



Shenyin Wanguo (H.K.) Limited  
申銀萬國(香港)有限公司

(Stock Code 股份代號: 218)

:: Annual Report 2010 年報 ::



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## CORPORATE INFORMATION

### DIRECTORS

#### Executive Directors

Chu Xiaoming (*Chairman*)  
Lu Wenqing  
Lee Man Chun Tony (*Chief Executive Officer*)  
Guo Chun  
Ying Niankang

#### Non-executive Directors

Chang Pen Tsao  
Huang Gang

#### Independent Non-executive Directors

Ng Wing Hang Patrick  
Kwok Lam Kwong Larry  
Zhuo Fumin

### AUDIT COMMITTEE

Ng Wing Hang Patrick (*Chairman*)  
Kwok Lam Kwong Larry  
Zhuo Fumin

### REMUNERATION COMMITTEE

Kwok Lam Kwong Larry (*Chairman*)  
Ng Wing Hang Patrick  
Zhuo Fumin

### COMPANY SECRETARY

Wong Che Keung Leslie

### PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited  
Bank of Communications Co., Ltd.,  
Hong Kong Branch  
China Construction Bank (Asia) Corporation  
Limited  
China Construction Bank Corporation,  
Hong Kong Branch  
Chong Hing Bank Limited  
Dah Sing Bank, Limited  
DBS Bank (Hong Kong) Limited  
Hang Seng Bank Limited  
Industrial and Commercial Bank of China (Asia)  
Limited  
Oversea-Chinese Banking Corporation Limited,  
Hong Kong Branch  
Public Bank (Hong Kong) Limited  
Standard Chartered Bank (Hong Kong) Limited  
The Hongkong and Shanghai Banking  
Corporation Limited

### AUDITORS

Ernst & Young

### SOLICITORS

Fred Kan & Co.

### REGISTERED OFFICE

28/F Citibank Tower  
Citibank Plaza  
3 Garden Road  
Central  
Hong Kong

### SHARE REGISTRARS & TRANSFER OFFICE

Tricor Tengis Limited  
26/F Tesbury Centre  
28 Queen's Road East  
Wanchai  
Hong Kong

### WEBSITE

<http://www.sywg.com.hk>

## CHAIRMAN'S STATEMENT

I hereby present to the shareholders the annual report of Shenyin Wanguo (H.K.) Limited (the "Company") and its subsidiaries (the "Group") for the year ended 31 December 2010.

### RESULTS

For the year ended 31 December 2010, the Group recorded a net profit attributable to shareholders of approximately HK\$191 million, representing an increase of 155% over 2009. The turnover increased by 44.6% to approximately HK\$513.7 million (2009: HK\$355.2 million). The basic earnings per share increased by 155% to HK35.98 cents as compared to HK14.11 cents for last year.

### DIVIDEND

The board of directors (the "Board") of the Company has resolved to recommend the payment of a final dividend of HK2 cents and a special dividend of HK7 cents per ordinary share in respect of 2010, to shareholders whose names appear on the register of members of the Company on 13 May 2011. The proposed final dividend and special dividend will be paid on or about 19 May 2011 subject to the approval of the shareholders at the forthcoming annual general meeting of the Company.

### REVIEW OF MARKET IN 2010

In 2010, attributable to its stable and fast growth amidst the complicated domestic and international economic environment, the economy of Chinese Mainland was one of the economies to recover soonest from the financial crisis, which was primarily reflected in the increase in domestic consumption and demand, the steady growth of investments, the fast resumption of export trade etc. Since the second half of 2010, the Central Government has implemented a series of measures against matters including the real estate market bubbles and inflation, successfully steered the Chinese Mainland economy towards the direction anticipated under macro-economic controls and secured a healthy general growth momentum. In the current transitional period of industries restructuring, the uncertainties of the development of the Chinese Mainland economy have substantially increased and resulted in the fluctuation in both of the Chinese Mainland and Hong Kong stock markets in 2010.

With respect to the global environment, the world economy was already on the path to recovery in 2010, and the United States and Japan showed a stronger return. However, the sovereign debt crisis in certain European countries has hampered the recovery of the global economy. Major developed economies in the world were in severe situation with alarming public finance and high unemployment rate, while emerging market economies were also facing the challenges of capital inflow and the increasing pressure of inflation. Major financial markets have been volatile. Hang Seng Index in the Hong Kong stock market reached the bottom at 18,900 points in the middle of the year, and bounced back to its high at 25,000 points in the fourth quarter, fluctuated around 20,000 points for the year. The market recorded an average daily transaction volume of HK\$68.6 billion, up 11% as compared to last year. As to the primary market, the initial public offerings in the Hong Kong Stock Exchange raised a tremendous HK\$445 billion, ranking first in the world for the second consecutive year.

## CHAIRMAN'S STATEMENT *(Cont'd)*

### REVIEW OF MARKET IN 2010 *(Cont'd)*

In 2010, the Group's businesses of brokerage, margin loans, investment banking and assets management sustained a promising growth. The net commission and service income from the securities broking and investment banking businesses increased by 27.4% from last year. Incomes from asset management fees rose by 29.6% as compared to last year. Leveraging on its abundant financial resources, the Group has enlarged the scale of its margin loans, thereby raising its net interest income by 45.2% as compared to last year. In 2010, the Group continued to expand its institutional sales and asset management businesses in nearby overseas markets, such as Japan, Korea and Taiwan, and achieved satisfactory progress. The institutional sales business of the Group grew significantly as compared to last year while the funds invested and managed by the Group have recorded satisfactory earnings. During the year, the Group has put much effort in sponsoring the listings of numerous Chinese Mainland companies in the Hong Kong stock market and offered all-round advisory services to listed state-owned enterprises. It has also participated in the underwriting of various international placings and initial public offerings, and has completed 18 financial advisory projects. In addition, the Group disposed of its shareholdings in The New China Hong Kong Highway Limited and recorded a gain of HK\$119 million in 2010.

### FUTURE PLAN & PROSPECTS

It is widely anticipated that the global economy will be able to get out of the uncertainties brought by the sovereign debt crisis and continue to recover in 2011. Overall economic figures recently released by the United States exhibited that all the major economic indicators of the United States are improving, with a GDP growth of 3.2% in the fourth quarter. It is expected that consumption, housing and fixed asset investment and foreign trade will eventually show significant improvement. Due to the strong sign of economic recovery of the country, the stock market in the United States rallied. The economic recovery of developed countries led by the United States has a positive effect on the performance of and sentiment in the securities market in Hong Kong.

In respect of the economy, the Chinese Mainland achieved a GDP growth of 10.3% and replaced Japan as the second largest economy in the world in 2010. According to an analysis by Shanghai Shenyin Wanguo Research & Consulting Company Limited, the major force behind the significant increase in GDP in 2010 was the rapid rebound in export growth. The economy of the Chinese Mainland is expected to maintain a relatively high growth rate in year 2011, which marks the first year of the implementation of PRC's twelfth Five-Year Plan. Due to the threat of inflation, the Central Government focused its macro-control measures on suppressing consumer price hikes. It is foreseen that as more austerity measures such as tightening credit, increasing interest rate and raising deposit-reserve ratio will be announced in the first half of 2011, red chip and state-owned enterprises listed in Hong Kong will be under immense pressure. In general, the securities market in Hong Kong will probably continue to rally with occasional corrections in 2011.

## CHAIRMAN'S STATEMENT *(Cont'd)*

### FUTURE PLAN & PROSPECTS *(Cont'd)*

In the coming year, the Group will take an active but pragmatic operating strategy in developing its securities broking business by aggressively expanding the institutional sales operation. It will recruit more institutional sales representatives with experience in the international market, step up system development and marketing and explore actively in the institutional client markets in neighboring countries and regions as well as Europe and the United States. The ultimate goal is to enhance the scale of economy and professional level of the institutional sales business of the Group. Meanwhile, the Group will also put enormous effort into the promotion and improvement of new products and services, such as expanding international bulk commodities trading and perfecting the internet trading platform, so as to offer a wider range of trading products and convenient services to local and Chinese Mainland retail investors, strengthen the Group's competitive advantages and enlarge its market share. In view of the accelerated internationalisation of the RMB and the possible implementation of the "mini-QFII" measure in the near future, the Group is now preparing to issue publicly offered fund products in order to take advantage of the "mini-QFII" scheme. In 2011, the Group has committed itself to increasing its investment in the asset management business, and will recruit additional professionals with a view to maintain its competitive strengths in the asset management market. In terms of the investment banking business, the Group will continue to develop its sponsoring business in initial public offerings, strengthen its placing operation and develop its direct investment business. It aims at enlarging the business scope, rationalising the revenue structure and improving the profitability of the investment banking business at the same time. While expanding various businesses, the Group will persist in reinforcing its risk management and corporate governance to ensure a healthy, sustainable and steady business growth.

In December 2010, Mr. Feng Guorong retired and resigned as chairman of the Board of the Group. During his term of service as the chairman of the Board of the Group, the Group was in the midst of adversity that came along with the restructuring, Mr. Feng Guorong devoted great effort and dedication to the healthy development of the Group. Under his leadership, the Board of the Group made a series of far-sighted and significant decisions, which put the Group back on the road towards aggressive, stable and sustainable development and, thus, realised positive operating results in successive years. On behalf of the Board of the Group and all staff, I hereby express heartfelt gratitude and pay sincere tribute to Mr. Feng Guorong for his contribution to the Group.

Finally, I would like to take this opportunity to thank all fellows of the Board and the staff of the Group for their dedication, loyalty and contribution, as well as the Group's shareholders and customers for their trust and support throughout the year.

**Chu Xiaoming**  
*Chairman*

Hong Kong  
11 March 2011

## MANAGEMENT DISCUSSION & ANALYSIS OF PERFORMANCE

### REVIEW OF OPERATIONS

#### Securities Broking

The securities broking business of the Group focused on the stock and futures markets in Hong Kong as well as the B-share market in the Chinese Mainland. In 2010, market turnover was generally heavier than that of last year amid volatile Hang Seng Index. As compared to last year, both the commission income from and the market share of the Group's securities broking business attained growth with a notable revival in the transaction amount from institutional clients, while transactions from local retail investors were more active. Commission income from futures and options brokerage also increased as compared with that of last year. In 2010, the brokerage business of the Group recorded a revenue of HK\$306.1 million, increased by 17.5% from HK\$260.6 million for last year.

In respect of business expansion, during 2010, the Group made good progress in promoting sales to overseas institutional clients and expanding the local retail teams, which laid a solid foundation for future business development.

#### Securities Financing

In 2010, with the impact of the financial crisis on the wane, the increase in total assets under custody for clients, the favorable market sentiment and a higher demand for margin loans from clients, coupled with the increase in new share issuance in the primary market, the average balance of margin loans from the Group had picked up month by month. For the year of 2010, the Group recorded an interest income of HK\$69.13 million, representing a growth of 46.6% as compared to HK\$47.17 million for 2009.

The Group will continue as usual to exercise caution in granting securities financing to clients, closely monitor its credit policy and perform regular reviews and assessments on the gearing level, investment portfolio and credit record of individual borrowers.

#### Corporate Finance

Shenyin Wanguo Capital (H.K.) Limited ("Shenyin Wanguo Capital"), a wholly-owned subsidiary of the Company, is mainly engaged in financial consultancy and securities underwriting. Shenyin Wanguo Capital acted as the sponsor to a company which launched its initial public offering in December 2010 and the shares of which were successfully listed on the Main Board of the Hong Kong Stock Exchange in January 2011. Shenyin Wanguo Capital also participated in the underwriting of three new issues, as well as in a number of share placements. In addition, Shenyin Wanguo Capital acted as the compliance adviser for eight listed companies during the year. Shenyin Wanguo Capital also completed six financial advisory assignments in 2010.

## MANAGEMENT DISCUSSION & ANALYSIS OF PERFORMANCE *(Cont'd)*

### REVIEW OF OPERATIONS *(Cont'd)*

#### Securities Research

Our securities trading and broking businesses are supported by a securities research team of the Group. With the support of our parent company, which is one of the leading securities companies in Chinese Mainland, the Group has become a specialist in Chinese Mainland securities and produces regular reports on Chinese Mainland securities, also covering macroeconomics, market strategy as well as comments on individual Chinese Mainland companies listed on the Hong Kong, Shanghai and Shenzhen stock exchanges. The research team of the Group also produces detailed company analyses, which are circulated to our clients. During 2010, a total of 30 investment analysts from our parent company came to Hong Kong. They performed roadshows to meet with international clients in Hong Kong, and some joined our annual investment conference in Hong Kong. We believe that such visits are beneficial to the collaboration between our parent company and us on the research and investment banking fronts.

#### Asset Management

In 2010, series of fiscal and monetary tightening policies to curb mounting inflation and property price introduced by the Central Government resulted in stock markets of Chinese Mainland declining more than 14% and largely underperforming the world major indices as well as peer markets. As the asset management arm of the Group primarily manages fund invested in the Chinese Mainland stock markets, the performance of funds were negatively affected. However, the scale of assets under management for the period had increased considerably as the Group successfully launched the “Shenyin Wanguo – T&D China A Share Fund” and obtained substantial investment advisory mandate from an institutional investor in 2010. At the same time, the asset management arm of the Group plans to launch new funds and is actively seeking opportunities to work with institutions in Japan, Korea, Taiwan and Chinese Mainland in 2011.

### CAPITAL STRUCTURE

During the year, there was no change to the share capital of the Company. As at 31 December 2010, the total number of the issued ordinary shares was 530,759,126 shares and total equity attributable to shareholders was HK\$1,167 million.

## MANAGEMENT DISCUSSION & ANALYSIS OF PERFORMANCE *(Cont'd)*

### LIQUIDITY, FINANCIAL RESOURCES AND GEARING RATIO

As at 31 December 2010, the Group had a cash holding of HK\$124 million and short-term marketable securities of HK\$146 million. As at 31 December 2010, the Group's total unutilised banking facilities amounted to HK\$481 million, of which HK\$192 million could be drawn down without the need of notice nor completion of condition precedent.

As at 31 December 2010, the Group had outstanding short-term bank borrowings amounting to HK\$62 million. The liquidity ratio (current assets to current liabilities) and gearing ratio (borrowings to net asset value) as at 31 December 2010 were 1.45 and 0.05 respectively.

The Group has sufficient financial resources for its day to day operations as well as spare capacity to take advantage of any investment opportunities when they arise.

### SIGNIFICANT INVESTMENT HELD, MATERIAL ACQUISITION AND DISPOSAL

During the year, the Group disposed 26.19% interest in The New China Hong Kong Highway Limited, which in turn held a 60% interest in Sichuan Chengmian Expressway Co., Ltd at a consideration of HK\$284 million. The resulting gain on disposal of HK\$119 million (after associated goodwill, revaluation reserve and transaction costs) was recognised in consolidated income statement.

