

ANNUAL REPORT 2012

二零一二年年度年報



**QIANLONG TECHNOLOGY
INTERNATIONAL HOLDINGS LIMITED**

乾隆科技國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code 證券代號 : 1236)

乾隆

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Corporate Information

公司資料

EXECUTIVE DIRECTORS

Liao Chao-Ping
Fan Ping-Yi
Yang Ching Shou
Chen Ming-Chuan
Yu Shih-Pi
Liao Angela Min-Yin

INDEPENDENT NON-EXECUTIVE DIRECTORS

Chiu Kam Hing, Kathy
Hsieh Billy Shao-Ven
Tsai Jeng-Yang (appointed on 21 June 2012)

COMPANY SECRETARY

Ip Pui Sum

AUTHORISED REPRESENTATIVES

Ip Pui Sum
Yang Ching Shou

COMPLIANCE OFFICER

Fan Ping-Yi

PRINCIPAL BANKERS

In The People's Republic of China:
Industrial and Commercial Bank of China

In Hong Kong:
The Hongkong and Shanghai Banking Corporation Limited
Shanghai Commercial Bank Limited

執行董事

廖朝平
范平尹
楊慶壽
陳銘傳
余世筆
廖敏吟

獨立非執行董事

趙金卿
謝少文
蔡正揚(於二零一二年六月二十一日獲委任)

公司秘書

葉沛森

授權代表

葉沛森
楊慶壽

監察主任

范平尹

主要往來銀行

中華人民共和國：
中國工商銀行

香港：
香港上海滙豐銀行有限公司
上海商業銀行有限公司

AUDITOR

BDO Limited
25th Floor Wing on Centre
111 Connaught Road Central
Hong Kong

AUDIT COMMITTEE

Chiu Kam Hing, Kathy (Chairman)
Hsieh Billy Shao-Ven
Tsai Jeng-Yang (appointed on 21 June 2012)

REMUNERATION COMMITTEE

Chiu Kam Hing, Kathy (Chairman)
Liao Chao-Ping
Hsieh Billy Shao-Ven

NOMINATION COMMITTEE

Liao Chao-Ping (Chairman)
Chiu Kam Hing, Kathy
Hsieh Billy Shao-Ven

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

核數師

香港立信德豪會計師事務所有限公司
香港干諾道中111號
永安中心25樓

審核委員會

趙金卿(主席)
謝少文
蔡正揚(於二零一二年六月二十一日獲委任)

薪酬委員會

趙金卿(主席)
廖朝平
謝少文

提名委員會

廖朝平(主席)
趙金卿
謝少文

主要股份過戶登記處

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

Corporate Information

公司資料

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
Rooms 1712-1716, 17th Floor, Hopewell Centre
183 Queen's Road East
Wan Chai, Hong Kong

香港股份過戶登記處

香港中央證券登記有限公司
香港灣仔
皇后大道東183號
合和中心17樓1712-1716室

REGISTERED OFFICE

P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

註冊辦事處

P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN THE PEOPLE'S REPUBLIC OF CHINA

26/F, World Plaza, No. 855 Pudong South Road, Shanghai, the PRC

中國主要營業地點

中國上海浦東南路855號世界廣場26樓

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

19/F, Nan Dao Commercial Building,
359-361 Queen's Road Central, Sheung Wan, Hong Kong

香港主要營業地點

香港上環皇后大道中359-361號
南島商業大廈19字樓

STOCK CODE

1236

證券代號

1236

A summary of the audited results of the Qianlong Technology International Holdings Limited (the "Company") and its subsidiaries (collectively the "Group") for the year ended 31 December 2012 together with the comparative figures for the corresponding period in 2011 and of the assets and liabilities of the Group as at 31 December 2012 and 2011 is set out as follows:

乾隆科技國際控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)截至二零一二年十二月三十一日止年度之經審核業績摘要，連同二零一一年同期之比較數字，以及本集團於二零一二年十二月三十一日連同二零一一年十二月三十一日之資產及負債如下：

GROUP RESULTS

本集團業績

| | | 2012 | 2011 |
|--|-----------------|---------|---------|
| | | 二零一二年 | 二零一一年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Turnover | 營業額 | 105,747 | 116,730 |
| Profit before income tax | 除稅前盈利 | 8,186 | 22,134 |
| Income tax | 所得稅 | (3,421) | (1,164) |
| Profit for the year | 本年度盈利 | 4,765 | 20,970 |
| Earnings per share - Basic and diluted (RMB) | 每股盈利—基本及攤薄(人民幣) | 0.0189 | 0.0830 |

Financial Summary

財務摘要

GROUP ASSETS AND LIABILITIES

本集團資產及負債

| | | 2012 | 2011 |
|--|------------------|----------------|----------------|
| | | 二零一二年 | 二零一一年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Non-current assets | 非流動資產 | | |
| Property, plant and equipment | 物業，廠房及設備 | 26,874 | 30,454 |
| Investment properties | 投資物業 | 15,594 | 16,397 |
| Prepaid lease payments | 預付租金 | 38,328 | 39,697 |
| Total non-current assets | 非流動資產總值 | 80,796 | 86,548 |
| Current assets | 流動資產 | | |
| Inventories | 存貨 | 36 | 79 |
| Trade and other receivables | 貿易及其他應收款 | 10,502 | 7,907 |
| Deposits and prepayments | 押金及預付款 | 4,871 | 4,540 |
| Investments held for trading | 持作交易投資 | 5,000 | 8,000 |
| Cash and cash equivalents | 現金及現金等價物 | 130,061 | 130,891 |
| Total current assets | 流動資產總值 | 150,470 | 151,417 |
| Total assets | 資產總值 | 231,266 | 237,965 |
| Current liabilities | 流動負債 | | |
| Trade and other payables | 貿易及其他應付款 | 16,783 | 14,630 |
| Deferred revenue | 遞延收入 | 42,634 | 49,340 |
| Tax payable | 應付稅項 | 2,671 | 547 |
| Total current liabilities | 流動負債總值 | 62,088 | 64,517 |
| Net current assets | 流動資產淨值 | 88,382 | 86,900 |
| Total assets less current liabilities | 資產總值減流動負債 | 169,178 | 173,448 |

GROUP ASSETS AND LIABILITIES (Cont'd)

本集團資產及負債(續)

| | | 2012 | 2011 |
|---|-------------------|----------------|----------------|
| | | 二零一二年 | 二零一一年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Non-current liabilities | 非流動負債 | | |
| Deferred revenue | 遞延收入 | 9,413 | 8,256 |
| Deferred tax liabilities | 遞延稅項負債 | 1,313 | 1,268 |
| Total non-current liabilities | 非流動負債總值 | 10,726 | 9,524 |
| Total liabilities | 負債總值 | 72,814 | 74,041 |
| NET ASSETS | 資產淨值 | 158,452 | 163,924 |
| Equity attributable to owners of the Company | 本公司擁有人應佔權益 | | |
| Share capital | 股本 | 26,128 | 26,128 |
| Reserves | 儲備 | 132,324 | 137,796 |
| TOTAL EQUITY | 權益總額 | 158,452 | 163,924 |

Chairman's Statement

主席報告

The board (the "Board") of directors of the Company (the "Directors") is pleased to present the annual results of the Company and its subsidiaries for the year ended 31 December 2012 to our shareholders and investors.

FINANCIAL REVIEW

For the year ended 31 December 2012, the Group reported a turnover of RMB105,747,000, representing a decline of 9.41% as compared with RMB116,730,000 for the same period of the previous year.

The Group recorded a net profit of RMB4,765,000 for the year ended 31 December 2012, representing a decrease of 77.28% as compared with RMB 20,970,000 for the same period of the previous year.

The basic and diluted earnings per share was RMB1.89 cents (2011: RMB 8.30 cents).

BUSINESS SUMMARY AND PROSPECTS

In 2012, the China A-share market experienced a spiral of decline in price and volume, investment firms' profits dropped, investors suffered significant losses and as a result the active stock accounts hit a record low. In this situation the weak demand brings severe ordeal to the securities information product industry. In response to the ordeal and challenges, the Group expanded investment in research and development, explored and discovered new opportunities through innovation. The Group also further enhanced its series of existing products and followed a precise marketing strategy so that the Group's business was able to maintain a healthy development despite the harsh conditions of the A-share market.

本公司董事(「董事」)會(「董事會」)欣然向股東及投資者匯報本公司及其附屬公司截至二零一二年十二月三十一日止財政年度之業績。

財務回顧

截止二零一二年十二月三十一日止年度，本集團錄得營業額人民幣105,747,000元，較上年同期錄得營業額人民幣116,730,000元，下降9.41%。

於二零一二年十二月三十一日止年度，本集團錄得本年度盈利人民幣4,765,000元，於上年度同期錄得盈利人民幣20,970,000元，比上年同期下降77.28%。

每股基本及攤薄盈利為人民幣1.89分(二零一一年：人民幣8.30分)。

業務概覽及前景

2012年度由於A股市場跌跌不休、成交量萎縮，券商營收下降，股民則虧損蕾蕾、人氣渙散，活躍股票帳戶屢創新低。在這樣的形勢下，需求的疲弱給整個證券資訊產品行業帶來了嚴峻的考驗。面對考驗和挑戰，本集團視危機為時機，加大產品研發力度，在進一步務實產品體系的基礎上，通過創新引發市場的新需求，同時堅持走精準行銷的策略，使整個集團業務在2012年大部分時間裏都非常艱險的A股大環境下，繼續保持了健康的發展。

BUSINESS SUMMARY AND PROSPECTS (Cont'd)

In the enterprise users' market, brokerage firms faced fierce competition in business innovation. There was an urgent need for an efficient platform to provide personalised and high value-added advisory and investment consulting services to a variety of customers. The Group astutely spotted this trend and in 2011 it began to develop a prototype platform for this market. In 2012, the development process of the platform was greatly accelerated. At present, the platform includes the Internal Message subsystem, the Customer Transaction Analysis subsystem, the Customer Management subsystem and the Product Center subsystem, which can support securities firms to carry out a full range of quality services and more precise marketing activities. The "Internal Message subsystem" enables securities firms to build a direct communication channel between investors and advisors by a single platform instead of communicating through a third party software. This not only greatly reduces costs but also facilitates investors to obtain real-time access to advice and opinions from professional investment consultants. The "Customer Transaction Analysis subsystem" assists brokerage firms to better understand the needs of the clients so as to offer a more personalised service. With continuous improvement and promotion of the platform, a win-win-win business model which benefits the Group, brokerage firms and end-investors, is gradually formed.

業務概覽及前景(續)

在企業用戶市場，券商在業務創新的競爭洪流中，急需一個高效的平台來為各類客戶提供個性化的、高價值的諮詢和投顧服務。本集團機敏地發現了這個趨勢，並早在2011年度就已經開發出相關平台的雛形，2012年中則大大加快了這個平台的開發進度，截止目前，已經形成了包括內部消息子系統、客戶行為分析子系統、客戶管理子系統、產品中心子系統在內的運營平台，可支持券商全方位開展優質服務和精準行銷活動。其中「內部消息子系統」使券商可以放棄第三方軟體而直接在單一平台上直接建立投資者和服務人員間的溝通管道，不僅大大降低成本，也極大方便了投資者盤中即時獲取專業投資顧問提供的相關投資建議和諮詢投資意見；「客戶行為分析子系統」則幫助券商更精準地了解分析客戶的需求，從而為客戶定制個性化的完美服務。隨著新平台的不斷完善和推廣，已經在行業內逐漸營造起乾隆公司、合作券商、最終投資者多方共贏的商業模式。

BUSINESS SUMMARY AND PROSPECTS (Cont'd)

In addition to developing new products and business, the Group continues to invest in the development and improvement of existing and well-established traditional products. Among them, development of commission system, which is the core of the brokerage platform, has made considerable progress through market promotion. In close coordination with Shenyin Wanguo, Guotai Jun'an, Anxin, Huatai, Western Securities, China Investment Securities and other key firms, the Group has strived to introduce more personalised products to meet the needs of brokerage firms timely through analysis of the brokerages' development strategy, new products and businesses. The latest achievements include: expanding the customisation of the market transaction platform with new customers such as Daton and Datong Securities, the integration and customisation of market transaction consignment system for Hong Kong securities houses such as CCB International, Chief Securities, Guoco Capital and Cinda International and further establishing the position of our brand Qianlong in Hong Kong's stock software market. To adapt to changes in market regulations, the Group continues to provide customers on a timely basis with prudent and reliable products, including delisting, monetary fund, margin financing, refinancing, cash financing, pledge repurchase and other new transaction businesses.

業務概覽及前景(續)

在拓展新產品、新業務的同時，本集團也繼續深化傳統優勢產品的發展，其中，佔據券商經紀業務平台核心地位的委託系統的產品開發是市場推廣，取得了長足進步。在現有申銀萬國、國泰君安、安信、華泰、西部、中投等重點券商緊密合作的基礎上，通過不斷研究券商新業務、新產品的研發思路和推進進程，每每力爭第一時間推出更加符合券商需求的個性化產品。最新的成就包括：擴展與大同、大通等新券商的行情交易平台定制、新增建銀國際、致富、國浩資本、信達國際等香港券商的行情委託一體化平台的建設，進一步奠定了錢龍品牌在港股軟體市場的地位。在適應市場新規則方面，本集團則毫無懸念地繼續帶給客戶穩健、可靠的信賴感，包括退市整理、貨幣基金、融資融券、轉融通、現金理財、質押回購等在內的所有交易新業務，錢龍系統都是第一時間實現完美支援。

BUSINESS SUMMARY AND PROSPECTS (Cont'd)

With respect to the individual investor's product market, the Group is dynamically optimising the product structure and service platforms. In the first half of the year, the Group rolled out the 2012 version upgrade, preferred shares replication through cloud computing, a new version of Xi Wei Mi Ma, a new video center and a new roadshow center, enabling Qianlong's customers to get better services and product-user experience, thereby improving users' loyalty. Noteworthily, the Group launched a new professional analysis terminal, Qianlong Golden Eye (Panoramic Edition), in the third quarter, which through data mining algorithm, of which the Group owns independent intellectual property right, provides the Stock Exchange's real-time market data for the first time in the industry. Some of the new features, such as 500 real-time transaction listing and large investors transaction analysis, are popular to individual customers. During the one month online release period, more than 100,000 professional users lined up to experience the product and provided positive feedback. The launch of Qianlong Golden Eye (Panoramic Edition) is considered a breakthrough in the stock software market – a specialised decision-making tool for trading. With continuing research, development and upgrade, Qianlong's position will further improve and stabilise in the stock software market for individual investors.

Software for Hong Kong Stocks, as another key point of the individual investor's product market, also has new development. With the development of new analysis products and content services such as the Hong Kong stocks F10 and Da Hang Zhi Tong Che which meet the demands of the professional Hong Kong stocks investors, the misunderstanding of some customers for Qianlong Gang Gu Tong that it is only a stock analysis software has been rectified and the product becomes a trusted comprehensive investment analysis tool for active Hong Kong stocks investors.

業務概覽及前景(續)

個人用戶產品方面，繼續大力優化產品結構、優化服平台。上半年陸續推出了全新2012版本升級、自選股雲同步、席位密碼新版本、新視頻中心、新路演中心，使錢龍用戶可以獲得更好地服務和產品使用體驗，進一步提升了用戶的忠誠度。值得欣喜的是，本集團在三季度推出了一款全新理念的專業盤口分析終端「錢龍黃金眼全景版」，通過擁有自主知識產權的資料挖掘演算法，首次在業內做到將交易所即時行情資料的資訊全部完整地揭示出來，其中一些新特點比如500檔買賣盤行情、精缺主力行為模式識別等，都極受股民歡迎，短短1個月上線發佈期內超過10萬人次專業投資者爭相體驗並給予積極評價。錢龍全景版的誕生，可以說標誌著開關了股票軟體市場一個新的細分領域——「專業盤口決策工具」，相信隨著針對錢龍全景版不斷持續的研發、優化，錢龍品牌在個人版股票軟體市場的地位必定會進一步得到提升、穩固。

作為個人產品市場的另一個重點，港股軟體產品也有新的發展，開發出了新版港股F10、大行直通車等適合港股專業投資者需求的分析產品和內容服務，改變了市場上一部分人對錢龍港股通只是行情分析軟體的誤解，成為所有積極的港股投資者值得信賴的綜合投資分析工具。

Chairman's Statement

主席報告

BUSINESS SUMMARY AND PROSPECTS (Cont'd)

The Group is vigorously promoting to potential new customers while the customer service system is further enhanced at the same time. The Group has also standardised the service team, work flow, service content, etc. to provide a better quality experience to users of Qianlong products, greatly increasing users' loyalty and improving order renewal rate. For these reasons, the Group was able to maintain its healthy market position during the stock market downturn in 2012.

PROSPECTS

The Board would like to express heartfelt gratitude to the staff of the Group for their tremendous efforts as well as to all business partners and shareholders of the Company (the "Shareholders") for their kind support to the Group. The Board would like to express their appreciation to all members of the Board for their contributions.

Liao Chao-Ping

Chairman

28 March 2013, Shanghai, the PRC

業務概覽及前景(續)

在繼續大力開拓新用戶的同時，加強客戶服務體系的建設，在服務團隊、工作流程、服務內容等各個方面進行規範化建設，給錢龍產品的用戶帶來越來越優質的體驗，用戶忠誠度大大提升、續單率也隨之提高，使得整個業務收入在股指持續下跌、市場持續萎縮的情況下，依然保持健康的發展。

展望

董事會謹此鳴謝本集團之員工在過去及現在一直努力不懈，以及本集團業務夥伴及本公司股東(「股東」)一直以來之鼎力支持。董事會亦希望藉此向董事全體及各方作出之貢獻致以由衷謝意。

主席

廖朝平

中國上海，二零一三年三月二十八日

BUSINESS REVIEW

In 2012, China's A-share market remained in the doldrums, with both the Shanghai and Shenzhen stock index hitting a record low for the last three years and the number of account holders of the A-share market was at a six-year low. At the end of 2012, the A-share market trading accounts totalled 55,144,900, representing a loss of 1,796,900 accounts from the beginning of the year. A-share trading accounts with long positions comprised of 39.98% of the overall A-share accounts, while the proportion of accounts with no positions reached 60%, resulting in a significant reduction of securities software users.

With the market downturn, securities companies have cut operating costs, reducing number of business offices as well as monitoring closely the scale of new business developments. Consequently, the sale of the Group's floor trading software was adversely affected and the revenue declined year-on-year.

Our competitors have increased capital investment, introducing and developing new products; such fierce competition in the securities software industry resulted in a loss of the Group's market share. The Group has also expanded research and development of new products to further broaden the new business channels and enhance our own competitiveness. However, as some new products are still under development while others under market promotion therefore it will take some time to generate income from these new products.

For the year ended 31 December 2012, the Group reported a turnover of RMB105,747,000, representing a decline of 9.41% as compared with the same period of last year. The Group's sales revenue mainly included RMB36,750,000 from sale of basic securities analysis products (Online Edition and LINUX platform version), representing a decrease of 13.47% as compared with RMB42,470,000 for the same period of last year; RMB17,813,000 from products sold to individual A-share investors, representing a decrease of 13.40% as compared with RMB20,570,000 for the same period of last year; RMB14,662,000 from sale of products relating to Hong Kong stock market, representing a decline of 19.80% as compared with RMB18,282,000 for the same period of last year; RMB20,759,000 from sale of LEVEL 2 products relating to the securities market, representing a decrease of 2.61% as compared with RMB21,315,000 for the same period of last year; and RMB6,084,000 from sale of the futures products, representing a decrease of 17.75% as compared with RMB7,397,000 for the same period of last year.

業務回顧

2012年中國A股市場持續低迷，滬深指數雙雙創出近3年來的新低，A股2012年的開戶數創出6年來新低，截止2012年年末，A股市場的持倉帳戶數為5,514.49萬戶，比年初減少了179.69萬戶，持倉A股帳戶佔全部A股有效帳戶的比重為39.98%，而空倉帳戶佔比達到六成，證券軟體的受用群體直接大幅減少。

隨著市場低迷，各證券公司紛紛壓縮營業成本，一方面縮減營業部場所的數量，另一方面對新開營業部的規模也做出了嚴格控制，使得公司場內版軟體的銷售受到不利影響，營收同比降低。

相關競爭廠商紛紛加大了資金投入，推出和研發新產品，證券軟體行業競爭加劇，對本公司的市場份額形成了負面衝擊。公司為擴展新型業務管道、增強自身競爭力，也加大了對新產品的研發力度，但由於新產品尚屬於研發、市場培育的階段，產生收益尚需時間。

截至二零一二年十二月三十一日止年度，本集團錄得營業收入人民幣105,747,000元，較上年同期下降9.41%。其中主要為銷售網絡版，網上交易，LINUX基礎平台之股市分析軟件產品錄得人民幣36,750,000元收入，較上年同期錄得人民幣42,470,000元，下降13.47%；個人業務A股產品錄得人民幣17,813,000元收入，較上年同期錄得人民幣20,570,000元，下降13.40%；港股產品錄得人民幣14,662,000元收入，較上年同期錄得人民幣18,282,000元，下降19.80%；券商業務LEVEL2產品錄得人民幣20,759,000元收入，較上年同期取得人民幣21,315,000元，下降2.61%；及期貨產品錄得人民幣6,084,000元收入，較上年同期取得人民幣7,397,000元，下降17.75%。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW (Cont'd)

The Group recorded a net profit for the year of RMB4,765,000 for the year ended 31 December 2012, representing a decrease of 77.28% as compared with RMB20,970,000 for the same period of last year. The decrease in profit is due to the decline in turnover and increase in costs as a result of the domestic inflation.

MAJOR INVESTMENT

During the year ended 31 December 2012, the Company's wholly-owned subsidiary, Shanghai Qianlong Advanced Technology Company Limited ("Qianlong Advanced"), leased its investment properties located at Shanghai, the People's Republic of China (the "PRC") at the current market value, earning a rental income of RMB1,629,000 for the year.

As at 31 December 2012, the Company's wholly-owned subsidiary, Qianlong Advanced, held an unlisted fund of RMB5,000,000 with the term of 89 days which was matured on 17 February 2013.

ADMINISTRATIVE EXPENSES

For the year ended 31 December 2012, administrative expenses increased from RMB41,171,000 in 2011 to RMB43,924,000 in 2012, representing an increase of 6.69%. The costs increased significantly due to the inflation, increase in the costs of research and development as well as staff remuneration.

WORKING CAPITAL AND FINANCIAL RESOURCES

The Group continued to maintain a stable financial and capital flows in 2012. The Group's funds mainly come from the cash generated from its business activities.

As at 31 December 2012, the Group's cash and cash equivalents was RMB130,061,000 (2011: RMB130,891,000), representing a decrease of RMB830,000 as a result of the declaration of interim dividend with a sum of HK\$12,630,000 (equivalent to RMB10,229,000).

業務回顧(續)

截至二零一二年十二月三十一止年度，本集團錄得本年度盈利人民幣4,765,000元，於上年度同期錄得人民幣20,970,000元，下降77.28%。盈利減少乃因營業額下降及國內物價上漲等原因導致成本費用增加。

重大投資

本公司之全資附屬公司上海乾隆高科技有限公司(「乾隆高科技」)把位於中華人民共和國(「中國」)上海之投資物業，按現行市值出租該等物業，於本年度取得租金收益人民幣1,629,000元。

於二零一二年十二月三十一日，本公司之全資附屬公司持有人民幣5,000,000元非上市投資基金，該投資為期89天，於二零一三年二月十七日到期，由乾隆高科技持有。

行政開支

截至二零一二年十二月三十一日止年度，行政開支由二零一一年人民幣41,171,000元增加至二零一二年人民幣43,924,000元，上升6.69%，主要是由於持續研發投入，員工工資和物價上漲等原因導致成本費用上升。

流動資金及財務資源

在二零一二年，本集團繼續維持穩健之財務及資金流動狀況。本集團資金主要來自業務活動產生的現金。

於二零一二年十二月三十一日，本集團現金及銀行結餘人民幣130,061,000元(二零一一年十二月三十一日：人民幣130,891,000元)，減少人民幣830,000元。原因於年內分派中期股息港幣12,630,000元(相當於人民幣10,229,000元)。

DEPLOYMENT OF HUMAN RESOURCES

The total number of staff of the Group as at 31 December 2012 was 404 as compared with 412 at 31 December 2011, representing a decrease of 8 people. The Group offers a remuneration package by reference to prevailing market conditions and performance, qualifications and experience of individual employees. Other benefits for employees include a retirement benefit, a provident fund and a medical plan. In 2012, the total costs for staff (including salary, bonus and other welfare) is approximately RMB52,476,000 (2011: RMB44,922,000), representing an increase of 16.82%.

CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities as at 31 December 2012 and 31 December 2011.

GEARING RATIO

Since its establishment, the Group has neither made any loan arrangements with nor obtained any credit facilities from any financial institutions. Therefore, the gearing ratio of the Group, which is net borrowings over Shareholders' funds, has remained zero. At the same time, the Group's assets have never been subject to any securities or mortgages.

EXPOSURE ON EXCHANGE RATE FLUCTUATION

The income and expenditure of the Group are predominately denominated in RMB and only an insignificant amount is denominated in Hong Kong dollars. Therefore the Group considered the exchange rate fluctuation exposure is small and thus no financial instruments have been used for hedging purposes.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

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

人力資源的調配

於二零一二年十二月三十一日，本集團全職員工總數為404人，比對二零一一年十二月三十一日全職員工412人減少8人。本集團參考現行市場狀況及個別員工之表現、資歷及經驗以確定酬金。僱員之其他福利包括養老金、公積金及醫療保險計劃。於二零一二年，職工成本總額(包括薪金、花紅及其他福利)人民幣52,476,000元(二零一一年：人民幣44,922,000元)，上漲16.82%。

或然負債

本集團於二零一二年十二月三十一日及二零一一年十二月三十一日並無任何重大或然負債。

資本負債比率

自本集團成立以來，本集團並無作出任何貸款安排或自任何金融機構取得任何信貸融資。因此，本集團之資本負債比率(借貸淨額除以股東資金)維持於零。同時，本集團之資產未有用作任何抵押或按揭。

匯率波動風險

由於本集團大部分貨幣資產乃以人民幣計價，而少數以港元計價，故本集團認為其所承受的匯率風險極低。因此，本集團並無採用金融工具作對沖用途。

購買、出售或贖回本公司股份

截至二零一二年十二月三十一日止年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

Profiles of the Group

本集團簡介

MAJOR SUBSIDIARIES

Shanghai Qianlong Advanced Technology Company Limited

Qianlong Advanced was established in September 1994 and wholly-owned by the Company. Qianlong Advanced is a high-tech enterprise, advanced technology enterprise and software enterprise recognised in the PRC. The company is engaged in the development, production and distribution of financial information technology products and owns the famous brand "Qianlong".

Shanghai Qianlong Network Technology Company Limited

Shanghai Qianlong Network Technology Company Limited ("Qianlong Network") was established in February 2007 and wholly-owned by the Company. The company is a high-tech enterprise and software enterprise recognised in the PRC. The company focuses on providing real-time investment analysis products for millions of end investors covering Shanghai, Shenzhen and Hong Kong stock, finance futures and futures market. Cooperating with Qianlong Advanced, the company becomes the leading company of the individual and enterprise information products on the securities industry in China with the series of Qianlong products.

Shanghai Xin Long Information Technology Company Limited

Shanghai Xin Long Information Technology Company Limited was established in March 2006 and wholly-owned by the Company. The company focuses on the development of information products including finance data base, high frequency financial data, financial information service platform and provide the first class financial information service to banks, listed companies, customers, domestic and international organization and investors. Cooperating with Qianlong Advanced, the company becomes the leading company of the individual and enterprise information products on the securities industry in China with the series of Qianlong products.

主要附屬公司

上海乾隆高科技有限公司

乾隆高科技成立於一九九四年九月，由本公司全資擁有。該公司是國家認定的高新技術企業、先進技術企業和軟體企業，專業從事證券投資分析領域資訊技術產品開發、生產、銷售，旗下擁有著名「錢龍」品牌。

上海乾隆網絡科技有限公司

上海乾隆網絡科技有限公司(「乾隆網絡」)成立於二零零七年二月，由本公司全資擁有。該公司是國家認定的高新技術企業和軟體企業，專注於為中國數以千萬計的終端投資者提供涵蓋滬深港三地證券、金融期貨和期貨市場的即時投資分析產品，憑藉「錢龍」品牌的系列產品，與乾隆高科技呼應成為中國證券市場個人用戶產品和企業用戶產品的領軍企業。

上海信龍資訊科技有限公司

上海信龍資訊科技有限公司成立於二零零六年三月，由本公司全資擁有。該公司專注於研發金融資料庫、金融高頻資料、金融資訊服務平台等資訊類產品，為銀行、上市公司、券商等國內外機構客戶及廣大投資者提供一流的金融資訊服務，憑藉「錢龍」品牌的系列產品，與乾隆高科技呼應成為中國金融市場個人與企業資訊類產品的領軍企業。

EXECUTIVE DIRECTORS

Mr. Liao Chao-Ping, aged 69, is the chairman of the Group (the “Chairman”) and responsible for the Group’s overall direction and the relationship development of potential business opportunities. He is a director of Union Constriction Company Limited (a company incorporated in Taiwan). Mr. Liao joined the Group in October 2004 and was appointed the Chairman in January 2005. Mr. Liao has also been appointed the chairman of the nomination committee of the Group on 23 March 2012.

Mr. Fan Ping-Yi, aged 54, is the vice-chairman and one of the founders of the Group. He is responsible for the Group’s overall strategic planning and its implementation. Before joining the Group since 1999, Mr. Fan held senior management positions in various software houses in Taiwan.

Mr. Yang Ching Shou, aged 54, is the chief executive officer of the Group (“CEO”) and president of Qianlong Advanced. He is one of the founders of the Group. He is responsible for the Group’s overall strategic planning and its implementation. Before joining the Group since 1999, Mr. Yang held senior management positions in various computer software companies in Taiwan. Mr. Yang holds a Bachelor degree of Management from National Chiao Tung University, Taiwan.

