



PAX Global Technology Limited **百富環球科技有限公司***

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立的有限公司)

Stock Code 股份代號 : 00327

2012 **ANNUAL REPORT 年報**

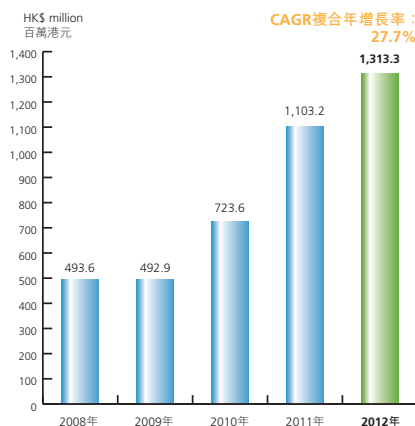
* For Identification Purpose Only
僅供識別

Financial Highlights

財務概要

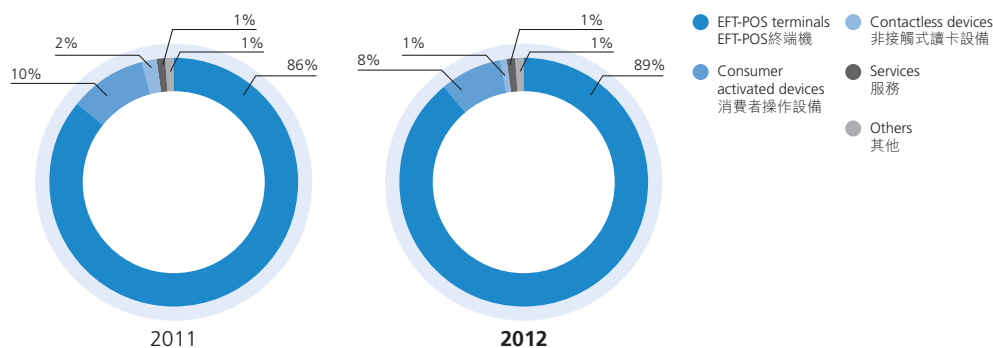
REVENUE

營業額



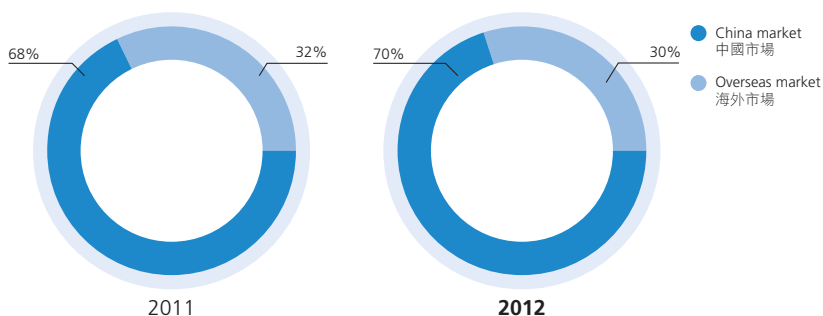
SALES BY PRODUCT CATEGORY

各類產品營業額



SALES BY GEOGRAPHICAL REGION

按地區營業額



GROSS PROFIT MARGIN

毛利率

Year	年度	2008 二零零八年	2009 二零零九年	2010 二零一零年	2011 二零一一年	2012 二零一二年
Gross Profit Margin (%)	毛利率(%)	38.7	39.1	40.3	35.5	35.3

OPERATING PROFIT MARGIN

經營溢利率

Year	年度	2008 二零零八年	2009 二零零九年	2010 二零一零年	2011 二零一一年	2012 二零一二年
Operating Profit Margin (%)	經營溢利率(%)	23.8	20.4	23.8	18.8	17.0

Financial Highlights

財務概要

TURNOVER DAYS^{NOTE}

週轉日數^{附註}

Year	年度	2008 二零零八年	2009 二零零九年	2010 二零一零年	2011 二零一一年	2012 二零一二年
Inventory	存貨	124	134	126	157	105
Trade and bills receivables	應收賬款及應收票據	190	149	137	167	152
Trade payable	應付賬款	110	106	121	128	97
Cash conversion days	現金轉換日數	204	177	141	196	160

Notes

Inventory turnover days = Gross inventory balance as at year end / (Cost of sales for the year / 365 days)

Trade and bills receivables turnover days = Gross trade and bills receivables balance as at year end / (Turnover for the year / 365 days)

Trade payable turnover days = Gross trade payable balance as at year end / (Cost of sales for the year / 365 days)

Cash conversion days = Inventory turnover days + Trade and bills receivables turnover days - Trade payable turnover days

附註

存貨週轉日數 = 年末存貨結餘總額 / (年內銷售成本 / 365日)

應收賬款及應收票據週轉日數 = 年末應收賬款及應收票據結餘總額 / (年內營業額 / 365日)

應付賬款週轉日數 = 年末應付賬款總額 / (年內銷售成本 / 365日)

現金轉換日數 = 存貨週轉日數 + 應收賬款及應收票據週轉日數 - 應付賬款週轉日數

		2012 二零一二年	2011 二零一一年	+ / (-)
For the year ended 31 December (in HK\$'000)	截至十二月三十一日 止年度 (千港元)			
Revenue	收入	1,313,330	1,103,180	19%
Gross profit	毛利	464,187	391,702	19%
EBITDA	EBITDA	226,631	210,596	8%
Operating profit	經營溢利	223,256	207,463	8%
Profit for the year (excluding the share option scheme expenses)	年內溢利 (不包括購股權 計劃費用)	203,332	181,795	12%
Profit for the year	年內溢利	182,959	181,795	1%
Research and development expenses (included in administrative expenses)	研發開支 (包括在行政費用內)	(82,808)	(52,695)	57%
At 31 December (in HK\$'000)	於十二月三十一日 (千港元)			
Total assets	資產總值	2,193,760	2,006,038	9%
Total liabilities	負債總額	382,926	404,884	(5)%
Total equity	權益總額	1,810,834	1,601,154	13%
Net current assets	流動資產淨值	1,800,340	1,590,110	13%
Per share (in HK\$)	每股 (港元)			
Earnings per share	每股盈利			
— Basic	— 基本	0.176	0.175	1%
— Diluted	— 攤薄	0.176	0.175	1%
Financial ratios	財務比率			
Gross profit margin	毛利率	35.3%	35.5%	
Operating profit margin	經營溢利率	17.0%	18.8%	
Net profit margin	淨利潤率	13.9%	16.5%	
Current ratio	流動比率	5.7	4.9	
Return on equity ¹	權益回報 ¹	10.1%	11.4%	
Return on assets ²	資產回報 ²	8.3%	9.1%	

Notes

1 Return on equity = Profit for the year / Equity as at year end

2 Return on assets = Profit for the year / Total assets as at year end

附註

1 權益回報 = 年度溢利 / 年末權益

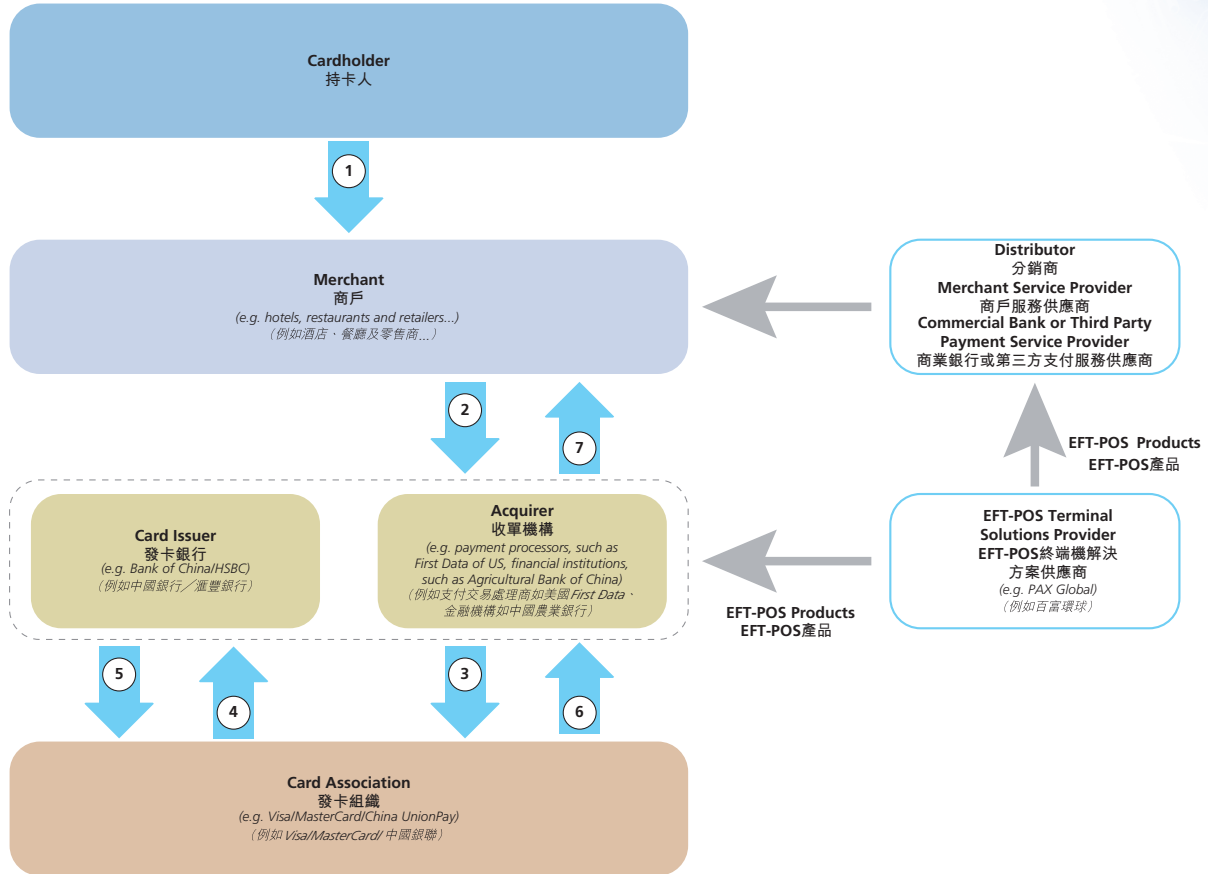
2 資產回報 = 年度溢利 / 年末資產總值

Bank Card Transaction Flow of Electronic Payment

銀行卡電子支付交易流程

The following is a simplified diagram illustrating the transaction flow in a typical electronic payment transaction

以下簡圖所示為一般銀行卡電子支付交易的交易流程



Source: Analysys International, CSI

資料來源：易觀國際，中信證券

“EFT-POS terminal solutions providers sell EFT-POS products and provide related services to merchant service providers and acquirers.

EFT-POS終端機解決方案供應商銷售EFT-POS產品，並提供相關服務予商戶服務供應商及收單機構。

“Merchant service providers provide transaction processing solutions to merchants by assisting merchants in setting-up their operations to accept cards as a form of payment from their customers.

商戶服務供應商透過協助商戶建立接納客戶以卡作為支付方式的業務，向商戶提供交易處理解決方案。

“ ”

“ ”

1: Cardholder purchases with card at a merchant through an EFT-POS terminal.

1: 持卡人於商戶透過EFT-POS終端機以卡支付。

2: The EFT-POS terminal sends transaction data to the acquirer.

2: EFT-POS終端機傳送交易數據予收單機構。

3&4: The acquirer sends authorization request and verifies with the card issuer that the card number and transaction amount are both valid through the network of card association.

3及4: 收單機構發送授權要求，並透過發卡組織的網絡向發卡機構核實卡號碼及交易金額均屬有效。

5&6: The card issuer verifies that the cardholder's credit is sufficient and grants authorization.

5及6: 發卡機構核實持卡人的信用額充足並給予授權。

7: The acquirer receives the response and relays it to the merchant.

7: 收單機構接收回應及轉達予商戶。

Some of Our Products (for reference only)

部份公司產品(僅供參考)

EFT-POS terminals 電子支付銷售點終端機

During 2012, we launched two series of EFT-POS terminal products. They are D-Series and Greener S-Series. In general, most of the products from these two product lines are embedded with built-in Near Field Communication (“NFC”) function and able to accept all forms of cards. For Greener S-Series products, we focused on our efforts in the utilization of materials that are more environmentally-friendly and “greener” to our environment.

於二零一二年，我們推出兩個系列的EFT-POS終端機產品，包括D系列及環保S系列。一般而言，該兩條產品線中大部分產品已嵌入內置近距離無線通訊（「NFC」）功能，可讀取各種卡類。在環保S系列產品方面，我們致力善用更環保的物料，塑造「綠色」環境。

- General features: accept smart card, magnetic stripe and contactless transactions, large memory capacity, and built in contactless card reader supports NFC
- Models: New (D-Series) D200, D210, D300
- 一般特性：可讀取智能卡、磁條及非接觸式傳輸，具備大記憶容量，內置支援NFC的非接觸式讀卡器
- 型號：新式(D系列)D200、D210、D300



D200

D210



D300

- General features: accept smart card, magnetic stripe card and support credit, debit and a full range of prepaid products, including gift cards and loyalty programs
- Models: New Greener S-Series S80, S90, S58, S78
- 一般特性：可讀取智能卡、磁條卡，並支持信用卡、借記卡及全系列預付產品，包括禮品卡及常客計劃
- 型號：新式環保S系列S80、S90、S58、S78



S80

S90



S58

S78

Consumer Activated Devices 消費者操作設備

- General features: support a variety of connection options to work with EFT-POS terminals
- Models: SP20, SP30
- 一般特性：支援多種EFT-POS終端機的連接選項
- 型號：SP20、SP30



SP20

SP30

Contactless Device 非接觸式讀卡設備

- General features: specifically designed for contactless payment, which comply with various industry standards including MasterCard's PayPass and Visa's payWave
- Models: R50, R30
- 一般特性：專為非接觸式支付而設，並符合多個業內標準，包括MasterCard的PayPass及Visa的payWave
- 型號：R50、R30



R50

R30

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

NIE Guoming (*Chairman*)

JIANG Hongchun (*Chief Executive Officer*)

LI Wenjin

Independent Non-Executive Directors

YIP Wai Ming

WU Min

MAN Kwok Kuen, Charles

JOINT COMPANY SECRETARY

LEE Chris Curl

CHAN Yiu Kwong

AUTHORISED REPRESENTATIVES

LI Wenjin

CHAN Yiu Kwong

BERMUDA RESIDENT REPRESENTATIVE

Codan Services Limited

AUDITOR

PricewaterhouseCoopers

LEGAL ADVISERS

As to Hong Kong Law

Reed Smith Richards Butler

Woo Kwan Lee & Lo

As to Bermuda Law

Conyers Dill & Pearman

董事會

執行董事

聶國明 (*主席*)

蔣洪春 (*行政總裁*)

李文晉

獨立非執行董事

葉偉明

吳敏

文國權

聯席公司秘書

李書沸

陳耀光

授權代表

李文晉

陳耀光

百慕達註冊處代表

Codan Services Limited

核數師

羅兵咸永道會計師事務所

法律顧問

香港法律

禮德齊伯禮律師行

胡關李羅律師行

百慕達法律

Conyers Dill & Pearman

Corporate Information

公司資料

PRINCIPAL BANKERS

Industrial and Commercial Bank of China (Asia) Limited
Wing Lung Bank
The Hongkong and Shanghai Banking Corporation Limited
Hang Seng Bank Limited
China Construction Bank Corporation

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 2416, 24th Floor
Sun Hung Kai Centre
30 Harbour Road
Wanchai
Hong Kong

SHARE REGISTRAR IN BERMUDA

Codan Services Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Investor Services Ltd
26/F., Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

COMPANY'S WEBSITE

www.paxglobal.com.hk

STOCK CODE

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主要往來銀行

中國工商銀行(亞洲)有限公司
永隆銀行
香港上海滙豐銀行有限公司
恒生銀行有限公司
中國建設銀行股份有限公司

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

香港主要營業地點

香港
灣仔
港灣道30號
新鴻基中心
24樓2416室

百慕達股份過戶登記處

Codan Services Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

股份過戶登記處香港分處

卓佳證券登記有限公司
香港
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皇后大道東28號
金鐘匯中心26樓

公司網站

www.paxglobal.com.hk

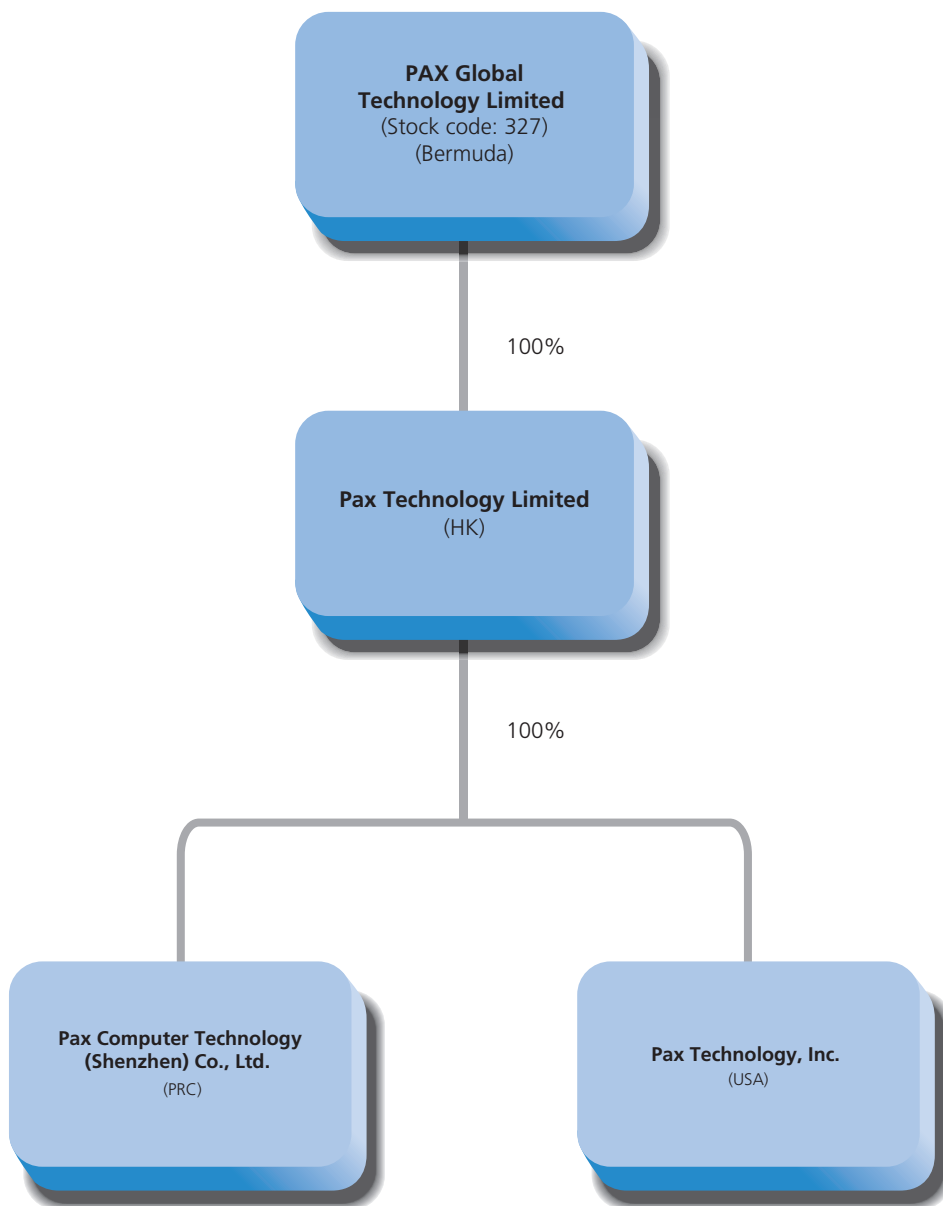
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Simplified Corporate Chart

公司架構簡表

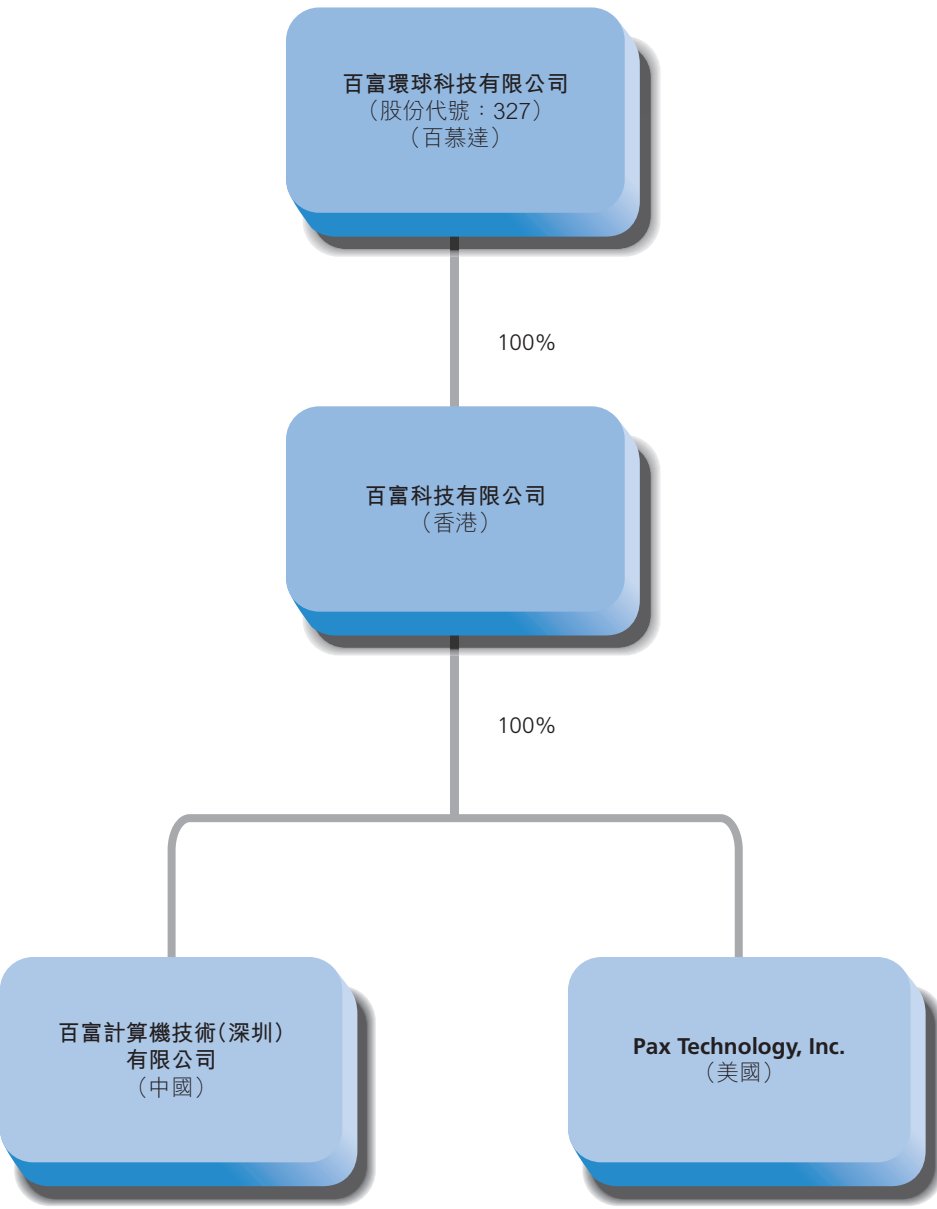
The following is a simplified corporate chart of the Group's principal operating subsidiaries up to the date of this report.



Simplified Corporate Chart

公司架構簡表

下表為截至本報告日期本集團主要營運附屬公司的公司架構簡表。



Directors and Senior Management

董事及高級管理層

As at 14 March 2013, the date of the Report of the Directors, the biographical details of the Directors and senior management of the Company are as follows:

BOARD OF DIRECTORS

Executive Directors

NIE Guoming *Chairman*

Mr. Nie, aged 50, is the Chairman and an Executive Director of the Company. He is responsible for the overall management and strategic development of the Group. Mr. Nie has over 17 years of experience in the card payment industry. He joined Pax Technology Limited ("Pax Technology") since founding of the company in 20 March 2000. He was the vice president of Pax Technology from 20 March 2000 to 1 January 2001. He has been the president of Pax Technology from 2 January 2001 to 14 June 2010. He was appointed as the chairman of Pax Technology since 14 June 2010. Mr. Nie previously worked as an engineer in the Information Technology Department of the Headquarters of China Merchants Bank in the PRC from 1996 to 1999. Mr. Nie graduated from Tsinghua University in 1984 with a bachelor degree in Radio Electronics and obtained a master degree in Radio Electronics Engineering from Southeast University in 1991. He was appointed as the Chairman and an Executive Director of the Company on 1 December 2010.

JIANG Hongchun *Chief Executive Officer*

Mr. Jiang, aged 42, is the Chief Executive Officer and an Executive Director of the Company. He is responsible for the overall management of the Group's operations. Mr. Jiang was the vice president and the chief executive officer of Hangzhou Pax Electric Technology Limited from 7 March 2007 to 31 January 2008 and from 1 February 2008 to 14 June 2010, respectively. He was appointed as the chief executive officer and president of Pax Technology since 14 June 2010. He has over 17 years of experience in payment industry and meter solutions industry. Mr. Jiang joined Schlumberger Technologies (Asia) Limited as a technical support engineer in the Smart Cards & Terminal Division in August 1993, and was promoted to senior engineer and product manager for banking retail terminal in December 1994 and January 1996, respectively. He was a vice president of Beijing Future Information Technology Co., Ltd., from 1 September 2001 to 28 February 2007, where he was responsible for sales and marketing of point-of-sale terminals, automatic teller machines and bank card processing solutions. Mr. Jiang graduated from Shanghai Jiao Tong University (上海交通大學) in 1992 with a bachelor's degree in automatic control. He was appointed as the Chief Executive Officer and an Executive Director of the Company on 24 February 2010.

於二零一三年三月十四日(即董事會報告日期), 本公司董事及高層管理人員的履歷詳情如下:

董事會

執行董事

聶國明 *主席*

聶先生, 50歲, 為本公司主席兼執行董事。彼負責本集團的整體管理及策略發展。聶先生於卡支付行業擁有逾17年經驗。彼自百富科技有限公司(「百富科技」)於二零零零年三月二十日成立起加入該公司。彼於二零零零年三月二十日至二零零一年一月一日出任百富科技的副總裁, 於二零零一年一月二日至二零一零年六月十四日間出任百富科技的總裁, 自二零一零年六月十四日起獲委任為百富科技的主席。聶先生於一九九六年至一九九九年曾於中國招商銀行總部的信息科技部門任職工程師。聶先生於一九八四年畢業於清華大學, 持有無線電電子學學士學位, 其後於一九九一年獲東南大學頒授無線電工程碩士學位。彼於二零一零年十二月一日獲委任為本公司主席及執行董事。

蔣洪春 *行政總裁*

蔣先生, 42歲, 為本公司行政總裁兼執行董事。彼負責本集團營運的整體管理。蔣先生於二零零七年三月七日至二零零八年一月三十一日及二零零八年二月一日至二零一零年六月十四日分別擔任杭州百富電力技術有限公司的副總裁及行政總裁。彼自二零一零年六月十四日獲委任為百富科技的行政總裁兼總裁。彼於支付行業及電能表解決方案行業擁有逾17年經驗。蔣先生於一九九三年八月加入Schlumberger Technologies (Asia) Limited擔任智能卡及終端機部門的技術支援工程師, 並於一九九四年十二月及一九九六年一月先後晉升為銀行零售終端機的高級工程師及產品經理。彼於二零零一年九月一日至二零零七年二月二十八日出任北京未來新星信息技術有限公司副總裁, 負責銷售點終端、自動櫃員機及銀行卡處理解決方案的銷售及營銷工作。蔣先生於一九九二年畢業於上海交通大學, 獲自動控制學士學位。彼於二零一零年二月二十四日獲委任為本公司行政總裁兼執行董事。

Directors and Senior Management

董事及高級管理層

LI Wenjin

Mr. Li, aged 49, is an Executive Director of the Company. He is responsible for risk management and treasury management. He is also responsible for overseeing operations of Pax Technology of which he has been a Director since 5 April 2000. Mr. Li has over 21 years of experience in investment and administrative affairs. Mr. Li was the Director of Hi Sun Information Technology Services Limited (“HSITSL”) from 1 August 1997 to 3 May 2005. HSITSL was a Hong Kong company, which was a representative and purchasing office engaging in general trading, and engaging in provision of consultancy services. HSITSL provided consultancy services to Pax Technology from 2002 to 2003. Mr. Li is also the managing Director of Hi Sun Limited since 16 August 1999 and an Executive Director of Hi Sun Technology (China) Limited (“Hi Sun”), being a substantial shareholder of the Company, since 7 June 2001. He has also been appointed as an Executive Director of both Hi Sun Limited and Hi Sun and certain of their subsidiaries. Prior to joining Hi Sun Limited in 1999, he worked for several companies in the PRC and Hong Kong, including Beijing Order Computer Company, a system integration company, from 1994 to 1995 where he was responsible for investment and administrative affairs. Mr. Li obtained a master’s degree in law from the Peking University in 1989. He was appointed as an Executive Director of the Company on 24 February 2010.

Independent Non-Executive Directors

YIP Wai Ming

Mr. Yip, aged 47, was appointed as an Independent Non-Executive Director of the Company on 1 December 2010. Mr. Yip is currently an Independent Non-Executive Director of BBMG Corporation (北京金隅股份有限公司), Ju Teng International Holdings Limited (巨騰國際控股有限公司) and Far East Horizon Limited (遠東宏信有限公司), and was the deputy general manager of Yuzhou Properties Company Limited (禹洲地產股份有限公司) in 2010 and the chief financial officer of Haier Electronics Group Co., Ltd. (海爾電器集團有限公司) from 2004 to 2009, all of which are companies listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Prior to that, he had held senior positions in other listed companies, an investment bank and an international accountancy firm during the period from 1987 to 2003. Mr. Yip graduated from The University of Hong Kong with a bachelor degree in social sciences in 1987. He also holds a bachelor degree in laws from the University of London. Mr. Yip is a fellow of the Association of Chartered Certified Accountants, and a member of the Hong Kong Institute of Certified Public Accountants and the Chinese Institute of Certified Public Accountants.

李文晉

李先生，49歲，為本公司執行董事。彼負責風險管理及財務管理。彼自二零零零年四月五日起亦出任百富科技的董事，負責監察百富科技的營運。李先生於投資及行政事務擁有逾21年經驗。李先生於一九九七年八月一日至二零零五年五月三日擔任高陽信息產品服務有限公司（「高陽信息」）的董事。高陽信息為一家香港公司，乃進行一般買賣的代表暨採購辦事處，亦有提供諮詢服務。高陽信息於二零零二年至二零零三年向百富科技提供諮詢服務。李先生亦自一九九九年八月十六日起擔任高陽有限公司的董事總經理，並自二零零一年六月七日起出任高陽科技（中國）有限公司（「高陽」）的執行董事，而高陽則為本公司的主要股東。彼亦獲委任為高陽有限公司及高陽以及兩者的若干附屬公司的執行董事。彼於一九九九年加入高陽有限公司前，曾在中國及香港多家公司工作，包括於一九九四年至一九九五年在系統集成公司北京方正奧德計算機系統有限公司負責投資及行政事務。李先生於一九八九年獲北京大學頒授法律碩士學位。彼於二零一零年二月二十四日獲委任為本公司執行董事。

獨立非執行董事

葉偉明

葉先生，47歲，於二零一零年十二月一日獲委任為本公司獨立非執行董事。葉先生目前為北京金隅股份有限公司、巨騰國際控股有限公司及遠東宏信有限公司的獨立非執行董事，並曾於二零一零年擔任禹洲地產股份有限公司的副總經理及於二零零四年至二零零九年間擔任海爾電器集團有限公司的財務總監，所有上述公司均於香港聯合交易所有限公司（「聯交所」）上市。由一九八七年至二零零三年間，葉先生曾在多間上市公司、投資銀行及國際會計師事務所擔任高級管理人員。葉先生在一九八七年畢業於香港大學，持有社會科學學士學位。彼亦持有倫敦大學法律學士學位。葉先生為特許公認會計師公會資深會員及香港會計師公會及中國註冊會計師協會會員。

Directors and Senior Management

董事及高級管理層

WU Min

Dr. Wu, aged 41, was appointed as an Independent Non-Executive Director of the Company on 1 December 2010. Previously, Dr. Wu was an assistant professor with The Hong Kong University of Science & Technology Business School and The University of Hong Kong School of Business. Dr. Wu has been teaching International Accounting Standards, US Generally Accepted Accounting Principles and Chinese Accounting Standards. Her academic research achievements in identifying US accounting restatements and frauds were reported by various media, including the Wall Street Journal, New York Times, Business Week, Fortune, CNN, etc. Dr. Wu used to cooperate with major accounting firms and the Public Company Accounting Oversight Board (US) in research in the areas of accounting manipulation and frauds by US listed companies. She also provides professional interpretation and analysis services for investment funds on accounting standards and on listed companies' financial statements. Dr. Wu graduated from Peking University with a bachelor degree in Economics in 1994. Dr. Wu obtained a master degree in Economics from Tufts University in 1996 and a Ph.D. in Accounting from Stern School of Business, New York University in 2003.

MAN Kwok Kuen, Charles

Mr. Man, aged 54, was appointed as an Independent Non-Executive Director of the Company on 1 December 2010. Mr. Man graduated from The University of Hong Kong with a bachelor degree in laws in 1981. Mr. Man was admitted as a solicitor in Hong Kong in 1984 and has practised as a solicitor at Joseph S. C. Chan & Co. (formerly known as Chan and Lo) in Hong Kong since then. He is currently a partner of Joseph S.C. Chan & Co.

吳敏

吳博士，41歲，於二零一零年十二月一日獲委任為本公司的獨立非執行董事。吳博士之前為香港科技大學商學院和香港大學商學院助理教授。吳博士一直教授國際會計準則、美國公認會計準則及中國會計準則。其於識別美國會計重列及欺詐的學術研究成果廣獲華爾街日報、紐約時報、商業周刊、財富、CNN等多家媒體報道。吳博士過去曾與主要會計公司及美國上市公司會計監察委員會合作研究美國上市公司的會計操縱及欺詐領域。彼亦為投資資金提供有關會計準則及上市公司財務報表的專業詮釋及分析服務。吳博士於一九九四年畢業於北京大學，獲經濟學士學位。吳博士於一九九六年獲塔夫斯大學頒授經濟碩士學位，及於二零零三年獲紐約大學Stern School of Business頒授會計博士學位。

文國權

文先生，54歲，於二零一零年十二月一日獲委任為本公司獨立非執行董事。文先生於一九八一年畢業於香港大學，獲法學學士學位。文先生於一九八四年成為香港律師，自此一直在香港的陳順祖、文國權、潘慧妍律師行（前稱Chan and Lo）執業。彼目前為陳順祖、文國權、潘慧妍律師行的合夥人。

Directors and Senior Management

董事及高級管理層

SENIOR MANAGEMENT

For the year ended 31 December 2012, Mr. Lu Jie, Mr. Luo Shaowen and Mr. Lee Chris Curl were the Company's senior management.

LU Jie

Mr. Lu, aged 48, is the President of Pax Computer Technology (Shenzhen) Co., Ltd. ("Pax Technology (Shenzhen)"). He joined the Group in August 2001 and is responsible for managing all the business development, sales and marketing functions of the Group in China. Mr. Lu has over 12 years of experience in sales and marketing in the electronic payment industry and served a number of management positions and executive role at a system integration company, Beijing Order Computer Company from 1998 to 2001 including general manager of insurance department, general manager of marketing department and vice president of the company. He had also worked as an engineer of the Ministry of Geology and Mineral Resources of the PRC and the Chinese Academy of Geological Sciences from 1986 to 1994 and from 1994 to 1995, respectively. Mr. Lu holds a bachelor degree from Chengdu Geology Institute. Mr. Lu obtained an Executive Master of Business Administration degree from the Cheung Kong Graduate School of Business in 2010.

LUO Shaowen

Mr. Luo, aged 44, is the Executive Vice President of Pax Technology (Shenzhen). He is responsible for the procurement and supplies activities, and oversees the finance of the operations in Shenzhen. Mr. Luo graduated from Wuhan University with a bachelor degree in economic management. Mr. Luo has over 16 years of experience in the card payment industry and over 11 years of experience in financial administration and supply chain management. He joined Pax Technology (Shenzhen) in December 2004 as Chief Financial Officer. Prior to joining the Group, Mr. Luo served various management positions including general manager of the Zhuhai Branch of the Beijing Order Computer Company.

LEE Chris Curl

Mr. Lee, aged 36, is the Group Financial Controller and Joint Company Secretary of the Company. He is responsible for overseeing the business development and the finance of the Group. He joined the Group as the Group Financial Controller in August 2011. Mr. Lee graduated with a Masters of Commerce degree from The University of New South Wales, Australia and Bachelor of Commerce degree from University of Wollongong, Australia. He is a member of Chartered Accountant in Australia, Certified Public Accountant in Hong Kong, and chartered holder of Financial Risk Manager in the United States. Previously, Mr. Lee was the Group Finance Manager of a financial institution. Prior to that, he was an auditor of an international accounting firm.