Except the above disposal, the Group did not have any other material acquisition or disposal during the year.

### CHARGES ON THE GROUP'S ASSET

No asset of the Group was subject to any charge as at 31 December 2010.

### RISK MANAGEMENT

The Group has properly put in place credit management policies which cover the examination of the approval of clients' trading and credit limits, regular reviews of facilities granted, monitoring of credit exposures and the follow up of credit risks associated with overdue debts. The policies are reviewed and updated regularly.

The management closely monitors the market condition so that precautionary measures will be taken to eliminate any risk that the Group may encounter. As at 31 December 2010, all advances to customers were margin financing and amounted to HK\$898 million (2009: HK\$699 million), of which 5% (2009: 4%) was attributable to corporate customers with the rest attributable to individual customers.

## MANAGEMENT DISCUSSION & ANALYSIS OF PERFORMANCE *(Cont'd)*

### EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES AND ANY RELATED HEDGES

The Group's exposure to fluctuations in exchange rates arises from its dealings in overseas share markets. Such dealings are entered into on behalf of clients of the Group and accounted for a small portion of the Group's revenue. A material portion of such overseas transactions is denominated in United States dollars. The pegged exchange rate between United States dollars and Hong Kong dollars kept the Group's exchange risk exposure to a minimum and thus, no hedging was required. Exchange gains and/or losses are dealt with in the income statement. The Group has endeavored to closely monitor its foreign currency positions and take necessary measures when the situations so justify.

### CONTINGENT LIABILITIES

There were no material contingent liabilities as at 31 December 2010.

### FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Except the future plans as disclosed in the paragraph of "Future Plan & Prospects" in the Chairman's Statement, the Group had no other future plans for material investments or capital assets as at 31 December 2010.

### EMPLOYEES AND TRAINING

As at 31 December 2010, the total number of full-time employees was 227 (2009: 189). The total staff costs for the year (excluding directors' fees) amounted to approximately HK\$118 million.

The Group is committed to professional training for its employees. In compliance with the relevant requirement of the Securities and Futures Commission, the Group had organised a Continuous Professional Training seminar in August 2010 for all licensed staff members.

## CORPORATE GOVERNANCE REPORT

To better the Company's transparency and accountability to the shareholders, the Company is, so far as practicable, committed to maintaining high standard of corporate governance. Save for the deviation from the Code Provision A.4.1 which is explained as below, the Company has met all the code provisions stipulated in Appendix 14, Code on Corporate Governance Practices (the "Code") of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") during the financial year ended 31 December 2010.

Code Provision A.4.1 specifies that non-executive directors should be appointed for a specific term, subject to re-election. Even though non-executive directors of the Company are not appointed for specific terms, each director must be subject to retirement by rotation at least once every three years. The Company is of the opinion that it conforms with the spirit of the Code.

### CORPORATE GOVERNANCE PRINCIPLES AND SHENYIN WANGUO'S PRACTICES:

#### A.1 The Board of Directors

Principle: An issuer should be headed by an effective board which should assume responsibility for leadership and control of the issuer and be collectively responsible for promoting the success of the issuer by directing and supervising the issuer's affairs. Directors should take decisions objectively in the interests of the issuer.

Four board meetings were held in the financial year ended 31 December 2010. The following is the attendance record of the meetings:

Name of Directors	Number of meetings attended	Attendance rate
<b>Executive Directors</b>		
Feng Guorong ( <i>Chairman</i> ) ( <i>resigned on 20 December 2010</i> )	4	100%
Chu Xiaoming ( <i>Chairman</i> ) ( <i>appointed on 20 December 2010</i> )	–	–
Lu Wenqing	4	100%
Lee Man Chun Tony ( <i>Chief Executive Officer</i> )	4	100%
Guo Chun	4	100%
Ying Niankang	4	100%
<b>Non-executive Directors</b>		
Chang Pen Tsao ( <i>in person or by authorized representative</i> )	4	100%
Huang Gang	4	100%
<b>Independent Non-executive Directors</b>		
Ng Wing Hang Patrick	3	75%
Kwok Lam Kwong Larry	4	100%
Zhuo Fumin	4	100%

Drafts of the agenda were sent to directors for comments. They could include matters in the agenda for board meetings.

Notice of at least 14 days were given of a regular board meeting to give all directors an opportunity to attend. For all other board meetings, reasonable notice was given.

## CORPORATE GOVERNANCE REPORT *(Cont'd)*

Directors have access to the advice and services of the Company Secretary to ensure that board procedures, and all applicable rules and regulations, are followed.

Minutes of the board meetings, and meetings of the Audit Committee and the Remuneration Committee are kept by the Company Secretary. Minutes of other board committees (as listed under D.2 Board Committees) are kept by the appointed secretary of each committee. Such minutes are open for inspection during office hour by any director by giving at least 2 days' notice to the Company Secretary.

Minutes of the board meetings and meetings of board committees recorded in sufficient detail the matters considered by the Board and the committees and decisions reached, including any concerns raised by directors or dissenting views expressed. Draft and final versions of minutes of the board meetings were sent to all directors for their comment and records respectively, in both cases normally within one month after the board meeting was held.

The Company established a policy for any director to seek independent professional advice in appropriate circumstances, at the Company's expenses. The director is required to submit a request in writing to the Chairman stating the grounds for seeking the independent professional advice. The Chairman shall either approve the director's request directly, or if thinks fit, convene a board meeting to resolve the matter.

If a substantial shareholder or a director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter shall not be dealt with by way of circulation or by a committee (except an appropriate board committee set up for that purpose pursuant to a resolution passed in a board meeting) but a board meeting shall be held. Independent non-executive directors who, and whose associates, have no material interest in the transaction shall be present at such board meeting.

### A.2 Chairman and Chief Executive Officer

Principle: There are two key aspects of the management of every issuer - the management of the board and the day-to-day management of the issuer's business. There should be a clear division of these responsibilities at the board level to ensure a balance of power and authority, so that power is not concentrated in any one individual.

To ensure a balance of power and authority, the role of Chairman is separate from that of Chief Executive Officer. Mr. Feng Guorong acted as the Chairman until he resigned as director on 20 December 2010. Since then, Mr. Chu Xiaoming has been the Chairman. Mr. Lee Man Chun Tony acts as the Chief Executive Officer.

Their respective responsibilities are clearly established. The Chairman is responsible for the management of the Board whilst the Chief Executive Officer is responsible for day-to-day management of the Group's business including the implementation of significant strategies formulated by the Board.

The Chairman ensured that all directors were properly briefed on issues arising at board meetings.

The Chairman is responsible for ensuring that directors receive adequate information, which must be complete and reliable, in a timely manner.

## CORPORATE GOVERNANCE REPORT *(Cont'd)*

### A.3 Board Composition

Principle: The board should have a balance of skills and experience appropriate for the requirements of the business of the issuer. The board should ensure that changes to its composition can be managed without undue disruption. The board should include a balanced composition of executive and non-executive directors (including independent non-executive directors) so that there is a strong independent element on the board, which can effectively exercise independent judgement. Non-executive directors should be of sufficient calibre and number for their views to carry weight.

During the financial year, the Board of the Company was composed of 10 directors – five executive directors, two non-executive directors and three independent non-executive directors. Their names and titles are set out below:

#### **Executive Directors**

Feng Guorong (*Chairman*) (*resigned on 20 December 2010*)  
Chu Xiaoming (*Chairman*) (*appointed on 20 December 2010*)  
Lu Wenqing  
Lee Man Chun Tony (*Chief Executive Officer*)  
Guo Chun  
Ying Niankang

#### **Non-executive Directors**

Chang Pen Tsao  
Huang Gang

#### **Independent Non-executive Directors**

Ng Wing Hang Patrick  
Kwok Lam Kwong Larry  
Zhuo Fumin

All directors were expressly identified by categories of executive directors, non-executive directors and independent non-executive directors in all corporate communications that disclosed the names of the directors of the Company.

## CORPORATE GOVERNANCE REPORT *(Cont'd)*

### A.4 Appointments, Re-election and Removal of Directors

Principle: There should be a formal, considered and transparent procedure for the appointment of new directors to the board. There should be plans in place for orderly succession for appointments to the board. All directors should be subject to re-election at regular intervals. An issuer must explain the reasons for the resignation or removal of any director.

Any director appointed by the Board during the year shall retire at the next general meeting after his appointment. Also, every director is subject to retirement at least once every three years.

The Company has not established a nomination committee. The functions of appointment and removal of directors are performed by the Board. Proposals for the appointment of a new director will be considered and reviewed by the Board. The proposal for appointment of a new director is resolved either at meeting of directors in persons or by way of circulating resolutions among directors. The successful candidate must possess with the necessary experience or qualification which can help the Board to direct the Company's business. In addition, the newly appointed director must be able to meet the criteria stipulated in Rules 3.08 and 3.09 of the Listing Rules. A director who is to be appointed as an independent non-executive director should also meet the independence criteria set out in Rule 3.13 of the Listing Rules.

During the year, Mr. Chu Xiaoming was appointed as an Executive Director and the Chairman of the Company in the board meeting held on 20 December 2010. The Board performed the appointment procedures as mentioned in the above paragraphs, and Mr. Chu will retire at the 2011 annual general meeting and is eligible for re-election.

### A.5 Responsibilities of Directors

Principle: Every director is required to keep abreast of his responsibilities as a director of an issuer and of the conduct, business activities and development of that issuer. Given the essential unitary nature of the board, non-executive directors have the same duties of care and skill and fiduciary duties as executive directors.

Every newly appointed director of the Company shall receive guidance materials from the Company Secretary upon his appointment. The guidance materials comprise the group chart, annual report and a booklet relating to the duties and responsibilities of the director so as to enable the director having a proper understanding of the operations and business of the Company and to ensure him to be fully aware of his responsibilities under statute and common law, the Listing Rules, applicable legal requirements and other regulatory requirements and the business and governance policies of the issuer. A director can also request the Company Secretary to arrange him to attend any relevant course and seminar.

The Company provided guidance materials to the newly appointed director during the year.

The functions of non-executive directors have included the functions as specified in Code Provision A.5.2(a) to (d) of the Code.

Each director is aware that he should give sufficient time and attention to the affairs of the Company. Directors have satisfactory attendance rates at both board meetings and committee meetings.

## CORPORATE GOVERNANCE REPORT *(Cont'd)*

The Company adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 of the Listing Rules as its own code of conduct for dealings in securities of the Company by the directors or relevant employees as defined in the Model Code. The Company made specific enquiry of all directors. According to their replies, all the directors complied with the requirements set out in the Model Code during the financial year ended 31 December 2010. The Company also complied with the other requirements stipulated in the Model Code.

### A.6 Supply of and Access to Information

Principle: Directors should be provided in a timely manner with appropriate information in such form and of such quality as will enable them to make an informed decision and to discharge their duties and responsibilities as directors of an issuer.

In respect of regular board meetings, and so far as practicable in all other cases, an agenda and accompanying board papers were sent in full to all directors in a timely manner and at least 3 days before the intended date of a board meeting and board committee meeting.

As mentioned in D.1 below, there are matters reserved to be approved by the Board. Management is aware of the duties to supply the Board and its committees with adequate information in a timely manner to enable it to make informed decisions. The information supplied must be complete and reliable. The Board and each director have separate and independent access to the Company's senior management.

All directors are entitled to have access to board papers, minutes and related materials.

### B.1 The Level and Make-up of Remuneration and Disclosure

Principle: An issuer should disclose information relating to its directors' remuneration policy and other remuneration related matters. There should be a formal and transparent procedure for setting policy on executive directors' remuneration and for fixing the remuneration packages for all directors. Levels of remuneration should be sufficient to attract and retain the directors needed to run the issuer successfully, but the issuers should avoid paying more than is necessary for this purpose. No director should be involved in deciding his own remuneration.

The Remuneration Committee of the Company was established in April 2005. The functions of the Remuneration Committee are mainly to review and make recommendations to the Board on the Company's policy and structure for all remunerations of directors and senior management. The terms of reference of the Remuneration Committee include the specific duties set out in Code Provision B.1.3(a) to (f) of the Code, with appropriate modifications where necessary. Details of terms of reference of the Remuneration Committee are published in the Company's website.

The Remuneration Committee presently consists of three independent non-executive directors, namely, Mr. Kwok Lam Kwong Larry, Mr. Ng Wing Hang Patrick and Mr. Zhuo Fumin. Mr. Kwok Lam Kwong Larry acts as the chairman of the Remuneration Committee.

## CORPORATE GOVERNANCE REPORT *(Cont'd)*

The Remuneration Committee held two meetings in the financial year ended 31 December 2010. The following is an attendance record of the meeting held by the Remuneration Committee for the financial year:

Name of Committee Members	Number of meetings attended	Attendance rate
Kwok Lam Kwong Larry ( <i>Chairman</i> )	1	50%
Ng Wing Hang Patrick	2	100%
Zhuo Fumin	2	100%

During the financial year, the Remuneration Committee reviewed and considered the remuneration policy, packages and fringe benefits of the directors and senior management of the Group. In addition, the Remuneration Committee also reviewed the remuneration policies of the Group and compared with companies of similar scale as benchmark. Furthermore, the Committee made recommendations to the Board for the reward system of the Group, the salary increment of employees in 2010 and the reward of the Chief Executive Officer for 2010. None of the directors of the Company participated in the determination of the remuneration of their own. The Remuneration Committee was satisfied with the current remuneration policy and packages of the Group.

The Remuneration Committee shall consult the Chairman and/or Chief Executive Officer about their proposals relating to the remuneration of the directors and can have access to professional advice if considered necessary.

The Remuneration Committee was provided with sufficient resources to discharge its duties.

### C.1 Financial Reporting

Principle: The board should present a balanced, clear and comprehensible assessment of the issuer's performance, position and prospects.

Management provided such explanation and information to the Board as will enable the Board to make an informed assessment of the financial and other information put before the Board for approval.

It is the responsibility of the directors to prepare accounts of the Company.

A statement by the external auditors about their reporting responsibilities is included in the Independent Auditors' Report on pages 32 to 33.

The Board presented a balanced, clear and understandable assessment of the company's performance, position or prospects in annual and interim reports, other price-sensitive announcements and other financial disclosures required under the Listing Rules, and reports to regulators as well as to information required to be disclosed pursuant to statutory requirements.

## CORPORATE GOVERNANCE REPORT *(Cont'd)*

### C.2 Internal Controls

Principle: The board should ensure that the issuer maintains sound and effective internal controls to safeguard the shareholders' investment and the issuer's assets.

