產生之經營現金流量、股權或債務融資或股東之墊款以應付其未來現金流量的需要。請同時參閱附註2.1.1有關管理層對流動資金風險管理之考慮。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Liquidity risk (Continued)

The following table details the remaining contractual maturities at the date of statements of financial position of the Group's non-derivative financial liabilities, which is based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on current rates at the date of statements of financial position) and the earliest date the Group is required to pay:

		Within 1 year or on demand 一年內 或按要求 HK\$ 港元	Between 1 and 2 years 一年至兩年 HK\$ 港元	Between 2 and 5 years 兩年至五年 HK\$ 港元	More than 5 years 超過五年 HK\$ 港元	Total 總額 HK\$ 港元
Group	本集團					
At 31 December 2013	於二零一三年 十二月三十一日					
Trade and other payables	應付賬款及其他應付款項	8,142,842	—	—	—	8,142,842
Finance lease liabilities	融資租賃負債	377,892	377,892	157,455	—	913,239
		8,520,734	377,892	157,455	—	9,056,081
At 31 December 2012	於二零一二年 十二月三十一日					
Trade and other payables	應付賬款及其他應付款項	5,169,552	—	—	—	5,169,552
Finance lease liabilities	融資租賃負債	470,208	408,664	535,347	—	1,414,219
Convertible notes — debt component	可換股票據 — 債項部分	1,530,000	35,462,460	—	—	36,992,460
		7,169,760	35,871,124	535,347	—	43,576,231

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 流動資金風險 (續)

下表詳述本集團之非衍生金融負債於財務狀況表日之剩餘合約到期情況，其乃按合約未折現現金流量（包括使用訂約利率或（若為浮息）財務狀況表日之現行利率計算之利息支出）及本集團須支付之最早還款日計算：

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Liquidity risk (Continued)

		Within 1 year or on demand 一年內 或按要求 HK\$ 港元	Between 1 and 2 years 一年至兩年 HK\$ 港元	Between 2 and 5 years 兩年至五年 HK\$ 港元	More than 5 years 超過五年 HK\$ 港元	Total 總額 HK\$ 港元
Company	本公司					
At 31 December 2013	於二零一三年 十二月三十一日					
Amount due to a subsidiary	應付一間附屬公司款項	636,900	—	—	—	636,900
Accruals	應計費用	2,883,230	—	—	—	2,883,230
		3,520,130	—	—	—	3,520,130
At 31 December 2012	於二零一二年 十二月三十一日					
Amount due to a subsidiary	應付一間附屬公司款項	636,900	—	—	—	636,900
Convertible notes - debt component	可換股票據 — 債項部分	1,530,000	35,462,460	—	—	36,992,460
		2,166,900	35,462,460	—	—	37,629,360

(c) Foreign exchange risk

The Group operates mainly in the PRC and HK with most of the transactions, assets and liabilities denominated and settled in functional currencies of the group companies other than certain trade receivables of a group subsidiary denominated in Renminbi ("RMB") while its functional currency is HK\$. Management considers that the foreign exchange risk is not significant as RMB has been appreciating against HK\$ in the past years.

(d) Interest rate risk

The Group has no significant interest-bearing assets and liabilities except for certain bank deposits, convertible notes and finance lease obligations. The Group's income and operating cash flows are substantially independent of changes in market interest rates. Management considers the interest rate risk is minimal since the interest income from bank deposits is insignificant and the interest rate for convertible notes and finance lease obligations is fixed.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 流動資金風險 (續)

		Within 1 year or on demand 一年內 或按要求 HK\$ 港元	Between 1 and 2 years 一年至兩年 HK\$ 港元	Between 2 and 5 years 兩年至五年 HK\$ 港元	More than 5 years 超過五年 HK\$ 港元	Total 總額 HK\$ 港元
Company	本公司					
At 31 December 2013	於二零一三年 十二月三十一日					
Amount due to a subsidiary	應付一間附屬公司款項	636,900	—	—	—	636,900
Accruals	應計費用	2,883,230	—	—	—	2,883,230
		3,520,130	—	—	—	3,520,130
At 31 December 2012	於二零一二年 十二月三十一日					
Amount due to a subsidiary	應付一間附屬公司款項	636,900	—	—	—	636,900
Convertible notes - debt component	可換股票據 — 債項部分	1,530,000	35,462,460	—	—	36,992,460
		2,166,900	35,462,460	—	—	37,629,360

(c) 外匯風險

本集團主要於中國及香港經營業務，除本集團附屬公司之若干應收賬款以人民幣（「人民幣」）計值外，其大部分交易、資產及負債以集團公司的功能貨幣計值及結算，而其功能貨幣為港元。由於人民幣兌港元匯率於過往年度一直上升，管理層認為外匯風險不大。

(d) 利率風險

除若干銀行存款、可換股票據及融資租賃債務外，本集團並無重大計息資產及負債，故本集團的收入及經營現金流量絕大部分不受市場利率變動的影響。由於銀行存款之利率相當低且可換股票據及融資租賃債務的利率為固定利率，管理層認為利率風險極微。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.2 Capital risk management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders, to support the Group's stability and growth; to earn a margin commensurate with the level of business and market risks in the Group's operation and to maintain a net cash position.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or dispose of assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including 'current and non-current borrowings' as shown in the consolidated statement of financial position) less cash and cash equivalents. Total capital is calculated as 'equity' as shown in the consolidated statement of financial position plus net debt.

During 2013, the Group's strategy, which was unchanged from 2012, was to maintain the gearing ratio of less than 20%. The gearing ratios at 31 December 2013 and 2012 were as follows:

		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
Total borrowings (Note 25 and 27)	借貸總額 ((附註 25 及 27)	858,945	30,706,458
Less: cash and cash equivalents (Note 20)	減：現金及現金等價物 (附註 20)	(19,585,536)	(27,880,476)
Net (cash)/debt	淨(現金)/負債	(18,726,591)	2,825,982
Total equity	權益總額	150,469,989	119,065,005
Total capital	資本總額	131,743,398	121,890,987
Gearing ratio	資產負債比率	N/A 不適用	2.32%

The decrease in the gearing ratio during 2013 resulted primarily from the conversion of the convertible notes.

3 財務風險管理 (續)

3.2 資本風險管理

本集團資本管理的主要目標是保障本集團能繼續營運，以持續為股東提供回報並支援本集團的穩定及增長；賺取與本集團經營的業務及市場風險水平相當的邊際利潤，並維持現金淨值狀況。

為維持或調整資本結構，本集團或會調整支付予股東的股息數額、發行新股或出售資產以減低債務。

為了與行業中其他公司一致，本集團根據資產負債比率來監管資本。該比率為負債淨額除以資本總額所得。負債淨額乃按借貸總額(包括綜合財務狀況表內的「流動及非流動借貸」)減現金及現金等價物計算。資本總額按綜合財務狀況表內的「權益」加負債淨額計算。

於二零一三年，本集團的策略與二零一二年相同，即將資產負債比率保持在20%以下。於二零一三年及二零一二年十二月三十一日的資產負債比率如下：

於二零一三年，資產負債比率下降乃主要由於轉換可換股票據所致。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the assets or liability that are note based on observable market date (that is unobservable inputs) (level 3).

In 2013, equity securities classified as available-for-sales financial assets were disposed at market price and the convertible notes were fully converted. As at 31 December 2013, there were no assets and liabilities that are measured at fair value.

The following table presents the Group's assets and liabilities that are measured at fair value at 31 December 2012.

		Level 1 第一級 HK\$ 港元	Level 3 第三級 HK\$ 港元	Total 總額 HK\$ 港元
Assets	資產			
Available-for-sale financial assets	可供出售金融資產			
Equity securities	股本證券	1,162,000	—	1,162,000
Liabilities	負債			
Financial derivatives	金融衍生工具	—	832,000	832,000

3 財務風險管理 (續)

3.3 公平值估計

下表利用估值法分析按公平值入賬的金融工具。不同層級的定義如下：

- 同類資產或負債在活躍市場上的報價(未經調整)(第一級)。
- 除第一級所包括的報價外，資產或負債的可直接(即價格)或間接(即從價格得出)觀察所得輸入值(第二級)。
- 並非根據可觀察市場數據釐定的資產或負債輸入值(即不可觀察輸入值)(第三級)。

於二零一三年，分類為可供出售金融資產的股本證券按市場價格出售，而可換股票據已獲悉數轉換。於二零一三年十二月三十一日，概無資產或負債按公平值計量。

下表呈列本集團於二零一二年十二月三十一日按公平值計量之資產及負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(a) Financial instruments in level 1

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments included in level 1 comprise primarily HKEx equity classified as available-for-sale.

(b) Financial instruments in level 3

The following table presents the changes in level 3 instruments for the year ended 31 December 2012 and 2013.

3 財務風險管理 (續)

3.3 公平值估計 (續)

(a) 第一級金融工具

在活躍市場中交易的金融工具之公平值是以結算日的市場報價列賬。如果該報價可以容易地及定期從交易所、交易商、經紀人、行業集團、報價服務機構或規管機構中獲得，並且這些報價是在經常進行之真實公平交易的基礎上呈現，該市場即被視為活躍市場。本集團所持金融資產使用的市場報價為現行買價。第一級工具主要包括分類為可供出售之於香港聯交所上市之股本證券。

(b) 第三級金融工具

下表呈列截至二零一二年及二零一三年十二月三十一日止年度之第三級工具變動。

		Financial derivatives 金融衍生工具 HK\$ 港元
1 January 2012	二零一二年一月一日	—
Issuance of convertible notes	發行可換股票據	832,000
31 December 2012	二零一二年十二月三十一日	832,000
Conversion of convertible notes	兌換可換股票據	(832,000)
31 December 2013	二零一三年十二月三十一日	—



4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(a) Useful lives of property, plant and equipment

The Group has significant amount of property, plant and equipment. The Group is required to estimate the useful lives of property, plant and equipment in order to ascertain the amount of depreciation charges for each reporting period.

Useful lives are estimated at the time of purchase of these assets after considering business developments and the Group's strategies. The Group performs annual reviews to assess the appropriateness of the estimated useful lives. Such review takes into account any unexpected adverse changes in circumstances or events, including declines in projected operating results and negative industry or economic trends. The Group extends or shortens the useful lives and/or makes impairment provisions according to the results of the review.

4 關鍵會計估計及判斷

本集團會根據過往經驗及其他因素(包括在某些情況下,對未來事項作出認為是合理的預期)作出估計及判斷,並持續對其進行評估。

本集團對未來作出估計和假設。所得的會計估計如其定義,很少會與實際結果完全一致。於下個財政年度有相當大風險將會導致資產與負債之賬面值須作出重大調整之估計和假設討論如下。

(a) 物業、廠房及設備的可使用年期

本集團擁有大量物業、廠房及設備。本集團須估計物業、廠房及設備的可使用年期,以確認各報告期的減值開支金額。

可使用年期乃經考慮業務發展及本集團的策略後,於購買該等資產時估計。本集團每年檢討以評估估計可使用年期是否適當。有關檢討會考慮任何環境或事件的意外不利變動,包括預計經營業績的下降以及行業趨勢或經濟趨勢不景氣。本集團根據檢討結果延長或縮短可使用年期及/或作出減值撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

(b) Impairment of property, plant and equipment

Property, plant and equipment is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may be not recoverable. The recoverable amounts have been determined based on fair value less costs to sell calculations or market valuations. These calculations require the use of judgements and estimates.

Management judgement is required in the area of asset impairment particularly in assessing: (i) whether an event has occurred that may indicate that the related asset value may not be recoverable; (ii) whether the carrying value of an asset can be supported by the recoverable amount, being the higher of fair value less costs to sell or net present value of future cash flows which are estimated based upon the continued use of the asset in the business; and (iii) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management in assessing impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could affect the net present value used in the impairment test and as a result affect the Group's financial position and results of the operations.

(c) Impairment of trade and other receivable

The Group's management determines the provision for impairment of trade and other receivables based on an assessment of the recoverability of the receivables. This assessment is based on the credit history of its customers and other debtors and the current market condition, and requires the use of judgments and estimates. Management reassesses the provision at the end of each reporting period.

(d) Asset retirement obligations

The Group evaluates and recognises, on a regular basis, the present value of the obligations which arise from future reinstatement of leased hotel premises upon the end of lease terms. To establish the present value of the asset retirement obligations, estimates and judgement are applied in determining these future cash flows and the discount rate. Management estimates the future cash flows based on certain assumptions, such as the restoration costs based on quotations.

