

**INCUTECH**

## **INCUTECH INVESTMENTS LIMITED**

(Incorporated in the Cayman Islands with limited liability)

Stock code: 356

### **ANNUAL REPORT 2013**



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# CORPORATE INFORMATION

## Board of Directors

### Executive Directors

Mr. Tung Tat Wah (*Chairman*)

Mr. Michael Wu Chun Wah

### Independent non-executive Directors

Mr. Allan Kwok Ming Fai

Mr. Robert Siu Siu Ling

Mr. Stephen Lee Ming Ching

## Company Secretary

Ms. Yuen Shuk Yee

## Registered Office

Cricket Square

Hutchins Drive, P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

## Audit Committee

Mr. Allan Kwok Ming Fai

*(Chairman of the Committee)*

Mr. Robert Siu Siu Ling

Mr. Stephen Lee Ming Ching

## Head Office and Principal Place of Business

Room 1704, 17th Floor, Tai Tung Building

8 Fleming Road, Wanchai

Hong Kong

## Remuneration Committee

Mr. Stephen Lee Ming Ching

*(Chairman of the Committee)*

Mr. Robert Siu Siu Ling

Mr. Michael Wu Chun Wah

## Principal Registrar

Royal Bank of Canada Trust Company (Cayman) Limited

4th Floor, Royal Bank House

24 Shedden Road

George Town

Grand Cayman KY1-1110

Cayman Islands

## Nomination Committee

Mr. Stephen Lee Ming Ching

*(Chairman of the Committee)*

Mr. Tung Tat Wah

Mr. Robert Siu Siu Ling

## Hong Kong Branch Share Registrar

Tricor Secretaries Limited

Level 22

Hopewell Centre

183 Queen's Road East

Wanchai

Hong Kong

## Auditor

W.H. Tang & Partners CPA Limited

## Banker

Wing Hang Bank, Limited

161 Queen's Road Central

Hong Kong

## Stock Code

356

# MANAGEMENT STATEMENT

The Board of Directors (the "Board") of Incutech Investments Limited (the "Company") hereby presents the audited consolidated result of the Company and its subsidiaries (the "Group") for the financial year ended 31 December 2013.

## Review of Results

For the year ended 31 December 2013, the Group recorded a net loss of HK\$6,664,875 (2012: HK\$3,927,748) and loss per share of approximately HK\$0.09 (2012: HK\$0.05). The increase in net loss as compared to last year was mainly attributable to increase in legal and professional fee. During the year, the Group received HK\$182,016 in dividend income (2012: HK\$190,960) from listed securities held for trading.

## Management Discussion and Analysis

During the year under review, the global and local stock markets had experienced a considerable fluctuations but revived towards the year ended. It was mainly due to the fiscal retrenchment in US economic growth, slower activity expansion in emerging markets amid the threat from the Federal Reserve's asset purchase tapering and the weak momentum in EU market. However, the global economic sentiment showed improvements towards the end of the 2013, along with the improvements in the advanced economies. The EU market returned to modest growth in the second half of the year after nine quarters of contraction alongside the stabilisation in eurozone activity.

For the year of 2013, Hong Kong's Gross Domestic Product grew by 2.9% in real terms, improved from the 1.5% growth in 2012, but it was still slower than the average annual growth of 4.5% over the past decade. The local market attained a moderate growth during the year amid a challenging external environment. The growth pace was still slower than the trend in the past ten years.

For the period under review, China's annual economic growth in 2013 was 7.7 percent, steady from 2012 and just slightly above market expectations for a 7.6 percent expansion, which would have been the slowest since 1999. China's fixed-asset investment climbed 19.6 percent, the smallest increase in at least 10 years and a tick below forecasts for a 19.8 percent rise. Under the new leadership of the Chinese Premier Li keqiang ("Mr. Li"), Mr. Li has set the annual economic growth target of 7.5% with bottom line of 7%. During the year, the Government of Shanghai established a free-trade zone in the commercial hub of Shanghai which allowed investors to move capital into and out of China with fewer restrictions. It is the first free-trade zone launched by the Chinese government. The establishment of the Shanghai free-trade zone represents the way to conform to new trends in the global economy and trade, and implement a more active opening of the Chinese economy.

## Business Review and Prospects

The Company is an investment company and the Company's shares were listed on the main board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Chapter 21 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"). The Group is principally engaged in the investments in the listed securities for the short term and in the unlisted equities with a potential for earnings growth and capital appreciation. As at 31 December 2013, the Group has approximately HK\$5,338,208 in listed securities held for trading.

The Group reported a net loss from operation of HK\$6,664,875 on turnover of HK\$182,016 as compared with a loss from operation of HK\$3,927,748 on turnover of HK\$190,960 in 2012. Due to unstable global financial markets, the Company recorded unrealised gain on listed securities of HK\$134,000 (2012: HK\$450,308) and received cash dividend income of HK\$182,016 (2012: HK\$190,960). As at 31 December 2013, the Group's borrowing at the fixed rate of 2% was approximately HK\$1,700,000. (2012: HK\$1,670,000).

## MANAGEMENT STATEMENT (CONTINUED)

### **Joint Announcement made by the Company, Sharp Years Limited and Hugo Lucky Limited**

On 6 May 2013, a joint announcement by the Company, Sharp Years Limited and Hugo Lucky Limited (the "Joint Announcement"), in relation to, among other things, (i) the Sale and Purchase Agreement; (ii) the Subscription Agreement and the transactions contemplated thereunder including the allotment and issue of the Subscription Shares under the specific mandate; (iii) the Increase in Authorised Capital; (iv) the Special Deal; and (v) the Offer. The making of the Offer by the Sharp Years Limited and Hugo Lucky Limited is subject to completion, which in turn is subject to Independent Shareholders' approval at the EGM. Details of such Offer were disclosed in the announcements of the Company dated 6 May 2013, 27 May 2013, 31 July 2013, 31 October 2013, 31 December 2013, 2 January 2014 and 14 February 2014. Unless otherwise stated, capitalised terms used in this section shall have the same meanings as those defined in the Joint Announcement.

### **Listing Status of the Company**

On 10 July 2013, the Company submitted the Resumption Proposal to the Stock Exchange addressing the concerns of the Stock Exchange and the Outstanding Issues.

On 31 July 2013, the Listing Division of the Stock Exchange issued a letter to inform the Company that it considers the Resumption Proposal has not satisfied the resumption conditions set out in its letter dated 18 January 2013 and the Stock Exchange has decided to place the Company in the second delisting stage from that day under Practice Note 17 of the Listing Rules. The second delisting stage will expire on 31 January 2014 (the "Second Delisting Stage"). Details of such resumption conditions were disclosed in the announcement of the Company dated 31 July 2013.

The Company is in discussion with the Offerors with a view to addressing the above resumption conditions from the Stock Exchange. Announcement will be made by the Company on material progress of the resumption proposal and other developments of the Company as and when appropriate.

### **Prospects**

Looking forward with the gradual improvement of the world economy and the positive response to the Federal Reserve's asset purchase tapering, resumption of growth of eurozone and the continuation of China's reforms, we expect that the low interest rate are likely to remain low in the short and medium term.

Moreover, apart from trading securities, the management will continue to look with caution for other favourable investment opportunities with potential of asset appreciation as well as with sustainable income stream across various sectors to improve returns to the Group and shareholders.

## MANAGEMENT STATEMENT (CONTINUED)

### Financial Review

#### Liquidity and financial resources

As at 31 December 2013, the Group's current ratio was 0.16 (2012: 0.20), based on the current assets of HK\$5,463,925 and current liabilities of HK\$33,916,009. No gearing ratio was available as the Group was in a negative equity position.

#### Capital structure

There has been no change to the capital structure of the Company during the year ended 31 December 2013.

#### Capital commitment and contingent liabilities

As at 31 December 2013, no material capital commitment and contingent liabilities were noted by the directors of the Company.

#### Share options

The Company does not have any share option scheme.

### Employment and Remuneration Policies

As at 31 December 2013, the Group employed a total of 4 employees (2012: 4) including the executive directors. The remuneration packages consist of basic salary, mandatory provident fund, medical insurance, and other benefits considered as appropriate. Remuneration packages are generally structured by reference to market terms, individual qualification and performance. They are under periodic review based on individual merit and other market factors.

### Staff Costs

The Group's total staff costs for the year under review amounted to HK\$2,197,400 (2012: HK\$2,080,150).

### Charges on the Group's Assets

As at 31 December 2013, there were no charges on the Group's assets.

### Exposure to Fluctuations in Exchange Rates and Related Hedges

The Group's assets and liabilities are denominated in Hong Kong Dollars and, therefore, the Group has no significant exposure to foreign exchange fluctuation.

### Appreciation

The Directors would like to take this opportunity to extend our sincere thanks and express appreciation to those who have supported us during the year.

**Tung Tat Wah**

*Chairman*

Hong Kong, 24 March 2014

# REPORT OF THE DIRECTORS

The Board of Directors ("Board") hereby presents their annual report together with the audited consolidated financial statements of the Company and its subsidiaries (the "Group") for the year ended 31 December 2013.

## Principal Activities

The principal activities of the Company and its subsidiaries during the year are investment in securities listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and unlisted securities with a potential for earnings growth and capital appreciation. The activities of the principal subsidiaries are set out in note 21 to the consolidated financial statements.

The Group's turnover for the year comprised dividends income from listed securities.

## Results and Appropriations

The results of the Group for the year ended 31 December 2013 are set out in the consolidated statement of profit or loss and other comprehensive income on page 25.

The Board does not recommend the payment of a final dividend for the year ended 31 December 2013 (2012: Nil). No interim dividend was declared during the year (2012: Nil).

## Property, Plant and Equipment

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

## Share Capital

There is no movement in the Company's share capital during the year.

## Reserves

Details of the movements in the reserves of the Company and the Group during the year are set out on page 53 and 27 respectively.

## Distributable Reserve

There is no distributable reserve of the Company at 31 December 2013 (2012: Nil).

## Pre-Emptive Rights

There is no provision for pre-emptive rights under the Company's Memorandum and Articles of Association or the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

## REPORT OF THE DIRECTORS (CONTINUED)

### Five Year Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 56.

### Purchase, Sale or Redemption of Securities

The Company has not redeemed any of its shares during the year. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the year.

