



# HARMONY ASSET LIMITED

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 428

2013 • ANNUAL REPORT

This annual report, in both English and Chinese versions, is available on the Company's website at [www.harmonyasset.com.hk](http://www.harmonyasset.com.hk) (the "Company Website").

Shareholders who have chosen or have been deemed consented to receive the corporate communications of the Company (the "Corporate Communications") via the Company Website and who for any reason have difficulty in receiving or gaining access to the annual report posted on the Company Website will promptly upon request be sent the annual report in printed form free of charge.

Shareholders may at any time change their choice of the means of receipt (either in printed form or via the Company Website) and/or language(s) (either English only or Chinese only or both languages) of Corporate Communications.

Shareholders may send their request to receive the annual report in printed form, and/or to change their choice of the means of receipt and/or language(s) of Corporate Communications by notice in writing to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or by sending an email to the branch share registrar of the Company in Hong Kong at [harmony.ecom@computershare.com.hk](mailto:harmony.ecom@computershare.com.hk).

Shareholders who have chosen to receive printed copy of the Corporate Communications in either English or Chinese version will receive both English and Chinese versions of this annual report since both languages are bound together into one booklet.

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# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### Executive Directors

Lee Fong Lit David (*Chairman*)  
Chow Pok Yu Augustine  
(*Chief Executive Officer*)  
Chan Shuen Chuen Joseph  
Cheng Ming Shun  
(*Chief Financial Officer*)

### Independent Non-executive Directors

Tong Kim Weng Kelly  
Ho Man Kai Anthony  
Wong Yun Kuen

## AUDIT COMMITTEE

Ho Man Kai Anthony (*Chairman*)  
Wong Yun Kuen  
Tong Kim Weng Kelly

## NOMINATION COMMITTEE

Lee Fong Lit David (*Chairman*)  
Ho Man Kai Anthony  
Wong Yun Kuen

## REMUNERATION COMMITTEE

Ho Man Kai Anthony (*Chairman*)  
Chow Pok Yu Augustine  
Wong Yun Kuen

## BANKERS

Wing Hang Bank Limited  
Standard Chartered Bank (Hong Kong) Limited  
The Hongkong and Shanghai  
Banking Corporation Limited  
Bank of Communications Co., Limited

## AUDITOR

BDO Limited  
Certified Public Accountants  
25th Floor, Wing On Centre  
111 Connaught Road Central  
Hong Kong

## COMPANY SECRETARY

Mui Ngar May Joel

## ASSISTANT COMPANY SECRETARY

Codan Trust Company (Cayman) Limited

## REGISTERED OFFICE

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

## PRINCIPAL PLACE OF BUSINESS

### IN HONG KONG

Suite 2806, Bank of America Tower  
12 Harcourt Road, Central  
Hong Kong

## PRINCIPAL REGISTRAR

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

## HONG KONG BRANCH REGISTRAR

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

## STOCK CODE

Hong Kong Stock Exchange – 428

# CHAIRMAN'S STATEMENT

The Board of Directors of Harmony Asset Limited takes pleasure in presenting the audited consolidated results of the Group for the year ended 31st December, 2013.

## BUSINESS REVIEW

For the year ended 31st December, 2013, the Group recorded a turnover of HK\$7,637,209 as compared to HK\$10,275,453 in the prior year, representing a decrease of 26%. The reduction in turnover was due to lower interest income received during the year. The Group recorded a realised gain of HK\$3,094,469 as compared to HK\$5,522,640 in the prior year, representing a decrease of 44%. With the impact of unfavourable performance of certain publicly traded securities held by the Group during the year, the Group recorded a significant unrealised loss of HK\$18,744,812 (2012: net gain of HK\$21,114,391) on its publicly traded securities and the derivative financial instruments. Fair value loss on a convertible bond designated as at fair value through profit or loss was HK\$463,251. Those losses resulted in the Group having to post aggregate losses of HK\$21,107,516 with the inclusion of other revenue, other gains and losses as compared to a gain of HK\$26,962,375 in the prior year.

After deducting of employee benefits expenses, depreciation expenses and other operating expenses totaling to HK\$17,854,334 (2012: HK\$17,431,403), the Group recorded a loss of HK\$38,961,850 before income tax expense as compared to a profit of HK\$9,530,972 in the prior year. Loss attributable to owners of the Company was HK\$38,961,850 as compared to a profit of HK\$9,530,972 reported for 2012.

## PROSPECTS AND FUTURE PLANS

Last year, global economy was in a period of Goldilocks ie. stabilizing and improving growth, low and falling inflation and very accommodating monetary conditions, all of which proved very favorable for equity markets, particularly for developed markets, such as the United States ("US") and Europe. Returns from world equities, represented by the MSCI World Index, have exceeded 20%, while the S&P 500 index which tracks the US equities returned over 27%. The laggards, however, have been Asia and the emerging markets. The MSCI Emerging Markets Index, in contrast, fell by 4%.

After the strong run up in share prices in 2013, what can we expect to see this year in the macro picture of the financial world? We believe that we are likely to see the next 12 months as the year of the Taper verses the year of the galloping Horse. The process of tapering by the Federal Reserve Bank will lead to a rising yield curve on US interest rates which will pull liquidity back to the US. The result will be still more financial pressure on the emerging markets, many of which are set to underperform in 2014.



# CHAIRMAN'S STATEMENT

Still, according to a recent study released by the World Bank, the global economy is on course for a smooth recovery in 2014. It posited that as advanced economies healed from the global crises, the recovery is gaining momentum and will pull along emerging economies that have slowed.

For Asian markets, volatility is likely to rise due to the Federal's policy to shift to taper territory. We will steer our investments for increased volatility, thus avoiding the kind of shocks suffered by emerging market shares last year when tapering was first mooted.

China remains a favorite in terms of our asset allocation and a key source of value. We are cognizant that the market condition in China has been and still is a very policy driven market. However, the results of the 3rd Plenum, the shift to more of a market focus and the ongoing reform programs are improving the long term quality of growth, which we believe will eventually result in a market re-rating. The government is expected to announce detailed structural reform measures to address the local government debt problems at the upcoming National People's Congress. We believe current valuations have yet to reflect the benefits of progress to be announced in March.

As the year of Taper progresses, we will keep a balance among assets in our portfolio and never go to the extreme of risk taking. Our investment philosophy has always been based on the use of rigorous, disciplined fundamental research coupled with appropriate risk management tools. We have identified several sectors which warrant our further attention and investment: Biotechnology, Healthcare, Natural Resources, Commercial Property Development in China to name but a few. As we position ourselves for the growth in these industries, we are conscience of the stakeholders' support and will strive to deliver positive results to our shareholders. To this end, my fellow directors and I are committed to work with the management, employees and business partners for a successful year.

## **DIVIDEND**

The Board does not recommend the payment of any dividend for the year ended 31st December, 2013 (2012: nil).

## **APPRECIATION**

Lastly, I would like to thank our dedicated employees for their invaluable contributions and enthusiasm in their work. Their zeal in discharging duties and responsibilities will ensure the success of our Group.

**Lee Fong Lit David**

*Chairman*

Hong Kong, 28th March, 2014

# MANAGEMENT DISCUSSION AND ANALYSIS

Turnover of the Group for the year ended 31st December, 2013 was HK\$7,637,209 (2012: HK\$10,275,453) and the loss attributable to owners of the Company was HK\$38,961,850 (2012: profit of HK\$9,530,972).

## FINANCIAL REVIEW

### Liquidity and financial resources

The Group had available funds of HK\$30,878,872 which were mainly placed with banks as time deposits. Cash and bank balances held by the Group are mainly denominated in Hong Kong dollar and Canadian dollar.

The Group had shareholders' funds of HK\$241,681,687 at 31st December, 2013 compared to HK\$282,783,731 at 31st December, 2012, representing a 15% decrease.

At present, the Group has unutilised banking facilities of HK\$10,000,000 and the Group requires no borrowings for investment and capital expenditure commitments. The interest rate charged on the banking facilities is 3% per annum over the applicable Hong Kong Interbank Rate.

As at 31st December, 2013, the Group had no borrowing (2012: nil). The gearing ratio for the Group was 0% (2012: 0%) which represents the ratio of the Group's borrowings to the net asset value of the Group.

The Group did not have any capital expenditure commitment as at 31st December, 2013.

### Capital Structure

There was no significant change in the Group's capital structure for the year ended 31st December, 2013.

During the year, no share options were granted, exercised, lapsed or cancelled under the share option scheme adopted by the Company at annual general meeting on 28th June, 2005.

### Significant investments held and their performance

For the year ended 31st December, 2013, the Group recorded a turnover of HK\$7,637,209 as compared to HK\$10,275,453 in the prior year, representing a 26% decrease, which was primarily due to lower interest income received during the year. Income from interest amounted to HK\$4,474,821 (2012: HK\$7,909,026). Dividend income received from listed and unlisted investments were HK\$3,162,388 (2012: HK\$2,366,427).

## MANAGEMENT DISCUSSION AND ANALYSIS

For the year ended 31st December, 2013, gains on disposal of listed investments amounted to HK\$3,094,469 (2012: HK\$5,522,640). With the impact of unfavourable performance of certain publicly traded securities held by the Group during the year, the Group recorded a significant unrealised loss of HK\$18,744,812 (2012: net gain of HK\$21,114,391) on its publicly traded securities and the derivative financial instruments. Fair value loss on a convertible bond designated as at fair value through profit or loss was HK\$463,251.

The Group recorded a net realised gain on disposal of an unlisted investment of HK\$2,363,350 (2012: HK\$1,018,508) for the year ended 31st December, 2013. Recovery of impairment losses on loans and receivables previously recognised and written off were HK\$4,949,381 (2012: HK\$1,632,065). The impairment losses on unlisted investments were HK\$4,726,655 (2012: HK\$12,624,729). The impairment losses on loans and receivables were HK\$13,384,734 (2012: HK\$1,708,524). The impairment loss on accounts receivable was HK\$2,260,000 (2012: nil). The Group recorded the turnover, other revenue and other gains and losses in an aggregate loss of HK\$21,107,516 for the year ended 31st December, 2013 as compared to the total gain of HK\$26,962,375 in the prior year.

For the year ended 31st December, 2013, the total operating expenses was HK\$17,854,334 (2012: HK\$17,431,403). For the year ended 31st December, 2013, the loss before income tax expense was HK\$38,961,850 as compared to the profit of HK\$9,530,972 in the prior year. The loss attributable to owners of the Company was HK\$38,961,850 as compared to the profit of HK\$9,530,972 in the prior year.

As at 31st December, 2013, the Group's unlisted investments (comprised of available-for-sale financial assets ("AFS") and loans and receivables) were HK\$114,229,014 as compared to HK\$135,556,159 as at 31st December, 2012, representing a 16% decrease. The investments comprised the following activities: (1) net decrease in fair value of HK\$2,140,194; (2) purchase of AFS of HK\$19,472,712; (3) subscription of convertible bonds of HK\$15,609,373; (4) advances to two investees of HK\$1,565,000; (5) repayment from convertible bonds of HK\$8,731,838; (6) repayment from three investees of HK\$6,285,968; (7) total impairment loss of HK\$13,384,734 was made on loans and receivables and (8) decrease in aggregate amount of AFS of HK\$31,109,746 by disposal of seven investments.

As at 31st December, 2013, accounts receivable and prepayments was HK\$30,910,631 as compared to HK\$12,438,006 as at 31st December, 2012, representing a 149% increase. The net increase was the result of (1) balance of sale proceeds of HK\$22,516,764 from disposal of three private investments; (2) outstanding amount of HK\$3,000,000 from repayment of a convertible bond; (3) transfer of HK\$5,000,000 to a convertible bond; (4) repayment of accounts receivable and prepayments of amount of HK\$3,683,959 due from last year; (5) net increase of amount of HK\$1,994,212 due from securities firms; (6) impairment loss of HK\$2,260,000 due from a private company and (7) a net decrease in interest receivable and prepayment of HK\$741,820.



# MANAGEMENT DISCUSSION AND ANALYSIS

As at 31st December, 2013, the Group held trading securities and a convertible bond designated as at fair value through profit or loss in an aggregate amount of HK\$54,235,622 as compared to HK\$87,031,396 as at 31st December, 2012, representing a 38% decrease. The decrease was primarily due to: (1) purchases of securities for an aggregate amount of HK\$29,625,168; (2) the disposals of certain securities which had an aggregate cost of HK\$49,495,447; (3) net decrease in market value in the amount of HK\$12,462,244 of the listed securities held by the Group and (4) fair value loss on a convertible bond designated as at fair value through profit or loss of HK\$463,251.

## EMPLOYEES AND REMUNERATION POLICIES

As at 31st December, 2013, the Group employed a total of 9 full-time employees, including the executive directors of the Company. Employees' remuneration are fixed and determined with reference to the market remuneration.

The remuneration policy of the Company for non-executive directors is to ensure that they are sufficiently compensated for their efforts and time dedicated to the Company and that for the employees, including the executive directors and senior management, is to ensure that the remuneration offered is appropriate for the duties and in line with market practice. The remuneration policy is to ensure that the pay levels are competitive and effective in attracting, retaining and motivating employees. No director, or any of his associates and executive, is involved in deciding his own remuneration.

The key components of the Company's remuneration package include basic salary plus other allowances, discretionary cash bonus and mandatory provident fund. As a long-term incentive plan and with the aim at motivating employees in the continued pursuit of the Company's goal and objectives, the Company may grant share options to subscribe for the shares of the Company to the employees (including directors) of the Company based on their performance and contribution to the Company under the Company's share option scheme.

## EXPOSURES TO FLUCTUATIONS IN EXCHANGE RATES AND RELATED HEDGES

The Group has no significant exposures to fluctuations in foreign exchange rates and, therefore, did not employ any financial instruments to hedge such exposures.

## CONTINGENT LIABILITIES

As at 31st December, 2013, the Group had no significant contingent liabilities.

# REPORT OF THE DIRECTORS

The directors submit their annual report together with the audited financial statements for the year ended 31st December, 2013.

## PRINCIPAL ACTIVITIES

The principal activities of the Company and its subsidiaries during the year are investments in securities listed on recognised stock exchanges and unlisted investments with a potential for earnings growth and capital appreciation. The activities of the subsidiaries are set out in note 13 to the financial statements.

The Group's turnover for the year comprised dividends from listed and unlisted investments, and interest earned from bank deposits, loans and receivables and convertible bonds.

## RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the consolidated statement of profit or loss and other comprehensive income on page 36.

The directors do not recommend the payment of any dividend for the year ended 31st December, 2013.

## RESERVES

Movements in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity and note 22 to the financial statements respectively.

## PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group and the Company are set out in note 12 to the financial statements.

## SHARE CAPITAL

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

## DISTRIBUTABLE RESERVES

Distributable reserves of the Company at 31st December, 2013 according to the Company's Articles of Association amounted to HK\$127,740,780.

# REPORT OF THE DIRECTORS

## **PRE-EMPTIVE RIGHTS**

There is no provision for pre-emptive rights under the Company's Memorandum and Articles of Association or applicable laws of the Cayman Islands.

## **FIVE YEAR FINANCIAL SUMMARY**

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 116.

## **PURCHASE, SALE OR REDEMPTION OF SHARES**

The Company did not redeem any of its shares during the year. Neither the Company nor any of its subsidiaries purchased or sold any of the Company's shares during the year.

## **SHARE OPTION SCHEME**

The Company has adopted a share option scheme (the "Share Option Scheme") at its annual general meeting held on 28th June, 2005. The purposes of the Share Option Scheme are to provide participants with the opportunity to acquire proprietary interests in the Company and to encourage participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole.

All directors (including executive directors, non-executive directors and independent non-executive directors) and employees of the Company and its subsidiaries and consultants, advisors, agents, customers, service providers, contractors, business partners of any member of the Group or any member of it has a shareholding interest, in the sole discretion of the Board, has contributed to the Group or any member of it are eligible to participate in the Share Option Scheme.

The total number of shares of the Company which may be issued upon exercise of all options to be granted under the Share Option Scheme shall not in aggregate exceed 3,900,261 shares of the Company, being approximately 10% of the issued shares of the Company at the date of refreshment of mandate limit of the Share Option Scheme at the annual general meeting held on 27th May, 2009.

## REPORT OF THE DIRECTORS

The total number of shares issued and to be issued upon exercise of options granted to each eligible participant (including both exercised and outstanding options) under the Share Option Scheme and any other share option schemes of the Company in any twelve-month period must not exceed 1% of the issued shares of the Company. Where any grant of options to a substantial shareholder or an independent non-executive director of the Company, or any of their respective associates, would result in the shares issued and to be issued upon exercise of the options granted and to be granted (including both exercised and outstanding options) in any twelve-month period up to the date of grant should not exceed 0.1% of the issued shares of the Company or an aggregate value of HK\$5,000,000.

An option may be exercised at any time during a period as the Board may determine which shall not be more than ten years from the date of grant of the option subject to the provisions of early termination thereof.

Unless otherwise determined by the Board at its sole discretion, the Share Option Scheme does not require a minimum period for which an option must be held nor a performance target which must be achieved before an option can be exercised.

Upon acceptance of the options, the grantee shall pay HK\$1 to the Company by way of consideration for the grant.

The subscription price for the shares of the Company (the subject of an option) shall be no less than the higher of (i) the closing price of the shares of the Company as stated in the daily quotations sheets issued by the Stock Exchange on the date of grant; (ii) the average closing price of the shares of the Company as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of a share of the Company on the date of grant. The subscription price will be determined by the Board at the time the option is offered to the relevant participant.

The Share Option Scheme will remain in force for a period of ten years from 28th June, 2005.

No share option is outstanding, granted, lapsed, exercised or cancelled under the Share Option Scheme during the year ended 31st December, 2013.

# REPORT OF THE DIRECTORS

## DIRECTORS

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

Lee Fong Lit David  
Chow Pok Yu Augustine  
Chan Shuen Chuen Joseph  
Cheng Ming Shun  
Tong Kim Weng Kelly  
Ho Man Kai Anthony  
Wong Yun Kuen

In accordance with the Company's Articles 98(b), Mr. Lee Fong Lit David, Mr. Ho Man Kai Anthony and Dr. Wong Yun Kuen shall retire from office by rotation at the forthcoming annual general meeting and being eligible, offer themselves for re-election.

Mr. Ho Man Kai Anthony, Mr. Tong Kim Weng Kelly and Dr. Wong Yun Kuen are independent non-executive directors.

The Company has received annual confirmation from each of the independent non-executive directors as regards their independence to the Company and considers that each of the independent non-executive directors is independent to the Company.

## DIRECTORS' SERVICE CONTRACTS

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

## DIRECTORS' INTERESTS IN CONTRACTS

Details of Dr. Chow Pok Yu Augustine's interest in contracts of significance in relation to the Group's business are set out in note 25 to the financial statements.

Save as disclosed above, no other contracts of significance in relation to the Group's business to which the Company or its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.



