

The logo for Asian Capital Resources (Holdings) Limited, featuring the letters 'ACR' in a stylized, bold, red font. The background of the entire page is a complex, abstract geometric pattern of overlapping red lines and shapes, creating a sense of depth and movement.

亞洲資產（控股）有限公司  
**ASIAN CAPITAL RESOURCES (HOLDINGS) LIMITED**

(於開曼群島註冊成立之有限公司)

(Incorporated in the Cayman Islands with limited liability)

股份代號 Stock Code: 8025

**ANNUAL REPORT 年報 2012**

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

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

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

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

## **香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)之特色**

創業板的定位，乃為相比起其他在聯交所上市的公司帶有較高投資風險之公司提供一個上市之市場。有意投資之人士應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。創業板之較高風險及其他特色表示創業板較適合專業及其他資深投資者。

由於創業板上市之公司屬於新興性質，在創業板買賣之證券可能較於聯交所主板買賣之證券承受較大之市場波動風險，同時無法保證在創業板買賣之證券會有高流通量之市場。

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本報告(亞洲資產(控股)有限公司各董事願就此共同及個別承擔全部責任)乃遵照香港聯合交易所有限公司創業板證券上市規則之規定提供有關亞洲資產(控股)有限公司之資料。各董事經作出一切合理查詢後確認，就其所深知及確信：(1)本報告所載資料在各重大方面均屬準確及完整，且並無誤導成份；(2)本報告並無遺漏其他事宜，致使本報告所載任何內容產生誤導；及(3)本報告所表達之意見乃經審慎周詳考慮後始行作出，並以公平合理之基準及假設為依據。

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## CORPORATE INFORMATION 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Chu Yat Hong (*Chairman*)  
Mr. Xiao Jing  
Mr. Xie Xuan (*Chief Executive Officer*)  
Mr. Qiu Yue

#### Non-Executive Director

Mr. Lo Mun Lam, Raymond (*Vice Chairman*)

#### Independent Non-Executive Directors

Mr. Wu Jixue  
Dr. Feng Ke  
Mr. Zhang Daorong

### COMPLIANCE OFFICER

Mr. Xie Xuan

### AUDIT COMMITTEE

Mr. Zhang Daorong (*Chairman*)  
Mr. Wu Jixue  
Dr. Feng Ke

### REMUNERATION COMMITTEE

Mr. Wu Jixue (*Chairman*)  
Dr. Feng Ke  
Mr. Xie Xuan

### NOMINATION COMMITTEE

Dr. Feng Ke (*Chairman*)  
Mr. Zhang Daorong  
Mr. Lo Mun Lam, Raymond

### COMPANY SECRETARY

Mr. Lam Ting Lok

### AUTHORISED REPRESENTATIVE

Mr. Lo Mun Lam, Raymond  
Mr. Lam Ting Lok

### AUDITOR

Cheng & Cheng Limited

### SOLICITORS

As to Cayman Islands Law  
Conyers Dill & Pearman

### 董事會

#### 執行董事

朱一航先生(*主席*)  
肖靖先生  
謝暄先生(*行政總裁*)  
邱越先生

#### 非執行董事

盧敏霖先生(*副主席*)

#### 獨立非執行董事

巫繼學先生  
馮科博士  
張道榮先生

#### 監察主任

謝暄先生

#### 審核委員會

張道榮先生(*主席*)  
巫繼學先生  
馮科博士

#### 薪酬委員會

巫繼學先生(*主席*)  
馮科博士  
謝暄先生

#### 提名委員會

馮科博士(*主席*)  
張道榮先生  
盧敏霖先生

#### 公司秘書

林庭樂先生

#### 授權代表

盧敏霖先生  
林庭樂先生

#### 核數師

鄭鄭會計師事務所有限公司

#### 律師

開曼群島法律  
Conyers Dill & Pearman

## CORPORATE INFORMATION 公司資料

### HEAD OFFICE AND PRINCIPAL PALCE OF BUSINESS

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Dannies House  
20 Luard Road  
Wanchai  
Hong Kong

### WEBSITE

[www.airnet.com.hk](http://www.airnet.com.hk)

### STOCK CODE

8025

### REGISTERED OFFICE

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

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Royal Bank of Canada  
Trust Company (Cayman) Limited  
4th Floor, Royal Bank House  
24 Shedden Road, George Town  
Grand Cayman KY1-1110  
Cayman Islands

### 總辦事處及主要營業地點

香港  
灣仔  
盧押道20號  
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### 股票編號

8025

### 註冊辦事處

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P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### 股份登記及過戶總處

Royal Bank of Canada  
Trust Company (Cayman) Limited  
4th Floor, Royal Bank House  
24 Shedden Road, George Town  
Grand Cayman KY1-1110  
Cayman Islands

## CHAIRMAN'S STATEMENT 主席報告

I am pleased to present the annual results of Asian Capital Resources (Holdings) Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2012.

Despite a rather challenging year for the Management in 2012, whereby the World faced various financial and economic instabilities, coupled with the austerity measures imposed by the Government of the People's Republic of China on housing, which had material impact on the end users of our internet platform, the Management nevertheless, is pleased to state that with all the efforts given into repositioning of the market focus and the regenerating of revenue drives of the Group, we have completed in the early quarter of 2013 with a solid start by raising new capital from the successful placement of HK\$65 million by new shares issued, and the entering into the management contract with a PRC operator, which provides a scalable development platform for the IPTV operations in near future.

During the period under review, because of the difficult general market conditions, the Management had taken a more conservative approach in terms of expansion and marketing of the IPTV division compared to an aggressive one that was originally planned. The conservative strategy led to a low risk high reward plan of promoting IPTV via the bundling of value added services. Hence, the Board was actively seeking a strategic partner that would enhance the growth of IPTV and its value added services platform as well as the generating of a new stream of revenue.

With the expertise of operating the IPTV division, the group is providing a company, Guangdong Yingxin, with management services. Guangdong Yingxin is an Internet service provider as well as value added services provider. One of the services Guangdong Yingxin provides is VOD (video on demand) and the Company will leverage its expertise from its IPTV division to assist Guangdong Yingxin operate their operations with efficiency and realize their true value and creating more value for the Group.

Via the revenue generated by the IPTV division, the new business management services, and other assets from the group it has sufficient cashflow generated to operate its business as a going concern. The Company does not have any financial difficulties to an extent that may seriously impair the Company's ability to continue its business.

本人欣然提呈亞洲資產(控股)有限公司(「本公司」)及其附屬公司(合稱「本集團」)截至二零一二年十二月三十一日止年度之年度業績。

雖然二零一二年全球面臨各種金融和經濟的不穩定，加上中華人民共和國政府實施的嚴格住房措施對我們網絡平台的終端用戶產生重大影響，因而對於管理層而言極具挑戰，但管理層欣然表示，由於致力於重新定位本集團市場側重點及創造收入來源，我們於二零一三年首季展現良好的開端，以發行新股的方式成功完成配售而新籌集65百萬港元資金，並與一家中國運營商訂立管理合約，為日後不久的互聯網電視服務業務提供了一個可拓展的發展平台。

回顧期內，由於整體市況不佳，管理層採取較為保守的方式擴張及推廣互聯網電視服務分部，而原計劃則較為激進。通過實施保守的策略，利用捆綁的增值服務降低風險實現高回報來推動互聯網電視服務。因此，董事會積極尋求可提高互聯網電視服務與增值服務平台增長以及創造新收入來源的戰略合作夥伴。

憑藉經營互聯網電視服務分部的專業知識，本集團向廣東盈信提供管理服務。廣東盈信為互聯網服務供應商以及增值服務提供者。廣東盈信提供的其中一項服務為VOD(視頻點播)，本公司將利用互聯網電視服務分部的專業知識，協助廣東盈信有效地經營業務，實現其真正價值，並為本集團創造更多價值。

通過互聯網電視服務分部、新業務管理服務以及本集團其他資產所產生的收入，本集團擁有充足現金流量持續經營業務。本公司並無任何財政困難以致可能嚴重削弱本公司持續經營業務的能力。

## CHAIRMAN'S STATEMENT

### 主席報告

The Board, looking forward, views that by leveraging on the strategic alliance with Guangdong Yingxing and with the bundling of other value added services to the existing IPTV model, it will be able to enhance the company's incremental business and future value.

During the past year, there was a 5.6% decrease in the turnover of the group for 2012, and the loss for the year increased from approximate HK\$17,419,000 of 2011 to approximate HK\$ 18,663,000 of 2012. Take into consideration of the one time non-recurring gain of approximately HK\$24,110,000 from the discontinued operation of 2011, the actual loss was reduced by HK\$22,866,000 in 2012 instead.

On behalf of the Board, we would also like to take this opportunity to thank the Group's clients, suppliers, vendors, banks business partners, consultants and shareholders for their support and trust generously given to the Group. The Board also expresses gratitude to the management and staff for their work and dedication during the past years.

#### **Chu Yat Hong**

*Chairman*

Hong Kong, 26 March 2013

展望未來，董事會認為，憑藉與廣東盈信的戰略聯盟以及將現有互聯網電視服務模式捆綁其他增值服務，可實現公司的業務增長及提升未來價值。

於去年，本集團之營業額於二零一二年減少5.6%，而年內虧損由二零一一年約17,419,000港元增至二零一二年約18,663,000港元計及二零一一年已終止經營業務一次性非經營性溢利約24,110,000港元，於二零一二年之實際虧損則減少22,866,000港元。

本人謹此代表董事會，衷心感謝各客戶、供應商、賣方、往來銀行、合作夥伴、顧問及股東給予本集團的全力支持及充分信任。同時，董事會亦謹此摯誠感謝各管理人員及員工，於過往年度全力以赴，克盡己職。

#### **朱一航**

*主席*

香港，二零一三年三月二十六日

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### FINANCIAL REVIEW

##### Turnover and loss for the year

The total turnover of the Group for the year ended 31 December 2012 was approximately HK\$6,574,000 (2011: HK\$6,964,000) which was slightly decreased by approximately 5.6% as compared to that of the previous financial year.

The audited consolidated loss from operations for the year ended 31 December 2012 was approximately HK\$18,663,000 which has increased by 7.14% compared with the corresponding period last year, HK\$17,419,000. Take into consideration the one time non-recurring gain of approximately HK\$24,110,000 from discontinue operation of 2011, the actual loss was reduced by approximately HK\$22,866,000 in 2012 instead.

The intangible assets of the Group are comprised of the IPTV permit, namely the “Broadcast of Audio-Video Program On Web Permit” (信息網路傳播視聽節目許可證) (the “Permit”) currently held by Guangzhou Wavecom Communications and Advertising Limited (“Guangzhou Wavecom”). Guangzhou Wavecom is a wholly-owned subsidiary of the Company and possession of the Permit allows Guangzhou Wavecom’s subsidiary South Pearl Limited, to operate the Group’s IPTV division in the greater southern China region. The Permit has been granted by Guangzhou Television Broadcast Microwave General Station (“Guangzhou Television Station”) to Guangzhou Wavecom. Possession of the Permit allows, and is a prerequisite to South Pearl Limited being able to act as the exclusive service provider of Guangzhou Television Station’s programmes, advertising and other IPTV services within the greater southern China region. The Permit commenced on 1 October 2007 and will expire on 30 September 2015.

##### Financial cost

The financial cost of the Group for the year ended 31 December 2012 was approximately HK\$5,662,000 (2011: HK\$6,735,000) which was decreased by approximately 15.93% as compared to that of the same period of last year.

#### 財務回顧

##### 年度營業額及虧損

本集團截至二零一二年十二月三十一日止之全年總營業額約為6,574,000港元(二零一一年: 6,964,000港元), 較去年同期輕微減少約5.6%。

截至二零一二年十二月三十一日止全年度之經審核綜合業務虧損約為18,663,000港元, 較去年同期17,419,000港元增加7.14%。計及二零一一年已終止經營業務一次性非經營性溢利約24,110,000港元, 於二零一二年之實際虧損則減少約22,866,000港元。

集團之無形資產包括目前由廣州濤視傳播廣告有限公司(「廣州濤視」)持有之互聯網電視業務牌照, 即信息網路傳播視聽節目許可證(「許可證」)。廣州濤視為本公司之全資附屬公司, 擁有許可證讓廣州濤視之附屬公司廣州南方明珠網路科技有限公司得以在大中華南部地區經營本集團之互聯網電視業務。許可證由廣州市廣播電視微波總站(「廣州電視總站」)授予廣州濤視。擁有許可證使廣州南方明珠網路科技有限公司具備必要的先決條件, 得以成為廣州電視總站之節目、廣告及其他互聯網電視服務在大中華南部地區之獨家服務供應商。許可證之有效期由二零零七年十月一日起, 至二零一五年九月三十日期滿失效。

##### 融資成本

本集團截至二零一二年十二月三十一日止年度之融資成本約為5,662,000港元(二零一一年: 6,735,000港元), 較去年同期減少約15.93%。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Liquidity, financial resources and capital structure

For the year ended 31 December 2012, the Group's borrowing consists of an amount due to the Company's immediate holding company of HK\$25,859,000, and an amount due to a director of HK\$5,813,000. The Group had a cash balance of approximately HK\$46,000 (2011: HK\$655,000).

The Group continues to adopt a prudent treasury policy to maintain its cash balance either in Hong Kong Dollars, or in the local currencies of the operating subsidiaries, maintaining a minimum exposure to foreign exchange risks.

The issued share capital of the Group for the year ended 31 December 2012 has increased from HK\$108,268,799 as at 31 December 2011 to HK\$138,551,890.

#### Gearing Ratio

For the year ended 31 December 2012, the gearing ratio of the Group, expressed as a percentage of net debt divided by the total capital plus net debt, was 213.39% (2011: 337.72%).

#### Employee and remuneration policies

For the year ended 31 December 2012, the Group employed a total of 16 employees (as at 31 December 2011: 17), of which 3 were located in Hong Kong and the remaining 13 were located in the PRC. The Group's remuneration policies are in line with the prevailing market practices and formulated on the basis of performance and experience of the employees. The salary and related benefits of the employees are rewarded on a performance related basis and the general remuneration structure of the Group is subject to review annually.

#### Material acquisitions and disposals of subsidiaries and affiliated companies

##### *Deregistration and Winding-Up of various Subsidiaries in the Group*

The Board has resolved that, in order to reduce the operating costs of the Group, those subsidiaries within the Group which no longer add value to, nor generate any income attributable to the Group, should be deregistered, or voluntarily wound up.

Those subsidiary which is currently in the deregistration process is: Sinobase Asia Limited.

#### 流動資金、財務資源及資本架構

於截至二零一二年十二月三十一日止年度，本集團的借款中包括應付本公司直接控股公司的款項25,859,000港元及應付一位董事款項5,813,000港元。本集團的現金結餘約為46,000港元(二零一一年：655,000港元)。

本集團繼續採納審慎的庫務政策，以港元或營運附屬公司之當地貨幣維持其現金結餘，致力將外匯風險減至最低。

於截至二零一二年十二月三十一日止年度，本集團之已發行股本由二零一一年十二月三十一日的108,268,799港元增加至138,551,890港元。

#### 資產負債比率

於截至二零一二年十二月三十一日止年度，本集團之資產負債比率(按淨負債除以總資本加淨負債計算)佔總資產之百分比表示)為213.39%(二零一一年：337.72%)。

#### 僱員及薪酬政策

於截至二零一二年十二月三十一日止年度，本集團共僱用16名(二零一一年十二月三十一日：17名)僱員，其中3名駐於香港，其餘13名駐於中國。本集團之薪酬政策符合現行市場慣例，乃按僱員之表現及經驗而制定。僱員之薪金及相關福利基於僱員之表現而釐定，本集團之一般薪酬架構會逐年檢討。

#### 有關附屬公司及聯屬公司之重大收購及出售

##### **本集團多間附屬公司解除註冊及清盤**

董事會議決，為了降低集團營運成本，應將本集團轄下不再為本集團提供增值或未能為本集團賺取任何收入之附屬公司解除註冊或自願清盤。

現正辦理解除註冊手續之附屬公司包括：Sinobase Asia Limited。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

Those subsidiaries which have been deregistered during the period are: Asian Information Resources Consultants Limited and Sino Resource Investments Limited.

Those subsidiaries which are currently being voluntarily wound up are: Asian Information Investment Consulting Limited, BuyCollection.com Limited, and Myhome Network Limited.

#### OPERATIONAL REVIEW

The Board wishes to report that, despite a rather challenging year for the Management in 2012, whereby the World faced various financial and economic instabilities, coupled with the austerity measures imposed by the Government of the People's Republic of China on housing, which had material impact on the end users of our internet platform, the Management nevertheless, is pleased to state that with all the efforts given into repositioning of the market focus and the regenerating of revenue drives of the Group, we have completed in the early quarter of 2013 with a solid start by raising new capital from the successful placement of HK\$65 million by new shares issued, and the entering into the management contract with a PRC operator, which provides a scalable development platform for the IPTV operations in near future.

During the period under review, because of the difficult general market conditions, the Management had taken a more conservative approach in terms of expansion and marketing of the IPTV division compared to an aggressive one that was originally planned. The conservative strategy led to a low risk but high reward plan of promoting IPTV via the bundling of value added services. Hence, the Board was actively seeking a strategic partner that would enhance the growth of IPTV and its value added services platform as well as the generating of a new stream of revenue.

With the expertise of operating the IPTV division, the group is providing a company, Guangdong Yingxin, with management services. Guangdong Yingxin is an Internet service provider as well as value added services provider. One of the services Guangdong Yingxin provides is VOD (video on demand) and the Company will leverage its expertise from its IPTV division to assist Guangdong Yingxin operate their operations with efficiency and realize their true value and creating more value for the Group.

期內已解除註冊之附屬公司包括：Asian Information Resources Consultants Limited 及 Sino Resource Investments Limited.

現正辦理自願清盤之附屬公司包括：Asian Information Investment Consulting Limited、BuyCollection.com Limited、及 Myhome Network Limited。

#### 業務回顧

董事會謹此報告，雖然二零一二年全球面臨著各種金融和經濟的不穩定，加上中華人民共和國政府實施的嚴格住房措施對我們網絡平台的終端用戶產生重大影響，因而對於管理層而言極具挑戰，但管理層欣然表示，由於致力於重新定位本集團市場側重點及創造收入來源，我們於二零一三年首季展現良好的開端，以發行新股的方式成功完成配售而新籌集六千五百萬港元資金，並與一家中國運營商訂立管理合約，為日後不久的互聯網電視服務業務提供了一個可拓展的發展平台。

回顧期內，由於整體市況不佳，管理層採取較為保守的方式擴張及推廣互聯網電視服務分部，而原計劃則較為激進。通過實施保守的策略，利用捆綁的增值服務降低風險實現高回報來推動互聯網電視服務。因此，董事會積極尋求可提高互聯網電視服務與增值服務平台增長以及創造新收入來源的戰略合作夥伴。

憑藉經營互聯網電視服務分部的專業知識，本集團向廣東盈信提供管理服務。廣東盈信為互聯網服務供應商以及增值服務提供者。廣東盈信提供的其中一項服務為VOD(視頻點播)，本公司將利用互聯網電視服務分部的專業知識，協助廣東盈信有效地經營業務，實現其真正價值，並為本集團創造更多價值。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

Via the revenue generated by the IPTV division, the new business management services, and other assets from the group it has sufficient cashflow generated to operate its business as a going concern. The Company does not have any financial difficulties to an extent that may seriously impair the Company's ability to continue its business.

The Board, looking forward, views that by leveraging on the strategic alliance with Guangdong Yingxing and with the bundling of other value added services to the existing IPTV model, it will be able to enhance the company's incremental business and future value.

#### Information Technology Division

As with broadcasting any medium within the PRC, it requires diligent effort to satisfy the ever so changing complex rules and regulations it adheres to. The company has invested in the effort of keeping up to date to any changes and remains as an approved IPTV provider. During the course of the year the company was searching for strategic alliance with a partner that would help the Company be better positioned to have a more dynamic IPTV platform that enables for deployment of value added services which will in turn lead to a greater customer base.

During the 4Q the Company, the Subsidiary and Guangdong Yingxin entered into the Management Agreement pursuant to which the Subsidiary agreed to provide management service (through Guangzhou Wavecom) to Guangdong Yingxin. The Subsidiary will receive all the net profits after taxation of the Guangdong Yingxin as the management fee. Guangdong Yingxin is a company principally engaged in building the last-mile digital cable networks for residential real estate projects and the subsequent management of such network including, among others, provision of value-added services and content to end users of such networks, which also includes Video on Demand (VOD). Yingxin provides coverage of three major cities in China: Guangzhou, Shenzhen and Beijing. This management service provided by the Company is viewed as a synergy that compliments both the Company and Guangdong Yingxing. This arrangement is viewed as utilizing the strong background of both companies; where the group will provide the expert operating and market knowledge from operating IPTV division and Guangdong Yingxing can concentrate on deployment and maintaining their solid digital network backbone. In addition, Yingxing can further assist the company in research and development, and deployment of other value added services on the Company's existing IPTV platform. This synergy is maximizing the efficient deployment of both companies' existing resources as well as creating new ones.

通過互聯網電視服務分部、新業務管理服務以及本集團其他資產所產生的收入，本集團擁有充足現金流量持續經營業務。本公司並無任何財政困難以致可能嚴重削弱本公司持續經營業務的能力。

展望未來，董事會認為，憑藉與廣東盈信的戰略聯盟以及將現有互聯網電視服務模式捆綁其他增值服務，可實現公司的業務增長及提升未來價值。

#### 資訊科技分部

國內任何媒體的播放，須致力遵守複雜而不斷變化的相關規則和規例。本公司竭力掌握最新變化並保持獲批准的互聯網電視服務供應商的地位。年內，本公司尋求與合作夥伴的戰略聯盟，有助於本公司更好的定位以建立可部署增值服務的更具活力的互聯網電視服務平台，從而擴大客戶群。

本公司、附屬公司及廣東盈信於去年第四季度訂立管理協議，附屬公司同意通過廣州濤視向廣東盈信提供管理服務。附屬公司將收取廣東盈信除稅後所有純利作為管理費。廣東盈信的主要業務為建設住宅房地產項目之「最後一里」數碼有線網絡及提供相關網絡的後續管理，其中包括向該等網絡終端用戶提供增值服務和內容以及視頻點播。盈信提供的網絡服務覆蓋中國三大城市：廣州、深圳及北京。本公司所提供的上述管理服務使本公司與廣東盈信的業務互為補充，具有協同作用。該安排視為利用了兩間公司的強大背景，即本集團會提供互聯網電視服務分部營運的專業經營及市場知識，而廣東盈信則可集中部署及保持其穩定的數字網絡架構。此外，盈信可進一步協助本公司研發及在本公司現有的互聯網電視服務平台部署其他增值服務。該協同作用最大化地實現了兩家公司現有資源的有效調配及創造新的資源。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

In managing Guangdong Yingxing, the Company believes it can assist by helping Yingxing to reach a higher level of profitability and to create more value in the company. This is because the Company views the PRC Internet market is a market that has yet to reach its maturity. According to the statistics provided by the Ministry of Industry and Information Technology of the People's Republic of China (MIIT) the number of Internet users in PRC will reach over 20 million with an Internet penetration rate of only 11.5%. When comparing to the penetration rate of the OECD member countries' 16%, it can be viewed as a market yet to reach its maturity. In addition, Yingxing currently only has coverage over 3 major cities. It would be able to increase a substantial amount of business by expanding their network coverage across the nation since the MIIT is now accepting new applications for the Nationwide ISP provider license. Furthermore, Focused Marketing can be viewed as another value added services to be considered. Customer data of the websites they visited and programs they watched can be collected and retrieved from the technical platforms and can be used as a tool for analyzing the market interests and concerns. Specific groups with points of interest can be identified which in turn would serve as a valuable asset for providing specific focused marketing that can be deployed as a new service.

The Management believes it is in a better position to achieve a higher level of performance together with the deployment of other value added services.

#### Financial Consultancy

The Group's Financial Consultancy division is now concentrating its efforts on the aforementioned business management services that it is providing to Guangdong Yingxing.

In addition, apart from the aforementioned operations, the Group continues to research, develop and explore investment opportunities which are strategic to its business operations and which will contribute significantly to the return of the Company's shareholders.

由於本公司認為中國網絡市場尚未發展成熟，故本公司認為向廣東盈信提供管理服務可協助盈信提高盈利能力及創造更多價值。根據中華人民共和國工業和信息化部(工信部)提供的統計資料，中國的互聯網用戶數量將超過20百萬，但互聯網普及率僅為11.5%。與經合組織成員國16%的普及率相比，市場尚未成熟。此外，盈信的業務範圍目前僅覆蓋3個主要城市，而工信部現正接受新的全國ISP提供商許可申請，因此盈信可通過擴大全國的網絡覆蓋大幅提高業務量。另外，集中營銷可被視作另一項增值服務。客戶資料在其流覽網站及觀看節目時可通過技術平台收集及獲取，用於分析市場偏好與關注點，具有喜好的特定群體即可予以確認，進而將會成為寶貴資產，可提供能夠實施新服務的特定集中營銷。

管理層認為，我們已具備條件提高盈利水平及部署其他增值服務。

#### 財務諮詢

本集團財務諮詢部現正集中精力專注於提供予廣東盈信的上述業務管理服務。

此外，除上述業務外，本集團不斷研究、發展及尋找對其業務有重大戰略意義，並能為其股東帶來重大回報之投資良機。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### EVENTS AFTER THE REPORTING PERIOD

##### (I) Placement of 100,000,000 Shares

On 28 January 2013, the Company published an announcement on “COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE” whereby The Board announced that the conditions of the Placing have been fulfilled and the completion of the Placing took place on 28 January 2013, where a total of 100,000,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees pursuant to the terms and conditions of the Placing Agreement.

##### (II) Management Agreement to Guangdong Yinxin

On 31 December 2012, the Company, the Subsidiary and Guangdong Zhicheng entered into the Management Agreement pursuant to which the Subsidiary agreed to provide management service (through Guangzhou Wavecom) to Guangdong Yinxin for a term from the date of approval of the Management Agreement at the EGM to 31 December 2014 and the Subsidiary will receive all the net profits after taxation of the Guangdong Yinxin as management fee. The Company will procure the transfer of 9% equity interests in the Subsidiary to Guangdong Zhicheng (or its nominees) as consideration.

As both Guangdong Zhicheng and Guangdong Yinxin are connected persons, the transactions contemplated under the Management Agreement will constitute continuing connected transactions, and a discloseable and connected transaction under the GEM Listing Rules and will be subject to the approval of the Independent Shareholders.

The Circular for the “CONTINUING CONNECTED TRANSACTIONS AND DISCLOSEABLE AND CONNECTED TRANSACTION IN RELATION TO THE MANAGEMENT AGREEMENT” was issued and published on 22 January 2013.

On 18 February, 2013, the Company announced “POLL RESULT OF EXTRAORDINARY GENERAL MEETING HELD ON 18 FEBRUARY 2013” whereby the meeting:

- (a) approved, confirmed and ratified the Management Agreement and transactions;
- (b) approved and confirmed the Annual Caps; and
- (c) authorised the Directors to do all necessary acts to give effect to the Management Agreement, the Annual Caps and transactions contemplated thereunder.

#### 報告期後發生的事項

##### (I) 配售100,000,000股股份

於二零一三年一月二十八日，本公司刊發公告「根據一般授權完成配售新股份」，據該公告，董事會宣佈，配售之條件已達成而配售亦已於二零一三年一月二十八日完成，據此，配售代理根據配售協議之條款及條件成功將合計100,000,000股配售股份配售予不少於六名承配人。

##### (II) 廣東盈信管理協議

於二零一二年十二月三十一日，本公司、附屬公司及廣東至誠訂立管理協議，據此，該附屬公司同意透過廣州濤視向廣東盈信提供管理服務，期限自股東特別大會批准管理協議當日起至二零一四年十二月三十一日止，而該附屬公司將會向廣東盈信收取所有除稅後利潤淨額作為管理費。本公司將會促使向廣東至誠(或其提名人)轉讓於該附屬公司之9%股權作為代價。

由於廣東至誠及廣東盈信均為關連人士，管理協議下擬進行之交易將會構成創業板上市規則下之持續關連交易以及須予披露及關連交易，並須待獨立股東批准。

通函「有關管理協議之持續關連交易及須予披露及關連交易」已於二零一三年一月二十二日發佈及刊發。

於二零一三年二月十八日，本公司刊發公告「二零一三年二月十八日股東特別大會之投票議決結果」，據該大會：

- (a) 已批准、確認及追認管理協議及據其項下擬進行之交易；
- (b) 已批准及確認年度上限；及
- (c) 已授權董事作出所有必要行動以使管理協議、年度上限及據其項下擬進行之交易生效。

## DIRECTORS AND SENIOR MANAGEMENT PROFILES

### 董事及高級管理人員簡介

#### EXECUTIVE DIRECTORS

##### Mr. Chu Yat Hong

###### *Chairman*

Mr. Chu, age 29, holds EMBA Master Degree from Zhongshan University of China. From September 2001 to November 2009, Mr. Chu was Assistant to the Managing Director of Pearl River Investment Group; July 2005 to October 2009, as Managing Director of Guangzhou Pearl River Yunsheng Textile Market Administration Co., Ltd., Guangzhou Pearl River Commercial Real Estate Management Co. Ltd. and Guangzhou Pearl River Commercial Logistic Investment Co. Ltd. From May 2012 until now, as the Deputy Managing Director of Pearl River Investment Group.

##### Mr. Xiao Jing

Mr. Xiao Jing, age 32, graduated from the University of Southern California. He was recruited at International Business Machines Corporation (IBM) in 2001 as Trading Manger. From 2002 to 2005, he established AB International Co. Ltd., Billion Image Co. Ltd and Tri-G Co. Ltd respectively in the United States. In 2006, he founded the Taylor Investment & Management Consultants Co. Ltd. in China, which mainly engaged in commercial real estate investment and development in Mainland China. In addition, Mr. Xiao established AB International Investment Co. and served as chairman in U.S.A. From 2009 to present, he serves as Executive Director of Guangzhou Pearl River Yunsheng Textile Market Administration Co., Ltd. and Guangzhou Pearl River Commercial Real Estate Management Co. Ltd.

