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(formerly known as Guojin Resources Holdings limited 國金資源控股有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code : 630)

ANNOUNCEMENT OF RESULTS FOR THE YEAR ENDED 31 DECEMBER 2011

RESULTS

The board (“the Board”) of directors (the “Directors”) of AMCO United Holding Limited (the “Company”/“AMCO”) announces the consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2011, together with the comparative figures (re-presented) for the previous year, as follows.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2011

	<i>Notes</i>	2011 HK\$'000	2010 HK\$'000 (Re-presented)
Continuing operations			
Turnover	3	117,561	80,183
Cost of sales		(90,709)	(73,592)
Gross profit		26,852	6,591
Other income/(loss)	4	1,970	(1,675)
Distribution costs		(4,798)	(4,092)
Administrative expenses		(48,484)	(41,393)
Change in fair value of derivative and embedded derivative components of a convertible bond		–	(12,457)
Gain on change in fair value of a convertible note		17,978	–
Share-based payment expenses		(2,076)	(21,483)
Impairment losses and write offs	5	(227)	(4,188)
Gain on extinguishment of financial liabilities by issue of ordinary shares		32,080	–
Finance costs		(15,095)	(29,886)

	<i>Notes</i>	2011 HK\$'000	2010 <i>HK\$'000</i> (Re-presented)
Profit/(loss) before income tax expense	7	8,200	(108,583)
Income tax expense	6	<u>(8,410)</u>	<u>(554)</u>
Loss for the year from continuing operations		(210)	(109,137)
Discontinued operations			
Loss for the year from discontinued operations	8	<u>(81,276)</u>	<u>(274,774)</u>
Loss for the year		<u>(81,486)</u>	<u>(383,911)</u>
Other comprehensive income			
Exchange differences arising on translation of foreign operations		(1,015)	1,317
Reclassification adjustments for amounts transferred to profit or loss			
– release of translation reserve upon deregistration of subsidiaries		(63)	381
– release of translation reserve upon disposal of subsidiaries		(2,624)	–
– release of properties revaluation reserve upon impairment loss on property, plant and equipment		–	185
Change in fair value of available-for-sale financial assets		32	–
Gain arising on revaluation of properties		–	4
Income tax relating to release of properties revaluation reserve upon disposal on property, plant and equipment		<u>–</u>	<u>1,710</u>
Other comprehensive income for the year, net of tax		<u>(3,670)</u>	<u>3,597</u>
Total comprehensive income for the year		<u>(85,156)</u>	<u>(380,314)</u>
Profit/(loss) for the year attributable to:			
– Owners of the Company			
Continuing operations		766	(108,594)
Discontinued operations		<u>(81,276)</u>	<u>(274,774)</u>
		(80,510)	(383,368)
– Non-controlling interests			
Continuing operations		(976)	(543)
Discontinued operations		<u>–</u>	<u>–</u>
		<u>(976)</u>	<u>(543)</u>
		<u>(81,486)</u>	<u>(383,911)</u>

	<i>Note</i>	2011 <i>HK\$'000</i>	2010 <i>HK\$'000</i> (Re-presented)
Total comprehensive income attributable to:			
– Owners of the Company			
Continuing operations		(2,904)	(104,997)
Discontinued operations		(81,276)	(274,774)
		(84,180)	(379,771)
– Non-controlling interests			
Continuing operations		(976)	(543)
Discontinued operations		–	–
		(976)	(543)
		(85,156)	(380,314)
Earnings/(loss) per share			
	<i>9</i>		
From continuing and discontinued operations			
Basic		(2.78) cents	(28.01) cents
Diluted		(2.35) cents	N/A
From continuing operations			
Basic		0.03 cents	(7.93) cents
Diluted		(0.15) cents	N/A
From discontinued operations			
Basic		(2.81) cents	(20.08) cents
Diluted		(2.20) cents	N/A

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AT 31 DECEMBER 2011

	<i>Notes</i>	2011 HK\$'000	2010 <i>HK\$'000</i>
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment		22,047	23,395
Intangible assets		–	8,915
Goodwill		67,362	–
Available-for-sale financial assets		1,169	–
Deferred tax assets		514	1,162
		91,092	33,472
Current assets			
Inventories		14,186	29,007
Trade and other receivables	<i>10</i>	44,409	17,617
Refundable deposit paid for acquisition of mining rights		–	23,400
Tax recoverable		–	163
Pledged time deposits		3,538	–
Cash and cash equivalents		49,565	37,897
		111,698	108,084
Current liabilities			
Trade and other payables	<i>11</i>	66,898	66,897
Bank and other borrowings		14,646	10,898
Obligation under finance leases		387	1,228
Convertible notes		12,644	–
Tax payable		11,794	10,692
		106,369	89,715
Net current assets		5,329	18,369
Total assets less current liabilities		96,421	51,841
Non-current liabilities			
Obligation under finance leases		424	184
Deferred tax liabilities		1,011	2,607
Convertible bonds		–	181,208
Convertible notes		13,852	–
		15,287	183,999
Net assets/(liabilities)		81,134	(132,158)

	2011 <i>HK\$'000</i>	2010 <i>HK\$'000</i>
EQUITY		
Capital and reserves		
Share capital	87,582	150,375
Reserves	<u>(4,929)</u>	<u>(281,990)</u>
Equity/(capital deficiency) attributable to owners of the Company	82,653	(131,615)
Non-controlling interests	<u>(1,519)</u>	<u>(543)</u>
Total equity/(capital deficiency)	<u>81,134</u>	<u>(132,158)</u>

Notes:

1. Basis of Preparation and Accounting Policies

The consolidated financial statements have been prepared in accordance with the Hong Kong Financial Reporting Standards (“HKFRSs”), Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) (hereinafter collectively referred to as the “HKFRSs”) and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

Certain comparatives on the consolidated statement of comprehensive income and related notes have been re-presented as to reflect the results for the continuing and discontinued operations.

