



珠光控股
ZHUGUANG HOLDINGS

ZHUGUANG HOLDINGS GROUP COMPANY LIMITED

珠光控股集團有限公司*

(incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

ANNUAL REPORT 2013 年報



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CORPORATE INFORMATION 公司資料

EXECUTIVE DIRECTORS

Mr. Chu Hing Tsung (alias Mr. Zhu Qing Yi)
(Chairman and Chief Executive Officer)
Mr. Chu Muk Chi (alias Mr. Zhu La Yi)
Mr. Liao Tengjia
Mr. Huang Jia Jue

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Leung Wo Ping JP
Mr. Law Shu Sang Joseph
Mr. Wong Chi Keung

AUDIT COMMITTEE

Mr. Leung Wo Ping JP (Committee Chairman)
Mr. Law Shu Sang Joseph
Mr. Wong Chi Keung

REMUNERATION COMMITTEE

Mr. Wong Chi Keung (Committee Chairman)
Mr. Law Shu Sang Joseph
Mr. Huang Jia Jue

NOMINATION COMMITTEE

Mr. Law Shu Sang Joseph (Committee Chairman)
Mr. Leung Wo Ping JP
Mr. Huang Jia Jue

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL PLACE OF BUSINESS

Room 5702-5703, 57/F,
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8 Finance Street, Central,
Hong Kong

執行董事

朱慶淞先生 (又名朱慶伊先生)
(主席兼行政總裁)
朱沐之先生 (又名朱拉伊先生)
廖騰佳先生
黃佳爵先生

獨立非執行董事

梁和平先生太平紳士
羅樹生先生
黃之強先生

審核委員會

梁和平先生太平紳士 (委員會主席)
羅樹生先生
黃之強先生

薪酬委員會

黃之強先生 (委員會主席)
羅樹生先生
黃佳爵先生

提名委員會

羅樹生先生 (委員會主席)
梁和平先生太平紳士
黃佳爵先生

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

主要辦事處

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國際金融中心第二期
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COMPANY SECRETARY

Mr. Ng Hoi Leung Leo

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Butterfield Fulcrum Group (Bermuda) Limited
26 Burnaby Street
Hamilton HM 11
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

AUDITOR

RSM Nelson Wheeler
29th Floor, Caroline Centre, Lee Gardens Two
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Hong Kong

LEGAL ADVISORS

Leung & Lau, Solicitors
3rd Floor, Agricultural Bank of China Tower
50 Connaught Road Central, Central
Hong Kong

LEGAL ADVISORS ON BERMUDA LAW

Conyers Dill & Pearman
2901 One Exchange Square
8 Connaught Place, Central
Hong Kong

PRINCIPAL BANKERS

Agricultural Bank of China Hong Kong Branch
China Construction Bank (Asia) Corporation Limited
The Hongkong and Shanghai Banking Corporation Limited
Standard Chartered Bank (Hong Kong) Limited
Industrial And Commercial Bank of China (Asia) Limited
Bank of China Limited

WEBSITE

www.zhuguang.com.hk

STOCK CODE

1176

公司秘書

吳海良先生

股份過戶登記總處

Butterfield Fulcrum Group (Bermuda) Limited
26 Burnaby Street
Hamilton HM 11
Bermuda

股份過戶登記香港分處

卓佳雅柏勤有限公司
香港
皇后大道東 183 號
合和中心 22 樓

核數師

中瑞岳華 (香港) 會計師事務所
香港
恩平道 28 號
利園二期嘉蘭中心 29 樓

法律顧問

梁寶儀劉正豪律師行
香港
中環干諾道中 50 號
中國農業銀行大廈 3 樓

百慕達法律顧問

Conyers Dill & Pearman
香港
中環干諾道中 8 號
交易廣場一期 2901 室

主要銀行

中國農業銀行香港分行
中國建設銀行 (亞洲) 股份有限公司
香港上海匯豐銀行有限公司
渣打銀行 (香港) 有限公司
中國工商銀行 (亞洲) 有限公司
中國銀行股份有限公司

網址

www.zhuguang.com.hk

股份代號

1176

CHAIRMAN'S STATEMENT

主席報告書

I herein present the results and operations of Zhuguang Holdings Group Company Limited (the "Company") and its subsidiaries (collectively, the "Group") for the year ended 31 December 2013.

RESULTS

The audited consolidated loss attributable to the owners of the Company for the year ended 31 December 2013 was approximately HK\$938,643,000 and the basic loss per share was HK25.66 cents, as compared to the consolidated profit of approximately HK\$182,349,000 and basic earnings per share of HK6.48 cents for 2012.

NET ASSET VALUE

The consolidated net asset value per share attributable to the owners of the Company as at 31 December 2013 was approximately HK\$0.79 based on 4,224,118,458 shares in issue, as compared to approximately HK\$0.62 per share as at 31 December 2012.

BUSINESS REVIEW

In line with the People's Republic of China ("PRC") Government's increasing rationalisation of its plan to promote urbanisation and its measures to regulate the China's real estate market, investors have continuously adjusted and adapted their respective strategies and direction to prevent significant fluctuations encountered by this sector in the past. During the year, the Group actively responded to the market changes and made timely adjustments to its development and sales plan, focusing on the principle of operational stability and undertaken an in-depth self-rehabilitation of its operations in many aspects and achieved relatively satisfactory results.

The Group achieved a record high pre-sale performance of approximately HK\$1.6 billion, due to the launch of the modern and stylish Zhujiang New Town Central Park and Zhuguang Yujing Scenic Garden located in Conghua City. The results underpinned by new market optimism consistent with the result of the outcomes of the Third Plenary Session of the 18th Central Committee of the Communist Party of China (the "Third Plenary Session"). All the signals indicate that China will focus on ensuring long-term sustainability for its property market environment for private developers. We confident that this is an opportunity for us to aim for more growth and embarked on a number of steps in preparation for rapid growth in the years to come. We have made our investments carefully catching opportunities before significant rise in land price. This will enable us to capture the benefits of future growth with a focus on continuing our strong margin trends.

本人謹此提呈珠光控股集團有限公司（「本公司」）及其附屬公司（統稱為「本集團」）截至二零一三年十二月三十一日止年度之業績及業務。

業績

截至二零一三年十二月三十一日止年度，本公司擁有人應佔經審核綜合虧損約為938,643,000港元，每股基本虧損為25.66港仙，而二零一二年之綜合溢利約為182,349,000港元及每股基本盈利為6.48港仙。

資產淨值

於二零一三年十二月三十一日，以已發行4,224,118,458股股數計算，本公司擁有人應佔綜合資產淨值每股約為0.79港元，而二零一二年十二月三十一日約為每股0.62港元。

業務回顧

隨著中華人民共和國（「中國」）政府逐漸調整政策合理性以落實促進城市化之計劃及調控中國房地產市場之措施，投資者繼續調整及改變各自之策略及方針，以防止遭遇房地產業過往所遇到的顯著波動。年內，本集團積極應對市場變化，適時調整其發展及銷售計劃，著重遵循穩定經營之原則，並從許多方面深化業務的自我復甦進程，取得相對理想的業績。

由於推出具有現代氣息及設計別具一格的位於珠江新城的珠光新城國際及位於從化市的珠光·御景山水花園，本集團的預售總額約為16億港元，創下新高。中國共產黨第十八屆中央委員會第三次全體會議（「三中全會」）的結果引發市場產生樂觀情緒，為本集團之預售佳績提供支持。所有跡象均顯示，中國將著重為私人開發商營造長期可持續發展之房地產市場環境。本集團相信，這是促進本集團進一步增長之契機，並已採取多項措施為未來數年實現迅速增長做好準備。本集團已在土地價格顯著上升前把握機會審慎作出投資。這將令本集團得以抓住未來增長之契機，著重維持本集團之強勁利潤率趨勢。

PROSPECT AND OUTLOOK

We believe we are approaching a mature phase of China's property market development which, in spite of ongoing challenges, offers significant opportunities for the Group. In 2014, the Company will focus on strengthening its sales efforts, quickening construction cycles and improving inventory turnover. The Company will continue a prudent expansion strategy by keeping pace with the national property market and decision-making. We will select premium land to add to our land bank and maximise distribution structure for existing coverage.

Looking forward, the Group will continue to adhere with national development strategies and the macroeconomic environment to select and develop property projects. Together with our fast growing development, strong execution capabilities, continuously enhanced product quality, committed to offering high value-for-money property products and living experience, so as to bring continuous and satisfactory returns for our shareholders.

APPRECIATION

On behalf of the Board, I would like to thank our management team and every staff member of the Group, the growth of the Group would not have been possible without your dedication and contribution. We would also like to express our appreciation to investors, customers and business partners for their strong support and confidence in the Group. The management and staff of the Group will continue to dedicate their professional knowledge with excellent team spirit to overcome every difficulty ahead so as to achieve more outstanding results.

Chu Hing Tsung

Chairman

Hong Kong, 30 March 2014

前景展望

本集團認為，中國房地產市場發展正進入成熟階段，儘管持續面對挑戰，這也將為本集團帶來重大機會。二零一四年，本公司將著重於加強銷售力度，加快建築週期及改善存貨周轉率。本公司將跟隨全國房地產市場之發展步伐，繼續奉行審慎擴張策略及決策過程。本集團將遴選優質土地，增加本集團之土地儲備，並優化現有業務覆蓋之分銷結構。

展望未來，本集團將繼續遵循全國發展策略，並因應宏觀經濟環境挑選及開發房地產項目。在發展項目迅速增長，執行能力強勁及產品質素持續提升之同時，本集團亦致力於提供物超所值之房地產產品及居住體驗，進而繼續為股東創造理想回報。

感謝

本人謹代表董事會感謝本集團的管理團隊及全體員工，本集團的成長離不開你們一直以來的辛勤努力與卓越貢獻。本集團亦衷心感謝投資者、廣大客戶及業務夥伴給予本集團的大力支持與信任。本集團管理層及全體員工將繼續以專業知識及團隊精神去克服困難，實現更卓越的成績。

主席

朱慶崧

香港，二零一四年三月三十日

MANAGEMENT DISCUSSION
AND ANALYSIS
管理層討論及分析





BUSINESS REVIEW

The Group continued to focus on the property developments and sales business, and property investments business in the PRC. The Group achieved a record high of pre-sale performance of approximately HK\$1.60 billion, due to the launch of the Group's modern and stylish project in Zhujiang New Town, Central Park (formerly known as "Feili Business Building") in the second half of 2013 and Zhuguang Yujing Scenic Garden, a residential project ("Yujing Scenic Garden") located in Conghua City. Both projects have successfully attracted a wide base of customers during pre-sale.

The Group will continue to enhance its presence in Guangzhou and nearby cities in the future. Projects acquired in 2012 and 2013 have already commenced the relevant construction works and will provide a sufficient land bank for the Group's future development. With respect to the projects acquired in 2012 and 2013, the Group has begun to explore the opportunities in other tier-one cities and provincial capitals. Subsequent to year ended 2013, the Group entered into various agreements or memorandum of understanding ("MOU") for potential projects. If these projects are successfully acquired which will enable the Group to accumulate additional saleable resources to sufficient its business expansion.

In order to maintain a sustainable growth and developments, the Group will continue to strengthen its cost control to improve the profitability, and streamline its internal process to enhance operation efficiency, thus laying a solid foundation for continuous growth in the future. To uphold its brand image, the Group will also devise appropriate strategies for the development and launch of new projects in the long-term.

業務回顧

本集團繼續專注於中國從事物業發展及銷售業務及物業投資業務。由於本集團在二零一三年下半年推出具有現代氣息及設計別具一格的位於珠江新城的珠光新城國際（前稱「翡麗商務大廈」）及位於從化市的住宅項目珠光·御景山水花園（「御景山水花園」），本集團的預售總額約為16億港元，創下新高。兩個項目的預售均廣受客戶追捧。

本集團未來將繼續拓展其於廣州及附近城市的業務。於二零一二年及二零一三年購入的項目已開始相關興建工作，將為本集團的未來發展提供充足的土地儲備。就於二零一二年及二零一三年購入的項目而言，本集團已開始拓展其他一線城市及省會城市的商機。於二零一三年度後，本集團已就潛在項目訂立多份協議或諒解備忘錄。若此等項目得以成功收購，將令本集團獲得額外可銷售資源以支持其業務擴張。

為支持持續增長及發展，本集團將繼續加強成本控制以提升盈利能力及精簡其內部程序以提升經營效率，以便為未來的持續增長奠定堅實的基礎。為維護其品牌形象，本集團亦將制定適當的發展策略及長期推出新項目。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

BUSINESS REVIEW (continued)

Property Development and Sales

During the year, the Group's total contracted sales amounted to approximately HK\$1,599,587,000 and contracted gross floor area ("GFA") amounted to approximately 125,526 square meters ("sqm"). The aggregate contracted sales value for the year ended 31 December 2013 has already exceeded the target of the year. This solid performance has put the Group in a good position in future. The details of contracted sales of the Group are set out below:

業務回顧 (續)

物業發展及銷售

年內，本集團的合同銷售總額約為1,599,587,000港元，合同建築面積約為125,526平方米。截至二零一三年十二月三十一日止年度的累計合同銷售額已超過本年度的目標。此佳績為本集團的日後發展奠定堅實基礎。本集團合同銷售的詳情列示如下：

Projects	項目	Contracted sales	GFA sold
		合同銷售 HK\$'000 千港元	已售建築面積 sqm 平方米
Yujing Scenic Garden	御景山水花園		
— Phase I	— 第一期	421,348	60,737
— Phase II	— 第二期	453,313	52,946
Central Park	珠光新城國際	724,926	11,843
		1,599,587	125,526



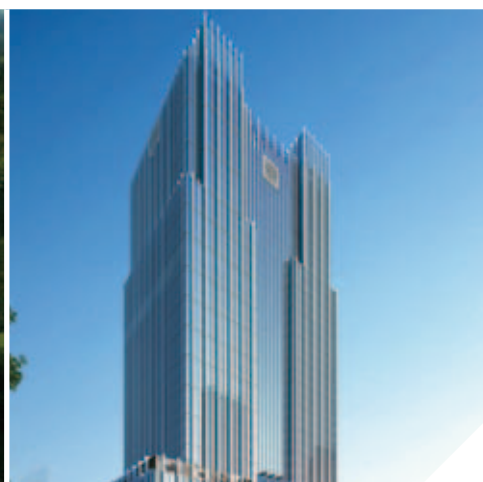
Yujing Scenic Garden 御景山水花園



Central Park 珠光新城國際



Pearl Yunling Lake 珠光·雲嶺湖



Zhukong International 珠控國際中心

BUSINESS REVIEW (continued)

Property Development and Sales (continued)

It is expected that the GFA of approximately 238,004 sqm is available for sale/pre-sale in 2014, and the details are as follows:

業務回顧 (續)

物業發展及銷售 (續)

預計二零一四年可供銷售／預售建築面積約為238,004平方米，詳情列示如下：

		Expected sale period 預計銷售期間	GFA available for sale 可供銷售 建築面積 (sqm) (平方米)	Usage 用途
Yujing Scenic Garden 御景山水花園	— Phase I and II, District I — 第一期及第二期第一區	1st quarter 第一季度	46,196	Sale 銷售
	— Phase II, District II — 第二期第二區	2nd quarter 第二季度	85,722	Sale 銷售
Pearl Yunling Lake (“Yunling Lake”) 珠光·雲嶺湖 (「雲嶺湖」)	— Phase I — 第一期	3rd quarter 第三季度	43,004	Sale 銷售
Zhukong International 珠控國際中心		1st quarter 第一季度	50,270	Sale 銷售
Central Park 珠光新城國際		1st quarter 第一季度	12,812	Sale 銷售
			238,004	

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (continued)

Property Development and Sales (continued)

As at 31 December 2013, the Group owned seven property development projects, and the details are as follows:

Nansha Scenic — 100% interest

Pearl Nansha Scenic (“Nansha Scenic”) is located at Jinzhou Main Street, Nansha District, Guangzhou, the PRC, which is the central business district in Nansha. With a site area of approximately 28,319 sqm, the project comprises ten 18-storey towers including residential units, a street-level commercial podium and an underground car park, with a GFA of approximately 104,530 sqm. The Phase I and II of Nansha Scenic were completed and delivered in 2012 and 2013 respectively.

Zhukong International — 80% interest

Zhukong International previously named as Hailian Building and is located at Lot A2-1, Zhujiang New Town, Tianhe District, Guangzhou, the PRC, which is at the junction of Guangzhou Avenue and Huang Pu Da Dao. With a site area of approximately 10,449 sqm, the project will be developed into a 35-storey high-rise commercial complex. This will include a 6-storey commercial podium, a 29-storey Grade A office building and a 3-storey underground car park, amounting to an aggregate GFA of approximately 133,326 sqm. During the year, the pre-sale permit was obtained and a sale and purchase agreement was signed with PingAn Bank, Guangzhou Branch on 23 January 2014 to sell in an aggregate GFA of approximately 39,803 sqm.

Yunling Lake — 100% interest

The Group acquired the “Pearl Yunling Lake” project in Fengyunling in 2012. It is located at Provincial Highway S355 line at Jeikou Street, Conghua, Guangzhou, the PRC, which is adjacent to the Fengyunling Forest Park, and is the main transportation link between Conghua and Guangzhou. The project site area is approximately 200,083 sqm, of which approximately 139,182 sqm will be developed and the remaining area reserved for public facilities. According to the latest design, the project will be developed an integrated residential and resort complex, comprising villas, low-rise apartment buildings and a boutique hotel. The total GFA is expected to be approximately 124,521 sqm. The development is divided into two phases, with Phase I comprising 57 villas and 5 apartment buildings with an aggregate GFA of approximately 43,004 sqm, and Phase II comprising 28 villas, 3 apartment buildings and a hotel, with an aggregate GFA of approximately 81,517 sqm. The villas and apartment buildings will be available for sales upon completion, whilst the hotel will be retained as a long-term investment asset under the Group.

業務回顧 (續)

物業發展及銷售 (續)

於二零一三年十二月三十一日，本集團共持有七個物業發展項目，詳情如下：

南沙御景 — 100% 權益

珠光·南沙御景（「南沙御景」）位於中國廣州市南沙區金洲大道，為南沙中心商業服務區。該項目地盤面積約為28,319平方米，由10棟18層高大樓組成，包括住宅單位、一層臨街商舖及地下停車場，建築面積約為104,530平方米。南沙御景第一期及第二期已分別於二零一二年及二零一三年完成交樓及交付使用。

珠控國際中心 — 80% 權益

珠控國際中心前稱海聯大廈，位於中國廣州市天河區珠江新城A2-1地塊，為廣州大道與黃埔大道交匯處。該項目佔地面積約為10,449平方米，將發展為1幢35層高商業綜合大樓，包括6層商場、29層甲級寫字樓及3層地下停車場，總建築面積約為133,326平方米。年內，已取得預售許可證，並於二零一四年一月二十三日與平安銀行廣州分行簽訂買賣協議，銷售總建築面積約為39,803平方米。

雲嶺湖 — 100% 權益

本集團於二零一二年收購位於風雲嶺的「珠光·雲嶺湖」項目。該項目位於中國廣州市從化街口街省道S355線地段，風雲嶺森林公園旁邊，為從化與廣州之間的交通要道。項目佔地面積約為200,083平方米，其中約為139,182平方米將用於開發，其餘面積留作公共設施用途。根據最新設計方案，該項目將計劃發展為一個綜合住宅及旅遊度假綜合項目，包括別墅、低層住宅及精品酒店，預期總建築面積約為124,521平方米。發展將分為兩期進行，第一期總建築面積約為43,004平方米，包括57幢別墅及5幢住宅，第二期總建築面積約為81,517平方米，包括28幢別墅、3幢住宅及1間酒店。別墅及住宅於完成後將作為出售之用，而酒店將留作本集團的長期投資資產。

BUSINESS REVIEW (continued)

Property Development and Sales (continued)

Yujing Scenic Garden — 70% interest

“Zhuguang Yujing Scenic Garden” was acquired by the Group in 2012, and is located at Provincial Highway G105 line at Jiulibu District, Jiangpu Town, Conghua, Guangzhou, the PRC, which is well connected via a number of highways to and from Guangzhou. The project is a 20-minute drive from the downtown Conghua and a 10-minute drive from Wenquan Town, Conghua. The project site area is approximately 294,684 sqm and will be developed into a commercial and residential complex, comprising residential and commercial buildings, service apartments and car parks. According to the latest design, the total GFA is expected to be approximately 886,216 sqm. The proposed development will be divided into four phases. The Phase I will comprise a GFA of approximately 225,027 sqm and certain units are expected to be completed and delivered in 2014. The total GFA of Phase II to IV is approximately 661,189 sqm which is expected to be completed between 2016 and 2018.

Pearl Tianhu Yujing Garden — 100% interest

The Group successfully won the tender for the land use right of the land lot situated at Shui Di Village, Jiulibu District, Wenquan Town, Conghua, Guangzhou, the PRC, with a site area of approximately 55,031 sqm in 2012. As the land is located adjacent to Yujing Scenic Garden, the Group may consider developing the land together with Yujing Scenic Garden and thus expand the Group’s development and presence in Conghua. The project primarily named as “Pearl Tianhu Yujing Garden” (“Tianhu Yujing”) and will be developed into a 32-storey modern residential building with a total GFA of approximately 245,182 sqm. The foundation works will be commenced in the second quarter of 2014 and the project is expected to be available for pre-sale in the first half of 2015.

業務回顧 (續)

物業發展及銷售 (續)

御景山水花園 — 70% 權益

本集團於二零一二年收購「珠光·御景山水花園」，該項目位於中國廣州市從化江浦鎮九里步區省道G105線地段，連接往來廣州的多條高速公路，離從化市中心20分鐘車程，離從化溫泉鎮10分鐘車程。項目佔地面積約為294,684平方米，將計劃發展為一個商住綜合項目，包括住宅、商業、服務式公寓及停車場。根據最新設計方案，預計總建築面積約為886,216平方米。建議發展將分為四期進行。第一期建築面積約為225,027平方米，預計若干單位將於二零一四年竣工及交付使用。第二期至第四期的總建築面積約為661,189平方米，預計將於二零一六年至二零一八年間完成。

珠光·天湖御景花園 — 100% 權益

本集團於二零一二年成功投得一幅位於中國廣州市從化溫泉鎮九里步區水底村地段之土地使用權，佔地面積約為55,031平方米。鑒於該土地位於御景山水花園旁邊，本集團可能考慮將該土地與御景山水花園一併開發，從而擴大本集團於從化地區之發展及版圖。該項目初步命名為「珠光·天湖御景花園」(「天湖御景」)，將發展成為一幢32層現代住宅大樓，總建築面積約為245,182平方米。土地前期工程將於二零一四年第二季度展開，預計該項目將於二零一五年上半年可供預售。

MANAGEMENT DISCUSSION AND ANALYSIS

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BUSINESS REVIEW (continued)

Property Development and Sales (continued)

Central Park — 100% interest

On 25 June 2013, the Group entered into a sale and purchase agreement with 豐順佳榮貿易有限公司 (Feng Shun Jia Rong Trading Company Limited*) (“Jia Rong”) to acquire 100% of income right of Jia Rong, which includes, but not limited to, the income arising from the holding of the equity interest in 廣東喜龍房地產開發有限公司 (Guangdong Xilong Property Development Company Limited*) (“Guangdong Xilong”). Guangdong Xilong is currently engaged in a development project on a parcel of land at Lot H3-3, Zhujiang New Town, Tianhe District, Guangzhou, the PRC, and is entitled to a total GFA of approximately 36,559 sqm, which will be developed into a 30-storey tower including service apartments, a street-level commercial podium and a 4-storey underground car park. The project is known as “Central Park”. The Central Park is still under construction and certain units were launched for pre-sale in September 2013, the other portions of Central Park are available for pre-sale in the first quarter of 2014. It is expected the whole Central Park to be completed in the first half of 2015.

Yunshan Yujing — 50% interest

On 12 September 2013, the Group entered into a sale and purchase agreement with an independent vendor to acquire 50% equity interest in Joygain Holdings Limited (“Joygain”). The principal project of Joygain together with its subsidiaries is located at the east side of Baiyuan Mountain, Guangzhou, the PRC which is a traditional high-end residential and scenic area. With the site area of approximately 94,221 sqm will be developed into high-end villas and apartments, and public facilities. Such acquisition was accounted for as prepayments for acquisition of equity interest as at 31 December 2013.

* English name is translated for identification purposes only.

業務回顧 (續)

物業發展及銷售 (續)

珠光新城國際 — 100% 權益

於二零一三年六月二十五日，本集團與豐順佳榮貿易有限公司（「佳榮」）訂立買賣協議，收購佳榮100%收益權，該收益權包括但不限於因持有廣東喜龍房地產開發有限公司（「廣東喜龍」）的股本權益而產生的收益。廣東喜龍目前正在開發位於中國廣州市天河區珠江新城H3-3地塊的發展項目，並有權獲得總建築面積約為36,559平方米，將發展為一幢30層大廈，包括服務式公寓、臨街商舖及4層地下停車場。該項目命名為「珠光新城國際」。珠光新城國際仍在建造之中，若干單位已於二零一三年九月推出預售，珠光新城國際其他部份可於二零一四年第一季度進行預售。預計珠光新城國際將於二零一五年上半年全面竣工。

雲山御景 — 50% 權益

於二零一三年九月十二日，本集團與一名獨立賣方訂立買賣協議，收購樂得控股有限公司（「樂得」）50%股本權益。樂得及其附屬公司的主要項目位於中國廣州市傳統高尚住宅及觀景區白雲山的東面。該項目佔地面積約為94,221平方米，將發展為高尚別墅和多層洋房及社區配套。於二零一三年十二月三十一日，該收購事項按收購股本權益預付款項入賬。

* 英文名稱僅供識別。

BUSINESS REVIEW (continued)

Property Investments

The Group owns certain floors of Royal Mediterranean Hotel ("Hotel") located at 518 Tianhe Road, Tianhe District, Guangzhou, the PRC, as a leased property with GFA of approximately 34,592 sqm. During the year, the Group entered into a sale and purchase agreement with an independent purchaser to dispose of its entire interests in Rainbow High Holdings Limited and its subsidiaries ("Rainbow High Group") and Zhang Tong Holdings Limited and its subsidiaries ("Zhang Tong Group") which hold the 3rd, 4th and 6th floors of the Hotel with total GFA of approximately 16,408 sqm. Such disposal is expected to be completed before 30 June 2014. The Group will maintain certain portion of investment properties in order to keep a steady income stream to the Group.

PROSPECT AND OUTLOOK

With urbanisation designated as a national priority coupled with the increasing disposal income of Chinese consumers, the Group remains cautiously optimistic on the outlook of the PRC real estate market. It is expected that the demand for quality residential and commercial properties in core districts will remain steady in the long-term. The Group is confident that its upcoming projects, Zhukong International (a commercial complex) and Central Park (a residential) in Zhujiang New Town, Guangzhou, will firmly spearhead such demand in the market. Blessed with a prime geographic location positioned within the city's new central business district, the two projects are scheduled for completion in early 2015, respectively and are expected to generate lucrative sales revenue for the Group in the coming years.

As construction costs and labour costs in the PRC are expected to rise continuously in the coming year, the Group remains adamant in improving its internal efficiency and has deployed strategic cost saving initiatives on specific development projects during the year. Such endeavours will ensure a healthy financial position for future development and will better prepare the Group for any opportunities that may arise in the market.

Leveraging on its strong business foothold and well-established brand name in southern China, the Group's development focus will remain in Guangzhou and cities within its vicinity. As such, the Group is carefully assessing the market environment to grow its land bank in the most cost effective manner and will prudently select land sites with the utmost development potential, so as to maximise investment returns. The Group will also devise appropriate sales strategies for existing developments to bring satisfactory returns to shareholders.

業務回顧 (續)

物業投資

本集團擁有位於中國廣州市天河區天河路518號地中海國際酒店(「該酒店」)之若干樓層，作為出租物業，建築面積約為34,592平方米。年內，本集團與一名獨立買家訂立買賣協議，出售其於高虹控股有限公司及其附屬公司(「高虹集團」)以及長通控股有限公司及其附屬公司(「長通集團」)之全部權益，該兩個集團持有該酒店之第3、第4及第6層，總建築面積約為16,408平方米。預計該出售事項將於二零一四年六月三十日前完成。本集團將保留該投資物業之若干部分，以便為本集團帶來穩定收入。

前景展望

隨著城市化成為國家優先發展策略，加上中國消費者的可支配收入不斷增加，本集團仍然對中國房地產市場的前景抱持審慎樂觀態度。預期市場對核心地區優質住宅及商業物業的需求在長期內仍維持穩定。本集團相信，即將推出的項目，即位於廣州珠江新城的珠控國際中心(商業大樓)及珠光新城國際(住宅項目)，定將能迎合市場需求。該兩個項目預計將分別於二零一五年初完成，而受惠於項目座落於廣州新中心商業區的優越地理位置，此等項目預期將於未來數年為本集團帶來可觀的銷售收益。

由於中國的建築成本及勞工成本預期將於來年繼續上漲，本集團仍會堅定提升內部效率，而本集團已於年內針對特定發展項目實施策略性節省成本措施。此等措施將確保未來發展有穩健的財務狀況作後盾，並令本集團處於較有利的地位可把握市場機遇。

憑藉雄厚的業務實力及享譽華南的品牌，本集團的發展仍將專注於廣州及其周邊城市。為此，本集團正審慎評估市場環境，尋求以最具成本效益的方式擴充土地儲備，並將謹慎選擇最具發展潛力的地盤，以提高投資回報。本集團亦將為現有發展項目制訂適當的銷售策略，為股東創造令人滿意的回報。

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Turnover

The Group's turnover included revenue from property sales and rental income. The turnover of the Group for this year was approximately HK\$280,880,000 (2012: HK\$571,167,000), which is 50% decreased as compared to 2012. The decrease was mainly due to the amounts of completed and delivered properties were less than 2012. Total area delivered was approximately 38,984 sqm in 2013, a decrease by 40% of GFA as compared to same the period in last year. Rental income also recorded a slight decrease of 1% from approximately HK\$81,407,000 in 2012 to approximately HK\$80,340,000 in 2013, primarily due to early termination of certain rental agreements and offset by an average increase of 5% in rental from the second quarter of 2013.

Cost of Sales

Cost of sales of the Group mainly refers to the costs incurred directly from its property development activities, including construction cost, land premium and interest capitalised.

Gross profit

For the year ended 31 December 2013, the Group recorded a gross profit of approximately HK\$109,188,000, a decrease of approximately 50% as compared to the same period of 2012. It was mainly due to current year recognition of revenue after the completion and delivery of properties were much less than 2012.

Other income

The Group's other income increased significantly to approximately HK\$72,176,000 (2012: HK\$590,000), which was contributed by the write-back of other payables and reversal of provision for contingent liability of approximately HK\$44,377,000 and HK\$24,342,000 respectively.

Fair value gains on investment properties

Fair value gains on investment properties in 2013 was approximately HK\$120,625,000 (2012: HK\$30,174,000), mainly due to continuous rise in market value of the Group's investment properties in Royal Mediterranean Hotel which was brought about by positive market conditions.

財務回顧

營業額

本集團的營業額包括物業銷售收益和租金收入。本年度本集團的營業額約為280,880,000港元(二零一二年: 571,167,000港元)，較二零一二年下降50%。收益下降主要由於已竣工並交付使用的物業數量少於二零一二年。二零一三年已交付的總面積約為38,984平方米，較去年同期交付建築面積減少40%。於二零一三年，租金收入亦由二零一二年約81,407,000港元略為下降1%至約80,340,000港元，主要是由於若干租賃協議提早終止所致，惟被二零一三年第二季度租金平均上升5%所抵銷。

銷售成本

本集團銷售成本主要指本集團直接因本身物業發展活動而產生的成本，包括建築成本、土地出讓金及資本化利息等。

毛利

截至二零一三年十二月三十一日止年度，本集團錄得毛利約為109,188,000港元，較二零一二年同期下降約50%，主要是由於本年度物業竣工並交付後確認的收入較二零一二年顯著減少所致。

其他收入

本集團其他收入大幅上漲至約72,176,000港元(二零一二年: 590,000港元)，這是由於撤回其他應付款項及回撥或然負債撥備分別約44,377,000港元及24,342,000港元所致。

投資物業之公平值收益

二零一三年之投資物業公平值收益約120,625,000港元(二零一二年: 30,174,000港元)，主要由於市場狀況積極而令本集團於地中海國際酒店之投資物業之市場價值持續上升所致。

FINANCIAL REVIEW (continued)

Selling and marketing expenses

Selling and marketing expenses for the year 2013 was approximately HK\$44,371,000 (2012: HK\$7,977,000), due to an increase in promotion expenses incurred as a result of the pre-sale of Phase I and II of Yujing Scenic Garden and Central Park during the year.

Administrative and other operating expenses

Administrative and other operating expenses of the Group significantly increased to approximately HK\$1,050,195,000 in 2013 from HK\$49,305,000 in 2012. It was primarily due to the fact that i) payment of professional financial advisory services fee to an independent adviser; ii) payment of land premium related charges and penalties; iii) additional administrative expense incurred for the subsidiaries acquired by the Group; iv) the impairment loss on prepayments for acquisition of 50% equity interest in Joygain (The impairment loss was made by reference to the estimated recoverable amount of the said prepayments. The recoverable amount based on the fair value less costs of disposal was estimated by reference to the business enterprise value of Joygain carried out by an independent qualified professional valuer. The directors are of the opinion that the impairment loss was mainly attributable to the increase in the closing market price of the Company's ordinary shares at their issue date as compared to the price of HK\$1.98 per consideration share as stipulated in the sale and purchase agreement); and v) additional staff costs incurred by the Group due to recruit more high-calibre employees for key positions as strategic reservoir of personnel that will satisfy the Group's growing demand for human resources in the foreseeable future.

Finance Costs

Finance costs for the year was approximately HK\$209,756,000 (2012: HK\$108,851,000), which was made up of interest expenses incurred during the year after deduction of the amount capitalised to development costs. The significant increase was mainly due to additional borrowings and the issues of the senior notes in the aggregate principal amounts of US\$200 million during the year.

財務回顧 (續)

銷售及營銷開支

二零一三年度之銷售及營銷開支約為44,371,000港元(二零一二年: 7,977,000港元), 這是由於年內御景山水花園項目第一期及第二期以及珠光新城國際的預售而引致推廣費用增加。

行政費用及其他經營開支

於二零一三年, 本集團的行政費用及其他經營開支由二零一二年的49,305,000港元大幅上漲至約1,050,195,000港元。這主要是由於i)向一名獨立顧問支付一筆專業財務諮詢服務費; ii)支付土地出讓金相關費用及罰金; iii)本集團收購附屬公司引致行政費用增加; iv)為收購樂得50%股本權益預付款項之減值虧損(該減值虧損乃參考上述預付款項之估計可收回金額作出。根據公平值減出售成本計算之可收回金額乃參考獨立合資格專業估值師評估之樂得之企業價值而作出估計。董事認為減值虧損主要是由於本公司普通股於其發行日期之收市價較買賣協議所規定之每股代價股份之價格1.98港元有所增加所致); 及v)本集團為一些關鍵崗位戰略性地招聘了一批高素質人才, 以滿足我們在可預見的未來對人力資源的需求, 導致本集團的員工成本增加。

融資成本

年內, 融資成本約209,756,000港元(二零一二年: 108,851,000港元), 為年內發生的利息開支減去資本化到開發成本的金額。融資成本的顯著增加主要是由於年內借款增加及發行本金總額為200,000,000美元的優先票據所致。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

FINANCIAL REVIEW (continued)

Income tax

Income tax comprised of corporate income tax ("CIT") and land appreciation tax ("LAT") in the PRC. Total income tax charged for the year was approximately HK\$3,815,000 (2012: HK\$56,604,000). Substantial decrease in income tax was mainly due to write-back of over-provision of LAT approximately HK\$22,315,000 during the year.

Cash position

As at 31 December 2013, the Group's bank and cash balances (including restricted bank deposits) amounted to approximately HK\$1,179,950,000 (31 December 2012: HK\$249,335,000).

Borrowings and charges on group assets

The Group's bank and other borrowings comprise the following:

財務回顧 (續)

所得稅

所得稅包括中國企業所得稅(「企業所得稅」)和土地增值稅(「土地增值稅」)。年內所得稅總計約為3,815,000港元(二零一二年: 56,604,000港元)。所得稅顯著減少是由於年內撥回超額撥備的土地增值稅約22,315,000港元所致。

現金水平

於二零一三年十二月三十一日, 本集團之銀行及現金結餘(包括受限制銀行存款)約1,179,950,000港元(二零一二年十二月三十一日: 249,335,000港元)。

借款及集團資產抵押

本集團的銀行及其他借款包括以下各項:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Bank loans — secured	銀行貸款 — 有抵押	1,226,482	1,129,800
Senior Notes — secured	優先票據 — 有抵押	1,387,851	476,756
Other borrowings — secured	其他借款 — 有抵押	1,931,595	—
		4,545,928	1,606,556

FINANCIAL REVIEW (continued)

Borrowings and charges on group assets (continued)

(1) Bank loans

As at 31 December 2013, the bank loans were secured by the following:

- (i) the Group's investment properties with carrying amount of approximately HK\$663,024,000;
- (ii) the Group's land use rights classified under prepaid land lease payments and the construction in progress thereon of approximately HK\$51,356,000 and HK\$16,447,000 respectively;
- (iii) the Group's properties for sale under development of approximately HK\$2,061,669,000;
- (iv) the Group's pledged bank deposits of approximately HK\$13,555,000;
- (v) charge over the entire issued share capital of the Company's subsidiaries, Diamond Crown Limited, Graceful Link Limited, Speedy Full Limited and Guangdong Xilong;
- (vi) assignment of all rental income from the Group's investment properties; and
- (vii) corporate guarantees executed by 廣東珠光集團有限公司 (Guangdong Zhuguang Group Company Limited*) ("Guangdong Zhuguang") and 廣東新南方集團有限公司 (Guangdong New Southern Group Company Limited*) ("Guangdong New Southern") and an independent third party.

Guangdong Zhuguang is considered as a related company of the Group as the ultimate controlling party of the Company, Mr. Liao Tengjia, has significant influence in Guangdong Zhuguang.

Guangdong New Southern is considered as a related company of the Group as it is beneficially owned and controlled by the executive director of the Company, Mr. Chu Muk Chi (alias Mr. Zhu La Yi).

* English name is translated for identification purposes only.

財務回顧 (續)

借款及集團資產抵押 (續)

(1) 銀行貸款

於二零一三年十二月三十一日，銀行貸款由以下各項擔保：

- (i) 本集團之投資物業賬面值約為 663,024,000 港元；
- (ii) 本集團分類為預付土地租賃款項之土地使用權及土地上之在建工程分別約為 51,356,000 港元及 16,447,000 港元；
- (iii) 本集團之發展中待售物業約為 2,061,669,000 港元；
- (iv) 本集團之抵押銀行存款約為 13,555,000 港元；
- (v) 本公司附屬公司毅冠有限公司、愉興有限公司、速溢有限公司及廣東喜龍之全部已發行股本之抵押；
- (vi) 本集團投資物業獲得的所有租金收入分配；及
- (vii) 由廣東珠光集團有限公司（「廣東珠光」）、廣東新南方集團有限公司（「廣東新南方」）及一位獨立第三方簽立之企業擔保。

由於本公司之最終控股方廖騰佳先生於廣東珠光有重要影響力，故廣東珠光被視為本集團之關聯公司。

由於本公司執行董事朱沐之先生（又名朱拉伊先生）實際擁有及控制廣東新南方，故廣東新南方被視為本集團之關聯公司。

* 英文名稱僅供識別。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

FINANCIAL REVIEW (continued)

Borrowings and charges on group assets (continued)

(1) Bank loans (continued)

During the year, the Group breached a financial covenant clause in relation to the maintenance of the consolidated net borrowings to consolidated tangible net worth ratio of the Group which contributes an early repayment option by the bank. Such bank loans in the total sum of approximately HK\$192,112,000 are reclassified as current liabilities as at 31 December 2013. The bank did not request for the early repayment of the bank loans. Subsequent to the reporting date, the bank has agreed to waive the early repayment option.

(2) Senior Notes

(a) Senior Notes I

Pursuant to an investment agreement dated 6 December 2011, a wholly-owned subsidiary of the Company, Zhuguang Group Limited ("ZGL") issued secured and guaranteed senior notes in an aggregate principal amount of HK\$500 million, interest-bearing at 15% per annum (the "Senior Notes I") to Silver Prosper (BVI) Investments Limited on 21 December 2011.

The Senior Notes I are secured and guaranteed by:

- (i) a second fixed charge over the entire issued share capital of the Company's subsidiaries, ZGL, Cheng Chang Holdings Limited and Fully Wise Investment Limited ("Fully Wise"), being the holding companies of Guangdong Hailian Building Co., Ltd* ("Guangdong Hailian"), and the related rights;
- (ii) 80% equity interests in Guangdong Hailian;

* English name is translated for identification purposes only.

財務回顧 (續)

借款及集團資產抵押 (續)

(1) 銀行貸款 (續)

年內，本集團未符合有關維持本集團綜合借款淨額對綜合有形淨值比率的財務契約，導致銀行擁有要求提早償還的選擇權。有關銀行貸款總額約192,112,000港元於二零一三年十二月三十一日重新分類為流動負債。銀行並無要求提早償還銀行貸款。於報告日期後，銀行已同意放棄要求提早償還的選擇權。

(2) 優先票據

(a) 優先票據 I

根據日期為二零一一年十二月六日之投資協議，本公司之全資附屬公司珠光集團有限公司（「珠光集團」）於二零一一年十二月二十一日向銀興(BVI)投資有限公司發行本金金額合共500,000,000港元之有抵押及已擔保優先票據，按15%之年利率計息（「優先票據I」）。

優先票據I乃由以下各項抵押及擔保：

- (i) 本公司附屬公司珠光集團、誠昌控股有限公司及惠豐投資有限公司（「惠豐」）（均為廣東海聯大廈有限公司（「廣東海聯」）之控股公司）之全部已發行股本之第二次押記及相關權利；

- (ii) 廣東海聯之80%權益；

* 英文名稱僅供識別。

FINANCIAL REVIEW (continued)

Borrowings and charges on group assets (continued)

(2) Senior Notes (continued)

- (a) Senior Notes I (continued)
- (iii) security assignment of all of the rights and interests in respect of certain intra-group loans; and
 - (iv) guarantee executed by the Company's director, Mr. Chu Hing Tsung (alias Mr. Zhu Qing Yi).

On 7 August 2013, the Group repurchased the entire principal amount of the Senior Notes I.

(b) Senior Notes II

Pursuant to a note purchase agreement dated 22 July 2013 together with certain supplemental agreements thereto, the Company issued secured and guaranteed senior notes in an aggregate principal amount of US\$200 million (the "Senior Notes II") to certain investors in 2013. The Senior Notes II, due on 4 August 2016, are interest-bearing at 12.5% per annum and interests are payable semi-annually in arrears.

Concurrent with the issuance of the Senior Notes II, nil-paid warrants (the "Warrants") representing a total aggregate amount of exercise moneys of US\$40 million (the exchange rate to be used for the purchase of HK\$ with US\$ shall be HK\$7.8 per US\$1.0) were granted by the Company to these investors to subscribe for 137,499,449 ordinary shares of the Company at an initial exercise price of HK\$2.2691 per ordinary share of the Company, which is subject to certain anti-dilutive adjustments. The warrants are exercisable at any time up to three years from 5 August 2013.

財務回顧 (續)

借款及集團資產抵押 (續)

(2) 優先票據 (續)

- (a) 優先票據 I (續)
- (iii) 就若干集團內貸款之所有權利及權益之抵押分配；及
 - (iv) 本公司董事朱慶崧先生 (又名朱慶伊先生) 作出之擔保。

於二零一三年八月七日，本集團購回優先票據 I 之全數本金金額。

(b) 優先票據 II

根據日期為二零一三年七月二十二日之票據購買協議及其若干補充協議，本公司於二零一三年向若干投資者發行本金總額為 200,000,000 美元的有抵押及擔保優先票據 (「優先票據 II」)。優先票據 II 於二零一六年八月四日到期，按年利率 12.5% 計息，並於每半年期末支付利息。

發行優先票據 II 的同時，本公司授予該等投資者行使款額合共為 40,000,000 美元 (該購買將採用港元兌美元匯率為 7.8 港元兌 1.0 美元) 的未繳款認股權證 (「認股權證」)，可以初步行使價本公司每股普通股 2.2691 港元認購本公司 137,499,449 股普通股，而有關行使價須受若干反攤薄調整限制。認股權證可由二零一三年八月五日起三年內任何時間行使。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

FINANCIAL REVIEW (continued)

Borrowings and charges on group assets (continued)

(2) Senior Notes (continued)

(b) Senior Notes II (continued)

The Senior Notes II are secured and guaranteed by:

- (i) 1,200 million ordinary shares of the Company owned by Rong De Investments Limited (“Rong De”);
- (ii) 100% equity interest of the Company’s subsidiaries: Top Perfect Development Limited (“Top Perfect”), Ever Crown Corporation Limited (“Ever Crown”), East Orient Investment Limited (“East Orient”) and Fully Wise;
- (iii) corporate guarantees executed by Rong De, Top Perfect, Ever Crown, East Orient, Fully Wise and Zhuguang Group (Hong Kong) Limited; and
- (iv) guarantees executed by the Company’s directors, Mr. Liao Tengjia, Mr. Chu Hing Tsung (alias Mr. Zhu Qing Yi) and Mr. Chu Muk Chi (alias Mr. Zhu La Yi).

財務回顧 (續)

借款及集團資產抵押 (續)

(2) 優先票據 (續)

(b) 優先票據II (續)

優先票據II乃由以下各項抵押及擔保：

- (i) 融德投資有限公司(「融德」)擁有之1,200,000,000股本公司普通股股份；
- (ii) 本公司以下附屬公司之100%股本權益：泰恒發展有限公司(「泰恒」)、冠恒興業有限公司(「冠恒」)、達東投資有限公司(「達東」)及惠豐；
- (iii) 融德、泰恒、冠恒、達東、惠豐及珠光集團(香港)有限公司簽立之企業擔保；及
- (iv) 本公司董事廖騰佳先生、朱慶淞先生(又名朱慶伊先生)及朱沐之先生(又名朱拉伊先生)作出之擔保。

FINANCIAL REVIEW (continued)

Borrowings and charges on group assets (continued)

(3) Other borrowings

Other borrowings are secured and guaranteed by:

- (i) the Group's properties for sale under development of approximately HK\$1,042,430,000;
- (ii) charge over the assets provided by Guangdong Feng Shun Lu Hu Hot Spring Resort Company Limited* ("Feng Shun Lu Hu"), the registered capital of Feng Shun Lu Hu was owned, as to 80% by Guangdong Zhuguang and as to 20% owned by Guangdong New Southern;
- (iii) corporate guarantee executed by related companies — Guangdong Zhuguang, Guangzhou Zhuguang Property Development Company Limited* ("Guangzhou Zhuguang Property"), Beijing Zhuguang Property Development Company Limited* ("Beijing Zhuguang Property") and Guangzhou Zhuguang Investment Company Limited*;
- (iv) guarantee executed by the Company's director, Mr. Chu Hing Tsung (alias Mr. Zhu Qing Yi);
- (v) corporate guarantee executed by a non-controlling shareholder of Guangdong Hailian; and
- (vi) entire equity interest in Guangdong Hailian.

* English name is translated for identification purposes only.

