

China New Economy Fund Limited
中國新經濟投資有限公司

Stock Code 股份代號 : 80

2012
ANNUAL REPORT
年 報

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Craig Blaser Lindsay (*Chairman*)
Mr. Wang Junyan (*Chief Executive Officer*)
Mr. Gu Xu

Independent Non-Executive Directors

Mr. Siu Kam Chau
Professor Xu Yangsheng
Mr. Doyle Ainsworth Dally

AUDIT COMMITTEE

Mr. Siu Kam Chau (*Chairman*)
Professor Xu Yangsheng
Mr. Doyle Ainsworth Dally

REMUNERATION COMMITTEE

Mr. Siu Kam Chau (*Chairman*)
Professor Xu Yangsheng
Mr. Doyle Ainsworth Dally

NOMINATION COMMITTEE

Mr. Doyle Ainsworth Dally (*Chairman*)
Mr. Siu Kam Chau
Professor Xu Yangsheng

COMPANY SECRETARY

Mr. Wong Sze Wai Winston (*FCCA*)

董事會

執行董事

Craig Blaser Lindsay 先生(*主席*)
王俊彥先生(*行政總裁*)
顧旭先生

獨立非執行董事

蕭錦秋先生
徐揚生教授
Doyle Ainsworth Dally 先生

審核委員會

蕭錦秋先生(*主席*)
徐揚生教授
Doyle Ainsworth Dally 先生

薪酬委員會

蕭錦秋先生(*主席*)
徐揚生教授
Doyle Ainsworth Dally 先生

提名委員會

Doyle Ainsworth Dally 先生(*主席*)
蕭錦秋先生
徐揚生教授

公司秘書

黃詩偉先生(*FCCA*)

INVESTMENT MANAGER

CITIC Securities International
Investment Management (HK) Limited
17/F, Chuang's Tower
30-32 Connaught Road Central
Central
Hong Kong

CUSTODIAN

HSBC Institutional Trust Services (Asia) Limited
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Hong Kong

ADMINISTRATOR

HSBC Trustee (Cayman) Limited
P.O. Box 484, HSBC House
68 West Bay Road
Grand Cayman KY1-1106
Cayman Islands

REGISTERED OFFICE

P.O. Box 309, Ugland House,
South Church Street, George Town,
Grand Cayman KY1-1104
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG AND HEADQUARTERS

17/F, Chuang's Tower
30-32 Connaught Road Central
Central
Hong Kong

COMPLIANCE ADVISER

China Everbright Capital Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

投資管理人

中信証券國際投資管理(香港)有限公司

香港
中環
干諾道中 30-32 號
莊士大廈 17 樓

託管人

滙豐機構信託服務(亞洲)有限公司
香港
皇后大道中 1 號

行政管理人

HSBC Trustee (Cayman) Limited
P.O. Box 484, HSBC House
68 West Bay Road
Grand Cayman KY1-1106
Cayman Islands

註冊辦事處

P.O. Box 309, Ugland House,
South Church Street, George Town,
Grand Cayman KY1-1104
Cayman Islands

本公司於香港主要營業地點及總部

香港
中環
干諾道中 30-32 號
莊士大廈 17 樓

合規顧問

中國光大融資有限公司
香港
夏慤道 16 號
遠東金融中心 17 樓

Corporate Information 公司資料

AUDITORS

Ernst & Young
Certified Public Accountants
22/F CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong

HONG KONG SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited
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LEGAL ADVISERS

as to Cayman Islands Law:

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Grand Cayman KY1-1104
Cayman Islands

as to Hong Kong Law:

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WEBSITE

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香港證券登記處

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香港
灣仔
皇后大道東183號
合和中心
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法律顧問

開曼群島法律：

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香港法律：

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網站

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On behalf of the board of directors (the "Directors" or the "Board") of China New Economy Fund Limited (the "Company"), it is my pleasure to present you the Company's annual report and audited financial statements for the year ended 31 December 2012 (the "Year").

The Company is a closed-ended investment company established on 1 February 2010. By investing globally in both private and public enterprises supported by the new economies of Greater China, the Company is devoted to achieving long-term capital appreciation for professional investors.

FINANCIAL HIGHLIGHTS

The Company reported a net profit attributable to shareholders of HK\$4,808,320 during the Year, which consisted of the net unrealized gain of HK\$27,838,630 arising from the net mark to market gains taken on the investment positions in the portfolio, the net realized loss of HK\$14,916,621 arising from the trading of equities securities listed in Hong Kong and the United States and the net realized gain of HK\$485,350 arising from the trading of two index futures contracts in Hong Kong that were exclusively for hedging purpose during the Year.

The Company reported a net asset value of approximately HK\$0.80 per share as at 31 December 2012. The net asset value of the Company increased during the Year due to unrealized mark to market valuation taken on the investment positions in the portfolio. The Company will continue to monitor investments carefully and expect improvement in its valuation as market conditions recover further.

During the Year, the Company received shareholders' approval to enter into a new investment management agreement with the existing investment manager, CITIC Securities International Investment Management (HK) Limited (the "Investment Manager") (the "Agreement"), on 19 December 2012. Further details of the Agreement are set out in note 26 to the financial statements and the circular of the Company dated 30 November 2012.

本人謹代表中國新經濟投資有限公司(「本公司」)董事(「董事」或「董事會」)，欣然向股東提呈本公司截至2012年12月31日止年度(「本年度」)的年報及經審核財務報表。

本公司為一家於2010年2月1日成立的封閉式投資公司。透過投資全球獲大中華地區新經濟支持之私人及公眾企業，本公司致力於為專業投資者取得長期資本增值。

財務撮要

本公司於本年度呈報股東應佔純利4,808,320港元，其中包括因組合中投資持倉產生按市值計價之收益而產生之未變現收益淨值27,838,630港元、買賣香港及美國上市權益證券而產生之已變現虧損淨值14,916,621港元及於本年度純粹為對沖為目的在香港買賣兩項指數期貨合約產生之已變現收益淨值485,350港元。

於2012年12月31日，本公司錄得資產淨值每股約0.80港元。由於組合中的投資持倉產生未變現按市值計價的估值，所以本公司於本年度的資產淨值有所增加。本公司將繼續審慎監控投資，並預期本公司估值將因市況進一步恢復而有所提升。

於本年度內，本公司獲股東批准與現任投資管理人中信證券國際投資管理(香港)有限公司(「投資管理人」)於2012年12月19日訂立之新投資管理協議(「該協議」)。該協議之其他詳情載於財務報表附註26及本公司2012年11月30日之通函。

BUSINESS REVIEW AND PROSPECT

During the Year, the market performed better than 2011, the Hang Seng Index and Hang Seng China Enterprises Index ("HKCEI") rose by 22.91% and 11.73% respectively year-on-year. With company performance in general remained steady in the first half of 2012, the Company undertook more investments during the second half of the Year. The most significant gain of our investment portfolio comes from HKT Trust and HKT Limited (6823.HK) amounted to approximately HK\$5,792,000, which included both realized and unrealized gains. The Company will continue to deploy a sound risk management strategy with an aim to achieving stable returns on investment for shareholders.

Looking into 2013, we remain optimistic that the Chinese economy will maintain sustainable growth benefiting from improved cost structure of most Chinese enterprises and a combination of steady exports and increasing domestic consumer consumption. With interest rates staying low and raw material costs falling by an average of 20%, we expect 2013 will be a good year for Chinese equities market and more quality investment opportunities will emerge.

Currently, the effective risk free rate in China is standing at approximately 5%, a further cut in the first quarter of 2013 will push up the overall price-earnings ratio of Chinese equity market, together with an anticipated corporate earnings growth at 15-20%, we expect the China A-share market and the HKCEI could surge significantly in 2013. The Company, therefore, aims to allocate more cash into equities, especially the Chinese companies listed in Hong Kong, focusing on new energy, technology, and waste management sectors where we expect they will outperform the rest.

After the smooth transition of leadership in China, we expect that there will be more market favourable policies to be announced which would boost liquidity further. In addition, the reform of state-owned enterprise and capitalization of rural land will continue to play a significant role in creating value for most of the Chinese companies.

On the downside, labour costs could rise further to erode profit margin, inflation might return at the second half of 2013; and property price might hike too rapidly which could solicit further tightening policy. We also remain cautious on the possibility of rising Sino-Japan tension which might add volatility to the market.

The Company will continue to look for good investment opportunities and will not hesitate to make a move when the time is appropriate. With our excellent investment and risk management team, we believe it will be another productive year for both our investors and our team.

業務回顧及前景

於本年度內，市場表現好於2011年，恒生指數及恒生中國企業指數(「恒生國企指數」)與上年同期比較分別上升22.91%及11.73%。由於本公司表現於2012年上半年大致穩定，本公司於本年度下半年作出更多投資。本公司投資組合的大部份收益來自香港電訊信託與香港電訊有限公司(6823.HK)，約達5,792,000港元，包括已變現及未變現收益。本公司將繼續實行良好的風險管理策略，以向股東實現穩定的投資回報。

展望2013年，受惠於大部分中國企業成本架構的改善及穩定的出口及國內客戶消費增長的綜合影響，我們依然樂觀認為，中國經濟將保持持續發展。隨著利率低企及原材料成本平均下跌20%，我們預期2013年將是中國股票市場向好的一年，且會湧現更多投資機會。

目前，中國實際無風險利率維持於約5%，2013年第一季度的進一步下調將提高整個中國股票市場的市盈率，加上預期企業盈利按15-20%增長。我們預計中國A股市場及恒生國企指數於2013年將大幅飆升。因此，本公司擬將更多的現金投放在股票，尤其是香港上市的中國公司，關注新能源、科技及廢品管理板塊，我們預期這些板塊的表現較其他為優勝。

於中國領導層順利換屆後，我們預計政府將宣佈更多有利於市場的政策並進一步促進流動性。此外，國有企業改革及農村土地資本化將在大部分中國企業創造價值中發揮重要作用。

於不利方面，勞動成本增加將進一步侵蝕毛利，於2013年下半年或會出現通脹；而物業價格可能迅速上漲，從而引起進一步緊縮政策。我們亦仍關注中日可能日益緊張的局勢，這將加大市場的波動。

本公司將繼續物色投資良機，並適時毫不猶豫地作投資。憑藉我們優秀的投資及風險管理團隊，我們相信2013年將為投資者和團隊再一次取得曩曩碩果的一年。

Management Discussion and Analysis

管理層討論與分析

Following the successful listing of the Company on the Main Board of The Stock Exchange of Hong Kong Limited on 6 January 2011 (the “Listing Date”), the Company held seventeen investments in listed companies on 31 December 2012, comprising eleven equity securities listed in Hong Kong, three American Depositary Shares (“ADS”) listed in the United States and three debt securities listed in Singapore. The largest one held by the Company is in the information technology sector focusing on Hong Kong and the Mainland China markets.

繼本公司於2011年1月6日(「上市日期」)在香港聯合交易所有限公司主板成功上市後，本公司於2012年12月31日持有十七項上市公司投資，當中包括十一項於香港上市的權益證券、三項於美國上市的美國存託股份(「美國存託股份」)及三項於新加坡上市的債務證券。本公司持有的最大投資為專注於香港及中國大陸市場的資訊科技板塊。

Details of the Company’s financial assets at fair value through profit or loss are as follows:

本公司按公平值透過損益列賬之金融資產之詳情如下：

At 31 December 2012

於2012年12月31日

Listed equity securities – Hong Kong

上市權益證券 – 香港

Name of investee 所投資公司名稱	Place of incorporation 註冊成立地點	Particular of issued shares held 所持已發行股份詳情	Proportion of investee’s capital owned 擁有所投資公司資本比例	Cost 成本	Market value 市值	Unrealized gain/(loss) recognized 已確認未變現收益/(虧損)	Net asset attributable to the Company 本公司應佔資產淨值	Dividend received/receivable during the year 本年度已收/應收股息	% of net assets of the Company 佔本公司資產淨值百分比
(a) EPRO Limited 易寶有限公司	The Cayman Islands 開曼群島	33,000,000 ordinary shares of HK\$0.01 each 33,000,000股 每股面值0.01港元 之普通股	0.63%	24,750	17,160	(7,590) (Note 1) (附註1)	HK\$1.81 million 1,810,000港元 (Note 2) (附註2)	-	7.06
(b) Digital China Holdings Limited 神州數碼控股有限公司	Bermuda 百慕達	1,100,000 ordinary shares of HK\$0.10 each 1,100,000股 每股面值0.10港元 之普通股	0.10%	13,820	14,542	722	HK\$7.69 million 7,690,000港元	159	5.98

Management Discussion and Analysis

管理層討論與分析

Name of investee 所投資公司名稱	Place of incorporation 註冊成立地點	Particular of issued shares held 所持已發行股份詳情	Proportion of investee's capital owned 擁有所投資公司資本比例	Cost 成本	Market value 市值	Unrealized gain/(loss) recognized 已確認未變現收益/(虧損)	Net asset attributable to the Company 本公司應佔資產淨值	Dividend received/receivable during the year 本年度已收/應收股息	% of net assets of the Company 佔本公司資產淨值百分比
				HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	US\$0.50 million 500,000 美元 (Note 2) (附註2)	HK\$'000 千港元	
(c) Lenovo Group Limited 聯想集團有限公司	Hong Kong 香港	2,000,000 ordinary shares of HK\$0.025 each 2,000,000 股 每股面值 0.025 港元 之普通股	0.02%	12,193	14,020	1,827 (Note 1) (附註1)	US\$0.50 million 500,000 美元 (Note 2) (附註2)	290	5.77
(d) PCCW Limited 電訊盈科有限公司	Hong Kong 香港	4,024,000 ordinary shares of HK\$0.25 each 4,024,000 股 每股面值 0.25 港元 之普通股	0.06%	12,484	13,682	1,198	HK\$4.97 million 4,970,000 港元	78	5.63
(e) Kunlun Energy Company Limited 昆侖能源有限公司	Bermuda 百慕達	800,000 ordinary shares of HK\$0.01 each 800,000 股 每股面值 0.01 港元 之普通股	0.01%	11,377	12,928	1,551	HK\$4.00 million 4,000,000 港元	-	5.32
(f) HKT Trust and HKT Limited 香港電訊信託與香港電訊有限公司	Hong Kong 香港	1,595,000 ordinary shares of HK\$0.0005 each 1,595,000 股 每股面值 0.0005 港元之 普通股	0.02%	9,500	12,026	2,503	HK\$7.69 million 7,690,000 港元	542	4.95

Management Discussion and Analysis 管理層討論與分析

Name of investee 所投資公司名稱	Place of incorporation 註冊成立地點	Particular of issued shares held 所持已發行股份詳情	Proportion of investee's capital owned 擁有所投資公司資本比例	Cost 成本	Market value 市值	Unrealized gain/(loss) recognized 已確認未變現收益/(虧損) (Note 1) (附註1)	Net asset attributable to the Company 本公司應佔資產淨值 (Note 2) (附註2)	Dividend received/receivable during the year 本年度已收/應收股息	% of net assets of the Company 佔本公司資產淨值百分比
(g) China Longyuan Power Group Corporation Limited 中國龍源電力集團股份有限公司	The People's Republic of China (the "PRC") 中華人民共和國 (「中國」)	2,000,000 H shares of RMB1.00 each 2,000,000股每股面值人民幣1.00元之H股	0.02%	10,502	10,700	198	RMB6.48 million 人民幣6,480,000元	-	4.40
(h) China Mobile Limited 中國移動有限公司	Hong Kong 香港	113,000 ordinary shares of HK\$0.1 each 113,000股每股面值0.1港元之普通股	0.0006%	9,530	10,198	668	RMB4.07 million 人民幣4,070,000元	-	4.19
(i) Dongjiang Environment Company Limited 東江環保股份有限公司	The PRC 中國	310,300 H shares of RMB1.00 each 310,300股每股面值人民幣1.00元之H股	0.26%	7,990	9,899	2,276	RMB5.44 million 人民幣5,440,000元	191	4.07
(j) Beijing Enterprises Holdings Limited 北京控股有限公司	Hong Kong 香港	120,000 ordinary shares of HK\$0.1 each 120,000股每股面值0.1港元之普通股	0.01%	5,510	6,054	544	HK\$4.06 million 4,060,000港元	84	2.49
(k) Tencent Holdings Limited 騰訊控股有限公司	The Cayman Islands 開曼群島	5,000 ordinary shares of HK\$0.0001 each 5,000股每股面值0.0001港元之普通股	0.0003%	1,341	1,241	(100)	HK\$0.11 million 110,000港元	-	0.51

Management Discussion and Analysis

管理層討論與分析

ADS – The United States

美國存託股份 – 美國

Name of investee 所投資公司名稱	Place of incorporation 註冊成立地點	Particular of ADS held 所持美國存託股份詳情	Proportion of investee's capital owned 擁有所投資公司資本比例	Cost 成本	Market value 市值	Unrealized gain/(loss) recognized 已確認未變現收益/(虧損)	Net asset attributable to the Company 本公司應佔資產淨值	Dividend received/receivable during the year 本年度已收/應收股息	% of net assets of the Company 佔本公司資產淨值百分比
(l) NetEase, Inc. 網易公司	The Cayman Islands 開曼群島	18,000	0.014%	8,279	5,935	(2,344)	US\$0.35 million 350,000美元	-	2.44
(m) Renren Inc. 人人公司	The Cayman Islands 開曼群島	200,000	0.052%	21,756	5,302	24,065	US\$0.58 million 580,000美元	-	2.18
(n) Focus Media Holding Limited 分眾傳媒控股有限公司	The Cayman Islands 開曼群島	25,400	0.002%	3,857	5,054	1,197	US\$0.27 million 270,000美元	23	2.08

Management Discussion and Analysis

管理層討論與分析

Listed debt securities – Singapore

上市債務證券 – 新加坡

Name of issuer 發行人名稱	Place of incorporation 註冊成立地點	Quantity 數量	Cost 成本	Market value 市值	Unrealized gain/(loss) recognized 已確認未變現收益/(虧損) (Note 1) (附註1)	Yield per annum (%) 年回報率 (%)	Maturity date 到期日	% of net assets of the Company 佔本公司資產淨值百分比	Interest received/accrued during the year 本年度已收/應計利息
			HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元				HK\$'000 千港元
(o) Chaowei Power Holdings Limited 超威動力控股有限公司	The Cayman Islands 開曼群島	10,000,000	12,248	12,816	568	7.25	24 September 2017 2017年9月24日	5.27	243
(p) China WindPower Group Limited 中國風電集團有限公司	Bermuda 百慕達	9,800,000	10,396	10,855	459	6.375	4 April 2014 2014年4月4日	4.46	491
(q) Hero Asia Investment Limited (A wholly-owned subsidiary of China Longyuan Power Group Corporation Limited) 雄亞投資有限公司 (為中國龍源電力集團股份有限公司的全資擁有附屬公司)	The PRC 中國	5,000,000	6,094	6,191	97	4.5	21 December 2013 2013年12月21日	2.54	169

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At 31 December 2011

於2011年12月31日

Listed equity securities – Hong Kong

上市權益證券 – 香港

Name of investee 所投資公司名稱	Place of incorporation 註冊成立地點	Particular of issued shares held 所持已發行股份詳情	Proportion of investee's capital owned 擁有所投資公司資本比例	Cost 成本	Market value 市值	Unrealized gain/(loss) recognized 已確認未變現收益/(虧損)	Net asset attributable to the Company 本公司應佔資產淨值	Dividend received/receivable during the year 本年度已收/應收股息	% of net assets of the Company 佔本公司資產淨值百分比
				HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	(Note 2) (附註2)	HK\$'000 千港元	
Dongjiang Environment Company Limited 東江環保股份有限公司	The PRC 中國	306,900 H shares of RMB1.00 each 306,900股每股面值人民幣1.00元之H股	0.24%	7,886	7,519	(367)	RMB2.27 million 人民幣2,270,000元	-	3.15
HKT Trust and HKT Limited 香港電訊信託與香港電訊有限公司	Hong Kong 香港	1,200,000 ordinary shares of HK\$0.0005 each 1,200,000股每股面值0.0005港元之普通股	0.019%	5,436	5,460	24	HK\$5.84 million 5,840,000港元	-	2.29

ADS – The United States

美國存託股份 – 美國

Name of investee 所投資公司名稱	Place of incorporation 註冊成立地點	Particular of ADS held 所持美國存託股份詳情	Proportion of investee's capital owned 擁有所投資公司資本比例	Cost 成本	Market value 市值	Unrealized gain/(loss) recognized 已確認未變現收益/(虧損)	Net asset attributable to the Company 本公司應佔資產淨值	Dividend received/receivable during the year 本年度已收/應收股息	% of net assets of the Company 佔本公司資產淨值百分比
				HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	(Note 2) (附註2)	HK\$'000 千港元	
Renren Inc. 人人公司	The Cayman Islands 開曼群島	500,000	0.13%	54,390	13,871	(40,519)	US\$1.57 million 1,570,000美元	-	5.82

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Notes:

- (1) The unrealized gain/(loss) represented the changes in fair value of the respective investments during the year ended 31 December 2012.
- (2) The calculation of net assets attributable to the Company is based on the latest published quarterly/interim results or annual report of the respective investments at the end of each reporting period.
- (3) The unrealized gain/(loss) represented the changes in fair value of the respective investments during the year ended 31 December 2011.

A brief description of the business and financial information of the investments is as follows:

- (a) EPRO Limited (“EPRO”) is principally engaged in provision of professional information technology contract services and maintenance services; and re-selling of hardware and software. No dividend was received by the Company during the year ended 31 December 2012. The unaudited profit attributable to shareholders of EPRO for the six months period ended 31 December 2012 was approximately HK\$42 million and the unaudited net assets attributable to shareholders of EPRO as at 31 December 2012 was approximately HK\$288 million. The fair value of the investment in EPRO is based on quoted market bid prices.
- (b) Digital China Holdings Limited (“Digital China”) is principally engaged in the sale and distribution of general information technology products and system products, provision of supply chain services and information technology services. A dividend income of approximately HK\$159,000 was recognized in the statement of comprehensive income of the Company. The unaudited profit attributable to shareholders of Digital China for the nine months period ended 31 December 2012 was approximately HK\$1,171 million and the unaudited net assets attributable to shareholders of Digital China as at 31 December 2012 was approximately HK\$7,641 million. The fair value of the investment in Digital China is based on quoted market bid prices.
- (c) Lenovo Group Limited (“Lenovo”) is principally engaged in the provision of advanced information technology products and services. A dividend income of approximately HK\$290,000 was recognized in the statement of comprehensive income of the Company. The unaudited profit attributable to shareholders of Lenovo for the nine months period ended 31 December 2012 was approximately US\$508 million and the unaudited net assets attributable to shareholders of Lenovo as at 31 December 2012 was approximately US\$2,581 million. The fair value of the investment in Lenovo is based on quoted market bid prices.