# REPORT OF THE DIRECTORS

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographical details of directors and senior management are set out below:

### Executive Directors:

**Mr. Lee Fong Lit David**, aged 67, joined the Company in February 1998. He is also the Chairman of the Board and a member of investment committee and chairman of nomination committee of the Company. He obtained his BSc degree from McGill University in Montreal and his MBA degree from Columbia University, New York. Mr. Lee has over 29 years' experience in the international finance and investment management industry. He is involved in investing in equity markets of Singapore, Malaysia and Hong Kong. Mr. Lee is a director of Harmony Asset Management Limited ("HAML"), the investment manager of the Company and also a director and a shareholder of Sino Path Consultants Limited ("Sino Path"), a substantial shareholder of the Company, whose interest in shares of the Company is disclosed in the section "Directors' Interests in Equity or Debt Securities".

**Dr. Chow Pok Yu Augustine**, aged 61, joined the Company in June 1996. He is also the Chief Executive Officer and a member of remuneration committee and chairman of investment committee and disclosure committee of the Company. He holds a MSc from London Business School and Ph.D from University of South Australia, Engineering Doctorate and Ph.D on Biology from City University of Hong Kong. Dr. Chow has vast experience in managing public listed companies that are involved in manufacturing, marketing and financial services and specialising in mergers and acquisitions. Dr. Chow is both director and shareholder of Sino Path and HAML respectively. He is an executive director of Kaisun Energy Group Limited, a public company listed in Hong Kong. Dr. Chow is a director of Celsion Corporation, a public listed company in USA as well as a director of Medifocus Inc., a public listed company in Canada. Dr. Chow was a director of Jian ePayment Systems Limited, a public listed company in Hong Kong until March 2011. He was an independent director of Augyva Mining Resources Inc., a listed company in Canada until August 2011.

**Mr. Chan Shuen Chuen Joseph**, aged 67, joined the Company in December 2006. He is a member of disclosure committee of the Company. He obtained his MBA degree from Heriot-Watt University, Edinburgh Business School, Scotland, UK. Mr. Chan has over 30 years of accounting and management experience in the fields of industrial manufacturing, service industry, academic and Government. Professionally, Mr. Chan is an associate member of The Institute of Chartered Accountants in England and Wales, a fellow member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants, and the Chartered Institute of Management Accountants, as well as a member of the Certified General Accountants Association of Canada. Mr. Chan is an independent director of Medifocus Inc., and MBMI

## REPORT OF THE DIRECTORS

Resources Inc., public listed companies in Canada. He was a director of Yinfu Gold Corporation, a public listed company in USA until June 2012. Mr. Chan was a director of Kaiyue International Inc. until September 2012 and was a director of Champion Iron Mines Ltd. until March 2013, a public listed company in Canada.

**Mr. Cheng Ming Shun**, aged 58, joined the Company in July 1998. He has been appointed as an executive director of the Company since 1st June, 2012. He is the Chief Financial Officer and also acts as an alternate authorised representative of the Company under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). He is a member of disclosure committee and investment committee of the Company. He is a fellow member of Institute of Financial Accountants, United Kingdom. He holds a Bachelor degree in Business Administration with Honours from The University of Bolton (formerly known as Bolton Institute). Mr. Cheng has over 20 years of experience in management accounting, corporate administration and financial management.

Since the executive directors of the Company are closely involved in and are directly responsible for all activities of the Group, the Board considers that the senior management comprises the executive directors of the Company.

### **Independent Non-executive Directors:**

**Mr. Ho Man Kai Anthony**, aged 62, joined the Company in September 2004. He is also the Chairman of the audit committee and remuneration committee and a member of disclosure committee and nomination committee of the Company. He graduated from The Chinese University of Hong Kong with a BBA degree, a MBA degree from the University of East Asia, Macau and a Master of Professional Accounting Degree from The Hong Kong Polytechnic University. Mr. Ho has over 30 years’ experience in management accounting, corporate administration and financial management. He held management positions before with Gammon-Swire Joint Venture, Drageges et Travaux Publics, Mass Transit Railway Corporation and The Hong Kong Jockey Club. He is a Fellow Member of the Institute of Public Accountants in Australia and a Fellow Member of The Hong Kong Taxation Institute.

**Mr. Tong Kim Weng Kelly**, aged 65, joined the Company in November 1998. He is also a member of the audit committee of the Company. He holds degrees in Political Science BA (Hons) and Public Policy (Master of Public Policy) from Victoria University, New Zealand. He was a former senior officer in the New Zealand Trade Department. After leaving the public sector, he served in various capacities as a consultant involved in marketing and business development, IT and the financing services, sourcing and arranging private equity for a variety of projects.

# REPORT OF THE DIRECTORS

**Dr. Wong Yun Kuen**, aged 56, joined the Company in September 2004. He is also a member of the audit committee, nomination committee and remuneration committee of the Company. He received a Ph.D. degree from Harvard University, and was a “Distinguished Visiting Scholar” in finance at Wharton School of the University of Pennsylvania. Dr. Wong has worked in financial industries in the United States and Hong Kong for many years, and has considerable experience in corporate finance, investment and derivative products. He is a member of Hong Kong Securities Institute. Dr. Wong is an executive director of UBA Investments Limited. He is the independent non-executive director of Bauhaus International (Holdings) Limited, China Sandi Holdings Limited, Climax International Company Limited, Kingston Financial Group Limited, Hua Yi Copper Holdings Limited, Kaisun Energy Group Limited, Kong Sun Holdings Limited, China Yunnan Tin Minerals Group Company Limited, New Island Printing Holdings Limited and Sincere Watch (Hong Kong) Limited. Dr. Wong was as an independent non-executive director of ZMAY Holdings Limited until September 2012, China E-Learning Group Limited until June 2010, and Superb Summit International Timber Company Limited until June 2010, and the chairman and executive director of Green Energy Group Limited until May 2010. All the companies mentioned above are listed companies in Hong Kong.

## DIRECTORS’ INTERESTS IN EQUITY OR DEBT SECURITIES

At 31st December, 2013, the interests of the directors and chief executive in the shares of the Company and its associated corporations (within the meaning of the Securities and Futures Ordinance (“SFO”)), as recorded in the register maintained by the Company under Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) in the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) were as follows:

### Ordinary shares of HK\$1 each in the Company

Name of directors	Capacity	Number of shares				Percentage of issued share capital as at 31st December, 2013
		Personal interests	Family interests	Corporate interests	Other interests	
Lee Fong Lit David	Interest of controlled corporation	-	-	7,200,315 (Note)	-	18.43%
Ho Man Kai Anthony	Beneficial owner	60,000	-	-	-	0.15%

*Note:* These 7,200,315 shares are held by Sino Path Consultants Limited in the capacity of beneficial owner, a company which is held 70% by Mr. Lee Fong Lit David and 30% by Dr. Chow Pok Yu Augustine. Mr. Lee Fong Lit David and Dr. Chow Pok Yu Augustine are executive directors of the Company and directors of Sino Path Consultants Limited.

# REPORT OF THE DIRECTORS

Save as disclosed herein, none of the directors or chief executives of the Company had any interest in the equity or debt securities of the Company or any of its associated corporations (within the meaning of the SFO) as recorded in the register required to be kept under section 352 of the SFO.

At no time during the year did the directors and chief executive (including their spouses and children under 18 years of age) have any interest in, or been granted, or exercised, any rights to subscribe for shares or warrants of the Company and its associated corporations (within the meaning of the SFO).

At no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## SUBSTANTIAL SHAREHOLDERS

As at 31st December, 2013, the persons (other than those of the directors and chief executive as disclosed above) interested in 5% or more of the issued share capital of the Company as recorded in the register kept by the Company pursuant to Section 336 of SFO were as follows:

Name of shareholders	Capacity	Number of issued ordinary shares held	Percentage of the issued share capital of the Company as at 31st December, 2013
ABC Dirt-Cheap Stock Fund	Beneficial Owner	4,042,500	10.35%
Dynamic Global Value Class Fund	Beneficial Owner	2,339,500	5.99%

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

## MANAGEMENT CONTRACTS

Details of significant management contracts in relation to the Company's business are set out in note 25 to the financial statements.

Save as disclosed above, no other contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

# REPORT OF THE DIRECTORS

## MAJOR CUSTOMERS AND SUPPLIERS

The Group is an investment holding company. In the opinion of the directors, it is therefore of no value to disclose details of the Group's customers and suppliers.

## CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

Significant related party transactions entered by the Group during the year ended 31st December, 2013 which also constitute connected transactions or continuing connected transactions under the Listing Rules, are disclosed in note 25(a) to the financial statements.

During the year, the above-mentioned connected transactions or continuing connected transactions are carried out and disclosed in compliance with the relevant requirement under Chapter 14A of the Listing Rules.

### **Opinion from the independent non-executive directors on the continuing connected transactions**

Pursuant to Rule 14A.37 of the Listing Rules in relation to management fees and incentive fee payable by the Company to HAML, the independent non-executive directors of the Company have reviewed the above continuing connected transactions and opined that the management fees and the incentive fee paid by the Company to HAML for the year ended 31st December, 2013 were:

- (a) entered into in the ordinary and usual course of business of the Group;
- (b) entered into on normal commercial terms or, on terms no less favourable to the Group than terms available to or from (as appropriate) independent third parties; and
- (c) entered into in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

### **Report from the auditor on the continuing connected transactions**

Pursuant to Rule 14A.38 of the Listing Rules in relation to the management fees and incentive fee payable by the Company to HAML, the Board of Directors of the Company engaged the auditor of the Company to report on the above continuing connected transactions as identified by the management for the year ended 31st December, 2013 in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified letter containing the findings and conclusions in respect of the above continuing connected transactions in accordance with Rule 14A.38 of the Listing Rules.



# REPORT OF THE DIRECTORS

## AUDIT COMMITTEE

The Audit Committee provides an important link between the Board and the Company's auditor in matters coming within the scope of the Group's audit. It also reviews the Company's financial statements and the effectiveness of the internal controls and risk evaluation. The Committee now comprises three independent non-executive directors, namely Mr. Ho Man Kai Anthony, Dr. Wong Yun Kuen and Mr. Tong Kim Weng Kelly. Four meetings of the Audit Committee were held during the current financial year. The annual results for the year ended 31st December, 2013 were reviewed by the Audit Committee.

## PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this report, there is sufficient public float of not less than 25% of the Company's issued shares as required under the Listing Rules.

## AUDITOR

The financial statements of the Group for the year ended 31st December, 2013 have been audited by BDO Limited. A resolution will be proposed at the forthcoming annual general meeting of the Company to re-appoint BDO Limited as the auditor of the Company.

By order of the Board  
**Harmony Asset Limited**  
**Lee Fong Lit David**  
*Chairman*

Hong Kong, 28th March, 2014

# CORPORATE GOVERNANCE REPORT

## CORPORATE GOVERNANCE

Maintaining high standards of corporate governance in everything we do.

Sound corporate governance practices are crucial to the smooth, effective and transparent operation of a company and its ability to attract investment, protect rights of shareholders and stakeholders, and enhance shareholder value. The Company is committed to high standards of corporate governance with a view to being transparent, open and accountable to our shareholders.

The Company adopted all the code provisions in the Corporate Governance Code (“the Code”) contained in appendix 14 of the Listing Rules as its own code on corporate governance practices.

The Company has complied with the code provisions as set out in the Code during the year ended 31st December, 2013.

## BOARD OF DIRECTORS

### Composition

The Board of Directors of the Company (the “Board”) currently comprises four executive directors. Mr. Lee Fong Lit David acts as Chairman of the Board. Dr. Chow Pok Yu Augustine is Chief Executive Officer of the Company. Other executive directors are Mr. Chan Shuen Chuen Joseph and Mr. Cheng Ming Shun (Chief Financial Officer). The Company has three independent non-executive directors, Mr. Ho Man Kai Anthony, Mr. Tong Kim Weng Kelly and Dr. Wong Yun Kuen, representing more than one-third of the Board. One of whom namely, Mr. Ho Man Kai Anthony has appropriate professional accounting experience and expertise.

All directors have distinguished themselves in their field of expertise, and have exhibited high standards of personal and professional ethics and integrity. The biographical details of each director are disclosed on pages 12 to 14 of this Annual Report.

Each independent non-executive director has pursuant to the Rule 3.13 of the Listing Rules, confirmed that he is independent of the Company and the Company also considers that they are independent.

There is no relationship (including financial, business, family or other material relationship) between members of the Board.

# CORPORATE GOVERNANCE REPORT

Pursuant to the articles of association of the Company, the directors shall hold office subject to retirement by rotation at the annual general meeting of the Company at least once every three years and eligible for re-election.

The term of office of each independent non-executive director is for a period of one year from 1st January, 2014 to 31st December, 2014, subject to retirement by rotation.

## **Responsibilities of the Board and Management**

The Board, headed by the Chairman, is responsible for providing high-level guidance and effective oversight of the management of the Company, formulation and approval of the Group's development and business strategies and policies, approval of annual budgets, financial results and business plans, recommendation of dividend, and supervision of management in accordance with the provisions set out in the Company's articles of association.

The Chief Executive Officer and other executive directors are responsible for day-to-day management of the Company's operations. These executive directors conduct regular meetings with the management of the subsidiaries and associated companies of the Company, at which operational issues and financial performance are evaluated.

The Company views well-developed and timely reporting systems and internal controls are essential, and the Board plays a key role in the implementation and monitoring of internal controls and risk management.

The Board has established procedure to enable directors, upon reasonable request, to seek independent professional advice in appropriate circumstances, at the Company's expenses.

Matters specifically decided by the Board and those reserved for the management, such as daily management, administration and operation of the Company, etc. with respective level of authorities with regard to key corporate strategy, policy and contractual commitments, are reviewed by the Board. The management shall report back to the Board.

The articles of association of the Company contain description of responsibilities and operation procedures of the Board. The Board holds regular meeting and listens to the operating reports of the Company and makes policies. Significant operating policies of the Company have to be discussed and passed by the Board. Board meetings include regular meetings as defined in the Code and other meetings when necessary. The Board of Directors meets formally at least four times a year.

Besides regular and other meetings, the Board obtains adequate information through working meetings, presided by the Chairman in a timely manner, to monitor objectives and strategies of the management, financial conditions and operating results of the Company and provisions of significant agreements.

# CORPORATE GOVERNANCE REPORT

During 2013, the Board held four regular Board meetings at approximately quarterly interval and other Board meetings which were convened when deemed necessary. Due notice and Board papers of regular Board meetings were given to all directors prior to the meeting in accordance with the Company's articles of association and the Code. Details of individual attendance of directors at regular Board meetings in 2013 are set out below:

## Attendance of individual directors at regular Board meetings in 2013

	No. of regular Board Meeting attended/ No. of regular Board Meeting held
<b>Executive Directors</b>	
Mr. Lee Fong Lit David	4/4
Dr. Chow Pok Yu Augustine	4/4
Mr. Chan Shuen Chuen Joseph	4/4
Mr. Cheng Ming Shun	4/4
<b>Independent Non-executive Directors</b>	
Mr. Ho Man Kai Anthony	4/4
Mr. Tong Kim Weng Kelly	4/4
Dr. Wong Yun Kuen	4/4

## Chairman and Chief Executive Officer

The role of the Chairman, Mr. Lee Fong Lit David is separated from that of the Chief Executive Officer, Dr. Chow Pok Yu Augustine. Such division of responsibilities allows a balance of power between the Board and the management of the Group, and ensures their independence and accountability.

The Chairman is the leader of the Board and he oversees the Board so that it acts in the best interests of the Group. The Chairman is responsible for deciding the agenda of each Board meeting, taking into account, where appropriate, matters proposed by other directors for inclusion in the agenda. The Chairman has overall responsibility for providing leadership, vision and direction in the development of the business of the Company. During the year, the Chairman had met the independent non-executive directors of the Company without the presence of the other executive directors of the Company.

# CORPORATE GOVERNANCE REPORT

The Chief Executive Officer, assisted by other executive director, is responsible for the day-to-day management of the business of the Group, attends to formulation and successful implementation of policies, and assumes full accountability to the Board for all operations of the Group. Working with the management team of subsidiaries and associated companies of the Company, he ensures smooth operations and development of the Group. He maintains continuing dialogue with the Chairman and all directors to keep them fully informed of all major business developments and issues. He is also responsible for building and maintaining an effective management team to support him in his role.

## **Responsibilities of Directors**

In the course of discharging their duties, the directors act in good faith, with due diligence and care, and in the best interests of the Company and its shareholders. Their responsibilities include:

- Attending regular board meetings focusing on business strategy, operational issues and financial performance.
- Active participation on the boards of subsidiaries and associated companies of the Company.
- Approval of annual budgets for each operating company covering strategy, financial and business performance, key risks and opportunities.
- Monitoring the quality, timeliness, relevance and reliability of internal and external reporting.
- Monitoring and managing potential conflicts of interest of management, Board members and shareholders, including misuse of corporate assets and abuse in related party transaction.
- Ensuring processes are in place to maintain the overall integrity of the Company, including financial statements, relationships with other stakeholders, and compliance with all laws and ethics.

To enable the Company's directors to meet their obligations, an appropriate organisational structure is in place with clearly defined responsibilities and limits of authority.



# CORPORATE GOVERNANCE REPORT

## **Board Committees**

A number of Board Committees, including Audit Committee, Investment Committee, Disclosure Committee, Nomination Committee and Remuneration Committee, have been established by the Board of Directors to strengthen its functions and to enhance its expertise. These committees have been formed with specific written terms of reference which deal clearly with the committees' authority and duties.

## **Investment Committee**

The Board has established an Investment Committee comprising three executive directors, Dr. Chow Pok Yu Augustine, Mr. Lee Fong Lit David and Mr. Cheng Ming Shun. It remains chaired by Dr. Chow Pok Yu Augustine.

The terms of reference of the Investment Committee have been approved and adopted by the Board.

The Investment Committee considers, evaluates, reviews and recommends to the Board the proposed major investments, acquisitions and disposals, conducts post-investment evaluation, with investment manager, of the investment projects, reviews and considers the overall strategic direction and business developments of the Company.

## **Disclosure Committee**

The Board has established a Disclosure Committee, comprising three executive directors, namely Dr. Chow Pok Yu Augustine, Mr. Chan Shuen Chuen Joseph and Mr. Cheng Ming Shun and an independent non-executive director, Mr. Ho Man Kai Anthony, for the purpose of compliance with the Canadian Securities Laws.

The terms of reference of the Disclosure Committee have been approved and adopted by the Board.

# CORPORATE GOVERNANCE REPORT

## Remuneration Committee

The Board has established a Remuneration Committee comprising one executive director, Dr. Chow Pok Yu Augustine and two independent non-executive directors, Mr. Ho Man Kai Anthony and Dr. Wong Yun Kuen. It is chaired by Mr. Ho Man Kai Anthony.

The terms of reference of the Remuneration Committee have been reviewed with reference to the Code which is available on the Company's website.