(a) Adoption of new/revised HKFRSs – effective 1 January 2011

In the current year, the Group has applied for the first time the following new standards, amendments and interpretations (the “New HKFRSs”) issued by the HKICPA, which are relevant to and effective for the Group’s financial statements for the annual period beginning on 1 January 2011:

HKFRSs (Amendments)	Improvements to HKFRSs 2010
Amendments to HKAS 32	Classification of Rights Issues
HK(IFRIC) – Interpretation 19	Extinguishing Financial Liabilities with Equity Instruments
HKAS 24 (Revised)	Related Party Disclosures

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

HKFRS 3 (Amendments) – Business Combinations

As part of the Improvements to HKFRSs issued in 2010, HKFRS 3 has been amended to clarify that the option to measure non-controlling interests (“NCI”) at either fair value or the NCI’s proportionate share in the recognised amounts of the acquiree’s identifiable net assets is limited to instruments that are present ownership interests and entitle their holders to a proportionate share of the acquiree’s net assets in the event of liquidation. Other components of NCI are measured at their acquisition date fair value unless another measurement basis is required by HKFRSs. The Group has amended its accounting policies for measuring NCI but the adoption of the amendment has had no impact on the Group’s financial statements.

HK(IFRIC) – Interpretation 19 – Extinguishing Financial Liabilities with Equity Instruments

The Interpretation applies where the Group renegotiates the terms of a financial liability and as a result issues its own equity instruments to the lender in full or partial settlement (commonly referred to as ‘debt for equity swaps’). The equity instruments are regarded as consideration paid and recognised at their fair value on the date the financial liability (or part thereof) is extinguished. The difference between the carrying amount of the financial liability extinguished and the consideration paid is recognised in profit or loss. If only part of the financial liability

is extinguished, it is necessary to assess whether some of the consideration paid relates to modification of the terms of the liability that remains outstanding. In cases where it does, the consideration is allocated between the part extinguished and the part remaining.

The Group renegotiated the terms of a convertible bond issued to independent third parties during the year. On 6 October 2011, loans with a carrying amount of HK\$206,433,000 were settled in full by issuing 4,151,240,001 ordinary shares with a fair value of HK\$0.042 based on their market price at the date of settlement. The Group recognised a gain of HK\$32,080,000 on this transaction. There were no similar transactions in 2010.

HKAS 24 (Revised) – Related Party Disclosures

HKAS 24 (Revised) amends the definition of related party and clarifies its meaning. This may result in changes to those parties who are identified as being related parties of the reporting entity. The Group has revised its accounting policy for the identification of its related parties and has reassessed counterparties of transactions in accordance with the revised definition. The reassessment did not result in new related parties being identified. Related parties identified in prior years remain unchanged under the new accounting policy and the Group concluded that the revised definition does not have any material impact on the Group's related party disclosures in the current and previous years.

HKAS 24 (Revised) also introduces simplified disclosure requirements applicable to related party transactions where the Group and the counterparty are under the common control, joint control or significant influence of a government, government agency or similar body. These new disclosures are not relevant to the Group because the Group is not a government related entity.

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

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

Amendments to HKFRS 7	Disclosures – Transfers of Financial Assets ¹
Amendments to HKAS 1 (Revised)	Presentation of Items of Other Comprehensive Income ²
Amendments to HKFRS 7	Disclosures – Offsetting Financial Assets and Financial Liabilities ³
HKFRS 9	Financial Instruments ⁵
HKFRS 10	Consolidated Financial Statements ³
HKFRS 12	Disclosure of Interests in Other Entities ³
HKFRS 13	Fair Value Measurement ³
HKAS 19 (2011)	Employee Benefits ³
HKAS 27 (2011)	Separate Financial Statements ³
Amendments to HKAS 32	Presentation – Offsetting Financial Assets and Financial Liabilities ⁴

¹ *Effective for annual periods beginning on or after 1 July 2011*

² *Effective for annual periods beginning on or after 1 July 2012*

³ *Effective for annual periods beginning on or after 1 January 2013*

⁴ *Effective for annual periods beginning on or after 1 January 2014*

⁵ *Effective for annual periods beginning on or after 1 January 2015*

The Group is in the process of making an assessment of the potential impact of these new/revised HKFRSs and the directors are not yet in a position to quantify the effects on the Group's financial statements.

2. Segment reporting

The Group determines its operating segments based on the reports reviewed by the chief operating decision-maker that are used to make strategic decisions.

The Group has six reportable segments (2010: four segments). The segments are managed separately as each business offers different products and services and requires different business strategies. The following summary describes the operations in each of the Group's reportable segments:

- (1) Manufacture and sale of medical devices products;
- (2) Manufacture and sale of plastic moulding products;
- (3) Manufacture and sale of data media products;
- (4) Distribution of data media products;
- (5) Remanufacture and sale of computer printing and imaging products; and
- (6) Trading and mining of mineral resources.

Inter-segment transactions are priced with reference to prices charged to external parties for similar order. Central revenue and expenses are not allocated to the operating segments as they are not included in the measure of the segments' profit that is used by the chief operating decision-maker for assessment of segment performance.

(a) Business segments

For the year ended 31 December 2011

	Continuing operations					Discontinued operations				
	Manufacture and sale of medical devices products <i>HK\$'000</i>	Manufacture and sale of plastic moulding products <i>HK\$'000</i>	Manufacture and sale of data media products <i>HK\$'000</i>	Distribution of data media products <i>HK\$'000</i>	Sub-total <i>HK\$'000</i>	Re-manufacture and sale of computer printing and imaging products <i>HK\$'000</i>	Trading and mining of mineral resources <i>HK\$'000</i>	Sub-total <i>HK\$'000</i>	Unallocated <i>HK\$'000</i>	Total <i>HK\$'000</i>
Revenue from external customers	7,643	35,549	62,368	12,001	117,561	8,394	–	8,394	N/A	125,955
Reportable segment revenue	<u>7,643</u>	<u>35,549</u>	<u>62,368</u>	<u>12,001</u>	<u>117,561</u>	<u>8,394</u>	<u>–</u>	<u>8,394</u>	<u>N/A</u>	<u>125,955</u>
Reportable segment profit/(loss)	1,435	6,324	14,302	278	22,339	(57,763)	(15,746)	(73,509)	N/A	(51,170)
Interest income	–	(5)	(2)	(2)	(9)	(1)	–	(1)	(137)	(147)
Depreciation and amortisation	372	583	191	7	1,153	6,452	–	6,452	1,544	9,149
Gain on disposal of property, plant and equipment	(57)	–	–	–	(57)	(124)	–	(124)	–	(181)
Inventories written off	–	–	–	–	–	7,239	–	7,239	–	7,239
Impairment losses on										
– inventories	–	–	–	–	–	12,371	–	12,371	–	12,371
– property, plant and equipment	–	–	–	–	–	16,714	–	16,714	227	16,941
– intangible assets	–	–	–	–	–	6,319	–	6,319	–	6,319
– refundable deposit paid for acquisition of mining rights	–	–	–	–	–	–	11,700	11,700	–	11,700
– trade and other receivables	–	–	–	–	–	482	–	482	–	482
Reportable segment assets	79,278	45,592	11,372	3,749	139,991	–	1,321	1,321	61,478	202,790
Addition to specified non-current assets (<i>Note</i>)	67,362	146	81	5	67,594	–	–	–	–	67,594
Reportable segment liabilities	<u>3,533</u>	<u>20,983</u>	<u>9,702</u>	<u>3,228</u>	<u>37,446</u>	<u>–</u>	<u>5,575</u>	<u>5,575</u>	<u>78,635</u>	<u>121,656</u>