4 關鍵會計估計及判斷 (續)

(b) 物業、廠房及設備的減值

當有事件或情況轉變顯示可能無法收回賬面值時，本集團將檢討物業、廠房及設備有否減值。可收回金額乃按公平值減銷售成本或市場估值計算。此等計算須運用判斷及估計。

管理層需要運用判斷以釐定資產減值，尤其是評估：(i)有否出現事件可能顯示有關資產價值可能無法收回；(ii)資產賬面值是否有可收回款項(即公平值減銷售成本或以業務持續使用資產為基礎估計的有關日後現金流量的淨現值兩者中的較高者)支持；及(iii)編製現金流量預測時使用的適當主要假設，包括有關現金流量預測是否以適用比率貼現。倘管理層就評估減值所選假設(包括現金流量預測所用貼現率或增長率假設)有所變更，可能會對減值測試中所用的淨現值產生影響，從而或會影響本集團的財務狀況及經營業績。

(c) 應收賬款及其他應收款項的減值

本集團的管理層以評估應收賬款的可收回性來決定應收賬款及其他應收款項之減值準備。此評估是基於其客戶及其他債務人的信貸記錄和現行市況，並需要運用判斷和估計。管理層會於各報告期末重新評估有關撥備。

(d) 報廢資產復原債務

本集團會定期評估及確認日後於租期結束時須復修酒店租賃物業而產生的債務之現值。而確立報廢資產復原債務的現值時，已應用估計及判斷而釐定該等未來現金流量及貼現率。管理層根據若干假設(例如基於報價的復修成本)估計未來現金流量。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

(e) Income tax

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

Deferred income tax assets relating to certain temporary differences and tax losses are recognised when management considers to be probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. The outcome of their actual utilisation may be different.

(f) Revenue recognition

According to the accounting policy as stated in Note 2.23, the Group uses the percentage of completion method to determine the appropriate revenues to be recognised from provision of hotel consultancy services. The stage of completion is measured by reference to the actual costs incurred up to the end of the reporting period as a percentage of estimated total costs of completion. When the outcome of the transaction cannot be estimated reliably, revenue is recognised only to the extent of contract costs incurred that it is probable to be recoverable.

(g) Fair value of derivatives

The fair value of financial instruments that are not traded in an active market (for example, derivatives arising from convertible notes) is determined by using valuation techniques. The Group appointed an independent valuer to assess the fair value of derivatives. The Group also uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

4 關鍵會計估計及判斷 (續)

(e) 所得稅

本集團在香港及中國須繳納所得稅。釐定所得稅撥備時需要作出重大判斷。多項交易及計算的最終稅額無法於日常業務過程中釐定。倘若該等事宜之最終稅務結果與初始記錄金額不同，則有關差額將會影響作出決定期間之當期所得稅及遞延所得稅撥備。

與若干暫時差額及稅項虧損相關之遞延所得稅資產於管理層認為未來應課稅溢利將很有可能可獲得而就此可使用暫時差額或稅項虧損時予以確認。實際使用之結果或會有不同。

(f) 收益確認

根據附註2.23所述之會計政策，本集團按完成比例釐定將就提供酒店顧問服務確認之收益之合適金額。完成階段乃參考截至報告期末時所產生的實際成本佔估計完成總成本的比例計量。倘交易結果無法可靠估計，收益僅會就有收回的已產生合約成本進行確認。

(g) 衍生工具之公平值

並無於活躍市場交易的金融工具(如可換股票據產生之衍生工具)之公平值乃以估值技術釐定。本集團已委聘獨立估值師評估衍生工具之公平值。本集團亦通過判斷來選擇不同的方法並主要根據每個報告期末的現有市場條件作出假設。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 SEGMENT INFORMATION

The chief operating decision-maker (“CODM”) has been identified collectively as the executive directors of the Company. The executive directors review the Group’s internal reporting in order to assess performance and allocate resources. The CODM has determined the operating segments based on these reports.

Management regularly reviews the operating results from a service category perspective. The reportable operating segments derive their revenue primarily from the hotel operations and provision of hotel consultancy services. The sales of hotel membership cards, hotel management services income and rental income on a sub-leased premise are included in the hotel operation segment.

Management assesses the performance of the operating segments based on the measure of operating profit but exclude certain unallocated corporate income and expenses.

5 分部資料

首席經營決策者統稱為本公司執行董事。執行董事審閱本集團的內部報告，以評估表現並分配資源。首席經營決策者已根據此等報告釐定經營分部。

管理層從服務分類角度來定期審閱經營業績。可呈報經營分部的收益主要來自酒店營運及提供酒店顧問服務。酒店會籍卡銷售、酒店管理服務的收入及分租物業租金收入乃計入酒店經營分部內。

管理層按營運溢利（不包括若干未分配企業收入及開支）基準評估經營分部的表現。

5 SEGMENT INFORMATION (Continued)

The segment information provided to the CODM for the reportable segments for the year is as follows:

5 分部資料 (續)

年內向首席經營決策者提供的可呈報分部的分部資料載列如下：

		Hotel operations	Provision of hotel consultancy services	Total
		酒店營運 HK\$ 港元	提供酒店 顧問服務 HK\$ 港元	總額 HK\$ 港元
For the year ended 31 December 2013	截至二零一三年 十二月三十一日止年度			
Segment revenue	分部收入	33,412,313	24,556,593	57,968,906
Segment results	分部業績	(5,029,275)	16,493,842	11,464,567
Depreciation of property, plant and equipment	物業、廠房及設備折舊	6,524,174	865,759	7,389,933
Amortisation of prepaid operating lease	預付經營租賃攤銷	864,587	—	864,587
Provision/(reversal of provision) for impairment of trade debtors	應收貿易賬款減值 撥備／(撥回撥備)	913,154	(1,500,000)	(586,846)
For the year ended 31 December 2012	截至二零一二年 十二月三十一日止年度			
Segment revenue	分部收入	32,969,007	58,186,192	91,155,199
Segment results	分部業績	1,427,400	47,197,843	48,625,243
Depreciation of property, plant and equipment	物業、廠房及設備折舊	7,073,876	885,924	7,959,800
Amortisation of prepaid operating lease	預付經營租賃攤銷	850,590	—	850,590
Provision for impairment of trade debtors	應收貿易賬款減值撥備	—	1,500,000	1,500,000

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 SEGMENT INFORMATION (Continued)

A reconciliation of segment results to profit before income tax is provided as follows:

		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
Segment results	分部業績	11,464,567	48,625,243
Unallocated corporate expenses, net (Note)	未分配企業開支淨額(附註)	(10,217,873)	(3,876,567)
Finance income	融資收入	74,298	76,231
Finance cost	融資成本	(848,630)	(1,077,099)
Share of results of joint ventures	分佔合資公司業績	(3,765,796)	(20,870)
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	(3,293,434)	43,726,938

Note:

Unallocated corporate expenses mainly represent share-based payment expenses, auditor's remuneration and legal and professional fee.

All revenue was derived from external customers in the PRC and Hong Kong during the years ended 31 December 2013 and 2012. Revenue of HK\$21,382,489 (2012: HK\$57,203,556) is derived from two (2012: five) external customers for the year ended 31 December 2013. The revenue is attributable to the provision of hotel consultancy services.

The total of non-current assets other than deferred tax assets located in Hong Kong and the PRC were HK\$2,953,656 (2012: HK\$13,956,495) and HK\$147,743,296 (2012: HK\$79,228,184), respectively.

5 分部資料 (續)

分部業績與除所得稅前溢利之對賬載列如下：

		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
Segment results	分部業績	11,464,567	48,625,243
Unallocated corporate expenses, net (Note)	未分配企業開支淨額(附註)	(10,217,873)	(3,876,567)
Finance income	融資收入	74,298	76,231
Finance cost	融資成本	(848,630)	(1,077,099)
Share of results of joint ventures	分佔合資公司業績	(3,765,796)	(20,870)
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	(3,293,434)	43,726,938

附註：

未分配企業開支主要指以股份為基礎之付款開支、核數師酬金及法律及專業費用。

於截至二零一三年及二零一二年十二月三十一日止年度，所有收益均來自中國及香港的外來客戶。截至二零一三年十二月三十一日止年度，收益21,382,489港元(二零一二年：57,203,556港元)來自兩名(二零一二年：五名)外來客戶。此項收益源自提供酒店顧問服務所得。

位於香港及中國的非流動資產總值(不包括遞延稅項資產)分別為2,953,656港元(二零一二年：13,956,495港元)及147,743,296港元(二零一二年：79,228,184港元)。

5 SEGMENT INFORMATION (Continued)

Breakdown of revenue from all activities is as follows:

		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
Hotel consultancy services	酒店顧問服務	24,556,593	58,186,192
Sales from hotel operations — hotel room rental, hotel management services income and conference room rental	酒店營運的銷售額 — 酒店房間租金、酒店管理服務 收入及會議室租金	28,328,788	28,463,775
Management fee income	管理費收入	2,335,769	1,709,628
Rental income on a sub-leased premise	分租物業租金收入	2,501,438	2,456,044
Sales of hotel membership cards	酒店會籍卡銷售	246,318	339,560
		57,968,906	91,155,199

In 2012, corporate expenses were allocated between reported segments based on the proportion of revenues contributed from each reported segment to the Group. During the year ended 31 December 2013, management considered certain expenses should be presented as unallocated corporate expenses to better reflect the performance of each reported segment. Accordingly, the comparative segment information has been updated to conform with the current year presentation.

5 分部資料 (續)

所有活動收益明細載列如下：

於二零一二年，企業開支乃根據各呈報分部對本集團的收入貢獻比例於呈報分部間分配。截至二零一三年十二月三十一日止年度，管理層認為若干開支應呈列為未分配企業開支，以更好地反映各呈報分部的表現。因此，比較分部資料已更新以便與本年度的呈列方式一致。

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6 OTHER OPERATING EXPENSES

Other operating expenses consisted of the following:

		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
Marketing and promotion	市場推廣及宣傳費用	497,080	1,931,143
(Reversal of)/provision for impairment of trade debtors	應收貿易賬款減值(撥回)/撥備	(586,846)	1,500,000
Auditor's remuneration	核數師酬金	2,129,000	1,320,000
Consumables and laundries	消耗品及洗衣費用	1,085,506	1,131,943
Entertainment	業務應酬費	608,512	961,446
Sales commission	銷售佣金	701,599	633,210
Property management fee	物業管理費	496,993	597,914
Telephone and communication	電話及通訊費用	434,387	436,330
Repairs and maintenance	維修及保養	524,848	248,804
Bank charges	銀行手續費	125,313	147,069
Office supplies	辦公室用品	162,304	137,231
Loss on disposal of property, plant, and equipment (Note)	出售物業、廠房及設備之虧損(附註)	2,276,985	—
Legal and professional fee	法律及專業費用	3,171,849	1,172,567
Other taxes and surcharges	其他稅項及滯納金	2,980,604	3,123,894
Others	其他	3,255,737	1,781,275
		17,863,871	15,122,826

Note:

During the year, as a result of early termination of a lease contract by the landlord, the Group closed down one operating budget hotel and wrote off property, plant and equipment of HK\$985,024 in this regard. The Group has recorded a compensation of early termination of HK\$877,303 (Note 8) from the landlord. Moreover, the Group relocated a hotel under construction to a new site and therefore the related construction in progress of HK\$1,253,290 was written off.

