

China Post E-Commerce (Holdings) Limited

中郵電貿(控股)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：8041)

Website 網址：<http://www.cpech.com>



* For identification purpose only 僅供識別

2011

Annual Report 年報

CONTENTS

目錄

Corporate Information	公司資料	3
Chairman's Statement	主席報告	6
Directors and Senior Management's Biographies	董事及高級管理層履歷	9
Management Discussion and Analysis	管理層討論與分析	12
Directors' Report	董事會報告	22
Corporate Governance Report	企業管治報告	34
Independent Auditor's Report	獨立核數師報告	43
Consolidated Income Statement	綜合收益表	45
Consolidated Statement of Comprehensive Income	綜合全面收益表	47
Consolidated Statement of Financial Position	綜合財務狀況表	48
Statement of Financial Position	財務狀況表	50
Consolidated Statement of Changes in Equity	股東權益變動綜合報表	51
Consolidated Statement of Cash Flows	綜合現金流量表	52
Notes to the Financial Statements	財務報表附註	54
Five Year Financial Summary	五年財務概要	163

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate companies to which a high investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This report, for which the directors (the “Directors”) of China Post E-Commerce (Holdings) Limited (the “Company”) collectively and individually accept responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief (1) the information contained in this report is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

香港聯合交易所有限公司（「聯交所」）創業板之特色

創業板的定位，乃為相比起其他在聯交所上市的公司帶有較高投資風險的公司提供一個上市之市場，有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。創業板的較高風險及其他特色表示創業板較適合專業及其他老練投資者。

由於創業板上市公司之新興的性質所然，在創業板買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券會有高流通量的市場。

香港交易及結算所有限公司及聯交所對本報告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

本報告乃遵照《創業板證券上市規則》（「創業板上市規則」）的規定提供有關中郵電貿（控股）有限公司（「本公司」）的資料，本公司各董事（「董事」）願就本報告共同及個別承擔責任。各董事經作出一切合理查詢後，確認就彼等所深知及確信：(1)本報告所載資料在各重大方面均屬準確完整，且無誤導成分；(2)本報告並無遺漏其他事項，致使本報告所載任何聲明產生誤導；及(3)本報告內所表達的一切意見均經審慎周詳考慮後始行發表，並以公平合理的基準及假設為依據。

CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

LAU Chi Yuen, Joseph (*Chairman*)

CHUNG Man Wai (*Chief Executive Officer*)

Independent Non-executive Directors

LEE Chung Mong, John

TAM Wing Kin

FUNG Chan Man, Alex

COMPLIANCE OFFICER

CHUNG Man Wai

COMPANY SECRETARY

Chan Hiu Kwan

AUDIT COMMITTEE

LEE Chung Mong, John

TAM Wing Kin

FUNG Chan Man, Alex

COMPENSATION COMMITTEE

LAU Chi Yuen, Joseph

LEE Chung Mong, John

TAM Wing Kin

FUNG Chan Man, Alex

NOMINATION COMMITTEE

LAU Chi Yuen, Joseph

LEE Chung Mong, John

TAM Wing Kin

FUNG Chan Man, Alex

FINANCE COMMITTEE

LAU Chi Yuen, Joseph

LEE Chung Mong, John

TAM Wing Kin

FUNG Chan Man, Alex

董事會

執行董事

劉智遠 (主席)

鍾文偉 (行政總裁)

獨立非執行董事

李春茂

譚榮健

馮燦文

監察主任

鍾文偉

公司秘書

陳曉筠

審核委員會

李春茂

譚榮健

馮燦文

薪酬委員會

劉智遠

李春茂

譚榮健

馮燦文

提名委員會

劉智遠

李春茂

譚榮健

馮燦文

財務委員會

劉智遠

李春茂

譚榮健

馮燦文

CORPORATE INFORMATION

公司資料

AUTHORISED REPRESENTATIVES

LAU Chi Yuen, Joseph
CHUNG Man Wai

REGISTERED OFFICE

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Room 702, 7th Floor
Goodluck Industrial Centre
808 Lai Chi Kok Road
Lai Chi Kok, Kowloon
Hong Kong

LEGAL ADVISERS

As to Hong Kong Law

Tang Tso & Lau Solicitors

As to Cayman Islands Law

Conyers Dill & Pearman, Cayman

INDEPENDENT AUDITOR

RSM Nelson Wheeler

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Butterfield Fulcrum Group (Cayman) Ltd.
Butterfield House, 68 Fort Street
P.O. Box 609
Grand Cayman, KY1-1107
Cayman Islands

法定代表

劉智遠
鍾文偉

註冊辦事處

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

總辦事處及主要營業地點

香港
九龍荔枝角
荔枝角道808號
好運工業中心
7樓702室

法律顧問

香港法律

鄧曹劉律師行

開曼群島法律

Conyers Dill & Pearman, Cayman

獨立核數師

中瑞岳華(香港)會計師事務所

主要股份過戶登記處

Butterfield Fulcrum Group (Cayman) Ltd.
Butterfield House, 68 Fort Street
P.O. Box 609
Grand Cayman, KY1-1107
Cayman Islands

CORPORATE INFORMATION 公司資料

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Abacus Limited
26/F, Tesbury Centre
28 Queen's Road East
Hong Kong

香港股份過戶登記分處

卓佳雅柏勤有限公司
香港
皇后大道東28號
金鐘匯中心26樓

PRINCIPAL BANKERS

Standard Chartered Bank (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited
UBS AG
DBS Bank (Hong Kong) Limited

主要往來銀行

渣打銀行（香港）有限公司
香港上海滙豐銀行有限公司
瑞士銀行
星展銀行（香港）有限公司

COMPANY WEBSITE

www.cpech.com

公司網站

www.cpech.com

STOCK CODE

8041

股票代號

8041

CHAIRMAN'S STATEMENT

主席報告

BUSINESS REVIEW

During the year, the Company carried out some acquisitions of subsidiaries. Currently, there are totally three reportable business segments in the Group and as follows:

On-line shopping and advertising	:	Provision of on-line shopping, advertising and media related services
Swimwear	:	Manufacturing and trading of high-end swimwear and related garment product
Apparel and related accessories	:	Trading and retailing of apparel and related accessories under different brand names like "Tonino Lamborghini"; "Cour Carré"; "Gay Giano"; and "Due G"

The Group's reportable business segments are strategic business units that offer different products and a wide variety of services to their customers. These three business segments are managed separately and each by a key management team because each business requires different business models, technologies, skill sets, and marketing strategies.

At an extraordinary general meeting of the shareholders of the Company held on 19 December 2011, a special resolution was passed to change the name of the Company from China Post E-Commerce (Holdings) Limited to Luxey International (Holdings) Limited. Up to the date of this report, the application for the change of name is still in progress. We also believe that the change of the Company name will better reflect the core business of the Group in the future and provide the Company with a fresh new corporate image as well as an new identity which is in the interests of the Company and its shareholders as a whole.

業務回顧

年內，本公司已收購若干附屬公司。目前，本集團合共有三個可報告業務分部如下：

網上購物及廣告	:	提供線上購物、廣告及媒體相關服務
泳裝	:	生產及買賣高檔泳裝及相關服裝產品
服飾及相關配飾	:	買賣及零售不同品牌（如「Tonino Lamborghini」、 「Cour Carré」、「Gay Giano」及「Due G」之服飾及相關配飾

本集團之可報告業務分部為策略性業務單元，向其客戶提供多種產品及範圍廣泛之服務。該三個業務分部單獨管理及各自由不同主要管理團隊管理，乃由於各項業務要求不同業務模式、技術、技能組合及市場推廣策略。

於二零一一年十二月十九日舉行之本公司股東之股東特別大會上，一項特別決議案獲通過以將本公司之名稱由中郵電貿（控股）有限公司更改為蒼萃國際（控股）有限公司。直至本報告日期，更改名稱之申請仍在審理中。本集團亦相信，更改本公司名稱將更佳反映本集團於日後之核心業務並為本公司提供一個全新的企業形象以及新的身份，此舉符合本公司及其股東之整體利益。

CHAIRMAN'S STATEMENT 主席報告

FINANCIAL REVIEW

Notwithstanding the tough economic environment in the world in 2011, the Group is facing a difficult year. Yet, through expansion in acquisitions, the Group recorded a total turnover (including continuing and discontinued operations) of approximately HK\$254.5 million in 2011 (HK\$97.9 million in 2010), representing an approximately 160% increment. The significant increase in turnover for the year is mainly attributable to 2 new operating segments which are Swimwear segment and the Apparel and related accessories segment. The turnover generated from Swimwear and Apparel and related accessories segments for the year were approximately HK\$53.9 million and HK\$92.1 million respectively.

The gross profit (including continuing and discontinued operations) of approximately HK\$91.9 million was recorded by the Group for the year ended 31 December 2011 (2010: HK\$22.5 million) representing an approximately 308% increment.

The loss attributable to owners of the Company (including continuing and discontinued operations) was approximately HK\$338.5 million, representing an increase of approximately 513% compared with that of in 2010 (2010: HK\$55.2 million). The deterioration was mainly attributable to (i) the impairment of goodwill arising from acquisition of Easy Time Trading Limited and iKanTV Limited of approximately HK\$250.2 million and HK\$10.6 million respectively (2010: HK\$Nil); and (ii) loss for the year from discontinued operation of HK\$47.2 million (2010: profit from discontinued operation of HK\$4.4 million).

財務回顧

儘管全球經濟環境於二零一一年十分嚴峻，本集團正面臨一個艱難年度。然而，透過收購方式擴展，本集團於二零一一年錄得總營業額（包括持續經營及終止經營業務）約港幣254,500,000元（二零一零年：港幣97,900,000元），相當於增長約160%。於本年度之營業額顯著增長主要由於兩個新經營分部，即泳裝分部及服飾及相關配飾分部。泳裝及服飾及相關配飾分部於本年度產生之營業額分別約為港幣53,900,000元及港幣92,100,000元。

本集團於截至二零一一年十二月三十一日止年度錄得毛利（包括持續經營及終止經營業務）約達港幣91,900,000元（二零一零年：港幣22,500,000元），相當於增長約308%。

本公司擁有人應佔虧損（包括持續經營及終止經營業務）約港幣338,500,000元，較於二零一零年增加約513%（二零一零年：港幣55,200,000元）。虧損擴大乃主要由於(i)來自收購Easy Time Trading Limited及愛看電視有限公司之商譽減值分別約港幣250,200,000元及港幣10,600,000元（二零一零年：港幣零元）；及(ii)來自年內終止經營業務虧損約港幣47,200,000元（二零一零年：終止經營業務溢利港幣4,400,000元）所致。

CHAIRMAN'S STATEMENT 主席報告

OUTLOOK

Global economic conditions are still full of uncertainties, while the Company believes in an enormous economic growth potential in Hong Kong and in the People's Republic of China ("PRC") market which is catalyzed by the continuing growth in domestic demand despite the keen competition among other rivalries in the retail market. We can also position ourselves to be a marketer coupling and making full use of both the on-line and off-line marketing strategies to promote our businesses in those three core business segments that can create synergies among each others.

In the upcoming years, the Company has a faith to continue to create value to its shareholders through the best effort of our management teams within the Group. We are always hoping that we can turnaround the Group's financial position and steer it into the rightful direction in the near future.

APPRECIATION

On behalf of the Board, I would like to take this opportunity to express our gratitude to our shareholders of their tremendous support and to our management and staff of their dedication and contribution in the past year. One of the Group's key objectives is to create and increase shareholders' wealth. To this end, the Group's focus is, endeavoring its very best, to seek long term growth in our core businesses while maintaining stable growth in the industry.

Lau Chi Yuen, Joseph

Chairman

29 March 2012

前景

全球經濟狀況仍然充滿不確定性，然而，本公司相信，儘管零售市場上其他競爭對手之間激烈競爭，但國內需求持續增長催化香港及中華人民共和國（「中國」）市場之龐大經濟發展潛力。我們亦能夠將本身定位為結合並充分利用線上及線下市場策略之市場經營者，以於該等三個彼此之間能夠產生協同效益之核心業務分部提升本公司之業務。

於未來年度，本公司有信心憑藉本集團之管理團隊之努力為股東創造價值。我們一如既往地希望，我們能夠扭轉本集團之財政狀況並引導其於不久之將來朝著正確方向前進。

致謝

本人謹代表董事會藉此機會對股東的大力支持，以及本集團管理層及職員過往一年之付出及貢獻表示感謝。本集團其中一個主要目標是為股東創富及增值。為此，本集團之重點是力求核心業務達到長期增長，亦同時維持業內的穩定增長。

劉智遠

主席

二零一二年三月二十九日

DIRECTORS AND SENIOR MANAGEMENT'S BIOGRAPHIES

董事及高級管理層履歷

EXECUTIVE DIRECTORS

Mr. LAU Chi Yuen, Joseph, aged 41, was appointed as an executive director of the Company in April 2008 and a chairman of the Company in June 2008. Mr. Lau has about 10 years' experience in corporate finance transactions and investments, and managerial position involving listed and non-listed companies in Hong Kong. He obtained a Master's Degree in Business Administration (Finance) from the Chinese University of Hong Kong in 1995 and Bachelor of Electronic Engineering in Computer (Hons) from the City University of Hong Kong in 1993. He is an executive director of China Outdoor Media Group Limited, which is a company listed on The Stock Exchange of Hong Kong Limited.

Mr. CHUNG Man Wai, aged 41, was appointed as a Chief Executive Officer of the Company in April 2008 and an executive director of the Company in October 2008. He holds a Bachelor of Business Administration degree from the University of Hong Kong and a Master of Science Degree in Financial Management from the University of London. Mr. Chung is also a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Prior to joining the Group in August 2007, Mr. Chung held senior corporate finance and accounting positions in a listed company and in the New World Group and was an internal auditor in a financial institution.

執行董事

劉智遠先生，41歲，於二零零八年四月獲委任為本公司之執行董事，並於二零零八年六月獲委任為本公司主席。劉先生對於企業融資交易及投資方面累積約十年經驗，曾於香港之上市及非上市公司擔當管理職務。劉先生先後於一九九五年及一九九三年，分別獲香港中文大學及香港城市大學頒授商業管理（金融）碩士學位及電腦電子工程（榮譽）學士學位。彼為中國戶外媒體集團有限公司執行董事，該公司為一間於香港聯合交易所有限公司上市之公司。

鍾文偉先生，41歲，於二零零八年四月獲委任為本公司行政總裁，並於二零零八年十月獲委任為本公司執行董事。彼持有香港大學工商管理學士學位，及倫敦大學財務管理科學碩士學位。鍾先生為香港會計師公會之會計師及英國特許公認會計師公會資深會員。於二零零七年八月加入本集團前，鍾先生於一間上市公司及新世界集團任職高級企業財務及會計職位，及於一間財務機構任職內部核數師。

DIRECTORS AND SENIOR MANAGEMENT'S BIOGRAPHIES

董事及高級管理層履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. LEE Chung Mong, John, aged 53, is an Independent Non-executive Director of the Group. He joined the Group in April 2008. He obtained Ph.D. Degree in Computer Science from the University of Minnesota, USA in 1989. In the same year, he was appointed as Associate, Research Staff in the Institute of Systems Science at National University of Singapore. In 1999, he was awarded a Teaching Excellence Appreciation Award by the Dean of the School of Engineering of The Hong Kong University of Science and Technology and was elevated as a Senior Member of the Institute of Electrical and Electronics Engineers. He is now the chairman and chief executive officer of Asia Vision Technology Ltd. He is currently the independent non-executive director of Ruifeng Petroleum Chemical Holdings Limited, a company listed on the Growth Enterprise Market of the Stock Exchange.

Mr. TAM Wing Kin, aged 46, is an Independent Non-executive Director of the Group. He joined the Group in April 2008. He is an independent non-executive director of Fittec International Group Limited. He is also a member of the Chartered Institute of Management Accountants, the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. He is also a Certified Public Accountant (Practising). Previously, Mr. Tam had worked in one of the leading international accountancy firms and several listed companies in Hong Kong. He has over 20 years of experience in accounting field.

Mr. FUNG Chan Man, Alex, aged 49, is an Independent Non-executive Director of the Group. He joined the Group in April 2008. He obtained a BSc (Hons) degree in Electrical Engineering from University of Bath (UK) in 1986 and subsequently a MBA degree from Heriot Watt University (UK). Mr. Fung has about 15 years working experience in financial market and corporate finance activities in both Hong Kong and China.

獨立非執行董事

李春茂博士，53歲，為本集團之獨立非執行董事。彼於二零零八年四月加入本集團。彼於一九八九年獲得美國明尼蘇達大學電腦科學博士學位，同年獲委任為新加坡國立大學系統科學學院副研究員。李博士於一九九九年獲香港科技大學工程學院院長頒發傑出教學嘉許獎，並獲擢升成為國際電機及電子工程學院資深會員。李博士現任亞洲視覺科技有限公司的主席兼行政總裁，亦擔任聯交所創業板上市公司瑞豐石化控股有限公司的獨立非執行董事。

譚榮健先生，46歲，為本集團之獨立非執行董事。彼於二零零八年四月加入本集團。彼為奕達國際集團有限公司之獨立非執行董事。彼亦為英國特許管理會計師公會、英國特許公認會計師公會及香港會計師公會會員，為會計師。譚先生曾在香港的國際知名會計師行中之一間會計師行及若干上市公司任職，擁有超過20年會計經驗。

馮燦文先生，49歲，為本集團之獨立非執行董事。彼於二零零八年四月加入本集團。一九八六年獲得英國University of Bath電子工程理學士(榮譽)學位，其後獲得英國Heriot Watt University工商管理碩士學位，擁有大約15年香港及中國金融市場及企業融資工作經驗。

DIRECTORS AND SENIOR MANAGEMENT'S BIOGRAPHIES

董事及高級管理層履歷

SENIOR MANAGEMENT

Mr. CHAN Kai Sing, Billy, aged 44, is the Chief Operating Officer of a major subsidiary of the Company. He joined the Group in October 2009. Mr. Chan has over 10 years of working experiences in communication industry, and has held senior positions in communication and IT enterprises. He was the Chief Consultant of Internet Products and the Chief Consultant of Business Sales of New World Telecommunications Limited, and the Sale department head of PCCW Limited. Before his joining, he was the General Manager of New World iMedia Solutions Limited.

Ms. NG Ka Sim, aged 39, is the Group Financial Controller of the Company. She joined the Group in November 2011. Ms. Ng has extensive experience in auditing and financial management. She had worked in multinational accounting firms and has over 10 years' experience in auditing. She is a member of CPA Australia and a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants. Ms. Ng obtained a Bachelor of Accounting in Australia.

Ms. CHAN Hiu Kwan, aged 27, is the Company Secretary and assistant finance manager of the Company. She joined the Group in May 2008. Ms. Chan is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants.

高級管理人員

陳啟成先生，44歲，為本公司主要附屬公司之營運總監。彼於二零零九年十月加入本集團。陳先生於通訊業積逾十年之工作經驗，並在通訊及資訊科技企業出任高級職務。彼曾擔任新世界電訊有限公司互聯網產品之首席顧問及業務銷售部之首席顧問，並曾為電訊盈科有限公司銷售部主管。於加入本公司前，彼為新世界互動媒體有限公司之總經理。

吳嘉善女士，39歲，為本公司之集團財務總監。彼於二零一一年十一月加入本集團。吳女士於審計及財務管理方面擁有豐富經驗。彼曾於跨國會計師行工作，並於審計方面擁有逾十年經驗。吳女士為香港會計師公會之會計師及澳洲會計師公會會員。吳女士於澳洲取得會計學士學位。

陳曉筠女士，27歲，為本公司之公司秘書兼助理財務經理。彼於二零零八年五月加入本集團。陳女士為香港會計師公會之會計師。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES

Acquisition of subsidiaries

On 6 January 2011, the Group entered into a sale and purchase agreement with Big Good Management Limited ("Big Good"), an independent third party, to acquire the entire issued share capital of Easy Time Trading Limited ("Easy Time"). The total consideration of HK\$390,000,000 is satisfied by (i) as to a sum of HK\$260,000,000 by way of issue of a total of 1,733,333,333 convertible non-voting preference shares at an issue price of HK\$0.15 per share to Big Good upon completion of the transaction; (ii) as to a sum of HK\$50,000,000 (subject to adjustment) by the way of issue of promissory notes to Big Good upon completion; and (iii) as to the balance of HK\$80,000,000 by the way of issue of a total of 533,333,333 consideration shares at an issue price of HK\$0.15 per share to Big Good upon completion and satisfaction of Big Good's obligations under Tax Liability Adjudication and Profit Guarantee on the Contingent Consideration Payment Date. The completion took place on 31 March 2011. Subsequently, Tax Liability Adjudication and Profit Guarantee had been fulfilled pursuant to the sale and purchase agreement and relevant Consideration Shares had been issued on 28 December 2011. Details of the acquisition are set out in a circular issued by the Company on 11 March 2011 and announcement dated 31 March 2011. Further details are set out in note 35(a) to the financial statements.

重大收購及出售附屬公司

收購附屬公司

於二零一一年一月六日，本集團與一名獨立第三方Big Good Management Limited（「Big Good」）訂立買賣協議，以收購Easy Time Trading Limited（「Easy Time」）全部已發行股本。總代價為港幣390,000,000元，將按以下方式支付：(i)其中港幣260,000,000元之金額，將於交易完成時透過按發行價每股股份港幣0.15元向Big Good發行合共1,733,333,333股可換股無投票權優先股之方式支付；(ii)其中港幣50,000,000元（可予調整）之金額，將於完成時透過向Big Good發行承付票據之方式支付；及(iii)其中港幣80,000,000元之餘款，將透過於或然代價支付日期在Big Good全面達成其於稅項負債裁決及溢利保證項下之責任後按發行價每股股份港幣0.15元向Big Good發行合共533,333,333股代價股份之方式支付。於二零一一年三月三十一日完成收購。其後，根據買賣協議已達致稅項負債裁定及溢利保證及相關代價股份已於二零一一年十二月二十八日發行。有關收購事項之詳情載於本公司分別於二零一一年三月十一日及二零一一年三月三十一日刊發之通函及公佈。有關進一步詳情載於財務報表附註35(a)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

On 1 April 2011, the Group entered into a sale and purchase agreement with Datamax Limited and Capital Master Holdings Limited (the "Vendors"), both are independent third parties, to acquire 51% of the issued share capital of Charmston (Holdings) Limited ("Charmston"). The total consideration of HK\$42,500,000 is satisfied by (i) as to HK\$12,500,000 payable in cash upon signing of the sale and purchase agreement; (ii) as to HK\$2,500,000 payable by cash upon completion of the transaction; (iii) as to HK\$12,500,000 to be satisfied by procuring the Company to issue to Vendors the convertible bonds in the principal amount of HK\$12,500,000 upon completion of the transaction; and (iv) as to the balance of HK\$15,000,000 to be satisfied by procuring the Company to issue to Vendors of a total of 53,956,835 Consideration shares at an issue price of HK\$0.278 per share upon completion of the transaction. The completion took place on 30 June 2011. Details of the acquisition are set out in a circular issued by the Company on 13 June 2011 and announcement dated 30 June 2011. Further details are set out in note 35(b) to the financial statements.

Disposal of subsidiaries

On 27 September 2011, the Group entered into a sale and purchase agreement with Marks Silver Limited, an independent third party, to dispose of the entire issued share capital of a wholly-owned subsidiary, Opcom Holdings (BVI) Limited, at a consideration of HK\$45,000,000. Details of the disposal are set out in a circular issued by the Company on 23 November 2011. The completion took place on 9 December 2011 and the Group discontinued its ceramic blanks and ferrules business. Details of the disposal are set out in notes 11 and 36 to the financial statements.

於二零一一年四月一日，本集團與兩個獨立第三方Datamax Limited及Capital Master Holdings Limited（「賣方」）訂立買賣協議，以收購傑軒（集團）有限公司（「傑軒」）全部已發行股本之51%。總代價為港幣42,500,000元，將按以下方式支付：(i)其中港幣12,500,000元將於簽署買賣協議時以現金支付；(ii)其中港幣2,500,000元將於交易完成時以現金支付；(iii)其中港幣12,500,000元將於交易完成時透過安排本公司向賣方發行本金額為港幣12,500,000元之可換股債券之方式支付；及(iv)其中港幣15,000,000元之餘款將於交易完成時透過安排本公司按發行價每股股份港幣0.278元向賣方發行合共53,956,835股代價股份之方式支付。於二零一一年六月三十日完成收購。有關收購事項之詳情載於本公司分別於二零一一年六月十三日及二零一一年六月三十日刊發之通函及公佈。進一步詳情載於財務報表附註35(b)。

出售附屬公司

於二零一一年九月二十七日，本集團與一名獨立第三方Marks Silver Limited訂立買賣協議，以出售全資附屬公司Opcom Holdings (BVI) Limited之全部已發行股本，代價為港幣45,000,000元。有關出售事項之詳情載於本公司於二零一一年十一月二十三日刊發之通函。於二零一一年十二月九日完成出售及本集團已終止其陶瓷素材及套圈業務。有關出售事項之詳情載於財務報表附註11及36。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

SUBSCRIPTION OF SHARES

On 17 May 2011, the Company entered into a subscription agreement with the SpringTree Special Opportunities Fund, LP ("SpringTree") pursuant to which SpringTree agreed to pay an aggregate amount of up to HK\$165,000,000 to the Company in tranches and the Company agreed to issue such number of shares at the subscription price up to the equivalent amount of HK\$165,000,000 to SpringTree. On 10 August 2011, 11,236,249 ordinary shares credited as fully paid had been issued as a non-refundable commencement fee to SpringTree. The first tranche of HK\$4,000,000 was paid to the Company on 11 August 2011 and the corresponding subscription shares were issued on 8 September 2011. On 22 September 2011, the subscription agreement was terminated by SpringTree and the Company by mutual consent. Further details are set out in the Company's announcement dated 22 September 2011.

CONNECTED TRANSACTIONS

The Group has entered into the following connected transactions during the year and up to the date of this report:

(a) Sales of Tonino Lamborghini products

During the year, the Group sold Tonino Lamborghini products of approximately HK\$993,000 and HK\$322,000 to Bestime (Macau) Limited and Mix N Match (Macau) Limited respectively.

認購股份

於二零一一年五月十七日，本公司與SpringTree Special Opportunities Fund, LP (「SpringTree」) 訂立認購協議，據此，SpringTree已同意分批向本公司支付合共不超過港幣165,000,000元之款項，而本公司已同意按認購價向SpringTree發行不超過港幣165,000,000元等值金額之有關數目之股份。於二零一一年八月十日，已向SpringTree發行11,236,249股入賬列作繳足之普通股作為啟動費用。SpringTree已於二零一一年八月十一日向本公司支付首批認購款項港幣4,000,000元，相關之認購股份已於二零一一年九月八日發行。於二零一一年九月二十二日，該認購協議在本公司及SpringTree互相同意後予以終止。進一步詳情載於本公司於二零一一年九月二十二日之公佈。

關連交易

本集團於本年度內及截至本報告日期止已訂立下列關連交易：

(a) 銷售Tonino Lamborghini產品

本年度內，本集團已分別向景泰（澳門）有限公司及色式相關（澳門）有限公司銷售約港幣993,000元及港幣322,000元之Tonino Lamborghini產品。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

(b) Lease of 8 self-operated retail stores

Easy Harvest International Limited had signed 8 leasing agreements of self-operated retail stores on behalf of the Group. During the year, the total rental payments of these 8 self-operated retail stores were approximately HK\$6,610,000.

Mr. Lee Tang Kit, Philip, is a connected person of the Company by virtue of his beneficial interest in Charmston; Bestime (Macau) Limited; Mix N Match (Macau) Limited and Easy Harvest International Limited and he is also a director of a subsidiary of the Company. Accordingly, the sale of Tonino Lamborghini products and lease of 8 self-operated retail stores constituted connected transactions of the Company under the Rules Governing of the Listing of Securities on the Growth Enterprise Market of the Stock Exchange ("GEM Listing Rules").

Except for the aforesaid, during the year and up to the date of this report, no other connected transactions were entered into between the Company or any of its subsidiaries and a connected person as defined under GEM Listing Rules.

FINANCIAL REVIEW

For the year ended 31 December 2011, the Group recorded a total turnover (including continuing and discontinued operations) of approximately HK\$254,547,000 representing an increase of approximately 160% from approximately HK\$97,907,000 for the year ended 31 December 2010. The significant increase in turnover for the year is mainly attributable from 2 new operating segments which are the manufacturing and trading of high-end swimwear and related garment products segment ("Swimwear") and the trading and retail of apparel and related accessories segment ("Apparel and related accessories"). The turnover generated from Swimwear and Apparel and related accessories segments for the year were approximately HK\$53,929,000 and HK\$92,091,000 respectively.

(b) 租賃8家自營零售店

順暢國際有限公司已代表本集團簽署8份自營零售店租賃協議。本年度內，該等8家自營零售店之租金總額付款約為港幣6,610,000元。

李騰傑先生因彼於傑軒、景泰(澳門)有限公司、色式相關(澳門)有限公司及順暢國際有限公司之實益權益而成為本公司之關連人士，且彼亦為本公司之附屬公司之董事。因此，根據聯交所創業板證券上市規則(「創業板上市規則」)，銷售Tonino Lamborghini產品及租賃8家自營零售店構成本公司之關連交易。

除上述者外，於本年度內及截至本報告日期止，本公司或任何其附屬公司及關連人士(定義見創業板上市規則)概無訂立其他關連交易。

財務回顧

於截至二零一一年十二月三十一日止年度，本集團錄得總營業額(包括持續經營及終止經營業務)約港幣254,547,000元，較截至二零一零年十二月三十一日止年度約港幣97,907,000元增加約160%。營業額大幅增加乃主要由於生產及買賣高檔泳裝及相關服裝產品分部(「泳裝」)及買賣及零售服飾及相關配飾分部(「服飾及相關配飾」)之兩個新經營分部所致。年度來自泳裝、服飾及相關配飾分部之營業額分別約為港幣53,929,000元及港幣92,091,000元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The gross profit (including continuing and discontinued operations) of approximately HK\$91,854,000 was recorded by the Group for the year ended 31 December 2011 (2010: HK\$22,505,000).

The loss attributable to owners of the Company (including continuing and discontinued operations) was approximately HK\$338,527,000, representing an increase of approximately 513% compared with that of in 2010 (2010: HK\$55,196,000). The deterioration was mainly attributable to (i) the impairment of goodwill arising from acquisition of Easy Time and iKanTV Limited of approximately HK\$250,206,000 and HK\$10,600,000 respectively (2010: HK\$Nil); and (ii) loss for the year from discontinued operation of HK\$47,240,000 (2010: profit from discontinued operation of HK\$4,387,000).

OPERATIONS

During the year under review, the Group has taken effective measures to control its operating costs. This is the objective of the Group to adopt stringent cost control and maintain a thin but effective overhead structure. The Group is optimistic in enjoying a fruitful harvest and satisfying an anticipated growth of production capacity in the foreseeable future.

The Group will also be prudently in expanding its apparel retails network in a pragmatic manner in the coming years by opening more stores and distribution outlets. We also believe that it is in the Group's best interest to negotiate to more apparel brands in future in order to build up its own brand portfolio to secure its market position and to maintain its competitive edges and well diversified product mix in Hong Kong and the People's Republic of China ("PRC").

本集團於截至二零一一年十二月三十一日止年度錄得毛利(包括持續經營及終止經營業務)約達港幣91,854,000元(二零一零年:港幣22,505,000元)。

本公司擁有人應佔虧損(包括持續經營及終止經營業務)約港幣338,527,000元,較本公司擁有人於二零一零年應佔虧損增加約513%(二零一零年:港幣55,196,000元)。虧損擴大乃主要由於(i)來自收購Easy Time及愛看電視有限公司之商譽減值分別約為港幣250,206,000元及港幣10,600,000元(二零一零年:港幣零元);及(ii)來自年內已終止經營業務虧損約港幣47,240,000元(二零一零年:已終止經營業務溢利港幣4,387,000元)所致。

業務

於回顧年度內,本集團已採取有效措施控制經營成本。本集團的目標為嚴謹控制成本及維持規模較小但具效益的人手架構。本集團有信心能取得豐碩業績並於可見未來令產能達至預期增長。

本集團亦將透過開設更多新店舖及分銷連鎖店於未來年度以務實的態度審慎地擴展其服裝零售網絡。吾等亦相信,日後與更多服裝品牌洽談以建立其自身品牌組合乃符合本集團之最佳利益,以確保其在香港及中華人民共和國(「中國」)之市場地位並保持其競爭優勢及良好多元化產品組合。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2011, the Group had total assets of approximately HK\$716,052,000 (2010: HK\$262,594,000). As at 31 December 2011, the Group had short term borrowings of approximately HK\$69,636,000 (2010: HK\$12,400,000) and long term borrowings of approximately HK\$40,302,000 (2010: HK\$Nil). The significant increase of total borrowings was mainly due to (i) issuance of promissory note of principal amount of HK\$50,000,000 for the acquisition of Easy Time; and (ii) issuance of convertible bonds of principal amount of HK\$12,500,000 for the acquisition of Charmston during the year. As at 31 December 2011, the Group had sound financial position with bank and cash balances of approximately HK\$78,516,000 (2010: HK\$40,603,000). The Group has a current ratio of approximately 1.41 comparing to that of 2.58 as at 31 December 2010. As at 31 December 2011, the Group's gearing ratio of 22% was calculated as net debt divided by total equity (2010: 12%). Net debt is calculated as total liabilities (including current and non-current liabilities as shown in the consolidated statement of financial position) less cash and cash equivalents. Total equity represents the equity as shown in the consolidated statement of financial position.