高級管理層

截至二零一二年十二月三十一日止年度，蘆杰先生、羅韶文先生及李書沸先生均為本公司高層管理人員。

蘆杰

蘆先生，48歲，為百富計算機技術(深圳)有限公司(「百富科技(深圳)」)的總裁。彼於二零零一年八月加入本集團，負責管理本集團在中國的所有業務發展、銷售及營銷工作。蘆先生於電子支付行業的銷售及營銷方面擁有逾12年經驗，曾於一九九八年至二零零一年在系統集成公司北京方正奧德計算機系統有限公司擔任多個管理職位及行政角色，包括保險部總經理、營銷部總經理及公司副總裁。彼亦於一九八六年至一九九四年及一九九四年至一九九五年分別在中國地質礦產部及中國地質科學院擔任工程師。蘆先生持有成都地質學院的學士學位。蘆先生於二零一零年獲長江商學院頒授高級管理人員工商管理碩士學位。

羅韶文

羅先生，44歲，為百富科技(深圳)的常務副總裁。彼負責採購及供應業務、及監察在深圳營運的財務。羅先生畢業於武漢大學，獲經濟管理學士學位。羅先生於卡支付行業擁有逾16年經驗，及於財務管理及供應鏈管理方面擁有逾11年經驗。彼於二零零四年十二月加入百富科技(深圳)擔任財務總監。羅先生於加入本集團前，曾擔任北京方正奧德計算機系統有限公司珠海分公司的總經理等多個管理職位。

李書沸

李先生，36歲，為本公司的集團財務總監和聯席公司秘書。彼負責監察本集團的業務發展及財務事宜。彼於二零一一年八月加入本集團擔任財務總監。李先生先後畢業於澳洲新南威爾斯大學及澳洲臥龍崗大學，分別取得商科碩士學位及商科學士學位。彼為澳洲特許會計師公會和香港會計師公會會員，並為美國金融風險管理經理。李先生曾任一間金融機構的集團財務經理。此前，彼為一間國際會計公司的核數師。

Chairman's Statement

主席報告

Dear Shareholders,

On behalf of the board of Directors (the "Board") of PAX Global Technology Limited (the "PAX" or the "Group"), I am pleased to present the annual report of the Group for the year ended 31 December 2012.

FINANCIAL RESULTS

The year 2012 was a fruitful year for the Group, when the Group's turnover amounted to HK\$1,313.3 million, representing a growth of 19% compared to HK\$1,103.2 million in 2011. The annual sales volume of electronic funds transfer point-of-sale ("EFT-POS") terminals exceeded 1 million units, which is one of the meaningful milestones of PAX. Profit for the year attributable to equity holders of the Company was HK\$183.0 million, representing a growth of 1% as compared to HK\$181.8 million in 2011. Excluding share option scheme expenses, profit for the year attributable to equity holders of PAX was HK\$203.3 million, representing a growth of 12% as compared with last year. Basic earnings per share for the year was 17.6 HK cents (2011: 17.5 HK cents).

In 2012, the China market recorded turnover of HK\$918.9 million, representing an increase of 22% as compared to HK\$755.3 million in 2011. The increase in turnover of China segment was attributable to the high growth of the whole industry, in particular the strong demand brought about by rapid expansion of third-party payment service operators (the "Operators"). PAX achieved an outstanding market share in this segment. Apart from this, the increasing demand of vertical applications also benefited to the market growth, which made an increasingly remarkable contribution to the domestic revenue of PAX.

The overseas market turnover of the Group was HK\$394.4 million in 2012, representing an increase of 13% as compared to HK\$347.9 million in 2011. The increase in overseas market turnover during the year was mainly attributable to increased sales to emerging markets explored in the recent years such as Europe, Middle East and Africa ("EMEA") business unit. Mature markets including the United States of America and Canada ("USCA") business unit also recorded a notable growth. Moreover, the share of overseas market in aggregate turnover was to 30%, as compared to 32% in the corresponding period last year.

* China market and overseas market turnover classification is according to locality of customers.

各位股東：

本人謹代表百富環球科技有限公司(「百富」或「本集團」)董事會(「董事會」)，欣然提呈本集團截至二零一二年十二月三十一日止年度的年報。

財務業績

二零一二年對本集團而言是碩果纍纍的一年，本集團營業額達1,313.3百萬港元，較二零一一年的1,103.2百萬港元增加19%。電子支付銷售點(「EFT-POS」)終端機的年銷售量超越一百萬台，這是百富其中一個意義重大的里程碑。本公司權益持有人應佔年度溢利為183.0百萬港元，較二零一一年的181.8百萬港元增加1%。如不包括購股權計劃費用，百富權益持有人應佔年度溢利為203.3百萬港元，比去年同期增長12%。本年度每股基本溢利為17.6港仙(二零一一年：17.5港仙)。

於二零一二年，中國市場錄得營業額918.9百萬港元，較二零一一年的755.3百萬港元增加22%；分部營業額的增加是得益於整個行業的高增長，特別是第三方支付營運商(「營運商」)迅速的壯大所帶來巨大的需求，而百富在此細分市場取得引以為傲的市場分額。除此外，行業應用需求的增加，亦是另一市場增長點，對百富國內營收的貢獻日益顯著。

二零一二年本集團的海外市場營業額為394.4百萬港元，較二零一一年的347.9百萬港元增加13%。年內分部營業額增加主要是來自近年開拓的新興市場銷售的增加，包括歐洲、中東及非洲(「EMEA」)分部。而成熟市場的銷售亦錄得不俗的增長，如美國與加拿大(「USCA」)業務單元。此外，海外市場佔整體營業額比例為30%，去年同期為32%。

* 中國市場及海外市場營業額以最終客戶所在地劃分。

Chairman's Statement

主席報告

OUTLOOK

As stated in The Nilson Report, an authoritative magazine on payment industry published in November 2012, PAX was ranked number 4 globally in terms of volume of EFT-POS terminals shipped in 2011(number 7 in 2010). Among the top 10 EFT-POS terminals solution providers, we reached the fastest growth with an annual growth rate of 83%, which in turn proved PAX's vitality and its industry position in the world. We firmly believed that the ranking of PAX will reach another new height going forward.

We will continue to focus on the China market. By capitalizing on the Group's leading position in China, we strive to seize the enormous development opportunities contributed to the booming China market and will lay a solid foundation for entering into overseas markets. We used to proactively invest in the R&D of new products on the Operators and vertical applications, and actively and closely cooperate with new licensed Operators, which brought abundant harvest to PAX. It is expected that these two markets shall remain to be the growth momentum for the coming year. Recently, mobile payment sector also began to show a sign of expansion and the cooperation between financial institutions and mobile handset manufacturers or telecommunications Operators will promote the development of the whole sector. Also, based on the development experience of mobile payment in Japan and Korea, this sector will provide huge opportunities to EFT-POS terminals solution providers in the future. We will endeavor to capture these opportunities to consolidate and expand our domestic market share.

Overseas market will continue to be a major growth driver for the Group's business. Regarding the overseas market, PAX introduced series of new key products with significantly improved functions, designs, compatibility and materials utilization as compared to those of old products. Among which, one key EFT-POS terminal model won a design award in Europe. Most of the new products are equipped with Near Field Communication ("NFC") function or various communication modules to cater for NFC's worldwide applications. New products have been applying certificates in the major markets.

前景

根據支付行業的權威雜誌 The Nilson Report 二零一二年十一月份發行的二零一一年全球EFT-POS終端機出貨量排行榜，百富名列第四(二零一零年為第七)，而在十名以內的EFT-POS終端機解決法案供應商中，我們是增長最快的一家，年增長率為83%。從這我們可以看到百富的活力和在全球的行業地位。我們深信百富的排名在未來會更上一層樓。

我們將繼續紮根中國，憑著本集團的在中國的領先位置，好好把握蓬勃的中國市場所帶的巨大發展機遇，並為我們衝向海外市場打下堅實的基礎。過去，我們積極針對營運商和行業應用的新產品開發投入，與擁有資質的新興營運商積極、緊密的合作，帶給了百富豐收，預期這兩個細分市場在來年還會繼續是增長的動力所在。最近，移動支付板塊也看到了擴張的跡象，金融機構和手機製造商或電信營運商的合作將推動整個板塊的發展；根據日韓的移動支付的發展經驗，此細分市場將在未來為EFT-POS終端機解決法案供應商帶來龐大的商機。我們會盡力抓緊這些機遇去鞏固甚至擴大我們在國內的市場份額。

海外市場將繼續為本集團業務的重要增長點。百富亦針對海外市場推出一系列新的主打產品，它們在功能、外觀設計、兼容性、甚至物料的應用上比舊產品有很大的提升；有一型號主打EFT-POS終端機款更得到歐洲的設計大獎。新產品絕大部分都有內置近距離無線通訊(「NFC」)功能或多種通訊模式，可配合環球NFC的廣泛應用。新產品已經正在主要市場做認證。

Chairman's Statement

主席報告

Except for provision of the greater technical support to existing partners and distributors worldwide, PAX is further enhancing its marketing. In order to achieve the "GLOBAL PRESENCE", we have looked for more local partners with solid reputations and operating capacity, especially in Europe, South America and the Commonwealth of Independent States. At the same time, we also increased the members of our international sales team to provide more services to overseas customers. We will strengthen our expansion in South America, the USA, Africa, Middle East, Europe Region and other "BRIC countries" next year. We look forward to hearing good news from each market.

R&D capability is one of the Group's key competitive advantages. We established our Northern Chinese R&D team in Zhongguancun, referred to as "China's Silicon Valley". The total number of employees in PAX's R&D team increased by approximately 30% as compared to 2011, which evidenced our commitment to R&D investment as a National High and New Technology Enterprise in the PRC. The Group will invest more resources and enlarge the team to develop new products and perfect existing products to cater to different global users' needs. Apart from this, PAX will actively seek acquisition and merger opportunities with technology enterprises which can provide technological know-how or strengthen our upstream supply chain management to boost our R&D capability. Management believes the above forward looking strategies will lead us to move a step closer to our goal — "To become one of the leading players in the global market".

ACKNOWLEDGEMENT

On behalf of the Board, I would like to take this opportunity to express my utmost gratitude to our customers, bankers, suppliers, business associates and most valued shareholders for their continuous trust and support to the Group and to our dedicated Directors, management and staffs for their valuable contributions in 2012. I look forward to achieving further brilliant performances in the future.

Nie Guoming
Chairman

Hong Kong, 14 March 2013

除對現有全球合作夥伴和分銷商提供更強的技術支援外，百富正在進一步優化市場推廣。為完善我們的「全球佈局」，我們在主要的市場找到了更多當地有良好商譽和營運能力的合作夥伴，特別是在歐洲和南美與及獨聯體國家。同時，我們也增加了國際的銷售團隊人數為更多海外客戶服務。來年我們會加強對南美、美國、非洲、中東、歐洲地區與其他「金磚四國」的開拓，我們在此靜候來自各市場的好消息。

研發能力是本集團的其中一個競爭優勢，我們在中國矽谷之稱的中關村成立了我們華北的研發團隊。百富的總研發團隊人數比二零一一年增加大約30%，這證明我們作為國家高新企業對研發投入的承諾。本集團會繼續投入更多研發資金和擴大研發隊伍開發新產品和優化現有產品去滿足廣大全球商戶。除此外，百富還會積極物色有利於技術層面或上游供應鏈管理有關的科技型企業的收購和合併去壯大我們的研發能力。管理層相信以上具前瞻性的部署，將帶領我們向「成為全球市場的領跑者之一」的目標再邁進一步。

鳴謝

本人藉此機會代表董事會向各客戶、銀行、供應商、業務夥伴及最尊貴的股東對本集團的持續信賴及支持，向我們的董事、管理層及員工在二零一二年所作出的寶貴貢獻致以由衷感謝，本人期待各位再接再厲，爭取更傑出的表現。

主席
聶國明

香港，二零一三年三月十四日

Management Discussion and Analysis

管理層之討論與分析

The Group is an EFT-POS terminal solutions provider principally engaged in the development and sale of EFT-POS products and provision of related services (collectively the “EFT-POS terminal solutions business”). The Group is one of the leading suppliers in the EFT-POS terminal solutions market in China and one of the most active international players. Our EFT-POS terminal solutions are sold in over 70 overseas countries and regions including the United States, Canada, Singapore, Taiwan, Hong Kong, Japan, New Zealand, France, Finland, Saudi Arabia, South Africa, Nigeria, Brazil and Russia. Currently, we work with over 35 distributors and partners worldwide.

MARKET OVERVIEW

In recent years, active merger and acquisition activities within the industry presented PAX with enormous business opportunities in both mature and emerging markets. After years of effort, PAX’s global market share has recorded notable growth. China is still the Group’s major source of income. Meanwhile, the contribution from overseas market (excluding Mainland China) to the Group’s income gradually increases with the approximate percentage to the total turnover rising from 14% in 2008 to 30% in 2012. It is expected that the proportion of turnover from overseas market to the total turnover will continue to increase in the coming years. This trend has propelled us forward towards our goal: to become one of the leading EFT-POS terminal solutions providers in the world.

CHINA MARKET

Continuing improvement in bank card acceptance environment and growth in card payment transactions

According to The People’s Bank of China, the number of in-network bank card merchants reached over 4.83 million by the end of 2012 (2011: 3.18 million) and in-network EFT-POS terminals grew to over 7.12 million sets by the end of 2012 (2011: 4.83 million sets) in China. Today, the penetration of EFT-POS terminals in China is still relatively low, creating vast potential growth opportunities within the industry. Consumers in China are becoming accustomed to using bank cards in settling their payments and purchases. A total of 3.534 billion bank cards had been issued in China as at the end of 2012, representing a growth of 19.8% as compared with the end of 2011 and each individual on average held approximately 2.64 bank cards as at the year end of 2012. The habit of settlement and acceptance of payment and purchases with bank cards have been successfully extended to medical, education, transportation, insurance and telecommunication services from traditional commercial retail, food and beverage and hotels etc. China has become one of the biggest bank card issuers, the fastest growing markets, and the countries with the most potential in the global bankcard business industry.

本集團為一家 EFT-POS 終端機解決方案供應商，主要從事開發及銷售 EFT-POS 產品及提供相關服務（統稱「EFT-POS 終端機解決方案業務」）。本集團為中國 EFT-POS 終端機解決方案市場的領先供應商之一及國際上其中一個最為活躍的參與者。本集團的 EFT-POS 終端機解決方案銷往海外逾 70 個國家及地區，包括美國、加拿大、新加坡、台灣、香港、日本、新西蘭、法國、芬蘭、沙特阿拉伯、南非、尼日利亞、巴西及俄羅斯。目前，本集團於全球各地有超過 35 個分銷商和合作夥伴。

市場概覽

近年來行業內活躍的合併和收購活動，為百富在成熟和新興市場提供巨大的商機。經多年的努力，百富的全球市場份額持續錄得可觀增長。中國仍然是本集團的主要收入來源。與此同時，海外市場（非中國大陸市場）對集團營業額的貢獻與日俱增，所佔總營業額百分比從二零零八年的 14% 增加至二零一二年的 30%。預期海外市場對總營業額的貢獻，在來年還會繼續增加，這趨勢奠定了我們邁向全球領先 EFT-POS 終端機解決方案供應商之一的基礎。

中國市場

銀行卡受理環境的持續改善及卡支付交易的增長

根據中國人民銀行的資料，截至二零一二年年底，中國聯網銀行卡商戶超過 4.83 百萬戶（二零一一年：3.18 百萬戶），聯網 EFT-POS 終端機至二零一二年年底增至超越 7.12 百萬台（二零一一年：4.83 百萬台）。時至今日，中國 EFT-POS 終端機的滲透率仍然相對偏低，行業還有巨大的增長空間。中國消費者很多已習慣了使用銀行卡結賬消費。截至二零一二年末，國內合共已發行了 35.34 億張銀行卡，較二零一一年年底增長了 19.8%，於二零一二年年底人均大約持有 2.64 張銀行卡。以銀行卡消費付款的習慣和受理範圍已經從傳統商業零售、餐飲、酒店等順利推廣至醫療、教育、運輸、保險和電訊服務。中國已成為全球銀行卡產業發卡最多、發展最快、最具潛力的國家之一。

Management Discussion and Analysis

管理層之討論與分析

Second and third tier cities and rural areas as another point of growth driven by government policy

Regionally, the penetration rate of EFT-POS terminals in second and third tier cities and rural areas at the county level is far below that of first-tier cities. With further development of the domestic economy, demand for bank cards has become increasingly stronger in small and medium size merchants in those areas, which just recently met the basic requirements for further promoting bank cards. The People's Bank of China has also repeatedly issued guidelines, such as the Guidelines on Improving Payment Service Environment in Rural Area. These outlined the guidelines, objectives and specific measures for the construction of the Payment Service Environment in Rural Areas (農村地區支付服務環境). It also encouraged financial institutions to promote non-cash payment in rural areas to bring EFT-POS terminal payment systems to the vast markets in central and western regions. In these regions, financial institutions that have comprehensive branch networks intensified their purchase and deployment of EFT-POS terminals. As the majority of these rural financial institutions are PAX's existing customers, we will benefit from the growth of this market segment.

New market patterns created by third-party payment service operators

As at 31 December 2012, the People's Bank of China issued payment licenses to more than 190 third-party payment service Operators. Over 40 of those have acquiring licenses. Those licensed Operators have commenced installing EFT-POS terminals in merchants. Most of those merchants were a customer group previously neglected by financial institutions. Demand in this new market sector has had multifold growth, which was much higher than that in other market sector. We anticipate that the Operators will strengthen the expansion for rolling out their EFT-POS terminals networks in the next three years. The acquiring business market will be likely divided into three sectors, namely China UnionPay Merchant Services ("UMS"), financial institutions and the Operators in the near future. The rapid expansion of the Operators improved our customer concentration ratio and brought more growth to the industry.

政府政策推動下二、三線城市和農村地區成市場另一增長點

以區域而言，二、三線城市和縣級農村的EFT-POS終端機滲透率遠低於一線城市。隨著國內經濟的深入發展，這些區域的中小商戶對銀行卡的使用需求越來越強烈，亦基本具備了銀行卡推廣普及的條件基礎。中國人民銀行也多次發出指引，如公佈「關於改善農村地區支付服務環境的指導意見」，並明確提出「農村地區支付服務環境」建設的指導思想、目標與具體措施；鼓勵金融機構向農村地區推廣非現金支付，並把EFT-POS終端支付系統帶到中西部廣大市場。在該區域擁有完善分行網絡的金融機構已加大力度採購及配置EFT-POS終端機，而此類農村金融機構大都正是百富的現有客戶，我們會從中分享到這細分市場的增長。

第三方支付營運商創造新的市場格局

截至二零一二年十二月三十一日止，中國人民銀行向超過190家第三方支付營運商發出支付牌照，其中超過40家營運商擁有收單資質，該批持牌營運商已陸續開展為商戶安裝EFT-POS終端機，而這些商戶很多都是以前金融機構所忽略的客戶群。此新增市場板塊的需求有數倍的增長，遠遠高於其他市場板塊。我們預期未來三年將是營運商EFT-POS終端機鋪網的快速擴張期。在不久的將來，收單業務市場很可能會出現中國銀聯商務（「銀聯商務」）、金融機構和營運商三分天下的局面。營運商的迅速壯大改善了我們客戶的集中度，並為行業帶來更多的增長。

Management Discussion and Analysis

管理層之討論與分析

OVERSEAS MARKET

Significant room for growth in emerging market

The penetration rate of EFT-POS terminals in emerging markets is far below that in mature markets. With a booming middle class in emerging markets, the pace of local financial computerization has accelerated. At the same time, government promotion is another growth catalyst in Russia, Middle East and African countries. We expect that there is a strong demand growth of EFT-POS terminals in India, Indonesia in Asia, Nigeria in Africa, South America, Middle Asia and Middle East in the coming years.

Mass opportunities from new certifications' requirements and technology advancement

Some buyers in countries such as Australia have started to adopt the newest and highest PCI certifications. This is both a challenge and an opportunity. PAX's new series of products has already passed the highest international certifications. The tendency towards wide usage of NFC was related to the popularization of contactless cards by Visa and MasterCard. As a result of vigorous promotion of contactless cards such as PayPass and payWave, demand for NFC products will be significantly increased, especially in the mature markets.

Expansion opportunities from Europay, MasterCard and Visa ("EMV") migration and industry consolidation

The United States is going through the EMV migration process now. According to the estimations of industry experts, the annual demand for EFT-POS terminals in the United States will increase significantly from the current level in the next three years. Over the past five years, there were busy mergers and acquisitions in the industry. To date, PAX has become one of the few international EFT-POS terminals providers. PAX has a high global ranking with a complete product line and it has basically achieved "GLOBAL PRESENCE". Our products can be sold to all major global markets and we can provide service support to our partners. Capitalising on PAX's solid international reputation, we are confident in our ability to seize expansion opportunities from industry consolidation.

海外市場

新興市場的巨大增長空間

新興市場EFT-POS終端機滲透率遠低於成熟市場，隨着新興市場的中產階級興起，將加速當地金融電子化步伐。同時，政府的推動亦是增長的催化劑如俄羅斯、中東與非洲各國。亞洲的印度、印尼、非洲的尼日利亞、南美、中亞與中東在未來數年對EFT-POS終端機將會有強勁的增長。

新認證要求及技術提升帶來巨大的商機

一些國家如澳洲買家已開始採納最新最高的PCI認證。這既是挑戰亦是機遇，百富的新系列產品已通過最高的國際認證。而NFC日益廣泛應用的趨勢，與Visa和MasterCard對非接卡的推廣不無相關。隨着PayPass與payWave非接卡的大力推廣，對NFC產品的需求特別在成熟市場將大量增加。

Europay, MasterCard和Visa(「EMV」)遷移與行業整合帶來的擴張機遇

美國正在如火如荼地進行EMV遷移，根據行業專家的估計，在未來三年美國每年EFT-POS終端機的需求量將從現有水平大幅度的提升。在過去的五年，行業的合併收購頻繁，現百富已成為國際性為數很少的EFT-POS終端機供應商。百富的全球排名前列，有完整產品線，基本完成「全球佈局」；同時我們的產品可銷售到全球各主要市場並為合作夥伴提供服務支援。百富會繼續好好運用良好的國際聲譽，我們有信心和能力去捕捉行業整合所帶來的擴張機會。

Management Discussion and Analysis

管理層之討論與分析

FINANCIAL REVIEW

The key financial figures for the year ended 31 December 2012 are extracted as follows:

財務回顧

截至二零一二年十二月三十一日止年度的主要財務數據摘錄如下：

		For the year ended 31 December 截至十二月三十一日止年度		
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	+ / (-)
Revenue	收入	1,313,330	1,103,180	19%
Gross profit	毛利	464,187	391,702	19%
Other income	其他收入	28,408	41,712	(32)%
Other gains — net	其他收益 — 淨額	1,671	—	100%
Selling expenses	銷售開支	(113,674)	(124,100)	(8)%
Administrative expenses	行政費用	(157,336)	(101,851)	54%
Operating profit	經營溢利	223,256	207,463	8%
Income tax expense	所得稅開支	(40,297)	(25,668)	57%
Profit for the year attributable equity holders of the Company	本公司權益持有人應佔 年度溢利	182,959	181,795	1%
EBITDA	EBITDA	226,631	210,596	8%
Research and development expenses (included in administrative expenses)	研發開支 (包括在行政費用內)	(82,808)	(52,695)	57%

		As at 31 December 於十二月三十一日		
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	+ / (-)
Total current assets	流動資產總值	2,183,266	1,994,994	9%
Total non-current assets	非流動資產總值	10,494	11,044	(5)%
Total assets	資產總值	2,193,760	2,006,038	9%
Total liabilities	負債總額	382,926	404,884	(5)%
Net current assets	流動資產淨值	1,800,340	1,590,110	13%
Total equity	權益總額	1,810,834	1,601,154	13%

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For the year ended 31 December
截至十二月三十一日止年度

		2012 二零一二年	2011 二零一一年	+ / (-)
PER SHARE DATA	每股數據			
Earnings per share for the profit attributable to equity holders of the Company	本公司權益持有人應佔溢利的每股盈利			
— Basic (HK\$)	— 基本 (港元)	0.176	0.175	1%
— Diluted (HK\$)	— 攤薄 (港元)	0.176	0.175	1%

For the year ended 31 December
截至十二月三十一日止年度

		2012 二零一二年	2011 二零一一年
FINANCIAL RATIOS	財務比率		
Gross profit margin	毛利率	35.3%	35.5%
EBITDA margin	EBITDA 率	17.3%	19.1%
Net profit margin	淨利潤率	13.9%	16.5%

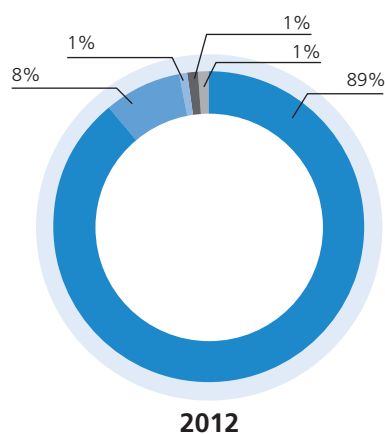
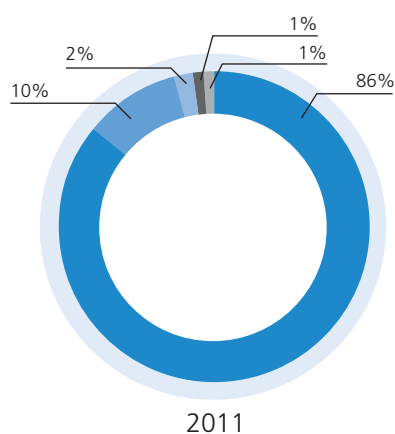
Revenue

Turnover increased by 19% or HK\$210.1 million to HK\$1,313.3 million for the year ended 31 December 2012 from HK\$1,103.2 million for the year ended 31 December 2011. Turnover from the China market grew by 22% year on year or HK\$163.6 million to HK\$918.9 million. Similarly, turnover from overseas market grew by HK\$46.5 million to HK\$394.4 million, representing a growth of 13%.

收入

營業額由截至二零一一年十二月三十一日止年度的1,103.2百萬港元增加19%或210.1百萬港元至截至二零一二年十二月三十一日止年度的1,313.3百萬港元。來自中國市場的營業額按年增加22%或163.6百萬港元至918.9百萬港元。同樣，海外市場營業額增加46.5百萬港元至394.4百萬港元，增長13%。

Sales by Product Category



各類產品營業額

- EFT-POS terminals
EFT-POS 終端機
- Consumer activated devices
消費者操作設備
- Contactless devices
非接觸式讀卡設備
- Services
服務
- Others
其他

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For the year ended 31 December
截至十二月三十一日止年度

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	+ / (-)
EFT-POS terminals	EFT-POS 終端機	1,168,755	945,107	24%
Consumer activated devices	消費者操作設備	104,072	116,206	(10)%
Contactless devices	非接觸式讀卡設備	14,396	19,904	(28)%
Services	服務	18,459	13,749	34%
Others*	其他*	7,648	8,214	(7)%
		1,313,330	1,103,180	19%

* Amount mainly represented accessory items sold to customers. Examples of such accessory items were download cable, telephone line, thermal paper, sticker and barcode scanning gun etc.

* 有關金額主要指向客戶出售的配件。有關配件項目包括下載電線、電話線、感熱紙、貼紙及條碼掃描槍等。

EFT-POS Terminals

Turnover from the sale of EFT-POS terminals increased by 24% to HK\$1,168.8 million for the year ended 31 December 2012 from HK\$945.1 million for the year ended 31 December 2011. Turnover growth has been driven by the increase in both China and overseas sale during the year. Emerging markets in EMEA regional business unit contributed significantly to growth in overseas sale.

Meanwhile, bankcard payment has been gaining increasingly popularity in China. Besides UMS, financial institutions and the Operators have been aggressively building their EFT-POS networks in order to capture the benefits from the rising usage of electronic payment and high levels of retail consumption in China. Furthermore, recent state policies have also encouraged the building of electronic transaction networks, which further fuels the fast growth of EFT-POS terminals demand.

Consumer Activated Devices

Turnover from the sale of consumer activated devices decreased by 10% to HK\$104.1 million for the year ended 31 December 2012 from HK\$116.2 million for the year ended 31 December 2011.

EFT-POS 終端機

銷售EFT-POS終端機的營業額由截至二零一一年十二月三十一日止年度的945.1百萬港元增加24%至截至二零一二年十二月三十一日止年度的1,168.8百萬港元。營業額增加由於年內中國及海外銷售額上升。當中尤以新興市場於EMEA的地區業務分部對海外銷售的增長貢獻為甚。

與此同時，銀行卡付款在中國日漸流行。除銀聯商務外，金融機構和營運商積極建立彼等的EFT-POS網絡，從而捕捉在中國愈趨廣泛的電子支付及暢旺的零售消費所帶來的利益。此外，近年的國家政策著重鼓勵電子交易網絡的建立，亦進一步刺激EFT-POS終端機需求的急速增長。

消費者操作設備

銷售消費者操作設備的營業額由截至二零一一年十二月三十一日止年度的116.2百萬港元下跌10%至截至二零一二年十二月三十一日止年度的104.1百萬港元。

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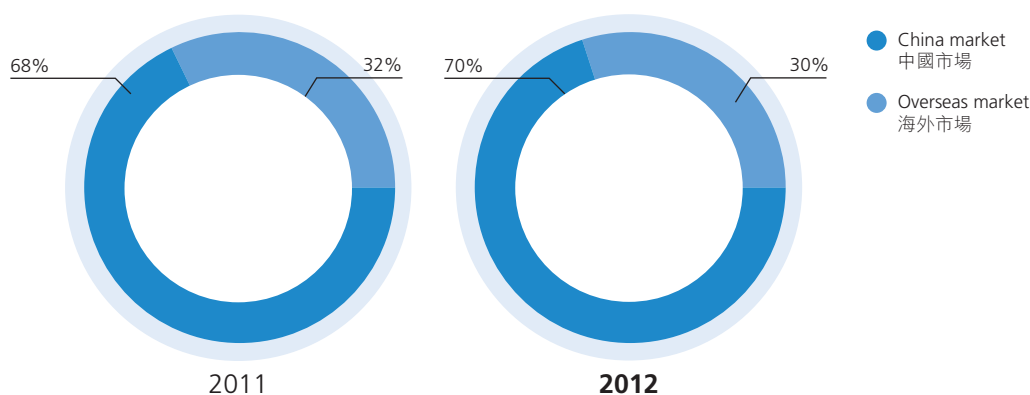
Contactless Devices

Turnover from the sale of contactless readers decreased to HK\$14.4 million for the year ended 31 December 2012, and by 28% from HK\$19.9 million for the year ended 31 December 2011. The fall in demand was mainly because that our upgraded EFT-POS terminals generally have built-in contactless card reader.

Services

Turnover from provision of services increased by 34% to HK\$18.5 million for the year ended 31 December 2012 as compared to HK\$13.7 million for the year ended 31 December 2011. Maintenance services made up the bulk of service income and were mainly generated in Hong Kong, and contributed most part of the service income growth.

Sales by Geographical Region



非接觸式讀卡設備

銷售非接觸式讀卡設備的營業額由截至二零一一年十二月三十一日止年度的19.9百萬港元減少28%至截至二零一二年十二月三十一日止年度的14.4百萬港元。需求下跌主要由於百富的升級版EFT-POS終端機均一般已附設內置非接觸式卡讀寫器。

服務

提供服務的營業額由截至二零一一年十二月三十一日止年度的13.7百萬港元增加34%至截至二零一二年十二月三十一日止年度的18.5百萬港元。維護服務佔服務收入的大部分，主要來自香港，並貢獻服務收入增長的主要部分。

按地區分類的營業額

		For the year ended 31 December 截至十二月三十一日止年度		
		2012 二零一二年	2011 二零一一年	+ / (-)
China market	中國市場	918,935	755,329	22%
Overseas market	海外市場	394,395	347,851	13%
		1,313,330	1,103,180	19%

* China market and overseas market turnover classification is according to locality of customers.

* 中國市場及海外市場營業額以最終客戶所在地劃分。

Management Discussion and Analysis

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Turnover generated from the China market increased by 22% to HK\$918.9 million for the year ended 31 December 2012, from HK\$755.3 million for the year ended 31 December 2011. Relatively low EFT-POS penetration rate, strong economic growth, high levels of retail consumption, and the successful promotion and acceptance of bank cards, loyalty cards, and social security cards generated demand for EFT-POS terminals. In addition, UMS, financial institutions and the Operators in China continually placed EFT-POS terminals in merchants and provided related services to capture market share in one of the fastest growing markets in the world.

Turnover generated from the overseas market increased by 13% to HK\$394.4 million for the year ended 31 December 2012 from HK\$347.9 million in last accounting year. Overseas market turnover contributed to 30% of total turnover compared with 32% in last accounting year. The increase was mainly attributable to increased segmental sales in EMEA and USCA regions. The Group has continuously expanded its international market presence in countries including Canada, Dominica and Brazil in the Americas, Uzbekistan, Kazakhstan and Tajikistan in Middle Asia, Latvia, Finland and France in Europe, Kuwait and Turkey in the Middle East, Nigeria in Africa as well as Japan and Australia in Asia Pacific. As at 31 December 2012, we had over 35 (2011: over 30) overseas distributors and partners worldwide.

Gross Profit Margin

Gross profit margin for the year ended 31 December 2012 was 35.3%, slightly dropping 0.2 points as compared with 35.5% in last accounting year. We consider that our gross profit margin still maintains at a healthy level.

Other Income

Other income is comprised primarily of value added tax refund, interest income and subsidy income. It decreased by 32% to HK\$28.4 million for the year ended 31 December 2012 from HK\$41.7 million in last accounting year. The decrease is mainly due to the decrease of value added tax refund but the decrement impact was partly offset by the increase of interest income and investment gain.

Other Gains — net

The Group purchased listed securities during the year ended 31 December 2012. The securities were classified as financial assets at fair value through profit or loss. Changes in fair values of financial assets at fair value through profit or loss are recorded in 'other gains – net', which amounts to HK\$1.7 million during the year 2012. There is no such item in prior accounting year.

來自中國市場的營業額由截至二零一一年十二月三十一日止年度的755.3百萬港元增加22%至截至二零一二年十二月三十一日止年度的918.9百萬港元。相對較低的EFT-POS滲透率、強勁經濟增長、暢旺的零售消費及對銀行卡、貴賓卡及社保卡的成功宣傳和其接納程度提升等種種因素為EFT-POS終端機創造了可觀的增長需求。此外，銀聯商務、金融機構與營運商會繼續在商戶設置EFT-POS終端機及提供相關服務，從而在這個全球其中一個增長最快的市場贏得更多的市場份額。

來自海外市場的營業額由上一個會計年度的347.9百萬港元增加13%至截至二零一二年十二月三十一日止年度的394.4百萬港元。海外市場營業額佔總營業額30%，而上一個會計年度則為32%。增長主要來自EMEA及USCA地區分部的銷售額增加。本集團持續開拓國際市場，包括美洲的加拿大、多米尼加及巴西；中亞的烏茲別克斯坦、哈薩克斯坦及塔吉克斯坦；歐洲的拉托維亞、芬蘭及法國；中東的科威特及土耳其；非洲的尼日利亞以及亞太地區的日本及澳洲。於二零一二年十二月三十一日，我們共擁有超逾35名（二零一一年：超逾30名）遍佈世界各地的海外分銷商與合作夥伴。

毛利率

截至二零一二年十二月三十一日止年度的毛利率為35.3%，較上一個會計年度35.5%輕微下跌0.2個點，我們認為毛利率仍維持於穩健水平。

其他收入

其他收入主要包括增值稅退稅、利息收入及補貼收入。其他收入由上一個會計年度的41.7百萬港元減少32%至截至二零一二年十二月三十一日止年度的28.4百萬港元，主要由於增值稅退稅的減少，但利息收入的增長和投資收入抵銷了部分增值稅退稅減少的影響。

其他收益 — 淨額

本集團於截至二零一二年十二月三十一日止年度內，購入上市證券。證券獲分類為按公平值計量且其變動計入溢利或虧損的金融資產。於二零一二年按公平值計量且其變動計入溢利或虧損的金融資產虧損的金融資產的變動記錄於「其他收益 — 淨額」，金額約為1.7百萬港元。上一會計年度並無此項目。

Management Discussion and Analysis

管理層之討論與分析

Selling Expenses

Selling expenses decreased by 8% to HK\$113.7 million for the year ended 31 December 2012, from HK\$124.1 million for the year ended 31 December 2011. The decrease was mainly attributable to the sharp decrease of maintenance service expenses but which was partly offset by the increment of sales commission expenses.

Administrative Expenses

Administrative expenses increased by 54% to HK\$157.3 million for the year ended 31 December 2012 from HK\$101.9 million in the preceding financial year mainly reflecting the increase in research and development costs and share option scheme expenses.

Net Profit and Net Profit Margin

As a result of the foregoing, the net profit for the year attributable to the equity holders of the Company increased by 1% to HK\$183.0 million for the year ended 31 December 2012 from HK\$181.8 million for the year ended 31 December 2011. Excluding share option scheme expenses, profit for the year attributable to equity holders of PAX was HK\$203.3 million, representing a growth of 12% as compared with last year.

The net profit margin decreased to 13.9% for year ended 31 December 2012 from 16.5% in the preceding financial year mainly as a result of our reduction in other income and increase in effective tax rate.

