



CHINA FINANCIAL LEASING GROUP LIMITED

中國金融租賃集團有限公司*

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 2312

2013

ANNUAL REPORT 年報

* For identification purpose only 僅供識別

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COMPANY PROFILE

公司簡介

China Financial Leasing Group Limited (Stock Code: 2312, “CFLG” or the “Company”, with its subsidiaries, collectively the “Group”) is an investment company. Incorporated in the Cayman Islands, the Company’s shares have been listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since October 2002.

CFLG strives to create value for its shareholders, leveraging on favourable market conditions. With strong government industry support, unique investment approach, and in-depth knowledge of the investment market, CFLG would remain highly adaptive to market conditions and would continue to look out for opportunities in potential sectors.

中國金融租賃集團有限公司(股份代號：2312，「中國金融租賃」或「本公司」，及其附屬公司，統稱「本集團」)為一間投資公司。本公司於開曼群島註冊成立，股份自二零零二年十月起在香港聯合交易所有限公司(「聯交所」)上市。

中國金融租賃致力憑藉有利的市場環境為其股東創造價值。通過政府對行業大力支持，本身獨特的投資方式以及對投資市場的深入認識，中國金融租賃始終對市場情況反應靈活，並將持續留意有潛力行業內的機會。

DIRECTORS' STATEMENT

董事報告

Dear Shareholders,

The Board of Directors (the "Directors") are pleased to present you with the 2013 Annual Report of China Financial Leasing Group Limited (the "Company") for the year ended 31 December 2013.

During 2013, the Company's business was mainly investments in Hong Kong listed securities continuously. Generally speaking, the Hong Kong stock market was still relatively inert where the daily turnover was lower than HK\$70 billion most of the time. Even though, the difference between the peak and trough of The Hang Seng Index during the year amounted to some 4,000 points which provided some room for the Company to take short-term profit. In addition to the strengthening of the investment team and the top management of the Company, we managed to outperform the previous years and recorded investment gains (both unrealised and unrealised). Of course, the successful introduction of tighter cost control measures and enhancement of internal control have also contributed to narrow down the loss.

CHINA ECONOMY

China continues to exert substantial influence on the Hong Kong stock market and it is believed that the influence keeps increasing. The current consensus is that the high growth period in China is over and the GDP growth would tend to be relatively flattened compared with the previous decade. Moreover, since the inauguration of the new Beijing administration in 2012, a more pragmatic approach has been adopted to the economic development which would be beneficial to China in the long-run but an adjustment in the public expectation of a slower economic growth in the short-run would be unavoidable.

Apart from the slower economic growth, the China's economy is also haunted by several factors: The excess production capacity in many industries (one of the most remarkable is real estate sector), the shortage of money supply, the fragility of the financial sector arisen from the poor quality of wealth management products and of the loan quality lent by the shadow banks, even the heavy air pollution in many major cities pose serious threats to the economic prospect of China. In spite of the sign of recovery from the United States which would help stimulate the export, the trend has yet been conspicuous. And, in case of appreciation of the US dollars, those China enterprises which have borrowed debts nominated in the greenbacks would have been suffered.

董事(「董事」)會欣然向閣下呈報中國金融租賃集團有限公司(「本公司」)截至二零一三年十二月三十一日止年度之二零一三年年報。

於二零一三年期間，本公司之業務仍主要為於香港上市證券之投資。整體而言，香港股票市場仍然較為低迷，全年絕大部分時間的日成交額低於700億港元。儘管如此，恒生指數年內頂部與底部約4,000點的波幅為本公司獲取短線利益提供了空間。除本公司投資團隊與最高管理層得到補強外，我們的表現遠甚往年，並錄得投資收益(包括已變現及未變現收益)。當然，成功推行嚴格的成本控制措施及完善內部監控亦有助於降低虧損。

中國經濟

中國繼續對香港股票市場產生重大影響，相信此種影響將會與日俱增。現時跡象表明中國的高速增長期已經結束，與過去十年相比，國內生產總值增長將相對趨緩。此外，自中國新一屆領導人於二零一二年上任以來，於實施經濟發展時採取更為務實的措施，符合中國的長遠利益，但公眾對短期經濟增速放緩的預期調整難以避免。

除經濟增長放緩外，中國經濟亦受制於若干因素：多個行業產能過剩(房地產行業最具代表性)，貨幣供應短缺，理財產品質素及影子銀行借出的貸款質素不佳導致金融業脆弱，許多大城市日益嚴重的空氣污染令中國經濟前景受到嚴重威脅。儘管美國復甦的跡象有助於刺激出口，但趨勢尚不明顯。此外，倘美元升值，借貸美元債務的中國企業將會受損。

DIRECTORS' STATEMENT

董事報告

SILVER LINING ON RECOVERY OF THE US ECONOMY

The Federal Reserve of The United States announced in the fourth quarter of 2013 the tapering of bond purchase from monthly US\$85 billion per month to US\$75 billion and the scale keeps reducing. Apparently, the worst time is over but the economy is still fragile and the way to full recovery is believed to be long. Moreover, the recent snow storm took place in The United States as well as The United Kingdom has caused severe economic loss that it is uncertain to what extent the adverse effect to the economy of The United States will be.

PROSPECT

We believe that, having considered the above macroeconomic factors, the performance of stock market in Hong Kong in 2014, although highly correlated with the China's economy, is relatively optimistic. The reasons are (i) The P/E ratio of Hong Kong market is low compared with other major stock markets of the developed economic entities; (ii) the fundamentals of Hong Kong are sound which makes Hong Kong a safe place to invest. In case of geographical-specific event causing outflow of funds, Hong Kong can be an excellent alternative. As long as we are able to grasp the right timing to make the right investment decision, it would not be impossible to outperform.

Last but not the least, on behalf of the Board, allow me to extend my sincere gratitude to our shareholders for your continuing support. Appreciation also goes to the management team and all staff of the Group for their dedications and contributions in the past year.

Choi Wai King

Executive Director

Hong Kong, 28 March 2014

美國經濟復蘇初見曙光

美國聯邦儲備局於二零一三年第四季度宣佈，將購債額由每月850億美元削減至每月750億美元，並會繼續削減規模。表面上看，最嚴峻的時期已經過去，但實現全面復甦依然任重道遠。此外，近期美國及英國的暴風雪已造成嚴重的經濟損失，其對美國經濟產生的不利影響程度尚不明確。

前景

考慮到上述宏觀經濟因素，我們相信，儘管香港股票市場與中國經濟唇齒相依，但我們對香港股票市場於二零一四年的表現感到樂觀，原因為(i)與其他已發展經濟實體的主要股票市場相比，香港市場的市盈率較低；(ii)香港因具有良好的經濟基礎而成為安全的投資場所。倘發生導致資金流出的區域事件，香港可作為極佳的投資選擇。只要我們能把握時機，作出正確的投資決策，必定可以創造佳績。

最後，容許本人謹代表董事會對股東們之持續支持致以誠摯感謝，同時亦對本集團之管理層團隊以及全體員工於過去一年之努力與貢獻表示謝意。

列位股東 台照

蔡惠境

執行董事

香港，二零一四年三月二十八日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

During the year ended 2013, the Company was mainly engaged in investments in Hong Kong listed securities for the purpose of short to medium term capital appreciation.

With the strengthening of the investment team and better management, the portfolio of the Company recorded both realised and unrealised gain. Although the Company recorded a net loss for the year ended 2013, it has been substantially reduced due to the effective cost control and enhancement of internal control and the reduced legal and professional expenses.

The Group's 12% equity interest investment in a private company in Beijing, the People's Republic of China ("PRC") which engaged in wholesale of high technology electronic products (i.e., light emitting diode products) was disposed of due to the saturation of the domestic market in China that failed to meet the original expectation of the management. The management believed that it would be in the interests to the Company and shareholders as a whole to dispose of the investment in order to retain as much capital as possible for other investments which could generate better return. As a result, the equity interest was sold at HK\$2,000,000 and the disposal was completed at the end of 2013, recording a loss of approximately HK\$1,341,000.

OUTLOOK

All in all, it is believed that the economy in the United States remains sluggish and the road to full recovery is still long. The worst time for Europe seems to have pulled through but it is not expected any surprise on economic growth. China is still anticipated to be the growth engine for the global economy, but it has several challenges to deal with. Although the Board has the confidence that it can overcome all those difficulties, the GDP growth will have to be slower compared with previous years. The stock market in Hong Kong is on one hand highly correlated to China's economy but on the other hand is mature enough to act as a shelter for funds from worldwide that makes the Board to be cautiously optimistic on its performance in 2014.

業務回顧

截至二零一三年止年度，本公司主要從事投資於香港上市證券，達致短中期資本升值。

在投資團隊及卓越的管理層的領導下，本公司的投資組合均錄得已變現及未變現收益。儘管截至二零一三年止年度本公司錄得虧損淨額，但由於有效的成本控制、完善的內部監控以及法律及專業費用支出減少，虧損淨額已大幅減少。

由於中華人民共和國（「中國」）國內市場飽和，不符合管理層原先的預期，本公司已出售中國北京一間從事高科技電子產品（例如發光二極體產品）批發的私人公司的12%股權投資。管理層相信，為保留盡可能多的資金用作可產生更好回報的其他投資而出售投資符合本公司及股東的整體利益。因此，上述權益已作價2,000,000港元售出，並已於二零一三年底完成出售，錄得虧損約1,341,000港元。

展望

總而言之，美國經濟仍然疲弱，全面復甦任重道遠。歐洲已度過最艱難的時期，但預期其經濟增長乏善可陳。預計中國仍將為全球經濟增長引擎，但其要應對諸多挑戰。儘管董事會確信其可克服重重困難，但與往年相比，國內生產總值增長將會減速。一方面，香港股票市場與中國經濟唇齒相依，但另一方面，香港股票市場可作為全球資金的成熟投資對象，故董事會對其於二零一四年的表現審慎樂觀。

MANAGEMENT DISCUSSION AND ANALYSIS

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FINANCIAL REVIEW

As at 31 December 2013, the carrying value of the Group's listed equity investments were approximately HK\$34,430,000 (2012: HK\$39,367,000).

The Group recorded sales proceeds from disposals of trading equity securities of approximately HK\$67,758,000 for the year ended 31 December 2013 (2012: HK\$49,804,000) and recorded realised gain of approximately HK\$2,787,000 (2012: loss of HK\$4,950,000) and unrealised gain of approximately HK\$213,000 (2012: loss of HK\$1,105,000). Loss for the year was approximately HK\$9,863,000 (2012: HK\$22,862,000) which was mainly attributable for the operating expenses and disposal loss in equity investment.

財務回顧

於二零一三年十二月三十一日，本集團上市股本投資之賬面值約為34,430,000港元（二零一二年：39,367,000港元）。

本集團於截至二零一三年十二月三十一日止年度售出股本證券錄得銷售款項約67,758,000港元（二零一二年：49,804,000港元），並錄得已變現收益約2,787,000港元（二零一二年：虧損4,950,000港元），及未變現收益213,000港元（二零一二年：虧損1,105,000港元）。本年度之虧損約為9,863,000港元（二零一二年：22,862,000港元），虧損主要由於營運開支及出售股本投資之虧損所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

EQUITY INVESTMENTS

Listed below are the particulars of the Group's listed equity investments as at 31 December 2013:

股本投資

本集團於二零一三年十二月三十一日之上市股本投資載列如下：

Name of Investee	Principal activities	Number of Shares	Percentage of interest held	Cost	Market prices	Market Value	Dividend received for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度收取之股息	Dividend cover	Percentage of investments attributable to the Group's net assets 應佔本集團淨資產之投資百分比
所投資公司名稱	主要業務	股份數目	所持權益百分比	成本 (HK\$) (港元)	市價 (HK\$) (港元)	市值 (HK\$) (港元)	收取之股息 (HK\$) (港元)	股息比率	應佔本集團淨資產之投資百分比
Ming Kei Holdings Limited (8239) 明基控股有限公司(8239)	Coal trading and property investment 買賣煤炭及房地產投資	5,732,400	0.874%	1,302,777.02	0.450	2,579,580	-	N/A 不適用	5.9399%
Datronix Holdings Limited (0889) 連達科技控股有限公司(0889)	Manufacturing and trading of electronic components 製造及買賣電子零件	126,000	0.039%	364,866.44	1.290	162,540	3,004	7.36	0.3743%
Yantai North Andre Juice Co. Ltd. (2218) 烟台北方安德利果汁股份有限公司(2218)	Manufacturing and sale of apple juice concentrate, pear juice concentrate, apple essence, feedstuff and related products 製造及銷售濃縮蘋果汁、濃縮梨汁、蘋果香精、飼料及相關產品	7,500	0.005%	22,204.96	1.830	13,725	1,246	5.34	0.0316%
Newtree Group Holdings Limited (1323) 友川集團控股有限公司(1323)	Manufacture and trading of hygienic disposables for household and clinical uses; agent of MTBE products; wholesale and retail of household consumables 製造及買賣一次性家用及醫療用衛生用品；甲基叔丁基醚業務；批發及零售及家居消耗品	1,940,000	0.266%	5,621,796.65	3.270	6,343,800	-	N/A 不適用	14.6077%

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Name of Investee	Principal activities	Number of Shares	Percentage of interest held	Cost	Market prices	Market Value	Dividend received for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度收取之股息	Dividend cover	Percentage of investments attributable to the Group's net assets 應佔本集團淨資產之投資百分比
所投資公司名稱	主要業務	股份數目	所持權益百分比	成本 (HK\$) (港元)	市價 (HK\$) (港元)	市值 (HK\$) (港元)	股息 (HK\$) (港元)	股息比率	
Wealth Glory Holdings Limited (8269) 富譽控股有限公司(8269)	Supply and sale of dried noodles; manufacture and sale of fresh noodles; investment in coal trading business; and trading of natural resources and commodities 供應及銷售乾麵條;製造及銷售新鮮麵條;投資煤炭貿易業務;和買賣天然資源及商品	4,352,000	0.365%	912,765.17	0.145	631,040	-	N/A 不適用	1.4531%
Long Success International Holdings Limited (8017) 百齡國際(控股)有限公司(8017)	Manufacturing and sale of paper products 製造及買賣紙製產品	13,450,000	0.916%	8,105,611.21	0.405	5,447,250	-	N/A 不適用	12.5432%
Rising Power GP Holdings Limited (8047) 昇力集團控股有限公司(8047)	Provision of integrated solutions for lightning electromagnetic pulse protection business, the provision of energy management business and energy conservation (saving) and emission reduction business 提供雷擊電磁脈衝防護業務之綜合解決方案、能源管理業務及能源節約和減排業務(「能源減排」)	5,800,000	1.313%	4,707,005.31	0.720	4,176,000	-	N/A 不適用	9.6159%

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Name of Investee	Principal activities	Number of Shares	Percentage of interest held	Cost	Market prices	Market Value	Dividend received for the year ended 31 December 2013 截至二零一三年十二月三十一日止年度收取之股息	Dividend cover	Percentage of investments attributable to the Group's net assets 應佔本集團淨資產之投資百分比
所投資公司名稱	主要業務	股份數目	所持權益百分比	成本 (HK\$) (港元)	市價 (HK\$) (港元)	市值 (HK\$) (港元)	收取之股息 (HK\$) (港元)	股息比率	應佔本集團淨資產之投資百分比
Opes Asia Development Limited (0810) 華保亞洲發展有限公司(0810)	Investment in listed and unlisted companies 投資上市及非上市的公司	14,000,000	3.898%	2,947,644.00	0.190	2,660,000	-	N/A 不適用	6.1251%
China Assurance Finance Group Limited (8090) 中國融保金融集團有限公司(8090)	Providing corporate credit guarantee services, performance guarantee services and the relevant consultant services to small and medium enterprises in the PRC 提供公司信貸擔保服務、履約擔保服務及中國中小企業之相關顧問服務	5,800,000	0.366%	7,908,451.04	1.720	9,976,000	-	N/A 不適用	22.9714%
JC Group Holdings Limited (8326) JC Group Holdings Limited(8326)	Operation of full-service restaurants and cake shops 經營全服務餐廳及餅店	4,000,000	1.000%	2,486,448.00	0.610	2,440,000	-	N/A 不適用	5.6185%

During the year ended 31 December 2013, no provisions were made to any investment in the Company's portfolio from time to time.

截至二零一三年十二月三十一日止年度的任何時間，概無對本公司的投資組合作出撥備。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

LIQUIDITY, FINANCIAL RESOURCES AND FUNDING

As at 31 December 2013, the Group had maintained cash and cash equivalents of approximately HK\$8,641,000 (2012: HK\$8,300,000) which were mainly denominated in Hong Kong dollars. The Group will monitor the exposure and take prudent measures when necessary.

The gearing ratio of the Group as at 31 December 2013 was Nil (31 December 2012: Nil).

The Group had net assets of approximately HK\$43,053,000 (2012: HK\$52,916,000) and there were no borrowings or long-term liabilities as at 31 December 2013 (2012: Nil).

CAPITAL STRUCTURE

As at 31 December 2013, the Company's total issued shares was 443,479,882 at HK\$0.02 each. Subsequently on 20 and 21 February 2014, the Company has entered into a placing agreement and a revised placing agreement with Orient Securities Limited ("Orient") as placing agent where Orient agreed to place on a best effort basis a maximum of 88,600,000 new shares of the Company ("Placing Share") of HK\$0.02 each at HK\$0.26 per Placing Share to at least six placees who were professional investors according to the definition of The Securities and Futures Ordinance. The close price of the Company shares on the date the said agreements were entered into was HK\$0.29. The Directors considered that the placing transaction represented an attractive opportunity to raise capital of the Company while broadening the Shareholders base and capital base of the Company. The intended and actual use of proceeds from the share placement was for general working capital and investments in listed securities and any projects to be identified. The placing transaction was completed on 4 March 2014 and a total of 88,600,000 shares were placed. The gross and net proceeds were approximately HK\$23,040,000 and HK\$22,330,000 respectively. The net placing price was approximately HK\$0.25.

流動資金、財務資源及資金

於二零一三年十二月三十一日，本集團維持現金及現金等值項目約8,641,000港元（二零一二年：8,300,000港元），主要以港元計值。本集團將監察有關風險，並於有需要時採取審慎措施。

於二零一三年十二月三十一日，本集團之資產負債比率為零（二零一二年十二月三十一日：零）。

於二零一三年十二月三十一日，本集團擁有淨資產約43,053,000港元（二零一二年：52,916,000港元），且無借款或長期負債（二零一二年：零）。

資本架構

截至二零一三年十二月三十一日，本公司總發行股本443,479,882股，每股面值0.02港元。本公司隨後於二零一四年二月二十日及二十一日簽訂配股協議及修訂配股協議，以東方匯財證券有限公司（「東方」）作為配股代理人，東方同意盡力按面值每股0.02港元，配售最多88,600,000股本公司之新股（「配售股份」），配售股份作價為每股0.26港元，配售予最少六名承配人，而承配人則為根據證券及期貨條例所定義的專業投資者。本公司股份於上述協議訂立日期之收市價為0.29港元。董事認為配售交易為一個具吸引力的機會，可為本公司籌集更多資金，擴闊本公司之股東基礎及資本基礎。配售股份原本及實際收益將會用作一般營運資金及有待確認之於上市證券及任何項目之投資。配售交易於二零一四年三月四日完成，共配售88,600,000股。收益總額及淨額分別約為23,040,000港元及22,330,000港元。淨配售價格約為0.25港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

EVENT AFTER REPORT DATE

The Company conducted a share placement of 88,600,000 new shares of the Company subsequently in February 2014. Please refer to section “Capital Structure” for detail.

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES

The Group has not made any material acquisition or disposal of subsidiaries during the year under review.

EMPLOYEE BENEFITS

As at 31 December 2013, the Group had 6 employees. Total salary, housing cost and pension cost for the year ended 31 December 2013 was approximately HK\$4,082,000 and Directors’ fees were approximately HK\$2,649,000. The remuneration policy of the Group is reviewed annually and employees are remunerated based on their performance, experience and the prevailing market practice. No director or executive is involved in dealing with his own remuneration.

In addition to salary payments, the Company has participated in the Mandatory Provident Fund Scheme (“MPF Scheme”) in Hong Kong. The MPF Scheme is registered with the Mandatory Provident Fund Schemes Authority under the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Pursuant to the rules of the MPF Scheme, the Group and its employees are each required to make contributions to the scheme at 5% of their monthly relevant income.

The Company maintains a share option scheme, pursuant to which share options are granted to selected directors or employees of the Group, with a view to attract and retain quality personnel and to provide them with incentive to contribute to the business and operation of the Group. During the year, no share options were granted to any Directors, employees or eligible participants of the Group. Subsequently on 3 April 2014, a total of 39,870,000 options were granted to eligible participants at exercise price of HK\$0.67 each. The exercise period of the options is from 3 April 2014 to 2 April 2017. No vesting period is imposed. Of which, each of Mr. Yen Jong Ling and Mr. Tang Yiu Wing was granted with 4,430,000 options.

報告日期後事項

本公司隨後於二零一四年二月配售88,600,000股本公司之新股。詳情請參閱「資本架構」。

重大收購及出售附屬公司

本集團於回顧年度並無作出任何重大收購或出售附屬公司。

僱員福利

於二零一三年十二月三十一日，本集團僱用6名僱員。於截至二零一三年十二月三十一日止年度，總薪金、住屋成本及退休金成本約為4,082,000港元及董事袍金約為2,649,000港元。本集團之薪酬政策按年檢討，及僱員根據其表現、經驗及現行市場慣例獲得薪酬。概無董事或執行人員參與決定其自身的薪酬。

除支付薪資外，本公司於香港參與強制性公積金計劃（「強積金計劃」）。強積金計劃是根據強制性公積金計劃條例向強制性公積金計劃管理局登記。強積金計劃之資產與本集團資金分開持有及受獨立信託人管理。根據強積金計劃規則，本集團及其僱員各自須按彼等每月相關收入之5%向該計劃供款。

本公司保持一項購股權計劃，據此本集團向選定董事或僱員授予購股權，旨在吸納及留住優秀人才，並鼓勵彼等對本集團之業務及營運作出貢獻。年內，概無將購股權授予本集團任何董事、僱員或合資格參與人。隨後於二零一四年四月三日，總數39,870,000份之購股權以每股行使價0.67港元授予合資格參與者。購股權之行使期為二零一四年四月三日至二零一七年四月二日。購股權概毋設定歸屬期。嚴中伶先生及鄧耀榮先生各自獲得當中4,430,000份購股權。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CHARGES ON GROUP ASSETS

During the year, there were no charges on the Group's assets (2012: Nil).

FOREIGN EXCHANGE EXPOSURE

During the year 2013, the investments of the Group were mainly denominated in Hong Kong dollars. Therefore, there was no material foreign exchange exposure to the Company.

CONTINGENT LIABILITIES

During the year, there were no contingent liabilities noted by the Directors (2012: Nil).

SIGNIFICANT INVESTMENTS

The Company invested RMB2,400,000 (equivalent to HK\$3,341,000) in a LED solution provider incorporated in the PRC for 12% of the equity interest in 2011. Due to the unsatisfactory performance, the Company disposed of the entire 12% equity interest in 2013 for HK\$2,000,000.

FINAL DIVIDEND

The Directors did not recommend the payment of a final dividend for the year ended 31 December 2013 (2012: Nil).

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

本集團資產抵押

年內，本集團並無任何資產抵押(二零一二年：無)。

外匯風險

於二零一三年期間，本集團之投資主要以港元計值。所以，本公司並無面臨重大外幣兌換風險。

或然負債

年內，董事未曾知悉有任何或然負債(二零一二年：無)。

重大投資

本公司曾於二零一一年投資於一間中國從事提供發光二極體(LED)節能方案之公司，以作價人民幣2,400,000元(相當於3,341,000港元)購入12%股權。由於表現未如理想，本公司於二零一三年以2,000,000港元出售全部12%股權。

末期股息

董事並不建議派付截至二零一三年十二月三十一日止年度之末期股息(二零一二年：無)。

購買、贖回或出售本公司上市證券

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

CORPORATE GOVERNANCE REPORT

企業管治報告

The Company is committed to maintaining good corporate governance standards and procedures to ensure the integrity, transparency and quality of disclosure, thereby enhancing shareholder value.

本公司致力維持良好企業管治水平及程序，確保行事持正、透明度及披露質素，從而提高股東價值。

CORPORATE GOVERNANCE CODE

The Company has adopted the code provisions of The Corporate Governance Code And Corporate Governance Report as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”) as its own code of corporate governance practices.

企業管治守則

本公司已採納香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載之企業管治守則及企業管治報告中之守則條文，作為本公司之企業管治常規守則。

During the year ended 31 December 2013, the Company was in compliance with the code provisions set out in the CG Code except for the deviation from code provision A.4.1.

於截至二零一三年十二月三十一日止年度，本公司遵守企業管治守則載列之守則條文，惟偏離守則第A.4.1條除外。

Code provision A.4.1 of the CG Code provides that non-executive directors should be appointed for a specific term and subject to re-election. The independent non-executive Directors are not appointed for a specific term but they are subject to retirement by rotation at least once in every three years in accordance with the Articles of Association of the Company (the “Articles”).

企業管治守則之守則條文第A.4.1條規定，非執行董事應按指定任期獲委任，並膺選連任。獨立非執行董事並未按指定任期獲委任，但須根據本公司章程細則（「細則」）每三年內至少一次輪席退任。

Save as aforesaid and in the opinion of the Directors, the Company was in compliance with the code provisions set out in the CG Code during the year ended 31 December 2013.

除上述者外，董事認為，本公司於截至二零一三年十二月三十一日止年度已遵守企業管治守則所載之守則條文。

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the required standards of dealings regarding securities transactions by Directors as set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules.