FOREIGN EXCHANGE EXPOSURE

As most of the Group's business transactions, assets and liabilities are principally denominated in Hong Kong dollars, United States dollars and Renminbi, the Group's exposure to exchange rate risk is limited. It is the Group's treasury policy to manage its foreign currency exposure only when its potential financial impact is material to the Group. The Group will continue to monitor its foreign exchange position and, if necessary, utilise hedging tools, if available, to manage its foreign currency exposure.

流動資金及財務資源

於二零一一年十二月三十一日，本集團之資產總值約為港幣716,052,000元(二零一零年：港幣262,594,000元)。於二零一一年十二月三十一日，本集團之短期借貸約港幣69,636,000元(二零一零年：港幣12,400,000元)及長期借貸約港幣40,302,000元(二零一零年：港幣零元)。借貸總額大幅增加乃主要由於(i)就收購Easy Time而發行本金額為港幣50,000,000元之承付票據；及(ii)年內就收購傑軒而發行本金額為港幣12,500,000元之可換股債券。於二零一一年十二月三十一日，本集團之財政狀況穩健，其銀行結存及現金約港幣78,516,000元(二零一零年：港幣40,603,000元)。本集團之流動比率約為1.41，而二零一零年十二月三十一日之流動比率則為2.58。於二零一一年十二月三十一日，按負債淨值除以權益總額計算，本集團之資產負債比率為22%(二零一零年：12%)。負債淨值按負債總額(包括綜合財務狀況表所示之流動及非流動負債)減現金及現金等價物計算。權益總額為綜合財務狀況表所示之權益。

外匯風險

由於本集團之大部分業務交易、資產及負債均主要以港元、美元及人民幣列值，故本集團承受之匯率風險有限。本集團之庫務政策乃於外匯風險對本集團構成重大潛在財務影響時方進行管理。本集團將繼續監察外匯狀況，如有需要時會使用對沖工具(如有)管理外匯風險。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

CAPITAL STRUCTURE

On 31 March 2011, the Company issued 1,733,333,333 new convertible non-voting preference shares (par value HK\$0.15 each) as part of the consideration for the acquisition of Easy Time. On 18 April 2011, 380,000,000 convertible non-voting preference shares (par value HK\$0.15 each) were converted into 380,000,000 new ordinary shares of the Company (par value HK\$0.05 each). On 30 June 2011, the Company issued 53,956,835 new ordinary shares (par value HK\$0.05 each) as part of the consideration for the acquisition of Charmston. On 10 August 2011, the Company issued 11,236,249 new ordinary shares (par value HK\$0.05 each) to SpringTree as commencement fee shares. On 5 September 2011, 50,000,000 convertible non-voting preference shares (par value HK\$0.15 each) were converted into 50,000,000 new ordinary shares of the Company (par value HK\$0.05 each). On 8 September 2011, the Company issued 30,511,060 new ordinary shares (par value HK\$0.05 each) at HK\$4,000,000 to generate the working capital of the Group. On 28 December 2011, the Company issued 533,333,333 new ordinary shares (par value HK\$0.05 each) as part of the consideration for the acquisition of Easy Time.

As at 31 December 2011, the total number of issued ordinary shares were 3,097,093,296 of HK\$0.05 each (At 31 December 2010: 2,038,055,819) and total number of issued convertible non-voting preference shares were 1,303,333,333 of HK\$0.15 each (At 31 December 2010: nil).

SIGNIFICANT INVESTMENTS

The Group did not have any significant investments as at 31 December 2011.

HEDGING POLICY

The Group does not have any material exposure to fluctuations in exchange or interest rates. Therefore, no hedging measures have been taken at present.

資本架構

於二零一一年三月三十一日，本公司發行1,733,333,333股可換股無投票權優先股（每股面值港幣0.15元）作為收購Easy Time之部份代價。於二零一一年四月十八日，380,000,000股可換股無投票權優先股（每股面值港幣0.15元）已轉換為380,000,000股本公司新普通股（每股面值港幣0.05元）。本公司於二零一一年六月三十日發行53,956,835股新普通股（每股面值港幣0.05元）作為收購傑軒之部份代價。於二零一一年八月十日，本公司向SpringTree發行11,236,249股新普通股（每股面值港幣0.05元）作為啟動費用股份。於二零一一年九月五日，50,000,000股可換股無投票權優先股（每股面值港幣0.15元）已轉換為50,000,000股本公司新普通股（每股面值港幣0.05元）。於二零一一年九月八日，本公司發行30,511,060股新普通股（每股面值港幣0.05元）以產生本集團之營運資金港幣4,000,000元。於二零一一年十二月二十八日，本公司發行533,333,333股新普通股（每股面值港幣0.05元）作為收購Easy Time之部份代價。

於二零一一年十二月三十一日，本公司已發行普通股總數為每股面值港幣0.05元之3,097,093,296股（於二零一零年十二月三十一日：2,038,055,819股）及已發行可換股無投票權優先股之總數為每股面值港幣0.15元之1,303,333,333股（於二零一零年十二月三十一日：無）。

重大投資

於二零一一年十二月三十一日，本集團並無任何重大投資。

對沖政策

本集團並無任何重大匯率或利率波動風險。因此，現時並無採取任何對沖措施。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

CREDIT POLICY

The credit terms given to customers are generally based on the financial strengths of individual customers. The Group generally allows an average credit term of 30 to 75 days to its trade customers.

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2011, the Group had 575 full time employees compared with that of 369 in 2010. The staff costs, including directors' remuneration, were approximately HK\$66,651,000 (2010: HK\$19,445,000). The Group offers a comprehensive remuneration package and benefits to its full time employees in compliance with the regulations in Hong Kong and the PRC respectively, including medical scheme, provident fund or retirement fund. In addition, the Group adopts a share option scheme for eligible employees (including Directors) and consultants to provide incentives to participants for their contributions and continuing efforts to promote the interests of the Group.

CONTINGENT LIABILITIES

As at 31 December 2011, the Group did not have any material contingent liabilities.

CHARGE ON ASSETS

As at 31 December 2011, (i) the Group has pledged property, plant and equipment with the net carrying amount of approximately HK\$229,000 (2010: HK\$Nil) to secure the finance lease payables of approximately HK\$255,000 (2010: HK\$Nil); and (ii) the Group has pledged bank deposits of approximately HK\$6,248,000 (2010: HK\$2,000,000) to secure banking facilities granted to the Group.

CHANGE OF NAME

At an extraordinary general meeting of the shareholders of the Company held on 19 December 2011, a special resolution was passed to change the name of the Company from China Post E-Commerce (Holdings) Limited to Luxey International (Holdings) Limited. The application for change of name is still in progress.

信貸政策

給予客戶之信貸期一般根據個別客戶之財務實力而釐定。本集團一般給予其貿易客戶30至75天平均信貸期。

僱員及薪酬政策

於二零一一年十二月三十一日，本集團共有575名全職僱員，而二零一零年則有369名。僱員成本（包括董事酬金）約為港幣66,651,000元（二零一零年：港幣19,445,000元）。本集團分別按香港及中國之規例為全職僱員提供全面之薪酬組合及福利，其中包括醫療計劃、公積金或退休金。此外，本集團為合資格僱員（包括董事）及顧問採納一項購股權計劃，向參與者提供獎勵以酬謝其為促進本集團利益之貢獻及作出的努力。

或然負債

於二零一一年十二月三十一日，本集團並無任何重大或然負債。

資產抵押

於二零一一年十二月三十一日，(i)本集團已抵押賬面淨值約港幣229,000元（二零一零年：港幣零元）之物業、廠房及設備作為應付融資租金約港幣255,000元（二零一零年：港幣零元）之抵押；及(ii)本集團已抵押約港幣6,248,000元（二零一零年：港幣2,000,000元）之銀行存款以為本集團獲授之銀行融資作抵押。

更改公司名稱

本公司股東於二零一一年十二月十九日舉行之股東特別大會上，通過一項特別決議案以將本公司之名稱由中郵電貿（控股）有限公司更改為蒼萃國際（控股）有限公司。更改名稱之申請仍在審理中。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

PROSPECTS

Following the successful acquisitions of Easy Time and Charmston, the Company is gradually transformed and diversified itself into a garment and apparel retail focused group with both internet and physical shops sales platforms. The Company undertook a very careful strategic review and consideration of all its existing businesses and together with the potential revenue and income contributions on both the swimwear trading business and apparel retails business, and which will become the key business drivers of the Company. The on-line shopping and advertising business segment will fully assist and create synergy on the retailing, promotion and advertising for these business segments in the internet platform in both Hong Kong and the PRC.

The Group will continuously strive for, with its best effort, creating value to its shareholders. It is the core business strategy for the Group to grow in both organic and inorganic ways. The Group will proactively utilize and mobilize its operating and financial resources to assist the expansion and growth for its swimwear business segment and apparel and related accessories business segment. As such, the Company will always look for any potential business acquisitions or business cooperation with reputable apparel brands. Despite the volatile economic conditions in the United States of America ("US") and in some European countries, the economic and business environments in both Hong Kong and the PRC will generally remain stable with steady growth especially in the retail sector. The economic growth driver will be weighted more on the domestic demand in the PRC. In view of such robust economic growth, the Company, in the long run, will continue to formulate its operating strategy by considering to set up flagship retails outlets in the major cities in the PRC for its two apparel and related accessories business segments, especially for the high ended fashion market. The growth momentum in Hong Kong is undoubtedly benefited from the recent and future economic conditions in the PRC. Hence, the Company is optimistic about the prospect of its on-line shopping and advertising business and its apparel and related accessories business in Hong Kong and the PRC.

展望

成功收購Easy Time及傑軒後，本公司正逐步轉型為一家兼具網上和門市銷售平台的成衣服裝零售集團，業務邁向多元化。本公司已對現有業務以及本公司未來主要業務—泳裝貿易及服裝零售業務—帶來的潛在收益及收入貢獻，進行仔細周密策略分析及檢討，而該等業務將成為本公司之主要業務動力。網上購物及廣告業務將全力支援該等業務在中港的網上零售、宣傳及推廣，創造協同效益。

本集團將繼續悉力以赴，為股東創造價值。本集團的核心經營策略為，既通過自然增長，亦會以併購方式來壯大業務。本集團將積極利用及調度營運及財務資源，協助泳裝業務及服裝及相關配飾業務擴充增長。因此，本公司將會不斷物色與著名服裝品牌的潛在收購或合作機會。儘管美國（「美國」）和部分歐洲國家的經濟狀況甚為反覆，但中港經濟及營商環境大致保持平順，零售行業增長尤其穩健。中國內需市場在拉動經濟增長方面將佔較重要位置。有見於中國經濟發展相當蓬勃，長遠而言，本公司將繼續制訂經營策略，並考慮為本公司兩種服裝及相關配飾業務於中國主要城市設立旗艦店，目標指向高檔時裝市場。香港方面，增長動力無疑會受惠於中國近期以至未來的經濟狀況，因此，本公司對中港的網上購物及廣告業務及其服裝及相關配飾業務前景充滿信心。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Despite the global economy facing new challenges especially the European debt crisis, and looking forward, the Group is optimistic on the prospectus and the growth momentum on the retail market in both Hong Kong and the PRC. Therefore, we have confident that the Group will continue to be formulate its operating strategies in order to capture the economic benefits by the growth in domestic consumptions stimulated by the strong anticipated GDP growth in the PRC and in Hong Kong. As such, for our two retail focused business segments, the apparel and related accessories business segment and the on-line shopping and advertising business segment, we will deploy our resources effectively to seize the business opportunities and secure our major future income sources.

As for our swimwear business segment, the Group is now diversifying its customers based from the US and Europe to the emerging and dynamic markets like the Middle East and Asian countries in order to diversify the risk and impact from the European market. We also believe that these emerging markets are fast-growing and their international trade and capital growth will be the mega trend in the next decade.

The development of our on-line shopping and advertising business segment enters into a mature stage. In the coming year, our group purchase web-site, Babybamboo, keeps on expanding and collaborates with several strategic partners, such as mobile app developer, for further development, especially focusing on the food & beverage industry. We will strengthen our competitive edges through assisting the marketing promotion for our clients and, for instance, by providing mobile app, included Android and IOS, to our merchants. With the increasing market share, we strongly believe there will be a significant sales enhancement in the coming year. We will also provide multi-media and marketing services in order to fulfill the market need for our clients.

For the online services business, we have already equipped ourselves with an information system for logistics and stock management. Strategic partnership and solid facilities would an advantage us to further expand in future.

儘管全球經濟面臨新挑戰（尤其是歐債危機），然而展望未來，本集團對香港及中國之零售市場之前景及增長動力充滿信心。因此，本公司相信，本集團將繼續制定經營策略，以把握於中國及香港之強勁預期本地生產總值增長刺激下國內消費增長所帶來之經濟裨益。因此，就兩個零售業務分類、服飾及相關配飾分類及網上購物及廣告業務分類而言，本公司將有效動用資源以把握商機，並確保未來主要收入來源。

就泳裝業務分類而言，本集團現從美國及歐洲客戶基礎多元化至如中東及亞洲國家之新興而又具活力之市場，以分散來自歐洲市場之風險及影響。本公司亦相信，該等新興市場正高速發展，且其國際貿易及資本增長將是未來十年之大趨勢。

網上購物及廣告業務之發展已進入一個成熟階段。來年，本集團之團購網站Babybamboo繼續拓展，並與若干戰略夥伴（如流動電話應用程序開發商）合作，尤其專注於食品及飲料行業，以謀求進一步發展。本集團將透過協助客戶市場推廣及如透過向本集團之商家提供流動電話應用程式（包括Android及IOS）增強本集團之競爭優勢。憑藉不斷增加之市場份額，本集團深信，來年之銷量將大增。本集團亦提供多媒體及市場推廣服務，以滿足客戶市場需求。

就在線服務業務而言，本集團已裝備物流及庫存管理資訊體系。策略夥伴及堅實設施將是本集團未來進一步拓展之一大優勢。

DIRECTORS' REPORT

董事會報告

The Directors are pleased to submit their report together with the audited financial statements of the Company and its subsidiaries (collectively, the "Group") for the year ended 31 December 2011.

PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding. The principal activities and other particulars of the subsidiaries are set out in note 20 to the financial statements.

The Group's operations, turnover and assets are wholly located in Hong Kong and the People's Republic of China. An analysis of the Group's performance for the year by business segments and consolidated trading results of the Group by geographical segments are set out in note 8 to the financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2011 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 45 to 50 of this annual report.

The Directors do not recommend the payment of any dividend in respect of the year (2010: Nil).

SHARE CAPITAL

Details of share capital of the Company are set out in notes 32 to the financial statements.

董事會謹此提呈彼等之報告，連同本公司及其附屬公司（統稱「本集團」）截至二零一一年十二月三十一日止年度之經審核財務報表。

主要業務及業務地區分析

本公司之主要業務為投資控股。附屬公司之主要業務及其他詳情載於財務報表附註20。

本集團之經營業務、營業額及資產全部位於香港及中華人民共和國。本集團年內按業務分類之業績分析及按地區分類之綜合經營業績分析載於財務報表附註8。

業績及分派

本集團截至二零一一年十二月三十一日止年度之業績及本公司及本集團於該日之財務狀況載於本年報第45頁至第50頁之財務報表內。

董事不建議就本年度派發任何股息（二零一零年：無）。

股本

本公司股本詳情載於財務報表附註32。

DIRECTORS' REPORT

董事會報告

RESERVES

Movements in the reserves of the Company and the Group during the year are set out in note 33 to the consolidated financial statements and in the consolidated statement of comprehensive income and consolidated statement of changes in equity respectively.

Pursuant to the Companies Law (Revised) of the Cayman Islands and the Articles of Association of the Company, share premium of the Company is distributable to the shareholders, subject to a solvency test. At 31 December 2011, in the opinion of the Directors, the Company's reserves available for distribution to shareholders amount to approximately HK\$128,925,000 (2010: HK\$Nil), representing the aggregate of share premium of approximately HK\$595,332,000 (2010: HK\$193,678,000) and accumulated losses of approximately HK\$466,407,000 (2010: HK\$195,030,000).

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

There are no purchase, sale or redemption of the Company's listed securities by the Group during the year.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Articles of Association and the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

DONATIONS

Donations made by the Group during the year amounted to approximately HK\$41,000 (2010: HK\$Nil).

儲備

本公司及本集團於本年度之儲備變動分別載於綜合財務報表附註33及綜合全面收益表以及股東權益變動綜合報表。

根據開曼群島公司法(經修訂)及本公司組織章程細則,本公司之股份溢價可分派予股東,惟須符合償債能力測試。於二零一一年十二月三十一日,董事認為本公司可供分派予股東之儲備約達港幣128,925,000元(二零一零年:港幣零元),其中股份溢價總額約為港幣595,332,000元(二零一零年:港幣193,678,000元),累計虧損約為港幣466,407,000元(二零一零年:港幣195,030,000元)。

購買、出售或贖回本公司之上市證券

本集團於年內概無購買、出售或贖回本公司任何上市證券。

優先認股權

本公司組織章程細則及開曼群島法例並無有關優先認股權之規定,本公司毋須按比例向現有股東提呈新股份。

捐款

年內本集團作出捐款達約港幣41,000元(二零一零年:港幣零元)。

DIRECTORS' REPORT

董事會報告

PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment of the Group during the year are set out in note 18 to the consolidated financial statements.

BORROWINGS AND PLEDGE OF ASSETS

Particulars of borrowings and pledge of assets of the Group as at 31 December 2011 are set out in notes 24, 26, 27, 28 and 29 to the financial statements.

SHARE OPTION SCHEME

Details of the share option scheme are set out in note 34(a) to the financial statements.

DIRECTORS

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

Executive Directors

Lau Chi Yuen, Joseph
Chung Man Wai

Independent Non-executive Directors

Lee Chung Mong, John
Tam Wing Kin
Fung Chan Man, Alex

In accordance with article 84(1) of the Articles, Chung Man Wai and Lee Chung Mong, John shall retire by rotation at the Annual General Meeting. All the retiring Directors, being eligible, offer themselves for re-election at the Annual General Meeting.

物業、廠房及設備

年內本集團之物業、廠房及設備變動詳情載於綜合財務報表附註18。

借貸及抵押資產

本集團於二零一一年十二月三十一日之借貸及資產抵押詳情載於財務報表附註24、26、27、28及29。

購股權計劃

購股權計劃詳情載於財務報表附註34(a)。

董事

於本財政年度內及截至本報告日期，董事名單如下：

執行董事

劉智遠
鍾文偉

獨立非執行董事

李春茂
譚榮健
馮燦文

根據細則第84(1)條，鍾文偉及李春茂須於股東週年大會上輪席退任。所有退任董事均合符資格於股東週年大會上膺選連任。

DIRECTORS' REPORT

董事會報告

DIRECTORS' SERVICE CONTRACTS

No Directors proposed for re-election at the forthcoming Annual General Meeting has an unexpired service contract with the Company which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than normal statutory obligations.

None of the Directors has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

The Board confirmed that the Company has received, from each of the Independent Non-executive Directors, an annual confirmation of his independence pursuant to Rule 5.09 of the Rules Governing the Listing of Securities on Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). The Company considers that they are independent under Rule 5.09 of the GEM Listing Rules.

DIRECTORS' INTERESTS IN CONTRACTS

Except for the transactions as disclosed in note 39 to the financial statements, no contracts of significance to which the Company or any of its subsidiaries was a party and in which any Directors of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

董事服務合約

擬於應屆股東週年大會上膺選連任之董事均無與本公司訂立本公司或其任何附屬公司不可於一年內免付補償（一般法定補償除外）予以終止之尚未屆滿服務合約。

董事概無與本公司訂立不可於一年內不作賠償（法定賠償除外）而終止之服務合約。

董事會確認本公司已根據香港聯合交易所有限公司創業板證券上市規則（「創業板上市規則」）第5.09條，收到各獨立非執行董事之年度獨立確認。本公司認為彼等根據創業板上市規則第5.09條為獨立。

董事之合約權益

除財務報表附註39所披露之交易外，本公司或其任何附屬公司均無訂立重大，而本公司任何董事於其中直接或間接擁有重大權益且於年終或年內任何時間仍有效之合約。

DIRECTORS' REPORT

董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2011, the interests and short position of the Directors and chief executive of the Company in the share capital, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the required standards of dealings by Directors of the Company as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

(i) Long positions in Shares

Name of Director	Number of Shares	Nature of interest	Type of Interest	Approximate percentage of issued share capital (%) 佔已發行股本 概約百分比(%) (Note 2) (附註2)
董事姓名	股份數目	權益性質	權益類型	
Mr. Lau Chi Yuen, Joseph ("Mr. Lau") 劉智遠先生 (「劉先生」)	606,400,000 (Note 1) (附註1)	Interest of a controlled corporation 受控制公司權益	Corporate 公司	19.58%

Notes:

- These shares are held by JL Investments Capital Limited, which is wholly owned by Mr. Lau. Mr. Lau is therefore deemed to be interested in the shares held by JL Investments Capital Limited.
- The percentage of issued share capital had been arrived at on the basis of a total of 3,097,093,296 ordinary shares in issue as at 31 December 2011.

董事及主要行政人員於股份、相關股份及債權證之權益

於二零一一年十二月三十一日，董事及本公司主要行政人員在本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股本、相關股份及債權證中，擁有已記入本公司根據證券及期貨條例第352條須存置之登記冊之權益及淡倉，或根據創業板上市規則第5.46至5.67條所述本公司董事進行買賣之規定標準已知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉如下：

(i) 於股份之好倉

附註：

- 該等股份由劉先生全資擁有之JL Investments Capital Limited持有，因此劉先生被視為擁有JL Investments Capital Limited所持股份之權益。
- 已發行股本之百分比乃按於二零一一年十二月三十一日共3,097,093,296股已發行普通股之基準計算。

DIRECTORS' REPORT

董事會報告

Save as disclosed above, as at 31 December 2011, none of the Directors nor the chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO, or otherwise notified to the Company and the Stock Exchange pursuant to Rule 5.46 to 5.67 of the GEM Listing Rules.

Save as disclosed above, as at 31 December 2011, none of the Directors or chief executive of the Company or their respective spouses or children under 18 years of age had any right to subscribe for the Shares or any share of its associated corporations.

(ii) Short positions in the Shares and underlying Shares of equity derivatives of the Company

As at 31 December 2011, none of the Directors had short positions in Shares or underlying Shares of equity derivatives of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

除上文披露者外，於二零一一年十二月三十一日，各董事或本公司主要行政人員概無在本公司或其任何相聯法團（定義見證券及期貨條例第XV部）任何股份、相關股份或債權證中，擁有已記入本公司須根據證券及期貨條例第352條存置之登記冊之權益或淡倉，或根據創業板上市規則第5.46至5.67條已知會本公司及聯交所之權益或淡倉。

除上文所披露者外，於二零一一年十二月三十一日，各董事或本公司主要行政人員或彼等各自之配偶或18歲以下之子女並無擁有任何可認購股份或其相聯法團之任何股份之權利。

(ii) 於本公司股本衍生工具之股份及相關股份之淡倉

於二零一一年十二月三十一日，各董事概無於股份或本公司之股本衍生工具之相關股份中擁有已記入本公司根據證券及期貨條例第336條須存置之登記冊之淡倉。

DIRECTORS' REPORT

董事會報告

Substantial shareholders interests and short positions in shares and underlying shares

As at 31 December 2011, other than the interests of a Director or chief executive of the Company as disclosed under the heading "Directors' and chief executive's interests in shares, underlying shares and debentures" above, the interests and short positions of persons in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

(i) Long positions in Shares

主要股東於股份及相關股份之權益及淡倉

於二零一一年十二月三十一日，除上文「董事及主要行政人員於股份、相關股份及債權證之權益」一節披露之董事或本公司行政總裁權益外，以下人士於本公司股份及相關股份中擁有已記入本公司根據證券及期貨條例第336條須存置之登記冊之權益及淡倉：

(i) 於股份之好倉

Name of Shareholder	Number of Shares	Type of interest	Approximate percentage of issued share capital (%) 佔已發行股本 概約百分比 (%) (Note 4) (附註4)
股東名稱	股份數目	權益類型	
JL Investments Capital Limited	606,400,000 (Note 1) (附註1)	Corporate 公司	19.58%
Mr. Lau 劉先生	606,400,000	Individual 個人	19.58%
Senrigan Capital Group Limited on behalf of Senrigan Master Fund Senrigan Capital Group Limited (代表Senrigan Master Fund)	292,000,000 (Note 2) (附註2)	Corporate 公司	9.43%
Big Good Management Limited	563,333,333 (Note 3) (附註3)	Corporate 公司	18.19%
Mr. Ma Hoi Cheuk ("Mr. Ma") 馬凱卓(「馬先生」)	563,333,333	Individual 個人	18.19%

DIRECTORS' REPORT

董事會報告

Notes:

1. see Note 1 on page 26
2. These shares are held by Senrigan Capital Group Limited on behalf of Senrigan Master Fund.
3. Big Good Management Limited is wholly owned by Mr. Ma who is deemed to be interested in underlying shares held by Big Good Management Limited.
4. see Note 2 on page 26.

(ii) Long positions in the shares and underlying shares of equity derivatives of the Company

附註:

1. 見第26頁附註1
2. 該等股份由Senrigan Capital Group Limited代表Senrigan Master Fund持有。
3. Big Good Management Limited由馬先生全資擁有，因此，馬先生被視為擁有Big Good Management Limited所持股份之權益。
4. 見第26頁附註2。

(ii) 於股份及本公司股本衍生工具之相關股份之好倉

Name of Shareholder	Number of Shares	Type of interest	Approximate percentage of issued share capital (%) 佔已發行股本概約百分比(%) (Note 1) (附註1)
股東名稱	股份數目	權益類型	
Big Good Management Limited	1,103,333,333 (Notes 2 & 3) (附註2及3)	Corporate 公司	35.62%
Mr. Ma 馬先生	1,103,333,333	Individual 個人	35.62%

Notes:

1. see Note 2 on page 26.
2. see Note 3 above.
3. Big Good Management Limited was the holder of 1,103,333,333 convertible non-voting preference shares which have no voting rights and are convertible into ordinary shares.

附註:

1. 見第26頁附註2。
2. 見上文附註3。
3. 1,103,333,333股可換股無投票權優先股股份由Big Good Management Limited持有，該批股份可轉換為普通股，並無投票權。

DIRECTORS' REPORT

董事會報告

(iii) Short positions in the Shares and underlying Shares of equity derivatives of the Company

Save as disclosed above, as at 31 December 2011, the Directors of the Company were not aware of any other person (other than the Directors and chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

DIRECTORS' AND CHIEF EXECUTIVE'S RIGHT TO SUBSCRIBE FOR EQUITY OR DEBT SECURITIES

At no time during the year ended 31 December 2011 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of equity or debt securities of the Company or any other body corporate.

CONNECTED TRANSACTIONS

For the year ended 31 December 2011, the Group has entered into the following connected transactions during the year and up to the date of this report:

(a) Sales of Tonino Lamborghini products

During the year, Bestime (H.K.) Limited, a non-wholly owned subsidiary of the Company, entered into framework supply agreements with each of Bestime (Macau) Limited and Mix N Match (Macau) Limited to supply Tonino Lamborghini products. For the year ended 31 December 2011, approximately HK\$993,000 and HK\$322,000 products were sold to Bestime (Macau) Limited and Mix N Match (Macau) Limited respectively.

(iii) 於本公司股本衍生工具之股份及相關股份之淡倉

除上文披露者外，據本公司董事所知，於二零一一年十二月三十一日概無任何人士（本公司董事及主要行政人員除外）於本公司股份或相關股份中擁有已記入本公司根據證券及期貨條例第336條須存置之登記冊之權益或淡倉。

董事及主要行政人員認購股本或債務證券之權利

於截至二零一一年十二月三十一日止年度內任何時間，本公司或其任何附屬公司並無訂立任何協議安排，據此，董事可透過購買本公司或任何其他法團之股本或債務證券而獲得利益。

關連交易

截至二零一一年十二月三十一日止年度，本集團已於年內及截至本報告日期訂立下列關連交易：

(a) 銷售Tonino Lamborghini產品

本年度內，本公司非全資附屬公司景泰（香港）有限公司分別與景泰（澳門）有限公司及色式相關（澳門）有限公司各自訂立框架供應協議，以供應Tonino Lamborghini產品。截至二零一一年十二月三十一日止年度，約港幣993,000元及約港幣322,000元之產品分別已銷售予景泰（澳門）有限公司及色式相關（澳門）有限公司。

DIRECTORS' REPORT

董事會報告

(b) Lease of 8 self-operated retail stores

Easy Harvest International Limited had signed 8 leasing agreements of self-operated retail stores on behalf of the Group and the Group has made the monthly rental payments under those leasing agreements directly to the respective landlords in the year. During the year, the total rental payments of these 8 self-operated retail stores were approximately HK\$6,610,000.

Mr. Lee Tang Kit, Philip, is a connected person of the Company by virtue of his beneficial interest in Charmston (Holdings) Limited; Bestime (Macau) Limited; Mix N Match (Macau) Limited and Easy Harvest International Limited and he is also a director of a subsidiary of the Company. Accordingly, the sales of Tonino Lamborghini products and lease of 8 self-operated retail stores constituted connected transactions of the Company under the GEM Listing Rules.

Save as disclosed above, at no time during the year ended 31 December 2011 and up to the date of this report, no connected transactions were entered into between the Company or any of its subsidiaries and a connected person as defined under the GEM Listing Rules.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.

(b) 租賃8家自營零售店

順暢國際有限公司已代表本集團簽署8份自營零售店之租賃協議，且本集團已於年內直接向各個業主支付租賃協議項下之每月租金。本年度內，該等8家自營零售店之租金付款總額約為港幣6,610,000元。

由於李騰傑先生於傑軒(集團)有限公司、景泰(澳門)有限公司及色式相關(澳門)有限公司及順暢國際有限公司之實益權益，故彼為本公司之關連人士，且彼亦為本公司附屬公司之董事，故此，根據創業板上市規則，銷售Tonino Lamborghini產品及租賃8家自營零售店構成本公司之一項關連交易。

除上文所披露者外，於截至二零一一年十二月三十一日止年度內任何時間及截至本報告日期，本公司或其任何附屬公司概無與關連人士(定義見創業板上市規則)訂立任何關連交易。

足夠公眾持股量

根據本公司所得的公開資料並據董事所知，於本報告日期，公眾持有本公司已發行股本至少25%。

DIRECTORS' REPORT

董事會報告

MAJOR CUSTOMERS AND SUPPLIERS

The information in respect of the Group's turnover and purchases attributable to the major customers and suppliers during the year is as follows:

The largest customer	最大客戶
Five largest customers in aggregate	五大客戶合計
The largest supplier	最大供應商
Five largest suppliers in aggregate	五大供應商合計

At no time during the year have the Directors, their respective associates and any Shareholder (who to the knowledge of the Directors owns more than 5% of the issued share capital of the Company) had any interest in any of the five largest customers and suppliers of the Group.

COMPETING INTERESTS

The Directors are not aware of, as at 31 December 2011, any business or interest of each Director, substantial shareholder and management shareholders (as defined in the GEM Listing Rules) and their respective associates that competes or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group.

主要客戶及供應商

本年度本集團之主要客戶及供應商應佔之營業額及採購額資料如下：

	Percentage of the Group's total 佔本集團總額之百分比	
	Turnover 營業額	Purchases 採購額

	13%	—
	27%	—
	—	13%
	—	40%

於年內任何時間，本公司董事、彼等各自之聯繫人士及任何據董事所知擁有超過5%本公司已發行股本之股東概無於本集團任何五大客戶及供應商中擁有任何權益。

競爭性利益

於二零一一年十二月三十一日，董事並不知悉各董事、主要股東及管理層股東（定義見創業板上市規則）及彼等各自之聯繫人士之任何業務或權益與本集團業務存在競爭或可能存在競爭，亦不知悉任何該等人士與本集團存在或可能存在于任何其他利益衝突。

DIRECTORS' REPORT

董事會報告

CODE ON CORPORATE GOVERNANCE PRACTICES

The Board is committed to maintain high standards of corporate governance for the Company. During the year, the Company is in compliance with the Code on Corporate Governance Practices (the "CG Code") as set out in Appendix 15 to the GEM Listing Rules except provision A.4.1 of the CG Code as detailed below:

Code Provision A.4.1

Under the code provision A.4.1 of the CG Code, Non-executive Directors should be appointed for a specific term, subject to re-election. The current Independent Non-executive Directors are not appointed for specific terms, but are subject to retirement and re-election at Annual General Meeting of the Company in line with the Company's Articles of Association. As such, the Company considers that sufficient measures have been taken to ensure the Company's corporate governance practices are no less exacting than those in the CG Code.

AUDITOR

The consolidated financial statements for the year have been audited by Messrs. RSM Nelson Wheeler. A resolution will be submitted to the annual general meeting to reappoint RSM Nelson Wheeler as auditor of the Company.