OUTLOOK

To date, PAX has sold more than 3 million EFT-POS terminals in over 70 countries and district regions and worked with over 35 distributors and partners worldwide since the establishment of the Group. In a report issued by The Nilson Report in November 2012, PAX was ranked number 4 globally in terms of volume of EFT-POS terminals shipped in 2011.

銷售開支

銷售開支由截至二零一一年十二月三十一日止年度的124.1百萬港元減少8%至截至二零一二年十二月三十一日止年度的113.7百萬港元。開支的減少主要由於維護服務費用的大幅減少而部份減幅被銷售佣金增加所抵銷。

行政費用

行政費用由上一個財政年度的101.9百萬港元增加54%至截至二零一二年十二月三十一日止年度的157.3百萬港元，主要反映研發成本增加及僱員購股權計劃的費用。

純利及純利率

本公司權益持有人應佔年內純利由截至二零一一年十二月三十一日止年度的181.8百萬港元增加1%至截至二零一二年十二月三十一日止年度的183.0百萬港元。如不包括購股權計劃費用，百富權益持有人應佔年內溢利為203.3百萬港元，比去年增12%。

純利率由上一個財政年度的16.5%減少至截至二零一二年十二月三十一日止年度的13.9%。純利率下降主要由於其他收入減少與實際稅率提高所致。

前景

自百富成立以來，已售出超過3百萬台EFT-POS終端機至超過70個國家及地區，並與超過35個遍佈世界各地的分銷商和夥伴建立緊密合作關係。根據The Nilson Report於二零一二年十一月發出的報告，百富於二零一一年的EFT-POS終端機出貨量名列全球第4名。

Management Discussion and Analysis

管理層之討論與分析

CHINA MARKET

PAX is one of the leading players in EFT-POS terminal solutions market in China. UMS, financial institutions and the Operators are some of our largest customers. China is one of the fastest growing economies in the world with huge commercial growth potential yet to be tapped. Over the past several years the surge in Chinese consumer spending and the public's increasing demand for safer and more secure payment methods have formed the foundation upon which the EFT-POS terminal solutions industry can flourish. Research has indicated that the number of EFT-POS terminals installed in China is less than 4 terminals per 1,000 inhabitants in 2011 as compared to an average of 23 installed EFT-POS terminals per 1,000 inhabitants in certain mature markets. With such a low EFT-POS terminal penetration rate, the increased acceptance of card payment transactions, the ease of obtaining credit cards by consumers and the PRC government's support in developing the country's electronic payment infrastructure are just a few factors expected to continually drive demand for EFT-POS terminals in China.

EFT-POS terminal buyers such as financial institutions are expected to continue to aggressively install terminals in merchants in order to develop their bank cards acquiring businesses and take profit from one of the fastest growing payment markets in the world. Some Operators will continue to install terminals in merchants. Collectively these trends should further improve the EFT-POS terminal penetration rate. Under the special economic system in China, industries such as mobile communication, oil, electricity, rail and public transportation have cornered the market and core enterprises have formed larger scale closed payment networks in its industry. Vertical applications in these special industries have much room to grow. With respect to the China market, the Group will continue to focus on R&D, technical support and service, strengthening client relationships and sales networks to consolidate our leading position in China.

OVERSEAS MARKET

Overseas market including Hong Kong, Macau and Taiwan accounts for more than 80% of global market share. Therefore, this is clearly a huge market for PAX. Overseas market provides extra business growth and diversifies our business risk. Since 2000, PAX has invested extensively in R&D to ensure our mainstream products comply if not exceed most international industrial standards and are accredited with international industrial recognized certifications. For more than ten years, we have invested significant resources in building our sales network, worked tirelessly with our international partners and formed specialized teams to focus on individual markets, including EMEA, Latin American and Commonwealth Independent States ("LACIS"), Asia Pacific ("APAC") and USCA. In recent years, our significant sales growth in overseas market has attested to our efforts.

中國市場

百富為中國EFT-POS終端機解決方案市場的領先供應商之一，最大的客戶包括銀聯商務、各大金融機構及營運商。中國為全球增長最迅速經濟體之一，其蘊含的巨大商機仍有待發展。隨中國過往數年個人消費的急速增加，以及公眾尋求更安全可靠支付方式的需求日增，為EFT-POS終端機解決方案行業的興起奠下穩固基礎。調查顯示，於二零一一年在中國已安裝EFT-POS終端機的數目為每1,000人少於4台，而若干成熟市場，則平均為每1,000人已安裝23台EFT-POS終端機。國內EFT-POS終端機的滲透率仍相對較低，而使用銀行卡付款的交易日漸普及、消費者能輕易獲發信用卡及中國政府支持發展國家電子支付設施等因素，預期能持續推動中國境內對EFT-POS終端機的需求。

金融機構等EFT-POS終端機買家預期繼續積極在商戶安裝終端機，以發展銀行卡收單業務，在這全球其中一個增長最迅速的支付市場分一杯羹。部分營運商將會繼續為商戶安裝終端機。這會令EFT-POS終端機的滲透率得到進一步改善。在國內特殊的經濟體制下，移動通訊、石油、電力、鐵路和公共交通等行業形成了寡頭壟斷的格局，核心企業在其業內形成了一個規模較大的封閉支付網絡，這些特殊行業應用有很大的增長空間。就中國市場而言，本集團將繼續專注研發、技術支援及服務，同時加強客戶關係及銷售網絡，以鞏固我們在中國市場的領導地位。

海外市場

海外市場(包括香港、澳門和台灣)佔全球市場份額超過80%，對百富而言絕對是一個龐大市場。海外市場提供額外業務增長並同時分散我們的業務風險。自二零零零年以來，百富大幅投資研發，以確保我們的主流產品符合或超越大部分國際行業標準及獲得國際行業認證。過去超過十年，我們投入大量資源建立銷售網絡，並努力不懈地與國際夥伴緊密合作，組成專責小組負責各個市場，包括EMEA、拉丁美洲及獨聯體(「LACIS」)、亞太區(「APAC」)以及USCA。近年來海外市場銷售大幅增長就是對我們努力的肯定。

Management Discussion and Analysis

管理層之討論與分析

USCA and Latin America have population of 300 million and 500 million respectively, which are one of the biggest markets in the world. Based on the information in The Nilson Report, the two markets accounted for more than 27% of the global shipment volume of EFT-POS terminals in 2011. EMV migration in order is a highlight of the growth in the United States market. In 2008, we established a local company and built a regional team in the United States. By leveraging on the four years of regional and practical experience, we have furthered our understanding of the local market that the quality, stability, reputation, provision of support services and software platform of products are the important purchase considerations, not just prices. Last year, the significant increase in the United States sales amount and volume was a reaffirmation of PAX's brand, product technology and quality. We have employed more sales personnel to serve increasing customers, while major mature products completed most certifications in 2012. We have invested in the Latin America region for many years and particularly focused on Brazilian market. Brazil has a large population, private consumption is one of major growth drivers of the national economy and most Brazilians use their credit cards, which drives large sale volume of EFT-POS terminals in the market every year, with a much higher security requirement than other counties. With a commitment to promote electronic payment by Brazilian government, as well as drives launched by the World Cup and the Olympic Games, the market should achieve further growth. We have explored this huge market with famous local partners. PAX prepared extensively with rich experience, complete product line, stable products and solid reputation as well as strong partners for USCA and Latin American markets. We firmly believe that, in addition to Commonwealth of Independent States, Middle East and Africa, the USCA and Latin America are two international markets with growth drivers for PAX.

OVERALL MANAGEMENT STRATEGIES

Looking forward, PAX will continue to focus on consolidating and enhancing our strong position in China through (i) continuous development of innovative products that meet customers' demands and capture new market segments; (ii) enhancement of our R&D capability; (iii) expansion and optimization of our sales and after-sales service networks and enlargement of the scope of business and our market share in major international markets; (iv) potential merger and acquisition or partnership opportunities that can enhance technological know-how or market share.

By leveraging on our strong position in EFT-POS terminal solutions market in China and consolidated international market experience, we believe that we will capture the rapid development of China and emerging markets as well as other important international markets. We believe that we are on the path to becoming one of the leading global EFT-POS terminal solutions providers.

USCA和拉丁美洲擁有分別超過3億和5億的人口，是全球兩個最大市場之一。根據The Nilson Report的資料，二零一一年兩個市場佔全球EFT-POS終端機的發貨量超過27%。有序的EMV遷移是美國市場增長的亮點，在二零零八年，我們已在美國成立了當地公司，組建了當地團隊。四年的當地實戰經驗，令我們更了解當地市場，產品價格並不是客戶最重要的考量，反而產品的質量、穩定性、商譽、支援服務、軟件平台的提供都是買家考慮的重要因素。去年，美國銷售額和量的大幅提升證明了百富品牌、產品技術和質量良好的聲譽得到市場的再次肯定；現我們已增聘了銷售人員去服務日益增加的客戶；同時，主要的成熟產品也在二零一二年完成大部份的認證。在拉丁美洲區域，我們也耕耘了多年。我們特別關注巴西市場，人口眾多的巴西以個人消費為國家經濟的主要增長動力之一；巴西人也大都養成了使用信用卡的習慣，市場每年的EFT-POS終端機銷售量巨大，同時安全性要求遠比其他國家為高。巴西政府在推動電子支付不遺餘力，加上世界杯和奧林匹克運動會將陸續舉行，更是另外一個市場的增長催化劑。我們找到了當地有名的合作夥伴去開拓這一巨大市場。對USCA和拉丁美洲市場，百富做了不少的準備，擁有豐富的經驗、完整的產品線、穩定的產品和良好的聲譽，還有我們強大的合作夥伴，我們深信USCA和拉丁美洲市場將會繼續聯體、中東和非洲外，成為百富海外市場的另一增長點。

整體管理策略

放眼未來，百富將繼續專注於鞏固並提升我們在中國的強勢地位，主要透過(i)持續發展革新產品以迎合客戶需求及捕捉新市場分部商機；(ii)增強我們的研發能力；(iii)擴充及優化我們的銷售及售後服務網絡，致力擴展在主要國際市場的業務範圍及市場份額；(iv)物色有利於本集團技術層面或市場份額的潛在併購或合作機會。

透過我們在中國市場的EFT-POS終端機解決方案的強勢地位及綜合國際市場經驗，我們定能把握中國及新興市場以及其他重要國際市場迅速發展所帶來的商機。我們相信，我們正沿著成為全球其中一個EFT-POS終端機解決方案領跑者之一的軌道前進。

Management Discussion and Analysis

管理層之討論與分析

Liquidity and Capital Resources

During the year, the main source of funding to the Group was the proceed generated from operating activities of usual course of business of the Company and surplus of proceeds from over-allotment of shares pursuant to the Global Offering last year. Certain financial data are summarised as follows:

流動性及資金來源

於本年度，本集團的主要資金來源為本公司一般商業活動中營運所產生的收入及去年根據全球發售超額配發股份所得款項餘額。若干財務數據概述如下：

		As at 31 December 於十二月三十一日	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Cash at bank and on hand	銀行及手上現金	1,358,426	1,152,291
Net current assets	流動資產淨值	1,800,340	1,590,110
Net cash generated/(used in) from operating activities	經營活動產生/(所用)的 現金淨額	201,988	(19,488)
Net cash generated from financing activities	融資活動產生的現金淨額	-	91,674

		As at 31 December 於十二月三十一日	
		2012 二零一二年	2011 二零一一年
Current ratio (times)	流動比率(倍)	5.7	4.9
Quick ratio (times)	速動比率(倍)	5.1	4.2

As at 31 December 2012, the Group had cash at bank and on hand and short-term bank deposits of HK\$1,358.4 million (2011: HK\$1,152.3 million) and no short-term borrowings (2011: Nil). As at 31 December 2012, the Group reported net current assets of HK\$1,800.3 million, as compared with HK\$1,590.1 million as at 31 December 2011. For the year ended 31 December 2012, net cash generated from operating activities was HK\$202 million, as compared with net cash used in operating activities of HK\$19.5 million for the year ended 31 December 2011. For the year ended 31 December 2012, there was no net cash used in or generated from financing activities as compared to net cash inflow of HK\$91.7 million from financing activities for the year 2011 which was mainly attributable to the proceeds from over-allotment of shares pursuant to the Global Offering.

於二零一二年十二月三十一日，本集團擁有銀行及手上現金及短期銀行存款1,358.4百萬港元（二零一一年：1,152.3百萬港元），並無短期借貸（二零一一年：無）。於二零一二年十二月三十一日，本集團錄得流動資產淨值1,800.3百萬港元，而二零一一年十二月三十一日則為1,590.1百萬港元。截至二零一二年十二月三十一日止年度，經營活動產生的現金淨額為202百萬港元，而截至二零一一年十二月三十一日止年度所用的現金淨額為19.5百萬港元。截至二零一二年十二月三十一日止年度，本集團並無錄得任何融資活動所用或產生的現金淨額，而二零一一年年度的融資活動現金流入淨額則為91.7百萬港元，主要來自根據全球發售超額配發股份所得款項。

Capital Structure and Details of Charges

As at 31 December 2012, the Group did not have any borrowings or charge on Group asset, the gearing ratio is not applicable (2011: Nil). As at 31 December 2012, approximately HK\$469.2 million, HK\$727.1 million, HK\$161.6 million and HK\$0.5 million (2011: HK\$315.3 million, HK\$709.5 million, HK\$125.9 million and HK\$1.5 million) of the Group's cash balances were denominated in Renminbi ("RMB"), Hong Kong dollar ("HK\$"), US dollar ("US\$") and Euro ("EUR") respectively.

資本架構及抵押詳情

於二零一二年十二月三十一日，本集團並無任何借貸或以本集團的資產作抵押，故此資產負債比率並不適用（二零一一年：無）。於二零一二年十二月三十一日，本集團約469.2百萬港元、727.1百萬港元、161.6百萬港元及0.5百萬港元（二零一一年：315.3百萬港元、709.5百萬港元、125.9百萬港元及1.5百萬港元）的現金結餘分別以人民幣、港元、美元及歐元計值。

Management Discussion and Analysis

管理層之討論與分析

Significant Investment

Save as disclosed in this annual report, the Group has no significant investment held as at 31 December 2012.

Material Acquisition and Disposal of Subsidiaries

Save as disclosed in this annual report, the Group did not have any material acquisition or disposal of subsidiaries during the year ended 31 December 2012 (2011: Nil).

Use of Proceeds

The net proceeds raised from the Global Offering received by the Company were approximately HK\$805.9 million. The net proceeds from the Global Offering were intended to be utilized over three years from 2011 to 2013.

As at 31 December 2012, the planned and utilized amounts of usage of total net proceeds are as follows:

		Planned amount 計劃金額 HK\$ million 百萬港元	Utilized amount 已動用金額 HK\$ million 百萬港元
Enhancing research and development effort	加大研發投入	322.4	106.1
Expanding distribution network	擴大分銷網絡	120.8	76.8
Potential merger and acquisition	潛在併購	282.1	–
General working capital	一般營運資金	80.6	80.6
		805.9	263.5

Future Plans for Material Investments or Capital Assets

Save as disclosed in this annual report, there was no specific plan for material investments or capital assets as at 31 December 2012.

Exchange Rates Exposure

The Group derives its turnover, makes purchases and incurs expenses denominated mainly in RMB, HK\$ and US\$. The majority of assets and liabilities are denominated in RMB, HK\$ and US\$, and there are no significant assets and liabilities denominated in other currencies. Currently, the Group has not entered into agreements or purchased instruments to hedge the Group's exchange rate risks. Any material fluctuation in the exchange rates of HK\$ or RMB may have an impact on the operating results of the Group.

重大投資

除本年報披露外，本集團於二零一二年十二月三十一日並無持有任何重大投資。

附屬公司的重大收購及出售

除本年報披露外，本集團於截至二零一二年十二月三十一日止年度並無任何重大的附屬公司收購或出售(二零一一年：無)。

所得款項用途

本公司自全球發售籌得的所得款項淨額約為805.9百萬港元。全球發售所得款項淨額擬於二零一一年至二零一三年三年內動用。

於二零一二年十二月三十一日，總所得款項淨額的計劃用途及已動用金額如下：

	Planned amount 計劃金額 HK\$ million 百萬港元	Utilized amount 已動用金額 HK\$ million 百萬港元
	322.4	106.1
	120.8	76.8
	282.1	–
	80.6	80.6
	805.9	263.5

重大投資或資本資產的未來計劃

除本年報所披露外，於二零一二年十二月三十一日，概無重大投資或資本資產的具體計劃。

外匯風險

本集團的收入、採購及開支主要以人民幣、港元及美元計值。大部分資產及負債以人民幣、港元及美元計值，並無重大資產及負債以其他貨幣計值。目前，本集團並無訂立協議或購買工具以對沖本集團的外匯風險。港元或人民幣匯率的重大波動或會影響本集團的經營業績。

Management Discussion and Analysis

管理層之討論與分析

Management considers the foreign exchange risk with respect to US\$ is not significant as HK\$ is pegged to US\$ and transactions denominated in US\$ are mainly carried out by entities with the same functional currency. The exchange rate of RMB to HK\$ is subject to the rules and regulations of foreign exchange control promulgated by the PRC government. The Group manages foreign currency risk by closely monitoring the movement of the foreign currency rates.

Contingent Liabilities

The Group had no significant contingent liabilities as at 31 December 2012.

Human Resources and Remuneration Policies

The total number of employees of the Group as at 31 December 2012 was 558. The following table shows a breakdown of employees of the Group by functions as at 31 December 2012:

Management	管理層	12
Sales and after-sales services and marketing	銷售及售後服務以及市場推廣	183
Research and development	研發	303
Quality assurance	質檢	13
Administration and human resources	行政及人力資源	14
Accounting	會計	12
Production, procurement and inventory control	生產、採購及存貨控制	21

558

The Group ensures that its remuneration packages are comprehensive and competitive. Employees are remunerated with a fixed monthly income plus annual performance related bonuses. Share options are granted to employees of the Group to reward their contributions under the share option scheme of the Company, details of which are set out in the Report of the Directors. The Group also sponsors selected employees to attend external training courses that suit the needs of the Group's businesses.

Disclaimer:

Non-GAAP measures

Certain non-GAAP (generally accepted accounting principles) measures, such as EBITDA, are used for assessing the Group's performance. These non-GAAP measures are not expressly permitted measures under GAAP in Hong Kong and may not be comparable to similarly titled measures for other companies. Accordingly, such non-GAAP measures should not be considered as an alternative to operating income as an indicator of the operating performance of the Group or as an alternative to cash flows from operating activities as a measure of liquidity. The use of non-GAAP measures is provided solely to enhance the overall understanding of the Group current financial performance. Additionally because the Group has historically reported certain non-GAAP results to investors, the Group considers the inclusion of non-GAAP measures provides consistency in our financial reporting.

由於港元與美元掛鈎，且以美元計值的交易主要由採用相同功能貨幣的實體進行，故管理層認為與美元有關的外匯風險並不重大。人民幣兌港元的匯率須遵守中國政府頒佈的外匯管制的規則及規例。本集團會密切監察匯率變動，以管理外幣風險。

或然負債

本集團於二零一二年十二月三十一日並無任何重大或然負債。

人力資源及薪酬政策

於二零一二年十二月三十一日，本集團僱員總數為558人。下表載列於二零一二年十二月三十一日根據職能劃分的各類僱員數目：

本集團確保其薪酬安排全面及具吸引力。僱員的薪酬為每月固定薪金，另加與表現有關的年度花紅。購股權乃根據本公司購股權計劃授予本集團僱員以酬謝彼等作出的貢獻，有關詳情載於董事會報告。本集團亦會資助僱員參加符合本集團業務需要的外部培訓課程。

免責聲明：

非公認會計原則指標

若干非公認會計原則指標乃用於評估本集團的表現，例如包括EBITDA。但該等非公認會計原則指標並非香港公認會計原則所明確認可的指標，故未必可與其他公司的同類指標作比較，因此，該等非公認會計原則指標不應視作經營收入（作為本集團業務表現指標）的替補或經營活動現金流量（作為衡量流動資金）的替補。提供非公認會計原則指標純粹為加強對本集團現時財務表現的整體理解，此外由於本集團以往曾向投資者報告若干採用非公認會計原則計算的業績，因此本集團認為包括非公認會計原則指標可為本集團的財務報表提供一致性。

Corporate Governance Report

企業管治報告

The Board is pleased to present this Corporate Governance Report in the Group's annual report for the year ended 31 December 2012.

The Company wishes to highlight the importance of its Board of Directors (the "Board") in ensuring effective leadership and control of the Company and transparency and accountability of all operations.

The Company recognises the importance of good corporate governance to the Company's healthy growth and has devoted considerable efforts to identifying and formulating corporate governance practices appropriate to the Company's needs.

CORPORATE GOVERNANCE PRACTICES

The Company's corporate governance practices are based on the principles (the "Principles") and code provisions (the "Code Provisions") as set out in the Corporate Governance Code and Corporate Governance Report (the "CG Code") contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules").

The Board has approved the adoption of the revised CG Code effective from 1 April 2012.

The Company has applied in formulating its corporate governance practices the Principles and complied with all the Code Provisions for the year.

The Board periodically reviews and monitors the Company's policies and practices on corporate governance or compliance with legal and regulatory requirements. The Board also reviews the Group's employee handbook, training and continuous professional development of Directors and senior management, to ensure that operations are conducted in accordance with the standards of the CG Code.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules").

Specific enquiry had been made to all the directors of the Company (the "Directors") and the Directors have confirmed that they have complied with the Model Code throughout the year ended 31 December 2012.

董事會欣然於本集團截至二零一二年十二月三十一日止年度的年報提呈本企業管治報告。

本公司謹此表明，董事會（「董事會」）確保本公司有效領導及監控以及所有營運的透明度及問責性的重要性。

本公司明瞭良好企業管治對本公司穩健發展的重要性，已努力確立及制定符合本公司需要的企業管治常規。

企業管治常規

本公司的企業管治常規乃以香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄 14 所載企業管治守則及企業管治報告（「企業管治守則」）當中原則（「原則」）及守則條文（「守則條文」）為基礎。

董事會已批准採納於二零一二年四月一日生效的經修訂企業管治守則。

年內，本公司在制定其企業管治常規時已應用原則，並一直遵守所有守則條文。

董事會定期檢討及監察本公司的企業管治政策及慣例或法律及監管規定的遵守情況。董事會亦審閱本集團的員工手冊、董事及高級管理層培訓及持續專業發展，確保營運符合企業管治守則的標準。

董事的證券交易

本公司已採納香港聯合交易所有限公司證券上市規則（「上市規則」）附錄 10 所載上市發行人董事進行證券交易的標準守則（「標準守則」）。

經向本公司全體董事（「董事」）作出具體查詢後，董事已確認彼等於截至二零一二年十二月三十一日止年度一直遵守標準守則。

Corporate Governance Report

企業管治報告

The Company has also established written guidelines with exact terms as set out in Appendix 10 to the Listing Rules for securities transactions by employees who are likely to possess inside information of the Company.

The key corporate governance principles and practices of the Company are summarised as follows:

THE BOARD Responsibilities

The overall management of the Company's business is vested in the Board, which assumes the responsibility for leadership and control of the Company and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. All Directors should make decisions objectively in the interests of the Company.

The Board reserves for its decisions on all major matters of the Company which include the approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those may involve conflict of interests), financial information, appointment of Directors and other significant financial and operational matters.

All Directors are provided with full and timely access to board papers and relevant information as well as the advice and services of the Company Secretary, with a view to ensuring that Board procedures and all applicable rules and regulations are followed.

Each Director is normally able to seek independent professional advice in appropriate circumstances at the Company's expense, upon making request to the Board.

The day-to-day management, administration and operation of the Company are delegated to the senior management. The delegated functions and work tasks are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the senior management officers.

The Board has the full support of the senior management to discharge its responsibilities.

本公司亦已就可能取得本公司內幕資料的僱員進行證券交易制定書面指引，該等指引與上市規則附錄10所載條款相同。

本公司主要企業管治原則及常規概述如下：

董事會 職責

本公司業務整體管理賦予董事會負責，董事會承擔領導及監控本公司的責任，並透過指導及監管事務，集體負責促進本公司的成就。全體董事均客觀就本公司利益作出決定。

董事會保留就本公司所有重要事項作出決策的權力，包括批准及監控所有政策、整體策略及預算、內部監控及風險管理制度、重大交易（特別是可能涉及利益衝突者）、財務資料、委任董事及其他重大財務與營運事宜。

全體董事可全面及時獲得所有董事會文件及相關資料以及獲取公司秘書的意見及服務，以確保董事會程序及所有適用規則及規例獲得遵守。

各董事一般可於合適情況下，經向董事會提出要求，徵求獨立專業意見，而費用由本公司承擔。

本公司日常管理、行政及營運授權予高級管理層負責。獲指派的職能及工作會定期檢討。高級管理人員訂立任何重大交易前，須獲得董事會批准。

董事會履行職責時可獲得高級管理層全面支援。

Corporate Governance Report

企業管治報告

Composition

The composition of the Board ensures a balance of skills and experience appropriate to the requirements of the business of the Company and to the exercising of independent judgement.

The Board currently comprises six members, consisting of three executive Directors and three independent non-executive Directors.

The Board comprises the following Directors:

Executive Directors:

NIE Guoming (*Chairman*)
JIANG Hongchun (*Chief Executive Officer*)
LI Wenjin

Independent non-executive Directors:

YIP Wai Ming
WU Min
MAN Kwok Kuen, Charles

The list of Directors (by category) is also disclosed in all corporate communications issued by the Company pursuant to the Listing Rules from time to time.

The biographical information of the Directors of the Company and their relationship between the members of the Board or in particular, between the chairman and the chief executive, if any, are provided in the "Directors and Senior Management" section of this annual report.

Appointment, Re-election and Removal of Directors

The Company has established formal and transparent procedures for the appointment and succession planning of Directors.

All Directors are appointed for specific tenures which shall be subject to retirement by rotation at least once every three years and subject to re-election at the annual general meeting.

Each of the executive Directors has entered into a service contract with the Company for a term of three years from 20 December 2010 unless and until terminated by either the Company or the Directors giving to the other a notice of not less than three months.

組成

董事會的組成確保在技巧和經驗方面取得平衡，適合本公司業務所需及行使獨立判斷。

董事會現由六名成員組成，包括三名執行董事及三名獨立非執行董事。

董事會由以下董事組成：

執行董事：

聶國明(主席)
蔣洪春(行政總裁)
李文晉

獨立非執行董事：

葉偉明
吳敏
文國權

上列董事(按類別計)亦於本公司根據上市規則不時發出的所有企業通訊披露。

本公司董事的履歷資料及彼等與董事會成員或(特別是)主席與行政總裁的關係(如有)在本年報「董事及高級管理層」一節已有披露。

委任、重選及罷免董事

本公司已制定正式且具透明度的董事委任及繼任規劃程序。

全體董事均通過特定任期委任產生，須至少每三年輪席告退一次，並可於股東週年大會膺選連任。

執行董事已各自與本公司訂立服務合約，任期自二零一零年十二月二十日起計，為期三年，除非及直至本公司或董事向對方發出不少於三個月的通知而終止。

Corporate Governance Report

企業管治報告

Training for Directors

Each newly appointed Director receives induction on the first occasion of his/her appointment, so as to ensure that he/she has appropriate understanding of the business and operations of the Company. Besides, the Company will arrange and provide finance for suitable training, placing an appropriate emphasis on the roles, functions and duties of its Directors.

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

董事培訓

各新委任董事於最初獲委任時獲得就職介紹，確保彼等恰當瞭解本公司業務及運作。此外，本公司將安排及撥資舉辦合適的培訓，就其董事的角色、功能及職責方面給予適當重點。

本公司鼓勵全體董事參與持續專業發展，以開拓及增進彼等的知識及技能。本公司已透過舉行研討會及向董事提供培訓資料，為董事安排內部培訓。根據董事提供的記錄，董事於截至二零一二年十二月三十一日止年度接受的培訓概要如下：

Training on corporate governance, insider information, investment policy and other relevant topics
企業管治、內幕消息、投資政策及其他相關主題的培訓

Name of Directors

董事姓名

Executive Directors

Nie Guoming

Jiang Hongchun

Li Wenjin

執行董事

聶國明

蔣洪春

李文晉

✓

✓

✓

Independent non-executive Directors

Yip Wai Ming

Wu Min

Man Kwok Kuen, Charles

獨立非執行董事

葉偉明

吳敏

文國權

✓

✓

✓

Directors' and Officers' Liabilities

The Company has arranged for appropriate insurance coverage in respect of legal action against the Directors in compliance with Code Provision A.1.8 of the CG Code. The insurance coverage is reviewed on an annual basis.

董事及高級職員的責任

為遵守企業管治守則守則條文第A.1.8條，本公司已就董事可能面對的法律行動安排適當保險。投保範圍乃每年進行檢討。

Board Meetings and Directors' Attendance

Regular Board meetings were held four times during the year for reviewing and approving the financial and operating performance, for approving the final results for the year ended 31 December 2011, interim results for the six months ended 30 June 2012, quarterly results for the three months ended 31 March 2012 and 30 September 2012 and considering and approving the overall strategies and policies of the Company.

董事會會議及董事出席情況

年內曾舉行四次常規董事會會議，審閱及批准財務及營運表現，批准截至二零一一年十二月三十一日止年度的全年業績、截至二零一二年六月三十日止六個月的中期業績以及截至二零一二年三月三十一日及二零一二年九月三十日止三個月的季度業績，並考慮及批准本公司整體策略及政策。

Corporate Governance Report

企業管治報告

The individual attendance record of each Director at the four regular quarterly meetings of the Board (not including other ad hoc meetings of the Board held from time to time), Audit Committee meetings, Nomination Committee meeting, Remuneration Committee meeting Independent Board Committee meetings and general meetings during the year ended 31 December 2012 is set out below:

各董事於截至二零一二年十二月三十一日止年度出席四個常規季度董事會會議(不包括其他不時舉行的不定期董事會會議)、審核委員會會議、提名委員會會議、薪酬委員會會議、獨立董事委員會會議及股東大會的個別記錄載列如下：

		Attendance/Number of Meetings 會議出席／舉行次數					Independent Board Committee Meetings 獨立董事委員會會議		General Meetings 股東大會
Name of Directors 董事姓名		Audit Committee Meetings 審核委員會會議	Nomination Committee Meeting 提名委員會會議	Remuneration Committee Meeting 薪酬委員會會議	Regular Board Meetings 常規董事會會議	Independent Board Committee Meetings 獨立董事委員會會議			
Nie Guoming	聶國明	N/A 不適用	N/A 不適用	N/A 不適用	4/4	N/A 不適用		2/2	
Jiang Hongchun	蔣洪春	N/A 不適用	N/A 不適用	N/A 不適用	4/4	N/A 不適用		2/2	
Li Wenjin	李文晉	N/A 不適用	1/1	1/1	4/4	N/A 不適用		2/2	
Yip Wai Ming	葉偉明	2/2	1/1	1/1	4/4	2/2		2/2	
Wu Min	吳敏	2/2	1/1	1/1	4/4	2/2		2/2	
Man Kwok Kuen, Charles	文國權	2/2	N/A 不適用	N/A 不適用	4/4	2/2		2/2	

* Not all Directors are required to attend the rest of the meetings which mainly deal with implementation of executive policies and administrative routine.

* 並非全體董事均須出席主要處理執行政策的推行及日常行政的其餘會議。

Practices and Conduct of Meetings

Annual meeting schedules and draft agenda of each meeting are normally made available to Directors in advance.

Notices of regular Board meetings are served to all Directors at least fourteen days before the meetings. For other Board and committee meetings, reasonable notice is generally given.

Board papers together with all appropriate, complete and reliable information are sent to all Directors at least three days before each Board meeting or committee meeting to keep the Directors apprised of the latest developments and financial position of the Company and to enable them to make informed decisions. The Board and each Director also have separate and independent access to the senior management whenever necessary.

會議常規及程序

週年會議時間表及每次會議議程草擬本一般預先發給董事。

常規董事會會議通告最少於會議日期前十四天發給全體董事。其他董事會及委員會會議，則一般給予合理通知。

董事會文件連同所有合適、完整及可靠資料，最少於各董事會會議及委員會會議前三天交全體董事，致令董事知悉本公司最新發展及財務狀況，以便作出知情決定。董事會及各董事亦可於有需要時個別及獨立接觸高級管理人員。

Corporate Governance Report

企業管治報告

The Company Secretary attends all regular Board meetings and when necessary, other Board and committee meetings to advise on business developments, financial and accounting matters, statutory compliance, corporate governance and other major aspects of the Company.

The Company Secretary is responsible to take and keep minutes of all Board meetings and committee meetings. Draft minutes are normally circulated to Directors for comment within a reasonable time after each meeting and the final version, which is kept by the Company Secretary, is open for Directors' inspection.

According to current Board practice, any material transaction, which involves a conflict of interests for a substantial shareholder of the Company or a Director, will be considered and dealt with by the Board at a duly convened physical Board meeting. The Company's bye-laws also contain provisions requiring Directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such Directors or any of their associates have a material interest.

Chairman and Chief Executive

According to Code Provision A.2.1 of the CG Code, the roles of the Chairman and the Chief Executive Officer (the "CEO"), performed by Mr. Nie Guoming and Mr. Jiang Hongchun respectively, are separate in order to ensure a clear distinction between the responsibilities of the Chairman and the CEO. There are clear divisions of responsibilities of management of the Board and the day-to-day management of the Company's business between the Chairman and the CEO to ensure a balance of power and authority of the Board for decision-making.

The Chairman provides leadership and is responsible for the effective functioning of the Board in accordance with good corporate governance practices. With the support of the Company Secretary and the senior management, the Chairman is also responsible for ensuring that the Directors receive, in a timely manner, adequate information, which must be accurate, clear, complete and reliable, and appropriate briefing on issues arising at Board meetings, and that all key and appropriate issues are discussed by the Board in a timely manner.

The CEO focuses on implementing objectives, policies and strategies approved and delegated by the Board. He is in charge of the Company's day-to-day management and operations. The CEO is also responsible for developing strategic plans and formulating the organisational structure, control systems and internal procedures and processes for the Board's approval.

公司秘書出席所有常規董事會會議及於有需要時出席其他董事會會議及委員會會議，就業務發展、財務及會計事宜、法定守章、企業管治及本公司其他重大事宜提供意見。

公司秘書負責於所有董事會會議及委員會會議作出會議記錄並加以存管。會議記錄草擬本一般於各會議後合理時間內，交董事傳閱，作出意見，而由公司秘書保存的最終會議記錄可供董事查閱。

根據現行董事會常規，任何涉及本公司主要股東或董事利益衝突的重大交易，須經由董事會於正式召開的實質董事會會議考慮及處理。本公司的公司細則亦載有要求董事就批准該董事或彼任何聯繫人士擁有重大權益的交易的會議放棄表決及不計入法定人數內。

主席及行政總裁

根據企業管治守則第A.2.1條守則條文規定，主席及行政總裁（「行政總裁」）（分別由聶國明先生及蔣洪春先生履行）的職責須予分開，藉以確保主席與行政總裁的責任明確劃分。主席及行政總裁在董事會管理及本公司業務日常管理的責任上有明確劃分，以確保董事會的決策權力及授權得以平衡。

主席提供領導及負責董事會按照良好企業管治常規有效運作。在公司秘書及高級管理層的支持下，主席亦負責確保董事及時收到準確、清晰、完整及可靠的充份資訊，及負責確保就董事會會議上所有當前事項作出簡報，及所有主要及適當的議程由董事會及時地審議。

行政總裁主要負責執行經董事會批准及授權的目標、政策及策略。彼負責本公司的日常管理及運作。行政總裁亦負責制定策略計劃及擬定組織架構、監控制度及內部程序，以供董事會批准。

Corporate Governance Report

企業管治報告

Independent Non-Executive Directors

The independent non-executive Directors bring a wide range of business and financial expertise, experiences and independent judgment to the Board. By taking the lead in managing issues involving potential conflict of interests and serving on Board committees, all independent non-executive Directors make various contributions to the effective direction of the Company.

Each of the independent non-executive Directors, namely Mr. Yip Wai Ming, Dr. Wu Min and Mr. Man Kwok Kuen, Charles, is appointed for a contractual term of one year subject to renewal on a yearly basis and subject to re-election in accordance with the Bye-laws. Such term shall be terminated in any event: (i) by either party given the other not less than two-month written notice; or (ii) forthwith without compensation, on the ground of disqualification, gross or willful misconduct or neglect, or any failure of passing a resolution by the shareholders of the Company to be re-elected as a Director, whichever is earlier.

During the year ended 31 December 2012, the Board at all times met the requirements of Rule 3.10(1) and Rule 3.10(2) of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one independent non-executive Director possessing appropriate professional qualifications, or accounting or related financial management expertise. To comply with Rule 3.10A, independent non-executive Directors represented at least one-third of the Board throughout the year ended 31 December 2012.

The Company has received written annual confirmation from each independent non-executive Director of his/her independence pursuant to the requirements of Rule 3.13 of the Listing Rules, which confirmed to the Company that he/she has met the independence guidelines set out in the Listing Rules during the year ended 31 December 2012.

