



FUJIAN HOLDINGS LIMITED
閩 港 控 股 有 限 公 司

(Incorporated in Hong Kong with limited liability)

(於香港註冊成立之有限公司)

(Stock Code 股份代號: 181)

Annual Report | 年報
2012

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive directors:

WANG Xiaowu (*Chairman of the Board*)
WANG Ruilian
LIU Xiaoting

Non-executive directors:

FENG Qiang
YE Tao

Independent non-executive directors:

LAM Kwong Siu
CHEUNG Wah Fung, Christopher
LEUNG Hok Lim

COMPANY SECRETARY

CHAN Tao Ming

AUDIT COMMITTEE

LEUNG Hok Lim (*Chairman of the Committee*)
LAM Kwong Siu
CHEUNG Wah Fung, Christopher

REMUNERATION COMMITTEE

LAM Kwong Siu (*Chairman of the Committee*)
LEUNG Hok Lim
CHEUNG Wah Fung, Christopher

NOMINATION COMMITTEE

CHEUNG Wah Fung, Christopher (*Chairman of the Committee*)
LEUNG Hok Lim
LAM Kwong Siu

董事會

執行董事：

汪小武(*董事會主席*)
王瑞煉
劉小汀

非執行董事：

馮強
葉濤

獨立非執行董事：

林廣兆
張華峰
梁學濂

公司秘書

陳道明

審核委員會

梁學濂(*委員會主席*)
林廣兆
張華峰

薪酬委員會

林廣兆(*委員會主席*)
梁學濂
張華峰

提名委員會

張華峰(*委員會主席*)
梁學濂
林廣兆

PRINCIPAL BANKERS

Hang Seng Bank Limited
Chiyu Banking Corporation Limited
China Merchants Bank

REGISTERED OFFICE

Room 1109, 11th Floor
Cosco Tower, Grand Millennium Plaza
183 Queen Road Central
Hong Kong

AUDITORS

HLB Hodgson Impey Cheng Limited
Chartered Accountants
Certified Public Accountants
31st Floor, Gloucester Tower
The Landmark
11 Pedder Street, Central
Hong Kong

SOLICITORS

Paul, Hastings, Janofsky & Walker
22nd Floor, Bank of China Tower
1 Garden Road
Hong Kong

SHARE REGISTRAR

Tricor Standard Limited
26th Floor, Tesbury Centre
28 Queen's Road East
Wanchai, Hong Kong

STOCK CODE

00181

WEBSITE

www.fujianholdings.com

往來銀行

恒生銀行有限公司
集友銀行有限公司
招商銀行

註冊辦事處

香港
皇后大道中一百八十三號
新紀元廣場中遠大廈
11樓1109室

核數師

國衛會計師事務所有限公司
英國特許會計師
香港執業會計師
香港
中環畢打街11號
置地廣場
告羅士打大廈31樓

律師

普衡律師事務所
香港
花園道1號
中銀大廈22樓

股份過戶登記處

卓佳標準有限公司
香港灣仔
皇后大道東28號
金鐘匯中心26樓

股份代號

00181

網址

www.fujianholdings.com

Financial Summary

財務摘要

RESULTS

業績

		Year ended 31 December 2012	Year ended 31 December 2011 (restated)	Year ended 31 December 2010	Year ended 31 December 2009	Year ended 31 December 2008
		二零一二年 十二月三十一日	二零一一年 十二月三十一日 (重列)	二零一零年 十二月三十一日	二零零九年 十二月三十一日	二零零八年 十二月三十一日
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Revenue	收益	15,017	14,647	16,357	17,777	16,667
Profit before tax	除稅前溢利	1,422	6,074	3,163	4,645	3,645
Income tax expense	所得稅開支	129	(1,127)	(536)	(420)	(29)
Profit attributable to owners of the Company	本公司持有人應佔溢利	1,551	4,947	2,627	4,225	3,616
Profit attributable to owners of the Company (excluding extra-ordinary items)	本公司持有人應佔溢利(不包括非經常性項目)	1,551	4,947	2,627	4,225	3,616

Financial Summary (continued)

財務摘要(續)

ASSETS AND LIABILITIES

資產及負債

	As at 31 December 2012	As at 31 December 2011 (restated)	As at 31 December 2010	As at 31 December 2009	As at 31 December 2008
	二零一二年 十二月三十一日	二零一一年 十二月三十一日 (重列)	二零一零年 十二月三十一日	二零零九年 十二月三十一日	二零零八年 十二月三十一日
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
ASSETS AND LIABILITIES 資產及負債					
Total assets 資產總值	151,826	158,482	147,824	144,774	141,871
Total liabilities 負債總值	(10,860)	(19,470)	(18,110)	(18,199)	(19,518)
Net assets 淨資產	140,966	139,012	129,714	126,575	122,353

PER SHARE DATA

每股盈利

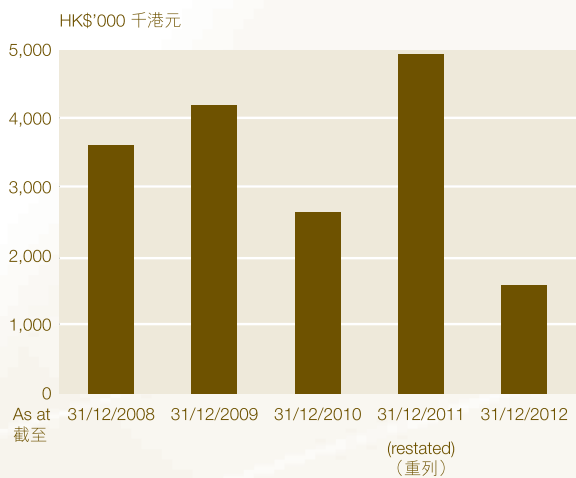
	As at 31 December 2012	As at 31 December 2011 (restated)	As at 31 December 2010	As at 31 December 2009	As at 31 December 2008
	二零一二年 十二月三十一日	二零一一年 十二月三十一日 (重列)	二零一零年 十二月三十一日	二零零九年 十二月三十一日	二零零八年 十二月三十一日
	HK Cents 港仙	HK Cents 港仙	HK Cents 港仙	HK Cents 港仙	HK Cents 港仙
Earnings per share (excluding extra-ordinary items) 每股盈利 (不包括非經常性項目)	0.29	0.93	0.49	0.79	0.68
Net book value per share 每股賬面淨值	26.39	26.02	24.28	23.76	22.97

Financial Summary (continued)

財務摘要 (續)

PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY 本公司持有人應佔溢利

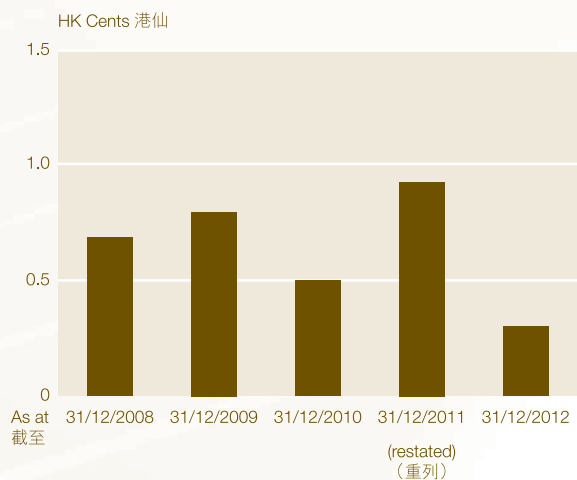
(excluding extra-ordinary items)
(不包括非經常性項目)



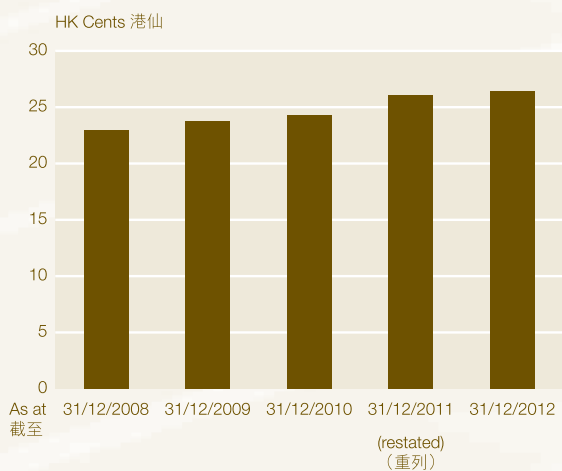
EARNINGS PER SHARE

每股盈利

(excluding extra-ordinary items)
(不包括非經常性項目)



NET BOOK VALUE PER SHARE 每股賬面淨值



On behalf of the Board of Directors (the “Board” or “Directors”) of the Company, I am pleased to present the annual report and the audited consolidated financial statements of the Company together with our subsidiaries (collectively the “Group”) for the financial year ended 31 December 2012 (“2012” or the “current year” or “Reporting year” or the “year under review”) to the shareholders of the Company (the “Shareholders”).

Business Review

For the year ended 31 December 2012, the Group's consolidated revenue for the current year increased 2.5% to approximately HK\$15.02 million (2011: approximately HK\$14.65 million). Net profit attributable to shareholders was approximately HK\$1.55 million (2011: HK\$4.95 million (restated)). Basic earnings per share were approximately 0.29 HK cent for the year ended 31 December 2012. Total assets less current liabilities decreased by approximately 3%, a net decrease by approximately HK\$4.6 million to approximately HK\$147.07 million as compared with HK\$151.67 million (restated) as at 31 December 2011.

Dividends

The Company did not propose any dividends for the year ended 31 December 2012. The Directors do not recommend the payment of a dividend for the year ended 31 December 2012.

Prospects

Facing the global economic uncertainty, we expected the business environment would continue to be difficult and complicated. As always, the Group will adopt prudent strategies for the existing business sectors.

To cope with these challenges, the Group remained focus to carry out various initiatives to control operating costs and streamline the existing operation so as to enhance operation efficiency. The Group also constantly reviews and extends its risk management measures and financial management capabilities to ensure that they cover the full extent of its operations.

At the same time, the Group will keep an open mind on new business opportunities that fit well with its risk averse policy. Management will also look out for structural changes that may have an impact on the Group or the industry as a whole in order to maximize every Shareholder's interest.

本人謹代表本公司董事會(「董事會」或「董事」)欣然提呈本公司及其附屬公司(統稱「本集團」)截至二零一二年十二月三十一日止之財政年度(「二零一二年」或「本年度」或「本報告期」或「回顧期」)報告及經審核之綜合財務報表，以供本公司股東(「股東」)省覽。

業務回顧

截至二零一二年十二月三十一日止年度，本集團之年度綜合收入增加2.5%至約1,502萬港元(二零一一年：約1,465萬港元)。股東應佔純利約155萬港元(二零一一年：495萬港元(重列))。截至二零一二年十二月三十一日止年度，每股基本盈利0.29港仙。總資產減流動負債比截至二零一一年十二月三十一日15,167萬港元減少3%，減值約為460萬港元至14,707萬港元。

股息

本公司並無宣派截至二零一二年十二月三十一日止年度任何股息。董事不建議派發二零一二年十二月三十一日止年度任何股息。

前景展望

面對著全球經濟不穩，我們預期營商環境將繼續艱難複雜。一如既往，本集團將就其現有業務分部採取審慎策略。

為迎接重重挑戰，本集團專心致志進行各項舉措，以控制營運成本並精簡現有業務，務求提升營運效益。本集團並會持續檢討及擴大合適的風險及財務管理措施，確保措施覆蓋整個業務範圍。

同時，本集團在規避風險的政策下，對新業務機遇仍持開放態度。管理層也會留意結構變化對集團或整個行業的影響，以確保為各股東締造最大之利益。

Chairman's Statement (continued)

主席報告(續)

Acknowledgements

I would like to take this opportunity to extend my sincere gratitude to all shareholders, business partners and customers for their support, and to all our colleagues for their efforts, hard work and dedication. Their hardwork represents the foundation of the Group's future business development.

Wang Xiaowu

Chairman

Hong Kong, 22 March 2013

致謝

本人謹此感謝各位股東、合作伙伴及客戶在過去一年對本集團的鼎力支持。本人亦藉此衷心感謝集團全體員工的辛勤工作和無私奉獻，他們的努力為集團未來業務的發展奠定了堅實基礎。

汪小武

主席

香港，二零一三年三月二十二日

Management Discussion and Analysis

管理層討論與分析

Business Review

Negatively impacted by an increase in annual distribution to Railway Department of HK\$0.78 million together with the impairment loss on other receivables of approximately HK\$3.20 million as well as the termination of the management contract over the operation right of Group's Hotel on 9 October 2012, the Group no longer enjoys the income from granting the management right of the Group's Hotel, the profit attributable to owners of the Group approximately HK\$1.55 million (2011: HK\$4.95 million (restated)), representing a reduction of 68.69%. On the other hand, net cash balance increased by 7.21% to HK\$46.41 million (2011: HK\$43.29 million).

The turnover of the Group for the year ended 31 December 2012 amounted to approximately HK\$15.02 million, representing an increase by approximately 2.52% as compared to approximately HK\$14.65 million in the previous year. The increase is mainly due to the appreciation of Renminbi during the year under review.

During the year under review, the Group had to account for gain arising on change in fair value of investment properties aggregate of 6.25 million (2011: 3.93 million).

Given our strong balance sheet and cash generation ability, our financial position continues to be strong. For the year ended 31 December 2012, the gearing ratio (divided non-current liabilities by equity plus non-current liabilities multiple by 100 which results in percentage) of the Group was 4.15% (2011: 8.35% (restated)).

Operational Review

A. Star-rated hotel operation

Star-rated hotel operation is the main source of revenue for the Group. For the year ended 31 December 2012, turnover of the hotel was approximately HK\$13.68 million (2011: HK\$13.24 million), representing an increase of approximately 3.32% from the corresponding financial year.

For the year under review, the occupancy rate was approximately 43.9% (2011: 45.6%) representing a decrease of 3.73% over the previous year. Average daily rate (ADR) was approximately RMB238 (2011: RMB233) representing an increase of 2.15% over the previous year.

業務回顧

集團於年內股東應佔溢利約港幣155萬元(二零一一年：495萬元(重列))，較去年相應回顧期內下降68.69%。下降主要由於每年分配予鐵路局之數額上升78萬元及年內的其他應收款之減值虧損確認約320萬元及於二零一二年十月九日終止將本集團酒店管理權授予管理代理之管理合同以致相關之收入因而消失。另一方面，本集團淨現金結餘錄得較7.21%之增幅達至4,641萬元(二零一一年：4,329萬元)。

截至二零一二年十二月三十一日止年度內，本集團營業額達1,502萬港元，與去年約1,465萬港元之數字比較，上升約2.52%。此乃因為於回顧期內人民幣升值所致。

於回顧期內，本集團錄得625萬(二零一一年：393萬)之投資物業公平值收益。

基於本公司雄厚的資產狀況及現金增值能力，本公司的財務狀況持續穩健。截至二零一二年十二月三十一日止，本集團資本負債比率(非流動負債與股本權益總額加非流動負債之百份比)為4.15%(二零一一年：8.35%(重列))。

營運回顧

A. 星級酒店營運

星級酒店經營是本集團主要收入來源。截至二零一二年十二月三十一日止年度，酒店營業額約為1,368萬港元(二零一一年：1,324萬港元)，較去年相應回顧期內增加約3.32%。

於回顧期內，平均入住率約為43.9%(二零一一年：45.6%)，較去年相應回顧期內下降約3.73%。平均每天房價則約為人民幣238元(二零一一年：人民幣233元)，較去年相應回顧期內增加約2.15%。

Management Discussion and Analysis (continued)

管理層討論與分析(續)

Pursuant to the terms of the agreement dated 4 March 2008 (the “Management Contract”) entered into by and between Xiamen South East Asia Company Limited (“Xiamen Plaza”), an indirectly wholly-owned subsidiary of the Company, and 廈門敦睦酒店管理有限公司 (“Xiamen Friendship International Co., Ltd”) (“Friendship International”), Friendship International was granted the operation right of the hotel for a term of five years starting from 4 March 2008. Under the Management Contract, the annual net income generated to the Group is guaranteed at RMB6.66 million plus 1% of the annual turnover of the hotel (the “Guaranteed Income Level”). Where the audited net income of the hotel on adding back amortization and depreciation expenses for a year is less than the Guaranteed Income Level for the same year as at 31 December, Friendship International is required to pay the shortfall to Xiamen Plaza after a consensus is reached between Friendship International and Xiamen Plaza.

The Management Contract was subsequently terminated on 9 October 2012 due to default in payment by Friendship International, and the hotel has been operated by the Group since 10 October 2012. As such, the Group no longer enjoys the Guaranteed Income Level and any profit or loss generated from the operation of the Hotel has to be borne by the Group. The Group had received approximately RMB3.50 million from Friendship International for the operation of the hotel for the year ending 31 December 2012 before the termination of the Management Contract.

The following table sets out the amount and percentage of contributions from different businesses of the star-rated hotel operation for the year ended 31 December 2012, together with comparative figures of 2011:

	31 December 2012		31 December 2011	
	二零一二年十二月三十一日		二零一一年十二月三十一日	
	HK\$ in	% in	HK\$ in	% in
	thousand	turnover	thousand	turnover
	千港元	佔營業額	千港元	佔營業額
		百分比		百分比
Accommodation revenue 客房銷售收入	11,390	83%	11,563	87%
Rental revenue 出租收入	2,286	17%	1,666	12%
Other 其他	—	—	7	1%
	13,676	100%	13,236	100%

根據本公司間接全資附屬公司廈門東南亞大酒店有限公司(「東酒」)與廈門敦睦酒店管理有限公司(「敦睦」)於二零零八年三月四日訂立的協議(「管理合同」)之條款，敦睦獲授該酒店的營運權，自二零零八年三月四日起為期五年。根據管理合同，該安排保證為本集團產生年度收入淨額人民幣666萬元加該酒店的年度營業額之1%(「保證收入水平」)。倘該酒店於十二月三十一日之經審核收入淨額加回年內攤銷及折舊費用較同年之保證收入水平為少，則敦睦須與東酒達成一致意見後向東酒支付差額。

由於敦睦拖欠款項，故管理合同已於二零一二年十月九日終止，而該酒店自二零一二年十月十日起由本集團營運。因此，本集團不再享有保證收入水平，而營運該酒店所產生的任何損益均須由本集團承擔。本集團已自敦睦就該酒店於截至二零一二年十二月三十一日止年度管理合同被終止前的營運收取約人民幣350萬元。

截至二零一二年十二月三十一日止年度期間，本集團星級酒店營運於各分類業務的營業額及應佔營業額百分比與二零一一年同期比較如下：

Management Discussion and Analysis (continued)

管理層討論與分析(續)

Accommodation revenue

The accommodation revenue was mainly determined by the number of available rooms, occupancy rate and ADR of the Group's hotels. During the reporting year, the accommodation revenue of star-rated hotels was approximately HK\$11.39 million, representing a decrease of approximately 1.49% over 2011 or a reduction of 5.30% when the appreciation of Renminbi was excluded. It was mainly because the accommodation revenue loss stemming from competition among star-rated hotels further intensified, there is a situation of oversupply in the industry and the interior facility is functional obsolescence. This directly affected the accommodation revenue of star-rated hotels.

Rental revenue

In order to stabilize the income of the hotel operation, the hotel operator let out the shopping centre in the Group's hotel. This contributed to approximately HK\$2.29 million in rental revenue during the year under review, representing an increase of approximately 38% over 2011.

Increasing costs arising from the operating environment especially from increasing wages and inflation remains the key challenge for the hotel industry. To overcome these adversities, the Group will continue to implement tight cost control measures and seek further improvement in operational efficiency to minimize the adverse impacts.

B. Hong Kong properties held by the Group

The occupancy rate for the properties of the Group in Hong Kong is nearly full during the year under review. It brought a steady rental income to the Group.

For the year ended 31 December 2012, the rental income of properties in Hong Kong was approximately HK\$1.34 million, while the rental income was approximately HK\$1.41 million in year 2011. The decrease was mainly resulted from the disposal of property during the year under review.

With the support of the strong local economy and most of existing tenancy contracts of the Group's properties will only expire after 2012; therefore, the impact on the rental income in 2013 is expected to be insignificant.

客房銷售收入

房間出租收入主要取決於本集團酒店的可供出租客房、入住率及平均每天房價。報告期內，星級酒店營運房間出租收入為約1,139萬港元，較二零一一年同期減少約1.49%，如撇除人民幣匯率上升的因素，則減少5.30%。主要是由於面對星級酒店競爭壓力進一步加劇；行業供大於求的局面及酒店設施日漸陳舊，皆直接影響星級酒店的房間出租收入。

出租收入

為保持穩定收入，酒店營運方將本集團之酒店內商場出租。此舉，為集團於期內貢獻約229萬港元之出租收入；較去年相應回顧期內上升約38%。

營運環境成本不斷上升，尤其是工資持續上揚以及通脹情況，為行業帶來挑戰。為克服此等不利情況，本集團將繼續實行嚴格成本監控措施，尋求進一步改善營運效率，務求盡量減低不利影響。

B. 香港物業

於回顧期內，本集團物業之出租率接近完全租出，為本集團持續帶來穩定之租金收入。

截至二零一二年十二月三十一日止年度內，香港物業租金收入約為134萬港元，去年同期則約為141萬港元。此乃由於回顧期內我們出售物業所致。

在本地強勁經濟的帶動下及本集團物業之現有的大部份租約是跨越二零一二年，所以二零一三年的租金收入預期不會有重大改變。

Management Discussion and Analysis (continued)

管理層討論與分析(續)

For the year ended 31 December 2012, the Company disposed the property located at Shops No. 65 on Ground Floor, Shaukiwan Centre, No. 407 Shau Kei Wan Road, Hong Kong. Pursuant to the sales and purchase agreement, the Company agreed to sell, and the purchaser agreed to purchase, the above-mentioned property for a cash consideration of HK\$4.38 million. The disposal was completed in the financial year under review.

C. Piano manufacturing

The Group diversified its business into the piano manufacturing sector by acquiring a 25% equity interest of Fuzhou Harmony Piano Co. Ltd. ("Harmony Piano") in 2005. This business interest brought a steady profit to the Group for the year under review.

截至二零一二年十二月三十一日止年度內，本公司出售位於香港筲箕灣道407號筲箕灣中心地下六十五號舖。根據買賣合約，本公司與買方分別同意出售及購買上述物業，現金代價為438萬港元。出售已於本回顧期內完成。

C. 鋼琴製造

本集團於二零零五年透過完成收購和聲鋼琴25%股權而擴展業務至鋼琴製造業。於回顧期內，此業務權益為本集團帶來穩定之盈利。

Future Development

Recently, there was sign of improvement in China's economy. However, sustainability of such rebound in future was questioned. The Group remains prudent in planning its future strategies as global economic climate clouded with various uncertainties.

Exploring opportunities remain the strategies of the Group, although we will monitor the situation cautiously and adjust our development plan accordingly under the existing unfavorable conditions.

未來發展

近期，中國經濟有改善跡象。然而，該反彈於未來之持續能力成疑。由於環球經濟環境仍被眾多不明朗因素所籠罩，故本集團會繼續審慎計劃未來發展策略。

探尋新的商機仍然為本集團之策略，惟因現時市況欠佳，本集團將審慎監察情況，相應調整發展計劃。

Financial Review

Capital structure

As at 31 December 2012, the total issued share capital of the Company was HK\$66,780,000 divided into 534,240,000 ordinary shares of HK\$0.125 each.

Liquidity and Financial Resources

As at 31 December 2012, the Group had a net cash balance of approximately HK\$46.41 million (2011: HK\$43.29 million). The Group's net asset value (assets less liabilities) was approximately HK\$140.97 million (2011: HK\$139.01 million (restated)), with a liquidity ratio (ratio of current assets to current liabilities) of 7.25 (2011: 7.69). This high level of liquidity and available funding will enable the Group to meet its expected future working capital requirements and to take advantage of growth opportunities for the business. During the year, there was no material change in the Group's funding and treasury policy. The Directors do not expect the Company to experience any problem with liquidity and financial resources in foreseeable future.

財務回顧

資本架構

於二零一二年十二月三十一日，本公司之已發行股本總額為66,780,000港元，分為534,240,000股每股面值0.125港元之普通股。

流動資金及財務資源

截至二零一二年十二月三十一日止，本集團之現金結餘淨額約為4,641萬港元(二零一一年：4,329萬港元)。本集團之資產淨值(資產減負債)約為14,097萬港元(二零一一年：13,901萬港元(重列))。流動比率(流動資產與流動負債之比率)為7.25(二零一一年：7.69)。該高水平之流動性及可動用資金令本集團可應付未來營運資金及業務增長機會的需求。於本年內，本集團之資金及財政政策並無重大改變。董事認為，本公司在可預見的未來並不會遇上任何資金流動性和財務資源上的問題。

Charge on Assets

As at 31 December 2012, the Group has not charged any of its assets.

資產抵押

於二零一二年十二月三十一日，本集團並無就其任何資產作出抵押。

Exposure to fluctuation in exchange rate and related hedges

The Group's monetary assets, liabilities and transactions are principally denominated in Hong Kong dollars and Renminbi. Operating outgoings incurred by the Group's subsidiary in the mainland China are mainly denominated in RMB as well as its revenue. The management is of the opinion that the Group's exposure to foreign exchange rate risks is not significant and hedging through the use of derivative instruments is considered unnecessary. Any material fluctuation in the exchange rates of Hong Kong dollar or Renminbi may have an impact on the operating results of the Group.

匯率波動之風險及相關對沖

本集團之貨幣資產、負債及交易主要以港元及人民幣計值。本集團內地附屬公司之營運支出主要為人民幣，並常以人民幣收取收益。管理層認為本集團之外匯風險極低，並認為無須採用衍生工具進行對沖。倘若港元或人民幣之匯率出現任何重大波動，均可能對本集團之經營業績造成影響。

The funding and treasury policies of existing subsidiaries of the Group are centrally managed and controlled by the Group's senior management in Hong Kong.

本集團之現有附屬公司之資金及財政政策均由香港之高級管理層集中管理及監控。

Disposal and Acquisitions

For the year ended 31 December 2012, the Company disposed the property located at Shops No. 65 on Ground Floor, Shaukiwan Centre, No. 407 Shau Kei Wan Road, Hong Kong. Pursuant to the sales and purchase agreement, the Company agreed to sell, and the purchaser agreed to purchase, the above-mentioned property for a cash consideration of HK\$4.38 million. The disposal was completed in the financial year under review.

收購及出售事項

截至二零一二年十二月三十一日止年度內，本公司出售位於香港筲箕灣道407號筲箕灣中心地下六十五號舖。根據買賣合約，本公司與買方分別同意出售及購買上述物業，現金代價為438萬港元。出售已於本回顧期內完成。

Contingent Liability

The Group did not have any significant contingent liability during the year.

或然負債

本集團於本年內並無任何重大或然負債。

Major Events

As at 31 December 2012, the Group had no material capital commitments and no future plans for material investments or capital assets.

主要事件

於二零一二年十二月三十一日，本集團並無重大資本承擔，亦無參與重大投資或購入資本資產之未來計劃。

Human Resources

As at 31 December 2012, the Group had approximately 96 employees in Hong Kong and Xiamen. The remuneration package was determined with reference to performance and the prevailing market rate. The Group also provides employees with training, the opportunity to join its mandatory provident fund scheme and medical insurance cover.

人力資源

於二零一二年十二月三十一日，本集團於香港及廈門擁有約96名僱員。薪金組合乃根據彼等之表現及市場價格釐定。本集團亦提供僱員培訓、參與強制性公積金計劃及醫療保險之機會。

Directors' Biography

董事簡歷

Executive Directors

Mr. WANG Xiaowu, aged 55, is the Chairman of the Group, a director and Vice Chairman of HC Technology Capital Company Limited and Vice General Manager of Fujian Huamin Industrial Group Company Limited, the ultimate controlling shareholder of the Group. Mr. Wang joined the Group in December 2003 and is responsible for the overall strategic planning of the Group.

Mr. Wang has over 30 years' senior management experience including Assistant President and General Manager in the Treasury Department and International Finance Department in Fujian International Trust and Investment Corporation prior to joining the Group.

Mr. Wang acquired his Bachelor Degree in Electrical and Mechanical Engineering from Tsinghua University in the PRC and Master Degree in Business Administration from the University of Glasgow in the UK.

Mr. WANG Ruilian, aged 49, is the General Manager of the Group. Mr. Wang joined the Group in July 2006 and is responsible for the daily operations and execution of the strategies developed by the Board. Mr. Wang has over 20 years' experience in management and finance. Mr. Wang has previously been sent to overseas companies to take up a number of senior management posts, including a director and vice general manager of the Finance Department of Fujian Investment and Development Company Limited, and the managing director of Fujian Enterprises (Hungary) Co., Ltd.

Mr. Wang acquired his Bachelor Degree in Economics from Xiamen University in the PRC and Master Degree of International Management from Australian National University in Australia.

Mr. LIU Xiaoting, aged 47, is the Vice General Manager of the Group. Mr. Liu joined the Group in November 2004 and assists the General Manager for the daily operations. Mr. Liu has over 20 years' experience in finance management. Mr. Liu has taken up a number of management posts, included the related Department of Fujian Provincial People's Government; Director of Fujian Hua Min Import & Export Co., Ltd.; Assistant General Manager and the in charge of Finance Department of Fujian Industrial Company Limited; Financial Controller of trading firm in Hong Kong.

執行董事

汪小武先生，55歲，本集團主席，華晶科技投資有限公司之董事兼副董事長，以及本集團之最終控股公司福建華閩實業(集團)有限公司之副總經理。汪先生於二零零三年十二月加盟本集團，負責本集團之整體策略性規劃。

汪先生於管理方面擁有超過30年經驗，於加盟本集團前，汪先生曾於福建國際信託投資公司出任多個職位，包括總裁助理、資金管理部總經理及國際金融部總經理。

汪先生持有中國清華大學電機工程系學士學位及英國University of Glasgow工商管理碩士學位。

王瑞煉先生，49歲，本集團總經理。王先生於二零零六年七月加盟本集團，負責日常營運及執行董事會之策略。王先生具有超過20年管理及金融財務經驗，曾派駐海外公司及出任多個高級管理職位，包括華閩投資發展有限公司之董事、金融財務部副總經理及華閩(匈牙利)有限公司之執行董事。

王先生持有中國廈門大學經濟學學士學位及澳大利亞國立大學之國際管理碩士學位。

劉小汀先生，47歲，本集團副總經理。劉先生於二零零四年十一月加盟本集團，負責協助總經理執行日常營運之事務。劉先生具有超過20年財務管理經驗，曾出任多個包括福建省有關政府部門之管理職位，福建華閩進出口公司董事，福建華閩實業有限公司財務部總經理助理、財務部負責人，香港貿易公司財務總監。

Non-Executive Directors

Mr. FENG Qiang, aged 47, is the General Manager of Investment and Planning Department of Fujian Huamin Industrial Group Company Limited. Mr. Feng joined the Group in January 2005. He spent years of research in the Chinese Academy of Social Science at Fujian for corporate strategies and reforms. He also has practical experience in corporate investment planning, operational management and corporate restructuring during his service in the government of Fujian Province and its related companies. Mr. Feng has over 27 years' corporation and investment management experience.

Mr. Feng has a Bachelor Degree in Economics from Shanghai University of Finance and Economics.

Mr. YE Tao, aged 41, is the Deputy Managing Director of Sino Earn Holdings Limited. Mr. Ye joined the Group in September 2004. Mr. Ye has over 10 years' management experience. Save as disclosed herein, Mr. Ye graduated from Fuzhou University with a Bachelor Degree in Economics and acquired his Master Degree in Finance from Xiamen University.

非執行董事

馮強先生，47歲，福建華閩實業(集團)有限公司投資規劃部總經理。馮先生於二零零五年一月加盟本集團。馮先生曾長期在福建社會科學院從事企業發展戰略和企業改革的研究工作，並曾任職於福建省有關政府部門、企業，從事企業投資策劃、經營管理和企業重組的實務工作。馮先生於企業管理和投資管理方面擁有超過27年的經驗。

馮先生持有上海財經大學經濟學學士學位。

葉濤先生，41歲，葉先生為華鑫(香港)控股有限公司董事副總經理。葉先生於二零零四年九月加盟本集團。葉先生擁有超過10年管理經驗，葉先生持有福州大學投資經濟管理學士學位及廈門大學財政金融碩士學位。

Directors' Biography (continued)

董事簡歷(續)

Independent Non-Executive Directors

Mr. LAM Kwong Siu, S.B.S., aged 78, was the Delegate of the National People's Congress (10th Session), he is currently the Vice Chairman of BOC International Holdings Limited, the Honorary Chairman of Hong Kong Federation of Fujian Association, the Honorary President of Supervision of Hong Kong Fukien Chamber of Commerce, the Vice Chairman of Fujian-Hong Kong Economic Cooperation, the Life Honorary Chairman of the Chinese General Chamber of Commerce and the Consultant of the Hong Kong Chinese Enterprises Association, the Honorary President of Chinese Bankers Club, Hong Kong. Mr. Lam is also the Independent Non-executive Director of Bank of China International Limited, CITIC International Financial Holdings Limited (was withdrawn of its listing on 5 November 2008), Citic Bank International Limited (formerly known as Citic Ka Wah Bank Limited), China Overseas Land & Investment Limited, Yuzhou Properties Company Limited, Xinyi Glass Holdings Limited and Far East Consortium International Limited. Mr. Lam was awarded the HKSAR Silver Bauhinia Star in 2003.