The Remuneration Committee's responsibilities are to review and consider Company's policy for remuneration of directors and employees, to determine remuneration packages of individual executive directors and employees including benefits in kind, pension rights and compensation payments, and to recommend to the Board of Directors on remuneration of independent non-executive directors.

Set out below is the summary of work of the Remuneration Committee done in 2013:

- review of the remuneration policy for 2013/2014;
- determine the remuneration of executive directors and employees; and
- review and make recommendation of the fee of the directors (including independent non-executive directors).

The remuneration of the members of the senior management (including all executive directors of the Company) by band for the year ended 31st December, 2013 is set out below:

Remuneration bands (HK\$)	Number of person(s)
0 to 1,000,000	4

Further particulars regarding all Directors' remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in note 8 to the financial statements on pages 65 to 67.

# CORPORATE GOVERNANCE REPORT

The Remuneration Committee held two meetings during 2013. Details of individual attendance of its members are set out in the table below:

## Attendance of individual members of Remuneration Committee in 2013

Names	No. of meeting attended/ No. of meeting held
Dr. Chow Pok Yu Augustine	2/2
Mr. Ho Man Kai Anthony ( <i>Chairman</i> )	2/2
Dr. Wong Yun Kuen	2/2

## Audit Committee

The Company's Audit Committee is composed of three independent non-executive directors, namely Mr. Ho Man Kai Anthony, Mr. Tong Kim Weng Kelly and Dr. Wong Yun Kuen. It is chaired by Mr. Ho Man Kai Anthony. It reports directly to the Board of Directors and reviews matters within the scope of audit, such as financial statements and internal controls, to protect the interests of the Company's shareholders.

The Audit Committee meets regularly with the Company's external auditor, at least twice a year, to discuss audit process and accounting issues, and reviews effectiveness of internal controls and risk evaluation. Written terms of reference, which describes the authority and duties of the Audit Committee are regularly reviewed and updated by the Board. The terms of reference is available on the Company's website.

Set out below is the summary of work done in 2013:

- review of the financial statements for the year ended 31st December, 2012, for the three months ended 31st March, 2013, for the six months ended 30th June, 2013 and for the nine months ended 30th September, 2013;
- review of effectiveness of the internal control system and risk management;
- review of continuing connected transactions and annual caps;
- review of implementation of policy for employees of the Company to raise concerns about possible improprieties in financial reporting, internal control or other matters;
- review of independent auditor's report and management letter; and
- consideration and approval of 2013 audit fees and audit work, review of engagement letter and recommendation of the re-appointment of auditor.

# CORPORATE GOVERNANCE REPORT

As at 31st December 2013, the arrangement for employees of the Company to raise concerns about possible improprieties in financial reporting, internal control or other matters is in place. No reporting has been received by Audit Committee during the year.

The Audit Committee held four meetings during the year. Details of individual attendance of its members are set out in the table below:

## Attendance of individual members of Audit Committee in 2013

Names	No. of meeting attended/ No. of meeting held
Mr. Ho Man Kai Anthony ( <i>Chairman</i> )	4/4
Mr. Tong Kim Weng Kelly	4/4
Dr. Wong Yun Kuen	4/4

## Nomination Committee

The Board has established a nomination committee on 1st April, 2012 comprising one executive director, Mr. Lee Fong Lit David and two independent non-executive directors, Mr. Ho Man Kai Anthony and Dr. Wong Yun Kuen. It is chaired by Mr. Lee Fong Lit David (Chairman of the Board).

The terms of reference of the Nomination Committee have been reviewed with reference to the Code which is available on the Company's website.

The Nomination Committee's responsibilities are to review and consider the structure, size and composition of the Board regularly and make recommendation on any proposed changes to the Board complement the Company's corporate strategy. Its duties include making recommendation to the Board on the selection of individuals nominated for directorships, the appointment or re- appointment of Directors and succession planning for Directors and assessing the independence of independent non-executive Directors. The Nomination Committee is provided with sufficient resources to perform its duties.

In assessing nomination of new directors, the Nomination Committee has taken into consideration of the candidate's qualification, ability and potential contributions to the Company. According to the articles of association of the Company, the Board has the power from time to time and at any time to appoint any person as a director either to fill a casual vacancy or as an addition to the Board.

# CORPORATE GOVERNANCE REPORT

Set out below is the summary of work of the Nomination Committee done in 2013:

- made recommendation to the Board on matters relating to re-election of Directors;
- conducted an annual review of the independence of the independent non-executive directors; and
- reviewed the Board composition and structure.

There is no change in the Board during the year.

The Nomination Committee also nominated and the Board recommended Mr. Lee Fong Lit David, Mr. Ho Man Kai Anthony and Dr. Wong Yun Kuen, being Directors longest in office since their last re-election, to retire by rotation and, being eligible, to offer themselves for re-election by shareholders of the Company at the forthcoming 2014 annual general meeting.

The Nomination Committee hold one meeting during the year. Details of individual attendance of its members are set out in the table below:

## Attendance of individual members of Nomination Committee in 2013

Names	No. of meeting attended/ No. of meeting held
Mr. Lee Fong Lit David ( <i>Chairman</i> )	1/1
Mr. Ho Man Kai Anthony	1/1
Dr. Wong Yun Kuen	1/1

## Board Diversity Policy

The Company has formulated the board diversity policy in August 2013 aiming at setting out the approach on diversity of the Board of the Company.

The Board recognizes the importance of having a diverse Board in enhancing the board effectiveness and corporate governance. A diverse Board will include and make good use of differences in the skills, industry knowledge and experience, education, background and other qualities, etc. of Directors and does not discriminate on the ground of race, age, gender or religious belief. These differences will be taken into account in determining the optimum composition of the Board and when possible should be balanced appropriately.

# CORPORATE GOVERNANCE REPORT

The Nomination Committee has responsibility for identifying and nominating for approval by the Board, candidates for appointment to the Board. It takes responsibility in assessing the appropriate mix of experience, expertise, skills and diversity required on the Board and assessing the extent to which the required skills are represented on the Board and reviewing effectiveness of the Board.

The Nomination Committee is also responsible for reviewing and reporting to the Board in relation to Board diversity.

Board appointments will be based on merit and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

Selection of candidates to join the Board will be, in part, dependent on the pool of candidates with the necessary knowledge, experience, skills, educational background and other qualities. The final decision will be based on merit and contribution the chosen candidate will bring to the Board.

The Board considers that Board diversity, including gender diversity, is a vital asset to the business.

At present, the Nomination Committee has not set any measurable objectives to implement the board diversity policy. However, it will consider and review the board diversity policy and setting of any measurable objectives from time to time.

## **Directors' Induction and Training**

On appointment to the Board, each newly appointed director receives a comprehensive induction package covering business operations, policy and procedures of the Company as well as the general, statutory and regulatory obligations of being a director to ensure that he/she is sufficiently aware of his/her responsibilities under the Listing Rules and other relevant regulatory requirements.



# CORPORATE GOVERNANCE REPORT

Director's training is an ongoing process. During the year, directors received from the Company updates on changes and development to the legislative and regulatory environments in which the Company operates. Directors participated in briefings and seminars as arranged by the Company with appropriate emphasis on the roles, functions and duties of the Directors. The Company had received record of the trainings from each director relating to development and refreshment of their knowledge and skills. The participation by individual directors in the continuous professional development is recorded in the table below:–

<b>Directors</b>	<b>Reading regulatory updates</b>	<b>Attending expert briefings/seminars/conferences relevant to the business or Directors' duties</b>
<b>Executive Directors</b>		
Mr. Lee Fung Lit David	✓	✓
Dr. Chow Pok Yu Augustine	✓	✓
Mr. Chan Shuen Chuen Joseph	✓	✓
Mr. Cheng Ming Shun	✓	✓
<b>Independent Non-Executive Directors</b>		
Mr. Ho Man Kai Anthony	✓	✓
Mr. Tong Kim Weng Kelly	✓	✓
Dr. Wong Yun Kuen	✓	✓

## **Corporate Governance Functions**

The Board is responsible for performing the corporate governance duties as required under the Code. The major roles and functions of the Board in respect of the corporate governance are:

- to develop and review the Company's policy and practices on corporate governance; and
- to review and monitor the training and continuous professional development of Directors, the Company's policies and practices on compliance with legal and regulatory requirements, the code of conduct and compliance manual applicable to employees and Directors and the Company's compliance with the Code.

# CORPORATE GOVERNANCE REPORT

The Board had considered the following corporate governance matters for 2013:–

- adoption of revised code provisions of the Code on board diversity as the Company's corporate governance practices
- adoption of board diversity policy
- review of usage of annual caps on the continuing connected transactions of the Group
- review of compliance with the Code and disclosure of Corporate Governance Report
- review of the effectiveness of the internal controls and risk management systems of the Company

## COMPANY SECRETARY

The Company has engaged and appointed a representative from an external secretarial services provider as the company secretary of the Company. The primary contact person with the company secretary of the Company is Mr. Cheng Ming Shun, the executive director and Chief Financial Officer of the Company. The company secretary of the Company has duly complied with the relevant training requirement under Rule 3.29 of the Listing Rules and has obtained the practitioner's endorsement certificate for 2013/2014 issued by the Hong Kong Institute of Chartered Secretaries.

## MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code set out in Appendix 10 of the Listing Rules as the code of conduct regarding securities transactions by the directors. Having made specific enquiry of all directors, the Company confirmed that in respect of the year ended 31st December, 2013, all directors have complied with the required standard set out in the Model Code.

The Company has also established written guidelines regarding securities transactions on no less exacting terms of the Model Code for specific individual who may have access to inside information in relation to the securities of the Company.

# CORPORATE GOVERNANCE REPORT

## EXTERNAL AUDITOR

The Audit Committee reviews engagement letter and report from the external auditor of the Company, BDO Limited, Certified Public Accountants (“BDO”), confirms their independence, approves their appointment, discusses the scope of their audit, approves their fees, and the scope and appropriate fees for any non-audit services requested to be provided by them.

BDO provided annual audit services in respect of the Company’s consolidated financial statements prepared under International Financial Reporting Standards for the year ended 31st December, 2013. The financial statements are prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance and the Listing Rules.

During the year, the fees to BDO in respect of audit services were HK\$774,000. In respect of non-audit services, the fees to BDO were HK\$146,300.

## INTERNAL CONTROL

The Company places great importance on internal control and risk management. The Company had established some policies, such as, securities trading policy for employees, corporate disclosure policy and policy for employees raising concerns about possible improprieties in financial reporting, internal control, etc. The Company continues to make improvements to its internal control system and will implement a stricter and more regulated internal control system in the new financial year.

The Company encourages a risk aware and control conscious environment throughout the Company. The Board, either directly or through its committees, sets objectives, performance targets and policies for management of key risks facing the Company. These include strategic planning, political and regulatory, acquisitions, investments, expenditure control, treasury and environment.

During the year, the Board and the Audit Committee had conducted a review of the effectiveness of the system of internal control and risk management of the Company and its subsidiaries pursuant to the Code including consideration of the adequacy of resources, staff qualifications and experience and training programmes and budget of the Company’s accounting and financial reporting function.

## GOING CONCERN

The directors, having made appropriate enquiries, consider that the Company has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate to adopt the going concern basis in preparing the financial statements.

# CORPORATE GOVERNANCE REPORT

## SHAREHOLDER COMMUNICATION

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

The Company uses a range of communication tools to ensure its shareholders are kept well informed of key business imperatives. These include annual general meeting, annual report, interim report, quarterly results announcement, various notices, announcements and circulars.

At the annual general meeting held on 31st May, 2013 ("2013 AGM"), a separate resolution was proposed by the Chairman in respect of each separate issue, including re-election of retiring Directors. The Chairman of the Board and the Chairmen and members of Audit Committee, Nomination Committee and Remuneration Committee and representatives of BDO attended the 2013 AGM to answer questions of shareholders. Procedure for conducting a poll were explained by the Chairman at the 2013 AGM.

### Attendance of individual Directors at general meeting(s) in 2013:

	2013 AGM
<b>Executive Directors</b>	
Mr. Lee Fong Lit David ( <i>Chairman</i> )	✓
Dr. Chow Pok Yu Augustine ( <i>Chief Executive Officer</i> )	✓
Mr. Chan Shuen Chuen Joseph	✓
Mr. Cheng Ming Shun ( <i>Chief Financial Officer</i> )	✓
<b>Independent Non-executive Directors</b>	
Mr. Ho Man Kai Anthony	✓
Mr. Tong Kim Weng Kelly	✓
Dr. Wong Yun Kuen	✓

The forthcoming annual general meeting of the Company will be held on 30th June, 2014 which will be conducted by way of poll.

# CORPORATE GOVERNANCE REPORT

## SHAREHOLDERS' RIGHTS AND INVESTOR RELATIONS

The general meetings of the Company provide an opportunity for communication between the shareholders and the Board. An annual general meeting of the Company shall be held in each year as may be determined by the Board. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting ("EGM"). Set out below are procedures by which shareholders may (a) convene an EGM; (b) put forward enquires to the Board; and (c) put forward proposals at general meetings. The procedures are subject to the Company's articles of association and applicable legislation and regulation.

### (a) Procedures for shareholders to convene EGM

Any one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company, shall at all times have the right, by written requisition to the Board or the company secretary of the Company, to require an EGM to be called by the Board for the transaction of any business specified in such requisition.

The written requisition must state the business to be transacted at the meeting, signed by the requisitionist(s) and deposited at the Company's registered office or the Company's principal place of business in Hong Kong for the attention of the Board or the company secretary of the Company, and may consist of several documents in like form, each signed by one or more requisitionist(s). The requisition will be verified with the Company's branch share registrars in Hong Kong and upon their confirmation that the requisition is proper and in order, the company secretary of the Company will ask the Board to convene an EGM by serving sufficient notice in accordance with the requirements under the articles of association of the Company and the Listing Rules to all the registered shareholders. On the contrary, if the requisition has been verified as invalid, the requisitionist(s) will be advised of this outcome and accordingly, an EGM will not be convened as requested.

If within twenty-one (21) days from the date of the deposit of the requisition the Board fails to proceed to convene such meeting, the requisitionist(s) or any of them representing more than one-half of the total voting rights of all of them, may convene a meeting in the same manner, but any meeting so convened shall not be held after the expiration of three months after the expiration of this said twenty-one days.

The notice period to be given to all the registered shareholders for consideration of the proposal raised by the requisitionist(s) concerned at the EGM varies according to the nature of the proposal as set out in the Company's articles of association and the Code.

# CORPORATE GOVERNANCE REPORT

## **(b) Procedures for putting enquiries to the Board**

Shareholders may, at any time, direct enquiries to the Board. All enquiries shall be in writing and sent by post to the principal place of business of the Company in Hong Kong or by email to [harmony@harmonyasset.com.hk](mailto:harmony@harmonyasset.com.hk) for the attention of the Chief Executive Officer.

## **(c) Procedures for putting forward proposals at general meetings**

To put forward proposals at a general meeting of the Company, a shareholder should lodge a written request, duly signed by the shareholder concerned, setting out the proposals at the Company's principal place of business in Hong Kong for the attention of the Board and the company secretary of the Company. The request will be verified with the Company's branch share registrars in Hong Kong and upon their confirmation that the request is proper and in order, the company secretary of the Company will pass the request to the Board. Whether a proposal will be put to a general meeting will be decided by the Board in its discretion, unless the proposal put forward by a shareholder is (i) pursuant to a requisition by a shareholder to convene an EGM referred to above or (ii) forms part of ordinary business to be considered at an annual general meeting as described in article 44 of the articles of association of the Company.

The procedures for shareholders of the Company to propose a person for election as director is available on the Company's website.

## **Constitutional documents**

There was no change in the memorandum and articles of association of the Company during the year.

The updated memorandum and articles of association of the Company is available on the Company's website.

## **DIRECTORS' RESPONSIBILITIES IN PREPARING THE FINANCIAL STATEMENTS AND INDEPENDENT AUDITOR'S RESPONSIBILITIES**

The Directors acknowledge that it is their responsibilities in preparing the financial statements. The statement of the Independent Auditor about their reporting responsibilities on the financial statements is set out in the Independent Auditor's Report on page 34 and page 35.



# INDEPENDENT AUDITOR'S REPORT



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## **TO THE SHAREHOLDERS OF HARMONY ASSET LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

We have audited the consolidated financial statements of Harmony Asset Limited (the “Company”) and its subsidiaries (together the “Group”) set out on pages 36 to 115, which comprise the consolidated and company statements of financial position as at 31st December, 2013, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

## **DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS**

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards, 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. This report is made solely to you, as a body, in accordance with the terms of our engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with International Standards on Auditing. 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.