##### Mr. Xie Xuan

###### *Chief Executive Officer*

Mr. Xie, aged 43, joined the Group in 2002. Mr. Xie holds directorships in various subsidiaries of the Group. He has over 19 years of successful investment and management experience in the areas of property and logistics in the People's Republic of China. He graduated from Jinan University, the PRC with a degree in International Economics.

##### Mr. Qiu Yue

Mr. Qiu, aged 43, joined the Company in October 2008. Mr. Qiu graduated from Zhongshan University, the People's Republic of China in 1991, with a Bachelor of Arts degree. Mr. Qiu has worked in the advertising business for more than 12 years and was the general manager of Guangzhou Wavecom Communication and Advertising Limited from 1992 to 2006, and is now the general manager of South Pearl Limited, both companies having been acquired by the Company on 24 December 2007.

#### 執行董事

##### 朱一航先生

###### *主席*

朱一航先生，二十九歲，中山大學EMBA碩士學位。朱先生二零零一年九月至二零零九年十一月任職珠江投資集團董事長助理；二零零五年七月至二零零九年十月任廣州珠江運盛紡織市場管理有限公司、廣州珠江商業地產經營管理有限公司及廣州珠江商務物流投資有限公司董事長。二零一二年五月至今任職珠江股份集團副董事長。

##### 肖靖先生

肖靖先生，三十二歲，在美國南加州大學畢業。二零零一年他被招募於國際商業機器公司(IBM)擔任貿易經理。二零零二年至二零零五年，他在美國成立了AB國際有限公司，Billion Image Co. Ltd和Tri-G Co. Ltd。此外，二零零六年，他在中國成立了泰萊投資管理顧問有限公司，其主要業務是經營中國大陸商業地產投資及開發。另外，同年肖先生在美國成立了AB國際投資公司並且擔任董事主席。自二零零九年至今，他在廣州珠江運盛紡織市場管理有限公司及廣州珠江商業地產經營管理有限公司擔任董事。

##### 謝暄先生

###### *行政總裁*

謝先生，四十三歲，於二零零二年加入本集團。謝先生出任本集團多間附屬公司之董事。彼於中華人民共和國之地產及物流領域積逾十九年之卓越投資及管理經驗。謝先生畢業於中國廣州暨南大學，持有國際經濟學士學位。

##### 邱越先生

邱先生，四十三歲，於二零零八年十月加盟本集團。邱先生於一九九一年畢業於中華人民共和國中山大學，擁有文學士學位。邱先生在廣告界積逾十二年經驗。從一九九二年到二零零六年，彼為廣州濤視傳播廣告有限公司總經理。邱先生現為廣州南方明珠網路科技有限公司總經理。本公司已於二零零七年十二月二十四日收購該兩間公司。

## DIRECTORS AND SENIOR MANAGEMENT PROFILES

### 董事及高級管理人員簡介

#### NON-EXECUTIVE DIRECTOR

##### **Mr. Lo Mun Lam, Raymond** ***Vice Chairman***

Mr. Lo, aged 60, is the Principal of an investment and corporate finance firm with offices in London and Hong Kong. Trained as a Chartered Accountant in England & Wales, he also qualified as a Canadian Chartered Accountant. Mr. Lo is now licensed as a Responsible Officer by the Securities & Futures Commission of Hong Kong for providing Type 6 (corporate finance) advisory.

Besides the Company, he currently serves as the non-executive chairman of the Board of Luk Fook Holdings International Limited (stock code: 0590), and as an independent non-executive director of Shanghai Zendai Property Limited (stock code 0755).

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

##### **Mr. Wu Jixue**

Mr. Wu, aged 67, holds a Master degree in Economics. He is currently a professor, guest lecturer and visiting scholar at a number of colleges and universities in the PRC and abroad. He has published more than 262 papers and 18 books in the areas of economics, finance and management.

##### **Dr. Feng Ke**

Dr. Feng, aged 41, joined the Group in October 2008. Dr. Feng holds a PhD in theoretic economics from the Beijing University, the People's Republic of China. Presently he is the department head and researcher of Real Estates Finance Research Center, of the Beijing University Economics Faculty. Dr. Feng is an independent compliance advisor in the publicly listed company Sky Land Resources Limited, and is an independent director in the publicly listed company Guang Yu Development Limited, both companies being listed in the People's Republic of China.

##### **Mr. Zhang Daorong**

Mr. Zhang, aged 41, is a Certified Public Accountant and Certified Tax Agent in the People's Republic of China. He holds a Bachelor degree in Economics and a Masters degree in Business Administration. He has over 17 years of experience in accounting, auditing and taxation. He is currently a project manager in a firm of certified public accountants in the PRC.

#### 非執行董事

##### **盧敏霖先生** ***副主席***

盧先生，六十歲，為一間於倫敦及香港均設有辦事處之投資及企業融資顧問機構的主要負責人。彼為英格蘭及威爾斯特許會計師，並為加拿大特許會計師。盧先生獲香港證券及期貨事務監察委員會發牌為從事第6類(就企業融資提供專業意見)活動之負責人。

除本公司外，彼現為六福集團(國際)有限公司(股票編號：0590)董事會之非執行主席及上海証大房地產有限公司(股票編號：0755)之獨立非執行董事。

#### 獨立非執行董事

##### **巫繼學先生**

巫先生，六十七歲，持有經濟學碩士學位。彼現為多所位於中國及海外學院及大學之教授、客席講師及訪問學者。彼曾發表超過二百六十二篇有關經濟、財務及管理之論文及出版十八部有關書籍。

##### **馮科博士**

馮博士，四十一歲，於二零零八年十月加入本集團。馮博士為中華人民共和國北京大學理論經濟學博士。現任北京大學經濟所房地產金融研究中心主任及研究員。馮博士為中華人民共和國上市公司天地源股份有限公司的獨立監事及上市公司廣宇發展股份有限公司的獨立董事。

##### **張道榮先生**

張先生，四十一歲，為中華人民共和國註冊會計師及中國註冊稅務師。彼持有經濟學學士學位及工商管理碩士學位。彼於會計、審核及稅務等方面積逾十七年經驗。彼現時為中國一所會計師事務所之項目經理。

## DIRECTORS AND SENIOR MANAGEMENT PROFILES

### 董事及高級管理人員簡介

#### SENIOR MANAGEMENT

##### **Mr. Lam Ting Lok**

Mr. Lam aged 40, has over 13 years' experience in the accounting and financial industry. He has extensive experience in IPO, M&A, fund raising and corporate advisory. He started his career in an international audit firm in 1995 and then devoted himself in the corporate finance and fund management fields since 2000. Mr. Lam Ting Lok holds a bachelor's degree in Business Administration from The Chinese University of Hong Kong. He is an associate member of the Hong Kong Institute of Certified Public Accountants and a charterholder of the Chartered Financial Analyst. He is currently an independent non-executive director of Enterprise Development Holdings Limited and Wonderful Sky Finance Group Holdings Limited, both of which are companies listed on the Stock Exchange of Hong Kong.

##### **Mr. Kong Yeuk Hon, John**

##### **Senior Accountant**

Mr. Kong, aged 54, joined the Group in October 2005. Mr. Kong holds a Master of Science Degree in Applied Accounting and Finance from the Baptist University of Hong Kong. Prior to joining the Group, Mr. Kong has over 12 years experience in commercial accounting field.

#### 高級管理人員

##### **林庭樂先生**

林庭樂先生，四十歲，在會計及金融業擁有超過13年的經驗。他在首次公開招股，併購，集資及企業諮詢的具豐富經驗。他的職業生涯在一九九五年從一所國際會計師事務所開始，然後自二零零零年起，他便專注在企業融資及基金管理等领域。林庭樂先生擁有香港中文大學工商管理學士學位，並為香港會計師公會會員及特許金融分析師特許資格持有人。林先生目前是企展控股有限公司和皓天財經集團控股有限公司，兩家香港聯交所上市公司的獨立非執行董事。

##### **江約翰先生**

##### **高級會計師**

江先生，五十四歲，於二零零五年十月加入本集團。江先生持有香港浸會大學應用會計及財務理學碩士學位。於加入本集團前，江先生於商業會計範疇積逾十二年經驗。



## REPORT OF THE DIRECTORS

### 董事會報告

#### PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding. Details of the principal activities of the subsidiaries are set out in note 6 to the consolidated financial statements.

An analysis of the Group's turnover and profit/(loss) before taxation for the year ended 31 December 2012 by principal activities is as follows:

#### 按主要業務及地區劃分之營運分析

本公司之主要業務為投資控股。有關附屬公司主要業務之詳情載於綜合財務報表附註6。

本集團截至二零一二年十二月三十一日止年度按主要業務劃分之營業額及除稅前溢利/(虧損)分析如下：

		<b>Turnover</b>	<b>(Loss) before</b>
		<b>營業額</b>	<b>除稅前(虧損)</b>
		HK\$'000	HK\$'000
		千港元	千港元
By Principal activities:	按主要業務劃分：		
IPTV services	互聯網電視服務	1,030	(15,089)
Content Solution	內容供應服務	5,544	939
		6,574	(16,028)

An analysis of the Group's turnover and loss before taxation for the year ended 31 December 2012 by geographical areas is as follows:

本集團截至二零一二年十二月三十一日止年度按地區劃分之營業額及除稅前虧損分析如下：

		<b>Turnover</b>	<b>(Loss) before</b>
		<b>營業額</b>	<b>除稅前(虧損)</b>
		HK\$'000	HK\$'000
		千港元	千港元
By geographical areas	按地區劃分		
PRC	中國	6,574	(16,028)
		6,574	(16,028)

## REPORT OF THE DIRECTORS 董事會報告

### RESULTS AND DIVIDENDS

The loss for the Group for the year ended 31 December 2012 and the state of affairs of the Company and the Group at that date are set out in the consolidated financial statements on pages 36 to 123 of this Annual Report.

The Directors do not recommend payment of a dividend for the year ended 31 December 2012 (2011: Nil).

### SUMMARY OF FINANCIAL INFORMATION

A summary of the results and assets and liabilities of the Group for the last five financial years is set out on page 124.

### PROPERTY, PLANT AND EQUIPMENT

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

### CONVERTIBLE NOTES

On 9 October 2012, upon receiving application from holders of HK\$66,017,139 Convertible Notes, representing the total outstanding as at 9 October 2012, the Company issued and allotted 302,830,911 new shares at the Conversion Price of HK\$0.218/share to them.

### PRE-EMPTIVE RIGHTS

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

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

### SUFFICIENCY OF PUBLIC FLOAT OF LISTED SECURITIES OF THE COMPANY

Based on information which is publicly available to the Company and within the knowledge of the Directors as at the latest practicable date prior to the issuance of this annual report, the Directors can confirm that at least 25% of the Company's total listed issued share capital has at all times been held by the public, as required by Rule 11.23 of the GEM Listing Rules.

### 業績及股息

本集團截至二零一二年十二月三十一日止年度之虧損及本公司及本集團於該日之財務狀況載於本年報第36至123頁之綜合財務報表。

董事不建議派發截至二零一二年十二月三十一日止年度股息(二零一一年：無)。

### 財務資料概要

本集團於過往五個財政年度之業績及資產與負債概要刊載於第124頁。

### 物業、廠房及設備

本集團於年內之物業、廠房及設備變動詳情載於綜合財務報表附註15。

### 可換股票據

於二零一二年十月九日，於收到持有人66,017,139港元可換股票據之申請後(即於二零一二年十月九日尚未兌換總數)，本公司按兌換價每股0.218港元向彼等發行及配發302,830,911股新股份/股份。

### 優先購買權

本公司之公司組織章程或開曼群島(本公司註冊成立之司法權區)法例並無有關優先購買權之規定，規定本公司須按比例向現有股東提呈發售新股份。

### 購買、出售或贖回上市證券

於截至二零一二年十二月三十一日止期間內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

### 公眾持有本公司上市證券之充足程度

於本年報刊發前之最後實際可行日期，根據本公司現時所取得之公開資料，以及就董事所知，董事確認公眾人士一直持有本公司全部上市已發行股本最少25%，符合創業板上市規則第11.23條之規定。

## REPORT OF THE DIRECTORS

### 董事會報告

#### RESERVES

Details of the movements in the reserves of the Company and the Group during the year is set out in note 25 to the consolidated financial statements and the consolidated statement of changes in equity, respectively.

#### DISTRIBUTABLE RESERVES

As at 31 December 2012, the Company has no reserves available for distribution to shareholders (2011: Nil) in accordance with the applicable laws of the Cayman Islands and the Company's articles of association.

#### MAJOR CUSTOMERS AND SUPPLIERS

The percentages of sales and purchases for the year attributable to the Group's major customers and suppliers are as follows:

##### Sales

the largest customer	56%
----------------------	-----

##### Purchases

the largest supplier	87%
----------------------	-----

To the best knowledge of the Directors, neither the Directors, their associates, nor any shareholders who own more than 5% of the Company's issued share capital had any beneficial interest in the Group's five largest customers and/or five largest suppliers during the year.

#### DIRECTORS

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

##### Executive Directors

Mr. Chu Yat Hong (*Chairman*)  
(joined on 22 November 2012)  
Mr. Xiao Jing (joined on 22 November 2012)  
Mr. Xie Xuan (*Chief Executive Officer*)  
Mr. Qiu Yue

##### Non-executive Directors

Mr. Lo Mun Lam, Raymond (*Vice Chairman*)

##### Independent Non-executive Directors

Mr. Wu Jixue  
Mr. Zhang Daorong  
Dr. Feng Ke

#### 儲備

本公司及本集團於年內之儲備變動詳情分別載於綜合財務報表附註25及綜合權益變動報表。

#### 可供分派之儲備

於二零一二年十二月三十一日，根據開曼群島適用法例及本公司之組織章程，本公司並無可供分派予股東之儲備(二零一一年：無)。

#### 主要客戶及供應商

年內，本集團主要客戶及供應商應佔銷售額及採購額之百分比如下：

##### 銷售

最大客戶	56%
------	-----

##### 採購

最大供應商	87%
-------	-----

就董事所知，年內各董事、彼等之聯繫人及擁有本公司已發行股本5%以上之股東，概無於本集團五大客戶及／或五大供應商擁有任何實益權益。

#### 董事

於本年度及截至本報告刊發日期之董事如下：

##### 執行董事

朱一航先生(主席)  
(於二零一二年十一月二十二日加入)  
肖靖先生(於二零一二年十一月二十二日加入)  
謝暄先生(行政總裁)  
邱越先生

##### 非執行董事

盧敏霖先生(副主席)

##### 獨立非執行董事

巫繼學先生  
張道榮先生  
馮科博士

## REPORT OF THE DIRECTORS 董事會報告

In accordance with Article 87(1) of the articles of association of the Company, Mr. Zhang Daorong, Mr. Qiu Yue and Mr. Xiao Jing shall retire from office by rotation at the forthcoming annual general meeting of the Company. The retiring Directors, being eligible, will offer themselves for re-election at the forthcoming annual general meeting of the Company.

### DIRECTORS' SERVICE CONTRACTS

Mr. Chu Yat Hong and Mr. Xiao Jing proposed for re-election at the forthcoming annual general meeting of the Company has service contracts which can be terminated by one month notice.

### DIRECTORS' INTEREST IN CONTRACTS

None of the directors had a material interest, in any contract of significances to the business of the Group to which the Company, its holding company or any of its subsidiaries or fellow subsidiaries was a party during the year. For transaction entered into by the Company after year end with companies controlled by Mr. Chu Yat Hong, please see "EVENTS AFTER THE REPORTING PERIOD". Mr. Chu was appointed as director in November 2012.

### MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Group was entered into or subsisted during the year.

### RETIREMENT BENEFIT SCHEMES

Particulars of retirement benefit schemes are set out in note 3k(ii) to the consolidated financial statements.

根據本公司組織章程第87(1)條，張道榮先生、邱越先生及肖靖先生須於本公司應屆股東週年大會上輪值告退。上述退任董事均符合資格並願意於本公司應屆股東週年大會上膺選連任。

### 董事之服務合約

於本公司應屆股東週年大會上擬膺選連任之朱一航先生及肖靖先生訂有於一個月內通知可予終止之服務合約。

### 董事之合約權益

概無董事於任何對本集團業務具有重大影響且本公司、其控股公司或其任何附屬公司為訂約方之合約中擁有重大權益。就本公司於年末後與朱一航先生所控制公司訂有任何交易而言，請參閱「報告期後發生的事項」。朱先生於二零一二年十一月獲委任為董事。

### 管理合約

年內，概無訂立或存在任何有關本集團全部或任何重大部份業務之管理及行政合約。

### 退休福利計劃

退休福利計劃之詳情載於綜合財務報表附註3k(ii)。

## REPORT OF THE DIRECTORS 董事會報告

### CONNECTED PARTY TRANSACTIONS

The related party transactions disclosed in note 27 to the accompanying consolidated financial statements constitute the connected transactions under Chapter 20 of the GEM Listing Rules.

The non-executive directors of the Company had reviewed the connected transactions of the Company for the year ended 31 December 2012 and have confirmed that the transactions have been entered into:

- (i) in the ordinary and usual course of business of Group;
 

either on normal commercial terms or, if there are no sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favorable than those available to or from independent third parties;
- (ii) in accordance with the relevant agreements governing the transactions;
- (iii) on terms that are fair and reasonable and in interests of the shareholders of the Company as a whole; and
- (iv) the aggregate amount of each of these transactions falls within the de minimis exemption for the connected transactions under Chapter 20 of the GEM Listing Rules.

### 關連交易

隨附綜合財務報表附註27所載之重大關連人士交易構成創業板上市規則第20章所指之關連交易。

本公司之非執行董事已審閱本公司截至二零一二年十二月三十一日止年度之關連交易，並確認有關交易為：

- (i) 於本集團日常及一般業務過程中訂立；
 

按一般商業條款進行或倘並無足夠可供比較者以鑑定有關交易是否按一般商業條款進行，則按不遜於本集團給予獨立第三者或獨立第三者提供予本集團之條款訂立；
- (ii) 根據監管有關交易之有關協議訂立；
- (iii) 交易條款屬公平合理，且符合本公司各股東之整體利益；及
- (iv) 各項關連交易之總金額屬創業板上市規則第20章所指關連交易之最低豁免水平之內。

## REPORT OF THE DIRECTORS

### 董事會報告

#### DISCLOSURE OF INTERESTS

##### (A) Interests and short positions of the Directors in the shares, underlying shares and debentures of the Company and its associated corporations

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

##### (i) Long Positions in the Ordinary Shares of HK\$0.10 each (the "Shares") of the Company

#### 權益披露

##### (A) 董事於公司及其相關法團之股份、相關股份之債券之權益及淡倉

於二零一二年十二月三十一日，公司董事及行政總裁於公司及其相關法團(定義見證券及期貨條例(「證券及期貨條例」)，第571章第XV部)之股份、相關股份及債券中擁有(a)須根據證券及期貨條例第XV部第7及8分部知會公司及聯交所之權益及淡倉(包括根據證券及期貨條例該等條文被視作或當作擁有之權益及淡倉)；或(b)須根據證券及期貨條例第352條記錄於該條所指登記冊內之權益及淡倉；或(c)須根據創業板上市規則所載上市發行人董事進行證券交易之標準守則(「標準守則」)知會公司及聯交所之權益及淡倉如下：

##### (i) 於本公司每股面值0.10港元之普通股(「股份」)之好倉

#### Number of issued Shares held, capacity and nature of interest 所持已發行股份數目、身份及權益性質

		Directly beneficially owned 直接實益擁有	Through spouse or minor children 透過配偶或 未成年子女	Through controlled corporation 透過受控法團	Beneficiary of a trust 信託受益人	Total 總計	Percentage of the Company's issued Shares as at 31 December 2012 佔本公司於 二零一二年 十二月三十一日 之已發行股份 百分比
Directors	董事						
Mr. Chu Yat Hong	朱一航先生	-	-	546,964,782 (Note 1) (附註1)	-	546,964,782	39.48%
Mr. Xie Xuan	謝暄先生	-	-	546,964,782 (Note 1) (附註1)	-	546,964,782	39.48%
Mr. Qiu Yue	邱越先生	15,430,000	-	18,620,436 (Note 2) (附註2)	-	34,050,436	2.46%
		<b>15,430,000</b>	<b>-</b>	<b>565,585,218</b>	<b>-</b>	<b>581,015,218</b>	<b>41.94%</b>

Note 1: The controlled corporation is Glamour House Limited, which is accustomed to acting in accordance with Mr. Xie Xuan's instructions who is its sole director. Mr. Chu Yat Hong holds 90% of the company shares and the company is the beneficial owner as to 67.18% of Asian Dynamics International Limited.

附註1：該受控法團為 Glamour House Limited，該公司慣性按其唯一董事謝暄先生指示行事。朱一航先生持有90%公司股份且公司為 Asian Dynamics International Limited 之 67.18% 之實益擁有人。

Note 2: The controlled corporation is Lucky Peace Limited, which is incorporated in Samoa, and which is 100% wholly-owned by Mr. Qiu Yue.

附註2：該受控法團為 Lucky Peace Limited，於薩摩亞註冊成立，由邱越先生全資擁有 100%。

## REPORT OF THE DIRECTORS 董事會報告

Save as disclosed above, as at 31 December 2012, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

### (B) Interests and short positions of the Substantial Shareholders in the Shares, underlying shares and debentures of the Company

As at 31 December 2012, so far as was known to the Directors or chief executive of the Company, the following persons (other than the Directors or chief executive of the Company) had, or were deemed or taken to have, an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, were as follows:

#### (i) Long Positions in the Shares

Name of Shareholder 股東名稱	Capacity 身份	Number of Shares 股份數目	Percentage of the Company's issued Shares as at 31 December 2012 佔本公司 於二零一二年 十二月三十一日 之已發行股份 百分比
Glamour House Limited	Interest of a controlled corporation (Note 1) 受控法團權益(附註1)	546,964,782	39.48%
Asian Dynamics International Limited	Beneficial owner (Note 2) 實益擁有人(附註2)	546,846,132	39.47%
Perfect Image Group Limited	Beneficial Owner 實益擁有人	91,430,911	6.60%
Logic Ease Group Limited	Beneficial Owner 實益擁有人	86,500,000	6.24%
Blue Balloon Limited	Beneficial Owner 實益擁有人	86,500,000	6.24%
Sweetly Limited	Beneficial Owner 實益擁有人	86,500,000	6.24%

除上文披露外，於二零一二年十二月三十一日，董事或公司行政總裁概無於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、相關股份或債券中擁有須根據證券及期貨條例第XV部第7及8分部知會公司及聯交所之權益及淡倉(包括根據證券及期貨條例該等條文被視作或當作擁有之權益及淡倉)；或須根據證券及期貨條例第352條記錄於該條所指登記冊內之權益或淡倉；或須根據標準守則知會公司及聯交所之權益或淡倉。

### (B) 主要股東於公司之股份、相關股份及債券之權益及淡倉

於二零一二年十二月三十一日，據董事或公司行政總裁所知，以下人士(董事或公司行政總裁除外)於股份及相關股份中擁有，或被視為或當作擁有根據證券及期貨條例第XV部第2及3分部須向公司披露之權益或淡倉如下：

#### (i) 於股份之好倉

## REPORT OF THE DIRECTORS 董事會報告

Note 1: The controlled corporation is Asian Dynamics International Limited, which is beneficially owned as to 67.18% by Glamour House Limited.

Note 2: The controlled corporation is Glamour House Limited, which is beneficially owned as to 90% by Mr. Chu Yat Hong, and which is the beneficial owner as to 67.18% of Asian Dynamics International Limited.

附註1：該受控法團為Asian Dynamics International Limited，由Glamour House Limited實益權有67.18%。

附註2：該受控法團為Glamour House Limited，由朱一航先生實益權有90%，並為Asian Dynamics International Limited之67.18%權益之實益擁有人。

### (ii) Long Positions in the Underlying Shares

Nil

### (ii) 於相關股份之好倉

無

### DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the period were rights to acquire benefits by means of the acquisition of shares or debentures in the Company or any other body corporate granted to any Directors or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors or their respective spouse or minor children to acquire such rights in any other body corporate.

### COMPETING INTERESTS

None of the Directors or management shareholders of the Company or their respective associates had an interest in a business which competes or may compete, either directly or indirectly, with the business of the Group nor any conflicts of interest which has or may have with the Group.

### MANAGEMENT SHAREHOLDER

As far as the Directors are aware of, other than Asian Dynamics International Limited, Glamour House Limited, Mr. Chu Yat Hong, Mr. Xie Xuan, Perfect Image Group Limited, Logic Ease Group Limited, Blue Balloon Limited and Sweetly Limited as disclosed above, there was no other person as at 31 December 2012 who was directly or indirectly interested in 5% or more of the shares then in issue of the Company and who was able, as a practicable matter, to direct or influence the management of the Company.

### 董事購入股份或債券之權利

除上文所披露外，於期內任何時間，任何董事或彼等各自之配偶或未成年子女概無獲授可藉購入本公司或任何其他法人團體之股份或債券而獲得利益之權利，彼等亦無行使任何上述權利；本公司、其控股公司或其任何附屬公司或同系附屬公司亦無參與訂立任何安排，致使董事、彼等各自之配偶或未成年子女可購入於任何其他法人團體之上述權利。

### 競爭權益

本公司之董事或管理層股東及彼等各自之聯繫人概無擁有與本集團業務直接或間接構成競爭或可能構成競爭之業務權益或與本集團有可能有任何利益衝突。

### 管理層股東

除上文所披露Asian Dynamics International Limited、Glamour House Limited、朱一航先生、謝暄先生、Perfect Image Group Limited、Logic Ease Group Limited、Blue Balloon Limited及Sweetly Limited外，據董事所知，於二零一二年十二月三十一日，概無任問其他人直接或間接擁有本公司當時已發行股份5%或以上之權益及可實際主導或影響本公司管理工作。



## REPORT OF THE DIRECTORS 董事會報告

### INDEPENDENT AUDITORS

Pan-China (H.K.) CPA Limited, who acted as auditor for last year resigned as auditor of the Company on 3 December 2012. Cheng & Cheng Limited was appointed on 3 December 2012 to fill the casual vacancy.

The consolidated financial statements for the year were audited by Cheng & Cheng Limited who retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting.

By Order of the Board  
**Chu Yat Hong**  
*Chairman*

Hong Kong, 26 March 2013

### 獨立核數師

本公司去年之核數師天健(香港)會計師事務所有限公司於二零一二年十二月三日辭任本公司之核數師。鄭鄭會計師事務所有限公司於二零一二年十二月三日獲委任，以填補臨時空缺。

本年度之綜合財務報表由鄭鄭會計師事務所有限公司審核，而鄭鄭會計師事務所有限公司須於應屆股東週年大會上退任，惟符合資格且願意應屆股東週年大會上膺選連任。

承董事會命  
**朱一航**  
*主席*

香港，二零一三年三月二十六日

## CORPORATE GOVERNANCE REPORT 企業管治報告

The Company is committed to achieving and maintaining a high standard of corporate governance. The Board recognizes that such commitment is essential in upholding the accountability and transparency and to achieve a balance of interests between the shareholders, customers, creditors, employees as well as other stakeholders.

### COMPLIANCE WITH CORPORATE GOVERNANCE CODE

To ensure compliance with the Code on Corporate Governance Practices (effective until 31 March 2012) and the Corporate Governance Code (effective from 1 April 2012) (the "Code") as set out in Appendix 15 to the GEM Listing Rules, the Board will continue to monitor and revise the Company code to bring our corporate governance practices in line with the changes in the environment and requirements of the Code. In the opinion of the Directors, the Company has complied with all the provisions of the Code, for the year ended 31 December 2012, except:

(i) under code provision A.4.1 of the Code, non-executive directors should be appointed for a specific term and subject to re-election. None of the existing Non-executive Directors of the Company are appointed for a specific term. This constitutes a deviation from the code provision. However, all the Non-executive Directors of the Company are subject to retirement by rotation at annual general meetings pursuant to the articles of association of the Company.

### CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding securities transactions by the Directors.

The Company has made specific enquiry to all Directors and the Directors have confirmed that they have complied with all the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules during the year ended 31 December 2012.

### BOARD OF DIRECTORS

The Board is responsible for managing the Company on behalf of the shareholders. The Board is of the view that it is the Directors' responsibility to create value for the shareholders as a whole and safeguard the best interests of the Company and the shareholders by discharging its duties in a dedicated, diligent and prudent manner on the principle of good faith.

本公司承諾致力實現並維護高標準之企業管治。董事會認為該等承諾是維持問責及透明度，並實現股東、客戶、債權人、僱員及其他其他有關人士間利益平衡之關鍵。

### 遵守企業管治常規守則

為確保遵守創業板上市規則附錄15所載之企業管治常規守則(生效日期直至二零一二年三月三十一日)及企業管治守則(「守則」，由二零一二年四月一日起生效)，董事會將繼續監管及修訂公司守則，以令本公司企業管治常規符合環境之變化及守則要求。董事認為，本公司於截至二零一二年十二月三十一日止年度內，一直遵守守則規定，惟下列除外：

(i) 根據守則A.4.1條，非執行董事須有指定任期並須膺選連任。本公司現有之非執行董事並未有指定任期，因此構成對守則條款之偏離。然而，根據本公司之組織章程細則，所有本公司非執行董事均須於股東週年大會上輪值告退。

### 董事進行證券交易之守則

本公司已採納創業板上市規則第5.48至5.67條所載進行買賣之規定準則為董事進行證券交易之行為守則。

於截至二零一二年十二月三十一日止年度內，本公司已向所有董事作出特定查詢，並已確認彼等均已遵守創業板上市現規則第5.48至5.67條所載進行買賣之所有規定準則。

### 董事會

董事會負責代表股東管理公司之業務及經營。董事會視董事之負責為為股東之整體利益創造價值，並在誠實之原則上，以專注、勤務及審慎之態度，執行其職務以維護公司及股東之最佳利益。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

The Board comprises a total of eight Directors, with four executive Directors, namely Mr. Chu Yat Hong (Chairman), Mr. Xie Xuan (Chief Executive), Mr. Qiu Yue and Mr. Xiao Jing; one non-executive Director namely Mr. Lo Mun Lam, Raymond (Vice-Chairman), and three independent nonexecutive Directors namely Mr. Wu Jixue, Dr. Feng Ke and Mr. Zhang Daorong. They are professionals in different areas and provide independent opinions based on their expertise.