財務回顧 (續)

借款及集團資產抵押 (續)

(3) 其他借款

其他借款乃由以下各項抵押及擔保：

- (i) 本集團之發展中待售物業約 1,042,430,000 港元；
- (ii) 廣東豐順鹿湖溫泉渡假村有限公司 (「豐順鹿湖」) 作出之資產抵押，豐順鹿湖之註冊資本分別由廣東珠光及廣東新南方擁有 80% 及 20%；
- (iii) 廣東珠光、廣州珠光房地產開發有限公司 (「廣州珠光房地產」)、北京珠光房地產開發有限公司 (「北京珠光房地產」) 及廣州珠光投資有限公司等關聯公司簽立之企業擔保；
- (iv) 本公司董事朱慶淞先生 (又名朱慶伊先生) 作出之擔保；
- (v) 廣東海聯非控股股東簽立之企業擔保；及
- (vi) 廣東海聯之全部股本權益。

* 英文名稱僅供識別。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

CONTINGENT LIABILITIES

The Group provided guarantees in respect of mortgage facilities granted by certain banks in connection with the mortgage loans entered into by purchasers of the Group's properties as follows:

Guarantees given to banks for mortgage facilities utilised by purchasers	就買方使用之按揭融資額度向銀行提供擔保
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Pursuant to the terms of the guarantees, if there are any defaults on the mortgages, the Group is responsible to repay the outstanding mortgage principals together with accrued interests and penalties owed by the defaulting purchasers to the banks. The Group is then entitled to take over the legal title and possession of the related properties. The guarantees will be released upon issuance of the purchasers' property ownership certificates and completion of the relevant registration of the mortgaged properties.

At the reporting date, the directors do not consider it probable that a claim will be made against the Group under the above guarantees.

The fair value of the guarantees at date of inception is not material and is not recognised in the financial statements.

MATERIAL ACQUISITIONS OF THE SUBSIDIARY

During the year, the Group had completed the acquisitions of the interest of Jia Rong through Income Right SP Agreement dated 25 June 2013. Pursuant to the Income Right SP Agreement, the Group acquired the right to receive all the income arising from the business of Jia Rong. Please refer to the announcement of the Company dated 15 July 2013 for details.

或然負債

本集團為本集團物業之若干買方安排按揭貸款而獲若干銀行授予的按揭融資額度提供以下擔保：

2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
860,245	288,383

根據擔保之條款，倘按揭出現任何違約情況，本集團須負責償還違約買方結欠銀行之未償還按揭本金連同應計利息及罰款。本集團之後有權接管相關物業的法定業權及所有權。有關擔保將於買方獲發出物業房地產權證及完成按揭物業的有關登記後解除。

於報告日期，董事認為本集團因上述擔保而面臨索償的機會不大。

有關擔保於提供日期之公平值並不重大，因此並無於財務報表確認。

重大收購附屬公司

年內，本集團透過日期為二零一三年六月二十五之收益權買賣協議完成收購佳榮之權益。根據收益權買賣協議，本集團取得收取佳榮業務產生之所有收益之權利。詳情請參閱本公司日期為二零一三年七月十五日之公告。

FOREIGN EXCHANGE RATE

The Group conducts its business almost exclusively in RMB except that certain borrowings are in HK\$ and US\$. The conversion of RMB into HK\$, US\$ or other foreign currencies has been based on the rates set by the People's Bank of China. The value of RMB against the HK\$, US\$ and other foreign currencies may fluctuate and is affected by factors such as changes in the PRC's political and economic conditions. The Group has not adopted any financial instruments for hedging purposes. However, the Group will constantly assess the foreign exchange risk it encounters so as to decide on the hedging policy required against the possible foreign exchange risk that may arise.

STAFF AND REMUNERATION POLICIES

The Group had approximately 119 employees in Hong Kong and the PRC as at 31 December 2013 (31 December 2012: 80). They are remunerated according to their respective job nature, market conditions, individual performance and qualifications. Other staff benefits include annual bonus.

匯率

除部份借貸以港元及美元計算外，本集團絕大部份業務均以人民幣計算。人民幣兌換港元、美元或其他外幣乃按中國人民銀行所定之匯率進行。人民幣兌港元、美元及其他外幣之價值或會波動，並受中國政治及經濟條件改變等因素之影響。本集團並無採納任何金融工具作為對沖用途。然而，本集團將會不斷評估其面對之匯率風險，從而決定應對可能產生之外匯風險之對沖政策。

僱員及薪酬政策

於二零一三年十二月三十一日，本集團共僱用約119名員工於香港及中國工作（二零一二年十二月三十一日：80名）。僱員之薪酬按照其工作性質、市場指標、個人表現及資歷而釐定。其他員工福利包括年終花紅。

BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員資料

The Board currently comprises seven directors, four of whom are executive directors and three of whom are independent non-executive directors.

EXECUTIVE DIRECTORS

Mr. Chu Hing Tsung (alias Zhu Qing Yi), aged 44, was appointed as an executive director and the Chief Executive Officer of the Company since September 2009. In February 2010 he was appointed as the Deputy Chairman of the Company. In December 2013, he was appointed as the Chairman of the Company and continues to serve as the Chief Executive Officer of the Company. Mr. Chu is a shareholder of Rong De Investments Limited, a substantial shareholder of the Company. Mr. Chu has over 10 years' extensive experience in corporate management and property development in the PRC. He is the younger brother of Mr. Chu Muk Chi, an executive director of the Company.

Mr. Chu Muk Chi (alias Zhu La Yi), aged 56, was appointed as an executive director of the Company since September 2009. Mr. Chu is a shareholder of Rong De Investments Limited, a substantial shareholder of the Company. He obtained a Bachelor's Degree in Medicine from Guangzhou College of Traditional Chinese Medicine (now known as Guangzhou University of Traditional Chinese Medicine). Mr. Chu has over 10 years' extensive experience in corporate management, Chinese medicine and property development in the PRC. He is the elder brother of Mr. Chu Hing Tsung, the Chairman, the Chief Executive Officer and an executive director of the Company.

Mr. Liao Tengjia, aged 50, was appointed as the Chairman and an executive director of the Company from September 2009 to December 2013. In December 2013, Mr Liao would no longer concurrently act as the chairman of the Company. Mr. Liao is a shareholder and sole director of Rong De Investments Limited, a substantial shareholder of the Company. He has over 10 years' management experience in the property development industry in the PRC.

Mr. Huang Jia Jue, aged 43, was appointed as an executive director and the Chief Financial Officer of the Company since September 2009. Mr. Huang obtained a Master's Degree in Business Administration from Sun Yat-Sen University in the PRC. He has over 10 years' financial management experience in the property development industry in the PRC.

董事會現由七名董事組成，四名執行董事及三名獨立非執行董事。

執行董事

朱慶淞先生（又名朱慶伊先生），44歲，於二零零九年九月獲委任為本公司執行董事兼行政總裁，並於二零一零年二月獲委任為本公司副主席。彼於二零一三年十二月獲委任為本公司主席並繼續擔任本公司行政總裁。朱先生為本公司主要股東融德投資有限公司之股東。朱先生於企業管理、中國物業發展方面擁有逾10年之豐富經驗。彼為本公司執行董事朱沐之先生之胞弟。

朱沐之先生（又名朱拉伊先生），56歲，於二零零九年九月獲委任為本公司執行董事。朱先生為本公司主要股東融德投資有限公司之股東，彼持有廣州中醫學院（現稱廣州中醫藥大學）醫學學士學位。朱先生於企業管理、中藥及中國物業發展方面擁有逾10年之豐富經驗。彼為本公司主席、行政總裁兼執行董事朱慶淞先生之胞兄。

廖騰佳先生，50歲，於二零零九年九月至二零一三年十二月期間任本公司主席兼執行董事，於二零一三年十二月廖先生不再兼任本公司主席。廖先生為本公司主要股東融德投資有限公司之股東及唯一董事。彼於中國物業發展行業擁有逾10年之管理經驗。

黃佳爵先生，43歲，於二零零九年九月獲委任為本公司執行董事兼首席財務長。黃先生持有中國中山大學工商管理碩士學位。彼於中國物業發展行業擁有逾10年之財務管理經驗。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Leung Wo Ping JP, aged 70, was appointed as an independent non-executive director of the Company since October 2009. Mr. Leung is a certified public accountant with extensive experience in Hong Kong tax and international tax planning for over 30 years. Currently, he is a senior advisor to Crowe Horwath (HK) CPA Limited. Mr. Leung is a fellow member of The Institute of Chartered Accountants in England and Wales, The Hong Kong Institute of Certified Public Accountants and The Hong Kong Institute of Directors. Apart from his professional work, Mr. Leung has actively participated in community affairs. He had been a Regional Councillor for 5 years and a District Councillor for 18 years. Mr. Leung is currently a Councillor of the New Territories Heung Yee Kuk. He also serves as members of various boards and committees, including the Hospital Authority's Hospital Governing Committee of Tai Po Hospital and United Christian Nethersole Community Health Service Management Committee. Mr. Leung was awarded a Badge of Honour by Her Majesty Queen Elizabeth II in 1994 for his service to the community. He was a District Advisor to the Hong Kong Branch of Xinhua News Agency before 1997. He was also appointed as a Justice of the Peace by the Government of the Hong Kong Special Administrative Region in 2000. Mr. Leung is an independent non-executive director of Heng Xin China Holdings Limited (Stock Code: 8046), which is listed on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (the "Stock Exchange").

Mr. Law Shu Sang Joseph, aged 54, was appointed as an independent non-executive director of the Company since June 2012. Mr. Law holds a Bachelor Degree in Accounting and is a member of The Institute of Chartered Accountants in England and Wales and The Hong Kong Institute of Certified Public Accountants. Mr. Law was active in direct investment in the PRC. Prior to that, he held senior positions in investment banking with major international investment banks in Hong Kong. Mr. Law was an executive director of Soluteck Holdings Limited (stock code: 8111, now known as China Technology Solar Power Holdings Limited), a company listed on the Growth Enterprise Market of the Stock Exchange.

獨立非執行董事

梁和平先生 太平紳士，70歲，於二零零九年十月獲委任為本公司獨立非執行董事。梁先生為註冊會計師，於香港及國際稅務策劃方面擁有逾30年之經驗，現為國富浩華（香港）會計師事務所有限公司之資深顧問。梁先生為英格蘭及威爾士特許會計師公會、香港會計師公會及香港董事學會資深會員。除專業工作外，梁先生亦積極參與社會事務。曾擔任前區域市政局及區議會議員分別達五年及十八年。梁先生現為新界鄉議局議員，亦出任多項公職，包括醫管局之大埔醫院管治委員會委員及基督教聯合那打素社康服務委員會委員。梁先生於一九九四年因社區服務獲英女皇伊利莎伯二世頒發榮譽徽章。彼於一九九七年前曾出任新華社香港分社區事顧問。梁先生亦於二零零零年獲香港特別行政區政府委任為太平紳士。梁先生現時為於香港聯合交易所有限公司（「聯交所」）創業板上市的恒芯中國控股有限公司（股份代號：8046）之獨立非執行董事。

羅樹生先生，54歲，於二零一二年六月獲委任為本公司獨立非執行董事。羅先生持有會計學學士學位。彼為英格蘭及威爾斯特許公認會計師公會及香港會計師公會會員。羅先生積極於中國從事直接投資，並曾於香港多家主要國際投資銀行擔任投資銀行業務高級職務。羅先生曾擔任一創科技集團有限公司之執行董事（股份代號：8111，現稱中科光電控股有限公司），該公司於聯交所創業板上市。

BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員資料

Mr. Wong Chi Keung, aged 59, was appointed as an independent non-executive director of the Company since June 2012. Mr. Wong has over 34 years of experience in finance, accounting and management. He is a fellow member of The Hong Kong Institute of Certified Public Accountants, The Association of Chartered Certified Accountants and CPA Australia, and an associate member of The Institute of Chartered Secretaries and Administrators and The Chartered Institute of Management Accountants. Mr. Wong is also a Responsible Officer for asset management, advising on securities and advising on corporate finance for Greater China Capital Limited under the Securities and Futures Ordinance of Hong Kong. Mr. Wong holds a master's degree in business administration from the University of Adelaide in Australia. Mr. Wong was an executive director, the deputy general manager, group financial controller and company secretary of Guangzhou Investment Company Limited (stock code: 0123, now known as Yuexiu Property Company Limited), a company listed on the Main Board of the Stock Exchange, for over ten years. Mr. Wong is currently an independent non-executive director and a member of the audit committee of each of Asia Orient Holdings Limited (stock code: 0214), Asia Standard International Group Limited (stock code: 0129), Century City International Holdings Limited (stock code: 0355), China Nickel Resources Holdings Company Limited (stock code: 2889), China Ting Group Holdings Limited (stock code: 3398), EMN Holdings Limited (stock code: 0128), Golden Eagle Retail Group Limited (stock code: 3308), Ngai Lik Industrial Holdings Limited (stock code: 0332), PacMOS Technologies Holdings Limited (stock code: 1010), Paliburg Holdings Limited (stock code: 0617), Regal Hotels International Holdings Limited (stock code: 0078) and TPV Technology Limited (stock code: 0903). All of these companies are listed on the Main Board of the Stock Exchange. Mr. Wong is also an independent non-executive director and a member of the audit committee, the remuneration committee and the nomination committee of First Natural Foods Holdings Limited (Stock Code: 1076) for the period 26 November 2007 to 21 November 2013 (as all the resumption conditions have been fulfilled, the provisional liquidators have been discharged by an order granted by the High Court of HKSAR on 4 September 2012), a company listed on the Main Board of the Stock Exchange. Mr. Wong was an independent non-executive director of FU JI Food and Catering Services Holdings Limited (stock code: 1175, provisional liquidators appointed) for the period from 22 November 2004 to 24 June 2011, a company listed on the Main Board of the Stock Exchange.

SENIOR MANAGEMENT

The four directors of the Company holding executive offices above are directly responsible for the various business of the Group. They are regarded as the members of the senior management of the Group.

黃之強先生，59歲，於二零一二年六月獲委任為本公司獨立非執行董事。黃先生於財務、會計及管理方面累積逾三十四年之經驗。黃先生為香港會計師公會、英國特許公認會計師公會及澳洲會計師公會之資深會員，以及英國特許秘書及行政人員公會及英國特許管理會計師公會之會員。黃先生亦為香港證券及期貨條例下之註冊負責人員，為漢華資本有限公司提供資產管理，就證券提供意見及就機構融資提供意見。黃先生持有澳洲阿得雷德大學工商管理碩士學位。黃先生曾擔任越秀投資有限公司（股份代號：0123，現稱越秀地產股份有限公司）之執行董事、副總經理、集團財務總監及公司秘書超過十年，該公司於聯交所主板上市。黃先生現擔任匯漢控股有限公司（股份代號：0214）、泛海國際集團有限公司（股份代號：0129）、世紀城市國際控股有限公司（股份代號：0355）、中國鎳資源控股有限公司（股份代號：2889）、華鼎集團控股有限公司（股份代號：3398）、安寧控股有限公司（股份代號：0128）、金鷹商貿集團有限公司（股份代號：3308）、毅力工業集團有限公司（股份代號：0332）、弘茂科技控股有限公司（股份代號：1010）、百利保控股有限公司（股份代號：0617）、富豪酒店國際控股有限公司（股份代號：0078）及冠捷科技有限公司（股份代號：0903）之獨立非執行董事兼審核委員會成員，上述公司均在聯交所主板上市。黃先生於二零零七年十一月二十六日至二零一三年十一月二十一日期間亦為第一天然食品有限公司（股份代號：1076）（因所有復牌條件經已達成，香港特別行政區高等法院於二零一二年九月四日頒令解除臨時清盤人）之獨立非執行董事，以及審核委員會、薪酬委員會及提名委員會之成員，該公司為一間於聯交所主板上市之公司。黃先生於二零零四年十一月二十二日至二零一一年六月二十四日期間為福記食品服務控股有限公司（股份代號：1175，已委任臨時清盤人）之獨立非執行董事，該公司為一間於聯交所主板上市之公司。

高級管理人員

上述四名本公司之執行董事親自參與管理本集團各項業務，乃本集團之高級管理人員。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Company is committed to maintaining a high standard of corporate governance. The Company firmly believes that a good, solid and sensible framework of corporate governance will enhance the Company to run its business in the best interest of its shareholders as a whole.

本公司致力維持高質素之企業管治水平。本公司確信維持一個良好、穩固及合理之企業管治架構，可以確保本公司經營業務符合其整體股東之最佳利益。

CORPORATE GOVERNANCE PRACTICES

In the opinion of the Directors, the Company has complied with the applicable code provisions set out in the Corporate Governance Code (“CG Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) during the year ended 31 December 2013, other than code provisions A.2.1 and A.4.2, of the CG Code.

Code provision A.2.1 of the Corporate Governance Code (appendix 14 of the Listing Rules) stipulates that the roles of chairman and chief executive officer should be separate and should not be the same individual. As a result of the appointment of Mr. Chu Hing Tsung (alias Mr. Zhu Qing Yi) (“Mr. Chu”) as the chairman of the Board, Mr. Chu will assume the roles of both the chairman of the Board and the chief executive officer of the Company. The Board believes that vesting both the roles of chairman and chief executive officer in the same person has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning for the Group. The Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable the Company to make and implement decisions.

Under code provision A.4.2 of the CG Code, every director should be subject to retirement by rotation at least once every three years. According to the Bye-laws of the Company, the chairman of the Board of the Company shall not be subject to retirement by rotation or taken into account in determining the number of directors to retire. As continuation is a key factor to the successful long term implementation of business plans, the Board believes that the roles of the chairman provide the Group with strong and consistent leadership and allow more effective planning and execution of long-term business strategy. As such, the Board is of the view that the chairman of the Board should not be subject to retirement by rotation.

企業管治常規

董事認為，本公司在截至二零一三年十二月三十一日止年度均有遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四所載之企業管治守則（「企業管治守則」）的適用守則條文，惟企業管治守則之守則條文第A.2.1條及第A.4.2條除外。

企業管治守則（上市規則附錄十四）之守則條文第A.2.1條規定，主席及行政總裁之角色應有區分，不應由同一名人士兼任。由於委任朱慶泓先生（又名朱慶伊先生）（「朱先生」）為董事會主席，故朱先生將同時擔任董事會主席兼本公司行政總裁。董事會相信由同一名人士兼任主席及行政總裁之角色，可確保本集團內之貫徹領導及可令本集團之整體策略規劃更有效及具效率。董事會認為目前安排之權力及授權平衡將不受削弱，而此架構將得以使本公司作出及推行決策。

根據企業管治守則之守則條文第A.4.2條，每位董事須最少每三年輪值告退一次，根據本公司之公司細則，本公司之董事會主席毋須輪值告退或於釐定退任董事人數時將不予計算在內。由於連續性是成功落實長期業務計劃之關鍵所在，故董事會相信主席連任可為本集團提供強勢及一致之領導，從而更有效地規劃及執行長期業務策略。因此，董事會認為董事會主席毋須輪值告退。

CORPORATE GOVERNANCE REPORT

企業管治報告

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as contained in Appendix 10 of the Listing Rules as its own code of conduct regarding securities transactions by directors. Special enquiry has been made to all directors, and all directors have confirmed that they have complied with the required standards set out in the Model Code for the year ended 31 December 2013.

BOARD OF DIRECTORS

I The Responsibilities of The Board

The principal functions of the Board are to consider, set and approve the strategies, financial objectives, annual budget, investment proposals, director appointment and re-appointment, and accounting policies of the Group. The Board is responsible for performing the corporate governance functions set out in D.3.1 of the CG Code. The Board also reviews the Group's financial performance, identifies principal risks of the Group's business and ensures implementation of appropriate systems to manage these risks. The day-to-day operations of the Group are delegated to the management of the Group.

II Board Composition

As at 31 December 2013, the Board consists of a total of seven directors, comprising four executive directors and three independent non-executive directors. The independent non-executive directors are expressly identified in all corporate communications that disclose the names of directors of the Company. The number of independent non-executive directors exceeds one-third of the Board. The directors have professional background in property development, finance, taxation, investment and management, respectively. They have extensive experience and independent views in their respective areas of expertise so that they can provide professional advice in respect of the long-term development of the Company. The Company has formal letter of appointment for all directors setting out the key terms and conditions relative to their appointment.

董事進行證券交易的標準 守則

本公司採納上市規則附錄十所載之「上市公司董事進行證券交易的標準守則」（「標準守則」），作為本公司董事進行證券交易之行為準則。本公司已對全體董事作出具體查詢，而全體董事確定於截至二零一三年十二月三十一日止年度均遵守標準守則所載之規定準則。

董事會

(一) 董事會的職責

董事會之主要職能為考慮、訂立及批准本集團之策略、財務目標、年度預算、投資建議、董事聘任或續聘、會計政策。董事會負責履行企業管治守則第D.3.1條所載企業管治職能。董事會同時審閱本集團財務表現、識別本集團業務之主要風險及確保實施適當措施以管理有關風險。本集團之管理層負責管理本集團之日常運作。

(二) 董事會組成

於二零一三年十二月三十一日，董事會由七位董事組成，包括四位執行董事及三位獨立非執行董事。獨立非執行董事身分均於所有載有董事姓名的公司通訊中明確說明。獨立非執行董事佔董事會人數超過三分之一。董事分別擁有物業發展、財務、稅務、投資及管理之專業背景，於各自的專業領域擁有廣泛經驗以及獨立見解，能夠為本公司長遠發展提供專業意見。本公司已為全部董事發出正式的董事委任書，訂明有關委任的主要條款及條件。

The composition of the Board of the Company during the year ended 31 December 2013 and up to the date of this report was as follows:

Executive directors:

Mr. Chu Hing Tsung (alias Mr. Zhu Qing Yi)
(Chairman and Chief Executive Officer)
Mr. Chu Muk Chi (alias Mr. Zhu La Yi)
Mr. Liao Tengjia
Mr. Huang Jia Jue

Independent non-executive directors:

Mr. Leung Wo Ping JP
Mr. Law Shu Sang Joseph
Mr. Wong Chi Keung

The Company's Chairman, Chief Executive Officer and executive director, Mr. Chu Hing Tsung and the executive director, Mr. Chu Muk Chi are brothers. Biographical details of the directors and the relationship between Board members are set out in the section headed "BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT" of this annual report. Save as disclosed above and in the "BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT" section of this annual report, none of the directors of the Company has any financial, business, family or other material/relevant relationships with one another.

Pursuant to Rule 3.10 of the Listing Rules, every listed issuer is required to have at least three independent non-executive directors, at least one of whom must have appropriate professional qualifications, or accounting or related financial management expertise. Throughout the year, the Board at all times fully complied with Rule 3.10(2) of the Listing Rules that at least one of the independent non-executive directors has professional qualifications, or accounting or related financial management expertise.

The Company has received from each of the independent non-executive directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive directors to be independent.

於截至二零一三年十二月三十一日止年度內及截至本報告日期止在任之董事會成員如下：

執行董事：

朱慶崧先生（又名朱慶伊先生）
（主席兼行政總裁）
朱沐之先生（又名朱拉伊先生）
廖騰佳先生
黃佳爵先生

獨立非執行董事：

梁和平先生^{太平紳士}
羅樹生先生
黃之強先生

本公司之主席、行政總裁兼執行董事朱慶崧先生與執行董事朱沐之先生為兄弟。每位董事的個人履歷及董事會成員之間的關係已詳載於本年報之「董事及高級管理人員資料」內。除上文及本年報「董事及高級管理人員資料」一節所披露者外，概無本公司董事互相有任何財政、業務、家族或其他重大／有關關係。

根據上市規則第3.10條，每名上市發行人均須有至少三名獨立非執行董事，而其中至少一名必須具備適當的專業資格或具備適當的會計或相關的財務管理專長。於整個年度內，董事會一直全面遵守上市規則第3.10(2)條有關董事會其中至少一名獨立非執行董事具備適當的專業資格、或具備適當的會計或相關的財務管理專長。

本公司已收到各獨立非執行董事根據上市規則第3.13條就其身份之獨立性發出之年度確認函。本公司認為所有獨立非執行董事確屬獨立。

CORPORATE GOVERNANCE REPORT

企業管治報告

III. Directors' Liability Insurance Cover

Appropriate directors' liability insurance cover has been arranged to indemnify the directors of the Company for liabilities arising out of corporate activities. The coverage and the sum insured under the policy are to be reviewed regularly.

BOARD MEETING AND ANNUAL GENERAL MEETING

The Board meets regularly and as warranted by particular circumstances. Notices and agendas are prepared by the Company Secretary as delegated by the Chairman of the Board and distributed to the Board members within reasonable time before the meetings. Relevant meeting papers are also sent to directors well before the meetings, informing them of the background and giving explanation on matters to be brought before the Board. All directors are given the opportunity to include matters in the agendas for Board meetings. Draft and final versions of the minutes of Board meetings are sent to all directors for their comment and records, respectively, within a reasonable time after the board meeting and are kept by the Company Secretary.

During the financial year ended 31 December 2013, the directors have made active contribution to the affairs of the Group and 18 Board meetings were held to consider, among other things, various transactions contemplated by the Group, and to review and approve the interim results and annual results of the Group. To ensure the directors to make decisions objectively and in the interests of the Company, Bye-Laws No.103(1) of the Company provides that any director shall abstain from voting on any resolutions in which he or his associates is/are materially interested nor be counted in the quorum of the meeting. Any Board meeting in which a director was abstained from voting nor be counted in the quorum of the meeting shall not be taken into account in determining that director's attendance record.

The Chairman of the Board, Chairman of the Audit Committee, a member of the Remuneration Committee, members of the Nomination Committee and the Company's external auditor all attended the 2013 annual general meeting ("2013 AGM") and were available to answer questions.

(三) 董事責任保險

本公司已安排購買合適的董事責任保險，以保障本公司董事從事公司活動所產生的責任。保單項下的保障範圍和投保金額將會定期檢討。

董事會會議及股東周年大會

董事會定期及於特定情況所需時舉行會議。通告及議程由董事會主席委派公司秘書負責編製並於會議前合理時間內派發予董事會成員。相關會議文件亦會於開會前儘早送交董事，令彼等獲知將提呈董事會之事項之背景資料及說明。各董事可於董事會會議議程上加入討論事項。董事會會議記錄初稿及最終定稿將於舉行董事會會議後合理時間內發送予全體董事，分別作表達意見及記錄之用，並由公司秘書存檔。

於截至二零一三年十二月三十一日止財政年度內，董事積極參與本集團的事務，並曾召開十八次董事會會議，以考慮（其中包括）本集團擬進行的各項交易，以及審議和批准本集團的中期業績及全年業績。為確保董事能作出客觀及符合本公司利益之決定，根據本公司之公司細則第 103(1) 條，倘董事會會議上任何決議案涉及董事或其聯繫人的重大權益，有關董事必須放棄投票，且不得計入會議法定人數。在決定董事的出席記錄時，如該董事必須放棄投票且未被計入會議法定人數的董事會會議將不計算在該董事的出席記錄內。

董事會主席、審核委員會主席、薪酬委員會成員、提名委員會成員及本公司外聘核數師均有出席二零一三年度股東周年大會（「二零一三年股東周年大會」），並可於會上回答提問。

The individual attendance of each director in these Board meetings and the 2013 AGM is as follows:

每名董事之董事會會議及二零一三年股東周年大會出席記錄如下：

		Attended/Eligible to attend	
		出席次數 / 合資格出席次數	
		Board	2013 AGM
		meetings	二零一三年
		董事會會議	股東周年大會
Executive Directors	執行董事		
Mr. Chu Hing Tsung	朱慶淞先生	13/18	0/1
Mr. Chu Muk Chi	朱沐之先生	5/18	1/1
Mr. Liao Tengjia	廖騰佳先生	16/18	0/1
Mr. Huang Jia Jue	黃佳爵先生	18/18	1/1
Independent Non-Executive Directors	獨立非執行董事		
Mr. Leung Wo Ping JP	梁和平先生太平紳士	3/18	1/1
Mr. Law Shu Sang Joseph	羅樹生先生	5/18	1/1
Mr. Wong Chi Keung	黃之強先生	4/18	1/1

NON-EXECUTIVE DIRECTORS

Code Provision A.4.1 of the CG Code stipulates that non-executive directors should be appointed for a specific term and subject to re-election. Each of the independent non-executive directors of the Company was appointed for a term of two years. All of the independent non-executive directors are subject to retirement by rotation once every three years and should be subject to re-election.

非執行董事

企業管治守則之守則條文第A.4.1條訂明，非執行董事須以指定任期委任並須膺選連任。本公司每位獨立非執行董事均有委任的指定任期，任期為兩年。所有獨立非執行董事均須每三年輪值退任，並須接受重選連任。

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code provision A.2.1 of the Corporate Governance Code (appendix 14 of the Listing Rules) stipulates that the roles of chairman and chief executive officer should be separate and should not be the same individual. As a result of the appointment of Mr. Chu Hing Tsung (alias Mr. Zhu Qing Yi) ("Mr. Chu") as the chairman of the Board, Mr. Chu will assume the roles of both the chairman of the Board and the chief executive officer of the Company. The Board believes that vesting both the roles of chairman and chief executive officer in the same person has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning for the Group. The Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable the Company to make and implement decisions.

主席及行政總裁

企業管治守則（上市規則附錄十四）之守則條文第A.2.1條規定，主席及行政總裁之角色應有區分，不應由同一名人士兼任。由於委任朱慶淞先生（又名朱慶伊先生）（「朱先生」）為董事會主席，故朱先生將同時擔任董事會主席兼本公司行政總裁。董事會相信由同一名人士兼任主席及行政總裁之角色，可確保本集團內之貫徹領導及可令本集團之整體策略規劃更有效及具效率。董事會認為目前安排之權力及授權平衡將不受削弱，而此架構將得以使本公司作出及推行決策。

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DIRECTORS' CONTINUOUS PROFESSIONAL DEVELOPMENT

Every newly appointed director has been given a comprehensive, formal and tailored induction on appointment. A package, which has been compiled and reviewed by the Company's legal advisers, setting out the duties and responsibilities of directors under the Listing Rules, the Companies Ordinance and other related ordinances and relevant regulatory requirements of Hong Kong is provided to each newly appointed director.

Pursuant to A.6.5 of the CG Code, directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. All directors are encouraged to attend relevant training courses to ensure that they are fully aware of the responsibilities and obligations of directors under the Listing Rules and relevant regulatory requirements.

Pursuant to the requirements of the CG Code, all directors should provide their records of continuous professional development to the Company. According to the records provided by the directors, the training received by them during the year 2013 is summarised as follows:

董事持續專業發展

每位新任董事均在委任時獲得全面、正式兼特為其而設的就任須知。每位新任董事均獲發一份由本公司法律顧問制訂及審閱的相關資料，列載上市規則、公司條例，以及其他相關法例及香港有關監管規例所訂明之董事職責及責任。

根據企業管治守則第A.6.5條，董事應參與持續專業發展，發展並更新其知識及技能，以確保其繼續在具備全面資訊及切合所需的情況下對董事會作出貢獻。本公司鼓勵所有董事參加相關培訓課程，以確保彼等充分明白上市規則規定董事須承擔的責任及義務及相關的監管規定。

根據企業管治守則之要求，所有董事須向本公司提供彼等各自之持續專業發展記錄。根據董事提供的記錄，董事於二零一三年接受的培訓概要如下：

		Training received
		接受之培訓
		Notes
		附註
Executive Directors	執行董事	
Mr. Chu Hing Tsung	朱慶淞先生	(1)(2)
Mr. Chu Muk Chi	朱沐之先生	(1)(2)
Mr. Liao Tengjia	廖騰佳先生	(1)(2)
Mr. Huang Jia Jue	黃佳爵先生	(1)(2)
Independent Non-Executive Directors	獨立非執行董事	
Mr. Leung Wo Ping JP	梁和平先生太平紳士	(3)
Mr. Law Shu Sang Joseph	羅樹生先生	(3)
Mr. Wong Chi Keung	黃之強先生	(1)(2)(3)

Notes:

- (1) Reading guidelines for directors issued by the Companies Registry of Hong Kong and The Hong Kong Institute of Directors.
- (2) Watching webcast on corporate governance addressed by the Listing Division of the Stock Exchange.
- (3) Participation in continuous professional development seminars/conferences/ courses/workshops on subjects relating to directors' duties, corporate governance and other relevant topics organized by professional bodies.

The directors confirmed that they have complied with A.6.5 of the CG Code effective on 1 April 2012 on directors' continuous professional development.

BOARD COMMITTEES

The Board has set up three specialised committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee to oversee particular aspects of the Company's affairs. The three committees are established with defined written terms of reference approved by the Board, which set out the committees' major duties. These are now posted on the websites of the Stock Exchange and of the Company and are available to shareholders. Members of these committees mainly are independent non-executive directors. The list of the Chairman and of members of each committee is set out in each of the following Board committee section. The meeting procedures follow the statutory procedures for Board meetings.

The committees are provided with sufficient resources to discharge their duties and in appropriate circumstances, the Company can retain external auditors, financial advisers and lawyers and other relevant independent professionals to provide independent professional advice to assist members of the committees in fulfilling their responsibilities.

I Audit Committee

The Company established the Audit Committee in 1999 with specific written terms of reference in accordance with the requirement of the Stock Exchange which deal clearly with its authority and duties.

The current members of the Audit Committee include three independent non-executive directors: Mr. Leung Wo Ping JP, Mr. Law Shu Sang Joseph and Mr. Wong Chi Keung. Mr. Leung Wo Ping JP is the Chairman of the Audit Committee.

附註：

- (1) 閱覽由香港公司註冊處及香港董事學會刊發之董事指引。
- (2) 觀看由聯交所上市科講解企業管治之網上廣播。
- (3) 參加由專業團體舉辦有關董事職責、企業管治及其他相關課題之持續專業發展講座／會議／課程／研討會。

董事確認遵守於二零一二年四月一日生效有關董事持續專業發展之企業管治守則第A.6.5條。

董事會委員會

董事會設立了三個專門委員會，包括審核委員會、薪酬委員會和提名委員會，以處理不同範疇的公司事務。該三個委員會均有書面訂明經董事會批准的職權範圍列載各委員會的主要職責。董事委員會的職權範圍已刊載於聯交所與本公司網站，供股東瀏覽。委員會成員絕大多數由獨立非執行董事擔任。各委員會主席及成員名單列載於以下各委員會章節內。其會議程式參照董事會會議法定程式執行。

本公司提供充足資源予委員會以履行其職責，且可在適當情況下提供外聘核數師、財務顧問及律師以及其他相關獨立專業人士的獨立專業意見，協助委員會成員履行其責任。

(一) 審核委員會

本公司於一九九九年成立審核委員會，根據聯交所的規定，委員會具書面訂明的職權範圍，清楚說明其職權及責任。

審核委員會現有成員包括三名獨立非執行董事：梁和平先生太平紳士、羅樹生先生及黃之強先生。梁和平先生太平紳士為審核委員會主席。

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The major roles and functions of the Audit Committee are as follows:

- (1) The Audit Committee is to consider, and to make recommendation to the Board on the appointment, reappointment and removal of the external auditor, and to approve the audit fee and other terms of engagement of the external auditor, and any questions of its resignation or dismissal; to review and monitor the external auditor's independence, objectivity and the effectiveness of the audit process in accordance with applicable standards; to discuss with the external auditor before the audit commences in respect of the nature and scope of the audit and reporting obligations;
- (2) to monitor integrity of the Company's financial statements and annual report and accounts, half-year report and to review significant financial reporting judgements contained in them;
- (3) to review the procedures of financial reporting, internal control and risk management, and ensuring that management has discharged its duty to establish an effective internal control system; and
- (4) to review the external auditor's management letter, and material queries raised by the external auditor to management in respect of the accounting records, financial accounts or systems of control as well as management's response to the points raised; to ensure that the Board responds promptly to the matters raised by the external auditor in the management letter.

The Audit Committee shall meet with the external auditor without the presence of executive directors to discuss the Group's financial reporting and any major and financial matters arising during the year under review at least twice a year.

審核委員會的主要角色及職能包括：

- (一) 審核委員會會就外聘核數師的委任、重新委任及罷免作出考慮及向董事會提供建議，批准外聘核數師的核數費用及其他聘用條款，及處理任何有關該核數師辭職或辭退該核數師的問題；按適用的標準檢討及監察外聘核數師是否獨立客觀及核數程序是否有效；在外聘核數師開始核數工作以前，委員會應與其討論工作性質、範圍及有關申報責任；
- (二) 監察本公司的財務報表及本公司年度報告及賬目、半年度報告的完整性，並審閱當中所載有關財務申報的重大判斷；
- (三) 檢討本公司的財務監控、內部監控及風險管理制度，確保管理層已履行職責建立有效的內部監控系統；及
- (四) 檢討外聘核數師給予管理層的管理建議書、外聘核數師就會計紀錄、財務賬目或監控系統向管理層提出的重大疑問及管理層作出的回應；確保董事會對外聘核數師對於管理建議書提出的事宜作出及時回應。

審核委員會每年至少兩次在執行董事不在場之情況下與外聘核數師會面，以討論本集團之財務申報及回顧年度內出現之任何重大及財務事宜。

The Audit Committee met twice in 2013. Individual attendance of each committee member is set out as below:

審核委員會在二零一三年共舉行兩次審核委員會會議。每名委員會成員之出席會議記錄如下：

		Attended/ Eligible to attend
		出席次數 / 合資格出席次數
Mr. Leung Wo Ping <i>JP</i> (Chairman)	梁和平先生太平紳士 (主席)	2/2
Mr. Law Shu Sang Joseph	羅樹生先生	2/2
Mr. Wong Chi Keung	黃之強先生	2/2

During the financial year ended 31 December 2013, the Audit Committee has met with the external auditor 2 times to discuss the general scope of their audit work and the audit findings. The Audit Committee also reviewed the Group's annual audited results for the year ended 31 December 2012 and unaudited interim results for the period ended 30 June 2013 and was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosures had been made and submitted them to the Board for approval. In addition, the Audit Committee also made evaluation on the effectiveness of the financial reporting, internal control and risk management systems of the Group.

於截至二零一三年十二月三十一日止財政年度內，審核委員會已會見外聘核數師兩次以商討其審核工作之一般範圍及討論審核結果，並已審閱本集團截至二零一二年十二月三十一日止年度經審核全年業績及本集團截至二零一三年六月三十日止期內之未經審核中期業績，其認為有關業績乃符合適用之會計政策標準及規定編製，已作出足夠披露，並提交董事會通過。另外亦對本集團之財務申報、內部監控及風險管理系統之有效性作出評估。

II Remuneration Committee

(二) 薪酬委員會

The Company established the Remuneration Committee in September 2005 with specific written terms of reference in accordance with the requirement of the Stock Exchange which deal clearly with its authority and duties. The Remuneration Committee has adopted the approach under code provision B.1.2(c)(ii) of the CG Code and made recommendations to the Board on the Group's overall policy and structure for the remuneration of directors and senior management.

本公司於二零零五年九月成立薪酬委員會，根據聯交所的規定，委員會具書面訂明的職權範圍，清楚說明其職權及責任。薪酬委員會已採納企業管治守則之守則條文第B.1.2(c)(ii)條規定之方式，向董事會就本集團董事及高級管理層之薪酬之整體政策及架構作出建議。

The Remuneration Committee comprises an executive director, Mr. Huang Jia Jue and two independent non-executive directors, Mr. Law Shu Sang Joseph and Mr. Wong Chi Keung. Mr. Wong Chi Keung is the Chairman of the Remuneration Committee.

其現有成員包括執行董事黃佳爵先生及兩名獨立非執行董事羅樹生先生及黃之強先生。黃之強先生為薪酬委員會主席。

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

- (1) to make recommendations to the Board on the Company's policy and structure for all directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (2) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (3) to determine with delegated responsibility and make recommendations to the Board on the remuneration packages of individual executive directors and senior management, including benefits in kind, pension rights and compensation payment (including any compensation payable for loss or termination of their office or appointment);
- (4) to make recommendations to the Board on the remuneration of non-executive directors;
- (5) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
- (6) to review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with relevant contractual terms and otherwise fair and not excessive;
- (7) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and otherwise reasonable and appropriate; and
- (8) to ensure that no director or any of his associates is involved in deciding his own remuneration.

薪酬委員會的主要角色與職能包括：

- (一) 就本公司董事及高級管理人員的全體薪酬政策及架構，及就設立正規而具透明度的程序制訂此等薪酬政策，向董事會提出建議；
- (二) 因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議；
- (三) 獲董事會轉授以下職責及提出相關建議，即釐定及向董事會建議個別執行董事及高級管理人員的薪酬待遇，包括非金錢利益、退休金權利及賠償金額（包括失去或終止職務或委任的賠償）；
- (四) 向董事會建議非執行董事的薪酬待遇；
- (五) 考慮同類公司支付的薪酬、須付出的時間及職責以及集團內其他職位的僱用條件；
- (六) 檢討及批准向執行董事及高級管理人員支付就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與相關合約條款一致；若未能與合約條款一致，賠償亦須公平合理，不致過多；
- (七) 檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排與合約條款一致；若未能與合約條款一致，有關賠償亦須合理適當；及
- (八) 確保任何董事或其任何連繫人士不得參與釐定他自己的薪酬。

The Remuneration Committee met once in 2013. Individual attendance of each committee member is set out as below:

薪酬委員會在二零一三年共舉行一次委員會會議。每名成員之出席會議記錄如下：

		Attended/ Eligible to attend
		出席次數 / 合資格出席次數
Executive Director	執行董事	
Mr. Huang Jia Jue	黃佳爵先生	1/1
Independent Non-Executive Director	獨立非執行董事	
Mr. Wong Chi Keung (Chairman)	黃之強先生 (主席)	1/1
Mr. Law Shu Sang Joseph	羅樹生先生	1/1

During the meeting, the Remuneration Committee discussed the remuneration package for the independent non-executive directors whom the Board intended to appoint. It also reviewed the overall remuneration policy of the Group and recommended to the Board the salaries and bonus of the executive directors, the independent non-executive directors and certain members of senior management.

於會議期間，薪酬委員會商討董事會有意委任之獨立非執行董事之薪酬待遇。並審閱集團整體薪酬政策，及向董事會建議執行董事、獨立非執行董事及若干高級管理人員的薪酬及花紅。

III Nomination Committee

(三) 提名委員會

The Company established the Nomination Committee in September 2005 with specific written terms of reference in accordance with the requirement of the Stock Exchange which deal clearly with its authority and duties.

本公司於二零零五年九月成立提名委員會，根據聯交所的規定，委員會具書面訂明的職權範圍，清楚說明其職權及責任。

The Nomination Committee comprises an executive director, Mr. Huang Jia Jue and two independent non-executive directors, Mr. Leung Wo Ping JP and Mr. Law Shu Sang Joseph. Mr. Law Shu Sang Joseph is the Chairman of the Nomination Committee.

其現有成員包括執行董事黃佳爵先生及兩名獨立非執行董事。梁和平先生太平紳士及羅樹生先生。羅樹生先生為提名委員會主席。

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

提名委員會的主要角色及職能包括：

- (1) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (2) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorship;

- (一) 至少每年檢討董事會的架構、人數及組成（包括技能、知識及經驗方面），並就任何為配合公司策略而擬對董事會擬作出的變動向董事會提出建議；
- (二) 物色具備合適資格可擔任董事的人士，及挑選被提名人士出任董事或向董事會提出相關建議；

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- (3) to assess the independence of the independent non-executive directors; and
- (4) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman and the Chief Executive Officer.

The Nomination Committee adopts certain criteria and procedures in the nomination of new directors. The major criteria include the candidates' professional background, especially their experience in the industry of the Group's business; their financial management experience and past track record with other similar companies; and the recommendations from the management team and other knowledgeable individuals. The Nomination Committee will shortlist the candidates and then submit to the Board for final approval.

The Nomination Committee met once in 2013. Individual attendance of each committee member is set out below:

Executive Director

Mr. Huang Jia Jue

執行董事

黃佳爵先生

1/1

Independent Non-Executive Director

Mr. Law Shu Sang Joseph (*Chairman*)

Mr. Leung Wo Ping *JP*

獨立非執行董事

羅樹生先生 (主席)

梁和平先生 *太平紳士*

1/1

1/1

During the meeting, the Nomination Committee reviewed the structure, size and composition of the Board, considered the suitability of the appointment of individuals nominated for directorship, assessed whether the independence of independent non-executive directors complied with the relevant requirements under the Listing Rules, and the suitability of the re-election of the directors who were subject to retirement and re-election at the annual general meeting.

- (三) 評核獨立非執行董事的獨立性；及

- (四) 就董事委任或重新委任以及董事 (尤其是主席及行政總裁) 繼任計劃的有關事宜向董事會提出建議。

提名委員會採用若干準則及程序以提名新董事，有關標準主要包括董事人選的專業背景，尤其是在本集團所在行業的經驗；彼等於其他類似公司工作之財務管理經驗及往績，並參考管理團隊及其他有識之士的推薦。提名委員會將選出最後人選名單，再由董事會作出最終批准。

提名委員會在二零一三年共舉行一次委員會會議。每名成員之出席會議記錄如下：

**Attended/
Eligible to attend
出席次數 / 合資格出席次數**

於會議期間，提名委員會已檢討董事會的架構、人數及組成，考慮被提名出任董事之人仕的委任是否合適，評估獨立非執行董事的獨立性是否遵守上市規則的有關要求，及確定在股東周年大會上告退及重選的董事是否適當。

INTERNAL CONTROL

The Board has overall responsibility for maintaining sound and effective internal controls to safeguard the Group's assets and shareholders' interest. The Board conducts regular review of the Group's internal control system.

The system includes a well-established organisational structure with clearly defined lines of responsibility and authority, which is designed to safeguard assets from inappropriate use, maintain proper accounts and ensure compliance with regulations. Executive management is directly responsible for implementing the strategy and policies adopted by the Board, and for all the Group's activities.

In 2013, the Company strengthened the internal control and risk management by adjusting certain critical business processes of the Group. The management team in-charge mainly focused on the improvement of the management system and workflow in the aspect of financial management and thus making the internal controls procedures in these areas more systematic and more effective.

During the year, the Group carried out an internal audit with the purpose to assess the effectiveness and to identify the related risks of the internal controls system of the Group, and to provide an independent appraisal of the Group's financial and operational activities. The findings of the internal audit were reported to the Audit Committee and the senior management concerned. Relevant personnel were responsible to follow up with the corrective actions on the report to ensure that all issues have been satisfactorily resolved.

The Board assessed the effectiveness of internal controls by considering reviews performed by the Audit Committee, executive management and external auditor. The Board believes that the present internal control system is adequate and effective.

內部監控

董事會有責任維持穩健及有效之內部監統，以保障集團之資產及股東之利益，並定期檢討該等系統之效率。

監控系統包括一個成熟的組織架構，清楚界定各部門之權力責任，用以保障資產免受不當使用，維持妥善賬目及確保規則獲得遵守。行政管理人員直接負責董事會釐訂之策略及政策，並負責集團之所有運作。

於二零一三年，本公司加強了內部監控與風險管理工作，重新整理集團若干重要業務流程。負責的管理團隊主要集中改進財務管理方面的管理制度及工作流程，促使這方面的內部監控程序更加系統化及更有成效。

年內，本集團進行了一次內部審核，目的是評核集團內部監控系統的有效程度及相關風險，及對本集團的財務及經營業務作出獨立評估。並將內部審核結果向審核委員會及有關的高級管理人員匯報，並由相關人員負責跟進報告中的糾正措施，以確保所有問題已獲得圓滿解決。

董事會通過參考由審核委員會、行政管理人員及外聘核數師進行之審閱而對內部監控之效用作出評估。董事會相信現時之內部監控系統充分及有效。

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE FUNCTIONS

The Company is committed to enhancing its corporate governance practices relevant to the model and growth of its business. In order to achieve a right balance between governance and performance, the Board is responsible for introducing and proposing relevant principles concerning corporate governance so as to enhance the standard of corporate governance of the Company. The Board is responsible for performing the corporate governance functions set out in D.3.1 of the CG Code and has established the following corporate governance duties to serve this purpose:

- (1) develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- (2) review and monitor the training and continuous professional development of directors and senior management;
- (3) review and monitor the Company's policies and practices in compliance with legal and regulatory requirements; and
- (4) review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

There was no meeting held by the Board in respect of corporate governance functions during the year ended 31 December 2013. However, the Company has from time to time provided updated information to the directors and management on the relevant rules and regulations relating to corporate governance, ensuring that they have a proper understanding of the latest development of the best corporate governance practice.