獨立非執行董事

獨立非執行董事為董事會帶來廣泛商業及財務專業知識、經驗及獨立判斷。全體獨立非執行董事透過主導處理涉及潛在利益衝突事宜及參與董事會委員會，對本公司有效方針作出各方面貢獻。

獨立非執行董事葉偉明先生、吳敏博士及文國權先生各自獲委任，合約年期為一年，可每年重續，並根據細則重選連任。倘(i)任何一方向另一方發出不少於兩個月的書面通知，則有關任期可予終止；或(ii)因喪失資格、嚴重或蓄意不當行為或疏忽職守或未能獲本公司股東通過決議案重選為董事(以較早者為準)，則有關任期立即終止而毋須賠償。

截至二零一二年十二月三十一日止年度，董事會一直遵守上市規則第3.10(1)及3.10(2)條有關委任最少三名獨立非執行董事而其中最少一名獨立非執行董事須具備合適專業學歷或會計或相關財務管理專業知識的規定。為符合上市規則第3.10A條，於截至二零一二年十二月三十一日止整個年度，獨立非執行董事須佔董事會成員人數至少三分之一。

本公司已接獲各獨立非執行董事根據上市規則第3.13條規定所作出有關其獨立身分的年度確認書向本公司確認，彼等於截至二零一二年十二月三十一日止年度均符合上市規則所載獨立身分指引。

Corporate Governance Report

企業管治報告

BOARD COMMITTEES

The Board has established three committees, namely, the Audit Committee, the Nomination Committee and the Remuneration Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference. The terms of reference of the Board committees are posted on the Company's website and the Stock Exchange's website and are available to shareholders upon request.

Each Board committee consists of a majority of and is chaired by independent non-executive Directors. The list of the chairman and members of each Board committee as at the date of this report is set out below:

Audit Committee

YIP Wai Ming (*Chairman*)
WU Min
MAN Kwok Kuen, Charles

Nomination Committee

WU Min (*Chairman*)
YIP Wai Ming
LI Wenjin

Remuneration Committee

YIP Wai Ming (*Chairman*)
WU Min
LI Wenjin

The Board committees are provided with sufficient resources to perform their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expenses.

Audit Committee

The Audit Committee was established by the Board on 1 December 2010 with written terms of reference. The Audit Committee comprises three independent non-executive Directors (including at least one independent non-executive Director who possesses the appropriate professional qualifications or accounting or related financial management expertise). None of the members of the Audit Committee is a former partner of the Company's existing external auditors.

董事會委員會

董事會下設三個委員會：審核委員會、提名委員會及薪酬委員會，以掌管本公司特定事務。本公司所有董事會委員會均設有明確書面職權範圍，於本公司網站及聯交所網站刊載，亦可供股東索閱。

各董事會委員會由獨立非執行董事佔多數並擔任主席。於本報告日期，各董事會委員會主席及成員名單如下：

審核委員會

葉偉明 (*主席*)
吳敏
文國權

提名委員會

吳敏 (*主席*)
葉偉明
李文晉

薪酬委員會

葉偉明 (*主席*)
吳敏
李文晉

董事會委員會獲提供充足資源履行職責及可於適當情況下，合理要求徵求獨立專業意見，費用由本公司承擔。

審核委員會

審核委員會由董事會於二零一零年十二月一日成立，並列明書面職權範圍。審核委員會由三名獨立非執行董事組成，當中包括至少一名具備合適專業資歷或會計或相關財務管理專業知識的獨立非執行董事。審核委員會全體成員均非本公司現任外聘核數師的前合夥人。

Corporate Governance Report

企業管治報告

The main duties of the Audit Committee include the following:

- (a) To review the financial statements and reports and consider any significant or unusual items raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer or external auditors before submission to the Board.
- (b) To review the relationship with the external auditors with reference to the work performed by the external auditors, their fees and terms of engagement, and make recommendation to the Board on the appointment, re-appointment and removal of external auditors.
- (c) To review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures.

The written terms of reference which describe the authority and duties of the Audit Committee were prepared and adopted with reference to the CG Code and "A Guide for The Formation of An Audit Committee" published by the Hong Kong Institute of Certified Public Accountants.

The Audit Committee held two meetings during the year ended 31 December 2012 to review the financial results and reports, financial reporting and compliance procedures, internal control system and risk management review and processes and the re-appointment of the external auditors.

There are no material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

There is no different view taken by the Audit Committee from the Board regarding the selection, appointment, resignation or dismissal of external auditors.

The Company's annual results for the year ended 31 December 2012 have been reviewed by the Audit Committee.

審核委員會的主要職責包括：

- (a) 審閱財務報表及報告，並於提交董事會前，考慮本公司的會計及財務匯報職員、監察主任或外聘核數師提出的任何重大或不尋常項目。
- (b) 參考外聘核數師所進行工作、費用及聘用條款，檢討與外聘核數師的關係，並就委任、續聘及罷免外聘核數師向董事會提出意見。
- (c) 審閱本公司財務報告制度、內部監控制度、風險管理制度及相關程序是否充份及具備效益。

已參照企業管治守則及由香港會計師公會發出的「成立審核委員會指引」編製及採納列明審核委員會的職權及責任的書面職權範圍。

審核委員會於截至二零一二年十二月三十一日止年度曾舉行兩次會議，審閱財務業績及報告，財務申報及合規程序、內部監控制度及風險管理審閱與程序以及重新委任外聘核數師。

並無有關或會對本公司按持續基準經營的能力產生重大疑問的事件或情況。

審核委員會就外聘核數師甄選、委任、辭任或罷免所持意見與董事會無異。

本公司截至二零一二年十二月三十一日止年度的全年業績已經由審核委員會審閱。

Corporate Governance Report

企業管治報告

Nomination Committee

The Nomination Committee was established by the Board on 1 December 2010. The principal duties of the Nomination Committee include reviewing the structure, size and composition of the Board, developing and formulating relevant procedures for nomination and appointment of Directors, making recommendations to the Board on the appointment and succession planning of Directors, and assessing the independence of the independent non-executive Directors.

The Nomination Committee carries out the process of selecting and recommending candidates for directorships by making reference to the balance of expertise, skills, experience, professional knowledge, personal integrity and time commitments of such individuals, the requirements of the business of the Group and other relevant statutory requirements and regulations. An external recruitment agency may be engaged to carry out the recruitment and selection process when necessary. The Nomination Committee held one meeting during the year ended 31 December 2012 to review the re-appointment and re-election of Directors and the adoption of the procedures for proposing a person for election as a Director.

Pursuant to the Company's bye-laws 84 and 85, Mr. Yip Wai Ming and Mr. Man Kwok Kuen, Charles, both are independent non-executive Directors, shall retire by rotation and being eligible, will offer themselves for re-election at the 2013 annual general meeting.

The Board recommended the re-appointment of the retiring Directors standing for re-election at the 2013 annual general meeting of the Company.

The Company's circular dated 20 March 2013 contains detailed information of the retiring Directors standing for re-election.

Remuneration Committee

The Remuneration Committee was established by the Board on 1 December 2010. The primary objectives of the Remuneration Committee include making recommendations to the Board on the remuneration policy and structure and remuneration packages of the Directors and the senior management. The Remuneration Committee is also responsible for establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration, which is determined by reference to the performance of the individual and the Company as well as market practice and conditions.

提名委員會

提名委員會由董事會於二零一零年十二月一日成立。提名委員會的主要職責包括審閱董事會的架構、規模及組成、制定有關董事提名及委任程序以及就董事委任及繼任規劃向董事會作出意見，並評估獨立非執行董事的獨立身分。

提名委員會負責就均衡專業知識、技能、經驗、專業知識、個人誠信及投入時間以及就本集團業務需要及其他相關法定規則及規例，甄選及推薦候任董事人選。有需要時或會委任外界招聘代理進行招聘及甄選程序。提名委員會於截至二零一二年十二月三十一日止年度曾舉行一次會議，以審閱續聘及重選董事以及採納推選一名人士出任董事的程序。

根據本公司的公司細則第84及85條，本公司獨立非執行董事葉偉明先生及文國權先生均將輪值告退，惟符合資格並願意於二零一三年股東週年大會膺選連任。

董事會推薦重選於本公司二零一三年股東週年大會膺選連任的退任董事。

本公司日期為二零一三年三月二十日的通函載有膺選連任的退任董事的詳細資料。

薪酬委員會

薪酬委員會於二零一零年十二月一日成立。薪酬委員會主要職責包括就董事及高級管理人員的薪酬政策及結構與薪酬待遇向董事會提供推薦意見。薪酬委員會亦負責制定該等薪酬政策及結構的具透明度程序，確保並無董事或彼任何聯繫人士參與釐定本身薪酬，有關薪酬乃經參考個人及本公司表現以及市場常規及情況後釐定。

Corporate Governance Report

企業管治報告

The Remuneration Committee normally meets to review the remuneration policy and structure and determination of the annual remuneration packages of the Directors and the senior management and other related matters. The human resources department is responsible for collection and administration of the human resources data and making recommendations to the Remuneration Committee for consideration. The Remuneration Committee shall consult the Chairman and/or the Board about these recommendations on remuneration policy and structure and remuneration packages. The Remuneration Committee held one meeting during the year ended 31 December 2012 to review the remuneration packages of the Directors and senior management of the Company and to establish a formal and transparent procedure for developing remuneration policy.

Pursuant to Code Provision B.1.5 of the CG Code, the remuneration of the members of the senior management by band for the year ended 31 December 2012 is set out below:

薪酬委員會一般就審閱薪酬政策及結構以及釐定董事及高級管理人員年度薪酬待遇與其他相關事務舉行會議。人力資源部門負責收集及管理人力資源數據，並向薪酬委員會作出意見，以供其考慮。薪酬委員會須就該等薪酬政策及結構與薪酬待遇意見諮詢主席及／或董事會。薪酬委員會於截至二零一二年十二月三十一日止年度曾舉行一次會議，以審閱董事及本公司高級管理層的薪酬組合，並就制定薪酬政策訂立正規而具透明度的程序。

根據企業管治守則守則條文第B.1.5條，於截至二零一二年十二月三十一日止年度按薪酬組別劃分之高級管理人員薪酬載列如下：

Remuneration band	薪酬組別	Number of individuals 人數
Nil to HK\$1,000,000	零至 1,000,000 港元	—
HK\$1,000,001 to HK\$2,000,000	1,000,001 港元至 2,000,000 港元	1
HK\$2,000,001 to HK\$3,000,000	2,000,001 港元至 3,000,000 港元	1
HK\$3,000,001 to HK\$4,000,000	3,000,001 港元至 4,000,000 港元	1

Further particulars relating to Directors' emoluments and the five highest paid individuals as required to be disclosed pursuant to Appendix 16 of the Listing Rules are set out in note 10 to the consolidated financial statements.

根據上市規則附錄十六須予披露有關董事酬金及五名最高薪人士的進一步詳情，載於綜合財務報表附註10。

Corporate Governance Function

The Board is responsible for performing the corporate governance duties of the Company. Terms of reference adopted by the Board include the duties of the Board on corporate governance functions to develop and review the Group's policies and practices on corporate governance, to review and monitor the training and continuous professional development of the Directors and senior management and to review the Group's compliance with the CG Code and disclosure in this Corporate Governance Report.

企業管治職能

董事會負責履行本公司的企業管治職責。董事會採納的職權範圍包括董事會按照企業管治職能負責制定及檢討本集團於企業管治方面的政策及實務、檢討及監察董事及高級管理層的培訓及持續專業發展，以及審閱本集團遵守企業管治守規的情況及在本企業管治報告內披露的資料。

Corporate Governance Report

企業管治報告

RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, price-sensitive announcements and other disclosures required under the Listing Rules and other regulatory requirements.

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 December 2012.

The statement of the external auditors of the Company about their reporting responsibilities on the financial statements is set out in the "Independent Auditor's Report" on pages 53 to 54.

INTERNAL CONTROL

For the internal control system of the Company, the Board has developed the Group's internal control systems and risk assessment and management. The Board has overall responsibility for reviewing and maintaining an adequate and effective internal control system to safeguard the interests of the shareholders and the assets of the Group. During the year, the Board has conducted reviews of the internal control system in accordance with the Code Provision C.2 of the CG Code and considered the internal control system of the Group has been implemented effectively.

AUDITOR'S REMUNERATION

The remuneration paid to the external auditor of the Company in respect of audit services for the year ended 31 December 2012 amounted to approximately HK\$1,200,000. There was no non-audit service provided by the external auditor of the Company for the year ended 31 December 2012.

SHAREHOLDER RIGHTS AND INVESTOR RELATIONS

(a) Procedures for requisitioning a special general meeting

Shareholder(s) 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 may, by written requisition to the Board or the Company Secretary(ies) signed and deposited in accordance with the By-laws of the Company, Bermuda Companies Act 1981, require the Directors to call a special general meeting for the transaction of business specified in the requisition.

有關財務報表的責任

董事會須負責提呈年報及中期報告的均衡、清晰及易於理解評估、上市規則與其他監管規則所規定的股價敏感公佈及其他披露資料。

董事明瞭彼等編製本公司截至二零一二年十二月三十一日止年度財務報表的責任。

本公司外聘核數師有關彼等申報財務報表責任的聲明載於第53至54頁「獨立核數師報告」。

內部監控

董事會就本公司內部監控制度制定本集團的內部監控及風險評估及管理制，董事會對檢討及維持足夠及有效的內部監控措施負有全面責任，以保障股東利益及本集團資產。年內，董事會曾根據企業管治守則守則條文第C.2條檢討其內部監控制度，並認為本集團的內部監控制度一直行之有效。

核數師酬金

本公司就截至二零一二年十二月三十一日止年度的核數服務而向外聘核數師支付的酬金約為1,200,000港元。本公司外聘核數師於截至二零一二年十二月三十一日止年度並無提供非核數服務。

股東權利及投資者關係

(a) 請求召開股東特別大會的程序

於提出請求日期持有不少於本公司繳足股本(賦有於本公司股東大會上投票權)十分之一的股東，可透過向董事會或公司秘書發出根據本公司的公司細則、一九八一年百慕達公司法簽立及寄發的書面請求，要求董事召開股東特別大會，以處理有關請求指明的事項。

Corporate Governance Report

企業管治報告

(b) Procedures for putting forward proposals at general meetings

Shareholder(s) holding not less than one-twentieth of the paid-up capital of the Company carrying the right to vote at general meetings of the Company or not less than 100 Shareholders may, at their expense, provide a written request to the attention of the Company Secretary(ies) signed and deposited in accordance with the Bermuda Companies Act 1981.

(c) Communication with shareholders and investors

General meetings of the Company provide a direct forum of communication between Shareholders and the Board. Shareholders are welcome to put forward enquiries to the Board or the management thereat and the Chairman of the Board, or in his absence, an executive Director, as well as chairmen of the Audit Committee, Nomination Committee and Remuneration Committee, or in their absence, other members of the respective committees, and where applicable, the Independent Board Committee, will be commonly be present and available to answer questions and Shareholders may also contact the Company Secretary(ies) to direct their written enquires.

The Company is committed to enhancing communications and relationships with its investors. Designated senior management maintains an open dialogue with institutional investors and analysts to keep them abreast of the Company's developments.

The Company also maintains a website at www.paxglobal.com.hk, where updates on the Company's business developments and operations, financial information and news can always be found.

On behalf of the Board

NIE Guoming

Chairman

Hong Kong, 14 March 2013

(b) 於股東大會提呈建議的程序

持有不少於本公司繳足股本(賦有於本公司股東大會上投票權)二十分之一的股東或不少於100名股東，可提出根據一九八一年百慕達公司法簽立及寄發的書面要求提請公司秘書垂注，費用由彼等承擔。

(c) 與股東及投資者的溝通

本公司的股東大會為股東及董事會提供直接溝通的平台。歡迎股東向出席會議的董事會或管理層提出查詢，董事會主席或(倘彼未能出席)執行董事以及審核委員會、提名委員會及薪酬委員會與(如適用)獨立董事委員會主席或(倘彼等未能出席)各委員會其他成員，一般將會出席並回答提問，而股東亦可將彼等的書面查詢寄發予公司秘書。

本公司致力加強與其投資者的溝通及關係。指定高級管理人員與機構投資者及分析員經常公開交流，以簡報本公司發展。

本公司亦設有網站www.paxglobal.com.hk，刊載本公司業務發展及營運、財務資料及消息的最新資料。

代表董事會

主席

聶國明

香港，二零一三年三月十四日

Report of the Directors

董事會報告

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

PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding and together with its subsidiaries (collectively referred to as the “Group”) are principally engaged in the development and sales of electronic funds transfer point-of-sale (“EFT-POS”) products and provision of related services.

An analysis of the Group’s performance for the year by geographical segments is set out in note 7 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2012 are set out in the consolidated income statement on page 55.

The Directors do not recommend the payment of a dividend (2011: Nil).

RESERVES

Details of the movements in the reserves of the Group and of the Company during the year are set out in the consolidated statement of changes in equity and in note 26 to the consolidated financial statements.

DONATIONS

Charitable donations of HK\$1,238,000 were made by the Group during the year (2011: Nil).

PROPERTY, PLANT AND EQUIPMENT

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

SHARE CAPITAL AND SHARE OPTIONS

Details of the movements in the Company’s share capital are set out in note 24 to the consolidated financial statements.

董事謹此提呈彼等的報告及截至二零一二年十二月三十一日止年度的經審核財務報表。

主要業務及地區業務分析

本公司的主要業務為投資控股連同其附屬公司(統稱「本集團」)主要從事開發及銷售電子支付POS(「EFT-POS」)產品及提供相關服務。

本集團於本年度的表現按地區劃分的分析載於綜合財務報表附註7。

業績及分配

本集團截至二零一二年十二月三十一日止年度的業績載於第55頁的綜合收益表。

董事並不建議宣派任何股息(二零一一年：無)。

儲備

年內本集團及本公司的儲備變動詳情載於綜合財務報表的綜合權益變動表及附註26。

捐款

本集團於年內作出慈善捐款1,238,000港元(二零一一年：無)。

物業、廠房及設備

本集團物業、廠房及設備的變動詳情載於綜合財務報表附註15。

股本及購股權

本公司股本的變動詳情載於綜合財務報表附註24。

Report of the Directors

董事會報告

Share Option Scheme

The Company operates a share option scheme (the “Scheme”) for the issuance of in aggregate no more than 10% in nominal amount of the aggregate of Shares in issue on the Listing Date, representing 100,000,000 shares (subject to the terms of the Scheme and the relevant provisions under the Listing Rules) under the Scheme adopted by a resolution of the Board on 1 December 2010.

The purpose of the Scheme is to reward participants who have contributed or will contribute to the Group and to encourage participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and its Shareholders as a whole.

The Scheme was effective from 1 December 2010 and unless otherwise cancelled or amended, will remain valid and effective for the period of ten years from the effective date.

During the year ended 31 December 2012, 80,400,000 share options were granted to certain Directors and employees of the Group and 250,000 share options were lapsed. The particulars of the options granted to each of the Directors and employees of the Group under the Scheme are as follows:

購股權計劃

本公司的購股權計劃(「該計劃」)於二零一零年十二月一日的董事會決議案採納，發行合共不超過上市日期已發行股份總面值的10%(即100,000,000股股份)(但須按照該計劃的條款及遵守上市規則的有關規定)。

該計劃旨在獎勵曾對本集團作出貢獻的員工，並鼓勵參與者為本公司及其股東的整體利益，努力提升本公司及其股份的價值。

該計劃已於二零一零年十二月一日生效，除非另行撤銷或修訂，否則該計劃將自生效當日起十年期間一直有效。

截至於二零一二年十二月三十一日止年度，若干董事及本集團僱員獲授80,400,000份購股權而250,000份購股權已失效。根據該計劃向每名董事及本集團僱員授出的購股權詳情如下：

Report of the Directors

董事會報告

Movements in the share options of the Company (the "Share Options") during the year ended 31 December 2012:

本公司於截至二零一二年十二月三十一日止年度的購股權(「購股權」)變動：

Name 姓名	Date of grant 授出日期	Exercise price 行使價 (HK\$) (港元)	Number of Share Options held at 1 January 2012 於二零一二年一月一日所持的購股權數目				Granted during the year 年內授出	Exercised during the year 年內行使	Lapsed during the year 年內已失效	Cancelled during the year 年內取消	Number of Share Options outstanding at 31 December 2012 於二零一二年十二月三十一日尚未行使的購股權數目	
Directors 董事												
Nie Guoming 聶國明	22 June 2012* 二零一二年六月二十二日*	1.230	-	10,000,000	-	-	-	-	-	-	10,000,000	
Jiang Hongchun 蔣洪春	22 June 2012* 二零一二年六月二十二日*	1.230	-	6,000,000	-	-	-	-	-	-	6,000,000	
Li Wenjin 李文晉	22 June 2012* 二零一二年六月二十二日*	1.230	-	10,000,000	-	-	-	-	-	-	10,000,000	
			-	26,000,000	-	-	-	-	-	-	26,000,000	
Employees 僱員												
(In aggregate) (總計)	22 June 2012* 二零一二年六月二十二日*	1.230	-	54,400,000	-	(250,000)	-	-	-	-	54,150,000	

* The Share Options will be vested to the grantees, among which 30% of the Share Options would be vested on the date of grant, a further 30% of the Share Options be vested on the first anniversary of the date of grant and the remaining 40% of the Share Options will be vested on the second anniversary of the date of grant. These options will expire on 21 June 2017.

* 購股權歸屬承授人，當中30%購股權於授出日期歸屬，另外30%購股權將於授出日期一週年歸屬，其餘40%購股權將於授出日期兩週年歸屬。該等購股權將於二零一七年六月二十一日屆滿。

Report of the Directors

董事會報告

DISTRIBUTABLE RESERVES

As at 31 December 2012, the Company had no reserves available for distribution as calculated under the Companies Act 1981 of Bermuda (as amended) (2011: Nil). However, the Company's share premium account, in the amount of HK\$1,230,276,000 (2011: HK\$1,230,276,000) may be distributed in the form of fully paid bonus shares.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's bye-laws and there was no restriction against such rights under the laws of Bermuda.

FIVE YEARS FINANCIAL SUMMARY

A summary of the results and financial position of the Group for the last five financial years is set out on page 132.

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, sold or redeemed any of the Company's shares during the year.

DIRECTORS

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

Executive Directors:

NIE Guoming
JIANG Hongchun
LI Wenjin

Independent Non-executive Directors:

YIP Wai Ming
WU Min
MAN Kwok Kuen, Charles

Pursuant to the Company's bye-laws 84 and 85, one-third of the Directors are subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company.

Mr. Yip Wai Ming and Mr. Man Kwok Kuen, Charles will retire and, being eligible will offer themselves for re-election at the forthcoming annual general meeting.

可供分派儲備

根據百慕達一九八一年公司法(經修訂)計算，本公司於二零一二年十二月三十一日並無儲備可供分派(二零一一年：無)。然而，本公司可以繳足紅股方式分派股份溢價賬中為數1,230,276,000港元(二零一一年：1,230,276,000港元)的款項。

優先認股權

本公司的公司細則並無有關優先認股權的條文規定，而百慕達法例亦無有關該等權利的限制。

五年財務概要

本集團於過去五個財政年度的業績及財務狀況概要載於第132頁。

購買、出售或贖回證券

本公司於年內概無贖回其任何股份。年內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何股份。

董事

年內及直至本報告日期的董事為：

執行董事：

聶國明
蔣洪春
李文晉

獨立非執行董事：

葉偉明
吳敏
文國權

根據本公司的公司細則第84及第85條，三分之一董事須至少每三年於本公司股東週年大會上輪值告退及膺選連任。

葉偉明先生及文國權先生將退任，而彼等符合資格並願意於應屆股東週年大會膺選連任。

Report of the Directors

董事會報告

DIRECTORS' SERVICE CONTRACTS

As at the date of this report, each of the executive Directors has entered into a service contract with the Company for a term of three years from 20 December 2010 unless and until terminated by either the Company or the Directors giving to the other a notice of not less than three months.

Save as disclosed herein, none of the Directors had any existing or proposed service contracts with the Company or any member of the Group (excluding contracts expiring or determinable within one year without payment of compensation, other than statutory compensation).

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographical details of the Directors and senior management are set out on pages 6 to 9.

DIRECTORS' INTERESTS IN CONTRACTS

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

DIRECTORS' INTEREST IN COMPETING BUSINESS

As at 31 December 2012, none of the Directors, the management shareholders or substantial shareholders of the Company or any of their respective associates has engaged in any business that competes or may compete with the business of the Group, or has any other conflict of interests with the Group.

董事的服務合約

於本報告日期，執行董事已各自與本公司訂立服務合約，任期自二零一零年十二月二十日起計，為期三年，除非及直至本公司或董事向對方發出不少於三個月的通知而終止。

除本報告披露者外，各董事概無與本公司或本集團任何成員公司訂有或擬訂立任何服務合約，惟不包括於一年內屆滿或可遭本公司終止而毋須賠償(法定賠償除外)的服務合約。

董事及高級管理層履歷詳情

董事及高級管理層的履歷詳情載於第6至9頁。

董事於合約的權益

本公司、其同系附屬公司或其控股公司概無於本年度終結時或年內任何時間訂有任何董事於當中直接或間接擁有任何重大權益，且與本集團業務有關的重大合約。

董事於競爭業務的權益

於二零一二年十二月三十一日，董事、本公司管理層股東或主要股東或彼等各自任何聯繫人士概無參與任何與本集團業務競爭或可能競爭的業務，或與本集團有任何其他利益衝突。

Report of the Directors

董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2012, the interests and short positions of each Company's Director and chief executive in the Company's shares (the "Shares"), underlying shares and debentures of the Company and its associated corporations (within the meaning of the Securities and Futures Ordinance ("SFO")), as recorded in the register maintained by the Company under Section 352 of the SFO or as notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of the Listed Companies were as follows:

董事及行政總裁於股份、相關股份及債券的權益及淡倉

於二零一二年十二月三十一日，各本公司董事及行政總裁於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」))的本公司股份(「股份」)、相關股份及債券中，擁有已記入本公司根據證券及期貨條例第352條存置的登記冊或根據上市發行人董事進行證券交易的標準守則已知會本公司及香港聯合交易所有限公司(「聯交所」)的權益及淡倉如下：

Ordinary shares of HK\$0.10 each in the Company

本公司每股面值0.10港元的普通股

Name of Director	Capacity	Number of share options held ⁽ⁱⁱ⁾	Total interests ⁽ⁱ⁾	Approximate percentage of shareholding* 股權的概約百分比*
董事姓名	持股身分	持有購股權數目 ⁽ⁱⁱ⁾	權益總額 ⁽ⁱ⁾	百分比*
Nie Guoming 聶國明	Beneficial owner 實益擁有人	10,000,000	10,000,000 (L)	0.96%
Jiang Hongchun (Chief Executive Officer) 蔣洪春(行政總裁)	Beneficial owner 實益擁有人	6,000,000	6,000,000 (L)	0.58%
Li WenJin 李文晉	Beneficial owner 實益擁有人	10,000,000	10,000,000 (L)	0.96%

Notes:

- (i) The letter "L" denotes a long position in shares.
- (ii) These represented the share options granted by the Company to the respective Director, the details of which are provided in the section headed "Share Option Scheme" in this Report of the Directors.
- * The percentage is calculated based on the total number of issued shares of the Company as at 31 December 2012 which were 1,037,728,000 ordinary shares.

附註：

- (i) 「L」表示股份的好倉。
- (ii) 指本公司授予各董事的購股權，有關詳情載於本董事會報告「購股權計劃」一節。
- * 百分比乃根據本公司於二零一二年十二月三十一日已發行股份總數1,037,728,000股普通股計算。

Report of the Directors

董事會報告

Save as disclosed above, as at 31 December 2012, none of the directors, the chief executives of the Company 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 (within the meaning of Part XV of the SFO) as recorded in the register maintained by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of the Listed Companies.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES

The register of substantial shareholders maintained under Section 336 of the SFO shows that as at 31 December 2012, the Company had been notified of the following substantial shareholders' interests and short positions, being 5% or more of the Company's issued share capital. These interests are in addition to those disclosed above in respect of the Directors and Chief Executive.

除上文所披露者外，截至二零一二年十二月三十一日，本公司各董事、行政總裁或彼等的聯繫人士概無於本公司及其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債券中，擁有已記入本公司根據證券及期貨條例第352條存置的登記冊或根據上市發行人董事進行證券交易的標準守則已知會本公司及聯交所的權益及淡倉。

主要股東於股份及相關股份的權益及淡倉

按本公司根據證券及期貨條例第336條存置的主要股東登記冊所顯示，於二零一二年十二月三十一日，本公司獲知會下列主要股東擁有本公司已發行股本5%或以上的權益及淡倉。該等權益不包括上文所披露有關就董事及行政總裁的權益。

Name of shareholders	股東名稱	Class of securities 證券類別	Total number of Shares (Note 1) 股份總數 (附註1)	Approximate percentage of shareholding (Note 2) 概約控股百分比 (附註2)
Hi Sun Technology (China) Limited	高陽科技(中國)有限公司	Ordinary 普通股	444,000,000 (L)	42.79%
Digital Investment Limited (Note 3)	Digital Investment Limited (附註3)	Ordinary 普通股	118,400,000 (L)	11.41%
HAO Capital China Fund L.P. (Note 3)	HAO Capital China Fund L.P. (附註3)	Ordinary 普通股	118,400,000 (L)	11.41%
891 Venture Limited (Note 4)	891 Venture Limited (附註4)	Ordinary 普通股	118,400,000 (L)	11.41%
Dream River Limited (Note 5)	Dream River Limited (附註5)	Ordinary 普通股	118,400,000 (L)	11.41%
HAO Capital Fund II L.P. (Note 5)	HAO Capital Fund II L.P. (附註5)	Ordinary 普通股	118,400,000 (L)	11.41%
HAO Partners L.P. (Note 6)	HAO Partners L.P. (附註6)	Ordinary 普通股	118,400,000 (L)	11.41%
Hao Partners (Holdings) Limited (Note 7)	Hao Partners (Holdings) Limited (附註7)	Ordinary 普通股	118,400,000 (L)	11.41%
Liu Yangsheng (Note 8)	劉揚聲 (附註8)	Ordinary 普通股	236,800,000 (L)	22.82%
Bao Lei (Note 9)	暴蕾 (附註9)	Ordinary 普通股	236,800,000 (L)	22.82%
FIL Limited	FIL Limited	Ordinary 普通股	93,626,000 (L)	9.02%

Report of the Directors

董事會報告

Notes:

1. The letter "L" denotes a long position in Shares.
2. The percentage is calculated based on the total number of issued shares of the Company as at 31 December 2012.
3. Digital Investment Limited ("Digital Investment") is owned as to 95% by HAO Capital China Fund L.P. and 5% by Mr. Max Burger. As such, HAO Capital China Fund L.P. is deemed to be interested in the 118,400,000 Shares owned by Digital Investment by virtue of the SFO.
4. 891 Venture Limited is incorporated in the Cayman Islands and is the general partner of HAO Capital China Fund L.P. As such, 891 Venture Limited is deemed to be interested in 118,400,000 Shares owned by Digital Investment by virtue of the SFO.
5. Dream River Limited ("Dream River") is wholly owned by HAO Capital Fund II L.P. As such, HAO Capital Fund II L.P. is deemed to be interested in 118,400,000 Shares owned by Dream River by virtue of the SFO.
6. HAO Partners L.P. is the general partner of HAO Capital Fund II L.P. As such, HAO Partners L.P. is deemed to be interested in 118,400,000 Shares owned by Dream River by virtue of the SFO.
7. Hao Partners (Holdings) Limited is incorporated in the Cayman Islands and is the general partner of HAO Partners L.P.. As such, HAO Capital L.P. is deemed to be interested in 118,400,000 Shares owned by Dream River by virtue of the SFO.
8. As Mr. Liu Yangsheng controls more than one-third of the voting power at the general meetings of 891 Venture Limited and Hao Partners (Holdings) Limited respectively, he is deemed to be interested in an aggregate of 236,800,000 Shares owned by Digital Investment Limited and Dream River Limited by virtue of the SFO.
9. Ms. Bao Lei, the spouse of Mr. Liu Yangsheng, is deemed to be interested in Liu Yangsheng's interest by virtue of the SFO.

Save as disclosed above, other than the Directors or chief executives of the Company, there were no other parties who had interests or short positions in the Shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO as at 31 December 2012.

附註：

1. 字母「L」表示於股份的好倉。
2. 百分比乃根據本公司於二零一二年十二月三十一日已發行股份總數計算。
3. Digital Investment Limited (「Digital Investment」)分別由 HAO Capital China Fund L.P. 及 Max Burger 先生各擁有 95% 及 5%。因此，HAO Capital China Fund L.P. 根據證券及期貨條例被視為於 Digital Investment 所擁有的 118,400,000 股股份中擁有權益。
4. 891 Venture Limited 於開曼群島註冊成立，為 HAO Capital China Fund L.P. 的普通合夥人。因此，891 Venture Limited 根據證券及期貨條例被視為於 Digital Investment 所持 118,400,000 股股份中擁有權益。
5. Dream River Limited (「Dream River」)由 HAO Capital Fund II L.P. 全資擁有。因此，HAO Capital Fund II L.P. 根據證券及期貨條例被視為於 Dream River 所擁有的 118,400,000 股股份中擁有權益。
6. HAO Partners L.P. 為 HAO Capital Fund II L.P. 的普通合夥人。因此，HAO Partners L.P. 根據證券及期貨條例被視為於 Dream River 所擁有的 118,400,000 股股份中擁有權益。
7. Hao Partners (Holdings) Limited 於開曼群島註冊成立，為 HAO Partners L.P. 的普通合夥人。因此，HAO Capital L.P. 根據證券及期貨條例被視為於 Dream River 所擁有的 118,400,000 股股份中擁有權益。
8. 由於劉揚聲先生於 891 Venture Limited 及 Hao Partners (Holdings) Limited 的股東大會上控制投票權超過三分之一，故彼根據證券及期貨條例被視為於 Digital Investment Limited 及 Dream River Limited 所擁有的 236,800,000 股股份中擁有權益。
9. 暴蕾女士(劉揚聲先生的配偶)根據證券及期貨條例被視為於劉揚聲的權益中擁有權益。

除上文所披露者外，於二零一二年十二月三十一日，根據本公司按照證券及期貨條例第 336 條須保存的登記冊所記錄，概無其他人士(董事或本公司行政總裁除外)於股份或本公司相關股份中擁有權益或淡倉。

Report of the Directors

董事會報告

CONNECTED TRANSACTIONS

The Group has occupied and rented office premises owned by Hi Sun in Beijing under a tenancy agreement. Based on the agreed annual rental of each of the tenancy agreement, as each of the applicable percentage ratios (other than the profit ratio) of the transactions contemplated under the tenancy agreements are on an annual basis less than 0.1%, the tenancy agreements will constitute de minimis continuing connected transactions which are exempt from the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Group has purchased raw materials from a subsidiary of Hi Sun under a purchase agreement. Based on the total value of purchase under the purchase agreement for the year ended 31 December 2012, as each of the applicable percentage ratios (other than the profit ratio) of the transactions contemplated under the purchase agreement are on an annual basis less than 0.1%, the purchase agreement will constitute de minimis continuing connected transactions which are exempt from the reporting, annual review announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The following are the continuing connected transactions of the Group during the year ended 31 December 2012 which are subject to the reporting, announcement, annual review and/or independent shareholders' approval requirements under Chapter 14A of the Listing Rules:

(a) Licence agreement with Pax Data

On 13 April 2012, the Company entered into a licence agreement (the "Licence Agreement") with Hangzhou Pax Data Limited ("PAX Data"), an indirectly wholly owned subsidiary of Hi Sun Technology (China) Limited ("Hi Sun"), being a substantial shareholder of the Company holding approximately 42.8% interest in the Company's issued share capital. As such, PAX Data is a connected person of the Company and the transactions contemplated under the Licence Agreement constituted continuing connected transactions under the Listing Rules.

Pursuant to the Licence Agreement, PAX Data agreed to license to the Company, *inter alia*, the terminal subsystem program of a payment solution known as "BroadPOS Terminal Platform" together with its software development kit owned by PAX Data (the "Licensed Program"), at a licence fee of US\$20 per electronic funds transfer point-of-sale product (the "EFT-POS Product") which was equipped with the Licensed Program. The term of the Licence Agreement commenced on 13 April 2012 and would terminate on 31 December 2014 unless otherwise terminated. The annual caps of the licence fees payable under the Licence Agreement for each of the financial years ending 31 December 2012, 2013 and 2014 will not exceed US\$1,200,000, US\$3,400,000 and US\$6,000,000 respectively. As the relevant percentage ratios (other than the profits ratio) in respect of the annual fees payable under the Licence Agreement were less than 5%, the transactions contemplated under the Licence Agreement were exempted from independent shareholders' approval but subject to the reporting, announcement and annual review under Chapter 14A of the Listing Rules.