Mr. Chen Ming-Chuan, aged 48, has engaged in the information technology industry over 28 years with intensive experience in development of securities analysis software. He joined the Group in 1999.

Mr. Yu Shih-Pi, aged 50, held senior management positions in various computer companies before joining the Group since 1999.

執行董事

廖朝平先生，69歲，本集團主席（「集團主席」），負責本集團整體策劃，物色具潛力之業務及發展合作關係。廖先生同時又是友聯建設股份有限公司（一間於台灣註冊成立之公司）之董事。廖先生於二零零四年十月加入本集團，又於二零零五年一月獲委任為集團主席。廖先生並於二零一二年三月二十三日獲委任為本集團提名委員會主席。

范平尹先生，54歲，本集團副主席，並為本集團創辦人之一，負責制訂及執行本集團之整體策略規劃。范先生在一九九九年加入本集團之前，曾在台灣多家軟體公司出任高級管理職位。

楊慶壽先生，54歲，本集團行政總裁兼乾隆高科技董事長，為本集團創辦人之一，負責制訂及執行本集團之整體策略規劃。楊先生在一九九九年加入本集團之前，曾在台灣多家電腦軟體公司出任高級管理職位。楊先生畢業於台灣國立交通大學，獲管理學學士學位。

陳銘傳先生，48歲，任職諮詢科技業超過28年，具有豐富之證券分析軟體發展經驗。彼於一九九九年加入本集團。

余世筆先生，50歲，余先生在一九九九年加入本集團之前，曾於多家電腦公司出任高級管理職位。

Profiles of Directors and Senior Management

董事及高級管理人員履歷

EXECUTIVE DIRECTORS (Cont'd)

Miss Liao Angela Min-Yin, aged 41, is a certified public accountant licensed in the state of California, U.S.A. She joined the Group in May 2010. She holds a Bachelor degree of Business Administration from the University of Michigan U.S.A. and a Master degree of Business Taxation from the University of Southern California, U.S.A. She is currently a consultant with private firms and was previously a tax manager with PricewaterhouseCoopers LLP in the city of Los Angeles, U.S.A. Miss Liao is the daughter of the Group's Chairman Mr. Liao Chao Ping.

Mr. Chen Shen-Tien, aged 55, is responsible for the Group's overall strategic planning and the relationship development of potential business opportunities. Mr. Chen has more than 15 years of experience in information technology industry. Mr. Chen joined the Group in 1999 and resigned as an executive Director on 9 November 2012.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Chiu Kam Hing, Kathy, aged 64, has over 41 years of banking experience in Canada and Asia Pacific region. Ms. Chiu was the senior vice-president of the Republic National Bank of New York and was responsible for the management and investment of third party clients funds. She joined the Group in 1999. Ms. Chiu is the chairman of the Group's audit committee and remuneration committee and a member of the nomination committee of the Group.

Mr. Hsieh Billy Shao-Ven, aged 56, is a certified public accountant and an attorney-at-Law in the State of California, U.S.A. He has been advising multinational clients about doing business in the PRC for over 17 years. He has extensive experience in mergers and acquisitions, market entry and development, investment structure, financing alternative, tax regulatory planning and compliance. He joined the Group in August 2010. Mr. Hsieh is a member of the Group's audit committee, remuneration committee and nomination committee.

執行董事(續)

廖敏吟小姐，41歲，為美國加利福尼亞州的持牌執業會計師。彼於二零一零年五月加入本集團。彼持有美國密西根大學工商管理學學位及美國南加州大學企業稅務碩士學位。彼目前出任私人公司顧問，之前曾任美國洛杉磯PricewaterhouseCoopers LLP稅務經理。廖小姐為本集團主席廖朝平先生的女兒。

陳森田先生，55歲，負責本集團整體策劃，物色具潛力之業務契機及發展合作關係。陳先生有超過15年資訊科技業經驗。陳先生於一九九九年加入本集團並於二零一二年十一月九日辭任執行董事。

獨立非執行董事

趙金卿女士，64歲，趙女士在加拿大及亞太區任職銀行界逾41年，曾任美國利寶銀行高級副總裁，負責第三者客戶資金管理及投資。彼於一九九九年加入本集團。趙女士現為本集團審核委員會及薪酬委員會及本集團提名委員會成員。

謝少文先生，56歲，在美國加利福尼亞州具有會計師和律師的資格。他在建議客戶對跨國公司在中國開展業務有超過17年經驗，在兼併和收購，市場進入和發展，投資結構，資金來源，稅務控制等方面有豐富的經驗。彼於二零一零年八月加入本集團。謝先生現為本集團審核委員會、薪酬委員會及提名委員會成員。

Profiles of Directors and Senior Management

董事及高級管理人員履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS (Cont'd)

Mr. Tsai Jeng-Yang, aged 55. He holds a Doctorate degree of Science in Polymer Science from the Department of Materials Science and Engineering of Massachusetts Institute of Technology in the United States of America in 1988. He has been an associate professor (adjunct) in the Energy Engineering and Management Department of School of Software and Microelectronics of Peking University in the PRC since 2012. Mr. Tsai is a certified financial investment analyst in the PRC and a certified valuation analyst and patent application attorney in Taiwan. He is currently the chairman and partner of Standard Credit Capital Management Co., Marshall. He is also the Supreme Advisor of the Legislative Yuan of Taiwan, the honourable chairman of the Small- and Medium-Sized Enterprises Foundation of Taipei and the honourable chairman of the Information Management Association of Taiwan. Mr. Tsai joined the Group and was appointed as an independent non-executive Director on 21 June 2012 and is a member of the Group's audit committee.

Mr. Chang Long-Teng, aged 53, has extensive experience in management and administration. He does not hold any directorship in other public listed companies. Mr. Chang was a member of the Group's audit committee and remuneration committee. Mr. Chang joined the Group on 28 October 2004 and resigned as the independent non-executive Director and member of audit committee and remuneration committee of the Company with effect on 24 March 2012.

SENIOR MANAGEMENT

Mr. Du Hao, aged 44, is the vice president of Qianlong Advanced. He holds a Master degree of Science of Electronic Engineering from Fudan University. He joined the Group in 1993 and worked his way up from R&D manager, vice general manager and general manager and has over 19 years of product research and development experience for financial software.

Mr. Gao Feng, aged 49, is the vice general manager of Qianlong Advanced. He holds a Master degree of Business Administration from Fudan University and has more than 20 years of experience in finance securities industry. He is responsible for the daily operation of Qianlong Advanced, to lead product renovation, strengthen the market research, position and propaganda since he joined the company in 2010.

獨立非執行董事(續)

蔡正揚先生，55歲，獲美國麻省理工學院材料科學與工程系頒授高分子科學理學博士學位。蔡先生自二零一二年起出任北京大學軟體與微電子學院能源系(客席)教授。蔡先生為中國認可的一級理財規劃師及台灣認可估值師兼專利申請律師。彼目前為馬歇爾信立資本管理公司的主席兼合夥人、台灣立法院的最高顧問、台北市中小企業經貿交流基金會榮譽理事長及台灣中華資訊管理協會榮譽理事長。蔡先生於二零一二年六月二十一日加入本集團及獲委任獨立非執行董事及審核委員會成員。

張龍騰先生，53歲。張先生於管理及行政方面具豐富經驗。他並無於其他公眾上市公司擔任任何董事職位。張先生曾擔任本集團審核委員會及薪酬委員會成員。張先生於二零零四年十月二十八日加入本集團，並於二零一二年三月二十四日辭任獨立非執行董事及本公司審核委員會與薪酬委員會成員。

高級管理人員

杜昊先生，44歲，乾隆高科技副董事長。杜先生碩士畢業於復旦大學電子工程專業。杜先生於一九九三年加入本集團，曾擔任研發部經理，副總經理及總經理，有超過19年的金融軟體產品研究和開發經驗。

高峰先生，49歲，乾隆高科技副總經理。高先生碩士畢業於復旦大學工商管理專業。高先生從事金融證券行業超過20年的工作經驗。彼於二零一零年加入該公司，負責乾隆高科技之日常運營，引導產品創新，加強市場調研、市場定位和市場推廣。

Profiles of Directors and Senior Management

董事及高級管理人員履歷

SENIOR MANAGEMENT (Cont'd)

Mr. Song Li Qun, aged 45, is the general manager of Qianlong Network. He holds a Bachelor degree of Radio Message from Shanghai University. Since joining the company in 1994, he has been the R&D manager, market director, vice general manager and general manager. He has many years of experience in development and management of financial software products. He is responsible for the daily operation of Qianlong Network to develop investment analysis software meeting different investors' requirements and provide varied consultation service to guide the usage of software.

Mr. Chen Gangliang, aged 40, is the general manager of Shanghai Xin Long Information Technology Company Limited. He holds a Bachelor degree of Computer Science in Shanghai University. Since joining the company in 1996, he was technical support manager, vice general manager and general manager and has many years of experience in technical service of financial software products and team management. He is responsible for the daily operations of Shanghai Xinlong Information Technology Company Limited collecting and arranging various financial data, developing financial data related products, exploring market, distribute data and related products. At the same time, he is also responsible for providing development and service of information data products to all products line of the Group.

Mr. Lu Ming Yuan, aged 37, is the vice general manager of Qianlong Advanced. He holds a Bachelor degree of Computer Science from Gui Zhou University. Since joining the company in 2001, he was R&D manager, technical director and vice general manager. He has many years of experience in development of finance software products. He is responsible for all planning product development, research and management of technical support team to plan the company's technology development direction, solving various problems during the development process and achieving the company's technical renovation target.

高級管理人員(續)

宋立群先生，45歲，乾隆網路總經理。宋先生畢業於上海大學無線電資訊專業。彼於一九九四年加入該公司，曾擔任研發部經理，市場總監，副總經理，總經理。有多年的金融軟體產品研發經驗和團隊管理經驗。目前負責乾隆網路之日常運營，開發符合各類投資者不同需求的投資分析軟體，並提供各種相關的使用指導等諮詢服務。

陳罡亮先生，40歲，上海信龍資訊科技有限公司總經理。陳先生畢業於上海大學電腦專業。彼於一九九六年加入公司，曾擔任技術支持部門經理，副總經理及總經理。有多年的金融軟體產品技術服務經驗和團隊管理經驗。陳先生目前負責上海信龍資訊科技有限公司之日常運營，帶領公司進行各類金融資料的搜集和整理；研究創新金融資料相關領域的產品；開拓市場，行銷資料及其衍生產品，同時負責向本集團所有產品線上的資訊資料產品提供開發和服務。

盧明遠先生，37歲，乾隆高科技副總經理。盧先生畢業於貴州大學電腦專業。於二零零一年加入該公司，曾擔任開發部經理，技術總監及副總經理。彼有多年的金融軟體產品研發經驗。目前負責該公司所有產品的研究、開發和技術支援團隊管理，規劃該公司技術發展路線、處理研發過程中的各類問題，並實現該公司技術創新目標。

Profiles of Directors and Senior Management

董事及高級管理人員履歷

COMPANY SECRETARY

Mr. Ip Pui Sum, aged 53, is the company secretary of the Group (the “Company Secretary”). He joined the Group on 1 December 2011. Mr. Ip is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants, the Society of Chinese Accountants & Auditors, the Chartered Institute of Management Accountants, the Institute of Chartered Secretaries and Administrators and an ordinary member of Hong Kong Institute of Chartered Secretaries. Mr. Ip has over 26 years of experience in accounting and company secretarial practices and is also a certified public accountant (practising) in Hong Kong.

COMPLIANCE OFFICER

Mr. Fan Ping-Yi, aged 54, is the vice-chairman and executive Director of the Group. He is one of the founders of the Group. He is responsible for the Group's overall strategic planning and implementation. Mr. Fan held senior management positions in various software houses in Taiwan before joining the Group and has over 28 years of experience in the information technology industry. Being the compliance officer, Mr. Fan advises and assists the Board in implementing procedures to ensure that the Group complies with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”) and other relevant laws and regulations applicable to the Company and responding promptly and efficiently to all enquiries directed at him by the Stock Exchange.

公司秘書

葉沛森先生，53歲，本集團公司秘書（「公司秘書」）。彼於二零一一年十二月一日加入本集團。葉先生為英國公認會計師公會資深會員及香港會計師公會、香港華人會計師公會、特許管理會計師協會、特許秘書與行政人員協會之會員及香港特許秘書公會之普通會員。葉先生於會計業務與公司秘書實務方面擁有逾26年經驗，亦為香港之執業會計師。

監察主任

范平尹先生，54歲，本集團副主席及執行董事，為本集團創辦人之一，負責制訂及執行本集團之整體策略規劃。范先生有超過28年資訊科技業經驗，在加入本集團之前，曾在台灣多家軟體公司出任高級管理職位。作為本集團監察主任，范先生負責向本公司董事會就有關執行上提供意見及協助其執行，以確保本集團符合香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）及其他適用於本公司的有關法例及法規，並就聯交所對其作出的所有查詢均能迅速及有效地回應。

INTRODUCTION

The Board considers that good corporate governance of the Company is central to safeguarding the interests of the Shareholders and enhancing the performance of the Company. The Board is committed to maintaining and ensuring high standards of corporate governance. The Board will continuously review and improve the corporate governance practices and standards of the Company to ensure that business activities and decision making processes are regulated in a proper and prudent manner.

The Company has adopted the code provisions (“Code Provisions”) set out in Appendix 14 to the Listing Rules issued by the Stock Exchange during the year ended 31 December 2012 (“the year under review”).

The Stock Exchange has made some amendments to the relevant codes, practices and declaration of the Listing Rules.

The Board reviews the corporate governance practice of the Company for at least once every year to ensure that the Company has complied with the Code Provisions and the applicable revised Code Provisions (the “Revised Code Provision”), along with the appropriate changes. During the year under review, the Company has complied with the Code Provision and the Revised Code Provision. The following sections report the Company’s application of the Code Provisions and the Revised Code Provisions in the year under review, including any deviation.

緒言

董事會認為本公司良好之企業管治對保障股東權益及提升本公司表現至為重要。董事會致力維持及確保高水平之企業管治，並將不斷檢討及改善本公司之企業管治常規及準則，確保業務活動及決策過程受到適當及審慎之規管。

於截至二零一二年十二月三十一日止年度（「回顧年度」）內，本公司已採納聯交所發佈的上市規則附錄 14 所載企業管治守則的守則條文（「守則條文」）。

聯交所已對上市規則作出有關守則、常規及申報之若干修訂。本公司採納經修訂守則。

董事會至少每年檢討本公司之企業管治常規一次，以確保本公司一直遵守守則條文及經修訂守則之適用條文（「經修訂守則條文」），並於彼等認為需要時作出適當更改。本公司於回顧年度內一直遵守守則條文及經修訂守則條文。以下各節載述本公司於回顧年度應用守則及經修訂守則之原則，包括任何偏離情況。

INTRODUCTION (Cont'd)

Due to the resignation of Mr. Chang Long-Teng, during the period from 24 March 2012 to 20 June 2012, the Board comprised only two independent non-executive Directors, therefore deviating from Rule 3.10(1) of Listing Rules. The Board has taken immediate remedial measures and the new independent non-executive Director was appointed on 21 June 2012.

Apart from the aforesaid matters, the Company has complied with Rule 3.10(1) and (2) and Rule 3.10A of Listing Rules during the year under review. Rule 3.10(1) requires the Board of the listed issuers consists of at least three independent non-executive Directors while Rule 3.10(2) prescribes that at least one of the independent non-executive Directors should have the appropriate professional qualifications or accounting or related financial management expertise. All of the independent non-executive Directors are in accordance with guidelines of independent assessment under Rule 3.13 of Listing Rules. For the year under review, the Board is not aware of any events which they believe may have undermined the independence.

緒言(續)

在二零一二年三月二十四日至二零一二年六月二十日，因著張龍騰先生的辭任，董事會在此期間只包括兩名獨立非執行董事而偏離上市規則3.10(1)條項下之規定。董事會已立即採取補救措施，而新獨立非執行董事亦已於二零一二年六月二十一日獲委任。

除上述事宜外，於回顧年度內，本公司已遵守上市規則第3.10(1)及第(2)條以及上市規則第3.10A項下之規定。第3.10(1)條規則規定上市發行人之董事會必須包括至少三名獨立非執行董事，而第3.10(2)條規則規定其中最少一名獨立非執行董事必須擁有適當專業資格或會計或相關財務管理專業知識。所有獨立非執行董事亦符合上市規則第3.13條所載有關評估其獨立性之指引。此外，於回顧年度內，董事會並不知悉已發生任何可能令其相信彼等之獨立性已被削弱之事件。

BOARD OF DIRECTORS

The Board currently comprises nine Directors, including six executive Directors and three independent non-executive Directors and its composition during the year 2012 is set out as follows:

Executive Directors

Liao Chao-Ping (Chairman)
Fan Ping-Yi
Yang Ching Shou (CEO)
Chen Ming-Chuan
Yu Shih-Pi
Liao Angela Min-Yin
Chen Shen-Tien (resigned on 9 November 2012)

Independent non-executive Directors

Chiu Kam Hing, Kathy
Hsieh Billy Shao-Ven
Tsai Jeng-Yang (appointed on 21 June 2012)
Chang Long-Teng (resigned on 24 March 2012)

The Company has received from each independent non-executive Director an annual confirmation of his/her independence and considers that all relevant Directors are independent under the guidelines set out in Rule 3.13 of the Listing Rules.

Except that the relationship between Chairman Mr. Liao Chao-Ping and executive Director Ms Liao Angela Min-Yin is father and daughter, there is no other financial, business, relative or other significant or relevant relationship among the Board members and Chairman or CEO.

The Board meets regularly to discuss the overall strategy as well as the operating and financial performance of the Group, review and approve the interim and final results of the Group. During the year under review, four Board meetings were held and attendance of each Director is set out in the Board Committee section of this report.

董事會

董事會目前共有九名董事(董事)，包括6名執行董事及三名獨立非執行董事(獨立非執行董事)。於年內，董事會成員載列如下：

執行董事

廖朝平(主席)
范平尹
楊慶壽(行政總裁)
陳銘傳
余世筆
廖敏吟
陳森田(於二零一二年十一月九日辭任)

獨立非執行董事

趙金卿
謝少文
蔡正揚(於二零一二年六月二十一日獲委任)
張龍騰(於二零一二年三月二十四日辭任)

本公司已收到各獨立非執行董事確認其獨立性之年度聲明，並認為有關董事根據上市規則第3.13條所載之各項不同指引均屬獨立。

公司主席廖朝平先生及執行董事廖敏吟女士屬父女關係。除此以外，董事會成員之間及主席及行政總裁之間並無任何財務、業務、家屬或其他重大或相關關係。

董事會定期召開會議，討論本集團之整體策略以及營運及財務表現，並審閱及批准本集團之全年及中期業績。於回顧年度內，已舉行了四次董事會會議，各董事出席董事會會議之情況載於本報告「董事委員會」一節內。

BOARD OF DIRECTORS (Cont'd)

The Board is responsible for corporate strategy, annual and interim results, succession planing, risk management, major acquisitions, disposals and capital transactions and other significant operating and financial matters. Major corporate matters that are specifically delegated by the Board to the management include the preparation of the annual and interim accounts for Board approval before publication, execution of business strategies and initiatives adopted by the Board, implementation of adequate systems of internal controls and risk management procedures, and compliance with relevant statutory requirements, rules and regulations.

Annually the date of regular Board meetings is scheduled in advance to facilitate maximum attendance of Directors. At least 14 days' notice of a Board meeting is normally given to all Directors who are given an opportunity to suggest matters for discussion in the agenda of the meeting. The Company Secretary assists the Chairman in preparing the agenda for meetings and ensures that all applicable rules and regulations are complied. The agenda and the enclosed Board papers are sent to all Directors at least 3 days before the intended date of a regular Board meeting (and so far as practicable for such other Board meetings). Draft minutes of each Board meeting are circulated to all Directors for their comment before the same will be tabled at the following Board meeting for approval. All minutes are kept by the Company Secretary and are open for inspection at any reasonable time on reasonable notice by any Director.

According to the current Board practice, if the major Shareholders or Directors think there are significant conflicts of interests in the matters to be considered by the Board, such matters will be dealt with on the formal Board meeting by the Directors.

董事會(續)

董事會主要負責公司策略、年度及中期業績，繼任規劃、風險管理、主要收購、出售及資本交易以及其他重大運營及財務事宜。董事會指派管理層負責之主要公司事宜包括：編製年度及中期賬目以供董事會於向公眾公佈前審批、實行業務策略及董事會採納之措施，推行充分之內部監控制度及風險管理程式以及遵守相關法定要求、規則及規例。

每年董事會定期會議的舉行日期均預先編定，以便更多董事出席會議。召開董事會會議一般會給予全體董事至少十四天通知，以便彼等皆有機會提出商討事項列入會議議程。董事會有會議秘書協助主席編製會議議程，以及確保已遵守所有適用規則及規例。議程及隨附之董事會文件一般在舉行定期董事會會議前至少三天呈送全體董事(如其他董事會會議，則按可行的情況盡快呈送)。每次董事會會議記錄之草擬本均供全體董事傳閱並提出意見。所有會議記錄均由公司秘書保存，並供任何董事於發出合理通知時，於任何合理時間內查閱。

根據現行董事會慣例，如主要股東或董事在董事會將於考慮之事項中存有董事會認為屬重大之利益衝突，則有關事項會於正式召開之董事會會議上由董事處理。

DIRECTORS' INDUCTION AND CONTINUING PROFESSIONAL DEVELOPMENT

When appointed to be the member of the Board, each Director will receive a detailed entry document, covering the Company's business operation, policies and procedures as well as the general legal and regulatory responsibilities of the Directors, to ensure the full understanding of his/her duty from Listing Rules and other relevant regulatory provisions.

According to the records provided by all the Directors, to comply with the Revised Code Provisions as for the new regulations of continuous professional development, during the year under review, the incumbent Directors have taken part in the training mainly about the roles, functions and responsibilities of the Directors in listed corporations.

董事之入職及持續專業發展

在獲委任加入董事會時，各董事將收到一份詳盡之入職資料，涵蓋本公司業務營運、政策及程式以及作為董事在一般法律及監管規定上所須履行責任之資料，以確保其充分了解其於上市規則及其他相關監管規定下之責任。

根據所有董事向本公司提供之記錄，為符合經修訂守則關於持續專業發展之新規定，現任董事於回顧年度內已接受以下重點在於上市公司董事之角色、職能及職責之培訓。

| NAME 董事姓名 | | Read Regulatory Information 閱覽法規資訊 | Participate in relevant meetings/ seminars/ workshops 參與相關會議/ 座談會/研討會 |
|--|----------------------|---|---|
| Executive Directors | | | |
| Liao Chao-Ping (Chairman) | 執行董事 廖朝平(主席) | √ | √ |
| Fan Ping-Yi | 范平尹 | √ | √ |
| Yang Ching Shou (CEO) | 楊慶壽(行政總裁) | √ | √ |
| Chen Ming-Chuan | 陳銘傳 | √ | √ |
| Yu Shih-Pi | 余世筆 | √ | √ |
| Liao Angela Min-Yin | 廖敏吟 | √ | √ |
| Chen Shen-Tien (resigned on 9 November 2012) | 陳森田(於二零一二年十一月九日辭任) | √ | √ |
| Independent non-executive Directors | | | |
| Chiu Kam Hing, Kathy | 獨立非執行董事 趙金卿 | √ | √ |
| Hsieh Billy Shao-Ven | 謝少文 | √ | √ |
| Tsai Jeng-Yang (appointed on 21 June 2012) | 蔡正揚(於二零一二年六月二十一日獲委任) | √ | √ |
| Chang Long-Teng (resigned on 24 March 2012) | 張龍騰(於二零一二年三月二十四日辭任) | √ | √ |

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Chairman and CEO are Mr. Liao Chao-Ping and Mr. Yang Ching Shou respectively. According to the Code Provisions and the Revised Code Provision A.2.1, the roles of chairman and CEO should be separate which should not be performed by the same individual so as to avoid having responsibilities and powers centered on one people. The Chairman is responsible for leading and operating the Board to ensure that the Board discusses all the important matters and application in a timely and effective manner. The CEO is mainly responsible for the business operation and strategy implementation of the Group to ensure that they have achieved the overall operation goals.

Chairman also encourages all the Directors including independent non-executive Directors to take an active part in all board and committee meetings.

BOARD COMMITTEE

The Board has established various committees, including remuneration committee, audit committee and nomination committee (established on 23 March 2012), each of which has its specific written terms of reference. Copies of minutes of all meetings and resolutions of the committees, which are kept by the Company Secretary, are circulated to all Board members and the committees are required to report back to the Board. The procedures and arrangements for a Board meeting have been adopted for the committee meetings so far as practicable.

主席及行政總裁

集團主席及行政總裁分別為廖朝平先生及楊慶壽先生。根據守則條文及經修訂守則條文第A.2.1條，主席與行政總裁之角色應有區分，並不應由一人同時兼任，以避免職責及權力僅集中於任何一位人士。集團主席負責領導及有效運作董事會，確保於董事會及時有效商討所有重要及運用事宜。而本集團行政總裁則主要負責本集團業務之運作，以及實行本集團之策略，已達致整體營運目標。

主席亦鼓勵全體董事，包括獨立非執行董事，積極參與所有董事及委員會會議。

董事委員會

董事會已成立多個委員會，包括薪酬委員會、審核委員會、提名委員會(於二零一二年三月二十三日成立)，各委員會均以書面具體列明其職權範圍。委員會之所有會議記錄及決議案均由會議秘書保存，並供全體董事會成員傳閱，而各委員會須向董事會匯報其決定及建議。董事會會議之程序及安排亦已於可行情況下於委員會會議採用。

Corporate Governance Report

企業管治報告

BOARD COMMITTEE (Cont'd)

During the year under review, details of the attendance of each Director in Board meetings, remuneration committee meetings, audit committee meetings and nomination committee meetings are as follows:

董事委員會(續)

回顧年度內，各董事於董事會，薪酬委員會、審核委員會，提名委員會會議之個別出席記錄載列如下：

| Name 董事姓名 | Board 董事會 | Meetings Attended/Held 出席/舉行會議次數 | | | |
|--|----------------------|-------------------------------------|-----------------------------|----------------------------------|--------------------------------|
| | | Remuneration Committee 薪酬委員會 | Audit Committee 審核委員會 | Nomination Committee 提名委員會 | Shareholder meeting 股東大會 |
| Executive Directors | 執行董事 | | | | |
| Liao Chao-Ping (Chairman) | 廖朝平(主席) | 4/4 | 1/1 | 1/1 | 1/1 |
| Fan Ping-Yi | 范平尹 | 4/4 | | | 1/1 |
| Yang Ching Shou (CEO) | 楊慶壽(行政總裁) | 4/4 | | | 1/1 |
| Chen Ming-Chuan | 陳銘傳 | 4/4 | | | 1/1 |
| Yu Shih-Pi | 余世筆 | 4/4 | | | 1/1 |
| Liao Angela Min-Yin | 廖敏吟 | 4/4 | | | 0/1 |
| Chen Shen-Tien (resigned on 9 November 2012) | 陳森田(於二零一二年十一月九日辭任) | 4/4 | | | 0/1 |
| Independent non-executive Directors | 獨立非執行董事 | | | | |
| Chiu Kam Hing, Kathy | 趙金卿 | 4/4 | 1/1 | 2/2 | 1/1 |
| Hsieh Billy Shao-Ven | 謝少文 | 4/4 | 1/1 | 2/2 | 1/1 |
| Tsai Jeng-Yang (appointed on 21 June 2012) | 蔡正揚(於二零一二年六月二十一日獲委任) | 3/4 | | 1/2 | 0/1 |
| Chang Long-Teng (resigned on 24 March 2012) | 張龍騰(於二零一二年三月二十四日辭任) | 1/4 | | 1/2 | 0/1 |

REMUNERATION COMMITTEE

The remuneration committee was established in November 2005. This committee consists of three members, including the independent non-executive Director Ms. Chiu Kam Hing, Kathy (chairman of the remuneration committee), Mr. Hsieh Billy Shao-Ven and executive Director Mr. Liao Chao-Ping (Chairman).

The Company has complied with Rules 3.25 and 3.26 of the Listing Rules stating that the remuneration committee chaired by an independent non-executive Director and comprising a majority of independent non-executive Director. The Company also approved and provided written terms of reference for the remuneration committee which clearly establish the remuneration committee's authority and duties.

During the year under review, the Board adopted a series of revised terms of reference of the remuneration committee, including the changes in accordance with the provisions of the Revised Code Provision effective on 1 April 2012. The remuneration committee acts as the adviser of the Board while the Board reserves the final rights to approve the remuneration of individual executive Directors and senior management of the Company. The revised terms of reference of the remuneration committee with its rights, duties and responsibilities are available on the Company's website and the Stock Exchange website.

According to its terms of reference, the remuneration committee shall meet at least once a year. One committee meeting was held in 2012 and the attendance of each member is listed in the section "Board Committee" of the report.

薪酬委員會

薪酬委員會於二零零五年十一月成立。此委員會由三名成員組成，包括獨立非執行董事趙金卿女士(薪酬委員會主席)，謝少文先生及執行董事廖朝平先生(集團主席)。

本公司已遵守上市規則第3.25及3.26條之規定，即薪酬委員會由獨立非執行董事出任主席，大部分成員亦為獨立非執行董事。本公司亦已批准及以書面提供有關薪酬委員會的職權範圍，清楚界定薪酬委員會的權力及職責。

於回顧年度，董事會採納一系列經修訂之薪酬委員會職權範圍，包括配合經修訂守則自二零一二年四月一日起生效之規定而作出之變更。薪酬委員會已採納作為董事會顧問角色之運作模式，而董事會保留最終權利批准個別執行董事及高級管理層之薪酬待遇。載有其權利、職務及責任之經修訂之薪酬委員會職權範圍可於本公司網站及聯交所網站查閱。

根據其職權範圍，薪酬委員會每年須至少召開一次會議。於二零一二年已舉行一次委員會會議，而各成員之出席情況載於本報告「董事委員會」一節內。

REMUNERATION COMMITTEE (Cont'd)

For the year under review, the performance of the remuneration committee is as follows:

1. Reviewed the current policy and structure of remuneration of the Directors;
2. Reviewed the existing remuneration of independent non-executive Directors; and
3. Reviewed and recommended the proposed consultancy of newly appointed independent non-executive Directors for the Board's approval.