AUDITOR'S REMUNERATION

During the year, the remuneration paid to the Company's auditor, RSM Nelson Wheeler, is set out as follows:

Nature of services	服務性質	Fee paid/payable
		已付 / 應付費用 HK\$'000 千港元
Audit services	審計服務	1,800
Other services	其他服務	870
Total	總計	2,670

企業管治功能

本公司致力提升適用於其業務模式及業務增長的企業管治實踐。為求在企業管治的規範與績效之間取得均衡發展，董事會負責引進並建議有關企業管治的主要原則，致力提升本公司的企業管治水平。為達到此目的，董事會負責履行企業管治守則第D.3.1條所載企業管治職能，並已訂立以下之企業管治職責：

- (一) 制定及檢討本公司的企業管治政策及常規並向董事會提出建議；
- (二) 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- (三) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；及
- (四) 檢討本公司遵守企業管治守則之情況及企業管治報告所作之披露。

截至二零一三年十二月三十一日止年度內，董事會並沒有舉行有關企業管治功能會議。然而，本公司已不時提供有關企業管治的相關法律及法規的最新資訊予董事及管理層參考，以確保彼等對最佳企業管治常規之最新發展有適當的理解。

核數師酬金

年內，支付予本公司核數師中瑞岳華（香港）會計師事務所之酬金載列如下：

DIRECTORS' RESPONSIBILITY ON THE FINANCIAL STATEMENTS

The directors of the Company acknowledge their responsibility for preparing the financial statements for the year ended 31 December 2013, which were prepared in accordance with statutory requirements and applicable accounting standards. The directors are responsible for ensuring that appropriate accounting policies are selected and applied consistently, and that judgement and estimates made are prudent and reasonable.

In respect of code provision C.1.3 of the CG Code, directors are not aware of material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The reporting responsibilities of the external auditor on the financial statements are set out in the "Independent Auditor's Report" on pages 58 to 59.

SHAREHOLDERS' RIGHTS

The Company treats all shareholders equally and ensures that shareholders' rights are protected and every convenience is provided to exercise their rights in many ways that they should receive. The Memorandum of Association and Bye-Laws of the Company sets out the rights of our shareholders.

(1) Rights and procedures for shareholders to convene special general meeting ("SGM")

Pursuant to the Company's Bye-Laws No.58, shareholders holding not less than one-tenth of the paid-up capital of the Company and carrying the right of voting at general meetings may request the Company to convene a SGM by sending a written requisition to the Board or the Company Secretary. The objects of the meeting must be stated in the written requisition. The requisition must be signed by the requisitionists and deposited at the Company Secretary at the Company's Hong Kong Office at Room 5702-5703, 57/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong. Before convening the SGM of the Company, the request will be verified with the Company's Share Registrar in Bermuda or the Hong Kong branch Share Registrar with their confirmation that the request is proper and in order.

董事對財務報表的責任

本公司董事確認彼等負責編製截至二零一三年十二月三十一日止年度的財務報表，該等財務報表乃根據法定要求及適用會計準則編製。董事負責確保採納適當之會計政策及貫徹採用，且所作出之判斷及估計乃審慎合理。

就企業管治守則之守則條文第C.1.3條，董事並不察覺有重大不明朗事件或情況可能會嚴重影響本公司持續經營的能力。

外聘核數師有關財務報表的匯報責任載於第58至59頁的「獨立核數師報告」。

股東權利

本公司公平對待所有股東，以確保維護其權利。本公司亦提供多種便利的途徑予股東，以行使其應得的權利。本公司的組織章程大綱及公司細則已列載股東的權利。

(一) 股東召開股東特別大會（「股東特別大會」）的權利和程序

根據本公司公司細則第58條，持有不少於十分之一本公司附有股東大會投票權的繳足股本的股東可要求本公司召開股東特別大會。方法為向董事會或公司秘書發出書面要求。召開會議的目的必須載於書面要求內。該要求須由要求人簽署及送達本公司之香港辦事處（地址為香港中環金融街8號國際金融中心第二期57樓5702-5703室）交公司秘書。於召開本公司之股東特別大會前，本公司會向百慕達股份登記處或香港的股份登記分處核實該要求並須獲得股份登記處確認該要求為恰當及適當。

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If the directors do not within 21 days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, i.e. shareholders holding not less than one-twentieth of the paid-up capital of the Company, may themselves convene a meeting in accordance with the requirements and procedures set out in Sections 74(3) and 74(4) of the Bermuda Companies Act 1981 (as amended), but any meeting so convened shall not be held after the expiration of three months from the said date.

(2) Rights and procedures for shareholders to make proposals at general meetings

(i) *Rights and procedures for proposing a person for election as a director at a general meeting are as follows:*

Pursuant to the Company's Bye-Laws No.88, no person, other than a retiring director, shall, unless recommended by the Board of directors for election, be eligible for election to the office of director at any general meeting, unless notice in writing of the intention to propose that person for election as a director and notice in writing by that person of his willingness to be elected including that person's biographical details as required by Rule 13.51(2) of the Listing Rules, shall have been lodged at the Company's Hong Kong Office at Room 5702-5703, 57/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong, or at the Hong Kong branch Share Registrar provided that the minimum length of the period, during which such notice is given, shall be at least 7 days before the date of the general meeting.

If the notice is submitted after the dispatch of the notice of the general meeting appointed for such election, the period for lodgment of such notice shall commence on the day after the dispatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting.

If the notice is received less than 10 business days prior to the date of such general meeting, the Company will need to consider the adjournment of such general meeting in order to allow shareholders 14 days' notice (the notice period must include 10 business days) of the proposal.

倘董事於上述要求之送達日期二十一日內並無正式召開會議，要求人（或代表要求人總投票權超過一半以上之任何要求人，即持有本公司實繳股本不少於二十分之一之股東）可根據百慕達一九八一年公司法（經修訂）第74(3)條及第74(4)條列明之規定及程序自行召開會議，惟所召開之任何會議不得於上述日期起計三個月屆滿後舉行。

(二) 股東於股東大會提出建議的權利和程序

(i) 於股東大會提名候選董事的權利和程序如下：

根據本公司公司細則第88條，除退任董事外，任何未經董事會推薦之人士概無資格於任何股東大會上膺選董事職位，除非有關提名該人參選為董事的書面通知及獲提名人士表明有意參選的書面通知並按照上市規則第13.51(2)條規定載列其個人資料，送交本公司香港辦事處（地址為香港中環金融街8號國際金融中心第二期57樓5702-5703室）或香港的股份登記分處，惟發出有關通知之最短期間為股東大會舉行日期前最少七日。

倘於寄發為有關選舉所召開股東大會通告後收到通知，遞交上述通知的期限將於寄發為有關選舉所召開股東大會通告之翌日開始，亦不得遲於該股東大會舉行日期前七日結束。

倘於該股東大會舉行日期前少於十個營業日收到通知，為了讓股東就有關提案獲十四日通知（該通知期須包括十個營業日），本公司將需考慮舉行該股東大會之續會。

The procedures for shareholders to propose for election as a director is posted on the Company's website (www.zhuguang.com.hk).

(ii) *Rights and procedures for proposing resolution to be put forward at a general meeting are as follows:*

Pursuant to Sections 79 and 80 of the Bermuda Companies Act 1981 (as amended), (i) shareholders holding not less than one-twentieth of the total voting rights or (ii) not less than 100 shareholders, is entitled to request the Company to give shareholders notice of a resolution which is intended to be moved at the next annual general meeting ("AGM") or SGM. A written notice to that effect signed by the requisitionists with contact information must be deposited at the Company's Hong Kong Office at Room 5702-5703, 57/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong. (addressed to the Company Secretary). The notice shall contain, inter alia, a description of the proposed resolution desired to be put forward at the meeting, the reasons for such a proposal and any material interest of the proposing shareholder in such a proposal. The request will be verified with the Company's Share Registrar in Bermuda or the Hong Kong branch Share Registrar and upon their confirmation that the request is proper and in order, the Company Secretary will ask the Board to include the resolution in the agenda for the general meeting.

The notice period to be given to all the shareholders for consideration of the proposal raised by the shareholders concerned at AGM or SGM varies according to the nature of the proposal, details are as follows:

- At least 14 days' notice (the notice period must include 10 business days) in writing if the proposal constitutes an ordinary resolution of the Company in SGM.

本公司股東提名候選董事之程序刊載於本公司的網站 (www.zhuguang.com.hk)。

(ii) **於股東大會上提呈動議決議案的權利和程序如下：**

根據百慕達一九八一年公司法（經修訂）第79條及80條，(i)持有總表決權不少於二十分之一之股東或(ii)不少於一百名股東，有權向公司提出書面請求，要求公司就擬於下屆股東周年大會（「股東周年大會」）或股東特別大會上動議的決議案向股東發出通知。提出該請求之股東需在將已簽署之書面通知及聯絡資料，送交本公司之香港辦事處（地址為香港中環金融街8號國際金融中心第二期57樓5702-5703室）公司秘書收。該通知須載有（其中包括）擬於股東大會上提呈之決議案之詳情、提呈該決議案之原因及提出有關決議案之股東於該建議中之任何重大利益。本公司會向百慕達股份登記處或香港的股份登記分處核實該要求，於獲得股份登記處確認該要求為恰當及適當後，公司秘書將要求董事會在股東大會的議程內加入有關決議案。

就上述股東提出於股東周年大會或股東特別大會考慮之提案而向全體股東發出通告之通知期因應提案之性質有所不同，詳情如下：

- 倘有關提案構成本公司股東特別大會之普通決議案，則須至少十四日之書面通知（通知期須包括十個營業日）

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- At least 21 days' notice (the notice period must include 20 business days) in writing if the proposal constitutes an ordinary resolution of the Company in AGM or a special resolution of the Company in AGM or SGM.

In the event of failure in serving the notice to the Company by the requisitioner within reasonable time, the Company reserves the right to claim from the requisitioner any expenses incurred by the Company in serving the notice of the resolution and circulating the statement given by that requisitioner to all shareholders in accordance with the requirements under the Listing Rules (unless the Company otherwise resolves).

The rights and procedures for proposing resolution to be put forward by shareholders at a general meeting is posted on the Company's website (www.zhuguang.com.hk).

(3) Procedures to send enquiries to the Board

Any enquiry is welcome to be presented to the Board by shareholders and any proposal relating to the business, strategy and management of the Company is welcome to be presented at general meeting for review and discussion. It can be submitted in writing with contact information and deposited at the Company Secretary at the Company's Hong Kong Office at Room 5702-5703, 57/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong.

COMPANY SECRETARY

Pursuant to the requirements of Rule 3.29 of the Listing Rules, the Company Secretary of the Company, Mr. Ng Hoi Leung, Leo confirmed that he had taken no less than 15 hours of relevant professional training during the year ended 31 December 2013.

MEMORANDUM OF ASSOCIATION AND BYE-LAWS

During the year, the Company has not made any changes to its Memorandum of Association and Bye-Laws. An up-to-date version of the Memorandum of Association and Bye-Laws is available on the websites of the Stock Exchange (www.hkexnews.hk) and of the Company (www.zhuguang.com.hk).

- 倘有關提案構成本公司股東周年大會之普通決議案，或不論是本公司股東特別大會或股東周年大會之特別決議案，則須至少二十一日之書面通知（通知期須包括二十個營業日）

倘請求人未能於合理時間內將通知送達本公司，而引致本公司就根據上市條例要求而向所有股東發出決議案通知及傳閱該請求人提交的陳述書所作出的任何費用，本公司保留向該請求人申索的權利（除本公司另有決議）。

股東於股東大會上提呈動議決議案的權利和程序刊載於本公司網站 (www.zhuguang.com.hk)。

(三) 向董事會提出查詢的程序

本公司歡迎股東就有關問題向董事會作出查詢，並歡迎股東提呈有關本公司業務、策略及管理之建議於股東大會上討論。股東可以書面方式連同聯絡資料送交本公司之香港辦事處（地址為香港中環金融街8號國際金融中心第二期57樓5702-5703室）交由公司秘書處理。

公司秘書

根據上市規則第3.29條的規定，本公司之公司秘書吳海良先生確認於截至二零一三年十二月三十一日止年度內已接受不少於十五小時之相關專業培訓。

組織章程大綱及公司細則

年內，本公司並無對其組織章程大綱及公司細則作出任何變動。組織章程大綱及公司細則的最新版本可在聯交所網站 (www.hkexnews.hk) 及本公司網站 (www.zhuguang.com.hk) 查閱。

COMMUNICATION WITH SHAREHOLDERS 與股東的溝通

The Board recognizes the importance of good communication with shareholders. Information in relation to the Company is disseminated to shareholders in a timely manner through a number of formal channels, which include interim and annual reports, announcements and circulars. Such published documents together with the latest corporate information are also made available on the website of the Company (www.zhuguang.com.hk).

The AGM of the Company provides a useful platform for shareholders to exchange views with the Board. The Chairman of the Board and the Chairman of each committee are available at the AGM to answer questions from shareholders in respect of the matters that they are responsible and accountable for. The external auditor is also available at the AGM to assist the directors in addressing any relevant queries by shareholders. To ensure the Board is maintaining an on-going dialogue with shareholders, shareholders are encouraged to attend the AGM or other general meetings of the Company. The AGM notice is sent to shareholders at least 20 clear business days before the AGM. The notice is also published on the websites of the Stock Exchange (www.hkexnews.hk) and of the Company (www.zhuguang.com.hk). Separate resolutions are proposed at the general meetings on each substantially separate issue. A shareholder is permitted to appoint any number of proxies to attend and vote on his behalf. All resolutions put forward at shareholders' meetings will be voted by poll pursuant to the Listing Rules and the poll voting results will be posted on the websites of the Stock Exchange and of the Company immediately after the relevant general meetings.

To ensure effective communication with the shareholders, the Company highly values any opinion from shareholders. Comments and suggestions are welcomed and can be addressed to the Company by mail to the Company's Hong Kong Office at Room 5702-5703, 57/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong.

董事會深明與股東保持良好聯繫之重要性。有關本公司之資料乃及時透過多種正式途徑向股東傳達，包括中期報告及年報、公告及通函。該等刊載文件連同最近期之公司資料亦已於本公司網站(www.zhuguang.com.hk)登載。

本公司股東周年大會為股東提供與董事會交換意見的有用平台。本公司董事會主席及各委員會主席均會出席股東周年大會，並回應股東就彼等負責之事宜所作出之提問。外聘核數師亦會出席股東周年大會以協助董事回應股東任何有關提問。為確保董事會與股東持續保持對話，歡迎股東出席本公司股東周年大會或其他股東大會。股東周年大會通告於該股東周年大會舉行日期前至少二十個營業日發送給股東。通告亦會於聯交所網站(www.hkexnews.hk)及本公司網站(www.zhuguang.com.hk)登載。本公司須就每項實際獨立的事宜於股東大會上以個別決議案提呈。股東可委派任何數目之代表出席大會及代其投票。根據上市規則，所有在股東大會提呈的決議案均將以按股數投票方式表決，且投票表決結果將緊隨有關股東大會召開後於聯交所網站及本公司網站登載。

本公司十分重視股東的意見以確保與股東保持有效的溝通。如有意見和建議，歡迎來信到本公司之香港辦事處（地址為香港中環金融街8號國際金融中心第二期57樓5702-5703室）。

DIRECTORS' REPORT

董事會報告書

The directors herein submit their report together with the audited consolidated financial statements of the Group for the year ended 31 December 2013.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The activities of its principal subsidiaries are set out in note 47 to the financial statements.

SEGMENT INFORMATION

An analysis of the performance of the Group by principal activities is set out in note 9 to the financial statements.

DIVIDENDS

The directors do not recommend the payment of any dividend for the year 2013 (2012: nil).

FIVE-YEAR FINANCIAL SUMMARY

A five year financial summary of the Group is set out on page 181.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2013 and the state of affairs of the Group are set out in the financial statements on pages 60 to 180.

RESERVES

Movements in reserves of the Group during the year is set out in the financial statements on page 64.

DISTRIBUTABLE RESERVES OF THE COMPANY

As at 31 December 2013, the Company's reserves available for distribution, computed in accordance with the Companies Act 1981 of Bermuda (as amended) was nil (2012: HK\$746,494,000).

DONATIONS

No donations were made to charities by the Group during the year (2012: nil).

董事會謹提呈本集團截至二零一三年十二月三十一日止年度之董事會報告書及經審核綜合財務報表。

主要業務

本公司為一間投資控股公司，其主要附屬公司之業務載列於財務報表附註47。

分部資料

本集團以主要業務分類之業務分析載列於財務報表附註9。

股息

董事建議二零一三年度不派發任何股息（二零一二年：無）。

五年財務概要

本集團之五年財務概要載於第181頁。

業績及分配

本集團截至二零一三年十二月三十一日止年度之業績及本集團之財務狀況載列於財務報表第60至180頁。

儲備

本集團於年內之儲備變動載列於財務報表第64頁。

本公司可分派儲備

於二零一三年十二月三十一日，根據百慕達一九八一年公司法例（經修訂）之規定計算，本公司無可供分派儲備（二零一二年：746,494,000港元）。

慈善捐款

本年度本集團並無作出任何慈善捐款（二零一二年：無）。

PROPERTY, PLANT AND EQUIPMENT

Movements in property, plant and equipment of the Group during the year is set out in note 18 to the financial statements.

INVESTMENT PROPERTIES

Movements in investment properties of the Group during the year are set out in note 20 to the financial statements. Particulars of investment properties of the Group are set out on page 182.

INVENTORIES

Inventories consist of properties for sale under development and properties held for sale. Movements in inventories of the Group during the year are set out in note 23 to the financial statements. Particulars of the properties of the Group are set out on pages 182 to 184.

SHARE CAPITAL

Details of share capital of the Company are set out in note 38 to the financial statements.

BORROWINGS

Particulars of the bank loans and other borrowings of the Group as at 31 December 2013 are set out in note 34 to the financial statements. Particulars of the finance lease payables of the Group as at 31 December 2013 are set out in note 35 to the financial statements.

INTEREST CAPITALISED

Interest capitalised by the Group during the year amounted to approximately HK\$96,965,000 (2012: HK\$8,309,000). Details of which are set out in note 11 to the financial statements.

RETIREMENT BENEFITS SCHEME

The Group contributes to defined contribution retirement schemes which are available to all employees.

EVENTS AFTER THE REPORTING PERIOD

Details of the events after the reporting period are set out in note 48 to the financial statements.

物業、廠房及設備

本集團於年內之物業、廠房及設備變動載列於財務報表附註18。

投資物業

本集團於年內之投資物業變動，載列於財務報表附註20。本集團之投資物業資料載列於第182頁。

存貨

存貨分為發展中待售物業及待售物業。本集團於年內之存貨變動載列於財務報表附註23。本集團之物業概要載列於第182至184頁。

股本

本公司之股本詳情載列於財務報表附註38。

借貸

截至二零一三年十二月三十一日，本集團之銀行貸款及其他借款之情況載列於財務報表附註34。本集團於二零一三年十二月三十一日之融資租賃應付款之情況載列於財務報表附註35。

撥作資本之利息

年內，本集團撥作資本之利息約為96,965,000港元（二零一二年：8,309,000港元）。詳情載列於財務報表附註11。

退休金計劃

本集團為所有僱員提供定額供款退休計劃。

結算日後事項

結算日後事項之詳情載於財務報表附註48。

DIRECTORS' REPORT

董事會報告書

MAJOR CUSTOMERS AND SUPPLIERS

The information on turnover and purchases attributable to the major customers and suppliers of the Group for the year is as follows:

		2013 二零一三年 %	2012 二零一二年 %
Turnover	營業額		
The largest customer	最大客戶	29	14
Five largest customers in aggregate	五大客戶總額	31	18
Purchases	採購		
The largest supplier	最大供應商	28	31
Five largest suppliers in aggregate	五大供應商總額	80	81

None of the directors and their associates or any shareholder (who to the best knowledge of the directors, own more than 5% of the Company's share capital) had interest in the above customers and suppliers at any time during the year.

DIRECTORS

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

Mr. Chu Hing Tsung (alias Mr. Zhu Qing Yi)
Mr. Chu Muk Chi (alias Mr. Zhu La Yi)
Mr. Liao Tengjia
Mr. Huang Jia Jue
Mr. Leung Wo Ping *JP**
Mr. Law Shu Sang Joseph *
Mr. Wong Chi Keung *

* *Independent non-executive director*

Mr. Chu Muk Chi, Mr. Liao Tengjia and Mr. Leung Wo Ping *JP** will retire from office by rotation at the forthcoming annual general meeting in accordance with Bye-Laws No.87 of the Company and being eligible, will offer themselves for re-election.

主要客戶及供應商

本集團主要客戶及供應商於本年度佔本集團營業額及採購之詳情如下：

		2013 二零一三年 %	2012 二零一二年 %
Turnover	營業額		
The largest customer	最大客戶	29	14
Five largest customers in aggregate	五大客戶總額	31	18
Purchases	採購		
The largest supplier	最大供應商	28	31
Five largest suppliers in aggregate	五大供應商總額	80	81

概無本公司董事及其聯繫人士，或任何股東（據董事所知擁有本公司5%以上之股本）於本年度任何時間擁有上述客戶及供應商之權益。

董事

本年度及截至本報告日期止，本公司之董事為：

朱慶淞先生（又名朱慶伊先生）
朱沐之先生（又名朱拉伊先生）
廖騰佳先生
黃佳爵先生
梁和平先生 *太平紳士**
羅樹生先生*
黃之強先生*

* *獨立非執行董事*

根據本公司之公司細則第87條，朱沐之先生、廖騰佳先生及梁和平先生 *太平紳士** 於即將召開之股東周年大會上輪值告退，惟願意膺選連任。

CHANGES IN INFORMATION OF DIRECTORS

Pursuant to Rule 13.51 (B) of the Listing Rules, there are changes in the information required to be disclosed pursuant to paragraph (a) to (e) and (g) of Rule 13.51 (2) of the Listing Rules during the course of the directors' term of office. Mr. Wong Chi Keung, an independent non-executive director of the Company, is also an independent non-executive director of First Natural Foods Holdings Limited ("First Natural Foods", Stock Code: 1076), a company listed on the Main Board of the Stock Exchange. He resigned as independent non-executive director with effective from 21 November 2013.

Save as disclosed above, there are no other matters that need to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

DIRECTORS' SERVICE CONTRACTS

None of the directors proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable within one year without payment of compensation other than statutory compensation.

DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS

Details of the directors' emoluments and those of the five highest paid individuals of the Group for the year ended 31 December 2013 are set out in note 14 to the financial statements.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS OR SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES

As at 31 December 2013, the interests and short positions of the directors or chief executives of the Company in the shares and underlying shares (as the case may be) of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which was 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 and short positions which

董事資料變動

根據上市規則第13.51(B)條，董事在任期間資料有變，須根據上市規則第13.51(2)條(a)至(e)及(g)段予以披露。本公司獨立非執行董事黃之強先生亦為第一天然食品有限公司（「第一天然食品」，於聯交所主板上市之公司，股份代號：1076）之獨立非執行董事。自二零一三年十一月二十一日起，彼辭任獨立非執行董事。

除上述所披露外，根據上市規則第13.51B(1)條，並無其他資料需要作出披露。

董事之服務合約

於即將召開之股東周年大會膺選連任之董事並無與本公司或其任何附屬公司訂立任何服務合約規定一年內終止合約時須作出賠償（法定賠償除外）。

董事之酬金及五名最高薪人士

有關截至二零一三年十二月三十一日止年度董事之酬金及本集團五名最高薪人士之酬金的詳情載列於財務報表附註14。

董事及最高行政人員於股份及相關股份的權益與淡倉

於二零一三年十二月三十一日，本公司之董事或最高行政人員於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部分）之股份及相關股份（視情況而定）中擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之權益或淡倉（包括任何有關董事或最高行政人員根據證券及期貨條

DIRECTORS' REPORT 董事會報告書

any such director or chief executive is taken or deemed to have under such provisions of the SFO) or which was required to be entered into the register required to be kept by the Company pursuant to section 352 of the SFO or which was otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as contained in Appendix 10 of the Listing Rules:

(i) Interest and short position in shares

Name of director of the Company	Nature of interest	Total number of shares	Approximate percentage of total issued shares
本公司董事姓名	權益性質	股份總數	佔已發行股份總數之概約百分比
Mr. Liao Tengjia 廖騰佳先生	Interest of a controlled corporation 受控制法團之權益	2,470,018,000 (L) 174,528,079 (S)	58.47% (L) 4.13% (S)
Mr. Chu Hing Tsung 朱慶崧先生	Interest of a controlled corporation 受控制法團之權益	2,470,018,000 (L) 174,528,079 (S)	58.47% (L) 4.13% (S)

(L) Long position
(S) Short position

Note: Rong De Investments Limited ("Rong De") is legally and beneficially owned as to 36.00% by Mr. Liao Tengjia and as to 34.06% by Mr. Chu Hing Tsung. Mr. Liao Tengjia and Mr. Chu Hing Tsung are deemed to be interested in the 2,470,018,000 shares beneficially owned by Rong De under the SFO. To the best knowledge of the Directors, among the shares held by Rong De, (i) 458,000,000 shares, 465,000,000 shares and 1,200,000,000 shares have been pledged by Rong De to 中國華融資產管理股份有限公司(廣東省)分公司(「中國華融」), Shoreline Value 1, Limited ("Shoreline") and The Bank of New York Mellon, Hong Kong Branch ("BNY HK") and Shoreline has the right to convert the loan secured by the said 465,000,000 shares into 70,528,079 shares pursuant to the relevant loan agreement; and (ii) pursuant to the stock borrowing agreement entered into between Rong De and Senior Note Investors ("Note Investors"), the Note Investors have the right to borrow 104,000,000 shares in aggregate from Rong De.

例之該等條文被當作或視為擁有之權益及淡倉)；或須根據證券及期貨條例第352條記入由本公司存置之登記冊之權益或淡倉；或須根據上市規則附錄十所載之上市公司董事進行證券交易的標準守則(「標準守則」)知會本公司及聯交所之權益或淡倉如下：

(i) 於股份之權益及淡倉

(L) 好倉
(S) 淡倉

附註：融德投資有限公司(「融德」)分別由廖騰佳先生及朱慶崧先生合法實益擁有36.00%及34.06%權益。根據證券及期貨條例，廖騰佳先生及朱慶崧先生均被視為於融德實益擁有之2,470,018,000股股份中擁有權益。據董事所知，於融德擁有之股份中，(i) 458,000,000股、465,000,000股及1,200,000,000股股份已由融德分別質押予中國華融資產管理股份有限公司(廣東省)分公司(「中國華融」)、Shoreline Value 1, Limited(「Shoreline」)及The Bank of New York Mellon, Hong Kong Branch(「BNY HK」)，且根據相關貸款協議，Shoreline有權將上述465,000,000股股份所抵押之貸款轉換為70,528,079股股份；及(ii)根據融德與優先票據投資者(「票據投資者」)簽訂之借股協議，融德借予票據投資者合共104,000,000股股份。

(ii) Interest in shares of the Company's associated corporation

(ii) 於本公司相聯法團股份之權益

Name of director of the Company	Name of associated corporation	Nature of interest	Total number of shares	Approximate percentage of total issued share capital of the associated corporation
本公司董事姓名	相聯法團名稱	權益性質	股份總數	佔相聯法團已發行股本總數之概約百分比
Mr. Liao Tengjia 廖騰佳先生	Rong De 融德	Beneficial owner 實益擁有人	71,992	36.00%
Mr. Chu Hing Tsung 朱慶崧先生	Rong De 融德	Beneficial owner 實益擁有人	68,120	34.06%
Mr. Chu Muk Chi 朱沐之先生	Rong De 融德	Beneficial owner 實益擁有人	59,888	29.94%

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in notes 25(b)(i) and 46 to the financial statements, no other contracts of significance to which the Company or any of its subsidiaries was a party and in which a director had a material interest subsisted, either directly or indirectly at any time during the year.

董事於合約之權益

除了於財務報表附註25(b)(i)及46披露者外，於本年內任何時間，概無任何董事於本公司或其任何附屬公司所訂立之其他重大合約中直接或間接擁有重大權益。

DIRECTORS' REPORT

董事會報告書

COMPETING INTERESTS

Pursuant to Rule 8.10 of the Listing Rules, during the year and as at 31 December 2013, Mr. Liao Tengjia and Mr. Huang Jia Jue, the executive directors of the Company, were interested as directors in companies that are engaged in the businesses of property development, investment and property rental in the PRC (the "Competing Businesses"). As such, they were regarded as being interested in such Competing Businesses, which competed or might compete with the Group. However, as the above directors cannot control the Board, and a director who has material interest in a subject matter to be resolved will abstain from voting in the Board meeting concerned, the interests of the above directors in the Competing Businesses will not prejudice their capacity as director nor compromise the interests of the Group and the shareholders.

Other than as disclosed above, none of the directors or any of their respective associates of the Company were interested in any business apart from the Company's business, which competed or was likely to compete, either directly or indirectly, with the Company's business.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES

As at 31 December 2013, as far as the directors were aware, the following persons (other than the directors and chief executive of the Company) had interests and short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Part XV of the SFO and required to be recorded in the register required to be kept under Section 336 of the SFO as follows:

競爭權益

本年度內及於二零一三年十二月三十一日，根據上市規則第8.10條，本公司執行董事廖騰佳先生及黃佳爵先生以董事身份於從事中國物業發展、投資及物業租賃業務（簡稱「競爭業務」）的公司中擁有權益。因此，彼等被視為於與本集團構成競爭或可能構成競爭之競爭業務擁有權益。然而，由於上述董事未能夠控制董事會，而對某待處理事項有重大利益的董事將於董事會會議上投棄權票，因此，上述董事在競爭業務的權益將不會影響其作為董事的身份或損害本集團和股東的利益。

除上文披露外，概無董事或彼等各自的聯繫人士於與本公司業務直接或間接構成競爭或可能構成競爭之任何業務中擁有權益。

主要股東及其他人士於股份及相關股份的權益與淡倉

據董事所知，於二零一三年十二月三十一日，以下人士（本公司董事及最高行政人員除外）於本公司股份及相關股份中擁有根據證券及期貨條例第XV部的規定需要向本公司披露及根據證券及期貨條例第336條規定須在存置之登記冊中所記錄之權益及淡倉如下：

Name of shareholder 股東名稱	Notes 附註	Nature of interest 權益性質	Number of ordinary shares 普通股數目	Approximate percentage 概約百分比	Number of underlying shares 相關股份數目	Approximate percentage 概約百分比
Rong De 融德	1	Beneficial owner 實益擁有人	2,470,018,000 (L) 174,528,079 (S)	58.47% 4.13%	—	—
Central Huijin Investment Limited ("Central Huijin") 中央滙金投資有限責任公司 (「中央滙金」)	2,3,4	Interest of a controlled corporation 受控制法團之權益	1,303,874,862 (L) 103,874,862 (S)	30.87% 2.46%	58,437,266(L) 58,437,266(S)	1.38% 1.38%
Agricultural Bank of China Limited ("ABCL") 中國農業銀行股份有限公司 (「中國農業銀行」)	2	Interest of a controlled corporation 受控制法團之權益	1,231,200,000 (L) 31,200,000 (S)	29.15% 0.73%	41,249,834(L) 41,249,834(S)	0.98% 0.98%
ABC International Holdings Limited ("ABCIH") 農銀國際控股有限公司 (「農銀國際」)	2	Interest of a controlled corporation 受控制法團之權益	1,231,200,000 (L) 31,200,000 (S)	29.15% 0.73%	41,249,834(L) 41,249,834(S)	0.98% 0.98%
ABC Investment Management Limited ("ABCIM") 農銀國際投資管理有限公司 (「農銀國際投資管理」)	2	Interest of a controlled corporation 受控制法團之權益	1,231,200,000 (L) 31,200,000 (S)	29.15% 0.73%	41,249,834(L) 41,249,834(S)	0.98% 0.98%
Silver Bloom Investments Limited ("Silver Bloom")	2	Security interest 抵押權益 Beneficial owner 實益擁有人	1,200,000,000 (L) 31,200,000 (L) 31,200,000 (S)	28.41% 0.73% 0.73%	— 41,249,834(L) 41,249,834(S)	— 0.98% 0.98%
Ministry of Finance of the People's Republic of China ("MOF") 中華人民共和國財政部 (「財政部」)	2	Interest of a controlled corporation 受控制法團之權益	1,231,200,000 (L) 31,200,000 (S)	29.15% 0.73%	41,249,834(L) 41,249,834(S)	0.98% 0.98%
China Construction Bank Corporation ("CCB") 中國建設銀行股份有限公司 (「中國建設銀行」)	3	Interest of a controlled corporation 受控制法團之權益	1,224,374,972 (L) 24,374,974 (S)	28.99% 0.58%	17,187,432(L) 17,187,432(S)	0.41% 0.41%
ICBC International Holdings Limited ("ICBCIH") 工銀國際控股有限公司 (「工銀國際」)	4	Interest of a controlled corporation 受控制法團之權益	1,248,299,890 (L) 48,299,890 (S)	29.55% 1.14%	— —	— —

DIRECTORS' REPORT

董事會報告書

Name of shareholder 股東名稱	Notes 附註	Nature of interest 權益性質	Number of ordinary shares 普通股數目	Approximate percentage 概約百分比	Number of underlying shares 相關股份數目	Approximate percentage 概約百分比
The Bank of New York Mellon Corporation ("BNY")	5	Security interest 抵押權益	1,200,000,000 (L)	28.41%	—	—
China Orient Asset Management Corporation ("COAM") 中國東方資產管理公司 (「東方資產」)	1,6	interest of a controlled corporation 受控制法團之權益	136,224,629 (L)	3.22%	136,224,629(L)	3.22%
		Security interest 抵押權益	465,000,000 (L)	11.01%	—	—
Cheung Fong Wing 張芳榮	7	Interest of controlled corporation 受控制法團之權益	558,000,000 (L)	13.21%	—	—
Quan Xing Holdings Limited ("Quan Xing") 荃興控股有限公司 (「荃興」)	7	Beneficial owner 實益擁有人	558,000,000 (L)	13.21%	—	—
中國華融資產管理股份有限公司 (廣東省) 分公司 (「中國華融」)	1	Security interest 抵押權益	458,000,000 (L)	10.84%	—	—

(L) Long position

(S) Short position

(L) 好倉

(S) 淡倉

Note:

附註:

(1) To the best knowledge of the Directors, among the shares owned by Rong De, (i) 458,000,000 shares, 465,000,000 shares and 1,200,000,000 shares have been pledged by Rong De to 中國華融, Shoreline and BNY HK and Shoreline has the right to convert the loan secured by the said 465,000,000 shares into 70,528,079 shares pursuant to the relevant loan agreement; and (iii) pursuant to the stock borrowing agreement entered into between Rong De and Note Investors, the Note Investors have the right to borrow 104,000,000 shares in aggregate from Rong De.

(1) 據董事所知，於融德持有之股份中，(i) 458,000,000股、465,000,000股及1,200,000,000股股份已由融德分別質押予中國華融、Shoreline及BNY HK，且根據相關貸款協議，Shoreline有權將上述465,000,000股股份所抵押之貸款轉換為70,528,079股股份；及(ii)根據融德與票據投資者簽訂之借股協議，融德借予票據投資者合共104,000,000股股份。

(2) According to the disclosure of interest notices filed by Central Huijin and MOF on 9 January 2014 and 8 January 2014 respectively, Silver Bloom held direct interest in the shares and underlying shares of the Company. Silver Bloom is a wholly-owned subsidiary of ABCIIM. ABCIIM is a wholly-owned subsidiary of ABCIH. ABCIH is a wholly-owned subsidiary of ABCL. ABCL was in turn owned as to 40.28% by Central Huijin and as to 39.21% by MOF. Accordingly, ABCIIM, ABCIH, ABCL, Central Huijin and MOF are deemed to be interested in these shares of the Company by virtue of the provisions of the SFO.

(2) 根據中央滙金及財政部分別於二零一四年一月九日及二零一四年一月八日存檔之權益披露通知，Silver Bloom持有本公司股份及相關股份之直接權益。Silver Bloom為農銀國際投資管理之全資附屬公司。農銀國際投資管理為農銀國際之全資附屬公司。農銀國際為中國農業銀行之全資附屬公司。中央滙金及財政部分別擁有中國農業銀行之40.28%及39.21%權益。因此，根據證券及期貨條例之條文，農銀國際投資管理、農銀國際、中國農業銀行、中央滙金及財政部被視為於本公司之該等股份中擁有權益。

(3) According to the disclosure of interest notice filed by CCB on 8 January 2014, Design Time Limited held direct interest in the shares and underlying shares of the Company, and is a wholly-owned subsidiary of CCBI Investments Limited (“CCBII”). CCBII is a wholly-owned subsidiary of CCB International (Holdings) Limited (“CCBIH”). CCBIH is a wholly-owned subsidiary of CCB Financial Holdings Limited (“CCBFH”). CCBFH is a wholly-owned subsidiary of CCB International Group Holdings Limited (“CCBIG”). CCBIG is a wholly-owned subsidiary of CCB. According to the disclosure of interest notice filed by Central Huijin on 9 January 2014, CCB is owned as to 57.26% by Central Huijin. Accordingly, CCBII, CCBIH, CCBFH, CCBIG, CCB and Central Huijin are deemed to be interested in these shares of the Company by virtue of the provisions of the SFO.

(4) According to the disclosure of interest notice filed by ICBCIH on 15 October 2013, Fine Process Limited held direct interest in the shares and underlying shares of the Company and is a wholly-owned subsidiary of ICBC International Investment Management Limited (“ICBCIIM”). ICBCIIM is a wholly-owned subsidiary of ICBCIH. ICBCIH is a wholly-owned subsidiary of Industrial and Commercial Bank of China Limited (“ICBC”). According to the disclosure of interest notice filed by Central Huijin on 9 January 2014, ICBC is owned as to 35.36% by Central Huijin. Accordingly, ICBCIIM, ICBCIH, ICBC and Central Huijin are deemed to be interested in these shares of the Company by virtue of the provisions of the SFO.

(5) According to the disclosure of interest notice filed by BNY on 17 October 2013, BNY HK held direct interest in the shares of the Company and is wholly-owned by BNY.

(6) According to the disclosure of interest notice filed by COAM on 7 January 2014, Shoreline held direct interest in the 575,099,734 shares of the Company and is a wholly-owned subsidiary of China Orient Asset Management (International) Holding Limited (“COAM International”), which is held as to 50% by Wise Leader Assets Limited (“Wise Leader”) and as to 50% by Dong Yin Development (Holdings) Limited (“Dong Yin”). Wise Leader is held as to 100% by Dong Yin and Dong Yin is a wholly-owned subsidiary of COAM. Accordingly, COAM International, Wise Leader, Dong Yin and COAM are deemed to be interested in the shares of the Company held by Shoreline by virtue of the provisions of the SFO.

According to the disclosure of interest notice filed by COAM on 7 January 2014, Bright Creation Investment Limited held direct interest in 26,124,895 shares of the Company and is also a wholly-owned of COAM International. Accordingly, COAM International, Wise Leader, Dong Yin and COAM are deemed to be interested in the shares of the Company held by Bright Creation Investment Limited by virtue of the provisions of the SFO.

(3) 根據中國建設銀行於二零一四年一月八日存檔之權益披露通知，Design Time Limited持有本公司股份及相關股份之直接權益，並為CCBI Investments Limited(「CCBII」)之全資附屬公司。CCBII為建銀國際(控股)有限公司(「建銀國際」)之全資附屬公司。建銀國際為建行金融控股有限公司(「建行金融控股」)之全資附屬公司。建行金融控股為建行國際集團控股有限公司(「建行國際集團」)之全資附屬公司。建行國際集團為中國建設銀行之全資附屬公司。根據中央匯金於二零一四年一月九日存檔之權益披露通知，中央匯金擁有中國建設銀行之57.26%權益。因此，根據證券及期貨條例之條文，CCBII、建銀國際、建行金融控股、建行國際集團、中國建設銀行及中央匯金被視為於本公司之該等股份中擁有權益。

(4) 根據工銀國際於二零一三年十月十五日存檔之權益披露通知，Fine Process Limited持有本公司股份及相關股份之直接權益，並為ICBC International Investment Management Limited(「ICBCIIM」)之全資附屬公司。ICBCIIM為工銀國際之全資附屬公司。工銀國際為中國工商銀行股份有限公司(「中國工商銀行」)之全資附屬公司。根據中央匯金於二零一四年一月九日存檔之權益披露通知，中央匯金擁有中國工商銀行之35.36%權益。因此，根據證券及期貨條例之條文，ICBCIIM、工銀國際、中國工商銀行及中央匯金被視為於本公司之該等股份中擁有權益。

(5) 根據BNY於二零一三年十月十七日存檔之權益披露通知，BNY HK持有本公司股份之直接權益，並由BNY全資擁有。

(6) 根據東方資產於二零一四年一月七日存檔之權益披露通知，Shoreline持有本公司575,099,734股股份之直接權益，並為中國東方資產管理(國際)控股有限公司(「東方資產國際」)之全資附屬公司，而Wise Leader Assets Limited(「Wise Leader」)及東銀發展(控股)有限公司(「東銀」)分別持有東方資產國際50%及50%權益。東銀持有Wise Leader 100%權益，而東銀為東方資產之全資附屬公司。因此，根據證券及期貨條例之條文，東方資產國際、Wise Leader、東銀及東方資產被視為於Shoreline持有之本公司股份中擁有權益。

根據東方資產於二零一四年一月七日存檔之權益披露通知，佳創意投資有限公司持有本公司26,124,895股股份之直接權益，亦為東方資產國際之全資附屬公司。因此，根據證券及期貨條例之條文，東方資產國際、Wise Leader、東銀及東方資產被視為於佳創意投資有限公司持有之本公司股份中擁有權益。

DIRECTORS' REPORT

董事會報告書

- (7) Quan Xing was the beneficial owner of these shares of the Company, which is wholly-owned by Mr. Cheung Fong Wing. Accordingly, Mr. Cheung Fong Wing is deemed to be interested in these shares of the Company by virtue of the provisions of the SFO.
- (8) For the purpose of this section, the shareholding percentage in the Company is calculated on the basis of 4,224,118,458 shares in issue.

Save as disclosed above, so far as known to the directors, the Company had not been notified of any interests or short positions in the shares and underlying shares as recorded in the register required to be kept by the Company under section 336 of the SFO.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive directors to be independent.

RELATED PARTY AND CONNECTED TRANSACTIONS

Details of related party transactions of the Group are set out in notes 25(b)(i), 25(c), 33, 34(b)(vii) and (viii), 34(c), 34(d)(ii), (iii) and (iv), 41 and 46 to the financial statements.

There were no transactions required to be disclosed as non-exempt connected transactions or non-exempt continuing connected transactions in accordance with the Listing Rules during the year ended 31 December 2013 excepted for the transaction with Rong De on 18 October 2013, details have been disclosed in notes 25(b)(i). The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's bye-laws or the law in Bermuda.

PURCHASE, SALE OR REDEMPTION OF SHARES

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

- (7) 荃興為本公司該等股份之實益擁有人，而其由張芳榮先生全資擁有。因此，根據證券及期貨條例之條文，張芳榮先生被視為於本公司之該等股份中擁有權益。

- (8) 就本節而言，於本公司之持股百分比乃以4,224,118,458股已發行股份為基準計算。

除上文所披露者外，就董事所知，本公司並無接獲任何知會於股份及相關股份中擁有本公司根據證券及期貨條例第336條須存置之登記冊所記錄之任何權益或淡倉。

獨立非執行董事的獨立性

本公司已收到各獨立非執行董事根據上市規則第3.13條就其身份之獨立性發出之年度確認函。本公司認為所有獨立非執行董事確屬獨立。

關聯方及關連交易

本集團之關聯方交易詳情載於財務報表附註25(b)(i)、25(c)、33、34(b)(vii)及(viii)、34(c)、34(d)(ii)、(iii)及(iv)、41及46。

截至二零一三年十二月三十一日止年度內，概無交易按照上市規則須作為不獲豁免關連交易或不獲豁免持續關連交易予以披露，惟於二零一三年十月十八日與融德的交易除外，詳細資料已於附註25(b)(i)披露。本公司已遵守上市規則第14A章的披露規定。

優先購買權

本公司之公司細則或百慕達法例概無優先購買權之條款。

購買、出售或贖回股份

於截至二零一三年十二月三十一日止年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司之任何股份。

MANAGEMENT DISCUSSION AND ANALYSIS

A management discussion and analysis of the Group's annual results is shown on pages 6 to 23.

CORPORATE GOVERNANCE REPORT

A corporate governance report is shown on pages 27 to 45.

AUDIT COMMITTEE

The Audit Committee of the Company comprises three independent non-executive directors. The committee has reviewed the accounting principles and practice adopted by the Group and discussed with the management issues regarding auditing, internal control and financial reporting matters including the review of the Company's audited results for the year ended 31 December 2013.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of its directors, the directors confirmed that the Company has maintained the amount of public float as required under the Listing Rules during the year and up to the date of this report.

AUDITOR

A resolution for re-appointment of RSM Nelson Wheeler as auditor of the Company is to be proposed at the forthcoming annual general meeting.