董事之證券交易

本公司已採納上市規則附錄十所載之上市發行人之董事進行證券交易之標準守則（「標準守則」）所列董事進行證券交易有關交易之規定標準。

All the Directors have confirmed that they have complied with the required standards as set out in the Model Code throughout the year ended 31 December 2013.

全體董事確認，於截至二零一三年十二月三十一日止整個年度內，彼等一直遵守標準守則所載之規定標準。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS

The Board is responsible for the leadership and control of the Company and oversees the Group's businesses, investment and strategic decisions and performance. The Board delegated authority and responsibility for day-to-day portfolio management of the Group to the Investment Manager, while reserving certain key matters for the approval by the Board. In addition, the Board has also delegated various responsibilities to the Board committees.

Further details of these committees are set out in this report. The Board currently consists of six Directors including two executive Directors, one non-executive Director and three independent non-executive Directors:

Executive Directors

Mr. Choi Wai King
Mr. John Yen Jong Ling

Non-executive Director

Mr. Tang Yiu Wing

Independent non-executive Directors

Mr. William Keith Jacobsen
Ms. Chan Man Yi
Ms. Kwong Ka Ki

The Board members have no financial, business, family or other material/relevant relationships with each other. Such balanced Board composition is formed to ensure strong independence exists across the Board and has met the recommended practice under the CG Code for the Board to have at least one-third of its members comprising independent non-executive Directors. The biographical information of the Directors are set out under the section headed "Biographical Details of Directors" on pages 29 to 34 of this report.

CHAIRMAN AND GENERAL MANAGER

The office of the chairman of the Board is currently vacant that the roles and duties of which are assumed by the Board. The general manager, Mr. Choi Chiu Ming, Jimmy, is responsible for day-to-day management of business. Therefore, a clear division of responsibilities is in place and a balance of power and authority is still ensured.

董事會

董事會負責領導及監控本公司，以及監督本集團之業務、投資及策略決定和表現。投資經理獲董事會授予權力及責任負責本集團之日常投資組合管理工作，惟若干重要事務須留待董事會批准除外。此外，董事會亦將若干權力授予董事委員會。

有關該等委員會之詳情，已列載於本報告內。董事會目前由六名董事組成，包括兩名執行董事、一名非執行董事及三名獨立非執行董事：

執行董事

蔡惠境先生
嚴中伶先生

非執行董事

鄧耀榮先生

獨立非執行董事

葉偉其先生
陳敏儀小姐
鄭嘉琪女士

董事會成員彼此之間並無財務、業務、家族或其他重大／相關關係。董事會之組合取得平衡以確保董事會具有強大之獨立性，並已符合企業管治守則中規定董事會成員中最少有三分之一成員為獨立非執行董事之建議常規。董事之履歷載於本報告第29至34頁內之「董事履歷詳情」一節。

主席及總經理

董事會主席一職現時懸空，其角色及職責由董事會承擔。總經理蔡照明先生負責日常業務管理。因此，職責已作出清晰劃分，確保權力及權限仍保持平衡。

CORPORATE GOVERNANCE REPORT

企業管治報告

NON-EXECUTIVE DIRECTOR

The Company has one non-executive Director, namely Mr. Tang Yiu Wing. Mr. Tang has entered into appointment letter with the Company with no specific term for appointment. In accordance with the Articles, he is subject to retirement at the Company's next annual general meeting after his appointment.

All the non-executive Directors are subject to retirement by rotation at least once in every three years in accordance with the Articles.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The three independent non-executive Directors are persons of high calibre, with academic and professional qualifications, and extensive experience in the fields of accounting, financial, legal and corporate finance. With their extensive experience, they provide strong support towards the effective discharge of the duties and responsibilities of the Board.

All independent non-executive Directors have given their annual confirmation of independence to the Company, and the Company considered that they are independent under Rule 3.13 of the Listing Rules.

All independent non-executive Directors are not appointed for a specific term, but they are subject to retirement by rotation in accordance with the Articles.

BOARD MEETINGS

During the year ended 31 December 2013, the Board has held 22 meetings. All Directors are given an opportunity to include any matters in the agenda for all Board meetings and are given sufficient time to review documents and information relating to matters to be discussed during the Board meetings in advance. For all regular Board meetings, the Board reviewed the operation and financial performance, and reviewed and approved the annual and interim results. And in order to ensure all Directors could plan in advance their availability, a notice of at least 14 days is given.

非執行董事

本公司擁有一名非執行董事，即鄧耀榮先生。鄧先生已與本公司訂立並無特定年期之委任書。根據細則，彼須於獲委任後於本公司之下屆股東週年大會上退任。

所有非執行董事須按照細則至少每三年輪值退任一次。

獨立非執行董事

本公司三名獨立非執行董事為能幹之人士，具備學歷及專業資歷，且於會計、財務、法律及企業融資方面具有豐富經驗。憑藉彼等之豐富經驗，彼等對董事會有效地履行其職責及職務提供強力支援。

全體獨立非執行董事已根據上市規則第3.13條之規定，就其獨立性向本公司發出年度確認函，本公司認為彼等確實為獨立人士。

全體獨立非執行董事之委任並無固定任期，惟彼等均須根據細則輪席告退。

董事會會議

截至二零一三年十二月三十一日止年度，董事會已舉行二十二次會議。全體董事均有機會就所有董事會會議議題提供擬議事宜，亦獲給予充份時間，以預先審閱將於董事會會議上討論事宜之相關文件及資料。於董事會之定期董事會會議內，董事會檢討經營及財務表現，並檢討及批准年度及中期業績。為確保全體董事均能預先規劃時間出席會議，董事均會獲發最少十四天通知。

CORPORATE GOVERNANCE REPORT

企業管治報告

Details of the attendance of the board of Directors' meetings are as follows: 董事會會議之出席詳情如下：

Name of Directors 董事姓名		Attendance/Number of meetings 出席次數／會議次數
<i>Executive Directors</i> 執行董事		
Mr. Choy Kwok Hung, Patrick ¹	蔡國雄先生 ¹	18/22
Mr. Chan Chi Hung ²	陳志鴻先生 ²	13/13
Mr. Choi Wai King ³	蔡惠境先生 ³	11/12
Mr. John Yen Jong Ling ⁴	嚴中伶先生 ⁴	17/19
<i>Non-executive Directors</i> 非執行董事		
Mr. Yang Nai Jiang ⁵	楊乃江先生 ⁵	0/11
Mr. Wang Qiang ⁶	王強先生 ⁶	4/19
Mr. Tang Yiu Wing ⁷	鄧耀榮先生 ⁷	—
<i>Independent Non-executive Directors</i> 獨立非執行董事		
Mr. Chung Koon Yan ⁸	鍾琯因先生 ⁸	3/3
Mr. Yue Man Yiu, Matthew ⁹	余文耀先生 ⁹	4/4
Mr. Chung Shu Kun, Christopher ⁹	鍾樹根先生 ⁹	0/4
Mr. Chan Kam Man ⁶	陳錦文先生 ⁶	22/22
Ms. Kwok Yuen Lam, Sophia ⁶	郭婉琳女士 ⁶	22/22
Ms. Mak Man Yi, Jackie ¹⁰	麥敏儀女士 ¹⁰	4/7
Mr. William Keith Jacobsen ¹¹	葉偉其先生 ¹¹	9/18
Ms. Chan Man Yi ¹¹	陳敏儀小姐 ¹¹	15/18
Ms. Kwong Ka Ki ⁷	鄺嘉琪女士 ⁷	—

- | | |
|--|--|
| 1. Mr. Choy Kwok Hung, Patrick resigned on 7 February 2014. | 1. 蔡國雄先生於二零一四年二月七日辭任。 |
| 2. Mr. Chan Chi Hung resigned on 15 July 2013. | 2. 陳志鴻先生於二零一三年七月十五日辭任。 |
| 3. Mr. Choi Wai King was appointed on 3 May 2013. | 3. 蔡惠境先生於二零一三年五月三日獲委任。 |
| 4. Mr. John Yen Jong Ling was appointed as non-executive director on 18 January 2013 and re-designated as executive Director on 3 June 2013. | 4. 嚴中伶先生於二零一三年一月十八日獲委任為非執行董事，並於二零一三年六月三日調任為執行董事。 |
| 5. Mr. Yang Nai Jiang was removed on 8 May 2013. | 5. 楊乃江先生於二零一三年五月八日被罷免。 |
| 6. Mr. Wang Qiang, Mr. Chan Kam Man and Ms. Kwok Yuen Lam, Sophia were removed on 22 January 2014. | 6. 王強先生、陳錦文先生及郭婉琳女士於二零一四年一月二十二日被罷免。 |
| 7. Mr. Tang Yiu Wing and Ms. Kwong Ka Ki were appointed on 22 January 2014. | 7. 鄧耀榮先生及鄺嘉琪女士於二零一四年一月二十二日獲委任。 |
| 8. Mr. Chung Koon Yan resigned on 18 January 2013. | 8. 鍾琯因先生於二零一三年一月十八日辭任。 |
| 9. Mr. Yue Man Yiu, Matthew and Mr. Chung Shu Kun, Christopher resigned on 1 February 2013. | 9. 余文耀先生及鍾樹根先生於二零一三年二月一日辭任。 |
| 10. Ms. Mak Man Yi, Jackie resigned on 28 March 2013. | 10. 麥敏儀女士於二零一三年三月二十八日辭任。 |
| 11. Mr. William Keith Jacobsen and Ms. Chan Man Yi were appointed on 1 February 2013. | 11. 葉偉其先生及陳敏儀小姐於二零一三年二月一日獲委任。 |

CORPORATE GOVERNANCE REPORT

企業管治報告

Board minutes are kept by the Company Secretary and are open for inspection by the Directors. Every Board member is entitled to have access to Board papers and related materials and has unrestricted access to the advice and services of the Company Secretary, and has the right to seek external professional advice if so required.

Appropriate insurance cover has been arranged in respect of relevant actions against its Directors.

DIRECTORS' INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

Each newly appointed Director would receive an induction covering the Group's business operations, policies and procedures and the statutory and regulatory obligations of a director of a listed company. The Group also provides briefings and other training to develop and refresh the Directors' knowledge and skills. The Group continuously updates Directors on the latest developments regarding the Listing Rules and other applicable regulatory requirements, to ensure compliance and enhance their awareness of good corporate governance practices. Circulars or guidance notes are issued to Directors and senior management where appropriate, to ensure awareness of best corporate governance practices.

董事會會議記錄由公司秘書存置並公開予董事查閱。每名董事會成員均有權查閱董事會文件及有關資料，並可不受限制地得到公司秘書之意見及服務，並有權於需要時尋求外界專業意見。

本公司已安排適當保險，使其董事於面對有關法律行動時得到保障。

董事就任及持續專業發展

任何獲委任之新董事將獲提供涵蓋本集團業務運營、政策及程序及上市公司董事法定及監管責任之就任須知。本集團亦會提供簡介及其他培訓，讓董事發展及了解最新知識及技能。本集團持續提供有關上市規則及其他適用監管規定之最新信息予董事，以確保董事遵守該等規則及提高彼等對良好企業管治常規之認識。於適當情況下，本公司會向董事及高級管理層發出通函或指引，以確保知悉最佳企業管治常規。

CORPORATE GOVERNANCE REPORT

企業管治報告

According to the records provided by the Directors, during the period from 1 January 2013 to 31 December 2013, the Directors participated in the following trainings:

根據董事提供之記錄，於二零一三年一月一日至二零一三年十二月三十一日期間，董事已參與下列培訓：

Name of Directors 董事姓名		Type of trainings 培訓類型
<i>Executive Directors</i> 執行董事		
Mr. Choy Kwok Hung, Patrick ¹	蔡國雄先生 ¹	A, B
Mr. Chan Chi Hung ²	陳志鴻先生 ²	—
Mr. Choi Wai King ³	蔡惠境先生 ³	A
Mr. John Yen Jong Ling ⁴	嚴中伶先生 ⁴	A
<i>Non-executive Directors</i> 非執行董事		
Mr. Yang Nai Jiang ⁵	楊乃江先生 ⁵	—
Mr. Wang Qiang ⁶	王強先生 ⁶	—
Mr. Tang Yiu Wing ⁷	鄧耀榮先生 ⁷	—
<i>Independent Non-executive Directors</i> 獨立非執行董事		
Mr. Chung Koon Yan ⁸	鍾瑄因先生 ⁸	—
Mr. Yue Man Yiu, Matthew ⁹	余文耀先生 ⁹	—
Mr. Chung Shu Kun, Christopher ⁹	鍾樹根先生 ⁹	—
Mr. Chan Kam Man ⁶	陳錦文先生 ⁶	—
Ms. Kwok Yuen Lam, Sophia ⁶	郭婉琳女士 ⁶	A, B
Ms. Mak Man Yi, Jackie ¹⁰	麥敏儀女士 ¹⁰	—
Mr. William Keith Jacobsen ¹¹	葉偉其先生 ¹¹	A
Ms. Chan Man Yi ¹¹	陳敏儀小姐 ¹¹	A, B
Ms. Kwong Ka Ki ⁷	鄺嘉琪女士 ⁷	—

A: attending seminars and/or conferences and/or forums relating to directors' duties

A: 出席有關董事職責之研討會及／或會議及／或論壇

B: reading newspaper, journals and updates relating to the economy, general business or directors' duties etc.

B: 閱讀有關經濟、一般業務或董事職責等之報章、刊物及更新資料

- Mr. Choy Kwok Hung, Patrick resigned on 7 February 2014.
- Mr. Chan Chi Hung resigned on 15 July 2013.
- Mr. Choi Wai King was appointed on 3 May 2013.
- Mr. John Yen Jong Ling was appointed as non-executive director on 18 January 2013 and re-designated as executive Director on 3 June 2013.
- Mr. Yang Nai Jiang was removed on 8 May 2013.
- Mr. Wang Qiang, Mr. Chan Kam Man and Ms. Kwok Yuen Lam, Sophia were removed on 22 January 2014.
- Mr. Tang Yiu Wing and Ms. Kwong Ka Ki were appointed on 22 January 2014.
- Mr. Chung Koon Yan resigned on 18 January 2013.
- Mr. Yue Man Yiu, Matthew and Mr. Chung Shu Kun, Christopher resigned on 1 February 2013.
- Ms. Mak Man Yi, Jackie resigned on 28 March 2013.
- Mr. William Keith Jacobsen and Ms. Chan Man Yi were appointed on 1 February 2013.

- 蔡國雄先生於二零一四年二月七日辭任。
- 陳志鴻先生於二零一三年七月十五日辭任。
- 蔡惠境先生於二零一三年五月三日獲委任。
- 嚴中伶先生於二零一三年一月十八日獲委任為非執行董事，並於二零一三年六月三日調任為執行董事。
- 楊乃江先生於二零一三年五月八日被罷免。
- 王強先生、陳錦文先生及郭婉琳女士於二零一四年一月二十二日被罷免。
- 鄧耀榮先生及鄺嘉琪女士於二零一四年一月二十二日獲委任。
- 鍾瑄因先生於二零一三年一月十八日辭任。
- 余文耀先生及鍾樹根先生於二零一三年二月一日辭任。
- 麥敏儀女士於二零一三年三月二十八日辭任。
- 葉偉其先生及陳敏儀小姐於二零一三年二月一日獲委任。

CORPORATE GOVERNANCE REPORT

企業管治報告

NOMINATION OF DIRECTORS

The Nomination Committee was established on 21 December 2011 with written terms of reference in compliance with the Listing Rules, and currently consists of three independent non-executive Directors, namely Ms. Kwong Ka Ki (chairperson of the Nomination Committee), Mr. William Keith Jacobsen and Ms. Chan Man Yi.

The Nomination Committee is mainly responsible for reviewing the structure, size and composition of the Board, identifying qualified individuals to become members of the Board, assessing the independence of the independent non-executive Directors and making recommendations to the Board on the appointment or re-appointment of Directors. Moreover, the committee will ensure that the Board of directors has the appropriate balance of skills, experience and diversity of perspectives necessary to enhance the effectiveness of the Board and to maintain high standards of corporate governance.

Board nomination and appointments will continue to be made on merit basis based on its business needs from time to time while taking into account diversity. Selection of board candidates shall be based on a range of diversity perspectives with reference to the Company's business model and specific needs, including but not limited to gender, race, language, cultural background, educational background, industry experience and professional experience.

董事之提名

提名委員會於二零一一年十二月二十一日成立，並遵照上市規則設立其職權範圍，其目前由三名獨立非執行董事鄭嘉琪女士（提名委員會主席）、葉偉其先生及陳敏儀小姐組成。

提名委員會主要負責審核董事會之架構、規模以及構成，物色合資格人士加入董事會，評估獨立非執行董事之獨立性以及就委任或再度委任董事向董事會提供推薦意見。此外，委員會將確保董事會成員在技能、經驗及視角的多元化方面達到適當的平衡，從而提升董事會之效率及保持高標準的企業管治。

董事會成員之提名及委任會繼續以用人唯才為原則，以不時的業務需求作基準，並考慮多元化的裨益。董事會成員候選人會根據一系列多元化範疇挑選，並參考本公司的業務模式與特定需求，包括但不局限於性別、種族、語言、文化背景、教育背景、行業經驗及專業經驗。

CORPORATE GOVERNANCE REPORT

企業管治報告

During the year, a total of 4 Nomination Committee meetings were held. Details of the attendance of the Nomination Committee meetings are as follows:

年內，提名委員會共舉行四次會議。提名委員會會議之出席詳情如下：

Name of Nomination Committee members 提名委員會成員姓名	Attendance/Number of meetings 出席次數／會議次數
Mr. Choy Kwok Hung, Patrick ¹	3/4
Mr. Chung Koon Yan ²	1/1
Mr. Yue Man Yiu, Matthew ³	2/2
Ms. Kwok Yuen Lam, Sophia ⁴	4/4
Mr. William Keith Jacobsen ⁵	2/2
Ms. Chan Man Yi ⁵	1/2
Ms. Kwong Ka Ki ⁶	0/0

1. Mr. Choy Kwok Hung, Patrick resigned on 7 February 2014.
2. Mr. Chung Koon Yan resigned on 18 January 2013.
3. Mr. Yue Man Yiu, Matthew resigned on 1 February 2013.
4. Ms. Kwok Yuen Lam, Sophia was removed on 22 January 2014.
5. Mr. William Keith Jacobsen and Ms. Chan Man Yi were appointed on 1 February 2013.
6. Ms. Kwong Ka Ki was appointed on 22 January 2014.

1. 蔡國雄先生於二零一四年二月七日辭任。
2. 鍾琯因先生於二零一三年一月十八日辭任。
3. 余文耀先生於二零一三年二月一日辭任。
4. 郭婉琳女士於二零一四年一月二十二日被罷免。
5. 葉偉其先生及陳敏儀小姐於二零一三年二月一日獲委任。
6. 鄺嘉琪女士於二零一四年一月二十二日獲委任。

REMUNERATION OF DIRECTORS

The Company established the Remuneration Committee on 28 June 2005 with written terms of reference in compliance with the Listing Rules, and currently consists of one executive Director, namely Mr. Choi Wai King (chairperson of the Remuneration Committee), two independent non-executive Directors, namely Mr. William Keith Jacobsen and Ms. Kwong Ka Ki.

The Remuneration Committee is mainly responsible for the determination of the specific remuneration packages of all executive Directors and senior management (including benefits in kind, pension rights and compensation payments), making recommendations to the Board on the matters relating to the Company's policy and structure for the remuneration of the Directors and senior management, and on the establishment of a formal and transparent procedure for developing policy on such remuneration.

董事酬金

本公司於二零零五年六月二十八日成立薪酬委員會，並遵照上市規則設立其職權範圍，其現時由一名執行董事蔡惠境先生（薪酬委員會主席）及兩名獨立非執行董事葉偉其先生與鄺嘉琪女士組成。

薪酬委員會主要負責釐定所有執行董事及高級管理層之具體酬金組合（包括實物利益、退休金權利及補償金額），就本公司有關董事及高級管理層之薪酬政策及架構、就制定有關薪酬政策確立正規及透明之程序向董事會提供建議，以及為制訂該等薪酬相關之政策設定正式及具透明度之程序。

CORPORATE GOVERNANCE REPORT

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During the year, a total of 7 Remuneration Committee meetings were held. Details of the attendance of the Remuneration Committee meetings are as follows:

年內，薪酬委員會共舉行七次會議。薪酬委員會會議之出席詳情如下：

Name of Remuneration Committee members 薪酬委員會成員姓名		Attendance/Number of meetings 出席次數／會議次數
Mr. Chan Chi Hung ¹	陳志鴻先生 ¹	5/5
Mr. Chung Koon Yan ²	鍾琯因先生 ²	1/1
Mr. Yue Man Yiu, Matthew ³	余文耀先生 ³	2/2
Ms. Mak Man Yi, Jackie ⁴	麥敏儀女士 ⁴	2/3
Ms. Kwok Yuen Lam, Sophia ⁵	郭婉琳女士 ⁵	7/7
Mr. William Keith Jacobsen ⁶	葉偉其先生 ⁶	5/6
Mr. Choi Wai King ⁷	蔡惠境先生 ⁷	3/3

1. Mr. Chan Chi Hung resigned on 15 July 2013.
2. Mr. Chung Koon Yan resigned on 18 January 2013.
3. Mr. Yue Man Yiu, Matthew resigned on 1 February 2013.
4. Ms. Mak Man Yi, Jackie resigned on 28 March 2013.
5. Ms. Kwok Yuen Lam, Sophia was removed on 22 January 2014.
6. Mr. William Keith Jacobsen was appointed on 1 February 2013.
7. Mr. Choi Wai King was appointed on 3 May 2013 and subsequently appointed as the chairperson of the committee on 22 January 2014.

1. 陳志鴻先生於二零一三年七月十五日辭任。
2. 鍾琯因先生於二零一三年一月十八日辭任。
3. 余文耀先生於二零一三年二月一日辭任。
4. 麥敏儀女士於二零一三年三月二十八日辭任。
5. 郭婉琳女士於二零一四年一月二十二日被罷免。
6. 葉偉其先生於二零一三年二月一日獲委任。
7. 蔡惠境先生於二零一三年五月三日獲委任，其後於二零一四年一月二十二日獲委任為委員會主席。

CORPORATE GOVERNANCE REPORT

企業管治報告

AUDITOR'S REMUNERATION

The Audit Committee is mainly responsible for making recommendations to the Board on the appointment, re-appointment and removal of the external auditors and to approve the remuneration and terms of engagement of the external auditors, and any questions of resignation or dismissal of such auditors; reviewing the interim and annual reports and accounts of the Group; and overseeing the Company's financial reporting system and internal control procedures. During the year under review, the remuneration paid/payable to the Company's auditor, BDO Limited, is set out below:

核數師酬金

審核委員會主要負責就外聘核數師之委任、重聘及免職向董事會提供推薦意見及批准聘任外聘核數師之薪酬及聘任條款，以及考慮該等核數師辭任或免職之任何問題；審核本集團之中期及年度報告以及賬目；及監督本公司之財務報告系統及內部監控程序。於回顧年度，已付／應付予本公司核數師香港立信德豪會計師事務所有限公司之酬金載列如下：

		Fee paid/payable 已付／應付費用 HK\$'000 千港元
Audit services	核數服務	265
Non-audit services	非核數服務	—
		<hr/>
		265

AUDIT COMMITTEE

The Audit Committee was established on 7 October 2002. The Audit Committee currently consists of three independent non-executive Directors, namely Ms. Kwong Ka Ki (chairperson of the Audit Committee), Mr. William Keith Jacobsen and Ms. Chan Man Yi.

The terms of reference adopted by the Audit Committee are aligned with the code provisions set out in the CG Code.

The Audit Committee shall meet the external auditor to discuss any area of concern during the audit or review. The Audit Committee reviews the interim and annual reports before submission to the Board. The Audit Committee focuses not only on the impact of standards, but also on the Listing Rules and the legal requirements in the review of the Company's interim and annual reports.

審核委員會

本公司於二零零二年十月七日成立審核委員會。審核委員會現時由三名獨立非執行董事鄭嘉琪女士（審核委員會主席）、葉偉其先生以及陳敏儀小姐組成。

審核委員會採納之職權範圍符合企業管治守則所載之守則條文。

審核委員會應與外聘核數師開會，以討論於審計或審閱期間發現之任何重要事宜。審核委員會將於中期報告及年報呈交董事會前進行審閱。審核委員會於審閱本公司中期報告及年報之時不單關注準則之影響，亦關注上市規則及法律規定之影響。

CORPORATE GOVERNANCE REPORT

企業管治報告

During the year, the Audit Committee held 2 meetings and has reviewed the unaudited interim results and audited annual results of the Group for the year ended 31 December 2013 together with the auditor of the Company. In the opinion of the Audit Committee, the preparation of such results complied with the applicable accounting standards and the Listing Rules.

年內，審核委員會舉行了兩次會議，並連同本公司之核數師審閱截至二零一三年十二月三十一日止年度本集團之未經審核中期業績以及經審核全年業績。審核委員會認為，該等業績之編製符合適用會計準則及上市規則。

Details of the attendance of the Audit Committee meetings are as follows:

審核委員會會議之出席詳情如下：

Name of Audit Committee members 審核委員會成員姓名		Attendance/Number of meetings 出席次數/會議次數
Mr. Yue Man Yiu, Matthew ¹	余文耀先生 ¹	—
Mr. Chung Shu Kun, Christopher ¹	鍾樹根先生 ¹	—
Mr. Chung Koon Yan ²	鍾琯因先生 ²	—
Ms. Chan Kam Man ³	陳錦文先生 ³	1/2
Mr. William Keith Jacobsen ⁴	葉偉其先生 ⁴	2/2
Ms. Chan Man Yi ⁴	陳敏儀小姐 ⁴	2/2
Ms. Mak Man Yi, Jackie ⁵	麥敏儀女士 ⁵	—
Ms. Kwong Ka Ki ⁶	鄺嘉琪女士 ⁶	1/2

1. Mr. Yue Man Yiu, Matthew and Mr. Chung Shu Kun, Christopher resigned on 1 February 2013.
2. Mr. Chung Koon Yan resigned on 18 January 2013.
3. Mr. Chan Kam Man was removed on 22 January 2014.
4. Mr. William Keith Jacobsen and Ms. Chan Man Yi were appointed on 1 February 2013.
5. Ms. Mak Man Yi, Jackie was appointed as member of Audit Committee on 1 February 2013 and resigned subsequently on 28 March 2013.
6. Ms. Kwong Ka Ki was appointed on 22 January 2014.