For the year ended 31 December 2010 (Re-presented)

	Continuing operations				Discontinued operations				Unallocated	Total
	Manufacture and sale of data media products	Distribution of data media products	Inter-segment elimination	Sub-Total	Re-manufacture and sale of computer printing and imaging products	Trading and mining of mineral resources	Inter-segment elimination	Sub-Total		
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Revenue from external customers	67,880	12,303	–	80,183	73,739	16,003	–	89,742	N/A	169,925
Inter-segment revenue	468	–	(468)	–	8,855	–	(8,855)	–	N/A	–
Reportable segment revenue	<u>68,348</u>	<u>12,303</u>	<u>(468)</u>	<u>80,183</u>	<u>82,594</u>	<u>16,003</u>	<u>(8,855)</u>	<u>89,742</u>	<u>N/A</u>	<u>169,925</u>
Reportable segment profit/(loss)	1,941	(611)	–	1,330	(197,257)	(32,699)	–	(229,956)	N/A	(228,626)
Interest income	(1)	(3)	–	(4)	(1)	(80)	–	(81)	(16)	(101)
Depreciation and amortisation	267	10	–	277	26,085	645	–	26,730	49	27,056
Loss/(gain) on disposal of property, plant and equipment	1,166	–	–	1,166	(312)	–	–	(312)	(587)	267
Inventories written off	–	–	–	–	32,862	–	–	32,862	–	32,862
Impairment losses on										
– inventories	8,157	1,987	–	10,144	23,484	–	–	23,484	–	33,628
– property, plant and equipment	–	–	–	–	26,008	–	–	26,008	185	26,193
– intangible assets	–	–	–	–	30,471	–	–	30,471	–	30,471
– refundable deposit paid for acquisition of mining rights	–	–	–	–	–	15,600	–	15,600	–	15,600
– trade and other receivables	–	–	–	–	6,006	–	–	6,006	4,003	10,009
– trade and other receivables written off	–	–	–	–	8,656	–	–	8,656	–	8,656
Reportable segment assets	17,243	2,688	–	19,931	57,078	25,863	–	82,941	38,684	141,556
Addition to specified non-current assets (<i>Note</i>)	567	–	–	567	8,570	2,390	–	10,960	–	11,527
Reportable segment liabilities	<u>13,790</u>	<u>2,825</u>	<u>–</u>	<u>16,615</u>	<u>23,729</u>	<u>1,681</u>	<u>–</u>	<u>25,410</u>	<u>231,689</u>	<u>273,714</u>

Note: Including the Group's property, plant and equipment and goodwill.

(b) Reconciliation of reportable segment revenues, profit or loss, assets and liabilities

	2011 <i>HK\$'000</i>	2010 <i>HK\$'000</i> (Re-presented)
Revenue		
Reportable segment revenue	<u>125,955</u>	<u>169,925</u>
Profit/(loss) before income tax expense and discontinued operations		
Reportable segment loss	(51,170)	(228,626)
Segment loss from discontinued operations	73,509	229,956
Change in fair value of derivative and embedded derivative components of a convertible bond	–	(12,457)
Gain on change in fair value of a convertible note	17,978	–
Gain on extinguishment of financial liabilities by issue of ordinary shares	32,080	–
Share-based payment expenses	(2,076)	(21,483)
Finance costs	(15,095)	(29,886)
Unallocated corporate income	1,684	320
Unallocated corporate expenses	<u>(48,710)</u>	<u>(46,407)</u>
Consolidated profit/(loss) before income tax expense from continuing operations	<u>8,200</u>	<u>(108,583)</u>
Assets		
Segment assets of continuing operations	139,991	19,931
Segment assets of discontinued operations	1,321	82,941
Unallocated corporate assets	<u>61,478</u>	<u>38,684</u>
Consolidated total assets	<u>202,790</u>	<u>141,556</u>
Liabilities		
Segment liabilities of continuing operations	37,446	16,615
Segment liabilities of discontinued operations	5,575	25,410
Unallocated corporate liabilities	<u>78,635</u>	<u>231,689</u>
Consolidated total liabilities	<u>121,656</u>	<u>273,714</u>

Segment (loss)/profit represents the (loss)/profit attributable to each segment without allocation of administrative expenses, change in fair value of derivative and embedded derivative components of a convertible bond, gain on extinguishment of financial liabilities by issue of ordinary shares, gain on change in fair value of a convertible note, share-based payment expenses, finance costs, directors' emoluments, loss on disposal of subsidiaries, (gain)/loss on deregistration of subsidiaries, interest income and income tax expense/(credit). This is the measure reported to the chief operating decision maker for the purposes of resources allocation and performance assessment.

All assets are allocated to reportable segments other than available-for-sale financial assets, deferred tax assets, tax recoverable, pledged time deposits, and cash and cash equivalents.

All liabilities are allocated to reportable segments other than tax payable, obligation under finance leases, bank and other borrowings, deferred tax liabilities and convertible notes/bonds.

(c) Geographic information

The geographical location of customers is based on the location at which the goods delivered. The geographical location of the non-current assets is based on the physical and operating location of the assets.

The Group's operations and workforce are mainly located in the PRC (country of domicile), including Hong Kong.

The following table provides an analysis of the Group's revenue from external customers.

	Continuing operations		Discontinued operations		Total	
	2011 HK\$'000	2010 HK\$'000	2011 HK\$'000	2010 HK\$'000	2011 HK\$'000	2010 HK\$'000
	(Re-presented)		(Re-presented)		(Re-presented)	
Asia						
– PRC including Hong Kong	16,367	14,604	1,135	16,981	17,502	31,585
– other regions	37,006	29,399	657	13,292	37,663	42,691
Europe	33,613	22,370	799	9,670	34,412	32,040
North and South America	30,575	13,810	5,569	49,660	36,144	63,470
Others	–	–	234	139	234	139
	<u>117,561</u>	<u>80,183</u>	<u>8,394</u>	<u>89,742</u>	<u>125,955</u>	<u>169,925</u>

The following table provides an analysis of the Group's non-current assets other than deferred tax assets.

