



WONG'S INTERNATIONAL (HOLDINGS) LIMITED

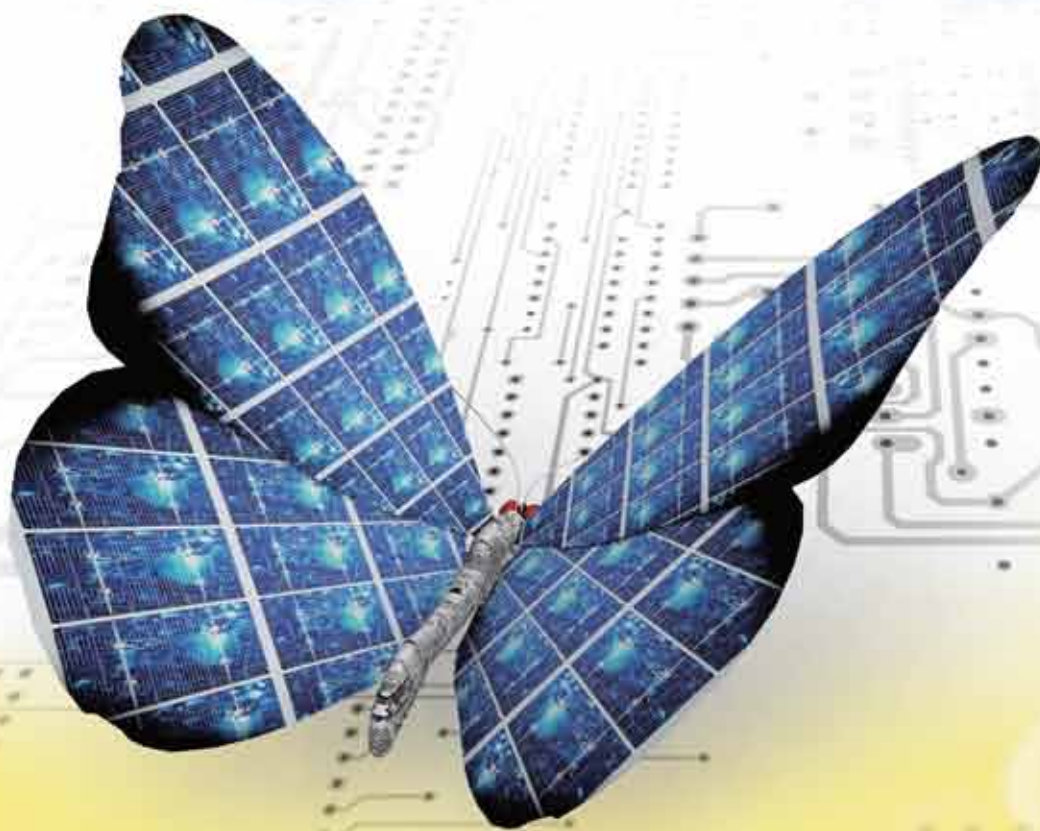
王氏國際(集團)有限公司*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock Code 股份代號:99

to Excel in Innovative
優秀而創新 | 2012 Annual Report 年報



* For identification purpose only 僅供識別

商界展關懷
caringcompany^{2011/12}
Awarded by The Hong Kong Council of Social Service
香港社會服務聯會頒發



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公司資料

Corporate Information

董事會

執行董事

王忠秣先生
(主席兼行政總裁)
王賢敏女士
陳子華先生
譚靜安先生
溫民強先生

非執行董事

麥競敏先生

獨立非執行董事

李家祥博士，GBS，OBE，太平紳士
楊孫西博士，GBS，太平紳士
葉天養先生，太平紳士

審核委員會

李家祥博士，GBS，OBE，太平紳士(主席)
楊孫西博士，GBS，太平紳士
葉天養先生，太平紳士

薪酬委員會

楊孫西博士，GBS，太平紳士(主席)
葉天養先生，太平紳士
陳子華先生

行政委員會

王忠秣先生(主席)
王賢敏女士
陳子華先生
溫民強先生

公司秘書

何婉芬女士，ACIS，ACS

核數師

羅兵咸永道會計師事務所
香港執業會計師

BOARD OF DIRECTORS

Executive Directors

Mr. Wong Chung Mat, Ben
(Chairman and Chief Executive Officer)
Ms. Wong Yin Man, Ada
Mr. Chan Tsze Wah, Gabriel
Mr. Tan Chang On, Lawrence
Mr. Wan Man Keung

Non-executive Director

Mr. Mak King Mun, Philip

Independent Non-executive Directors

Dr. Li Ka Cheung, Eric, GBS, OBE, JP
Dr. Yu Sun Say, GBS, JP
Mr. Alfred Donald Yap, JP

AUDIT COMMITTEE

Dr. Li Ka Cheung, Eric, GBS, OBE, JP (Chairman)
Dr. Yu Sun Say, GBS, JP
Mr. Alfred Donald Yap, JP

REMUNERATION COMMITTEE

Dr. Yu Sun Say, GBS, JP (Chairman)
Mr. Alfred Donald Yap, JP
Mr. Chan Tsze Wah, Gabriel

ADMINISTRATIVE COMMITTEE

Mr. Wong Chung Mat, Ben (Chairman)
Ms. Wong Yin Man, Ada
Mr. Chan Tsze Wah, Gabriel
Mr. Wan Man Keung

COMPANY SECRETARY

Ms. Ho Yuen Fan, ACIS, ACS

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants, Hong Kong

公司資料 Corporate Information



律師

羅夏信律師事務所
莊驥律師事務所
羅文錦律師樓
Farrand Cooper, P.C.

SOLICITORS

Stephenson Harwood
J.S. Gale & Co
Lo and Lo
Farrand Cooper, P.C.

來往銀行

香港上海滙豐銀行有限公司
渣打銀行(香港)有限公司

BANKERS

The Hongkong and Shanghai Banking Corporation Limited
Standard Chartered Bank (Hong Kong) Limited

註冊辦事處

Clarendon House
Church Street
Hamilton HM 11
Bermuda

REGISTERED OFFICE

Clarendon House
Church Street
Hamilton HM 11
Bermuda

總辦事處

香港
九龍
官塘
偉業街108號
絲寶國際大廈17樓

PRINCIPAL OFFICE

17/F, C-Bons International Center
No. 108 Wai Yip Street
Kwun Tong
Kowloon
Hong Kong

主要股份過戶登記處

Butterfield Fulcrum Group (Bermuda) Limited
26 Burnaby Street
Hamilton HM 11
Bermuda

PRINCIPAL SHARE REGISTRAR

Butterfield Fulcrum Group (Bermuda) Limited
26 Burnaby Street
Hamilton HM 11
Bermuda

香港股份過戶登記分處

卓佳標準有限公司
香港
灣仔
皇后大道東28號
金鐘匯中心26樓

HONG KONG BRANCH SHARE REGISTRAR

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

網址

www.wih.com.hk

WEBSITE

www.wih.com.hk

主席報告書

Chairman's Statement

股息

本公司已支付二零一二年度中期股息每股港幣0.025元(二零一一年：港幣0.035元)。董事現建議於二零一三年六月十九日(星期三)派付末期股息每股港幣0.03元(二零一一年：港幣0.04元)予二零一三年六月六日(星期四)名列本公司股東名冊之股東。派付有關建議末期股息須待股東於本公司應屆股東週年大會上批准，方可作實。

暫停辦理股東登記手續

為確定出席即將於二零一三年五月三十一日(星期五)舉行之本公司應屆股東週年大會並於會上投票之權利，本公司將於二零一三年五月三十日(星期四)及二零一三年五月三十一日(星期五)暫停辦理本公司股東登記手續，該兩日不會辦理股份轉讓。如欲符合資格出席大會並於會上投票，務須於二零一三年五月二十九日(星期三)下午四時三十分前，將所有過戶表格連同有關股票，一併送達本公司之香港股份過戶登記分處卓佳標準有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓，以辦理登記手續。

為確定收取建議末期股息之權利，本公司將於二零一三年六月六日(星期四)暫停辦理本公司股東登記手續，該日不會辦理股份轉讓。如欲獲派建議末期股息，務須於二零一三年六月五日(星期三)下午四時三十分前，將所有過戶表格連同有關股票，一併送達本公司之香港股份過戶登記分處卓佳標準有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓，以辦理登記手續。

DIVIDENDS

The Company paid an interim dividend of HK\$0.025 (2011: HK\$0.035) per share for 2012. The Directors now recommend the payment of a final dividend of HK\$0.03 (2011: HK\$0.04) per share on Wednesday, 19 June 2013 to the shareholders whose names appear on the Register of Members of the Company on Thursday, 6 June 2013. Payment of such proposed final dividend is subject to approval of the shareholders at the forthcoming annual general meeting of the Company.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the forthcoming annual general meeting of the Company to be held on Friday, 31 May 2013, the Register of Members of the Company will be closed on Thursday, 30 May 2013 and Friday, 31 May 2013. During these two days, no transfer of shares will be effected. To be eligible to attend and vote at the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 29 May 2013.

For determining the entitlement to the proposed final dividend, the Register of Members of the Company will be closed on Thursday, 6 June 2013 and no transfer of shares will be effected on that date. To qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 5 June 2013.



業務回顧

本集團

年內，我們面對困難重重的宏觀經營環境。歐債危機引伸的持續衰退，加上美國及日本經濟復甦緩慢，使客戶對我們電子產品的需求下降。鑑於上述因素，於二零一二年會計年度，本集團的營業額由二零一一年港幣3,920,000,000元下跌14.7%至二零一二年港幣3,340,000,000元。

本公司擁有人應佔利潤為港幣100,300,000元，相比二零一一年之港幣177,300,000元，較去年減少43.4%。利潤減少之主因是銷售收益減少，及中國內地業務的工資上升。

EMS部門

電子製造服務部門（「EMS部門」）的收益由二零一一年港幣3,900,000,000元下跌15.3%至二零一二年港幣3,300,000,000元。相比二零一一年同期，深圳沙井廠房之銷售收益下跌20.5%，而蘇州廠房之銷售收益則輕微下跌1.9%。EMS部門整體銷售額減少主要是由於全球經濟持續低迷，令客戶對電子產品的需求下降所致。

於二零一二年度，EMS部門應佔之分部利潤為港幣90,400,000元，較二零一一年之港幣165,000,000元下跌45.2%。分部業績下跌主要由於年內銷售額較低所致。

因應美國經濟復甦緩慢、歐元區經濟狀況不穩定，以及於中國工資及其他營運成本持續上升而面對嚴苛之整體經營環境，EMS部門將致力加強控制存貨及生產成本，以改善經營效率，亦將針對性向客戶提供更多增值工程服務。

REVIEW OF BUSINESS ACTIVITIES

The Group

During the year, we have experienced a challenging macroeconomic environment. The protracted downturn in European sovereign debt crisis, along with the slow economic recovery in the United States and Japan has reduced the customer demand on our electronic products. In view of the foregoing, for the fiscal year of 2012, the Group's turnover decreased 14.7% from HK\$3.92 billion in 2011 to HK\$3.34 billion in 2012.

Profit attributable to owners of the Company was HK\$100.3 million compared to the HK\$177.3 million in 2011, 43.4% decrease from last year. The decrease was primarily attributable to the decline in sales revenue, and the higher wages in our mainland China operations.

The EMS Division

The revenue of the Electronic Manufacturing Service Division ("EMS Division") decreased 15.3% to HK\$3.3 billion in 2012, from HK\$3.9 billion in 2011. Sales revenues for Shajing factory in Shenzhen dropped by 20.5%, while the factory at Suzhou decreased slightly by 1.9% when compared to the same period in 2011. The decrease in the overall sales at EMS Division was largely driven by reduction in demand of electronic products from our customers as a result of the protracted downturn in global economy.

The segment profit attributable to EMS Division was HK\$90.4 million for the year of 2012, 45.2% decrease as compared with HK\$165.0 million for 2011. The decrease in the segment results was mainly attributable to lower level of sales during the year.

In response to the challenging business environment as impacted by slow recovery of US economy and the unstable financial conditions of Euro area, together with the continued cost increase in wages and other operational costs in China, the EMS Division will endeavour to strengthen its control on inventory and manufacturing costs to improve its operational efficiency. It will also focus on providing more value added engineering services to the customers.

業務回顧(續)

ODM部門

原設計及製造部門(「ODM部門」)錄得收益為港幣50,500,000元，較二零一一年之港幣26,100,000元增加93.4%，而分部虧損則由二零一一年之港幣8,200,000元減少至港幣6,900,000元。二零一二年收益增加主要因為供給Apple® iPhone®的iCarte銷往南韓、澳洲及歐美錄得之銷售額增加。由於全球採用NFC手機付款急增，我們預期於二零一三年iCarte之國際銷售將繼續增加。

Apple及iPhone為Apple Inc.之商標，已於美國及其他國家註冊。

物業發展

本集團與新鴻基地產發展有限公司有兩間共同控制實體，於官塘兩個地盤發展寫字樓。本集團已按比例支付其中一個發展項目就修改地盤租契分攤的地價補償。預期第一個地盤之建築工程將接近二零一三年年底完成。此外，位於王氏工業中心前址的第二個地盤之地價補償評估已於二零一三年三月落實。預期將於二零一三年下半年開始清拆位於第二個地盤之王氏工業中心。

財務

於二零一二年十二月三十一日，本集團之香港銀行信貸總額共為港幣1,800,800,000元。銀行貸款總額為港幣348,100,000元，其中港幣27,100,000元之借貸由海外附屬公司產生。於二零一二年十二月三十一日，現金及現金等價物為港幣801,800,000元(二零一一年：港幣681,400,000元)。

整體而言，本集團擁有超逾銀行貸款之現金盈餘淨額港幣453,700,000元，相對二零一一年之現金盈餘淨額為港幣370,500,000元，增長主要來自經營業績之正面現金流量。

REVIEW OF BUSINESS ACTIVITIES (continued)

The ODM Division

The Original Design and Manufacturing Division ("ODM Division") reported its revenue of HK\$50.5 million, 93.4% increase from 2011's HK\$26.1 million. Its segment loss was reduced to HK\$6.9 million from 2011's HK\$8.2 million. The revenue increase for 2012 mainly was due to the increased sales by iCarte for Apple® iPhone® to South Korea, Australia, Europe and the U.S. As the global adoption of NFC mobile payment accelerates, we are projecting the international sales of iCarte to continue grow into 2013.

Apple and iPhone are trademarks of Apple Inc., registered in the U.S. and other countries.

Property Development

The Group has two jointly controlled entities with Sun Hung Kai Properties Limited on the development of two sites for office buildings in Kwun Tong. The Group has paid its proportional share of the land premium for lease modification on one of these two sites. The construction works for the first site are expected to be completed near the end of 2013. In respect of the second site where previous Wong's Industrial Centre was located, the land premium assessment was finalized in March 2013. Demolition of Wong's Industrial Centre on the second site is expected to commence in second half of 2013.

FINANCE

As at 31 December 2012, the Group had banking facilities in Hong Kong of HK\$1,800.8 million in total. Total bank borrowings were HK\$348.1 million, of which a loan of HK\$27.1 million was incurred by an overseas subsidiary. Cash and cash equivalents were HK\$801.8 million at 31 December 2012 (2011: HK\$681.4 million).

Overall, the Group had a net cash surplus of HK\$453.7 million in excess of the bank borrowings, as compared to 2011's net cash surplus of HK\$370.5 million. The increase was mainly due to the positive cash flow generated from the operating results.



財務(續)

本集團大部分銷售均以美元進行，成本及開支則主要以美元、港幣、日圓及人民幣計算。本集團於有需要或實際可行時以遠期合約對沖外匯風險。

資本結構

自二零一一年十二月三十一日起，本集團之資本結構並無重大變動，包括銀行貸款、現金及現金等價物以及母公司擁有人應佔之權益，當中包括已發行股本及儲備。

僱員

於二零一二年十二月三十一日，本集團聘用約3,900名僱員。除提供年終花紅、醫療及人壽保險外，本集團亦會基於僱員之個人表現發放酌情花紅。本集團之薪酬福利及政策會定期作出檢討。

本集團亦向其員工提供內部及外間培訓計劃。

獎項及認可

自二零一二年三月起，本公司及其全資附屬公司王氏電子有限公司一直獲香港社會服務聯會頒發「商界展關懷」標誌，以認可其對社會活動的積極參與及履行良好企業市民責任。

前景

客戶就二零一三年初期提供最新銷售預測，表明全球經濟增長正在復蘇。本集團對二零一三年的業務展望抱審慎樂觀態度，然而我們相信二零一三年的全球經濟狀況仍存有不明朗因素。

FINANCE (continued)

Most of the Group's sales are conducted in United States dollars and costs and expenses are mainly in United States dollars, Hong Kong dollars, Japanese Yen and Chinese Renminbi. Forward contracts are used to hedge foreign exchange exposures where it is necessary or practicable.

CAPITAL STRUCTURE

There had been no material change in the Group's capital structure since 31 December 2011, which consists of bank borrowings, cash and cash equivalents and equity attributable to owners of the parent, comprising issued share capital and reserves.

EMPLOYEES

As at 31 December 2012, the Group employed approximately 3,900 employees. In addition to the provision of annual bonuses, medical and life insurance, discretionary bonuses are also available to employees based on individual performance. The remuneration packages and policies are reviewed periodically.

The Group also provides in-house and external training programs to its employees.

AWARD & RECOGNITION

The Company and its wholly-owned subsidiary, Wong's Electronics Company Limited have been awarded the Caring Company Logo by the Hong Kong Council of Social Service since March 2012 in recognition of their active participation in community activities and good corporate citizenship.

PROSPECTS

The recent sales forecasts provided by our customers for the early part of 2013 have been picking up suggesting the global growth is recovering. While the Group is cautiously optimistic about the business outlook for 2013, we believe uncertainties remain on the global economic condition for the year 2013.

長期股東價值

我們致力為股東創造長期價值，透過提高及鞏固本公司的盈利能力，努力務求達成目標。為此，我們努力使業務分部多元化，將其分為物業發展及投資、寫字樓租賃及零售商場；藉著新產品設計及開發向客戶提供全面解決方案，從而擴展生產線；透過新技術開發及品牌建立增加服務收益；以及繼續改善及精簡製造業務的經營效率。我們將會透過策略投資及資本架構集中業務的投資。我們相信此舉將提升盈利質量，為股東帶來穩定的收入來源、價值及現金流。

本人謹此代表各董事衷心感謝客戶、供應商及業務夥伴一直對本集團的信任及支持。本人亦謹此特別感謝本集團所有員工之忠誠、勤奮及為本集團提供專業服務。

王忠秣
主席兼行政總裁

香港，二零一三年三月二十五日

LONG TERM SHAREHOLDER VALUE

We are constantly striving to create long term value for our shareholders. We aim to achieve this objective via enhancing and strengthening the Company's profitability. To this end, we are diligently working on diversifying our business segments into property development and investment, office leasing and retail outlets; expanding our product lines by offering total solutions to customers via new product design and development; increasing our services revenue through new technology development and brand recognition; and continued improving and streamlining the operation efficiency in our manufacturing business. We shall focus on investing in our business through strategic investments and capital structure. We believe this will increase our quality of earnings and result in a stable stream of income, value and cash flow to our shareholders.

On behalf of the Directors, I would like to sincerely thank our customers, suppliers and business partners for their continued confidence in and support to the Group. I would also like to pay a special tribute to all of our employees for their loyal, diligent and professional services to the Group.

WONG CHUNG MAT, BEN
Chairman and Chief Executive Officer

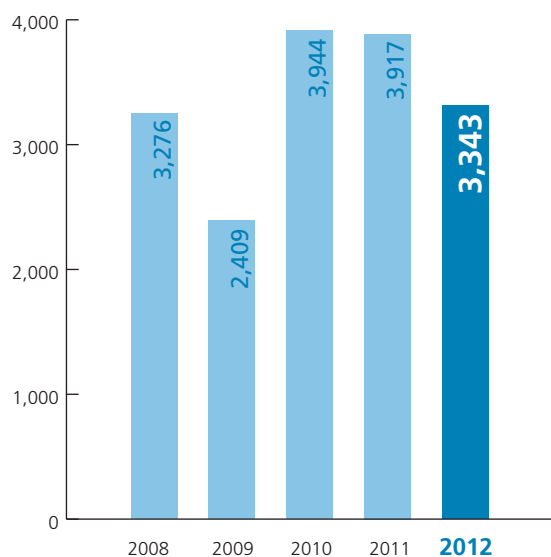
Hong Kong, 25 March 2013

財務摘要 Financial Highlights



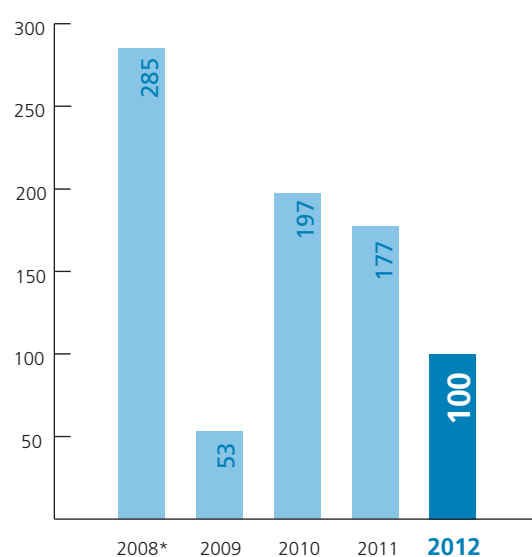
收益 Revenue

港幣百萬元 HK\$ million



除所得稅後利潤 Profit after Income Tax

港幣百萬元 HK\$ million



* 2008年利潤包括出售物業收益港幣265,000,000元。
Property disposal gain of HK\$265 million included in 2008 profit.

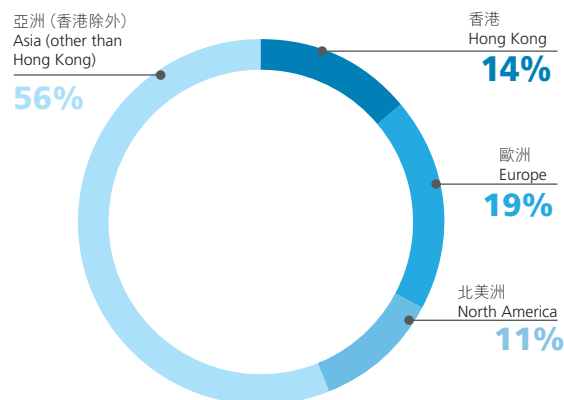
總資產及總負債 Total Assets and Total Liabilities

港幣百萬元 HK\$ million



各業務地區之收益(2012年) Revenue by Geographical Area (Year 2012)

港幣百萬元 HK\$ million



五年財務概要

Five-Year Financial Summary

		二零一二年 2012 港幣千元 HK\$'000	經重列 restated 二零一一年 2011 港幣千元 HK\$'000	經重列 restated 二零一零年 2010 港幣千元 HK\$'000	經重列 restated 二零零九年 2009 港幣千元 HK\$'000	經重列 restated 二零零八年 2008 港幣千元 HK\$'000
業績	RESULTS					
收益	Revenue	3,342,947	3,917,124	3,944,019	2,409,050	3,276,001
營運利潤	Operating profit	114,857	182,542	228,749	57,934	293,952
除所得稅前利潤	Profit before income tax	123,283	208,036	226,825	58,950	290,068
所得稅開支	Income tax expense	(23,696)	(31,385)	(29,797)	(5,743)	(4,988)
除所得稅後利潤	Profit after income tax	99,587	176,651	197,028	53,207	285,080
非控股權益	Non-controlling interests	745	654	–	–	–
本公司擁有人 應佔利潤	Profit attributable to owners of the Company	100,332	177,305	197,028	53,207	285,080
資產及負債	ASSETS AND LIABILITIES					
總資產	Total assets	2,716,667	2,607,829	2,696,121	1,728,084	1,870,172
總負債	Total liabilities	1,203,164	1,184,829	1,436,754	657,707	825,503
歸屬於本公司 擁有人之權益	Equity attributable to owners of the Company	1,514,829	1,423,666	1,259,367	1,070,377	1,044,669
非控股權益	Non-controlling interests	(1,326)	(666)	–	–	–
總權益及負債	Total equity and liabilities	2,716,667	2,607,829	2,696,121	1,728,084	1,870,172

附註：

先前年度的數額已予重列，反映本集團採納香港會計準則第12號(修訂版) – 「遞延稅項：收回相關資產」。

Note:

Prior year's figures have been restated to reflect the Group's adoption of HKAS 12 (Amendments) – "Deferred Tax: Recovery of Underlying Assets".

董事會報告書 Directors' Report



董事會同寅現提呈截至二零一二年十二月三十一日止年度之報告及已審核之綜合財務報表，此等綜合財務報表已於本報告日期召開之董事會會議上獲董事會批准。

主要業務

本公司屬控股公司，其附屬公司之主要業務是透過向全球的原設備製造商提供完整工程製造服務而製造電子產品。

財務報表

本集團本年度之利潤與現金流量，以及本集團於二零一二年十二月三十一日結算時之財務狀況刊載於本年報第53頁至160頁內。

分部資料

按營運分部詳細分析之本集團營業額及利潤刊載於綜合財務報表附註5。

股息

董事會已宣派中期股息，現擬派發截至二零一二年十二月三十一日止年度之末期股息如下：

The Directors present their report together with the audited consolidated financial statements for the year ended 31 December 2012 which were approved by them at the board meeting held on the date of this report.

PRINCIPAL ACTIVITIES

The Company acts as a holding company. The principal activities of its subsidiaries are manufacturing of electronics products by providing complete engineering and manufacturing services to global Original Equipment Manufacturers.

FINANCIAL STATEMENTS

The profit and cash flows of the Group for the year and the state of affairs of the Group as at 31 December 2012 are set out on pages 53 to 160 of this Annual Report.

SEGMENT INFORMATION

A detailed analysis of the Group's turnover and profit by operating segments are set out in note 5 to the consolidated financial statements.

DIVIDENDS

The Directors have declared an interim dividend and now recommend a final dividend in respect of the year ended 31 December 2012 as follows:

		港幣千元 HK\$'000
已派發中期股息，每股為港幣0.025元	Interim dividend of HK\$0.025 per share paid	11,894
擬派末期股息，每股已發行股份為港幣0.03元	Proposed final dividend of HK\$0.03 per share in issue	14,325
		26,219

主要客戶及供應商

本集團最大供應商及客戶所佔採購及銷售百分率如下：

MAJOR CUSTOMERS AND SUPPLIERS

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

		百分率 %
採購額	Purchases	
– 最大供應商	– the largest supplier	6
– 五大供應商合併計算	– five largest suppliers combined	23
銷售額	Sales	
– 最大客戶	– the largest customer	27
– 五大客戶合併計算	– five largest customers combined	70

各董事、其聯繫人士或股東(就董事所知擁有本公司股本5%以上)於本年度任何時間均無擁有上述供應商或客戶之權益。

No Directors, their associates or shareholders (which to the knowledge of the Directors own more than 5% of the Company's share capital) were interested at any time during the year in the above suppliers or customers.

五年財務概要

本集團過去五年之業績、資產及負債撮列於第10頁。

FIVE-YEAR FINANCIAL SUMMARY

The results, assets and liabilities of the Group for the last five years are summarised on page 10.

附屬公司及聯營公司詳情

主要附屬公司及聯營公司詳情分別刊載於綜合財務報表附註23及19。

PARTICULARS OF SUBSIDIARIES AND ASSOCIATES

Particulars of the principal subsidiaries and associates are set out in notes 23 and 19 to the consolidated financial statements respectively.

股本

本年度之股本變動情況刊載於綜合財務報表附註36。

SHARE CAPITAL

Movements in share capital during the year are set out in note 36 to the consolidated financial statements.

儲備

本年度儲備之變動情況刊載於綜合財務報表附註37。

RESERVES

Movements in reserves during the year are set out in note 37 to the consolidated financial statements.



優先權

本公司之公司細則或百慕達法例並無規定有關發行股份之優先權。

購買、出售或贖回本公司上市證券

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

物業、廠房及設備

本年度物業、廠房及設備之面值變動情況刊載於綜合財務報表附註16。

聯合發展房地產物業

列為可作與新鴻基地產發展有限公司聯合發展之物業詳情載於主席報告書「業務回顧 – 物業發展」一段下。

捐款

本集團於本年度之慈善及其他性質捐款總額為港幣355,545元。

董事

本年度及截至本報告日期之本公司董事為：

執行董事

王忠秣先生
(主席兼行政總裁)
王賢敏女士
王忠楹先生(於二零一二年五月三十日退任)
陳子華先生
譚靜安先生
溫民強先生

PRE-EMPTIVE RIGHTS

There are no pre-emptive rights upon the issue of shares which are imposed by the Company's Bye-laws or Bermuda law.

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

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.

PROPERTY, PLANT AND EQUIPMENT

Movements in book values of property, plant and equipment during the year are set out in note 16 to the consolidated financial statements.

JOINT DEVELOPMENT OF REAL ESTATE PROPERTIES

Details of the properties held for joint development with Sun Hung Kai Properties Limited are set out in the paragraph "Review of business activities – property development" under the Chairman's Statement.

DONATIONS

Donations made by the Group for charitable and other purposes during the year amounted to HK\$355,545.

DIRECTORS

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

Executive Directors

Mr. Wong Chung Mat, Ben
(Chairman and Chief Executive Officer)
Ms. Wong Yin Man, Ada
Mr. Wong Chung Ah, Johnny (retired on 30 May 2012)
Mr. Chan Tsze Wah, Gabriel
Mr. Tan Chang On, Lawrence
Mr. Wan Man Keung

非執行董事

麥競敏先生(於二零一二年七月一日獲委任)

獨立非執行董事

李家祥博士，GBS，OBE，太平紳士

楊孫西博士，GBS，太平紳士

葉天養先生，太平紳士

根據本公司之公司細則第95條及第112條，王忠秣先生、溫民強先生、麥競敏先生及楊孫西博士將於應屆股東週年大會退任，並符合資格，願意重選連任。

董事及高級管理層個人資料

執行董事

王忠秣先生，現年61歲，於一九七五年加入本集團。彼自一九九零年六月出任本公司董事。於二零零三年二月獲委任為本公司主席兼行政總裁。王先生為本公司行政委員會主席及本集團其他多間公司之董事。彼亦為王華湘父子有限公司及Salop Investment Limited之董事，兩者皆為本公司之主要股東。彼取得俄亥俄州立大學之營運研究碩士學位，於電子業累積逾38年經驗。彼為高雅國際集團有限公司之獨立非執行董事。王先生是王忠樞先生及王忠樞先生(兩者皆為本公司之主要股東)之弟，及王賢敏女士之父。

Non-executive Director

Mr. Mak King Mun, Philip (appointed on 1 July 2012)

Independent Non-executive Directors

Dr. Li Ka Cheung, Eric, GBS, OBE, JP

Dr. Yu Sun Say, GBS, JP

Mr. Alfred Donald Yap, JP

In accordance with Bye-laws 95 and 112 of the Company's Bye-laws, Mr. Wong Chung Mat, Ben, Mr. Wan Man Keung, Mr. Mak King Mun, Philip and Dr. Yu Sun Say shall retire from office at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Executive Directors

Mr. Wong Chung Mat, Ben, aged 61, joined the Group in 1975. He has been a Director of the Company since June 1990. In February 2003, he was appointed Chairman and Chief Executive Officer of the Company. Mr. Wong is the Chairman of the Administrative Committee of the Company and a director of various other companies of the Group. He is also a director of W. S. Wong & Sons Company Limited and Salop Investment Limited, both of which are substantial shareholders of the Company. He obtained a Master of Science degree in Operations Research from Ohio State University and has over 38 years' experience in the electronics industry. He is an independent non-executive director of Elegance International Holdings Limited. Mr. Wong is the brother of both Mr. Wong Chung Ah, Johnny and Mr. Wong Chung Yin, Michael, who are substantial shareholders of the Company, and the father of Ms. Wong Yin Man, Ada.



董事及高級管理層個人資料(續)

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (continued)

執行董事(續)

Executive Directors (continued)

王賢敏女士，現年35歲，於二零零二年加入本集團及於二零零五年十月獲委任為本公司董事。彼亦為本公司行政委員會成員及本集團其他若干公司之董事。彼負責本集團之中央採購及供應管理。彼取得南加州大學工業工程學士學位及工程管理碩士學位。王女士為王忠秣先生之女兒，王忠樞先生及王忠樞先生(兩者皆為本公司之主要股東)之侄女。

Ms. Wong Yin Man, Ada, aged 35, joined the Group in 2002 and was appointed Director of the Company in October 2005. She is also a member of the Administrative Committee of the Company and a director of certain other companies of the Group. She is responsible for Central Sourcing and Supply Management of the Group. She obtained a Bachelor degree in Industrial Engineering and a Master of Science in Engineering Management from University of Southern California. Ms. Wong is the daughter of Mr. Wong Chung Mat, Ben and a niece of both Mr. Wong Chung Ah, Johnny and Mr. Wong Chung Yin, Michael, who are substantial shareholders of the Company.

陳子華先生，現年64歲，於一九八五年加入本集團。自一九九零年六月出任本公司董事。彼亦為本公司行政委員會及薪酬委員會成員。彼曾為本集團之財務總監。於二零零七年七月，彼停止出任本集團財務總監一職，並改為出任本集團之財務顧問。彼亦為本集團其他若干公司之董事。彼為英國特許公認會計師公會之資深會員，並取得香港大學之社會科學學士學位及中國發展研究文學碩士學位。在加入本集團之前，彼曾任職於一間大型國際會計師行約10年。彼為Focus Media Network Limited之非執行董事。

Mr. Chan Tsze Wah, Gabriel, aged 64, joined the Group in 1985. He has been a Director of the Company since June 1990. He is also a member of the Administrative Committee and the Remuneration Committee of the Company. He was formerly the Group's Financial Controller. In July 2007, he ceased to be the Group's Financial Controller and became a financial adviser of the Group. He is also a director of certain other companies of the Group. He is a fellow member of the Association of Chartered Certified Accountants and obtained a Bachelor degree in Social Sciences and a Master of Arts degree in China Development Studies from the University of Hong Kong. Before joining the Group, he had approximately 10 years' experience with a major international firm of accountants. He is a non-executive director of Focus Media Network Limited.

譚靜安先生，現年63歲，於一九八六年加入本集團及於二零零三年二月獲委任為本公司董事。彼亦為本集團其他若干公司之董事。彼主要負責將本集團之產品向電子製造服務客戶作海外市場拓展及銷售工作。彼於一九七二年於俄亥俄州大學取得電機工程理學士學位後，再赴Ann Arbor之密芝根大學深造，於一九七四年獲電機工程學碩士學位。畢業後，譚先生在加入本集團前，曾於美國一家大型公司任職約12年。

Mr. Tan Chang On, Lawrence, aged 63, joined the Group in 1986 and, in February 2003, he was appointed Director of the Company. He is also a director of certain other companies of the Group. He is mainly responsible for the Group's overseas marketing and sales of products to electronic manufacturing service customers. He graduated from Ohio University with a BSEE in 1972 and then went to University of Michigan at Ann Arbor and got his MSEE in 1974. After graduation, he joined a major corporation in the United States for about 12 years before joining the Group.

溫民強先生，現年61歲，於一九八八年一月首次加入本集團。離開本集團約14個月後，彼於一九九三年六月再次加入本集團。於二零零四年一月獲委任為本公司董事。彼亦為本公司行政委員會成員及本集團其他若干公司之董事。溫先生現時負責本集團之銷售、推廣及整體業務發展。彼為本公司之附屬公司Wireless Dynamics Inc.之董事，該公司在加拿大卡加利從事RFID產品技術。溫先生持有香港大學之機械工程學士學位，於電子製造業累積逾37年經驗。

Mr. Wan Man Keung, aged 61, first joined the Group in January 1988. After leaving the Group for about 14 months, he rejoined the Group in June 1993. In January 2004, he was appointed as a Director of the Company. He is also a member of the Administrative Committee of the Company and a director of certain other companies of the Group. Mr. Wan is responsible for sales and marketing and overall business development of the Group. He is a director of Wireless Dynamics Inc., a subsidiary of the Company, engaged in the RFID product technology in Calgary, Canada. Mr. Wan obtained a Bachelor degree in Mechanical Engineering from the University of Hong Kong and has over 37 years of experience in the electronics manufacturing industry.