Mr. CHEUNG Wah Fung Christopher, JP, aged 60, joined the Group in December 2003. He is the Chairman of Christfund Securities Limited, Christfund Futures Limited, Christfund Finance Limited and Christfund Corporate Finance Limited, a Nonexecutive Director of Tongda Group Holdings Limited. He serves as a Member of Legislative Council (Functional Constituency – Financial Service), a Member of the People's Political Consultative Conference of PRC, the Honorary President of Hong Kong Securities Association Limited, chairman of the Council Member of the Chinese Overseas Friendship Association, Deputy Secretary of the Friends of Hong Kong Association, a Council Member (1997-2000) of the Hong Kong Stock Exchange and a Director (1998-2000) of the Hong Kong Securities Clearing Company Limited, Committee Member of the Chinese General Chamber of Commerce, the Honorary President of Hong Kong Federation of Fujian Association and Member of the Standing Committee of the Federation of Commerce and Industry of Guangdong Province and Mr. Cheung acquired his Master Degree in MBA from City University of Hong Kong and was appointed as Justice of Peace by the Chief Executive of the HKSAR Government in 2000.

Mr. LEUNG Hok Lim, FCPA (Aust.), CPA (Macau), FCPA (Practising), aged 77, joined the Group in September 2004. He is the founder and Senior Partner of PKF. Mr. Leung, is a Non-executive Director of Beijing Hong Kong Exchange of Personnel Centre Limited, an Independent Non-executive Director of a number of listed companies namely Yangtzekiang Garment Ltd., YGM Trading Ltd., S E A Holdings Ltd., High Fashion International Ltd. and Phoenix Satellite Television Holdings Ltd..

獨立非執行董事

林廣兆先生(銀紫荊勳章)，78歲，彼曾任第十屆全國人大港區代表、現任香港中銀國際控股有限公司副董事長、香港福建社團聯會榮譽主席、旅港福建商會永遠榮譽會長、閩港經濟合作促進會副主任、香港中華總商會永遠榮譽會長、香港中國企業協會顧問及香港銀行華員會名譽會長。林廣兆先生亦為中銀國際有限公司、中信國際金融控股有限公司(於二零零八年十一月五日撤銷上市)、中信銀行國際有限公司(前稱中信嘉華銀行有限公司)、中國海外發展有限公司、禹州地產股份有限公司、信義玻璃控股有限公司及Far East Consortium International Limited之獨立非執行董事。林先生於二零零三年獲香港特區政府頒發銀紫荊勳銜。

張華峰先生，太平紳士，60歲，於二零零三年十二月加盟本集團。現任恒豐證券(集團)有限公司、恒豐期貨有限公司、恒豐融資有限公司及恒豐企業財務有限公司董事長、通達集團控股有限公司非執行董事、香港金融服務界立法會議員、中國全國政協委員、香港證券學會永遠名譽會長、中華海外聯誼會理事、香港友好協進會副秘書長、香港聯合交易所理事(一九九七至二零零零年)、香港中央結算所有有限公司董事(一九九八至二零零零年)、香港中華總商會選任會董、香港福建社團聯會永遠榮譽會長及廣東省工商聯合會常務委員。張先生持有香港城市大學工商管理碩士學位，並於二零零零年獲香港特區政府行政長官委任為太平紳士。

梁學濂先生，FCPA (Aust.), CPA (Macau), FCPA (Practising)，77歲，於二零零四年九月加盟本集團。梁先生為PKF大信梁學濂(香港)會計師事務所之創辦人及高級合伙人。梁先生為京港人才交流中心有限公司之非執行董事，並為多間上市公司，即長江製衣有限公司、YGM貿易有限公司、爪哇控股有限公司、達利國際集團有限公司及鳳凰衛視控股有限公司之獨立非執行董事。

The Directors are pleased to present the annual report and the consolidated audited financial statements for the year ended 31 December 2012.

董事會欣然提呈截至二零一二年十二月三十一日止年度之年報和經審核綜合財務報表。

PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activities of the Company are hotel business and property investment and those of its subsidiaries are disclosed in note 18 to the consolidated financial statements.

主要業務及經營地區分析

本公司主要從事酒店業務及物業投資，其附屬公司之業務已於綜合財務報表附註18披露。

An analysis of the Group's revenue and contribution to results by principal activities and geographical area of operation for the year ended 31 December 2012 is set out in note 6 to the consolidated financial statements.

本集團截至二零一二年十二月三十一日止年度按主要業務及經營地區劃分之營業額及業績貢獻分析載於綜合財務報表附註6。

RESULTS AND APPROPRIATIONS

The results and cash flow of the Group for the year ended 31 December 2011 and the state of affairs of the Group and the Company for the year ended 31 December 2012 are set out in the financial statements on pages 46 to 130.

業績及分派

本集團截至二零一二年十二月三十一日止年度之業績及現金流量，以及本集團及本公司於二零一一年十二月三十一日年度財務狀況載於財務報表第46至130頁。

DIVIDENDS

The Company did not propose any dividends for the year ended 31 December 2012. The Directors do not recommend the payment of a dividend for the year ended 31 December 2012.

股息

本公司並無宣派截至二零一二年十二月三十一日止年度任何股息。董事會不建議派發二零一二年十二月三十一日年度任何股息。

FINANCIAL SUMMARY

A summary of the results and the statement of net assets/liabilities of the Group for the last financial years is set out on pages 4 to 6.

財務摘要

本集團於過往財政年度之業績及淨資產／負債報表之概要載於第4至6頁。

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate turnover attributable to the Group's five largest customers and the Group's largest customer accounted for 22.3% and 7.5% (2011: 22% and 8.7%) respectively of the Group's total turnover for the year. The aggregate purchases attributable to the Group's five largest suppliers and the Group's largest supplier accounted for 22.2% and 14.2% (2011: 47.3% and 11.5%) respectively of the Group's total purchase for the year.

主要客戶及供應商

本集團五大客戶及最大客戶的總營業額分別佔本集團年內總營業額的22.3%及7.5% (二零一一年：22%及8.7%)。本集團五大供應商及最大供應商的總採購額分別佔本集團年內總採購額的22.2%及14.2% (二零一一年：47.3%及11.5%)。

Directors' Report (continued)

董事報告(續)

None of the Directors, their associates, or shareholders (which to the knowledge of the Directors owned more than 5% of the Company's share capital) had any beneficial interest in the Group's five largest suppliers and customers during the year.

年內，概無董事、其聯繫人或就董事所知擁有本公司股本5%以上的股東擁有本集團五大供應商及客戶任何實際權益。

RESERVES

Movements in the reserves of the Group and of the Company for the year ended 31 December 2012 are set out on page 48 and in note 26 to the consolidated financial statements.

儲備

本集團及本公司於二零一二年十二月三十一日年度之儲備變動載於第48頁及綜合財務報表附註26。

PREPAID LEASE PAYMENT

Details of the movements in prepaid lease payment of the Group are set out in note 16 to the consolidated financial statements.

預付租賃款項

本集團之預付租賃款項變動詳情載於綜合財務報表附註16。

INVESTMENT PROPERTIES

At 31 December 2012, the investment properties of the Group were revalued by an independent firm of professional surveyor and property valuer on an open market value basis at HK\$32.65 million. Details of these and other movements during the year in the investment properties of the Group are set out in pages 131 to 132 and note 17 to the consolidated financial statements respectively.

投資物業

於二零一二年十二月三十一日，本集團之投資物業經獨立專業測量師及物業估值師按公開市值基準重估為3,265萬港元。本集團之投資物業詳情及於年內其他變動詳情分別載於第131頁至第132頁及綜合財務報表附註17。

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group are set out in note 15 to the consolidated financial statements.

物業、廠房及設備

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15。

SUBSIDIARIES AND ASSOCIATES

Particulars of the Company's subsidiaries and associates for the year ended 31 December 2012 are set out in notes 18 and 19 to the consolidated financial statements.

附屬公司及聯營公司

本公司截止二零一二年十二月三十一日止年度之附屬公司及聯營公司詳情載於綜合財務報表附註18及19。

SHARE CAPITAL

Details of the movements in share capital of the Company are set out in note 25 to the consolidated financial statements.

股本

本公司之股本變動詳情載於綜合財務報表附註25。

BANK LOAN AND OTHER

There were no outstanding bank loan and other borrowings by the Company and the Group as at 31 December 2012.

銀行貸款及其他借款

本公司及本集團於二零一二年十二月三十一日並無銀行貸款及其他借貸。

CAPITALISED BORROWING COSTS

No borrowing costs were being capitalised during the year ended 31 December 2012 (2011: Nil).

借貸成本資本化

於二零一二年十二月三十一日止年度概無借貸成本資本化(二零一一年：無)。

CONNECTED TRANSACTIONS

Details of the related party transactions of the Group for the year ended 31 December 2012 are set out in note 32 to the consolidated financial statements. The Directors of the Company (including our Independent Executive Directors) believe that the related party transactions set out in note 32 to the consolidated financial statements are carried out in the ordinary course of business and on normal commercial terms.

關連交易

本集團截至二零一二年十二月三十一日止年度的關聯方交易詳情載於綜合財務報表附註32。本公司董事(包括本公司獨立執行董事)認為，根據綜合財務報表附註32所載的各項關聯方交易乃於日常及一般業務中按一般商業條款進行。

For the purpose of the related party transactions set out in note 32 to the consolidated financial statements, the Board of the Company confirms that, none of them constituted non-exempt continuing connected transactions under the Listing Rules.

就綜合財務報表附註32所載的關聯方交易而言，本公司董事會已確認，概無任何該等交易構成上市規則項下的非豁免之持續關連交易。

Directors' Report (continued)

董事報告(續)

DIRECTORS

The Directors who held office during the year ended 31 December 2012 and up to the date of this report were:

Executive directors:

Mr. WANG Xiaowu (*Chairman*)

Mr. WANG Ruilian

Mr. LIU Xiaoting

Non-executive directors:

Mr. FENG Qiang

Mr. YE Tao

Independent Non-executive directors:

Mr. LAM Kwong Siu

Mr. CHEUNG Wah Fung, Christopher

Mr. LEUNG Hok Lim (re-appointed on 24 September 2012)

In accordance with article 101 of the Company's Articles of Association, one third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to one third shall retire at the forthcoming annual general meeting of the Company and shall be eligible for re-election.

Pursuant to Article 101 of the Articles of Association of the Company, Messrs. Wang Ruilian, Liu Xiaoting, Leung Hok Lim and Ye Tao shall retire by rotation in the forthcoming Annual General Meeting and all, being eligible, offer themselves for re-election.

董事

於二零一二年十二月三十一日年度及截至本報告刊發日期止之在任董事名單如下：

執行董事：

汪小武先生(主席)

王瑞煉先生

劉小汀先生

非執行董事：

馮強先生

葉濤先生

獨立非執行董事：

林廣兆先生

張華峰先生

梁學濂先生(於二零一二年九月二十四日重新委任)

遵照本公司之公司組織章程細則第101條之規定，三分之一之現任董事(或倘董事人數並非三位或三之倍數，則為最接近三分之一之人數)任期將於應屆股東週年大會屆滿，惟彼等具備資格膺選連任。

根據本公司新組織章程細則第101條，王瑞煉先生、劉小汀先生、梁學濂及葉濤先生須於即將舉行的股東週年大會上輪值退任，而彼等均合符資格連任，並已表示願意膺選連任。

DIRECTORS' SERVICE CONTRACTS

None of the Directors who are proposed for re-election at the forthcoming annual general meeting have a service contract with the Company or any of its subsidiaries which is not determinable by the employing company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' BIOGRAPHY

Biography of the Company's directors is set out on pages 14 to 16.

Directors' Emoluments and the Five Highest Paid Individuals

Details of directors' remuneration and those of the five highest paid individuals in the Group are set out in notes 11 and 12 to the financial statements, respectively.

DISCLOSURE OF INTERESTS BY DIRECTORS

As at 31 December 2012, the interests of the Directors in the shares, underlying shares, and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")), which (a) were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors are taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in Listing Rules (the "Model Code") were as follows:

董事服務合約

於即將舉行之股東週年大會上膺選連任之董事概無與本公司或其任何附屬公司訂立僱用公司不可於一年內終止而毋須作出補償(法定補償除外)之服務合約。

董事簡歷

本公司董事簡歷載於第14至第16頁。

董事酬金及五位最高薪酬人士

董事酬金及本集團五位最高薪酬人士的詳情分別載於財務報表附註11及12。

董事權益披露

於二零一二年十二月三十一日，董事於本公司或其相聯法團(定義見證券及期貨條例(按香港法例第571章)(「證券及期貨條例」)第XV部)之股份及相關股份擁有(a)須根據證券及期貨條例第XV部第7及8分部通知本公司及香港聯合交易所有限公司(「聯交所」)之權益(包括根據證券及期貨條例之該等條文董事被當作或被視作享有之權益及淡倉)；或(b)須記入根據證券及期貨條例第352條規定存置之登記冊之權益；或(c)須根據上市規則所載上市發行人董事進行證券交易的標準守則(「標準守則」)通知本公司及聯交所之權益如下：

Directors' Report (continued)

董事報告(續)

Long position in shares and underlying shares of the Company 本公司股份及相關股份之好倉

Director 董事	Type of interests 權益類別	Number of issued ordinary shares held 所持已發行 普通股數目	Percentage of interest 權益 百分比
Wang Xiaowu 汪小武	Personal 個人	1,040,000	0.19%

Note:

These interests represent the interests in underlying shares in respect of share options granted by the Company to Mr. Wang Xiaowu as beneficial owners, the details of which are set out in the Section "Share Options" below.

Save as disclosed above, during the year, none of the directors of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (as defined in Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

At no time during the year was the Company or its subsidiaries engaged in any arrangements to enable the directors of the Company or their respective spouses or children under 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

INTERESTS IN COMPETING BUSINESSES

During the year, none of the directors of the Company nor their respective associates had any business which competes or is likely to compete, either directly or indirectly, with any business of the Group.

附註:

該等權益指有關本公司授予汪小武先生作為實益擁有人之購股權之相關股份權益，有關詳情載於下文「購股權」一節。

除上文所披露外，於本年間，董事概無於本公司及其相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有或被視為擁有(i)根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所(包括根據證券及期貨條例之該等條文被當作或視為擁有之權益或淡倉);或(ii)根據證券及期貨條例第352條之規定須載入該條文所述之登記冊內之任何權益或淡倉;或(iii)須根據標準守則，須知會本公司及聯交所之任何權益或淡倉。

本公司或其附屬公司在本年間任何時間概無參與任何安排，致使董事或彼等各自之配偶或未滿18歲之子女可透過購入本公司或任何其他法團之股份或債券而獲取利益。

於競爭業務中之權益

於本年間，董事或彼等各自之聯繫人士概無直接或間接擁有與本集團任何業務競爭或可能競爭之任何業務。

INTERESTS IN ASSETS OF THE GROUP

During the year, none of the directors of the Company had any direct or indirect interests in any assets which have been acquired or disposed of, or leased to, or which are proposed to be acquired or disposed of or leased to, the Company or any of its subsidiaries.

DIRECTORS' INTERESTS IN CONTRACTS

None of the directors of the Company was materially interested in any contract or arrangement subsisting during or at the end of the year which is significant in relation to the business of the Group.

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2012, as far as is known to the directors of the Company and the Company, and as confirmed upon reasonable enquiry, the register maintained by the Company under section 336 of the SFO shows that the following persons (not being directors and employees of the Company) had, or were deemed to have, interests or short positions in the shares and underlying shares of the Company which are required to be disclosed to the Company or the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Company or had an option in respect of such capital were as follows:

於本集團資產中之權益

於本年間，董事概無於本公司或其任何附屬公司已收購或出售或承租，或建議收購或出售或承租之任何資產中擁有任何直接或間接權益。

董事之合約權益

董事概無於本年間或至本年底存在而就本集團業務而言屬重大之任何合約或安排中擁有重大權益。

主要股東

於二零一二年十二月三十一日，就本公司董事及本公司所知，或於彼等作出合理查詢後所能確定，按照本公司根據證券及期貨條例第336條須存置之登記冊所記錄，下列人士（並非本公司之董事及僱員）擁有或被視為擁有本公司股份或相關股份中根據證券及期貨條例第XV部第2及第3分部須向本公司或聯交所披露之權益或淡倉，或直接或間接擁有附帶權利可於所有情況下於本公司任何其他成員公司之股東大會上投票之任何類別股本面值5%以上，或擁有該等股本之購股權：

Directors' Report (continued)

董事報告(續)

Long positions in the shares of the Company

本公司股份之好倉

Name of Shareholders 股東名稱	Number of shares of the Company held 所持本公司股份數目	% of total issued shares of the Company 佔已發行本公司股份總額百分比
HC Technology Capital Company Limited ("HC Technology") 華晶科技投資有限公司(「華晶科技」)	279,241,379 (a)	52.3
Fujian Investment and Development Company Limited ("FIDC") 華閩投資發展有限公司(「華閩投發」)	279,241,379 (a)	52.3
Fujian Huamin Industrial Group Company Limited ("FHIG") 福建華閩實業(集團)有限公司(「福建華閩實業(集團)」)	279,241,379 (a)	52.3
Sino Earn Holdings Limited ("Sino Earn") 華鑫(香港)控股有限公司(「華鑫」)	72,553,382 (b)	13.6
Fujian Huaxing Trust & Investment Company ("FHTI") 福建華興信託投資公司(「華興信託」)	72,553,382 (b)	13.6
Fujian Huaxing Industrial Company ("FHIC") 福建華興實業公司(「華興實業」)	72,553,382 (b)	13.6

Notes:

- (a) HC Technology beneficially holds 279,241,379 shares in the Company. Pursuant to the SFO, FHIG is deemed to be interested in the 279,241,379 shares by virtue of its being beneficially interested in 100% of the issued share capital of FIDC and FIDC is deemed to be beneficially interested in 100% of the issued share capital of HC Technology. FHIG is a state-owned corporation of the PRC.
- (b) Sino Earn beneficially holds 72,553,382 shares in the Company. Pursuant to the SFO, each of FHTI and FHIC is deemed to be interested in the 72,553,382 shares by virtue of their being beneficially interested in 30% and 70% of the issued share capital of Sino Earn respectively. Both FHTI and FHIC are state-owned corporations of the PRC.

附註：

- (a) 華晶科技實益持有279,241,379股本公司股份。根據證券及期貨條例，鑑於福建華閩實業(集團)實益擁有華閩投發已發行股本之100%權益及華閩投發實益擁有華晶科技已發行股本之100%權益，因此被視為擁有279,241,379股股份權益。福建華閩實業(集團)為中國之國有企業。
- (b) 華鑫實益持有72,553,382股本公司股份。根據證券及期貨條例，鑑於華興信託及華興實業分別實益擁有華鑫已發行股本之30%及70%權益，因此各自被視為擁有72,553,382股股份權益。華興信託及華興實業均為中國之國有企業。

Save as disclosed herein, as at 31 December 2012, the directors of the Company and the Company, as confirmed upon reasonable enquiry made by them and as indicated in the register maintained by the Company under section 336 of the SFO, were not aware of any other persons (other than directors and employees of the Company) had, or were deemed to have, interests or short positions in the shares and underlying shares (including any interests in options in respect of such capital), which are required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who owned any interests or short positions to be recorded in the register under Section 336 of the SFO; or who was, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Company or had any option in respect of such capital.

除本文所披露者外，於二零一二年十二月三十一日，董事及本公司或於彼等作出合理查詢後所能確定，按照本公司根據證券及期貨條例第336條須存置之登記冊所記錄均未獲悉任何其他人士(本公司之董事及僱員除外)於股份及相關股份(包括該等股本之任何購股權權益)中擁有或被視為擁有須根據證券及期貨條例第XV部第2及第3分部之條文向本公司及聯交所披露之權益或淡倉，或概無任何其他人士佔有根據證券及期貨條例第336條，列入該條例所述之登記冊內之權益或淡倉；或直接或間接擁有附帶權利可於所有情況下於本公司任何其他成員公司之股東大會上投票之任何類別股本之面值5%或以上，或擁有該等股本之任何購股權。

MANAGEMENT CONTRACTS

Apart from the Management Contract, as explained in P.10, which has been terminated on 9 October 2012, there was no contracts countering the management and administration of the whole or any substantial part of the business of the Group were entered into or existed during the year.

管理合約

除第10頁所提及已於2012年10月9日終止的管理合同，本集團並無簽訂任何有關業務管理或行政的其他合同。

RETIREMENT BENEFIT PLANS

The Group operates a mandatory provident fund scheme for all qualifying employees in Hong Kong. The assets of the plans are held separately from those of the Group in funds under the control of trustees.

退休福利計劃

本集團根據強制性公積金計劃條例為其所有香港僱員設立一項強積金計劃。計劃中的資產與本集團資本分開，並受信託公司監管。

The employees of the Group's subsidiary in China are members of a state-managed retirement benefit plan operated by the government of the PRC. The subsidiary is required to contribute a specified percentage of payroll cost to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit plan is to make the specified contributions.

本集團於中國大陸之附屬公司遵照中國之適用規則，參與一項國家管理由當地政府經營的退休福利計劃。附屬公司須按工資成本的指定百分比比率向退休福利計劃供款。本集團就退休福利計劃之唯一責任作出指定供款。

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

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

購買、出售或贖回本公司之上市證券

截至二零一二年十二月三十一日止年度，本公司或其附屬公司均無購買、出售及贖回任何本公司之上市證券。

Directors' Report (continued)

董事報告(續)

SUFFICIENCY OF PUBLIC FLOAT

Based on information 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 of the date of this report.

AUDITORS

The accounts for the year ended 31 December 2012 were audited by HLB Hodgson Impey Cheng Limited whose term of office will expire upon the forthcoming annual general meeting. A resolution for the re-appointment of HLB Hodgson Impey Cheng Limited as the auditors of the Company for the subsequent year is to be proposed at the forthcoming annual general meeting.

The accounts for the years ended 31 December 2010 and 2011 were audited by HLB Hodgson Impey Cheng. In March 2012, the practice of HLB Hodgson Impey Cheng was reorganized as HLB Hodgson Impey Cheng Limited. Save for the above, there has been no other change in the auditors of the Company in any of the preceding three years.

CHANGES IN INFORMATION OF DIRECTORS

Pursuant to Rule 13.51(B) of the Listing Rules, the changes in information of directors of the Company subsequent to the latest publication of the Company are set out below:

Name of director	Details of changes
WANG Xiaowu	With effect from 1 May 2012, Director's emolument increased to HK\$60,000 per month
WANG Ruilian	With effect from 1 May 2012, Director's emolument increased to HK\$50,000 per month
LIU Xiaoting	With effect from 1 May 2012, Director's emolument increased to HK\$45,000 per month

On behalf of the Board

Wang Xiaowu
Chairman

Hong Kong, 22 March 2013

足夠公眾持股量

根據本公司所獲提供資料及據董事所知悉，於本報告日期，公眾人士最少持有本公司已發行股本總額25%。

核數師

截至二零一二年十二月三十一日止年度之賬目經由國衛會計師事務所有限公司審核，彼於即將舉行之股東週年大會上任滿。本公司將於即將舉行之股東週年大會上提呈一項決議案再次委任國衛會計師事務所有限公司為本公司來年之核數師。

二零一零及二零一一年度之賬目均由國衛會計師事務所審核。於二零一二年三月，國衛會計師事務所進行重組並更名為國衛會計師事務所有限公司。除上述外，本公司核數師於過去三年並無任何變動。

董事資料變動

根據上市規則第13.51(B)條，於本公司最近作出公佈後之本公司董事資料變動載列如下：

董事姓名	變動詳情
汪小武	自二零一二年五月一日起，董事酬金增加至每月60,000港元
王瑞煉	自二零一二年五月一日起，董事酬金增加至每月50,000港元
劉小汀	自二零一二年五月一日起，董事酬金增加至每月45,000港元

代表董事會

汪小武
主席

香港，二零一三年三月二十二日

COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES

Adapting and adhering to recognized standards of corporate governance principles and practices has always been one of the top priorities of the Company. The Board of Directors (“the Board”) believes that good corporate governance is one of the areas that lead to the success of the Company and in balancing the interests of shareholders, customers and employees, and the Board is devoted to ongoing enhancements of the efficiency and effectiveness of such principles and practices.

Save as disclosed below, the Company has fully complied throughout the year 2012 with the applicable code provisions in the Code on Corporate Governance Practices (effective until 31 March 2012) and the Corporate Governance Code (the “Code”) (effective from 1 April 2012) set out in Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

Code provision A.6.7 of the New CG Code requires that independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders. Mr. LAM Kwong Siu and CHEUNG Wah Fung, independent non-executive directors and Mr. FENG Qiang and Mr. YE Tao, non-executive directors, did not attend annual general meeting of the Company held on 27 April 2012 due to their engagement in their own official business.

Code provision A.6.7 of the New CG Code also requires that non-executive directors should give the board on which they serve the benefit of their skills, expertise and varied backgrounds and qualifications through regular attendance. Mr. YE Tao, non-executive Directors did not attend the board meetings during the year due to his engagement in his own official business.

Code provision E.1.2 of the New CG Code requires that the chairman of the board should attend the annual general meeting. Mr. WANG Xiaowu, the chairman of the board, did not attend the annual general meeting of the Company held on 27 April 2012 due to his engagement in his own official business.

Save as the aforesaid and in the opinion of the Directors, the Company has met all code provisions as set out in the Former CG Code and the New CG Code during the year ended 31 December 2012.

企業管治常規守則

配合及遵循企業管治原則及常規之公認標準一貫為本公司最優先原則之一。董事會(「董事會」)認為良好的企業管治是帶領本公司邁向成功及平衡股東、客戶及僱員之間利益之因素之一，董事會致力於持續改善該等原則及常規之效率及有效性。

於二零一二年期間，除下文披露者外，本公司貫徹遵守香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四中所載的「企業管治常規守則」(截至二零一二年三月三十一日止前有效)以及「企業管治守則」(「守則」)(自二零一二年四月一日起生效)的適用守則條文規定。

新企業管治守則之守則條文第A.6.7條規定，獨立非執行董事及其他非執行董事應出席股東大會，並對公司股東的意見有公平的了解。因忙於其本身公事，獨立非執行董事林廣兆先生及張華峰先生和非執行董事馮強及葉濤未出席本公司於二零一二年四月二十七日舉行的股東週年大會。

新企業管治守則之守則條文第A.6.7條並規定，非執行董事應定期出席董事會，以其技能、專業知識及不同的背景及資格作出貢獻。因忙於其本身公事，非執行董事葉濤先生未出席本年度之董事會會議。

新企業管治守則之守則條文第E.1.2條規定，董事局主席應出席股東週年大會。因忙於其本身公事，主席汪小武先生未出席於二零一二年四月二十七日舉行的股東週年大會。

除以上所述外，董事認為，公司已於截至二零一二年十二月三十一日止年度符合原企業管治守則及新企業管治守則所載之守則條文。

BOARD COMPOSITION AND BOARD PRACTICES

The Board is principally responsible for the management and operations of the Group. The Board also reviews the overall strategic development and monitors the financial performance of the Group. The Directors acknowledge their responsibilities in reviewing the reports of the Group for the year covered by this annual report.

The Board comprises a total of eight Directors, three of which are Executive Directors, two Non-executive Directors and three Independent Non-executive Directors. One of the Independent Non-executive Directors has appropriate professional qualifications, or accounting or related financial management expertise.

Board composition review will be made regularly to ensure that it has a balance of expertise, skills and expertise appropriate for the requirements of the business of the Group. In accordance with article 101 of the Company's Articles of Association, one third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to one-third shall retire at the forthcoming Annual General Meeting and shall be eligible for re-election.

CHAIRMAN'S ROLE AND RESPONSIBILITY

The Chairman of the Board ("Chairman") and the Group General Manager are separate individuals, to maintain segregation of duties between the management of the Board and the day-to-day management of the Group's business. One important role of the Chairman is to provide leadership for the Board. The Chairman has to ensure that the Board works effectively, discharges responsibilities, and that all key and appropriate issues are discussed by the Board in a timely manner. All Directors are consulted about matters proposed for inclusion in the agenda. The Chairman has delegated to the Company Secretary the responsibility for drawing up the agenda for each Board meeting.

The Group supports the establishment of good corporate governance practices and procedures. The Group General Manager has been delegated such authority. The Board always acts in the best interests of the Group, and all Directors have made full and active contribution to the affairs of the Board. Meeting between the Chairman and the Non-executive Directors (including Independent Non-executive Directors) without the presence of Executive Directors has been scheduled as at least once a year.

董事會組成及董事會常規

董事會主要負責管理及經營本集團，董事會亦檢討整體策略發展，並監管本集團的財務表現。董事知悉彼等之責任為審閱本集團於本年報所涵蓋年度之報告。

董事會由合共八名董事組成，當中三名為執行董事、兩名為非執行董事、及三名為獨立非執行董事。其中一名獨立非執行董事擁有適當之專業資格，或具備會計或相關財務管理專長。

本公司將定期檢討董事會之組成，確保其具備適當及所需之專長、技能及經驗以應付本集團業務之需求。根據本集團之公司組織章程細則第101條之規定，三分之一之現任董事（或倘董事人數並非三位或三之倍數，則為最接近三分之一之人數），任期將於應屆股東週年大會屆滿，惟彼等具備資格膺選連任。

主席的角色及責任

董事會主席（「主席」）及集團總經理之職務由不同人士擔任，使董事會管理及本集團業務之日常管理得以有效區分。主席之其中一項主要職能為領導董事會。主席須確保董事會有效運作及履行職責，並就各項重要及適當事務進行適時討論。所有董事均經諮詢以提出任何商討事項列入會議議程。主席已委派公司秘書負責擬定每次董事會會議之議程。

本集團支持制定良好之企業常規管治守則及程序。集團總經理已獲授有關授權。董事會一直以符合本集團最佳利益之方式行事，所有董事均全力投入董事會事務。主席與非執行董事（包括獨立非執行董事）至少每年一次在執行董事並不出席之情況下舉行會議。

Corporate Governance Report (continued)

企業管治報告(續)

A package of orientation materials setting out the duties and responsibilities of Directors under the Listing Rules, related ordinances and relevant regulatory requirements of Hong Kong is provided to each newly appointed Director. Orientation meeting for briefing on business and operations of the Group will be held with the Directors concerned.

各新任董事於就任時均獲提供詳盡資料，載列上市規則、相關法例及香港有關監管規例所訂之董事職責及責任。本公司亦就新任董事就任時安排會議，就本集團之業務及運作向有關董事作出簡介。

BOARD OF DIRECTORS

The Board meets regularly. For the year ended 31 December 2012, it held four meetings. Regular Board meetings of the year are scheduled in advance. All notices of the meeting of the Board will be made to various directors at least 14 days prior to the meeting, the Company Secretary will assist the Chairman in preparing the memorandum of the meeting as to give all Directors an opportunity to attend. Board papers are circulated not less than three days before the Board meetings, to enable the Directors to make informed decisions on matters to be raised at the Board meetings and to offer them sufficient time to review the documents. The Company Secretary and the Qualified Accountant normally attend all regular Board meetings, to advise on corporate governance, statutory compliance, accounting and financial matters when necessary, as to ensure the compliance and maintenance of sound corporate governance practice. The Company Secretary shall prepare minutes and keep record of matters discussed and decisions resolved at all Board meetings.

There is no relationship (including financial, business, family or other material/relevant relationships) among members of the Board. All of them are free to exercise their independent judgment. The Company has received annual written confirmations from all independent non-executive Directors in respect of their independence during the year pursuant to the Listing Rules. The Company considers all independent non-executive Directors to be independent in accordance with the independence guidelines set out in the Listing Rules.