	Continuing operations		Discontinued operations		Total	
	2011	2010	2011	2010	2011	2010
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Re-presented)		(Re-presented)		(Re-presented)	
Asia						
– PRC including Hong Kong	90,578	2,625	–	29,584	90,578	32,209
North and South America	–	–	–	101	–	101
	90,578	2,625	–	29,685	90,578	32,310

Information about major customers

Revenue from customers contributing over 10% of the total sales of the Group for both continuing and discontinued operations in the current year were from the manufacture and sale of data media products segment and are set out below:

	2011	2010
	<i>HK\$'000</i>	<i>HK\$'000</i>
		(Re-presented)
Customer A	39,762	40,406
Customer B	N/A	17,619

The percentage of total revenue on major customers is set out below:

	2011	2010
		(Re-presented)
Customer A	32%	24%
Customer B	N/A	10%

3. Turnover

Revenue represents the net invoiced value of goods sold, net of value-added tax, returns, rebates and trade discounts. Revenue from the Group's principal activities recognised during the year is as follows:

	2011 <i>HK\$'000</i>	2010 <i>HK\$'000</i> (Re-presented)
Continuing operations		
– sales of goods	<u>117,561</u>	<u>80,183</u>

4. Other income/(loss)

Analysis of the Group's other income/(loss) recognised during the year is as follows:

	2011 <i>HK\$'000</i>	2010 <i>HK\$'000</i> (Re-presented)
Continuing operations		
Exchange gain, net	1,306	–
Interest income	147	20
Gain/(loss) on deregistration of subsidiaries	63	(1,418)
Gain/(loss) on disposal of property, plant and equipment	57	(579)
Reversal of impairment loss on trade receivables	229	–
Others	<u>168</u>	<u>302</u>
	<u>1,970</u>	<u>(1,675)</u>

5. Impairment losses and write offs

	2011 HK\$'000	2010 HK\$'000 (Re-presented)
Continuing operations		
Impairment losses on		
– property, plant and equipment	227	185
– trade and other receivables	–	4,003
	<u>227</u>	<u>4,188</u>

6. Income tax expense/(credit)

	Continuing operations		Discontinued operations		Total	
	2011 HK\$'000	2010 HK\$'000 (Re-presented)	2011 HK\$'000	2010 HK\$'000 (Re-presented)	2011 HK\$'000	2010 HK\$'000 (Re-presented)
Current tax – Hong Kong						
Profits Tax						
– tax for the year	210	–	–	–	210	–
– under provision in respect of prior years	–	554	–	–	–	554
	<u>210</u>	<u>554</u>	<u>–</u>	<u>–</u>	<u>210</u>	<u>554</u>
Current tax – PRC Enterprise						
Income Tax						
– tax for the year	4,100	–	–	–	4,100	–
– under/(over) provision in respect of prior years	4,100	–	–	(19)	4,100	(19)
	<u>8,200</u>	<u>–</u>	<u>–</u>	<u>(19)</u>	<u>8,200</u>	<u>(19)</u>
Deferred tax	–	–	(1,445)	(3,251)	(1,445)	(3,251)
	<u>8,410</u>	<u>554</u>	<u>(1,445)</u>	<u>(3,270)</u>	<u>6,965</u>	<u>(2,716)</u>

In respect of Hong Kong Profits Tax, income tax expense is provided on the profit for the year based on the assessable profits derived by the Group's subsidiaries from Hong Kong for the year ended 31 December 2011.

There was no assessable profit derived by the Group's subsidiaries from Hong Kong for the year ended 31 December 2010. Accordingly, no income tax expense was provided for the year.

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable for the both years.

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

Overseas tax is calculated at the rates applicable in the respective jurisdictions.

In 20 July 2007, Inland Revenue Department of Hong Kong ("IRD") has initiated tax enquiries and issued protective profits tax demand note relating to the years of assessment 2001/2002 against a subsidiary in the Group. The Group had lodged objections with the IRD and the IRD agreed to hold over the tax claim completely subject to the said subsidiary in question purchasing tax reserve certificates ("TRCs"). TRCs of an aggregate amount of approximately HK\$938,000 (2010: HK\$938,000) were purchased by the Group on 29 June 2007 and 16 April 2008 and the amount was included in other receivables in the consolidated statement of financial position as at 31 December 2011.

7. Profit/(loss) before income tax expense

The Group's profit/(loss) before income tax expense is arrived at after charging:

	2011 <i>HK\$'000</i>	2010 <i>HK\$'000</i> (Re-presented)
Continuing operations		
Staff costs (including directors' emoluments)		
Contribution to defined contribution retirement plan	326	294
Salaries, wages and other benefits	24,278	23,372
Share-based payment expense	2,076	21,483
	<u>26,680</u>	<u>45,149</u>
Depreciation of property, plant and equipment		
– Owned	2,476	184
– Held under finance leases	221	142
Auditor's remuneration	880	1,200
Operating lease charges in respect of properties	5,057	3,558
Cost of inventories recognised as expenses	90,709	63,448
Impairment loss on inventories (included in cost of sales)	–	10,144
	<u>–</u>	<u>–</u>

8. Loss for the year from discontinued operations

	2011 <i>HK\$'000</i>	2010 <i>HK\$'000</i> (Re-presented)
Remanufacture and sale of computer printing and imaging products (<i>Note a</i>)	(52,058)	(237,582)
Trading and mining of mineral resources (<i>Note b</i>)	(29,218)	(37,192)
	<u>(81,276)</u>	<u>(274,774)</u>

(a) Remanufacture and sale of computer printing and imaging products

The business of remanufacture and sale of computer printing and imaging products which were carried by Jackin Enterprises Limited (“JEL”) and its subsidiaries were put into liquidation on 8 August 2011. These business segments are presented as part of discontinued operations in accordance with HKFRS 5.