On behalf of the Board

Lau Chi Yuen, Joseph
Chairman

Hong Kong, 29 March 2012

企業管治常規守則

董事會致力為本公司維持高水平之企業管治。年內，本公司已遵守創業板上市規則附錄15所載之企業管治常規守則(「企業管治守則」)，惟企業管治守則第A.4.1條除外，詳情見下文：

守則條文第A.4.1條

根據企業管治守則第A.4.1條，非執行董事應以特定限期委任，並須接受重選。目前，獨立非執行董事並非以特定限期委任，但須遵守本公司之組織章程細則在本公司股東週年大會上退任及重選。因此，本公司認為已採取足夠措施以確保本公司之企業管治常規不遜於企業管治守則所載之規定。

核數師

年度綜合財務報表已經由中瑞岳華(香港)會計師事務所審核。將於本公司股東週年大會上提呈有關續聘本公司核數師中瑞岳華(香港)會計師事務所之決議案。

代表董事會

劉智遠
主席

香港，二零一二年三月二十九日

CORPORATE GOVERNANCE REPORT

企業管治報告

CODE ON CORPORATE GOVERNANCE PRACTICES

The Board of Directors (the "Board") is committed to maintain high standards of corporate governance for the Company. During the year, the Company is in compliance with the Code on Corporate Governance Practices (the "CG Code") as set out in Appendix 15 to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules") except provision A.4.1 of the CG Code as detailed below:

Code Provision A.4.1

Under the code provision A.4.1 of the CG Code, Non-executive Directors should be appointed for a specific term, subject to re-election. The current Independent Non-executive Directors are not appointed for specific terms, but are subject to retirement and re-election at Annual General Meeting ("AGM") of the Company in line with the Company's Articles of Association ("Articles"). As such, the Company considers that sufficient measures have been taken to ensure the Company's corporate governance practices are no less exacting than those in the CG Code.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, all Directors of the Company have complied with the required standard of dealings and the code of conduct regarding securities transactions by Directors adopted by the Company throughout the year ended 31 December 2011.

企業管治常規守則

董事會（「董事會」）致力為本公司維持高水平之企業管治。年內，本公司已遵守香港聯合交易所有限公司創業板證券上市規則（「創業板上市規則」）附錄15所載之企業管治常規守則（「企業管治守則」），惟企業管治守則第A.4.1條除外，詳情見下文：

守則條文第A.4.1條

根據企業管治守則第A.4.1條，非執行董事應以特定限期委任，並須接受重選。目前，獨立非執行董事並非以特定限期委任，但須遵守本公司之組織章程細則（「細則」）在本公司股東週年大會（「股東週年大會」）上退任及重選。因此，本公司認為已採取足夠措施以確保本公司之企業管治常規不遜於企業管治守則所載之規定。

董事之證券交易

本公司已採納一套有關董事進行證券交易之行為守則，該守則之條款不低於創業板上市規則第5.48至第5.67條所規定之交易標準。經向所有董事進行特定查詢後，於截至二零一一年十二月三十一日止年度，本公司所有董事已遵守所規定之交易標準及本公司所採納有關董事進行證券交易之行為守則。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Company has adopted the same code of conduct for securities transactions by employees who are likely to be in possession of unpublished price-sensitive information of the Company.

No incident of non-compliance of the code of conduct by the relevant employees was noted by the Company.

BOARD OF DIRECTORS AND BOARD MEETING

The Board comprises five members and their positions, as at the date of this report, are as follows:

Executive Directors

Lau Chi Yuen, Joseph (*Chairman*)

Chung Man Wai (*Chief Executive Officer*)

Independent Non-executive Directors

Lee Chung Mong, John

Tam Wing Kin

Fung Chan Man, Alex

Details of the backgrounds and qualifications of the Directors are set out in the section of "Directors and Senior Management's Biographies" on pages 9 to 11 of the annual report for year ended 31 December 2011. All Directors bona fide have exercised due care, fiduciary duties to all the significant issues of the financial, operational, compliance and risk management of the Company and its subsidiaries (collectively the "Group"). Each Executive Director has accumulated sufficient and valuable experience to hold his position in order to ensure that his fiduciary duties have been carried out in an efficient and effective manner. None of the members of the Board have, in any respect, related to each other in any circumstances.

本公司已就很可能擁有本公司未刊發股價敏感資料之僱員進行證券交易採納相同的標準守則。

本公司並不知悉有任何相關僱員違反標準守則之事件。

董事會及董事會會議

於本報告日期，董事會由五位董事組成，其成員及職位如下：

執行董事

劉智遠 (主席)

鍾文偉 (行政總裁)

獨立非執行董事

李春茂

譚榮健

馮燦文

有關董事之背景及履歷詳情載於截至二零一一年十二月三十一日止年度年報第9頁至第11頁「董事及高級管理層履歷」一節。全體董事已真誠地履行本身之受信責任，並以應有的謹慎關注本公司及其附屬公司(統稱「本集團」)在財務、營運、合規及風險管理方面所有重要問題。各執行董事均積累足夠且寶貴之經驗以擔任其職務，並確保其受信責任得以有效履行。在任何方面而言，董事會各成員在任何情況下與其他董事彼此之間概無關連。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board held a full board meeting for 23 times for the financial year of 2011. Details of the attendance of the Board members are as follows:

董事會於二零一一財政年度曾召開23次全體董事會會議。有關董事會成員之出席次數詳情如下：

Executive Directors	執行董事	Attendance 出席次數
Lau Chi Yuen, Joseph	劉智遠	23/23
Chung Man Wai	鍾文偉	23/23
Independent Non-executive Directors	獨立非執行董事	
Lee Chung Mong, John	李春茂	6/23
Tam Wing Kin	譚榮健	6/23
Fung Chan Man, Alex	馮燦文	6/23

The Company Secretary assists the Chairman in preparing the agenda for meetings and ensures that all applicable rules and regulations are followed. The Company Secretary also keeps detailed minutes of each meeting, which are available to all Directors for inspection. A draft of board minutes are circulated to all Directors for their comment and approved as soon as practicable after the board meetings.

公司秘書協助主席準備會議議程，並確保遵守一切相關規則及規例。公司秘書亦負責保存每次會議的詳細記錄，可供全體董事查閱。於每次董事會會議舉行之後，董事會會議記錄的初稿會於切實可行範圍內盡早供全體董事傳閱，以供彼等表達意見及批准。

All Directors have access to relevant and timely information, and they can ask for further information or retain independent professional advisors if necessary. They also have unrestricted access to the advice and service of the Company Secretary, who is responsible for providing Directors with board papers and related materials and ensuring that board procedures are followed.

全體董事均可查閱相關及最新資料，如有需要亦可要求查閱更多資料及聘請獨立專業顧問，亦可不受限制要求公司秘書提供意見及服務，而公司秘書亦負責為董事提供董事會會議文件及相關資料，確保符合會議程序。

Should a potential conflict of interest involving a substantial shareholder or Director arise, the matter is discussed in an actual meeting, as opposed to being dealt with by written resolution. Independent non-executive Directors with no conflict of interest are present at meeting dealing with conflict issues. Board committees, including the Audit, Compensation, Finance and Nomination Committees, all follow the applicable practices and procedures used in board meetings for committee meetings.

倘有涉及主要股東或董事的潛在利益衝突情況，有關事宜將於實際會議上討論，而非通過書面決議案處理。無利益衝突的獨立非執行董事將出席會議，處理利益衝突事宜。董事會委員會包括審核、薪酬、財務及提名委員會，全部委員會均採取董事會會議的適用常規及程序。

CORPORATE GOVERNANCE REPORT

企業管治報告

Independent Non-executive Directors

In order to protect the interest of the shareholders of the Company (the "Shareholders"), the Company appointed three Independent Non-executive Directors with relevant and sufficient experience and qualification to perform their duties. One of the three Independent Non-executive Directors possesses appropriate professional accounting qualifications and financial management expertise, which complies with the requirement of The GEM Listing Rules. The three Independent Non-executive Directors declared and confirmed with the Company on an annual basis of their independency with the Group in accordance with Rule 5.09 of the GEM Listing Rules. The Board has assessed and concluded that all the Independent Non-executive Directors are independent in appearance and in substance in view of the definition of the GEM Listing Rules. The Independent Non-executive Directors do not hold any office with any connected parties of the Company or have any financial interests other than those directors' remuneration as disclosed in note 13 to the financial statement.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Company fully recognizes that the respective role of the Chairman and the Chief Executive Officer should be distinct and separated. Lau Chi Yuen, Joseph is the Chairman of the Company and is responsible for leadership to the Board to ensure that the Board work effectively and all important issues are discussed in a timely manner while Chung Man Wai is the Chief Executive Officer of the Company and is responsible for managing the business of the Group and leading the management team to implement strategies and objectives formulated by the Board. A clear division of responsibilities at the Board level has been maintained to entail a balance of power and authority.

APPOINTMENT, RE-ELECTION AND RETIREMENT

Independent Non-executive Directors were not appointed for specific terms, subject to re-election. Every Director is subject to retirement by rotation at least once every three years.

獨立非執行董事

為了保障本公司股東(「股東」)之利益,本公司已委任三名獨立非執行董事,彼等具有相關足夠經驗及資格以履行彼等之職責。三名獨立非執行董事之其中一名具備所規定之適當專業會計資格及財務管理專長,其符合創業板上市規則之規定。該三名獨立非執行董事已根據創業板上市規則第5.09條之規定就彼等之獨立性宣佈並向本公司發出年度確認書。董事會已評估及得出結論,按照創業板上市規則之定義,全體獨立非執行董事表面上及實質上均屬獨立人士。除財務報表附註13所披露之董事酬金外,獨立非執行董事概無於本公司任何關連人士出任任何職位,或擁有任何財務權益。

主席及行政總裁

本公司完全瞭解到主席及行政總裁各自的角色應有所分別及區分。劉智遠為本公司主席,負責領導董事會,確保董事會有效運作和及時討論一切重要事項,而鍾文偉擔任本公司行政總裁,負責管理本集團業務及帶領管理團隊實施由董事會制定之策略及目標。本集團一直於董事會層面上清晰區分職責,以達致權力及授權之平衡。

委任、重選及退任

獨立非執行董事均並非獲委以特定任期,並須予膺選連任。各名董事至少每三年輪席告退一次。

CORPORATE GOVERNANCE REPORT

企業管治報告

In accordance with article 84(1) of the Articles, Chung Man Wai and Lee Chung Mong, John shall retire by rotation at the AGM. All the retiring Directors, being eligible, offer themselves for re-election at the AGM.

COMPENSATION COMMITTEE

The Company established Compensation Committee with specific written terms of reference which deal clearly with its authority and duties in accordance with the GEM Listing Rules. As at the date of this report, the Compensation Committee comprises a majority members of Independent Non-executive Directors.

At 31 December 2011, the Compensation Committee comprised three Independent Non-executive Directors, Lee Chung Mong, John, Tam Wing Kin, Fung Chan Man, Alex and one Executive Director, Lau Chi Yuen, Joseph. Fung Chan Man, Alex is the Chairman of the Committee.

The Compensation Committee held two meetings during the financial year of 2011. Details of the attendance of the Compensation Committee meeting are as follows:

Committee members

Lau Chi Yuen, Joseph
Lee Chung Mong, John
Tam Wing Kin
Fung Chan Man, Alex

委員會成員

劉智遠
李春茂
譚榮健
馮燦文

Attendance 出席次數

2/2
2/2
2/2
2/2

根據細則第84(1)條，鍾文偉及李春茂須於股東週年大會上輪席退任。所有退任董事均合符資格於股東週年大會上膺選連任。

薪酬委員會

本公司已成立薪酬委員會，並按創業板上市規則書面訂明其具體職權範圍以清楚制定其職權。於本報告日期，薪酬委員會包括大部分獨立非執行董事之成員。

於二零一一年十二月三十一日，薪酬委員會包括三名獨立非執行董事李春茂、譚榮健、馮燦文及一名執行董事劉智遠。馮燦文為該委員會主席。

薪酬委員會於二零一一財政年度曾舉行一次會議。有關薪酬委員會會議之成員出席次數詳情如下：

CORPORATE GOVERNANCE REPORT

企業管治報告

The Compensation Committee proposed to the Chairman relating to the remuneration of executive directors. The Compensation Committee also recommended to the Board on the Company's policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration.

The director's fee payable to him is determined by making reference to his duties and responsibilities in the Company and the prevailing market conditions, as approved by the Board in accordance with the Company's remuneration policy pursuant to the authority given by the Shareholders.

NOMINATION COMMITTEE

The Company established a Nomination Committee with written terms of reference to review the structure, size and composition of the Board, identifying individuals suitable and qualified to become Board members and selecting or making recommendations to the Board on the election of, individuals nominated for directorship. The Nomination Committee comprises at least three members, the majority of whom shall be Independent Non-executive Directors. The current members of the Nomination Committee are Lau Chi Yuen, Joseph, Lee Chung Mong, John, Tam Wing Kin and Fung Chan Man, Alex. Fung Chan Man, Alex is the Chairman of the Committee.

The Nomination Committee held one meeting during the financial year of 2011. Details of the attendance of the Nomination Committee meeting are as follows:

Committee members

Lau Chi Yuen, Joseph
Lee Chung Mong, John
Tam Wing Kin
Fung Chan Man, Alex

委員會成員

劉智遠
李春茂
譚榮健
馮燦文

Attendance 出席次數

1/1
1/1
1/1
1/1

薪酬委員會向主席提出有關所有執行董事酬金之建議。薪酬委員會亦會就本公司之政策、董事及高層管理人員全部酬金架構、以及就訂定有關酬金之政策而設立正式及具透明度之程序，向董事會提供意見。

應付予董事之董事袍金乃基於彼等之職責及當時市況而定，由董事會根據股東授權按本公司的酬金政策批准。

提名委員會

本公司成立提名委員會，並書面訂明具體職權範圍以檢討董事會的架構、規模及組成，辨悉適合並合資格成為董事會成員的人士，以及向董事會提出有關選舉及個別提名董事的建議。提名委員會最少由三位成員組成，而其成員大多數須為本公司獨立非執行董事。提名委員會現時的成員為劉智遠、李春茂、譚榮健及馮燦文。馮燦文為該委員會主席。

提名委員會於二零一一財政年度曾舉行一次會議。有關提名委員會會議之成員出席次數詳情如下：

CORPORATE GOVERNANCE REPORT

企業管治報告

FINANCE COMMITTEE

The Company established a Finance Committee with written terms of reference to review and approve banking facilities to be granted or issued by the Company, provision of corporate guarantees by the Company for its subsidiaries and opening of bank or securities related accounts. The Finance Committee comprises at least three members. The current members of the Finance Committee are Lau Chi Yuen, Joseph, Lee Chung Mong, John, Tam Wing Kin and Fung Chan Man, Alex. Fung Chan Man, Alex is the Chairman of the Committee.

The Finance Committee held one meeting during the financial year of 2011. Details of the attendance of the Finance Committee meeting are as follows:

Committee members

Lau Chi Yuen, Joseph
Lee Chung Mong, John
Tam Wing Kin
Fung Chan Man, Alex

委員會成員

劉智遠
李春茂
譚榮健
馮燦文

Attendance 出席次數

1/1
1/1
1/1
1/1

AUDIT COMMITTEE

The Company established an Audit Committee. The primary duties of the Audit Committee is to communicate with the management of the Company from time to time, including but not limited to review the accounting principles and practices adopted by the Company, the effectiveness of its internal control systems, the interim and annual results of the Company. The Audit Committee is also responsible for considering the appointment, re-appointment and removal of the external auditor and reviewing the impairment to its independency with any non-audit services performed by the external auditor.

As at the date of this report, the members of Audit Committee, which are all Independent Non-executive Directors, are Lee Chung Mong, John, Tam Wing Kin and Fung Chan Man, Alex. Tam Wing Kin is the Chairman of the Committee.

財務委員會

本公司成立財務委員會，並書面訂明具體職權範圍以檢討及批准本公司將予授出及審批的銀行貸款，由本公司就其附屬公司提供公司擔保，以及開立銀行或證券相關賬戶。財務委員會最少包括三位成員。目前財務委員會之成員為劉智遠、李春茂、譚榮健及馮燦文。馮燦文為該委員會主席。

財務委員會於二零一一財政年度曾舉行一次會議。有關財務委員會會議之成員出席次數詳情如下：

審核委員會

本公司已成立審核委員會。審核委員會之主要職責為不時與本公司之管理人員溝通，包括但不限於審閱本公司採納之會計原則及慣例、內部監控系統之成效以及本公司中期及年度業績。此外，審核委員會亦負責考慮外聘核數師之委任、續聘及解僱等事宜，以及檢討外聘核數師進行任何非核數服務對其獨立性之影響。

於本報告日期，審核委員會成員全部為獨立非執行董事，其成員包括李春茂、譚榮健及馮燦文。譚榮健為該委員會主席。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Audit Committee held five meetings during the financial year of 2011. Details of the attendance of the Audit Committee meetings are as follows:

審核委員會於二零一一財政年度曾舉行五次會議。有關審核委員會會議之成員出席次數詳情如下：

Committee members	委員會成員	Attendance 出席次數
Lee Chung Mong, John	李春茂	5/5
Tam Wing Kin	譚榮健	5/5
Fung Chan Man, Alex	馮燦文	5/5

The Company's audited annual results for the financial year ended 31 December 2010, unaudited first quarterly results for the three months ended 31 March 2011, unaudited interim results for the six months ended 30 June 2011 and unaudited third quarterly results for the nine months ended 30 September 2011 have been reviewed by the Audit Committee, which was of the opinion that the preparation of such results have been complied with the applicable accounting standards. Audit Committee also reviewed the Group's internal control system.

本公司截至二零一零年十二月三十一日止財政年度之經審核年度業績、截至二零一一年三月三十一日止三個月之未經審核第一季業績、截至二零一一年六月三十日止六個月之未經審核中期業績及截至二零一一年九月三十日止九個月之未經審核第三季業績已獲審核委員會審閱，審核委員會認為上述業績已遵照適用會計準則而編製。審核委員會亦已審閱本集團之內部監控系統。

AUDITOR'S REMUNERATION

核數師酬金

During the year ended 31 December 2011, the total fee paid/payable in respect of audit and non-audit services provided by the Company's external auditor is set out below:

於截至二零一一年十二月三十一日止年度，就本公司外聘核數師提供審核及非審核服務之已付／應付酬金總額載列如下：

Types of services	服務種類	2011	2010
		二零一一年 HK\$'000 港幣千元	二零一零年 HK\$'000 港幣千元
Audit services	審核服務	1,200	600
Other audit services	其他審核服務	90	—
Taxation fee	稅務費用	50	39
Non-audit services	非審核服務	488	1,205
Total	總計	1,828	1,844

CORPORATE GOVERNANCE REPORT

企業管治報告

INTERNAL CONTROL REVIEW AND RISK MANAGEMENT

Proper internal controls not only facilitate the effectiveness and efficiency of operations, ensuring compliance with laws and regulations, but most importantly, help to manage risk exposure of the Company. The Company is committed to the risk identification, risk assessment, evaluation of internal control system and monitoring of remediation plan to control deficiencies. The Audit Committee has met with the management of the Company on a regular basis to review the existing internal control practice.

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR FINANCIAL STATEMENTS

The Board is responsible for presenting a clear, balanced assessment of the Group's performance and prospects. It is also responsible for preparing financial statements that give a true and fair view of the Group's financial position on a going concern basis and other price-sensitive announcements and financial disclosures. Management provides the Board with the relevant information it needs to discharge these responsibilities.

The responsibilities of the auditor to the shareholders are set out in the Independent Auditor's Report on pages 43 and 44.

COMMUNICATIONS WITH SHAREHOLDERS

The Company follows a policy of disclosing relevant information to shareholders in a timely manner. Annual and interim reports offer comprehensive operational and financial performance information to shareholders and the AGM provides a forum for shareholders to exchange views directly with the Board. The Company regards the AGM as an important event and all Directors, senior management and external auditor make an effort to attend the AGM of the Company to address shareholders' queries. All the shareholders of the Company are given a minimum of 21 days' notice of the date and venue of the AGM of the Company. The Company supports the CG Code's principle to encourage shareholders' participation. The Company has also complied with the requirements concerning voting by poll under the GEM Listing Rules. Details of the poll voting procedures and the rights of shareholders to demand a poll included in circulars to shareholders dispatched by the Company where applicable.

審閱內部監控及風險管理

採取妥善之內部監控措施不僅可加快業務運作及成效、確保遵守法律及法規，最重要者，乃有助本公司管理所承擔之風險。本公司致力辨識風險、評估風險以及評估內部監控系統，同時監督用以控制偏離守則之補救計劃。審核委員會已定期與本公司管理人員會面，以審閱現時之內部監控常規。

董事及核數師對財務報表之責任

董事會負責就本集團的表現及前景發表清晰、中肯的評估。其亦負責編製財務報表，按持續經營基準就本集團的財務狀況提供真確及公平的意見，及披露其他股價敏感性公告及財務資料。管理層會向董事會提供其履行該等責任所需的相關資料。

核數師對股東的責任載於第43頁及第44頁的獨立核數師報告。

與股東溝通

本公司實行及時披露相關資料予股東的政策。年報及中期報告給予股東全面營運及財務表現資料，而股東週年大會為股東提供討論場所以便與董事會直接交換意見。本公司視股東週年大會為重要事件，而所有董事、高級管理層及外聘核數師會盡力出席本公司的股東週年大會以解答股東詢問。本公司的所有股東最少會於二十一天前獲通知本公司舉行股東週年大會的日期及地點。本公司堅持守則的原則，鼓勵股東參與。本公司已符合創業板上市規則有關投票表決的要求。投票表決程序及股東要求投票的權利的詳情載於本公司向股東發出的通函內（倘適用）。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

RSM! Nelson Wheeler 中瑞岳華（香港）會計師事務所 Certified Public Accountants

TO THE SHAREHOLDERS OF
CHINA POST E-COMMERCE (HOLDINGS) LIMITED
(Incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of China Post E-Commerce (Holdings) Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 45 to 162, which comprise the consolidated and Company statements of financial position as at 31 December 2011, and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

致：全體股東
中郵電貿（控股）有限公司
（於開曼群島註冊成立之有限公司）

本核數師（以下簡稱「吾等」）已審核載於第45頁至第162頁中郵電貿（控股）有限公司（「貴公司」）及其附屬公司（統稱「貴集團」）之綜合財務報表，此綜合財務報表包括於二零一一年十二月三十一日之綜合及貴公司財務狀況表與截至該日止年度之綜合收益表、綜合全面收益表、股東權益變動綜合報表及綜合現金流量表，以及主要會計政策概要及其他附註解釋。

董事就財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及按照香港公司條例之披露規定，編製及真實而公平地呈列之該等綜合財務報表，以及董事認為相關之內部監控，以使所編製之綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

AUDITOR'S RESPONSIBILITY

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

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

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2011, and of the Group's results and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

RSM Nelson Wheeler
Certified Public Accountants
 Hong Kong
 29 March 2012

核數師之責任

吾等之責任是根據吾等之審核，就該等綜合財務報表發表意見，並僅向全體股東報告，除此以外別無其他用途。吾等並不就本報告之內容向任何其他人士負責或承擔任何責任。吾等已根據香港會計師公會頒佈之香港核數準則進行審核。這些準則要求吾等遵守道德規範，並規劃及執行審核，以合理確定此等綜合財務報表是否不存有任何重大錯誤陳述。

審核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之審核憑證。所選定之程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。在評估該等風險時，核數師考慮與該公司編製及真實而公平地呈列綜合財務報表相關之內部監控，以設計適當之審核程序，但並非對公司之內部監控效能發表意見。審核亦包括評價董事所採用之會計政策之合適性及所作出會計估計之合理性，以及評價綜合財務報表之整體呈列方式。

吾等相信，吾等所獲得之審核憑證是充足和適當地為吾等之審核意見提供基礎。

意見

吾等認為，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 貴集團於二零一一年十二月三十一日之財務狀況及 貴集團截至該日止年度之業績及現金流量，並已按照香港公司條例之披露規定妥為編製。

中瑞岳華(香港)會計師事務所
 執業會計師
 香港
 二零一二年三月二十九日

CONSOLIDATED INCOME STATEMENT

綜合收益表

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

		Note 附註	2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元 (Restated) (重列)
Continuing operations	持續經營業務			
Turnover	營業額	6	164,398	6,231
Cost of sales and service rendered	銷售及服務提供之成本		(78,095)	(3,138)
Gross profit	毛利		86,303	3,093
Other income	其他收益	7	7,698	324
Impairment of goodwill	商譽減值	19	(260,806)	–
Impairment of available-for-sale financial assets	可供出售金融資產之減值	21	–	(43,325)
Selling expenses	銷售開支		(35,562)	–
Administrative expenses	行政費用		(83,014)	(22,210)
Other operating expenses	其他經營費用		(58)	–
Loss from operations	經營虧損		(285,439)	(62,118)
Finance costs	財務成本	9	(2,949)	(442)
Gain on disposal of subsidiaries	出售附屬公司收益		–	903
Loss before tax	除稅前虧損		(288,388)	(61,657)
Income tax expense	所得稅費用	10	(2,587)	–
Loss for the year from continuing operations	來自持續經營業務之 年內虧損		(290,975)	(61,657)
Discontinued operation	已終止經營業務			
(Loss)/profit for the year from discontinued operation	來自已終止經營業務之 年內(虧損)/溢利	11	(47,240)	4,387
Loss for the year	年內虧損	12	(338,215)	(57,270)

CONSOLIDATED INCOME STATEMENT

綜合收益表

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

		Note	2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元 (Restated) (重列)
Attributable to:	下列人士應佔：			
Owners of the Company	本公司擁有人	14		
Loss from continuing operations	來自持續經營業務之虧損		(291,287)	(59,583)
(Loss)/profit from discontinued operation	來自已終止經營業務之(虧損)/溢利		(47,240)	4,387
Loss attributable to owners of the Company	本公司擁有人應佔虧損		(338,527)	(55,196)
Non-controlling interests	非控股權益			
Profit/(loss) from continuing operations	來自持續經營業務之溢利/(虧損)		312	(2,074)
Loss from discontinued operation	來自已終止經營業務之虧損		-	-
Profit/(loss) attributable to non-controlling interests	非控股權益應佔溢利/(虧損)		312	(2,074)
			(338,215)	(57,270)
Loss per share	每股虧損			
From continuing and discontinued operations	來自持續及已終止經營業務			
- basic	- 基本	16(a)	HK(14.283) cents 港仙	HK(2.915) cents 港仙
- diluted	- 攤薄	16(a)	HK(14.298) cents 港仙	HK(2.915) cents 港仙
From continuing operations	來自持續經營業務			
- basic	- 基本	16(b)	HK(12.290) cents 港仙	HK(3.147) cents 港仙
- diluted	- 攤薄	16(b)	HK(12.305) cents 港仙	HK(3.147) cents 港仙

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

		Note 附註	2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Loss for the year	年內虧損		(338,215)	(57,270)
Other comprehensive income:	其他全面收益:			
Exchange differences on translating foreign operations	換算境外業務之匯兌差額		1,741	1,335
Exchange differences reclassified to income statement on disposal of subsidiaries	於出售附屬公司時重新分類至收益表之匯兌差額		(4,855)	—
Surplus/(deficit) on revaluation of property, plant and equipment	重估物業、廠房及設備所產生之盈餘/(虧絀)		8	(24,076)
Other comprehensive income for the year, net of tax	除稅後年內其他全面收益	17	(3,106)	(22,741)
Total comprehensive income for the year	年內全面收益總額		(341,321)	(80,011)
Attributable to:	下列人士應佔:			
Owners of the Company	本公司擁有人		(341,632)	(77,937)
Non-controlling interests	非控股權益		311	(2,074)
			(341,321)	(80,011)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2011 於二零一一年十二月三十一日

		Note 附註	2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	18	11,772	38,949
Long term prepayments	長期預付款		1,800	–
Goodwill	商譽	19	484,296	75,343
Available-for-sale financial assets	可供出售金融資產	21	–	–
Club debenture	會所債券		205	–
			498,073	114,292
Current assets	流動資產			
Inventories	存貨	22	77,196	18,031
Trade and other receivables	應收貿易及其他賬款	23	56,019	87,668
Pledged bank deposits	已抵押銀行存款	24	6,248	2,000
Bank and cash balances	銀行及現金結存	24	78,516	40,603
			217,979	148,302
Current liabilities	流動負債			
Trade and other payables	應付貿易及其他賬款	25	71,375	20,113
Promissory notes	承付票據	26	12,400	12,400
Convertible bonds	可換股債券	27	12,276	–
Bank and other loans	銀行及其他貸款	28	44,895	–
Finance lease payables	融資租賃應付款項	29	65	–
Employee benefit obligations	僱員福利責任	30	4,885	–
Current tax liabilities	流動稅項負債		8,933	24,879
			154,829	57,392
Net current assets	流動資產淨值		63,150	90,910
Total assets less current liabilities	資產總值減流動負債		561,223	205,202

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2011 於二零一一年十二月三十一日

		Note 附註	2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Non-current liabilities	非流動負債			
Promissory notes	承付票據	26	40,112	–
Finance lease payables	融資租賃應付款項	29	190	–
Deferred tax liabilities	遞延稅項負債	31	225	6,869
			<u>40,527</u>	<u>6,869</u>
NET ASSETS	資產淨值		<u>520,696</u>	<u>198,333</u>
Capital and reserves	股本及儲備			
Share capital	股本	32	350,354	101,903
Reserves	儲備	33	164,301	101,725
Equity attributable to owners of the Company	本公司擁有人應佔權益		<u>514,655</u>	<u>203,628</u>
Non-controlling interests	非控股權益		<u>6,041</u>	<u>(5,295)</u>
TOTAL EQUITY	權益總額		<u>520,696</u>	<u>198,333</u>

Approved by the Board of Directors on 29 March 2012.

董事會於二零一二年三月二十九日審批。

Lau Chi Yuen, Joseph

劉智遠

Chairman

主席

Chung Man Wai

鍾文偉

Executive Director

執行董事

STATEMENT OF FINANCIAL POSITION

財務狀況表

At 31 December 2011 於二零一一年十二月三十一日

		Note	2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Non-current assets	非流動資產			
Investments in subsidiaries	於附屬公司之投資	20	<u>391,060</u>	<u>10</u>
Current assets	流動資產			
Prepayments, deposits and other receivables	預付款、按金及其他應收賬款	23	<u>350</u>	<u>6,037</u>
Due from subsidiaries	應收附屬公司款項	20	<u>147,489</u>	<u>94,546</u>
Bank and cash balances	銀行及現金結存		<u>45,483</u>	<u>36,819</u>
			<u>193,322</u>	<u>137,402</u>
Current liabilities	流動負債			
Accruals and other payables	應計費用及其他應付賬款	25	<u>20,761</u>	<u>19,198</u>
Due to subsidiaries	應付附屬公司款項	20	<u>13,944</u>	<u>843</u>
Promissory notes	承付票據	26	<u>12,400</u>	<u>12,400</u>
Convertible bonds	可換股債券	27	<u>12,276</u>	<u>—</u>
			<u>59,381</u>	<u>32,441</u>
Net current assets	流動資產淨值		<u>133,941</u>	<u>104,961</u>
Total assets less current liabilities	資產總值減流動負債		<u>525,001</u>	<u>104,971</u>
Non-current liabilities	非流動負債			
Promissory notes	承付票據	26	<u>40,112</u>	<u>—</u>
NET ASSETS	資產淨值		<u>484,889</u>	<u>104,971</u>
Capital and reserves	股本及儲備			
Share capital	股本	32	<u>350,354</u>	<u>101,903</u>
Reserves	儲備	33	<u>134,535</u>	<u>3,068</u>
TOTAL EQUITY	權益總額		<u>484,889</u>	<u>104,971</u>

Approved by the Board of Directors on 29 March 2012.