附註：

- (1) 未變現收益／(虧損)指截至2012年12月31日止年度各項投資之公平值變動。
- (2) 本公司所佔之資產淨值乃根據各項投資於期末所刊發之最近期季度／中期業績或年報計算。
- (3) 未變現收益／(虧損)指截至2011年12月31日止年度各項投資之公平值變動。

投資項目之業務及財務資料的簡明概要如下：

- (a) 易寶有限公司(「易寶」)主要從事提供專業資訊科技合約服務及維修保養服務；及硬件及軟件轉售。截至2012年12月31日止年度本公司並無收到股息。易寶截至2012年12月31日止六個月期間之股東應佔未經審核溢利約為42,000,000港元及易寶於2012年12月31日之股東應佔未經審核資產淨值約為288,000,000港元。易寶投資之公平值乃基於市場報價。
- (b) 神州數碼控股有限公司(「神州數碼」)主要從事銷售及分銷通用資訊科技產品及系統產品，提供供應鏈服務及資訊技術服務。於本公司的全面收益表中確認了約159,000港元的股息收入。神州數碼截至2012年12月31日止九個月期間之股東應佔未經審核溢利約為1,171,000,000港元及神州數碼於2012年12月31日之股東應佔未經審核資產淨值約為7,641,000,000港元。神州數碼投資之公平值乃基於市場報價。
- (c) 聯想集團有限公司(「聯想」)主要從事提供先進資訊科技產品及服務。於本公司的全面收益表中確認了約290,000港元的股息收入。聯想截至2012年12月31日止九個月期間之股東應佔未經審核溢利約為508,000,000美元及聯想於2012年12月31日之股東應佔未經審核資產淨值約為2,581,000,000美元。聯想投資之公平值乃基於市場報價。

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- (d) PCCW Limited (“PCCW”) is principally engaged in the provision of local, mobile and international telecommunications services, internet access services, interactive multimedia and pay-TV services. A dividend income of approximately HK\$78,000 was recognized in the statement of comprehensive income of the Company. The audited profit attributable to shareholders of PCCW for the year ended 31 December 2012 was approximately HK\$1,663 million and the audited net assets attributable to shareholders of PCCW as at 31 December 2012 was approximately HK\$8,979 million. The fair value of the investment in PCCW is based on quoted market bid prices.
- (d) 電訊盈科有限公司(「電訊盈科」)主要從事提供本地、流動通訊及國際電訊服務、互聯網接入服務、互動多媒體及付費電視服務。於本公司的全面收益表中確認了約78,000港元的股息收入。電訊盈科截至2012年12月31日止年度之股東應佔經審核溢利約為1,663,000,000港元及電訊盈科於2012年12月31日之股東應佔經審核資產淨值約為8,979,000,000港元。電訊盈科投資之公平值乃基於市場報價。
- (e) Kunlun Energy Limited (“Kunlun Energy”) is principally engaged in the exploration and production of crude oil and natural gas in the PRC, the Republic of Kazakhstan, the Sultanate of Oman, Peru, the Kingdom of Thailand, the Azerbaijan Republic and the Republic of Indonesia, and the sales of natural gas, LNG processing and terminal and transmission of natural gas in the PRC. No dividend was received by the Company during the year ended 31 December 2012. The unaudited profit attributable to shareholders of Kunlun Energy for the six months period ended 30 June 2012 was approximately HK\$3,500 million and the unaudited net assets attributable to shareholders of Kunlun Energy as at 30 June 2012 was approximately HK\$40,269 million. The fair value of the investment in Kunlun Energy is based on quoted market bid prices.
- (e) 昆侖能源有限公司(「昆侖能源」)主要在中國、哈薩克斯坦共和國、阿曼蘇丹國、秘魯、泰國、阿塞拜疆共和國及印度尼西亞從事勘探及生產原油及天然氣，以及於中國銷售天然氣、液化天然氣加工及儲運以及輸送天然氣。截至2012年12月31日止年度本公司並無收到股息。昆侖能源截至2012年6月30日止六個月期間之股東應佔未經審核溢利約為3,500,000,000港元及昆侖能源於2012年6月30日之股東應佔未經審核資產淨值約為40,269,000,000港元。昆侖能源投資之公平值乃基於市場報價。
- (f) HKT Trust and HKT Limited (“HKT”) is principally engaged in the provision of integrated telecommunications service. A dividend income of approximately HK\$542,000 was recognized in the statement of comprehensive income of the Company. The audited profit attributable to shareholders of HKT for the year ended 31 December 2012 was approximately HK\$1,610 million and the audited net assets attributable to shareholders of HKT as at 31 December 2012 was approximately HK\$30,934 million. The fair value of the investment in HKT is based on quoted market bid prices.
- (f) 香港電訊信託與香港電訊有限公司(「香港電訊」)主要提供綜合電訊服務。於本公司的全面收益表中確認了約542,000港元的股息收入。香港電訊截至2012年12月31日止年度之股東應佔經審核溢利約為1,610,000,000港元及香港電訊於2012年12月31日之股東應佔經審核資產淨值約為30,934,000,000港元。香港電訊投資之公平值乃基於市場報價。
- (g) China Longyuan Power Group Corporation Limited (“China Longyuan”) is principally engaged in wind and coal power generation and sale, coal trading and other related business in the PRC. No dividend was received by the Company during the year ended 31 December 2012. The unaudited profit attributable to shareholders of China Longyuan for the six months period ended 30 June 2012 was approximately RMB1,460 million and the unaudited net assets attributable to shareholders of China Longyuan as at 30 June 2012 was approximately RMB26,020 million. The fair value of the investment in China Longyuan is based on quoted market bid prices.
- (g) 中國龍源電力集團股份有限公司(「中國龍源」)主要於中國從事風力和煤炭發電及銷售、煤炭貿易和其他相關業務。截至2012年12月31日止年度本公司並無收到股息。中國龍源截至2012年6月30日止六個月期間之股東應佔未經審核溢利約為人民幣1,460,000,000元及中國龍源於2012年6月30日之股東應佔未經審核資產淨值約為人民幣26,020,000,000元。中國龍源投資之公平值乃基於市場報價。

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- (h) China Mobile Limited (“China Mobile”) is principally engaged in the provision of mobile telecommunication and related services. No dividend was received by the Company during the year ended 31 December 2012. The audited profit attributable to shareholders of China Mobile for the year ended 31 December 2012 was approximately RMB129,274 million and the audited net assets attributable to shareholders of China Mobile as at 31 December 2012 was approximately RMB723,447 million. The fair value of the investment in China Mobile is based on quoted market bid prices.
- (i) Dongjiang Environment Company Limited (“Dongjiang Environment”) is principally engaged in environmental protection industry. A dividend income of approximately HK\$191,000 was recognized in the statement of comprehensive income of the Company. The unaudited profit attributable to shareholders of Dongjiang Environment for the nine months period ended 30 September 2012 was approximately RMB204 million and the unaudited net assets attributable to shareholders of Dongjiang Environment as at 30 September 2012 was approximately RMB2,077 million. The fair value of the investment in Dongjiang Environment is based on quoted market bid prices.
- (j) Beijing Enterprises Holdings Limited (“Beijing Enterprises”) is a conglomerate and its principal businesses included (i) the distribution and sale of piped natural gas and the provision of related services in the PRC; (ii) the production, distribution and sale of beer in the PRC; (iii) the construction of sewage and water treatment plants and other infrastructural facilities and the provision of related services in the PRC; and (iv) investment in transportation infrastructure in the PRC. A dividend income of approximately HK\$84,000 was recognized in the statement of comprehensive income of the Company. The unaudited profit attributable to shareholders of Beijing Enterprises for the six months ended 30 June 2012 was approximately HK\$1,819 million and the unaudited net assets attributable to shareholders of Beijing Enterprise as at 30 June 2012 was approximately HK\$38,452 million. The fair value of the investment in Beijing Enterprises is based on quoted market bid prices.
- (h) 中國移動有限公司(「中國移動」)主要從事提供移動通訊及相關服務。截至2012年12月31日止年度本公司並無收到股息。中國移動截至2012年12月31日止年度之股東應佔經審核溢利約為人民幣129,274,000,000元及中國移動於2012年12月31日之股東應佔經審核資產淨值約為人民幣723,447,000,000元。中國移動投資之公平值乃基於市場報價。
- (i) 東江環保股份有限公司(「東江環保」)主要從事環保產業。於本公司的全面收益表中確認了約191,000港元的股息收入。東江環保截至2012年9月30日止九個月期間之股東應佔未經審核溢利約為人民幣204,000,000元及東江環保於2012年9月30日之股東應佔未經審核資產淨值約為人民幣2,077,000,000元。東江環保投資之公平值乃基於市場報價。
- (j) 北京控股有限公司(「北京控股」)為一間綜合企業，其主要業務包括(i)於中國分銷及銷售管道天然氣及提供相關服務；(ii)於中國生產、分銷及銷售啤酒；(iii)於中國建造污水處理廠及其他基礎設施以及提供相關服務；及(iv)於中國投資交通基礎設施。於本公司的全面收益表中確認了約84,000港元的股息收入。北京控股截至2012年6月30日止六個月之股東應佔未經審核溢利約為1,819,000,000港元及北京控股於2012年6月30日之股東應佔未經審核資產淨值約為38,452,000,000港元。北京控股投資之公平值乃基於市場報價。

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- (k) Tencent Holdings Limited (“Tencent”) is principally engaged in the provision of internet value-added services, mobile and telecommunication value-added services and online advertising services to users in the PRC. No dividend income was received by the Company during the year ended 31 December 2012. The audited profit attributable to shareholders of Tencent for the year ended 31 December 2012 was approximately RMB12,732 million and the audited net assets attributable to shareholders of Tencent as at 31 December 2012 was approximately RMB41,298 million. The fair value of the investment in Tencent is based on quoted market bid prices.
- (l) NetEase, Inc. is principally engaged in the provision of internet and online game services in the PRC. No dividend was received by the Company during the year ended 31 December 2012. The unaudited profit attributable to shareholders of NetEase, Inc. for the year ended 31 December 2012 was approximately US\$584 million and the unaudited net assets attributable to shareholders of NetEase, Inc. as at 31 December 2012 was approximately US\$2,504 million. The fair value of the investment in NetEase, Inc. is based on quoted market bid prices.
- (m) Renren Inc. is principally engaged in the provision of social networking internet platform in the PRC. No dividend was received by the Company during the year ended 31 December 2012. The unaudited loss attributable to shareholders of Renren Inc. for the year ended 31 December 2012 was approximately US\$75 million and the unaudited net assets attributable to shareholders Renren Inc. as at 31 December 2012 was approximately US\$1,107 million. The fair value of the investment in Renren Inc. is based on quoted market bid prices.
- (n) Focus Media Holding Limited (“Focus Media”) operates the PRC’s largest lifestyle targeted interactive digital media networks. Focus Media offers one of the most comprehensive targeted interactive digital media platforms aimed at Chinese consumers at various urban locations. A dividend income of approximately HK\$23,000 was recognized in the statement of comprehensive income of the Company. The unaudited profit attributable to shareholders of Focus Media for the nine months period ended 30 September 2012 was approximately US\$161 million and the unaudited net assets attributable to shareholders of Focus Media as at 30 September 2012 was approximately US\$1,371 million. The fair value of the investment in Focus Media is based on quoted market bid prices.
- (o) Chaowei Power Holdings Limited (“Chaowei Power”) issued the USD settled convertible bonds amounted to RMB633,000,000 and is listed on the Singapore Exchange Securities Trading Limited (“SGX”) on 25 September 2012 (“Chaowei Power Bond”).
- (k) 騰訊控股有限公司(「騰訊」)主要從事於中國向用戶提供互聯網增值服務、移動及電訊增值服務及在線廣告服務。截至2012年12月31日止年度本公司並無收到股息。騰訊截至2012年12月31日止年度之股東應佔經審核溢利約為人民幣12,732,000,000元及騰訊於2012年12月31日之股東應佔經審核資產淨值約為人民幣41,298,000,000元。騰訊投資之公平值乃基於市場報價。
- (l) 網易公司主要於中國從事提供網絡及在線遊戲服務。截至2012年12月31日止年度本公司並無收到股息。網易公司截至2012年12月31日止年度之股東應佔未經審核溢利約為584,000,000美元及網易公司於2012年12月31日之股東應佔未經審核資產淨值約為2,504,000,000美元。網易公司投資之公平值乃基於市場報價。
- (m) 人人公司主要於中國從事提供社交網絡平臺。截至2012年12月31日止年度本公司並無收到股息。人人公司截至2012年12月31日止年度之股東應佔未經審核虧損約為75,000,000美元及人人公司於2012年12月31日之股東應佔未經審核資產淨值約為1,107,000,000美元。人人公司投資之公平值乃基於市場報價。
- (n) 分眾傳媒控股有限公司(「分眾傳媒」)經營中國最大的特定互動數字化媒體網絡生活圈。分眾傳媒向中國多個發達地區的消費者提供最全面的特定互動數字化媒體平臺。於本公司的全面收益表中確認了約23,000港元的股息收入。分眾傳媒截至2012年9月30日止九個月期間之股東應佔未經審核溢利約為161,000,000美元及分眾傳媒於2012年9月30日之股東應佔未經審核資產淨值約為1,371,000,000美元。分眾傳媒投資之公平值乃基於市場報價。
- (o) 超威動力控股有限公司(「超威動力」)已發行以美元結算之可換股債券達人民幣633,000,000元，並已於2012年9月25日在新加坡證券交易所有限公司(「新交所」)上市(「超威動力債券」)。

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Chaowei Power is principally engaged in manufacturing and sales of motive batteries and electrode plates. Chaowei Power Bond has a fixed rate interest of 7.25% per annum and the interests are payable semi-annually in arrear on 24 March and 24 September each year. The unaudited profit attributable to shareholders of Chaowei Power for the six months period ended 30 June 2012 was approximately RMB322 million and the unaudited net assets attributable to shareholders of Chaowei Power as at 30 June 2012 was approximately RMB1,933 million. The fair value of the investment in Chaowei Power is based on quoted bid prices.

- (p) China WindPower Group Limited (“China WindPower”) issued the CNY denominated guarantee bonds amounted to CNY750,000,000 and is listed on the SGX on 5 April 2011 (“China WindPower Bond”).

China WindPower is principally engaged in engineering, procurement and construction of power plants, manufacture of equipment, operation and maintenance of power plants and investment in power plants. China WindPower Bond has a fixed rate interest of 6.375% per annum and the interests are payable semi-annually in arrear on 4 April and 4 October each year. The audited profit attributable to shareholders of China WindPower for the six months period ended 30 June 2012 was approximately HK\$25 million and the unaudited net assets attributable to shareholders of China WindPower as at 30 June 2012 was approximately HK\$4,413 million. The fair value of the investment in China WindPower Bond is based on quoted bid prices.

- (q) Hero Asia Investment Limited is a wholly-owned subsidiary of China Longyuan, which has issued the CNY denominated bonds amounted to CNY690,000,000 and is listed on the SGX on 21 December 2011 (“China Longyuan Bond”).

China Longyuan is principally engaged in wind and coal power generation and sale, coal trading and other related business in the PRC. China Longyuan Bond has an interest rate of 4.50% per annum and the interests are payable semi-annually in arrear on 21 June and 21 December each year. The unaudited profit attributable to shareholders of China Longyuan for the six months period ended 30 June 2012 was approximately RMB1,460 million and the unaudited net assets attributable to shareholders of China Longyuan as at 30 June 2012 was approximately RMB26,020 million. The fair value of the investment in China Longyuan Bond is based on quoted bid prices.

超威動力主要從事製造及銷售動力電池及電極板。超威動力債券之固定年利率為7.25%，且利息須於每年3月24日及9月24日每半年於期末支付。超威動力截至2012年6月30日止六個月期間之股東應佔未經審核溢利約為人民幣322,000,000元及超威動力於2012年6月30日之股東應佔未經審核資產淨值約為人民幣1,933,000,000元。超威動力投資之公平值乃基於所報買入價。

- (p) 中國風電集團有限公司(「中國風電」)已發行以人民幣計值之擔保債券達人民幣750,000,000元，並已於2011年4月5日在新交所上市(「中國風電債券」)。

中國風電主要從事電廠的設計、採購及施工、設備製造、電廠運行及維護及電廠投資。中國風電債券之固定年利率為6.375%，且利息須於每年4月4日及10月4日每半年於期末支付。中國風電截至2012年6月30日止六個月期間之股東應佔經審核溢利約為25,000,000港元及中國風電於2012年6月30日之股東應佔未經審核資產淨值約為4,413,000,000港元。中國風電債券投資之公平值乃基於所報買入價。

- (q) 雄亞投資有限公司為中國龍源的全資擁有附屬公司，其已發行以人民幣計值之債券達人民幣690,000,000元，並已於2011年12月21日在新交所上市(「中國龍源債券」)。

中國龍源主要於中國從事風力和煤炭發電及銷售、煤炭貿易和其他相關業務。中國龍源債券之固定年利率為4.50%，且利息須於每年6月21日及12月21日每半年於期末支付。中國龍源截至2012年6月30日止六個月期間之股東應佔未經審核溢利約為人民幣1,460,000,000元及中國龍源於2012年6月30日之股東應佔未經審核資產淨值約為人民幣26,020,000,000元。中國龍源債券投資之公平值乃基於所報買入價。

Management Discussion and Analysis

管理層討論與分析

The Company reported a net profit attributable to shareholders of HK\$4,808,320 during the Year, which consisted of the net unrealized gain of HK\$27,838,630 arising from the net mark to market gains taken on the investment positions in the portfolio as listed out above, the net realized loss of HK\$14,916,621 arising from the trading of equities securities listed in Hong Kong and the United States amounted to a net realized gain of HK\$8,194,047 and the net realized loss of HK\$23,110,668, respectively, and the net realized gain of HK\$485,350 arising from the trading of two index futures contracts in Hong Kong that were exclusively for hedging purpose during the Year.

本公司於本年度呈報股東應佔純利4,808,320港元，其中包括因上述所列組合中投資持倉產生按市值計價之淨收益而產生之未變現收益淨值27,838,630港元、買賣香港及美國上市權益證券而產生之已變現虧損淨值14,916,621港元（分別由買賣香港上市權益證券而產生的已變現收益淨值8,194,047港元及由買賣美國上市權益證券而產生的已變現虧損淨值23,110,668港元組成）及於本年度純粹為對沖為目的在香港買賣的兩項指數期貨合約產生之已變現收益淨值485,350港元。

The top three investments with realized gain and loss for the year ended 31 December 2012 are summarized as below:

於截至2012年12月31日止年度錄得已變現收益及虧損之三大投資概述如下：

Top three realized gain for the year ended 31 December 2012

截至2012年12月31日止年度三大已變現收益

Name of investment 投資名稱		Realized gain 已變現收益 HK\$'000 千港元
HKT Trust and HKT Limited	香港電訊信託與香港電訊有限公司	3,289
China Telecom Corporation Limited	中國電訊股份有限公司	2,537
China Unicom (Hong Kong) Limited	中國聯通(香港)有限公司	2,096

Top three realized loss for the year ended 31 December 2012

截至2012年12月31日止年度三大已變現虧損

Name of investment 投資名稱		Realized loss 已變現虧損 HK\$'000 千港元
Renren Inc.	人人公司	23,944
Lenovo Group Limited	聯想集團有限公司	912
Baidu Inc.	百度公司	341

LIQUIDITY, FINANCIAL RESOURCES AND GEARING

The Company has obtained stock borrowing facilities during the year ended 31 December 2011. As at 31 December 2012, the Company did not have any stock borrowings (31 December 2011: Nil).

The Company has maintained a sufficient cash position which will allow it to capture opportunities with good upside when the opportunities present themselves in both listed and private equities.

As at 31 December 2012, the gearing ratio, defined as total borrowings divided by shareholders' equities, was nil (31 December 2011: Nil). The Company did not have any borrowing as at 31 December 2012 (31 December 2011: Nil).

FINAL DIVIDEND

The Directors do not recommend the payment of final dividend for the Year (2011: Nil).

CHARGES ON COMPANY'S ASSET AND CONTINGENT LIABILITIES

There were no other charges on the Company's assets or significant contingent liabilities as at 31 December 2012 (31 December 2011: Nil).

CAPITAL STRUCTURE

On the Listing Date, the Company completed a share placement and a total of 303,000,000 ordinary shares of HK\$0.1 each were placed at a price of HK\$1.03 per share for a total cash consideration, before the related issue expenses, of HK\$312,090,000. Since the Listing Date, there has been no change in the capital structure of the Company. The capital of the Company comprises only ordinary shares.

CAPITAL EXPENDITURE AND COMMITMENT

During the Year, the Company made no capital expenditures or any other commitments (2011: Nil).

MATERIAL ACQUISITION AND DISPOSAL

During the Year, the Company did not acquire any subsidiaries or associated companies (2011: Nil).

流動資金、財務資源及資本負債比率

本公司於截至2011年12月31日止年度已獲得借股融資。於2012年12月31日，本公司並無持有任何借股(2011年12月31日：無)。

本公司維持充裕現金狀況，從而使本公司在上市及私募股權方面出現機遇時把握上漲趨勢之良機。

於2012年12月31日，借貸比率(定義為總借款除以股東權益)為零(2011年12月31日：無)。於2012年12月31日，本公司並無任何借貸(2011年12月31日：無)。

末期股息

董事不建議就本年度派付任何末期股息(2011年：無)。

本公司的資產抵押及或然負債

於2012年12月31日，本公司資產並無抵押，亦無重大或然負債(2011年12月31日：無)。

股本架構

於上市日期，本公司完成股份配售及合共303,000,000股每股面值0.1港元之普通股以每股1.03港元的價格獲配售，總現金代價(扣除相關發行開支前)為312,090,000港元。自上市日期起，本公司股本架構概無變動。本公司股本僅由普通股組成。

資本開支及承擔

於本年度，本公司並無資本開支，亦無任何其他承擔(2011年：無)。

重大收購及出售

於本年度，本公司並無收購任何附屬公司或聯營公司(2011年：無)。

Management Discussion and Analysis

管理層討論與分析

USE OF PROCEEDS

The Company has seventeen investments as at 31 December 2012, which comprised of equities securities and debt securities listed in Hong Kong, Singapore or the United States. The largest one held by the Company is in the information technology sector focusing on Hong Kong and the Mainland China markets.

The rest of the net proceeds gained will be applied by the Investment Manager in making investments according to the investment objective, policies and restrictions of the Company and the requirements of the Articles of Association of the Company, the Listing Rules and the investment management agreement. Any proceeds not deployed are placed in bank deposits or invested in money market instruments or money market funds.

EMPLOYEES

As at 31 December 2012, the Company had no employees (31 December 2011: Nil) but had three Executive Directors (31 December 2011: Three) and three Independent Non-executive Directors (31 December 2011: Three).

FOREIGN CURRENCY FLUCTUATION

The Board believes that foreign exchange risks are minimal as the Company mainly uses the Hong Kong or United States dollar to carry out its business transactions.

APPRECIATION

The Board would like to take this opportunity to express our gratitude to our management team of the Company and the Investment Manager for their dedication and contribution this past Year. We would also like to extend our sincere thanks and appreciation to our shareholders and business partners for their continuous support and confidence in the Company.

On behalf of the Board
China New Economy Fund Limited

Craig Blaser Lindsay
Chairman and Executive Director

Hong Kong, 21 March 2013

所得款項用途

本公司於2012年12月31日持有十七項投資，其中包括於香港、新加坡或美國上市之權益證券及債務證券。最大一項為專注於香港及中國大陸市場的資訊科技板塊。

剩餘款項淨值將由投資管理人用於根據本公司投資目標、政策及限制和本公司之組織章程細則、上市規則及投資管理協議的規定作出投資。任何未動用的所得款項存作銀行存款或投資於貨幣市場工具或貨幣市場基金。

僱員

於2012年12月31日，本公司並無僱員(2011年12月31日：零)，僅有三名執行董事(2011年12月31日：三名)及三名獨立非執行董事(2011年12月31日：三名)。

外幣波動

董事會認為，由於本公司主要使用港元或美元進行業務交易，故外匯風險極微。

鳴謝

董事會謹藉此機會，就本公司管理團隊及投資管理人於過去一年所付出之努力及重大貢獻致謝。我們亦謹此就本公司股東及業務夥伴對本公司之鼎力支持及信心表示衷心感謝。

代表董事會
中國新經濟投資有限公司

主席及執行董事
Craig Blaser Lindsay

香港，2013年3月21日

EXECUTIVE DIRECTORS

Mr. Craig Blaser Lindsay, aged 58, Chairman of the Company. Mr. Lindsay is responsible for the management and formulation of the Company's overall investment objective and policies. Mr. Lindsay was appointed as Chairman on 28 July 2010 and has been Director of the Company since 1 February 2010.

Mr. Lindsay graduated from the Bloomfield College in USA with a Bachelor of Arts degree in Accounting in 1976. He pursued further studies at the Rutgers University Graduate School of Business in USA and received his Master of Business Administration in Finance in 1979. Mr. Lindsay has 32 years' experience in the investment banking, proprietary trading and fund management industries. His expertise lies in areas of risk management, product accounting, financial reporting, regulatory and compliance and operations. From July 1980 to May 1996, Mr. Lindsay worked for Goldman, Sachs and Co. in areas of proprietary accounting and risk analysis, risk management, product accounting and risk analysis, government control and mortgage backed control, business analysis, risk management, product accounting and equities accounting. From June 1996 to December 2003, Mr. Lindsay served as an executive vice president and chief financial officer at Tokai Asia Limited (now known as UFJ Investments Asia Limited). From 2004 to 2006, Mr. Lindsay worked at Sattva Investment Advisors Limited as principal and chief financial officer.

Currently, Mr. Lindsay is the director of China Alpha II Fund Limited, CSI Event Fund Ltd (formerly known as China Alpha Focus Fund Ltd.), CITIC Securities Alpha Leaders Fund Limited and China Shenghai Investment Management Limited ("CSHIM"). He is also the director and chief operating officer of CITIC Securities International Fund Management Limited ("CSIFM") and the director of the Investment Manager. Mr. Lindsay is also appointed as director of The American Club Hong Kong on 1 January 2011, CSI RMB Fund Limited on 18 April 2011, Next Horizon Company Limited on 22 July 2011 and Hong Kong Securities and Investment Institute on 7 December 2011. Commencing on 1 April 2013, he will also be a member of the HKTDC Financial Services Advisory Committee and Steering Committee of the Asian Financial Forum 2014. Mr. Lindsay is a licensed person for types 1, 4 and 9 regulated activities under the Securities and Futures Ordinance ("SFO") and a responsible officer of each of the Investment Manager and CSHIM.

執行董事

Craig Blaser Lindsay 先生，58歲，為本公司之主席。Lindsay先生負責本公司整體投資目標及策略的管理及制定。Lindsay先生於2010年7月28日獲委任為主席及自2010年2月1日起擔任本公司董事。

Lindsay先生於1976年畢業於美國布洛姆菲爾德學院，持有會計學文學士學位。彼於美國Rutgers University Graduate School of Business繼續深造，並於1979年取得工商管理(主修金融)碩士學位。Lindsay先生於投資銀行、自營買賣及基金管理行業擁有32年經驗，善於風險管理、產品會計、財務申報、監管、合規及營運。Lindsay先生自1980年7月至1996年5月任職於高盛公司，負責財產會計及風險分析、風險管理、產品會計及風險分析、政府監控及抵押擔保控制、業務分析、風險管理、產品會計及權益會計。自1996年6月至2003年12月，Lindsay先生擔任Tokai Asia Limited (現稱UFJ Investments Asia Limited) 執行副總裁及財務總監。自2004年至2006年，Lindsay先生任職於Sattva Investment Advisors Limited，擔任主要負責人及財務總監。

目前，Lindsay先生為China Alpha II Fund Limited、CSI Event Fund Ltd. (前稱為China Alpha Focus Fund Ltd.)、CITIC Securities Alpha Leaders Fund Limited和中國盛海投資管理有限公司(「CSHIM」)之董事。彼亦為CITIC Securities International Fund Management Limited (「CSIFM」)之董事兼營運總監以及投資管理人董事。Lindsay先生亦分別於2011年1月1日、2011年4月18日、2011年7月22日及2011年12月7日獲委任為The American Club Hong Kong、CSI RMB Fund Limited、Next Horizon Company Limited及香港證券及投資學會之董事。自2013年4月1日起，彼亦將為香港貿易發展局金融服務業務諮詢委員會以及2014年亞洲金融論壇策劃委員會成員。Lindsay先生為證券及期貨條例(「證券及期貨條例」)項下第1類、第4類及第9類受規管活動之持牌人，及為投資管理人及CSHIM的負責人。

Profiles of Directors

董事履歷

Mr. Wang Junyan, aged 42, Chief Executive Officer of the Company. Mr. Wang is responsible for the management and formulation of the Company's overall investment objective and policies. Mr. Wang was appointed as Chief Executive Officer on 28 July 2010 and has been Director of the Company since 1 February 2010.

Mr. Wang completed a bachelor's degree majoring in International Trade from Zhongshan University (中山大學) in 1992 and a master's degree in Finance from The University of Hong Kong in 2003. Mr. Wang has been involved in investment banking, capital markets, direct investments and fund management in China and Hong Kong since the early 1990s. He has accumulated over 17 years of securities investment and asset management experience in the region.

From August 1993 to October 1997, Mr. Wang served in various departments in J & A Securities Limited. Before his departure, Mr. Wang was the assistant general manager and was involved in the establishment of its brokerage, sales and corporate finance operations in Hong Kong.

In October 1997, Mr. Wang was appointed as managing director of First Shanghai Securities Limited (Formerly known as First Shanghai Capital Limited) and in February 2000, he was further appointed as managing director of First Shanghai Financial Holding Limited, a wholly-owned financial services arm of First Shanghai Investments Limited (227.HK). From January 2007 to June 2007, Mr. Wang was appointed as the chief investment officer of First Shanghai Fund Management Limited.

From 1998 to December 2006, Mr. Wang was appointed as an executive director and a member of the investment committee of China Assets (Holdings) Limited (170.HK) ("**China Assets**"), an investment company incorporated in Hong Kong and listed on the Stock Exchange. For the period from October 2002 to January 2007, Mr. Wang was a director of China Assets Investment Management Limited ("CAIM"). The investment committee of China Assets was responsible for identifying the private equity investments, overseeing the trading portfolio and evaluating the portfolio performance.