關連交易

本集團根據租賃合同佔用及租賃由高陽擁有之位於北京之辦公室單位。按照租賃協議的協定年租金，由於該等租賃協議項下擬進行交易的各適用百分比率（溢利比率除外）按年度基準計算低於0.1%，故根據上市規則第14A章，該等租賃協議將構成一項最低限額持續關連交易，獲豁免遵守申報、公佈及獨立股東批准的規定。

本集團根據採購合同向高陽一間附屬公司購買原材料。按照採購合同於截至二零一二年十二月三十一日止年度之採購總額，由於該等採購合同項下擬進行交易的各適用百分比率（溢利比率除外）按年度基準計算低於0.1%，故根據上市規則第14A章，該等採購合同將構成一項最低限額持續關連交易，獲豁免遵守申報、年度審閱、公佈及獨立股東批准的規定。

以下為本集團截至二零一二年十二月三十一日止年度的持續關連交易，該等交易須遵守上市規則第14A章項下申報、公告、年度審閱及／或獨立股東批准的規定。

(a) 與佰福數據訂立特許權協議

於二零一二年四月十三日，本公司與杭州佰福數據技術有限公司（「佰福數據」）訂立特許權協議（「特許權協議」）。佰福數據為高陽科技（中國）有限公司（「高陽」）的間接全資附屬公司，而高陽則為本公司的主要股東，持有本公司已發行股本約42.8%權益。因此，佰福數據為本公司的關連人士，而特許權協議項下擬進行的交易因而構成上市規則項下的持續關連交易。

根據特許權協議，佰福數據同意向本公司授予（其中包括）由佰福數據所擁有稱為「BroadPOS終端平台」的支付解決方案的終端副系統程式連同其軟件開發套裝的特許權（「特許程式」），特許權費為每台已配備特許程式的電子支付銷售點產品（「EFT-POS產品」）20美元。特許權協議期限由二零一二年四月十三日開始並將於二零一四年十二月三十一日終止，惟以其他方式終止則除外。截至二零一二年、二零一三年及二零一四年十二月三十一日止各個財政年度，特許權協議項下應付特許權費的年度上限分別不得超過1,200,000美元、3,400,000美元及6,000,000美元。由於根據特許權協議的應付年度費用涉及的相關適用百分比率（溢利比率除外）少於5%，故特許權協議項下擬進行的交易獲豁免遵守上市規則第14A章項下獨立股東批准的規定，惟須遵守申報、公告及年度審閱的規定。

Report of the Directors

董事會報告

(b) Framework agreement with Hi Sun

On 18 April 2012, the Company entered into a framework agreement (the "Framework Agreement") with Hi Sun, a substantial shareholder of the Company holding approximately 42.8% interest in the Company's issued share capital. As such, Hi Sun is a connected person of the Company and the transactions contemplated under the Framework Agreement constituted continuing connected transactions under the Listing Rules.

Pursuant to the Framework Agreement, the Group agreed to sell and Hi Sun (together with its subsidiaries) agreed to purchase the EFT-POS Products for the mobile and other payment solutions services of Hi Sun and its subsidiaries. The cap on the total contract value for the sale and purchase of EFT-POS Products under the Framework Agreement for a term from its effective date (being 23 May 2012, the date on which approval was obtained from the independent shareholders of the Company at its special general meeting relating to the Framework Agreement) to 31 December 2012 is HK\$130,000,000. Since one or more of the applicable percentage ratios (other than the profits ratio) in respect of the annual cap exceeded 5% and cap exceeded HK\$10,000,000, the transactions contemplated under the Framework Agreement were subject to the reporting, announcement, independent shareholders' approval and annual review requirements under Chapter 14A of the Listing Rules.

On 19 December 2012, another framework agreement was entered into between the Company and Hi Sun regarding the same subject matter of the Framework Agreement (the "New Framework Agreement"). The term of the New Framework Agreement would commence from 15 January 2013, the date on which the relevant approval was obtained from the independent shareholders of the Company at its special general meeting, to 31 December 2015. The annual caps of the total contract value for the sale and purchase of EFT-POS Products under the New Framework Agreement for the three years ending 31 December 2013, 2014 and 2015 were HK\$330,000,000, HK\$600,000,000 and HK\$700,000,000 respectively. Since one or more of the applicable percentage ratios (other than the profits ratio) in respect of the said annual caps exceeded 5% and HK\$10,000,000, the transactions contemplated under the New Framework Agreement were also subject to the reporting, announcement, independent shareholders' approval and annual review requirements under Chapter 14A of the Listing Rules.

Please also refer to note 32(a) to the consolidated financial statements.

(b) 與高陽訂立框架協議

於二零一二年四月十八日，本公司與高陽（本公司的一名主要股東，持有本公司已發行股本約42.8%權益）訂立框架協議（「框架協議」）。因此，高陽為本公司的關連人士，而框架協議項下擬進行的交易構成上市規則項下的持續關連交易。

根據框架協議，本集團同意出售而高陽（連同其附屬公司）同意就高陽及其附屬公司的移動及其他支付解決方案購買EFT-POS產品。自其生效日期二零一二年五月二十三日（即就框架協議於本公司股東特別大會取得其獨立股東批准之日）起至二零一二年十二月三十一日止年內，根據框架協議買賣EFT-POS產品的總合約值的上限為130,000,000港元。由於年度上限涉及的一項或多項適用百分比率（溢利率除外）超過5%及上限超過10,000,000港元，故框架協議項下擬定進行的交易須遵守上市規則第14A章項下申報、公告、獨立股東批准及年度審閱的規定。

於二零一二年十二月九日，本公司與高陽就框架協議同一事項訂立另一份框架協議（「新框架協議」）。新框架協議的年期自二零一三年一月十五日（即於其股東特別大會取得本公司獨立股東有關批准之日）至二零一五年十二月三十一日止。截至二零一三年、二零一四年及二零一五年十二月三十一日止三個年度，根據新框架協議買賣EFT-POS產品的總合約值的年度上限分別為330,000,000港元、600,000,000港元及700,000,000港元。由於上述年度上限涉及的一項或多項適用百分比率（溢利率除外）超過5%及10,000,000港元，故新框架協議項下擬定進行的交易亦須遵守上市規則第14A章項下申報、公告、獨立股東批准及年度審閱的規定。

亦請參閱綜合財務報表附註32(a)。

Report of the Directors

董事會報告

The independent non-executive Directors have reviewed the above continuing connected transactions and in their opinion, these transactions entered into by the Company were:

- (i) in the ordinary and usual course of business of the Company;
- (ii) on normal commercial terms and on terms no less favourable to the Company than terms available to or from independent third parties; and
- (iii) in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

Details of the related party transactions which constituted a connected transaction or continuing connected transaction not exempted under Rule 14A.31 or Rule 14A.33 of the Listing Rules during the year ended 31 December 2012 are disclosed above and Group has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules in respect of such transactions.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2012.

DEED OF NON-COMPETITION AND CONFLICTS OF INTERESTS

Hi Sun has pursuant to the deed of non-competition dated 1 December 2010 between the Company and Hi Sun, undertaken to the Company that, among other things, at any time during which the Shares are listed on the Stock Exchange or any stock exchange recognized under the SFO and for so long as it remains the controlling shareholder of the Company, Hi Sun will not, and will procure that its subsidiaries (other than the Group) will not directly or indirectly engage or otherwise be interested in the design, manufacture and/or sale of EFT-POS products and the provision of related services in the PRC, Hong Kong or any part of the world in which any member of the Group may from time to time operate. The undertaking does not apply to Hi Sun's interests in the Shares (including the exercise of any right as a shareholder) and any interests held by Hi Sun and its associates in up to 5% of any class of listed securities of a company that engages in the business of the Group.

獨立非執行董事已審閱上述持續關連交易，而彼等認為，本公司訂立的該等交易為：

- (i) 於本公司一般日常業務中訂立；
- (ii) 按一般商業條款及不遜於本公司給予獨立第三方或向獨立第三方取得的條款訂立；及
- (iii) 根據有關交易的相關協議進行，而有關協議的條款屬公平合理，且符合本公司股東整體利益。

於截至二零一二年十二月三十一日止年度，構成關連交易或持續關連交易但未能根據上市規則第14A.31條或14A.33條獲豁免的關連交易的詳情於上文披露，而本集團已遵守根據上市規則第14A章關於該等交易的披露規定。

管理合約

於截至二零一二年十二月三十一日止年度，概無訂立或存在任何與本公司全部或任何重大業務部分相關的管理及行政合約。

不競爭契據及利益衝突

根據本公司與高陽於二零一零年十二月一日訂立的不競爭契據，高陽已向本公司承諾，(其中包括)於股份在聯交所或證券及期貨條例所認可的任何證券交易所上市期間的任何時間，只要其仍為本公司控股股東，則高陽將不會並將促使其附屬公司(本集團除外)不會直接或間接從事在中國、香港或本集團成員公司可能不時經營業務的全球任何地方設計、生產及/或銷售EFT-POS產品及提供相關服務或於其中擁有權益。該承諾並不適用於高陽於股份的權益(包括行使作為股東的任何權利)以及高陽及其聯繫人所持有的任何權益而有關權益最多達從事本集團業務的任何公司的任何類別上市證券5%。

Report of the Directors

董事會報告

Hi Sun has undertaken to the Company that, if any time that the Group or our independent non-executive Directors have reasonable cause to believe that Hi Sun may be in breach of the non-compete undertaking, contravening the undertaking of the Company to keep the information received confidential except for disclosures of such information as may be necessary to comply with our legal or regulatory obligations, or such information that is already in the public domain other than as a result of our breach of the confidentiality undertaking or for the purposes of enforcement of the non-compete undertaking, Hi Sun will at our or our independent non-executive Directors' request provide all such information that it possesses and may be lawfully disclosed pertaining to such request so as to enable us or our independent non-executive Directors to make an informed assessment as to whether or not there has in fact been a breach of the non-compete undertaking. Hi Sun has signed an annual declaration of compliance with the Deed of Non-competition for the year ended 31 December 2012 confirming it has complied with the non-compete undertaken given above.

None of the Directors of Hi Sun nor the Company have any interest in any competing business that is discloseable under Rule 8.10(1) and Rule 8.10(2), respectively, of the Listing Rules. In respect of any other conflicts of interest that may arise between the Group and Hi Sun Group, common Directors of the two groups or any Director with an interest in the relevant transaction(s) will be required to abstain from voting on the relevant Board resolutions.

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of purchases and sales for the year ended 31 December 2012 attributable to the Group's major suppliers and customers are as follows:

Purchases

– the largest supplier	28.1%
– five largest suppliers combined	50.7%

Sales

– the largest customer	12.4%
– five largest customers combined	40.4%

None of the Directors, their associates or any shareholder (which to the knowledge of the Directors own more than 5% of the Company's share capital) had an interest in the major customers or suppliers noted above.

高陽已向本公司承諾，倘任何時候本集團或我們的獨立非執行董事有合理理由相信高陽可能違反不競爭承諾、違反本公司將所收到資料保密的承諾（惟因遵守我們的法律或監管責任而可能須披露有關資料除外）或有關資料已公開（因我們違反保密承諾而導致者除外）或為執行不競爭承諾除外，高陽將應我們或我們的獨立非執行董事要求提供其管有並可合法就此要求披露的所有資料，以使我們或我們的獨立非執行董事就是否有違反不競爭承諾作出知情評估。於截至二零一二年十二月三十一日止年度，高陽簽署不競爭契據的年度遵守聲明，確認其已遵守上文所作的非競爭保證。

概無高陽或本公司的董事於任何競爭業務中擁有權益而須分別根據上市規則第8.10(1)條及第8.10(2)條予以披露。就本集團與高陽集團之間可能產生的任何其他利益衝突而言，兩家集團的共同董事或於相關交易中擁有權益的任何董事須就相關董事會決議案放棄投票。

主要客戶及供應商

截至二零一二年十二月三十一日止年度，本集團主要供應商和客戶的應佔採購和銷售百分比如下：

採購

– 最大供應商	28.1%
– 五大供應商合計	50.7%

銷售

– 最大客戶	12.4%
– 五大客戶合計	40.4%

董事、彼等的聯繫人士或據董事所知擁有本公司股本超過5%的股東，概無於上述主要客戶或供應商中擁有任何權益。

Report of the Directors

董事會報告

PENSION SCHEME

The subsidiaries operating in Hong Kong are required to participate in a defined contribution retirement scheme or the Group or Company set up in accordance with the Hong Kong Mandatory Provident Fund Ordinance. Under the scheme, the employees are required to contribute 5% of their monthly salaries up to a maximum of HK\$1,000 or HK\$1,250 (effective from 1 June 2012) and they can choose to make additional contributions. The employer's monthly contributions are calculated at 5% of the employee's monthly salaries up to a maximum of HK\$1,000 or HK\$1,250 (effective from 1 June 2012) (the "Mandatory Contributions"). The employees are entitled to 100% of the employer's Mandatory Contributions upon their retirement at the age of 65 years old, death or total incapacity.

In addition, pursuant to the government regulations in the People's Republic of China (the "PRC"), the Group is required to contribute an amount to certain retirement benefit schemes based on 8% to 12% of the basic wages of those workers in the PRC. The local municipal government undertakes to assume the retirement benefits obligations of those workers of the Group.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirm that the Company has maintained during the year the amount of public float as required under the Listing Rules.

AUDITORS

The financial statements have been audited by PricewaterhouseCoopers who will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting of the Company.

On behalf of the Board

Nie Guoming

Chairman

Hong Kong, 14 March 2013

退休金計劃

於香港營運的附屬公司須參加本集團或本公司根據香港強制性公積金條例成立的定額供款退休計劃。根據計劃，僱員須按月薪5%作出供款，上限為1,000港元或1,250港元(自二零一二年六月一日起生效)，而彼等可選擇作出額外供款。僱主每月供款按僱員月薪5%計算，上限為1,000港元或1,250港元(自二零一二年六月一日起生效) (「強制性供款」)。僱員年屆65歲退休、身故或喪失工作能力時，享有全部僱主強制供款。

此外，根據中華人民共和國(「中國」)政府法規規定，本集團須按中國僱員基本薪金之8%至12%向若干退休福利計劃作出供款。當地市政府對本集團的該類僱員作出退休福利責任保證。

足夠公眾持股量

根據本公司現有公開資料及就董事所知，董事確認，本公司於年內維持上市規則規定的公眾持股量。

核數師

羅兵咸永道會計師事務所已審核財務報表，彼等將於本公司應屆股東週年大會退任，惟符合資格獲重新委任。

代表董事會

主席

聶國明

香港，二零一三年三月十四日

Independent Auditor's Report

獨立核數師報告



Independent Auditor's Report

To the shareholders of PAX Global Technology Limited

(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of PAX Global Technology Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 55 to 131, which comprise the consolidated and company balance sheets as at 31 December 2012, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

羅兵咸永道

獨立核數師報告

致百富環球科技有限公司股東

(於百慕達註冊成立的有限公司)

本核數師(以下簡稱「我們」)已審計列載於第55至131頁百富環球科技有限公司(以下簡稱「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,此綜合財務報表包括於二零一二年十二月三十一日的綜合和公司資產負債表與截至該日止年度的綜合收益表、綜合全面收益表、綜合權益變動表及綜合現金流量表,以及主要會計政策概要及其他附註解釋資料。

董事就綜合財務報表須承擔的責任

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

核數師的責任

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

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

PricewaterhouseCoopers, 22/F, Prince's Building, Central, Hong Kong
T: +852 2289 8888, F: +852 2810 9888, www.pwchk.com

Independent Auditor's Report

獨立核數師報告

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's 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.

OPINION

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

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 14 March 2013

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

我們相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

意見

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

羅兵咸永道會計師事務所
執業會計師

香港，二零一三年三月十四日

Consolidated Income Statement

綜合收益表

		Year ended 31 December 截至十二月三十一日止年度	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
		Notes 附註	
Revenue	收入	5	1,313,330
Cost of sales	銷售成本	8	(849,143)
Gross profit	毛利		1,103,180
Other income	其他收入	5	391,702
Other gains — net	其他收益 — 淨額	6	28,408
Selling expenses	銷售開支	8	1,671
Administrative expenses	行政費用	8	(113,674)
			(101,851)
Operating profit/profit before income tax	經營溢利／除所得稅前溢利		223,256
Income tax expense	所得稅開支	11	207,463
			(40,297)
Profit for the year attributable to equity holders of the Company	本公司權益持有人應佔年度溢利		182,959
			181,795
Earnings per share for the profit attributable to equity holders of the Company during the year (expressed in HK\$ per share)	年內本公司權益持有人應佔溢利的每股盈利 (以每股港元呈列)		
— Basic	— 基本	13	0.176
			0.175
— Diluted	— 攤薄	13	0.176
			0.175

The notes on pages 62 to 131 are an integral part of these consolidated financial statements.

第62至131頁的附註乃綜合財務報表的其中部分。

Consolidated Statement of Comprehensive Income

綜合全面收益表

		Year ended 31 December 截至十二月三十一日止年度	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Profit for the year	年內溢利	182,959	181,795
Other comprehensive income	其他全面收益		
Exchange differences arising on translation of the financial statements of foreign subsidiaries	換算海外附屬公司財務報表產生的匯兌差額	6,348	27,403
Total comprehensive income for the year attributable to equity holders of the Company	本公司權益持有人應佔年內全面收益總額	189,307	209,198

The notes on pages 62 to 131 are an integral part of these consolidated financial statements.

第62至131頁的附註乃綜合財務報表的其中部分。

Consolidated Balance Sheet

綜合資產負債表

		As at 31 December 於十二月三十一日	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
	Notes 附註		
ASSETS	資產		
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	15 10,263	10,809
Leasehold land	租賃土地	16 231	235
Total non-current assets	非流動資產總值	10,494	11,044
Current assets	流動資產		
Inventories	存貨	19 243,801	305,666
Trade and bills receivables	應收賬款及應收票據	20 544,476	503,715
Deposits and other receivables	按金及其他應收款項	20 10,333	17,305
Financial assets at fair value through profit or loss	按公平值計量且其變動計入溢利或虧損的金融資產	21 10,057	-
Restricted cash	受限制現金	22 16,173	16,017
Cash at bank and on hand	銀行及手上現金	23 1,358,426	1,152,291
Total current assets	流動資產總值	2,183,266	1,994,994
Total assets	資產總值	2,193,760	2,006,038
EQUITY	權益		
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益		
Share capital	股本	24 103,773	103,773
Reserves	儲備	26 1,707,061	1,497,381
Total equity	權益總額	1,810,834	1,601,154

The notes on pages 62 to 131 are an integral part of these consolidated financial statements.

第62至131頁的附註乃綜合財務報表的其中部分。

Consolidated Balance Sheet (Continued)

綜合資產負債表(續)

		As at 31 December 於十二月三十一日	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
	Notes 附註		
LIABILITIES	負債		
Current liabilities	流動負債		
Trade payables	應付賬款	27	224,879
Other payables and accruals	其他應付賬款及應計款項	27	131,301
Taxation payable	應付稅項		26,746
Total current liabilities and total liabilities	流動負債總額及負債總額		382,926
			249,570
			140,414
			14,900
			404,884
Total equity and liabilities	權益及負債總額		2,193,760
			2,006,038
Net current assets	流動資產淨值		1,800,340
			1,590,110
Total assets less current liabilities	資產總值減流動負債		1,810,834
			1,601,154

On behalf of the Board
代表董事會

NIE GUOMING

聶國明

Director

董事

LI WENJIN

李文晉

Director

董事

The notes on pages 62 to 131 are an integral part of these consolidated financial statements.

第62至131頁的附註乃綜合財務報表的其中部分。

Balance Sheet

資產負債表

		As at 31 December 於十二月三十一日		
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	
	Notes 附註			
ASSETS	資產			
Non-current assets	非流動資產			
Investment in a subsidiary	於附屬公司的投資	17	541,355	528,103
Total non-current assets	非流動資產總值		541,355	528,103
Current assets	流動資產			
Deposits and other receivables	按金及其他應收款項	20	721	2,016
Amount due from a subsidiary	應收附屬公司款項	18	90,000	90,000
Financial assets at fair value through profit or loss	按公平值計量且其變動計入溢利或虧損的金融資產	21	10,057	–
Cash at bank and on hand	銀行及手上現金	23	697,091	702,503
Total current assets	流動資產總值		797,869	794,519
Total assets	資產總值		1,339,224	1,322,622
EQUITY	權益			
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益			
Share capital	股本	24	103,773	103,773
Reserves	儲備	26	1,233,274	1,216,676
Total equity	權益總額		1,337,047	1,320,449
LIABILITIES	負債			
Current liabilities	流動負債			
Other payables and accruals	其他應付賬款及應計款項	27	2,177	2,173
Total current liabilities and total liabilities	流動負債總額及負債總額		2,177	2,173
Total equity and liabilities	權益及負債總額		1,339,224	1,322,622
Net current assets	流動資產淨值		795,692	792,346
Total assets less current liabilities	資產總值減流動負債		1,337,047	1,320,449

On behalf of the Board
代表董事會

NIE GUOMING
聶國明
Director
董事

LI WENJIN
李文晉
Director
董事

The notes on pages 62 to 131 are an integral part of these consolidated financial statements.

第62至131頁的附註乃綜合財務報表的其中部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

		Attributable to equity holders of the Company 本公司權益持有人應佔							
		Reserves 儲備							
		Share capital 股本	Share premium 股份溢價	Capital reserve 資本儲備	Share option reserve 購股權儲備	Exchange reserve 外匯儲備	Retained earnings 保留盈利	Total 總計	Total equity 權益總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
For the year ended 31 December 2012	截至二零一二年 十二月三十一日止年度								
Balance at 1 January 2012	於二零一二年一月一日 的結餘	103,773	1,230,276	(414,978)	-	64,257	617,826	1,497,381	1,601,154
Comprehensive income	全面收益								
Profit for the year	年內溢利	-	-	-	-	-	182,959	182,959	182,959
Other comprehensive income	其他全面收益								
Exchange differences arising on translation of the financial statements of foreign subsidiaries	換算海外附屬公司財務報表產生的匯兌差額	-	-	-	-	6,348	-	6,348	6,348
Total comprehensive income	全面收益總額	-	-	-	-	6,348	182,959	189,307	189,307
Transaction with owners	與擁有人的交易								
Share option scheme — value of services provided (note 10)	購股權計劃 — 已提供服務的價值 (附註10)	-	-	-	20,373	-	-	20,373	20,373
Balance at 31 December 2012	於二零一二年 十二月三十一日的結餘	103,773	1,230,276	(414,978)	20,373	70,605	800,785	1,707,061	1,810,834
For the year ended 31 December 2011	截至二零一一年 十二月三十一日止年度								
Balance at 1 January 2011	於二零一一年一月一日 的結餘	100,000	1,129,204	(414,978)	-	36,854	436,031	1,187,111	1,287,111
Comprehensive income	全面收益								
Profit for the year	年內溢利	-	-	-	-	-	181,795	181,795	181,795
Other comprehensive income	其他全面收益								
Exchange differences arising on translation of the financial statements of foreign subsidiaries	換算海外附屬公司財務報表產生的匯兌差額	-	-	-	-	27,403	-	27,403	27,403
Total comprehensive income	全面收益總額	-	-	-	-	27,403	181,795	209,198	209,198
Transaction with owners	與擁有人的交易								
Over-allotment of shares pursuant to the Global Offering (note 24(c))	根據全球發售超額配發的股份(附註24(c))	3,773	101,072	-	-	-	-	101,072	104,845
Balance at 31 December 2011	於二零一一年 十二月三十一日的結餘	103,773	1,230,276	(414,978)	-	64,257	617,826	1,497,381	1,601,154

The notes on pages 62 to 131 are an integral part of these consolidated financial statements.

第62至131頁的附註乃綜合財務報表的其中部分。

Consolidated Cash Flow Statement

綜合現金流量表

		Year ended 31 December 截至十二月三十一日止年度	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
		Notes 附註	
Cash flows from operating activities 經營業務的現金流量			
Cash generated from operations	經營所得現金	29(a)	230,632
Hong Kong profits tax paid	已付香港利得稅		(12,684)
PRC income tax paid	已付中國所得稅		(15,960)
Net cash generated from / (used in) operating activities	經營業務所得／(所用)現金淨額		201,988
Cash flows from investing activities 投資活動的現金流量			
Purchase of financial assets through profit or loss	購買計入溢利或虧損的金融資產		(8,386)
Purchase of property, plant and equipment	購置物業、廠房及設備		(2,762)
Interest received	已收利息		12,034
Net cash generated from investing activities	投資活動所得現金淨額		886
Cash flows from financing activities 融資活動的現金流量			
Proceeds from over-allotment of share pursuant to the Global Offering	根據全球發售超額配發股份所得款額		108,657
Payment of share issue expenses	支付發行股份開支		(3,812)
Increase in restricted cash	受限制現金增加		(13,171)
Net cash generated from financing activities	融資活動所得現金淨額		91,674
Net increase in cash and cash equivalents			202,874
Exchange gains on cash and cash equivalents	現金及現金等價物的匯兌收益		74,618
Cash and cash equivalents at beginning of the year	年初現金及現金等價物		3,261
			1,152,291
Cash and cash equivalents at end of the year	年終現金及現金等價物	23	1,358,426

The notes on pages 62 to 131 are an integral part of these consolidated financial statements.

第62至131頁的附註乃綜合財務報表的其中部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

1 GENERAL INFORMATION

PAX Global Technology Limited (the “Company”) is an investment holding company and together with its subsidiaries (collectively referred to as the “Group”) are principally engaged in the development and sale of electronic funds transfer point-of-sale (“EFT-POS”) products and provision of related services (collectively, the “EFT-POS terminal solutions business”).

The Company is a limited liability company incorporated in Bermuda. The Company was listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 20 December 2010. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

These financial statements are presented in thousands of units of Hong Kong dollars (HK\$’000), unless otherwise stated. These financial statements have been approved for issue by the Board of Directors on 14 March 2013.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

2.1 Basis of preparation

The consolidated financial statements of the Company have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by The Hong Kong Institute of Certified Public Accountants. The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets at fair value through profit or loss.

The preparation of financial statements in conformity with 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 areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 4.

1 一般資料

百富環球科技有限公司(「本公司」)為一間投資控股公司，連同其附屬公司(統稱「本集團」)主要從事開發及銷售電子支付銷售點(「EFT-POS」)產品及提供相關服務(統稱「EFT-POS終端機解決方案業務」)。

本公司為一間在百慕達註冊成立的有限責任公司。本公司於二零一零年十二月二十日在香港聯合交易所有限公司(「聯交所」)主板上市。本公司註冊辦事處的地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。

除另有所指外，此等綜合財務報表以千港元(千港元)為單位呈列。此等財務報表於二零一三年三月十四日獲董事會批准刊發。

2 主要會計政策概要

編製該等綜合財務報表所採用的主要會計政策載列如下。除另有說明外，該等政策於所有所呈列年度一直貫徹應用。

2.1 編製基準

本公司的綜合財務報表已根據香港會計師公會頒佈的香港財務報告準則(「香港財務報告準則」)編製。綜合財務報表則已按歷史成本法編製，並按公平值計量且其變動計入溢利或虧損的金融資產的重估作修訂。

編製符合香港財務報告準則的財務報表需使用若干重要會計估計，並要求管理層在應用本集團會計政策時作出判斷。涉及更高程度判斷或複雜性的領域或假設及估計對綜合財務報表而言屬重要的領域於下文附註4披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

2.1.1 Changes in accounting policy and disclosures

- (a) New and amended standards adopted by the Group:

There are no new and amended standards to existing HKFRS that are effective for the Group's accounting year commencing 1 January 2012 that could be expected to have a material impact on the Group.

- (b) New standards and interpretations not yet adopted:

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning after 1 January 2012, and have not been applied in preparing these consolidated financial statements. None of these is expected to have a significant effect on the consolidated financial statements of the Group, except the following set out below:

- Amendment to HKAS 1, "Financial statement presentation" regarding other comprehensive income. The main change resulting from these amendments is a requirement for entities to group items presented in "other comprehensive income" (OCI) on the basis of whether they are potentially reclassifiable to profit or loss subsequently (reclassification adjustments). The amendments do not address which items are presented in OCI.

2 主要會計政策概要(續)

2.1 編製基準(續)

2.1.1 會計政策及披露事項變動

- (a) 本集團所採納新訂及經修訂準則：

概無現有香港財務報告準則的新訂及經修訂準則於本集團二零一二年一月一日開始的會計年度生效且預期會對本集團產生重大影響。

- (b) 尚未採納的新訂準則及詮釋：

編製此等綜合財務報表時，並未應用多項於二零一二年一月一日之後開始年度期間生效的新訂準則以及準則及詮釋的修訂。除下列者外，預期此等新訂準則以及準則及詮釋的修訂不會對本集團綜合財務報表構成重大影響：

- 香港會計準則第1號的修訂，「財務報表呈報」有關全面收益。此等修訂所產生主要變動為規定實體以其後重新分類至溢利或虧損（重新分類調整）的可能性為準則，分類於「其他全面收益」呈報的項目。此等修訂並無處理哪一項目於其他全面收益呈報。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

2.1.1 Changes in accounting policy and disclosures (continued)

(b) New standards and interpretations not yet adopted: (continued)

- HKFRS 9, “Financial instruments”, addresses the classification, measurement and recognition of financial assets and financial liabilities. HKFRS 9 was issued in November 2009 and October 2010. It replaces the parts of HKAS 39 that relate to the classification and measurement of financial instruments. HKFRS 9 requires financial assets to be classified into two measurement categories: those measured as at fair value and those measured at amortised cost. The determination is made at initial recognition. The classification depends on the entity’s business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. For financial liabilities, the standard retains most of the HKAS 39 requirements. The main change is that, in cases where the fair value option is taken for financial liabilities, the part of a fair value change due to an entity’s own credit risk is recorded in other comprehensive income rather than the income statement, unless this creates an accounting mismatch. The Group is yet to assess HKFRS 9’s full impact and intends to adopt HKFRS 9 no later than the accounting period beginning on or after 1 January 2015. The Group will also consider the impact of the remaining phases of HKFRS 9 when completed by the Board.

2 主要會計政策概要(續)

2.1 編製基準(續)

2.1.1 會計政策及披露事項變動(續)

(b) 尚未採納的新訂準則及詮釋：(續)

- 香港財務報告準則第9號「金融工具」闡述金融資產及金融負債的分類、計量及確認。香港財務報告準則第9號於二零零九年十一月及二零一零年十月頒佈。該準則取代香港會計準則第39號中與金融工具的分類及計量相關部分。香港財務報告準則第9號規定金融資產分類為兩個計量類別：按公平值計量類別及按攤銷成本計量類別，於初步確認時作釐定。分類視乎實體管理其金融工具的業務模式及該工具的合約現金流量特徵而定。就金融負債而言，該準則保留香港會計準則第39號的大部分規定。主要變動為倘金融負債選擇以公平值列賬，則因實體本身信貸風險而產生的公平值變動部分於其他全面收益而非收益表入賬，除非會導致會計錯配。本集團尚未評估香港財務報告準則第9號的全面影響及擬不遲於二零一五年一月一日或之後開始的會計期間採納香港財務報告準則第9號。本集團亦將考慮董事會完成香港財務報告準則第9號餘下階段的影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

2.1.1 Changes in accounting policy and disclosures (continued)

(b) New standards and interpretations not yet adopted: (continued)

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

- HKFRS 12, “Disclosures of interests in other entities”, includes the disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, special purpose vehicles and other off balance sheet vehicles. The Group is yet to assess HKFRS 12’s full impact and intends to adopt HKFRS 12 no later than the accounting period beginning on or after 1 January 2013.

2 主要會計政策概要(續)

2.1 編製基準(續)

2.1.1 會計政策及披露事項變動(續)

(b) 尚未採納的新訂準則及詮釋：(續)

- 香港財務報告準則第10號「綜合財務報表」以現有原則為基礎，確定將控制權的概念作為釐定實體是否應計入母公司的綜合財務報表的因素。該準則在此難以評估的情況下提供協助釐定控制權的額外指引。本集團尚未評估香港財務報告準則第10號的全面影響及擬不遲於二零一三年一月一日或之後開始的會計期間採納香港財務報告準則第10號。

- 香港財務報告準則第12號「於其他實體權益的披露」包括就於共同安排、聯營公司、特殊目的工具及其他資產負債表外工具等其他實體的所有形式權益披露規定。本集團尚未評估香港財務報告準則第12號的全面影響及擬不遲於二零一三年一月一日或之後開始的會計期間採納香港財務報告準則第12號。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

2.1.1 Changes in accounting policy and disclosures (continued)

(b) New standards and interpretations not yet adopted: (continued)

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

There are no other HKFRS or HK(IFRIC) interpretations that are not yet effective that would be expected to have a material impact on the Group.

2 主要會計政策概要(續)

2.1 編製基準(續)

2.1.1 會計政策及披露事項變動(續)

(b) 尚未採納的新訂準則及詮釋：(續)

- 香港財務報告準則第13號「公平值計量」旨在透過提供公平值的精確定義及公平值計量的單一來源及於香港財務報告準則使用的披露規定而提升一致性及減低複雜性。該等規定大致上平衡香港財務報告準則及美國公認會計準則並不擴大公平值會計的使用，惟就其使用在已由香港財務報告準則或美國公認會計原則內其他準則規定或准許的情況下應如何應用提供指引。本集團尚未評估香港財務報告準則第13號的全面影響及擬不遲於二零一三年一月一日或之後開始的會計期間採納香港財務報告準則第13號。

並無其他尚未生效的香港財務報告準則或香港(國際財務報告詮釋委員會)詮釋預期將對本集團產生重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Consolidation and combination

2.2.1 Subsidiaries

Subsidiaries are all entities over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. The group also assesses existence of control where it does not have more than 50% of the voting power but is able to govern the financial and operating policies by virtue of de-facto control.

De-facto control may arise from circumstances where it does not have more than 50% of the voting power but is able to govern the financial and operating policies by virtue of de-facto control.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

Inter-company transactions, balances, income and expenses on transactions between group companies are eliminated. Profits and losses resulting from inter-company transactions that are recognised in assets are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

2 主要會計政策概要(續)

2.2 綜合及合併

2.2.1 附屬公司

附屬公司指本集團有權管理其財務及營運政策，且一般而言擁有其過半數投票權的所有實體。於評估本集團是否控制另一實體時，會考慮現時可行使或可轉換的潛在投票權的存在及影響。如本集團不持有超過50%投票權，但有能力基於實質控制權而管控財務和經營政策，也會評估是否存在控制權。

倘投票權不過50%惟可基於實際控制權支配其財務及營運政策時，則存在實際控制權。

附屬公司由控制權轉讓予本集團當日起全面綜合，並於控制權終止當日取消綜合。

公司間交易、集團內公司間交易的結餘、收益及開支均予以對銷。於資產內確認的公司間交易產生的溢盈虧亦會抵銷。附屬公司的會計政策已作必要修改，以確保與本集團採納的政策保持一致。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Consolidation and combination (continued)

2.2.1 Subsidiaries (continued)

(a) Business combination

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

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in the consolidated income statement.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with HKAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

2 主要會計政策概要(續)

2.2 綜合及合併(續)

2.2.1 附屬公司(續)

(a) 業務合併

本集團採用收購會計法計算業務合併。收購附屬公司的已轉讓代價為所轉讓資產、所收購對象先前擁有人產生的負債及本集團發行的股權的公平值。所轉讓代價包括或然代價安排產生的任何資產或負債的公平值。於業務合併收購的可識別資產以及承擔的負債及或然負債，初步按收購日期的公平值計量。本集團按逐項收購基準，以公平值或按已確認收購對象可識別資產淨值中非控股權益的比例，確認收購對象中任何非控股權益。

收購相關成本為於產生時支銷。

倘業務合併分階段完成，收購方過往於收購對象所持股權於收購日期的賬面值，重新計量至收購日期公平值；該項重新計量所產生任何收益或虧損，於綜合收益表確認。

本集團將轉讓的任何或然代價，按收購日期公平值確認。視為資產或負債的或然代價公平值其後變動，根據香港會計準則第39號於溢利或虧損確認，或按其他全面收益變動確認。分類為權益的或然代價不加以重新計量，其後結算於權益入賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Consolidation and combination (continued)

2.2.1 Subsidiaries (continued)

(a) *Business combination (continued)*

Goodwill is initially measured as the excess of the aggregate of the consideration transferred and the fair value of non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised in the consolidated income statement.

(b) *Changes in ownership interests in subsidiaries without change of control*

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions — that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

(c) *Disposal of subsidiaries*

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in the consolidated income statement. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associated company, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to the consolidated income statement.

2 主要會計政策概要(續)

2.2 綜合及合併(續)

2.2.1 附屬公司(續)

(a) *業務合併(續)*

商譽初步按總轉讓代價及超出所收購可識別資產淨值及所承擔負債的非控股權益公平值計量。倘此代價低於所收購附屬公司資產淨值的公平值，則差額於綜合收益表中確認。

(b) *不導致失去控制權的附屬公司擁有權權益的變動*

不導致失去控制權的非控股權益交易入賬列作權益交易，即以彼等為擁有人的身分與擁有人進行交易。任何已付代價公平值及所收購相關應佔附屬公司資產淨值賬面值的差額列作權益。向非控股權益出售的盈虧亦列作權益。

(c) *出售附屬公司*

本集團失去控制權時，於實體的任何保留權益按失去控制權當日的公平值重新計量，有關賬面值變動在綜合收益表確認。就其後入賬列作聯營公司、合營企業或金融資產的保留權益，其公平值為初始賬面值。此外，先前於其他全面收益確認與該實體有關的任何金額，按猶如本集團已直接出售有關資產或負債的方式入賬。此可能意味先前在其他全面收益確認的金額重新分類至綜合收益表。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Consolidation and combination (continued)

2.2.2 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost also includes direct attributable cost of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend and receivable.

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

2.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Executive Directors that make strategic decisions.

2.4 Foreign currency translation

(a) Functional and presentation currency

Items included in the consolidated financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates or the currency in which funds from financing activities are generated (the "functional currency"). The consolidated financial statements are presented in HK\$, which is the Company's functional currency and the Group's presentation currency.