1. 余文耀先生及鍾樹根先生於二零一三年二月一日辭任。
2. 鍾琯因先生於二零一三年一月十八日辭任。
3. 陳錦文先生於二零一四年一月二十二日被罷免。
4. 葉偉其先生及陳敏儀小姐於二零一三年二月一日獲委任。
5. 麥敏儀女士於二零一三年二月一日獲委任為審核委員會成員及其後於二零一三年三月二十八日辭任。
6. 鄺嘉琪女士於二零一四年一月二十二日獲委任。

COMPANY SECRETARY

During the year ended 31 December 2013, the Company Secretary has duly complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules.

公司秘書

於截至二零一三年十二月三十一日止年度，公司秘書已妥善遵守上市規則第3.29條項下之相關專業培訓規定。

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

以投票方式表決

根據上市規則第13.39(4)條規定，股東於股東大會上所作的任何表決必須以投票方式進行。惟主席誠意決定以允許純粹與程序或行政事宜相關之決議案可以舉手表決方式表決除外。

CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS' RIGHTS

The Company commits to place shareholders' interests as top priority and protect their rights as provided in the Articles. Shareholders can visit the Company's website (www.cflg.com.hk) to gain access to the Company's up-to-date information. They are entitled to be given due notice to attend all the general meetings of the Company, vote all the resolutions (except for those which shareholders may have conflict of interest and are required to abstain from voting) and raise questions to the management on the Company's status and development plans.

Shareholders as duly registered holders of the ordinary shares of the Company ("Members") are also entitled to requisition to convene an extraordinary general meeting in accordance with the Articles. Details of the requirements and procedures are as follows:

- (i) Any one or more Members holding not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company may send a written requisition to the Board or the Company Secretary to convene a general meeting.
- (ii) The requisition must be duly signed by the requisitionist, specifying the requisitionist's name, contact details and the number of ordinary shares of the Company that the requisitionist is holding and the matters proposed to be discussed and transacted in the general meeting. The requisition must be deposited at the Company's principal place of business in Hong Kong at Room A-C, 3/F., Golden Sun Centre, 59 Bonham Strand West, Sheung Wan, Hong Kong.
- (iii) The Company will verify the requisition and upon confirming that the requisition is proper and in order, the Board will proceed with the necessary procedures including the convening of a general meeting.

股東權利

本公司致力將股東權益放在首位，並保障本公司之細則提供予彼等之權利。股東可瀏覽本公司網站(www.cflg.com.hk)以取得本公司之最新資料。彼等有權收取適當通知，出席所有本公司股東大會、投票表決所有決議案(除股東可能有利益衝突並須放棄投票者外)及就本公司之狀況及發展計劃向本公司之管理層提出詢問。

正式註冊為本公司普通股持有人之股東(「成員」)亦有權根據細則提出召開股東特別大會之請求。有關請求及程序之詳情如下：

- (i) 持有本公司繳足股本(附帶權利出席本公司股東大會)不少於十分之一之任何一名或多名成員，有權向董事會或本公司秘書發出請求書，要求召開股東大會。
- (ii) 請求書必須由請求人正式簽署，列明請求人之姓名、聯絡資料及請求人持有本公司普通股之數目，以及建議於股東大會討論及處理之事務。請求書必須存放至本公司之香港主要營業地點香港上環文咸西街59號金日集團中心3樓A-C室。
- (iii) 本公司將核實請求書，並於確認請求書屬適合及適當後，董事會將進行召開股東大會之必要程序。

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(iv) The general meeting shall be held within two (2) months after the deposit of the requisition.

If the Board does not within twenty-one (21) days from the date of the deposit of the requisition proceed duly to convene a general meeting, the requisitionist himself may convene a general meeting in the same manner.

INVESTOR RELATIONS

The Company is committed to a policy of open and regular communication and reasonable disclosure of information to its shareholders so that they can exercise their rights in an informed manner. Information about the Company is disseminated to the shareholders through:

- delivery of interim and annual results and reports to all shareholders;
- publication of announcements on interim and annual results on the websites of the Company and the Stock Exchange, and issuance of other announcements and shareholders' circulars in accordance with the continuing disclosure obligations under the Listing Rules; and
- the general meeting of the Company is an effective communication channel between the Board and shareholders. As such, most of the Board members attended the 2013 annual general meeting and other extraordinary general meetings during the year to provide shareholders with opportunities to understand the latest development of the Group and raise questions.

(iv) 股東大會須於存放請求書後兩(2)個月內舉行。

倘董事會於妥善存放請求書日期後二十一(21)日內未召開股東大會，則請求人可以相同方式自行召開股東大會。

投資者關係

本公司致力保持開放及定期溝通之政策，並且向其股東及投資者合理地作出資料披露，令彼等可於知情之情況下行使其權利。關於本公司之資料通過以下方式向股東發佈：

- 向全體股東提呈中期和全年業績及報告；
- 根據上市規則之持續披露責任於本公司及聯交所之網站刊登中期及全年業績公佈、發表其他公佈及刊發股東通函；及
- 本公司之股東大會乃董事會與股東之間的有效溝通渠道。因此，年內大部分董事會成員出席二零一三年股東週年大會及其他股東特別大會，為股東提供了解本集團最新發展之機會及提出詢問。

CORPORATE GOVERNANCE REPORT

企業管治報告

The 2013 annual general meeting was held on 29 May 2013 and there was one extraordinary general meeting held subsequently on 22 January 2014. The attendance record of the Directors at the general meetings is set out below:

二零一三年股東週年大會於二零一三年五月二十九日舉行，本公司其後於二零一四年一月二十二日舉行一次股東特別大會。董事於股東大會之出席記錄載列如下：

Name of Directors 董事姓名		Attendance/Number of general meetings 出席次數/ 股東大會次數
<i>Executive Directors</i> 執行董事		
Mr. Choy Kwok Hung, Patrick ¹	蔡國雄先生 ¹	1/2
Mr. Chan Chi Hung ²	陳志鴻先生 ²	1/2
Mr. Choi Wai King ³	蔡惠境先生 ³	1/2
Mr. John Yen Jong Ling ⁴	嚴中伶先生 ⁴	1/2
<i>Non-executive Directors</i> 非執行董事		
Mr. Yang Nai Jiang ⁵	楊乃江先生 ⁵	–
Mr. Wang Qiang ⁶	王強先生 ⁶	1/2
Mr. Tang Yiu Wing ⁷	鄧耀榮先生 ⁷	–
<i>Independent Non-executive Directors</i> 獨立非執行董事		
Mr. Chung Koon Yan ⁸	鍾琯因先生 ⁸	–
Mr. Yue Man Yiu, Matthew ⁹	余文耀先生 ⁹	–
Mr. Chung Shu Kun, Christopher ⁹	鍾樹根先生 ⁹	–
Mr. Chan Kam Man ⁶	陳錦文先生 ⁶	1/2
Ms. Kwok Yuen Lam, Sophia ⁶	郭婉琳女士 ⁶	1/2
Ms. Mak Man Yi, Jackie ¹⁰	麥敏儀女士 ¹⁰	–
Mr. William Keith Jacobsen ¹¹	葉偉其先生 ¹¹	0/2
Ms. Chan Man Yi ¹¹	陳敏儀小姐 ¹¹	0/2
Ms. Kwong Ka Ki ⁷	鄺嘉琪女士 ⁷	–

- Mr. Choy Kwok Hung, Patrick resigned on 7 February 2014.
- Mr. Chan Chi Hung resigned on 15 July 2013.
- Mr. Choi Wai King was appointed on 3 May 2013.
- Mr. John Yen Jong Ling was appointed as non-executive director on 18 January 2013 and re-designated as executive Director on 3 June 2013.
- Mr. Yang Nai Jiang was removed on 8 May 2013.
- Mr. Wang Qiang, Mr. Chan Kam Man and Ms. Kwok Yuen Lam, Sophia were removed on 22 January 2014.
- Mr. Tang Yiu Wing and Ms. Kwong Ka Ki were appointed on 22 January 2014.
- Mr. Chung Koon Yan resigned on 18 January 2013.
- Mr. Yue Man Yiu, Matthew and Mr. Chung Shu Kun, Christopher resigned on 1 February 2013.
- Ms. Mak Man Yi, Jackie resigned on 28 March 2013.
- Mr. William Keith Jacobsen and Ms. Chan Man Yi were appointed on 1 February 2013.

- 蔡國雄先生於二零一四年二月七日辭任。
- 陳志鴻先生於二零一三年七月十五日辭任。
- 蔡惠境先生於二零一三年五月三日獲委任。
- 嚴中伶先生於二零一三年一月十八日獲委任為非執行董事，並於二零一三年六月三日調任為執行董事。
- 楊乃江先生於二零一三年五月八日被罷免。
- 王強先生、陳錦文先生及郭婉琳女士於二零一四年一月二十二日被罷免。
- 鄧耀榮先生及鄺嘉琪女士於二零一四年一月二十二日獲委任。
- 鍾琯因先生於二零一三年一月十八日辭任。
- 余文耀先生及鍾樹根先生於二零一三年二月一日辭任。
- 麥敏儀女士於二零一三年三月二十八日辭任。
- 葉偉其先生及陳敏儀小姐於二零一三年二月一日獲委任。

CORPORATE GOVERNANCE REPORT

企業管治報告

During the year ended 31 December 2013, there were no significant changes in the Company's constitutional documents during the year.

DIRECTORS RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Board acknowledges its responsibility to prepare the Company's accounts for each financial period and to ensure that the financial statements are in accordance with statutory requirements and applicable accounting standards. The Board also ensures the timely publication of the financial statements. The Directors, having made appropriate enquiries, confirm that they are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

CORPORATE GOVERNANCE FUNCTIONS

The Board as a whole is responsible for performing the corporate governance duties including:

- (a) to develop and review the Company's policies and practices on corporate governance;
- (b) to review and monitor the training and continuous professional development of directors and senior management;
- (c) to review and monitor the Company's policies and practices in compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and
- (e) to review the Company's compliance with the code and disclosure in the Corporate Governance Report.

截至二零一三年十二月三十一日止年度，本公司之憲章文件於年內並無重大改動。

董事對財務報表之責任

董事會確認其負責編製本公司各財務期間之賬目，並須確保財務報表符合法定要求及適用會計準則。董事會亦確保財務報表準時刊發。董事於作出適當查詢後，確認彼等並不知悉任何可能會對本公司持續經營能力造成重大疑慮之事件或情況之重大不確定因素。

企業管治職能

董事會整體負責執行企業管治職責，包括：

- (a) 發展及檢討本公司有關企業管治之政策及常規；
- (b) 檢討及監察董事及高級管理層之培訓及持續專業發展；
- (c) 檢討及監察遵守法定及監管規定之本公司政策及常規；
- (d) 發展、檢討及監察適用於僱員及董事之行為守則及合規手冊(如有)；及
- (e) 檢討本公司遵守企業管治報告之守則及披露。

CORPORATE GOVERNANCE REPORT

企業管治報告

INTERNAL CONTROL

The Board has overall responsibility for maintaining a proper and effective system of internal control of the Group.

The internal control system includes safeguard of the interest of shareholders and the Group's assets. The Board has delegated to management for the implementation of all relevant financial, operational, compliance controls and risk management function within a defined framework. During the year ended 31 December 2013, the Board has conducted a review of the system of internal control to ensure the effectiveness and adequacy of the system. The Board shall conduct such review at least once annually.

內部監控

董事會全面負責本集團維持妥當有效之內部監控制度。

內部監控制度包括保障股東權益及本集團之資產。董事會已根據明確之架構授權管理層履行所有有關之財務、營運、遵例控制及風險管理職能。截至二零一三年十二月三十一日止年度，董事會已檢討內部監控制度以確保制度之效能及充足性。董事會將至少每年進行一次上述檢討工作。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

EXECUTIVE DIRECTORS

Mr. Choi Wai King, aged 50, obtained his bachelor's degree at Columbus University, has about 25 years of experiences in securities trading and management, business management, asset management and provision of investment advisory worldwide including South East Asian countries, the Middle East, China, Japan and Hong Kong. Mr. Choi has demonstrated his strong business acumen in providing investment advice to the top management of several asset management companies based on researches and the analyses (both qualitative and quantitative) he has applied to select business sectors and stocks which have investment potentials. He has thus been entrusted to manage and take charge of the investment portfolios and has achieved remarkable return consistently. Currently, Mr. Choi is also an executive director of Opes Asia Development Limited (stock code: 810).

Mr. Choi has entered into an appointment letter with the Company with no specific term for appointment. In accordance with the Articles, he is subject to retirement by rotation at least once in every three years. The remuneration of Mr. Choi is HK\$600,000 per annum which is determined by the Board with reference to his respective qualification and experiences, his respective duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

Save as disclosed above, Mr. Choi does not hold any other position with the Company or its subsidiaries, nor has he held any directorship in other listed public companies in the past three years. He does not have any relationship with other directors, senior management, substantial or controlling shareholders of the Company.

執行董事

蔡惠境先生，50歲，獲得哥倫布大學(Columbus University)學士學位，於證券買賣及管理、業務管理、資產管理及提供投資諮詢服務方面具有約25年經驗，並曾於世界各地工作，包括東南亞各國、中東、中國、日本及香港。蔡先生根據其為篩選具投資潛力的業務板塊及股票時應用的研究及分析(包括定性及定量)，向若干資產管理公司最高管理層提供投資意見，已展示其高超的商業才智。彼因而獲委託管理及負責投資組合，並持續獲得可觀回報。蔡先生現時亦為華保亞洲發展有限公司(股份代號：810)執行董事。

蔡先生已與本公司訂立並無特定年期之委任書。根據細則，彼須至少每三年輪值退任一次。蔡先生之薪酬為每年600,000港元，由董事會參考其資歷及經驗、於本公司之職責及職務、本公司之表現及目前市況釐定。

除上述披露者外，蔡先生概無於本公司或其附屬公司擔任任何其他職位，或於過去三年於其他上市公眾公司擔任任何董事。彼與本公司其他董事、高級管理層、主要或控股股東概無任何關連。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Mr. John Yen Jong Ling, aged 52, was appointed as a non-executive Director of the Company on 18 January 2013 and re-designated as executive Director on 3 June 2013. Mr. Yen holds a Master's degree in Business Administration from State University of New York at Buffalo and a Master's degree in Science, from New York University. He also holds the professional qualifications of CFA and FRM as well as the professional licenses for Type 9 (Asset management) and Type 4 (Advising on securities) regulated activities under the SFO. Currently, he is the founder and chief executive officer of Yuan Asset Management Limited.

For the past more than 20 years, Mr. Yen has held various senior positions with different financial institutions in New York, Hong Kong and Taiwan. He had been a director of China Merchants Securities (HK) Co., Limited from 2007 to 2011, an executive director of AVANTA Investment (International) Limited from 2006 to 2007, responsible for fund management and investment advisory services. In 2004, he was a managing director of Crosby Asset Management (Hong Kong) Limited and was responsible for setting up a fund. Between 2001 and 2003, he was the president of Hwa Yu Securities Investment Advisory Company and was responsible for promoting investment advisory services and managing discretionary accounts. Mr. Yen had also been an independent non-executive director of First China Financial Network Holdings Limited, a company listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (stock code: 8123) during the period from 2008 to 2010. With over 20 years of exposures in investing in the international capital market, Mr. Yen has vast experience in fund management including mutual fund, pension fund, insurance investment portfolio and management of institutional accounts. Currently, Mr. Yen is also a director of a subsidiary of the Company.

Mr. Yen has entered into an appointment letter with the Company with no specific term for appointment. In accordance with the Articles, he is subject to retirement by rotation at least once in every three years. The remuneration of Mr. Yen is HK\$600,000 per annum which is determined by the Board with reference to his respective qualification and experiences, his respective duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

嚴中伶先生，52歲，於二零一三年一月十八日獲委任為本公司非執行董事，並於二零一三年六月三日辭任執行董事。嚴先生持有紐約州立大學水牛城分校(State University of New York at Buffalo)工商管理碩士及紐約大學金融理學碩士。彼持有註冊金融分析師及金融風險管理師專業資格，亦持有證券及期貨條例下第九類受規管活動(資產管理)及第四類受規管活動(就證券提供意見)的專業牌照。彼現為源豐資產管理有限公司之創辦人及行政總裁。

於過去20逾年，嚴先生在紐約、香港及台灣多間不同金融機構出任高級職務。於二零零七年至二零一一年，彼為招商證券(香港)有限公司董事，於二零零六年至二零零七年為安信達投資(國際)有限公司之董事，負責基金管理及投資顧問服務。於二零零四年，彼出任高誠資產管理(香港)有限公司的董事總經理，負責成立基金。於二零零一年至二零零三年，彼擔任Hwa Yu Securities Investment Advisory Company之總裁，負責推廣投資顧問服務及管理授權戶口。於二零零八年至二零一零年期間，嚴先生亦擔任首華財經網絡集團有限公司(一間於香港聯合交易所有限公司創業板上市之公司，股份代號：8123)之獨立非執行董事。嚴先生於國際資本市場具有逾20年之資歷，在基金管理方面(包括互惠基金、退休金、保險投資組合及機構賬戶管理)擁有豐富經驗。嚴先生現時亦為本公司附屬公司的董事。

嚴先生與本公司訂立並無特定年期之委任書。根據細則，彼須至少每三年輪值告退。嚴先生之薪酬為每年600,000港元，乃由董事會經參考彼之資歷及經驗、彼於本公司之職責及職務、本公司之表現及目前市況釐定。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Save as disclosed above, Mr. Yen does not hold any other position with the Company or its subsidiaries, nor has he held any directorship in other listed public companies in the past three years. He does not have any relationship with other directors, senior management, substantial or controlling shareholders of the Company.

NON-EXECUTIVE DIRECTOR

Mr. Tang Yiu Wing, aged 46, is a practising solicitor in Hong Kong. He holds a Bachelor's Degree in Laws, a Postgraduate Certificate in Laws from the University of Hong Kong and a Master's Degree in Laws from the City University of Hong Kong. He is a member of the Law Society of Hong Kong and is admitted as a solicitor of the Supreme Court of England and Wales and a barrister and solicitor of the Supreme Court of Tasmania. Currently, Mr. Tang is an independent non-executive director of Goldin Financial Holdings Limited, a company listed on the Main Board of the Stock Exchange of Hong Kong Limited (stock code: 530). Mr. Tang is also an alternate Director to Mr. John Yen Jong Ling, Mr. William Keith Jacobsen and Ms. Chan Man Yi.

Mr. Tang has entered into an appointment letter with the Company with no specific term for appointment. In accordance with the Articles, Mr. Tang is subject to retirement at the Company's next annual general meeting after his appointment and thereafter subject to retirement by rotation at least once in every three years. The remuneration of Mr. Tang is HK\$360,000 per annum which is determined by the Board with reference to his respective qualifications and experiences, respective duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

Save as disclosed above, Mr. Tang does not hold any other positions with the Company or its subsidiaries, nor has he held any directorships in other listed public companies in the past three years. Mr. Tang does not have any relationships with other directors, senior management, substantial or controlling shareholders of the Company.

除上述披露者外，嚴先生概無於本公司或其附屬公司擔任任何其他職位，或於過去三年於其他上市公司擔任董事。彼與本公司其他董事、高級管理層、主要或控股股東概無任何關連。

非執行董事

鄧耀榮先生，46歲，為香港執業律師。彼持有香港大學法律學士學位及香港大學法律深造文憑，並取得香港城市大學法律碩士學位。彼為香港律師會會員，並為英格蘭與威爾士最高法院律師，以及塔斯曼尼亞最高法院大律師及律師。鄧先生目前為香港聯合交易所有限公司主板上市公司高銀金融(集團)有限公司(股份代號：530)之獨立非執行董事。鄧先生亦為嚴中伶先生、葉偉其先生及陳敏儀小姐之替任董事。

鄧先生已與本公司訂立並無特定年期之委任書。根據細則，彼須於是次委任後於本公司下屆股東週年大會上退任，此後，須至少每三年輪值告退一次。鄧先生之薪酬為每年360,000港元，由董事會參考其資歷及經驗、於本公司之職責及職務、本公司之表現及目前市況釐定。

除上述披露者外，鄧先生概無於本公司或其附屬公司擔任任何其他職位，或於過去三年於其他上市公眾公司擔任董事。彼與本公司其他董事、高級管理層、主要或控股股東概無任何關連。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. William Keith Jacobsen, aged 47, was appointed as an independent non-executive Director, a member of the Nomination Committee, the Remuneration Committee and the Audit Committee of the Company on 1 February 2013. He is the managing director of a licensed corporation to advise on corporate finance matters. Mr. Jacobsen has more than 20 years of experience in corporate finance and business development. He is an executive director of Auto Italia Holdings Limited (formerly known as Wo Kee Hong (Holdings) Limited, stock code: 720) and is also an independent non-executive director of Hycomm Wireless Limited (stock code: 499), Perception Digital Holdings Limited (stock code: 1822), Sustainable Forest Holdings Limited (stock code: 723) and abc Multiactive Limited (stock code: 8131). He was also an independent non-executive director of King Stone Energy Group Limited (stock code: 663) for the period from 26 September 2008 to 30 September 2011. He holds a Bachelor of Law degree from the University of Hong Kong and a Master of Business Administration degree from the University of British Columbia, Canada.

Mr. Jacobsen has entered into an appointment letter with the Company with no specific term for appointment. In accordance with the Articles, he is subject to retirement by rotation at least once in every three years. The remuneration of Mr. Jacobsen is HK\$120,000 per annum which is determined by the Board with reference to his respective qualification and experiences, his respective duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

Save as disclosed above, Mr. Jacobsen does not hold any other positions with the Company or its subsidiaries, nor has he held any directorships in other listed public companies in the past three years. Mr. Jacobsen does not have any relationships with other directors, senior management, substantial or controlling shareholders of the Company.

獨立非執行董事

葉偉其先生，47歲，於二零一三年二月一日獲委任為本公司獨立非執行董事、提名委員會、薪酬委員會及審核委員會成員。彼為一家就企業財務事宜提供意見之持牌公司之董事總經理。葉先生於企業財務及業務發展方面積逾20年經驗。彼亦為意達利控股有限公司(前稱和記行(集團)有限公司，股份代號：720)之執行董事，並為華脈無線通信有限公司(股份代號：499)、幻音數碼控股有限公司(股份代號：1822)、永保林業控股有限公司(股份代號：723)及辰罡科技有限公司(股份代號：8131)之獨立非執行董事。彼於二零零八年九月二十六日至二零一一年九月三十日期間亦為金山能源集團有限公司(股份代號：663)之獨立非執行董事。彼持有香港大學法學士學位及加拿大英屬哥倫比亞大學工商管理碩士學位。

葉先生與本公司訂立並無特定年期之委任書。根據細則，彼須至少每三年輪值告退一次。葉先生之薪酬為每年120,000港元，乃由董事會經參考彼之資歷及經驗、彼於本公司之職責及職務、本公司之表現及目前市況釐定。

除上述披露者外，葉先生概無於本公司或其附屬公司擔任任何其他職位，或於過去三年於其他上市公司擔任董事。彼與本公司其他董事、高級管理層、主要或控股股東概無任何關連。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Ms. Chan Man Yi, aged 49, was appointed as an independent non-executive Director, a member of the Nomination Committee and the Audit Committee of the Company on 1 February 2013. She graduated from the Hong Kong Polytechnic University with a Master's degree in professional accounting and has over 22 years of experience in pension and provident fund industry. She is currently the company secretary of Glory Mark Hi-Tech (Holdings) Limited, a company listed on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (stock code: 8159). Ms. Chan is a member of The Hong Kong Institute of Certified Public Accountants and a fellow member of The Association of Chartered Certified Accountants.

Ms. Chan has entered into an appointment letter with the Company with no specific term for appointment. In accordance with the Articles, she is subject to retirement by rotation at least once in every three years. The remuneration of Ms. Chan is HK\$120,000 per annum which is determined by the Board with reference to her respective qualification and experiences, her respective duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

Ms. Chan does not hold any other positions with the Company or its subsidiaries, nor has she held any directorships in other listed public companies in the past three years. Ms. Chan does not have any relationships with other directors, senior management, substantial or controlling shareholders of the Company.

Ms. Kwong Ka Ki, aged 33, was appointed as an independent non-executive Director, a member of Remuneration Committee and chairperson of Nomination Committee and Audit Committee on 22 January 2014. Ms. Kwong holds a Bachelor of Arts (Hon) degree in Accounting and Finance from The Leeds Metropolitan University. Ms. Kwong is a member of The Association of Chartered Certified Accountants. Ms. Kwong is currently an Audit Manager of Union Alpha C.P.A. Limited. Ms. Kwong has over 12 years of experience in auditing, tax, professional accounting and internal control review of licensed corporations.