董事會

董事會定期開會。截至二零一二年十二月三十一日止年度，合共召開四次會議。每年定期召開之董事會會議均預定有關舉行日期。所有董事會會議的通知將於會議舉行最少十四天前發出予各董事，公司秘書協助主席預備會議議程，使各董事有充裕時間及機會出席。為確保董事會會議之討論事項具備充份資料以作出決定及使各董事有時間審閱該等文件，會議文件均於會議召開前不少於三天送交全體董事。公司秘書及合資格會計師均出席各董事會定期會議，於有需要時就企業管治、法定管治、會計及財務等事宜向董事會提供意見，以確保本公司遵守及維持良好企業管治常規。於董事會會議上經討論及議決之事項均由公司秘書詳細記錄及存檔。

董事局成員之間並無任何關係(包括財務、業務、家庭或其他重大/相關關係)。彼等全部均可自由行使其獨立判斷權。於本年度，本公司已接獲所有獨立非執行董事根據上市規則規定就彼等獨立性發出之書面年度確認書。本公司認為，根據上市規則所載之獨立性指引，所有獨立非執行董事均屬獨立人士。

Corporate Governance Report (continued)

企業管治報告(續)

The Board members meet regularly, normally four times each year at approximately quarterly intervals, to discuss the overall strategy as well as the operational and financial performance of the Company. Other Board meetings will be held when necessary. Such Board meetings involve the active participation, either in person or through other electronic means of communication, of a majority of Directors. During the year ended 31 December 2012, four regular Board meetings and a meeting with non-executive directors were held and the attendance records of individual Directors are set out below:

董事會成員定期舉行會議(通常為每年四次, 約每季一次), 並於會上討論本公司之整體策略及經營及財務方面之表現。其他董事會會議於需要時才舉行。該等董事會會議均取得大部分董事親身或透過其他電子通訊方式積極參與。於截至二零一二年十二月三十一日止年度內, 共舉行過四次定期董事會及一次非執行董事會會議, 各董事之出席記錄載列如下:

Director	董事	Attendance 出席次數	
		Board 董事會	Meeting with non-executive directors 非執行董事會議
<i>Chairman</i>	<i>主席</i>		
WANG Xiaowu	汪小武	3/4	1/1
<i>Executive Directors</i>	<i>執行董事</i>		
WANG Ruilian	王瑞煉	4/4	1/1
LIU Xiaoting	劉小汀	4/4	1/1
<i>Non-executive Directors</i>	<i>非執行董事</i>		
FENG Qiang	馮強	3/4	1/1
YE Tao	葉濤	0/4	0/1
<i>Independent Non-executive Directors</i>	<i>獨立非執行董事</i>		
LAM Kwong Siu	林廣兆	3/4	1/1
CHEUNG Wah Fung, Christopher	張華峰	2/4	1/1
LEUNG Hok Lim	梁學濂	4/4	1/1

A meeting with non-executive directors was held in 2012 in which non-executive directors reviewed the budgets and future development of the Group. No executive directors took part in any discussion of the above.

於二零一二年, 非執行董事舉行了一次會議, 會上檢討了集團之預算及未來發展。概無執行董事參與以上討論。

Appropriate notices are given to all Directors in advance for attending regular and other Board meetings. Meeting agendas and other relevant information are normally provided to the Directors in advance of Board meetings. All Directors are consulted to include additional matters in the agenda for Board meetings.

於董事會定期會議及其他會議前均向所有董事發出適當通知。通常於相關董事會會議舉行前會向董事發出議程及其他相關資料, 並向所有董事徵詢, 以將其他事項列入董事會會議議程內。

Directors have access to the advice and services of the Company Secretary with a view to ensuring that Board procedures, and all applicable law, rules and regulations, are followed.

董事可取得公司秘書之意見及服務, 以確保董事會程序及所有適用法律、規則及規例均獲得遵守。

Corporate Governance Report (continued)

企業管治報告(續)

Draft and final versions of the minutes are sent to all Directors for their comment and records respectively. Minutes of Board meetings are kept by the Company Secretary and such minutes are open for inspection at any reasonable time on reasonable prior notice by any Director.

Insurance policy has been arranged to safeguard the interests of the Directors in case of legal proceedings.

Independent non-executive directors and non-executive directors

Mr. Leung Hok Lim has been an Independent Non-executive Director of the Company since 24 September 2004 and was reappointed for the fourth times with tenure of two years and expiring on 23 September 2014. Mr. Lam Kwong Siu and Mr. Cheung Wah Fung have been Independent Non-executive Directors of the Company were reappointed at most four times with tenure of two years and expiring on 10 December 2013. However, their tenure is subject to retirement by rotation at the Annual General Meeting in compliance with the Articles of Association of the Company and the Code on Corporate Governance, under which they have to retire by rotation and make themselves eligible for re-election.

Mr. Ye Tao and Mr. Feng Qiang were appointed as Non-executive Directors on 24 September 2004 and 27 January 2005 respectively and without a specific term, but are subject to retirement by rotation at the Annual General Meeting in compliance with the Company's Articles of Association.

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Each Independent Non-executive Director has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all Independent Non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules, and are independent in accordance with the terms of the guidelines.

會議記錄之草擬文本及最終版本均寄發予所有董事以供其提供意見及作記錄。董事會會議記錄由公司秘書保存，該等會議記錄可供任何董事於發出合理事先通知下於任何合理時間內查閱。

已安排適當保險，使董事面對法律訴訟時得到保障。

獨立非執行董事及非執行董事

自二零零四年九月二十四日起梁學濂先生成為本公司獨立非執行董事，及已重新委任四次，其任期至二零一四年九月二十三日屆滿。林廣兆先生及張華峰先生為本公司獨立非執行董事，彼等之任期為期兩年，及已重新委任四次，其任期至二零一三年十二月十日屆滿。然而，其任期須受本公司章程及企業管治常規守則之規定，在股東週年大會上董事須輪值告退及重選再任。

葉濤先生及馮強先生分別於二零零四年九月二十四日及二零零五年一月二十七日，獲委任為非執行董事，其委任均無指定任期，惟須按照本集團之公司組織章程細則之規定，於股東週年大會屆滿輪值告退并膺選連任。

獨立非執行董事之獨立性確認書

各獨立非執行董事已根據上市規則第3.13條之規定提交確認其符合獨立性之確認書。本公司認為所有獨立非執行董事皆符合載於上市規則第3.13條獨立性指引，並根據該指引條文屬獨立人士。

FINANCIAL REPORTING

The board of directors recognizes the importance of integrity of financial information and acknowledges its responsibility for preparing interim and annual financial statements that give a true and fair view of the Group's affairs and its results and cash flows in accordance with Hong Kong Financial Reporting Standards and the Hong Kong Companies Ordinance. In presenting the financial information, as well as price-sensitive announcements and other financial disclosures as required by regulations, the board endeavors to present in a timely manner to shareholders and other stakeholders a balanced and understandable assessment of the Company's performance, position and prospects. Accordingly, appropriate accounting policies are selected and applied consistently, and judgments and estimates made by the management for financial reporting purpose are prudent and reasonable. The Directors are also responsible for ensuring that the Group keeps accounting records which disclose with reasonable accuracy at any time the financial position of the Group and which enable the preparation of financial statements in accordance with the Hong Kong Companies Ordinance and the applicable accounting standards. Prior to the adoption of the financial statements and the related accounting policies, the relevant financial information is discussed between the external auditor and the management, and then submitted to the audit committee for review.

INTERNAL CONTROLS

The board is responsible for maintaining an adequate system of internal control and reviewing its effectiveness. The internal control system is designed to facilitate the effectiveness and efficiency of operations, safeguard assets against unauthorised use and disposition, ensure the maintenance of proper accounting records and the truth and fairness of the financial statements, and ensure compliance with relevant legislation and regulations. It provides reasonable, but not absolute, assurance against material misstatement or loss, and management rather than elimination of risks associated with its business activities.

During the year, the audit committee, as delegated by the board, has reviewed the adequacy and effectiveness of the Group's internal controls, including financial, operational and compliance controls and risk management

財務匯報

董事會確知財務資料完整性的重要性，並須負責根據《香港財務報告準則》及香港《公司條例》編製半年及年度財務報表，藉以真實及公平地反映集團的財務狀況、業績及現金流。在提呈財務資料、股價敏感公告及規例規定的其他財務披露時，董事會致力向股東及其他持份者適時地對本公司的業績、現況及前景作出平衡及容易理解的評核。因此，適當的會計政策已被選用及貫徹地應用，而管理人員所作出關於財務匯報的判斷及估算均屬審慎及合理。董事亦須負責確保本集團保存會計記錄，該等記錄須於任何時間合理準確地披露本集團之財務狀況，並可據此按香港公司條例及適用之會計準則編製財務報表。在採納財務報表及相關會計政策前，相關財務資料均經外聘核數師及管理層討論，然後提交審核委員會審閱。

內部監控

董事會有責任維持一個適當的內部監控系統，並檢討其運作效果。內部監控系統旨在提高營運成效與效率，確保資產不會被擅用及未經授權處理，維持恰當的會計記錄及真實公平的財務報表，並同時遵守相關的法律及法規。它會就是否存在重大錯誤陳述或損失，作出合理但非絕對的確定，並就管理而非消除與業務活動有關的風險。

審核委員會已按董事會所授權於年內檢討集團內部監控系統是否充足及其成效，包括財務、營運及合規控制措施及風險管理。

Corporate Governance Report (continued)

企業管治報告(續)

Professional Development

To assist directors' continuing professional development, the Company recommends directors to attend relevant seminars to develop and refresh their knowledge and skills. All directors also participate in continuous professional development programs, to develop and refresh their knowledge and skills in relation to their contribution to the Board. A record of the training received by the respective directors are kept and updated by the company secretary of the Company.

The individual training record of each director received for the year ended 31 December 2012 is summarized below:

專業發展

為協助董事之持續專業發展，本公司建議董事出席相關之座談會以發展及更新彼等之知識及技能。全體董事亦有出席持續專業發展計劃，如由合資格專業人士所舉辦之外部座談會，就彼等對董事會之貢獻發展及更新彼等之知識及技能。各董事所接受之培訓記錄由本公司公司秘書保管及更新。

截至二零一二年十二月三十一日止年度，各董事所接受培訓之個別記錄概述如下：

		Attending seminar(s)/ program(s)/conference(s) relevant to the business or directors' duties 出席有關業務或董事職責之 座談會／計劃／會議之情況	Reading materials and update relating to the latest development of Listing related regulatory requirements 閱讀有關上市規則及其他適用 監管規定之材料及更新
WANG Xiaowu	汪小武	✗	✓
WANG Ruilian	王瑞煉	✓	✓
LIU Xiaoting	劉小汀	✓	✓
FENG Qiang	馮強	✗	✓
YE Tao	葉濤	✗	✓
LAM Kwong Siu	林廣兆	✓	✓
CHEUNG Wah Fung, Christopher	張華峰	✓	✓
LEUNG Hok Lim	梁學濂	✓	✓

All the Directors also understand the importance of continuous professional development and are committed to participating any suitable training to develop and refresh their knowledge and skills.

全體董事均了解到持續專業發展之重要性，承諾參與任何合適之培訓，以發展及更新彼等之知識及技能。

BOARD COMMITTEES

The board has appointed a number of committees to discharge the board functions. Sufficient resources are provided to enable the board committees to undertake their specific roles. The respective role, responsibilities and activities of each board committee are set out below:

AUDIT COMMITTEE

The Audit Committee of the Group was established in 1999. Currently, it comprises three members, all of whom are Independent Non-executive Directors, namely Mr. Leung Hok Lim who possesses professional accounting qualification, Mr. Lam Kwong Siu and Mr. Cheung Wah Fung, Christopher. Mr. Leung Hok Lim is the Chairman of the Audit Committee. The Audit Committee adopted the term of reference in accordance with the Code on Corporate Governance Practices issued by the Stock Exchange. The principal duties of the Audit Committee include the review and supervision of the Group's financial reporting process and internal controls. Two meetings have been held by the Audit Committee during the year. Each Committee meeting was provided with necessary financial information of the Group for consideration, review and assessment of major issues.

During the year ended 31 December 2012, the members of the Audit Committee met twice and their attendance is as follows:

Name of member	成員名稱	Attendance 出席次數
LEUNG Hok Lim (<i>Chairman</i>)	梁學濂(主席)	2
LAM Kwong Siu	林廣兆	1
CHEUNG Wah Fung, Christopher	張華峰	1

The Audit Committee has reviewed the interim and final financial results for the year 2012. The Audit Committee considers the financial statement to be complied with the appropriate financial standards and the law regulations and with enough disclosure has been made.

董事會轄下委員會

董事會已委任若干委員會以執行董事會職能。董事會轄下各委員會均獲得足夠資源，以執行其具體任務。董事會轄下各委員會的個別任務、職責及活動列載如下：

審核委員會

本集團於一九九九年設立審核委員會。現時委員會由三名成員組成，彼等均為獨立非執行董事，包括梁學濂先生(具備專業會計師資格)、林廣兆先生及張華峰先生。梁學濂先生為審核委員會主席。審核委員會已採納與聯交所頒佈企業管治常規守則一致之職權範圍。審核委員會之主要職務包括審閱及檢討本集團之財務申報程序及內部監控。審核委員會於本年度已舉行兩次會議。每次委員會會議均獲提供必須之本集團財務資料，供成員考慮、檢討及評審工作中涉及之重大事宜。

於二零一二年十二月三十一日年度，審核委員會舉行兩次會議，成員出席情況如下：

審核委員會已審閱本集團截至二零一二年中期及全年度財務業績。審核委員會認為，該等報表符合適用會計準則及法律規定且已作出足夠披露。

Corporate Governance Report (continued)

企業管治報告(續)

NOMINATION COMMITTEE

The Nomination Committee is responsible for recommending candidates to fill vacancies in the Board based on their qualifications, abilities and potential contribution to our Company and to ensure fair and transparent procedures for the appointment, re-election and removal of directors to the Board. The terms of reference of the Nomination Committee are available on our Company's website.

The Nomination Committee was formed by the Group in March 2005. The Committee currently comprises three members, all of whom are Independent Non-executive Directors namely Mr. Cheung Wah Fung, Christopher, Mr. Leung Hok Lim and Mr. Lam Kwong Siu, whereas Mr. Cheung Wah Fung, Christopher was nominated as the Chairman of the committee.

During the year ended 31 December 2012, the members of the Nomination Committee met once and resolved to propose the reappointment of our one Independent Non-executive Directors for a term of two year from 24 September 2010 to 23 September 2012 and submitted the same to the Board for approval. Their attendance is as follows:

Name of member	成員名稱	Attendance 出席次數
CHEUNG Wah Fung, Christopher (<i>Chairman</i>)	張華峰 (主席)	0
LEUNG Hok Lim	梁學濂	1
LAM Kwong Siu	林廣兆	1
WANG Ruilian	王瑞煉	1
LIU Xiaoting	劉小汀	1

No executive director took part in any discussion of the above.

REMUNERATION COMMITTEE

The Group established its Remuneration Committee in March 2005. The Committee currently comprises three members, all of whom are Independent Non-executive Directors, namely Mr. Lam Kwong Siu, Mr. Leung Hok Lim and Mr. Cheung Wah Fung, Christopher. Mr. Lam Kwong Siu is the Chairman of the Remuneration Committee. The Remuneration Committee adopted the term of reference in accordance with the Code on Corporate Governance Practices issued by the Stock Exchange. The Remuneration Committee met while required as to review the emolument policy and the benefits of the Executive Directors.

提名委員會

提名委員會負責根據獲提名人選的資歷、才能及對本公司的潛在貢獻，向董事會推薦人選填補董事會空缺及確保董事之委聘、重選及罷免的程序符合公平及透明之原則。提名委員會的職權範圍載於本公司網站。

本集團於二零零五年三月成立提名委員會。現時委員會由三名成員組成，彼等為獨立非執行董事，包括張華峰先生、梁學濂先生及林廣兆先生，張華峰先生為提名委員會主席。

於二零一二年十二月三十一日年度，提名委員會舉行一次會議，決議通過由二零一二年九月二十四日至二零一四年九月二十三日繼續聘任本公司一位獨立非執行董事及續聘書，任期兩年，並提交董事會審批。成員出席情況如下：

概無執行董事參與以上討論。

薪酬委員會

本集團於二零零五年三月成立薪酬委員會，現時委員會由三名成員組成，彼等為獨立非執行董事，包括林廣兆先生、梁學濂先生及張華峰先生。林廣兆先生為薪酬委員會的主席。薪酬委員會之職權範圍乃遵從聯交所簽發之企業管治原則及常規，薪酬委員會按需要舉行會議，審閱執行董事之薪酬政策及待遇。

Corporate Governance Report (continued)

企業管治報告(續)

The roles and functions of the Remuneration Committee include consulting the chairman of the Board about their remuneration proposals for other executive directors, making recommendation to the Board on the Company's remuneration policy and structure for all directors' and senior management and the Remuneration Committee has adopted the approach under B.1.2(c)(ii) of the code provisions to make recommendations to the Board on the remuneration packages of individual executive directors and senior management.

For the year ended 31 December 2012, the members of the Remuneration Committee met once and their attendance is as follows:

Name of member	成員名稱	Attendance 出席次數
LAM Kwong Siu (<i>Chairman</i>)	林廣兆(主席)	1
LEUNG Hok Lim	梁學濂	1
CHEUNG Wah Fung, Christopher	張華峰	0
WANG Xiaowu	汪小武	1
WANG Ruilian	王瑞煉	1
LIU Xiaoting	劉小汀	1

A meeting was held in 2012 in which the remuneration committee reviewed the remuneration policies and approved the salaries of the executive directors. No director took part in any discussion about his own remuneration. The remuneration committee has communicated with the Chairman of the Company about proposals relating to the remuneration packages of other executive directors and senior management.

Directors' remuneration and those of the five highest paid individuals in the Group are set out in notes 11 and 12 to the financial statements, respectively.

薪酬委員會之職責及職能包括向董事會主席諮詢彼等就其他執行董事之薪酬建議及就本公司全體董事及高級管理層之薪酬政策及架構向董事會作出建議。薪酬委員會已採納守則條文B.1.2(c)(ii)條項下之方式就個別執行董事及高級管理層薪酬組合向董事會作出建議。

截至二零一二年十二月三十一日止年度，薪酬委員會舉行一次會議，成員出席情況如下：

於二零一二年，薪酬委員會舉行了一次會議，會上檢討了執行董事的薪酬政策及審批彼等的薪金及花紅。概無董事參與討論關於其本身的薪酬。薪酬委員會已就涉及其他執行董事的薪酬福利建議與本公司主席進行溝通。

董事酬金及本集團五位最高薪酬人士的詳情分別載於財務報表附註11及12。

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for the corporate governance functions with the following duties:

- to develop and review the Company's policies and practices on corporate governance and make recommendations on changes and updating;
- to review and monitor the training and continuous professional development of Directors;

企業管治職能

董事會負責企業管治職能，並有下列職責：

- 制訂及檢討本公司的企業管治政策及常規，並就變動及更新提出建議；
- 檢討及監察董事的培訓及持續專業發展；

Corporate Governance Report (continued)

企業管治報告(續)

- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
 - to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors;
 - to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report; and
 - such other corporate governance duties and functions set out in the CG Code (as amended from time to time) for which the Board are responsible.
- 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
 - 制訂、檢討及監察適用於僱員及董事的操守守則及合規手冊(如有)；
 - 檢討本公司遵守企業管治守則的情況及於企業管治報告中作出的披露；及
 - 載列於企業管治守則內董事會負責的該等其他企業管治職責及職能(經不時修訂)。

The Company periodically reviews its corporate governance practices to ensure they continue to meet the requirements of the Former CG Code and the Revised CG Code during the year of 2012.

本公司定期檢討其企業管治措施，以確保該等措施於二零一二年一直符合前企業管治守則及經修訂企業管治守則的規定。

COMPANY SECRETARY

As at 31 December 2012, the company secretary of the Company, Mr. Chan Tao Ming Alex (appointed on 18 January 2008), fulfills the requirement under Rules 3.28 and 3.29 of the Listing Rules. As an employee of the Company, the company secretary supports the Board, ensures good information flow within the Board and Board policy and procedures are followed; advises the Board on governance matters, facilitates induction and, monitors the training and continuous professional development of Directors. He has attained not less than 15 hours of relevant professional training during the Review Period.

公司秘書

於二零一二年十二月三十一日，本公司的公司秘書陳道明先生(於二零零八年一月十八日獲委任)符合上市規則第3.28及3.29條所列之要求。作為本公司的僱員，公司秘書協助董事會工作，確保信息在董事會內部順暢流通，並已遵從董事會政策及程序；就管治事宜向董事會提出要求，方便董事就職及監管董事之培訓及持續專業發展。於回顧期間，彼獲得不少於十五個小時的相關培訓。

EXTERNAL AUDITORS

The Audit Committee has reviewed a service plan from HLB Hodgson Impey Cheng Limited regarding their independence and objectivity and had a meeting with HLB Hodgson Impey Cheng Limited, the external auditors of the Company, to discuss the scope of their audit and approve the scope.

外部核數師

審核委員會已審閱國衛會計師事務所有限公司確認其獨立性及客觀性之服務計劃，並與本公司之外部核數師國衛會計師事務所有限公司舉行會議，討論及批准其審核範圍。

The accounts for the year ended 31 December 2012 were audited by HLB Hodgson Impey Cheng Limited whose term of office will expire upon the forthcoming annual general meeting of the Company. The Audit Committee has recommended to the Board that HLB Hodgson Impey Cheng Limited be re-appointed as the auditors of the Company at the forthcoming annual general meeting of the Company.

截至二零一二年十二月三十一日止年度之賬目經由國衛會計師事務所有限公司審核，彼於即將舉行之股東週年大會上任滿。審核委員會已向董事會建議，於本公司即將舉行之股東週年大會上提名更新委任國衛會計師事務所有限公司為本公司之核數師。

Corporate Governance Report (continued)

企業管治報告(續)

For the year ended 31 December 2012, the Company paid Messrs. HLB Hodgson Impey Cheng Limited, the external auditors of the Company, HK\$530,000 as audit fees (2011: HK\$495,000).

The auditors' reporting responsibility is set out on pages 44 to 45 of this annual report.

截至二零一二年十二月三十一日止年度，本公司向外部核數師國衛會計師事務所有限公司支付審計費用530,000港元(二零一一年：495,000港元)。

核數師之申報職責載於本年報第44至45頁。

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Board recognizes the importance of good communications with its shareholders and investors. A shareholders' communication policy setting out the principles of the Company in relation to shareholders' communications, with the objectives of ensuring a transparent and timely communication with shareholders via various means, has been established.

The Company's annual general meeting ("AGM") is a valuable forum for the Board to communicate directly with the shareholders and to answer questions shareholders may raise. Separate resolutions are proposed at general meetings for each substantial issue, including the re-election and election of individual directors. The detailed procedures of conducting a poll are explained to shareholders at the commencement of the AGM, to ensure that shareholders are familiar with such procedures.

The Company's last AGM ("2012 AGM") was held on Friday, 27 April 2012 at Ballroom, 1st Floor, South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong. All the resolutions proposed at that meeting were approved by shareholders of the Company by poll. Details of the poll results are available on the Company's website at www.fujianholdings.com.

The attendance record of the Directors of AGM is set out below:

Directors	董事	Attendance 出席次數
WANG Xiaowu	汪小武	0/1*
WANG Ruilian	王瑞煉	1/1
LIU Xiaoting	劉小汀	1/1
FENG Qiang	馮強	0/1
YE Tao	葉濤	0/1
LAM Kwong Siu	林廣兆	0/1
CHEUNG Wah Fung, Christopher	張華峰	0/1
LEUNG Hok Lim	梁學濂	1/1

與股東及投資者的溝通

董事會認同與其股東及投資者有良好的溝通至為重要。本公司已制定一項股東溝通政策，列出本公司與股東溝通的原則，藉以確保與股東可透過不同方法作透明及適時的溝通。

本公司的股東週年大會(「股東週年大會」)提供理想的場合讓董事會直接與股東溝通及解答股東的提問。董事就各重大事項，包括重選及選舉個別董事，於股東大會上提呈獨立決議案。股東週年大會開始時會向股東解釋以投票方式表決的詳細程序，以確保股東熟悉該等程序。

本公司上屆股東週年大會(「二零一二年股東週年大會」)於二零一二年四月二十七日星期五假座香港灣仔摩理臣山道23號南洋酒店一樓宴會廳舉行。所有提呈大會的決議案已由本公司股東以投票方式表決通過。表決結果詳情載於本公司網站 www.fujianholdings.com。

董事於二零一二年股東週年大會的出席記錄載列如下：

Corporate Governance Report (continued)

企業管治報告(續)

* Mr. Wang Xiaowu, is the Chairman of the Group, was unable to attend the annual general meeting of the Company held on 27 April 2012 as he had other engagements in China. Mr. WANG Ruilian and Mr. LIU Xiaoting, both are executive directors of the Group; they are responsible for the daily operations and execution of the strategies developed by the Board. They are eligible to answer questions at the annual general meeting.

* 主席汪小武先生因在國內公幹而未能出席本公司於二零一二年四月二十七日舉行的股東週年大會。負責集團日常營運及執行董事會之策略的集團執行董事王瑞煉先生及劉小汀先生已有足夠資格於會上回答提問。

A key element of effective communication with shareholders and investors is the prompt and timely dissemination of information in relation to the Group. The Company commits to report to the shareholders of the Company the Group's corporate information in a timely and punctual way through notifying or mailing to all shareholders via press release, Interim Report and Annual Report. The circular of the Annual General Meeting will be distributed to all shareholders of the Company at least 21 days prior to the meeting, which set out the requirements and the procedure of the vote and the relevant details of other proposed resolutions. The printed copies of the Group's Annual Report and Interim Report have been dispatched to all the shareholders.

與股東及投資者作有效溝通的要素，主要繫於快捷及適時發佈有關本集團的資訊。本公司依時向股東匯報本集團之企業資料，並透過刊發新聞稿、中期報告及年報等方式，通知和寄發予所有股東，而有關股東週年大會的通函於大會舉行前最少二十一天寄發予所有股東，通函載列要求及舉行票選的程序及其他建議的議案的有關資料。本集團的年報及中期報告之印刷本已寄發予所有股東。

The Company keeps on promoting investor relations and enhancing communication with the existing Shareholders and potential investors. It welcomes suggestions from investors, stakeholders and the public. Enquiries to the Board or the Company may be sent by post to the Company's principal place of business in Hong Kong.

本公司不斷促進與投資者之關係，並加強與現有股東及有意投資者之溝通。本公司歡迎投資者、權益持有人及公眾人士提供意見。向董事會或本公司作出之查詢可郵寄至本公司於香港之主要營業地點。

CONSTITUTIONAL DOCUMENTS

There was no change to the Company's memorandum and articles of association during the year ended 31 December 2012. A copy of the latest consolidated version of the Memorandum and Articles of association is posted on the websites of the Company and the Stock Exchange.

憲章文件

本公司組織章程大綱於二零一二年十二月三十一日之財政年度內概無變動。組織章程大綱及公司細則的最新綜合版本載於本公司及聯交所網站。

SHAREHOLDERS' RIGHTS

Set out below is a summary of certain rights of the shareholders of the Company as required to be disclosed pursuant to the mandatory disclosure requirement under Paragraph O of the Code.

股東權利

下文為本公司股東若干權利的概要，此乃根據守則O段的強制披露規定須予披露的：

Corporate Governance Report (continued)

企業管治報告(續)

Convening of extraordinary general meeting on requisition by shareholders

In accordance with section 113 of the Companies Ordinance (Chapter 32 of the laws of Hong Kong), shareholder(s) holding at the date of the deposit of the requisition not less than one-twentieth of such of the paid-up capital of the Company which as at the date of the deposit carries the right of voting at general meetings of the Company, may require the directors of the Company to convene an extraordinary general meeting (“EGM”). The written requisition must state the objects of the meeting and must be signed by the shareholder(s) concerned and deposited at the registered office of the Company’s for the attention of the Company Secretary. The requisition may consist of several documents in like form, each signed by one or more of the shareholders concerned.

If the directors of the Company do not within 21 days from the date of the deposit of the requisition proceed duly to convene an EGM for a day not more than 28 days after the date on which the notice convening the EGM is given, the shareholder(s) concerned, or any of them representing more than one-half of the total voting rights of all of them, may themselves convene an EGM, provided that the EGM so convened shall not be held after the expiration of 3 months from the said date.

The EGM convened by shareholders shall be convened in the same manner, as nearly as possible, as that in which general meetings are to be convened by the directors of the Company.

Procedures for directing shareholders’ enquiries to the board

Shareholders may at any time send their enquiries and concerns to the board of directors of the Company in writing through the Company Secretary whose contact details are as follows:

The Company Secretary
Fujian Holdings Limited
Room 09, 11th Floor, COSCO Tower, Grand Millennium Plaza,
183 Queen’s Road Central, Hong Kong
Email: info@fujianholdings.com
Tel. No.: +852 2810 9222
Fax No.: +852 2868 9930

The Company Secretary shall forward the shareholders’ enquiries and concerns to the board of directors and/or relevant board committees of the Company, where appropriate, to answer the shareholders’ questions.

應股東的請求召開股東特別大會

根據香港法例第32章《公司條例》第113條，股東可要求本公司的董事安排召開股東特別大會（「股東特別大會」），有關股東在存放請求書當日須持有不少於二十分之一的本公司已繳足資本，而且該資本在該請求書存放當日附有在本公司股東大會上表決的權利。該書面請求必須述明會議的目的，並由有關的股東簽署及存放於本公司的註冊辦事處，並註明致公司秘書。請求書可包含數份同樣格式的文件，而每份文件均由一名或多於一名有關的股東簽署。

如本公司的董事在該請求書存放日期起計21天內，未有妥為安排在股東特別大會通知書發出日期後28天內召開股東特別大會，則該等股東或佔該等全體股東一半以上總表決權的股東，可自行召開股東特別大會，但如此召開的股東特別大會不得在上述日期起計三個月屆滿後舉行。

由股東召開的股東特別大會，須盡可能以接近本公司的董事召開股東大會的方式召開。

將股東的查詢送達董事會的程序

股東可隨時以書面形式經公司秘書轉交彼等的查詢及關注事項予本公司的董事會，公司秘書的聯絡詳情如下：

公司秘書
閩港控股有限公司
香港皇后大道中一百八十三號新紀元廣場
中遠大廈十一樓零九室
電郵：info@fujianholdings.com
電話：+852 2810 9222
傳真：+852 2968 9930

公司秘書將轉交股東的查詢及關注事項予本公司的董事會及／或有關的董事會委員會（若適當），以便回覆股東的提問。

Corporate Governance Report (continued)

企業管治報告(續)

Proposing a resolution at an annual general meeting

Shareholder(s) can submit a written requisition to propose a resolution at an annual general meeting pursuant to Section 115A of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) if they:

- (a) represent not less than one-fortieth of the total voting rights of all shareholders having at the date of the requisition a right to vote at the annual general meeting; or
- (b) are no less than 50 shareholders holding the Company's shares on which there has been paid up an average sum, per shareholder, of not less than HK\$2,000.

The written requisition must:

- (a) state the resolution, accompanied by a statement of not more than 1,000 words with respect to the matter referred to in the proposed resolution or the business to be dealt with at the annual general meeting;
- (b) contain the signatures of all the requisitionists (which may be contained in one or in more copies in like form);
- (c) be deposited at the Company's registered office (Room 09, 11th Floor, COSCO Tower, Grand Millennium Plaza, 183 Queen's Road Central, Hong Kong) for the attention of the Company Secretary, not less than 6 weeks before the annual general meeting in the case of a requisition requiring notice of a resolution and not less than 1 week before the annual general meeting in the case of any other requisition; and
- (d) be accompanied by a sum of money reasonably sufficient to meet the Company's expenses in serving the notice of the resolution and circulating the statement given by the requisitionists to all shareholders in accordance with the requirements under the applicable laws and rules.

在股東週年大會上動議決議

符合以下條件的股東，可根據香港法例第32章《公司條例》第115A條，提出書面要求在股東週年大會上動議任何決議：

- (a) 在該請求書提出的日期有權在該股東週年大會上表決擁有總表決權不少於四分之一的股東；或
- (b) 不少於50名持有本公司股份的股東，而每名股東就其所持股份已繳足的平均股款不少於2,000港元。

該書面請求書必須：

- (a) 列明有關決議案，連同一份不多於1,000字的陳述書，內容有關該動議所提述的事宜，或有關將在該股東週年大會上處理的事務；
- (b) 載有全體請求人士的簽署(可載於一份或多份同樣格式的文件內)；
- (c) 送交本公司註冊辦事處(香港皇后大道中一百八十三號新紀元廣場中遠大廈十一樓零九室)，註明公司秘書收啟。如屬要求發出決議案通知的，該請求書須在該股東週年大會舉行前不少於6個星期送達；如屬任何其他情況，則須在該股東週年大會舉行前不少於1個星期送達；及
- (d) 連同合理及足夠款項，用以支付本公司根據適用的法律及規則要求而向所有股東發出決議案通知及傳閱請求人士提交的陳述書所作出的開支。

PROPOSING A CANDIDATE FOR ELECTION AS A DIRECTOR AT ANNUAL GENERAL MEETING

Pursuant to Article 105 of the articles of association of the Company, if a shareholder intends to nominate a person other than the retiring Directors for director at a general meeting, he/she shall deposit the following documents to the Company's registered office during the period commencing on the day after the dispatch of the notice of such meeting and ending no later than seven days prior to the date appointed for such general meeting, and the length of the notice period shall be at least seven days:

- (a) a written notice of such proposal for the attention of the Company Secretary, signed by the shareholder who is qualified to attend and vote at the general meeting;
- (b) biographical details of the candidate as set out in Rule 13.51(2)(a) to (x) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; and
- (c) a written consent signed by the candidate indicating his/her willingness to be elected.

RISK MANAGEMENT

The Company's management believes that risk management is an essential component of the Group's administrative structure. The management assists the Board in evaluating material risk exposure existing in the Group's business, including investment risk, interest rate risk, liquidity risk etc, and participates in designing and formulating appropriate risk management and internal control measures, and to ensure its implementation in daily operational management.

The management considers that the investment risk management measures provide guarantee to the Group through its way of seeking new development opportunities, as to secure reasonable return in every investment, to reduce investment risks and to avoid possible loss attributable to investments.