王俊彥先生，42歲，為本公司之行政總裁。王先生負責管理及制定本公司整體投資目標及政策。王先生於2010年7月28日獲委任為本公司行政總裁及自2010年2月1日起擔任本公司董事。

王先生於1992年完成中山大學國際貿易學士學位，及於2003年獲得香港大學金融碩士學位。王先生自1990年代初期投身中國和香港的投資銀行、資本市場、直接投資及基金管理行業。彼在該領域累積逾17年證券投資及資產管理經驗。

自1993年8月起至1997年10月，王先生於君安證券有限公司多個部門任職，彼於離職前為助理總經理，參與該公司於香港建立其經紀、銷售及企業融資業務。

王先生於1997年10月獲委任為第一上海證券有限公司(前稱為第一上海融資有限公司)之董事總經理，並於2000年2月進一步獲委任為第一上海金融集團有限公司之董事總經理，該公司為第一上海投資有限公司(227.HK)的全資擁有金融服務部門，自2007年1月至2007年6月，王先生獲委任為 First Shanghai Fund Management Limited 之投資總監。

自1998年起至2006年12月，王先生獲委任為於香港註冊成立及於聯交所上市的投資公司中國資本(控股)有限公司(170.HK，「中國資本」)的執行董事及投資委員會成員。自2002年10月起至2007年1月期間，王先生為中國資本投資管理有限公司(「中國資本投資管理」)董事。中國資本投資委員會負責物色私募股權投資、監察交易組合及評估組合表現。

Profiles of Directors 董事履歷

Currently, Mr. Wang is the director of China Alpha II Fund Limited, CITIC Securities Alpha Leaders Fund Limited, China Alpha Fund Management Limited, CSIFM and the Investment Manager. On 1 November 2010, he was appointed as Adjunct Professor in the Department of Finance of the Chinese University of Hong Kong. He was also an independent non-executive director of Yanzhou Coal Mining Company Limited (1171.HK), which he resigned on 20 May 2011. Mr. Wang is an independent non-executive director of China Aerospace International Holdings Limited (31.HK) and LIVZON Pharmaceutical Group Co. Ltd. (000513.SZ). On 28 June 2011, Mr. Wang was appointed as an independent non-executive director of Wumart Stores, Inc., of which the issued shares were listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange until the transfer of listing from GEM to the Main Board of the Stock Exchange (1025.HK) on 30 June 2011. Mr. Wang was the director of CSHIM and CSI Event Fund Ltd. (formerly known as China Alpha Focus Fund Ltd.) until his resignation on 15 March 2013 and 18 March 2013 respectively. Mr. Wang was also appointed as a director of Dragon Origin Limited on 12 April 2011 and CSI RMB Fund Ltd on 18 April 2011. Mr. Wang is a licensed person for types 4 and 9 regulated activities under the SFO and a responsible officer of the Investment Manager.

Mr. Gu Xu, aged 48, Executive Director of the Company. Mr. Gu completed a bachelor’s degree majoring in Economics from Shanghai University of Finance and Economics (上海財經大學) in 1986. He further received a master’s degree majoring in Economics from the same university in 1989 and a master’s degree majoring in Business Administration awarded jointly by Fudan University (復旦大學) and The University of Hong Kong in 2003. Mr. Gu has accumulated 17 years’ experience in asset management, investment and financial management in both financial conglomerate and private company. From October 2006 to May 2008, Mr. Gu was the president and partner of 上海格雷特投資管理有限公司(Create Capital Co., Ltd.) and he was responsible for the management and investment decision making of a fund in the PRC. Since July 2009, Mr. Gu has been acting as the director of 河南農開投資基金管理有限責任公司(Henan Agriculture Development Investment Fund Management Limited) and is responsible for the management and supervision of a fund named 河南農業開發產業投資基金(Henan Agriculture Development Investment Fund). Since August 2010, Mr. Gu has been serving as the general manager of 上海宏華文化創業投資有限責任公司(Shanghai Honghua Cultural Venture Investment Company Limited) (the “**Honghua Fund**”), a fund company targeting investment in culture industry in China. He is also the general manager and director of the investment manager of the Honghua Fund. Since July 2011, Mr. Gu has been the executive partner of 上海藍點貫喜醫療投資中心(有限合伙)(Shanghai Landian Guanxi Medical Investment Centre (Limited

目前，王先生為China Alpha II Fund Limited、CITIC Securities Alpha Leaders Fund Limited、China Alpha Fund Management Limited、CSIFM及投資管理人之董事。王先生於2010年11月1日獲委任為香港中文大學財務學系客座教授。彼亦為兗州煤業股份有限公司(1171.HK)獨立非執行董事(於2011年5月20日辭任)。王先生為中國航天國際控股有限公司(31.HK)以及麗珠醫藥集團股份有限公司(000513.SZ)之獨立非執行董事。於2011年6月28日，王先生獲委任為北京物美商業集團股份有限公司之獨立非執行董事，該公司已發行股份於聯交所創業板(「創業板」)上市，直至於2011年6月30日由創業板轉移到聯交所主板(1025.HK)上市。王先生為CSHIM及CSI Event Fund Ltd.(前稱為China Alpha Focus Fund Ltd.)之董事，直至彼分別於2013年3月15日及2013年3月18日辭任為止。王先生亦於2011年4月12日及2011年4月18日獲委任為Dragon Origin Limited及CSI RMB Fund Ltd之董事。王先生為證券及期貨條例項下第4類及第9類受規管活動之持牌人，及為投資管理人的負責人員。

顧旭先生，48歲，為本公司之執行董事。顧先生於1986年完成上海財經大學經濟學士學位，並於1989年獲得該所大學的經濟碩士學位，及於2003年獲復旦大學及香港大學聯合頒授工商管理碩士學位。顧先生於金融集團及私人企業的資產管理、投資及財務管理方面累積有17年經驗。2006年10月至2008年5月期間，顧先生出任上海格雷特投資管理有限公司的總裁及合夥人，負責對一間中國基金作出管理及投資決定。自2009年7月以來，顧先生一直擔任河南農開投資基金管理有限責任公司董事，負責一間基金(名為河南農業開發產業投資基金)的管理及監督。2010年8月以來，顧先生一直擔任上海宏華文化創業投資有限責任公司(「**宏華基金**」)總經理，該公司為一家旨在於中國投資文化產業的基金公司。顧先生亦為宏華基金投資管理人的總經理兼董事。自2011年7月以來，顧先生一直為上海藍點貫喜醫療投資中心(有限合伙)的執業合夥

Profiles of Directors

董事履歷

Partnership)). Since December 2011, Mr. Gu has been the director of 百佳婦嬰健康產業控股集團有限公司 (Baijia Maternal and Infant Health Industry Holding Group Co., Ltd.). Mr. Gu is also the chairman of the board of 上海東晟投資管理有限公司 (Shanghai Dongsheng Investment Management Co., Ltd.). Mr. Gu was appointed as Executive Director of the Company on 25 November 2010.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Siu Kam Chau, aged 48, Independent Non-executive Director of the Company. Mr. Siu obtained a bachelor degree in accountancy from the City University of Hong Kong in 1992. He is a fellow of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. He is also a certified public accountant (practising) in Hong Kong. Mr. Siu has over 23 years of working experience in auditing, accounting, company secretarial and corporate finance functions. He is currently an executive director of China Gogreen Assets Investment Limited (397.HK) and an independent non-executive director of Wang On Group Limited (1222.HK), which shares are listed on the Main Board of the Stock Exchange. Mr. Siu was appointed as an Independent Non-executive Director of the Company on 26 July 2010.

Professor Xu Yangsheng, aged 54, Independent Non-executive Director of the Company. He is a fellow of the Hong Kong Academy of Engineering Sciences (香港工程科學院院士), Academician of International Eurasian Academy of Sciences and an academician of Chinese Academy of Engineering (中國工程院院士). Professor Xu received his PhD degree from University of Pennsylvania, USA in 1989, and worked at Carnegie Mellon University in USA from 1989 to 1999. In 1997, he joined The Chinese University of Hong Kong (“**CUHK**”) where he is currently a professor of Automation and Computer-Aided Engineering, and Pro-Vice-Chancellor starting from 1 March 2011. Professor Xu’s research includes space robotics, intelligent control and systems, and human interface. Professor Xu has been appointed as an independent non-executive director of Sun East Technology (Holdings) Limited (365.HK), a company which shares are listed on the Main Board of the Stock Exchange, since May 2005. Professor Xu was appointed as an Independent Non-executive Director of the Company on 26 July 2010.

人。自2011年12月以來，顧先生一直為百佳婦嬰健康產業控股集團有限公司的董事。顧先生亦為上海東晟投資管理有限公司董事會主席。顧先生於2010年11月25日獲委任為本公司執行董事。

獨立非執行董事

蕭錦秋先生，48歲，為本公司獨立非執行董事。蕭先生於1992年獲得香港城市大學會計學學士學位。彼為特許公認會計師公會及香港會計師公會資深會員。彼亦為香港會計師公會執業會計師。蕭先生於審核、會計、公司秘書及公司企業融資方面擁有逾23年工作經驗。彼目前為中國保綠資產投資有限公司(397.HK)執行董事及宏安集團有限公司(1222.HK)獨立非執行董事，該等公司的股份在聯交所主板上市。蕭先生於2010年7月26日獲委任為本公司獨立非執行董事。

徐揚生教授，54歲，為本公司之獨立非執行董事。彼為香港工程科學院院士、國際歐亞科學院院士及中國工程院院士。徐教授於1989年獲得美國賓夕凡尼亞大學博士學位，及自1989年至1999年任職於美國卡內基梅隆大學。於1997年，彼加入香港中文大學(「**中文大學**」)，現為該大學自動化與計算機輔助工程講座教授，且彼自2011年3月1日起為副校長。徐教授的研究範圍包括空間機器人、智能控制與系統，以及人機界面。自2005年5月起，徐教授獲委任為日東科技(控股)有限公司(365.HK)的獨立非執行董事，該公司之股份於聯交所主板上市。徐教授於2010年7月26日獲委任為本公司獨立非執行董事。

Profiles of Directors 董事履歷

Mr. Doyle Ainsworth Dally, aged 66, Independent Non-executive Director of the Company. Mr. Dally was appointed as an Independent Non-executive Director of the Company on 26 July 2010. Mr. Dally obtained a Bachelor of Science Degree from Atlantic Union College in Massachusetts, USA in 1981 and a Master in Business Administration from Nova Southeastern University in Florida, USA in 1992. He also obtained the Trust and Estate Practitioner designation from the Society of Trust and Estates Practitioners since October 1993. Mr. Dally has been an independent non-executive director of CITIC Securities Alpha Leaders Fund Limited since 4 March 2008.

Mr. Dally was the former managing director of Wachovia Bank And Trust Company (Cayman) Limited from 3 February 2005, a subsidiary of Wachovia Corporation, all of which were acquired by Wells Fargo And Company in October 2008. As a result of such acquisition and subsequent consolidation between entities within Wachovia Corporation and those within Wells Fargo and Company, Mr. Dally served as a managing director of Wells Fargo Bank And Trust Co (Cayman) Limited, a subsidiary of Wells Fargo And Company, until 12 November 2010.

Mr. Dally served in the trust division of Bank of Butterfield International (Cayman) Ltd for 14 years. Before his retirement in 2004, he acted as the senior manager and head of the trust and corporate services division. Prior to that, he was manager of the trust administration division of Butterfield Bank in Bermuda for 9 years.

Doyle Ainsworth Dally 先生，66歲，為本公司之獨立非執行董事。Dally先生於2010年7月26日獲委任為本公司獨立非執行董事。Dally先生於1981年獲美國馬薩諸塞州Atlantic Union College理學學士學位及於1992年獲美國佛羅里達州Nova Southeastern University工商管理碩士學位。自1993年10月以來，彼亦獲得信託及遺產從業員協會的信託及遺產從業員頭銜。Dally先生自2008年3月4日起一直為CITIC Securities Alpha Leaders Fund Limited的獨立非執行董事。

Dally先生自2005年2月3日起擔任美聯銀行(Wachovia Corporation)的附屬公司Wachovia Bank And Trust Company (Cayman) Limited的前任董事總經理，上述公司均於2008年10月由富國銀行集團(Wells Fargo And Company)收購。於上述收購及其後美聯銀行的實體與富國銀行集團的實體合併後，Dally先生擔任富國銀行集團的附屬公司Wells Fargo Bank And Trust Co (Cayman) Limited的董事總經理，任期直至2010年11月12日為止。

Dally先生曾任職於Bank of Butterfield International (Cayman) Ltd信託部14年。於其在2004年退休之前，彼擔任高級經理及信託和企業服務部主管。在此之前，彼在百慕達Butterfield Bank信託管理部擔任經理9年。

Report of the Directors

董事會報告

The Directors have pleasure in presenting their report and audited financial statements of the Company for the year ended 31 December 2012 (the “Year”).

PRINCIPAL ACTIVITY

The Company is an exempted limited liability company, incorporated in the Cayman Islands on 1 February 2010 for the purpose of acting as a closed-ended investment company.

The Company is principally engaged in investing globally in both private and publicly listed enterprises that have demonstrated the ability to manufacture a product or deliver a service that is supported by the economies of the mainland China, Hong Kong, Macau and Taiwan.

The shares of the Company are listed on the Main Board of the Stock Exchange with effect from 6 January 2011 (the “Listing Date”). The Company had not commenced any operation or business before the Listing Date.

FINANCIAL RESULTS

The results of the Company for the Year are set out in the financial statements on pages 51 to 95.

DIVIDENDS

The board of Directors (the “Board”) does not recommend the payment of any dividends for the Year (31 December 2011: Nil).

FINANCIAL SUMMARY

A summary of the results and assets and liabilities of the Company for the Year is set out on page 96.

RESERVES

Details of the movements in reserves during the Year are set out in the statement of changes in equity to the financial statements.

SHARE CAPITAL

Details of the movements in share capital during the Year are set out in note 19 to the financial statements.

董事欣然提呈彼等之報告連同本公司截至2012年12月31日止年度(「本年度」)的經審核財務報表。

主要業務

本公司於2010年2月1日在開曼群島註冊成立為一間獲豁免有限責任公司，旨在建立封閉式投資公司。

本公司主要從事投資全球具能力生產及提供獲中國內地、香港、澳門及台灣經濟支持之產品或服務之私人及公眾上市企業。

本公司股份於2011年1月6日(「上市日期」)於聯交所主板上市。上市日期前，本公司並無開始任何經營或業務。

財務業績

本公司於本年度之業績，載於第51至95頁的財務報表內。

股息

董事會(「董事會」)不建議就本年度派付任何股息(2011年12月31日：無)。

財務概要

本公司於本年度的業績及資產與負債概要載於第96頁。

儲備

於本年度之儲備變動詳情載於財務報表的權益變動表。

股本

股本於本年度之變動詳情載於財務報表附註19。

PURCHASE, REDEMPTION OR SALE OF THE SHARES OF THE COMPANY

The Company did not purchase, redeem or sell any of the Company's shares during the Year.

DIRECTORS

The Directors who held office during the Year and up to the date of this report are:

Executive Directors

Mr. Craig Blaser Lindsay (*Chairman*)
Mr. Wang Junyan (*Chief Executive Officer*)
Mr. Gu Xu

Independent Non-executive Directors

Mr. Siu Kam Chau
Professor Xu Yangsheng
Mr. Doyle Ainsworth Dally

In order to comply with the requirements of the code provision A.4.2 of the Corporate Governance Code (the "CG Code") in Appendix 14 to the Listing Rules, Mr. Gu Xu and Professor Xu Yangsheng will retire by rotation at the forthcoming annual general meeting of the Company. The retiring Directors are eligible to offer themselves for re-election.

The biographical details of the Directors as at the date of this report are set out in the section headed "Profiles of Directors" on pages 21 to 25 of this annual report.

EMOLUMENTS OF DIRECTORS

Details of the fee or emoluments of Directors during the Year are set out in note 8 to the financial statements.

購買、贖回或出售本公司股份

於本年度，本公司並無購買、贖回或出售本公司任何股份。

董事

於本年度及直至本報告日期，在任董事如下：

執行董事

Craig Blaser Lindsay 先生(主席)
王俊彥先生(行政總裁)
顧旭先生

獨立非執行董事

蕭錦秋先生
徐揚生教授
Doyle Ainsworth Dally 先生

為遵從上市規則附錄 14 所載之企業管治守則(「企業管治守則」)之守則條文第 A.4.2 條的規定，顧旭先生及徐揚生教授將於本公司應屆股東週年大會上輪席退任。退任董事合資格並願意膺選連任。

於本報告日期之董事的履歷詳情載於本年報第 21 至 25 頁「董事履歷」一節。

董事酬金

本年度之董事袍金或酬金詳情載於財務報表附註 8。

Report of the Directors

董事會報告

DIRECTORS' SERVICES CONTRACTS

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

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Other than the "Investment Management Agreement" mentioned below, no contracts of significance, to which the Company was a party and in which any director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the Year or at any time during the Year.

DIRECTORS' RIGHT TO ACQUIRE SHARES AND DEBENTURES

At no time during the Year was the Company a party to any arrangements to enable the Directors of the Company or their respective spouse or children under 18 years of age to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2012, none of the Directors or chief executives of the Company had any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code").

董事之服務合約

概無於本公司應屆股東週年大會上被提名重選之董事與本公司訂立本公司不可於一年內終止而毋須賠償(法定賠償(如有)除外)之服務合約。

董事之重大合約權益

除下文所述之「投資管理協議」外，於年底或年內任何時間，本公司概無訂立本公司任何董事於其中直接或間接擁有重大權益之重大合約。

董事購買股份及債券之權利

於本年度內任何時間，本公司概無訂立任何安排，致使本公司之董事或其各自之配偶或十八歲以下之子女可藉購入本公司或任何其他公司實體之股份或債券而獲益。

董事及主要行政人員於股份、相關股份及債券之權益及淡倉

於2012年12月31日，本公司董事或主要行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中持有須登記於本公司根據證券及期貨條例第352條存置登記冊內之權益或淡倉，或須根據上市規則附錄10所載上市發行人董事進行證券交易的標準守則(「標準守則」)另行知會本公司及聯交所之權益或淡倉。

SUBSTANTIAL SHAREHOLDERS'/OTHER PERSON'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

Shareholders' Interests in Shares

As at 31 December 2012, the following person (other than the Directors or chief executives of the Company) had interests or short positions in the shares or underlying shares of the Company (the "Shares") which were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

Name of Substantial Shareholders 主要股東名稱	Number of Direct Interests 直接權益數目	Number of Indirect Interests 間接權益數目	% of Issued Share Capital 佔已發行股本百分比
Mr. Tam Siu Ki 譚紹祺先生	30,600,000	-	10.10

Save as disclosed above, as at 31 December 2012, the Company has not been notified by any other persons who had interests or short positions in the shares or underlying shares of the Company which are required to be recorded in the register required to be kept by the Company under Section 336 of the SFO.

CONTINUING CONNECTED TRANSACTIONS

During the Year, the Company had the following continuing connected transactions, details of which were disclosed in compliance with the requirements of Chapter 14A of the Listing Rules.

EXEMPT CONTINUING CONNECTED TRANSACTION

Custodian Agreement

Pursuant to the Custodian Agreement dated 10 December 2010, the Company appointed HSBC Institutional Trust Services (Asia) Limited (the "Custodian") as its custodian. The Custodian has agreed to provide the Company with, among others, custodian services in respect of all assets of the Company. The Custodian Agreement was effective on 10 December 2010 and will continue to be in force until terminated by either the Company or the Custodian by giving the other party not less than three months advance notice in writing.

主要股東／其他人士於股份及相關股份之權益及淡倉

股東於股份之權益

於2012年12月31日，以下人士(本公司董事或主要行政人員除外)於本公司之股份或相關股份(「股份」)中持有須登記於本公司根據證券及期貨條例第336條存置之登記冊內之權益或淡倉：

除上文所披露外，於2012年12月31日，本公司並未獲知會有任何其他人士於本公司股份或相關股份中擁有登記於本公司根據證券及期貨條例第336條規定須存置之登記冊之權益或淡倉。

持續關連交易

於本年度，本公司有下列持續關連交易，其詳情已根據上市規則第14A章之規定予以披露。

豁免持續關連交易

託管協議

根據日期為2010年12月10日的託管協議，本公司委任滙豐機構信託服務(亞洲)有限公司(「託管人」)為託管人。託管人同意就本公司所有資產向本公司提供(其中包括)資產託管服務。託管協議於2010年12月10日生效，並將一直生效，直至本公司或託管人向另一方事先發出不少於三個月之通知書予以終止。

Report of the Directors 董事會報告

Pursuant to the Custodian Agreement, the Company will pay the Custodian a monthly fee of the higher of (a) up to 0.04% per annum of the Company's net asset value, or (b) HK\$7,500 per month for the six month period from the Listing Date, or HK\$15,000 for each month thereafter.

During the Year, the custodian fee of HK\$180,000 was paid by the Company.

The Custodian is regarded as a connected person of the Company under Rule 21.13 of the Listing Rules. The Directors anticipate that the fees payable to the Custodian under the Custodian Agreement will not exceed HK\$1 million and the applicable percentage ratio calculated for the purpose of Chapter 14A of the Listing Rules will be, on an annual basis, less than 5%. Accordingly, the Custodian Agreement constitutes a de minimis continuing connected transaction and is exempt from, reporting, annual review, announcement and independent shareholders approval requirements under Rule 14A.33(3) of the Listing Rules. Accordingly, the custody service provided by the Custodian to the Company under the Custodian Agreement constitutes an exempt continuing connected transaction of the Company.

NON-EXEMPT CONTINUING CONNECTED TRANSACTION

Investment Management Agreement

Pursuant to the Investment Management Agreement dated 10 December 2010, the Company appointed the Investment Manager as its investment manager to provide the Company with investment management services for an initial term from the Listing Date to 31 December 2012 unless terminated by either party upon not less than 180 days' written notice or earlier for cause. The Investment Manager is entitled to receive from the Company a management fee accruing monthly at the annual rate of 2% of the net asset value of the Company on each valuation date and payable monthly in arrears. In addition, a performance fee will also be payable by the Company to the Investment Manager. The performance fee is payable semi-annually in arrears and is calculated at the rate of 20% of any net appreciation (after deduction of the management fees for the relevant period, but prior to deduction of the performance fee) in the net asset value per share on the immediately preceding valuation date, above the previous highest net asset value per share on any preceding valuation date in respect of which a performance fee was last paid multiplied by the number of shares in issue at the time of calculating the performance fee.

During the Year, the management fee of HK\$4,917,512 was paid by the Company. No performance fee was paid by the Company during the Year.

根據託管協議，本公司將向託管人支付月費，以下列兩者的較高者為準：(a) 按年最多為本公司資產淨值的0.04%；或(b) 上市日期後六個月期間每月7,500港元或此後每月15,000港元。

本公司於本年度支付託管費180,000港元。

根據上市規則第21.13條，託管人被視為本公司的關連人士。董事預期，根據託管協議應付託管人之費用將不超過1,000,000港元及就上市規則第14A章而言所計算之適用百分比率按年度基準將低於5%。因此，託管協議構成最低限額持續關連交易，並豁免遵守上市規則第14A.33(3)條有關申報、年度審閱、公告及獨立股東批准之規定。因此，託管人根據託管協議向本公司提供的託管服務構成本公司的豁免持續關連交易。

非豁免持續關連交易

投資管理協議

根據日期為2010年12月10日的投資管理協議，本公司已委任投資管理人作為其投資管理人，為本公司提供投資管理服務，初步年期為自上市日期起至2012年12月31日止，除非任何一方發出不少於180天書面通知或因故提前予以終止。投資管理人有權向本公司收取管理費，該費用按各估值日本公司資產淨值的2%的年比率按月累計，並須於每月月底支付。此外，本公司亦須向投資管理人支付表現費。表現費須每半年於期末支付，按緊接的前一估值日每股資產淨值超過上一次支付表現費的任何前一估值日的前最高每股資產淨值的任何增值淨值(經扣除相關期間管理費但未扣除表現費)的20%乘以計算表現費時的已發行股份數目而計算。

本公司於本年度支付管理費4,917,512港元。本公司於本年度並未支付表現費。

The Investment Manager is regarded as a connected person of the Company under Rule 21.13 of the Listing Rules. Accordingly, the service provided by the Investment Manager to the Company under the Investment Management Agreement constituted a continuing connected transaction of the Company.

The Investment Manager is a wholly owned subsidiary of CSIFM. Shares in CSIFM are held by China Alpha Fund Management Ltd as to 45% and CSIAMF (CL) Limited as to 55%. CSIAMF (CL) Limited is wholly owned by CITIC Securities International Asset Management Limited, while China Alpha Fund Management Ltd is wholly owned by Mr. Wang Junyan, the chief executive officer and Director of the Company. Mr. Wang Junyan and Mr. Craig Blaser Lindsay are Directors of both the Company and the Investment Manager.

On 19 December 2012, the Company has entered into the Agreement with the Investment Manager. Details of the Agreement are set out in note 26 to the financial statements and the circular of the Company dated 30 November 2012.

DIRECTORS' OPINION ON CONTINUING CONNECTED TRANSACTIONS

In the opinion of the Directors, including the independent non-executive Directors of the Company, the terms of and the transactions contemplated under the Investment Management Agreement and the Custodian Agreement have been entered into after arm's length negotiation, on normal commercial terms, and in the ordinary course of business of the Company, and are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

The Company's auditor was engaged to report on the Company's non-exempt continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified letter containing the findings and conclusions in respect of the non-exempt continuing connected transactions disclosed above by the Company in accordance with Rule 14A.38 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

根據上市規則第21.13條，投資管理人被視為本公司的關連人士。因此，投資管理人根據投資管理協議向本公司提供的服務構成本公司的持續關連交易。

投資管理人為CSIFM的全資擁有附屬公司。CSIFM的股份由China Alpha Fund Management Ltd擁有45%，並由CSIAMF (CL) Limited擁有55%。CSIAMF (CL) Limited為CITIC Securities International Asset Management Limited全資擁有，而China Alpha Fund Management Ltd由本公司行政總裁兼董事王俊彥先生全資擁有。王俊彥先生及Craig Blaser Lindsay先生身兼本公司及投資管理人董事。

於2012年12月19日，本公司與投資管理人訂立該協議。該協議之詳情載於財務報表附注26及本公司2012年11月30日之通函。

董事對持續關連交易之意見

董事(包括本公司獨立非執行董事)認為，投資管理協議及託管協議項下擬進行的交易乃按一般商業條款於本公司一般及日常業務中經公平磋商後而訂立，屬公平合理並符合本公司及股東的整體利益。

本公司核數師已獲聘根據香港會計師公會頒佈之香港核證工作聘用準則第3000號「審核或審閱歷史財務資料以外之核證工作」及參照實務說明第740號「關於香港上市規則所述持續關連交易之核數師函件」報告本公司之非豁免持續關連交易。核數師已根據上市規則第14A.38條發出無保留意見函件，當中載有對上文本公司所披露之非豁免持續關連交易之發現及結論。本公司已將核數師函件副本送呈聯交所。

Report of the Directors 董事會報告

POTENTIAL CONFLICTS OF INTEREST

Currently the Investment Manager and their directors, officers and employees provide management services to a number of hedge funds, mutual funds and a managed discretionary accounts with similar investment objectives to the Company.