陳敏儀小姐，49歲，於二零一三年二月一日獲委任為本公司獨立非執行董事、提名委員會及審核委員會成員。彼畢業於香港理工大學，獲授專業會計碩士學位，於退休金及公積金行業積逾22年經驗。彼現為香港聯合交易所有限公司創業板上市之輝煌科技(控股)有限公司(股份代號：8159)之公司秘書。陳小姐為香港會計師公會會員及英國特許公認會計師公司資深會員。

陳小姐與本公司訂立並無特定年期之委任書。根據細則，彼須至少每三年輪值告退一次。陳小姐之薪酬為每年120,000港元，乃由董事會經參考彼之資歷及經驗、彼於本公司之職責及職務、本公司之表現及目前市況釐定。

陳小姐概無於本公司或其附屬公司擔任任何其他職位，或於過去三年於其他上市公司擔任董事。彼與本公司其他董事、高級管理層、主要或控股股東概無任何關連。

鄺嘉琪女士，33歲，於二零一四年一月二十二日獲委任為獨立非執行董事、薪酬委員會成員、提名委員會及審核委員會主席。鄺女士持有列斯城市大學(The Leeds Metropolitan University)頒授之會計及財務學(榮譽)文學士學位。鄺女士為英國特許公認會計師公會會員。鄺女士現任才匯會計師事務所有限公司之審計經理。鄺女士於核數、稅務、專業會計及持牌機構內部監控審閱方面擁有逾12年經驗。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Ms. Kwong has entered into an appointment letter with the Company with no specific term for appointment. In accordance with the Articles, Ms. Kwong is subject to retirement at the Company's next annual general meeting after her appointment and thereafter subject to retirement by rotation at least once in every three years. The remuneration of Ms. Kwong is HK\$200,000 per annum respectively which is determined by the Board with reference to her respective qualifications and experiences, respective duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

Ms. Kwong does not hold any other positions with the Company or its subsidiaries, nor has she held any directorships in other listed public companies in the past three years. Ms. Kwong does not have any relationships with other directors, senior management, substantial or controlling shareholders of the Company.

鄺女士已與本公司訂立並無特定年期之委任書。根據細則，彼須於是次委任後於本公司下屆股東週年大會上退任，此後，須至少每三年輪值告退一次。鄺女士之薪酬為每年200,000港元，由董事會參考其資歷及經驗、於本公司之職責及職務、本公司之表現及目前市況釐定。

鄺女士概無於本公司或其附屬公司擔任任何其他職務，或於過去三年內於其他上市公眾公司擔任董事。鄺女士與本公司其他董事、高級管理層、主要或控股股東概無任何關連。

REPORT OF THE DIRECTORS

董事會報告書

The Board is pleased to submit their report together with the audited financial statements of China Financial Leasing Group Limited (the “Company”) and of the consolidated financial statements of the Company and its subsidiaries (collectively the “Group”) for the year 31 December 2013.

PRINCIPAL ACTIVITIES

The Group is principally engaged in short to medium term capital appreciation by investing in a diversified portfolio of investments in listed securities in Hong Kong and overseas on a general perspective as well as loan financing business and the investment in the financial leasing business in the PRC.

Details of the principal activities of the subsidiaries are set out in note 15 to the financial statements.

RESULTS AND APPROPRIATIONS

The Group’s loss for the year ended 31 December 2013 and the state of affairs of the Company and of the Group as at that date are set out in the financial statements on pages 45 to 109.

The Directors did not recommend the payment of a final dividend for the year ended 31 December 2013.

SHARE CAPITAL

Details of the movements in the share capital of the Company during the year are set out in note 20 to the financial statements.

董事會欣然提呈彼等之報告，連同中國金融租賃集團有限公司(「本公司」)截至二零一三年十二月三十一日止年度之經審核財務報表，以及本公司及其附屬公司(統稱為「本集團」)之綜合財務報表。

主要業務

本集團主要從事透過投資於香港及海外上市證券之多元化投資組合達致中短期資本升價以及於中國進行貸款融資業務及投資於金融租賃業務。

附屬公司主要業務詳情載於財務報表附註15。

業績及備撥

本集團截至二零一三年十二月三十一日止年度之虧損及本公司與本集團於該日之財政狀況載於第45至109頁之財務報表。

董事並不建議派付截至二零一三年十二月三十一日止年度之末期股息。

股本

本公司年內之股本變動詳情載於財務報表附註20。

REPORT OF THE DIRECTORS

董事會報告書

SHARE OPTION SCHEME

New Share Option Scheme

The Company adopted a new share option scheme (the "SO Scheme") on 12 January 2012. The purpose of the SO Scheme is to enable the Group to grant options to eligible participants as incentives or rewards for their contribution to the Group. Eligible participants of the SO Scheme include, without limitation, any persons who are employees, officers, agents, consultants or representatives of the Group. The SO Scheme became unconditional upon the Stock Exchange granting on 13 January 2012 the approval of the listing of and the permission to deal in the shares falling to be issued pursuant to the exercise of any options to be granted under the SO Scheme and, unless otherwise cancelled or amended, shall remain in force for 10 years from the adoption date.

The maximum number of shares issuable under share options to each eligible participant in the SO Scheme and the other scheme (if any) in any 12-month's period shall not exceed 1% of the issued share capital of the Company for the time being. Any further grant of share options to any eligible participant in excess of this limit is subject to shareholders' approval in a general meeting. The total number of shares which may be issued upon exercise of all share options to be granted under the SO Scheme and the other schemes (if any) must not in aggregate exceed 10% of the shares of the Company in issue (the "10% Limit") as at 12 January 2012, being the date of passing the resolution by the shareholders at the extraordinary general meeting approving and adopting the New SO Scheme. The Company may seek approval of its shareholders in a general meeting to refresh the 10% Limit at any time in accordance with the Listing Rules.

購股權計劃

新購股權計劃

本公司於二零一二年一月十二日採納一項新購股權計劃(「新購股權計劃」)。新購股權計劃旨在令本集團能夠向合資格參與者授出購股權，以激勵或獎勵其為本集團所作貢獻。新購股權計劃之合資格參與者包括(但不限於)本集團之僱員、高級職員、代理、顧問或代表。新購股權計劃待聯交所於二零一二年一月十三日批准根據行使新購股權計劃項下授出之任何購股權而將予發行之股份上市及准予買賣時成為無條件，除非經註銷或修訂，否則於採納日期起十年內有效。

於任何十二個月期間，根據新購股權計劃以及其他購股權計劃(如有)授予各合資格參與者之購股權可予發行之股份最高數目不得超過本公司當時之已發行股本之1%。向任何合資格參與者進一步授出超越此限額之購股權須先獲股東於股東大會上批准。根據新購股權計劃以及其他購股權計劃(如有)將予授出之所有購股權獲行使時可予發行之股份總數，合共不得超過本公司於二零一二年一月十二日(即股東於股東特別大會通過批准及採納新購股權計劃之決議案之日期)已發行股份之10%(「10%上限」)。本公司可隨時按照上市規則於股東大會上尋求其股東批准更新10%上限。

REPORT OF THE DIRECTORS

董事會報告書

The maximum number of shares which may be allotted and issued upon exercise of all outstanding options granted and yet to be exercised under the SO Scheme and other schemes (if any) shall not exceed 30% of the share capital of the Company in issue from time to time. The making of an offer to any Director, chief executive or substantial shareholder of the Company, or any of their respective associates must be approved by the independent non-executive Directors (excluding any independent non-executive Director who or whose associate is a proposed grantee of the share options).

In addition, any share options granted to a substantial shareholder or an independent non-executive Director of the Company or any of their respective associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the closing price of the Company's shares at the date of the offer) in excess of HK\$5,000,000, within any 12-month's period, are subject to the shareholders' approval in a general meeting in accordance with the Listing Rules.

Any offer may be accepted by an eligible participant in respect of less than the number of shares which are offered provided that such number is clearly stated in the duplicate letter comprising acceptance of the offer duly signed by such eligible participants and received by the Company together with a remittance in favour of the Company of HK\$1.00 (which shall not be later than 21 days from the offer date). The exercise price of the share options is determinable by the Directors, but shall not be less than the highest of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the offer date; (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the offer date; and (iii) the nominal value of the Company's shares.

On 4 March 2014, a total of 39,870,000 options were granted to eligible participants at exercise price of HK\$0.67 each.

因行使合資格參與人根據新購股權計劃及其他購股權計劃(如有)授出所有尚未行使惟將予行使之購股權可能配發及發行之股份合共最多不得超過本公司不時已發行股本30%。向本公司之任何董事、主要行政人員或主要股東、或彼等各自之任何聯繫人士作出要約須先獲獨立非執行董事(不包括彼或彼之聯繫人為購股權之建議承授人之任何獨立非執行董事)批准。

此外，於任何十二個月期間內，向本公司之主要股東或獨立非執行董事、或彼等各自之任何聯繫人士授出超逾本公司不時已發行股份之0.1%，或總值(按本公司股份於授出日期之收市價計算)超逾5,000,000港元之購股權，須遵照上市規則於股東大會上獲股東批准。

合資格參與者可就少於所要約建議之股份數目接納任何要約建議，但該數目乃清楚載於本公司於要約建議可能註明之時間(不得遲於要約日期起計二十一日)接獲該合資格參與者妥為簽署之要約建議接納函件副本，連同支付予本公司之匯款1.00港元。購股權之行使價由董事釐定，惟不可低於(i)本公司股份於要約日期在聯交所每日報價表上所報之收市價；(ii)本公司股份於緊接要約日期前五個交易日在聯交所每日報價表上所報之平均收市價；及(iii)本公司股份之面值(以最高者為準)。

於2014年3月4日，總數39,870,000份之購股權以每股行使價0.67港元授予合資格參與者。

REPORT OF THE DIRECTORS

董事會報告書

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles or the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year ended 31 December 2012.

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 21 to the financial statements and in the consolidated statement of changes in equity respectively.

DISTRIBUTABLE RESERVES

Under the Companies Law (2007 Revision) of the Cayman Islands, approximately HK\$29,998,000 in the share premium account and approximately HK\$19,444,000 in the reserve arising from capital reduction of the Company completed on 10 December 2012, is distributable to the 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. The share premium account may also be distributed in the form of fully paid bonus shares.

優先購買權

本公司之細則或開曼群島(本公司註冊成立之司法權區)法例並無有關本公司須按比例向現有股東提呈新股之優先購買權之條文。

購買、贖回或出售本公司上市證券

截至二零一二年十二月三十一日止年度，本公司或其任何附屬公司並無購買、贖回或出售本公司任何上市證券。

儲備

本公司及本集團於年內之儲備變動詳情分別載於財務報表附註21內及綜合權益變動表內。

可供分派儲備

根據開曼群島公司法(二零零七年修訂版)，為數約29,998,000港元之股份溢價賬及於儲備中由本公司於二零一二年十二月十日完成之資本削減產生之約19,444,000港元可供分派予本公司股東於二零一二年十二月十日完成，惟在緊隨建議分派股息當日以後，本公司須有能力清償其在日常業務中到期之債務。股份溢價賬亦可以繳足紅股之方式分派。

REPORT OF THE DIRECTORS

董事會報告書

DIRECTORS

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

Executive Directors

Mr. Choy Kwok Hung, Patrick¹
Mr. Chan Chi Hung²
Mr. Choi Wai King³
Mr. John Yen Jong Ling⁴

Non-executive Directors

Mr. Yang Nai Jiang⁵
Mr. Wang Qiang⁶
Mr. Tang Yiu Wing⁷

Independent Non-executive Directors

Mr. Chung Koon Yan⁸
Mr. Yue Man Yiu, Matthew⁹
Mr. Chung Shu Kun, Christopher⁹
Mr. Chan Kam Man⁶
Ms. Kwok Yuen Lam, Sophia⁶
Ms. Mak Man Yi, Jackie¹⁰
Mr. William Keith Jacobsen¹¹
Ms. Chan Man Yi¹¹
Ms. Kwong Ka Ki⁷

1. Mr. Choy Kwok Hung, Patrick resigned on 7 February 2014.
2. Mr. Chan Chi Hung resigned on 15 July 2013.
3. Mr. Choi Wai King was appointed on 3 May 2013.
4. Mr. John Yen Jong Ling was appointed as non-executive director on 18 January 2013 and re-designated as executive Director on 3 June 2013.
5. Mr. Yang Nai Jiang was removed on 8 May 2013.
6. Mr. Wang Qiang, Mr. Chan Kam Man and Ms. Kwok Yuen Lam, Sophia were removed on 22 January 2014.
7. Mr. Tang Yiu Wing and Ms. Kwong Ka Ki were appointed on 22 January 2014.
8. Mr. Chung Koon Yan resigned on 18 January 2013.
9. Mr. Yue Man Yiu, Matthew and Mr. Chung Shu Kun, Christopher resigned on 1 February 2013.
10. Ms. Mak Man Yi, Jackie resigned on 28 March 2013.
11. Mr. William Keith Jacobsen and Ms. Chan Man Yi were appointed on 1 February 2013.

董事

年內及直至本報告日期，本公司之董事如下：

執行董事

蔡國雄先生¹
陳志鴻先生²
蔡惠境先生³
嚴中伶先生⁴

非執行董事

楊乃江先生⁵
王強先生⁶
鄧耀榮先生⁷

獨立非執行董事

鍾瑄因先生⁸
余文耀先生⁹
鍾樹根先生⁹
陳錦文先生⁶
郭婉琳女士⁶
麥敏儀女士¹⁰
葉偉其先生¹¹
陳敏儀小姐¹¹
鄭嘉琪女士⁷

1. 蔡國雄先生於二零一四年二月七日辭任。
2. 陳志鴻先生於二零一三年七月十五日辭任。
3. 蔡惠境先生於二零一三年五月三日獲委任。
4. 嚴中伶先生於二零一三年一月十八日獲委任為非執行董事，並於二零一三年六月三日調任為執行董事。
5. 楊乃江先生於二零一三年五月八日被罷免。
6. 王強先生、陳錦文先生及郭婉琳女士於二零一四年一月二十二日被罷免。
7. 鄧耀榮先生及鄭嘉琪女士於二零一四年一月二十二日獲委任。
8. 鍾瑄因先生於二零一三年一月十八日辭任。
9. 余文耀先生及鍾樹根先生於二零一三年二月一日辭任。
10. 麥敏儀女士於二零一三年三月二十八日辭任。
11. 葉偉其先生及陳敏儀小姐於二零一三年二月一日獲委任。

REPORT OF THE DIRECTORS

董事會報告書

Pursuant to Article 88(1) of the Articles, Mr. John Yen Jong Ling will retire by rotation and, being eligible, offered themselves for re-election at the 2014 AGM.

Pursuant to Article 87(3) of the Articles, Mr. Tang Yiu Wing and Ms. Kwong Ka Ki are subject to re-election and, being eligible, have offered themselves for re-election at the 2014 AGM.

INDEPENDENCE CONFIRMATION

The Company has received, from each of the independent non-executive Directors of the Company, an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company considered that all of the independent non-executive Directors are independent.

DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the 2014 AGM has a service contract with the Group which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS

No Director had a significant beneficial interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or its subsidiary was a party during the year.

DIRECTORS' INTERESTS IN SHARES

As at 31 December 2013, none of the Directors and chief executives of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) that was required to be recorded pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

根據細則第88(1)條，嚴中伶先生須在二零一四年股東週年大會上輪席退任，惟符合資格膺選連任。

根據細則第87(3)條，鄧耀榮先生及鄭嘉琪女士須在二零一四年股東週年大會上退任，惟符合資格膺選連任。

確認獨立性

本公司已獲得本公司各獨立非執行董事根據上市規則第3.13條發出之年度獨立性確認函。本公司認為全體獨立非執行董事均具備獨立身份。

董事之服務合約

擬於二零一四年股東週年大會膺選連任之董事，概無與本集團訂立不可於一年內在免付賠償之情況下(法定賠償除外)由本集團終止之服務合約。

董事於合約之權益

各董事概無於本公司或其附屬公司於本年度內參與訂立而與本集團業務有重大關係之任何合約中直接或間接擁有重大實益權益。

董事於股份之權益

於二零一三年十二月三十一日，概無本公司董事及主要行政人員於本公司或任何相聯法團(定義見證券及期貨條例第十五部)之股份、相關股份或債券中擁有任何權益而須根據證券及期貨條例第352條予以記錄，或須根據標準守則另行知會本公司及聯交所。

REPORT OF THE DIRECTORS

董事會報告書

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2013, other than a Director or chief executive of the Company, persons who had the interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO, is set out below.

主要股東

於二零一三年十二月三十一日，除一名本公司董事或主要行政人員外，根據證券及期貨條例第336條規定備存之登記冊所載，在本公司之股份及相關股份擁有權益或淡倉之人士載列如下。

Name of shareholder	Type of interest	Position	Number of ordinary shares held	Approximate percentage of the Company's issued share capital
股東名稱	權益類型	職位	所持普通股股份數目	本公司已發行股本之概約百分比
Zhu Hua Zhu Hua	Beneficial 實益	Long 長期	47,640,000	10.74
Max Profit Limited Max Profit Limited	Beneficial 實益	Long 長期	47,640,000	10.74

CONNECTED TRANSACTION

During the year, the Company has paid/payable HK\$735,000 as investment management fee to Wealth Assets Management Limited ("Wealth Assets"), the investment manager of the Company for the provision by Wealth Assets of investment management services to the Company. The above transaction constitutes a de minimis continuing connected transaction which is exempted from reporting, annual review, announcement and independent shareholders' approval requirement under Rule 14A.33(3) of the Listing Rules.

Details of the above connected transaction is disclosed in note 25 to the financial statements.

關連交易

年內，本公司已支付／應付735,000港元作為投資管理費予本公司之投資經理盈富資產有限公司（「盈富資產」）。盈富資產向本公司提供投資管理服務。上述交易構成一項微不足道之持續關連交易，獲豁免遵守上市規則第14A.33(3)條項下之申報、年度審核、公佈及獨立股東批准規定。

上述關連交易詳情已於財務報表附註25披露。

PUBLIC FLOAT

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

公眾持股量

根據本公司可公開取閱之資料以及就董事所知，於本年度及直至本報告日期為止，本公司維持上市規則所規定之足夠公眾持股量。

REPORT OF THE DIRECTORS

董事會報告書

AUDIT COMMITTEE

The Audit Committee was established in accordance with the requirements of the CG Code of reviewing and providing supervision over the Group's financial reporting process and internal controls.

As at the date of this report, the Audit Committee comprises three independent non-executive Directors, Ms. Kwong Ka Ki (as chairperson), Mr. William Keith Jacobsen and Ms. Chan Man Yi.

The Audit Committee has reviewed the audited financial statements of the Group for the year ended 31 December 2013.

AUDITOR

The financial statements for the years ended 31 December 2011, 2012 and 2013 were audited by BDO Limited.

A resolution will be submitted to the 2014 AGM for the re-appointment of BDO Limited as auditor of the Company.

On behalf of the Board

Choi Wai King

Executive Director

Hong Kong, 28 March 2014

審核委員會

本公司已按企業管治守則之規定成立審核委員會，以審閱及監察本集團之財務申報程序及內部監控。

於本報告日期，審核委員會由三名獨立非執行董事組成，分別為鄺嘉琪女士（擔任主席）、葉偉其先生及陳敏儀小姐。

審核委員會已審閱本集團截至二零一三年十二月三十一日止年度之經審核財務報表。

核數師

截至二零一一年、二零一二年及二零一三年十二月三十一日止年度之財務報表由香港立信德豪會計師事務所有限公司審核。

本公司將於二零一四年股東週年大會上提呈一項決議案，重新委聘香港立信德豪會計師事務所有限公司為本公司核數師。

承董事會命

蔡惠境

執行董事

香港，二零一四年三月二十八日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告書



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To the shareholders of China Financial Leasing Group Limited

中國金融租賃集團有限公司

(incorporated in the Cayman Islands with limited liability)

致中國金融租賃集團有限公司全體股東

(於開曼群島註冊成立的有限公司)

We have audited the consolidated financial statements of China Financial Leasing Group Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 45 to 109, which comprise the consolidated and company statements of financial position as at 31 December 2013, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

本核數師(以下簡稱「我們」)已審計列載於第45至109頁的中國金融租賃集團有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於二零一三年十二月三十一日的綜合及公司財務狀況表與截至該日止年度的綜合全面收益表、綜合權益變動表和綜合現金流量表，以及主要會計政策概要及其他附註解釋資料。

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

董事就綜合財務報表須承擔的責任

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

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.

核數師的責任

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

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告書

AUDITOR'S RESPONSIBILITY (Continued)

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

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

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

OPINION

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

BDO Limited

Certified Public Accountants

Li Yin Fan

Practising Certificate Number P03113

Hong Kong, 28 March 2014

核數師的責任(續)

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

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

我們相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

意見

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

香港立信德豪會計師事務所有限公司

執業會計師

李燕芬

執業證書號碼P03113

香港，二零一四年三月二十八日

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

For the year ended 31 December 2013

截至二零一三年十二月三十一日止年度

		Notes	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
		附註		
Revenue	收入	6	23	223
Net gain/(loss) on financial assets at fair value through profit or loss	透過損益按公平值計算之財務資產收益／(虧損)淨額		3,000	(6,055)
			3,023	(5,832)
Administrative expenses	行政開支		(12,886)	(17,030)
Loss before income tax	未計所得稅前虧損	8	(9,863)	(22,862)
Income tax expense	所得稅開支	9	–	–
Loss for the year and total comprehensive income for the year attributable to the owners of the Company	年內虧損及本公司擁有人年內應佔全面收入總額	10	(9,863)	(22,862)
			HK cents 港仙	HK cents 港仙
Loss per share for loss attributable to the owners of the Company during the year	本公司擁有人年內應佔每股虧損	11		
– Basic	– 基本		(2.22)	(6.28)
– Diluted	– 攤薄		(2.22)	(6.28)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2013

於二零一三年十二月三十一日

		Notes	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
		附註		
ASSETS AND LIABILITIES	資產及負債			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	214	970
Available-for-sale financial assets	待售財務資產	16	–	3,341
			214	4,311
Current assets	流動資產			
Financial assets at fair value through profit or loss	透過損益按公平值計算之財務資產	17	34,430	39,367
Deposits and prepayments	按金及預付款項	18	138	1,374
Cash and cash equivalents	現金及現金等值項目	19	8,641	8,300
			43,209	49,041
Current liabilities	流動負債			
Other payables and accruals	其他應付款項及應計費用		370	436
Net current assets	流動資產淨額		42,839	48,605
Total assets less current liabilities/Net assets	總資產減流動負債／資產淨額		43,053	52,916
EQUITY	權益			
Equity attributable to the owners of the Company	本公司擁有人應佔權益			
Share capital	股本	20	8,870	8,870
Reserves	儲備	21	34,183	44,046
Total equity	總權益		43,053	52,916

Choi Wai King

蔡惠境

Director

董事

John Yen Jong Ling

嚴中伶

Director

董事

STATEMENT OF FINANCIAL POSITION

財務狀況表

As at 31 December 2013

於二零一三年十二月三十一日

		Notes	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
		附註		
ASSETS AND LIABILITIES	資產及負債			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	214	970
Interests in subsidiaries	於附屬公司之權益	15	1	1
Available-for-sale financial assets	待售財務資產	16	-	3,341
			215	4,312
Current assets	流動資產			
Financial assets at fair value through profit or loss	透過損益按公平值計算之財務資產	17	34,430	39,367
Deposits and prepayments	按金及預付款項	18	137	1,372
Amounts due from subsidiaries	應收附屬公司款項	15	20	-
Cash and cash equivalents	現金及現金等值項目	19	8,641	8,300
			43,228	49,039
Current liabilities	流動負債			
Other payables and accruals	其他應付款項及應計費用		370	421
Net current assets	流動資產淨額		42,858	48,618
Total assets less current liabilities/Net assets	總資產減流動負債／資產淨額		43,073	52,930
EQUITY	權益			
Share capital	股本	20	8,870	8,870
Reserves	儲備	21	34,203	44,060
Total equity	總權益		43,073	52,930

Choi Wai King

蔡惠境

Director

董事

John Yen Jong Ling

嚴中伶

Director

董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2013

截至二零一三年十二月三十一日止年度

		Share capital	Share premium	Capital reduction reserve	Accumulated losses	Total
		股本	股份溢價	削減儲備	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
			(note 21(i))	(note 20(v))		
			(附註21(i))	(附註20(v))		
At 1 January 2012	於二零一二年一月一日	9,856	69,085	–	(42,916)	36,025
Issue of ordinary shares (note 20(iv))	發行普通股(附註20(iv))	78,840	(37,551)	–	–	41,289
Share issue expenses	股份發行開支	–	(1,536)	–	–	(1,536)
Capital reduction (note 20(v))	股本削減(附註20(v))	(79,826)	–	19,444	60,382	–
Transactions with owners	與擁有人之交易	(986)	(39,087)	19,444	60,382	39,753
Loss for the year and total comprehensive income for the year	年內虧損及年內全面收入總額	–	–	–	(22,862)	(22,862)
At 31 December 2012 and 1 January 2013	於二零一二年十二月三十一日及二零一三年一月一日	8,870	29,998	19,444	(5,396)	52,916
Loss for the year and total comprehensive income for the year	年內虧損及年內全面收入總額	–	–	–	(9,863)	(9,863)
At 31 December 2013	於二零一三年十二月三十一日	8,870	29,998	19,444	(15,259)	43,053

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2013

截至二零一三年十二月三十一日止年度

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Cash flows from operating activities	經營活動之現金流量		
Loss before income tax	未計所得稅前虧損	(9,863)	(22,862)
Adjustments for:	就以下項目作出調整：		
Depreciation	折舊	128	254
Bank interest income	銀行利息收入	(3)	(1)
Dividend income	股息收入	(20)	(222)
Loss on disposal of available-for-sale financial assets	出售待售財務資產之虧損	1,341	–
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	178	31
Operating loss before working capital changes	營運資金變動前之經營虧損	(8,239)	(22,800)
Decrease/(Increase) in financial assets at fair value through profit or loss	透過損益按公平值計算之財務資產減少／(增加)	4,937	(20,006)
Decrease in deposits and prepayments	按金及預付款項減少	1,236	410
(Decrease)/Increase in other payables and accruals	其他應付款項及應計費用(減少)／增加	(66)	108
Cash used in operations	業務動用之現金	(2,132)	(42,288)
Bank interest received	已收銀行利息	3	1
Dividend income received	已收股息收入	20	222
<i>Net cash used in operating activities</i>	<i>經營活動所用現金淨額</i>	<i>(2,109)</i>	<i>(42,065)</i>
Cash flows from investing activities	投資活動之現金流量		
Purchase of property, plant and equipment	購置物業、廠房及設備	–	(1,078)
Proceeds from disposal of available-for-sale financial assets	出售待售財務資產所得款項	2,000	–
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	450	203

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2013

截至二零一三年十二月三十一日止年度

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
<i>Net cash generated from/(used in) investing activities</i>	投資活動所得/(所用)現金淨額	2,450	(875)
Cash flows from financing activities	融資活動之現金流量		
Proceeds from issue of shares	發行股份所得款項	-	41,289
Share issue expenses	股份發行開支	-	(1,536)
<i>Net cash generated from financing activities</i>	融資活動產生現金淨額	-	39,753
Net increase/(decrease) in cash and cash equivalents	現金及現金等值項目增加/(減少)淨額	341	(3,187)
Cash and cash equivalents at 1 January	於一月一日之現金及現金等值項目	8,300	11,487
Cash and cash equivalents at 31 December	於十二月三十一日之現金及現金等值項目	8,641	8,300

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2013

截至二零一三年十二月三十一日止年度

1. GENERAL INFORMATION

China Financial Leasing Group Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law (2007 Revision) of the Cayman Islands. The address of its registered office and principal place of business are located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and Unit A–C, 3/F., Golden Sun Centre, 59–67 Bonham Strand West, Sheung Wan, Hong Kong respectively. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Company and its subsidiaries (collectively referred to as the “Group”) are principally engaged in short to medium term capital appreciation by investing in a diversified portfolio of investments in listed and unlisted securities in Hong Kong and overseas on a general perspective.