7 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
Salaries, wages and allowances	薪金、工資及津貼	12,134,677	8,223,260
Pension obligations	退休金債務	1,448,030	1,069,861
Share-based payment expenses	以股份為基礎之付款開支	2,892,000	224,000
Other benefits	其他福利	352,479	328,214
		16,827,186	9,845,335

6 其他營運開支

其他營運開支包括以下各項：

附註：

年內，由於業主提前終止租約，本集團關閉一間營運中的酒店，為此已撇銷賬面值為985,024港元之物業、廠房及設備。本集團已收到業主就提前終止支付之賠償877,303港元(附註8)。此外，本集團將一間在建中的酒店搬遷至新址，因此，於在建工程列賬的相關建造成本1,253,290港元已被撇銷。

7 僱員福利開支(包括董事薪酬)



8 OTHER INCOME

8 其他收入

		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
Gain on disposal of available-for-sale financial assets	出售可供出售金融資產之收益	54,976	—
Compensation for early termination of lease (Note 6)	提前終止租約之補償 (附註6)	877,303	—
Net foreign exchange gain	匯兌收益淨額	1,040,800	—
Others	其他	7,445	—
		1,980,524	—

9 FINANCE COST — NET

9 融資成本 — 淨額

		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
Finance income:	融資收入：		
— Interest income on non-current rental deposits carried at amortised cost	— 按攤銷成本計算的非流動租賃按金利息收入	73,667	72,518
— Bank interest income	— 銀行利息收入	631	3,713
		74,298	76,231
Finance cost:	融資成本：		
— Finance cost on asset retirement obligations	— 報廢資產復原債務的融資成本	(173,407)	(160,421)
— Finance cost on finance lease liabilities	— 融資租賃負債的融資成本	(53,962)	(81,002)
— Finance cost on convertible notes	— 可換股票據融資成本	(3,971,164)	(890,000)
		(4,198,533)	(1,131,423)
Less: amount capitalised as construction in progress (Note 15)	減：資本化為在建工程之金額(附註15)	3,349,903	54,324
		(848,630)	(1,077,099)
Finance cost — net	融資成本 — 淨額	(774,332)	(1,000,868)

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10 INCOME TAX EXPENSE

10 所得稅開支

		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
Current income tax	即期所得稅		
— Hong Kong profits tax	— 香港利得稅	1,352,468	5,963,117
— PRC corporate income tax	— 中國企業所得稅	2,388,118	4,545,651
Deferred income tax (Note 28)	遞延所得稅(附註 28)	219,757	346,502
		3,960,343	10,855,270

The Group is not subject to taxation in the Cayman Islands and British Virgin Islands.

本集團於開曼群島及英屬處女群島毋須繳納稅項。

Hong Kong profits tax has been provided at the rate of 16.5% (2012: 16.5%) on the estimated assessable profits of the year.

於本年度內，香港利得稅按稅率16.5% (二零一二年：16.5%) 就估計應課稅溢利作出撥備。

The PRC corporate income tax is provided at the rate of 25% (2012: 25%) for the year.

於本年度內，中國企業所得稅按稅率25% (二零一二年：25%) 作出撥備。

The income tax on the Group's profit before income tax differs from the theoretical amount that would arise using the enacted tax rate of the home country of the companies comprising the Group as follows:

本集團除所得稅前溢利產生之所得稅與使用本集團旗下成員公司所在之國家既定稅率計算之理論數額之區別如下：

		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	(3,293,434)	43,726,938
Tax calculated at domestic tax rates applicable to profits in the respective countries	在各有關國家的溢利按適用的當地稅率計算的稅項	645,923	8,757,154
Expenses not deductible for tax purposes	不可扣稅的開支	2,356,155	1,425,156
Tax loss not recognised	未確認的稅項虧損	336,909	669,516
Tax effect of share of results of joint ventures	分佔合資公司業績的稅務影響	621,356	3,444
Income tax expense	所得稅開支	3,960,343	10,855,270

11 DIRECTORS' EMOLUMENTS

(a) Directors' emoluments

The emoluments of the directors during the year are set out below:

		Salaries, allowances and benefits in kind	Retirement benefit contributions	Total	
		Fee			
		薪金、津貼及 袍金	退休金供款	總額	
		HK\$	HK\$	HK\$	
		港元	港元	港元	
Year ended 31 December 2013	截至二零一三年 十二月三十一日 止年度				
Executive director:	執行董事：				
Fong Man Kelvin (<i>Chairman</i>)	方文 (主席)	—	855,000	15,000	870,000
Fong Nga Peggy	巫曼因	—	360,000	15,000	375,000
Non-executive director:	非執行董事：				
De Weyer Daniel Ludovicus Joannes	戴偉仁	88,000	—	—	88,000
Independent non-executive director:	獨立非執行董事：				
Wong Sui Chi Frankie	黃瑞熾	88,000	—	—	88,000
Tam Kwok Ming Banny (Note a)	譚國明 (附註a)	59,906	—	—	59,906
Tsoi Wing Sum (Note b)	蔡榮森 (附註b)	81,837	—	—	81,837
Wong Hak Kun Jerry	黃克勤	88,000	—	—	88,000
Frostick Stephen William (Note b)	Frostick Stephen William (附註b)	6,507	—	—	6,507
Liu Cheng Zhong (Note b)	劉承忠 (附註b)	6,507	—	—	6,507
		418,757	1,215,000	30,000	1,663,757
Year ended 31 December 2012	截至二零一二年 十二月三十一日 止年度				
Executive director:	執行董事：				
Fong Man Kelvin (<i>Chairman</i>)	方文 (主席)	—	820,000	27,000	847,000
Wong William (Note c)	黃樺淙 (附註c)	—	87,356	2,000	89,356
Fong Nga Peggy (Note c)	巫曼因 (附註c)	—	—	—	—
Non-executive director:	非執行董事：				
De Weyer Daniel Ludovicus Joannes	戴偉仁	86,000	—	—	86,000
Independent non-executive director:	獨立非執行董事：				
Wong Sui Chi Frankie (Note c)	黃瑞熾 (附註c)	—	—	—	—
Tam Kwok Ming Banny	譚國明	86,000	—	—	86,000
Tsoi Wing Sum	蔡榮森	86,000	—	—	86,000
Wong Hak Kun Jerry	黃克勤	86,000	—	—	86,000
		344,000	907,356	29,000	1,280,356

11 董事薪酬

(a) 董事薪酬

年內，董事之薪酬載列如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

11 DIRECTORS' EMOLUMENTS (Continued)

(a) Directors' emoluments (Continued)

Note:

- a: On 4 September 2013, Tam Kwok Ming Banny resigned as independent non-executive director of the Group.
- b: On 4 December 2013, Tsoi Wing Sum resigned as independent non-executive director. On the same date, Frostick Stephen William and Liu Cheng Zhong were appointed as independent non-executive directors of the Group.
- c: On 28 December 2012, William Wong resigned as Chief Executive. On the same date, Fong Nga Peggy and Wong Sui Chi Frankie were appointed as executive director and independent non-executive director of the Group, respectively.

During the year ended 31 December 2013, no director received any emolument from the Group as an inducement to join or leave the Group or compensation for loss of office, no director waived or has agreed to waive any emoluments (2012: Nil).

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include one (2012: one) director and four (2012: four) senior executives. The emoluments of the one (2012: one) director are reflected in the analysis presented above.

The emoluments payable to the remaining four (2012: four) individuals during the year are as follows:

		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
Salaries, wages and allowances	薪金、工資及津貼	2,077,561	1,296,096
Pension obligations	退休金債務	41,030	143,370
Share-based payment expenses	以股份為基礎之付款開支	1,084,500	44,800
		3,203,091	1,484,266

11 董事薪酬 (續)

(a) 董事薪酬 (續)

附註：

- a: 於二零一三年九月四日，譚國明辭任本集團獨立非執行董事。
- b: 於二零一三年十二月四日，蔡榮森辭任獨立非執行董事。同日，Frostick Stephen William及劉承忠獲委任為本集團獨立非執行董事。
- c: 於二零一二年十二月二十八日，黃樟誤辭任行政總裁，同日，巫曼因及黃瑞熾分別獲委任為本集團執行董事及獨立非執行董事。

截至二零一三年十二月三十一日止年度，董事概無從本集團收取任何酬金作為加入或離開本集團之獎金或作為離職補償，亦無董事放棄或已同意放棄任何酬金（二零一二年：無）。

(b) 五名最高薪人士

於本年度，本集團五名最高薪人士包括一名（二零一二年：一名）董事及四名（二零一二年：四名）高級管理層人士。一名（二零一二年：一名）董事之酬金於上文呈列之分析中反映。

於本年度，應付餘下四名（二零一二年：四名）人士的酬金如下：

11 DIRECTORS' EMOLUMENTS (Continued)

(b) Five highest paid individuals (Continued)

The emoluments fell within the following band:

		2013 二零一三年 Number of individuals 人數	2012 二零一二年 Number of individuals 人數
HK\$Nil to HK\$1,000,000	零港元至1,000,000港元	3	4
HK\$1,000,001 to HK\$2,000,000	1,000,001港元至2,000,000港元	1	—
		4	4

12 EARNINGS PER SHARE

(a) Basic

Basic earnings per share is calculated by dividing the profit/loss attributable to the equity owners of the Company by the weighted average number of ordinary shares in issue during the year.

		2013 二零一三年	2012 二零一二年
(Loss)/profit attributable to the equity owners of the Company	本公司權益持有人應佔(虧損)/溢利	(7,253,777)	32,871,668
Weighted average number of ordinary shares in issue	已發行普通股之加權平均數	181,579,453	180,000,001
Basic (loss)/earnings per share (Hong Kong cents)	每股基本(虧損)/盈利(港仙)	(3.99)	18.26

(b) Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has two categories of dilutive potential ordinary shares: convertible notes and share options. The convertible notes are assumed to have been converted into ordinary shares, and the net profit is adjusted to eliminate the interest expenses less the tax effect. For the share options, a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average annual market share price of the Company's shares) based on the monetary value of the subscription rights attached to outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

11 董事薪酬 (續)

(b) 五名最高薪人士 (續)

介乎如下範圍內之酬金：

12 每股盈利

(a) 基本

每股基本盈利乃按本公司權益持有人應佔溢利/虧損除以年內已發行普通股加權平均數計算。

(b) 攤薄

每股攤薄盈利通過調整流通在外的普通股加權平均數，假設所有可能具攤薄潛力的普通股已經轉換而計算。本公司有兩類具攤薄潛力之普通股：可換股票據及購股權。可換股票據已假設轉換成普通股，溢利淨額經調整以撇銷利息開支減稅務影響。就購股權而言，有關計算乃按所有附於未行使購股權之認購權之金錢價值來計算可按公平值(以本公司股份之全年平均市場股價計算)購入之股份數目。上述計算所得股份數目乃與假設購股權獲行使而將會發行之股份數目作比較。

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綜合財務報表附註

12 EARNINGS PER SHARE (Continued)

(b) Diluted (Continued)

Dilutive loss per share for the year ended 31 December 2013 is the same as the basic loss per share as the conversion of potential dilutive ordinary shares in relation to the share options and convertible notes would have an anti-dilutive effect to the basic loss per share.

		2012 二零一二年
Earnings	盈利	
Profit attributable to owners of the Company	本公司擁有人應佔溢利	32,871,668
Interest expenses on convertible notes	可換股票據之利息支出	890,000
Profit used to determine diluted earnings per share	用以計算每股攤薄盈利之溢利	33,761,668
Weighted average number of ordinary shares in issue	已發行普通股之加權平均數	180,000,001
Adjustments for:	就下列項目調整：	
— Assumed conversion of convertible notes	— 假設可換股票據已兌換	7,890,411
Weighted average number of ordinary shares for diluted earnings per share	計算每股攤薄盈利之普通股加權平均數	187,890,412
Diluted earnings per share (HK cents per share)	每股攤薄盈利(每股港仙)	17.97

There was no dilutive effect arose from share options on earnings per share for the year ended 31 December 2012 since all outstanding share options were anti-dilutive.

由於轉換與購股權有關的潛在攤薄普通股及可換股票據會對每股基本虧損造成反攤薄影響，故截至二零一三年十二月三十一日止年度之每股攤薄虧損與每股基本虧損相同。

截至二零一二年十二月三十一日止年度，由於所有未行使購股權均具有反攤薄效應，故購股權對每股盈利並無攤薄影響。

13 LOSS ATTRIBUTABLE TO THE OWNERS OF THE COMPANY

Loss attributable to the owners of the Company is dealt with in the financial statements of the Company to the extent of approximately HK\$6,213,035 (2012: HK\$1,456,134).

14 DIVIDENDS

No dividends had been paid or declared by the Company during the year (2012: Nil).