From time to time conflicts of interest may arise between the interest of the Company and those of other clients. In such situations, the Investment Manager will have regard to its obligations to the Company to act in the best interests of the Company, so far as is practicable having regard also to its obligations to the other clients.

Mr. Wang Junyan and Mr. Craig Lindsay are directors of the Company and the Investment Manager and are involved in the day-to-day operations of each of these entities. This may give rise to conflicts of interest.

As the overall interests of the Company and Investment Manager are aligned, the Directors are of the view that Mr. Wang and Mr. Lindsay will be able to act in the best interests of the Company and its Shareholders. In addition, all major decisions of each of these companies will be made by their respective board of directors of these companies as a whole and not at the sole discretion of Mr. Wang and/or Mr. Lindsay. In the case of the Company, this includes the Independent Non-executive Directors and the third Executive Director, Mr. Gu Xu.

Mr. Wang and Mr. Lindsay will maintain confidentiality in respect of the information of each of the funds managed by the Investment Manager. They are also aware of their obligations under the Securities and Futures Commission of Hong Kong's Internal Control Guidelines that they are required to establish and ensure the integrity and security of all information relevant to the business operations of the respective entities.

潛在利益衝突

投資管理人及彼等的董事、高級職員及僱員目前向多個對沖基金、互惠基金及管理的全權委託賬戶提供與本公司投資目標類似的管理服務。

本公司與其他客戶的利益可能會不時出現衝突。於該情況下，投資管理人將會根據其對本公司的責任，作出符合本公司最佳利益的行動，只要該行動就其對其他客戶的責任而言為可行。

王俊彥先生及Craig Lindsay先生均為本公司及投資管理人的董事，參與各該等實體的日常營運。這或會導致利益衝突。

由於本公司及投資管理人的整體利益一致，董事認為，王先生及Lindsay先生將可以本公司及其股東的最佳利益行事。此外，各該等公司的所有重大決策將由其各自的董事會共同作出，並非由王先生及／或Lindsay先生全權決定。就本公司而言，這包括獨立非執行董事及第三名執行董事顧旭先生。

王先生及Lindsay先生將會對投資管理人管理的各個基金的資料保密。彼等亦知悉彼等於香港證券及期貨事務監察委員會內部監控指引的責任，彼等須確保各有關實體業務經營的所有資料完整安全。

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The table below sets forth the funds/accounts currently managed by Directors or the Investment Manager and certain details of those funds/accounts.

下表載列董事或投資管理人目前管理的基金／賬戶及該等基金／賬戶的若干詳情。

Fund/ Managed account 基金／ 管理賬戶	Investment Objective/ Mandate 投資目標／委託	Percentage of assets under management in new economy industries (as at 31 December 2012) 新經濟行業管理資產 比例(於2012年 12月31日)	Assets under management (as at 31 December 2012) 管理資產 (於2012年 12月31日)	Geographical coverage 地理範圍
Investment Manager (Funds 1 to 7 below) 投資管理人(下文1至7項基金)				
Craig B. LINDSAY (Funds 1 to 7 below) Craig B. LINDSAY (下文1至7項基金)				
1 CITIC Securities Alpha Leaders Fund Limited	Achieving a maximum capital growth through investing in securities, derivative products and related instruments issued by companies whose majority of their business and/or revenue is closely related to the economic growth of the PRC, Hong Kong, Singapore and Taiwan. It will also invest in the United States and United Kingdom markets. 透過投資於大部分業務及／或收入與中國、香港、新加坡及台灣的經濟增長息息相關的公司所發行的證券、衍生產品及相關工具獲取最大資本增值。其亦投資於美國及英國市場。	19.35%	US\$117.6 million 1.176億美元	Mainly the PRC (Shanghai & Shenzhen), Hong Kong, Singapore, Taiwan, the United States (New York) and the United Kingdom (London). 主要為中國(上海及深圳)、香港、新加坡、台灣、美國(紐約)及英國(倫敦)。
2 CSI RMB Fund Ltd	Achieving a maximum capital growth through investing in securities, fixed income products, derivative products, foreign currencies and related instruments issued by either private entities or public companies listed on recognized stock exchanges globally. 透過投資於全球認可證券交易所上市的私人企業或公眾公司所發行的證券、固定收入產品、衍生產品、外幣及相關工具獲取最大資本增值。	25.04%	US\$6.4 million 640萬美元	Global recognized stock exchanges. 全球認可證券交易所。

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Fund/ Managed account 基金/ 管理賬戶	Investment Objective/ Mandate 投資目標/委託	Percentage of assets under management in new economy industries (as at 31 December 2012) 新經濟行業管理資產 比例(於2012年 12月31日)	Assets under management (as at 31 December 2012) 管理資產 (於2012年 12月31日)	Geographical coverage 地理範圍
3 China Alpha II Fund Ltd	<p>Achieving a maximum capital growth through investing in securities, derivative products and related instruments issued by companies whose majority of their business and/or revenue is closely related to the economic growth of the PRC, Hong Kong, Singapore and Taiwan. It will also invest in the United States and United Kingdom markets.</p> <p>透過投資於大部分業務及/或收入與中國、香港、新加坡及台灣的經濟增長息息相關的公司所發行的證券、衍生產品及相關工具獲取最大資本增值。其亦投資於美國及英國市場。</p>	8.99%	US\$159.8 million 1.598 億美元	<p>Mainly the PRC (Shanghai & Shenzhen), Hong Kong, Singapore, Taiwan, the United States (New York) and the United Kingdom (London).</p> <p>主要為中國(上海及深圳)、香港、新加坡、台灣、美國(紐約)及英國(倫敦)。</p>
4 China Alpha Focus Fund Ltd	<p>Achieving a maximum capital growth through investing in securities, derivative products and related instruments issued by companies whose majority of their business and/or revenue is closely related to the economic growth of the PRC, Hong Kong, Singapore and Taiwan. It will also invest in the United States and United Kingdom markets.</p> <p>透過投資於大部分業務及/或收入與中國、香港、新加坡及台灣的經濟增長息息相關的公司所發行的證券、衍生產品及相關工具獲取最大資本增值。其亦投資於美國及英國市場。</p>	8.99%	US\$17.99 million 1,799 萬美元	<p>Mainly the PRC (Shanghai & Shenzhen), Hong Kong, Singapore, Taiwan, the United States (New York) and the United Kingdom (London).</p> <p>主要為中國(上海及深圳)、香港、新加坡、台灣、美國(紐約)及英國(倫敦)。</p>

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Fund/ Managed account 基金/ 管理賬戶	Investment Objective/ Mandate 投資目標/委託	Percentage of assets under management in new economy industries (as at 31 December 2012) 新經濟行業管理資產 比例(於2012年 12月31日)	Assets under management (as at 31 December 2012) 管理資產 (於2012年 12月31日)	Geographical coverage 地理範圍
5 CSI Alpha Fund series – CSI China – Hong Kong Leaders Fund 中信證券德豐基 金系列—中信 證券中國香港 龍頭基金	Achieving long-term appreciation of unit price through capital growth and income appreciation by investing in a diversified portfolio of at least twenty three blue chip equities, and to a limited extent, ADRs and GDRs, that are listed primarily on Hong Kong stock exchange and/or any international securities exchange and/or other organised securities markets that are open to the international public and on which such securities are regularly traded. 透過投資於多元化的投資組合，包括至少23隻藍籌股，另外在有限範圍內投資美國預託證券(ADR)及全球存託憑證(GDR)，以從資本增值及收入增加獲得基金單位價格的長期增長。該等證券主要在香港聯交所及/或國際證券交易所及/或在定期開放供國際公眾人士買賣該等證券的其他有組織證券市場上市。	18.18%	US\$32.2 million 3,220萬美元	Mainly Hong Kong 主要為香港
6 CSI Alpha Fund Series – CSI RMB Income Fund 中信證券德豐基 金系列—中信 證券人民幣收 入基金	Achieving long-term appreciation of unit price through capital growth and income appreciation by investing primarily in a diversified portfolio of RMB denominated and settled debt instruments and RMB denominated and settled equities or equity related securities. 透過主要投資於多元化的投資組合，包括以人民幣計價及結算的債務工具以及以人民幣計價及結算的權益或權益相關證券，以從資本增值及收入增加獲得基金單位價格的長期增長。	8.67%	US\$61.0 million 6,100萬美元	The PRC (Shanghai & Shenzhen) 中國(上海及深圳)
7 Managed accounts managed by Investment Manager 投資管理人管理 的管理賬戶	Achieving a maximum capital growth through investing in securities, derivative products and related instruments issued by companies whose majority of their business and/or revenue is closely related to the economic growth of the PRC, Hong Kong, Singapore and Taiwan. It will also invest in the United States and United Kingdom markets. 透過投資於大部分業務及/或收入與中國、香港、新加坡及台灣的經濟增長息息相關的公司所發行的證券、衍生產品及相關工具獲取最大資本增值。其亦投資於美國及英國市場。	26.22%	US\$215.8 million 2.158億美元	Mainly the PRC (Shanghai & Shenzhen), Hong Kong, Singapore, Taiwan, the United States (New York) and the United Kingdom (London). 主要為中國(上海及深圳)、香港、新加坡、台灣、美國(紐約)及英國(倫敦)。

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Fund/ Managed account 基金/ 管理賬戶	Investment Objective/ Mandate 投資目標/委託	Percentage of assets under management in new economy industries (as at 31 December 2012) 新經濟行業管理資產 比例(於2012年 12月31日)	Assets under management (as at 31 December 2012) 管理資產 (於2012年 12月31日)	Geographical coverage 地理範圍
WANG Junyan (Funds 1 to 7 above plus the following) 王俊彥(上文基金1至7加以下一項)				
8 Managed account managed by China Alpha Fund Management Ltd 由China Alpha Fund Management Ltd管理的 管理賬戶	Achieving a maximum capital growth through investing in securities, derivative products and related instruments issued by companies whose majority of their business and/or revenue is closely related to the economic growth of the PRC, Hong Kong, Singapore and Taiwan. It will also invest in the United States and United Kingdom markets. 透過投資於大部分業務及/或收入與中國、香港、新加坡及台灣的經濟增長息息相關的公司所發行的證券、衍生產品及相關工具獲取最大資本增值。其亦投資於美國及英國市場。	13.1%	US\$54.4 million 5,440萬美元	Mainly the PRC (Shanghai & Shenzhen), Hong Kong, Singapore, Taiwan, the United States (New York) and the United Kingdom (London). 主要為中國(上海及深圳)、香港、新加坡、台灣、美國(紐約)及英國(倫敦)。

Interests Held by Directors or Investment Manager in Other Funds/Accounts

董事或投資管理人於其他基金/賬戶的權益

1. China Alpha II Fund Ltd

Mr. Craig Blaser Lindsay and Mr. Wang Junyan directly or indirectly hold shares in China Alpha II Fund Ltd. The table below sets forth details of the shares held by Mr. Lindsay and Mr. Wang:

1. China Alpha II Fund Ltd

Craig Blaser Lindsay 先生及王俊彥先生直接或間接持有 China Alpha II Fund Ltd 的股份。下表載列 Lindsay 先生及王先生所持股份的詳情：

Shareholder 股東	Type of shares 股份類別	Value of shares as a percentage of net asset value of China Alpha II Fund Ltd as at 31 December 2012 股份價值佔 China Alpha II Fund Ltd 於2012年12月31日的資產淨值百分比
Mr. Lindsay Lindsay 先生	Participating shares which rank <i>pari passu</i> to all participating shares held by other investors 參與股份，與其他投資者持有的所有參與股份享有同等地位	0.85% of participating shares 參與股份的0.85%
Mr. Wang and his immediate family members 王先生及其直系家族成員	Participating shares which rank <i>pari passu</i> to all participating shares held by other investors 參與股份，與其他投資者持有的所有參與股份享有同等地位	12.65% of participating shares 參與股份的12.65%

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2. China Alpha Focus Fund Ltd

Mr. Wang Junyan directly or indirectly holds shares in China Alpha Focus Fund Ltd. The table below sets forth details of the shares directly or indirectly held by Mr. Wang:

Shareholder 股東	Type of shares 股份類別
Mr. Wang and his immediate family members 王先生及其直系家族成員	Participating shares which rank <i>pari passu</i> to all participating shares held by other investors 參與股份，與其他投資者持有的所有參與股份享有同等地位

3. CITIC Securities Alpha Leaders Fund Limited

Mr. Wang Junyan indirectly holds shares in CITIC Securities Alpha Leaders Fund Limited. The table below sets forth details of the shares indirectly held by Mr. Wang:

Shareholder 股東	Type of shares 股份類別
China Alpha Fund Management Ltd, a company wholly owned by Mr. Wang 王先生全資擁有的公司 China Alpha Fund Management Ltd	Participating shares which rank <i>pari passu</i> to all participating shares held by other investors 參與股份，與其他投資者持有的所有參與股份享有同等地位
CSIAM (CL) Investments Limited, an indirect wholly-owned subsidiary of CITIC Securities Co., Ltd, which is the indirect controlling shareholder of the Investment Manager 中信證券股份有限公司的間接全資擁有附屬公司 CSIAM (CL) Investments Limited，中信證券股份有限公司為投資管理人的間接控股股東	Participating shares which rank <i>pari passu</i> to all participating shares held by other investors 參與股份，與其他投資者持有的所有參與股份享有同等地位
CITIC Securities International Fund Management Limited, a company in which Mr. Wang indirectly holds 45% CITIC Securities International Fund Management Limited，王先生間接持有 45% 權益的公司	In its capacity as the fund manager, management shares with no economic rights 作為基金經理身份，管理層股份無經濟權

Note: Participating shares are redeemable shares with economic rights but no voting right and may be acquired by investors in the respective funds. Management shares are voting, non-participating, non-redeemable shares with no economic rights and may only be held by the fund manager of that fund.

2. China Alpha Focus Fund Ltd

王俊彥先生直接或間接持有 China Alpha Focus Fund Ltd 的股份。下表載列王先生直接或間接持有股份的詳情：

Value of shares as a percentage of net asset value of China Alpha Focus Fund Ltd as at 31 December 2012

股份價值佔 China Alpha Focus Fund Ltd 於 2012 年 12 月 31 日的資產淨值百分比

39.57% of participating shares
參與股份的 39.57%

3. CITIC Securities Alpha Leaders Fund Limited

王俊彥先生間接持有 CITIC Securities Alpha Leaders Fund Limited 的股份。下表載列王先生間接持有股份的詳情：

Value of shares as a percentage of net asset value of CITIC Securities Alpha Leaders Fund Limited as at 31 December 2012

股份價值佔 CITIC Securities Alpha Leaders Fund Limited 於 2012 年 12 月 31 日的資產淨值百分比

1.00% of participating shares
參與股份的 1.00%

99.00% of the participating shares
參與股份的 99.00%

100% of management shares
管理層股份的 100%

附註：參與股份為附帶經濟權的可贖回股份，惟無投票權，並可由各基金的投資者購買。管理層股份為有投票權、不附帶經濟權的不可參與、不可贖回股份，並僅可由該基金的基金經理持有。

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4. CSI China – Hong Kong Leaders Fund

CSIAM (CL) Investments Limited is the seed investor in CSI China – Hong Kong Leaders Fund, a sub-fund of the CSI Alpha Fund Series. CSIAM (CL) Investments Limited is an indirect wholly-owned subsidiary of CITIC Securities Co., Ltd, which is the indirect controlling shareholder of the Investment Manager.

As at 31 December 2012, the value of the units held by CSIAM (CL) Investments Limited accounted for 85.66% of the net asset value of CSI China – Hong Kong Leaders Fund. These units rank pari passu to all units held by other investors.

5. CSI RMB Income Fund

CITIC Securities Alpha Leaders Fund Limited is an investor in CSI RMB Income Fund, a sub-fund of the CSI Alpha Fund Series. 99.00% of the participating shares of CITIC Securities Alpha Leaders Fund Limited is owned by CSIAM (CL) Investment Limited, which is an indirect wholly-owned subsidiary of CITIC Securities Co., Ltd. Dragon Stream Investments Limited, an indirect wholly-owned subsidiary of CITIC Securities Co., Ltd, and CITIC Securities International Company Limited, a direct wholly-owned subsidiary of CITIC Securities Co., Ltd, are also the investors in CSI RMB Income Fund.

As at 31 December 2012, the value of the units held by CITIC Securities Alpha Leaders Fund Limited, Dragon Stream Investments Limited and CITIC Securities International Company Limited accounted for 16.75%, 7.71% and 1.16% of the net asset value of CSI RMB Income Fund, respectively. These units rank pari passu to all units held by other investors.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights in respect of the shares of the Company under the Articles of Association of the Company although there are no restrictions against such rights under the laws of Cayman Islands.

CORPORATE GOVERNANCE

Save as disclosed in the Corporate Governance Report on pages 40 to 48, the Company has complied with all applicable code provisions set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 to the Listing Rules during the Year and up to the date of this report.

4. 中信證券中國香港龍頭基金

CSIAM (CL) Investments Limited 為中信證券德豐基金系列子基金中信證券中國香港龍頭基金的種籽投資者。CSIAM (CL) Investments Limited 為中信證券股份有限公司的間接全資擁有附屬公司，中信證券股份有限公司為投資管理人的間接控股股東。

於2012年12月31日，CSIAM (CL) Investments Limited 持有的單位價值佔中信證券中國香港龍頭基金資產淨值的85.66%。該等單位與其他投資者持有的所有單位享有同等地位。

5. 中信證券人民幣收入基金

CITIC Securities Alpha Leaders Fund Limited 為中信證券德豐基金系列子基金中信證券人民幣收入基金的投資者。CITIC Securities Alpha Leaders Fund Limited 之參與股份之99.00%由CSIAM (CL) Investment Limited 持有，而CSIAM (CL) Investment Limited 為中信證券股份有限公司的間接全資擁有附屬公司。中信證券股份有限公司的間接全資擁有附屬公司Dragon Stream Investments Limited 及中信證券股份有限公司的直接擁有全資附屬公司中信證券國際有限公司亦為中信證券人民幣收入基金的投資者。

於2012年12月31日，由CITIC Securities Alpha Leaders Fund Limited、Dragon Stream Investments Limited 及中信證券國際有限公司持有的單位價值分別佔中信證券人民幣收入基金資產淨值的16.75%、7.71%及1.16%。該等單位與其他投資者持有的所有單位享有同等地位。

優先購買權

雖然開曼群島法例並無任何優先購買權限制，本公司之組織章程細則並無有關本公司股份的優先購買權的條文。

企業管治

除第40至第48頁企業管治報告所披露者外，本公司於本年度直至本報告日期一直遵守上市規則附錄14所載之企業管治守則(「企業管治守則」)的所有適用守則條文。

AUDITORS

Ernst & Young will retire at the forthcoming annual general meeting of the Company and, being eligible, offer themselves for re-appointment.

EVENT AFTER THE REPORTING PERIOD

Details of significant events occurring after 31 December 2012 are set out in Note 26 to the finance statements.

HUMAN RESOURCES AND REMUNERATION POLICY

As at 31 December 2012, the Company had no employees but three Executive Directors and three Independent Non-executive Directors. Details of the fees or emoluments of directors in respect of their services rendered to the Company during the Year are set out in note 8 to the financial statements. The Company does not have a share option scheme.

SUFFICIENCY OF PUBLIC FLOAT

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

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its own code of conduct for dealing in securities of the Company by the Directors. Having made specific enquiry to all the Directors of the Company, all the Directors confirmed that they have complies with the required standard of dealings as set out in the Model Code throughout the Year and up to the date of this annual report.

On behalf of the Board
China New Economy Fund Limited

Craig Blaser Lindsay
Chairman

核數師

安永會計師事務所於應屆股東週年大會上將退任，惟符合資格並願意膺選連任。

報告期後事項

於2012年12月31日之後發生之重要事件詳情載於財務報表附注26。

人力資源及薪酬政策

於2012年12月31日，本公司並無僱員，但擁有三名執行董事及三名獨立非執行董事。於本年度，董事就其向本公司提供服務而收取之袍金或酬金詳情載於財務報表附註8。本公司並未設有購股權計劃。

充足公眾持股量

根據本公司自市場所得資料及董事所知悉，於本報告日期，根據上市規則所規定，本公司之公眾持股量充足。

證券交易的標準守則

本公司採納標準守則作為董事進行本公司證券交易的操守守則。經向本公司全體董事作出具體查詢後，全體董事確認，本年度整個年度直至本年報日期一直遵守標準守則所載的交易規定。

代表董事會
中國新經濟投資有限公司

主席
Craig Blaser Lindsay

Corporate Governance Report

企業管治報告

The board of directors (the “Board”) of the Company is committed to maintaining a good corporate governance standard. The Board believes that a good corporate governance standard will provide a framework for the Company to formulate the business strategies and policies, and manage the associated risks through effective internal control procedures. It will also enhance the transparency of the Company and strengthen the accountability to the shareholders and creditors.

CORPORATE GOVERNANCE PRACTICES

The Company has applied most of the principles set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (The “Stock Exchange”) (the “Listing Rules”). The Board is of the view that throughout the year ended 31 December 2012, the Company was in compliance with the code provisions as set out in the CG Code, save and except for code provision A.4.1 which states that the Non-executive Directors should be appointed for a specific term, subject to re-election.

None of the existing Independent Non-executive Directors of the Company is appointed for a specific term. However, one third of the Independent Non-executive Directors of the Company for the time being shall retire by rotation (provided that every Independent Non-executive Director shall be subject to retirement at least once every three years) and be eligible for re-election at the annual general meeting of the Company. As such, even though each Independent Non-executive Director is not appointed for a specific term, his term of office is the period up to his retirement by rotation which is in accordance with code provision A.4.2 of the CG Code.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code of Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules as its own code of conduct for dealing in securities of the Company by the Directors. Having made specific enquiry to all the Directors of the Company, all the Directors confirmed that they had complied with the required standard of dealings as set out in the Model Code throughout the year ended 31 December 2012.

本公司董事會(「董事會」)致力維持高水平的企業管治標準。董事會相信，高水平的企業管治標準可為本公司提供制訂業務策略及政策的大綱，並可透過有效的內部監控程序管理相關風險，同時亦可提高本公司的透明度，加強對股東及債權人的問責性。

企業管治常規

本公司已採納香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄14所載企業管治守則(「企業管治守則」)內所載之大部分原則。截至2012年12月31日止整個年度，董事會認為，本公司遵守企業管治守則所載守則條文，惟守則條文第A.4.1條規定非執行董事須定明委任期限且須進行膺選連任除外。

本公司現有獨立非執行董事概無具體委任期限。然而，本公司當時獨立非執行董事之三分之一須輪席告退(惟各獨立非執行董事須至少每三年告退一次)並符合資格於本公司股東週年大會上膺選連任。因此，儘管各獨立非執行董事並無具體委任期限，其在職期限為直至其根據企業管治守則守則條文第A.4.2條輪席退任止之期間。

證券交易的標準守則

本公司採納上市規則附錄10所載上市發行人董事進行證券交易之標準守則(「標準守則」)作為董事進行本公司證券交易的操守守則。經向本公司全體董事作出具體查詢後，全體董事確認，於截至2012年12月31日止年度一直遵守標準守則所載的交易規定。

BOARD OF DIRECTORS

As at the date of this annual report, the Board comprises six members, three of which are Executive Directors, namely Mr. Craig Blaser Lindsay who is the Chairman of the Board, Mr. Wang Junyan, who is the Chief Executive Officer and Mr. Gu Xu. The other three members are Independent Non-executive Directors, namely Mr. Siu Kam Chau, Professor Xu Yangsheng and Mr. Doyle Ainsworth Dally. There is no relationship (including financial, business, family or other material/relevant relationship) among members of the Board. The biographical details of the Directors are set out in the section headed "Profiles of Directors" on pages 21 to 25 of this annual report.

The Board held 4 regular meetings during the year ended 31 December 2012. The Board is responsible, inter alia, for establishing the investment objective and policies of the Company, complying with the Company's investment restrictions, for monitoring the Company's performance and for the appointing, supervising, directing and, if necessary, removing any of the Company's service providers, including the Investment Manager.

Composition of the Board, including names of the Independent Non-executive Directors, is disclosed in all corporate communications to shareholders of the Company.

All Directors have full and timely access to all the information and accounts of the Company. The Directors may seek independent professional advice in appropriate circumstances, at the expense of the Company. The Company will, upon request, provide separate independent professional advice to the Directors to assist them to discharge their duties to the Company.

RESPONSIBILITIES, ACCOUNTABILITIES AND CONTRIBUTIONS OF THE BOARD

The Board is responsible for leadership and control of the Company and oversees the Company's businesses, strategic decisions and performance and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. Directors of the Board take decisions objectively in the interests of the Company. All directors, including Independent Non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

董事會

截至本年報日期，董事會共有六名成員，其中三名為執行董事，分別為Craig Blaser Lindsay先生(董事會主席)、王俊彥先生(行政總裁)及顧旭先生，而另外三名成員則為獨立非執行董事，分別為蕭錦秋先生、徐揚生教授及Doyle Ainsworth Dally先生。董事會成員間並無任何關係(包括財務、業務、家庭或其他重大/相關關係)。董事之履歷詳情載於本年報第21至25頁「董事履歷」一節內。

截至2012年12月31日止年度，董事會舉行四次定期會議。董事會負責(其中包括)制訂本公司的投資目標及政策，遵守本公司的投資限制，及監督本公司的表現以及委任、監督、指導及(倘必要)罷免本公司服務供應商，包括投資管理人。

董事會之成員名單(包括獨立非執行董事之姓名)已於向本公司股東發出之所有企業通訊中披露。

全體董事均可及時全面查閱本公司所有資料及賬目。董事可於適當情況下徵求獨立專業意見，開支由本公司承擔。本公司將因應要求向董事個別提供獨立的專業意見，以協助彼等履行彼等於本公司之職責。

董事會職責、問責及貢獻

董事會負責領導及管理本公司並監管本公司之業務、策略決策和表現以及透過指導及監管本公司之事務而集體負責推動其成功發展。董事會應以本公司之利益作出客觀決定。全體董事(包括獨立非執行董事)均為董事會帶來多種領域之寶貴業務經驗、知識及專長，使其高效及有效地運作。

Corporate Governance Report

企業管治報告

The Board reserves for its decision in making major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and co-ordinating the daily operation and management of the Company are delegated to the management.