董事會於二零一二年三月二十九日審批。

Lau Chi Yuen, Joseph
劉智遠
Chairman
主席

Chung Man Wai
鍾文偉
Executive Director
執行董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

股東權益變動綜合報表

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人權益										
		Share capital	Share premium	Translation reserve	Plant and machinery revaluation reserve	Equity-settled share-based payment reserve	Capital redemption reserve	Convertible bond reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		股本	股份溢價	匯兌儲備	廠房及機器重估儲備	以權益結算之股份為基礎付款儲備	資本贖回儲備	可換股債券儲備	累計虧損	總額	非控股權益	權益總額
		(note 32)	(note 33(c)(i))	(note 33(c)(iii))	(note 33(c)(iv))	(note 33(c)(vi))	(note 33(c)(v))	(note 33(c)(vii))	(note 33(c)(viii))	(note 33(c)(ix))	(note 33(c)(x))	(note 33(c)(xi))
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 January 2010	於二零一零年一月一日	92,903	166,678	1,690	43,245	12,809	150	-	(71,910)	245,565	(3,867)	241,698
Total comprehensive income for the year	年內全面收益總額	-	-	1,335	(24,076)	-	-	-	(55,196)	(77,937)	(2,074)	(80,011)
Issue of shares on placement (note 32(b))	配售發行股份(附註32(b))	9,000	27,000	-	-	-	-	-	-	36,000	-	36,000
Share options lapsed during the year	年內失效之購股權	-	-	-	-	(8,539)	-	-	8,539	-	-	-
Disposal of subsidiaries	出售附屬公司	-	-	-	-	-	-	-	-	-	646	646
Changes in equity for the year	年度權益變動	9,000	27,000	1,335	(24,076)	(8,539)	-	-	(46,657)	(41,937)	(1,428)	(43,365)
At 31 December 2010 and 1 January 2011	於二零一零年十二月三十一日及二零一一年一月一日	101,903	193,678	3,025	19,169	4,270	150	-	(118,567)	203,628	(5,295)	198,333
Total comprehensive income for the year	年內全面收益總額	-	-	(3,113)	8	-	-	-	(338,527)	(341,632)	311	(341,321)
Issue of new shares	發行新股份	2,087	1,913	-	-	-	-	-	-	4,000	-	4,000
Acquisition of subsidiaries (note 35)	收購附屬公司(附註35)	289,364	356,741	-	-	-	-	1,190	-	647,295	11,183	658,478
Conversion of convertible non-voting preference shares into ordinary shares (note 32(f))	兌換可換股無投票優先股為普通股(附註32(f))	(43,000)	43,000	-	-	-	-	-	-	-	-	-
Equity-settled share-based payments	以權益結算之股份為基礎付款	-	-	-	-	1,364	-	-	-	1,364	1,312	2,676
Disposal of subsidiaries	出售附屬公司	-	-	-	(19,169)	-	-	-	19,169	-	-	-
Dividends paid to non-controlling shareholders	已付非控股股東股息	-	-	-	-	-	-	-	-	-	(1,470)	(1,470)
Changes in equity for the year	年度權益變動	248,451	401,654	(3,113)	(19,161)	1,364	-	1,190	(319,358)	311,027	11,336	322,363
At 31 December 2011	於二零一一年十二月三十一日	350,354	595,332	(88)	8	5,634	150	1,190	(437,925)	514,655	6,041	520,696

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
CASH FLOWS FROM OPERATING ACTIVITIES	經營業務之現金流量		
Loss before tax	除稅前虧損	(289,939)	(53,221)
Adjustments for:	就以下項目所作調整：		
Finance costs	財務成本	2,949	442
Interest income	利息收入	(18)	(20)
Depreciation	折舊	20,703	9,226
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	24	-
Impairment of available-for-sale financial assets	可供出售金融資產之減值	-	43,325
Impairment of goodwill	商譽減值	260,806	-
Equity-settled share-based payments	以權益結算之股份為基礎付款	2,676	-
Allowance for inventories	存貨撥備	5,786	4,808
Allowance for receivables	應收賬款撥備	44	5,461
Gain on disposal of subsidiaries	出售附屬公司收益	-	(903)
Interest on promissory notes written back	撥回承付票據利息	(248)	(248)
Interest on other loan written back	撥回其他貸款利息	(377)	-
Operating profit before working capital changes	營運資金變動前之經營溢利	2,406	8,870
Increase in long term prepayments	長期預付款項增加	(1,800)	-
Increase in inventories	存貨增加	(36,837)	(3,604)
Increase in trade and other receivables	應收貿易及其他賬款增加	(31,062)	(32,131)
Increase/(decrease) in trade and other payables	應付貿易及其他賬款增加／(減少)	28,594	(3,709)
Increase in provision for employee benefit obligations	僱員福利責任撥備增加	174	-
Cash used in operations	經營所用之現金	(38,525)	(30,574)
Income tax paid	已付所得稅	(3,849)	-
Net cash used in operating activities	經營業務所用之現金淨額	(42,374)	(30,574)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動之現金流量		
Decrease/(increase) in pledged bank deposits	已抵押銀行存款減少／(增加)	1,993	(2,000)
Interest received	已收利息	18	20
Purchases of property, plant and equipment	購買物業、廠房及設備	(5,796)	(1,591)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	100	—
Acquisition of subsidiaries (note 35)	收購附屬公司(附註35)	24,122	—
Disposal of subsidiaries (note 36)	出售附屬公司(附註36)	43,922	—
		<hr/>	<hr/>
Net cash generated from/(used in) investing activities	投資活動所得／(所用)之現金淨額	64,359	(3,571)
		<hr/>	<hr/>
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	4,000	36,000
Repayment of finance lease payables	償還融資租賃應付款項	(31)	—
Finance lease charges paid	已付融資租賃開支	(9)	—
Bank and other loans raised	已籌集銀行及其他貸款	6,462	—
Repayment of bank and other loans	償還銀行及其他貸款	(5,480)	—
Net trust receipt loans raised	已籌集信託收據貸款淨額	10,687	—
Interest paid	已付利息	(540)	(194)
Dividends paid to non-controlling shareholders	已付非控股股東股息	(1,470)	—
		<hr/>	<hr/>
Net cash generated from financing activities	融資活動所得之現金淨額	13,619	35,806
		<hr/>	<hr/>
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值項目之增加淨額	35,604	1,661
Effect of foreign exchange rate changes	外幣匯率變動之影響	2,309	1,969
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	年初之現金及現金等值項目	40,603	36,973
		<hr/>	<hr/>
CASH AND CASH EQUIVALENTS AT END OF YEAR	年終之現金及現金等值項目	78,516	40,603
		<hr/>	<hr/>
ANALYSIS OF CASH AND CASH EQUIVALENTS	現金及現金等值項目之分析		
Bank and cash balances	銀行及現金結存	78,516	40,603
		<hr/>	<hr/>

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands with limited liability. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The address of its principal place of business is Room 702, 7th Floor, Goodluck Industrial Centre, 808 Lai Chi Kok Road, Lai Chi Kok, Kowloon, Hong Kong. The Company's shares are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 20 to the financial statements.

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

In the current year, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants that are relevant to its operations and effective for its accounting year beginning on 1 January 2011. HKFRSs comprise Hong Kong Financial Reporting Standards ("HKFRS"); Hong Kong Accounting Standards; and Interpretations. The adoption of these new and revised HKFRSs did not result in substantial changes to the Group's accounting policies, presentation of the Group's financial statements and amounts reported for the current year and prior years.

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

1. 一般資料

本公司乃於開曼群島註冊成立之有限公司，註冊辦事處之地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。本公司主要營業地點為香港九龍荔枝角荔枝角道808號好運工業中心7樓702室。本公司股份於香港聯合交易所有限公司（「聯交所」）創業板上市。

本公司為一間投資控股公司。其附屬公司之主要業務載於財務報表附註20。

2. 採納新訂及經修訂香港財務報告準則

於本年度，本集團已採納由香港會計師公會頒佈、與其業務有關並於二零一一年一月一日開始之會計年度生效之新訂及經修訂之香港財務報告準則（「香港財務報告準則」）（包括香港財務報告準則（「香港財務報告準則」）、香港會計準則及詮釋）。採納該等新訂及經修訂之香港財務報告準則並無導致本集團之會計政策以及就本年度及以往年度匯報之金額出現重大變動。

本集團尚未採納已頒佈但尚未生效之新訂香港財務報告準則。本集團已開始評估該等新訂香港財務報告準則之影響，惟尚未可評論該等新訂香港財務報告準則會否對其經營業績及財務狀況構成重大影響。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared in accordance with HKFRSs, accounting principles generally accepted in Hong Kong and the applicable disclosures required by the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance.

These financial statements have been prepared under the historical cost convention, as modified by the revaluation of plant and machinery.

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

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

(a) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December. Subsidiaries are entities over which the Group has control. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group has control.

3. 主要會計政策

此等財務報表乃根據香港財務報告準則、香港公認會計原則以及香港聯合交易所有限公司創業板證券上市規則及香港公司條例中適用之披露規定編製。

此等財務報表是根據歷史成本法編製，並就按公平值入賬之廠房及機器重估作出修訂。

編製符合香港財務報告準則之財務報表時，須使用若干重要假設及估計。其亦要求董事在應用會計政策之過程中作出判斷。對以此等財務報表有重大影響之假設及估計，於財務報表附註4內披露。

於編製此等財務報表時所採用的主要會計政策載列如下。

(a) 綜合賬目

綜合財務報表包括本公司及其附屬公司截至十二月三十一日止之財務報表。附屬公司是指本集團對其擁有控制權的實體。控制乃指有權支配一間實體之財務及經營政策，以從其業務中獲取利益。於評估本集團是否擁有控制權時，會考慮現時可行使或可兌換之潛在表決權之存在及其影響。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Consolidation (Continued)

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

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

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

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

3. 主要會計政策 (續)

(a) 綜合賬目 (續)

附屬公司在控制權轉移至本集團之日起綜合入賬，並在控制權終止之日起停止綜合入賬。

失去附屬公司控制權而導致出售附屬公司之損益乃指(i)出售代價公平值連同保留於該附屬公司之任何投資公平值與(ii)本公司應佔該附屬公司資產淨值連同與該附屬公司有關之任何商譽以及任何相關累計匯兌儲備兩者間差額。

集團內公司間之交易、結餘及未變現溢利均予以對銷。除非交易有證據證明所轉讓資產出現減值，否則未變現虧損亦予以對銷。倘有需要，附屬公司之會計政策會作出調整，以確保與本集團採納之會計政策一致。

非控股權益指並非由本公司直接或間接佔有的附屬公司權益。非控股權益乃於綜合財務狀況表及股東權益變動綜合報表之權益內列賬。綜合收益表及於綜合全面收益表內，非控股權益呈列為本年度溢利或虧損及全面收益總額，在非控股股東與本公司擁有人之間的分配。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Consolidation (Continued)

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

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

In the Company's statement of financial position the investments in subsidiaries are stated at cost less allowance for impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

3. 主要會計政策 (續)

(a) 綜合賬目 (續)

即使導致非控股權益結餘出現虧絀，盈虧及每個其他全面收益項目應計入本公司擁有人及非控股股東。

並無導致本公司失去附屬公司控制權之擁有人權益變動列作權益交易入賬，即與以擁有人身份進行之擁有人交易。控股及非控股權益的賬面值經調整以反映其於附屬公司相關權益之變動。非控股權益數額的調整額與已付或已收代價公平值間差額，直接於權益確認，由本公司擁有人分佔。

於本公司之財務狀況表於附屬公司之投資乃按成本值扣除減值虧損撥備列賬。附屬公司業績乃由本公司按已收及應收股息基準入賬。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Business combination and goodwill

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

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

In a business combination achieved in stages, the previously held equity interest in the subsidiary is remeasured at its acquisition-date fair value and the resulting gain or loss is recognised in consolidated profit or loss. The fair value is added to the cost of acquisition to calculate the goodwill.

3. 主要會計政策 (續)

(b) 業務合併及商譽

本集團採用收購法為業務合併中所收購之附屬公司列賬。收購成本乃按所獲資產收購日期之公平值、所發行之股本工具、所產生之負債以及或然代價計量。收購相關成本於有關成本產生及接獲服務期間確認為開支。於收購時附屬公司之可識別資產及負債，均按其於收購日期之公平值計量。

收購成本超出本公司應佔附屬公司可識別資產及負債之公平淨值之差額乃列作商譽。本公司應佔可識別資產及負債之公平淨值超出收購成本之差額乃於綜合損益內確認為本公司應佔議價收購收益。

對於分階段進行之業務合併，先前已持有之附屬公司之權益乃按收購日期之公平值重新計量，而由此產生之損益於綜合損益內確認。公平值會加入至收購成本以計算商譽。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Business combination and goodwill (Continued)

If the changes in the value of the previously held equity interest in the subsidiary were recognised in other comprehensive income (for example, available-for-sale investment), the amount that was recognised in other comprehensive income is recognised on the same basis as would be required if the previously held equity interest were disposed of.

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

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

3. 主要會計政策(續)

(b) 業務合併及商譽(續)

倘先前已持有之附屬公司之權益之價值變動已於其他全面收益內確認(例如可供出售投資),則於其他全面收益確認之金額乃按在先前已持有之權益被出售時所須之相同基準確認。

商譽會每年進行減值測試或當事件或情況改變顯示可能減值時則更頻繁地進行減值測試。商譽乃按成本減累計減值虧損計量。商譽減值虧損之計量方法與會計政策附註(x)所述之其他資產之計量方法相同。商譽之減值虧損於綜合損益內確認,且隨後不予撥回。就減值測試而言,商譽會被分配至預期因收購之協同效益而產生利益之現金產生單位。

於附屬公司之非控股權益初步按非控股股東應佔該附屬公司於收購當日之可識別資產及負債之公平淨值比例計算。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Foreign currency translation

(i) Functional and presentation currency

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

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

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

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

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

3. 主要會計政策 (續)

(c) 外幣換算

(i) 功能及呈報貨幣

本集團各實體之財務報表所包括之項目，乃按該實體經營所在之主要經濟環境之貨幣（「功能貨幣」）計量。本集團之功能及呈報貨幣為港幣。綜合財務報表以港幣呈列。

(ii) 各實體財務報表中的交易及結餘

於初次確認外幣交易時均按交易日的市場匯率兌換為功能貨幣。外幣貨幣資產及負債按每個報告期末時的匯率換算。因匯兌政策所產生之盈虧於損益確認。

按公平值計量及以外幣計值之非貨幣項目乃按釐定公平值當日之匯率折算。

當非貨幣項目之盈虧於其他全面收益確認時，該盈虧之任何匯兌部分於其他全面收益確認。當非貨幣項目之盈虧於損益確認時，該盈虧之任何匯兌部分於損益確認。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Foreign currency translation (Continued)

(iii) Translation on consolidation

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

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

3. 主要會計政策 (續)

(c) 外幣換算 (續)

(iii) 綜合賬目時匯兌

所用功能貨幣與本公司呈列貨幣不同的旗下公司的業績及財務狀況均按下列方式兌換為本公司的呈列貨幣：

- 各財務狀況表所列資產及負債均於財務狀況表當日按收市匯率兌換；
- 各收益表的收支均按平均匯率匯兌(除非該平均數並非交易日市場匯率累積影響的合理約數,則收支按交易日的匯率兌換);及
- 所有產生的匯兌差額均在匯兌儲備確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Foreign currency translation (Continued)

(iii) Translation on consolidation (Continued)

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

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

(d) Property, plant and equipment

Plant and machinery are carried at fair values, based on periodic valuations by external independent valuers, less subsequent depreciation and impairment losses. Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. All other property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

3. 主要會計政策 (續)

(c) 外幣換算 (續)

(iii) 綜合賬目時匯兌 (續)

於綜合入賬時，因兌換境外實體投資淨額及借貸產生的匯兌差異均在匯兌儲備確認。出售境外業務時，有關的匯兌差額在綜合損益表確認為部分出售損益。

收購境外實體產生之商譽及公平值調整乃於該境外實體之資產及負債處理，並按收市匯率換算。

(d) 物業、廠房及設備

廠房及設備以外聘獨立估值師進行之定期估值為基準，按公平值扣除其後折舊及減值虧損入賬。於重估日期任何累計折舊與該資產之賬面總值對銷，而淨額將按資產之重估金額重列。所有其他物業、廠房及設備均按歷史成本減累計折舊及減值虧損列賬。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Property, plant and equipment (Continued)

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

Revaluation increases of plant and machinery are recognised in profit or loss to the extent that the increases reverse revaluation decreases of the same asset previously recognised in profit or loss. All other revaluation increases are credited to the plant and machinery revaluation reserve as other comprehensive income. Revaluation decreases that offset previous revaluation increases of the same asset remaining in the plant and machinery revaluation reserve are charged against the plant and machinery revaluation reserve as other comprehensive income. All other decreases are recognised in profit or loss. On the subsequent sale or retirement of a revalued plant and machinery, the attributable revaluation increases remaining in the plant and machinery revaluation reserve is transferred directly to retained profits.

3. 主要會計政策(續)

(d) 物業、廠房及設備(續)

僅在與項目相關之日後經濟效益有可能流入本集團及能可靠計算項目成本之情況下，其後成本方會計入資產賬面值或確認為獨立資產(視適用情況而定)。所有其他維修及保養成本於其產生期間在損益內確認。

廠房及機器重估升值於有關升幅撥回相同資產早前重估減值之情況下在收益表確認。所有其他重估升值均直接作為其他綜合收益之廠房及機器重估儲備入賬。抵銷相同資產早前重估升值之重估減值，直接於其他綜合收益之廠房及機器重估儲備扣除。所有其他減值則於損益表確認。其後出售或棄用經重估廠房及機器時，於廠房及設備重估儲備仍然存在之應佔重估盈餘直接撥入保留溢利。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Property, plant and equipment (Continued)

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

Leasehold improvements	20% – 50% or over the lease term, whichever is shorter
Plant and machinery	11% – 20%
Furniture, fixtures and office equipment	20% – 30%
Motor vehicles	20% – 25%

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

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

(e) Leases

(i) Operating leases

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

3. 主要會計政策 (續)

(d) 物業、廠房及設備 (續)

物業、廠房及設備的折舊按足以撇銷其成本或重估金額的折舊率減其估計可使用年期內的剩餘價值以直線法計算。主要使用年期如下：

租約物業裝修	25%至50%或 租賃年期 (以較短者為準)
廠房及機器	11% – 20%
傢俬、裝置及 辦公室設備	20% – 30%
汽車	20% – 25%

於各報告期末，餘值、可用年期及折舊法均經審閱及調整（如適用）。

出售物業、廠房及設備的盈虧指銷售所得款項淨額與有關資產賬面值的差額，在損益確認入賬。

(e) 租賃

(i) 經營租賃

並無將資產擁有權的所有風險及回報絕大部分轉移至本集團的租賃均視為經營租賃。租賃款項在扣除自出租人收取的任何租金優惠後，於租賃期內以直線法確認為開支。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Leases (Continued)

(ii) Finance leases

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

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

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

(f) Club debenture

Club debenture with indefinite useful life is stated at cost less any impairment losses. Impairment is reviewed annually or when there is any indication that the club debenture has suffered an impairment loss.

3. 主要會計政策(續)

(e) 租賃(續)

(ii) 融資租賃

將資產所有權之所有風險及回報絕大部分轉讓至本集團之租賃均以融資租賃入賬。在租賃期開始時，融資租賃按租賃資產之公平值與最低租賃付款之現值兩者中較低者予以資本化，並均於租賃開始時釐定。

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

於融資租賃下之資產與自置資產之折舊方法相同。

(f) 會所債券

具無限可使用年期之會所債券以成本值減任何減值虧損列賬。減值會每年或於出現會所債券招至減值虧損之跡象時審閱。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out basis for the manufacturing of swimwear and related garment products, or weighted average basis for other operations. The cost of finished goods and work in progress comprises raw materials, direct labour and an appropriate proportion of all production overhead expenditure, and where appropriate, subcontracting charges. The cost of merchandises comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and/or the estimated costs necessary to make the sale.

(h) Recognition and derecognition of financial instruments

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

3. 主要會計政策 (續)

(g) 存貨

存貨按成本與可變現淨值兩者的較低者列賬。製造泳衣及相關成衣產品之成本以先進先出基準計算，或其他業務以加權平均基準計算。製成品及在製品的成本包括原材料、直接勞工及所有生產經常性開支的適當部分以及承包費用（如適用）。貨品成本包括所有採購成本及將存貨送達至目前地點及狀態之其他成本。可變現淨值按日常業務的估計售價減估計完成成本及／或進行銷售估計所需費用計算。

(h) 確認及取消確認金融工具

當本集團成為有關工具合同規定的一方時，金融資產及金融負債於財務狀況表確認。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Recognition and derecognition of financial instruments (Continued)

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

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

(i) Available-for-sale financial assets

Investments are recognised and derecognised on a trade date basis where the purchase or sale of an investment is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned, and are initially measured at fair value, plus directly attributable transaction costs.

3. 主要會計政策 (續)

(h) 確認及取消確認金融工具 (續)

倘從資產收取現金流量的合同權利屆滿；本集團轉讓有關資產擁有權的絕大部分風險及回報；或本集團既無轉讓亦無保留有關資產擁有權的絕大部分風險及回報，但亦無保留有關資產的控制權，則金融資產將取消確認。於取消確認金融資產時，資產賬面值與已收代價及已於其他全面收益確認的累計損益兩者總和的差額，將於損益中確認。

於有關合同的特定責任獲解除、取消或到期時，將取消確認金融負債。取消確認的金融負債賬面值與已付代價兩者的差額於損益中確認。

(i) 可供出售金融資產

投資按交易日期基準確認及取消確認（其中投資之買賣乃根據其條款規定須於有關市場確定之時限內交付投資之合約進行），並初步按公平值加直接應佔交易成本計量。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

Available-for-sale financial assets are non-derivative financial assets not classified as trade and other receivables, held-to-maturity investments or financial assets at fair value through profit or loss. Available-for-sale financial assets are subsequently measured at fair value. Gains or losses arising from changes in fair value of these investments are recognised in other comprehensive income, until the investments are disposed of or there is objective evidence that the investments are impaired, at which time the cumulative gains or losses previously recognised in other comprehensive income are recognised in profit or loss. Interest calculated using the effective interest method is recognised in profit or loss.

Impairment losses recognised in profit or loss for equity investments classified as available-for-sale financial assets are not subsequently reversed through profit or loss. Impairment losses recognised in profit or loss for debt instruments classified as available-for-sale financial assets are subsequently reversed and recognised in profit or loss if an increase in the fair value of the instruments can be objectively related to an event occurring after the recognition of the impairment loss.

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, they are measured at cost less any impairment losses.

3. 主要會計政策 (續)

(i) 可供出售金融資產 (續)

可供出售金融資產為並非分類為貿易及其他應收賬款、持有至到期日之投資或透過損益按公平值計算之金融資產之非衍生工具金融資產。可供出售金融資產其後按公平值計量。該等投資公平值變動產生之損益於其他全面收益確認，直至投資出售或有客觀跡象顯示投資出現減值，其時先於其他全面收益確認之累積損益於損益確認。利用實際利率法計算之利息於損益確認。

於分類為可供出售金融資產之股權投資損益內確認之減值虧損其後不會透過損益撥回。倘分類為可供出售金融資產之債務工具之公平值增加與確認減值虧損後發生之某一事件有關，則於有關工具損益內確認之減值虧損其後會撥回及於損益內確認。

在活躍市場並無市場報價，且未能可靠衡量公平值的可供出售股本投資，乃按成本減任何減值虧損計算。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Trade and other receivables

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

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

3. 主要會計政策(續)

(j) 應收貿易及其他賬款

應收貿易及其他賬款乃款項固定或可釐定且於活躍市場並無報價的非衍生金融資產，初步按公平值確認，其後以實際利率法按攤銷成本(減除減值撥備)計算。應收貿易及其他賬款的減值撥備抵於出現客觀證據顯示本集團無法按應收賬款的原有條款收回所有到期金額時確認。撥備金額為應收賬款的賬面值與估計未來現金流量現值(按初步確認時計算所得實際利率貼現計算)間差額。撥備金額於損益中確認。

於往後期間，倘應收賬款的可收回金額增加客觀上與確認減值後發生的事項有關，則撥回減值虧損，並於損益中確認，惟於撥回減值當日的應收賬款賬面值不得高於倘並無確認減值而原應出現的攤銷成本。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Cash and cash equivalents

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

(l) Financial liabilities and equity instruments

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

(m) Borrowings

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

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

3. 主要會計政策 (續)

(k) 現金及現金等值項目

就現金流量表而言，現金及現金等值項目指銀行及手頭現金、銀行及其他財務機構的活期存款及短期高度流通且可以隨時兌換為已知數額現金的短期投資項目，該等投資項目並無重大價值變動風險。須按要求償還且為本集團現金管理組成部分的銀行透支亦計入現金及現金等值項目。

(l) 金融負債及股本工具

金融負債及股本工具是根據所訂立的合同安排內容及香港財務報告準則賦予金融負債和股本工具的定義分類。股本工具是指有證據顯示於扣減其所有負債後本集團資產剩餘權益的任何合同。就指定金融負債及股本工具所採納的會計政策載於下文。

(m) 借貸

借貸初步按公平值扣除所產生的交易成本確認，其後以實際利率法按攤銷成本計量。

借貸分類為流動負債，除非本集團具無條件權力，遞延負債還款期至報告期起計最少12個月後則作別論。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Convertible bonds

Convertible bonds which entitle the holder to convert the loans into a fixed number of equity instruments at a fixed conversion price are regarded as compound instruments consist of a liability and an equity component. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible debt. The difference between the proceeds of issue of the convertible bonds and the fair value assigned to the liability component, representing the embedded option for the holder to convert the loans into equity of the Group, is included in equity as convertible bond reserve. The liability component is carried as a liability at amortised cost using the effective interest method until extinguished on conversion or redemption.

Transaction costs are apportioned between the liability and equity components of the convertible bond based on their relative carrying amounts at the date of issue. The portion relating to the equity component is charged directly to equity.

(o) Trade and other payables

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

3. 主要會計政策(續)

(n) 可換股債券

可換股債券賦予持有人權利按固定換股價將貸款轉換為固定數目之股本工具。可換股債券被視為複合工具，包含負債及權益部分。於發行日期，負債部分之公平值利用類似非換股債務之當前市場息率估計。發行可換股債券之所得款項與撥為負債部分（即持有人將債券轉換為本集團權益之內嵌選擇權）之公平值兩者之差額計入權益中之可換股債券儲備。負債部分以實際利率法按攤銷成本列為負債，直至可換股債券於獲轉換或贖回時對銷為止。

交易成本根據可換股債券發行日期之相關賬面值於可換股債券之負債及權益部分之間分配。有關權益部分之數額直接於權益中扣除。

(o) 應付貿易及其他賬款

應付貿易及其他賬款初步按公平值列賬，其後則以實際利率法按攤銷成本計算，除非折讓影響輕微，在該情況下，應付貿易及其他賬款則按成本值列賬。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(p) Equity instruments

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

(q) Revenue recognition

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

Revenue from the sales of goods is recognised on the transfer of significant risks and rewards of ownership, which generally coincides with the time when the goods are delivered and the title has passed to the customers.

On-line shopping, advertising and media related service income is recognised when the service is rendered.

Commission income and income is recognised when the services are rendered.

Distribution right fee income and participation fee income is recognised on an accrual basis in accordance with the terms and conditions of the distribution agreement.

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

3. 主要會計政策 (續)

(p) 股本工具

本公司發行的股本工具按已收所得款項，扣除直接發行成本入賬。

(q) 收入確認

收入乃按已收或應收代價的公平值計量，並於經濟利益會流入本集團而收入金額可以可靠釐定時確認。

銷售貨品的收入於擁有權的大部分風險及回報轉移時確認入賬。擁有權轉移通常與貨品交付及擁有權轉讓予客戶的時間相同。

線上購物、廣告及媒體相關服務收入於提供服務時確認。

佣金收入及改衣收入於提供服務時確認。

分銷權費收入及參與費收入根據分銷協議之條款及條件按應計基準確認。

利息收入按時間比例基準，根據實際利率法確認。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(r) Employee benefits

(i) Employee leave entitlements

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

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

(ii) Pension obligations

The Group operates a mandatory provident fund scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for all qualifying employees in Hong Kong. The Group's contributions to the MPF Scheme are calculated at 5% of the salaries and wages subject to a monthly maximum amount of HK\$1,000 per employee and vest fully with employees when contributed into the MPF Scheme.

3. 主要會計政策(續)

(r) 僱員福利

(i) 僱員應享假期

僱員的年假及長期服務假期於賦予僱員時確認。截至報告期末止已就僱員因所提供服務享有的年假及長期服務假期的估計負債作出撥備。

僱員病假及產假於僱員休假時始確認。

(ii) 退休金責任

本集團根據香港強制性公積金計劃條例為香港所有合資格僱員設立強制性公積金計劃(「強積金計劃」)。本集團於強積金計劃之供款乃根據僱員薪金及工資之5%計算,每名僱員每月上限為港幣1,000元,作出供款後,供款即盡歸僱員所有。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(r) Employee benefits (Continued)

(ii) Pension obligations (Continued)

The employees of the Group in the People's Republic of China (the "PRC") are members of a central pension scheme operated by the local municipal government. The Group is required to contribute certain percentage of the employees' basic salaries and wages to the central pension scheme to fund the retirement benefits. The local municipal government undertakes to assume the retirement benefits obligations of all existing and future retired employees of the Group. The only obligation of the Group with respect to the central pension scheme is to meet the required contributions under the scheme.

(iii) Termination benefits

Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

3. 主要會計政策 (續)

(r) 僱員福利 (續)

(ii) 退休金責任 (續)

於中華人民共和國(「中國」)聘請之本集團僱員為地方省級政府管理之中央退休金計劃成員。本集團須就僱員基本薪金及工資之若干百分比向中央退休金計劃供款作為退休福利之資金。地方省政府承諾承擔本集團所有現有及未來退休僱員之退休福利義務。本集團就中央退休金計劃之唯一責任是根據計劃作出所需供款。

(iii) 終止福利

終止僱用福利僅於本集團具備正式而詳細的方案及不可能撤回方案的情況下，明確顯示終止聘用或因採取自願離職措施而提供福利時，方予確認。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Share-based payments

The Group issues equity-settled share-based payments to certain directors, employees and consultants.

Equity-settled share-based payments to directors and employees are measured at fair value (excluding the effect of non market-based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non market-based vesting conditions.

Equity-settled share-based payments to consultants are measured at fair value of the services rendered or if the fair value of the services rendered cannot be reliably measured, at the fair value of the equity instruments granted. The fair value is measured at the date the Group receives the services and is recognised as an expense.

(t) Borrowing costs

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

3. 主要會計政策(續)

(s) 以股本支付款項

本集團向若干董事、僱員及顧問發放以股本支付款項。

向董事及僱員之股本支付款項於授出日期以公平值計量(不包括非市場歸屬條件之影響)。按以股本支付款項授出日期支付之公平值,乃根據本集團估計購股權最終歸屬及就非市場歸屬條件調整,按歸屬期以直線法作為代價而釐定。

向顧問以權益結算之股份為基礎付款以其提供服務之公平值計量,或所提供的服務公平值不能可靠計量時,以授出股本工具公平值計量。公平值乃於本集團接獲服務及確認為費用之日計量。

(t) 借貸成本

收購、興建或生產合資格資產(即須要一段時間才可供擬定用途或銷售的資產)直接應佔的借貸成本作為該等資產的成本撥充資本,直至資產差不多可供擬定用途或銷售為止。有待用於合資格資產的開支的特定借貸暫時投資所賺取的投資收益將從合資格作撥充資本的借貸成本扣除。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(t) Borrowing costs (Continued)

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

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

(u) Discontinued operations

A discontinued operation is a component of the Group, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographical area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale in accordance with HKFRS 5, if earlier. It also occurs when the operation is abandoned.

3. 主要會計政策 (續)

(t) 借款成本 (續)

就一般借入及用作獲取合資格資產的資金而言，合資格撥充資本的借貸成本款額是就有關資產的開支使用撥充資本率而釐定。撥充資本率是適用於本集團於期內仍未償還的借貸之借貸成本加權平均數（為了獲取合資格資產而特別作出的借貸除外）。

所有其他借貸成本於產生期間在損益中確認。

(u) 已終止經營業務

已終止經營業務是本集團業務的一部分，其營運及現金流可與本集團其他業務清楚區分，且代表一項按業務或地區劃分的獨立主要業務，或作為出售一項按業務或地區劃分的獨立主要業務的單一統籌計劃一部分，或為一間純粹為轉售而收購的附屬公司。

倘業務被出售或符合列為待出售項目之準則（如較早），根據香港財務報告準則第5號，則分類為已終止經營業務。撤出業務時，有關業務亦會分類為已終止經營業務。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(u) Discontinued operations (Continued)

When an operation is classified as discontinued, a single amount is presented in the income statement, which comprises:

- The post-tax profit or loss of the discontinued operation; and
- The post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group constituting the discontinued operation.

(v) Taxation

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

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

3. 主要會計政策(續)

(u) 已終止經營業務(續)

倘若業務分類列為已終止經營，則會於收益表按單一數額呈列，當中包含：

- 已終止經營業務的除稅後溢利或虧損；及
- 就構成已終止經營業務的資產或出售組合，計量公允值減銷售成本或於出售時確認之除稅後損益。

(v) 稅項

所得稅指流動稅項及遞延稅項的總和。

流動稅項乃按年內應課稅溢利計算。由於應課稅溢利不包括其他年度應課稅或可扣稅收入或開支，並且不包括毋須課稅或不可扣稅的項目，故與損益確認的溢利不同。本集團的流動稅項負債乃按報告期末時已頒佈或實際上已頒佈的稅率計算。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(v) Taxation (Continued)

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

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

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

3. 主要會計政策 (續)

(v) 稅項 (續)

遞延稅項就財務報表內資產及負債賬面值與計算應課稅溢利所用相應稅基兩者間差異確認。遞延稅項負債一般會就所有應課稅暫時差額確認，而遞延稅項資產乃於可能出現應課稅溢利，以致可扣稅暫時差額、未動用稅項虧損或未動用稅項抵免可予動用時確認。倘因初步確認一項既不影響應課稅溢利亦不影響會計溢利的交易（業務合併除外）中其他資產及負債引致暫時差額，則不會確認該等資產及負債。

遞延稅項負債就於附屬公司的投資產生的應課稅暫時差額確認，惟倘本集團能夠控制暫時差額的撥回且暫時差額不會於可見將來撥回則作別論。

遞延稅項資產的賬面值於各報告期末檢討，並於不再可能有足夠應課稅溢利以供收回全部或部分資產時減少。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(v) Taxation (Continued)

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

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

(w) Related parties

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

- (A) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Company or of a parent of the Company.