### Directors

The directors of the Company ("Directors") during the year and as at the date of this report were as follows:

#### **Executive Directors**

Mr. Tung Tat Wah (*Chairman*)

Mr. Michael Wu Chun Wah

#### **Independent non-executive Directors**

Mr. Allan Kwok Ming Fai

Mr. Robert Siu Siu Ling

Mr. Stephen Lee Ming Ching

In accordance with the corporate governance code and the provisions of the Company's Articles of Association, Mr. Tung Tat Wah and Mr. Stephen Lee Ming Ching will retire by rotation and, being eligible, offer themselves for re-election.

### Independence Confirmation

The Company has received, from each of independent non-executive Directors, an annual confirmation of the independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all the independent non-executive Directors are independent.

### Change in Information of Directors

Pursuant to rule 13.51B(1) of the Listing Rules, there was no change in the information of Directors of the Company which required to be disclosed in this report during the year under review.

## Biographical Details of Directors

### **Mr. Tung Tat Wah – Executive Director**

Mr. Tung, aged 53, is the Chairman of the Company. He was appointed as an executive Director on 11 March 2008. Prior to his present engagement, he has worked for several international financial institutions including Charles Fulton, Tokyo Forex and was responsible for investment in financial instruments. Mr. Tung has extensive experience in investment and general management.

### **Mr. Michael Wu Chun Wah – Executive Director**

Mr. Wu, aged 49, was appointed as an executive director and Chief Executive Officer of the Company. Mr. Wu holds a doctor degree in business administration and a master degree in corporate governance from the Hong Kong Polytechnic University. He also holds a master degree in business administration from Northeast Louisiana University, a diploma of China trade and investment from Beijing University, a diploma of China laws from Guangdong Economic Laws Research Centre and a postgraduate diploma in management from Asia International Open University. He is a fellow member of the Hong Kong Institute of Directors, member of the Hong Kong Securities Institute, associate member of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretary and Administrators. He is also an executive director of Creative Energy Solutions Holdings Limited (listed on the Hong Kong Stock Exchange). Mr. Wu has extensive experience in financial investment and corporate finance.

### **Mr. Stephen Lee Ming Ching – Independent non-executive Director**

Mr. Lee, aged 66, is a qualified Professional Civil Engineer, Construction and Project Manager and Consultant for more than 40 years. He is a graduate of University of Hong Kong in 1970 and holds a Bachelor of Science in Civil Engineering. He also obtained a diploma in Management studies in finance from Hong Kong Polytechnic University. He is a member of Hong Kong Institution of Engineers and a fellow member of Hong Kong Institute of Real Estate Administrators. He has worked for several construction companies including public works department of Singapore Government, Maunsell Consultants Asia Limited, Hong Kong Land Company Limited, Hang Lung Development Company Limited and Lolliman Holdings Limited. He has his own Company for more than 20 years, Tonjun Consultants Limited, and being the advisor/consultant of couple of major building contractors and developers in Hong Kong. He has extensive experience in construction industries and project management. Mr. Lee is also active in the professional institutions and social service. He is the Vice President of Hong Kong Institute of Real Estate Administrators, Executive Council Member and Senior Vice Chairman of Association of Engineering Professionals in Society and Committee Member of Hong Kong Institution of Engineers Civil Division. Mr. Lee was appointed as an independent non – executive Director on 28 May 2008.

### **Mr. Robert Siu Siu Ling – Independent non-executive Director**

Mr. Siu, aged 61, has been a solicitor since 1992 and has been admitted as a solicitor in England and Wales since 1993. He is the sole proprietor of the firm, Messrs. Robert Siu & Co., Solicitors. His legal practice is mainly in the field of commercial and corporate finance. Mr. Siu has been an executive director of China Grand Pharmaceutical and Healthcare Holdings Limited (formerly known as Maxx Bioscience Holdings Limited) (stock code: 512) until 2006 and is now an independent non-executive director of China Packaging Group Company Limited (stock code: 572), both of them are listed on the Main Board of the Stock Exchange. He is an independent non-executive director of Kaisun Energy Group Limited (stock code: 8203) and Finet Group Limited (stock code: 8317), both of them are listed on the Growth Enterprise Market of the Stock Exchange. He is also a director of MBMI Resources Inc (listed on TSX Venture Exchange). Mr. Siu holds a bachelor's degree in laws from University of London in the United Kingdom and a postgraduate certificate in laws from the University of Hong Kong. Mr. Siu was appointed as an independent non-executive Director on 8 January 2002.

**Mr. Allan Kwok Ming Fai – Independent non-executive Director**

Mr. Kwok, aged 49, possesses over 16 years of experience in banking, finance and accounting and held executive positions at several international financial institutions, accounting firm and listed companies. Mr. Kwok obtained a Bachelor Degree in Accounting & Economics from the University of Sheffield in the United Kingdom and a Master Degree in Business Administration from the University of Adelaide in Australia. He is a member of CPA Australia and an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Kwok is currently an executive director of Zhongda International Holdings Limited (stock code: 909) and an independent non-executive director of China Tycoon Beverage Holdings Limited (formerly known as Sewco International Holdings Limited) (stock code: 209). Mr. Kwok was also an independent non-executive director of China Yunnan Tin Minerals Group Company Limited from July 2002 to March 2012. Mr. Kwok was appointed as an independent non-executive Director on 4 September 2007.

**Directors' Service Contracts**

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

**Directors' Interests in Contracts of Significance**

On 30 April 2013, Biggish Management Limited (the "Vendor") entered into the Sale and Purchase Agreement (as amended by supplemental agreements dated 31 July 2013 and 31 December 2013) with Sharp Years Limited and Hugo Lucky Limited (the "Offerors"), pursuant to which the Vendor conditionally agreed to sell and the Offerors conditionally agreed to acquire 20.83% of the entire issued share capital of the Company at a total Consideration of HK\$1,500,000. Mr. Tung Tat Wah and Mr. Michael Wu Chun Wah, directors of the Company, have equity interests in the Vendor.

On 30 April 2013, the Company and the Offerors entered into the Subscription Agreement (as amended by supplemental agreements dated 31 July 2013 and 31 December 2013), pursuant to which the Company conditionally agreed to issue and allot and the Offerors conditionally agreed to subscribe in cash an aggregate of 1,000,000,000 Shares at the price of HK\$0.1 per Share.

Save as disclosed above, no contracts of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## REPORT OF THE DIRECTORS (CONTINUED)

### Directors' Interests in Securities

As at 31 December 2013, the interests and short positions of the directors and chief executives of the Company and their respective associates in the shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company or the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") were as follows:

#### **Long position in shares of the Company**

Name of Director	Capacity	Number of issued ordinary shares held	Approximate percentage of total issued ordinary shares
Tung Tat Wah (Note)	Interest of controlled entity	15,000,000	20.83%
Michael Wu Chun Wah (Note)	Interest of controlled entity	15,000,000	20.83%

*Note:*

40% equity interest in Biggish Management Limited, a company incorporated in British Virgin Islands with limited liability, is held by Mr. Michael Wu Chun Wah, an executive Director and 60% equity interest in Biggish Management Limited is held by Mr. Tung Tat Wah, an executive Director. Mr. Michael Wu Chun Wah and Mr. Tung Tat Wah are deemed to be interested in 15,000,000 shares of the Company.

Save as disclosed above, at 31 December 2013, none of the Directors, chief executives nor their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (with the meaning of Part XV of 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.

### Substantial Shareholders

As at 31 December 2013, so far as is known to the Directors, the following persons (other than the directors and chief executives of the Company) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO.

#### **(i) Long positions in shares of the Company**

Name	Capacity	Number of issued ordinary shares held	Approximate percentage of total issued ordinary shares
Biggish Management Limited (Note)	Beneficial Owner	15,000,000	20.83%
Cheong Chi Man	Beneficial Owner	7,350,000	10.21%
Hugger Thomas Eugen	Beneficial Owner	3,780,000	5.25%

*Note:*

40% equity interest in Biggish Management Limited, a company incorporated in British Virgin Islands with limited liability, is held by Mr. Michael Wu Chun Wah, an executive Director and 60% equity interest in Biggish Management Limited is held by Mr. Tung Tat Wah, an executive Director. Mr. Michael Wu Chun Wah and Mr. Tung Tat Wah are deemed to be interested in 15,000,000 shares of the Company.

REPORT OF THE DIRECTORS (CONTINUED)

**(ii) Long position in underlying shares of the Company**

Name	Capacity	Number of underlying shares	Approximate percentage of total issued ordinary shares
Chan Pui Kwan (Note)	Interest of controlled entity	1,015,000,000	999.99%
Fame Image Limited (Note)	Interest of controlled entity	1,015,000,000	999.99%
Ho Hoi Yee Wisery (Note)	Interest of controlled entity	1,015,000,000	999.99%
Hugo Lucky Limited	Beneficial Interest	1,015,000,000	999.99%
Lai Tsui Har (Note)	Interest of controlled entity	1,015,000,000	999.99%
Leung King Yue Alex (Note)	Interest of controlled entity	1,015,000,000	999.99%
Long Surplus International Limited (Note)	Interest of controlled entity	1,015,000,000	999.99%
Sharp Years Limited	Beneficial Interest	1,015,000,000	999.99%
Wu Tony Weihong (Note)	Interest of controlled entity	1,015,000,000	999.99%

Note:

Ms. Chan Pui Kwan, Mr. Leung King Yue Alex, Ms. Ho Hoi Yee Wisery, Ms. Lai Tsui Har, Mr. Wu Tony Weihong and the companies of Fame Image Limited and Long Surplus International Limited were interested in the same parcel of these 1,015,000,000 underlying shares by virtue of the SFO.

Save as disclosed above, the Directors are not aware of any other persons who have 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.

### Public Float

Based on the information that is publicly available to the Company and within the knowledge of its directors, as at the date of this report, there is sufficient public float of more than 25% of the issued share capital of the Company as required under the Listing Rules.

## Continuing Connected Transactions

### 1. Investment Management Agreement

The Company's investment portfolio is managed by Hua Yu Investments Limited (the "Investment Manager"), in accordance with the terms and conditions of an investment management agreement (the "Investment Management Agreement") entered into between the Company and the Investment Manager dated 1 March 2011.