董事會負責決定主要企業範疇，當中涉及政策事宜、策略及預算、內部監控及風險管理、重大交易(尤以可能牽涉利益衝突者為然)、財務資料、委任董事及本公司其他重大營運事宜。有關執行董事會決策、指導及協調本公司日常營運及管理之職責乃轉授予管理層。

CONTINUOUS PROFESSIONAL DEVELOPMENT OF DIRECTORS

All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company has arranged in-house trainings for Directors in the form of seminar and provision of training materials. A summary of training received by Directors during the year ended 31 December 2012 according to the records provided by the Directors is as follows:

董事之持續專業發展

本公司鼓勵全體董事參與持續專業發展，以發展及更新彼等之知識及技能。本公司已為董事安排研討會，並向各董事提供培訓資料之內部培訓。根據董事所提供之記錄，截至2012年12月31日止年度，董事已接受的培訓概要如下：

Name of Directors 董事姓名		Training on corporate governance, regulatory development and other relevant topics 關於企業管治、監管發展及其他相關主題的培訓
Executive Directors 執行董事		
Craig Blaser Lindsay	Craig Blaser Lindsay	√
Wang Junyan	王俊彥	√
Gu Xu	顧旭	√
Independent Non-executive Directors 獨立非執行董事		
Siu Kam Chau	蕭錦秋	√
Professor Xu Yangsheng	徐揚生教授	√
Doyle Ainsworth Dally	Doyle Ainsworth Dally	√

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Mr. Craig Blaser Lindsay is the Chairman of the Company and Mr. Wang Junyan is the Chief Executive Officer of the Company. They have segregated and clearly defined roles. The Chairman provides leadership for the Board. The Chief Executive Officer has responsibility for the Company's business development and daily management generally.

主席及行政總裁

Craig Blaser Lindsay 先生為本公司主席，而王俊彥先生則為本公司行政總裁。彼等的職能已明確界定與劃分。主席負責領導董事會。行政總裁則負責本公司業務發展及一般日常管理。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Pursuant to Rules 3.10 and 3.10A of the Listing Rules, the Board has three Independent Non-executive Directors, one of whom has appropriate professional qualifications on accounting or related financial management expertise. The Company has received a written confirmation of independence from each of the Independent Non-executive Directors pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all Independent Non-executive Directors are independent.

BOARD COMMITTEES

The Directors established the Audit Committee, Remuneration Committee and Nomination Committee for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference. The terms of reference of the Board committees are made available to the shareholders on the websites of the Company and the Stock Exchange.

All members of each Board committee are Independent Non-executive Directors and the list of the chairman and members of each Board committee is set out in the section headed "Corporate Information" on page 2 of this annual report.

AUDIT COMMITTEE

The primary audit related duties of the committee are to provide the Board with an independent review of the effectiveness of the financial reporting process, internal control and risk management system of the Company, to oversee the audit process and to perform other duties and responsibilities as assigned by the Board. The Audit Committee shall hold not less than two meetings a year and shall meet with the external auditors twice without the presence of the Executive Directors.

The Audit Committee has reviewed the annual results of the Company for the year ended 31 December 2012.

獨立非執行董事

根據上市規則第3.10條及第3.10A條，董事會擁有三名獨立非執行董事，其中一名於會計或財政管理相關專業方面擁有合適專業資格。本公司接獲各獨立非執行董事根據上市規則第3.13條而發出的書面獨立性確認書。本公司認為各獨立非執行董事均為獨立。

董事委員會

董事已成立審核委員會、薪酬委員會及提名委員會，以監察本公司事務之特定範疇。本公司所有董事委員會均已訂明書面職權範圍。董事委員會之職權範圍已刊登於本公司及聯交所網站供股東閱覽。

各董事委員會之所有成員均為獨立非執行董事，各董事委員會之主席及成員名單載於本年報第2頁「公司資料」一節。

審核委員會

委員會有關審核的主要職責為向董事會提供本公司財務申報程序、內部監控以及風險管理系統的有效性的獨立審查、監控審核程序及履行董事會所指派之其他職責及責任。審核委員會每年應舉行不少於兩次會議，並在沒有執行董事出席的情況下與外聘核數師會晤兩次。

審核委員會已審閱本公司於截至2012年12月31日止年度的全年業績。

Corporate Governance Report

企業管治報告

REMUNERATION COMMITTEE

The primary remuneration related duties of the committee include (but without limitation): (i) making recommendations to the Directors on the Company's policy and structure of all remuneration of the Directors and on the establishment of a formal and transparent procedure for developing policies on such remuneration; (ii) determining the terms of the specific remuneration package of the Directors and senior management; and (iii) reviewing and approving performance-based remuneration by reference to corporate goals and objectives resolved by the Directors from time to time. The Remuneration Committee shall hold at least one meeting a year.

NOMINATION COMMITTEE

The Company established the Nomination Committee on 9 March 2012 with written terms of reference in accordance with code provision A.5 of the CG Code.

The primary nomination related duties of the committee include reviewing the structure, size and composition of the Board and making recommendation to the Board on the proposed changes to the Board to complement the Company's corporate strategy, developing and formulating relevant procedures for the nomination and appointment of directors, making recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, and assessing the independence of Independent Non-executive Directors. The Nomination Committee shall hold at least one meeting a year.

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance functions as set out in the code provision D.3.1 of the CG Code. The Board shall review the Company's corporate governance policies and practices, training and continuous professional development of directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

薪酬委員會

委員會有關薪酬的主要責任包括(但不限於): (i) 就董事所有薪酬方面的本公司政策及架構向董事提供參考意見, 並就釐定薪酬政策方面的發展訂立高透明度及正式的程序; (ii) 釐定董事及高級管理人員的特定薪酬福利條款; 及 (iii) 參照董事不時決定的企業目標及宗旨而審議並批准按表現釐定的報酬。薪酬委員會每年應至少舉行一次會議。

提名委員會

本公司於2012年3月9日成立提名委員會, 並根據企業管治守則之守則條文第A.5條訂明書面職權範圍。

提名委員會之主要提名職責包括檢討董事會架構、規模及組成並就對董事會之建議變動作出推薦建議以完善本公司企業策略、制定及擬定提名及委任董事之相關程序、就董事委任或連任及繼任計劃向董事會提供意見, 以及評估獨立非執行董事之獨立性。提名委員會每年應至少舉行一次會議。

企業管治職能

董事會負責履行企業管治守則之守則條文第D.3.1條所載之企業管治職能。董事會應檢討本公司之企業管治政策及常規、董事及高級管理層之培訓及持續專業發展、本公司在遵守法律之法規規定、遵守標準守則及遵守本公司之企業管治守則方面之政策及常規, 並於本企業管治報告中披露。

DIRECTORS' RE-ELECTION

Code provision A.4.2 of the CG Code states that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

The circular to shareholders of the Company with notice of the annual general meeting contains biographical details of all the Directors proposed to be re-elected at the meeting to enable shareholders of the Company to make an informed decision on re-election of Directors.

AUDITORS' REMUNERATION

During the year ended 31 December 2012, the remuneration paid or payable to the independent auditors, Ernst & Young, for services rendered in respect of audit services and non-audit services are HK\$148,000 and HK\$188,500, respectively.

ATTENDANCE OF DIRECTORS AT MEETINGS

The attendance of individual members of the Board and other Board Committee meetings and the general meetings of the Company held during the year ended 31 December 2012 is set out in the table below:

		Meeting attended/held 出席會議次數/舉行會議次數					
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Annual General Meeting 股東週年大會	Other General Meeting 其他股東大會
Executive Directors	執行董事						
Mr. Craig Blaser Lindsay	Craig Blaser Lindsay 先生	4/4	-	-	-	1/1	1/1
Mr. Wang Junyan	王俊彥先生	3/4	-	-	-	1/1	0/1
Mr. Gu Xu	顧旭先生	4/4	-	-	-	1/1	1/1
Independent Non-executive Directors	獨立非執行董事						
Mr. Siu Kam Chau	蕭錦秋先生	4/4	2/2	1/1	1/1	1/1	1/1
Professor Xu Yangsheng	徐揚生教授	3/4	2/2	1/1	1/1	0/1	1/1
Mr. Doyle Ainsworth Dally	Doyle Ainsworth Dally 先生	4/4	2/2	1/1	1/1	1/1	1/1

Under code provision A.6.7 of the CG Code, the independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders. One Executive Director and one Independent Non-executive Director of the Company were unable to attend a general meeting and the annual general meeting of the Company held on 18 December 2012 and 7 June 2012 respectively due to various work commitments.

重選董事

企業管治守則之守則條文第A.4.2條列明每名董事(包括有指定任期之董事)應至少每三年一次輪流退任。

向本公司股東寄發之通函連同股東週年大會通告已包括建議於大會上重選之所有董事之履歷詳情，以使本公司之股東可於重選董事時作出知情決定。

核數師酬金

於截至2012年12月31日止年度，就所提供的審核服務及非審核服務已付或應付獨立核數師安永會計師事務所的酬金分別為148,000港元及188,500港元。

董事出席會議情況

個別成員出席本公司於截至2012年12月31日止年度舉行的董事會及其他董事委員會會議以及股東大會的情況載於下表：

根據企業管治守則之守則條文第A.6.7條，獨立非執行董事及其他非執行董事應出席股東大會及對公司股東的意見有公正的了解。本公司的一名執行董事及一名獨立非執行董事由於有不同工作在身，無法出席本公司分別於2012年12月18日及2012年6月7日舉行之股東大會及股東週年大會。

Corporate Governance Report

企業管治報告

Apart from regular Board meetings, the Chairman also held meeting with the Independent Non-executive Directors without the presence of executive Directors during the year ended 31 December 2012.

RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility to prepare financial statements which gives a true and fair view of the state of affairs of the Company in accordance with International Financial Reporting Standards and the disclosure requirements of the Hong Kong Companies Ordinance for each financial year and to present the interim results, annual financial statements, and related announcements to shareholders.

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The statement of the independent auditors of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditors' Report on pages 49 to 50.

INTERNAL CONTROL

The Board is responsible for the internal control of the Company and for reviewing its effectiveness, including the adequacy of resources, training programmes and budget of the Company's accounting and financial reporting function.

The internal control are reviewed and assessed on an on-going basis by the Board, and will be further reviewed and assessed at least once each year by the Board.

於截至2012年12月31日止年度內，除定期舉行董事會會議外，主席亦在沒有執行董事出席的情況下與獨立非執行董事舉行會議。

對財務報表之責任

董事確認彼等有責任根據國際財務報告準則及香港公司條例之披露規定就各財政年度編製可真實及公平地反映本公司事務狀況之財務報表，以及向股東呈報中期業績、全年財務報表及相關公佈。

董事並不知悉任何有關事件或情況之重大不明朗因素為可對本公司持續經營之能力構成重大疑問。

本公司獨立核數師有關其對財務報表負有的申報責任的聲明，乃載於第49至50頁的獨立核數師報告。

內部監控

董事會負責本公司之內部監控並檢討其成效，包括資源充足性、培訓計劃及本公司會計及財務申報功能之預算。

內部監控由董事會按持續基準檢討及評估，且將由董事會每年至少一次進一步檢討及評估。

SHAREHOLDERS' RIGHTS

Procedures for shareholders to convening extraordinary general meeting

There are no provisions allowing shareholders to propose new resolutions at the general meetings under the Cayman Islands Companies Law (2012 Revision). However, shareholders are requested to follow Article 25.3 of the Articles of Association of the Company. Pursuant to article 25.3 of the Articles of Association of the Company, general meetings shall be convened on the written requisition of any two or more members of the Company specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists hold as at the date of deposit of the requisition not less than ten per cent in the Net Asset Value of the shares of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months after the 21 days from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

Procedures for shareholders to propose a person for election as a director

The provisions for a shareholder to propose a person for election as a director of the Company are laid down in Article 34.3 of the Company's Articles of Association. No person other than a Director retiring at the meeting shall, unless recommended by the Board for election, be eligible for election as a Director at any general meeting unless a notice in writing of the intention to propose such person for election as a Director, signed by a shareholder (other than the person to be proposed for election as a Director) duly qualified to attend and vote at the meeting for which such notice is given, and a notice in writing signed by such person of his willingness to be elected shall have been lodged at the registered office of the Company. The minimum length of the period during which such notices are given shall be at least seven (7) days and the period for lodgement of such notices shall commence on the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

股東權利

股東召開股東特別大會之程序

開曼群島公司法(2012年修訂本)並無條文批准股東於股東大會上提呈新決議案。然而，股東須遵守本公司組織章程細則第25.3條細則。根據本公司組織章程細則第25.3條細則，股東大會可由本公司任何兩位或以上股東書面要求，列明會議目的及由呈請人簽署後召開，惟在提交上述要求當日，該等呈請人須持有不少於有權在本公司股東大會上投票的本公司股份之資產淨值百分之十。倘在提交要求當日起計21日內董事會並無召開將於隨後21日內舉行之會議，呈請人或彼等中持有一半以上總投票權人士可按相同方式召開股東大會，猶如董事會召開大會一樣，惟就此召開的任何會議不得在提交要求當日起計21日後的三個月到期之後舉行，而因董事會未有召開大會導致呈請人產生之一切合理開支由本公司向彼等償付。

股東提名人選參選為董事之程序

有關股東提名人選參選為本公司董事之規定載列於本公司之組織章程細則第34.3條細則。概無任何人士(除該人士為將於大會上退任之董事外)合資格在任何股東大會上獲委任為董事，除非該人士為董事會所推薦參選或由有權出席會議及於會上投票的一名股東(並非為該被提名參選董事之人士)以其所簽署的書面通知提名，被提名人士亦須簽署通知以表明願意接受委任，有關通知須送交本公司註冊辦事處。提交通知之期間必須不少於七(7)天，提交通知之期間由選舉董事之股東大會之通告發送後之日開始，至該股東大會舉行日期前七(7)天結束。

Corporate Governance Report

企業管治報告

PUTTING FORWARD ENQUIRIES TO THE BOARD

Shareholders may send written enquiries to the Company, for the attention of company secretary, by fax: (852) 2530-0727, or mail to 17/F, Chuang's Tower, 30-32 Connaught Road Central, Central, Hong Kong.

COMMUNICATION WITH SHAREHOLDERS

The Company endeavours to maintain an on-going dialogue with shareholders and in particular, through annual general meetings or other general meetings to communicate with the shareholders and encourage their participation. The Chairman of the Board and Chairman of the Audit Committee, Remuneration Committee and Nomination Committee will make themselves available at the annual general meeting to meet with the shareholders and answer their enquiries.

To promote effective communication, the Company maintains a website at www.chinaneweconomyfund.com, where up-to-date information and updates on the Company's financial information, corporate governance practices and other information are available for public access.

CONSTITUTIONAL DOCUMENTS

During the year under review, the Company has not made changes to its Articles of Association. An up-to-date version of the Company's Articles of Association is also available on the websites of the Company and the Stock Exchange.

向董事會作出查詢

股東可透過以下方式將書面查詢發送給本公司(註明公司秘書為收件人)，傳真至(852) 2530-0727，或郵寄至香港中環干諾道中30-32號莊士大廈17樓。

與股東溝通

本公司盡力保持與股東之間之持續對話，尤其是透過股東週年大會或其他股東大會與股東溝通及鼓勵彼等參與。董事會主席以及審核委員會、薪酬委員會以及提名委員會主席會出席股東週年大會以與股東會晤並回答彼等的詢問。

為促進有效溝通，本公司設有網站www.chinaneweconomyfund.com，刊載有關本公司財務資料、企業管治常規及其他資料之最新資料及更新，供公眾查閱。

章程文件

於回顧年度內，本公司並無對其組織章程細則作出任何修改。本公司之組織章程細則之最新版本亦可於本公司及聯交所網站供查閱。



To the shareholders of China New Economy Fund Limited
(An exempted company incorporated in the Cayman Islands with limited liability)

We have audited the financial statements of China New Economy Fund Limited (the "Company") set out on pages 51 to 95, which comprise the statement of financial position as at 31 December 2012, and the statement of comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standards and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of 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 financial statements based on our audit. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

致中國新經濟投資有限公司股東
(於開曼群島註冊成立的獲豁免有限公司)

我們已審核列載於第51至95頁中國新經濟投資有限公司(「貴公司」)的財務報表，此財務報表包括於2012年12月31日的財務狀況表，截至該日止年度的全面收益表、權益變動表及現金流量表，以及主要會計政策概要及其他闡明資料。

董事就財務報表須承擔的責任

貴公司的董事須負責根據國際財務報告準則及香港公司條例的披露規定編製表達真實而公平意見的財務報表，以及維持董事認為必要的有關內部控制，以確保編製財務報表時不存有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核，對該等財務報表作出意見。我們僅向整體股東報告。除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

我們按照國際審計準則進行審核。該等準則要求我們遵守道德規範，並規劃及執行審核，以合理確認財務報表是否不存有任何重大錯誤陳述。

Independent Auditors' Report

獨立核數師報告

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the 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 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 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 financial statements give a true and fair view of the state of affairs of the Company as at 31 December 2012, and of the Company's profit and cash flows for the year then ended in accordance with International Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Ernst & Young

Certified Public Accountants
22/F CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong

21 March 2013

審核涉及執程序以獲取有關財務報表所載金額及披露資料的審核憑證。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財務報表存有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真實而公平的財務報表相關的內部控制，以設計適當的審核程序，但目的並非對公司內部控制的有效性發表意見。審核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，以及評價財務報表的整體呈列方式。

我們相信，我們所獲得的審核憑證能充足和適當地為我們的審核意見提供基礎。

意見

我們認為，財務報表已根據國際財務報告準則真實而公平地反映 貴公司於2012年12月31日的財務狀況及 貴公司截至該日止年度的溢利及現金流量，並已按照香港公司條例的披露規定妥為編製。

安永會計師事務所

執業會計師
香港
中環添美道1號
中信大廈22樓

2013年3月21日

Statement of Comprehensive Income

全面收益表

Year ended 31 December 2012 截至2012年12月31日止年度

		Notes 附註	31 December 2012 2012年 12月31日 HK\$ 港元	31 December 2011 2011年 12月31日 HK\$ 港元
REVENUE	收入	5	2,359,868	7,824
Net change in fair value of financial assets and liabilities at fair value through profit or loss	按公平值透過損益列賬之金融資產與負債之公平值變動淨值	6	13,407,359	(39,407,708)
Other operating expenses	其他營運開支		(9,585,793)	(9,698,550)
PROFIT/(LOSS) BEFORE TAX	除稅前溢利／(虧損)	7	6,181,434	(49,098,434)
Income tax expenses	所得稅開支	11	(1,373,114)	–
PROFIT/(LOSS) AND TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通權益持有人應佔年內溢利／(虧損)及全面收益／(虧損)總值		4,808,320	(49,098,434)
EARNING/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通權益持有人應佔每股盈利／(虧損)	12		
– Basic	– 基本		0.02	(0.16)
– Diluted	– 攤薄		0.02	(0.16)

Statement of Financial Position

財務狀況表

31 December 2012 2012年12月31日

		Notes 附註	2012 2012年 HK\$ 港元	2011 2011年 HK\$ 港元
CURRENT ASSETS	流動資產			
Prepayments and other receivables	預付款項及其他應收款項	13	716,937	582,448
Financial assets at fair value through profit or loss	按公平值透過損益列賬 之金融資產	14	168,603,309	26,850,106
Cash and cash equivalents	現金及現金等值	15	76,400,468	211,661,841
Total current assets	流動資產總值		245,720,714	239,094,395
CURRENT LIABILITIES	流動負債			
Other payables	其他應付款項	16	745,329	322,929
Amount due to a related company	應付一間關連公司款項	17	414,986	392,501
Total current liabilities	流動負債總值		1,160,315	715,430
NET CURRENT ASSETS	流動資產淨值		244,560,399	238,378,965
NON-CURRENT LIABILITY	非流動負債			
Deferred tax liabilities	遞延稅項負債	18	1,373,114	–
Net assets	資產淨值		243,187,285	–
EQUITY	權益			
Issued capital	已發行股本	19	30,300,000	30,300,000
Reserves	儲備		212,887,285	208,078,965
Total equity	權益總值		243,187,285	238,378,965
NET ASSET VALUE PER SHARE	每股資產淨值	20	0.80	0.79

Director
董事

Director
董事

Statement of Changes in Equity

權益變動表

Year ended 31 December 2012 截至2012年12月31日止年度

			Issued capital 已發行股本	Share premium 股份溢價	Accumulated losses 累計虧損	Total 總計
	Note 附註		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
At 1 January 2011		於2011年1月1日	-	-	(555,377)	(555,377)
Issue of shares by placing	19	透過配售發行股份	30,300,000	281,790,000	-	312,090,000
Share placement expenses		股份配售開支	-	(24,057,224)	-	(24,057,224)
Total comprehensive loss for the year		年內全面虧損總值	-	-	(49,098,434)	(49,098,434)
At 31 December 2011		於2011年12月31日	30,300,000	257,732,776*	(49,653,811)*	238,378,965
At 1 January 2012		於2012年1月1日	30,300,000	257,732,776	(49,653,811)	238,378,965
Total comprehensive income for the year		年內全面收益總值	-	-	4,808,320	4,808,320
At 31 December 2012		於2012年12月31日	30,300,000	257,732,776*	(44,845,491)*	243,187,285

* These reserve accounts comprise the reserves of HK\$212,887,285 (2011: HK\$208,078,965) in the statement of financial position.

* 該等儲備賬目包括財務狀況表內的儲備212,887,285港元(2011年: 208,078,965港元)。

Statement of Cash Flows

現金流量表

Year ended 31 December 2012 截至2012年12月31日止年度

	Notes 附註	2012 2012年 HK\$ 港元	2011 2011年 HK\$ 港元
CASH FLOWS FROM OPERATING ACTIVITIES	營運活動所得之現金流量		
Profit/(loss) before tax	除稅前溢利/(虧損)	6,181,434	(49,098,434)
Adjustments for:	就以下項目調整：		
Bank interest income	銀行利息收入	(89,367)	(7,824)
Payments for purchase of financial assets and settlement of financial liabilities at fair value through profit or loss	購買按公平值透過損益列賬之金融資產及結算按公平值透過損益列賬之金融負債付款	(225,325,026)	(107,517,581)
Proceeds from sale of financial assets at fair value through profit or loss	出售按公平值透過損益列賬之金融資產所得款項	96,979,182	41,259,767
Net realized loss on financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產變現虧損淨值	14,916,621	778,960
Net unrealized (gain)/loss on financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產未變現(收益)/虧損淨值	(27,838,630)	40,862,135
Net realized gain on financial liabilities at fair value through profit or loss	按公平值透過損益列賬之金融負債的變現收益淨值	(485,350)	(2,233,387)
		(135,661,136)	(75,956,364)
Increase in prepayments and other receivables	預付款項及其他應收款項增加	(107,280)	(581,864)
Decrease in prepaid listing expenses	預付上市開支減少	-	24,057,317
Increase/(decrease) in other payables	其他應付款項增加/(減少)	422,400	(19,049,388)
Increase/(decrease) in an amount due to a related company	應付一間關連公司款項增加/(減少)	22,485	(4,847,876)
Cash used in operations	營運活動所用現金	(135,323,531)	(76,378,175)
Interest received	已收利息	62,158	7,240
Net cash flows used in operating activities	營運活動所用之現金流量淨值	(135,261,373)	(76,370,935)
CASH FLOWS FROM A FINANCING ACTIVITY	融資活動所得之現金流量		
Proceeds from issue of shares and net cash flows from a financing activity	股份發行所得款項及融資活動所得之現金流量淨值	-	288,032,776
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值(減少)/增加淨值	(135,261,373)	211,661,841
Cash and cash equivalents at beginning of year	年初現金及現金等值	211,661,841	-
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末現金及現金等值	76,400,468	211,661,841
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等值結餘分析		
Cash at bank	銀行現金	537,159	3,664,389
Short-term time deposits with maturity of less than three months	到期時間少於三個月之短期定期存款	75,863,309	207,997,452
		76,400,468	211,661,841

1. CORPORATION INFORMATION

China New Economy Fund Limited (the “Company”) was incorporated in the Cayman Islands on 1 February 2010 under the Companies Law of the Cayman Islands as an exempted company with limited liability. The Company was established for the purpose of acting as a closed-ended investment company.

The Company’s registered office address is P.O. Box 309, Ugland House, South Church Street, George Town, Grand Cayman KY1-1104, Cayman Islands. The principal place of business of the Company is at 17/F, Chuang’s Tower, 30-32 Connaught Road Central, Central, Hong Kong.

The principal investment objective of the Company is to achieve long-term capital appreciation through investing globally in both private and public enterprises that have demonstrated the ability to manufacture a product or deliver a service that is supported by the economies of Mainland China, Hong Kong, Macau and Taiwan.

The Company’s investment activities are managed by CITIC Securities International Investment Management (HK) Limited (the “Investment Manager”).

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”) issued by the International Accounting Standards Board (“IASB”) and the disclosure requirements of Appendix 16 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). They have been prepared under the historical cost convention, except for the financial assets and liabilities at fair value through profit or loss which have been measured at fair values. These financial statements are presented in Hong Kong dollars (“HK\$”) except when otherwise indicated.

1. 公司資料

中國新經濟投資有限公司(「本公司」)根據開曼群島公司法於2010年2月1日在開曼群島註冊成立為一間獲豁免有限責任公司。本公司乃建立為封閉式投資公司。

本公司註冊辦事處地址為 P.O. Box 309, Ugland House, South Church Street, George Town, Grand Cayman KY1-1104, Cayman Islands。本公司主要營業地點為香港中環干諾道中30-32號莊士大廈17樓。

本公司主要投資目標為透過投資全球具能力生產及提供獲中國內地、香港、澳門及台灣經濟支持之產品或服務之私人及公眾企業，以取得長期資本增值。

本公司的投資活動由中信証券國際投資管理(香港)有限公司(「投資管理人」)負責管理。

2.1 編製基準

此等財務報表乃根據國際會計準則委員會(「國際會計準則委員會」)頒佈之國際財務報告準則(「國際財務報告準則」)以及香港聯合交易所有限公司(「聯交所」)證券上市規則附錄16披露規定而編製。除按公平值透過損益列賬之金融資產及負債已以公平值計量外，財務報表乃根據歷史成本法編製。除另有指明外，此等財務報表以港元(「港元」)呈列。

Notes to Financial Statements

財務報表附註

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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The accounting policies adopted are consistent with those of the previous financial year, except for the following amendments to IFRSs effective as of 1 January 2012:

IFRS 7 Financial Instruments: Disclosures – Transfers of Financial Assets

The amendment requires additional disclosure about financial assets that have been transferred but not derecognized to enable the user of the Company's financial statements to understand the relationship with those assets that have not been derecognized and their associated liabilities. In addition, the amendment requires disclosures about the entity's continuing involvement in derecognized assets to enable the users to evaluate the nature of, and risks associated with, such involvement. The amendment is effective for annual periods beginning on or after 1 July 2011. The Company does not have any assets with these characteristics so there has been no effect on the presentation of its financial statements.