3. 主要會計政策 (續)

(v) 稅項 (續)

遞延稅項乃按預期於負債清償或資產變現期間適用的稅率計算，以報告期末已頒佈或實際上已頒佈的稅率為依據。遞延稅項乃於損益確認，惟遞延稅項與其他全面收益或直接計入權益的項目有關則除外，在此情況下，遞延稅項亦會於其他全面收益或直接於權益內確認。

遞延稅項資產及負債於可依法以流動稅項資產與流動稅項負債抵銷時，及於該等遞延稅項資產及負債乃與同一稅項機關徵收的所得稅相關且本集團擬以淨額結清其流動稅項資產及負債時抵銷。

(w) 關連人士

關連人士為與本集團有關連的個人或實體。

- (A) 倘屬以下人士，即該人士或該人士之近親與本集團有關連：
- (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本公司或本公司母公司的主要管理層成員。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(w) Related parties (Continued)

- (B) An entity is related to the Group (reporting entity) if any of the following conditions applies:
- (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
 - (iii) Both entities are joint ventures of the same third party;
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group;
 - (vi) The entity is controlled or jointly controlled by a person identified in (A); or
 - (vii) A person identified in (A)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

3. 主要會計政策 (續)

(w) 關連人士 (續)

- (B) 倘符合下列任何條件，即實體與本集團（報告實體）有關連：
- (i) 該實體與本公司屬同一集團之成員公司（即各母公司、附屬公司及同系附屬公司彼此間有關連）；
 - (ii) 一間實體為另一實體的聯營公司或合營企業（或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業）；
 - (iii) 兩間實體均為同一第三方的合營企業；
 - (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；
 - (v) 實體為本集團或與本集團有關連之實體就僱員利益設立的離職福利計劃。倘本集團本身便是該計劃，提供資助的僱主亦與本集團有關連；
 - (vi) 實體受(A)所識別人土控制或受共同控制；或
 - (vii) 於(A)(i)所識別人土對實體有重大影響或屬該實體（或該實體的母公司）主要管理層成員。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(x) Impairment of assets

Intangible assets that have an indefinite useful life or not yet available for use are reviewed annually for impairment and are reviewed for impairment whenever events or changes in circumstances indicate the carrying amount may not be recoverable.

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

Recoverable amount is the higher of fair value less costs 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 assessments of the time value of money and the risks specific to the asset.

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

3. 主要會計政策(續)

(x) 資產減值

具有不確定可使用年期或尚未可供使用之無形資產每年予以減值檢討，並於事件或情況變化顯示賬面值可能無法收回時予以減值檢討。

於各報告期末時，本集團均會審閱其有形和無形資產(商譽、投資、存貨及應收賬款除外)的賬面值，以釐定是否有任何跡象顯示該等資產已出現減值虧損。如有任何減值情況，則會估計資產的可收回金額，以釐定減值虧損的程度。如不可能估計個別資產的可收回金額，則本集團估計資產所屬現金產生單位的可收回金額。

可收回金額為公平值(減去出售成本)與使用價值兩者中的較高者。在評估使用價值時，估計未來現金流量乃採用足以反映市場現時對金錢時值及資產特定風險評估的稅前貼現率貼現至現值。

倘資產或現金產生單位的可收回金額估計將少於其賬面值，則資產或現金產生單位的賬面值減至其可收回金額。減值虧損即時於損益中確認，除非有關資產乃按重估數額列賬則除外，在該情況下，減值虧損會被視為重估減值。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(x) Impairment of assets (Continued)

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

(y) Provisions and contingent liabilities

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

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

3. 主要會計政策 (續)

(x) 資產減值 (續)

倘減值虧損其後撥回，則資產或現金產生單位的賬面值會增加至所估算的經修訂可收回金額，惟按此增加的賬面值不得高於假設過往年度並無就資產或現金產生單位確認減值虧損而原應已釐定的賬面值（扣除攤銷或折舊）。所撥回的減值虧損即時於損益中確認，除非有關資產乃按重估款額列賬則除外，在該情況下，所撥回減值虧損被視為重估增加。

(y) 撥備及或然負債

倘因已發生的事件而導致本集團須對若干時間或款額無法確定的負債承擔法律責任或推定責任，並可能須撥付經濟利益以解決有關責任，則於能可靠估計就此涉及的款額時加以確認。若金錢時間值的影響重大，有關撥備須按預期解決有關責任的開支現值呈列。

在未能肯定是否會導致撥付經濟利益，或有關款額未能可靠估計下，有關責任則以或然負債形式披露，除非導致撥付經濟利益的可能性極低，則作別論。可能承擔的責任（其存在與否只能藉一項或多項未來事件發生與否確定）亦以或然負債形式披露，除非導致撥付經濟利益的可能性極低，則作別論。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(z) Events after the reporting period

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

4. CRITICAL JUDGEMENTS AND KEY ESTIMATES

Key sources of estimation uncertainty

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

(a) Property, plant and equipment and depreciation

The Group determines the estimated useful lives, residual values and related depreciation charges for the Group's property, plant and equipment. This estimate is based on the historical experience of the actual useful lives and residual values of property, plant and equipment of similar nature and functions. The Group will revise the depreciation charge where useful lives and residual values are different to those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

3. 主要會計政策(續)

(z) 報告期後事項

可就本集團於報告期末的狀況提供額外資料或顯示持續經營假設並不適當的報告期後事項為調整事項，於財務資料反映。並非屬於調整事項的報告期後事項，倘屬重大時則於財務資料附註披露。

4. 重要判斷及主要估計

估計不確定性的主要來源

下文討論有關未來的主要假設及於報告期末時估計不確定性的其他主要來源，而該等假設及不確定性存在導致下一財政年度的資產及負債賬面值須作出重大調整的重大風險。

(a) 物業、廠房及設備及折舊

本集團自行釐定其物業、廠房及設備的估計可使用年期、餘值及相關折舊開支。該等估計乃根據類似性質及功能的物業、廠房及設備的實際可使用年期及餘值的過往經驗作出。當可使用年期及餘值與先前估計不同時，本集團將修訂折舊開支，或將已棄用或出售技術過時或非策略資產作出撇銷或撇減。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

4. CRITICAL JUDGEMENTS AND KEY ESTIMATES

(Continued)

Key sources of estimation uncertainty (Continued)

(b) Income taxes

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

(c) Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating unit to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. The carrying amount of goodwill at the end of the reporting period was approximately HK\$484,296,000 after an impairment loss of approximately HK\$260,806,000 was recognised during the year ended 31 December 2011. Details of the impairment loss calculation are provided in note 19 to the financial statements.

4. 重要判斷及主要估計 (續)

估計不確定性的主要來源 (續)

(b) 所得稅

本集團須繳納數個司法管轄權區的所得稅。在釐定所得稅撥備時，須作出重大估計。在日常業務中許多交易及計算均難以明確釐定最終稅項。倘該等交易的最終稅務結果與初步入賬金額不同，則該等差額將影響稅務釐定期內所得稅及遞延稅項撥備。

(c) 商譽減值

釐定商譽有否減值需估計獲分配商譽之現金產生單位之使用價值。在計算使用價值時，本集團需估計該現金產生單位產生之未來現金流量，並以適當之貼現率計算其現值。於截至二零一一年十二月三十一日止年度確認約為港幣260,806,000元之減值虧損後，商譽於報告期末之賬面值約為港幣484,296,000元。有關減值虧損的計算詳情載於財務表附註19。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

4. CRITICAL JUDGEMENTS AND KEY ESTIMATES

(Continued)

Key sources of estimation uncertainty (Continued)

(d) Impairment loss for bad and doubtful debts

The Group makes impairment loss for bad and doubtful debts based on assessments of the recoverability of the trade and other receivables, including the current creditworthiness and the past collection history of each debtor. Impairments arise where events or changes in circumstances indicate that the balances may not be collectible. The identification of bad and doubtful debts requires the use of judgement and estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debt expenses in the year in which such estimate has been changed.

(e) Allowance for slow-moving inventories

Allowance for slow-moving inventories is made based on the ageing and estimated net realisable value of inventories. The assessment of the allowance amount involves judgement and estimates. Where the actual outcome in future is different from the original estimate, such difference will impact the carrying value of inventories and allowance charge/write-back in the period in which such estimate has been changed.

4. 重要判斷及主要估計 (續)

估計不確定性的主要來源 (續)

(d) 呆壞賬減值虧損

本集團根據對貿易及其他應收賬款可收回程度(包括各債務人當前信用狀況及過往付款記錄)的評估,作出呆壞賬撥備。倘有事件或情況有變顯示餘額可能無法收回時,將出現減值。識別是否出現呆壞賬需要作出判斷及估計。倘實際結果有別於原本估計時,該差額將影響該項估計有所變動年度內的應收貿易及其他應收賬款的賬面值以及呆壞賬開支。

(e) 滯銷存貨撥備

滯銷存貨乃根據存貨賬齡及估計可變現淨值作出撥備。撥備金額的評估涉及判斷及估計。倘日後實際結果有別於原來估計,該等差額將影響估計變動的期間內存貨的賬面值及撥備開支/撥回。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

4. CRITICAL JUDGEMENTS AND KEY ESTIMATES

(Continued)

Key sources of estimation uncertainty (Continued)

(f) Impairment of available-for-sale financial assets

The Group assesses at the end of each reporting period whether there is any objective evidence that the Group's available-for-sale financial assets are impaired. An impairment loss of approximately HK\$43,325,000 was made during the year ended 31 December 2010, details of which are set out in note 21 to the financial statements.

(g) Fair values of plant and machinery

The Group appointed an independent professional valuer to assess the fair values of the plant and machinery. In determining the fair values, the valuer has utilised a method of valuation which involves certain estimates. The directors have exercised their judgement and are satisfied that the method of valuation is reflective of the current market conditions.

4. 重要判斷及主要估計 (續)

估計不確定性的主要來源 (續)

(f) 可供出售金融資產之減值

本集團於各報告期末評估有否任何客觀證據表明本集團之可供出售金融資產出現減值。截至二零一零年十二月三十一日止年度，作出約港幣43,325,000元減值虧損，其詳情載於財務報表內附註21。

(g) 廠房及機器公平值

本集團委聘獨立專業估值師評估廠房及機器的公平值。在釐定公平值時，估值師使用涉及若干估計的估值方法。董事已作出判斷，信納估值方法能反映現時的市況。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

5. FINANCIAL RISK MANAGEMENT

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

(a) Foreign currency risk

The Group has minimal exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in Hong Kong dollars, United States dollars and Renminbi ("RMB") which are the functional currencies of the principal operating entities of the Group. 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.

(b) Credit risk

The carrying amount of the bank and cash balances including pledged bank deposits, and trade and other receivables included in the statement of financial position represents the Group's maximum exposure to credit risk in relation to the Group's financial assets.

The Group has no significant concentrations of credit risk.

5. 財務風險管理

本集團之業務承受各種財務風險：外匯風險、信貸風險、流動資金風險及利率風險。本集團之整體風險管理項目集中於金融市場不可預測之特性，並尋求將對本集團財務表現之潛在不利影響減至最低。

(a) 外匯風險

本集團大部份業務交易、資產及負債均以港幣、美元及人民幣（「人民幣」）（本集團主要營運實體之功能性貨幣）計值，故本集團並無重大外匯波動風險。本集團現時並無有關外匯交易、資產及負債的外匯對沖政策。本集團會嚴密監控相關外匯風險，並於有需要時考慮對沖重大的外匯風險。

(b) 信貸風險

於財務狀況表中所示的銀行及現金結存（包括已抵押銀行存款）及應收貿易及其他賬款之賬面值，為本集團有關金融資產所面臨的最高信貸風險。

本集團並無高度集中之信貸風險。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

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

It has policies in place to ensure that sales are made to customers with an appropriate credit history.

The Group's credit risk is primarily attributable to its trade and other receivables. In order to minimise credit risk, the directors review the recoverable amount of each individual debt regularly to ensure that adequate impairment losses are recognised for irrecoverable debts. In this regard, the directors consider that the Group's credit risk is significantly reduced.

(c) Liquidity risk

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

The following table shows the remaining contractual maturity at the end of the reporting period of the Group's financial liabilities based on undiscounted cash flows and the earliest dates on which the Group can be required to pay. The table includes both interest and principal cash flows.

5. 財務風險管理 (續)

(b) 信貸風險 (續)

由於交易對方為國際信貸評級機構評定為高信貸評級之銀行，故銀行及現金結存之風險有限。

本集團訂有政策，確保向具合適信貸紀錄之客戶作出銷售。

本集團之信貸風險主要存在於應收貿易及其他賬款。為減低信貸風險，董事定期檢討各項個別債務之可收回金額，確保已為不可收回債務確認足夠減值虧損。就此而言，董事認為，本集團之信貸風險已大幅減少。

(c) 流動資金風險

本集團之政策是定期監察即期及預期流動資金所需，以確保本集團維持充裕的現金儲備以應付其短期及長期流動資金需求。

下表顯示本集團於報告期間結算日之金融負債之結算後淨額，乃按未貼現現金流量及本集團可能須還款最早日期計算。下表包括利息及本金現金流量。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

(c) Liquidity risk (Continued)

Specifically, for borrowings which contain a repayment on demand clause which can be exercised at the banks' sole discretion, the analysis shows the cash outflow based on the earliest period in which the entity can be required to pay, that is if the lenders were to invoke their unconditional rights to call the loans with immediate effect.

5. 財務風險管理(續)

(c) 流動資金風險(續)

特別是，就包含按銀行可全權酌情要求償還之條款之借貸而言，下列分析顯示按實體可能須還款的最早日期(即倘貸款人行使其無條件權利要求即時償還貸款)之現金流量計算。

		On demand	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Total undiscounted cash flows 總未貼現 現金流量
		應要求 HK\$'000 港幣千元	少於一年 HK\$'000 港幣千元	一至兩年 HK\$'000 港幣千元	二至五年 HK\$'000 港幣千元	HK\$'000 港幣千元
At 31 December 2011	於二零一一年 十二月三十一日					
Trade and other payables	應付貿易及 其他賬款	-	68,036	-	-	68,036
Promissory notes	承付票據	-	12,503	-	50,000	62,503
Convertible bonds	可換股債券	-	12,500	-	-	12,500
Finance lease payables	融資租賃應付款項	-	80	80	126	286
Borrowings subject to a repayment on demand clause	根據要求償還 條款之借貸	29,895	-	-	-	29,895
Other loan	其他貸款	-	15,375	-	-	15,375
		<u>29,895</u>	<u>108,494</u>	<u>80</u>	<u>50,126</u>	<u>188,595</u>
At 31 December 2010	於二零一零年 十二月三十一日					
Trade and other payables	應付貿易及 其他賬款	-	18,460	-	-	18,460
Promissory notes	承付票據	-	12,503	-	-	12,503
		<u>-</u>	<u>30,963</u>	<u>-</u>	<u>-</u>	<u>30,963</u>

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

(c) Liquidity risk (Continued)

The table that follows summaries the maturity analysis of borrowings with a repayment on demand clause based on agreed scheduled repayments set out in the loan agreements. Taking into account the Group's financial position, the directors do not consider that it is probable that the banks will exercise their discretion to demand immediate repayment. The directors believe that such borrowings will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Total undiscounted cash flows 總未貼現 現金流量
	少於一年 HK\$'000 港幣千元	一至兩年 HK\$'000 港幣千元	二至五年 HK\$'000 港幣千元	HK\$'000 港幣千元
At 31 December 2011	28,642	1,148	936	30,726
於二零一一年 十二月三十一日				

(d) Interest rate risk

The Group's pledged bank deposits, convertible bonds and promissory loans bear interest at fixed interest rates and therefore are subject to fair value interest rate risks.

The Group's exposure to interest rate risk arises from its other bank deposits and borrowings. These deposits and borrowings bear interest at variable rates varied with the then prevailing market condition.

5. 財務風險管理 (續)

(c) 流動資金風險 (續)

下表概述包含按要求償還條款之借貸根據貸款協議所載之議定還款期計算之到期日分析。考慮到本集團之財務狀況，董事認為銀行不大可能行使其酌情權要求即時還款。董事相信，有關借貸將根據貸款協議所載之還款時間表償還。

(d) 利率風險

本集團的已抵押銀行存款、可換股債券及承付票據按固定利率收取利息，因須面對公平值利率風險。

本集團之利率風險來自其其他銀行存款及借貸。該等存款及借貸乃以浮動息率計息，並按當時之市場狀況而定。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

(d) Interest rate risk (Continued)

Except as stated above, the Group has no other significant interest-bearing assets and liabilities, the Group's operating cash flows are substantially independent of changes in market interest rates.

(e) Categories of financial instruments at 31 December

Financial assets:

Loans and receivables (including cash and cash equivalents)

Financial liabilities:

Financial liabilities at amortised cost

金融資產：

貸款及應收賬款(包括現金及現金等值項目)

金融負債：

按攤銷成本計值之金融負債

2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
139,922	126,831
177,719	30,860

(f) Fair values

Except as disclosed in notes 21, 26 and 27 to the financial statements, the carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

5. 財務風險管理(續)

(d) 利率風險(續)

除上文所列者外，本集團並無其他重大附息資產及負債，本集團的經營活動產生之現金大致上獨立於市場利率的變動。

(e) 於十二月三十一日金融工具之類別

(f) 公平值

除財務報表附註21、26及27所披露者外，本集團於綜合財務狀況表中所示之金融資產及金融負債賬面值與其各自的公平值相若。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

6. TURNOVER

The Group's turnover which represents sales of goods to customers and revenue from provision of on-line shopping, advertising and media related services are as follows:

6. 營業額

本集團之營業額，即對客戶之貨品銷售及提供線上購物、廣告及媒體相關服務之收入分析如下：

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Sales of goods	貨品銷售	236,169	93,883
On-line shopping, advertising and media related service income	線上購物、廣告及媒體相關服務收入	<u>18,378</u>	<u>4,024</u>
		<u>254,547</u>	<u>97,907</u>
Representing:	來自：		
Continuing operations	持續經營業務	164,398	6,231
Discontinued operation (sales of ceramic blanks and ferrules) (note 11)	已終止經營業務(陶瓷素材及套圈)(附註11)	<u>90,149</u>	<u>91,676</u>
		<u>254,547</u>	<u>97,907</u>

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

7. OTHER INCOME

7. 其他收益

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Bank interest income	銀行利息收入	18	12
Commission income	佣金收入	1,687	-
Distribution right fee income	分銷權費收入	3,221	-
Interest on promissory notes written back	撥回承付票據利息	248	248
Interest on other loan written back	撥回其他貸款利息	377	-
Net foreign exchange gains	外匯收益淨額	149	18
Other loan interest income	其他貸款利息收入	-	8
Participation fee income	參與費收入	190	-
Sundry income	雜項收入	1,435	106
Design fee income	設計費收入	542	-
		7,867	392
Representing:	來自:		
Continuing operations	持續經營業務	7,698	324
Discontinued operation (note 11)	已終止經營業務(附註11)	169	68
		7,867	392

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

8. SEGMENT INFORMATION

The Group has four reportable segments as follows:

Swimwear	– Manufacturing and trading of high-end swimwear and related garment products
Apparel and related accessories	– Trading and retail of apparel and related accessories
Ceramic blanks and ferrules	– Manufacturing and trading of ceramic blanks and ferrules (discontinued operation)
On-line shopping and advertising	– Provision of on-line shopping, advertising and media related services

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

The Group's other operating segment includes general trading business. This segment does not meet any of the quantitative thresholds for determining reportable segment. The information of this other operating segment is included in the 'others' column.

The accounting policies of the operating segments are the same as those described in note 3 to the financial statements. Segment profits or losses do not include other income, finance costs, impairment of goodwill and available-for-sale financial assets, gain on disposal of subsidiaries, loss on disposal of discontinued operation and corporate administrative and other operating expenses. Segment assets do not include club debenture, goodwill and other assets for general administrative use. Segment liabilities do not include promissory notes, convertible bonds and other liabilities for general administrative use.

8. 分部資料

下列為本集團四個可報告分部：

泳裝	– 生產及買賣高檔泳裝及相關服裝產品
服飾及相關配件	– 買賣及零售服飾及相關配件
陶瓷素材及套圈	– 製造及銷售陶瓷素材及套圈（已終止經營業務）
線上購物及廣告	– 提供線上購物、廣告及媒體相關服務

本集團之可報告分部乃提供不同產品及服務之策略性業務單位。由於各項業務要求不同之技術及市場策略，因此分開獨立管理。

本集團之其他經營分部包括一般銷售業務。此分部並不符合以量計釐定可報告分部的標準。有關此其他經營分部之資料已包括於「其他」欄內。

經營分部之會計政策與財務報表附註3所述者相同。分部溢利或虧損並不包括其他收益、財務成本、商譽及可供出售金融資產之減值、出售附屬公司收益、出售已終止經營業務之虧損及企業行政及其他經營費用。分部資產並不包括會所債券、商譽、及其他供一般行政使用之資產。分部負債並不包括承付票據、可換股債券及其他供一般行政使用之負債。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

8. SEGMENT INFORMATION (Continued)

Information about reportable segment profit or loss, assets and liabilities:

8. 分部資料(續)

可報告分部損益、資產及負債之有關資料：

		Swimwear	Apparel and related accessories	Ceramic blanks and ferrules (Discontinued operation)	On-line shopping and advertising	Others	Total
		泳裝 HK\$'000 港幣千元	服飾及相關配件 HK\$'000 港幣千元	陶瓷素材及套圈(已終止經營業務) HK\$'000 港幣千元	線上購物及廣告 HK\$'000 港幣千元	其他 HK\$'000 港幣千元	總計 HK\$'000 港幣千元
Year ended 31 December 2011	截至二零一一年十二月三十一日止年度						
Revenue from external customers	來自外界客戶之收益	53,929	92,091	90,149	18,378	-	254,547
Segment profit/(loss)	分部溢利/(虧損)	1,204	992	(2,382)	(11,588)	-	(11,774)
Depreciation	折舊	955	1,379	17,348	1,021	-	20,703
Income tax expense	所得稅費用	668	1,919	701	-	-	3,288
Other material non-cash item: Equity-settled share-based payments	其他重大非現金項目：以權益結算之股份為基礎付款	-	2,676	-	-	-	2,676
Additions to segment non-current assets	添置分部非流動資產	105	4,985	-	2,506	-	7,596
As at 31 December 2011	於二零一一年十二月三十一日						
Segment assets	分部資產	46,626	128,735	-	10,354	-	185,715
Segment liabilities	分部負債	24,887	79,204	-	5,221	-	109,312
Year ended 31 December 2010	截至二零一零年十二月三十一日止年度						
Revenue from external customers	來自外界客戶之收益	-	-	91,676	4,024	2,207	97,907
Segment profit/(loss)	分部溢利/(虧損)	-	-	2,355	(6,295)	(1,318)	(5,258)
Depreciation	折舊	-	-	8,518	600	108	9,226
Income tax expense	所得稅費用	-	-	4,049	-	-	4,049
Additions to segment non-current assets	添置分部非流動資產	-	-	-	1,591	-	1,591
As at 31 December 2010	於二零一零年十二月三十一日						
Segment assets	分部資產	-	-	85,908	2,673	178	88,759
Segment liabilities	分部負債	-	-	35,616	956	40	36,612

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

8. SEGMENT INFORMATION (Continued)

Reconciliations of reportable segment revenue, profit or loss, assets and liabilities:

8. 分部資料 (續)

可報告分部收益、損益、資產及負債之對賬：

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元 (Restated) (重列)
Revenue	收益		
Total revenue of reportable segments	可報告分部收益總值	254,547	97,907
Elimination of discontinued operation	扣除已終止經營業務	(90,149)	(91,676)
Consolidated revenue from continuing operations	來自持續經營業務之綜合收益	164,398	6,231
Profit or loss	溢利或虧損		
Total profit or loss of reportable segments	可報告分部損益總值	(11,774)	(5,258)
Impairment of goodwill	商譽減值	(260,806)	-
Impairment of available-for-sale financial assets	可供出售金融資產減值	-	(43,325)
Gain on disposal of subsidiaries	出售附屬公司收益	-	903
Other profit or loss	其他溢利或虧損	(20,647)	(9,590)
Elimination of discontinued operation	扣除已終止經營業務	2,252	(4,387)
Consolidated loss for the year from continuing operations	來自持續經營業務之年內綜合虧損	(290,975)	(61,657)
Assets	資產		
Total assets of reportable segments	可報告分部資產總值	185,715	88,759
Goodwill	商譽	484,296	75,343
Club debenture	會所債券	205	-
Other assets	其他資產	45,836	98,492
Consolidated total assets	綜合資產總值	716,052	262,594
Liabilities	負債		
Total liabilities of reportable segments	可報告分部負債總值	109,312	36,612
Promissory notes	承付票據	52,512	12,400
Convertible bonds	可換股債券	12,276	-
Other liabilities	其他負債	21,256	15,249
Consolidated total liabilities	綜合負債總值	195,356	64,261

Apart from the above, the totals of other material items disclosed in the segment information are the same as the consolidated totals.

除上述者外，於分部資料披露之其他重大項目總值與綜合總值相同。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

8. SEGMENT INFORMATION (Continued)

Geographical information:

		Revenue 收益		Non-current assets 非流動資產	
		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元	2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Hong Kong	香港	104,055	5,996	493,548	76,461
PRC except Hong Kong and Macau	中國 (香港及澳門除外)	92,228	91,911	4,525	37,831
United Kingdom	英國	15,031	-	-	-
Spain	西班牙	7,834	-	-	-
Hungary	匈牙利	7,549	-	-	-
Sweden	瑞典	5,942	-	-	-
Macau	澳門	5,429	-	-	-
United States of America	美國	3,642	-	-	-
Netherlands	荷蘭	2,951	-	-	-
Israel	以色列	2,890	-	-	-
France	法國	2,250	-	-	-
Denmark	丹麥	1,676	-	-	-
Ireland	愛爾蘭	1,393	-	-	-
Poland	波蘭	1,170	-	-	-
Others	其他	507	-	-	-
Discontinued operation	已終止經營業務	(90,149)	(91,676)	-	-
Consolidated total	綜合總值	164,398	6,231	498,073	114,292

In presenting the geographical information, revenue is based on the locations of the customers.

呈列地區資料時，收益乃以客戶所在地點為基準。

8. 分部資料(續)

地區資料：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

8. SEGMENT INFORMATION (Continued)

Revenue from major customers:

Ceramic blanks and ferrules (discontinued operation)	陶瓷素材及套圈 (已終止經營業務)
Customer a	客戶a
Customer b	客戶b

8. 分部資料 (續)

來自主要客戶之收益：

2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
33,736	16,255
—	24,673
33,736	40,928

9. FINANCE COSTS

Finance lease charges	財務租賃支出
Interest on bank loans	銀行貸款利息
Interest on convertible bonds	可換股債券利息
Interest on promissory notes	承付票據利息
Interest on other loans	其他貸款利息

9. 財務成本

2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
9	—
540	—
228	—
1,795	248
377	194
2,949	442
2,949	442

Representing:
Continuing operations

來自：
持續經營業務

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

10. INCOME TAX EXPENSE

10. 所得稅費用

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Current tax – Hong Kong Profits Tax	即期稅項 – 香港利得稅		
Provision for the year	年內撥備	2,639	–
Underprovision in prior years	過往年度撥備不足	4	–
		2,643	–
Current tax – PRC Enterprise Income Tax	即期稅項 – 中國企業所得稅		
Provision for the year	年內撥備	3,969	4,301
Deferred tax (note 31)	遞延稅項 (附註31)	(3,324)	(252)
Income tax expense	所得稅費用	3,288	4,049
Representing:	來自:		
Continuing operations	持續經營業務	2,587	–
Discontinued operation (note 11)	已終止經營業務 (附註11)	701	4,049
		3,288	4,049

Hong Kong Profits Tax has been provided at a rate of 16.5% on the estimated assessable profit for the year ended 31 December 2011. No provision for Hong Kong Profits Tax has been made for the year ended 31 December 2010 as the Group did not generate any assessable profits arising in Hong Kong during that year.

香港利得稅乃根據截至二零一一年十二月三十一日止年度之估計應課稅溢利以稅率16.5%計算。由於本集團於截至二零一零年十二月三十一日止年度並無在香港產生任何應課稅溢利，故並無就該年度作出香港利得稅撥備。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

10. INCOME TAX EXPENSE (Continued)

Tax charges on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

The reconciliation between the income tax expense and the product of (loss)/profit before tax multiplied by the Hong Kong Profits Tax rate is as follows:

10. 所得稅費用 (續)

其他地區之應課稅溢利稅項乃按本集團經營業務所在國家之現行稅率，並根據當地現行法規、詮釋及慣例計算。

下列為所得稅費用與除稅前(虧損)/溢利乘以香港利得稅率所得積數之對賬：

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
(Loss)/profit before tax	除稅前(虧損)/溢利		
Continuing operations	持續經營業務	(288,388)	(61,657)
Discontinued operation (note 11)	已終止經營業務(附註11)	(1,551)	8,436
		(289,939)	(53,221)
Tax at the domestic income tax rate of 16.5% (2010: 16.5%)	按本地所得稅率16.5%計算之稅項(二零一零年: 16.5%)	(47,840)	(8,781)
Tax effect of income that is not taxable	毋須課稅收入之稅務影響	(708)	(44)
Tax effect of expenses that are not deductible	不可扣稅開支之稅務影響	48,386	10,289
Tax effect of other temporary differences not recognised	未確認暫時差異之稅務影響	893	(12)
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	2,352	1,328
Tax effect of utilisation of tax losses not previously recognised	使用過往年度未確認之稅項虧損之稅務影響	(38)	-
Effect of different tax rates of subsidiaries	附屬公司不同稅率之影響	239	1,269
Underprovision in prior years	過往年度撥備不足	4	-
Income tax expense	所得稅費用	3,288	4,049

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

11. DISCONTINUED OPERATION

Pursuant to a sale and purchase agreement dated 27 September 2011 entered into between the Company and an independent third party, the Company disposed of 100% interests in Opcom Holdings (BVI) Limited ("Opcom"), a company incorporated in the British Virgin Islands (the "BVI") at a consideration of HK\$45,000,000.

Opcom was engaged in investment holding and held 100% interests in Intcera High Tech (BVI) Limited, Rich Palace Limited and Intcera High Tech (HK) Limited. Opcom and its subsidiaries (the "Opcom Group") was engaged in manufacturing and trading of ceramic blanks and ferrules in the PRC. The disposal was completed on 9 December 2011 and the Group discontinued its Ceramic blanks and ferrules business.

The (loss)/profit for the year from the discontinued operation is analysed as follows:

11. 已終止經營業務

根據本公司與一名獨立第三方訂立之日期為二零一一年九月二十七日之買賣協議，本公司以代價港幣45,000,000元出售於Opcom Holdings (BVI) Limited (「Opcom」) (一間於英屬處女群島(「英屬處女群島」)註冊成立之公司)之100%權益。

Opcom從事投資控股業務及持有Intcera High Tech (BVI) Limited、Rich Palace Limited及大陶精密科技(香港)股份有限公司之100%權益。Opcom及其附屬公司(「Opcom集團」)從事在中國製造及銷售陶瓷素材及套圈。出售事項已於二零一一年十二月九日完成而本集團已終止其陶瓷素材及套圈業務。

來自已終止經營業務之年內(虧損)/溢利分析如下：

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
(Loss)/profit of discontinued operation	已終止經營業務之 (虧損)/溢利	(2,252)	4,387
Loss on disposal of discontinued operation (note 36)	出售已終止經營業務之 虧損(附註36)	(44,988)	-
		(47,240)	4,387

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

11. DISCONTINUED OPERATION (Continued)

The results of the discontinued operation for the period from 1 January 2011 to 9 December 2011, which have been included in consolidated profit or loss, are as follows:

Turnover (note 6)	營業額 (附註6)
Cost of sales	銷售成本
Gross profit	毛利
Other income (note 7)	其他收益 (附註7)
Administrative expenses	行政費用
Other operating expenses	其他經營費用
(Loss)/profit before tax	除稅前 (虧損) / 溢利
Income tax expense (note 10)	所得稅費用 (附註10)
(Loss)/profit for the period/year	期 / 年內 (虧損) / 溢利

During the year, the disposed subsidiaries paid approximately HK\$2,516,000 (2010: HK\$2,195,000) in respect of operating activities.

No tax charge or credit arose on loss on disposal of the discontinued operation.

11. 已終止經營業務 (續)

已終止經營業務於二零一一年一月一日至二零一一年十二月九日止期間之業績 (已計入綜合損益內) 如下:

Period from 1 January 2011 to 9 December 2011	Year ended 31 December 2010
二零一一年 一月一日至 二零一一年 十二月九日 止期間	截至 二零一零年 十二月三十一日 止年度
HK\$'000	HK\$'000
港幣千元	港幣千元
90,149	91,676
(84,598)	(72,264)
5,551	19,412
169	68
(40)	(249)
(7,231)	(10,795)
(1,551)	8,436
(701)	(4,049)
(2,252)	4,387

年內，已出售附屬公司已就經營業務支付約港幣2,516,000元 (二零一零年：港幣2,195,000元)。

概無因出售已終止經營業務之虧損而產生稅項開支或抵免。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

12. LOSS FOR THE YEAR

The Group's loss for the year is stated after charging/(crediting) the following:

12. 年內虧損

本集團之年內虧損已扣除/(計入)下列項目:

	Continuing operations		Discontinued operation		Total	
	持續經營業務		已終止經營業務		總計	
	2011	2010	2011	2010	2011	2010
	二零一一年	二零一零年	二零一一年	二零一零年	二零一一年	二零一零年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Auditor's remuneration	1,200	600	-	-	1,200	600
Acquisition-related costs (included in administrative expenses)	3,076	-	-	-	3,076	-
Cost of inventories sold	66,264	1,612	84,598	72,264	150,862	73,876
Depreciation	3,355	708	17,348	8,518	20,703	9,226
(Reversal of)/allowance for inventories (included in cost of inventories sold)	(247)	-	6,033	4,808	5,786	4,808
Allowance for receivables	44	1,171	-	4,290	44	5,461
Loss on disposal of property, plant and equipment	24	-	-	-	24	-
Operating lease charges for land and buildings	21,452	1,275	1,527	121	22,979	1,396
Staff costs including directors' emoluments						
Salaries, bonus and allowances	49,388	9,186	13,099	9,374	62,487	18,560
Retirement benefit scheme contributions	3,248	249	742	636	3,990	885
Provision for employee benefit obligations	174	-	-	-	174	-
	52,810	9,435	13,841	10,010	66,651	19,445

Cost of inventories sold includes staff costs, depreciation and operating lease charges of approximately HK\$38,270,000 (2010: HK\$16,456,000) which are included in the amounts disclosed separately above.