董事及高級管理層個人資料(續)

非執行董事

麥競敏先生，現年60歲，於一九八零年首次加入本集團，並分別於一九八零年至一九九二年及二零零五年至二零零九年期間，在本集團研發部、工程部、管理資訊系統部、營運及品質保證部出任管理層及高級管理職位。彼於二零零九年辭任本集團。於二零一二年七月，麥先生獲委任為本公司非執行董事。彼對電子工程及製造業擁有廣泛的認識和經驗。麥先生現為萬泉有限公司之股東及董事，其自二零一二年五月起向本集團提供技術諮詢服務。除此之外，麥先生概無於本集團擔當其他職位。彼現於中國江西省經營三個農場。麥先生取得美國溫德標大學之電機工程學士學位(高等榮譽)，及美國加州大學柏克萊分校之電機工程理學碩士學位及電腦科學工程碩士學位。

獨立非執行董事

李家祥博士，GBS，OBE，太平紳士，LLD，DSocSc，BA，FCPA (Practising)，FCA，FCPA (Aust)，FCIS，FAIA (Hon)，CGA (Hon)，Hon HKAT，RFP (Hon)，現年59歲，自一九九九年四月加入本公司為獨立非執行董事。彼亦為本公司審核委員會主席。李博士為李湯陳會計師事務所首席會計師，執業會計師，並為數碼通電訊集團有限公司、載通國際控股有限公司、恒生銀行有限公司、華潤創業有限公司、路訊通控股有限公司、交通銀行股份有限公司及新鴻基地產發展有限公司之獨立非執行董事。李博士曾任Meadville Holdings (BVI) Limited (於二零一零年十二月十三日解散)之獨立非執行董事。李博士現擔任中國人民政治協商會議第十二屆全國委員會委員。彼為香港立法會前任議員、立法會政府帳目委員會前任主席、香港會計師公會前會長，亦為中華人民共和國財政部國際會計準則委員會前任諮詢專家。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (continued)

Non-executive Director

Mr. Mak King Mun, Philip, aged 60, first joined the Group in 1980 and held management and senior management positions in the Group's R&D, Engineering, MIS, Operations and Quality Assurance Departments from 1980 to 1992 and from 2005 to 2009, respectively. He resigned from the Group in 2009. In July 2012, Mr. Mak was appointed as a Non-executive Director of the Company. He has extensive knowledge and experience in electrical engineering and manufacturing. Mr. Mak is now a shareholder and director of Maxchain Limited which has been providing technical consultancy services to the Group since May 2012. Apart from this, Mr. Mak does not hold any other position with the Group. He is currently running three farms in Jiangxi, China. Mr. Mak obtained a Bachelor's degree (High Honour) in Electrical Engineering from Vanderbilt University, USA, as well as a Master of Science degree in Electrical Engineering and a Master of Engineering degree in Computer Science from the University of California, Berkeley, USA.

Independent Non-executive Directors

Dr. Li Ka Cheung, Eric, GBS, OBE, JP, LLD, DSocSc, BA, FCPA (Practising), FCA, FCPA (Aust), FCIS, FAIA (Hon), CGA (Hon), Hon HK AT, RFP (Hon), aged 59, joined the Company as an Independent Non-executive Director in April 1999. He is also the Chairman of the Audit Committee of the Company. Dr. Li is the senior partner of Li, Tang, Chen & Co., Certified Public Accountants and an independent non-executive director of SmarTone Telecommunications Holdings Limited, Transport International Holdings Limited, Hang Seng Bank Limited, China Resources Enterprise, Limited, Roadshow Holdings Limited, Bank of Communications Co., Ltd and Sun Hung Kai Properties Limited. Dr. Li was an independent non-executive director of Meadville Holdings (BVI) Limited (dissolved on 13 December 2010). Dr. Li is presently a member of The 12th National Committee of the Chinese People's Political Consultative Conference. He was a former member of the Legislative Council of Hong Kong, former chairman of its Public Accounts Committee, past president of the Hong Kong Institute of Certified Public Accountants and former adviser to the Ministry of Finance on international accounting standards of the People's Republic of China.



董事及高級管理層個人資料(續)

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (continued)

獨立非執行董事(續)

Independent Non-executive Directors (continued)

楊孫西博士，GBS，太平紳士，現年74歲，於一九九九年十月加入本公司為獨立非執行董事。彼亦為本公司薪酬委員會主席及審核委員會成員。楊博士為香江國際集團主席，亦為多間製造及投資公司之董事。彼為通達集團控股有限公司之獨立非執行董事。彼曾任延長石油國際有限公司(前稱中聯能源投資集團有限公司)之獨立非執行董事。楊博士曾任全國政協常委及香港特別行政區籌備委員會委員作為其香港事務顧問。彼現任香港中華總商會常務會董及香港中華廠商聯合會永遠名譽會長。

Dr. Yu Sun Say, GBS, JP, aged 74, joined the Company as an Independent Non-executive Director in October 1999. He is also the Chairman of the Remuneration Committee and a member of the Audit Committee of the Company. Dr. Yu is the chairman of the H.K.I. Group of Companies and a director of a number of manufacturing and investment companies. He is an independent non-executive director of Tongda Group Holdings Limited. He was an independent non-executive director of Yanchang Petroleum International Limited (formerly known as Sino Union Energy Investment Group Limited). Dr. Yu had served as a member of the Standing Committee of the Chinese People's Political Consultative Conference and the Preparatory Committee for the Hong Kong Special Administrative Region acting as its Hong Kong affairs adviser. He is currently a member of the Standing Committee of the Chinese General Chamber of Commerce and permanent honorary president of the Chinese Manufacturers' Association of Hong Kong.

葉天養先生，太平紳士，現年74歲，於二零零四年九月加入本公司為獨立非執行董事。彼亦為本公司薪酬委員會及審核委員會成員。彼目前於何君柱、方燕翔律師樓擔任顧問一職。葉先生為香港律師會及亞太法律協會前任主席。彼亦曾擔任香港事務顧問。葉先生曾任職多間公共及社區機構，彼最近期曾擔任城市規劃委員會會員，唯任期已於二零一零年三月底屆滿。彼目前為豐德麗控股有限公司及鴻興印刷集團有限公司之獨立非執行董事。

Mr. Alfred Donald Yap, JP, aged 74, joined the Company as an Independent Non-executive Director in September 2004. He is also a member of the Remuneration Committee and the Audit Committee of the Company. He is presently a consultant at K.C. Ho & Fong, Solicitors and Notaries. Mr. Yap is a former president of The Law Society of Hong Kong and The Law Association for Asia and the Pacific (LAWASIA). He is also a former Hong Kong Affairs Adviser. Mr. Yap has served on various public and community organizations and his latest was as a member of the Town Planning Board, which term was completed at the end of March 2010. He is currently an independent non-executive director of eSun Holdings Limited and Hung Hing Printing Group Limited.

董事及高級管理層個人資料(續)

高級管理層

林錫崇先生，現年55歲，於一九八五年加入本集團。彼於二零零七年五月及二零零九年四月分別獲委任為本集團財務總裁及本公司董事。於二零一零年九月，彼辭任本公司之職務，惟仍繼續留任本集團美國辦事處，從事原設計及製造業務之北美洲市場發展。林先生現時為本集團旗下若干公司之董事。於獲委任為本集團財務總裁之前，林先生曾於本集團擔任多個高級管理職位，於財務及營運方面擁有豐富經驗。林先生取得金門大學會計學士學位及信息科學碩士學位。

熊永順先生，現年58歲，於一九九二年四月加入本集團，其後於二零一二年一月晉升為高級業務拓展及銷售副總裁。彼於電子製造業累積逾35年工作經驗，目前全面負責為本公司全資附屬公司王氏電子有限公司之客戶服務。於加入本集團之前，彼曾於多間跨國及上市公司之生產及規劃以及銷售及市場推廣部門擔任管理職務。熊先生取得香港浸會大學工業工程文憑及澳門城市大學工商管理碩士學位。

陳天倫先生，45歲，於一九九七年加入本集團，其後於二零一二年七月晉升為高級副總裁 – 銷售及市場推廣。彼目前負責本公司在美國之業務發展。陳先生亦為本公司之附屬公司Wong's International USA Corporation之董事，該公司在北美市場從事發展本公司之原設計及製造業務。彼在電子製造業具有超過23年之經驗。於加入本集團前，陳先生曾於美國多間大型國際製造公司任職。陳先生持有科羅拉多大學波爾得分校頒發之機械工程理學士學位。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (continued)

Senior Management

Mr. Lam Sek Sung, Patrick, aged 55, joined the Group in 1985. In May 2007 and April 2009, he was appointed the Group's Chief Financial Officer and Director of the Company, respectively. In September 2010, he resigned from the Company but remains serving in the U.S. Office of the Group that engages in the development of the original design and manufacturing business in the North America market. Mr. Lam is currently a director of certain companies of the Group. Prior to his appointment as the Group's Chief Financial Officer, Mr. Lam has held various senior management positions within the Group with a depth of financial and operation experiences. Mr. Lam earned a Bachelor degree in Accounting and a Master degree in Information Science from Golden Gate University.

Mr. Hung Wing Shun, aged 58, joined the Group in April 1992 and subsequently promoted to Senior Vice President – Sales and Marketing in January 2012. He has over 35 years of working experience in electronics manufacturing industry and now has the overall responsibility of serving a portfolio of customers at Wong's Electronics Company Limited, a wholly-owned subsidiary of the Company. Prior to joining the Group, he held various managerial positions in manufacturing, planning, sales & marketing departments in multinational and listed companies. Mr. Hung obtained a Diploma in Industrial Engineering from the Hong Kong Baptist University and a Master degree in Business Administration from the City University of Macau.

Mr. Chan Tin Lun, Byron, aged 45, joined the Group in January 1997 and subsequently promoted to Senior Vice President – Sales and Marketing in July 2012. He is currently responsible for the Company's business development in USA. Mr. Chan is also a director of Wong's International USA Corporation, a subsidiary of the Company engaged in the development of the Company's original design and manufacturing business in the North America market. He has more than 23 years of experience in the field of electronics manufacturing. Prior to joining the Group, Mr. Chan has worked in various leading international manufacturing companies in USA. Mr. Chan holds a Bachelor of Science degree in Mechanical Engineering from the University of Colorado, Boulder.



根據上市規則第13.51B(1)條 更新董事資料

董事之個人資料

本公司獨立非執行董事李家祥博士繼續擔任中國人民政治協商會議第十二屆全國委員會委員。

於二零一三年三月，本公司獨立非執行董事楊孫西博士於其服務任期屆滿後卸任全國政協常委委員。

董事酬金

下列執行董事之每年基本薪金及下列獨立非執行董事之每年董事袍金已調高，兩項調整均由二零一三年一月一日起生效：

UPDATE ON DIRECTORS' INFORMATION UNDER RULE 13.51B(1) OF THE LISTING RULES

Personal information of Directors

Dr. Li Ka Cheung, Eric, Independent Non-executive Director of the Company, continues to act as a member of the 12th National Committee of the Chinese People's Political Consultative Conference.

In March 2013, Dr. Yu Sun Say, Independent Non-executive Director of the Company, ceased to be a member of the Standing Committee of the Chinese People's Political Consultative Conference upon expiry of his term of service.

Directors' emoluments

There were increment to the annual basic salary of the following Executive Directors and to the annual Directors' fees entitled by the following Independent Non-executive Directors, both with effect from 1 January 2013:

		調整後之 每年基本薪金 Adjusted annual basic salary 港幣元 HK\$	調整後之 每年董事袍金 Adjusted annual Directors' fees 港幣元 HK\$
執行董事	Executive Directors		
王忠秣	Wong Chung Mat, Ben	2,710,760	
王賢敏	Wong Yin Man, Ada	1,228,500	
陳子華	Chan Tsze Wah, Gabriel	625,440	
溫民強	Wan Man Keung	1,886,690	
獨立非執行董事	Independent Non-executive Directors		
李家祥	Li Ka Cheung, Eric		120,000
楊孫西	Yu Sun Say		120,000
葉天養	Alfred Donald Yap		120,000

本公司董事於截至二零一二年十二月三十一日止年度的酬金總額載於綜合財務報表附註10。

The total amount of emoluments of Directors of the Company for the year ended 31 December 2012 is set out in note 10 to the consolidated financial statements.

董事及主要行政人員之權益

於二零一二年十二月三十一日，本公司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(「證券及期貨條例」)第XV部)之股份、相關股份及債券中擁有須記錄於證券及期貨條例第352條規定置存之記錄冊內之權益或淡倉，或須根據上市發行人董事進行證券交易的標準守則(「標準守則」)知會本公司及香港聯合交易所有限公司(「聯交所」)之權益或淡倉如下：

於本公司股份及相關股份之好倉

INTERESTS OF DIRECTORS AND CHIEF EXECUTIVES

As at 31 December 2012, the interests or short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”), were as follows:

Long positions in shares and underlying shares of the Company

董事姓名 Name of Directors	身份 Capacity	普通股數目 Number of ordinary shares	相關股份 (購股權) Underlying shares (share options)	普通股總數 Total number of ordinary shares	約佔已發行 股份百分比 Approximate percentage of the issued shares
王忠秣 Wong Chung Mat, Ben	實益擁有人及受控制法團之權益 (附註) Beneficial owner and interest of controlled corporation (Note)	129,630,911	–	129,630,911	27.20%
王賢敏 Wong Yin Man, Ada	實益擁有人 Beneficial owner	750,000	250,000	1,000,000	0.21%
陳子華 Chan Tsze Wah, Gabriel	實益擁有人 Beneficial owner	1,687,500	150,000	1,837,500	0.39%
譚靜安 Tan Chang On, Lawrence	實益擁有人 Beneficial owner	1,010,000	–	1,010,000	0.21%
溫民強 Wan Man Keung	實益擁有人 Beneficial owner	750,000	250,000	1,000,000	0.21%

附註：

王忠秣先生被視為(根據證券及期貨條例)於本公司129,630,911股股份中持有權益。該等股份透過以下身份持有：

- (a) 1,000,000股股份由王忠秣先生個人持有。
- (b) 128,630,911股股份由Salop Investment Limited持有，而該公司由王忠秣先生全資擁有及控制。

Note:

Mr. Wong Chung Mat, Ben was deemed (by virtue of the SFO) to be interested in 129,630,911 shares in the Company. These shares were held in the following capacity:

- (a) 1,000,000 shares were held by Mr. Wong Chung Mat, Ben personally.
- (b) 128,630,911 shares were held by Salop Investment Limited, which was wholly owned and controlled by Mr. Wong Chung Mat, Ben.



董事及主要行政人員之權益(續)

INTERESTS OF DIRECTORS AND CHIEF EXECUTIVES (continued)

於本公司股份及相關股份之好倉(續)

Long positions in shares and underlying shares of the Company (continued)

除本報告披露者外，於二零一二年十二月三十一日，本公司董事或主要行政人員或彼等各自之聯繫人士概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有須記錄於證券及期貨條例第352條規定置存之記錄冊內之權益或淡倉，或須根據標準守則知會本公司及聯交所之權益或淡倉。

Save as disclosed herein, as at 31 December 2012, none of the Directors or chief executives of the Company or their respective associates had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

主要股東之權益

據本公司董事或主要行政人員所知，於二零一二年十二月三十一日，下列人士(本公司董事或主要行政人員除外)於本公司股份或相關股份中擁有須記錄於證券及期貨條例第336條規定置存之記錄冊內之權益或淡倉如下：

於本公司股份之好倉

INTERESTS OF SUBSTANTIAL SHAREHOLDERS

So far as is known to the Directors or chief executives of the Company, as at 31 December 2012, persons (other than the Directors or chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO were as follows:

Long positions in shares of the Company

主要股東名稱 Name of substantial shareholders	身份 Capacity	普通股數目 Number of ordinary shares	約佔已發行股份百分比 Approximate percentage of the issued shares
Salop Investment Limited	實益擁有人(附註1) Beneficial owner (Note 1)	128,630,911	26.99%
王華湘父子有限公司 W. S. Wong & Sons Company Limited	實益擁有人(附註2) Beneficial owner (Note 2)	103,698,379	21.76%
王忠挺 Wong Chung Yin, Michael	受控制法團之權益及全權信託之創辦人(附註3) Interest of controlled corporations and founder of a discretionary trust (Note 3)	75,504,172	15.84%
Levy Investment Limited	實益擁有人(附註3(a)) Beneficial owner (Note 3(a))	46,620,212	9.78%
王忠樞 Wong Chung Ah, Johnny	實益擁有人、配偶權益及全權信託之創辦人(附註4) Beneficial owner, interest of spouse and founder of a discretionary trust (Note 4)	40,693,487	8.54%
Kong King International Limited	實益擁有人(附註4(c)) Beneficial owner (Note 4(c))	38,458,487	8.07%
Mountainview International Limited	信託人(附註4(c)) Trustee (Note 4(c))	38,458,487	8.07%
HSBC Trustee (Cook Islands) Limited	信託人(附註4(c)) Trustee (Note 4(c))	38,458,487	8.07%
HSBC International Trustee Limited	信託人(附註5) Trustee (Note 5)	32,957,546	6.92%



主要股東之權益(續)

於本公司股份之好倉(續)

附註：

1. Salop Investment Limited是由王忠秣先生全資擁有及控制之公司。請參閱「董事及主要行政人員之權益」一節附註。
2. 王華湘父子有限公司為一間由王氏家族控制之公司。
3. 王忠樞先生被視為(根據證券及期貨條例)於本公司75,504,172股股份中持有權益。該等股份透過以下身份持有：
 - (a) 46,620,212股股份由Levy Investment Limited(由王忠樞先生全資擁有及控制)持有。
 - (b) 17,584,960股股份由Levy Pacific Limited根據一項全權信託持有。王忠樞先生被視為(根據證券及期貨條例)該信託之創辦人，而HSBC International Trustee Limited為信託人。請參閱下文附註5(a)。
 - (c) 11,299,000股股份由Pacific Way Limited持有，而該公司由王忠樞先生及其妻子胡倩明女士平均擁有。
4. 王忠樞先生被視為(根據證券及期貨條例)於本公司40,693,487股股份中擁有權益。該等股份透過以下身份持有：
 - (a) 1,000,000股股份由王忠樞先生個人持有。
 - (b) 1,235,000股股份由王忠樞先生之妻子陸潔貞女士持有。
 - (c) 38,458,487股股份由Kong King International Limited根據一項全權信託持有。王忠樞先生被視為(根據證券及期貨條例)該信託之創辦人。Kong King International Limited由Mountainview International Limited全資擁有，而Mountainview International Limited則由HSBC Trustee (Cook Islands) Limited全資擁有。王忠樞先生、Kong King International Limited、Mountainview International Limited及HSBC Trustee (Cook Islands) Limited各自被視為持有同一批38,458,487股股份之權益。

INTERESTS OF SUBSTANTIAL SHAREHOLDERS (continued)

Long positions in shares of the Company (continued)

Notes:

1. Salop Investment Limited was a company wholly owned and controlled by Mr. Wong Chung Mat, Ben. Please refer to the Note under the section headed "Interests of directors and chief executives".
2. W. S. Wong & Sons Company Limited was a company controlled by the Wong's family.
3. Mr. Wong Chung Yin, Michael was deemed (by virtue of the SFO) to be interested in 75,504,172 shares in the Company. These shares were held in the following capacity:
 - (a) 46,620,212 shares were held by Levy Investment Limited, which was wholly owned and controlled by Mr. Wong Chung Yin, Michael.
 - (b) 17,584,960 shares were held by Levy Pacific Limited under a discretionary trust, of which Mr. Wong Chung Yin, Michael was regarded as the founder (by virtue of the SFO) and HSBC International Trustee Limited was the trustee. Please see Note 5(a) below.
 - (c) 11,299,000 shares were held by Pacific Way Limited, which was owned by Mr. Wong Chung Yin, Michael and his wife, Ms. Woo Sin Ming, in equal share.
4. Mr. Wong Chung Ah, Johnny was deemed (by virtue of the SFO) to be interested in 40,693,487 shares in the Company. These shares were held in the following capacity:
 - (a) 1,000,000 shares were held by Mr. Wong Chung Ah, Johnny personally.
 - (b) 1,235,000 shares were held by Ms. Luk Kit Ching, wife of Mr. Wong Chung Ah, Johnny.
 - (c) 38,458,487 shares were held by Kong King International Limited under a discretionary trust, of which Mr. Wong Chung Ah, Johnny was regarded as the founder (by virtue of the SFO). Kong King International Limited was wholly owned by Mountainview International Limited, which was wholly owned by HSBC Trustee (Cook Islands) Limited. Each of Mr. Wong Chung Ah, Johnny, Kong King International Limited, Mountainview International Limited and HSBC Trustee (Cook Islands) Limited was deemed to be interested in the same block of 38,458,487 shares.

主要股東之權益(續)

於本公司股份之好倉(續)

附註：(續)

5. HSBC International Trustee Limited被視為(根據證券及期貨條例)於本公司32,957,546股股份中持有權益。該等股份透過以下身份持有：
- (a) 17,584,960股股份由Levy Pacific Limited(該公司由HSBC International Trustee Limited全資擁有)根據一項全權信託持有。王忠樁先生被視為該信託之創辦人(請參閱上文附註3(b))，而HSBC International Trustee Limited為信託人。
 - (b) 11,357,150股股份由Floral (PTC) Inc.(由HSBC International Trustee Limited全資擁有)根據一項全權信託持有，而HSBC International Trustee Limited為該信託之信託人。
 - (c) 4,015,436股股份由Sycamore Assets Limited(由HSBC International Trustee Limited全資擁有)根據一項全權信託持有，而HSBC International Trustee Limited為該信託之信託人。

除披露者外，於二零一二年十二月三十一日，董事並不知悉任何其他人士於本公司股份或相關股份中擁有須記錄於證券及期貨條例第336條規定置存之記錄冊內之權益或淡倉。

INTERESTS OF SUBSTANTIAL SHAREHOLDERS (continued)

Long positions in shares of the Company (continued)

Notes: (continued)

5. HSBC International Trustee Limited was deemed (by virtue of the SFO) to be interested in 32,957,546 shares in the Company. These shares were held in the following capacity:
- (a) 17,584,960 shares were held by Levy Pacific Limited (which was wholly owned by HSBC International Trustee Limited) under a discretionary trust, of which Mr. Wong Chung Yin, Michael was regarded as the founder (please refer to Note 3(b) above) and HSBC International Trustee Limited was the trustee.
 - (b) 11,357,150 shares were held by Floral (PTC) Inc. (which was wholly owned by HSBC International Trustee Limited) under a discretionary trust of which HSBC International Trustee Limited was the trustee.
 - (c) 4,015,436 shares were held by Sycamore Assets Limited (which was wholly owned by HSBC International Trustee Limited) under a discretionary trust of which HSBC International Trustee Limited was the trustee.

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



購股權

於二零零零年七月三十日生效之本公司僱員購股權計劃(「舊計劃」)已於二零一零年七月二十九日營業時間結束時屆滿，並已於二零一零年六月二日採納一項新購股權計劃(「新計劃」)。年內，根據舊計劃授出之購股權之變動如下：

SHARE OPTIONS

The Company's employee share option scheme came into effect on 30 July 2000 (the "Old Scheme") was expired at the close of business on 29 July 2010 and a new share option scheme was adopted on 2 June 2010 (the "New Scheme"). During the year, movements of the options granted under the Old Scheme were as follows:

承授人 Grantee	授出日期 Date of grant	每股行使價 Exercise price per share	行使期限 Exercisable period	購股權數目 Number of share options				於二零一二年 十二月三十一日 之結餘 Balance as at 31 December 2012	
				於二零一二年 一月一日 之結餘 Balance as at 1 January 2012	於年內授出 Granted during the year	於年內行使 Exercised during the year	於年內失效 Lapsed during the year		
董事 Directors									
王賢敏 Wong Yin Man, Ada	二零零八年 十二月二十二日 22 December 2008	港幣0.46元 HK\$0.46	二零零九年十二月二十二日至 二零一三年十二月三十一日 22 December 2009 to 21 December 2013	500,000	-	(250,000) ¹	-	250,000	
陳子華 Chan Tsze Wah, Gabriel	二零零八年 十二月二十二日 22 December 2008	港幣0.46元 HK\$0.46	二零零九年十二月二十二日至 二零一三年十二月三十一日 22 December 2009 to 21 December 2013	300,000	-	(150,000) ²	-	150,000	
譚靜安 Tan Chang On, Lawrence	二零零八年 十二月二十二日 22 December 2008	港幣0.46元 HK\$0.46	二零零九年十二月二十二日至 二零一三年十二月三十一日 22 December 2009 to 21 December 2013	500,000	-	(500,000) ³	-	-	
溫民強 Wan Man Keung	二零零八年 十二月二十二日 22 December 2008	港幣0.46元 HK\$0.46	二零零九年十二月二十二日至 二零一三年十二月三十一日 22 December 2009 to 21 December 2013	500,000	-	(250,000) ⁴	-	250,000	
				1,800,000	-	(1,150,000)	-	650,000	
僱員 Employees									
	二零零八年 十二月二十二日 22 December 2008	港幣0.46元 HK\$0.46	二零零九年十二月二十二日至 二零一三年十二月三十一日 22 December 2009 to 21 December 2013	3,825,000	-	(2,374,000) ⁵	(225,000)	1,226,000	
				總計： TOTAL:	5,625,000	-	(3,524,000)	(225,000)	1,876,000

購股權(續)

附註：

1. 於緊接購股權行使日期前的股份加權平均收市價為港幣1.49元。
2. 於緊接購股權行使日期前的股份加權平均收市價為港幣1.43元。
3. 於緊接購股權行使日期前的股份加權平均收市價為港幣1.90元。
4. 於緊接購股權行使日期前的股份加權平均收市價為港幣1.34元。
5. 於緊接購股權行使日期前的股份加權平均收市價為港幣1.69元。
6. 已授出購股權之有效期如下：

- (1) 自授出日期首週年當日(包括該日)起至授出日期第二週年(不包括該日)止年度。
In the year commencing on and including the date of the first anniversary of the date of grant up to and excluding the second anniversary of the date of grant.
- (2) 自授出日期第二週年當日(包括該日)起至授出日期第三週年(不包括該日)止年度。
In the year commencing on and including the date of the second anniversary of the date of grant up to and excluding the third anniversary of the date of grant.
- (3) 自授出日期第三週年當日(包括該日)起至授出日期第四週年(不包括該日)止年度。
In the year commencing on and including the date of the third anniversary of the date of grant up to and excluding the fourth anniversary of the date of grant.
- (4) 自授出日期第四週年當日(包括該日)起至授出日期第五週年(不包括該日)止年度。
In the year commencing on and including the date of the fourth anniversary of the date of grant up to and excluding the fifth anniversary of the date of grant.

舊計劃屆滿後，將不會再授出購股權，惟舊計劃之條文於所有其他方面仍然有效，及所有於其屆滿前授出之購股權將根據舊計劃之條文繼續有效並可行使。

自新計劃採納日期起直至二零一二年十二月三十一日，並無購股權根據新計劃授出。

SHARE OPTIONS (continued)

Notes:

1. The weighted average closing price of the shares immediately before the respective exercise date of the options was HK\$1.49.
2. The weighted average closing price of the shares immediately before the respective exercise date of the options was HK\$1.43.
3. The weighted average closing price of the shares immediately before the respective exercise date of the options was HK\$1.90.
4. The weighted average closing price of the shares immediately before the respective exercise date of the options was HK\$1.34.
5. The weighted average closing price of the shares immediately before the respective exercise date of the options was HK\$1.69.
6. Options granted are vested as follows:

有效之購股權數目 No. of options vested

- 購股權項下股份總數之25%
up to 25% of the total number of shares comprised in the option
- 額外25%及上一年度25%
的任何尚未行使部分
an additional 25% and any unexercised portion of the previous year's 25%
- 額外25%及上兩個年度50%的任何
尚未行使部分
an additional 25% and any unexercised portion of the previous two years' 50%
- 購股權項下股份總數餘額
the balance of the total number of shares comprised in the option

Upon expiration of the Old Scheme, no further options shall be granted but in all other aspects, the provisions of the Old Scheme shall remain in force and all options granted prior to its expiration shall continue to be valid and exercisable in accordance with the provisions of the Old Scheme.

No option has been granted under the New Scheme since its adoption date and up to 31 December 2012.



購股權計劃概要

舊計劃

根據上市規則，舊計劃概要披露如下：

1. 目的

作為給予僱員之獎勵。

2. 參與者

合資格僱員包括本公司或任何附屬公司之任何執行董事，以及為向本公司或附屬公司提供全職或接近全職服務而僱用之本公司或任何附屬公司之任何高級行政人員、主任或僱員。

3. 可予發行之股份總數，以及其於二零一二年十二月三十一日所佔已發行股本之百分比

根據舊計劃，已授出之購股權之可發行股份數目為1,876,000股股份，佔二零一二年十二月三十一日已發行股本0.39%。

4. 各參與者之權益上限

根據舊計劃，概無參與者獲授予購股權，而將導致向有關參與者所發行或可發行之股份數目超過當時根據舊計劃已發行或可予發行之股份總數之10%。根據上市規則第十七章，除非獲得股東批准，否則每名參與者於任何12個月內獲授出之購股權（包括已行使及尚未行使之購股權）予以行使時所發行及將予發行之股份總數，不得超過已發行股本之1%。

SUMMARY OF THE SHARE OPTION SCHEMES

Old Scheme

A summary of the Old Scheme disclosed in accordance with the Listing Rules is as follows:

1. Purpose

As incentive to employees.

2. Participants

Eligible employees including any executive director of the Company or any subsidiary, and any senior executive, officer or employee of the Company or any subsidiary employed to render full-time or substantially full-time service to the Company or a subsidiary.

3. Total number of shares available for issue and % of the issued capital that it represents as at 31 December 2012

The number of shares issuable under the share options granted under the Old Scheme was 1,876,000 shares representing 0.39% of the issued share capital as at 31 December 2012.

4. Maximum entitlement of each participant

Under the Old Scheme, no participant shall be granted an option which would result in the number of shares issued or issuable to the relevant participant exceeding 10% of the aggregate number of the shares for the time being issued or issuable under the Old Scheme. Pursuant to Chapter 17 of the Listing Rules, the total number of shares issued and to be issued upon exercise of the options granted to each participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the issued share capital, unless approved by shareholders.

購股權計劃概要 (續)

舊計劃(續)

5. 可根據購股權認購股份之期限

購股權不可於授出日期起計1年內行使。授出之購股權於授出日期起屆滿五週年前仍可行使。

6. 購股權獲行使前須持有之最短期限

於授出日期後1年內不可行使購股權。

7. 接納購股權須支付之金額及付款期限

為接納購股權，須於授予購股權之日期起計28日(或董事酌情釐定之其他日子)內支付港幣10元予本公司，作為接納購股權之代價。

8. 釐定行使價之基準

根據上市規則第十七章，行使價須不低於下列之最高者：

- (a) 股份於授出日期(必須為營業日)於聯交所每日報價表所報之收市價；及
- (b) 股份於緊接授出日期前5個營業日於聯交所每日報價表所報之平均收市價。

根據舊計劃，行使價不得低於股份之面值。

SUMMARY OF THE SHARE OPTION SCHEMES (continued)

Old Scheme (continued)

5. Period within which the shares must be taken up under an option

An option shall not be exercised within 1 year of the date of grant. An option granted shall remain exercisable before the fifth anniversary of the date of grant.

6. Minimum period for which an option must be held before it can be exercised

No option shall be exercisable earlier than 1 year after its date of grant.

7. Amount payable on acceptance of the option and the payment period

To accept the grant of an option, HK\$10 as consideration for the grant of an option must be paid to the Company within a period of 28 days (or otherwise at the Directors' discretion) from the date upon which the grant of an option is made.

8. Basis of determining the exercise price

Pursuant to Chapter 17 of the Listing Rules, the exercise price must be at least the higher of:

- (a) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a business day; and
- (b) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheet for the 5 business days immediately preceding the date of the grant.

Under the Old Scheme, the exercise price must not be below the nominal amount of the shares.



購股權計劃概要 (續)

舊計劃(續)

9. 舊計劃之有效期

舊計劃已於二零一零年七月二十九日營業時間結束時屆滿。舊計劃屆滿後，將不會再授出購股權，惟舊計劃之條文於所有其他方面仍然有效。

新計劃

根據上市規則，新計劃概要披露如下：

1. 目的

新計劃旨在嘉許及答謝對本集團有貢獻或將有貢獻之參與者。

2. 參與者

參與者為本公司董事(包括執行、非執行及獨立非執行董事)，以及本公司任何成員公司及其附屬公司之全職或兼職僱員。

3. 可予發行之股份總數

根據新計劃及本公司任何其他計劃行使所有尚未行使及尚待行使之已授出購股權而可能獲發行之股份總數不得超過本公司不時之已發行股份之20%。

4. 各參與者之權益上限

根據新計劃及本公司任何其他計劃，除非獲得股東批准，否則於任何12個月期間內向任何參與者授出之購股權(包括已行使及尚未行使購股權)獲行使而發行及將予發行之股份總數，不得超過本公司已發行股本之1%。

SUMMARY OF THE SHARE OPTION SCHEMES (continued)

Old Scheme (continued)

9. Life of the Old Scheme

The Old Scheme was expired at the close of business on 29 July 2010. Upon expiration of the Old Scheme, no further options shall be offered but in all other aspects, the provisions of the Old Scheme shall remain in force.

New Scheme

A summary of the New Scheme disclosed in accordance with the Listing Rules is as follows:

1. Purpose

The purpose of the New Scheme is to recognize and acknowledge participants who have contributed or will contribute to the Group.

2. Participants

The participants are Directors of the Company (including Executive, Non-executive and Independent Non-executive Directors) and full time or part time employees of any member of the Company and its subsidiaries.

3. Total number of shares available for issue

The total number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Scheme and any other schemes of the Company must not exceed 20% of the issued shares of the Company from time to time.

4. Maximum entitlement of each participant

The total number of shares issued and to be issued upon exercise of the options granted to any participant (including both exercised and outstanding options) under the New Scheme and any other schemes of the Company in any 12-month period must not exceed 1% of the issued shares of the Company, unless approved by shareholders.

購股權計劃概要 (續)

新計劃(續)

5. 可根據購股權認購股份之期限

購股權可根據新計劃條款，於董事會釐定並於提出要約時知會各承授人的期間任何時間內行使，惟於任何情況下，有關期間不得於授出日期起計10年後屆滿。

6. 購股權獲行使前須持有的最短期限

除董事會另行全權酌情決定者外，由購股權授出日期至購股權獲行使前，持有購股權最短期限必須為1年。

7. 接納購股權須支付之金額及付款期限

為接納購股權，承授人須於接獲要約函件日期起計21日內支付港幣10元予本公司，作為接納購股權之代價。

8. 釐定行使價之基準

行使價須由董事會全權酌情釐定，惟於任何情況下不得低於下列之最高者：

- (a) 股份於授出日期(必須為營業日)於聯交所每日報價表所報之收市價；
- (b) 股份於緊接授出日期前5個營業日於聯交所每日報價表所報之平均收市價；及
- (c) 股份面值。

SUMMARY OF THE SHARE OPTION SCHEMES (continued)

New Scheme (continued)

5. Period within which the shares must be taken up under an option

An option may be exercised in accordance with the terms of the New Scheme at any time during a period to be determined and notified by the Board to each grantee at the time of making an offer, and in any event such period of time shall not expire later than 10 years from the date of grant.

6. Minimum period for which an option must be held before it can be exercised

Unless otherwise determined by the Board at its sole discretion, there is a minimum period of 1 year for which an option must be held after its date of grant before such an option can be exercised.

7. Amount payable on acceptance of the option and the payment period

To accept the grant of an option, HK\$10 as consideration for the grant of an option must be paid by the grantee to the Company within 21 days from the date on which an offer letter is delivered to the grantee.

8. Basis of determining the exercise price

The exercise price shall be such price determined by the Board in its absolute discretion but in any event shall not be less than the higher of:

- (a) the closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of grant which must be a business day;
- (b) the average closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange for the 5 business days immediately preceding the date of the grant; and
- (c) the nominal value of the shares.