2 主要會計政策概要(續)

2.2 綜合及合併(續)

2.2.2 獨立財務報表

於附屬公司的投資按成本值扣除減值列賬。成本亦包括直接應佔投資成本。附屬公司的業績乃由本公司按股息及應收款項基準入賬。

倘股息超出附屬公司宣派股息期間全面收益總額，或倘獨立財務報表中投資賬面值超出綜合財務報表所示投資對象資產淨值(包括商譽)的賬面值，則須於自該等投資收取股息時，對該等附屬公司的投資進行減值測試。

2.3 分部報告

經營分部乃以與向主要經營決策者提交內部報告一致的方式呈報。主要經營決策者負責於有關期間分配資源、評估經營分部的表現及作出策略決策，已被確認為就合併實體作出策略決策的執行董事。

2.4 外幣換算

(a) 功能及呈報貨幣

本集團各實體於綜合財務報表內入賬的項目採用有關實體經營所在主要經濟環境的貨幣或融資活動產生資金的貨幣(「功能貨幣」)計量。綜合財務報表以港元呈報，而港元為本公司的功能貨幣及本集團的呈報貨幣。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 Foreign currency translation (continued)

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end/period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated income statement.

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

(c) Group companies

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

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- (iii) all resulting exchange differences are recognised as a separate component of equity.

2 主要會計政策概要(續)

2.4 外幣換算(續)

(b) 交易及結餘

外幣交易按交易當日適用之匯率或重新計量項目之估值換算為功能貨幣。因結算交易及按年末/期末匯率換算以外幣列值的貨幣資產及負債產生的外匯損益均於綜合收益表確認。

非貨幣金融資產與負債(如按公平值計量且其變動計入溢利或虧損的股權)的匯兌差額於損益中確認為公平值收益或虧損的一部分。非貨幣金融資產(如分類為可供出售金融資產的股權)的匯兌差額計入其他全面收益。

(c) 集團公司

功能貨幣與呈報貨幣不相同的所有集團實體(全部均非高通貨經濟的貨幣)的業績及財務狀況,按以下方式換算為呈報貨幣:

- (i) 各資產負債表所呈列資產及負債,按結算日的收市匯率換算;
- (ii) 各收益表的收入及支出均按平均匯率換算, (惟此平均值並非該等交易日期通行匯率具累積效果的合理約數除外。在此情況下,收入及支出將按交易日期匯率換算);及
- (iii) 所有匯兌差額將確認為個別權益項目。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 Foreign currency translation (continued)

(c) Group companies (continued)

On consolidation, exchange differences arising from the translation of the net investment in foreign entities are taken to other comprehensive income. When a foreign operation is sold, exchange differences that were recorded in equity are recognised in the consolidated income statement as part of the gain or loss on sale.

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

2.5 Property, plant and equipment

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

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

2 主要會計政策概要(續)

2.4 外幣換算(續)

(c) 集團公司(續)

合併賬目時，換算於海外實體的投資淨額所產生匯兌差額計入其他全面收入。出售海外業務時，記入權益的匯兌差額於綜合收益表確認為出售收益或虧損的一部分。

收購海外實體產生的商譽及公平值調整視為該海外實體的資產和負債，並按收市匯率換算。

2.5 物業、廠房及設備

所有物業、廠房及設備按歷史成本減折舊及減值虧損入賬。歷史成本包括收購此等項目直接應佔開支。

當與項目有關的未來經濟利益可能流入本集團，以及項目成本能可靠計算時，其後成本才會計入資產的賬面值或確認為獨立資產(如適用)。所有其他維修及保養費於產生的財政期間在綜合收益表支銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.5 Property, plant and equipment (continued)

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate cost to their residual values over their estimated useful lives, as follows:

Buildings	5%–10%
Leasehold improvements	20% or over lease terms, whichever is shorter
Office furniture and equipment	18%–25%
Plant and equipment	9%–25%
Motor vehicles	18%–25%

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

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

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

2.6 Leasehold land

Leasehold land is stated at cost less accumulated amortisation and impairment losses. Cost represents upfront prepayments made for the rights to use the land for periods varying from 10 to 50 years. Amortisation of leasehold land is expensed in the consolidated income statement on a straight-line basis over the period of the lease or when there is impairment, the impairment is expensed in the consolidated income statement.

2 主要會計政策概要(續)

2.5 物業、廠房及設備(續)

物業、廠房及設備的折舊以直線法於其估計可用年期限內分配其成本至剩餘價值。所採用年率如下：

樓宇	5%–10%
租賃物業裝修	20% 或按租賃年期(以較短者為準)
辦公室傢俱及設備	18%–25%
廠房及設備	9%–25%
汽車	18%–25%

資產的剩餘價值及可用年期會於各結算日審閱及調整(如適用)。

倘資產的賬面值超過其估計可收回金額，則其賬面值將即時撇減至其可收回金額。

出售資產的收益或虧損指出售所得款項與有關資產賬面值之間差額，並於綜合收益表的行政開支內確認。

2.6 租賃土地

租賃土地按成本減累計攤銷及減值虧損列賬。成本指就使用土地權利而支付之預付款項，為期10至50年。租賃土地攤銷於租期內按直線法在綜合收益表支銷，或當出現減值，有關減值在綜合收益表支銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.7 Impairment of investments in a subsidiary and non-financial assets

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

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

2.8 Financial assets

2.8.1 Classification

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

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

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if expected to be settled within 12 months; otherwise, they are classified as non-current.

2 主要會計政策概要(續)

2.7 投資附屬公司及非金融資產的減值

倘發生任何可能導致未能收回資產賬面值的事項或情況變化，本集團將檢討該資產的減值情況。減值虧損為資產賬面值超越其可收回價值的數額。可收回金額為資產公平價值減出售成本後的價值，與其使用價值之間的較高者。就評估資產減值而言，本集團按可個別可識別其現金流量(現金產生單位)的最低水平劃分資產類別。除商譽外，已蒙受減值的非金融資產在每個結算日均就減值是否可以撥回進行檢討。

於附屬公司的投資的減值評估須於自該等投資收取股息時作出，倘若派發股息期內股息超出附屬公司或聯營公司的全面收入總額或倘若於個別財務報表內投資的賬面值超出綜合財務報表內受投資公司資產淨值(包括商譽)的賬面值。

2.8 金融資產

2.8.1 分類

本集團將其金融資產劃分為以下類別：按公平值計量且其變動計入溢利或虧損以及貸款及應收款項。分類取決於收購金融資產的目的。管理層於初步確認時釐定其金融資產的分類。

(a) *按公平值計量且其變動計入溢利或虧損的金融資產*

按公平值計量且其變動計入溢利或虧損的金融資產乃持作出售的金融資產。倘收購主要旨在於短期內售出，則於此類別分類。除指定為對沖者外，衍生工具亦分類為持作出售。於此類別的資產倘預期於12個月內結算，則分類為流動資產，否則一概分類為非流動資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.8 Financial assets (continued)

2.8.1 Classification (continued)

(b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for those that are not expected to be realised within the normal operating cycle of the EFT-POS terminal solutions business. These are classified as non-current assets. Loans and receivables include trade and bills receivables, deposits and other receivables, restricted cash and cash at bank and on hand in the consolidated balance sheet (Notes 2.12 and 2.13).

2.8.2 Recognition and measurement

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

2.9 Offsetting financial instruments

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

2 主要會計政策概要(續)

2.8 金融資產(續)

2.8.1 分類(續)

(b) 貸款及應收款項

貸款及應收款項為並無於活躍市場掛牌而有固定或待付的非衍生金融資產。貸款及應收款項計入流動資產，惟預期不會於EFT-POS終端機解決方案業務的正常經營週期中變現者除外。此等貸款及應收款項分類為非流動資產。貸款及應收款項包括綜合資產負債表內的應收賬款及應收票據、按金及其他應收款項、受限制現金以及銀行及手上現金(附註2.12及2.13)。

2.8.2 確認及計量

以日常方式買賣的金融資產於交易日確認，交易日為本集團承諾購買或出售資產之日。就所有並非按公平值計量且其變動計入溢利或虧損的金融資產而言，投資初步按公平值加交易成本確認。按公平值計量且其變動計入溢利或虧損的金融資產初步按公平值確認，交易成本則於綜合收益表支銷。倘收取投資現金流量的權利屆滿或轉移且本集團已將所有權絕大部分風險及所有回報轉移，則終止確認金融資產。按公平值計量且其變動計入溢利或虧損的金融資產其後按公平值列賬。貸款及應收款項其後採用實際利率法按攤銷成本列賬。

2.9 金融工具抵銷

倘若存在合法可強制執行的權利以抵銷所確認金額及擬按淨額基準結算或變現資產及同時結算負債，則金融資產與負債相互抵銷，而淨額於資產負債表內呈報。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.10 Impairment of financial assets

Assets carried at amortised cost

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

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

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

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

Impairment testing of trade and other receivables is described in note 2.12.

2 主要會計政策概要(續)

2.10 金融資產減值

按攤銷成本列賬之資產

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

減值證據可包括債務人或一組債務人正面臨重大財務困難、違約或未能償還利息或本金、彼等有可能破產或進行其他財務重組，以及有可觀察得到的數據顯示估計未來現金流量出現可計量的減少，例如欠款數目變動或出現與違約相關的經濟狀況。

就貸款及應收賬款類別而言，損失金額乃根據資產賬面值與按金融資產原實際利率貼現而估計未來現金流量(不包括仍未產生的未來信用損失)的現值兩者的差額計量。資產賬面值予以削減，而損失金額則在綜合收益表確認。如貸款或持有至到期投資有浮動利率，計量任何減值損失的貼現率為按合同釐定的當前實際利率。在實際應用中，本集團可利用可觀察的市場價格，按工具的公平值計量減值。

如在隨後期間，減值虧損的數額減少，而此減少可客觀地聯繫至減值在確認後才發生的事件(例如債務人的信用評級有所改善)，則之前已確認的減值虧損可在綜合收益表轉回。

應收賬款及其他應收款項的減值評估於附註2.12闡述。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.11 Inventories

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

2.12 Trade, bills and other receivables

Trade, bills and other receivables including retention money receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade, bills and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation and default or delinquency in payments are considered indication that the receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the assets is reduced through the use of an allowance account, and the amount of the loss is recognised in the consolidated income statement within administrative expenses. When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited against administrative expenses in the consolidated income statement.

2.13 Cash at bank and on hand

Cash at bank and on hand include cash in hand and deposits held at call with banks with original maturities of three months or less.

2.14 Share capital

Ordinary shares are classified as equity.

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

2 主要會計政策概要(續)

2.11 存貨

存貨乃以成本值及可變現淨值兩者中較低者列賬。成本以加權平均法釐定。製成品及在製品的成本包括原材料及有關生產經常開支(按正常營運能力計算)。可變現淨值為正常業務過程中的估計售價扣除適用的可變銷售開支。

2.12 應收賬款、應收票據及其他應收款項

應收賬款、應收票據及其他應收款項(包括應收預扣金額)初步按公平價值確認,其後利用實際利率法按攤銷成本減減值撥備計量。當有客觀證據顯示本集團未能根據應收款項的原訂條款收回所有到期款項,即就應收賬款、應收票據及其他應收款項作出減值撥備。債務人的重大財務困難、債務人可能破產或進行債務重組,以及拖欠或逾期付款,均被視為應收款項已減值的跡象。撥備金額為資產的賬面值與按原實際利率折現的估計未來現金流量的現值的差額。資產的賬面值通過撥備賬調減,虧損金額在綜合收益表內行政開支項下確認。當應收賬款不可收回時,該金額在應收賬款撥備賬中撇銷。其後收回早前撇銷的金額則撥回扣除綜合收益表中的行政開支。

2.13 銀行及手上現金

銀行及手上現金包括手頭現金及原定到期日為三個月或以下的銀行活期存款。

2.14 股本

普通股分類為權益。

直接歸屬於發行新股份或購股權的新增成本於權益中呈列為所得款項的減少(扣除稅項)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.15 Trade payables

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

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

2.16 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Transaction costs are incremental costs that are directly attributable to the acquisition and issue of borrowings including fees and commissions paid to agents, advisers, brokers and dealers, levies by regulatory agencies and securities exchanges, and transfer taxes and duties. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated income statement over the period of the borrowings using the effective interest method.

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

2.17 Borrowing costs

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

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

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

2.18 Current and deferred income tax

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

2 主要會計政策概要(續)

2.15 應付賬款

應付賬款是企業日常業務從供應商提供商品或勞務中須支付的義務。如果付款期限少於一年(或若更長在企業正常營業週期)，則被歸類為流動負債。否則，將歸為非流動負債。

應付賬款初步按公平值確認，其後使用實際利率法按攤銷成本計算。

2.16 借款

借款初步以公平值確認(扣除所產生的交易成本)。交易成本為收購及發行借款的直接遞增成本，包括支付予代理人、顧問、經紀及經銷商的費用及佣金，以及監管機構及證券交易所徵收的徵費，以及轉讓稅項及徵稅。借款其後按攤銷成本列賬。所得款項(扣除交易成本)與贖回價值間的任何差額，乃以實際利率法於借款期間在綜合收益表確認。

借款歸類為流動負債，除非本集團有權無條件將債項延長至結算日後最少12個月後清償則作別論。

2.17 借款成本

可直接歸屬且需經較長時間的購建活動方能達至預定可使用或出售狀態的合資格資產購建或生產的一般及特定借款成本，計入該等資產的成本，直至達至其預定可使用或出售狀態為止。

特定借款於撥作合資格資產的支出前用作短暫投資所賺取的投資收入，會自撥作資本的借款成本中扣除。

所有其他借款成本於產生時在損益確認。

2.18 當期及遞延所得稅

本年度稅項開支包括當期及遞延稅項。稅項於綜合收益表確認，稅項是有關於其他全面收益項下直接確認或直接計入權益的項目除外。在此情況下，稅項亦分別於其他全面收益或直接於權益內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.18 Current and deferred income tax (continued)

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

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

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

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

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

2 主要會計政策概要(續)

2.18 當期及遞延所得稅(續)

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

遞延所得稅乃就資產與負債的稅基及有關資產與負債於合併財務報表中的賬面值兩者的暫時差額，以負債法確認。然而，倘遞延所得稅乃產生自於交易(業務合併除外)，而當時的交易並無影響會計或應課稅溢利或虧損，則不會列賬。遞延所得稅乃以於結算日制定或實質制定的稅率(及法例)釐定，並預期於變現相關遞延所得稅資產或償還遞延所得稅負債時適用。

遞延所得稅資產於有未來應課稅溢利可用作抵銷暫時差額方予以確認。

本集團就附屬公司投資產生的暫時差額作出遞延所得稅撥備，除非就遞延所得稅負債而言本集團可控制撥回該暫時差額的時間，且該暫時差額於可預見未來可能不會撥回則屬例外。

當有合法可強制執行權利將當期稅項資產與當期稅項負債抵銷，且遞延所得稅涉及稅務機關向同一應課稅實體或不同應課稅實體徵收但擬按淨額基準結算結餘，則可將遞延所得稅資產與負債互相抵銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.19 Employee benefits

(a) Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision, where appropriate, is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(b) Pension obligations

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "Pension Scheme") set up pursuant to the Mandatory Provident Fund Schemes Ordinance, for all of its employees in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to the consolidated income statement as they become payable in accordance with the rules of the Pension Scheme. The assets of the Pension Scheme are held separately from those of the Group in an independently administrated fund. The Group's employer contributions vest fully with the employees when contributed to the Pension Scheme, except for the Group's employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to vesting fully in the contributions, in accordance with the rules of the Pension Scheme.

The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as an employee benefit expense when they are due and are reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

2 主要會計政策概要(續)

2.19 僱員福利

(a) 僱員應有假期

僱員獲享的年假在僱員可享有時確認。本集團會對僱員服務至結算日所累積的年假估算負債作出撥備(倘適用)。

僱員獲享的病假及產假直至僱員休假之時方會確認。

(b) 退休金責任

本集團為其所有香港僱員運作一個根據強制性公積金計劃條例設立的定額供款強制性公積金退休計劃(「退休計劃」)。退休計劃的供款按僱員基本薪金的某個百分比計算，並於根據退休計劃規定應支付供款時在綜合收益表扣除。退休計劃的資產與本集團的資產分開持有，並由獨立管理基金保管。本集團的僱主供款在向退休計劃作出供款時悉數歸屬僱員，惟本集團作出的僱主自願供款，會按照退休計劃的規則在僱員於有關供款全數歸屬前離職時退回予本集團。

本集團於支付供款後即無其他付款責任。供款於到期應付及被僱員於供款全數歸屬前離職所沒收供款抵銷時確認。預付供款於退回現金或可對銷未來供款時確認為資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.19 Employee benefits (continued)

(b) Pension obligations (continued)

In addition, pursuant to the government regulations in the People's Republic of China (the "PRC"), the Group is required to contribute an amount to certain retirement benefit schemes based on approximately 7% to 20% of the wages for the year/period of those employees in the PRC. The local municipal government undertakes to assume the retirement benefits obligations of those employees of the Group. Contributions to these retirement benefits schemes are charged to the consolidated income statement as incurred.

(c) Profit sharing and bonus plans

The Group recognises a liability and an expense for bonuses and profit-sharing, based on a formula that takes into consideration the profit attributable to the Company's shareholders after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

2.20 Share-based payments

(a) Equity-settled share based payment transactions

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

- including any market performance conditions;
- excluding the impact of any service and non-market performance vesting conditions (for example, remaining an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions.

2 主要會計政策概要(續)

2.19 僱員福利(續)

(b) 退休金責任(續)

此外，根據中華人民共和國(「中國」)政府的規例，本集團須按中國員工該年度/期間的工資約7%至20%就若干退休福利計劃作出供款，由地方市政府承擔該等本集團僱員的退休福利責任。就該等退休福利計劃作出的供款於產生時在綜合收益表中扣除。

(c) 溢利分享及花紅計劃

本集團按照特定計算方法就花紅及溢利分享確認負債及開支，該計算方法已計入本公司股東應佔溢利並作出若干調整。當出現合約責任或過往慣例引致推定責任時，本集團即確認撥備。

2.20 以股份為基礎支付

(a) 按股本結算以股份為基礎支付交易

本集團推行一項按股本結算、以股份為基礎支付酬金的計劃，據此，實體從其僱員獲得服務作為換取本集團權益工具(購股權)的代價。為換取授出購股權而獲得僱員服務的公平值乃確認為開支。列作開支的總金額，乃參照已授出的購股權的公平值釐定：

- 包括任何市場表現情況；
- 不包括任何服務及非市場表現歸屬條件(例如有關人士於一段特定期間內是否仍為該實體的僱員)；及
- 包括任何非歸屬條件的影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.20 Share-based payments (continued)

(a) Equity-settled share based payment transactions (continued)

Non-market performance and service conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

In addition, in some circumstances employees may provide services in advance of the grant date and therefore the grant date fair value is estimated for the purposes of recognising the expense during the period between service commencement period and grant date.

At the end of each reporting period, the Group revises its estimates of the number of options that are expected to vest based on the non-marketing performance and service conditions. It recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

(b) Share-based payment transactions among group entities

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

2 主要會計政策概要(續)

2.20 以股份為基礎支付(續)

(a) 按股本結算以股份為基礎支付交易(續)

非市場表現及服務條件包括在有關預期可予歸屬購股權數目的假設內。總開支乃在歸屬期確認，歸屬期即符合所有特定歸屬條件的期間。

此外，若干情況下僱員可在授出日期前提供服務，因此，授出日期的公平值乃為確認服務開始期間與授出日期期間的開支而估計。

於各報告期間結算日，本集團會修訂其對根據非市場表現及服務條件預期將歸屬的購股權數目的估計。其於收益表確認對原來估計作出修訂的影響(如有)，並在權益作出相應調整。

於認股權獲行使時，本公司發行新股份。已收所得款項於減去所有直接應佔交易成本後撥入股本(面值)及股份溢價。

(b) 集團實體間以股份為基礎支付交易

本公司向為本集團工作的附屬公司僱員所授出其股本工具的認股權被視為資本出資。所獲得僱員服務的公平值乃參考授出日期的公平值計量，於歸屬期內確認為增加對附屬公司的投資，並相應計入母公司實體賬目的權益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.21 Provisions

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

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2.22 Revenue recognition

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

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and when specific criteria have been met for each of the Group's activities as described below. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

(a) Sales of goods

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

(b) Provision of service

Revenue from fixed-price contracts is generally recognised in the period in which the services are provided, using the straight-line basis over the terms of contracts.

2 主要會計政策概要(續)

2.21 撥備

當本集團因過往事件承擔現有法律或推定責任，而解除責任很有可能導致資源流出，且金額能夠可靠計算的情況下，便會確認撥備。

倘承擔若干類似責任，於釐定解除責任是否導致資源流出時，將以整類責任類別為考慮。即使同類責任當中任何一項導致資源流出可能性甚低，亦會確認撥備。

撥備採用稅前利率按照預期需結算有關責任的支出現值計量，該利率反映當時市場對金錢時間值和有關責任固有風險的評估。隨著時間過去而增加的撥備確認為利息開支。

2.22 收入確認

收入包括本集團於日常業務中銷售貨品收取或應收代價的公平值。所示收入已扣除增值稅、退貨、回扣及折扣，並抵銷本集團內公司間的銷售。

當收入金額能夠可靠計量，且未來經濟利益有可能流入有關實體，並已符合本集團各業務所訂的個別條件(如下文所述)時，本集團將確認收入。本集團將根據其以往業績並考慮客戶類別、交易種類及各項安排的特點作出估計。

(a) 銷售貨品

當集團旗下實體交付產品予客戶及客戶接納產品時，且合理確定可以收回相關應收款項(包括應收預扣金額)，即確認銷售貨品收入。

(b) 提供服務

來自固定價格合約的收入一般於提供服務期間於合約期內按直線法基準確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.22 Revenue recognition (continued)

(c) Interest income

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

2.23 Leases (as the lessee for operating leases)

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

2.24 Value added tax refund

Value added tax refund are recognised in other income in the consolidated income statement when there is a reasonable assurance that the refund will be received which generally occurs upon the receipt of the approval of tax refund from the local tax bureau.

2.25 Government grants

Grants from the government for High and New Technology Enterprise are recognised in "other income" in the consolidated income statement at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all the attached conditions.

2.26 Research and development

Research expenditure is expensed as incurred. Costs incurred on development projects (relating to the design and testing of new or improved products) are recognised as intangible assets when it is probable that the project will be a success considering its commercial and technological feasibility, and costs can be measured reliably. Other development expenditures are expensed as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

2.27 Dividend distribution

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

2 主要會計政策概要(續)

2.22 收入確認(續)

(c) 利息收入

利息收入以實際利率法按時間比例確認。

2.23 租約(經營租約的承租人)

凡擁有權所涉及大部分風險及回報由出租人保留的租約，均列作經營租約。根據經營租約所付租金在扣除來自出租人的任何優惠後，在租約年期內以直線法在綜合收益表支銷。

2.24 增值稅退稅

倘有合理保證可收到退稅，本集團乃於綜合收益表的其他收入內確認增值稅退稅。

2.25 政府資助

倘有合理保證可收到政府資助而本集團亦將會遵行所有附帶條件時，該對高新科技企業政府資助將會按公平值於綜合收益表「其他收入」確認。

2.26 研發

研究開支於產生時支銷。考慮其商業及技術可行性而認為該項目將成功且成本能可靠地計量時，於發展項目產生的成本(有關設計及測試新產品或改良產品)確認為無形資產。其他發展開支於產生時支銷。過往確認為開支的發展成本不會於往後期間確認為資產。

2.27 股息分派

向本公司股東分派的股息於股東批准股息期內，在本集團的財務報表或董事(視乎適用情況)內確認為負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: foreign exchange risk, price risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Foreign exchange risk

The Group's foreign currency transactions are mainly denominated in Renminbi ("RMB"), HK\$, United States dollar ("US\$") and Euro ("EUR"). The majority of assets and liabilities are denominated in RMB, HK\$ and US\$, and there are no significant assets and liabilities denominated in other currencies. The Group is subject to foreign exchange rate risk arising from future commercial transactions and recognised assets and liabilities which are denominated in a currency other than HK\$, RMB or US\$, which are the functional currencies of the major operating companies within the Group. The Group currently does not hedge its foreign currency exposure.

The management considers the foreign exchange risk with respect to US\$ is not significant as HK\$ is pegged to US\$ and transactions denominated in US\$ are mainly carried out by entities with the same functional currency. The exchange rate of RMB to HK\$ is subject to the rules and regulations of foreign exchange control promulgated by the PRC government. The Group manages its foreign currency risk by closely monitoring the movement of the foreign currency rates.

For companies with HK\$ as their functional currency

As at 31 December 2012, if RMB had weakened/strengthened by 5% against HK\$ with all other variables held constant, profit for the year and equity of the Group would have been approximately HK\$1,075,000 (2011: HK\$1,067,000) lower/higher, respectively, mainly as a result of the foreign exchange difference on translation of RMB denominated cash at bank and on hand and the current account with related parties.

3 財務風險管理

3.1 財務風險因素

本集團的活動面對多種財務風險：外匯風險、價格風險、信貸風險、流動資金風險及利率風險。本集團的整體風險管理計劃針對金融市場的不可預測性，力求將對本集團財務表現所造成的潛在不利影響降至最低。

(a) 外匯風險

本集團的外幣交易主要以人民幣(「人民幣」)、港元、美元(「美元」)及歐元(「歐元」)計值。大部分資產及負債亦以人民幣、港元及美元計值，並無重大資產及負債以其他貨幣計值。本集團面對並非以港元、人民幣或美元(本集團旗下主要營運公司的功能貨幣)計值的未來商業交易及已確認資產及負債所產生的外匯風險。現時，本集團現時並無對沖其外幣風險。

管理層認為，與美元有關的外匯風險並不重大，乃因港元與美元掛鈎，加上美元計值的交易主要由採用同種功能貨幣的實體進行。人民幣兌港元的匯率須遵守中國政府頒佈的外匯管制規則及規例。本集團透過密切監控外幣匯率的變動來管控其外幣風險。

以港元為其功能貨幣的公司

於二零一二年十二月三十一日，倘人民幣兌港元貶值/升值5%，而所有其他可變因素維持不變，本集團年內溢利及權益將減少/增加約1,075,000港元(二零一一年：1,067,000港元)，主要由於換算以人民幣為單位的銀行及手上現金及關聯方往來賬目產生外匯差異所致。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) Foreign exchange risk (continued)

As at 31 December 2012, if EUR had weakened/strengthened by 5% against HK\$ with all other variables held constant, profit for the year and equity of the Group would have been approximately HK\$26,000 (2011: HK\$78,000) lower/higher, respectively, mainly as a result of the foreign exchange difference on translation of EUR denominated cash at bank and on hand.

For the company with RMB as its functional currency

As at 31 December 2012, if HK\$ had weakened/strengthened by 5% against RMB with all other variables held constant, profit for the year and equity of the Group would have been approximately HK\$2,698,000 (2011: HK\$1,428,000) lower/higher, respectively, mainly as a result of the foreign exchange difference on translation of HK\$ denominated cash at bank and on hand and the current account with related parties.

As at 31 December 2012, if US\$ had weakened/strengthened by 5% against RMB with all other variables held constant, profit for the year and equity of the Group would have been approximately HK\$1,000 higher/lower (2011: HK\$46,000 lower/higher), respectively, mainly as a result of the foreign exchange difference on translation of US\$ denominated cash at bank and on hand and the current account with related parties.

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 外匯風險(續)

於二零一二年十二月三十一日，倘歐元兌港元貶值／升值5%，而所有其他可變因素維持不變，本集團年內溢利及權益將分別減少／增加約26,000港元(二零一一年：78,000港元)，主要由於換算以歐元為單位的銀行及手上現金產生的外匯差異所致。

以人民幣為其功能貨幣的公司

於二零一二年十二月三十一日，倘港元兌人民幣貶值／升值5%，而所有其他可變因素維持不變，本集團年內溢利及權益將減少／增加約2,698,000港元(二零一一年：1,428,000港元)，主要由於換算以港元為單位的銀行及手上現金及關聯方往來賬目產生外匯差異所致。

於二零一二年十二月三十一日，倘美元兌人民幣貶值／升值5%，而所有其他可變因素維持不變，本集團年內溢利及權益將分別增加／減少約1,000港元(二零一一年：減少／增加46,000港元)，主要由於換算以美元為單位的銀行及手上現金及關聯方往來賬目產生的外匯差異所致。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Price risk

The Group is exposed to equity securities price risk because investment held by the Group is classified on the consolidated balance sheet as fair value through profit or loss. The Group is not exposed to commodity price risk. To manage its price risk arising from investments in equity securities, investment decision is made in accordance with the guideline and limits set by the Executive Directors.

(c) Credit risk

The Group is exposed to credit risk in relation to its trade, bills and other receivables, financial assets at fair value through profit or loss, restricted cash and deposits with banks.

The carrying amounts of trade, bills and other receivables, financial assets at fair value through profit or loss, restricted cash and deposits with banks represent the Group's maximum exposure to credit risk in relation to financial assets.

To manage this risk, deposits of the Group are mainly placed with state-owned financial institutions and reputable banks. The Group has policies in place to ensure that sales are made to reputable and creditworthy customers with an appropriate financial strength, credit history and an appropriate percentage of down payments. It also has other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews regularly the authorisation of credit limits to individual customers and recoverable amount of each individual trade receivables to ensure that adequate impairment losses are made for irrecoverable amounts.

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 價格風險

由於本集團所持投資在綜合資產負債表分類為按公平值計量且其變動計入溢利或虧損，故本集團面對股本證券價格風險。本集團並無面對商品價格風險。為管理股本證券投資產生之價格風險，本集團按照投資指引及執行董事制定之限制制定投資決策。

(c) 信貸風險

本集團承受與其應收賬款、應收票據及其他應收款項、按公平值計量且其變動計入溢利或虧損的金融資產、受限制現金及銀行存款有關的信貸風險。

應收賬款、應收票據及其他應收款項、按公平值計量且其變動計入溢利或虧損的金融資產、受限制現金及銀行存款的賬面值乃本集團所面對有關金融資產的最大信貸風險。

為管控該風險，本集團的存款主要存入國有金融機構及有良好信譽的銀行。本集團已制定政策以確保銷售予擁有相當財政實力、信用歷史及支付適當百分比首期付款的信譽良好客戶，亦制定其他監控程序以確保採取跟進措施收回逾期債務。此外，本集團定期審核個人客戶的信用限額授權及每項個別應收賬款的可收回金額，以確保已就不可收回款項計提充分的減值虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(c) Credit risk (continued)

The Group has concentration of credit risk. Sales of goods and services to the top five customers constituted 40.4% (2011: 55.9%) of the Group's revenue for the year ended 31 December 2012. They accounted for approximately 66.2% (2011: 73.0%) of the gross trade receivable balances as at 31 December 2012. Collections of outstanding receivable balances are closely monitored on an ongoing basis to minimise such credit risk.

(d) Liquidity risk

With prudent liquidity risk management, the Group aims to maintain sufficient cash at bank and on hand and ensure the availability of funding through an adequate amount of available financing, including short-term bank borrowings. Due to the dynamic nature of the underlying businesses, the Group's finance department maintains flexibility in funding by maintaining adequate amount of cash at bank and on hand and flexibility in funding through having available sources of financing.

Surplus cash held by the operating entities over and above the balance required for working capital management are transferred to interest bearing bank deposits with appropriate maturities to manage its overall liquidity position. As at 31 December 2012, the Group maintained cash at bank and on hand of approximately HK\$1,358,426,000 (2011: HK\$1,152,291,000), that are expected to be readily available and sufficient to meet the cash outflows of its financial liabilities, hence, management considers that Group's exposure to liquidity risk is not significant.

3 財務風險管理(續)

3.1 財務風險因素(續)

(c) 信貸風險(續)

本集團有信貸集中風險。截至二零一二年十二月三十一日止年度，向五大客戶銷售的貨物及服務佔本集團營業額40.4%(二零一一年：55.9%)。彼等於二零一二年十二月三十一日佔總應收賬款結餘約66.2%(二零一一年：73.0%)。本集團持續密切監控尚未償還應收結餘的收回情況，務求將信貸風險降至最低。

(d) 流動資金風險

透過審慎的流動資金風險管理，本集團致力維持充足的銀行及手上現金，或透過充足融資金額(包括短期銀行借款)取得資金。由於相關業務的多變性質，本集團的融資部門透過維持充足的銀行及手上現金；及透過可動用融資來源維持資金的靈活性。

經營實體所持有的現金超過營運資金管理所需的餘額時，會被撥入具有適當期限的計息銀行存款以控制整體流動資金狀況。於二零一二年十二月三十一日，本集團持有銀行及手上現金約1,358,426,000港元(二零一一年：1,152,291,000港元)，預期隨時可動用並足夠滿足金融負債的現金流出。因此，管理層認為，本集團所承受的流動資金風險並不重大。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(d) Liquidity risk (continued)

The table below analyses the Group and the Company's non-derivative financial liabilities into relevant maturity grouping based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying values as the impact of discounting is not significant.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(d) 流動資金風險 (續)

下表根據結算日餘下期間至合約到期日的分析，將本集團及本公司的非衍生金融負債分為有關到期日組別。下表所披露的金額為合約未貼現現金流量。由於折現的影響不大，故於十二個月內到期的結餘相等於其賬面值。

		Less than 1 year 少於一年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Group	本集團		
At 31 December 2012	於二零一二年 十二月三十一日		
Trade payables	應付賬款	224,879	224,879
Other payables and accruals	其他應付賬款及應計款項	31,697	31,697
Total	總計	256,576	256,576
At 31 December 2011	於二零一一年 十二月三十一日		
Trade payables	應付賬款	249,570	249,570
Other payables and accruals	其他應付賬款及應計款項	42,430	42,430
Total	總計	292,000	292,000

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(d) Liquidity risk (continued)

		Less than 1 year 少於一年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Company	本公司		
At 31 December 2012	於二零一二年 十二月三十一日		
Other payables and accruals	其他應付賬款及應計款項	2,177	2,177
Total	總計	2,177	2,177
At 31 December 2011	於二零一一年 十二月三十一日		
Other payables and accruals	其他應付賬款及應計款項	2,173	2,173
Total	總計	2,173	2,173

(e) Interest rate risk

The income and operating cash flows of the Group and the Company are both substantially independent of changes in market interest rates. Both the Group and the Company has no significant interest-bearing assets, except for deposits placed with banks.

As at 31 December 2012, if interest rates on all interest-bearing bank and cash deposits had been 50 basis points higher/lower with all other variables held constant, profit for the year and equity of the Group would have been HK\$6,687,000 (2011: HK\$5,587,000) higher/lower respectively, due to higher/lower interest income earned on the deposits.

As at 31 December 2012, if interest rates on all interest-bearing bank and cash deposits had been 50 basis points higher/lower with all other variables held constant, loss for the year and equity of the Company would have been HK\$3,402,000 (2011: HK\$3,354,000) lower/higher respectively, due to higher/lower interest income earned on the deposits.

3 財務風險管理(續)

3.1 財務風險因素(續)

(d) 流動資金風險(續)

(e) 利率風險

本集團及本公司的收入及經營現金流量大部分不受市場利率變動影響，本集團及本公司亦無重大計息資產(存於銀行的存款除外)。

於二零一二年十二月三十一日，倘所有計息的銀行及現金存款的利率高出/低於50個基點而所有其他變數維持不變，該年度的溢利及本集團的權益應會因存款所賺取的利息收入增加/減少而分別增加/減少6,687,000港元(二零一一年：5,587,000港元)。

於二零一二年十二月三十一日，倘所有計息的銀行及現金存款的利率高出/低於50個基點而所有其他變數維持不變，年內虧損及本公司權益應會因存款所賺取的利息收入增加/減少而分別減少/增加3,402,000港元(二零一一年：3,354,000港元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.2 Capital risk management

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

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

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as total borrowings divided by total equity. As at 31 December 2011 and 2012, the Group had no borrowings, the gearing ratio is not applicable.

3.3 Fair value estimation

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

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

3 財務風險管理(續)

3.2 資本風險管理

本集團將其股東權益視為資本。本集團管理資本的目的為保障本集團繼續以持續經營方式為股東提供回報以及為其他利益相關者帶來利益，並且維持最佳資本結構以減少資金成本。

為維持或調整資本結構，本集團可調整向股東支付股息的金額、將資本退還予股東、發行新股份或出售資產以減少債項。

本集團根據資本負債比率監控資本。資本負債比率乃按借款總額除以權益總額計算。本集團於二零一一年及二零一二年十二月三十一日並無借貸，資本負債比率為不適用。

3.3 公平值估計

下表分析以估值法按公平值列賬的金融工具。已確定的不同等級如下：

- 相同資產或負債的活躍市場報價(未經調整)(第一級)。
- 除包含於第一級的報價外，資產或負債的可觀察直接(即價格)或間接(即源自價格者)輸入資料(第二級)。
- 並非根據可觀察市場資料而釐定的資產或負債的輸入資料(即不可觀察的輸入資料)(第三級)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.3 Fair value estimation (continued)

The following table presents the Group's assets that were measured at fair value at 31 December 2012 (2011: Nil).

	Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Assets				
Financial assets at fair value through profit or loss				
— Trading securities	10,057	—	—	10,057

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

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

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Specific valuation techniques used to value level 3 financial instruments include techniques such as discounted cash flow analysis.