The financial statements for the year ended 31 December 2013 were approved for issue by the Board of Directors on 28 March 2014.

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(a) Adoption of new/revised HKFRSs – effective on 1 January 2013

Amendments to HKAS 1 (Revised)

香港會計準則第1號修訂本(經修訂)

Amendments to HKFRS 7

香港財務報告準則第7號修訂本

HKFRS 10

香港財務報告準則第10號

HKFRS 12

香港財務報告準則第12號

HKFRS 13

香港財務報告準則第13號

Presentation of Items of Other Comprehensive Income

呈列其他全面收益項目

Offsetting Financial Assets and Financial Liabilities

抵銷財務資產及財務負債

Consolidated Financial Statements

綜合財務報表

Disclosure of Interests in Other Entities

於其他實體權益之披露

Fair Value Measurement

公平值計量

1. 一般資料

中國金融租賃集團有限公司(「本公司」)根據開曼群島公司法(二零零七年修訂版)於開曼群島註冊成立為獲豁免之有限公司。本公司之註冊辦事處及主要營業地點之地址於分別為 Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands 及香港上環文咸西街59-67號金日集團中心3樓A-C室。本公司股份在香港聯合交易所有限公司(「聯交所」)主板上市。

本公司及其附屬公司(統稱「本集團」)主要從事透過投資於香港及海外之上市及非上市證券之多元化投資組合，達致中短期資本升值。

截至二零一三年十二月三十一日止年度之財務報表於二零一四年三月二十八日獲董事會批准刊發。

2. 採納香港財務報告準則(「香港財務報告準則」)

(a) 採納新訂／經修訂香港財務報告準則－於二零一三年一月一日生效

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2013

截至二零一三年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

(a) Adoption of new/revised HKFRSs – effective on 1 January 2013 (Continued)

Except as explained below, the adoption of these new/revised standards and interpretations has no material impact on the Group’s financial statements.

Amendments to HKAS 1 (Revised) – Presentation of Items of Other Comprehensive Income

The amendments to HKAS 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 31 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.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(a) 採納新訂／經修訂香港財務報告準則－於二零一三年一月一日生效(續)

除下文所述外，採納此等新訂／經修訂準則與詮釋並無對本集團財務報表造成重大影響。

香港會計準則第1號修訂本(經修訂)－呈列其他全面收益項目

香港會計準則第1號修訂本(經修訂)規定本集團將於其他全面收益呈列之項目分為可能於日後重新分類至損益表之該等項目及未必會重新分類至損益表之該等項目。就其他全面收益項目繳納之稅項會按相同基準進行分配及披露。

本集團已對截至二零一三年十二月三十一日止財政年度追溯採納該修訂。可能於日後重新分類至損益表之其他全面收益項目已於綜合損益表及其他全面收益表單獨呈列。為符合該修訂，比較資料經已重列。由於該修訂僅會影響呈列，故對本集團之財務狀況或表現並無造成影響。

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2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective

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

Amendments to HKAS 32
香港會計準則第32號修訂本
HKFRS 9
香港財務報告準則第9號
HKFRSs (Amendments)
香港財務報告準則(修訂本)
HKFRSs (Amendments)
香港財務報告準則(修訂本)

- 1 Effective for annual periods beginning on or after 1 January 2014
- 2 Effective for annual periods beginning on or after 1 July 2014
- 3 Effective for annual periods beginning, or transactions occurring, on or after 1 July 2014

The directors anticipate that all of the pronouncements will be adopted in the Group’s accounting policy for the first period beginning after the effective date of the pronouncements. Information on new and amended HKFRSs that are expected to have impact on the Group’s accounting policies is provided below. The directors are currently assessing the impact of other new and amended HKFRSs upon initial application but are not yet in a position to state whether they would have material financial impact on the Group’s financial statement.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈惟尚未生效之新訂／經修訂香港財務報告準則

下列可能與本集團財務報表有關的新訂／經修訂香港財務報告準則經已頒佈，惟尚未生效亦未經本集團提早採納。

Offsetting Financial Assets and Financial Liabilities¹
抵銷財務資產及財務負債¹
Financial Instruments
財務工具
Annual Improvements 2010–2012 Cycle³
二零一零年至二零一二年周期的年度改進³
Annual Improvements 2011–2013 Cycle²
二零一一年至二零一三年周期的年度改進²

- 1 於二零一四年一月一日或之後開始的年度期間生效
- 2 於二零一四年七月一日或之後開始的年度期間生效
- 3 於二零一四年七月一日或之後開始的年度期間或訂立的交易生效

董事預期，本集團將於有關規定生效日期後之首個期間在會計政策中採納所有有關規定。關於預期將會對本集團會計政策有影響的新訂及經修訂香港財務報告準則的資料載於下文。董事現正評估首次應用其他新訂及經修訂香港財務報告準則之影響，但迄今仍未能就該等準則是否會對本集團財務報表造成重大影響得出結論。

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2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

Amendments to HKAS 32 – Offsetting Financial Assets and Financial Liabilities

The amendments clarify the offsetting requirements by adding appliance guidance to HKAS 32 which clarifies when an entity “currently has a legally enforceable right to set off” and when a gross settlement mechanism is considered equivalent to net settlement.

HKFRS 9 – Financial Instruments

Under HKFRS 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 a choice to recognise the gains and losses in other comprehensive income. HKFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from HKAS 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, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈惟尚未生效之新訂／經修訂香港財務報告準則(續)

香港會計準則第32號修訂本－抵銷財務資產及財務負債

有關修訂通過對香港會計準則第32號加設應用指引而澄清有關抵銷之規定，該指引對實體「目前擁有法律上可強制執行權利以抵銷」之時間以及總額結算機制被認為是等同於淨額結算之時間作出澄清。

香港財務報告準則第9號－財務工具

根據香港財務報告準則第9號，財務資產分類作按公平值或攤銷成本計值之財務資產，惟取決於實體管理財務資產之業務模式及財務資產合約現金流特色。公平值損益將會於損益內確認，惟不包括該等非買賣股權投資，而實體將會選擇於其他全面收益確認損益。香港財務報告準則第9號遵照香港會計準則第39號項下財務負債之確認、分類及計量規定，惟透過損益按公平值計算之財務負債除外，而負債信貸風險變動引致之公平值變動金額於其他全面收益確認，除非會產生或擴大會計錯配風險則作別論。另外，香港財務報告準則第9號保留香港會計準則第39號終止確認財務資產及財務負債之規定。

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3. BASIS OF PREPARATION

3.1 Statement of compliance

The financial statements on pages 45 to 109 have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations (hereinafter collectively referred to as the “HKFRSs”) and the disclosure requirements of 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 of Hong Kong Limited (the “Listing Rules”).

The significant accounting policies that have been used in the preparation of these financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated. The adoption of new or amended HKFRSs and the impacts on the financial statements, if any, are disclosed in note 2.

3.2 Basis of measurement

The financial statements have been prepared under the historical cost basis except for certain financial instruments, which are stated at fair value as explained in the accounting policies set out below.

It should be noted that accounting estimates and assumptions are used in preparation of the financial statements. Although these estimates are based on management’s best knowledge and judgment of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 5.

3.3 Functional and presentation currency

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

3. 編製基準

3.1 合規聲明

第45至109頁之財務報表乃根據所有適用香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋(以下統稱「香港財務報告準則」)以及香港公司條例披露規定予以編製。另外，財務報表包括香港聯合交易所有限公司證券上市規則(「上市規則」)規定之適用披露。

編製本財務報表所使用之主要會計政策概述於下文。除另有指明外，該等政策已於所有呈列之年度貫徹應用。所採納新訂或經修訂之香港財務報告準則及其對財務報表之影響(如有)於附註2披露。

3.2 計量基準

本財務報表乃根據歷史成本基準編製，惟若干財務工具按下文會計政策中之說明按公平值列賬除外。

應注意編製本財務報表時已運用會計估計及假設。該等估計雖根據管理層對目前之事件及行動之了解及判斷作出，惟實際結果可能與有關估計有出入。涉及高度判斷或複雜性的範疇，或涉及對財務報表屬重大的假設和估計的範疇，均在附註5中披露。

3.3 功能貨幣與呈報貨幣

本財務報表以港元(「港元」)呈列，港元亦為本公司之功能貨幣。

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4. SIGNIFICANT ACCOUNTING POLICIES

4.1 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries (see 4.2 below) made up to 31 December each year.

Intra-group transactions, balances and unrealised gains and losses on transactions between group companies are eliminated in preparing the consolidated financial statements. Where unrealised losses on intra-group assets sales are reversed on consolidation, the underlying asset is also tested for impairment from the Group's perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

4.2 Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: power over the investee, exposure, or rights, to variable returns from the investee, and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

4. 主要會計政策

4.1 綜合基準

綜合財務報表包括本公司及其附屬公司(見下文第4.2項)截至每年十二月三十一日止之財務報表。

集團內公司間之交易、結餘以及交易之未變現收益及虧損於編製綜合財務報表時予以對銷。倘集團內公司間資產銷售之未變現虧損於綜合計算時撥回，相關資產亦會自本集團之角度考量作減值測試。如有需要，附屬公司財務報表所呈報之款項已作調整，以確保與本集團採納之會計政策一致。

4.2 附屬公司

附屬公司為本集團可行使控制權的獲投資公司。以下三個因素全部滿足時，本公司控制一名獲投資公司：對獲投資公司的權力、來自獲投資公司可變回報的風險或權利及利用其權力影響該等可變回報的能力。當有事實或情況顯示任何該等控制因素可能出現變動時，控制權會被重新評估。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.2 Subsidiaries (Continued)

In consolidated financial statements, acquisition of subsidiaries (other than those under common control) is accounted for by applying the acquisition method. This involves the estimation at fair value of all identifiable assets and liabilities, including contingent liabilities of the subsidiary, at the acquisition date, regardless of whether or not they were recorded in the financial statements of the subsidiary prior to acquisition. On initial recognition, the assets and liabilities of the subsidiary are included in the consolidated statement of financial position at their fair values, which are also used as the bases for subsequent measurement in accordance with the Group's accounting policies.

In the Company's statement of financial position, subsidiaries are carried at cost less any impairment loss unless the subsidiary is held for sale or included in a disposal group. The results of the subsidiaries are accounted for by the Company on the basis of dividends received and receivable at the reporting date. All dividends whether received out of the investee's pre or post-acquisition profits are recognised in the Company's profit or loss.

4.3 Foreign currency translation

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At the reporting date, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the reporting date retranslation of monetary assets and liabilities are recognised in profit or loss.

4. 主要會計政策(續)

4.2 附屬公司(續)

於綜合財務報表內，收購附屬公司(不包括該等於共同控制下之附屬公司)採用收購法入賬。有關方法涉及估計所有可識別資產及負債於收購日期之公平值，包括該附屬公司之或然負債，且不論該等資產及負債於收購前是否記錄於該附屬公司之財務報表。於初步確認時，該附屬公司之資產及負債會按公平值計入綜合財務狀況表，並將按照本集團之會計政策用作其後計量之基準。

除非附屬公司乃持作出售或計入出售組別，於本公司之財務狀況表中，附屬公司按成本值扣除減值虧損列賬。附屬公司之業績由本公司按於報告日期已收及應收股息之基準列賬。不論所收取股息是以獲投資公司收購前或收購後溢利作出，全部股息乃於本公司損益表中確認。

4.3 外幣換算

於綜合入賬實體各自之財務報表中，外幣交易按交易日適用匯率換算為個別實體之功能貨幣入賬。於報告日期，以外幣計值之貨幣資產及負債按該日之適用外匯匯率換算。因結算該等交易及於報告日期重新換算貨幣資產及負債而產生之外匯收益及虧損於損益表中確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.3 Foreign currency translation (Continued)

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined and are reported as part of the fair value gain or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

In the consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into HK\$. Assets and liabilities have been translated into HK\$ at the closing rates at the reporting date. Income and expenses have been converted into HK\$ at the exchange rates ruling at the transaction dates, or at the average rates over the reporting period provided that the exchange rates do not fluctuate significantly. Any differences arising from this procedure have been recognised in other comprehensive income and accumulated separately in the translation reserve in equity.

4.4 Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably on the following basis:

- (i) interest income is recognised on a time-proportion basis using the effective interest method; and
- (ii) dividend income is recognised when the right to receive payment is established.

4. 主要會計政策(續)

4.3 外幣換算(續)

按公平值以外幣計量之非貨幣項目乃按釐定公平值當日之匯率重新換算，並呈報為公平值盈虧之其中部分。按歷史成本以外幣計量之非貨幣項目不可重新換算。

於綜合財務報表中，所有原先並非以本集團呈報貨幣呈報之各海外業務財務報表現已換算為港元。資產與負債按報告日期之收市匯率換算為港元。收入及開支亦已按交易日所釐定之匯率兌換為港元，或於匯率之波幅並不重大之情況下以報告期間之平均匯率兌換為港元。此程序所產生之任何差額已於其他全面收益確認，及於權益之匯兌儲備中分開累計。

4.4 收入確認

收入乃當經濟利益將會歸於本集團且收入能夠可靠計量時按以下基準確認：

- (i) 利息收入按時間比例以實際利率法確認；及
- (ii) 股息收入於確立收取款項權利時確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.5 Property, plant and equipment

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

Depreciation on property, plant and equipment is provided to write off the cost less their residual values over their estimated useful lives, using the straight-line method, at the following rates per annum:

Motor vehicles	4 years
Furniture and office equipment	4 years

The assets' residual values, depreciation methods and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

The gain or loss arising on retirement or disposal is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

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 cost, such as repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

4. 主要會計政策(續)

4.5 物業、廠房及設備

物業、廠房及設備按收購成本減累計折舊及累計減值虧損列賬。

折舊按物業、廠房及設備之估計可使用年期以直線法撇銷成本(減任何估計剩餘價值)計提，使用之年率如下：

汽車	4年
傢俬及辦公室設備	4年

資產之剩餘價值折舊方法及可使用年期於各報告日期進行檢討及調整(倘適用)。

廢棄或出售產生之損益乃釐定為銷售所得款項淨額及資產賬面值之間的差額，並於損益表內確認。

其後成本僅於與項目有關之未來經濟利益很可能歸於本集團且該項目的成本能可靠計量時，方會按適用情況計入資產賬面值或確認為一項獨立資產。所有其他成本(如維修及保養)均於產生之財務期間的損益表內扣除。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.6 Impairment of non-financial assets

Property, plant and equipment, prepayments and interests in subsidiaries are subject to impairment testing.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of fair value, reflecting market conditions less costs to sell, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of time value of money and the risk specific to the asset.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e. a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

4. 主要會計政策(續)

4.6 非財務資產減值

物業、廠房及設備、預付款項及於附屬公司之權益須進行減值測試。

減值虧損按資產賬面值高於其可收回金額之數額即時確認為一項開支。可收回金額為反映市況減出售成本所得之公平值及使用價值兩者之較高者。於評估使用價值時，估計未來現金流量乃採用稅前貼現率貼現至其現值，以反映現時市場對金錢時間價值及資產特有風險之評估。

就評估減值而言，當一項資產並無產生大致上獨立於其他資產之現金流入時，可收回金額按獨立產生現金流入之資產最小組別(即現金產生單位)釐定。因此，若干資產乃獨立進行減值測試，若干則於現金產生單位層面進行減值測試。

倘用以釐定資產可收回金額之估計出現有利變動，則撥回減值虧損，惟撥回之減值虧損只限於該資產的賬面值不超過假設以往並無確認減值虧損而釐定之賬面值(扣除折舊或攤銷)之數額。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.7 Leases

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

Operating lease charges as the lessee

Where the Group has the right to use the assets held under operating leases, payments made under the leases are charged to profit or loss on a straight-line method over the lease term except where an alternative basis is more representative of the time pattern of benefits to be derived from the leased assets. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payment made. Contingent rental are charged to the profit or loss in the accounting period in which they are incurred.

4.8 Financial assets

The Group's accounting policies for financial assets other than interests in subsidiaries are set out below.

The Group's financial assets include available-for-sale financial assets, financial assets at fair value through profit or loss and cash and cash equivalents. Management determines the classification of its financial assets at initial recognition depending on the purpose for which the financial assets were acquired and where allowed and appropriate, re-evaluates this designation at every reporting date.

4. 主要會計政策(續)

4.7 租賃

如本集團認為，一項安排賦予於一段協定期間內使用某一指定資產的權利，並以付款或連串付款作為交換，該項安排（由一項交易或連串交易組成）為或包含一項租賃。本集團經評估該項安排的實際內容後作出上述釐定，不論該項安排是否屬一項租賃的法定形式。

作為承租人的經營租賃開支

倘本集團根據經營租賃持有資產之使用權，則根據該等租賃作出之付款會於租期內按直線法於損益表扣除，惟倘有其他基準能更清楚反映租賃資產所產生之利益時間模式者則除外。已收租金回贈於損益表中確認為已付租賃總付款淨額之一部分。或然租金於產生之會計期間自損益表扣除。

4.8 財務資產

本集團就於附屬公司之權益以外之財務資產採用之會計政策載列如下。

本集團財務資產包括待售財務資產、透過損益按公平值計算之財務資產，以及現金及現金等值項目等類別。管理層於初步確認財務資產時按收購財務資產之目的而釐定有關資產之分類，並於可行及適當時候在各報告日期重新評估指定分類。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.8 Financial assets (Continued)

All financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the instrument. Regular way purchases and sales of financial assets are recognised on trade date. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

Derecognition of financial assets occurs when the rights to receive cash flows from the investments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred.

At each reporting date, financial assets are reviewed to assess whether there is objective evidence of impairment. If any such evidence exists, impairment loss is determined and recognised based on the classification of the financial asset.

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

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss.

Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term. Derivatives, including separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments or financial guarantee contracts.

4. 主要會計政策(續)

4.8 財務資產(續)

所有財務資產僅於本集團成為工具之合約規定一方時確認。按常規方式買賣財務資產乃於交易日確認。財務資產於初步確認時透過損益按公平值計算，如為非透過損益按公平值計算，則加入直接應佔交易成本計算。

於收取投資所得現金流量之權利屆滿或轉讓該等權利，且所有權之絕大部分風險及回報均予轉讓時，會終止確認財務資產。

於各報告日期，本集團會審核財務資產，以評估是否出現減值之客觀證據。倘出現該等證據，將會釐定減值虧損，並根據財務資產之分類確認。

(i) *透過損益按公平值計算之財務資產*

透過損益按公平值計算之財務資產包括持作買賣及於初步確認時指定為透過損益按公平值計算之財務資產。

倘財務資產收購之目的為於短期內出售，則有關財務資產會被歸類為持作買賣。衍生工具(包括個別嵌入衍生工具)亦分類為持作買賣之財務資產，惟被指定為有效對沖工具或財務擔保合約者則除外。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.8 Financial assets (Continued)

- (i) *Financial assets at fair value through profit or loss (Continued)*

Subsequent to initial recognition, the financial assets included in this category are measured at fair value with changes in fair value recognised in profit or loss. Fair value is determined by reference to active market transactions or using a valuation technique where no active market exists. Fair value gain or loss does not include any dividend or interest earned on these financial assets. Dividend and interest income is recognised in accordance with the Group's accounting policies in note 4.4 to these financial statements.

- (ii) *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are subsequently measured at amortised cost using the effective interest method, less any impairment losses. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction cost.

- (iii) *Available-for-sale financial assets*

These assets are non-derivative financial assets that are designated as available-for-sale or are not included in other categories of financial assets. Subsequent to initial recognition, these assets are carried at fair value with changes in fair value recognised in other comprehensive income, except for impairment losses and foreign exchange gains and losses on monetary instruments, which are recognised in profit or loss.

4. 主要會計政策(續)

4.8 財務資產(續)

- (i) *透過損益按公平值計算之財務資產(續)*

初步確認後，撥入此分類之財務資產會按公平值計量，並於損益表確認公平值變動。公平值乃參考活躍市場交易或(倘並無活躍市場時)使用估值方法釐定。公平值損益並不包括該等財務資產所賺取之任何股息或利息。股息及利息收入乃根據本集團會計政策(見本財務報表附註4.4)而確認。

- (ii) *貸款及應收款項*

貸款及應收款項為具有固定或可釐定付款額及並非於活躍市場報價的非衍生財務資產。貸款及應收款項其後使用實際利率法按攤銷成本減任何減值虧損計量。計算攤銷成本時會計及收購時作出之任何折扣或溢價，並包括屬於實際利率及交易成本一部分的費用。

- (iii) *待售財務資產*

該等資產為被界定為待售或不計入財務資產其他分類之非衍生財務資產。經初步確認後，該等資產按公平值列賬，其公平值變動於其他全面收益確認，惟減值虧損及貨幣工具之匯兌收益及虧損於損益表內確認除外。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.8 Financial assets (Continued)

(iii) Available-for-sale financial assets (Continued)

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments, they are measured at cost less any identified impairment losses.

Impairment of financial assets

The Group assesses, at the end of each reporting period, whether there is any objective evidence that financial asset is impaired. Financial asset is impaired if there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset that can be reliably estimated. Evidence of impairment may include:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- granting concession to a debtor because of debtor's financial difficulty;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;

4. 主要會計政策(續)

4.8 財務資產(續)

(iii) 待售財務資產(續)

於活躍市場上並無市場報價且其公平值無法可靠計量之待售股本投資以及與交付相關無報價股本工具掛鈎及結付之衍生工具須按成本減任何已識別減值虧損後予以計量。

財務資產之減值

本集團於各個報告期末評估是否存在客觀跡象顯示一項財務資產已出現減值。倘於首次確認一項財務資產後發生一項或多項事件導致存在客觀減值證據該項財務資產的估計未來現金流量所造成的影響乃能夠可靠地估計，則該項財務資產會被視作減值。減值的證據可能包括：

- 債務人陷入重大財務困難；
- 違反合約，例如拖欠或無法償還利息或本金；
- 由於債務人陷財困而向債務人授出寬限；
- 債務人很可能會破產或進行其他財務重整；

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.8 Financial assets (Continued)

Impairment of financial assets (Continued)

Loss events in respect of a group of financial assets include observable data indicating that there is a measurable decrease in the estimated future cash flows from the group of financial assets. Such observable data includes but not limited to adverse changes in the payment status of debtors in the group and, national or local economic conditions that correlate with defaults on the assets in the group.

If any such evidence exists, the impairment loss is measured and recognised as follows:

Financial assets carried at amortised cost

If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The amount of the loss is recognised in profit or loss of the period in which the impairment occurs.

If, in subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that it does not result in a carrying amount of the financial asset exceeding what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in profit or loss of the period in which the reversal occurs.

4. 主要會計政策(續)

4.8 財務資產(續)

財務資產之減值(續)

一組財務資產之虧損事件包括顯示該組財務資產之估計未來現金流量出現可計量跌幅之可觀察數據。該等可觀察數據包括但不限於組別內債務人之付款狀況，以及與組別內資產拖欠情況有關之國家或當地經濟狀況出現逆轉。

倘若存在任何該等憑證，則減值虧損予以計量及確認如下：

按攤銷成本列賬之財務資產

倘若有客觀憑證證明按賬面值攤銷成本列賬之貸款及應收款項之減值虧損已產生，虧損金額乃按該資產賬面值與按該財務資產之原始實際利率(即按初步確認時計算之實際利率)折現之估計未來現金流量(不包括尚未產生之未來信貸損失)現值之間差額予以計量。虧損金額乃於減值產生期間的損益表內予以確認。

倘於其後期間減值虧損金額減少，而減少客觀上與確認減值虧損後發生的事件相關，則過往確認之減值虧損將予撥回，惟不得導致於撥回減值之日財務資產賬面值超過如無確認減值之原有攤銷成本。撥回金額於撥回之期間在損益表中確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.8 Financial assets (Continued)

Impairment of financial assets (Continued)

Available-for-sale financial assets

When a decline in the fair value of an available-for-sale financial asset has been recognised directly in equity and there is objective evidence that the asset is impaired, an amount is removed from equity and recognised in the profit or loss as impairment loss. That amount is measured as the difference between the asset's acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that asset previously recognised in the profit or loss.