The Group's risk management towards liquidity aims to ensure that under all circumstances there exists sufficient capital to fulfill repayment obligations of all debts due, to maintain good creditworthiness, to finance reasonable investment opportunities and to fuel business development. The Group's accounting department is responsible for daily financial activities and monitors liquidity position from time to time to cope with business operation of the Company.

推薦人選在股東週年大會上參選董事

根據本公司組織章程第105條，股東如欲推薦退任董事以外的人士在股東週年大會上參選董事，股東須於會議通告發出後翌日起至不遲於舉行會議日期前七天止期間，向本公司註冊辦事處送交以下文件，提交有關通知的期限最少為七日：

- (a) 一份經合資格出席股東大會並於會上投票之股東簽署的書面通知交公司秘書收；
- (b) 有關擬參選人士按香港聯合交易所有限公司證券上市規則第13.51(2)(a)至(x)條所載的履歷資料；及
- (c) 擬參選人士簽署的同意書，說明其願意膺選。

風險管理

公司管理層相信風險管理是本集團管治架構中重要的組成部分。管理層協助董事會評估本集團業務中存在的主要風險，包括投資風險、利率風險、流動資金風險等，參與設計和制訂合適的風險管理及內部監控措施，並在日常經營管理中落實執行。

管理層認為投資風險管理之措施可以令集團在尋找新的發展機會中得到保障，使每一項投資都能得到合理的回報，減低投資風險、避免投資可能會帶來的損失。

本集團對流動資金的風險管理，旨在確保在任何情況下，仍能以充足的資金履行所有到期債務的償還責任，保持良好的信譽；能在適當的投資機會中提供所需資金，以擴大業務發展。集團會計部負責日常的財務活動並不時監察流動資金狀況，以應付公司的經營運作。

Corporate Governance Report (continued)

企業管治報告(續)

CORPORATE MONITOR

The Board is responsible for monitoring the Group's overall corporate reporting process and control system, while the corporate reporting standard is handled by the accounting department, which makes regular review of resources allocation and financial reporting system properly. Compliance with Code on Corporate Governance Practices, the Listing Rules, SFO and other applicable laws and regulations are handled by the Company Secretary. The Company's management meets with the Executive Directors regularly to review and brief the reporting system, and the Audit Committee annually to review and brief the reporting system.

A package of detailed materials setting out the duties and responsibilities of the Directors of the Company is provided to each newly appointed Director of the Company, in which it is especially specified the applicable rules and regulations (including the Listing Rules) that the first time appointed Directors of the Company shall notice and understand.

In respect of the securities transactions made by Directors and relevant employee, the Company has adopted Appendix 10 to the Listing Rules, the Model Code, as its own of conduct regarding the standard for securities transactions. Printed copies of the Model Code have been distributed to each Director and relevant employee of the Group as stipulated therein. All the Directors confirmed that they have complied with the standards set out therein.

Employees who are likely to be in possession of unpublished price-sensitive information about the Group are also subject to compliance with guidelines on no less exacting terms than the Model Code.

On behalf of the Board

Wang Xiaowu
Chairman

Hong Kong, 22 March 2013

企業監控

董事會有責任監察本集團整體企業匯報過程及控制系統，企業匯報標準已交予會計部負責，由會計部適當地定期檢討資源調配及財務匯報系統。企業管治常規，以及符合上市規則、證券及期貨條例及其他適用法規等事宜，已交予公司秘書負責。本公司管理層定期與執行董事檢討及簡述匯報系統，亦每年與審核委員會檢討及簡述匯報系統。

本公司每位新委任董事均獲發一份詳盡資料，當中詳述作為本公司董事之責任及職責，並特別註明首次獲委任本公司董事須留意及知悉之適用規則及規例(包括上市規則)。

本公司就本集團董事及相關僱員之證券交易，採納載於上市規則附錄十有關董事進行證券交易標準之行為守則。公司守則之印刷本已分發予本公司守則內規定須獲提供之本集團每位董事及相關僱員。所有董事已確認，彼等已遵守本公司之守則內所載標準。

該等有可能獲得有關本集團未經刊發股價敏感資料之僱員亦須遵守條款內容不比標準守則寬鬆之指引。

代表董事會

汪小武
主席

香港，二零一三年三月二十二日

Independent Auditors' Report

獨立核數師報告



國衛會計師事務所有限公司
Hodgson Impey Cheng Limited

Chartered Accountants
Certified Public Accountants

31/F,
Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong

香港
中環
畢打街11號
置地廣場
告羅士打大廈
31樓

TO THE SHAREHOLDERS OF FUJIAN HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

We have audited the consolidated financial statements of Fujian Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 46 to 130, which comprise the consolidated and company statements of financial position as at 31 December 2012, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

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 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.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with section 141 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

致閩港控股有限公司股東

(於香港註冊成立的有限公司)

本核數師(以下簡稱「我們」)已審計列載於第46至130頁閩港控股有限公司(以下簡稱「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二零一二年十二月三十一日的綜合及公司財務狀況表與截至該日止年度的綜合全面收益表、綜合權益變動表和綜合現金流量表，以及主要會計政策概要及其他附註解釋資料。

董事就綜合財務報表須承擔 的責任

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

核數師的責任

我們的責任是根據我們的審計對該等綜合財務報表作出意見，並按照香港《公司條例》第141條僅向整體股東報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。該等準則要求我們遵守道德規範，並規劃及執行審計，以合理確定綜合財務報表是否不存在任何重大錯誤陳述。

Independent Auditors' Report (continued)

獨立核數師報告(續)

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 auditors' 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 auditors consider 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 2012, and of the Group's profit 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 Hong Kong Companies Ordinance.

HLB Hodgson Impey Cheng Limited

Chartered Accountants
Certified Public Accountants

Hui Chun Keung, David

Practising Certificate Number: P05447

Hong Kong, 22 March 2013

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

我們相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

意見

我們認為，該等綜合財務報表已根據《香港財務報告準則》真實而公平地反映 貴公司及 貴集團於二零一二年十二月三十一日的事務狀況及 貴集團截至該日止年度的利潤及現金流量，並已按照香港《公司條例》妥為編製。

國衛會計師事務所有限公司

英國特許會計師
香港執業會計師

許振強先生

執業證書編號：P05447

香港，二零一三年三月二十二日

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 December 2012 (in HK Dollars)

截至二零一二年十二月三十一日年度(以港元列示)

			2012 二零一二年	2011 二零一一年 (restated) (重列)
		Notes 附註		
Revenue	收益	5	15,017,022	14,647,166
Other income	其他收入	7	5,802,875	6,616,670
Other gains and losses	其他收益及虧損	8	4,118,426	4,990,043
Employee benefits expense	員工福利支出	10	(6,947,880)	(5,866,796)
Depreciation	折舊	15	(3,099,362)	(3,212,093)
Amortisation of prepaid lease payment	預付租賃款項攤銷	16	(1,874,007)	(1,874,007)
Share of profit of an associate	應佔一間聯營公司之溢利		1,145,654	1,107,825
Other operating expenses	其他經營費用		(12,740,549)	(10,334,753)
Profit before tax	除稅前溢利		1,422,179	6,074,055
Income tax credit/(expense)	所得稅抵免/(開支)	9	129,264	(1,126,712)
Profit for the year	本年度溢利	10	1,551,443	4,947,343
Other comprehensive income	其他全面收益			
Exchange differences on translating foreign operations	換算海外業務產生之匯兌差額		402,365	630,710
Other comprehensive income for the year	本年度其他全面收益		402,365	630,710
Total comprehensive income for the year	本年度全面收益總額		1,953,808	5,578,053
Earnings per share	每股盈利			
Basic (HK cents per share)	基本(每股港仙)	13	0.29	0.93
Diluted (HK cents per share)	攤薄(每股港仙)	13	0.29	0.93

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2012 (in HK Dollars)

於二零一二年十二月三十一日 (以港元列示)

			31/12/2012 二零一二年 十二月三十一日	31/12/2011 二零一一年 十二月三十一日 (restated) (重列)	01/01/2011 二零一一年 一月一日 (restated) (重列)
			Notes 附註		
Non-current assets	非流動資產				
Property, plant and equipment	物業、廠房及設備	15	33,915,859	36,763,638	40,096,323
Prepaid lease payment	預付租賃款項	16	24,205,916	26,079,923	27,953,930
Investment properties	投資物業	17	32,650,000	29,800,000	28,675,000
Interest in an associate	於一間聯營公司 之權益	19	12,885,407	11,531,435	10,038,350
Deferred tax assets	遞延稅項資產	24	1,894,269	1,894,269	1,894,269
			105,551,451	106,069,265	108,657,872
Current assets	流動資產				
Inventories	存貨	20	158,984	93,678	143,036
Trade and other receivables	貿易及其他應收賬款	21	1,586,343	9,029,332	3,002,037
Bank balances and cash	銀行結餘及現金	22	46,413,463	43,289,903	37,914,888
			48,158,790	52,412,913	41,059,961
Current liabilities	流動負債				
Trade and other payables	貿易及其他應付賬款	23	6,348,907	5,363,032	3,450,697
Current tax liabilities	即期稅項負債		292,265	1,449,273	—
			6,641,172	6,812,305	3,450,697
Net current assets	流動資產淨值		41,517,618	45,600,608	37,609,264
Total assets less current liabilities	總資產減流動負債		147,069,069	151,669,873	146,267,136
Capital and reserves	股本及儲備				
Equity attributable to owners of the Company	本公司持有人應佔權益				
Share capital	股本	25	66,780,000	66,780,000	66,780,000
Reserves	儲備		74,185,813	72,232,005	66,653,952
Total equity	股本權益總額		140,965,813	139,012,005	133,433,952
Non-current liabilities	非流動負債				
Deferred tax liabilities	遞延稅項負債	24	6,103,256	6,546,968	6,938,834
Trade and other payables	貿易及其他應付賬款	23	—	6,110,900	5,894,350
			6,103,256	12,657,868	12,833,184
			147,069,069	151,669,873	146,267,136

The consolidated financial statements on pages 46 to 130 were approved and authorised for issue by the Board of Directors on 22 March 2013 and are signed on its behalf by:

董事會於二零一三年三月二十二日已批准並授權刊發及簽署之綜合財務報表中第46頁至130頁：

Wang Xiaowu
汪小武
Director
董事

Wang Ruilian
王瑞煉
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

		Attributable to owners of the Company				Total
		本公司持有人應佔				
		Share capital	Share premium	Translation reserve	Accumulated losses	
		股本	股份溢價	換算儲備	累計虧損	合計
		(Note 25)	(Note 26)			
		(附註25)	(附註26)			
Balance at 1 January 2011 (as previously reported)	於二零一一年一月一日 (如先前報告)	66,780,000	576,659,713	(7,277,983)	(506,447,862)	129,713,868
Adjustments (see note 2)	調整(見附註2)	—	—	—	3,720,084	3,720,084
Balance at 1 January 2011 (restated)	於二零一一年一月一日 (重列)	66,780,000	576,659,713	(7,277,983)	(502,727,778)	133,433,952
Profit for the year	本年度溢利	—	—	—	4,947,343	4,947,343
Other comprehensive income for the year	本年度其他 全面收益	—	—	630,710	—	630,710
Total comprehensive income for the year	本年度全面 收益總額	—	—	630,710	4,947,343	5,578,053
Balance at 31 December 2011 (restated)	於二零一一年十二月 三十一日(重列)	66,780,000	576,659,713	(6,647,273)	(497,780,435)	139,012,005
Profit for the year	本年度溢利	—	—	—	1,551,443	1,551,443
Other comprehensive income for the year	本年度其他 全面收益	—	—	402,365	—	402,365
Total comprehensive income for the year	本年度全面 收益總額	—	—	402,365	1,551,443	1,953,808
Balance at 31 December 2012	於二零一二年 十二月三十一日	66,780,000	576,659,713	(6,244,908)	(496,228,992)	140,965,813

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

		2012 二零一二年	2011 二零一一年 (restated) (重列)
Cash flows from operating activities	經營業務之現金流量		
Profit for the year	本年度溢利	1,551,443	4,947,343
Adjustments for:	調整項目：		
Income tax (credit)/expense	所得稅(收入)／開支	(129,264)	1,126,712
Bank interest income	銀行利息收入	(1,415,190)	(569,893)
Share of profit of an associate	應佔一間聯營公司之溢利	(1,145,654)	(1,107,825)
Amortisation of prepaid lease payment	預付租賃款項攤銷	1,874,007	1,874,007
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	3,099,362	3,212,093
Gain arising on change in fair value of investment properties	投資物業公平值收益	(6,250,000)	(3,925,000)
Gain on disposal of an investment property	出售投資物業收益	(875,873)	(855,565)
Loss on disposal and write-off of property, plant and equipment	出售及撇銷物業、廠房及設備之虧損確認	246	75,428
Impairment loss recognised on property, plant and equipment	物業、廠房及設備之減值虧損確認	237,960	175,990
Impairment loss recognised on trade receivables	應收貿易賬款之減值虧損確認	3,204	82,118
Impairment loss recognised on other receivables	其他應收賬款之減值虧損確認	3,193,039	59,774
		143,280	5,095,182
Movements in working capital	營運資金變動前之經營現金		
(Increase)/decrease in inventories	存貨(增加)／減少	(65,306)	49,358
Decrease/(increase) in trade and other receivables	貿易及其他應收賬款減少／(增加)	4,246,746	(6,169,187)
(Decrease)/increase in trade and other payables	貿易及其他應付賬款(減少)／增加	(5,125,025)	1,912,335
Cash (used in)/generated from operations	經營業務現金(支出)／流入	(800,305)	887,688
Interest received	已收利息	1,415,190	569,893
Income tax paid	已交所得稅	(1,472,854)	(69,305)
Net cash (used in)/generated by operating activities	經營業務現金(支出)／流入淨額	(857,969)	1,388,276

Consolidated Statement of Cash Flows (continued)

綜合現金流量表(續)

For the year ended 31 December 2012 (in HK Dollars)

截至二零一二年十二月三十一日年度(以港元列示)

		2012 二零一二年	2011 二零一一年 (restated) (重列)
Cash flows from investing activities	投資業務之現金流量		
Payments for property, plant and equipment	購置物業、廠房及設備	(442,608)	—
Proceeds from disposal of an investment property	來自出售一個投資物業之所得款項	4,275,873	3,655,565
Net cash generated by investing activities	投資業務之現金流入淨額	3,833,265	3,655,565
Net increase in cash and cash equivalents	現金及現金等價增加淨額	2,975,296	5,043,841
Cash and cash equivalents at the beginning of year	年初之現金及現金等值	43,289,903	37,914,888
Effects of exchange rate changes on the balance of cash held in foreign currencies	匯率變動之影響	148,264	331,174
Cash and cash equivalents at the end of year, representing bank balances and cash	年結之現金及現金等值 即銀行結餘及現金	46,413,463	43,289,903

Statement of Financial Position

財務狀況表

At 31 December 2012 (in HK Dollars)
於二零一二年十二月三十一日 (以港元列示)

		Notes	31/12/2012	31/12/2011	01/01/2011
		附註	二零一二年 十二月三十一日	二零一一年 十二月三十一日 (restated) (重列)	二零一一年 一月一日 (restated) (重列)
Non-current assets	非流動資產				
Property, plant and equipment	物業、廠房及設備	15	246,210	82,121	146,953
Investment properties	投資物業	17	32,650,000	29,800,000	28,675,000
Interests in subsidiaries	附屬公司權益	18	8,035,322	1,065,898	765,300
Deferred tax assets	遞延稅項資產	24	1,894,269	1,894,269	1,894,269
			42,825,801	32,842,288	31,481,522
Current assets	流動資產				
Trade and other receivables	貿易及其他應收賬款	21	1,079,259	4,510,085	1,040,651
Bank balances and cash	銀行結餘及現金	22	45,413,650	41,843,022	37,267,428
			46,492,909	46,353,107	38,308,079
Current liabilities	流動負債				
Trade and other payables	貿易及其他應付賬款	23	992,038	1,076,747	967,586
Net current assets	流動資產淨值		45,500,871	45,276,360	37,340,493
Total assets less current liabilities	總資產減流動負債		88,326,672	78,118,648	68,822,015
Capital and reserves	股本及儲備				
Equity attributable to owners of the Company	本公司持有人應佔權益				
Share capital	股本	25	66,780,000	66,780,000	66,780,000
Reserves	儲備	26	21,512,436	11,331,479	2,030,955
Total equity	股本權益總額		88,292,436	78,111,479	68,810,955
Non-current liabilities	非流動負債				
Deferred tax liabilities	遞延稅項負債	24	34,236	7,169	11,060
			88,326,672	78,118,648	68,822,015

Wang Xiaowu

汪小武
Director
董事

Wang Ruilian

王瑞煉
Director
董事

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

1. GENERAL

Fujian Holdings Limited (the “Company”) is incorporated in Hong Kong as a public limited company and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Its immediate holding company is HC Technology Capital Company Limited, a company incorporated in the British Virgin Islands and its ultimate holding company is 福建華閩實業(集團)有限公司, a state-owned corporation in the People’s Republic of China (the “PRC”). The addresses of the registered office and principal place of business of the Company is Unit 1109, 11/F., Cosco Tower, Grand Millennium Plaza, 183 Queen’s Road Central, Hong Kong.

The principal activities of the Company and its subsidiaries (collectively referred to as the “Group”) are investment holding, property investment in Hong Kong and hotel operations in the PRC.

The consolidated financial statements are presented in Hong Kong dollars, which is the same as the functional currency of the Company.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

The accounting policies and methods of computation used in these consolidated financial statements are the same as those followed in the preparation of the Group’s annual consolidated financial statements for the year ended 31 December 2011, except for the following amendments to HKFRSs that the Group has applied for the first time in the current year and which have a material effect on the amounts reported and/or the presentation and disclosures set out in these consolidated financial statements.

Amendments to HKAS 12 *Deferred Tax: Recovery of Underlying Assets*

The Group has applied for the first time the amendments to HKAS 12 *Deferred Tax: Recovery of Underlying Assets* in the current year. Under the amendments, investment properties that are measured using the fair value model in accordance with HKAS 40 *Investment Property* are presumed to be recovered entirely through sale for the purposes of measuring deferred taxes unless the presumption is rebutted.

1. 一般

閩港控股有限公司(「本公司」)為一家於香港註冊成立之公開上市公司。其股份於香港聯合交易所有限公司(「聯交所」)上市。其直接控股公司為華晶科技投資有限公司，乃於英屬處女群島成立之中國企業及其最終控股公司則為福建華閩實業(集團)有限公司，乃中國之國有企業。本公司註冊辦事處及主要營業地址為香港皇后大道中183號新紀元廣場中遠大廈11樓1109室。

本公司及其附屬公司(統稱為「本集團」)主要從事投資控股、位於香港之物業投資及位於中國之酒店業務。

綜合財務報表以本公司之功能貨幣港元呈列。

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

本集團的年度綜合財務報表乃根據截至2011年12月31日止年度綜合財務報表中使用的會計政策和計算方法等而編製。本集團亦已在本年度首次應用以下各項對數額報告和/或載於綜合財務報表的呈報及披露有重大影響的香港財務報告準則修訂本。

香港會計準則第12號之修訂本：遞延稅項：收回相關資產

於本年度，本集團首次應用香港會計準則第12號之修訂本「遞延稅項：收回相關資產」。根據該修訂，按照香港會計準則第40號「投資物業」以公平值模式計量之投資物業是假設可透過出售收回而作為計算遞延稅項，除非此項假設在某些情況下被駁回。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

Amendments to HKAS 12 *Deferred Tax: Recovery of Underlying Assets* (continued)

The Group measures its investment properties using the fair value model. As a result of the application of the amendments to HKAS 12, the directors reviewed the Group's investment property portfolios and concluded that none of the Group's investment properties are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, the directors have determined that the 'sale' presumption set out in the amendments to HKAS 12 is not rebutted. The application of the amendments to HKAS 12 has resulted in the Group not recognising any deferred taxes on changes in fair value of the investment properties as the Group is not subject to any income taxes on disposal of its investment properties. Previously, the Group recognised deferred taxes on changes in fair value of investment properties on the basis that the entire carrying amounts of the properties were recovered through use. The amendments to HKAS 12 have been applied retrospectively, resulting in the Group's deferred tax liabilities being decreased by HK\$3,720,084 as at 1 January 2011 with the corresponding credit being recognised in retained earnings. Similarly, the deferred tax liabilities have been decreased by HK\$4,172,175 as at 31 December 2011.

In the current year, no deferred taxes have been provided for changes in fair value of the Group's investment properties. The change in accounting policy has resulted in the Group's income tax expense for the years ended 31 December 2012 and 31 December 2011 being reduced by HK\$644,313 and HK\$452,091 respectively and hence resulted in profit for the years ended 31 December 2012 and 31 December 2011 being increased by HK\$644,313 and HK\$452,091 respectively.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港會計準則第12號之修訂本：遞延稅項：收回相關資產(續)

本集團按公平值模式計算投資物業。在應用香港會計準則第12號之修訂本，董事審閱本集團之投資物業組合並認為本集團之投資物業可透過出售收回而並非根據商業模式持有，而該商業模式在一般時間內消耗在投資物業內絕大部份經濟利益，因此董事認為在香港會計準則第12號之修訂本所轉載之出售假設並未被駁回。應用香港會計準則第12號之修訂本，本集團並無任何投資物業之公平值變動確認任何遞延稅項，概因本集團於出售該等投資物業時，並不受限於任何收入稅。過往，本集團按本集團預計收回投資物業之帳面值之方式而產生之稅務後果而確認因投資物業公平值變動之遞延稅項。香港會計準則第12號之修訂本追溯應用，導致於二零一一年一月一日本集團之遞延稅務負債減少3,720,084港元，於保留溢利中作增加並確認。類同地，於二零一一年十二月三十一日遞延稅務負債減少4,172,175港元。

在本年度中，已經提供了本集團之投資物業之公平值變動的未確認遞延稅項。而會計政策之變動導致本集團於二零一二年十二月三十一日及於二零一一年十二月三十一日之所得稅費用分別減少644,313港元及452,091港元，並導致截至二零一二年十二月三十一日止及截至二零一一年十二月三十一日止年度之溢利分別增加644,313港元及452,091港元。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

Amendments to HKAS 1 *Presentation of Financial Statements* (as part of the *Annual Improvements to HKFRSs 2009–2011 Cycle* issued in June 2012)

Various amendments to HKFRSs were issued in June 2012, the title of which is “*Annual Improvements to HKFRSs (2009–2011 Cycle)*”. The effective date of these amendments is annual periods beginning on or after 1 January 2013.

The Group has applied for the first time the amendments to HKAS 1 as part of the *Annual Improvements to HKFRSs 2009–2011 Cycle* in advance of the effective date (annual periods beginning on or after 1 January 2013).

HKAS 1 requires an entity that changes accounting policies retrospectively, or makes a retrospective restatement or reclassification to present a statement of financial position as at the beginning of the preceding period (third statement of financial position). The amendments to HKAS 1 clarify that an entity is required to present a third statement of financial position only when the retrospective application, restatement or reclassification has a material effect on the information in the third statement of financial position and that related notes are not required to accompany the third statement of financial position.

In the current year, the Group has applied the amendments to HKAS 12 *Deferred Tax: Recovery of Underlying Assets* for the first time, which has resulted in a material effect on the information in the consolidated statement of financial position as at 1 January 2011. In accordance with the amendments to HKAS 1, the Group has therefore presented a third statement of financial position as at 1 January 2011 without the related notes.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港會計準則第1號之修訂本呈報財務報表(於二零一二年六月發行對香港財務報告準則2009–2011週期之部份年度改進)

於二零一二年六月所頒佈對香港財務報告準則之各項修訂，題為「香港財務報告準則(2009–2011週期)之年度改進」。該等修訂之生效日期為二零一三年一月一日或其後開始起之年度期間。

於本年度，本集團首次在香港會計準則第1號之修訂本生效日期(二零一三年一月一日或其後開始起之年度期間)前應用「香港財務報告準則(2009–2011週期)之年度改進」。

香港會計準則第1號之修訂本要求企業追溯會計政策變動、或作出追溯重報或對於前期之期初(第三財務狀況表)所呈報財務狀況表重新歸類。香港會計準則第1號之修訂本澄清，唯獨在追溯應用、重報或重新歸類對第三財務狀況表之資料有重大的影響之情況下，企業被要求呈報第三財務狀況表，而相關附註並不需要附隨第三財務狀況表呈報。

於本年度，本集團首次應用香港會計準則第12號之修訂本「遞延稅項：收回相關資產」，導致對本綜合財務報表於二零一一年一月一日之財務狀況表內之資料有重大影響。根據香港會計準則第1號之修訂本，本集團並未呈報於二零一一年一月一日第三財務狀況表之相關附註。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

Impact of the application of amendments to HKAS 12

應用香港會計準則12號之影響

Impact on profit for the year

本年度盈利之影響

		2012 二零一二年	2011 二零一一年
Decrease in income tax expense and increase in profit for the year	所得稅開支減少及本年度溢利增加	644,313	452,091

Impact on net assets and equity as at 1 January 2011

於二零一一年一月一日對淨資產及權益之影響

		As at 01/01/2011 as previously reported 於二零一一年 一月一日前列	Amendments to HKAS 12 adjustments 應用香港會計 準則12號調整	As at 01/01/2011 as restated 於二零一一年 一月一日重列
Deferred tax liabilities	遞延稅項負債	10,658,918	(3,720,084)	6,938,834
Total effect on net assets	淨資產之全部影響	129,713,868	3,720,084	133,433,952
Accumulated losses	累計虧損	(506,447,862)	3,720,084	(502,727,778)
Total effect on equity	權益之全部影響	129,713,868	3,720,084	133,433,952

Impact on net assets and equity as at 31 December 2011

於二零一一年十二月三十一日對淨資產及權益之影響

		As at 31/12/2011 as previously reported 於二零一一年 十二月三十一日 前列	Amendments to HKAS 12 adjustments 應用香港會計 準則12號調整	As at 31/12/2011 as restated 於二零一一年 十二月三十一日 重列
Deferred tax liabilities	遞延稅項負債	10,719,143	(4,172,175)	6,546,968
Total effect on net assets	淨資產之全部影響	134,839,830	4,172,175	139,012,005
Accumulated losses	累計虧損	(501,952,610)	4,172,175	(497,780,435)
Total effect on equity	權益之全部影響	134,839,830	4,172,175	139,012,005

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

Impact of the application of amendments to HKAS 12 (continued)

Impact on net assets and equity as at 31 December 2012

		Amendments to HKAS 12 香港會計準則12號修訂
Decrease in deferred tax liabilities	遞延稅項負債減少	4,816,488
Increase in net assets	淨資產增加	4,816,488
Decrease in accumulated losses	累減虧損減少	4,816,488
Increase in equity	權益增加	4,816,488

Company

本公司

Impact on profit for the year

本年度盈利之影響

		2012 二零一二年	2011 二零一一年
Decrease in income tax expense and increase in profit for the year	所得稅開支減少及 本年度溢利增加	644,313	452,091

Impact on net assets and equity as at 1 January 2011

於二零一一年一月一日對淨資產及權益之影響

		As at 01/01/2011 as previously reported 於二零一一年 一月一日前列	Amendments to HKAS 12 adjustments 應用香港會計 準則12號調整	As at 01/01/2011 as restated 於二零一一年 一月一日重列
Deferred tax liabilities	遞延稅項負債	3,731,144	(3,720,084)	11,060
Total effect on net assets	淨資產之全部影響	65,090,871	3,720,084	68,810,955
Accumulated losses	累計虧損	(578,348,842)	3,720,084	(574,628,758)
Total effect on equity	權益之全部影響	65,090,871	3,720,084	68,810,955

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

Impact of the application of amendments to HKAS 12 (continued)

應用香港會計準則12號之影響(續)

Company (continued)

本公司(續)

Impact on net assets and equity as at 31 December 2011 (continued)

於二零一一年十二月三十一日對淨資產及權益之影響(續)

		As at 31/12/2011 as previously reported 於二零一一年 十二月三十一日 前列	Amendments to HKAS 12 adjustments 應用香港會計 準則12號調整	As at 31/12/2011 as restated 於二零一一年 十二月三十一日 重列
Deferred tax liabilities	遞延稅項負債	4,179,344	(4,172,175)	7,169
Total effect on net assets	淨資產之全部影響	73,939,304	4,172,175	78,111,479
Accumulated losses	累計虧損	(569,500,409)	4,172,175	(565,328,234)
Total effect on equity	權益之全部影響	73,939,304	4,172,175	78,111,479

Impact on net assets and equity as at 31 December 2012

於二零一二年十二月三十一日對淨資產及權益之影響

		Amendments to HKAS 12 香港會計準則12號修訂
Decrease in deferred tax liabilities	遞延稅項負債減少	4,816,488
Increase in net assets	淨資產增加	4,816,488
Decrease in accumulated losses	累計虧損減少	4,816,488
Increase in equity	權益增加	4,816,488

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)

截至二零一二年十二月三十一日年度(以港元列示)

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

2.1 New and revised HKFRSs in issue but not yet effective

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective:

HKFRS 1 (Amendments)	Government Loans ²
HKFRS 7 (Amendments)	Disclosures — Offsetting Financial Assets and Financial Liabilities ²
HKFRS 9	Financial Instruments ⁴
HKFRS 10	Consolidated Financial Statements ²
HKFRS 11	Joint Arrangements ²
HKFRS 12	Disclosure of Interests in Other Entities ²
HKFRS 13	Fair Value Measurement ²
HKFRS 9 and HKFRS 7 (Amendments)	Mandatory Effective Date of HKFRS 9 and Transition Disclosures ⁴
HKFRS 10, HKFRS 11 and HKFRS 12 (Amendments)	Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance ²
HKFRS 10, HKFRS 12 and HKAS 27 (as revised in 2011) (Amendments)	Investment Entities ³
HKAS 1 (Amendments)	Presentation of Items of Other Comprehensive Income ¹
HKAS 19 (as revised in 2011)	Employee Benefits ²
HKAS 27 (as revised in 2011)	Separate Financial Statements ²

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.1 已頒佈但尚未生效的新訂及經修訂香港財務報告準則

本集團尚未於綜合財務報表中提前應用以下已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則 第1號(修訂本)	政府貸款 ²
香港財務報告準則 第7號(修訂本)	披露—抵銷金融資產 及金融負債 ²
香港財務報告準則 第9號	金融工具 ⁴
香港財務報告準則 第10號	綜合財務報表 ²
香港財務報告準則 第11號	合營安排 ²
香港財務報告準則 第12號	於其他實體之權益之 披露 ²
香港財務報告準則 第13號	公平值之計量 ²
香港財務報告準則 第9號及第7號 (修訂本)	香港財務報告準則 第9號的強制實行 日期及過渡披露 ⁴
香港財務報告準則 第10號、第11號及 第12號(修訂本)	綜合財務報表、合營 安排及於其他實體之 權益之披露：過渡指引 ²
香港財務報告準則 第10號、第12號及 第27號(於二零一一年 經修訂) (修訂本)	投資實體 ³
香港會計準則 第1號(修訂本)	其他全面收入項目之 呈列 ¹
香港會計準則 第19號(於二零一一年 經修訂)	僱員福利 ²
香港會計準則 第27號(於二零一一年 經修訂)	獨立財務報表 ²

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

2.1 New and revised HKFRSs in issue but not yet effective (continued)

HKAS 28 (as revised in 2011)	Investments in Associates and Joint Ventures ²
HKAS 32 (Amendments)	Offsetting Financial Assets and Financial Liabilities ³
Amendments to HKFRSs	Annual Improvements to HKFRSs 2009–2011 Cycle except for the amendments to HKAS 1 ²
HK(IFRIC)-Int 20	Stripping Costs in the Production Phase of a Surface Mine ²

¹ Effective for annual periods beginning on or after 1 July 2012.

² Effective for annual periods beginning on or after 1 January 2013.

³ Effective for annual periods beginning on or after 1 January 2014.

⁴ Effective for annual periods beginning on or after 1 January 2015.