#### BOARD PRACTICES AND CONDUCT OF MEETINGS

Proposed regular Board meeting dates for a year are informed to each Director at the beginning of the year. Formal notice of at least 14 days will be given in respect of a regular meeting. For special board meeting, reasonable notice will be given. The Board of Directors meets regularly at least 4 times a year. The Directors participated either in person or through other means of communication. All notices of board meetings were given to all Directors, who were given an opportunity to include matters in the agenda for discussion. All Directors are kept informed on a timely basis of major changes that may affect the Group's businesses, including relevant rules and regulations. Directors can also seek independent professional advice in performing their duties at the Company's expense, if necessary. Minutes of each board meeting will be kept and are open for inspection at any reasonable time on request by any Director.

#### DIRECTORS' INSURANCE

The Company has arranged appropriate insurance cover in respect of the legal action against the Directors.

#### APPOINTMENT AND RE-ELECTION OF DIRECTORS

The Company has established formal, considered and transparent procedures for the appointment of new directors. The procedures and process of appointment, re-election and removal of directors are laid down in the Company's Articles of Association. According to the Company's Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not greater than one-third) shall retire from office by rotation provided that notwithstanding anything herein, the chairman of the Board shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year. Accordingly, as at the date of this report, Mr. Chu Yat Hong, being the chairman of the

董事會共八位董事，四位執行董，朱一航先生（主席）、謝暄先生（行政總裁）、邱越先生及肖靖先生；一位非執行董事，盧敏霖先生（副主席）；三位獨立非執行董事，巫繼學先生，馮科博士及張道榮先生。彼等均為不同領域之專才及根據彼等之專業知識提供獨立意見。

#### 董事會會議常規及程序

於每年內擬召開之董事會定期會議之日期會於年初通知各董事。定期會議之正式通告會於會議舉行前最少14日發出。至於董事會特別會議，則會在合理期限內給予通告。董事會每年最少召開四次定期會議。董事可親身出席或透過其他通訊方法參與。召開董事會會議前，董事均會收到通知，董事皆有機會提出擬商討事項列入會議議程。所有董事亦會適時獲知可能影響本集團業務之重大變動，包括有關規則及規例之修訂。董事亦可於需要時尋求獨立專業意見，以履行其董事職責，費用由本公司承擔。每個董事會會議之會議紀錄將被儲存，董事可在任何合理之時間查閱所有會議紀錄。

#### 董事之保險

本公司已就其董事可能會面對之法律訴訟作出適當之投保安排。

#### 委任及重選董事

本公司已訂明一套正式、考慮周詳及具透明度之委任新董事程序。董事委任、重選及罷免程序及過程載於本公司之組織章程細則。根據本公司之組織章程細則，於每屆股東週年大會上，當時三分之一之董事（或若董事數目並非三(3)之倍數，則以最接近惟不超過三分之一為準）須輪值告退，儘管組織章程細則有此規定，董事會主席在職期間毋須輪值告退或在釐定每年退任董事之人數時計算在內。因此，於

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

Company, is not subject to retirement by rotation. Other relevant Articles state that all Directors appointed to fill a casual vacancy should be subject to re-election by shareholders at their first annual general meeting after appointment, a retired Director shall be eligible for re-election. All Directors should retire by rotation at least once every three years.

The attendance record of each member of the Board during the year under review is set out below:

此報告日期，本公司主席朱一航先生毋須受限於輪值告退。其他相關細則訂明，所有為填補臨時空缺而獲委任之董事應在獲委任後之首次股東週年大會上接受股東選舉，退任董事應合資格參與重選。每位董事須至少每三年輪值告退一次。

於回顧年內各董事會成員之會議出席記錄如下：

Directors	董事	Board of Directors 董事會	Audit Committee 審核委員會	Nomination Committee 提名委員會	Remuneration Committee 薪酬委員會	Annual general meeting 股東週年大會
<b>Executive Directors</b>		<b>執行董事</b>				
Mr. Chu Yat Hong (Chairman)	朱一航先生(主席)	3/3	N/A/ 不適用	N/A/ 不適用	N/A/ 不適用	N/A/ 不適用
Mr. Xie Xuan (Chief Executive)	謝暄先生(行政總裁)	13/13	N/A/ 不適用	N/A/ 不適用	1/1	1/1
Mr. Qiu Yue	邱越先生	11/13	N/A/ 不適用	N/A/ 不適用	N/A/ 不適用	1/1
Mr. Xiao Jing	肖靖先生	3/3	N/A/ 不適用	N/A/ 不適用	N/A/ 不適用	N/A/ 不適用
<b>Non-Executive Directors</b>		<b>非執行董事</b>				
Mr. Lo Mun Lam, Raymond (Vice-Chairman)	盧敏霖先生(副主席)	13/13	N/A/ 不適用	1/1	N/A/ 不適用	1/1
<b>Independent Non-Executive Directors</b>		<b>獨立非執行董事</b>				
Mr. Wu Jixue	巫繼學先生	10/13	4/4	N/A/ 不適用	1/1	1/1
Mr. Zhang Daorong	張道榮先生	11/13	4/4	1/1	N/A/ 不適用	1/1
Mr. Feng Ke	馮科先生	7/13	2/4	1/1	1/1	1/1

## CONTINUOUS PROFESSIONAL DEVELOPMENT OF DIRECTORS

Directors keep abreast of responsibilities as a director of the Company and of the conduct, business activities and development of the Company. Every newly appointed director will receive formal, comprehensive and tailored induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of director's responsibilities and obligations under the GEM Listing Rules and relevant statutory requirements. Besides, Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. Internally-facilitated briefings for Directors will be arranged and reading materials on relevant topics will be issued to Directors where appropriate. All Directors are encouraged to attend relevant training courses at the Company's expenses.

## 董事之持續專業發展

董事履行作為本公司董事之職責，不時了解本公司之經營方式、業務活動及發展。每名新委任董事於首次獲委任時均會獲得正式且全面為其而設之就任須知，以確保彼等清楚了解本公司之業務及營運，且充分明瞭彼等於創業板上市規則及有關法定規定下之責任及義務。此外，董事應參與適用之持續專業發展，務求發展並更新其知識及技能，以確保其繼續在知情及切合所需之情況下對董事會作出貢獻。本公司將為董事安排內部籌辦之簡報，於適用情況下向董事發出相關題材之閱讀資料，並鼓勵全體董事出席相關培訓課程，費用由本公司承擔。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

According to the records maintained by the Company, the current Directors received the following training with an emphasis on the roles, functions and duties of a director of a listing company in compliance with the Revised CG Code on continuous professional development during the Year.

根據本公司存置之記錄，現任董事於本年度接受以下重點為上市公司董事角色、職能及職責之培訓，以遵守有關持續專業發展之經修訂管治守則。

Directors	董事	Corporate Governance Updates on Laws Rules & Regulations 企業管治／有關法例、規則及規例之最新資料		Accounting Financial/ Management or Other Professional Skills 會計／財務／管理或其他專業技能	
		Read Materials 閱讀資料	Attended Seminars or Briefing 出席研討會／簡報會	Read Materials 閱讀資料	Attended Seminars or Briefings 出席研討會／簡報會
<b>Executive Directors</b> <b>執行董事</b>					
Mr. Chu Yat Hong (Chairman)	朱一航先生(主席)	Y/是	N/A/不適用	Y/是	N/A/不適用
Mr. Xie Xuan (Chief Executive)	謝暄先生(行政總裁)	Y/是	N/A/不適用	Y/是	N/A/不適用
Mr. Qiu Yue	邱越先生	Y/是	N/A/不適用	Y/是	N/A/不適用
Mr. Xiao Jing	肖靖先生	Y/是	N/A/不適用	Y/是	N/A/不適用
<b>Non-Executive Directors</b> <b>非執行董事</b>					
Mr. Lo Mun Lam, Raymond (Vice-Chairman)	盧敏霖先生(副主席)	Y/是	Y/是	Y/是	Y/是
<b>Independent Non-Executive Directors</b> <b>獨立非執行董事</b>					
Mr. Wu Jixue	巫繼學先生	Y/是	N/A/不適用	Y/是	N/A/不適用
Mr. Zhang Daorong	張道榮先生	Y/是	N/A/不適用	Y/是	N/A/不適用
Mr. Feng Ke	馮科先生	Y/是	N/A/不適用	Y/是	Y/是

#### CHAIRMAN AND CHIEF EXECUTIVE

The Chairman of the Board is Mr. Chu Yat Hong and the Chief Executive is Mr. Xie Xuan, and their roles with the company are separate. The Chairman provides leadership and is responsible for the effective functioning and leadership of the Board. The Chief Executive Officer focuses on the Company's business development and daily management and operations generally.

#### 主席及行政總裁

董事會主席及行政總裁分別為朱一航先生及謝暄先生，且彼等於公司職責分離。主席負責領導工作，並負責推使及帶領董事會有效運作。行政總裁負責本公司業務發展以及整體日常管理及營運工作。

## CORPORATE GOVERNANCE REPORT 企業管治報告

### NON-EXECUTIVE DIRECTORS

Under code provision A.4.1 of the Code, non-executive directors should be appointed for a specific term and subject to re-election. None of the existing Non-executive Directors of the Company are appointed for a specific term. This constitutes a deviation from the code provision. However, all the Non-executive Directors of the Company are subject to retirement by rotation at annual general meetings pursuant to the articles of association of the Company.

### CONFIRMATION OF INDEPENDENCE

The Company has received from each of the Independent Non-executive Directors an annual confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company considers all of the Independent Non-executive Directors to be independent based on the annual confirmations received.

### REMUNERATION COMMITTEE

The remuneration committee has been established. The current chairman of the committee is Mr. Wu Jixue, an independent non-executive Director, and the other members are Dr. Feng Ke, and Mr. Xie Xuan.

Under the code provision B.1.1, a listed issuer should establish a remuneration committee with specific written terms of reference which deal clearly with its authority and duties. The Company, has established a remuneration committee as required under the code provision B.1.1. The role and function of the remuneration committee includes the determination of the specific remuneration packages of all executive Directors, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and to make recommendations to the board regarding the remuneration of non-executive Directors. The remuneration committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration.

During the period under review, one meeting of the remuneration committee was held.

### 非執行董事

根據守則A.4.1條，非執行董事須有指定任期並須膺選連任。本公司現有之非執行董事並未有指定任期，因此構成對守則條款之偏離。然而，根據本公司之組織章程細則，所有本公司非執行董事均須於股東週年大會上輪值告退。

### 確認獨立性

本公司已接獲各獨立非執行董事根據創業板上市規則第5.09條，就其獨立性而作出之年度確認書。根據所接獲之年度確認書，本公司認為所有獨立非執行董事均具獨立性。

### 薪酬委員會

本公司已成立薪酬委員會。薪酬委員會之現任主席為獨立非執行董事巫繼學先生，其他成員為馮科博士及謝暄先生。

根據守則B.1.1條之規定，上市發行人應設立具有特定成文權責範圍之薪酬委員會；有關權責範圍應清楚說明委員會之權限及職責。本公司已根據守則B.1.1條之規定成立薪酬委員會。薪酬委員會之角色及功能包括制定所有執行董事之特定薪酬組合，包括非金錢利益、退休金權利及補償金（包括喪失或終止職務或委任之賠償），並就非執行董事之薪酬向董事會提供建議。薪酬委員會應考慮之因素包括：同類公司支付之薪酬、董事所投入之時間及董事職責、集團其他部門之僱用條件，以及是否應該按表現釐定薪酬。

於回顧年度內，薪酬委員會舉行了一次會議。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

#### NOMINATION COMMITTEE

The company has established a nomination committee it comprised of namely Dr. Feng Ke, Mr. Zhang Daorong and Mr. Lo Mun Lam, Raymond. The chairman of the committee is Dr. Feng Ke, an Independent non-executive director. The committee considers the past performance, qualification, general market conditions and the Company's articles of association in selecting and recommending candidates for directorship during the year.

The nomination committee is mainly responsible for reviewing the structure, size and composition of the Board, identifying individuals suitably qualified to become members of the Board, assessing the independence of the independent non-executive Directors and making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors.

On 22 November 2012, the Committee nominated and the Company appointed Mr. Chu Yat Hong, as Chairman of the Board, Mr. Xie Xuan as Chief Executive and Executive Director and Mr. Xiao Jing as Executive Director. During the year under review one meeting of the nomination committee was held.

#### AUDIT COMMITTEE

In compliance with Rule 5.28 of the GEM Listing Rules, the Company has established an audit committee comprising Independent Non-executive Directors, namely Mr. Zhang Daorong(Chairman of the Committee), Mr. Wu Jixue and Dr. Feng Ke, and has adopted terms of reference governing the authorities and duties of the audit committee. The primary duties of the audit committee are to review and supervise the financial reporting process and internal controls of the Group. The audit committee has reviewed the draft of this Annual report and the audited financial statements and has provided advice and comments thereon. During the year under review, the audit committee had four meetings and has met with the auditor twice without the presence of the executive directors.

#### AUDITOR'S REMUNERATION

The audit committee of the Company is responsible for considering the appointment of the external auditor and reviewing any non-audit functions performed by the external auditor, including whether such non-audit functions could lead to any potential material adverse effect on the Group.

#### 提名委員會

本公司已成立由馮科博士、張道榮先生及盧敏霖先生組成之提名委員會。委員會主席為獨立非執行董事馮科博士。委員會在篩選及推薦董事候選人時，會考慮年內表現、資歷、整體市場情況及本公司之組織章程細則。

提名委員會之主要功能包括檢討董事會之架構，大小及組合，並認定具備適當資格人士進入董事會，審核獨立非執行董事之獨立性及就董事之委任、重委和董事之承繼計劃等向董事會提出建議。

於二零一二年十一月二十二日，委員會提名及本公司委任朱一航先生為董事會主席、謝暄先生為行政總裁兼執行董事及肖靖先生為執行董事。於回顧年度內，提名委員會舉行了一次會議。

#### 審核委員會

本公司已遵照創業板上市規則第5.28條之規定，成立審核委員會。審核委員會由獨立非執行董事組成，包括張道榮先生(委員會主席)、巫繼學先生及馮科博士，並已制定監管審核委員會權限及職務之職權範圍。審核委員會之主要職責為檢討及監督本集團之財務申報程序及內部監控。審核委員會已審閱本年報及經審核財務報表之初稿，並已就此提出建議及意見。於回顧年度內，審核委員會舉行了四次會議，並與核數師會舉行二次會議且執行董事毋須出席。

#### 核數師薪酬

本公司審核委員會負責考慮聘請外聘核數師及審核外聘核數師所進行之任何非核數工作，包括該非核數工作會否為本集團帶來任何潛在重大不利影響。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

During the year ended 31 December 2012, the total fee paid/payable in respect of audit and non-audit services provided by the Company's external auditor is set out below:

截至二零一二年十二月三十一日止年度內，本公司之外聘核數師就提供審核及非審核服務而已收／應收之費用總額如下：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Type of Services	服務種類		
Audit Service	審核服務	500,000	500,000

### DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR ACCOUNTS

Statements of Directors' responsibilities for preparing the financial statements and external auditor's reporting responsibilities as set out in the Auditor's Report.

### 董事及核數師就賬目所承擔之責任

董事編製財務報表之責任聲明及外聘核數師報告之責任列於核數師報告。

### INTERNAL CONTROLS

On an annual basis the Directors have reviewed and are satisfied with their ability to comply with the policies installed as part of the Group's internal control system, including, in particular, financial, operational and compliance controls and risk management functions. Furthermore, the Directors are satisfied with the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting functions, and their training programs and budget.

### 內部監控

董事已按年基準檢討本集團之內部監控系統，特別是財務、營運、合規監控以及風險管理等職能，並對本集團遵守內部監控政策之能力感到滿意。此外，董事信納從事本集團會計及財務申報工作之員工有足夠資源、資歷及經驗，亦有充足培訓課程及預算。

### AUDITOR

During the year under review, Cheng and Cheng Limited have been appointed as the external auditor of the Group.

### 核數師

於回顧年度內，鄭鄭會計師事務所有限公司已獲委聘為本集團之外部核數師。

### COMPANY SECRETARY

The company secretary, Mr. Lam Ting Lok, maintains a high standard of corporate governance and has complied with Rule 5.15 of the GEM Listing Rules.

### 公司秘書

公司秘書林庭樂先生保持高水準之企業管治並遵守創業板上市規則第5.15條。

### CONSTITUTIONAL DOCUMENTS

During the year under review all Constitutional documents have been filed and updated on the GEM & Company's websites.

### 公司組成文件

於回顧年度內，所有公司組成文件均已存檔並在創業板及本公司網頁更新。

### SHAREHOLDERS' RIGHTS

To safeguard shareholder interests and rights, a separate resolution is proposed for each substantially separate issue at shareholder meetings, including the election of individual directors.

### 股東權利

為保障股東權益及權利，本公司將就各重大事宜（包括選舉個別董事）於股東大會提呈獨立決議案。



## CORPORATE GOVERNANCE REPORT 企業管治報告

According to the GEM Listing Rules, all resolutions put forward at shareholder meetings will be voted on by poll and poll results will be posted on the websites of the Stock Exchange and the Company after each shareholder meeting.

### Procedures for shareholders to convene an 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, pursuant to the Articles of Association of the Company, general meetings shall be convened on the written requisition of any two or more shareholders of the Company deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company.

General meetings may also be convened on the written requisition of any one shareholder of the Company which is a recognized clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital 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, 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 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.

根據創業板上市規則，股東大會上提呈之所有決議案將以投票方式表決，且投票表決之結果將於各股東大會結束後在聯交所及本公司網站上刊載。

### 股東召開股東特別大會之程序

開曼群島公司法(二零一二年修訂版)並無條文批准股東於股東大會上提呈新決議案。然而，根據本公司組織章程細則，任何兩名或以上本公司股東可向本公司香港總辦事處(或如本公司並無總辦事處，則向註冊辦事處)提交書面呈請要求召開股東大會，書面呈請須列明會議目的並由呈請人簽署，惟在提交呈請當日，該等呈請人須持有可於本公司股東大會上行使表決權之本公司繳足股本不少於十分之一。

任何一名屬認可結算所(或其代名人)之本公司股東亦可向本公司香港總辦事處(或如本公司並無總辦事處，則向註冊辦事處)提交書面呈請要求召開股東大會，書面呈請須列明會議目的並由呈請人簽署，惟在提交呈請當日，該等呈請人須持有可於本公司股東大會上行使表決權之本公司繳足股本不少於十分之一。

倘在提交呈請當日起計21日內董事會並無正式召開大會，呈請人或彼等中持有一半總表決權以上之任何人士可盡力按相同方式自行召開股東大會，猶如董事會召開大會一樣，前提為在提交呈請當日起計三個月屆滿後並無召開大會，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須由本公司向彼等償付。

## CORPORATE GOVERNANCE REPORT 企業管治報告

### Procedures for shareholders to propose a person for election as a director of the company

Pursuant to the Articles of Association of the Company, if a shareholder wishes to propose a person (the “Candidate”) for election as a director of the Company at a general meeting, he/she shall deposit a written notice (the “Notice”) to the Company Secretary at the Company’s head office.

The Notice (i) must include the personal information of the Candidate as required by Rule 17.50(2) of the GEM Listing Rules; and (ii) must be signed by the shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent of publication of his/her personal information.

The period for lodgment of the Notice shall commence on the day after the dispatch of the notice of general meeting and end no later than 7 days prior to the date of such general meeting.

In order to ensure the Company’s shareholders have sufficient time to receive and consider the proposal of election of the Candidate as a director of the Company without adjourning the general meeting, shareholders are urged to submit and lodge the Notice as early as practicable preferably at least 15 business days prior to the date of the general meeting appointed for such election.

### Procedures for sending enquiries to the board

For putting forward any enquiries to the Board, shareholders may send written enquiries to the Board of Directors/Company Secretary at the Company’s head office. For the avoidance of doubt, shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the Company’s head office and provide their full name, contact details and identification in order to give effect thereto. Shareholders’ information may be disclosed as required by law.

Shareholders may also make enquiries with the Board at the general meetings of the Company.

### 股東推選某名人士參選本公司董事之程序

根據本公司組織章程細則，如一名股東擬提名一名人士（「候選人」）於股東大會上參選本公司董事，彼須向本公司總辦事處提交書面通知（「通知」），並註明收件人為公司秘書。

通知(i)必須載列根據創業板上市規則第17.50(2)條規定候選人之個人資料；及(ii)必須由該名有關股東簽署，並由候選人簽署表明彼同意參選及願意公開其個人資料。

提交通知之期限由寄發股東大會通告當日開始，並不遲於該股東大會日期前7日結束。

為確保本公司股東有足夠時間收取及考慮選任候選人為本公司董事之建議以及為免股東大會延期舉行，務請股東在切實可行情況下盡早於指定推選候選人之股東大會舉行前日期前最少15個營業日發出及提交通知。

### 向董事會提問之程序

就向董事會提問而言，股東可向董事會／公司秘書發出書面提問，並送交本公司總辦事處。為免生疑問，股東必須提交及寄發正式簽署之書面呈請、通知或聲明或提問（視情況而定）之正本至本公司總辦事處，並提供彼等之全名、聯絡資料及身分證明，致使有關呈請、通知或聲明或提問生效。股東資料或須根據法例規定予以披露。

股東亦可於本公司股東大會上向董事會提問。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

#### INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS

The Company has disclosed all necessary information to the shareholders and investors in compliance with GEM Listing Rules and uses a number of formal communications channels to account to shareholders and investors for the Company.

These include (i) the publication of quarterly and annual reports; (ii) the annual general meeting or extraordinary general meeting providing a forum for shareholders of the Company to raise comments and exchanging views with the Board; (iii) the Company replying to the enquires from shareholders timely; (iv) updated and key information of the Company available on website of the Company; (v) the Company's website offering communication channel between the Company and its shareholders and investors; and (vi) the Company's share registrar in Hong Kong serves the shareholders regarding all share registration matters. Also, the chairman of the board would attend the annual general meeting and he would also arrange for the chairmen of the other committees to attend. In case of the absence, of the chairman of such committees, he would invite another member of the committee to attend. These persons would be available to answer questions at the annual general meeting. The chairman of the independent board committee would also be available to answer questions at any general meeting to approve a connected transaction or any other transaction that is subject to requires independent shareholders' approval. The external auditor would also be arranged to attend the annual general meeting to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor independence.

#### LOOKING FORWARD

The Company will keep on reviewing its corporate governance standards on a timely basis and the Board endeavour to take the necessary actions to ensure compliance with the required practices and standards including the provisions of the Code on Corporate Governance Practices introduced by the Stock Exchange.

#### 投資者關係及與股東之溝通

本公司已向股東及投資者披露創業板上市規則規定之一切所需資料，並透過多種正式通訊渠道向股東及投資者彙報本公司表現。

該等渠道包括 (i) 刊發季度及年度報告；(ii) 召開股東週年大會或股東特別大會，以向本公司股東提供對董事會提出意見及交流意見之途徑；(iii) 本公司即時回應股東查詢；(iv) 於本公司網站刊登本公司之最新及主要資料；(v) 本公司網站提供本公司與其股東及投資者之溝通渠道；及 (vi) 本公司香港股份過戶登記處為股東提供所有股份登記服務。此外，董事會主席將出席股東週年大會，且彼亦安排其他委員會主席出席。倘有關委員會主席缺席，彼將邀請該委員會之其他成員出席。該等人士將可在股東週年大會上回答提問。獨立董事委員會之主席亦將在任何批准關連交易或任何其他須經獨立股東批准之交易之股東大會上回應問題。外聘核數師亦將安排出席股東週年大會，以就處理審核、核數師報告之編制及內容、會計政策及核數師獨立性回答問題。

#### 展望

本公司將繼續適時檢討其企業管治水平，而董事會亦將竭力採取所需措施，以確保遵守各項規定之常規及準則，包括聯交所頒佈之企業管治常規守則條文。

## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

### TO THE MEMBERS OF ASIAN CAPITAL RESOURCES (HOLDINGS) LIMITED

*(incorporated in the Cayman Islands with limited liability)*

We have audited the consolidated financial statements of Asian Capital Resources (Holdings) Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 36 to 123, which comprise the consolidated and company statements of financial position as at 31 December 2012, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### **Directors' responsibility for the consolidated financial statements**

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

#### **Auditor's responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

### 致亞洲資產(控股)有限公司 各股東

*(於開曼群島註冊成立之有限公司)*

本核數師行已完成審核第36至第123頁所載有關亞洲資產(控股)有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，此綜合財務報表包括於二零一二年十二月三十一日之綜合財務狀況表及公司財務狀況表，以及截至該日止年度之綜合全面收益表、綜合權益變動報表及綜合現金流量表，連同主要會計政策概要及其他說明附註。

#### **董事就綜合財務報表須承擔之責任**

貴公司董事須負責按照香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製真實而意見公允之綜合財務報表，以及維護董事認為必要內部監控，以確保綜合財務報表之編製不會存在由於欺詐或錯誤而導致之重大錯誤陳述。

#### **核數師之責任**

本核數師之責任是根據吾等之審核工作結果，對綜合財務報表作出意見，並僅向整體股東報告，除此之外，本報告概不可用作其他用途。本核數師概不會就本報告之內容，向任何其他人士負責或承擔任何責任。

本核數師乃按照香港會計師公會頒佈之香港核數準則進行審核工作。該等準則規定，本核數師必須遵守道德規範，並規劃及進行審核工作，以就綜合財務報表是否確無重大錯誤陳述作出合理確認。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

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

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

#### Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and the Group as at 31 December 2012 and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

#### CHENG & CHENG LIMITED

*Certified Public Accountants*  
10/F., Allied Kajima Building,  
138 Gloucester Road,  
Wanchai, Hong Kong,

#### Tong Yat Hung

Practising Certificate Number P01055

26 March 2013

審核涉及執行情序以獲取有關綜合財務報表所載金額及披露資料之審核憑證。所選定之程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。在評估該等風險時，核數師會考慮與該公司編製真實而意見公允之綜合財務報表相關之內部控制，以便設計適當之審核程序，但並非為對公司之內部控制之效能發表意見。審核亦包括評價董事所採用之會計政策之合適性及所作出之會計估計之合理性，以及評價綜合財務報表之整體列報方式。

本核數師相信，吾等所獲得之審核憑證能充足和適當地為吾等之審核意見提供基礎。

#### 意見

本核數師認為，綜合財務報表已根據香港財務報告準則真實而公允反映 貴公司及 貴集團於二零一二年十二月三十一日之事務狀況及 貴集團於截至該日止年度之虧損及現金流量，並已按照香港公司條例之披露規定妥為編製。

#### 鄭鄭會計師事務所有限公司

*執業會計師*  
香港灣仔  
告士打道 138 號  
聯合鹿島大廈 10 樓

#### 湯日烘

執業證書編號 P01055

二零一三年三月二十六日

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面收益表

For the year ended 31 December 2012  
截至二零一二年十二月三十一日止年度

### CONTINUING OPERATIONS

### 持續經營業務

		Note 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Turnover	營業額	5(a)	6,574	6,964
Cost of services	服務成本		-	(1,377)
Gross profit	毛利		6,574	5,587
Other revenue and net income	其他收益及收入淨額	5(b)	2,063	3,249
Administrative and operating expenses	行政及營運開支		(25,372)	(54,621)
Loss from operations	經營虧損		(16,735)	(45,785)
Finance costs	融資成本	7	(5,662)	(6,735)
Loss before taxation	除稅前虧損	8	(22,397)	(52,520)
Income tax expense	所得稅開支	10	3,734	10,991
Loss for the year from continuing operations	本年度來自持續經營業務之虧損		(18,663)	(41,529)
<b>DISCONTINUED OPERATIONS</b>				
	<b>終止經營業務</b>			
Gain on deregistration of subsidiaries	解除註冊附屬公司之溢利	11	-	24,110
<b>LOSS FOR THE YEAR</b>	<b>本年度虧損</b>		<b>(18,663)</b>	<b>(17,419)</b>
Other comprehensive income: Exchange difference arising on translation of foreign operations	其他全面收益： 換算海外業務所產生之匯兌差額		(253)	2,274
Other comprehensive (loss)/income for the year, net of tax	本年度其他全面(虧損)/收益(扣除稅項)		(253)	2,274
<b>TOTAL COMPREHENSIVE LOSS FOR THE YEAR</b>	<b>本年度全面虧損總額</b>		<b>(18,916)</b>	<b>(15,145)</b>
<b>(LOSS)/PROFIT ATTRIBUTABLE TO:</b>				
	<b>下列人士應佔(虧損)/溢利：</b>			
- owners of the Company	- 本公司擁有人	12	(13,687)	846
- non-controlling interest	- 非控股權益		(4,976)	(18,265)
			<b>(18,663)</b>	<b>(17,419)</b>

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面收益表

For the year ended 31 December 2012  
截至二零一二年十二月三十一日止年度

		Note 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
<b>TOTAL COMPREHENSIVE LOSS ATTRIBUTABLE TO:</b>	<b>下列人士應佔全面虧損 總額：</b>			
— owners of the Company	— 本公司擁有人		<b>(13,826)</b>	3,059
— non-controlling interests	— 非控股權益		<b>(5,090)</b>	(18,204)
			<b>(18,916)</b>	(15,145)
			<b>HK Cents 港仙</b>	HK Cents 港仙
(Loss)/earnings per share:	每股(虧損)/盈利：	14		
From continuing and discontinued operation	來自持續經營業務及 終止經營業務			
— Basic	— 基本		<b>(1.19)</b>	0.08
— Diluted	— 攤薄		<b>(1.19)</b>	0.47
From continuing operation	來自持續經營業務			
— Basic	— 基本		<b>(1.19)</b>	(2.17)
— Diluted	— 攤薄		<b>(1.19)</b>	(1.27)
From discontinued operations	來自終止經營業務			
— Basic	— 基本		—	2.25
— Diluted	— 攤薄		—	1.74

The accompanying notes form an integral part of these consolidated financial statements. 隨附之附註屬於本綜合財務報表之一部份。

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 31 December 2012

於二零一二年十二月三十一日

		Note 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	15	360	1,130
Development costs	開發成本	16	–	–
Intangible assets	無形資產	17	24,860	40,653
			<b>25,220</b>	41,783
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Trade and other receivables	貿易及其他應收賬款	19	15,833	8,121
Cash and cash equivalents	現金及現金等值物	20	46	655
			<b>15,879</b>	8,776
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付賬款	21	40,049	36,172
Convertible notes	可換股票據	22	–	61,715
Tax payable	應付稅項		1,249	1,238
			<b>41,298</b>	99,125
<b>NET CURRENT LIABILITIES</b>	<b>流動負債淨額</b>		<b>(25,419)</b>	(90,349)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		<b>(199)</b>	(48,566)
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Amount due to a director	應付一名董事款項	27	(5,813)	(5,276)
Amount due to immediate holding company	應付直接控股公司款項	27	(25,859)	(21,411)
Deferred tax liabilities	遞延稅項負債	23	(6,215)	(11,973)
			<b>(37,887)</b>	(38,660)
<b>NET LIABILITIES</b>	<b>負債淨額</b>		<b>(38,086)</b>	(87,226)
<b>CAPITAL AND RESERVES</b>	<b>股本及儲備</b>			
Share capital	股本	24	138,552	108,269
Reserves	儲備	25	(183,496)	(207,443)
Deficit attributable to owners of the Company	本公司擁有人應佔赤字		(44,944)	(99,174)
Non-controlling interests	非控股權益		6,858	11,948
<b>NET DEFICIT</b>	<b>赤字淨值</b>		<b>(38,086)</b>	(87,226)

The accompanying notes form an integral part of these consolidated financial statements.