# INDEPENDENT AUDITOR'S REPORT

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

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

## OPINION

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

### **BDO Limited**

*Certified Public Accountants*

### **Li Pak Ki**

*Practising Certificate Number P01330*

Hong Kong, 28th March, 2014

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the year ended 31st December

	Note	2013 HK\$	2012 HK\$
Turnover	5	7,637,209	10,275,453
Other revenue	5	37,401	136,592
Other gains and (losses)	5	(28,782,126)	16,550,330
		(21,107,516)	26,962,375
Employee benefits expenses		(3,802,023)	(3,431,119)
Depreciation of property, plant and equipment		(711,839)	(707,068)
Other operating expenses		(13,340,472)	(13,293,216)
(Loss) profit before income tax expense	6	(38,961,850)	9,530,972
Income tax expense	7	–	–
(Loss) profit for the year attributable to owners of the Company	9	(38,961,850)	9,530,972
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss:			
Losses on fair value changes on available-for-sale financial assets		(4,503,499)	(7,050,811)
Items reclassified to profit or loss:			
Transfer of fair value gain to profit or loss upon disposal of available-for-sale financial assets		(2,363,350)	(1,018,508)
Impairment losses on available-for-sale financial assets recognised in profit or loss		4,726,655	12,624,729
Other comprehensive income for the year		(2,140,194)	4,555,410
Total comprehensive income for the year attributable to owners of the Company		(41,102,044)	14,086,382
(Losses) earnings per share	10		
Basic		(HK\$1.00)	HK\$0.24
Diluted		(HK\$1.00)	HK\$0.24

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31st December

	Note	2013 HK\$	2012 HK\$
<b>Non-current assets</b>			
Property, plant and equipment	12	689,397	1,036,403
Available-for-sale financial assets	14	71,150,303	85,610,660
Loans and receivables	15	25,181,913	27,676,654
Deposits for investments		3,883,515	–
		100,905,128	114,323,717
<b>Current assets</b>			
Loans and receivables	15	17,896,798	22,268,845
Accounts receivable and prepayments	17	30,910,631	12,438,006
Financial assets at fair value through profit or loss	18	54,235,622	87,031,396
Derivative financial instruments	19	14,383,832	18,228,808
Tax recoverable		–	2,661,127
Bank balances and cash		30,878,872	34,096,412
		148,305,755	176,724,594
<b>Current liabilities</b>			
Accounts payable and accruals	20	7,529,196	7,205,583
Amount due to a related company	25(c)	–	1,058,997
		7,529,196	8,264,580
<b>Net current assets</b>		140,776,559	168,460,014
<b>Total assets less current liabilities/Net assets</b>		241,681,687	282,783,731
<b>Capital and reserves</b>			
Share capital	21	39,058,615	39,058,615
Reserves		202,623,072	243,725,116
<b>Total equity</b>		241,681,687	282,783,731
<b>Net asset value per share</b>	23	HK\$6.19	HK\$7.24

Approved and authorised for issue by the Board of Directors on 28th March, 2014

**LEE Fong Lit David**  
*Director*

**CHOW Pok Yu Augustine**  
*Director*

# STATEMENT OF FINANCIAL POSITION

As at 31st December

	Note	2013 HK\$	2012 HK\$
<b>Non-current assets</b>			
Property, plant and equipment	12	689,397	1,036,403
Interests in subsidiaries	13	111,641,973	141,230,041
Available-for-sale financial assets	14	13,095,969	12,412,545
Loans and receivables	15	–	1,200,000
		125,427,339	155,878,989
<b>Current assets</b>			
Loans and receivables	15	3,237,346	6,057,346
Accounts receivable and prepayments	17	3,770,511	1,190,168
Financial assets at fair value through profit or loss	18	17,485,805	27,078,181
Tax recoverable		–	2,661,127
Bank balances and cash		26,327,662	29,746,356
		50,821,324	66,733,178
<b>Current liabilities</b>			
Accounts payable and accruals	20	6,361,659	6,445,218
Amount due to a related company	25(c)	–	1,058,997
		6,361,659	7,504,215
<b>Net current assets</b>		44,459,665	59,228,963
<b>Net assets</b>		169,887,004	215,107,952
<b>Capital and reserves</b>			
Share capital	21	39,058,615	39,058,615
Reserves	22	130,828,389	176,049,337
<b>Total equity</b>		169,887,004	215,107,952

Approved and authorised for issue by the Board of Directors on 28th March, 2014

**LEE Fong Lit David**  
Director

**CHOW Pok Yu Augustine**  
Director

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the years ended 31st December, 2013 and 2012

	<b>Share capital</b> HK\$	<b>Share premium</b> HK\$	<b>Fair value reserve</b> HK\$	<b>Retained profits</b> HK\$	<b>Total</b> HK\$
At 1st January, 2013	39,058,615	162,768,326	36,598,241	44,358,549	282,783,731
Loss for the year	–	–	–	(38,961,850)	(38,961,850)
Losses on fair value changes on available-for-sale financial assets	–	–	(4,503,499)	–	(4,503,499)
Transfer of fair value gain to profit or loss upon disposal of available-for-sale financial assets	–	–	(2,363,350)	–	(2,363,350)
Impairment losses on available-for-sale financial assets recognised in profit or loss	–	–	4,726,655	–	4,726,655
Other comprehensive income for the year	–	–	(2,140,194)	–	(2,140,194)
Total comprehensive income for the year	–	–	(2,140,194)	(38,961,850)	(41,102,044)
At 31st December, 2013	39,058,615	162,768,326	34,458,047	5,396,699	241,681,687



# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the years ended 31st December, 2013 and 2012

	Share capital HK\$	Share premium HK\$	Fair value reserve HK\$	Retained profits HK\$	Total HK\$
At 1st January, 2012	39,058,615	162,768,326	32,042,831	34,827,577	268,697,349
Profit for the year	–	–	–	9,530,972	9,530,972
Losses on fair value changes on available-for-sale financial assets	–	–	(7,050,811)	–	(7,050,811)
Transfer of fair value gains to profit or loss upon disposal of available-for-sale financial assets	–	–	(1,018,508)	–	(1,018,508)
Impairment losses on available-for-sale financial assets recognised in profit or loss	–	–	12,624,729	–	12,624,729
Other comprehensive income for the year	–	–	4,555,410	–	4,555,410
Total comprehensive income for the year	–	–	4,555,410	9,530,972	14,086,382
At 31st December, 2012	39,058,615	162,768,326	36,598,241	44,358,549	282,783,731

# CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 31st December

	Note	2013 HK\$	2012 HK\$
<b>Cash used in operating activities</b>			
Cash used in operations	24	(14,931,460)	(22,043,625)
Income tax refund		2,661,127	–
<b>Net cash used in operating activities</b>		<b>(12,270,333)</b>	<b>(22,043,625)</b>
<b>Cash flows from investing activities</b>			
Interest received		1,590,672	5,288,795
Dividend received from available-for-sale financial assets		3,000,000	1,502,986
Advances to investees		(1,565,000)	(5,915,000)
Repayments from investees		6,285,968	2,708,030
Purchase of property, plant and equipment		(364,833)	(36,977)
Payment for deposits for investments		(3,883,515)	–
Purchase of available-for-sale financial assets		(19,472,712)	(10,750,558)
Purchase of convertible bonds		(15,609,373)	(16,000,000)
Redemption of convertible bonds		8,731,838	2,000,000
Proceeds from disposal of available-for-sale financial assets		30,339,748	1,938,152
<b>Net cash from (used in) investing activities</b>		<b>9,052,793</b>	<b>(19,264,572)</b>
<b>Net decrease in cash and cash equivalents</b>		<b>(3,217,540)</b>	<b>(41,308,197)</b>
Cash and cash equivalents at 1st January		34,096,412	75,404,609
<b>Cash and cash equivalents at 31st December</b>		<b>30,878,872</b>	<b>34,096,412</b>
<b>Analysis of the balances of cash and cash equivalents</b>			
Bank balances and cash		30,878,872	34,096,412

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 1. GENERAL

Harmony Asset Limited is incorporated in the Cayman Islands as an exempted company with limited liability. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal place of business of the Company was changed from Room 1902, Cheung Kong Center, 2 Queen's Road Central, Hong Kong to Suite 2806, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong with effect from 18th November, 2013. The Company's shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and were previously listed on Toronto Stock Exchange (the "TSX"). On 24th January, 2013, the Company announced that it applied for voluntary delisting of its shares from the TSX. The Company's application was approved by the TSX and the trading of the shares of the Company ceased on the TSX and the Company was delisted from the TSX at the close of business on 22nd July, 2013.

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 13.

## 2. ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs")

### (a) Adoption of new/revised IFRSs – effective 1st January, 2013

IFRSs (Amendment)	Annual Improvements 2010-2012 Cycle
Amendments to IAS 1 (Revised)	Presentation of Items of Other Comprehensive Income
Amendments to IFRS 7	Offsetting Financial Assets and Financial Liabilities
IFRS 10	Consolidated Financial Statements
IFRS 12	Disclosure of Interests in Other Entities
IFRS 13	Fair Value Measurement
IAS 28 (2011)	Investments in Associates and Joint Ventures

Except as explained below, the adoption of these amendments has no material impact on the Group's financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 2. ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (continued)

### (a) Adoption of new/revised IFRSs – effective 1st January, 2013 (continued)

#### *Amendments to IAS 1 (Revised) – Presentation of Items of Other Comprehensive Income*

The amendments to IAS 1 (Revised) require the Group to separate items presented in other comprehensive income into those that may be reclassified to profit and loss in the future and those that may not. Tax on items of other comprehensive income is allocated and disclosed on the same basis.

The Group has adopted the amendments retrospectively for the financial year ended 31st December, 2013. Items of other comprehensive income that may and may not be reclassified to profit and loss in the future have been presented separately in the consolidated statement of profit or loss and other comprehensive income. The comparative information has been restated to comply with the amendments. As the amendments affect presentation only, there are no effects on the Group’s financial position or performance. The title used by IAS 1 for the statement of comprehensive income has been changed to “Statement of profit or loss and other comprehensive income”. The Group has chosen to use this new title.

#### *IFRS 10 – Consolidated Financial Statements*

IFRS 10 introduces a single control model for consolidation of all investee entities. An investor has control when it has power over the investee (whether or not that power is used in practice), exposure or rights to variable returns from the investee and the ability to use the power over the investee to affect those returns. IFRS 10 contains extensive guidance on the assessment of control. For example, the standard introduces the concept of “de facto” control where an investor can control an investee while holding less than 50% of the investee’s voting rights in circumstances where its voting interest is of sufficiently dominant size relative to the size and dispersion of those of other individual shareholders to give it power over the investee. Potential voting rights are considered in the analysis of control only when these are substantive, i.e. the holder has the practical ability to exercise them.

The standard explicitly requires an assessment of whether an investor with decision making rights is acting as principal or agent and also whether other parties with decision making rights are acting as agents of the investor. An agent is engaged to act on behalf of and for the benefit of another party and therefore does not control the investee when it exercises its decision making authority. The accounting requirements in IAS 27 (2008) on other consolidation related matters are carried forward unchanged. The adoption does not change any of the control conclusion by the Group in respect of its involvement with other entities as at 1st January, 2013.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 2. ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (continued)

### (a) Adoption of new/revised IFRSs – effective 1st January, 2013 (continued)

#### *IFRS 13 – Fair Value Measurement*

IFRS 13 provides a single source of guidance on how to measure fair value when it is required or permitted by other standards. The standard applies to both financial and non-financial items measured at fair value and introduces a fair value measurement hierarchy. The definitions of the three levels in this measurement hierarchy are generally consistent with IFRS 7 “Financial Instruments: Disclosures”. IFRS 13 defines fair value as 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 (i.e. an exit price). The standard removes the requirement to use bid and ask prices for financial assets and liabilities quoted in an active market. Rather the price within the bid-ask spread that is most representative of fair value in the circumstances should be used. It also contains extensive disclosure requirements to allow users of the financial statements to assess the methods and inputs used in measuring fair values and the effects of fair value measurements on the financial statements. IFRS 13 is applied prospectively.

IFRS 13 did not materially affect any fair value measurements of the Group’s assets and liabilities and therefore has no effect on the Group’s financial position and performance. The standard requires additional disclosures about fair value measurements and these are included in note 27(b). Comparative disclosures have not been presented in accordance with the transitional provisions of the standard.

### (b) New or revised IFRSs that have been issued but are not yet effective

The following new or revised IFRSs, potentially relevant to the Group’s financial statements, have been issued, but are not yet effective and have not been early adopted by the Group.

IFRS 9	Financial Instruments
Amendments to IFRS 10, IFRS 12 and IAS 27 (2011)	Investment Entities <sup>1</sup>
Amendments to IAS 36	Recoverable Amount Disclosures for Non-Financial Assets <sup>1</sup>
IFRSs (Amendments)	Annual Improvements 2010-2012 Cycle <sup>3</sup>
IFRSs (Amendments)	Annual Improvements 2011-2013 Cycle <sup>2</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1st January, 2014

<sup>2</sup> Effective for annual periods beginning on or after 1st July, 2014

<sup>3</sup> Effective for annual periods beginning, or transactions occurring, on or after 1st July, 2014

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 2. ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (continued)

### (b) New or revised IFRSs that have been issued but are not yet effective (continued)

#### *IFRS 9 – Financial Instruments*

IFRS 9 “Financial Instruments” replaces those parts of IAS 39 relating to the classification and measurement of financial assets. Under IFRS 9, financial assets are classified into financial assets measured at fair value or at amortised cost depending on the entity’s business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. Fair value gains or losses will be recognised in profit or loss except for those non-trade equity investments, which the entity will have an irrevocable election in initial recognition, on an investment-by-investment basis, to recognise the gains and losses in other comprehensive income. There is no recycling of such fair value gains or losses to profit or loss. IFRS 9 carries forward the recognition and measurement requirements for financial liabilities from IAS 39, except for financial liabilities that are designated at fair value through profit or loss, where the amount of change in fair value attributable to change in credit risk of that liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, IFRS 9 retains the requirements in IAS 39 for derecognition of financial assets and financial liabilities.

#### *Amendments to IFRS 10, IFRS 12 and IAS 27 (2011) – Investment Entities*

The amendments apply to a particular class of businesses that qualify as investment entities. An investment entity’s business purpose is to invest funds solely for returns from capital appreciation, investment income or both. It evaluates the performance of its investments on a fair value basis. Investment entities could include private equity organisations, venture capital organisations, pension funds and investment funds.

The amendments provide an exception to the consolidation requirements in IFRS 10 “Consolidated Financial Statements” and require investment entities to measure particular subsidiaries at fair value through profit or loss rather than to consolidate them. The amendments also set out the disclosure requirements for investment entities. The amendments are applied retrospectively subject to certain transitional provisions.

#### *Amendments to IAS 36 – Recoverable Amount Disclosures for Non-Financial Assets*

The amendments limit the requirements to disclose the recoverable amount of an asset or cash generating unit (CGU) to those periods in which an impairment loss has been recognised or reversed, and expand the disclosures where the recoverable amount of impaired assets or CGUs has been determined based on fair value less costs of disposal. The amendments are effective for annual periods commencing on or after 1st January, 2014.



# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 2. ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (continued)

### (b) New or revised IFRSs that have been issued but are not yet effective (continued)

#### *Annual Improvements 2010-2012 Cycle and 2011-2013 Cycle*

The amendments issued under the annual improvements process make small, non-urgent changes to a number of standards where they are currently unclear. Among them IAS 16 “Property, Plant and Equipment” has been amended to clarify how the gross carrying amount and accumulated depreciation are treated where an entity uses the revaluation model. The carrying amount of the asset is restated to revalued amount. The accumulated depreciation may be eliminated against the gross carrying amount of the asset. Alternatively, the gross carrying amount may be adjusted in a manner consistent with the revaluation of the carrying amount of the asset and the accumulated depreciation is adjusted to equal the difference between the gross carrying amount and the carrying amount after taking into account accumulated impairment losses.

The directors are in process of making an assessment of the potential impacts of these pronouncements. The directors so far concluded that the application of these pronouncements will have no material impact on the Group’s financial statements.

## 3. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

### (a) Statement of compliance

The financial statements have been prepared in accordance with IFRSs issued by the International Accounting Standards Board and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

### (b) Basis of measurement

The financial statements have been prepared under the historical cost basis, except that, as disclosed in the summary of significant accounting policies in note 4(d), available-for-sale financial assets and financial assets at fair value through profit or loss are stated at fair value.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 3. BASIS OF PREPARATION OF FINANCIAL STATEMENTS (continued)

### (c) Use of estimates and judgements

In the application of the Group's accounting policies, which are described in note 4, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of 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 disclosed in note 28.

### (d) Functional and presentation currency

The financial statements are presented in Hong Kong dollar ("HK\$"), which is the same as the functional currency of the Company.

## 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### (a) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries made up to 31st December each year.

The financial statements of subsidiaries are included into the consolidated financial statements from the date that control commences until the date that control ceases.

All intra-group transactions and balances, and any unrealised profit arising from intra-group transactions, are eliminated in full on consolidation. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (b) Subsidiaries

A subsidiary is an entity controlled by the Company. An investor has control when it has power over the investee (whether or not that power is used in practice), exposure or rights to variable returns from the investee and the ability to use the power over the investee to affect those returns.

Investments in subsidiaries are stated in the Company's statement of financial position at cost less any impairment losses as set out in note 4(e) below. The results of subsidiaries are accounted for by the Company to the extent of dividends received and receivable.

### (c) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses as stated in note 4(e) below. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to working condition and location for its intended use.

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 normally expensed in profit or loss in the period in which they are incurred.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, over their estimated useful lives using the straight-line method. The annual rate used ranges from 20% to 33%.

The useful life of an asset, its residual value, and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period.

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount.

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (d) Financial instruments

Financial assets and financial liabilities are recognised in the statement of financial position when a group entity becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition or issue of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

#### *Financial assets*

The Group's financial assets are classified into one of the three categories, comprising financial assets at fair value through profit or loss, loans and receivables, and available-for-sale financial assets. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. The accounting policies adopted in respect of each category of financial assets are set out below.

#### *Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss represent financial assets held for trading if:

- they have been acquired principally for the purpose of selling in the near future; or
- they are part of an identified portfolio of financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- they are derivative that are not designated and effective as hedging instruments.

Derivatives embedded in non-derivative host contracts are separated from the relevant hosts and deemed as held-for-trading when the economic characteristic and risks of the embedded derivatives are not closely related to those of the host contracts, and the combined contracts are not measured at fair value through profit or loss.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (d) Financial instruments (continued)

#### *Financial assets (continued)*

##### *Financial assets at fair value through profit or loss (continued)*

Financial assets may be designated upon initial recognition as at fair value through profit or loss if the following criteria are met: (i) the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or recognising gains or losses on them on a different basis; (ii) the assets are part of a group of financial assets which is managed and its performance evaluated on a fair value basis according to a documented management strategy; or (iii) the financial asset contains an embedded derivative that would need to be separately recorded.

Subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value, with changes in fair value recognised in profit or loss in the period in which they arise.

##### *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including accounts receivable, loans receivable and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment losses.

##### *Available-for-sale financial assets*

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at fair value through profit or loss or loans and receivables. The Group designates certain listed and unlisted investments as available-for-sale financial assets. Subsequent to initial recognition, available-for-sale financial assets are measured at fair value. Changes in fair value are recognised in other comprehensive income and accumulated in fair value reserve within equity, until the financial asset is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously recognised in equity is reclassified from equity and recognised in profit or loss.

The fair value of listed available-for-sale investments is based on their quoted market prices at the end of reporting period, without any deduction for estimated future selling costs.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (d) Financial instruments (continued)

#### *Financial assets (continued)*

##### *Available-for-sale financial assets (continued)*

For available-for-sale equity investments which are not traded in an active market, fair value is estimated based upon an analysis of the respective investee's financial position and results, risk profile, nature of business, prospects, price of their recent transactions, other factors and assumptions not supported by observable market data as well as reference to market valuations for similar entities quoted in an active market, current fair value of comparable investments or applicable price/earning ratios for comparable listed companies adjusted to reflect the circumstances of the investee.

When the fair value of unlisted available-for-sale equity investments and derivatives that are linked to and must be settled by delivery of such unlisted equity instruments cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, they are measured at cost less any identified impairment losses.

#### *Impairment loss on financial assets*

Objective evidence that the asset is impaired includes observable data that comes to the attention of the Group includes the following loss events:

- significant financial difficulty of the debtor or counterparty;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- granting concession to a debtor because of the debtors' financial difficulty;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation; and
- a significant decline or prolonged decline in the fair value of an investment below its cost.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (d) Financial instruments (continued)

#### *Impairment loss on financial assets (continued)*

##### *For loans and receivables*

An impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. The carrying amount of financial asset is reduced through the use of an allowance account. When any part of financial asset is determined as uncollectible, it is written off against the allowance account for the relevant financial asset.

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

##### *For available-for-sale financial assets*

Where a decline in the fair value constitutes objective evidence of impairment, the amount of the loss is reclassified from equity and recognised in profit or loss.

Any impairment losses recognised in profit or loss on available-for-sale debt investments are subsequently reversed if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

For available-for-sale equity investment, any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income.

For available-for-sale equity investment that is carried at cost, the amount of impairment loss is measured as the difference between the carrying amount of the asset and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss shall not be reversed.



# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (d) Financial instruments (continued)

#### *Financial liabilities and equity*

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of a group entity after deducting all of its liabilities.

#### *Financial liabilities*

The Group's financial liabilities include accounts payable, accruals and amount due to a related company which are subsequently measured at amortised cost, using the effective interest method.

#### *Equity instruments*

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

Consideration paid to reacquire the Company's own equity instruments are deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale or cancellation of the Company's own equity instruments.

#### *Effective interest method*

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

#### *Derecognition*

Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial 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 directly in equity is recognised in profit or loss. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowings for the proceeds received.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (d) Financial instruments (continued)

#### *Derecognition (continued)*

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.

### (e) Impairment of other assets

At the end of each reporting period, the Group assesses whether there is any indication that property, plant and equipment and investments in subsidiaries have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased. If such an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount is the higher of the fair value less costs to sell and value in use of an asset. The fair value less costs to sell is the amount that could be obtained from the sale of an asset in an arm's length transaction between knowledgeable and willing parties less the costs of disposal, while value in use is the present value of the future cash flows expected to be derived from an asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

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

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, which is restricted to the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (f) Income taxes

Income taxes for the year comprise current tax and movements in deferred tax assets and liabilities. Income taxes are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income, in which case they are recognised in other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria is adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (f) Income taxes (continued)

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities if, and only if, the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (g) Translation of foreign currencies

Items included in the financial statements of each of the group entities are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). Foreign currency transactions during the year are translated into functional currency at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated into functional currency at the foreign exchange rates ruling at the end of reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated into functional currency using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated into functional currency using the foreign exchange rates ruling at the dates the fair value was determined.

The results of foreign operations are translated into presentation currency at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Items in statement of financial position are translated into presentation currency at the foreign exchange rates ruling at the end of reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated in a separate component of equity.

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

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

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (h) Provisions and contingent liabilities

A provision is recognised when the Group or the Company has a present legal or constructive obligation 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 of the amount of obligation can be made. Expenditures for which a provision has been recognised are charged against the related provision in the year in which the expenditures are incurred. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount provided is the present value of the expenditures expected to be required 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 possibility of an outflow of economic benefits 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 of economic benefits is remote.

### (i) Revenue recognition

Interest income is recognised as it accrues using the effective interest method.

Income from provision of other services is recognised when the related services are rendered.

Dividend income is recognised when the shareholder's right to receive payment is established.

### (j) Operating leases

Leases of assets under which substantially all the risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease payments under an operating lease are recognised as an expense in profit or loss on a straight-line basis over the lease term. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (k) Employee benefits

Salaries, annual leave and other benefits are accrued in the year in which the associated services are rendered by employees of the Group. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

The Group has only one defined contribution plan and the assets of which are held in separate trustee – administered funds. The Group's contributions to the defined contribution retirement scheme for all of its eligible employees are expensed as incurred. The Group's employer contributions vest fully with the employees when contributed into the retirement scheme in accordance with the rules of the retirement scheme.

### (l) Related parties

- (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 key management personnel of the Group or the Company's parent.
- (b) An entity is related to the Group if any of the following conditions apply:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (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.



# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (l) Related parties (continued)

(b) (continued)

(v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity 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 key management personnel of the entity (or of a parent of the entity).

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

(i) that person's children and spouse or domestic partner;

(ii) children of that person's spouse or domestic partner; and

(iii) dependents of that person or that person's spouse or domestic partner.

### (m) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, deposits with banks, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that 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 for the purpose of the statement of cash flows.

### (n) Dividends

Interim dividends are recognised directly as a liability when they are proposed and declared by the directors.

Final dividends proposed by the directors are classified as a separate allocation of retained profits within capital and reserves in the statement of financial position. Final dividends are recognised as a liability when they are approved by the shareholders.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 5. TURNOVER, OTHER REVENUE AND OTHER GAINS AND (LOSSES)

The Group principally invests in securities listed on recognised stock exchanges and unlisted securities, including equity securities and convertible bonds issued by corporate entities. Turnover, other revenue and other gains and losses recognised during the year are as follows:

	2013 HK\$	2012 HK\$
<b>Turnover:</b>		
Interest income from:		
– bank deposits	47,276	192,233
– loans receivable and convertible bonds	4,427,545	7,716,793
Dividend income from:		
– listed investments	162,388	863,441
– unlisted investments	3,000,000	1,502,986
	7,637,209	10,275,453
<b>Other revenue:</b>		
Service fee income	37,401	136,592
<b>Other gains and (losses):</b>		
Fair value (losses) gains on financial assets at fair value through profit or loss:		
– trading securities	(12,462,244)	8,317,936
– derivative financial instruments	(6,282,568)	12,796,455
Fair value loss on a convertible bond designated as at fair value through profit or loss	(463,251)	–
Net realised gain on disposals of financial assets at fair value through profit or loss:		
– trading securities	3,094,469	5,522,640
Net (loss) gain on financial assets at fair value through profit or loss	(16,113,594)	26,637,031
Impairment losses on loans and receivables	(13,384,734)	(1,708,524)
Recovery of impairment losses on loans and receivables previously recognised	4,825,000	1,225,864
Recovery of loans and receivables previously written off	124,381	406,201
Realised gain on disposal of a convertible bond	125,541	–
Recovery of impairment loss on accounts receivable previously recognised	–	1,487,971
Impairment losses on accounts receivable	(2,260,000)	–
Net (loss) gain on loans and receivables	(10,569,812)	1,411,512
Impairment losses on available-for-sale financial assets:		
– equity investments	(4,726,655)	(12,624,729)
Realised gain on disposal of available-for-sale financial assets	2,363,350	1,018,508
Net loss on available-for-sale financial assets	(2,363,305)	(11,606,221)
Net exchange gain on financial instruments not at fair value through profit or loss	264,585	108,008
	(28,782,126)	16,550,330

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 5. TURNOVER, OTHER REVENUE AND OTHER GAINS AND (LOSSES) (continued)

For management purposes, the Group's business activity is organised into one main operating segment, investment holding.

The following table provides an analysis of the Group's turnover, other revenue, other gains and losses by geographical location which is based on the domicile country or place of listing of the investees and counterparties as appropriate.

	2013 HK\$	2012 HK\$
<b>Turnover and other revenue</b>		
Hong Kong	4,334,729	6,528,718
Canada	70,382	813,394
Other countries	3,269,499	3,069,933
	7,674,610	10,412,045

	2013 HK\$	2012 HK\$
<b>Other gains and (losses)</b>		
Hong Kong	(11,092,749)	(12,115,544)
Canada	(15,429,554)	28,833,607
Other countries	(2,259,823)	(167,733)
	(28,782,126)	16,550,330

During the year, dividend income from one (2012: two) unlisted investment accounted for 39% (2012: 15%) of the Group's turnover.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 6. (LOSS) PROFIT BEFORE INCOME TAX EXPENSE

(Loss) profit before income tax expense has been arrived at after charging the following:

	2013 HK\$	2012 HK\$
Auditor's remuneration	798,000	770,000
Management fees ( <i>note 25(a)</i> )	3,906,350	3,915,231
Incentive fee ( <i>note 25(a)</i> )	–	1,058,997
Contributions to defined contribution plan*	98,907	86,921
Operating leases in respect of land and buildings	3,024,089	2,777,112

\* There was no forfeited contribution in respect of the defined contribution plan available at 31st December, 2013 and 2012 to reduce future contributions. There was no outstanding contribution to the plan at 31st December, 2013 and 2012.

## 7. INCOME TAX EXPENSE

- (a) No provision for Hong Kong Profits Tax has been made for the years ended 31st December, 2013 and 2012 as the Group has sustained estimated tax losses or has no estimated assessable profit after offsetting tax losses brought forward from prior years.

The directors consider that the Group has no income subject to taxation in other jurisdictions.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 7. INCOME TAX EXPENSE (continued)

- (b) Reconciliation between income tax expense and the Group's (loss) profit before income tax expense at applicable tax rate is set out below:

	2013 HK\$	2012 HK\$
(Loss) profit before income tax expense	(38,961,850)	9,530,972
Notional tax on (loss) profit before income tax expense, calculated at Hong Kong Profits Tax rate of 16.5% (2012: 16.5%)	(6,428,707)	1,572,610
Tax effect of income not taxable for tax purpose	(30,600)	(6,966,515)
Tax effect of expenses not deductible for tax purpose	3,169,698	1,816,543
Tax effect of tax losses not recognised	3,247,024	2,732,797
Utilisation of tax losses not previously recognised	(64,687)	–
Tax effect of other deductible temporary differences not recognised	107,272	844,565
Income tax expense	–	–

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 8. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

(a) Details of directors' emoluments are as follows:

	2013			
	Fees HK\$	Salaries, allowances and benefits in kind HK\$	Contributions to defined contribution plan HK\$	Total HK\$
<b>Executive directors:</b>				
Lee Fong Lit David	–	–	–	–
Chow Pok Yu Augustine	87,500	–	–	87,500
Chan Shuen Chuen Joseph	–	375,300	1,680	376,980
Cheng Ming Shun <sup>#</sup>	–	746,503	32,760	779,263
<b>Independent non-executive directors:</b>				
Tong Kim Weng Kelly	87,500	–	–	87,500
Ho Man Kai Anthony	87,500	–	–	87,500
Wong Yun Kuen	87,500	–	–	87,500
	350,000	1,121,803	34,440	1,506,243
2012				
	Fees HK\$	Salaries, allowances and benefits in kind HK\$	Contributions to defined contribution plan HK\$	Total HK\$
<b>Executive directors:</b>				
Lee Fong Lit David	–	–	–	–
Chow Pok Yu Augustine	70,000	–	–	70,000
Chan Shuen Chuen Joseph	–	345,800	2,210	348,010
Cheng Ming Shun <sup>#</sup>	–	666,060	30,325	696,385
<b>Non-executive director:</b>				
Lam Andy Siu Wing, JP*	25,000	–	–	25,000
<b>Independent non-executive directors:</b>				
Tong Kim Weng Kelly	70,000	–	–	70,000
Ho Man Kai Anthony	70,000	–	–	70,000
Wong Yun Kuen	70,000	–	–	70,000
	305,000	1,011,860	32,535	1,349,395

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 8. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (continued)

### (a) Details of directors' emoluments are as follows: (continued)

\* Lam Andy Siu Wing, JP retired as a non-executive director effective from 31st May, 2012.

# Cheng Ming Shun was appointed as an executive director effective from 1st June, 2012.

*Notes:*

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

### (b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include two (2012: two) directors whose emoluments is disclosed in note 8(a) above. The emoluments payable to the remaining three (2012: three) individuals during the year are as follows:

	2013 HK\$	2012 HK\$
Basic salaries, other allowances and benefits in kind	1,346,672	1,225,900
Contributions to defined contribution plan	59,400	56,580
	1,406,072	1,282,480

*Note:* The emoluments of the three (2012: three) individuals are within the band from nil to HK\$1,000,000.



# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 8. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (continued)

### (c) Senior management's emoluments

Senior management represents the executive directors. The emoluments paid or payable to senior management during the year are as follows:

	2013 HK\$	2012 HK\$
Directors fees	87,500	70,000
Basic salaries, other allowances and benefits in kind	1,121,803	1,011,860
Contributions to defined contribution plan	34,440	32,535
	1,243,743	1,114,395

The emoluments paid or payable to the four (2012: four) members of senior management were within the band from nil to HK\$1,000,000.

## 9. (LOSS) PROFIT FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY

The (loss) profit for the year attributable to owners of the Company includes a loss of HK\$46,024,372 (2012: loss of HK\$12,415,022) which has been dealt with in the financial statements of the Company.

## 10. (LOSSES) EARNINGS PER SHARE

### (a) Basic (losses) earnings per share

The calculation of basic (losses) earnings per share is based on the loss attributable to owners of the Company amounting to HK\$38,961,850 (2012: profit of HK\$9,530,972) and on the weighted average number of ordinary shares of 39,058,614 (2012: 39,058,614) in issue during the year.

### (b) Diluted (losses) earnings per share

Diluted (losses) earnings per share for the years ended 31st December, 2013 and 2012 are the same as the basic (losses) earnings per share as there is no potential dilutive shares in issue during both years.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 11. DIVIDENDS

The Board does not recommend the payment of any dividend for the years ended 31st December, 2013 and 2012.

## 12. PROPERTY, PLANT AND EQUIPMENT

	Group				Total HK\$
	Leasehold improvements HK\$	Office equipment HK\$	Furniture and fixtures HK\$	Motor vehicle HK\$	
	<b>Cost</b>				
At 1st January, 2012	1,090,699	493,377	538,808	1,444,000	3,566,884
Additions	–	31,060	5,917	–	36,977
At 31st December, 2012	1,090,699	524,437	544,725	1,444,000	3,603,861
Additions	346,778	–	18,055	–	364,833
Written off	(1,090,699)	–	–	–	(1,090,699)
At 31st December, 2013	346,778	524,437	562,780	1,444,000	2,877,995
<b>Accumulated depreciation</b>					
At 1st January, 2012	353,602	453,966	427,089	625,733	1,860,390
Provided for the year	370,005	10,521	37,742	288,800	707,068
At 31st December, 2012	723,607	464,487	464,831	914,533	2,567,458
Provided for the year	386,695	11,402	24,942	288,800	711,839
Written off	(1,090,699)	–	–	–	(1,090,699)
At 31st December, 2013	19,603	475,889	489,773	1,203,333	2,188,598
<b>Carrying amount</b>					
At 31st December, 2013	327,175	48,548	73,007	240,667	689,397
At 31st December, 2012	367,092	59,950	79,894	529,467	1,036,403

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 12. PROPERTY, PLANT AND EQUIPMENT (continued)

	Company				Total HK\$
	Leasehold improvements HK\$	Office equipment HK\$	Furniture and fixtures HK\$	Motor vehicle HK\$	
	<b>Cost</b>				
At 1st January, 2012	1,090,699	459,972	538,808	1,444,000	3,533,479
Additions	–	31,060	5,917	–	36,977
At 31st December, 2012	1,090,699	491,032	544,725	1,444,000	3,570,456
Additions	346,778	–	18,055	–	364,833
Written off	(1,090,699)	–	–	–	(1,090,699)
At 31st December, 2013	346,778	491,032	562,780	1,444,000	2,844,590
<b>Accumulated depreciation</b>					
At 1st January, 2012	353,602	420,561	427,089	625,733	1,826,985
Provided for the year	370,005	10,521	37,742	288,800	707,068
At 31st December, 2012	723,607	431,082	464,831	914,533	2,534,053
Provided for the year	386,695	11,402	24,942	288,800	711,839
Written off	(1,090,699)	–	–	–	(1,090,699)
At 31st December, 2013	19,603	442,484	489,773	1,203,333	2,155,193
<b>Carrying amount</b>					
At 31st December, 2013	327,175	48,548	73,007	240,667	689,397
At 31st December, 2012	367,092	59,950	79,894	529,467	1,036,403

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 13. INTERESTS IN SUBSIDIARIES

	2013 HK\$	2012 HK\$
Unlisted shares, at cost	16,718,596	16,718,596
Impairment losses on investments in subsidiaries	(16,718,580)	(16,718,580)
	16	16
Amounts due from subsidiaries ( <i>note a</i> )	166,826,884	173,877,150
Allowance for impairment losses on amounts due from subsidiaries	(55,184,927)	(32,647,125)
	111,641,957	141,230,025
	111,641,973	141,230,041

The table below reconciled the allowance for impairment losses on amounts due from subsidiaries for the year.

	2013 HK\$	2012 HK\$
At 1st January	32,647,125	42,574,955
Recovery of impairment losses previously recognised	–	(9,927,830)
Impairment losses recognised for the year	22,537,802	–
At 31st December	55,184,927	32,647,125

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 13. INTERESTS IN SUBSIDIARIES (continued)

Notes:

- (a) The amounts due from subsidiaries, which have no fixed repayment terms, are unsecured, interest free and not expected to be realised within one year from the end of reporting period.
- (b) The following is a list of subsidiaries at 31st December, 2013:

Name of subsidiary	Place of incorporation	Principal activities and place of operation	Particulars of issued share capital	Interest held
Plowright Investments Limited	British Virgin Islands	Investment holding in Hong Kong	1 ordinary share of USD1	100%*
IT Star Limited	British Virgin Islands	Investment holding in Hong Kong	1 ordinary share of USD1	100%*
Powercell Limited	British Virgin Islands	Investment holding in Hong Kong	1 ordinary share of USD1	100%
Quickrise Limited	British Virgin Islands	Investment holding in Hong Kong	1 ordinary share of USD1	100%
Wingo Venture Limited	British Virgin Islands	Investment holding in Hong Kong	1 ordinary share of USD1	100%
Datacom Venture Limited	British Virgin Islands	Investment holding in Hong Kong	1 ordinary share of USD1	100%
Gwynneth Gold Limited	British Virgin Islands	Investment holding in Hong Kong	1 ordinary share of USD1	100%
Goal Vision Limited	British Virgin Islands	Investment holding in Hong Kong	1 ordinary share of USD1	100%
Techlink Venture Limited	British Virgin Islands	Investment holding in Hong Kong	1 ordinary share of USD1	100%

\* Shares held directly by the Company

None of the subsidiaries issued any debt securities at the end of reporting period.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 14. AVAILABLE-FOR-SALE FINANCIAL ASSETS

	Group		Company	
	2013 HK\$	2012 HK\$	2013 HK\$	2012 HK\$
Unlisted equity securities ( <i>note a</i> )	68,000,303	81,902,520	9,945,969	9,262,545
Equity securities listed outside				
Hong Kong	–	558,140	–	–
Club debentures	3,150,000	3,150,000	3,150,000	3,150,000
Total available-for-sale financial assets, at fair value	71,150,303	85,610,660	13,095,969	12,412,545
Market value of equity securities listed outside Hong Kong	–	558,140	–	–

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 14. AVAILABLE-FOR-SALE FINANCIAL ASSETS (continued)

Notes:

- (a) As at 31st December, 2013, details of major equity securities included in available-for-sale financial assets are as follows:

Name of investee	Place of incorporation	Principal activities	As at 31st December	Proportion of investee's capital owned	Investment cost	Fair value of investment	Dividend income received during the year	Dividend cover	Net assets (liabilities) attributable to the investment	Accumulated	Accumulated
										fair value gains (losses) on investment recognised in the financial statements	impairment losses on investment recognised in the financial statements
					HK\$'000	HK\$'000	HK\$'000		HK\$'000	HK\$'000	HK\$'000
Bartan Limited	Hong Kong	Real-estate development	2013	16.5%	2,950	10,300	-	-	10,300	7,350	-
			2012	16.5%	2,950	18,000	-	-	18,000	15,050	-
China High Growth Investment Limited*	Cayman Islands	Long short equity fund	2013	6.90%	7,797	8,966	-	-	8,966	1,169	-
			2012	13.33%	7,797	8,163	-	-	8,163	366	-
Eastern Hero Investments Limited	Hong Kong	Real-estate development	2013	10.00%	1,145	1,200	-	-	1,200	55	-
			2012	10.00%	1,145	1,704	-	-	1,704	559	-
Dance Biopharm Inc.	Delaware	Medical development	2013	6.61%	19,473	40,222	-	-	40,222	20,749	-
			2012	-	-	-	-	-	-	-	-
Legend Picture LLC	Delaware	Production of motion pictures	2013	0.07%	2,982	6,196	-	-	(198)	3,214	-
			2012	0.07%	2,982	6,287	-	-	6,287	3,305	-

Unless otherwise specified, all investments are indirectly held by the Company through its subsidiaries.