The Internal Audit Department is charged with the responsibilities to evaluate whether there are sound and effective internal controls in place to safeguard the shareholders' investment and the Company's assets. Such evaluation covers all material controls, including financial, operational and compliance controls and risk management functions. Internal Audit Department reported twice during 2010 on significant findings on internal controls to the Audit Committee, which in turn reported to the Board accordingly. The Board found that as at the publication of this report and financial statements, the internal controls were sound and effective which safeguard the shareholders' and customers' interests and the assets of the Group.

The Board also reviewed the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting function, and their training programmes and budget.

### C.3 Audit Committee

Principle: The board should establish formal and transparent arrangements for considering how it will apply the financial reporting and internal control principles and for maintaining an appropriate relationship with the issuer's external auditors. The audit committee established by an issuer pursuant to the Exchange Listing Rules should have clear terms of reference.

The Audit Committee was set up in 1999. The roles of the Audit Committee are mainly to ensure integrity of financial statements, to oversee financial reporting system and internal control procedures as well as to provide advice and recommendations to the Board. The details of the terms of reference of the Audit Committee are published in the Company's website.

The Audit Committee is currently composed of three independent non-executive directors, namely, Mr. Ng Wing Hang Patrick, Mr. Kwok Lam Kwong Larry and Mr. Zhuo Fumin. Mr. Ng Wing Hang Patrick acts as the chairman of the Audit Committee.

The Audit Committee held two meetings in the financial year ended 31 December 2010. The following is an attendance record of the meeting held by the Audit Committee for the financial year:

Name of Committee Members	Number of meetings attended	Attendance rate
Ng Wing Hang Patrick ( <i>Chairman</i> )	2	100%
Kwok Lam Kwong Larry	1	50%
Zhuo Fumin	2	100%

## CORPORATE GOVERNANCE REPORT *(Cont'd)*

A summary of the work performed by the Audit Committee during the financial year is listed below:

- (1) reviewing the financial statements and the independent auditors' report before their submission to the Board;
- (2) reviewing the results of the audit on the Company's system of internal controls;
- (3) reviewing the results of the audit on the connected or continuing connected parties transactions; and
- (4) nominating external auditors for re-appointments and propose the remuneration and terms of engagement of external auditors.

The work and findings of the Audit Committee were reported to the Board. During the year, no issues brought to the attention of management and the Board were of sufficient importance to require disclosure in the Annual Report.

The Board agreed with the Audit Committee's proposal for the re-appointment of Messrs. Ernst & Young as the Company's external auditors for 2011. The recommendation will be put forward for the approval of shareholders at the forthcoming annual general meeting.

Full minutes of Audit Committee meetings are kept by the Company Secretary. Draft and final versions of minutes of the Audit Committee meetings were sent to all members of the Audit Committee for their comment and records respectively, in both cases normally within one month after the meeting.

No member of the Company's Audit Committee was a former partner of the Company's existing external auditors.

During the financial year ended 31 December 2010, the remuneration paid to the external auditors, Messrs. Ernst & Young, was as below:

<b>Nature of services</b>	<b>HK\$'000</b>
Audit services with recoverable expenses	1,850
Tax advisory services	195
Other advisory services	51

The Audit Committee was provided with sufficient resources, including the advice of external auditors and Internal Audit Department, to discharge its duties.

## CORPORATE GOVERNANCE REPORT *(Cont'd)*

### D.1 Management Functions

Principle: An issuer should have a formal schedule of matters specifically reserved to the board for its decision. The board should give clear directions to management as to the matters that must be approved by the board before decisions are made on behalf of the issuer.

The Board is responsible for formulating overall strategy, monitoring and controlling the performance of the Company whilst managing the Company's day-to-day business is the responsibility of the management.

When the Board delegates aspects of its management and administration functions to the management, it has given clear directions as to the powers of management, in particular, with respect to the circumstances where management shall report back and obtain prior approval from the Board before making decisions or entering into any commitments on behalf of the Company.

Matters reserved to be approved by the Board include:

- (1) Appointment of directors;
- (2) Business plans of the Company;
- (3) Proposal for selection of external auditors;
- (4) Financial statements and budgets;
- (5) Substantial investments in assets other than those arising in the ordinary course of Company's businesses; and
- (6) Formation of board committees.

## CORPORATE GOVERNANCE REPORT *(Cont'd)*

### D.2 Board Committees

Principle: Board committees should be formed with specific written terms of reference which deal clearly with the committees' authority and duties.

Where board committees are established to deal with matters, the Board shall prescribe sufficiently clear terms of reference to enable such committees to discharge their functions properly.

Apart from the Audit Committee (particulars are disclosed under C.3) and Remuneration Committee (particulars are disclosed under B.1), the Board also established an Executive Committee and a Management Committee with specific terms of reference. The Executive Committee consists of all the executive directors and is responsible for formulating and reviewing the Company's important strategies on business and operations. The Management Committee consists of the Chief Executive Officer, general manager, deputy general manager, executive directors and the head of certain important departments. The Management Committee usually meets weekly for making policy and discussing issues relating to the Company's day-to-day management and business. A monthly management report will be submitted to the Executive Directors by the Management Committee reporting their work and findings.

The terms of reference of the Audit Committee and the Remuneration Committee require such committees to report back to the Board on their decisions and recommendations. Material matters will be reported to the Board by the other board committees according to their respective terms of reference.

### E.1 Effective Communication

Principle: The board should endeavour to maintain an on-going dialogue with shareholders and in particular, use annual general meetings or other general meetings to communicate with shareholders and encourage their participation.

At the annual general meeting held in 2010, a separate resolution was proposed by the Chairman in respect of each substantially separate issue.

The chairman of the Board and the members of the Audit Committee and Remuneration Committee respectively attended the 2010 annual general meeting to answer questions of shareholders.

The Company arranges for the notice to shareholders to be sent in the case of annual general meetings at least 20 clear business days before the meeting and to be sent at least 10 clear business days in the case of all other general meetings.

## CORPORATE GOVERNANCE REPORT *(Cont'd)*

### **E.2 Voting by Poll**

Principle: The issuer should ensure that shareholders are familiar with the detailed procedures for conducting a poll.

Since the amendment of the Listing Rules with effect from 1 January 2009, all resolutions set out in the notice of general meetings of the Company have been conducted by poll.

To ensure that shareholders are familiar with the poll procedures, at the commencement of the 2010 annual general meeting, the Chairman explained the detailed procedures of poll voting.

The poll results of general meetings were published on the website of Hong Kong Exchanges and Clearing Limited at <http://www.hkexnews.hk> and the Company's website at <http://www.sywg.com.hk>.

## REPORT OF THE DIRECTORS

The directors present their report and the audited financial statements of the Company and of the Group for the year ended 31 December 2010.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the principal subsidiaries are set out in note 15 to the financial statements. There were no significant changes in the nature of the Group's principal activities during the year.

### RESULTS AND DIVIDENDS

The Group's profit for the year ended 31 December 2010 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 34 to 104.

An interim dividend of HK1 cent per ordinary share was paid on 30 September 2010. The directors recommend the payment of a final dividend and a special dividend of HK2 cents and HK7 cents per ordinary share, respectively, in respect of the year to shareholders on the register of members on 13 May 2011. This recommendation has been incorporated in the financial statements as an allocation of retained profits within the equity section of the statement of financial position.

## REPORT OF THE DIRECTORS (Cont'd)

### FIVE YEAR FINANCIAL SUMMARY

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited financial statements is set out below.

	Year ended 31 December				
	2010 HK\$	2009 HK\$ (Restated)	2008 HK\$ (Restated)	2007 HK\$ (Restated)	2006 HK\$ (Restated)
RESULTS					
REVENUE	513,699,858	355,242,738	222,881,804	644,603,740	229,778,162
Commission expenses	(94,535,231)	(91,920,767)	(65,432,036)	(167,971,003)	(48,484,678)
Employee benefit expenses	(118,437,426)	(85,979,793)	(48,193,878)	(127,351,720)	(92,010,431)
Depreciation expenses	(4,174,939)	(6,194,059)	(5,925,882)	(5,236,325)	(4,411,518)
Interest expenses for financial services operations	(1,149,424)	(352,328)	(915,792)	(9,786,301)	(282,541)
Fair value gains/(losses) on available-for-sale investments	-	8,874,201	(28,916,337)	29,747,489	48,314,483
Fair value gain/(loss) on an unlisted financial instrument at fair value through profit or loss	-	825,270	46,304,649	(29,800,555)	33,291,492
Impairment of an available-for-sale investment	(1,641,540)	-	(30,192,357)	-	-
Write-back of impairment of accounts receivable and loans and advances	-	-	-	-	1,700,000
Other gains	1,481,256	1,319,074	-	2,177,292	892,075
Other expenses, net	(92,682,335)	(95,964,317)	(80,587,045)	(101,034,382)	(48,039,295)
Share of profits of associates	-	-	13,003,124	22,473,494	15,373,215
PROFIT BEFORE TAX	202,560,219	85,850,019	22,026,250	257,821,729	136,120,964
Income tax expense	(11,597,862)	(11,720,185)	(7,945,187)	(32,802,473)	(6,232,000)
PROFIT FOR THE YEAR	190,962,357	74,129,834	14,081,063	225,019,256	129,888,964
Attributable to:					
Owners of the Company	190,976,711	74,875,249	14,396,208	225,324,940	129,888,964
Non-controlling interests	(14,354)	(745,415)	(315,145)	(305,684)	-
	190,962,357	74,129,834	14,081,063	225,019,256	129,888,964

## REPORT OF THE DIRECTORS (Cont'd)

### FIVE YEAR FINANCIAL SUMMARY (Cont'd)

	2010 HK\$	As at 31 December			
		2009 HK\$	2008 HK\$	2007 HK\$	2006 HK\$
ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS					
TOTAL ASSETS	3,652,780,863	3,743,387,015	2,555,720,256	4,101,069,587	2,582,896,294
TOTAL LIABILITIES	(2,482,819,829)	(2,728,327,172)	(1,605,775,222)	(3,074,705,519)	(1,785,431,223)
NON-CONTROLLING INTERESTS	(2,619,402)	(2,633,756)	(3,379,171)	(1,694,316)	–
	<u>1,167,341,632</u>	<u>1,012,426,087</u>	<u>946,565,863</u>	<u>1,024,669,752</u>	<u>797,465,071</u>

The above summary does not form part of the audited financial statements.

### PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in note 13 to the financial statements.

### SHARE CAPITAL

There were no movements in either the Company's authorised or issued share capital during the year.

### PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year.

### RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 29(b) to the financial statements and in the consolidated statement of changes in equity, respectively.

### DISTRIBUTABLE RESERVES

At 31 December 2010, the Company's reserves available for distribution, calculated in accordance with the provisions of Section 79B of the Hong Kong Companies Ordinance, amounted to HK\$120,256,743 of which HK\$47,768,321 has been proposed as final and special dividends for the year. In addition, the Company's share premium account, in the amount of HK\$314,739,683, may be distributed in the form of fully paid bonus shares.

### CHARITABLE CONTRIBUTIONS

During the year, the Group made charitable contributions totalling HK\$50,000.

## REPORT OF THE DIRECTORS *(Cont'd)*

### MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers accounted for less than 30% of the total sales for the year.

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

The Group is a provider of financial services. In the opinion of the directors, it is therefore of no value to disclose details of the Group's suppliers.

### DIRECTORS

The directors of the Company during the year were:

*Executive directors:*

Feng Guorong (*Chairman*) (*resigned on 20 December 2010*)  
Chu Xiaoming (*Chairman*) (*appointed on 20 December 2010*)  
Lu Wenqing  
Lee Man Chun Tony (*Chief Executive Officer*)  
Guo Chun  
Ying Niankang

*Non-executive directors:*

Chang Pen Tsao  
Huang Gang

*Independent non-executive directors:*

Ng Wing Hang Patrick  
Kwok Lam Kwong Larry  
Zhuo Fumin

In accordance with Articles 95 and 104(A) of the Company's Articles of Association, Messrs. Chu Xiaoming, Ying Niankang, Ng Wing Hang Patrick and Kwok Lam Kwong Larry will retire at the forthcoming annual general meeting and, being eligible, will offer themselves for re-election.

The Company has received annual confirmations of independence from Messrs. Ng Wing Hang Patrick, Kwok Lam Kwong Larry and Zhuo Fumin and as at the date of this report, still considers them to be independent.

## REPORT OF THE DIRECTORS (Cont'd)

### BIOGRAPHICAL DETAILS OF THE DIRECTORS OF THE COMPANY AND THE SENIOR MANAGEMENT OF THE GROUP

#### Executive directors

**Chu Xiaoming**, aged 48, was appointed as an Executive Director and the Chairman of the Company on 20 December 2010. He is also a Director, the Vice Chairman of the Board and Acting President of Shenyin & Wanguo Securities Co., Ltd. ("SWSC"). Prior to joining SWSC, he was the General Manager of Zhonghai Trust Co., Ltd. Mr. Chu graduated from The University of Hong Kong with a master degree in Business Administration (International) in 2003 and obtained the qualification as Senior Economist issued by Industrial and Commercial Bank of China in 1994.

**Lu Wenqing**, aged 52, was appointed as a Non-executive Director of the Company in August 1996 and was re-designated as an Executive Director of the Company in September 2004. He is also the Vice President of Shenyin & Wanguo Securities Co., Ltd. He graduated from Shanghai University of Finance and Economics. He also holds a Master's Degree in Business Administration from The Asia (Macau) International Open University and W.P. Carey School of Business at Arizona State University. Prior to joining the former Shanghai Shenyin Securities Co., Ltd., he served as a senior officer in Shanghai Trust & Investment Corporation of the Industrial and Commercial Bank of China and as an attache' of the Chinese Embassy in Gabon.

**Lee Man Chun Tony**, aged 57, was appointed as an Executive Director and Chief Executive Officer of the Company in June 2000 and July 2000 respectively. He is an Associate of the Hong Kong Institute of Certified Public Accountants. He has more than 30 years' experience in accounting, finance and banking. He held senior positions with Standard Chartered Bank and Sanwa International Finance Ltd. before he joined the Group in 1995.

**Guo Chun**, aged 46, was appointed as an Executive Director of the Company in May 2000. He was further appointed as the Managing Director of the International Business Division of Shenyin & Wanguo Securities Co., Ltd. in May 2008. Mr. Guo began his career with the Industrial and Commercial Bank of China, Shanghai Branch in 1983. Other than the banking business, he has been working in the securities industry of the People's Republic of China (the "PRC") since 1987. He has 23 years' extensive experience in stockbroking and investment banking in the PRC. In 1990, he joined the former Shanghai Shenyin Securities Co., Ltd. and served as a regional superintendent in Shanghai. He was appointed as the Deputy Managing Director of Shenyin Wanguo (H.K.) Holdings Limited on secondment to Hong Kong in early 1997 after the merger of Shanghai Shenyin Securities Co., Ltd. and Shanghai International Securities Co., Ltd. He holds a Master's Degree in Business Administration from Murdoch University, Perth, Australia.