隨附之附註屬於本綜合財務報表之一部份。

Approved and authorised for issue by the board of directors on 26 March 2013.

於二零一三年三月二十六日獲董事會批准及授權刊發。

**Xie Xuan**  
Director

**Qiu Yue**  
Director

**謝暄**  
董事

**邱越**  
董事



## STATEMENT OF FINANCIAL POSITION

## 財務狀況表

As at 31 December 2012

於二零一二年十二月三十一日

		Note 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Interests in subsidiaries	於附屬公司之權益	18	30,310	34,224
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Trade and other receivables	貿易及其他應收賬款	19	–	46
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付賬款	21	2,636	4,758
Amounts due to subsidiaries	應付附屬公司款項	18	139	4,103
Convertible notes	可換股票據	22	–	61,715
			2,775	70,576
<b>NET CURRENT LIABILITIES</b>	<b>流動負債淨額</b>		<b>(2,775)</b>	(70,530)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		<b>27,535</b>	(36,306)
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Amount due to a director	應付一名董事款項	27	(46)	(46)
Amount due to immediate holding company	應付直接控股公司款項	27	(25,878)	(21,897)
Deferred tax liabilities	遞延稅項負債	23	–	(1,809)
			(25,924)	(23,752)
<b>NET ASSETS/(LIABILITIES)</b>	<b>資產/(負債)淨額</b>		<b>1,611</b>	(60,058)
<b>CAPITAL AND RESERVES</b>	<b>股本及儲備</b>			
Share capital	股本	24	138,552	108,269
Reserves	儲備	25	(136,941)	(168,327)
<b>TOTAL EQUITY/(NET DEFICIT)</b>	<b>總權益/(赤字)淨值</b>		<b>1,611</b>	(60,058)

The accompanying notes from an integral part of these consolidated financial statements.

隨附之附註屬於本綜合財務報表之一部份。

Approved and authorised for issue by the board of directors on 26 March 2013.

於二零一三年三月二十六日獲董事會批准及授權刊發。

**Xie Xuan**  
Director

**Qiu Yue**  
Director

**謝暄**  
董事

**邱越**  
董事

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動報表

For the year ended 31 December 2012  
截至二零一二年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔						Non-controlling interests		Total
		Issued share capital	Share premium	Capital reserve	Translation reserve	Convertible notes reserve	Accumulated losses	Sub-total	Non-controlling interests	Total
		已發行股本	股份溢價	資本儲備	匯兌儲備	可換股票據儲備	累計虧損	小計	非控股權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
As at 1 January 2011	於二零一一年一月一日	98,842	124,060	26,020	(3,456)	11,979	(378,075)	(120,630)	30,213	(90,417)
Profit/(loss) for the year	本年度溢利/(虧損)	-	-	-	-	-	846	846	(18,265)	(17,419)
Exchange difference of arising on translation foreign operations	換算海外業務所產生之匯兌差額	-	-	-	2,274	-	-	2,274	-	2,274
Total comprehensive loss for the year	本年度全面虧損總額	-	-	-	2,274	-	846	3,120	(18,265)	(15,145)
Issue of shares by exercise of share options	因行使購股權而發行股份	100	175	-	-	-	-	275	-	275
Costs on issue of shares	發行股份之成本	-	(34)	-	-	-	-	(34)	-	(34)
Conversion of convertible notes	兌換可換股票據	9,327	11,589	-	-	(3,379)	-	17,537	-	17,537
Deferred tax liabilities on convertible notes	可換股票據之遞延稅項負債	-	-	-	-	558	-	558	-	558
		9,427	11,730	-	-	(2,821)	-	18,336	-	18,336
<b>As at 31 December 2011</b>	<b>於二零一一年十二月三十一日</b>	<b>108,269</b>	<b>135,790</b>	<b>26,020</b>	<b>(1,182)</b>	<b>9,158</b>	<b>(377,229)</b>	<b>(99,174)</b>	<b>11,948</b>	<b>(87,226)</b>

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動報表

For the year ended 31 December 2012  
截至二零一二年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔								
		Issued share capital	Share premium	Capital reserve	Translation reserve	Convertible notes reserve	Accumulated losses	Sub-total	Non- controlling interests	Total
		已發行股本	股份溢價	資本儲備	匯兌儲備	可換股票據 儲備	累計虧損	小計	非控股權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
As at 1 January 2012	於二零一二年一月一日	108,269	135,790	26,020	(1,182)	9,158	(377,229)	(99,174)	11,948	(87,226)
Loss for the year	本年度虧損	-	-	-	-	-	(13,687)	(13,687)	(4,976)	(18,663)
Exchange difference arising on translation of foreign operations	換算海外業務所產生 之匯兌差額	-	-	-	(139)	-	-	(139)	(114)	(253)
Total comprehensive loss for the year	本年度全面虧損總額	-	-	-	(139)	-	(13,687)	(13,826)	(5,090)	(18,916)
Conversion of convertible notes	兌換可換股票據	30,283	46,931	-	-	(10,967)	-	66,247	-	66,247
Deferred tax liabilities on convertible notes	可換股票據之遞延 稅項負債	-	-	-	-	1,809	-	1,809	-	1,809
<b>As at 31 December 2012</b>	<b>於二零一二年 十二月三十一日</b>	<b>138,552</b>	<b>182,721</b>	<b>26,020</b>	<b>(1,321)</b>	<b>-</b>	<b>(390,916)</b>	<b>(44,944)</b>	<b>6,858</b>	<b>(38,086)</b>

## CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 December 2012  
截至二零一二年十二月三十一日止年度

	Note 附註	2012 二零一二年 HK'000 千港元	2011 二零一一年 HK'000 千港元
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營業務產生之現金流量</b>		
Loss before taxation from continuing operations	來自持續經營業務之除稅前虧損	(22,397)	(52,520)
Profit before taxation from discontinued operation	來自終止經營業務之除稅前溢利	-	24,110
		(22,397)	(28,410)
Adjustments for:	就以下各項調整：		
Interest income	利息收入	(2)	(3)
Interest expenses	利息支出	5,662	6,735
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	743	613
Amortisation of intangible assets	無形資產攤銷	10,841	18,836
Provision for guarantee income	擔保收入撥備	4,000	-
Property, plant and equipment written off	物業、廠房及設備撇銷	32	-
Net gain on deregistration of subsidiaries	解除註冊附屬公司之溢利淨額	-	(23,929)
Impairment of other receivables	其他應收賬款減值	-	10
Impairment of intangible assets	無形資產減值	4,952	29,981
Other payables written back	其他應付賬款撥回	(2,060)	(3,205)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	-	1
Operation profit before changes in working capital	營運資金變動前之經營溢利	1,771	629
Increase in trade and other receivables	貿易及其他應收賬款增加	(7,712)	(8,403)
Increase in trade and other payables	貿易及其他應付賬款增加	1,692	2,546
Cash used in operations	經營業務所用現金	(4,249)	(5,228)
Tax paid	已付稅項	(215)	-
Net cash used in operating activities	經營業務所用之現金淨額	(4,464)	(5,228)

## CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 December 2012  
截至二零一二年十二月三十一日止年度

	Note 附註	2012 二零一二年 HK'000 千港元	2011 二零一一年 HK'000 千港元
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資活動之現金流量</b>		
Interest income	利息收入	2	3
Purchase of property, plant and equipment	購買物業、廠房 及設備	(3)	(3)
Net cash used in investing activities	投資活動所用之現金流淨額	(1)	–
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動之現金流量</b>		
Advance from/(payment) to a director	董事墊款／(應付董事款項)	537	(757)
Advance from immediate holding company	直接控股公司墊款	4,448	2,026
Proceeds from issue of shares by exercise of share options	因行使購股權而發行股份 所得款項	–	275
Issuing expenses on conversion of convertible notes	可換股票據之發行開支	–	(34)
Interest paid	利息支出	(1,130)	(1,024)
Net cash generated from financing activities	融資活動產生之現金淨額	3,855	486
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值物 增加淨額</b>	<b>(610)</b>	<b>(4,742)</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR</b>	<b>於年初之現金及現金等值物</b>	<b>655</b>	<b>6,504</b>
Effects of foreign exchange rate changes	外匯匯率變動之影響	1	(1,107)
<b>CASH AND CASH EQUIVALENTS AT END OF THE YEAR</b>	<b>於年末之現金及現金等值物</b>	<b>46</b>	<b>655</b>

The accompanying notes form an integral part of these consolidated financial statements. 隨附之附註屬於本綜合財務報表之一部份。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2012

截至二零一二年十二月三十一日止年度

**1. CORPORATION INFORMATION**

Asian Capital Resources (Holdings) Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability and its shares are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“GEM”). The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section of this annual report.

The consolidated financial statements are presented in Hong Kong dollars, the functional currency of the Company. All values are rounded to nearest thousand unless otherwise stated.

The principal activities of the Company and its subsidiaries (together the “Group”) are investment holdings, provision of online content information and related technical services, business consultation services and internet protocol television services.

In the opinion of the directors of the Company, the ultimate holding company is Glamour House Limited, a company incorporated in the British Virgin Islands. The immediate holding company is Asian Dynamics International Limited, a company incorporated in the British Virgin Islands.

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

In the current year, the Group has applied the following new and revised Standards, Amendments and Interpretations (“new and revised HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) that are effective for accounting periods beginning on or after 1 January 2012.

HKFRS 1 Amendments	Severe Hyperinflation and Removal of Fixed Dates for First-time Adopter.
HKFRS 7 Amendments	Transfers of Financial Assets
HKAS12 Amendments	Deferred Tax: Recovery of Underlying Assets.

The adoption of the new and revised HKFRSs has no material effect on the financial statements of the Group for the current and prior accounting periods.

**1. 公司資料**

亞洲資產(控股)有限公司(「本公司」)為於開曼群島註冊成立之獲豁免有限公司，其股份在香港聯合交易所有限公司創業板(「聯交所」)上市。本公司註冊辦事處及主要營業地點之地址載於本年報「公司資料」一節。

綜合財務報表以港元列賬，港元為本公司之功能貨幣。除非另行說明外，所有價值湊整至近千位。

本公司及其附屬公司(「本集團」)之主要業務為投資控股、提供網上內容資訊及相關技術服務、業務諮詢服務、物流服務及互聯網電視服務。

本公司董事認為，在英屬處女群島註冊成立之 Glamour House Limited 乃本公司之最終控股公司。直接控股公司乃在英屬處女群島註冊成立之 Asian Dynamics International Limited。

**2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)**

於本年度，本集團採用以下由香港會計師公會(「香港會計師公會」)頒佈並自二零一二年一月一日開始或之後之會計期間生效之新訂及經修訂之準則、修訂及詮釋(「新訂及經修訂香港財務報告準則」)。

香港財務報告準則第1號(修訂本)	惡性通脹及剔除首度採納者之固定日期
香港財務報告準則第7號(修訂本)	轉讓財務資產
香港會計準則第12號(修訂本)	遞延稅項：回撥相關資產

採納新訂及經修訂香港財務報告準則對本集團當前及過往會計期間之財務報表並無構成重大影響。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2012

截至二零一二年十二月三十一日止年度

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

The Group has not early applied the following new and revised Standards, Amendments and Interpretations that have been issued but are not yet effective, in these financial statements:

HKFRSs Amendments	Annual Improvements to HKFRSs 2009–2011 Cycle <sup>2</sup>
HKFRS 1 Amendments	Government Loans <sup>2</sup>
HKFRS 7 Amendments	Disclosures — Offsetting Financial Assets and Financial Liabilities <sup>2</sup>
HKFRS 9	Financial Instruments <sup>4</sup>
HKFR 9 and HKFRS 7 Amendments	Mandatory Effective Date of HKFRS 9 and Transition Disclosures <sup>4</sup>
HKFRS 10	Consolidated Financial Statements <sup>2</sup>
HKFRS 11	Joint Arrangements <sup>2</sup>
HKFRS 12	Disclosure of Interest in Other Entities <sup>2</sup>
HKFRS 10, HKFRS 11 and HKFRS 12 Amendments	Consolidated Financial Statements, Joint Arrangement and Disclosures of Interest in Other Entities: Transition Guidance <sup>2</sup>
HKFRS 10, HKFRS 12 and HKAS 27 (2011) Amendments	Investment Entities <sup>3</sup>
HKFRS 13	Fair Value Measurement <sup>2</sup>
HKAS 1 Amendments	Presentation of Items of Other Comprehensive Income <sup>1</sup>
HKAS 19 (2011)	Employee Benefits <sup>2</sup>
HKAS 27 (2011)	Separate Financial Statements <sup>2</sup>
HKAS 28 (2011)	Investments in Associates and Joint Ventures <sup>2</sup>
HKAS 32 Amendments	Offsetting Financial Assets and Financial Liabilities <sup>3</sup>
HK(IFRIC)-Int 20	Stripping Costs in the Production Phase of a Surface Mine <sup>2</sup>

- <sup>1</sup> Effective for annual periods beginning on or after 1 July 2012
- <sup>2</sup> Effective for annual periods beginning on or after 1 January 2013
- <sup>3</sup> Effective for annual periods beginning on or after 1 January 2014
- <sup>4</sup> Effective for annual periods beginning on or after 1 January 2015

## 2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

本集團於本財務報表並無提早應用以下已頒佈但尚未生效之新訂及經修訂準則、修訂或詮釋：

香港財務報告準則(修訂本)	香港財務報告準則之年度改進(二零零九年至二零一一年週期) <sup>2</sup>
香港財務報告準則第1號(修訂本)	政府貸款 <sup>2</sup>
香港財務報告準則第7號(修訂本)	披露 — 抵銷財務資產及財務負債 <sup>2</sup>
香港財務報告準則第9號	財務工具 <sup>4</sup>
香港財務報告準則第9號及香港財務報告準則第7號(修訂本)	香港財務報告準則第9號強制生效日期及過渡披露 <sup>4</sup>
香港財務報告準則第10號	綜合財務報表 <sup>2</sup>
香港財務報告準則第11號	聯席安排 <sup>2</sup>
香港財務報告準則第12號	披露於其他實體之披露 <sup>2</sup>
香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號(修訂本)	綜合財務報表、聯席安排及披露於其他實體之權披露：過渡指引 <sup>2</sup>
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號(二零一一年)(修訂本)	投資實體 <sup>3</sup>
香港財務報告準則第13號	公平值計量 <sup>2</sup>
香港會計準則第1號(修訂本)	呈報其他全面收入項目 <sup>1</sup>
香港會計準則第19號(二零一一年)	員工福利 <sup>2</sup>
香港會計準則第27號(二零一一年)	獨立財務報表 <sup>2</sup>
香港會計準則第28號(二零一一年)	於聯營公司及合營公司之投資 <sup>2</sup>
香港會計準則第32號(修訂本)	抵銷財務資產及財務負債 <sup>3</sup>
香港(國際財務報告詮釋委員會) — 詮釋第20號	露天礦生產階段之剝採成本 <sup>2</sup>

- <sup>1</sup> 於二零一二年七月一日或之後開始年度期間生效
- <sup>2</sup> 於二零一三年一月一日或之後開始年度期間生效
- <sup>3</sup> 於二零一四年一月一日或之後開始年度期間生效
- <sup>4</sup> 於二零一五年一月一日或之後開始年度期間生效

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

HKFRS 9, “Financial Instruments” addresses the classification, measurement and recognition of financial assets and financial liabilities. HKFRS 9 was issued in November 2009 and October 2010. It replaces the parts of HKAS 39 that relate to the classification and measurement of financial instruments. HKFRS 9 requires financial assets to be classified into two measurement categories: those measured at fair value and those measured at amortised cost. The determination is made at initial recognition.

The classification depends on the entity’s business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. For financial liabilities, the standard retains most of the HKAS 39 requirements. The main change is that, in cases where the fair value option taken for financial liabilities, the part of fair value change due to an entity’s own credit risk is recognised in other comprehensive income rather than profit or loss, unless this creates an accounting mismatch. The Group is yet to assess HKFRS 9’s full impact and intends to adopt HKFRS 9 upon its effective date, which is for the accounting period beginning on or after 1 January 2015.

HKFRS 10 “Consolidated Financial Statements” builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. The standard provides additional guidance to assist in the determination of control where this is difficult to assess. The Group is yet to assess HKFRS 10’s full impact and intends to adopt HKFRS 10 no later than the accounting period beginning on or after 1 January 2013.

HKFRS 13 “Fair Value Measurement” aims to improve consistency and reduce complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across HKFRSs. The requirements do not extend the use of fair value accounting but provide guidance on how it should be applied where its use is already required or permitted by other standards within HKFRSs. The Group is yet to assess HKFRS 13’s full impact and intends to adopt HKFRS 13 no later than the accounting period beginning on or after 1 January 2013.

**2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)**

香港財務報告準則第9號「財務工具」闡述財務資產及財務負債之分類、計量及確認。香港財務報告準則第9號於二零零九年十一月及二零一零年十月頒佈。該準則取代香港會計準則第39號中與財務工具之分類及計量相關部分。香港財務報告準則第9號規定財務資產分類為兩個計量類別：按公平值計量類別及按攤銷成本計量類別。於初步確認時作出釐定。

分類視乎實體管理其財務工具之業務模型及該工具之合約現金流量特徵而定。就財務負債而言，該準則保留香港會計準則第39號之大部分規定。主要變動為倘財務負債選擇以公平值列賬，因實體本身信貸風險而產生之公平值變動部分於其他全面收益而非損益中確認，除非這會導致會計錯配。本集團尚未評估全面影響及擬於二零一五年一月一日或之後開始之會計期間之生效日期採納香港財務報告準則第9號。

香港財務報告準則第10號「綜合財務報表」以現有原則為基礎，確定將控制權之概念作為釐定實體應否計入母公司之綜合財務報表之因素。該準則提供額外指引，在難以評估之情況下協助釐定控制權。本集團尚未評估全面影響及擬不遲於二零一三年一月一日或之後開始之會計期間採納香港財務報告準則第10號。

香港財務報告準則第13號「公平值計量」旨在透過提供公平值之精確定義及於香港財務報告準則中使用之公平值計量及披露規定之單一來源而提升一致性及減少複雜性。該等規定並不擴大公平值會計之使用，但提供當其使用已由香港財務報告準則內之其他準則規定或准許之情況下應如何運用之指引。本集團尚未評估全面影響及尚未評估全面影響及擬不遲於二零一三年一月一日或之後開始之會計期間採納香港財務報告準則第13號。



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

The Group has already commenced an assessment of the impact of other new and revised Standards, Amendments and Interpretation, certain of which may be relevant to the Group’s operations and may give rise to changes in accounting policies, changes in disclosures and remeasurement of certain items in the financial statements. The Group is not yet to assess their impact on its results of operations and financial position.

**3. SIGNIFICANT ACCOUNTING POLICIES****(a) Statement of compliance**

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the HKICPA and accounting principles generally accepted in Hong Kong. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the GEM and the Hong Kong Companies Ordinance.

**(b) Basis of preparation**

The consolidated financial statements have been prepared under the historical cost convention.

**(c) Going concern**

The Group had incurred a loss for the year of approximately HK\$18,663,000 during the year ended 31 December 2012 and net current liabilities of approximately HK\$25,419,000 as at 31 December 2012. The directors of the Company endeavor to improve the Group’s liquidity position and have taken measures to reduce overheads and costs to strengthen its cash flow position. Furthermore, the directors of the Company are currently exploring various options, which include the issue of new shares, in order to provide additional equity funding to the Group. In addition, the immediate holding company has agreed to provide continuing financial support for the Group to meet its liabilities as they fall due and the directors consider the new business operation acquired previously would generate sufficient working capital to support the Group’s operations.

**2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)**

本集團已開始評估其他新訂及經修訂準則、修訂本及詮釋對本集團之影響，其中一些準則、修訂本及詮釋或會與本集團業務營運有關，或會導致變更會計政策、變更披露及重新計量財務報表中之有關項目。本集團尚未評估彼等對其營運業績及財務狀況帶來之影響。

**3. 重大會計政策****(a) 合規聲明**

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則(「香港財務報告準則」)及香港普遍採納之會計原則編製。此外，綜合財務報表亦已包括創業板證券上市規則及香港公司條例之適用披露規定。

**(b) 呈報基準**

編製綜合財務報表乃按歷史成本法進行。

**(c) 持續經營基準**

截至二零一二年十二月三十一日止年度本集團之年度虧損約18,663,000港元，以及於二零一二年十二月三十一日，本集團之流動負債淨額為25,419,000港元。本公司董事致力改善本集團之財務狀況，並已採取措施降低間接支出及成本。此外，本公司董事現正尋求不同方案，包括發行新股，以為本集團提供額外股本資金。此外，直接控股公司已同意為本集團提供持續之財務支持，以償還到期債務，而董事認為，以往收購之新業務運作將產生充足之營運資金，足以支持本集團之營運。

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## 綜合財務報表附註

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**3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****(c) Going concern (Cont'd)**

Provided that the above measures can successfully improve the liquidity position of the Group, the directors of the Company are satisfied that the Group will be able to meet its financial obligations as and when they fall due for the foreseeable future. Accordingly, the directors of the Company are satisfied that it is appropriate to prepare the consolidated financial statements on the going concern basis. Should the Group be unable to operate as a going concern, adjustments, would have to be made to write down the value of assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities. The effect of these adjustments has not been reflected in the consolidated financial statements.

**(d) Basic of consolidation**

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

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

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

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

**3. 重大會計政策 (續)****(c) 持續經營基準 (續)**

倘若上述措施可以成功改善本集團之流動資金狀況，本公司董事信納本集團將能夠應付其於可見將來到期之財務責任。因此，本公司董事信納按持續經營基準編製綜合財務報表乃屬恰當。倘本集團未能按持續經營基準運營，則將可能作出調整以將資產價值撇減至其可回收金額以為可能產生之任何未來負債計提撥備，並將非流動資產及負債重新歸類為流動資產及負債。該等調整之影響並未於綜合財務報表中反映。

**(d) 綜合賬目基準**

綜合財務報表包括本公司及其附屬公司(包括本公司控制之特別目的實體(其附屬公司))之財務報表。本公司有權監管某實體之財務及營運政策從而受惠於其業務時，存在控制權。

於年內收購或出售之附屬公司收益及開支乃自收購生效日期起至出售之實際日期計入綜合全面收益表，如適用。即使會導致非控制性權益出現虧絀結餘，本公司擁有人及非控制性權益仍應獲發附屬公司全面收益總額。

如有需要，附屬公司之財務報表已作適當調整，以令其會計政策與本集團其他成員公司採用之會計政策一致。

所有集團內交易、結存、收入及開支均於綜合賬目時全數撇銷。

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## 綜合財務報表附註

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**3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****(d) Basic of consolidation (Cont'd)****Changes in the Group's ownership interests in existing subsidiaries**

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

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

**3. 重大會計政策 (續)****(d) 綜合賬目基準 (續)****本集團於現有附屬公司之擁有權權益變動**

本集團於附屬公司擁有權權益之變動如不會導致本集團失去附屬公司之控制權，則入賬列為股權交易。本集團之權益及非控制性權益之賬面值應予調整，以反映其於附屬公司相關權益之變動。非控制性權益之調整金額與已付或應收代價公平值之差額直接於權益確認，並歸屬於本公司擁有人。

倘本集團失去一間附屬公司之控制權，則其(i)於失去控制權當日取消按賬面值確認該附屬公司之資產(包括任何商譽)及負債，(ii)於失去控制權當日取消確認前附屬公司任何非控制性權益(包括彼等應佔之其他全面收益之任何組成部份)之賬面值，及(iii)確認所收取代價之公平值及任何保留權益之公平值之總額，所產生之差額於損益內確認為本集團應佔之收益或虧損。倘附屬公司之資產按重估值或公平值計量，而相關累計盈虧已於其他全面收益確認及於權益累計，則先前於其他全面收益確認及於權益累計之金額予以入賬，猶如本集團已直接出售相關資產(即按適用香港財務報告準則所指定重新分類至損益或直接轉撥至保留盈利)。於失去控制權當日於前附屬公司保留之任何投資之公平值，根據香港會計準則第39號財務工具：確認及計量於往後之會計方法中被視為初步確認之公平值，或(如適用)初步確認於聯營公司或共同控制實體之投資成本。

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**3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****(d) Basic of consolidation (Cont'd)****Business combinations**

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 Income Taxes and HKAS 19 Employee Benefits respectively; and
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 Share-based Payment at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard.

**3. 重大會計政策 (續)****(d) 綜合賬目基準 (續)****業務合併**

收購業務乃採用收購法入賬。於業務合併轉撥之代價按公平值計量，其乃按本集團轉撥之資產、本集團產生之對被收購方前擁有人之負債及本集團於交換被收購方之控制權所發行之股權於收購日期之公平值總和計算。與收購事項之有關成本一般於產生時於損益中確認。

於收購日期，已收購可識別資產及已承擔負債按其公平值確認，惟下列項目除外：

- 遞延稅項資產或負債及有關僱員福利安排之資產或負債分別根據香港會計準則第12號所得稅及香港會計準則第19號僱員福利確認及計量；及
- 與被收購方以股份為基礎之付款安排有關或訂立以本集團以股份為基礎之付款安排取代被收購方以股份為基礎之付款安排的有關負債或權益工具，乃於收購日期按香港財務報告準則第2號以股份為基礎之付款計量；及
- 根據香港財務報告準則第5號持作出售非流動資產及已終止經營業務分類為持作出售之資產(或出售組別)乃根據該準則計量。

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**3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****(d) Basic of consolidation (Cont'd)****Business combinations (Cont'd)**

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or, when applicable, on the basis specified in another HKFRS.

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively with the corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

**3. 重大會計政策 (續)****(d) 綜合賬目基準 (續)****業務合併 (續)**

商譽乃以所轉讓代價、任何非控股權益於被收購方中所佔金額、及收購方以往持有之被收購方股權之公平值(如有)之總和，超出所收購之可識別資產及所承擔之負債於收購日期的差額計量。倘經重新評估後，所收購之可識別資產及所承擔負債於收購日期之淨額高於轉讓之代價、任何非控股權益於被收購方中所佔金額以及收購方先前持有之被收購方股權之公平值(如有)之總和，則差額即時於損益內確認為議價收購收益。

屬現時擁有權權益且於清盤時讓持有人有權按比例分佔實體資產淨值之非控股權益，可初步按公平值或非控股權益分佔被收購方可識別資產淨值之已確認金額比例計量。計量基準視乎每項交易而作出選擇。其他種類之非控股權益乃按其公平值或另一項香港財務報告準則規定之基準計量(如適用)。

倘本集團於業務合併中轉讓之代價包括或然代價安排產生之資產或負債，或然代價乃按其收購日期之公平值計量並計入業務合併中所轉讓代價的一部分。或然代價之公平值變動(如符合計量期間調整資格)可追溯調整，並對商譽出相應調整。計量期間調整為於計量期間(計量期間不超過收購日期起計一年。)就於收購日期存在之事實及情況獲得額外資料而引致之調整。

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**3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****(d) Basic of consolidation (Cont'd)****Business combinations (Cont'd)**

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with HKAS 39, or HKAS 37 Provisions, Contingent Liabilities and Contingent Assets, as appropriate, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control) and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), and additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at the date.