By Order of the Board
Chu Hing Tsung
Chairman

Hong Kong, 30 March 2014

管理層討論及分析

有關本集團年度業績之管理層討論及分析列於第6至23頁。

企業管治報告

企業管治報告列於第27至45頁。

審核委員會

本公司審核委員會由三名獨立非執行董事組成。委員會已審閱本集團採用之會計原則和政策並與管理層討論有關稽核、內部監控及財務報告事項，包括審閱本公司截至二零一三年十二月三十一日止年度之經審核業績。

足夠公眾持股量

基於本公司公開所得之資料及據董事所知，董事確認於本年度內及截至本報告日期為止，本公司有上市規則規定之足夠公眾持股量。

核數師

即將召開之股東周年大會，將提呈一項決議案續聘中瑞岳華（香港）會計師事務所為本公司核數師。

承董事會命
主席
朱慶崧

香港，二零一四年三月三十日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



TO THE SHAREHOLDERS OF ZHUGUANG HOLDINGS GROUP COMPANY LIMITED

(Incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Zhuguang Holdings Group Company Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 60 to 180, which comprise the consolidated statement of financial position as at 31 December 2013, and the consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act of Bermuda, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

致

珠光控股集團有限公司
(於百慕達註冊成立之有限公司)
全體股東

吾等已審核載於第60至180頁之珠光控股集團有限公司(「貴公司」)及其附屬公司(統稱為「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財務狀況表，及截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他附註解釋。

董事就綜合財務報表承擔的責任

貴公司董事須遵照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披露規定，編製及真實公平地列報綜合財務報表，以及對董事認為就編製不存在由於欺詐或錯誤而導致重大錯誤陳述之綜合財務報表而言屬必要的有關內部監控負責。

核數師的責任

吾等之責任乃根據審核工作的結果，對該等綜合財務報表表達意見，並根據百慕達公司法第90條僅向全體股東報告，除此以外本報告不可用作其他用途。吾等概不就本報告的內容向任何其他人士承擔或負上任何責任。吾等已根據香港會計師公會頒佈之香港核數準則進行審核工作。該等準則規定吾等須遵守道德規定以計劃及進行審核，以合理確保此等綜合財務報表不存有重大錯誤陳述。

AUDITOR'S RESPONSIBILITY (continued)

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

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

OPINION

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

RSM Nelson Wheeler
Certified Public Accountants
Hong Kong

30 March 2014

核數師的責任 (續)

審核涉及執程序以獲得與綜合財務報表所載金額及披露事項有關的審核憑證。所選取的該等程序視乎核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表出現重大錯誤陳述的風險。在作出該等風險評估時，核數師考慮與該公司編製及真實公平地呈列綜合財務報表有關的內部監控，以設計適當之審核程序，但並非為對該公司的內部監控是否有效表達意見。審核亦包括評價董事所採用的會計政策是否恰當及所作的會計估算是否合理，以及評價綜合財務報表的整體呈列方式。

吾等相信，吾等已取得充分恰當的審核憑證，為吾等的審核意見建立合理之基礎。

意見

吾等認為，該等綜合財務報表已按照香港財務報告準則真實及公平地反映 貴集團於二零一三年十二月三十一日之財務狀況，及 貴集團截至該日止年度之業績及現金流量，並已按香港公司條例之披露要求妥為編製。

中瑞岳華(香港)會計師事務所
執業會計師
香港

二零一四年三月三十日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

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\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Turnover	營業額	7	280,880	571,167
Cost of sales	銷售成本		(171,692)	(351,390)
Gross profit	毛利		109,188	219,777
Other income	其他收入	8	72,176	590
Fair value gains on investment properties	投資物業之公平值收益	20	120,625	30,174
Fair value gains on financial assets at fair value through profit or loss	按公平值計入損益之 金融資產公平值收益	26	38,503	—
Selling and marketing expenses	銷售及營銷開支		(44,371)	(7,977)
Administrative expenses	行政費用		(56,367)	(29,904)
Other operating expenses	其他經營開支	10	(993,828)	(19,401)
(Loss)/Profit from operations	經營 (虧損) / 溢利		(754,074)	193,259
Finance costs	融資成本	11	(209,756)	(108,851)
Gain on bargain purchase in respect of business combination	收購附屬公司之收益		—	150,438
(Loss)/Profit before tax	除稅前 (虧損) / 溢利		(963,830)	234,846
Income tax	所得稅	12	(3,815)	(56,604)
(Loss)/Profit for the year	本年度 (虧損) / 溢利	13	(967,645)	178,242
(Loss)/Profit for the year attributable to:	以下人士應佔本年度 (虧損) / 溢利 :			
Owners of the Company	本公司擁有人	15	(938,643)	182,349
Non-controlling interests	非控股權益		(29,002)	(4,107)
			(967,645)	178,242
(Loss)/Earnings per share	每股 (虧損) / 盈利	17		
Basic	基本		(25.66) cents 仙	6.48 cents 仙
Diluted	攤薄		N/A 不適用	N/A 不適用

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 綜合損益及其他全面收益表

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

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
(Loss)/Profit for the year	本年度(虧損)/溢利	(967,645)	178,242
Other comprehensive income for the year, net of tax	除稅後本年度其他全面收益		
<i>Items that may be reclassified to profit or loss:</i>	可重新分類至損益的項目：		
Exchange differences on translating foreign operations	換算海外業務而產生之匯兌差額	80,122	13,095
Total comprehensive income for the year	本年度全面收益總額	(887,523)	191,337
Total comprehensive income for the year attributable to:	以下人士應佔本年度全面收益總額：		
Owners of the Company	本公司擁有人	(867,686)	192,934
Non-controlling interests	非控股權益	(19,837)	(1,597)
		(887,523)	191,337

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

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\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Non-current assets			
非流動資產			
Property, plant and equipment	18	20,251	13,746
Prepaid land lease payments	19	49,896	49,796
Investment properties	20	663,024	1,126,037
Intangible assets	21	23,515	38,786
Goodwill	22	18,542	4,149
Deferred tax assets	37	—	1,892
		775,228	1,234,406
Current assets			
流動資產			
Inventories	23	6,097,641	4,029,518
Accounts receivable	24	11,644	4,277
Prepaid land lease payments	19	1,460	1,416
Prepayments, deposits and other receivables	25	2,737,668	577,794
Financial assets at fair value through profit or loss	26	38,503	—
Current tax assets		76,315	7,301
Restricted bank deposits	27	183,011	110,950
Bank and cash balances	28	996,939	138,385
		10,143,181	4,869,641
Assets of disposal groups classified as held for sale	29	620,703	—
		10,763,884	4,869,641
Current liabilities			
流動負債			
Accounts payable	30	560,064	420,286
Proceeds received from pre-sale of properties	31	1,934,096	533,275
Accruals and other payables	32	235,498	186,281
Amount due to the ultimate holding company	33	19,983	99,200
Bank and other borrowings	34	1,488,816	838,914
Finance lease payables	35	203	379
Provision for contingent liability	41(a)	9,733	—
Current tax liabilities		15,647	37,546
		4,264,040	2,115,881
Liabilities directly associated with assets of disposal groups classified as held for sale	29	47,056	—
		4,311,096	2,115,881
Net current assets		6,452,788	2,753,760
Total assets less current liabilities		7,228,016	3,988,166

		Note 附註	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Non-current liabilities	非流動負債			
Amount due to a non-controlling shareholder of a subsidiary	應付一間附屬公司的一名非控股股東款項	36	—	342,303
Bank and other borrowings	銀行及其他借款	34	3,057,112	767,642
Finance lease payables	融資租賃應付款	35	503	4
Deferred tax liabilities	遞延稅項負債	37	438,164	273,232
			3,495,779	1,383,181
NET ASSETS	資產淨值		3,732,237	2,604,985
Capital and reserves	資本及儲備			
Share capital	股本	38	422,412	365,581
Reserves	儲備	40(a)	2,904,958	1,915,992
Equity attributable to owners of the Company	本公司擁有人應佔權益		3,327,370	2,281,573
Non-controlling interests	非控股權益		404,867	323,412
TOTAL EQUITY	總權益		3,732,237	2,604,985

Approved by the Board of Directors on 30 March 2014.

於二零一四年三月三十日經由董事會批准。

Chu Hing Tsung

朱慶崧
Director
董事

Huang Jia Jue

黃佳爵
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2013 截至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									Total equity 總權益	
		Share capital 股本	Share premium 股份溢價	Reserve on merger accounting 合併賬目儲備	Exchange fluctuation reserve 外匯波動儲備	Contributed surplus 實繳盈餘	Statutory reserve 法定儲備	Warrant reserve 認股權證儲備	Retained profits/ (Accumulated losses) 保留溢利/ (累計虧損)	Total 總額	Non- controlling interests 非控股權益	Total equity 總權益
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
			(Note 40(c)(i)) (附註 40(c)(i))	(Note 40(c)(ii)) (附註 40(c)(ii))	(Note 40(c)(iii)) (附註 40(c)(iii))	(Note 40(c)(iv)) (附註 40(c)(iv))	(Note 40(c)(v)) (附註 40(c)(v))	(Note 40(c)(vi)) (附註 40(c)(vi))				
At 1 January 2012	於二零一二年一月一日	246,882	98,771	(101,922)	47,944	239,404	—	—	563,634	1,094,713	158,314	1,253,027
Total comprehensive income for the year	本年度全面收益總額	—	—	—	10,585	—	—	—	182,349	192,934	(1,597)	191,337
Transfer	轉移	—	—	—	—	—	5,611	—	(5,611)	—	—	—
Arising on an acquisition of subsidiaries	由收購附屬公司產生的權益之變動	—	—	—	—	—	—	—	—	—	93,641	93,641
* Loss on the Group's contribution to a subsidiary	* 本集團於一間附屬公司投資產生的虧損	—	—	—	—	—	—	—	(73,054)	(73,054)	73,054	—
Issue of shares	發行股份	118,699	948,281	—	—	—	—	—	—	1,066,980	—	1,066,980
Changes in equity for the year	本年度權益之變動	118,699	948,281	—	10,585	—	5,611	—	103,684	1,186,860	165,098	1,351,958
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	365,581	1,047,062	(101,922)	58,529	239,404	5,611	—	667,318	2,281,573	323,412	2,604,985
Total comprehensive income for the year	本年度全面收益總額	—	—	—	70,957	—	—	—	(838,643)	(867,686)	(19,837)	(887,523)
Issue of warrants (note 34(c))	發行認股權證 (附註 34(c))	—	—	—	—	—	—	113,296	—	113,296	—	113,296
Capital contribution	注資	—	—	—	—	—	—	—	—	—	42,259	42,259
* Loss on the Group's contribution to a subsidiary	* 本集團於一間附屬公司投資產生的虧損	—	—	—	—	—	—	—	(59,033)	(59,033)	59,033	—
Issue of shares upon exercise of warrants (note 38(b))	因行使認股權證而發行股票 (附註 38(b))	1,031	30,866	—	—	—	—	(8,497)	—	23,400	—	23,400
Issue of shares (note 38(c))	發行股份 (附註 38(c))	55,800	1,780,020	—	—	—	—	—	—	1,835,820	—	1,835,820
Changes in equity for the year	本年度權益之變動	56,831	1,810,886	—	70,957	—	—	104,799	(997,676)	1,045,797	81,455	1,127,252
At 31 December 2013	於二零一三年十二月三十一日	422,412	2,857,938	(101,922)	129,486	239,404	5,611	104,799	(330,358)	3,327,370	404,867	3,732,237

* The subsidiary, Guangdong Hailian Building Co., Ltd. ("Guangdong Hailian") is a sino-foreign contractual cooperative enterprise under the law of the People's Republic of China ("PRC"). In accordance with the cooperative contract, and the memorandum and article of association of Guangdong Hailian, the PRC partner is responsible for making available the land use rights of the construction site; whereas the Group is responsible for the full amount of Guangdong Hailian's registered capital. In addition, the non-controlling shareholder is entitled to share 20% of the profit or loss of Guangdong Hailian and 20% of its surplus assets on expiry of the cooperative arrangement or on winding up. During the year, the Group made capital contribution of approximately HK\$295,165,000 (2012: HK\$365,270,000) to Guangdong Hailian. The carrying amounts of the controlling and non-controlling interests were adjusted directly in equity to reflect the changes in their relative interests in Guangdong Hailian.

* 附屬公司廣東海聯大廈有限公司 (「廣東海聯」) 為一間根據中華人民共和國 (「中國」) 法律成立的中外契約式合作企業。根據合作合同以及廣東海聯的組織章程大綱及細則，中國夥伴負責提供建築工地的土地使用權，而本集團負責繳納廣東海聯的全額註冊資金。此外，非控股股東有權於合作屆滿或清盤時分佔廣東海聯之20%溢利或虧損，以及其20%之剩餘資產。於本年度，本集團向廣東海聯注資約295,165,000港元 (二零一二年：365,270,000港元)。控股及非控股權益的賬面值已直接於權益中進行調整，以反映彼等於廣東海聯的相關權益的變動。

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\$'000 千港元	2012 二零一二年 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES	來自經營業務之現金流量		
(Loss)/Profit before tax	除稅前(虧損)/溢利	(963,830)	234,846
Adjustments for:	就下列各項作出的調整:		
Interest income	利息收入	(2,211)	(372)
Write back of other payables	其他應付款項撥回	(44,377)	—
Reversal of provision for contingent liabilities	或然負債撥備撥回	(24,342)	—
Fair value gains on financial assets at fair value through profit or loss	按公平值計入損益之金融資產公平值收益	(38,503)	—
Fair value gains on investment properties	投資物業之公平值收益	(120,625)	(30,174)
Amortisation on intangible assets	無形資產攤銷	1,815	890
Depreciation	折舊	1,265	982
Land lease charge (in respect of prepaid land leases payments)	土地租賃費(有關預付土地租賃款項)	1,439	939
Impairment loss on favourable operating leases on business combination	業務合併時有利之經營租賃減值虧損	21,133	—
Impairment loss on goodwill	商譽減值虧損	4,149	—
Impairment loss on prepayments for acquisition of equity interest	收購股本權益之預付款項減值虧損	830,533	—
Finance costs	融資成本	209,756	108,851
Gain on bargain purchase in respect of business combination	收購附屬公司之收益	—	(150,438)
Loss on disposal of property, plant and equipment	撤銷物業、廠房及設備之虧損	—	14
Operating (loss)/profit before working capital changes	未計營運資金變動前之經營(虧損)/溢利	(123,798)	165,538
(Increase)/Decrease in inventories	存貨(增加)/減少	(1,415,415)	42,038
(Increase)/Decrease in accounts receivable	應收賬款(增加)/減少	(7,367)	20,640
Decrease/(Increase) in prepayments, deposits and other receivables	預付款項、訂金及其他應收款項減少/(增加)	317,482	(72,734)
Increase in restricted bank deposits	受限制銀行存款增加	(72,061)	(53,554)
Increase/(Decrease) in accounts payable	應付賬款增加/(減少)	60,949	(216,733)
Increase/(Decrease) in proceeds received from pre-sale of properties	預售物業收取之所得款項增加/(減少)	1,400,821	(222,613)
Increase/(Decrease) in accruals and other payables	應計費用及其他應付款項增加/(減少)	103,333	(139,077)
Decrease in amount due to the ultimate holding company	應付最終控股公司款項減少	(79,217)	(1,300)
Decrease in amount due to a non-controlling shareholder of a subsidiary	應付一間附屬公司的一名非控股股東款項減少	(342,303)	—
Cash used in operations	經營業務所用之現金	(157,576)	(477,795)
Income taxes paid	已付所得稅	(66,435)	(6,458)
Interest paid	已付利息	(173,172)	(96,889)
Interest paid and capitalised in properties for sale under development	發展中待售物業之已付利息及撥作資本之利息	(96,965)	(8,309)
Finance lease charges paid	已付融資租賃開支	(34)	(25)
Net cash used in operating activities	經營活動所用現金淨額	(494,182)	(589,476)

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\$'000 千港元	2012 二零一二年 HK\$'000 千港元
CASH FLOWS FROM INVESTING ACTIVITIES	來自投資活動之現金流量		
Interest received	已收利息	2,211	372
Purchase of property, plant and equipment	購買物業、廠房及設備	(6,493)	(8,641)
Purchase of intangible assets	購買無形資產	(7,520)	(2,059)
Acquisition of subsidiaries	收購附屬公司	(439,518)	(8,352)
Prepayments for acquisition of equity interest	收購股本權益之預付款項	(150,000)	—
Deposits for acquisition of equity interest/land use right	收購股本權益/ 土地使用權之訂金	(781,567)	—
Prepayments for acquisition of property development projects/equity interests	收購物業發展項目/ 股本權益之預付款項	(398,770)	—
Net cash used in investing activities	投資活動所用現金淨額	(1,781,657)	(18,680)
CASH FLOWS FROM FINANCING ACTIVITIES	來自融資活動之現金流量		
Payment for arrangement fee attributable to bank loans raised	支付所籌銀行貸款產生 的安排費用	(6,963)	(25,800)
Payment for arrangement fee attributable to issue of Senior Notes	支付發行優先票據產生 的安排費用	(41,404)	—
Bank loans raised	所籌銀行貸款	562,489	462,476
Repayment of bank loans	償還銀行貸款	(474,903)	(97,361)
Proceeds from issue of Senior Notes	發行優先票據之所得款項	1,551,063	—
Repurchase of Senior Notes	購回優先票據	(476,756)	—
Proceeds from other borrowings	其他借款之所得款項	1,907,835	—
Repayment of other borrowings	償還其他借款	(1,272)	—
Repayment of finance lease payables	償還融資租賃應付款	(505)	(363)
Capital contribution from a non-controlling shareholder	來自一名非控股股東 之注資	42,259	—
Net cash generated from financing activities	融資活動產生現金淨額	3,061,843	338,952
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等值項目 增加/(減少)淨額	786,004	(269,204)
Effect of foreign exchange rate changes	匯率變動影響	72,571	13,759
CASH AND CASH EQUIVALENTS AT 1 JANUARY	於一月一日之現金 及現金等值項目	138,385	393,830
CASH AND CASH EQUIVALENTS AT 31 DECEMBER	於十二月三十一日之現金 及現金等值項目	996,960	138,385
ANALYSIS OF CASH AND CASH EQUIVALENTS	現金及現金等值項目之分析		
Bank and cash balances	銀行及現金結餘	996,939	138,385
Non-current assets held for sale	待售之非流動資產	21	—
		996,960	138,385

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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

1. GENERAL INFORMATION

The Company was incorporated in Bermuda with limited liability. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The address of its principal place of business is Room 5702-5703, 57th Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is an investment holding company. The principal activities of its principal subsidiaries are set out in note 47 to the financial statements.

In the opinion of the directors of the Company, as at 31 December 2013, Rong De Investments Limited ("Rong De"), a company incorporated in the British Virgin Islands ("BVI"), is the immediate and ultimate holding company and Mr. Liao Tengjia is the ultimate controlling party of the Company.

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

In the current year, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants that are relevant to its operations and effective for its accounting year beginning on 1 January 2013. HKFRSs comprise Hong Kong Financial Reporting Standards ("HKFRS"); Hong Kong Accounting Standards ("HKAS"); and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's financial statements and amounts reported for the current year and prior years except as stated below.

1. 一般資料

本公司是一間於百慕達註冊成立之有限公司。其註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。本公司之主要營業地點位於香港中環金融街8號國際金融中心第二期57樓5702-5703室。本公司之股份在香港聯合交易所有限公司（「聯交所」）主板上市。

本公司為一間投資控股公司，其主要附屬公司之主要業務載於財務報表附註47。

本公司董事認為，於二零一三年十二月三十一日，融德投資有限公司（「融德」，一間於英屬處女群島（「英屬處女群島」）註冊成立之公司）為本公司之直接及最終控股公司，廖騰佳先生為本公司之最終控股人。

2. 採納全新及經修訂之香港財務報告準則

於本年度，本集團已採納所有與其經營業務有關並於二零一三年一月一日開始之會計年度生效由香港會計師公會頒佈之全新及經修訂香港財務報告準則（「香港財務報告準則」）。香港財務報告準則包括香港財務報告準則（「香港財務報告準則」）、香港會計準則（「香港會計準則」）及詮釋。除下文所述者外，採納此等全新及經修訂之香港財務報告準則並無導致本集團之會計政策、本集團本年度及以往年度呈列的財務報表及金額產生重大變動。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

a. Amendments to HKAS 1 “Presentation of Financial Statements”

Amendments to HKAS 1 titled Presentation of Items of Other Comprehensive Income introduce new optional terminology for statement of comprehensive income and income statement. Under the amendments to HKAS 1 that was adopted by the Group, a statement of comprehensive income is renamed as a statement of profit or loss and other comprehensive income and an income statement is renamed as a statement of profit or loss. The amendments to HKAS 1 retain the option to present profit or loss and other comprehensive income in either a single statement or in two separate but consecutive statements.

The amendments to HKAS 1 require additional disclosures to be made in the other comprehensive income section such that items of other comprehensive income are grouped into two categories: (a) items that will not be reclassified subsequently to profit or loss; and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis.

The amendments have been applied retrospectively, and hence the presentation of items of other comprehensive income has been modified to reflect the change. Other than the above mentioned presentation changes, the application of the amendments to HKAS 1 does not result in any impact on profit or loss, other comprehensive income and total comprehensive income.

b. HKFRS 12 “Disclosure of Interests in Other Entities”

HKFRS 12 “Disclosure of Interests in Other Entities” specifies the disclosure requirements for subsidiaries, joint arrangements and associates, and introduces new disclosure requirements for unconsolidated structured entities.

2. 採納全新及經修訂之香港財務報告準則 (續)

a. 香港會計準則第1號(修訂本)「財務報表的呈列」

香港會計準則第1號(修訂本)其他全面收益項目的呈列引入全面收益表及收益表的新選擇性名稱。根據本集團採納之香港會計準則第1號(修訂本)、「全面收益表」更名為「損益及其他全面收益表」，而「收益表」則更名為「損益表」。香港會計準則第1號(修訂本)保留以單一報表或兩份獨立但連續報表呈列損益及其他全面收益的選擇權。

香港會計準則第1號(修訂本)要求其他全面收益部份作出更多披露，因此其他全面收益項目劃分為兩類：(a)其後不會重新分類至損益的項目；及(b)於符合特定條件時，其後可重新分類至損益的項目。其他全面收益項目的所得稅須按相同基準予以分配。

該等修訂已追溯應用，因此其他全面收益項目的呈列已予修改，以反映有關變動。除上述呈列變動外，香港會計準則第1號(修訂本)之應用不會導致對損益、其他全面收益及全面收益總額產生任何影響。

b. 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12號「披露於其他實體之權益」列明附屬公司、共同安排及聯營公司之披露規定，以及推出適用於非綜合計算之結構性實體之新披露規定。

2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

b. HKFRS 12 “Disclosure of Interests in Other Entities” (continued)

The adoption of HKFRS 12 only affects the disclosures relating to the Group’s subsidiaries in the consolidated financial statements. HKFRS 12 has been applied retrospectively.

c. HKFRS 13 “Fair Value Measurement”

HKFRS 13 “Fair Value Measurement” establishes a single source of guidance for all fair value measurements required or permitted by HKFRSs. It clarifies the definition of fair value as an exit price, which is defined as a price at which an orderly transaction to sell the asset or transfer the liability would take place between market participants at the measurement date under market conditions, and enhances disclosures about fair value measurements.

The adoption of HKFRS 13 only affects disclosures on fair value measurements in the consolidated financial statements. HKFRS 13 has been applied prospectively.

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

3. SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared in accordance with HKFRSs, accounting principles generally accepted in Hong Kong and the applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) and by the Hong Kong Companies Ordinance.

2. 採納全新及經修訂之香港財務報告準則 (續)

b. 香港財務報告準則第12號「披露於其他實體之權益」(續)

採納香港財務報告準則第12號僅影響綜合財務報表中有關本集團附屬公司之披露。香港財務報告準則第12號已追溯應用。

c. 香港財務報告準則第13號「公平值計量」

香港財務報告準則第13號「公平值計量」為香港財務報告準則規定或准許的所有公平值計量確立單一的指引。該準則釐清了依據離場價（意指市場參與者在計量日按市況進行出售資產或轉讓債務之有秩序交易之價格）作為公平值之定義，以及提高公平值計量之披露。

採納香港財務報告準則第13號僅影響綜合財務報表公平值計量之披露。香港財務報告準則第13號已獲前瞻應用。

本集團並無應用已頒佈但尚未生效之全新香港財務報告準則。本集團已開始評估該等全新香港財務報告準則之影響，但尚未能指出該等全新香港財務報告準則是否將對其經營業績及財務狀況構成重大影響。本集團將採納該等與其經營業務有關並於其會計年度生效之全新香港財務報告準則。

3. 主要會計政策

此等財務報表乃根據香港財務報告準則、香港公認會計原則以及聯交所證券上市規則（「上市規則」）及香港公司條例中適用之披露規定而編製。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

These financial statements have been prepared under the historical cost convention, as modified for the revaluation of investment properties and some financial assets are carried at their fair value. Non-current assets/Disposal groups held for sale are stated at the lower of carrying amount and fair value less costs to sell (note 3(h)) to the financial statements).

The preparation of financial statements in conformity with HKFRSs requires the use of certain key assumptions and estimates. It also requires the directors to exercise their judgements in the process of applying the accounting policies. The areas involving critical judgement and areas where assumptions and estimates are significant to these financial statements are disclosed in note 4 to the financial statements.

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

(a) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, 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. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties. A potential voting right is considered only if the holder has the practical ability to exercise that right.

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

3. 主要會計政策 (續)

此等財務報表已按歷史成本法編製，惟重估按公平值列賬之投資物業及若干金融資產時予以調整。待售非流動資產／出售組合按賬面值及公平值減銷售成本兩者之較低者列賬（財務報表附註3(h)）。

編製符合香港財務報告準則之財務報表需要採用若干重要假設及估計。同時亦需要董事於應用會計政策過程中作出判斷。對此等財務報表具重大影響之關鍵判斷、假設及估計，均於財務報表附註4內披露。

於編製此等財務報表時採用之主要會計政策載於下文。

(a) 綜合賬目

綜合財務報表包括本公司及其附屬公司截至十二月三十一日止之財務報表。附屬公司指本集團具有控制權之實體。當本集團通過參與實體業務而享有或有權享有浮動回報，並有能力通過對實體之權力而影響該等回報時，即對該實體具有控制權。當本集團擁有令其目前能夠指揮相關活動（即對實體回報造成重大影響之活動）之現有權利時，本集團即對實體擁有權力。

在評估控制權時，本集團會考慮其潛在投票權以及由其他各方持有之潛在投票權。僅於持有人有實際能力行使潛在投票權時方會考慮該等權利。

附屬公司乃自控制權轉讓予本集團之日期起綜合入賬，並自不再具有控制權之日期起解除綜合入賬。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Consolidation (continued)

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

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

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated statement of profit or loss and consolidated statement of profit or loss and other comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the non-controlling shareholders and owners of the Company.

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

3. 主要會計政策 (續)

(a) 綜合賬目 (續)

導致控制權喪失的出售附屬公司之收益或虧損指(i)出售代價之公平值及於該附屬公司保留之任何投資的公平值之和與(ii)本公司應佔該附屬公司資產淨值及任何有關該附屬公司之剩餘商譽及任何相關累計外匯波動儲備之和之間的差額。

集團內公司間交易、結餘及未變現溢利均予以對銷。除非有關交易提供證據證明所轉讓資產出現減值，否則未變現虧損亦予以對銷。附屬公司之會計政策已作出必要調整，以確保與本集團所採納之政策一致。

非控股權益指並非直接或間接歸本公司之附屬公司權益。非控股權益於綜合財務狀況表及綜合權益變動表之權益內列賬。於綜合損益表及綜合損益及其他全面收益表內，非控股權益呈列為本年度溢利或虧損及全面收益總額在非控股股東與本公司擁有人之間的分配。

溢利或虧損及其他全面收益項目歸本公司擁有人及非控股股東，即使導致非控股權益出現虧絀結餘。

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

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Consolidation (continued)

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners). The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

(b) Business combination and goodwill

The acquisition method is used to account for the acquisition of a subsidiary in a business combination. The cost of acquisition is measured at the acquisition-date fair value of the assets given, equity instruments issued, liabilities incurred and contingent consideration. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received. Identifiable assets and liabilities of the subsidiary in the acquisition are measured at their acquisition-date fair value.

The excess of the cost of acquisition over the Company's share of the net fair value of the subsidiary's identifiable assets and liabilities is recorded as goodwill. Any excess of the Company's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss as a gain on bargain purchase which is attributed to the Company.

Goodwill is tested annually for impairment or more frequently if events or changes in circumstances indicate that it might be impaired. Goodwill is measured at cost less accumulated impairment losses. The method of measuring impairment losses of goodwill is the same as that of other assets as stated in the accounting policy (z) below. Impairment losses of goodwill are recognised in consolidated profit or loss and are not subsequently reversed. Goodwill is allocated to cash-generating units that are expected to benefit from the synergies of the acquisition for the purpose of impairment testing.

3. 主要會計政策 (續)

(a) 綜合賬目 (續)

本公司於附屬公司之擁有權權益中不會導致其失去控制權之變動按權益交易入賬，即與擁有人以擁有人身份進行之交易。控股及非控股權益的賬面值經調整以反映其於附屬公司相關權益之變動。非控股權益數額的調整額與已付或已收代價公平值間差額，直接於權益確認，歸本公司擁有人。

(b) 業務合併及商譽

於業務合併中收購附屬公司乃按收購會計法處理。收購成本按於收購當日所交付資產、所發行權益性工具、所產生負債及或然代價之公平值計算。與收購有關之成本於產生成本及獲得服務之期間確認為開支。所收購附屬公司之可識別資產及負債按收購當日之公平值計算。

收購成本超出本公司應佔附屬公司可識別資產及負債之公平淨值之差額將以商譽列賬。本公司應佔可識別資產及負債之公平淨值高於收購成本之差額將於綜合損益表確認為本公司應佔收購附屬公司之收益。

商譽於每年進行減值測試，或倘出現可能減值之事宜或情況出現變動，則會作更頻密測試。商譽乃按成本減累計減值虧損計量。商譽減值虧損之計算方法與下文會計政策(z)所述其他資產所用者相同。商譽之減值虧損於綜合損益表確認且不會於其後撥回。就減值測試而言，商譽會被分配至受惠於收購之協同效益之現金產生單位。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Business combination and goodwill (continued)

The non-controlling interests in the subsidiary are initially measured at the non-controlling shareholders' proportionate share of the net fair value of the subsidiary's identifiable assets and liabilities at the acquisition date.

(c) Foreign currency translation

(i) *Functional and presentation currency*

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

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

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

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

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

3. 主要會計政策 (續)

(b) 業務合併及商譽 (續)

於附屬公司之非控股權益初步按非控股股東於收購當日應佔附屬公司之可識別資產及負債公平淨值之比例計算。

(c) 外幣換算

(i) 功能及呈列貨幣

本集團旗下各實體之財務報表所包括之項目，均以該實體營運之主要經濟環境之貨幣（「功能貨幣」）計量。綜合財務報表乃以港元（「港元」）呈列，港元為本公司之功能貨幣及呈列貨幣。

(ii) 於各實體財務報表之交易及結餘

於初步確認時，外幣交易均採用交易當日之匯率換算為功能貨幣。以外幣計值之貨幣資產及負債均按各報告期末之匯率進行換算。因該換算政策而產生之收益及虧損於損益表確認。

按公平值計量及以外幣計值之非貨幣項目乃按釐定公平值當日之匯率換算。

當非貨幣項目之收益或虧損於其他全面收益確認時，該收益或虧損之任何匯兌部份於其他全面收益確認。當非貨幣項目之收益或虧損於損益表確認時，該收益或虧損之任何匯兌部份於損益表確認。

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

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Foreign currency translation (continued)

(iii) Translation on consolidation

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

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates for the period (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in the exchange fluctuation reserve.

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

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.

3. 主要會計政策 (續)

(c) 外幣換算 (續)

(iii) 綜合賬目之換算

所有本集團實體之業績及財務狀況之功能貨幣如有別於本公司之呈列貨幣，均按以下方式換算為本公司之呈列貨幣：

- 於各財務狀況表呈列之資產及負債乃按有關財務狀況表日期之收市匯率換算；
- 收支乃按期內平均匯率換算（除非該平均匯率並非在有關交易當日通行匯率累積影響之合理估計內，在該情況下，收支按有關交易當日之匯率換算）；及
- 所有因此而產生之匯兌差額均於外匯波動儲備內確認。

於綜合賬目時，因換算於海外實體投資淨額及換算借款而產生之匯兌差額，均於外匯波動儲備內確認。當出售海外業務時，有關匯兌差額重新分類計入綜合損益表，作為出售之部份損益。

因收購海外實體而產生之商譽及公平值調整，均作為有關海外實體之資產與負債，並按收市匯率換算。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Property, plant and equipment

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

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

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

Office equipment, furniture and fixtures	3-5 years
Motor vehicles	5 years

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

Construction in progress represents buildings under construction, and is stated at cost less impairment losses. Depreciation begins when the relevant assets are available for use.

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

3. 主要會計政策 (續)

(d) 物業、廠房及設備

物業、廠房及設備按成本減累計折舊及減值虧損列賬。

其後成本乃納入資產賬面值或確認為個別資產(如適用)，但只有在該項目有可能為本集團流入未來經濟利益，以及可以可靠地計量該項目之成本情況下才以此方式處理。所有其他檢修及維修乃於其所產生之期間於損益表確認。

物業、廠房及設備乃以直線法在估計可使用年內，按足以撇銷其成本之折舊率再減去其殘值計算折舊。主要可使用年期如下：

辦公室設備、傢俬及裝置	三至五年
汽車	五年

殘值、可使用年期及折舊方法會於各報告期末作出檢討並作出調整(如適用)。

在建工程指在建之樓宇，乃按成本減減值虧損列賬，並於相關資產可供使用時開始折舊。

出售物業、廠房及設備之收益或虧損乃出售所得款項淨額與相關資產之賬面值兩者之差額，並於損益表確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Investment properties

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

After initial recognition, the investment property is stated at its fair value based on valuation by an external independent valuer. Gains or losses arising from changes in fair value of the investment property are recognised in profit or loss for the period in which they arise.

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

(f) Leases

The Group as lessee

(i) *Operating leases*

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

(ii) *Finance leases*

Leases that substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as finance leases. At the commencement of the lease term, a finance lease is capitalised at the lower of the fair value of the leased asset and the present value of the minimum lease payments, each determined at the inception of the lease.

3. 主要會計政策 (續)

(e) 投資物業

投資物業指為賺取租金及／或資本增值而持有之土地及／或樓宇。投資物業初步按其成本（包括該物業所有直接成本）計量。

於初步確認後，投資物業乃按外部獨立估值師之估值以公平值列賬。投資物業公平值變動產生之收益或虧損於產生期間在損益表確認。

出售投資物業之收益或虧損乃出售所得款項淨額與該物業之賬面值兩者之差額，並於損益表確認。

(f) 租賃

本集團作為承租人

(i) 經營租賃

資產所有權之所有風險及回報並無大部份轉讓予本集團之租賃入賬為經營租賃。租賃款項在扣除向出租人收取之任何獎勵金後，於租賃期內以直線法確認為開支。

(ii) 融資租賃

資產擁有權之所有風險及回報大部份轉讓予本集團之租賃入賬為融資租賃。在租期開始時，融資租賃按租賃資產之公平值與最低租賃付款之現值兩者中較低者入賬，並均於租約開始時釐定。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Leases (continued)

The Group as lessee (continued)

(ii) *Finance leases (continued)*

The corresponding liability to the lessor is included in the statement of financial position as finance lease payable. Lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Assets under finance leases are depreciated the same as owned assets.

The Group as lessor

Leases that do not substantially transfer to the lessees all the risks and rewards of ownership of assets are accounted for as operating leases. Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

(g) Intangible assets

(i) *Computer software*

Computer software is stated at cost less accumulated amortisation and impairment losses. Amortisation is calculated on a straight-line basis over the estimated useful life of 5 years.

(ii) *Favourable operating leases*

The intangible asset, recognised in a business combination due to favourable terms of the operating leases, is measured initially at fair value at the acquisition date and amortised on a straight-line basis over the lease term, less impairment losses.

3. 主要會計政策 (續)

(f) 租賃 (續)

本集團作為承租人 (續)

(ii) 融資租賃 (續)

對出租人之相應負債作為應付融資租賃列入財務狀況表。租賃款項乃分配予財務開支以及尚未清償債項之扣減項目。於租約期內各期所分配之財務開支，乃旨在於每一段期間為負債之餘下結餘提供一個固定之利率。

於融資租賃下之資產與自置資產之折舊方法相同。

本集團作為出租人

資產擁有權之所有風險及回報並無大部份轉讓予承租人之租賃入賬為經營租賃。來自經營租賃之租金收入於相關租賃期內以直線法確認。

(g) 無形資產

(i) 電腦軟件

電腦軟件按成本減累計攤銷及減值虧損列賬。攤銷乃以直線法按五年之估計可使用年期計算。

(ii) 優惠經營租賃

因經營租賃之優惠條款而於業務合併中確認之無形資產初步按收購日之公平值計量，並於租賃期內以直線法減減值虧損攤銷。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Non-current assets/Disposal groups held for sale

A non-current asset or disposal group is classified as held for sale if its carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset or disposal group is available for immediate sale in its present condition. The Group must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets or disposal groups (other than investment properties and financial assets) classified as held for sale are measured at the lower of the assets' or disposal groups' previous carrying amounts and fair value less costs to sell.

(i) Inventories

(i) *Properties for sale under development*

Properties for sale under development are stated at the lower of cost and net realisable value. Costs include acquisition costs, prepaid land lease payments, construction costs, borrowing costs capitalised and other direct costs attributable to such properties. Net realisable value is determined by reference to sale proceeds received after the reporting period less selling expenses and the anticipated costs to completion, or by estimates based on prevailing market condition. On completion, the properties are reclassified to properties held for sale at the then carrying amount.

3. 主要會計政策 (續)

(h) 待售非流動資產／出售組合

倘非流動資產或出售組合之賬面值主要透過銷售交易而非透過持續使用收回，則其將分類為待售項目。僅於出售機會相當高及資產或出售組合可於現況下即時出售時，本條件方被視為達成。本集團必須承諾出售，即預期應由分類日期起計一年內符合資格確認為已完成之出售。

分類為待售項目之非流動資產或出售組合（投資物業及金融資產除外）按資產或出售組合之過往賬面值及公平值減銷售成本兩者之較低者計量。

(i) 存貨

(i) 發展中待售物業

發展中待售物業乃按成本及可變現淨值兩者中較低者入賬。成本包括收購成本、預付土地租賃款項、建築成本、撥充資本之借貸成本及該等物業應佔之其他直接成本。可變現淨值乃參照報告期後收到之出售所得款項減去銷售開支及預期竣工成本或按當時市況估計而釐定。於竣工時，有關物業將以當時之賬面值重新分類為待售物業。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Inventories

(ii) *Properties held for sale*

Properties held for sale are stated at the lower of cost and net realisable value. Costs of properties include acquisition costs, prepaid land lease payments, construction costs, borrowing costs capitalised and other direct costs attributable to such properties. Net realisable value is determined by reference to sale proceeds received after the reporting period less selling expenses, or by estimates based on prevailing market condition.

(j) Recognition and derecognition of financial instruments

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

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

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

3. 主要會計政策 (續)

(i) 存貨

(ii) 待售物業

待售物業乃按成本及可變現淨值兩者中較低者入賬。物業之成本包括收購成本、預付土地租賃款項、建築成本、撥充資本之借貸成本及該等物業應佔之其他直接成本。可變現淨值乃參照報告期後收到之出售所得款項減去銷售開支或按當時市況估計而釐定。

(j) 金融工具的確認及取消確認

當本集團成為金融工具合約條文之一方時，金融資產及金融負債於財務狀況表內予以確認。

當自資產收取現金流量之合約權利屆滿時；本集團轉移資產之絕大部份所有權風險及回報時；或本集團並無轉移或保留資產之絕大部份所有權風險及回報，亦無保留該資產之控制權時，取消確認金融資產。於取消確認一項金融資產時，該資產之賬面值與所收取及應收取之代價及已於其他全面收益內確認之累計收益或虧損之總和之間之差額乃於損益表確認。

當有關合約所訂明之責任獲解除、註銷或屆滿時，取消確認金融負債。所取消確認之金融負債之賬面值與已付代價間之差額於損益表確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are either investments classified as held for trading or designated as at fair value through profit or loss upon initial recognition. These investments are subsequently measured at fair value. Gains or losses arising from changes in fair value of these investments are recognised in profit or loss.

(l) Accounts and other receivables

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

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

(m) Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents.

3. 主要會計政策 (續)

(k) 按公平值計入損益之金融資產

按公平值計入損益之金融資產乃於初步確認時分類為持作買賣或指定按公平值計入損益之投資。該等投資其後按公平值計量。該等投資之公平值變動所產生之盈虧於損益表確認。

(l) 應收賬款及其他應收款項

應收賬款及其他應收款項為具有固定或可釐定付款之於活躍市場上並無報價之非衍生金融資產，並初步按公平值確認，並於其後以實際利息法按攤銷成本減減值撥備計量。倘有客觀證據顯示本集團將無法按原定之應收款項期限收回所有到期款項，則會作出應收賬款及其他應收款項減值撥備。撥備數額乃應收款項賬面值與估計未來現金流量之現值（按初步確認時計算之實際利率折現）之間之差額。撥備數額乃於損益表確認。

當減值虧損確認後，在隨後期間發生客觀事件使應收款項的可收回金額增加，減值虧損將沖回並於損益表確認，惟應收款項於減值被沖回日期之賬面值不得超過如並無確認減值時之攤銷成本。

(m) 現金及現金等值項目

就現金流量表而言，現金及現金等值項目指銀行及手頭之現金、存放於銀行及其他金融機構之活期存款，以及短期高流動性之投資，即在沒有涉及重大價值變動之風險下可以容易地轉換為預知現金之投資。現金及現金等值項目亦包括須按要求償還及為本集團整體現金管理一部份之銀行透支。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(n) Financial liabilities and equity instruments

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

(o) Borrowings

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

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

(p) Financial guarantee contract liabilities

Financial guarantee contract liabilities are measured initially at their fair value and are subsequently measured at the higher of:

- the amount of the obligations under the contracts, as determined in accordance with HKAS 37 “Provisions, Contingent Liabilities and Contingent Assets”; and
- the amount initially recognised less cumulative amortisation recognised in profit or loss on a straight-line basis over the terms of the guarantee contracts.

3. 主要會計政策 (續)

(n) 金融負債及權益性工具

金融負債及權益性工具按所訂立合約安排之內容及香港財務報告準則中金融負債及權益性工具之定義分類。權益性工具指任何能證明擁有本集團在減除所有負債後之資產中之剩餘權益之合約。就特定金融負債及權益性工具採納之會計政策列載如下。

(o) 借款

借款初步按公平值減所引致的交易成本確認，其後採用實際利息法按攤銷成本計量。

除非本集團有權無條件將債務結算日期遞延至報告期後至少十二個月，否則借貸將被劃分為流動負債。

(p) 財務擔保合約負債

財務擔保合約負債初步按其公平值計量，其後按以下較高者計量：

- 根據香港會計準則第37號「撥備、或然負債及或然資產」釐定之合約項下責任金額；及
- 初步確認金額減於擔保合約年期內按直線法於損益表確認之累計攤銷。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Senior notes with detachable warrants

Senior notes with detachable warrants are accounted for as compound financial instruments which contain both a liability component and an embedded conversion option component. Conversion option that will be settled by exchanging a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is classified as an equity instrument (the "equity component").

The liability component of senior notes is recognised initially at the fair value of a similar liability without warrants granted. The equity component is recognised initially at the difference between the proceeds of issue of the senior notes and the fair value of the liability component, and is included in equity as warrant reserve. Subsequent to initial recognition, the liability component is carried as a liability at amortised cost using the effective interest method.

Any directly attributable transaction costs of issuing senior notes with detachable warrants are allocated to the liability and equity components in proportion to their initial carrying amounts.

(r) Accounts and other payables

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

(s) Equity instruments

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

3. 主要會計政策 (續)

(q) 附帶可分割認股權證的優先票據

附帶可分割認股權證的優先票據乃按照包含負債部份和內含換股權部份的混合金融工具入賬。透過將固定數額現金或其他財務資產兌換為固定數目本公司本身權益性工具進行結算的換股權分類為權益性工具（「權益成分」）。

優先票據的負債部份初步按不附帶認股權證的類似負債之公平值確認。權益部份初步按發行優先票據所得款項與負債部份公平值之差額確認，並計入權益的認股權證儲備。於初始確認後，負債部份入賬列作使用實際利息法按攤銷成本計量之負債。

發行附帶可分割認股權證的優先票據的任何直接應佔交易成本根據其初始賬面值按比例分配至負債及權益部份。

(r) 應付賬款及其他應付款項

應付賬款及其他應付款項初步按公平值列賬，其後採用實際利息法按攤銷成本計量，除非折現之影響並不重大，於此情況下則按成本列賬。

(s) 權益性工具

本公司發行之權益性工具按收取之所得款項減直接發行成本入賬。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Revenue recognition

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

Revenue from sales of properties is recognised when the risks and rewards of ownership are transferred to the purchasers, which is when the construction of relevant properties has been completed and the properties have been delivered to the purchasers. Revenue from sales of properties excludes business tax and other sales related taxes and is after deduction of any discounts allowed. Deposits and instalments received on properties sold prior to the date of revenue recognition are included in the statement of financial position under proceeds received from pre-sale of properties.

Rental income is recognised on a straight-line basis over the lease term.

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

(u) Employee benefits

(i) *Employee leave entitlements*

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

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

3. 主要會計政策 (續)

(t) 收益確認

收益乃按已收或應收代價之公平值計量，並當經濟利益可能流入本集團及收益金額能可靠計量時確認。

來自物業銷售之收益於所有權風險和回報轉移至買家（即有關物業之建設已完成，而物業已交付予買家）時確認。來自物業銷售之收益不包括營業稅及其他銷售相關稅費，及已扣除給予之任何折扣。於確認收益日期前出售物業所收取之訂金及分期付款計入財務狀況表中預售物業收取之所得款項。

租金收入於租期內以直線法確認。

利息收入按時間比例以實際利息法確認。

(u) 僱員福利

(i) *僱員應享之假期*

僱員應享之年假及長期服務假乃當僱員享有時確認。本集團會就截至報告期末因僱員提供服務而享有之年假及長期服務假之估計負債作出撥備。

僱員應享之病假及產假於享有之前不會予以確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(u) Employee benefits (continued)

(ii) Pension obligations

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

(iii) Termination benefits

Termination benefits are recognised at the earlier of the dates when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs and involves the payment of termination benefits.

(v) Borrowing costs

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

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

3. 主要會計政策 (續)

(u) 僱員福利 (續)

(ii) 退休金責任

本集團為所有僱員提供定額供款退休計劃。本集團及僱員向計劃作出之供款乃根據僱員基本薪金之百分比計算。於損益表扣除之退休福利計劃成本指本集團應付予有關基金之供款。

(iii) 終止福利

終止福利於本集團不得再撤銷提供該等福利及本集團確認重組成本並涉及終止福利的付款兩者之較早日期確認。

(v) 借貸成本

收購、興建或生產須大量時間方可用作其擬定用途或出售之合資格資產直接應佔之借貸成本，將資本化作為該等資產成本一部份，直至該等資產大致可供用作擬定用途或出售之時。就用於合資格資產開支前作短暫投資之特定借貸所賺取投資收入，自合資格撥充資本之借貸成本扣除。

就於一般情況及用作取得合資格資產而借入之資金而言，合資格資本化之借貸成本乃就用於該資產之開支應用資本化比率計量。資本化比率為適用於本集團在該期間內尚未償還借貸（不包括就取得合資格資產而借入之特定借貸）之加權平均借貸成本。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(v) Borrowing costs (continued)

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

(w) Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss because it includes previous years items of income or expense that were not taxable or deductible and excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

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

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

3. 主要會計政策 (續)

(v) 借貸成本 (續)

所有其他借貸成本均在產生之期間內於損益表確認。

(w) 稅項

所得稅指即期稅項及遞延稅項之總額。

即期應付稅項乃根據本年度之應課稅溢利計算。應課稅溢利與損益表所確認之溢利有所不同，原因是應課稅溢利包括往年之毋須課稅或不可扣減之收入或開支項目，不包括於其他年度之應課稅或可予扣減之收入或開支項目，同時亦不包括一直毋須課稅或不可扣減之項目。本集團有關即期稅項之負債乃採用於報告期末前已實行或大致實行之稅率計算。

遞延稅項乃就財務報表內資產與負債之賬面值與用於計算應課稅溢利之相應稅基之差額確認。遞延稅項負債一般乃就所有應課稅暫時差額確認入賬，而遞延稅項資產則會在預期應課稅溢利可供用作抵銷可予扣減暫時差額、未動用稅項虧損或未動用稅項抵免時確認入賬。倘暫時差額乃因商譽或因一項交易涉及之其他資產及負債進行初步確認時（不包括業務合併）產生，而不會影響應課稅溢利或會計溢利，則不會確認該等資產及負債。

遞延稅項負債會就投資附屬公司產生之應課稅暫時差額確認入賬，惟倘本集團可控制暫時差額之沖回，並預期該暫時差額將不會在可見將來沖回者除外。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(w) Taxation (continued)

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

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

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

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model of the Group whose business objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. If the presumption is rebutted, deferred tax for such investment properties are measured based on the expected manner as to how the properties will be recovered.

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

3. 主要會計政策 (續)

(w) 稅項 (續)

遞延稅項資產之賬面值乃於各報告期末進行檢討，並於將不再可能有充裕之應課稅溢利以收回所有或部分資產時作調減。

遞延稅項乃根據於報告期末前已實行或大致實行之稅率，按預期在償還負債或變現資產期間適用之稅率計算。遞延稅項乃於損益表確認，惟倘遞延稅項與在其他全面收益內確認或直接於權益中確認之項目有關時，則在此情況下亦會在其他全面收益內確認或直接於權益中確認。

遞延稅項資產及負債之計量反映本集團預期於報告期末收回或結算其資產及負債賬面值之方式產生之稅務影響。

就計量按公平值計量之投資物業之遞延稅項而言，該等物業之賬面值假設可透過出售予以收回，惟該假設被推翻則除外。倘投資物業可予折舊及根據業務目的為不斷消耗投資物業所包含之大部份經濟利益（而非透過出售）之本集團業務模式持有，則可推翻有關假設。倘有關假設被推翻，該投資物業之遞延稅項則按照如何收回物業之預期方式計量。

當可合法強制將即期稅項資產與即期稅項負債抵銷時，並且當此等資產及負債與同一稅務機關所徵收之所得稅有關且本集團擬按淨額基準結算其即期稅項資產及負債時，遞延稅項資產及負債乃予以對銷。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(x) PRC land appreciation tax (“LAT”)

LAT is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from sales of properties less deductible expenditures including land costs, borrowing costs, business taxes and all property development expenditures. LAT is recognised as an income tax. LAT paid is a deductible expense for PRC corporate income tax purposes.

(y) Related parties

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

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

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Company or of a parent of the Company.