An analysis of the results of this segment included in the consolidated statement of comprehensive income is as follows:

	2011 HK\$'000	2010 <i>HK\$'000</i> (Re-presented)
Turnover	8,394	73,739
Cost of sales	<u>(41,462)</u>	<u>(187,423)</u>
Gross loss	(33,068)	(113,684)
Other income	1,373	311
Distribution costs	(1,741)	(13,105)
Administrative expenses	(20,675)	(42,665)
Reversal of impairment loss on trade receivables	436	359
Impairment losses	(23,515)	(71,141)
Finance costs	<u>(335)</u>	<u>(927)</u>
Loss before income tax credit	(77,525)	(240,852)
Income tax credit	1,445	3,270
Gain on disposal of subsidiaries	<u>24,022</u>	<u>–</u>
Loss for the year from discontinued operations	<u>(52,058)</u>	<u>(237,582)</u>

Loss for the year from the discontinued operations includes the following:

	2011	2010
	<i>HK\$'000</i>	<i>HK\$'000</i>
		(Re-presented)
Depreciation of property, plant and equipment	3,856	15,125
Amortisation of intangible assets	2,596	10,960
Cost of inventories recognised as expenses	21,852	131,077
Impairment losses on		
– property, plant and equipment	16,714	26,008
– intangible assets	6,319	30,471
– trade and other receivables	482	6,006
– trade and other receivables written off	–	8,656
– inventories (included in cost of sales)	12,371	23,484
– inventories written off (included in cost of sales)	7,239	32,862

A profit of HK\$24,022,000 arose on the disposal of JEL and its subsidiaries, being the proceeds of disposal less the carrying amount of the subsidiary's net liabilities. No tax charge or credit arose from the disposal.

(b) *Trading and mining of mineral resources*

The segment of trading and mining of mineral resources is considered as discontinued operations of the Group during the year and has been presented as part of discontinued operations in accordance with HKFRS 5.

An analysis of the results of this segment included in the consolidated statement of comprehensive income is as follows:

	2011 HK\$'000	2010 <i>HK\$'000</i> (Re-presented)
Turnover	–	16,003
Cost of sales	<u>–</u>	<u>(15,203)</u>
Gross profit	–	800
Distribution costs	–	(29)
Administrative expenses	(13,472)	(4,493)
Expenses related to exposure of mining projects	(4,046)	(17,870)
Impairment losses on refundable deposits paid for acquisition of mining rights	<u>(11,700)</u>	<u>(15,600)</u>
Loss before income tax expense	(29,218)	(37,192)
Income tax expense	<u>–</u>	<u>–</u>
Loss for the year from discontinued operations	<u>(29,218)</u>	<u>(37,192)</u>

Loss for the year from the discontinued operations includes the following:

	2011 HK\$'000	2010 <i>HK\$'000</i> (Re-presented)
Expenses related to exposure of mining projects	4,046	17,870
Staff cost	<u>13,472</u>	<u>4,493</u>

For the purpose of presenting discontinued operations, the comparative consolidated statement of comprehensive income and the related notes have been re-presented as if the operations discontinued during the year had been discontinued at the beginning of the comparative period.

9. Earnings/(loss) per share

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

	2011	2010 (Re-presented)
Basic		
Profit/(loss) for the year for the purposes of computation of basic earnings/(loss) per share (<i>HK'000</i>)		
– from continuing operations	766	(108,594)
– from discontinued operations	<u>(81,276)</u>	<u>(274,774)</u>
	<u>(80,510)</u>	<u>(383,368)</u>
 Number of shares		
Weighted average number of ordinary shares in issue	<u>2,895,435,576</u>	<u>1,368,722,647</u>

Note:

The calculation of basic earnings/(loss) per share for the year is based on the consolidated profit/(loss) for the year attributable to owners of the Company and on the weighted average number of ordinary shares in issue during the year.

	2011	2010 (Re-presented)
Diluted		
Profit/(Loss) for the year for the purposes of computation of diluted earnings/(loss) per share (HK'000)		
– from continuing operations – basic	766	(108,594)
Adjustment on gain on changes in fair value of convertible notes at year end	<u>(6,386)</u>	<u>–</u>
– from continuing operations – adjusted loss	(5,620)	(108,594)
– from discontinued operations	<u>(81,276)</u>	<u>(274,774)</u>
	<u>(86,896)</u>	<u>(383,368)</u>
Number of shares		
Weighted average number of ordinary shares in issue	2,895,435,576	1,368,722,647
Adjustment for conversion of convertible notes	<u>800,876,200</u>	<u>–</u>
Weighted average number of ordinary shares for diluted earnings/(loss) per share	<u>3,696,311,776</u>	<u>1,368,722,647</u>

Note:

In calculation of the diluted earnings/(loss) per share, the Company's outstanding share options were not taken into account as they had an anti-dilutive effect. Therefore, the calculation of diluted earnings/(loss) per share is based on the profit/(loss) for the year attributable to owners of the Company and after adjustment to reflect the effect of deemed conversion of outstanding convertible notes. Weighted average number of dilutive potential ordinary shares is calculated by adjusting the conversion shares of all convertible notes that would be issuable if the end of the period were the end of the contingency period.

There was no dilutive effect for the year ended 31 December 2010 since all share options were anti-dilutive.

10. Trade and other receivables

	2011 HK\$'000	2010 <i>HK\$'000</i>
Trade and bill receivables	39,910	29,046
<i>Less: Impairment loss recognised on trade receivables</i>	<u>(8,278)</u>	<u>(16,461)</u>
	31,632	12,585
Other deposits, prepayments and other receivables	<u>12,777</u>	<u>5,032</u>
Total trade and other receivables	<u>44,409</u>	<u>17,617</u>

The Group allows an average credit period of 30 to 90 days (2010: 30 to 120 days) to its trade customers. The following is an aged analysis of trade and bill receivables as at the end of the reporting period.

	2011 HK\$'000	2010 <i>HK\$'000</i>
Current	16,014	9,636
1 to 90 days	8,769	3,478
91 to 180 days	3,574	517
Over 181 days	<u>11,553</u>	<u>15,415</u>
Trade and bill receivables, gross	39,910	29,046
<i>Less: Provision for impairment losses of trade and bill receivables</i>	<u>(8,278)</u>	<u>(16,461)</u>
	<u>31,632</u>	<u>12,585</u>

In respect of trade and bill receivables, individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customers' past history of making payments when due and current liability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customers operate. Receivables that were neither past due nor impaired which constitute about 51% (2010: 69%) of total trade and bill receivables, relate to a wide range of customers for whom there was no recent history of default. The Group does not hold any collateral over these balances. The following is an aged analysis of trade and bill receivables (net of accumulated impairment losses) as at the end of the reporting period.