Reversals in respect of investment in equity instruments classified as available-for-sale are not recognised in the profit or loss. The subsequent increase in fair value is recognised directly in other comprehensive income. Impairment losses in respect of debt securities are reversed if the subsequent increase in fair value can be objectively related to an event occurring after the impairment loss was recognised. Reversal of impairment losses in such circumstances are recognised in the profit or loss.

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 is not reversed.

4. 主要會計政策(續)

4.8 財務資產(續)

財務資產之減值(續)

待售財務資產

當待售財務資產之公平值減少直接於權益中確認且存有客觀憑證顯示該資產減值時，相關金額自權益中扣除並於損益內確認作減值虧損。該金額乃按資產之收購成本(扣除任何重大還款及攤銷)與現有公平值減先前於損益確認資產之減值虧損後予以計量。

於股本工具分類作待售投資之回撥不於損益表中確認。其後公平值增加直接於其他全面收益確認。倘其後公平值增加可客觀與減值虧損確認後發生之事項有關，則債務證券之減值虧損予以回撥。就上述情況之回撥減值虧損於損益表中確認。

就按成本列賬之待售股本投資而言，減值虧損金額乃按資產之賬面值與同類財務資產現時市場回報率折讓後之估計未來現金流之現值之間所存在之差額予以計量。該減值虧損不予回撥。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.9 Accounting for income taxes

Income tax comprises current and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting period, that are unpaid at the reporting date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of tax expense in profit or loss.

Deferred tax is calculated using the liability method on temporary differences at the reporting date between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit, including existing taxable temporary differences, will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither taxable nor accounting profit or loss.

4. 主要會計政策(續)

4.9 所得稅之會計處理

所得稅包括當期及遞延稅項。

當期所得稅項資產及／或負債包括就當期或以往報告期須向財政機構履行之責任或其提出之申索。有關責任或申索於截至報告日期仍未支付，乃根據所涉及之財政期間適用稅率及稅法，基於該年度應課稅溢利計算。所有當期稅項資產或負債之變動乃確認為損益表中稅項開支之項目。

遞延稅項乃以負債法就資產及負債於財務報表之賬面值與彼等各自之稅基於報告日期之臨時差額計算。遞延稅項負債通常就所有應課稅臨時差額確認入賬。倘應課稅溢利(包括現有應課稅臨時差額)很可能會用於抵銷可扣減之臨時差額、未運用稅務虧損及未運用稅項抵免，則遞延稅項資產會就所有可扣減之臨時差異、可結轉之稅務虧損及其他未運用稅項抵免確認入賬。

如初步確認某項交易之資產及負債產生的臨時差額對應課稅或會計損益無影響(除業務合併外)，則不確認遞延稅項資產及負債。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.9 Accounting for income taxes (Continued)

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

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the reporting date.

Changes in deferred tax assets or liabilities are recognised in profit or loss, or in other comprehensive income or directly in equity if they relate to items that are charged or credited to other comprehensive income or directly to equity.

Current tax assets and current tax liabilities are presented in net if, and only if,

- (a) the Group has the legally enforceable right to set off the recognised amounts; and
- (b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

4. 主要會計政策(續)

4.9 所得稅之會計處理(續)

遞延稅項負債乃就於附屬公司之投資產生之應課稅臨時差額確認，惟倘本集團可控制臨時差額之撥回及臨時差額很可能不會於可見將來撥回則除外。

遞延稅項乃不作貼現，按預期於結清負債或變現資產之期間之稅率計算，惟該等稅率於報告日期須為已實施或實際上已實施。

遞延稅項資產或負債之變動於損益表或其他全面收益確認，或如涉及或其他全面收益直接於權益扣除或計入之項目，則直接於權益確認。

於及僅於下列情況下，當期稅項資產及當期稅項負債予以呈列：

- (a) 本集團擁有合法可強制執行之權利抵銷已確認金額；及
- (b) 本集團擬按淨額基準結算或同時變現資產及結算負債。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.9 Accounting for income taxes (Continued)

The Group presents deferred tax assets and deferred tax liabilities in net if, and only if,

- (a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- (b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:
 - (i) the same taxable entity; or
 - (ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

4.10 Cash and cash equivalents

Cash and cash equivalents include cash at banks and in hand, demand deposits and short term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

4.11 Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued.

Any transaction costs associated with the issue of shares are deducted from share premium (net of any related income tax benefits) to the extent that they are incremental costs directly attributable to the equity transaction.

4. 主要會計政策(續)

4.9 所得稅之會計處理(續)

於及僅於下列情況下，本集團會以淨額呈列遞延稅項資產及遞延稅項負債：

- (a) 該實體有合法可強制執行之權利以當期稅項資產對銷當期稅項負債；及
- (b) 遞延稅項資產及遞延稅項負債乃關於同一稅務機關就下列各項徵收之所得稅：
 - (i) 同一應課稅實體；或
 - (ii) 不同應課稅實體，而該等實體有意在預期清償或收回大額遞延稅項負債或資產之各個未來期間按淨額基準結算當期稅項負債及資產，或同時變現資產及清償負債。

4.10 現金及現金等值項目

現金及現金等值項目包括銀行及手頭現金、活期存款以及原到期日為三個月或以下並可隨時轉換為已知數額之現金且價值變動風險不大的短期高流通性投資。

4.11 股本

普通股乃列作權益。股本乃以已發行股份之面值釐定。

如與發行股份有關之任何交易成本為股權交易直接相關之成本增加，任何該等成本乃從股份溢價中扣除(扣除任何相關所得稅利益)。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.12 Retirement benefit costs and short term employee benefits

(i) *Defined contribution plan*

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance, for all of its employees in Hong Kong. Contributions are made based on a percentage of the employees’ basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme.

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions after payment of the fixed contribution.

The contributions recognised in respect of defined contribution plans are expensed as they fall due. Liabilities and assets may be recognised if underpayment or prepayment has occurred and are included in current liabilities or current assets as they are normally of a short-term nature.

4. 主要會計政策(續)

4.12 退休福利成本及短期僱員福利

(i) *定額供款計劃*

本集團遵照強制性公積金計劃條例為其全體香港僱員實行一項定額供款之強制性公積金退休福利計劃(「強積金計劃」)。供款按僱員基本薪金之某一百分比作出，並於按照強積金計劃之規例應付時於損益表扣除。強積金計劃之資產獨立於本集團之資產，並由獨立管理基金持有。本集團為強積金計劃作出之僱主供款在作出時全數歸僱員所有。

界定供款計劃為本集團據以向獨立實體支付固定供款之退休金計劃。本集團並無法律或推定責任於支付固定供款後支付額外供款。

界定供款計劃的已確認供款在到期時列為支出，倘有少付或多付供款的情況發生，將確認為負債及資產並因其屬短期性質而列於流動負債及流動資產中。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.12 Retirement benefit costs and short term employee benefits (Continued)

(ii) *Short term employee benefits*

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

Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

4.13 Financial liabilities

The Group's financial liabilities include other payables and accruals.

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. All interest related charges are recognised as an expense in profit or loss.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amount is recognised in profit or loss.

Financial liabilities are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method.

4. 主要會計政策(續)

4.12 退休福利成本及短期僱員福利(續)

(ii) *短期僱員福利*

僱員可享有之年假於累計予僱員時確認。因僱員於截至報告日期前提供服務而可享有之年假之估計負債會予以撥備。

不能累積之有薪假期(如病假及產假)於休假時方予以確認。

4.13 財務負債

本集團財務負債包括其他應付款項及應計費用。

財務負債在本集團成為工具之合約規定一方時確認。所有與利息相關之開支均於損益表中確認為開支。

財務負債於負債責任已履行或註銷或屆滿時予以終止確認。

如現有財務負債由同一放債人明顯不同的條款大致上相異之負債所取代，或現有負債之條款作出重大修訂，此類交換或修訂將被視為終止確認原負債及確認新負債處理，有關賬面值之差額於損益表確認。

財務負債初步按公平值確認，其後按攤銷成本以實際利息法計量。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.14 Provisions, contingent liabilities and contingent assets

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

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

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

4.15 Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major operations.

4. 主要會計政策(續)

4.14 撥備、或然負債及或然資產

當本集團因過往事件而在目前須負上法律或推定之責任，且很可能須就履行有關責任而導致經濟利益外流，並能夠就責任之數額此作出可靠估計時，方始確認撥備。當數額涉及重大之時間價值時，則按預期用以履行責任之開支之現值作出撥備。

所有撥備均會於各報告日期予以檢討及調整，以反映目前最佳的估計。

倘並非很可能導致經濟利益外流或未能可靠估計款額，除非出現經濟利益流出的可能性極微，否則有關責任將披露作或然負債。可能出現的責任(僅於一項或多項未來不明朗事件發生或不發生且完全在本集團控制範圍以外的事件發生的情況下確定)亦披露為或然負債，除非出現經濟利益流出的可能性極微則作別論。

4.15 分部報告

本集團識別經營分部，並根據本集團定期向執行董事報告以供彼等就本集團業務組成部分之資源分配作決定及檢討該等組成部分之表現之財務資料而編製分部資料。向執行董事報告之內部財務資料之業務組成部分乃按照本集團之主要業務而釐定。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.15 Segment reporting (Continued)

The Group has identified one reportable segment:

- investment in listed and unlisted securities with revenue of dividend income received for the securities;

The measurement policies the Group uses for reporting segment results under HKFRS 8 are the same as those used in its financial statements.

Corporate assets which are not directly attributable to the business activities of any operating segment are not allocated to a segment, which primarily applies to the Group's headquarter.

Segment liabilities exclude corporate liabilities which are not directly attributable to the business activities of any operating segment and are not allocated to a segment, which primarily applies to the Group's headquarter.

4.16 Related parties

For the purposes of these financial statements, 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.

4. 主要會計政策(續)

4.15 分部報告(續)

本集團已識別一個可報告分部：

- 於上市及非上市證券之投資，其收益來自就證券收取之股息收入；

本集團就根據香港財務報告準則第8號之可報告分部採用之計量政策乃與其財務報表採用之計量政策相同。

並非直接來自任何經營分部之業務活動之企業資產並無分配至分部，因其主要由本集團總部使用。

分部負債不包括並非直接來自任何經營分部之業務活動之企業負債，因其主要由本集團總部應用。

4.16 關連人士

就本財務報表而言，倘適用下列情況，該名人士或該名人士之近親家屬成員便被視為與本集團有關聯：

- (i) 對本集團有控制權或共同控制權；
- (ii) 對本集團有重大影響力；或
- (iii) 為本集團或本公司的母公司主要管理人員。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.16 Related parties (Continued)

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.
- (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).

4. 主要會計政策(續)

4.16 關連人士(續)

倘適用下列情況，該實體便被視為與本集團有關聯：

- (i) 該實體及本集團屬同一集團之成員(即各母公司、附屬公司及同系附屬公司互相關聯)。
- (ii) 一個實體為另一實體之聯營公司或合營企業(或為某一集團成員之聯營公司或合營企業，而該另一實體為該集團成員)。
- (iii) 兩個實體皆為相同第三方之合營企業。
- (iv) 一個實體為第三方實體之合營企業而另一實體為第三方之聯營公司。
- (v) 該實體為本集團或與本集團有關連實體之僱員福利而設立之離職後福利計劃。
- (vi) 該實體受(a)所界定人士控制或共同控制。
- (vii) 於(a)(i)所界定對實體有重大影響之人士，或是實體(或實體之母公司)高級管理人員之成員。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.16 Related parties (Continued)

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.

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

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

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

4. 主要會計政策(續)

4.16 關連人士(續)

某一人士近親家屬成員指預期可影響該人士與實體進行買賣或於買賣時受該人士影響之有關家屬成員，並包括：

- (i) 該名人士之子女及配偶或家庭夥伴；
- (ii) 該名人士之配偶或家庭夥伴之子女；及
- (iii) 該名人士或該名人士之配偶或家庭夥伴之受養人。

5. 重要會計估計及判斷

估計及判斷根據過往經驗及其他因素持續進行評估，包括於有關情況下對日後事件作出合理估計。

本集團對未來作出估計及假設。顧名思義，所作出的會計估計很少與有關之實際結果相同。有重大風險會引致資產及負債賬面值於下一個財務年度出現重大調整的估計及假設於下文論述。

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5. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (Continued)

- (i) **Impairment of investment in equity instruments**
The investment in the shares of a listed company has been suspended of trading and will remain suspended until further notice. The directors of the Company estimate that no impairment of investment in the equity instruments is expected based on the current information. Significant judgment is required in determining if any impairment of investment in equity instruments. In making this judgement, the directors evaluate, among other factors, the historical share price movements, the reason and the duration of suspension of trading of the shares.

5. 重要會計估計及判斷(續)

- (i) **股本工具投資之減值**
於一間上市公司之股份投資已暫停買賣，直至另行通知為止。本公司董事根據目前資料估計，預期該項股本工具投資並無減值。釐定任何股本工具投資是否出現減值需要重大判斷。於作出判斷時，董事評估(其中包括)歷史股價變動及股份暫停買賣之原因及時間。

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6. REVENUE

Revenue, which is also the Group's turnover, recognised during the year is as follows:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Bank interest income	銀行利息收入	3	1
Dividend income	股息收入	20	222
		23	223

The results arising from the fair value change of financial assets at fair value through profit or loss are shown separately in the consolidated statement of comprehensive income under the line of "Net gain/(loss) on financial assets at fair value through profit or loss". The gross proceeds from trading of securities for the year amounted to approximately HK\$67,758,000 (2012: HK\$49,804,000).

7. SEGMENT INFORMATION

The Group has identified its operating segments and prepared segment information based on the regular internal financial information reported to the Group's executive directors for their decisions about resources allocation to the Group's business components and review of these components' performance.

For the years ended 31 December 2012 and 31 December 2013, the Group has identified only one segment and the sole business of this segment is investment in listed and unlisted securities. No separate analysis of segment information by business segment is presented.

The Group's revenue from external customers and its non-current assets by geographical areas are not presented as the geographical segments other than Hong Kong are less than 10% of the aggregate amount of all segments.

6. 收入

年內確認之本集團收入(亦即本集團之營業額)如下:

透過損益按公平值計算之財務資產的公平值變動所得結果於綜合全面收益表「透過損益按公平值計算之財務資產收益/(虧損)淨額」項下獨立列示。本年度買賣證券所得款項總額約為67,758,000港元(二零一二年: 49,804,000港元)。

7. 分部資料

本集團已識別其經營分部, 及根據本集團執行董事獲提供以作本集團各業務分部之資源分配及評估該等分部表現的定期內部財務資料而編製分部資料。

截至二零一二年十二月三十一日及二零一三年十二月三十一日止年度, 本集團僅識別一個經營分部, 該分部的唯一業務為於上市及非上市證券的投資。並無另外呈列按業務分部劃分的分部資料分析。

本集團並無呈列按地區劃分的來自外部客戶的收益及非流動資產, 原因是除香港以外的地區分部佔所有分部的金額均不到10%。

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8. LOSS BEFORE INCOME TAX

8. 未計所得稅前虧損

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Loss before income tax is arrived at after charging:	未計所得稅前虧損經扣除下列各項得出：		
Auditor's remuneration	核數師酬金	265	250
Depreciation	折舊	128	254
Employee benefit expense (note 12)	僱員福利開支(附註12)	6,731	6,900
Exchange loss, net	匯兌虧損，淨額	-	7
Operating lease charges in respect of land and buildings	土地及樓宇之經營租賃費用	666	3,281
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	178	31
Loss on disposal of available-for-sale financial assets (note 16)	出售待售財務資產之虧損(附註16)	1,341	-

9. INCOME TAX EXPENSE

The Group is not subject to any taxation under the jurisdiction of the Cayman Islands and British Virgin Islands ("BVI") during the year (2012: Nil).

No Hong Kong profits tax has been provided as the Group did not generate any assessable profit for the year (2012: Nil).

9. 所得稅開支

年內，本集團毋須繳付開曼群島及英屬處女群島(「英屬處女群島」)司法權區內的任何稅項(二零一二年：無)。

由於年內本集團並無任何應課稅溢利，故並無就香港利得稅作出撥備(二零一二年：無)。

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9. INCOME TAX EXPENSE (Continued)

Reconciliation between income tax expense and accounting loss at applicable tax rates:

9. 所得稅開支(續)

所得稅開支及按適用稅率計算之會計虧損之對賬如下：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Loss before income tax	未計所得稅前虧損	(9,863)	(22,862)
Tax on loss before income tax, calculated at applicable rate of 16.5% (2012: 16.5%)	按適用稅率16.5% (二零一二年：16.5%) 計算	(1,626)	(3,772)
Tax effect of non-taxable income	非應課稅收入之稅務影響	(39)	(37)
Tax effect of non-deductible expenses	不可扣減開支之稅務影響	352	13
Tax effect on tax losses not recognised	未確認稅項虧損之稅務影響	1,313	3,796
Income tax expense	所得稅開支	-	-

At 31 December 2013, the Group has estimated unused tax losses of approximately HK\$109,763,000 (2012: HK\$101,802,000) available for offsetting against future taxable profits of the companies which incurred the losses. Deferred tax assets have not been recognised in respect of these losses due to the unpredictability of future profit streams. Under the current tax legislation, the tax losses can be carried forward indefinitely.

於二零一三年十二月三十一日，本集團之估計未動用稅項虧損約為109,763,000港元（二零一二年：101,802,000港元），可抵銷產生該等虧損之公司之未來應課稅溢利。由於未能肯定是否有未來應課稅溢利可供抵銷稅項虧損，故並未確認遞延稅項資產。根據現行稅法，稅項虧損可無限期結轉。

Saved as disclosed above, the Group and the Company did not have any significant deferred tax assets and liabilities as at 31 December 2013 (2012: Nil).

除上述已披露事項以外，本集團及本公司於二零一三年十二月三十一日並無任何重大遞延稅項資產及負債（二零一二年：無）。

10. LOSS FOR THE YEAR

Of the consolidated loss for the year attributable to the owners of the Company of approximately HK\$9,863,000 (2012: HK\$22,862,000), a loss of approximately HK\$9,857,000 (2012: HK\$22,860,000) has been dealt with in the financial statements of the Company.

10. 本年度虧損

本公司擁有人應佔本年度綜合虧損約9,863,000港元（二零一二年：22,862,000港元）中，虧損約9,857,000港元（二零一二年：22,860,000港元）已於本公司財務報表中處理。

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For the year ended 31 December 2013

截至二零一三年十二月三十一日止年度

11. LOSS PER SHARE

The calculation of basic loss per share is based on the loss attributable to the owners of the Company of approximately HK\$9,863,000 (2012: HK\$22,862,000) and 443,479,882 ordinary shares for the year ended 31 December 2013 (2012: on the weighted average number of 364,183,854 ordinary shares, as adjusted to reflect the bonus issue and share consolidation in 2012).

The diluted loss per share attributable to the owners of the Company for the years ended 31 December 2012 and 2013 was the same as there was no potential dilutive share outstanding during the years.

12. EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' REMUNERATION)

11. 每股虧損

每股基本虧損乃根據本公司擁有人應佔虧損約9,863,000港元(二零一二年: 22,862,000港元)及截至二零一三年十二月三十一日止年度普通股數目443,479,882股(二零一二年: 加權平均數364,183,854股普通股, 經調整以反映二零一二年紅股發行及股份合併的影響)計算。

截至二零一二年及二零一三年十二月三十一日止年度本公司擁有人應佔每股攤薄虧損相同, 原因是年內並無具潛在攤薄影響的股份已發行。

12. 僱員福利開支(包括董事酬金)

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Salaries and other allowances (including directors' fee)	薪金及其他津貼(包括董事 袍金)	6,598	6,763
Pension costs – defined contribution plans	退休金成本— 定額供款計劃	133	137
		6,731	6,900

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For the year ended 31 December 2013

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13. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS

(i) Directors' remuneration

The remuneration paid or payable to the directors were as follows:

13. 董事酬金及高級管理層酬金

(i) 董事酬金

已付或應付董事酬金如下：

		Date of appointment/ resignation during the year	Fees	Salaries, allowances and benefits in kind	Pension costs – defined contribution plans	Total
		於年內委任/ 辭任日期	袍金	薪金、津貼 及實物利益	退休金 成本—定額 供款計劃	總計
			HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Year ended	截至二零一三年十二月					
31 December 2013	三十一日止年度					
Executive directors	執行董事					
Chan Chi Hung	陳志鴻	Resigned on 15 July 2013 於二零一三年七月十五日辭任	150	109	9	268
Choi Wai King	蔡惠境	Appointed on 3 May 2013 於二零一三年五月三日獲委任	390	–	–	390
Choy Kwok Hung, Patrick (ii)	蔡國雄(ii)		360	–	–	360
John Yen Jong Ling	嚴中伶	Appointed on 3 June 2013 於二零一三年六月三日獲委任	350	–	–	350
Non-executive director	非執行董事					
Wang Qiang (i)	王強(i)	Appointed on 18 January 2013 於二零一三年一月十八日獲委任	343	–	–	343
Yang Nai Jiang	楊乃江	Resigned on 8 May 2013 於二零一三年五月八日辭任	30	–	–	30
Independent non-executive directors	獨立非執行董事					
Chan Kam Man (i)	陳錦文(i)		240	–	–	240

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For the year ended 31 December 2013

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13. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

(i) Directors' remuneration (Continued)

		Date of appointment/ resignation during the year	Fees	Salaries, allowances and benefits in kind	Pension costs – defined contribution plans	Total
		於年內委任/ 辭任日期	袍金	薪金、津貼 及實物利益	成本一定額 供款計劃	總計
			HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Chan Man Yi	陳敏儀	Appointed on 1 February 2013 於二零一三年二月一日獲委任	110	-	-	110
Chung Koon Yan	鍾琯因	Resigned on 18 January 2013 於二零一三年一月十八日辭任	9	-	-	9
Chung Shu Kun, Christopher	鍾樹根	Resigned on 1 February 2013 於二零一三年二月一日辭任	10	-	-	10
John Yen Jong Ling	嚴中伶	Appointed on 18 January 2013 and resigned on 3 June 2013 於二零一三年一月十八日獲委任 及於二零一三年六月三日辭任	134	-	-	134
Kwok Yuen Lam, Sophia (i)	郭婉琳(i)		240	-	-	240
Mak Man Yi, Jackie	麥敏儀	Resigned on 28 March 2013 於二零一三年三月二十八日辭任	40	-	-	40
William Keith Jacobsen	葉偉其	Appointed on 1 February 2013 於二零一三年二月一日獲委任	110	-	-	110
Yue Man Yiu, Matthew	余文耀	Resigned on 1 February 2013 於二零一三年二月一日辭任	15	-	-	15
			2,531	109	9	2,649

(i) Mr. Wang Qiang, Mr. Chan Kam Man and Ms. Kwok Yuen Lam, Sophia were being removed as directors on 22 January 2014 upon the approval in the extraordinary general meeting of the Company held on 22 January 2014.

(ii) Mr. Choy Kwok Hung, Patrick resigned on 7 February 2014.

13. 董事酬金及高級管理層酬金 (續)

(i) 董事酬金 (續)

(i) 王強先生、陳錦文先生及郭婉琳女士於本公司二零一四年一月二十二日舉行的股東特別大會上經批准後於二零一四年一月二十二日被罷免董事職務。

(ii) 蔡國雄先生於二零一四年二月七日辭任。

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For the year ended 31 December 2013

截至二零一三年十二月三十一日止年度

13. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

(i) Directors' remuneration (Continued)

Year ended	Date of appointment/ resignation during the year	Fees	Salaries, allowances and benefits in kind	Pension costs – defined contribution plans	Total
31 December 2012	於年內委任/ 辭任日期	袍金 HK\$'000 千港元	薪金、津貼 及實物利益 HK\$'000 千港元	退休金 成本—定額 供款計劃 HK\$'000 千港元	總計 HK\$'000 千港元
Executive directors	執行董事				
Chan Chi Hung	陳志鴻	300	233	14	547
Choy Kwok Hung, Patrick	蔡國雄	360	–	–	360
Lin Wen Pin	林文彬	50	–	–	50
	Appointed on 31 August 2011 and resigned on 1 February 2012 於二零一一年八月三十一日獲委 任及於二零一二年二月一日辭任				
Non-executive director	非執行董事				
Yang Nai Jiang	楊乃江	275	206	–	481
	Appointed on 31 August 2011 於二零一一年八月三十一日獲委任				
Independent non-executive directors	獨立非執行董事				
Chung Koon Yan	鍾琿因	150	–	–	150
Yue Man Yiu, Matthew	余文耀	150	–	–	150
Chung Shu Kun, Christopher	鍾樹根	120	–	–	120
Chan Kam Man	陳錦文	141	–	–	141
	Appointed on 30 May 2012 於二零一二年五月三十日獲委任				
Kwok Yuen Lam, Sophia	郭婉琳	141	–	–	141
	Appointed on 30 May 2012 於二零一二年五月三十日獲委任				
Mak Man Yi, Jackie	麥敏儀	71	–	–	71
	Appointed on 30 May 2012 於二零一二年五月三十日獲委任				
		1,758	439	14	2,211

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2012: Nil).