購股權計劃概要 (續)

新計劃(續)

9. 新計劃之有效期

新計劃將於自二零一零年六月二日至二零二零年六月一日(包括該日)止10年期間維持有效。

認購股份或債券之安排

除購股權計劃外，本公司、其附屬公司或其相聯法團於本年度內概無訂立任何安排，致使本公司之董事或主要行政人員或彼等各自之聯繫人士可透過購入本公司或其相聯法團之股份、相關股份或債券而獲取利益。

關連人士交易

倘綜合財務報表附註42內所述任何交易構成關連交易，本公司則已遵守上市規則之有關披露及批准規定(如有)。

董事享有權益之合約

於年底或年內任何時間，各董事並未在任何與本公司或其任何附屬公司所訂立關乎本集團業務之重大合約中取得任何直接或間接利益。

董事服務合約

擬於應屆股東週年大會上提選連任之董事，並無與本公司或其附屬公司訂立任何倘本公司或其附屬公司不支付補償費用(法定補償除外)則不得於1年內終止之服務合約。

SUMMARY OF THE SHARE OPTION SCHEMES (continued)

New Scheme (continued)

9. Life of the New Scheme

The New Scheme shall remain in force for 10 years commencing on 2 June 2010 up to and including 1 June 2020.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Apart from the share option schemes, at no time during the year was the Company, its subsidiaries or its associated corporations a party to any arrangement to enable the Directors or chief executives of the Company or their respective associates to acquire benefits by an acquisition of shares or underlying shares in, or debentures of, the Company or its associated corporations.

RELATED PARTY TRANSACTIONS

Where any transaction mentioned in note 42 to the consolidated financial statements constitutes a connected transaction, the disclosure and approval requirements, if any, under the Listing Rules have been complied with.

DIRECTORS' INTERESTS IN CONTRACTS

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

SERVICE CONTRACTS OF DIRECTORS

There is no service contract, which is not determinable by the Company or its subsidiaries within 1 year without payment of compensation (other than statutory compensation), with any Director proposed for re-election at the forthcoming annual general meeting.

集團貸款及利息資本化

於1年內償還或按通知償還之銀行貸款及透支刊載於綜合財務報表附註35內，而可在超過1年償還之銀行貸款及其他貸款則刊載於綜合財務報表附註35內。於年內，本集團並無將利息撥作為資本。

足夠公眾持股量

根據本公司獲得之公開資料並就本公司董事所知，於本報告日期，本公司相信，公眾所持有之本公司股份數目高於有關方面規定之最低百分比。

核數師

本年度之財務報表由羅兵咸永道會計師事務所審核，其任滿告退，備聘再任。

承董事會命

王忠秣
主席兼行政總裁

香港，二零一三年三月二十五日

GROUP BORROWINGS AND INTEREST CAPITALISED

Bank loans and overdrafts repayable within 1 year or on demand are set out in note 35 to the consolidated financial statements. Bank loans and other borrowings repayable within a period of more than 1 year are set out in note 35 to the consolidated financial statements. No interest was capitalised by the Group during the year.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors of the Company as at the date of this Report, the Company believes that the number of shares of the Company which are in the hands of the public is above the relevant prescribed minimum percentage.

AUDITOR

The financial statements for the year have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment.

On behalf of the Board

WONG CHUNG MAT, BEN
Chairman and Chief Executive Officer

Hong Kong, 25 March 2013

企業管治報告書

Corporate Governance Report



本公司致力制定良好的企業管治常規及程序，所遵行的企業管治原則著重高質素之董事會、健全之內部監控，以及對全體股東之透明度及問責性。

董事認為，截至二零一二年十二月三十一日止年度內，本公司已遵守香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載企業管治常規守則（「前企業管治守則」，有效至二零一二年三月三十一日）及企業管治守則（「現有企業管治守則」或「企業管治守則」，於二零一二年四月一日生效）之守則條文，惟以下除外：(a)主席及行政總裁之職位由同一人兼任，這與守則條文A.2.1條有差異；(b)現有非執行董事概無指定任期，然而，各董事現時須根據本公司細則第112條輪值告退及接受重新選舉，這與守則條文A.4.1條有差異；(c)鑑於董事會本身將履行所有預期應由提名委員會處理之職務，故本公司目前無意成立提名委員會，這與守則條文A.5.1條至A.5.4條有差異。

二零一二年期間，聯交所已執行上市規則（尤其是企業管治守則）的修訂。為確保持續遵守企業管治守則，董事會已檢討本公司企業管治常規及作出所需變動。詳情於本企業管治報告書內披露。

董事之證券交易

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」）。經向全體董事作具體查詢後，所有董事已確認於截至二零一二年十二月三十一日止年度內已遵守標準守則所載之規定。

The Company is committed to the establishment of good corporate governance practices and procedures. The corporate governance principles of the Company emphasize a quality board, sound internal control, transparency and accountability to all shareholders.

In the opinion of the Directors, during the year ended 31 December 2012, the Company has complied with the code provisions under the Code on Corporate Governance Practices (the “Former CG Code”, effective until 31 March 2012) and the Corporate Governance Code (the “Existing CG Code” or “CG Code”, effective on 1 April 2012) as set out in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), except that (a) the positions of Chairman and Chief Executive Officer are occupied by the same person, which deviates from code provision A.2.1; (b) none of the existing Non-executive Directors is appointed for a specific term but every Director is now subject to retirement by rotation and re-election under Bye-law 112 of the Bye-laws of the Company, which deviates from code provision A.4.1; (c) the Company does not have present intention to establish a Nomination Committee in view that the Board itself shall discharge all duties expected to be dealt with by a Nomination Committee, which deviates from code provisions A.5.1 to A.5.4.

During the year of 2012, the Stock Exchange had implemented amendments to the Listing Rules, in particular, the CG Code. To ensure continued compliance with the CG Code, the Board had reviewed and made necessary changes to the corporate governance practices of the Company. Details are disclosed in this Corporate Governance Report.

DIRECTORS' SECURITIES TRANSACTION

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

董事會及行政委員會

董事會已擬備一份保留予董事會批准之事務清單。根據清單，董事會主要負責制定企業策略、通過業務計劃及監管本公司之財政及管理表現。董事會會議上討論之事項包括制定本集團策略及政策；批准重大業務、管理及財政事宜、年度預算、主要收購事項、出售事項及資本承擔；批准有關本公司組織章程及股本之事宜，以及更換董事會成員及核數師；成立董事會轄下之委員會；審閱企業管治及維持良好的內部監控系統。

本公司已成立行政委員會，委員會獲董事會授予一般權力，以處理本公司之行政及日常營運，惟載於上述保留予董事會批准之事務清單內之事項除外。行政委員會現由四名執行董事組成，分別為王忠秣先生（行政委員會主席）、王賢敏女士、陳子華先生及溫民強先生。

行政委員會亦向管理層指派多項特定責任，當中包括編製賬目；執行董事會所批准之策略及政策；日常監控預算；執行特定業務及工作項目；執行企業管治及內部監控程序以及其他合規事宜。管理層在有需要時向行政委員會提呈報告以供其審閱及作出指引。

董事會現時由五名執行董事、一名非執行董事及三名獨立非執行董事組成。董事之個人資料（包括董事會成員間之關係）刊載於本年報第14頁至17頁內。

BOARD OF DIRECTORS & ADMINISTRATIVE COMMITTEE

The Board has a schedule of matters reserved for its approval. Pursuant to the schedule, the Board is mainly responsible for formulating corporate strategies, approving business plans and supervising the Company's financial and management performance. Matters which may be discussed in Board meetings include the formulation of the Group's strategies and policies; approval of significant business, management and financial matters, annual budgets, major acquisitions, disposals and capital commitments; approval of matters relating to the Company's constitution and share capital, and change of board members and auditors; establishment of board committees; review of corporate governance and the maintenance of a sound internal control system.

The Company has established an Administrative Committee which has all the general powers delegated by the Board to deal with administration and daily operation of the Company save as those matters set out in the schedule of matters reserved to the Board mentioned above. The Administrative Committee currently comprises four Executive Directors, namely Mr. Wong Chung Mat, Ben (Chairman of the Administrative Committee), Ms. Wong Yin Man, Ada, Mr. Chan Tsze Wah, Gabriel and Mr. Wan Man Keung.

The Administrative Committee also delegates specific tasks to the management, which includes the preparation of accounts; implementation of strategies and policies approved by the Board; day-to-day monitoring of budgets; implementation of specific business and work projects; implementation of corporate governance and internal control procedures and other compliance matters. Management presents reports to the Administrative Committee for its review and guidance whenever necessary.

The Board currently comprises five Executive Directors, one Non-executive Director and three Independent Non-executive Directors. The biographical details of the Directors (including relationships among the members of the Board) are set out on pages 14 to 17 of this Annual Report.



董事會及行政委員會(續)

董事會已於二零一二年舉行四次定期會議(會議大約每季舉行一次)，以討論本公司之整體策略、經營、財務表現、企業管治常規及本公司董事與公司秘書之變更。

該四次董事會定期會議及本公司二零一二年股東週年大會之董事出席率如下：

BOARD OF DIRECTORS & ADMINISTRATIVE COMMITTEE (continued)

The Board held four regular Board meetings in 2012 at approximately quarterly intervals to discuss the overall strategy, operation, financial performance, corporate governance practices and changes of Directors and Company Secretary of the Company.

The attendance of the Directors at the four regular Board meetings and the 2012 annual general meeting of the Company was as follows:

		董事會會議 出席率 Attendance at Board meetings	股東大會 出席率 Attendance at general meeting
執行董事	Executive Directors		
王忠秣先生 (主席兼行政總裁)	Mr. Wong Chung Mat, Ben (Chairman and Chief Executive Officer)	4/4	1/1
王賢敏女士	Ms. Wong Yin Man, Ada	4/4	1/1
王忠楛先生(於二零一二年 五月三十日退休)	Mr. Wong Chung Ah, Johnny (retired on 30 May 2012)	0/1	1/1
陳子華先生	Mr. Chan Tsze Wah, Gabriel	4/4	1/1
譚靜安先生	Mr. Tan Chang On, Lawrence	4/4	0/1
溫民強先生	Mr. Wan Man Keung	4/4	1/1
非執行董事	Non-executive Director		
麥競敏先生(於二零一二年 七月一日獲委任)	Mr. Mak King Mun, Philip (appointed on 1 July 2012)	2/2	0/0
獨立非執行董事	Independent Non-executive Directors		
李家祥博士	Dr. Li Ka Cheung, Eric	4/4	0/1
楊孫西博士	Dr. Yu Sun Say	4/4	1/1
葉天養先生	Mr. Alfred Donald Yap	4/4	1/1

由於個人事務，李家祥博士(為獨立非執行董事及審核委員會主席)未能出席本公司之二零一二年股東週年大會。根據守則條文E.1.2條，彼已委任另一名審核委員會委員楊孫西博士，代表其出席會議並在會上代表審核委員會回答相關之提問。

Due to personal engagement, Dr. Li Ka Cheung, Eric (being an Independent Non-executive Director and the Chairman of the Audit Committee) was unable to attend the 2012 annual general meeting of the Company. Pursuant to the code provision E.1.2, he had appointed the other member of the Audit Committee, Dr. Yu Sun Say as his delegate to attend and answer relevant questions at the meeting on behalf of the Audit Committee.

董事會及行政委員會(續)

於舉行董事會會議前，董事會獲提供所有所需資料以考慮將予討論之事項。所有董事會會議按正式議程進行。於董事會會議處理之所有事務均載入有關會議之會議記錄。董事會若干決定乃以全體董事通過書面決議案之方式作出。所有董事會成員可向公司秘書尋求意見及獲取服務。倘有需要，董事亦可向外尋求專業意見，費用由本公司支付。

董事培訓

年內，全部董事均已參與持續專業發展，以發展並更新彼等作為上市公司董事之知識及技能。每位董事均已向本公司提供其於年內接受培訓之記錄，有關培訓之方式如下：

BOARD OF DIRECTORS & ADMINISTRATIVE COMMITTEE (continued)

Before holding of a Board meeting, the Board is supplied with all necessary information to enable it to consider the matters to be discussed. A formal agenda is followed in all Board meetings. All business transacted at the Board meetings is documented in the minutes of such meeting. Some Board decisions are made by way of written resolutions of all Directors. All Board members have access to the advice and services of the Company Secretary. If necessary, Directors also have access to external professional advice at the expense of the Company.

DIRECTORS' TRAINING

During the year, all Directors have participated in continuous professional development to develop and refresh their knowledge and skills as Directors of a listed company. Each of the Directors has provided to the Company a record of training received during the year. The means of such training are as follows:

培訓方式		Means of training	
執行董事			
王忠秣先生 (主席兼行政總裁)	培訓課程	Mr. Wong Chung Mat, Ben (Chairman and Chief Executive Officer)	training course
王賢敏女士	培訓課程	Ms. Wong Yin Man, Ada	training course
陳子華先生	培訓課程	Mr. Chan Tsze Wah, Gabriel	training course
譚靜安先生	培訓課程	Mr. Tan Chang On, Lawrence	training course
溫民強先生	培訓課程	Mr. Wan Man Keung	training course
非執行董事			
麥競敏先生	培訓課程	Mr. Mak King Mun, Philip	training course
獨立非執行董事			
李家祥博士	培訓課程／ 座談會／ 工作坊／ 簡報會／講座	Dr. Li Ka Cheung, Eric	training courses/ forums/ workshop/ briefing/talks
楊孫西博士	培訓課程	Dr. Yu Sun Say	training course
葉天養先生	培訓課程／ 閱讀材料	Mr. Alfred Donald Yap	training courses/ reading materials



主席兼行政總裁

王忠秣先生為本集團主席兼行政總裁，自二零零三年二月起一直兼任這兩個職位。在容許兩個職位由同一人擔任時，本公司已考慮以下事項：

- (a) 兩個職位均須對本集團業務具備透徹了解及豐富經驗。本集團內外均難以遇到同時具備合適知識、經驗及領導才能之人選。倘任何一個職位由不符合資格之人士擔任，可能會拖累本集團之表現。
- (b) 本公司相信，董事會及其獨立非執行董事之監察可提供一個有效之制衡機制，並確保可足夠代表股東利益。

非執行董事

本公司認為非執行董事及獨立非執行董事由工業、技術、財務及法律專才組成，能夠就制定策略及其他財政或監管規定向董事會及管理層提供意見。根據上市規則之規定，獨立非執行董事已分別向本公司提供有關其獨立性之年度確認書。本公司認為所有獨立非執行董事均具獨立性。

本公司現有非執行董事(包括獨立非執行董事)概無指定任期。然而，本公司各董事現時須根據本公司細則第112條輪值告退並接受重新選舉。因此，本公司認為已採取足夠措施，確保本公司之企業管治常規不遜於企業管治守則所載者。

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Mr. Wong Chung Mat, Ben is the Group's Chairman and Chief Executive Officer and has occupied these two positions since February 2003. In allowing the two positions to be occupied by the same person, the Company has considered the following:

- (a) Both positions require in-depth knowledge and considerable experience of the Group's business. Candidates with the suitable knowledge, experience and leadership are difficult to find both within and outside the Group. If either of the positions is occupied by an unqualified person, the Group's performance could be gravely compromised.
- (b) The Company believes that the supervision of the Board and its Independent Non-executive Directors can provide an effective check and balance mechanism and ensures that the interests of the shareholders are adequately represented.

NON-EXECUTIVE DIRECTORS

The Company is satisfied that its Non-executive and Independent Non-executive Directors comprise a good mix of industrial, technical, financial and legal expertise to advise the Board and the management team on strategy formulation and other financial or regulatory requirements. Pursuant to the requirement in the Listing Rules, each of the Independent Non-executive Directors has provided an annual confirmation of independence to the Company. The Company considers all of the Independent Non-executive Directors to be independent.

None of the existing Non-executive Directors (including Independent Non-executive Directors) of the Company is appointed for a specific term. However, every Director of the Company is now subject to retirement by rotation and re-election under Bye-law 112 of the Bye-laws of the Company. As such, the Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the CG Code.

薪酬委員會

本公司已成立薪酬委員會，由兩名獨立非執行董事(楊孫西博士(薪酬委員會主席)及葉天養先生)及一名執行董事(陳子華先生)組成。

根據現有企業管治守則，薪酬委員會已採納一種顧問模式，據此，薪酬委員會將擔當向董事會提供建議之角色，而批准執行董事及高級管理層薪酬之最終權力，則保留予董事會。薪酬委員會之主要責任包括就本公司全體董事及高級管理層之薪酬政策及架構提供建議、因應董事會所訂企業方針及目標而檢討及批准管理層之薪酬建議，並就個別執行董事及高級管理層之薪酬待遇提供建議。

於截至二零一二年十二月三十一日止年度內，薪酬委員會曾舉行一次會議，以審閱董事及高級管理層之薪酬待遇，考慮修訂薪酬委員會職權範圍之建議，並對薪酬委員會之表現及組成進行年審。

該次會議之薪酬委員會委員出席率如下：

REMUNERATION COMMITTEE

The Company has established a Remuneration Committee which comprises two Independent Non-executive Directors, namely Dr. Yu Sun Say (Chairman of the Remuneration Committee) and Mr. Alfred Donald Yap, and one Executive Director, namely Mr. Chan Tsze Wah, Gabriel.

Pursuant to the Existing CG Code, an advisory model has been adopted by the Remuneration Committee under which the Remuneration Committee shall perform an advisory role to the Board, with the Board retaining the final authority to approve Executive Directors' and senior management's remuneration. The principal responsibilities of the Remuneration Committee include making recommendations on the Company's policy and structure for all Directors' and senior management's remuneration, reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and objectives, and making recommendations on the remuneration packages of individual Executive Directors and senior management.

During the year ended 31 December 2012, the Remuneration Committee held one meeting to review the remuneration packages of the Directors and senior management, consider the proposed amendments to the Terms of Reference of the Remuneration Committee and to conduct an annual review of the performance and constitution of the Remuneration Committee.

The attendance of the Remuneration Committee members at this meeting was as follows:

		出席率 Attendance
獨立非執行董事	Independent Non-executive Directors	
楊孫西博士(主席)	Dr. Yu Sun Say (Chairman)	1/1
葉天養先生	Mr. Alfred Donald Yap	1/1
執行董事	Executive Director	
陳子華先生	Mr. Chan Tsze Wah, Gabriel	1/1



薪酬委員會(續)

本公司之薪酬政策乃設立並維持合適及具競爭力之酬金以吸引、挽留及激勵僱員成功推動本集團業務。董事之酬金乃根據各董事預計所需付出之時間及努力、彼等於本公司之職責、本公司之薪酬政策及市場價格作基準。

提名董事

鑑於董事會本身將履行所有預期應由提名委員會處理之職務，故本公司目前無意成立提名委員會。

REMUNERATION COMMITTEE (continued)

The Company's remuneration policy is to establish and maintain an appropriate and competitive level of remuneration to attract, retain and motivate employees to run the Group successfully. The emoluments of Directors are based on the anticipated time and effort required from each Director, duties and responsibilities with the Company, the Company's remuneration policy and market benchmark.

NOMINATION OF DIRECTORS

The Company does not have present intention to establish a Nomination Committee in view that the Board itself shall discharge all duties expected to be dealt with by a Nomination Committee.

提名董事(續)

此外，於截至二零一二年十二月三十一日止年度內，提名董事之政策及程序已以書面形式列載並由董事會採納作為指引，確保在委任具備合適經驗及能力之新董事時有正式、合宜及透明的程序可循，以維持及改善本公司之競爭力。其次，董事會已議決由二零一二年七月一日起委任麥競敏先生為本公司新增之非執行董事。於本年度舉行之四次定期董事會會議中，兩次為有關提名董事之事宜，該兩次董事會會議之出席率如下：

NOMINATION OF DIRECTORS (continued)

In addition, during the year ended 31 December 2012, the policy and procedure for nomination of Directors have been set out in writing and adopted by the Board to serve as a guideline in order to ensure that there is a formal, considered and transparent procedure for the appointment of new Directors with suitable experience and capabilities to maintain and improve the competitiveness of the Company. Also, the Board has resolved to appoint Mr. Mak King Mun, Philip as an additional Non-executive Director of the Company on 1 July 2012. Amongst the four regular Board meetings held during the year, two were related to matters concerning nomination of Directors. The attendance of the Directors at these two Board meetings was as follows:

		出席率 Attendance
執行董事		
Executive Directors		
王忠秣先生(主席兼行政總裁)	Mr. Wong Chung Mat, Ben (Chairman and Chief Executive Officer)	2/2
王賢敏女士	Ms. Wong Yin Man, Ada	2/2
王忠樞先生 (於二零一二年五月三十日退任)	Mr. Wong Chung Ah, Johnny (retired on 30 May 2012)	0/1
陳子華先生	Mr. Chan Tsze Wah, Gabriel	2/2
譚靜安先生	Mr. Tan Chang On, Lawrence	2/2
溫民強先生	Mr. Wan Man Keung	2/2
非執行董事		
Non-executive Director		
麥競敏先生 (於二零一二年七月一日獲委任)	Mr. Mak King Mun, Philip (appointed on 1 July 2012)	0/0
獨立非執行董事		
Independent Non-executive Directors		
李家祥博士	Dr. Li Ka Cheung, Eric	2/2
楊孫西博士	Dr. Yu Sun Say	2/2
葉天養先生	Mr. Alfred Donald Yap	2/2



提名董事(續)

按照提名董事之政策和程序，董事會倘有需要委任新董事，須根據來自現任董事會成員、管理團隊、認識候選人的其他人士及(如適合)專業獵頭公司的推薦意見，編製一份候選董事名單。董事會須按候選董事之品格、誠信、承諾、知識及能力、於其事業領域、專業之成就或個人聲譽、與董事會現行需要相關之特定經驗或專業知識進行初步評估，而倘為新候選獨立董事，則須評估其是否被視為獨立。董事會其後須篩選及推薦一名或以上候選人進行面試。最後，最合適的人選須推薦予全體董事會以作考慮。

企業管治職能

本公司致力達到良好企業管治，以保障股東利益，提升企業價值及問責性。

本公司已於二零一二年三月採納職權範圍，列出董事會在企業管治方面之職責，包括(但不限於)完善本公司之企業管治政策及常規，並提出修改和更新之建議；檢討董事和高級管理層之培訓及持續專業發展；並監察本公司在遵守法律及監管規定方面之政策及常規。

於截至二零一二年十二月三十一日止年度內，董事會已審視有關企業管治之政策及常規，尤其董事會之組成、董事培訓，以及遵守企業管治守則、法律及監管規定之狀況。

NOMINATION OF DIRECTORS (continued)

According to the policy and procedure for nomination of Directors, where a need is identified and arises for the appointment of a new Director to the Board, a list of potential candidates should be compiled based on recommendations from existing Board members, management team, other individuals who know the candidates and, if it deems appropriate, a professional search firm. The Board shall conduct an initial evaluation of the potential candidates based on the character, integrity, commitment, knowledge and ability, accomplishment in his own field, professional or personal reputation, particular experience or expertise relevant to the current needs of the Board, and in case of a new Independent Director candidate, whether he would be considered independent. The Board shall then select and recommend one or more candidates for interview. Lastly, the best available candidate shall be recommended for consideration by the Board as a whole.

CORPORATE GOVERNANCE FUNCTIONS

The Company is committed to achieving high standards of corporate governance to safeguard the interests of shareholders and to enhance corporate value and accountability.

The Terms of Reference has been adopted in March 2012, setting out the corporate governance duties to be performed by the Board, including (but not limited to) development of the Company's policies and practices on corporate governance and making recommendations on changes and updating; review of the training and continuous professional development of Directors and senior management; and monitor the Company's policies and practices on compliance with legal and regulatory requirements.

During the year ended 31 December 2012, the Board has reviewed the policies and practices on corporate governance, in particular, Board constitution, training of Directors and compliance with the CG Code, legal and regulatory requirements.

內部監控

董事會對維持本集團穩健有效之內部監控負有整體責任，並透過審核委員會檢討內部監控之有效性。內部審核部門對本集團之內部監控系統定期進行內部檢討，當中包括財務、營運、合規監控及風險管理功能。監管委員會由本集團行政人員組成，彼等定期開會，檢討內部審核部門進行內部審核工作之發現及意見，並提出相關建議。監管委員會之行政人員亦確保監控弱點已向有關部門有效溝通，並監察有關部門其後就其建議作出之行動。內部審核部門將向監督本集團內部監控有效性之審核委員會就其發現及意見作出匯報。

本集團內部監控系統旨在提供合理而非絕對之保障，以防範出現重大錯誤陳述或損失，並管理而非消除營運系統失效之風險，從而令本集團可達到其目標。於二零一二年，董事會並無識別到任何重大之內部監控弱點。審核委員會對目前已就鑒別、評估及管理本集團所面對風險設定之持續進程序感到滿意。

核數師酬金

截至二零一二年十二月三十一日止年度，已付或應付外聘核數師羅兵咸永道會計師事務所之酬金載列如下：

INTERNAL CONTROL

The Board has overall responsibility for maintaining sound and effective internal controls of the Group and reviewing its effectiveness through the Audit Committee. The Internal Audit Department conducts regular internal reviews of the Group's internal control system covering the financial, operational and compliance controls as well as risk management functions. The Compliance Committee which comprises the executives of the Group meets regularly to review the findings and opinions of internal audits conducted by the Internal Audit Department and makes the relevant recommendations. The executives from the Compliance Committee will also ensure the control weaknesses are effectively communicated to the relevant departments and monitor the follow-up actions in response to its recommendations. The Internal Audit Department will also report their findings and advice to the Audit Committee which oversees the effectiveness of the Group's internal control.

The purpose of the Group's internal control is to provide reasonable, but not absolute assurance against material misstatement or loss and to manage rather than eliminate risks of failure in operational system so that the Group's objectives can be reached. For the year of 2012, the Board has not identified any critical internal control weaknesses. The Audit Committee is satisfied that there is an ongoing process in place for identifying, evaluating and managing the significant risks faced by the Group.

AUDITOR'S REMUNERATION

For the year ended 31 December 2012, the remuneration paid or payable to the external auditor, PricewaterhouseCoopers, is set out as follows:

		總額(港幣) Amount (HK\$)
核數服務	Audit services	2,336,000
非核數服務	Non-audit services	
– 稅務諮詢服務	– tax consultancy services	300,000
– 董事培訓服務	– Directors' training services	30,500
		2,666,500



審核委員會

本公司已成立審核委員會，由三名獨立非執行董事組成，包括李家祥博士（審核委員會主席）、楊孫西博士及葉天養先生。

審核委員會之主要職責包括監察本集團之財務報告系統及內部監控程序、審閱本集團之財務資料及檢討本公司與核數師之關係。

於截至二零一二年十二月三十一日止年度內，審核委員會分別與外聘核數師會面兩次及進行三次會議，以考慮修訂審核委員會職權範圍之建議，審核本集團採納之會計政策及常規，討論核數、內部監控及財務報告事宜，當中包括審核本集團二零一一年末期業績及二零一二年中期業績。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財務報表。

該三次會議之審核委員會委員出席率如下：

AUDIT COMMITTEE

The Company has established an Audit Committee which comprises three Independent Non-executive Directors, namely Dr. Li Ka Cheung, Eric (Chairman of the Audit Committee), Dr. Yu Sun Say and Mr. Alfred Donald Yap.

The principal duties of the Audit Committee include the oversight of the Group's financial reporting system and internal control procedures, review of the Group's financial information and review of the relationship with the auditors of the Company.

During the year ended 31 December 2012, the Audit Committee separately met with the external auditors two times and held three meetings to consider the proposed amendments to the Terms of Reference of the Audit Committee, review the accounting principles and practices adopted by the Group, discuss auditing, internal control and financial reporting matters including a review of the 2011 final results and 2012 interim results of the Group. It has reviewed the audited financial statements of the Group for the year ended 31 December 2012.

The attendance of the Audit Committee members at the three meetings was as follows:

		出席率 Attendance
獨立非執行董事	Independent Non-executive Directors	
李家祥博士(主席)	Dr. Li Ka Cheung, Eric (<i>Chairman</i>)	3/3
楊孫西博士	Dr. Yu Sun Say	3/3
葉天養先生	Mr. Alfred Donald Yap	3/3

董事及核數師對財務報表之責任

有關董事及核數師編製本集團綜合財務報表之責任刊載於本年報第50頁至52頁之「獨立核數師報告」內。

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR FINANCIAL STATEMENTS

The responsibilities of the Directors and the auditor for preparing the consolidated financial statements of the Group are set out in the "Independent Auditor's Report" on pages 50 to 52 of this Annual Report.

股東權益

以下程序須受本公司之公司細則、一九八一年百慕達公司法及適用法律和規例所規限。

股東召開股東特別大會(「股東特別大會」)的程序

1. 於遞交要求當日持有不少於附帶權利可於本公司股東大會上投票之本公司繳足股本十分之一(1/10)之股東，於任何時間均有權向本公司註冊辦事處(地址為Clarendon House, Church Street, Hamilton HM 11, Bermuda)及其主要辦事處(地址為香港九龍官塘偉業街108號絲寶國際大廈17樓)送交書面要求，並註明收件人為本公司之公司秘書，要求董事會召開股東特別大會，以處理該要求所指明之任何事務，而有關大會須於遞交該要求後兩(2)個月內舉行。
2. 書面要求須列明股東大會之目的、經有關股東簽署，並可由多份相同格式之文件組成，而每份文件須由一名或多名該等股東簽署。
3. 倘要求適當，公司秘書將要求董事會根據法例規定向全體登記股東送達充分通知後召開股東特別大會。相反，倘要求無效，則向有關股東告知此結果，亦將不會應要求召開股東特別大會。

SHAREHOLDERS' RIGHTS

The following procedures are subject to the Company's By-laws, the Bermuda Companies Act 1981 and applicable legislation and regulation.

Procedures for shareholder(s) to convene a special general meeting ("SGM")

1. Shareholder(s) holding at the date of deposit of the requisition not less than one-tenth (1/10) of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition sent to the Company's registered office at Clarendon House, Church Street, Hamilton HM 11, Bermuda and its principal office at 17/F, C-Bons International Center, No. 108 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong, for the attention of the Company Secretary of the Company, to require a SGM to be called by the Board of Directors for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition.
2. The written requisition must state the purposes of the general meeting, signed by the shareholder(s) concerned and may consist of several documents in like form, each signed by one or more of those shareholders.
3. If the requisition is in order, the Company Secretary will ask the Board of Directors to convene a SGM by serving sufficient notice in accordance with the statutory requirements to all the registered shareholders. On the contrary, if the requisition is invalid, the shareholder(s) concerned will be advised of this outcome and accordingly, a SGM will not be convened as requested.



股東權益(續)

股東召開股東特別大會(「股東特別大會」)的程序(續)

4. 向全體登記股東發出通知以供考慮由有關股東於股東特別大會上提出建議之期限，因建議性質而異，詳情如下：
 - (i) 倘建議構成本公司之特別決議案(除用作更正明顯錯誤之純粹文書修訂外，不得予以修訂)，則須最少發出二十一(21)個整日及不少於十(10)個完整營業日之書面通知；及
 - (ii) 倘建議構成本公司之普通決議案，則須最少發出十四(14)個整日及不少於十(10)個完整營業日之書面通知。

股東於股東大會提出建議(提名他人參選董事除外)的程序

1. 本公司每年舉行一次股東週年大會(「股東週年大會」)，並可於必要時舉行稱為股東特別大會之股東大會。
2. 持有(i)有權於股東大會上投票之全體股東總投票權不少於二十分之一(1/20)之股東，或(ii)不少於100名股東，可提交擬於股東週年大會上所動議決議案之書面要求；或就於特定股東大會上任何所動議決議案所述事項或將處理之事務提交不超過1,000字之陳述。

SHAREHOLDERS' RIGHTS (continued)

Procedures for shareholder(s) to convene a special general meeting ("SGM") (continued)

4. The notice period to be given to all the registered shareholders for consideration of the proposal raised by the shareholder(s) concerned at a SGM varies according to the nature of the proposal, as follows:
 - (i) at least twenty-one (21) clear days' and not less than ten (10) clear business days' notice in writing if the proposal constitutes a special resolution of the Company, which cannot be amended other than to a mere clerical amendment to correct a patent error; and
 - (ii) at least fourteen (14) clear days' and not less than ten (10) clear business days' notice in writing if the proposal constitutes an ordinary resolution of the Company.

Procedures for shareholders to make proposals at general meeting other than a proposal of a person for election as director

1. The Company holds an annual general meeting ("AGM") every year, and may hold a general meeting known as a special general meeting whenever necessary.
2. Shareholder(s) of the Company holding (i) not less than one-twentieth (1/20) of the total voting rights of all shareholders having the right to vote at the general meeting; or (ii) not less than 100 shareholders, can submit a written request stating the resolution intended to be moved at the AGM; or a statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at a particular general meeting.

股東權益(續)

股東於股東大會提出建議(提名他人參選董事除外)的程序(續)

3. 書面要求/陳述須由有關股東簽署，並於股東週年大會舉行前不少於六(6)星期(倘要求提供決議案通知)或於股東大會舉行前一(1)星期(倘為任何其他要求)送交至本公司註冊辦事處(地址為Clarendon House, Church Street, Hamilton HM 11, Bermuda)及其主要辦事處(地址為香港九龍官塘偉業街108號絲寶國際大廈17樓)，並註明收件人為本公司之公司秘書。
4. 倘書面要求適當，公司秘書將要求本公司董事會(i)將決議案列入股東週年大會議程；或(ii)就股東大會傳閱陳述，惟有關股東已支付經董事會釐定之合理金額之費用，足以支付本公司根據法例規定向全體登記股東送達決議案通知及/或傳閱有關股東提交之陳述。相反，倘要求無效，或有關股東並無支付足夠金額以支付本公司就上述目的所需費用，則所提呈決議案將不會列入股東週年大會議程，亦將不會就股東大會傳閱陳述。

另一份載有關於股東提名董事候選人的程序之文件，亦已刊登於本公司網址。

SHAREHOLDERS' RIGHTS (continued)

Procedures for shareholders to make proposals at general meeting other than a proposal of a person for election as director (continued)

3. The written request/statements must be signed by the shareholder(s) concern and deposited at the Company's registered office at Clarendon House, Church Street, Hamilton HM 11, Bermuda and its principal office at 17/F, C-Bons International Center, No. 108 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong, for the attention of the Company Secretary of the Company, not less than six (6) weeks before the AGM in the case of a requisition requiring notice of a resolution and not less than one (1) week before the general meeting in the case of any other requisition.
4. If the written request is in order, the Company Secretary will ask the Board of Directors of the Company (i) to include the resolution in the agenda for the AGM; or (ii) to circulate the statement for the general meeting, provided that the shareholder(s) concerned have deposited a sum of money reasonably determined by the Board of Directors sufficient to meet the Company's expenses in serving the notice of the resolution and/or circulating the statement submitted by the shareholder(s) concerned in accordance with the statutory requirements to all the registered shareholders. On the contrary, if the requisition is invalid or the shareholder(s) concerned have failed to deposit sufficient money to meet the Company's expenses for the said purposes, the shareholder(s) concerned will be advised of this outcome and accordingly, the proposed resolution will not be included in the agenda for the AGM; or the statement will not be circulated for the general meeting.

A separate document containing the procedures for a shareholder to propose a person for election as a director is also published on the website of the Company.



股東權益(續)

股東向董事會提出查詢的程序

一九八一年百慕達公司法或本公司之公司細則概無條文規定股東向本公司董事會提出查詢之程序。股東理應可於任何時間按下列地址或透過下列傳真號碼或電郵地址以書面方式送交其查詢：

地址： 香港九龍官塘偉業街108號
絲寶國際大廈17樓
(註明收件人為公司秘書或
董事會主席)

傳真： (852) 2797 8076

電郵： enquiry@wih.com.hk

組織章程文件之變動

根據二零一二年五月三十日舉行之本公司股東週年大會上通過之特別決議案，已對本公司之公司細則作出修訂，以使公司細則與上市規則及一九八一年百慕達公司法近期之修訂一致。此外，經修訂上市規則亦要求上市公司於公司及聯交所網站刊登最新及整合之公司組織章程文件，有見及此，本公司於同一會議上亦已採納一份新公司細則，其已整合了所有該等修訂及所有先前已根據股東於股東大會上通過之決議案作出之修訂。有關詳情已載於本公司二零一二年四月十七日刊發之通函內。本公司現行公司細則亦可於本公司及聯交所網站取得。

何婉芬 ACIS, ACS
公司秘書

香港，二零一三年三月二十五日

SHAREHOLDERS' RIGHTS (continued)

Procedures by which enquiries may be put to the Board of Directors by shareholders

There are no provisions in the Bermuda Companies Act 1981 or in the Bye-laws of the Company that provide for a procedure by which shareholder(s) may put forward an enquiry to the Board of Directors of the Company. A shareholder may, of course, at any time send their enquiries in writing to the Board of Directors of the Company at the following address or via the following facsimile number or email address:

Address: 17/F, C-Bons International Center, No. 108 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong
(For the attention of the Company Secretary or Chairman of the Board)

Fax: (852) 2797 8076

Email: enquiry@wih.com.hk

CHANGES IN CONSTITUTIONAL DOCUMENTS

Pursuant to a special resolution passed at the annual general meeting of the Company held on 30 May 2012, amendments were made to the Bye-laws of the Company to bring them in line with the recent amendments to the Listing Rules and the Bermuda Companies Act 1981. In addition, at the same meeting, a new set of Bye-laws which consolidates all such amendments and all previous amendments made pursuant to resolutions passed by shareholders at general meetings was adopted as the new Bye-laws of the Company in light of the amended Listing Rules which requires a listed company to publish an updated and consolidated version of its constitutional documents on the websites of both the company and the Stock Exchange. Further details in this relation were set out in the Circular issued by the Company on 17 April 2012. The current Bye-laws of the Company can also be found in the websites of the Company and the Stock Exchange.