\* Directly held by the Company



# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 14. AVAILABLE-FOR-SALE FINANCIAL ASSETS (continued)

Notes: (continued)

- (b) Particulars of the impairment losses on available-for-sale financial assets recognised during the year are as follows:

2013

Name of investee	Cost of investment HK\$	Accumulated impairment losses brought forward HK\$	Impairment losses recognised during the year HK\$	Accumulated impairment losses carried forward HK\$	Carrying value HK\$
Baanto International Limited	2,728,963	–	2,728,963	2,728,963	–
Excel Concept Development Limited	2,210,178	1,162,781	910,721	2,073,502	136,676
Glory Wing International Limited	5,000,000	3,900,000	120,000	4,020,000	980,000
Guce Technology Park Limited	3,000,000	2,033,029	966,971	3,000,000	–
			4,726,655		

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 14. AVAILABLE-FOR-SALE FINANCIAL ASSETS (continued)

Notes: (continued)

- (b) Particulars of the impairment losses on available-for-sale financial assets recognised during the year are as follows: (continued)

2012

Name of investee	Cost of investment HK\$	Accumulated impairment losses brought forward HK\$	Impairment losses recognised during the year HK\$	Accumulated impairment losses carried forward HK\$	Carrying value HK\$
Glory Wing International Limited	5,000,000	–	3,900,000	3,900,000	1,100,000
Gold China Development Limited	2,351,389	–	2,351,389	2,351,389	–
Guce Technology Park Limited	3,000,000	–	2,033,029	2,033,029	966,971
Marble Field Investment Limited	1,974,682	–	1,974,682	1,974,682	–
BioWorld International Limited	1,583,093	–	1,583,093	1,583,093	–
Excel Concept Development Limited	1,300,000	382,245	780,536	1,162,781	137,219
Square Profit Limited	2,000	–	2,000	2,000	–
			12,624,729		

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 15. LOANS AND RECEIVABLES

	Group		Company	
	2013 HK\$	2012 HK\$	2013 HK\$	2012 HK\$
Loans to investees	54,137,049	54,904,695	6,237,346	1,200,000
Less: Allowance for impairment losses ( <i>note b</i> )	(25,544,911)	(19,748,380)	(3,000,000)	–
Loans to investees after impairment losses ( <i>note a</i> )	28,592,138	35,156,315	3,237,346	1,200,000
Convertible bonds ( <i>note c</i> )	14,486,573	14,789,184	–	6,057,346
Total after impairment losses ( <i>note d</i> )	43,078,711	49,945,499	3,237,346	7,257,346
Less: Current portion classified as current assets	(17,896,798)	(22,268,845)	(3,237,346)	(6,057,346)
Non-current portion classified as non-current assets	25,181,913	27,676,654	–	1,200,000

*Notes:*

(a) This comprises:–

Loans to investees amounting to HK\$21,035,303 after impairment losses of HK\$14,525,900 (2012: HK\$23,899,213 after impairment losses of HK\$18,093,479), have no fixed repayment terms, are unsecured, interest free and not expected to be realised within one year from the end of reporting period. Imputed interest income of HK\$1,389,357 (2012: HK\$1,728,197) on certain interest free loans to investees with carrying amount of HK\$4,882,305 (2012: HK\$14,329,498) as at 31st December, 2013 had been recognised during the year. The effective interest rate per annum ranged from 9% to 15% (2012: 9% to 15%).

A loan to an investee amounting to HK\$3,176,852 after impairment losses of HK\$6,161,648 (2012: HK\$7,057,102 after impairment losses of HK\$1,654,901) is unsecured, interest free and repayable on 31st December, 2013.

A loan to an investee amounting to HK\$1,142,637 after impairment losses of HK\$1,857,363 (2012: HK\$3,000,000 with no impairment losses) is unsecured, interest bearing at 6% per annum and is repayable on 31st December, 2012.

A loan to an investee by the Company amounting to nil (2012: HK\$1,200,000) is unsecured, interest bearing at 10% per annum and is repayable on 4th January, 2014.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 15. LOANS AND RECEIVABLES (continued)

Notes: (continued)

- (a) A loan to an investee by the Company amounting to HK\$3,237,346 after impairment losses of HK\$3,000,000 (2012: nil) is unsecured, interest bearing at 3% per annum and is repayable on 9th April, 2013.
- (b) Movement of allowance for impairment losses:

	Group	
	2013 HK\$	2012 HK\$
Balance at 1st January	19,748,380	19,265,720
Impairment losses recognised	13,384,734	1,708,524
Recovery of impairment losses previously recognised	(4,825,000)	(1,225,864)
Written off of loans impaired in prior years	(2,763,203)	–
Balance at 31st December	25,544,911	19,748,380

The Group recognised impairment loss on individual assessment of loans and receivables based on the accounting policy stated in note 4(d).

- (c) During the year, the Group subscribed for one convertible bond (the “CB1”) from an unlisted company and two convertible bonds (the “CB2” and “CB3”) from two companies listed outside Hong Kong with principal amounts of HK\$9,000,000, HK\$6,117,435 and HK\$491,938 respectively. The CB1, CB2 carry interest at 8% per annum while the CB3 carries interest at 12% per annum. The maturity dates of CB1, CB2 and CB3 are 6th March, 2014, 18th December, 2016 and 21st May, 2014 respectively. The Group has the option to convert the CB1 to not more than 15% of the equity interest of the issuer. For the CB2 and CB3, the conversion exercise price for each share is US\$0.25 and CAD0.05 respectively.

The investments in the CB1, CB2 and CB3 have been split between a debt component and embedded derivatives (i.e. conversion options). The Group accounted for the debt components as “loans and receivables” and the conversion options as “derivative financial instruments” (note 19). The initial carrying amounts of the conversion options amounted to HK\$831,109, HK\$778,063 and HK\$ nil for the CB1, CB2 and CB3 respectively, which are the residual amounts after separating the debt components of HK\$8,168,891, HK\$4,510,952 and HK\$491,938 for the CB1, CB2 and CB3 at initial recognition. The debt components are initially recognised at the sum of contractual stream of future cash flows discounted at the effective interest rate of similar bonds without the conversion options, and subsequently measured at amortised cost. The carrying amounts of the debt components of the CB1, CB2 and CB3 are HK\$9,448,025 (2012: nil), HK\$4,546,610 (2012: nil) and HK\$491,938 (2012: nil) respectively as at 31st December, 2013.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 15. LOANS AND RECEIVABLES (continued)

*Notes: (continued)*

(c) (continued)

During the year ended 31st December, 2012, the Group subscribed for two convertible bonds (the “CB4” and the “CB5”) from two unlisted companies with principal amounts of HK\$8,000,000 and HK\$3,000,000 respectively. The CB4 and the CB5 carry interest at 6% per annum. The maturity dates of the CB4 and the CB5 are 17th April, 2013 and 15th November, 2014 respectively. The Group has the option to convert the CB4 and the CB5 to not more than 30% of the equity interest of the issuers.

The investments in the CB4 and the CB5 have been split between a debt component and embedded derivatives (i.e. conversion options). The Group accounted for the debt component as “loans and receivables” and the conversion options as “derivative financial instruments” (note 19). The debt component is initially recognised at the sum of contractual stream of future cash flows discounted at the effective interest rate of similar bonds without the conversion options, and subsequently measured at amortised cost. During the year, the CB4 matured and the principal amount of HK\$6,000,000 was fully settled by the issuer. During the year, the CB5 was disposed at a gain of HK\$125,541. The carrying amounts of the debt components of the CB4 and the CB5 are nil (2012: HK\$6,154,397) and nil (2012: HK\$2,577,441) respectively as at 31st December, 2013.

During the year ended 31st December, 2010, the Group subscribed for HK\$6,000,000 out of an aggregate principal amount of HK\$70,000,000 convertible bonds (the “Glory Wing Convertible Bonds”) issued by an investee of the Group, Glory Wing International Limited (“Glory Wing”). The Glory Wing Convertible Bonds carry interest at 3% coupon rate per annum with date of maturity on 9th April, 2013 and are secured by the entire issued share capital of Glory Wing. The Glory Wing Convertible Bonds may be converted into shares of Glory Wing equal to 35% of its enlarged share capital after the conversion, of which approximately 3% is attributable to the Group. The Glory Wing Convertible Bonds may be converted into shares of Glory Wing at any time after the issue date but before the maturity date. The issuer shall have the right to redeem the Glory Wing Convertible Bonds at any time after the issue date but before the maturity date and on the maturity date at the redemption amount of 108% and 103% of outstanding principal with accrued interest respectively.

The investment in the Glory Wing Convertible Bonds has been split between a debt component and embedded derivatives (i.e. conversion option and redemption option). The Group accounted for the debt component as “loans and receivables” and the options as “derivative financial instruments” (note 19). The debt component is initially recognised at the sum of contractual stream of future cash flows discounted at the effective interest rate of similar bonds without the options, and subsequently measured at amortised cost. During the year ended 31st December, 2013, the Glory Wing Convertible Bonds matured and the amount is reclassified as loans to investees. The carrying amount of the debt component of the Glory Wing Convertible Bonds is nil (2012: HK\$6,057,346) as at 31st December, 2013

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 15. LOANS AND RECEIVABLES (continued)

Notes: (continued)

(d) The loans and receivables after impairment losses can be analysed as follows:

	Group		Company	
	2013 HK\$	2012 HK\$	2013 HK\$	2012 HK\$
Balance past due less than one month but not impaired (note i)	–	3,000,000	–	–
Balances neither past due nor impaired (note ii)	35,521,876	36,615,001	–	7,257,346
Balances not past due but impaired (note iii)	–	10,330,498	–	–
Balance past due (note iii)				
– less than 30 days	3,176,852	–	–	–
– over 90 days but less than 1 year and impaired	4,379,983	–	3,237,346	–
	43,078,711	49,945,499	3,237,346	7,257,346

Notes:

- (i) The directors consider the investee should be able to meet its obligation to repay the debt taking into account its financial position and business prospect. The balance of HK\$3,000,000 in previous year was fully settled in 2013.
- (ii) At the end of reporting period, there are no events of default in repayment of these loans which relate to a number of loans made to investees. The directors consider the investees should be able to meet their obligations to repay the debts taking into account their financial position and business prospect.
- (iii) At the end of reporting period, the Group takes into consideration the likelihood of collection and the financial position of the investees. Specific allowance is made for loans that are unlikely to be collectible and is recognised based on the estimation of the present value of the future cash flows expected to be received by the Group discounted at the original effective interest rate.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 15. LOANS AND RECEIVABLES (continued)

Notes: (continued)

- (e) Particulars of the impairment losses on loans to investees recognised during the year are as follows:

2013

Name of investee	Gross amount of loans to investees HK\$	Accumulated impairment losses brought forward HK\$	Impairment losses recognised during the year HK\$	Accumulated impairment losses carried forward HK\$	Carrying value HK\$
BioWorld International Limited	9,338,500	1,654,901	4,506,747	6,161,648	3,176,852
Gold China Development Limited	5,279,148	1,708,524	4,020,624	5,729,148	–
Guce Technology Park Limited	3,400,000	–	1,857,363	1,857,363	1,542,637
Glory Wing International Limited	6,237,346	–	3,000,000	3,000,000	3,237,346
			13,384,734		

2012

Name of investee	Gross amount of loans to investees HK\$	Accumulated impairment losses brought forward HK\$	Impairment losses recognised during the year HK\$	Accumulated impairment losses carried forward HK\$	Carrying value HK\$
Gold China Development Limited	4,981,920	–	1,708,524	1,708,524	3,273,396



# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 16. DEFERRED TAX ASSETS

At the end of reporting period, the directors reviewed the likelihood of utilisation or reversal of the temporary differences and considered it may no longer be probable that the temporary differences could be utilised or reversed. As such, no deferred tax assets were recognised at 31st December, 2012 and 2013.

Deferred tax assets have not been recognised in respect of the following amounts of deductible temporary differences:

	Group		Company	
	2013 HK\$	2012 HK\$	2013 HK\$	2012 HK\$
Deductible temporary differences in respect of net unrealised losses on financial assets at fair value through profit or loss	40,452,242	40,734,935	40,452,242	40,734,935
Unutilised tax losses	21,753,200	29,570,426	16,657,193	24,732,838
	62,205,442	70,305,361	57,109,435	65,467,773

No deferred tax assets in respect of the estimated tax losses and deductible temporary differences had been recognised due to the unpredictability of future profit streams. The tax losses can be carried forward indefinitely.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 17. ACCOUNTS RECEIVABLE AND PREPAYMENTS

	Group		Company	
	2013 HK\$	2012 HK\$	2013 HK\$	2012 HK\$
Accounts receivable	25,516,764	4,606,250	–	–
Interest receivable	457,232	703,908	8,992	143,863
Other receivables	2,095,300	5,139,824	1,896,513	139,824
Receivables after allowance for impairment losses ( <i>note a</i> )	28,069,296	10,449,982	1,905,505	283,687
Deposits	2,091,649	743,194	1,119,126	743,166
Prepayments	749,686	1,244,830	745,880	163,315
	30,910,631	12,438,006	3,770,511	1,190,168

Notes:

- (a) The aging analysis of the receivables (after allowance for impairment losses) based on due date is as follows:

	Group		Company	
	2013 HK\$	2012 HK\$	2013 HK\$	2012 HK\$
Balances neither past due nor impaired ( <i>note b</i> )	28,069,296	6,543,732	1,905,505	283,687
Balances past due over 30 days and less than 90 days but not impaired ( <i>note c</i> )	–	3,906,250	–	–
Receivables after allowance for impairment losses	28,069,296	10,449,982	1,905,505	283,687

- (b) The balances that were neither past due nor impaired relate to a number of debtors for whom there was no recent history of default.
- (c) As at 31st December, 2012, the balances past due but not impaired represent receivables from two debtors. The directors consider these two debtors should be able to meet their obligations to repay the debts taking into account their financial positions and business prospect. All of the amount has been subsequently settled after year end date.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 17. ACCOUNTS RECEIVABLE AND PREPAYMENTS (continued)

Notes: (continued)

(d) The table below reconciled the allowance for impairment losses on receivables for the year.

	Group		Company	
	2013 HK\$	2012 HK\$	2013 HK\$	2012 HK\$
At 1st January	3,294,939	4,782,910	3,294,939	3,294,939
Impairment recognised for the year	2,260,000	–	–	–
Recovery of impairment loss previously recognised	–	(1,487,971)	–	–
At 31st December	5,554,939	3,294,939	3,294,939	3,294,939

## 18. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	Group		Company	
	2013 HK\$	2012 HK\$	2013 HK\$	2012 HK\$
Trading securities (note a)	49,698,873	82,031,396	17,485,805	27,078,181
Convertible bonds designated as at fair value through profit or loss (note b)	4,536,749	5,000,000	–	–
	54,235,622	87,031,396	17,485,805	27,078,181

Notes:

### (a) Trading securities

	Group		Company	
	2013 HK\$	2012 HK\$	2013 HK\$	2012 HK\$
Current assets:				
Equity securities held for trading at market value				
– Listed in Hong Kong	15,788,250	24,834,946	15,788,250	24,834,946
– Listed outside Hong Kong	33,910,623	57,196,450	1,697,555	2,243,235
	49,698,873	82,031,396	17,485,805	27,078,181

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 18. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

Notes: (continued)

### (a) Trading securities (continued)

As at 31st December, 2013, details of major listed equity securities are as follows:

Name of investee	Place of incorporation	As at 31st December	Proportion of investee's capital owned	Cost HK\$'000	Market value HK\$'000	Dividend income received during the year HK\$'000	Dividend cover	Net assets (liabilities) attributable to the investment HK\$'000	Accumulated fair value gains (losses) on investment recognised in the financial statements HK\$'000
<b>Listed in Hong Kong:</b>									
Allied Properties (HK) Limited ("Allied") (note i)	Hong Kong	2013	0.01%	989	1,040	-	-	4,326	51
		2012	-	-	-	-	-	-	-
Kaisun Energy Group Limited ("Kaisun") (note ii)	Cayman Islands	2013	3.32%	37,658	10,869	-	-	21,474	(26,789)
		2012	3.32%	37,658	15,651	-	-	27,407	(22,007)
Upbest Group ("Upbest") (note iii)	Cayman Islands	2013	0.30%	1,249	3,880	143	3.47	4,020	2,631
		2012	0.30%	1,249	3,840	139	2.03	3,667	2,591
<b>Listed outside Hong Kong:</b>									
MBMI Resources Inc. ("MBMI") <sup>#</sup> (note iv)	Canada	2013	18.84%	32,762	2,990	-	-	(2,321)	(29,772)
		2012	18.84%	32,762	2,420	-	-	(2,490)	(30,342)
Medifocus Inc ("MFS") <sup>*</sup> (note v)	Ontario	2013	13.75%	20,362	28,820	-	-	1,573	8,458
		2012	15.70%	19,284	35,952	-	-	11,392	16,668
Mwana Africa ("Mwana") <sup>#</sup> (note vi)	England and Wales	2013	0.32%	1,121	1,006	-	-	2,079	(115)
		2012	-	-	-	-	-	-	-

Unless otherwise specified, all of the above investments are directly held by the Company.

<sup>#</sup> Held by a subsidiary

<sup>\*</sup> 94% (2012: 94%) and 6% (2012: 6%) of the Group's equity interest in the investment are held by a subsidiary and the Company respectively.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 18. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

Notes: (continued)

### (a) Trading securities (continued)

Notes:

- (i) Allied is engaged in property holding, real estate agency services and provision of management and consultancy services.
- (ii) Kaisun is engaged in the mining, sales and processing of coking coal in the People's Republic of China.
- (iii) Upbest provides a wide range of financial services including securities broking, margin financing, loan financing, corporate finance advisory, futures broking and asset management.
- (iv) MBMI acquires, explores and develops mineral properties in Ontario and Canada.
- (v) MFS is engaged in the business of development and commercialisation of minimally invasive, focused heat tumor targeting cancer treatment devices and systems.
- (vi) Mwana is engaged in mining and exploration activities of gold, nickel, copper and diamonds in Zimbabwe, the Democratic Republic of the Congo (DRC) and South Africa.