AUDIT COMMITTEE

The Company established an audit committee in 1999. This committee consists of three members, including independent non-executive Directors Ms. Chiu Kam Hing, Kathy (chairman of the audit committee), Mr. Hsieh Billy Shao-Ven and Mr. Tsai Jeng-Yang.

The Company has complied with Rules 3.21 and 3.22 of the Listing Rules stating that the audit committee (consists of at least three members and must be chaired by an independent non-executive Director) has at least one member who is independent non-executive Director with appropriate professional qualifications or accounting or related financial management experience, and provided written terms of reference for the audit committee which clearly establish the audit committee's authority and duties.

The audit committee is mainly responsible for reviewing the financial report and monitoring the integrity of the financial report. Other duties include appointing auditor, approving the auditor's remuneration, discussing the audit procedures and other matters arising from the above. The audit committee is also responsible for supervising the financial reporting system and internal control procedures as well as its effectiveness.

On 30 March 2012, the Board adopted a series of the revised terms of reference of the audit committee, including the changes in accordance with the Revised Code Provisions which have come into effect since 1 April 2012. The revised terms of reference of the audit committee along with its rights, duties and responsibilities are available on the Company's website and the Stock Exchange website.

薪酬委員會(續)

回顧年內，薪酬委員會曾執行下述工作：

1. 檢討董事薪酬之現時政策及架構；
2. 檢討獨立非執行董事現時之薪酬；及
3. 檢討及建議董事會批准新任命獨立非執行董事之薪酬待遇。

審核委員會

本公司已於一九九九年設立審核委員會，此委員會由三名成員組成，包括獨立非執行董事趙金卿女士(審核委員會主席)，謝少文先生及蔡正揚先生。

本公司已遵守上市規則第3.21及3.22條之規定，即審核委員會(最少須由三名成員組成，且必須由獨立非執行董事擔任主席)中至少一名成員為具有適當專業資格或會計或相關財務管理經驗之獨立非執行董事。本公司亦通過及列出審核委員會的書面職權範圍，清晰確定委員會的權力及職責。

審核委員會之主要職責為審閱財務報告及核數師報告，並監察財務報告之完整性。其他職責包括委任核數師，批准核數師酬金、討論核算程式及上述事項所引致之任何其他事宜。審核委員會亦負責監督財務報告系統以及內部監控程序及其成效。

於二零一二年三月三十日，董事會採納一系列經修訂之審核委員會職權範圍，包括配合經修訂守則自二零一二年四月一日起生效之規定而作出之變更。載有審核委員會之權利、職務及責任之經修訂之職權範圍可於本公司網站及聯交所網站查閱。

AUDIT COMMITTEE (Cont'd)

The audit committee has reviewed the annual results announcement for the year ended 31 December 2012 and the financial statements for the year ended 31 December 2012.

According to its terms of reference, the audit committee shall meet at least twice a year. Two committee meetings were held in 2012 and the attendance of each member is listed in the section "Board Committee" of the report.

For the year under review, the performance of the audit committee is as follows:

1. Reviewed the financial report for the year ended 31 December 2011;
2. Reviewed and recommended the 2012 interim results for the approval of the Board;
3. Reviewed the effectiveness of internal control system;
4. Reviewed the external auditor's statutory audit plan and engagement letter; and
5. Reviewed the 2012 annual audit scope and cost and recommended the Boards for approval.

審核委員會(續)

審核委員會已審閱本公司截至二零一二年十二月三十一日止年度的業績公告及截至二零一二年十二月三十一日止年度的財務報表。

根據其職權範圍，審核委員會每年須至少召開二次會議。於二零一二年已舉行二次委員會會議，而各成員之出席情況載於本報告「董事委員會」一節內。

回顧年內，審核委員會曾執行下述工作：

1. 審閱截至二零一一年十二月三十一日止年度的財務報告；
2. 審閱及建議董事會批准二零一二年中期業績；
3. 檢討內部監控系統的有效性；
4. 審閱外聘核數師的法定核數計畫及聘用函件；及
5. 檢討二零一二年年度審核範疇及費用，並向董事會推薦作批准。

NOMINATION COMMITTEE

The nomination committee was established on 23 March 2012. This committee consists of three members, including the executive Director Mr. Liao Chao-Ping (Chairman and chairman of the nomination committee), the independent non-executive Directors Ms. Chiu Kam Hing, Kathy and Mr. Hsieh Billy Shao-Ven.

The nomination committee is mainly responsible for regular review of the structure of the Board and makes recommendations to the Board regarding any proposed change to the structure of the Board.

On 30 March 2012, the Board adopted a series of the revised terms of reference of the nomination committee, including the changes in accordance with the Revised Code Provisions which have come into effect since 1 April 2012. The revised terms of reference of the nomination committee along with its rights, duties and responsibilities are available on the Company's website and the Stock Exchange website.

According to its terms of reference, the nomination committee shall meet at least once a year. One Committee meeting was held in 2012 and the attendance of each member is listed in the section "Board Committee" of the report.

For the year under review, the performance of the nomination committee is as follows:

1. Reviewed the Board structure and composition as well as made recommendations to the Board to comply with the Company's corporate strategy changes; and
2. Reviewed and made recommendations to the Board on the newly appointed independent non-executive Directors.

提名委員會

提名委員會於二零一二年三月二十三日成立。此委員會由三名成員組成，包括執行董事廖朝平先生(集團主席及提名委員會主席)，獨立非執行董事趙金卿女士及謝少文先生。

提名委員會的主要工作目標是定期檢討董事會的架構，並就任何對架構擬作出的變動向董事會提出建議。

於二零一二年三月三十日，董事會採納一系列經修訂之提名委員會職權範圍，包括配合經修訂守則自二零一二年四月一日起生效之規定而作出之變更。載有提名委員會之權利、職務及責任之經修訂之職權範圍可於本公司網站及聯交所網站查閱。

根據其職權範圍，提名委員會每年須至少召開一次會議。於二零一二年已舉行一次委員會會議，而各成員之出席情況載於本報告「董事委員會」一節內。

回顧年內，提名委員會曾執行下述工作：

1. 檢討董事會架構及組成，以及就配合本公司企業策略變動向董事會提供推薦意見；及
2. 檢討以及就委任新任命獨立非執行董事向董事會提供推薦意見。

CORPORATE GOVERNANCE FUNCTIONS

The Board has overall responsibility for implementing corporate governance responsibilities, including:

1. To develop and review the Company's relevant corporate governance policies and practices;
2. To review and monitor the training and continuous professional development of the Directors and senior management;
3. To review and monitor the Company policy and practices comply with the statutory and regulatory rules;
4. To develop, review and monitor the Code of Conduct and Compliance Handbook (if any) of the employees and Directors; and
5. To review the Company's compliance with the Code of the corporate governance report and disclosure.

COMPANY SECRETARY

According to the Revised Code Provisions, the company secretary shall be the employees of the issuer and have an understanding of the issuer's daily affairs. If the issuer hires the external service provider as the company secretary, it should disclose the identity of one of its senior members so as to contact the external service provider.

The Company Secretary was appointed on 1 December 2011. He is responsible for reporting to Mr. Yang Ching Shou, CEO, and providing advice to the Directors on corporate governance matters.

During the year under review, the Company secretary confirmed having received no less than 15 hours' professional training.

CODE OF CONDUCT ON DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 of the Listing Rules. After making specific enquiry to all Directors, the Company confirmed every Director has complied with the required standards set out in the Model Code throughout the year under review.

企業管治職能

董事會整體負責執行企業管治職責，包括：

1. 發展及檢討本公司有關企業管治之政策及常規；
2. 檢討及監察董事及高級管理層之培訓及持續專業發展；
3. 檢討及監察遵守法定及監管規定之本公司政策及慣例；
4. 發展、檢討及監察適用於僱員及董事之行為守則及合規手冊(如有)；及
5. 檢討本公司遵守企業管治報告之守則及披露。

公司秘書

經修訂守則規定，公司秘書應為發行人的僱員，對發行人的日常事務有所認識。發行人若外聘服務機構擔任公司秘書，應披露其一名較高職位人士之身份以與該外聘服務機構聯絡。

公司秘書已於二零一一年十二月一日獲委任。彼向行政總裁楊慶壽先生匯報，並負責就企業管治事宜向董事會提供意見。

於回顧年度內，公司秘書已確認彼已接受不少於十五小時相關專業培訓。

董事進行證券交易之標準守則

本公司已採納上市規則附錄十所載董事進行證券交易的標準守則(「標準守則」)作為本公司董事進行證券交易之行為守則。本集團作出特定查詢後，確定每一位董事於回顧年度，一直全面遵守標準守則，且並無不遵守情況。

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for the preparation of the financial statements of the Group and assure that the financial statements are in accordance with statutory requirements and applicable accounting standards. The Directors also assure the timely publication of the financial statements of the Group.

The statement by the independent auditor about its reporting responsibilities relating to the financial statements for the year ended 31 December 2012 is set out in the Independent Auditor's Report on pages 48 to 50 of this annual report.

INTERNAL CONTROL

The Company has conducted a review of its system of internal control periodically to ensure it is effective and adequate. The Company convened meetings periodically to discuss financial, operational and risk management control.

During the year under review and up to the date of this annual report, the Board deems that the existing internal control system is stable enough to safeguard the interests of the shareholders, customers and employees and the Group's assets. The Directors believe that the Group's budget is sufficient in accounting and finance as for the employee's qualifications, experience, resources and trainings.

董事對財務報表之責任

董事已確知其在編製本集團財務報表之責任，並且確信該財務報表是符合法規要求及適用會計政策。董事也確信本集團及時公佈了該財務報表。

獨立核數師就其有關截至二零一二年十二月三十一日止年度的該等財務報表的申報責任而作出的聲明載於本年報第48至50頁的獨立核數師報告。

內部監控

本公司定期審查其內部監控制度，確保內部監控制度為有效及充分。本公司定期召開會議，討論財務、營運及風險管理監控。

回顧年內及截至本年報刊發日期，董事會認為現存的內部監控系統穩健，足以保障股東、顧客及僱員的利益和本集團的資產。董事會認為本集團於會計及財務職能方面的員工資歷、資源及經驗，以及彼等所接受的培訓及有關預算屬充足。

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 Company. During the year under the review, the Company's payment to the external auditor for audit and non-audit services is as follows:

| Type of Service 服務種類 | | RMB'000 人民幣(千元) |
|---|-----------------|--------------------|
| Audit Services | 核數服務酬金 | 420 |
| Non-Audit Services (Other consulting service) | 非核數服務酬金(其他顧問服務) | 19 |
| Total: | 總額: | 439 |

INVESTOR RELATIONS

The Company has adopted the amended and restated Memorandum and Articles of Association on 22 March 2012 with all of the previous and proposed amendments to comply with the amendments to Listing Rules, thereby replacing the existing one.

The latest version of the Memorandum and Articles of Association of the Company is made available on the Company's website and the Stock Exchange's website.

The Company has disclosed all necessary information to the Shareholders in compliance with the Listing Rules. The Directors host the annual general meeting every year to meet the Shareholders and answer their enquiries.

核數師酬金

本公司之審核委員會負責考慮外聘核數師之委任及審查外聘核數師進行之非核算工作，包括有關非核算工作會否對本公司構成任何潛在重大不利影響。於回顧年度，本公司向外聘核數師支付供審核及非審核服務之收費如下：

投資者關係

本公司已於二零一二年三月二十二日採納經修訂及重列之本公司組織章程大綱及細則，當中綜合所有過往修訂及擬作出之修訂，以令章程細則配合上市規則之若干修訂，取代本公司現有組織章程大綱及細則。

本公司組織章程大綱及細則之最新版本可於本公司網站及聯交所網站查閱。

本公司已遵照上市規則披露一切必要資料。董事每年主持股東周年大會，會見股東及回應彼等之提問。

SHAREHOLDERS' RIGHTS

Convene Special General Meeting

According to the Company's Articles of Association, the Shareholders are entitled to request the Board to hold the special general meetings.

The special general meeting can be convened at the written request of two or more Shareholders which will include major issues for discussion and signature of requisitionists. The requisitions have to be delivered to the Company's main office in Hong Kong (or if the Company no longer sets the main office then it will be the registered office). The requisitionists are required to submit no less than one-tenth of paid-up capital before earning the voting rights in the general Shareholders' meeting on the requisition delivery date.

The special general meeting can also be convened at the written request of any Shareholder (as a recognized clearing house (or its agent)). The requisitions have to be delivered to the Company's main office in Hong Kong (or if the Company no longer sets the main office then it will be the registered office), listing the major issues for meeting discussion which are signed by the requisitionists. The requisitionists are required to submit no less than one-tenth of paid-up capital before earning the voting rights in the general shareholders' meeting on the requisition delivery date.

If the Board fails to convene the special general meeting within twenty-one days from the date of the receipt of the requisition(s) in accord with the established procedures, the requisitionists may themselves or any requisitionist representing those who hold more than 50% of the total voting rights can convene such a meeting (in a manner as similar as possible to the manner in which Shareholders' meetings are convened by the Board) within three months from the date of the receipt of the requisition(s) by the Board. Any reasonable expenses incurred by the requisitionists by reason of failure by the Board to duly convene a meeting shall be repaid to the requisitionists by the Company.

股東權利

應股東要求召開股東特別大會

根據本公司章程細則，股東有權要求董事會召開本公司的股東特別大會。

股東特別大會可應兩名或以上股東的書面要求而召開，有關要求須送達本公司於香港的主要辦事處(或倘本公司不再設置上述主要辦事處，則為註冊辦事處)，當中列明大會的主要商議事項並由請求人簽署，惟該等請求人於送達要求之日須持有本公司附帶於本公司股東大會投票權的不少於十分之一繳足股本。

股東特別大會亦可應任何一名股東(為一間認可結算所(或其代理人))的書面要求而召開，有關要求須送達本公司於香港的主要辦事處(或倘本公司不再設置上述主要辦事處，則為註冊辦事處)，當中列明大會的主要商議事項並由請求人簽署，惟該請求人於送達要求之日須持有附帶於股東大會投票權的不少於十分之一繳足股本。

倘董事會於送達要求之日起計二十一日內並無按既定程式召開將予在其後的二十一日內舉行的股東特別大會，則請求人自身或代表彼等所持全部投票權50%以上的任何請求人可按盡量接近董事會召開大會的相同方式召開股東特別大會，惟按上述方式召開的任何大會不得於送達有關要求之日起計三個月屆滿後召開，且本公司須向請求人償付因應董事會未有召開股東特別大會而致使彼等須召開股東特別大會所合理產生的所有開支。

SHAREHOLDERS COMMUNICATION POLICY

The Company has established several channels to maintain constant communication with shareholders.

1. The Company news, annual reports, interim reports and announcements are issued in printed form and they are also available on the Stock Exchange website www.hkex.com.hk and the Company's website www.qianlong.com.hk;
2. The announcements made by the Stock Exchange on a regular basis are issued respectively on the Company's and the Stock Exchange's website;
3. The corporate information and Memorandum and Articles of Association of the Company are available on the Company's website;
4. Annual and special general meetings provide the shareholders with the platform to comment and exchange views with the Directors and senior management; and
5. The Company's share registrar provides the Shareholders with equity registration, dividend distribution, Shareholder information change and other relevant service.

If investors have any queries, they can directly send a letter to the Company's principal place of business in Hong Kong. Contact details are as follows:

Address: 19/F, Nan Dao Commercial Building, 359-361 Queen's Road Central, Sheung Wan, Hong Kong

Telephone: (852)28032375/280375101

Fax: (852)25406365

Email: information@ms.qianlong.com.hk

股東溝通政策

本公司已建立若干管道以維持與股東進行持續溝通。

1. 以印刷本形式刊發並可於聯交所網站 www.hkex.com.hk 及本公司網站 www.qianlong.com.hk 查閱之公司通訊、年報、中期報告及通函；
2. 透過聯交所定期作出並分別於聯交所及本公司網站刊發之公佈；
3. 可於本公司網站流覽本公司之公司資料以及組織章程大綱及細則；
4. 股東周年大會及股東特別大會向股東提供發表意見以及與董事及高層管理人員交換意見之場合；及
5. 本公司之股份過戶登記處向股東提供股份登記、股息派付、更改股東資料及相關事宜之服務。

投資者如有任何查詢，可直接致函本公司香港之主要營業地點。聯絡詳情如下：

地址：香港上環皇后大道中359-361號南島商業大廈19字樓

電話：(852)28032375/280375101

傳真：(852)25406365

電郵：information@ms.qianlong.com.hk

Directors' Report

董事會報告

The Directors present their report together with the audited financial statements of the Company for the year ended 31 December 2012.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the Group are research, development and distribution of software, and provision of related maintenance, usage and information services in the PRC.

The principal activities of the Company's subsidiaries are set out in Note 21 to the financial statements.

No geographical analysis is shown as the principal activities of the Group are mainly carried out in the PRC.

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers accounted for approximately 13% of the Group's total sales for the year and sales to the largest customer included therein accounted for approximately 7% of the Group's total sales.

Purchases from the Group's five largest suppliers accounted for approximately 85% of the Group's total purchases for the year and purchases from the largest supplier included therein accounted for approximately 42% of the Group's total purchases.

None of the Directors, or any of their associates or any Shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital), had any beneficial interest in the Group's five largest customers or suppliers.

RESULTS AND APPROPRIATIONS

The profit of 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 financial statements on pages 51 to 142.

An interim dividend of HK\$0.05 (equivalent to approximately RMB0.041) per share, totalling HK\$12,630,000 (equivalent to approximately RMB10,229,000) was paid during the year.

The Directors do not recommend the payment of a final dividend in respect of the year ended 31 December 2012.

董事會謹此呈報截至二零一二年十二月三十一日止年度之年報及經審核財務報表。

主要業務

本公司之主要業務為投資控股。本集團之主要業務為研究、開發及銷售軟體，在中國提供相關之保養、使用及資訊服務。

本公司及其附屬公司於本財政年度之主要業務載於財務報表附註21。

由於本集團主要業務大多數於中國經營，故並無按地理區域作出分析。

主要客戶及供應商

在審核年度，至本集團最大五位客戶之銷售額約佔本集團年度總收入之13%，且包括至最大客戶之銷售額佔本集團總收入之7%。

本集團自最大五位供應商之採購額約佔本集團年度總採購額之85%，且包括自最大供應商之採購額佔本集團總採購額之42%。

就董事所知，概無董事或彼等之聯繫人士或任何擁有本公司已發行股本5%以上之本公司股東於年內擁有本集團五大主要客戶及五大主要供應商之任何權益。

業績及分配

本集團截至二零一二年十二月三十一日止年度之盈利及本公司與本集團於該日之財務狀況載於財務報表第51頁至142頁。

截至二零一二年十二月三十一日止之年度已支付中期股息每股港幣0.05元(約相當於人民幣0.041元)，合計港幣12,630,000元(相當於人民幣10,229,000元)。

董事建議截至二零一二年十二月三十一日止之年度不派發任何末期股息。

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of movements in the property, plant and equipment and investment properties of the Group during the year are set out in Notes 18 and 19 to the financial statements respectively.

SHARE CAPITAL

Details of the movements in share capital of the Company during the year are set out in Note 28 to the financial statements.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

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

PRE-EMPTIVE RIGHTS

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

RESERVES

Details of movements in the reserves of the Group and the Company during the year are set out on page 55 of this annual report and in Note 29 to the financial statements respectively.

DISTRIBUTABLE RESERVES

At 31 December 2012, the Company had accumulated losses of RMB14,819,000 (2011: RMB33,056,000), and after taking into consideration of the balance of share premium account, subject to the provisions of the Cayman Islands Companies Law (Revised) as detailed in Note 29(a) to the financial statements, the aggregate amount of reserves available for distribution to owners of the Company was RMB8,873,000 (2011: RMB865,000).

物業、廠房及設備投資物業

本年度本集團之物業、廠房及設備及投資物業變動載於財務報表附註18及19。

股本

本公司本年度之股本變動詳情載於財務報表附註28。

購買、出售或購回本公司上市證券

截至二零一二年十二月三十一日，本公司或其任何附屬公司概無購買、出售或購回本公司之任何上市證券。

優先購買權

根據本公司組織章程細則或開曼群島法律，並無有關優先購買權之條文，規定本公司須按比例向現有股東發售新股。

儲備

本集團及本公司年內之儲備變動詳情分別載於本年報第55頁及財務報表附註29。

可分配儲備

於二零一二年十二月三十一日，本公司擁有累計虧損人民幣14,819,000元，（二零一一年：人民幣33,056,000元），並且在考慮到股本溢價帳戶餘額，根據開曼群島公司法（修訂版）之條款（詳見財務報表附註29(a)），可分配給本公司擁有人之儲備金額為人民幣8,873,000元，（二零一一年：人民幣865,000元）。

Directors' Report

董事會報告

DIRECTORS

The Directors of the Company during the year and up to the date of this report were as follows:

Executive Directors

| | |
|---------------------|-------------------------------|
| Liao Chao-Ping | (Chairman) |
| Fan Ping-Yi | (Vice-chairman) |
| Yang Ching Shou | (CEO) |
| Chen Ming-Chuan | |
| Yu Shih-Pi | |
| Liao Angela Min-Yin | |
| Chen Shen-Tien | (resigned on 9 November 2012) |

Independent non-executive Directors

| | |
|----------------------|-----------------------------|
| Chiu Kam Hing, Kathy | |
| Hsieh Billy Shao-Ven | |
| Tsai Jeng-Yang | (appointed on 21 June 2012) |
| Chang Long-Teng | (resigned on 24 March 2012) |

In accordance with article 16.18 of the Company's articles of association, Mr. Liao Chao-Ping, Mr. Yang Ching Shou, Mr. Yu Shih-Pi and Mr. Tsai Jeng-Yang will retire from office as executive Directors or independent non-executive Director of the Company by rotation and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

Biographical details of the Directors are set out on pages 17 to 19 of this annual report. Details of the Directors' remuneration are set out in Note 11 to the financial statements.

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules for the year ended 31 December 2012 and the Company considers all of the independent non-executive Directors are independent.

董事

本公司於本財政年度以及截至本報告日之董事如下：

執行董事

| | |
|-----|-----------------|
| 廖朝平 | (主席) |
| 范平尹 | (副主席) |
| 楊慶壽 | (行政總裁) |
| 陳銘傳 | |
| 余世筆 | |
| 廖敏吟 | |
| 陳森田 | (於二零一二年十一月九日辭職) |

獨立非執行董事

| | |
|-----|-------------------|
| 趙金卿 | |
| 謝少文 | |
| 蔡正揚 | (於二零一二年六月二十一日獲委任) |
| 張龍騰 | (於二零一二年三月二十四日辭職) |

根據本公司之組織章程第16.18條，在本公司即將召開股東周年大會上廖朝平先生，楊慶壽先生，余世筆先生和蔡正揚先生輪值告退本公司執行董事或獨立非執行董事並重選連任。

董事之履歷概要載於本年報第17至19頁，董事之薪酬詳情載於財務報表附註11。

根據上市規則第3.13條，本公司已經收到每位獨立非執行董事截止二零一二年十二月三十一日之年度獨立性確認書。本公司認為全體獨立非執行董事均為獨立人士。

DIRECTORS' INTERESTS IN CONTRACTS

No contract of significance in relation to the Company's business to which the Company, or any of its subsidiaries was a party, and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS' SERVICE CONTRACTS

The Company has entered into service contracts with each of the executive Directors for a term of two years and shall continue thereafter until terminated by either party giving to the other at least one month's prior notice in writing.

The Company has entered into service contracts with each of the independent non-executive Directors for a term of two years and shall continue thereafter until terminated by either party giving to the other at least one month's prior notice in writing.

Save as aforesaid, none of the Directors proposed for re-election at the forthcoming annual general meeting has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than normal statutory obligations.

董事之合約權益

本公司董事概無於本公司或其任何附屬公司所訂立直至本年度結束或年內任何時間仍然有效之任何重大合約中直接或間接擁有重大權益。

董事之服務合約

本公司與各執行董事訂有一項為期兩年之服務合約，並將一直生效，直至任何一方向對方發出不少於一個月之書面通知終止為止。

本公司與各獨立非執行董事訂有一項為期兩年之服務合約，並將一直生效，直至任何一方向對方發出不少於一個月之書面通知終止為止。

除上述內容，於即將舉行之股東週年大會膺選連任之董事概無與本公司訂立不可由本公司或各附屬公司於一年內終止而毋須作出賠償(法定賠償除外)之服務合約。

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

As at 31 December 2012, the interests of the Directors and the chief executives and their associates in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")), which have been notified to the Company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules and which have been recorded in the register maintained by the Company pursuant to section 352 of the SFO, were as follows:

董事及主要行政人員之股份，相關股份及債券權益

於二零一二年十二月三十一日，董事及主要行政人員於本公司或其任何相聯法團(定義見《證券及期貨條例》第XV部分)(香港法律第571章)(《證券及期貨條例》)擁有、持有之股份、相關股份及債券證之權益已根據標準守則通知本公司及聯交所及已根據《證券及期貨條例》第352條記錄本公司須予備存的登記冊之權益如下：

| Name of directors 董事姓名 | Type of interests 權益類別 | Number of shares held 持有股份數目 | Percentage of the Company's issued share capital 佔本公司已發行股本百分比 |
|---------------------------|--|---------------------------------|--|
| Liao Chao-Ping 廖朝平 | Personal 個人 | 5,000,000 | 1.979% |
| Fan Ping-Yi 范平尹 | Corporate (Notes (1) and (2)) 公司(附註(1)及(2)) | 24,500,000 | 9.699% |
| Yang Ching Shou 楊慶壽 | Corporate (Notes (1) and (2)) 公司(附註(1)及(2)) | 24,500,000 | 9.699% |
| Chen Ming-Chuan 陳銘傳 | Corporate (Notes (1) and (2)) 公司(附註(1)及(2)) | 18,375,000 | 7.274% |
| Yu Shih-Pi 余世筆 | Corporate (Notes (1) and (2)) 公司(附註(1)及(2)) | 14,875,000 | 5.889% |

**DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES,
UNDERLYING SHARES AND DEBENTURES (Cont'd)**

Notes:

- (1) As at 31 December 2012, Mr. Fan Ping-Yi is the sole shareholder of Sapphire World Investment Limited which holds 24,500,000 shares, representing a 9.699% interest in the Company. Mr. Yang Ching Shou is the sole shareholder of Legend Isle Technology Limited which holds 24,500,000 shares, representing a 9.699% interest in the Company. Mr. Chen Ming-Chuan is the sole shareholder of Star Channel Technology Limited which holds 18,375,000 shares, representing a 7.274% interest in the Company. Mr. Yu Shih-Pi is the sole shareholder of Star Orient Global Limited which holds 14,875,000 shares, representing a 5.889% interest in the Company.
- (2) According to the register of substantial shareholders required to be maintained under Section 336 of the SFO, the Company has been notified of these interests, being 5% or more of the issued share capital of the Company.

Save as disclosed above, as at 31 December 2012, none of the Directors or chief executive of the Company had registered an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

MANAGEMENT CONTRACTS

The Board confirmed that no contracts rendering the management and administration of the whole or any substantial part of the business of the Group were entered into or existed during the year under review.

**董事及主要行政人員之股份，相關
股份及債券權益(續)**

附註：

- (1) 於二零一二年十二月三十一日，范平尹先生為Sapphire World Investment Limited之唯一股東，持有24,500,000股股份，佔本公司9.699%之權益。楊慶壽先生為Legend Isle Technology Limited之唯一股東，持有24,500,000股股份，佔本公司9.699%之權益。陳銘傳先生為Star Channel Technology Limited之唯一股東，持有18,375,000股股份，佔本公司7.274%之權益。余世筆先生為Star Orient Global Limited之唯一股東，持有14,875,000股股份，佔本公司5.889%之權益。
- (2) 根據《證券及期貨條例》第336條規定須存置之主要股東登記名冊，本公司已獲得通知該等權益，佔本公司已發行股本5%或以上的權益。

除上文所披露者外，截至二零一二年十二月三十一日，本公司董事和主要行政人員並無持有本公司及其任何相聯法團之股份、相關股份及債券(按《證券及期貨條例》第XV部所界定者)，而須根據《證券及期貨條例》第352條規定存置之登記冊所記錄的權益或淡倉，或根據標準守則所述須知會本公司及聯交所之權益或淡倉。

管理合同

董事會確定，於回顧年度內，本集團並無簽訂任何有關集團或其子公司業務管理或行政的管理合同。

DIRECTORS' AND CHIEF EXECUTIVES' RIGHTS TO ACQUIRE SHARES

At no time during the year ended 31 December 2012 was the Company or any of its subsidiaries a party to any arrangement to enable the Directors or chief executives of the Company or their associates to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

SUBSTANTIAL INTERESTS IN THE SHARES AND UNDERLYING SHARES

Save as disclosed above, as at 31 December 2012, the following persons had interests in the shares and underlying shares of the Company have been recorded in the register kept by the Company pursuant to Section 336 of SFO:

董事及主要行政人員購買證券之權利

本公司或其任何附屬公司於截至二零一二年十二月三十一日止年度內，概無訂立任何安排，致使本公司董事或主要行政人員或彼等之關聯人士可藉購買本公司或任何其他法人團體之股份或債券而獲益。

本公司股本及相關股份之主要權益

除上述披露外，於二零一二年十二月三十一日，以下人士為根據證券及期貨條例第336條已記錄於本公司須予備存之登記冊中擁有本公司之股份及相關股份之權益：

| Name 名稱 | Number of the shares held 持有股份數目 | Percentage of the Company's issued share capital 佔本公司已 發行股本百分比 |
|-----------------------------------|--|--|
| Mr. Chou Shih-Chung 周世淙先生 | 32,948,000 | 13.044% |
| Sapphire World Investment Limited | 24,500,000 | 9.699% |
| Legend Isle Technology Limited | 24,500,000 | 9.699% |
| Star Channel Technology Limited | 18,375,000 | 7.274% |
| Star Orient Global Limited | 14,875,000 | 5.889% |

Note:

- As at 31 December 2012, Mr. Fan Ping-Yi is the sole shareholder of Sapphire World Investment Limited which holds 24,500,000 shares, representing a 9.699% interest in the Company. Mr. Yang Ching Shou is the sole shareholder of Legend Isle Technology Limited which holds 24,500,000 shares, representing a 9.699% interest in the Company. Mr. Chen Ming-Chuan is the sole shareholder of Star Channel Technology Limited which holds 18,375,000 shares, representing a 7.274% interest in the Company. Mr. Yu Shih-Pi is the sole shareholder of Star Orient Global Limited which holds 14,875,000 shares, representing a 5.889% interest in the Company.