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

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

3. 主要會計政策 (續)

(x) 中國土地增值稅 (「土地增值稅」)

土地增值稅以銷售物業所得款項減去可扣除開支 (包括土地成本、借貸成本、營業稅及所有物業開發開支) 的土地增值按介乎30%至60%的累進稅率徵收，並確認為所得稅。已付土地增值稅就中國企業所得稅而言為可扣減開支。

(y) 關聯方

關聯方為與本集團有關聯的個人或實體。

(A) 倘屬以下人士，即該人士或該人士之近親與本集團有關聯：

- (i) 控制或共同控制本集團；
- (ii) 對本集團有重大影響；或
- (iii) 為本公司或本公司母公司的主要管理層成員。

(B) 倘符合下列任何條件，即實體與本集團有關聯：

- (i) 該實體與本公司屬同一集團之成員公司 (即各母公司、附屬公司及同系附屬公司彼此間有關聯)。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(y) Related parties (continued)

(B) (continued)

- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (A).
- (vii) A person identified in (A)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

3. 主要會計政策 (續)

(y) 關聯方 (續)

(B) (續)

- (ii) 一間實體為另一實體的聯營公司或合營企業(或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業)。
- (iii) 兩間實體均為同一第三方的合營企業。
- (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。
- (v) 實體為本集團或與本集團有關聯之實體就僱員利益設立的離職福利計劃。倘本集團本身便是該計劃，提供資助的僱主亦與本集團有關聯。
- (vi) 實體受(A)所識別人士控制或受共同控制。
- (vii) 於(A)(i)所識別人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(z) Impairment of assets

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

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

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

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

3. 主要會計政策 (續)

(z) 資產減值

於各報告期末，本集團審閱其有形及無形資產（商譽、投資物業、遞延稅項資產、存貨及金融資產除外）之賬面值，以釐定有否跡象顯示該等資產出現減值虧損。倘若出現任何該等跡象，則估計資產之可收回金額，以便釐定任何減值虧損之程度。倘若未能估計個別資產之可收回金額，則本集團估計資產所屬現金產生單位之可收回金額。

可收回金額乃公平值減出售成本及使用價值兩者中較高者。在評估使用價值時，估計日後現金流量按反映當時市場對貨幣時值及該項資產之風險之評估的稅前折現率折算成現值。

倘若資產或現金產生單位之可收回金額預期低於其賬面值，則資產或現金產生單位之賬面值減少至其可收回金額。減值虧損即時於損益表確認，惟倘相關資產以重估價值列賬，則在此情況下減值虧損被視為重估價值減少。

倘若減值虧損其後沖回，資產或現金產生單位之賬面值乃增加至其可收回金額之經修訂估計值，惟已增加賬面值並不超過如過往年度並無確認資產或現金產生單位減值虧損而釐定之賬面值（扣除攤銷或折舊）。減值虧損沖回即時於損益表確認，惟倘相關資產以重估價值列賬，則在此情況下減值虧損沖回被視為重估價值增加。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(aa) Provisions and contingent liabilities

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

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

Contingent liabilities acquired in a business combination are initially measured at fair value at the acquisition date and are subsequently measured, until the liabilities are settled, cancelled or expire, at the higher of the amount that would be recognised in accordance with HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets" and the amount initially recognised less cumulative amortisation recognised in accordance with HKAS 18 "Revenue".

(ab) Events after the reporting period

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

3. 主要會計政策 (續)

(aa) 撥備及或然負債

當本集團因已發生的事件須承擔現有之法律或推定責任，而解除責任有可能導致經濟利益流出，並能可靠估計責任金額的情況下，須對不確定時間或金額之負債確認撥備。倘時間價值重大，則撥備之金額按預期用於解除該責任之支出之現值列賬。

倘不大可能導致經濟利益流出，或金額無法可靠估計，則責任披露為或然負債，除非流出之可能性極低。可能出現之責任，其是否存在將僅取決於日後是否會發生一宗或多宗事件，亦披露為或然負債，除非流出之可能性極低。

於業務合併中收購的或然負債初步按於收購日期的公平值計量，其後按根據香港會計準則第37號「撥備、或然負債及或然資產」確認之金額與初步確認金額兩者之較高者減根據香港會計準則第18號「收益」確認之累計攤銷計量，直至有關負債獲清償、註銷或屆滿為止。

(ab) 報告期後事項

可提供有關本集團於報告期末狀況之額外資料或顯示持續經營假設並不適當之報告期後事項均屬於調整事項，並於財務報表內反映。並非調整事項之重大報告期後事項則於財務報表附註中披露。

4. CRITICAL JUDGEMENTS AND KEY ESTIMATES

(a) Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgements that have the most significant effect on the amounts recognised in the financial statements.

(i) *Deferred tax for investment properties*

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the directors have reviewed the Group's investment property portfolios and concluded that the Group's investment properties are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time. Therefore, in determining the Group's deferred tax for investment properties, the directors have adopted the presumption that investment properties measured using the fair value model are recovered through sale.

(ii) *Basis of consolidation of subsidiaries held under structured agreement*

As stated in note 41(a) to the financial statements, the Group acquired the interest of Feng Shun Jia Rong Trading Company Limited* ("Jia Rong"), through a sale and purchase agreement of Jia Rong's 100% income right dated 25 June 2013 (the "Income Right SP Agreement"), among the Group, Jia Rong and the owners of Jia Rong. Pursuant to the Income Right SP Agreement, the Group acquired the right to receive all the income arising from the business of Jia Rong (including, but not limited to, the income arising from the holding of the equity interest in Guangdong Xilong Property Development Company Limited* ("Guangdong Xilong")).

* English name is translated for identification purposes only.

4. 重大判斷及主要估計

(a) 於應用會計政策時之重大判斷

於應用會計政策過程中，董事已作出以下對於財務報表確認之金額有極大影響之判斷。

(i) 投資物業之遞延稅項

就計量按公平值計量之投資物業之遞延稅項而言，董事已審閱本集團之投資物業組合，並認為本集團之投資物業並非根據目的為不斷消耗投資物業所包含之大部份經濟利益之業務模式持有。因此，在釐定本集團投資物業之遞延稅項時，董事已假設按公平值計量之投資物業為透過出售予以收回。

(ii) 根據結構協議持有之附屬公司之綜合基準

如財務報表附註41(a)所述，本集團透過本集團與豐順佳榮貿易有限公司（「佳榮」）及佳榮之擁有人於二零一三年六月二十五日訂立有關買賣佳榮100%收益權之協議（「收益權買賣協議」），收購佳榮之權益。根據收益權買賣協議，本集團收購收取佳榮業務產生之所有收益之權利，包括但不限於因持有廣東喜龍房地產開發有限公司（「廣東喜龍」）之股權而產生之收益。

* 英文名稱僅供識別。

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4. CRITICAL JUDGEMENTS AND KEY ESTIMATES (continued)

(a) Critical judgements in applying accounting policies (continued)

(ii) *Basis of consolidation of subsidiaries held under structured agreement* (continued)

The directors are of the opinion that, notwithstanding the lack of equity ownership, having considered in substance all facts and circumstances, and based on the terms and conditions of the Income Right SP Agreement, the Group has acquired control over Jia Rong and Guangdong Xilong. Accordingly, Jia Rong and Guangdong Xilong are consolidated from the date on which control is transferred to the Group.

(iii) *Prepayment for acquisition of equity interest*

As stated in note 25(a) to the financial statements, the directors consider that the acquisition of 50% of the total issued share capital of Joygain Holdings Limited, was not able to be completed in 2013. Consequently, the consideration paid was recognised as prepayments for acquisition of equity interest.

(b) Key sources of estimation uncertainty

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

4. 重大判斷及主要估計 (續)

(a) 於應用會計政策時之重大判斷 (續)

(ii) 根據結構協議持有之附屬公司之綜合基準 (續)

董事認為，儘管缺少權益所有權，但實際上經考慮所有事實及情況後，並基於收益權買賣協議之條款及條件，本集團已收購佳榮及廣東喜龍之控制權。因此，佳榮及廣東喜龍自控制權轉移至本集團之日起綜合入賬。

(iii) 收購股權之預付款項

如財務報表附註25(a)所述，董事認為收購樂得控股有限公司已發行股本總額之50%未能於二零一三年完成。因此，已付代價作為收購股權之預付款項確認。

(b) 估計不明朗因素之主要來源

有極大風險導致下一個財政年度之資產與負債之賬面值出現重大調整之有關未來之主要假設，以及於報告期末估計不明朗因素之其他主要來源均於下文論述。

4. CRITICAL JUDGEMENTS AND KEY ESTIMATES (continued)

(b) Key sources of estimation uncertainty (continued)

(i) *Estimated income taxes (including LAT)*

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

(ii) *Impairment of intangible assets*

Determining whether intangible assets are impaired requires measurement of the recoverable amount of the intangible assets. The recoverable amount is determined based on the higher of the fair value less costs of disposal and value in use. The valuation and calculation require the use of estimates.

(iii) *Impairment of goodwill*

Determining whether goodwill is impaired requires measurement of the recoverable amount of the cash-generating units. The recoverable amount is determined based on the higher of the fair value less costs of disposal and value in use. The valuation and calculation require the use of estimates.

4. 重大判斷及主要估計 (續)

(b) 估計不明朗因素之主要來源 (續)

(i) 估計所得稅 (包括土地增值稅)

本集團主要須繳納中國之所得稅。於釐定所得稅撥備金額時，需要作出重大估計。於日常業務過程中有頗多未能確定最終稅項之交易及計算。倘該等事宜之最終稅務結果與初步記錄之金額不符，有關差異將影響作出釐定之期間內之所得稅及遞延稅項撥備。

(ii) 無形資產減值

釐定無形資產有否出現減值須計量無形資產之可收回金額。可收回金額乃根據公平值減出售成本及使用價值兩者中較高者釐定。估值及計算須作估計。

(iii) 商譽減值

釐定商譽有否出現減值須計量現金產生單位之可收回金額。可收回金額乃根據公平值減出售成本及使用價值兩者中較高者釐定。估值及計算須作估計。

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4. CRITICAL JUDGEMENTS AND KEY ESTIMATES (continued)

(b) Key sources of estimation uncertainty (continued)

(iv) *Impairment of prepayments for acquisition of equity interest*

Determining whether prepayments for acquisition of equity interest are impaired requires an estimation of their recoverable amount. The estimated recoverable amount of the prepayments for acquisition of equity interest has been determined as detailed in note 25(a) to the financial statements.

(v) *Fair value of investment properties*

The Group appointed an independent qualified professional valuer to assess the fair value of the investment properties. In determining the fair value, the valuer has utilised valuation techniques which involve certain estimates. Details of the valuation techniques and inputs have been disclosed in notes 6 and 20 to the financial statements.

(vi) *Fair value of financial assets at fair value through profit or loss*

The Group appointed an independent professional valuer to assess the fair value of two call options obtained by the Group. In determining the fair value, the valuer has utilised techniques which involve certain estimates. Details of the valuation techniques and inputs have been disclosed in notes 6 and 26 to the financial statements.

(vii) *Net realisable value of properties for sale under development*

The Group assesses the carrying amounts of properties for sale under development according to their net realisable value based on the realisability of these properties. Net realisable value for properties for sale under development is determined by reference to management's estimates of the selling price based on prevailing market conditions, less applicable variable selling expenses and the anticipated costs to completion.

4. 重大判斷及主要估計 (續)

(b) 估計不明朗因素之主要來源 (續)

(iv) 收購股權之預付款項減值

釐定收購股權之預付款項有否出現減值須估計其可收回金額。收購股權之預付款項之估計可收回金額已根據財務報表附註25(a)所詳述之方式釐定。

(v) 投資物業之公平值

本集團已委任獨立合資格專業估值師以評估投資物業之公平值。於釐定公平值時，估值師採用包括若干估計之估值技術。估值技術及輸入數據之詳情已於財務報表附註6及20內披露。

(vi) 按公平值計入損益之金融資產之公平值

本集團已委任獨立專業估值師以評估本集團獲取之兩份認購期權之公平值。於釐定公平值時，估值師採用包括若干估計之估值技術。估值技術及輸入數據之詳情已於財務報表附註6及26內披露。

(vii) 發展中待售物業之可變現淨值

本集團根據發展中待售物業之可變現程度按其可變現淨值評估該等物業之賬面值。發展中待售物業之可變現淨值乃參考管理層根據當前市況對售價之估計，減適用之可變銷售開支和預計落成成本釐定。

4. CRITICAL JUDGEMENTS AND KEY ESTIMATES (continued)

(b) Key sources of estimation uncertainty (continued)

(vii) *Net realisable value of properties for sale under development* (continued)

If there is an increase in costs to completion or a decrease in net sales value, the net realisable value will decrease and this may result in provision for properties for sale under development. Such provision requires the use of judgement and estimates. Where the expectation is different from the original estimate, the carrying value and provision for properties for sale under development in the periods in which such estimate is changed will be adjusted accordingly.

In addition, given the volatility of the PRC property market and the unique nature of individual properties for sale under development, the actual outcomes in terms of costs and revenue may be higher or lower than estimated at the reporting date. Any increase or decrease in the provision would affect profit or loss in future years.

(viii) *Impairment loss of accounts receivable, deposits and other receivables*

The Group makes impairment loss for bad and doubtful debts based on assessment of the recoverability of the accounts receivable, deposits and other receivables, including the current creditworthiness, the past collection history, the length of overdue period and collateral (if any) of each debtor or counterparty. Impairments arise where events or changes in circumstances indicate that the balances may not be collectible. The identification of bad and doubtful debts requires the use of judgement and estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the accounts receivable, deposits and other receivables and impairment losses in the year in which such estimate has been changed.

4. 重大判斷及主要估計 (續)

(b) 估計不明朗因素之主要來源 (續)

(vii) 發展中待售物業之可變現淨值 (續)

倘竣工成本增加或淨銷售額減少，則可變現淨值將會減少，並可能導致發展中待售物業需要作出撥備。該等撥備需要運用判斷及估計。倘預期與最初估計不同，則發展中待售物業之賬面值及撥備於有關估計轉變所涉期間相應調整。

此外，鑒於中國房地產市場變幻莫測且個別發展中待售物業之特點，有關成本及收益之實際結果於報告日期或會高於或低於估計數額。任何增減撥備將會影響來年損益。

(viii) 應收賬款、訂金及其他應收款項之減值虧損

本集團乃根據應收賬款、訂金及其他應收款項之可收回程度，包括各債務人或對手方現時信譽、過往收款記錄、逾期時間長度及抵押品（如有），釐定呆壞賬減值虧損。倘出現顯示結餘或不可收回之事件或變動時會作出減值。呆壞賬之識別須使用判斷及估計。倘實際結果與原定估計不符，有關差異將影響應收賬款、訂金及其他應收款項之賬面值及有關估計發生變動年度之減值虧損。

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4. CRITICAL JUDGEMENTS AND KEY ESTIMATES (continued)

(b) Key sources of estimation uncertainty (continued)

(ix) Financial guarantee contracts

Details of guarantees provided by the Group are set out in note 43 to the financial statements. Based on expectations at the reporting date, the directors consider that it is more likely than not that such an amount will not be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

4. 重大判斷及主要估計 (續)

(b) 估計不明朗因素之主要來源 (續)

(ix) 財務擔保合約

本集團提供的擔保詳情載於財務報表附註43。按照於報告日期預期，董事認為根據安排須要繳付該款項的可能性很低。然而，該估計因應對手方就擔保事項提出申索之可能性而有所變動，而有關可能性則與對手方所持已擔保之財務應收款項出現信貸虧損之可能性有關。

5. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

5. 金融工具

(a) 金融工具分類

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Financial assets	金融資產		
Financial assets at fair value through profit or loss (classified as held for trading)	按公平值計入損益之金融資產 (分類為持作買賣)	38,503	—
Loans and receivables (including bank and cash balances)	貸款及應收款項 (包括銀行及現金結餘)	2,035,192	673,296
Financial liabilities	金融負債		
Amortised cost	攤銷成本	5,317,843	2,654,627

5. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management

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

(i) Foreign currency risk

Foreign currency risk is the risk that the value of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group has certain exposure to foreign currency risk as some of its business transactions, assets and liabilities are denominated in currencies other than the functional currency of the respective group entities, such as United States dollars ("US\$"), Renminbi ("RMB") and Hong Kong dollars ("HK\$"). The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

The Group's exposure at the end of the reporting period to foreign currency risk arising from recognised monetary assets or liabilities is as follows:

		Assets 資產		Liabilities 負債	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
RMB	人民幣	381,581	78,617	17,806	41,931
HK\$	港元	19,013	17,678	192,112	252,144
US\$	美元	728	17,542	1,387,851	—

5. 金融工具 (續)

(b) 財務風險管理

本集團之業務承受各種財務風險：包括外幣風險、信貸風險、流動資金風險及利率風險。本集團整體風險管理項目重點針對金融市場之難以預測性，並尋求將本集團財務表現之潛在不利影響減至最低。

(i) 外幣風險

外幣風險指金融工具價值跟隨匯率變動而出現波動之風險。由於本集團的若干業務交易、資產及負債乃以集團實體各自的功能貨幣以外的貨幣（如美元（「美元」）、人民幣（「人民幣」）及港元（「港元」）計值，故本集團須面對若干外幣風險。本集團目前並無就外幣交易、資產及負債制定任何外幣對沖政策。本集團將密切監控其外幣風險，並將於需要時對沖重大外幣風險。

本集團於報告期末面臨來自自己確認之貨幣資產或負債之外幣風險如下：

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5. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management (continued)

(i) Foreign currency risk (continued)

The table below summarises the impact of possible changes in the foreign exchange rates on the consolidated (loss)/profit after tax for the year.

Year ended	截至二零一三年
31 December 2013	十二月三十一日止年度
RMB	人民幣
HK\$	港元
US\$	美元
Year ended	截至二零一二年
31 December 2012	十二月三十一日止年度
RMB	人民幣
HK\$	港元
US\$	美元

(ii) Credit risk

As at 31 December 2013, the Group's maximum exposure to credit risk which might cause a financial loss to the Group due to failure to discharge an obligation by the counterparties arises from the carrying amount of the respective recognised financial assets as stated in note 5(a) above and financial guarantees provided by the Group as stated in note 43 to the financial statements.

5. 金融工具 (續)

(b) 財務風險管理 (續)

(i) 外幣風險 (續)

下表概述匯率可能的變動對本年度除稅後綜合(虧損)/溢利的影響。

Functional currency strengthened/ (weakened) by	Increase/ (Decrease) in consolidated loss after tax
功能貨幣增值/(減值)	除稅後綜合虧損增加/(減少)
	HK\$'000 千港元
5%/(5%)	18,189/(18,189)
5%/(5%)	(8,705)/8,705
4%/(4%)	(55,489)/55,489
5%/(5%)	(1,834)/1,834
5%/(5%)	11,723/(11,723)
4%/(4%)	(526)/526

(ii) 信貸風險

於二零一三年十二月三十一日，本集團因對手方未能履行責任所承受之最大信貸風險(或會導致本集團產生財務虧損)，來自上述附註5(a)所列有關已確認金融資產之賬面值及財務報表附註43所列本集團提供之財務擔保。

5. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management (continued)

(ii) Credit risk (continued)

As at 31 December 2013, the Group's concentration of credit risk by geographical location is in the PRC which accounted for 100% (2012: 100%) of the total accounts receivable. The Group also had concentration of credit risk by tenants as 12% (2012: 59%) of its total accounts receivable were due from one single tenant as at 31 December 2013. The Group requests rental deposit from the tenant upon entering into tenancy agreement. In addition, the Group reviews the recoverable amount of each individual debt at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors consider that the Group's credit risk is significantly reduced.

In addition to credit risk on accounts receivable, the Group is also exposed to concentration of credit risk through its deposits for acquisition of equity interest/land use rights to 2 intended vendors of approximately HK\$781,567,000 as at 31 December 2013. However, the directors consider that the credit risk is limited. The directors have regular liaison with the counterparties to identify any early sign of potential problems.

The Group's credit risk on bank deposits and balances is limited because the counterparties are banks with high credit ratings.

5. 金融工具 (續)

(b) 財務風險管理 (續)

(ii) 信貸風險 (續)

於二零一三年十二月三十一日，本集團之信貸風險按地區分佈集中在中國，佔應收賬款總額之100%（二零一二年：100%）。按租戶劃分，本集團亦存在集中信貸風險，因為於二零一三年十二月三十一日應收一名租戶款項佔其應收賬款總額之12%（二零一二年：59%）。本集團要求租戶於訂立租賃協議時繳納租賃按金。此外，本集團於各報告期末審閱每項個別債項之可收回金額，以確保就不可收回金額作出足夠之減值虧損。就此而言，董事認為本集團之信貸風險已大大降低。

除應收賬款之信貸風險外，於二零一三年十二月三十一日，本集團亦向兩名有意賣家支付收購股本權益／土地使用權之訂金約781,567,000港元而面對集中信貸風險。然而，董事認為信貸風險有限。董事定期與對手方聯繫以確定有否潛在問題的預兆。

本集團的銀行存款及結餘的信貸風險有限，因為對手方為具有較高信用評級的銀行。

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5. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management (continued)

(ii) Credit risk (continued)

The Group has arranged bank financing for certain purchasers of properties and provided guarantees to secure obligations of such purchasers for repayments. Details of these guarantees are set out in note 43 to the financial statements.

(iii) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The following tables detail the Group's remaining contractual maturity for its financial liabilities. The tables are drawn up based on the undiscounted cash flows of financial liabilities and the earliest dates on which the Group can be required to pay. The table includes both interest and principal cash flows.

Specifically, for certain bank loans which the Group had breached a financial covenant clause which can be exercised at the bank's sole discretion to call for early repayment, the analysis shows the cash outflow based on the earliest period in which the Group can be required to pay, that is if the lender were to invoke its unconditional rights to call the loans with immediate effect.

5. 金融工具 (續)

(b) 財務風險管理 (續)

(ii) 信貸風險 (續)

本集團已為若干物業的買家安排銀行融資，以及提供擔保以保證買家償還的責任。有關該等擔保的詳情載於財務報表附註43。

(iii) 流動資金風險

本集團之政策為定期監察目前及預期之流動資金需求，從而確保本集團維持足夠現金儲備以應付其短期及長期之流動資金需求。

下表詳列本集團金融負債之剩餘合約期限。該表乃基於金融負債之未折現現金流量及本集團應還款之最早日期編製。該表包括利息與本金現金流量。

具體而言，就本集團違反可由銀行全權酌情行使以要求提前還款之財務契約條款之若干銀行貸款而言，分析列示基於本集團應還款之最早期間，即倘貸款人援引無條件權利要求立即償還貸款時之現金流出。

5. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management (continued)

(iii) Liquidity risk (continued)

5. 金融工具 (續)

(b) 財務風險管理 (續)

(iii) 流動資金風險 (續)

		Less than 1 year or on demand 少於一年或 按要求 HK\$'000 千港元	Between 1 and 2 years 一至兩年 HK\$'000 千港元	Between 2 and 5 years 二至五年 HK\$'000 千港元	Total undiscounted cash flows 未折現現金 流量總額 HK\$'000 千港元
At 31 December 2013	於二零一三年 十二月三十一日				
Accounts payable	應付賬款	560,064	—	—	560,064
Accruals and other payables	應計費用及 其他應付款項	177,444	—	14,423	191,867
Amount due to the ultimate holding company	應付最終控股公司 款項	19,983	—	—	19,983
Bank and other borrowings	銀行及其他借款	1,859,922	1,419,234	2,234,939	5,514,095
Finance lease payables	融資租賃應付款	231	228	304	763
Provision for contingent liability	或然負債撥備	9,733	—	—	9,733
Financial guarantee contracts	財務擔保合約	860,245	—	—	860,245
		3,487,622	1,419,462	2,249,666	7,156,750

Taking into account the fact that the bank had agreed to waive the early repayment option subsequent to the reporting date, the table below includes the maturity analysis of the above-mentioned bank loans based on agreed repayment schedule as set out in the revised loan agreements.

由於銀行已於報告日期後同意放棄提前還款之選擇權，下表包括基於經修訂之貸款協議所載議定還款計劃之上述銀行貸款之到期分析。

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5. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management (continued)

(iii) Liquidity risk (continued)

5. 金融工具 (續)

(b) 財務風險管理 (續)

(iii) 流動資金風險 (續)

		Less than 1 year or on demand 少於一年或 按要求 HK\$'000 千港元	Between 1 and 2 years 一至兩年 HK\$'000 千港元	Between 2 and 5 years 二至五年 HK\$'000 千港元	Total undiscounted cash flows 未折現現金 流量總額 HK\$'000 千港元
At 31 December 2013	於二零一三年 十二月三十一日				
Accounts payable	應付賬款	560,064	—	—	560,064
Accruals and other payables	應計費用及 其他應付款項	177,444	—	14,423	191,867
Amount due to the ultimate holding company	應付最終控股公司 款項	19,983	—	—	19,983
Bank and other borrowings	銀行及其他借款	1,732,306	1,480,903	2,320,699	5,533,908
Finance lease payables	融資租賃應付款	231	228	304	763
Provision for contingent liability	或然負債撥備	9,733	—	—	9,733
Financial guarantee contracts	財務擔保合約	860,245	—	—	860,245
		3,360,006	1,481,131	2,335,426	7,176,563

5. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management (continued)

(iii) Liquidity risk (continued)

		Less than 1 year or on demand 少於一年或 按要求 HK\$'000 千港元	Between 1 and 2 years 一至兩年 HK\$'000 千港元	Between 2 and 5 years 二至五年 HK\$'000 千港元	Total undiscounted cash flows 未折現現金 流量總額 HK\$'000 千港元
At 31 December 2012	於二零一二年 十二月三十一日				
Accounts payable	應付賬款	420,286	—	—	420,286
Accruals and other payables	應計費用及 其他應付款項	169,916	—	16,365	186,281
Amount due to the ultimate holding company	應付最終控股公司 款項	99,200	—	—	99,200
Amount due to a non-controlling shareholder of a subsidiary	應付一間附屬公司 的一名非控股 股東款項	—	342,303	—	342,303
Bank and other borrowings	銀行及其他借款	1,023,783	742,570	478,382	2,244,735
Finance lease payables	融資租賃應付款	388	5	—	393
Financial guarantee contracts	財務擔保合約	288,383	—	—	288,383
		2,001,956	1,084,878	494,747	3,581,581

The amounts included above for financial guarantee contracts are the maximum amounts the Group could be forced to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. At the reporting date, the directors do not consider it probable that a claim will be made against the Group under the above guarantees. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

若對手方就擔保事項提出申索，上述計入融資擔保合約之金額乃本集團根據安排須就全數擔保金額作出償還之最高金額。於報告日期，董事認為，本集團因上述擔保而面臨索償的機會不大。然而，該估計因應對手方就擔保事項提出申索之可能性而有所變動，而有關可能性則與對手方所持已擔保之財務應收款項出現信貸虧損之可能性有關。

5. 金融工具 (續)

(b) 財務風險管理 (續)

(iii) 流動資金風險 (續)

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5. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management (continued)

(iv) Interest rate risk

The Group's exposure to fair value interest rate risk relates primarily to fixed rate borrowings. Bank loans, Senior Notes and other borrowings of approximately HK\$203,502,000 (2012: HK\$32,102,000), HK\$1,387,851,000 (2012: HK\$476,756,000) and HK\$1,908,701,000 (2012: Nil) respectively, bear interests at fixed rates and therefore are subject to fair value interest rate risk.

The Group's exposure to cash flow interest rate risk, relates primarily to variable rate bank loans and other borrowings, which is partially offset by bank deposits held at variable rates. Bank deposits, bank loans and other borrowings of approximately HK\$1,176,909,000 (2012: HK\$249,067,000), HK\$1,022,980,000 (2012: HK\$1,097,698,000) and HK\$22,894,000 (2012: Nil) respectively, bear interests at variable rates varied with the then prevailing market condition.

The sensitivity analysis below has been determined based on the exposure to cash flow interest rate risk on the Group's variable rate bank loans and other borrowings, partially offset by bank deposits held at variable rates, at the end of the reporting period and prepared assuming the amounts of bank deposits, bank loans and other borrowings outstanding at the end of each reporting period were outstanding for the whole year.

5. 金融工具 (續)

(b) 財務風險管理 (續)

(iv) 利率風險

本集團面臨之公平值利率風險主要與固定利率借款有關。銀行貸款、優先票據及其他借款分別約203,502,000港元(二零一二年: 32,102,000港元)、1,387,851,000港元(二零一二年: 476,756,000港元)及1,908,701,000港元(二零一二年: 零)按固定利率計息, 因此面臨公平值利率風險。

本集團面臨之現金流利率風險主要與浮息銀行貸款及其他借款有關, 部份被按浮動利率持有之銀行存款抵銷。銀行存款、銀行貸款及其他借款分別約1,176,909,000港元(二零一二年: 249,067,000港元)、1,022,980,000港元(二零一二年: 1,097,698,000港元)及22,894,000港元(二零一二年: 零)跟隨當時之市場狀況按不同之浮動利率計息。

以下敏感性分析乃根據本集團浮息銀行貸款及其他借款於報告期末之現金流利率風險(部份被按浮動利率持有之銀行存款抵銷)為基準而釐定, 且編製該項分析時假設於各報告期末之未提取銀行存款、未償還銀行貸款及其他借款金額於全年內仍未提取及償還。

5. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management (continued)

(iv) Interest rate risk (continued)

As at 31 December 2013, if interest rates had been 25 basis points (2012: 100 basis points) higher, with all other variables held constant and taking into account the capitalisation of borrowing costs, consolidated loss after tax for the year would have been decreased by approximately HK\$964,000 (2012: consolidated profit after tax would have been decreased by approximately HK\$3,436,000). If the interest rate had been 25 basis points (2012: 100 basis points) lower, with all other variables held constant and taking into account the capitalisation of borrowing costs, consolidated loss after tax for the year would have been increased by approximately HK\$930,000 (2012: consolidated profit after tax would have been increased by approximately HK\$4,739,000).

The Group currently does not have any interest rate hedging policy in relation to interest rate risk. The directors monitor the Group's exposure on an ongoing basis and will consider hedging interest rate risk should the need arise.

(c) Fair value

Except for Senior Notes and certain other borrowings with the carrying amounts of approximately HK\$1,387,851,000 and HK\$1,908,701,000 respectively, the directors consider that the carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position are not materially different from their fair value as at 31 December 2013. The directors estimate the fair value of the Senior Notes and certain other borrowings as at 31 December 2013 to be approximately HK\$1,367,551,000 and HK\$1,970,736,000 respectively. The fair value has been calculated by discounting the future cash flows at the market interest rates (level 2 measurement under HKFRS 13).

5. 金融工具 (續)

(b) 財務風險管理 (續)

(iv) 利率風險 (續)

於二零一三年十二月三十一日，倘利率上升25個基點（二零一二年：100個基點），而所有其他變數維持不變及計入借款成本資本化，則本年度除稅後綜合虧損將減少約964,000港元（二零一二年：除稅後綜合溢利將減少約3,436,000港元）。倘利率下降25個基點（二零一二年：100個基點），而所有其他變數維持不變及計入借款成本資本化，則本年度除稅後綜合虧損將增加約930,000港元（二零一二年：除稅後綜合溢利將增加約4,739,000港元）。

本集團目前並無就利率風險採取任何利率對沖政策。董事會持續監控本集團之利率風險，並將於需要時考慮對沖利率風險。

(c) 公平值

除賬面值分別為約1,387,851,000港元及1,908,701,000港元之優先票據及若干其他借款外，董事認為，於綜合財務狀況表內反映之本集團金融資產及金融負債之賬面值與於二零一三年十二月三十一日之公平值並無顯著不同。董事估計，於二零一三年十二月三十一日，優先票據及若干其他借款之公平值分別為約1,367,551,000港元及1,970,736,000港元。公平值乃按市場利率折現未來現金流而計算（香港財務報告準則第13號第2級公平值計量）。

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6. FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

(a) Disclosures of level in fair value hierarchy:

6. 公平值計量

公平值是市場參與者在計量日進行之有秩序交易中出售一項資產所收取或轉讓一項負債所支付的價格。以下披露的公平值計量是按使用分為三層輸入以用於計量公平值之估值技術的公平值等級：

第1級輸入數據：本集團可在計量日取得之相同資產或負債在活躍市場之報價（未經調整）。

第2級輸入數據：除第1級市場報價以外，基於可直接或間接觀察取得之資產或負債輸入數據。

第3級輸入數據：資產或負債之不可觀察輸入數據。

本集團的政策是於轉撥事件或導致轉撥的情況發生變化之日，確認轉入及轉出三個級別任何之一。

(a) 公平值等級之級別披露：

Description	詳情	Fair value measurement using: Level 3 公平值計量採用以下基準： 第3級 HK\$'000 千港元
At 31 December 2013	於二零一三年十二月三十一日	
Recurring fair value measurements:	經常性公平值計量：	
Investment properties Commercial — PRC	投資物業 商業 — 中國	663,024
Financial assets at fair value through profit or loss Derivatives — call options	按公平值計入損益之金融資產 衍生工具 — 認購期權	38,503
Non-recurring fair value measurements:	非經常性公平值計量：	
Non-current assets of disposal groups classified as held for sale: Investment properties Commercial — PRC	分類為待售之 出售組合之非流動資產： 投資物業 商業 — 中國	620,682

6. FAIR VALUE MEASUREMENTS

(continued)

(b) Reconciliation of assets measured at fair value based on level 3:

The movements in the investment properties (including those investment properties of the disposal groups classified as held for sale) under Level 3 fair value measurements during the year are presented in note 20 to the financial statements. In the opinion of directors, there is no change in the fair value of investment properties included in the disposal groups immediately prior to classification as held for sale to 31 December 2013. Fair value adjustment on investment properties are recognised in the line item “fair value gains on investment properties” on the face of the consolidated statement of profit or loss. All the gains recognised in profit or loss for the year arose from the investment properties held at the end of the reporting period.

The movements in the Group’s financial assets at fair value through profit or loss during the year are as follows:

Description	詳情	Derivatives 衍生工具 HK\$'000 千港元
At 1 January 2013	於二零一三年一月一日	—
Total gains recognised in profit or loss ^(#)	於損益表確認之總收益 ^(#)	38,503
At 31 December 2013	於二零一三年十二月三十一日	38,503
^(#) Include gains for assets held at end of reporting period	^(#) 包括報告期末所持資產之收益	38,503

The total gains recognised in profit or loss are presented in the line item “fair value gains on financial assets at fair value through profit or loss” on the face of the consolidated statement of profit or loss.

6. 公平值計量 (續)

(b) 根據第3級按公平值計量之資產之對賬：

年內根據第3級公平值計量分類之投資物業（包括分類為待售之出售組合之投資物業）之變動呈列於財務報表附註20。董事認為，截至二零一三年十二月三十一日，於緊接分類為待售前計入出售組合之投資物業之公平值概無變動。投資物業之公平值調整於綜合損益表之「投資物業之公平值收益」確認。年內所有於損益表確認之收益由報告期末所持投資物業所產生。

年內本集團按公平值計入損益之金融資產之變動如下：

於損益表確認之總收益乃於綜合損益表之「按公平值計入損益之金融資產公平值收益」呈列。

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6. FAIR VALUE MEASUREMENTS

(continued)

- (c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements as at 31 December 2013:

The Group's financial controller is responsible for the fair value measurements of assets and liabilities required for financial reporting purposes, including level 3 fair value measurements. The financial controller reports directly to the Board of Directors for these fair value measurements. Discussions of valuation processes and results are held between the financial controller and the Board of Directors at least twice a year.

For level 3 fair value measurements, the Group will normally engage external valuation experts with recognised professional qualifications and recent experience to perform the valuations.

Level 3 fair value measurements

Description 詳情	Valuation technique 估值技術	Unobservable inputs 不可觀察輸入數據	Range 範圍	Fair value 2013 二零一三年 公平值 HK\$'000 千港元
Investment properties Commercial — PRC 投資物業 商業 — 中國	Market comparable approach 市場比較法	Premium/(Discount) on quality of the properties 有關物業質素之 溢價/(折讓)	-5% to 10%	663,024
Investment properties of the disposal groups classified as held for sale 分類為待售之 出售組合之投資物業	Market comparable approach 市場比較法	Premium/(Discount) on quality of the properties 有關物業質素之 溢價/(折讓)	-25.85% to 8.61%	620,682
Derivatives — call options 衍生工具 — 認購期權	Binomial option pricing model 二項式期權定價模式	Volatility 波幅	39.08% to 45.72%	38,503
		Stock price (RMB million) 股價 (人民幣百萬元)	210.26	

6. 公平值計量 (續)

- (c) 本集團使用之估值程序及於二零一三年十二月三十一日公平值計量中使用之估值技術及輸入數據之披露：

本集團之財務總監負責就財務報告目的所需之資產及負債之公平值計量，包括第3級公平值計量。財務總監就該等公平值計量直接向董事會報告。財務總監及董事會須就估值程序及結果每年至少舉行兩次討論。

就第3級公平值計量而言，本集團一般將外聘具備認可專業資質且近期有估值經驗之估值專家進行有關估值。

第3級公平值計量

6. FAIR VALUE MEASUREMENTS

(continued)

- (c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements as at 31 December 2013: (continued)

The fair value of the investment properties and investment properties of the disposal groups classified as held for sale located in the PRC are determined using comparison method by reference to comparable recent market transactions, on a price per square meter basis, adjusted for a premium or a discount specific to the quality of the Group's investment properties. Higher premium for higher quality properties will result in a higher fair value measurement.

The Group appointed an independent professional valuer to assess the fair value of the investment properties of the disposal groups classified as held for sale as at 31 December 2013. In determining the fair value, the valuer has changed the valuation technique from investment method (based on capitalisation of the net rental income with due allowance for the reversionary income potential) to comparison method since the tenancy agreements of the said properties were terminated on 31 October 2013.

The fair value of the call options obtained by the Group are determined using binomial option pricing model and the significant unobservable inputs used in the fair value measurement are expected volatility and underlying stock price.

The expected volatility is estimated based on historical volatility of the comparable companies. The fair value measurement is positively correlated to the expected volatility. As at 31 December 2013, it is estimated that with all other variables held constant, an increase/decrease in the expected volatility by 5% would have decreased/increased the Group's loss after tax by approximately HK\$5,167,000/HK\$4,957,000 respectively.

6. 公平值計量 (續)

- (c) 本集團使用之估值程序及於二零一三年十二月三十一日公平值計量中使用之估值技術及輸入數據之披露：(續)

位於中國之投資物業及分類為待售之出售組合之投資物業之公平值乃採用比較法並參考可比較近期市場交易按每平方米價格基準釐定，並就本集團投資物業之質素而特有之溢價或折讓作出調整。較高質素的物業溢價較高，將導致較高之公平值計量。

本集團已委任獨立專業估值師評估分類為待售之出售組合之投資物業於二零一三年十二月三十一日之公平值。於釐定公平值時，估值師已將估值技術由投資法（基於租金收入淨額資本化並就復歸收入潛力作適當估量）變更為比較法，原因是上述物業之租賃協議已於二零一三年十月三十一日終止。

本集團獲取之認購期權之公平值乃採用二項式期權定價模式釐定，用於公平值計量之重大不可觀察輸入數據為預期波幅及相關股價。

預期波幅乃根據可比較公司之歷史波幅估計得出。公平值計量與預期波幅呈正相關性。於二零一三年十二月三十一日，在所有其他變量維持不變之情況下，預期波幅增加／減少5%將導致本集團除稅後虧損分別減少／增加約5,167,000港元／4,957,000港元。

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6. FAIR VALUE MEASUREMENTS

(continued)

- (c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements as at 31 December 2013: (continued)

The underlying stock price is estimated based on the business enterprise value. The fair value measurement is positively correlated to the stock price. As at 31 December 2013, it is estimated that with all other variables held constant, an increase/decrease in the stock price by 5% would have decreased/increased the Group's loss after tax by approximately HK\$5,788,000/HK\$5,319,000 respectively.

7. TURNOVER

The principal activities of the Group are property development and property rental in the PRC.

The Group's turnover represents income from sales of properties and rental income during the year, net of business tax, other sales related taxes and discounts allowed. The amount of each significant category of revenue recognised in turnover during the year is as follows:

Sales of properties	物業銷售
Rental income	租金收入

6. 公平值計量 (續)

- (c) 本集團使用之估值程序及於二零一三年十二月三十一日公平值計量中使用之估值技術及輸入數據之披露：(續)

相關股價根據商業企業價值估計得出。公平值計量與股價呈正相關性。於二零一三年十二月三十一日，在所有其他變量維持不變之情況下，股價增加／減少5%將導致本集團除稅後虧損分別減少／增加約5,788,000港元／5,319,000港元。

7. 營業額

本集團主要於中國從事物業開發及物業租賃業務。

本集團之營業額指本年度產生之物業銷售收入及租金收入（扣除營業稅、其他銷售相關稅費及折扣）。本年度於營業額確認之各重大類別收益之金額如下：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Sales of properties	物業銷售	200,540	489,760
Rental income	租金收入	80,340	81,407
		280,880	571,167

8. OTHER INCOME

Interest income	利息收入
Write back of other payables (note)	其他應付款項撥回 (附註)
Reversal of provision for contingent liability (note 41(a))	或然負債撥備撥回 (附註41(a))
Sundry income	雜項收入

Note:

The amount represented write back of long outstanding payables owed by the Group. According to legal opinion obtained, the directors are of the opinion that the time limit for claim by creditors had been lapsed, hence, the write back of other payables was made.

9. SEGMENT INFORMATION

The Group has two reportable segments as follows:

Property sales	—	property development and sales
Property rental	—	property investment and property rental activities

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different marketing strategies.

The accounting policies of the operating segments are the same as those described in note 3 to the financial statements. Segment profits or losses do not include corporate income and expenses. Segment assets do not include computer software included in intangible assets and corporate assets which are managed on a central basis. Segment liabilities include accruals and other payables, current and deferred tax liabilities managed directly by the segments.

8. 其他收入

	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Interest income	2,211	372
Write back of other payables (note)	44,377	—
Reversal of provision for contingent liability (note 41(a))	24,342	—
Sundry income	1,246	218
	72,176	590

附註：

該金額指撥回本集團所欠的長期未償還應付款項。根據獲得的法律意見，董事認為債權人提出申索的期限已屆滿，故撥回其他應付款項。

9. 分部資料

本集團有以下兩個呈報分部：

物業銷售	—	物業開發及銷售
物業租賃	—	物業投資及物業租賃活動

本集團之呈報分部為提供不同產品及服務的策略業務單位。由於各業務要求不同的市場推廣策略，故該等呈報分部為分開管理。

經營分部之會計政策與財務報表附註3內所載列者一致。分部盈虧並不包括企業收入及開支。分部資產不包括包含在無形資產中的電腦軟件及集中管理之企業資產。分部負債包括分部直接管理之應計費用及其他應付款項、即期及遞延稅項負債。

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9. SEGMENT INFORMATION (continued)

Information about reportable segments' profit or loss, assets and liabilities

9. 分部資料 (續)

有關呈報分部之盈虧、資產及負債之資料

		Property sales 物業銷售 HK\$'000 千港元	Property rental 物業租賃 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Year ended 31 December 2013	截至二零一三年 十二月三十一日止年度			
Revenue from external customers	對外客戶收益	200,540	80,340	280,880
Segment (loss)/profit	分部(虧損)/溢利	(250,637)	177,399	(73,238)
Other information:	其他資料:			
Interest income	利息收入	2,208	1	2,209
Interest expense	利息開支	129,868	—	129,868
Depreciation and amortisation	折舊及攤銷	1,951	—	1,951
Land lease charge (in respect of prepaid land lease payments)	土地租賃費(有關預付土地租賃款項)	1,439	—	1,439
Income tax	所得稅	(16,705)	20,520	3,815
Other material items of income and expense: Land premium related charges and penalties	其他重大收支項目: 土地出讓金相關費用及罰金	46,549	—	46,549
Other material non-cash items: Fair value gains on investment properties	其他重大非現金項目: 投資物業之公平值收益	—	120,625	120,625
Write back of other payables	其他應付款項撥回	44,377	—	44,377
Reversal of provision for contingent liability	或然負債撥備撥回	24,342	—	24,342
Impairment loss on favourable operating leases on business combination	業務合併時有利之經營租賃減值虧損	21,133	—	21,133
Impairment loss on goodwill	商譽減值虧損	4,149	—	4,149
Additions to segment non-current assets	分部非流動資產之增加	6,521	—	6,521
At 31 December 2013	於二零一三年 十二月三十一日			
Segment assets	分部資產	7,843,791	1,300,094	9,143,885
Segment liabilities	分部負債	5,921,767	199,072	6,120,839

9. SEGMENT INFORMATION (continued)

Information about reportable segments' profit or loss, assets and liabilities (continued)

9. 分部資料 (續)

有關呈報分部之盈虧、資產及負債之資料 (續)

		Property sales 物業銷售 HK\$'000 千港元	Property rental 物業租賃 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Year ended 31 December 2012	截至二零一二年 十二月三十一日止年度			
Revenue from external customers	對外客戶收益	489,760	81,407	571,167
Segment profit	分部溢利	121,708	88,638	210,346
Other information:	其他資料：			
Interest income	利息收入	372	—	372
Interest expense	利息開支	91,095	—	91,095
Depreciation and amortisation	折舊及攤銷	1,378	—	1,378
Land lease charge (in respect of prepaid land lease payments)	土地租賃費 (有關預付土地租賃款項)	939	—	939
Income tax	所得稅	45,017	11,587	56,604
Other material items of income and expense:	其他重大收支項目：			
Land premium related charges and penalties	土地出讓金相關費用及罰金	3,866	—	3,866
Other material non-cash items:	其他重大非現金項目：			
Fair value gains on investment properties	投資物業之公平值收益	—	30,174	30,174
Gain on bargain purchase in respect of business combination	收購附屬公司之收益	150,438	—	150,438
Additions to segment non-current assets	分部非流動資產之增加	7,795	—	7,795
At 31 December 2012	於二零一二年 十二月三十一日			
Segment assets	分部資產	4,954,218	1,146,239	6,100,457
Segment liabilities	分部負債	3,085,316	158,434	3,243,750

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9. SEGMENT INFORMATION (continued)

Reconciliations of reportable segments' profit or loss, assets and liabilities

9. 分部資料 (續)

呈報分部之盈虧、資產及負債之對賬

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Profit or loss	盈虧		
Total profit or loss of reportable segments	呈報分部之盈虧總額	(73,238)	210,346
Unallocated amounts	未分配金額		
Fair value gains on financial assets at fair value through profit or loss	按公平值計入損益 之金融資產公平值收益	38,503	—
Other corporate expenses *	其他企業開支 *	(932,910)	(32,104)
Consolidated (loss)/profit for the year	本年度綜合(虧損)/溢利	(967,645)	178,242
Assets	資產		
Total assets of reportable segments	呈報分部之總資產	9,143,885	6,100,457
Unallocated amounts	未分配金額		
Other corporate assets	其他企業資產	2,395,227	3,590
Consolidated total assets	綜合總資產	11,539,112	6,104,047
Liabilities	負債		
Total liabilities of reportable segments	呈報分部之總負債	6,120,839	3,243,750
Unallocated amounts	未分配金額		
Other corporate liabilities	其他企業負債	1,686,036	255,312
Consolidated total liabilities	綜合總負債	7,806,875	3,499,062

* Other corporate expenses include the following:

* 其他企業開支包括：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Other income	其他收入	(2)	(199)
Impairment loss on prepayments for acquisition of equity interest	收購股本權益之預付款項 減值虧損	830,533	—
Unallocated administration and finance costs	未分配行政及融資成本	102,379	32,303
		932,910	32,104

9. SEGMENT INFORMATION (continued)

Geographical information

All the revenue generated by the Group for the two years ended 31 December 2013 and 2012 were attributable to customers based in the PRC. In addition, the majority of the Group's non-current assets are located in the PRC. Accordingly, no geographical analysis is presented.

Revenue from major customers

During the year ended 31 December 2013, revenues derived from the Group's largest customer which accounted for 10% or more of the Group's total revenue amounted to approximately HK\$80,340,000 (2012: HK\$81,407,000). These revenues are attributable to the property rental segment.