HO YUEN FAN ACIS, ACS
Company Secretary

Hong Kong, 25 March 2013

管理層討論及分析 Management Discussions and Analyses

於二零一二年十二月三十一日，本集團之資產總值為港幣2,717,000,000元，較去年增長港幣109,000,000元。總資產變動分析如下：

The Group's total assets were HK\$2,717 million as at 31 December 2012 with a increase of HK\$109 million as compared with last year. The changes are analyzed as below:

		增加／(減少) Increase/(decrease) 港幣百萬元 HK\$'M
物業、廠房及設備及租賃土地及 土地使用權	Property, plant and equipment, and leasehold land and land use rights	(1)
投資物業	Investment properties	13
聯營公司的投資	Investments in associates	(7)
於共同控制實體的權益	Interests in jointly controlled entities	49
無形資產	Intangible assets	5
可供出售金融資產	Available-for-sale financial assets	8
應收聯營公司款項	Amount due from associates	(28)
存貨	Inventories	25
應收貿易賬款	Trade receivables	(94)
預付款項、訂金及其他應收賬款	Prepayment, deposits and other receivables	22
現金及現金等價物	Cash and cash equivalents	120
其他	Sundries	(3)
		109

物業、廠房及設備、及租賃土地及土地使用權減少港幣1,000,000元，主要由於年內有港幣5,000,000元的越南土地預付款撥充資本，以及年內港幣32,000,000元的添置，部分與折舊及攤銷支出約港幣38,000,000元抵銷。

Property, plant and equipment, and leasehold land and land use rights were decreased by HK\$1 million, primarily as a result of capitalising Vietnam land prepayment of HK\$5 million, and the new addition during the year of HK\$32 million, partly offset by the depreciation and amortisation charges of approximately HK\$38 million.

投資物業增加港幣13,000,000元，是因有利中心及南豐廣場的估值提升，分別增加港幣12,000,000元及港幣1,000,000元。

Investment properties were increased by HK\$13 million due to the favorable revaluation of Yau Lee Centre, up by HK\$12 million and Nam Fung Plaza, up by HK\$1 million.

聯營公司的投資下跌港幣7,000,000元，皆因結束於旭電 – 王氏的投資所獲之投資回報。

Investments in associates fell by HK\$7 million due to the return of investment upon liquidation of investment in Solectron-Wongs.

於共同控制實體的權益增加港幣49,000,000元，原因為投入官塘物業發展項目的新增資本投資。

Interests in jointly controlled entities were increased by HK\$49 million due to the new capital investment to the Kwun Tong property development project.

管理層討論及分析 Management Discussions and Analyses



無形資產增加港幣5,000,000元，是因為全新的原設計製造項目所涉及的發展開支的資本化。

Increase in intangible assets by HK\$5 million was a result of capitalisation of development expenses for a new ODM project.

可供出售金融資產增加港幣8,000,000元，原因是Focus Media Network Limited投資的港幣12,000,000元公允價值增加，與FiMax Technology Limited投資的港幣4,000,000元減值虧損抵銷。

Available-for-sale financial assets were increased by HK\$8 million due to fair value increase of Focus Media Network Limited investment of HK\$12 million offset by the impairment loss of FiMax Technology Limited investment of HK\$4 million.

應收聯營公司款項減少港幣28,000,000元，是由於Ming Dragon Limited及C-Mac-Wong's Industries Holdings Ltd.償還的款項淨額分別港幣25,000,000元及港幣3,000,000元。

Decrease in amount of HK\$28 million due from associates was due to net repayment from Ming Dragon Limited for HK\$25 million and C-Mac-Wong's Industries Holdings Ltd. for HK\$3 million.

存貨增加港幣25,000,000元，是由於二零一三年第一季的客戶需求較對上一年增加。

Increase in inventory of \$25 million was caused by the relative increase in customer demand for the first quarter of 2013 compared to last year.

應收賬款減少港幣94,000,000元，主要由於年內收益下跌。

Decrease in accounts receivable of HK\$94 million was mainly due to revenue decrease during the year.

預付款項、訂金及其他應收賬款增加港幣22,000,000元，主要因為沙井合約加工廠房所持有之現金港幣13,000,000元、港幣2,000,000元的原材料採購預付款及港幣7,000,000元其他項目增加。

Increase in prepayments, deposits and other receivables of HK\$22 million was mainly due to increase of HK\$13 million cash held by the contract processing factory in Shajing, HK\$2 million advanced payment for raw material purchase and HK\$7 million other items.

現金及現金等價物增加港幣120,000,000元，主要由於業務經營產生正現金流量。

Cash and cash equivalents, were increased by HK\$120 million mainly due to the positive cash flow from the operations.

獨立核數師報告 Independent Auditor's Report



羅兵咸永道

致王氏國際(集團)有限公司股東

(於百慕達註冊成立的有限公司)

本核數師(以下簡稱「我們」)已審核列載於第53頁至第160頁王氏國際(集團)有限公司(以下簡稱「貴公司」)及其附屬公司(統稱「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資產負債表與截至該日止年度的綜合收益表、綜合全面收入表、綜合權益變動表和綜合現金流量表，以及主要會計政策概要及其他附註解釋資料。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》的披露規定編製綜合財務報表，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。

TO THE SHAREHOLDERS OF WONG'S INTERNATIONAL (HOLDINGS) LIMITED

(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Wong's International (Holdings) Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 53 to 160 which comprise the consolidated and company balance sheets as at 31 December 2012, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement 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.

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核數師的責任

我們的責任是根據我們的審核對該等綜合財務報表作出意見，並按照百慕達《一九八一年公司法》第90條僅向整體股東報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

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

審核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核憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致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，以設計適當的審核程序，但目的並非為對公司內部控制的有效性發表意見。審核亦包括評價董事所採用的會計政策的合適性及作出的會計估計的合理性，以及評價綜合財務報表的整體列報方式。

我們相信，我們所獲得的審核憑證能充足和適當地為我們的審核意見提供基礎。



羅兵咸永道

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda 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.



羅兵咸永道

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》的披露規定妥為編製。

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.

羅兵咸永道會計師事務所
執業會計師

香港，二零一三年三月二十五日

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 25 March 2013

綜合收益表

Consolidated Income Statement

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



			二零一二年 2012 港幣千元 HK\$'000	經重列 As restated (附註2) (Note 2) 二零一一年 2011 港幣千元 HK\$'000
		附註 Note		
收益	Revenue	5	3,342,947	3,917,124
其他收入	Other income	6	37,419	18,909
製成品及在製品存貨之 變動	Changes in inventories of finished goods and work in progress		15,192	(20,217)
所使用之原料及消耗品	Raw materials and consumables used		(2,615,152)	(3,088,015)
僱員福利開支	Employee benefit expenses	7	(421,452)	(404,703)
折舊及攤銷 支出	Depreciation and amortisation charges	8	(38,420)	(42,729)
其他經營支出	Other operating expenses	8	(223,889)	(225,248)
投資物業公允價值 變動	Change in fair value of investment properties	17	12,500	11,050
其他收益 – 淨額	Other gains – net	9	5,712	16,371
營運利潤	Operating profit		114,857	182,542
融資收入	Finance income	11	10,545	7,301
融資成本	Finance costs	11	(6,272)	(7,288)
應佔聯營公司利潤/ (虧損)	Share of profit/(loss) of associates	19	4,225	(228)
應佔共同控制實體 虧損	Share of loss of jointly controlled entities	20	(72)	(238)
視作出售一間聯營公司之 收益	Gain on deemed disposal of an associate	21	–	25,947
除所得稅前利潤	Profit before income tax		123,283	208,036
所得稅開支	Income tax expense	12	(23,696)	(31,385)
除所得稅後利潤	Profit after income tax		99,587	176,651
本公司擁有人應佔 利潤	Profit attributable to owners of the Company		100,332	177,305
非控股權益	Non-controlling interests		(745)	(654)
			99,587	176,651
股息	Dividends	14	26,219	35,529
本公司擁有人 應佔年度 每股盈利	Earnings per share attributable to owners of the Company during the year			
每股基本盈利	Basic earnings per share	15	港幣HK\$0.21元	港幣HK\$0.38元
每股攤薄盈利	Diluted earnings per share	15	港幣HK\$0.21元	港幣HK\$0.37元

第61至160頁之附註為該綜合財務報表之組成部分。

The notes on pages 61 to 160 are an integral part of these consolidated financial statements.

綜合全面收入表

Consolidated Statement of Comprehensive Income

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

		二零一二年 2012 港幣千元 HK\$'000	經重列 As restated (附註2) (Note 2) 二零一一年 2011 港幣千元 HK\$'000
年度利潤	Profit for the year	99,587	176,651
其他全面收入：	Other comprehensive income:		
可供出售金融資產 公允價值變動	Changes in fair value of available-for-sale financial assets	11,683	602
貨幣換算差額	Currency translation differences	8,032	27,236
轉撥自集團旗下公司 物業至投資物業之 物業重估盈餘	Surplus on revaluation of property transferred from owner-occupied property to investment property	500	-
年度其他全面收入， 已扣稅	Other comprehensive income for the year, net of tax	20,215	27,838
年度全面收入總額	Total comprehensive income for the year	119,802	204,489
應佔：	Attributable to:		
本公司擁有人	Owners of the Company	120,466	205,155
非控股權益	Non-controlling interests	(664)	(666)
年度全面收入總額	Total comprehensive income for the year	119,802	204,489

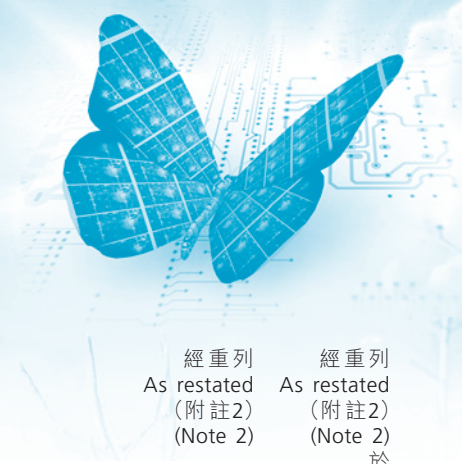
第61至160頁之附註為該綜合財務報表之組成部分。

The notes on pages 61 to 160 are an integral part of these consolidated financial statements.

綜合資產負債表

Consolidated Balance Sheet

於二零一二年十二月三十一日 At 31 December 2012



			經重列 As restated (附註2) (Note 2)	經重列 As restated (附註2) (Note 2)
			於 二零一二年 一月一日	於 二零一一年 一月一日
		附註 Note	As at 31 December 2012 港幣千元 HK\$'000	As at 1 January 2011 港幣千元 HK\$'000
資產	ASSETS			
非流動資產	Non-current assets			
物業、廠房及設備	Property, plant and equipment	16	257,544	263,124
投資物業	Investment properties	17	59,600	46,600
租賃土地及土地使用權	Leasehold land and land use rights	18	11,215	6,832
聯營公司的投資	Investments in associates	19	–	6,993
於共同控制實體的權益	Interests in jointly controlled entities	20	350,089	301,008
無形資產	Intangible assets	22	5,416	–
可供出售金融資產	Available-for-sale financial assets	24	63,993	56,199
遞延所得稅資產	Deferred income tax assets	25	13,280	15,866
訂金及其他應收賬款	Deposits and other receivables	28	11,011	–
			772,148	696,622
流動資產	Current assets			
存貨	Inventories	26	374,378	348,932
應收貿易賬款	Trade receivables	27	710,745	804,638
預付款項、訂金及其他應收賬款	Prepayments, deposits and other receivables	28	57,536	46,378
應收聯營公司款項	Amounts due from associates	29	36	27,847
以公允價值計量且其變動計入損益的金融資產	Financial assets at fair value through profit or loss		–	–
當期可收回稅項	Current income tax recoverable		71	1,980
已抵押銀行存款	Pledged bank deposits		–	–
現金及現金等價物	Cash and cash equivalents	30	801,753	681,432
			1,944,519	1,911,207
總資產	Total assets		2,716,667	2,607,829
權益	EQUITY			
歸屬於本公司擁有人之權益	Equity attributable to owners of the Company			
股本	Share capital	36	47,661	47,308
其他儲備	Other reserves	37	563,076	536,795
保留盈利	Retained earnings	37		
– 擬派股息	– Proposed dividends		14,325	18,979
– 其他	– Others		889,767	820,584
			1,514,829	1,423,666
非控股權益	Non-controlling interests	37	(1,326)	(666)
總權益	Total equity		1,513,503	1,259,367

綜合資產負債表

Consolidated Balance Sheet

於二零一二年十二月三十一日 At 31 December 2012

			經重列 As restated (附註2) (Note 2)	經重列 As restated (附註2) (Note 2)
			於 二零一二年 十二月三十一日 As at 31 December 2012	於 二零一一年 一月一日 As at 1 January 2011
	附註 Note	二零一二年 港幣千元 HK\$'000	二零一一年 港幣千元 HK\$'000	二零一一年 港幣千元 HK\$'000
負債				
非流動負債				
衍生金融工具	31	2,726	–	–
遞延所得稅負債	25	5	–	–
		2,731	–	–
流動負債				
應付貿易賬款	32	625,523	619,419	774,711
應計費用及其他應付賬款	33	217,507	231,932	195,532
應付一間聯營公司款項	34	–	3,183	3,183
衍生金融工具	31	–	–	2,423
當期所得稅負債		9,273	19,437	24,646
貸款	35	348,130	310,858	436,259
		1,200,433	1,184,829	1,436,754
總負債		1,203,164	1,184,829	1,436,754
總權益及負債		2,716,667	2,607,829	2,696,121
流動資產淨值		744,086	726,378	624,660
總資產減流動負債		1,516,234	1,423,000	1,259,367

綜合財務報表已於二零一三年三月二十五日獲董事會批准及授權刊發，並由下列董事代表簽署：

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 25 March 2013 and are signed on its behalf by:

王忠秣
主席兼行政總裁

王賢敏
董事

WONG CHUNG MAT, BEN
Chairman and
Chief Executive Officer

WONG YIN MAN, ADA
Director

第61至160頁之附註為該等綜合財務報表之組成部分。

The notes on pages 61 to 160 are an integral part of these consolidated financial statements.

資產負債表

Balance Sheet

於二零一二年十二月三十一日 At 31 December 2012

二零一二年
2012
港幣千元
HK\$'000

二零一一年
2011
港幣千元
HK\$'000

	附註 Note	二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
資產			
非流動資產			
附屬公司的投資	23	563,440	564,694
流動資產			
預付款項、訂金及 其他應收賬款		199	174
應收附屬公司款項	23	345,044	374,815
現金及現金等價物	30	3,236	2,744
		348,479	377,733
總資產		911,919	942,427
權益			
歸屬於本公司擁有人之 權益			
股本	36	47,661	47,308
其他儲備	37	675,457	674,551
保留盈利	37		
– 擬派股息		14,325	18,979
– 其他		7,124	34,292
總權益		744,567	775,130
負債			
流動負債			
應計費用及其他應付賬款		2,368	2,390
應付附屬公司款項	23	164,984	164,907
總負債		167,352	167,297
總權益及負債		911,919	942,427
流動資產淨值		181,127	210,436
總資產減流動負債		744,567	775,130

第61至160頁之附註為該等綜合財務報表之組成部分。

The notes on pages 61 to 160 are an integral part of these consolidated financial statements.

綜合權益變動表

Consolidated Statement of Changes in Equity

截至二零一一年十二月三十一日止年度 For the year ended 31 December 2011

		股本	股份溢價	其他儲備	非控股權益	總額
		Share capital	Share premium	Other reserves	Non-controlling interests	Total
		(附註36)	(附註37)	(附註37)	(附註37)	
		(Note 36)	(Note 37)	(Note 37)	(Note 37)	
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
於二零一一年一月一日之結餘，如早前呈報	Balance as at 1 January 2011 as previously reported	46,966	149,848	1,056,605	-	1,253,419
會計政策變動 – 採納香港會計準則第12號(修訂本)	Change in accounting policy – adoption of HKAS12 amendment	-	-	5,948	-	5,948
於二零一一年一月一日(經重列)	As at 1 January 2011, as restated	46,966	149,848	1,062,553	-	1,259,367
全面收入	Comprehensive income					
年度利潤(經重列)	Profit for the year, as restated	-	-	177,305	(654)	176,651
其他全面收入	Other comprehensive income					
可供出售金融資產公允價值變動	Change in fair value of available-for-sale financial assets	-	-	602	-	602
貨幣換算差額	Currency translation difference	-	-	27,248	(12)	27,236
其他全面收入總額	Total other comprehensive income	-	-	27,850	(12)	27,838
全面收入總額(經重列)	Total comprehensive income, as restated	-	-	205,155	(666)	204,489
與擁有人之交易	Transactions with owners					
已付本公司擁有人之股息	Dividend paid to owners of the Company	-	-	(42,563)	-	(42,563)
僱員購股權計劃	Employee share option scheme					
- 僱員服務價值	- value of employment services	-	-	132	-	132
- 發行股份所得款項	- proceeds from shares issued	342	1,233	-	-	1,575
與擁有人之交易總額	Total transactions with owners	342	1,233	(42,431)	-	(40,856)
於二零一一年十二月三十一日(經重列)	As at 31 December 2011, as restated	47,308	151,081	1,225,277	(666)	1,423,000

綜合權益變動表 Consolidated Statement of Changes in Equity

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



		股本	股份溢價	其他儲備	非控股權益	總額
		Share capital	Share premium	Other reserves	Non-controlling interests	Total
		(附註36)	(附註37)	(附註37)	(附註37)	
		(Note 36)	(Note 37)	(Note 37)	(Note 37)	
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
於二零一二年一月一日之結餘，如早前呈報	Balance as at 1 January 2012 as previously reported	47,308	151,081	1,217,505	(666)	1,415,228
會計政策變動	Change in accounting policy					
– 採納香港會計準則第12號(修訂本)	– adoption of HKAS 12 amendment	–	–	7,772	–	7,772
於二零一二年一月一日，經重列	As at 1 January 2012, as restated	47,308	151,081	1,225,277	(666)	1,423,000
全面收入	Comprehensive income					
年度利潤	Profit for the year	–	–	100,332	(745)	99,587
其他全面收入	Other comprehensive income					
可供出售金融資產之公允價值變動	Changes in fair value of available-for-sale financial assets	–	–	11,683	–	11,683
貨幣換算差額	Currency translation difference	–	–	7,951	81	8,032
轉撥自集團旗下公司物業至投資物業之物業重估盈餘	Surplus on revaluation of property transferred from owner-occupied property to investment property	–	–	500	–	500
其他全面收入總額	Total other comprehensive income	–	–	20,134	81	20,215
全面收入總額	Total comprehensive income	–	–	120,466	(664)	119,802
與擁有人之交易	Transactions with owners					
已付本公司擁有人之股息	Dividend paid to owners of the Company	–	–	(30,925)	–	(30,925)
授出附屬公司股份予僱員	Grant of subsidiary's share to employee	–	–	–	4	4
僱員購股權計劃	Employee share option scheme					
– 發行股份所得款項	– proceeds from shares issued	353	1,269	–	–	1,622
與擁有人之交易總額	Total transactions with owners	353	1,269	(30,925)	4	(29,299)
於二零一二年十二月三十一日	As at 31 December 2012	47,661	152,350	1,314,818	(1,326)	1,513,503

第61至160頁之附註為該等綜合財務報表之組成部分。

The notes on pages 61 to 160 are an integral part of these consolidated financial statements.

綜合現金流量表

Consolidated Cash Flow Statement

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

			二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
		附註 Note		
營運活動所得現金流量	Cash flows from operating activities			
營運產生的現金淨額	Net cash generated from operations	39(a)	174,812	348,476
已付香港利得稅	Hong Kong profits tax paid		(6,050)	(17,609)
已付境外稅款	Overseas tax paid		(24,313)	(24,586)
香港利得稅退款	Hong Kong profits tax refund		1,132	3
已付利息	Interest paid		(6,272)	(7,288)
營運活動產生的現金淨額	Net cash generated from operating activities		139,309	298,996
投資活動所得現金流量	Cash flows from investing activities			
購入物業、廠房及設備	Purchase of property, plant and equipment		(31,246)	(39,223)
無形資產增加	Increase in intangible assets		(5,415)	–
出售物業、廠房及設備所得款項	Proceeds from disposal of property, plant and equipment	39(b)	397	1,183
應收聯營公司款項減少／(增加)	Decrease/(increase) in amounts due from associates		30,268	(4)
已收一間聯營公司股息	Dividend received from an associate		11,218	–
貸款予共同控制實體	Loans to jointly controlled entities		(49,153)	(18,954)
已抵押銀行存款減少	Decrease in pledged bank deposits		–	177,774
已收利息	Interest received		10,545	7,301
投資活動(所用)／產生的現金淨額	Net cash (used in)/generated from investing activities		(33,386)	128,077
融資活動所得現金流量	Cash flows from financing activities			
發行股份所得款項	Proceeds from issuance of shares		1,622	1,575
新造銀行貸款	New bank loans		385,590	286,570
償還銀行貸款	Repayment of bank loans		(345,465)	(421,887)
已付股息	Dividends paid		(30,925)	(42,563)
融資活動產生／(所用)之現金淨額	Net cash generated from/(used in) financing activities		10,822	(176,305)
現金及現金等價物之增加淨額	Net increase in cash and cash equivalents		116,745	250,768
年初之現金及現金等價物	Cash and cash equivalents, beginning of the year		681,432	400,251
匯兌差額	Exchange differences		3,576	30,413
年終之現金及現金等價物	Cash and cash equivalents, end of the year	30	801,753	681,432

第61至160頁之附註為該等綜合財務報表之組成部分。

The notes on pages 61 to 160 are an integral part of these consolidated financial statements.

綜合財務報表附註

Notes to the Consolidated Financial Statements



1 一般資料

王氏國際(集團)有限公司(「本公司」)及其附屬公司(統稱「本集團」)主要從事透過向原設備製造商提供完整工程製造服務而製造電子產品。

本公司乃於百慕達註冊成立之獲豁免有限責任公司。註冊辦事處及主要營業地點分別位於Clarendon House, Church Street, Hamilton HM 11, Bermuda及香港九龍官塘偉業街108號絲寶國際大廈17樓。

本公司之股份主要於香港聯合交易所有限公司主板上市。

除另有指明外，綜合財務報表以港幣單位呈列。綜合財務報表已於二零一三年三月二十五日獲董事會批准刊發。

2 主要會計政策概要

呈列該等綜合財務報表所採用之主要會計政策載於下文。除另有指明外，該等政策已於所有呈列年度貫徹應用。

2.1 編製基準

該等綜合財務報表已按照香港財務報告準則(「香港財務報告準則」)編製。該等報表已根據歷史成本慣例(透過重估可供出售金融資產、以公允價值計量且其變動計入損益的金融資產、金融負債(包括衍生工具)及投資物業進行修正)編製。

1 GENERAL INFORMATION

Wong's International (Holdings) Limited (the "Company") and its subsidiaries (together the "Group") are principally engaged in the manufacturing of electronics products by providing complete engineering and manufacturing services to original equipment manufacturers.

The Company is an exempted limited liability company incorporated in Bermuda. The address of its registered office and principal place of business are Clarendon House, Church Street, Hamilton, HM11, Bermuda and 17/F, C-Bons International Center, 108 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong respectively.

The Company has its primary listing on the Main Board of The Stock Exchange of Hong Kong Limited.

These consolidated financial statements are presented in Hong Kong dollars, unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 25 March 2013.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the presentation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs"). They have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets, financial assets and financial liabilities (including derivative instruments) at fair value through profit or loss and investment properties, which are carried at fair value.

2 主要會計政策概要(續)

2.1 編製基準(續)

編製符合香港財務報告準則之綜合財務報表要求使用若干關鍵會計估計，亦要求管理層於應用本集團會計政策之過程中行使判斷。涉及高度判斷或複雜的範疇，或對綜合財務報表有重大影響的假設及估計已於附註4披露。

2.1.1 會計政策變動及披露

(a) 本集團採納之新訂及經修訂準則

香港會計師公會(「香港會計師公會」)修訂香港會計準則第12號「所得稅」，以引進因按公允價值計量之投資物業而產生遞延稅項資產或負債之計量原則之例外情況。香港會計準則第12號規定，實體須視乎實體預期透過使用或銷售而收回資產之賬面值而計量與資產相關的遞延稅項。該項修訂引入可推翻之假定，即按公允價值計量之投資物業可透過出售而全數收回。該修訂可於二零一二年一月一日或之後開始的年度期間追溯應用。

本集團已於截至二零一二年十二月三十一日止財政期間追溯採納此修訂，其影響披露如下。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 4.

2.1.1 Changes in accounting policy and disclosures

(a) New and amended Standards adopted by the Group

The Hong Kong Institute of Certified Public Accountants ("HKICPA") amended HKAS 12, 'Income taxes', to introduce an exception to the principle for the measurement of deferred tax assets or liabilities arising on an investment property measured at fair value. HKAS 12 requires an entity to measure the deferred tax relating to an asset depending on whether the entity expects to recover the carrying amount of the asset through use or sale. The amendment introduces a rebuttable presumption that an investment property measured at fair value is recovered entirely by sale. The amendment is applicable retrospectively to annual periods beginning on or after 1 January 2012.

The Group has adopted this amendment retrospectively for the financial period ended 31 December 2012 and the effects of adoption are disclosed as follows.



2 主要會計政策概要(續)

2.1 編製基準(續)

2.1.1 會計政策變動及披露(續)

- (a) 本集團採納之新訂及經修訂準則(續)

誠如附註17所披露，截至二零一二年一月一日，本集團按公允價值計量之投資物業合共為港幣46,600,000元(二零一一年一月一日：港幣35,550,000元)。據此修訂規定，本集團須假設投資物業可透過出售而全數追溯收回，而根據稅務結果重新計量該等投資物業之相關遞延稅項港幣46,600,000元(二零一一年一月一日：港幣35,550,000元)。二零一一年之比較數字已重列以反映會計政策之變動，概述如下。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

2.1.1 Changes in accounting policy and disclosures (continued)

- (a) New and amended Standards adopted by the Group (continued)

As disclosed in Note 17, the Group has investment properties measured at their fair values totalling HK\$46,600,000 (1 January 2011: HK\$35,550,000) as of 1 January 2012. As required by the amendment, the Group has re-measured the deferred tax relating to these investment properties amounting to HK\$46,600,000 (1 January 2011: HK\$35,550,000) as of 1 January 2012 according to the tax consequence on the presumption that they are recovered entirely by sale retrospectively. The comparative figures for 2011 have been restated to reflect the change in accounting policy, as summarised below.

二零一二年 十二月三十一日 31 December 2012 港幣千元 HK\$'000	二零一一年 十二月三十一日 31 December 2011 港幣千元 HK\$'000	二零一一年 一月一日 1 January 2011 港幣千元 HK\$'000
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對綜合資產負債表之影響 Effect on consolidated balance sheet

遞延稅項負債減少	Decrease in deferred tax liabilities	9,835	7,772	5,948
保留盈利增加	Increase in retained earnings	9,835	7,772	5,948
非控股權益增加	Increase in non-controlling interests	—	—	—

2 主要會計政策概要(續)

2.1 編製基準(續)

2.1.1 會計政策變動及披露(續)

- (a) 本集團採納之新訂及經修訂準則(續)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

2.1.1 Changes in accounting policy and disclosures (continued)

- (a) New and amended Standards adopted by the Group (continued)

截至十二月三十一日止年度	
Year ended 31 December	
二零一二年	二零一一年
2012	2011
港幣千元	港幣千元
HK\$'000	HK\$'000

對綜合收益表之影響	Effect on consolidated income statement		
所得稅開支減少	Decrease in income tax expense	2,063	1,824
本公司擁有人應佔純利增加	Increase in net profit attributable to owners of the Company	2,063	1,824
非控股權益應佔純利增加	Increase in net profit attributable to the non-controlling interests	-	-
每股基本盈利增加	Increase in basic earnings per share	港幣HK\$0.01元	港幣HK\$0.01元
每股攤薄盈利增加	Increase in diluted earnings per share	港幣HK\$0.01元	港幣HK\$0.00元

以下為就二零一二年一月一日開始之財政年度首次必須採納的準則之修訂，惟該等修訂與本集團業務概無關連。

The following amendments to standards are mandatory for the first time for the financial year beginning 1 January 2012, but they are not relevant to the Group's operations.

香港財務報告準則第1號 政府貸款
(修訂版)

HKFRS 1 (Amendment)

Government loans



2 主要會計政策概要(續)

2.1 編製基準(續)

2.1.1 會計政策變動及披露(續)

- (b) 已頒佈但尚未於二零一二年一月一日開始之財政年度生效且尚未提早採納之新訂準則、修訂及詮釋。

香港會計準則第1號 (修訂版)	財務報表的列報	HKAS 1 (Amendment)	Presentation of financial statements
香港會計準則第19號 (修訂版)	僱員福利	HKAS 19 (Amendment)	Employee benefits
香港會計準則第27號 (修訂版)	獨立財務報表	HKAS 27 (Amendment)	Separate financial statements
香港會計準則第28號 (修訂版)	於聯營公司及合營 企業之投資	HKAS 28 (Amendment)	Investments in associates and joint ventures
香港會計準則第32號 (修訂版)	金融工具：呈報 – 對銷金融資產與 金融負債	HKAS 32 (Amendment)	Financial instruments: presentation – offsetting financial assets and financial liabilities
香港財務報告準則第7號 (修訂版)	金融工具：披露 – 對銷金融資產與 金融負債	HKFRS 7 (Amendment)	Financial instruments: disclosure – offsetting financial assets and financial liabilities
香港財務報告準則第9號	金融工具	HKFRS 9	Financial instruments
香港財務報告準則第10號	綜合財務報表	HKFRS 10	Consolidated financial statements
香港財務報告準則第11號	共同安排	HKFRS 11	Joint arrangements
香港財務報告準則第12號	其他實體權益之 披露	HKFRS 12	Disclosures of interests in other entities
香港財務報告準則第13號	公允價值計量	HKFRS 13	Fair value measurement
香港(國際財務報告詮釋委 員會) – 詮釋第20號	露天礦場生產階段 之剝採成本	HK(IFRIC) – Int 20	Stripping costs in the production phase of a surface mine
年度改進項目	對二零零九年 至二零一一年週 期之年度改進	Annual Improvements Project	Annual improvements 2009–2011 cycle

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

2.1.1 Changes in accounting policy and disclosures (continued)

- (b) New standards, amendments and interpretations have been issued but are not effective for the financial year beginning 1 January 2012 and have not been early adopted.

2 主要會計政策概要(續)

2.2 綜合

綜合財務報表包括本公司及其所有附屬公司截至二零一二年十二月三十一日止之財務報表。

(a) 附屬公司

附屬公司乃指本集團有權控制其整體財務及營運政策並擁有逾半數投票權之股權之所有公司(包括特別功能公司)。於評估本集團是否控制另一公司時，會考慮現時可行使或可換轉之潛在投票權及其影響。附屬公司賬目自控制權轉讓予本集團之日起全面綜合入賬，並自該控制權終止之日起停止綜合入賬。

本集團利用購買法將業務合併入賬。購買的對價根據於交易日期所給予資產、所產生或承擔的負債及發行的股本工具的公允價值計算。所轉讓的對價包括或有對價安排所產生的任何資產和負債的公允價值。購買相關成本在產生時支銷。在業務合併中所購買可辨認的資產以及所承擔的負債及或有負債，首先以彼等於購買日期的公允價值計量。就個別收購基準，本集團可按公允價值或非控股權益應佔被購買方淨資產的比例，計量被收購方的非控股權益。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Consolidation

The consolidated financial statements include the financial statements of the Company and all of its subsidiaries made up to 31 December 2012.

(a) Subsidiaries

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The Group uses the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.



2 主要會計政策概要(續)

2.2 綜合(續)

(a) 附屬公司(續)

轉讓的對價被購買方任何非控股權益，以及被收購方任何之前權益在購買日期的公允價值，超過本集團應佔所購買可辨認淨資產公允價值的數額，列為商譽。就廉價購買而言，若該數額低於所購入附屬公司淨資產的公允價值，該差額直接在綜合收入表中確認。

集團旗下公司間之交易、結餘及集團公司間交易之未變現收益相互對銷。未變現虧損亦會對銷。

附屬公司之會計政策已於有需要時變更，確保與本集團所採納者一致。

本公司資產負債表內，附屬公司的投資按成本值扣減減值入賬。成本乃就反映修訂或然代價對代價造成的變動而作出調整。成本亦包括直接應佔成本。本公司按已收及應收股息基準計入附屬公司之業績。

對附屬公司投資的減值測試須於獲得該等投資的股息後作出，前提是倘所宣派的股息超過期內附屬公司的全面收益總額或倘投資於獨立財務報表列載的賬面值超過被投資方的淨資產(包括商譽)於綜合財務報表的列賬的賬面值。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Consolidation (continued)

(a) Subsidiaries (continued)

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If this is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the statement of comprehensive income.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

In the Company's balance sheet, the investments in subsidiaries are accounted for at cost less impairment. Cost also includes direct attributable costs of investment. The results of subsidiaries are accounted for by the company on the basis of dividend and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2 主要會計政策概要(續)

2.2 綜合(續)

(b) 聯營公司

聯營公司指所有本集團對其有重大影響力但無控制權之公司，通常擁有其附帶20%至50%投票權之股權。聯營公司的投資以權益會計法入賬，初步按成本確認。本集團於聯營公司的投資包括收購時已識別之商譽(扣除任何累計減值虧損)。有關非金融資產(包括商譽)之減值請參閱附註2.9。

本集團應佔聯營公司之收購後利潤或虧損於綜合收益表內確認，而應佔收購後儲備之變動則於儲備內確認。投資賬面值會根據累計收購後之變動而作出調整。倘本集團應佔一間聯營公司之虧損等於或超過其於該聯營公司之權益，包括任何其他無抵押應收賬款，則不會確認進一步虧損，除非本集團已代表聯營公司承擔責任或作出付款。

本集團於各報告日期釐定是否有客觀證據顯示於聯營公司之投資出現減值。倘出現減值，本集團會將減值金額作為聯營公司之可收回金額與其賬面值之差額計算，並於收益表內「應佔聯營公司利潤／(虧損)」旁之金額確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Consolidation (continued)

(b) Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting and are initially recognised at cost. The Group's investment in associates includes goodwill identified on acquisition, net of any accumulated impairment loss. See note 2.9 for the impairment of non-financial assets including goodwill.

The Group's share of its associates' post-acquisition profits or losses is recognised in the consolidated income statement, and its share of post-acquisition movements in reserves is recognised in reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to 'share of profit/(loss) of associates' in the income statement.



2 主要會計政策概要(續)

2.2 綜合(續)

(b) 聯營公司(續)

本集團與其聯營公司之間之上游及下游交易所產生之利潤及虧損，只會限於無關投資者佔聯營公司權益範圍在本集團之財務報表內確認。除非交易提供已轉讓資產減值之證據，否則未變現虧損會對銷。已於有需要時修訂聯營公司之會計政策，確保與本集團所採納者一致。

於聯營公司的投資產生之攤薄收益及虧損於綜合收益表確認。

(c) 合營企業

共同控制實體為本集團與其他夥伴以共同控制方式進行經濟活動之公司，而各參與方對共同控制實體的經濟活動均無單方面控制權。於共同控制實體的投資採用權益會計法入賬，初步按成本確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Consolidation (continued)

(b) Associates (continued)

Profits and losses resulting from upstream and downstream transactions between the Group and its associate are recognised in the Group's financial statements only to the extent of unrelated investor's interests in the associates. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

Dilution gains and losses arising in investments in associates are recognised in the consolidated income statement.

(c) Joint ventures

Jointly controlled entities are entities where the Group and other parties undertake an economic activity which is subject to joint control and none of the participating parties has unilateral control over the economic activity. Investments in jointly controlled entities are accounted for using the equity method of accounting and are initially recognised at cost.