13. 董事酬金及高級管理層酬金 (續)

(i) 董事酬金 (續)

年內董事概無訂立放棄或同意放棄任何酬金之安排(二零一二年：無)。

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13. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

(ii) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included two (2012: three) directors whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining three (2012: two) highest paid individuals during the year are as follows:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Salaries and other allowances	薪金及其他津貼	2,522	1,958
Pension costs – defined contribution plans	退休金成本—定額供款計劃	43	28
		2,565	1,986

The emoluments of non-director individuals fell within the following bands:

		Number of individuals 人數	
		2013 二零一三年	2012 二零一二年
Nil to HK\$1,000,000	零至1,000,000港元	2	1
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	1

During the year, no emoluments were paid by the Group to the Company's directors or any of the five highest paid individuals as an inducement to join, or upon joining the Group, or as compensation for loss of office (2012: Nil).

(iii) Senior management's emoluments

The emoluments paid or payable to fourteen (2012: ten) members of senior management whose emoluments fell within the band of Nil to HK\$1,000,000 during the year.

13. 董事酬金及高級管理層酬金 (續)

(ii) 五名最高薪酬人士

年內，本集團五名最高薪酬人士包括兩名(二零一二年：三名)董事，彼等之薪酬詳情載於上文之分析。年內應付予餘下三名(二零一二年：兩名)最高薪酬人士之薪酬詳情如下：

非董事個人之薪酬處於以下區間：

年內，本集團並無向本公司董事或任何五名最高薪酬人士支付作為加入本集團之酬金或加入本集團時之獎勵，又或作為失去職位之賠償(二零一二年：無)。

(iii) 高級管理人員之酬金

年內已付或應付十四名(二零一二年：十名)高級管理人員之酬金處於零至1,000,000港元區間。

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For the year ended 31 December 2013

截至二零一三年十二月三十一日止年度

14. PROPERTY, PLANT AND EQUIPMENT

Group and Company

14. 物業、廠房及設備

本集團及本公司

		Motor vehicles 汽車 HK\$'000 千港元	Furniture and office equipment 傢俬及 辦公室設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2012	於二零一二年一月一日			
Cost	成本	542	504	1,046
Accumulated depreciation	累計折舊	(407)	(259)	(666)
Net book amount	賬面淨值	135	245	380
Year ended 31 December 2012	截至二零一二年十二月 三十一日止年度			
Opening net book amount	年初賬面淨值	135	245	380
Additions	添置	983	95	1,078
Disposals	出售	(234)	–	(234)
Depreciation	折舊	(146)	(108)	(254)
Closing net book amount	年終賬面淨值	738	232	970
At 31 December 2012 and 1 January 2013	於二零一二年十二月 三十一日及二零一三年 一月一日			
Cost	成本	1,197	599	1,796
Accumulated depreciation	累計折舊	(459)	(367)	(826)
Net book amount	賬面淨值	738	232	970
Year ended 31 December 2013	截至二零一三年十二月 三十一日止年度			
Opening net book amount	年初賬面淨值	738	232	970
Disposals	出售	(468)	(160)	(628)
Depreciation	折舊	(96)	(32)	(128)
Closing net book amount	年終賬面淨值	174	40	214
At 31 December 2013	於二零一三年十二月 三十一日			
Cost	成本	247	57	304
Accumulated depreciation	累計折舊	(73)	(17)	(90)
Net book amount	賬面淨值	174	40	214

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For the year ended 31 December 2013

截至二零一三年十二月三十一日止年度

15. INTERESTS IN SUBSIDIARIES/AMOUNTS DUE FROM SUBSIDIARIES

Company

15. 於附屬公司之權益／應收附屬公司款項

本公司

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Unlisted shares, at cost	非上市股份，按成本	1	1
Amounts due from subsidiaries	應收附屬公司款項	2,726	2,706
Less: Impairment losses recognised	減：已確認減值虧損	(2,706)	(2,706)
		20	-

The movement in the impairment losses recognised for amounts due from subsidiaries is as follows:

應收附屬公司款項的已確認減值虧損的變動如下：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Balance at 1 January	於一月一日的結餘	2,706	2,682
Impairment losses recognised	已確認減值虧損	-	24
Balance at 31 December	於十二月三十一日的結餘	2,706	2,706

The amounts due from subsidiaries are unsecured, interest-free and repayable on demand.

應收附屬公司款項為無抵押、免息及須於要求時償還。

The directors consider that the carrying amounts of the amounts due from subsidiaries approximate their fair values at the reporting dates because these amounts have short maturity periods on their inception, such that the time value of money impact is not significant.

董事認為，應收附屬公司款項之賬面值與彼等於報告日期之公平值相若，此乃由於該等金額於產生時到期日較短，因此金錢之時間價值影響不大。

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15. INTERESTS IN SUBSIDIARIES/AMOUNTS DUE FROM SUBSIDIARIES (Continued)

Company (Continued)

Particulars of the subsidiaries at 31 December 2013 are as follows:

15. 於附屬公司之權益／應收附屬公司款項(續)

本公司(續)

於二零一三年十二月三十一日附屬公司之詳情如下：

Name of subsidiaries 附屬公司名稱	Place of incorporation/ kind of legal entity 註冊成立地點/ 法定實體種類	Particulars of issued and fully paid share capital 已發行及繳足股本詳情	Percentage of issued capital held by the Company directly 本公司直接持有之已發行股本之百分比	Principal activities and place of operation 主要業務及經營地點
China Financial Leasing Group (B.V.I.) Limited	BVI, limited liability company 英屬處女群島，有限公司	1 ordinary share of US\$1 1股面值1美元之普通股	100%	Dormant, the People's Republic of China ("PRC") 暫無營業，中華人民共和國(「中國」)
China Financial Leasing Group (Hong Kong) Limited 中國金融租賃集團(香港)有限公司	Hong Kong, limited liability company 香港，有限公司	1 ordinary share of HK\$1 1股面值1港元之普通股	100%	Dormant, Hong Kong 暫無營業，香港

16. AVAILABLE-FOR-SALE FINANCIAL ASSETS

Group and Company

16. 待售財務資產

本集團及本公司

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Equity securities, at cost Unlisted in the PRC	股本證券，按成本計於中國之非上市部分	-	3,341

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截至二零一三年十二月三十一日止年度

16. AVAILABLE-FOR-SALE FINANCIAL ASSETS (Continued)

Group and Company (Continued)

Particulars of the unlisted available-for-sale equity securities at 31 December 2012 are as follows:

Name	Place of incorporation	Principal activities	Particulars of issued shares held	Interest held
名稱	註冊成立地點	主要業務	所持已發行股份詳情	所持權益
Beijing LED Lighting Engineering Company Limited ("BJLED") 北京愛爾益地照明工程有限公司(「北京愛爾益地」)	PRC 中國	Wholesale of high technology electronic products 高科技電子產品之批發	RMB2,760,000 人民幣 2,760,000元	12%

BJLED is a PRC company, in which Mr. Choy Kwok Hung, Patrick, an executive director of the Company, has equity interest in it.

The unlisted available-for-sale equity securities as at 31 December 2012 were measured at cost less impairment at reporting date because there was no open market on the unlisted investment and the management had no intention to dispose such investment as at 31 December 2012. Accordingly, the directors of the Company were of the opinion that fair value could not be reliably measured.

During the year ended 31 December 2013, the Company disposed of its unlisted available-for-sale equity securities, BJLED. The sale proceeds amounted to approximately HK\$2,000,000 and a loss on disposal of approximately HK\$1,341,000 was recognised in profit or loss during the year ended 31 December 2013.

16. 待售財務資產(續)

本集團及本公司(續)

於二零一二年十二月三十一日非上市待售股本證券之詳情如下：

北京愛爾益地為一間中國公司，本公司執行董事蔡國雄先生擁有其股本權益。

於二零一二年十二月三十一日，非上市待售股本證券按成本減報告日期減值計量，原因是就非上市投資並無公開市場以及管理層於二零一二年十二月三十一日不擬出售該等投資。因此，本公司董事認為公平值無法可靠計量。

截至二零一三年十二月三十一日止年度，本公司出售其非上市待售股本證券北京愛爾益地。出售所得款項約為2,000,000港元，出售錄得虧損約1,341,000港元已於截至二零一三年十二月三十一日止年度的損益表內確認。

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For the year ended 31 December 2013

截至二零一三年十二月三十一日止年度

17. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Group and Company

17. 透過損益按公平值計算之財務資產

本集團及本公司

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Equity securities held for trading, at fair value Listed in Hong Kong	持作買賣按公平值計算之 股本證券 於香港上市	34,430	39,367

Fair values of these investments have been determined by reference to their quoted bid prices at the reporting date. Financial assets at fair value through profit or loss are presented within the section on operating activities as a part of changes in working capital in the consolidated statement of cash flows.

Changes in fair values of financial assets at fair value through profit or loss are recorded as net gain/loss on financial assets at fair value through profit or loss in the consolidated statement of comprehensive income.

The realised and unrealised gain on financial assets at fair value through profit or loss for the year ended 31 December 2013 is approximately HK\$2,787,000 and HK\$213,000 respectively (2012: realised and unrealised loss of approximately HK\$4,950,000 and HK\$1,105,000 respectively), the aggregate of which is recorded as net gain/loss on financial assets at fair value through profit or loss in the consolidated statement of comprehensive income.

As at 31 December 2013, the carrying amounts of the listed equity securities of the following companies exceed 10% of total assets of the Group and the Company.

該等投資之公平值乃經參考彼等於報告日期之掛牌競價而釐定。透過損益按公平值計算之財務資產於經營活動內呈列，作為綜合現金流量表內營運資金變動之一部分。

透過損益按公平值計算之財務資產之公平值變動乃計入綜合全面收益表內，列為透過損益按公平值計算之財務資產收益／虧損淨額。

於截至二零一三年十二月三十一日止年度，透過損益按公平值計算之財務資產之已變現及未變現收益分別約為2,787,000港元及213,000港元（而截至二零一二年：已變現及未變現虧損分別約4,950,000港元及1,105,000港元）。有關總額已載於綜合全面收益表「透過損益按公平值計算之財務資產之收益／（虧損）淨額」項下。

於二零一三年十二月三十一日，以下公司之上市股本證券之賬面值佔本集團及本公司之總資產逾10%。

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截至二零一三年十二月三十一日止年度

17. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Group and Company (Continued)

17. 透過損益按公平值計算之財務資產(續)

本集團及本公司(續)

Name	Principal activities	As at 31 December	Particulars of issued shares held	Interest held	Investment cost thereto	Fair value of investment	Dividend income received during the year	Dividend cover	Net assets/(liabilities) attributable in the investment	Accumulated fair value gains/(losses) on investment recognised in financial statements
名稱	主要業務	於十二月三十一日	所持已發行股份詳情	所持權益	有關投資成本 HK\$'000 千港元	投資之公平值 HK\$'000 千港元	年內股息收入 HK\$'000 千港元	股息比率	投資 應佔淨資產/ (負債) HK\$'000 千港元	於財務報表 確認之累計 公平值收益/ (虧損) HK\$'000 千港元
China Assurance Finance Group Limited 中國融保金融集團有限公司	Financial guarantee services, performance guarantee services and advisory services 財務擔保服務、履約擔保服務及顧問服務	2012 二零一二年	-	-	-	-	-	-	-	-
		2013 二零一三年	5,800,000 ordinary shares 5,800,000股 普通股	0.37%	7,908	9,976	-	-	767	2,068
Newtree Group Holdings Limited 友川集團控股有限公司	Hygienic Disposables Business, MTBE Business and Household Consumables Business 一次性衛生用品業務、 甲基叔丁基醚業務及 家居消耗品服務	2012 二零一二年	5,000,000 ordinary shares 5,000,000股 普通股	0.75%	10,041	10,100	-	-	2,929	59
		2013 二零一三年	1,940,000 ordinary shares 1,940,000股 普通股	0.27%	5,622	6,344	-	-	1,055	722
Long Success International Holdings Limited ("Long Success") (Note 1) 百齡國際(控股)有限公司 (「百齡」)(附註1)	Manufacturing and sales of paper products 製造及買賣紙製產品	2012 二零一二年	-	-	-	-	-	-	-	-
		2013 二零一三年	13,450,000 ordinary shares 13,450,000股 普通股	0.9%	8,106	5,447	-	-	(522)	(2,659)

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17. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Group and Company (Continued)

17. 透過損益按公平值計算之財務資產(續)

本集團及本公司(續)

Name	Principal activities	As at 31 December	Particulars of issued shares held	Interest held	Investment cost thereto	Fair value of investment	Dividend income received during the year	Dividend cover	Net assets/(liabilities) attributable in the investment	Accumulated fair value gains/(losses) on investment recognised in financial statements
名稱	主要業務	於十二月三十一日	所持已發行股份詳情	所持權益	有關投資成本 HK\$'000 千港元	投資之公平值 HK\$'000 千港元	年內股息收入 HK\$'000 千港元	股息比率	投資應佔淨資產/(負債) HK\$'000 千港元	於財務報表確認之累計公平值收益/(虧損) HK\$'000 千港元
Rising Power GP Holdings Limited 昇力集團控股有限公司	Payment gateway business, energy management business, integrated solutions for lighting electromagnetic pulse protection business and manufacturing and trading of products related to optimal optical fibers, telecommunications, electric power network systems and equipment 支付平台服務、能源管理服務、雷擊電磁脈衝防護業務之綜合解決方案及製造及買賣有關優化光纖、電訊、電網系統及設備之產品	2012 二零一二年	-	-	-	-	-	-	-	-
		2013 二零一三年	5,800,000 ordinary shares 5,800,000股 普通股	1.31%	4,707	4,176	-	-	1,941	(531)
Opes Asia Development Limited 華保亞洲發展有限公司	Investment in listed and unlisted companies 投資上市及非上市的公司	2012 二零一二年	-	-	-	-	-	-	-	-
		2013 二零一三年	14,000,000 ordinary shares 14,000,000股 普通股	3.90%	2,948	2,660	-	-	2,962	(288)
Ming Kei Holdings Limited 明基控股有限公司	Property investments; and business of coal trading 房地產投資及買賣煤炭業務	2012 二零一二年	16,908,000 ordinary shares 16,908,000股 普通股	8.59%	7,621	8,032	-	-	10,666	411
		2013 二零一三年	5,732,400 ordinary shares 5,732,400股 普通股	0.87%	1,303	2,580	-	-	1,787	1,277

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17. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Group and Company (Continued)

17. 透過損益按公平值計算之財務資產(續)

本集團及本公司(續)

Name	Principal activities	As at 31 December	Particulars of issued shares held	Interest held	Investment cost thereto	Fair value of investment	Dividend income received during the year	Dividend cover	Net assets/(liabilities) attributable in the investment	Accumulated fair value gains/(losses) on investment recognised in financial statements
名稱	主要業務	於十二月三十一日	所持已發行股份詳情	所持權益	有關投資成本 HK\$'000 千港元	投資之公平值 HK\$'000 千港元	年內股息收入 HK\$'000 千港元	股息比率	投資應佔淨資產/(負債) HK\$'000 千港元	於財務報表確認之累計公平值收益/(虧損) HK\$'000 千港元
Wealth Glory Holdings Limited 富譽控股有限公司	Supply and sale of dried noodles including bowl noodles and packed noodles; manufacture and sale of fresh noodles, including but not limited to hefen, wonton noodles and yi mein; and investment holding in coal trading business 供應及銷售乾麵條，包括碗麵及包裝面；製造及銷售新鮮麵條，包括但不限於河粉、雲吞麵及伊麵；及煤炭貿易業務投資控股	2012 二零一二年	-	-	-	-	-	-	-	-
		2013 二零一三年	4,352,000 ordinary shares 4,352,000股 普通股	0.37%	913	631	-	-	539	(262)
Datronix Holdings Limited 連達科技控股有限公司	Manufacturing and trading electronic components in both Hong Kong and overseas markets 於香港及海外市場製造及買賣電子零件	2012 二零一二年	126,000 ordinary shares 126,000股 普通股	0.04%	365	164	4	72.63	15	(201)
		2013 二零一三年	126,000 ordinary shares 126,000股 普通股	0.04%	374	162	3	5.15	16	(212)
Yantai North Andre Juice Co., Ltd 烟台北方安德利果汁股份有限公司	Manufacturing and sale of apple juice concentrate, pear juice concentrate, apple essence, feedstuff and related products 製造及銷售濃縮蘋果汁、濃縮梨汁、蘋果香精、飼料及相關產品	2012 二零一二年	200,000 ordinary shares 200,000股 普通股	0.005%	59	62	1	9.78	69	3
		2013 二零一三年	7,500 ordinary shares 7,500股 普通股	0.005%	22	14	1	5.34	68	(8)

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17. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Group and Company (Continued)

17. 透過損益按公平值計算之財務資產(續)

本集團及本公司(續)

Name	Principal activities	As at 31 December	Particulars of issued shares held	Interest held	Investment cost thereto	Fair value of investment	Dividend income received during the year	Dividend cover	Net assets/(liabilities) attributable in the investment	Accumulated fair value gains/(losses) on investment recognised in financial statements
名稱	主要業務	於十二月三十一日	所持已發行股份詳情	所持權益	有關投資成本 HK\$'000 千港元	投資之公平值 HK\$'000 千港元	年內股息收入 HK\$'000 千港元	股息比率	投資應佔淨資產/(負債) HK\$'000 千港元	於財務報表確認之累計公平值收益/(虧損) HK\$'000 千港元
JC Group Holdings Limited	Cloud computing products and their related solutions and services 雲端電腦產品及其相關方案及服務	2012 二零一二年	-	-	-	-	-	-	-	-
		2013 二零一三年	4,000,000 ordinary shares 4,000,000股 普通股	1.00%	2,486	2,440	-	-	629	(46)

(Note 1)

Up to the date of this financial statement, trading in the shares of Long Success has been suspended with effect from 3 December 2013 and will remain suspended until further notice. The directors of the Company consider that the fair value of investment in Long Success has been determined by reference to its quoted bid price immediately before the suspension of trading in its shares on 3 December 2013. As per the directors of the Company, no impairment of the investment in Long Success amounted to approximately HK\$5,000,000 is expected based on the current status.

(附註1)

截至本財務報表日期，百齡之股份於二零一三年十二月三日開始暫停買賣，直至另行通知為止。本公司董事認為百齡之股份投資之公平值乃參考其等於二零一三年十二月三日（即緊接暫停買賣前）之掛牌競價而釐定。按照本公司董事之意見，根據目前狀況，預期於百齡約值5,000,000港元之投資並無減值。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2013

截至二零一三年十二月三十一日止年度

18. DEPOSITS AND PREPAYMENTS

18. 按金及預付款項

		Group 本集團		Company 本公司	
		2013 二零一三年	2012 二零一二年	2013 二零一三年	2012 二零一二年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Deposits	按金	78	863	78	863
Prepayments	預付款項	60	511	59	509
		138	1,374	137	1,372

The directors consider that the carrying amounts of deposits and prepayments approximate their fair values at the reporting dates because these amounts have short maturity periods on their inception, such that the time value of money impact is not significant.

董事認為按金及預付款項之賬面值與彼等於報告日期之公平值相若，此乃由於該等金額於產生時到期日較短，因此金錢之時間價值影響不大。

19. CASH AND CASH EQUIVALENTS

Group and Company

19. 現金及現金等值項目

本集團及本公司

		2013 二零一三年	2012 二零一二年
		HK\$'000 千港元	HK\$'000 千港元
Cash at banks and in hand	銀行及手頭現金	640	3,260
Demand deposits	活期存款	8,001	5,040
		8,641	8,300

Cash and cash equivalents comprise cash at banks and in hand and demand deposit with original maturity of three months or less. The carrying amounts of the cash and cash equivalents approximate their fair values.

現金及現金等值項目包括銀行及手頭現金及原到期日為三個月或以下之活期存款。現金及現金等值項目之賬面值與彼等之公平值相若。

The demand deposits carried an effective interest rate of 0.04% (2012: 0.03%) per annum as at 31 December 2013.

於二零一三年十二月三十一日，活期存款之實際年利率為0.04%（二零一二年：0.03%）。

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財務報表附註

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截至二零一三年十二月三十一日止年度

20. SHARE CAPITAL

20. 股本

	Notes	Number of ordinary shares of HK\$0.01 each 每股面值0.01港元之普通股數目	Number of ordinary shares of HK\$0.2 each 每股面值0.2港元之普通股數目	Number of ordinary shares of HK\$0.02 each 每股面值0.02港元之普通股數目	HK\$'000 千港元
	附註				
Authorised:	法定：				
At 1 January 2012	於二零一二年一月一日	30,000,000,000	-	-	300,000
Share consolidation	股份合併	(30,000,000,000)	1,500,000,000	-	-
Capital reduction and sub-division	股本削減及拆細	-	(1,500,000,000)	15,000,000,000	-
At 31 December 2012, 1 January 2013 and 31 December 2013	於二零一二年十二月三十一日、二零一三年一月一日及二零一三年十二月三十一日	-	-	15,000,000,000	300,000
Issued and fully paid:	已發行及繳足：				
At 1 January 2012	於二零一二年一月一日	985,573,020	-	-	9,856
Issue of bonus shares	發行紅股	(i) 3,942,292,080	-	-	39,423
Share consolidation	股份合併	(ii) (4,927,865,100)	246,393,255	-	-
Issue of ordinary shares on placing	配售時發行普通股	(iii) -	49,260,000	-	9,852
Issue of ordinary shares on open offer	公開發售時發行普通股	(iv) -	147,826,627	-	29,565
Capital reduction and sub-division	股本削減及拆細	(v) -	(443,479,882)	443,479,882	(79,826)
At 31 December 2012, 1 January 2013 and 31 December 2013	於二零一二年十二月三十一日、二零一三年一月一日及二零一三年十二月三十一日	-	-	443,479,882	8,870

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2013

截至二零一三年十二月三十一日止年度

20. SHARE CAPITAL (Continued)

Notes:

- (i) Pursuant to the ordinary resolution of the extraordinary general meeting passed on 21 December 2011, a bonus issue was approved to issue on the basis of four bonus shares for every then existing share held by the qualifying shareholders on 4 January 2012. The bonus issue was completed on 10 January 2012 and 3,942,292,080 ordinary shares of HK\$0.01 each were issued.
- (ii) Pursuant to the announcement made by the Company on 20 January 2012, the directors of the Company proposed to effect the share consolidation pursuant to which every twenty issued and unissued shares of HK\$0.01 each in the share capital of the Company will be consolidated into one consolidated share of HK\$0.2 each (the "Share Consolidation"). The Share Consolidation is approved on 17 February 2012 and completed on 20 February 2012. Details of which were disclosed in the circular of the Company dated 2 February 2012.
- (iii) On 2 March 2012, 49,260,000 shares of HK\$0.2 each were issued at a price of HK\$0.238 per share pursuant to a placing agreement dated 23 February 2012 as detailed in the announcements dated 23 February 2012, 27 February 2012 and 2 March 2012.
- (iv) On 25 June 2012, 147,826,627 shares of HK\$0.2 each were issued pursuant to the open offer at a price of HK\$0.2 per share on the basis of one share for every two then existing shares held by the qualifying shareholders on 31 May 2012 as detailed in a circular dated 1 June 2012.

20. 股本(續)

附註：

- (i) 根據於二零一一年十二月二十一日通過之股東特別大會之普通決議案，已批准進行紅股發行以就合資格股東於二零一二年一月四日每持有一股現有股份發行四股紅利股份。紅股發行已於二零一二年一月十日完成，已發行3,942,292,080股每股面值0.01港元之普通股。
- (ii) 根據本公司於二零一二年一月二十日刊發之公佈，本公司董事建議進行股份合併，據此，本公司股本中每二十股每股面值0.01港元之已發行及未發行股份，將合併為一股面值0.2港元之合併股份（「股份合併」）。股份合併已於二零一二年二月十七日獲批准並於二零一二年二月二十日完成。其詳情披露於本公司於二零一二年二月二日刊發之通函。
- (iii) 於二零一二年三月二日，根據日期為二零一二年二月二十三日之配售協議，49,260,000股每股面值0.2港元之股份已按每股0.238港元予以發行，其詳情見於二零一二年二月二十三日、二零一二年二月二十七日及二零一二年三月二日刊發之公佈。
- (iv) 於二零一二年六月二十五日，147,826,627股每股面值0.2港元之股份按合資格股東於二零一二年五月三十一日每持有兩股當時現有股份獲發一股股份之基準，根據公開發售按每股0.2港元予以發行，其詳情見於二零一二年六月一日刊發之通函。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2013

截至二零一三年十二月三十一日止年度

20. SHARE CAPITAL (Continued)

Notes: (Continued)

- (v) Pursuant to a special resolution passed by the shareholders of the Company at an extraordinary general meeting held on 8 August 2012, the issued share capital of the Company was proposed to be reduced by reducing the par value of each of the issued shares of the Company from HK\$0.20 to HK\$0.02 by cancelling the paid-up capital to the extent of HK\$0.18 per issued share (the "Capital Reduction"). Part of the credit arising from such reduction would be applied towards cancelling the accumulated loss of the Company, while the balance (if any) would be transferred to the capital reduction reserve account of the Company which may be utilised by the directors as a distributable reserve in accordance with the articles of association of the Company (the "Articles") and all applicable laws. Immediately following the Capital Reduction becomes effective, each authorised but unissued share will also be sub-divided into 10 new shares with a par value of HK\$0.02 each. On 7 December 2012, the Grant Court of the Cayman Islands granted an order to confirm the capital reduction of the Company and the Capital Reduction became effective on 10 December 2012. Details of which were disclosed in the circular of the Company dated 16 July 2012.

21. RESERVES

Group

			2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
		Notes 附註		
Share premium	股份溢價	(i)	29,998	29,998
Capital reduction reserve	資本削減儲備		19,444	19,444
Accumulated losses	累計虧損		(15,259)	(5,396)
			34,183	44,046

The movement of the Group's reserves for the years are presented in the consolidated statement of changes in equity.