HKFRS 9 *Financial Instruments*

HKFRS 9 issued in 2009 introduces new requirements for the classification and measurement of financial assets. HKFRS 9 was amended in 2010 to include requirements for the classification and measurement of financial liabilities and for derecognition.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.1 已頒佈但尚未生效的新訂及經修訂香港財務報告準則(續)

香港會計準則第28號 (於二零一一年經修訂)	於聯營公司及合資企業之投資 ²
香港會計準則第32號(修訂本)	抵銷金融資產及金融負債 ³
香港財務報告準則(修訂本)	二零零九年至二零一一年週期的年度改進 ²
香港(國際財務報告詮釋委員會) – 詮釋第20號	露天採礦場生產階段之剝採成本 ²

¹ 於二零一二年七月一日或之後開始之年度期間生效。

² 於二零一三年一月一日或之後開始之年度期間生效。

³ 於二零一四年一月一日或之後開始之年度期間生效。

⁴ 於二零一五年一月一日或之後開始之年度期間生效。

香港財務報告準則第9號金融工具

於二零零九年頒佈之香港財務報告準則第9號引入金融資產分類與計量之新規定。於二零一零年經修訂之香港財務報告準則第9號載有新增金融負債分類與計量及終止確認之規定。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

2.1 New and revised HKFRSs in issue but not yet effective (continued)

HKFRS 9 *Financial Instruments* (continued)

Key requirements of HKFRS 9 are described below:

- All recognised financial assets that are within the scope of HKAS 39 *Financial Instruments: Recognition and Measurement* to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent reporting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent accounting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.1 已頒佈但尚未生效的新訂及經修訂香港財務報告準則(續)

香港財務報告準則第9號金融工具(續)

香港財務報告準則第9號之主要要求所述如下：

- 屬於香港會計準則第39號「金融工具：確認及計量」範圍內之所有已確認金融資產，其後須按攤銷成本或公平值計量，尤其是，目標為收取合約現金流之業務模式下持有之債務投資，以及附有合約現金流僅為支付本金及未償還本金的利息的債項投資，一般於其後會計期間結束時按攤銷成本計量。所有其他債務投資及股本投資於其後會計期間結束時按公平值計量。此外，根據香港財務報告準則第9號，實體可作出不可撤回地選擇於其他全面收益賬內呈列股本投資(並非持作買賣)之其後公平值變動，而一般僅於損益賬內確認股息收入。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

2.1 New and revised HKFRSs in issue but not yet effective (continued)

HKFRS 9 *Financial Instruments* (continued)

- With regard to the measurement of financial liabilities designated as at fair value through profit or loss, HKFRS 9 requires that the amount of change in the fair value of financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value of financial liabilities attributable to changes in the financial liabilities' credit risk are not subsequently reclassified to profit or loss. Previously, under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as fair value through profit or loss was presented in profit or loss.

HKFRS 9 is effective for annual periods beginning on or after 1 January 2015, with earlier application permitted.

The directors anticipate that the adoption of HKFRS 9 in the future may have a significant impact on the amounts reported in respect of the Group's financial assets and financial liabilities. Regarding the Group's financial assets, it is not practicable to provide a reasonable estimate of that effect until a detailed review has been completed.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.1 已頒佈但尚未生效的新訂及經修訂香港財務報告準則(續)

香港財務報告準則第9號金融工具(續)

- 關於指定為按公平值計入損益賬之金融負債的計量，香港財務報告準則第9號需要歸屬於該負債之信貸風險變動之金融負債公平值變動，在其他全面收益賬呈列，惟在其他全面收益賬內確認該負債信貸風險變動影響時，在損益產生或擴大會計錯配，則另當別論。歸屬於金融負債之信貸風險變動之公平值變動，其後不會重新分類至損益賬。以往，根據香港會計準則第39號，指定按公平值計入損益賬之金融負債公平值變動金額均全數在損益賬中呈列。

香港財務報告準則第9號於二零一五年一月一日或其後開始之年度期間生效，並可予提前應用。

董事預期，於日後採納香港財務報告準則第9號將可能對本集團的金融資產及金融負債之已呈報金額構成重大影響。然而，就本集團之金融資產而言，在完成詳細審閱前，提供該影響之合理估計並不可行。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

2.1 New and revised HKFRSs in issue but not yet effective (continued)

New and revised standards on consolidation, joint arrangements, associates and disclosures

In June 2011, a package of five standards on consolidation, joint arrangements, associates and disclosures was issued, including HKFRS 10, HKFRS 11, HKFRS 12, HKAS 27 (as revised in 2011) and HKAS 28 (as revised in 2011).

Key requirements of these five standards are described below.

HKFRS 10 replaces the parts of HKAS 27 *Consolidated and Separate Financial Statements* that deal with consolidated financial statements. HK (SIC) - Int 12 *Consolidation – Special Purpose Entities* will be withdrawn upon the effective date of HKFRS 10. Under HKFRS 10, there is only one basis for consolidation, that is, control. In addition, HKFRS 10 includes a new definition of control that contains three elements: (a) power over an investee, (b) exposure, or rights, to variable returns from its involvement with the investee, and (c) the ability to use its power over the investee to affect the amount of the investor's returns. Extensive guidance has been added in HKFRS 10 to deal with complex scenarios.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.1 已頒佈但尚未生效的新訂及經修訂香港財務報告準則(續)

有關綜合賬目、合營安排、聯營公司及披露事項之新訂及經修訂準則

於二零一一年六月，香港會計師公會頒佈一套五項有關綜合賬目、合營安排、聯營公司及披露事項之準則，包括香港財務報告準則第10號、香港財務報告準則第11號、香港財務報告準則第12號、香港會計準則第27號(於二零一一年經修訂)及香港會計準則第28號(於二零一一年經修訂)。

該等準則之主要規定載述如下：

香港財務報告準則第10號取代香港會計準則第27號「綜合及獨立財務報表」內處理綜合財務資料之部份。香港(常務詮釋委員會)一詮釋第12號「綜合賬目 – 特殊目的實體」，將於香港財務報告準則第10號生效日期予以撤銷。根據香港財務報告準則第10號，綜合賬目的唯一基準為控制權。此外，香港財務報告準則第10號包括控制權之新定義，當中包括三個部份：(a)有權控制被投資方；(b)從參與接受投資公司活動中所涉及不同形式回報之風險或權利；及(c)利用對接受投資公司之權力影響投資者回報金額之能力。香港財務報告準則第10號已就複雜情況提供更廣泛指引。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

2.1 New and revised HKFRSs in issue but not yet effective (continued)

New and revised standards on consolidation, joint arrangements, associates and disclosures (continued)

HKFRS 11 replaces HKAS 31 *Interests in Joint Ventures*. HKFRS 11 deals with how a joint arrangement of which two or more parties have joint control should be classified. HK (SIC) - Int 13 *Jointly Controlled Entities – Non-monetary Contributions by Venturers* will be withdrawn upon the effective date of HKFRS 11. Under HKFRS 11, joint arrangements are classified as joint operations or joint ventures, depending on the rights and obligations of the parties to the arrangements. In contrast, under HKAS 31, there are three types of joint arrangements: jointly controlled entities, jointly controlled assets and jointly controlled operations. In addition, joint ventures under HKFRS 11 are required to be accounted for using the equity method of accounting, whereas jointly controlled entities under HKAS 31 can be accounted for using the equity method of accounting or proportionate consolidation.

HKFRS 12 is a disclosure standard and is applicable to entities that have interests in subsidiaries, joint arrangements, associates and/or unconsolidated structured entities. In general, the disclosure requirements in HKFRS 12 are more extensive than those in the current standards.

In July 2012, the amendments to HKFRS 10, HKFRS 11 and HKFRS 12 were issued to clarify certain transitional guidance on the application of these five HKFRSs for the first time.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.1 已頒佈但尚未生效的新訂及經修訂香港財務報告準則(續)

有關綜合賬目、合營安排、聯營公司及披露事項之新訂及經修訂準則(續)

香港財務報告準則第11號取代香港會計準則第31號「於合營企業之權益」，香港財務報告準則第11號訂明如何處理將涉及兩名或以上擁有共同控制權之合營方之合營安排分類。當香港財務報告準則第11號生效時，香港(常務詮釋委員會)－詮釋第13號「共同控制實體－合營方之非貨幣出資」將會撤銷。根據香港財務報告準則第11號，合營安排會視乎安排各方之權利及責任而分類為共同經營或合營企業。相對而言，根據香港會計準則第31號，合營安排則分類為共同控制實體、共同控制資產及共同控制業務三類。此外，根據香港財務報告準則第11號，合營企業須按權益會計法入賬，而根據香港會計準則第31號，共同控制實體可按權益會計法或比例綜合處理入賬。

香港財務報告準則第12號屬於披露準則，應用於附屬公司、合營安排、聯營公司及／或非綜合計算實體擁有權益之實體。整體而言，香港財務報告準則第12號之披露規定較目前準則所規定者更為全面。

於二零一二年七月發出香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號之修訂本作為澄清此五項準則於初次應用上的某些過渡性的指引。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

2.1 New and revised HKFRSs in issue but not yet effective (continued)

New and revised standards on consolidation, joint arrangements, associates and disclosures (continued)

These five standards, together with the amendments relating to the transitional guidance, are effective for annual periods beginning on or after 1 January 2013 with earlier application permitted provided all of these standards are applied at the same time.

The directors anticipate that these five standards will be adopted in the Group’s consolidated financial statements for the annual period beginning 1 January 2013. The application of these five standards may have significant impact on amounts reported in the consolidated financial statements. However, the directors have not yet performed a detailed analysis of the impact of the application of these standards and hence have not yet quantified to the extent of the impact.

HKFRS 13 *Fair Value Measurement*

HKFRS 13 establishes a single source of guidance for fair value measurements and disclosures about fair value measurements. The standard defines fair value, establishes a framework for measuring fair value, and requires disclosures about fair value measurements. The scope of HKFRS 13 is broad; it applies to both financial instrument items and non-financial instrument items for which other HKFRSs require or permit fair value measurements and disclosures about fair value measurements, except in specified circumstances. In general, the disclosure requirements in HKFRS 13 are more extensive than those in the current standards. For example, quantitative and qualitative disclosures based on the three-level fair value hierarchy currently required for financial instruments only under HKFRS 7 *Financial Instruments: Disclosures* will be extended by HKFRS 13 to cover all assets and liabilities within its scope.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.1 已頒佈但尚未生效的新訂及經修訂香港財務報告準則(續)

有關綜合賬目、合營安排、聯營公司及披露事項之新訂及經修訂準則(續)

該五項準則，連同有關過渡指引的修訂本，乃於二零一三年一月一日或其後開始之年度期間生效，可予提早應用，惟所有該等準則必須於同一時間提早應用。

董事預期，本集團將於二零一三年一月一日開始之年度期間之綜合財務報表採納該五項準則。採納該五項準則或會對綜合財務報表所呈報之金額造成重大影響。然而，本公司董事並未詳細分析應用該等準則之影響，故未能量化計算該影響之範圍。

香港財務報告準則第13號公平值之計量

香港財務報告準則第13號確立有關公平值計量及披露公平值計量資料之單一指引。該準則界定公平值，確立計量公平值之框架及有關公平值計量之披露規定。香港財務報告準則第13號之範圍寬廣；適用於其他香港財務報告準則規定或允許公平值計量及披露公平值計量資料之金融工具項目及非金融工具項目，惟特定情況除外。整體而言，香港財務報告準則第13號所載之披露規定較現行準則之規定更為全面。例如，現時僅規限香港財務報告準則第7號「金融工具：披露」所述金融工具之三個公平值等級之量化及定性披露資料，將藉香港財務報告準則第13號加以擴展，以涵蓋其範圍內之所有資產及負債。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

2.1 New and revised HKFRSs in issue but not yet effective (continued)

HKFRS 13 *Fair Value Measurement* (continued)

HKFRS 13 is effective for annual periods beginning on or after 1 January 2013, with earlier application permitted.

The directors anticipate the application of the new standard may affect certain amounts reported in the consolidated financial statements and result in more extensive disclosures in the consolidated financial statements.

The Group is in the process of making an assessment of what the impact of the other new or revised standards, amendments and interpretations is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the Group's results of operations and financial position.

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain properties and financial instruments that are measured at fair values, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

The principal accounting policies are set out below.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.1 已頒佈但尚未生效的新訂及經修訂香港財務報告準則(續)

香港財務報告準則第13號公平值之計量(續)

香港財務報告準則第13號於自二零一三年一月一日或其後開始之年度期間生效，並可予提前應用。

董事預期，採納香港財務報告準則第13號，而應用該新訂準則可能會影響綜合財務報表呈列之數額，且令其須披露更為全面之資料。

本集團現在就於初始應用期間預期的其他新訂或經修訂香港財務報告準則的影響進行評估。截至目前為止，本集團認為，採納該等新訂或經修訂準則、修訂本及詮釋應不會對本集團的營運業績及財務狀況構成重大影響。

3. 主要會計政策

綜合財務報表乃按照香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表包括香港聯合交易所有限公司證券上市規則及香港公司條例規定之適用披露。

綜合財務報表乃按歷史成本基準編製，惟若干金融工具乃按公平值計量(如下文會計政策所闡釋)。歷史成本一般按資產交換之代價之公平值計算。

主要會計政策如下。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

Income and expenses of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective date of acquisition and up to the effective date of disposal, as appropriate. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in existing subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. 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 owners of the Company.

3. 主要會計政策(續)

合併基準

綜合財務報表載入本公司及其附屬公司的財務報表。獲得控制權就本公司可於某實體行使監管其財務及營運決策權以達致獲取其業務之利益。

本年度已收購或已出售附屬公司的收益及支出由收購生效日期起及截至出售生效日期止在適當情況下列入綜合全面收益表。附屬公司的全面收入總額歸屬本公司股東及非控股權益，即使此舉導致非控股權益出現虧絀結餘。

附屬公司的財務報表於有需要時作出調整，以使其會計政策與本集團其他成員公司所採納者一致。

所有集團成員公司之間的交易、結餘、收入及開支於合併時全部撇銷。

本集團於現有附屬公司擁有權之變動

本集團於附屬公司擁有權出現並無導致本集團失去該等附屬公司的控制權之變動，均以權益交易入賬。本集團之權益與非控股股東權益之賬面值均予以調整，以反映彼等於附屬公司之相關權益的變動。非控股股東權益所調整之款額與所付或所收代價之公允價值兩者之間的差額，均直接於權益確認並歸屬於本公司股東。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Basis of consolidation (continued)

Changes in the Group's ownership interests in existing subsidiaries (continued)

When the Group loses control of a subsidiary, it (i) derecognises the assets (including any goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost, (ii) derecognises the carrying amount of any non-controlling interest in the former subsidiary at the date when control is lost (including any components of other comprehensive income attributable to them), and (iii) recognises the aggregate of the fair value of the consideration received and the fair value of any retained interest, with any resulting difference being recognised as a gain or loss in profit or loss attributable to the Group. When assets of the subsidiary are carried at revalued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Group had directly disposed of the related assets (i.e. reclassified to profit or loss or transferred directly to retained earnings as specified by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 *Financial Instruments: Recognition and Measurement* or, when applicable, the cost on initial recognition of an investment in an associate or a jointly controlled entity.

Investments in subsidiaries

A subsidiary is an entity in which the Company, directly and indirectly, controls the composition of the board of directors, controls more than half of the voting power or holds more than half of the issued share capital. Investments in subsidiaries are stated at cost less any identified impairment losses. The results of the subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Investment in an associate

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

3. 主要會計政策(續)

合併基準(續)

本集團於現有附屬公司擁有權之變動(續)

倘本集團失去一間附屬公司之控制權，則其(i)於失去控制權當日取消按賬面值確認該附屬公司之資產(包括任何商譽)及負債，(ii)於失去控制權當日取消確認前附屬公司任何非控股權益(包括彼等應佔之其他全面收益之任何組成部份)之賬面值，及(iii)確認所收取代價之公允價值及任何保留權益之公允價值之總額，所產生之差額於損益內確認為本集團應佔之收益或虧損。倘該附屬公司之資產按重估金額或公允價值列賬，而相關累計收益或虧損已於其他全面收益內確認並累計入權益，則先前於其他全面收益確認並累計入權益之款額，將按猶如本集團已直接出售相關資產入賬(即按適用香港財務報告準則之規定重新分類至損益或直接轉撥至保留溢利)。於失去控制權當日於前附屬公司保留之任何投資之公允價值將根據香港會計準則第39號「金融工具：確認及計量」於其後入賬時被列作初步確認之公允價值，或(如適用)於初步確認時之於聯營公司或共同控制實體之投資成本。

附屬公司之投資

附屬公司指本公司因直接或間接控制其董事會之組成或控制半數以上投票權或已發行股本之實體。投資附屬公司以成本減值撥備計入。本公司按已收及應收之股息計算附屬公司之業績。

聯營公司之投資

聯營公司指集團對其有重大影響力，而非附屬公司或合營權的一切實體。重大影響力即在投資對象公司作出財務及營運決定時，本集團有權力參與，但不擁有控制權。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment in an associate (continued)

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment is classified as held for sale, in which case it is accounted for in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*. Under the equity method, investments in associates are initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associates. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of an associate recognised at the date of acquisition is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss.

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 *Impairment of Assets* as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

3. 主要會計政策(續)

聯營公司之投資(續)

聯營公司之業績、資產及負債乃以會計權益法綜合入綜合財務狀況表。根據權益法，除非根據香港財務報告準則第5號「持有待售及終止經營業務之非流動資產的投資呈列為持有作轉售」。於聯營公司之投資乃按成本初步確認於綜合財務狀況表中列賬，並就本集團分佔該聯營公司之損益及聯營公司之其他全面收益中作出調整。當本集團分佔某聯營公司之虧損超出集團於該聯營公司之權益(其包括任何長期權益，而該長期權益實質上構成本集團於該聯營公司之投資淨額之一部份)，則本集團不再繼續確認其分佔之進一步虧損。額外分佔之虧損以本集團已產生法定或推定責任或代表該聯營公司作出付款者為限被確認。

收購成本超過本集團應佔於收購日期已確認之聯營公司可識別資產、負債及或然負債之公平淨值之任何數額確認為商譽。商譽乃計入聯營公司權益之賬面值。本集團應佔可識別資產、負債及或然負債之公平淨值之權益超逾收購成本之差額在重新評估後即時在盈利或虧損內確認。

香港會計準則第39號之規定被應用以釐定是否需要就本集團於聯營公司之投資確認任何減值虧損。於需要時，該項投資之全部賬面值(包括商譽)會根據香港會計準則第36號「資產減值」以單一資產的方式進行減值測試，方法是比較其可收回金額(即使用價值與公平價值減出售成本之較高者)與其賬面值。任何已確認的減值虧損構成該項投資之賬面值之一部份，有關減值虧損之任何撥回乃於該項投資之可收回金額其後增加之情況下根據香港會計準則第36號確認。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 3. 主要會計政策(續)

Investment in an associate (continued)

Upon disposal of an associate that results in the Group losing significant influence over that associate, any retained investment is measured at fair value at that date and the fair value is regarded as its fair value on initial recognition as a financial asset in accordance with HKAS 39. The difference between the previous carrying amount of the associate attributable to the retained interest and its fair value is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when it loses significant influence over that associate.

When a group entity transacts with its associate, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold and services provided in the course of the ordinary activities, net of discounts and sales related taxes.

Rental income under operating leases is recognised on a straight-line basis over the term of the lease.

Revenue from hotel operations is recognised when services are provided.

Income from granting the management right of the Group's hotel is recognised in accordance with the terms of the contract.

Management fee income is recognised on quarterly basis for the fixed portion and yearly basis for floating portion over the terms of contract.

聯營公司之投資(續)

倘出售聯營公司會導致本集團失去對該聯營公司的重大影響力，則任何保留投資會按當日之公平值計量，並以其根據香港會計準則第39號首次確認為金融資產之公平值作其公平值。先前已保留權益應佔聯營公司賬面值與其公平值之間的差額，乃計入出售該聯營公司之損益。此外，本集團將先前在其他全面收入就該聯營公司確認之所有金額入賬，基準與該聯營公司直接出售相關資產或負債的基準相同。因此，倘該聯營公司先前已認其他全面收入之損益，則會於出售相關資產或負債時重新分類至損益賬，當本集團失去對該聯營公司之重大影響力時，本集團將收益或虧損由權益重新分類至損益賬(作為重新分類調整)。

倘一集團實體與其聯營公司交易，與該聯營公司交易所產生之損益只會在有關聯營公司之權益與本集團無關的情況下，才會在本集團之綜合財務報表確認。

收益確認

收入按已收或應收代價之公允價值計量，即於日常業務過程中就提供貨品及服務應收金額，扣除折扣及銷售相關稅項之淨額。

經營租賃之租金收入按租約年期以直線法確認。

酒店業務之收益乃於提供該等服務時確認入賬。

將本集團酒店管理權授出所產生之收入按合約年期確認。

管理費收入按合約年期就固定費用按季度及就浮動費用按年度基準確認。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue recognition (continued)

Interest income from a financial asset is recognised when it is probable that economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessor

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

3. 主要會計政策(續)

收益確認(續)

倘金融資產之利息的經濟利益將流入集團及有關之收益能可靠被計算，利息收入按未償還本金額及適用之實際利率以時間比例確認。有關利率按金融資產之估計未來現金流入預計可使用期內折現至資產賬面淨值之利率計算。

租賃

倘租賃期條款將所有權絕大部分風險及回報轉讓予承租人，則租賃被分類為融資租賃。所有其他租賃被分類為經營租賃。

本集團作為出租人

經營租約之租金收入會以直線法按有關租約年期確認。磋商及安排經營租約時產生之初步直接成本會加入租賃資產之賬面值，並以直線法按租約年期確認為開支。

本集團作為承租人

經營租約租金按有關租期以直線法確認為一項開支，除非另有系統基準更能代表租賃資產使用經濟利益之時間模式則除外。經營租約所產生之或然租金於產生期間確認為開支。

倘訂立經營租約時收取租賃優惠，則有關優惠確認為負債。優惠總利益以直線法確認為租金開支減少，除非另有系統基準更能代表租賃資產使用經濟利益之時間模式則除外。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 3. 主要會計政策(續)

Leasing (continued)

Leasehold land for own use

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as 'prepaid lease payments' in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rate of exchange prevailing at the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

租賃(續)

作為自用之土地租賃

當租賃包括土地及樓宇成份，本集團會按因擁有每個成份而附帶的絕大部份風險及回報是否已轉移到本集團的基礎上評估每個成份，以分類為融資或經營租賃，除非兩個成份均明顯為經營租賃，在此情況下，整項租賃被分類為經營租賃。具體來說，最低租賃款項(包括任何一次性預付款)按在開始租賃時土地成份及樓宇成份租賃權益的相對公平值，按比例分配到土地及樓宇成份。

倘能可靠分配租賃款項，作為經營租賃入賬的租賃土地權益於綜合財務狀況表內呈列為「預付租賃款項」並按直線法於租賃期內攤銷。當租金不能夠在土地和樓宇間可靠的分配時，整項租賃視為融資租賃，並列賬為物業、機器及設備。

外幣

於編製每間個別集團實體的財務報表時，倘交易的貨幣(外幣)與實體的功能貨幣不同，則以其功能貨幣(實體經營業務的主要經濟環境)按交易日期適用的匯率換算入賬。於每個報告之結算日，貨幣項目再以外幣為面值的貨幣項目按結算日適用的匯率換算。惟外幣列值以歷史成本入賬的非貨幣項目則不予換算。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Foreign currencies (continued)

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- exchange differences on transactions entered into in order to hedge certain foreign currency risks (see the accounting policies below); and
- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of foreign currency translation reserve.

Retirement benefit costs

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

3. 主要會計政策(續)

外幣(續)

結算貨幣項目及重新換算貨幣項目所產生匯兌差額，於該等差額產生期間之損益賬內確認，除非：

- 用作營造資產作為未來生產用途的外幣貸款所產生匯兌差額，惟相關被確認為該等外幣貸款之利息成本，所產生匯兌差額計入該等資產之成本內；
- 對沖相關外幣風險交易所產生之匯兌差額(見下文之會計政策)；及
- 收取及支付海外營運非計劃或可能出現作為貨幣項目所產生之匯兌差額(因此形成為海外營運之一部份)，該等先於其他全面收益中確認及由權益中之償還貨幣項目重新分類。

就綜合財務報表之呈列方式而言，本集團海外業務之資產與負債按於報告期完結時適用之匯率換算為本集團之呈列貨幣(即港元)，而彼等之收入及開支則按該年度之平均匯率換算，惟匯率於該期間大幅波動則除外，於此情況下，則按各交易日期適用之匯率換算。產生之匯兌差額(如有)確認為其他全面收益並累計於權益(匯兌儲備)內。

退休福利成本

向界定供款之退休福利計劃支付之供款於僱員提供服務而使其符合領取供款資格時確認為開支。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Share-based payment transactions

Share options granted to employees in an equity-settled share-based payment transaction

For grants of share options that are conditional upon satisfying specified vesting conditions, the fair value of services received is determined by reference to the fair value of share options granted at the grant date and is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share options reserve).

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share options reserve.

For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to retained earnings.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from "profit before tax" as reported in the consolidated statement of comprehensive income because of items of income or expense that are taxable or deductible in other years and 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)

以股份支付之交易之安排

以股份支付之交易

就授出須達成指定歸屬條件之購股權而言，參照授出當日已授出購股權之公平值而釐定已收取服務之公平值，於歸屬期間按直線法支銷，而權益(以股份為支付基礎的酬金儲備)則相應增加。

於報告期間末，本集團修訂其對預期最終將予歸屬之購股權數目之估計。修訂原先估計之影響(如有)在損益確認(累積開支反映經修訂估計)，並對以股份為支付基礎的酬金儲備作出相應調整。

就於授出日期已歸屬之購股權而言，已授出購股權之公平值隨即於損益內支銷。

購股權行使時，先前於以股份為支付基礎的酬金儲備中確認之金額會轉撥至股份溢價。當購股權於歸屬日期後被沒收或到屆滿日期仍未被行使，先前於以股份為支付基礎的酬金儲備中確認之金額會轉撥至保留盈利/累計虧損。

稅項

所得稅開支指本年度應付稅項及遞延稅項的總和。

本期稅項

現時應付稅項乃按本年應課稅溢利計算。應課稅溢利因應其他年度的應課稅或應扣減之收入或開支項目及從未課稅或可扣稅之項目有所不同，故與綜合全面收益表所列溢利不同。本集團本期稅項負債乃按已於年度報表結算日已頒佈或實際上已頒佈的稅率計算。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Taxation (continued)

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated 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. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax 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 associated with investments in subsidiaries and an associate, and interests in joint ventures, 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. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to 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.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

3. 主要會計政策(續)

稅項(續)

遞延稅項

遞延稅項以綜合財務報表內資產及負債的賬面值與計算應課稅溢利所採用相應稅基之差異入賬。遞延稅項負債一般就所有應課稅暫時差額確認，遞延稅項資產則按可能出現可供動用可扣減暫時差額之所有應課稅溢利而予以確認。倘若暫時差額由商譽或由初次確認一項不影響應課稅溢利或會計溢利之其他資產及負債(業務合併除外)所產生，則不會確認有關資產及負債。

遞延稅項負債就與附屬公司之投資相關之應課稅暫時差額予以確認，惟倘本集團可控制其撥回及差額有可能不會於可見將來撥回則除外。因與有關投資及權益相關之可扣減暫時差額而產生之遞延稅項資產僅於可能產生足夠應課稅溢利以動用暫時差額溢利並預期可於可見將來撥回時確認。

遞延稅項資產之賬面值於每報告期間末作檢討，並於可能無足夠應課稅溢利恢復全部或部份資產價值時作調減。

遞延稅項資產及負債以變現資產或清償負債期間預期之適用稅率計算，根據於報告期間末已頒佈或實質上已頒佈之稅率(及稅法)計算。

遞延所得稅負債和資產之計量反映在報告期間末本集團預期將來能收回或支付有關資產和負債賬面金額之稅務影響。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 3. 主要會計政策(續)

Taxation (continued)

Deferred tax (continued)

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

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relates to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Property, plant and equipment

Property, plant and equipment including hotel property held for use in the production or supply of goods or services, or for administrative purposes, are stated in the consolidated statement of financial position at cost or fair value at the date of revaluation, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the consolidated statement of financial position at their revalued amounts, being the fair value at the date of revaluation less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any. Freehold land is stated at revalued amount, being the fair value at the date of revaluation less any subsequent impairment losses, if any. Revaluations are performed with sufficient regularity such that the carrying amounts do not differ materially from those that would be determined using fair values at the end of the reporting period.

稅項(續)

遞延稅項(續)

就計量採用公允價值模式計量之投資物業之遞延所得稅負債或遞延所得稅資產，該等物業的賬面值被推定為完全通過出售收回。除非此項假設在某些情況下被駁回。當投資物業為可折舊及投資物業可透過出售收回而並非根據商業模式持有，而該商業模式在一般時間內消耗在投資物業內絕大部份經濟利益，此項假設會被駁回。

本年度即期稅項及遞延稅項

即期及遞延稅項於損益確認，惟當其與在其他全面收入中確認或直接在股權中確認的項目相關，則即期及遞延稅項亦分別於其他全面收入或直接於股權中確認。

物業、廠房及設備

物業、廠房及設備，包括酒店物業以用作生產或提供服務或管理目的，如有，乃按成本值或於重估日之公平值減其後的累積折舊及其後的累積減值虧損列賬於綜合財務狀況表內。

樓宇作生產或提供服務或管理目的時，會以重估價值列賬於財務狀況表內，即於重估日之公平值減累積折舊及累積減值虧損，如有。自由保有土地以重估價值列賬，即重估日之公平值減累積減值虧損，如有。重估乃按照足夠之守則進行，以確保其賬面值與於報告期間末之公平價值並無重大差額。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment (continued)

Any revaluation increase arising on the revaluation of such land and buildings is recognised in other comprehensive income, and accumulated under the heading of properties revaluation reserve except to the extent that it reverses a revaluation decrease for the same asset previously recognised in profit or loss, in which case the increase is credited to profit or loss to the extent of the decrease previously expensed. A decrease in the carrying amount arising on the revaluation of such land and buildings is recognised in profit or loss to the extent that it exceeds the balance, if any, held in the properties revaluation reserve relating to a previous revaluation of that asset. On the subsequent sale or retirement of a revalued property, the attributable revaluation surplus remaining in the properties revaluation reserve is transferred directly to retained earnings.

Hotel property is interests in buildings and their integral fixed plant which are collectively used in the operations of the hotel, and are stated at cost less subsequent depreciation and impairment losses. The related repairs and maintenance attributable to hotel properties are charged to the consolidated statement of comprehensive income in the period which they are incurred. The costs of significant improvements are capitalised.

Depreciation of the hotel property is calculated on the straight-line basis to write off the cost of the hotel property over the remaining lease terms.

Depreciation of other property, plant and equipment other than hotel property is recognised so as to write off the cost of assets less their residual values over their estimated useful lives and after taking into account of their estimated residual value, using the reducing balance method at a principal annual rate of 20%. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset is recognised in profit or loss.

3. 主要會計政策(續)

物業、廠房及設備(續)

因重估土地及樓宇而產生之盈餘確認為其他全面收益，及累積於物業重估儲備。除非有關資產於過往曾因重估虧絀而在綜合收益表中確認，則現時之重估盈餘將撥作收入，惟不能超過以往之累計虧絀。因重估土地及樓宇令其賬面淨值減少至超過於過往重估該資產之資產重估儲備結餘(如有)時，差額計入綜合收益表中。經重估物業於日後出售，其於物業重估儲備之可分配重估盈餘乃轉入保留溢利中。

酒店物業乃指於樓宇權益與經營酒店時運用之整體固定設施，按成本值扣除累計折舊及累計減值虧損列賬，如有。酒店物業相關修葺及維修於其產生期間計入綜合全面收益表。其主要修建成本已被撥作資本。

酒店物業乃以直線法計算折舊，並按酒店物業之成本除以剩餘租賃年期計算撇銷。

除酒店物業外之折舊以其他物業、廠房及設備餘額遞減法，按預計本集團可使用年期撇銷其成本值，以主要年率20%計算。每個報告期末都會檢討其預計可使用年期，剩餘價值及折舊方法以反映其任何變化對預期的影響。

於物業、廠房及設備出售後或當預計不會因持續使用資產而產生未來經濟效益時，該項物業、廠房及設備解除確認。因出售或棄用而任何物業、廠房及設備而確認之任何盈虧按該項資產之出售所得款項淨額及賬面值之差額計算，確認計入損益賬內。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured at fair value. Gains and losses arising from changes in the fair value of investment properties are included in profit or loss in the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

Impairment of tangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

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 for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

3. 主要會計政策(續)

投資物業

投資物業於首次確認時按成本(包括所有有關的直接支出)計量。於首次確認後，投資物業按公平值入賬。公平值變動所產生的收益或虧損於產生期間直接確認於損益賬內。

當投資物業出售，或當永久停止使用該投資物業，或繼續使用該投資物業不會為將來帶來經濟利益，該項投資物業不再確認。因不再確認而得的收益或虧損(按出售該項資產的淨所得款項及其賬面值的差額計算)於該期間的損益內入賬。

除了商譽外的有形資產減值虧損

於每報告期間末，本集團檢討其有形資產之賬面值，以釐定是否有跡象顯示該等資產出現減值虧損。倘出現任何有關跡象，則須估計資產之可收回金額，以釐定減值虧損之程度。倘出現任何有關跡象，則須估計資產之可收回金額，以釐定減值虧損之程度(如有)。若個別資產之可收回金額不能作出估計，本集團則估算該資產所屬現金產生單位之可收回金額。在合理及一貫之分配基準可被確定之情況下，公司資產亦分配至個別現金產生單位，否則將分配至合理及一貫之分配基準可被確定之最小現金產生單位組別。

可收回金額乃公平值減銷售成本與使用價值之較高者。在評估使用價值時，估計未來現金流量使用稅前貼現率貼現至其現值，該貼現率反映貨幣時間價值之當前市場估計及未來現金流量預期未經調整之資產有關風險。

倘估計資產之可收回金額少於其賬面值，資產之賬面值被削減至其可收回金額。減值虧損於損益賬中即時確認。

Notes to the Consolidated Financial Statements (continued)

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of tangible assets other than goodwill (continued)

When an impairment loss subsequently reverses, the carrying amount of the asset 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 had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in-first-out basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

3. 主要會計政策(續)

除了商譽外的有形資產減值虧損(續)

倘減值虧損其後撥回，則該資產之賬面值將增至重新估計之可收回款項，但所增加之賬面值不得超過資產於過去數年若未確認減值虧損所釐定之賬面值，而減值虧損撥回會即時於損益賬中確認。

存貨

存貨按成本及可變現淨值兩者中之較低者入賬。成本按先入先出法計算。可變現淨值指日常業務過程中之計售價減銷售所需估計成本。

撥備

倘本集團因過往事件而須承擔現有法律責任或推定責任，且本集團很可能須履行該責任，並能可靠地估計所須承擔之金額，則須確認撥備。

確認為撥備之金額乃對於報告期間未履行現時責任所需代價作出之最佳估計，並計及有關責任之風險及不確定因素。倘撥備按履行現時責任估計所需之現金流量計量，則其賬面值為有關現金流量之現值(如金錢的時間價值影響重大)。

當結算撥備所需之部份或全部經濟利益預期可自第三方收回時，倘大致確定將可獲償付及應收款項金額可作可靠估算，則將應收款項確認為資產。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 3. 主要會計政策(續)

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

Financial assets are classified into loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at fair value through profit or loss.