已出售存貨成本包括員工成本、折舊及經營租賃支出約港幣38,270,000元(二零一零年:港幣16,456,000元),已於上文披露之數額中分別列出。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

13. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

The emoluments of each director were as follows:

	Fees 袍金		Salaries and allowances 薪金及津貼		Retirement benefit scheme contributions 退休福利計劃供款		Total 總計	
	2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元	2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元	2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元	2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Executive Directors	執行董事							
Mr. Chung Man Wai	-	-	1,484	857	18	12	1,502	869
Mr. Lau Chi Yuen, Joseph	600	650	1,856	1,836	12	12	2,468	2,498
	600	650	3,340	2,693	30	24	3,970	3,367
Independent Non-executive Directors	獨立非執行董事							
Mr. Fung Chan Man, Alex	60	60	-	-	-	-	60	60
Mr. Lee Chung Mong, John	60	60	-	-	-	-	60	60
Mr. Tam Wing Kin	60	60	-	-	-	-	60	60
	180	180	-	-	-	-	180	180
	780	830	3,340	2,693	30	24	4,150	3,547

13. 董事及僱員薪酬

各董事之酬金如下：

There was no arrangement under which a director waived or agreed to waive any emoluments during the year (2010: Nil).

The five highest paid individuals in the Group during the year included 2 (2010: 2) directors whose emoluments are reflected in the analysis presented above. The emoluments of the remaining 3 (2010: 3) individuals are set out below:

年內並無任何有關董事放棄或同意放棄任何酬金之安排（二零一零年：無）。

年內，本集團五名最高薪酬人士中，兩名為本公司董事（二零一零年：兩名），其酬金詳情已於上文之分析中呈列。其餘三名（二零一零年：三名）最高薪酬僱員之薪酬如下：

Basic salaries and allowances 基本薪金及津貼
Retirement benefit scheme contributions 退休福利計劃供款

2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
5,567	1,225
24	30
5,591	1,255

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

13. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

(Continued)

The emoluments fell within the following bands:

Nil to HK\$1,000,000	港幣零元至港幣1,000,000元
HK\$1,000,001 to HK\$1,500,000	港幣1,000,001元至 港幣1,500,000元
HK\$3,000,001 to HK\$3,500,000	港幣3,000,001元至 港幣3,500,000元

During the year, no emoluments were paid by the Group to any of the directors or the highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office (2010: Nil).

14. LOSS FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY

The loss for the year attributable to owners of the Company included a loss of approximately HK\$271,377,000 (2010: HK\$113,718,000) which has been dealt with in the financial statements of the Company.

15. DIVIDENDS

The directors do not recommend the payment of any dividend for the year ended 31 December 2011 (2010: Nil).

13. 董事及僱員薪酬(續)

有關薪酬屬以下範疇：

Number of individuals	
人士數目	
2011	2010
二零一一年	二零一零年
1	3
1	—
1	—
3	3

年內，本集團並無向任何董事或最高薪酬人士支付酬金，作為加入本集團之聘金或離職補償金(二零一零年：無)。

14. 本公司擁有人應佔年內虧損

公司擁有人應佔年內虧損包括已計入本公司財務報表之虧損約港幣271,377,000元(二零一零年：港幣113,718,000元)。

15. 股息

董事不建議就截至二零一一年十二月三十一日止年度派付任何股息(二零一零年：無)。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

16. (LOSS)/EARNINGS PER SHARE

(a) From continuing and discontinued operations

Basic loss per share

The calculation of basic loss per share attributable to owners of the Company is based on the loss for the year attributable to owners of the Company of approximately HK\$338,527,000 (2010: HK\$55,196,000) and the weighted average number of ordinary shares of 2,370,061,681 (2010: 1,893,562,668) in issue during the year.

Diluted loss per share

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

16. 每股(虧損)/盈利

(a) 來自持續經營業務及已終止經營業務

每股基本虧損

本公司擁有人應佔每股基本虧損乃根據本公司擁有人應佔之年度虧損約港幣338,527,000元(二零一零年:港幣55,196,000元)及於年內發行之普通股之加權平均數2,370,061,681股(二零一零年:1,893,562,668股)計算。

每股攤薄虧損

本公司擁有人應佔每股攤薄虧損乃根據下列數據計算:

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Loss for the purpose of calculating basic loss per share	計算每股基本虧損而言之虧損	(338,527)	(55,196)
Less: profit of non-wholly owned subsidiary shared to non-controlling shareholder upon exercise of options granted to a consultant (note 34(b))	減: 授予一名顧問之購股權獲行使時非控股股東分佔非全資附屬公司之溢利(附註34(b))	(348)	—
Loss for the purpose of calculating diluted loss per share	計算每股攤薄虧損而言之虧損	(338,875)	(55,196)

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

16. (LOSS)/EARNINGS PER SHARE (Continued)

(a) From continuing and discontinued operations (Continued)

Diluted loss per share (Continued)

The weighted average number of ordinary shares in issue during the year is the same as that detailed above for basic loss per share from continuing and discontinued operations.

The exercise of the Group's outstanding convertible bonds and convertible non-voting preference shares for the year ended 31 December 2011 would be anti-dilutive and there were no dilutive potential ordinary shares for the Company's share options during the years ended 31 December 2011 and 2010.

(b) From continuing operations

Basic loss per share

The calculation of basic loss per share from continuing operations attributable to owners of the Company is based on the loss for the year from continuing operations attributable to owners of the Company of approximately HK\$291,287,000 (2010: HK\$59,583,000) and the denominator used is the same as that detailed above for basic loss per share from continuing and discontinued operations.

16. 每股(虧損)/盈利(續)

(a) 來自持續經營業務及已終止經營業務 (續)

每股攤薄虧損(續)

年內已發行普通股之加權平均數與上文所詳述來自持續經營業務及已終止經營業務之每股基本虧損者相同。

於截至二零一一年十二月三十一日止年度行使本集團尚未行使之可換股債券及可換股無投票權優先股具有反攤薄作用及截至二零一一年及二零一零年十二月三十一日止年度概無有關本公司之購股權之潛在攤薄普通股。

(b) 來自持續經營業務

每股基本虧損

本公司擁有人應佔來自持續經營業務之每股基本虧損乃根據本公司擁有人應佔來自持續經營業務之年度虧損約港幣291,287,000元(二零一零年:港幣59,583,000元)及所使用之分母與上文所詳述計算來自持續經營業務及已終止經營業務之每股基本虧損所使用之分母相同。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

16. (LOSS)/EARNINGS PER SHARE (Continued)

(b) From continuing operations (Continued)

Diluted loss per share

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

Loss for the purpose of calculating basic loss per share	計算每股基本虧損而言之虧損	
Less: profit of non-wholly owned subsidiary shared to non-controlling shareholder upon exercise of options granted to a consultant (note 34(b))	減：授予一名顧問之購股權獲行使時非控股股東分佔非全資附屬公司之溢利(附註34(b))	
Loss for the purpose of calculating diluted loss per share	計算每股攤薄虧損而言之虧損	

The weighted average number of ordinary shares in issue during the year is the same as that detailed above for basic loss per share from continuing and discontinued operations.

The exercise of the Group's outstanding convertible bonds and convertible non-voting preference shares for the year ended 31 December 2011 would be anti-dilutive and there were no dilutive potential ordinary shares for the Company's share options during the years ended 31 December 2011 and 2010.

16. 每股(虧損)/盈利(續)

(b) 來自持續經營業務(續)

每股攤薄虧損

本公司擁有人應佔來自持續經營業務之每股攤薄虧損乃根據下列數據計算：

2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
(291,287)	(59,583)
(348)	-
(291,635)	(59,583)

年內已發行普通股之加權平均數與上文所詳述來自持續經營業務及已終止經營業務之每股基本虧損者相同。

於截至二零一一年十二月三十一日止年度行使本集團尚未行使之可換股債券及可換股無投票權優先股具有反攤薄作用及截至二零一一年及二零一零年十二月三十一日止年度概無有關本公司之購股權之潛在攤薄普通股。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

16. (LOSS)/EARNINGS PER SHARE (Continued)

(c) From discontinued operation

Basic loss (2010: earnings) per share from the discontinued operation is HK1.993 cents per share (2010: HK0.232 cent per share), based on the loss for the year from discontinued operation attributable to the owners of the Company of approximately HK\$47,240,000 (2010: profit for the year from discontinued operation attributable to owners of the Company of approximately HK\$4,387,000) and the denominator used is the same as that detailed above for basic loss per share.

As the exercise of the Group's outstanding convertible bonds and convertible non-voting preference shares for the year ended 31 December 2011 would be anti-dilutive and there were no dilutive potential ordinary shares for the Company's share options, no diluted loss per share was presented in both years.

16. 每股(虧損)/盈利(續)

(c) 來自已終止經營業務

來自已終止經營業務之每股基本虧損(二零一零年:盈利)為每股1.993港仙(二零一零年:每股0.232港仙),該數據乃根據本公司擁有人應佔來自已終止經營業務之年度虧損約港幣47,240,000元(二零一零年:本公司擁有人應佔來自已終止經營業務之年度溢利約港幣4,387,000元)及所使用之分母與上文所詳述計算每股基本虧損使用之分母相同。

因於截至二零一一年十二月三十一日止年度本集團未行使之可換股債券及可換股無投票權優先股的行使具有反攤薄作用且概無有關本公司之購股權之潛在攤薄普通股,故於該兩個年度並無每股攤薄虧損。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

17. OTHER COMPREHENSIVE INCOME

Tax effects relating to each component of other comprehensive income for the year:

17. 其他全面收益

有關年內其他全面收益各部分之稅務影響：

	2011 二零一一年			2010 二零一零年		
	Amount before tax 除稅前金額 HK\$'000 港幣千元	Tax 稅項 HK\$'000 港幣千元	Amount after tax 除稅後金額 HK\$'000 港幣千元	Amount before tax 除稅前金額 HK\$'000 港幣千元	Tax 稅項 HK\$'000 港幣千元	Amount after tax 除稅後金額 HK\$'000 港幣千元
Exchange differences on translating foreign operations	1,741	-	1,741	1,335	-	1,335
Exchange differences reclassified to income statement on disposal of subsidiaries	(4,855)	-	(4,855)	-	-	-
Surplus/(deficit) on revaluation of property, plant and equipment	9	(1)	8	(32,102)	8,026	(24,076)
Other comprehensive income for the year	(3,105)	(1)	(3,106)	(30,767)	8,026	(22,741)

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

18. PROPERTY, PLANT AND EQUIPMENT

18. 物業、廠房及設備

		Leasehold improvements 租賃物業裝修 HK\$'000 港幣千元	Plant and machinery 廠房及機器 HK\$'000 港幣千元	Group	Motor vehicles 汽車 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
				Furniture, fixtures and office equipment 傢俬、裝置及辦公室設備 HK\$'000 港幣千元		
Cost or valuation	成本值或估值					
At 1 January 2010	於二零一零年一月一日	447	77,434	1,158	–	79,039
Disposal of subsidiaries	出售附屬公司	(325)	–	(50)	–	(375)
Additions	增添	368	–	1,223	–	1,591
Deficit on revaluation	重估虧絀	–	(40,620)	–	–	(40,620)
Exchange differences	匯兌差額	9	–	19	–	28
At 31 December 2010 and 1 January 2011	於二零一零年十二月三十一日及二零一一年一月一日	499	36,814	2,350	–	39,663
Acquisition of subsidiaries (note 35)	收購附屬公司 (附註35)	1,109	3,729	1,930	493	7,261
Disposal of subsidiaries (note 36)	出售附屬公司 (附註36)	–	(36,814)	(14)	–	(36,828)
Additions	增添	1,389	80	2,610	1,717	5,796
Disposals	出售	–	–	(691)	–	(691)
Surplus on revaluation	重估盈餘	–	(745)	–	–	(745)
Exchange differences	匯兌差額	15	–	43	–	58
At 31 December 2011	於二零一一年十二月三十一日	3,012	3,064	6,228	2,210	14,514
Accumulated depreciation and impairment	累計折舊及減值					
At 1 January 2010	於二零一零年一月一日	123	–	117	–	240
Charge for the year	年內開支	165	8,518	543	–	9,226
Disposal of subsidiaries	出售附屬公司	(214)	–	(21)	–	(235)
Write back on revaluation	重估時撥回	–	(8,518)	–	–	(8,518)
Exchange differences	匯兌差額	–	–	1	–	1
At 31 December 2010 and 1 January 2011	於二零一零年十二月三十一日及二零一一年一月一日	74	–	640	–	714
Charge for the year	年內開支	988	18,102	1,269	344	20,703
Disposal of subsidiaries (note 36)	出售附屬公司 (附註36)	–	(17,348)	(14)	–	(17,362)
Disposals	出售	–	–	(567)	–	(567)
Write back on revaluation	重估時撥回	–	(754)	–	–	(754)
Exchange differences	匯兌差額	3	–	5	–	8
At 31 December 2011	於二零一一年十二月三十一日	1,065	–	1,333	344	2,742
Carrying amount	賬面值					
At 31 December 2011	於二零一一年十二月三十一日	1,947	3,064	4,895	1,866	11,772
At 31 December 2010	於二零一零年十二月三十一日	425	36,814	1,710	–	38,949

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

18. PROPERTY, PLANT AND EQUIPMENT (Continued)

The analysis of the cost or valuation at 31 December 2011 of the above assets is as follows:

		Leasehold improvements	Plant and machinery	Group 本集團 Furniture, fixtures and office equipment 傢俬、裝置及 辦公室設備	Motor vehicles	Total
		租賃物業裝修 HK\$'000 港幣千元	廠房及機器 HK\$'000 港幣千元	HK\$'000 港幣千元	汽車 HK\$'000 港幣千元	總額 HK\$'000 港幣千元
At cost	按成本值	3,012	-	6,228	2,210	11,450
At valuation 2011	按估值—二零一一年	-	3,064	-	-	3,064
		<u>3,012</u>	<u>3,064</u>	<u>6,228</u>	<u>2,210</u>	<u>14,514</u>

The analysis of the cost or valuation at 31 December 2010 of the above assets is as follows:

		Leasehold improvements	Plant and machinery	Group 本集團 Furniture, fixtures and office equipment 傢俬、裝置及 辦公室設備	Motor vehicles	Total
		租賃物業裝修 HK\$'000 港幣千元	廠房及機器 HK\$'000 港幣千元	HK\$'000 港幣千元	汽車 HK\$'000 港幣千元	總額 HK\$'000 港幣千元
At cost	按成本值	499	-	2,350	-	2,849
At valuation 2010	按估值—二零一零年	-	36,814	-	-	36,814
		<u>499</u>	<u>36,814</u>	<u>2,350</u>	<u>-</u>	<u>39,663</u>

The Group's plant and machinery were revalued at fair market value on 31 December 2010 and 2011 by reference to market evidence of recent transactions for similar plant and machinery by Ample Appraisal Limited, an independent firm of professional valuers.

The carrying amount of the Group's plant and machinery would have been approximately HK\$3,055,000 (2010: HK\$9,926,000) had they been stated at cost less accumulated depreciation and impairment losses.

At 31 December 2011 the carrying amount of motor vehicle held by the Group under finance lease amounted to approximately HK\$229,000 (2010: HK\$Nil).

18. 物業、廠房及設備 (續)

上列資產於二零一一年十二月三十一日之成本值或估值分析如下：

		租賃物業裝修 HK\$'000 港幣千元	廠房及機器 HK\$'000 港幣千元	傢俬、裝置及 辦公室設備 HK\$'000 港幣千元	汽車 HK\$'000 港幣千元	總額 HK\$'000 港幣千元
At cost	按成本值	3,012	-	6,228	2,210	11,450
At valuation 2011	按估值—二零一一年	-	3,064	-	-	3,064
		<u>3,012</u>	<u>3,064</u>	<u>6,228</u>	<u>2,210</u>	<u>14,514</u>

上列資產於二零一零年十二月三十一日之成本值或估值分析如下：

		租賃物業裝修 HK\$'000 港幣千元	廠房及機器 HK\$'000 港幣千元	傢俬、裝置及 辦公室設備 HK\$'000 港幣千元	汽車 HK\$'000 港幣千元	總額 HK\$'000 港幣千元
At cost	按成本值	499	-	2,350	-	2,849
At valuation 2010	按估值—二零一零年	-	36,814	-	-	36,814
		<u>499</u>	<u>36,814</u>	<u>2,350</u>	<u>-</u>	<u>39,663</u>

本集團之廠房及機器由獨立註冊專業估值師豐盛評估有限公司於二零一零年及二零一一年十二月三十一日參照類似廠房及機器近期之市場交易重新估值。

倘以歷史成本減累計折舊及減值虧損列賬，本集團廠房及機器之賬面值將約為港幣3,055,000元（二零一零年：港幣9,926,000元）

於二零一一年十二月三十一日，本集團持作融資租賃之汽車的賬面值約為港幣229,000元（二零一零年：港幣零元）。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

19. GOODWILL

19. 商譽

		Group 本集團	
		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Cost	成本值		
At beginning of year	於年初	75,343	75,343
Acquisition of Easy Time Trading Limited ("Easy Time") (note 35(a))	收購Easy Time Trading Limited ("Easy Time") (附註35(a))	640,966	—
Acquisition of Charmston (Holdings) Limited ("Charmston") (note 35(b))	收購傑軒(集團)有限公司 ("傑軒") (附註35(b))	28,793	—
		<u>745,102</u>	<u>75,343</u>
At end of year	於年末		
Accumulated impairment losses	累計減值虧損		
At beginning of year	於年初	—	—
Impairment loss recognised during the year	年內已確認減值虧損	260,806	—
		<u>260,806</u>	<u>—</u>
At end of year	於年末	260,806	—
Carrying amount	賬面值		
At beginning of year	於年初	75,343	75,343
At end of year	於年末	484,296	75,343

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

19. GOODWILL (Continued)

Goodwill acquired in a business combination is allocated, at acquisition, to the cash-generating units ("CGUs") that are expected to benefit from that business combination. Before recognition of impairment losses, the carrying amount of goodwill had been allocated as follows:

19. 商譽 (續)

於業務合併收購之商譽於收購時分配至預期可受惠於業務合併之現金產生單位（「現金產生單位」）。於減值虧損確認之前已分配之商譽賬面值如下：

		Group 本集團	
		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Provision of on-line shopping, advertising and media related services iKanTV Limited ("iKanTV") (note (a))	提供線上購物、廣告及媒體 相關服務 愛看電視有限公司 （「愛看電視」）（附註(a)）	75,343	75,343
Swimwear Easy Time (note (b))	泳裝 Easy Time (附註(b))	640,966	—
Apparel and related accessories Charmston (note (c))	服裝及相關配飾 傑軒 (附註(c))	28,793	—
		745,102	75,343

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

19. GOODWILL (Continued)

Notes:

- (a) The recoverable amount of the provision of on-line shopping, advertising and media related services CGU is determined from value in use calculation. The key assumptions for the value in use calculation are those regarding the discount rate, growth rate and budgeted gross margin and turnover during the period. The Group estimates discount rate using pre-tax rate that reflect current market assessments of the time value of money and the risks specific to the CGU. The growth rate is based on long-term average economic growth rate of the geographical area in which the business of the CGU operates. Budgeted gross margin and turnover are based on past practices and expectations on market development.

The Group prepares cash flow forecasts derived from the most recent financial budgets approved by the directors for the next five (2010: five) years with no growth rate in the residual period (2010: 3%). This rate does not exceed the average long-term growth rate for the relevant markets. The rate used to discount the forecast cash flows from the Group's activities of provision of on-line shopping, advertising and media related services is 17.09% (2010: 12.93%).

Based on the past performance, the Group has revised its cash flow forecasts for this CGU. The goodwill has therefore been reduced to its recoverable amount through recognition of an impairment loss against goodwill of approximately HK\$10,600,000 during the year.

19. 商譽(續)

附註:

- (a) 提供線上購物、廣告及媒體相關服務之現金產生單位之可收回值乃根據使用價值而釐定。計算使用價值所使用的主要假設包括貼現率、增長率及期內之預算毛利率以及營業額。本集團於估算貼現率時使用除稅前貼現率，該貼現率反映目前市場對貨幣時間價值之估計以及與相關現金產生單位有關之特定風險。增長率乃以現金產生單位所經營業務之地區之長期平均經濟增長率為基準。預算毛利率及營業額乃以過往慣例及對市場發展之預期為基準。

本集團擬備現金流之預測乃按照最近由董事批核之未來五年(二零一零年:五年)財務預算以及後繼期間之零(二零一零年:3%)增長率計算。有關比率並未超逾有關市場之平均長期增長率。適用於預測本集團提供線上購物、廣告及媒體相關服務之業務貼現率為17.09%(二零一零年:12.93%)。

根據過往表現，本集團已修訂此現金產生單位之現金流量預測。因此，商譽於年內透過確認商譽減值虧損約港幣10,600,000元減至其可收回金額。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

19. GOODWILL (Continued)

Notes: (Continued)

- (b) The recoverable amount of the swimwear CGU is determined from fair value less costs to sell using the market-based approach calculated based on the average price-earnings ratio of several companies listed on The Stock Exchange of Hong Kong Limited (the "comparables") after considering a 22.51% discount on lack of marketability for the controlling interests which is determined by the density function for the maximum of a Brownian motion process by adopting average annualised volatility of the comparables and assuming marketing period is approximately 3 months.

The consideration for the acquisition of Easy Time was HK\$390,000,000 which was satisfied by the issuance of convertible non-voting preference shares, promissory notes and consideration shares. The consideration was determined with reference to, including but limited to, the historical financial performance of Easy Time Group, profit guarantee given by the vendor and the price-earnings ratios of the comparables. The fair value of the convertible non-voting preference shares, promissory notes and consideration shares issued for the acquisition of Easy Time as at the date of completion of the acquisition is higher than the total consideration stipulated in the sale and purchase agreement resulted in an allowance for impairment of goodwill of approximately HK\$250,206,000.

The fair value of the identifiable assets and liabilities of Easy Time and its subsidiaries ("Easy Time Group") acquired were determined provisionally in the financial statements of the Group for each of the quarters ended 30 September 2011. An allowance for impairment of goodwill of approximately HK\$254,853,000 was made in the financial statements of the Group for the nine months ended 30 September 2011.

At the end of the reporting period, the Group made certain fair value adjustments to the carrying amounts of the identifiable assets and liabilities of Easy Time Group as a result of completing the initial accounting. The adjustments to the fair values at the acquisition date of the identifiable assets and liabilities were made as if initial accounting had been incorporated from the date of acquisition. As a result of this change in accounting estimate, allowance for impairment of goodwill decreased by approximately HK\$4,647,000 to HK\$250,206,000 for the year ended 31 December 2011.

19. 商譽 (續)

附註：(續)

- (b) 泳裝現金產生單位之可收回值乃於計入控制權益缺乏市場流通性折讓22.51%後，使用根據於香港聯合交易所有限公司上市之幾間公司（「可比較公司」）之平均市盈率計算之市場法按公平值減銷售成本釐定，而控制權益缺乏市場流通性之折讓乃透過布朗運動過程最高點之密度函數，並經採納可比較公司之平均年度波動率及假設營銷期間約為三個月釐定。

收購Easy Time之代價為港幣390,000,000元，其已以發行可換股無投票權優先股、承付票據及代價股份支付。該代價乃經參考（包括但限於）Easy Time集團之過往財務表現、賣方所提供之溢利保證及可比較公司之市盈率釐定。收購Easy Time而發行之可換股無投票權優先股、承付票據及代價股份於收購完成日期之公平值高於買賣協議所規定之總代價，從而導致撥備減值約港幣250,206,000元。

所收購Easy Time及其附屬公司（「Easy Time集團」）之可識別資產及負債之公平值於本集團截至二零一一年九月三十日止各季度之財務報表獲暫時釐定。本集團已於截至二零一一年九月三十日止九個月之財務報表內，計提商譽減值撥備約港幣254,853,000元。

於報告期末，本集團於完成初步會計處理後，就Easy Time集團可識別資產及負債之賬面值，作出若干公平值調整。可識別資產及負債於收購日期之公平值已作出調整，猶如初步會計處理已由收購日期起進行。由於會計估計的是項變動，截至二零一一年十二月三十一日止年度，商譽減值撥備減少約港幣4,647,000元至港幣250,206,000元。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

19. GOODWILL (Continued)

Notes: (Continued)

- (c) The recoverable amount of the apparel and related accessories CGU is determined from value in use calculation. The key assumptions for the value in use calculation are similar to the provision of on-line shopping, advertising and media related services CGU as stated in note (a) above.

The Group prepares cash flow forecasts derived from the most recent financial budgets approved by the directors for the next five years with the residual period using the growth rate of 5%. This rate does not exceed the average long-term growth rate for the relevant markets. The rate used to discount the forecast cash flows from the Group's activities of provision of trading and retail of apparel and related accessories is 16.89%. Management believes that any reasonably possible change in the key assumptions on which the apparel and related accessories CGU's recoverable amount is based would not cause its carrying amount to exceed its recoverable amount.

20. INVESTMENTS IN SUBSIDIARIES

19. 商譽(續)

附註:(續)

- (c) 服飾及相關配件現金產生單位之可收回值乃根據使用價值而釐定。計算使用價值所使用的主要假設類似於上文附註(a)所列明之線上購物、廣告及媒體相關服務現金產生單位。

本集團擬備現金流之預測乃按照最近由董事批核之未來五年財務預算以及後繼期間之5%增長率計算。有關比率並未超逾有關市場之平均長期增長率。適用於預測本集團提供買賣服飾及相關配件之業務貼現率為16.89%。管理層相信,服飾及相關配件現金產生單位之可收回值之主要假設之任何合理可能變動將不會導致其賬面值超過其可收回值。

20. 於附屬公司之投資

		Company 本公司	
		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Unlisted investments, at cost	非上市投資,按成本值	391,060	10
Due from subsidiaries	應收附屬公司款項	207,096	140,780
Less: impairment losses	減:減值虧損	(59,607)	(46,234)
		147,489	94,546
Due to subsidiaries	應付附屬公司款項	(13,944)	(843)
Net carrying amount	賬面淨值	524,605	93,713

The amounts due from/to subsidiaries are unsecured, interest-free and have no fixed terms of repayment.

應收/應付附屬公司款項為無抵押、免息及無固定還款期。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

20. INVESTMENTS IN SUBSIDIARIES (Continued)

Particulars of the subsidiaries as at 31 December 2011 are as follows:

Name 名稱	Place of incorporation/ registration and operation 註冊成立地點/ 登記及營業地區	Issued and paid up capital 已發行及繳足股本	Percentage of ownership 擁有權百分比				Principal activities 主要業務
			2011 二零一一年		2010 二零一零年		
			Direct 直接	Indirect 間接	Direct 直接	Indirect 間接	
China Post E-Commerce Group Limited 中郵電貨集團有限公司	Hong Kong 香港	10,000 ordinary shares of HK\$1 each 每股面值港幣1元之10,000股普通股	100%	-	100%	-	Investment holding 投資控股
Easy Time	BVI	1 ordinary share of US\$1 each 每股面值1美元之1股普通股	100%	-	-	-	Investment holding 投資控股
Easy Time	英屬處女群島	1 ordinary share of US\$1 each 每股面值1美元之1股普通股					投資控股
Luxey International (Holdings) Limited (formerly known as Midas Product Solutions Limited) 普萃國際(控股)有限公司 (前稱匯達環球有限公司)	Hong Kong 香港	100 ordinary share of HK\$1 each 每股面值港幣1元之100股普通股	100%	-	100%	-	Inactive 無營業
Synergy Chain Limited	BVI	1 ordinary share of US\$1 each 每股面值1美元之1股普通股	100%	-	-	-	Investment holding 投資控股
Synergy Chain Limited	英屬處女群島	1 ordinary share of US\$1 each 每股面值1美元之1股普通股					投資控股
Active Capital Limited 倍生有限公司	Hong Kong 香港	1 ordinary share of HK\$1 each 每股面值港幣1元之1股普通股	-	51%	-	-	Not yet commenced business 尚未開始營業
Bestime (Asia Pacific) Limited 景泰(亞太)有限公司	Hong Kong 香港	100 ordinary shares of HK\$1 each 每股面值港幣1元之100股普通股	-	51%	-	-	Provision of management services 提供管理服務
Bestime (H.K.) Limited 景泰(香港)有限公司	Hong Kong 香港	10,000 ordinary shares of HK\$1 each 每股面值港幣1元之10,000股普通股	-	51%	-	-	Trading of men's apparel and provision of management services 買賣男士服裝以及提供管理服務

20. 於附屬公司之投資(續)

於二零一一年十二月三十一日附屬公司之詳情如下：

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

20. INVESTMENTS IN SUBSIDIARIES (Continued)

20. 於附屬公司之投資(續)

Name 名稱	Place of incorporation/ registration and operation 註冊成立地點/ 登記及營業地區	Issued and paid up capital 已發行及繳足股本	Percentage of ownership 擁有權百分比				Principal activities 主要業務
			2011 二零一一年		2010 二零一零年		
			Direct 直接	Indirect 間接	Direct 直接	Indirect 間接	
Charmston 傑軒	Hong Kong 香港	1,000 ordinary shares of HK\$1 each 每股面值港幣1元之 1,000股普通股	-	51%	-	-	Investment holding 投資控股
Charmston Limited 傑軒有限公司	Hong Kong 香港	1,000,000 ordinary shares of HK\$1 each 每股面值港幣1元之 1,000,000股普通股	-	51%	-	-	Provision of management services 提供管理服務
Charmston Apparel Limited Charmston Apparel Limited	Hong Kong 香港	10,000 ordinary shares of HK\$1 each 每股面值港幣1元之 10,000股普通股	-	48%	-	-	Retailing of men's apparel 男士服裝零售
Charmston Apparel Marketing Limited Charmston Apparel Marketing Limited	Hong Kong 香港	10,000 ordinary shares of HK\$1 each 每股面值港幣1元之 10,000股普通股	-	51%	-	-	Provision of management services 提供管理服務
Eternal International Creation Limited 永恒國際創建有限公司	Hong Kong 香港	1 ordinary share of HK\$1 each 每股面值港幣1元之 1股普通股	-	51%	-	-	Not yet commenced business 尚未開始營業
Expert Concept Limited 傑思有限公司	Hong Kong 香港	100 ordinary shares of HK\$1 each 每股面值港幣1元之 100股普通股	-	51%	-	-	Retailing of men's apparel 男士服裝零售
HD Production Limited 高清廣播製作有限公司	Hong Kong 香港	100 ordinary shares of HK\$1 each 每股面值港幣1元之 100股普通股	-	27%	-	27%	Inactive 無營業
iKanTV 愛看電視	BVI 英屬處女群島	100 ordinary shares of US\$1 each 每股面值1美元之 100股普通股	-	53%	-	53%	Investment holding and provision of on-line shopping, advertising and media related services 投資控股及提供線上購物及廣告 及媒體相關服務

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

20. INVESTMENTS IN SUBSIDIARIES (Continued)

20. 於附屬公司之投資 (續)

Name 名稱	Place of incorporation/ registration and operation 註冊成立地點/ 登記及營業地區	Issued and paid up capital 已發行及繳足股本	Percentage of ownership 擁有權百分比				Principal activities 主要業務
			2011 二零一一年		2010 二零一零年		
			Direct 直接	Indirect 間接	Direct 直接	Indirect 間接	
Mainline Limited 萬偉有限公司	Hong Kong 香港	100 ordinary shares of HK\$1 each 每股面值港幣1元之 100股普通股	-	51%	-	-	Retailing of men's apparel 男士服裝零售
More Chance Limited 多浩有限公司	Hong Kong 香港	1 ordinary share of HK\$1 each 每股面值港幣1元之 1股普通股	-	51%	-	-	Not yet commenced business 尚未開始營業
New Onward Limited 承新有限公司	Hong Kong 香港	1 ordinary share of HK\$1 each 每股面值港幣1元之 1股普通股	-	51%	-	-	Not yet commenced business 尚未開始營業
On Bright Limited 輝常有限公司	Hong Kong 香港	1 ordinary share of HK\$1 each 每股面值港幣1元之 1股普通股	-	51%	-	-	Retailing of apparel 服裝零售
On Well Limited 延佳有限公司	Hong Kong 香港	1 ordinary share of HK\$1 each 每股面值港幣1元之 1股普通股	-	51%	-	-	Retailing of apparel 服裝零售
Ratio Knitting Factory Limited 利都織造廠有限公司	Hong Kong 香港	500,000 ordinary shares of HK\$1 each 每股面值港幣1元之 500,000股普通股	-	99%	-	-	Investment holding and manufacturing and trading of high-end swimwear and related garment products 投資控股及生產及買賣高端泳裝 以及相關服裝產品
Shining Team Limited 揚嘉有限公司	Hong Kong 香港	1 ordinary share of HK\$1 each 每股面值港幣1元之 1股普通股	-	51%	-	-	Not yet commenced business 尚未開始營業
Top Achiever Investments Limited ("Top Achiever") Top Achiever Investments Limited ("Top Achiever")	BVI 英屬處女群島	100 ordinary shares of US\$1 each 每股面值1美元之 100股普通股	-	51%	-	-	Not yet commenced business 尚未開始營業
Top-Alitalia (Int'l) Limited 意上(國際)有限公司	Hong Kong 香港	100 ordinary shares of HK\$1 each 每股面值港幣1元之 100股普通股	-	51%	-	-	Retailing of men's apparel 男士服裝零售

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

20. INVESTMENTS IN SUBSIDIARIES (Continued)

20. 於附屬公司之投資(續)

Name 名稱	Place of incorporation/ registration and operation 註冊成立地點/ 登記及營業地區	Issued and paid up capital 已發行及繳足股本	Percentage of ownership 擁有權百分比				Principal activities 主要業務
			2011 二零一一年		2010 二零一零年		
			Direct 直接	Indirect 間接	Direct 直接	Indirect 間接	
Yofiel International Group Limited 柔妃國際集團有限公司	Hong Kong 香港	10,000 ordinary shares of HK\$1 each 每股面值港幣1元之 10,000股普通股	-	99%	-	-	Trading of swimwear 買賣泳裝
Global Post E-Commerce Trading Limited ("Global Post") 環郵電實貿易(深圳)有限公司 (「環郵」)	PRC 中國	Registered capital of RMB4,000,000/ paid up capital of RMB4,000,000 註冊資本人民幣 4,000,000元/已繳足 股本人民幣4,000,000元	-	100%	-	100%	Provision of on-line shopping services 提供線上購物服務
江門市雙苑針織製衣有限公司 (「江門市雙苑」)	PRC	Registered capital of HK\$9,500,000/ paid up capital of HK\$8,100,000 註冊資本港幣 9,500,000元/已繳足 股本港幣8,100,000元	-	99%	-	-	Inactive 無營業
東莞利生製衣有限公司 (「東莞利生」)	PRC	Registered capital of HK\$8,000,000/paid up capital of HK\$3,296,640 註冊資本港幣 8,000,000元/已繳足 股本港幣3,296,640元	-	99%	-	-	Not yet commenced business 尚未開始營業

* The English name of this company represents management's best efforts in translating the Chinese name of this company as no English name has been registered.