**3. 重大會計政策 (續)****(d) 綜合賬目基準 (續)****業務合併 (續)**

不合資格作為計量期間調整的或然代價公平值變動的其後會計處理取決於或然代價是如何分類。分類為權益的或然代價不會在其後報告日期重新計量以及其後之結算乃於權益內列賬。分類為資產或負債之或然代價乃根據香港會計準則第39號或香港會計準則第37號撥備、或然負債及或然資產(如適用)在其後報告日期重新計量，並在損益中確認相應的收益或虧損。

當業務合併分階段實現，本集團過往持有之被收購方股權權益須按於收購日期(即本集團取得控制權當日)之公平值重新計量，而由此產生之收益或虧損(如有)須於損益中確認。於收購日期前自由收購方權益產生且過往已於其他全面收益中確認的金額，須如以往出售權益之處理方法重新分類至損益。

當於已發生業務合併之報告期末就業務合併的初步會計處理尚未完成，則本集團須按暫定金額呈報未完成之會計處理項目。該等暫定金額可於計量期間內調整(見上文)及確認額外的資產或負債，以反映於收購日期已取得之事實及情況的新增資料(倘獲知悉)對當日已確認金額所帶來的影響。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2012  
截至二零一二年十二月三十一日止年度**3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****(e) Property, plant and equipment**

Property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Depreciation is calculated using the straight-line method to write off their cost to their residual values over their estimated useful lives. The principal annual rates used for this purpose are as follows:

Leasehold improvement	: 20%–33% or over the remaining lease terms, whichever is shorter
Furniture and fixtures	: 20%–50%
Computer and equipment	: 20%–33%
Motor vehicles	: 33%

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

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in profit or loss in the year in which the item is derecognised.

**3. 重大會計政策 (續)****(e) 物業、廠房及設備**

物業、廠房及設備乃按歷史成本減累計折舊及累計減值虧損列賬。歷史成本包括直接來自收購項目之開支。

僅當與項目有關之未來經濟利益可能流入本集團及項目之成本能夠可靠計量時，其後成本計入資產之賬面值或確認作獨立資產（如適用）。重置部分之賬面值予以終止確認。所有其他維修及維護於其產生財政期間在損益中確認作開支。

折舊乃採用直線法，根據其估計可使用年期撇銷其成本至其餘值而計得。就此而採用之主要年率如下：

租賃物業裝修	: 20%–33% 或按剩餘租期（以較短者為準）
傢俬及裝置	: 20%–50%
電腦及設備	: 20%–33%
汽車	: 33%

於各報告期末，資產之剩餘價值及可使用年期進行檢討並於適當情況下予以調整。

於出售資產或預期持續使用資產不會產生日後經濟利益時終止確認物業、廠房及設備項目。終止確認資產所產生之任何損益（按出售所得款項淨額與項目賬面值之差額計算）於終止確認資產之年度計入損益。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2012

截至二零一二年十二月三十一日止年度

**3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****(f) Intangible assets (other than goodwill)****(i) Research and development costs**

Expenditure on research activities is recognised as an expense in the period in which it is incurred. Expenditure on development activities is capitalised if the product or process is technically and commercially feasible and the Group has sufficient resources and the intention to complete development. The expenditure capitalised includes the costs of materials, direct labour, and an appropriate proportion of overheads and borrowing costs, where applicable. Capitalised development costs are stated at cost less accumulated amortisation and any accumulated impairment losses. Other development expenditure is recognised as an expense in the period in which it is incurred.

**(ii) Acquired intangible assets**

Intangible assets acquired separately are initially recognised at cost. The cost of intangible assets acquired in a business combination is the fair value as at the date of acquisition. Subsequently, intangible assets with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation of exclusive right of usage of Broadcast of Audio-Video Program On Web Permit is calculated using the straight-line method to allocate the cost of it over its estimated useful lives of eight years.

Period and method of amortisation are reviewed annually.

An intangible asset is derecognised on disposal or when no future economic benefits are expected from use. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

**3. 重大會計政策 (續)****(f) 無形資產(商譽除外)****(i) 研發成本**

研究活動開支乃於產生期間確認為開支。倘產品或程序在技術及商業上均具可行性，而本集團亦有充裕資源及意向完成發展，有關發展活動之費用則資本化處理。資本化開支包括材料成本、直接工資及按適當比例計算之間接費用及借貸成本(倘適用)。資本化開發成本按成本減去累計攤銷與任何累計減值虧損列賬。其他開發開支乃於產生期間確認為開支。

**(ii) 已收購無形資產**

單獨收購之無形資產按成本初步確認。業務合併所收購之無形資產成本為收購日期之公平值。其後，具有有限可使用年期之無形資產乃按成本減累計攤銷及累計減值虧損後予以列賬。攤銷使用網絡授權許可播放音頻及視頻節目之專屬權乃透過採用直線法根據其八年之估計可使用年限將其成本分配。

攤銷期間及方法每年進行檢討。

無形資產於出售或當預期使用時不會帶來未來經濟利益時取消確認。取消確認無形資產產生的得益及虧損按出售所得款項淨額與資產賬面值間的差額計算，並於取消確認資產的期間在損益賬內確認。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2012  
截至二零一二年十二月三十一日止年度**3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****(g) Impairment of tangible and intangible assets other than goodwill**

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or the cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

**3. 重大會計政策 (續)****(g) 商譽以外之有形及無形資產減值**

於每個報告期末，本集團檢討其有形及無形資產之賬面值，以確定該等資產有否任何跡象顯示出現減值虧損。倘任何該跡象存在，則估計資產之可收回金額，以確定減值虧損(如有)之程度。

無限可使用年期之無形資產以及尚未可供使用之無形資產均每年，或於顯示資產有可能減值之情況下進行減值測試。

可收回金額乃公平值減銷售成本及使用中價值之較高者。如果無法估計單項資產之可收回金額，本集團會估計該資產所屬現金產生單位之可收回金額。如有合理及一致之分配方法，集團之資產亦會分配到個別之現金產生單位，或以該合理及一致之分配方法把集團資產分配給最小組別之現金產生單位。

在評估使用價值時，預計未來現金流量按照可以反映當前市場對貨幣時間價值及該資產之特定風險評估(而未來現金流量之估計並無就此調整)之稅前折現率折算至現值。如果估計資產(或現金產生單位)之可收回金額低於其賬面值，則將該資產(或現金產生單位)之賬面值減至其可收回金額。減值虧損會立即於損益確認。

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**3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****(g) Impairment of tangible and intangible assets other than goodwill (Cont'd)**

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

**(h) Financial instruments**

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

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

**(i) Financial assets**

The financial assets of the Group are classified into loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition

*Effective interest method*

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

**3. 重大會計政策 (續)****(g) 商譽以外之有形及無形資產減值 (續)**

倘減值虧損隨後撥回，資產（或現金產單位）之賬面值將調高至經修訂之估計可收回金額，但增加之賬面值不超過資產（或現金產生單位）假設於以往年度並無已確認減值虧損之賬面值。減值虧損撥回會即時於損益內確認。

**(h) 財務工具**

當本集團實體參與訂立有關工具之合約時，財務資產及財務負債即確認入賬。

財務資產及財務負債首先以公平值計量。初步確認時，收購或發行財務資產及財務負債直接產生之交易成本將視乎情況加入財務資產或財務負債之公平值或從中扣除。

**(i) 財務資產**

本集團之財務資產分類作貸款及應收賬款。分類乃取決於財務資產之性質及用途並於初步確認時予以釐定。

*實際利率法*

實際利率法乃計算債務工具之攤銷成本以及分配相關期間利息收入之方法。實際利率乃於首次確認時，按債務工具之預計年期或適用較短期間，準確折現估計未來現金收入（包括構成實際利率不可或缺部份之一切即場已付或已收費用、交易成本及其他溢價或折讓）至賬面淨值之利率。

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## 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

## (h) Financial instruments (Cont'd)

## (i) Financial assets (Cont'd)

*Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables (including trade and other receivables, and cash and bank balances) are measured at amortised cost using the effective interest method, less any impairment, except where the receivables are interest-free loans without any fixed repayment terms or the effect of discounting would be immaterial, in which case they are stated at cost.

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

*Impairment of financial assets*

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

Objective evidence of impairment could include:

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

## 3. 重大會計政策 (續)

## (h) 財務工具 (續)

## (i) 財務資產 (續)

*貸款及應收賬款*

貸款及應收賬款為有固定或可釐定付款而並無活躍市場報價之非衍生財務資產。貸款及應收賬款(包括貿易及其他應收賬款、現金及銀行結餘)按攤銷成本以實際利率法減去任何減值入賬，惟如有關應收賬款為沒有固定還款期之免息貸款或折現影響微不足道則除外，在此情況下，按成本列賬。

利息收入乃按實際利率基準確認，惟確認利息影響不大之短期應收賬款除外。

*財務資產之減值*

本公司會於報告期末評估財務資產是否出現減值。倘有客觀證據證明初步確認財務資產後發生之一項或多項事件令有關投資估計未來現金流量受到影響，則財務資產視為已減值。

減值之客觀證據可包括：

- 發行人或交易對方出現重大經濟困難；或
- 違約，如未能或逾期支付利息或本金；或
- 借款人可能將會破產或進行財務重組；或
- 財務資產之活躍市場因財務困難而消失。

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## 綜合財務報表附註

For the year ended 31 December 2012

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**3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****(h) Financial instruments (Cont'd)****(i) Financial assets (Cont'd)***Impairment of financial assets (Cont'd)*

For certain categories of financial asset, such as trade receivables, are assessed for impairment on an individual basis. Objective evidence of impairment for receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments that pass the credit period, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate. If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

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

**3. 重大會計政策 (續)****(h) 財務工具 (續)****(i) 財務資產 (續)***財務資產之減值 (續)*

就若干財務資產類別而言，例如：貿易應收賬款，其按個別基準進行減值評估。應收賬款之客觀減值證據包括本集團之過往收款經驗、延遲還款至超逾平均信貸期之次數增加，以及與應收賬款逾期有關之全國或地方經濟狀況明顯改變。

就按攤銷成本列賬之財務資產而言，減值金額為有關資產之賬面值與有關資產按原先實際利率折現之估計未來現金流量之現值之間差額。倘於往後期間，減值虧損金額減少，而該減少可客觀地與確認減值虧損後發生之事件有關，則先前確認之減值虧損透過損益撥回，惟該資產於撥回減值日期之賬面值不得超過在並無確認減值之情況下應有之攤銷成本。

就所有財務資產而言，財務資產之賬面值直接按減值虧損減少，惟貿易應收賬款除外，其賬面值乃透過使用撥備賬目而減少。當貿易應收賬款被視為無法收回時，則與撥備賬目撇銷。其後收回過往撇銷之款項計入撥備賬目內。撥備賬目之賬面值變動於損益內確認。

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**3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****(h) Financial instruments (Cont'd)****(ii) Financial liabilities and equity**

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

*Financial liabilities*

Financial liabilities (including trade and other payables, and amounts due to a director and immediate holding company) are subsequently measured at amortised cost using the effective interest method, unless the effect of discounting would not be material, in which case they are stated at cost.

*Effective interest method*

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

Interest expense is recognised on an effective interest basis.

**3. 重大會計政策 (續)****(h) 財務工具 (續)****(ii) 財務負債及股本**

本集團發行之財務負債及股本工具乃根據合約安排之性質與財務負債及股本工具之定義而分類為財務負債或權益。

*財務負債*

財務負債(包括貿易及其他應付賬款以及應付董事及直接控股公司之款項)其後採用實際利率法按攤銷成本計量，惟如折現影響並不重大則除外，在此情況下，按成本列賬。

*實際利率法*

實際利率法乃計算財務負債之攤銷成本以及分配相關期間利息開支之方法。實際利率乃於首次確認時，按財務負債之預計年期或適用較短期間，準確折現估計未來現金付款(包括構成實際利率不可或缺部份之一切即場已付或已收費用、交易成本及其他溢價或折讓)至賬面淨值之利率。

利息開支乃按實際利率基準確認。

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**3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****(h) Financial instruments (Cont'd)****(ii) Financial liabilities and equity (Cont'd)***Convertible notes*

Convertible notes issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to share premium. Where the conversion option remains unexercised at the maturity date of the convertible notes, the balance recognised in equity will be transferred to accumulated losses. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

**3. 重大會計政策 (續)****(h) 財務工具 (續)****(ii) 財務負債及股本 (續)***可換股票據*

本公司發行之可換股票據乃根據合約安排之性質與財務負債及股本工具之定義而各自分類為財務負債或權益。倘換股期權將透過以固定金額之現金或其他財務資產換取固定數目之本公司股本工具結算，則分類為股本工具。

於發行日期，負債部份之公平值按類似不可換股工具之現行市場利率估算。此金額按攤銷成本基準以實際利率法入賬為負債，直至於換股當日或該工具到期日註銷為止。

被分類為權益之換股期權乃透過從整體複合財務工具之公平值中扣減負債部份金額而釐定。其將於扣除所得稅影響後在權益中確認及入賬，且隨後不可重新計量。此外，被分類為權益之換股期權將一直保留於權益內，直至換股權獲行使為止。屆時，在權益中確認之結餘將轉撥至股份溢價賬。倘換股期權於可換股票據到期日仍未獲行使，屆時在權益中確認之結餘將轉撥至累計虧損。在換股後或於換股期權到期失效時，不會在損益確認任何收益或虧損。

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截至二零一二年十二月三十一日止年度**3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****(h) Financial instruments (Cont'd)****(ii) Financial liabilities and equity (Cont'd)***Convertible notes (Cont'd)*

Transaction costs that relate to the issue of the convertible notes are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognised directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortised over the lives of the convertible notes using the effective interest method.

*Equity instruments*

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

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

**(iii) Derecognition**

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

**3. 重大會計政策 (續)****(h) 財務工具 (續)****(ii) 財務負債及股本 (續)***可換股票據 (續)*

發行可換股票據之相關交易成本會按所得款項總額之分配比例，分配至負債及權益部份。權益部份之相關交易成本直接於權益確認；而負債部份相關之交易成本則入賬為負債部份之賬面值，並於可換股票據之年內以實際利率法攤銷。

*股本工具*

股本工具指能證明某實體於扣除所有負債後之資產中擁有剩餘權益之任何合約。本公司發行之股本工具乃按已收取款項扣除直接發行成本入賬。

購回本公司本身之股本工具會直接於權益確認及扣除。概無就購買、出售、發行或註銷本公司本身之股本工具而於損益中確認任何溢利或虧損。

**(iii) 終止確認**

本集團僅在自資產收取現金流量的合約權利屆滿或於其轉讓財務資產而資產擁有權的所有風險及回報其後轉讓予另一實體時終止確認該財務資產。倘本集團並無轉讓或保留擁有權的絕大部分風險及回報，並繼續控制已轉讓資產，則本集團會繼續確認資產，惟以其持續參與者為限，並確認相關負債。倘本集團保留已轉讓財務資產擁有權的絕大部分風險及回報，本集團會繼續確認該財務資產，亦會確認已收所得款項的有擔保借款。

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## 綜合財務報表附註

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**3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****(h) Financial instruments (Cont'd)****(iii) Derecognition (Cont'd)**

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

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

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

**3. 重大會計政策 (續)****(h) 財務工具 (續)****(iii) 終止確認 (續)**

財務資產在以下情況被終止確認：若從資產收取現金流之權利已到期、財務資產已轉移及本集團已將其於有關財務資產擁有權之風險及回報實質上全部轉移。於終止確認財務資產時，有關資產之賬面值與已收及應收代價之差額，將於損益中確認。

除全面終止確認外，於終止確認金融資產時，本集團會將金融資產的過往賬面值，持續參與部分及不再確認部分於轉讓日期的相對公平值在兩者間作出分配。分配至不再確認部分的賬面值與不再確認部分的已收代價總和的差額及其獲分配的已於其他全面收入中確認的任何累計收益或虧損，乃於損益內確認。已於其他全面收入中確認的累計收益或虧損，將按繼續確認部分及不再確認部分的相對公平值在兩者間作出分配。

當本集團的責任解除、取消或到期時，本集團會終止確認財務負債。終止確認的財務負債的賬面值與已付及應付代價之間的差額會在損益中確認。



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**3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****(i) Cash and cash equivalents**

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short-term highly liquid investments that are readily convertible into known amounts of cash, and are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

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

**(j) Revenue recognition**

Revenue is measured at the fair value of the consideration received or receivable for the services provided in the course of the ordinary activities, net of discounts and related sales taxes. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised as follow:

- (i) Income from the provision of project consultancy services, internet solution services and content services is recognised in accordance with the terms of the underlying contracts and when the underlying services are rendered;
- (ii) Income from the provision of internet protocol television services is recognised in accordance with the terms of the underlying subscription agreement and when the underlying services are rendered;
- (iii) Income from advertising services is recognised in accordance with the terms of the underlying contract and when the underlying services are rendered; and

**3. 重大會計政策 (續)****(i) 現金及現金等值物**

就綜合現金流量表而言，現金及現金等值物包括手頭現金、活期存款，以及購入時期限不超過三個月而價值變動風險不大並且可隨時兌換成可知現金額之短期高流通量投資，減銀行透支（須應要求償還及構成本集團現金管理方面一個重要部份）。

就財務狀況表而言，現金及現金等值物包括用途不受限制之手頭現金及銀行現金（包括定期存款）。

**(j) 收益確認**

收益按日常業務過程中就所提供服務之已收或應收代價公平值計算（扣除折扣及相關銷售稅項）。倘經濟溢利可能會流入本集團且收益及成本（如適用）能夠可靠計量，則收益確認如下：

- (i) 來自提供項目顧問服務、互聯網解決方案服務及內容服務之收入，根據有關合約之條款於提供有關服務時確認；
- (ii) 來自提供互聯網電視服務之收入根據相關訂購協議之條款提供有關服務時確認；
- (iii) 來自廣告服務收入根據相關合約條款及提供有關服務時確認；及

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**3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****(j) Revenue recognition (Cont'd)**

- (iv) Interest income from bank deposits is recognised on a time-apportioned basis that takes into account the effective yield on the assets.

**(k) Employee benefits****(i) Short term employee benefits**

Salaries, bonuses, paid leaves and the cost of non-monetary benefits are accrued in the period in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

**(ii) Retirement benefits schemes**

The employees of the Group's subsidiaries in the People Republic of China ("PRC") are members of central pension schemes operated by the local governments in the PRC and these subsidiaries make mandatory contributions to these central pension schemes to fund the employees' retirement benefits. The retirement contributions paid by the PRC subsidiaries are based on certain percentages of the employees' salaries cost in accordance with the relevant regulations in the PRC, and are charged to profit or loss as incurred. The Group has no further obligation for post-retirement benefits upon payment of the retirement contributions to the central pension schemes operated by the local governments in the PRC.

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

**3. 重大會計政策 (續)****(j) 收益確認 (續)**

- (iv) 來自銀行存款之利息收入按時間比例基準確認，並計入資產之實際收入。

**(k) 員工福利****(i) 短期僱員福利**

薪金、花紅、有薪假期及非貨幣福利之成本乃於員工提供相關服務之年度內計提。倘付款或結算被遞延，而其影響可能屬重大，則該等數額乃按其現值列賬。

**(ii) 退休福利計劃**

本集團於中華人民共和國(「中國」)之附屬公司員工為中國地方政府營辦之中央退休計劃之成員，而該等附屬公司向此等中央退休計劃撥付強制性供款，以為員工提供退休福利。根據中國相關法規，中國附屬公司所支付退休供款乃根據員工之薪酬成本之若干百分比進行撥付，同時於產生時在損益中扣除。向中國地方政府營辦之中央退休計劃支付退休供款後，本集團並無其他離職福利之責任。

本集團按照強制性公積金計劃條例就其於香港之所有僱員設立了一個定額供款強制性公積金退休福利計劃(「強積金計劃」)，供款乃按僱員基本薪金之百分比作出，並根據強積金計劃之規則於應付時在損益表中扣除。強積金計劃之資產由獨立管理之基金持有，與本集團之資產分開。本集團之供款於供款至強積金計劃時全數歸於僱員。

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**3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****(k) Employee benefits (Cont'd)****(iii) Share-based payments**

The fair value of the share options granted to employees is recognised as an employee cost with a corresponding increase in a share-based payment reserve within equity. The fair value is measured at grant date, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any adjustment to the cumulative fair value recognised in prior years is included in profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the share-based payment reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the share-based payment reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the share-based payment reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to accumulated losses).

**(iv) Termination benefits**

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

**3. 重大會計政策 (續)****(k) 員工福利 (續)****(iii) 以股付款**

授予僱員之購股權之公平值確認為僱員成本，而權益中以股付款儲備亦會相應增加。公平值是在授出當日計量，並考慮購股權授出條款及條件。倘僱員須符合歸屬條件才可無條件享有該等購股權，經考慮購股權歸屬之或然率後，購股權估計公平值總額將在歸屬期內攤分入賬。

於歸屬期內，預期歸屬之購股權數目會予以檢討。除非原來僱員費用合資格確認為一項資產，而相應調整計入以股付款儲備，否則於過往年度內確認之累計公平值之任何調整乃計入檢討年度之損益。於歸屬日期，確認為一項開支之金額會予以調整，以反映歸屬購股權之實際數目（於以股付款儲備內作出相應調整），惟倘沒收僅由於未能達到與本公司股份市價有關之歸屬條件則除外。權益數額於以股付款儲備內確認，直至購股權獲行使（當轉撥至股份溢價賬）或購股權屆滿（當直接撥回累計虧損）為止。

**(iv) 終止福利**

終止福利乃當及僅當本集團明確地承諾自身終止僱用或透過實際上不可能撤回之詳細正式計劃而向自願辭職之僱員提供福利時予以確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2012

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**3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****(l) Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

**(m) Income tax**

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated statement of comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted at the end of the reporting period.

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

**3. 重大會計政策 (續)****(l) 借貸成本**

借貸成本直接來自收購事項、建築或生產須佔用大部分時間實現其擬定用途或銷售之合資格資產，已撥充作該等資產部分成本，直至有關資產實質上可作擬定用途或銷售為止。

尚未用於合資格資產之特定借貸暫時投資所得之投資收入由撥充借貸成本扣除。

所有其他借貸成本均於產生期間確認為損益。

**(m) 所得稅**

所得稅開支代表即期應付及遞延稅項之總額。

即期應付稅項乃按本年度應課稅溢利計算。應課稅溢利與綜合全面收益表所報之溢利有所不同，原因為其不包括其他年度應課稅或可扣減之收入或開支項目，亦不包括無需課稅及扣減之項目。本集團之即期稅項負債乃採用於報告期末已頒佈或實質頒佈之稅率計算。

遞延稅項乃就財務報表之資產及負債賬面值，與計算應課稅溢利所用相應稅基兩者間之暫時差額確認。遞延稅項負債一般就所有應課稅暫時差額確認，而遞延稅項資產則在應課稅溢利可用以抵銷可扣減暫時差額時確認。若暫時差額乃因商譽或首次確認既不影響應課稅溢利亦不影響會計溢利之交易(業務合併除外)中之其他資產及負債而產生，則不予確認有關資產及負債。

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**3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****(m) Income tax (Cont'd)**

Deferred tax liabilities are recognised for taxable temporary differences arising associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Current tax and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current tax and deferred tax are also recognised in other comprehensive income or directly in equity respectively. When current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

**3. 重大會計政策 (續)****(m) 所得稅 (續)**

遞延稅項負債就於附屬公司之投資所產生應課稅暫時差額確認，惟集團可控制暫時差額之撥回以及暫時差額於可預見將來不可能撥回之情況除外。與該等投資及權益相關之可扣稅暫時差額所產生之遞延稅項資產僅於可能有足夠應課稅溢利可以使用暫時差額之益處且預計於可見將來可以撥回時確認。

遞延稅項資產之賬面值於各報告期末審閱，並於再不可能有充裕應課稅溢利以撥回全部或部份有關資產時作出調減。

遞延稅項資產及負債乃根據於報告期末時已實施或大致上已實施之稅率(及稅法)，按預期於負債清償或資產變現期間適用之稅率計算。遞延稅項負債與資產之計算，反映按照本集團於報告期末時預期收回或清償資產及負債賬面值之方式所產生稅務結果。遞延稅項於損益內確認，惟倘遞延稅項涉及於其他全面收益或直接於權益內確認之項目，則遞延稅項亦會於其他全面收益或直接於權益內確認。即期稅項及遞延稅項於損益賬確認，除非彼等它與於其他全面收入確認或直接於權益確認的項目有關(在該情況下，即期稅項及遞延稅項亦分別於其他全面收益確認或直接於權益確認)。倘業務合併之初步會計處理產生本期稅項或遞延稅項，則稅務影響計入業務合併之會計處理。

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**3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****(n) Leases (as the lessee for operating leases)**

Rentals payable under operating leases are charged to profit or loss on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight-line basis.

**(o) Contingent liabilities**

Present obligation is disclosed as a contingent liability where it is not probable that an outflow of economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability. Possible obligations that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as a contingent liability unless the probability of outflow of economic benefits is remote.

**(p) Foreign currencies**

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the end of the reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences arising on a monetary item that forms part of the entity's net investment in a foreign operation, in which case, such exchange differences are recognised in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary item.

**3. 重大會計政策 (續)****(n) 租賃 (作為經營租賃之承租人)**

經營租賃項下應付租金按直線法基準根據相關租賃之期限於損益中扣除。作為訂立經營租賃獎勵之已收取及應收取溢利按直線基準根據租賃期限確認作租金開支削減。

**(o) 或然負債**

倘可能毋須流出經濟利益以履行責任，或責任數額未能充分可靠計量，則現有責任須披露為或然負債。因過往事件產生且其存在僅以發生或不發生一項或多項未來事件確定之可能責任，亦同時披露為或然負債，除非經濟利益流出可能性極低。

**(p) 外幣**

編製個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣(外幣)進行之交易乃以其相關功能貨幣(即該實體營運之主要經濟環境之貨幣)記錄，並以交易日期之現行匯率換算。於各報告期末，以外幣列值之貨幣項目以報告期末現行匯率重新換算。以外幣歷史成本計量之非貨幣項目不予重新換算。

結算貨幣項目及重新換算貨幣項目所產生之匯兌差額會於產生期間計入損益，惟貨幣項目所產生之匯兌差額構成該實體於海外業務之淨投資則除外，於此情況下，該等匯兌差額於其他全面收入中確認並由權益重新歸類為償付貨幣項目之損益。

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For the year ended 31 December 2012  
截至二零一二年十二月三十一日止年度**3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****(p) Foreign currencies (Cont'd)**

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuated significantly during the year, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in the translation reserve as a separate component of equity. Such exchange differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

In relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences is re-attributed to non-controlling interests and is not recognised in profit or loss.

**(q) Related parties**

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

or

**3. 重大會計政策 (續)****(p) 外幣 (續)**

就呈列綜合財務報表而言，本集團海外業務之資產及負債均按報告期末之現行匯率換算為本集團之呈列貨幣(即港元)。收入及開支項目乃按年內平均匯率換算，除非年內匯率出現重大波動，於此情況下，則採用交易當日之匯率。所產生匯兌差額(如有)於其他全面收入確認並以獨立權益部份計入匯兌儲備。有關匯兌差額於該項海外業務出售期間在損益確認。

倘部分出售附屬公司並不會導致本集團失去對附屬公司的控制權，按比例所佔的累計匯兌差額乃重新歸於非控股權益，且並不於損益內確認。

**(q) 關連人士**

- (a) 某人士或該人士家族之近親成員與本集團有關，前提為該人士：
- (i) 擁有控制或共同控制本集團之權力；
  - (ii) 對本集團施加重大影響力；或
  - (iii) 為本集團或本集團之母公司之主要管理層人員；

或

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**3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****(q) Related parties (Cont'd)**

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

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

**3. 重大會計政策 (續)****(q) 關連人士 (續)**

- (b) 在以下任何情況下，某實體與本集團有關聯：
- (i) 實體與本集團為同一集團之公司成員；
  - (ii) 實體為另一實體(或另一實體之母公司、附屬公司或同系附屬公司)之聯營公司或合營公司；
  - (iii) 某實體是另一實體的聯營公司或合營公司(或另一實體為成員公司的某集團的成員公司的聯營公司或合營公司)；
  - (iv) 實體為第三者之合營公司且另一實體為第三者之聯營公司；
  - (v) 實體為本集團或與本集團有關實體之員工設立離職福利計劃；
  - (vi) 實體由(a)所界定人士控制或共同控制；
  - (vii) (a)(i)所界定人士對實體有重大影響力或為該實體(或該實體之母公司)之主要管理層人員。

近親家屬成員指預期可對該名人士與實體間之買賣構成影響或受到該等買賣影響之家屬成員。



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For the year ended 31 December 2012  
截至二零一二年十二月三十一日止年度**3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****(r) Segment reporting**

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

**(s) Discontinued operations**

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

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if early. It also occurs when the operation is abandoned.

**3. 重大會計政策 (續)****(r) 分部報告**

營運分部及財務報表所呈報之各分部項目金額，乃根據就分配資源予本集團各項業務及地區分部及評估其表現而定期提供予本集團最高層管理人員之財務資料而確定。

就財務報告而言，個別重要營運分部不會綜合呈報，除非有關分部具有類似經濟特徵以及在產品及服務性質、生產程序性質、客戶類型或類別、分銷產品或提供服務所採用之方式及監管環境性質方面類似。倘獨立而言並非屬重要之營運分部共同擁有上述大部份特徵，則可綜合呈報。

**(s) 終止經營業務**

終止經營業務為本集團業務之組成部份，其營運及現金流量可與本集團其餘業務清楚區分，且代表一項按業務或地區劃分之獨立主要業務，或作為出售一項按業務或地區劃分之獨立主要業務之單一統籌計劃一部份，或為一間純粹為轉售而收購之附屬公司。

業務於出售時或於其符合被分類為持作出售類別之準則時(如為較早者)，分類為終止經營業務。於業務被放棄時，亦分類為終止經營業務。

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**3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****(s) Discontinued operations (Cont'd)**

When an operation is classified as discontinued, a single amount is presented on the face of the consolidated statement of comprehensive income, which comprises:

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

**4. KEY SOURCES OF ESTIMATION UNCERTAINTY**

In the application of the Group's accounting policies, which are described in note 3, management has made the following judgments that have the most significant effect on the amounts recognised in the consolidated financial statements.