金融工具

金融資產及金融負債於一家集團公司成為工具合約條文之一方確認。

金融資產及金融負債初步按公平值計量。收購或發行金融資產及金融負債直接應佔之交易成本(經損益賬按公平值入賬之金融資產及金融負債除外)乃於初步確認時按適當情況加入或從金融資產或金融負債之公平值扣除。

金融資產

金融資產分類為貸款及應收款項。有關分類取決於金融資產之性質及目的及按交易日之基準解除確認。所有正常購買或銷售之金融資產，按交易日之基準確認及不予確認。正常購買或銷售之金融資產是指按照市場規定或慣例須在一段期限內進行資產交付之金融資產買賣。

實際利率法

實際利率法乃計算債務工具之攤銷成本及按有關期間攤分利息收入之方法。實際利率乃將估計日後現金收入(包括所有支付或收取構成整體實際利率之費用及利率差價、交易成本及其他所有溢價或折價)按債務工具之預期使用年期，或較短期間(倘合適)準確折讓至初步確認時之賬面淨值之利率。

收入按債務工具之實際利率基準確認，惟指定於收益賬按公允值計量。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 3. 主要會計政策(續)

Financial instruments (continued)

Financial assets (continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables (including trade and other receivables and bank balances and cash) are measured at amortised cost using the effective interest method, less any impairment.

Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

Impairment of financial assets

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

金融工具(續)

金融資產(續)

貸款及應收款項

貸款及應收款項為附帶固定或可釐定付款之非衍生金融資產。貸款及應收款項乃按實際利息法計算之攤銷成本減任何已識別減值虧損列賬，(包括貿易及其他應收賬款，銀行結存及現金)。

利息收入透過採用實際利率確認，如短期應收款項之利息確認金額不大則另作處理。

金融資產減值

金融資產(在損益中以公平價值處理之金融資產除外)會於每年度報表結算日評定是否有減值跡象。於有客觀證據顯示投資之預期未來現金流量因於初步確認該金融資產後發生之一項或多項事件而受到影響時，便對金融資產考慮作出減值。

對於所有其他金融資產，減值之客觀證據可包括：

- 發行人或對手方出現重大財政困難；或
- 違反合約，如未能繳付或延遲償還利息或本金；或
- 借款人有可能面臨破產或財務重組；或
- 因出現財政困難導致該金融資產失去活躍市場。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 3. 主要會計政策(續)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

金融工具(續)

金融資產(續)

金融資產減值(續)

對於若干類別之金融資產，例如應收貿易賬款，評定為不會單獨作出減值之資產會於其後彙集一併評估減值。應收賬款組合減值之客觀證據，可包括本集團過往收款記錄及拖欠款項的次數增加、全國或局部地區經濟狀況出現與應收賬款的拖欠具有關連的明顯變化。

就以攤銷成本列賬之金融資產而言，減值金額為資產賬面值與估計未來現金流量之現值(按金融資產之原實際利率折讓)之間之差額。

按成本列賬之金融資產之減值虧損金額按資產之賬面值與就換取類似金融資產以現行市場利率貼現估計未來現金流量現值間之差額計算。有關減值虧損不會於往後期間撥回。

就所有金融資產而言，減值虧損會直接於金融資產之賬面值中作出扣減，惟貿易應收賬款除外，其賬面值會透過撥備賬作出扣減。倘撥備賬之賬面值有所改變，其改變會於損益賬中確認。當貿易應收賬款被視為不可收回時，其將於撥備賬內撇銷。其後收回先前註銷之金額計入撥備賬。撥備賬內之賬面值變動會於損益賬中確認。

就以攤銷成本計量之金融資產而言，倘減值虧損額於往後期間減少，且該減少與於確認減值後所發生之事件存在客觀關係，則之前確認之減值虧損會於損益賬中撥回，惟於減值被撥回當日該投資之賬面值不得超過倘無確認減值之已攤銷成本。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Other financial liabilities

Other financial liabilities (including trade and other payables) are subsequently measured at amortised cost using the effective interest method.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees on points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis other than financial liabilities classified as at fair value through profit or loss.

3. 主要會計政策(續)

金融工具(續)

金融負債及股本權益工具

債務或股本權益分類

由集團實體發行之債務及股本權益工具乃根據合同安排之性質以及金融負債及股本權益工具之定義分類為金融負債或股本權益。

股本權益工具

股本權益工具為證明實體資產經扣除其全部負債後尚有殘餘利益之任何合約。本集團之金融負債一般分類為按攤銷成本之金融負債。由本集團發行之股本工具按已收所得款項(扣除直接發行成本)確認。

本公司購回本身股本工具於權益中確認，並直接於權益賬中扣除。就購買、出售、發行或註銷本公司本身股本工具而言，並無於損益賬中確認之收益或虧損。

其他金融負債

其他金融負債包括貿易及其他應付賬款，初步按公平價值計量，而其後則使用實際利率法按攤銷成本計量。

實際利率法

實際利率法乃計算債務工具之攤銷成本及於相關期間分配利息支出之方法。實際利率乃按金融負債之估計可使用年期或適用之較短期間，將估計日後現金付款(包括構成實際利率不可或缺部份之一切已付或已收利率差價費用、交易成本及其他溢價及折讓)準確折讓至初步確認時之賬面淨值之利率。

利息開支按實際利率基準確認，惟按公平價值計入損益之金融負債除外，其利息開支計入收益或虧損。

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 3. 主要會計政策(續)

Financial instruments (continued)

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group continues to recognise the asset to the extent of its continuing involvement and recognises an associated liability. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

On derecognition of a financial asset other than in its entirety, the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

金融工具(續)

終止確認

本集團僅於自資產獲取現金流之合約權利到期時，或當金融資產獲轉讓，所有權之絕大部份風險及回報轉讓予另一實體時終止確認金融資產。倘本集團未轉讓亦無保留所有權之絕大部份風險及回報而是繼續控制已轉讓資產，則本集團確認其於資產之保留權益及其必需支付之相關負債。倘本集團保留已轉讓金融資產所有權之絕大部份風險及回報，則本集團繼續確認該金融資產，亦會就已收取之所得款項確認擔保借貸。

終止確認金融資產時，資產賬面值與已收及應收代價以及累計損益(已於其他全面收益確認並於權益累積)總和間之差額，於損益賬中確認。

除全面終止確認外，於終止確認金融資產時，本集團將金融資產之過往賬面值在其仍確認為繼續參與之部份及不再確認之部份之間，按照該兩者於轉讓日期之相關公平值作出分配。不再確認部份獲分配之賬面值與該部份已收代價及其已於其他綜合收入確認獲分配之任何累計收益或虧損之總和間的差額，乃於損益賬內確認。已於其他綜合收入確認之累計收益或虧損乃按繼續確認部份及不再確認部份之相關公平值在該兩者間作出分配。

本集團只有在責任獲免除、取消或終止時，方會終止確認金融負債。獲終止確認之金融負債之賬面值與已付及應付代價間差額會於損益賬中確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Related parties

A party is considered to be related to the Group if:

- (i) the party is a person or a close member of that person's family and that person,
 - (a) has controls or joint control over the Group;
 - (b) has significant influence over the Group; or
 - (c) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (ii) the party is an entity where any of the following conditions applies:
 - (a) the entity and the Group are members of the same group;
 - (b) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (c) the entity and the Group are joint ventures of the same third party;
 - (d) one entity is a joint venture of a third entity and the other entity is an associate of the third party;
 - (e) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (f) the entity is controlled or jointly controlled by a person identified in (i); and
 - (g) a person identified in (i)(a) has significant influence over the entity or is a member of the key management.

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

3. 主要會計政策(續)

關聯人士

與本集團關聯人士指：

- (i) 該人士為個人或與其關係密切之家庭成員及某個人，
 - (a) 能控制或共同控制本集團；
 - (b) 能對本集團施加重大影響；或
 - (c) 為本集團或本集團母公司之主要管理人員；

或

- (ii) 某實體就任何以下情況被視為：
 - (a) 該實體與本集團均為同一集團內之成員；
 - (b) 該實體為本集團之聯營公司或其他實體之合營企業(或母公司、附屬公司或其他實體之同系附屬公司)；
 - (c) 該實體與本集團為同一第三方之合營企業；
 - (d) 一間實體為第三方實體的合營公司及另一實體為第三方實體的聯營公司；
 - (e) 該實體及以本集團或本集團相關之實體為受益人的僱員退休後福利計劃；
 - (f) 該實體是由一位人士於(i)所指定控制或共同控制；及
 - (g) (i)(a)中定義之個人對該實體能施加重大影響或主要管理人員之成員。

該人士的密切之家庭成員為該人士的直系親屬，概指在該人士與實體交易的過程中，會影響該人士或受該人士影響的家庭成員。

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations, that management has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Deferred taxation on investment properties

For the purposes of measuring deferred tax liabilities or deferred tax assets arising from investment properties that are measured using the fair value model, the directors have reviewed the Group's investment property portfolios and concluded that the Group's investment properties are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, in measuring the Group's deferred taxation on investment properties, the directors have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is not rebutted. As a result, the Group has not recognised any deferred taxes on changes in fair value of investment properties as the Group is not subject to any income taxes on disposal of its investment properties.

4. 重要會計判斷及估計未明朗因素的主要來源

採用本集團的會計政策，在附註3中的描述，管理層須就資產和負債的面賬值進行評估，預計和假設。預計和有關的假設仍基於其過往經驗和其他被認為相關的因素。實際結果與預計可能出現誤差。

預計和潛在性假設將不斷進行修訂。會計預計中的修訂只影響在該修訂期間，或如現時或將來的修訂，將影響現時或將來之期間。

應用會計政策之關鍵判斷

除涉及估計之判斷外，以下為管理層於應用本集團會計政策時所作出對財務報表已確認金額有最重大影響之主要判斷。

投資物業的遞延稅項

採用公允價值模式計量的投資物業所產生的遞延所得稅負債或遞延所得稅資產時，董事已審閱本集團之投資物業組合並認為本集團之投資物業可透過出售收回而並非根據商業模式持有，而該商業模式在一般時間內消耗在投資物業內絕大部份經濟利益。因此，於計算本集團投資物業之遞延稅項時，董事確定採用公允價值模式計量的投資物業的賬面值的出售假設並未被駁回。因此，本集團並無任何投資物業之公平值變動確認任何遞延稅項，概因本集團於出售該等投資物業時，並不受限於任何收入稅。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Critical judgements in applying accounting policies (continued)

Investment properties

Investment properties are stated at fair value based on the valuation performed by independent professional valuers. In determining the fair value, the valuers have based on a method of valuation which involves certain estimates. In relying on the valuation report, the directors of the Company have exercised their judgement and are satisfied that the method of valuation is reflective of the current market conditions and underlying assumptions adopted for capitalisation of the income derived from the existing tenancies with due provision for the reversionary income potential of the property interests.

Key sources of estimation uncertainty

The following are 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.

Estimated impairment of assets

The Group assesses annually whether assets have any indication of impairment, in accordance with the relevant accounting policies. Where an indication of impairment is noted, the recoverable amounts of property, plant and equipment will be estimated based on value-in-use calculations or scrap value. These calculations and valuations require the use of judgement and estimates on future operating cash flows and discount rates adopted and estimated market value of the scraps.

Estimated useful lives of property, plant and equipment

The Group's management determines the estimated useful lives and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar natures and functions. It could change significantly as a result of technical innovations and competitor actions in response to severe industry cycles. Management will increase the depreciation charge where useful lives are less than previously estimated lives, or it will write-off or write down technically obsolete or non-strategic assets that have been abandoned or sold.

4. 重要會計判斷及估計未明朗因素的主要來源(續)

應用會計政策之關鍵判斷(續)

投資物業

投資物業之公平價值乃根據獨立專業評估師釐定，在釐定公平價值時，評估師已包含若干假設來計入評估方法中。在依賴評估報告時，本公司董事已作充份判斷和滿意此評估方法已完全反映現時市場條件和若干假設而實施從現時租賃帶來的資本性收入。同時，仍為樓宇權益之收益帶來可行性的收入回撥。

估計不明朗因素之主要來源

有關日後之主要假設及於報告期完結時估計不明朗因素之其他主要來源，皆擁有可導致下一個財政年度之資產與負債賬面值出現大幅調整之重大風險(如下)。

資產的減值估計

本集團每年按照相關會計政策評估資產是否有任何減值跡象。倘出現減值跡象，物業、廠房及設備的可收回金額會用中值計算或殘值計算以基礎進行估計。這些計算及估值須採用對未來營運現金流量和折現率的判斷和估計，並估計市場價值的殘值。

物業、廠房及設備的估計可用年期

本集團管理層決定其物業、廠房及設備的預計使用年限及相關折舊費用。這估計是基於物業、廠房及設備的性質和功能相似性及實際可使用年限的歷史經驗而定。藉著技術創新及競爭行動，物業、廠房及設備可以有顯著改變以回應嚴峻的行業週期。管理層將因應可使用年限小於先前估計的年期而增加折舊費用，或將撇銷或撇減技術上過時或已報廢或出售的非戰略性資產。

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Critical judgements in applying accounting policies (continued)

Impairment losses on trade and other receivables

The policy for doubtful receivables of the Group is based on the ongoing evaluation of the collectability and aging analysis of the trade and other receivables and on the management's judgement. Considerable judgement is required in assessing the ultimate realisation of these receivables, including creditworthiness, the past collection history of each debtor and the present value of estimated future cash flows discounted at the effective interest rate. If the financial conditions of the Group's debtors were to deteriorate, resulting in an impairment of their abilities to make payments, additional impairment losses of trade and other receivables may be required.

Income taxes

The Group is subject to income taxes in Hong Kong and other jurisdictions. Judgement is required in certain provision for income taxes for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognised liabilities for potential tax exposures based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amount that were initially recorded, such differences will impact the current and deferred income tax provisions in the period in which such determination is made.

Recognition of deferred tax assets, which principally relate to tax losses, depends on management's expectation of future taxable profits that will be available against which tax losses can be utilised. The outcome of their utilisation may be different.

4. 重要會計判斷及估計未明朗因素的主要來源(續)

應用會計政策之關鍵判斷(續)

貿易及其他應收賬款的減值虧損

本集團之呆賬撥備政策基於不間斷評估貿易及其他應收賬款的繳付能力和賬齡分析的驗證，而令管理層作出判斷。在評定最終可收回之應收賬款時，考慮其信貸評級，每個客戶過往的還款記錄和估計未來現金流量按實際利率貼現之現值。如本集團債務人的財務條件惡化，導致減低債務人還款能力，或須增加貿易及其他應收賬款減值虧損。

所得稅

本集團須繳納香港及其他司法權區之所得稅。當釐定所得稅撥備時，其最終稅項結果於日常業務過程中不能準確釐定時需要作出判斷。本集團確認可能所得稅責任之負債是基於是否需要額外稅項之估計。倘若該等最終稅項結果與最初記錄之金額有差異時，則有關差異將會於作出最終確定之期間內影響所得稅及遞延所得稅撥備。

主要涉及稅項虧損之遞延稅項資產是按管理層預期未來有可能出現應課稅溢利用作抵銷稅項虧損時確認。該等抵銷與最終結果可能會有所差異。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

5. REVENUE

5. 收益

		2012	2011
		二零一二年	二零一一年
Gross rental income from letting of investment properties	出租投資物業 租金收入總額	1,340,803	1,410,874
Revenue from hotel operations	酒店業務收益	13,676,219	13,236,292
		15,017,022	14,647,166

6. SEGMENT INFORMATION

6. 分類資料

Information reported to the Board of the Company, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on types of services provided.

就資源分配及分類表現評估向本公司董事局(即主要經營決策者)所呈報之資料,側重於交付或提供之服務之類型。

The Group's operating and reportable segments under HKFRS 8 are as follows:

本集團根據香港財務報告準則第8號設定之經營及可申報分類如下:

Property investment — the rental of investment properties

物業投資 — 出租投資物業

Hotel operations — the operation of hotel

酒店業務 — 酒店營運

6. SEGMENT INFORMATION (CONTINUED)

6. 分類資料(續)

Segment revenues and results

分類收益及業績

The following is an analysis of the Group's revenue and results by reportable segments:

本集團按可申報分類劃分之收益及業績分析如下：

		Property investment		Hotel operations		Consolidated	
		物業投資		酒店業務		綜合	
		2012	2011	2012	2011	2012	2011
		二零一二年	二零一一年	二零一二年	二零一一年	二零一二年	二零一一年
REVENUE	收益						
Revenue from external customers	外部客戶收益	1,340,803	1,410,874	13,676,219	13,236,292	15,017,022	14,647,166
RESULT	業績						
Segment result before other gains/(losses):	未計其他收益/(虧損)的分類業績：	1,153,557	1,250,381	(3,461,789)	3,478,525	(2,308,232)	4,728,906
Gain arising on change in fair value of investment properties	投資物業公平值收益	6,250,000	3,925,000	—	—	6,250,000	3,925,000
Gain on disposal of an investment property	出售一個投資物業收益	875,873	855,565	—	—	875,873	855,565
Impairment loss recognised on property, plant and equipment	物業、廠房及設備減值之虧損確認	—	—	(237,960)	(175,990)	(237,960)	(175,990)
Segment result	分類業績	8,279,430	6,030,946	(3,699,749)	3,302,535	4,579,681	9,333,481
Unallocated income	未攤分收入					1,842,192	569,893
Central administration costs	中央行政成本					(6,145,348)	(4,937,144)
Share of profit of an associate	應佔一間聯營公司之溢利					1,145,654	1,107,825
Profit before tax	除稅前溢利					1,422,179	6,074,055
Income tax credit/(expense)	所得收入/(開支)					129,264	(1,126,712)
Profit for the year	本年度溢利					1,551,443	4,947,343

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

6. SEGMENT INFORMATION (CONTINUED)

Segment revenues and results (continued)

For the year ended 31 December 2012, income from granting the management right of the Group's hotel of HK\$4,335,941 (2011: HK\$5,897,143) is included in the segment result before other gains/(losses) of hotel operations reportable segment.

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales in the current year (2011: Nil).

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment profit/loss represents the profit earned by/loss from each segment without allocation of bank interest income and other unallocated income, central administration costs including director's remuneration, share of profit of an associate and income tax credit/(expense). This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

6. 分類資料(續)

分類收益及業績(續)

截至二零一二年十二月三十一日止年度期間，本集團將酒店管理權授予管理代理所產生之收入為4,335,941港元(二零一一年：5,897,143港元)已包括於酒店業務分類劃分中之未計其他收益/(虧損)的分類業績內。

上文所報之分類收益指來自外部客戶之收益。本年內並無分類間銷售額(二零一一年：無)。

可申報分類之會計政策與本集團會計政策相同。分類溢利/虧損指各分類賺取之溢利/虧損，惟並無分配銀行利息收入及其他未攤分收入，中央行政成本包括董事酬金、應佔一間聯營公司之溢利及所得稅收入/(開支)。此計量方法呈報予主要經營決策者作為資源分配及評估分類表現之用。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

6. SEGMENT INFORMATION (CONTINUED)

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable segments:

6. 分類資料(續)

分類資產及負債

本集團按可申報分類劃分之資產及負債分析如下：

		Property investment 物業投資		Hotel operations 酒店業務		Consolidated 綜合	
		2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年 (restated) (重列)
ASSETS	資產						
Segment assets	分類資產	79,389,076	76,235,229	59,537,792	68,816,051	138,926,868	145,051,280
Interest in an associate	於一間聯營公司 之權益					12,885,407	11,531,435
Unallocated corporate assets	未攤分公司資產					1,897,966	1,899,463
Consolidated total assets	綜合總資產					153,710,241	158,482,178
LIABILITIES	負債						
Segment liabilities	分類負債	(992,038)	(1,076,747)	(5,634,134)	(11,029,409)	(6,626,172)	(12,106,156)
Unallocated corporate liabilities	未攤分公司負債					(6,118,256)	(7,364,017)
Consolidated total liabilities	綜合總負債					(12,744,428)	(19,470,173)

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

6. SEGMENT INFORMATION (CONTINUED)

Other segment information

		Property investment		Hotel operations		Consolidated	
		物業投資		酒店業務		綜合	
		2012	2011	2012	2011	2012	2011
		二零一二年	二零一一年	二零一二年	二零一一年	二零一二年	二零一一年
Other segment information	其他分類資料						
Capital additions	資本增加	252,714	—	189,894	—	442,608	—
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	88,379	64,832	3,010,983	3,147,261	3,099,362	3,212,093
Amortisation of prepaid lease payment	預付租賃款項攤銷	—	—	1,874,007	1,874,007	1,874,007	1,874,007
Gain arising on change in fair value of investment properties	投資物業公平值收益	(6,250,000)	(3,925,000)	—	—	(6,250,000)	(3,925,000)
Gain on disposal of an investment property	出售一個投資物業收益	(875,873)	(855,565)	—	—	(875,873)	(855,565)
Loss on disposal and write-off of property, plant and equipment	出售及撇銷物業、廠房及設備之虧損確認	246	—	—	75,428	246	75,428
Impairment loss recognised on trade receivables	應收貿易賬款之減值虧損確認	—	—	3,204	82,118	3,204	82,118
Impairment loss recognised on other receivables	其他應收賬款之減值虧損確認	—	—	3,193,039	59,774	3,193,039	59,774
Impairment loss recognised on property, plant and equipment	物業、廠房及設備之減值虧損確認	—	—	237,960	175,990	237,960	175,990

6. 分類資料(續)

其他分類資料

For the purposes of monitoring segment performance and allocating resources between segments

All assets are allocated to operating segments other than certain bank balances and cash, interest in an associate and deferred tax assets.

All liabilities are allocated to operating segments other than certain balances of current liabilities and deferred tax liabilities.

為監控分類表現及分類間之資源配置

除某些銀行結餘及於一間聯營公司之權益之外及遞延稅項資產，所有資產均已分配至可申報分類。

除某些流動負債結餘及遞延稅項負債外，所有負債均已分配至可申報分類。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

6. SEGMENT INFORMATION (CONTINUED)

Geographical information

The Group operates in two principal geographical areas — the People's Republic of China (excluding Hong Kong) (the "PRC") and Hong Kong.

The Group's revenue from external customers by location of operations and information about its non-current assets by location of assets are detailed below:

		Revenue from			
		external customers		Non-current assets	
		來自外部客戶之收益		非流動資產	
		2012	2011	2012	2011
		二零一二年	二零一一年	二零一二年	二零一一年 (restated) (重列)
PRC	中國	13,676,219	13,236,292	70,761,015	74,292,875
Hong Kong	香港	1,340,803	1,410,874	34,790,436	31,776,390
		15,017,022	14,647,166	105,551,451	106,069,265

No external customers of the Group contributed over 10% of the Group's revenue for the year ended 31 December 2012 and 2011.

本集團於二零一二年及二零一一年度並沒有外部客戶向本集團貢獻超過10%之集團收益。

6. 分類資料(續)

地區資料

本集團之業務經營於兩個主要地區區域 — 中國(香港除外)(「中國」)及香港。

本集團來自外部客戶之收益及有關按地區劃分之非流動資產資料詳情如下：

7. OTHER INCOME

		2012	2011
		二零一二年	二零一一年
Income from granting the management right of the Group's hotel (notes (i), (ii), (iii) and (iv))	將本集團酒店管理權授予管理代理所產生之收入 (附註(i)、(ii)、(iii)及(iv))	4,335,941	5,897,143
Bank interest income	銀行利息收入	1,415,190	569,893
Others	其他	51,744	149,634
		5,802,875	6,616,670

7. 其他收入

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

7. OTHER INCOME (CONTINUED)

Notes:

- (i) On 4 March 2008, Yan Hei Limited ("Yan Hei"), a wholly owned subsidiary of the Company and Xiamen South East Asia Company Limited ("Xiamen Plaza"), a wholly owned subsidiary of Yan Hei Limited, entered into an agreement with Fujian Sunshine Group Limited ("Sunshine Group") and 廈門敦睦酒店管理有限公司 (Xiamen Friendship International Co., Ltd) ("Friendship International"). Pursuant to the agreement, Sunshine Group agreed to transfer the management right of Xiamen South East Asia Hotel (the "Hotel"), a hotel owned by Xiamen Plaza to Friendship International.
- (ii) On 4 March 2008, Xiamen Plaza entered into a management contract ("Management Contract") with Friendship International in relation to the appointment of Friendship International to manage the daily operation of the Hotel for a period of five years. Friendship International has paid RMB5 million as security deposit to Xiamen Plaza, which is refundable upon expiry of the Management Contract.
- (iii) The Hotel remains the property of the Group at all time under the Management Contract and there will not be a transfer of ownership of the Hotel at or after the completion of the Management Contract. Xiamen Plaza is entitled to receive income from Friendship International which is calculated in accordance with the terms of the Management Contract.
- (iv) The Management Contract was terminated on 9 October 2012 due to default in payment by Friendship International, and the Hotel has been operated by the Group since 10 October 2012.

7. 其他收入(續)

附註：

- (i) 於二零零八年三月四日本公司全資附屬公司仁禧有限公司(「仁禧」)及仁禧有限公司全資附屬公司廈門東南亞大酒店有限公司(「東酒」)與福建陽光集團有限公司(「陽光集團」)及廈門敦睦酒店管理有限公司(「敦睦」)訂立一項協議。據此，陽光集團承諾轉移由東酒擁有之廈門東南亞大酒店(「酒店」)承包管理權予敦睦。
- (ii) 於二零零八年三月四日，東酒與敦睦訂立有關委聘敦睦作為本集團之酒店日常營運管理合同為期五年。敦睦已向東酒支付人民幣5,000,000元作為保證按金，並可於管理合同到期後退回。
- (iii) 酒店為本集團之財產，根據管理合同，酒店業權不會在管理合同完結時或之後轉讓。仁禧有權自敦睦收取一筆按管理合同條款計算之費用。
- (iv) 由於敦睦拖欠款項，故管理合同已於二零一二年十月九日終止，而該酒店自二零一二年十月十日起由本集團營運。

8. OTHER GAINS AND LOSSES

8. 其他收益及虧損

		2012 二零一二年	2011 二零一一年
Gain arising on change in fair value of investment properties	投資物業公平值收益	6,250,000	3,925,000
Impairment loss recognised on property, plant and equipment	物業、廠房及設備之減值虧損確認	(237,960)	(175,990)
Impairment loss recognised on trade receivables	應收賬款之減值虧損確認	(3,204)	(82,118)
Impairment loss recognised on other receivables	其他應收賬款之減值虧損確認	(3,193,039)	(59,774)
Loss on disposal and written-off of property, plant and equipment	出售及撇銷物業、廠房及設備之虧損	(246)	(75,428)
Net foreign exchange gains	淨外匯收益	427,002	602,788
Gain on disposal of an investment property	出售一個投資物業收益	875,873	855,565
		4,118,426	4,990,043

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

9. INCOME TAX (CREDIT)/EXPENSE

9. 所得稅(收入)/開支

		2012 二零一二年	2011 二零一一年 (restated) (重列)
Current tax:	即期稅項：		
PRC Enterprise Income Tax	中國企業所得稅	314,448	1,518,578
Deferred tax:	遞延稅項：		
Current year	本年度	(443,712)	(680,522)
Attributable to a change in tax rate	應佔稅率改變	—	288,656
		(443,712)	(391,866)
Total income tax (credit)/expense recognised in profit or loss	本年度所得稅 (收入)/支出	(129,264)	1,126,712

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

香港利得稅按兩個年度內的估計應課稅溢利16.5%計算。

No provision for Hong Kong Profits Tax has been made in the consolidated financial statements as the Company and its Hong Kong subsidiaries did not have any assessable profits for the year (2011: Nil).

由於本公司及其香港附屬公司並無估計應課稅溢利，故並無於財務報表內就香港利得稅計提撥備(二零一一年：無)。

The provision for PRC Enterprise Income Tax is calculated at 25% (2011: 25%) on the assessable profit of the Group's PRC subsidiary as determined in accordance with the relevant income tax rules and regulations in the PRC.

其中國附屬公司的企業所得稅撥備是根據中國相關之所得稅法則及稅率25%(二零一一年：25%)而釐定。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

9. INCOME TAX (CREDIT)/EXPENSE (CONTINUED) 9. 所得稅(收入)/開支(續)

The tax charge for the year can be reconciled to profit before tax per the consolidated statement of comprehensive income as follows:

於本年度的稅項支出與綜合全面收益表所載溢利對賬如下：

2012

二零一二年

		Hong Kong	%	PRC	%	Total	%
		香港	百分比	中國	百分比	總額	百分比
Profit/(loss) before tax	除稅前溢利/(虧損)	5,551,529		(4,129,350)		1,422,179	
Tax at applicable tax rates	按適用稅率計算稅款	916,002	16.50	(1,032,338)	25.00	(116,336)	(8.18)
Tax effect of expenses not deductible for tax purpose	不可扣稅項目之稅務影響	52,154	0.94	755,572	(18.30)	807,726	56.79
Tax effect of income not taxable for tax purpose	無須課稅項目之稅務影響	(1,510,074)	(27.20)	(102,443)	2.48	(1,612,517)	(113.38)
Tax effect of tax loss not recognised	未確認稅務虧損之稅務影響	791,863	14.26	—	—	791,863	55.68
Tax charge/(credit) and effective tax rate for the year	年內稅務開支/(收入)及實際稅率	249,945	4.50	(379,209)	9.18	(129,264)	(9.09)

2011 (restated)

二零一一年(重列)

		Hong Kong	%	PRC	%	Total	%
		香港	百分比	中國	百分比	總額	百分比
Profit before tax	除稅前溢利	2,113,555		3,960,500		6,074,055	
Tax at applicable tax rates	按適用稅率計算稅款	348,737	16.50	990,126	25.00	1,338,863	22.04
Tax effect of expenses not deductible for tax purpose	不可扣稅項目之稅務影響	502,833	23.79	545,621	13.78	1,048,454	17.26
Tax effect of income not taxable for tax purpose	無須課稅項目之稅務影響	(1,091,924)	(51.66)	(693,800)	(17.51)	(1,785,724)	(29.40)
Effect on opening deferred tax resulting from an increase in applicable tax rate	適用稅率增加導致年初遞延稅項資產之影響	—	—	288,656	7.28	288,656	4.75
Tax effect of tax loss not recognised	未確認稅務虧損之稅務影響	236,463	11.19	—	—	236,463	3.89
Tax (credit)/charge and effective tax rate for the year	年內稅務(收入)/開支及實際稅率	(3,891)	(0.18)	1,130,603	28.55	1,126,712	18.54

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

10. PROFIT FOR THE YEAR

10. 本年度溢利

		2012 二零一二年	2011 二零一一年
Profit for the year has been arrived at after charging/(crediting):	本年度溢利已扣除/(計入):		
Gross rental income from investment properties	投資物業租金收入總額	(1,340,803)	(1,410,874)
Less: Direct operating expenses incurred for investment properties that generated rental income during the year	減: 本年度從投資物業收取之租金收入而產生直接經營成本	65,199	88,881
		(1,275,604)	(1,321,993)
Employee benefits expense (including directors' remunerations):	員工福利支出 (包括董事酬金):		
Salaries and other benefits	薪金和其他福利	6,484,472	5,410,009
Contributions to retirement benefits schemes	退休計劃供款	463,408	456,787
		6,947,880	5,866,796
Depreciation of hotel property	酒店物業之折舊	2,449,064	2,449,064
Depreciation of other property, plant and equipment	其他物業、廠房及設備之折舊	650,298	763,029
		3,099,362	3,212,093
Amortisation of prepaid lease payment	預付租賃款項攤銷	1,874,007	1,874,007
Total depreciation and amortisation	總折舊和攤銷	4,973,369	5,086,100
Auditors' remuneration	核數師酬金	530,000	495,000
Cost of inventories recognised as other operating expenses	存貨成本確認為其他經營費用	22,437	49,451
Share of tax of an associate (included in share of profit of an associate)	應佔一間聯營公司稅項 (包括在應佔一間聯營公司之溢利內)	419,575	391,064

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

11. DIRECTORS' AND CHIEF EXECUTIVE EMOLUMENTS

The emoluments paid or payable to each of the eight (2011: eight) directors and chief executive were as follows:

11. 董事及行政總裁酬金

期內應付本公司8位(二零一一年:8位)董事及行政總裁酬金總數如下:

Name of directors		Fees	Salaries and other benefits	Contributions to retirement benefit schemes	Total
董事姓名		袍金	薪金及其他福利	退休計劃供款	總額
2012	二零一二年				
Executive directors	執行董事				
Wang Xiaowu	汪小武	—	740,000	—	740,000
Wang Ruilian (Note)	王瑞煉(附註)	—	516,667	—	516,667
Liu Xiaoting	劉小汀	—	458,333	—	458,333
Non-executive directors	非執行董事				
Feng Qiang	馮強	—	—	—	—
Ye Tao	葉濤	—	—	—	—
Independent non-executive directors	獨立非執行董事				
Lam Kwong Siu	林廣兆	100,000	—	—	100,000
Cheung Wah Fung, Christopher	張華峰	100,000	—	—	100,000
Leung Hok Lim	梁學濂	100,000	—	—	100,000
Total emoluments	總酬金	300,000	1,715,000	—	2,015,000

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

11. DIRECTORS' AND CHIEF EXECUTIVE EMOLUMENTS (CONTINUED)

11. 董事及行政總裁酬金(續)

Name of directors		Fees	Contributions other benefits 薪金及 其他福利	Salaries and to retirement benefit schemes 退休計劃 供款	Total
董事姓名		袍金			總額
2011	二零一一年				
<i>Executive directors</i>	<i>執行董事</i>				
Wang Xiaowu	汪小武	—	650,000	—	650,000
Wang Ruilian (Note)	王瑞煉(附註)	—	293,333	—	293,333
Liu Xiaoting	劉小汀	—	268,333	—	268,333
<i>Non-executive directors</i>	<i>非執行董事</i>				
Feng Qiang	馮強	—	—	—	—
Ye Tao	葉濤	—	—	—	—
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>				
Lam Kwong Siu	林廣兆	100,000	—	—	100,000
Cheung Wah Fung, Christopher	張華峰	100,000	—	—	100,000
Leung Hok Lim	梁學濂	100,000	—	—	100,000
Total emoluments	總酬金	300,000	1,211,666	—	1,511,666

Note: Mr. Wang Ruilian is also the Chief Executive of the Company and his emoluments disclosed above including those for services rendered by him as the Chief Executive.