**Ying Niankang**, aged 59, was appointed as an Executive Director of the Company in August 1997. He was a Deputy General Manager of the International Business Division of Shenyin & Wanguo Securities Co., Ltd. and has more than 10 years' experience in corporate finance. He was the Chief of Division of Technology & Economics, Department of Project Management, College of Civil Engineering, in Shanghai, between 1983 and 1991. He holds a Master's Degree and a Bachelor's Degree from the Department of Industrial Economics at Shanghai University of Finance and Economics.

## REPORT OF THE DIRECTORS (Cont'd)

### BIOGRAPHICAL DETAILS OF THE DIRECTORS OF THE COMPANY AND THE SENIOR MANAGEMENT OF THE GROUP (Cont'd)

#### Non-executive directors

**Chang Pen Tsao**, aged 71, is a Non-executive Director of the Company. He is the Founder and Chairman of Taiwan International Securities Group, The Business Development Foundation of The Chinese Straits, Unitech Printed Circuit Board Corp. and Ideal Bike Corp. Both Unitech Printed Circuit Board Corp. and Ideal Bike Corp. are listed on the Taiwan Stock Exchange. Mr. Chang served as a Senator in Taiwan for 9 years and was the Chairman of Kwang Hua Securities Investment & Trust Co., Ltd. He has more than 20 years' experience in legal practice as a lawyer, prosecutor and district judge, as well as in business management, and has more than 10 years' experience in securities investment. He received his LL.B. Degree from Chung Hsin University, Taiwan in 1967.

**Huang Gang**, aged 44, is a Non-executive Director of the Company. He graduated from Xian Jiaotong University and holds a Master's Degree in Economics conferred by Shanghai University of Finance and Economics. He has over 18 years' management experiences with enterprises. From 1993 to 1999, he worked with Agricultural Bank of China (Shanghai Branch) as an Assistant General Manager. In 2000, Mr. Huang joined Shanghai Industrial Investment (Holdings) Company Limited as an Assistant General Manager. He also presently holds directorships in certain wholly owned subsidiaries of Shanghai Industrial Investment (Holdings) Company Limited.

#### Independent non-executive directors

**Ng Wing Hang Patrick**, aged 58, is an Independent Non-executive Director of the Company. He is a practising Certified Public Accountant in Hong Kong and is the Managing Director of Pan China (H.K.) CPA Limited, a certified public accountants firm in Hong Kong. He also serves as an Independent Non-executive Director of Far East Hotels and Entertainment Limited, which is listed on the Hong Kong Stock Exchange. Mr. Ng served as an Independent Non-executive Director of Dynamic Energy Holdings Limited, which is listed on the Hong Kong Stock Exchange, until he resigned on 28 April 2010.

**Kwok Lam Kwong Larry, B.B.S., J.P.**, aged 55, is an Independent Non-executive Director of the Company. He is a practising solicitor in Hong Kong and is also qualified to practise as a solicitor in Australia, England and Wales and Singapore. He is also qualified as a Chartered Accountant in England and Wales and a CPA in Hong Kong and Australia. He graduated from the University of Sydney, Australia with Bachelor's Degrees in Economics and Laws as well as a Master's Degree in Laws. He is currently the Chairman of the Traffic Accident Victims Assistance Advisory Committee, a member of the Hospital Governing Committee of Kwai Chung Hospital/Princess Margaret Hospital and the Insurance Claims Complaints Panel in Hong Kong. He is also a member of the Political Consultative Committee of Guangxi in the People's Republic of China.

## REPORT OF THE DIRECTORS *(Cont'd)*

### BIOGRAPHICAL DETAILS OF THE DIRECTORS OF THE COMPANY AND THE SENIOR MANAGEMENT OF THE GROUP *(Cont'd)*

#### Independent non-executive directors *(Cont'd)*

**Zhuo Fumin**, aged 59, is an Independent Non-executive Director of the Company. He graduated from Shanghai Jiaotong University's Electrical Engineering School and holds a Master's Degree in Economics conferred by Fudan University. Mr. Zhuo has more than 35 years of experience in running joint stock companies and in corporate management and has extensive capital market experience. Mr. Zhuo currently serves as a General Partner in SIG Capital Limited and as Managing Partner in GGV Capital. He also serves as a Director of Daqo New Energy Corp. (a company listed on the New York Stock Exchange), an Independent Director of Focus Media Holding Ltd. (a company listed on the NASDAQ Stock Market), a Non-executive Director of Besunyun Holdings Company Limited (a company listed on the Hong Kong Stock Exchange) and an Independent Non-executive Director of SRE Group Limited (a company listed on the Hong Kong Stock Exchange) since 30 November 2010. He had been an Independent Director of China Enterprise Company Limited (a company listed on the Shanghai Stock Exchange) until he resigned on 8 April 2009.

#### Senior management

**Bai Youge**, aged 48, was appointed as Deputy General Manager of the Group in 2004. He is a non-practising member of the Chinese Institute of Certified Public Accountants and has previously worked for Arthur Andersen & Co. He joined the former Shanghai International Securities Co., Ltd. in 1994 as the Deputy General Manager of the Investment Bank Division. After the merger of Shanghai International Securities Co., Ltd. and Shanghai Shenyin Securities Co., Ltd. in 1996, he was appointed as the Deputy General Manager of the International Business and Brokerage Departments of Shenyin & Wanguo Securities Co., Ltd. respectively, and has over 10 years' experience in the securities field of the PRC. He graduated from Sichuan University in Mathematics and holds a Master's Degree in Economics from the Shanghai Academy of Social Sciences and a Master's Degree in Finance and Securities from the University of Reading in the United Kingdom.

**Fu Xingyi**, aged 48, has been appointed as the Deputy General Manager of the Group since November 2007. Mr. Fu was appointed as the Assistant to General Manager of the Group in 2004. He previously worked for the International Business Division, Investment Bank Division and Merger & Acquisition Division of Shenyin & Wanguo Securities Co., Ltd. and has more than 10 years' experience in corporate finance. He holds a Bachelor's Degree from Fudan University in Shanghai.

## REPORT OF THE DIRECTORS *(Cont'd)*

### BIOGRAPHICAL DETAILS OF THE DIRECTORS OF THE COMPANY AND THE SENIOR MANAGEMENT OF THE GROUP *(Cont'd)*

#### Senior management *(Cont'd)*

**Wong Che Keung Leslie**, aged 46, is the Chief Operating Officer and Company Secretary of the Group. Besides company secretarial duties, Mr. Wong is also responsible for overseeing accounting, securities settlement, credit, treasury and information technology activities of the Group. Mr. Wong once served as the Head of Compliance of the Group and subsequently, a Director of Shenyin Wanguo Securities (H.K.) Limited and the Finance Director before succeeding to the current position of the Chief Operating Officer of the Group in 2010. Mr. Wong was appointed as the Company Secretary of the Group in December 2004. Prior to joining the Group in 1996, he has worked in the Securities and Futures Commission for 7 years and in the stockbroking and treasury field for a further 2 years. He is a Fellow of the Hong Kong Institute of Certified Public Accountants. He obtained his Bachelor's Degree in Economics at the University of Hong Kong and a Master's Degree in Business Administration at the Chinese University of Hong Kong. Mr. Wong was appointed on 4 June 2007 as an Independent Non-executive Director of Rainbow Brothers Holdings Limited, which is listed on the Hong Kong Stock Exchange.

**Ting Kay Loong, Willis**, aged 49, is the Head of Corporate Finance of the Group. He has over 22 years of experience in the securities industry. Prior to joining the Group in 2006, he worked for several international financial institutions and listed companies in Hong Kong, responsible for capital market activities and equity investments. He holds a Bachelor of Economics Degree from Macquarie University, Australia and is a fellow member of the Australian Society of Certified Public Accountants.

**Philip Chan**, aged 48, joined the Group in 1994. He is responsible for Institutional Equity Sales and has been based in Hong Kong for 22 years, working first with Mansion House Group Ltd. and later with PBI Securities Hong Kong Ltd. (formerly part of the Dutch ABN-AMRO Group), as an analyst. Prior to working in Hong Kong, he worked in the United Kingdom for 3 years for two securities brokerage firms as an analyst. He was born in the United Kingdom and obtained his Bachelor's Degree in Chemistry at Cardiff University, in Wales.

## REPORT OF THE DIRECTORS *(Cont'd)*

### DIRECTORS' SERVICE CONTRACTS

No director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

### DIRECTORS' REMUNERATION

The directors' fees are subject to shareholders' approval at general meetings. Other emoluments are determined by the Board of the Company with reference to directors' duties, responsibilities and performance and the results of the Group.

### DIRECTORS' INTERESTS IN CONTRACTS

No director had a significant beneficial interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company, or any of its holding companies, subsidiaries and fellow subsidiaries was a party during the year.

### DIRECTOR'S INTEREST IN SHARES

At 31 December 2010, the interest of a director in the share capital of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in the Appendix 10 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), was as follows:

*Long position in the ordinary shares of the Company*

Name of director	Number of ordinary shares directly beneficially owned	Percentage of the Company's issued share capital
Lee Man Chun Tony	1,300,000	0.24

Save as disclosed above, as at 31 December 2010, none of the directors of the Company had any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

## REPORT OF THE DIRECTORS (Cont'd)

### SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES

At 31 December 2010, the interests of substantial shareholders, other than directors or chief executive of the Company, in the issued share capital of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO were as follows:

#### *Long positions in the ordinary shares of the Company*

Name	Capacity and nature of interests	Number of ordinary shares held	Percentage of the Company's issued share capital
Shenyin Wanguo Holdings (B.V.I.) Limited ("SWHBVI")	Directly beneficially owned	268,334,875*	50.56
Venture-Some Investments Limited ("VSI")	Through controlled corporation	268,334,875*	50.56
Shenyin Wanguo (H.K.) Holdings Limited ("SWHKH")	Through controlled corporation Directly beneficially owned	268,334,875* 2,045,000*	50.56 0.38
Shenyin & Wanguo Securities Co., Ltd. ("SWSC")	Through controlled corporation	270,379,875*	50.94

\* SWHBVI was held directly as to 50.51% by VSI. VSI was wholly-owned by SWHKH. SWHKH was wholly-owned by SWSC. Hence, VSI, SWHKH and SWSC were deemed to be interested in the same parcel of 268,334,875 shares held by SWHBVI under the SFO. SWHKH also held directly 2,045,000 shares of the Company. Hence, SWSC was also deemed to be interested in the same parcel of 2,045,000 shares held by SWHKH.

Save as disclosed above, as at 31 December 2010, the Company had not been notified of any person who had interests or short positions in the shares or underlying shares of the Company which were required to be recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

### CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

The connected transactions and continuing connected transactions of the Company and the Group during the year are disclosed in compliance with the requirements of Chapter 14A of the Listing Rules in note 33 to the financial statements.

The independent non-executive directors of the Company have reviewed and confirmed that the continuing connected transactions as set out in note 33 to the financial statements that these continuing connected transactions were entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or on terms no less favourable to the Group than terms available to/from independent third parties; and (iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

## REPORT OF THE DIRECTORS (Cont'd)

### CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS (Cont'd)

Ernst & Young, the Company's auditors, were engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 *Assurance Engagements Other Than Audits or Reviews of Historical Financial Information* and with reference to Practice Note 740 *Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules* issued by the Hong Kong Institute of Certified Public Accountants. Ernst & Young have issued their unqualified letter containing their findings and conclusions in respect of the continuing connected transactions disclosed above by the Group in accordance with Rule 14A.38 of the Listing Rules. A copy of the auditors' letter has been provided by the Company to the Hong Kong Stock Exchange.

### SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.

### DIRECTOR'S INTERESTS IN A COMPETING BUSINESS

During the year and up to the date of this report, a non-executive director, Mr. Huang Gang, is considered to have an interest in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group, as defined in the Listing Rules. Mr. Huang Gang is also a director of SIIC Asset Management Company Limited, which is also involved in the provision of asset management services.

As the Board of the Company is independent from the board of directors of SIIC Asset Management Company Limited and Mr. Huang Gang does not control the Board of the Company, the Group is capable of carrying on its businesses independently of, and at arm's length from, the business of SIIC Asset Management Company Limited.

### AUDITORS

Ernst & Young retire and a resolution for their reappointment as auditors of the Company will be proposed at the forthcoming annual general meeting.

ON BEHALF OF THE BOARD

**Chu Xiaoming**  
*Chairman*

Hong Kong  
11 March 2011

## INDEPENDENT AUDITORS' REPORT



**To the shareholders of Shenyin Wanguo (H.K.) Limited**  
*(Incorporated in Hong Kong with limited liability)*

We have audited the consolidated financial statements of Shenyin Wanguo (H.K.) Limited (the "Company") and the subsidiaries (together, the "Group") set out on pages 34 to 104, which comprise the consolidated and company statements of financial position as at 31 December 2010, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the 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.

**Auditors' responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. Our report is made solely to you, as a body, in accordance with Section 141 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider 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.

## INDEPENDENT AUDITORS' REPORT *(Cont'd)*

**To the shareholders of Shenyin Wanguo (H.K.) Limited**  
*(Incorporated in Hong Kong with limited liability)*

### **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 2010, 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 Hong Kong Companies Ordinance.

### **Ernst & Young**

*Certified Public Accountants*  
18th Floor  
Two International Finance Centre  
8 Finance Street, Central  
Hong Kong  
11 March 2011

## CONSOLIDATED INCOME STATEMENT

Year ended 31 December 2010

	<i>Notes</i>	<b>2010 HK\$</b>	2009 HK\$ (Restated)
REVENUE	5	<b>513,699,858</b>	355,242,738
Commission expenses		<b>(94,535,231)</b>	(91,920,767)
Employee benefit expenses	6	<b>(118,437,426)</b>	(85,979,793)
Depreciation expenses	13	<b>(4,174,939)</b>	(6,194,059)
Interest expenses for financial services operations	6	<b>(1,149,424)</b>	(352,328)
Fair value gains on available-for-sale investments	17	–	8,874,201
Fair value gain on an unlisted financial instrument at fair value through profit or loss	17	–	825,270
Impairment of an available-for-sale investment	17	<b>(1,641,540)</b>	–
Other gains	5	<b>1,481,256</b>	1,319,074
Other expenses, net		<b>(92,682,335)</b>	(95,964,317)
PROFIT BEFORE TAX	6	<b>202,560,219</b>	85,850,019
Income tax expense	9	<b>(11,597,862)</b>	(11,720,185)
PROFIT FOR THE YEAR		<b><u>190,962,357</u></b>	<u>74,129,834</u>
Attributable to:			
Owners of the Company	10	<b>190,976,711</b>	74,875,249
Non-controlling interests		<b>(14,354)</b>	(745,415)
		<b><u>190,962,357</u></b>	<u>74,129,834</u>
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	12		
Basic and diluted		<b><u>HK35.98 cents</u></b>	<u>HK14.11 cents</u>

Details of the dividends payable and proposed for the year are disclosed in note 11 to the financial statements.