13 本公司擁有人應佔虧損

本公司擁有人應佔虧損約為6,213,035港元(二零一二年：1,456,134港元)，於本公司財務報表內處理。

14 股息

本公司於年內並無派付或宣派任何股息(二零一二年：無)。

15 PROPERTY, PLANT AND EQUIPMENT

15 物業、廠房及設備

		Group 本集團					Total
		Leasehold improve- ments 租賃物業裝修 HK\$ 港元	Furniture and fixtures 傢俬及裝置 HK\$ 港元	Office equipment 辦公室設備 HK\$ 港元	Motor vehicles 汽車 HK\$ 港元	Construction in progress 在建工程 HK\$ 港元	HK\$ 港元
At 1 January 2012	於二零一二年一月一日						
Cost	成本	44,043,126	7,862,527	1,009,799	2,850,346	—	55,765,798
Accumulated depreciation	累計折舊	(19,506,398)	(6,458,267)	(610,513)	(195,675)	—	(26,770,853)
Net book amount	賬面淨值	24,536,728	1,404,260	399,286	2,654,671	—	28,994,945
Year ended 31 December 2012	截至二零一二年十二月三十一日止年度						
Opening net book amount	年初賬面淨值	24,536,728	1,404,260	399,286	2,654,671	—	28,994,945
Additions	添置	193,714	64,577	45,012	—	15,260,852	15,564,155
Depreciation charge	折舊費用	(6,291,862)	(888,741)	(208,781)	(570,416)	—	(7,959,800)
Exchange differences	匯兌差額	134,814	8,459	2,338	1,556	—	147,167
Reclassification	重新分類	—	(705)	705	—	—	—
Closing net book amount	年終賬面淨值	18,573,394	587,850	238,560	2,085,811	15,260,852	36,746,467
At 31 December 2012	於二零一二年十二月三十一日						
Cost	成本	44,484,874	7,972,215	1,061,332	2,851,960	15,260,852	71,631,233
Accumulated depreciation	累計折舊	(25,911,480)	(7,384,365)	(822,772)	(766,149)	—	(34,884,766)
Net book amount	賬面淨值	18,573,394	587,850	238,560	2,085,811	15,260,852	36,746,467
Year ended 31 December 2013	截至二零一三年十二月三十一日止年度						
Opening net book amount	年初賬面淨值	18,573,394	587,850	238,560	2,085,811	15,260,852	36,746,467
Additions	添置	4,136	18,717	1,626	—	25,326,725	25,351,204
Disposals (Note 31)	出售(附註31)	(947,668)	(28,571)	(8,786)	(158,670)	(1,253,290)	(2,396,985)
Depreciation charge	折舊費用	(6,207,945)	(506,049)	(137,055)	(538,884)	—	(7,389,933)
Exchange differences	匯兌差額	425,657	10,907	5,466	5,755	581,889	1,029,674
Reclassification	重新分類	(2,707)	—	2,707	—	—	—
Closing net book amount	年終賬面淨值	11,844,867	82,854	102,518	1,394,012	39,916,176	53,340,427
At 31 December 2013	於二零一三年十二月三十一日						
Cost	成本	40,992,261	6,595,204	1,059,550	2,701,859	39,916,176	91,265,050
Accumulated depreciation	累計折舊	(29,147,394)	(6,512,350)	(957,032)	(1,307,847)	—	(37,924,623)
Net book amount	賬面淨值	11,844,867	82,854	102,518	1,394,012	39,916,176	53,340,427

During the year, the Group has capitalised borrowing costs amounting to HK\$3,349,903 (2012: HK\$54,324) (Note 9) on qualifying assets.

年內，本集團已就合資格資產資本化借款成本3,349,903港元(二零一二年：54,324港元)(附註9)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

15 PROPERTY, PLANT AND EQUIPMENT

(Continued)

The Group leases a motor vehicle under non-cancellable finance leases (Note 25). The lease term is 5 years. Motor vehicle include the following amounts where the Group is a lessee under finance leases:

15 物業、廠房及設備 (續)

本集團根據不可撤銷融資租約租用一部汽車(附註25)，租期為5年。本集團作為承租人根據融資租約租用的汽車包括以下金額：

		Group 本集團	
		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
Cost — capitalised finance leases	成本 — 已資本化之融資租賃	1,661,051	1,905,158
Accumulated depreciation	累計折舊	(692,105)	(429,058)
Net book amount	賬面淨值	968,946	1,476,100

16 TRADE AND OTHER RECEIVABLES

16 應收賬款及其他應收款項

		Group 本集團		Company 本公司	
		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元	2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
Trade debtors	應收貿易賬款	10,929,589	49,776,139	—	—
Less:	減：				
Provision for impairment of trade receivables	應收賬款減值撥備	(634,115)	(1,500,000)	—	—
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	10,295,474	48,276,139	—	—
		74,666,941	41,150,552	—	794,902
Less:	減：				
Rental deposits	租賃按金	(1,425,273)	(1,497,017)	—	—
Prepayment for property, plant and equipment	物業、廠房及設備之預付款項	(59,969,169)	(14,450,000)	—	—
Deposit for an acquisition	收購業務之按金	—	(10,000,000)	—	—
Prepaid operating lease — non-current portion (Note 18)	預付營運租約 — 非流動部分 (附註18)	(10,529,348)	(10,998,264)	—	—
Current portion	流動部分	13,038,625	52,481,410	—	794,902

16 TRADE AND OTHER RECEIVABLES (Continued)

Prepayments, deposits and other receivables are analysed as follows:

16 應收賬款及其他應收款項 (續)

預付款項、按金及其他應收款項之分析如下：

		Group 本集團		Company 本公司	
		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元	2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
Deposits	按金				
Rental deposits	租賃按金	1,425,273	1,497,017	—	—
Deposit for an acquisition (Note a)	收購業務之 按金(附註a)	—	10,000,000	—	—
		1,425,273	11,497,017	—	—
Prepayments	預付款項				
Property, plant and equipment (Note b)	物業、廠房及 設備(附註b)	59,969,169	14,450,000	—	—
Prepaid operating lease	預付營運租約	11,393,935	11,848,854	—	—
Others	其他	981,418	918,684	—	—
Total prepayments	預付款項總額	72,344,522	27,217,538	—	—
Other receivables	其他應收款項	897,146	2,435,997	—	794,902
Total prepayments, deposits and other receivables	預付款項、按金 及其他應收 款項總額	74,666,941	41,150,552	—	794,902

Note a: In October 2012, the Company entered into a non-legally binding memorandum of understanding ("MOU") for acquiring 100% of the issued share capital of a target company, which is principally engaged in the business of interior decoration and design. The consideration for this possible acquisition is approximately HK\$60 million. According to the MOU, the Group paid HK\$10 million deposit to the target company. Pursuant to the board meeting held on 21 February 2013, the Group decided not to proceed with the acquisition and the deposit has been collected by the Group in March 2013.

Note b: These represented payments for construction costs for new office premise and budget hotels planned to be opened in the future.

附註a：於二零一二年十月，本公司簽訂一份不具法律約束力之諒解備忘錄（「諒解備忘錄」），內容有關收購目標公司之100%已發行股本。目標公司主要從事室內裝修及設計業務。該可能收購事項之代價約為60,000,000港元。根據諒解備忘錄，本集團向目標公司支付10,000,000港元按金。根據於二零一三年二月二十一日舉行之董事會會議，本集團議決終止該收購事項，而本集團已於二零一三年三月收回按金。

附註b：就新辦公物業及計劃於未來開業的經濟型酒店的建設成本支付的款項。

Notes to the Consolidated Financial Statements

綜合財務報表附註

16 TRADE AND OTHER RECEIVABLES (Continued)

The majority of the Group's revenue from hotel operations are made via credit cards or cash. Hotel rooms are rented to corporate customers with an appropriate credit history on credit terms of 30 days. For hotel consultancy services, the Group offers credit terms to external customers of 60 days upon acceptance of services by the customers. As at 31 December 2013, the Group has made provision for impairment of trade receivables of HK\$634,115 (2012: HK\$1,500,000). Trade receivables of HK\$10,185,469 (2012: HK\$47,257,408) were past due but not impaired. Management considered that no recoverability problem on these trade balances as a result of subsequent settlement received up to the date of this report and the agreement of the revised repayment schedule with certain trade debtors. The aging analysis of these trade debtors is as follows:

		Group 本集團	
		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
Neither past due nor impaired	無逾期亦無減值	110,005	1,018,731
0-30 days past due	逾期0至30天	673,981	6,457,730
31-60 days past due	逾期31至60天	237,934	6,961,124
61-90 days past due	逾期61至90天	481,524	4,505,744
Over 90 days past due	逾期超過90天	8,792,030	29,332,810
Past due but not impaired	已逾期但並無減值	10,185,469	47,257,408
		10,295,474	48,276,139

The credit quality of trade debtors that are neither past due nor impaired can be assessed by reference to historical information about counterparties' settlement pattern.

The maximum exposure to credit risk is the carrying value of each class of receivable mentioned above. The Group does not hold any collateral over these balances.

本集團的酒店營運收益主要以信用卡或現金結算。本集團為擁有合適信貸記錄的企業客戶提供三十天的酒店客房租賃信貸期。就酒店顧問服務而言，本集團於外部客戶接受服務後向該等客戶提供六十天的信貸期。於二零一三年十二月三十一日，本集團已作出應收賬款減值撥備634,115港元(二零一二年：1,500,000港元)。應收賬款10,185,469港元(二零一二年：47,257,408港元)已逾期但並無減值。管理層認為，由於截至本報告日期已收到部份應收貿易賬款，並已與客戶就經修訂還款計劃達成協議，故該等貿易結餘的收回並無問題。該等應收貿易賬款之賬齡分析如下：

無逾期亦無減值的應收貿易賬款的信貸質素可參考交易對手的過往還款記錄予以評估。

最高信貸風險為上述各類應收款項的賬面值。本集團並無就該等結餘持有任何抵押品。

16 TRADE AND OTHER RECEIVABLES (Continued)

The carrying amounts of the Group's trade and other receivables are denominated in the following currencies:

		Group 本集團		Company 本公司	
		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元	2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
RMB	人民幣	56,367,348	53,146,209	—	—
HK\$	港元	28,595,067	36,280,482	—	794,902
		84,962,415	89,426,691	—	794,902

Movements on the provision for impairment of trade debtors are as follows:

16 應收賬款及其他應收款項 (續)

本集團應收賬款及其他應收款項之賬面值以下列貨幣計值：

應收貿易賬款減值撥備之變動如下：

		Group 本集團	
		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
At 1 January	於一月一日	1,500,000	—
Provision for impairment of trade receivable	應收賬款減值撥備	913,154	1,500,000
Receivables written off during the year as uncollectible	於年內撇銷為不可收回的應收款項	(279,039)	—
Reversal of provision for impairment of trade receivable	撥回應收賬款減值撥備	(1,500,000)	—
At 31 December	於十二月三十一日	634,115	1,500,000

The reversal of provision for impaired debtors has been included in "other operating expenses" in the income statement (Note 6).

The other classes within trade and other receivables do not contain impaired assets.

已減值應收賬款撥備撥回已計入收益表中的「其他經營開支」(附註6)。

應收賬款及其他應收款項之其他類別並不包含已減值資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

17 AVAILABLE-FOR-SALE FINANCIAL ASSETS 17 可供出售金融資產

		Group and Company 本集團和本公司	
		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
At 1 January	於一月一日	1,162,000	—
Additions	添置	—	984,000
Disposal of financial assets	出售金融資產	(1,162,000)	—
Net gain transferred to equity (Note 23)	轉撥至權益之收益淨額(附註23)	—	178,000
At 31 December	於十二月三十一日	—	1,162,000

Available-for-sale financial assets represent equity securities listed in Hong Kong which are denominated in Hong Kong dollars.

The Group transferred fair value gain of HK\$178,000 (2012: Nil) previously recognised in available-for-sale security reserve in equity to the income statement upon the disposal of available-for-sale financial assets in 2013.

可供出售金融資產指於香港上市且以港元計值之股本證券。

於二零一三年，本集團於出售可供出售金融資產後將之前於權益內可供出售證券儲備中確認的公平值收益178,000港元(二零一二年：零)轉撥至收益表。

18 PREPAID OPERATING LEASE

As at 31 December 2013, the balance primarily represented the non-current portion of the operating lease payment paid to an independent third party in respect of the rental of a hotel premise in the PRC for a lease term of 15 years till 30 June 2026.

18 預付經營租賃

於二零一三年十二月三十一日，該結餘主要指就於中國的酒店物業租賃(租期截至二零二六年六月三十日止十五年)向一名獨立第三方支付的经营租賃付款之非即期部分。

19 INTERESTS IN JOINT VENTURES

On 22 December 2011, the Group entered into a Joint Venture Agreements (“Agreements”) with an independent third party in relation to the formation of two joint ventures.