The Investment Manager is regarded as a connected person of the Company under Rule 21.13 of the Listing Rules. Accordingly, the Investment Management Agreement constitutes a continuing connected transaction of the Company under Rule 14A.35 of the Listing Rules.

The Investment Manager is appointed for a term of two years commencing from 1 March 2011 and either the Investment Manager or the Company can terminate the appointment without serving prior notice to the other party. In accordance with the terms of the Investment Management Agreement, the Investment Manager is entitled to receive a quarterly management fee of HK\$150,000.

During the year ended 31 December 2013, investment management fees of HK\$600,000 (2012: HK\$600,000) were charged by the Investment Manager.

The transaction was entered into by the Company in the ordinary and usual course of business in accordance with the terms of Investment Management Agreement, conducted on normal commercial terms and is subject to reporting, announcement and independent shareholders' approval requirements under Rule 14A.35 of the Listing Rules. The transaction had been reviewed by the independent non-executive Directors and obtained approval from the Company's board of directors.

On 25 February 2013, the Company and the Investment Manager has entered into a new investment management agreement for a term of one year from 1 March 2013 (the "Renewal Date") at a quarterly management fee of HK\$150,000. The management agreement is conditional upon approval of independent shareholders and shall, if approved in the extraordinary general meeting, commerce on the Renewal Date.

### 2. Custodian Agreement

Pursuant to a custodian agreement ("Custodian Agreement") dated 30 June 2009 between the Company and Bank of Communications Trustee Limited (the "Custodian"), the Custodian agrees to provide securities custodian services to the Company including the safe custody of the Group's securities and the settlement of the securities of the Group, the collection of dividends and other entitlements on behalf of the Group.

The custodian is regarded as a connected person of the Company under Rule 21.13 of the Listing Rules; however, the transaction was exempted from the reporting, announcement and independent shareholder's approval requirements under Rule 14A.33 of the Listing Rules.

During the year ended 31 December 2013, custodian fees of HK\$35,200 (2012: HK\$35,200) were charged by the Custodian.

### 3. Annual review of the continuing connected transactions

The independent non-executive directors of the Company had reviewed the continuing connected transactions with the Investment Manager and confirmed that the transactions were:

- (a) entered into in the ordinary and usual course of business of the Group;
- (b) conducted on normal commercial terms or on terms no less favourable to the Group than terms available to or from independent third parties; and
- (c) entered into in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

## REPORT OF THE DIRECTORS (CONTINUED)

The Company's auditor was engaged to report on the Group's continuing connected transactions with the Investment Manager in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued his unqualified letter containing his findings and conclusions in respect of the continuing connected transactions with the Investment Manager for the year ended 31 December, 2013 disclosed by the Group in accordance with the Listing Rules 14A.38. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

### Audit Committee

The Company established an audit committee in accordance with Rule 3.21 of the Listing Rules, for the purpose of reviewing and providing supervision over the Group's financial reporting process and internal controls. The audit committee of the Company has reviewed the final results for the year ended 31 December 2013.

### Compliance with the Code on Corporate Governance Practices

The Board has established procedures on corporate governance that comply with the requirements of the Corporate Governance Code (the "CG Code") contained in Appendix 14 to the Listing Rules. The Board has reviewed and taken measures to adopt the CG Code as the Company's code of corporate governance practices. During the year ended 31 December 2013, the Company has complied with the code provisions under the CG Code, save and except for the following:

Code provision A.4.1 stipulates that non-executive directors should be appointed for a specific term, subject to re-election. The Company has not fixed the term of appointment for non-executive directors, which constitutes a deviation from code provision A.4.1. However, all independent non-executive directors of the Company are subject to retirement by rotation at least once every three years and re-election at the annual general meeting of the Company pursuant to the Articles of Association of the Company. As such, the Board considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the code provision.

The practice of the corporate governance of the Company will be reviewed and updated from time to time in order to comply with the requirements of the Listing Rules.

### Auditor

W.H. Tang & Partners CPA Limited was appointed as auditor of the Company on 2 March 2010 to fill the casual vacancy following the resignation of World Link CPA Limited with effect from 22 February 2010.

W.H. Tang & Partners CPA Limited shall retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-appointment.

### Suspension of Trading in the Shares

At the request of the Company, trading in the shares of the Company has been suspended with effect from 9:30 a.m. on 13 June 2008 and will remain suspended until further notice.

On behalf of the Board

**Tung Tat Wah**

*Chairman*

Hong Kong, 24 March 2014

# CORPORATE GOVERNANCE REPORT

The board of directors of the Company ("Board") is committed to maintain and ensure high standard of corporate governance. It is regularly reviewing and improving the corporate governance practices and standards of the Group to ensure that business activities and decision making processes are conducted in a proper manner and to enhance the Company's competitiveness and operating efficiency.

## Corporate Governance Code Compliance

The Board has established procedures on corporate governance that comply with the requirements of the Corporate Governance Code (the "CG Code") contained in Appendix 14 to the Listing Rules. The Board has reviewed and taken measures to adopt the CG Code as the Company's code of corporate governance practices. During the year ended 31 December 2013, the Company has complied with the code provisions under the CG Code, save and except for the following:

Code A.4.1 which provides that non-executive directors should be appointed for a specific term and subject to re-election.

The Company's independent non-executive Directors do not have a specific term of appointment. However, they are subject to retirement by rotation once every three years pursuant to the Company's Articles of Association.

## The Board of Directors

The Board's primary responsibilities are to formulate the Company's long-term corporate strategy, to oversee the management of the Group, to evaluate the performance of the Group and to assess the achievement of targets periodically set by the Board.

In addition, the Board has also established Board Committees and has delegated to these Board Committees various responsibilities set out in their terms of reference respectively.

## Board Composition

The Board consists of two executive Directors and three independent non-executive Directors ("INED(s)"). Mr. Allan Kwok Ming Fai, INED and chairman of audit committee has the appropriate professional accounting experience and expertise. The names and biographical details of each director are disclosed on pages 8 to 9 of this annual report. All Directors have confirmed that they have taken an active interest in the Company's affairs and obtained a general understanding of its business.

## Chairman and Chief Executive Officer

The Company does not at present have any officer with the title of "chief executive officer" but instead, its duties are performed by Mr. Wu Chun Wah, the managing Director. To have a clear division between the management of the Board and the daily management of the business operations of the Company, the role of the chairman is separated from that of the managing Director. The chairman focuses on overall corporate development and strategic direction of the Group and provides leadership for the Board and oversees the efficient functioning of the Board. The managing Director is responsible for all daily management including planning and developing the Group's strategy. Such division of responsibilities helps to reinforce their independence and to ensure a balance of power and authority. The Company shall ensure and facilitate each Director to take an active interest in the affairs of the Group so that each Director could make positive contribution to the Group.

## CORPORATE GOVERNANCE REPORT (CONTINUED)

All the Directors had received training/briefing which covered topics in Directors' duties and liabilities, continuing obligations of a listed company, corporate governance and compliance issues after their appointments. Ongoing updates of any applicable laws and regulations were provided by the Company to the Directors in a reasonable time frame.

During the year, the Company has arranged directors' and officers' liabilities insurance cover to indemnify the Directors against claims for breach of their duties in managing the Group business and activities.

### **Independent Non-Executive Directors**

Each INED has, pursuant to the guidelines set out in rule 3.13 of the Listing Rules, confirmed he is independent of the Company and the Company also considers that they are independent. Each INED is subject to the requirement that one-third of all the directors shall retire from office by rotation at each annual general meeting pursuant to the Articles of Association of the Company. There is no relationship (including financial, business, family or other material or relevant relationship) among members of the Board.

### **Function**

The overall management of the Group's operation is vested in the Board. The Board takes overall responsibility to oversee all major matters of the Group, including the formulation and approval of all policy matters, overall strategic development of the Group, monitoring and controlling the Group's operation and financial performance, internal control and risk management systems, and monitoring of the performance of the senior management. The Directors have to make decisions objectively in the interests of the Company and its shareholders as a whole.

The day-to-day management, administration and operation of the Group are delegated to the senior management of the Group. The delegated functions and work tasks are periodically reviewed. Pursuant to the levels of authority approved by the Board, the senior management executes day-to-day operations unless the subject matter exceeds the authority granted by the Board or relates to any matters specifically reserved to the Board, they would seek approval from the Board.

### **Board Meetings**

The Board held at least 4 regular Board meetings at approximately quarterly interval during year 2013 and additional board meetings were held when necessary. An agenda and accompanying board papers are sent in full to all Directors in a timely manner and at least three days before the intended date of a board or board committee meeting. Adequate information related to the issues is also supplied for the board and its committee to make decisions which is for the best interests of the Group. Notice of at least fourteen days are given to give all Directors an opportunity to attend. The Directors who cannot attend in person might through other electronic means of communications to participate. Details of individual attendance of Directors are set out in the table below:

	<b>Number of Board meeting attended/Number of Board meeting held</b>	<b>Attendance Rate</b>
<b>Executive Directors</b>		
Mr. Tung Tat Wah	7/7	100%
Mr. Michael Wu Chun Wah	7/7	100%
<b>Independent non-executive Directors</b>		
Mr. Allan Kwok Ming Fai	7/7	100%
Mr. Robert Siu Siu Ling	7/7	100%
Mr. Stephen Lee Ming Ching	7/7	100%

The Board has established procedure to enable directors, upon reasonable request, to seek independent professional advice in appropriate circumstances at the Company's expense.

## CORPORATE GOVERNANCE REPORT (CONTINUED)

### Appointment and re-election of Directors

Pursuant to the corporate governance code and the provisions of the Articles of Association of the Company, Mr. Tung Tat Wah and Mr. Stephen Lee Ming Ching shall retire by rotation at the forthcoming annual general meeting and will offer themselves for re-election as the independent non-executive Directors.

The term of office of each of the independent non-executive Directors is the period up to his retirement by rotation in accordance with the Company's Articles of Association and the CG Code.

### Board Committees

The Board has established (i) Remuneration Committee, (ii) Nomination Committee; and (iii) Audit Committee, with defined terms of reference. The terms of reference of the board committees which explain their respective roles and the authority delegated to them by the Board are posted on the websites of The Hong Kong Exchange and Clearing Limited ("HKEx") and the Company. The board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice and other assistance in appropriate circumstances, at the Company's expenses.