附註：

- 於二零一二年十二月三十一日，范平尹先生為Sapphire World Investment Limited之唯一股東，持有24,500,000股股份，佔本公司9.699%之權益。楊慶壽先生為Legend Isle Technology Limited之唯一股東，持有24,500,000股股份，佔本公司9.699%之權益。陳銘傳先生為Star Channel Technology Limited之唯一股東，持有18,375,000股股份，佔本公司7.274%之權益。余世筆先生為Star Orient Global Limited之唯一股東，持有14,875,000股股份，佔本公司5.889%之權益。

SUBSTANTIAL INTERESTS IN THE SHARES AND UNDERLYING SHARES

(Cont'd)

Save as disclosed above, the Directors were not aware of any other person (other than the Directors or the chief executives of the Company or their associates) who had an interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO.

AUDIT COMMITTEE

The Company established an audit committee in 1999 with written terms of reference pursuant to Rules 3.21 to 3.23 of the Listing Rules. The audit committee comprises 3 independent non-executive Directors namely Ms. Chiu Kam Hing, Kathy, Mr. Hsieh Billy Shao Ven and Mr. Tsai Jeng-Yang. Ms. Chiu Kam Hing, Kathy is the chairman of the audit committee.

Duties of the audit committee are to review and supervise the financial reporting process and internal control systems of the Group, and to provide advice and comments to the Board. The audit committee has reviewed the Group's audited consolidated results and annual report for the year ended 31 December 2012.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited financial statements is set out on pages 143 to 144 of this annual report. This summary does not form part of the audited financial statements.

本公司股本及相關股份之主要權益

(續)

除上文所披露者外，各董事並不知悉任何其他人士(除董事或主要行政人員外)擁有本公司根據《證券及期貨條例》第336條規定存置之登記冊上所記錄之股份及相關股份中之權益或淡倉。

審核委員會

本集團已於一九九九年設立審核委員會，並根據上市規則第3.21至3.23條以書面形式訂明其職權範圍。目前審核委員會由趙金卿女士、謝少文先生及蔡正揚先生三名獨立非執行董事組成。趙金卿女士為審核委員會主席。

審核委員會之職責，包括檢討及監察本集團之財務申報程序及內部監控制度，及向董事會提供意見及評論。審核委員會已審閱本集團截至二零一二年十二月三十一日止年度之經審核綜合業績及年報。

五年摘要

本集團最近五個財政年度之業績及資產負債之摘要作為已公佈經審核財務報告及重述之摘錄部分已載於年報第143至144頁。該摘要不作為經審核財務報告的一部分。

Directors' Report

董事會報告

PROPERTIES

物業

| Location 地點 | Existing use 當前用途 | Term of lease 租賃期限 |
|----------------|----------------------|-----------------------|
|----------------|----------------------|-----------------------|

Leasehold land and buildings:

租賃土地及建築：

| | | |
|--|-----------------------|--------------|
| 26/F, World Plaza, No. 855 Pudong South Road, Shanghai, the PRC 中國上海浦東南路855號世界廣場26樓 | Office building 辦公 | Medium 中期 |
|--|-----------------------|--------------|

Investment properties:

投資物業：

| | | |
|--|-----------------------|--------------|
| 25/F and 10 parking spaces at basement 2, World Plaza, No. 855 Pudong South Road, Shanghai, the PRC 中國上海浦東南路855號世界廣場25樓及地下二層的十個停車位 | Office building 辦公 | Medium 中期 |
|--|-----------------------|--------------|

RETIREMENT SCHEMES

Details of the Group's retirement schemes during the year are set out in Note 13 to the financial statements.

EMOLUMENT POLICY

The emolument policy regarding the employees of the Group is formulated by the remuneration committee of the Company and is based on the merit, qualifications and competence of the employees.

The emoluments of the Directors are decided by the remuneration committee of the Company having regard to the Company's operating results, individual performance and comparable market statistics.

退休計劃

本集團之年度退休計劃詳情載於財務報表附註13。

薪酬政策

本集團之僱員薪酬政策由本公司薪酬委員會按功績資格及能力表現而制定。

本公司之董事薪酬由本公司薪酬委員會根據公司經營業績，個別工作表現及可比較市場統計而定。

DIRECTORS' INTEREST IN COMPETING BUSINESS

For the year ended 31 December 2012, the Directors are not aware of any business or interest of the Directors, the management Shareholders and their respective associates (as defined under the Listing Rules) that compete or may compete with the business of the Group and any other conflicts of interests which any such person has or may have with the Group.

CORPORATE GOVERNANCE

A report on the principal corporate governance practices adopted by the Company is set out on pages 22 to 37 of this annual report.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best of the Directors' knowledge, the Company has maintained a sufficient prescribed public float of the issued shares of the Company under the Listing Rules throughout the year ended 31 December 2012.

AUDITOR

The financial statements have been audited by BDO Limited. A resolution will be proposed at the forthcoming annual general meeting to re-appoint BDO Limited as the Company's auditor.

By Order of the Board
Liao Chao-Ping
Chairman

Shanghai, the PRC
28 March 2013

董事於競爭業務之權益

截至二零一二年十二月三十一日止年度，各董事並無留意到各董事，管理層股東及彼等各自之聯繫人士(定義見上市規則)擁有與本集團業務競爭或可能與之競爭之任何業務或權益，而該等人士亦無擁有與本集團抵觸或可能與之抵觸之權益。

企業管治

本公司採納之主要企業管治準則報告載於年報第22至37頁。

公眾持股量

根據本公司獲得之公開資料及董事所知，截至二零一二年十二月三十一日，本公司已發行股份之公眾持股量符合上市規則指定水平。

核數師

香港立信德豪會計師事務所有限公司已審核了該財務報告。本公司將在即將舉行之股東周年大會建議續聘香港立信德豪會計師事務所有限公司為本公司核數師。

承董事會命
主席
廖朝平

中國·上海
二零一三年三月二十八日

Independent Auditor's Report

獨立核數師報告



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TO THE SHAREHOLDERS OF QIANLONG TECHNOLOGY INTERNATIONAL HOLDINGS LIMITED

(incorporated in Cayman Islands with limited liability)

We have audited the consolidated financial statements of Qianlong Technology International Holdings Limited (the "Company") and its subsidiaries (hereinafter referred to as the "Group") set out on pages 51 to 142, 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.

致乾隆科技國際控股有限公司之股東

(於開曼群島註冊之有限責任公司)

本核數師(以下簡稱「我們」)已審計列載於第51至142頁乾隆科技國際控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下簡稱「貴集團」)的綜合財務報表，此綜合財務報表包括於二零一二年十二月三十一日的綜合及公司財務狀況表與截至該日止年度的綜合全面收益表、綜合權益變動表和綜合現金流量表，以及主要會計政策概要及其他附註解釋資料。

董事就綜合財務報表須承擔的責任

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

Independent Auditor's Report

獨立核數師報告

AUDITOR'S RESPONSIBILITY

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

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

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

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

核數師的責任

我們的責任是根據我們的聘任條款，並按我們審核工作結果，對該等綜合財務報表作出意見。我們僅向 貴公司整體股東作出報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。該等準則要求我們遵守道德規範，並規劃及執行審計，以合理確定綜合財務報表是否不存在任何重大錯誤陳述。

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

我們相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

Independent Auditor's Report

獨立核數師報告

OPINION

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

BDO Limited

Certified Public Accountants

Li Pak Ki

Practising Certificate Number: P01330

Hong Kong, 28 March 2013

意見

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

香港立信德豪會計師事務所有限公司

執業會計師

李柏基

執業證書號碼：P01330

二零一三年三月二十八日，香港

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

| | | Notes 附註 | 2012 二零一二年 RMB'000 人民幣千元 | 2011 二零一一年 RMB'000 人民幣千元 |
|---|-----------------|-------------|-----------------------------------|-----------------------------------|
| Turnover | 營業額 | 7 | 105,747 | 116,730 |
| Cost of sales | 銷售成本 | | (30,119) | (33,836) |
| Gross profit | 毛利 | | 75,628 | 82,894 |
| Other income | 其他收入 | 8 | 14,481 | 14,822 |
| Other gains and losses | 其他收益及虧損 | 9 | 1,050 | 96 |
| Selling and distribution costs | 銷售及分銷成本 | | (39,049) | (34,507) |
| Administrative expenses | 行政開支 | | (43,924) | (41,171) |
| Profit before income tax | 除稅前盈利 | 10 | 8,186 | 22,134 |
| Income tax | 所得稅 | 14(a) | (3,421) | (1,164) |
| Profit for the year | 本年度盈利 | 16 | 4,765 | 20,970 |
| Other comprehensive income for the year | 本年其他全面收益 | | | |
| Exchange differences on translating foreign operations | 換算海外業務之匯兌差異 | | (8) | (1,159) |
| Total comprehensive income for the year | 本年全面收益總額 | | 4,757 | 19,811 |
| Earnings per share | 每股盈利 | | 人民幣 | 人民幣 |
| – Basic and diluted | – 基本及攤薄 | 17 | RMB0.0189 | RMB0.0830 |

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

| | | Notes 附註 | 2012 二零一二年 RMB'000 人民幣千元 | 2011 二零一一年 RMB'000 人民幣千元 |
|--|------------------|-------------|-----------------------------------|-----------------------------------|
| Non-current assets | 非流動資產 | | | |
| Property, plant and equipment | 物業、廠房及設備 | 18 | 26,874 | 30,454 |
| Investment properties | 投資物業 | 19 | 15,594 | 16,397 |
| Prepaid lease payments | 預付租金 | 20 | 38,328 | 39,697 |
| Total non-current assets | 非流動資產總值 | | 80,796 | 86,548 |
| Current assets | 流動資產 | | | |
| Inventories | 存貨 | 22 | 36 | 79 |
| Trade and other receivables | 貿易及其他應收款 | 23 | 10,502 | 7,907 |
| Deposits and prepayments | 押金及預付款 | | 4,871 | 4,540 |
| Investments held for trading | 持作交易投資 | 24 | 5,000 | 8,000 |
| Cash and cash equivalents | 現金及現金等價物 | 25 | 130,061 | 130,891 |
| Total current assets | 流動資產總值 | | 150,470 | 151,417 |
| Total assets | 資產總值 | | 231,266 | 237,965 |
| Current liabilities | 流動負債 | | | |
| Trade and other payables | 貿易及其他應付款 | 26 | 16,783 | 14,630 |
| Deferred revenue | 遞延收入 | 27 | 42,634 | 49,340 |
| Tax payable | 應付稅項 | | 2,671 | 547 |
| Total current liabilities | 流動負債總值 | | 62,088 | 64,517 |
| Net current assets | 流動資產淨值 | | 88,382 | 86,900 |
| Total assets less current liabilities | 資產總值減流動負債 | | 169,178 | 173,448 |

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

| | | Notes 附註 | 2012 二零一二年 RMB'000 人民幣千元 | 2011 二零一一年 RMB'000 人民幣千元 |
|---|-------------------|-------------|-----------------------------------|-----------------------------------|
| Non-current liabilities | 非流動負債 | | | |
| Deferred revenue | 遞延收入 | 27 | 9,413 | 8,256 |
| Deferred tax liabilities | 遞延稅項負債 | 15 | 1,313 | 1,268 |
| Total non-current liabilities | 非流動負債總值 | | 10,726 | 9,524 |
| Total liabilities | 負債總值 | | 72,814 | 74,041 |
| NET ASSETS | 資產淨值 | | 158,452 | 163,924 |
| Equity attributable to owners of the Company | 本公司擁有人應佔權益 | | | |
| Share capital | 股本 | 28 | 26,128 | 26,128 |
| Reserves | 儲備 | | 132,324 | 137,796 |
| TOTAL EQUITY | 權益總額 | | 158,452 | 163,924 |

These financial statements were approved and authorised for issue by the board of directors on 28 March 2013.

董事會於二零一三年三月二十八日批准並授權刊發此財務報表。

Liao Chao-Ping

廖朝平

Director

董事

Yang Ching Shou

楊慶壽

Director

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

| | | Notes 附註 | 2012 二零一二年 RMB'000 人民幣千元 | 2011 二零一一年 RMB'000 人民幣千元 |
|---|-------------------|-------------|-----------------------------------|-----------------------------------|
| Non-current assets | 非流動資產 | | | |
| Interests in subsidiaries | 於附屬公司之權益 | 21 | 30,589 | 23,052 |
| Current assets | 流動資產 | | | |
| Prepayments | 預付款 | | 12 | — |
| Cash and cash equivalents | 現金及現金等價物 | 25 | 2,341 | 1,912 |
| Total current assets | 流動資產總值 | | 2,353 | 1,912 |
| Total assets | 資產總值 | | 32,942 | 24,964 |
| Current liabilities | 流動負債 | | | |
| Trade and other payables | 貿易及其他應付款 | 26 | 161 | 160 |
| Amounts due to subsidiaries | 應付附屬公司款項 | 21 | 2,715 | 2,738 |
| Total current liabilities | 流動負債總值 | | 2,876 | 2,898 |
| Net current liabilities | 流動負債淨值 | | (523) | (986) |
| NET ASSETS | 資產淨值 | | 30,066 | 22,066 |
| Equity attributable to owners of the Company | 本公司擁有人應佔權益 | | | |
| Share capital | 股本 | 28 | 26,128 | 26,128 |
| Reserves | 儲備 | 29 | 3,938 | (4,062) |
| TOTAL EQUITY | 權益總額 | | 30,066 | 22,066 |

These financial statements were approved and authorised for issue by the board of directors on 28 March 2013.

董事會於二零一三年三月二十八日批准並授權刊發此財務報表。

Liao Chao-Ping

廖朝平

Director

董事

Yang Ching Shou

楊慶壽

Director

董事

Consolidated Statement of Changes in Equity

綜合權益變動表

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

| | | Reserves 儲備 | | | | | | |
|---|-----------------------------|----------------|---------------|------------------|-----------------|----------------|------------------|--------------|
| | | Share capital | Share premium | Exchange reserve | General reserve | Merger reserve | Retained profits | Total equity |
| | | 股本 | 股本溢價 | 外匯儲備 | 一般儲備 | 合併儲備 | 保留盈利 | 權益總額 |
| | | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 |
| | | (Note 28) | (Note 29(a)) | (Note 29(b)) | (Note 29(c)) | (Note 29(d)) | | |
| | | (附註28) | (附註29(a)) | (附註29(b)) | (附註29(c)) | (附註29(d)) | | |
| Balance at 1 January 2011 | 於二零一一年一月一日 | 26,128 | 33,921 | (4,711) | 17,873 | 24,598 | 46,304 | 144,113 |
| Profit for the year | 年度盈利 | — | — | — | — | — | 20,970 | 20,970 |
| Other comprehensive income | 其他全面收益 | — | — | (1,159) | — | — | — | (1,159) |
| Total comprehensive income | 全面收益總額 | — | — | (1,159) | — | — | 20,970 | 19,811 |
| Appropriation | 撥款 | — | — | — | 3,438 | — | (3,438) | — |
| Balance 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 | 26,128 | 33,921 | (5,870) | 21,311 | 24,598 | 63,836 | 163,924 |
| Profit for the year | 年度盈利 | — | — | — | — | — | 4,765 | 4,765 |
| Other comprehensive income | 其他全面收益 | — | — | (8) | — | — | — | (8) |
| Total comprehensive income | 全面收益總額 | — | — | (8) | — | — | 4,765 | 4,757 |
| Interim dividend paid (Note 30) | 支付中期股息(附註30) | — | (10,229) | — | — | — | — | (10,229) |
| Appropriation | 撥款 | — | — | — | 1,176 | — | (1,176) | — |
| Balance at 31 December 2012 | 於二零一二年十二月三十一日 | 26,128 | 23,692 | (5,878) | 22,487 | 24,598 | 67,425 | 158,452 |

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

| | Notes 附註 | 2012 二零一二年 RMB'000 人民幣千元 | 2011 二零一一年 RMB'000 人民幣千元 |
|--|-------------------------|-----------------------------------|-----------------------------------|
| Cash flows from operating activities | 經營活動之現金流 | | |
| Profit before income tax | 除稅前盈利 | 8,186 | 22,134 |
| Adjustments for: | 調整項目： | | |
| Interest income | 利息收入 | (2,826) | (2,741) |
| Impairment loss on trade receivables | 貿易應收款之減值撥備 | 6 | 10 |
| Recovery of impairment loss on trade receivables previously recognised | 沖回之前確認貿易應收款之減值撥備 | — | (2) |
| Gain on disposal of investments held for trading | 出售貿易持有之投資收入 | (1,318) | (280) |
| Write off of property, plant and equipment | 物業、廠房及設備撇銷 | 268 | 184 |
| Depreciation of property, plant and equipment | 物業、廠房及設備之折舊 | 3,884 | 4,572 |
| Depreciation of investment properties | 投資物業之折舊 | 803 | 513 |
| Amortisation of prepaid lease payments | 預付租金之攤銷 | 1,369 | 1,366 |
| Operating cash flows before working capital changes | 流動資金變更前之經營現金流 | 10,372 | 25,756 |
| Decrease/(increase) in inventories | 存貨減少/(增加) | 43 | (3) |
| Increase in trade and other receivables | 貿易及其他應收款增加 | (2,601) | (1,042) |
| (Increase)/decrease in deposits and prepayments | 押金及預收款(增加)/減少 | (331) | 8 |
| Decrease in investments held for trading | 貿易持有之投資減少 | 4,318 | 280 |
| Increase in trade and other payables | 貿易及其他應付款增加 | 2,153 | 1,363 |
| (Decrease)/increase in deferred revenue | 遞延收入(減少)/增加 | (5,549) | 1,421 |
| Effect of foreign exchange rate changes | 外匯匯率變動之影響 | (8) | (791) |
| Cash generated from operations | 經營業務產生之現金 | 8,397 | 26,992 |
| Income tax paid, net | 已付所得稅淨額 | (1,252) | (2,261) |
| Net cash generated from operating activities | 經營業務產生之現金淨額 | 7,145 | 24,731 |
| Cash flows from investing activities | 投資活動之現金流 | | |
| Payments to acquire property, plant and equipment | 購買物業、廠房及設備之付款 | (572) | (1,754) |
| Payments to acquire investment properties and related prepaid lease payments | 購買投資物業及相關預付租金之付款 | — | (56,342) |
| Interest received | 已收取之利息 | 2,826 | 2,741 |
| Net cash generated from/(used in) investing activities | 投資活動產生/(使用)之現金淨額 | 2,254 | (55,355) |

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

| | | Notes 附註 | 2012 二零一二年 RMB'000 人民幣千元 | 2011 二零一一年 RMB'000 人民幣千元 |
|--|----------------------|-------------|-----------------------------------|-----------------------------------|
| Cash flows from financing activities | 融資活動之現金流 | | | |
| Dividends paid to owners of the Company | 已付公司擁有人之股息 | 30 | (10,229) | — |
| Net decrease in cash and cash equivalents | 現金及現金等價物淨值減少 | | (830) | (30,624) |
| Cash and cash equivalents at beginning of year | 年初之現金及現金等價物 | | 130,891 | 161,883 |
| Effect of exchange rate changes on cash and cash equivalents | 外匯匯率變化對現金及現金等價物之影響 | | — | (368) |
| Cash and cash equivalents at end of year | 年末之現金及現金等價物 | | 130,061 | 130,891 |
| Analysis of the balances of cash and cash equivalents | 現金及現金等價物餘額之分析 | | | |
| Cash and bank balances | 現金及銀行餘額 | 25 | 45,710 | 22,266 |
| Time deposits with original maturity of less than three months when acquired | 於取得時三個月內到期之定期存款 | | 84,351 | 108,625 |
| | | | 130,061 | 130,891 |

Notes to the Financial Statements

財務報表附註

31 December 2012

二零一二年十二月三十一日

I. CORPORATE INFORMATION

The Company was incorporated as an exempted company with limited liability in Cayman Islands on 6 May 1998 under the Companies Law Chapter 22 (Law 3 of 1961, as consolidated and revised) of Cayman Islands. The registered office of the Company is located at PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.

The Company is an investment holding company. The principal activities of the Group are research, development and distribution of software, and provision of related maintenance, usage and information services in the People's Republic of China (the "PRC").

The principal activities of the subsidiaries are set out in Note 21 to the financial statements.

I. 公司資料

本公司於一九九八年五月六日根據開曼群島公司法第22章(1961年的第三部法律，經整理及修改)成立為獲豁免有限公司。本公司註冊辦事處為PO Box 309, KY1-1104, Cayman Islands. Ugland House, Grand Cayman, KY1-1104, Cayman Islands。

本公司是一投資控股公司。本集團的主要業務是在中華人民共和國(「中國」)研究，開發及銷售電腦軟件，提供相關之保養服務，使用及信息服務。

附屬公司的主要業務請參見財務報表的附註21。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(a) Adoption of amendments to HKFRSs – first effective on 1 January 2012

In the current year, the Group has adopted the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants that are relevant to the Group’s operations and effective for the current accounting period.

Amendments to HKFRS 7 Disclosures – Transfers of Financial Assets

Amendments to HKAS 12 Deferred tax – Recovery of Underlying Assets

Except as explained below, the adoption of these amendments has no significant impact on the Group’s financial statements.

Amendments to HKFRS 7 - Disclosures – Transfers of Financial Assets

The amendments to HKFRS 7 expand the disclosure requirements for transfer transactions of financial assets, in particular where the reporting entity has continuing involvement in financial assets that it has derecognised. The newly required disclosures allow users of financial statements to better understand the risks to which the reporting entity remains exposed. Such information is also relevant in assessing the amount, timing and uncertainty of the entity’s future cash flows. The Group did not have any significant transfers of financial assets in the current and previous years which require disclosure in the current accounting period under the amendments.

2. 採納香港財務報告準則

(a) 採納經修訂之香港財務報告準則 – 首次於二零一二年一月一日起生效

本集團在當前年度財務報告中採納了以下由香港註冊會計師公會發佈經修訂之香港財務報告準則，該等修訂於當前會計年度生效並與本集團及本公司之經營相關。

香港財務報告準則第7號
披露 – 轉讓
金融資產
之修訂

香港會計準則第12號
延遲稅項 –
收回相關
資產
之修訂

除下文進一步解釋，這些修訂對本集團財務報表無重大影響。

香港財務報告準則第7號之修訂 – 披露 – 轉讓金融資產

香港財務報告準則第7號修訂擴大了金融資產轉讓交易的披露要求，特別是報告主體持續參與其已終止確認的金融資產。新增的披露要求讓財務報表的使用者對於報告主體面對的風險有了更好的了解。此類資訊在評估主體未來現金流的金額，時間以及不明朗因素相關。於本年度及過往年度，本集團並無任何重大金融資產轉讓須根據該項修訂於本會計期間作出披露。

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2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

(a) Adoption of amendments to HKFRSs – first effective on 1 January 2012 (Cont’d)

Amendments to HKAS 12 – Deferred Tax – Recovery of Underlying Assets

The amendments to HKAS 12 introduce a rebuttable presumption that an investment property which is stated at fair value under HKAS 40 “Investment Property” is recovered entirely through sale. The measurement of the deferred tax liability or deferred tax asset reflects the tax consequences of recovering the carrying amount of the investment property entirely through sale. This presumption is rebutted if the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. If this presumption is rebutted, the amount of deferred tax is measured based on the expected manner in which the carrying amount of the investment property would be recovered, using the appropriate tax rates enacted or substantially enacted at the reporting date (see Note 4(l)(ii)).

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

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

2. 採納香港財務報告準則(續)

(a) 採納經修訂之香港財務報告準則 – 首次於二零一二年一月一日起生效(續)

香港會計準則第12號之修訂 – 延遲稅項 – 收回相關資產

香港會計準則第12號之修訂引進根據香港會計準則第40號「投資物業」按公平價值列值的投資物業會完全通過銷售收回的可推翻推定。遞延稅項負債或遞延稅項資產的計量反映完全通過銷售收回投資物業賬面金額的稅務後果。如果投資物業是折舊性的，並且是在商業模式的範圍內所持有的(該商業模式的目的是於隨著時間的推移消耗該投資物業中含有的實質上所有經濟利益，而並非通過銷售)，則會推翻有關推定。如果推翻有關推定，則遞延稅項金額按預期收回投資物業賬面金額的方式，採用於報告日期已頒佈或實質上已頒佈的適當稅率計量(見附註4(l)(ii))。

(b) 已頒佈惟尚未生效的新訂／修訂香港財務報告準則

下列是於本集團財務報告可能相關的新訂／修訂之香港財務報告準則，已頒佈，惟尚未生效，但還未經本集團提前採納。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

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

(Cont’d)

HKFRSs (Amendments) Annual Improvements 2009-2011 Cycle²

Amendments to HKAS 1 (Revised) Presentation of Items of Other Comprehensive Income¹

Amendments to HKAS 32 Presentation – Offsetting Financial Assets and Financial Liabilities³

Amendments to HKFRS 7 Disclosures – Offsetting Financial Assets and Financial Liabilities²

HKFRS 9 Financial Instruments⁴

HKFRS 10 Consolidated Financial Statements²

HKFRS 12 Disclosure of Interests in Other Entities²

HKFRS 13 Fair Value Measurement²

HKAS 27 (2011) Separate Financial Statements²

Amendments to Investment entities³

HKFRS 10, HKFRS 12 and HKAS 27 (2011)

2. 採納香港財務報告準則(續)

(b) 已頒佈惟尚未生效的新訂／修訂

香港財務報告準則(續)

香港財務報告準則(修訂) 2009至2011年週期之年度改進²

香港會計準則第1號之修訂(經修訂) 其他全面收益專案之呈列¹

香港會計準則第32號之修訂 呈列—抵銷金融資產及金融負債³

香港財務報告準則第7號之修訂 披露—抵銷金融資產和金融負債²

香港財務報告準則第9號 金融工具⁴

香港財務報告準則第10號 綜合財務報表²

香港財務報告準則第12號 於其他實體之權益披露²

香港財務報告準則第13號 公平價值計量²

香港會計準則第27號(2011) 獨立財務報表²

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

之修訂(2011)

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2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

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

(Cont’d)

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

2. 採納香港財務報告準則(續)

(b) 已頒佈惟尚未生效的新訂／修訂香港財務報告準則(續)

- ¹ 於二零一二年七月一日或其後開始之年度期間生效
- ² 於二零一三年一月一日或其後開始之年度期間生效
- ³ 於二零一四年一月一日或其後開始之年度期間生效
- ⁴ 於二零一五年一月一日或其後開始之年度期間生效

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

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

HKFRSs (Amendments) – Annual Improvements 2009-2011 Cycle

The improvements made amendments to the following standards:

(i) *HKAS 1 – Presentation of Financial Statements*

The amendments clarify that the requirement to present a third statement of financial position when an entity applies an accounting policy retrospectively or makes a retrospective restatement or reclassification of items in its financial statements is limited to circumstances where there is a material effect on the information in that statement of financial position. The date of the opening statement of financial position is the beginning of the preceding period and not, as at present, the beginning of the earliest comparative period. The amendments also clarify that, except for disclosures required by HKAS 1.41-44 and HKAS 8, the related notes to the third statement of financial position are not required to be presented. An entity may present additional voluntary comparative information as long as that information is prepared in accordance with HKFRS. This may include one or more statements and not a complete set of financial statements. Related notes are required for each additional statement presented.

2. 採納香港財務報告準則(續)

(b) 已頒佈惟尚未生效的新訂／修訂香港財務報告準則(續)

香港財務報告準則(修訂) –

2009至2011年週期之年度改進

有關改進就以下準則作出修訂：

(i) *香港會計準則第1號 – 財務報告之呈列*

修訂澄清，當實體追溯應用會計政策或對其財務報表項目作出追溯重列或重新分類而列報第三份財務狀況表的要求限於對讓財務狀況表內資料有重大影響時。期初財務狀況表的日期為上一個期間開始時，而並不是目前最早比較期間開始時。修訂亦澄清，除香港會計準則第1號第41至44段及香港會計準則第8號要求的披露外，無須列報第三份財務狀況表的有關附註。只要有關資料根據香港財務報告準則編製，實體可列報額外自願比較資料。這可能包括一份或多份報表而不是一整套財務報表。每份額外列報的報表均需要有關附註。

Notes to the Financial Statements

財務報表附註

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2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

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

HKFRSs (Amendments) – Annual Improvements 2009-2011 Cycle (Cont’d)

(ii) *HKAS 16 – Property, Plant and Equipment*

The amendments clarify that items such as spare parts, stand-by equipment and servicing equipment are recognised as property, plant and equipment when they meet the definition of property, plant and equipment. Otherwise, such items are classified as inventory.

(iii) *HKAS 32 – Financial Instruments: Presentation*

The amendments clarify that income tax relating to distributions to holders of an equity instrument and to transaction costs of an equity transaction should be accounted for in accordance with HKAS 12 “Income Taxes”. Depending on the circumstances these items of income tax might be recognised in equity, other comprehensive income or in profit or loss.

(iv) *HKAS 34 – Interim Financial Reporting*

The amendments clarify that in interim financial statements, a measure of total assets and liabilities for a particular reportable segment need to be disclosed when the amounts are regularly provided to the chief operating decision maker and there has been a material change in the total assets and liabilities for that segment from the amount disclosed in the last annual financial statements.