		Group 本集團	
		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
As at 1 January	於一月一日	19,492,931	9,503,801
Share of result	分佔業績		
— Loss for the period (Note)	— 期內虧損(附註)	(3,731,953)	(20,870)
— Other comprehensive income	— 其他全面收入	(33,843)	—
Loans granted to joint ventures	授予合資公司之貸款	9,705,600	10,010,000
As at 31 December	於十二月三十一日	25,432,735	19,492,931

Note:

The joint ventures operate two hotels in Sanya City, Hainan Province. One of them has started operations during the year and operating loss was recorded in the early stage of operations.

The details of the Group's interests in joint ventures are as follows:

Name of company 公司名稱	Place of incorporation 註冊地點	Date of incorporation 註冊日期	Issued share capital 已發行股本	Attributable equity interest 應佔股本權益	Principal activity 主要業務
Sanya Welcomeinn Waterfront Tourism Limited (“Waterfront”) 三亞悅來客棧水岸旅業有限公司(「水岸」)	Hong Kong 香港	7 October 2011 二零一一年十月七日	2 ordinary shares of HK\$1 each 每股1港元的2股普通股	60%	Investment holding and hotel operation 投資控股及酒店營運
Sanya Welcomeinn Jinhua Tourism Limited (“Jinhua”) 三亞悅來客棧錦華旅業有限公司(「錦華」)	Hong Kong 香港	7 October 2011 二零一一年十月七日	2 ordinary shares of HK\$1 each 每股1港元的2股普通股	60%	Investment holding and hotel operation 投資控股及酒店營運

The joint ventures are private companies and there are no quoted market price available for their shares.

The cost of unlisted investments in joint ventures includes shareholder's loans of HK\$31,732,600 (2012: HK\$22,027,000) to joint ventures for establishment of two hotels in the PRC. The Group will not demand for the repayment of the shareholder's loans, and accordingly, these loans are treated as capital injection by the Group into joint ventures. These loans are denominated in HK\$, unsecured and non-interest bearing.

19 於合資公司之權益

於二零一一年十二月二十二日，本集團與一名獨立第三方就成立兩間合資公司訂立一項合營協議(「該協議」)。

		Group 本集團	
		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
As at 1 January	於一月一日	19,492,931	9,503,801
Share of result	分佔業績		
— Loss for the period (Note)	— 期內虧損(附註)	(3,731,953)	(20,870)
— Other comprehensive income	— 其他全面收入	(33,843)	—
Loans granted to joint ventures	授予合資公司之貸款	9,705,600	10,010,000
As at 31 December	於十二月三十一日	25,432,735	19,492,931

附註：

該等合資公司於海南省三亞市經營兩間酒店。其中一間已於年內開始營運，並於營運初期錄得營運虧損。

本集團於合資公司之權益的詳情如下：

Name of company 公司名稱	Place of incorporation 註冊地點	Date of incorporation 註冊日期	Issued share capital 已發行股本	Attributable equity interest 應佔股本權益	Principal activity 主要業務
Sanya Welcomeinn Waterfront Tourism Limited (“Waterfront”) 三亞悅來客棧水岸旅業有限公司(「水岸」)	Hong Kong 香港	7 October 2011 二零一一年十月七日	2 ordinary shares of HK\$1 each 每股1港元的2股普通股	60%	Investment holding and hotel operation 投資控股及酒店營運
Sanya Welcomeinn Jinhua Tourism Limited (“Jinhua”) 三亞悅來客棧錦華旅業有限公司(「錦華」)	Hong Kong 香港	7 October 2011 二零一一年十月七日	2 ordinary shares of HK\$1 each 每股1港元的2股普通股	60%	Investment holding and hotel operation 投資控股及酒店營運

該等合資公司為私人公司，其股份並無市場報價。

於合資公司之非上市投資成本包括就於中國設立兩間酒店而授予合資公司的股東貸款31,732,600港元(二零一二年：22,027,000港元)。本集團並無要求償還該股東貸款，因此該等貸款被視為本集團對合資公司之注資。該等貸款以港元計值，為無抵押及免息。

Notes to the Consolidated Financial Statements

綜合財務報表附註

19 INTERESTS IN JOINT VENTURES (Continued)

Commitments and contingent liabilities in respect of joint ventures

There are no commitments and contingent liabilities relating to the Group's interest in the joint ventures.

Summarised financial information for joint ventures

Set out below are the summarised financial information for Sanya Welcomeinn Waterfront Tourism Limited and Sanya Welcomeinn Jinhua Tourism Limited which is accounted for using the equity method.

Summarised statement of financial position

		Waterfront 水岸		Jinhua 錦華		Total 總額	
		2013 二零一三年	2012 二零一二年	2013 二零一三年	2012 二零一二年	2013 二零一三年	2012 二零一二年
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
Current	流動						
Cash and cash equivalents	現金及現金等價物	240,915	4,101	2,835	4,386	243,750	8,487
Other current assets (excluding cash)	其他流動資產 (不包括現金)	646,892	2	902	2	647,794	4
Total current assets	流動資產總額	887,807	4,103	3,737	4,388	891,544	8,491
Other current liabilities (including trade payables)	其他流動負債 (包括應付貿易賬款)	(4,188,860)	(18,700)	(333,936)	(14,700)	(4,522,796)	(33,400)
Total current liabilities	流動負債總額	(4,188,860)	(18,700)	(333,936)	(14,700)	(4,522,796)	(33,400)
Non-current	非流動						
Assets	資產	19,437,381	20,351,967	17,921,285	7,914,048	37,358,666	28,266,015
Total non-current assets	非流動資產總額	19,437,381	20,351,967	17,921,285	7,914,048	37,358,666	28,266,015
Net assets	淨資產	16,136,328	20,337,370	17,591,086	7,903,736	33,727,414	28,241,106

19 於合資公司之權益 (續)

與合資公司有關之承擔及或然負債

概無與本集團於合資公司之權益有關之承擔及或然負債。

合資公司之財務資料概要

以下載列以權益法入賬的三亞悅來客棧水岸旅業有限公司及三亞悅來客棧錦華旅業有限公司之財務資料概要。

財務狀況表概要

19 INTERESTS IN JOINT VENTURES (Continued)

Summarised statement of comprehensive income

		Waterfront 水岸		Jinhua 錦華		Total 總額	
		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元	2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元	2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
Revenue	收入	1,799,188	—	—	—	1,799,188	—
Cost of sales	銷售成本(不包括折舊) (excluding depreciation)	(5,826,049)	—	—	—	(5,826,049)	—
Depreciation and amortisation	折舊及攤銷	(1,512,909)	—	—	—	(1,512,909)	—
Interest income	利息收入	108	16	—	1	108	17
Other income	其他收入	26,049	—	—	—	26,049	—
Selling and distribution expenses	銷售及分銷開支	(373,566)	—	—	—	(373,566)	—
Administrative expenses	行政開支	(317,293)	(19,550)	(15,450)	(15,250)	(332,743)	(34,800)
Loss from continuing operations	持續經營業務虧損	(6,204,472)	(19,534)	(15,450)	(15,249)	(6,219,922)	(34,783)
Other comprehensive income	其他全面收入	(56,404)	—	—	—	(56,404)	—
Total comprehensive loss	綜合虧損總額	(6,260,876)	(19,534)	(15,450)	(15,249)	(6,276,326)	(34,783)
Dividends received from Joint Ventures	從合資公司收取之股息	—	—	—	—	—	—

The information above reflects the amounts presented in the financial statements of the joint ventures, adjusted for differences in accounting policies between the Group and the joint ventures, and not the Group's share of those amounts.

上述資料反映經就本集團及合資公司之間的會計政策差異作出調整的合資公司財務報表所呈列的金額，而非本集團應佔金額。

20 CASH AND CASH EQUIVALENTS

		Group 本集團	
		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
Cash at bank	銀行現金	9,756,283	20,693,546
Cash on hand	手頭現金	9,829,253	7,186,930
		19,585,536	27,880,476
Maximum exposure to credit risk	最大信用風險承擔	9,756,283	20,693,546

19 於合資公司之權益 (續)

全面收益表概要

20 現金及現金等價物

Notes to the Consolidated Financial Statements

綜合財務報表附註

20 CASH AND CASH EQUIVALENTS (Continued)

The carrying amounts of the Group's cash on hand and cash at bank are denominated in the following currencies:

		Group 本集團	
		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
RMB	人民幣	19,547,183	9,030,737
HK\$	港元	38,353	18,849,739
		19,585,536	27,880,476

As at 31 December 2013, the Group has cash at bank amounting to HK\$9,717,903 (2012: HK\$1,844,717), which are denominated in RMB and held in the PRC. The conversion of RMB denominated balances into foreign currencies and the remittance of such foreign currencies denominated bank balances and cash out from the PRC are subject to relevant rules and regulations of foreign exchange control promulgated by the PRC government.

20 現金及現金等價物 (續)

本集團的手頭現金及銀行現金之賬面值以下列貨幣計值：

於二零一三年十二月三十一日，本集團的銀行現金為9,717,903港元（二零一二年：1,844,717港元），以人民幣計值及存於中國。以人民幣計值結餘兌換為外幣及將此等以外幣計值的銀行結餘及現金匯出中國境外，須受中國政府頒佈的相關外匯管制規則及法規規限。

21 SHARE CAPITAL

		Company 本公司	
		Number of shares 股份數目	Amount 金額
Authorised:	法定：		
Ordinary shares of HK\$0.01 each	每股面值0.01港元的 普通股		
At 1 December 2012, 31 December 2012 and 31 December 2013	於二零一二年十二月一日、 二零一二年十二月三十一日及 二零一三年十二月三十一日	780,000,000	7,800,000

21 股本



21 SHARE CAPITAL (Continued)

21 股本 (續)

		Company 本公司	
		Number of shares 股份數目	Amount 金額
Issued and fully paid:	已發行及繳足：		
Ordinary shares of HK\$0.01 each	每股面值0.01港元的 普通股		
At 1 December 2012, 31 December 2012 and 1 January 2013	於二零一二年十二月一日、 二零一二年十二月三十一日及 二零一三年一月一日	180,000,001	1,800,001
Conversion of convertible notes (Note)	兌換可換股票據(附註)	36,000,000	360,000
Exercise of share options an employee	一名僱員行使購股權	500,000	5,000
At 31 December 2013	於二零一三年 十二月三十一日	216,500,001	2,165,001

Notes:

The convertible notes was fully converted during the year, an aggregate of 36,000,000 ordinary shares of HK\$0.01 each were issued at a conversion price of HK\$0.85 per share.

附註：

該等可換股票據於年內獲悉數兌換，就此按兌換價每股0.85港元發行合共36,000,000股每股面值0.01港元之普通股。

Notes to the Consolidated Financial Statements

綜合財務報表附註

22 SHARE-BASED PAYMENT — GROUP AND COMPANY

Share options are granted to selected employees. The exercise price of the granted options is equal to the market price of the shares on the date of the grant. The options are exercisable for two years from the grant date. The Group has no legal or constructive obligation to repurchase or settle the options in cash.

Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

		2013 二零一三年		2012 二零一二年	
		Exercise price in HK\$ per share option 購股權 行使價 (每股港元)	Options 購股權	Average exercise price in HK\$ per share option 購股權 平均行使價 (每股港元)	Options 購股權
At 1 January	於一月一日	1.33	900,000	—	—
Granted	已授出	1.822	8,000,000	1.33	900,000
Exercised	已行使	1.822	(500,000)	—	—
At 31 December	於十二月三十一日		8,400,000		900,000

All the options were exercisable. Options exercised in 2013 resulted in 500,000 shares (2012: nil) being issued at a weighted average price of HK\$1.822 each. The related weighted average share price at the time of exercise was HK\$1.8 per share.

Share options outstanding at the end of the year have the following expiry date and exercise prices:

Expiry date 屆滿日期		Exercise price in HK\$ per share option 購股權行使價 (每股港元)	Options 購股權	
			2013 二零一三年	2012 二零一二年
20 February 2014	二零一四年二月二十日	1.33	900,000	900,000
7 October 2015	二零一五年十月七日	1.822	7,500,000	—
			8,400,000	900,000

22 以股份為基礎之付款 — 本集團及本公司

購股權乃授予指定僱員。已授出購股權之行使價等於授出當日之股份市價。該等購股權可於授出日期起計兩年內行使。本集團概無以現金購回或結算購股權的法定或推定責任。

未行使購股權數目及其相關加權平均行使價的變動如下：

所有購股權均可行使。於二零一三年獲行使購股權導致按加權平均價格每股1.822港元發行500,000股股份(二零一二年：無)。於行使時的相關加權平均股價為每股1.8港元。

年末尚未行使之購股權的屆滿日期及行使價如下：

22 SHARE-BASED PAYMENT — GROUP AND COMPANY (Continued)

The weighted average fair value of options granted during the year determined using the Binomial Option Pricing Model (2012: Trinomial Option Pricing Model) was HK\$0.36 (2012: HK\$0.25) per option. The significant inputs into the model were weighted average share price of HK\$1.822 (2012: HK\$1.33) at the grant date, exercise price shown above, volatility of 42% (2012: 48%), an expected option life of two years (2012: two years), and an annual risk-free interest rate of 0.34% (2012: 0.42%). The volatility measured at the standard deviation of continuously compounded share returns is based on statistical analysis of daily share prices since the Company was listed. Please see Note 7 for the total expenses recognised in profit or loss for share options granted to employees.