#### Remuneration Committee

The Board has established a Remuneration Committee comprising one executive director, Mr. Michael Wu Chun Wah and two independent non-executive directors, Mr. Robert Siu Siu Ling and Mr. Stephen Lee Ming Ching. It is chaired by Mr. Stephen Lee Ming Ching. The terms of reference of the Remuneration Committee have been reviewed with reference to the CG Code.

The revised written terms of reference of the remuneration committee was adopted in order to be in line with certain CG Code provisions which are implemented in April 2012.

The Remuneration Committee has adopted the operation model where it performs to make recommendations to the Board on the Company's policy and structure for all Director's and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy.

The Remuneration Committee's responsibilities are to review and consider Company's policy for remuneration of Directors and senior management, to determine remuneration packages of executive Directors including benefits in kind, pension rights and compensation payments, and to recommend to the Board remuneration of independent non-executive Directors.

Set out below is the summary of work of the Remuneration Committee done in 2013:

- to consider the corporate policy on remuneration basis for the executive Directors and the INEDs;
- to review the remuneration of the executive Directors and the INEDs;
- to consider and approve the payment of bonus (if any); and
- to ensure that no Director or any of his associates is involved in deciding his own remuneration.

## CORPORATE GOVERNANCE REPORT (CONTINUED)

The Remuneration Committee held 1 meeting for the financial year ended 31 December 2013. Details of individual attendance of its members are set out in the table below:

	<b>Number of meeting attended/Number of meeting held</b>	<b>Attendance Rate</b>
<b>Executive Director</b>		
Mr. Michael Wu Chun Wah	1/1	100%
<b>Independent non-executive Directors</b>		
Mr. Stephen Lee Ming Ching	1/1	100%
Mr. Robert Siu Siu Ling	1/1	100%

### Audit Committee

The Company's Audit Committee is composed of three independent non-executive Directors, namely, Mr. Allan Kwok Ming Fai, Mr. Robert Siu Siu Ling and Mr. Stephen Lee Ming Ching. It is chaired by Mr. Allan Kwok Ming Fai. It reports directly to the Board and reviews matters within the scope of audit, such as financial statements and internal controls, to protect the interests of the Company's shareholders.

The revised written terms of reference of the audit committee was adopted in order to be in line with certain CG Code provisions which are implemented in April 2012. In particular, the Board has delegated the corporate governance function to the Audit Committee, which is a new provision in the CG Code.

The major roles and functions of the Audit Committee of the Company are as follows:

- to review the annual report and interim report before submission to the Board;
- to review the Group's financial and accounting policies and practices;
- to review the financial controls, internal control and risk management systems;
- to discuss with management the system of internal control and ensure that management has discharged its duty to have an effective internal control system;
- to be primarily responsible for making recommendation to the Board on the appointment of the external auditor, and to approve the remuneration and terms of engagement of the external auditor;
- to report to the Board on the matters set out in the code provision relating to Audit Committee as set out in the CG Code; and
- to review the Company's policies and practices on corporate governance and training and continuous professional development of Directors and senior management.

## CORPORATE GOVERNANCE REPORT (CONTINUED)

The Audit Committee held 2 meetings for the financial year ended 31 December 2013. Details of individual attendance of its members are set out in the table below:

	<b>Number of meeting attended/Number of meeting held</b>	<b>Attendance Rate</b>
--	--	------------------------

### **Independent non-executive Directors**

Mr. Allan Kwok Ming Fai	2/2	100%
Mr. Robert Siu Siu Ling	2/2	100%
Mr. Stephen Lee Ming Ching	2/2	100%

### **Nomination Committee**

The Nomination Committee comprises two independent non-executive Directors, Mr. Stephen Lee Ming Ching and Mr. Robert Siu Siu Ling, and one executive Director, Mr. Tung Tat Wah, and is chaired by Mr. Stephen Lee Ming Ching.

The revised written terms of reference of the nomination committee was adopted in order to be in line with certain CG Code provisions which are implemented in April 2012.

The major roles and functions of the Nomination Committee of the Company are as follows:

- To review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy.
- To identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of individuals nominated for directorships.
- To assess the independence of independent non-executive Directors.
- To make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive.
- To do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board.

## CORPORATE GOVERNANCE REPORT (CONTINUED)

The Nomination Committee held 1 meeting for the financial year ended 31 December 2013. Details of individual attendance of its members are set out in the table below:

	<b>Number of meeting attended/Number of meeting held</b>	<b>Attendance Rate</b>
<b>Executive Director</b>		
Mr. Tung Tat Wah	1/1	100%
<b>Independent non-executive Directors</b>		
Mr. Stephen Lee Ming Ching	1/1	100%
Mr. Robert Siu Siu Ling	1/1	100%

### **Shareholders' Rights and Investor Relations**

The Company shall, for the purpose to keep its shareholders duly informed of their rights, publish from time to time the updated Articles of Association of the Company in a consolidated form on the Company's website and the HKEx's website.

The Group establishes communications with shareholders through the publication of announcements, notices, and circulars, interim and annual reports and in the Company's website.

### **Procedures for Shareholders to Convene an Extraordinary General Meeting**

There are no provisions allowing shareholders to propose new resolutions at the general meetings under the Articles of Association of the Company or the Cayman Islands Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised). However, according to the Articles of Association of the Company, any one or more shareholders holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company carrying the right to vote at general meetings of the Company, by written requisition to the board or the company secretary of the Company at the principal place of business in Hong Kong, to request to convene an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within 2 months after deposit of such requisition. Any general meeting at which the passing of a special resolution is to be considered shall be called by not less than 21 clear days' notice, whilst others may be called by not less than 14 clear days' notice. If within 21 days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

### **Procedures for Sending Enquiries to the Board**

Shareholders may send written enquiries to the Company, for the attention of Company Secretary, by fax (852) 2520-6536 or mail to Room 1704, 17/F., Tai Tung Building, 8 Fleming Road, Wanchai, Hong Kong. The Company Secretary forwards communications relating to matters within the Board's purview to the Board and communications relating to ordinary business matters, such as suggestions, and inquiries to the executive Directors of the Company.

During the year ended 31 December 2013, there had been no significant change in the Company's constitutional documents.

### Attendance at Annual General Meeting

	Meeting held on 7 June 2013
<b>Executive Director</b>	
Mr. Tung Tat Wah	✓
Mr. Michael Wu Chun Wah	✓
<b>Independent non-executive Directors</b>	
Mr. Stephen Lee Ming Ching	✓
Mr. Robert Siu Siu Ling	✓
Mr. Allan Kwok Ming Fai	✗

### Other Information

#### Model Code for Securities Transactions by Directors

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules as the codes of conduct regarding securities transactions by directors. All Directors have confirmed, following specific enquiry by the Company, that they fully complied with the Model Code throughout the year 2013.

#### Auditor's Remuneration

The Audit Committee reviews each year with the external auditor of the Company as regards their independence, approves their appointment, discusses the scope of their audit, approves their fees, and the scope and appropriate fees for any non-audit services requested to be provided by them.

For the year ended 31 December 2013, services provided to the Company by its external auditor and the respective fees paid were:

	2013 HK\$
Audit services	<b>140,000</b>
Review of continuing connected transactions	<b>5,000</b>
	<b>145,000</b>

## CORPORATE GOVERNANCE REPORT (CONTINUED)

### Internal Control

The Company places great importance on internal control and risk management.

The Company encourages a risk aware and control conscious environment throughout the Company. The Board, either directly or through its committees, sets objectives, performance targets and policies for management of key risks facing the Company. These include strategic planning, political and regulatory, acquisitions, investments, expenditure control, treasury and environment.

Throughout the year 2013 the Company complied with the code provisions on internal controls as stipulated in the CG Code. In particular, during the year the Company conducted a review of the effectiveness of the internal control system of the Group. The Directors are satisfied that the prevailing internal control systems as appropriate to the Group are in place and have been implemented properly and that no significant areas of improvement which are required to be brought to the attention to the members of the Audit Committee are revealed. The Audit Committee has reviewed the internal control and discussed the assessment bases with the management, and concurred that the Company has set up an effective internal control system to safeguard the assets of the Group.

### Shareholder Communication

The objective of shareholder communication is to provide our shareholders with detailed information about the Company so that they can exercise their rights as shareholders in an informed manner.

The Company uses a range of communication tools to ensure its shareholders are kept well informed of key business imperatives. These include annual general meeting, annual report, various notices, announcements and circulars. Procedure for voting by poll has been included in all circulars accompanying notice convening general meeting and has been read out by the chairman at general meeting.

### Directors' and Auditor's Responsibilities in Preparing the Financial Statements

The Directors acknowledge that it is their responsibilities for the preparation of the financial statements of the Group and ensure that the financial statements are in accordance with statutory requirements and applicable accounting standards. The Directors also ensure timely publication of the financial statements of the Group. The Directors are aware that the auditor's report included an emphasis of matter paragraph concerning material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

## CORPORATE GOVERNANCE REPORT (CONTINUED)

In preparing the consolidated financial statements, the directors of the Company have given careful consideration to the future liquidity of the Group in light of a loss of HK\$6,664,875 for the year ended 31 December 2013 and the Group's net current liabilities and net liabilities as at 31 December 2013 amounted to HK\$28,452,084 and HK\$28,452,083 respectively. A resumption proposal to resume the trading of shares of the Company on the Stock Exchange and to improve the financial position of the Group is submitted to the Stock Exchange. In addition, the Company had entered into a share subscription agreement pursuant to which the Company conditionally agreed to issue and allot 1,000,000,000 shares at the price of HK\$0.1 per share to Sharp Years Limited and Hugo Lucky Limited. As at the date of this report, the resumption proposal and the share subscription are pending approval by the Stock Exchange. As such, the directors of the Company have been taking measures to improve the liquidity of the Group. These measures include (i) extending the Group's short term loans upon maturity; (ii) implementing cost controls over operating expenses; (iii) negotiating with the suppliers to reschedule the payments of the Group's expenditures; and (iv) exploring options to conduct fund raising activities. In addition, Biggish Management Limited, the substantial shareholder of the Company, and Mr. Tung Tat Wah, the chairman and executive director of the Company, have agreed to provide continuing financial support to the Group so as to enable the Group to continue its day-to-day operations as a going concern and to meet its obligation for at least twelve months from the date of the consolidated financial statements.