2. 採納香港財務報告準則(續)

(b) 已頒佈惟尚未生效的新訂／修訂香港財務報告準則(續)

香港財務報告準則(修訂) – 2009至2011年週期之年度改進(續)

(ii) 香港會計準則第16號 – 物業、廠房及設備

修訂中澄清當備件、備用設備以及輔助設備在其符合物業、廠房及設備的定義時，應確認為物業、廠房及設備。否則，該等項目應分類為存貨。

(iii) 香港會計準則第32號 – 金融工具：呈列

修訂澄清了向權益工具持有人作出分派及權益交易的交易費用相關的所得稅應依據香港會計準則第12號「所得稅」入賬。視乎情況而定，該等所得稅項目可能在權益、其他全面收益或損益中確認。

(iv) 香港會計準則第34號 – 中期財務報告

修訂澄清了如果定期向主要經營決策者提供個別報告分類的總資產和總負債的計量，且該分類的總資產和總負債與上一年度財務報表內所披露的金額存在重要變更，必須在中期財務報表中披露報告分類的總資產和總負債的計量。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

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

Amendments to HKAS 1 (Revised) – Presentation of Items of Other Comprehensive Income

The amendments to HKAS 1 (Revised) require the Group to separate items presented in other comprehensive income into those that may be reclassified to profit and loss in the future (e.g. revaluations of available-for-sale financial assets) and those that may not (e.g. revaluations of property, plant and equipment). Tax on items of other comprehensive income is allocated and disclosed on the same basis. The amendments will be applied retrospectively.

Amendments to HKAS 32 – Presentation – Offsetting Financial Assets and Financial Liabilities

The amendments clarify the offsetting requirements by adding appliance guidance to HKAS 32 which clarifies when an entity “currently has a legally enforceable right to set off” and when a gross settlement mechanism is considered equivalent to net settlement.

Amendments to HKFRS 7 – Disclosure – Offsetting Financial Assets and Financial Liabilities

HKFRS 7 is amended to introduce disclosures for all recognised financial instruments that are set off under HKAS 32 and those that are subject to an enforceable master netting agreement or similar arrangement, irrespective of whether they are set off under HKAS 32.

2. 採納香港財務報告準則(續)

(b) 已頒佈惟尚未生效的新訂／修訂香港財務報告準則(續)

香港會計準則第1號之修訂(經修訂) – 其他全面收益項目之呈列

香港會計準則第1號之修訂(經修訂)規定本集團將呈列於其他全面收益的項目，分為該等可能於日後重新分類至損益的項目(例如可供出售金融資產之重估)及該等未必會重新分類至損益的項目(例如物業、廠房及設備之重估)。其他全面收益項目所繳納的稅項會按相同基準進行分配及披露。有關修訂將追溯應用。

香港會計準則第32號之修訂 – 呈列 – 抵銷金融資產及金融負債

修訂澄清互相抵銷的規定，在香港會計準則第32號加入適用指引，其澄清實體「目前有互相抵銷的法定可強制執行權利」的意思及總額結算機制何時會被視為等同於淨額結算。

香港會計準則第7號之修訂 – 披露 – 抵銷金融資產及金融負債

香港財務報告準則第7號已經修訂，以引進有關根據香港會計準則第32號互相抵消的所有確認金融工具以及受可強制執行的總抵消協議或類似安排規限(不論是否根據香港會計準則第32號互相抵消)的金融工具的披露。

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2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

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

HKFRS 9 – Financial Instruments

Under HKFRS 9, financial assets are classified into financial assets measured at fair value or at amortised cost depending on the entity’s business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. Fair value gains or losses will be recognised in profit or loss except for those non-trade equity investments, which the entity will have a choice to recognise the gains and losses in other comprehensive income. HKFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities that are designated at fair value through profit or loss, where the amount of change in fair value attributable to change in credit risk of that liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities.

2. 採納香港財務報告準則(續)

(b) 已頒佈惟尚未生效的新訂／修訂香港財務報告準則(續)

香港財務報告準則第9號－金融工具

根據香港財務報告準則第9號，金融資產根據企業管理金融資產的業務模式以及金融資產合同現金流的特徵被歸類為以公平價值或者攤銷成本計量的金融資產。除了非貿易股權投資外，公平價值的損益將確認為收入或者虧損，因為企業可以選擇在其他全面收入中確認收入或者虧損。香港財務報告準則第9號承接了香港會計準則第39號金融負債的確認及計量要求，除了指定將公平價值計入損益的金融負債外，在這種情況下，公平價值變化的金額來自於信貸風險的變化，負債被確認為其他全面收益，除非會產生或者擴大會計錯配。另外香港財務報告準則第9號保留了香港會計準則第39號有關撤銷金融資產及金融負債確認的要求。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

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

HKFRS 10 – Consolidated Financial Statements

HKFRS 10 introduces a single control model for consolidation of all investee entities. An investor has control when it has power over the investee (whether or not that power is used in practice), exposure or rights to variable returns from the investee and the ability to use the power over the investee to affect those returns. HKFRS 10 contains extensive guidance on the assessment of control. For example, the standard introduces the concept of “de facto” control where an investor can control an investee while holding less than 50% of the investee’s voting rights in circumstances where its voting interest is of sufficiently dominant size relative to the size and dispersion of those of other individual shareholders to give it power over the investee. Potential voting rights are considered in the analysis of control only when these are substantive, i.e. the holder has the practical ability to exercise them. The standard explicitly requires an assessment of whether an investor with decision making rights is acting as principal or agent and also whether other parties with decision making rights are acting as agents of the investor. An agent is engaged to act on behalf of and for the benefit of another party and therefore does not control the investee when it exercises its decision making authority. The implementation of HKFRS 10 may result in changes in those entities which are regarded as being controlled by the Group and are therefore consolidated in the financial statements. The accounting requirements in the existing HKAS 27 on other consolidation related matters are carried forward unchanged. HKFRS 10 is applied retrospectively subject to certain transitional provisions.

2. 採納香港財務報告準則(續)

(b) 已頒佈惟尚未生效的新訂／修訂香港財務報告準則(續)

香港財務報告準則第10號－綜合財務報表

香港財務報告準則第10號就綜合計算所有被投資實體引入單一控股模式。當投資者有權控制被投資方(不論實際上是否有行使該權力)、對來自被投資方之浮動回報享有之承擔或權利以及能運用對被投資方之權力以影響該等回報時，投資者即擁有控制權。香港財務報告準則第10號載有評估控制權之詳細指引。例如，該準則引入「實際」控制權之概念，即倘相對其他個人股東之表決權益之數量及分散情況，投資者之表決權益數量足夠佔優，使其獲得對被投資方之權力，即使持有被投資方表決權少於50%之投資者仍可質存在(即持有人有實際能力可行使該等表決權)時於分析控制權時獲考慮。該準則明確要求評估具有決策權之投資者是以委託人或代理人身份行事，以及具有決策權之其他各方是否以投資者之代理人身份行事。代理人獲委聘以代表另一方及為另一方之利益行事，故在其行使其決策權限時並不控制被投資方。實施香港財務報告準則第10號可能導致該等被視為受本集團控制並因此在財務報表中綜合入賬之實體出現變動。現有香港會計準則第27號有關其他綜合計算相關事項之會計規定貫徹不變。香港財務報告準則第10號已追溯應用，惟須受限於若干過渡性條文。

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2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

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

HKFRS 12 – Disclosure of Interests in Other Entities

HKFRS 12 integrates and makes consistent the disclosure requirements about interests in subsidiaries, associates and joint arrangements. It also introduces new disclosure requirements, including those related to unconsolidated structured entities. The general objective of the standard is to enable users of financial statements to evaluate the nature and risks of a reporting entity’s interests in other entities and the effects of those interests on the reporting entity’s financial statements.

2. 採納香港財務報告準則(續)

(b) 已頒佈惟尚未生效的新訂／修訂香港財務報告準則(續)

香港財務報告準則第12號 – 與其他實體之權益披露

香港財務報告準則第12號整合有關於附屬公司、聯營公司及合營安排之權益之披露規定，並使有關規定貫徹一致。該準則亦引入新披露規定，包括有關非綜合計算結構實體之披露規定。該準則之一般目標是令財務報表使用者可評估呈報實體於其他實體之權益之性質及風險及該等權益對呈報實體之財務報表之影響。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

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

HKFRS 13 – Fair Value Measurement

HKFRS 13 provides a single source of guidance on how to measure fair value when it is required or permitted by other standards. The standard applies to both financial and non-financial items measured at fair value and introduces a fair value measurement hierarchy. The definitions of the three levels in this measurement hierarchy are generally consistent with HKFRS 7 “Financial Instruments: Disclosures”. HKFRS 13 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e. an exit price). The standard removes the requirement to use bid and ask prices for financial assets and liabilities quoted in an active market. Rather the price within the bid-ask spread that is most representative of fair value in the circumstances should be used. It also contains extensive disclosure requirements to allow users of the financial statements to assess the methods and inputs used in measuring fair values and the effects of fair value measurements on the financial statements. HKFRS 13 can be adopted early and is applied prospectively.

2. 採納香港財務報告準則(續)

(b) 已頒佈惟尚未生效的新訂／修訂香港財務報告準則(續)

香港財務報告準則第13號 – 公平價值計量

香港財務報告準則第13號提供有關如何在其他準則要求或准許時計量公平價值之單一指引來源。該準則適用於按公平價值計量之金融項目及非金融項目，並引入公平價值計量等級。此計量等級中三個層級之定義一般與香港財務報告準則第7號「金融工具：披露」一致。香港財務報告準則第13號將公平價值界定為在市場參與者於計量日期進行之有序交易中出售資產所收取或轉讓負債所支付之價格(即平倉價)。該準則撤銷以買入價及賣出價釐定於交投活躍市場掛牌之金融資產及負債之規定，而應採用買賣差價中在該等情況下最能代表公平價值之價格。該準則亦載有詳細之披露規定，讓財務報表使用者可評估計量公平價值所採用之方法及輸入數據以及公平價值計量對財務報表之影響。香港財務報告準則第13號可提早採用，現按未來適用基準應用。

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2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

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

Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011) – Investment Entities

The amendments apply to a particular class of businesses that qualify as investment entities. An investment entity’s business purpose is to invest funds solely for returns from capital appreciation, investment income or both. It evaluates the performance of its investments on a fair value basis. Investment entities could include private equity organisations, venture capital organisations, pension funds and investment funds.

The amendments provide an exception to the consolidation requirements in HKFRS 10 Consolidated Financial Statements and require investment entities to measure particular subsidiaries at fair value through profit or loss rather than to consolidate them. The amendments also set out the disclosure requirements for investment entities. The amendments are applied retrospectively subject to certain transitional provisions.

The Group is in the process of making an assessment of the potential impact of these new/revised HKFRSs in the period of their initial application.

2. 採納香港財務報告準則(續)

(b) 已頒佈惟尚未生效的新訂／修訂香港財務報告準則(續)

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號之修訂(2011) – 投資實體

有關修訂適用於符合投資實體資格的特定類別業務。投資實體之經營宗旨是僅為資本增值之回報、投資收入或同時取得兩者而投資資金。其按公平價值基準評估旗下投資項目之表現。投資實體包括私募股權機構、風險投資機構、退休基金及投資基金。

有關修訂對香港財務報告準則第10號「綜合財務報表」提供了豁免綜合入賬規定，並規定投資實體按公平值計入損益來計量特定附屬公司而非將該等附屬公司綜合入賬。有關修訂亦制定於投資實體之披露規定。有關修訂已追溯應用，惟須受限於若干過渡條文。

本集團正在評估這些新訂／修訂香港財務報告準則對本集團首次應用年度的潛在影響。

3. BASIS OF PREPARATION

(a) Statement of compliance

The financial statements have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations (hereinafter collectively referred to as the “HKFRSs”) and the disclosure requirements of Hong Kong Companies Ordinance. The financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

(b) Basis of measurement

The financial statements have been prepared under the historical cost convention, as modified for certain financial instruments which are carried at fair value.

4. SIGNIFICANT ACCOUNTING POLICIES

(a) Business combination and basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries (the “Group”). Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective dates of acquisition or up to the effective dates of disposal, as appropriate. 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.

3. 編製基礎

(a) 合規聲明

本財務報表乃按照所有適用香港財務報告準則，香港會計準則（「香港會計準則」）詮釋（下文統稱為「香港財務報告準則」）及香港《公司條例》之披露要求而編製。本財務報表也符合香港聯合交易所有限公司證券上市規則（「上市規則」）之適用披露規定。

(b) 計量基礎

本公司之財務報表乃根據歷史成本法編製，僅在重估金融工具之公平值計算時進行修改。

4. 主要會計政策

(a) 業務合併及綜合基準

綜合財務報表包括公司及其附屬公司（「本集團」）之財務報表。集團內公司間之交易及結餘連同未變現盈餘於編製綜合財務報表時悉數對銷。除非有關交易能提供所轉讓資產減值之證據，否則未變現虧損也予以對銷，於此情況下，虧損於損益賬內確認。

在年內購入或售出之附屬公司之業績由收購生效日起計或計至出售生效日止（視情況而定），列入綜合全面收益表內。必要時，附屬公司之財務報表將予以調整以使其會計政策與本集團其他成員公司所使用者一致。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(a) Business combination and basis of consolidation (Cont'd)

Acquisition of subsidiaries or businesses is accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interest either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

4. 主要會計政策(續)

(a) 業務合併及綜合基準(續)

收購附屬公司或業務採用收購法列賬。一項收購成本是按所轉讓資產，所產生負債及本集團(作為收購方)發行之股權於收購當日之公平價值總額計量的。所收購可識別資產及所承擔負債則主要按收購當日公平價值計量。本集團先前所持被收購方之股權以收購當日公平值重新計量，而所產生之收益或虧損則於損益賬內確認。本集團可按逐筆交易基準選擇以被收購方之識別資產淨值之公平值或應佔比例計算非控股權益。除非香港財務報告準則有規定，否則所有其他非控股權益均按公平值計量。所產生的收購相關成本列作開支，除非該等成本乃於發行股本工具時產生，在該情況下，有關成本乃從權益中扣除。

收購公司將轉讓之任何或然代價於收購日期按公平價值確認。隨後對或然代價的調整根據收購日的公平價值計量階段(最多從收購日起12個月)獲得的新信息範圍內所產生的商譽來確認。所有其他對或然代價的後續調整均做為資產或者負債確認為損益。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(a) Business combination and basis of consolidation (Cont'd)

Contingent consideration balances arising from business combinations whose acquisition dates preceded 1 January 2010 (i.e. the date the Group first applied HKFRS 3 (2008)) have been accounted for in accordance with the transition requirements in the standard. Such balances are not adjusted upon first application of the standard. Subsequent revisions to estimates of such consideration are treated as adjustments to the cost of these business combinations and are recognised as part of goodwill.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's interest and the non-controlling interest are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interest is 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, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

4. 主要會計政策(續)

(a) 業務合併及綜合基準(續)

收購日期為二零一零年一月一日(即本集團首次應用香港財務報告準則第3號(2008)之日)前的業務合併所產生的或然代價結餘已根據該準則的過渡規定入賬。有關結餘於首次應用該準則時並未作調整。其後對有關代價估計的修訂作為對該等業務合併成本的調整處理，並被確認為商譽的一部分。

倘若本集團於附屬公司之權益變動並無導致失去控制權，則入帳列作權益交易。本集團權益及非控股權益之賬面價值乃調整以反映其各自於附屬公司之權益變動。非控股權益之調整金額與已付或者已收代價公平價值之間之任何差額，於權益直接確認，並歸屬於本公司擁有人。

倘若本集團失去附屬公司之控制權，出售之損益乃按(i)已收代價公平價值及任何保留權益公平價值之總和；與(ii)附屬公司資產(包括商譽)及負債先前之賬面值以及任何非控股權益兩者之差額計算。先前就附屬公司於其他全面收益確認之金額，乃按出售相關資產或負債所需相同方式入帳。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(a) Business combination and basis of consolidation (Cont'd)

Subsequent to acquisition, the carrying amount of non-controlling interest is the amount of those interests at initial recognition plus the non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interest having a deficit balance.

(b) Subsidiaries

Subsidiaries are entities in which the Group has the power, directly or indirectly, to govern the financial and operating policies, so as to obtain benefits from their activities. In assessing control, potential voting rights that are presently exercisable are taken into account.

Investments in subsidiaries are included in the Company's statement of financial position at cost less any impairment loss. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

4. 主要會計政策(續)

(a) 業務合併及綜合基準(續)

於收購後，非控股權益之賬面值為於初步確認之該等權益金額，另加非控股權益應佔其後權益變動金額。即使全面收益總額歸屬於非控股權益會產生虧損結餘，全面收益總額仍須歸屬於非控股權益。

(b) 附屬公司

附屬公司是指本公司有權利直接或者間接支配其財務及經營政策以從中獲利之公司。在判斷本集團是否控制另外一個公司時，可以考慮當前可執行之潛在投票權利。

在附屬公司之投資按成本減任何減值虧損在公司財務狀況表中入帳。附屬公司之業績按已收及應收股息由本公司入帳。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Goodwill

Goodwill arising on the acquisition of a subsidiary represents the excess of the aggregate of the fair value of consideration transferred, the amount recognised for non-controlling interest and the fair value of the Group's previously held equity interest in acquiree over the fair value of the identifiable assets, liabilities and contingent liabilities of the subsidiary acquired. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where the fair value of the identifiable assets, liabilities and contingent liabilities acquired exceeds the aggregate of the fair value of consideration transferred, non-controlling interest and fair value of the Group's previously held interest in the acquiree, the excess is recognised in profit or loss, after re-assessment.

On the disposal of a subsidiary, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

4. 主要會計政策(續)

(c) 商譽

收購附屬公司之商譽是指所轉移代價之公平價值與就非控股權益，及本集團之前在被收購公司持有之權益之金額總額超出本集團於該附屬公司之可識別資產，負債及或然負債公平淨值之差額。商譽初步按成本確認為資產，其後按成本扣除任何累計減值虧損計算。

就減值測試而言，商譽分配至本集團預期受惠於合併所帶來協同效益的各現金產生單位。商譽獲分配的現金產生單位每年均檢測減值，或倘有跡象顯示單位可能出現減值，則更頻繁檢測減值。倘現金產生單位的可收回款項少於其賬面值，則減值虧損根據有關單位各項資產的賬面值按比例計算。就商譽確認之減值虧損不會於其後期間撥回。

當本集團於可識別資產，負債及或然負債的公平價值權益超過公平價值即所轉移代價，非控股權益及本集團之前在被收購公司持有之權益，業務合併成本時，超過部分在重估後立即記入損益。

於出售附屬公司時，商譽應佔款項將於確定出售盈虧時計入。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(d) Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and any impairment losses. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its present working condition and location for its intended use. Expenditure incurred after the asset has been put into operation, such as repairs and maintenance and overhaul costs, is recognised in profit or loss in the year in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of the assets, the expenditure is capitalised as an additional cost of the asset.

The land and building elements of a lease of land and building are considered separately for the purpose of lease classification, unless the lease payments cannot be allocated reliably between the land and building elements, in which case, the entire lease is generally treated as a finance lease and accounted for as property, plant and equipment.

4. 主要會計政策(續)

(d) 物業，廠房及設備

物業，廠房及設備乃以成本減累計折舊及任何減值虧損列賬。資產成本值包括其購買價及任何使資產達到當前可使用狀態及地點作擬定用途之直接應計成本。資產投入運作後產生之開支，例如維修，保養開支及管理開支，一般於產生期間自損益表中扣除。倘可清楚顯示該項開支會導致日後使用物業，廠房及設備預計所得之經濟利益增加，則該項費用將撥入資本，作為資產的額外成本。

租賃土地及樓宇中之土地及樓宇部分就租賃分類而言將獨立考慮，除非未能於土地及樓宇部分可靠地分配租賃付款，於此情況下，所有租賃均會一般視為融資租賃並按物業，廠房及設備入帳。倘能可靠地分配租賃付款，則土地中之租賃權益將按經營租賃入帳。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)**(d) Property, plant and equipment (Cont'd)**

Depreciation is charged so as to write off the cost of assets over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. The principal annual rates are as follows:

| | |
|---|----------------------------------|
| Leasehold land and buildings | 5% |
| Leasehold improvements | 20% or shorter of the lease term |
| Computer equipment | 20% - 33.33% |
| Furniture, fixtures and office equipment | 20% - 33.33% |

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the asset's recoverable amount.

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

4. 主要會計政策(續)**(d) 物業，廠房及設備(續)**

折舊乃按其估計可使用年限以直線基準撇銷其資產成本而計算。在每個報告日，估計可使用年限，減值及折舊方法將進行審核，而任何估計變更之影響則按未來基準入帳。採用之主要年率如下：

| | |
|----------------|-------------|
| 租賃土地及建築 | 5% |
| 租賃物業裝修 | 20%或者更短的租賃期 |
| 電腦設備 | 20%-33.33% |
| 家具，裝置 及辦公設備 | 20%-33.33% |

如果一項資產面值高於該資產可收回金額，該資產將立即沖銷到其可收回金額。

出售或棄用物業，廠房及設備之損益乃指相關資產之出售所得收入與其賬面值之差額，並於損益表內確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(e) Investment properties

Investment properties are properties held either to earn rentals or for capital appreciation or for both, but not held for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Investment properties are stated at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any. Depreciation is charged so as to write off the cost of investment properties net of expected residual value over the estimated useful life using straight-line method. The useful life, residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period.

(f) Prepaid lease payments

Prepaid lease payments represent payments for land use rights to the PRC government authorities in respect of the investment properties held by the Group. They are stated at cost and are amortised over the period of the lease on a straight-line basis, net of any impairment losses.

4. 主要會計政策(續)

(e) 投資物業

投資物業為持作租金收益或資本增值用途或兩者兼備，且並非於日常業務過程中作銷售用途，也並非用於生產或提供產品或者服務或者行政用途。投資物業以成本減去後期累計折舊及後期累計減值虧損(如有)列賬。扣除折舊為成本減去預期殘值並在預計使用年限中以直線法攤銷。使用年限，殘值及折舊方式在每個報告結束日會審核及調整(如需要)。

(f) 預付租金

預付租金指支付給中國政府有關本集團所持有的投資物業之土地使用權。預付租金以成本列賬，並於其後以直線法在租賃期攤銷及扣除任何減值虧損入帳。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(g) Impairment of assets excluding goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased. 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). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

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

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount to the extent 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.

4. 主要會計政策(續)

(g) 除商譽外之資產減值

在每個報告日，本集團會審核需要減值資產之耗蝕狀況，以確定該等資產是否出現減值虧損跡象。倘出現任何跡象，將估算資產之可收回金額，以決定減值損失的範圍(如有)。如無法預測單項資產的可回收金額，本集團以資產所屬之現金產生單元之可收回金額來估算。倘可以識別合理及一致之分攤基礎，公司資產也可以分攤到單個現金產生單元，或者可以分攤到可以識別合理及一致之分攤基礎之最小現金產生單元。

可收回金額為公平價值減去出售成本及使用價值之間的較高者。評估使用價值時，估計日後現金流量以除稅前折現率至現值，以反應現時市場對金錢時間值之評估及未調整未來現金流估算之資產特定風險。

如果一項資產或者現金產生單元之可收回金額預計少於其面值，該資產或者現金產生單元之面值將減至其可收回金額。並立即在損益表確認減值損失。

倘若減值虧損其後撥回，則有關資產或現金產生單元之賬面值會增至其估計之可收回金額，惟已增加賬面值不得超過有關資產或現金產生單元在未扣除過往年度之減值虧損之面值。減值虧損撥回將即時確認為收入。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(h) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method of costing and includes all costs incurred in bringing the goods to their present location and condition. Net realisable value is based on estimated normal selling prices in the ordinary course of business, less further costs expected to be incurred to completion and disposal. Provision is made for obsolete, slow moving or defective items where appropriate.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the year in which the related revenue is recognised. The amount of any write down of inventories to net realisable value and all losses of inventories are recognised as an expense in the year the write down or loss occurs. The amount of any reversal of any write down of inventories, arising from an increase in net realisable value, is recognised as a reduction in the amount of inventories recognised as an expense in the year in which the reversal occurs.

4. 主要會計政策(續)

(h) 存貨

存貨乃以成本及可變現淨值兩者之較低者列賬。成本乃以成本按加權平均法計算，並包括將貨物運至現時地點及達至現時狀況所需的所有成本。可變現淨值乃根據估計日常業務的銷售值，減去預計完成及出售所產生的其他成本。本公司已就過時，滯銷或有瑕疵貨品作出適當撥備。

在出售存貨時，該等存貨的賬面值會在確認有關收益年度確認為開支。任何存貨減值至可變現淨值的款項及所有存貨虧損，會於減值或者產生虧損年度確認為開支。因可變現淨值增加而撥回的任何存貨減值款項，會在撥回年度確認為扣減存貨金額的開支。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(i) Financial assets

Financial assets are recognised and derecognised on trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned, are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value. These financial assets are subsequently accounted for as follows, depending on their classification:

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

Financial assets are classified as at fair value through profit or loss where the financial asset is either held for trading or it is designated as at fair value through profit or loss. Financial assets at fair value through profit or loss are stated at fair value, with any resultant gain or loss recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial assets.

4. 主要會計政策(續)

(i) 金融資產

倘根據合約買賣金融資產，而合約條款規定該投資須於有關市場所定時間內交付，該金融資產按交易日基準確認及剔除確認，該金融資產初步按公平價值加直接應佔交易成本計算，但不包括以公平價值計入損益之金融資產，因為這些資產初步按公平價值計算。這些金融資產根據其分類隨後按照如下內容入帳：

(i) *以公平價值計入損益表之金融資產*

以公平價值計入損益表之金融資產包括持作交易之資產或指定以公平價值計入損益之資產。以公平價值計入損益表之金融資產以公平價值陳述，在損益表中確認其最終收入或虧損。在損益表中確認之收入及虧損淨額包含該等金融資產所賺取的任何股息或利息。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(i) Financial assets (Cont'd)

(ii) Loans and receivables

Trade and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as loans and receivables. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment. Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

(iii) Impairment of financial assets

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

4. 主要會計政策(續)

(i) 金融資產(續)

(ii) 貸款及應收款項

具有固定或可釐定付款而並無活躍市場報價的貿易及其他應收款項被分類為貸款及應收款項。貸款及應收款項按攤銷成本以實際利率法計算，並扣除任何減值。利息收入通過使用實際利率確認，但不包括確認非實質性利率的短期應收款。

(iii) 金融資產減值

除了以公平價值計入損益之外的金融資產以外均需在每個資產負債表日評估是否具有減值跡象。當在初步確認為金融資產之後有一項或多項客觀跡象表明該資產受損，預期投資之未來現金流已經減值。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(i) Financial assets (Cont'd)

(iii) Impairment of financial assets (Cont'd)

Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty;
- default or delinquency in interest or principal payments;
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor.

4. 主要會計政策(續)

(i) 金融資產(續)

(iii) 金融資產減值(續)

減值之客觀跡象包含如下：

- 發行人或交易對方有重大的財務困難；
- 拖欠或懈怠支付利息或本金；
- 借款人有可能破產或財務重組；或
- 技術，市場，經濟或者法律環境發生重大變化並對債務人有負面影響。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(i) Financial assets (Cont'd)

(iii) Impairment of financial assets (Cont'd)

If any such evidence exists, any impairment loss is determined and recognised as follows:

- For trade and other current receivables and other financial assets carried at amortised cost, the impairment loss is measured as 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, where the effect of discounting is material. This assessment is made collectively where financial assets carried at amortised cost share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

4. 主要會計政策(續)

(i) 金融資產(續)

(iii) 金融資產減值(續)

如果有任何跡象存在，決定及確認減值虧損如下：

- 對於貿易及其他當前應收賬款及其他以攤銷成本計價的金融資產，減值虧損乃按資產面值與估計未來現金流量現值之差額，按金融資產原有的實際利率(即在初始確認該等資產時計算的實際利率)貼現計量(如貼現影響較大)。這項評估是會把風險特性接近(如類似逾期情況)及沒有進行個別評估的以攤銷成本列值的金融資產合併進行。合併進行評估的金融資產的現金流預測會根據與這個組合風險特性相類似的資產歷史虧損經驗進行評估。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(i) Financial assets (Cont'd)

(iii) Impairment of financial assets (Cont'd)

If any such evidence exists, any impairment loss is determined and recognised as follows: (Cont'd)

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which have been determined had no impairment loss been recognised in prior years.

4. 主要會計政策(續)

(i) 金融資產(續)

(iii) 金融資產減值(續)

如果有任何跡象存在，決定及確認減值虧損如下：

(續)

如果在其後期間，減值虧損的金額減少並且該減少現象可以客觀的和在確認減值損失後發生的一個事件聯繫起來，該減值虧損可以在損益表上轉回。減值虧損的轉回不能使資產面值超過以往年度未確認減值虧損時的金額。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(i) Financial assets (Cont'd)

(iii) Impairment of financial assets (Cont'd)

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade and other receivables, whose recovery is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade and other receivables directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

(iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset, or where appropriate, a shorter period.

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

4. 主要會計政策(續)

(i) 金融資產(續)

(iii) 金融資產減值(續)

減值虧損直接在相關資產上進行沖銷，但是對貿易及其他應收賬款中的貿易債務及應收票據所確認的減值虧損，其收回的機會是被懷疑而不是沒有機會。在此情況下，壞賬之減值虧損將會以撥備形式記錄。當本集團認為沒有機會可收回時，被視為不會收回的金額將會直接沖減貿易債務和應收票據，而撥備賬中的有關這些賬款餘額將會撥回。如已計提在撥備賬中之金額已被收回，其將從撥備賬中沖回。其他撥備賬之變動及以往已直接沖減金額之收回，將計入損益。

(iv) 實際利率法

實際利率法是計算一項金融資產攤銷費用以及相關期間分配利息收入的方法。實際利率是通過金融資產預期使用期限或者更短期限(如適用)之預期未來現金收入的貼現率。

除以公平價值計入損益之金融資產之外的債券工具在實際利率基礎上確認收入。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(i) Financial assets (Cont'd)

(v) Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire; or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. 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.