2 主要會計政策概要(續)

2.2 綜合(續)

(c) 合營企業(續)

本集團應佔其共同控制實體收購後利潤或虧損於綜合收益表確認，而應佔收購後儲備之變動則於儲備內確認。投資賬面值會根據累計收購後之變動而作出調整。倘本集團應佔一間共同控制實體之虧損等於或超過其於該共同控制實體之權益(包括任何其他無抵押應收賬款)，則不會確認進一步虧損，除非本集團已代共同控制實體承擔責任或作出付款。

本集團與其共同控制實體交易之未變現收益按本集團於共同控制實體之權益對銷。除非交易提供已轉讓資產減值之證據，否則未變現虧損亦會對銷。

2.3 分部報告

經營分部按向主要經營決策者提供內部報告之一致方式呈報。本集團高級行政管理層負責分配經營分部資源及評估其表現，視為作出主要策略決定的主要經營決策者(「主要經營決策者」)。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Consolidation (continued)

(c) Joint ventures (continued)

The Group's share of its jointly controlled entities' post-acquisition profits or losses is recognised in the consolidated income statement, and its share of post-acquisition movements in reserves is recognised in reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investments. When the Group's share of losses in a jointly controlled entity equals or exceeds its interest in the jointly controlled entity, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the jointly controlled entity.

Unrealised gains on transactions between the Group and its jointly controlled entities are eliminated to the extent of the Group's interests in the jointly controlled entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

2.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The Group's senior executive management, who is responsible for allocating resources and assessing performance of the operating segments, is considered as the Chief Operating Decision Maker ("CODM") that makes strategic decisions.



2 主要會計政策概要(續)

2.4 外幣換算

(a) 功能及呈報貨幣

本集團各實體財務報表所列項目均以有關實體經營業務所在主要經濟環境所用貨幣(「功能貨幣」)計算。綜合財務報表以本公司之功能及本集團之呈報貨幣港幣列值。

(b) 交易及結餘

外幣交易按交易日期之匯率或當項目經重新計量之估值換算為功能貨幣。結算該等交易及按年結時匯率換算以外幣計值貨幣資產及負債所產生匯兌盈虧，均於綜合收益表確認，惟於權益遞延處理之合資格現金流量對沖項目或合資格淨投資對沖項目除外。

與借貸和現金及現金等價物有關的匯兌盈虧在收益表內的「融資收入或成本」中呈列。所有其他匯兌盈虧在收益表內的「其他收益 – 淨額」中呈列。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional and the Group's presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated income statement, except when deferred in equity as qualifying cash flow hedges or qualifying net investment hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the income statement within 'finance income or costs'. All other foreign exchange gains and losses are presented in the income statement within 'other gains – net'.

2 主要會計政策概要(續)

2.4 外幣換算(續)

(b) 交易及結餘(續)

分類為可供出售之以外幣計值貨幣證券之公允價值變動，就證券攤銷成本變動與證券賬面值其他變動兩者所產生換算差額進行分析。攤銷成本變動相關換算差額於損益確認，而賬面值其他變動則於其他全面收入確認。

非貨幣金融資產及負債(例如透過利潤或虧損按公允價值計算之股本)之換算差額列作公允價值盈虧於損益確認，作為公允價值盈虧之部份。非貨幣金融資產(例如分類為可供出售之股本)之換算差額，計入其他全面收益。

(c) 集團旗下公司

集團旗下所有功能貨幣與呈報貨幣不同實體(該等實體概無擁有極度通脹經濟體系之貨幣)之業績及財務狀況，按以下方式換算為呈報貨幣：

- (i) 各資產負債表所呈列資產及負債，按結算日之收市匯率換算；

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 Foreign currency translation (continued)

(b) Transactions and balances (continued)

Changes in the fair value of monetary securities denominated in foreign currency classified as available-for-sale are analysed between translation differences resulting from changes in the amortised cost of the security, and other changes in the carrying amount of the security. Translation differences related to changes in the amortised cost are recognised in profit or loss, and other changes in the carrying amount are recognised in other comprehensive income.

Translation difference on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets such as equities classified as available-for-sale are included in other comprehensive income.

(c) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;



2 主要會計政策概要(續)

2.4 外幣換算(續)

(c) 集團旗下公司(續)

- (ii) 各收益表之收入及支出按平均匯率換算，惟此平均值並非該等交易日期通行匯率累積效果之合理約數除外。在此情況下，收入及支出於交易日期換算；及

- (iii) 所產生全部匯兌差額將確認為其他全面收入。

綜合賬目時，換算外國業務淨投資所產生匯兌差額以及指定用作對沖該等投資之貸款及其他貨幣工具之匯兌差額，列入股東權益。出售部分外國業務時，該等已計入權益之匯兌差額於綜合收益表確認為出售收益或虧損之一部分。

收購外國實體所產生商譽及公允價值調整視為外國實體之資產及負債處理，按收市匯率換算。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 Foreign currency translation (continued)

(c) Group companies (continued)

- (ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and

- (iii) all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of borrowings and other currency instruments designated as hedges of such investments, are taken to shareholders' equity. When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are recognised in the consolidated income statement as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

2 主要會計政策概要(續)

2.5 物業、廠房及設備

在建工程指正在興建或待安裝的樓宇及機器，按成本入賬。成本包括於建造或安裝及測試(如有)期間內建造樓宇成本及為該等資產融資而進行貸款所產生之利息開支。並無對在建工程作出折舊撥備，直至完成相關資產及可作擬定用途時方作出相關撥備。當有關資產投入使用後，成本將轉撥至其他物業、廠房及設備，且根據下文所列政策計提折舊。

土地及樓宇主要包括廠房及辦公室。分類為融資租賃及其他物業、廠房及設備的租賃土地按歷史成本減折舊列賬。歷史成本包括收購項目直接應佔的開支。成本可包括從權益中轉撥的有關該物業、廠房及設備利用外幣購買的合資格現金流量對沖產生的任何收益／虧損。

僅在與該項目相關的未來經濟利益有可能流入本集團且能可靠計量該項目成本之情況下，其後成本方計入資產賬面值或確認為獨立資產(如適用)。重置部分之賬面值則終止確認。所有其他維修及保養成本於產生之財政期間於綜合收益表內扣除。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.5 Property, plant and equipment

Construction-in-progress represents buildings under construction and machinery under installation and is stated at cost. Cost includes the costs of construction of buildings and interest charges arising from borrowings used to finance these assets during the period of construction or installation and testing, if any. No provision for depreciation is made on construction-in-progress until such time as the relevant assets are completed and ready for intended use. When the assets concerned are brought into use, the costs are transferred to other property, plant and equipment and depreciated in accordance with the policy as stated below.

Land and buildings comprise mainly factories and offices. Leasehold land classified as finance lease and all other property, plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains/losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

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



2 主要會計政策概要(續)

2.5 物業、廠房及設備(續)

分類為融資租賃之租賃土地自土地權益可供用作其擬定用途時開始攤銷。分類為融資租賃之租賃土地之攤銷及其他資產之折舊採用以下估計可使用年期將成本按直線法分攤至剩餘價值計算：

分類為融資租賃之租賃土地	剩餘租賃期限或可使用年期之較短者
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物業、廠房及設備之折舊按以下估計可使用年期，以直線法將成本分攤至剩餘價值計算：

樓宇	40年
廠房、機器及設備	5至7年
傢俱及裝置	5至7年
汽車	4年

資產剩餘價值及可使用年期會於各結算日作出檢討及調整(如適用)。

倘資產賬面值大於其估計可收回金額，則資產賬面值即時撇減至其可收回金額(附註2.9)。

出售盈虧經比較所得款項與賬面值而釐定，並於綜合收益表內確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.5 Property, plant and equipment (continued)

Leasehold land classified as finance lease commences amortisation from the time when the land interest becomes available for its intended use. Amortisation on leasehold land classified as finance lease and depreciation on other assets is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Leasehold land classified as finance lease	Shorter of remaining lease term or useful life
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Depreciation of property, plant and equipment is calculated using the straight-line method to allocate their costs to their residual values over their estimated useful lives, as follows:

Buildings	40 years
Plant, machinery and equipment	5 to 7 years
Furniture and fixtures	5 to 7 years
Motor vehicles	4 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.9).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised, in the consolidated income statement.

2 主要會計政策概要(續)

2.6 租賃土地及土地使用權

就租賃土地及土地使用權支付之預付款項，作為經營租賃入賬。彼等採用直線法按租賃或土地使用權年期於綜合收益表確認，倘出現減值則於綜合收益表確認減值。

2.7 投資物業

投資物業主要包括租賃土地及樓宇，為獲得長期租金收益或資本升值或同時獲得兩者而持有，但並非由本集團公司佔用。

投資物業包括根據經營租賃及融資租賃而持有之土地及樓宇。倘根據經營租賃持有之土地符合投資物業其他定義，則入賬為投資物業。在該種情況下，有關經營租賃視為融資租賃入賬。

投資物業初步按成本(包括相關交易成本)入賬。初步確認後，投資物業按公允價值列賬，該公允價值為外聘估值師至少每年於報告期末評審一次之公開市值。公允價值乃基於活躍市場價格，若有需要，將根據個別資產的性質、地區分佈或狀況作出調整。倘未能獲取有關資料，外聘估值師會採用其他估值法，如不活躍市場的近期價格或貼現現金流量預測。公允價值之變動於綜合收益表確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.6 Leasehold land and land use rights

The up-front prepayments made for leasehold land and land use rights are accounted for as operating leases. They are recognised in the consolidated income statement on a straight-line basis over the periods of the lease or the land use rights, or when there is impairment, the impairment is recognised in the consolidated income statement.

2.7 Investment properties

Investment property principally comprising leasehold land and buildings held for long-term rental yields or for capital appreciation or both, and that is not occupied by the companies in the Group.

Investment property comprises land held under operating leases and buildings held under finance leases. Land held under operating leases are accounted for as investment properties when the rest of the definition of an investment property is met. In such cases, the operating leases concerned are accounted for as if they were finance leases.

Investment property is measured initially at its cost, including related transaction costs. After initial recognition, investment property is carried at fair value, representing open market value determined at each reporting date by external valuers at least annually. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If this information is not available, the external valuers use alternative valuation methods such as recent prices on less active markets or discounted cash flow projections. Changes in fair values are recognised in the consolidated income statement.



2 主要會計政策概要(續)

2.7 投資物業(續)

僅在與該項目相關的未來經濟利益將流入本集團且能可靠計量項目成本之情況下，其後開支方會於資產賬面值扣除。所有其他維修及保養成本於其產生期間於綜合收益表支銷。

倘投資物業由集團旗下公司佔用，則重新分類為物業、廠房及設備，為進行會計處理，其於重新分類當日之公允價值即為成本。

倘物業、廠房及設備項目因用途變更而成為投資物業，則此項目於轉讓日期之賬面值與公允價值之任何差額根據香港會計準則第16號於權益中列作物業、廠房及設備之重估。然而，倘公允價值收益抵銷先前之減值虧損，則該收益於綜合收益表確認。

2.8 無形資產

研發

研究支出於產生時確認為開支。開發項目(涉及設計及測試新產品或改良產品)產生的成本，會於以下條件達成後確認為無形資產：

- (a) 在技術上可完成有關無形資產，並可供使用或出售；
- (b) 管理層有意完成並使用或出售有關無形資產；

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.7 Investment properties (continued)

Subsequent expenditure is charged to the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed in the consolidated income statement during the period in which they are incurred.

If an investment property becomes owner-occupied, it is reclassified as property, plant and equipment, and its fair value at the date of reclassification becomes its cost for accounting purposes.

If an item of property, plant and equipment becomes an investment property because its use has changed, any difference between the carrying amount and the fair value of this item at the date of transfer is recognised in equity as a revaluation of property, plant and equipment under HKAS 16. However, if a fair value gain reverses a previous impairment loss, the gain is recognised in the consolidated income statement.

2.8 Intangible assets

Research and development

Research expenditure is recognised as an expense as incurred. Costs incurred on development projects (relating to the design and testing of new or improved products) are recognised as intangible assets when the following criteria are fulfilled:

- (a) it is technically feasible to complete the intangible asset so that it will be available for use or sale;
- (b) management intends to complete the intangible asset and use or sell it;

2 主要會計政策概要(續)

2.8 無形資產(續)

研發(續)

- (c) 可使用或出售有關無形資產；
- (d) 能夠證明有關無形資產可於日後產生經濟利益；
- (e) 具備充足的技術、財政及其他資源，以完成開發並使用或出售有關無形資產；及
- (f) 可準確計算開發有關無形資產所佔的開支。

不符合上述準則的其他開發支出，於產生時確認為開支。先前確認為開支的開發成本，不會於往後期間確認為資產。

撥充資本的開發成本確認為無形資產，並由資產可供使用日期起按直線法在估計可使用期間內攤銷。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.8 Intangible assets (continued)

Research and development (continued)

- (c) there is an ability to use or sell the intangible asset;
- (d) it can be demonstrated how the intangible asset will generate probable future economic benefits;
- (e) adequate technical, financial and other resources to complete the development and to use or sell the intangible asset are available; and
- (f) the expenditure attributable to the intangible asset during its development can be reliably measured.

Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is ready for use on a straight-line basis over their estimated useful lives.



2 主要會計政策概要(續)

2.9 附屬公司、聯營公司、共同控制實體及非金融資產的投資減值

沒有確定使用年期(例如商譽)之資產無需攤銷，但每年須就減值進行測試。各項資產當有事件出現或情況改變顯示賬面值可能無法收回時就減值進行檢討。減值虧損按資產之賬面值超出其可收回金額之差額確認。可收回金額以資產之公允價值扣除銷售成本或使用價值兩者之間較高者為準。於評估減值時，資產按可分開識辨現金流量(現金產生單位)之最低層次分組。除商譽外，已蒙受減值之非金融資產於每個報告日期均就減值是否可以撥回進行檢討。

2.10 金融資產

2.10.1 分類

本集團按以下類別分類其金融資產：以公允價值計量且其變動計入損益的金融資產、貸款及應收款項以及可供出售金融資產。分類視乎購入金融資產之目的而定。管理層於初步確認時決定金融資產之分類。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Impairment of investments in subsidiaries, associates, jointly-controlled entities and non-financial assets

Assets that have an indefinite useful life, for example goodwill, are not subject to amortisation and are tested annually for impairment. Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2.10 Financial assets

2.10.1 Classification

The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables and available-for-sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

2 主要會計政策概要(續)

2.10 金融資產(續)

2.10.1 分類(續)

- (a) 以公允價值計量且其變動計入損益的金融資產

以公允價值計量且其變動計入損益的金融資產為持作買賣金融資產。倘購入時主要目的為在短期內出售，則金融資產歸入此類別。除非指定作對沖用途，否則衍生工具亦歸類為持作買賣。在此類別之資產分類為流動資產。

- (b) 貸款及應收款項

貸款及應收款項為有固定或待付款且並無在活躍市場報價之非衍生金融資產。貸款及應收款項計入流動資產，惟到期日於結算日後超過12個月者，則分類為非流動資產。本集團之貸款及應收款項包括綜合資產負債表內之「貿易及其他應收賬款」、「應收聯營公司款項」及「現金及現金等價物」。

- (c) 可供出售金融資產

可供出售金融資產為被界定為此類別或並無分類至任何其他類別之非衍生工具。除非管理層擬於結算日起計12個月內出售有關投資，否則可供出售金融資產列入非流動資產。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.10 Financial assets (continued)

2.10.1 Classification (continued)

- (a) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets.

- (b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the balance sheet date. These are classified as non-current assets. The Group's loans and receivables comprise 'trade and other receivables', 'amount due from associates' and 'cash and cash equivalents' in the consolidated balance sheet.

- (c) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the balance sheet date.



2 主要會計政策概要(續)

2.10 金融資產(續)

2.10.2 確認及計量

金融資產之常規買賣在交易日確認 – 交易日指本集團承諾購入或出售該資產之日。就並非透過利潤或虧損按公允價值計算之所有金融資產而言，投資初步按公允價值加交易成本確認。透過利潤或虧損按公允價值計算之金融資產初步按公允價值確認，而交易成本則於綜合收益表支銷。當自投資獲取現金流量之權利已到期或轉讓，且本集團已將擁有權之絕大部分風險和回報轉讓時，則金融資產會終止確認。可供出售金融資產及透過利潤或虧損按公允價值計算之金融資產其後按公允價值列賬。貸款及應收款項以實際利率法按攤銷成本列賬。

「以公允價值計量且其變動計入損益的金融資產」類別之公允價值變動所產生收益或虧損，於產生期間在綜合收益表中其他淨收益表中呈列。當本集團收取款項之權利確立時，來自透過利潤或虧損按公允價值計算之金融資產之股息收入，於綜合收益表確認為其他收入一部分。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.10 Financial assets (continued)

2.10.2 Recognition and measurement

Regular way purchases and sales of financial assets are recognised on the trade-date – the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value and transaction costs are expensed in the consolidated income statement. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are carried at amortised cost using the effective interest method.

Gains or losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are presented in the consolidated income statements within other gains-net, in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the consolidated income statement as part of other income when the Group's right to receive payments is established.

2 主要會計政策概要(續)

2.10 金融資產(續)

2.10.2 確認及計量(續)

歸類為可供出售之以外幣計值貨幣證券之公允價值變動，就證券攤銷成本變動與證券賬面值其他變動兩者所產生換算差額分析。貨幣證券之換算差額於損益確認；非貨幣證券之換算差額於其他全面收入確認。歸類為可供出售之貨幣及非貨幣證券之公允價值變動於其他全面收入確認。

歸類為可供出售之證券售出或減值時，已於權益確認之累計公允價值調整計入綜合收益表。

以實際利率法計算之可供出售證券利息於綜合收益表內確認為其他收入一部分。當本集團收取款項之權利確立時，可供出售股本工具之股息於綜合收益表內確認。

2.11 抵銷金融工具

當有依法可執行的權利可抵銷已確認金額，並有意圖按淨額基準結算或同時變現資產和結算負債時，金融資產與負債可互相抵銷，並在資產負債表報告其淨額。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.10 Financial assets (continued)

2.10.2 Recognition and measurement (continued)

Changes in the fair value of monetary securities denominated in a foreign currency and classified as available-for-sale are analysed between translation differences resulting from changes in amortised cost of the security and other changes in the carrying amount of the security. The translation differences on monetary securities are recognised in profit or loss; translation differences on non-monetary securities are recognised in other comprehensive income. Changes in the fair value of monetary and non-monetary securities classified as available-for-sale are recognised in other comprehensive income.

When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the consolidated income statement.

Interest on available-for-sale securities calculated using the effective interest method is recognised in the consolidated income statement as part of other income. Dividends on available-for-sale equity instruments are recognised in the consolidated income statement when the Group's right to receive payments is established.

2.11 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.



2 主要會計政策概要(續)

2.12 金融資產減值

(a) 以攤銷成本列賬的資產

本集團於每個報告期末評估是否存在客觀證據證明某一金融資產或某一金融資產組出現減值。只有當存在客觀證據證明於因為首次確認資產後發生一宗或多宗事件導致出現減值(「損失事項」)，而該宗(或該等)損失事項對該項或該組金融資產的估計未來現金流量構成的影響可以合理估計，有關的金融資產或金融資產組才算出現減值及產生減值損失。

本集團用以釐定是否存在減值虧損客觀證據的標準包括：

- 發行人或欠債人有重大財政困難；
- 違反合約，如拖欠或未能支付利息或本金；
- 本集團因與借貸人之財政困難有關的經濟或法律原因，給予借貸人借務寬免，而放貸人一般不會考慮給予該寬免；
- 借貸人很可能破產或進行其他財務重組；
- 因財政困難導致該金融資產的活躍市場消失；或

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.12 Impairment of financial assets

(a) Assets carried at amortised cost

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

The criteria that the Group uses to determine that there is objective evidence of an impairment loss include:

- Significant financial difficulty of the issuer or obligor;
- A breach of contract, such as a default or delinquency in interest or principal payments;
- The Group, for economic or legal reasons relating to the borrower's financial difficulty, granting to the borrower a concession that the lender would not otherwise consider;
- It becomes probable that the borrower will enter bankruptcy or other financial reorganisation;
- The disappearance of an active market for that financial asset because of financial difficulties; or

2 主要會計政策概要(續)

2.12 金融資產減值(續)

(a) 以攤銷成本列賬的資產(續)

- 可觀察的數據顯示，金融資產投資組合中的估計未來現金流量出現資產自首次確認以來可計量的減幅，惟該減幅尚未能於個人金融資產之投資組合中識別，包括：
 - (i) 借貸人於投資組合中的付款狀況之不利變動；
 - (ii) 與拖欠投資組合中的資產相關的國內或本地經濟情況。

本集團首先評估是否存在客觀證據證明有減值。

虧損的計量以資產的賬面值與估計未來現金流量的現值(不包括尚未產生的未來信貸虧損)按財務資產的實際利率折現之間的差額。資產的賬面值予以削減，虧損金額則予確認。倘貸款或持至到期投資按浮動利率計息，計量任何減值虧損的折現率為根據合約釐定的現有實際利率。為了實際上的便利，集團可根據工具的公允價值(採用可觀察的市價)計量減值。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.12 Impairment of financial assets (continued)

(a) Assets carried at amortised cost (continued)

- Observable data indicating that there is a measurable decrease in the estimated future cash flows from a portfolio of financial assets since the initial recognition of those assets, although the decrease cannot yet be identified with the individual financial assets in the portfolio, including:
 - (i) adverse changes in the payment status of borrowers in the portfolio;
 - (ii) national or local economic conditions that correlate with defaults on the assets in the portfolio.

The Group first assesses whether objective evidence of impairment exists.

The amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The asset's carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated income statement. If a loan or held-to-maturity investment has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.



2 主要會計政策概要(續)

2.12 金融資產減值(續)

(a) 以攤銷成本列賬的資產(續)

倘其後減值虧損金額減少而減少涉及減值被確認後發生的事件(例如債權人的信貸評級有改善)，撥回先前確認的減值虧損，則於綜合收益表確認。

(b) 可供銷售資產

本集團在每個報告期末評估是否有客觀證據證明某一金融資產或某一金融資產組已經減值。對於債券，本集團利用上文(a)的標準。至於分類為可供銷售的權益投資，證券公允價值大幅度或長期跌至低於其成本值，亦是資產已經減值的證據。若可供出售金融資產存在此等證據，累計虧損 – 按購買成本與當時公允價值的差額，減該金融資產之前在損益確認的任何減值虧損計算 – 自權益中剔除並在單獨綜合收益表確認。在單獨綜合收表確認的權益工具的減值虧損不會透過單獨綜合收益表轉回。如在較後期間，被分類為可供銷售之債務工具公允價值增加，而增加客觀上與減值虧損在損益確認後發生的事件有關，則將減值虧損在單獨綜合收益表轉回。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.12 Impairment of financial assets (continued)

(a) Assets carried at amortised cost (continued)

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated income statement.

(b) Assets classified as available for sale

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. For debt securities, the Group uses the criteria refer to (a) above. In the case of equity investments classified as available for sale, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in the separate consolidated income statement. Impairment losses recognised in the separate consolidated income statement on equity instruments are not reversed through the separate consolidated income statement. If, in a subsequent period, the fair value of a debt instrument classified as available for sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss is reversed through the separate consolidated income statement.

2 主要會計政策概要(續)

2.13 衍生金融工具及對沖活動

衍生工具初步按衍生工具合約訂立日之公允價值確認，其後按其公允價值重新計量。確認產生收益或虧損之方法取決於該衍生工具是否指定作對沖工具及(如屬實)獲對沖項目之性質。

由於本集團訂立之衍生工具並不符合資格採用對沖會計法，故該等衍生工具公允價值之變動即時於綜合收益表之「其他收益 – 淨額」確認。

2.14 存貨

存貨乃按成本值或可變現淨值兩者較低者列賬。成本值以加權平均法計算，而製成品及在製品之成本值則包括原料、直接工資、其他直接成本及適當比例之間接生產費用(根據一般運作能力釐定)，但不包括貸款成本。可變現淨值根據於日常業務過程中之估計售價扣除適當之浮動銷售開支。

2.15 貿易及其他應收賬款

應收賬款為在一般業務過程中就商品銷售或服務而應收客戶款項。如貿易及其他應收賬款的收回預期在1年或以內(如仍在一般經營周期中，則可較長時間)，其被分類為流動資產；否則分類為非流動資產。

貿易及其他應收賬款初步以公允價值確認，其後利用實際利率法按攤銷成本扣除減值準備計量。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.13 Derivative financial instruments and hedging activities

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designed as a hedging instrument, and if so, the nature of the item being hedged.

Since the derivative instruments entered into by the Group do not qualify for hedge accounting, changes in the fair value of these derivative instruments are recognised immediately in the consolidated income statement within 'other gains – net'.

2.14 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

2.15 Trade and other receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.



2 主要會計政策概要(續)

2.16 現金及現金等價物

現金及現金等價物包括手頭現金、銀行通知存款、原到期日為3個月或以下的其他短期高度流動性投資及銀行透支。銀行透支於綜合資產負債表內列於流動負債項下之貸款內。

2.17 股本

普通股被列為權益。直接歸屬於發行新股份或購股權之新增成本在權益中列為所得款項之減少。

2.18 貿易及其他應付賬款

應付貿易賬款為在一般業務過程中從供應商購買商品或服務而應支付的承擔。如應付賬款的支付日期在1年或以內(如仍在一般經營周期中,則可較長時間),其被分類為流動負債;否則分類為非流動負債。

應付貿易賬款初步以公允價值確認,其後利用實際利率法按攤銷成本計量。

2.19 貸款

貸款初始按公允價值並扣除產生的交易成本確認。貸款其後按攤銷成本列賬。所得款項(扣除交易成本)與贖回價值的任何差額利用實際利率法於貸款期間內在綜合收益表確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.16 Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the consolidated balance sheet.

2.17 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction from the proceeds.

2.18 Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.19 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated income statement over the period of the borrowings using the effective interest method.

2 主要會計政策概要(續)

2.19 貸款(續)

為建立貸款融資所支付的費用，當部分或所有融資很可能使用時確認為貸款的交易成本。在該情況下，該費用在實際提取前將作為遞延支出。倘沒有任何證據表明部分或所有融資會被提取時，該費用將作為流動性服務之預付款項資本化，並在融資相關的期間內攤銷。

除非本集團有無條件權力於結算日後遞延償還負債最少12個月，否則貸款均分類為流動負債。

2.20 借貸成本

與收購、建築或生產合資格資產(即需要大量時間準備作擬定用途或出售的資產)直接相關的一般及特定借貸成本會計入該等資產的成本，直至資產大致上可供作其預定用途或出售為止。

合資格資產未獲撥付開支的特定借貸暫時投資賺取的投資收入自合資格撥充資本的借貸成本扣除。

所有其他借貸成本於產生期間透過損益確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.19 Borrowings (continued)

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of balance sheet date.

2.20 Borrowing cost

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

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

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



2 主要會計政策概要(續)

2.21 財務擔保

財務擔保合約為發行人支付特定款項以補償持有人因一名特定債務人於到期時未能根據債務工具之條款支付款項而引起之損失之合約。該等財務擔保是代表附屬公司或聯營公司向銀行、金融機構及其他組織發出，以取得貸款、透支及其他銀行融資。

財務擔保初步按發出擔保當日之公允價值在財務報表確認。由於所有擔保均在正常商業關係下協定，而所協定之溢價價值與所擔保之責任的價值亦相符，因此財務擔保於簽訂時之公允價值為零。概不會確認未來溢價之應收款項。經初步確認後，本集團在該等擔保下之負債，乃按初始金額減去根據香港會計準則第18號確認之費用之攤銷與清償有關擔保所需之金額之最佳估計兩者中之較高者計量。該等估計乃根據同類交易經驗及過往虧損歷史，輔以管理層作出的判斷而釐定。所得之費用收入於擔保期內以直線法確認。任何有關擔保之負債增加，一概在綜合收益表內呈列為其他經營開支。

若按無償代價就附屬公司或聯營公司之貸款或其他應付款項而作出擔保，有關公允價值則作為注資，並在本公司的財務報表內確認為投資成本的一部分。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.21 Financial guarantee contracts

Financial guarantee contracts are contracts that require the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due, in accordance with the terms of a debt instrument. Such financial guarantees are given to banks, financial institutions and other bodies on behalf of subsidiaries or associates to secure loans, overdrafts and other banking facilities.

Financial guarantees are initially recognised in the financial statements at fair value on the date the guarantee was given. The fair value of a financial guarantee at the time of signature is zero because all guarantees are agreed on arm's length terms and the value of the premium agreed corresponds to the value of the guarantee obligation. No receivable for the future premiums is recognised. Subsequent to initial recognition, the Group's liabilities under such guarantees are measured at the higher of the initial amount, less amortisation of fees recognised in accordance with HKAS 18, and the best estimate of the amount required to settle the guarantee. These estimates are determined based on experience of similar transactions and history of past losses, supplemented by the judgement of management. The fee income earned is recognised on a straight-line basis over the life of the guarantee. Any increase in the liability relating to guarantees is reported in the consolidated income statement within other operating expenses.

Where guarantees in relation to loans or other payables of subsidiaries or associates are provided for no compensation, the fair values are accounted for as contributions and recognised as part of the cost of the investment in the financial statements of the company.

2 主要會計政策概要(續)

2.22 當期及遞延所得稅

當期稅項開支包括當期及遞延稅項。稅項在綜合收益表中確認，但與直接在權益中確認之項目有關者則除外。在該情況下，稅項亦在權益中確認。

當期所得稅支出根據本公司及其附屬公司和聯營公司營運及產生應課稅收入之國家於結算日已頒佈或實質頒佈的稅務法例計算。管理層就適用稅務法例詮釋所規限的情況定期評估報稅表的狀況，並在適用情況下根據預期須向稅務機關支付的稅款設定撥備。

遞延所得稅利用負債法就資產和負債的稅基與資產和負債在財務報表的賬面值之差額產生的暫時差異全數撥備。然而，若遞延所得稅來自交易(不包括企業合併)中對資產或負債之初步確認，而交易時不會影響會計或應課稅損益，則不作記賬。遞延所得稅採用在結算日前已頒佈或實質頒佈，並在有關之遞延所得稅資產實現或遞延所得稅負債結算時預期將會採用之稅率(及法例)釐定。

遞延所得稅資產僅會就很可能有未來應課稅利潤可用作抵銷暫時差額時確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.22 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised directly in equity. In this case, the tax is recognised in equity.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company and its subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.



2 主要會計政策概要(續)

2.22 當期及遞延所得稅(續)

遞延所得稅就附屬公司及聯營公司的投資產生之暫時差額而撥備，但假若本集團能控制撥回暫時差異之時間，以及暫時差異於可預見將來很有可能不會撥回則除外。

當有依法可執行的權利將當期所得稅資產與當期所得稅負債抵銷，且遞延所得稅資產和負債涉及由同一稅務機關對納稅主體或不同納稅主體但有意向以淨額基準結算所得稅結餘時，則可將遞延所得稅資產與負債互相抵銷。

2.23 僱員福利

(a) 退休金責任

集團公司設有多項界定供款退休金計劃。界定供款計劃為本集團據此向一獨立實體作出供款之退休金計劃。倘該基金並無足夠資產支付所有僱員於本期間及過往期間有關僱員服務所得之福利，本集團亦無進一步供款的法定或推定責任。

本集團按強制、合約或自願基準向公營或私人管理退休金保險計劃作出供款。一旦支付供款後，本集團即無進一步付款責任。供款於到期時確認為僱員福利開支。預付供款在可取得退回現金或日後付款減少的情況下確認為資產。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.22 Current and deferred income tax (continued)

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, associates, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2.23 Employee benefits

(a) Pension obligations

Group companies participate in general defined contribution pension schemes. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

The Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

2 主要會計政策概要(續)

2.23 僱員福利(續)

(b) 僱員應享假期

僱員的應享年假乃於應計予僱員時確認。僱員因提供服務而產生的應享年假乃按截至結算日之年假估計負債計算撥備。僱員應享病假及分娩假期僅於支取時才確認。

(c) 終止服務福利

終止服務福利在本集團於正常退休日期前終止僱用或當僱員接受自願遣散以此換取此等福利時支付。本集團在可證明承諾如下時確認終止服務福利：根據詳細的正式計劃(無撤回的可能)終止現有僱員的僱傭；或因提出一項要約以鼓勵自願遣散而提供的終止服務福利。於結算日後超過12個月到期的福利折現至現值計算。

(d) 利潤共享及花紅計劃

結算日後12個月內悉數到期之利潤共享及花紅計劃之撥備乃當本集團因僱員提供服務而產生現有法定或推定責任，且能可靠估計有關責任時予以確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.23 Employee benefits (continued)

(b) Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrued to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date. Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(c) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when it is demonstrably committed to either: terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal; or providing termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits falling due more than 12 months after balance sheet date are discounted to present value.

(d) Profit-sharing and bonus plans

Provisions for profit sharing and bonus plans due wholly within 12 months after balance sheet date are recognised when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made.



2 主要會計政策概要(續)

2.24 以股份為基礎之付款

本集團實行一項以股本結算以股份為基礎的報酬計劃，有關公司獲得僱員之服務作為本集團股本工具(購股權)之代價。授出購股權所相應獲得的僱員服務公允價值確認為開支。列為開支的總額乃參考已授購股權的公允價值釐定：

- 包括任何市場表現條件；
- 不包括任何服務及非市場表現歸屬條件(例如盈利能力、銷售增長目標及於一段特定期間內保留一名公司僱員)的影響；及
- 不包括任何非歸屬條件(如規定僱員儲蓄)的影響。

非市場歸屬條件包括對預期歸屬購股權數目的假設。開支總額於歸屬期間確認，即達成所有特定歸屬條件的期間。於各呈報期末，有關公司根據非市場歸屬條件修訂預期歸屬購股權數目的估計。有關公司於損益表確認修訂原來估計(如有)的影響，並相應調整股本。

於購股權獲行使時認購已發行股份的現金扣除任何直接應佔交易成本後計入股本(面值)及股份溢價。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.24 Share-based payments

The Group operates an equity-settled, share-based compensation plan, under which the entity receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions;
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- excluding the impact of any non-vesting conditions (for example, the requirement for employees to save).

Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each reporting period, the entity revises its estimates of the number of options that are expected to vest based on the non-marketing vesting conditions. It recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

The cash subscribed for the shares issued when the options are exercised is credited to share capital (nominal value) and share premium, net of any directly attributable transaction costs.

2 主要會計政策概要(續)

2.24 以股份為基礎之付款(續)

本公司向集團附屬公司的僱員授出有關股本工具的購股權視作注資。所獲僱員服務之公允價值參考購股權授出當日的公允價值計量，於歸屬期間確認為於附屬公司投資的增加，並相應計入權益。

2.25 撥備

撥備於本集團因過往事件而有法定或推定責任；可能需要流出資源以結算責任及已可靠估計金額時確認。

2.26 收益確認

收益包括於本集團一般業務中出售貨品及服務已收或應收代價的公允價值。收益按扣減增值稅、退貨、回扣及折扣並與本集團內部銷售對銷後列賬。

當收益款額能夠可靠計量，未來經濟利益可能流入有關公司，而本集團各項業務均達成具體準則時(見下文所述)，本集團即確認收益。除非與銷售有關的所有或然事項均已解決，否則收益款額不視為能夠可靠計量。本集團根據其過往業績並考慮客戶類別、交易種類和每項安排的特點作出估計。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.24 Share-based payments (continued)

The grant by the Company of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity.

2.25 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

2.26 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities. Revenue is shown net of value-added tax, returns, rebates and discounts and after eliminating sales within the Group.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below. The amount of revenue is not considered to be reliably measurable until all contingencies relating to the sale have been resolved. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.



2 主要會計政策概要(續)

2.26 收益確認(續)

收益確認如下：

(a) 貨品銷售

貨品銷售在集團公司已將產品交付予顧客，顧客已接收產品，以及有關應收賬款的收回性得以合理確保時確認。

(b) 製模收入

本集團向現有客戶提供製模服務，於完成服務時確認收益。

(c) 利息收入

利息收入使用實際利率法按時間比例確認。

(d) 租金收入

租金收入於租賃期間以直線法確認。

(e) 股息收入

股息收入於收取款項的權利確定時確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.26 Revenue recognition (continued)

Revenue is recognised as follows:

(a) Sales of goods

Sales of goods are recognised when a group entity has delivered products to the customer, the customer has accepted the products and collectibility of the related receivables is reasonably assured.

(b) Tooling income

The Group provides tooling services to the existing customers. Revenue is recognised upon the completion of services performed.

(c) Interest income

Interest income is recognised on a time-proportion basis using the effective interest method.

(d) Rental income

Rental income is recognised on a straight-line basis over the lease periods.