10. OTHER OPERATING EXPENSES

9. 分部資料 (續)

地區資料

本集團截至二零一三年及二零一二年十二月三十一日止兩個年度之所有收益乃來自中國之客戶。此外，本集團之大部份非流動資產均位於中國，因此並無呈列地區分析。

來自主要客戶之收益

於截至二零一三年十二月三十一日止年度，本集團來自最大客戶之收益佔本集團總收益10%或以上，約為80,340,000港元（二零一二年：81,407,000港元）。該等收益源自物業租賃分部。

10. 其他經營開支

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Land premium related charges and penalties	土地出讓金相關費用及罰金	46,549	3,866
Other taxes	其他稅項	16,510	12,612
Net foreign exchange loss	外匯虧損淨額	419	2,076
Financial advisory fees	財務顧問費	73,276	—
Impairment loss on favourable operating leases on business combination	業務合併時有利之經營租賃減值虧損	21,133	—
Impairment loss on goodwill	商譽減值虧損	4,149	—
Impairment loss on prepayments for acquisition of equity interest (note 25(a))	收購股本權益之預付款項減值虧損（附註25(a)）	830,533	—
Sundry expenses	雜項開支	1,259	847
		993,828	19,401

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11. FINANCE COSTS

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Finance lease charges	融資租賃開支	34	25
Interest on bank loans wholly repayable within five years	須於五年內悉數償還之銀行貸款利息	90,078	33,745
Interest on Senior Notes wholly repayable within five years	須於五年內悉數償還之優先票據利息	127,286	83,390
Interest on other borrowings wholly repayable within five years	須於五年內悉數償還之其他借款利息	89,323	—
Total borrowings costs	總借貸成本	306,721	117,160
Amount capitalised	資本化金額	(96,965)	(8,309)
		209,756	108,851

Borrowing costs on funds borrowed generally are capitalised at a rate of 6.7% (2012: 23%) per annum.

一般借款之借貸成本按年利率6.7% (二零一二年：23%) 進行資本化。

12. INCOME TAX

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Current tax	即期稅項		
PRC Corporate Income Tax	中國企業所得稅		
— Provision for the year	— 本年撥備	8,457	28,739
LAT	土地增值稅		
— Provision for the year	— 本年撥備	—	21,883
— Over-provision in prior years	— 以往年度超額撥備	(22,315)	—
		(13,858)	50,622
Deferred tax (note 37)	遞延稅項 (附註37)	17,673	5,982
		3,815	56,604

11. 融資成本

12. 所得稅

12. INCOME TAX (continued)

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

Subsidiaries established in the PRC are subject to PRC Corporate Income Tax at 25% (2012: 25%) based on the relevant income tax rules and regulations in the PRC.

According to the PRC corporate income tax law and the relevant PRC issued implementation regulation, the Group is subject to PRC withholding income tax of 10% on the gross rental income (2012: 10%).

Under the PRC corporate income tax law, dividends received by foreign investors from investment in foreign-invested enterprises in respect of their profits earned since 1 January 2008 are subject to withholding tax of 5% to 10% unless reduced by treaty. Accordingly, deferred tax has been recognised for undistributed retained profits of a PRC subsidiary at a rate of 10% to the extent that the profits will be distributed in the foreseeable future.

LAT is levied on properties developed by the Group for sale, at progressive rates ranging from 30% to 60% on the appreciation of land value, which under the applicable regulations is calculated based on the proceeds of sales of properties less deductible expenditure including lease charges of land use rights, borrowing costs and all property development expenditure.

12. 所得稅 (續)

由於本集團於過往兩個年度並無在香港產生任何應課稅溢利，故並無就香港利得稅作出撥備。

根據相關中國所得稅規則及規例，於中國成立之附屬公司須繳納25%（二零一二年：25%）之中國企業所得稅。

根據中國企業所得稅法及中國頒佈之相關實施細則，本集團須按租金收入總額之10%（二零一二年：10%）繳納中國預扣所得稅。

根據中國企業所得稅法，除非按稅收協定減免，否則境外投資者由二零零八年一月一日起從投資於外國投資企業獲取之溢利所得之股息須支付5%至10%預扣稅。因此，中國附屬公司之未分派保留溢利已按10%之比率確認遞延稅項，惟以於可預見將來將作出分派之溢利為限。

本集團發展作銷售之物業就土地價值增加按30%至60%不等之累進稅率徵收土地增值稅，根據適用規例，土地增值稅乃按物業銷售所得款項減可扣除支出（包括土地使用權租賃開支、借貸成本及所有物業發展開支）計算。

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12. INCOME TAX (continued)

The reconciliation between the income tax and the product of (loss)/profit before tax multiplied by the applicable tax rates is as follows:

12. 所得稅 (續)

所得稅與除稅前(虧損)/溢利乘以適用稅率之對賬如下:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
(Loss)/Profit before tax	除稅前(虧損)/溢利	(963,830)	234,846
Tax at the applicable rates in the jurisdictions concerned	按相關司法權區適用稅率計算之稅項	(191,248)	41,882
Tax effect on LAT deductible for calculation of income tax purpose	就計算所得稅而言可扣減土地增值稅之稅務影響	5,579	(5,471)
Tax effect of income that is not taxable	毋須課稅收入之稅務影響	(10,583)	(24,870)
Tax effect of expenses that are not deductible	不可扣稅開支之稅務影響	174,483	21,054
Tax effect of temporary differences not recognised	未確認之暫時差額之稅務影響	3,751	1,432
Tax effect of utilisation of tax losses not previously recognised	動用先前未確認之稅務虧損之稅務影響	—	(6,740)
Tax effect of tax losses not recognised	未確認之稅務虧損之稅務影響	44,148	2,401
Deferred tax on undistributed profits of a PRC subsidiary	有關一間中國附屬公司未分派溢利之遞延稅項	—	5,033
LAT	土地增值稅	(22,315)	21,883
Income tax	所得稅	3,815	56,604

13. (LOSS)/PROFIT FOR THE YEAR

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

13. 本年度(虧損)/溢利

本集團之本年度(虧損)/溢利已扣除/(計入)以下各項:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Auditor's remuneration	核數師酬金		
— Audit	— 審計	1,800	1,380
— Others	— 其他	870	470
		2,670	1,850
Amortisation on intangible assets	無形資產攤銷	1,815	890
Cost of inventories sold	出售存貨成本	171,692	351,390
Depreciation	折舊	1,265	982
Amount capitalised	資本化金額	(11)	—
Depreciation net of amount capitalised	折舊減資本化金額	1,254	982
Loss on disposal of property, plant and equipment	撇銷物業、廠房及設備之虧損	—	14
Operating lease charges in respect of land and buildings	土地及樓宇之營運租賃費用	2,758	2,350
Staff costs (including directors' emoluments)	員工成本(包括董事酬金)		
— Salaries, allowances and compensation	— 薪金、津貼及補償	24,783	12,381
— Retirement benefit scheme contributions	— 退休福利計劃供款	949	367
		25,732	12,748
Amount capitalised	資本化金額		
— Salaries, allowances and compensation	— 薪金、津貼及補償	(3,800)	(1,851)
— Retirement benefit scheme contributions	— 退休福利計劃供款	(272)	(50)
		(4,072)	(1,901)
Staff costs net of amount capitalised	員工成本減資本化金額		
— Salaries, allowances and compensation	— 薪金、津貼及補償	20,983	10,530
— Retirement benefit scheme contributions	— 退休福利計劃供款	677	317
		21,660	10,847

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14. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

The emoluments of each director are as follows:

Year ended 31 December 2013

Name of director 董事姓名	Fees 袍金 HK\$'000 千港元	Salaries and allowances 薪金及津貼 HK\$'000 千港元	Retirement benefit scheme	Total 總額 HK\$'000 千港元
			contributions 退休福利 計劃供款 HK\$'000 千港元	
Liao Tengjia 廖騰佳	—	1,736	—	1,736
Chu Hing Tsung, alias Zhu Qing Yi 朱慶淞 (又名朱慶伊)	—	1,200	—	1,200
Chu Muk Chi, alias Zhu La Yi 朱沐之 (又名朱拉伊)	—	650	—	650
Huang Jia Jue 黃佳爵	—	1,768	—	1,768
Leung Wo Ping JP 梁和平太平紳士	240	—	—	240
Law Shu Sang Joseph 羅樹生	240	—	—	240
Wong Chi Keung 黃之強	240	—	—	240
Total 總額	720	5,354	—	6,074

14. 董事及僱員之酬金

各董事酬金如下：

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Year ended 31 December 2012

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Name of director 董事姓名	Fees 袍金 HK\$'000 千港元	Salaries and allowances 薪金及津貼 HK\$'000 千港元	Retirement benefit scheme	Total 總額 HK\$'000 千港元
			contributions 退休福利 計劃供款 HK\$'000 千港元	
Liao Tengjia 廖騰佳	—	650	—	650
Chu Hing Tsung, alias Zhu Qing Yi 朱慶淞 (又名朱慶伊)	—	650	—	650
Chu Muk Chi, alias Zhu La Yi 朱沐之 (又名朱拉伊)	—	650	—	650
Huang Jia Jue 黃佳爵	—	650	—	650
Leung Wo Ping JP 梁和平太平紳士	240	—	—	240
Law Shu Sang Joseph (Note (b)) 羅樹生 (附註(b))	137	—	—	137
Wong Chi Keung (Note (b)) 黃之強 (附註(b))	137	—	—	137
Liang Tongying (Note (a)) 梁彤纓 (附註(a))	80	—	—	80
Zhang Jianqi (Note (c)) 張建琦 (附註(c))	103	—	—	103
Total 總額	697	2,600	—	3,297

14. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (continued)

Notes:

- (a) Resigned on 1 May 2012
- (b) Appointed on 5 June 2012
- (c) Retired on 5 June 2012

There was no arrangement under which a director waived or agreed to waive any emoluments during the years 2013 and 2012.

The five highest paid individuals in the Group during the year included 3 (2012: 2) directors whose emoluments are reflected in the analysis presented above. The emoluments of the remaining 2 (2012: 3) individuals are set out below:

Salaries and allowances	薪金及津貼
Retirement benefit scheme contributions	退休福利計劃供款

附註：

- (a) 於二零一二年五月一日辭任
- (b) 於二零一二年六月五日獲委任
- (c) 於二零一二年六月五日退休

於二零一三年度及二零一二年度，並無董事作出放棄或同意放棄任何酬金之安排。

年內，本集團之5位最高薪人士中有3位（二零一二年：2位）為董事，彼等之酬金已於以上分析中列載。其餘2位（二零一二年：3位）最高薪人士之酬金如下：

2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
1,490	2,442
28	40
1,518	2,482

The emoluments fell within the following bands:

酬金劃分為以下組別：

		Number of individuals 人數	
		2013 二零一三年	2012 二零一二年
Nil to HK\$1,000,000	零至 1,000,000 港元	2	2
HK\$1,000,001 to HK\$1,500,000	1,000,001 港元 至 1,500,000 港元	—	1

Apart from the above emoluments, approximately HK\$225,000 was paid by the Group to one of the two remaining highest paid individuals as compensation for loss of office during the year 2013. Apart from the above-mentioned compensation, during the years 2013 and 2012, no other emoluments were paid by the Group to any of the directors or the highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

除上述酬金外，於二零一三年度，本集團向其餘2位最高薪人士之其中一位支付約225,000港元，作為離職補償。除上述補償外，於二零一三年度及二零一二年度，本集團並無向任何董事或最高薪人士支付其他酬金，作為加入本集團或加入本集團後之獎金，或作為離職補償。

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15. LOSS/PROFIT FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY

The loss for the year attributable to owners of the Company included a loss of approximately HK\$759,802,000 (2012: the profit for the year attributable to owners of the Company included a profit of approximately HK\$10,103,000) which has been dealt with in the financial statements of the Company.

16. DIVIDENDS

The directors do not recommend the payment of any dividend (2012: Nil) in respect of the year.

17. LOSS/EARNINGS PER SHARE

(a) Basic loss/earnings per share

The calculation of basic loss/earnings per share is based on the loss for the year attributable to owners of the Company of approximately HK\$938,643,000 (2012: profit of approximately HK\$182,349,000) divided by the weighted average number of ordinary shares of 3,657,909,251 (2012: 2,813,868,427) in issue during the year.

(b) Diluted loss/earnings per share

Diluted loss per share for the year ended 31 December 2013 has not been presented as the Company's outstanding warrants during the year has an anti-dilutive effect on the basic loss per share.

There was no dilutive potential shares during the year ended 31 December 2012. Therefore, no diluted earnings per share was presented.

15. 本公司擁有人應佔本年度虧損／溢利

本公司擁有人應佔本年度虧損包括虧損約759,802,000港元(二零一二年:本公司擁有人應佔本年度溢利包括溢利約10,103,000港元),已於本公司財務報表內處理。

16. 股息

董事建議本年度不派發任何股息(二零一二年:無)。

17. 每股虧損／盈利

(a) 每股基本虧損／盈利

每股基本虧損／盈利乃按本公司擁有人應佔本年度虧損約938,643,000港元(二零一二年:溢利約182,349,000港元)除以年內已發行普通股之加權平均數3,657,909,251股(二零一二年:2,813,868,427股)計算。

(b) 每股攤薄虧損／盈利

由於年內本公司之尚未行使認股權證對每股基本虧損具有反攤薄影響,故截至二零一三年十二月三十一日止年度並無呈列每股攤薄虧損。

截至二零一二年十二月三十一日止年度,概無具攤薄潛力之股份,故此並無呈列每股攤薄盈利。

18. PROPERTY, PLANT AND EQUIPMENT

18. 物業、廠房及設備

		Office equipment, furniture and fixtures 辦公室設備、 傢俬及裝置 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Cost	原值				
At 1 January 2012	於二零一二年 一月一日	1,081	1,678	—	2,759
Acquisition of subsidiaries	收購附屬公司	237	1,227	3,024	4,488
Additions	添置	979	—	7,662	8,641
Disposals	撇銷	(506)	—	—	(506)
Exchange differences	匯兌差額	—	(1)	(4)	(5)
At 31 December 2012	於二零一二年 十二月三十一日	1,791	2,904	10,682	15,377
Additions	添置	1,136	834	5,351	7,321
Exchange differences	匯兌差額	20	35	414	469
At 31 December 2013	於二零一三年 十二月三十一日	2,947	3,773	16,447	23,167
Accumulated depreciation	累計折舊				
At 1 January 2012	於二零一二年 一月一日	608	532	—	1,140
Charge for the year	本年度開支	400	582	—	982
Disposals	撇銷	(492)	—	—	(492)
Exchange differences	匯兌差額	—	1	—	1
At 31 December 2012	於二零一二年 十二月三十一日	516	1,115	—	1,631
Charge for the year	本年度開支	555	710	—	1,265
Exchange differences	匯兌差額	9	11	—	20
At 31 December 2013	於二零一三年 十二月三十一日	1,080	1,836	—	2,916
Carrying amount	賬面值				
At 31 December 2013	於二零一三年 十二月三十一日	1,867	1,937	16,447	20,251
At 31 December 2012	於二零一二年 十二月三十一日	1,275	1,789	10,682	13,746

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18. PROPERTY, PLANT AND EQUIPMENT (continued)

As at 31 December 2013, the carrying amount of office equipment and motor vehicles held by the Group under finance leases amounted to approximately HK\$6,000 and HK\$769,000 respectively (2012: HK\$14,000 and HK\$811,000 respectively).

As at 31 December 2013, the construction in progress was pledged as security for the Group's bank loans (details of which are set out in note 34(b) to the financial statements).

19. PREPAID LAND LEASE PAYMENTS

At 1 January	於一月一日
Acquisition of subsidiaries	收購附屬公司
Amortisation for the year	本年度攤銷
Exchange differences	匯兌差額
At 31 December	於十二月三十一日
Current portion	即期部分
Non-current portion	非即期部分

The Group's prepaid land lease payments in relation to land use rights under medium term leases in Guangzhou, the PRC for hotel buildings, were acquired through acquisition of subsidiaries in 2012. As at 31 December 2013, the land use rights were pledged as security for the Group's bank loans (details of which are set out in note 34(b) to the financial statements).

20. INVESTMENT PROPERTIES

At 1 January	於一月一日
Fair value gains	公平值收益
Classified as held for sale (note 29)	分類為待售物業 (附註 29)
Exchange differences	匯兌差額
At 31 December	於十二月三十一日

18. 物業、廠房及設備 (續)

於二零一三年十二月三十一日，本集團以融資租約持有之辦公室設備及汽車的賬面值分別約為6,000港元及769,000港元 (二零一二年：分別為14,000港元及811,000港元)。

於二零一三年十二月三十一日，在建工程已抵押，作為本集團銀行貸款之抵押品 (其詳情載於財務報表附註34(b))。

19. 預付土地租賃款項

2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
51,212	—
—	52,225
(1,439)	(939)
1,583	(74)
51,356	51,212
(1,460)	(1,416)
49,896	49,796

本集團之預付土地租賃款項，是關於中期租約項下用於酒店樓宇及位於中國廣州之土地使用權，乃透過於二零一二年收購附屬公司取得。於二零一三年十二月三十一日，土地使用權已抵押，作為本集團銀行貸款之抵押品 (其詳情載於財務報表附註34(b))。

20. 投資物業

2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
1,126,037	1,095,966
120,625	30,174
(620,682)	—
37,044	(103)
663,024	1,126,037

20. INVESTMENT PROPERTIES (continued)

- (a) As at 31 December 2013, all the Group's investment properties, situated in Guangzhou, the PRC, are held under medium-term leases.

The Group's investment properties held under operating leases for rental purposes are measured using the fair value model. The fair value of the Group's investment properties as at 31 December 2013 was based on a valuation carried out by A.G. Wilkinson & Associates (Surveyors) Limited, an independent qualified professional valuer not connected with the Group with substantial experience in valuation of properties. The valuation of investment properties was carried out, on the basis of market value, by comparison method with reference to comparable market transactions, adjusted for a premium or a discount specific to the quality of the investment properties. The Group's financial controller has discussion with the valuer on the valuation assumptions and results when the valuation is performed at each interim and annual reporting date.

- (b) As at 31 December 2013, all investment properties were pledged for the Group's bank loans (details of which are set out in note 34(b) to the financial statements).
- (c) The Group leases out all its investment properties under operating leases. The leases are fixed for a term of seven years. None of the leases includes contingent rentals.

As at 31 December 2013, the Group's total future minimum lease payments under non-cancellable operating leases are receivable as follows:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Within one year	一年內	52,374	90,283
In the second to fifth years inclusive	第二至第五年 (包括首尾兩年)	215,551	325,290
		267,925	415,573

20. 投資物業 (續)

- (a) 於二零一三年十二月三十一日，本集團所有投資物業均位於中國廣州，並按中期租約持有。

本集團以經營租約持有作出租用途之投資物業乃按公平值計量。本集團投資物業於二零一三年十二月三十一日之公平值乃根據韋堅信測量師行有限公司作出之估值釐定。該公司為一家與本集團無關連之獨立合資格專業估值師，其於物業估值方面擁有豐富經驗。投資物業之估值是按市值基準採用比較法參考可比較市場交易進行，並根據投資物業特定質素作溢價或折讓調整。於各中報及年報日期估值之時，本集團之財務總監會與估值師討論估值假設及結果。

- (b) 於二零一三年十二月三十一日，所有投資物業被作為本集團銀行貸款的抵押品 (有關詳情載於財務報表附註34(b))。
- (c) 本集團根據經營租賃出租其所有投資物業。租賃期定為七年。該等租賃均不包括或然租金。

於二零一三年十二月三十一日，本集團根據不可解除的經營租賃在未來應收的最低租賃款項總額如下：

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21. INTANGIBLE ASSETS

21. 無形資產

		Favourable operating leases on business combination 業務合併時 之優惠 經營租賃 (Note) (附註) HK\$'000 千港元	Computer software 電腦軟件 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Cost	原值			
At 1 January 2012	於二零一二年 一月一日	—	—	—
Acquisition of subsidiaries Additions	收購附屬公司 添置	37,618	—	37,618
		—	2,059	2,059
At 31 December 2012	於二零一二年 十二月三十一日	37,618	2,059	39,677
Additions	添置	—	7,520	7,520
Exchange differences	匯兌差額	—	175	175
At 31 December 2013	於二零一三年 十二月三十一日	37,618	9,754	47,372
Accumulated amortisation and impairment	累計攤銷及減值			
At 1 January 2012	於二零一二年 一月一日	—	—	—
Amortisation for the year	本年度攤銷	681	209	890
Exchange differences	匯兌差額	—	1	1
At 31 December 2012	於二零一二年 十二月三十一日	681	210	891
Amortisation for the year	本年度攤銷	1,021	794	1,815
Impairment loss	減值虧損	21,133	—	21,133
Exchange differences	匯兌差額	—	18	18
At 31 December 2013	於二零一三年 十二月三十一日	22,835	1,022	23,857
Carrying amount	賬面值			
At 31 December 2013	於二零一三年 十二月三十一日	14,783	8,732	23,515
At 31 December 2012	於二零一二年 十二月三十一日	36,937	1,849	38,786

21. INTANGIBLE ASSETS (continued)

Note:

In 2012, the Group obtained certain land use rights under medium term leases in Guangzhou, the PRC through acquisition of subsidiaries. The terms of the leases are favourable relative to market terms. Hence, the Group recognised an intangible asset.

In 2013, due to changes in market condition, the recoverable amount of the Group's prepaid land lease payments (note 19) and favourable operating leases arising from business combination was assessed. The recoverable amount of the prepaid land lease payments and favourable operating leases on business combination amounted to approximately HK\$66,139,000 was based on the fair value less costs of disposal as at 31 December 2013, using direct comparison approach by reference to comparable sale transactions in the relevant market, adjusted for differences such as location, on the assumption that the underlying land use rights can be freely transferred in the open market, as assessed by an independent qualified professional valuer and approved by the directors. The fair value on which the recoverable amount based on is categorised as a level 3 measurement under HKFRS 13. An impairment loss on favourable operating leases on business combination of approximately HK\$21,133,000 (included in other operating expenses) was recognised during the year ended 31 December 2013.

22. GOODWILL

21. 無形資產 (續)

附註：

於二零一二年，本集團透過收購附屬公司於中國廣州取得以中期租約持有之若干土地使用權。租約條款較市場條款有利。因此，本集團確認為無形資產。

於二零一三年，由於市況變動，本集團之預付土地租賃款項（附註19）及業務合併產生之優惠經營租賃之可收回金額作出評估。預付土地租賃款項及業務合併時之優惠經營租賃之可收回金額約為66,139,000港元，乃於二零一三年十二月三十一日按公平值減出售成本釐定，而公平值乃參考經獨立合資格專業估值師評估及董事批准之相關市場之可比較銷售交易，經對位置等差異作出調整後採用直接比較法釐定，並假設相關土地使用權可於公開市場自由轉讓。根據香港財務報告準則第13號，計算可收回金額所用之公平值分類為第3級計量。業務合併時之優惠經營租賃之減值虧損約為21,133,000港元（列入其他經營開支），已於截至二零一三年十二月三十一日止年度確認。

22. 商譽

HK\$'000
千港元

Cost	原值	
At 1 January 2012	於二零一二年一月一日	—
Acquisition of subsidiaries (note 41(b))	收購附屬公司（附註41(b)）	4,149
At 31 December 2012	於二零一二年十二月三十一日	4,149
Acquisition of subsidiaries (note 41(a))	收購附屬公司（附註41(a)）	18,011
Impairment loss	減值虧損	(4,149)
Exchange differences	匯兌差額	531
At 31 December 2013	於二零一三年十二月三十一日	18,542

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22. GOODWILL (continued)

Goodwill acquired in a business combination is allocated, at acquisition, to the cash generating units (“CGUs”) that are expected to benefit from that business combination. The carrying amount of goodwill was allocated as follows:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Property development and sales segment	物業開發及銷售分部		
Guangzhou Dong Gang He Zhong Property Company Limited* ("Guangzhou Dong Gang")	廣州東港合眾房地產 有限公司 (「廣州東港」)	—	4,149
Guangdong Xilong	廣東喜龍	18,542	—
		18,542	4,149

The recoverable amount of the CGUs is determined based on the fair value less costs of disposal. The fair value of the CGUs is determined according to the value of the underlying properties. Goodwill decreases along with the sales of the underlying properties and any impairment loss. Up to 31 December 2013, no revenue was generated by the CGUs. The assumptions used in deriving the recoverable amount for the CGUs have been determined based on the past performance, nature of the underlying properties and management's latest development plan and expectations in respect of the market development in the PRC property market.

The impairment loss of approximately HK\$4,149,000 (included in other operating expenses) solely relates to the CGU of Guangzhou Dong Gang due to changes in market conditions. The recoverable amount of the CGU of Guangzhou Dong Gang was determined based on the fair value less costs of disposal as at 31 December 2013, by reference to comparable sales evidence in the relevant market and the development costs relevant to the stage of construction and the remainder of the costs that expected to be incurred for completing the development, as assessed by an independent qualified professional valuer and approved by the directors.

* English name is translated for identification purposes only.

22. 商譽 (續)

業務合併所獲得之商譽乃於收購時分配至預期將自業務合併中獲益之現金產生單位 (「現金產生單位」)。商譽之賬面值已分配如下：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Property development and sales segment	物業開發及銷售分部		
Guangzhou Dong Gang He Zhong Property Company Limited* ("Guangzhou Dong Gang")	廣州東港合眾房地產 有限公司 (「廣州東港」)	—	4,149
Guangdong Xilong	廣東喜龍	18,542	—
		18,542	4,149

現金產生單位之可收回金額乃按公平值減出售成本釐定。現金產生單位之公平值乃根據相關物業之價值釐定。商譽因應相關物業之出售及任何減值虧損而減少。截至二零一三年十二月三十一日，現金產生單位並無帶來收益。計算現金產生單位之可收回金額所用假設乃根據過往表現、相關物業性質及管理層對中國物業市場之市場發展之最新發展計劃及預期釐定。

減值虧損約4,149,000港元 (列入其他經營開支) 僅與廣州東港因應市況變動之現金產生單位有關。廣州東港於二零一三年十二月三十一日之現金產生單位之可收回金額乃按公平值減出售成本釐定，而公平值乃參考經獨立合資格專業估值師評估及董事批准之相關市場之可比銷售證明、建設階段相關之發展成本及完成發展預期將產生之剩餘成本釐定。

* 英文名稱僅供識別。

23. INVENTORIES

23. 存貨

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Properties for sale under development	發展中待售物業	6,075,409	4,029,159
Properties held for sale	待售物業	22,232	359
At 31 December	於十二月三十一日	6,097,641	4,029,518

(a) The analysis of carrying value of leasehold land included in properties for sale under development and properties held for sale is as follows:

(a) 計入發展中待售物業及待售物業之租賃土地之賬面值分析如下：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
In PRC	於中國		
— Long leases	— 長期租約	1,359,652	809,683
— Medium-term leases	— 中期租約	1,932,101	475,863
		3,291,753	1,285,546

(b) The amount of properties for sale under development expected to be recovered after more than one year is analysed as follows:

(b) 預期將於超過一年後回收之發展中待售物業之金額如下：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Properties for sale under development	發展中待售物業	5,861,220	3,894,836

(c) As at 31 December 2013, certain properties for sale under development were pledged for the Group's bank loans and other borrowings (details of which are set out in notes 34(b) and 34(d) to the financial statements).

(c) 於二零一三年十二月三十一日，若干發展中待售物業已就本集團的銀行貸款及其他借款而作抵押（其詳情載於財務報表附註34(b)及34(d)）。

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24. ACCOUNTS RECEIVABLE

The Group's accounts receivable represent receivables from property rental and sales of properties. Rental receivables from tenants are due on presentation of invoices and there are no credit terms for sales of properties.

The aging analysis of accounts receivable, based on the invoice date for property rental and delivery date for property sales, is as follows:

	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	
Within 3 months	三個月以內	11,644	4,277

As of 31 December 2013, the above accounts receivable were past due for which the Group has not provided for impairment loss.

The above receivables relate to certain independent purchasers and a tenant. In respect of the accounts receivable that arose from sales of properties, the directors consider that these receivables would be recovered and no allowance for impairment was made against these past due receivables. Regarding the rental receivable of approximately HK\$1,402,000 (2012: HK\$2,525,000), the balance was fully settled subsequent to the reporting date. The Group holds rental deposits as collateral from the tenant. As such, the directors consider that no allowance for impairment is necessary in respect of the rental receivable.

24. 應收賬款

本集團之應收賬款乃來自物業租賃及物業銷售之應收款項。來自租戶之應收租金於出示發票時到期，物業銷售並無信貸期。

應收賬款按物業租賃發票日期及物業銷售交付日期所作之賬齡分析如下：

	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	
Within 3 months	三個月以內	11,644	4,277

於二零一三年十二月三十一日，上述應收賬款已逾期，但本集團並無作出減值虧損撥備。

上述應收款項與若干獨立買方及一名租戶有關。就物業銷售產生之應收賬款而言，董事認為該等應收款項可被收回，故並無就該等已逾期應收款項作出減值撥備。就應收租金約1,402,000港元（二零一二年：2,525,000港元）而言，結餘已於報告日期後全數償還。本集團持有租戶之租賃按金作為抵押品。因此，董事認為毋須就應收租金作出減值撥備。

25. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

25. 預付款項、訂金及其他應收款項

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Prepayments for acquisition of equity interest (note (a))	收購股本權益之預付款項 (附註(a))	1,155,287	—
Deposits for acquisition of equity interest/land use rights (note (b))	收購股本權益/土地使用權之訂金 (附註(b))	781,567	—
Prepayments for acquisition of property development projects/equity interests (note (c))	收購物業發展項目/股本權益之預付款項 (附註(c))	398,770	78,617
Prepaid construction costs	預付建築成本	237,506	41,218
Other prepayments, deposits and receivables	其他預付款項、訂金及應收款項	164,538	333,927
Prepaid land costs (note (d))	預付土地成本 (附註(d))	—	124,032
		2,737,668	577,794

(a) On 12 September 2013, South Trend Holdings Limited ("South Trend"), a wholly-owned subsidiary of the Company, as the purchaser, Quan Xing Holdings Ltd ("Quan Xing") as the vendor and Mr. Cheung Fong Wing as Quan Xing's guarantor entered into a sale and purchase agreement (the "Joygain SP Agreement"), pursuant to which South Trend conditionally agreed to purchase and Quan Xing conditionally agreed to sell all its equity interest in Joygain Holdings Limited ("Joygain"), representing 50% of the total issued share capital of Joygain (the "Joygain Acquisition"). The consideration was agreed to be satisfied by HK\$150 million deposit in cash to be paid at the date of signing the Joygain SP Agreement, 558,000,000 new ordinary shares of HK\$0.10 each to be issued by the Company (the "Consideration Shares") and the remaining balance of approximately HK\$1,599,000 to be settled in cash at the completion of the Joygain Acquisition.

(a) 於二零一三年九月十二日，本公司之全資附屬公司南興控股有限公司（「南興」，作為買方）、荃興控股有限公司（「荃興」，作為賣方）與張芳榮先生（為荃興之擔保人）訂立買賣協議（「樂得買賣協議」），據此，南興有條件同意購買，荃興有條件同意出售其於樂得控股有限公司（「樂得」）之全部股本權益，相當於樂得已發行股本總額之50%（「樂得收購事項」）。有關代價款已協定於簽訂樂得買賣協議之日將支付現金訂金150,000,000港元，本公司將發行每股面值0.10港元之558,000,000股新普通股（「代價股份」）償付，剩餘代價約1,599,000港元將於樂得收購事項完成後以現金支付。

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25. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

(a) (continued)

Joygain is a company incorporated in the BVI and its principal asset is 100% equity interest in Ocean Leader Investments Limited (“Ocean Leader”), a company incorporated in Hong Kong. Upon the date of signing the Joygain SP Agreement, Ocean Leader was in the process of acquiring 100% equity interest in Guangzhou Yifa Development Company Limited* (“Guangzhou Yifa”). Guangzhou Yifa is a company incorporated in the PRC and its principal business activity is to develop a piece of land, of approximately 94,000 square meters, located in Baiyun District, Guangzhou (the “Land”)

According to the Joygain SP Agreement, one of the significant conditions to the Joygain Acquisition is that the 100% equity interest in Guangzhou Yifa is held by Ocean Leader and Joygain has obtained all necessary approvals from relevant government authorities in respect thereof. However, up to 31 December 2013, the aforesaid condition was yet to be fulfilled.

Another significant condition to the Joygain SP Agreement is that Guangzhou Yifa should own the Land with all valid land use right certificates and the Land should be free from all encumbrances (both current and contingent). As at 31 December 2013, Guangzhou Yifa was only able to obtain one land use right certificate in respect of approximately 42,000 square meters (the “Partial Portion Land”) out of approximately 94,000 square meters. In addition, the Partial Portion Land has been frozen by the Guangzhou City Intermediate People’s Court of Guangdong Province in relation to certain legal actions and consequently, the Partial Portion Land is not free from all encumbrances.

As at 31 December 2013, the HK\$150 million deposit has been paid and the Consideration Shares have been issued to Quan Xing. However, the Joygain Acquisition was yet to be completed as the significant conditions as mentioned above and as stipulated in the Joygain SP Agreement have yet to be fulfilled.

* English name is translated for identification purposes only.

25. 預付款項、訂金及其他應收款項 (續)

(a) (續)

樂得為一間於英屬處女群島註冊成立之公司，其主要資產為擁有在香港註冊成立的海樂投資有限公司（「海樂」）之100%股本權益。於簽訂樂得買賣協議日期，海樂正在收購廣州怡發實業發展有限公司（「廣州怡發」）之100%股本權益。廣州怡發為在中國註冊成立之公司，其主要業務為開發一幅位於廣州市白雲區面積約94,000平方米之土地（「該土地」）。

根據樂得買賣協議，樂得收購事項之其中一個重要條件為廣州怡發之100%股本權益由海樂持有，以及樂得向相關政府當局取得一切必要的有關批准。然而，截至二零一三年十二月三十一日，上述條件仍未達成。

樂得買賣協議之另一重要條件為廣州怡發須擁有該土地並備有所有有效之土地使用權證書；及該土地概無任何產權負擔（目前及或然）。於二零一三年十二月三十一日，廣州怡發僅能取得約94,000平方米中之約42,000平方米土地（「該部分土地」）之一份土地使用權證。此外，該部分土地已因涉及若干法律訴訟而遭廣東省廣州市中級人民法院凍結。因此，該部分土地並非無任何產權負擔。

於二零一三年十二月三十一日，150,000,000港元之訂金已支付及已向荃興發行代價股份。然而，樂得收購事項因上文所述樂得買賣協議訂定之重要條件尚未達成而尚未完成。

* 英文名稱僅供識別。

25. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

(a) (continued)

The prepayments for the acquisition of equity interest relating to the Joygain Acquisition represent the sum of HK\$150 million deposit and the fair value of the Consideration Shares amounting to HK\$1,835,820,000 determined on the basis of the closing market price of the Company's ordinary shares of HK\$3.29 each at the issue date less an impairment loss of approximately HK\$830,533,000, by reference to the estimated recoverable amount. The recoverable amount is based on fair value less costs of disposal measured by reference to the business enterprise value of Joygain, Ocean Leader and Guangzhou Yifa as at 31 December 2013, assuming the Land were free from all encumbrances, as assessed by an independent qualified professional valuer and approved by the directors. The business enterprise value is categorised as a level 3 measurement under HKFRS 13.

The directors are of the opinion that the impairment loss of approximately HK\$830,533,000 (recognised in other operating expenses) was mainly attributable to the increase in the closing market price of the Company's ordinary shares at their issue date as compared to the price of HK\$1.98 per Consideration Share as stipulated in the Joygain SP Agreement.

Although the terms of the Joygain SP Agreement have not been completely fulfilled as at 31 December 2013, the parties have agreed to extend the completion date. In the opinion of the directors, Quan Xing shall honour its obligations under the Joygain SP Agreement.

On 28 March 2014, the 100% equity interest in Guangzhou Yifa was transferred to Ocean Leader and a valid land use right certificate for the Land was obtained by Guangzhou Yifa.

25. 預付款項、訂金及其他應收款項 (續)

(a) (續)

收購與樂得收購事項相關之股本權益之預付款項指訂金150,000,000港元與代價股份之公平值1,835,820,000港元，有關公平值乃按本公司每股面值3.29港元之普通股於發行日期之收市價減參考估計可收回金額作出之減值虧損約830,533,000港元而得出。可收回金額乃根據公平值減出售成本釐定，出售成本參考經獨立合資格專業估值師評估及董事批准之樂得、海樂及廣州怡發於二零一三年十二月三十一日之商業企業價值計算，並假設該土地概無任何產權負擔。根據香港財務報告準則第13號，商業企業價值分類為第3級計量。

董事認為減值虧損約830,533,000港元（於其他經營開支確認）主要是由於本公司普通股於其發行日期之收市價較樂得買賣協議所規定之每股代價股份之價格1.98港元有所增加所致。

儘管樂得買賣協議之條款並未完全於二零一三年十二月三十一日獲達成，惟雙方已同意延長完成日期。董事認為，荃興須兌現其於樂得買賣協議下之義務。

於二零一四年三月二十八日，廣州怡發之100%股本權益已轉讓予海樂，而廣州怡發亦已取得該土地之一份有效土地使用權證。

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25. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

(b) The Group's deposits for acquisition of equity interest/land use rights arise from the following:

- (i) On 18 October 2013, the Company as the intended purchaser, Rong De (the Company's immediate and ultimate holding company) as the intended vendor and Guangzhou Zhuguang Investment Company Limited* ("Guangzhou Zhuguang Investment") entered into a memorandum of understanding (the "October MOU") in relation to the proposed acquisition of the entire equity interest in Guangzhou Zhuguang Investment. Guangzhou Zhuguang Investment, a company incorporated in the PRC, is a wholly-owned subsidiary of Guangdong Zhuguang Group Company Limited* ("Guangdong Zhuguang"), principally engaged in property development. Pursuant to the October MOU, a HK\$400 million refundable deposit was made to Rong De. This proposed acquisition was not yet completed as at 31 December 2013.

In the event that a sale and purchase agreement in relation to the proposed acquisition is not entered into on or before 17 April 2014, Rong De shall, within three business days after 17 April 2014, refund the above-mentioned HK\$400 million deposit to the Group (the "Rong De Obligations").

* English name is translated for identification purposes only.

25. 預付款項、訂金及其他應收款項 (續)

(b) 本集團收購股本權益／土地使用權之訂金產生自以下各項：

- (i) 於二零一三年十月十八日，本公司（作為有意買方）、融德（本公司之直接及最終控股公司）（作為有意賣方）及廣州珠光投資有限公司（「廣州珠光投資」）就建議收購廣州珠光投資的全部股本權益訂立諒解備忘錄（「十月諒解備忘錄」）。廣州珠光投資，一間於中國註冊成立之公司，為廣東珠光集團有限公司（「廣東珠光」）之全資附屬公司，主要從事物業發展。根據十月諒解備忘錄，本公司向融德支付可退還訂金400,000,000港元。該建議收購事項於二零一三年十二月三十一日尚未完成。

倘於二零一四年四月十七日或以前並無訂立有關建議收購事項的買賣協議，則融德須於二零一四年四月十七日後的三個營業日內向本集團退還上述訂金400,000,000港元（「融德責任」）。

* 英文名稱僅供識別。

25. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

(b) (continued)

(i) (continued)

In relation to the Group's proposed acquisition of the entire equity interest in Guangzhou Zhuguang Investment, on 14 March 2014, Rong De's shareholders, Mr. Liao Tengjia, Mr. Chu Hing Tsung (alias Mr. Zhu Qing Yi) and Mr. Chu Muk Chi (alias Mr. Zhu La Yi) have undertaken to the Group to guarantee the due and punctual performance by Rong De with respect to the Rong De Obligations under the October MOU.

Up to the date of these financial statements, no legally binding agreement in relation to the proposed acquisition has been entered into (save for certain provisions relating to the deposit of HK\$400 million, confidentiality, exclusivity, conditions precedent and governing law under the October MOU).

(ii) On 31 December 2013, South Trend, as the intended purchaser and Quan Xing, as the intended vendor entered into a memorandum of understanding (the "December MOU") in relation to the proposed acquisition of the land use rights over a parcel of land at Tianhe District, Guangzhou City, the PRC or the entire equity interest of the company, directly or indirectly, holds the entire interest of the said land use right. Quan Xing becomes a substantial shareholder of the Company upon the issue of the Consideration Shares on 31 December 2013 pursuant to the Joygain SP Agreement (note 25(a) above). Pursuant to the December MOU, approximately HK\$381,567,000 refundable deposit was made to Quan Xing. This proposed acquisition was not yet completed as at 31 December 2013.

25. 預付款項、訂金及其他應收款項 (續)

(b) (續)

(i) (續)

於二零一四年三月十四日，融德股東廖騰佳先生、朱慶松先生（又名朱慶伊先生）及朱沐之先生（又名朱拉伊先生）就本集團建議收購廣州珠光投資的全部股本權益向本集團承諾，保證融德妥善及準時履行十月諒解備忘錄項下之融德責任。

截至該等財務報表日期，概無訂立有關建議收購事項的具法律約束力協議（十月諒解備忘錄下有關400,000,000港元訂金、保密性、獨家磋商、先決條件及規管法例的若干條文除外）。

(ii) 於二零一三年十二月三十一日，南興（作為有意買方）與荃興（作為有意賣方）就建議收購一幅位於中國廣州市天河區之土地之土地使用權，或直接或間接持有該土地使用權之全部權益之公司之全部股本權益訂立諒解備忘錄（「十二月諒解備忘錄」）。於二零一三年十二月三十一日根據樂得買賣協議（上文附註25(a)）發行代價股份後，荃興成為本公司之主要股東。根據十二月諒解備忘錄，本集團向荃興支付可退還訂金約381,567,000港元。該建議收購事項於二零一三年十二月三十一日尚未完成。

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25. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

(b) (continued)

(ii) (continued)

In the event that a sale and purchase agreement in relation to the proposed acquisition is not entered into on or before 30 June 2014, Quan Xing shall, within five business days after 30 June 2014, refund the above-mentioned approximately HK\$381,567,000 deposit to the Group.

Up to the date of these financial statements, no legally binding agreement in relation to the proposed acquisition has been entered into (save for certain provisions relating to the refundable deposit of approximately HK\$381,567,000, confidentiality, exclusivity, conditions precedent and governing law under the December MOU).

(c) During the year, approximately HK\$398,770,000 was prepaid through an authorised agent for the acquisition of certain property development projects/equity interests by Guangdong Zhuguang's subsidiaries, namely Guangzhou Zhuguang Zhiye Company Limited* ("Guangzhou Zhuguang Zhiye") and Guangzhou Heng Yu Investment Company Limited* ("Guangzhou Heng Yu"), respectively. Guangzhou Zhuguang Zhiye and Guangzhou Heng Yu are considered as related parties of the Group as the ultimate controlling party of the Company, Mr. Laio Tengjia, has significant influence over Guangdong Zhuguang and its subsidiaries.

* English name is translated for identification purposes only.

25. 預付款項、訂金及其他應收款項 (續)

(b) (續)

(ii) (續)

倘於二零一四年六月三十日或以前並無訂立有關建議收購事項的買賣協議，則荃興須於二零一四年六月三十日後的五個營業日內向本集團退還上述訂金約381,567,000港元。

截至該等財務報表日期，概無訂立有關建議收購事項的具法律約束力協議（十二月諒解備忘錄下有關約381,567,000港元可退還訂金、保密性、獨家磋商、先決條件及規管法例的若干條文除外）。

(c) 年內，本集團透過授權代理就收購廣東珠光之附屬公司（即分別為廣州珠光置業有限公司（「廣州珠光置業」）及廣州恒御投資有限公司（「廣州恒御」）持有的若干物業發展項目／股本權益預付約398,770,000港元。由於本公司之最終控股人廖騰佳先生對廣東珠光及其附屬公司具有重大影響力，故廣州珠光置業及廣州恒御被視作本集團之關聯方。

* 英文名稱僅供識別。

25. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

(c) (continued)

In relation to the Group's proposed acquisition of the aforesaid property development projects/equity interests held by Guangzhou Zhuguang Zhiye and Guangzhou Heng Yu, on 20 March 2014, Guangdong Zhuguang and one of its equity owners have undertaken to the Group to guarantee the due performance by Guangzhou Zhuguang Zhiye and Guanyzhou Heng Yu with respect to their obligations under certain memorandum of understanding and/or agreement entered into with the Group's authorised agent.

Up to the date of these financial statements, the prepaid amount increased to approximately HK\$500,521,000. No definitive agreements have been entered into by the Group.

(d) In 2012, the Group's prepaid land costs represented partial payment of land costs and incidental costs for acquisition of land use rights located in Conghua, Guangzhou, the PRC upon successfully bidding at a land auction conducted by the PRC government.

During the year ended 31 December 2013, the Group fully settled the balance of land premium and obtained the relevant land use right certificates.

26. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Derivative financial assets

衍生金融資產

Derivative financial assets, classified as held for trading, represent call options obtained by the Group.

25. 預付款項、訂金及其他應收款項 (續)

(c) (續)

於二零一四年三月二十日，廣東珠光及其一名權益擁有人就本集團建議收購上述由廣州珠光置業及廣州恒御持有的物業發展項目／股本權益向本集團承諾，保證其各自妥善履行與本集團授權代理訂立之若干了解備忘錄及／或協議項下其各自之責任。

截至該等財務報表日期，預付款項增加至約500,521,000港元。本集團尚無訂立最終協議。

(d) 於二零一二年，本集團之預付土地成本指在中國政府組織進行之土地拍賣上成功競標後，支付收購位於中國廣州市從化之土地使用權之部分土地成本及雜項費用。

截至二零一三年十二月三十一日止年度，本集團悉數償還地價之結餘，並取得相關土地使用權證。

26. 按公平值計入損益之金融資產

	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
	38,503	—

分類為待售之衍生金融資產指本集團獲取之認購期權。

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26. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

On 12 September 2013, the grantor, Wai Lee Holding Limited, at the consideration of HK\$1 granted the following call options to the Group. The Group may at its absolute discretion:

- (a) exercise the first option during the first exercise period (12 months from the completion date of the 50% acquisition of Joygain (note 25(a))) to acquire 25% equity interest of Joygain at the price of RMB500 million; and
- (b) exercise the second option during the second exercise period (36 months from the completion date of the 50% acquisition of Joygain (note 25(a))) to acquire 25% equity interest of Joygain at the price of RMB500 million.

The call options were measured at their fair value on 31 December 2013. The fair value (categorised as level 3 measurement under HKFRS 13) of the call options was based on a valuation, using binomial option pricing model, carried out by an independent qualified professional valuer and approved by the directors. The significant unobservable inputs used in the fair value measurement are expected volatility and underlying stock price.

27. RESTRICTED BANK DEPOSITS

Guarantee deposits for construction of pre-sale properties	預售物業之建築項目擔保存款
Pledged bank deposits (note 34(b))	抵押銀行存款(附註34(b))

26. 按公平值計入損益之金融資產(續)

於二零一三年九月十二日，授方偉利控股有限公司以代價1港元向本集團授出下列認購期權。本集團可全權酌情：

- (a) 於首次行使期(收購樂得50%權益(附註25(a))之完成日期起計12個月)內行使首份購股權，以按價格人民幣500,000,000元收購樂得25%之股本權益；及
- (b) 於第二次行使期(收購樂得50%權益(附註25(a))之完成日期起計36個月)內行使第二份購股權，以按價格人民幣500,000,000元收購樂得25%之股本權益。

認購期權按其於二零一三年十二月三十一日之公平值計量。認購期權之公平值(根據香港財務報告準則第13號分類為第3級計量)乃根據獨立合資格專業估值師所作出並經董事批准之估值採用二項式期權定價模式釐定。用於公平值計量之重大不可觀察輸入數據為預期波幅及相關股價。

27. 受限制銀行存款

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Guarantee deposits for construction of pre-sale properties	預售物業之建築項目擔保存款	169,456	93,282
Pledged bank deposits (note 34(b))	抵押銀行存款(附註34(b))	13,555	17,668
		183,011	110,950

27. RESTRICTED BANK DEPOSITS (continued)

In accordance with the Administration of Pre-sale of Commodity Premises Regulations in the PRC, the Group is required to place in designated bank accounts certain amount of pre-sale proceeds of properties as guarantee deposits for construction of related properties. The deposits can only be used for purchases of construction materials and the payments of construction costs of the relevant property project when approval from PRC State-Owned Land Resources and Housing Administrative Bureau is obtained. Such guarantee deposits will only be released after completion of related pre-sale properties.