**(i) Valuation of intangible assets and useful-life**

The Group has made estimations and assumptions in relation to the potential future cash flows of identifiable intangible assets acquired as part of business combinations. This assessment involves estimations and assumptions relating to potential future revenues, appropriate discount rates and the useful life of such assets. These estimations and assumptions impact the profit or loss over the useful life of the intangible asset.

**(ii) Impairment test of intangible assets**

The Group determines whether intangible assets are impaired requires an estimation of the value in use of the cash-generating units. The value in use calculation requires management to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value.

**3. 重大會計政策 (續)****(s) 終止經營業務 (續)**

倘業務分類為已終止，則會於綜合全面收益表按單一數額呈列，當中包括：

- 終止經營業務之除稅後溢利或虧損；及
- 就構成終止經營業務之資產或出售組別計量公平值減銷售成本或於出售時確認之除稅後收益或虧損。

**4. 估計不明朗因素之主要來源**

本集團應用會計政策時(見附註3)，管理層經已作出以下對於綜合財務報表確認之金額具有重大影響之判斷。

**(i) 無形資產估值及可使用年期**

本集團已就作為業務合併一部分所收購之可識別無形資產之潛在未來現金流量作出估計及假設。此項假設涉及就潛在未來收益、適當貼現率及有關資產之可使用年期作出估計及假設。該等估計及假設對無形資產可使用年期所涵蓋期間之溢利或虧損構成影響。

**(ii) 無形資產減值測試**

本集團釐定無形資產是否減值時需估計現金產生單位之使用價值。計算使用價值需要管理層估計預期自現金產生單位產生之未來現金流量以及用以計算現值之適當貼現率。

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## 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

(Cont'd)

## (iii) Depreciation of property, plant and equipment

Property, plant and equipment are depreciated on a straight-line basis over their estimated useful lives, after taking into account of their estimated residual value. The determination of the useful lives and residual values involve management's estimation. The Group assesses annually the residual value and the useful life of the property, plant and equipment and if the expectation differs from the original estimate, such a difference may impact the depreciation in the year when the estimate is changed and the future period.

## 5. REVENUE

(a) An analysis of the Group's turnover for the year is as follows:

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Internet protocol television service income	互聯網電視服務收入	1,030	1,204
Advertising service income	廣告服務收入	-	5,515
Consultancy service income	諮詢服務收入	5,544	245
		<b>6,574</b>	<b>6,964</b>

(b) An analysis of the Group's other revenue and net income for the year is as follows:

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Other income	其他收益	1	41
Other payables written back	其他應付賬款撥回	2,060	3,205
Interest income	利息收入	2	3
		<b>2,063</b>	<b>3,249</b>

## 4. 估計不明朗因素之主要來源(續)

## (iii) 物業、廠房及設備之折舊

物業、廠房及設備經考慮其估計剩餘價值後採用直線法於其估計可使用年期內折舊。釐定可使用年期及剩餘價值涉及管理層之估計。本集團每年評估物業、廠房及設備之剩餘價值及可使用年期，而倘所作出之預期與原先之估計有所不同，則該差額可能對估計出現變動之年度及未來期間之折舊構成影響。

## 5. 收益

(a) 本集團年內營業額分析如下：

(b) 本集團年內其他收益及收入淨額分析如下：

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#### 6. SEGMENTAL INFORMATION

Segment information reported to the chief operating decision maker, directors of the Company, is the type of services rendered by the Group's operating division for the purposes of resources allocation and performance assessment. The Group's operating and reportable segments under HKFRS 8 are as follows:

The Group is currently organised into two major business divisions:

- (i) content solution and business consultation services; and
- (ii) internet protocol television services.

For the purposes of assessing segment performance and resources between segments, the Group's senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

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

Segment result represents the profit/loss incurred by each segment without allocation of corporate income and expense, central administration cost, directors' salaries, interest income, gain/loss on disposal of investment in subsidiaries, gain/loss on disposal of property, plant and equipment, impairment of trade and other receivables, finance costs, impairment of trade and other payables written back and income tax expense.

Segment assets include all tangible, intangible assets and current assets.

#### 6. 分部資料

就分配資源及評估表現而向主要營運決策人，即本公司董事，呈報之分部資料乃按本集團營運分部提供之服務類型分類。下文載列本集團根據香港財務報告準則第8號規定之營運及須呈報分部：

本集團目前擁有兩大主要業務：

- (i) 內容供應解決方案及業務諮詢服務；及
- (ii) 互聯網電視服務。

就評估分部表現及分部之間之資源分配而言，集團之高級行政管理人員按以下基準監察各須呈報分部之業績、資產及負債：

分部收益代表來自外部客戶之收益。於本年度概無分部間銷售（二零一一年：無）。

分部業績代表各分部所產生之溢利／虧損及並未分配公司收入及開支、中央行政成本、董事薪金、利息收入、出售於附屬公司投資之收益／虧損、出售物業、廠房及設備之收益／虧損、以及下列各項之減值：貿易及其他應收賬款、及(ii)無形資產、融資成本以及貿易及其他應付賬款之減值撥回以及所得稅開支。

分部資產包括所有有形資產及無形資產及流動資產。

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## 綜合財務報表附註

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截至二零一二年十二月三十一日止年度6. SEGMENTAL INFORMATION (Cont'd)  
(a) Segment revenues and results6. 分部資料(續)  
(a) 分部收益及業績

		2012 二零一二年				
		Continuing operations 持續經營業務			Discontinued operations 終止經營業務	
		Content solution and business consultation services 內容供應解決方案及業務諮詢服務 HK\$'000 千港元	Internet protocol television services 互聯網電視服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Logistics services 物流服務 HK\$'000 千港元	Group 總計 HK\$'000 千港元
Segments revenue	分部收益	5,544	1,030	6,574	-	6,574
Segments results	分部業績	(939)	(15,089)	(16,028)	-	(16,028)
Interest income	利息收入					2
Unallocated corporate income	未分配公司收入					1
Unallocated corporate expenses	未分配公司開支					(2,770)
Other payables written back	其他應付賬款撥回					2,060
Finance costs	融資成本					(5,662)
Income tax expense	所得稅開支					3,734
Loss for the year	本年度虧損					(18,663)

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## 綜合財務報表附註

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**6. SEGMENTAL INFORMATION (Cont'd)**  
**(a) Segment revenues and results (Cont'd)**

**6. 分部資料 (續)**  
**(a) 分部收益及業績 (續)**

		2011 二零一一年				
		Continuing operations 持續經營業務			Discontinued operations 終止經營業務	
		Content solution and business consultation services 內容供應解決方案及業務諮詢服務 HK\$'000 千港元	Internet protocol television services 互聯網電視服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Logistics services 物流服務 HK\$'000 千港元	Group 總計 HK\$'000 千港元
Segments revenue	分部收益	245	6,719	6,964	-	6,964
Segments results	分部業績	(513)	(45,010)	(45,523)	24,110	(21,413)
Interest income	利息收入					3
Unallocated corporate income	未分配公司收入					41
Unallocated corporate expenses	未分配公司開支					(3,319)
Other payables written back	其他應付賬款撥回					3,205
Loss on deregistration of subsidiaries	解除註冊附屬公司之虧損					(181)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損					(1)
Impairment of other receivables	其他應收賬款之減值					(10)
Finance costs	融資成本					(6,735)
Income tax expense	所得稅開支					10,991
Loss for the year	本年度虧損					(17,419)

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For the year ended 31 December 2012  
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(b) Segment assets and liabilities6. 分部資料(續)  
(b) 分部資產及負債

		2012 二零一二年				
		Continuing operations 持續經營業務			Discontinued operations 終止經營業務	
		Content solution and business consultation services 內容供應解決方案及業務諮詢服務 HK\$'000 千港元	Internet protocol television services 互聯網電視服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Logistics services 物流服務 HK\$'000 千港元	Group 總計 HK\$'000 千港元
Segments assets	分部資產	5,577	35,399	40,976	-	40,976
Unallocated assets	未分配資產					123
Consolidated assets	綜合資產					41,099
Segment liabilities	分部負債	(6,293)	(32,900)	(39,193)	-	(39,193)
Unallocated liabilities	未分配負債					(39,992)
Consolidated liabilities	綜合負債					(79,185)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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**6. SEGMENTAL INFORMATION (Cont'd)**  
**(b) Segment assets and liabilities (Cont'd)**

**6. 分部資料 (續)**  
**(b) 分部資產及負債 (續)**

		2011 二零一一年				
		Continuing operations 持續經營業務			Discontinued operations 終止經營業務	
		Content solution and business consultation services 內容供應解決方案及業務諮詢服務 HK\$'000 千港元	Internet protocol television services 互聯網電視服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Logistics services 物流服務 HK\$'000 千港元	Group 總計 HK\$'000 千港元
Segments assets	分部資產	3,383	46,971	50,354	-	50,354
Unallocated assets	未分配資產					205
Consolidated assets	綜合資產					50,559
Segment liabilities	分部負債	(10,988)	(37,655)	(48,643)	-	(48,643)
Unallocated liabilities	未分配負債					(89,142)
Consolidated liabilities	綜合負債					(137,785)



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## 綜合財務報表附註

For the year ended 31 December 2012  
截至二零一二年十二月三十一日止年度6. SEGMENTAL INFORMATION (Cont'd)  
(c) Other segment information6. 分部資料(續)  
(c) 其他分部資料

		2012 二零一二年		
		Continuing operations 持續經營業務	Discontinued operations 終止經營業務	
		Content solution and business consultation services 內容供應解決方案及業務諮詢服務 HK\$'000 千港元	Internet protocol television services 互聯網電視服務 HK\$'000 千港元	Logistics services 物流服務 HK\$'000 千港元
Capital expenditure	資本開支	3	-	-
Depreciate of property, plant and equipment	物業、廠房及設備之折舊	35	705	-
Amortisation of intangible assets	無形資產攤銷	-	10,841	-
Impairment of intangible assets	無形資產之減值	-	4,952	-

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## 綜合財務報表附註

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**6. SEGMENTAL INFORMATION (Cont'd)**  
**(c) Other segment information (Cont'd)**

**6. 分部資料(續)**  
**(c) 其他分部資料(續)**

		2011 二零一一年		
		Continuing operations 持續經營業務		Discontinued operations 終止經營業務
	Content solution and business consultation services		Internet protocol television services	
	內容供應及業務諮詢服務		互聯網電視服務	Logistics services
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Capital expenditure	資本開支	-	591	-
Depreciate of property, plant and equipment	物業、廠房及設備之折舊	10	600	-
Amortisation of intangible assets	無形資產攤銷	-	18,836	-
Impairment of intangible assets	無形資產之減值	-	29,981	-

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## 綜合財務報表附註

For the year ended 31 December 2012

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**6. SEGMENTAL INFORMATION (Cont'd)****(d) Geographical information**

The Group's operations are mainly located in the PRC.

The Group's revenue from external customers by geographical location are detailed below:

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Continuing operations	持續經營業務		
PRC	中國	6,574	6,964
Discontinued operations	終止經營業務		
PRC	中國	-	-

**(e) Information about major customers**

Included in revenues from external customers of HK\$6,574,000 (2011: HK\$6,964,000) are revenues of HK\$3,691,000 which arose from services rendered to the Group's largest customer under the content solution and business consultation services segment (2011: HK\$5,515,000 arose from the internet protocol television services segment).

**6. 分部資料(續)****(d) 地域資料**

本集團之業務主要位於中國。

本集團按地域位置劃分之外部客戶收益詳情如下：

**(e) 有關主要客戶之資料**

外部客戶收益6,574,000港元(二零一一年：6,964,000港元)包括3,691,000港元之收益，有關收益來自內容供應及業務諮詢服務分部下向本集團最大客戶提供之服務(二零一一年：來自互聯網電視服務分部5,515,000港元)。

**7. FINANCE COSTS**

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Other interest	其他利息	1,130	1,024
Imputed interest expense of convertible notes	可換股票據之估算利息開支	4,532	5,711
		5,662	6,735

**7. 融資成本**

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## 綜合財務報表附註

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## 8. LOSS BEFORE TAXATION FROM CONTINUING OPERATIONS

The Group's loss before taxation from continuing operations is arrived at after charging:

## 8. 來自持續經營業務之除稅前虧損

本集團來自持續經營業務之除稅前虧損乃經扣除下列各項後得出：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Staff costs (excluding directors' remuneration)	員工成本(不包括董事薪酬)		
— wages, salaries and other benefits	— 工資、薪金及其他福利	1,743	1,683
— retirement benefits scheme contributions	— 退休福利計劃供款	187	304
Auditor's remuneration	核數師酬金		
— current year	— 本年度	500	500
— other service fee	— 其他服務費	—	—
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	743	613
Amortisation of intangible assets	無形資產攤銷	10,841	18,836
Impairment of other receivables	其他應收賬款之減值	—	10
Impairment of intangible assets	無形資產之減值	4,952	29,981
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	—	1
Loss on deregistration of subsidiaries	解除註冊附屬公司之虧損	—	181
Operating lease rentals in respect of land and buildings	土地及樓宇之經營租約租金	272	219
Legal and professional fees	法律及專業費用	473	545
Net foreign exchange loss	匯兌虧損淨額	—	4
Provision for guarantee income	擔保收入撥備	4,000	—

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## 綜合財務報表附註

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## 9. DIRECTORS' AND EMPLOYEES' REMUNERATION

## (a) Directors' remuneration

The details of emoluments of each director are shown below:

Year ended 31 December 2012

Name of director	董事姓名	Fees 袍金 HK\$'000 千港元	Salaries, allowances and other benefits	Retirement benefits scheme contributions	Total 總計 HK\$'000 千港元
			薪金、津貼及其他利益 HK\$'000 千港元	退休福利計劃供款 HK\$'000 千港元	
<b>Executive directors:</b>	<b>執行董事：</b>				
Chu Yat Hong (Note 1)	朱一航(附註1)	-	-	-	-
Xie Xuan	謝暄	540	-	-	540
Qiu Yue	邱越	-	-	-	-
Xiao Jing (Note 1)	肖靖(附註1)	-	-	-	-
<b>Non-executive director:</b>	<b>非執行董事：</b>				
Lo Mun Lam, Raymond	盧敏霖	24	-	-	24
<b>Independent non-executive directors:</b>	<b>獨立非執行董事：</b>				
Wu Jixue	巫繼學	30	-	-	30
Zhang Daorong	張道榮	48	-	-	48
Feng Ke	馮科	18	-	-	18
		<b>660</b>	<b>-</b>	<b>-</b>	<b>660</b>

Note 1: Appointed on 22 November 2012

附註1：於二零一二年十一月二十二日獲委任

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2012  
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**9. DIRECTORS' AND EMPLOYEES' REMUNERATION (Cont'd)**  
**(a) Directors' remuneration (Cont'd)**

**Year ended 31 December 2011**

Name of director	董事姓名	Fees 袍金 HK\$'000 千港元	Salaries, allowances and other benefits 薪金、津貼 及其他利益 HK\$'000 千港元	Retirement benefits scheme contributions 退休福利 計劃供款 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Executive directors:</b>		<b>執行董事：</b>			
Xie Xuan	謝暄	540	—	—	540
Yang Qiulin (Note 1)	楊秋林(附註1)	—	—	—	—
Qiu Yue	邱越	—	—	—	—
<b>Non-executive directors:</b>		<b>非執行董事：</b>			
Lo Mun Lam, Raymond	盧敏霖	24	—	—	24
Chandler Andrew James (Note 2)	Chandler Andrew James (附註2)	543	—	11	554
<b>Independent non-executive directors:</b>		<b>獨立非執行董事：</b>			
Wu Jixue	巫繼學	30	—	—	30
Zhang Daorong	張道榮	48	—	—	48
Feng Ke	馮科	18	—	—	18
		1,203	—	11	1,214

Note 1: Resigned on 18 March 2011

Note 2: Resigned on 23 November 2011

附註1：於二零一一年三月十八日辭任

附註2：於二零一一年十一月二十三日辭任

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2011: Nil).

於年內，概無董事放棄或同意放棄任何薪酬之安排(二零一一年：無)。

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## 綜合財務報表附註

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**9. DIRECTORS' AND EMPLOYEES' REMUNERATION** (Cont'd)**(b) Five highest paid employees**

The five highest paid employees during the year included one (2011: two) director whose remuneration is set out in directors' remuneration in (a) above. Details of remuneration of the remaining three (2011: three) non-director employees are as follows:

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Salaries, allowances and other benefits	薪金、津貼及其他利益	1,219	623
Retirement benefits scheme contributions	退休福利計劃供款	18	59
		<b>1,237</b>	<b>682</b>

Their emoluments fell within the following band:

彼等之酬金介乎以下範圍：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Nil to HK\$1,000,000	零至 1,000,000 港元	4	3

**9. 董事及僱員薪酬(續)****(b) 五位最高薪僱員**

年內，五位最高薪僱員中包括一位(二零一一年：兩位)董事，其薪酬載列於上文(a)董事薪酬一節。其餘三位(二零一一年：三位)非董事僱員之薪酬詳情如下：

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2012  
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## 10. INCOME TAX EXPENSE (RELATING TO CONTINUING OPERATIONS)

(a) Taxation in the consolidated statement of comprehensive income represents:

## 10. 所得稅開支(關於持續經營業務)

(a) 於綜合全面收益表之稅項為：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Current tax — Hong Kong Profits Tax Charge for the year	即期稅項 — 香港利得稅 本年度開支	—	—
Current tax — PRC Enterprise Income Tax Charge for the year	即期稅項 — 中國企業 所得稅 本年度開支	215	1,213
Deferred tax (Note 23)	遞延稅項(附註23)	<b>(3,949)</b>	(12,204)
Tax credit	稅項抵免	<b>(3,734)</b>	(10,991)

Hong Kong Profits Tax is calculated at the rate of 16.5% (2011: 16.5%) on the estimated assessable profits for the year.

香港利得稅按年內估計應課稅溢利之16.5%(二零一一年:16.5%)計算。

PRC subsidiaries are subject to PRC Enterprise Income Tax at the rate of 25% (2011: 25%). Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

中國附屬公司須按25%(二零一一年:25%)之中國企業所得稅稅率繳稅。來自其他司法權區之稅項按有關司法權區之通行稅率計算。



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## 綜合財務報表附註

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## 10. INCOME TAX EXPENSE (RELATING TO CONTINUING OPERATIONS) (Cont'd)

(b) Reconciliation between income tax expense and accounting loss per the consolidated statement of comprehensive income at applicable tax rates is as follows:

## 10. 所得稅開支(關於持續經營業務)(續)

(b) 所得稅開支與綜合全面收益表所載按適用稅率計算之會計虧損之對賬如下:

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Loss before taxation	除稅前虧損	(22,397)	(52,520)
Notional tax on loss before taxation, calculated at the rates applicable to profits in the jurisdictions concerned	按照相關司法權區之溢利之適用稅率就除稅前虧損計算之名義稅項	(4,374)	(10,484)
Income not subject to tax	毋需繳稅之收入	-	(612)
Expenses not deductible for tax purpose	不能扣稅之開支	872	12,204
Unrecognised tax losses	未確認稅項虧損	3,716	248
Utilisation of previous recognised tax loss	使用先前已確認稅項虧損	-	(143)
Deferred tax on intangible assets (Note 23)	無形資產之遞延稅項(附註23)	(3,948)	(12,204)
Income tax expense for the year	年內之所得稅開支	(3,734)	(10,991)

## (c) Income tax recognised directly in equity

## (c) 直接於權益確認之所得稅

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Deferred tax	遞延稅項		
Arising on transactions with owners: Initial recognition on the equity component of convertible notes	與擁有人進行交易所產生: 初步確認可換股票據之權益部份	(1,809)	(558)
		(1,809)	(558)

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## 綜合財務報表附註

For the year ended 31 December 2012  
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**11. DISCONTINUED OPERATIONS**

In 2010, the Group ceased its logistics services segment operations. The cessation was consistent with the Group's strategies to focus its resources in the internet protocol television business.

Accordingly, the operations of logistics services were classified as discontinued operations in accordance with HKFRS 5 Non-current Assets Held for Sales and Discontinued Operations. The results of the discontinued operations included in the consolidated statement of comprehensive income are as follows:

**11. 終止經營業務**

於二零一零年，本集團終止物流服務分部之業務運作。終止有關分部之業務運作符合本集團之策略，使本集團可集中投放資源在互聯網電視業務上。

因此，本公司已根據香港財務報告準則第5號「持作出售之非流動資產及終止經營業務」，把物流服務業務分類為終止經營業務。計入綜合全面收益表之終止經營業務業績如下：

	<b>2012</b> <b>二零一二年</b> <b>HK\$'000</b> <b>千港元</b>	2011 二零一一年 HK\$'000 千港元
Gain on deregistration of subsidiaries      解除註冊附屬公司之溢利	-	24,110

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## 綜合財務報表附註

For the year ended 31 December 2012

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## 12. LOSS ATTRIBUTABLE TO OWNERS OF THE COMPANY

## 12. 本公司擁有人應佔虧損

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Amount of consolidated loss attributable to owners of the Company dealt with in the Company's financial statements	於本公司財務報表中處理之本公司擁有人應佔綜合虧損	<b>(5,637)</b>	(8,547)
Impairment loss on amounts due from subsidiaries	應收附屬公司款項之減值虧損	<b>(750)</b>	(750)
Impairment loss on amounts due from subsidiaries written back	應收附屬公司款項之減值虧損回撥	-	707
<b>Company's loss for the year</b>	<b>本公司之年內虧損</b>	<b>(6,387)</b>	(8,590)

The consolidated loss attributable to the owners of the Company for the year ended 31 December 2012 includes a loss of approximately HK\$5,637,000 (2011: HK\$8,547,000) which has been dealt with in the financial statements of the Company.

截至二零一二年十二月三十一日止年度，本公司擁有人應佔綜合虧損包括虧損約5,637,000港元(二零一一年：8,547,000港元)已列入本公司之財務報表內。

## 13. DIVIDEND

The directors do not recommend the payment of any dividends for the year ended 31 December 2012 (2011: Nil).

## 13. 股息

董事不建議就截至二零一二年十二月三十一日止年度派發任何股息(二零一一年：無)。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2012  
截至二零一二年十二月三十一日止年度

## 14. (LOSS)/EARNINGS PER SHARE

(a) Basic (loss)/earnings per share  
**Continuing operations**

The calculations of the basic loss per share are based on the following data:

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Loss for the year attributable to the owners of the Company	本公司擁有人應佔本年度虧損	<b>(13,687)</b>	(23,264)

		2012 二零一二年	2011 二零一一年
<b>Weighted average number of ordinary shares</b>	<b>普通股加權平均數目</b>		
Issued ordinary shares at 1 January	於一月一日已發行普通股	<b>1,082,687,986</b>	988,417,986
Effect of exercise of share options	行使購股權之影響	-	523,288
Effect of conversion of convertible notes	兌換可換股票據之影響	<b>68,862,919</b>	80,800,192
Weighted average number of ordinary shares at 31 December	於十二月三十一日之普通股加權平均數目	<b>1,151,550,905</b>	1,069,741,466

**Discontinued operations**

The calculations of the basic earnings per share are based on the following data:

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Profit for the year attributable to the owners of the Company	本公司擁有人應佔本年度溢利	-	24,110

## 14. 每股(虧損)/盈利

(a) 每股基本(虧損)/盈利  
**持續經營業務**

每股基本虧損乃根據以下數據進行計算：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Loss for the year attributable to the owners of the Company	本公司擁有人應佔本年度虧損	<b>(13,687)</b>	(23,264)

		2012 二零一二年	2011 二零一一年
<b>Weighted average number of ordinary shares</b>	<b>普通股加權平均數目</b>		
Issued ordinary shares at 1 January	於一月一日已發行普通股	<b>1,082,687,986</b>	988,417,986
Effect of exercise of share options	行使購股權之影響	-	523,288
Effect of conversion of convertible notes	兌換可換股票據之影響	<b>68,862,919</b>	80,800,192
Weighted average number of ordinary shares at 31 December	於十二月三十一日之普通股加權平均數目	<b>1,151,550,905</b>	1,069,741,466

**終止經營業務**

每股基本盈利乃根據以下數據進行計算：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Profit for the year attributable to the owners of the Company	本公司擁有人應佔本年度溢利	-	24,110

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2012

截至二零一二年十二月三十一日止年度

## 14. (LOSS)/EARNINGS PER SHARE (Cont'd)

(a) Basic (loss)/earnings per share (Cont'd)  
Discontinued operations (Cont'd)

		2012 二零一二年	2011 二零一一年
<b>Weighted average number of ordinary shares</b>	<b>普通股加權平均數目</b>		
Issued ordinary shares at 1 January	於一月一日已發行普通股	<b>1,082,687,986</b>	988,417,986
Effect of exercise of share options	行使購股權之影響	–	523,288
Effect of conversion of convertible notes	兌換可換股票據之影響	<b>68,862,919</b>	80,800,192
Weighted average number of ordinary share at 31 December	於十二月三十一日之普通股加權平均數目	<b>1,151,550,905</b>	1,069,741,466

**Continuing and discontinued operations**

The calculations of the basic (loss)/earnings per share are based on the following data:

**持續及終止經營業務**

每股基本(虧損)/盈利乃根據以下數據進行計算：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
(Loss)/profit for the year attributable to the owners of the Company	本公司擁有人應佔本年度(虧損)/溢利	<b>(13,687)</b>	846

		2012 二零一二年	2011 二零一一年
<b>Weighted average number of ordinary shares</b>	<b>普通股加權平均數目</b>		
Issued ordinary shares at 1 January	於一月一日已發行普通股	<b>1,082,687,986</b>	988,417,986
Effect of exercise of share options	行使購股權之影響	–	523,288
Effect of conversion of convertible notes	兌換可換股票據之影響	<b>68,862,919</b>	80,800,192
Weighted average number of ordinary shares at 31 December	於十二月三十一日之普通股加權平均數目	<b>1,151,550,905</b>	1,069,741,466

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## 綜合財務報表附註

For the year ended 31 December 2012  
截至二零一二年十二月三十一日止年度

## 14. (LOSS)/EARNINGS PER SHARE (Cont'd)

(b) Diluted (loss)/earnings per share  
Continuing operations

The calculations of the diluted loss per share are based on the following data:

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Loss for the year attributable to owners of the company	本公司擁有人應佔本年度虧損	(13,687)	(23,264)
After tax effect of effective interest on the liability component of convertible notes	可換股票據負債部份實際利息之除稅後影響	-	5,711
Loss for the year attributable to owners of the company (diluted)	本公司擁有人應佔本年度虧損(攤薄)	(13,687)	(17,553)

		2012 二零一二年	2011 二零一一年
Weighted average number of ordinary shares at 31 December	於十二月三十一日普通股加權平均數目	1,151,550,905	1,069,741,466
Effect of exercise of share options	行使購股權之影響	-	9,425,713
Effect of conversion of convertible notes	兌換可換股票據之影響	-	302,830,911
Weighted average number of ordinary share (diluted) at 31 December	於十二月三十一日之普通股加權平均數目(攤薄)	1,151,550,905	1,381,998,090

**Discontinued operations**

The calculations of the diluted earnings per share are based on the following data:

**終止經營業務**

每股攤薄盈利乃根據以下數據進行計算：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Profit for the year attributable to owners of the company	本公司擁有人應佔本年度溢利	-	24,110

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## 綜合財務報表附註

For the year ended 31 December 2012  
截至二零一二年十二月三十一日止年度

## 14. (LOSS)/EARNINGS PER SHARE (Cont'd)

(b) Diluted (loss)/earnings per share (Cont'd)  
Discontinued operations (Cont'd)

## 14. 每股(虧損)/盈利(續)

(b) 每股攤薄(虧損)/盈利(續)  
終止經營業務(續)

		2012 二零一二年	2011 二零一一年
Weighted average number of ordinary shares at 31 December	於十二月三十一日普通股加權平均數目	1,151,550,905	1,069,741,466
Effect of exercise of share options	行使購股權之影響	-	9,425,713
Effect of conversion of convertible notes	兌換可換股票據之影響	-	302,830,911
Weighted average number of ordinary shares (diluted) at 31 December	於十二月三十一日之普通股加權平均數目(攤薄)	1,151,550,905	1,381,998,090

**Continuing and discontinued operations**

The calculations of the diluted (loss)/earnings per share are based on the following data:

**持續及終止經營業務**

每股(虧損)/盈利攤薄乃根據以下數據計算：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
(Loss)/profit for the year attributable to owners of the company	本公司擁有人應佔本年度(虧損)/溢利	(13,687)	846
After tax effect of effective interest on the liability component of convertible notes	可換股票據負債部份實際利息之除稅後影響	-	5,711
(Loss)/profit for the year attributable to owners of the company (diluted)	本公司擁有人應佔本年度(虧損)/溢利(攤薄)	(13,687)	6,557

		2012 二零一二年	2011 二零一一年
Weighted average number of ordinary shares at 31 December	於十二月三十一日之普通股加權平均數目	1,151,550,905	1,069,741,466
Effect of exercise of share options	行使購股權之影響	-	9,425,713
Effect of conversion of convertible notes	兌換可換股票據之影響	-	302,830,911
Weighted average number of ordinary share (diluted) at 31 December	於十二月三十一日之普通股加權平均數目(攤薄)	1,151,550,905	1,381,998,090

The calculation of diluted loss per share is same as basic loss per share as the conversion of convertible notes has an anti-dilutive effect.