(e) Dividend income

Dividend income is recognised when the right to receive payment is established.

2 主要會計政策概要(續)

2.27 租賃

(a) 作為承租人

如租賃擁有權的大部分風險和回報由出租人保留，則分類為經營租賃。根據經營租賃支付的款項(扣除自出租人收取之任何獎勵金後)於租賃期內以直線法在綜合收益表扣除。

(b) 作為出租人

當資產根據經營租賃出租，資產於綜合資產負債表按資產性質入賬。租賃收入於租賃期內以直線法確認。

2.28 股息分派

向本公司股東分派的股息在股息獲本公司股東批准的期間內於本集團及本公司的財務報表確認為負債。

3 財務風險管理

3.1 財務風險因素

本集團的業務承受著多類財務風險：市場風險(包括外匯風險及現金流量利率風險)、信貸風險及流動資金風險。本集團的整體風險管理計劃專注於金融市場的不可預測性，並尋求盡量減低對本集團財務表現可能產生之不利影響。本集團利用衍生金融工具對沖若干風險。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.27 Leases

(a) As a lessee

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases net of any incentives received from the lessor are charged to the consolidated income statement on a straight-line basis over the period of the lease.

(b) As a lessor

When assets are leased out under an operating lease, the asset is included in the consolidated balance sheet based on the nature of the asset. Lease income is recognised over the term of the lease on a straight-line basis.

2.28 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's and the Company's financial statements in the period in which the dividends are approved by the Company's shareholders.

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and cash flow interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group uses derivative financial instruments to hedge certain risk exposures.



3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險

(i) 外匯風險

本集團經營國際業務，故面對不同貨幣所產生之外匯風險。本集團之外幣資產、負債及交易主要以中國人民幣(「人民幣」)、美元(「美元」)及日圓(「日圓」)計值。該等貨幣並非與該等結餘有關的集團公司之功能貨幣。由於港幣(「港幣」)與美元掛鈎，故港幣與美元間並無重大外匯風險。外匯風險主要源自未來商業交易、已確認資產及負債以及以人民幣及日圓計值之淨投資。

本集團透過設置港幣、美元、日圓及人民幣銀行賬戶緩減此項風險，本集團使用該等賬戶支付以該等貨幣計值之交易。

本集團在中國內地設有若干投資，其資產淨值以人民幣計值。人民幣與外幣之兌換，須遵照中國內地政府頒佈之外匯管制規則和法規。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) Market risk

(i) Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures. The Group's foreign currency assets, liabilities and transactions are principally denominated in Chinese renminbi ("RMB"), United States dollars ("US\$") and Japanese yen ("JPY"). These currencies are not the functional currencies of the group entities to which these balances related. As Hong Kong dollars ("HK\$") are pegged to US\$, there is no material foreign exchange risk between HK\$ and US\$. Foreign exchange risk mainly arises from future commercial transactions, recognised assets and liabilities and net investments denominated in RMB and JPY.

The Group mitigates this risk by maintaining HK\$, US\$, JPY and RMB bank accounts which are used by the Group to pay for the transactions denominated in these currencies.

The Group has certain investments in Mainland China, whose net assets are denominated in RMB. The conversion of RMB into foreign currencies is subject to the rules and regulations to the foreign exchange control promulgated by the Mainland China government.

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

(i) 外匯風險(續)

於二零一二年十二月三十一日，倘港幣兌人民幣貶值／升值5%而所有其他可變因素保持不變，本年度除稅後利潤將增加／減少港幣5,406,000元(二零一一年貶值／升值5%：港幣5,256,000元)，主要來自換算以人民幣計值的應收貿易賬款及應付賬款以及現金及現金等價物的外匯收益／虧損。

於二零一二年十二月三十一日，倘港幣兌日圓貶值／升值5%而所有其他可變因素保持不變，本年度除稅後利潤將減少／增加港幣2,653,000元(二零一一年貶值／升值5%：港幣3,108,000元)，主要來自換算以日圓計值的應付貿易賬款、現金及現金等價物以及銀行貸款的外匯虧損／收益。

(ii) 現金流量利率風險

除若干銀行存款外，由於本集團並無重大計息資產，故本集團的收入和經營現金流量基本上不受市場利率變動影響。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) Market risk (continued)

(i) Foreign exchange risk (continued)

At 31 December 2012, if HK\$ had weakened/strengthened by 5% against RMB with all other variables held constant, profit before tax for the year would have been HK\$5,406,000 (2011 by 5%: HK\$5,256,000) higher/lower, mainly as a result of foreign exchange gains/losses on translation of RMB-denominated trade receivables and payables, and cash and cash equivalents.

At 31 December 2012, if HK\$ had weakened/strengthened by 5% against the JPY with all other variables held constant, profit before tax for the year would have been HK\$2,653,000 (2011 by 5%: HK\$3,108,000) lower/higher, mainly as a result of foreign exchange losses/gains on translation of JPY-denominated trade payables, cash and cash equivalents and bank borrowings.

(ii) Cash flow interest rate risk

As the Group has no significant interest-bearing assets except for certain bank deposits, the Group's income and operating cash flows are substantially independent of changes in market interest rates.



3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

(ii) 現金流量利率風險(續)

於二零一二年十二月三十一日，倘銀行貸款利率增加／減少1%而所有其他可變因素保持不變，本年度除稅後利潤將減少／增加港幣3,481,000元(二零一一年：港幣3,109,000元)，主要由於浮息銀行貸款之利息開支增加／減少。

(b) 信貸風險

本集團之信貸風險主要來自現金及銀行存款以及客戶之信貸承擔，例如應收貿易賬款、向共同控制實體貸款、訂金及其他應收賬款。現金及銀行存款之信貸風險有限，原因是本集團主要將存款存放於高信貸評級之銀行，管理層預料不會因銀行違約而導致任何虧損。

本集團債務人可能受到經濟狀況欠佳及流動資金水平降低的影響，繼而可能影響彼等償還結欠金額的能力。債務人之經營狀況惡化亦可能影響管理層對現金流量之預測及應收賬款減值之評估。根據可獲取的資料，管理層均已於彼等之減值評估中反映修訂後之估計預期未來現金流量。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) Market risk (continued)

(ii) Cash flow interest rate risk (continued)

As at 31 December 2012, if interest rate on bank borrowings had been 1% higher/lower with all variables held constant, profit before tax for the year would have been HK\$3,481,000 (2011: HK\$3,109,000) lower/higher, mainly as a result of higher/lower interest expense on floating rate bank borrowing.

(b) Credit risk

Credit risk of the Group mainly arises from cash and bank deposits as well as credit exposures to customers such as trade receivables, loans to jointly controlled entities, deposits and other receivables. The credit risk on cash and bank deposits is limited because the Group mainly places the deposits in banks with high credit rating and management does not expect any losses from non-performance by banks.

Debtors of the Group may be affected by the unfavourable economic conditions and the lower liquidity situation which could in turn impact their ability to repay the amounts owned. Deteriorating operating conditions for debtors may also have an impact on management's cash flow forecasts and assessment of the impairment of receivables. To the extent that information is available, management has properly reflected revised estimates of expected future cash flows in their impairment assessments.

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

本集團已制訂政策，確保獲銷售產品之客戶均具有良好信貸紀錄，而本集團亦會定期評估客戶的信貸狀況。本集團通常要求客戶於三十至九十日的一般信貸期內償還結欠。於二零一二年十二月三十一日，五名(二零一一年：五名)客戶佔本集團全年末應收貿易賬款結餘34%(二零一一年：35%)，故本集團面對信貸風險集中的情況。管理層經考慮該等客戶的財務狀況及過往經驗，認為有關該等客戶的信貸風險十分輕微。本集團過往未收回之應收貿易賬款及其他應收賬款並無超出有關撥備額，而董事認為，已就不可收回的應收賬款作出足夠撥備。

管理層經考慮有關實體的財務狀況，認為向共同控制實體貸款的信貸風險並不重大。管理層已對該等結餘的可收回程度進行評估，預期並不會因為該等公司不履行責任而導致任何損失。

(c) 流動資金風險

審慎的流動資金風險管理包括保持充裕現金和透過可得信用額度獲取充足資金的能力。董事之目標是通過信貸額度以保持資金的靈活性。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

The Group has put in place policies to ensure that sales of products are made to customers with an appropriate credit history and the Group performs periodic credit evaluations of its customers. The Group usually requires customers to settle the balances with normal credit terms of 30 to 90 days. As at 31 December 2012, the Group has a concentration of credit risk given that the top five (2011: five) customers account for 34% (2011: 35%) of the Group's total year end trade receivable balance. Management considers that the credit risk in respect of these customers is minimal after considering the financial position and past experience with these customers. The Group's historical experience in collection of trade and other receivables falls within the recorded allowances and the Directors are of the opinion that adequate provision for uncollectible accounts receivable has been made.

Management considers the credit risk on loans to jointly controlled entities is minimal after considering the financial conditions of these entities. Management has performed assessment over the recoverability of these balances and management does not expect any losses from non-performance by these companies.

(c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of available credit facilities. The Directors aim to maintain flexibility in funding by keeping credit lines available.



3 財務風險管理(續)

3.1 財務風險因素(續)

(c) 流動資金風險(續)

本公司之政策為定期監察流動其資金需要、有否履行借貸責任及與往來銀行的關係，以確保具有足夠現金儲備、可隨時套現的有價證券及來自主要金融機構的資金來源，以應付短期及長期流動資金需要。

下表展示本集團非衍生金融負債於報告期末之餘下合約年期，其根據未折現現金流(包括按合約利率或(如屬浮息)按結算日利率計算之利息付款)及本集團最早須還款日期。由於在12個月內到期結餘之貼現影響並不重大，故該等到期結餘等於其賬面值。

此外，就具有於要求時償還條文並可由銀行全權酌情行使的按揭貸款而言，有關分析列示實體須還款的最早期間(即借方行使其無條件權力要求即時還款)的現金外流。其他銀行貸款的到期日分析乃根據預定還款期呈列。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(c) Liquidity risk (continued)

The Company's policy is to regularly monitor its liquidity requirements, its compliance with lending covenants and its relationship with its bankers to ensure that it maintains sufficient reserves of cash and readily realisable marketable securities and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities, based on undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the balance sheet date) and the earliest date the Group can be required to pay. Balances due within 12 months equal their carrying balances, as the impact of discounting is not significant.

Specifically, for mortgage loan which contains a repayment on demand clause that can be exercised at the bank's sole discretion, the analysis shows the cash outflow based on the earliest period in which the entity can be required to pay, that is if the lenders were to invoke their unconditional rights to call the loans with immediate effect. The maturity analysis for other bank borrowings is prepared based on the scheduled repayment dates.

3 財務風險管理(續)

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 財務風險因素(續)

3.1 Financial risk factors (continued)

(c) 流動資金風險(續)

(c) Liquidity risk (continued)

		到期日分析 Maturity Analysis					
		於要求時	1年內	1至2年	2至5年	5年以上	總額
		On demand	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
綜合	Consolidated						
於二零一一年十二月三十一日	At 31 December 2011						
應付貿易賬款	Trade payables	-	619,419	-	-	-	619,419
應計費用及其他應付賬款	Accruals and other payables	-	231,932	-	-	-	231,932
應付一間聯營公司款項	Amount due to an associate	-	3,183	-	-	-	3,183
已抵押銀行貸款	Collateralised bank loan	-	72,319	-	-	-	72,319
具有於要求時償還條文的按揭貸款	Mortgage loan subject to a repayment on demand clause	58,650	-	-	-	-	58,650
其他銀行貸款	Other bank borrowings	-	180,651	-	-	-	180,651
		58,650	1,107,504	-	-	-	1,166,154
於二零一二年十二月三十一日	At 31 December 2012						
應付貿易賬款	Trade payables	-	625,523	-	-	-	625,523
應計費用及其他應付賬款	Accruals and other payables	-	217,507	-	-	-	217,507
信託收據銀行貸款	Trust receipts bank loan	-	59,514	-	-	-	59,514
具有於要求時償還條文的按揭貸款	Mortgage loan subject to a repayment on demand clause	51,750	-	-	-	-	51,750
其他銀行貸款	Other bank borrowings	-	238,202	-	-	-	238,202
		51,750	1,140,746	-	-	-	1,192,496



3 財務風險管理(續)

3.1 財務風險因素(續)

(c) 流動資金風險(續)

		於要求時	1年內	1至2年	2至5年	5年以上	總額
		On	Less than	Between	Between	Over	Total
		demand	1 year	1 and	2 and	5 years	Total
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
本公司	Company						
於二零一一年十二月三十一日	At 31 December 2011						
應計費用及其他應付賬款	Accruals and other payables	-	2,390	-	-	-	2,390
應付附屬公司款項	Amounts due to subsidiaries	-	164,907	-	-	-	164,907
		-	167,297	-	-	-	167,297
於二零一二年十二月三十一日	At 31 December 2012						
應計費用及其他應付賬款	Accruals and other payables	-	2,368	-	-	-	2,368
應付附屬公司款項	Amounts due to subsidiaries	-	164,984	-	-	-	164,984
		-	167,352	-	-	-	167,352

上表綜合具有於要求時償還條文的按揭貸款的到期日分析，其根據貸款協議所載之議定還款期。金額包括按合約利率計算的利息付款。因此，該等金額大於上文到期日分析中「於要求時」時間範圍所披露的金額。經考慮本集團之財務狀況，董事認為銀行不太可能行使權利要求即時還款。董事相信有關按揭貸款將按照貸款協議所載之議定還款期償還。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(c) Liquidity risk (continued)

		於要求時	1年內	1至2年	2至5年	5年以上	總額
		On	Less than	Between	Between	Over	Total
		demand	1 year	1 and	2 and	5 years	Total
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
本公司	Company						
於二零一一年十二月三十一日	At 31 December 2011						
應計費用及其他應付賬款	Accruals and other payables	-	2,390	-	-	-	2,390
應付附屬公司款項	Amounts due to subsidiaries	-	164,907	-	-	-	164,907
		-	167,297	-	-	-	167,297
於二零一二年十二月三十一日	At 31 December 2012						
應計費用及其他應付賬款	Accruals and other payables	-	2,368	-	-	-	2,368
應付附屬公司款項	Amounts due to subsidiaries	-	164,984	-	-	-	164,984
		-	167,352	-	-	-	167,352

The table below summarises the maturity analysis of mortgage loan with a repayment on demand clause based on agreed scheduled repayments set out in the loan agreement. The amounts include interest payments computed using contractual rates. As a result, these amounts were greater than the amounts disclosed in the 'on demand' time band in the maturity analysis contained above. Taking into account the Group's financial position, the Directors do not consider that it is probable that the bank will exercise its discretion to demand immediate repayment. The Directors believe that such mortgage loan will be repaid in accordance with the scheduled repayment date set out in the loan agreements.

3 財務風險管理(續)

3.1 財務風險因素(續)

(c) 流動資金風險(續)

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(c) Liquidity risk (continued)

到期日分析 – 具有於要求時償還條文的按揭貸款，根據預定還款期
Maturity Analysis – Mortgage loans subject to a repayment on demand clause based on scheduled repayments:

於要求時	1年內	1至2年	2至5年	5年以上	未折現現金	
					流總額	
On demand	Within 1 year	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total undiscounted cash flows	
港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	
於二零一一年十二月三十一日 31 December 2011	-	7,384	7,323	21,608	24,526	60,841
於二零一二年十二月三十一日 31 December 2012	-	7,341	7,279	21,462	17,453	53,535

3.2 資本風險管理

本集團的資金管理目標是確保本集團能持續營運，繼續為股東提供回報並為其他利益相關者帶來利益，同時維持最佳的資本結構以減低資金成本。

為維持或調整資本結構，本集團可能會調整支付予股東的股息金額、向股東退回資本、發行新股份或出售資產以降低債務。

與其他同業一致，本集團以負債資產比率作為監控資本的基準。該比率按淨負債除以總資本計算。淨負債按總貸款減現金及現金等價物及已抵押銀行存款計算。總資本按綜合資產負債表所載之「權益」加上淨負債計算。

於二零一二年及二零一一年十二月三十一日，本集團處於淨現金狀況。

3.2 Capital risk management

The Group's objectives when managing capital are 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 the 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 debt.

Consistent with others in the industry, the Group monitors capital on the basis of gearing ratio. The ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings less cash and cash equivalent and pledged bank deposits. Total capital is calculated as 'equity', as shown in the consolidated balance sheet, plus net debt.

The Group was in a net cash position as at 31 December 2012 and 2011.



3 財務風險管理(續)

3.3 公允價值估計

下表載列以估值法計量按公允價值列賬之金融工具分析。不同等級之定義如下：

- 可識別資產或負債在活躍市場報價(未經調整)(第1級)。
- 除第1級計及的報價外，就資產或負債直接(即價格)或間接(即自價格所得)觀察所得參數(第2級)。
- 並非基於可觀察市場數據(無法觀察參數)之資產或負債之參數(第3級)。

下表呈列本集團於二零一一年十二月三十一日按公允價值計量之資產及負債。

資產	Assets
可供出售金融資產	Available-for-sale financial asset
負債	Liabilities
衍生金融工具	Derivative financial instruments

3 FINANCIAL RISK MANAGEMENT (continued)

3.3 Fair value estimation

The table below analyses financial instruments carried at fair value by valuation method. The different level have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The following table presents the Group's assets and liabilities that are measured at fair value at 31 December 2011.

第1級	第2級	第3級	總額
Level 1	Level 2	Level 3	Total
港幣千元	港幣千元	港幣千元	港幣千元
HK\$'000	HK\$'000	HK\$'000	HK\$'000

可供出售金融資產	Available-for-sale financial asset	52,308	–	3,891	56,199
衍生金融工具	Derivative financial instruments	–	–	–	–

3 財務風險管理(續)

3.3 公允價值估計(續)

下表呈列本集團於二零一二年十二月三十一日按公允價值計量之資產及負債。

		第1級 Level 1 港幣千元 HK\$'000	第2級 Level 2 港幣千元 HK\$'000	第3級 Level 3 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
資產	Assets				
可供出售金融資產	Available-for-sale financial assets	63,993	-	-	63,993
負債	Liabilities				
衍生金融工具	Derivative financial instruments	-	2,726	-	2,726

在活躍市場買賣的金融工具之公允價值根據結算日的市場報價列賬。倘該報價可方便或定期自交易所、經銷商、經紀、行業集團、股價服務或監管機構獲得，而該等報價反映實際及定期按公平原則進行之市場交易，則該市場視為活躍市場。本集團持有的金融資產的市場報價為當時買盤價。該等工具計入第1級。

並非在活躍市場買賣的金融工具(例如場外衍生工具)的公允價值採用估值法釐定。該等估值法在有可觀察市場數據之情況下盡量利用該等數據，並盡量降低對實體具體估計之倚賴。倘工具公允價值之全部所需重要參數均可觀察，則該工具計入第2級。

倘一項或多項重大參數並非基於可觀察市場數據，則工具計入第3級。對工具進行估值時使用類似工具之市場報價。

3 FINANCIAL RISK MANAGEMENT (continued)

3.3 Fair value estimation (continued)

The following table presents the Group's assets and liabilities that are measured at fair value at 31 December 2012.

		第1級 Level 1 港幣千元 HK\$'000	第2級 Level 2 港幣千元 HK\$'000	第3級 Level 3 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
資產	Assets				
可供出售金融資產	Available-for-sale financial assets	63,993	-	-	63,993
負債	Liabilities				
衍生金融工具	Derivative financial instruments	-	2,726	-	2,726

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1.

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. The quoted market prices of similar instruments are used to value the instruments.



3 財務風險管理(續)

3.3 公允價值估計(續)

下表呈列第3級工具於截至二零一一年十二月三十一日及二零一二年十二月三十一日止年度之變動。

		可供出售 金融資產 Available-for-sale financial assets 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
於二零一一年一月一日	At 1 January 2011	3,891	3,891
增加	Additions	—	—
於二零一一年十二月三十一日	At 31 December 2011	3,891	3,891
減值	Impairment	(3,891)	(3,891)
於二零一二年十二月三十一日	At 31 December 2012	—	—

4 重大會計估計及判斷

估計及判斷須持續評估，並基於過往經驗及其他因素，包括依據當時情況相信屬未來事件的合理預期。

本集團就未來作出估計及假設。產生的會計估計顧名思義多數與有關實際結果不同。對下一財政年度有重大風險，造成資產與負債賬面值須作出重大調整的估計及假設載於下文。

3 FINANCIAL RISK MANAGEMENT (continued)

3.3 Fair value estimation (continued)

The following table represents the changes in level 3 instruments during the year ended 31 December 2011 and 31 December 2012.

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

4 重大會計估計及判斷(續)

(a) 物業、廠房及設備之使用年限

本集團管理層釐定其物業、廠房及設備的估計使用年限與相關折舊開支。該估計乃根據同類性質及功能之物業、廠房及設備實際使用年限的過往經驗作出。倘使用年限早於先前估計之年限，管理層會增加折舊支出，或註銷或撇減已棄用或出售之技術過時或非戰略性資產。實際經濟年期或會與估計使用期限不同。定期檢討可能使可折舊年期出現變動，因而導致未來期間之折舊支出有所變動。

(b) 非金融資產之減值

倘有任何事件或情況變動顯示非金融資產之賬面值無法收回，則須進行減值檢討。可收回金額乃依據使用價值或市值而釐定。該等計算方法須行使判斷及估計。

管理層須判斷資產是否減值，尤其是評估：(i)是否已發生可能顯示有關資產價值可能無法收回之事件；(ii)可收回款項(即按業務中持續使用資產而估計公允價值減銷售成本或未來現金流量淨現值(以較高者為準))是否達致該項資產之賬面值；及(iii)於編製現金流量預測時使用適當的主要假設，包括是否採用適當利率貼現該等現金流量預測。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

(a) 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. Management will increase the depreciation charges where useful lives are less than previously estimated lives. It will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold. Actual economic lives may differ from estimated useful lives. Periodic review could result in a change in depreciable lives and therefore depreciation expense in future periods.

(b) Impairment of non-financial assets

Non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable amounts have been determined based on value-in-use calculations or market valuations. These calculations require the use of judgments and estimates.

Management judgment is required in the area of asset impairment particularly in assessing: (i) whether an event has occurred that may indicate that the related asset values may not be recoverable; (ii) whether the carrying value of an asset can be supported by the recoverable amount, being the higher of fair value less costs to sell or net present value of future cash flows which are estimated based upon the continued use of the asset in the business; 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.



4 重大會計估計及判斷(續)

(b) 非金融資產之減值(續)

倘管理層評估減值之假設有變(包括現金流量預測所採用之貼現率或增長率假設)，或會影響減值測試所使用的淨現值，因而影響本集團財務狀況及營運業績。

(c) 存貨之估計撥備

本集團根據對存貨可變現程度的評估，將存貨撇減至可變現淨值。倘有事件或情況變化顯示結餘可能無法變現，則會將存貨撇減值入賬。識別撇減值時須運用判斷及估計。倘預期金額與原有估計有別，該差額將影響存貨賬面值及估計變更期間的存貨撇減值。

(d) 應收賬款之估計減值

本集團基於對應收賬款可收回程度之評估，對應收賬款作出減值撥備。倘發生事件或情況改變顯示該結餘可能無法收回，則會就應收賬款作出撥備。識別應收賬款減值須作出判斷及估計。倘預期金額與原有估計有差異，則該等差額將影響應收賬款之賬面值，而應收賬款減值虧損會於估計變更年度內確認。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

(b) Impairment of non-financial assets (continued)

Changing the assumptions selected by management in assessing impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could affect the net present value used in the impairment test and as a result affect the Group's financial position and results of operations.

(c) Estimated provision for inventories

Inventories are written down to net realisable value based on an assessment of the realisability of inventories. Write-downs on inventories are recorded where events or changes in circumstances indicate that the balances may not be realised. The identification of write-downs requires the use of judgment and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of inventories and write-downs of inventories in the periods in which such estimate has been changed.

(d) Estimated impairment of receivables

The Group makes provision for impairment of receivables based on an assessment of the recoverability of the receivables. Provisions are applied to receivables where events or changes in circumstances indicate that the balances may not be collectible. The identification of impairment of receivables requires the use of judgment and estimates. Where the expectations are different from the original estimates, such differences will impact the carrying value of receivables and loss for the impairment of receivable is recognised in the years in which such estimates have been changed.

4 重大會計估計及判斷(續)

(e) 所得稅及遞延所得稅

本集團於多個司法權區須繳納所得稅。於釐定各地所得稅撥備時須作出重大判斷。日常業務過程中有多宗交易且計算釐定該等交易最終稅項尚不明確。本集團根據估計是否須繳納額外稅項而確認預計稅務審核事宜之負債。倘有關事宜之最終稅務結果有別於初始入賬款額，有關差額將影響釐定有關數額期間之所得稅及遞延稅項撥備。

倘管理層認為未來應課稅利潤將可用作抵銷可使用暫時差額或稅項虧損，則確認涉及若干暫時差額之遞延稅項資產及稅項虧損。倘有關預測有別於原有估計，有關差額將影響估計變動期間之遞延稅項資產及所得稅支出之確認。

(f) 聯營公司分類

投資者擁有重大影響力而非附屬公司或於合營企業之權益的實體被分類為聯營公司。重大影響力指參與被投資公司財務及經營政策決定之權力，惟非對此等政策作出控制或共同控制。管理層判斷須用於釐定重大影響力是否存在。管理層於達致合適結論前考慮所有事實及情況。有關詳情刊載於綜合財務報表附註19及21。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

(e) Income taxes and deferred income tax

The Group is subject to income taxes in various jurisdictions. Significant judgment is required in determining the worldwide provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be required. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences and tax losses are recognised when management considers it is likely that future taxable profits will be available against which the temporary differences or tax losses can be utilised. When the expectations are different from the original estimates, such differences will impact the recognition of deferred tax assets and income tax charges in the period in which such estimates have been changed.

(f) Classification of associate

An entity which an investor has significant influence and that is neither a subsidiary nor an interest in a joint ventures is classified as an associate. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies. Management judgment is required in determining whether significant influence exists. Management considers all facts and circumstances before arriving at the appropriate conclusion. Details of which are stated in notes 19 and 21 to consolidated financial statements.



4 重大會計估計及判斷(續)

(f) 聯營公司分類(續)

變更管理層選定之分類可能嚴重影響被投資公司之會計處理及計量，繼而影響本集團財務狀況及經營業績。

5 分部資料

本集團之高級行政管理層被視為主要營運決策者。本集團分為兩個經營部門：

電子製造服務(「EMS」) – 為EMS顧客製造及分銷電子產品。

原設計及製造(「ODM」) – 為EMS及ODM顧客提供原設計及製造。

主要營運決策者定期審閱本集團表現及其內部報告，以評估表現及分配資源。主要營運決策者根據分部業績之計量評估營運分部表現。該計量基準包括未扣除其他收入之營運分部盈虧、其他收益 – 淨額、應佔聯營公司及共同控制實體利潤／(虧損)、利息收入、利息開支、所得稅開支與投資物業公允價值變動，惟不包括企業及未分配開支。向本集團管理層提供之其他資料按與綜合財務報表所載方式一致者計量。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

(f) Classification of associate (continued)

Changing the classification selected by management could significantly affect the accounting treatment and measurement of the investee and as a result affect the Group's financial position and results of operations.

5 SEGMENT INFORMATION

The Group's senior executive management is considered as the CODM. The Group was organised into two operating divisions:

Electronic Manufacturing Service ("EMS") – manufacture and distribution of electronic products for EMS customers.

Original Design and Manufacturing ("ODM") – original design and manufacturing for both EMS and ODM customers.

The CODM reviews the performance of the Group on a regular basis and reviews the Group's internal reporting in order to assess performance and allocate resources. The CODM assesses the performance of the operating segments based on a measure of segment results. This measurement basis includes profit or loss of the operating segments before other income, other gains – net, share of profit/(loss) of associates and jointly controlled entities, interest income, interest expense, income tax expense and change in fair value of investment properties but excludes corporate and unallocated expenses. Other information provided to the Group's management is measured in a manner consistent with that in the consolidated financial statements.

5 分部資料(續)

5 SEGMENT INFORMATION (continued)

		EMS部門 EMS division 港幣千元 HK\$'000	ODM部門 ODM division 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
截至二零一二年 十二月三十一日止年度	For the year ended 31 December 2012			
毛收益總值	Total gross revenue	3,302,530	50,476	3,353,006
分部間收益	Inter-segment revenue	(10,059)	–	(10,059)
對外收益	External revenue	3,292,471	50,476	3,342,947
分部業績	Segment results	90,352	(6,864)	83,488
折舊及攤銷支出	Depreciation and amortisation charges	35,265	362	35,627
資本開支	Capital expenditure	28,574	6,030	34,604
		EMS部門 EMS division 港幣千元 HK\$'000	ODM部門 ODM division 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
截至二零一一年 十二月三十一日止年度	For the year ended 31 December 2011			
毛收益總值	Total gross revenue	3,899,060	26,102	3,925,162
分部間收益	Inter-segment revenue	(8,038)	–	(8,038)
對外收益	External revenue	3,891,022	26,102	3,917,124
分部業績	Segment results	164,959	(8,187)	156,772
折舊及攤銷支出	Depreciation and amortisation charges	40,015	140	40,155
資本開支	Capital expenditure	37,382	981	38,363



5 分部資料(續)

5 SEGMENT INFORMATION (continued)

	EMS部門 EMS division 港幣千元 HK\$'000	ODM部門 ODM division 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
可呈報分部資產	Reportable segment assets		
於二零一二年十二月三十一日 As at 31 December 2012	2,036,385	16,788	2,053,173
於二零一一年十二月三十一日 As at 31 December 2011	2,009,953	15,450	2,025,403

分部資產主要包括物業、廠房及設備、租賃土地及土地使用權、無形資產、存貨、應收貿易賬款、預付款項、訂金及其他應收賬款以及現金及現金等價物，惟不包括企業及未分配資產。

Segment assets consist primarily of property, plant and equipment, leasehold land and land use rights, intangible assets, inventories, trade receivables, prepayments, deposits and other receivables, and cash and cash equivalents, but exclude corporate and unallocated assets.

可呈報分部業績除與除所得稅前利潤之對賬如下：

A reconciliation of reportable segment results to profit before income tax is provided as follows:

	二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
可呈報分部業績	83,488	156,772
其他收入	37,419	18,909
投資物業公允價值變動	12,500	11,050
其他收益 – 淨額	5,712	16,371
融資收入 – 淨額	4,273	13
應佔聯營公司利潤／(虧損)	4,225	(228)
應佔共同控制實體虧損	(72)	(238)
視作出售一間聯營公司之收益	–	25,947
企業及未分配開支	(24,262)	(20,560)
除所得稅前利潤	123,283	208,036

5 分部資料(續)

5 SEGMENT INFORMATION (continued)

可呈報分部資產與總資產之對賬如下：

Reportable segments assets are reconciled to total assets as follows:

		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
可呈報分部資產	Reportable segment assets	2,053,173	2,025,403
投資物業	Investment properties	59,600	46,600
聯營公司的投資	Investments in associates	–	6,993
共同控制實體的權益	Interests in jointly controlled entities	350,089	301,008
可供出售金融資產	Available-for-sale financial assets	63,993	56,199
遞延所得稅資產	Deferred income tax assets	13,280	15,866
應收聯營公司款項	Amounts due from associates	36	27,847
企業及未分配資產	Corporate and unallocated assets	176,496	127,913
綜合資產負債表內的總資產	Total assets per consolidated balance sheet	2,716,667	2,607,829

其他重大項目之對賬如下：

Reconciliations of other material items are as follows:

		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
折舊及攤銷支出	Depreciation and amortisation charges		
– 可呈報分部總額	– Reportable segment total	35,627	40,155
– 公司總部	– Corporate headquarters	2,793	2,574
		38,420	42,729
資本開支	Capital expenditure		
– 可呈報分部總額	– Reportable segment total	34,604	38,363
– 公司總部	– Corporate headquarters	2,057	860
		36,661	39,223



5 分部資料(續)

本公司於百慕達註冊。以下為本集團按地區市場劃分之收益分析(按出具發票之地點決定)：

		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
北美洲	North America	386,940	437,171
亞洲(不包括香港)	Asia (excluding Hong Kong)	1,860,021	2,368,454
歐洲	Europe	639,736	564,962
香港	Hong Kong	456,250	546,537
		3,342,947	3,917,124

截至二零一二年十二月三十一日止年度，約港幣918,803,000元(二零一一年：港幣1,177,730,000元)、港幣795,181,000元(二零一一年：港幣900,644,000元)、港幣225,241,000元(二零一一年：港幣158,575,000元)及港幣214,540,000元(二零一一年：港幣289,375,000元)之收益分別來自四大外部客戶。該等收益為EMS部門應佔收益。

以下為本集團按地區市場劃分之非流動資產分析：

		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
北美洲	North America	2,080	949
亞洲(不包括香港)	Asia (excluding Hong Kong)	178,426	140,693
歐洲	Europe	37	42
香港	Hong Kong	578,325	539,072
		758,868	680,756

5 SEGMENT INFORMATION (continued)

The Company is domiciled in Bermuda. Analysis of the Group's revenue by geographical market, which is determined by the destination of the invoices billed, is as follows:

		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
North America	North America	386,940	437,171
Asia (excluding Hong Kong)	Asia (excluding Hong Kong)	1,860,021	2,368,454
Europe	Europe	639,736	564,962
Hong Kong	Hong Kong	456,250	546,537
		3,342,947	3,917,124

For the year ended 31 December 2012, revenues of approximately HK\$918,803,000 (2011: HK\$1,177,730,000), HK\$795,181,000 (2011: HK\$900,644,000), HK\$225,241,000 (2011: HK\$158,575,000) and HK\$214,540,000 (2011: HK\$289,375,000) were derived from the top four external customers respectively. These revenues are attributable to the EMS division.

Analysis of the Group's non-current assets by geographical market is as follows:

		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
North America	North America	2,080	949
Asia (excluding Hong Kong)	Asia (excluding Hong Kong)	178,426	140,693
Europe	Europe	37	42
Hong Kong	Hong Kong	578,325	539,072
		758,868	680,756

5 分部資料(續)

非流動資產包括物業、廠房及設備、投資物業、租賃土地及土地使用權、聯營公司的投資、於共同控制實體的權益、無形資產、可供出售金融資產及訂金及其他應收賬款，惟不包括遞延所得稅資產。

5 SEGMENT INFORMATION (continued)

Non-current assets comprise property, plant and equipment, investment properties, leasehold land and land use rights, investments in associates, interests in jointly controlled entities, intangible assets, available-for-sale financial assets and deposits and other receivables. They exclude deferred income tax assets.

6 其他收入

6 OTHER INCOME

		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
租金收入	Rental income	1,386	150
加工收入	Tooling income	23,052	9,118
其他	Others	12,981	9,641
		37,419	18,909

7 僱員福利開支(包括董事酬金)

7 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
工資、薪金、津貼及其他 離職福利	Wages, salaries, allowances and other termination benefits	385,642	372,560
退休金成本 – 界定供款 計劃	Pension costs – defined contribution schemes	35,810	32,011
購股權計劃 – 僱員 服務價值	Share option scheme – value of employment services	–	132
		421,452	404,703



7 僱員福利開支(包括董事酬金) (續)

本集團為香港所有合資格僱員設立強制性公積金計劃(「公積金計劃」)。公積金計劃之資產與本集團資產分開持有，以基金方式由受託人管理。根據公積金計劃，本集團及其僱員每月分別向計劃作出供款，金額為僱員相關收入(定義見香港強制性公積金計劃條例)之5%。由二零一二年六月起，本集團及僱員之供款上限均為每月港幣1,250元(二零一一年：港幣1,000元)。供款全部即時歸屬予僱員。

中華人民共和國(「中國」)附屬公司之僱員為中國政府設立之退休福利計劃成員。

有關中國附屬公司須在中國向國家退休計劃供款。根據有關政府法規，僱員可享有按退休時之基本薪金及服務年期計算之退休金。中國政府負責退休僱員之退休金。

列入綜合收益表處理之總成本約港幣35,810,000元(二零一一年：港幣32,011,000元)指本集團就本財政年度向該等計劃應付之供款。

7 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS) (continued)

The Group operates a Mandatory Provident Fund Scheme (the "Fund Scheme") for all qualifying employees in Hong Kong. The assets of the Fund Scheme are held separately from those of the Group, in funds under the control of trustees. Under the Fund Scheme, each of the Group and its employees make monthly contributions to the Scheme at 5% of the employees' relevant income as defined in the Hong Kong Mandatory Provident Fund Scheme Ordinance. Both the Group's and the employees' contributions are subject to a cap of HK\$1,250 per month from June 2012 (2011: HK\$1,000). The contributions are fully and immediately vested for the employees.