As at 31 December 2013, the restricted bank deposits of the Group denominated in RMB amounted to approximately HK\$169,456,000 (2012: HK\$93,282,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

28. BANK AND CASH BALANCES

As at 31 December 2013, the bank and cash balances of the Group denominated in RMB amounted to approximately HK\$988,890,000 (2012: HK\$120,563,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

29. DISPOSAL GROUPS CLASSIFIED AS HELD FOR SALE

On 4 November 2013, the Group and Madam Zhu Jin Ling entered into a sale and purchase agreement (the "Share SP Agreement"). Pursuant to the Share SP Agreement, the Group has conditionally agreed to sell the entire issued share capital of two subsidiaries, Rainbow High Holdings Limited ("Rainbow High") and Zhang Tong Holdings Limited ("Zhang Tong") at a total consideration of approximately HK\$862,614,000. The consideration was agreed to be satisfied by repaying the amount due by the Group to the disposal groups upon completion and then the remaining balance of the consideration will be satisfied by cash upon completion. Rainbow High and Zhang Tong together with their respective subsidiary, Big Wisdom Limited and Light-Up Investments Limited, are engaged in the property investment and property rental activities. In November 2013, a deposit of HK\$80,000,000 was received by the Group.

27. 受限制銀行存款 (續)

根據中國商品房預售管理條例，本集團須於指定銀行賬戶存放若干數額的預售物業所得款項，作為相關物業建築項目的擔保存款。該存款僅可於獲得中國國土資源和房屋管理局批准時用於購買建材及支付有關物業項目的建築費用。該擔保存款只會於相關預售物業竣工後得以解除。

於二零一三年十二月三十一日，本集團以人民幣計值的受限制銀行存款約為169,456,000港元（二零一二年：93,282,000港元）。人民幣兌換外幣須遵守中國之《外匯管理條例》及《結匯、售匯及付匯管理規定》。

28. 銀行及現金結餘

於二零一三年十二月三十一日，本集團以人民幣計值的銀行及現金結餘約為988,890,000港元（二零一二年：120,563,000港元）。人民幣兌換外幣須遵守中國之《外匯管理條例》及《結匯、售匯及付匯管理規定》。

29. 分類為待售之出售組合

於二零一三年十一月四日，本集團與朱金玲女士訂立一份買賣協議（「股份買賣協議」）。根據股份買賣協議，本集團已有條件同意出售兩間附屬公司高虹控股有限公司（「高虹」）及長通控股有限公司（「長通」）之全部已發行股本，總代價為約862,614,000港元。有關代價已協定於完成後向出售組合償還本集團欠付之款項的方式支付，而代價餘款將於完成後以現金方式支付。高虹、長通以及彼等各自的附屬公司保智有限公司及亮興投資有限公司乃從事物業投資及物業租賃活動。於二零一三年十一月，本集團已收取80,000,000港元之訂金。

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29. DISPOSAL GROUPS CLASSIFIED AS HELD FOR SALE (continued)

As at 31 December 2013, the disposal was yet to be completed. On 25 March 2014, the Group and Madam Zhu Jin Ling further entered into an addendum to the Share SP Agreement to extend the long stop date under the Share SP Agreement from 31 December 2013 to 30 June 2014. The assets and liabilities attributable to the disposal groups (included in the Group's property rental segment), which are expected to be sold within twelve months, have been classified as held for sale and are presented separately in the consolidated statement of financial position.

The major classes of assets and liabilities of the disposal groups classified as held for sale as at 31 December 2013 are as follows:

29. 分類為待售之出售組合 (續)

於二零一三年十二月三十一日，出售事項尚未完成。於二零一四年三月二十五日，本集團與朱金玲女士進一步訂立股份買賣協議之附錄，以將股份買賣協議之最後截止日期由二零一三年十二月三十一日延長至二零一四年六月三十日。預期將於12個月內出售之出售組合（計入本集團之物業租賃分部）應佔之資產及負債已分類為待售，並於綜合財務狀況表內獨立呈列。

分類為待售之出售組合之資產及負債於二零一三年十二月三十一日之主要分類如下：

		HK\$'000 千港元
Investment properties	投資物業	620,682
Bank and cash balances	銀行及現金結餘	21
Total assets of disposal groups classified as held for sale		620,703
Accruals and other payables	應計費用及其他應付款項	36,369
Current tax liabilities	即期稅項負債	10,687
Total liabilities associated with assets of disposal groups classified as held for sale		47,056
Net assets of the disposal groups	出售組合資產淨值	573,647

Intragroup balances as at 31 December 2013 have been eliminated.

As at 31 December 2013, cumulative income recognised in other comprehensive income relating to the disposal groups classified as held for sale amounted to approximately HK\$31,225,000.

於二零一三年十二月三十一日之集團內公司間之結餘經已對銷。

於二零一三年十二月三十一日，就分類為待售之出售組合於其他全面收益確認之累計收入為約31,225,000港元。

29. DISPOSAL GROUPS CLASSIFIED AS HELD FOR SALE (continued)

As at 31 December 2013, the investment properties of the disposal groups, situated in Guangzhou, the PRC, are held under medium-term leases. All tenancy agreements in relation to the investment properties of disposal groups were terminated on 31 October 2013. The fair value of investment properties as at 31 December 2013 was based on a valuation carried out by A.G. Wilkinson & Associates (Surveyors) Limited, an independent qualified professional valuer not connected with the Group with substantial experience in valuation of properties. The valuation of investment properties was carried out, on the basis of market value, by comparison method with reference to comparable market transactions, adjusted for a premium or a discount specific to the quality of the investment properties of the disposal groups. The Group's financial controller discussed with the valuer on the valuation assumptions and results.

The expected capital gain from the transfer of immovable properties in the PRC through disposal of subsidiaries which may be subject to PRC Corporate Income Tax have been recognised as deferred tax liabilities by the immediate holding company of Rainbow High and Zhang Tong.

30. ACCOUNTS PAYABLE

The Group's accounts payable comprise the following:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Land premium related charge and penalty payable	應付土地出讓金相關費用及罰金	124,414	177,351
Construction fee payable	應付建築費用	435,650	242,935
		560,064	420,286

29. 分類為待售之出售組合 (續)

於二零一三年十二月三十一日，出售組合位於中國廣州市之投資物業乃按中期租約持有。所有有關出售組合之投資物業之租賃協議均已於二零一三年十月三十一日終止。投資物業於二零一三年十二月三十一日之公平值乃根據韋堅信測量師行有限公司作出之估值釐定。該公司為一家與本集團無關連之獨立合資格專業估值師，其於物業估值方面擁有豐富經驗。投資物業之估價是按市值基準，乃經參考可比較市場交易之比較法進行，並就較出售組合之投資物業之質素出現之溢價或折讓作出調整。本集團之財務總監已與估值師就估值假設及結果進行討論。

透過出售附屬公司而轉讓位於中國之不動產所產生之預期資本收益可能須繳納之中國企業所得稅，已由直接控股公司高虹及長通確認為遞延稅項負債。

30. 應付賬款

本集團之應付賬款包括以下各項：

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30. ACCOUNTS PAYABLE (continued)

The aging analysis of accounts payable, based on the payment due date, is as follows:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Within 3 months	三個月以內	555,641	242,935
4 to 6 months	四至六個月	1,348	—
7 to 12 months	七至十二個月	2,931	—
Over 1 year	一年以上	144	177,351
		560,064	420,286

31. PROCEEDS RECEIVED FROM PRE-SALE OF PROPERTIES

Proceeds received from purchasers in connection with the Group's pre-sales of properties to be settled after more than one year are analysed as follows:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Settled after more than 1 year	超過一年後結算	1,660,331	369,340

Apart from the above, all other proceeds from pre-sale of properties are expected to be settled within one year.

30. 應付賬款 (續)

應付賬款按付款到期日所作之賬齡分析如下：

31. 預售物業收取之所得款項

有關本集團自預售物業買家收取之所得款項超過一年後結算的分析如下：

除上述者外，所有其他預售物業之所得款項預期將於一年內結算。

32. ACCRUALS AND OTHER PAYABLES

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Consideration payables	應付代價	17,806	17,267
Rental deposits received	已收租賃按金	7,809	16,365
Deposit received (note 29)	已收訂金(附註29)	80,000	—
Other creditors and accrued charges	其他應付款及應計費用	129,883	152,649
		235,498	186,281

The Group's rental deposits received are expected to be settled after more than one year.

33. AMOUNT DUE TO THE ULTIMATE HOLDING COMPANY

As at 31 December 2013, the amount due to the ultimate holding company is unsecured, interest free and repayable on demand.

34. BANK AND OTHER BORROWINGS

Bank loans — secured	銀行貸款 — 有抵押	1,226,482	1,129,800
Senior Notes — secured	優先票據 — 有抵押	1,387,851	476,756
Other borrowings — secured	其他借款 — 有抵押	1,931,595	—
		4,545,928	1,606,556

32. 應計費用及其他應付款項

	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Consideration payables	17,806	17,267
Rental deposits received	7,809	16,365
Deposit received (note 29)	80,000	—
Other creditors and accrued charges	129,883	152,649
	235,498	186,281

本集團之已收租賃按金預期將於超過一年後結算。

33. 應付最終控股公司款項

於二零一三年十二月三十一日，應付最終控股公司款項為無抵押、免息及按要求償還。

34. 銀行及其他借款

	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Bank loans — secured	1,226,482	1,129,800
Senior Notes — secured	1,387,851	476,756
Other borrowings — secured	1,931,595	—
	4,545,928	1,606,556

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34. BANK AND OTHER BORROWINGS

(continued)

- (a) The bank loans, Senior Notes and other borrowings are repayable as follows:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Bank loans, Senior Notes and other borrowings	銀行貸款、優先票據及其他借款		
On demand or within one year	按要求或於一年內	1,488,816	838,914
In the second year	第二年	1,116,196	648,186
In the third to fifth years, inclusive	第三至第五年 (包括首尾兩年)	1,940,916	119,456
		4,545,928	1,606,556
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：於十二個月內到期結算之款項 (列作流動負債)	(1,296,704)	(838,914)
Less: Amount subject to an early repayment option (shown under current liabilities)	減：受提早還款選擇權限制之款項 (列作流動負債)	(192,112)	—
		(1,488,816)	(838,914)
Amount due for settlement after 12 months	於十二個月後到期結算之款項	3,057,112	767,642

During the year, the Group breached a financial covenant clause in relation to the maintenance of the consolidated net borrowings to consolidated tangible net worth ratio of the Group which constitutes an early repayment option by the bank. Such bank loans in the total sum of approximately HK\$192,112,000 are reclassified as current liabilities as at 31 December 2013. The bank did not request for the early repayment of the bank loans. Subsequent to the reporting date, the bank has agreed to waive the early repayment option.

34. 銀行及其他借款 (續)

- (a) 應償還之銀行貸款、優先票據及其他借款如下：

	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
銀行貸款、優先票據及其他借款		
按要求或於一年內	1,488,816	838,914
第二年	1,116,196	648,186
第三至第五年 (包括首尾兩年)	1,940,916	119,456
	4,545,928	1,606,556
減：於十二個月內到期結算之款項 (列作流動負債)	(1,296,704)	(838,914)
減：受提早還款選擇權限制之款項 (列作流動負債)	(192,112)	—
	(1,488,816)	(838,914)
於十二個月後到期結算之款項	3,057,112	767,642

年內，本集團未符合有關維持本集團綜合借款淨額對綜合有形淨值比率的財務契約，導致銀行擁有要求提早償還的選擇權。於二零一三年十二月三十一日有關銀行貸款總額約192,112,000港元重新分類為流動負債。銀行並無要求提早償還銀行貸款。於報告日期後，銀行已同意放棄要求提早償還的選擇權。

34. BANK AND OTHER BORROWINGS

(continued)

(b) Bank loans

As at 31 December 2013, the bank loans were secured by the following:

- (i) the Group's investment properties with carrying amount of approximately HK\$663,024,000;
- (ii) the Group's land use rights classified under prepaid land lease payments and the construction in progress thereon of approximately HK\$51,356,000 and HK\$16,447,000 respectively;
- (iii) the Group's properties for sale under development of approximately HK\$2,061,669,000;
- (iv) the Group's pledged bank deposits of approximately HK\$13,555,000;
- (v) charge over the entire issued share capital of the Company's subsidiaries, Diamond Crown Limited, Graceful Link Limited, Speedy Full Limited and Guangdong Xilong;
- (vi) assignment of all rental income from the Group's investment properties with carrying amount of approximately HK\$663,024,000;
- (vii) guarantees executed by the Company's directors, Mr. Chu Hing Tsung (alias Mr. Zhu Qing Yi) and Mr. Huang Jia Jue; and a director of Guangdong Zhuguang; and
- (viii) corporate guarantees executed by Guangdong Zhuguang, Guangdong New Southern Group Company Limited* ("Guangdong New Southern") and an independent third party.

* English name is translated for identification purposes only.

34. 銀行及其他借款 (續)

(b) 銀行貸款

於二零一三年十二月三十一日，銀行貸款由以下各項擔保：

- (i) 本集團之投資物業賬面值約為663,024,000港元；
- (ii) 本集團分類為預付土地租賃款項之土地使用權及土地上之在建工程分別約為51,356,000港元及16,447,000港元；
- (iii) 本集團之發展中待售物業約為2,061,669,000港元；
- (iv) 本集團之抵押銀行存款約為13,555,000港元；
- (v) 本公司附屬公司毅冠有限公司、愉興有限公司、速溢有限公司及廣東喜龍之全部已發行股本之抵押；
- (vi) 本集團投資物業賬面值約為663,024,000港元獲得的所有租金收入分配；
- (vii) 本公司董事朱慶淞先生（又名朱慶伊先生）及黃佳爵先生與廣東珠光一名董事所簽立之擔保；及
- (viii) 由廣東珠光、廣東新南方集團有限公司（「廣東新南方」）及一位獨立第三方簽立之企業擔保。

* 英文名稱僅供識別。

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34. BANK AND OTHER BORROWINGS

(continued)

(b) Bank loans (continued)

(viii) (continued)

Guangdong Zhuguang is considered as a related party of the Group as the ultimate controlling party of the Company, Mr. Liao Tengjia, has significant influence in Guangdong Zhuguang.

Guangdong New Southern is considered as a related party of the Group as it is beneficially owned and controlled by the executive director of the Company, Mr. Chu Muk Chi (alias Mr. Zhu La Yi).

As at 31 December 2013, the effective interest rates on the bank loans ranged from 4.9% to 13.9% (2012: 5.0% to 24.0%) per annum.

(c) Senior Notes

Senior Notes I

Pursuant to an investment agreement dated 6 December 2011 (the "Investment Agreement"), a wholly-owned subsidiary of the Company, Zhuguang Group Limited ("ZGL") issued secured and guaranteed senior notes in an aggregate principal amount of HK\$500 million (the "Senior Notes I") to Silver Prosper (BVI) Investments Limited ("Silver Prosper") on 21 December 2011. The Senior Notes I are interest-bearing at 15% per annum calculated by reference to the principal amount thereof.

34. 銀行及其他借款 (續)

(b) 銀行貸款 (續)

(viii) (續)

由於本公司之最終控股方廖騰佳先生於廣東珠光有重要影響力，故廣東珠光被視為本集團之關聯方。

由於本公司執行董事朱沐之先生（又名朱拉伊先生）實際擁有及控制廣東新南方，故廣東新南方被視為本集團之關聯方。

於二零一三年十二月三十一日，銀行貸款之實際年利率介乎4.9%至13.9%（二零一二年：5.0%至24.0%）。

(c) 優先票據

優先票據 I

根據日期為二零一一年十二月六日之投資協議（「投資協議」），本公司之全資附屬公司珠光集團有限公司（「珠光集團」）於二零一一年十二月二十一日向銀興（BVI）投資有限公司（「銀興」）發行本金金額合共500,000,000港元之有抵押及已擔保優先票據（「優先票據 I」）。優先票據 I 經參考其本金金額後按 15% 之年利率計息。

34. BANK AND OTHER BORROWINGS

(continued)

(c) Senior Notes (continued)

Senior Notes I (continued)

The Senior Notes I are accounted for as financial liabilities, initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method. The effective interest rate applied is 17.2% (2012: 17.2%) per annum.

The Senior Notes I are secured and guaranteed by:

- (i) a second fixed charge over the entire issued share capital of ZGL, Cheng Chang Holdings Limited and Fully Wise Investment Limited ("Fully Wise"), being the holding companies of Guangdong Hailian, and the related rights;
- (ii) 80% equity interests in Guangdong Hailian;
- (iii) security assignment of all of the rights and interests in respect of certain intra-group loans; and
- (iv) guarantee executed by the Company's director, Mr. Chu Hing Tsung (alias Mr. Zhu Qing Yi).

During the year, the Senior Notes I was fully settled.

Senior Notes II

Pursuant to a note purchase agreement dated 22 July 2013 together with certain supplemental agreements thereto, the Company issued secured and guaranteed senior notes in an aggregate principal amount of US\$200 million (the "Senior Notes II") to certain investors in 2013. The Senior Notes II, due on 4 August 2016, are interest-bearing at 12.5% per annum and interests are payable semi-annually in arrears.

34. 銀行及其他借款 (續)

(c) 優先票據 (續)

優先票據 I (續)

優先票據 I 列作金融負債入賬，最初按公平值（扣除已產生的交易成本）確認，其後採用實際利息法以攤銷成本計量。採納的實際年利率為 17.2%（二零一二年：17.2%）。

優先票據 I 乃由以下各項抵押及擔保：

- (i) 珠光集團、誠昌控股有限公司及惠豐投資有限公司（「惠豐」）（均為廣東海聯之控股公司）之全部已發行股本之第二次押記及相關權利；
- (ii) 廣東海聯之 80% 權益；
- (iii) 就若干集團內貸款之所有權利及權益之抵押分配；及
- (iv) 本公司董事朱慶淞先生（又名朱慶伊先生）作出之擔保。

年內，優先票據 I 已悉數償還。

優先票據 II

根據日期為二零一三年七月二十二日之票據購買協議及其若干補充協議，本公司於二零一三年向若干投資者發行本金總額為 200,000,000 美元的有抵押及擔保優先票據（「優先票據 II」）。優先票據 II 於二零一六年八月四日到期，按年利率 12.5% 計息，並於每半年期末支付利息。

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34. BANK AND OTHER BORROWINGS

(continued)

(c) Senior Notes (continued)

Senior Notes II (continued)

Concurrent with the issuance of the Senior Notes II, nil-paid warrants (the "Warrants") representing a total aggregate amount of exercise moneys of US\$40 million (the exchange rate to be used for the purchase of HK\$ with US\$ shall be HK\$7.8 per US\$1.0) were granted by the Company to these investors to subscribe for 137,499,449 ordinary shares of the Company at an initial exercise price of HK\$2.2691 per ordinary share of the Company, which is subject to certain anti-dilutive adjustments. The warrants are exercisable at any time up to three years from 5 August 2013.

The Senior Notes II are accounted for as financial liabilities, initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method. The effective interest rates ranged from 16.01% to 16.95% per annum.

The Senior Notes II are secured and guaranteed by:

- (i) 1,200 million ordinary shares of the Company owned by Rong De;
- (ii) 100% equity interest of the Company's subsidiaries: Top Perfect Development Limited ("Top Perfect"), Ever Crown Corporation Limited ("Ever Crown"), East Orient Investment Limited ("East Orient") and Fully Wise;
- (iii) corporate guarantees executed by Rong De, Top Perfect, Ever Crown, East Orient, Fully Wise and Zhuguang Group (Hong Kong) Limited; and
- (iv) guarantees executed by the Company's directors, Mr. Liao Tengjia, Mr. Chu Hing Tsung (alias Mr. Zhu Qing Yi) and Mr. Chu Muk Chi (alias Mr. Zhu La Yi).

34. 銀行及其他借款 (續)

(c) 優先票據 (續)

優先票據 II (續)

除發行優先票據 II 外，本公司亦同時授予該等投資者行使款額合共為 40,000,000 美元（該購買將採用港元兌美元匯率為 7.8 港元兌 1.0 美元）的未繳款認股權證（「認股權證」），可以初步行使價本公司每股普通股 2.2691 港元認購本公司 137,499,449 股普通股，而有關行使價須受若干反攤薄調整限制。認股權證可由二零一三年八月五日起最多三年內任何時間行使。

優先票據 II 列作金融負債入賬，最初按公平值（扣除已產生的交易成本）確認，其後採用實際利息法以攤銷成本計量。實際年利率介乎 16.01% 至 16.95%。

優先票據 II 乃由以下各項抵押及擔保：

- (i) 融德擁有之 1,200,000,000 股本公司普通股股份；
- (ii) 本公司以下附屬公司之 100% 股本權益：泰恒發展有限公司（「泰恒」）、冠恒興業有限公司（「冠恒」）、達東投資有限公司（「達東」）及惠豐；
- (iii) 融德、泰恒、冠恒、達東、惠豐及珠光集團（香港）有限公司簽立之企業擔保；及
- (iv) 本公司董事廖騰佳先生、朱慶淞先生（又名朱慶伊先生）及朱沐之先生（又名朱拉伊先生）作出之擔保。

34. BANK AND OTHER BORROWINGS

(continued)

(c) Senior Notes (continued)

Senior Notes II (continued)

The fair value of the liability component of the Senior Notes II was estimated at the issuance date using the prevailing market interest rate for a similar liability without warrants granted. The residual amount is assigned as warrant reserve and is included in shareholders' equity.

The Senior Notes II issued have been split into the liability and equity components, as follows:

34. 銀行及其他借款 (續)

(c) 優先票據 (續)

優先票據II (續)

優先票據II之負債部分公平值乃於發行日期就不附帶認股權證之類同債務採用現行市場利率進行估計。剩餘金額分配為認股權證儲備，於股東權益中列賬。

已發行之優先票據II已分為負債及權益部分如下：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Value of Senior Notes II and warrants issued during the year (less direct transaction costs)	年內發行優先票據II及認股權證價值(扣除直接交易成本)	1,509,659	—
Equity component (after allocation of direct attributable transaction costs)	權益部分(分配應佔直接交易成本後)	(113,296)	—
Liability component at the issue date (after allocation of direct attributable transaction costs)	於發行日期之負債部分(分配應佔直接交易成本後)	1,396,363	—
Interest expense	利息開支	58,760	—
Interest paid	已付利息	(43,763)	—
Setting off against the outstanding principal upon exercise of warrants	抵銷行使認股權證後未償還本金	(7,800)	—
Setting off against the due and unpaid interest upon exercise of warrants	抵銷行使認股權證後到期及未付利息	(15,600)	—
Exchange differences	匯兌差額	(109)	—
Liability component at 31 December	於十二月三十一日之負債部分	1,387,851	—

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34. BANK AND OTHER BORROWINGS

(continued)

(d) Other borrowings

Other borrowings are secured and guaranteed by:

- (i) the Group's properties for sale under development of approximately HK\$1,042,430,000;
- (ii) charge over the assets provided by Guangdong Feng Shun Lu Hu Hot Spring Resort Company Limited* ("Feng Shun Lu Hu"), the registered capital of Feng Shun Lu Hu was owned, as to 80% by Guangdong Zhuguang and as to 20% owned by Guangdong New Southern;
- (iii) corporate guarantee executed by related companies — Guangdong Zhuguang, Guangzhou Zhuguang Property Development Company Limited* ("Guangzhou Zhuguang Property"), Beijing Zhuguang Property Development Company Limited* ("Beijing Zhuguang Property") and Guangzhou Zhuguang Investment;
- (iv) guarantee executed by the Company's director, Mr. Chu Hing Tsung (alias Mr. Zhu Qing Yi);
- (v) corporate guarantee executed by a non-controlling shareholder of Guangdong Hailian; and
- (vi) entire equity interest in Guangdong Hailian.

Feng Shun Lu Hu is considered as a related party of the Group as the ultimate controlling party of the Company, Mr. Liao Tengjia, has significant influence over Guangdong Zhuguang and Feng Shun Lu Hu. In addition, the Company's director, Mr. Chu Muk Chi (alias Mr. Zhu La Yi) has control over Guangdong New Southern.

* English name is translated for identification purposes only.

34. 銀行及其他借款 (續)

(d) 其他借款

其他借款乃由以下各項抵押及擔保：

- (i) 本集團之發展中待售物業約1,042,430,000港元；
- (ii) 廣東豐順鹿湖溫泉渡假村有限公司(「豐順鹿湖」)作出之資產抵押，豐順鹿湖之註冊資本分別由廣東珠光及廣東新南方擁有80%及20%；
- (iii) 廣東珠光、廣州珠光房地產開發有限公司(「廣州珠光房地產」)、北京珠光房地產開發有限公司(「北京珠光房地產」)及廣州珠光投資等關聯公司簽立之企業擔保；
- (iv) 本公司董事朱慶淞先生(又名朱慶伊先生)作出之擔保；
- (v) 廣東海聯非控股股東簽立之企業擔保；及
- (vi) 廣東海聯之全部股本權益。

由於本公司之最終控股方廖騰佳先生於廣東珠光及豐順鹿湖有重要影響力，故豐順鹿湖被視為本集團之關聯方。此外，本公司董事朱沐之先生(又名朱拉伊先生)擁有廣東新南方之控制權。

* 英文名稱僅供識別。

34. BANK AND OTHER BORROWINGS

(continued)

(d) Other borrowings (continued)

Guangdong Zhuguang, Guangzhou Zhuguang Property, Beijing Zhuguang Property, and Guangzhou Zhuguang Investment are considered as related companies of the Group as the ultimate controlling party of the Company, Mr. Liao Tengjia, has significant influence in Guangdong Zhuguang, Guangzhou Zhuguang Property, Beijing Zhuguang Property, and Guangzhou Zhuguang Investment.

As at 31 December 2013, the effective interest rate on other borrowings ranged from 7.0% to 9.2% (2012: Nil) per annum.

- (e) The carrying amounts of the Group's bank and other borrowings are denominated in the following currencies, other than the functional currency of the relevant group entity:

34. 銀行及其他借款 (續)

(d) 其他借款 (續)

由於本公司之最終控股方廖騰佳先生於廣東珠光、廣州珠光房地產、北京珠光房地產及廣州珠光投資有重要影響力，故廣東珠光、廣州珠光房地產、北京珠光房地產及廣州珠光投資被視為本集團之關聯公司。

於二零一三年十二月三十一日，其他借款之實際年利率介乎7.0%至9.2% (二零一二年：零)。

- (e) 本集團銀行及其他借款賬面值以下列非相關集團功能貨幣之貨幣計值：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
HK\$	港元	192,112	252,144
US\$	美元	1,387,851	—
		1,579,963	252,144

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35. FINANCE LEASE PAYABLES

		Minimum lease payments 最低租賃付款		Present value of minimum lease payments 最低租賃付款現值	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Within one year	於一年內	232	388	203	379
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)	531	5	503	4
		763	393	706	383
Less: Future finance charges	減：未來融資開支	(57)	(10)	N/A	N/A
Present value of lease obligations	租賃承擔現值	706	383	706	383
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：於十二個月內 到期結算之款項 (列作流動負債)			(203)	(379)
Amount due for settlement after 12 months	於十二個月後到期結算 之款項			503	4

It is the Group's policy to lease certain of its office equipment and motor vehicle under finance leases. The lease terms range from 4 to 5 years. As at 31 December 2013, the effective borrowing rates ranging from 5.9% to 6.1% (2012: 5.9%) per annum. Interest rates are fixed at respective contract dates and thus expose the Group to fair value interest rate risk. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments. At the end of each lease term, the Group has an option to purchase the underlying asset at a nominal price.

The Group's finance lease payables are secured by the lessors' title to the leased assets.

36. AMOUNT DUE TO A NON-CONTROLLING SHAREHOLDER OF A SUBSIDIARY

During the year, the amount due to a non-controlling shareholder of a subsidiary was fully repaid.

35. 融資租賃應付款

以融資租賃租用若干辦公設備及汽車是本集團的政策。租期介乎四至五年。於二零一三年十二月三十一日，借貸的實際年利率介乎5.9%至6.1%（二零一二年：5.9%）。利率固定為各合約日期的利率，因此本集團須承受公平值利率風險。所有租金乃定期償還，且並無訂立任何或然租金支付安排。於各租期結束時，本集團有權選擇以象徵性價格購買相關資產。

本集團之融資租賃應付款是以出租人租賃資產的所有權作為抵押品。

36. 應付一間附屬公司的一名非控股股東款項

本年內，已悉數償還應付一間附屬公司的一名非控股股東款項。

37. DEFERRED TAX (ASSETS)/LIABILITIES

The components of deferred tax (assets)/liabilities recognised in the consolidated statement of financial position and the movements during the year are as follows:

37. 遞延稅項(資產)/負債

於綜合財務狀況表內確認之遞延稅項(資產)/負債之組成及於本年度之變動如下：

		Revaluation of investment properties	Fair value adjustments on business combinations	Undistributed profits of a PRC subsidiary	Temporary difference on LAT	Total deferred tax liabilities	Temporary difference on LAT	Total deferred tax assets
		投資物業重估	業務合併之公平值調整	中國附屬公司之未分派溢利	土地增值稅之暫時差額	遞延稅項負債總額	土地增值稅之暫時差額	遞延稅項資產總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2012	於二零一二年一月一日	73,842	—	—	—	73,842	—	—
Acquisition of subsidiaries	收購附屬公司	—	191,510	—	—	191,510	—	—
Charged/(Credited) to profit or loss for the year	本年度於損益表支銷/(計入)	3,017	(182)	5,033	—	7,868	(1,886)	(1,886)
Exchange differences	匯兌差額	(4)	—	16	—	12	(6)	(6)
At 31 December 2012	於二零一二年十二月三十一日	76,855	191,328	5,049	—	273,232	(1,892)	(1,892)
Acquisition of subsidiaries (note 41(a))	收購附屬公司(附註41(a))	—	144,796	—	—	144,796	—	—
Charged to profit or loss for the year	本年度於損益表支銷	12,063	(268)	—	3,986	15,781	1,892	1,892
Exchange differences	匯兌差額	2,585	1,742	—	28	4,355	—	—
At 31 December 2013	於二零一三年十二月三十一日	91,503	337,598	5,049	4,014	438,164	—	—

At 31 December 2013, the Group had unused tax losses of approximately HK\$239,476,000 (2012: HK\$50,788,000) available for offset against future profits. No deferred tax asset has been recognised in respect of such losses due to the unpredictability of future profit streams. The above unused tax losses will expire after five years from the year of assessment they relate to.

於二零一三年十二月三十一日，本集團有未動用稅項虧損約239,476,000港元(二零一二年：50,788,000港元)可用於抵銷未來溢利。由於未來溢利流之不可預測性，故並無就該等虧損確認遞延稅項資產。上述未動用稅項虧損將於相關課稅年度起五年後到期。

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38. SHARE CAPITAL

38. 股本

	Note 附註	Number of shares 股數		Share capital 股本	
		2013 二零一三年	2012 二零一二年	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Authorised:					
Ordinary shares of HK\$0.10 each	法定股本： 每股面值0.10港元 之普通股				
At 1 January	於一月一日	6,000,000,000	4,000,000,000	600,000	400,000
Increase	增加 (a)	—	2,000,000,000	—	200,000
At 31 December	於十二月三十一日	6,000,000,000	6,000,000,000	600,000	600,000
Issued and fully paid:					
Ordinary shares of HK\$0.10 each	已發行及繳足股本： 每股面值0.10港元 之普通股				
At 1 January	於一月一日	3,655,806,000	2,468,820,000	365,581	246,882
Issue of shares upon exercise of warrants	行使認股權證後 發行之股份 (b)	10,312,458	—	1,031	—
Issue of shares	發行股份 (c)	558,000,000	1,186,986,000	55,800	118,699
At 31 December	於十二月三十一日	4,224,118,458	3,655,806,000	422,412	365,581

Note:

- (a) By a special resolution passed on 27 November 2012, the authorised ordinary share capital of the Company was increased from HK\$400,000,000 to HK\$600,000,000 by the creation of 2,000,000,000 ordinary shares of HK\$0.10 each in 2012, such new shares ranking pari passu in all respects with the existing shares of the Company.
- (b) Upon exercise of the subscription rights conferred by the Company's warrants, three lots of the Company's new ordinary shares of 3,437,486 shares each were issued on 22 November 2013, 16 December 2013 and 27 December 2013 respectively (totalled 10,312,458 new ordinary shares), at the exercise price of HK\$2.2691 per share. The new shares rank pari passu in all respects with the existing shares of the Company. The premium on issue of shares amounted to approximately HK\$22,369,000 and was credited to the Company's share premium. In addition, an amount of approximately HK\$8,497,000 was reclassified from warrant reserve to share premium upon exercise of warrants.

附註：

- (a) 根據於二零一二年十一月二十七日通過之一項特別決議案，本公司之法定普通股股本透過增設2,000,000,000股每股面值0.10港元之普通股由400,000,000港元增加至600,000,000港元，該等新股份與本公司現有股份在所有方面均享有同等權益。
- (b) 行使本公司認股權證所賦予之認購權後，本公司分別於二零一三年十一月二十二日、二零一三年十二月十六日及二零一三年十二月二十七日按每股行使價2.2691港元發行三批3,437,486股新普通股（合共10,312,458股新普通股）。該等新股份與本公司現有股份在所有方面均享有同等權益。發行股份溢價約為22,369,000港元，計入本公司股份溢價。此外，約8,497,000港元之金額在行使認股權證後由認股權證儲備重新分類為股份溢價。

38. SHARE CAPITAL (continued)

Note: (continued)

- (c) On 31 December 2013, 558,000,000 new ordinary shares of the Company were issued at HK\$3.29 per share as prepayment for the Joygain Acquisition, details of which are set out in note 25(a) to the financial statements. The new shares rank pari passu in all respects with the existing shares of the Company and resulted in an increase in share premium of approximately HK\$1,780,020,000.

Capital management

During 2013, the Group changed its strategy on managing capital. The Group actively and regularly reviews and manages its capital structure to safeguard the Group's ability to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balances.

The Group is subject to financial covenants under certain loan agreements with a bank. The Group has to maintain its consolidated net borrowings to consolidated tangible net worth ratio not be in excess of 1:1. Consolidated net borrowings are calculated as the borrowings disclosed in notes 34 and 35 less all the cash and bank deposits of the Group; whereas consolidated tangible net worth consists of issued capital, share premium, contributed surplus and accumulated losses/retained profits attributable to owners of the Company less intangible assets and goodwill as disclosed in the financial statements. During the year, the Group breached the said ratio (note 34(a) to the financial statements). Since February 2014, the bank has agreed to revise the said consolidated net borrowings to consolidated tangible net worth ratio requirement to not more than 1.5:1.

In addition, the Group is also subject to financial covenants under Senior Notes II with certain investors. The Group has to maintain its consolidated net debt to shareholders' equity ratio not be in excess of 1.5:1. Consolidated net debt is calculated as the borrowings disclosed in notes 34 and 35 minus all the cash and cash deposits of the Group; whereas equity attributable to owners of the Company, comprising issued capital and reserves as disclosed in the financial statements. During the year, the Group complied with the aforesaid ratio requirement.

38. 股本 (續)

附註：(續)

- (c) 於二零一三年十二月三十一日，本公司按每股3.29港元發行558,000,000股新普通股，作為預付樂得收購事項，有關詳情載於財務報表附註25(a)。該等新股份與本公司現有股份在所有方面均享有同等權益，及令股份溢價增加約1,780,020,000港元。

資本管理

於二零一三年，本集團改變其資本管理策略。本集團積極及定期檢討並管理其資本結構，以確保本集團能夠持續經營，並透過優化債務及權益結餘為股東帶來最大回報。

本集團須遵守與一間銀行之若干貸款協議之財務契約。本集團須維持其綜合借款淨額對綜合有形淨值比率不超過1:1。綜合借款淨額乃透過附註34及35所披露之借款減本集團之所有現金及銀行存款計算，而綜合有形淨值則包括本公司擁有人應佔已發行股本、股份溢價、實繳盈餘及累計虧損／保留溢利減財務報表所披露之無形資產及商譽。年內，本集團未符合上述比率（財務報表附註34(a)）。自二零一四年二月起，該銀行已同意修訂上述綜合借款淨額對綜合有形淨值比率之規定為不高於1.5:1。

此外，本集團亦須遵守與若干投資者之優先票據II之財務契約。本集團須維持其綜合債務淨額對股東權益比率不超過1.5:1。綜合債務淨額乃透過附註34及35所披露之借款減本集團之所有現金及現金存款計算，而本公司擁有人應佔權益則包括財務報表所披露之已發行股本及儲備。年內，本集團已遵守上述比率規定。

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38. SHARE CAPITAL (continued)

Capital management (continued)

The directors review the capital structure on an ongoing basis. The Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debts or redemption of existing debts.

Apart from the above, another externally imposed capital requirement is that for the Group to maintain its listing on the Stock Exchange it has to have a public float of at least 25% of the shares. The Group receives a report from the share registrars monthly on substantial share interests showing the non-public float and it demonstrates continuing compliance with the 25% limit throughout the year. As at 31 December 2013, 28.3% (2012: 32.4%) of the shares were in public hands.

39. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

38. 股本 (續)

資本管理 (續)

董事持續檢討資本結構。本集團將透過派息、發行新股及購回股份以及發行新債務或贖回現有債務，平衡其整體資本結構。

除上述者外，本集團另外須遵守之外界資本規定為維持股份於聯交所上市之公眾持股量不低於25%。本集團每月收取股份過戶處發出顯示非公眾人士持有主要股份權益之報告，證明於年內其一直遵守25%限制之規定。於二零一三年十二月三十一日，股份之公眾持股量為28.3% (二零一二年：32.4%)。

39. 本公司之財務狀況表

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	1,263	771
Investments in subsidiaries	於附屬公司之投資	4,364,932	2,211,303
Prepayments and deposits	預付款項及訂金	408,256	406
Bank balances	銀行結餘	456	74
Accruals and other payables	應計費用及其他應付款項	(5,236)	(2,285)
Amounts due to subsidiaries	應付附屬公司款項	(9,979)	(51,142)
Senior Notes — secured	優先票據 — 有抵押	(1,387,851)	—
NET ASSETS	資產淨值	3,371,841	2,159,127
Share capital	股本	422,412	365,581
Reserves	儲備	2,949,429	1,793,546
TOTAL EQUITY	總權益	3,371,841	2,159,127

40. RESERVES

(a) Group

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

(b) Company

40. 儲備

(a) 本集團

本集團之儲備金額及其變動呈列於綜合損益及其他全面收益表以及綜合權益變動表。

(b) 本公司

		Share premium 股份溢價 HK\$'000 千港元	Contributed surplus 實繳盈餘 HK\$'000 千港元	Warrant reserve 認股權證儲備 HK\$'000 千港元	Retained profits/ (Accumulated losses) 保留溢利/ (累計虧損) HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 January 2012	於二零一二年一月一日	98,771	717,209	—	19,182	835,162
Issue of shares	發行股份	948,281	—	—	—	948,281
Profit for the year	本年度溢利	—	—	—	10,103	10,103
At 31 December 2012 and 1 January 2013	於二零一二年十二月三十一日及 二零一三年一月一日	1,047,052	717,209	—	29,285	1,793,546
Issue of warrant (note 34(c))	發行認股權證 (附註34(c))	—	—	113,296	—	113,296
Issue of shares upon exercise of warrants (note 38(b))	行使認股權證後發行之股份 (附註38(b))	30,866	—	(8,497)	—	22,369
Issue of shares (note 38(c))	發行股份 (附註38(c))	1,780,020	—	—	—	1,780,020
Loss for the year	本年度虧損	—	—	—	(759,802)	(759,802)
At 31 December 2013	於二零一三年十二月三十一日	2,857,938	717,209	104,799	(730,517)	2,949,429

As at 31 December 2013, the contributed surplus of the Company includes (i) approximately HK\$477,805,000 (2012: HK\$477,805,000) that arose when the Company issued shares in exchange for the shares of companies being acquired, and represented the difference between the nominal value of the Company's shares issued and the value of the shares acquired; and (ii) approximately HK\$239,404,000 (2012: HK\$239,404,000) which was credited from the share premium cancellation. The application of the contributed surplus is governed by the Companies Act of Bermuda.

於二零一三年十二月三十一日，本公司的實繳盈餘包括(i)在本公司發行股份以交換所收購公司的股份時產生的約477,805,000港元(二零一二年：477,805,000港元)，亦即本公司所發行的股份面值與所收購的股份價值兩者之差額；及(ii)因取消股份溢價而轉入約239,404,000港元(二零一二年：239,404,000港元)。實繳盈餘的用途受百慕達公司法監管。

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40. RESERVES (continued)

(c) Nature and purpose of reserves

(i) *Share premium*

Share premium represents premium arising from the issue of shares at a price in excess of their par value per share. The application of the share premium is governed by the Companies Act of Bermuda.

(ii) *Reserve on merger accounting*

The reserve on merger accounting was set up upon the share swap for the Company to acquire its subsidiaries.

(iii) *Exchange fluctuation reserve*

The exchange fluctuation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 3(c) to the financial statements.

(iv) *Contributed surplus*

The Company's contributed surplus was explained in note 40(b) above. The application of the contributed surplus is governed by the Companies Act of Bermuda.

(v) *Statutory reserve*

In accordance with the articles of association of certain subsidiaries established in the PRC, these subsidiaries are required to transfer 10% of the profit after tax to the statutory reserve until the reserve reaches 50% of the registered capital. Transfer to this reserve must be made before distributing dividends to equity owners.

(vi) *Warrant reserve*

Warrant reserve represents the equity component of the Senior Notes II with detachable warrants issued. Details of which are set out in note 34(c) to the financial statements.

40. 儲備 (續)

(c) 儲備的性質和目的

(i) 股份溢價

股份溢價是指發行股份的價格超出其每股股份面值之溢價。股份溢價之運用受百慕達公司法之監管。

(ii) 合併賬目儲備

合併賬目儲備於本公司通過股份交換收購其附屬公司時建立。

(iii) 外匯波動儲備

外匯波動儲備由換算海外業務財務報表所產生之所有兌換差額組成，該儲備根據財務報表附註3(c)所載之會計政策處理。

(iv) 實繳盈餘

本公司實繳盈餘已於上文附註40(b)闡釋。實繳盈餘的用途受百慕達公司法監管。

(v) 法定儲備

根據於中國成立的若干附屬公司的組織章程細則，該等附屬公司須轉撥10%的除稅後溢利至法定儲備，直至該儲備達致註冊資本的50%。轉撥至該儲備須於分派股息予權益擁有人前進行。

(vi) 認股權證儲備

認股權證儲備即已發行附帶可分割認股權證的優先票據II之權益部份。有關詳情載於財務報表附註34(c)。

41. ACQUISITION OF SUBSIDIARIES

2013

- (a) As stated in note 4(a)(ii) above, on 16 August 2013, the Group acquired the interest of Jia Rong, through the Income Right SP Agreement dated 25 June 2013 entered with Jia Rong and the owners of Jia Rong. Pursuant to the Income Right SP Agreement, the Group acquired the right to receive all the income arising from the business of Jia Rong (including, but not limited to, the income arising from the holding of the equity interest in Guangdong Xilong).

Jia Rong is an investment holding company, together with its 100% owned subsidiary, Guangdong Xilong (collectively referred to as "Jia Rong Group") are principally engaged in property development in the PRC. Jia Rong Group was acquired so as to enhance the Group's property development operations.

The directors are of the opinion that, notwithstanding the lack of equity ownership, in substance, based on the Income Right SP Agreement, the Group has power over Jia Rong and Guangdong Xilong that gives it the ability to direct the relevant activities of Jia Rong Group. Accordingly, Jia Rong and Guangdong Xilong are consolidated from the date on which control is transferred to the Group.

41. 收購附屬公司

二零一三年

- (a) 上文附註4(a)(ii)所述，於二零一三年八月十六日，本集團透過與佳榮及佳榮之擁有人於二零一三年六月二十五日訂立之收益權買賣協議收購佳榮之權益。根據收益權買賣協議，本集團取得收取佳榮業務產生之所有收益之權利（包括但不限於因持有廣東喜龍的股本權益而產生的收益）。

佳榮為一間投資控股公司，連同其擁有100%權益之附屬公司廣東喜龍（統稱「佳榮集團」），主要於中國從事物業發展。收購佳榮集團乃為增強本集團的物業發展業務。

董事認為，儘管缺少權益所有權，但實際上根據收益權買賣協議，本集團對佳榮及廣東喜龍擁有權力，可控制佳榮集團之相關活動。因此，佳榮及廣東喜龍自控制權轉移至本集團之日起綜合入賬。

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41. ACQUISITION OF SUBSIDIARIES

(continued)

2013 (continued)

(a) (continued)

The fair value of the identifiable assets and liabilities of Jia Rong Group acquired as at its date of acquisition is as follows:

41. 收購附屬公司 (續)

二零一三年 (續)

(a) (續)

所收購的佳榮集團的可識別資產及負債於收購日的公平值如下：

		HK\$'000 千港元
Net assets acquired:	所收購的資產淨值：	
Properties for sale under development	發展中待售物業	711,900
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項	17,700
Bank and cash balances	銀行及現金結餘	41
Accounts payable	應付賬款	(78,829)
Accruals and other payables	應計費用及其他應付款項	(26,630)
Other borrowings	其他借款	(23,879)
Deferred tax liabilities	遞延稅項負債	(144,796)
Provision for contingent liability	或然負債撥備	(33,959)
		421,548
Goodwill	商譽	18,011
		439,559
Satisfied by cash	以現金支付	
Net cash outflow arising on acquisition:	收購產生的現金流出淨額：	
Cash consideration paid	已付現金代價	439,559
Cash and cash equivalents acquired	所收購之現金及現金等值項目	(41)
		439,518

41. ACQUISITION OF SUBSIDIARIES

(continued)

2013 (continued)

(a) (continued)

A provision for contingent liability of HK\$33,959,000 arising on the business combination has been recognised. On 30 July 2013, Jia Rong pledged the entire issued capital of Guangdong Xilong to a bank regarding a short term loan facility of RMB500,000,000 of which RMB160,000,000 was granted to Guangdong Xilong and RMB340,000,000 was granted to, a related party, Guangzhou Zhuguang Property (in relation to two short term loans with principal sum of RMB250,000,000 and RMB90,000,000, respectively). Hence, the Group recognised a contingent liability assumed in the business combination at the acquisition date as the Group has a present obligation arising from the pledge of the entire issued capital of Guangdong Xilong. On 27 August 2013, the Group further pledged certain of Guangdong Xilong's properties for sale under development to a bank for the aforesaid bank loan facility. On 25 December 2013, one of the loans with principal sum of RMB250,000,000 was fully settled by Guangzhou Zhuguang Property. Hence, as at 31 December 2013, the loan principal sum due by Guangzhou Zhuguang Property reduced to RMB90,000,000.

41. 收購附屬公司 (續)

二零一三年 (續)

(a) (續)

因業務合併產生之或然負債已確認撥備33,959,000港元。於二零一三年七月三十日，佳榮就人民幣500,000,000元之短期貸款融資將廣東喜龍全部已發行股本抵押予銀行，有關貸款融資其中之人民幣160,000,000元授予廣東喜龍，另人民幣340,000,000元授予關聯方廣州珠光房地產（與兩筆本金金額分別為人民幣250,000,000元及人民幣90,000,000元之短期貸款有關）。由於本集團擁有因抵押廣東喜龍全部已發行股本而產生之現有責任，因此本集團已確認於收購日業務合併中所承擔之或然負債。於二零一三年八月二十七日，本集團就上述銀行貸款融資向銀行進一步抵押廣東喜龍若干發展中待售物業。於二零一三年十二月二十五日，廣州珠光房地產已悉數償還其中一項本金金額為人民幣250,000,000元之貸款。因此，於二零一三年十二月三十一日，廣州珠光房地產應付貸款本金金額減至人民幣90,000,000元。

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41. ACQUISITION OF SUBSIDIARIES

(continued)

2013 (continued)

(a) (continued)

The movements in the provision for contingent liability of the Group from the date of acquisition to 31 December 2013 are set out below:

		Contingent liability arising on business combination 業務合併所產生 之或然負債 HK\$'000 千港元
Fair value adjustment on business combination	業務合併之公平值調整	33,959
Reductions resulting from settlement without cost and amortisation	不計成本及攤銷之結算 所產生之扣減	(24,342)
Exchange differences	匯兌差額	116
At 31 December 2013	於二零一三年十二月三十一日	9,733

The directors are of the opinion that the goodwill arising on the acquisition of Jia Rong Group is attributable to the anticipated future operating synergies from the business combination.