2.3 STANDARDS ISSUED BUT NOT YET EFFECTIVE

The standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt these standards, if applicable, when they become effective.

IAS 1 Presentation of Items of Other Comprehensive Income – Amendments to IAS 1

The amendments to IAS 1 change the grouping of items presented in other comprehensive income. Items that could be reclassified (or 'recycled') to profit or loss at a future point in time would be presented separately from items that will never be reclassified. The amendment affects presentation only and has no impact on the Company's financial position or performance. The amendment becomes effective for annual periods beginning on or after 1 July 2012. The Company expects to adopt the amendments from 1 January 2013.

2.2 會計政策及披露之變更

所採納之會計政策與過往財政年度一致，惟以下於2012年1月1日生效之國際財務報告準則之修訂除外：

國際財務報告準則第7號金融工具：披露－轉讓金融資產

該修訂要求額外披露有關已轉讓惟未取消確認之金融資產，以使本公司財務報表之使用者理解該等未取消確認之資產及與其相關之負債之間的聯繫。此外，該修訂要求披露實體持續參與取消確認資產，使使用者能評估實體參與之性質及其有關風險。該修訂於2011年7月1日或之後的年度期間開始生效。由於本公司並無持有任何該等特徵的資產，該修訂對呈列其財務報表並無影響。

2.3 已頒佈但尚未生效的準則

已頒佈惟截至本公司財務報表刊發之日尚未生效之準則及詮釋披露如下。本公司擬當該等準則(倘適用)生效時予以採納。

國際會計準則第1號呈列其他全面收益項目－國際會計準則第1號之修訂

國際會計準則第1號的修訂更改其他全面收益內呈列的項目組合。可於日後時間重新分類(或循環)至損益的項目，將與不重新分類的項目分開呈列。該修訂僅影響呈列，因此對本公司之財務狀況或表現並無影響。該修訂於2012年7月1日或之後的年度期間開始生效。本公司預計於2013年1月1日採納該等修訂。

2.3 STANDARDS ISSUED BUT NOT YET EFFECTIVE (Continued)

IAS 32 *Offsetting Financial Assets and Financial Liabilities – Amendments to IAS 32*

These amendments clarify the meaning of “currently has a legally enforceable right to set-off”. The amendments also clarify the application of the IAS 32 offsetting criteria to settlement systems (such as central clearing house systems) which apply gross settlement mechanisms that are not simultaneous. These amendments are not expected to impact the Company’s financial position or performance and become effective for annual periods beginning on or after 1 January 2014.

IFRS 7 *Disclosures – Offsetting Financial Assets and Financial Liabilities – Amendments to IFRS 7*

These amendments require an entity to disclose information about rights to set-off and related arrangements (e.g., collateral agreements). The disclosures would provide users with information that is useful in evaluating the effect of netting arrangements on an entity’s financial position. The new disclosures are required for all recognized financial instruments that are set off in accordance with IAS 32 *Financial Instruments: Presentation*. The disclosures also apply to recognized financial instruments that are subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are set off in accordance with IAS 32. These amendments will not impact the Company’s financial position or performance and become effective for annual periods beginning on or after 1 January 2013.

IFRS 9 *Financial Instruments: Classification and Measurement*

IFRS 9, as issued, reflects the first phase of the IASB’s work on the replacement of IAS 39 and applies to classification and measurement of financial assets and financial liabilities as defined in IAS 39. The standard was initially effective for annual periods beginning on or after 1 January 2013, but *Amendments to IFRS 9 Mandatory Effective Date of IFRS 9 and Transition Disclosures*, issued in December 2011, moved the mandatory effective date to 1 January 2015. In subsequent phases, the IASB will address hedge accounting and impairment of financial assets. The adoption of the first phase of IFRS 9 will have an effect on the classification and measurement of the Company’s financial assets, but will not have an impact on classification and measurements of financial liabilities. The Company will quantify the effect in conjunction with the other phases, when the final standard including all phases is issued.

2.3 已頒佈但尚未生效的準則(續)

國際會計準則第32號抵銷金融資產及金融負債－國際會計準則第32號之修訂

該等修訂闡明「目前具有合法強制執行抵銷權利」。該等修訂亦闡明國際會計準則第32號抵銷標準對採用非同步的全額結算機制的結算系統(例如：中央結算所系統)之應用。該等修訂預期不會影響本公司的財務狀況或表現，且於2014年1月1日或之後的年度期間開始生效。

國際財務報告準則第7號披露－抵銷金融資產及金融負債－國際財務報告準則第7號之修訂

該等修訂要求實體披露有關抵銷權與相關安排(例如抵押品協議)的資料。披露將向使用者提供有助評估淨額結算安排對實體的財務狀況具影響的資料。所有按照國際會計準則第32號金融工具：呈報抵銷的已確認金融工具均須進行新披露。披露亦適用於可受強制執行的主淨額結算安排或類似協議影響的已確認金融工具(不論是否按照國際會計準則第32號抵銷)。該等修訂預期不會影響本公司的財務狀況或表現，且於2013年1月1日或之後的年度期間開始生效。

國際財務報告準則第9號金融工具：分類和計量

所發佈的國際財務報告準則第9號反映了國際會計準則委員會第一階段關於替代國際會計準則第39號的工作，並適用於國際會計準則第39號中定義的金融資產及金融負債的分類和計量。此準則在2013年1月1日或之後之年度期間初步開始生效，惟於2011年12月頒佈的對國際財務報告準則第9號國際財務報告準則第9號強制生效日期及過渡披露之修訂將強制生效日期修訂為2015年1月1日。在後續階段，國際會計準則委員會將處理對沖會計及金融資產減值等問題。採用國際財務報告準則第9號第一階段將影響到本公司金融資產的分類和計量，但將不會對金融負債的分類和計量產生影響。於包括所有階段的最終準則已發行時，本公司將量化該階段連同其他各階段的影響。

Notes to Financial Statements

財務報表附註

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2.3 STANDARDS ISSUED BUT NOT YET EFFECTIVE (Continued)

IFRS 10 *Consolidated Financial Statements*, IAS 27 *Separate Financial Statements*

IFRS 10 replaces the portion of IAS 27 *Consolidated and Separate Financial Statements* that addresses the accounting for consolidated financial statements. It also addresses the issues raised in SIC-12 *Consolidation – Special Purpose Entities* and IAS 27 (2011). IFRS 10 establishes a single control model that applies to all entities including special purpose entities. The changes introduced by IFRS 10 will require management to exercise significant judgement to determine which entities are controlled and therefore are required to be consolidated by a parent, compared with the requirements that were in IAS 27.

The amendments to IFRS 10 issued in October 2012 include a definition of an investment entity and provide an exception to the consolidation requirement for entities that meet the definition of an investment entity. Investment entities are required to account for subsidiaries at fair value through profit or loss in accordance with IFRS 9 rather than consolidate them. Consequential amendments were made to IFRS 12 *Disclosure of Interest in Other Entities*. The amendments to IFRS 12 also set out the disclosure requirements for investment entities.

Consequential amendments were made to IAS 27 and IAS 28 as a result of the issuance of IFRS 10, IFRS 11 *Joint Venture Arrangement* and IFRS 12. The Company expects to adopt IFRS 10, IFRS 11, IFRS 12, IAS 27 (2011), IAS 28 (2011), and the subsequent amendments to these standards issued in June and October 2012 from 1 January 2013. Based on the preliminary analyses performed, IFRS 10 is not expected to have any impact on the currently held investments of the Company.

2.3 已頒佈但尚未生效的準則(續)

國際財務報告準則第10號*綜合財務報表*、國際會計準則第27號*單獨財務報表*

國際財務報告準則第10號取代國際會計準則第27號*綜合及獨立財務報表*關於綜合財務報表的會計處理部分。其亦載有國際詮釋委員會第12號詮釋*綜合 – 特殊目的實體*及國際會計準則第27號(2011年)所引發的問題。國際財務報告準則第10號訂立適用於所有實體(包括特殊目的實體)的單一控制模式。與國際會計準則第27號規定比較，國際財務報告準則第10號所引入的變動要求管理層作出重大判斷以釐定受控的實體及須由母公司合併。

於2012年10月頒佈的國際財務報告準則第10號的修訂包括投資實體的定義並向實體(倘若實體符合投資實體定義)提供合併要求的豁免。投資實體須根據國際財務報告準則第9號，按公平值透過損益將附屬公司入賬，而非加以合併。國際財務報告準則第12號於其他實體的權益披露已作出後續修訂。國際財務報告準則第12號之修訂本亦載列投資實體之披露規定。

由於頒佈國際財務報告準則第10號、國際財務報告準則第11號*聯合安排*及國際財務報告準則第12號，國際會計準則第27號及國際會計準則第28號已作出後續修訂。本公司預計自2013年1月1日起採納國際財務報告準則第10號、國際財務報告準則第11號、國際財務報告準則第12號、國際會計準則第27號(2011年)、國際會計準則第28號(2011年)及於2012年6月及10月頒佈對該等準則的後續修訂。根據上述所作出初步分析，預計國際財務報告準則第10號不會對本公司目前持有的投資產生任何影響。

2.3 STANDARDS ISSUED BUT NOT YET EFFECTIVE (Continued)

IFRS 13 *Fair Value Measurement*

IFRS 13 provides a precise definition of fair value and single source of fair value measurement and disclosure requirements for use across IFRSs. The standard does not change the circumstances in which the Company is required to use fair value, but provides guidance on how fair value should be applied where its use is already required or permitted under other IFRSs. The Company expects to adopt IFRS 13 prospectively from 1 January 2013.

Annual Improvements May 2012

These improvements will not have an impact on the Company, but include:

IAS 1 Presentation of Financial Statements

This improvement clarifies the difference between voluntary additional comparative information and the minimum required comparative information. Generally, the minimum required comparative information is the previous period.

IAS 32 Financial Instruments: Presentation

This improvement clarifies that income taxes arising from distributions to equity holders are accounted for in accordance with IAS 12 *Income Taxes*.

IAS 34 Interim Financial Reporting

The amendment aligns the disclosure requirements for total segment assets with total segment liabilities in interim financial statements. This clarification also ensures that interim disclosures are aligned with annual disclosures.

These improvements are effective for annual periods beginning on or after 1 January 2013.

2.3 已頒佈但尚未生效的準則(續)

國際財務報告準則第13號公平值計量

國際財務報告準則第13號提供了公平值的精確定義及公平值計量方法的單一來源，以及於國際財務報告準則範圍內使用的披露規定。該準則雖未改變本公司使用公平值的條件，但提供了在其他國際財務報告準則已規定或允許使用公平值的情況下，應如何運用公平值的指引。本公司預期於2013年1月1日起採納國際財務報告準則第13號。

2012年5月年度改進

該等改進將不會對本公司產生影響，惟包括：

國際會計準則第1號財務報表的呈列

此改進闡明自願性額外比較資料與最低規定比較資料之間的差異。一般而言，最低規定比較期間為上個期間。

國際會計準則第32號金融工具：呈列

該改進闡明向權益持有人作出分派所產生的所得稅須按國際會計準則第12號所得稅入賬。

國際會計準則第34號中期財務報告

該項修訂使中期財務報表中總分部資產與總分部負債的披露要求一致。此項澄清亦確保中期披露與年度披露一致。

該等改進於2013年1月1日或之後的年度期間開始生效。

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財務報表附註

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Financial instruments

(a) Classification

The Company classifies its financial assets and financial liabilities into the following categories in accordance with IAS 39.

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

The category of financial assets and liabilities at fair value through the profit or loss is sub-divided into:

Financial assets and liabilities held for trading:

Financial assets are classified as held for trading if they are acquired for the purpose of selling and/or repurchasing in the near term. This category includes equity securities. These assets are acquired principally for the purpose of generating a profit from short-term fluctuation in price. Financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term. All derivatives and liabilities from short sales of financial instruments are classified as held for trading. The Company's policy is not to apply hedge accounting.

Financial instruments designated as at fair value through profit or loss upon initial recognition:

Financial assets and financial liabilities classified in this category are those that have been designated by management on initial recognition. Management may only designate an instrument at fair value through profit or loss upon initial recognition when the following criteria are met, and designation is determined on an instrument by instrument basis:

- The designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or liabilities or recognising gains or losses on them on a different basis.

2.4 主要會計政策概要

金融工具

(a) 分類

本公司根據國際會計準則第39號將其金融資產與金融負債分類為下列幾類。

(i) *按公平值透過損益列賬之金融資產與負債*

按公平值透過損益列賬之金融資產與負債再分為：

持作買賣金融資產及負債：

倘若購入金融資產旨在於近期出售及／或購回，則金融資產被分類為持作買賣。該類別包括權益證券。購入此等資產主要旨在從價格短期波動中獲利。倘若購入金融負債旨在於近期出售，則金融負債被分類為持作買賣。所有衍生工具及賣空金融工具而產生的負債均被分類為持作買賣。本公司政策不適用於對沖會計。

初次確認時已被指定為按公平值透過損益列賬之金融工具：

分類為該類別的金融資產及金融負債為由管理層於初始確認時所指定者。倘符合以下條件，管理層可僅於初始確認時指定按公平值透過損益列賬之工具，且指定乃按逐項工具基準釐定：

- 該指定消除或大幅減少按不同基準計量資產或負債或確認其盈虧所導致的不一致入賬方法。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

(a) Classification (Continued)

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

- The assets and liabilities are part of a group of financial assets, financial liabilities or both which are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management or investment strategy.
- The financial instrument contains one or more embedded derivatives which significantly modify the cash flows that otherwise would be required by the contract.

(ii) *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. The Company includes in this category amounts relating to short-term receivables.

(iii) *Other financial liabilities*

This category includes all financial liabilities, other than those classified as held for trading. The Company includes in this category amounts relating to other payables and the amount due to a related company.

(b) Recognition

The Company recognizes a financial asset or a financial liability when, and only when, it becomes a party to the contractual provisions of the instrument.

2.4 主要會計政策概要(續)

金融工具(續)

(a) 分類(續)

(i) *按公平值透過損益列賬之金融資產與負債(續)*

- 該資產及負債為根據明文規定的風險管理或投資策略按公平值基準管理及評估表現的一組金融資產、金融負債或兩者的一部分。
- 金融工具包括一個或多個嵌入式衍生工具，當中大幅修訂合約要求之現金流量。

(ii) *貸款及應收款項*

貸款及應收款項均為設有固定或可確定付款金額的非衍生工具金融資產，並在交投活躍的市場中並無報價。本公司計入此類別之金額乃有關短期應收款項。

(iii) *其他金融負債*

該類別包括被分類為持作買賣的金融負債以外的所有金融負債。本公司計入此類別之金額包括其他應付款項及應付一間關連公司款項。

(b) 確認

金融資產或金融負債僅於本公司成為工具合約條文之訂約方後，方可確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

(b) Recognition (Continued)

Purchases or sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the marketplace (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

(c) Initial measurement

Financial assets and financial liabilities at fair value through profit or loss are recorded in the statement of financial position at fair value. All transaction costs for these instruments are recognized directly in profit or loss.

Loans and receivables and financial liabilities (other than those classified as held for trading) are measured initially at their fair value plus any directly attributable incremental costs of acquisition or issue.

(d) Subsequent measurement

After initial measurement, the Company measures financial instruments which are classified as at fair value through profit or loss at fair value. Subsequent changes in the fair value of those financial instruments are recorded in "Net change in fair value of financial assets and liabilities at fair value through profit or loss". Interest earned and dividend revenue elements of these instruments are recorded separately in "Interest income" and "Dividend income", respectively.

Loans and receivables are carried at amortized cost using the effective interest method less any allowance for impairment. Gains and losses are recognized in profit or loss when the loans and receivables are derecognized or impaired, as well as through the amortization process.

2.4 主要會計政策概要(續)

金融工具(續)

(b) 確認(續)

須在市場(常規交易)規定或慣例普遍確立的期間內交付資產的金融資產買賣於交易日(即本公司承諾買賣該資產之日)確認。

(c) 初始計量

按公平值透過損益列賬之金融資產與金融負債按公平值計入財務狀況表。該等工具的所有交易費用直接於損益中確認。

貸款及應收款項以及金融負債(被分類為持作買賣者除外)於初始確認時按公平值另加任何直接新增收購或發行成本計量。

(d) 其後計量

初始計量後，本公司以公平值計量分類為按公平值透過損益列賬之金融工具。該等金融工具公平值的其後變動於「按公平值透過損益列賬之金融資產與負債之公平值變動淨值」中入賬。該等工具所賺取的利息及股息收入部分分別入賬為「利息收入」及「股息收入」。

貸款及應收款項乃按實際利率法計算攤銷成本並減除任何減值撥備入賬。有關收益及虧損於貸款及應收款項終止確認或減值，或透過攤銷過程在損益中確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

(d) Subsequent measurement (Continued)

Financial liabilities, other than those classified as at fair value through profit or loss, are measured at amortized cost using the effective interest method. Gains and losses are recognized in profit or loss when the liabilities are derecognized, as well as through the amortization process.

The effective interest method is a method of calculating the amortized cost of a financial asset or a financial liability and of allocating the interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial asset or financial liability. When calculating the effective interest rate, the Company estimates cash flows considering all contractual terms of the financial instruments, but does not consider future credit losses. The calculation includes all fees paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums or discounts.

(e) Derecognition

A financial asset is derecognized where:

- The rights to receive cash flows from the asset have expired; or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through” arrangement; and

2.4 主要會計政策概要(續)

金融工具(續)

(d) 其後計量(續)

分類為按公平值透過損益列賬之金融負債以外的金融負債乃採用實際利率法按攤銷成本計量。有關收益及虧損於負債終止確認或透過攤銷過程在損益中確認。

實際利率法乃計算金融資產或金融負債的攤銷成本及按有關期間攤分利息收入或利息開支的方法。實際利率乃按金融工具預計年期或於適當時按較短期間精確折現估計日後現金支出或收入至金融資產或金融負債的賬面淨值的比率。計算實際利率時，本公司就估計現金流量而考慮到金融工具的一切合約條款，而不會計及未來信貸虧損。計算範圍包括為實際利率之整體部份的合約各方所付或所收的一切費用、交易成本及其他所有溢價或折讓。

(e) 終止確認

在下列情況下，金融資產被終止確認：

- 收取該項資產所得現金流量的權利已經屆滿；或
- 本公司已轉讓其收取來自該資產現金流量的權利，或已根據「轉遞」安排承擔在並無重大延誤情況下向第三方全數支付已收取現金流量之責任；及

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

(e) Derecognition (Continued)

- Either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset (or has entered into a pass-through arrangement), and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognized to the extent of the Company's continuing involvement in the asset. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

The Company derecognizes a financial liability when the obligation under the liability is discharged, cancelled or expires.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position, if and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

Determination of fair value

The fair value for financial instruments traded in active markets at the reporting date is based on their quoted price or binding dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs.

2.4 主要會計政策概要(續)

金融工具(續)

(e) 終止確認(續)

- 於(a)本公司已轉讓該資產大部分風險及回報，或(b)本公司並無轉讓或保留該資產之大部分風險及回報，惟已轉讓該資產之控制權。

倘本公司已轉讓其自資產收取現金流量之權利或已訂立轉遞安排，惟並無轉讓或保留資產的大部分風險及回報，亦無轉讓資產的控制權的情況下，則該資產按本公司繼續參與該資產之程度確認。於該情況下，本公司亦確認相關負債。已轉讓資產及相關負債乃按反映本公司保留的權利及義務的基準計量。

當負債的責任獲解除、註銷或屆滿時，本公司會終止確認金融負債。

抵銷金融工具

倘且僅倘目前存在一項可依法強制執行的權利，可抵銷已確認金額，且亦有意以淨值結算或同時變現資產及償付債務，則金融資產及負債均可予抵銷，並把淨金額列入財務狀況表內。

公平值的確定

在活躍市場買賣的金融工具，應當採用報價或交易商報價作為其在報告日的公平值(對於好倉按買價，淡倉按賣價)，且該價格均不扣除交易成本。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets

The Company assesses at each reporting date whether a financial asset or a group of financial assets classified as loans and receivables is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is an objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (an incurred "loss event") and that loss event has an impact on the estimated future cash flows of the financial assets or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the debtor is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that it will enter bankruptcy or other financial reorganization and, where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults. If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future expected credit losses that have not yet been incurred) discounted using the asset's original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognized in profit or loss.

Interest income and expense

Interest income and expense are recognized in the statement of comprehensive income for all interest-bearing financial instruments using the effective interest method.

Dividend income and expense

Dividend income is recognized when the Company's right to receive the payment is established. Dividend income is presented net of any non-recoverable withholding taxes. Dividend expense relating to equity securities sold short is recognized when the shareholders' right to receive the payment is established.

2.4 主要會計政策概要(續)

金融資產的減值

本公司於各報告日評估被分類為貸款及應收款項的金融資產或一組金融資產有否出現任何減值。倘且僅倘於初步確認資產後發生一項或多項事件導致存在客觀減值跡象(一項已發生的「虧損事件」)，而該項虧損事件對該項或該組金融資產的估計未來現金流量所造成的影響乃能夠可靠地估計，則該項或該組金融資產會被視作減值。減值跡象可包括借款人正面臨重大財務困難、違約或未能償還利息或本金、彼等有可能破產或進行其他財務重組，以及有可觀察的數據顯示估計未來現金流量出現可計量之減少，例如欠款數目變動或出現與違約相關之經濟狀況。倘有客觀證據顯示已產生減值虧損，則以資產的賬面值與估計未來現金流量(不包括尚未產生的日後信貸虧損)之間之差額計量虧損金額。估計未來現金流量現值以該資產原實際利率折現。該資產之賬面值可透過使用備抵賬目來扣減，而其虧損金額在損益表中確認。

利息收入及開支

所有附息金融工具按實際利率法在全面收益表中確認利息收入及開支。

股息收入及開支

股息收入於本公司收取款項的權利確立時予以確認。股息收入呈列時已扣除不可收回的預扣稅。與賣空權益證券相關的股息開支於股東收取款項的權利確立時予以確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties

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

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Company;
 - (ii) has significant influence over the Company; or
 - (iii) is a member of the key management personnel of the Company or a parent of the Company;

or

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

2.4 主要會計政策概要(續)

關連方

在下列情況下，任何人士將被視為與本公司有關連：

- (a) 有關方為一名人士或該人士之關係密切家庭成員，而該人士
 - (i) 控制或共同控制本公司；
 - (ii) 對本公司有重大影響；或
 - (iii) 為本公司或本公司母公司的主要管理人員的其中一名成員；

或

- (b) 有關方為實體，且滿足以下任何條件：
 - (i) 該實體與本公司屬同一集團的成員公司；
 - (ii) 一個實體為另一實體的聯營公司或合營企業(或為另一實體的母公司、附屬公司或同系附屬公司)；
 - (iii) 該實體及本公司均為同一第三方的合營企業；
 - (iv) 一個實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；
 - (v) 該實體為本公司或一家與本公司有關連的實體就僱員的福利而設的離職福利計劃；
 - (vi) 該實體受(a)所識別人士控制或受其共同控制；及
 - (vii) 於(a)(i)所識別人士對該實體有重大影響或屬該實體(或該實體母公司)主要管理人員的其中一名成員。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share capital

The Company's ordinary shares are classified as equity as the Company has full discretion on repurchasing the shares and on dividend distributions.

Issuance and acquisition of ordinary shares are accounted for as equity transactions.

Upon issuance of shares, the consideration received is included in equity.

Transaction costs incurred by the Company in issuing or acquiring its own equity instruments are accounted for as a deduction from equity to the extent that they are incremental costs directly attributable to the equity transaction that otherwise would have been avoided.

Own equity instruments which are acquired are deducted from equity and accounted for at amounts equal to the consideration paid, including any directly attributable incremental costs.

No gain or loss is recognized in the statement of comprehensive income on the purchase, sale, issuance or cancellation of the Company's own equity instruments.

Dividend distributions

Dividend distributions are at the discretion of the Company. A dividend distribution to the Company's shareholders is accounted for as a deduction from retained earnings. An interim dividend is recognized directly as a liability when they are proposed and declared by the Directors. A final dividend is recognized as a liability in the period in which it is approved by the annual general meeting of shareholders.

Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents comprise cash on hand, demand deposits and short-term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have short maturity of generally within three months when acquired.

2.4 主要會計政策概要(續)

股本

由於本公司可全權酌情購回股份或進行股息分派，本公司的普通股被分類為權益。

發行及收購普通股按權益交易列賬。

發行股份後，收取的代價計入權益。

本公司於發行或收購本身權益工具時產生的交易費用按權益扣減列賬，並以本來可避免的權益交易直接應佔新增成本為限。

收購的本身權益工具可從權益中扣除，並按相等於已付代價(包括任何直接應佔新增成本)的金額列賬。

購買、出售、發行或註銷本公司本身權益工具概不會於全面收益表確認損益。

股息分派

本公司酌情決定股息的分派。本公司股東的股息分派入賬方法乃於保留盈利中扣除。中期股息於董事建議及宣派時直接確認為負債。末期股息於獲股東週年大會股東批准之期間確認為負債。

現金及現金等值

就現金流量表而言，現金及現金等值包括手頭現金、活期存款以及可隨時轉換為既定金額現金的短期、高流動性投資，所承受的價值變動風險較小，且可在一個較短的期限內(一般為三個月內)取得。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Cash and cash equivalents (Continued)

For the purpose of the statement of financial position, cash and cash equivalents comprise cash at bank, including term deposits, which are not restricted as to use.

Provisions

A provision is recognized when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognized for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in profit or loss.

Income tax

Cayman Islands

Under the current Cayman Islands law, there are no income tax, corporation tax, capital gains tax or any other kinds of tax on profits or gains or tax in the nature of estate duty or inheritance tax currently in effect.

Hong Kong

Income tax comprises current and deferred tax. Income tax relating to items recognized outside profit or loss is recognized outside profit or loss, either in other comprehensive income or directly in equity.

PRC

Investment income and capital gain may be subject to withholding tax deducted at the source of the income. For the statement of cash flows, cash flows from investments are presented net of withholding taxes, when applicable.