3 財務風險管理(續)

3.3 公平值估計(續)

下表呈列本集團於二零一二年十二月三十一日按公平值計量的資產(二零一一年：無)。

在活躍市場買賣的金融工具的公平值，根據結算日的市場報價計算。倘市場報價可向交易所、交易商、經紀、行業組織、定價服務或監管機構隨時及定期查詢，且為實際及定期進行公平市場交易的報價，則有關市場視為活躍市場。本集團所持金融資產的市場報價為當時買入價。有關工具按第一級計量。

並非於活躍市場內買賣的金融工具(如場外衍生工具)以估值技術釐定公平值。該等估值技術盡量採用可觀察市場數據(如有)，並盡量減少依賴實體的特定估計。若工具的公平值所需要所有重大數據均為可觀察數據，有關工具計入第二級。

若一項或多項重大數據並非以可觀察的市場數據為準，有關工具將計入第三級。

用以就第三級金融工具估值的特定估值技術包括貼現現金流量分析等技術。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.3 Fair value estimation (continued)

In applying the discounted cash flow technique, management has taken into account the estimated amount that the Group would receive to sell the instrument at the balance sheet date, taking into account current interest rates and the current credit worthiness of the counterparties. Where discounted cash flow techniques are used, estimated future cash flows are based on management's best estimates and the discount rate is a market related rate for a similar instrument at the balance sheet date.

There were no significant transfers of financial assets between the fair value hierarchy classifications during the year.

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

Estimates and judgments used in preparing the consolidated financial statements are evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal to the related actual results. The estimates and assumptions that may have a significant effect on the carrying amounts of assets and liabilities within the next financial period are discussed below.

(a) Income taxes and deferred taxation

Significant judgement is required in determining the provision for income tax. There are many transactions and calculations for which the ultimate determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such difference will impact the income tax and deferred tax provision in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences and tax losses are recognised when management considers it is probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. The outcome of their actual utilisation may be different.

3 財務風險管理(續)

3.3 公平值估計(續)

應用貼現現金量流技術時，管理層已計及本集團會收取以於結算日出售工具的估計金額、現時利率以及對手方現時信用狀況。倘運用貼現現金量流技術，估計未來現金流量按管理層於結算日的最佳估計及與類似工具的相關市場貼現率作出。

年內，概無公平值等級分類間的金融資產重大轉讓。

4 重要會計估計及判斷

用於編製綜合財務報表的估計及判斷，乃基於過往經驗及其他因素，包括預期日後在有關情況下相信會合理出現的事件而作出。本集團作出有關未來的估計及假設。按此規範，所作的會計估計甚少與有關的實際結果相同。下文所述的估計及假設可能會對下一個財政期間資產與負債的賬面值造成重大影響。

(a) 所得稅及遞延稅款

對所得稅釐定撥備時，需要作出重要的判斷。在日常業務過程中，許多交易及計算的最終釐定是不確定的。當最終的稅款結果與最初記賬金額不同時，有關差額將影響釐定期間的所得稅和遞延稅款撥備。

當管理層認為將來很有可能應課稅溢利以抵銷暫時性差額或可使用稅務虧損時，有關若干暫時性差額及稅務虧損的遞延稅項資產予以確認。實際使用的結果可能不同。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

(b) Provision for inventories

The Group assesses the carrying amounts of inventories in accordance with their net realisable value which is based on the realisability of these inventories. Net realisable value for inventories is determined by reference to management's estimates of the selling price based on prevailing market conditions, less applicable variable selling expenses. Based on management's best estimates, there is no material impairment of inventories at 31 December 2012.

(c) Impairment of receivables

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

4 重要會計估計及判斷(續)

(b) 存貨撥備

本集團按存貨的可變現性根據其可變現淨值評估其賬面值。存貨的可變現淨值參考管理層按現行市況就售價的估計減適用可變銷售支出釐定。根據管理層的最佳估計，於二零一二年十二月三十一日，存貨概無重大減值。

(c) 應收款項減值

本集團根據評估應收款項的可收回性作出應收款項減值撥備。撥備於若干事件或變動顯示未能收回結餘時應用於應收款項。識別減值需要判斷及估計。倘預期有別於原先估計，有關差異將於該估計改變期間影響應收款項的賬面值及就已減值應收款項作出的撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 REVENUE AND OTHER INCOME

The Group is principally engaged in the sale of EFT-POS products and provision of related services. Revenue and other income recognised during the year were as follows:

		Year ended 31 December 截至十二月三十一日止年度	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Turnover	營業額		
Sales of electronic payment products	銷售電子支付產品	1,294,871	1,089,431
Provision of electronic payment services	提供電子支付服務	18,459	13,749
		1,313,330	1,103,180
Other income	其他收入		
Interest income	利息收入	10,699	6,317
Value added tax refund (note (i))	退還增值稅(附註(i))	16,154	31,283
Subsidy income	補貼收入	68	1,207
Others	其他	1,487	2,905
		28,408	41,712
		1,341,738	1,144,892

note (i) The amount represents the Group's entitlement to value added tax refund in relation to sales of self-developed software products in the PRC.

附註(i) 該金額指本集團於中國銷售自身開發軟件產品而享有退還的增值稅。

6 OTHER GAINS — NET

		Year ended 31 December 截至十二月三十一日止年度	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Fair value gains on financial assets at fair value through profit or loss (note 21)	按公平值計量且其變動計入溢利或虧損的金融資產的公平值收益(附註21)	1,671	—

5 收入及其他收入

本集團主要從事銷售EFT-POS產品及提供相關服務。於有關年度已確認的收入及其他收入如下：

6 其他收益 — 淨額

Notes to the Consolidated Financial Statements

綜合財務報表附註

7 SEGMENT INFORMATION

Management reviews the Group's internal reporting in order to assess performance and allocate resource. Management has determined the operating segments based on the internal reports reviewed by the Executive Directors to make strategic decisions. The Group is principally engaged in the EFT-POS terminal solutions business, management considers that the Group operates in one single business segment.

The Group primarily operates in Hong Kong, the PRC (China excluding Hong Kong, Macau and Taiwan) and the United States of America (the "US"). Management assesses the performance of the Group from a geographic perspective based on the locations of the subsidiaries in which revenues are generated.

Management assesses the performance of the operating segments based on a measurement of segmental operating profit/(loss).

An analysis of the Group's turnover and results during the year by segment is as follows:

7 分類資料

管理層審閱本集團內部報告以評估表現並分配資源。管理層根據由執行董事所審閱以作出策略決定的內部報告而釐定業務分類。本集團主要從事EFT-POS終端機解決方案業務，管理層認為本集團經營單一業務分類。

本集團主要於香港、中國（中國但不包括香港、澳門及台灣）及美國（「美國」）經營。管理層從地域角度按產生收入之附屬公司的位置評估本集團的表現。

管理層根據除稅前分類經營溢利／（虧損）的計量評估經營分類的表現。

於有關年度及本集團按分類劃分的營業額及業績的分析如下：

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

		PRC, other than Hong Kong, Macau and Taiwan 中國（香港、 澳門及 台灣除外）	Hong Kong 香港	US 美國	Elimination 抵銷	Total 總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Turnover from external customers	來自外部客戶的營業額	986,219	309,539	17,572	-	1,313,330
Inter-segment turnover	分類間營業額	192,187	21,014	-	(213,201)	-
Total turnover	總營業額	1,178,406	330,553	17,572	(213,201)	1,313,330
Segmental earnings/(loss) before interest expense, taxes, depreciation and amortisation ("EBITDA")	分類除利息支出、稅項、折舊及攤銷前溢利／（虧損）（「EBITDA」）	146,881	92,876	(10,652)	(2,474)	226,631
Depreciation	折舊	(2,780)	(48)	(541)	-	(3,369)
Amortisation	攤銷	(6)	-	-	-	(6)
Segmental operating profit/(loss)/profit/(loss) before income tax	分類經營溢利／（虧損）／除所得稅前溢利／（虧損）	144,095	92,828	(11,193)	(2,474)	223,256
Income tax expense	所得稅開支					(40,297)
Profit for the year	年內溢利					182,959

Notes to the Consolidated Financial Statements

綜合財務報表附註

7 SEGMENT INFORMATION (continued)

7 分類資料(續)

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

		PRC, other than Hong Kong, Macau and Taiwan 中國(香港、 澳門及 台灣除外) HK\$'000 千港元	Hong Kong 香港 HK\$'000 千港元	US 美國 HK\$'000 千港元	Elimination 抵銷 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Turnover from external customers	來自外部客戶的營業額	755,329	344,250	3,601	-	1,103,180
Inter-segment turnover	分類間營業額	249,644	3,839	-	(253,483)	-
Total turnover	總營業額	1,004,973	348,089	3,601	(253,483)	1,103,180
Segmental EBITDA	分類 EBITDA	165,758	57,919	(14,095)	1,014	210,596
Depreciation	折舊	(2,564)	(40)	(523)	-	(3,127)
Amortisation	攤銷	(6)	-	-	-	(6)
Segmental operating profit/(loss)/ profit/(loss) before income tax	分類經營溢利/(虧損)/ 除所得稅前溢利/(虧損)	163,188	57,879	(14,618)	1,014	207,463
Income tax expense	所得稅開支					(25,668)
Profit for the year	年內溢利					181,795

Notes to the Consolidated Financial Statements

綜合財務報表附註

7 SEGMENT INFORMATION (continued)

The segment assets and liabilities at 31 December 2012 and additions to non-current assets for the year ended 31 December 2012 are as follows:

7 分類資料(續)

於二零一二年十二月三十一日的分類資產及負債以及截至二零一二年十二月三十一日止年度非流動資產的添置如下：

As at 31 December 2012

於二零一二年十二月三十一日

		PRC, other than Hong Kong, Macau and Taiwan 中國(香港、 澳門及 台灣除外)	Hong Kong 香港	US 美國	Total 總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Segment assets	分類資產	1,248,680	924,518	20,562	2,193,760
Segment liabilities	分類負債	365,347	16,612	967	382,926

Year ended 31 December 2012

截至二零一二年十二月三十一日止年度

		PRC, other than Hong Kong, Macau and Taiwan 中國(香港、 澳門及 台灣除外)	Hong Kong 香港	US 美國	Total 總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Additions to non-current assets	非流動資產的添置	2,460	52	250	2,762

Notes to the Consolidated Financial Statements

綜合財務報表附註

7 SEGMENT INFORMATION (continued)

The segment assets and liabilities at 31 December 2011 and additions to non-current assets for the year ended 31 December 2011 are as follows:

		As at 31 December 2011 於二零一一年十二月三十一日			
	PRC, other than Hong Kong, Macau and Taiwan 中國(香港、 澳門及 台灣除外)	Hong Kong	US	Total	
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Segment assets	分類資產	1,124,047	873,729	8,262	2,006,038
Segment liabilities	分類負債	375,197	29,276	411	404,884

		Year ended 31 December 2011 截至二零一一年十二月三十一日止年度			
	PRC, other than Hong Kong, Macau and Taiwan 中國(香港、 澳門及 台灣除外)	Hong Kong	US	Total	
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Additions to non-current assets	非流動資產的添置	2,302	62	2	2,366

Segmental EBITDA represents segmental operating profit/loss before finance costs, income tax expense, depreciation of property, plant and equipment and amortisation of leasehold land. Segment assets consist primarily of property, plant and equipment, leasehold land, inventories, deposits and other receivables, trade and bills receivables, financial assets at fair value through profit or loss, restricted cash and cash at bank and on hand. Segment liabilities consist primarily of trade payables, other payables and accruals and taxation payable.

7 分類資料(續)

於二零一一年十二月三十一日的分類資產及負債以及截至二零一一年十二月三十一日止年度非流動資產的添置如下：

		As at 31 December 2011 於二零一一年十二月三十一日			
	PRC, other than Hong Kong, Macau and Taiwan 中國(香港、 澳門及 台灣除外)	Hong Kong	US	Total	
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Segment assets	分類資產	1,124,047	873,729	8,262	2,006,038
Segment liabilities	分類負債	375,197	29,276	411	404,884

		Year ended 31 December 2011 截至二零一一年十二月三十一日止年度			
	PRC, other than Hong Kong, Macau and Taiwan 中國(香港、 澳門及 台灣除外)	Hong Kong	US	Total	
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Additions to non-current assets	非流動資產的添置	2,302	62	2	2,366

分類EBITDA指扣除融資成本、所得稅開支、物業、廠房及設備折舊以及租賃土地攤銷前的分類經營溢利/虧損。分類資產主要包括物業、廠房及設備、租賃土地、存貨、按金及其他應收款項、應收賬款及應收票據、按公平值計量且其變動計入溢利或虧損的金融資產、受限制現金以及銀行及手上現金。分類負債主要包括應付賬款、其他應付賬款及應計款項以及應繳稅項。

Notes to the Consolidated Financial Statements

綜合財務報表附註

7 SEGMENT INFORMATION (continued)

Additions to non-current assets comprise additions to property, plant and equipment.

Revenue of approximately HK\$162,453,000 (2011: HK\$210,038,000) is derived from the largest customer, representing 12.4% (2011: 19.0%) of the total revenue, which is attributable to the PRC operating segment. HK\$136,096,000 (2011: HK\$123,578,000) is derived from the second largest customer, representing 10.4% (2011: 11.2%) of the total revenue, which is attributable to PRC operating segment (2011: Hong Kong operating segment).

Information provided to the Executive Directors is measured in a manner consistent with that in the consolidated financial statements.

The Group is mainly domiciled in Hong Kong, the PRC and the US.

The Group's non-current assets and current assets by geographical location, which is determined by the geographical location in which the asset is located, is as follows:

7 分類資料(續)

非流動資產添置包括對物業、廠房及設備的添置。

為數約162,453,000港元(二零一一年: 210,038,000港元)的收入乃來自單一最大客戶, 該等收入佔全年收入的12.4%(二零一一年: 19%)並歸屬於中國業務分部。為數約136,096,000港元(二零一一年: 123,578,000港元)的收入乃來自單一第二大客戶, 該等收入佔全年收入的10.4%(二零一一年: 11.2%)並歸屬於中國業務分部(二零一一年: 香港業務分部)。

向執行董事報告的計量方法與綜合財務報表內方法一致。

本集團主要以香港、中國及美國為註冊地。

本集團按該資產所在地的非流動資產及流動資產按地區載列如下:

		As at 31 December 於十二月三十一日	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Non-current assets	非流動資產		
PRC, other than Hong Kong, Macau and Taiwan	中國(香港、澳門 及台灣除外)	9,084	9,347
Hong Kong	香港	146	142
US	美國	1,264	1,555
		10,494	11,044
Current assets	流動資產		
PRC, other than Hong Kong, Macau and Taiwan	中國(香港、澳門 及台灣除外)	1,239,596	1,114,700
Hong Kong	香港	924,372	873,587
US	美國	19,298	6,707
		2,183,266	1,994,994

Notes to the Consolidated Financial Statements

綜合財務報表附註

8 EXPENSES BY NATURE

Expenses included in cost of sales, selling expenses and administrative expenses are analysed as follows:

8 按性質劃分的開支

計入銷售成本、銷售開支及行政開支的開支分析如下：

		Year ended 31 December 截至十二月三十一日止年度	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Auditors' remuneration – audit services	核數師酬金—審核服務	1,310	1,077
Depreciation of property, plant and equipment (note 15)	物業、廠房及設備折舊 (附註15)	3,369	3,127
Amortisation of leasehold land (note 16)	租賃土地攤銷(附註16)	6	6
Employee benefit expenses (including Directors' emoluments) (note 10)	僱員福利開支(包括董事酬金) (附註10)	132,624	91,055
Costs of inventories sold (note 19)	售出存貨成本(附註19)	832,535	694,303
Operating lease rentals in respect of buildings	樓宇的經營租賃租金	10,637	8,131
Research and development costs	研發成本	82,808	52,695
Loss on disposal of property, plant and equipment	出售物業、廠房及設備的虧損	8	–
(Write back of provision)/provision for impairment of trade receivables (note 20(c))	應收賬款減值(撥備撥回)/撥備 (附註20(c))	(1,919)	28
Donation	捐款	1,238	–

9 NET FOREIGN EXCHANGE LOSS

The net foreign exchange loss recognised in administrative expenses for the year ended 31 December 2012 amounted to HK\$223,000 (2011: HK\$4,726,000).

9 外匯淨虧損

截至二零一二年十二月三十一日止年度於行政開支中確認的外匯淨虧損，為223,000港元(二零一一年：4,726,000港元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

10 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

10 僱員福利開支(包括董事酬金)

		Year ended 31 December 截至十二月三十一日止年度	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Wages and salaries	工資及薪金	100,946	82,327
Share options granted to directors and employees	授予董事及僱員的購股權	20,373	—
Social security and pension costs	社會保障及退休金成本	11,305	8,728
		132,624	91,055

(a) Directors' and chief executive's emoluments

The Directors' and chief executive's emoluments during 2011 and 2012 are both equivalent to key management compensation.

The remuneration of each Director and chief executive of the Company during the year are set out below:

(a) 董事及行政總裁酬金

於二零一一年及二零一二年董事及行政總裁酬金相當於主要管理層的補償。

於有關年度，本公司各董事及行政總裁的酬金如下：

		Year ended 31 December 2012 截至二零一二年十二月三十一日止年度					
Name of Directors 董事姓名		Fees	Salary	Discretionary bonus	Employer's contribution to pension scheme	Share options	Total
		袍金 HK\$'000 千港元	薪金 HK\$'000 千港元	酌情花紅 HK\$'000 千港元	僱主的退休金 計劃供款 HK\$'000 千港元	購股權 HK\$'000 千港元	總額 HK\$'000 千港元
Executive Directors 執行董事							
Nie Guoming	聶國明	1,000	719	200	33	2,534	4,486
Jiang Hongchun (Chief Executive Officer)	蔣洪春 (行政總裁)	900	800	—	32	1,520	3,252
Li Wenjin	李文晉	800	—	200	14	2,534	3,548
		2,700	1,519	400	79	6,588	11,286
Independent Non-Executive Directors 獨立非執行董事							
Yip Wai Ming	葉偉明	100	—	—	—	—	100
Wu Min	吳敏	100	—	—	—	—	100
Man Kwok Kuen, Charles	文國權	100	—	—	—	—	100
		300	—	—	—	—	300
		3,000	1,519	400	79	6,588	11,586

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

(a) Directors' and chief executive's emoluments (continued)

10 僱員福利開支(包括董事酬金)(續)

(a) 董事及行政總裁酬金(續)

		Year ended 31 December 2011 截至二零一一年十二月三十一日止年度				
		Fees	Salary	Discretionary bonus	Employer's contribution to pension scheme	Total
		袍金	薪金	酌情花紅	僱主的退休金計劃供款	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Name of Directors	董事姓名	千港元	千港元	千港元	千港元	千港元
Executive Directors		執行董事				
Nie Guoming	聶國明	1,000	724	200	45	1,969
Jiang Hongchun (Chief Executive Officer)	蔣洪春 (行政總裁)	900	706	200	6	1,812
Li Wenjin	李文晉	800	-	200	13	1,013
		2,700	1,430	600	64	4,794
Independent Non-Executive Directors		獨立非執行董事				
Yip Wai Ming	葉偉明	100	-	-	-	100
Wu Min	吳敏	100	-	-	-	100
Man Kwok Kuen, Charles	文國權	100	-	-	-	100
		300	-	-	-	300
		3,000	1,430	600	64	5,094

During the year ended 31 December 2012, no Directors of the Group waived any emoluments and no emoluments were paid by the Group to any of the Directors as an inducement to join or upon joining the Group or as compensation for loss of office (2011: Nil).

There was no arrangement under which the Directors agreed to waive any emolument during 2011 and 2012.

於截至二零一二年十二月三十一日止年度，概無本集團董事放棄任何酬金，本集團亦無向任何董事支付酬金作為吸引彼等加入本集團或於彼等加入本集團時的獎勵或離職補償(二零一一年：無)。

於二零一一年及二零一二年，概無董事同意放棄任何酬金的安排。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year ended 31 December 2012 included three Directors (2011: three). The emoluments payable to the remaining two (2011: two) individuals during the year are as follows:

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Salaries, allowances, share options and benefits in kind	薪金、津貼、購股權及實物福利	6,427	2,652
Pension cost	退休金成本	48	42
		6,475	2,694

The emoluments fell within the following band:

酬金介乎下列組別：

		Number of individuals 人數	
		2012 二零一二年	2011 二零一一年
Emolument band	酬金組別		
Nil to HK\$1,000,000	0港元－1,000,000港元	–	1
HK\$1,000,001 – HK\$2,000,000	1,000,001港元－2,000,000港元	–	1
HK\$2,000,001 – HK\$3,000,000	2,000,001港元－3,000,000港元	1	–
HK\$3,000,001 – HK\$4,000,000	3,000,001港元－4,000,000港元	1	–
		2	2

10 僱員福利開支(包括董事酬金)(續)

(b) 五名最高薪人士

本集團截至二零一二年十二月三十一日止年度五名最高薪人士包括三名董事(二零一一年：三名)。本年度應付餘下兩名(二零一一年：兩名)人士的酬金載列如下：

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綜合財務報表附註

11 INCOME TAX EXPENSE

11 所得稅開支

		Year ended 31 December 截至十二月三十一日止年度	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Current income tax	即期所得稅		
– PRC corporate income tax	– 中國企業所得稅	23,847	15,241
– Hong Kong profits tax	– 香港利得稅	15,909	10,425
Under provision in prior year	過往年度撥備不足	541	2
Income tax expense	所得稅開支	40,297	25,668

Hong Kong profits tax has been provided for at the rate of 16.5% (2011: 16.5%) on the estimated assessable profit for the year ended 31 December 2012.

截至二零一二年十二月三十一日止年度，香港利得稅根據估計應課稅溢利按稅率16.5%（二零一一年：16.5%）作出撥備。

Taxation on overseas profits has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing in the countries in which the Group operates.

海外溢利的稅款根據年內估計應課稅溢利按本集團經營所在國家現行稅率計算。

Pax Computer Technology (Shenzhen) Co., Ltd. (“Pax Computer Shenzhen”), a subsidiary of the Company, is located in the Shenzhen Special Economic Zone. Pursuant to the Corporate Income Tax Law of the PRC effective from 1 January 2008 (the “CIT Law”), Pax Computer Shenzhen is subject to income tax at rates gradually increase from 18% in 2008 to 25% in 2012 over a 5-year transition period unless the preferential rate is applicable. Pax Computer Shenzhen was qualified as a High and New Technology Enterprise in 2009 under the CIT Law and is eligible to enjoy a preferential tax rate of 15% for 3 years from 2009. As such, the applicable enterprise income tax rate of Pax Computer Shenzhen was 15% for the year ended 31 December 2011. In addition, Pax Computer Shenzhen applied to the relevant authorities in the PRC and has successfully extended the qualification as a High and New Technology Enterprise in the PRC. It is entitled to a concessionary CIT tax rate of 15% for a period of 3 years from 2012 to 2014.

本公司附屬公司百富計算機技術(深圳)有限公司(「百富計算機深圳」)位於深圳經濟特區。根據於二零零八年一月一日生效的中國企業所得稅法(「企業所得稅法」)，百富計算機深圳繳納所得稅的稅率由二零零八年的18%以五年過渡期逐漸增加至二零一二年的25%，優惠稅率適用者除外。根據企業所得稅法，百富計算機深圳於二零零九年屬於高新技術企業，自二零零九年起三年期間合資格享有15%的優惠稅率。因此，截至二零一一年十二月三十一日止年度，百富計算機深圳的適用企業所得稅率為15%。此外，百富計算機深圳向中國有關當局申請並成功延續中國高新技術企業資格，故於二零一二年至二零一四年連續三年期間享有15%的優惠企業所得稅率。

Pax Technology, Inc., a subsidiary of the Company in the US, was operating at a net loss position and did not have any assessable profit for the year ended 31 December 2012 (2011: Nil).

Pax Technology, Inc. (本公司位於美國的一間附屬公司)於截至二零一二年十二月三十一日止年度錄得虧損淨額，並無任何應課稅溢利(二零一一年：無)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

11 INCOME TAX EXPENSE (continued)

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

		Year ended 31 December 截至十二月三十一日止年度	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	223,256	207,463
Tax calculated at domestic tax rates applicable to profits in the respective countries	按於各個國家產生溢利的適用當地稅率計算的稅項	34,840	32,003
Income not subject to taxation	毋須納稅的收入	(1,722)	(6,220)
Tax incentives for research and development expenses available for a subsidiary incorporated in the PRC (note (i))	於中國註冊成立的附屬公司就研發費用的稅項優惠(附註(i))	(3,963)	(4,146)
Expenses not deductible for taxation purposes	就稅務而言不可扣減的開支	6,573	1,836
Unrecognised tax losses	未確認的稅項虧損	1,649	2,193
Tax effect on VAT incentives	對增值稅優惠產生的稅務影響	2,379	—
Under provision in prior year	上一年度撥備不足	541	2
		40,297	25,668

note (i): The Group obtained a incentive from the PRC tax authority relating to the research and development expenses of a subsidiary in the PRC. Under such tax incentive rule, the Group may claim an additional tax deduction up to 50% of the relevant research and development expenses incurred in a year subject to the endorsement from the PRC tax authority.

The weighted average applicable tax rate was 15.6% (2011: 15.4%) for the year ended 31 December 2012.

12 LOSS ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The loss attributable to equity holders of the Company is dealt with in the financial statements of the Company to the extent of HK\$3,775,000 for the year ended 31 December 2012 (2011: HK\$5,203,000).

11 所得稅開支(續)

本集團除所得稅前溢利的稅項與採用適用於各個司法權區的合併實體溢利的加權平均稅率計算的理論金額的差額如下：

		Year ended 31 December 截至十二月三十一日止年度	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	223,256	207,463
Tax calculated at domestic tax rates applicable to profits in the respective countries	按於各個國家產生溢利的適用當地稅率計算的稅項	34,840	32,003
Income not subject to taxation	毋須納稅的收入	(1,722)	(6,220)
Tax incentives for research and development expenses available for a subsidiary incorporated in the PRC (note (i))	於中國註冊成立的附屬公司就研發費用的稅項優惠(附註(i))	(3,963)	(4,146)
Expenses not deductible for taxation purposes	就稅務而言不可扣減的開支	6,573	1,836
Unrecognised tax losses	未確認的稅項虧損	1,649	2,193
Tax effect on VAT incentives	對增值稅優惠產生的稅務影響	2,379	—
Under provision in prior year	上一年度撥備不足	541	2
		40,297	25,668

附註(i)：本集團一間位於中國的附屬公司就其研發費用獲得中國稅務機關頒佈的一項稅項優惠。根據有關稅務優惠規則，本集團可申請額外降低稅項金額達年內相關研發費用的50%，惟須待中國稅務機關確認。

截至二零一二年十二月三十一日止年度，加權平均適用稅率為15.6%(二零一一年：15.4%)。

12 本公司權益持有人應佔虧損

截至二零一二年十二月三十一日止年度，本公司權益持有人應佔虧損3,775,000港元(二零一一年：5,203,000港元)乃於本公司的財務報表中列賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

13 EARNINGS PER SHARE

(a) Basic

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

		Year ended 31 December 截至十二月三十一日止年度	
		2012 二零一二年	2011 二零一一年
Profit attributable to equity holders of the Company (HK\$'000)	本公司權益持有人應佔溢利 (千港元)	182,959	181,795
Weighted average number of ordinary shares in issue (thousand shares)	已發行普通股加權平均數 (千股)	1,037,728	1,036,488
Basic earnings per share (HK\$ per share)	每股基本盈利 (每股港元)	0.176	0.175

(b) Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has two categories of dilutive potential ordinary shares: Over-allotment Option (note 24 (c)) for year 2011 and share options (note 25) for year 2012. For the Over-allotment Option, a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average market share price of the Company's shares for the period from 1 January 2011 to the date exercised Over-allotment Option) based on the monetary value of the subscription right attached to outstanding Over-allotment Option. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the Over-allotment Option. The remaining Over-allotment Option not exercised was expired on 13 January 2011. For the share options, a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average market share price of the Company's shares for the period) based on the monetary value of the subscription rights attached to outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

13 每股盈利

(a) 基本

每股基本盈利乃按本公司權益持有人應佔本年度溢利除年內已發行普通股加權平均數計算。

(b) 攤薄

每股攤薄盈利的計算方式為假設轉換所有具潛在攤薄效應的普通股以調整已發行普通股的加權平均數。本公司發行兩類具潛在攤薄效應的普通股：二零一一年度超額配股權(附註24(c))及二零一二年度購股權(附註25)。就超額配股權而言，為釐定可按公平值(按本公司股份於二零一一年一月一日至行使超額配股權日期間的平均市價釐定)購入的股份數目，根據尚未行使超額配股權所附帶的認購權貨幣價值作出計算，按上述方式計算的股份數目與假設因行使超額配股權應已發行的股份數目作比較。餘下尚未行使超額配股權已於二零一一年一月十三日屆滿。購股權方面，按尚未行使購股權所附認購權的貨幣價值計算，以釐定可按公平值(定為本公司股份期內的平均市價)購買的股份數目。按上述方式計算的股份數目與假設購股權獲行使時應已發行的股份數目作比較。

Notes to the Consolidated Financial Statements

綜合財務報表附註

13 EARNINGS PER SHARE (continued)

(b) Diluted (continued)

13 每股盈利(續)

(b) 攤薄(續)

		Year ended 31 December 截至十二月三十一日止年度	
		2012 二零一二年	2011 二零一一年
Profit attributable to equity holders of the Company (HK\$'000)	本公司權益持有人應佔溢利(千港元)	182,959	181,795
Weighted average number of ordinary shares in issue (thousand shares)	已發行普通股加權平均數(千股)	1,037,728	1,036,488
Adjustments for share options (thousand shares)	就購股權作出的調整(千股)	1,742	–
Weighted average number of ordinary shares for diluted earnings per share (thousand shares)	每股攤薄盈利的普通股加權平均數(千股)	1,039,470	1,036,488
Diluted earnings per share (HK\$ per share)	每股攤薄盈利(以每股港元呈列)	0.176	0.175

Diluted earnings per share for the year ended 31 December 2011 is the same as the basic earnings per share as the conversion of potential ordinary shares in relation to the outstanding Over-allotment Option would have anti-dilutive effect to the basic earnings per share.

截至二零一一年十二月三十一日止年度的每股攤薄盈利與每股基本盈利相同，此乃因轉換與尚未行使超額配股權有關的潛在普通股將會對每股基本盈利產生反攤薄的影響。

14 DIVIDENDS

No dividends had been paid or declared by the Company during the year ended 31 December 2012 (2011: Nil).

14 股息

截至二零一二年十二月三十一日止年度，本公司並無派付或宣派任何股息(二零一一年：無)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

15 PROPERTY, PLANT AND EQUIPMENT – GROUP 15 物業、廠房及設備 — 本集團

		Buildings 樓宇 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Office furniture and equipment 辦公室傢俱及設備 HK\$'000 千港元	Plant and equipment 廠房及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 December 2010	於二零一零年十二月三十一日						
Cost	成本	7,143	988	8,905	1,812	3,704	22,552
Accumulated depreciation	累計折舊	(3,399)	(839)	(4,544)	(1,327)	(1,249)	(11,358)
Net book amount	賬面淨值	3,744	149	4,361	485	2,455	11,194
Year ended 31 December 2011	截至二零一一年十二月三十一日止年度						
Opening net book amount	期初賬面淨值	3,744	149	4,361	485	2,455	11,194
Additions	添置	-	-	984	759	623	2,366
Depreciation (note 8)	折舊(附註8)	(698)	(152)	(1,366)	(220)	(691)	(3,127)
Exchange differences	匯兌差額	144	3	105	32	92	376
Closing net book amount	期末賬面淨值	3,190	-	4,084	1,056	2,479	10,809
At 31 December 2011	於二零一一年十二月三十一日						
Cost	成本	7,446	1,030	9,986	2,665	4,484	25,611
Accumulated depreciation	累計折舊	(4,256)	(1,030)	(5,902)	(1,609)	(2,005)	(14,802)
Net book amount	賬面淨值	3,190	-	4,084	1,056	2,479	10,809
Year ended 31 December 2012	截至二零一二年十二月三十一日止年度						
Opening net book amount	期初賬面淨值	3,190	-	4,084	1,056	2,479	10,809
Additions	添置	-	-	1,505	1,257	-	2,762
Depreciation (note 8)	折舊(附註8)	(866)	-	(1,428)	(274)	(801)	(3,369)
Disposals	出售	-	-	(8)	-	-	(8)
Exchange differences	匯兌差額	15	-	24	20	10	69
Closing net book amount	期末賬面淨值	2,339	-	4,177	2,059	1,688	10,263
At 31 December 2012	於二零一二年十二月三十一日						
Cost	成本	7,504	1,038	11,292	3,950	4,517	28,301
Accumulated depreciation	累計折舊	(5,165)	(1,038)	(7,115)	(1,891)	(2,829)	(18,038)
Net book amount	賬面淨值	2,339	-	4,177	2,059	1,688	10,263

All depreciation of the Group's property, plant and equipment has been charged to administrative expenses.

本集團物業、廠房及設備的所有折舊已計入行政開支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

16 LEASEHOLD LAND — GROUP

The Group's interests in leasehold land represent upfront payments for land and their net carrying values are analysed as follows:

		Year ended 31 December 截至十二月三十一日止年度	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Opening net carrying value	期初賬面淨值	235	231
Amortisation (note 8)	攤銷(附註8)	(6)	(6)
Exchange difference	匯兌差額	2	10
Closing net carrying value	期末賬面淨值	231	235

The Group's leasehold land is located in the PRC and is held on leases of between 10 to 50 years. Amortisation of the Group's leasehold land has been charged to the administrative expenses.

16 租賃土地 — 本集團

本集團於租賃土地的權益指土地一次性付款，其賬面淨值分析如下：

本集團的租賃土地位於中國，租期為10至50年。本集團租賃土地的所有攤銷已計入行政開支。

17 INVESTMENT IN A SUBSIDIARY — COMPANY

		As at 31 December 於十二月三十一日	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Investment, at cost:	投資，按成本計值：		
Unlisted shares	非上市股份	528,103	528,103
Investments arising from share-based payments (note (i))	以股份為基礎支付產生的投資(附註(i))	13,252	—
		541,355	528,103

note (i): The amount represents share-based payments arising from the grant of 52,300,000 share options of the Company to directors and employees of subsidiaries for their services provided to the subsidiaries. Further details on the Group's share option scheme are disclosed in note 25.

17 於附屬公司的投資 — 本公司

附註(i)：款項指就附屬公司的董事及僱員向附屬公司提供服務而向彼等授出52,300,000份本公司購股權所產生的以股份為基礎支付。有關本集團購股權計劃的進一步詳情於附註25披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

17 INVESTMENT IN A SUBSIDIARY — COMPANY

(continued)

The following is a list of subsidiaries as at 31 December 2012:

Name	Place of incorporation and type of legal entity 註冊成立地點 及法定實體類別	Principal activities and place of operation 主要業務及 營業地點	Particulars of issued and paid up/registered capital 已發行股本/ 註冊資本詳情	Interest held 所持權益
Grand Global International Limited	British Virgin Islands, limited liability company 英屬處女群島，有限公司	Investment holding in Hong Kong 在香港從事投資控股	2 ordinary shares of US\$1 each 2股每股面值1美元的普通股	100%#
Pax Technology Limited 百富科技有限公司	Hong Kong, limited liability company 香港，有限公司	Sales of EFT-POS products and provision of related services in Hong Kong 在香港銷售EFT-POS產品及提供相關服務	26,250,000 ordinary shares of HK\$1 each, 8,750,000 series A preference shares of HK\$1 each; 8,750,000 series B preference shares of HK\$1 each 26,250,000股每股面值1港元的普通股，8,750,000股每股面值1港元的系列A優先股；8,750,000股每股面值1港元的系列B優先股	100%
百富計算機技術(深圳)有限公司 (Pax Computer Technology (Shenzhen) Co., Ltd.)(*))	PRC, limited liability company 中國，有限公司	Development and sales of EFT-POS products and provision of related services in the PRC 在中國銷售及研發EFT-POS產品及提供相關服務	HK\$200,000,000 200,000,000港元	100%
Pax Technology, Inc.	US, limited liability company 美國，有限公司	Sales of EFT-POS products in the US 在美國銷售EFT-POS產品	US\$1,000 1,000美元	100%

Interest held directly by the Company.

* The English name of Pax Computer Shenzhen represents the best effort by the management of the Group in translating its Chinese name as it does not have an official English name.

18 AMOUNT DUE FROM A SUBSIDIARY — COMPANY

The amount due from Pax Technology Limited, one of the indirectly owned subsidiary of the Company, is unsecured, interest-free and repayable on demand.

17 於附屬公司的投資 — 本公司

(續)

於二零一二年十二月三十一日，附屬公司的名單如下：

18 應收附屬公司款項 — 本公司

應收本公司其中一間間接擁有的附屬公司百富科技有限公司款項為無抵押、免息及須應要求償還。

Notes to the Consolidated Financial Statements

綜合財務報表附註

19 INVENTORIES — GROUP

19 存貨 — 本集團

		As at 31 December 於十二月三十一日	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Raw materials	原材料	69,904	73,815
Work in progress	在製品	42,502	31,578
Finished goods	製成品	131,395	200,273
		243,801	305,666

The cost of inventories included in cost of sales during the year amounted to approximately HK\$832,535,000 (2011: HK\$694,303,000).

No provision for obsolete inventories was made during the year (2011: Nil).