(j) Financial liabilities and equity instrument issued by the Group

(i) Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

(ii) Equity instruments

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

4. 主要會計政策(續)

(i) 金融資產(續)

(v) 終止確認金融資產

本集團只有在資產現金流之契約權益失效時或者將金融資產及資產的所有風險及所有權充分轉移給其他法團時終止確認一項金融資產；如果本集團既沒有轉移也沒有充分保留所有風險及所有權並且繼續控制被轉移資產時，本集團確認其資產的保留權益及或許必須支付的相關負債金額。如果本集團充分保留一項已轉移金融資產的所有風險及所有權，本集團繼續確認該金融資產，同時也就收到的收益確認抵押借款。

(j) 本集團發行的金融負債及股本工具

(i) 債券或股本的分類

債券及股本工具將根據契約安排歸類為金融負債或股本。

(ii) 股本工具

股本工具是證明一個法團資產在扣除所有負債之後剩餘利息的合約。本集團發行的股本工具乃於扣減直接發行成本後之獲得收益。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial liabilities and equity instrument issued by the Group (Cont'd)

(iii) Financial liabilities

Financial liabilities, including trade and other payables, are initially measured at fair value, net of transaction costs.

Financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

(iv) 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 through the expected life of the financial liability, or where appropriate, a shorter period.

(v) Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire.

4. 主要會計政策(續)

(j) 本集團發行的金融負債及股本工具(續)

(iii) 金融負債

金融負債包括貿易及其他應付款初步以公平價值減去交易費用計算。

金融負債隨後使用實際利率法以攤銷成本入帳，並在實際收益的基礎上確認利息支出。

(iv) 實際利率法

實際利率法是計算一項金融負債攤銷費用以及相關期間分配利息支出的方法。實際利率是通過金融負債預期使用期限或者更短期限(如適用)之預期未來現金收入的貼現率。

(v) 終止確認金融負債

當並且僅在本集團之負債被解除，取消或到期，本集團終止確認金融負債。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(k) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and deposits held as cash with banks, and other short term highly liquid investments with original maturities of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

(l) Income tax

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

(i) Current tax

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

4. 主要會計政策(續)

(k) 現金及現金等價物

現金及現金等價物包括手頭現金及銀行現金，以及其他具有高流動性的短期投資(原到期日為三個月內或更短)，其可隨時根據明顯的價值變動風險轉換為已知金額現金。

(l) 所得稅

所得稅支出包括即期應付稅項及遞延稅項。

(i) 即期稅項

即期應付稅項乃按本年度應課稅盈利計算。應課稅盈利與損益表所報之盈利有所差異，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項目。本集團之即期稅項負債乃採用於報告日結束前已頒佈或實質頒佈之稅率計算。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(i) Income tax (Cont'd)

(ii) Deferred tax

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 and 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 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.

An exception to the general requirement on determining the appropriate tax rate used in measuring deferred tax amount is when an investment property is carried at fair value under HKAS 40 "Investment Property". Unless the presumption is rebutted, the deferred tax amounts on these investment properties are measured using the tax rates that would apply on sale of these investment properties at their carrying amounts at the reporting date. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all the economic benefits embodied in the property over time, rather than through sale.

4. 主要會計政策(續)

(i) 所得稅(續)

(ii) 遞延稅項

遞延稅項為就財務報表資產及負債賬面值及計算應課稅盈利相應稅基差額而確認之稅項，並以資產負債表負債法計算。遞延稅項負債通常會就所有應課稅暫時差額確認，而遞延稅項資產在可能出現可利用暫時性差額扣減之日後應課稅盈利時確認。倘若交易中因商譽或因業務合併以外原因首次確認其他資產及負債而引致之暫時差額並不影響應課稅盈利及會計盈利時，則不會確認該等資產及負債。

對於計量遞延稅項金額時用於釐定適合稅率的一般規定而言，有一個例外情況，即投資物業是根據香港會計準則第40號「投資物業」而按公平價值列賬。除非該假定被推翻，否則此等投資物業的遞延稅項金額是以出售此等投資物業時所適用的稅率以及按其於報告日期的賬面值而計量。若投資物業是可計提折舊並根據一個商業模式而持有，而該商業模式的目的是隨著時間推移而消耗該物業所體現的絕大部份經濟利益(而不是通過出售)時，該假定即被推翻。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(i) Income tax (Cont'd)

(ii) Deferred tax (Cont'd)

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

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries except where the timing of the reversal of the temporary difference can be controlled 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.

4. 主要會計政策(續)

(i) 所得稅(續)

(ii) 遞延稅項(續)

遞延稅項資產之賬面值於每個結算日進行審核，並予以調整，惟以不再可能具備足夠應課稅盈利以收回全部或部分資產為限。

遞延稅項負債乃就附屬公司投資產生之應課稅暫時性差異而作出撥備，惟暫時性差異之撥回可予控制，且暫時性差異在可見將來可能不會撥回者則除外。遞延和這些投資及權益相關的可扣除暫時性差異所產生之稅項資產只有在可能有足夠應稅收入可以使用暫時性差異的益處並且在可預見的未來可以沖回時確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(i) Income tax (Cont'd)

(ii) Deferred tax (Cont'd)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

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

Income tax is recognised in profit or loss except when it relates to items recognised in other comprehensive income in which case the income tax is recognised in other comprehensive income.

4. 主要會計政策(續)

(i) 所得稅(續)

(ii) 遞延稅項(續)

遞延稅項資產及負債以該期間(當資產被變現或負債被清償時)預期的適用稅率來衡量，根據與報告日已實行或大致上已實行的稅率(及稅務法率)計算。遞延稅項負債及資產的計算是遵循本集團希望在報告日期來沖回或者結算其資產及負債面值的方式來確認的稅收結果。

遞延稅項資產及負債於有法律權利以本期稅項負債抵銷本期稅項資產時，及與同一稅務機關徵收之所得稅有關以及本集團擬按淨額基準結清其本期稅項資產與負債時予以抵銷。

所得稅在損益中確認，但不包括和直接確認為其他綜合收入之項目相關的所得稅，這種情況下，所得稅直接確認為其他綜合收入。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(m) Provisions

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

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

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

4. 主要會計政策(續)

(m) 撥備

倘若本公司須就已發生之事件承擔法律責任或推定責任，而且本集團可能被要求清算債務，則就債務金額做出可靠估計。

作為撥備確認的金額是對資產負債表日現有負債清償所要求之最佳估計，充分考慮了負債相關的風險及不確定性。如使用現金流量計算之撥備預計清償當前負債，其面值就是那些現金流量之當前價值。

當用來清償撥備所要求之部分或全部經濟效益預計可以從第三方收回，如可實際確認可以收回且可收回金額可以可靠計算，則可收回金額作為資產確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(n) Contingent liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the financial statements. When a change in the probability of an outflow occurs so that the outflow is probable, it will then be recognised as a provision.

(o) Operating leases

Leases where substantially all the risks and rewards of ownership of assets remain with the lessor are accounted for as operating leases.

The Group as lessor

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

4. 主要會計政策(續)

(n) 或然負債

或然負債指因已發生的事件而可能引起之責任，此等責任需就某一宗或多宗事件會發生才能確認，而集團並不能完全控制這些未來事件會否實現。或然負債亦可能是因已發生的事件引致之現有責任，但由於可能不需要消耗經濟資源，或責任金額未能可靠地衡量而未有入帳。

或然負債不會被確認，但會在帳目附註中披露。假如消耗資源之可能性改變導致可能出現資源消耗，此等負債將被確立為撥備。

(o) 經營租約

將資產擁有權的絕大部分風險與回報歸出租人的租約，列為經營租約。

本集團作為出租人

經營租賃之租金收入在租賃期內以直線法於損益中確認。由磋商及安排租賃時產生的初次直接費用將計入租賃資產的帳面值中，並在租賃期間以直線法確認支出。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)**(o) Operating leases (Cont'd)***The Group as lessee*

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

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

(p) Foreign currencies

The individual financial statements of each group entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency). The consolidated financial statements are expressed in Renminbi ("RMB"), which is the functional currency of the principal operating subsidiaries of the Company, and the presentation currency for the consolidated financial statements.

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

4. 主要會計政策(續)**(o) 經營租約(續)***本集團作為承租人*

根據經營租約支付的租金以直線法，按租約年期計入損益表，但如另有體系性比時間性更具有代表性，租賃資產之經濟效益被消耗除外。經營租約下之或然租約在發生當期作為費用確認。

如訂立經營租約可以獲得租賃優惠，該優惠作為負債確認。優惠合計獲利以直線法沖減租賃費用。但如另有體系性比時間性更具有代表性，租賃資產之經濟效益被消耗除外。

(p) 外幣

每個集團企業的財務報告以企業運營地主要經濟環境下之貨幣列示(其本位幣)。就綜合財務報告而言，每個企業之業績及財務狀況用人民幣列示，人民幣為本公司主要營運附屬公司之本位幣及綜合報告之列示貨幣。

在編製每個企業財務報告時，企業本位幣之外之交易貨幣(外幣)以交易當日之匯率兌換為本位幣人民幣。在每個報告結束日，以外幣計量之貨幣項目將以報告結束日適用之匯款率換算。以外幣列值並按公平價值列賬之非貨幣項目按確定公平價值日之使用匯率重新換算。按外幣之過往成本計算之非貨幣項目不會重新換算。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(p) Foreign currencies (Cont'd)

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

- exchange differences which relate to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on foreign currency borrowings;
- exchange differences on transactions entered into in order to hedge certain foreign currency risks; and
- exchange differences on non-monetary items carried at fair value in respect of which gains or losses are recognised in other comprehensive income, in which case, the exchange differences are also recognised in other comprehensive income.

4. 主要會計政策(續)

(p) 外幣(續)

匯兌差額在產生當期之損益表確認，惟不包括：

- 和用於未來生產的在建資產相關的匯兌差額，這些將包括在資產成本中，被確認為外幣借款利息開支的調整。
- 為對沖相關外幣風險而訂立交易所產生的匯兌差額；及
- 非貨幣項目根據其收入或者虧損以公平價值計入的匯兌差額卻認為其他綜合收益，在這個情況下，匯兌差額也作為其他綜合收益。

4. 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 expressed in RMB using exchange rates prevailing at the end of the reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during the period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in the exchange reserve. Exchange differences recognised in profit or loss of group entities' individual financial statements on translation of long-term monetary items forming part of the Group's net investment in foreign operations are reclassified to the exchange reserve. Such translation differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate at the end of the reporting period. Exchange differences arising are recognised in the exchange reserve.

(q) Government subsidies

Subsidies from the PRC government are recognised at their fair values when they are received, or when there is reasonable assurance that the grant will be received and all attached conditions have been complied with. When a subsidy relates to an expense item, it is recognised as income over the periods necessary to match the subsidy, on a systematic basis, with the cost which it is intended to compensate. Where a subsidy relates to an asset, the fair value of the subsidy is deducted in arriving at the carrying amount of the related asset, or, as appropriate, is initially recorded as deferred income in the statement of financial position, and thereafter recognised as income over the useful life of the relevant asset.

4. 主要會計政策(續)**(p) 外幣(續)**

就綜合財務報表之呈報而言，本集團外國業務之資產與負債均按結算日之適用匯率以人民幣列示。收入及開支項目按交易日期之平均匯率換算，除非該期間匯率波動比較明顯，在這種情況下則使用交易當日之匯率。所產生匯兌差額(如有)確認為其他綜合收益並在匯兌儲備累計。在集團企業各自的財務報表中確認為損益的匯兌差額在轉換為長期貨幣項目成為本集團於國外營運的投資淨額，該匯兌差額被重新歸類為匯兌儲備。該等換算差額於出售外國業務之期間在損益確認。

收購外國業務所產生商譽及公平價值調整被視為外國業務之資產與負債管理，並按報告結束日之收市匯率換算。匯兌差異在外匯儲備中確認。

(q) 政府補貼

來自中國政府的補貼在收到時或可合理保證將收取補貼且符合所有附帶條件時以公平價值入帳。當補貼涉及開支項目時，以系統基礎，和擬做補償之開支一起在必須和補貼匹配的時段確認為收益。當補貼和一項資產相關時，該補貼的公平價值將從相關資產的賬面值中扣除，或者如適用，先期計入財務狀況表的遞延收入，此後在相關資產可使用年限確認為收入。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(r) Employees' benefits

(i) *Short term employee benefits and contribution to defined contribution retirement plans*

Salaries, annual bonuses, paid annual leaves, contributions to defined contribution plan and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees of the Group. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present value.

(ii) *Insurance policies and retirement benefits scheme*

Employees of the Group are either members of life insurance policies managed by an insurance company or a central pension scheme operated by local government. The Group pays the premiums of the life insurance policies on behalf of the employees and makes contributions to the central pension scheme according to the requirements set by local government. The premiums and contributions are charged as expenses in the period in which they are incurred.

4. 主要會計政策(續)

(r) 僱員福利

(i) *短期僱員福利及確定退休計劃之供款*

薪酬，年終花紅，帶薪年假，確定退休計劃之供款及非貨幣福利成本均於本集團僱員提供相關服務之年度累計。倘須遞延付款或結算且將因此而產生重大影響，有關款項按其現值列賬。

(ii) *保險政策及退休福利計劃*

本集團之僱員是一家保險公司管理之人壽保險政策成員或是當地政府管理之中央退休計劃成員。本集團代表僱員支付人壽保險政策之保險費，並且根據當地政府要求為中央退休政策供款。保險費及供款在發生當期確認為費用。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(s) 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 the Company's parent.

(b) An entity is related to the Group if any of the following conditions apply:

(i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

(iii) Both entities are joint ventures of the same third party.

(iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

4. 主要會計政策(續)

(s) 關聯人士

(a) 倘適用下列情況，該名人士或該名人士的近親家屬成員便被視為與本集團有關聯：

(i) 對本集團有控制權或共同控制權；

(ii) 對本集團有重大影響力；或

(iii) 為本集團或本公司母公司主要管理人員。

(b) 倘適用下列情況，該實體便被視為與本集團有關聯：

(i) 該實體及本集團屬同一集團的成員(即各母公司、附屬公司及同系附屬公司互相關聯)。

(ii) 一個實體為另一實體的聯繫人或合營企業(或為某一集團的成員的聯繫人或合營企業，而該另一實體為此集團的成員)。

(iii) 兩個實體皆為相同第三方的合營企業。

(iv) 一個實體為第三實體的合營企業及另一實體為第三實體的聯繫人。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(s) Related parties (Cont'd)

(b) An entity is related to the Group if any of the following conditions apply: (Cont'd)

(v) The entity is a post-employment benefit plan for the benefit of the employees of 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 identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a 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 and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

4. 主要會計政策(續)

(s) 關聯人士(續)

(b) 倘適用下列情況，該實體便被視為與本集團有關聯：(續)

(v) 該實體為本集團或與本集團有關聯的實體的僱員福利而設的離職後福利計劃。

(vi) 該實體受(a)部所識別的人士控制或共同控制。

(vii) 於(a)(i)所識別對實體有重大影響的人士，或是實體(或實體的母公司)高級管理人員。

某一人士的近親家屬成員指預期可影響該人士與實體進行買賣或於買賣時受該人士影響的有關家屬成員並包括：

- (i) 該名人士的子女及配偶或家庭夥伴；
- (ii) 該名人士的配偶或家庭夥伴的子女；及
- (iii) 該名人士或該名人士的配偶或家庭夥伴的受養人。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(t) Research and development costs

Research and development costs comprise all costs that are directly attributable to research and development activities or that can be allocated on a reasonable basis to such activities. Because of the nature of the Group's research and development activities, the criteria for the recognition of such costs as an asset are generally not met until late in the development stage of the project when the remaining development costs are immaterial. Hence, both research costs and development costs are generally recognised as expenses in the period in which they are incurred.

(u) Borrowing costs

Borrowing costs attributable directly to the acquisition, construction or production of qualifying assets which require a substantial period of time to be ready for their intended use or sale, are capitalised as part of the cost of those assets. Income earned on temporary investments of specific borrowings pending their expenditure on those assets is deducted from borrowing costs capitalised. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

4. 主要會計政策(續)

(t) 研究及開發成本

研究及開發成本包括直接與研究及開發活動有關之成本，或按合理準則撥入研究開發活動之成本。基於本集團研究及開發活動之性質，該等成本通常在項目開發階段末期於餘下開發成本並不重要時方確認為資產入帳，因此研究成本及開發成本均在支出期間列為開支入帳。

(u) 借貸成本

因收購，建造或生產資產(即必須耗用一段頗長時間方可擬定用途或銷售之資產)而直接應佔之借貸成本均撥作該等資產之部分成本。倘有關借貸用於資產前所做臨時投資而賺取之投資收入從撥作資本之借貸成本內扣除。所有其他借貸成本已於產生期間列作開支。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(v) Revenue recognition

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 on the following bases:

(i) Sale of goods

Revenue is recognised when the customer has accepted the goods and the related risks and rewards of ownership. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

(ii) Information service fees and maintenance service and usage fees

Information service fees and maintenance service and usage fees are billed in advance and are recognised as income on a straight-line basis over the period of the provision of the related services. The unrecognised portion is recorded as deferred revenue in the statement of financial position.

(iii) Rental income from operating leases

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

(iv) Interest income

Interest income from bank deposits is accrued on a time-apportioned basis by reference to the principal outstanding and the effective interest rate applicable.

4. 主要會計政策(續)

(v) 收入確認

倘若本集團有可能獲得經濟利益，且能夠可靠計算收入及成本（如適用），則收入按以下規定計入損益表：

(i) 出售貨品

當客戶接受貨品及有關的所有權之風險與回報時，則可確認出售貨品之收入，收入不包括增值稅或其他銷售稅，並已扣減交易折扣。

(ii) 信息服務費，保養服務費及使用費

信息服務費，保養服務費及使用費會預先徵收，以直線法在提供服務期間入帳，而未入帳部分在財務狀況表中列為遞延收入。

(iii) 經營租賃的租金收入

經營租賃之租金收入於相關租賃期間以直線法確認。

(iv) 利息收入

銀行存款之利息收入以未償還本金額及適用利率按時間比例計算。

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

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

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

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

(i) Estimation of useful lives of property, plant and equipment

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

5. 關鍵會計判斷及估計不確定因素之主要來源

在使用本集團之會計政策時，董事須對還不明顯之資產及負債面值進行判斷，估計及假設。估計及相關假設是建立在歷史經驗和相關事件的基礎上的。這些估計的實際結果可能各不相同。

本集團持續審核該估計及重要假設。如果對會計估計進行的修改只影響該期間，則在修改當期確認，如果該修改對當前期間及未來階段都有影響，則在修改當期及未來階段確認。

下文討論於報告結束日可能導致本集團資產與負債面值於下一財政年度需要做出重大調整之未來相關重要假設及導致估計不確定因素之其他主要來源。

(i) 物業，廠房及設備之可使用年期

本集團管理層為物業，廠房及設備確定估計可使用年期。此估計以相似性質及功能的物業，廠房及設備的實際可使用年期的過往經驗為基準。技術變革的結果及面對嚴峻的工業週期做出反應的競爭行為都將使其發生重大變化。倘可使用年期較之前估計年期短，管理層將提高折舊支出，或注銷或撤銷已棄置或出售的技術上過時或非策略性的資產。

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5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Cont'd)

(ii) Impairment of assets

In determining whether an asset is impaired or the event previously causing the impairment no longer exists, management has to exercise judgement in the area of asset impairment, particularly in assessing (i) whether an event has occurred that may affect the asset value or such event affecting the asset value has not been in existence; (ii) whether the carrying value of an asset can be supported by the net present value of future cash flows which are estimated based upon the continued use of the asset or derecognition; and (iii) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate.

(iii) Impairment of trade and other receivables

Provision for impairment of trade and other receivables is made based on assessment of the recoverability of trade and other receivables. The identification of doubtful debts requires management judgement and estimates. Where the actual outcome or expectation in future is different from the original estimate, such differences will impact the carrying value of trade and other receivables and doubtful debt expenses/written back in the period in which the estimate has been changed.

5. 關鍵會計判斷及估計不確定因素之主要來源(續)

(ii) 資產減值

管理層於確定資產是否減值或以往導致減值之時間是否不再存在時須在資產減值方面運用判斷，尤其是評估(i)是否已發生可能影響資產價值的事件或該影響資產價值的事件一直並不存在；(ii)一項資產的賬面值是否可以未來現金流量(根據資產的持續使用或撤銷確認作出估計)的淨現值加以證明；(iii)將用於編製現金流量預測的適當主要假設(包括該等現金流預測是否採用適當比率折現)。

(iii) 貿易及其他應收款減值

貿易及其他應收款減值準備是在貿易及其他應收款的可回收性的假設之上做出的。可疑負債的識別要求管理層的判斷及估計。當實際結果或未來預期和原有估計不同，該差異將影響貿易應收款及其他應收款的面值和可疑負債在估計改變當期的支出沖回。

6. SEGMENT REPORTING

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

(a) Reportable segments

The Group operates in a single segment, which is distribution and usage of software and provision of related maintenance and information services. Revenue from external customers for related products and services are presented in Note 7.

(b) Geographical information

All operating assets and operations of the Group during the years ended 31 December 2012 and 2011 were located in the PRC.

(c) Information about a major customer

Revenue from the Group's largest customer amounted to less than 10% of the Group's total revenue for the years ended 31 December 2012 and 2011.

6. 分部報告

本集團根據主要經營決策者審核並且用來做出戰略決策之報告而決定其運營分部。

(a) 報告分部

本集團經營單一業務，即電腦軟件的銷售及使用和提供相關維護及信息服務。來自外部客戶的相關產品及服務收入在附註7中呈列。

(b) 地域分部

本集團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之所有經營資產及運營都在中國。

(c) 主要客戶信息

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，來自本集團最大客戶的收入合計少於本集團總收入的10%。

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7. TURNOVER

Turnover represents the sales value of goods supplied to customers and the service fees receivable, net of goods returned, trade discounts and value added tax. The Group's products and services are mainly sold and provided to customers in the PRC. The amount of each significant category of revenue recognised in turnover during the year is as follows:

7. 營業額

營業額即向客戶出售貨品及提供服務之收入，並已扣除退貨、貿易折扣及增值稅。本集團主要在中國向客戶出售貨品及提供服務。於年內列入營業額之各類主要業務收益如下：

| | | 2012 | 2011 |
|------------------------------------|----------|---------|---------|
| | | 二零一二年 | 二零一一年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Maintenance service and usage fees | 保養服務及使用費 | 63,557 | 63,195 |
| Information service fees | 信息服務費 | 37,783 | 41,945 |
| Sale of computer software | 銷售電腦軟件 | 3,555 | 9,049 |
| Others | 其他 | 852 | 2,541 |
| | | 105,747 | 116,730 |

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8. OTHER INCOME

| | |
|--|--------------|
| Value added tax refund (Note (a)) | 增值稅退稅(附註(a)) |
| Interest income | 利息收入 |
| Subsidy income (Note (b)) | 政府補貼(附註(b)) |
| Gross rental income from investment properties | 投資物業租金收入 |
| Sundries | 其他 |

8. 其他收入

| 2012 | 2011 |
|---------|---------|
| 二零一二年 | 二零一一年 |
| RMB'000 | RMB'000 |
| 人民幣千元 | 人民幣千元 |

| | | | |
|--|--|---------------|---------------|
| | | 8,217 | 10,050 |
| | | 2,826 | 2,741 |
| | | 1,793 | 1,973 |
| | | 1,629 | — |
| | | 16 | 58 |
| | | 14,481 | 14,822 |

Notes:

- (a) A tax concession has been granted by the PRC tax authority to the Company's PRC subsidiaries which are engaged in the development and trading of computer software. Under this concession, the PRC subsidiaries are entitled to a refund of value added tax paid in excess of an effective rate of 3%. The amount of value added tax refund is recognised as other income on an accrual basis.
- (b) Subsidy income for the year ended 31 December 2012 mainly represented a subsidy of RMB0.6 million granted by Science and Technology Commission of Shanghai Municipality (2011: RMB1.2 million granted by Shanghai Municipal Development and Reform Commission) to a PRC subsidiary to finance its development of a software product, and subsidies totalling RMB1.2 million (2011: RMB0.7 million) granted by Shanghai Finance Bureau to finance the PRC subsidiaries' development of advanced technology and was calculated based on 50% of the business tax, value added tax and enterprise income tax paid to the local government last year.

附註：

- (a) 由於本公司之中國附屬公司從事開發及買賣電腦軟件之業務，因而獲中國稅務機關提供稅務減免。根據這項減稅，中國附屬公司有直接獲得退回因超過實際稅率3%之增值稅。增值稅之退回金額按應計基準列作其他收入。
- (b) 截止二零一二年十二月三十一日年度之其他收入主要是金額為人民幣60萬元來自上海市政府科學技術委員會(二零一一年：人民幣120萬元來自上海市政府發展與改革委員會)對中國附屬公司開發軟件產品的融資以及人民幣120萬元(二零一一年：人民幣70萬元)的上海財政局用於附屬公司高科技發展之融資，是在上年度所付營業稅，增值稅及企業所得稅的50%為基礎計算的。

9. OTHER GAINS AND LOSSES

| | |
|--|------------|
| Gain on disposal of investments held for trading | 出售持作交易投資收入 |
| Write off of property, plant and equipment | 物業、廠房及設備撇銷 |

9. 其他收益及虧損

| 2012 | 2011 |
|---------|---------|
| 二零一二年 | 二零一一年 |
| RMB'000 | RMB'000 |
| 人民幣千元 | 人民幣千元 |

| | | | |
|--|--|--------------|-----------|
| | | 1,318 | 280 |
| | | (268) | (184) |
| | | 1,050 | 96 |

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10. PROFIT BEFORE INCOME TAX

10. 除稅前盈利

| | | 2012 二零一二年 RMB'000 人民幣千元 | 2011 二零一一年 RMB'000 人民幣千元 |
|--|-------------------------|-----------------------------------|-----------------------------------|
| Profit before income tax is arrived at after charging/(crediting): | 除稅前盈利已扣除／(計入)： | | |
| Cost of inventories expensed | 存貨成本 | 138 | 291 |
| Cost of service fees | 服務費用成本 | 27,828 | 28,498 |
| Depreciation of property, plant and equipment (Note 18) | 物業、廠房及設備折舊(附註18) | 3,884 | 4,572 |
| Depreciation of investment properties (Note 19) | 投資物業折舊(附註19) | 803 | 513 |
| Exchange loss/(gain), net | 匯兌損失／(盈利)淨值 | 184 | (791) |
| Staff costs excluding directors' remuneration: | 扣除董事酬金之職工成本： | | |
| Salaries and allowances | 工資及津貼 | 42,852 | 37,789 |
| Pension fund contributions (Note 13) | 養老金供款(附註13) | 9,624 | 7,133 |
| Auditor's remuneration: | 核數師酬金： | | |
| Current year | 當前年度 | 420 | 450 |
| Under provision in prior year | 過往年度撥備不足 | 29 | 7 |
| Research and development costs | 研發成本 | 27,109 | 19,962 |
| Lease payments under operating leases in respect of land and buildings | 有關土地及建築之經營租約之租金 | 2,615 | 2,175 |
| Amortisation of prepaid lease payments (Note 20) | 預付租金攤銷(附註20) | 1,369 | 1,366 |
| Impairment loss on trade receivables (Note 23) | 貿易應收款之減值撥備(附註23) | 6 | 10 |
| Recovery of impairment loss on trade receivables previously recognised (Note 23) | 沖回之前確認之貿易應收款減值撥備(附註23) | — | (2) |
| Direct operating expenses arising from investment properties that generated rental income during the year | 年內產生租金收入之投資物業產生的直接經營費用 | 296 | — |
| Direct operating expenses arising from investment properties that did not generate rental income during the year | 年內不產生租金收入之投資物業產生的直接經營費用 | 305 | 836 |

II. DIRECTORS' REMUNERATION

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

II. 董事酬金

根據上市規則及香港《公司條例》第161條須以披露之董事酬金如下：

| | | Directors' fees | Salaries, allowances and benefits in kind | 2012 Total |
|---|-----------------|-----------------|---|------------|
| | | RMB'000 | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 | 人民幣千元 |
| Executive directors: | 執行董事： | | | |
| Liao Chao-Ping | 廖朝平 | — | 413 | 413 |
| Fan Ping-Yi | 范平尹 | — | 413 | 413 |
| Yang Ching Shou | 楊慶壽 | — | 827 | 827 |
| Chen Shen-Tien | 陳森田 | — | 360 | 360 |
| Chen Ming-Chuan | 陳銘傳 | — | 413 | 413 |
| Yu Shih-Pi | 余世筆 | — | 413 | 413 |
| Liao Angela Min-Yin | 廖敏吟 | — | 413 | 413 |
| Independent non-executive directors: | 獨立非執行董事： | | | |
| Chiu Kam Hing, Kathy | 趙金卿 | 158 | — | 158 |
| Chang Long-Teng | 張龍騰 | 37 | — | 37 |
| Hsieh Billy Shao-Ven | 謝少文 | 158 | — | 158 |
| Tsai Jeng-Yang | 蔡正揚 | 83 | — | 83 |
| | | 436 | 3,252 | 3,688 |

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II. DIRECTORS' REMUNERATION (Cont'd)

II. 董事酬金(續)

| | | Salaries, allowances and benefits | Directors' fees | in kind 薪酬、津貼及 各種福利 | 2011 Total 二零一一年合計 |
|---|-----------------|---|--------------------|---------------------------|--------------------------|
| | | | RMB'000 人民幣千元 | RMB'000 人民幣千元 | RMB'000 人民幣千元 |
| Executive directors: | 執行董事： | | | | |
| Liao Chao-Ping | 廖朝平 | — | 413 | — | 413 |
| Fan Ping-Yi | 范平尹 | — | 413 | — | 413 |
| Yang Ching Shou | 楊慶壽 | — | 827 | — | 827 |
| Chen Shen-Tien | 陳森田 | — | 413 | — | 413 |
| Chen Ming-Chuan | 陳銘傳 | — | 413 | — | 413 |
| Yu Shih-Pi | 余世筆 | — | 413 | — | 413 |
| Liao Angela Min-Yin | 廖敏吟 | — | 413 | — | 413 |
| Independent non-executive directors: | 獨立非執行董事： | | | | |
| Chiu Kam Hing, Kathy | 趙金卿 | 162 | — | — | 162 |
| Chang Long-Teng | 張龍騰 | 162 | — | — | 162 |
| Hsieh Billy Shao-Ven | 謝少文 | 162 | — | — | 162 |
| | | | 486 | 3,305 | 3,791 |

11. DIRECTORS' REMUNERATION (Cont'd)

Each of the executive directors has entered into a service contract with the Company for a term of two years and these contracts shall continue thereafter until terminated by either party giving to the other at least one month's prior notice in writing. Based on the terms of these service contracts, each of the directors are entitled to a monthly salary, an annual bonus payable on 31 December in each year, which is equivalent to the average of one month's salary earned in the previous twelve months.