附註：王瑞煉先生為本公司的行政總裁。其酬金已其包括作為行政總裁所提供之服務。

There were no arrangements under which the directors of the Company have waived or agreed to waive any remuneration.

本公司董事未有安排免除或同意免除任何酬金。

During the year ended 31 December 2012, no emoluments were paid by the Group to the directors of the Company, as an inducement to join or upon joining the Group or as compensation for loss of office (2011: Nil).

截至二零一二年十二月三十一日止年度期間，本集團概無支付予各董事任何加盟或當加盟本集團之酬金或失去董事職位之補償(二零一一年：無)。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

12. EMPLOYEES' EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, three (2011: three) were directors and the chief executive of the Company whose emoluments are included in the disclosure in note 11 above. The emoluments of the remaining two (2011: two) individuals were as follows:

		2012 二零一二年	2011 二零一一年
Salaries and other benefits	薪金及其他福利	683,690	628,040
Contributions to retirement benefits schemes	退休計劃供款	22,827	20,552
		706,517	648,592

Their emoluments were all within HK\$1,000,000.

During the year ended 31 December 2012, no emoluments were paid by the Group to the five highest paid individuals, including the directors of the Company, as an inducement to join or upon joining the Group or as compensation for loss of office (2011: Nil).

13. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share for the year ended 31 December 2012 is based on the Group's profit attributable to the owners of the Company of HK\$1,551,443 (2011: HK\$4,947,343 (restated)) and on the weighted average number of 534,240,000 (2011: 534,240,000) ordinary shares in issue during the year.

14. PROFIT ATTRIBUTABLE TO THE OWNERS OF THE COMPANY

The profit attributable to the owners of the Company is dealt with in the financial statements of the Company to the extent of HK\$10,180,957 (2011: HK\$9,300,524 (restated)).

12. 僱員酬金

在五名最高薪僱員中，三名(二零一一年：三名)為董事及行政總裁，彼等之酬金已計入附註11之董事酬金內。其餘兩名(二零一一年：兩名)人士之薪酬如下：

酬金於1,000,000港元之內。

截至二零一二年十二月三十一日止年度期間，並無任何人士，包括董事獲支付酬金作為吸引加入或加入本集團時之獎金或作為離職補償(二零一一年：無)。

13. 每股盈利

每股基本盈利乃根據回顧期內之本公司權益持有人應佔盈利1,551,443港元(二零一一年：4,947,343港元(重列))及本年度已發行普通股之加權平均數534,240,000股(二零一一年：534,240,000股)普通股計算。

14. 本公司持有人應佔溢利

本公司持有人應佔溢利10,180,957港元(二零一一年：9,300,524港元(重列))。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

Group

本集團

		Hotel property 酒店物業	Furniture and fixtures 傢俬及 裝置	Leasehold improvements 物業裝修	Plant, machinery and equipment 廠房、機器 及設備	Total 總額
COST		按成本				
At 1 January 2011	於二零一一年一月一日	92,391,462	2,880,308	6,479,998	4,536,203	106,287,971
Disposals	出售	—	(537,361)	(110,030)	(112,799)	(760,190)
Effects of foreign currency exchange differences	外幣匯率差異的影響	—	104,178	234,347	162,564	501,089
At 31 December 2011	於二零一一年 十二月三十一日	92,391,462	2,447,125	6,604,315	4,585,968	106,028,870
Additions	添置	—	—	216,086	226,522	442,608
Disposals	出售	—	(110,213)	(101,260)	(1,069,387)	(1,280,860)
Effects of foreign currency exchange differences	外幣匯率差異的影響	—	42,340	114,607	78,859	235,806
At 31 December 2012	於二零一二年 十二月三十一日	92,391,462	2,379,252	6,833,748	3,821,962	105,426,424
DEPRECIATION AND IMPAIRMENT		折舊及減值				
At 1 January 2011	於二零一一年一月一日	55,859,595	2,800,800	4,639,142	2,892,111	66,191,648
Provided for the year	本年度折舊	2,449,064	16,759	410,032	336,238	3,212,093
Eliminated on disposals of assets	出售時對銷及撇銷	—	(527,334)	(64,144)	(93,284)	(684,762)
Impairment loss recognised in profit or loss	損益賬處理之 減值確認	—	—	175,990	—	175,990
Effects of foreign currency exchange differences	外幣匯率差異的影響	—	94,463	170,892	104,908	370,263
At 31 December 2011	於二零一一年 十二月三十一日	58,308,659	2,384,688	5,331,912	3,239,973	69,265,232
Provided for the year	本年度折舊	2,449,064	13,219	357,009	280,070	3,099,362
Eliminated on disposals of assets	出售時對銷及撇銷	—	(110,213)	(101,260)	(1,069,141)	(1,280,614)
Impairment loss recognised in profit or loss	損益賬處理之 減值確認	—	—	237,960	—	237,960
Effects of foreign currency exchange differences	外幣匯率差異的影響	—	41,603	91,196	55,826	188,625
At 31 December 2012	於二零一二年 十二月三十一日	60,757,723	2,329,297	5,916,817	2,506,728	71,510,565
CARRYING AMOUNTS		賬面值				
At 31 December 2012	於二零一二年 十二月三十一日	31,633,739	49,955	916,931	1,315,234	33,915,859
At 31 December 2011	於二零一一年 十二月三十一日	34,082,803	62,437	1,272,403	1,345,995	36,763,638

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

15. PROPERTY, PLANT AND EQUIPMENT 15. 物業、廠房及設備(續) (CONTINUED)

Company

本公司

		Furniture and fixtures 傢俬及 裝置	Leasehold improvements 物業裝修	Office equipment 辦公室 設備	Total 總額
COST		按成本			
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	44,660	101,260	111,326	257,246
Additions	添置	—	216,086	36,628	252,714
Disposals	出售	—	(101,260)	(1,748)	(103,008)
At 31 December 2012	於二零一二年 十二月三十一日	44,660	216,086	146,206	406,952
DEPRECIATION AND IMPAIRMENT		折舊及減值			
At 1 January 2011	於二零一一年一月一日	17,690	25,315	67,288	110,293
Provided for the year	本年度折舊	5,394	50,630	8,808	64,832
At 31 December 2011	於二零一一年 十二月三十一日	23,084	75,945	76,096	175,125
Provided for the year	本年度折舊	4,315	73,334	10,730	88,379
Eliminated on disposal	出售時對銷及撇銷	—	(101,260)	(1,502)	(102,762)
At 31 December 2012	於二零一二年 十二月三十一日	27,399	48,019	85,324	160,742
CARRYING AMOUNTS		賬面值			
At 31 December 2012	於二零一二年 十二月三十一日	17,261	168,067	60,882	246,210
At 31 December 2011	於二零一一年 十二月三十一日	21,576	25,315	35,230	82,121

The hotel property is situated in the PRC and held under medium-term lease.

位於中國之酒店物業乃按中期租約持有。

15. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

At the end of the reporting period, the Group carried out a review of the recoverable amount of assets including property, plant and equipment and leasehold land used in the Group's hotel segment. In performing impairment testing, the directors of the Company reviewed the carrying amounts of these assets by reference to a valuation performed by Norton Appraisals Limited, an independent qualified professional valuer not connected with the Group. Norton Appraisals Limited is a member of Hong Kong Institute of Surveyors. The recoverable amount of this cash-generating unit ("CGU") is determined based on a value in use calculation which uses cash flow projections based on financial budgets approved by management covering a 5-year period and a discount rate of 9.6% per annum. The key assumptions for the value in use calculation are those regarding the discount rate, growth in revenue, direct and other operating costs during the period. The management estimates discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU.

In the opinion of the directors, the recoverable amount of the property, plant and equipment is considered to be less than its carrying amount as at 31 December 2012, and due to strong competition with other hotels established near the Hotel in Xiamen, an impairment loss of HK\$237,960 (2011: HK\$175,990) in respect of the Group's property, plant and equipment has been recognised in the consolidated statement of comprehensive income.

15. 物業、廠房及設備(續)

於報告期間末，本集團對資產進行可收回價值之審閱包括用作酒店業務之物業、廠房及設備及預付土地租賃款項。當進行減值測試時，本公司董事於審閱資產之賬面值時已參考普敦國際評估有限公司之估值。普敦國際評估有限公司為獨立專業評估師和香港測量師學會會員及與本集團沒有關連。該可收回價值之現金產生單位(「現金產生單位」)是根據經管理層所批准之五年內財務預算為基礎之現金流預測及每年9.6%折現率之可用價值計算。可用價值的主要假設為期內折現率、收入增長、直接及其他經營成本。管理層估計之折現率已反映現時市場評估之金錢的時間價值及現金產生單位之特定風險。

董事認為，由於物業、廠房及設備於二零一二年十二月三十一日之可收回金額比賬面值較少，及與廈門鄰近之其他酒店存在強烈競爭，因此於截至二零一二年十二月三十一日止之綜合全面收益表上確認有關物業、廠房及設備之減值虧損為237,960港元(二零一一年：175,990港元)。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

16. PREPAID LEASE PAYMENT

Group

COST

At 1 January 2011, 31 December 2011
and 31 December 2012

AMORTISATION AND IMPAIRMENT

At 1 January 2011
Amortisation for the year

At 31 December 2011
Amortisation for the year

At 31 December 2012

CARRYING AMOUNT

At 31 December 2012

At 31 December 2011

本集團

按成本

於二零一一年一月一日、二零一一年
十二月三十一日及二零一二年
十二月三十一日

86,000,000

攤銷及減值

於二零一一年一月一日
本年度之攤銷

58,046,070
1,874,007

於二零一一年十二月三十一日
本年度之攤銷

59,920,077
1,874,007

於二零一二年十二月三十一日

61,794,084

賬面值

於二零一二年十二月三十一日

24,205,916

於二零一一年十二月三十一日

26,079,923

Notes:

- (i) Pursuant to the terms of the joint venture agreement signed between the Xiamen Railway Department Company Limited ("Railway Department") and Yan Hei, both parties have agreed to establish a Sino-foreign co-operative joint venture enterprise known as Xiamen Plaza, an indirect wholly-owned subsidiary of the Company to operate and manage the Hotel. The land use rights of the Hotel have been granted to the joint venture partner and Xiamen Plaza is vested with the land use rights of the Hotel throughout the operation period of Xiamen Plaza.
- (ii) The Group's prepaid lease payment is a leasehold land situated in the PRC and held under medium-term lease.
- (iii) At the end of the reporting period, the Group carried out a review of the recoverable amount of its leasehold land. The leasehold land is used in the Group's hotel segment. In performing impairment testing, the directors of the Company reviewed the carrying amount of the leasehold land by reference to a valuation performed by Norton Appraisals Limited, an independent qualified professional valuer not connected with the Group. Norton Appraisals Limited is a member of Hong Kong Institute of Surveyors. The recoverable amount of this CGU is determined based on a value in use calculation which uses cash flow projections based on financial budgets approved by management covering a 5-year period and a discount rate of 9.6% per annum. The key assumptions for the value in use calculation are those regarding the discount rate, growth in revenue, direct and other operating costs during the period. The management estimates discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU.

There was no impairment for the year ended 31 December 2012 and 2011.

附註：

- (i) 根據廈門鐵路開發公司(「鐵路局」)與本公司附屬公司仁禧簽定一項合資協議之條款，雙方同意成立合作共同控制個體廈門東南亞大酒店有限公司(「東酒」)，本公司之間接全資附屬公司，負責營運及管理廈門東南亞大酒店(「酒店」)。酒店土地使用權已授予合資夥伴，而東酒經營期間酒店之土地使用權屬東酒所有。
- (ii) 位於中國之本集團預付土地租賃款項乃按中期租約持有。
- (iii) 於報告期間末，本集團對用作酒店業務之預付土地租賃款項進行可收回價值之審閱。當進行減值測試時，本公司董事於審閱預付土地租賃款項之賬面值時已參考普敦國際評估有限公司之估值。普敦國際評估有限公司為獨立專業評估師和香港測量師學會會員及與本集團沒有關連。該可收回價值之現金產生單位是根據經管理層所批准之五年內財務預算為基礎之現金流預測及每年9.6%折現率之可用價值計算。可用價值的主要假設為期內折現率、收入增長、直接及其他經營成本。管理層估計之折現率已反映現時市場評估之金錢的時間價值及現金產生單位之特定風險。

截至二零一二年十二月三十一日及二零一一年十二月三十一日止年度期間並無減值虧損。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

17. INVESTMENT PROPERTIES

17. 投資物業

Group and Company

本集團及本公司

		2012 二零一二年	2011 二零一一年
FAIR VALUE	公平值		
Balance at beginning of year	年初結餘	29,800,000	28,675,000
Disposal	出售	(3,400,000)	(2,800,000)
Gain on properties revaluation	物業重估收益	6,250,000	3,925,000
Balance at end of year	年底結餘	32,650,000	29,800,000

The fair value of the Group's investment properties at 31 December 2012 and 2011 have been arrived at on the basis of a valuation carried out at that date by Norton Appraisals Limited, independent qualified professional valuer not connected with the Group. Norton Appraisals Limited is a member of the Hong Kong Institute of Surveyors, and has appropriate qualifications and recent experience in the valuation of similar properties in the relevant locations. The valuation, which conforms to the HKIS Valuation Standards, was arrived on the open market value basis.

All of the Group's property interests held under operating leases to earn rentals are measured using the fair value model and are classified and accounted for as investment properties.

The carrying amount of investment properties shown above are situated on:

普敦國際評估有限公司已按其於二零一二年十二月三十一日及二零一一年十二月三十一日之投資物業公平值進行估值。普敦國際評估有限公司為獨立專業評估師和香港測量師學會會員及與本集團沒有關連，並擁有合適資格及最近亦有評估相關地點之同類物業之經驗。該估值乃遵守香港測量師學會所頒布的物業估值準則，並按公開市值為基準進行估值。

根據經營租賃持有以賺取租金之本集團所有物業權益乃採用公平值模式計量，並分類及入賬列作投資物業。

上述投資物業之位置包括：

		2012 二零一二年	2011 二零一一年
Land and building in Hong Kong:	位於香港：		
Long-term lease	長期租約	—	3,400,000
Medium-term lease	中期租約	32,650,000	26,400,000
		32,650,000	29,800,000

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

18. INTERESTS IN SUBSIDIARIES

18. 附屬公司權益

		Company 本公司	
		2012 二零一二年	2011 二零一一年
Unlisted shares, at cost	非上市股份·按成本	588,543	588,543
Less: Accumulated impairment	減: 累計減值	(2,365)	(2,365)
		586,178	586,178
Loans to subsidiaries	給予附屬公司之貸款	111,362,678	107,969,908
Less: Accumulated impairment	減: 累計減值	(103,913,534)	(107,490,188)
		7,449,144	479,720
		8,035,322	1,065,898

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

應收附屬公司款項乃無抵押·免息及沒有特定的還款期。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

18. INTERESTS IN SUBSIDIARIES (CONTINUED)

As at 31 December 2012 and 2011, the Company had interests in the following subsidiaries:

18. 附屬公司權益(續)

本公司於二零一二年十二月三十一日及二零一一年十二月三十一日所持有之主要附屬公司權益詳情如下：

Name of subsidiaries 附屬公司名稱	Place of establishment/ incorporation and principal place of operations 設立/註冊 成立及主要 營業地點	Proportion of nominal value of issued capital/ registered capital held by the Company 本公司應佔 已發行股本/註冊資本 面值之百分比		Nominal value of issued share capital/ registered capital 已發行股本/ 註冊資本面值	Principal activities 主要業務
		2012 二零一二年 %	2011 二零一一年 %		
Direct subsidiaries: 直屬附屬公司：					
Ming Chuen Construction Company, Limited 明川建築有限公司	Hong Kong 香港	100	100	Ordinary HK\$100,000 普通股100,000港元	Investment holding 投資控股
Yan Hei Limited ("Yan Hei") 仁禧有限公司	Hong Kong 香港	100	100	Ordinary HK\$10,000 and Deferred (note i) HK\$10,000 普通股10,000港元及 遞延股份(附註(i)) 10,000港元	Investment holding 投資控股
Indirect subsidiary: 間接附屬公司：					
Xiamen South East Asia Hotel Company, Limited ("Xiamen Plaza") (notes ii) 廈門東南亞大酒店有限公司 (「東酒」)(附註(ii))	PRC 中國	100	100	Registered capital US\$5,000,000 註冊資本 5,000,000美元	Hotel operations 酒店業務

Notes:

- (i) The deferred shares carry no rights to dividends and no rights to receive notice of or to attend or vote at any general meeting of the company. In the winding-up of the company, holders of the deferred shares are entitled to receive half of the amounts paid-up or credited as paid-up on shares after the holders of the ordinary shares of the company have received a total return of HK\$10,000,000 per share.
- (ii) Xiamen Plaza was established as a Sino-foreign co-operative joint venture company under the laws of the PRC and is currently wholly owned by Yan Hei.

附註：

- (i) 遞延股份無權獲派股息，亦無權收取本公司任何股東大會之通告或出席股東大會或於會上投票。在公司進行清盤時，遞延股份持有人須待公司普通股持有人獲合共退還每股10,000,000港元，方有權收取已就股份繳付或入賬列作繳足之半數款項。
- (ii) 東酒乃根據中國法律成立之中外合作共同控制個體，並由仁禧全資擁有。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

19. INTEREST IN AN ASSOCIATE

Details of the Group's interest in an associate are as follows:

		Group		Company	
		本集團		本公司	
		2012	2011	2012	2011
		二零一二年	二零一一年	二零一二年	二零一一年
Cost of investment in an associate, unlisted	一間聯營公司 投資成本，非上市	5,877,362	5,877,362	—	—
Share of post-acquisition results	應佔收購後溢利	7,008,045	5,654,073	—	—
		12,885,407	11,531,435	—	—

19. 於一間聯營公司之權益

本集團之聯營公司詳情如下：

As at 31 December 2012 and 2011, the Group had interest in the following associate:

於二零一二年十二月三十一日及二零一一年十二月三十一日本集團之聯營公司詳情如下：

Name of associate 聯營公司名稱	Place of establishment/ incorporation and principal place of operation 成立及主要 營業地點	Proportion of nominal value of registered capital held by the Group 本集團應佔 註冊資本面值之百分比		Nominal value of registered capital 已發行之 註冊資本面值	Principal activities 主要業務
		2012	2011		
		二零一二年 %	二零一一年 %		
Fuzhou Harmony Piano Co., Ltd. PRC ("Harmony Piano")		25	25	Registered capital US\$2,000,000	Design, manufacturing and distribution of piano and related products
福州和聲鋼琴有限公司	中國			註冊資本 2,000,000美元	設計、製造及分銷 鋼琴及相關產品

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

19. INTEREST IN AN ASSOCIATE (CONTINUED)

The summarised financial information in respect of the Group's associate is set out below:

		2012 二零一二年	2011 二零一一年
Total assets	總資產	105,091,592	95,327,493
Total liabilities	總負債	(53,549,964)	(49,201,752)
Net assets	資產淨值	51,541,628	46,125,741
Group's share of net assets of an associate	集團應佔一間聯營公司之淨資產	12,885,407	11,531,435
Total revenue	收益	77,045,320	73,396,863
Total profit for the year	本年度溢利	4,582,616	4,431,300
Group's share of profit of an associate	集團應佔一間聯營公司之溢利	1,145,654	1,107,825
Group's share of other comprehensive income of an associate	集團應佔一間聯營公司之其他全面收益	—	—

19. 於一間聯營公司之權益(續)

本集團聯營公司之財務資料概述如下：

20. INVENTORIES

		2012 二零一二年	2011 二零一一年
Consumables	易損耗品	158,984	93,678

20. 存貨

21. TRADE AND OTHER RECEIVABLES

		Group 本集團		Company 本公司	
		2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年
Trade receivables	應收貿易賬款	395,217	492,107	—	1,000
Less: Allowance for doubtful debts	減：呆賬撥備	(84,237)	(249,662)	—	—
		310,980	242,445	—	1,000
Other receivables, utility deposits and prepayments	其他應收款項、公用設施按金及預付款項	17,586,299	21,701,480	1,079,259	4,509,085
Less: Allowance for doubtful debts	減：呆賬撥備	(16,310,936)	(12,914,593)	—	—
		1,275,363	8,786,887	1,079,259	4,509,085
Total trade and other receivables	貿易及其他應收賬款總額	1,586,343	9,029,332	1,079,259	4,510,085

21. 貿易及其他應收賬款

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

21. TRADE AND OTHER RECEIVABLES (CONTINUED) 21. 貿易及其他應收賬款(續)

An aged analysis of trade receivables net of allowance for doubtful debt at the end of reporting period, based on the invoice date, is as follows:

據發票日，於年度報表結算日已扣除呆賬撥備之淨應收貿易賬款之賬齡分析如下：

		Group 本集團		Company 本公司	
		2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年
Current to six months	即期至六個月	310,980	242,445	—	1,000
Over six months and within one year	六個月以上及一年內	—	—	—	—
Over one year	超過一年	—	—	—	—
		310,980	242,445	—	1,000

The average credit period on rendering services is 45 days.

信貸期平均為四十五天。

Included in the Group's trade receivable balance are debtors with aggregate amount of Nil (2011: HK\$2,726) 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. The average age of these receivables is 45 days (2011: 45 days).

於報告期間末，本集團擁有之過期但無減值之應收貿易款項為零(二零一一年：2,726港元)。本集團並未對有關款項擁有任何擔保。信貸期平均為四十五天(二零一一年：四十五天)。

An aged analysis of trade receivables that are not considered to be impaired is as follows:

未計入減值之淨應收貿易賬款之賬齡分析如下：

		Group 本集團		Company 本公司	
		2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年
Neither past due nor impaired	未過期及無減值	310,980	239,719	—	1,000
Past due but not impaired	過期但無減值				
Current to six months	即期至六個月	—	2,726	—	—
Over six months and within one year	六個月以上及一年內	—	—	—	—
Over one year	超過一年	—	—	—	—
		310,980	242,445	—	1,000

Receivables that were neither past due nor impaired relate to a large number of diversified customers for whom there was no recent history of default.

未過期及無減值之應收賬款屬於多個近期沒有拖欠記錄的客戶。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

21. TRADE AND OTHER RECEIVABLES (CONTINUED)

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the directors of the Company are of the opinion that no provision for impairment 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. The Group does not hold any collateral or other credit enhancements over these balances.

The movement in the allowance for doubtful debts on trade receivables is as follows:

		Group 本集團		Company 本公司	
		2012	2011	2012	2011
		二零一二年	二零一一年	二零一二年	二零一一年
Balance at beginning of the year	年初結餘	249,662	160,430	—	—
Impairment loss recognised on trade receivables	應收賬款確認減值之損失	3,204	82,118	—	—
Amounts written off during the year as uncollectible	本年度內撤銷為不可收回之金額	(172,278)	—	—	—
Foreign exchange translation gains	匯兌收益	3,649	7,114	—	—
Balance at end of the year	年底結餘	84,237	249,662	—	—

The movement in the allowance for doubtful debts on other receivables is as follows:

		Group 本集團		Company 本公司	
		2012	2011	2012	2011
		二零一二年	二零一一年	二零一二年	二零一一年
Balance at beginning of the year	年初結餘	12,914,593	12,398,426	—	—
Impairment loss recognised on other receivables	其他應收賬款確認減值之損失	3,193,039	59,774	—	—
Amounts written off during the year as uncollectible	本年度內撤銷為不可收回之金額	(38,323)	—	—	—
Foreign exchange translation gains	匯兌收益	241,627	456,393	—	—
Balance at end of the year	年底結餘	16,310,936	12,914,593	—	—

21. 貿易及其他應收賬款(續)

過期但無減值之應收賬款是本集團擁有良好記錄的獨立客戶。根據過往經驗，本公司董事認為無需為此等結餘作減值撥備，因信貸質量皆沒有重大改變及能悉數收回。本集團並未就該等結餘持有任何抵押品及信貸提升。

貿易應收賬款呆賬撥備之變動如下：

其他應收賬款呆賬撥備之變動如下：

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

21. TRADE AND OTHER RECEIVABLES (CONTINUED)

Included in the allowances for doubtful debts are individually impaired trade receivables and other receivables with balances of HK\$84,237 and HK\$16,310,936 (2011: HK\$249,662 and HK\$12,914,593) respectively. The individually impaired receivables related to customers that were in financial difficulties or in dispute and the management assessed that the recovery of the amounts is doubtful. The Group does not hold any collateral over these balances.

An aged analysis of impaired trade and other receivables is as follows:

		Group 本集團		Company 本公司	
		2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年
Current to six months	即期至六個月	—	—	—	—
Over six months and within one year	六個月以上及一年內	3,203,708	—	—	—
Over one year	超過一年	13,191,465	13,164,255	—	—
		16,395,173	13,164,255	—	—

21. 貿易及其他應收賬款(續)

呆賬撥備中包括個別減值之貿易及其他應收賬款分別為結餘84,237港元及16,310,936港元(二零一一年: 249,662港元及12,914,593港元)。個別減值應收款項與出現財政困難或糾紛之客戶, 管理層懷疑可否收回該等款項。本集團並未就該等結餘持有任何抵押品。

已減值貿易及其他應收賬之賬齡分析如下:

22. BANK BALANCES AND CASH

		Group 本集團		Company 本公司	
		2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年
Cash at bank and in hand	銀行及手頭現金	22,589,009	3,647,197	21,589,196	2,200,315
Short-term bank deposits	短期銀行存款	23,824,454	39,642,706	23,824,454	39,642,707
		46,413,463	43,289,903	45,413,650	41,843,022

Bank balances carry interest at floating rates based on daily bank deposit rates. The short-term bank deposits carry fixed interest rates which range from 0.7% to 4.8% (2011: 0.05% to 5.1%) per annum.

At 31 December 2012, time deposit, bank balances and cash of the Group denominated in Renminbi ("RMB") amounted to approximately HK\$38,307,000 (2011: HK\$31,369,000). The remittance of these funds out of the PRC is subject to the exchange control restrictions imposed by the government of the PRC.

22. 銀行結餘及現金

銀行結餘按每日銀行存款浮動利率計算。短期銀行存款之現行年利率由0.7厘至4.8厘之固定利率計算。(二零一一年: 年利率0.05厘至5.1厘)。

於二零一二年十二月三十一日, 本集團定期存款、銀行結餘及現金為人民幣(「人民幣」)金額大約38,307,000港元(二零一一年: 31,369,000港元)。中國之貨幣實行外匯監控。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

23. TRADE AND OTHER PAYABLES

23. 貿易及其他應付賬款

		Group 本集團		Company 本公司	
		2012	2011	2012	2011
		二零一二年	二零一一年	二零一二年	二零一一年
Trade payables	貿易應付賬款	1,076,180	1,038,683	—	9,775
Other payables	其他應付賬款	5,272,727	10,435,249	992,038	1,066,972
Total trade and other payables	貿易及其他應付賬款 總額	6,348,907	11,473,932	992,038	1,076,747
Less: Other payables classified as non-current liabilities (note)	減：其他應付賬款 分類為非流動 負債之部份 (附註)	—	(6,110,900)	—	—
		6,348,907	5,363,032	992,038	1,076,747

Note: At 31 December 2011, pursuant to the Management Contract, Friendship International paid RMB5 million, equivalent to HK\$6,110,900, as security deposit to Xiamen Plaza, which is refundable upon expiry of the Management Contract.

The Management Contract was terminated on 9 October 2012 due to default in payment by Friendship International.

An aged analysis of trade payables at the end of the reporting period is as follows:

附註：於二零一一年十二月三十一日，根據管理合同，敦睦已向東酒支付人民幣5,000,000元，相等於6,110,900港元作為保證按金，該保證按金可於管理合同到期後退回。

由於敦睦拖欠款項，故管理合同已於二零一二年十月九日終止。

應付貿易賬款於年度報表結算日之賬齡分析如下：

		Group 本集團		Company 本公司	
		2012	2011	2012	2011
		二零一二年	二零一一年	二零一二年	二零一一年
Current to six months	即期至六個月	243,335	310,313	—	9,775
Over six months and within one year	六個月以上及 一年以內	3,134	145,078	—	—
Over one year	超過一年	829,711	583,292	—	—
		1,076,180	1,038,683	—	9,775

The average credit period is 45 days.

平均信貸期為四十五天。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

24. DEFERRED TAXATION

The following are the major deferred tax balances recognised and movements thereon during the current and prior year:

Group

Deferred tax liabilities

		Accelerated tax depreciation 加速稅項折舊	Total 總額 (restated) (重列)
At 1 January 2011	於二零一一年一月一日	6,938,834	6,938,834
Credit to profit or loss (note 9)	於損益中抵免(附註9)	(680,522)	(680,522)
Effect of change in tax rate	稅率改變之影響	288,656	288,656
At 31 December 2011	於二零一一年十二月三十一日	6,546,968	6,546,968
Credit to profit or loss (note 9)	於損益中抵免(附註9)	(443,712)	(443,712)
At 31 December 2012	於二零一二年十二月三十一日	6,103,256	6,103,256

Deferred tax assets

		Tax losses 稅項虧損
At 1 January 2011 and 31 December 2011 and 31 December 2012	於二零一一年一月一日、二零一一年十二月 三十一日及於二零一二年十二月三十一日	1,894,269

Company

Deferred tax liabilities

		Accelerated tax depreciation 加速稅項折舊	Total 總額 (restated) (重列)
At 1 January 2011	於二零一一年一月一日	11,060	11,060
Credit to profit or loss	於損益中抵免	(3,891)	(3,891)
At 31 December 2011	於二零一一年十二月三十一日	7,169	7,169
Charge to profit or loss	於損益中支出	27,067	27,067
At 31 December 2012	於二零一二年十二月三十一日	34,236	34,236

24. 遞延稅項

以下為本集團於本年度及過往年度確認之主要遞延稅項結餘及其變動：

本集團

遞延稅項負債

		Accelerated tax depreciation 加速稅項折舊	Total 總額 (restated) (重列)
At 1 January 2011	於二零一一年一月一日	6,938,834	6,938,834
Credit to profit or loss (note 9)	於損益中抵免(附註9)	(680,522)	(680,522)
Effect of change in tax rate	稅率改變之影響	288,656	288,656
At 31 December 2011	於二零一一年十二月三十一日	6,546,968	6,546,968
Credit to profit or loss (note 9)	於損益中抵免(附註9)	(443,712)	(443,712)
At 31 December 2012	於二零一二年十二月三十一日	6,103,256	6,103,256

遞延稅項資產

		Tax losses 稅項虧損
At 1 January 2011 and 31 December 2011 and 31 December 2012	於二零一一年一月一日、二零一一年十二月 三十一日及於二零一二年十二月三十一日	1,894,269

本公司

遞延稅項負債

		Accelerated tax depreciation 加速稅項折舊	Total 總額 (restated) (重列)
At 1 January 2011	於二零一一年一月一日	11,060	11,060
Credit to profit or loss	於損益中抵免	(3,891)	(3,891)
At 31 December 2011	於二零一一年十二月三十一日	7,169	7,169
Charge to profit or loss	於損益中支出	27,067	27,067
At 31 December 2012	於二零一二年十二月三十一日	34,236	34,236

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

24. DEFERRED TAXATION (CONTINUED)

Company (continued)

Deferred tax assets

		Tax losses 稅項虧損
At 1 January 2011 and 31 December 2011 and 31 December 2012	於二零一一年一月一日、二零一一年十二月 三十一日及於二零一二年十二月三十一日	1,894,269

With regard to the Group's investment properties, as none of them is held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale, the Group has not recognised any deferred taxes on changes in fair value of the investment properties as the Group is not subject to any income taxes on disposal of its investment properties.