於本年度，銷售成本中包含的存貨成本約為832,535,000港元(二零一一年：694,303,000港元)。

於本年度，概無就陳舊存貨計提撥備(二零一一年：無)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

20 TRADE AND BILLS RECEIVABLES, DEPOSITS AND OTHER RECEIVABLES

20 應收賬款及應收票據、按金及其他應收款項

		Group 本集團		Company 本公司	
		As at 31 December 於十二月三十一日		As at 31 December 於十二月三十一日	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Trade receivables (note (a))	應收賬款(附註(a))	409,756	430,313	-	-
Amount due from related parties (note 32(b))	應收關聯方款項(附註32(b))	4,082	-	-	-
Less: provision for impairment of receivables (note (c))	減: 應收賬款減值撥備(附註(c))	(28)	(1,953)	-	-
Trade receivables, net	應收賬款淨額	413,810	428,360	-	-
Bills receivables (note (b))	應收票據(附註(b))	130,666	75,355	-	-
Trade and bills receivables	應收賬款及應收票據	544,476	503,715	-	-
Deposits and other receivables	按金及其他應收款項	10,333	17,305	721	2,016
Trade and bills receivables, deposits and other receivables	應收賬款及應收票據、按金及其他應收款項	554,809	521,020	721	2,016

The carrying amounts of the Group and the Company's trade and bills receivables, deposits and other receivables are denominated in the following currencies:

本集團及本公司的應收賬款及應收票據、按金及其他應收款項的賬面值乃以下列貨幣計值:

		Group 本集團		Company 本公司	
		As at 31 December 於十二月三十一日		As at 31 December 於十二月三十一日	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
HK\$	港元	8,829	7,645	721	2,016
RMB	人民幣	524,753	480,871	-	-
US\$	美元	21,227	32,504	-	-
		554,809	521,020	721	2,016

The fair values of trade and bills receivables, deposits and other receivables approximated their carrying values as at 31 December 2011 and 2012.

於二零一一年及二零一二年十二月三十一日, 應收賬款及應收票據、按金及其他應收賬款的公平值與其賬面值相若。

Notes to the Consolidated Financial Statements

綜合財務報表附註

20 TRADE AND BILLS RECEIVABLES, DEPOSITS AND OTHER RECEIVABLES (continued)

(a) Trade receivables

The Group's credit terms to trade debtors range generally from 0 to 180 days. However, credit terms of more than 180 days may be granted to customers on a case-by-case basis upon negotiation. As at 31 December 2011 and 2012, the ageing analysis of the trade receivables is as follows:

		As at 31 December 於十二月三十一日	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Up to 90 days	90日以內	303,746	290,318
91 to 180 days	91至180日	56,048	84,058
181 to 365 days	181至365日	16,824	21,593
Over 365 days	365日以上	37,220	34,344
		413,838	430,313

As at 31 December 2012, trade receivables included retention money receivables of HK\$37,561,000 (2011: HK\$46,726,000), which represents approximately 2% to 5% (2011: approximately 2% to 5%) of the relevant contract sum granted to certain number of the customers in the PRC that has a retention period of three to five years. As at 31 December 2012, retention money receivables aged over 365 days amounted to HK\$28,150,000 (2011: HK\$31,789,000).

The Group's sales are made to several major customers and there is concentration of credit risks. Sales of goods and services to the top five customers constituted approximately 40.4% (2011: 55.9%) of the Group's turnover for the year ended 31 December 2012. They accounted for approximately 66.2% (2011: 73.0%) of the gross trade receivable balances as at 31 December 2012.

Receivables that were neither past due nor impaired amounted to approximately HK\$404,877,000 (2011: HK\$428,360,000) as at 31 December 2012.

20 應收賬款及應收票據、按金及其他應收款項(續)

(a) 應收賬款

本集團給予貿易債務人的信貸期由0至180日不等。然而，經磋商後可按個別情況向客戶授出超過180日的信貸期。於二零一一年及二零一二年十二月三十一日，應收賬款的賬齡分析如下：

		As at 31 December 於十二月三十一日	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Up to 90 days	90日以內	303,746	290,318
91 to 180 days	91至180日	56,048	84,058
181 to 365 days	181至365日	16,824	21,593
Over 365 days	365日以上	37,220	34,344
		413,838	430,313

於二零一二年十二月三十一日，應收賬款包括應收預扣金額37,561,000港元(二零一一年：46,726,000港元)，其佔授予中國若干客戶的相關合同總額約2%至5%(二零一一年：約2%至5%)，而預扣期則為三至五年。於二零一二年十二月三十一日，預扣款賬齡超過365日的總額為28,150,000港元(二零一一年：31,789,000港元)。

本集團的銷售乃向數名主要客戶作出且有信貸集中風險。截至二零一二年十二月三十一日止年度，對五大客戶銷售的貨品及提供的服務佔我們營業額約40.4%(二零一一年：55.9%)，而佔於二零一二年十二月三十一日的應收賬款總額約66.2%(二零一一年：73.0%)。

於二零一二年十二月三十一日，既無逾期亦無減值的應收款項約404,877,000港元(二零一一年：428,360,000港元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

20 TRADE AND BILLS RECEIVABLES, DEPOSITS AND OTHER RECEIVABLES (continued)

(a) Trade receivables (continued)

As of 31 December 2012, trade receivables of HK\$8,933,000 (2011: Nil) were past due but not impaired. These relate to a number of independent customers for whom there is no significant financial difficulty and based on past experience, the overdue amounts can be recovered. The ageing analysis of these trade receivables is as follows:

		As at 31 December 於十二月三十一日	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Up to 90 days	90日以內	4,403	–
91 to 180 days	91至180日	1,448	–
181 to 365 days	181至365日	1,118	–
Over 365 days	365日以上	1,964	–
		8,933	–

(b) Bills receivables

The balance represents bank acceptance notes with maturity periods of within six months.

The maturity profile of the bills receivables of the Group is as follows:

		As at 31 December 於十二月三十一日	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Up to 90 days	90日以內	75,333	21,937
91 days to 180 days	91日至180日	55,333	53,418
		130,666	75,355

20 應收賬款及應收票據、按金及其他應收款項(續)

(a) 應收賬款(續)

於二零一二年十二月三十一日，應收賬款8,933,000港元(二零一一年：無)已逾期但未減值，且與眾多並無重大財務困難的獨立客戶有關，及基於過往經驗，逾期款項可予收回。此等應收賬款的賬齡分析如下：

(b) 應收票據

該結餘指到期期間為六個月以內的銀行承兌票據。

本集團應收票據的到期情況如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

20 TRADE AND BILLS RECEIVABLES, DEPOSITS AND OTHER RECEIVABLES (continued)

(c) Provision for impairment of trade receivables

The movement on the provision for impairment of trade receivables is as follows:

		As at 31 December 於十二月三十一日	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
At beginning of the year (Write back of provision)/provision recognised in the consolidated income statement (note 8)	於年初 於綜合收益表確認的 (撥備撥回)/撥備 (附註8)	1,953	1,846
Exchange differences	匯兌差額	(1,919)	28
		(6)	79
At end of the year	於年末	28	1,953

The maximum exposure to credit risk at the reporting date is the carrying values of each class of receivables mentioned above. The Group did not hold any collateral as security for these receivables as at 31 December 2012 (2011: Nil).

The other classes within trade and bills receivables, deposits and other receivables do not contain impaired assets.

20 應收賬款及應收票據、按金及其他應收款項(續)

(c) 應收賬款減值撥備

應收賬款減值撥備變動如下：

		As at 31 December 於十二月三十一日	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
At beginning of the year (Write back of provision)/provision recognised in the consolidated income statement (note 8)	於年初 於綜合收益表確認的 (撥備撥回)/撥備 (附註8)	1,953	1,846
Exchange differences	匯兌差額	(1,919)	28
		(6)	79
At end of the year	於年末	28	1,953

於報告日期面臨的最大信貸風險為上述各類應收款項的賬面值。於二零一二年十二月三十一日，本集團並無就該等應收款項持有任何抵押品(二零一一年：無)。

應收賬款及應收票據、按金及其他應收款項的其他類別內並無已減值資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

21 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS — GROUP AND COMPANY

21 按公平值計量且其變動計入溢利或虧損的金融資產 — 本集團及本公司

		As at 31 December 於十二月三十一日	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Listed securities — held-for-trading — Equity securities — HK	上市證券 — 為交易目的所持有 — 股權證券 — 香港	10,057	—
Market value of listed securities	上市證券的市值	10,057	—

Financial assets at fair value through profit or loss are presented within 'investing activities' in the consolidated cash flow statement.

按公平值計量且其變動計入溢利或虧損的金融資產計入綜合現金流量表項下「投資活動」。

Changes in fair values of financial assets at fair value through profit or loss are recorded in 'other gains — net' in the consolidated income statement (note 6).

按公平值計量且其變動計入溢利或虧損的金融資產的公平值變動計入綜合收益表項下「其他收益 — 淨額」(附註6)。

The fair value of listed securities is based on their current bid prices in an active market.

上市證券的公平值乃根據其於活躍市場的現行買入價計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

22 RESTRICTED CASH – GROUP

22 受限制現金 — 本集團

		As at 31 December 於十二月三十一日	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Restricted bank deposits	受限制銀行存款	16,173	16,017

Restricted cash represents bank deposits of the Group which were placed as guarantee deposits for tenders and as securities for sales of goods to customers and were denominated in RMB.

As at 31 December 2012, the effective interest rate on restricted bank deposits was 0.35% (2011: 0.5%) per annum. All restricted cash were kept in the bank accounts opened with banks in the PRC as at 31 December 2011 and 2012, where the remittance of funds is subject to foreign exchange control.

受限制現金指本集團作為投標的擔保按金以及銷貨予客戶的擔保而存放的銀行存款，乃以人民幣計值。

於二零一二年十二月三十一日，受限制銀行存款的實際利率為每年0.35%（二零一一年：0.5%）。於二零一一年及二零一二年十二月三十一日，所有受限制現金存放在中國境內銀行開立的銀行賬戶，而有關資金的付匯受到外匯管制。

23 CASH AT BANK AND ON HAND

23 銀行及手上現金

		Group 本集團		Company 本公司	
		As at 31 December 於十二月三十一日		As at 31 December 於十二月三十一日	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Cash at bank and on hand	銀行及手上現金	681,505	560,611	59,170	150,430
Short-term bank deposits	短期銀行存款	676,921	591,680	637,921	552,073
		1,358,426	1,152,291	697,091	702,503

As at 31 December 2012, funds of the Group amounting to HK\$519,162,000 (2011: HK\$316,016,000) were deposited in bank accounts opened with banks in the PRC where the remittance of funds is subject to foreign exchange control.

於二零一二年十二月三十一日，本集團為數519,162,000港元（二零一一年：316,016,000港元）存放在中國境內銀行開立的銀行賬戶，而有關資金的付匯受到外匯管制。

Notes to the Consolidated Financial Statements

綜合財務報表附註

23 CASH AT BANK AND ON HAND (continued)

The effective interest rate per annum on short-term bank deposits of the Group was 0.13% (2011: 0.49%) per annum. These deposits have an average maturity of 53 days (2011: 82 days). The carrying amounts of cash at bank and on hand were denominated in the following currencies:

23 銀行及手上現金(續)

本集團短期銀行存款的實際年利率為0.13% (二零一一年: 0.49%)。該等存款的平均到期日為53日(二零一一年: 82日)。銀行及手上現金的賬面值乃分別以下列貨幣計值:

		Group 本集團		Company 本公司	
		As at 31 December 於十二月三十一日		As at 31 December 於十二月三十一日	
		2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
HK\$	港元	727,100	709,468	696,900	702,295
RMB	人民幣	469,212	315,342	-	-
US\$	美元	161,589	125,915	191	208
EUR	歐元	525	1,566	-	-
		1,358,426	1,152,291	697,091	702,503

The maximum exposure to credit risk of the Group and the Company as at 31 December 2012 were HK\$1,358,318,000 (2011: HK\$1,152,065,000) and HK\$697,091,000 (2011: HK\$702,503,000) respectively.

於二零一二年十二月三十一日, 本集團及本公司最大信貸風險分別為1,358,318,000港元(二零一一年: 1,152,065,000港元)及697,091,000港元(二零一一年: 702,503,000港元)。

24 SHARE CAPITAL

(a) Authorised share capital of the Company

24 股本

(a) 本公司的法定股本

	Number of ordinary shares 普通股數目 (Thousand shares) (千股)	Ordinary shares of HK\$0.1 each 每股面值0.1 港元的普通股 HK\$'000 千港元
Authorised	法定	
At 1 January 2011, 31 December 2011 and 31 December 2012	於二零一一年一月一日、 二零一一年十二月三十一日及 二零一二年十二月三十一日	
	2,000,000	200,000

Notes to the Consolidated Financial Statements

綜合財務報表附註

24 SHARE CAPITAL (continued)

(b) Issued share capital of the Company

		Number of ordinary shares 普通股數目 (Thousand shares) (千股)	Ordinary shares of HK\$0.1 each 每股面值0.1 港元的普通股 HK\$'000 千港元
Issued and fully paid	已發行及繳足		
At 1 January 2011	於二零一一年一月一日	1,000,000	100,000
Shares issued for Over-allotment Option in connection with the Global Offering (note(c))	就全球發售的超額配股權 發行股份(附註(c))	37,728	3,773
At 31 December 2011	於二零一一年十二月三十一日	1,037,728	103,773
At 1 January 2012 and 31 December 2012	於二零一二年一月一日及 二零一二年十二月三十一日	1,037,728	103,773

(c) Over-allotment Option

On 12 January 2011, the Over-allotment Option was partially exercised and the Company issued an aggregate of 37,728,000 additional shares at the offer price of HK\$2.88 per share. Gross proceeds in relation to the over-allotment amounted to HK\$108,657,000 was received by the Company on 17 January 2011. The excess of issue price over the par value of the ordinary shares of HK\$101,072,000 were credited to share premium, after deducted the share issuance cost of HK\$3,812,000. The remaining Over-allotment Option not exercised was expired on 13 January 2011.

(c) 超額配股權

於二零一一年一月十二日，超額配股權獲部分行使，而本公司以發售價每股2.88港元發行合共37,728,000股額外股份。本公司於二零一一年一月十七日收取有關超額配股權的所得款項總額為108,657,000港元。發行價與普通股面值的差額合共101,072,000港元(經扣除股份發行成本3,812,000港元後)計入股份溢價。餘下未行使的超額配股權於二零一一年一月十三日到期。

Notes to the Consolidated Financial Statements

綜合財務報表附註

25 SHARE OPTION SCHEME

(a) Share option scheme

On 1 December 2010, the board of directors of the Company approved a share option scheme (the "Scheme") for the issuance of in aggregate no more than 10% in nominal amount of the aggregate of shares in issue on the listing date of the Company, representing 100,000,000 shares (subject to the terms of the scheme and the relevant provisions under the Listing Rules).

The Scheme was effective from 1 December 2010 for 10 years and unless otherwise cancelled or amended.

(b) Share option movements

Name	Date of grant	Exercise Price HK\$	Number of Options held at 1 January 2012 於二零一二年 一月一日 所持的 購股權數目	Granted during the year 年內授出	Exercised during the year 年內行使	Lapsed during the year 年內失效	Number of Options held at 31 December 2012 於二零一二年 十二月三十一日 所持的 購股權數目
姓名	授出日期	行使價 港元					
Directors							
董事							
Nie Guoming 聶國明	22 June 2012 二零一二年六月二十二日	1.230	-	10,000,000	-	-	10,000,000
Jiang Hongchun 蔣洪春	22 June 2012 二零一二年六月二十二日	1.230	-	6,000,000	-	-	6,000,000
Li Wenjin 李文晉	22 June 2012 二零一二年六月二十二日	1.230	-	10,000,000	-	-	10,000,000
			-	26,000,000	-	-	26,000,000
Employees							
僱員							
In aggregate 總計	22 June 2012 二零一二年六月二十二日	1.230	-	54,400,000	-	(250,000)	54,150,000
Total 總計			-	80,400,000	-	(250,000)	80,150,000

25 購股權計劃

(a) 購股權計劃

於二零一零年十二月一日，本公司董事會批准一項購股權計劃（「該計劃」）以發行合共不超過本公司於上市日期已發行股份總面值的10%（即100,000,000股股份）（但須按照該計劃的條款及遵守上市規則的有關規定）。

該計劃已於二零一零年十二月一日生效，除非基於其他原因遭取消或修訂，否則該計劃將自生效當日起十年期間一直有效。

(b) 購股權的變動

Notes to the Consolidated Financial Statements

綜合財務報表附註

25 SHARE OPTION SCHEME (continued)

(b) Share option movements (continued)

On 22 June 2012, 80,400,000 share options were granted to certain directors and employees at an exercise price of HK\$1.23 per share. As to 30% of the share options are un-conditional on the grantees which is vested on the date of grant, a further 30% of the share options are conditional on the grantees completing one year's service since the date of grant and the remaining 40% of the share options are conditional on the grantees completing two years' service since the date of grant. These options will be expired on 21 June 2017. The Group has no legal or constructive obligation to repurchase or settle the options in cash.

During the year ended 31 December 2012, 250,000 share options were lapsed and no share options were exercised. Out of the 80,150,000 outstanding options (2011: Nil), 24,045,000 options (2011: Nil) were exercisable.

(c) Fair value of share options

The directors of the Company have used the Binomial Model to determine the fair value of the options granted, which is to be expensed over the vesting period. Significant judgement on parameters, such as risk free rate, dividend yield and expected volatility, is required to be made by the directors in applying the Binomial Model, which are summarised as below.

Fair value of share option at date of grant	購股權於授出日期的公平值	HK\$0.473 港元
Weighted average share price at the grant date	於授出日期的加權平均股價	HK\$1.230 港元
Risk free rate	無風險利率	0.429%
Dividend yield	股息回報	0
Expected volatility (note (i))	預期波幅 (附註 (i))	56.98%

note (i): The expected volatility, measured as the standard deviation of expected share price returns, is determined based on the average daily trading price volatility of the shares of comparable companies over 5 years.

See note 10 for the total expenses recognised in the income statement for share options granted to directors and employees.

25 購股權計劃 (續)

(b) 購股權的變動 (續)

於二零一二年六月二十二日，80,400,000份購股權按行使價每股1.23港元授予若干董事及僱員。30%購股權於授出日期無條件歸屬予承授人，另外30%購股權自授出日期起完成一年服務時有條件歸屬予承授人，其餘40%購股權自授出日期起完成兩年服務時有條件歸屬予承授人。該等購股權將於二零一七年六月二十一日屆滿。本集團並無法律或推定責任，以現金回購或結算該等購股權。

截至二零一二年十二月三十一日止年度，250,000份購股權已告失效及並無行使任何購股權。80,150,000份尚未行使購股權(二零一一年：無)中，24,045,000份購股權(二零一一年：無)為可予行使。

(c) 購股權的公平值

本公司董事已使用二項式模式釐定已授出購股權的公平值總額，將於歸屬期內列賬作開支。董事須對應用二項式模式的參數(例如無風險利率、股息回報及預計波幅)作出重大判斷，概述如下。

**31 December
2012
二零一二年
十二月三十一日**

附註(i)：按預期股價回報的標準差計算的預期波幅，乃根據可比公司股份過去5年的平均每日成交價波幅而釐定。

就授予董事及僱員的購股權於收益表確認的總開支見附註10。

Notes to the Consolidated Financial Statements

綜合財務報表附註

26 RESERVES (a) Group

26 儲備 (a) 本集團

		Share premium	Capital reserve (note (i))	Share option reserve	Exchange reserve	Retained earnings	Total
		股份溢價	資本儲備	購股權儲備	外匯儲備	保留盈利	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
For the year ended	截至二零一二年						
31 December 2012	十二月三十一日						
	止年度						
Balance at	於二零一二年						
1 January 2012	一月一日的結餘	1,230,276	(414,978)	-	64,257	617,826	1,497,381
Comprehensive income	全面收益						
Profit for the year	年內溢利	-	-	-	-	182,959	182,959
Other comprehensive income	其他全面收益						
Exchange differences arising on translation of the financial statements of foreign subsidiaries	換算海外附屬公司財務報表產生的匯兌差額	-	-	-	6,348	-	6,348
Total comprehensive income	全面收益總額	-	-	-	6,348	182,959	189,307
Transaction with owners	與擁有人的交易						
Share option scheme	購股權計劃						
— value of services provided (note 10)	— 已提供服務的價值(附註10)	-	-	20,373	-	-	20,373
Balance at	於二零一二年						
31 December 2012	十二月三十一日						
	的結餘	1,230,276	(414,978)	20,373	70,605	800,785	1,707,061

Notes to the Consolidated Financial Statements

綜合財務報表附註

26 RESERVES (continued)

(a) Group (continued)

26 儲備(續)

(a) 本集團(續)

		Share premium	Capital reserve (note (i)) 資本儲備 (附註(i))	Exchange reserve	Retained earnings	Total
		股份溢價 HK\$'000 千港元	資本儲備 (附註(i)) HK\$'000 千港元	外匯儲備 HK\$'000 千港元	保留盈利 HK\$'000 千港元	總計 HK\$'000 千港元
For the year ended	截至二零一一年					
31 December 2011	十二月三十一日					
	止年度					
Balance at	於二零一一年					
1 January 2011	一月一日的結餘	1,129,204	(414,978)	36,854	436,031	1,187,111
Comprehensive income	全面收益					
Profit for the year	年內溢利	-	-	-	181,795	181,795
Other comprehensive income	其他全面收益					
Exchange differences arising on translation of the financial statements of foreign subsidiaries	換算海外附屬公司財務報表產生的匯兌差額	-	-	27,403	-	27,403
Total comprehensive income	全面收益總額	-	-	27,403	181,795	209,198
Transaction with owners	與擁有人的交易					
Over-allotment of shares pursuant to the Global Offering (note 24(c))	根據全球發售超額配發的股份(附註24(c))	101,072	-	-	-	101,072
Balance at	於二零一一年					
31 December 2011	十二月三十一日 的結餘	1,230,276	(414,978)	64,257	617,826	1,497,381

Note:

- (i) **Capital reserve**
Capital reserve represents the difference between (i) the aggregate of the consideration for the acquisitions upon the Reorganisation; and (ii) the aggregate of the share capital and share premium of the direct owned subsidiaries of the Company.
- (ii) **Statutory reserves**
The subsidiary of the Company in the PRC is required to allocate 10% of the company's net profit to the statutory reserves fund until such fund reaches 50% of its registered capital. The statutory reserves fund can be utilised, upon approval by the relevant authorities, to offset accumulated losses or to increase its registered capital, provided that such fund is maintained at a minimum of 25% of its registered capital. As at 31 December 2012, retained earnings comprised statutory reserves fund amounting to HK\$62,868,000 (2011: HK\$50,904,000).

附註：

- (i) **資本儲備**
資本儲備指下列兩者的差額：(i)於重組時的收購代價總額；及(ii)本公司直接擁有的附屬公司的股本及股份溢價總額。
- (ii) **法定儲備**
本公司於中國的附屬公司須將公司純利的10%分配至法定儲備金，直至該儲備金達至其註冊資本的50%。經有關當局批准後，法定儲備金可用於抵銷累計虧損或增加其註冊資本，惟該儲備金最低須維持於其註冊資本25%的水平。於二零一二年十二月三十一日，保留盈利包括法定儲備金62,868,000港元(二零一一年：50,904,000港元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

26 RESERVES (continued) (b) Company

26 儲備 (續) (b) 本公司

		Share premium 股份溢價 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Accumulated loss 累計虧損 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Balance at 1 January 2012	於二零一二年一月一日的結餘	1,230,276	-	(13,600)	1,216,676
Loss for the year	年度虧損	-	-	(3,775)	(3,775)
Share option scheme — value of services provided (note 10)	購股權計劃 — 已提供服務的價值(附註10)	-	20,373	-	20,373
Balance at 31 December 2012	於二零一二年十二月三十一日的結餘	1,230,276	20,373	(17,375)	1,233,274
		Share premium 股份溢價 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Accumulated loss 累計虧損 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Balance at 1 January 2011	於二零一一年一月一日的結餘	1,129,204	-	(8,397)	1,120,807
Loss for the year	年度虧損	-	-	(5,203)	(5,203)
Shares issued for Over-allotment Option in connection with the Global Offering (note 24(c))	就全球發售的超額配股權發行股份(附註24(c))	101,072	-	-	101,072
Balance at 31 December 2011	於二零一一年十二月三十一日的結餘	1,230,276	-	(13,600)	1,216,676

Notes to the Consolidated Financial Statements

綜合財務報表附註

27 TRADE PAYABLES, OTHER PAYABLES AND ACCRUALS

27 應付賬款、其他應付賬款及應計款項

		Group 本集團		Company 本公司	
		As at 31 December 於十二月三十一日		As at 31 December 於十二月三十一日	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Trade payables (note (a))	應付賬款(附註(a))	224,837	249,570	-	-
Amount due to a related party (note 32(b))	應付一名關聯方款項 (附註32(b))	42	-	-	-
		224,879	249,570	-	-
Other payables and accruals	其他應付賬款及 應計款項				
Receipt in advance from customers	預先收取 客戶款項	58,751	78,791	-	-
Other tax payables	其他應付稅款	40,853	19,193	-	-
Accrued expenses	應計開支	13,336	26,962	1,773	2,173
Others	其他	18,361	15,468	404	-
		131,301	140,414	2,177	2,173
		356,180	389,984	2,177	2,173

(a) The ageing analysis of trade payables is as follows:

(a) 應付賬款的賬齡分析如下：

		As at 31 December 於十二月三十一日	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Up to 90 days	90日以內	204,141	228,969
91 to 180 days	91日至180日	18,483	18,904
181 to 365 days	181日至365日	1,861	1,369
Over 365 days	365日以上	394	328
		224,879	249,570

The average credit period granted by the Group's suppliers ranges from 0 to 180 days.

本集團獲供應商授予的平均信貸期介乎0至180日。

Notes to the Consolidated Financial Statements

綜合財務報表附註

28 DEFERRED INCOME TAX — GROUP

- (a) Deferred tax assets are recognised for tax losses carry forward to the extent that the realisation of the related tax benefit through future taxable profits is probable. At 31 December 2012, the Group has unrecognised tax losses to be carried forward against future taxable income amounted to HK\$51,470,000 (2011: HK\$40,480,000). These tax losses will expire from 2028 to 2032. The potential deferred tax assets in respect of these tax losses which have not been recognised will be calculated based on the effective income tax rates according to prevailing tax laws and regulations in which the Group operates.
- (b) Cai Shui [2008] Circular 1, which was jointly issued by the Ministry of Finance and the State Administration of Taxation, took effect on 22 February 2008. Under the circular, dividends declared by foreign investment enterprises (“FIEs”) to foreign investors out of their cumulative retained earnings as at 31 December 2007 shall be exempt from withholding income tax. For dividends declared out of profit earned after 1 January 2008, withholding income tax will be levied on the foreign investor at a tax rate of 10% unless the foreign investor’s jurisdiction of incorporation has a tax treaty with the PRC that provides for a different withholding tax arrangement.

As at 31 December 2012, deferred income tax liabilities have not been provided for in the consolidated financial statements in respect of the withholding tax that would be payable on unremitted earnings of the PRC subsidiary of the Group amounting to approximately HK\$26,558,000 (2011: HK\$21,174,000), as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

28 遞延所得稅 — 本集團

- (a) 遞延稅項資產乃因應相關稅項利益有可能透過日後應課稅溢利變現而就所結轉的稅項虧損作確認。於二零一二年十二月三十一日，本集團的未確認稅項虧損為51,470,000港元(二零一一年：40,480,000港元)，可結轉以抵銷日後應課稅收入。此等稅項虧損將於二零二八年至二零三二年屆滿。尚未確認的該等稅項虧損的潛在遞延稅項資產將根據本集團經營國家的稅率及適用的稅法及規例計算。
- (b) 財政部及國家稅務總局聯合發出的財稅[2008]第1號通知於二零零八年二月二十二日生效。根據該通知，外商投資企業(「外資企業」)自其二零零七年十二月三十一日的累計保留盈利向海外投資者宣派的股息將豁免繳納預扣所得稅。自二零零八年一月一日後的溢利中宣派的股息，將按10%的稅率對海外投資者徵收預扣所得稅，除非海外投資者註冊成立的司法權區與中國訂有稅務條約，規定不同的預扣稅安排。

於二零一二年十二月三十一日，由於本集團可控制撥回暫時差額的時間且暫時差額可能不會於可見未來撥回，故尚未就本集團位於中國的附屬公司未匯盈利的應付預扣稅於綜合財務報表作出遞延所得稅負債撥備約26,558,000港元(二零一一年：21,174,000港元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

29 CASH GENERATED FROM OPERATIONS

(a) Reconciliation of profit before income tax to cash generated from operations

29 經營所得的現金

(a) 除所得稅前溢利與經營所得現金的對賬

		Year ended 31 December 截至十二月三十一日止年度	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	223,256	207,463
Adjustment for:	調整：		
Interest income (note 5)	利息收入(附註5)	(10,699)	(6,317)
Fair value gains on financial assets at fair value through profit or loss (note 6)	按公平值計量且其變動計入溢利或虧損的金融資產的公平值收益(附註6)	(1,671)	—
Depreciation of property, plant and equipment (note 8)	物業、廠房及設備折舊(附註8)	3,369	3,127
Amortisation of leasehold land (note 8)	租賃土地攤銷(附註8)	6	6
Loss on disposal of property, plant and equipment (note 8)	出售物業、廠房及設備的虧損(附註8)	8	—
Share-based payments (note 10)	以股份為基礎支付(附註10)	20,373	—
(Write back of provision)/provision for impairment of trade receivables (note 20)	應收賬款減值(撥備撥回)/撥備(附註20)	(1,919)	28
		232,723	204,307
Changes in working capital:	營運資本變動：		
Increase in trade and bills receivables, deposits and other receivables	應收賬款及應收票據、按金及其他應收款項增加	(29,059)	(225,581)
Decrease/(increase) in inventories	存貨減少/(增加)	63,413	(146,753)
Increase in restricted cash	受限制現金增加	(31)	—
(Decrease)/increase in trade payables, other payables and accruals	應付賬款、其他應付賬款及應計款項(減少)/增加	(36,414)	178,788
Cash generated from operations	經營所得現金	230,632	10,761

Notes to the Consolidated Financial Statements

綜合財務報表附註

29 CASH GENERATED FROM OPERATIONS

(continued)

(b) In the consolidated cash flow statement, proceeds from sale of property, plant and equipment comprise:

		Year ended 31 December 截至十二月三十一日止年度	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Net book amount	賬面淨值	8	—
Loss on sale of property, plant and equipment	出售物業、廠房及 設備的虧損	(8)	—
Proceeds from sale of property, plant and equipment	出售物業、廠房及 設備的所得款項	—	—

30 CONTINGENT LIABILITIES

As at 31 December 2011 and 2012, the Group had no contingent liabilities.

31 OPERATING LEASE COMMITMENTS

As at 31 December 2012, the Group had future aggregate minimum lease payments under non-cancellable operating leases in respect of certain office premises as follows:

		As at 31 December 於十二月三十一日	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Not later than one year	不超過一年	7,925	4,459
Later than one year and not later than five years	超過一年 但不超過五年	6,914	4,384
		14,839	8,843

29 經營所得的現金 (續)

(b) 綜合現金流量表中，出售物業、廠房及設備的所得款項包括：

30 或然負債

於二零一一年及二零一二年十二月三十一日，本集團並無或然負債。

31 經營租賃承擔

於二零一二年十二月三十一日，本集團根據若干辦公室物業的不可撤銷經營租賃擁有的未來最低租金付款總額如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

32 RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has, directly or indirectly, the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions.

(a) Transactions with related parties

Except for disclosed below, the Group has no significant transaction with related parties during the year. All the related party transactions disclosed below are also either connected transaction or continuing connected transaction as defined in chapter 14A of the Listing Rules.

32 關聯方交易

倘一名人士有能力直接或間接控制其他人士或在其他人士作出財務及經營決策時對其施加重大影響，則該人士被認為是該名其他人士的關聯方。

(a) 與關聯方的交易

除下文所披露者外，本集團於本年度與關聯方並無任何重大交易。所有下文披露的關聯方交易亦為上市規則第14A章所界定關連交易或持續關連交易。

		Year ended 31 December 截至十二月三十一日止年度	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Sales of electronic payment products to subsidiaries of Hi Sun Technology (China) Limited ("Hi Sun")* (note (i))	向高陽科技(中國)有限公司(「高陽」)*的附屬公司銷售電子支付產品(附註(i))	27,390	—
Licence fees to a subsidiary of Hi Sun (note (ii))	向高陽的附屬公司支付特許權費(附註(ii))	795	—
Rental fees paid to a subsidiary of Hi Sun (note (iii) and (v))	向高陽的附屬公司支付租金(附註(iii)及(v))	615	526
Purchase of raw materials from a subsidiary of Hi Sun (notes (iv) and (v))	自高陽的附屬公司購買原材料(附註(iv)及(v))	467	—

* The Company is an associated company of Hi Sun whose shares are listed on the Main Board of the Stock Exchange.

* 本公司為高陽科技(中國)有限公司的聯營公司，其股份於聯交所主板上市。

note (i): The sales of electronic payment products to subsidiaries of Hi Sun were transacted pursuant to the terms and conditions set out in the framework agreement entered into by the Company and the relevant party on 18 April 2012.

附註(i): 向高陽的附屬公司銷售電子支付產品按本公司與相關方於二零一二年四月十八日訂立的框架協議所載條款及條件進行交易。

note (ii): Licence fee to a subsidiary of Hi Sun was conducted pursuant to terms and conditions set out in the licence agreement entered into by the Company and the relevant party on 13 April 2012.

附註(ii): 向高陽的附屬公司支付特許權費按本公司與相關方於二零一二年四月十三日訂立的特許權協議所載條款及條件進行。

note (iii): Rental paid to a subsidiary of Hi Sun was charged at a fixed monthly fee mutually agreed between the two parties.

附註(iii): 向高陽的附屬公司支付的租金每月按固定費用收取，由訂約雙方共同協定。

note (iv): Purchase of raw materials was conducted on normal commercial terms.

附註(iv): 購買原材料乃按一般商業條款進行。

note (v): These transactions were de minimis continuing connected transactions exempt from the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

附註(v): 該等交易為上市規則第14A章項下最低限額持續關連交易，豁免遵守申報、年度審閱、公佈及獨立股東批准的規定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

32 RELATED PARTY TRANSACTIONS (continued)

(b) Balances with related parties

The balances with the subsidiaries of Hi Sun are unsecured, interest free and with terms no less favourable to the Group than those from independent third parties.

		As at 31 December 於十二月三十一日	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Amounts due from subsidiaries of Hi Sun	應收高陽的附屬公司的款項	4,082	—
Amount due to a subsidiary of Hi Sun	應付高陽的附屬公司的款項	42	—

(c) Key management compensation

Details of key management compensation during the year have been disclosed in note 10.

33 SUBSEQUENT EVENTS

Framework agreement for the purchase of raw materials — continuing connected transactions

On 21 February 2013, the Company entered into the framework agreement (the “Framework Agreement”) with Hi Sun, pursuant to which the Group will purchase and Hi Sun and its subsidiaries will sell the raw materials for production of EFT-POS related products by the Group.

The term of the Framework Agreement commences on the date of the Framework Agreement, which is 21 February 2013 and will expire on 31 December 2013 (both days inclusive). The cap on the total contract value for the sale and purchase of the raw materials under the Framework Agreement from 21 February 2013 to 31 December 2013 is HK\$40,000,000.

32 關聯方交易(續)

(b) 與關聯方的結餘

該等與高陽的附屬公司的結餘為無抵押、免息且其條款不遜於本集團與獨立第三方所訂立者。

(c) 主要管理層酬金

主要管理層於本年度酬金的詳情披露於附註10。

33 結算日後事項

採購原材料的框架協議 — 持續關連交易

於二零一三年二月二十一日，本公司與高陽訂立框架協議(「框架協議」)，據此，本集團將採購而高陽及其附屬公司將出售原材料，以供本集團生產EFT-POS相關產品。

框架協議將自框架協議日期二零一三年二月二十一日起生效，並於二零一三年十二月三十一日屆滿(包括首尾兩日)。於二零一三年二月二十一日至二零一三年十二月三十一日，根據框架協議買賣原材料的總合約值上限為40,000,000港元。

Five Years Financial Summary

五年財務概要

A summary of the published consolidated results and of the consolidated assets and liabilities of the Group for the last five financial years, as extracted from the audited financial statements and reclassified as appropriate, is set as below:

摘錄自經審核財務報表及按適用情況重新分類的本集團過去五個財政年度已公佈綜合業績及綜合資產與負債概要如下：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Results	業績					
Revenue	收入	1,313,330	1,103,180	723,610	492,942	493,589
Gross profit	毛利	464,187	391,702	291,870	192,860	190,890
Operating profit	經營溢利	223,256	207,463	172,508	100,512	117,601
Profit for the year attributable to the equity shareholders of the Company	本公司權益持有人應佔年內溢利	182,959	181,795	145,423	84,551	106,062
Financial position	財務狀況					
Assets and liabilities	資產及負債					
Total assets	總資產	2,193,760	2,006,038	1,505,360	565,707	490,149
Total liabilities	總負債	382,926	404,884	218,249	142,646	151,639
Capital and reserves	股本及儲備					
Total equity	權益總額	1,810,834	1,601,154	1,287,111	423,061	338,510



PAX Global Technology Limited

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