計算每股攤薄虧損與計算每股基本虧損相同，乃因兌換可換股票據具有反攤薄影響。

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## 綜合財務報表附註

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## 15. PROPERTY, PLANT AND EQUIPMENT

## 15. 物業、廠房及設備

		Leasehold improvement 租賃物業裝修 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Computer and equipment 電腦及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Cost:</b>	<b>成本：</b>					
At 1 January 2011	於二零一一年一月一日	157	692	4,101	637	5,587
Additions	添置	-	-	594	-	594
Disposal	出售	(145)	(167)	(1,523)	(476)	(2,311)
Exchange difference	匯兌差額	-	17	107	8	132
At 31 December 2011 and at 1 January 2012	於二零一一年十二月三十一日 及二零一二年一月一日	12	542	3,279	169	4,002
Additions	添置	-	3	-	-	3
Written off	撇銷	-	(81)	(555)	-	(636)
Exchange difference	匯兌差額	-	3	27	2	32
As at 31 December 2012	於二零一二年十二月三十一日	12	467	2,751	171	3,401
<b>Accumulated depreciation and impairment losses:</b>	<b>累計折舊及減值虧損：</b>					
At 1 January 2011	於二零一一年一月一日	153	621	3,064	637	4,475
Charge for the year	本年度開支	2	34	577	-	613
Disposal	出售	(145)	(166)	(1,523)	(475)	(2,309)
Exchange difference	匯兌差額	-	15	71	7	93
At 31 December 2011 and at 1 January 2012	於二零一一年十二月三十一日及 二零一二年一月一日	10	504	2,189	169	2,872
Charge for the year	本年度開支	2	20	721	-	743
Written off	撇銷	-	(77)	(527)	-	(604)
Exchange difference	匯兌差額	-	4	24	2	30
As at 31 December 2012	於二零一二年十二月三十一日	12	451	2,407	171	3,041
<b>Net carrying amount:</b>	<b>賬面淨值：</b>					
As at 31 December 2012	於二零一二年十二月三十一日	-	16	344	-	360
As at 31 December 2011	於二零一一年十二月三十一日	2	38	1,090	-	1,130



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## 綜合財務報表附註

For the year ended 31 December 2012

截至二零一二年十二月三十一日止年度

## 16. DEVELOPMENT COSTS

## 16. 開發成本

		HK\$'000 千港元
<b>Cost:</b>	<b>成本：</b>	
At 1 January 2011	於二零一一年一月一日	1,352
Disposal	出售	(1,352)
At 31 December 2011 and 31 December 2012	於二零一一年十二月三十一日 及二零一二年十二月三十一日	—
<b>Accumulated amortisation:</b>	<b>累計攤銷：</b>	
At 1 January 2011	於二零一一年一月一日	1,352
Written back on disposal	出售時撥回	(1,352)
At 31 December 2011 and 31 December 2012	於二零一一年十二月三十一日 及二零一二年十二月三十一日	—
<b>Net carrying amount:</b>	<b>賬面淨值：</b>	
As at 31 December 2012	於二零一二年十二月三十一日	—
As at 31 December 2011	於二零一一年十二月三十一日	—

The amount represented direct development costs incurred for the development of “Advanced Distribution and Transportation Systems” less government grant, and was amortised on a straight-line basis over three years.

該款項指就開發「先進配送和運輸系統」所產生之直接開發成本減政府補助，並以直線法分三年攤銷。

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## 綜合財務報表附註

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## 17. INTANGIBLE ASSETS

## 17. 無形資產

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Cost/valuation	成本/估值		
At 1 January and at 31 December	於一月一日及十二月三十一日	<b>226,668</b>	226,668
Accumulated amortisation and impairment losses	累計攤銷及減值虧損		
At 1 January	於一月一日		
Amortisation	攤銷	<b>84,673</b>	65,837
Impairment	減值	<b>101,342</b>	71,361
Amortisation for the year	年內攤銷	<b>10,841</b>	18,836
Impairment for the year	年內減值	<b>4,952</b>	29,981
At 31 December	於十二月三十一日	<b>201,808</b>	186,015
Net carrying amount:	賬面淨值：		
As at 31 December	於十二月三十一日	<b>24,860</b>	40,653

The intangible assets represent an exclusive right of usage of Broadcast of Audio-Video Program On Web Permit (信息網絡傳播視聽節目許可證) (the "Permit") granted by the holder of the Permit (the "Holder") to a subsidiary of the Company under an exclusive agreement entered into between that subsidiary of the Company and the Holder. The Permit commenced on 1 October 2007 and will expire on 30 September 2015. The fair value of the Permit on the date of acquisition of that subsidiary by the Company has been arrived at on the basis of a valuation carried out by Messrs. BMI Appraisals Limited, an independent qualified professional valuer not connected with the Group. Messrs. BMI Appraisals Limited is a member of the Hong Kong Institute of Surveyors, and has appropriate qualifications and recent experiences in the valuation of similar assets.

無形資產指信息網絡傳播視聽節目許可證(「許可證」)持有人(「持有人」)根據本公司附屬公司與持有人訂立之獨家協之有效期議向該附屬公司授出之獨家使用權。許可證於二零零七年十月一日開始，並將於二零一五年九月三十日屆滿。許可證於本公司收購該附屬公司當日之公平值按與本集團並無關連之獨立合資格專業估值師邦盟滙駿評估有限公司進行之估值而釐訂。邦盟滙駿評估有限公司為香港測量師學會會員，並於評估類似資產方面具有適當資格及最近之經驗。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2012  
截至二零一二年十二月三十一日止年度**17. INTANGIBLE ASSETS (Cont'd)**

The recoverable amount of the Permit has been determined based on a value in use calculation. For the purpose of the impairment test, the recoverable amount of the Permit is in accordance with valuation prepared by Messrs. BMI Appraisals Limited using cash flow projections based on financial budgets approved by management covering a 2<sup>3</sup>/<sub>4</sub> year period up to the expiration date of the Permit and a pre-tax discount rate of 12.98% (2011: 28.41%) with an average 27.7% (2011: 50%) growth rate. This growth rate is based on the relevant industry growth forecasts and does not exceed the average long-term growth rate for the relevant industry. Other key assumptions for the value in use calculation relate to the estimation of cash inflows/outflows which include budgeted sales and gross margin. Such estimates are based on the past performance by holding the Permit and management's expectations for the market development.

The valuation of the Permit as at 31 December 2012 was RMB20,000,000 (2011: RMB33,000,000) equivalent to approximately HK\$24,860,000 (2011: HK\$40,653,000). Further impairment of approximately HK\$4,952,000 (2011: HK\$29,981,000) was charged to the profit or loss. The circumstance leading to the impairment of the Permit was mainly due to the slowdown of growth rate of subscribers of IPTV services arising from keen competition within the market.

**18. INTERESTS IN SUBSIDIARIES****17. 無形資產(續)**

許可證之可回收金額根據計算使用價值進行釐定。就減值測試而言，許可證之可回收金額乃根據邦盟匯駿評估有限公司採用根據管理層批准之財務預算現金流預測而編製估值報告而得出。該財務預算涵蓋二又四分之三年期間至許可證屆滿日期，其除稅前貼現率為12.98%（二零一一年：28.41%），而平均增長率則為27.7%（二零一一年：50%）。該增長率乃根據相關行業增長預測釐定並無超越相關行業之平均長期增長率。計算使用價值之其他主要假設與估值現金流入／現金流出有關，當中包括預計銷售及毛利。相關估計乃根據持有許可證之過往表現及管理層對市場發展預期進行。

許可證於二零一二年十二月三十一日之估值為人民幣20,000,000元（二零一一年：人民幣33,000,000元），相當於約24,860,000港元（二零一一年：40,653,000港元）。進一步減值約4,952,000港元（二零一一年：29,981,000港元）於損益扣除。令許可證發生減值之條件主要乃因市場競爭激烈令互聯網電視服務用戶之增長率放緩所致。

**18. 於附屬公司之權益**

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Investments in unlisted shares, at cost	投資於非上市股份，按成本	14,473	14,473
Amounts due from subsidiaries	應收附屬公司款項	140,564	143,728
Less: Impairment losses	減：減值虧損	155,037 (124,727)	158,201 (123,977)
		<b>30,310</b>	34,224

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For the year ended 31 December 2012  
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**18. INTERESTS IN SUBSIDIARIES (Cont'd)**

Amounts due from/to subsidiaries are unsecured, non-interest bearing and have no fixed repayment terms.

Particulars of the Company's principal subsidiaries are set out in note 31 to consolidated financial statements

**18. 於附屬公司之權益 (續)**

應收／應付附屬公司之款項為無抵押、免息及無固定還款期。

本公司主要附屬公司之詳情載於綜合財務報表附註31。

**19. TRADE AND OTHER RECEIVABLES****19. 貿易及其他應收賬款**

		The Group 本集團		The Company 本公司	
		2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Trade receivables	貿易應收賬款	1,367	–	–	–
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	14,466	8,121	–	46
		<b>15,833</b>	8,121	<b>–</b>	46

The credit terms granted by the Group to customers are determined on a case-by-case basis with reference to the size of service contracts, recurrent services provided to sales with the customers and their credit history. The Group makes provision for trade receivables based on specific review. Provision is made against trade receivables after considering the amount due, creditability of customers and other qualitative factors.

An ageing analysis of the trade receivables of the Group at the end of the reporting period is as follows:

本集團向客戶提供之信貸條款乃參考服務合約金額、向該等客戶持續提供之銷售服務及彼等之借貸歷史按個別情況釐定。本集團按個別情況就貿易應收賬款作出撥備。本集團會於考慮到期金額、客戶信譽及其他質量因素後對貿易應收賬款作出撥備。

本集團於報告期末之貿易應收賬款之賬齡分析如下：

		2012 二零一二年	2011 二零一一年
		HK\$'000 千港元	HK\$'000 千港元
0 to 30 days	0至30天	1,367	–
Total trade receivables	貿易應收賬款總額	<b>1,367</b>	–

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2012

截至二零一二年十二月三十一日止年度

**19. TRADE AND OTHER RECEIVABLES (Cont'd)**

The credit period of the Group's trade receivables ranges from 60 days to 90 days. For certain customers with long-estimated relationship and good past histories, a longer credit period may be granted.

No interest was charged on the trade receivables. The Group did not hold any collateral over these balances. The management of the Group monitors the recoverable amount of each individual trade debt and considers adequate impairment loss has been recognised for irrecoverable amount, if necessary. None of the trade receivable is either past due or impaired.

**20. CASH AND CASH EQUIVALENTS**

Bank balances comprise deposits with bank held by the Group with an original maturity of three months or less which are interest-bearing at prevailing saving deposits rates in the PRC is 0.35% (2011: 0.5%) per annum.

**21. TRADE AND OTHER PAYABLES**

		The Group 本集團		The Company 本公司	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Trade payables	貿易應付賬款	-	-	-	-
Accruals and other payables	預提費用及 其他應付賬款	40,049	36,172	2,636	4,758
		<b>40,049</b>	36,172	<b>2,636</b>	4,758

**19. 貿易及其他應收賬款(續)**

本集團之貿易應收賬款之信貸期介乎於60至90日。就若干預期維持長久關係及過往良好記錄之客戶而言，更長信貸期將獲批准。

該等貿易應收賬款乃不計息。本集團概無就該等結餘持有任何抵押品。本集團之管理層監察各項個別貿易債務之可收回金額，並認為已經就無法收回之金額確認足夠減值虧損(如需要)。概無貿易應收賬款到期或減值。

**20. 現金及現金等值物**

銀行結餘包括由本集團持有而原到期日為三個月或更短時間之銀行存款，其按中國現行儲蓄存款利率計息，年利率為0.35%(二零一一年：0.5%)。

**21. 貿易及其他應付賬款**

		The Group 本集團		The Company 本公司	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Trade payables	貿易應付賬款	-	-	-	-
Accruals and other payables	預提費用及 其他應付賬款	40,049	36,172	2,636	4,758
		<b>40,049</b>	36,172	<b>2,636</b>	4,758

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2012  
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## 22. CONVERTIBLE NOTES

### The Group and the Company

## 22. 可換股票據

### 本集團及本公司

		HK\$'000 千港元
At 1 January 2011	於二零一一年一月一日	73,541
Issue of shares upon conversion of convertible notes	於兌換可換股票據後發行股份	(17,537)
Imputed interest expense charged	估算利息開支	5,711
At 31 December 2011 and 1 January 2012	於二零一一年十二月三十一日及 二零一二年一月一日	61,715
Issue of shares upon conversion of convertible notes	於兌換可換股票據後發行股份	(66,247)
Imputed interest expense charged	估算利息開支	4,532
At 31 December 2012	於二零一二年十二月三十一日	-

Pursuant to the Note Instrument Agreements dated on 11 October 2010, the Company issued convertible notes at a nominal value of HK\$86,349,999 at zero coupon interest, of which the HK\$10,077,044 was issued to Lucky Peace Limited, a company wholly owed by the executive director of the Company, Mr. Qiu Yue and HK\$76,272,955 was issued to Asian Dynamics International Limited, a shareholder of the Company, for a term of two years.

The convertible notes holders may assign or transfer the whole or any part of the convertible notes to any party subject to the Company's approval. Meanwhile, the Company may at any time after the issue of the convertible notes up to and including the maturity date, redeem the outstanding principal amount of notes by payment of cash in amount equivalent to the outstanding principal amount.

The convertible notes holders may at any business day from the six months after the issuance of the convertible notes falling on the second anniversary from the date of issue of convertible notes convert the whole or any part of the convertible notes into ordinary shares of the Company of HK\$0.10 each at the conversion price of HK\$0.218 per conversion share.

根據日期為二零一零年十月十一日之票據文據協議，本公司發行了面值86,349,999港元之零息可換股票據，其中10,077,044港元之可換股票據發行予Lucky Peace Limited(本公司執行董事邱越先生全資擁有之公司)，另外76,272,955港元之可換股票據則發行予Asian Dynamics International Limited(本公司股東)，為期兩年。

可換股票據持有人可轉讓或轉移全部或部份可換股票據予任何人士，惟必須獲得本公司之批准方可作實。同時，本公司可於可換股票據發行日期後至到期日(直至及包括該日)止期內任何時間，透過支付相等於尚未兌換本金額之現金款項，贖回任何尚未兌換之票據本金額。

可換股票據持有人可於可換股票據發行後6個月之日起，至可換股票據發行日期起計第二個週年日止期內任何一個營業日，按兌換價每股兌換股份0.218港元，將所有或部份可換股票據兌換為本公司每股面值0.10港元之普通股。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2012  
截至二零一二年十二月三十一日止年度

**22. CONVERTIBLE NOTES (Cont'd)**

The convertible notes contain two components: liability and equity components. The fair values of the liability component of the convertible notes are measured using a market interest rate of approximately 9.503% for an equivalent non-convertible note. The remaining balance, representing the equity conversion component, is included in the equity under convertible notes reserve.

On 9 February 2011, a convertible notes holder converted the convertible notes in the principal amount of HK\$18,857,000 into 86,500,000 ordinary shares of the Company at the conversion price of HK\$0.218 per share.

On 24 June 2011, a convertible notes holder converted the convertible notes in the principal amount of HK\$1,475,860 into 6,770,000 ordinary shares of the Company at the conversion price of HK\$0.218 per share.

On 9 October 2012, convertible notes holders converted the convertible notes in the principal amount of HK\$66,017,139 into 302,830,911 ordinary shares of the Company at conversion price of HK\$0.218 per share.

Imputed interest on the convertible notes for the year ended 31 December 2012 is calculated using the effective interest method by applying the effective interest rate of 9.503% per annum.

**22. 可換股票據 (續)**

可換股票據包括兩個部份：負債部份及權益部份。可換股票據負債部份之公平值按同類不可換股票據之市場息率約9.503%計量。餘下部份（即權益轉換部份）入賬可換股票據儲備下之權益。

於二零一一年二月九日，一名可換股票據持有人按兌換價每股0.218港元把本金額18,857,000港元之可換股票據兌換為86,500,000股本公司普通股。

於二零一一年六月二十四日，一名可換股票據持有人按兌換價每股0.218港元把本金額1,475,860港元之可換股票據兌換為6,770,000股本公司普通股。

於二零一二年十月九日，可換股票據持有人將本金額為66,017,139港元可換股票據按每股0.218港元兌換價轉換為302,830,911股本公司普通股。

於截至二零一二年十二月三十一日止年度可換股票據估算利息乃採用實際利率法按實際年利率9.503%計算。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2012  
截至二零一二年十二月三十一日止年度

**23. DEFERRED TAX LIABILITIES**

The major deferred tax liabilities recognised and movements thereon during the current and prior years are summarised below:

**The Group**

		<b>本集團</b>		
		<b>Intangible assets</b>	<b>Convertible notes</b>	<b>Total</b>
		<b>無形資產</b>	<b>可換股票據</b>	<b>總計</b>
		<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>
		<b>千港元</b>	<b>千港元</b>	<b>千港元</b>
At 1 January 2011	於二零一一年一月一日	22,368	2,367	24,735
Credited to profit or loss	計入溢利或虧損	(12,204)	–	(12,204)
Recognised directly in equity	直接於權益中確認	–	(558)	(558)
At 31 December 2011 and at 1 January 2012	於二零一一年十二月三十一日及二零一二年一月一日	10,164	1,809	11,973
Credited to profit or loss	計入溢利或虧損	(3,949)	–	(3,949)
Recognised directly in equity	直接於權益中確認	–	(1,809)	(1,809)
As at 31 December 2012	於二零一二年十二月三十一日	6,215	–	(6,215)

**The Company****本公司**

		<b>Convertible notes</b>
		<b>可換股票據</b>
		<b>HK\$'000</b>
		<b>千港元</b>
At 1 January 2011	於二零一一年一月一日	2,367
Recognised directly in equity	直接於權益中確認	(558)
At 31 December 2011 and at 1 January 2012	於二零一一年十二月三十一日及二零一二年一月一日	1,809
Recognised directly in equity	直接於權益中確認	(1,809)
As at 31 December 2012	於二零一二年十二月三十一日	–

At the end of the reporting period, deferred tax asset has not been recognised in respect of the unused tax losses due to the unpredictability stream of future taxable profits that will be available against which the tax losses can be utilised.

於報告期末，由於未能預計可動用稅務虧損之未來應課稅溢利，故未就未動用稅項虧損確認遞延稅項資產。



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## 綜合財務報表附註

For the year ended 31 December 2012  
截至二零一二年十二月三十一日止年度

## 24. SHARE CAPITAL

## 24. 股本

		Number of shares 股份數量	Amount 金額 HK\$'000 千港元
Authorised (Ordinary shares of HK\$0.10 each):	法定股本(每股面值0.10港元之普通股):		
Balance at 1 January 2011, 31 December 2011, 1 January 2012 and 31 December 2012	於二零一一年一月一日、二零一一年 十二月三十一日、二零一二年一月一日 及二零一二年十二月三十一日之結餘	2,000,000,000	200,000
Issued and fully paid (Ordinary shares of HK\$0.10 each)	已發行及繳足股本(每股面值0.10港元 之普通股)		
Balance at 1 January 2011	於二零一一年一月一日之結餘	988,417,986	98,842
Issue of shares by conversion of convertible notes (note 1)	因兌換可換股票據而發行股份(附註1)	93,270,000	9,327
Issue of shares by exercise of share options (note 2)	因行使購股權而發行股份(附註2)	1,000,000	100
Balance at 31 December 2011 and at 1 January 2012	於二零一一年十二月三十一日及 二零一二年一月一日之結餘	1,082,687,986	108,269
Issue of shares by conversion of convertible notes (note 3)	因兌換可換股票據而發行股份 (附註3)	302,830,911	30,283
Balance at 31 December 2012	於二零一二年十二月三十一日之結餘	1,385,518,897	138,552

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2012

截至二零一二年十二月三十一日止年度

**24. SHARE CAPITAL (Cont'd)**

Notes:

- (1) On 9 February 2011, 86,500,000 ordinary shares with par value of HK\$0.10 each were issued at a conversion of the principal price of HK\$18,857,000 of the zero-coupon convertible notes issued by the Company on 11 October 2010 within 24 months maturity, at the conversion price of HK\$0.218 per ordinary share. The conversions gave rise to a credit to share capital of HK\$8,650,000 and the remaining balance of approximately HK\$10,706,000 was credited to share premium.

On 24 June 2011, 6,770,000 ordinary shares with par value of HK\$0.10 each were issued at a conversion of the principal price of HK\$1,475,860 of the zero-coupon convertible notes issued by the Company on 11 October 2010 within 24 months maturity, at the conversion price of HK\$0.218 per ordinary share. The conversions gave rise to a credit to share capital of HK\$677,000 and the remaining balance of approximately HK\$883,000 was credited to share premium.

- (2) On 24 June 2011, 1,000,000 ordinary shares with par value of HK\$0.10 each were issued as a result of an exercise of share options granted by the Company under a specific mandate on 5 September 2007 at a consideration of HK\$275,000 at the exercise price of HK\$0.275 per share, of which HK\$175,000 was credited to share premium.
- (3) On 9 October 2012, 302,830,911 ordinary shares with par value of HK\$0.10 each were issued as a result of the exercise of the convertible notes holders with a principal amount of HK\$66,017,139 convertible notes issued by the Company on 11 October 2010 within 24 months maturity, at the conversion price of HK\$0.218 per ordinary share. The conversions gave rise to a credit to share capital of HK\$30,283,091 and the remaining balance of approximately HK\$46,931,000 was credited to share premium.

**24. 股本(續)**

附註：

- (1) 於二零一一年二月九日，於兌換本公司於二零一零年十月十一日發行之零息可換股票據(於二十四個月內到期)之本金18,857,000港元時，發行每股面值0.10港元之86,500,000股普通股，兌換價為每股普通股0.218港元。該等兌換產生股本進賬8,650,000港元，且餘下結餘約10,706,000港元已計入股份溢價。

於二零一一年六月二十四日，於兌換本公司於二零一零年十月十一日發行之零息可換股票據(於二十四個月內到期)之本金1,475,860港元時，發行每股面值0.10港元之6,770,000股普通股，兌換價為每股普通股0.218港元。該等兌換產生股本進賬677,000港元，且餘下結餘約883,000港元已計入股份溢價。

- (2) 於二零一一年六月二十四日，因購股權持有人按每股行使價0.275港元行使本公司根據二零零七年九月五日作出之特別授權而授出之購股權，故此本公司發行1,000,000股每股面值0.10港元之普通股，代價為275,000港元，其中175,000港元已計入股份溢價。
- (3) 於二零一二年十月九日，因可換股票據持有人行使本公司於二零一零年十月十一日發行本金額為66,017,139港元之可換股票據(於二十四個月內到期)，發行每股面值0.10港元之302,830,911股普通股，兌換價為每股普通股0.218港元。該等兌換產生股本進賬30,283,091港元，且餘下結餘約46,931,000港元已計入股份溢價。

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## 綜合財務報表附註

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25. RESERVES  
The Group25. 儲備  
本集團

		Share premium 股份溢價 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Translation reserve 匯兌儲備 HK\$'000 千港元	Convertible notes reserve 可換股 票據儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2011	於二零一一年一月一日	124,060	26,020	(3,456)	11,979	(378,075)	(219,472)
Profit for the year	本年度溢利	-	-	-	-	846	846
Exchange difference arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	2,274	-	-	2,274
Total comprehensive income for the year	本年度全面收益總額	-	-	2,274	-	846	3,120
Issue of shares by exercise of share options	因行使購股權而發行股份	175	-	-	-	-	175
Cost on issue of shares	發行股份成本	(34)	-	-	-	-	(34)
Issue of shares upon conversion of convertible notes	於兌換可換股票據後發行股份	11,589	-	-	(3,379)	-	8,210
Deferred tax liabilities of convertible notes	可換股票據之遞延稅項負債	-	-	-	558	-	558
		11,730	-	-	(2,821)	-	8,909
At 31 December 2011 and at 1 January 2012	於二零一一年十二月三十一日及二零一二年一月一日	135,790	26,020	(1,182)	9,158	(377,229)	(207,443)
Loss for the year	本年度虧損	-	-	-	-	(13,687)	(13,687)
Exchange difference arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	(139)	-	-	(139)
Total comprehensive loss for the year	本年度全面虧損總額	-	-	(139)	-	(13,687)	(13,826)
Issue of shares upon conversion of convertible notes	於兌換可換股票據後發行股份	46,931	-	-	(10,967)	-	35,964
Deferred tax liabilities of convertible notes	可換股票據之遞延稅項負債	-	-	-	1,809	-	1,809
<b>At 31 December 2012</b>	<b>於二零一二年十二月三十一日</b>	<b>182,721</b>	<b>26,020</b>	<b>(1,321)</b>	<b>-</b>	<b>(390,916)</b>	<b>(183,496)</b>

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**25. RESERVES (Cont'd)**  
**The Company**

**25. 儲備 (續)**  
**本公司**

		Share premium	Contributed surplus	Convertible notes reserve	Accumulated losses	Total
		股份溢價	實繳盈餘	可換股票據儲備	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
At 1 January 2011	於二零一一年一月一日	124,060	13,882	11,979	(318,567)	(168,646)
Loss for the year	本年度虧損	-	-	-	(8,590)	(8,590)
Issue of shares by exercise of share options	因行使購股權而發行股份	175	-	-	-	175
Cost on issue of shares	發行股份成本	(34)	-	-	-	(34)
Issue of shares upon conversion of convertible notes	於兌換可換股票據後發行股份	11,589	-	(3,379)	-	8,210
Deferred tax liabilities of convertible notes	可換股票據之遞延稅項負債	-	-	558	-	558
At 31 December 2011 and at 1 January 2012	於二零一一年十二月三十一日 及二零一二年一月一日	135,790	13,882	9,158	(327,157)	(168,327)
Loss for the year	本年度虧損	-	-	-	(6,387)	(6,387)
Issue of shares upon conversion of convertible notes	於兌換可換股票據後發行股份	46,931	-	(10,967)	-	35,964
Deferred tax liabilities of convertible notes	可換股票據之遞延稅項負債	-	-	1,809	-	1,809
<b>At 31 December 2012</b>	<b>於二零一二年十二月三十一日</b>	<b>182,721</b>	<b>13,882</b>	<b>-</b>	<b>(333,544)</b>	<b>(136,941)</b>

The contributed surplus of the Company represents the difference between the nominal value of the ordinary shares issued by the Company and the net asset value of a subsidiary acquired through an exchange of shares as at the date of the group reorganisation.

本公司之實繳盈餘指本公司已發行普通股之面值與於集團重組當日透過交換股份收購之附屬公司之資產淨值之差額。

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## 綜合財務報表附註

For the year ended 31 December 2012  
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Under the Companies Law (Revised) of the Cayman Islands, share premium, capital redemption reserve and contributed surplus are distributable to shareholders, subject to the condition that the Company cannot declare or pay a dividend, or make a distribution out of share premium, capital redemption reserve and contributed surplus if:

- (i) it is, or after the payment be, unable to pay its liabilities as they become due; or
- (ii) the realisable value of its assets would be thereby less than the aggregate of its liabilities and its issued share capital account.

The capital reserve of the Group represents the difference between the nominal value of the ordinary shares issued by the Company and the aggregate of the share capital and share premium of subsidiaries acquired through an exchange of shares as at the date of the group reorganisation and the waive of loans by a related party on 1 February 2004.

The translation reserve comprises all foreign exchange differences arising on translation of the financial statements of foreign operations and is dealt with in accordance with the accounting policies set out in note 3(p).

The convertible notes reserve represents the equity component of outstanding convertible notes issued by the Company recognised in accordance with the accounting policy adopted for convertible notes in note 3(h).

At the end of the reporting period, in the opinion of the directors of the Company, the Company did not have any reserves available for distribution to shareholders of the Company (2011: Nil).

**26. SHARE OPTIONS**

The Company does not currently have any employee share option scheme in effect.

**25. 儲備(續)**

根據開曼群島公司法(修訂本), 股份溢價、資本贖回儲備及實繳盈餘可供分派予股東, 惟於下列情況下, 本公司不得宣派或派付股息, 或以股份溢價、資本贖回儲備及實繳盈餘作出分派:

- (i) 現時或於分派後無法償還到期負債; 或
- (ii) 其資產之可變現價值因而減至低於其負債與已發行股本賬之總額。

本集團之資本儲備乃指本公司已發行普通股之面值與於集團重組當日透過股份交換收購附屬公司之股本及股份溢價總額, 以及關連人士於二零零四年二月一日豁免貸款之差額。

換算儲備包括所有因換算海外業務之財務報表所產生之匯兌差額, 並且根據附註3(p)所載列之會計政策處理。

可換股票據儲備為根據附註3(h)所載就可換股票據採納之會計政策確認本公司所發行並未獲兌換之可換股票據權益部份。

於報告期末, 本公司董事認為, 本公司並無任何可供分派予本公司股東之儲備(二零一一年: 無)。

**26. 購股權**

本公司目前並無有效之員工購股權計劃。

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**27. MATERIAL RELATED PARTY TRANSACTIONS**

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. Details of transactions between the Group and other related parties are as follows:

- (i) Amount due to a director, Xie Xuan, of approximately HK\$5,813,000 (2011: HK\$5,276,000) is unsecured, non-interest bearing and is not due for repayment within the next twelve months.
- (ii) Amount due to immediate holding company, Asian Dynamics International Limited of approximately HK\$25,859,000 (2011: HK\$21,411,000) is unsecured, bearing interest at the annual rate of 5% and is not due for repayment within the next twelve months.

Interest paid and payable to the immediate holding company for the year amounted to approximately HK\$1,130,000 (2011: HK\$1,024,000).

- (iii) During the year, the Group charged consultancy service income of approximately HK\$3,691,000 (2011: Nil) to 廣州中懋廣告有限公司, a company controlled by Mr. Qiu Yue, the director of the Company. The amount of HK\$746,000 (2011: Nil) was unsettled at 31 December 2012 and included in trade receivables.