Provided that the aforesaid measures are successful and the continuing financial support is given by the substantial shareholder and the director of the Company that can effectively improve the liquidity position of the Group, the directors of the Company are satisfied that the Group will have sufficient financial resources to meet its financial obligations as they fall due for the foreseeable future. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

The statement of the external auditor of the Company, W. H. Tang & Partners CPA Limited, about their reporting responsibilities is set out in the Independent Auditor's Report on pages 23 to 24.

### Voting by Poll

The voting procedures for demanding a poll by shareholders were written in the 2013 annual general meeting (the "AGM") circular, and the voting procedures were explained in the AGM.

# INDEPENDENT AUDITOR'S REPORT

## 鄧偉雄會計師事務所有限公司

Level 7 & 20, Parkview Centre,  
7 Lau Li Street,  
Causeway Bay, Hong Kong.

香港銅鑼灣琉璃街七號  
栢景中心七樓及二十樓

Tel : (852) 23426130  
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**W.H. TANG  
& PARTNERS  
CPA LIMITED**

### TO THE SHAREHOLDERS OF INCUTECH INVESTMENTS LIMITED

(Incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Incutech Investments Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 25 to 55, which comprise the consolidated statement of financial position as at 31 December 2013, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of principal accounting policies and other explanatory information.

### Directors' Responsibility for the Consolidated Financial Statements

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

### Auditor's Responsibility

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

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

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.

#### Directors :

Cliff C.K.Chow  
Philip K.W. Lai  
Louis W.H. Tang

#### 董事 :

周志傑 執業會計師  
黎健威 執業會計師  
鄧偉雄 執業會計師

## INDEPENDENT AUDITOR'S REPORT (CONTINUED)

### Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31 December 2013, and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

### Emphasis of Matter

We draw attention to note 1(b) to the consolidated financial statements. The Group incurred a loss of HK\$6,664,875 for the year ended 31 December 2013 and the Group's net current liabilities and net liabilities as at 31 December 2013 amounted to HK\$28,452,084 and HK\$28,452,083 respectively. This condition indicates the existence of material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern. As explained in note 1(b) to the consolidated financial statements, the Company submitted a resumption proposal to The Stock Exchange of Hong Kong Limited and entered into a share subscription agreement to improve the financial position of the Group. However, the resumption proposal and the share subscription agreement have yet to be implemented. As such, the directors of the Company have taken measures to improve the liquidity of the Group, which include extending short term loans upon maturity, implementing cost controls over operating expenses, negotiating with the suppliers to reschedule the payments and exploring options for fundraising. In addition, a substantial shareholder and a director of the Company have agreed to provide continuing financial support to the Group so as to enable the Group to continue as a going concern. The consolidated financial statements have been prepared on a going concern basis on the assumption that the aforesaid measures are successful and the continuing financial support are given by the substantial shareholder and the director of the Company. Our opinion is not qualified in this matter.

**W. H. Tang & Partners CPA Limited**

*Certified Public Accountants*

Hong Kong, 24 March 2014

**Tang Wai Hung**

Practising Certificate number P03525

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2013

	Note	2013 HK\$	2012 HK\$
<b>Turnover</b>			
Unrealised gain on listed securities	16	<b>182,016</b>	190,960
Realised loss on disposal of listed securities		<b>134,000</b>	450,308
Investment management fee		<b>–</b>	(11,500)
Other operating expenses		<b>(600,000)</b>	(600,000)
		<b>(5,674,823)</b>	(3,309,271)
<b>Operating loss</b>			
Finance costs	9	<b>(5,958,807)</b>	(3,279,503)
		<b>(706,068)</b>	(648,245)
<b>Loss before taxation</b>			
Taxation	10 11	<b>(6,664,875)</b>	(3,927,748)
		<b>–</b>	–
<b>Loss for the year attributable to equity holders of the Company</b>	12	<b>(6,664,875)</b>	(3,927,748)
Other comprehensive income		<b>–</b>	–
<b>Total comprehensive loss for the year attributable to equity holders of the Company</b>		<b>(6,664,875)</b>	(3,927,748)
Loss per share	13	<b>(HK\$0.09)</b>	(HK\$0.05)

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2013

	Note	2013 HK\$	2012 HK\$
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	15	1	72,585
		1	72,585
<b>CURRENT ASSETS</b>			
Investments held for trading	16	5,338,208	5,204,208
Prepayments and other receivables		119,435	116,060
Bank balances and cash	22(b)	6,282	249,955
		5,463,925	5,570,223
<b>CURRENT LIABILITIES</b>			
Short term loans	17	9,380,184	8,674,116
Other payables and accruals	18	15,219,433	11,304,049
Due to a director	19	9,316,392	7,451,851
		33,916,009	27,430,016
<b>NET CURRENT LIABILITIES</b>		(28,452,084)	(21,859,793)
<b>NET LIABILITIES</b>		(28,452,083)	(21,787,208)
<b>CAPITAL AND RESERVES</b>			
Share capital	20	720,000	720,000
Reserves		(29,172,083)	(22,507,208)
<b>SHAREHOLDERS' FUNDS</b>		(28,452,083)	(21,787,208)

The consolidated financial statements on page 25 to 55 were approved and authorised for issue by the Board of Directors on 24 March 2014 and are signed on its behalf by:

**Tung Tat Wah**  
*Director*

**Michael Wu Chun Wah**  
*Director*

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2013

	<b>Share capital HK\$</b>	<b>Share premium HK\$</b>	<b>Accumulated losses HK\$</b>	<b>Total equity HK\$</b>
At 1 January 2012	720,000	67,320,071	(85,899,531)	(17,859,460)
Total comprehensive loss for the year	–	–	(3,927,748)	(3,927,748)
At 31 December 2012 and 1 January 2013	720,000	67,320,071	(89,827,279)	(21,787,208)
Total comprehensive loss for the year	–	–	(6,664,875)	(6,664,875)
<u>At 31 December 2013</u>	<u>720,000</u>	<u>67,320,071</u>	<u>(96,492,154)</u>	<u>(28,452,083)</u>

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2013

	Note	2013 HK\$	2012 HK\$
<b>Operating activities</b>			
Net cash (used in)/from operating activities	22(a)	(243,673)	225,679
Net (decrease)/increase in cash and cash equivalents		(243,673)	225,679
<b>Cash and cash equivalents at the beginning of year</b>			
Cash and cash equivalents at the end of year	22(b)	249,955	24,276
<b>Analysis of balance of cash and cash equivalents</b>			
	22(b)	6,282	249,955

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

## 1. General Information

- (a) Incutech Investments Limited (the "Company") was incorporated in the Cayman Islands with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and have been suspended for trading since 13 June 2008.

The principal activities of the Company and its subsidiaries during the year are investments in securities listed on the Stock Exchange and unlisted securities with a potential for earning growth and capital appreciation.

- (b) The consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs"), which collective term include all applicable individual HKFRSs, Hong Kong Accounting Standards ("HKASs") and interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), the disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"). The consolidated financial statements have been prepared under the historical cost convention, except that investments held for trading are stated at fair value.

The preparation of consolidated financial statements in conformity with the HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision effects both current and future periods.

In preparing the consolidated financial statements, the directors of the Company ("Directors") have given careful consideration to the future liquidity of the Group in light of a loss of HK\$6,664,875 for the year ended 31 December 2013 and the Group's net current liabilities and net liabilities as at 31 December 2013 amounted to HK\$28,452,084 and HK\$28,452,083 respectively. A resumption proposal to resume the trading of shares of the Company on the Stock Exchange and to improve the financial position of the Group is submitted to the Stock Exchange. In addition, the Company had entered into a share subscription agreement pursuant to which the Company conditionally agreed to issue and allot 1,000,000,000 shares at the price of HK\$0.1 per share to Sharp Years Limited and Hugo Lucky Limited. As at the date of this report, the resumption proposal and the share subscription are pending approval by the Stock Exchange. As such, the Directors have been taking measures to improve the liquidity of the Group. These measures include (i) extending the Group's short term loans upon maturity; (ii) implementing cost controls over operating expenses; (iii) negotiating with the suppliers to reschedule the payments of the Group's expenditures; and (iv) exploring options to conduct fund raising activities. In addition, Biggish Management Limited, the substantial shareholder of the Company, and Mr. Tung Tat Wah, the chairman and executive director of the Company, have agreed to provide continuing financial support to the Group so as to enable the Group to continue its day-to-day operations as a going concern and to meet its obligation for at least twelve months from the date of the consolidated financial statements.

Provided that the aforesaid measures are successful and the continuing financial support is given by the substantial shareholder and one of the directors of the Company that can effectively improve the liquidity position of the Group, the Directors are satisfied that the Group will have sufficient financial resources to meet its financial obligations as they fall due for the foreseeable future. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2013

### 2. Application of New and Revised Hong Kong Financial Reporting Standards

In the current year, the Group has applied the following new and revised HKFRSs issued by the HKICPA.

HKFRS 10	Consolidated Financial Statements
HKFRS 11	Joint Arrangements
HKFRS 12	Disclosure of Interests in Other Entities
Amendments to HKFRS 10, HKFRS 11 and HKFRS 12	Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance
HKFRS 13	Fair Value Measurement
HKAS 19 (as revised in 2011)	Employee Benefits
HKAS 27 (as revised in 2011)	Separate Financial Statements
HKAS 28 (as revised in 2011)	Investments in Associates and Joint Ventures
Amendments to HKFRS 7	Disclosures – Offsetting Financial Assets and Financial Liabilities
Amendments to HKAS 1	Presentation of Items of Other Comprehensive Income
Amendments to HKFRSs	Annual Improvements to HKFRSs 2009-2011 Cycle
HK(IFRIC) – Int 20	Stripping Costs in the Production Phase of a Surface Mine

The application of the new and revised HKFRSs in the current year has no material impact on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

#### **Amendments to HKAS 1 Presentation of Items of Other Comprehensive Income**

The amendments to HKAS 1 introduce new terminology for statement of comprehensive income. Under the amendments to HKAS 1, the Group's statement of comprehensive income is renamed as a statement of profit or loss and other comprehensive income. The amendments to HKAS 1 retain the option to present profit or loss and other comprehensive income in either a single statement or in two separate but consecutive statements. However, the amendments to HKAS 1 require additional disclosures to be made in the other comprehensive income section such that items of other comprehensive income are grouped into two categories: (a) items that will not be subsequently reclassified to profit or loss; and (b) items that may be subsequently reclassified to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis – the amendments do not change the existing option to present items of other comprehensive income either before tax or net of tax. The amendments have been applied retrospectively, and hence the presentation of items of other comprehensive income has been modified to reflect the changes. Other than the above, the application of the amendments to HKAS 1 does not result in any impact on profit or loss, other comprehensive income and total comprehensive income.