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Year ended 31 December 2010

	<i>Notes</i>	<b>2010 HK\$</b>	2009 HK\$
PROFIT FOR THE YEAR		<b><u>190,962,357</u></b>	<u>74,129,834</u>
OTHER COMPREHENSIVE INCOME			
Available-for-sale investments:			
Changes in fair value		<b>(198,192)</b>	10,540,388
Transfer of losses/(gains) to the consolidated income statement			
– gain on disposal	<i>6</i>	–	(8,874,201)
– impairment losses		<b>1,641,540</b>	–
Income tax effect	<i>18</i>	<b><u>66,030</u></b>	<u>(66,030)</u>
OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX		<b><u>1,509,378</u></b>	<u>1,600,157</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		<b><u>192,471,735</u></b>	<u>75,729,991</u>
Attributable to:			
Owners of the Company	<i>10</i>	<b><u>192,486,089</u></b>	76,475,406
Non-controlling interests		<b><u>(14,354)</u></b>	<u>(745,415)</u>
		<b><u>192,471,735</u></b>	<u>75,729,991</u>

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2010

	<i>Notes</i>	<b>31 December 2010 HK\$</b>	31 December 2009 HK\$ (Restated)	1 January 2009 HK\$ (Restated)
<b>NON-CURRENT ASSETS</b>				
Property, plant and equipment	13	9,633,833	8,814,261	10,916,313
Stock and Futures Exchange trading rights	14	4,211,831	4,211,831	4,211,831
Other assets		12,692,220	11,920,307	9,497,048
Goodwill	16	–	57,632,404	57,632,404
Financial instruments	17	12,820,657	135,093,358	156,929,503
Deferred tax assets	18	1,960,700	2,442,770	3,036,770
Total non-current assets		<u>41,319,241</u>	<u>220,114,931</u>	<u>242,223,869</u>
<b>CURRENT ASSETS</b>				
Investments at fair value through profit or loss	17	145,709,361	177,837,092	65,813,019
Accounts receivable	19	534,953,817	624,146,678	183,657,637
Loans and advances	20	885,172,114	685,695,396	191,158,701
Prepayments, deposits and other receivables	21	15,167,792	10,828,354	7,868,888
Tax recoverable		53,758	368,549	8,739,296
Bank balances held on behalf of customers	22	1,906,405,768	1,939,341,239	1,355,956,147
Cash and cash equivalents	23	123,999,012	85,054,776	500,302,699
Total current assets		<u>3,611,461,622</u>	<u>3,523,272,084</u>	<u>2,313,496,387</u>
<b>CURRENT LIABILITIES</b>				
Accounts payable	24	2,312,439,777	2,508,232,995	1,503,625,709
Other payables and accruals	25	100,198,989	71,386,274	64,037,261
Interest-bearing bank borrowings	26	62,491,770	134,290,445	–
Tax payable		7,689,293	7,480,043	35,906,252
Total current liabilities		<u>2,482,819,829</u>	<u>2,721,389,757</u>	<u>1,603,569,222</u>
NET CURRENT ASSETS		<u>1,128,641,793</u>	<u>801,882,327</u>	<u>709,927,165</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>1,169,961,034</u>	<u>1,021,997,258</u>	<u>952,151,034</u>
<b>NON-CURRENT LIABILITIES</b>				
Deferred tax liabilities	18	–	66,030	–
Other payables	27	–	6,871,385	2,206,000
Total non-current liabilities		<u>–</u>	<u>6,937,415</u>	<u>2,206,000</u>
Net assets		<u>1,169,961,034</u>	<u>1,015,059,843</u>	<u>949,945,034</u>

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION** *(Cont'd)*

31 December 2010

	<i>Notes</i>	<b>31 December 2010 HK\$</b>	31 December 2009 HK\$ (Restated)	1 January 2009 HK\$ (Restated)
<b>EQUITY</b>				
<b>Equity attributable to owners of the Company</b>				
Issued capital	<i>28</i>	<b>265,379,563</b>	265,379,563	265,379,563
Reserves	<i>29(a)</i>	<b>854,193,748</b>	736,431,341	675,878,709
Proposed dividends	<i>11</i>	<b>47,768,321</b>	10,615,183	5,307,591
		<b>1,167,341,632</b>	1,012,426,087	946,565,863
<b>Non-controlling interests</b>		<b>2,619,402</b>	2,633,756	3,379,171
Total equity		<b>1,169,961,034</b>	1,015,059,843	949,945,034

**Chu Xiaoming**  
*Director*

**Lee Man Chun Tony**  
*Director*

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2010

Notes	Attributable to owners of the Company										
	Issued capital HK\$	Share premium account HK\$	Capital reserve HK\$	Available-for-sale investment revaluation reserve HK\$	General reserve HK\$ (Note 29(a))	Exchange fluctuation reserve HK\$ (Note 29(a))	Retained profits HK\$	Proposed dividends HK\$	Total HK\$	Non-controlling interests HK\$	Total equity HK\$
At 1 January 2009	265,379,563	314,739,683	15,043	(1,266,003)	138,611	21,647,770	340,603,605	5,307,591	946,565,863	3,379,171	949,945,034
Profit/(loss) for the year	-	-	-	-	-	-	74,875,249	-	74,875,249	(745,415)	74,129,834
Other comprehensive income for the year:											
Change in fair value of available-for-sale investments, net of tax	-	-	-	1,600,157	-	-	-	-	1,600,157	-	1,600,157
Total comprehensive income for the year	-	-	-	1,600,157	-	-	74,875,249	-	76,475,406	(745,415)	75,729,991
Final 2008 dividends declared	-	-	-	-	-	-	-	(5,307,591)	(5,307,591)	-	(5,307,591)
Interim 2009 dividend 11	-	-	-	-	-	-	(5,307,591)	-	(5,307,591)	-	(5,307,591)
Proposed final 2009 dividend 11	-	-	-	-	-	-	(10,615,183)	10,615,183	-	-	-
At 31 December 2009 and 1 January 2010	265,379,563	314,739,683	15,043	334,154	138,611	21,647,770	399,556,080	10,615,183	1,012,426,087	2,633,756	1,015,059,843
Profit/(loss) for the year	-	-	-	-	-	-	190,976,711	-	190,976,711	(14,354)	190,962,357
Other comprehensive income for the year:											
Change in fair value of available-for-sale investments, net of tax	-	-	-	1,509,378	-	-	-	-	1,509,378	-	1,509,378
Total comprehensive income for the year	-	-	-	1,509,378	-	-	190,976,711	-	192,486,089	(14,354)	192,471,735
Exchange fluctuation reserve released to the consolidated income statement upon disposal of a foreign investment 17	-	-	-	-	-	(21,647,770)	-	-	(21,647,770)	-	(21,647,770)
Final 2009 dividends declared	-	-	-	-	-	-	-	(10,615,183)	(10,615,183)	-	(10,615,183)
Interim 2010 dividend 11	-	-	-	-	-	-	(5,307,591)	-	(5,307,591)	-	(5,307,591)
Proposed final 2010 dividend 11	-	-	-	-	-	-	(10,615,183)	10,615,183	-	-	-
Proposed special 2010 dividend 11	-	-	-	-	-	-	(37,153,138)	37,153,138	-	-	-
At 31 December 2010	265,379,563	314,739,683*	15,043*	1,843,532*	138,611*	-*	537,456,879*	47,768,321	1,167,341,632	2,619,402	1,169,961,034

\* These reserve accounts comprise the consolidated reserves of HK\$854,193,748 (2009: HK\$736,431,341) in the consolidated statement of financial position.

# CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2010

	<i>Notes</i>	<b>2010</b> <b>HK\$</b>	2009 HK\$ (Restated)
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Profit before tax		<b>202,560,219</b>	85,850,019
Adjustments for:			
Bank interest income	5	<b>(7,085,895)</b>	(5,385,990)
Dividend income	5	<b>(657,117)</b>	(821,410)
Fair value gains on available-for-sale investments	17	–	(8,874,201)
Gain on disposal of an available-for-sale investment	5	<b>(119,697,916)</b>	–
Depreciation	13	<b>4,174,939</b>	6,194,059
Fair value gain on an unlisted financial instrument at fair value through profit or loss		–	(869,143)
Impairment of an available-for-sale investment	17	<b>1,641,540</b>	–
Gain on disposal of items of property, plant and equipment	6	<b>(1,200)</b>	–
		<b>80,934,570</b>	76,093,334
Increase in other assets		<b>(771,913)</b>	(2,423,259)
Decrease/(increase) in investments at fair value through profit or loss	30	<b>32,127,731</b>	(78,880,670)
Decrease/(increase) in accounts receivable		<b>89,192,861</b>	(440,489,041)
Increase in loans and advances		<b>(199,476,718)</b>	(494,536,695)
Increase in prepayments, deposits and other receivables		<b>(4,339,438)</b>	(2,959,466)
Decrease/(increase) in bank balances held on behalf of customers		<b>32,935,471</b>	(583,385,092)
Increase/(decrease) in accounts payable		<b>(195,793,218)</b>	1,004,607,286
Increase in other payables and accruals		<b>21,476,830</b>	12,014,398
		<b>(143,713,824)</b>	(509,959,205)
Cash used in operations		<b>7,085,895</b>	5,385,990
Bank interest received		<b>657,117</b>	821,410
Dividends received from listed equity investments		<b>(10,591,751)</b>	(31,181,647)
Hong Kong profits tax paid		<b>(146,562,563)</b>	(534,933,452)
Net cash flows used in operating activities		<b>(146,562,563)</b>	(534,933,452)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Purchases of items of property, plant and equipment	13	<b>(4,994,511)</b>	(4,092,007)
Purchases of available-for-sale investments		<b>(5,985,001)</b>	–
Proceeds from disposal of available-for-sale investments		<b>284,206,560</b>	102,273
Proceeds from disposal of items of property, plant and equipment		<b>1,200</b>	–
Net cash flows from/(used in) investing activities		<b>273,228,248</b>	(3,989,734)

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## CONSOLIDATED STATEMENT OF CASH FLOWS (Cont'd)

Year ended 31 December 2010

	<i>Notes</i>	<b>2010</b> <b>HK\$</b>	2009 HK\$ (Restated)
Net cash flows from/(used in) investing activities – page 39		<b>273,228,248</b>	(3,989,734)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
New bank loans		<b>25,000,000</b>	102,000,000
Repayment of bank loans		<b>(102,000,000)</b>	–
Dividends paid		<b>(15,922,774)</b>	(10,615,182)
Net cash flows from/(used in) financing activities		<b>(92,922,774)</b>	91,384,818
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		<b>33,742,911</b>	(447,538,368)
Cash and cash equivalents at beginning of year		<b>52,764,331</b>	500,302,699
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>		<b>86,507,242</b>	52,764,331
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>			
Cash and bank balances	23	<b>72,605,012</b>	34,544,376
Time deposits with original maturity of less than three months when acquired	23	<b>51,394,000</b>	50,510,400
Cash and cash equivalents as stated in the consolidated statement of financial position		<b>123,999,012</b>	85,054,776
Bank overdrafts	26	<b>(37,491,770)</b>	(32,290,445)
Cash and cash equivalents as stated in the consolidated statement of cash flows		<b>86,507,242</b>	52,764,331

# STATEMENT OF FINANCIAL POSITION

31 December 2010

	<i>Notes</i>	<b>2010 HK\$</b>	2009 HK\$
<b>NON-CURRENT ASSETS</b>			
Interests in subsidiaries	15	<b>697,794,097</b>	657,200,900
<b>CURRENT ASSETS</b>			
Prepayments, deposits and other receivables	21	<b>1,602,749</b>	1,488,617
Tax recoverable		–	23,581
Cash and cash equivalents	23	<b>4,369,384</b>	4,549,350
Total current assets		<b>5,972,133</b>	6,061,548
<b>CURRENT LIABILITIES</b>			
Other payables and accruals	25	<b>3,384,690</b>	3,037,390
Tax payable		<b>5,551</b>	–
Total current liabilities		<b>3,390,241</b>	3,037,390
<b>NET CURRENT ASSETS</b>			
		<b>2,581,892</b>	3,024,158
<b>Net assets</b>			
		<b>700,375,989</b>	660,225,058
<b>EQUITY</b>			
Issued capital	28	<b>265,379,563</b>	265,379,563
Reserves	29(b)	<b>387,228,105</b>	384,230,312
Proposed dividends	11	<b>47,768,321</b>	10,615,183
Total equity		<b>700,375,989</b>	660,225,058

**Chu Xiaoming**  
Director

**Lee Man Chun Tony**  
Director

# NOTES TO FINANCIAL STATEMENTS

31 December 2010

## 1. CORPORATE INFORMATION

Shenyin Wanguo (H.K.) Limited is a limited liability company incorporated in Hong Kong. The registered office of the Company is situated at 28th Floor, Citibank Tower, Citibank Plaza, 3 Garden Road, Central, Hong Kong.

During the year, the Group was involved in the following principal activities:

- securities trading and investment holding
- securities broking and dealing
- securities financing and direct loans
- investment advisory services

The Company is a subsidiary of Shenyin Wanguo Holdings (B.V.I.) Limited, a company incorporated in the British Virgin Islands with limited liability. In the opinion of the directors, the ultimate holding company of the Company is Shenyin & Wanguo Securities Co., Ltd., which was established in the People's Republic of China (the "PRC").

## 2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"), accounting principles generally accepted in Hong Kong and the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for certain financial instruments and equity investments, which have been measured at fair value. These financial statements are presented in Hong Kong dollars ("HK\$") except when otherwise indicated.

### **Basis of consolidation**

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2010. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. All intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends are eliminated on consolidation in full.

Losses within a subsidiary are attributed to the non-controlling interest even if that results in a deficit balance.

Non-controlling interests represent the interests of outside shareholders not held by the Group in the results and net assets of the Company's subsidiaries.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements.