2.4 主要會計政策概要(續)

現金及現金等值(續)

就財務狀況表而言，現金及現金等值由銀行現金構成，當中包括使用不受限制的定期存款。

撥備

當由於過往事件導致現時須承擔(法律或推定)責任，而未來可能須流失資源以履行責任，且能可靠估計責任的數額，則會確認為撥備。

如折現影響重大，則所確認的撥備數額是預計履行責任所需的未來開支在報告期末的現值。隨時間過去而增加的已折現現值，計入損益表的財務成本。

所得稅

開曼群島

根據現時開曼群島法律，並無任何所得稅、公司稅、資本增值稅或任何其他種類的溢利或收益稅或遺產稅或承繼稅現正生效。

香港

所得稅包括即期及遞延稅項。於損益以外確認的項目，其相關的所得稅確認於損益外於其他全面收益或直接於權益確認。

中國

投資收入及資本增值須繳納預扣稅，從收入來源扣減。就現金流量表而言，投資現金流按扣減預扣稅(倘適用)呈列。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax (Continued)

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilized, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

2.4 主要會計政策概要(續)

所得稅(續)

本期及過往期間的即期稅項資產及負債乃按預期可自稅務機關收回或須支付予稅務機關的金額計量。

遞延稅項乃採用按負債法就報告期末時資產及負債的稅基與兩者用作財務申報賬面值之間的所有暫時性差額作出撥備。

遞延稅項負債就所有應課稅暫時性差額予以確認，但下列情況除外：

- 因業務合併以外的交易(交易當時並無因而影響會計溢利或應課稅溢利或虧損者)而初步確認商譽或資產或負債所產生的遞延稅項負債；及
- 就附屬公司、聯營公司及合營企業的投資相關的應課稅暫時性差額，如暫時性差額的逆轉時間可予控制，且暫時性差額不大可能在可預見將來逆轉。

在可能取得應課稅溢利而可動用可扣稅暫時性差額，以及未動用稅項抵免及未動用稅項虧損結轉時，就所有可扣稅暫時性差額、未動用稅項抵免及任何未動用稅項虧損結轉確認遞延稅項資產，但下列情況除外：

- 遞延稅項資產涉及因業務合併以外的交易(交易當時並無因而影響會計溢利或應課稅溢利或虧損者)而初步確認資產或負債所產生的可扣稅暫時性差額；及

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax (Continued)

- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognized to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

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 profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at the end of each reporting period and are recognized to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

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

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Functional and presentation currency

The Company's functional and presentation currency is Hong Kong dollar, which is the currency of the primary economic environment in which it operates. The Company's performance is evaluated and its liquidity is managed in Hong Kong dollars. Therefore, Hong Kong dollar is considered as the currency that most faithfully represents the economic effects of the underlying transactions, events and conditions.

2.4 主要會計政策概要(續)

所得稅(續)

- 就附屬公司、聯營公司及合營企業的投資相關的可扣稅暫時性差額，僅於暫時性差額可能在可預見將來逆轉及有可能取得應課稅溢利而可動用暫時性差額的情況下，才能確認遞延稅項資產。

在各報告期末會審核遞延稅項資產的賬面值，如不再可能取得足夠應課稅溢利以運用全部或部份遞延稅項資產，則會作出相應調減。未確認的遞延稅項資產，則會在各報告期末重新評估，並於有可能取得足夠應課稅溢利以收回全部或部份遞延稅項資產時確認。

遞延稅項資產及負債是根據預期在變現資產或清償負債期間適用的稅率計算，而該稅率乃基於報告期末正式實施或實質採用的稅率(及稅法)釐定。

當存在可依法強制執行的權利，可將即期稅項資產抵銷即期稅項負債，而遞延稅項涉及相同應課稅實體及相同稅務機關時，遞延稅項資產及遞延稅項負債方可互相抵銷。

功能及呈列貨幣

本公司的功能及呈列貨幣為港元，港元是本公司經營所在主要經濟環境的貨幣。本公司的表現以港元評估，而流動資金亦以港元管理。因此，港元被認為是最能夠代表相關交易、事件及條件之經濟效果之貨幣。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currency translations

Foreign currency transactions during the year are translated at the rate of exchange prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange ruling at the reporting date. Differences arising on settlement or translation of monetary items are recognized in profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. The gain or loss arising from translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognized in other comprehensive income or profit or loss is also recognized in other comprehensive income or profit or loss, respectively).

Foreign currency transactions gains and losses on financial instruments classified as at fair value through profit or loss are included in profit or loss in the statement of comprehensive income as part of the "Net change in fair value of financial assets and liabilities at fair value through profit or loss". Foreign exchange differences on other financial instruments are included in profit or loss in the statement of comprehensive income as "Foreign exchange gain/loss, net".

3. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

2.4 主要會計政策概要(續)

外幣換算

年內的外幣交易按交易日的匯率換算。

以外幣計值的貨幣資產與負債按報告日適用的功能貨幣匯率重新換算。結算或換算貨幣項目而產生之差額確認為損益。根據外幣歷史成本計算的非貨幣項目按首次交易日的匯率換算。根據外幣公平值計算的非貨幣項目按釐定公平值當日的匯率換算。換算按公平值計量的非貨幣項目而產生的收益或虧損，按確認該項目的公平值變動的收益或虧損一致的方法處理(即倘該項目的公平值收益或虧損已於其他全面收益或損益內確認，則產生的換算差額亦分別於其他全面收益或損益確認)。

按公平值透過損益列賬之金融工具之外幣換算收益及虧損須計入全面收益表溢利或虧損內，列作「按公平值透過損益列賬之金融資產與負債之公平值變動淨值」之一部分。其他金融工具之外匯差額則計入全面收益表溢利或虧損內，列作「外匯收益／虧損，淨額」。

3. 重大會計判斷、估計及假設

編製本公司的財務報表時，管理層須作出判斷、估計及假設，而該等判斷、估計及假設會影響收入、開支、資產及負債的呈報金額及其相關披露以及或然負債的披露。有關此等假設及估計的不確定性可能導致日後需要對受影響的資產或負債作出重大的賬面值調整。

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (Continued)

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the financial statements:

Going concern

The Company's management has made an assessment of the Company's ability to continue as a going concern and is satisfied that the Company has the resources to continue in business for the foreseeable future. Furthermore, management is not aware of any material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern. Therefore, the financial statements continue to be prepared on the going concern basis.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. However, existing circumstances and assumptions about future developments may change due to market changes or circumstances arising beyond the control of the Company. These changes are reflected in the assumptions when they occur.

Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations and changes in tax laws on foreign withholding tax. Given the wide range of international investments, differences arising between the actual investment income and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax expense already recorded. The Company establishes provisions, based on reasonable estimates, for possible consequences of audits by the tax authorities of the respective jurisdiction in which it invests. The amounts of these provisions are based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of investments.

3. 重大會計判斷、估計及假設(續)

判斷

於應用本公司的會計政策過程中，管理層已作出以下對於財務報表確認金額造成最主要影響之判斷：

持續經營

本公司管理層已對本公司持續經營能力作出評估，並認為本公司於可見未來有足夠資源繼續經營其業務。此外，管理層並不知悉任何重大不明朗因素可能對本公司持續經營能力產生重大疑惑。因此，財務報表繼續根據持續經營基準而編製。

估計及假設

於報告期間完結時，有關未來的主要假設及其他主要估計不明朗因素涉及重大風險，可導致資產與負債賬面值於下一財政年度須作出重大調整，有關假設及估計不明朗因素於下文描述。當編製財務報表時，本公司根據可獲得的參數作出假設及估計。然而，現有情況及對未來發展的假設或會因本公司控制能力外產生的市場變動及情況而改變。該等變動會在發生時於假設內有所反映。

稅項

對複雜稅務法規的詮釋和有關外國預扣稅法的變動存在不確定性。鑒於廣泛的國際投資，實際的投資收入與所作假設，或該假設的未來變化之間產生的差異可能需要對已確認的稅務費用作日後調整。本公司基於合理估計，對其各項投資所在司法權區稅務機關審計的可能結果提取撥備。該等撥備的金額基於各種因素，如前期稅務審計經驗，以及應課稅主體和相關稅務機關對稅務法規的不同詮釋。視各項投資所在地當時情況，多種事項均可能造成該種詮釋的差異。

4. OPERATING SEGMENT INFORMATION

During the years ended 31 December 2012 and 2011, all of the Company's investments are equity securities listed either on the Stock Exchange, the New York Stock Exchange or the National Association of Securities Dealers Automated Quotations ("NASDAQ"), and debt securities listed on the Singapore Exchange Securities Trading Limited ("SGX"). For management purposes, the Company is organised into one main operating segment, which invests mainly in equity and debt securities. All of the Company's activities are interrelated, and each activity is dependent on the other. Accordingly, all significant operating decisions are based upon analysis of the Company as one segment. The financial results from this segment are equivalent to the financial statements as a whole.

5. REVENUE

An analysis of revenue is as follows:

4. 經營分部資料

截至2012年及2011年12月31日止年度，所有本公司的投資均為於聯交所、紐約證券交易所或美國全國證券交易商協會自動報價系統（「納斯達克」）上市的權益證券及於新加坡證券交易所有限公司（「新交所」）上市的債務證券。為管理目的，本公司組織為一個主要經營分部，主要投資權益及債務證券。本公司的所有活動均相互聯繫，每項活動均依賴於其他活動。因此，所有重大經營決策均基於本公司作為一個分部的分析。該分部的財務業績與作為整體的財務報表對等。

5. 收入

收入分析如下：

	2012 2012年 HK\$ 港元	2011 2011年 HK\$ 港元
Dividend income from listed equity securities	1,367,161	-
Interest income from listed debt securities	903,340	-
Bank interest income	89,367	7,824
	2,359,868	7,824

6. NET CHANGE IN FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

6. 按公平值透過損益列賬之金融資產與負債之公平值變動淨值

	2012 2012年 HK\$ 港元	2011 2011年 HK\$ 港元
Net realized loss on financial assets at fair value through profit or loss	(14,916,621)	(778,960)
Net unrealized gain/(loss) on financial assets at fair value through profit or loss	27,838,630	(40,862,135)
Net realized gain on financial liabilities at fair value through profit or loss	485,350	2,233,387
	13,407,359	(39,407,708)

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7. PROFIT/(LOSS) BEFORE TAX

The Company's profit/(loss) before tax is arrived at after charging/(crediting):

		2012 2012年 HK\$ 港元	2011 2011年 HK\$ 港元
Investment management fee (note 10)	投資管理費(附註10)	4,917,512	5,219,572
Foreign exchange (gain)/loss, net	外匯(收益)/虧損, 淨額	(184)	75,171
Auditors' remuneration	核數師酬金	286,500	277,000
Legal and professional fees	法律及專業人士費用	76,401	830,674

8. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Listing Rules and Section 161 of the Hong Kong Companies Ordinance, is as follows:

		2012 2012年 HK\$ 港元	2011 2011年 HK\$ 港元
Fees	袍金	465,348	467,092
Other emoluments	其他酬金	-	-
		465,348	467,092

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

		2012 2012年 HK\$ 港元	2011 2011年 HK\$ 港元
Mr. Siu Kam Chau	蕭錦秋先生	116,337	116,773
Professor Xu Yangsheng	徐揚生教授	116,337	116,773
Mr. Doyle Ainsworth Dally	Doyle Ainsworth Dally 先生	116,337	116,773
		349,011	350,319

7. 除稅前溢利/(虧損)

本公司之除稅前溢利/(虧損)經扣除/(計入)以下各項後達致:

8. 董事酬金

根據上市規則及香港公司條例第161條予以披露之本年度董事酬金如下:

(a) 獨立非執行董事

年內支付予獨立非執行董事的袍金如下:

8. DIRECTORS' REMUNERATION (Continued)

(b) Executive directors

The fees paid to executive directors during the year were as follows:

		2012 2012年 HK\$ 港元	2011 2011年 HK\$ 港元
Mr. Craig Blaser Lindsay	Craig Blaser Lindsay 先生	-	-
Mr. Wang Junyan	王俊彥先生	-	-
Mr. Gu Xu	顧旭先生	116,337	116,773
		116,337	116,773

8. 董事酬金 (續)

(b) 執行董事

年內支付予執行董事的袍金如下：

	2012 2012年 HK\$ 港元	2011 2011年 HK\$ 港元
Mr. Craig Blaser Lindsay	-	-
Mr. Wang Junyan	-	-
Mr. Gu Xu	116,337	116,773
	116,337	116,773

9. PERSONNEL

The Company did not employ any personnel during the year (2011: Nil).

9. 人員

本公司於年內並無僱用任何人員(2011年:無)。

10. FEES

Administration fee

HSBC Trustee (Cayman) Limited (the "Administrator") is entitled to receive an administration fee which is calculated at each valuation day at the following rates:

First HK\$800 million of net asset value	0.140% per annum
Next HK\$1,200 million of net asset value	0.125% per annum
On the remainder of net asset value	0.110% per annum

The administration fee is subject to a monthly minimum fee of HK\$73,000 (reduced by 50% in the first six months after listing) and is payable monthly in arrears. The administration fee for the year was HK\$876,000 (2011: HK\$651,113). As at 31 December 2012, an administration fee of HK\$73,000 (2011: HK\$73,000) was payable to the Administrator.

10. 費用

行政管理費

HSBC Trustee (Cayman) Limited (「行政管理人」) 有權收取於各估值日按下列費率計算的行政管理費：

資產淨值的首個8億港元	每年0.140%
資產淨值的下個12億港元	每年0.125%
資產淨值的餘下部分	每年0.110%

行政管理費須受每月最低費用73,000港元(於上市後首六個月削減50%)約束及須於每月月底支付。本年度行政管理費為876,000港元(2011年:651,113港元)。於2012年12月31日,行政管理費73,000港元(2011年:73,000港元)應付予行政管理人。

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10. FEES (Continued)

Valuation fee

The Administrator is also entitled to a fee of HK\$8,000 per additional valuation. This is payable on a monthly basis for a calculation of the Company's net asset value on an ad-hoc basis. No valuation fee was charged for the year (2011: Nil). As at 31 December 2012, no valuation fee was payable to the Administrator (2011: Nil).

Custodian fee

HSBC Institutional Trust Services (Asia) Limited (the "Custodian") is entitled to receive a custodian fee which is calculated at each valuation day at the following rates:

First HK\$800 million of net asset value	0.040% per annum
Next HK\$1,200 million of net asset value	0.035% per annum
On the remainder of net asset value	0.030% per annum

The custodian fee is subject to a monthly minimum fee of HK\$15,000 (reduced by 50% in the first six months after listing) and is payable monthly in arrears.

The custodian fee for the year was HK\$180,000 (2011: HK\$144,448). As at 31 December 2012, a custodian fee of HK\$15,000 (2011: HK\$15,000) was payable to the Custodian.

Management fee

The Investment Manager is entitled to a management fee accruing monthly at the annual rate of 2% of the net asset value of the Company on each valuation day and payable monthly in arrears.

The management fee for the year was HK\$4,917,512 (2011: HK\$5,219,572). As at 31 December 2012, a management fee of HK\$414,986 (2011: HK\$392,501) was payable to the Investment Manager.

10. 費用(續)

估值費

行政管理人每次額外估值亦有權收取8,000港元費用。該費用須按月支付，用於按專項基準計算本公司資產淨值。本年度並無產生估值費(2011年：無)。於2012年12月31日，並無估值費應付予行政管理人(2011年：無)。

託管費

滙豐機構信託服務(亞洲)有限公司(「託管人」)有權收取於各估值日按下列費率計算的託管費：

資產淨值的首個8億港元	每年0.040%
資產淨值的下個12億港元	每年0.035%
資產淨值的餘下部分	每年0.030%

託管費須受每月最低費用15,000港元(於上市後首六個月削減50%)約束及須於每月月底支付。

本年度託管費為180,000港元(2011年：144,448港元)。於2012年12月31日，託管費15,000港元(2011年：15,000港元)應付予託管人。

管理費

投資管理人有權收取按本公司於各估值日資產淨值2%的年比率按月累計並須於每月月底支付的管理費。

本年度管理費為4,917,512港元(2011年：5,219,572港元)。於2012年12月31日，管理費414,986港元(2011年：392,501港元)應付予投資管理人。

10. FEES (Continued)

Performance fee

The Investment Manager is entitled to receive a performance fee at the rate of 20% per annum of the net increase in the net asset value per share on the immediately preceding valuation date, above the previous highest net asset value per share on any preceding valuation date in respect of which a performance fee was last paid (or where no performance fee has been paid, the aggregate placing price of the shares subscribed at the listing date) multiplied by the number of shares in issue at the time of calculating the performance fee. The performance fee is payable semi-annually in arrears. No performance fee was charged for the year (2011: Nil). As at 31 December 2012, no performance fee was payable to the Investment Manager (2011: Nil).

11. TAXATION

Cayman Islands

Under the current Cayman Islands law, there is no income tax, corporation tax, capital gains tax or any other kinds of tax on profits or gains or tax in the nature of estate duty or inheritance tax currently in effect.

The Company received an undertaking from the Governor-in-Council of the Cayman Islands to the effect that, for a period of twenty years from the date of the undertaking, no law that is hereafter enacted in the Cayman Islands imposing any tax on income will be levied on the Company.

Hong Kong

No provision for Hong Kong profits tax has been made as the Company did not generate any assessable profits in Hong Kong during the year (2011: Nil). The major component of income tax charge for the years ended 31 December 2012 and 2011 are:

		2012 2012年 HK\$ 港元	2011 2011年 HK\$ 港元
Provision for the year	年內撥備	-	-
Deferred tax (note 18)	遞延稅項(附註18)	1,373,114	-
Tax charge for the year	年內稅項開支	1,373,114	-

10. 費用(續)

表現費

投資管理人有權收取表現費，按最近的前一估值日每股資產淨值較上一次支付表現費的任何前一估值日的前最高每股資產淨值的任何增值淨值的20%（或倘並未支付表現費，則為上市日已認購股份的合計配售價）乘以計算表現費時的已發行股份數目計算。表現費須每半年於期末支付。本年度並無收取表現費（2011年：無）。於2012年12月31日，並無應付予投資管理人之表現費（2011年：無）。

11. 稅項

開曼群島

現時開曼群島法律並無任何正生效的所得稅、公司稅、資本增值稅或任何其他種類的溢利或收益稅或遺產稅或承繼稅。

本公司已收到開曼群島總督會同行政會議承諾，由承諾作出日起二十年期間，開曼群島之後頒佈的任何就收入施加任何稅項的法律概不會對本公司徵稅。

香港

由於本公司在本年度並無於香港產生任何應課稅溢利，故並無就香港利得稅作出撥備（2011年：無）。截至2012年及2011年12月31日止年度所得稅支出之主要成分為：

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11. TAXATION (Continued)

Hong Kong (continued)

A reconciliation of the tax expense applicable to profit/(loss) before tax using the statutory rate to the tax expense at the effective tax rate is as follows:

		2012 2012年 HK\$ 港元	2011 2011年 HK\$ 港元
Profit/(loss) before tax	除稅前溢利／(虧損)	6,181,434	(49,098,434)
Tax at the statutory tax rate of 16.5%	按法定稅率 16.5% 計算的稅項	1,019,937	(8,101,242)
Income not subject to tax	毋須課稅的收入	(386,836)	(1,291)
Investment loss not deductible for tax	不可扣稅的投資虧損	–	6,197,184
Expenses not deductible for tax	不可扣稅的開支	1,201,728	1,461,317
Tax losses not recognized	未確認稅項虧損	–	444,032
Tax losses utilized from previous period	抵扣以前年度稅項虧損	(461,715)	–
Tax charge at the effective rate of 22.2% (2011: 0%)	按實際稅率 22.2% (2011年：0%) 計算的稅項支出	1,373,114	–

PRC

No provision was made for PRC taxation in the financial statements as the Company did not generate any PRC sourced income during the year (2011: Nil).

12. EARNING/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic earning per share amount is based on the Company's profit for the year attributable to ordinary equity holders of HK\$4,808,320 (2011: loss of HK\$49,098,434) and the weighted average number of ordinary shares in issue during the year of 303,000,000 (2011: 298,849,315 ordinary shares). No adjustment has been made to the basic earning per share amount presented for the year ended 31 December 2012 in respect of a dilution as the Company had no potentially dilutive ordinary shares in issue during the year (2011: Nil).

11. 稅項(續)

香港(續)

採用法定稅率計算除稅前溢利／(虧損)適用的稅項支出與按實際稅率計算的稅項支出對賬如下：

	2012 2012年 HK\$ 港元	2011 2011年 HK\$ 港元
除稅前溢利／(虧損)	6,181,434	(49,098,434)
按法定稅率 16.5% 計算的稅項	1,019,937	(8,101,242)
毋須課稅的收入	(386,836)	(1,291)
不可扣稅的投資虧損	–	6,197,184
不可扣稅的開支	1,201,728	1,461,317
未確認稅項虧損	–	444,032
抵扣以前年度稅項虧損	(461,715)	–
按實際稅率 22.2% (2011年：0%) 計算的稅項支出	1,373,114	–

中國

由於本公司在年內並無於中國產生任何收入，故並無於財務報表內作出中國稅項撥備(2011年：無)。

12. 本公司普通權益持有人應佔每股盈利／(虧損)

每股基本盈利金額以普通權益持有人應佔本年度本公司溢利4,808,320港元(2011年：虧損49,098,434港元)及本年度已發行普通股加權平均數303,000,000股(2011年：298,849,315股普通股)計算得出。由於本公司於本年度並無已發行潛在之攤薄普通股，因此，並無對截至2012年12月31日止年度已呈列之每股基本盈利作出有關攤薄之調整(2011年：無)。

13. PREPAYMENTS AND OTHER RECEIVABLES

Prepayments	預付款項
Interest income receivable from debt securities	應收債務證券利息收入
Bank interest receivable	應收銀行利息
Other receivables	其他應收款項

13. 預付款項及其他應收款項

2012 2012年 HK\$ 港元	2011 2011年 HK\$ 港元
256,591	261,161
432,553	–
27,793	584
–	320,703
716,937	582,448

As at the end of the reporting period, none of the above receivables is either past due or impaired.

於報告期末，上述應收款項既無逾期亦無減值。

14. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Listed equity securities:	上市權益證券：
– Hong Kong	– 香港
– The United States	– 美國
Listed debt securities:	上市債務證券：
– Singapore	– 新加坡

14. 按公平值透過損益列賬之金融資產

2012 2012年 HK\$ 港元	2011 2011年 HK\$ 港元
122,449,720	12,979,050
16,291,412	13,871,056
138,741,132	26,850,106
29,862,177	–
168,603,309	26,850,106

The fair values of the listed equity securities and listed debt securities are determined based on the quoted market bid prices available on the relevant stock exchanges at the end of the reporting period.

上市權益證券及上市債務證券的公平值乃根據相關證券交易所於報告期末所提供的市場報價釐定。

Net unrealized gain on financial assets at fair value through profit or loss of HK\$27,838,630 (2011: Net unrealized loss of HK\$40,862,135) has been recognized in profit or loss in the statement of comprehensive income.

按公平值透過損益列賬之金融資產之未變現收益淨值27,838,630港元(2011年：未變現虧損淨值40,862,135港元)已於全面收益表溢利或虧損中確認。

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15. CASH AND CASH EQUIVALENTS

Cash at bank	銀行現金
Short-term time deposits	短期定期存款

Cash at bank earns interest at floating rates based on daily bank deposit rates. Short-term time deposits are made for varying periods between one day to three months depending on the immediate cash requirements of the Company, and earn interest at the respective short-term time deposit rates. The cash at bank and short-term time deposits are placed with Hongkong and Shanghai Banking Corporation Limited.

16. OTHER PAYABLES

As at 31 December 2012 and 2011, the other payables are non-interest-bearing and have an average term of less than three months.

17. AMOUNT DUE TO A RELATED COMPANY

As at 31 December 2012 and 2011, the amount due to a related company represents management fee payable to the Investment Manager. The amount is non-interest bearing and has a repayment term of less than one month.

15. 現金及現金等值

2012 2012年 HK\$ 港元	2011 2011年 HK\$ 港元
537,159	3,664,389
75,863,309	207,997,452
76,400,468	211,661,841

銀行現金乃基於每日銀行存款利率之浮動利率賺取利息。短期定期存款之期限介乎一日至三個月不等，視乎本公司對現金需求之迫切性而定，而短期定期存款按各短期存款利率賺取利息。銀行現金及短期定期存款已存入香港上海滙豐銀行有限公司。

16. 其他應付款項

於2012年及2011年12月31日，其他應付款項乃不付息及平均年期少於三個月。

17. 應付一間關連公司款項

於2012年及2011年12月31日，應付一間關連公司款項指應付投資管理人之管理費用。該款項不附利息及還款期限少於一個月。

18. DEFERRED TAX

The movements in deferred tax liabilities and assets during the years are as follows:

Deferred tax liabilities

		Unrealized gain on financial assets at fair value through profit or loss 按公平值透過損益列賬之 金融資產之未變現收益 HK\$ 港元
At 1 January 2011, 31 December 2011 and 1 January 2012	於2011年1月1日、2011年12月31日 及2012年1月1日	-
Deferred tax charged to profit or loss during the year (note 11)	年內於損益扣除之遞延稅項 (附註11)	1,865,752
Gross deferred tax liabilities at 31 December 2012	於2012年12月31日之 遞延稅項負債總額	1,865,752

Deferred tax assets

		Losses available for offsetting against future taxable profits 可供抵扣將來應課稅溢利之虧損 HK\$ 港元
At 1 January 2011, 31 December 2011 and 1 January 2012	於2011年1月1日、2011年12月31日 及2012年1月1日	-
Deferred tax credited to profit or loss during the year (note 11)	年內於損益計入之遞延稅項 (附註11)	492,638
Gross deferred tax assets at 31 December 2012	於2012年12月31日之 遞延稅項資產總值	492,638

18. 遞延稅項

年內遞延稅項負債及資產變動如下：

遞延稅項負債

		Unrealized gain on financial assets at fair value through profit or loss 按公平值透過損益列賬之 金融資產之未變現收益 HK\$ 港元
於2011年1月1日、2011年12月31日 及2012年1月1日		-
年內於損益扣除之遞延稅項 (附註11)		1,865,752
於2012年12月31日之 遞延稅項負債總額		1,865,752

遞延稅項資產

		Losses available for offsetting against future taxable profits 可供抵扣將來應課稅溢利之虧損 HK\$ 港元
於2011年1月1日、2011年12月31日 及2012年1月1日		-
年內於損益計入之遞延稅項 (附註11)		492,638
於2012年12月31日之 遞延稅項資產總值		492,638

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18. DEFERRED TAX (Continued)

Deferred tax assets (Continued)

For presentation purposes, certain deferred tax assets and liabilities have been offset in the statement of financial position. The following is an analysis of the deferred tax balances of the Company for financial reporting purposes:

	HK\$ 港元
Net deferred tax liabilities recognized in the statement of financial position	1,373,114

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

18. 遞延稅項(續)

遞延稅項資產(續)

就呈列而言，若干遞延稅項資產及負債已於財務狀況表抵銷。以下為本公司就財務申報之遞延稅項餘額分析：

	HK\$ 港元
在財務狀況表內確認之遞延稅項負債淨額	1,373,114

本公司向股東派付股息並無附帶所得稅後果。

19. ISSUED CAPITAL

19. 已發行股本

	2012 2012年 HK\$ 港元	2011 2011年 HK\$ 港元
Authorized: 776,000,000 shares of HK\$0.1 each (2011: 776,000,000 shares of HK\$0.1 each)	77,600,000	77,600,000
Issued and fully paid: 303,000,000 shares of HK\$0.1 each (2011: 303,000,000 shares of HK\$0.1 each)	30,300,000	30,300,000

19. ISSUED CAPITAL (Continued)

On 6 January 2011, a total of 303,000,000 ordinary shares of HK\$0.1 each (the "Placing Shares") were placed at a price of HK\$1.03 per share for a total cash consideration, before the related issue expenses, of HK\$312,090,000. The issued and fully paid capital of the Company was increased to HK\$30,300,000 and resulted in a share premium of HK\$281,790,000, before deducting the share placement expenses of HK\$24,057,224. The Placing Shares are not redeemable at the discretion of the shareholders. The net proceeds of the Placing, after deduction of the Start-up Costs of the Company, were subsequently applied by the Investment Manager in making investments according to the investment objectives, policies and restrictions of the Company and the requirements of the Articles, the Listing Rules and the Investment Management Agreement. Any proceeds not deployed will be placed on bank deposits or invested in money market instruments or money market funds.