In last year, the Group received advertising service income of approximately HK\$5,515,000 from 廣州中懋廣告有限公司, a company controlled by Mr. Qiu Yue, the director of the Company. These transactions were carried out on normal commercial terms and with reference to prevailing market price. The amount of HK\$1,470,000 was unsettled at 31 December 2012 and included in prepayments, deposits and other receivables.

**27. 重大關連人士交易**

本公司與其附屬公司(為本公司之關連人士)之結餘及交易已於綜合賬目時予以撇銷,故未於本附註內披露。本集團與其他關連人士之交易詳情披露如下:

- (i) 應付董事謝暄之款項約為5,813,000港元(二零一一年: 5,276,000港元)乃無抵押、免息及毋需於未來12個月內償還。
- (ii) 應付直接控股公司Asian Dynamics International Limited款項約為25,859,000港元(二零一一年: 21,411,000港元)乃無抵押、按年率5%計息及毋需於未來12個月內償還。

年內,已付及應付直接控股公司之利息約為1,130,000港元(二零一一年: 1,024,000港元)。

- (iii) 年內,本集團向本公司董事邱越先生所控制之公司廣州中懋廣告有限公司收取諮詢服務收入約3,691,000港元(二零一一年: 零)。於二零一二年十二月三十一日,746,000港元(二零一一年: 零)尚未結清並計入貿易應收賬款。

本過往年度內,本公司已自廣州中懋廣告有限公司(一家由本公司董事邱越先生控制之公司)收到廣告服務收入約5,515,000港元。該等交易乃按一般商業條款並經參考現行市價進行。於二零一二年十二月三十一日,1,470,000港元尚未結清並計入預付款項、按金及其他應收款項。

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## 27. MATERIAL RELATED PARTY TRANSACTIONS

(Cont'd)

- (iv) The Group entered into cooperation agreement with Guangdong Yingxin Xinxi Investment Limited, a company controlled by Mr. Chu Yat Hong. Pursuant to the agreement, both parties agreed to operate and develop the business of the internet protocol television services and the Group entitled 40% of the profit. During the year, the share of profit amounted to approximately HK\$1,030,000 (2011: HK\$1,204,000). The amount of approximately HK\$826,000 (2011: HK\$124,000) was unsettled at 31 December 2012 and included in prepayments, deposits and other receivables.

During the year, the Group made provision for guarantee income of HK\$4,000,000 (2011: Nil) to Guangdong Yingxin Xinxi Investment Limited in respect of internet protocol television services.

Included in prepayment, deposits and other receivables was an amount of approximately HK\$2,577,000 (2011: HK\$2,837,000) due from Guangdong Yingxin Xinxi Investment Limited. Mr. Chu Yat Hong is a substantial shareholder of the Company and he has also been a director of the Company since 22 November 2012.

- (v) The remuneration of directors and other members of key management during the year is as follows:

## 27. 重大關連人士交易(續)

- (iv) 本集團與朱一航先生所控制之公司廣東盈信資訊投資有限公司訂立合作協議。根據該協議，雙方同意運營及開發及互聯網電視服務，以及本集團享有40%溢利。年內，分享溢利約1,030,000港元(二零一一年：1,204,000港元)。於二零一二年十二月三十一日，約826,000港元(二零一一年：124,000港元)尚未結清並計入預付款項、按金及其他應收款項。

於年內，本集團就互聯網電視服務向廣東盈信資訊投資有限公司作出之擔保收入撥備款項達4,000,000港元(二零一一年：無)。

預付款項、按金及其他應收款項包括應收廣東盈信資訊投資有限公司款項約2,577,000港元(二零一一年：2,837,000港元)。朱一航先生為本公司主要股東，且自二零一二年十一月二十二日起為本公司之董事。

- (v) 各董事及主要管理人員於年內之薪酬如下：

		<b>The Group</b>	
		<b>本集團</b>	
		<b>2012</b>	2011
		<b>二零一二年</b>	二零一一年
		<b>HK\$'000</b>	HK\$'000
		<b>千港元</b>	千港元
Short-term benefits	短期福利	<b>996</b>	1,443
Post-employment benefit	僱用後福利	-	23
		<b>996</b>	1,466

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

各董事及主要管理人員之薪酬乃由薪酬委員會經考慮各人之表現及市場趨勢後釐定。

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**28. COMMITMENTS****Operating lease commitments**

At the end of the reporting period, the Group had future aggregate minimum lease payments under non-cancellable operating leases as follows:

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Within one year	一年內	-	225
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	-	80
		-	305

**28. 承擔****經營租賃承擔**

於報告期末，本集團根據不可撤銷經營租賃須於日後支付之最低租賃款項總額如下：

**29. FINANCIAL INSTRUMENTS****(a) Categories of financial instruments****29. 財務工具****(a) 財務工具之類別**

		The Group 本集團	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
<b>Financial assets</b>	<b>財務資產</b>		
Loans and receivables (including cash and cash equivalent)	貸款及應收賬款 (包括現金及現金等值物)		
Trade and other receivables	貿易及其他應收賬款	15,833	8,121
Cash and bank balances	現金及銀行結餘	46	655
		15,879	8,776
<b>Financial liabilities</b>	<b>財務負債</b>		
Trade and other payables	貿易及其他應付賬款	40,049	36,172
Amount due to a director	應付一名董事款項	5,813	5,276
Amount due to immediate holding company	應付直接控股公司款項	25,859	21,411
Convertible notes	可換股票據	-	61,715
		71,721	124,574



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## 29. FINANCIAL INSTRUMENTS (Cont'd)

## (a) Categories of financial instruments (Cont'd)

## 29. 財務工具(續)

## (a) 財務工具之類別(續)

		The Company 本公司	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
<b>Financial assets</b>	<b>財務資產</b>		
Loans and receivables (including cash and cash equivalents)	貸款及應收賬款 (包括現金及現金等值物)		
Trade and other receivables	貿易及其他應收賬款	-	46
Amounts due from subsidiaries	應收附屬公司款項	<b>30,310</b>	34,224
		<b>30,310</b>	34,270
<b>Financial liabilities</b>	<b>財務負債</b>		
Trade and other payables	貿易及其他應付賬款	<b>2,636</b>	4,758
Amount due to a director	應付一名董事款項	<b>46</b>	46
Amounts due to subsidiaries	應付附屬公司款項	<b>139</b>	4,103
Amount due to immediate holding company	應付直接控股公司款項	<b>25,878</b>	21,897
Convertible notes	可換股票據	-	61,715
		<b>28,699</b>	92,519

## (b) Financial risk management and policies

The Group's major financial instruments include trade and other receivables, cash and bank balances, trade and other payables, amount due to a director, amount due to immediate holding company and convertible notes. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

## (b) 財務風險管理及政策

本集團之主要財務工具包括貿易及其他應收賬款、現金及銀行結餘、貿易及其他應付賬款、應付董事款項、應付直接控股公司款項及可換股票據。此等財務工具之詳情已於相關附註披露。下文載列此等財務工具之相關風險，包括市場風險(貨幣風險及利率風險)、信貸風險及流動資金風險，以及如何減輕這些風險之政策。管理層管控所面對之風險，確保適時有效地實行適當措施。

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**29. FINANCIAL INSTRUMENTS (Cont'd)****(b) Financial risk management and policies (Cont'd)****(i) Market risk***Foreign currency risk*

Several subsidiaries of the Group have foreign currency turnover and cost of services and certain trade receivables, bank deposits and trade and other payables are denominated in foreign currencies and thus expose the Group to foreign currency risk. The management continuously monitors the foreign exchange exposure and will consider hedging foreign currency risk should the need arise.

The carrying amounts of the Group's significant foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

**29. 財務工具(續)****(b) 財務風險管理及政策(續)****(i) 市場風險***外幣風險*

本集團若干附屬公司以外幣結算營業額及服務成本，而若干貿易應收賬款、銀行透支及貿易及其他應付賬款乃以外幣計值，以致本集團須面對外幣風險。管理層密切注視匯兌風險，並會於需要時考慮對沖外幣風險。

本集團之重大外幣貨幣資產及貨幣負債於報告期末之賬面值如下：

		Assets 資產		Liabilities 負債	
		2012	2011	2012	2011
		二零一二年	二零一一年	二零一二年	二零一一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Renminbi	人民幣	7,381	5,311	26,891	30,696

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## 29. FINANCIAL INSTRUMENTS (Cont'd)

## (b) Financial risk management and policies

(Cont'd)

## (i) Market risk (Cont'd)

## Sensitivity analysis

The Group is mainly exposed to the effect of fluctuation in Renminbi. The following table details the Group's sensitivity to a 5% increase and decrease in the functional currency exchange rates of the Company against the Renminbi. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes outstanding foreign currency denominated monetary items and adjusts their translation at the year end for a 5% change in foreign currency exchange rates. A positive number below indicates a decrease in loss for the year where the functional currency of the Group strengthen 5% against Renminbi. For a 5% weakening of the functional currency of the Group against the Renminbi, there would be an equal and opposite impact on the loss, and the balances below would be negative.

## 29. 財務工具(續)

## (b) 財務風險管理及政策(續)

## (i) 市場風險(續)

## 敏感度分析

本集團主要面對人民幣波動影響之風險。下表詳列本集團於公司之功能貨幣兌人民幣之匯率上升及下跌5%之敏感度分析。5%是向主要管理人員進行外幣風險之內部匯報時採用之敏感度比率，代表管理層對外幣匯率於合理範圍內之可能變動之評估。敏感度分析包括未償還並且以外幣計值之貨幣項目，並且按外幣匯率之5%變動而調節有關項目之年結時之換算。下列正數表示本集團之功能貨幣兌人民幣升值5%時，年度虧損之減少。若本集團之功能貨幣兌人民幣貶值5%，則會對虧損產生等額但相反之影響，而下列結餘將會是負數。

		Effect on loss for the year and accumulated losses 對年內虧損及累計虧損 之影響		Effect on equity 對權益之影響	
		2012	2011	2012	2011
		二零一二年	二零一一年	二零一二年	二零一一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Renminbi	人民幣	976	1,269	976	1,269

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**29. FINANCIAL INSTRUMENTS (Cont'd)****(b) Financial risk management and policies (Cont'd)****(i) Market risk (Cont'd)***Interest rate risks*

The Group's fair value interest rate risk relates primarily to fixed rate borrowings from immediate holding company (see note 27). The Group's cash flow interest rate risk relates primarily to bank balances (see note 20). The management considers the Group's exposure of the bank balances to interest rate risk is not significant as they have a short maturity period.

**(ii) Credit risk management**

As at 31 December 2012, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to perform an obligation by the counterparties, is the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

**29. 財務工具 (續)****(b) 財務風險管理及政策 (續)****(i) 市場風險 (續)***利率風險*

本集團之公平值利率風險主要與來自直接控股公司之固定利率借貸有關(見附註27)。本集團之現金流利率風險主要指銀行結餘(見附註20)。管理層認為，由於銀行結餘之到期時間短，故本集團面對銀行結餘之利率風險不大。

**(ii) 信貸風險管理**

於二零一二年十二月三十一日，倘若交易對手未能履行自身責任而將會對本集團造成財務損失之最高信貸風險，為綜合財務狀況表中相關之已確認財務資產之賬面值。

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## 綜合財務報表附註

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**29. FINANCIAL INSTRUMENTS (Cont'd)****(b) Financial risk management and policies (Cont'd)****(ii) Credit risk management (Cont'd)**

In order to minimise the credit risk in relation to trade receivables, the management has strengthened the credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the management reviews the recoverable amount of each individual trade debt at each reporting date to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the management considers that the Groups credit risk is significantly reduced.

The credit risk on liquid funds is limited because the majority of the counterparties are reputable banks or banks with high credit ratings assigned by international credit-rating agencies.

**(iii) Liquidity risk management**

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The Group relies on issuing of shares and borrowings from related parties as a significant sources of funding.

**29. 財務工具 (續)****(b) 財務風險管理及政策 (續)****(ii) 信貸風險管理 (續)**

為了盡量減低應收貿易賬款之信貸風險，管理層已加強信貸限額、信貸審批及其他監察程序，確保會採取跟進行動收回逾期未還債務。此外，管理層審視每筆個別之貿易債務於報告期末之可收回金額，確保就未能收回之款項作出足夠之減值虧損撥備。就此而言，管理層董事認為本集團之信貸風險已大為減輕。

流動資金之信貸風險有限，此乃由於交易對手主要是獲國際信貸評級機構給予高評級並且具信譽之銀行。

**(iii) 流動資金風險管理**

本集團管理流動資金風險時，會監察現金及現金等值物之水平，將其保持在管理層認為合適之水平，以撥付本公司之營運所需，減少現金流波動之影響。發行股份及來自關連人士之借貸是本集團之主要資金來源。

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## 綜合財務報表附註

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## 29. FINANCIAL INSTRUMENTS (Cont'd)

## (b) Financial risk management and policies

(Cont'd)

## (iii) Liquidity risk management (Cont'd)

The following tables detail the Group and the Company's remaining contractual maturity for its financial liabilities which are based on the undiscounted cash flows of financial liabilities and the earliest date on which the Group and the Company can be required to pay.

## The Group

2012	二零一二年	On demand	More than	More than	Total	Total
		or less than	3 months		undiscounted	
		3 months	but less	1 year	cash flows	amount at
		按要求或	三個月以上	超過一年	未貼現	賬面總值
		少於3個月	但少於一年		現金流總額	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Trade and other payables	貿易及其他應付賬款	40,049	-	-	40,049	40,049
Amount due to a director	應付一名董事款項	-	-	5,813	5,813	5,813
Amount due to immediate holding company	應付直接控股公司款項	-	-	25,859	25,859	25,859
		40,049	-	31,672	71,721	71,721
2011	二零一一年					
Trade and other payables	貿易及其他應付賬款	36,172	-	-	36,172	36,172
Amount due to a director	應付一名董事款項	-	-	5,276	5,276	5,276
Amount due to immediate holding company	應付直接控股公司款項	-	-	21,411	21,411	21,411
Convertible notes	可換股票據	-	61,715	-	61,715	61,715
		36,172	61,715	26,687	124,574	124,574

## 29. 財務工具(續)

## (b) 財務風險管理及政策(續)

## (iii) 流動資金風險管理(續)

下表詳列本集團及本公司之財務負債之餘下合約到期情況，其基於本集團及本公司可被要求還款之最早日期而計算之財務負債未貼現現金流。

## 本集團

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## 29. FINANCIAL INSTRUMENTS (Cont'd)

## (b) Financial risk management and policies

(Cont'd)

## (iii) Liquidity risk management (Cont'd)

## The Company

		On demand or less than 3 months 按要求或 少於3個月 HK\$'000 千港元	More than 3 months but less than 1 year 三個月以上 但少於一年 HK\$'000 千港元	More than 1 year 超過一年 HK\$'000 千港元	Total undiscounted cash flows 未貼現 現金流總額 HK\$'000 千港元	Total carrying amount 賬面總值 HK\$'000 千港元
At 31 December 2012	二零一二年十二月三十一日					
Trade and other payables	貿易及其他應付賬款	2,636	-	-	2,636	2,636
Amount due to a director	應付一名董事款項	-	-	46	46	46
Amounts due to subsidiaries	應付附屬公司款項	139	-	-	139	139
Amount due to immediate holding company	應付直接控股公司款項	-	-	25,878	25,878	25,878
At 31 December 2011	二零一一年十二月三十一日	2,775	-	25,924	28,699	28,699
Trade and other payables	貿易及其他應付賬款	4,758	-	-	4,758	4,758
Amount due to a director	應付一名董事款項	-	-	46	46	46
Amounts due to subsidiaries	應付附屬公司款項	4,103	-	-	4,103	4,103
Amount due to immediate holding company	應付直接控股公司款項	-	-	21,897	21,897	21,897
Convertible notes	可換股票據	-	61,715	-	61,715	61,715
		8,861	61,715	21,943	92,519	92,519

## 29. 財務工具(續)

## (b) 財務風險管理及政策(續)

## (iii) 流動資金風險管理(續)

## 本公司

## (c) Fair value

The fair values of financial assets and financial liabilities are determined as follows:

- The fair values of financial assets and financial liabilities with standard terms and conditions and traded in active markets are determined with reference to the quoted market bid and ask prices respectively; and
- The fair values of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions.

## (c) 公平值

財務資產及財務負債之公平值按下列基準釐定：

- 具有標準條款及條件並在活躍市場買賣之財務資產及財務負債之公平值乃分別參考所報之市場買入價及賣出價後釐定；及
- 其他財務資產及財務負債之公平值根據普遍接納之定價模式釐定。該等定價模式基於目前察覺到之市場交易價格而貼現之現金流分析。

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**29. FINANCIAL INSTRUMENTS (Cont'd)****(c) Fair value (Cont'd)**

Except as detailed in the following table, the directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values:

**29. 財務工具 (續)****(c) 公平值 (續)**

除下表詳述者外，董事認為於財務報表中按攤銷成本入賬之財務資產及財務負債之賬面值與其公平值相若：

	2012		2011	
	二零一二年		二零一一年	
	Carrying amount	Fair value	Carrying amount	Fair value
	賬面值	公平值	賬面值	公平值
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
<b>Financial liabilities</b> <b>財務負債</b>				
Convertible notes (Note) 可換股票據 (附註)	-	-	61,715	57,001

Note: The fair value of the liability component of convertible notes was calculated by using effective interest rate of 20.7% per annum with reference to the Hong Kong Exchange Fund note and credit risk margin.

附註：可換股票據負債部份之公平值乃使用實際年利率20.7%，並經參考香港外匯基金票據及信貸風險利率而計算。

**30. CAPITAL MANAGEMENT**

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the directors of the Company may adjust the dividend payment to shareholders, return capital to shareholders and issue of new shares. No changes were made in the objectives, policies or processes during the years ended 31 December 2012 and 2011.

**30. 資本管理**

本集團管理其資本架構，並因應經濟狀況之變動對資本架構作出調整。為維持或調整資本結構，本公司董事或會調節支付予股東之股息數目、退還股東資本及發行新股份。於截至二零一二年及二零一一年十二月三十一日止年度內，有關目標、政策或程序維持不變。



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## 綜合財務報表附註

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**30. CAPITAL MANAGEMENT (Cont'd)**

The Group monitors capital using a gearing ratio, which is net debt divided by the total capital plus net debt. Net debt includes trade and other payables, loan from third party and shareholders, less cash and cash equivalents. Capital includes equity attributable to the owners of the Company. The gearing ratios as at the end of the reporting period are as follows:

**30. 資本管理(續)**

本集團利用資產負債比率來監察資本情況，即負債淨額除以總資本加負債淨額。負債淨額包括貿易及其他應付賬款、第三者及股東貸款，減現金及現金等值物。資本包括本公司擁有人應佔權益。於報告期末之資產負債比率如下：

		<b>The Group</b>	
		<b>本集團</b>	
		<b>2012</b>	2011
		<b>二零一二年</b>	二零一一年
		<b>HK\$'000</b>	HK\$'000
		<b>千港元</b>	千港元
Trade and other payables	貿易及其他應付賬款	<b>40,049</b>	36,172
Amount due to a director	應付一名董事款項	<b>5,813</b>	5,276
Amount due to immediate holding company	應付直接控股公司款項	<b>25,859</b>	21,411
Convertible notes	可換股票據	-	61,715
Less: Cash and cash equivalents	減：現金及現金等值物	<b>(46)</b>	(655)
Net debt	負債淨額	<b>71,675</b>	123,919
Equity attributable to:	下列人士應佔權益：		
— owners of the company	— 本公司擁有人	<b>(44,944)</b>	(99,174)
— non-controlling interests	— 非控股權益	<b>6,858</b>	11,948
Total deficit	總赤字	<b>(38,086)</b>	(87,226)
Capital and net debt	資本及負債淨額	<b>33,589</b>	36,693
Gearing ratio	資產負債比率	<b>213.39%</b>	337.72%

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## 31. PRINCIPAL SUBSIDIARIES

Particulars of the subsidiaries of the Company at 31 December 2012 and 2011 are as follows:

## 31. 主要附屬公司

於二零一二年及二零一一年十二月三十一日，本公司之附屬公司詳情如下：

Name 名稱	Place of incorporation/ operation 註冊成立/經營地點	Form of legal entity 法人實體形式	Issued and fully paid share capital/ registered capital 已發行及 註冊資本	Proportion of interest held by the Company 本公司持有 之權益比例		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Asian Information Resources (BVI) Limited	The British Virgin Islands 英屬處女群島	International business company 國際商業公司	US\$200 200美元	100%	–	Investment holding 投資控股
Asian Information Resources Limited 亞洲訊息有限公司	Hong Kong 香港	Limited liability 有限公司	HK\$11,228,290 11,228,290港元	–	100%	Investment holding 投資控股
Asian Information Resources Finance Limited	Hong Kong 香港	Limited liability 有限公司	HK\$2 2港元	–	100%	Provision of treasure functions to group companies 為集團公司提供庫務服務
Asian Information Resources Investment Limited	Hong Kong 香港	Limited liability 有限公司	HK\$2 2港元	–	100%	Provision of administration services to group companies 為集團公司提供行政服務
Asian Information Resources Marketing Limited	Hong Kong 香港	Limited liability 有限公司	HK\$10,000 10,000港元	–	100%	Provision of administration services to group companies 為集團公司提供行政服務
Biztech Company Limited (博慧科技有限公司)	Hong Kong 香港	Limited liability 有限公司	HK\$100,000 10,000港元	–	100%	Investment holding 投資控股
Vega International Group Ltd.	The British Virgin Islands 英屬處女群島	International business company 國際商業公司	US\$5 5美元	100%	–	Investment holding 投資控股
Guangzhou Vega Investment Consulting Co. Ltd. (廣州維嘉投資顧問有限公司)	The PRC 中國	Limited liability 有限公司	RMB10,000,000 人民幣 10,000,000元	–	100%	Provision of corporate finance and management consultancy services 提供企業融資及管理諮詢服務
Guangzhou Wavcom Communications and Advertising Limited (廣州濤視傳播廣告有限公司)	The PRC 中國	Limited liability 有限公司	RMB500,000 人民幣 500,000元	–	100%	Investment holding and provision of advertising services 投資控股及提供廣告服務
South Pearl Limited (廣州南方明珠網絡科技有限公司)	The PRC 中國	Limited liability 有限公司	RMB20,000,000 人民幣 20,000,000元	–	55%	Provision of internal protocol television service 提供互聯網電視服務

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**32. COMPARATIVE AMOUNTS**

Comparative amounts were audited by another auditors and have been reclassified to conform with current year's presentation.

**33. EVENTS AFTER THE REPORTING PERIOD**

- (a) On 16 November 2012, the Company and the Placing Agent entered into the Placing Agreement pursuant to which the Placing Agent agreed to place, on a best effort basis, to not less than six independent Placees for up to 100,000,000 new shares at a price of HK\$0.65 per Placing Share.

The maximum under of 100,000,000 Placing Shares represents approximately 7.2% of the entire issued share capital of the Company of 1,385,518,897 shares as at 31 December 2012 and approximately 6.7% of the Company's entire issued share capital as enlarged by the Placing Shares. The net proceeds from the Placing of approximately HK\$62,225,000 (after all relevant expenses) will be used for general working capital and for future potential acquisitions of the Group.

On 28 January 2013, a total of 100,000,000 Placing Shares were successfully placed by the Placing Agent to not less than six independent Placees at the Placing Price of HK\$0.65 per Placing Share. Further details are set out in the Company's announcements detail 16 November 2012 and 28 January 2013.

**32. 比較數字**

另一名核數師已審核比較數字並已重新分類以符合本年度呈列。

**33. 報告期後發生的事項**

- (a) 於二零一二年十一月十六日，本公司與配售代理訂立配售協議，據此，配售代理按竭誠基準同意以配售價，每配售股0.65港元，配售最多100,000,000股新股份予不少於六名承配人。

配售股份之最高數目為100,000,000股，相當於本公司於二零一二年十二月三十一日之現有已發行股本1,385,518,897股約7.2%，以及本公司經配售股份擴大之全部已發行股本約6.7%。配售之所得款項淨額約62,225,000港元（經扣除所有相關開支），將用作本集團一般營運資金及未來潛在可收購之業務。

於二零一三年一月二十八日，配售代理已成功將合計100,000,000股配售股份按配售價每配售股份0.65港元配售予不少於六名獨立承配人。有關詳情載於本公司日期為二零一二年十一月十六日及二零一三年一月二十八日之公告。

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**33. EVENTS AFTER THE REPORTING PERIOD***(Cont'd)*

- (b) On 31 December 2012, the Company, Biztech Company Limited, an indirect wholly-owned subsidiary of the Company, (the “Subsidiary”) and Guangdong Zhicheng Weiye Investment Limited, a connected party, (“Guangdong Zhicheng”) entered into the Management Agreement pursuant to which the Subsidiary agreed to provide management service (through Guangzhou Wavecom Communications and Advertising Limited (“Guangzhou Wavecom”), a wholly-owned subsidiary of the Subsidiary) to Guangdong Yingxin Xinxi Investment Limited, a wholly-owned subsidiary of Guangdong Zhicheng, (“Guangdong Yingxin”) for a term from the date of approval of the Management Agreement at Extraordinary General Meeting (“EGM”) to 31 December 2014 and Guangzhou Wavecom would receive all the net profit after taxation of Guangdong Yingxin as management fee. The Company will procure the transfer of 9% equity interests in the Subsidiary to Guangdong Zhicheng (or its nominees) as consideration.

The Management Agreement is conditional on (i) the passing of the relevant resolutions at EGM by Independent Shareholders for approving the Management Agreement and the transactions contemplated thereunder; and (ii) all necessary licenses, consents, approvals, authorisations, permits, orders, and waivers in connection with the entering into and performance of the Management Agreement and transactions contemplated thereunder having been obtained from the relevant government authorities or any other statutory and regulatory authorities (if applicable). Further details are set out in the Company’s circular dated 22 January 2013.

The Management Agreement and the transactions contemplated thereunder were approved by Independent Shareholders at EGM held on 18 February 2013. If the second condition cannot be satisfied by 31 March 2013 or such later day as agreed between the parties to the Management Agreement, the Management Agreement will be lapsed and terminated.

**33. 報告期後發生的事項(續)**

- (b) 於二零一二年十二月三十一日，本公司、本公司之間接全資附屬公司博慧科技有限公司(「該附屬公司」)與關連方廣東至誠偉業投資有限公司(「廣東至誠」)訂立管理協議，據此，該附屬同意透過該附屬公司之全資附屬公司廣州濤視傳播廣告有限公司(「廣州濤視」)向廣東至誠之全資附屬公司廣東盈信資訊投資有限公司(「廣東盈信」)提供管理服務，期限為自管理協議於股東特別大會(「股東特別大會」)批准日期起至二零一四年十二月三十一日止，而廣州濤視將向廣東盈信收取全部稅後純利作為管理費。本公司將促成將該附屬公司之9%股本權益轉讓予廣東至誠(或其代名人)，作為代價。

管理協議須待下列條件達成後方可作實：(i)獨立股東於股東特別大會上通過有關批准管理協議及其項下擬進行之交易之有關決議案；及(ii)已自有關政府部門或任何其他法定及規管部門(如適用)取得與訂立及履行管理協議及其項下擬進行之交易有關之所有必要牌照、同意書、批文、授權、許可證、訂單及豁免。進一步詳情載於本公司日期為二零一三年一月二十二日之通函內。

管理協議及其項下擬進行之交易已獲獨立股東於二零一三年二月十八日舉行之股東特別大會上批准。倘第二項條件未能於二零一三年三月三十一日或管理協議訂約方所協定之有關較後日期達成，則管理協議將失效及終止。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

*For the year ended 31 December 2012*  
截至二零一二年十二月三十一日止年度

#### **34. APPROVAL OF FINANCIAL STATEMENTS**

These financial statements were approved and authorised for issue by the Company's Board of Directors on 26 March 2013.

#### **34. 財務報表之批准**

此等財務報表已於二零一三年三月二十六日獲本公司董事會批准並授權刊發。

## SUMMARY OF FINANCIAL INFORMATION

### 財務資料概要

The table set out below summaries the results and the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the last five financial years, as extracted from the Group's published consolidated financial statements of the respective years and restated/reclassified as appropriate. This summary is not part of the audited financial statements.

下表概述本集團於過往五個財政年度之業績、資產、負債及非控股權益，摘錄自過往五個財政年度、本集團於相應年度已刊發之綜合財務報表並經重列/重新分類(如適用)。此概要並非經審核財務報表之部分。

Results	2012 二零一二年		2011 二零一一年		2010 二零一零年		2009 二零零九年		2008 二零零八年	
	Continuing operations	Discontinued operations	Continuing operations	Discontinued operations	Continuing operations	Discontinued operations	Continuing operations	Discontinued operations	Continuing operations	Discontinued operations
	持續經營業務	終止經營業務	持續經營業務	終止經營業務	持續經營業務	終止經營業務	持續經營業務	終止經營業務	持續經營業務	終止經營業務
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>業績</b>										
Turnover	6,574	-	6,964	-	6,964	7,133	-	27,395	27,395	120,031
Profit/(loss) attributable to owner of the Company	(13,687)	-	(23,264)	24,110	846	(67,716)	1,046	(9,653)	(48,942)	(6,785)
<b>資產及負債</b>										
Total assets	41,089	-	50,559	-	50,559	108,433	185,891	2,208	188,089	24,816
Total liabilities	(79,185)	-	(137,785)	-	(137,785)	(171,462)	(150,544)	(29,132)	(179,676)	(43,056)
Net (liabilities)/assets	(38,096)	-	(87,226)	-	(87,226)	(63,029)	35,347	(26,924)	8,423	78,889
Non-controlling interest	(6,858)	-	(11,948)	-	(11,948)	(30,213)	(77,840)	-	(77,840)	-
Deficit attributable to the owners of the Company	(44,944)	-	(99,174)	-	(99,174)	(93,233)	(107,680)	-	(155,680)	(18,240)