* 由於此公司並無已註冊英文名稱，故此公司之英文名稱為管理層盡最大努力自其中文名稱翻譯而來。

Global Post, 江門市雙苑 and 東莞利生 are wholly-owned foreign enterprises established in the PRC.

環郵、江門市雙苑及東莞利生乃於中國成立之外商獨資企業。

The above list contains the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group.

上面列表載列主要影響本集團業績、資產或負債之附屬公司詳情。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

21. AVAILABLE-FOR-SALE FINANCIAL ASSETS

21. 可供出售金融資產

		Group 本集團	
		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Unlisted equity securities, at cost	非上市股本證券·按成本值	43,325	43,325
Less: impairment losses	減: 減值虧損	(43,325)	(43,325)
		—	—

Unlisted equity securities were carried at cost less impairment as they do not have a quoted market price in an active market and whose fair value cannot be reliably measured.

In the absence of quoted market price in an active market, the directors determine whether the Group's investments in unlisted equity securities are impaired by considering information from a variety of sources, including the latest management financial information and the performance of the investee company. Due to the changes in market condition of the business of the investee company, an impairment of approximately HK\$43,325,000 was made against the available-for-sale financial assets during the year ended 31 December 2010.

因此等股本證券並無於活躍市場有任何市場報價，而其公平值亦不能可靠地計量，非上市股本證券以成本減減值列賬。

因缺少活躍市場之市場報價，董事考慮自各種渠道獲取之資料後，包括最近期頒佈之財務資料及投資公司之表現等，釐定本集團於非上市股本證券之投資有否減值。由於投資者公司之業務之市場情況改變，截至二零一零年十二月三十一日止年度，約港幣43,325,000元之減值用以抵銷可供出售金融資產。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

22. INVENTORIES

22. 存貨

		Group 本集團	
		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Raw materials	原材料	7,167	5,268
Work in progress	半製成品	11,474	3,288
Finished goods	製成品	7,273	9,475
Merchandises	外購商品	51,282	—
		77,196	18,031

23. TRADE AND OTHER RECEIVABLES

23. 應收貿易及其他賬款

		Group 本集團		Company 本公司	
		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元	2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Trade and bills receivables	應收貿易賬款及票據	23,830	31,677	—	—
Prepayments, deposits and other receivables	預付款、按金及其他應收款項	32,189	55,991	350	6,037
		56,019	87,668	350	6,037

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

23. TRADE AND OTHER RECEIVABLES (Continued)

As at 31 December 2010, trade and bills receivables included an amount due from a related company, China Outdoor Media Group Limited, of approximately HK\$377,000. A director, Mr. Lau Chi Yuen, Joseph, had significant influence over the related company and was a director and a substantial shareholder of the related company.

The Group normally allows credit terms to customers except for retail customers ranging from 30 to 75 days. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the directors.

The ageing analysis of trade and bills receivables, based on the invoice date, and net of allowance, is as follows:

Current to 30 days	現時至30天
31 – 90 days	31天至90天
91 – 180 days	91天至180天
Over 180 days	超過180天

As at 31 December 2011, an allowance was made for estimated irrecoverable trade and bills receivables of approximately HK\$1,000 (2010: HK\$4,381,000).

23. 應收貿易及其他賬款 (續)

於二零一零年十二月三十一日，應收貿易賬款及票據包括向關連公司中國戶外媒體集團有限公司之應收款項約港幣377,000元。董事劉智遠先生對關連公司具有重大影響力，並且亦為關連公司之董事及主要股東。

正常情形下，本集團允許客戶之信貸期介乎30至75天，惟零售客戶除外。本集團致力於維持嚴格控制未償還應收款項。董事定期審閱逾期結餘。

按發票日期計之應收貿易賬款及票據扣除撥備之賬齡分析如下：

		Group 本集團	
		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
		14,084	16,419
		6,066	10,318
		2,266	2,888
		1,414	2,052
		23,830	31,677

於二零一一年十二月三十一日，為估計不可收回之應收貿易賬款及票據而設之撥備約為港幣1,000元（二零一零年：港幣4,381,000元）。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

23. TRADE AND OTHER RECEIVABLES (Continued)

Reconciliation of allowance for trade and bills receivables:

At 1 January	於一月一日
Allowance for the year	年內撥備
Disposal of subsidiaries	出售附屬公司
Exchange differences	匯兌差額
At 31 December	於十二月三十一日

As of 31 December 2011, trade and bills receivables of approximately HK\$5,060,000 (2010: HK\$15,898,000) were past due but not impaired. These relate to a number of independent customers for whom there is no recent history of default. The ageing analysis of these trade and bills receivables is as follows:

Up to 90 days	90天以內
91 – 180 days	91天至180天
Over 180 days	超過180天

23. 應收貿易及其他賬款(續)

應收貿易賬款及票據撥備對賬:

		Group 本集團	
		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
		4,381	–
		–	4,262
		(4,567)	–
		187	119
		<u>1</u>	<u>4,381</u>

於二零一一年十二月三十一日，應收貿易賬款及票據約為港幣5,060,000元(二零一零年：港幣15,898,000元)已逾期但並無減值。此等款項與若干近期並無拖欠記錄之客戶有關。此等應收貿易賬款及票據之賬齡分析如下：

		Group 本集團	
		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
		1,380	11,125
		2,266	2,887
		1,414	1,886
		<u>5,060</u>	<u>15,898</u>

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

23. TRADE AND OTHER RECEIVABLES (Continued)

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

Hong Kong dollars	港元
United States dollars	美元
Macau Pataca	澳門元
RMB	人民幣
Total	總額

23. 應收貿易及其他賬款 (續)

本集團之應收貿易賬款及票據以下列貨幣為單位：

2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
13,262	557
9,639	—
921	—
8	31,120
23,830	31,677

24. PLEDGED BANK DEPOSITS AND BANK AND CASH BALANCES

The Group's pledged bank deposits represented deposits pledged to a bank to secure banking facilities granted to the Group. The deposits are denominated in Hong Kong dollars and arranged at fixed interest rates range from 0.19% to 0.20% p.a. and therefore are subject to fair value interest rate risk.

As at 31 December 2011, the bank and cash balances of the Group denominated in RMB amounted to approximately HK\$1,636,000 (2010: HK\$303,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

24. 已抵押銀行存款及銀行及現金結存

本集團已抵押銀行存款為已抵押予銀行之存款，以取得銀行給予本集團信貸。該等存款乃以港幣為單位且按0.19%至0.20%之固定年利率計算，該等存款因此存在公平值利率風。

於二零一一年十二月三十一日，本集團以人民幣為單位之銀行及現金結存約為港幣1,636,000元（二零一零年：港幣303,000元）。兌換人民幣須受限於中國之外匯管理條例及結匯、售匯及付匯管理規定。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

25. TRADE AND OTHER PAYABLES

Trade payables	應付貿易賬款
Due to a director	應付一名董事
Due to an ex-director	應付一名前董事
Due to a substantial shareholder	應付一名主要股東
Other payables	其他應付賬款

		Group 本集團		Company 本公司	
		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元	2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
		22,109	4,023	-	-
		3,000	-	3,000	-
		-	3,936	-	6,076
		4,495	-	4,000	-
		41,771	12,154	13,761	13,122
		71,375	20,113	20,761	19,198

The amounts due to a director, an ex-director and a substantial shareholder are unsecured, interest-free and have no fixed terms of repayment.

The ageing analysis of trade payables, based on the date of receipt of goods, is as follows:

Current to 30 days	現時至30天
31 – 90 days	31天至90天
91 – 180 days	91天至180天
Over 180 days	超過180天

25. 應付貿易及其他賬款

應付一名董事、一名前董事及一名主要股東之賬款為無抵押、免息及無固定還款期。

按收貨日期之應付貿易賬款賬齡分析如下：

		Group 本集團	
		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
		7,295	1,748
		10,758	229
		3,868	170
		188	1,876
		22,109	4,023

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

25. TRADE AND OTHER PAYABLES (Continued)

The carrying amounts of the Group's trade payables are denominated in the following currencies:

Hong Kong dollars	港元
United States dollars	美元
Euro	歐元
RMB	人民幣
Total	總額

25. 應付貿易及其他賬款(續)

本集團之應付貿易賬款以下列貨幣為單位：

2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
18,160	155
872	—
5	—
<u>3,072</u>	<u>3,868</u>
<u>22,109</u>	<u>4,023</u>

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

26. PROMISSORY NOTES

26. 承付票據

		Group and Company 本集團及本公司	
		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
At 1 January	於一月一日	12,400	12,400
Fair value of promissory notes issued upon acquisition of Easy Time (note 35(a))	於收購Easy Time後發行承付票據之公平值(附註35(a))	38,565	—
Interest charged	收取利息	1,547	—
At 31 December	於十二月三十一日	52,512	12,400
Classified as:	分類為:		
Non-current (note (a))	非流動(附註(a))	40,112	—
Current (note (b))	流動(附註(b))	12,400	12,400
		52,512	12,400

Notes:

- (a) Non-current promissory notes with principal amount of HK\$50,000,000 shall be repayable in one lump sum on the fifth anniversary of the date of the issue of the promissory notes at no interest. These promissory notes are stated initially at their fair value and subsequently measured at amortised cost using the effective interest method. The effective interest rate is 5.325%.
- (b) Promissory notes due for settlement within 12 months as at 31 December 2011 and 2010 are unsecured and denominated in Hong Kong dollars. These promissory notes are arranged at fixed interest rate of 2% (2010: 2%) p.a. and expose the Group to fair value interest rate risk.

附註:

- (a) 本金額為港幣50,000,000元之非流動承付票據須於承付票據發行日期之第五週年不計息一次性償還。該等承付票據初步按公平值列賬，其後則以實際利率法按攤銷成本計算。實際利率為5.325%。
- (b) 承付票據於二零一一年及二零一零年十二月三十一日起十二個月內到期清付，及為無抵押，以港幣為單位。該等承付票據之固定年利率為2%（二零一零年：2%）而本集團須承擔公平值利率風險。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

27. CONVERTIBLE BONDS

The convertible bonds in principal amount of HK\$12,500,000 were issued on 30 June 2011 as part of the consideration for the acquisition of Charmston. The bonds are convertible into ordinary shares of the Company at any time commencing from three days after the date of issue up to their settlement date. The bonds were convertible into a maximum of 44,964,028 ordinary shares of the Company at HK\$0.278 per share.

If the bonds have not been converted, they will be redeemed at par on 29 June 2012 at no interest.

The fair value of the convertible bonds has been split between the liability component and an equity component, as follows:

27. 可換股債券

於二零一一年六月三十日發行本金額為港幣12,500,000元之可換股債券作為收購傑軒之部份代價。債券可於債券發行日期起三天後至結算日期期間任何時間轉換為本公司普通股。債券按每股港幣0.278元轉換為最多44,964,028股本公司普通股。

倘債券未進行轉換，其將於二零一二年六月二十九日按面值不計息贖回。

可換股票據之公平值按負債部份及權益部份細分如下：

		Group and Company 本集團及本公司	
		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Fair value of convertible bonds issued upon acquisition of Charmston (note 35(b))	於收購傑軒時發行之可換股債券之公平值 (附註35(b))	13,238	—
Equity component	權益部份	(1,190)	—
Liability component at date of issue	於發行日期之負債部份	12,048	—
Interest charged	收取利息	228	—
Liability component at 31 December	於十二月三十一日之負債部份	12,276	—

The interest charged for the year is calculated by applying an effective interest rate of 3.75% to the liability component for the 12-month period since the bonds were issued.

年內收取利息採用自發行債券其十二月期間負債部份實際利率3.75厘計算。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

28. BANK AND OTHER LOANS

28. 銀行及其他貸款

		Group 本集團	
		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Secured bank loans	有抵押銀行貸款	7,607	—
Trust receipt loans	信託收據貸款	22,288	—
Other loan	其他貸款	15,000	—
		44,895	—

The bank and other loans are repayable as follows:

銀行及其他貸款的還款期如下：

		Group 本集團	
		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Term loans subject to a repayment on demand clause	受限於須按要求還款條款的定期貸款	7,607	—
On demand or within one year	按要求或於一年內	37,288	—
		44,895	—

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

28. BANK AND OTHER LOANS (Continued)

The carrying amounts of the Group's bank and other loans at 31 December 2011 are denominated in the following currencies:

		Hong Kong dollars 港幣 HK\$'000 港幣千元	United States dollars 美元 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
Bank loans	銀行貸款	7,607	–	7,607
Trust receipt loans	信託收據貸款	22,027	261	22,288
Other loan	其他貸款	15,000	–	15,000
		<u>44,634</u>	<u>261</u>	<u>44,895</u>

The other loan is unsecured, interest bearing at the prevailing Hong Kong dollar prime rate of The Hongkong and Shanghai Corporation Limited and has no fixed terms of repayment.

The interest rates at 31 December are as follows:

		2011 二零一一年	2010 二零一零年
Bank loans	銀行貸款	4.75% to 6.75% p.a. 每年4.75%至 6.75%	N/A不適用
Trust receipt loans	信託收據貸款	3.75% to 6.75% p.a. 每年3.75%至 6.75%	N/A不適用
Other loan	其他貸款	5% p.a. 每年5%	N/A不適用

28. 銀行及其他貸款 (續)

本集團銀行及其他貸款於二零一一年十二月三十一日之賬面值以下列貨幣計值：

其他貸款為無抵押、按香港上海滙豐銀行有限公司所報之現行港幣最優惠利率計算利息且無固定償還期限。

於十二月三十一日之利率如下：

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

28. BANK AND OTHER LOANS (Continued)

All bank and other loans are arranged at floating rates, thus exposing the Group to cash flow interest rate risk.

At 31 December 2011, the Group's banking facilities were secured by:

- (a) charges over time deposits of the Group;
- (b) certain land and buildings held by a company owned by a director of certain non-wholly owned subsidiaries;
- (c) personal guarantees executed by directors of certain non-wholly owned subsidiaries;
- (d) corporate guarantees executed by certain subsidiaries and a company beneficially owned by a director of certain non-wholly owned subsidiaries; and
- (e) guarantees executed by the Hong Kong Special Administrative Region Government.

At 31 December 2011, the Group had undrawn borrowing facilities of approximately HK\$12,511,000.

28. 銀行及其他貸款(續)

所有銀行及其他貸款以浮動利率安排，本公司因而承受現金流量的利率風險。

於二零一一年十二月三十一日，本集團銀行信貸由下列各項作抵押：

- (a) 本集團定期存款費用；
- (b) 若干非全資附屬公司的一位董事擁有的公司持有的若干土地及樓宇；
- (c) 若干非全資附屬公司董事作出的個人擔保；
- (d) 若干附屬公司及若干非全資附屬公司的一位董事實質擁有的公司作出的公司擔保；及
- (e) 香港特別行政政府作出的擔保。

於二零一一年十二月三十一日，本集團未動用借貸約港幣12,511,000元。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

29. FINANCE LEASE PAYABLES

29. 融資租賃應付款項

		Group 本集團	
		Minimum lease payments 最低租賃付款	Present value of minimum lease payments 最低租賃付款現值
		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Within one year	一年以內	80	–
In the second to fifth years, inclusive	第二至五年 (包括首尾兩年)	206	–
		286	–
Less: Future finance charges	減：未來融資費用	(31)	–
Present value of lease obligations	租賃付款現值	255	–
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：十二個月內應付數額 (列於流動負債項下)		(65)
Amount due for settlement after 12 months	十二個月後應付數額		190

It is the Group's policy to lease its motor vehicle under finance leases. The lease term is five years. At 31 December 2011, the effective borrowing rate was 3.50%. Interest rate is fixed at the contract date and thus exposes the Group to fair value interest rate risk. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments. At the end of the lease term, the Group has the option to purchase the motor vehicle at a nominal price.

本集團政策乃租賃其融資租賃下的汽車。租賃期限為五年。於二零一一年十二月三十一日，有效借貸利率為3.50%。利率於合約日期確定，本集團因而承受公平值利率風險。所有租賃按固定償還基準作出，並無訂立或然租金付款安排。於租賃期末，本集團有權按面值購買汽車。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

29. FINANCE LEASE PAYABLES (Continued)

All finance lease payables are denominated in Hong Kong dollars.

The Group's finance lease payables are secured by the lessor's title to the leased asset.

29. 融資租賃應付款項(續)

所有融資租賃應付款項均以港幣計值。

本集團融資租賃應付款項以出租人對租賃資產的所有權作出抵押。

30. EMPLOYEE BENEFIT OBLIGATIONS

30. 僱員福利責任

		Group and Company 本集團及本公司		
		Provision for long service payments (note (a))	PRC employee severance compensation (note (b))	Total
		長期服務金撥備 (附註(a))	中國僱員 離職補償 (附註(b))	總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
At 1 January 2010, 31 December 2010 and 1 January 2011	於二零一零年一月一日、 二零一零年十二月三十一日及 二零一一年一月一日	-	-	-
Acquisition of Easy Time (note 35(a))	收購Easy Time (附註35(a))	472	4,100	4,572
Acquisition of Charmston (note 35(b))	收購傑軒(附註35(b))	139	-	139
Addition/(reversal) of provisions	撥備增加/(撥回)	343	(169)	174
At 31 December 2011	於二零一一年十二月三十一日	954	3,931	4,885

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

30. EMPLOYEE BENEFIT OBLIGATIONS (Continued)

Notes:

(a) Provision for long service payments

Under the Hong Kong Employment Ordinance, the Group is obliged to make lump sum payments on cessation of employment in certain circumstances to certain employees who have completed at least five years of services with the Group. The amount payable is dependent on the employees' final salary and years of services, and is reduced by entitlements accrued under the Group's retirement plan that are attributable to contributions made by the Group. The Group does not set aside any assets to fund any remaining obligations.

(b) PRC employee severance compensation

Pursuant to the new PRC Labour Contract Law which became effective on 1 January 2008, the Group is required to pay the severance compensation to its employees if the employment contract expires and is not renewed unless the Group has offered the employment contract on the same terms and conditions but the offer is rejected by the employee.

Under the Labour Contract Law, the severance compensation is calculated based on one month's salary for each year of employment completed by the employee and is capped at 12 months' salary or 12 times 300% of the average monthly salary of the previous year at the place where the employer is located, whichever is lower. At the end of each reporting period, the Group has made the provision for severance compensation for the existing employees in the PRC.

30. 僱員福利責任 (續)

附註：

(a) 長期服務金撥備

根據香港僱傭條例，本集團須於若干情況下在本集團服務最少五年之若干僱員離職時向其支付整筆款項。應付款項取決於僱員之最後一筆薪金及服務年期，並減去根據本集團之退休計劃累計之權利（即本集團作出之供款）。本集團並無留存任何資產以支付任何尚餘債務。

(b) 中國僱員離職補償

根據自二零零八年一月一日起生效之新中國勞動合同法，倘僱傭合同屆滿且並無獲重續，則本集團須向其僱員支付離職補償，惟本集團已按相同條款及條件提供僱傭合同而僱員予以拒絕則除外。

根據勞動合同法，離職補償乃根據僱員每完成一年僱傭獲一個月薪金計算，而上限為12個月薪金或僱主所在地去年月平均薪金300%之12倍（以較低者為準）。於各報告期末，本集團已就中國現有僱員之離職補償作出撥備。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

31. DEFERRED TAX LIABILITIES

The following is the major deferred tax liabilities recognised by the Group:

		Revaluation of plant and machinery 廠房及 機器重估 HK\$'000 港幣千元
At 1 January 2010	於二零一零年一月一日	15,147
Credit to other comprehensive income for the year	於年內其他全面收益列支	(8,026)
Credit to profit or loss for the year (note 10)	於年內損益列支(附註10)	(252)
At 31 December 2010 and 1 January 2011	於二零一零年十二月三十一日及 二零一一年一月一日	6,869
Acquisition of Easy Time (note 35(a))	收購Easy time(附註35(a))	280
Disposal of subsidiaries (note 36)	出售附屬公司(附註36)	(3,601)
Charge to other comprehensive income for the year	於年內其他全面收益扣除	1
Credit to profit or loss for the year (note 10)	於年內損益列支(附註10)	(3,324)
At 31 December 2011	於二零一一年十二月三十一日	225

At the end of the reporting period, the Group has unused tax losses of approximately HK\$28,497,000 (2010: HK\$13,588,000) available for offset against future profits and are subject to the approval of the respective tax authorities. No deferred tax asset has been recognised due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of approximately HK\$2,436,000 and HK\$5,501,000 that will expire in 2015 and 2016 respectively. Other tax losses may be carried forward indefinitely.

Temporary differences arising in connection with interests in subsidiaries are insignificant.

31. 遞延稅項負債

由本集團確認之主要遞延稅項負債：

		Revaluation of plant and machinery 廠房及 機器重估 HK\$'000 港幣千元
At 1 January 2010	於二零一零年一月一日	15,147
Credit to other comprehensive income for the year	於年內其他全面收益列支	(8,026)
Credit to profit or loss for the year (note 10)	於年內損益列支(附註10)	(252)
At 31 December 2010 and 1 January 2011	於二零一零年十二月三十一日及 二零一一年一月一日	6,869
Acquisition of Easy Time (note 35(a))	收購Easy time(附註35(a))	280
Disposal of subsidiaries (note 36)	出售附屬公司(附註36)	(3,601)
Charge to other comprehensive income for the year	於年內其他全面收益扣除	1
Credit to profit or loss for the year (note 10)	於年內損益列支(附註10)	(3,324)
At 31 December 2011	於二零一一年十二月三十一日	225

於報告期末，本集團之未用及可供抵銷未來溢利之稅項虧損約為港幣28,497,000元(二零一零年：港幣13,588,000元)，但須得到相關稅務機關批准，由於無法預計之未來溢利流，並無遞延稅項資產獲確認。未確認稅項虧損包括分別於二零一五年及二零一六年到期之約港幣2,436,000元及港幣5,501,000元之虧損。其他稅項虧損或無限定期結轉。

因持有附屬公司而產生之臨時差額均不重要。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

32. SHARE CAPITAL

32. 股本

Group and Company 本集團及本公司

		2011 二零一一年 <i>HK\$'000</i> 港幣千元	2010 二零一零年 <i>HK\$'000</i> 港幣千元
Authorised:	法定：		
14,000,000,000 (2010: 10,000,000,000) ordinary shares of HK\$0.05 (2010: HK\$0.05) each (note (a))	14,000,000,000股(二零一零年：10,000,000,000股)每股面值港幣0.05元(二零一零年：港幣0.05元)之普通股(附註(a))	700,000	500,000
2,000,000,000 (2010: Nil) convertible non-voting preference shares of HK\$0.15 (2010: Nil) each (note (a))	2,000,000,000股(二零一零年：無)每股面值港幣0.15元(二零一零年：無)之可換股無投票權優先股(附註(a))	300,000	—
		1,000,000	500,000

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

32. SHARE CAPITAL (Continued)

32. 股本(續)

		Group and Company 本集團及本公司	
		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Issued and fully paid:	已發行及繳足:		
3,097,093,296 (2010: 2,038,055,819) ordinary shares of HK\$0.05 (2010: HK\$0.05) each	3,097,093,296股(二零一零年: 2,038,055,819股)每股 面值港幣0.05元(二零一零年: 港幣0.05元)之普通股	154,854	101,903
1,303,333,333 (2010: Nil) convertible non-voting preference shares of HK\$0.15 (2010: Nil) each	1,303,333,333股(二零一零年: 無)每股面值港幣0.15元 (二零一零年:無)之 可換股無投票權優先股	195,500	—
		350,354	101,903

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

32. SHARE CAPITAL (Continued)

A summary of the movements in the issued share capital of the Company during the years ended 31 December 2010 and 2011 is as follows:

32. 股本 (續)

本公司截至二零一零年及二零一一年十二月三十一日止年度已發行股本之變動概要如下：

		Note	Number of ordinary shares of HK\$0.05 each 每股面值 港幣0.05元之 普通股數目 '000 千股	Number of convertible non- voting preference shares of HK\$0.15 each 每股面值 港幣0.15元之 可換股無投票權 優先股數目 '000 千股	Par value 面值 HK\$'000 港幣千元
At 1 January 2010	於二零一零年一月一日		1,858,056	–	92,903
Placement of new shares	配售新股份	(b)	180,000	–	9,000
At 31 December 2010 and 1 January 2011	於二零一零年十二月三十一日 及二零一一年一月一日		2,038,056	–	101,903
Issue of shares for acquisition of Easy Time	就收購Easy Time而發行股份	(c)	533,333	1,733,333	286,666
Issue of shares for acquisition of Charmston	就收購傑軒而發行股份	(d)	53,957	–	2,698
Issue of commencement fee shares	發行啟動費用股份	(e)	11,236	–	562
Issue of new shares	發行新股份	(e)	30,511	–	1,525
Conversion of convertible non-voting preference shares	兌換可換股無投票權 優先股	(f)	430,000	(430,000)	(43,000)
			<u>3,097,093</u>	<u>1,303,333</u>	<u>350,354</u>

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

32. SHARE CAPITAL (Continued)

Notes:

- (a) Pursuant to an extraordinary general meeting held on 28 March 2011, the Company increased its authorised share capital by HK\$500,000,000, by the creation of 4,000,000,000 additional ordinary shares of HK\$0.05 each and 2,000,000,000 convertible non-voting preference shares of HK\$0.15 each. Each convertible non-voting preference share is convertible into one ordinary share of HK\$0.05 each of the Company.
- (b) On 7 October 2010, JL Investments Capital Limited, a substantial shareholder of the Company, placed 180,000,000 ordinary shares of HK\$0.05 each in the Company to an independent third party at a price of HK\$0.20 each. JL Investments Capital Limited then subscribed for a total 180,000,000 new shares of HK\$0.05 each in the Company at HK\$0.20 per share. The subscription was completed on 21 October 2010. The net proceed of approximately HK\$36,000,000 was used as general working capital of the Group. The shares rank pari passu in all respects with the ordinary shares of the Company in issue on the date of allotment.
- (c) On 31 March 2011, 1,733,333,333 new convertible non-voting preference shares of HK\$0.15 each were issued as part of the consideration for the acquisition of the entire issued share capital of Easy Time. The fair value of the convertible non-voting preference shares, at the date of issue, was approximately HK\$485,333,000. An amount of approximately HK\$225,333,000 was credited to the share premium account.

On 28 December 2011, 533,333,333 new ordinary shares of HK\$0.05 each were issued as part of the consideration for the acquisition of the entire issued share capital of Easy Time. The fair value of those 533,333,333 ordinary shares issued was determined by reference to the published share price of HK\$0.280 at the date of acquisition of Easy Time.

32. 股本(續)

附註:

- (a) 根據於二零一一年三月二十八日舉行之股東特別大會，本公司透過增設4,000,000,000股每股面值港幣0.05元之額外普通股，以及2,000,000,000股每股面值港幣0.15元之可換股無投票權優先股，令法定股本增加港幣500,000,000元。每股可換股無投票權優先股可轉換成本公司每股面值港幣0.05元之一股普通股。
- (b) 於二零一零年十月七日，本公司主要股東JL Investments Capital Limited按每股港幣0.20元之配售價向獨立第三方出售本公司180,000,000股每股面值港幣0.05元普通股股份。JL Investments Capital Limited繼而以每股港幣0.20元認購本公司總數180,000,000股每股面值港幣0.05元之新股份。認購事項已於二零一零年十月二十一日完成。所得款項淨值約港幣36,000,000元用作本集團一般營運資金。此等股份與本公司於配發日期發行之普通股於各方面享有同等權益。
- (c) 於二零一一年三月三十一日，本公司發行1,733,333,333股每股面值港幣0.15元之新可換股無投票權優先股，作為收購Easy Time全部已發行股本之部分代價。於發行日期，可換股無投票權優先股之公平值約為港幣485,333,000元。約港幣225,333,000元已計入股份溢價賬。

於二零一一年十二月二十八日，本公司發行533,333,333股每股面值港幣0.05元之新普通股，作為收購Easy Time全部已發行股本之部分代價。該等533,333,333股已發行之普通股公平值乃參考收購Easy Time當日已公佈之股價港幣0.280元而釐定。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

32. SHARE CAPITAL (Continued)

Notes: (Continued)

- (d) On 30 June 2011, 53,956,835 new ordinary shares of HK\$0.05 each were issued as part of the consideration for the acquisition of a 51% equity interest in Charmston. The fair value of those 53,956,835 ordinary shares issued was determined by reference to the published share price of HK\$0.212 at the date of acquisition of Charmston.
- (e) On 17 May 2011, the Company and SpringTree Special Opportunities Fund, LP (the "Investor") entered into a share subscription agreement (the "Subscription Agreement") in relation to the subscription of the shares in the Company up to a total amount of HK\$165,000,000.

Pursuant to the Subscription Agreement, the Company paid the Investor a non-refundable commencement fee in the amount of 1.3% of the aggregate amount of the investment under the Subscription Agreement, to be satisfied by way of issuance of 11,236,249 ordinary shares credited as fully paid to the Investor on 10 August 2011.

On 11 August 2011, the Investor subscribe for 30,511,060 new ordinary shares of HK\$0.05 each. The subscription was completed on 8 September 2011. The net proceed of approximately HK\$4,000,000 was used as general working capital of the Group. The shares rank pari passu in all respects with the ordinary shares of the Company in issue on the date of allotment.

The Company also granted to the Investor 20,000,000 options to purchase shares in the Company at HK\$0.293 per share. Each option shall be exercisable at any time after the time of its grant and prior to the date that is 36 calendar months after the payment of the first tranche of shares issued in relation to the Subscription Agreement, after which time it will lapse.

The Subscription Agreement was terminated on 22 September 2011.

32. 股本 (續)

附註：(續)

- (d) 於二零一一年六月三十日，本公司發行 53,956,835 股每股面值港幣 0.05 元之新普通股，作為收購傑軒 51% 股權之部分代價。該等 53,956,835 股已發行普通股之公平值乃參考收購傑軒當日已公佈之股價港幣 0.212 元而釐定。
- (e) 於二零一一年五月十七日，本公司與 SpringTree Special Opportunities Fund, LP (「投資者」) 就認購本公司合共最多港幣 165,000,000 元之股份訂立股份認購協議 (「認購協議」)。

根據認購協議，本公司向投資者支付一筆不可退還之啟動費用，金額為認購協議項下之投資總額之 1.3%，將透過向投資者發行於二零一一年八月十日入賬列為繳足之 11,236,249 股普通股之方式予以支付。

於二零一一年八月十一日，投資者認購 30,511,060 股每股面值港幣 0.05 元之新普通股。認購事項已於二零一一年九月八日完成。所得款項淨額約港幣 4,000,000 元已用作本集團之一般營運資金。該等股份與本公司於配發日期之已發行普通股於各方面享有同等地位。

本公司亦向投資者授予 20,000,000 份購股權按每股港幣 0.293 元購買本公司股份。每份購股權將於其授出後及於支付就認購協議發行之首批股份後 36 個曆月之日期前任何時間可予行使，其後將告失效。

認購協議已於二零一一年九月二十二日終止。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

32. SHARE CAPITAL (Continued)

Notes: (Continued)

- (f) On 18 April 2011 and 5 September 2011, 380,000,000 and 50,000,000 ordinary shares of HK\$0.05 each were issued as a result of the conversion of 380,000,000 and 50,000,000 convertible non-voting preference shares respectively.