	2011 HK\$'000	2010 HK\$'000
Neither past due nor impaired	<u>16,014</u>	<u>8,734</u>
Less than 3 months past due	8,769	2,999
3 to 6 months past due	3,574	503
Over 6 months past due	<u>3,275</u>	<u>349</u>
	<u>15,618</u>	<u>3,851</u>
	<u>31,632</u>	<u>12,585</u>

Included in the Group's trade receivables balance are debtors with aggregate carrying amount of approximately HK\$15,618,000 (2010: HK\$3,851,000) which are past due as at the reporting date for which the Group has not provided for impairment loss. The Group does not hold any collateral over these balances.

Receivables that were past due but not impaired relate to a number of independent customers that have a good repayment record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

Movement in the impairment losses of trade and bill receivables

	2011 HK\$'000	2010 HK\$'000
At 1 January	16,461	9,896
Exchange realignment	43	6
Impairment loss recognised	238	10,009
Disposal of subsidiaries	(7,798)	(91)
Amounts written off as uncollectible	(1)	(3,000)
Reversal of impairment losses	(665)	(359)
At 31 December	8,278	16,461

In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable for the date credit was initially granted up to the end of the reporting period.

Included in the allowance for doubtful debts are individually impaired trade receivables with an aggregate balance of approximately HK\$8,278,000 (2010: HK\$16,461,000) which were past due for more than 6 months. The Group does not hold any collateral over these balances.

During the year ended 31 December 2011, no trade receivable (2010: HK\$8,656,000) is written off due to ceased business of the customers.

As at 31 December 2011, no trade receivables are factored trade receivables with certain financial institutions (2010: HK\$9,477,000). These factored trade receivables are accordingly, the Group continues to recognise the full carrying amount of the receivables and has recognised the cash received as an unsecured borrowing.

Movement in the impairment losses of other receivables

	2011 HK\$'000	2010 HK\$'000
At 1 January	—	—
Impairment loss recognised	244	—
At 31 December	244	—

11. Trade and other payables

	2011 <i>HK\$'000</i>	2010 <i>HK\$'000</i>
Trade payables	14,101	13,799
Accruals and other payables	<u>49,057</u>	<u>52,009</u>
	63,158	65,808
Amount due to a related company	<u>3,740</u>	<u>1,089</u>
	<u>66,898</u>	<u>66,897</u>

As at 31 December 2011, the amount due to a related company, Titron Group Holdings Limited, in which Yip Wai Lun, Alvin (“Mr. Yip”) is common director, was unsecured, interest-free and repayable on demand.

As at 31 December 2010, the amount due to a related company, Titron Industries Limited (“Titron”), in which Yip Wai Lun, Alvin (“Mr. Yip”) is common director, was unsecured, interest-free and repayable on demand.

The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period.

	2011 <i>HK\$'000</i>	2010 <i>HK\$'000</i>
Within 3 months	11,946	9,390
Over 3 months but within 6 months	802	1,526
Over 6 months but within 9 months	320	787
Over 9 months but within 12 months	444	1,439
Over 1 year	<u>589</u>	<u>657</u>
	<u>14,101</u>	<u>13,799</u>

The average credit period on purchases of goods is 30-90 days (2010: 30-90 days).

MANAGEMENT DISCUSSION AND ANALYSIS

RESULTS

During the year under review, the business activities of Company and its subsidiaries (the “Group”) involved the remanufacture and sale of computer printing and imaging products, manufacture and sale of data media products, distribution of data media products, manufacture and sale of plastic moulding products and manufacture and sale of medical devices products. The businesses of manufacture and sale of plastic moulding products and manufacture and sale of medical devices products were acquired by the Group in October 2011.

On 8 August 2011, Jackin Enterprises Limited (“JEL”), the intermediate holding company of the business of remanufacture and sale of computer printing and imaging products of the Group, was put into members’ voluntary liquidation. In addition, during the year, the Directors decided to cease the Group’s business in trading and mining of mineral resources for the reason that the Directors consider it in the interests of the Company and its shareholders to re-align the resources of the Group to its manufacturing business. As a result of the liquidation of JEL and the cessation of the business of trading and mining of mineral resources, these two business segments are presented as discontinued operations in the financial statements for the year ended 31 December 2011 in accordance with HKFRS 5. The comparatives on the consolidated statement of comprehensive income, the consolidated statement of financial position and related notes have been re-presented in this announcement of results so as to reflect the results for the continuing operations and discontinued operations.

The Group faced various challenges throughout the year 2011 under review, yet it was an encouraging year for the Group. For the year ended 31 December, 2011, the turnover of the Group’s continuing operations increased by 46.6% to approximately HK\$117.6 million, compared to approximately HK\$80.2 million for the year ended 31 December, 2010. Gross profit of the Group increased by 307.6% from about HK\$6.6 million in year 2010 to approximately HK\$26.9 million in this financial year. As a result of improvement in gross margin during the year, coupled with the financial impacts arising from various capital and corporate restructuring and financing activities during the year, including, among other things, gain on extinguishment of financial liabilities by issue of ordinary shares of HK\$32.1 million (2010: nil), and gain on change in fair value of a convertible note of HK\$18.0 million (2010: nil), the Group achieved a profit before tax of HK\$8.2 million, compared with a loss before tax of HK\$108.6 million for year 2010. After income tax provision, the Group recorded a loss from continuing operations of HK\$0.2 million for the year ended 31 December, 2011, which was substantially reduced from the loss from continuing operations of HK\$109.1 million recorded for the year ended 31 December, 2010.

During the year under review, the Group recorded loss from discontinued operations in the remanufacture and sale of computer printing and imaging products operations and the trading and mining of mineral resources operations of HK\$81.3 million (2010: loss from discontinued operation HK\$274.8 million).

The Group's overall loss attributable to owners of the Company dropped by 79.0% from about HK\$383.4 million for the year ended 31 December, 2010 down to HK\$80.5 million for this financial year.

BUSINESS REVIEW

Acquisition of Manufacturing Business

Since 2010, the Group has been actively looking for attractive merger and acquisition opportunities in order to extend its business reach and to improve the Group's financial performance. On 23 January, 2011, the Group entered into a conditional sale and purchase agreement (as amended and restated on 27 July, 2011) with four vendors including Mr. Yip Wai Lun, Alvin ("Mr. Yip"), the Chairman and Managing Director of the Company, on the acquisition of the entire issued share capital/registered capital of Apex Solution Group Limited, Titron International Limited, Titron Industries Limited and its subsidiary, Titron Manufacturing Limited, Titron Precision Limited and its subsidiary 東莞德越電子塑膠製品有限公司 (collectively the "Titron Group") at a consideration of HK\$120 million, satisfied by payment of HK\$7.5 million cash and issue of convertible notes of face value HK\$112.5 million. The acquisition was completed on 10 October, 2011. On 30 December 2011, convertible notes with the face value of approximately HK\$72.5 million was converted into 1,449,123,800 new shares of the Company in accordance with the agreement.