HKFRS 1 (Revised)	<i>First-time Adoption of Hong Kong Financial Reporting Standards</i>
HKFRS 1 Amendments	<i>Amendments to HKFRS 1 First-time Adoption of Hong Kong Financial Reporting Standards – Additional Exemptions for First-time Adopters</i>
HKFRS 2 Amendments	<i>Amendments to HKFRS 2 Share-based Payment – Group Cash-settled Share-based Payment Transactions</i>
HKFRS 3 (Revised)	<i>Business Combinations</i>
HKAS 27 (Revised)	<i>Consolidated and Separate Financial Statements</i>
HKAS 39 Amendment	<i>Amendment to HKAS 39 Financial Instruments: Recognition and Measurement – Eligible Hedged Items</i>
HK(IFRIC)-Int 17	<i>Distributions of Non-cash Assets to Owners</i>
HKFRS 5 Amendments included in <i>Improvements to HKFRSs</i> issued in October 2008	<i>Amendments to HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations – Plan to sell the controlling interest in a subsidiary</i>
<i>Improvements to HKFRSs 2009</i>	Amendments to a number of HKFRSs issued in May 2009
HK Interpretation 4 Amendment	<i>Amendment to HK Interpretation 4 Leases – Determination of the Length of Lease Term in respect of Hong Kong Land Leases</i>
HK Interpretation 5	<i>Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause</i>

Other than as further explained below regarding the impact of HKFRS 3 (Revised), HKAS 27 (Revised), amendments to HKAS 7 and HKAS 17 included in *Improvements to HKFRSs 2009* and HK Interpretation 4 (Revised in December 2009), the adoption of these new and revised HKFRSs has had no significant financial effect on these financial statements.

The principal effects of adopting these new and revised HKFRSs are as follows:

- (a) HKFRS 3 (Revised) *Business Combinations* and HKAS 27 (Revised) *Consolidated and Separate Financial Statements*

HKFRS 3 (Revised) introduces a number of changes in the accounting for business combinations that affect the initial measurement of non-controlling interests, the accounting for transaction costs, the initial recognition and subsequent measurement of a contingent consideration and business combinations achieved in stages. These changes will impact the amount of goodwill recognised, the reported results in the period that an acquisition occurs, and future reported results.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES (Cont'd)

(a) (Cont'd)

HKAS 27 (Revised) requires that a change in the ownership interest of a subsidiary without loss of control is accounted for as an equity transaction. Therefore, such a change will have no impact on goodwill, nor will it give rise to a gain or loss. Furthermore, the revised standard changes the accounting for losses incurred by the subsidiary as well as the loss of control of a subsidiary. Consequential amendments were made to various standards, including, but not limited to HKAS 7 *Statement of Cash Flows*, HKAS 12 *Income Taxes*, HKAS 21 *The Effects of Changes in Foreign Exchange Rates*, HKAS 28 *Investments in Associates* and HKAS 31 *Interests in Joint Ventures*.

The changes introduced by these revised standards are applied prospectively and affect the accounting of acquisitions, loss of control and transactions with non-controlling interests after 1 January 2010.

(b) *Improvements to HKFRSs 2009* issued in May 2009 sets out amendments to a number of HKFRSs. There are separate transitional provisions for each standard. While the adoption of some of the amendments results in changes in accounting policies, none of these amendments has had a significant financial impact on the Group. Details of the key amendments most applicable to the Group are as follows:

- *HKAS 7 Statement of Cash Flows*: Requires that only expenditures that result in a recognised asset in the statement of financial position can be classified as a cash flow from investing activities.
- *HKAS 17 Leases*: Removes the specific guidance on classifying land as a lease. As a result, leases of land should be classified as either operating or finance leases in accordance with the general guidance in HKAS 17.

Amendment to HK Interpretation 4 *Leases – Determination of the Length of Lease Term in respect of Hong Kong Land Leases* is revised as a consequence of the amendment to HKAS 17 *Leases* included in *Improvements to HKFRSs 2009*. Following this amendment, the scope of HK Interpretation 4 has been expanded to cover all land leases, including those classified as finance leases. As a result, this interpretation is applicable to all leases of property accounted for in accordance with HKAS 16, HKAS 17 and HKAS 40.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES (Cont'd)

#### (b) (Cont'd)

The Group has reassessed its leases in Hong Kong, previously classified as operating leases, upon the adoption of the amendments. As substantially all the risks and rewards associated with the leases in Hong Kong have been transferred to the Group, the leases in Hong Kong have been reclassified from operating leases under "prepaid land lease payments" to finance leases under "property, plant and equipment". The corresponding amortisation has also been reclassified to depreciation. The effects of the above changes are summarised below:

	2010 HK\$	2009 HK\$
<i>Consolidated income statement for the year ended 31 December</i>		
Decrease in amortisation of prepaid land lease payments	(40,950)	(40,950)
Increase in depreciation of property, plant and equipment	40,950	40,950
	<u>—</u>	<u>—</u>
<i>Consolidated statement of financial position at 31 December</i>		
Decrease in prepaid land lease payments, net	(1,317,225)	(1,358,175)
Decrease in prepayments, deposits and other receivables	(40,950)	(40,950)
Increase in property, plant and equipment, net	1,358,175	1,399,125
	<u>—</u>	<u>—</u>
<i>Consolidated statement of financial position at 1 January</i>		
Decrease in prepaid land lease payments, net		(1,399,125)
Decrease in prepayments, deposits and other receivables		(40,950)
Increase in property, plant and equipment, net		1,440,075
		<u>—</u>

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES (Cont'd)

#### (b) (Cont'd)

Due to the retrospective application of the amendments which has resulted in the restatement of items in the consolidated statement of financial position, a consolidated statement of financial position as at 1 January 2009, and the related notes affected by the amendments have been presented in these financial statements.

The adoption of this amendment did not have any impact on the Company's financial statements as the Company did not possess any land lease for the years ended 31 December 2010 and 2009.

### 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

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

HKFRS 1 Amendment	Amendment to HKFRS 1 <i>First-time Adoption of Hong Kong Financial Reporting Standards – Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters</i> <sup>2</sup>
HKFRS 1 Amendments	Amendments to HKFRS 1 <i>First-time Adoption of Hong Kong Financial Reporting Standards – Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters</i> <sup>4</sup>
HKFRS 7 Amendments	Amendments to HKFRS 7 <i>Financial Instruments: Disclosures – Transfers of Financial Assets</i> <sup>4</sup>
HKFRS 9	<i>Financial Instruments</i> <sup>6</sup>
HKAS 12 Amendments	Amendments to HKAS 12 <i>Income Taxes</i> <sup>5</sup>
HKAS 24 (Revised)	<i>Related Party Disclosures</i> <sup>3</sup>
HKAS 32 Amendment	Amendment to HKAS 32 <i>Financial Instruments: Presentation – Classification of Rights Issues</i> <sup>1</sup>
HK(IFRIC)-Int 14 Amendments	Amendments to HK(IFRIC)-Int 14 <i>Prepayments of a Minimum Funding Requirement</i> <sup>3</sup>
HK(IFRIC)-Int 19	<i>Extinguishing Financial Liabilities with Equity Instruments</i> <sup>2</sup>

Apart from the above, the HKICPA has issued *Improvements to HKFRSs 2010* which sets out amendments to a number of HKFRSs primarily with a view to removing inconsistencies and clarifying wording. The amendments to HKFRS 3 and HKAS 27 are effective for annual periods beginning on or after 1 July 2010, whereas the amendments to HKFRS 1, HKFRS 7, HKAS 1, HKAS 34 and HK(IFRIC)-Int 13 are effective for annual periods beginning on or after 1 January 2011 although there are separate transitional provisions for each standard.

<sup>1</sup> Effective for annual periods beginning on or after 1 February 2010

<sup>2</sup> Effective for annual periods beginning on or after 1 July 2010

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2011

<sup>4</sup> Effective for annual periods beginning on or after 1 July 2011

<sup>5</sup> Effective for annual periods beginning on or after 1 January 2012

<sup>6</sup> Effective for annual periods beginning on or after 1 January 2013

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Cont'd)

Further information about those changes that are expected to significantly affect the Group is as follows:

HKFRS 9 issued in November 2009 is the first part of phase 1 of a comprehensive project to entirely replace HKAS 39 *Financial Instruments: Recognition and Measurement*. This phase focuses on the classification and measurement of financial assets. Instead of classifying financial assets into four categories, an entity shall classify financial assets as subsequently measured at either amortised cost or fair value, on the basis of both the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. This aims to improve and simplify the approach for the classification and measurement of financial assets compared with the requirements of HKAS 39.

In November 2010, the HKICPA issued additions to HKFRS 9 to address financial liabilities (the "Additions"). The changes resulting from the Amendments only affect the measurement of financial liabilities designated at fair value through profit or loss using the fair value option ("FVO"). For these FVO liabilities, the amount of change in the fair value of a liability that is attributable to changes in credit risk must be presented in other comprehensive income ("OCI"). The remainder of the change in fair value is presented in profit or loss, unless presentation of the fair value change in respect of the liability's credit risk in OCI would create or enlarge an accounting mismatch in profit or loss. All other requirements in HKAS 39 in respect of liabilities are carried forward into HKFRS 9. However, loan commitments and financial guarantee contracts which have been designated under the FVO are scoped out of these additions.

HKAS 39 is aimed to be replaced by HKFRS 9 in its entirety. Before this entire replacement, the guidance in HKAS 39 on hedge accounting, derecognition and impairment of financial assets continues to apply. The Group expects to adopt HKFRS 9 from 1 January 2013.

HKAS 12 Amendments concerned the determination of deferred tax on investment property measured at fair value. The aim of the amendments is to provide a practical solution for jurisdictions where entities currently find it difficult and subjective to determine the expected manner of recovery for investment property that is measured using the fair value model in HKAS 40 *Investment Property*. The Group expects to adopt HKAS 12 Amendments from 1 January 2012.

HKAS 24 (Revised) clarifies and simplifies the definition of related parties. It also provides for a partial exemption of related party disclosure to government-related entities for transactions with the same government or entities that are controlled, jointly controlled or significantly influenced by the same government. The Group expects to adopt HKAS 24 (Revised) from 1 January 2011 and the comparative related party disclosures will be amended accordingly.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Cont'd)

While the adoption of the revised standard will result in changes in the accounting policy, the revised standard is unlikely to have any impact on the related party disclosures as the Group currently does not have any significant transactions with government-related entities.

*Improvements to HKFRSs 2010* issued in May 2010 sets out amendments to a number of HKFRSs. The Group expects to adopt the amendments from 1 January 2011. There are separate transitional provisions for each standard. While the adoption of some of the amendments may result in changes in accounting policies, none of these amendments are expected to have a significant financial impact on the Group. Those amendments that are expected to have a significant impact on the Group's policies are as follows:

- (a) *HKFRS 3 Business Combinations*: Clarifies that the amendments to HKFRS 7, HKAS 32 and HKAS 39 that eliminate the exemption for contingent consideration do not apply to contingent consideration that arose from business combinations whose acquisition dates precede the application of HKFRS 3 (as revised in 2008).

In addition, the amendments limit the measurement choice of non-controlling interests at fair value or at the proportionate share of the acquiree's identifiable net assets to components of non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation. Other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by another HKFRS.

The amendments also added explicit guidance to clarify the accounting treatment for non-replaced and voluntarily replaced share-based payment awards.

- (b) *HKAS 1 Presentation of Financial Statements*: Clarifies that an analysis of other comprehensive income for each component of equity can be presented either in the statement of changes in equity or in the notes to the financial statements.
- (c) *HKAS 27 Consolidated and Separate Financial Statements*: Clarifies that the consequential amendments from HKAS 27 (as revised in 2008) made to HKAS 21, HKAS 28 and HKAS 31 shall be applied prospectively for annual periods beginning on or after 1 July 2009 or earlier if HKAS 27 is applied earlier.

## NOTES TO FINANCIAL STATEMENTS *(Cont'd)*

31 December 2010

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### **Subsidiaries**

A subsidiary is an entity in which the Company, directly or indirectly, controls more than half of its voting power or issued share capital or controls the composition of its board of directors; or over which the Company has a contractual right to exercise a dominant influence with respect to that entity's financial and operating policies.

The results of subsidiaries are included in the Company's income statement to the extent of dividends received and receivable. The Company's interests in subsidiaries are stated at cost less any impairment losses.

#### **Goodwill**

Goodwill is initially measured at cost being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the net identifiable assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets of the subsidiary acquired, the difference is, after reassessment, recognised in the income statement as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill forms part of a cash-generating unit (group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

## NOTES TO FINANCIAL STATEMENTS *(Cont'd)*

31 December 2010

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

#### **Impairment of non-financial assets**

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than deferred tax assets, financial assets and goodwill), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs to sell, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the income statement in the period in which it arises in those expense categories consistent with the function of the impaired assets.

An assessment is made at the end of each reporting period as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill and certain financial assets is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the income statement in the period in which it arises.

#### **Related parties**

A party is considered to be related to the Group if:

- (a) the party, directly or indirectly through one or more intermediaries, (i) controls, is controlled by, or is under common control with, the Group; (ii) has an interest in the Group that gives it significant influence over the Group; or (iii) has joint control over the Group;
- (b) the party is a member of the key management personnel of the Group or any of its holding companies;
- (c) the party is a close member of the family of any individual referred to in (a) or (b);
- (d) the party is an entity that is controlled, jointly controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (b) or (c); or
- (e) the party is a post-employment benefit plan for the benefit of the employees of the Group, or of any entity that is a related party of the Group.

## NOTES TO FINANCIAL STATEMENTS *(Cont'd)*

31 December 2010

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

#### **Property, plant and equipment and depreciation**

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the income statement in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Leasehold land under finance leases	Over the lease terms
Buildings	4%
Leasehold improvements	Over the lease terms
Furniture, fixtures and equipment	15% – 33 <sup>1</sup> / <sub>3</sub> %
Motor vehicles	25%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the income statement in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

#### **Other assets**

Other assets, mainly representing deposits, are carried at amortised cost using the effective interest method. Gains and losses are recognised in the income statement when the other assets are derecognised or impaired, as well as through the amortisation process.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### **Intangible assets (other than goodwill)**

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value as at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

Intangible assets, which consist of the Stock and Futures Exchange trading rights, being the eligibility rights to trade on or through The Stock Exchange of Hong Kong Limited and Hong Kong Futures Exchange Limited with indefinite useful lives, are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of the Stock and Futures Exchange trading rights is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

#### **Leases**

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the income statement so as to provide a constant periodic rate of charge over the lease terms.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to the income statement on the straight-line basis over the lease terms.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### Investments and other financial assets

##### *Initial recognition and measurement*

Financial assets within the scope of HKAS 39 are classified as financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial investments, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial assets at initial recognition. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

The Group's financial assets include other assets, available-for-sale investments, investments at fair value through profit or loss, accounts receivable, loans and advances, deposits and other receivables, bank balances held on behalf of customers and cash and cash equivalents.