At 31 December 2012, the Group has unused tax losses of HK\$144,871,783 (2011: HK\$140,072,612) available for offset against future taxable profits that may be carried forward indefinitely. At 31 December 2012, deferred tax assets have been recognised in respect of tax losses of HK\$11,480,421 (2011: HK\$11,480,421). No deferred tax asset has been recognised in respect of the remaining tax losses of HK\$133,391,362 (2011: HK\$128,592,191) due to the unpredictability of future profit streams.

24. 遞延稅項(續)

本公司(續)

遞延稅項資產

關於本集團之投資物業，蓋因本集團之投資物業可透過出售收回而並非根據商業模式持有，而該商業模式在一般時間內消耗在投資物業內絕大部份經濟利益，本集團並沒有確認任何遞延稅項是由於本集團並非因出售而產生所得稅之投資物業所產生之公平值變動。

於二零一二年十二月三十一日，本集團有144,871,783港元(二零一一年：140,072,612港元)之累計稅項虧損可無限期結轉。於二零一二年十二月三十一日，已確認為遞延稅項資產的稅項虧損為11,480,421港元(二零一一年：11,480,421港元)。由於未能預計日後之溢利，故並無就133,391,362港元(二零一一年：128,592,191港元)之累計稅項虧損確認。

25. SHARE CAPITAL

25. 股本

		2012 二零一二年		2011 二零一一年	
		Number of shares 股票數目	HK\$ 港元	Number of shares 股票數目	HK\$ 港元
Authorised	法定股本				
Ordinary shares of HK\$0.125 each	每股面值0.125港元 之普通股	3,040,000,000	380,000,000	3,040,000,000	380,000,000
Issued and fully paid	已發行及繳足股本				
At beginning of year and end of year	年初結餘及年終	534,240,000	66,780,000	534,240,000	66,780,000

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

26. RESERVES

(a) Group

Details of changes in reserves of the Group are set out in the consolidated statement of changes in equity on page 48.

(b) Company

26. 儲備

(a) 本集團

本集團儲備變動之詳情載於第48頁之綜合權益變動表。

(b) 本公司

		Share premium 股份溢價 Note (i) 附註(i)	Accumulated losses 累計虧損	Total 合計 (restated) (重列)
At 1 January 2011 (as previously reported)	於二零一一年 一月一日 (如之前所報告)	576,659,713	(578,348,842)	(1,689,129)
Adjustment	調整	—	3,720,084	3,720,084
At 1 January 2011 (restated)	於二零一一年 一月一日(重列)	576,659,713	(574,628,758)	2,030,955
Profit for the year	本年度溢利	—	9,300,524	9,300,524
Other comprehensive income for the year	本年度其他全面收益	—	—	—
Total comprehensive income for the year	本年度全面收益總額	—	9,300,524	9,300,524
At 31 December 2011 (restated)	於二零一一年 十二月三十一日 (重列)	576,659,713	(565,328,234)	11,331,479
Profit for the year	本年度溢利	—	10,180,957	10,180,957
Other comprehensive income for the year	本年度其他全面收益	—	—	—
Total comprehensive income for the year	本年度全面收益總額	—	10,180,957	10,180,957
At 31 December 2012	於二零一二年 十二月三十一日	576,659,713	(555,147,277)	21,512,436

Notes:

- (i) The application of share premium is governed by Section 48B of the Hong Kong Companies Ordinance.
- (ii) At 31 December 2012, no distributable reserve of the Company was available for distribution as dividends (2011: Nil).

附註：

- (i) 股份溢價之運用受香港公司條例第48B條所監管。
- (ii) 於二零一二年十二月三十一日，本公司概無可供分派儲備作股息分派(二零一一年：無)。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

27. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt (including trade and other payables), cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and reserves.

The Group is not subject to any externally imposed capital requirements.

Gearing ratio

The management of the Group reviews the capital structure regularly. As part of this review, the management of the Group considers the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through the payment of dividends and the issue of new shares as well as the issue of new debts.

The gearing ratio at the end of the reporting period was as follows:

		2012 二零一二年	2011 二零一一年 (restated) (重列)
Debt (note i)	債項(附註 i)	6,348,907	5,363,032
Cash and cash equivalents	銀行結餘及現金	(46,413,463)	(43,289,903)
Net debt	債款淨額	(40,064,556)	(37,926,871)
Equity (note ii)	股本權益(附註 ii)	140,965,813	139,012,005
Net debt to equity ratio	淨債項與股本權益比率	N/A	N/A

Notes:

- (i) Debt comprises current trade and other payables as detailed in note 23.
- (ii) Equity includes all capital and reserves attributable to owners of the Group.

27. 資本風險管理

本集團管理其資本，以確保本集團旗下實體將能繼續持續經營業務，同時透過優化債務及股本結餘為股東帶來回報。本集團之整體策略與去年一致。

本集團之資本架構包括負債(包括貿易及其他應付賬款)、現金及現金等值項目以及本公司持有人應佔權益，包括已發行股本及儲備。

本集團並沒有任何外部施加的資本需求。

負債比率

本集團管理層定期地審閱資本架構。本集團管理層會考慮資本成本及各級資本之關聯的風險作為審閱的其中部份。本集團會憑藉派發股息、發行新股及發行新的債務以平衡整體資本架構。

資本比率於本年度報表如下：

附註：

- (i) 債項包括流動貿易及其他應付賬款，詳情載於附註 23。
- (ii) 股本權益包括本集團所有資本及儲備。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

28. FINANCIAL INSTRUMENTS

28. 金融工具

(a) Categories of financial instruments

(a) 金融工具分類

		2012 二零一二年	2011 二零一一年
Financial assets	金融資產		
Loans and receivables	貸款及應收款項		
— Trade and other receivables	— 貿易及其他應收賬款	799,822	7,875,891
— Bank balances and cash	— 銀行結餘及現金	46,413,463	43,289,903
		47,213,285	51,165,794
Financial liabilities	金融負債		
Amortised cost	攤銷成本		
— Trade and other payables	— 貿易及其他應付賬款	5,684,134	9,764,893

(b) Financial risk management objectives and policies

(b) 金融風險管理目標和政策

The Group's major financial instruments include trade and other receivables, bank balances and cash and trade and other payables. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

本集團之主要金融工具包括貿易及其他應收款項、銀行存款及現金、貿易及其他應付賬款。該等金融工具詳情於各附註披露。下文載列與該等金融工具有關之風險及如何降低該等風險之政策。管理層管理及監控該等風險，以確保及時和有效採取適當之措施。

There has been no change to the types of the Group's exposure in respect of financial instruments or the manner in which it manages and measures the risk.

本集團金融工具或有關之管理及監控形式並沒有改變。

Market risk

市場風險

Foreign currency risk management

外幣風險管理

Substantial revenue and cost of the Group are denominated in the functional currency of the group entities. Certain other receivables, bank balances and cash, and other payables are denominated in foreign currencies. The Group currently does not have a foreign currency hedging policy, as the management considers the exposure to foreign currency risk is insignificant to the Group. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

本集團主要收益及成本是以相關公司功能貨幣計值。惟若干貿易及其他應收賬款、銀行結餘及現金及貿易及其他應付賬款則以外幣為貨幣單位。本集團現時並無任何外匯貨幣對沖工具。但管理層會密切監管其外幣風險，並於必要時考慮對沖重大外幣風險。

28. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (continued)

Market risk (continued)

Interest rate risk management

The Group is not exposed to significant fair value interest rate risk and cash flow interest rate risk. The Group currently does not have interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

Price risk

As the Group has no significant investments, the Group is not subject to significant price risk.

Credit risk

The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the management considers that the Group's credit risk is significantly reduced.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings.

Other than concentration of credit risk on liquid funds which are deposited with several banks with high credit ratings, the Group does not have any other significant concentration of credit risk.

28. 金融工具(續)

(b) 金融風險管理目標和政策(續)

市場風險(續)

利率風險管理

本集團並沒有重大的利率風險及現金流量利率風險。本集團並無任何利率對沖工具，但管理層將監察利率風險及會於必要時考慮對沖重大利率風險。

價格風險

因為本集團並沒有重大投資，所以並沒有重大的價格風險。

信貸風險

因交易對手未能履行義務，而導致本集團所承受將對集團造成財務損失之最大信貸風險乃由綜合財務狀況表所列確認該等財務資產之賬面值所產生。

為盡量降低信貸風險，管理層已指派一組人員負責釐定信貸額度、信貸批核及其他監管程序，確保能採取跟進行動追收逾期貸款。此外於每個年度報表結算日，本集團檢討每宗個別貿易債項之可收回款項，確保就無法收回款項，作出足夠之減值虧損。就此而言，管理層認為本集團之信貸風險已大幅降低。

由於對方為具有高信貸評級之銀行，故有關流動資金之信貸風險有限。

除存放於高信用等級銀行內之流動資金存在集中性之信貸風險外，本集團並沒有其他重大之集中性信貸風險。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
截至二零一二年十二月三十一日年度(以港元列示)

28. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (continued)

Liquidity risk management

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

Liquidity tables

The following tables detail the Group's remaining contractual maturity for its financial liabilities which are included in the maturity analysis provided internally to the key management personnel for the purpose of managing liquidity risk. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

		On demand				3 months to 1 year	1 to 5 years	Total	
		or less than one month 按要求 或少於 一個月	1 to 3 months 一至 三個月	Over 5 years 超過 五年	undiscounted cash flows 非折現 現金流量			Total carrying amount 面值	
2012	二零一二年								
Trade and other payables	貿易及其他 應付賬款	4,509,498	862,467	312,169	—	—	5,684,134	5,684,134	
2011	二零一一年								
Trade and other payables	貿易及其他 應付賬款	1,968,369	1,326,681	358,943	6,110,900	—	9,764,893	9,764,893	

(c) Fair value of financial instruments

The fair value of financial assets and financial liabilities are determined as follows:

- (i) The fair values of financial assets and financial liabilities with standard terms and conditions traded in active market are determined with reference to quoted market bid and ask prices respectively.

28. 金融工具(續)

(b) 金融風險管理目標和政策(續)

流動資金風險管理

於管理流動資金風險時，本集團監督及維持現金及等同現金項目處於管理層認為充足之水平以支持本集團之營運及減低現金流量波動之影響。

流動資金附表

下表詳列本集團財務負債之餘下合約到期情況，該等因素已列入向內部主要管理人員提供管理流動資金風險用途之到期情況分析。該等附表反映根據本集團被要求還款之最早日期而釐定之非折現現金流量。

(c) 金融工具之公平值

金融資產及金融負債之公平值按以下方式釐定：

- (i) 具標準條款及條件並在活躍市場買賣之金融資產及金融負債之公平值乃分別參考市場所報之買入價及賣出價而釐定。

28. FINANCIAL INSTRUMENTS (CONTINUED)

(c) Fair value of financial instruments (continued)

- (ii) The fair values of derivative instruments are calculated using quoted prices. Where such prices are not available, a discounted cash flow analysis is performed using the applicable yield curve for the duration of the instruments for non-optional derivatives, and option pricing models for optional derivatives. Foreign currency forward contracts are measured using quoted forward exchange rates and yield curves derived from quoted interest rates matching maturities of the contracts. Interest rate swaps are measured at the present value of future cash flows estimated and discounted based on the applicable yield curves derived from quoted market prices.
- (iii) The fair values of other financial assets and financial liabilities (excluding those described above) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded in the consolidated financial statements approximate their fair values.

Fair value measurement recognised in the consolidated statement of financial position

An analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable is as follows:

- (i) Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- (ii) Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (ie. as prices) or indirectly (ie. derived from prices); and
- (iii) Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

28. 金融工具(續)

(c) 金融工具之公平值(續)

- (ii) 衍生工具之公平價值是按所報價格計算。如未能提供該等價格，則會以(就非期權衍生工具而言)工具有效期適用之浮息曲線及(就期權衍生工具而言)期權定價模式進行貼現現金流量分析。外幣遠期合約是按所報遠期匯率及符合合約到期日之所報利率得出之浮息曲線計量。利率掉期是按估計未來現金流量現值計量，並根據所報市場報價得出之適用浮息曲線貼現。
- (iii) 其他金融資產及金融負債之公平值乃根據一般採納之定價模式、基於貼現現金流量分析而釐定。

本公司董事認為綜合財務報表所記錄之金融資產及金融負債賬面值與其公平值相若。

於綜合財務狀況表確認的公平值計量

於首次確認公平值計量的金融工具分析如下，按公平值可觀察程度分為一至三級：

- (i) 第一級公平值計量乃自可識別資產或負債於活躍市場中所報價格(未調整)得出；
- (ii) 第二級公平值計量乃除第一級計入的報價外，自資產或負債可直接(即價格)或間接(自價格衍生)可觀察輸入據得出；及
- (iii) 第三級公平值計量乃計入並非根據可觀察市場數據(無法觀察輸入數據)的資產或負債入數據的估值方法得出。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
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28. FINANCIAL INSTRUMENTS (CONTINUED)

(c) Fair value of financial instruments (continued)

During the year ended 31 December 2011 and 2012, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3.

At 31 December 2012 and 2011, the Group did not have any assets and liabilities that are measured at the fair value hierarchy.

The directors of the Company consider that the carrying amounts of other financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

28. 金融工具(續)

(c) 金融工具之公平值(續)

截至二零一一年及二零一二年十二月三十一日止年度，第一級與第二級之間並無公平值計量之轉撥，亦無轉撥往或轉撥出第三級。

於二零一二年及二零一一年十二月三十一日，本集團並無任何按上述公平值層級計量的資產及負債。

董事認為，按攤銷成本在綜合財務報表中記錄的其他金融資產及金融負債賬面值與彼等的公平值相若。

29. OPERATING LEASES

The Group as lessee

		2012 二零一二年	2011 二零一一年
Minimum lease payments paid under operating leases during the year:	本年度根據經營租賃繳付之最低付款額：		
Premises	物業	777,665	587,136

At the end of the reporting period, the Group and the Company had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

		2012 二零一二年	2011 二零一一年
Within one year	於一年內	767,520	195,712
In the second to fifth years inclusive	於二至五年內	127,920	—
		895,440	195,712

At 31 December 2012, operating leases relate to office premises with lease term of two years. All operating lease contract contain market review clauses in the event that the Group exercise its option to renew. The Group does not have an option to purchase the leased assets at the expiry of the lease period.

29. 經營租賃安排

本集團為承租人

於年度報表結算日，本集團及本公司承諾及不可取消之經營租賃承擔最低付款額如下：

於二零一二年十二月三十一日，有關辦公室的經營租賃期為兩年。本集團於租賃期滿後對租賃資產並沒有認購權。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
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29. OPERATING LEASES (CONTINUED)

The Group as lessor

Property rental income earned during the year was HK\$1,340,803 (2011: HK\$1,410,874). All of the Group's investment properties are held for rental purposes. The Group leases its investment properties under operating lease arrangements, with leases negotiated for terms ranging from one to two years (2011: 1 to 3 years).

At the end of the reporting period, the Group and the Company had contracted with tenants for the following future minimum lease payments:

29. 經營租賃安排(續)

本集團為出租人

於年內賺取之物業租金收入約為1,340,803港元(二零一一年: 1,410,874港元)。本集團之投資物業皆持有作出租用途。本集團以經營租賃安排出租物業。所持物業之所有租戶承擔租用年期均為一至二年(二零一一年: 一至三年)。

於年度報表結算日, 本集團及本公司與承租人簽定經營租賃合約最低付款額如下:

		Group 本集團		Company 本公司	
		2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年
Within one year	一年內	2,244,667	3,315,283	1,232,528	1,369,328
In the second to fifth years inclusive	兩年至五年內	758,430	2,769,735	385,057	1,558,310
		3,003,097	6,085,018	1,617,585	2,927,638

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2012 (in HK Dollars)
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30. SHARE-BASED PAYMENTS TRANSACTIONS

(a) Employee share-based compensation benefits

Employee share-based compensation benefits represent the fair value of employee services estimated to be received in exchange for the grant of the relevant options over the relevant vesting periods, the total of which is based on the fair value of the options at grant date. The amount for each period is determined by spreading the fair value of the options over the relevant vesting periods and is recognised as employee benefits expense with a corresponding increase in the employee share-based compensation reserve.

(b) Share options

Purpose of the share options scheme

The purpose of the share options scheme is to provide participants of the same with the opportunity to acquire proprietary interests in the Company and to encourage them to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole.

Eligible participants of the share options scheme

(i) any executive, non-executive or independent non-executive director of any member of the Group or an entity in which the Group holds an interest ("Affiliate"); (ii) any employee or officer (whether full time or part time) ("Employee") of the Group or an Affiliate; (iii) any shareholder of any member of the Group or an Affiliate who has, in the opinion of the Board of Directors, contributed or may contribute to the development and growth of the Group; (iv) any customer, supplier, agent, partner, consultant or adviser of or contractor to any member of the Group or an Affiliate; or (v) the trustee of any trust the beneficiary of which or any discretionary trust the discretionary objects of which include any director, employee, customer, supplier, agent, partner, consultant or adviser of or contractor to any member of the Group or an Affiliate; or (vi) a company beneficially owned by any director, employee, consultant, customer, supplier, agent, partner or adviser of or contractor any member of the Group or an Affiliate.

30. 以股份為基礎之交易

(a) 以股份為基礎之僱員薪酬福利

以股份支付的僱員薪酬福利，相當於授出相關購股權後估計可於相關權益授予期內換取得來的僱員服務的公平值，其總數乃以授出當日有關購股權的公平值為計算基準。至於每段期間的數額，則是將有關購股權的公平值在相關的權益授予期內攤分計算，並作為僱員費用入賬，及相應提高以股份支付的僱員薪酬儲備。

(b) 購股權

購股權計劃之目的

本計劃之目的，乃向計劃參與者提供於本公司購買專有權益之機會，鼓勵彼等致力提高本公司及其股份之價值，為本公司及其股東爭取整體利益。

購股權計劃之合資格參與者

(i) 本集團任何成員公司或本集團持有權益之實體(「聯屬公司」)之執行董事、非執行董事或獨立非執行董事；(ii) 本集團或聯屬公司之僱員或行政人員(不論全職或兼職)(「僱員」)；(iii) 董事會認為本集團發展或增長帶來貢獻之本集團任何成員公司或聯屬公司之股東；(iv) 本集團任何成員公司或聯屬公司之客戶、供應商、代理、夥伴、顧問或諮詢人或承辦商；或(v) 信託之信託人或酌情信託之信託對象，包括本集團任何成員公司或聯屬公司之任何董事、僱員、客戶、供應商、代理、夥伴、顧問或諮詢人或承辦商；或(vi) 本集團任何成員公司或聯屬公司之董事、僱員、顧問、客戶、供應商、代理、夥伴或諮詢人或承辦商所實益擁有之公司。

30. SHARE-BASED PAYMENTS TRANSACTIONS (CONTINUED)

(b) Share options (continued)

Total number of securities issuable

The maximum number of shares which may be granted under the share options scheme and any other schemes involving the issue or grant of options or similar rights over shares or other securities by the Company shall not, in aggregate, exceed 10% of shares in issue as at the date of approval of the share options scheme.

Maximum entitlement of each participant

Unless approved by the shareholders, no option may be granted to any eligible participants which if exercised in full would result in the total number of shares issued and to be issued upon exercise of the options already granted or to be granted to such eligible participant under the share options scheme (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such new grant exceeding 1% of the issued share capital of the Company as at the date of such new grant.

Period to take up share options and minimum period to hold before exercise

There is no minimum period within which the shares option must be taken up or for which a share option must be held before it can be exercised.

Amount payable to take up share options and time to accept offer

An offer for the granting of share options under the share options scheme shall be accepted within 28 days from the offer date and by way of payment of a consideration of HK\$1.

Maximum period for exercising an option

An option may be exercised in accordance with the terms of the share options scheme at any time during a period to be determined and notified by the Board of Directors to each participant, which period may commence on the date on which the offer for the grant of options is made but shall end in any event not more than 10 years from the date of grant of the option.

30. 以股份為基礎之交易(續)

(b) 購股權(續)

可發行證券之總數

購股權計劃及其他計劃批授之股份總數(包括本公司發行或批授購股權或股份或其他證券之類似權利),最高合共不得超過購股權計劃批准日期已發行股份之10%。

各參與人之最高配額

除股東批准外,向任何合資格參與者批授購股權後,該等購股權獲悉數行使後之已發行股份總數,以及根據購股權計劃已批授或將會批授之購股權(包括已行使、註銷及未行使購股權)獲行使後將予發行之股份總數,於截至新批授日期(包括當日)止十二個月期間不得超過本公司於新批授日期已發行股本之1%。

認購購股權之期間及行使前最短持有期間

購股權並無必須認購或必須於行使前持有之最短期間之規定。

認購購股權之應付款項及接納建議之時間

根據購股權計劃批授購股權之建議,須自建議日期起計二十八日內以支付代價1港元之方式接納。

行使購股權之最長期間

購股權可根據購股權計劃條款於董事會所釐訂及知會各承授人之期間內隨時行使,該期間可於購股權批授建議日期開始,惟於任何情況下不得遲於購股權批授日期起計十年後結束。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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30. SHARE-BASED PAYMENTS TRANSACTIONS (CONTINUED)

(b) Share options (continued)

Exercise price

The exercise price shall be a price determined by the Board of Directors of the Company and shall not be less than the highest of:

- (i) the closing price of a share as stated in the Stock Exchange's daily quotations sheet on the date of grant of the relevant option, which must be a business day;
- (ii) an amount equivalent to the average closing price of the shares as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of grant of the relevant option; and
- (iii) the nominal value of a share.

Life of the share options scheme

The share options scheme shall be valid and effective for a period of two years commencing on the date of adoption of the share options scheme.

There were no Company's share options held by directors and employees as at 31 December 2012 and 2011.

No options were granted under the share options scheme during the year ended 31 December 2012 and 2011.

30. 以股份為基礎之交易(續)

(b) 購股權(續)

行使價

行使價乃本公司董事會釐訂之價格，惟不得少於下列三者之最高者：

- (i) 於有關購股權批授日，聯交所日報表所報之股份收市價(當日必須為營業日)；
- (ii) 緊接有關購股權批授日前五個營業日，聯交所日報表所報股份平均收市價之同等金額；及
- (iii) 股份面值。

購股權計劃之有效期

購股權計劃於其採納日期起計兩年內有效及生效。

於二零一二年十二月三十一日及二零一一年十二月三十一日，並無任何董事及職員持有購股權。

截至二零一二年十二月三十一日及二零一一年十二月三十一日年度期間，並無根據購股權計劃下批出購股權。

31. RETIREMENT BENEFIT PLANS

The Group operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the plans are held separately from those of the Group in funds under the control of trustees.

The employees of the Group's subsidiary in the PRC are members of a state-managed retirement benefit plan operated by the government of the PRC. The subsidiary is required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit plan is to make the specified contributions.

The total expense recognised in the consolidated income statement of HK\$463,408 (2011: HK\$456,787) represents contributions payable to these plans by the Group at rates specified in the rules of the plans. There was no outstanding contribution as at 31 December 2012 and 2011 respectively.

31. 退休福利計劃

本集團根據強制性公積金計劃條例為其所有香港僱員設立一項強積金計劃。計劃中的資產與本集團資本分開，並受信託公司監管。

本集團於中國大陸之附屬公司遵照中國之適用規則，參與一項國家管理由當地政府經營的退休福利計劃。附屬公司須按工資成本的指定百分比比率向退休福利計劃供款。本集團就退休福利計劃之唯一責任作出指定供款。

所有支出入賬於綜合全面收益表為463,408港元(二零一一年:456,787港元)已代表本集團根據條例計劃中供款之指定比率。本集團於二零一二年十二月三十一日及二零一一年十二月三十一日分別並無欠供款金額。

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綜合財務報表附註(續)

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32. RELATED PARTY TRANSACTIONS

Extension of operating period of Xiamen Plaza

Pursuant to an agreement entered into by Yan Hei and Railway Department on 1 October 1985 for co-operation on the construction and operation of Xiamen Plaza and as supplemented and amended subsequently on 18 December 1987 and 21 January 1992 (the "CJV Agreement"), the operating period for Xiamen Plaza will end on 11 December 2015. On 6 June 2005 and 20 July 2005, the Company announced that, Yan Hei entered into an extension agreement with Railway Department, and Fujian Enterprises (Holdings) Company Limited ("Fujian Enterprises") (as a guarantor) on 9 May 2005 ("Extension Agreement"), in which, amongst others, the operation period of Xiamen Plaza will be extended for an additional 10 years up to 31 December 2025 and a change in the terms of the CJV Agreement in respect of the annual amounts to be distributed by Yan Hei to Railway Department. Pursuant to the terms of the Extension Agreement, Yan Hei has agreed to pay annual distributions to Railway Department during the operating period of Xiamen Plaza up to year 2025 as set out below:

2005 to 2006	: US\$70,000 per year
2007 to 2011	: US\$100,000 per year
2012 to 2025	: US\$200,000 per year

At the end of the reporting period, the Group had commitments for future minimum lease payments under the Extension Agreement which fall due as follows:

		2012 二零一二年	2011 二零一一年
Within one year	一年內	1,550,180	1,553,754
In the second to fifth years inclusive	兩年至五年內	6,200,720	6,215,016
Over five years	超過五年	12,401,440	13,983,786
		20,152,340	21,752,556

32. 關連人士之交易

延長東酒之經營期

根據仁禧與鐵路局於一九八五年十月一日訂立以合作興建及經營該酒店之正式及具法律約束力之協議(其後曾於一九八七年十二月十八日及一九九二年一月二十一日補充及修訂)(「作協議」),東酒之經營期將於二零一五年十二月十一日終止。於二零零五年六月六日及二零零五年七月二十日,本公司宣佈,仁禧與鐵路局及華閩(集團)有限公司(「華閩集團」)(作擔保人)已於二零零五年五月九日訂立延長協議(「延長協議」)。酒店合營企業之經營期將於二零一五年十二月十一日結束。延長協議訂明(其中包括)額外延長酒店合營企業之經營期十年至二零二五年十二月三十一日,並更改有關每年由仁禧分派予鐵路局之數額之合作協議條款。根據延長協議條款,仁禧已同意於東酒經營期間直至二零二五年支付分派予鐵路局,其數額列載如下:

二零零五年至二零零六年	: 每年70,000美元
二零零七年至二零一一年	: 每年100,000美元
二零一二年至二零二五年	: 每年200,000美元

於年度報表結算日,本集團根據延長協議之未來租金最低付款總額如下:

32. RELATED PARTY TRANSACTIONS (CONTINUED)**Extension of operating period of Xiamen Plaza (continued)**

In addition, Fujian Enterprises irrevocably undertakes to Railway Department that it will guarantee performance by Yan Hei of its obligations under the CJV Agreement (as amended and extended).

Railway Department is the joint venture partner of Xiamen Plaza and is beneficially owned by the State Railway Department. To the best knowledge, information and belief of the directors of the Company, having made all reasonable enquiries, Railway Department is considered as an independent third party as despite being a joint venture partner, it has no effective interest in the operations of Xiamen Plaza.

Fujian Enterprises is a trading conglomerate incorporated in Hong Kong with limited liability, and under administration of Fujian Provincial State-owned Asset Administration Commission of the PRC. Both Fujian Enterprises and the Company are ultimately owned by Fujian provincial government of the PRC. There are no common directors among Fujian Enterprises and any member of the Group.

Compensation of key management personnel

The remuneration of directors during the year was as follows:

		2012 二零一二年	2011 二零一一年
Short-term employee benefits	短期員工福利	2,015,000	1,511,666

The remuneration of directors is determined by the remuneration committee having regard to the performance of individuals and market trend.

32. 關連人士之交易 (續)**延長東酒之經營期 (續)**

此外，華閩集團向鐵路局作出不可撤回承諾，承諾其將保證仁禧履行其根據合作協議(經修訂及延長)之責任。

鐵路局為東酒之合營企業伙伴，其利益擁有人為國家鐵道部。據董事於作出一切合理查詢後所知、得悉及相信，儘管鐵路局為合營企業之合作伙伴，惟其於經營東酒中並無實際權益，故視為獨立第三方。

華閩集團乃一家於香港註冊成立之企業集團式貿易有限公司，由中國福建省國有資產管理委員會管理。華閩集團及本公司均由中國福建省政府最終擁有。華閩集團與本集團任何成員公司並無任何共同董事。

主要管理人員之補償

本年度董事薪酬如下：

董事薪酬乃根據薪酬委員會就董事個人表現及市場趨勢而釐定。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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截至二零一二年十二月三十一日年度(以港元列示)

33. PENDING LITIGATION

At 31 December 2012, Xiamen Plaza is a defendant in a pending litigation arising from the balance due and interest payable to Sunshine Group of RMB268,716, equivalent to approximately HK\$334,000. The directors of the Company consider that Xiamen Plaza has a good defence against such claims and no provision has been made in the consolidated financial statements.

Pursuant to the terms of the agreement dated 4 March 2008 (the "Management Contract") entered into by and between Xiamen Plaza, an indirectly wholly owned subsidiary of the Company, and 廈門敦睦酒店管理有限公司 (Xiamen Friendship International Co., Ltd) ("Friendship International"), Friendship International was granted the operation right of the hotel for a term of five years starting from 4 March 2008.

The Management Contract was terminated on 9 October 2012 due to default in payment by Friendship International.

At 31 December 2012, Xiamen Plaza is a plaintiff in a pending litigation arising from the liability from the breach of contract from Friendship International of approximately RMB10,727,000, equivalent to approximately HK\$13,341,000. The directors of the Company consider that Xiamen Plaza has a solid legal ground worked in his favour.

33. 未了結之官司

於二零一二年十二月三十一日，東酒作為被告於未了結之官司上應欠福建陽光集團有限公司結餘及利息為人民幣268,716元(折合約334,000港元)。董事認為東酒對有關之索賠有確鑿的辯護因而並沒有於綜合財務報表上作出撥備。

根據本公司間接全資附屬公司廈門東南亞大酒店有限公司(「東酒」)與廈門敦睦酒店(「敦睦」)於二零零八年三月四日訂立的協議(「管理合同」)之條款，敦睦獲授該酒店的營運權，自二零零八年三月四日起為期五年。

由於敦睦拖欠款項，故管理合同已於二零一二年十月九日終止。

於二零一二年十二月三十一日，東酒根據於二零零八年三月四日與敦睦所簽訂的管理合同起訴敦睦的違約責任，金額約為人民幣10,727,000元(折合約13,341,000港元)。董事認為東酒就上述有關之訴訟有實在之法律依據。

Particulars of Property Interests

物業權益詳情

Particulars of investment property interests held by the Group at 31 December 2012 are as follows: 本集團於二零一二年十二月三十一日所持有之物業權益詳情如下：

Investment properties	Leasehold expiry	Gross floor area (square feet) 總樓面面積 (平方呎)	Year of completion 落成年份	Group's attributable interest 本集團應佔權益
Hong Kong				
香港				
Commercial				
商用物業				
Shop Nos.1, 3 and 4 on Ground Floor together with open yard adjoining thereto and the whole of First and Second Floors, Sun Ming Court, Nos. 84-90 Castle Peak Road, Sham Shui Po, Kowloon.	2047	10,464	1981	50%
九龍深水埗青山道84-90號新明閣地下1、3及4號店舖及相連之天井以及一樓及二樓全層	二零四七年	10,464	一九八一年	50%
Others				
其他				
Motor cycle parking space Nos. 54, 55, 56, 57 and 58 of Yuet Ming Building, No. 52 Yuet Wah Street, Kwun Tong, Kowloon.	2047	—	1975	100%
九龍觀塘月華街52號月明樓第54、55、56、57及58號電單車泊位	二零四七年	—	一九七五年	100%

Particulars of Property Interests (continued)

物業權益詳情(續)

Hotel property	Expiry of joint venture period	Site area (square feet)	Gross floor area (square feet)	Group's attributable interest
酒店物業	合營屆滿日期	地盤面積 (平方呎)	總樓面面積 (平方呎)	本集團
PRC				
中國				
Xiamen Plaza 908 Xiahe Road, Kaiyuan District, Xiamen, Fujian Province, The People's Republic of China.	2025	60,381	225,827	100%
廈門東南亞大酒店 中華人民共和國 福建省 廈門市開元區 廈禾路908號	二零二五年	60,381	225,827	100%



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