Continuing Operations

Manufacturing and sale of medical device products

This is a newly acquired business division which has started contributing to the results of the Group from 10 October, 2011. Manufacturing of medical device products, owing to its stringent regulatory requirements, is an industry of very high entry barrier. The acquisition timing has saved the Group from an exploration and experimental stage and enabled the Group to enjoy a revenue contribution of about HK\$7.6 million after its acquisition, with a segmental profit contribution of about HK\$1.4 million. The Board anticipates a fast growing track in this new business division and is in the process of deploying more resources and efforts to facilitate its expansion.

Manufacturing and sale of plastic moulding products

This is another newly acquired business division that came with the medical device product business, and started contributing to the results of the Group from 10 October, 2011. The Group recorded a post-acquisition turnover of HK\$35.5 million for the year under review, with a segmental profit of approximately HK\$6.3 million.

Manufacturing and sale of data media products

For the year ended 31 December, 2011, this division recorded a turnover of approximately HK\$62.4 million, representing a decline of about 8.1% from previous years turnover level of about HK\$67.9 million. However, after a series of successful measures in streamlining its operation and optimizing its resources, the segmental profit contribution for this year achieved HK\$14.3 million, representing an improvement of about 6.5 times from last year's profit contribution of HK\$1.9 million. The Group, however, noticed a recessive market potential in this business sector and has therefore been working on re-directing its resources to other business sectors of better market potential.

Distribution of data media products

This segment continued to experience decline in turnover. Sales of HK\$12.0 million was recorded this year, receding by 2.4% from last financial year's HK\$12.3 million. Despite the decrease in overall profit margin arising from the change in product mix for the year under review, this segment recorded a profit of about HK\$0.3 million in this financial year, compared to a segment loss of about HK\$0.6 million recorded for year 2010, for the reason that the significant impairment in inventories of about HK\$2.0 million for this segment for the year ended 31 December 2010 was not incurred for the current year.

Discontinued Operations

Remanufacture and sale of computer printing and imaging products

The remanufacturing and sale of computer printing and imaging products, which had suffered substantial losses for a number of years, was discontinued during the year. Its failure was attributable to a combination of factors including continuous price raid by low-cost products flooded in the market, continuous increase in cost of production, and under-utilization of its facilities. The Board decided to discontinue this operation by voluntarily liquidating the subsidiary holding this line of business on 8 August, 2011. A total of HK\$8.4 million in turnover was recorded by this division prior to liquidation (2010: HK\$73.7 million). Through terminating this business arm, the Group succeeded in containing the loss from this division at about HK\$52.1 million (2010: HK\$237.6 million).

Trading and mining of mineral resources

During the year under review, no profitable opportunity was identified in the area of trading of mineral resources. Accordingly, no turnover was recorded during year 2011 (2010: HK\$16.0 million).

On mining business, taking into account the then prevailing market conditions surrounding the investors' interest in mining projects under exploration, the Board decided to terminate an acquisition agreement in respect of an investment in a company which indirectly held certain mines in the United States entered into by a subsidiary of the Company in 2009. Details of the termination of such agreement were set out in the Company's announcement dated 22 March 2011 and 19 April 2011. No turnover had been generated from the mining business. The Group recorded loss of HK\$29.2 million and HK\$37.2 million in this business segment for the financial year ended 31 December 2011 and 31 December 2010 respectively.

Change of Company Name

After the year end date, for the purpose of refreshing the Company's corporate identity and reflecting the new development focus of the Group, the Company has changed its name to "AMCO United Holding Limited"「雋泰控股有限公司」(*for identification purposes*) from "Guojin Resources Holdings Limited"「國金資源控股有限公司」(*for identification purposes*) which has become effective on 20 February, 2012. The registration of the new English name of the Company in Hong Kong under Part XI of the Companies Ordinance took effect from 13 March, 2012.

LOOKING AHEAD

Businesses in the 21st century need a renewed entrepreneurial spirit at their centre and as well as in their leadership. The Group must be adaptive to changes and be prepared to investigate and develop new business models with the support of strong internal business processes and systems managed by true professionals. By incorporating all aspects of innovation, technology and manufacturing, the Group envisions the strategy to move from a low cost China centric product environment to a globally linked knowledge centric environment.

Health care is a market place where the technology drivers are allowing future customized health care products and services at a more personal level. The goal of AMCO is to venture into a new position at this exciting intersection point where technologies and opportunities are merged, in order to provide product solutions and services that are both relevant and beneficial to doctors and patients alike, delivered in a most direct and high efficiency level.

The Company sees opportunity arising from the intersection point of new technology in the medical sector, which, when combined with the existing manufacturing know-how, will bring about new application in that sector. AMCO is in a good position to take advantage of such opportunity and develop a disruptive economic model. The Group is in the process to solidify an alignment to take a leading position in a new exciting future in the new business arena it has entered, being the health care product sector, with its international business partners.

FINANCIAL REVIEW

Capital and Debt Structure

As at 31 December, 2011, the Group's total net assets was approximately HK\$81.1 million representing an improvement of approximately HK\$213.3 million from its net liabilities position of approximately HK\$132.2 million at 31 December, 2010.

Facing the challenge to resolve the net liabilities position and liquidity constraints of the Group at beginning of this financial year, which could inhibit the Group's continual operation as a going concern, the Company initiated and completed the following capital reorganization, debt restructuring, and fund raising exercises during the year under review:

1. Pursuant to a special resolution passed in a special general meeting of shareholders on 5 September, 2011, the Company's share capital was reorganized by a capital reduction of nominal value of issued shares, subdivision of unissued shares, and cancellation of share premium, which aggregate credit arising thereof were transferred to the contributed surplus account of the Company. Then the contributed surplus was applied to set off against the accumulated losses as permitted by the laws of Bermuda and the Bye-laws.
2. Pursuant to an ordinary resolution passed in a special general meeting of shareholders on 5 September, 2011, the Company, Ugent and each of the Ugent Bondholders entered into redemption agreements, pursuant to which the Company redeemed the Ugent Bonds for an aggregate outstanding principal amount of HK\$177.0 million and all accrued interest up to the date of the redemption. An aggregate amount of approximately HK\$206.4 million, representing the aggregate of the entire outstanding principal amount of the Ugent Bonds plus the interest accrued and to be accrued up to and including 31 August, 2011 was settled by the allotment and issue of 4,151,240,001 redemption shares at the issue price of HK\$0.05 per redemption share.