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

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

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

32. 股本(續)

附註:(續)

- (f) 於二零一一年四月十八日及二零一一年九月五日, 380,000,000股及50,000,000股每股港幣0.05元之普通股因分別兌換380,000,000股及50,000,000股可換股無投票權優先股而發行。

本集團管理資本之目的為保障本集團持續經營之能力, 以為股東提供回報及為其他權益持有人提供利益, 並維持最佳資本架構以減低資本成本。

為維持或調整資本架構, 本集團可透過調整已付予股東之股息金額、退還資本予股東、發行新股份或出售資產以減少債務。

與業內其他公司一致, 本集團按資產負債比率監察資本。比率以債務淨額除以權益總額計算。債務淨額以負債總額(包括綜合財務狀況表所示之流動及非流動負債)減現金及現金等值項目計算。權益總額指綜合財務狀況表所示之權益。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

32. SHARE CAPITAL (Continued)

The gearing ratios at 31 December 2011 and 2010 are as follows:

Total debt	債務總額
Less: cash and cash equivalents	減：現金及現金等值項目
Net debt	債務淨額
Total equity	權益總額
Gearing ratio	資產負債比率

The increase in gearing ratio during the year ended 31 December 2011 resulted primarily from the increase of promissory notes, convertible bonds and bank and other loans.

The Group is not subject to any externally imposed capital requirements.

32. 股本 (續)

於二零一一年及二零一零年十二月三十一日之資產負債比率如下：

2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
195,356	64,261
(78,516)	(40,603)
116,840	23,658
520,696	198,333
22%	12%

資產負債比率於截至二零一一年十二月三十一日止年度增加主要由承付票據、可換股債券以及銀行及其他貸款的增加所致。

本集團並不受限於任何外部施加的資本要求。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

33. RESERVES

(a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of comprehensive income and consolidated statement of changes in equity.

(b) Company

33. 儲備

(a) 本集團

本集團之儲備及其變動金額已於綜合全面收益表及股東權益變動綜合報表呈列。

(b) 本公司

		Share premium	Equity-settled share-based payment reserve	Capital redemption reserve	Accumulated losses	Convertible bond reserve	Total
		股份溢價	以權益結算之股份為基礎	資本贖回儲備	累計虧損	可換股債券儲備	總計
		HK\$'000	付款儲備	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 January 2010	於二零一零年一月一日	166,678	12,809	150	(89,851)	-	89,786
Loss for the year	年內虧損	-	-	-	(113,718)	-	(113,718)
Issue of shares on placement (note 32(b))	於配售時發行股份 (附註32(b))	27,000	-	-	-	-	27,000
Share options lapsed during the year	年內已失效購股權	-	(8,539)	-	8,539	-	-
At 31 December 2010 and 1 January 2011	於二零一零年十二月三十一日及二零一一年一月一日	193,678	4,270	150	(195,030)	-	3,068
Loss for the year	年內虧損	-	-	-	(271,377)	-	(271,377)
Issue of convertible bonds (note 27)	發行可換股債券 (附註27)	-	-	-	-	1,190	1,190
Issue of consideration shares (note 32(c) and (d))	發行代價股份 (附註32(c)及(d))	356,741	-	-	-	-	356,741
Issue of new shares (note 32(e))	發行新股份 (附註32(e))	1,913	-	-	-	-	1,913
Conversion of convertible non-voting preference shares (note 32(f))	兌換可換股無投票權優先股 (附註32(f))	43,000	-	-	-	-	43,000
At 31 December 2011	於二零一一年十二月三十一日	595,332	4,270	150	(466,407)	1,190	134,535

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

33. RESERVES (Continued)

(c) Nature and purpose of reserves

(i) Share premium account

Under the Companies Law of the Cayman Islands, the funds in the share premium account of the Company are 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 they fall due in the ordinary course of business.

(ii) Equity-settled share-based payment reserve

The equity-settled share-based payment reserve represents the fair value of the actual or estimated number of unexercised options granted to directors, employees and consultants of the Group recognised in accordance with the accounting policy adopted for equity-settled share-based payments in note 3(s) to the financial statements.

(iii) Translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 3(c) to the financial statements.

33. 儲備 (續)

(c) 儲備之性質及目的

(i) 股份溢價賬

根據開曼群島公司法，本公司股份溢價賬之資金可分派予本公司股東，惟緊隨擬分派股息日期後，本公司能償還其於日常業務中到期之債務。

(ii) 以權益結算之股份為基礎付款儲備

以權益結算之股份為基礎付款儲備指根據就財務報表附註3(s)所述之權益結算之股權支付而採用之會計政策確認，向本集團董事、僱員及顧問授予未行使之以權益結算之股份為基礎付款之實際或估計公平值。

(iii) 匯兌儲備

匯兌儲備包括換算海外業務財務報表所產生之所有匯兌差額。該儲備按照財務報表附註3(c)載列之會計政策處理。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

33. RESERVES (Continued)

(c) Nature and purpose of reserves (Continued)

(iv) Plant and machinery revaluation reserve

The plant and machinery revaluation reserve has been set up and is dealt with in accordance with the accounting policies adopted for plant and machinery in note 3(d) to the financial statements.

(v) Capital redemption reserve

Capital redemption reserve represents the nominal value of the shares repurchased which was paid out of the distributable reserves of the Company.

(vi) Convertible bond reserve

Convertible bond reserve represents the equity component of convertible bonds issued by the Company and is dealt with in accordance with the accounting policies adopted for convertible bonds in note 3(n) to the financial statements.

34. EQUITY-SETTLED SHARE-BASED PAYMENTS

(a) Share option scheme operated by the Company

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants include the full-time and part-time employees, executives, officers, directors, business consultants, suppliers, customers, legal and financial advisers of the Company and the Company's subsidiaries. The Scheme became effective on 18 March 2008 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

33. 儲備 (續)

(c) 儲備之性質及目的 (續)

(iv) 廠房及機器重估儲備

廠房及機器重估儲備已經設立，並已根據就財務報表附註3(d)所述之廠房及機器而採用之會計政策處理。

(v) 資本贖回儲備

資本贖回儲備指由本公司可分派儲備支付而回購之股份面值。

(vi) 可換股債券儲備

可換股債券儲備指本公司已發行之可換股債券之權益部份，并已根據財務報表附註3(n)所述之可換股債券採用之會計政策處理。

34. 以權益結算之股份為基礎付款

(a) 本公司所經營之購股權計劃

本集團設有一項購股權計劃（「該計劃」），以嘉許及獎勵為本集團經營之成功作出貢獻之合資格參與者。合資格參與者包括本公司及本公司附屬公司之全職及兼職僱員、行政人員、管理人員、董事、業務顧問、供應商、客戶、法律及財務顧問。該計劃於二零零八年三月十八日生效，除非予以註銷或修訂，將於該日起十年仍舊生效。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

34. EQUITY-SETTLED SHARE-BASED PAYMENTS

(Continued)

(a) Share option scheme operated by the Company

(Continued)

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period, is limited to 1% of the shares of the Company in issue at any time. Any further grant of shares options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their 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 price of the Company's shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 14 days from the date of the offer, upon payment of a nominal consideration of HK\$10 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after a certain vesting period and ends on a date which is not later than five years from the date of the offer of the share options or the expiry date of the Scheme, if earlier.

34. 以權益結算之股份為基礎付款 (續)

(a) 本公司所經營之購股權計劃 (續)

根據該計劃，現時獲准授予之未行使購股權最多相當於一經行使，本公司於任何時候已發行股份之10%。於十二個月內，根據該計劃所訂授予合資格參與者之可發行股份最大數額限於本公司任何時候已發行股份之1%。授予任何超過此限制之購股權須獲得股東於股東大會上批准。

授予本公司或其任何關聯公司之董事、主要行政人員或主要股東購股權，須預先得到獨立非執行董事批准。此外，任何授予本公司主要股東或獨立非執行董事之購股權，或其任何關聯公司於十二個月內之任何時候，超過本公司已發行股份之0.1%或總值（以授予當日本公司股份價為基準）超過港幣5,000,000元，均須預先得到股東於股東大會上批准。

承授人可於授出日期起14天內支付象徵式代價港幣10元，以接受提出授予購股權之要約。獲授購股權之行使期由董事釐定，並於某行使期後開始及不遲於提出購股權要約日期起計五年或該計劃到期日（如為較早）結束。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

34. EQUITY-SETTLED SHARE-BASED PAYMENTS

(Continued)

(a) Share option scheme operated by the Company

(Continued)

The exercise price of the share options is determinable by the directors, but may not be less than the highest of (i) the Stock Exchange closing price of the Company's shares on the date of the offer of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the offer; and (iii) the nominal value of the Company's shares on the date of the offer.

Share options do not confer rights on the holder to dividends or to vote at shareholders' meetings.

Details of the share options outstanding during the year are as follows:

Name or category of grantees	Date of grant	Number of share options held as at 1 January 2011 and 31 December 2011 於二零一一年一月一日及 二零一一年十二月三十一日 所持購股權數目	Exercise price	Exercise period
承授人名稱或類別	授出日期		行使價 HK\$ 港幣	行使期
Employee	30 May 2008	13,412,000	0.46	30 May 2008 – 17 March 2017
僱員	二零零八年五月三十日			二零零八年五月三十日至 二零一七年三月十七日
Consultants	30 May 2008	13,412,000	0.46	30 May 2008 – 17 March 2017
顧問	二零零八年五月三十日			二零零八年五月三十日至 二零一七年三月十七日
		26,824,000		

34. 以權益結算之股份為基礎付款 (續)

(a) 本公司所經營之購股權計劃 (續)

購股權之行使價由董事釐定，惟不得低於以下之較高者：(i)本公司股份於提出購股權要約日期在聯交所之收市價；(ii)本公司股份於緊接提出購股權要約日期前五個交易日在聯交所之平均收市價；及(iii)本公司股份於提出購股權要約日期之面值。

購股權並不賦予持有人股息或在股東大會上投票的權利。

年內未行使之購股權詳情如下：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

34. EQUITY-SETTLED SHARE-BASED PAYMENTS

(Continued)

(a) Share option scheme operated by the Company

(Continued)

		2011 二零一一年	Weighted average exercise price 加權平均 行使價 HK\$ 港幣
Outstanding at beginning of year	年初尚未行使	26,824,000	0.46
Lapsed during the year	年內失效	—	—
Outstanding at end of year	年末尚未行使	26,824,000	0.46
Exercisable at end of year	年末可行使	26,824,000	0.46

The options outstanding at the end of the year have a weighted average remaining contractual life of 5.2 years (2010: 6.2 years) and the exercise price is HK\$0.46 (2010: HK\$0.46).

No share options were granted, exercised or cancelled under the Scheme during the year.

34. 以權益結算之股份為基礎付款 (續)

(a) 本公司所經營之購股權計劃 (續)

		2011 二零一一年	Weighted average exercise price 加權平均 行使價 HK\$ 港幣
Outstanding at beginning of year	年初尚未行使	80,472,000	0.46
Lapsed during the year	年內失效	(53,648,000)	0.46
Outstanding at end of year	年末尚未行使	26,824,000	0.46
Exercisable at end of year	年末可行使	26,824,000	0.46

於年末尚未行使之購股權之加權平均剩餘合約年期為5.2年(二零一零年: 6.2年)及行使價為港幣0.46元(二零一零年: 港幣0.46元)。

年內概無購股權根據該計劃獲授出、行使或註銷。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

34. EQUITY-SETTLED SHARE-BASED PAYMENTS

(Continued)

(b) Options issued by a non wholly-owned subsidiary

Top Achiever, a non wholly-owned subsidiary, issued options to subscribe for 20% of its enlarged share capital, representing 25 shares of US\$1.00 each in its share capital at the end of the reporting period, for consultancy services provided by a consultant.

Details of the options outstanding during the year are as follows:

Name or category of grantees	Date of grant	Number of options held as at 1 January 2011 於二零一一年一月一日所持 購股權數目	Number of options granted during the year 年內所授出之 購股權數目	Number of options held as at 31 December 2011 於二零一一年十二月三十一日 所持 購股權數目	Exercise price 行使價 HK\$ 港幣	Exercise period 行使期
Consultant	13 July 2011					13 July 2012 – 12 July 2013
顧問	二零一一年 七月十三日	-	25	25	7.80	二零一二年七月十三日至 二零一三年七月十二日

34. 以權益結算之股份為基礎付款 (續)

(b) 一間非全資附屬公司所發行之購股權

一間非全資附屬公司Top Achiever就一名顧問所提供之顧問服務發出購股權以認購其經擴大股本之20%，即於報告期末代表其股本中之25股每股面值1.00美元之股份。

年內尚未行使之購股權詳情如下：

		2011 二零一一年		2010 二零一零年	
		Number of options 購股權數目	Weighted average exercise price 加權平均 行使價 HK\$ 港幣	Number of options 購股權數目	Weighted average exercise price 加權平均 行使價 HK\$ 港幣
Outstanding at beginning of year	年初尚未行使	-	-	-	-
Granted during the year	年內授出	25	7.80	-	-
Outstanding at end of year	年末尚未行使	25	7.80	-	-
Exercisable at end of year	年末可行使	-	-	-	-

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

34. EQUITY-SETTLED SHARE-BASED PAYMENTS

(Continued)

(b) Options issued by a non wholly-owned subsidiary

(Continued)

The options outstanding at the end of the year have a weighted average remaining contractual life of 1.53 years (2010: Nil) and the exercise price is HK\$7.8 (2010: HK\$Nil).

The fair value was calculated using the Black-Scholes pricing model. The inputs into the model are as follows:

Fair value per share of Top Achiever	Top Achiever之每股公平值	HK\$107,016
		港幣107,016元
Exercise price per share	每股行使價	HK\$7.8
		港幣7.8元
Expected volatility	預期波幅	52.93%
Expected life	預期年期	1 year
		1年
Risk free rate	無風險利率	0.18%
Expected dividend yield	預期股息率	0%

Expected volatility was determined by calculating the weighted average of historical volatilities of listed companies in Hong Kong with similar market focus over the previous 1 year. The expected life used in the model has been adjusted, based on the Group's best estimate, for the effects of non transferability, exercise restrictions and behavioural considerations.

The options granted to the consultant were an endorsement of the demonstrated expertise in the fashion apparel business. The fair value of such benefit could not be estimated reliably and as a result, the fair value is measured by reference to the fair value of the options granted.

34. 以權益結算之股份為基礎付款 (續)

(b) 一間非全資附屬公司所發行之購股權 (續)

於年末尚未行使之購股權之加權平均剩餘合約年期為1.53年(二零一零年: 零)及行使價為港幣7.8元(二零一零年: 港幣零元)。

公平值乃使用Black-Scholes定價模式計算。該模式之輸入數據如下:

2011
二零一一年

預期波幅乃透過計算過去一年具有類似市場重心之香港上市公司之歷史波幅之加權平均數釐定。該模式所使用之預期年期已根據本集團就不可轉讓、行使限制及行為因素之最佳估計作出調整。

授予顧問之購股權乃為認可其於時裝業務方面之突出專才。有關利益之公平值無法可靠估計，及因此，公平值乃參考所授出購股權之公平值計量。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

35. ACQUISITION OF SUBSIDIARIES

(a) Easy Time

On 31 March 2011, the Group acquired the entire issued share capital of Easy Time at a consideration of HK\$390,000,000. The consideration was satisfied by the Company in the following manner:

- as to a sum of HK\$260,000,000 by the way of issuance of convertible non-voting preference shares at an issue price of HK\$0.150 per share;
- as to a sum of HK\$50,000,000 by the way of issuance of promissory notes; and
- as to the balance of HK\$80,000,000 by the way of issuance of the ordinary shares at an issue price of HK\$0.150 per share.

Easy Time was principally engaged in investment holding, with its subsidiaries engaged in the manufacture and sale of swimsuits.

35. 收購附屬公司

(a) Easy Time

於二零一一年三月三十一日，本集團收購Easy Time全部已發行股本，代價為港幣390,000,000元。本公司以下列方式支付代價：

- 港幣260,000,000元以發行價每股港幣0.150元發行可換股無投票權優先股支付；
- 港幣50,000,000元以發行承付票據支付；及
- 餘款港幣80,000,000元以發行價每股港幣0.150元發行普通股支付。

Easy Time主要從事投資控股，其附屬公司從事泳裝生產及銷售。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

35. ACQUISITION OF SUBSIDIARIES (Continued)

(a) Easy Time (Continued)

The fair value of the identifiable assets and liabilities of Easy Time Group acquired as at its date of acquisition is as follows:

Net assets acquired:	收購之淨資產：
Property, plant and equipment	物業、廠房及設備
Inventories	存貨
Trade and other receivables	應收貿易及其他賬款
Bank and cash balances	銀行及現金結存
Trade and other payables	應付貿易及其他賬款
Employee benefit obligations	僱員福利責任
Current tax liabilities	即期稅項負債
Deferred tax liabilities	遞延稅項負債
Net assets	資產淨值
Non-controlling interests	非控股權益
Goodwill	商譽
Total consideration	總代價
Total consideration, satisfied by:	總代價，以下列方式支付：
Fair value of convertible non-voting preference shares (note 32 (c))	可換股無投票權優先股 (附註32(c))
Fair value of ordinary shares (note 32 (c))	普通股之公平值 (附註32(c))
Fair value of promissory notes (note 26)	承付票據之公平值 (附註26)
Net cash inflow arising on acquisition:	收購產生的現金流入淨額：
Cash and cash equivalents acquired	已收購之現金及現金等值項目

35. 收購附屬公司 (續)

(a) Easy Time (續)

於收購日期，所收購Easy Time集團可識別資產及負債的公平值如下：

Acquiree's carrying amount before combination 合併前 被收購方賬面值 HK\$'000 港幣千元	Fair value adjustments 公平值調整 HK\$'000 港幣千元	Fair value 公平值 HK\$'000 港幣千元
841	3,399	4,240
15,507	-	15,507
16,055	-	16,055
24,755	-	24,755
(16,340)	-	(16,340)
(4,572)	-	(4,572)
(6,769)	-	(6,769)
-	(280)	(280)
29,477	3,119	32,596
		(331)
		640,966
		673,231
		485,333
		149,333
		38,565
		673,231
		24,755

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

35. ACQUISITION OF SUBSIDIARIES (Continued)

(a) Easy Time (Continued)

The goodwill arising on the acquisition of Easy Time is attributable to the anticipated profitability of the distribution of the Group's products in the new markets and the anticipated future operating synergies from the combination.

Easy Time contributed approximately HK\$2,080,000 to the Group's profit for the period between the date of acquisition and the end of the reporting period.

If the acquisition had been completed on 1 January 2011, total Group turnover for the year would have been approximately HK\$309,948,000, and loss for the year would have been approximately HK\$319,942,000. The proforma information is for illustrative purposes only and is not necessarily an indication of the turnover and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2011, nor is intended to be a projection of future results.

35. 收購附屬公司 (續)

(a) Easy Time (續)

收購Easy Time 而產生之商譽乃主要由於在新市場分銷本集團產品之預期盈利能力及預期合併帶來的未來經營協同效應。

於收購日期至報告期末之期間內，Easy Time對本集團貢獻溢利約港幣2,080,000元。

倘收購事項於二零一一年一月一日完成，本集團年內總營業額可達致約港幣309,948,000元，以及年內虧損可達致約港幣319,942,000元。備考資料僅供說明，並非表示收購事項在二零一一年一月一日完成的情況下，本集團可實際錄得之營業額及經營業績的指標，亦不擬作為未來業績之預測。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

35. ACQUISITION OF SUBSIDIARIES (Continued)

(b) Charmston

On 30 June 2011, the Group acquired 51% of the issued share capital of Charmston for a consideration of HK\$42,500,000. The consideration was satisfied by the Company in the following manner:

- cash of HK\$12,500,000 upon signing of the sale and purchase agreement;
- cash of HK\$2,500,000 upon completion of the acquisition;
- issuance of convertible bonds with principal amount of HK\$12,500,000 upon completion of the acquisition; and
- issuance of 53,956,835 ordinary shares of the Company at an issue price of HK\$0.278 totalling HK\$15,000,000 at the date of acquisition.

Charmston was principally engaged in investment holding, with its subsidiaries engaged in the trading and retail of apparel and related accessories under the brand name of "Tonino Lamborghini".

35. 收購附屬公司 (續)

(b) 傑軒

於二零一一年六月三十日，本集團收購傑軒已發行股本之51%權益，代價為港幣42,500,000元。本公司以下列方式支付代價：

- 現金港幣12,500,000元於簽署買賣協議時支付；
- 現金港幣2,500,000元於收購事項完成時支付；
- 於收購事項完成時發行本金額為港幣12,500,000元的可換股債券；及
- 於收購日期以發行價港幣0.278元發行53,956,835股本公司普通股，總金額為港幣15,000,000元。

傑軒的主要業務為投資控股，其附屬公司從事「Tonino Lamborghini」品牌之服裝及相關配飾的貿易及零售。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

35. ACQUISITION OF SUBSIDIARIES (Continued)

(b) Charmston (Continued)

The fair value of the identifiable assets and liabilities of Charmston acquired as at its date of acquisition, which has no significant difference from its carrying amount, is as follows:

Net assets acquired:	收購之淨資產：	HK\$'000 港幣千元
Club debenture	會所債券	205
Property, plant and equipment	物業、廠房及設備	3,021
Inventories	存貨	23,020
Trade and other receivables	應收貿易及其他賬款	34,645
Pledged bank deposits	已抵押銀行存款	6,241
Bank and cash balances	銀行及現金結存	14,367
Trade and other payables	應付貿易及其他賬款	(22,743)
Bank and other loans	銀行及其他借貸	(33,226)
Finance lease payables	應付融資租金	(286)
Employee benefit obligations	僱員福利責任	(139)
Current tax liabilities	即期稅項負債	(3,369)
Net assets	資產淨值	21,736
Non-controlling interests	非控股權益	(10,852)
Goodwill	商譽	28,793
Total consideration	總代價	39,677
Total consideration, satisfied by:	總代價，以下列方式支付：	
Cash	現金	15,000
Fair value of convertible bonds (note 27)	可換股債券公平值(附註27)	13,238
Fair value of ordinary shares (note 32(d))	普通股公平值(附註32(d))	11,439
		39,677
Net cash outflow arising on acquisition:	收購產生的現金流出淨額：	
Cash consideration paid	已付現金代價	(15,000)
Cash and cash equivalents acquired	已收購之現金及現金等值項目	14,367
		(633)

35. 收購附屬公司(續)

(b) 傑軒(續)

所收購傑軒的可識別資產及負債於收購日期的公平值如下，公平值與賬面值並無重大差別：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

35. ACQUISITION OF SUBSIDIARIES (Continued)

(b) Charmston (Continued)

The goodwill arising on the acquisition of Charmston is attributable to the anticipated profitability of the distribution of the Group's products in the new markets and the anticipated future operating synergies from the combination.

Charmston contributed approximately HK\$9,041,000 to the Group's profit for the period between the date of acquisition and the end of the reporting period.

If the acquisition had been completed on 1 January 2011, total Group turnover for the year would have been approximately HK\$333,316,000, and loss for the year would have been approximately HK\$332,408,000. The proforma information is for illustrative purposes only and is not necessarily an indication of the turnover and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2011, nor is intended to be a projection of future results.

36. DISPOSAL OF SUBSIDIARIES

As referred to in note 11 to the financial statements, on 9 December 2011, the Group discontinued its Ceramic blanks and ferrules business at the time of the disposal of the Opcom Group. At the same time, the Company entered into a deed of waiver with Opcom and an independent third party for the waiver of an amount due to the Opcom Group of approximately HK\$7,848,000 and an amount due from the independent third party of approximately HK\$78,943,000.

35. 收購附屬公司 (續)

(b) 傑軒 (續)

收購傑軒產生之商譽可歸因於在新市場分銷本集團產品之預期盈利能力以及預期合併帶來的未來經營協同效應。

於收購日期至報告期末之期間內，傑軒對本集團虧損貢獻溢利約港幣9,041,000元。

倘收購事項於二零一一年一月一日完成，本集團年內總營業額可達致約港幣333,316,000元，以及年內虧損可達約港幣332,408,000元。備考資料僅供說明，並非表示收購事項在二零一一年一月一日完成的情況下，本集團可實際錄得之營業額及經營業績的指標，亦不擬作為未來業績之預測。

36. 出售附屬公司

誠如財務報表附註11所述，於二零一一年十二月九日，本集團於出售Opcom集團時已終止經營陶瓷素材及套圈業務。於此同時，本集團與Opcom以及一名獨立第三方訂立了豁免契據以豁免應付Opcom集團約港幣7,848,000元之款項以及應收該名獨立第三方約港幣78,943,000元之款項。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

36. DISPOSAL OF SUBSIDIARIES (Continued)

Net assets at the date of disposal were as follows:

36. 出售附屬公司(續)

於出售日期之負債淨值如下:

		<i>HK\$'000</i>
		港幣千元
Property, plant and equipment	物業、廠房及設備	19,466
Inventories	存貨	10,413
Trade and other receivables	應收貿易及其他款項	121,216
Due from immediate holding company	應收直接控股公司	7,807
Bank and cash balances	銀行及現金結餘	50
Trade and other payables	應付貿易及其他款項	(103,165)
Due to a fellow subsidiary	應付同系附屬公司	(1)
Current tax liabilities	即期稅項負債	(29,465)
Deferred tax liabilities	遞延稅項負債	(3,601)
		<hr/>
Net assets disposed of	出售之淨資產	22,720
Release of translation reserve	撥回匯兌儲備	(4,855)
Direct cost to the disposal	出售之直接成本	1,028
Waiver of amount due to the Opcom Group	豁免應付Opcom集團之款項	(7,848)
Waiver of other receivables	豁免其他應收款項	78,943
Loss on disposal of subsidiaries	出售附屬公司之虧損	(44,988)
		<hr/>
Total consideration – satisfied by cash	總代價—以現金支付	45,000
		<hr/>
Net cash inflow arising on disposal:	出售產生的現金流入淨額:	
Cash consideration received	已收現金代價	45,000
Cash paid for direct cost	已支付直接成本之現金	(1,028)
Cash and cash equivalents disposed of	出售之現金及現金等值項目	(50)
		<hr/>
		43,922
		<hr/>

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

37. PENDING LITIGATION

At the end of the reporting period, the Group had the following pending litigation:

On 19 January 2004, a winding up petition was filed against the Company by certain ex-senior employees of the Group claiming for payment in the sum of approximately HK\$594,000 from the Company in respect of an award/order dated 20 October 2003 granted by the Labour Tribunal in respect of the severance and bonus dispute between the Company and the ex-senior employees. The unsettled amounts of approximately HK\$594,000 were fully accrued in trade and other payables during the year ended 31 December 2005 and remain outstanding as at 31 December 2011 and 2010. The case has been ceased to be active since the year ended 31 December 2005.

38. LEASE COMMITMENTS

(a) Lease commitments

At 31 December 2011 the total future minimum lease payments under non-cancellable operating leases are payable as follows:

Within one year	一年內
In the second to fifth years inclusive	第二年至第五年 (包括首尾兩年)
After five years	五年後

37. 未決訴訟

於報告期末，本集團之未決訴訟如下：

於二零零四年一月十九日，本集團若干前高級職員提出針對本公司之清盤呈請，就勞資審裁處於二零零三年十月二十日就本公司與該等前高級職員間之遣散費及花紅糾紛作出之裁決／判令，向本公司索償約港幣594,000元。該筆未結清金額約港幣594,000元已於截至二零零五年十二月三十一日止年度全數計入貿易及其他應付賬款中，及於二零一一年及二零一零年十二月三十一日仍未清繳。該案件自截至二零零五年十二月三十一日止年度起已不再活躍。

38. 租賃承擔

(a) 租賃承租

於二零一一年十二月三十一日，應付未來不可撤銷經營租賃最低總額如下：

		Group 本集團	
		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Within one year	一年內	21,923	1,780
In the second to fifth years inclusive	第二年至第五年 (包括首尾兩年)	27,114	546
After five years	五年後	2,558	—
		51,595	2,326

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

38. LEASE COMMITMENTS (Continued)

(a) Lease commitments (Continued)

Operating lease payments represented rental payable by the Group for certain of its offices, stores and director's quarter. Leases are negotiated for terms ranging from 3 months to 7.3 years.

(b) Licensing arrangements

At 31 December 2011 the Group had total distribution right fee income receivables in respect of licensing arrangements of approximately HK\$8,535,000 (2010: HK\$Nil) which were receivable within one year.

(c) Royalty payments

At 31 December 2011 the total future minimum royalty payments under a non-cancellable contract are payable as follows:

Within one year	一年內
In the second to fifth years inclusive	第二年至第五年 (包括首尾兩年)

38. 租賃承擔(續)

(a) 租賃承租(續)

經營租賃付款指本集團就若干辦公室、店舖及董事宿舍應付之租金。租期協商為介乎3個月至7.3年。

(b) 經營許可安排

於二零一一年十二月三十一日，本集團有關經營許可安排之應收分銷權費收入總額約港幣8,535,000元(二零一零年：港幣零元)並可於一年內收回。

(c) 專利費

於二零一一年十二月三十一日，應付未來不可撤銷合約之專利費最低總額如下：

2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
5,351	—
19,483	—
24,834	—

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

39. RELATED PARTY TRANSACTIONS

In addition to those related party transactions and balances disclosed elsewhere in the financial statements, the Group had the following transactions with its related parties during the year:

Advertising and media related service income received from a related company	應收一家關連公司與廣告及媒體有關之服務收入
Loan interest expense paid to a related company	已支付一家關連公司貸款利息支出
Advertising and referral fee paid to a related company	已支付一家關連公司廣告及介紹費

A director, Mr. Lau Chi Yuen, Joseph is a director of the related companies.

40. CHANGE OF NAME

At an extraordinary general meeting of the shareholders of the Company held on 19 December 2011, a special resolution was passed to change the name of the Company from China Post E-Commerce (Holdings) Limited to Luxey International (Holdings) Limited. Up to the date of this report, the application for change of name is still in progress.

41. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 29 March 2012.

39. 關連人士交易

除財務報表另行披露之該等關連人士交易及結餘外，本集團於年內與其關連人士之交易如下：

2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
3,425	2,565
-	194
-	81

董事劉智遠先生為該等關連公司之董事。

40. 更改公司名稱

於二零一一年十二月十九日舉行之本公司股東特別大會上，一項特別決議案獲通過以將本公司之名稱由中郵電貿（控股）有限公司更改為蒼萃國際（控股）有限公司。直至本報告日期，更改名稱之申請仍在審理中。

41. 批准財務報表

財務報表已於二零一二年三月二十九日經董事會批准及授權刊發。

FIVE YEAR FINANCIAL SUMMARY

五年財務概要

The following is a summary of the published results and of the assets and liabilities of the Group prepared on the basis set out in the note below:

按下列附註所載之基準而編製本集團已刊發業績以及資產及負債之概要如下：

		Year ended 31 December 截至十二月三十一日止年度				
		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元 (Restated) (經重列)	2009 二零零九年 HK\$'000 港幣千元 (Restated) (經重列)	2008 二零零八年 HK\$'000 港幣千元 (Restated) (經重列)	2007 二零零七年 HK\$'000 港幣千元 (Restated) (經重列)
RESULTS	業績					
Turnover	營業額					
Continuing operations	持續經營業務	164,398	6,231	2,287	–	–
Discontinued operation	已終止經營業務	90,149	91,676	83,830	78,644	52,612
		254,547	97,907	86,117	78,644	52,612
Loss before tax	除稅前虧損	(288,388)	(61,657)	(7,959)	(25,407)	(8,518)
Income tax expense	所得稅費用	(2,587)	–	–	–	–
Loss for the year from continuing operations	來自持續經營業務之年度虧損	(290,975)	(61,657)	(7,959)	(25,407)	(8,518)
(Loss)/profit from discontinued operation	來自已終止經營業務之(虧損)/溢利	(47,240)	4,387	4,073	(2,080)	4,180
Loss for the year	年度虧損	(338,215)	(57,270)	(3,886)	(27,487)	(4,338)
Attributable to:	下列人士應佔:					
Owners of the Company	本公司擁有人	(338,527)	(55,196)	(2,821)	(27,279)	(4,338)
Non-controlling interests	非控股權益	312	(2,074)	(1,065)	(208)	–
		(338,215)	(57,270)	(3,886)	(27,487)	(4,338)

FIVE YEAR FINANCIAL SUMMARY

五年財務概要

		At 31 December 於十二月三十一日				
		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
ASSETS AND LIABILITIES	資產及負債					
Non-current assets	非流動資產	498,073	114,292	197,467	88,219	91,905
Current assets	流動資產	217,979	148,302	117,290	92,096	55,734
Non-current liabilities	非流動負債	(40,527)	(6,869)	(15,147)	(26,867)	(39,273)
Current liabilities	流動負債	(154,829)	(57,392)	(57,912)	(37,633)	(36,172)
Net assets	資產淨值	520,696	198,333	241,698	115,815	72,194
Attributable to:	下列人士應佔：					
Owners of the Company	本公司擁有人	514,655	203,628	245,565	115,773	72,194
Non-controlling interests	非控股權益	6,041	(5,295)	(3,867)	42	-
		520,696	198,333	241,698	115,815	72,194

Amounts disclosed in the summary financial information for prior years have been restated to reflect the discontinued operation as described in note 11 to the financial statements.

財務資料概要中所披露過往年度之數額已經重列，以反映財務報表附註11所述之已終止經營業務。