No emoluments were paid by the Group to the directors as an inducement to join, or upon joining the Group, or as compensation for loss of office during the current and prior years.

There were no arrangements under which a director waived or agreed to waive any remuneration during the current and prior years.

12. FIVE HIGHEST PAID INDIVIDUALS

The five highest paid individuals during the year included one (2011: one) director, details of whose remuneration are set out in Note 11 above. The details of the remuneration of the remaining four (2011: four) non-director highest paid individuals are as follows:

11. 董事酬金(續)

每位執行董事均與本公司訂立為期兩年生效，直至任何一方向對方發出不少於一個月之書面通知終止為止。根據該等服務合約條款，各董事除收取月薪外可於每年十二月三十一日獲支付年度花紅，數額相等於之前十二個月之平均月薪。

於本年度及上年度本集團並無向董事支付任何酬金作為鼓勵其加入本集團或者作為加入本集團的獎勵，或作為離職補償。

於本年度及上年度，概無董事放棄或者同意放棄酬金的安排。

12. 五位最高酬金之人士

本集團於本年度支付給五名最高酬金僱員為一名(二零一一年：一名)董事，其酬金已在上文附註11中披露。年內應付其餘四名(二零一一年：四名)非董事最高酬金人士如下：

| | | 2012 二零一二年 RMB'000 人民幣千元 | 2011 二零一一年 RMB'000 人民幣千元 |
|---|--------------|-----------------------------------|-----------------------------------|
| Basic salaries, allowances and benefits in kind | 基本工資，津貼及各種福利 | 1,602 | 2,252 |
| Pension contributions | 退休金供款 | 236 | 181 |
| | | 1,838 | 2,433 |

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12. FIVE HIGHEST PAID INDIVIDUALS (Cont'd)

The number of non-director, highest paid individuals whose remuneration fell within the following band is as follows:

| | | 2012 二零一二年 No. of employees 僱員數量 | 2011 二零一一年 No. of employees 僱員數量 |
|--|---|--|--|
| HKD Nil to HKD1,000,000 (equivalent to RMB Nil to RMB810,800 (2011: RMB810,700)) | 港幣零元到港幣 1,000,000 元 (約人民幣零元到人民幣 810,800 元 (二零一一年：約人民幣零元到 人民幣 810,700 元)) | 4 | 4 |

The emoluments paid or payable to members of senior management were within the following bands:

| | | 2012 二零一二年 No. of employees 僱員數量 | 2011 二零一一年 No. of employees 僱員數量 |
|--|---|--|--|
| HKD Nil to HKD1,000,000 (equivalent to RMB Nil to RMB810,800 (2011: RMB810,700)) | 港幣零元到港幣 1,000,000 元 (約人民幣零元到人民幣 810,800 元 (二零一一年：約人民幣零元到 人民幣 810,700 元)) | 5 | 5 |

13. RETIREMENT BENEFITS

The employees of the Company's operating subsidiaries, Shanghai Qianlong Advanced Technology Company Limited ("Qianlong Advanced"), Shanghai Xin Long Information Technology Company Limited and Shanghai Qianlong Network Technology Company Limited ("Qianlong Network"), are members of a central pension scheme operated by the local government. The subsidiaries are required to contribute approximately 37% (2011: 37%) of the employees' monthly salaries to the central pension scheme to fund the employees' retirement benefits.

The Group does not have any liabilities to the retirement benefits of the employees other than the monthly contributions to the central pension scheme. The Group's contributions to the central pension scheme for the year ended 31 December 2012 amounted to RMB9,624,000 (2011: RMB7,133,000).

12. 五位最高酬金之人士(續)

非董事最高酬金人士的薪酬介乎以下範圍：

| | | 2012 二零一二年 No. of employees 僱員數量 | 2011 二零一一年 No. of employees 僱員數量 |
|--|---|--|--|
| HKD Nil to HKD1,000,000 (equivalent to RMB Nil to RMB810,800 (2011: RMB810,700)) | 港幣零元到港幣 1,000,000 元 (約人民幣零元到人民幣 810,800 元 (二零一一年：約人民幣零元到 人民幣 810,700 元)) | 4 | 4 |

已付或應付高級管理人員的薪酬介乎以下範圍：

| | | 2012 二零一二年 No. of employees 僱員數量 | 2011 二零一一年 No. of employees 僱員數量 |
|--|---|--|--|
| HKD Nil to HKD1,000,000 (equivalent to RMB Nil to RMB810,800 (2011: RMB810,700)) | 港幣零元到港幣 1,000,000 元 (約人民幣零元到人民幣 810,800 元 (二零一一年：約人民幣零元到 人民幣 810,700 元)) | 5 | 5 |

13. 退休福利

本公司附屬公司上海乾隆高科技有限公司(「乾隆高科技」)，上海信龍信息科技有限公司及上海乾隆網絡科技有限公司(「乾隆網絡」)之僱員參與當地政府所管理之中央退休計劃。該等附屬公司須向中央退休計劃供款，作為僱員退休福利資金，數額約僱員月薪之37%(二零一一年：37%)。

除每月向中央退休計劃供款外，本集團對僱員之退休福利並無任何負債。本集團於截至二零一二年十二月三十一日之年度退休福利計劃供款總額為人民幣9,624,000(二零一一年：人民幣7,133,000元)。

14. INCOME TAX

- (a) The amount of income tax in the consolidated statement of comprehensive income represents:

| | | 2012 二零一二年 RMB'000 人民幣千元 | 2011 二零一一年 RMB'000 人民幣千元 |
|--|----------------|-----------------------------------|-----------------------------------|
| Current tax – PRC enterprise income tax | 當期稅項 – 中國企業所得稅 | | |
| – Tax charge for the year | – 本年度撥付 | 35 | 251 |
| – Under provision in respect of prior year | – 於過往年度撥備不足 | 91 | — |
| | | 126 | 251 |
| Deferred tax (Note 15) | 遞延稅項(附註15) | | |
| – Charge for the year | – 本年度撥付 | 3,329 | 913 |
| – Attributable to change in tax rate | – 稅率轉變因素 | (34) | — |
| | | 3,295 | 913 |
| | | 3,421 | 1,164 |

No provision for Hong Kong profits tax has been made as the Group had no assessable profit subject to Hong Kong profits tax for the current and prior years.

On 16 March 2007, the National People's Congress approved the PRC Enterprise Income Tax Law ("New Tax Law"), which became effective from 1 January 2008. In accordance with the New Tax Law, the unified enterprise income tax rate of 25% will be applied to both domestic-invested enterprises and foreign-invested enterprises. Enterprises established prior to 16 March 2007 which are eligible for preferential tax treatment in accordance with the currently prevailing tax laws and administrative regulations shall, under the regulations of the State Council, gradually be subject to the new tax rate over a five-year transitional period until 2012.

14. 所得稅

- (a) 綜合全面收益表之所得稅項如下：

| | 2012 二零一二年 RMB'000 人民幣千元 | 2011 二零一一年 RMB'000 人民幣千元 |
|--|-----------------------------------|-----------------------------------|
| Current tax – PRC enterprise income tax | | |
| – Tax charge for the year | 35 | 251 |
| – Under provision in respect of prior year | 91 | — |
| | 126 | 251 |
| Deferred tax (Note 15) | | |
| – Charge for the year | 3,329 | 913 |
| – Attributable to change in tax rate | (34) | — |
| | 3,295 | 913 |
| | 3,421 | 1,164 |

由於本集團無賺取須繳納香港利得稅之經營溢利，因此並無在當前及之前年度就香港利得稅作出撥備。

於二零零七年三月十六日，中華人民共和國全國人民代表大會通過了中華人民共和國企業所得稅法(「新稅法」)，並從二零零八年一月一日開始生效。根據新稅法，國內投資企業及外資企業均使用統一的所得稅率25%。在二零零七年三月十六日之前成立的企業按照當時的稅收法律及行政法規享有優惠政策，按照國務院規定，可以在五年內逐步過渡到新稅率，直至二零一二年。

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14. INCOME TAX (Cont'd)

- (a) The amount of income tax in the consolidated statement of comprehensive income represents: (Cont'd)

Qianlong Network, a PRC subsidiary of the Company which was set up in February 2007 in Pudong Shanghai, had obtained the Software Enterprise Certificate and was entitled to enjoy the enterprise income tax at the concessionary rate of 12.5% for 2 years from 2010 to 2011 according to the Circular Caishui (2008) No.1 issued by the Treasury and National Tax Bureau in 2010.

On 28 November 2011, Qianlong Network obtained the High-New Technology Enterprise Certificate and is entitled to enjoy the enterprise income tax at the concessionary rate of 15% for 3 years from 2011 to 2013 according to Article 28 of the New Tax Law.

Qianlong Advanced, a PRC subsidiary of the Company, has obtained the High-New Technology Enterprise Certificate and continued to enjoy the preferential enterprise income tax rate of 15% for 3 years from 2011 to 2013 according to Article 28 of the New Tax Law.

14. 所得稅(續)

- (a) 綜合全面收益表之所得稅項如下：(續)

乾隆網絡是本公司於二零零七年二月在浦東新成立的中國附屬公司，並獲得軟件企業證書，根據財政部及稅務總局於二零一零年發行的「財稅2008-1」有權力享受12.5%的折扣稅率，期限兩年，從二零一零年到二零一一年。

乾隆網路於二零一一年十一月二十八日獲得高新科技企業證書，根據新稅法第28條，可以享受15%的所得稅率，期限三年，從二零一一年到二零一三年。

乾隆高科技是本公司一中國附屬公司，並獲得高新技術企業證書，根據新稅法第28條，可以繼續享受15%的所得稅率，期限三年，從二零一一年到二零一三年。

14. INCOME TAX (Cont'd)

- (b) The income tax for the year can be reconciled to the profit before income tax as stated in the consolidated statement of comprehensive income as follows:

| | | 2012 二零一二年 RMB'000 人民幣千元 | 2011 二零一一年 RMB'000 人民幣千元 |
|--|----------------------------------|-----------------------------------|-----------------------------------|
| Profit before income tax | 除稅前盈利 | 8,186 | 22,134 |
| Income tax calculated at PRC enterprise income tax rate of 25% (2011: 25%) | 按中國企業所得稅稅率 25% (二零一一年：25%) 計算之稅項 | 2,047 | 5,534 |
| Tax effect of expenses not deductible for taxation purposes | 不可按應稅目的扣除費用之稅項 | 362 | 742 |
| Tax effect of non-taxable items | 非應稅項目之稅項 | (1,676) | (2,967) |
| Deferred tax assets not recognised | 未確認之遞延稅項資產 | 308 | 18 |
| Effect of tax concession granted to PRC subsidiaries | 中國附屬公司獲得稅金減免之稅務影響 | (1,138) | (3,037) |
| Effect of different tax rates of subsidiaries operating in other jurisdictions | 於其他司法權區營運之附屬公司稅率不同之影響 | 198 | 243 |
| Under provision in respect of prior year | 過往年度撥備不足 | 91 | — |
| Deferred tax liabilities relating to withholding income tax on undistributed profits | 有關未分配利潤之預提所得稅之遞延稅項負債 | 3,229 | 631 |
| Income tax for the year | 年內之所得稅 | 3,421 | 1,164 |

14. 所得稅(續)

- (b) 本年度之所得稅可在綜合全面收益表列示之除稅前盈利對賬如下：

| | | 2012 二零一二年 RMB'000 人民幣千元 | 2011 二零一一年 RMB'000 人民幣千元 |
|--|----------------------------------|-----------------------------------|-----------------------------------|
| Profit before income tax | 除稅前盈利 | 8,186 | 22,134 |
| Income tax calculated at PRC enterprise income tax rate of 25% (2011: 25%) | 按中國企業所得稅稅率 25% (二零一一年：25%) 計算之稅項 | 2,047 | 5,534 |
| Tax effect of expenses not deductible for taxation purposes | 不可按應稅目的扣除費用之稅項 | 362 | 742 |
| Tax effect of non-taxable items | 非應稅項目之稅項 | (1,676) | (2,967) |
| Deferred tax assets not recognised | 未確認之遞延稅項資產 | 308 | 18 |
| Effect of tax concession granted to PRC subsidiaries | 中國附屬公司獲得稅金減免之稅務影響 | (1,138) | (3,037) |
| Effect of different tax rates of subsidiaries operating in other jurisdictions | 於其他司法權區營運之附屬公司稅率不同之影響 | 198 | 243 |
| Under provision in respect of prior year | 過往年度撥備不足 | 91 | — |
| Deferred tax liabilities relating to withholding income tax on undistributed profits | 有關未分配利潤之預提所得稅之遞延稅項負債 | 3,229 | 631 |
| Income tax for the year | 年內之所得稅 | 3,421 | 1,164 |

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15. DEFERRED TAX

Details of the Group's deferred tax liabilities and assets recognised and movements during the current and prior years:

15. 遞延稅項

於本年度及上年度本集團已確認之遞延稅項負債及資產詳情及變動如下：

| | | Allowance for doubtful debts 壞賬準備 RMB'000 人民幣千元 | Other deductible temporary difference 其他 可扣除的 暫時性差異 RMB'000 人民幣千元 | Withholding tax on dividend (Note) 預提股息 所得稅 (附註) RMB'000 人民幣千元 | Total 合計 RMB'000 人民幣千元 |
|---|--------------------|--|---|--|---------------------------------|
| At 1 January 2011 | 於二零一一年一月一日 | (5) | (658) | 1,018 | 355 |
| Charge/(credit) to profit or loss for the year | 計入/(抵扣)本年度損益 | (1) | 283 | 631 | 913 |
| At 31 December 2011 | 於二零一一年十二月一日 | (6) | (375) | 1,649 | 1,268 |
| Charge/(credit) to profit or loss for the year | 計入/(抵扣)本年度損益 | (1) | 101 | 3,229 | 3,329 |
| Transfer to income tax payable as dividend paid out during the year | 因年內支付股息 轉入應付所得稅 | — | — | (3,250) | (3,250) |
| Effect of change in tax rate | 稅率變化之影響 | | (34) | — | (34) |
| At 31 December 2012 | 於二零一二年十二月三十一日 | (7) | (308) | 1,628 | 1,313 |

15. DEFERRED TAX (Cont'd)

Note: Under the New Tax Law, with effect from 1 January 2008, non-resident enterprises without an establishment or place of business in the PRC or which have an establishment or place of business but the relevant income is not effectively connected with the establishment or a place of business in the PRC, will be subject to withholding income tax at the rate of 10% on various types of passive income such as dividends derived from sources in the PRC. On 22 February 2008, the Ministry of Finance and the State Administration of Taxation approved Caishui (2008) No. 1, pursuant to which dividend distribution out of pre-2008 retained earnings of foreign investment enterprises will be exempted from withholding income tax. Deferred tax liabilities relating to withholding income tax of RMB3,229,000 (2011: RMB631,000) has been recognised for the year in respect of the undistributed profits of a subsidiary in the PRC for the year ended 31 December 2012.

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

| | | 2012 | 2011 |
|--------------------------|--------|--------------|--------------|
| | | 二零一二年 | 二零一一年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Deferred tax assets | 遞延稅項資產 | (315) | (381) |
| Deferred tax liabilities | 遞延稅項負債 | 1,628 | 1,649 |
| | | 1,313 | 1,268 |

15. 遞延稅項(續)

附註：根據二零零八年一月一日生效的新稅法，在中國未成立或無經營地的非本地企業或者在中國成立或有經營地點但其相關收入與其在中國成立或經營地點沒有有效關聯的非本地企業，將實行預提所得稅，稅率為各種類型收入的10%例如來自中國的股息。於二零零八年二月二十二日，財政部及國家稅務總局頒佈財稅(2008)1號，根據該法規，外商投資企業對於二零零八年之前形成的累積盈利的股息分配將免除預提所得稅。與股息之預提所得稅相關的遞延稅收負債為人民幣3,229,000元(二零一一年：人民幣631,000元)，在當前年度確認為截止二零一二年十二月三十一日年度來自中國一附屬公司之未分配利潤。

為了在綜合財務狀況表中呈列，該遞延稅項資產及負債已抵銷。用於財務報告的遞延稅項餘額分析如下：

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16. PROFIT FOR THE YEAR

During the year ended 31 December 2012, the Group's profit for the year included a loss of RMB1,785,000 (2011: RMB2,667,000) which has been dealt with in the financial statements of the Company.

17. EARNINGS PER SHARE

The calculation of basic earnings per share is based on the profit for the year of RMB4,765,000 (2011: RMB20,970,000) and the weighted average number of 252,600,000 (2011: 252,600,000) ordinary shares in issue during the year.

Diluted earnings per share for the years ended 31 December 2012 and 2011 are the same as the basic earnings per share as there were no dilutive potential ordinary shares in issue for both years.

16. 本年度盈利

截至二零一二年十二月三十一日止之年度，本公司財務報表中本公司應佔本集團之盈利包括人民幣1,785,000元之虧損(二零一一年：人民幣2,667,000元)。

17. 每股盈利

每股基本盈利乃按本年度盈利人民幣4,765,000元(二零一一年：人民幣20,970,000元)，除以期內已發行加權平均數252,600,000(二零一一年：252,600,000)股計算。

截至二零一二年及二零一一年十二月三十一日止年度，每股攤薄盈利和每股基本盈利相同，因為這兩年中並無發行任何有攤薄影響之潛在普通股。

18. PROPERTY, PLANT AND EQUIPMENT

18. 物業，廠房及設備

| The Group 本集團 | | Leasehold | Leasehold | Computer equipment 電腦設備 | Furniture, Fixtures and office equipment 家具，裝置 及辦公設備 | Total 合計 |
|---------------------------|-------------------|--|--------------------------------|-------------------------------|---|-------------|
| | | Land and buildings* 租賃土地 及建築* | Improve- ments 租賃物 裝修 | | RMB'000 人民幣千元 | |
| Cost: | 原值： | | | | | |
| At 1 January 2011 | 於二零一一年一月一日 | 34,455 | 5,641 | 6,669 | 933 | 47,698 |
| Additions | 添置 | — | 256 | 1,360 | 138 | 1,754 |
| Written off | 撇銷 | — | — | (1,973) | (80) | (2,053) |
| At 31 December 2011 | 於二零一一年 十二月三十一日 | 34,455 | 5,897 | 6,056 | 991 | 47,399 |
| Additions | 添置 | — | 71 | 414 | 87 | 572 |
| Written off | 撇銷 | — | (590) | (1,069) | (250) | (1,909) |
| At 31 December 2012 | 於二零一二年 十二月三十一日 | 34,455 | 5,378 | 5,401 | 828 | 46,062 |
| Accumulated depreciation: | 累計折舊： | | | | | |
| At 1 January 2011 | 於二零一一年一月一日 | 6,590 | 3,142 | 4,135 | 375 | 14,242 |
| Charge for the year | 年度折舊 | 1,550 | 1,412 | 1,416 | 194 | 4,572 |
| Written off | 撇銷 | — | — | (1,794) | (75) | (1,869) |
| At 31 December 2011 | 於二零一一年 十二月三十一日 | 8,140 | 4,554 | 3,757 | 494 | 16,945 |
| Charge for the year | 年度折舊 | 1,551 | 1,033 | 1,137 | 163 | 3,884 |
| Written off | 撇銷 | — | (455) | (962) | (224) | (1,641) |
| At 31 December 2012 | 於二零一二年 十二月三十一日 | 9,691 | 5,132 | 3,932 | 433 | 19,188 |
| Carrying amount: | 賬面淨值： | | | | | |
| At 31 December 2012 | 於二零一二年 十二月三十一日 | 24,764 | 246 | 1,469 | 395 | 26,874 |
| At 31 December 2011 | 於二零一一年 十二月三十一日 | 26,315 | 1,343 | 2,299 | 497 | 30,454 |

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18. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

* Since the land lease prepayment cannot be allocated reliably between the land and buildings elements at the inception of the lease, the entire lease prepayment is included in the cost of land and buildings as a finance lease in property, plant and equipment. The leasehold land and buildings of the Group are held outside Hong Kong under a medium term lease.

18. 物業，廠房及設備(續)

* 由於未能於租賃成立時可靠劃分土地及樓宇之預付地租，故所有預付地租作為物業，廠房及設備融資租約計入土地及樓宇之成本。本集團之租賃土地及樓宇為香港之外持有及均為中期租賃。

19. INVESTMENT PROPERTIES

The Group

本集團

RMB'000

人民幣千元

| | | |
|--------------------------------|---------------------|--------|
| Cost: | 原值： | |
| At 1 January 2011 | 於二零一一年一月一日 | — |
| Additions | 添置 | 16,910 |
| At 31 December 2011 and 2012 | 於二零一一年及二零一二年十二月三十一日 | 16,910 |
| Accumulated depreciation: | 累計折舊： | |
| At 1 January 2011 | 於二零一一年一月一日 | — |
| Charge for the year | 年度折舊 | 513 |
| At 31 December 2011 | 於二零一一年十二月三十一日 | 513 |
| Charge for the year | 年度折舊 | 803 |
| At 31 December 2012 | 於二零一二年十二月三十一日 | 1,316 |
| Carrying amount: | 賬面淨值： | |
| At 31 December 2012 | 於二零一二年十二月三十一日 | 15,594 |
| At 31 December 2011 | 於二零一一年十二月三十一日 | 16,397 |
| Fair value at 31 December 2012 | 於二零一二年十二月三十一日之公平價值 | 15,787 |
| Fair value at 31 December 2011 | 於二零一一年十二月三十一日之公平價值 | 16,593 |

19. INVESTMENT PROPERTIES (Cont'd)

The fair value of the Group's investment properties at 31 December 2012 has been arrived at on market value basis carried out by an independent firm of professional valuers who holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment properties being valued. The valuation was arrived at by reference to market evidence of transaction prices for similar properties.

The investment properties of the Group are held outside Hong Kong under a medium term lease.

19. 投資物業(續)

本集團於二零一二年十二月三十一日之投資物業公平價值來自一獨立評估顧問公司所評估的市場價值為基礎的，該評估公司具有認可及相關的專業資格，並且在當地以及該等被評估投資物業具有多年經驗。該評估是在參考相似物業市場交易價格的證據後而作出的。

本集團的投資物業為香港以外持有及為中期租賃。

20. PREPAID LEASE PAYMENTS

The Group
本集團

| | | RMB'000 人民幣千元 |
|------------------------------|---------------------|------------------|
| Cost: | 原值： | |
| At 1 January 2011 | 於二零一一年一月一日 | — |
| Additions | 添置 | 42,432 |
| At 31 December 2011 and 2012 | 於二零一一年及二零一二年十二月三十一日 | 42,432 |
| Accumulated amortisation: | 累計攤銷： | |
| At 1 January 2011 | 於二零一一年一月一日 | — |
| Charge for the year | 年度攤銷 | 1,366 |
| At 31 December 2011 | 於二零一一年十二月三十一日 | 1,366 |
| Charge for the year | 年度攤銷 | 1,369 |
| At 31 December 2012 | 於二零一二年十二月三十一日 | 2,735 |
| Carrying amount: | 賬面淨值： | |
| At 31 December 2012 | 於二零一二年十二月三十一日 | 39,697 |
| At 31 December 2011 | 於二零一一年十二月三十一日 | 41,066 |

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20. PREPAID LEASE PAYMENTS (Cont'd)

20. 預付租金(續)

| | | 2012 | 2011 |
|--|--------------|---------|---------|
| | | 二零一二年 | 二零一一年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Portion classified as current assets | 作為流動資產的部分 | | |
| (included in deposits and prepayment) | (包括於押金及預付款內) | 1,369 | 1,369 |
| Portion classified as non-current assets | 作為非流動資產的部分 | 38,328 | 39,697 |
| Carrying amount at 31 December | 於十二月三十一日賬面淨值 | 39,697 | 41,066 |

The Group's prepaid lease payments in respect of the investment properties acquired in last year are related to payments for land use rights held under medium term lease in the PRC.

本集團於去年購入投資物業的相關預付租金是中國中期租賃持有之土地使用權相關之付款。

21. INTERESTS IN SUBSIDIARIES

21. 於附屬公司之權益

| | | The Company | |
|------------------------------|------------|---------------|---------------|
| | | 本公司 | |
| | | 2012 | 2011 |
| | | 二零一二年 | 二零一一年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Unlisted shares, at cost | 非上市股份，按成本值 | 9 | 9 |
| Amount due from a subsidiary | 應收附屬公司款項 | 30,580 | 23,043 |
| | | 30,589 | 23,052 |

The amount due from a subsidiary is unsecured, interest-free and in substance represented the Company's investment in the subsidiary in the form of quasi-equity loan.

The amounts due to subsidiaries classified as current liabilities in the Company's statement of financial position are unsecured, interest-free and have no fixed terms of repayment.

應收附屬公司款項乃無抵押，免息，及實質為本公司以準股本貸款形式於附屬公司權益之一部分。

在本公司財務狀況表中作為流動負債闡述之應付附屬公司款項乃無抵押，免息，並無預定還款期。

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21. INTERESTS IN SUBSIDIARIES (Cont'd)

Details of the subsidiaries as at 31 December 2012 are presented below.

| Name of company 公司名稱 | Place of incorporation and operations and legal entity status 註冊成立及 經營地點及形式 | Percentage of equity interest 股本權益之百分比 | | | Issued and fully paid ordinary share capital/ registered capital 已發行及繳足 普通股股本/ 註冊資本 | Principal activity 主要業務 |
|---|--|---|---------------------------------|-------------------------------------|---|---|
| | | Group's effective interest 集團之 實際權益 | Held by the Company 本公司持有 | Held by subsidiary 附屬 公司持有 | | |
| Qianlong Computers Company Limited 乾隆電腦有限公司 | Hong Kong (limited liability) 香港(有限公司) | 100 | 100 | — | HK\$10,000 港幣 10,000 元 | Investment holding 投資控股 |
| Shanghai Qianlong Advanced Technology Company Limited 上海乾隆高科技有限公司 | The PRC (wholly foreign-owned enterprise) 中國(全資外資企業) | 100 | — | 100 | US\$5,950,000 5,950,000 美元 | Development and trading of computer software and the provision of related maintenance, usage and information services 開發及銷售電腦軟件及提供 相關之保養、使用及 信息服務 |
| Shanghai Xin Long Information Technology Company Limited 上海信龍信息技術有限公司 | The PRC (wholly foreign-owned enterprise) 中國(全資外資企業) | 100 | — | 100 | RMB5,000,000 人民幣 5,000,000 元 | Development of finance database products 金融數據庫產品的開發 |
| Shanghai Qianlong Network Technology Company Limited 上海乾隆網絡科技有限公司 | The PRC (wholly foreign-owned enterprise) 中國(全資外資企業) | 100 | — | 100 | RMB10,000,000 人民幣 10,000,000 元 | Development and trading of computer software and the provision of related maintenance, usage and information services 開發及銷售電腦軟件及提供 相關之保養、使用及 信息服務 |

None of the subsidiaries had issued any debts securities at the end of the year.

21. 於附屬公司之權益(續)

於二零一二年十二月三十一日之附屬公司詳情如下：

於年內並無任何附屬公司發行任何債務證券。

22. INVENTORIES

22. 存貨

| | | The Group | |
|----------------|-----|-----------|---------|
| | | 本集團 | |
| | | 2012 | 2011 |
| | | 二零一二年 | 二零一一年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Accessories | 輔料 | 33 | 76 |
| Finished goods | 產成品 | 3 | 3 |
| | | 36 | 79 |

23. TRADE AND OTHER RECEIVABLES

23. 貿易及其他應收款

| | | The Group | |
|----------------------------------|------------|-----------|---------|
| | | 本集團 | |
| | | 2012 | 2011 |
| | | 二零一二年 | 二零一一年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Trade receivables | 貿易應收款 | 6,777 | 4,955 |
| Less: Impairment loss recognised | 減：減值準備 | (53) | (47) |
| Trade receivables – net | 貿易應收款 – 淨額 | 6,724 | 4,908 |
| Other receivables | 其他應收款 | 3,778 | 2,999 |
| | | 10,502 | 7,907 |

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23. TRADE AND OTHER RECEIVABLES (Cont'd)

- (a) The Group's policy is to allow an average credit period of 30 days from the date of billing to its trade customers. All trade receivables are denominated in Renminbi.
- (b) The below table reconciled the impairment loss on trade receivables for the year:

| | | The Group 本集團 | |
|--|-----------------------|------------------|------------------|
| | | 2012 二零一二年 | 2011 二零一一年 |
| | | RMB'000 人民幣千元 | RMB'000 人民幣千元 |
| At beginning of year | 年初 | 47 | 194 |
| Impairment loss recognised (Note 10) | 已確認之減值撥備(附註10) | 6 | 10 |
| Recovery of impairment loss previously recognised (Note 10) | 沖回之前確認之 減值撥備(附註10) | — | (2) |
| Bad debts written off | 壞賬沖銷 | — | (155) |
| At end of year | 年末 | 53 | 47 |

At 31 December 2012, the Group's trade receivables of RMB53,000 (2011: RMB47,000) were individually determined to be impaired. The individually impaired receivables related to debts that are long outstanding and management expected these debts to be irrecoverable. The Group does not hold any collateral over these balances.