Acquisition-related costs amounting to approximately HK\$384,000 have been excluded from the consideration transferred and have been recognised as expenses in the year, within the "administrative expenses" line item in the consolidated statement of profit or loss.

Jia Rong Group's contribution of turnover and results to the Group from the date of acquisition to 31 December 2013 are as follows:

		HK\$'000 千港元
Turnover	營業額	—
Loss	虧損	37,846

41. 收購附屬公司 (續)

二零一三年 (續)

(a) (續)

自收購日起至二零一三年十二月三十一日，本集團或然負債之撥備變動列載如下：

		Contingent liability arising on business combination 業務合併所產生 之或然負債 HK\$'000 千港元
Fair value adjustment on business combination	業務合併之公平值調整	33,959
Reductions resulting from settlement without cost and amortisation	不計成本及攤銷之結算 所產生之扣減	(24,342)
Exchange differences	匯兌差額	116
At 31 December 2013	於二零一三年十二月三十一日	9,733

董事認為收購佳榮集團產生的商譽與業務合併對預期未來經營協同作用有關。

收購相關成本約384,000港元已於轉撥代價摒除，並於綜合損益表「行政費用」項目內確認為年內開支。

佳榮集團自收購日起至二零一三年十二月三十一日對本集團營業額及業績之貢獻如下：

41. ACQUISITION OF SUBSIDIARIES

(continued)

2013 (continued)

(a) (continued)

If the acquisition had been completed on 1 January 2013, total Group turnover for the year would have been approximately HK\$280,880,000 and loss for the year would have been approximately HK\$1,290,269,000. The proforma information is for illustrative purposes only and is not necessarily an indication of the turnover and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2013, nor is intended to be a projection of future results.

2012

(b) Pursuant to a sale and purchase agreement dated 16 January 2012, the Group acquired from the Company's director, Mr. Chu Hing Tsung (alias Mr. Zhu Qing Yi) the entire issued share capital of Profaitth International. The consideration was satisfied by the issuance of 437,453,000 new ordinary shares of the Company. Profaitth International is an investment holding company, together with its 100% owned subsidiaries, Ever Crown Corporation Limited and Guangzhou Dong Gang (collectively referred to as "Profaitth International Group") are principally engaged in property development.

The acquisition was completed on 7 May 2012. Profaitth International Group was acquired so as to enhance the Group's property development operations.

41. 收購附屬公司 (續)

二零一三年 (續)

(a) (續)

倘收購事項於二零一三年一月一日完成，則本集團本年度總營業額將約為280,880,000港元，而本年度虧損將約為1,290,269,000港元。備考資料僅供說明，並非表示收購事項於二零一三年一月一日完成的情況下，本集團可實際錄得之營業額及經營業績的指標，亦不擬作為未來業績之預測。

二零一二年

(b) 根據日期為二零一二年一月十六日之買賣協議，本集團自本公司董事朱慶松先生(又名朱慶伊先生)收購盈信國際之全部已發行股本。代價乃透過發行本公司之437,453,000股新普通股支付。盈信國際為一間投資控股公司，連同其全資附屬公司冠恒興業有限公司及廣州東港(統稱「盈信國際集團」)均主要從事物業發展。

收購事項於二零一二年五月七日完成。收購盈信國際集團乃為增強本集團的物業發展業務。

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41. ACQUISITION OF SUBSIDIARIES

(continued)

2012 (continued)

(b) (continued)

The fair value of the identifiable assets and liabilities of Profaitth International Group acquired as at its date of acquisition is as follows:

		HK\$'000 千港元
Net assets acquired:	所收購的資產淨值：	
Property, plant and equipment	物業、廠房及設備	4,319
Intangible asset	無形資產	37,618
Prepaid land lease payments	預付土地租賃款項	52,225
Properties for sale under development	發展中待售物業	403,564
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項	1,983
Bank and cash balances	銀行及現金結餘	3,299
Accruals and other payables	應計費用及其他應付款項	(132,454)
Deferred tax liabilities	遞延稅項負債	(94,733)
		<hr/> 275,821
Goodwill	商譽	4,149
		<hr/> 279,970
Satisfied by:	以下列方式支付：	
Issue of 437,453,000 new ordinary shares of the Company, at fair value	發行437,453,000股本公司新普通股，按公平值	279,970
		<hr/>
Net cash inflow arising on acquisition:	收購產生的現金流入淨額：	
Cash and cash equivalents acquired	所收購的現金及現金等值項目	3,299
		<hr/>

The directors are of the opinion that the goodwill arising on the acquisition of Profaitth International Group is attributable to the anticipated future operating synergies from the business combination.

The fair value of the 437,453,000 ordinary shares of the Company issued as the consideration paid was determined on the basis of the closing market price of the Company's ordinary shares on the acquisition date.

41. 收購附屬公司 (續)

二零一二年 (續)

(b) (續)

所收購的盈信國際集團的可識別資產及負債於收購日的公平值如下：

		HK\$'000 千港元
Net assets acquired:	所收購的資產淨值：	
Property, plant and equipment	物業、廠房及設備	4,319
Intangible asset	無形資產	37,618
Prepaid land lease payments	預付土地租賃款項	52,225
Properties for sale under development	發展中待售物業	403,564
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項	1,983
Bank and cash balances	銀行及現金結餘	3,299
Accruals and other payables	應計費用及其他應付款項	(132,454)
Deferred tax liabilities	遞延稅項負債	(94,733)
		<hr/> 275,821
Goodwill	商譽	4,149
		<hr/> 279,970
Satisfied by:	以下列方式支付：	
Issue of 437,453,000 new ordinary shares of the Company, at fair value	發行437,453,000股本公司新普通股，按公平值	279,970
		<hr/>
Net cash inflow arising on acquisition:	收購產生的現金流入淨額：	
Cash and cash equivalents acquired	所收購的現金及現金等值項目	3,299
		<hr/>

董事認為收購盈信國際集團產生的商譽與業務合併對預期未來經營協同作用有關。

作為已付代價發行的437,453,000股本公司普通股的公平值乃基於本公司普通股於收購日的收市價釐定。

41. ACQUISITION OF SUBSIDIARIES

(continued)

2012 (continued)

(b) (continued)

Acquisition-related costs amounting to approximately HK\$497,000 have been excluded from the consideration transferred and have been recognised as expenses in the prior year, within the “administrative expenses” line item in the consolidated statement of profit or loss.

(c) Pursuant to a sale and purchase agreement dated 23 September 2012, the Group acquired from its ultimate holding company, Rong De, the entire issued share capital of Ai De. The consideration comprised the issuance of 749,533,000 new ordinary shares of the Company and cash consideration of approximately HK\$1,000. Ai De is an investment holding company, together with its 100% direct interest in Top Perfect Development Limited and 70% indirect interest in Guangzhou Yu Ying Property Company Limited* (“Guangzhou Yu Ying”) (collectively referred to as “Ai De Group”) are principally engaged in property development. Ai De Group was acquired so as to enhance the Group’s property development operations.

The acquisition was completed on 3 December 2012. A gain on bargain purchase of approximately HK\$150,438,000 was generated from this business combination. The directors are of the opinion that the gain on bargain purchase was mainly attributable to the decline in the closing market price of the Company’s ordinary shares from the date of entering into the sale and purchase agreement to the acquisition date.

* English name is translated for identification purposes only.

41. 收購附屬公司 (續)

二零一二年 (續)

(b) (續)

收購相關成本約497,000港元已於轉撥代價摒除，並於綜合損益表「行政費用」項目內確認為過往年度開支。

(c) 根據日期為二零一二年九月二十三日之買賣協議，本集團自其最終控股公司融德收購靄德之全部已發行股本。代價包括發行本公司之749,533,000股新普通股及現金代價約1,000港元。靄德為一間投資控股公司，連同其於泰恒發展有限公司擁有之100%直接權益及於廣州御盈房地產有限公司（「廣州御盈」）擁有之70%間接權益（統稱「靄德集團」），主要從事物業發展。收購靄德集團乃為增強本集團的物業發展業務。

收購事項於二零一二年十二月三日完成。收購附屬公司產生收益約150,438,000港元。董事認為收購附屬公司之收益主要由於本公司之普通股由買賣協議訂立日期至收購日期間之收市價下跌所致。

* 英文名稱僅供識別。

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

41. ACQUISITION OF SUBSIDIARIES

(continued)

2012 (continued)

(c) (continued)

The fair value of the identifiable assets and liabilities of Ai De Group acquired as at its date of acquisition is as follows:

41. 收購附屬公司 (續)

二零一二年 (續)

(c) (續)

所收購的靄德集團的可識別資產及負債於收購日的公平值如下：

		HK\$'000 千港元
Net assets acquired:	所收購的資產淨值：	
Property, plant and equipment	物業、廠房及設備	169
Properties for sale under development	發展中待售物業	1,601,534
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項	350,894
Current tax assets	即期稅項資產	4,461
Restricted bank deposits	受限制銀行存款	1,485
Bank and cash balances	銀行及現金結餘	271
Accounts payable	應付賬款	(104,376)
Proceeds received from pre-sale of properties	預售物業收取之所得款項	(233,308)
Accruals and other payables	應計費用及其他應付款項	(24,993)
Bank borrowings	銀行借款	(468,270)
Deferred tax liabilities	遞延稅項負債	(96,777)
		1,031,090
Non-controlling interests	非控股權益	(93,641)
Gain on bargain purchase in respect of business combination	收購附屬公司之收益	(150,438)
		787,011
Satisfied by:	以下列方式支付：	
Issue of 749,533,000 new ordinary shares of the Company, at fair value	發行749,533,000股本公司新普通股，按公平值	787,010
Consideration payable	應付代價	1
		787,011
Total consideration	總代價	787,011
Net cash inflow arising on acquisition:	收購產生的現金流入淨額：	
Cash and cash equivalents acquired	所收購的現金及現金等值項目	271

41. ACQUISITION OF SUBSIDIARIES

(continued)

2012 (continued)

(c) (continued)

The fair value of the 749,533,000 ordinary shares of the Company issued as part of the consideration paid was determined on the basis of the closing market price of the Company's ordinary shares on the acquisition date.

The non-controlling interests recognised at the acquisition date were measured by the non-controlling shareholder's proportionate share of the net fair value of the identifiable assets and liabilities of Ai De Group at the acquisition date.

Acquisition-related costs amounting to approximately HK\$1,125,000 have been excluded from the consideration transferred and have been recognised as expenses in the prior year, within the "administrative expenses" line item in the consolidated statement of profit or loss.

(d) Pursuant to a share transfer agreement dated 18 December 2012, the Group acquired the entire equity interest in Guangzhou City Runqi Property Company Limited* ("Guangzhou City Runqi") from Guangdong Zhuguang, being 95% equity owner, and an independent third party, being 5% equity owner, at a cash consideration of approximately HK\$11,931,000.

Guangdong Zhuguang is considered as a related company of the Group as the ultimate controlling party of the Company, Mr. Liao Tengjia, has significant influence in Guangdong Zhuguang.

* English name is translated for identification purposes only.

41. 收購附屬公司 (續)

二零一二年 (續)

(c) (續)

作為部份已付代價發行的749,533,000股本公司普通股的公平值乃基於本公司普通股於收購日的收市價釐定。

於收購日確認的非控股權益乃以非控股股東按比例應佔靄德集團可識別資產及負債於收購日的公平淨值計量。

收購相關成本約1,125,000港元已於轉撥代價摒除，並於綜合損益表「行政費用」項目內確認為過往年度開支。

(d) 根據日期為二零一二年十二月十八日之股份轉讓協議，本集團以現金代價約11,931,000港元自廣東珠光（為95%權益擁有人）及一名獨立第三方（為5%權益擁有人）收購廣州市潤啟房地產有限公司（「廣州市潤啟」）之全部股權。

由於本公司之最終控股方廖騰佳先生於廣東珠光有重要影響力，故廣東珠光被視為本集團之關聯公司。

* 英文名稱僅供識別。

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41. ACQUISITION OF SUBSIDIARIES

(continued)

2012 (continued)

(d) (continued)

The acquisition was completed on 18 December 2012 for the Group's future property development purposes. Since Guangzhou City Runqi had not commenced its business and its major assets are mainly receivables and bank balances, the directors are of the opinion that the acquisition of Guangzhou City Runqi is in substance acquisition of assets, instead of an acquisition of business, and therefore is excluded from the scope of Hong Kong Financial Reporting Standard 3 (Revised) "Business Combinations" ("HKFRS 3"). The purchase consideration of the Group was allocated to the individual identifiable assets acquired and liabilities assumed at the acquisition date as follows:

		HK\$'000 千港元
Net assets acquired:	所收購之資產淨值：	
Other receivables	其他應收款項	66,531
Bank balance	銀行結餘	9
Other payables	其他應付款項	(54,609)
		<hr/>
Satisfied by cash	以現金支付	11,931
		<hr/>
Net cash outflow arising on acquisition:	收購產生的現金流出淨額：	
Cash consideration paid	已付現金代價	11,931
Cash and cash equivalents acquired	所收購之現金及現金等值項目	(9)
		<hr/>
		11,922
		<hr/>

42. MAJOR NON-CASH TRANSACTIONS

(a) Additions to property, plant and equipment during the year of approximately HK\$828,000 were financed by a finance lease.

41. 收購附屬公司 (續)

二零一二年 (續)

(d) (續)

收購事項於二零一二年十二月十八日完成，乃為了本集團未來的物業發展。由於廣州市潤啟尚未開始營運，其主要資產主要為應收款項及銀行結餘，故董事認為收購廣州市潤啟實質為收購資產，而非收購業務，因此不在香港財務報告準則第3條（經修訂）「業務合併」（「香港財務報告準則第3條」）的範圍內。本集團的購買代價分配至所收購的個別可識別資產及於收購日所承擔的負債如下：

42. 主要非現金交易

(a) 年內添置物業、廠房及設備約828,000港元由融資租賃提供資金。

42. MAJOR NON-CASH TRANSACTIONS

(continued)

- (b) During the year, the Senior Notes II with a principal amount of HK\$7,800,000 together with the due and unpaid interest of approximately HK\$15,600,000 were settled by the issue and allotment of 10,312,458 ordinary shares of HK\$0.1 each by the Company upon exercise of warrants (note 34(c)).
- (c) During the year, 558,000,000 new ordinary shares of HK\$0.1 each were issued by the Company to Quan Xing on 31 December 2013 as part of the consideration for acquisition of 50% equity interest in Joygain. The fair value of the Consideration Shares amounted to HK\$1,835,820,000 determined on the basis of the closing market price of the Company's ordinary shares of HK\$3.29 each (note 25(a)).

43. CONTINGENT LIABILITIES

The Group provided guarantees in respect of mortgage facilities granted by certain banks in connection with the mortgage loans entered into by purchasers of the Group's properties as follows:

Guarantees given to banks for mortgage facilities utilised by purchasers	就買方使用之按揭融資額度向銀行提供擔保
--	---------------------

Pursuant to the terms of the guarantees, if there are any defaults on the mortgages, the Group is responsible to repay the outstanding mortgage principals together with accrued interests and penalties owed by the defaulting purchasers to the banks. The Group is then entitled to take over the legal title and possession of the related properties. The guarantees will be released upon issuance of the purchasers' property ownership certificates and completion of the relevant registration of the mortgaged properties.

42. 主要非現金交易 (續)

- (b) 年內，本金金額7,800,000港元之優先票據II連同到期及未付利息約15,600,000港元已於行使認股權證後，由本公司以發行及配發10,312,458股每股面值0.1港元普通股之方式結付(附註34(c))。
- (c) 年內，本公司於二零一三年十二月三十一日向荃興發行558,000,000股每股面值0.1港元之新普通股作為收購樂得之50%股權之部分代價。代價股份之公平值為1,835,820,000港元按本公司普通股每股3.29港元之收市價而釐定(附註25(a))。

43. 或然負債

本集團為本集團物業之若干買方安排按揭貸款而獲若干銀行授予的按揭融資額度提供如下擔保：

	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
	860,245	288,383

根據擔保之條款，倘按揭出現違約情況，本集團須負責償還違約買方結欠銀行之未償還按揭本金連同應計利息及罰款。本集團之後有權接管相關物業的法定業權及所有權。有關擔保將於買方獲發出物業房地產權證及完成按揭物業的有關登記後解除。

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

43. CONTINGENT LIABILITIES (continued)

At the reporting date, the directors do not consider it probable that a claim will be made against the Group under the above guarantees.

The fair value of the guarantees at date of inception is not material and is not recognised in the financial statements.

44. CAPITAL COMMITMENTS

The Group's capital commitments at the end of the reporting period are as follows:

43. 或然負債 (續)

於報告日期，董事認為本集團因上述擔保而面臨索償的機會不大。

有關擔保於提供日期之公平值並不重大，因此並無於財務報表確認。

44. 資本承擔

本集團於報告期末的資本承擔如下：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備		
— Contracted but not provided for	— 已訂約但未撥備	5,443	3,749
Joygain Acquisition (note 25(a))	樂得收購事項 (附註25(a))		
— Contracted but not provided for	— 已訂約但未撥備	1,599	—
		7,042	3,749

45. LEASE COMMITMENTS

As at 31 December 2013, the Group's total future minimum lease payments under non-cancellable operating leases are payable as follows:

45. 租約承擔

於二零一三年十二月三十一日，根據不可撤銷經營租約本集團應付之未來最低租約款項如下：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Within one year	一年以內	9,472	1,389
In the second to fifth years inclusive	第二至第五年 (包括首尾兩年)	84,271	1,852
After five years	五年以上	303,498	—
		397,241	3,241

Operating lease payments represent rentals payable by the Group for Hong Kong and PRC premises.

經營租約款項指本集團就其香港及中國物業應付之租金。

46. RELATED PARTY TRANSACTIONS

In addition to those related party transactions and balances disclosed elsewhere in the financial statements, the Group had the following transactions and balances with its related parties:

(a) Key management personnel compensation

The key management personnel of the Group comprises all directors, details of their emoluments were disclosed in note 14 to the financial statements.

(b) Transactions and balances with related parties

- (i) During the year, the Group's principal place of business in the PRC was provided by Guangdong Zhuguang for which no charge was made.

Guangdong Zhuguang is considered as a related company of the Group as the ultimate controlling party of the Company, Mr. Liao Tengjia, has significant influence in Guangdong Zhuguang.

- (ii) As disclosed in note 41(a) to the financial statements, during the year ended December 2013, the Group pledged the entire issued capital of its subsidiary, Guangdong Xilong and certain of Guangdong Xilong's properties for sale under development with total carrying amount of approximately HK\$234,005,000 to a bank regarding a loan facility of RMB500,000,000 of which RMB160,000,000 was granted to Guangdong Xilong and RMB340,000,000 was granted to Guangzhou Zhuguang Property, a wholly-owned subsidiary of Guangdong Zhuguang. Guangzhou Zhuguang Property is considered as a related party of the Group as the ultimate controlling party of the Company, Mr. Liao Tengjia, has significant influence in Guangdong Zhuguang and Guangzhou Zhuguang Property. The aforesaid bank loan facility was under the guarantees of the Company's directors, Mr. Chu Hing Tsung (alias Mr. Zhu Qing Yi) and Mr. Huang Jia Jue; Guangdong Zhuguang and a director of Guangdong Zhuguang. As at 31 December 2013, the loan principal sum due by Guangzhou Zhuguang Property reduced to RMB90,000,000.

46. 關聯方交易

除於財務報表其他地方所披露之該等關聯方交易及結餘外，本集團與其關聯方存在下列交易及結餘：

(a) 主要管理人員薪酬

本集團主要管理人員包括所有董事，有關彼等薪酬之詳情於財務報表附註14披露。

(b) 與關聯方之交易及結餘

- (i) 年內，本集團於中國之主要營業地點乃由廣東珠光提供，且並無就此作出收費。

由於本公司之最終控股方廖騰佳先生於廣東珠光有重要影響力，故廣東珠光被視為本集團之關聯公司。

- (ii) 誠如財務報表附註41(a)所披露，於截至二零一三年十二月止年度，本集團就人民幣500,000,000元之貸款融資將其附屬公司廣東喜龍全部已發行股本及廣東喜龍賬面總值約234,005,000港元之若干發展中待售物業抵押予銀行，有關貸款融資其中人民幣160,000,000元授予廣東喜龍及人民幣340,000,000元授予廣東珠光全資附屬公司廣州珠光房地產。由於本公司最終控股方廖騰佳先生於廣東珠光及廣州珠光房地產擁有重大影響力，因此廣州珠光房地產被視為本集團關聯方。上述銀行貸款融資由本公司董事朱慶松先生（又名朱慶伊）及黃佳爵先生；廣東珠光及廣東珠光的一位董事作擔保。於二零一三年十二月三十一日，廣州珠光房地產應付貸款本金金額減至人民幣90,000,000元。

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46. RELATED PARTY TRANSACTIONS

(continued)

(b) Transactions and balances with related parties (continued)

- (iii) Included in accruals are amounts in total of HK\$810,000 (2012: HK\$260,000) representing accrued directors' emoluments due to the Company's directors. The accrued directors' emoluments are unsecured, interest-free and are settled in cash.
- (iv) Included in other payables are amounts of approximately HK\$18,253,000 (2012: HK\$7,881,000), HK\$1,347,000 (2012: Nil) and HK\$1,118,000 (2012: Nil) due to Guangdong Zhuguang, Guangzhou Zhuguang Property and Guangzhou Zhuguang Bay Property Company Limited* ("Guangzhou Zhuguang Bay Property") respectively.

Guangdong Zhuguang, Guangzhou Zhuguang Property and Guangzhou Zhuguang Bay Property are considered as related parties of the Group as the ultimate controlling party of the Company, Mr. Liao Tengjia, has significant influence in Guangdong Zhuguang, Guangzhou Zhuguang Property and Guangzhou Zhuguang Bay Property.

* English name is translated for identification purposes only.

46. 關聯方交易 (續)

(b) 與關聯方之交易及結餘 (續)

- (iii) 應計費用中合共810,000港元(二零一二年: 260,000港元)之款項為應付予本公司董事之應計董事薪酬。應計董事薪酬為無抵押、免息及以現金支付。
- (iv) 其他應付款項中約18,253,000港元(二零一二年: 7,881,000港元)、1,347,000港元(二零一二年: 無)及1,118,000港元(二零一二年: 無)之款項分別為應付廣東珠光、廣州珠光房地產及廣州市珠江灣房地產有限公司(「廣州珠江灣房地產」)之款項。

由於本公司最終控股方廖騰佳先生於廣東珠光、廣州珠光房地產及廣州珠江灣房地產擁有重大影響力，因此廣東珠光、廣州珠光房地產及廣州珠江灣房地產被視為本集團關聯方。

* 英文名稱僅供識別。

46. RELATED PARTY TRANSACTIONS

(continued)

(b) Transactions and balances with related parties (continued)

- (v) The below maximum amounts due from related parties are included in prepayments, deposits and other receivables during the year.

Name 名稱	Terms 年期	Balance at 31 December 2013	Balance at 31 December 2012	Maximum amount outstanding
		於二零一三年 十二月三十一日 的結餘 HK\$'000 千港元	於二零一二年 十二月三十一日 的結餘 HK\$'000 千港元	during the year 年內未償還的 最高金額 HK\$'000 千港元
Guangdong Zhuguang 廣東珠光	Unsecured, interest-free and no fixed repayment terms 無抵押、免息及無固定償還期限	—	—	394,298
Guangzhou City De Xin Property Development Company Limited* (Guangzhou City De Xin") 廣州市德鑫房地產有限公司 (「廣州市德鑫」)	Unsecured, interest-free and no fixed repayment terms 無抵押、免息及無固定償還期限	—	—	381,567

Guangdong Zhuguang and Guangzhou City De Xin are considered as related parties of the Group as the ultimate controlling party of the Company, Mr. Liao Tengjia, has significant influence in Guangdong Zhuguang and Guangzhou City De Xin.

* English name is translated for identification purposes only.

46. 關聯方交易 (續)

(b) 與關聯方之交易及結餘 (續)

- (v) 年內，下列為應收關聯方款項計入預付款項、訂金及其他應收款項之最高金額。

由於本公司最終控股方廖騰佳先生於廣東珠光及廣州市德鑫擁有重大影響力，因此廣東珠光及廣州市德鑫被視為本集團關聯方。

* 英文名稱僅供識別。

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46. RELATED PARTY TRANSACTIONS

(continued)

(b) Transactions and balances with related parties (continued)

- (vi) At 31 December 2012, included in other receivables is an amount of HK\$4,662,000 due from Guangzhou Zhu Fu Property Investment Company Limited* ("Guangzhou Zhu Fu"). During the year ended 31 December 2013, the balance was fully repaid.

Guangzhou Zhu Fu is considered as a related party of the Group as the ultimate controlling party of the Company, Mr. Liao Tengjia, has significant influence in Guangzhou Zhu Fu.

* English name is translated for identification purposes only.

46. 關聯方交易 (續)

(b) 與關聯方之交易及結餘 (續)

- (vi) 於二零一二年十二月三十一日，其他應收款項中4,662,000港元之款項為應收廣州珠富房地產投資有限公司（「廣州珠富」）款項。截至二零一三年十二月三十一日止年度，餘額已悉數償付。

由於本公司最終控股方廖騰佳先生於廣州珠富擁有重大影響力，因此廣州珠富被視為本集團關聯方。

* 英文名稱僅供識別。

47. PRINCIPAL SUBSIDIARIES

Particulars of the principal subsidiaries at 31 December 2013 are as follows:

Name of subsidiary 附屬公司名稱	Place of incorporation or registration/ operations 註冊成立或註冊/ 營業地點	Issued and paid up capital 已發行及繳足股本	Percentage of ownership interest/voting power 所有權權益/投票權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Nam Fong International Group Limited 南方國際集團有限公司	BVI/Hong Kong 英屬處女群島/香港	Ordinary US\$10,000 普通股 10,000 美元	100%	—	Investment holding 投資控股
Zhuguang Group Limited 珠光集團有限公司	BVI/Hong Kong 英屬處女群島/香港	Ordinary US\$1 普通股 1 美元	100%	—	Investment holding 投資控股
South Trend Holdings Limited 南興控股有限公司	BVI/Hong Kong 英屬處女群島/香港	Ordinary US\$1 普通股 1 美元	100%	—	Investment holding 投資控股
Zhuguang Group (Hong Kong) Limited 珠光集團(香港)有限公司	Hong Kong 香港	Ordinary HK\$1 普通股 1 港元	—	100%	Investment holding 投資控股
Guangzhou City Runfa Property Company Limited ** 廣州市潤發房地產有限公司*	PRC 中國	RMB132,880,000 人民幣 132,880,000 元	—	100%	Property development 物業發展

47. 主要附屬公司

於二零一三年十二月三十一日主要附屬公司之詳情如下：

47. PRINCIPAL SUBSIDIARIES (continued)

47. 主要附屬公司 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation or registration/ operations 註冊成立或註冊/ 營業地點	Issued and paid up capital 已發行及繳足股本	Percentage of ownership interest/voting power 所有權權益/投票權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Zhang Tong Holdings Limited (Note (a)) 長通控股有限公司 (附註(a))	BVI/Hong Kong 英屬處女群島/香港	Ordinary US\$1 普通股 1 美元	—	100%	Investment holding 投資控股
Rainbow High Holdings Limited (Note (a)) 高虹控股有限公司 (附註(a))	BVI/Hong Kong 英屬處女群島/香港	Ordinary US\$1 普通股 1 美元	—	100%	Investment holding 投資控股
Talent Wide Holdings Limited 智博控股有限公司	BVI/Hong Kong 英屬處女群島/香港	Ordinary US\$1 普通股 1 美元	—	100%	Investment holding 投資控股
Gains Wide Holdings Limited 利博控股有限公司	BVI/Hong Kong 英屬處女群島/香港	Ordinary US\$1 普通股 1 美元	—	100%	Investment holding 投資控股
Graceful Link Limited 愉興有限公司	Hong Kong/PRC 香港/中國	Ordinary HK\$2 普通股 2 港元	—	100%	Property investment 物業投資
Light-Up Investments Limited (Note (a)) 亮興投資有限公司 (附註(a))	Hong Kong/PRC 香港/中國	Ordinary HK\$10,000 普通股 10,000 港元	—	100%	Property investment 物業投資
Big Wisdom Limited (Note (a)) 保智有限公司 (附註(a))	Hong Kong/PRC 香港/中國	Ordinary HK\$2 普通股 2 港元	—	100%	Property investment 物業投資
Diamond Crown Limited 毅冠有限公司	Hong Kong/PRC 香港/中國	Ordinary HK\$2 普通股 2 港元	—	100%	Property investment 物業投資
Speedy Full Limited 速溢有限公司	Hong Kong/PRC 香港/中國	Ordinary HK\$2 普通股 2 港元	—	100%	Property investment 物業投資
Cheng Chang Holdings Limited 誠昌控股有限公司	BVI/Hong Kong 英屬處女群島/香港	Ordinary US\$55 普通股 55 美元	—	100%	Investment holding 投資控股
Fully Wise Investment Limited 惠豐投資有限公司	Hong Kong 香港	Ordinary HK\$1,000,000 普通股 1,000,000 港元	—	100%	Investment holding 投資控股
Guangdong Hailian Building Co. Limited ^ 廣東海聯大廈有限公司 ^	PRC 中國	US\$99,000,000 99,000,000 美元	—	80%	Property development 物業發展
Profaith International Holdings Limited 盈信國際控股有限公司	BVI/Hong Kong 英屬處女群島/香港	Ordinary US\$1,000 普通股 1,000 美元	—	100%	Investment holding 投資控股
Ever Crown Corporation Limited 冠恒興業有限公司	Hong Kong 香港	Ordinary HK\$1 普通股 1 港元	—	100%	Investment holding 投資控股
Guangzhou Dong Gang He Zhong Property Company Limited # * 廣州東港合眾房地產有限公司 #	PRC 中國	RMB100,000,000 人民幣 100,000,000 元	—	100%	Property development 物業發展
Ai De Investments Limited 靄德投資有限公司	BVI/Hong Kong 英屬處女群島/香港	Ordinary US\$1 普通股 1 美元	—	100%	Investment holding 投資控股
Top Perfect Development Limited 泰恒發展有限公司	Hong Kong 香港	Ordinary HK\$1 普通股 1 港元	—	100%	Investment holding 投資控股

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47. PRINCIPAL SUBSIDIARIES (continued)

47. 主要附屬公司 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation or registration/ operations 註冊成立或註冊/ 營業地點	Issued and paid up capital 已發行及繳足股本	Percentage of ownership interest/voting power 所有權權益/投票權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Guangzhou Yu Ying Property Company Limited ~* 廣州御盈房地產有限公司~	PRC 中國	RMB160,000,000 人民幣 160,000,000 元	—	70% (ownership interest) (所有權權益)	Property development 物業發展
				60% (voting power) (投票權)	
East Orient Investment Limited 達東投資有限公司	Hong Kong 香港	Ordinary HK\$1 普通股 1 港元	—	100%	Investment holding 投資控股
Guangzhou City Runqi Property Company Limited ^* 廣州市潤啟房地產有限公司^	PRC 中國	RMB10,000,000 人民幣 10,000,000 元	—	Note (c) 附註(c)	Property development 物業發展
Feng Shun Jia Rong Trading Company Limited ^* 豐順佳榮貿易有限公司^	PRC 中國	RMB1,000,000 人民幣 1,000,000 元	—	Note (b) 附註(b)	Investment holding 投資控股
Guangdong Xilong Property Development Company Limited ^* 廣東喜龍房地產開發有限公司^	PRC 中國	RMB120,000,000 人民幣 120,000,000 元	—	Note (b) 附註(b)	Property development 物業發展
#	Registered as a wholly-owned foreign enterprise under the PRC law.		#	根據中國法律註冊為一間外商獨資企業。	
^	Registered as a sino-foreign contractual cooperative enterprise under the PRC law.		^	根據中國法律註冊為一間中外契約式合作企業。	
~	Registered as a sino-foreign equity joint venture enterprise under the PRC law.		~	根據中國法律註冊為一間中外合資經營企業。	
Δ	Registered as a company with limited liability under the PRC law.		Δ	根據中國法律註冊為一間有限責任公司。	
*	English name is translated for identification purposes only.		*	英文名稱僅供識別。	

47. PRINCIPAL SUBSIDIARIES (continued)

Note:

- (a) The assets and liabilities of Rainbow High and Zhang Tong and their respective subsidiaries, Big Wisdom and Light-Up Investments were classified as disposal groups classified as held for sale in 2013.
- (b) The directors are of the opinion that, notwithstanding the lack of equity ownership, in substance, based on the Income Right SP Agreement, the Group has control over Jia Rong and Guangdong Xilong. Accordingly, Jia Rong and Guangdong Xilong are accounted for as the Company's 100% indirect subsidiaries.
- (c) Pursuant to a share transfer agreement dated 18 December 2012, the Group acquired the entire equity interest in Guangzhou City Runqi, a company with limited liability under the PRC law in 2012. In October 2013, the approval from the relevant government authority for its conversion from a limited liability company to a foreign enterprise under the PRC law was issued. Up to the date of these financial statements, the Group is in the process of filing with the relevant government authorities in respect thereof. The directors are of the opinion that, in substance, based on the aforesaid share transfer agreement, the Group has control over Guangzhou City Runqi. Accordingly, Guangzhou City Runqi is accounted for as the Company's 100% indirect subsidiary.

The above list contains the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

47. 主要附屬公司 (續)

附註：

- (a) 高虹及長通以及其各自的附屬公司保智及亮興投資之資產及負債於二零一三年被分類為待售之出售組合。
- (b) 董事認為，儘管並無權益所有權，但實際上，根據收益權買賣協議，本集團對佳榮及廣東喜龍擁有實際控制權。因此，佳榮及廣東喜龍被視為本公司擁有100%權益之間接附屬公司。
- (c) 根據日期為二零一二年十二月十八日之股份轉讓協議，本集團收購廣州市潤啟（一家於二零一二年根據中國法律成立之有限責任公司）之全部股權。於二零一三年十月，相關政府機關出具其根據中國法律由有限責任公司轉為外資企業之批文。截至該等財務報表日期，本集團正就有關事宜向相關政府機關進行備案。根據上述股份轉讓協議，董事認為本集團對廣州市潤啟擁有實際控制權。因此，廣州市潤啟被視為本公司擁有100%權益之間接附屬公司。

上述列表包括主要影響本集團業績、資產或負債之附屬公司之詳情。董事認為，提供其他附屬公司詳情會導致資料過於冗長。

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47. PRINCIPAL SUBSIDIARIES (continued)

The following table shows information on subsidiaries that have non-controlling interests ("NCI") material to the Group. The summarised financial information represents amounts before inter-company eliminations.

47. 主要附屬公司 (續)

下表呈列對本集團而言擁有重大之非控股權益(「非控股權益」)之附屬公司資料。財務資料概要指公司間對銷前之金額。

Name 名稱	Guangdong Hailian 廣東海聯		Guangzhou Yu Ying 廣州御盈	
	2013 二零一三年	2012 二零一二年	2013 二零一三年	2012 二零一二年
Principal place of business 主要營業地點	PRC 中國	PRC 中國	PRC 中國	PRC 中國
% of ownership interests/voting rights held by NCI 非控股權益持有的所有權權益/投票權百分比	20%	20%	30%/40%	30%/40%
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 31 December: Non-current assets Current assets Non-current liabilities Current liabilities	於十二月三十一日: 非流動資產 流動資產 非流動負債 流動負債			
	7,327	40	309	169
	3,692,106	1,849,824	2,996,812	2,024,178
	(1,272,451)	(342,303)	(96,776)	(133,775)
	(1,020,523)	(346,773)	(2,488,430)	(1,586,389)
Net assets	1,406,459	1,160,788	411,915	304,183
Accumulated NCI	281,292	232,157	123,575	91,255
Year ended 31 December: Revenue Loss Total comprehensive income Loss allocated to NCI	截至十二月三十一日止年度: 收益 虧損 全面收益總額 分配至非控股權益之虧損			
	—	—	—	—
	(92,065)	(8,550)	(35,296)	(7,990)
	(49,494)	3,947	(33,130)	(7,956)
	(18,413)	(1,710)	(10,589)	(2,397)
Net cash (used in)/generated from operating activities	(2,190,388)	(354,503)	299,600	7,266
Net cash (used in)/generated from investing activities	(6,200)	11	(133)	48
Net cash generated from financing activities	2,203,001	365,269	11,003	—

48. EVENTS AFTER THE REPORTING PERIOD

- (a) On 1 January 2014, the Group, as the intended purchaser, and Guangdong Zhuguang, as the intended vendor, entered into a memorandum of understanding (the “2014 MOU-1”) in relation to the proposed acquisition of 98% equity interest of Xinjiang Zhuguang Scenic Property Development Company Limited*. Guangdong Zhuguang is considered as a related party of the Group as the ultimate controlling party of the Company, Mr. Liao Tengjia, has significant influence over Guangdong Zhuguang. Pursuant to the 2014 MOU-1, RMB300 million (equivalent to approximately HK\$381,567,000) refundable deposit was made to Guangdong Zhuguang. In the event that a sale and purchase agreement in relation to the proposed acquisition is not entered into by the Group, Guangdong Zhuguang shall, within two business days upon receipt of written notice, refund the RMB300 million deposit to the Group.

Up to the date of these financial statements, no legally binding agreement in relation to the proposed acquisition has been entered into by the Group (save for certain provisions relating to the deposit of RMB300 million, confidentiality, exclusivity and governing law under the 2014 MOU-1).

- (b) On 1 January 2014, the Group, as the intended purchaser, and Beijing Rong Zhi Property Development Company Limited* (“Rong Zhi”), as the intended vendor, entered into a memorandum of understanding (the “2014 MOU-2”) in relation to the proposed acquisition of the land use rights over a parcel of land at Xianghe District, He Bei Province, the PRC. Pursuant to the 2014 MOU-2 and a supplemented agreement dated 20 March 2014, approximately RMB332,669,000 (equivalent to approximately HK\$423,118,000) refundable deposit was made to Rong Zhi. In the event that a sale and purchase agreement in relation to the proposed acquisition is not entered into by the Group, Rong Zhi shall, within two business days upon receipt of written notice, refund the RMB332,669,000 deposit to the Group.

* English name is translated for identification purposes only.

48. 結算日後事項

- (a) 於二零一四年一月一日，本集團（作為有意買方）與廣東珠光（作為有意賣方）就建議收購新疆珠光御景房地產開發有限公司之98%股權訂立諒解備忘錄（「二零一四年諒解備忘錄－1」）。由於本公司之最終控股方廖騰佳先生於廣東珠光有重要影響力，故廣東珠光被視為本集團之關聯方。根據二零一四年諒解備忘錄－1，已向廣東珠光支付人民幣300,000,000元（相當於約381,567,000港元）的可退還訂金。倘本集團並無就建議收購事項訂立買賣協議，則廣東珠光須於收到書面通知後兩個營業日內退還人民幣300,000,000元的訂金予本集團。

截至該等財務報表日期，本集團尚未就建議收購事項訂立任何具法律約束力之協議（二零一四年諒解備忘錄－1項下有關人民幣300,000,000元之按金、保密、獨家及規管法例之若干條文除外）。

- (b) 於二零一四年一月一日，本集團（作為有意買方）與北京融智房地產開發有限公司（「融智」，作為有意賣方）就建議收購位於中國河北省香河區之一幅土地之土地使用權訂立諒解備忘錄（「二零一四年諒解備忘錄－2」）。根據二零一四年諒解備忘錄－2及於二零一四年三月二十日簽訂之補充協議，已向融智支付約人民幣332,669,000元（相當於約423,118,000港元）的可退還訂金。倘本集團並無就建議收購事項訂立買賣協議，則融智須於收到書面通知後兩個營業日內退還人民幣332,669,000元的訂金予本集團。

* 英文名稱僅供識別。

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48. EVENTS AFTER THE REPORTING PERIOD (continued)

(b) (continued)

Up to the date of these financial statements, no legally binding agreement in relation to the proposed acquisition has been entered into by the Group (save for certain provisions relating to the deposit of approximately RMB332,669,000, confidentiality, exclusivity and governing law under the 2014 MOU-2).

(c) On 16 January 2014, the Group, as the intended purchaser, and Rong Zhi, as the intended vendor, entered into a memorandum of understanding (the "2014 MOU-3") in relation to the proposed acquisition of 100% equity interest in a target company. Pursuant to the 2014 MOU-3, RMB200,000,000 (equivalent to approximately HK\$254,378,000) was made to Rong Zhi. However, no definitive agreement was entered and hence, the sum was fully repaid to the Group in March 2014.

(d) On 14 March 2014, the Group, as the purchaser and Sanya Zhuguang Investment Company Limited* ("Sanya Zhuguang"), as the vendor, entered into a sale and purchase agreement in relation to the acquisition of 100% equity interest of Sanya Lantian Investment Company Limited*, at a consideration of RMB200,000,000. As such, RMB199,600,000 (equivalent to approximately HK\$251,839,000) was paid by the Group in relation to the said acquisition. Sanya Zhuguang is a wholly-owned subsidiary of Guangdong Zhuguang. Sanya Zhuguang is considered as a related party of the Group as the ultimate controlling party of the Company, Mr. Liao Tengjia, has significant influence in Guangdong Zhuguang and Sanya Zhuguang. Up to the date of these financial statements, the acquisition is still in progress.

(e) On 26 January 2014, RMB80 million (equivalent to approximately HK\$101,751,000) was paid through an authorised agent for a potential property project. Up to the date of these financial statements, no definitive agreement has been entered into by the Group.

* English name is translated for identification purposes only.

49. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 30 March 2014.

48. 結算日後事項 (續)

(b) (續)

截至該等財務報表日期，本集團尚未就建議收購事項訂立任何具法律約束力之協議（二零一四年諒解備忘錄－2項下有關於人民幣332,669,000元之訂金、保密、獨家及規管法例之若干條文除外）。

(c) 於二零一四年一月十六日，本集團（作為有意買方）與融智（作為有意賣方）就建議收購目標公司之100%股權訂立諒解備忘錄（「二零一四年諒解備忘錄－3」）。根據二零一四年諒解備忘錄－3，已向融智支付人民幣200,000,000元（相當於約254,378,000港元）。然而，並無訂立任何最終協議，故該款項已於二零一四年三月悉數退還予本集團。

(d) 於二零一四年三月十四日，本集團（作為買方）與三亞珠光投資有限公司（「三亞珠光」，作為賣方）就以人民幣200,000,000元的代價收購三亞蘭天投資有限公司之100%股權訂立買賣協議。因此，本集團已就上述收購事項支付人民幣199,600,000元（相當於約251,839,000港元）。三亞珠光為廣東珠光之全資附屬公司。由於本公司之最終控股方廖騰佳先生於廣東珠光及三亞珠光有重要影響力，故三亞珠光被視為本集團之關聯方。截至該等財務報表日期，收購事項仍在進行中。

(e) 於二零一四年一月二十六日，已透過授權代理就潛在物業項目支付人民幣80,000,000元（相當於約101,751,000港元）。截至該等財務報表日期，本集團尚未訂立任何最終協議。

* 英文名稱僅供識別。

49. 財務報表之批准

財務報表已於二零一四年三月三十日由董事會批准及授權刊發。

FIVE-YEAR FINANCIAL SUMMARY

五年財務概要

The summary of the results, assets and liabilities of the Group for the last five years is as follows:

下表概述本集團於過去五個年度之業績、資產及負債：

		Year ended 31 December 截至十二月三十一日止年度				
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
RESULTS	業績					
Turnover	營業額	280,880	571,167	57,899	7,855	7,761
(Loss)/Profit before tax	除稅前(虧損)/溢利	(963,830)	234,846	18,225	8,460	9,497
Income tax	所得稅	(3,815)	(56,604)	(10,267)	(3,319)	(2,235)
(Loss)/Profit for the year	本年度(虧損)/溢利	(967,645)	178,242	7,958	5,141	7,262
Attributable to:	以下人士應佔：					
Owners of the Company	本公司擁有人	(938,643)	182,349	16,659	5,141	7,262
Non-controlling interests	非控股權益	(29,002)	(4,107)	(8,701)	—	—
		(967,645)	178,242	7,958	5,141	7,262
		As at 31 December 於十二月三十一日				
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
ASSETS AND LIABILITIES	資產及負債					
Total assets	資產總值	11,539,112	6,104,047	3,788,767	1,352,888	542,854
Total liabilities	負債總值	(7,806,875)	(3,499,062)	(2,535,740)	(392,620)	(25,507)
Net assets	資產淨值	3,732,237	2,604,985	1,253,027	960,268	517,347
Equity attributable to:	以下人士應佔：					
Owners of the Company	本公司擁有人	3,327,370	2,281,573	1,094,713	960,268	517,347
Non-controlling interests	非控股權益	404,867	323,412	158,314	—	—
Total equity	總權益	3,732,237	2,604,985	1,253,027	960,268	517,347

PARTICULARS OF PROPERTIES

物業概要

Investment properties		Attributable beneficial interest to the Group	GFA ^{m2}	Type	Lease term
投資物業		本集團應佔實際權益	建築面積平方米	類別	租賃年期
1.	Levels 31-33, 35-39, 40-43 and 45 Royal Mediterranean Hotel No. 518 Tianhe Road Tianhe District Guangzhou Guangdong Province The PRC 地中海國際酒店 第31-33、35-39、 40-43及45層 中國廣東省 廣州市天河區 天河路518號	100%	18,184	H 酒	Medium lease 中期租賃
Properties for sale under development		Attributable beneficial interest to the Group	GFA ^{m2}	Type	Estimated date of completion
發展中待售物業		本集團應佔實際權益	建築面積平方米	類別	估計落成日期
2.	Zhukong International Lot A2-1, Zhujiang New Town Tianhe District Guangzhou Guangdong Province The PRC 珠控國際中心 中國廣東省 廣州市天河區 珠江新城A2-1地塊	80%	133,326	C/CP/O 商/停/寫	2015 2015年

Properties for sale under development 發展中待售物業		Attributable beneficial interest to the Group 本集團應佔實際權益	GFA ^{m2} 建築面積平方米	Type 類別	Estimated date of completion 估計落成日期
3.	Yunling Lake Provincial Highway S355 line Jiekou Street Conghua Guangzhou Guangdong Province The PRC 雲嶺湖 中國廣東省 廣州市 從化街口街 省道 S355 線地段	100%	124,521	R/H/V 住/酒/別	2015 2015 年
4.	Yujing Scenic Garden Provincial Highway G105 line Jiulibu District Jiangpu Town Conghua Guangzhou Guangdong Province The PRC 御景山水花園 中國廣東省 廣州市 從化江浦鎮 九里步區 省道 G105 線地段	70%	886,216	R/C/CP/S 住/商/停/服	Between 2014 to 2018 2014 年至 2018 年
5.	Tianhu Yujing Shui Di Village Jiulibu District Wenquan Town Conghua Guangzhou Guangdong Province The PRC 天湖御景 中國廣東省 廣州市 從化溫泉鎮 九里步區 水底村地段	100%	245,182	R/C/CP 住/商/停	2016 2016 年

PARTICULARS OF PROPERTIES

物業概要

Properties for sale under development 發展中待售物業		Attributable beneficial interest to the Group 本集團應佔實際權益	GFA ^{m2} 建築面積平方米	Type 類別	Estimated date of completion 估計落成日期	
6.	Central Park Lot H3-3 Zhujiang New Town Tianhe District Guangzhou Guangdong Province The PRC 珠光新城國際 中國廣東省 廣州市天河區 珠江新城 H3-3 地塊	100%	36,559	S/C/CP 服/商/停	2015 2015年	
<i>R-Residential</i>	<i>C-Commercial</i>	<i>CP-Car park</i>	<i>H-Hotel</i>	<i>O-Office</i>	<i>V-Villa</i>	<i>S-Service Apartment</i>
住 — 住宅	商 — 商業	停 — 停車場	酒 — 酒店	寫 — 寫字樓	別 — 別墅	服 — 服務式公寓

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珠光控股
ZHUGUANG HOLDINGS

ZHUGUANG HOLDINGS GROUP COMPANY LIMITED

珠光控股集團有限公司*

(incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)