### (b) Convertible bonds designated as at fair value through profit or loss

During the year ended 31st December, 2012, the Group subscribed for convertible bonds (the "CB6") from an unlisted company with principal amount of HK\$5,000,000. The CB6 carries interest at 8% per annum. The maturity date of the CB6 is 19th December, 2014. The Group has the option to convert the CB6 to 15% of the equity interest of the issuer. Management designated the CB6 as financial asset at fair value through profit or loss at initial recognition. As at 31st December, 2013, the fair value of the CB6 is HK\$4,536,749 based on the valuation as at 31st December, 2013. As at 31st December, 2012, the fair value of the CB6 is HK\$5,000,000 which approximates to the acquisition cost of CB6 of HK\$5,000,000 on 19th December, 2012.

Binomial option pricing model was used for valuation of the CB6. The inputs into the valuation model were as follows:

	<b>31st December, 2013</b>
	<b>CB6</b>
Grant date	19th December, 2012
Maturity date	19th December, 2014
Coupon rate (per annum)	8%
Share price per share	HK\$ nil
Exercise price per share	HK\$2.833
Risk free rate	0.187%
Expected life (years)	0.97
Expected volatility	37.602%
Expected dividend yield	-

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 19. DERIVATIVE FINANCIAL INSTRUMENTS

	Group		Company	
	2013 HK\$	2012 HK\$	2013 HK\$	2012 HK\$
Warrants ( <i>note a</i> )	11,907,529	18,228,808	–	–
Embedded derivatives in convertible bonds ( <i>note b</i> )	2,476,303	–	–	–
	14,383,832	18,228,808	–	–

Notes:

### (a) Warrants

As at 31st December, 2013, the Group holds three warrants (the “Warrant 1”, the “Warrant 2” and the “Warrant 3”) issued by an overseas listed company, MFS. The fair values of the warrants are based on the valuation as at 31st December, 2013. Net loss on the warrants of HK\$7,149,699 (2012: gain of HK\$17,316,248) has been recognised in profit or loss.

Binomial option pricing model was used for valuation of the Warrant 1 and the Warrant 2. The inputs into the valuation model as at 31st December, 2013 and 2012 were as follows:

	31st December, 2013		31st December, 2012	
	Warrant 1	Warrant 2	Warrant 1	Warrant 2
Number of warrants	8,866,666	3,533,334	8,866,666	3,533,334
Grant date	21st June, 2012	21st September, 2012	21st June, 2012	21st September, 2012
Maturity date	21st June, 2014	21st September, 2014	21st June, 2014	21st September, 2014
Share price per share	CAD 0.25	CAD 0.25	CAD 0.29	CAD 0.29
Exercise price per share	CAD 0.20	CAD 0.20	CAD 0.20	CAD 0.20
Risk free rate	0.95%	0.97%	1.118%	1.129%
Expected life (years)	0.47	0.72	1.47	1.72
Expected volatility	114.49%	131.46%	122.87%	139.55%
Expected dividend yield	Nil	Nil	Nil	Nil

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 19. DERIVATIVE FINANCIAL INSTRUMENTS (continued)

Notes: (continued)

### (a) Warrants (continued)

Monte-Carlo simulation model was used for valuation of the Warrant 3. The inputs into the valuation model as at 31st December, 2013 were as follows:

	<b>31st December, 2013</b>
	<b>Warrant 3</b>
Number of warrants	1,580,000
Grant date	18th December, 2013
Maturity date	18th December, 2016
Share price per share	USD0.2305
Exercise price per share	USD0.3000
Risk free rate	0.765%
Expected life (years)	2.97
Expected volatility	147.10%
Expected dividend yield	Nil

### (b) Embedded derivatives in the convertible bonds

This represents the fair value of the conversion options embedded in the CB1 and the CB2 of HK\$nil and HK\$2,476,303 respectively as mentioned in note 15(c) as at 31st December, 2013. The fair value of the options embedded in the convertible bonds is based on the valuations as at 31st December, 2013. As at 31st December, 2012, the fair value of the options was nil.

Net gain on the options embedded in the convertible bonds of HK\$867,131 (2012: HK\$4,519,793) had been recognised in profit or loss during the year.

Binomial option pricing model was used for valuation of the options embedded in the two convertible bonds. The inputs into the valuation model as at 31st December, 2013 were as follows:

	<b>31st December, 2013</b>	
	<b>CB1</b>	<b>CB2</b>
	<b>Conversion option</b>	<b>Conversion option</b>
Share price per share	HK\$136.8644	USD0.2305
Conversion price per share	HK\$1,937.98	USD0.25
Volatility	37.589%	147.10%
Dividend yield	–	–
Option life (years)	0.18	2.97
Risk free rate	0.11%	0.751%



# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 19. DERIVATIVE FINANCIAL INSTRUMENTS (continued)

Notes: (continued)

### (b) Embedded derivatives in the convertible bonds (continued)

The inputs into the valuation model as at 31st December, 2012 were as follows:

	Glory Wing Convertible Bonds 31st December, 2012	
	Redemption option	Conversion option
Redemption price	HK\$75,600,000 (HK\$6,480,000 attributable to the Group)	N/A
Share price per share	N/A	HK\$4,400
Conversion price per share	N/A	HK\$13,006
Volatility	57.2%	57.2%
Dividend yield	–	–
Option life (years)	0.27	0.27
Risk free rate	0.05%	0.05%

  

	31st December, 2012	
	CB4 Conversion option	CB5 Conversion option
Share price per share	HK\$891,045	HK\$12
Conversion price per share	HK\$1,500,000	HK\$700
Volatility	0%	47.86%
Dividend yield	–	–
Option life (years)	0.29	1.87
Risk free rate	0.05%	0.112%

Volatility of the share price was determined based on the historical volatilities of the share prices of companies that are considered comparable to the issuers of the convertible bonds.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 20. ACCOUNTS PAYABLE AND ACCRUALS

	Group		Company	
	2013 HK\$	2012 HK\$	2013 HK\$	2012 HK\$
Accruals and other payables	7,369,905	7,046,153	6,202,368	6,285,788
Unclaimed dividend payable	159,291	159,430	159,291	159,430
	7,529,196	7,205,583	6,361,659	6,445,218

The aging analysis of accounts payable is as follows:

	Group		Company	
	2013 HK\$	2012 HK\$	2013 HK\$	2012 HK\$
Current	7,369,905	7,131,053	6,202,368	6,370,688
Over 1 year	159,291	74,530	159,291	74,530
	7,529,196	7,205,583	6,361,659	6,445,218

## 21. SHARE CAPITAL

	Number of shares	Amount HK\$
<b>Authorised:</b>		
Ordinary shares of HK\$1 each at 1st January, 2012, 31st December, 2012, and 31st December, 2013	100,000,000	100,000,000
<b>Issued and fully paid:</b>		
Ordinary shares of HK\$1 each at 1st January, 2012, 31st December, 2012 and 31st December, 2013	39,058,614	39,058,615

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 21. SHARE CAPITAL (continued)

Notes:

### (a) Capital Management

The Company's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern so that it can continue to provide returns for shareholders. The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders or issue new shares. It is the Company's policy to finance its operations merely by internal funding and raising capital from shareholders. Therefore, the Group has no or insignificant borrowings. No changes were made to the objectives or policies during the year.

## 22. RESERVES

	Company			
	Share premium	Fair value reserve	Retained profits (accumulated losses)	Total
	HK\$	HK\$	HK\$	HK\$
At 1st January, 2013	162,768,326	2,284,185	10,996,826	176,049,337
Loss for the year	–	–	(46,024,372)	(46,024,372)
Gains on fair value changes on available-for-sale financial assets	–	683,424	–	683,424
Impairment losses on available-for-sale financial assets recognised in profit or loss	–	120,000	–	120,000
At 31st December, 2013	162,768,326	3,087,609	(35,027,546)	130,828,389
At 1st January, 2012	162,768,326	2,618,640	23,411,848	188,798,814
Loss for the year	–	–	(12,415,022)	(12,415,022)
Losses on fair value changes on available-for-sale financial assets	–	(4,234,455)	–	(4,234,455)
Impairment losses on available-for-sale financial assets recognised in profit or loss	–	3,900,000	–	3,900,000
At 31st December, 2012	162,768,326	2,284,185	10,996,826	176,049,337

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 22. RESERVES (continued)

### **The nature and purpose of the reserves are as follows:**

Share premium represents the amount by which the issue price of shares exceeds the par value of those shares and is distributable to shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business.

Fair value reserve represents the cumulative net change in fair value of available-for-sale financial assets held at the end of reporting period and is dealt with in accordance with the accounting policy in note 4(d).

## 23. NET ASSET VALUE PER SHARE

The calculation of net asset value per share is based on the Group's net assets of HK\$241,681,687 (2012: HK\$282,783,731) divided by the Company's ordinary shares in issue of 39,058,614 as at 31st December, 2013 and 2012.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 24. NOTE TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

### Reconciliation of (loss) profit before income tax expense to cash used in operations:

	2013 HK\$	2012 HK\$
<b>Cash flows from operating activities</b>		
(Loss) profit before income tax expense	(38,961,850)	9,530,972
Interest income	(4,474,821)	(7,909,026)
Dividend income from available-for-sale financial assets	(3,000,000)	(1,502,986)
Depreciation of property, plant and equipment	711,839	707,068
Fair value losses (gains) on trading securities	12,462,244	(8,317,936)
Fair value losses (gains) on derivative financial instruments	6,282,568	(12,796,455)
Fair value losses on a convertible bond designated as at fair value through profit or loss	463,251	–
Impairment losses on available-for-sale financial assets – equity investments	4,726,655	12,624,729
Gains on disposal of available-for-sale financial assets	(2,363,350)	(1,018,508)
Impairment losses on loans and receivables	13,384,734	1,708,524
Recovery of impairment loss on loans and receivables previously recognised	(4,825,000)	(1,225,864)
Recovery of impairment loss on accounts receivable previously recognised	–	(1,487,971)
Impairment losses on accounts receivable	2,260,000	–
Loss before working capital changes	(13,333,730)	(9,687,453)
Decrease (increase) in trading securities	19,870,279	(8,347,962)
Increase in derivative financial instruments	–	(912,560)
Increase in accounts receivable and prepayments	(20,732,625)	(4,535,742)
Increase in accounts payable and accruals	323,613	381,095
(Decrease) increase in amount due to a related company	(1,058,997)	1,058,997
Cash used in operations	(14,931,460)	(22,043,625)

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 24. NOTE TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

### Major non-cash transactions

Imputed interest income of HK\$ 1,389,357 (2012: HK\$1,728,197) on certain loans to investees was recognised during the year.

## 25. RELATED PARTY TRANSACTIONS

- (a) The Company has entered into an investment management agreement with Harmony Asset Management Limited (“HAML”), a company which is wholly-owned by a director of the Company, Dr. Chow Pok Yu Augustine. Under the investment management agreement entered into between the Company and HAML on 8th April, 2010, (the “Original Investment Management Agreement”), HAML has agreed to provide investment management services to the Group for three years until 31st May, 2013.

On 11th April, 2013, the Company entered into a new investment management agreement with HAML (the “New Investment Management Agreement”) as detailed in the circular dated 10th May, 2013 whereby HAML agreed to provide investment management services for three additional years until 31st May, 2016. In accordance with the Original Investment Management Agreement and the New Investment Management Agreement, HAML is entitled to a monthly management fee calculated at 1.5% per annum on the net asset value of the Group of the preceding month and an incentive fee calculated at 10% of the audited net profit of the Group in a financial year (before accrual of the incentive fee) subject to an aggregate cap of HK\$7,860,670 which was previously agreed for the period from 1st January, 2013 to 31st May, 2013 and caps of HK\$2,911,523 and HK\$2,830,502 for management fees and incentive fee respectively for the period from 1st June, 2013 to 31st December, 2013.

On 24th April, 2013, the Company and HAML entered into the supplemental agreement (the “Supplemental Agreement”) to amend the calculation method of the incentive fee under the New Investment Management Agreement. After entering into the Supplemental Agreement, the incentive fee payable by the Company to HAML under the New Investment Management Agreement (as amended by the Supplemental Agreement) in respect of each financial year shall be 10% of the audited net profit of the Group in the financial year and for the purpose of calculating the audited net profit of the Group in the financial year (i) any audited net loss of the Group in any financial year commencing 1st January, 2013 shall be carried forward and set off against the audited net profit of the Group in subsequent financial years, and (ii) the audited net profit of the Group in the financial year shall be calculated before accrual of any incentive fee that will be payable. The New Investment Management Agreement and the Supplemental Agreement were approved by the independent shareholders of the Company on the extraordinary meeting of the Company which was held on 31st May, 2013.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 25. RELATED PARTY TRANSACTIONS (continued)

### (a) (continued)

Dr. Chow Pok Yu Augustine, being a beneficial shareholder of HAML, is interested in the Original Investment Management Agreement and the New Investment Management Agreement during the years ended 31st December, 2013 and 2012. The management fees and incentive fee paid and payable to HAML are as follows:

	2013 HK\$	2012 HK\$
Management fees	3,906,350	3,915,231
Incentive fee	–	1,058,997
	3,906,350	4,974,228

In the opinion of the Company's independent non-executive directors, the transactions have been entered into on normal commercial terms and in the ordinary and usual course of business of the Company. The independent non-executive directors also consider that the transactions which are conducted in accordance with the terms of the Original Investment Management Agreement and New Investment Management Agreement are fair and reasonable and in the interests of the Company's shareholders as a whole.

The above transactions are continuing connected transactions in respect of which the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

- (b) Remuneration of key management personnel of the Group representing amounts paid to the Company's directors is disclosed in note 8(a).
- (c) The amount due to a related company as at 31st December, 2012 represented incentive fee payable to HAML which was unsecured, interest free and repayable on demand.



# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 26. OPERATING LEASES

The Group leases an office under operating leases. The leases typically run for an initial period of three years, with an option to renew the lease after that date at which time all terms are renegotiated.

At 31st December, 2013, the Group and the Company had future aggregate minimum lease payments under non-cancellable operating leases in respect of land and buildings as follows:

	Group and Company	
	2013 HK\$	2012 HK\$
Within one year	1,954,800	2,777,112
In the second to fifth years inclusive	3,563,438	–
	5,518,238	2,777,112

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 27. FINANCIAL RISK MANAGEMENT

### (a) Financial risk factors

The Group's and the Company's financial instruments as at 31st December, 2013 and 2012 are categorised as follows:

	Group		Company	
	2013 HK\$	2012 HK\$	2013 HK\$	2012 HK\$
Available-for-sale financial assets	71,150,303	85,610,660	13,095,969	12,412,545
Loans and receivables				
Amounts due from subsidiaries	–	–	111,641,957	141,230,025
Loans and receivables	43,078,711	49,945,499	3,237,346	7,257,346
Accounts receivable	28,069,296	10,449,982	1,905,505	283,687
Bank balances and cash	30,878,872	34,096,412	26,327,662	29,746,356
	102,026,879	94,491,893	143,112,470	178,517,414
Financial assets at fair value through profit or loss				
Trading securities	49,698,873	82,031,396	17,485,805	27,078,181
Convertible bonds designated as at fair value through profit or loss	4,536,749	5,000,000	–	–
Derivative financial instruments	14,383,832	18,228,808	–	–
	68,619,454	105,260,204	17,485,805	27,078,181
Total financial assets	241,796,636	285,362,757	173,694,244	218,008,140
Financial liabilities at amortised cost				
Accounts payable and accruals	7,529,196	7,205,583	6,361,659	6,445,218
Amount due to a related company	–	1,058,997	–	1,058,997
Total financial liabilities	7,529,196	8,264,580	6,361,659	7,504,215

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 27. FINANCIAL RISK MANAGEMENT (continued)

### (a) Financial risk factors (continued)

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, price risk and interest rate risk), credit risk and liquidity 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. The board of directors review and agree policies for managing each of these risks and they are summarised below.

#### (i) Market risk

##### – Foreign exchange risk

The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the exchange rate of Hong Kong dollar ("HK\$") against Canadian dollar ("CAD"). As Hong Kong dollar is pegged with United States dollar ("USD"), the directors consider the exposure of the Group arising from fluctuation of the exchange rate of HK\$ against USD is limited. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities.

As substantial amount of the Group and the Company's financial assets and financial liabilities are denominated in HK\$, the directors consider that the Group's foreign exchange risk is merely limited to the carrying amount of those bank balances and cash, accounts and other receivables and trading securities denominated in CAD. Their carrying amounts at the end of the reporting period are as follows:

CAD to HK\$:

	Group		Company	
	2013 HK\$	2012 HK\$	2013 HK\$	2012 HK\$
Accounts and other receivables	34,262	2,417,865	–	–
Trading securities	32,905,023	38,643,011	1,697,555	2,243,235
Bank balances and cash	4,083,778	7,137,914	1,667,078	7,137,914
Derivative financial instruments	9,567,384	18,228,808	–	–
	46,590,447	66,427,598	3,364,633	9,381,149

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 27. FINANCIAL RISK MANAGEMENT (continued)

### (a) Financial risk factors (continued)

#### (i) Market risk

##### – Foreign exchange risk (continued)

The Group does not use any derivative contracts to hedge foreign exchange exposure. However, management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

#### Sensitivity analysis

The following sensitivity analysis on foreign exchange risk only represents the aforementioned financial assets that are denominated in CAD. The following table indicates the approximate effect on the profit after tax in the next accounting period at one year after the end of reporting period in response to reasonably possible changes in an exchange rate to which the Group and the Company has significant exposure at the end of reporting period.

	Group		Company	
	2013 Effect on profit after tax HK\$	2012 Effect on profit after tax HK\$	2013 Effect on profit after tax HK\$	2012 Effect on profit after tax HK\$
CAD to HK\$: Appreciates by 6% (2012: 6%)	2,795,427	3,985,656	253,866	562,869
Depreciates by 6% (2012: 6%)	(2,795,427)	(3,985,656)	(253,866)	(562,869)

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 27. FINANCIAL RISK MANAGEMENT (continued)

### (a) Financial risk factors (continued)

#### (i) Market risk (continued)

##### – Price risk

The Group is exposed to price risk of equity securities which are classified on the Group and the Company's statements of financial positions either as available-for-sale financial assets or financial assets at fair value through profit or loss. Such investments are susceptible to market price risk arising from uncertainties about their future prices. Such risk is managed through diversification of investment portfolio.