Dealings in the shares of the Company on the Stock Exchange commenced on 6 January 2011. After listing, no director of the Company or the Investment Manager, or the Investment Manager itself, will hold any shares in the Company.

20. NET ASSET VALUE PER SHARE

The calculation of net asset value per share is based on the net assets of the Company as at 31 December 2012 of HK\$243,187,285 (2011: HK\$238,378,965) and on 303,000,000 ordinary shares being in issue as at 31 December 2012 (2011: 303,000,000 ordinary shares).

19. 已發行股本(續)

於2011年1月6日，合共303,000,000股每股面值0.1港元的普通股(「配售股份」)按每股1.03港元的價格予以配售，扣除相關發行開支前現金代價總額為312,090,000港元。本公司已發行及繳足股本增至30,300,000港元，扣除股份配售開支24,057,224港元前導致股份溢價281,790,000港元。配售股份不可由股東酌情贖回。投資管理人將於作出投資時根據本公司的投資目標、政策及限制，以及本公司組織章程細則、上市規則及投資管理協議之規定其後使用配售的所得款項淨值(經扣減本公司的成立初期費用)。任何未動用所得款項將存作銀行存款或用作投資貨幣市場工具或貨幣市場基金。

本公司股份於2011年1月6日開始於聯交所買賣。上市後，本公司或投資管理人的董事，或投資管理人本身並沒有持有本公司任何股份。

20. 每股資產淨值

每股資產淨值乃按本公司於2012年12月31日的資產淨值243,187,285港元(2011年：238,378,965港元)及該日已發行303,000,000股普通股(2011年：303,000,000股普通股)計算。

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21. RELATED PARTY TRANSACTIONS

In addition to the related party transactions detailed elsewhere in these financial statements, the Company had the following transactions with related parties during the year:

Investment Manager – CITIC Securities International Investment Management (HK) Limited

The Investment Manager is responsible to manage, supervise and direct the investment, disposition and re-investment of the assets of the Company, on a discretionary basis, but subject to the investment objective and restrictions of the Company. The Investment Manager is entitled to receive management and performance fees for its respective services in terms of the agreement dated 10 December 2010. Details of the fees to which the Investment Manager is entitled are provided in note 10 to the financial statements. The investment agreement expired on 31 December 2012 and a new investment agreement was entered into by the Investment Manager and the Company on 19 December 2012 for the period from 1 January 2013 to 31 December 2014.

Two directors of the Company served on the Board of Directors of the Investment Manager for the years ended 31 December 2012 and 2011.

The directors consider the key management personnel of the Company comprise its Board of Directors, whose remuneration is shown in note 8 to the financial statements.

21. 關連方交易

除了在此等財務報表其他部分載述的關連方交易外，本公司於年內與關連方進行下列交易：

投資管理人－中信證券國際投資管理(香港)有限公司

投資管理人負責以全權酌情基準，管理、監督及指示本公司資產的投資、處置及再投資，惟須受本公司的投資目標及限制約束。投資管理人按2010年12月10日簽訂的協議條款，有權就其提供的各項服務收取管理費及表現費。有關投資管理人有權收取的費用詳情載於財務報表附註10。投資協議於2012年12月31日期滿，且投資管理人與本公司已於2012年12月19日已訂立新投資協議，期限自2013年1月1日起至2014年12月31日止。

本公司兩名董事於截至2012年及2011年12月31日止年度於投資管理人董事會任職。

董事認為本公司關鍵管理人員包括其董事會成員，彼等之薪酬如財務報表附註8所示。

22. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2012

Financial assets

Financial assets included in prepayments and other receivables	計入預付款項及其他應收款項的金融資產
Financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產
Cash and cash equivalents	現金及現金等值

22. 按類別劃分金融工具

各類別金融工具於報告期末的賬面值如下：

2012年

金融資產

Financial assets at fair value through profit or loss: Held for trading	Loans and receivables	Total
按公平值透過損益列賬之金融資產： 持作買賣	貸款及應收款項	總額
HK\$	HK\$	HK\$
港元	港元	港元
–	460,346	460,346
168,603,309	–	168,603,309
–	76,400,468	76,400,468
168,603,309	76,860,814	245,464,123

Financial liabilities

Other payables	其他應付款項
Amount due to a related company	應付一間關連公司款項

金融負債

At amortized cost
按攤銷成本
HK\$
港元

Other payables	其他應付款項	745,329
Amount due to a related company	應付一間關連公司款項	414,986
		1,160,315

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22. FINANCIAL INSTRUMENTS BY CATEGORY (Continued) 22. 按類別劃分金融工具(續)

2011		2011年		
Financial assets		金融資產		
		Financial assets at fair value through profit or loss: Held for trading	Loans and receivables	Total
		按公平值透過損益 列賬之金融資產：		
		持作買賣	貸款及應收款項	總額
		HK\$	HK\$	HK\$
		港元	港元	港元
Financial assets included in prepayments and other receivables	計入預付款項及其他 應收款項之 金融資產	–	321,287	321,287
Financial assets at fair value through profit or loss	按公平值透過損益 列賬之金融資產	26,850,106	–	26,850,106
Cash and cash equivalents	現金及現金等值	–	211,661,841	211,661,841
		<u>26,850,106</u>	<u>211,983,128</u>	<u>238,833,234</u>
Financial liabilities		金融負債		
				At amortized cost
				按攤銷成本
				HK\$
				港元
Other payables	其他應付款項			322,929
Amount due to a related company	應付一間關連公司款項			392,501
				<u>715,430</u>

24. FAIR VALUE HIERARCHY

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments:

Level 1: fair values measured based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: fair values measured based on valuation techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: fair values measured based on valuation techniques for which any inputs which have a significant effect on the recorded fair value are not based on observable market data (unobservable inputs)

As at 31 December 2012, the Company's financial assets at fair value through profit or loss was HK\$168,603,309 (2011: HK\$26,850,106). All of them were classified as Level 1 fair value measurements.

During the years ended 31 December 2012 and 2011, there were no transfers between Level 1 and Level 2 of fair value measurements, and no transfers into and out of Level 3.

24. 公平值等級

本公司使用下列等級釐定及披露金融工具之公平值：

第一級：按可辨識資產或負債於活躍市場的報價（未經調整）計算的公平值

第二級：按估值技巧計算的公平值，而該等估值技巧的所有輸入值直接或間接為可觀察數據，並對已入賬公平值具重大影響

第三級：按估值技巧計算的公平值，而該等估值技巧的任何輸入值並非依據可觀察市場數據（不可觀察輸入值）得出，並對已入賬公平值具重大影響

於2012年12月31日，本公司按公平值透過損益列賬之金融資產為168,603,309港元（2011年：26,850,106港元），均按第一級公平值計量進行分類。

截至2012年及2011年12月31日止年度，第一級與第二級公平值計量之間並無轉撥，亦無轉撥至及轉撥自第三級。

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25. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's objective in managing risk is the creation and protection of shareholders' value. The ultimate responsibility in defining and maintaining the Company's risk control framework, setting the appropriate risk parameters for the Company and in continuously monitoring compliance of the Company's portfolio with the investment objective and policies and investment restrictions lies with the Board of Directors of the Company, that will be advised by the Investment Manager.

A risk committee consisting of Mr. Wang, Mr. Lindsay and Mr. Doyle Dally has been formed to monitor the operational and portfolio risks to the Company. The risk committee will monitor the Investment Manager including reviewing whether the investment objective and policies and investment restrictions are being followed by the Investment Manager. In case of any deviation, the risk committee will discuss deviations with the Investment Manager immediately and monitor any agreed remedial action. For all material deviations the risk committee will formulate recommendations to the Board on the appropriate remedial actions to be made. The risk committee will meet on a monthly basis, or more regularly if a meeting is requested by any risk committee member.

25. 財務風險管理目標及政策

本公司的風險管理目標乃創造及保護股東價值。本公司董事會負有界定及保持本公司的風險控制框架、設定本公司合適的風險參數及持續監察本公司的投資組合以遵循投資目標及政策和投資限制的最終責任，投資管理人就此向董事會提供意見。

本公司已成立風險委員會，由王先生、Lindsay 先生及 Doyle Dally 先生組成，以監察本公司的營運及投資組合風險。風險委員會將監察投資管理人的表現，包括審視投資管理人有否遵循投資目標及政策和投資限制。尚有任何偏離，風險委員會將即時與投資管理人商討偏離情況並監察任何已同意的補救行動。對於所有重大的偏離情況，風險委員會將向董事會提出採取適當補救行動的建議。風險委員會每月開會一次，如任何風險委員會成員要求則會增加定期會議次數。

25. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Equity price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of equity indices and the value of individual securities. The Company is exposed to equity price risk arising from individual equity investments classified as trading equity investments (note 14) as at the end of the reporting period. The Company's listed investments are listed on the Hong Kong Stock Exchange, New York Stock Exchange, and NASDAQ and are valued at quoted market prices at the end of the reporting period.

The market equity indices for the following stock exchanges, at the close of business of the nearest trading day in the year to the end of the reporting period, and their respective highest and lowest points during the year were as follows:

		High/low 高/低 2012 2012年 12月31日	
Hong Kong – Hang Seng Index	香港－恒生指數	22,656.92	22,666.59/18,185.59
The United States – NYA Index	美國－NYA指數	8,443.51	8,516.43/7,285.53
The United States – NASDAQ Index	美國－納斯達克指數	3,019.51	3,183.95/2,648.36
		High/low 高/低 2011 2011年 12月31日	
Hong Kong – Hang Seng Index	香港－恒生指數	18,434.39	24,419.62/16,250.27
The United States – NYA Index	美國－NYA指數	7,477.03	8,671.41/6,571.45
The United States – NASDAQ Index	美國－納斯達克指數	2,605.15	2,873.54/2,335.83

25. 財務風險管理目標及政策(續)

股票價格風險

股票價格風險是指股票指數水平及個別證券價值變動而導致的權益證券公平值下跌的風險。於報告期末本公司所面對的股票價格風險源自分類為交易股權投資(附註14)的個別權益投資。本公司的上市投資於香港聯合交易所、紐約證券交易所及納斯達克上市，於報告期末按市場報價計值。

年內至報告期末的最近交易日營業時間結束時，下列證券交易所的市場股票指數，以及其於年內各自的最高及最低點如下：

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財務報表附註

31 December 2012 2012年12月31日

25. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Equity price risk (Continued)

Management's best estimate of the effect on the net assets attributable to equity holders and on the change in net assets attributable to equity holders from operations due to a reasonably possible change in equity indices, with all other variables held constant is indicated in the following table. In practice, the actual trading results may differ from the sensitivity analysis below and the difference could be material.

In addition to the change in equity indices, the sensitivity analysis below includes the effect of foreign currency exchange rates.

2012

Relevant market index 相關市場指數		Beta 數據	% of reasonable possible change of the relevant benchmark index 相關基準指數合理可能變動的百分比	Change in net assets (before tax effect) 資產淨額變動 (除稅務影響前) HK\$ 港元
Hong Kong – Hang Seng Index	香港－恒生指數	0.0593	±10	±1,000,056
The United States – NYA Index	美國－NYA 指數	0.1398	±10	±2,357,830
The United States – NASDAQ Index	美國－納斯達克指數	0.1642	±10	±2,768,709

2011

Relevant market index 相關市場指數		Beta 數據	% of reasonable possible change of the relevant benchmark index 相關基準指數合理可能變動的百分比	Change in net assets (before tax effect) 資產淨額變動 (除稅務影響前) HK\$ 港元
Hong Kong – Hang Seng Index	香港－恒生指數	0.3816	±10	±1,024,600
The United States – NYA Index	美國－NYA 指數	0.5086	±10	±1,365,596

25. 財務風險管理目標及政策(續)

股票價格風險(續)

下表列示在所有其他變量保持不變的情況下管理層對營運中股票指數合理可能變動影響權益持有人應佔淨資產及權益持有人應佔淨資產變動所作的最佳估計。在實踐中，實際交易結果或會與下文敏感度分析有所不同，差異或會重大。

除股票指數變化外，以下敏感度分析包括外匯匯率的影響。

2012年

Relevant market index 相關市場指數		Beta 數據	% of reasonable possible change of the relevant benchmark index 相關基準指數合理可能變動的百分比	Change in net assets (before tax effect) 資產淨額變動 (除稅務影響前) HK\$ 港元
Hong Kong – Hang Seng Index	香港－恒生指數	0.0593	±10	±1,000,056
The United States – NYA Index	美國－NYA 指數	0.1398	±10	±2,357,830
The United States – NASDAQ Index	美國－納斯達克指數	0.1642	±10	±2,768,709

2011年

Relevant market index 相關市場指數		Beta 數據	% of reasonable possible change of the relevant benchmark index 相關基準指數合理可能變動的百分比	Change in net assets (before tax effect) 資產淨額變動 (除稅務影響前) HK\$ 港元
Hong Kong – Hang Seng Index	香港－恒生指數	0.3816	±10	±1,024,600
The United States – NYA Index	美國－NYA 指數	0.5086	±10	±1,365,596

25. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk

Liquidity risk is defined as the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Exposure to liquidity risk arises because of the possibility that the Company could be required to pay its liabilities earlier than expected. To limit this risk, management monitors the Company's liquidity position from time to time.

The Company aims to maintain sufficient cash to meet its liquidity requirements by the ongoing monitoring of cash positions and future cash flows. The following table summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted cash flows. Balances due within six months equal their carrying amounts, as the impact of discounting is insignificant. The table also analyses the maturity profile of the Company's financial assets (undiscounted where appropriate) in order to provide a complete view of the Company's contractual commitments and liquidity.

The maturity grouping of financial liabilities is based on the remaining period from the end of the reporting period to the contractual maturity date. When a counterparty has a choice of when the amount is paid, the liability is allocated to the earliest period in which the Company can be required to pay.

Analysis of debt and equity securities at fair value through profit or loss into maturity groupings is based on the expected date on which these assets will be realized. For other assets, the analysis into maturity groupings is based on the remaining period from the end of the reporting period to the contractual maturity date or, if earlier, the expected date on which the assets will be realized.

25. 財務風險管理目標及政策(續)

流動資金風險

流動資金風險乃指本公司將難以履行其以現金或另外的金融資產償還金融負債的責任的風險。流動資金風險源於本公司可能被要求提前償還債務。為限制此風險，管理層會不時監察本公司的流動資金狀況。

本公司持續監察現金狀況及未來現金流，旨在維持充裕現金，以滿足其流動資金要求。下表基於合約未折現現金流量概述本公司金融負債的到期情況。由於折現影響並不重大，六個月內到期的結餘等於其賬面值。該表亦分析本公司金融資產的到期情況(未經折現，倘適合)，以完整反映本公司的合約承擔及流動資金。

金融負債的到期分組乃基於自報告期末至合約到期日的餘下期間。倘交易對方選擇還款時間，負債將分配至本公司按要須支付的最近期內。

按公平值透過損益列賬計入到期分組的債務及權益證券分析乃基於該等資產將變現的預計日期。計入到期分組的其他資產分析乃基於自報告期末至合約到期日的餘下期間或(倘更早)該資產將變現的預計日期。

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財務報表附註

31 December 2012 2012年12月31日

25. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

25. 財務風險管理目標及政策(續)

Liquidity risk (Continued)

流動資金風險(續)

At 31 December 2012

於2012年12月31日

		On demand 按要求 HK\$ 港元	Less than 1 month 少於1個月 HK\$ 港元	1 to 3 months 1至3個月 HK\$ 港元	Total 總計 HK\$ 港元
Financial assets included in prepayments and other receivables	計入預付款項及 其他應收款項的 金融資產	-	-	460,346	460,346
Financial assets at fair value through profit or loss	按公平值透過損益 列賬的金融資產	168,303,309	-	-	168,303,309
Cash and cash equivalents	現金及現金等值	537,159	75,863,309	-	76,400,468
Total financial assets	金融資產總值	168,840,468	75,863,309	460,346	245,164,123
Other payables	其他應付款項	-	-	745,329	745,329
Amount due to a related company	應付一間 關連公司款項	-	414,986	-	414,986
Total financial liabilities	金融負債總值	-	414,986	745,329	1,160,315

At 31 December 2011

於2011年12月31日

		On demand 按要求 HK\$ 港元	Less than 1 month 少於1個月 HK\$ 港元	1 to 3 months 1至3個月 HK\$ 港元	Total 總計 HK\$ 港元
Financial assets included in prepayments and other receivables	計入預付款項及 其他應收款項之 金融資產	-	-	321,287	321,287
Financial assets at fair value through profit or loss	按公平值透過損益 列賬之金融資產	26,850,106	-	-	26,850,106
Cash and cash equivalents	現金及現金等值	3,664,389	207,997,452	-	211,661,841
Total financial assets	金融資產總值	30,514,495	207,997,452	321,287	238,833,234
Other payables	其他應付款項	-	-	322,929	322,929
Amount due to a related company	應付一間 關連公司款項	-	392,501	-	392,501
Total financial liabilities	金融負債總值	-	392,501	322,929	715,430

25. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Interest rate risk

Interest rate risk is the risk that the value of a financial instrument and future cash flows will fluctuate as a result of changes in market interest rates.

The majority of the Company's interest rate exposure arises from short-term time deposits and debt securities.

The following table demonstrates the sensitivity to a reasonably possible changes in the interest rate, with all other variables held constant, of the Company's interest income (before tax effect) with respect to the Company's net cash position.

		Net exposure 淨風險 HK\$ 港元	Change in basis points 基點變動	Sensitivity of interest income 利息收入敏感度 HK\$ 港元
2012	2012年			
Cash and cash equivalents	現金及現金等值	76,400,468	±50	±382,002
Listed debt securities	上市債務證券	29,862,177	±50	±149,311
		Net exposure 淨風險 HK\$ 港元	Change in basis points 基點變動	Sensitivity of interest income 利息收入敏感度 HK\$ 港元
2011	2011年			
Cash and cash equivalents	現金及現金等值	211,661,841	±50	±1,058,309

Currency risk

Currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates.

The financial assets and financial liabilities of the Company are denominated in Hong Kong dollars and United States dollars. Since the Hong Kong dollar is pegged to the United States dollar, the Board of Directors considers the Company's exposure to foreign currency risk to be minimal; as such no sensitivity analysis has been presented in these financial statements.

25. 財務風險管理目標及政策(續)

利率風險

利率風險指金融工具及未來現金流量的價值隨著市場利率改變而波動的風險。

本公司大部分利率風險來自短期定期存款及債務證券。

下表說明，於其他變量保持不變時，本公司利息收入(除稅務影響前)在本公司淨現金狀況下對利率合理可能變動的敏感度。

		Net exposure 淨風險 HK\$ 港元	Change in basis points 基點變動	Sensitivity of interest income 利息收入敏感度 HK\$ 港元
2012	2012年			
Cash and cash equivalents	現金及現金等值	76,400,468	±50	±382,002
Listed debt securities	上市債務證券	29,862,177	±50	±149,311
		Net exposure 淨風險 HK\$ 港元	Change in basis points 基點變動	Sensitivity of interest income 利息收入敏感度 HK\$ 港元
2011	2011年			
Cash and cash equivalents	現金及現金等值	211,661,841	±50	±1,058,309

貨幣風險

貨幣風險指金融工具的價值因匯率變動而波動的風險。

本公司金融資產及金融負債以港元及美元列值。由於港元與美元掛鉤，董事會認為，本公司的外匯風險甚微；因此，並無於該等財務報表中呈列敏感度分析。

Notes to Financial Statements

財務報表附註

31 December 2012 2012年12月31日

25. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk

Credit risk is the risk that the counterparty to a financial instrument will cause a financial loss for the Company by failing to discharge an obligation. The Company's exposure to credit risk is monitored by the Investment Manager on an ongoing basis.

The Company is exposed to credit risk on its cash and cash equivalents and investments placed with Hong Kong and Shanghai Banking Corporation Limited, which management believes is of high credit quality.

The Company's maximum exposure to credit risk in the event the counterparties fail to perform their obligations without taking account of any collateral held as at the reporting date in relation to each class of recognised financial assets is the carrying amount of those assets as disclosed in the statement of financial position.

Capital management

As a result of the ability to issue and repurchase shares, the capital of the Company can vary depending on subscriptions to the Company and repurchases by the Company. The primary objectives of the Company's capital management are to safeguard the Company's ability to continue as a going concern and to invest the capital in investments meeting the description and risk exposure indicated in the Company's prospectus. The Investment Manager manages the capital of the Company in accordance with the Company's investment objectives and policies. The Company is not subject to externally imposed capital requirements.

25. 財務風險管理目標及政策(續)

信貸風險

信貸風險乃指本公司金融工具的對手方未能履行責任而導致本公司財務虧損的風險。投資管理人會持續監察本公司承受的信貸風險。

本公司因存於香港上海滙豐銀行有限公司的現金及現金等值以及投資而承受信貸風險，管理層認為其信貸質素良好。

倘對手方未能履行責任且不考慮於報告日期持有的任何抵押品，則本公司就每類已確認金融資產而須承受之最大信貸風險為已於財務狀況表內所披露之該等資產之賬面值。

資本管理

由於本公司有發行及購回股份之能力，本公司的資本會因本公司認購及購回而變化。本公司資本管理之主要目標乃保障本公司之持續經營及對符合本公司招股章程所述投資情況及承擔風險之投資投入資本之能力。投資管理人根據本公司的投資目標及政策管理本公司的資本。本公司不受外部施加的資本要求的約束。

26. EVENTS AFTER THE REPORTING PERIOD

Following the new investment management agreement dated 19 December 2012 (the "Agreement") as disclosed in note 21, the Investment Manager is entitled to a management fee accruing monthly at the annual rate of 1.8% of the net asset value of the Company on each valuation day, subject to a maximum amount of HK\$4,200,000 and payable monthly in arrears from 1 January 2013 onwards.

Under the Agreement, the Investment Manager is entitled to receive a performance fee payable semi-annually in arrears and calculated at the rate of 20% of any net appreciation (after deduction of the management fees for the relevant period) in the net asset value per share on the immediately preceding valuation date, above the previous highest net asset value per share on any preceding valuation date in respect of which a performance fee was last paid (or where no performance fee has been paid, the aggregate placing price of the shares subscribed at the listing date) multiplied by the number of shares in issue at the time of calculating the performance fee.

Further details of the Agreement are set out in the circular of the Company dated 30 November 2012.

27. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorized for issue by the Board of Directors on 21 March 2013.

26. 報告期後事項

如附註21所披露，於日期為2012年12月19日的新投資管理協議(「該協議」)後，投資管理人有權向本公司收取管理費，該費用按各估值日本公司資產淨值的1.8%的年比率按月累計，最高金額為4,200,000港元且自2013年1月1日起須於每月月底支付。

根據該協議，投資管理人有權向本公司收取表現費，該費用須每半年於期末支付，並按緊接的前一估值日每股資產淨值超過上一次支付表現費的任何前一估值日的前最高每股資產淨值的任何增值淨值(經扣除相關期間管理費)的20%(或倘並未支付表現費，則為上市日期已認購股份的合計配售價)乘以計算表現費時的已發行股份數目而計算。

該協議之其他詳情載於本公司2012年11月30日之通函。

27. 財務報表的批准

本財務報表已於2013年3月21日獲董事會批准及授權刊發。

Summary of Financial Information

財務資料概要

31 December 2012 2012年12月31日

A summary of the results and of the assets and liabilities of the Company for the last two financial years, as extracted from the published audited financial statements is set out below. No financial information was presented for the financial years ended 2007 to 2009 was due to the fact that the Company was incorporated on 1 February 2010.

本公司最近兩個財政年度之業績及資產及負債概要(摘自已刊發經審核財務報表)載列如下。由於本公司實際上於2010年2月1日註冊成立，故於截至2007年至2009年止財政年度並無呈列財務資料。

RESULTS

業績

		Year ended 31 December 2012	Year ended 31 December 2011	Period from 1 February 2010 (date of incorporation) to 31 December 2010 2010年2月1日 (註冊成立日期) 至2010年 12月31日止期間
		截至2012年 12月31日 止年度 HK\$ 港元	截至2011年 12月31日 止年度 HK\$ 港元	HK\$ 港元
REVENUE	收入	2,359,868	7,824	-
PROFIT/(LOSS) BEFORE TAX	除稅前溢利/(虧損)	6,181,434	(49,098,434)	(555,377)
Income tax	所得稅	(1,373,114)	-	-
PROFIT/(LOSS) AND TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR/PERIOD ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通權益持有人應佔年內/期內溢利/(虧損)及全面收益/(虧損)總值	4,808,320	(49,098,434)	(555,377)
EARNING/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通權益持有人應佔每股盈利/(虧損)	0.02	(0.16)	(555,377)

ASSETS AND LIABILITIES

資產及負債

		2012 2012年 HK\$ 港元	2011 2011年 HK\$ 港元	2010 2010年 HK\$ 港元
TOTAL ASSETS	資產總值	245,720,714	239,094,395	24,057,317
TOTAL LIABILITIES	負債總值	(2,533,429)	(715,430)	(24,612,694)
		243,187,285	238,378,965	(555,377)