23. 貿易及其他應收款(續)

- (a) 本集團之政策賦予其客戶自帳單之日起三十日之信用額度。所有貿易應收款均以人民幣呈列。
- (b) 本年度貿易應收款之減值撥備對賬如下：

於二零一二年十二月三十一日，本集團分別釐定貿易應收款人民幣53,000元(二零一一年：人民幣47,000元)為個別減值。減值撥備為個別長期未收回之應收款，並且管理層預期這些債務無法收回。本集團並無就此等結餘持有任何抵押品。

23. TRADE AND OTHER RECEIVABLES (Cont'd)

- (c) The following is an ageing analysis of trade receivables, based on the invoice date and net of impairment loss, at the end of the reporting period:

| | | The Group 本集團 | |
|--|--------------|------------------|------------------|
| | | 2012 二零一二年 | 2011 二零一一年 |
| | | RMB'000 人民幣千元 | RMB'000 人民幣千元 |
| Within 1 month | 一個月內 | 4,480 | 3,448 |
| 1 to 3 months | 一至三個月 | 680 | 401 |
| More than 3 months but less than 12 months | 超過三個月但不足十二個月 | 697 | 1,055 |
| More than 12 months | 超過十二個月 | 867 | 4 |
| | | 6,724 | 4,908 |

- (d) The ageing analysis of trade receivables that are neither individually nor collectively considered to be impaired is as follows:

| | | The Group 本集團 | |
|---|-----------------|------------------|------------------|
| | | 2012 二零一二年 | 2011 二零一一年 |
| | | RMB'000 人民幣千元 | RMB'000 人民幣千元 |
| Neither past due nor impaired | 未逾期也未減值 | 4,401 | 2,816 |
| Less than 1 month past due | 逾期一個月內 | 1,324 | 753 |
| 1 to 3 months past due | 逾期一至三個月 | 388 | 424 |
| More than 3 months but less than 12 months past due | 逾期超過三個月但是少於十二個月 | 611 | 915 |
| | | 6,724 | 4,908 |

23. 貿易及其他應收款(續)

- (c) 截止報告日，貿易應收款(以發票日期為基礎)在扣除減值撥備，按賬齡分析如下：

- (d) 沒有個別或整體認為已減值之應收賬款按照賬齡分析如下：

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23. TRADE AND OTHER RECEIVABLES (Cont'd)

- (d) The ageing analysis of trade receivables that are neither individually nor collectively considered to be impaired is as follows: (Cont'd)

Trade receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

Trade receivables that were past due but not impaired relate to a number of independent customers that have good track records with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered to be fully recoverable. The Group does not hold any collateral over these balances.

- (e) The directors consider that the carrying amounts of trade and other receivables approximate their fair values.

24. INVESTMENTS HELD FOR TRADING

Unlisted investment fund, at fair value 非上市投資基金，公平價值

- (a) The above investments offered the Group the opportunity for return through interest income and capital gains.
- (b) The directors considered that the unlisted investment fund does not have a quoted market price in an active market. However, in view of the short maturity of the fund, the directors are of the opinion that the fair value of the unlisted investment fund approximates its cost as at the end of the reporting period.

23. 貿易及其他應收款(續)

- (c) 沒有個別或整體認為已減值之應收賬款按照賬齡分析如下：(續)

既未逾期又未減值的應收賬款代表大多數獨立客戶而其無過往違約之記錄。

逾期但未減值之應收賬款代表大部分之獨立客戶而其在在本集團有良好之記錄。根據以往經驗，管理層相信因為其信用情況沒有重大改變，而其餘額也應可全數收回，故無需為這些餘額進行減值撥備。本集團並無就該等結餘持有任何抵押品。

- (e) 董事認為貿易及其他應收款之面值約等於他們的公平價值。

24. 持作交易投資

| The Group 本集團 | |
|------------------|------------------|
| 2012 二零一二年 | 2011 二零一一年 |
| RMB'000 人民幣千元 | RMB'000 人民幣千元 |

| | | |
|--|-------|-------|
| Unlisted investment fund, at fair value 非上市投資基金，公平價值 | 5,000 | 8,000 |
|--|-------|-------|

- (a) 上述投資使本集團有機會通過股息收入及公平價值收入而獲得回報。
- (b) 董事認為非上市投資基金並無於活躍市場上有市場報價。然而，因為非上市投資基金的期限短，故董事認為非上市投資基金之公平價值於截止報告日約等於其成本。

25. CASH AND CASH EQUIVALENTS

25. 現金及現金等價物

| | | 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 |
| | | RMB'000 人民幣千元 | RMB'000 人民幣千元 | RMB'000 人民幣千元 | RMB'000 人民幣千元 |
| Cash and bank balances | 現金及銀行存款 | 45,710 | 22,266 | 2,341 | 1,912 |
| Time deposits | 定期存款 | 84,351 | 108,625 | — | — |
| | | 130,061 | 130,891 | 2,341 | 1,912 |

Cash at banks earn interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods within three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term deposit rates. The directors consider the carrying amounts of cash and cash equivalents approximate their fair values.

存於銀行之現金在每日銀行存款利率的基礎上按浮動利率獲得利息。在三個月內不同時段根據本集團即時所需之現金存入短期定期存款，並且根據不同短期存款利率而獲取利息。董事認為現金及現金等價物之面值約等值於其公平價值。

The carrying amounts of cash and bank balances are denominated in the following currencies:

現金及銀行存款之面值均以以下貨幣呈列：

| | | 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 |
| | | RMB'000 人民幣千元 | RMB'000 人民幣千元 | RMB'000 人民幣千元 | RMB'000 人民幣千元 |
| Renminbi | 人民幣 | 124,844 | 127,564 | — | — |
| Hong Kong dollars | 港幣 | 5,217 | 3,327 | 2,341 | 1,912 |
| | | 130,061 | 130,891 | 2,341 | 1,912 |

RMB is not freely convertible into foreign currencies in the PRC. Under the PRC's Foreign Exchange Control Regulations and Administration of Settlement and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through banks authorised to conduct foreign exchange business.

在中國人民幣不能自由兌換成外幣。根據中國外匯外匯管制條例與結匯、銷匯及付匯管理規定，本集團可以通過授權經營外匯業務的銀行將人民幣兌換成外幣。

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26. TRADE AND OTHER PAYABLES

26. 貿易及其他應付款

| | | 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 |
| | | RMB'000 人民幣千元 | RMB'000 人民幣千元 | RMB'000 人民幣千元 | RMB'000 人民幣千元 |
| Trade payables | 貿易應付款 | 2,225 | 1,910 | — | — |
| Receipts in advance | 預收款 | 1,404 | 1,128 | — | — |
| Other payables | 其他應付款 | 2,162 | 3,230 | — | — |
| Rental deposits received | 租賃保證金 | 407 | — | — | — |
| Accruals | 應計款項 | 10,585 | 8,362 | 161 | 160 |
| | | 16,783 | 14,630 | 161 | 160 |

(a) The following is an ageing analysis of trade payables, based on the invoice date, at the end of the reporting period:

(a) 截止報告日，貿易應付款(以發票日為基礎)按賬齡分析如下：

| | | The Group 本集團 | |
|--|--------------|------------------|------------------|
| | | 2012 二零一二年 | 2011 二零一一年 |
| | | RMB'000 人民幣千元 | RMB'000 人民幣千元 |
| Within 1 month | 一個月內 | 1,182 | 1,199 |
| 1 to 3 months | 一至三個月 | 860 | 699 |
| More than 3 months but less than 12 months | 超過三個月但不足十二個月 | 175 | 4 |
| More than 12 months | 超過十二個月 | 8 | 8 |
| | | 2,225 | 1,910 |

26. TRADE AND OTHER PAYABLES (Cont'd)

- (b) The carrying amount of trade payables is denominated in the following currencies:

| | | The Group 本集團 | |
|-------------------|-----|------------------|---------|
| | | 2012 | 2011 |
| | | 二零一二年 | 二零一一年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Renminbi | 人民幣 | 1,336 | 865 |
| Hong Kong dollars | 港幣 | 889 | 1,045 |
| | | 2,225 | 1,910 |

- (c) All other payables and accruals are expected to be settled within one year.
- (d) The directors consider that the carrying amounts of trade and other payables approximate their fair values.

26. 貿易及其他應付款(續)

- (b) 貿易應付款之面值以下列貨幣列示：

- (c) 所有應付款項及應計款項均於一年內償付。
- (d) 董事認為貿易及其他應付款之面值約等於他們的公平價值。

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27. DEFERRED REVENUE

| | | The Group 本集團 | |
|---|----------------------------|------------------|------------------|
| | | 2012 二零一二年 | 2011 二零一一年 |
| | | RMB'000 人民幣千元 | RMB'000 人民幣千元 |
| Amounts to be recognised as revenue within 1 year classified as current liabilities | 於一年內將確認為收益並 分類為流動負債之款項 | 42,634 | 49,340 |
| Amounts to be recognised as revenue after 1 year classified as non-current liabilities | 於一年後將確認為收益並 分類為非流動負債之款項 | 9,413 | 8,256 |
| | | 52,047 | 57,596 |

Deferred revenue represents maintenance service and usage fees received in advance at the end of the reporting period.

遞延收入即截止報告日預先收取之保養服務及使用費。

28. SHARE CAPITAL

The Company
本公司

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

法定股本：
於二零一一年一月一日，
二零一一年及二零一二年
十二月三十一日

| Number of ordinary shares of HK\$0.10 each 普通股之數額 每股HK\$0.10 | Amount 金額 RMB'000 人民幣千元 |
|--|----------------------------------|
| 1,000,000,000 | 106,510 |

Issued and fully paid:
At 1 January 2011,
31 December 2011 and 2012

已發行及繳足股本：
於二零一一年一月一日，
二零一一年及二零一二年
十二月三十一日

| | |
|-------------|--------|
| 252,600,000 | 26,128 |
|-------------|--------|

All the shares issued by the Company rank pari passu and do not carry pre-emptive rights.

本公司所有已發行股份享有同等權益，且並無優先購買權。

29. RESERVES

29. 儲備

| | | Share premium 股本溢價 RMB'000 人民幣千元 (Note (a)) (附註(a)) | Exchange reserve 外匯儲備 RMB'000 人民幣千元 (Note (b)) (附註(b)) | Accumulated losses 累計虧損 RMB'000 人民幣千元 | Total 合計 RMB'000 人民幣千元 |
|--|-------------------------|---|--|---|---------------------------------|
| The Company | 本公司 | | | | |
| At 1 January 2011 | 於二零一一年一月一日 | 33,921 | (3,769) | (30,389) | (237) |
| Exchange differences arising on translation of the financial statements of the Company into the presentation currency of the Group | 本公司財務報告轉化為本集團呈報貨幣時之匯兌差額 | — | (1,158) | — | (1,158) |
| Loss for the year | 本年度虧損 | — | — | (2,667) | (2,667) |
| Total comprehensive income for the year | 本年度全面收益總額 | — | (1,158) | (2,667) | (3,825) |
| At 31 December 2011 | 於二零一一年十二月三十一日 | 33,921 | (4,927) | (33,056) | (4,062) |
| Exchange differences arising on translation of the financial statements of the Company into the presentation currency of the Group | 本公司財務報告轉化為本集團呈報貨幣時之匯兌差額 | — | (8) | — | (8) |
| Profit for the year | 本年度盈利 | — | — | 18,237 | 18,237 |
| Total comprehensive income for the year | 本年度全面收益總額 | — | (8) | 18,237 | 18,229 |
| Interim dividend paid (Note 30) | 支付中期股息(附註30) | (10,229) | — | — | (10,229) |
| At 31 December 2012 | 於二零一二年十二月三十一日 | 23,692 | (4,935) | (14,819) | 3,938 |

Movement in reserves of the Group are set out in the consolidated statement of changes in equity on page 55 of the financial statements.

本集團之儲備變動載於財務報表第55頁綜合股本變動表中。

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29. RESERVES (Cont'd)

(a) Share premium

The application of the share premium account is governed by Section 24.12 of the Company's articles of association and the Cayman Islands Companies Law (Revised), which provides that the share premium account may be applied in paying distributions or dividends to members, provided immediately following the date on which distribution or dividend is proposed to be paid, the Company will be able to pay its debts as they fall due in the ordinary course of business.

(b) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the Group's accounting policy set out in Note 4(p).

(c) General reserve

According to the relevant rules and regulations in the PRC, each of the Company's PRC subsidiaries shall provide 10% of the annual net income after tax, based on the subsidiary's PRC statutory accounts, as a general reserve, until the balance reaches 50% of the respective subsidiary's registered capital. Further appropriations can be made at the directors' discretion.

The general reserve can be used to set off any accumulated losses or converted into paid-up capital of the respective subsidiary.

(d) Merger reserve

The merger reserve arose as a result of the Group reorganisation in 1999 and represented the net difference between the value recorded for the shares issued by the Company and the nominal value of the issued share capital of the subsidiary received in exchange.

29. 儲備(續)

(a) 股本溢價

股本溢價賬之運用須遵守本公司組織章程細則第24.12條及開曼群島公司法(修訂本)。據此，假設緊隨分派或擬派付股息之日，本公司將能償還其在一般業務過程中到期之債項，股份溢價賬可用於向成員分派或派發股息。

(b) 外匯儲備

外匯儲備包括所有因兌換外國業務財務報表所產生之匯兌差額。儲備根據附註4(p)所載本集團之會計政策處理。

(c) 一般儲備

根據中國有關法規，本集團每間中國附屬公司均須將其中國法定帳目所列年度除稅後淨收益之10%作為一般儲備，直至其結餘達到該附屬公司註冊資本50%為止。但其董事會可自行決定額外撥款。

有關附屬公司之一般儲備可用作抵銷累計虧損或轉為已交股本。

(d) 合併儲備

本公司之合併儲備由本集團於一九九九年之重組引起，即本公司發行之股本價值與附屬公司股本在流通中券面價值之差額淨值。

29. RESERVES (Cont'd)**(e) Distributable reserves**

At 31 December 2012, the Company had accumulated losses of RMB14,819,000 (2011: RMB33,056,000), and after taking into consideration of the balance of share premium account, subject to the provisions of the Cayman Islands Companies Law (Revised) as noted in (a) above, the aggregate amount of reserves available for distribution to owners of the Company was RMB8,873,000 (2011: RMB865,000).

30. DIVIDENDS

| | |
|--|---|
| Interim dividend paid – HK\$0.05 (equivalent to approximately RMB0.041) per share | 支付中期股息 – 每股港幣 0.05 元 (約相當於人民幣 0.041 元) |
|--|---|

At the meeting of the Board held on 17 August 2012, the directors resolved payment of an interim dividend of HK\$0.05 (equivalent to approximately RMB0.041) per share, totalling HK\$12,630,000 (equivalent to approximately RMB10,229,000) to shareholders whose names appeared on the Register of Members of the Company at the close of business on 20 September 2012.

No final dividend has been paid or proposed at the end of the reporting period (2011: Nil).

29. 儲備(續)**(e) 可分配儲備**

於二零一二年十二月三十一日，本公司之累積虧損為人民幣 14,819,000 元(二零一一年：人民幣 33,056,000 元)，乃按上文附註(a)所述之開曼群島公司法之規定(經修訂)，經計算股份溢價賬之結餘，可供分派予本公司股東之利潤總額為人民幣 8,873,000 (二零一一年：人民幣 865,000 元)。

30. 股息

| 2012 二零一二年 RMB'000 人民幣千元 | 2011 二零一一年 RMB'000 人民幣千元 |
|-----------------------------------|-----------------------------------|
|-----------------------------------|-----------------------------------|

| | | | |
|--|--|--------|---|
| | | 10,229 | — |
|--|--|--------|---|

於二零一二年八月十七日舉行的董事會會議上，董事通過支付給於二零一二年九月二十日交易日結束時在本公司登記冊上之股東每股港幣 0.05 元(約相當於人民幣 0.041 元)的中期股息，合計港元 12,630,000 元(約相當於人民幣 10,229,000 元)。

於報告結束日並沒有未支付或建議支付任何末期股息(二零一一年：無)。

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31. OPERATING LEASE ARRANGEMENTS

As lessee

At the end of the reporting period, the Group had outstanding minimum commitments under non-cancellable operating leases, which fall due as follows:

| | | The Group | |
|--|-----------------|--------------|--------------|
| | | 本集團 | |
| | | 2012 | 2011 |
| | | 二零一二年 | 二零一一年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Within 1 year | 一年內 | 2,415 | 1,993 |
| In the second to fifth years inclusive | 第二年至第五年(包括首尾兩年) | 762 | 1,208 |
| | | 3,177 | 3,201 |

The Group leases a number of properties under operating leases, which typically run for an initial period of 1 to 2 years, with an option to renew the lease when all terms are renegotiated. None of the leases includes contingent rentals.

31. 經營租賃安排

作為承租人

於截止報告日，本集團根據不可撤銷經營性租賃之未來最低租金承諾如下：

| | | The Group | |
|--|-----------------|--------------|--------------|
| | | 本集團 | |
| | | 2012 | 2011 |
| | | 二零一二年 | 二零一一年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Within 1 year | 一年內 | 2,415 | 1,993 |
| In the second to fifth years inclusive | 第二年至第五年(包括首尾兩年) | 762 | 1,208 |
| | | 3,177 | 3,201 |

本集團根據經營租約租賃多處物業。租賃一般初步為期一至兩年，全部條款重新協商後，有權租約續期。概無租約包括或然租金。

31. OPERATING LEASE ARRANGEMENTS (Cont'd)**As lessor**

The Group leases its investment properties under operating lease to an independent tenant during the year. Rental income earned during the year was RMB1,629,000.

At the end of the reporting period, the Group's total future minimum lease receivables under non-cancellable operating leases are as follows:

| | | The Group 本集團 | |
|--|-----------------|------------------|------------------|
| | | 2012 二零一二年 | 2011 二零一一年 |
| | | RMB'000 人民幣千元 | RMB'000 人民幣千元 |
| Within one year | 一年內 | 2,515 | — |
| In the second to fifth years inclusive | 第二年至第五年(包括首尾兩年) | 635 | — |
| | | 3,150 | — |

As at 31 December 2012, the Group received RMB407,000 rental income from the tenant in advance and included in receipts in advance in the consolidated statement of financial position.

32. RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in these financial statements, the Group had no other significant related party transactions during the years ended 31 December 2012 and 2011.

The remuneration of key management personnel included directors' remuneration, which is disclosed in Note 11 to the financial statements.

31. 經營租賃安排(續)**作為出租人**

於本年度本集團將其投資物業根據經營租賃出租予獨立承租人。本年度租金收入為人民幣1,629,000元。

於截止報告日，本集團根據不可撤銷經營性租賃之未來最低租賃應收款如下：

| | | The Group 本集團 | |
|--|-----------------|------------------|------------------|
| | | 2012 二零一二年 | 2011 二零一一年 |
| | | RMB'000 人民幣千元 | RMB'000 人民幣千元 |
| Within one year | 一年內 | 2,515 | — |
| In the second to fifth years inclusive | 第二年至第五年(包括首尾兩年) | 635 | — |
| | | 3,150 | — |

於二零一二年十二月三十一日，本集團從承租人處預收租金人民幣407,000元及已包括在綜合財務狀況表的預收款項中。

32. 關聯人士交易

除財務報告披露事項外，本集團於截至二零一二年及二零一一年十二月三十一日之年內並無任何重大關聯方交易。

包括董事在內之主要管理層僱員之酬金已在財務報告之附註11中列出。

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33. CAPITAL RISK MANAGEMENT

The Group's objective of managing capital is to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debts.

The Group is debt free and the capital structure of the Group consists of equity attributable to owners of the Company only, comprising share capital and reserves.

34. FINANCIAL RISK MANAGEMENT

The main risks arising from the Groups' financial instruments in the normal course of the Group's business are credit risk, liquidity risk, interest rate risk, currency risk and price risk.

The Group does not consider it necessary to use derivative financial instruments to hedge these risk exposures. The Group does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

33. 資本風險管理

本集團管理資本之目標為保障本集團持續經營之能力，以為股東帶來回報，為其他權益持有人帶來利益，並維持理想資金結構以減少資本開支。

為維持或調整資本結構，本集團或會調整向股東派付股息之金額，向股東發放資金或發行新股份以減低債務。

本集團無任何債務並且本集團之資本結構只包括本公司擁有人應佔股份，其中包含股本及儲備。

34. 財務風險管理

本集團業務過程中金融工具面臨的最主要風險是信貸風險，流動風險，利率風險，外匯風險及價格風險。

本集團認為沒有必要使用衍生金融工具來對沖這些風險。本集團也未參與或者交易金融工具包括衍生金融工具用於投機目的。

34. FINANCIAL RISK MANAGEMENT (Cont'd)

These risks are limited by the Group's financial management policies and practices described below:

(i) Credit risk

The carrying amount of financial assets included in the consolidated statement of financial position represents the Group's maximum exposure to credit risk.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry and country in which customers operate also has an influence on credit risk but to a lesser extent. The Group had a certain concentration of credit risk. As at 31 December 2012, the Group's trade receivables from five customers accounted for 59% (2011: 61%) of the Group's total trade receivables.

The credit risk on liquid fund is limited because the counterparties are reputable banks.

(ii) Liquidity risk

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

The Group's financial liabilities at the end of the reporting period are all interest-free and are due within one year or on demand.

34. 財務風險管理(續)

本集團之財務管理政策及慣例限制了這些風險，具體如下：

(i) 信貸風險

在綜合財務狀況表中之金融資產面值代表本集團之最大信貸暴露風險。

本集團承受之信貸風險主要受各客戶的個別特點所影響。客戶經營行業及業務所在國家之違約風險也對信貸風險帶來影響，但程度較低。本集團有若干關注信貸風險。於二零一二年十二月三十一日，本集團來自五位客戶的貿易應收款佔本集團貿易應收款總額的59%(二零一一年：61%)。

因為合作方均為知名銀行，流動資金的信貸風險有限。

(ii) 流動資金風險

本集團的政策是定期監控當前及預期流動需求，確保維持足夠的現金儲備來滿足短期及長期的流動要求。

本集團於截止報告日之財務負債均為免息，並須於結算日後一年內或要求時支付。

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34. FINANCIAL RISK MANAGEMENT (Cont'd)

(iii) Interest rate risk

Other than cash at banks and time deposits, the Group has no significant interest-bearing assets and liabilities, and its income and operating cash flows are substantially independent of changes in market interest rates. Cash at banks and time deposits earn interest at floating rates and expose the Group to cash flow interest rate risk.

(iv) Currency risk

The Group mainly operated in the PRC and has no significant exposure to any specific foreign currency, except that the Group has certain foreign currency monetary assets and liabilities denominated in Hong Kong dollars ("HK\$").

An analysis on the Company's sensitivity to a 5% fluctuation in the exchange rate between RMB and HK\$ was performed assuming that the change in the exchange rate had occurred at the end of the reporting period. 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 exchange rate of HK\$ against RMB. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year end for a 5% change in foreign currency rates. Where HK\$ weakens against RMB by 5%, the Company's profit for the year and retained profits will be decreased by approximately RMB192,000 (2011: RMB105,000). Where HK\$ strengthens against RMB, there would be an equal and opposite impact on the profit after income tax and retained profits. The analysis is performed on the same basis for 2011.

34. 財務風險管理(續)

(iii) 利率風險

除銀行現金及定期存款之外，本集團並無重要的計息金融資產及負債，本集團的收入及運營現金流量獨立於市場利率變動。銀行現金及定期存款以浮動利率計息，本集團因此須承受現金流量利率風險。

(iv) 外匯風險

本集團之主要業務均在中國進行，除本集團持有若干港幣資產及負債外，本集團不受任何特定外幣的重大風險。

本公司已對其人民幣兌港元匯率呈5%波幅之敏感度進行分析，並假設有匯率變動已於報告日出現。5%是一個向內部主要管理人員陳述港元兌人民幣匯率風險管理評估報告時所使用之敏感比率，乃管理層對外匯利率可能變動的合理評估。敏感性分析僅以外幣計量之貨幣性項目於年末以5%外幣匯率調整來分析。倘港元兌人民幣下跌5%，本公司之除稅後盈利及保留盈利將減少約人民幣192,000元(二零一一年：105,000元)。倘港元兌人民幣上升，將對除所得稅後盈利及保留盈利產生同等但相反影響。二零一一年之分析按相同基準進行。

34. FINANCIAL RISK MANAGEMENT (Cont'd)

(v) Equity price risk

The Group is not exposed to any significant equity securities risk or commodity price risk.

(vi) Fair values

(a) As at 31 December 2012 and 2011, the Group's unlisted investment fund is measured at fair value, which is equivalent to its cost in view of the short maturity. In accordance with HKFRS 7, the fair value of the unlisted investment fund is based on Level 3 fair value measurement hierarchy - inputs for asset or liability that are not based on observable market data (that is unobservable inputs). During the year, there are no movements, transfers and gains or losses of the unlisted investment fund.

(b) The fair values of the Group's other financial assets and liabilities are not materially different from their carrying amounts.

34. 財務風險管理(續)

(v) 股本價格風險

本集團無重大股本證券風險或者商品價格風險。

(vi) 公平價值

(a) 於二零一二年及二零一一年十二月三十一日，本集團非上市投資基金乃按公平價值計價，由於其期限較短，故相等於其原值。根據香港財務報告準則第7條，非上市投資基金的公平價值是根據公平價值計量等級3—輸入值計算並非根據可觀市場數據計算(即不可觀察入值)的資產及負債。在本年度，非上市投資基金沒有任何變動，轉移及收益或虧損。

(b) 本集團金融資產及負債之公平價值與其面值無任何重大差異。

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35. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

The carrying amounts of the Group's financial assets and financial liabilities as recognised at 31 December 2012 and 2011 may be categorised as follows:

| | | 2012 二零一二年 RMB'000 人民幣千元 | 2011 二零一一年 RMB'000 人民幣千元 |
|---|------------------------|-----------------------------------|-----------------------------------|
| Financial assets | 金融資產 | | |
| Fair value through profit or loss | 以公平價值計入損益表 | | |
| – Investments held for trading | – 持作交易投資 | 5,000 | 8,000 |
| Loans and receivables (including cash and bank balances) | 貸款及應收款項 (包括現金及銀行結餘) | 140,563 | 138,798 |
| Financial liabilities | 金融負債 | | |
| Financial liabilities measured at amortised cost | 按攤銷成本記賬之金融負債 | 15,380 | 13,502 |

35. 金融資產及金融負債分類概要

本集團於二零一二年及二零一一年十二月三十一日確認之金融資產及金融負債之賬面分類如下：

36. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 28 March 2013.

36. 批准財務報表

董事會於二零一三年三月二十八日批准及授權刊發財務報表。

Five-Year Financial Summary

五年財務摘要

The consolidated results, assets and liabilities of the Group for the last five financial years as extracted from the audited financial statements of the Group are summarised below:

本集團對上五個財政年度之綜合業績、資產及負債乃摘錄自本集團之經審核財務報表，茲概述如下：

| | | For the year ended 31 December | | | | |
|---|--------------|--------------------------------|----------|----------|----------|----------|
| | | 截至十二月三十一日止年度 | | | | |
| | | 2012 | 2011 | 2010 | 2009 | 2008 |
| | | 二零一二年 | 二零一一年 | 二零一零年 | 二零零九年 | 二零零八年 |
| | | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 |
| RESULTS | 業績 | | | | | |
| Turnover | 營業額 | 105,747 | 116,730 | 112,436 | 84,146 | 71,200 |
| Cost of sales | 銷售成本 | (30,119) | (33,836) | (30,586) | (24,360) | (20,057) |
| Gross profit | 毛利 | 75,628 | 82,894 | 81,850 | 59,786 | 51,143 |
| Other income | 其他收入 | 14,481 | 14,822 | 15,281 | 10,921 | 6,820 |
| Other gains and losses | 其他收益及虧損 | 1,050 | 96 | 261 | (9) | 2,255 |
| Selling and distribution costs | 銷售及分銷成本 | (39,049) | (34,507) | (42,668) | (22,866) | (17,304) |
| Administrative expenses | 行政開支 | (43,924) | (41,171) | (30,570) | (26,084) | (23,091) |
| Share of loss of an associate | 應佔聯營公司虧損 | — | — | — | — | (269) |
| Profit before income tax | 除稅前盈利 | 8,186 | 22,134 | 24,154 | 21,748 | 19,554 |
| Income tax | 所得稅 | (3,421) | (1,164) | (1,580) | (3,311) | (2,768) |
| Profit for the year attributable to owners of the Company | 本公司擁有人應佔年度盈利 | 4,765 | 20,970 | 22,574 | 18,437 | 16,786 |
| | | RMB | RMB | RMB | RMB | RMB |
| | | 人民幣 | 人民幣 | 人民幣 | 人民幣 | 人民幣 |
| Earnings per share - Basic and diluted | 每股盈利 - 基本及攤薄 | 0.0189 | 0.0830 | 0.0894 | 0.0730 | 0.0762 |

Five-Year Financial Summary

五年財務摘要

| | | As at 31 December 於十二月三十一日 | | | | |
|---------------------------------------|--------------|-------------------------------|----------|----------|----------|----------|
| | | 2012 | 2011 | 2010 | 2009 | 2008 |
| | | 二零一二年 | 二零一一年 | 二零一零年 | 二零零九年 | 二零零八年 |
| | | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 |
| ASSETS AND LIABILITIES | 資產及負債 | | | | | |
| Property, plant and equipment | 物業·廠房及設備 | 26,874 | 30,454 | 33,456 | 35,086 | 36,452 |
| Investment properties | 投資物業 | 15,594 | 16,397 | — | — | — |
| Other non-current assets | 其他非流動資產 | 38,328 | 39,697 | 3,000 | — | — |
| Current assets | 流動資產 | 150,470 | 151,417 | 180,011 | 150,079 | 118,559 |
| Total assets | 資產總值 | 231,266 | 237,965 | 216,467 | 185,165 | 155,011 |
| Current liabilities | 流動負債 | (62,088) | (64,517) | (65,471) | (46,748) | (36,732) |
| Total assets less current liabilities | 資產總值減流動負債 | 169,178 | 173,448 | 150,996 | 138,417 | 118,279 |
| Non-current liabilities | 非流動負債 | (10,726) | (9,524) | (6,883) | (4,832) | (2,801) |
| Net assets | 資產淨值 | 158,452 | 163,924 | 144,113 | 133,585 | 115,478 |
| Share capital | 股本 | 26,128 | 26,128 | 26,128 | 26,128 | 26,128 |
| Reserves | 儲備 | 132,324 | 137,796 | 117,985 | 107,457 | 89,350 |
| Total equity | 權益總額 | 158,452 | 163,924 | 144,113 | 133,585 | 115,478 |



**QIANLONG TECHNOLOGY
INTERNATIONAL HOLDINGS LIMITED**

乾隆科技國際控股有限公司