23 RESERVES

Group

		Share premium	Exchange reserve	Statutory reserve (Note (i))	Share option reserve	Available-for-sale security reserve	Other reserve	Shareholder's contributions	Retained earnings	Total
		股份溢價	外匯儲備	法定儲備	購股權儲備	可供出售證券儲備	其他儲備	股東注資	保留盈利	總額
		HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元	港元	港元	港元	港元
At 1 January 2012	於二零一二年一月一日	38,030,244	1,690,691	500,000	—	—	8,020,110	20,751,024	14,749,344	83,741,413
Net profit for the year	年內溢利淨額	—	—	—	—	—	—	—	32,871,668	32,871,668
Currency translation differences	貨幣匯兌差額	—	249,923	—	—	—	—	—	—	249,923
Fair value changes on available-for-sale financial assets	可供出售金融資產公平值之變動	—	—	—	—	178,000	—	—	—	178,000
Employee share option benefit	僱員購股權福利	—	—	—	224,000	—	—	—	—	224,000
Transfer to statutory reserve	轉撥至法定儲備	—	—	661,018	—	—	—	—	(661,018)	—
At 31 December 2012	於二零一二年十二月三十一日	38,030,244	1,940,614	1,161,018	224,000	178,000	8,020,110	20,751,024	46,959,994	117,265,004
At 1 January 2013	於二零一三年一月一日	38,030,244	1,940,614	1,161,018	224,000	178,000	8,020,110	20,751,024	46,959,994	117,265,004
Net loss for the year	年內虧損淨額	—	—	—	—	—	—	—	(7,253,777)	(7,253,777)
Currency translation differences	貨幣匯兌差額	—	2,296,761	—	—	—	—	—	—	2,296,761
Fair value changes on available-for-sale financial assets	可供出售金融資產公平值之變動	—	—	—	—	(178,000)	—	—	—	(178,000)
Employee share option benefit	僱員購股權福利	—	—	—	2,892,000	—	—	—	—	2,892,000
Exercise of share options by employees	僱員行使購股權	1,086,750	—	—	(180,750)	—	—	—	—	906,000
Conversion of convertible notes	兌換可換股票據	32,377,000	—	—	—	—	—	—	—	32,377,000
Transfer to statutory reserve	轉撥至法定儲備	—	—	443,245	—	—	—	—	(443,245)	—
At 31 December 2013	於二零一三年十二月三十一日	71,493,994	4,237,375	1,604,263	2,935,250	—	8,020,110	20,751,024	39,262,972	148,304,988

22 以股份為基礎之付款 — 本集團及本公司 (續)

年內授出之購股權的加權平均公平值乃使用二項式購股權定價模式(二零一二年：三項式購股權定價模式)釐定，為每份購股權0.36港元(二零一二年：0.25港元)。該模式的重大輸入數據為授出日期之加權平均股價1.822港元(二零一二年：1.33港元)、以上所示行使價、波幅42%(二零一二年：48%)、預期購股權年期兩年(二零一二年：兩年)以及無風險年利率0.34%(二零一二年：0.42%)。以持續複合股份回報率之標準偏差計算之波幅乃根據本公司上市以來的每日股價統計分析計算。有關授予僱員購股權於損益中確認的開支總額的資料，請參閱附註7。

23 儲備

本集團

Notes to the Consolidated Financial Statements

綜合財務報表附註

23 RESERVES (Continued)

23 儲備 (續)

Company

本公司

		Share premium	Share option reserve	Available-for- sale security reserve	Accumulated losses	Total
		股份溢價	購股權儲備	可供出售 證券儲備	累計虧損	總額
		HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元
At 1 January 2012	於二零一二年一月一日	38,030,244	—	—	(1,208,809)	36,821,435
Loss for the year	年內虧損	—	—	—	(1,456,134)	(1,456,134)
Fair value changes on available-for-sale financial assets	可供出售金融資產公平值之變動	—	—	178,000	—	178,000
Employee share option benefit	僱員購股權福利	—	224,000	—	—	224,000
At 31 December 2012	於二零一二年十二月三十一日	38,030,244	224,000	178,000	(2,664,943)	35,767,301
At 1 January 2013	於二零一三年一月一日	38,030,244	224,000	178,000	(2,664,943)	35,767,301
Loss for the year	年內虧損	—	—	—	(6,213,035)	(6,213,035)
Fair value changes on available-for-sale financial assets	可供出售金融資產公平值之變動	—	—	(178,000)	—	(178,000)
Employee share option benefit	僱員購股權福利	—	2,892,000	—	—	2,892,000
Exercise of share options by employees	僱員行使購股權	1,086,750	(180,750)	—	—	906,000
Conversion of convertible notes	兌換可換股票據	32,377,000	—	—	—	32,377,000
At 31 December 2013	於二零一三年十二月三十一日	71,493,994	2,935,250	—	(8,877,978)	65,551,266

Note (i): In accordance with the relevant regulations and the Article of association, the Group's subsidiaries incorporated in the PRC are required to allocate at least 10% of the after-tax profit according to the PRC accounting standards and regulations to general statutory reserve until such reserve has reached 50% of registered capital. This reserve can only be used for specific purposes. Appropriation to the general statutory reserve for the year ended 31 December 2013 amounted to HK\$443,245 (2012: HK\$661,018).

附註 (i): 根據有關法規及組織章程細則，本集團於中國註冊成立的附屬公司須根據中國會計準則及法規分配最低10%的除稅後溢利至一般法定儲備，直至該儲備達到註冊資本的50%。該儲備僅可用作指定目的。截至二零一三年十二月三十一日止年度，一般法定儲備的撥款為443,245港元(二零一二年：661,018港元)。

Note (ii): The other reserves represent the difference between the nominal value of the issued capital of Legend Strategy Limited, Lai Ying International Limited and Triple Leaf Limited, the then shareholders of Legend Strategy Limited and the nominal value of the 135,000,001 shares issued and allotted to the shareholders of the above companies by the Company.

附註 (ii): 其他儲備指枋濬有限公司、勵盈國際有限公司及枋濬有限公司當時的股東三葉有限公司之已發行股本面值與本公司向上述公司股東發行及配發之135,000,001股股份面值之間的差額。



24 PROVISION FOR ASSET RETIREMENT

Under the terms of the tenancy agreements signed with landlords, the Group shall vacate and re-instate the leased hotel premises at the Group's cost upon expiry of the relevant tenancy agreements in 8 to 10 years. Provision is therefore made for the best estimate of the expected reinstatement costs to be incurred. Movements of provision for asset retirement are as follows:

24 報廢資產復原成本撥備

根據與業主簽訂的租賃協議條款，本集團將須於相關租賃協議在八至十年後滿期時搬離並還原酒店租賃物業，相關費用由本集團承擔。因此已對預期產生還原成本以最貼近的評估進行撥備。報廢資產復原成本撥備的變動如下：

		Group 本集團	
		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
At 1 January	於一月一日	3,457,087	3,278,455
Finance cost on asset retirement obligations (Note 9)	報廢資產復原債務的 融資成本(附註9)	173,407	160,421
Exchange differences	匯兌差額	109,451	18,211
At 31 December	於十二月三十一日	3,739,945	3,457,087
Less: non-current portion	減：非即期部分	(1,440,769)	3,457,087
Current portion	即期部分	2,299,176	—

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綜合財務報表附註

25 FINANCE LEASE LIABILITIES

Finance lease liabilities are effectively secured by the rights to the leased asset. The Group's motor vehicle amounting to HK\$968,946 as at 31 December 2013 (2012: HK\$1,476,100) would revert to the lessor in the event of default (Note 15).

25 融資租賃負債

融資租賃負債實際上以對租賃資產的權利作抵押。倘出現違約，本集團於二零一三年十二月三十一日金額為968,946港元(二零一二年：1,476,100港元)之汽車將轉回予出租人(附註15)。

		Group 本集團	
		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
Gross finance lease liabilities — minimum lease payment	融資租賃負債總額 — 最低租賃付款		
— Not later than 1 year	— 不超過一年	377,892	470,208
— Later than 1 year and no later than 5 years	— 超過一年但五年以內	535,347	944,011
		913,239	1,414,219
Future finance charges on finance lease	融資租賃之日後財務費用	(54,294)	(112,761)
Present value of finance lease liabilities	融資租賃負債現值	858,945	1,301,458

25 FINANCE LEASE LIABILITIES (Continued)

The present value of finance lease liabilities is as follows:

		Group 本集團	
		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
Not later than 1 year	不超過一年	342,694	412,305
Later than 1 year and no later than 5 years	超過一年但五年以內	516,251	889,153
		858,945	1,301,458

25 融資租賃負債 (續)

融資租賃負債的現值如下：

26 TRADE AND OTHER PAYABLES

		Group 本集團		Company 本公司	
		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元	2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
Trade payables	應付賬款	3,072,392	2,762,001	—	—
Accruals and other payables	應計項目及 其他應付款項	13,552,813	6,302,788	3,875,230	176,000
		16,625,205	9,064,789	3,875,230	176,000

26 應付賬款及其他應付款項

Notes to the Consolidated Financial Statements

綜合財務報表附註

26 TRADE AND OTHER PAYABLES (Continued)

26 應付賬款及其他應付款項 (續)

Accruals and other payables are analysed as follows:

應計項目及其他應付款項分析載列如下：

		Group 本集團		Company 本公司	
		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元	2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
Accruals	應計項目				
— Accrued staff costs	— 應計員工成本	1,811,239	706,385	992,000	176,000
— Accrued audit and professional fee	— 應計審核及專業費用	2,910,200	1,520,000	1,202,200	—
— Accrual effective rental payable	— 實際租金應付款項	2,678,463	103,415	—	—
		7,399,902	2,329,800	2,194,200	176,000
Other payables	其他應付款項				
— Other tax payables	— 其他應付稅項	3,635,256	2,086,182	—	—
— Interest payable	— 應付利息	1,471,164	—	1,471,164	—
— Deferred revenue — membership fee	— 遞延收益 — 會籍費用	191,242	277,480	—	—
— Deferred revenue — customer loyalty programme	— 遞延收益 — 客戶忠誠度計劃	166,163	110,453	—	—
— Receipt in advance	— 預收款項	191,708	611,322	—	—
— Others	— 其他	497,378	887,551	209,866	—
Other payables	其他應付款項	6,152,911	3,972,988	1,681,030	—
Total accruals and other payables	應計項目及其他應付款項總額	13,552,813	6,302,788	3,875,230	176,000

The carrying amounts of the Group's trade and other payables approximate their fair value.

本集團應付賬款及其他應付款項之賬面值與其公平值相若。

26 TRADE AND OTHER PAYABLES (Continued)

The aging analysis of trade payables is as follows:

		Group 本集團	
		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
0-30 days	0至30天	1,151,344	940,788
31-60 days	31至60天	706,732	702,292
61-90 days	61至90天	588,059	542,906
Over 90 days	超過90天	626,257	576,015
		3,072,392	2,762,001

The carrying amounts of the Group's trade and other payables are denominated in the following currencies:

		Group 本集團		Company 本公司	
		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元	2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
RMB	人民幣	10,662,137	6,316,205	—	—
HK\$	港元	5,963,068	2,748,584	3,875,230	176,000
		16,625,205	9,064,789	3,875,230	176,000

26 應付賬款及其他應付款項 (續)

應付賬款的賬齡分析如下：

本集團應付賬款及其他應付款項之賬面值以下列貨幣計值：

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27 CONVERTIBLE NOTES

27 可換股票據

		Group and Company 本集團及本公司	
		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
Convertible notes — debt component	可換股票據 — 債項部分	—	29,405,000
Financial derivatives	金融衍生工具	—	832,000
		—	30,237,000

The Company issued 36,000,000 5.0% convertible notes (“convertible notes”) at a consideration of HK\$30.6 million on 12 October 2013. The convertible notes will mature two years from the issue date at 112% of the outstanding principal or can be converted into shares at the holder’s option anytime at a conversion price of HK\$0.85 per share. In addition, the convertible notes can be early redeemed by the Company anytime. Early redemption price is the price payable by the Company at redemption which will make the annualized yield of the convertible notes at 11% (including accrued interest to be paid up to date of redemption).