Except as described above, the application of the new and revised HKFRSs in the current year has no material impact on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2013

### 2. Application of New and Revised Hong Kong Financial Reporting Standards (Continued)

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

Amendments to HKFRS 9, HKFRS 7 and HKFRS 39	Hedge Accounting and amendments to HKFRS 9, HKFRS 7 and HKFRS 39
Amendments to HKFRS 10, HKFRS 12 and HKAS 27	Investment Entities <sup>1</sup>
HKFRS 9	Financial Instruments <sup>3</sup>
Amendments to HKAS 19	Defined Benefit Plans: Employee Contributions <sup>2</sup>
Amendments to HKAS 32	Offsetting Financial Assets and Financial Liabilities <sup>1</sup>
Amendments to HKAS 36	Recoverable Amount Disclosures for Non-Financial Assets <sup>1</sup>
Amendments to HKAS 39	Novation of Derivatives and Continuation of Hedge Accounting <sup>1</sup>
HK(IFRIC) – Int 21	Levies <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2014

<sup>2</sup> Effective for annual periods beginning on or after 1 July 2014

<sup>3</sup> No mandatory effective date yet determined but is available for adoption

The Group is in the process of making an assessment of the potential impact of these pronouncements. The Directors so far concluded that the application of these new pronouncements will have no material impact on the Group's consolidated financial statements.

### 3. Principal Accounting Policies

The principal accounting policies adopted in the preparation of these consolidated financial statements are set out below.

#### (a) Basis of consolidation

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

Income and expenses of subsidiaries acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the effective date of acquisition and up to the effective date of disposal, as appropriate.

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

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

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2013

### 3. Principal Accounting Policies (Continued)

#### (a) Basis of consolidation (Continued)

##### ***Allocation of total comprehensive income to non-controlling interests***

Total comprehensive income and expense of a subsidiary is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

##### ***Changes in the Group's ownership interests in existing subsidiaries***

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

#### (b) Translation of foreign currencies

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 the currency of Hong Kong dollars, which is the Company's functional and presentation currency.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transactions. 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 profit or loss. Foreign exchange gains and losses resulting from the retranslation of non-monetary items carried at fair value are recognised in profit or loss except for those arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income, in which cases, the gains or losses are also recognised directly in other comprehensive income.

#### (c) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

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

Depreciation is calculated using the straight-line method to allocate their costs to their residual values over their estimated useful lives, as follow:

Decoration and office equipment	2 years
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## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2013

### 3. Principal Accounting Policies (Continued)

#### (d) Impairment of investment in subsidiaries and non-financial assets

Assets that have an indefinite useful life or have not yet been available for use are not subject to amortization and are tested annually for impairment. Assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstance 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 that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

#### (e) Operating leases

Leases where substantially all the risks and rewards of ownership of assets remain with the leasing company are accounted for as operating leases. Payments made under operating leases net of any incentives received from the leasing company are charged to profit or loss on a straight-line basis over the lease period.

#### (f) Financial instruments

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

##### **Financial assets**

The Group's financial assets are classified into one of the three categories, including financial assets at fair value through profit or loss ("FVTPL"), loans and receivables and available-for-sale financial assets. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

##### *Effective interest method*

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

Interest income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL, of which interest income is included in net gains or losses.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2013

### 3. Principal Accounting Policies (Continued)

#### (f) Financial instruments (Continued)

##### *Financial assets (Continued)*

###### *Financial assets at fair value through profit or loss ("FVTPL")*

Financial assets at FVTPL include financial assets held for trading and financial assets designated upon initial recognition as at FVTPL. They are carried at fair value, with any resultant gain and loss recognised in profit and loss, which incorporates any dividend or interest earned on the financial assets.

Financial assets are classified as held for trading if they are (i) acquired principally for the purpose of selling in the near future; (ii) part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or (iii) derivatives that are not designated and effective hedging instruments.

Financial assets are designated at initial recognition as at FVTPL, if (i) the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or liabilities or recognition gains or losses on a different basis; or (ii) they are part of a group of financial assets and/or financial liabilities that are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management strategy; or (iii) they contain embedded derivatives that would need to be separately recorded.

Where a contract contains one or more embedded derivatives, the entire hybrid contract may be designated as a financial asset at FVTPL, except where the embedded derivative does not significantly modify the cash flows or it is clear that separation of the embedded derivative is prohibited.

###### *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including prepayments, other receivables and bank balances) are carried at amortised cost using the effective interest method, less any identified impairment losses.

###### *Available-for-sale financial assets*

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at FVTPL or loans and receivables. The Group designated investments in unlisted securities as available – for-sale financial assets.

Investments in unlisted securities are available-for-sale equity investments measured at fair value. Changes in fair value are recognised in other comprehensive income and accumulated in capital reserve, until the financial asset is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously accumulated in capital reserve is removed from capital reserve and recognised in profit or loss. Investments in unlisted securities which fair values cannot be reliably measured are stated at cost less any identified impairment losses at the end of the reporting period subsequent to initial recognition.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2013

### 3. Principal Accounting Policies (Continued)

#### (f) Financial instruments (Continued)

##### *Financial assets (Continued)*

###### *Impairment of financial assets*

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

For an available-for-sale equity investment, a significant or prolonged decline in the fair value of that investment below its cost is considered to be objective evidence of impairment.

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

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organization.

For financial assets carried at amortised cost, an impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

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

The carrying amount of the financial asset is reduced by the impairment loss directly.

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

Impairment losses on available-for-sale equity investments will not be reversed in profit or loss in subsequent periods. Any increase in fair value subsequent to impairment loss is recognised directly in other comprehensive income and accumulated in capital reserve.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2013

### 3. Principal Accounting Policies (Continued)

#### (f) Financial instruments (Continued)

##### *Financial liabilities and equity*

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted in respect of financial liabilities and equity instruments are set out below.

##### *Effective interest method*

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

##### *Financial liabilities*

Financial liabilities including short term loans, other payables and accruals and amount due to a director are subsequently measured at amortised cost, using the effective interest rate method.

##### *Equity instruments*

Equity instruments issued by the Group are recorded at the proceeds received, net of direct issue costs.

##### *Derecognition*

Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

#### (g) Cash and cash equivalents

For the purposes of consolidated statement of cash flows, cash equivalents represent short-term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

#### (h) 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 a reliable estimate of the amount can be made.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2013

### 3. Principal Accounting Policies (Continued)

#### (i) Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Group. Contingent assets are not recognised but are disclosed in the notes to the consolidated financial statements when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

#### (j) Employee benefits

##### *Short term employee benefits*

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

##### *Defined contribution plans*

The Group participates in a retirement benefit scheme under the rules and regulations of the Mandatory Provident Fund Scheme Ordinance ("MPF Scheme") for all employees. The contributions to the MPF Scheme are based on minimum statutory contribution requirement of 5% of eligible employees' relevant aggregate income. The assets of this MPF Scheme are held separately from those of the Group in independently administered funds. The Group's contributions to the defined contribution retirement schemes are expensed as incurred.

#### (k) Borrowing Costs

All borrowings costs are recognised as an expense in the period in which they are incurred.

#### (l) Taxation

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

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2013

### 3. Principal Accounting Policies (Continued)

#### (l) Taxation (Continued)

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

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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

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

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

#### (m) Revenue recognition

Interest income is recognised on a time proportion basis, taking into account the principal amounts outstanding and the interest rates applicable.

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

Gains or losses on sale of investment securities and other investments are recognised on the transfer of risks and rewards of ownership which generally coincides with the time when investments are delivered and title has passed.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2013

### 3. Principal Accounting Policies (Continued)

#### (n) Related parties

- (i) A person, or a close member of that person's family, is related to the Group if that person:
  - (a) has control or joint control over the Group;
  - (b) has significant influence over the Group; or
  - (c) is a member of the key management personnel of the Group or of the Group's parent.
- (ii) An entity is related to the Group if:
  - (a) the entity and the Group are members of the same group;
  - (b) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
  - (c) both entities are joint venture of the same third party;
  - (d) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (e) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
  - (f) the entity is controlled or jointly controlled by a person identified in (i); or
  - (g) a person identified in (i)(a) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

Close family members of a person are those family members who may be expect to influence, or be influenced by, that person in their dealings with the entity and include (i) that person's children and spouse or domestic partner; (ii) children of that person's spouse or domestic partner; and (iii) dependents of that person or that person's spouse or domestic partner.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2013

### 4. Critical Accounting Estimates and Judgements

Estimates and judgements 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.

#### **Going concern assumption**

Management makes an assessment of the Group's ability to continue as a going concern when preparing the consolidated financial statement. The Group is dependent upon the successful outcome of the measures and continuing financial support from the substantial shareholder and director of the Company as set forth in note 1(b) in order to meet the Group's future working capital and financing requirements.

In assessing whether or not the going concern assumption is appropriate, management takes into account all available information about the future, which is at least but is not limited to, twelve months from the approval date of the consolidated financial statements.

If the Group were unable to continue as a going concern, adjustments relating to the recoverability and classification of recorded assets and liabilities may need to be incorporated in the consolidated financial statements.

### 5. Capital Risk Management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The Group also monitors the current and expected liquidity requirements regularly to ensure that sufficient working capital and adequate committed lines of funding are maintained to meet its liquidity requirements. Upon the discovery of any default, the Group would negotiate immediately with the relevant lenders for proper arrangement in order to maintain sufficient working capital. The Group manages its operating cash flow in order to achieve optimum utilization and certain costs-cutting measures are implemented to streamline its operating costs.