3. Pursuant to another ordinary resolution passed in a special general meeting of shareholders on 5 September, 2011, upon successful approval and completion of the capital reorganization and Ugent bond redemption as mentioned in the above two paragraphs, the Company raised approximately HK\$74.2 million, net of expenses, by issuing 1,654,125,555 rights shares to the then existing shareholders through a 11 rights shares for every 10 shares in issue. The net proceeds from the rights issue were fully allocated to strengthen the working capital of the Group.

In addition to the above exercises, convertible notes of face value of about HK\$72.5 million issued on 10 October, 2011 as partial consideration for the acquisition of the Titron Group as mentioned above were converted into 1,449,123,800 ordinary shares of the Company on 30 December, 2011, which further enhanced the capital base of the Company.

More details of the abovementioned capital movements have been disclosed in relevant published announcements and/or circulars issued during the year under review.

At 31 December, 2011, the Company has outstanding convertible notes issued as partial consideration for the acquisition of the Titron Group valued at approximately HK\$26.5 million, of which, approximately HK\$12.6 million was classified as current liabilities and approximately HK\$13.9 million was classified as non-current liabilities due to their respective conversion conditions affecting their respective timing of convertibility.

As at 31 December, 2011, the Group's total bank borrowings plus finance lease obligations increased by HK\$3.2 million to about HK\$15.5 million, of which over 97% or about HK\$15.0 million were repayable within one year. Most of the Group's borrowings were denominated in Hong Kong dollars and subject to floating interest rates. Hence the risk of currency exposure was minimal. The Group's total cash and bank balances amounted to approximately HK\$49.6 million at 31 December, 2011, which was about HK\$11.7 million higher than the position of HK\$37.9 at previous year end date.

The Group's net debt to equity ratio was 0.5 at 31 December, 2011 while that of 31 December, 2010 was a negative ratio of (1.5). The ratio was determined by total bank and other borrowings, convertible debt instruments and obligations under finance leases over total equity/(capital deficiency).

Working Capital and Liquidity

As at 31 December, 2011, the Group's current ratio and quick ratio were 1.1 and 0.9 respectively (2010: 1.2 and 0.9 respectively). Inventory turnover on sales of continuing operations increased to 44 days which is 19 days longer than that of previous year. Receivable turnover of continuing operations was maintained at 47 days for both financial years 2011 and 2010.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December, 2011, the total number of employees of the Group was 373 (31 December, 2010: 552) located in Hong Kong and mainland China. The remuneration packages of the Group's employees are mainly determined based on their performance and experience, taking into account the prevailing industry practices. Remuneration packages of employees include salaries, insurance, mandatory provident fund and employee share options. Other employee benefits include medical cover, housing allowance and discretionary bonuses.

EVENTS AFTER THE REPORTING PERIOD

There is no significant event occurring after the reporting period.

FINAL DIVIDEND

No payment of dividends has been proposed by the Board in respect of the year ended 31 December 2011 (2010: Nil).

COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has complied with the code provisions as set out in the Code on Corporate Governance Practices (the "Code") contained in Appendix 14 to the Listing Rules throughout the year ended 31 December 2011, save for the following deviations.

Code Provision A.1.3

Under this code provision, notice of at least 14 days should be given of a regular board meeting to give all directors an opportunity to attend.

During the year, certain Board meetings were convened with less than 14 days' notice to enable the Board members to react timely and make expeditious decisions in respect of urgent commercial transactions which were significant in nature. As a result, the Board meetings were held with a shorter notice period than required with the consent of the Directors. The Board will do its best endeavour to meet the requirement of A.1.3 of the Code in the future.

Code Provision A.2.1

Under this code provision, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

Mr. Yip Wai Lun, Alvin ("Mr. Yip") was the Chairman and Managing Director of the Company (The Company regards the role of its managing director to be same as that of chief executive officer under the Code) during the year ended 31 December 2011.

During the year under review, the Group has been streamlining its operations including business development, operation efficiency and financial management. It is believed that during the transformation and rationalisation of the Group's business, it would be in the best interest of its shareholders that the roles of the Chairman and the Managing Director of the Company be combined to enable a strong and delimited leadership to reposition the Company and implement effective measures to improve shareholders' value. In this light, the Company has maintained Mr. Yip as the Chairman and the Managing Director of the Company. The Company will review the current structure when and as it becomes appropriate.

Code Provision A.4.1

Under this code provision, the non-executive directors should be appointed for a specific term, subject to re-election.

Currently, the three independent non-executive Directors are not appointed for a specific term but are subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Bye-laws of the Company, and their appointment will be reviewed when they are due for re-election.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules. Following specific enquiry by the Company, all Directors have confirmed that they have complied with the required standard as set out in the Model Code during the year ended 31 December 2011.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

The Company has not redeemed any of its shares during the year. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company’s shares during the year.

REVIEW OF FINANCIAL STATEMENTS

The Audit Committee of the Company comprises three independent non-executive Directors, namely Mr. Chan Kam Kwan, Jason (chairman of the Audit Committee), Mr. Leung Ka Kui, Johnny and Mr. Lau Man Tak. The Audit Committee with the participation of the management has reviewed the consolidated financial statements of the Group for the year ended 31 December 2011.

REVIEW OF THIS FINAL RESULTS ANNOUNCEMENT

The figures in respect of the preliminary announcement of the Group's results for the year ended 31 December 2011 have been agreed by the Group's auditor, BDO Limited, to the amounts set out in the Group's consolidated financial statements for the year. The work performed by BDO Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by BDO Limited on the preliminary announcement.

APPRECIATION

On behalf of the Board, I would like to express appreciation to colleagues for their hard work and dedication in the past year. We will remain committed to achieving better results and maximising returns to our shareholders.

By order of the Board
AMCO United Holding Limited
Yip Wai Lun, Alvin
Chairman and Managing Director

Hong Kong, 28 March 2012

As at the date of this announcement, Mr. Yip Wai Lun, Alvin and Ms. Leung Mei Han are the Executive Directors and Mr. Leung Ka Kui, Johnny, Mr. Chan Kam Kwan, Jason and Mr. Lau Man Tak are the Independent Non-executive Directors.

* *For identification purposes only*