The fair value of the financial derivative includes the Company’s right to redeem and the holder’s right to convert. In December 2013, the holders of the convertible notes issued notice to convert and the Company determined not to exercise its right to redeem. Accordingly, all convertible notes are converted into 36 million of shares in December 2013 and the carrying value of the convertible notes is transferred to share capital and share premium.

於二零一三年十月十二日，本公司以代價30,600,000港元發行36,000,000份年利率為5.0厘的可換股票據（「可換股票據」）。可換股票據將於發行日期起計兩年後到期，未償還之任何可換股票據可由本公司以未償還本金額之112%贖回，或由持有人選擇隨時按每股0.85港元之兌換價兌換為股份。此外，本公司可隨時提前贖回可換股票據。提前贖回價格為本公司於贖回時應付的價格，基於該價格的可換股票據年化收益率為11%（包括截至贖回日期的應計利息）。

金融衍生工具的公平值包括本公司的贖回權利和持有人的轉換權利。於二零一三年十二月，可換股票據持有人發出通知去轉換可換股票據，本公司決定不行使其贖回權利。因此，所有可換股票據於二零一三年十二月轉換為36,000,000股股份，可換股票據的賬面值則轉入股本及股份溢價。



27 CONVERTIBLE NOTES (Continued)

The convertible notes recognised in the statement of financial position is calculated as follows:

27 可換股票據 (續)

於財務狀況表中確認之可換股票據乃根據下列數據計算：

		Group and Company 本集團及本公司 HK\$ 港元
Face value of convertible notes issued on 12 October 2012	於二零一二年十月十二日發行之可換股票據面值	30,600,000
Financial derivatives	金融衍生工具	(832,000)
Less: transactions cost	減：交易成本	(918,000)
Debt component on initial recognition at 12 October 2012	於二零一二年十月十二日初次確認之債項部分	28,850,000
Interest expense (Note 9)	利息開支(附註 9)	890,000
Interest paid/payable	已付／應付利息	(335,000)
Debt component at 31 December 2012 and 1 January 2013	於二零一二年十二月三十一日及二零一三年一月一日之債項部分	29,405,000
Interest expense (Note 9)	利息開支(附註 9)	3,971,164
Interest paid/payable	已付／應付利息	(1,471,164)
Conversion	兌換	(31,905,000)
Debt component at 31 December 2013	於二零一三年十二月三十一日之債項部分	—

The debt component has an effective interest rate of 14%.

債項部分實際利率為14%。

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28 DEFERRED INCOME TAX

The analysis of deferred tax assets is as follows:

		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
Deferred income tax assets:	遞延所得稅資產：		
– Deferred income tax assets to be recovered after 12 months	– 將於12個月後收回的遞延所得稅資產	527,327	1,065,638
– Deferred income tax assets to be recovered within 12 months	– 將於12個月內收回的遞延所得稅資產	757,246	386,585
		1,284,573	1,452,223

The movement in deferred income tax assets during the year is as follows:

		Accelerated tax depreciation 遞增稅項折舊 HK\$ 港元	Provisions 撥備 HK\$ 港元	Total 總額 HK\$ 港元
At 1 January 2012	於二零一二年一月一日	281,557	1,506,708	1,788,265
Credited/(Debited) to profit or loss	計入(扣自)損益	58,720	(405,222)	(346,502)
Exchange differences	匯兌差額	1,647	8,813	10,460
At 31 December 2012	於二零一二年十二月三十一日	341,924	1,110,299	1,452,223
At 1 January 2013	於二零一三年一月一日	341,924	1,110,299	1,452,223
Debited to profit or loss	扣自損益	(183,165)	(36,592)	(219,757)
Exchange differences	匯兌差額	8,376	43,731	52,107
At 31 December 2013	於二零一三年十二月三十一日	167,135	1,117,438	1,284,573

Deferred income tax assets are recognised for tax loss carry-forwards to the extent that the realisation of the related tax benefit through future taxable profits is probable. As of 31 December 2013, the Group does not recognise deferred income tax assets of HK\$1,006,425 (2012: HK\$669,516) in respect of losses amounting to HK\$6,099,546 (2012: HK\$4,057,673) that can be carried forward against taxable income. The tax loss can be carried forward indefinitely.

Deferred tax liabilities of HK\$1,231,959 (2012: HK\$999,263) have not been recognised for the withholding tax and other taxes that would be payable on the remitted earnings of certain subsidiaries. Such amounts are permanently reinvested. Unremitted earnings as at 31 December 2013 was HK\$24,639,185 (2012: HK\$19,985,253).

遞延稅項資產分析如下：

於本年度內，遞延所得稅資產變動如下：

倘有關稅務利益可能透過抵銷未來應課稅溢利變現，則會就所結轉之稅項虧損確認遞延所得稅資產。於二零一三年十二月三十一日，本集團並無就可作結轉以抵銷應課稅收入之虧損6,099,546港元(二零一二年：4,057,673港元)確認遞延稅項資產1,006,425港元(二零一二年：669,516港元)。該稅項虧損可無限期結轉。

並無就因匯出若干附屬公司之盈利而應繳之預扣稅及其他稅項確認遞延稅項負債1,231,959港元(二零一二年：999,263港元)。該等金額乃永久作再投資。於二零一三年十二月三十一日未匯出盈利為24,639,185港元(二零一二年：19,985,253港元)。

29 INTERESTS IN SUBSIDIARIES AND AMOUNT TO A SUBSIDIARY – COMPANY

29 本公司於附屬公司之權益及應付一間附屬公司款項

		Company 本公司	
		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
Non-current asset	非流動資產		
Unlisted shares, at cost	非上市股份，按成本值	8	8
Amounts due from subsidiaries	應收附屬公司款項 (a)	66,857,631	37,507,639
		66,857,639	37,507,647
Current asset	流動資產		
Amounts due from subsidiaries	應收附屬公司款項 (b)	5,370,758	29,152,653
Current liability	流動負債		
Amount to a subsidiary	應付一間附屬公司款項 (b)	636,900	636,900

(a) Amounts due from subsidiaries are denominated in HK\$, unsecured, interest free and repayable on a date to be mutually agreed by both parties.

(b) Amount due from/to subsidiaries are denominated in HK\$, unsecured, interest free and repayable on demand.

(a) 應收附屬公司款項乃以港元計值，無抵押、免息及須於雙方共同協定的日期償還。

(b) 應收／付附屬公司款項乃以港元計值，無抵押、免息及須按的要求償還。

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29 INTERESTS IN SUBSIDIARIES AND AMOUNT TO A SUBSIDIARY – COMPANY (Continued)

29 本公司於附屬公司之權益及應付一間附屬公司款項 (續)

Particulars of the principal subsidiaries at 31 December 2013 are as follows:

於二零一三年十二月三十一日，主要附屬公司之詳情如下：

Name of company	Place of incorporation/ establishment	Date of incorporation/ establishment	Issued and fully paid share capital/ registered capital	Attributable equity interest	Principal activities	Principal country of operation
公司名稱	註冊成立/成立地點	註冊成立/成立日期	已發行及繳足股本/註冊資本	應佔股本權益	主要業務	營運地點
Legend Strategy International Limited 栢濬國際有限公司	British Virgin Islands ("BVI") 英屬處女群島 (「英屬處女群島」)	15 December 2010 二零一零年十二月十五日	4 ordinary shares of US\$1 each 每股1美元的4股普通股	100% (direct) (直接)	Investment holding 投資控股	BVI 英屬處女群島
Legend Strategy Limited 栢濬有限公司	Hong Kong 香港	28 May 2007 二零零七年五月二十八日	10,000,000 ordinary shares of HK\$1 each 每股1港元的10,000,000股普通股	100% (indirect) (間接)	Investment holding and provision of hotel consultancy services 投資控股及提供酒店顧問服務	Hong Kong 香港
Welcome Inn Management Limited 悅來客棧酒店管理有限公司	Hong Kong 香港	24 October 2011 (Date of acquisition) 二零一一年十月二十四日 (收購日)	1 ordinary shares of HK\$1 each 每股1港元的1股普通股	100% (indirect) (間接)	Provision of hotel management services 提供酒店管理服務	Hong Kong 香港
Legend Strategy Management Limited	BVI 英屬處女群島	9 February 2011 二零一一年二月九日	1 ordinary share of US\$1 每股1美元的1股普通股	100% (indirect) (間接)	Rental of hotel premise 酒店物業租賃	Hong Kong 香港
Shenzhen Yuelai Inn Tourists Co., Ltd. 深圳悅來客棧旅業有限公司	The PRC* 中國*	11 December 2006 二零零六年十二月十一日	HK\$8,000,000 8,000,000港元	100% (indirect) (間接)	Hotel operations 酒店營運	Shenzhen 深圳
Shenzhen Yingde Tourists Co., Ltd. 深圳盈的旅業有限公司	The PRC* 中國*	30 May 2008 二零零八年五月三十日	HK\$8,000,000 8,000,000港元	100% (indirect) (間接)	Hotel operations 酒店營運	Shenzhen 深圳
Shenzhen Modern Tourists	The PRC* 中國*	25 April 2008	HK\$1,000,000	100% (indirect) (間接)	Hotel operations and provision of hotel consultancy services 酒店營運及提供酒店顧問服務	Shenzhen 深圳
Shenzhen Yuelai Inn Co., Ltd. 深圳悅來客棧有限公司	The PRC* 中國*	26 November 2008 二零零八年十一月二十六日	HKD5,000,000 5,000,000港元	100% (indirect) (間接)	Hotel operations 酒店營運	Shenzhen 深圳

* Wholly owned Foreign Enterprise

* 外商獨資企業



30 FINANCIAL INSTRUMENTS BY CATEGORY

30 分類金融工具

Group

本集團

		Loans and receivables 貸款及應收款項 HK\$ 港元
31 December 2013	二零一三年十二月三十一日	
Assets as per statement of financial position	列入財務狀況表的資產	
Cash and cash equivalents	現金及現金等價物	19,585,536
Trade and other receivables excluding prepayments	應收賬款及其他應收款項 (不包括預付款項)	12,617,893
Total	總額	32,203,429

		Financial liabilities at amortised cost 按攤銷成本計值 的金融負債 HK\$ 港元
31 December 2013	二零一三年十二月三十一日	
Liabilities as per statement of financial position	列入財務狀況表的負債	
Finance lease liabilities	融資租賃負債	858,945
Trade and other payables excluding non-financial liabilities	應付賬款及其他應付款項 (不包括非金融負債)	8,142,842
Total	總額	9,001,787

		Loans and receivables 貸款及應收款項 HK\$ 港元	Available -for-sale 可供出售 HK\$ 港元	Total 總額 HK\$ 港元
31 December 2012	二零一二年 十二月三十一日			
Assets as per statement of financial position	列入財務狀況表的資產			
Available-for-sale financial assets	可供出售金融資產	—	1,162,000	1,162,000
Cash and cash equivalents	現金及現金等價物	27,880,476	—	27,880,476
Trade and other receivables excluding prepayments	應收賬款及其他應收款項 (不包括預付款項)	62,209,153	—	62,209,153
Total	總額	90,089,629	1,162,000	91,251,629

Notes to the Consolidated Financial Statements

綜合財務報表附註

30 FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

30 分類金融工具 (續)

Group (Continued)

本集團 (續)

		Financial Derivatives	Financial liabilities at amortised cost	Total
		金融衍生 工具 HK\$ 港元	按攤銷成本 計值的 金融負債 HK\$ 港元	總額 HK\$ 港元
31 December 2012	二零一二年 十二月三十一日			
Liabilities as per statement of financial position	列入財務狀況表的負債			
Convertible notes — debt component	可換股票據 — 債項部分	—	29,405,000	29,405,000
Derivative financial instruments	衍生金融工具	832,000	—	832,000
Finance lease liabilities	融資租賃負債	—	1,301,458	1,301,458
Trade and other payables excluding non-financial liabilities	應付賬款及其他應付款項 (不包括非金融負債)	—	5,169,552	5,169,552
Total	總額	832,000	35,876,010	36,708,010