The employees of the subsidiaries in the People's Republic of China (the "PRC") are members of retirement benefits schemes operated by the PRC government.

The relevant PRC subsidiaries are required to make contributions to the state retirement schemes in the PRC. The employees are entitled to retirement pension calculated with reference to their basic salaries on retirement and their length of service in accordance with the relevant government regulations. The PRC government is responsible for the pension liability to the retired staff.

The total cost charged to the consolidated income statement of approximately HK\$35,810,000 (2011: HK\$32,011,000) represents contributions payable to the schemes by the Group in respect of the current financial year.

8 除所得稅前利潤

除所得稅前利潤分析如下：

		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
核數師酬金	Auditor's remuneration	2,997	2,730
物業、廠房及設備之折舊	Depreciation of property, plant and equipment	38,152	42,573
攤銷租賃土地及土地使用權	Amortisation on leasehold land and land use right	268	156
土地及樓宇之經營租賃租金	Operating lease rental in respect of land and buildings	13,223	13,591
公共事業開支	Utility expenses	33,252	32,058
運輸費	Transportation	32,214	37,640
化學品及消耗品	Chemicals and consumables	45,688	53,534
其他	Others	96,515	85,695
折舊、攤銷及其他經營支出總額	Total depreciation, amortisation and other operating expenses	262,309	267,977

8 PROFIT BEFORE INCOME TAX

Profit before income tax is analysed as follows:

9 其他收益 – 淨額

		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
貿易及其他應付賬款撥回	Write-back of trade and other payables	7,790	15,333
撥回應收一間聯營公司款項之減值撥備及應付一間聯營公司款項	Write-back of impairment provision on amount due from an associate and amount due to an associate	5,640	–
金融工具虧損 – 淨額	Losses on financial instruments – net		
– 未變現	– Unrealised	(2,726)	–
– 已變現	– Realised	(928)	(2,032)
匯兌(虧損)/收益 – 淨額	Exchange (losses)/gains – net	(523)	1,918
出售物業、廠房及設備之收益	Gain on disposal of property, plant and equipment	350	1,152
可供出售金融資產之減值	Impairment for available-for-sale financial assets	(3,891)	–
		5,712	16,371

9 OTHER GAINS – NET



10 董事及高級管理層之酬金

(a) 董事酬金

於截至二零一二年十二月三十一日止年度之董事酬金載列如下：

10 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

(a) Directors' emoluments

The emoluments of Directors for the year ended 31 December 2012 are set out below:

		基本薪金、 津貼及 袍金	實物福利 酌情花紅	Discretionary bonus	退休福利 計劃供款	行使購股權 收入	總酬金
		Basic salaries, allowances and benefits Fees	in kind bonus	in kind bonus	contributions	from share exercised option	Total emoluments
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
王忠秣(附註a)	Wong Chung Mat, Ben (Note a)	50	2,582	858	14	—	3,504
王賢敏	Wong Yin Man, Ada	50	1,162	858	14	243	2,327
王忠樞(附註b)	Wong Chung Ah, Johnny (Note b)	50	333	858	—	—	1,241
陳子華	Chan Tsze Wah, Gabriel	50	550	—	14	145	759
譚靜安	Tan Chang On, Lawrence	50	1,182	858	—	715	2,805
溫民強	Wan Man Keung	50	1,693	858	14	223	2,838
麥競敏(附註c)	Mak King Mun, Philip (Note c)	—	—	—	—	—	—
李家祥	Li Ka Cheung, Eric	110	—	—	—	—	110
楊孫西	Yu Sun Say	110	—	—	—	—	110
葉天養	Alfred Donald Yap	110	—	—	—	—	110
總額	Total	630	7,502	4,290	56	1,326	13,804

10 董事及高級管理層之酬金
(續)

(a) 董事酬金(續)

於截至二零一一年十二月三十一日止
年度之董事酬金載列如下：

		袍金	基本薪金、 津貼及 實物福利	酌情花紅	退休福利 計劃供款	行使購股權 收入	總酬金
		Fees	Basic salaries, allowances and benefits	Discretionary bonus	Retirement benefits schemes contributions	Income from share option exercised	Total emoluments
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
王忠秣(附註a)	Wong Chung Mat, Ben (Note a)	50	2,589	1,012	12	–	3,663
王賢敏	Wong Yin Man, Ada	50	1,069	1,012	12	–	2,143
王忠樞(附註b)	Wong Chung Ah, Johnny (Note b)	50	722	1,012	–	–	1,784
陳子華	Chan Tsze Wah, Gabriel	50	494	–	12	180	736
譚靜安	Tan Chang On, Lawrence	50	1,189	1,012	–	940	3,191
溫民強	Wan Man Keung	50	1,793	1,012	12	–	2,867
李家祥	Li Ka Cheung, Eric	110	–	–	–	–	110
楊孫西	Yu Sun Say	110	–	–	–	–	110
葉天養	Alfred Donald Yap	110	–	–	–	–	110
總額	Total	630	7,856	5,060	48	1,120	14,714

附註：

- (a) 王忠秣先生為本公司行政總裁。
- (b) 王忠樞先生已於二零一二年五月三十日
退任董事。
- (c) 麥競敏先生於二零一二年七月一日獲
委任為董事。

截至二零一二年及二零一一年十二月
三十一日止年度，概無董事放棄或
同意放棄任何酬金。

10 DIRECTORS' AND SENIOR MANAGEMENT'S
EMOLUMENTS (continued)

(a) Directors' emoluments (continued)

The emoluments of Directors for the year ended 31
December 2011 are set out below:

Notes:

- (a) Mr. Wong Chung Mat, Ben is the Chief Executive Officer
of the Company.
- (b) Mr. Wong Chung Ah, Johnny retired as Director on 30
May 2012.
- (c) Mr. Mak King Mun, Philip was appointed as Director on
1 July 2012.

No Directors waived or agreed to waive any
emoluments in any of the years ended 31
December 2012 and 2011.



10 董事及高級管理層之酬金 (續)

(b) 五名獲最高酬金人士

年內，本集團五名獲最高酬金人士，包括四名(二零一一年：四名)董事，彼等之酬金已載於上文呈列之分析。餘下一名人士之應付薪酬列載如下：

		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
薪金及其他福利	Salaries and other benefits	1,112	1,151
花紅	Bonus	589	727
退休金成本 – 界定供款計劃	Pension costs – defined contribution schemes	14	–
行使購股權收入	Income from share option exercised	465	450
		2,180	2,328

		人數 Number of individual	
		二零一二年 2012	二零一一年 2011
酬金範圍	Emolument band		
港幣2,000,001元至港幣2,500,000元	HK\$2,000,001–HK\$2,500,000	1	1

年內，本集團概無支付酬金予董事，作為吸引彼等加入本集團或加入本集團後之獎勵或作為離職補償。

10 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (continued)

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include four (2011: four) Directors whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining one individual is as follows:

No emolument was 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 year.

10 董事及高級管理層之酬金 (續)

(c) 高級管理層(不包括董事)酬金 範圍

高級管理層(不包括董事)之酬金介乎以下範圍：

10 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (continued)

(c) Senior management's (excluding Directors) emoluments by band

The emoluments of senior management (excluding Directors) fell within the following bands:

酬金範圍	Emolument bands	人數 Number of individuals	
		二零一二年 2012	二零一一年 2011
港幣500,001元–港幣1,000,000元	HK\$500,001–HK\$1,000,000	–	1
港幣1,000,001元–港幣1,500,000元	HK\$1,000,001–HK\$1,500,000	2	1
港幣1,500,001元–港幣2,000,000元	HK\$1,500,001–HK\$2,000,000	1	2
港幣2,000,001元–港幣2,500,000元	HK\$2,000,001–HK\$2,500,000	–	2

11 融資收入 – 淨額

11 FINANCE INCOME – NET

		二零一二年 2012	二零一一年 2011
		港幣千元 HK\$'000	港幣千元 HK\$'000
融資收入	Finance income		
短期銀行存款之利息收入	Interest income on short-term bank deposits	10,545	7,301
融資成本	Finance costs		
銀行貸款之利息開支	Interest expenses on bank borrowings	(6,272)	(7,288)
融資收入 – 淨額	Finance income – net	4,273	13

12 所得稅開支

本公司獲豁免繳納百慕達稅項，直至二零一六年為止。

香港利得稅已就產生自或源於香港之估計應課稅利潤按稅率16.5% (二零一一年：16.5%)計提撥備。

12 INCOME TAX EXPENSE

The Company is exempted from taxation in Bermuda until 2016.

Hong Kong profits tax has been provided at the rate of 16.5% (2011: 16.5%) on the estimated assessable profit arising in or derived from Hong Kong.



12 所得稅開支(續)

根據中華人民共和國新企業所得稅法，外商投資企業的企業所得稅率由二零零八年一月一日起從過往的優惠稅率調高至25%。於二零零七年三月十六日前在中國內地成立且過往稅率是低於25%之公司稅率將於5年內逐漸增至25%。本公司於中國內地成立的若干附屬公司將由二零零八年至二零一一年期間享有優惠所得稅率，並在優惠待遇屆滿時於二零一二年起按稅率25%繳納稅項。

計入綜合收益表的所得稅金額指：

12 INCOME TAX EXPENSE (continued)

The new Corporate Income Tax Law in the People's Republic of China increases the corporate income tax rate for foreign investment enterprises from previous preferential rates to 25% with effect from 1 January 2008. Companies established in Mainland China before 16 March 2007 and previously taxed at the rate lower than 25% may be offered a gradual increase of tax rate to 25% within 5 years. Certain subsidiaries of the Company established in Mainland China will enjoy preferential income tax rate from 2008 to 2011 and be taxed at the rate of 25% from 2012 when the preferential treatment expires.

The amount of income tax charged to the consolidated income statement represents:

		二零一二年 2012 港幣千元 HK\$'000	經重列 As restated (附註2) (Note 2) 二零一一年 2011 港幣千元 HK\$'000
當期所得稅	Current income tax		
– 香港利得稅	– Hong Kong profits tax	6,210	6,161
– 海外稅項	– Overseas taxation	14,247	32,835
遞延所得稅(附註25)	Deferred income tax (Note 25)	3,113	(2,968)
過往年度撥備不足/(超額撥備)	Under/(over) – provision in prior years		
– 當期所得稅	– Current income tax	525	(4,695)
– 遞延所得稅(附註25)	– Deferred income tax (Note 25)	(399)	52
		23,696	31,385

12 所得稅開支(續)

有關本集團除稅前利潤之稅項有別於採用合併實體利潤適用的加權平均稅率所得出的理論金額如下：

12 INCOME TAX EXPENSE (continued)

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the consolidated entities as follows:

		二零一二年 2012 港幣千元 HK\$'000	經重列 As restated (附註2) (Note 2) 二零一一年 2011 港幣千元 HK\$'000
除所得稅前利潤	Profit before income tax	123,283	208,036
按適用於各地利潤之 國內稅率計算 之稅項	Tax calculated at the domestic tax rates applicable to profits in the respective places	25,193	43,509
稅率變動影響	Effect of changes in tax rate	–	(168)
不可扣稅開支	Expenses not deductible for tax purposes	3,911	1,632
毋須課稅收入	Income not subject to tax	(9,912)	(12,597)
並無確認遞延所得稅 資產的稅項虧損 及其他臨時差額	Tax losses and other temporary differences for which no deferred income tax asset was recognised	5,377	5,321
動用尚未確認稅項虧損 及其他暫時性差額	Utilisation of unrecognised tax losses and other temporary difference	(999)	(1,669)
免稅期影響	Effect of tax holiday	–	–
過往年度撥備不足/(超額撥備)	Under/(over) – provision in prior years	126	(4,643)
所得稅開支	Income tax expense	23,696	31,385

適用加權平均稅率為20% (二零一一年：
21%)。

The weighted average applicable tax rate was 20% (2011:
21%).

13 本公司股份持有人應佔利潤

本公司股份持有人應佔虧損約港幣
1,260,000元(二零一一年：利潤港幣
57,837,000元)在本公司財務報表內處理。

13 PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The loss attributable to equity holders of the Company is dealt with in the financial statements of the Company to the extent of approximately HK\$1,260,000 (2011 profit: HK\$57,837,000).



14 股息

二零一二年及二零一一年已付的股息分別為約港幣30,925,000元(每股港幣0.065元)及港幣42,563,000元(每股港幣0.09元)。將於本公司應屆股東週年大會上建議宣派之截至二零一二年十二月三十一日止年度末期股息為每股港幣0.03元，合共約港幣14,325,000元。此等財務報表並無反映是次應付之末期股息。

14 DIVIDENDS

The dividends paid in 2012 and 2011 were approximately HK\$30,925,000 (HK\$0.065 per share) and HK\$42,563,000 (HK\$0.09 per share) respectively. A final dividend in respect of the year ended 31 December 2012 of HK\$0.03 per share, amounting to a total dividend of approximately HK\$14,325,000, will be proposed at the upcoming annual general meeting of the Company. These financial statements do not reflect this final dividend payable.

		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
已付中期股息 – 每股港幣0.025元 (二零一一年：港幣0.035元)	Interim dividend paid – HK\$0.025 (2011: HK\$0.035) per share	11,894	16,550
擬派末期股息 – 每股港幣0.03元 (二零一一年：港幣0.04元)	Proposed final dividend – HK\$0.03 (2011: HK\$0.04) per share	14,325	18,979
		26,219	35,529

於二零一二年及二零一一年已付及擬派之股息已根據香港公司條例於綜合收益表披露。

The aggregate amounts of the dividends paid and proposed during 2012 and 2011 have been disclosed in the consolidated income statement in accordance with the Hong Kong Companies Ordinance.

15 每股盈利

(a) 基本

每股基本盈利乃按公司擁有人應佔利潤除以年內已發行普通股之加權平均數計算。

15 EARNINGS PER SHARE

(a) Basic

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year.

		二零一二年 2012	經重列 As restated (附註2) (Note 2) 二零一一年 2011
本公司擁有人應佔利潤 (港幣千元)	Profit attributable to owners of the Company (HK\$'000)	100,332	177,305
已發行普通股之加權平均數 (千股)	Weighted average number of ordinary shares in issue (in thousands)	475,215	472,240
每股基本盈利(港幣元)	Basic earnings per share (HK\$)	0.21	0.38

15 每股盈利(續)

(b) 攤薄

每股攤薄盈利透過調整已發行普通股之加權平均數計算，假設所有可攤薄的潛在普通股均獲兌換。本公司尚未獲行使之購股權具有攤薄潛力。就購股權而言，根據尚未行使購股權所附認購權利之貨幣價值，釐定按公允價值(釐定為本公司股份之平均全年市價)可購入的股份數目。按以上方式計算的股份數目，與假設購股權獲行使下原應發行之股份數目作出比較。

15 EARNINGS PER SHARE (continued)

(b) Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has outstanding share options, which are of dilutive potential. For share options, a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average annual market share price of the Company's shares) based on the monetary value of the subscription rights attached to outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

		經重列 As restated (附註2) (Note 2)	
		二零一二年 2012	二零一一年 2011
本公司擁有人應佔利潤 (港幣千元)	Profit attributable to owners of the Company (HK\$'000)	100,332	177,305
已發行普通股之加權平均數 (千股)	Weighted average number of ordinary shares in issue (in thousands)	475,215	472,240
就購股權作出調整(千份)	Adjustment for share options (in thousands)	1,374	4,185
計算每股攤薄盈利的普通股 加權平均數 (千股)	Weighted average number of ordinary shares for diluted earnings per share (in thousands)	476,589	476,425
每股攤薄盈利(港幣元)	Diluted earnings per share (HK\$)	0.21	0.37



16 物業、廠房及設備

16 PROPERTY, PLANT AND EQUIPMENT

		樓宇	在建工程	廠房、 機器及設備 Plant, machinery and equipment	傢俬及裝置 Furniture and fixtures	汽車 Motor vehicles	合計 Total
		Land and buildings 港幣千元 HK\$'000	Construction in progress 港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於二零一一年一月一日	At 1 January 2011						
成本值	Cost	152,093	48,088	668,259	151,892	8,687	1,029,019
累計折舊及 減值	Accumulated depreciation and impairment	(13,094)	(2,786)	(637,878)	(104,919)	(7,857)	(766,534)
賬面淨值	Net book amount	138,999	45,302	30,381	46,973	830	262,485
截至二零一一年 十二月三十一日止年度	Year ended 31 December 2011						
期初賬面淨值	Opening net book amount	138,999	45,302	30,381	46,973	830	262,485
添置	Additions	44	2,017	36,467	108	587	39,223
轉撥	Transfer	482	(703)	221	–	–	–
出售	Disposals	–	–	(29)	(2)	–	(31)
折舊	Depreciation	(4,333)	–	(37,298)	(382)	(560)	(42,573)
匯兌差額	Exchange differences	1,370	372	2,258	17	3	4,020
期末賬面淨值	Closing net book amount	136,562	46,988	32,000	46,714	860	263,124
於二零一一年十二月三十一日	At 31 December 2011						
成本值	Cost	154,659	49,528	691,167	145,625	8,319	1,049,298
累計折舊及 減值	Accumulated depreciation and impairment	(18,097)	(2,540)	(659,167)	(98,911)	(7,459)	(786,174)
賬面淨值	Net book amount	136,562	46,988	32,000	46,714	860	263,124

16 物業、廠房及設備(續)

16 PROPERTY, PLANT AND EQUIPMENT
(continued)

		樓宇	在建工程	廠房、 機器及設備 Plant, machinery and equipment	傢俬及裝置 Furniture and fixtures	汽車 Motor vehicles	合計 Total
		Land and buildings	Construction in progress	and equipment	Furniture and fixtures	Motor vehicles	Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
截至二零一二年 十二月三十一日止年度	Year ended 31 December 2012						
期初賬面淨值	Opening net book amount	136,562	46,988	32,000	46,714	860	263,124
添置	Additions	417	546	26,838	810	2,635	31,246
估值盈餘	Valuation surplus	500	-	-	-	-	500
轉撥至投資 物業	Transfer to investment properties	(500)	-	-	-	-	(500)
轉撥	Transfer	47,534	(47,534)	-	-	-	-
出售	Disposals	-	-	(47)	-	-	(47)
折舊	Depreciation	(6,048)	-	(27,465)	(4,150)	(489)	(38,152)
匯兌差額	Exchange difference	738	-	630	1	4	1,373
期末賬面淨值	Closing net book amount	179,203	-	31,956	43,375	3,010	257,544
於二零一二年 十二月三十一日	At 31 December 2012						
成本值	Cost	206,130	-	715,813	141,854	8,611	1,072,408
累計折舊及 減值	Accumulated depreciation and impairment	(26,927)	-	(683,857)	(98,479)	(5,601)	(814,864)
賬面淨值	Net book amount	179,203	-	31,956	43,375	3,010	257,544

本集團分類為土地及樓宇之租賃土地權益之賬面值為約港幣71,626,000元(二零一一年：港幣73,273,000元)，乃於香港按租期為10至50年之中期租約持有。

於二零一二年十二月三十一日，由土地及樓宇抵押之若干銀行貸款之賬面值為約港幣97,327,000元(二零一一年：港幣99,565,000元)(附註35)。

The Group's interest in leasehold land classified under land and buildings with carrying amount of approximately HK\$71,626,000 (2011: HK\$73,273,000) are on medium term leases between 10 to 50 years located in Hong Kong.

As at 31 December 2012, certain bank borrowings are secured on land and buildings for the carrying amount of approximately HK\$97,327,000 (2011: HK\$99,565,000) (Note 35).



17 投資物業

17 INVESTMENT PROPERTIES

		綜合 Consolidated	
		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
於一月一日	At 1 January	46,600	35,550
由物業、廠房及設備轉入	Transferred from property, plant and equipment	500	–
公允價值收益	Fair value gains	12,500	11,050
於十二月三十一日	At 31 December	59,600	46,600

本集團按賬面淨值入帳之投資物業按10至50年之中期租約持有，並位於香港。

The Group's interest in investment properties at their net book values are on medium-term leases of 10 to 50 years and are located in Hong Kong.

獨立專業合資格估值師每年於十二月三十一日按公開市值基準為投資物業估值。

The investment properties are valued annually on an open market value basis by an independent, professionally qualified valuer on 31 December.

本集團根據經營租賃租出投資物業，初步期限為1年，可選擇按重新磋商條款續期。有關租賃概無包含或然租金。截至二零一二年十二月三十一日止年度，投資物業之租金收入總額約港幣1,386,000元（二零一一年：港幣150,000元）。

The Group leases out the investment properties under operating leases, for an initial period of 1 year, with an option to renew on renegotiated terms. None of the leases includes contingent rentals. During the year ended 31 December 2012, the gross rental income from investment properties amounted to approximately HK\$1,386,000 (2011: HK\$150,000).

18 租賃土地及土地使用權

本集團於租賃土地及土地使用權之權益指預付營運租賃款項，彼等之賬面淨值分析如下：

18 LEASEHOLD LAND AND LAND USE RIGHTS

The Group's interests in leasehold land and land use rights represent prepaid operating lease payments and their net book values are analysed as follows:

		綜合 Consolidated	
		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
於一月一日	At 1 January	6,832	6,659
轉撥	Transfer	4,549	–
攤銷	Amortisation	(268)	(156)
匯兌差額	Exchange difference	102	329
於十二月三十一日	At 31 December	11,215	6,832

本集團於按賬面淨值入帳之租賃土地及土地使用權之權益為位於香港境外之10年至50年之中期租賃。

The Group's interest in leasehold land and land use rights at their net book values are on medium term leases between 10 to 50 years located outside Hong Kong.

19 聯營公司的投資

19 INVESTMENTS IN ASSOCIATES

		綜合 Consolidated	
		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
聯營公司的投資	Investments in associates		
– 應佔資產淨值	– Share of net assets	–	6,993
– 商譽	– Goodwill	–	–
總額	Total	–	6,993



19 聯營公司的投資(續)

聯營公司的投資之變動如下：

		綜合 Consolidated	
		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
於一月一日	At 1 January	6,993	31,489
添置	Addition	–	1,431
應佔聯營公司利潤／(虧損)	Share of profit/(loss) of associates	4,225	(228)
轉撥(附註a)	Transfer (Note a)	–	(25,699)
已收股息	Dividend received	(11,218)	–
於十二月三十一日	At 31 December	–	6,993

附註：

- (a) 於二零一零年一月十三日，本集團訂立一項認購及轉讓協議以收購Focus Media Network Limited (「Focus Media」) 2,200股普通股，佔於交易完成時Focus Media已發行股本22%，代價為3,000,000美元。根據認購及轉讓協議，本集團所認購之Focus Media權益百分比須按照Focus Media截至二零一零年十二月三十一日止年度之純利予以調整。於二零一一年二月九日，本集團擁有Focus Media之股本權益百分比增加至25%。

於二零一一年七月二十八日，Focus Media成功於香港聯交所創業板上市，本集團擁有的Focus Media股本權益被攤薄至18.75%，即於Focus Media所持之61,500,000股股份。此外，Focus Media的董事會組成亦於其上市後重組。故此，董事認為本集團對Focus Media再無重大影響力。於Focus Media之投資已於當時重新歸類為可供出售金融資產。

Note:

- (a) On 13 January 2010, the Group entered into a Subscription and Transfer Agreement to acquire 2,200 ordinary shares of Focus Media Network Limited ("Focus Media") at a consideration of US\$3,000,000, representing 22% of the issued shares of Focus Media upon completion. Pursuant to the Subscription and Transfer Agreement, the percentage of equity interests in Focus Media subscribed by the Group is subject to adjustment by reference to the net profit of Focus Media for the year ended 31 December 2010. On 9 February 2011, the percentage of equity interest in Focus Media owned by the Group increased to 25%.

On 28 July 2011, Focus Media was successfully listed on the GEM Board of Hong Kong Stock Exchange, equity interest owned by the Group in Focus Media was diluted to 18.75%; representing 61,500,000 shares held in Focus Media. In addition, the composition of the Board of Directors of Focus Media was restructured after its listing. As a result, the Directors considered that the Group could no longer exercise significant influence over Focus Media. The investment in Focus Media was then reclassified as an available-for-sale financial asset.

19 聯營公司的投資(續)

本集團應佔其聯營公司(均無上市)之收益、業績及應佔總資產和負債如下:

19 INVESTMENTS IN ASSOCIATES (continued)

The Group's share of the revenue and results of its associates, all of which are unlisted, and their aggregate assets and liabilities, are as follows:

		綜合 Consolidated	
		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
總資產	Total assets	-	7,131
總負債	Total liabilities	-	(138)
資產淨值	Net assets	-	6,993
收益	Revenue	-	6,071
本年度利潤/(虧損)	Profit/(loss) for the year	4,225	(228)

本集團於若干聯營公司應佔之虧損超出於該等聯營公司之投資淨額，故本集團已終止確認應佔此等聯營公司之業績。摘錄自聯營公司之相關財務報表之未確認應佔聯營公司虧損之金額(本年度及累計)如下:

The Group has discontinued the recognition of its share of result of certain associates as the Group's share of losses in these associates exceed its net investments in these associates. The amounts of unrecognised share of loss of associates, extracted from the relevant financial statements of associates, both for the year and cumulatively, are as follows:

		綜合 Consolidated	
		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
年內未確認應佔聯營公司利潤	Unrecognised share of profit of associates for the year	-	1,859
累計未確認應佔聯營公司虧損	Accumulated unrecognised share of losses of associates	(2,521)	(2,521)



19 聯營公司的投資(續)

於二零一二年十二月三十一日，本集團於以下主要聯營公司擁有權益：

公司名稱	註冊成立地點	擁有權益比例	主要業務
Name of company	Place of incorporation	Proportion of ownership interest %	Principal activities
Dinastech Holdings Limited	英屬處女島 British Virgin Islands ("BVI")	34.87	發展技術，以支持寬頻網絡之映像服務 Development of technologies to support video services on broadband networks
C-Mac-Wong's Industries Holdings Ltd.	英屬處女島 BVI	50.00	投資控股 Investment holding

董事認為，載列聯營公司之全部詳情將過份冗長，因此上表僅載列主要對本集團業績或資產淨值有重要影響之聯營公司的詳情。

19 INVESTMENTS IN ASSOCIATES (continued)

As at 31 December 2012, the Group had interests in the following principal associates:

In the opinion of the Directors, a complete list of the particulars of associates will be of excessive length and therefore the above list contains only the particulars of those associates which principally affect the results or net assets of the Group.

20 共同控制實體的權益

		綜合	
		Consolidated	
		二零一二年	二零一一年
		2012	2011
		港幣千元	港幣千元
		HK\$'000	HK\$'000
應佔資產淨值	Share of net assets	1,338	1,410
應收共同控制實體貸款	Loans to jointly controlled entities	348,751	299,598
		350,089	301,008

本集團應佔共同控制實體(均無上市)之收益及業績以及本集團應佔總資產和負債如下：

The Group's share of the revenue and results of its jointly controlled entities, all of which are unlisted, and the Group's share of total assets and liabilities, are as follows:

20 共同控制實體的權益
(續)

20 INTERESTS IN JOINTLY CONTROLLED
ENTITIES (continued)

		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
總資產	Total assets	496,624	448,074
總負債	Total liabilities	(495,286)	(446,664)
資產淨值	Net assets	1,338	1,410
收益	Revenue	—	20
本年度虧損	Loss for the year	(72)	(238)

於二零一二年十二月三十一日，本集團於以下主要共同控制實體(並無上市)擁有權益：

As at 31 December 2012, the Group had interests in the following principal jointly controlled entities, which are unlisted:

公司名稱 Name of company	註冊成立地點 Place of incorporation	擁有權權益比例 Proportion of ownership interest %	主要業務 Principal activities
易偉有限公司 Easywise Limited	香港 Hong Kong	35.70	物業控股 Property holding
冠奧投資有限公司 Crown Opal Investment Limited	香港 Hong Kong	35.70	物業控股 Property holding

董事認為，載列共同控制實體之全部詳情將過於冗長，因此上表僅載列主要對本集團資產淨值結果有重要影響之共同控制實體的詳情。

In the opinion of the Directors, a complete list of the particulars of jointly controlled entities will be of excessive length and therefore the above list contains only the particulars of those jointly controlled entities which principally affect the results of net assets of the Group.

應收共同控制實體貸款為無抵押、免息及毋須於未來12個月償還。董事認為向共同控制實體提供之貸款之賬面值與彼等之公允價值相若。該等金額以港幣計值。

The loans to jointly controlled entities are unsecured, interest-free and will not be repaid in the coming 12 months. The Directors consider that the carrying amounts of the loans to the jointly controlled entities approximate their fair values. The amounts are denominated in Hong Kong dollars.

於二零一二年十二月三十一日，概無有關發展項目之資本承擔或或然負債。

As at 31 December 2012, there were neither capital commitments nor contingent liabilities related to the development project.



21 視為出售一間聯營公司之收益

誠如附註19所述，本集團於Focus Media之投資因二零一一年Focus Media上市，而自聯營公司重新歸類為可供出售金融資產。本集團擁有之Focus Media股本權益百分比自25%攤薄至18.75%。視作出售事項錄得收益約港幣25,947,000元，於二零一一年於綜合收益表內確認。

22 無形資產

於二零一二年十二月三十一日，無形資產指產品開發成本。

21 GAIN ON DEEMED DISPOSAL OF AN ASSOCIATE

As stated in note 19, the Group's investment in Focus Media was reclassified from associates to available-for-sale financial asset as a result of the listing of Focus Media in 2011. The percentage of equity interest in Focus Media owned by the Group was diluted from 25% to 18.75%. A gain on deemed disposal of approximately HK\$25,947,000 was recognised in the consolidated income statement in 2011.

22 INTANGIBLE ASSETS

As at 31 December 2012, intangible assets represented product development costs.

		綜合 Consolidated	
		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
於一月一日	At 1 January	–	–
增加	Addition	5,415	–
匯兌差額	Exchange differences	1	–
於十二月三十一日	At 31 December	5,416	–

23 附屬公司的投資

非上市股份，按成本值
減：減值撥備

於附屬公司之投資 – 淨值

23 INVESTMENTS IN SUBSIDIARIES

		本公司 Company	
		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000

Unlisted shares, at cost	619,559	620,813
Less: Provision for impairment	(56,119)	(56,119)

Investments in subsidiaries – net	563,440	564,694
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附屬公司之未償還金額為無抵押、免息及無預定還款期，賬面值與彼等之公允價值相若。於二零一二年及二零一一年十二月三十一日，應收附屬公司款項未逾期及並無減值。

The amounts outstanding with subsidiaries are unsecured, non-interest bearing and without predetermined repayment terms. The carrying amounts approximated their fair values. The amounts due from subsidiaries were neither past due nor impaired as at 31 December 2012 and 2011.

23 附屬公司的投資(續)

於二零一二年十二月三十一日，主要附屬公司之詳情如下：

23 INVESTMENTS IN SUBSIDIARIES (continued)

Details of the principal subsidiaries as at 31 December 2012 are as follows:

公司名稱	註冊成立地點	已發行及繳足股本	本集團應佔股本 權益百分比	主要業務
Name of company	Place of incorporation	Issued and fully paid share capital	Percentage of equity interest attributable to the Group	Principal activities
邦緯有限公司 Bondwise Limited	香港 Hong Kong	港幣2元 HK\$2	100%	投資控股 Investment holding
Catel (B.V.I.) Limited	英屬處女島 BVI	港幣110元 HK\$110	100%	投資控股 Investment holding
偉立晉科技(集團)有限公司 Emerging Technology (Holdings) Limited	香港 Hong Kong	港幣1,000,000元 HK\$1,000,000	95%	開發、推廣及分銷多媒體移動裝置 Development, marketing and distribution of multimedia mobile devices
兆偉實業有限公司 Siu Wai Industrial Limited	香港 Hong Kong	港幣2元 HK\$2	100%	製造電子產品 Electronic products manufacturing
Ubiquitous International Limited	英屬處女島 BVI	1美元 US\$1	100%	持有物業 Property holding
Wapdon Company Limited	香港 Hong Kong	港幣2元 HK\$2	100%	投資控股 Investment holding
華納科技(深圳)有限公司# Wellop Technology (Shenzhen) Limited#	中國 PRC	7,500,000美元 US\$7,500,000	100%	製造電子產品 Electronic products manufacturing
華高科技(蘇州)有限公司# Welco Technology (Suzhou) Limited#	中國 PRC	24,000,000美元 US\$24,000,000	100%	製造電子產品 Electronic products manufacturing
Wireless Dynamics Inc.	加拿大 Canada	8,508,855美元 US\$8,508,855	85.05%	開發、推廣及分銷無線通訊產品 Development, marketing and distribution of wireless communication products
Wong's Circuits (Holdings) Pte Ltd	新加坡 Singapore	102,799,653新加坡元 S\$102,799,653	100%	投資控股 Investment holding
王氏電子有限公司 Wong's Electronics Company Limited	香港 Hong Kong	港幣1,000,000元 HK\$1,000,000	100%	製造電子產品 Electronic products manufacturing
王氏工業(集團)有限公司 Wong's Industrial (Holdings) Limited	香港 Hong Kong	港幣500元 HK\$500	100%	投資控股 Investment holding
Wong's International Japan Inc.	日本 Japan	20,000,000日圓 JPY20,000,000	100%	銷售及市場拓展 Sales and marketing
Wong's International USA Corporation	美國 United States of America	10,000美元 US\$10,000	100%	市場拓展 Marketing

此公司為外商獨資企業。

The company is a wholly-owned foreign enterprise.



23 附屬公司的投資(續)

上表列出對本集團業績有重大影響或佔本集團主要部分資產淨值之主要附屬公司。本公司董事及本集團管理層認為，載列其他附屬公司之全部詳情將過分冗長。

截至二零一二年十二月三十一日止年度內任何時候，附屬公司概無任何已發行貸款資本。

24 可供出售金融資產

23 INVESTMENTS IN SUBSIDIARIES (continued)

The above lists the principal subsidiaries which principally affected the results or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the Company's Directors and the Group's management, result in particulars of excessive length.

None of the subsidiaries had any loan capital in issue at any time during the year ended 31 December 2012.

24 AVAILABLE-FOR-SALE FINANCIAL ASSETS

		綜合 Consolidated	
		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
於一月一日	At 1 January	56,199	3,938
重新分類自附屬公司之投資	Reclassification from investments in associates	-	51,660
公允價值變動	Fair value changes	11,683	602
減值	Impairment	(3,891)	-
匯兌差額	Exchange difference	2	(1)
於十二月三十一日	At 31 December	63,993	56,199

可供出售金融資產包括以下各項：

Available-for-sale financial assets include the followings:

		綜合 Consolidated	
		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
上市股本證券	Listed equity securities		
- 於香港上市	- Listed in Hong Kong	63,960	52,275
- 於香港以外地區上市	- Listed outside Hong Kong	33	33
非上市股本證券	Unlisted equity securities	-	3,891
		63,993	56,199
上市證券的市值	Market value of listed securities	63,993	52,308

24 可供出售金融資產(續)

於結算日，所有可供出售金融資產均按公允價值列賬。

本年度內確認減值虧損港幣3,891,000元(二零一一年：無)。

可供出售金融資產之賬面值以下列貨幣計值：

24 AVAILABLE-FOR-SALE FINANCIAL ASSETS (continued)

As at the balance sheet date, all available-for-sale financial assets are stated at fair value.

Impairment loss of HK\$3,891,000 was recognised during the year (2011: Nil).