The capital structure of the Group consists of (deficit) equity attributable to owners of the Company, comprising issued share capital and reserves.

The directors of the Company review the capital structure on a regular basis. As part of this review, the directors of the company consider the cost of capital and the risks associated with each class of capital. The Group will also balance its overall capital structure through new share issues and the issue of new debt or the redemption of existing debt, if necessary.

The Group has negative equity at both years ended 31 December 2012 and 2013, resulting primarily from the significant loss suffered by the Group. The Group monitors its current and expected liquidity requirements to ensure it maintains sufficient cash and cash equivalents and mainly relies on short term financing from a director of the Company to meet its working capital requirements.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2013

### 6. Financial Instruments

#### Categories of financial instruments

	2013 HK\$	2012 HK\$
<b>Financial assets</b>		
Designated as at fair value through profit or loss ("FVTPL")	<b>5,338,208</b>	5,204,208
Loans and receivables (including cash and cash equivalents)	<b>125,717</b>	366,015
<b>Financial liabilities</b>		
Amortised cost	<b>33,916,009</b>	27,430,016

#### Financial risk management objectives and policies

The Group's major financial instruments include investments held for trading, prepayments, other receivables, bank balances, short term loans, other payables, accruals and amount due to a director. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

#### **Market risk**

The Group's activities expose it primarily to the financial risks of changes in interest rates, foreign currency rates and equity prices. Market risk exposures are further measured by sensitivity analysis. There has been no significant change to the Group's exposure to market risks or the manner in which it manages and measures the risk. Details of each type of market risks are described as follows:

##### (i) *Currency risk*

The Group has limited exposure to market risk resulting from changes in foreign currency exchange rates since other than the functional and presentation currency of HK dollar, the Group holds no financial assets in foreign currency and thus the Group currently does not have a foreign currency hedging policy.

##### (ii) *Interest rate risk*

The Group is exposed to cash flow interest rate risk in relation to variable-rate short term loans (see note 17 for details of the short term loans). It is the Group's policy to keep its borrowings at floating rate of interests so as to minimise the fair value interest rate risk.

The Group's exposures to interest rates on financial liabilities are detailed in the liquidity risk management section of this note. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of Hong Kong Prime Rate arising from the Group's Hong Kong dollars borrowings.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2013

### 6. Financial Instruments (Continued)

#### Financial risk management objectives and policies (Continued)

##### **Market risk (Continued)**

###### *(ii) Interest rate risk (Continued)*

###### Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for financial instruments at the end of the reporting period. For short term loans, the analysis is prepared assuming the amount of the outstanding loans at the end of reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's loss for the year ended 31 December 2013 would increase/decrease by HK\$38,401 (2012: increase/decrease by HK\$35,021). This is mainly attributable to the Group's exposure to interest rates on its short term loans.

###### *(iii) Other price risk*

The Group is exposed to equity price risk through its investments in financial assets at fair value through profit or loss. The management manages this exposure by maintaining a portfolio of investments with different risks. The Group's equity price risk is mainly concentrated on listed equity instruments quoted in the Stock Exchange. In addition, the Group has appointed an investment manager to monitor the price risk and will consider hedging the risk exposure should the need arise.

###### Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to equity price risks at the end of the reporting period.

If the prices of the respective equity instruments had been 5% higher/lower, the Group's loss for the year ended 31 December 2013 would decrease/increase by HK\$266,910 (2012: decrease/increase by HK\$260,210) as a result of the changes in fair value of financial assets at fair value through profit or loss.

##### **Credit risk**

As at 31 December 2013, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2013

### 6. Financial Instruments (Continued)

#### Financial risk management objectives and policies (Continued)

##### *Liquidity risk*

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

The following table details the Group's remaining contractual maturities for its non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

#### 2013

	Carrying amount HK\$'000	Total contractual undiscounted cash flow HK\$'000	Within one year or on demand HK\$'000	More than 1 year less than 2 years HK\$'000
Short term loans	9,380	9,380	9,380	–
Other payables and accruals	15,220	15,220	15,220	–
Due to a director	9,316	9,316	9,316	–
	33,916	33,916	33,916	–

#### 2012

	Carrying amount HK\$'000	Total contractual undiscounted cash flow HK\$'000	Within one year or on demand HK\$'000	More than 1 year less than 2 years HK\$'000
Short term loans	8,674	8,674	8,674	–
Other payables and accruals	11,304	11,304	11,304	–
Due to a director	7,452	7,452	7,452	–
	27,430	27,430	27,430	–

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2013

### 6. Financial Instruments (Continued)

#### Fair values

The fair values of financial assets and financial liabilities are determined as follows:

- the fair values of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices; and
- the fair values of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The carrying amount of other financial assets and liabilities carried at amortised cost, approximate their respective fair values due to the relatively short-term nature of these financial instruments.

#### ***Fair value measurements recognised in the consolidated statement of financial position***

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the assets or liability that are not based on observable market data (unobservable inputs).

	<b>31 December 2013</b>			
	<b>Level 1</b> HK\$	<b>Level 2</b> HK\$	<b>Level 3</b> HK\$	<b>Total</b> HK\$
<b>Financial assets at FVTPL</b>				
Listed securities	5,338,208	–	–	5,338,208
	5,338,208	–	–	5,338,208

	<b>31 December 2012</b>			
	<b>Level 1</b> HK\$	<b>Level 2</b> HK\$	<b>Level 3</b> HK\$	<b>Total</b> HK\$
<b>Financial assets at FVTPL</b>				
Listed securities	5,204,208	–	–	5,204,208
	5,204,208	–	–	5,204,208

There were no transfers between Level 1 and 2 in both years.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2013

### 7. Turnover and Revenues

Total revenues recognised during the year are as follows:

	2013 HK\$	2012 HK\$
<b>Turnover:</b>		
Dividend income from listed securities	<b>182,016</b>	190,960

### 8. Segment Information

The Group determines its operating segments based on the internal reports about components of the Group that are regularly reviewed by the executive Directors for the purpose of allocating resources to segments and assessing their performance.

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

Listed securities	– Investments in securities listed on Stock Exchange
Unlisted securities	– Investments in unlisted securities

Information regarding the above segments is reported below.

#### Segment revenues and results

The following is an analysis of the Group's results by reportable segment:

**Year ended 31 December 2013**

	Listed securities HK\$	Unlisted securities HK\$	Total HK\$
Segment result	316,016	–	316,016
Unallocated expenses		(6,980,891)	
Loss for the year		(6,664,875)	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2013

**8. Segment Information (Continued)**

**Segment revenues and results (Continued)**

**Year ended 31 December 2012**

	Listed securities HK\$	Unlisted securities HK\$	Total HK\$
Segment result	629,768	–	629,768
Unallocated expenses		(4,557,516)	
Loss for the year		(3,927,748)	

Segment result of listed securities represents dividend income from listed securities, realised loss on disposal of listed securities and unrealised gain on listed securities. With the nature of investments business, no segment revenue is presented.

**Segment assets**

The following is an analysis of the Group's assets by reportable segment:

	2013 HK\$	2012 HK\$
Listed securities	5,338,208	5,204,208
Unlisted securities	–	–
Total segment assets	5,338,208	5,204,208
Unallocated assets	125,718	438,600
	5,463,926	5,642,808

For the purposes of monitoring segment performances and allocating resources between segments, all assets are allocated to reportable segments other than property, plant and equipment, prepayments, other receivables and bank balances.

**Geographical information**

No geographical information is presented as the Group operates in Hong Kong only.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2013

### 9. Finance Costs

	2013 HK\$	2012 HK\$
Interest on unsecured short term loans	<b>706,068</b>	648,245

### 10. Loss Before Taxation

Loss before taxation is stated after charging the following:

	2013 HK\$	2012 HK\$
Auditor's remuneration	<b>140,000</b>	146,000
Depreciation	<b>72,584</b>	72,585
Realised loss on disposal of listed securities	<b>–</b>	11,500
Rental charges under operating leases in respect of rented premises	<b>412,437</b>	402,736
Staff costs including directors' emoluments:		
Salaries and other benefits	<b>2,174,000</b>	2,058,000
Contributions to retirement benefits scheme	<b>23,400</b>	22,150

### 11. Taxation

No provision for Hong Kong Profits Tax has been made in the consolidated financial statements as the Group has no assessable profits for both years.

Taxation for the year can be reconciled to the loss before taxation as follows:

	2013 HK\$	2012 HK\$
Loss before taxation	<b>(6,664,875)</b>	(3,927,748)
Taxation at Hong Kong Profits Tax rate of 16.5%	<b>(1,099,704)</b>	(648,078)
Tax effect of income not subject to taxation	<b>(52,143)</b>	(105,809)
Tax effect on non-deductible expenses	<b>5,156</b>	7,663
Tax effect of tax losses not recognised	<b>1,135,852</b>	735,436
Others	<b>10,839</b>	10,788
Taxation for the year	<b>–</b>	–

At 31 December 2013, the Group has estimated unused tax losses of approximately HK\$24,229,186 (2012: HK\$18,470,016) available for offset against future profits. No deferred tax asset has been recognised in respect of such losses due to the unpredictability of taxable income in future. The losses may be carried forward indefinitely. There were no other significant temporary differences arising during the year or at the end of the reporting period.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2013

### 12. Loss for the Year Attributable to Equity Holders of the Company

The consolidated loss attributable to equity holders of the Company includes a loss of HK\$5,510,092 (2012: HK\$2,835,782) which has been dealt with in the financial statements of the Company.

### 13. Loss Per Share

The calculation of the loss per share is based on the Group's loss attributable to equity holders of HK\$6,664,875 (2012: HK\$3,927,748) and the weighted average number of 72,000,000 (2012: 72,000,000) ordinary shares in issue during the year.

As the Company has not issued any warrants and options during the year, the calculation of diluted loss per share is the same as the basic loss per share.