20. 股本(續)

附註：(續)

- (v) 根據本公司股東於二零一二年八月八日舉行之股東特別大會上通過之一份特別決議案，建議透過註銷實繳股本，將本公司每股已發行股份之面值由0.20港元減少至0.02港元(每股已發行股份減少0.18港元)，減少本公司之已發行股本(「股本削減」)。因削減產生之進賬額一部分將用於減少本公司之累計虧損，餘額(如有)將轉撥至本公司資本削減儲備賬戶，可由董事按照本公司組織章程細則(「細則」)及所有適用法律作為可供分派儲備而動用。緊隨股本削減生效後，每股法定但未發行股份亦將拆細為10股每股面值0.02港元之新股份。於二零一二年十二月七日，開曼群島大法院發出命令，確認本公司股本削減。股本削減於二零一二年十二月十日生效。詳情披露於本公司於二零一二年七月十六日刊發之通函。

21. 儲備

本集團

本集團於有關年度之儲備變動於綜合權益變動表呈列。

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財務報表附註

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21. RESERVES (Continued)

Company

21. 儲備(續)

本公司

		Share premium 股份溢價 HK\$'000 千港元 Note (i) 附註(i)	Capital reduction reserve 資本削減儲備 HK\$'000 千港元 Note 20(v) 附註20(v)	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2012	於二零一二年一月一日	69,085	–	(42,904)	26,181
Issue of ordinary shares (note 20 (iii) and (iv))	發行普通股 (附註20(iii)及(iv))	(37,551)	–	–	(37,551)
Share issue expenses	股份發行開支	(1,536)	–	–	(1,536)
Capital reduction (note 20(v))	股本削減 (附註20(v))	–	19,444	60,382	79,826
Transactions with owners	與擁有人之交易	(39,087)	19,444	60,382	40,739
Loss for the year and total comprehensive income for the year	年內虧損及年內全面收入總額	–	–	(22,860)	(22,860)
At 31 December 2012 and 1 January 2013	於二零一二年十二月三十一日及二零一三年一月一日	29,998	19,444	(5,382)	44,060
Loss for the year and total comprehensive income for the year	年內虧損及年內全面收入總額	–	–	(9,857)	(9,857)
At 31 December 2013	於二零一三年十二月三十一日	29,998	19,444	(15,239)	34,203

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21. RESERVES (Continued)

Company (Continued)

Notes:

- (i) In accordance with the Companies Law (2007 Revision) of the Cayman Islands, the share premium 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. The share premium may also be distributed in the form of fully paid bonus shares.

22. OPERATING LEASE COMMITMENTS

Group and Company

At 31 December 2013, the total future minimum lease payments under non-cancellable operating leases are payable by the Group/Company as follows:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Within one year	一年內	385	707
In the second to fifth years inclusive	第二至第五年(包括首尾 兩年)	-	385
		385	1,092

The Group/Company leases certain of its office properties under operating leases. The leases run for an initial period of one to two years, with options to renew the lease terms at the expiry dates or at dates as mutually agreed between the Group/Company and the respective landlords/lessors. None of the leases include contingent rentals.

23. OTHER COMMITMENTS

As at 31 December 2012 and 2013, the Group and the Company have no significant commitments.

24. CONTINGENT LIABILITIES

As at 31 December 2012 and 2013, the Group and the Company have no significant contingent liabilities.

21. 儲備(續)

本公司(續)

附註:

- (i) 根據開曼群島公司法(二零零七年修訂版), 股份溢價可供派付予本公司之股東, 惟在緊隨建議分派股息當日以後, 本公司須有能力清償其在日常業務中到期之債務。股份溢價亦可以繳足紅股之方式分派。

22. 經營租賃承擔

本集團及本公司

於二零一三年十二月三十一日, 本集團/本公司根據不可撤銷經營租賃應付之未來最低租賃款項總額如下:

本集團/本公司根據經營租賃租入其若干辦公室物業。該等租約初步年期為一至兩年, 可於屆滿日期或本集團/本公司與各業主/出租人共同協定之日期續期。該等租賃概不包括或然租金。

23. 其他承擔

於二零一二年及二零一三年十二月三十一日, 本集團及本公司並無任何重大承擔。

24. 或然負債

於二零一二年及二零一三年十二月三十一日, 本集團及本公司並無任何重大或然負債。

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25. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions and balances disclosed elsewhere in these consolidated financial statements, the Group had the following significant transactions with related parties:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Investment management fee paid/payable to Wealth Assets Management Limited	已付／應付予盈富資產有限公司之投資管理費	455	840

Notes:

Pursuant to the investment management agreement dated 7 October 2002 (the "Investment Management Agreement") entered into between the Company and Wealth Assets Management Limited (the "Investment Manager"), the Investment Manager has agreed to provide the Company with investment management services (excluding general administrative services) commencing on 28 October 2002, the date of the commencement of the trading of the Company's shares on the Stock Exchange. In October 2013, the Investment Management Agreement has been renewed commencing on 1 October 2013 unless and until terminated by either the Company or the Investment Manager by serving not less than two months' notice in writing.

With effect from 1 October 2013, the monthly management fee was reduced from HK\$70,000 to HK\$35,000 per month. The management fee to the Investment Manager is a de minimis transaction under Rule 14A.33(3)(b) of the Listing Rules which is exempt from the reporting, announcement and independent shareholders' approval requirement.

Mr. Chan Chi Hung, the executive director of the Company who resigned as director on 15 July 2013, has equity interests in the Investment Manager and is one of the directors of the Investment Manager during the year ended 31 December 2012. Mr. Chan has disposed his equity interests in the Investment Manager and resigned as director during the year ended 31 December 2013.

25. 關連人士交易

- (a) 除於綜合財務報表其他地方披露之交易及結餘外，本集團與關連人士進行以下重大交易：

附註：

根據本公司與盈富資產有限公司(「投資經理」)於二零零二年十月七日訂立之投資管理協議(「投資管理協議」)，投資經理已同意向本公司提供投資管理服務(不包括一般行政服務)，由二零零二年十月二十八日(本公司股份開始在聯交所買賣之日期)起生效。於二零一三年十月，投資管理協議由二零一三年十月一日起續約，除非及直至本公司或投資經理隨時給予對方不少於兩個月之書面通知終止協議為止。

由二零一三年十月一日起，每月管理費由每月70,000港元減為35,000港元。根據上市規則第14A.33(3)(b)條，向投資經理支付管理費為符合最低豁免水平的交易，獲豁免遵守申報、公佈及獨立股東批准規定。

於二零一三年七月十五日已辭任的本公司執行董事陳志鴻先生於投資經理中擁有股權，而截至二零一二年十二月三十一日止年度為投資經理的董事之一。於截至二零一三年十二月三十一日止年度，陳先生出售其於投資經理中的股權並辭任董事之職務。

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25. RELATED PARTY TRANSACTIONS (Continued)

- (b) Included in employee benefit expenses and directors' remuneration are key management personnel compensation and comprises the following categories:

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Short term employee benefits	短期僱員福利	4,262	3,815
Contributions to defined contribution plans	定額供款計劃供款	57	58
		4,319	3,873

25. 關連人士交易(續)

- (b) 僱員福利開支及董事酬金包括主要管理人員之酬金，包括以下分類：

26. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations and in its investment activities. The financial risks include market risk (including currency risk, price risk and interest risk), credit risk and liquidity risk.

The Group's overall risk management focuses on unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group currently does not have any written risk management policies and guidelines. However, the board of directors meets periodically and cooperates closely with key management to analyse and formulate strategies to manage and monitor financial risk. The Group has not used any derivatives or other instruments for hedging purpose. The most significant financial risks to which the Group is exposed to are described below.

26. 財務風險管理及公平值計量

本集團由於在日常業務過程及投資業務中使用財務工具而承受財務風險。財務風險包括市場風險(包括貨幣風險、價格風險及利率風險)、信貸風險及流動資金風險。

本集團的整體風險管理集中於金融市場的不可預測性質，並務求盡量減低對本集團財務表現的潛在不利影響。本集團目前並無任何明文風險管理政策及指引。然而，董事會定期舉行會議，並與主要管理人員緊密合作，分析及訂定政策管理及監察財務風險。本集團並無使用任何衍生工具或其他工具作對沖用途。本集團承受的最重大財務風險於下文詳述。

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26. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

(i) Categories of financial assets and liabilities

The carrying amounts presented in the consolidated and company statements of financial position related to the following categories of financial assets and financial liabilities:

26. 財務風險管理及公平值計量 (續)

(i) 財務資產及負債類別

綜合及公司財務狀況表內呈列有關下列財務資產及財務負債類別之賬面值：

		Group 本集團		Company 本公司	
		2013 二零一三年	2012 二零一二年	2013 二零一三年	2012 二零一二年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Financial assets	財務資產				
At cost less impairment	按成本減減值				
Available-for-sale financial assets	待售財務資產	-	3,341	-	3,341
At fair value	按公平值				
Financial assets at fair value through profit or loss	透過損益按公平值計算之財務資產	34,430	39,367	34,430	39,367
Cash and cash equivalents	現金及現金等值項目	8,641	8,300	8,641	8,300
		43,071	51,008	43,071	51,008
Financial liabilities	財務負債				
At amortised cost	按攤銷成本				
Other payables and accruals	其他應付款項及應計費用	370	436	370	421

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26. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

(ii) Foreign currency risk

Currency risk refers to the risk that the fair value or future cash flow of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group did not have significant exposures to currency risk.

All the financial assets and liabilities of the Group and the Company are denominated in HK\$ except the available-for-sale financial assets are denominated in RMB. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

(iii) Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group has no borrowing which bears fixed or floating interest rates. The Group's exposure to market risk for changes in interest rates relates primarily to cash and cash equivalents. The Group currently does not have any interest rate hedging policy. However, the directors monitor interest rate change exposure and will consider hedging significant interest rate change exposure should the need arise.

The directors are of the opinion that the Group's sensitivity to the change in interest rate is low.

26. 財務風險管理及公平值計量 (續)

(ii) 外匯風險

貨幣風險指財務工具公平值或未來現金流量將會因匯率變化而浮動之風險。本集團並無重大貨幣風險。

本集團及本公司所有財務資產及負債均以港元計值，惟待售財務資產以人民幣計值。本集團現時就外幣交易、資產及負債並無外幣對沖政策。本集團將密切監控其外幣風險並將考慮在需要時對沖重大外幣風險。

(iii) 利率風險

利率風險與財務工具公平值或未來現金流量將會因市場利率波動而浮動之風險有關。

本集團並無按固定或浮動利率計息之借款。本集團就利率變動所承受之市場風險主要與現金及現金等值項目有關。本集團目前並無任何利率對沖政策。然而，董事監察利率變動風險，並會於有需要時考慮對沖重大利率變動風險。

董事認為本集團對利率變動之敏感度並不高。

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26. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

(iv) Price risk

Equity price risk relates to the risk that the fair values of equity securities will fluctuate because of changes in the levels of equity indices and the values of individual securities. The Group and the Company are mainly exposed to equity price risk arising from the investments in listed equity securities classified as financial assets at fair value through profit or loss as at 31 December 2012 and 2013 as mentioned in note 17 which are valued at quoted market prices at the reporting dates. The Group's and the Company's investments in listed equity securities are mainly publicly traded in the Stock Exchange.

Equity price sensitivity analysis

For the equity securities listed on the Stock Exchange, an average volatility of 2.24% (2012: 2.65%) has been observed in the Heng Seng Index during 2013.

The table below summaries the impact of increase/decrease of the Heng Seng Index on the Group's and the Company's net loss for the year and accumulated losses. The analysis is based on the assumption that the Heng Seng Index had increased/decreased by 10% (2012: 10%) with all other variables held constant and all the Group's and the Company's listed equity securities moved according to the historical correlation with the Hang Seng Index:

	2013 二零一三年	2013 二零一三年	2012 二零一二年	2012 二零一二年
	+10%	-10%	+10%	-10%
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
Net loss for the year and accumulated losses	(3,443)	3,443	(3,937)	3,937
年內虧損淨額及 累計虧損				

26. 財務風險管理及公平值計量 (續)

(iv) 價格風險

股份價格風險與股本證券之公平值將因股份指數水平及個別證券價值變動而波動之風險有關。於二零一二年及二零一三年十二月三十一日，本集團及本公司主要面對因投資於上市股本證券(如附註17所述，歸類為透過損益按公平值計算之財務資產，並按報告日期所報之市價計值)而產生的股份價格風險。本集團及本公司投資於上市股本證券主要於聯交所公開買賣。

股價敏感度分析

就於聯交所上市之股本證券而言，於二零一三年恆生指數錄得平均波幅2.24%(二零一二年：2.65%)。

下表概述恆生指數上升/下降對本集團及本公司年內虧損淨額及累計虧損造成之影響。分析乃基於假設恆生指數上升/下降10%(二零一二年：10%)，而所有其他可變因素維持不變，則本集團及本公司之上市股本證券根據恆生指數過往相關性變動如下：

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26. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

(v) Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group.

The carrying amounts of these financial assets presented in the consolidated and company statements of financial position are net of impairment losses, if any. The Group minimises its exposure to the credit risk by rigorously selecting the counterparties and performing ongoing credit evaluation on the financial conditions. Follow-up actions are taken in case of overdue balances. In addition, management reviews the recoverable amount of the receivables individually or collectively at each reporting date to ensure that adequate impairment losses are made for irrecoverable amounts.

The Group's management considers that all the above financial assets that are not impaired for each of the reporting dates under review are of good credit quality, including those that are past due.

The credit risk on cash and cash equivalents is limited because the counterparties are mainly banks with high credit-ratings assigned by international credit-rating agencies.

The credit and investment policies have been followed by the Group since prior years and are considered to have been effective in limiting the Group's exposure to credit risk to a desirable level.

26. 財務風險管理及公平值計量 (續)

(v) 信貸風險

信貸風險指財務工具對手方未能履行財務工具條款項下之責任並對本集團造成財務虧損之風險。

於綜合及公司財務狀況表呈列之財務資產之賬面值已扣除減值虧損(如有)。本集團透過嚴格挑選交易對手以及對財務狀況持續進行信貸評估，將信貸風險盡量減低，並會對逾期未還之結餘採取跟進行動。此外，管理層於各報告日期個別或整體對應收款項之可收回金額進行檢討，以確保就未能收回之金額作出足夠之減值虧損。

本集團管理層認為所有以上於各回顧期間報告日期尚未減值之財務資產(包括已逾期者)均具有良好信貸質素。

由於交易對手主要為獲國際信貸評級機構給予高信貸評級之銀行，故現金及現金等值項目之信貸風險有限。

自過往年度以來，信貸及投資政策一直由本集團遵循，並被視為將本集團所承受之信貸風險有效限制至合理水平。

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26. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

(vi) Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities.

The Group's policy is to regularly monitor its liquidity requirements to ensure that the Group maintains sufficient reserves of cash to meet its liquidity requirements in the financial liabilities. Cash flows are closely monitored on an ongoing basis.

The liquidity policies have been followed by the Group since prior years and are considered to have been effective in managing liquidity risks.

All the Group's and the Company's financial liabilities will be settled within 12 months from the reporting date. As at 31 December 2012 and 2013, the Group has no borrowings.

Based on the assessment of the directors, despite the continuous operating loss incurred by the Group over the years, the liquidity risk encountered by the Group is minimal considered that the Group will have sufficient cash resources to satisfy its future working capital after taking into account the ability of the Group to conduct fund raising activities and the ability to realise the financial assets at fair value through profit or loss.

26. 財務風險管理及公平值計量 (續)

(vi) 流動資金風險

流動資金風險與本集團將不能履行其財務負債有關之承擔之風險有關。

本集團之政策為定期監察其流動資金需要，確保本集團維持充足之現金儲備，以應付財務負債之流動資金需求。本集團持續緊密監察現金流量。

自過往年度以來，流動資金政策一直由本集團遵循，並被視為有效管理流動資金風險。

本集團及本公司所有財務負債均會於報告日期起計12個月內清償。於二零一二年及二零一三年十二月三十一日，本集團並無任何借款。

根據董事之評估，儘管本集團歷年持續錄得經營虧損，但本集團面對之流動資金風險甚微，原因是經計及本集團有能力進行籌集資金活動及變現透過損益按公平值計算之財務資產後，董事認為其有充足現金資源應付其日後營運資料所需。

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26. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

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

The hierarchy groups financial assets and liabilities into three levels based on the relative reliability of significant inputs used in measuring the fair value of these financial assets and liabilities. The fair value hierarchy has the following levels:

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

The level in the fair value hierarchy within which the financial asset or liability is categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement.

As at 31 December 2013, financial assets at fair value through profit or loss measured at fair value in the consolidated and company statements of financial position are in accordance with level one of the fair value hierarchy (2012: level one).

26. 財務風險管理及公平值計量 (續)

(vii) 於財務狀況表確認之公平值計量

此架構根據計量此等財務資產及負債之公平值所使用之主要資料輸入之相對可靠性，將財務資產及負債劃分為三級組別。公平值架構分為以下各層：

- 第1級：相同資產及負債於活躍市場的報價（未作調整）；
- 第2級：就資產或負債而直接（即價格）或間接（即從價格推衍）可觀察之資料輸入（不包括第1級所包含之報價）；及
- 第3級：並非根據可觀察市場數據而有關資產或負債之資料輸入（難以觀察資料輸入）。

一項財務資產或負債整體應分類之公平值架構內之等級，應基於對公平值計量具有重大意義之最低級資料輸入值。

於二零一三年十二月三十一日，透過損益按公平值計算之財務資產乃根據公平值架構中第一級（二零一二年：第一級）而按公平值計入綜合及公司財務狀況表。

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27. CAPITAL MANAGEMENT – GROUP

The Group's objectives when managing capital are:

- (i) To safeguard the Group's ability to continue as a going concern, so that it continues to provide returns and benefits for stakeholders;
- (ii) To support the Group's stability and growth; and
- (iii) To provide capital for the purpose of strengthening the Group's risk management capability.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholder returns, taking into consideration the future capital requirements of the Group and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities. The Group currently does not adopt any formal dividend policy.

The Group also balances its overall capital structure periodically. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares. The Group will also consider the raise of long-term borrowings as second resource of capital when investment opportunities arise and the return of such investments will justify the cost of debts from the borrowings.

27. 資本管理 – 本集團

本集團管理資本之目標為：

- (i) 保持本集團持續經營之能力，繼續為利益相關人士帶來回報及利益；
- (ii) 維持本集團之穩定及增長；及
- (iii) 提供資金加強本集團之風險管理能力。

本集團積極定期檢討及管理資本架構，確保具備最佳資本架構及提供最佳股東回報，並考慮本集團未來資金需要及資本成效、現時及預測盈利能力、預測經營現金流量、預測資本開支及預測策略性投資機會。本集團目前並無採取任何正式股息政策。

本集團亦定期平衡整體資本架構。本集團因應經濟情況變動及相關資產之風險性質管理及調整資本架構。為了維持或調整資本架構，本集團或會調整向股東支付之股息金額、回撥資金予股東或發行新股。本集團亦會於投資機會出現時，考慮籌措長期借款作為資金之另一來源，而有關投資的回報將會令借款之債務成本用得其所。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2013

截至二零一三年十二月三十一日止年度

27. CAPITAL MANAGEMENT – GROUP (Continued)

The Group regards total equity as capital, for capital management purpose. The amount of capital as at 31 December 2013 amounted to approximately HK\$43,053,000 (2012: HK\$52,916,000), in which the Group considers as optimal having considered the projected capital expenditures and the projected strategic investment opportunities.

The Group also endeavours to ensure the steady and reliable cash flow from the normal business operation. For both years ended 31 December 2012 and 2013, the Group did not raise any debts.

28. SUBSEQUENT EVENT

On 20 February 2014, the Company and a placing agent entered into the placing agreement pursuant to which the Company has conditionally agreed to place, through the placing agent, a maximum of 88,600,000 new shares at a price of HK\$0.241 per share. On 21 February 2014, the Company and the placing agent entered into a revised placing agreement to revise the placing price from HK\$0.241 to HK\$0.26 per share. The placing of shares is completed on 4 March 2014, a total of 88,600,000 new shares have been issued by the Company under the general mandate granted by the shareholders at the 2013 Annual General Meeting.

27. 資本管理 – 本集團(續)

本集團就資本管理目的而將權益總額視為資本。於二零一三年十二月三十一日之資本達約43,053,000港元(二零一二年:52,916,000港元)，本集團經考慮預測資本開支及預期策略投資商機後，認為該金額為最佳水平。

本集團亦會盡力確保自一般業務經營中取得穩定及可靠現金流量。本集團並無於截至二零一二年及二零一三年十二月三十一日止兩個年度新增任何債務。

28. 結算日後事項

於二零一四年二月二十日，本公司與配售代理訂立配售協議，據此，本公司已有條件同意透過配售代理以每股股份0.241港元之價格配售最多88,600,000股新股份。於二零一四年二月二十一日，本公司與配售代理訂立經修訂配售協議，將每股股份由0.241港元之配售價修訂為0.26港元。配售股份於二零一四年三月四日完成，本公司根據股東於二零一三年股東週年大會上授予的一般性授權發行合共88,600,000股新股份。

FIVE YEAR FINANCIAL SUMMARY

五年財務概要

A summary of the published results and of the assets and liabilities of the Group for last five financial years, as extracted from the audited financial statements, is set out below. The summary does not form part of the audited financial statements.

本集團於過去五個財政年度之已發表業績及資產與負債之概要(摘錄自經審核財務報表)載列如下。本概要並不構成經審核財務報表之一部分。

RESULTS

業績

		Year ended 31 December 2013 截至 二零一三年 十二月三十一日 止年度 HK\$'000 千港元	Year ended 31 December 2012 截至 二零一二年 十二月三十一日 止年度 HK\$'000 千港元	Year ended 31 December 2011 截至 二零一一年 十二月三十一日 止年度 HK\$'000 千港元	Year ended 31 December 2010 截至 二零一零年 十二月三十一日 止年度 HK\$'000 千港元	Year ended 31 December 2009 截至 二零零九年 十二月三十一日 止年度 HK\$'000 千港元
Revenue	收入	23	223	58	180	186
Loss before income tax	未計所得稅前 虧損	(9,863)	(22,862)	(12,170)	(18,037)	(8,324)
Income tax expense	所得稅開支	-	-	-	-	-
Loss attributable to the owners of the Company	本公司 擁有人 應佔虧損	(9,863)	(22,862)	(12,170)	(18,037)	(8,324)

ASSETS AND LIABILITIES

資產與負債

		At 31 December 2013 於 二零一三年 十二月三十一日 HK\$'000 千港元	At 31 December 2012 於 二零一二年 十二月三十一日 HK\$'000 千港元	At 31 December 2011 於 二零一一年 十二月三十一日 HK\$'000 千港元	At 31 December 2010 於 二零一零年 十二月三十一日 HK\$'000 千港元	At 31 December 2009 於 二零零九年 十二月三十一日 HK\$'000 千港元
Total assets	總資產	43,423	53,352	36,353	17,500	45,623
Total liabilities	總負債	(370)	(436)	(328)	(597)	(42,489)
Net assets	淨資產	43,053	52,916	36,025	16,903	3,134

CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

CHOI Wai King
YEN Jong Ling

Non-Executive Director

TANG Yiu Wing

Independent Non-Executive Directors

William Keith JACOBSEN
CHAN Man Yi
KWONG Ka Ki

COMPANY SECRETARY

TSANG Hing Bun *CPA, ACS, ACIS, FRM*

AUDIT COMMITTEE

KWONG Ka Ki (*Chairperson*)
William Keith JACOBSEN
CHAN Man Yi

REMUNERATION COMMITTEE

CHOI Wai King (*Chairperson*)
William Keith JACOBSEN
KWONG Ka Ki

NOMINATION COMMITTEE

KWONG Ka Ki (*Chairperson*)
William Keith JACOBSEN
CHAN Man Yi

REGISTERED OFFICE

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

董事會

執行董事

蔡惠境
嚴中伶

非執行董事

鄧耀榮

獨立非執行董事

葉偉其
陳敏儀
鄭嘉琪

公司秘書

曾慶贊 *CPA, ACS, ACIS, FRM*

審核委員會

鄭嘉琪 (*主席*)
葉偉其
陳敏儀

薪酬委員會

蔡惠境 (*主席*)
葉偉其
鄭嘉琪

提名委員會

鄭嘉琪 (*主席*)
葉偉其
陳敏儀

註冊辦事處

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

CORPORATE INFORMATION

公司資料

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room A-C, 3/F.
Golden Sun Centre
59 Bonham Strand West
Sheung Wan
Hong Kong

INVESTMENT MANAGER

Wealth Assets Management Limited
Room 2102, 21/F.
Chinachem Century Tower
178 Gloucester Road
Wanchai, Hong Kong

SOLICITORS

As to Hong Kong laws:
Keith Lam Lau & Chan

As to Cayman Islands laws:
Conyers, Dill & Pearman

AUDITOR

BDO Limited

CUSTODIAN

DBS Vickers (Hong Kong) Limited

HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

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

PRINCIPAL BANKER

DBS Bank (Hong Kong) Limited

STOCK CODE

2312

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香港
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告士打道178號
華懋世紀廣場
21樓2102室

律師

香港法律：
劉林陳律師行

開曼群島法律：
Conyers, Dill & Pearman

核數師

香港立信德豪會計師事務所有限公司

託管商

星展唯高達(香港)有限公司

香港股份過戶登記處

卓佳登捷時有限公司
香港
皇后大道東183號
合和中心22樓

主要往來銀行

星展銀行(香港)有限公司

股份代號

2312

網址

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