##### *Subsequent measurement*

The subsequent measurement of financial assets depends on their classification as follows:

##### *Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss include financial assets held for trading. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by HKAS 39. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with changes in fair value recognised in the income statement. These net fair value changes do not include any dividends or interest earned on these financial assets, which are recognised in accordance with the policies set out for "Revenue recognition" below.

The Group evaluates its financial assets at fair value through profit or loss (held for trading) to assess whether the intent to sell them in the near term is still appropriate. When the Group is unable to trade these financial assets due to inactive markets and management's intent to sell them in the foreseeable future significantly changes, the Group may elect to reclassify these financial assets in rare circumstances. The reclassification from financial assets at fair value through profit or loss to loans and receivables, available-for-sale financial assets or held-to-maturity investments depends on the nature of the assets. This evaluation does not affect any financial assets designated at fair value through profit or loss using the fair value option at designation.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### **Investments and other financial assets (Cont'd)**

##### *Subsequent measurement (Cont'd)*

##### *Financial assets at fair value through profit or loss (Cont'd)*

Derivatives embedded in host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in the income statement. Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required.

##### *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in the income statement. The loss arising from impairment is recognised in the income statement.

##### *Available-for-sale financial investments*

Available-for-sale financial investments are non-derivative financial assets in listed and unlisted equity securities and club debentures. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated at fair value through profit or loss.

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale investment revaluation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the income statement, or until the investment is determined to be impaired, at which time the cumulative gain or loss is recognised in the income statement and removed from the available-for-sale investment revaluation reserve. Interest and dividends earned are reported as interest income and dividend income, respectively and are recognised in the income statement as other income in accordance with the policies set out for "Revenue recognition" below.

When the fair value of unlisted equity securities cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such securities are stated at cost less any impairment losses.

## NOTES TO FINANCIAL STATEMENTS *(Cont'd)*

31 December 2010

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

#### **Investments and other financial assets *(Cont'd)***

##### *Subsequent measurement *(Cont'd)**

##### *Available-for-sale financial investments *(Cont'd)**

The Group evaluates its available-for-sale financial assets whether the ability and intention to sell them in the near term are still appropriate. When the Group is unable to trade these financial assets due to inactive markets and management's intent to do so significantly changes in the foreseeable future, the Group may elect to reclassify these financial assets in rare circumstances. Reclassification to loans and receivables is permitted when the financial assets meet the definition of loans and receivables and the Group has the intent and ability to hold these assets for the foreseeable future or to maturity. The reclassification to the held-to-maturity category is permitted only when the entity has the ability and intent to hold until the maturity date of the financial asset.

For a financial asset reclassified out of the available-for-sale category, any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the asset using the effective interest rate. Any difference between the new amortised cost and the expected cash flows is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the income statement.

#### **Derecognition of financial assets**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group's continuing involvement in the asset. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

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

The Group assesses at the end of each reporting period whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred "loss event") and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor 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 observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

#### *Financial assets carried at amortised cost*

For financial assets carried at amortised cost, the Group first assesses individually whether objective evidence of impairment exists for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

If there is objective evidence that an impairment loss has been incurred, 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 yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate.

The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in the income statement. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a future write-off is later recovered, the recovery is credited to the income statement.

## NOTES TO FINANCIAL STATEMENTS *(Cont'd)*

31 December 2010

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

#### **Impairment of financial assets *(Cont'd)***

##### *Assets carried at cost*

If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, 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 discounted at the current market rate of return for a similar financial asset. Impairment losses on these assets are not reversed.

##### *Available-for-sale financial investments*

For available-for-sale financial investments, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the income statement, is removed from other comprehensive income and recognised in the income statement.

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. The determination of what is "significant" or "prolonged" requires judgement. "Significant" is evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the income statement – is removed from other comprehensive income and recognised in the income statement. Impairment losses on equity instruments classified as available for sale are not reversed through the income statement. Increases in their fair value after impairment are recognised directly in other comprehensive income.

#### **Financial liabilities**

##### *Initial recognition and measurement*

Financial liabilities within the scope of HKAS 39 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings, plus directly attributable transaction costs.

The Group's financial liabilities include accounts payable, other payables, and interest-bearing bank borrowings.

## NOTES TO FINANCIAL STATEMENTS *(Cont'd)*

31 December 2010

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

#### **Financial liabilities** *(Cont'd)*

##### *Subsequent measurement*

The measurement of financial liabilities depends on their classification as follows:

##### *Loans and borrowings*

After initial recognition, interest-bearing bank borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the effective interest rate method amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in the income statement.

#### **Derecognition of financial liabilities**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the income statement.

#### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if, and only if, there is currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

#### **Fair value of financial instruments**

The fair value of financial instruments that are traded in active markets is determined by reference to quoted market prices or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs. For financial instruments where there is no active market, the fair value is determined using appropriate valuation techniques. Such techniques include using recent arm's length market transactions; reference to the current market value of another instrument which is substantially the same; a discounted cash flow analysis; and option pricing models.

## NOTES TO FINANCIAL STATEMENTS *(Cont'd)*

31 December 2010

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

#### **Cash and cash equivalents**

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

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

#### **Provisions**

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

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the income statement.

#### **Income tax**

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

## NOTES TO FINANCIAL STATEMENTS *(Cont'd)*

31 December 2010

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

#### **Income tax** *(Cont'd)*

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carryforward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- where the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

## NOTES TO FINANCIAL STATEMENTS *(Cont'd)*

31 December 2010

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

#### **Revenue recognition**

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) realised fair value gains or losses on securities and futures contracts trading, on a trade date basis whilst unrealised fair value gains or losses, on change in fair value at the end of the reporting period;
- (b) interest income, on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset;
- (c) commission and brokerage income, on a trade date basis;
- (d) underwriting commission, when the obligation under the underwriting or sub-underwriting agreement has expired;
- (e) income from the rendering of services, as the underlying services have been provided; and
- (f) dividend income, when the shareholders' right to receive payment has been established.

#### **Employee benefits**

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for all of its employees. The Group also retains its previous retirement scheme (the "ORSO Scheme") registered under the Occupational Retirement Scheme Ordinance as a top-up benefit for its employees.

Contributions are made based on a percentage of the employees' relevant income or basic salaries, whichever is greater, and are charged to the income statement as they become payable in accordance with the rules of the MPF Scheme and the ORSO Scheme. When the contribution exceeds the statutory maximum requirements, the excess contribution is credited as the employer's voluntary contribution to the ORSO Scheme. The employer's mandatory contributions vest fully with the employees when contributed into the MPF Scheme. The employer's voluntary contributions vest with the employees according to the vesting scale of the ORSO Scheme. Forfeited contributions in respect of employees who leave the Group before their contributions fully vest are available to the Group to offset its future voluntary contributions.

The assets of the MPF Scheme and the ORSO Scheme are held separately from those of the Group in independently administered funds.

## NOTES TO FINANCIAL STATEMENTS *(Cont'd)*

31 December 2010

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

#### **Dividends**

Final and special dividends proposed by the directors are classified as a separate allocation of retained profits within the equity section of the statement of financial position, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

#### **Foreign currencies**

These financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rates of exchange ruling at the end of the reporting period. All differences are taken to the income statement. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

The functional currencies of certain overseas subsidiaries are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates ruling at the end of the reporting period and their income statements are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the income statement.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 3. SIGNIFICANT ACCOUNTING ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the end of the reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

#### Estimation uncertainty

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

(a) Fair value of unlisted financial instruments

The unlisted financial instruments have been valued using a valuation technique based on assumptions and estimates including the discount rate, volatility and dividend yield, and hence they are subject to uncertainty. Estimating the value of the financial instruments requires the Group to make certain estimates and assumptions, further details of which are given in note 17.

(b) Impairment of available-for-sale investments

The Group classifies certain assets as available for sale and recognises movements of their fair values in equity. When the fair value declines, management makes assumptions about the decline in value to determine whether there is an impairment that should be recognised in the income statement. During the year ended 31 December 2010, impairment loss of HK\$1,641,540 (2009: Nil) was recognised for an available-for-sale investment. The aggregate carrying amount of the available-for-sale investments was HK\$12,820,657 (2009: HK\$135,093,358) at 31 December 2010.

### 4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their services and has four reportable operating segments as follows:

- (a) securities trading and investment holding;
- (b) securities broking and dealing;
- (c) securities financing and direct loans; and
- (d) investment advisory services.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of profit before tax.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 4. OPERATING SEGMENT INFORMATION (Cont'd)

Segment assets exclude deferred tax assets, tax recoverable and other unallocated corporate assets as these assets are managed on a group basis.

Segment liabilities exclude tax payable and deferred tax liabilities as these liabilities are managed on a group basis.

	Securities trading and investment holding HK\$	Securities broking and dealing HK\$	Securities financing and direct loans HK\$	Investment advisory services HK\$	Total HK\$
<b>Year ended 31 December 2010</b>					
Segment revenue from external customers	<u>125,006,292</u>	<u>297,207,121</u>	<u>62,062,018</u>	<u>29,424,427</u>	<u>513,699,858</u>
Segment results and profit before tax	<u>115,554,569</u>	<u>36,006,750</u>	<u>47,391,432</u>	<u>3,607,468</u>	<u>202,560,219</u>
Segment assets	<u>186,615,516</u>	<u>2,551,636,542</u>	<u>889,612,196</u>	<u>20,432,151</u>	<u>3,648,296,405</u>
<i>Reconciliation:</i>					
Deferred tax assets					1,960,700
Tax recoverable					53,758
Unlisted club debentures included in financial instruments					<u>2,470,000</u>
Total assets					<u>3,652,780,863</u>
Segment liabilities	<u>25,418,320</u>	<u>2,429,885,491</u>	<u>14,813,152</u>	<u>5,013,573</u>	<u>2,475,130,536</u>
<i>Reconciliation:</i>					
Tax payable					<u>7,689,293</u>
Total liabilities					<u>2,482,819,829</u>
Other segment information:					
Depreciation	-	3,877,766	158,018	139,155	4,174,939
Capital expenditure*	-	4,849,504	74,000	71,007	4,994,511
Impairment of available-for-sale investment	<u>1,641,540</u>	-	-	-	<u>1,641,540</u>

\* Capital expenditure consists of additions to property, plant and equipment.

## NOTES TO FINANCIAL STATEMENTS *(Cont'd)*

31 December 2010

### 4. OPERATING SEGMENT INFORMATION *(Cont'd)*

	Securities trading and investment holding HK\$	Securities broking and dealing HK\$	Securities financing and direct loans HK\$	Investment advisory services HK\$	Total HK\$
Year ended 31 December 2009					
Segment revenue from external customers	39,494,145	262,273,001	41,800,670	11,674,922	355,242,738
Segment results and profit before tax	26,690,479	36,096,860	31,783,049	(8,720,369)	85,850,019
Segment assets	399,948,320	2,622,246,657	689,193,639	26,717,080	3,738,105,696
<i>Reconciliation:</i>					
Deferred tax assets					2,442,770
Tax recoverable					368,549
Unlisted club debentures included in financial instruments					2,470,000
Total assets					3,743,387,015
Segment liabilities	23,704,731	2,549,389,083	144,839,490	2,847,795	2,720,781,099
<i>Reconciliation:</i>					
Tax payable					7,480,043
Deferred tax liabilities					66,030
Total liabilities					2,728,327,172
Other segment information:					
Depreciation (restated)	–	5,672,029	357,555	164,475	6,194,059
Capital expenditure*	–	3,584,503	384,912	122,592	4,092,007

\* Capital expenditure consists of additions to property, plant and equipment.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 4. OPERATING SEGMENT INFORMATION (Cont'd)

#### Geographical information

##### (a) Revenue from external customers

	<b>2010</b> <b>HK\$</b>	2009 HK\$
Hong Kong	<b>504,075,231</b>	344,939,703
Mainland China	<b>8,230,509</b>	9,427,503
Other countries	<b>1,394,118</b>	875,532
	<b><u>513,699,858</u></b>	<u>355,242,738</u>

The revenue information above is based on the location of the markets.

##### (b) Non-current assets

	<b>2010</b> <b>HK\$</b>	2009 HK\$ (Restated)
Hong Kong	<b>36,693,006</b>	29,153,510
Mainland China	<b>2,665,535</b>	188,518,651
	<b><u>39,358,541</u></b>	<u>217,672,161</u>

The non-current asset information above is based on the location of assets excluding deferred tax assets.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 5. REVENUE AND OTHER GAINS

An analysis of revenue, which is also the Group's turnover, and other gains is as follows:

	<b>Group</b>	
	<b>2010</b>	2009
	<b>HK\$</b>	HK\$
<b>Revenue</b>		
Financial services:		
Commission and brokerage income	<b>306,098,292</b>	260,593,055
Interest income from securities financing and direct loans	<b>62,047,852</b>	41,788,000
Net fair value gains on securities and futures contracts trading	<b>4,091,623</b>	38,392,879
Income from the rendering of services	<b>13,918,003</b>	8,157,898
	<b>386,155,770</b>	348,931,832
Others:		
Gain on disposal of an available-for-sale investment	<b>119,697,916</b>	–
Bank interest income	<b>7,085,895</b>	5,385,990
Dividend income from:		
Listed available-for-sale equity investments	<b>89,912</b>	91,492
Listed equity investments at fair value through profit or loss	<b>567,205</b>	729,918
Others	<b>103,160</b>	103,506
	<b>127,544,088</b>	6,310,906
	<b>513,699,858</b>	355,242,738
<b>Other gains</b>		
Exchange gains, net	<b>1,481,256</b>	1,319,074

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 6. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

	<b>Group</b>	
	<b>2010</b>	2009
	<b>HK\$</b>	HK\$
Employee benefit expenses (including directors' remuneration – note 7):		
Salaries and other staff costs	<b>112,989,740</b>	81,548,347
Retirement benefit scheme contributions	<b>5,694,332</b>	4,778,223
Less: Forfeited contributions	<b>(246,646)</b>	(346,777)
Net retirement benefit scheme contributions*	<b>5,447,686</b>	4,431,446
	<b>118,437,426</b>	85,979,793
Interest expenses for financial services operations on bank loans and overdrafts wholly repayable within five years	<b>1,149,424</b>	352,328
Minimum lease payments under operating leases in respect of land and buildings	<b>25,274,029</b>	25,605,982
Auditors' remuneration	<b>1,800,000</b>	1,638,000
Gain on disposal of items of property, plant and equipment	<b>(1,200)</b>	–
Net realised gains on trading of listed equity investments and futures contracts	<b>(4,418,460)</b>	(9,545,209)
Gain on disposal of an available-for-sale investment	<b>(119,697,916)</b>	–
Fair value gains on available-for-sale investments (transfer from other comprehensive income to the consolidated income statement upon disposal)	<b>–</b>	(8,874,201)
Foreign exchange differences, net	<b>(1,481,256)</b>	(1,319,074)

\* At 31 December 2010, the Group had forfeited contributions of HK\$79,842 (2009: HK\$1,239) available to reduce its contributions to the retirement benefit schemes in future years.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 7. DIRECTORS' REMUNERATION

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

	<b>Group</b>	
	<b>2010</b>	2009
	<b>HK\$</b>	HK\$
Fees	<u>780,000</u>	<u>714,000</u>
Other emoluments:		
Salaries, allowances and benefits in kind	4,529,416	4,002,977
Retirement benefit scheme contributions	<u>261,600</u>	<u>261,600</u>
	<u>4,791,016</u>	<u>4,264,577</u>
	<u><b>5,571,016</b></u>	<u>4,978,577</u>

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

	<b>2010</b>	2009
	<b>HK\$</b>	HK\$
Ng Wing Hang Patrick	150,000	150,000
Kwok Lam Kwong Larry	150,000	150,000
Zhuo Fumin	<u>150,000</u>	<u>150,000</u>
	<u><b>450,000</b></u>	<u>450,000</u>

There were no other emoluments payable to the independent non-executive directors during the year (2009: Nil).