### 14. Directors' and Employees' Emoluments

**(a)** The emoluments paid or payable to each of the five (2012: five) directors were as follows:

	2013 HK\$	2012 HK\$
Fees for executive directors		
Michael Wu Chun Wah	600,000	600,000
Tung Tat Wah	600,000	600,000
Fees for independent non-executive directors		
Robert Siu Siu Ling	50,000	50,000
Allan Kwok Ming Fai	50,000	50,000
Stephen Lee Ming Ching	50,000	50,000
Total emoluments	<b>1,350,000</b>	1,350,000

**(b) Employees' emoluments**

The five highest paid individuals of the Group included two (2012: two) directors of the Company, details of whose emoluments are set out above. The details of the emoluments of the remaining two (2012: two) individuals are as follows:

	2013 HK\$	2012 HK\$
Salaries and other benefits	824,000	708,000
Contributions to retirement benefit	23,400	22,150
	<b>847,400</b>	730,150

The emoluments of the five highest paid individuals were within the band of Nil to HK\$1,000,000.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2013

**15. Property, Plant and Equipment**

	Decoration HK\$	Office equipment HK\$	Total HK\$
<b>Cost</b>			
At 1 January 2012, at 31 December 2012 and at 31 December 2013	145,169	54,076	199,245
<b>Accumulated depreciation</b>			
At 1 January 2012	–	54,075	54,075
Charge for the year	72,585	–	72,585
At 31 December 2012	72,585	54,075	126,660
Charge for the year	72,584	–	72,584
At 31 December 2013	145,169	54,075	199,244
<b>Carrying values</b>			
At 31 December 2013	–	1	1
At 31 December 2012	72,584	1	72,585

**16. Investments Held for Trading**

	2013 HK\$	2012 HK\$
Equity securities listed in Hong Kong, at fair values	<b>5,338,208</b>	5,204,208

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2013

### 16. Investments Held for Trading (Continued)

The fair values of the investments held for trading are determined based on the quoted market values of the securities listed on the Stock Exchange at the end of the reporting period. Details of investments held for trading, which were all incorporated in Cayman Islands, are as follows:

A brief description of the business and financial information of the listed investee companies, based on their published annual or interim reports, is as follows:

Number of investee company	Number of shares held	Effective shareholding interest	2013		2012		Dividend received/ receivable during the year	% of total assets of the Group	Note
			Market value/ Fair value HK\$'000	Fair value gain HK\$'000	Market value/ Fair value HK\$'000	Fair value gain HK\$'000			
UBA Investments Limited ("UBA Investments")	4,172,000 (2012: 4,172,000)	0.39% (2012: 0.39%)	434	83	350	7	- (2012: Nil)	8% (2012: 6%)	1
Upbest Group Limited ("Upbest")	5,056,000 (2012: 5,056,000)	0.38% (2012: 0.38%)	4,904	51	4,854	443	182 (2012: 191)	90% (2012: 86%)	2
			5,338	134	5,204	450			

Note:

#### 1. UBA Investments

UBA Investments and its subsidiaries are principally engaged in the investment holding and trading of securities.

The unaudited result attributable to shareholders of UBA Investments for the six months ended 30 September 2013 was a profit of HK\$6,245,772 (six months ended 30 September 2012: profit of HK\$44,033). As at 30 September 2013, the unaudited net asset value of UBA Investments was HK\$116,561,685 (As at 30 September 2012: HK\$105,084,235).

#### 2. Upbest

Upbest and its subsidiaries are principally engaged in the provision of a wide range of financial services including securities broking, futures broking, margin financing, money lending, corporate finance advisory, precious metal trading, assets management and property investment.

The unaudited result attributable to shareholders of Upbest for the six months ended 30 September 2013 was a profit of approximately HK\$16,442,000 (six months ended 30 September 2012: HK\$17,117,000). As at 30 September 2013, the unaudited net asset value of Upbest was approximately HK\$1,347,924,000 (As at 30 September 2012: HK\$1,229,487,000).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2013

### 17. Short Term Loans

The short term loans are unsecured and repayable on demand. Interest is charged at a range from 2% to 9.25% (2012: 2% to 9.25%) per annum.

### 18. Other Payables and Accruals

Included in the other payable and accruals are the amount due to directors arising from unsettled directors' fees amounting to HK\$8,038,575 (2012: HK\$6,688,575), and the amount due to investment manager for unsettled investment management fee amounting to HK\$2,800,000 (2012: HK\$2,200,000).

### 19. Due to a Director

The amount due to a director is unsecured, interest free and has no fixed term of repayment.

### 20. Share Capital

	2013 HK\$	2012 HK\$
Authorised: 500,000,000 ordinary shares of HK\$0.01 each	<b>5,000,000</b>	5,000,000
Issued and fully paid: 72,000,000 ordinary shares of HK\$0.01 each	<b>720,000</b>	720,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2013

21. Financial Information of the Company

	Note	2013 HK\$	2012 HK\$
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	15	1	72,585
Interests in subsidiaries	(a)	8	8
		<b>9</b>	72,593
<b>CURRENT ASSETS</b>			
Other receivables		9,817	10,202
Investments held for trading		5,338,208	5,204,208
Cash and bank balances		6,282	249,955
		<b>5,354,307</b>	5,464,365
<b>CURRENT LIABILITIES</b>			
Other payables and accruals		15,202,252	11,286,868
Amount due to subsidiaries		13,665,245	12,253,179
		<b>28,867,497</b>	23,540,047
<b>NET CURRENT LIABILITIES</b>		<b>(23,513,190)</b>	(18,075,682)
<b>NET LIABILITIES</b>		<b>(23,513,181)</b>	(18,003,089)
<b>CAPITAL AND RESERVES</b>			
Share capital	20	720,000	720,000
Reserves	(b)	(24,233,181)	(18,723,089)
<b>SHAREHOLDERS' FUNDS</b>		<b>(23,513,181)</b>	(18,003,089)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2013

**21. Financial Information of the Company (Continued)**

**(a) Interests in subsidiaries**

	<b>2013</b> <b>HK\$</b>	2012 HK\$
Unlisted shares, at cost	<b>9</b>	9
Amounts due from subsidiaries	–	–
	<b>9</b>	9
Less: Allowance for impairment	<b>(1)</b>	(1)
	<b>8</b>	8

Details of the subsidiaries, which were all wholly-owned by the Company, as at 31 December 2013, are as follows:

<b>Name</b>	<b>Principal activities and operation</b>	<b>Place of Incorporation</b>	<b>Particulars of issued share capital</b>	<b>Portion of interest directly held in the Company</b>	
				<b>2013</b>	2012
Perfect Partner Holdings Limited	Investment holding in Hong Kong	Hong Kong	1 ordinary share of HK\$1 each	<b>100%</b>	100%
Sparkling Achievement Limited	Investment holding in Hong Kong	British Virgin Islands	1 ordinary share of US\$1 each	<b>100%</b>	100%

**(b) Reserves**

	<b>Share premium</b> HK\$	<b>Accumulated losses</b> HK\$	<b>Total</b> HK\$
At 1 January 2012	67,320,071	(83,207,378)	(15,887,307)
Total comprehensive loss for the year	–	(2,835,782)	(2,835,782)
At 31 December 2012 and 1 January 2013	67,320,071	(86,043,160)	(18,723,089)
Total comprehensive loss for the year	–	(5,510,092)	(5,510,092)
At 31 December 2013	67,320,071	(91,553,252)	(24,233,181)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2013

### 22. Consolidated Statement of Cash Flows

- (a)** Reconciliation of loss before taxation to net cash from/(used in) operating activities during the year are as follows:

	2013 HK\$	2012 HK\$
Loss before taxation	<b>(6,664,875)</b>	(3,927,748)
Adjustment for:		
Interest expenses	<b>706,068</b>	648,245
Depreciation of property, plant and equipment	<b>72,584</b>	72,585
Realised loss on disposal of listed securities	<b>–</b>	11,500
Unrealised gain on listed securities	<b>(134,000)</b>	(450,308)
Operating cash outflow before changes in working capital	<b>(6,020,223)</b>	(3,645,726)
Decrease in investments held for trading	<b>–</b>	1,341,400
(Increase)/decrease in prepayments and other receivables	<b>(3,375)</b>	138,096
Increase in other payables and accruals	<b>3,915,384</b>	1,887,417
Increase in due to a director	<b>1,864,541</b>	504,492
Cash (used in)/from operation	<b>(243,673)</b>	225,679

- (b) Analysis of balance of cash and cash equivalents**

	2013 HK\$	2012 HK\$
Cash and bank balances	<b>6,282</b>	249,955

### 23. Contingent Liabilities

At the end of the reporting period, the Group did not have any significant amount of contingent liabilities.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2013

### 24. Commitments under Operating Leases

At 31 December 2013, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of office premises which fall due as follows:

	2013 HK\$	2012 HK\$
Within one year	357,696	323,334
In the second to fifth year inclusive	327,888	–
	<b>685,584</b>	323,334

The above lease agreement was made between the Group and the landlord for a term of two years and rentals are fixed for two years. The lease payments were guaranteed by the Company.

### 25. Related Party Transactions

#### Compensation of key management personnel of the Group

The remuneration of executive directors of the Company during the year was as follows:

	2013 HK\$	2012 HK\$
Short term benefits	1,200,000	1,200,000
Post employment benefits	–	–
	<b>1,200,000</b>	1,200,000

Further details of directors' emoluments are included in note 14.

The related party transactions as disclosed above were exempted from the reporting, announcement and independent shareholders' approval requirements as connected transactions under Chapter 14A of the Listing Rules.

### 26. Approval of Financial Statements

The financial statements were approved by the Board of Directors on 24 March 2014.

## FIVE YEAR FINANCIAL SUMMARY

	<b>2013</b> <b>HK\$</b>	2012 HK\$	2011 HK\$	2010 HK\$	2009 HK\$
<b>RESULTS</b>					
Loss attributable to equity holders of the Company	<b>(6,664,875)</b>	(3,927,748)	(4,971,164)	(4,323,809)	(2,072,639)
<b>ASSETS AND LIABILITIES</b>					
Total assets	<b>5,463,926</b>	5,642,808	6,530,401	7,949,233	7,818,637
Total liabilities	<b>33,916,009</b>	27,430,016	24,389,861	20,837,529	16,383,124
Total equity	<b>(28,452,083)</b>	(21,787,208)	(17,859,460)	(12,888,296)	(8,564,487)