The carrying amounts of available-for-sale financial assets are denominated in the following currencies:

		綜合 Consolidated	
		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
港幣	Hong Kong dollar	63,960	52,275
美元	United States dollar	–	3,891
英鎊	Sterling	33	33
		63,993	56,199

25 遞延所得稅資產／(負債)

以下為遞延所得稅項資產及遞延所得稅項負債分析：

25 DEFERRED INCOME TAX ASSETS/(LIABILITIES)

The analysis of deferred income tax assets and deferred income tax liabilities is as follows:

		綜合 Consolidated		
		經重列 As restated (附註2) (Note 2)	經重列 As restated (附註2) (Note 2)	於一月一日 二零一一年 As at 1 January 2011
		於十二月三十一日 As at 31 December 二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
遞延所得稅資產	Deferred income tax assets	13,280	15,866	12,294
遞延所得稅負債	Deferred income tax liabilities	(5)	–	–
遞延所得稅資產淨值	Net deferred income tax assets	13,275	15,866	12,294



**25 遞延所得稅資產／(負債)
(續)**

遞延所得稅賬目變動淨額如下：

**25 DEFERRED INCOME TAX ASSETS/(LIABILITIES)
(continued)**

The gross movements on the deferred income tax account is as follow:

		綜合 Consolidated	
		二零一二年 2012 港幣千元 HK\$'000	經重列 As restated (附註2) (Note 2) 二零一一年 2011 港幣千元 HK\$'000
於一月一日，如先前所呈報	At 1 January as previously reported	8,094	6,346
會計政策變動 – 採納香港會計準則第12號(修訂本)	Change in accounting policy – adoption of HKAS 12 amendment	7,772	5,948
於一月一日(經重列)	At 1 January, as restated	15,866	12,294
於綜合收益表確認(附註12)	Recognised in the consolidated income statement (Note 12)	(2,714)	2,916
匯兌差額	Exchange difference	123	656
於十二月三十一日	At 31 December	13,275	15,866

**25 遞延所得稅資產／(負債)
(續)**

未計入抵銷同一稅務機關之結餘前，遞延所得稅項資產及負債於年內之變動如下：

遞延所得稅項資產

**25 DEFERRED INCOME TAX ASSETS/(LIABILITIES)
(continued)**

The movements in deferred income tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

Deferred income tax assets:

		減速折舊 Decelerated tax depreciation	撥備 Provision	總額 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於二零一零年十二月三十一日	At 31 December 2010	8,915	3,379	12,294
計入綜合收益表	Credited to the consolidated income statement	568	2,348	2,916
匯兌差額	Exchange difference	433	223	656
於二零一一年十二月三十一日	At 31 December 2011	9,916	5,950	15,866
於綜合收益表(扣除)／計入	(Charged)/credited to the consolidated income statement	55	(2,764)	(2,709)
匯兌差額	Exchange difference	99	24	123
於二零一二年十二月三十一日	At 31 December 2012	10,070	3,210	13,280



25 遞延所得稅資產／(負債)
(續)

遞延所得稅項負債：

		投資物業 之公允價值 收益 Fair value gains of investment properties 港幣千元 HK\$'000	加速折舊 Accelerated tax depreciation 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
於二零一一年一月一日， 如先前所呈報	At 1 January 2011 as previously reported	(5,948)	—	(5,948)
會計政策變動 – 採納香港會計 準則第12號(修訂本)	Change in accounting policy – adoption of HKAS 12 amendment	5,948	—	5,948
於二零一一年一月一日 (經重列)	At 1 January 2011, as restated	—	—	—
於綜合收益表扣除 (經重列)	Charged to the consolidated income statement, as restated	—	—	—
於二零一一年十二月三十一日 (經重列)	At 31 December 2011, as restated	—	—	—
於綜合收益表扣除	Charged to the consolidated income statement	—	(5)	(5)
於二零一二年十二月三十一日	At 31 December 2012	—	(5)	(5)

遞延所得稅資產乃因應相關稅務利益可能透過未來應課稅利潤變現而就所結轉之稅項虧損進行確認。於二零一二年十二月三十一日，本集團可用以抵銷未來利潤之估計未動用稅項虧損約港幣137,014,000元(二零一一年：港幣105,478,000元)。由於不可能透過該等結轉之稅項虧損變現有關稅項利益，故未就稅項虧損確認遞延稅項資產。所有稅項虧損均可無限期結轉。

25 DEFERRED INCOME TAX ASSETS/(LIABILITIES)
(continued)

Deferred income tax liabilities:

		投資物業 之公允價值 收益 Fair value gains of investment properties 港幣千元 HK\$'000	加速折舊 Accelerated tax depreciation 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
於二零一一年一月一日， 如先前所呈報	At 1 January 2011 as previously reported	(5,948)	—	(5,948)
會計政策變動 – 採納香港會計 準則第12號(修訂本)	Change in accounting policy – adoption of HKAS 12 amendment	5,948	—	5,948
於二零一一年一月一日 (經重列)	At 1 January 2011, as restated	—	—	—
於綜合收益表扣除 (經重列)	Charged to the consolidated income statement, as restated	—	—	—
於二零一一年十二月三十一日 (經重列)	At 31 December 2011, as restated	—	—	—
於綜合收益表扣除	Charged to the consolidated income statement	—	(5)	(5)
於二零一二年十二月三十一日	At 31 December 2012	—	(5)	(5)

Deferred income tax assets are recognised for tax loss carry-forwards to the extent that the realisation of the related tax benefit through future taxable profits is probable. As at 31 December 2012, the Group has estimated unused tax losses of approximately HK\$137,014,000 (2011: HK\$105,478,000) available for offsetting against future profits. No deferred tax asset has been recognised in respect of the tax losses as the realisation of the related tax benefit through future taxable profit from these tax loss carry-forward is not probable. All the tax losses may be carried forward indefinitely.

26 存貨

26 INVENTORIES

		綜合 Consolidated	
		二零一二年 2012	二零一一年 2011
		港幣千元 HK\$'000	港幣千元 HK\$'000
原材料	Raw materials	278,817	268,563
在製品	Work in progress	40,300	31,366
製成品	Finished goods	55,261	49,003
		374,378	348,932

27 應收貿易賬款

27 TRADE RECEIVABLES

		綜合 Consolidated	
		二零一二年 2012	二零一一年 2011
		港幣千元 HK\$'000	港幣千元 HK\$'000
應收貿易賬款	Trade receivables	710,745	804,638
減：減值撥備	Less: Provision for impairment	—	—
應收貿易賬款 – 淨額	Trade receivables – net	710,745	804,638

本集團給予貿易客戶之賒賬期主要介乎30日至90日不等，且並無收取任何利息。

The credit period allowed by the Group to its trade customers mainly ranges from 30 days to 90 days and no interest is charged.



27 應收貿易賬款(續)

本集團應收貿易賬款按發票日期之賬齡分析如下：

		綜合 Consolidated	
		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
0至60日	0-60 days	509,149	637,486
61至90日	61-90 days	136,098	121,013
超過90日	Over 90 days	65,498	46,139
		710,745	804,638

於二零一二年十二月三十一日，應收貿易賬款約港幣89,016,000元(二零一一年：港幣81,124,000元)已逾期但並無減值。該等賬款與多名近期並無拖欠款項記錄之獨立客戶有關。該等應收賬款之賬齡分析如下：

Ageing analysis of Group's trade receivables by invoice date is as follows:

		綜合 Consolidated	
		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
0至60日	0-60 days	86,508	77,195
61至90日	61-90 days	913	949
超過90日	Over 90 days	1,595	2,980
		89,016	81,124

As of 31 December 2012, trade receivables of approximately HK\$89,016,000 (2011: HK\$81,124,000) were past due but not impaired. These relate to a number of independent customers for whom there is no recent history of default. The ageing analysis of these receivables is as follows:

		綜合 Consolidated	
		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
0至60日	0-60 days	86,508	77,195
61至90日	61-90 days	913	949
超過90日	Over 90 days	1,595	2,980
		89,016	81,124

於二零一二年十二月三十一日，並無貿易應收款項已減值作出減值撥備(二零一一年：無)。未逾期及並無減值之應收貿易賬款與多名近期並無拖欠款項記錄之客戶有關。

As at 31 December 2012, there was no trade receivables which were impaired and provided for (2011: Nil). Trade receivables that were neither past due nor impaired relate to a wide range of customers from whom there was no recent history of default.

27 應收貿易賬款(續)

本集團已對釐定為不能收回之所有應收貿易賬款全數作出撥備。根據過往經驗，由於信貸質素並無重大變動及應可全數收回結餘，管理層相信並無必要對餘下結餘作出減值撥備。

於呈報日期面臨的最大信貸風險為上述各類應收賬款之賬面值。本集團並無持有任何抵押品作擔保。

本集團應收貿易賬款之賬面值以下列貨幣計值：

27 TRADE RECEIVABLES (continued)

The Group has fully provided for all trade receivables that are determined to be not recoverable. Based on past experience, the management believed that no impairment allowance is necessary in respect of the remaining balances as there had not been a significant change in credit quality and the balances were considered fully recoverable.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivable mentioned above. The Group does not hold any collateral on security.

The carrying amounts of the Group's trade receivables are denominated in the following currencies:

		綜合 Consolidated	
		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
美元	United States dollar	515,659	584,574
人民幣	Chinese renminbi	168,068	213,514
港幣	Hong Kong dollar	27,018	6,550
		710,745	804,638



28 預付款項、訂金及其他應收賬款 **28 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES**

		綜合 Consolidated	
		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
固定資產之按金	Deposits for fixed assets	7,756	–
預付存貨	Prepayments for inventories	3,257	1,181
應收增值稅	Value added tax receivables	10,329	7,112
其他應收賬款及預付款項	Other receivables and prepayments	47,205	38,085
		68,547	46,378
減：非流動部份	Less: non-current portion	(11,011)	–
流動部份	Current portion	57,536	46,378

預付款項、訂金及其他應收賬款之賬面值
以下列貨幣計值：

The carrying amounts of prepayments, deposits and other
receivables are denominated in the following currencies:

		綜合 Consolidated	
		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
人民幣	Chinese renminbi	47,869	26,437
美元	United States dollar	7,361	7,913
港幣	Hong Kong dollar	9,586	8,036
日圓	Japanese yen	2,720	3,029
其他	Others	1,011	963
		68,547	46,378

29 應收聯營公司款項

應收聯營公司款項為無抵押、免息及無預定還款期。賬面值與彼等之公允價值相若。於二零一二年十二月三十一日，應收聯營公司款項約港幣3,568,000元(二零一一年：港幣3,752,000元)已作減值。並未局部到期或減值之餘額之信貸質量由管理參考關於對手方違約比率之過往資料評估。於二零一二年十二月三十一日，應收聯營公司款項淨額以列貨幣計值：

29 AMOUNTS DUE FROM ASSOCIATES

The amounts due from associates are unsecured, interest-free and without pre-determined repayment terms. The carrying amounts approximated their fair values. As at 31 December 2012, amounts due from associates of approximately HK\$3,568,000 (2011: HK\$3,752,000) were impaired. The credit quality of the balances that are neither past due nor impaired were assessed by management with reference to historical information about counter party default rates. The net amounts due from associates were denominated in the following currencies:

		綜合 Consolidated	
		二零一二年 2012	二零一一年 2011
		港幣千元 HK\$'000	港幣千元 HK\$'000
美元	United States dollar	–	3,584
港幣	Hong Kong dollar	36	24,263
		36	27,847

30 現金及現金等價物

30 CASH AND CASH EQUIVALENTS

		綜合 Consolidated		本公司 Company	
		二零一二年 2012	二零一一年 2011	二零一二年 2012	二零一一年 2011
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
手頭現金	Cash on hand	292	333	–	–
銀行存款	Cash at bank	345,228	464,847	3,236	2,744
短期銀行存款	Short-term bank deposits	456,233	216,252	–	–
		801,753	681,432	3,236	2,744



30 現金及現金等價物(續)

現金及現金等價物及已抵押銀行存款以下列貨幣計值：

		綜合 Consolidated		本公司 Company	
		二零一二年 2012	二零一一年 2011	二零一二年 2012	二零一一年 2011
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
港幣	Hong Kong dollar	61,705	38,505	3,236	2,744
人民幣	Chinese renminbi	383,887	382,797	—	—
美元	United States dollar	346,336	251,655	—	—
其他	Others	9,825	8,475	—	—
		801,753	681,432	3,236	2,744

短期銀行存款之加權平均實際年利率為2.3% (二零一一年：2.6%)。

銀行存款按基於每日銀行存款利率之浮動利率賺取利息。

以人民幣計值之結餘與外幣之兌換，須遵照中國政府頒佈之外匯管制規則和法規。

Cash and cash equivalents were denominated in the following currencies:

The weighted average effective interest rate on short term bank deposit was 2.3% (2011: 2.6%) per annum.

Cash at bank earns interest at floating rates based on daily bank deposit rates.

The conversion of RMB denominated balances into foreign currencies is subject to the rules and regulations of foreign exchange control promulgated by the PRC government.

31 衍生金融工具

		二零一二年 2012		二零一一年 2011	
		資產 Assets	負債 Liabilities	資產 Assets	負債 Liabilities
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
利率掉期 – 並非作對沖	Interest rate swaps not for hedges	—	2,726	—	—
		—	2,726	—	—

於二零一二年十二月三十一日，未到期利率掉期合約之名義本金額為港幣51,750,000元。

The notional principal amounts of the outstanding interest rate swap contracts at 31 December 2012 were HK\$51,750,000.

32 應付貿易賬款

本集團應付貿易賬款按發票日期之賬齡分析如下：

		綜合 Consolidated	
		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
0至60日	0–60 days	624,659	573,361
61至90日	61–90 days	472	31,279
超過90日	Over 90 days	392	14,779
		625,523	619,419

本集團應付貿易賬款之賬面值以下列貨幣計值：

		綜合 Consolidated	
		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
港幣	Hong Kong dollar	76,192	29,412
人民幣	Chinese renminbi	32,738	37,210
美元	United States dollar	474,073	502,706
日圓	Japanese yen	34,760	35,876
歐元	Euro	5,522	12,822
其他	Others	2,238	1,393
		625,523	619,419

Ageing analysis of the Group's trade payables by invoice date is as follows:

The carrying amounts of the Group's trade payables are denominated in the following currencies:



33 應計費用及其他應付賬款

33 ACCRUALS AND OTHER PAYABLES

		綜合 Consolidated	
		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
客戶訂金及墊款	Deposits and advances received from customers	87,952	110,189
應計員工成本	Accrued employee benefit costs	80,418	75,284
其他應付稅項	Other tax payables	2,016	6,740
應計航運、交付及儲存費用	Accrued freight, delivery and storage charges	10,111	7,634
應計公用事業費用	Accrued utilities charges	4,994	4,553
其他	Others	32,016	27,532
		217,507	231,932

本集團應計費用及其他應付賬款之賬面值以下列貨幣計值：

The carrying amounts of the Group's accruals and other payables are denominated in the following currencies:

		綜合 Consolidated	
		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
人民幣	Chinese renminbi	87,179	81,358
港幣	Hong Kong dollar	60,033	44,085
美元	United States dollar	68,511	103,154
新加坡元	Singapore dollar	212	4
其他	Others	1,572	3,331
		217,507	231,932

34 應付一間聯營公司款項

34 AMOUNT DUE TO AN ASSOCIATE

該等金額為無抵押、免息及無預定還款期，主要以港幣計值。

The amount is unsecured, interest-free and has no pre-determined repayment terms and were mainly denominated in Hong Kong dollars.

董事認為，應付一間聯營公司款項之賬面值與彼等之公允價值相若。

The Directors consider that the carrying amount of amount due to an associate approximates its fair value.

35 貸款

35 BORROWINGS

		綜合 Consolidated	
		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
已抵押銀行貸款，有抵押	Collateralised bank loans, secured	-	72,100
信托收據銀行貸款，無抵押	Trust receipt bank loans, unsecured	59,254	-
短期銀行貸款，無抵押	Short-term bank loans, unsecured	237,126	180,108
來自銀行之部分按揭貸款， 於一年內償還	Portion of a mortgage loan from bank due for repayment within one year	6,900	6,900
來自銀行之部分按揭貸款， 於一年後償還及具有於要 求時償還條文	Portion of a mortgage loan from bank due for repayment after one year which contain a repayment on demand clause	44,850	51,750
總貸款	Total borrowings	348,130	310,858

於二零一二年十二月三十一日，約港幣51,750,000元(二零一一年：港幣58,650,000元)之按揭貸款由賬面值為港幣97,327,000元(二零一一年：港幣99,565,000元)之本集團土地及樓宇抵押(附註16)。

As at 31 December 2012, mortgage loans of approximately HK\$51,750,000 (2011: HK\$58,650,000) were secured by the land and buildings of the Group with a carrying amount of HK\$97,327,000 (2011: HK\$99,565,000) (Note 16).

貸款之賬面值與公允價值相若。

The carrying amounts of the borrowings approximate their fair value.

本集團貸款之賬面值以下列貨幣計值：

The carrying amounts of the Group's borrowings are denominated in the following currencies:

		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
港幣	Hong Kong dollar	306,504	280,750
美元	United States dollar	14,500	-
日圓	Japanese yen	27,126	30,108
		348,130	310,858



35 貸款(續)

貸款於結算日之實際年利率如下：

		二零一二年 2012	二零一一年 2011
已抵押銀行貸款	Collateralised bank loans	–	1.01%–1.20%
信託收據銀行貸款	Trust receipt bank loans	1.43%–2.08%	–
短期銀行貸款	Short-term bank loans	1.08%–2.55%	0.91%–2.10%
按揭貸款	Mortgage loan	0.91%	0.87%

35 BORROWINGS (continued)

The effective annual interest rates of borrowings at the balance sheet dates are as follows:

36 股本

36 SHARE CAPITAL

		股份數目 Number of shares	面值 Nominal value 港幣千元 HK\$'000
每股面值港幣0.10元之 普通股	Ordinary shares of HK\$0.10 each		
法定股本：	Authorised:		
於二零一零年一月一日及 二零一一年十二月三十一日	At 1 January 2010 and 31 December 2011	700,000,000	70,000
於二零一一年一月一日及 二零一二年十二月三十一日	At 1 January 2011 and 31 December 2012	700,000,000	70,000
已發行及繳足股本：	Issued and fully paid:		
於二零一一年一月一日	At 1 January 2011	469,657,794	46,966
發行新股	New shares issued	3,426,000	342
於二零一一年十二月三十一日	At 31 December 2011	473,083,794	47,308
於二零一二年一月一日	At 1 January 2012	473,083,794	47,308
發行新股	New shares issued	3,524,000	353
於二零一二年十二月三十一日	At 31 December 2012	476,607,794	47,661

年內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

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

綜合財務報表附註
Notes to the Consolidated Financial Statements

37 儲備 – 本集團

37 RESERVES – GROUP

		股份溢價	資本贖回 儲備	實繳盈餘	投資重估 儲備	物業重估 儲備	以股份支付 之薪酬儲備	法定儲備	匯兌儲備	保留盈利	小計	非控股 權益	總額
		Share premium	Capital redemption reserve	Contributed surplus	Investment revaluation reserve	Property revaluation reserve	Share based compensation reserve	Statutory Reserve	Translation reserve	Retained earnings	Sub-total	Non- controlling interests	Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
				(附註a) (Note a)				(附註b) (Note b)					
於二零一一年一月一日原列	At 1 January 2011 as previously stated	149,848	345	331,559	(80)	-	771	-	(5,989)	729,999	1,206,453	-	1,206,453
會計政策變動 – 採納香港會計準則 第12號之修訂	Change in accounting policy – adoption of HKAS12 amendment	-	-	-	-	-	-	-	-	5,948	5,948	-	5,948
於二零一一年一月一日 · 經重列	At 1 January 2011, as restated	149,848	345	331,559	(80)	-	771	-	(5,989)	735,947	1,212,401	-	1,212,401
年度利潤	Profit for the year	-	-	-	-	-	-	-	-	177,305	177,305	(654)	176,651
可供出售金融資產 公允價值變動	Changes in fair value of available-for- sale financial assets	-	-	-	602	-	-	-	-	-	602	-	602
貨幣換算差額	Currency translation differences	-	-	-	-	-	-	-	27,248	-	27,248	(12)	27,236
已付股息	Dividends paid	-	-	-	-	-	-	-	-	(42,563)	(42,563)	-	(42,563)
轉撥至法定儲備	Transfer to statutory reserve	-	-	-	-	-	-	31,468	-	(31,468)	-	-	-
僱員購股權計劃	Employee share option scheme												
- 僱員服務價值	- value of employment services	-	-	-	-	-	132	-	-	-	132	-	132
- 已失效的購股權	- lapse of share options	-	-	-	-	-	(342)	-	-	342	-	-	-
- 已發行股份之所得款項	- proceeds from shares issued	1,233	-	-	-	-	-	-	-	-	1,233	-	1,233
於二零一一年十二月三十一日	At 31 December 2011	151,081	345	331,559	522	-	561	31,468	21,259	839,563	1,376,358	(666)	1,375,692
於二零一二年一月一日	At 1 January 2012	151,081	345	331,559	522	-	561	31,468	21,259	839,563	1,376,358	(666)	1,375,692
年度利潤	Profit for the year	-	-	-	-	-	-	-	-	100,332	100,332	(745)	99,587
可供出售金融資產 公允價值變動	Changes in fair value of available-for- sale financial assets	-	-	-	11,683	-	-	-	-	-	11,683	-	11,683
貨幣換算差額	Currency translation differences	-	-	-	-	-	-	-	7,951	-	7,951	81	8,032
轉撥自集團旗下公司 物業至投資物業 之物業重估盈餘	Surplus on revaluation of property transferred from owner-occupied property to investment property	-	-	-	-	500	-	-	-	-	500	-	500
已付股息	Dividends paid	-	-	-	-	-	-	-	-	(30,925)	(30,925)	-	(30,925)
轉撥至法定儲備	Transfer to statutory reserve	-	-	-	-	-	-	5,241	-	(5,241)	-	-	-
向僱員授出附屬公司之 股份	Grant of subsidiary's share to employee	-	-	-	-	-	-	-	-	-	-	4	4
僱員購股權計劃	Employee have option scheme												
- 已失效的購股權	- lapse of share options	-	-	-	-	-	(363)	-	-	363	-	-	-
- 已發行股份之所得款項	- proceeds from shares issued	1,269	-	-	-	-	-	-	-	-	1,269	-	1,269
於二零一二年十二月三十一日	At 31 December 2012	152,350	345	331,559	12,205	500	198	36,709	29,210	904,092	1,467,168	(1,326)	1,465,842



37 儲備 – 本集團(續)

附註：

(a) 本集團之實繳盈餘指本集團於一九九零年重組時所收購附屬公司股份之面值與本公司就收購而發行股份之面值兩者之差額。

(b) 中國內地法規訂明，本公司於中國內地成立及經營之附屬公司須分配一部份除稅後利潤(抵銷過往年度虧損後)至一般儲備及企業擴展基金。

就一般儲備而言，根據中國會計法例及法規之釐定，中國實體須將其純利至少10%轉撥至法定一般儲備。有關數額須於向權益股東作出股息分派前轉撥至該儲備。當儲備結餘達到各實體註冊資本之50%，則可選擇作出任何進一步之分配。一般儲備可用於抵銷過往年度虧損或用於發行紅股股份。

就企業擴展基金而言，分配之百分比乃由董事每年釐定。企業擴展基金可用於業務經營發展。

截至二零一二年十二月三十一日止年度，港幣5,241,000元(二零一一年：港幣31,468,000元)獲分配至一般儲備及企業擴展基金。

37 RESERVES – GROUP (continued)

Notes:

(a) The contributed surplus of the Group represents the difference between the nominal value of the shares of the acquired subsidiaries, and the nominal value of the Company's shares issued for the acquisition at the time of the Group's reorganisation in 1990.

(b) As stipulated by regulations in Mainland China, the Company's subsidiaries established and operated in Mainland China are required to appropriate a portion of their after-tax profit (after offsetting prior years' losses) to the general reserve and the enterprise expansion fund.

For the general reserve, the PRC entities are required to transfer at least 10% of its net profit, as determined under the PRC accounting rules and regulations, to the statutory general reserve. The transfer to this reserve must be made before distribution of dividends to equity owners. When the balance of reserve reaches 50% of each entities' registered capital, any further appropriation is optional. The general reserve can be utilised to offset prior year losses or be utilised for the issuance of bonus shares.

For the enterprise expansion fund, the percentage of appropriation is determined annually by the directors. The enterprise expansion fund can be utilised for the development of business operations.

During the year ended 31 December 2012, HK\$5,241,000 (2011: HK\$31,468,000) was appropriated to the general reserve and the enterprise expansion fund.

37 儲備 – 本公司(續)

37 RESERVES – COMPANY (continued)

		股份溢價	資本贖回 儲備	實繳盈餘	以股份支付 之薪酬儲備	保留盈利	總額
		Share premium	Capital redemption reserve	Contributed surplus	Share based compensation reserve	Retained earnings	Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000 (附註b) (Note b)	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於二零一一年一月一日	At 1 January 2011	149,848	345	522,564	771	37,655	711,183
年度利潤	Profit for the year	-	-	-	-	57,837	57,837
已付股息	Dividends paid	-	-	-	-	(42,563)	(42,563)
僱員購股權計劃	Employee share option scheme						
- 僱員服務價值	- value of employment services	-	-	-	132	-	132
- 已發行股份之 所得款項	- proceeds from shares issued	1,233	-	-	-	-	1,233
- 已失效的購股權	- share options lapsed	-	-	-	(342)	342	-
於二零一一年十二月三十一日	At 31 December 2011	151,081	345	522,564	561	53,271	727,822
於二零一二年一月一日	At 1 January 2012	151,081	345	522,564	561	53,271	727,822
年度虧損	Loss for the year	-	-	-	-	(1,260)	(1,260)
已付股息	Dividends paid	-	-	-	-	(30,925)	(30,925)
僱員購股權計劃	Employee share option scheme						
- 已發行股份之 所得款項	- proceeds from shares issued	1,269	-	-	-	-	1,269
- 已失效的購股權	- share options lapsed	-	-	-	(363)	363	-
於二零一二年十二月三十一日	At 31 December 2012	152,350	345	522,564	198	21,449	696,906

附註：

(a) 本公司於結算日可供分派予股東之儲備(按百慕達公司法及本公司之公司細則所規定計算)為港幣544,013,000元(二零一一年：港幣575,835,000元)。此外，本公司之股份溢價可以繳足紅股方式派發。

(b) 本公司之實繳盈餘指本集團於一九九零年重組時本公司所收購附屬公司相關資產淨值之賬面值與本公司就收購而發行股份之面值兩者之差額。根據百慕達公司法及本公司之公司細則，本公司之實繳盈餘可供分派予股東。

Notes:

(a) The reserves of the Company available for distribution to the shareholders, as calculated under the Bermuda Companies Act and the Bye-laws of the Company, as at the balance sheet date amounted to HK\$544,013,000 (2011: HK\$575,835,000). In addition, the Company's share premium may be distributed in the form of fully-paid bonus shares.

(b) The contributed surplus of the Company represents the difference between the book values of the underlying net assets of the subsidiaries acquired by the Company, and the nominal value of the Company's shares issued for the acquisition at the time of the Group's reorganisation in 1990. Under the Bermuda Companies Act and the Bye-laws of the Company, contributed surplus of the Company is available for distribution to the shareholders.



38 僱員購股權計劃

本公司僱員購股權計劃(「計劃」)於二零零零年七月三十日生效，計劃之主要目的是向合資格僱員(包括本公司或任何附屬公司之任何執行董事，以及為向本公司或附屬公司提供全職或接近全職服務而僱用之本公司或任何附屬公司之任何高級行政人員、主任或僱員)給予獎勵。計劃已於二零一零年七月二十九日營業時間結束時屆滿。

根據計劃，購股權可於董事就該購股權授出條款所指定之期限行使，惟該期限不得早於授出日期起計1年或遲於授出日期起計10年。於授出日期後1年內不可行使購股權。

根據計劃，可發行之股份總數為本公司已發行股本之10%。行使價須不低於股份於授出日期(必須為營業日)於聯交所每日報價表所報之收市價，及股份於緊接授出日期前五個營業日於聯交所每日報價表所報之平均收市價(以最高者為準)。根據計劃，行使價不得低於股份之面值。

購股權之變動如下：

授出日期	可行使期限	每股認購價	年初	已授出	已行使	已失效	年終
Date of grant	Exercisable period	Subscription price per share	Beginning of year	Granted	Exercised	Lapsed	End of year
		港幣 HK\$	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
二零零八年十二月二十二日	二零零九年十二月二十二日至 二零一三年十二月三十一日	0.46	5,625	-	(3,524)	(225)	1,876
22 December 2008	22 December 2009 to 21 December 2013						

截至二零一二年十二月三十一日止年度內，3,524,000份購股權獲行使，且225,000份購股權失效。本集團並無法定或推定責任以現金購回或結算購股權。

38 EMPLOYEE SHARE OPTION SCHEME

The Company's Employee Share Option Scheme (the "Scheme") came into effect on 30 July 2000 for the primary purpose of providing incentives to eligible employees, including any executive director of the Company or any subsidiary, and any senior executive, officer or employee of the Company or any subsidiary employed to render full-time or substantially full-time service to the Company or a subsidiary. The Scheme expired at the close of business on 29 July 2010.

An option may be exercised as specified by the Directors in relation to such option in its terms of grant which shall not be earlier than 1 year after its date of grant, nor be more than 10 years from its date of grant. No option shall be exercisable earlier than 1 year after its date of grant.

Total number of shares available for issue under the Scheme is 10% of the issued share capital of the Company. The exercise price must be at least the higher of the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a business day, and the average closing price of the shares as stated in Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of the grant. Under the Scheme, the exercise price must not be below the nominal amount of the shares.

Movements of share options were:

During the year ended 31 December 2012, 3,524,000 share options were exercised and 225,000 share options were lapsed. The Group has no legal or constructive obligation to repurchase or settle the options in cash.

39 綜合現金流量表

39 CONSOLIDATED CASH FLOW STATEMENTS

(a) 除所得稅前利潤與營運產生的現金淨額之對賬如下：

(a) Reconciliation of profit before income tax to net cash generated from operations is as follows:

		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
營運活動	Operating activities		
除所得稅前利潤	Profit before income tax	123,283	208,036
就下列各項調整：	Adjustments for:		
融資收入 – 淨額	Finance income – net	(4,273)	(13)
應佔聯營公司利潤／(虧損)	Share of (profit)/loss of associates	(4,225)	228
應佔共同控制實體虧損	Share of loss of jointly controlled entities	72	238
物業、廠房及設備之折舊	Depreciation of property, plant and equipments	38,152	42,573
租賃土地及土地使用權之攤銷	Amortisation on leasehold land and land use right	268	156
金融工具之未變現虧損	Unrealised losses on financial instruments	2,726	–
出售物業、廠房及設備之收益	Gain on disposal of property, plant and equipment	(350)	(1,152)
視作出售一間聯營公司之收益	Gain on deemed disposal of an associate	–	(25,947)
可供出售金融資產減值	Impairment for available-for-sale financial assets	3,891	–
以下各項之撥回	Write-back of		
– 應收一間聯營公司款項之減值撥備及應付一間聯營公司款項	– impairment provision on amount due from an associate and amount due to an associate	(5,640)	–
– 應付貿易賬款及其他應付賬款	– trade and other payables	(7,790)	(15,333)
投資物業公允價值收益	Fair value gain of investment properties	(12,500)	(11,050)
僱員購股權計劃	Employee share option scheme		
– 僱員服務價值	– value of employment services	–	132
營運資金變動前之經營現金量	Operating cash flows before changes in working capital	133,614	197,868
存貨	Inventories	(25,446)	94,444
應收貿易賬款	Trade receivables	93,893	144,227
預付款項、訂金及其他應收賬款	Prepayments, deposits and other receivables	(26,718)	14,405
以公允價值計量且其變動計入損益的金融資產	Financial assets at fair value through profit or loss	–	1,091
應付貿易賬款	Trade payables	8,395	(139,959)
應計費用及其他應付賬款	Accruals and other payables	(8,926)	36,400
營運產生的現金	Cash generated from operations	174,812	348,476



39 綜合現金流量表(續)

- (b) 在現金流量表內，出售物業、廠房及設備所得款項包括：

		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
賬面淨值	Net book amount	47	31
出售物業、廠房及設備之 收益	Gain on disposals of property, plant and equipment	350	1,152
出售物業、廠房及設備 所得款項	Proceeds from disposals of property, plant and equipment	397	1,183

39 CONSOLIDATED CASH FLOW STATEMENTS (continued)

- (b) In the cash flow statement, proceeds from disposals of property, plant and equipment comprise:

40 承擔

- (a) 物業、廠房及設備之資本承擔如下：

		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
已訂約但未撥備	Contracted but not provided for	15,491	1,839
已授權但未訂約	Authorised but not contracted for	-	-
		15,491	1,839

40 COMMITMENTS

- (a) Capital commitments in respect of property, plant and equipment are as follows:

40 承擔(續)

- (b) 於二零一二年十二月三十一日，本集團根據多份不可撤銷之租賃樓宇經營租賃須履行之日後最低租賃款項總額如下：

		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
一年內	Within one year	12,944	11,902
第二至第五年(包括首尾兩年)	In the second to fifth year inclusive	15,598	26,220
超過五年	Over five years	—	—
		28,542	38,122

經營租賃款項指本集團就其若干寫字樓物業須付之租金。租約及租金按平均年期2年磋商及釐定。

- (c) 於二零一二年十二月三十一日，本集團根據多份不可撤銷之租賃樓宇經營租賃日後應收之租金收入分析如下：

		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
一年內	Within one year	1,798	13

經營租賃款項指本集團就出租其投資物業應收之租金。租約及租金按平均年期2年磋商及釐定。

40 COMMITMENTS (continued)

- (b) As at 31 December 2012, the Group's future aggregate minimum lease payments under various non-cancellable operating lease agreements in respect of rented premises are analysed as follows:

	二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
一年內	12,944	11,902
第二至第五年(包括首尾兩年)	15,598	26,220
超過五年	—	—
	28,542	38,122

Operating lease payments represent rentals payable by the Group for certain of its office premises. Leases and rentals are negotiated and fixed for an average of 2 years.

- (c) As at 31 December 2012, the Group's future rental income receivables under various non-cancellable operating leases in respect of rented premises are analysed as follows:

	二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
一年內	1,798	13

Operating lease payments represent rentals receivable by the Group for leasing its investment properties. Leases and rentals are negotiated and fixed for an average of 2 year.



41 擔保

41 GUARANTEE

	二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
本公司就其附屬公司之銀行 融資提供擔保	348,129	310,858
Guarantees provided by the Company in respect of banking facilities of its subsidiaries		

42 關連人士交易

42 RELATED PARTY TRANSACTIONS

本集團由王忠秣先生(個人及透過 Salop Investment Limited (由王忠秣先生全資擁有及控制之公司))及王華湘父子有限公司(由王氏家族控制之公司)控制。於二零一二年十二月三十一日,王忠秣先生(連同 Salop Investment Limited)及王華湘父子有限公司分別實益擁有本公司已發行股本之 27.20% 及 21.76%。

The Group was controlled by Mr. Wong Chung Mat, Ben (personally and via Salop Investment Limited, a company wholly owned and controlled by him) and W. S. Wong & Sons Company Limited (a company controlled by the Wong's family). As at 31 December 2012, Mr. Wong Chung Mat, Ben (together with Salop Investment Limited) and W. S. Wong & Sons Company Limited beneficially owned 27.20% and 21.76% of the issued shares of the Company respectively.

(a) 與關連人士之交易

除綜合財務報表其他內容披露之關連人士交易外,年內,本集團與一間由本公司非執行董事麥競敏先生控制的公司進行以下交易。

(a) Transactions with related parties

In addition to those related party transactions disclosed elsewhere in the consolidated financial statements, during the year, the Group entered into the following transactions with a company controlled by Mr. Mak King Mun, Philip, a Non-executive Director of the Company.

42 關連人士交易(續)

(a) 與關連人士之交易(續)

		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
已付顧問費用	Consultancy fees paid	580	-

(b) 與關連人士之結餘

應收／應付聯營公司及共同控制實體款項載於綜合資產負債表。有關條款載於附註20、29及34。

計入預付款項、訂金及其他應收賬款之港幣3,916,000元(二零一一年:港幣3,903,000元)為來自Wong's Kong King International (Holdings) Limited若干附屬公司之欠款,而該公司之董事及主要股東為王忠秣先生之胞兄及王賢敏女士之伯父。

(c) 主要管理人員報酬

42 RELATED PARTY TRANSACTIONS (continued)

(a) Transactions with related parties (continued)

		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
		580	-

(b) Balances with related parties

The amounts due from/to associates and jointly controlled entities are set out in the consolidated balance sheet. The terms are set out in notes 20, 29 and 34.

Included in prepayments, deposits and other receivables is HK\$3,916,000 (2011: HK\$3,903,000) being amounts due from certain subsidiaries of Wong's Kong King International (Holdings) Limited, the director and major shareholder of which is the brother of Mr. Wong Chung Mat, Ben and the uncle of Ms. Wong Yin Man, Ada.

(c) Key management compensation

		二零一二年 2012 港幣千元 HK\$'000	二零一一年 2011 港幣千元 HK\$'000
薪金及津貼	Salaries and allowances	12,728	14,559
花紅	Bonus	5,789	7,863
退休金成本 – 界定供款計劃	Pension costs – defined contribution schemes	96	99
購股權計劃 – 服務價值	Share option scheme – value of services	-	62
		18,613	22,583

WONG'S INTERNATIONAL (HOLDINGS) LIMITED

王氏國際（集團）有限公司*

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