The sensitivity analysis on equity price risk represents the Group and the Company's financial assets classified as at fair value through profit or loss which fair value or future cash flows will fluctuate because of changes in their corresponding or underlying asset's equity price. The below analysis in respect of those financial assets at fair value through profit or loss at the end of reporting period is estimated based on the historical correlation (one year is used by the Company) between Hang Seng Index, Growth Enterprise Market ("GEM") Index and Toronto Stock Exchange Venture ("TSX Venture") Composite Index and the respective share prices assuming all other variables remain constant.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 27. FINANCIAL RISK MANAGEMENT (continued)

### (a) Financial risk factors (continued)

#### (i) Market risk (continued)

##### – Price risk (continued)

	Group		Company	
	2013 Effect on profit after tax HK\$	2012 Effect on profit after tax HK\$	2013 Effect on profit after tax HK\$	2012 Effect on profit after tax HK\$
Hang Seng Index				
Increase by 20% (2012: 20%)	227,701	26,526	227,701	26,526
Decrease by 20% (2012: 20%)	(227,701)	(26,526)	(227,701)	(26,526)
GEM Index				
Increase by 25% (2012: 25%)	1,555,718	2,860,959	1,555,718	2,860,959
Decrease by 25% (2012: 25%)	(1,555,718)	(2,860,959)	(1,555,718)	(2,860,959)
TSX Venture Composite Index				
Increase by 25% (2012: 25%)	10,513,841	7,364,835	634,199	100,122
Decrease by 25% (2012: 25%)	(10,513,841)	(7,364,835)	(634,199)	(100,122)

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 27. FINANCIAL RISK MANAGEMENT (continued)

### (a) Financial risk factors (continued)

#### (i) Market risk (continued)

##### – Price risk (continued)

Sensitivity analysis on equity price risk of the financial assets at fair value through profit or loss and the available-for-sale financial assets listed in overseas stock exchanges other than TSX Venture has not been presented as the reasonably possible changes in their prices will have insignificant impact on the financial statements.

As mentioned in note 4(d), the directors estimate the fair value of those available-for-sale equity instruments which are not traded in an active market by analysis of respective investee's circumstances on case by case basis. Majority of these investments' fair values have been estimated by the directors based on unobservable market data. Accordingly, the directors consider it is not meaningful to present sensitivity analysis resulted from reasonably possible changes in prices of these investments.

##### – Interest rate risk

The Group's interest bearing financial assets are loans and receivables, accounts receivable and bank deposits. As the interest bearing loans and receivables, and accounts receivable carry fixed interest rates, the Group is not exposed to cash flow interest rate risk on these financial assets. The Group's bank deposits carry variable interest rates. Therefore, the Group is exposed to cash flow interest rate risk from bank deposits. Sensitivity analysis on cash flow interest rate risk has not been presented as the reasonably possible changes in interest rate will have insignificant impact on the financial statements.

The Group does not use any derivative contracts to hedge its exposure to interest rate risk. However, management will consider hedging significant interest rate exposure should the need arise.



# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 27. FINANCIAL RISK MANAGEMENT (continued)

### (a) Financial risk factors (continued)

#### (ii) Credit risk

Counterparties and cash transactions are limited to those debtors, borrowers and investees considered by directors having a good credit standing and business prospect.

The bank balances and cash are placed with financial institutions that have a high credit rating and therefore the Group considers the credit risk on bank deposits to be insignificant.

The Group and the Company have concentration of credit risk as the Group's loans to its five (2012: five) investees account for 84% (2012: 76%) of the total carrying amount of the loans and receivables as at 31st December, 2013. The Group's and Company's loan to one of its borrowers accounts for 33% (2012: 40%) and 48% (2012: 62%) of the Group's and the Company's total carrying amount of accounts receivable respectively. Taking into account the financial position and business prospect of these investees and borrowers, the directors consider the borrowers should be able to meet their obligations to repay the debts (after impairment loss recognised by the Group). As the aforementioned borrowers are the Group's investees or potential investees, the Group is in a better position to assess the recoverability of the loans, recognise adequate impairment losses and enforce the repayment of loans. In this regard, the directors consider the exposure from concentration of credit risk is reduced to an acceptable level.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 27. FINANCIAL RISK MANAGEMENT (continued)

### (a) Financial risk factors (continued)

#### (iii) Liquidity risk

Liquidity risk is the risk the Group is unable to meet its current obligations when they fall due.

Management of the Group aims to maintain sufficient cash and cash equivalents or have available funding through an adequate amount of committed credit facilities to meet its investment commitments and daily operation.

The contractual undiscounted cash flows of the Group and the Company's financial liabilities approximate the aggregate carrying amount of the accounts payable and accruals and amount due to a related company as shown in note 27(a) which are payable within one year, as the impact of discounting is insignificant.

### (b) Fair value estimation

For financial instruments that are measured in the statement of financial position at fair value, IFRS 7 requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1).
- Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

For financial instruments that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between Levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 27. FINANCIAL RISK MANAGEMENT (continued)

### (b) Fair value estimation (continued)

The following tables present the Group's and the Company's financial assets that are measured at fair value at 31st December, 2013 and 2012.

	Group			
	2013			
	Level 1 HK\$	Level 2 HK\$	Level 3 HK\$	Total HK\$
<b>Available-for-sale financial assets</b>				
Unlisted equity securities at fair value	–	49,187,886	18,812,417	68,000,303
Club debentures	–	3,150,000	–	3,150,000
	–	52,337,886	18,812,417	71,150,303
<b>Financial assets at fair value through profit or loss</b>				
Equity securities held for trading at market value listed in Hong Kong	15,788,250	–	–	15,788,250
Equity securities held for trading at market value listed outside Hong Kong	30,920,248	2,990,375	–	33,910,623
Derivative financial instruments	–	–	14,383,832	14,383,832
Convertible bond designated as at fair value through profit or loss	–	–	4,536,749	4,536,749
	46,708,498	2,990,375	18,920,581	68,619,454
Total financial assets at fair value	46,708,498	55,328,261	37,732,998	139,769,757

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 27. FINANCIAL RISK MANAGEMENT (continued)

### (b) Fair value estimation (continued)

	Group			
	2012			
	Level 1 HK\$	Level 2 HK\$	Level 3 HK\$	Total HK\$
<b>Available-for-sale financial assets</b>				
Unlisted equity securities at fair value	–	14,449,559	67,452,961	81,902,520
Equity securities listed outside Hong Kong at fair value	–	558,140	–	558,140
Club debentures	–	3,150,000	–	3,150,000
	–	18,157,699	67,452,961	85,610,660
<b>Financial assets at fair value through profit or loss</b>				
Equity securities held for trading at market value listed in Hong Kong	24,834,946	–	–	24,834,946
Equity securities held for trading at market value listed outside Hong Kong	57,196,450	–	–	57,196,450
Derivative financial instruments	–	–	18,228,808	18,228,808
Convertible bond designated as at fair value through profit or loss	–	5,000,000	–	5,000,000
	82,031,396	5,000,000	18,228,808	105,260,204
Total financial assets at fair value	82,031,396	23,157,699	85,681,769	190,870,864

During the year, a trading security listed outside Hong Kong with fair value of HK\$2,990,375 as at 31st December, 2013 and HK\$2,420,454 as at 31st December 2012 was transferred from Level 1 to Level 2. There was a transfer from Level 1 to Level 2 because the trading of the shares of this listed company has been suspended since 7th June, 2013, and the directors have estimated its fair value as at 31st December, 2013 based on the last traded market price before suspension of trading.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 27. FINANCIAL RISK MANAGEMENT (continued)

### (b) Fair value estimation (continued)

	Company			
	2013			
	Level 1 HK\$	Level 2 HK\$	Level 3 HK\$	Total HK\$
<b>Available-for-sale financial assets</b>				
Unlisted equity securities at fair value	–	8,965,969	980,000	9,945,969
Club debentures	–	3,150,000	–	3,150,000
	–	12,115,969	980,000	13,095,969
<b>Financial assets at fair value through profit or loss</b>				
Equity securities held for trading				
at market value listed in Hong Kong	15,788,250	–	–	15,788,250
Equity securities held for trading				
at market value listed outside Hong Kong	1,697,555	–	–	1,697,555
	17,485,805	–	–	17,485,805
Total financial assets at fair value	17,485,805	12,115,969	980,000	30,581,774

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 27. FINANCIAL RISK MANAGEMENT (continued)

### (b) Fair value estimation (continued)

	Company			
	2012			
	Level 1 HK\$	Level 2 HK\$	Level 3 HK\$	Total HK\$
<b>Available-for-sale financial assets</b>				
Unlisted equity securities at fair value	–	8,162,545	1,100,000	9,262,545
Club debentures	–	3,150,000	–	3,150,000
	–	11,312,545	1,100,000	12,412,545
<b>Financial assets at fair value through profit or loss</b>				
Equity securities held for trading				
at market value listed in Hong Kong	24,834,946	–	–	24,834,946
Equity securities held for trading				
at market value listed outside Hong Kong	2,243,235	–	–	2,243,235
	27,078,181	–	–	27,078,181
Total financial assets at fair value	27,078,181	11,312,545	1,100,000	39,490,726

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 27. FINANCIAL RISK MANAGEMENT (continued)

### (b) Fair value estimation (continued)

#### *Fair value of the Group's financial assets that are measured at fair value on a recurring basis*

Some of the Group's financial assets are measured at fair value at the end of the reporting period. The following table gives information about how the fair value of these financial assets are determined including their fair value hierarchy, valuation technique(s) and key input(s) used.

#### Group

Financial assets	Fair value as at 31st December, 2013	Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable input(s) to fair value
1) Available for sale financial assets	71,150,303				
a) Unlisted	68,000,303				
- Unlisted equity investment	980,000	Level 3	Discounted cash flow with future cash flows that are estimated based on expected recoverable amounts, discounted at rates that reflect management's best estimation of the expected risk level	Expected future cash flow  Discount rates that correspond to the expected risk level	The higher the future cash flow, the higher the fair value.  The lower the discount rate, the higher the fair value.
- Unlisted equity investment	11,500,000	Level 3	Discounted and adjusted net asset value based on the fair value of the properties held	Fair value of properties held  Discount on net asset value	The higher the fair value of properties held, the higher the fair value.  The lower the discount on net asset value, the higher the fair value.
- Unlisted fund	8,965,969	Level 2	Adjusted net asset value based on quoted price of listed securities held by the fund	N/A	N/A
- Unlisted equity investment	6,195,742	Level 3	Valuation multiple (Enterprise value ("EV")/Earnings Before Interest, Tax, Depreciation and Amortisation ("EBITDA")) derived from most recent transaction price of the investment in December 2012	EBITDA	The higher the EBITDA, the higher the fair value.
- Unlisted equity investment	40,221,917	Level 2	Recent transaction price of the investment near year end date	N/A	N/A
- Unlisted equity investment	136,675	Level 3	Adjusted net asset value of the investees	N/A	N/A

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 27. FINANCIAL RISK MANAGEMENT (continued)

### (b) Fair value estimation (continued)

#### Group

Financial assets	Fair value as at 31st December, 2013	Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable input(s) to fair value
b) Club debenture	3,150,000	Level 2	Fair value was determined by reference to second hand market value	N/A	N/A
2) Financial assets at fair value through profit or loss	68,619,454				
a) Listed equity securities held for trading	46,708,498	Level 1	Quoted market price	N/A	N/A
b) Listed equity securities held for trading	2,990,375	Level 2	Latest market price before suspension	N/A	N/A
c) Warrants in listed companies	9,655,547	Level 3	Binomial option pricing model is used.	<p>Future price of the underlying equity investment</p> <p>Risk-free rates that are specific to the market</p> <p>Volatility rates that are in line with those of similar products</p>	<p>The higher the future price, the higher the fair value.</p> <p>The lower the risk-free rate, the higher the fair value.</p> <p>The higher the volatility rate, the higher the fair value.</p>



# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 27. FINANCIAL RISK MANAGEMENT (continued)

### (b) Fair value estimation (continued)

#### Group

Financial assets	Fair value as at 31st December, 2013	Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable input(s) to fair value
d) Warrants in listed companies	2,251,982	Level 3	Monte-Carlo simulation model is used.	Future price of the underlying equity investment	The higher the future price, the higher the fair value.
				Risk-free rates that are specific to the market	The lower the risk-free rate, the higher the fair value.
				Volatility rates that are in line with those of similar products	The higher the volatility rate, the higher the fair value.
e) Conversion option embedded in convertible bond in a listed company	2,476,303	Level 3	Binomial option pricing model is used.	Future price of the underlying equity investment	The higher the future price, the higher the fair value.
				Risk-free rates that are specific to the market	The lower the risk-free rate, the higher the fair value.
				Volatility rates that are in line with those of similar products	The higher the volatility rate, the higher the fair value.
f) Convertible bond in unlisted company designated at fair value	4,536,749	Level 3	Binomial option pricing model is used.	Risk-free rates that are specific to the market	The lower the risk-free rate, the higher the fair value.
				Volatility rates that are in line with those of similar products	The higher the volatility rate, the higher the fair value.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 27. FINANCIAL RISK MANAGEMENT (continued)

### (b) Fair value estimation (continued)

#### Company

Financial assets	Fair value as at 31st December, 2013	Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable input(s) to fair value
1) Available for sale financial assets	13,095,969				
a) Unlisted	9,945,969				
– Unlisted equity investment	980,000	Level 3	Discounted cash flow with future cash flows that are estimated based on expected recoverable amounts, discounted at rates that reflect management's best estimation of the expected risk level	Expected future cash flow  Discount rates that correspond to the expected risk level	The higher the future cash flow, the higher the fair value.  The lower the discount rate, the higher the fair value.
– Unlisted fund	8,965,969	Level 2	Adjusted net asset value based on quoted price of listed securities held by the fund	N/A	N/A
b) Club debenture	3,150,000	Level 2	Fair value was determined by reference to second hand market value	N/A	N/A
2) Financial assets at fair value through profit or loss					
Listed equity securities held for trading	17,485,805	Level 1	Quoted market price	N/A	N/A

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 27. FINANCIAL RISK MANAGEMENT (continued)

### (b) Fair value estimation (continued)

The following table presents the changes in Level 3 instruments of the Group and the Company during the year.

	Group		Company	
	2013 HK\$	2012 HK\$	2013 HK\$	2012 HK\$
At 1st January	85,681,769	74,484,610	1,100,000	9,281,809
Total gains or losses:				
– in profit or loss (included in other gains and losses)	(14,947,661)	1,190,233	(120,000)	(7,481,809)
– in other comprehensive income	(21,703,098)	2,851,436	–	(700,000)
Purchases	3,347,770	4,804,101	–	–
Disposals	(25,932,795)	–	–	–
Reclassified from interest in an associate	–	2,351,389	–	–
Transfer from Level 2	11,287,013	–	–	–
At 31st December	37,732,998	85,681,769	980,000	1,100,000

All gains and losses included in other comprehensive income relate to available-for-sale financial assets and are reported as changes in “fair value reserve”.

During the year, a convertible bond of carrying value of HK\$5,000,000 as at 31 December 2012 was transferred from Level 2 to Level 3 upon the change of valuation technique to estimate its fair value at end of reporting date. The directors considered that the transaction price of HK\$5,000,000 as at 19th December, 2012 (Level 2) approximated the fair value as at 31st December, 2012. As at 31st December 2013, the valuation technique for 2012 is not applicable as there was no recent transaction price. An independent professional valuer was appointed to estimate the fair value of the convertible bond using binomial option pricing model (Level 3) and the fair value of the convertible bond was estimated to be HK\$4,536,749 as at 31st December, 2013.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 27. FINANCIAL RISK MANAGEMENT (continued)

### (b) Fair value estimation (continued)

During the year, an unlisted equity investment of the Group of carrying value of HK\$6,287,013 as at 31 December 2012 was transferred from Level 2 to Level 3 upon the change of the valuation technique to estimate its fair value at end of reporting date. The directors considered that the recent transaction price of HK\$6,287,013 in December 2012 (Level 2) approximated the fair value as at 31st December, 2012. As at 31st December, 2013, the valuation technique for 2012 is not applicable as there was no recent transaction price. An independent professional valuer was appointed to estimate the fair value of the unlisted equity investment using valuation multiple (EV/EBITDA) derived from the most recent transaction price of the investment in December 2012 (Level 3) and the fair value of the unlisted equity investment was estimated to be HK\$6,195,742 as at 31st December, 2013.

The amount of total gains or losses for the year included in profit or loss that are attributable to the change in unrealised gains or losses relating to those Level 3 financial assets held at the end of reporting period are as follows:

	Group		Company	
	2013 HK\$	2012 HK\$	2013 HK\$	2012 HK\$
Net unrealised (loss) gain for the year on Level 3 financial assets held at the end of reporting period recognised in – profit or loss (included in other gains and losses)	(12,584,311)	1,190,233	(120,000)	(7,481,809)

The directors consider all the financial instruments carried at cost or amortised cost are carried at amounts in the statements of financial position not materially different from their fair values.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 28. KEY SOURCES OF ESTIMATION UNCERTAINTY

In addition to information disclosed elsewhere in these financial statements, other key sources of estimation uncertainty that have a significant risk of resulting a material adjustment to the carrying amounts of assets and liabilities within next financial year are as follows:

### (a) Fair value measurement

A number of assets and liabilities included in the Group's financial statements require measurement at, and/or disclosure of, fair value.

The fair value measurement of the Group's financial and non-financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the 'fair value hierarchy'):

- Level 1: Quoted prices in active markets for identical items (unadjusted);
- Level 2: Observable direct or indirect inputs other than Level 1 inputs;
- Level 3: Unobservable inputs (i.e. not derived from market data).

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur.

The Group measures the financial instruments at fair value. The directors of the Company determine the appropriate valuation techniques and inputs for fair value measurements. In estimating the fair value of a financial instrument, the Group uses market observable data to the extent it is available. Where Level 1 inputs are not available, the Group considers to engage third party qualified valuers to perform the valuation as appropriate. The directors work closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model. For more detailed information in relation to the fair value measurement of the financial instruments, please refer to the applicable notes.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December, 2013

## 28. KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

### (b) Impairment of loans made to investees, convertible bonds and accounts receivable

The directors regularly review the recoverability of loans made to investees including convertible bonds and accounts receivable. Appropriate impairment for estimated irrecoverable amounts is recognised in profit or loss when there is objective evidence that the amounts are not recoverable. In determining whether allowances for impairment loss are required, the directors take into consideration the aging and likelihood of collection as well as the financial position of the counterparties. Specific allowance is made for loans and receivables that are unlikely to be collectible and is recognised based on the estimation of the present value of the future cash flows expected to be received by the Group discounted at the original effective interest rate. During the year, impairment losses on loans and receivables amounted to HK\$13,384,734 (2012: HK\$1,708,524).

## 29. COMPARATIVE AMOUNTS

Certain comparative amounts were reclassified to conform with the current year's presentation.

## FIVE YEAR FINANCIAL SUMMARY

	Year ended 31st December,				
	2009 HK\$	2010 HK\$	2011 HK\$	2012 HK\$	2013 HK\$
<b>Results:</b>					
(Loss) profit attributable to shareholders	84,954,963	35,274,924	(48,045,466)	9,530,972	(38,961,850)

	As at 31st December,				
	2009 HK\$	2010 HK\$	2011 HK\$	2012 HK\$	2013 HK\$
<b>Assets and liabilities:</b>					
Current assets	182,128,858	232,888,069	153,427,336	176,724,594	148,305,755
Total assets	300,762,648	323,048,710	275,521,837	291,048,311	249,210,883
Current liabilities	20,848,106	13,759,198	6,824,488	8,264,580	7,529,196
Total liabilities	23,262,054	13,759,198	6,824,488	8,264,580	7,529,196
Shareholders' funds	277,500,594	309,289,512	268,697,349	282,783,731	241,681,687