Company

本公司

			Loans and receivables
			貸款及應收款項 HK\$ 港元
31 December 2013	二零一三年十二月三十一日		
Assets as per statement of financial position	列入財務狀況表的資產		
Amounts due from subsidiaries	應收附屬公司款項		5,370,758

30 FINANCIAL INSTRUMENTS BY CATEGORY 30 分類金融工具 (續)

(Continued)

Company (Continued)

本公司 (續)

		Financial liabilities at amortised cost 按攤銷成本計值的金融負債 HK\$ 港元
31 December 2013	二零一三年十二月三十一日	
Liabilities as per statement of financial position	列入財務狀況表的負債	
Accruals	應計費用	2,883,230
Amount due to a subsidiary	應付一間附屬公司款項	636,900
Total	總額	3,520,130

		Loans and receivables 貸款及應收款項 HK\$ 港元	Available -for-sale 可供出售 HK\$ 港元	Total 總額 HK\$ 港元
31 December 2012	二零一二年十二月三十一日			
Assets as per statement of financial position	列入財務狀況表的資產			
Available-for-sale financial assets	可供出售金融資產	—	1,162,000	1,162,000
Other receivables	其他應收款項	794,902	—	794,902
Amounts due from subsidiaries	應收附屬公司款項	29,152,653	—	29,152,653
Total	總額	29,947,555	1,162,000	31,109,555

		Financial Derivatives 衍生金融工具 HK\$ 港元	Financial liabilities at amortised cost 按攤銷成本計值的金融負債 HK\$ 港元	Total 總額 HK\$ 港元
31 December 2012	二零一二年十二月三十一日			
Liabilities as per statement of financial position	列入財務狀況表的負債			
Amount due to a subsidiary	應付一間附屬公司款項	—	636,900	636,900
Convertible notes	可換股票據			
— debt component	— 債項部分	—	29,405,000	29,405,000
Derivative financial instruments	衍生金融工具	832,000	—	832,000
Total	總額	832,000	30,041,900	30,873,900

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 CASH GENERATED FROM OPERATIONS

31 經營所得現金

		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	(3,293,434)	43,726,938
Adjustments for:	就下列項目調整：		
— Depreciation	— 折舊	7,389,933	7,959,800
— Amortisation of prepaid operating lease	— 預付經營租賃攤銷	864,587	850,590
— Finance cost, net	— 融資成本－淨額	774,332	1,000,868
— (Reversal of)/provision for impairment of trade receivables	— 應收賬款減值(撥回)/撥備	(586,846)	1,500,000
— Share of results of joint ventures	— 分佔合資公司之業績	3,765,796	20,870
— Share based payment expenses	— 以股份為基礎之付款開支	2,892,000	224,000
— Net foreign exchange gain	— 匯兌收益淨額	1,040,800	—
— Loss on disposal of property, plant and equipment	— 出售物業、廠房及設備之虧損	2,276,985	—
— Gain on disposal of available-for-sales financial assets	— 出售可供出售金融資產之收益	(54,976)	—
Operating cash flow before changes in working capital	營運資金變動前的經營現金流量	15,069,177	55,283,066
Changes in working capital:	營運資金變動：		
— Decrease in prepaid operating lease	— 預付經營租賃減少	(395,671)	—
— Decrease/(increase) in trade and other receivables	— 應收賬款及其他應收款項減少/(增加)	40,595,188	(21,228,256)
— Decrease/(increase) in rental deposits	— 租賃按金減少/(增加)	100,571	(207,220)
— Increase in trade and other payables	— 應付賬款及其他應付款項增加	6,442,019	800,204
— Decrease in amount due to a director	— 應付一名董事款項減少	—	(582,031)
— Increase in amounts due from joint ventures	— 應收合資公司款項增加	(1,034,084)	—
Cash generated from/(used in) operations	經營產生/(所用)現金	60,777,200	34,065,763



31 CASH GENERATED FROM OPERATIONS (Continued)

Proceeds from sale of property, plant and equipment of HK\$120,000 was not yet settled and recorded in other receivables:

		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
Group	本集團		
Net book amount	賬面淨值	2,396,985	—
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	(2,276,985)	—
Proceeds from disposal of property, plant and equipment recorded in other receivables	計入其他應收款項的出售物業、廠房及設備之所得款項	120,000	—

31 經營所得現金 (續)

出售物業、廠房及設備之所得款項 120,000 港元尚未結算，並計入其他應收款項：

32 COMMITMENTS

(a) Operating lease commitment

The Group leases various hotel premises under non-cancellable operating lease agreements. The lease terms of the tenancy agreements are set out in Note 24. The leases have escalation clauses and renewal rights. The future aggregate minimum lease payments are as follows:

		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
No later than 1 year	不超過一年	13,179,879	16,363,076
Later than 1 year and no later than 5 years	超過一年但五年以內	40,631,817	54,452,348
Over 5 years	超過五年	76,191,099	77,699,150
		130,002,795	148,514,574

32 承擔

(a) 經營租賃承擔

本集團的數個酒店物業以不可撤銷經營租賃協議租賃。租賃協議的期限載列於附註24。租賃合約內有自動加價條款及續租權。未來總計最低租金如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

32 COMMITMENTS (Continued)

(b) Capital commitment

The Group's capital expenditure at the end of the reporting period but not yet incurred is as follows:

	2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
Contracted but not provided for:		
— Capital injection to joint ventures	—	1,782,590
— Property, plant and equipment	38,225,301	43,383,844
	38,225,301	45,166,434

The Group's share of capital expenditure of joint ventures included above is as follows:

	2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
Contracted but not provided for:		
— Property, plant and equipment	—	4,913,576

The Company has no other material commitments as at 31 December 2013 (2012: Nil).

32 承擔 (續)

(b) 資本承擔

本集團於報告期末並未產生的資本開支如下：

計入上述各項之本集團分佔合資公司之資本開支如下：

於二零一三年十二月三十一日，本公司並無其他重大承擔(二零一二年：無)。

33 FUTURE OPERATING LEASE ARRANGEMENTS

As at 31 December 2013, the Group had future aggregate minimum lease receipts under non-cancellable operating leases as follows:

	2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
No later than 1 year	2,536,462	2,460,479
Later than 1 year and no later than 5 years	10,145,847	9,841,914
Over 5 years	6,975,270	9,176,375
	19,657,579	21,478,768

33 未來經營租賃安排

於二零一三年十二月三十一日，本集團於不可撤銷經營租賃項下之未來總計最低租金收入如下：

34 CONTINGENT LIABILITIES

The Group and the Company have no significant contingent liabilities at 31 December 2013 (2012: Nil).

35 RELATED PARTY TRANSACTIONS

Mr. Fong Man Kelvin (“Mr. Fong”) is the single largest shareholder, who owns 47% of the Company’s shares. The remaining 53% of the shares are widely held. Details of transactions between the Group and the related parties are as follows.

- (a) The Group had the following significant transactions with the related party during the year:

		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
Repayment to amount due to a director	償還應付一名董事款項		
— Mr. Fong	— 方先生	—	582,031
Management fee income	管理費收入		
— Waterfront	— 水岸	118,189	—
Expenses paid by the Group on behalf of the joint ventures	本集團代合資公司支付的費用		
— Waterfront	— 水岸	599,028	—
— Jinhua	— 錦華	307,237	—
		1,024,454	—

- (b) Year-end balances with related parties

		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
Amounts due from joint ventures	應收合資公司款項	1,024,454	—
Loans to joint ventures	提供予合資公司之貸款	31,732,600	22,027,000

34 或然負債

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

35 關連交易

方文先生（「方先生」）擁有本公司47%之股權，為單一最大股東。餘下53%之股權由公眾持有。本集團與關連方之間的交易詳情載列如下。

- (a) 本年度內本集團與關連方的重大交易如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

35 RELATED PARTY TRANSACTIONS (Continued)

(b) Year-end balances with related parties

Amount due to a director is unsecured, interest free and repayable on demand. Amount due to a director is denominated in RMB.

Amounts due from joint ventures are interest-free, unsecured and repayable by July 2014. Amounts are denominated in RMB.

Loans to joint ventures are interest free, unsecured and repayable on a date to be mutually agreed by both parties. Amounts are denominated in HK\$.

(c) Key management compensation

The compensation paid or payable to key management is as follows:

		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元
Salaries, wages and allowances	薪金、工資及津貼	3,352,561	2,203,452
Pension obligations	退休金責任	71,030	172,370
Share-base payment expenses	以股份為基礎之付款開支	1,084,500	44,800
		4,508,091	2,420,622

Note: None of the above related party transactions constitutes continuing connected transaction or connected transaction of the Company pursuant to Chapter 14A of the Listing Rules.

35 關連交易 (續)

(b) 與關連方的年終結餘

應付一名董事款項為無抵押、免息及按要求償還。應付一名董事款項以人民幣計值。

應收合資公司款項為免息、無抵押及須於二零一四年七月前償還。該款項以人民幣計值。

提供予合資公司之貸款為免息、無抵押並須於雙方共同協定之日期償還。該款項以港元計值。

(c) 主要管理層報酬

已付或應付主要管理層報酬如下：

附註：根據上市規則第14A章，上述關連交易概不構成本公司的持續關連交易或關連交易。

Summary Financial Information

財務資料概要

The financial information for the years ended 31 December 2007 and 2008 was not disclosed as combined financial statements for the Group have not been prepared for those years. The summary of the combined results of the Group for each of the two years ended 31 December 2009 and 2010 and the assets, liabilities and non-controlling interests of the Group as at 31 December 2009 and 2010 has been extracted from the Company's listing prospectus dated 30 June 2011. Such summary was prepared as if the current structure of the Group has been in existence throughout these financial years. The consolidated results of the Group for the year ended 31 December 2013 and the consolidated assets, liabilities and non-controlling interests of the Group as at 31 December 2013 are those set out in the audited financial statements.

由於本集團於截至二零零七年及二零零八年十二月三十一日止年度並無編製合併財務報表，故並無披露該等年度的財務資料。本集團截至二零零九年及二零一零年十二月三十一日止兩個年度各年的合併業績概要以及本集團於二零零九年及二零一零年十二月三十一日的資產、負債及非控制性權益乃摘錄自本公司於二零一一年六月三十日刊發的上市招股章程。該等概要乃根據本集團的現有架構於該等財政年度內一直存在的假設而編製。本集團截至二零一三年十二月三十一日止年度的綜合業績及本集團於二零一三年十二月三十一日的綜合資產、負債及非控制性權益摘錄自經審核財務報表。

RESULTS

業績

		Year ended 31 December 截至十二月三十一日止年度				
		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元	2011 二零一一年 HK\$ 港元	2010 二零一零年 HK\$ 港元	2009 二零零九年 HK\$ 港元
Revenue	收益	57,968,906	91,155,199	69,592,354	32,317,933	19,545,963
Profit/(loss) before tax	除稅前溢利/(虧損)	(3,093,434)	43,726,938	28,852,033	13,522,667	(3,385,339)
Income tax expense	所得稅開支	(3,960,343)	(10,855,270)	(7,587,350)	(3,973,136)	(91,480)
Profit/(loss) for the year	年內溢利/(虧損)	(7,253,777)	32,871,668	21,264,683	9,549,531	(3,476,819)
Attributable to:	以下人士應佔：					
Owners of the Company	本公司擁有人	(7,253,177)	32,871,668	21,264,683	9,185,202	(3,187,896)
Non-controlling interests	非控制性權益	—	—	—	364,329	(288,923)
		(7,253,777)	32,871,668	21,264,683	9,549,531	(3,476,819)

Summary Financial Information

財務資料概要

ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS 資產、負債及非控制性權益

		As at 31 December 於十二月三十一日				
		2013 二零一三年 HK\$ 港元	2012 二零一二年 HK\$ 港元	2011 二零一一年 HK\$ 港元	2010 二零一零年 HK\$ 港元	2009 二零零九年 HK\$ 港元
Total assets	資產總額	185,630,140	176,160,788	107,146,344	31,597,999	32,873,140
Total liabilities	負債總額	(35,160,151)	(57,095,783)	(21,604,930)	(16,312,883)	(45,037,344)
Non-controlling interests	非控制性權益	—	—	—	—	(2,393,525)
		150,469,989	119,065,005	85,541,414	15,285,116	(14,557,729)

The summary above does not form part of the audited financial statements.

上述概要並不構成經審核財務報表之一部分。



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