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 7. DIRECTORS' REMUNERATION (Cont'd)

#### (b) Executive directors and non-executive directors

The remuneration paid to executive directors and non-executive directors during the year was as follows:

	Fees HK\$	Salaries, allowances and benefits in kind HK\$	Retirement benefit scheme contributions HK\$	Total remuneration HK\$
<b>2010</b>				
Executive directors:				
Feng Guorong *	-	-	-	-
Chu Xiaoming #	-	-	-	-
Lu Wenqing	-	-	-	-
Lee Man Chun Tony	-	4,529,416	261,600	4,791,016
Guo Chun	165,000	-	-	165,000
Ying Niankang	165,000	-	-	165,000
	<u>330,000</u>	<u>4,529,416</u>	<u>261,600</u>	<u>5,121,016</u>
Non-executive directors:				
Chang Pen Tsao	-	-	-	-
Huang Gang	-	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>330,000</u>	<u>4,529,416</u>	<u>261,600</u>	<u>5,121,016</u>

\* Feng Guorong resigned as an executive director and the chairman of the Company on 20 December 2010

# Chu Xiaoming was appointed as an executive director and the chairman of the Company on 20 December 2010

## NOTES TO FINANCIAL STATEMENTS *(Cont'd)*

31 December 2010

### 7. DIRECTORS' REMUNERATION *(Cont'd)*

#### (b) Executive directors and non-executive directors *(Cont'd)*

	Fees HK\$	Salaries, allowances and benefits in kind HK\$	Retirement benefit scheme contributions HK\$	Total remuneration HK\$
2009				
Executive directors:				
Feng Guorong	–	–	–	–
Lu Wenqing	–	–	–	–
Lee Man Chun Tony	–	4,002,977	261,600	4,264,577
Guo Chun	132,000	–	–	132,000
Ying Niankang	132,000	–	–	132,000
	<u>264,000</u>	<u>4,002,977</u>	<u>261,600</u>	<u>4,528,577</u>
Non-executive directors:				
Chang Pen Tsao	–	–	–	–
Huang Gang	–	–	–	–
	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>
	<u>264,000</u>	<u>4,002,977</u>	<u>261,600</u>	<u>4,528,577</u>

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 8. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included one (2009: one) director, details of whose remuneration are set out in note 7 above. Details of the remuneration of the remaining four (2009: four) non-director, highest paid employees for the year were as follows:

	<b>Group</b>	
	<b>2010</b>	2009
	<b>HK\$</b>	HK\$
Salaries, allowances and benefits in kind	<b>14,273,729</b>	5,177,387
Bonuses	<b>2,250,546</b>	1,208,000
Retirement benefit scheme contributions	<b>300,900</b>	442,800
	<b>16,825,175</b>	6,828,187

The number of the non-director, highest paid employees whose remuneration fell within the following bands is set out below:

	<b>Number of employees</b>	
	<b>2010</b>	2009
HK\$1,000,001 to HK\$1,500,000	–	2
HK\$1,500,001 to HK\$2,000,000	–	1
HK\$2,000,001 to HK\$2,500,000	<b>1</b>	1
HK\$2,500,001 to HK\$3,000,000	<b>1</b>	–
HK\$4,500,001 to HK\$5,000,000	<b>1</b>	–
HK\$6,500,001 to HK\$7,000,000	<b>1</b>	–
	<b>4</b>	4

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 9. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2009: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdiction in which the Group operates.

	2010 HK\$	2009 HK\$
Group:		
Current – Hong Kong		
Charge for the year	11,699,576	11,412,480
Underprovision in prior years	–	3,393
Overprovision in prior years	(629,896)	(289,688)
Current – Mainland China	46,112	–
Deferred (note 18)	482,070	594,000
	<u>11,597,862</u>	<u>11,720,185</u>
Total tax charge for the year	<u>11,597,862</u>	<u>11,720,185</u>

A reconciliation of the tax expense applicable to profit before tax at the statutory rate for the jurisdiction in which the Company and the majority of its subsidiaries are domiciled to the tax expense for the year to the effective tax rate is as follows:

	2010 HK\$	2009 HK\$
Profit before tax	<u>202,560,219</u>	<u>85,850,019</u>
Tax at the statutory tax rate of 16.5% (2009: 16.5%)	33,422,436	14,165,253
Adjustments in respect of current tax of previous periods	(629,896)	(286,295)
Income not subject to tax	(22,406,380)	(1,149,249)
Expenses not deductible for tax	2,176,799	3,153,864
Tax losses utilised from previous periods	(2,815,529)	(6,365,617)
Deductible temporary differences not recognised	1,850,432	2,202,229
	<u>11,597,862</u>	<u>11,720,185</u>
Tax expense for the year at the Group's effective rate	<u>11,597,862</u>	<u>11,720,185</u>

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 10. PROFIT FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY

The consolidated profit attributable to owners of the Company for the year ended 31 December 2010 includes a profit of HK\$56,073,705 (2009: profit of HK\$41,593,499) which has been dealt with in the financial statements of the Company (note 29(b)).

### 11. DIVIDENDS

	2010 HK\$	2009 HK\$
Interim – HK1 cent (2009: HK1 cent) per ordinary share	5,307,591	5,307,591
Proposed final – HK2 cents (2009: HK2 cents) per ordinary share	10,615,183	10,615,183
Proposed special – HK7 cents (2009: Nil) per ordinary share	37,153,138	–
	<u>53,075,912</u>	<u>15,922,774</u>

The proposed final and special dividends for the year are subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

### 12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the Company of HK\$190,976,711 (2009: HK\$74,875,249) and the weighted average number of ordinary shares of 530,759,126 (2009: 530,759,126) in issue during the year.

The Group had no potentially dilutive ordinary shares in issue during those years.

## NOTES TO FINANCIAL STATEMENTS *(Cont'd)*

31 December 2010

### 13. PROPERTY, PLANT AND EQUIPMENT

Group	Leasehold land and buildings HK\$	Leasehold improvements HK\$	Furniture, fixtures and equipment HK\$	Motor vehicles HK\$	Total HK\$
<b>31 December 2010</b>					
At 1 January 2010:					
Cost (restated)	4,095,000	12,514,141	26,918,816	3,500,229	47,028,186
Accumulated depreciation (restated)	(1,945,125)	(11,415,935)	(21,812,588)	(3,040,277)	(38,213,925)
Net carrying amount (restated)	<u>2,149,875</u>	<u>1,098,206</u>	<u>5,106,228</u>	<u>459,952</u>	<u>8,814,261</u>
At 1 January 2010, net of accumulated depreciation (restated)	2,149,875	1,098,206	5,106,228	459,952	8,814,261
Additions	–	1,366,777	3,627,734	–	4,994,511
Depreciation provided during the year	(122,850)	(939,244)	(2,873,319)	(239,526)	(4,174,939)
At 31 December 2010, net of accumulated depreciation	<u>2,027,025</u>	<u>1,525,739</u>	<u>5,860,643</u>	<u>220,426</u>	<u>9,633,833</u>
At 31 December 2010:					
Cost	4,095,000	13,859,918	30,536,239	2,228,454	50,719,611
Accumulated depreciation	(2,067,975)	(12,334,179)	(24,675,596)	(2,008,028)	(41,085,778)
Net carrying amount	<u>2,027,025</u>	<u>1,525,739</u>	<u>5,860,643</u>	<u>220,426</u>	<u>9,633,833</u>

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 13. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

Group	Leasehold land and buildings HK\$ (Restated)	Leasehold improvements HK\$	Furniture, fixtures and equipment HK\$	Motor vehicles HK\$	Total HK\$ (Restated)
31 December 2009					
At 1 January 2009:					
Cost (restated)	4,095,000	19,353,402	30,548,156	3,500,229	57,496,787
Accumulated depreciation (restated)	<u>(1,822,275)</u>	<u>(15,894,271)</u>	<u>(26,113,764)</u>	<u>(2,750,164)</u>	<u>(46,580,474)</u>
Net carrying amount (restated)	<u>2,272,725</u>	<u>3,459,131</u>	<u>4,434,392</u>	<u>750,065</u>	<u>10,916,313</u>
At 1 January 2009, net of accumulated depreciation (restated)	2,272,725	3,459,131	4,434,392	750,065	10,916,313
Additions	–	724,866	3,367,141	–	4,092,007
Depreciation provided during the year (restated)	<u>(122,850)</u>	<u>(3,085,791)</u>	<u>(2,695,305)</u>	<u>(290,113)</u>	<u>(6,194,059)</u>
At 31 December 2009, net of accumulated depreciation (restated)	<u>2,149,875</u>	<u>1,098,206</u>	<u>5,106,228</u>	<u>459,952</u>	<u>8,814,261</u>
At 31 December 2009:					
Cost (restated)	4,095,000	12,514,141	26,918,816	3,500,229	47,028,186
Accumulated depreciation (restated)	<u>(1,945,125)</u>	<u>(11,415,935)</u>	<u>(21,812,588)</u>	<u>(3,040,277)</u>	<u>(38,213,925)</u>
Net carrying amount (restated)	<u>2,149,875</u>	<u>1,098,206</u>	<u>5,106,228</u>	<u>459,952</u>	<u>8,814,261</u>

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 14. STOCK AND FUTURES EXCHANGE TRADING RIGHTS

	Group HK\$
Cost and carrying amount at 1 January 2009, 31 December 2009, 1 January 2010 and 31 December 2010	4,211,831

### 15. INTERESTS IN SUBSIDIARIES

	Company	
	2010 HK\$	2009 HK\$
Unlisted shares, at cost	228,066,150	206,066,150
Due from subsidiaries	643,685,315	617,867,387
	<b>871,751,465</b>	823,933,537
Due to subsidiaries	(78,818,660)	(71,593,929)
	<b>792,932,805</b>	752,339,608
Impairment	(95,138,708)	(95,138,708)
	<b>697,794,097</b>	657,200,900

The amounts due from/(to) subsidiaries are unsecured, interest-free and have no fixed terms of repayment, except for amounts due from subsidiaries totalling HK\$170,000,000 (2009: HK\$170,000,000) which bore interest at rates ranging from the bank deposit savings rate to the prime rate (2009: bank deposit savings rate to the prime rate) per annum. The directors of the Company do not intend to demand settlement/proceed with the repayment of the amounts involved within one year after the end of the reporting period.

The movements in the provision for impairment of interests in subsidiaries are as follows:

	Company	
	2010 HK\$	2009 HK\$
At 1 January	95,138,708	92,838,708
Impairment losses recognised	–	2,300,000
At 31 December	<b>95,138,708</b>	95,138,708

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 15. INTERESTS IN SUBSIDIARIES (Cont'd)

An impairment was recognised for an unlisted investment and a receivable with an aggregate carrying amount of HK\$134,678,907 (before deducting the impairment loss) (2009: HK\$181,614,441) because these subsidiaries have been making losses for years or had deficiency in assets at the end of the reporting period.

All of the principal subsidiaries, unless otherwise indicated, are incorporated and operate in Hong Kong. Particulars of the principal subsidiaries are as follows:

Name	Nominal value of issued ordinary share capital	Percentage of equity attributable to the Company				Principal activities
		Direct		Indirect		
		2010	2009	2010	2009	
Shenyin Wanguo Securities (H.K.) Limited	HK\$130,000,000	100	100	-	-	Securities broking and margin financing
Shenyin Wanguo Futures (H.K.) Limited	HK\$30,000,000 (2009: HK\$13,000,000)	100	100	-	-	Futures and options broking
Shenyin Wanguo Capital (H.K.) Limited	HK\$20,000,000 (2009: HK\$15,000,000)	100	100	-	-	Corporate finance
Shenyin Wanguo Asset Management (Asia) Limited	HK\$1,000,000	-	-	100	100	Provision of asset management services
Shenyin Wanguo Research (H.K.) Limited	HK\$300,000	100	100	-	-	Provision of securities research services
Shenyin Wanguo Strategic Investments (H.K.) Limited	HK\$10,000	100	100	-	-	Securities trading and investment holding
Shenyin Wanguo Finance (H.K.) Limited	HK\$25,000,000	100	100	-	-	Provision of financial services
Shenyin Wanguo Enterprises (H.K.) Limited	HK\$15,000,000	100	100	-	-	Provision of management and treasury services

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 15. INTERESTS IN SUBSIDIARIES (Cont'd)

Name	Nominal value of issued ordinary share capital	Percentage of equity attributable to the Company				Principal activities
		Direct		Indirect		
		2010	2009	2010	2009	
Shenyin Wanguo Online Limited	HK\$2	100	100	-	-	Leasing of computer equipment
Shenyin Wanguo Trading (H.K.) Limited	HK\$375,000	100	100	-	-	Securities trading
Sparkle Well Limited	HK\$2	100	100	-	-	Property holding
Wealthy Limited	HK\$2	100	100	-	-	Property holding
Shenyin Wanguo (Holdings) Limited	HK\$2	100	100	-	-	Investment holding
First Million Holdings Ltd*	US\$1	100	100	-	-	Investment holding
Crux Assets Limited*	US\$1	-	-	100	100	Investment holding
Shenyin Wanguo Nominees (H.K.) Limited	HK\$1,000	-	-	100	100	Provision of share custodian and nominee services
Shenyin Wanguo Online Broker (H.K.) Limited	HK\$10,000,000	60	60	-	-	Dormant

\* Incorporated in the British Virgin Islands

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 16. GOODWILL

	<b>Group</b> HK\$
Cost and carrying amount at 1 January 2009, 31 December 2009 and 1 January 2010	57,632,404
Attributable to the disposal of an available-for-sale investment (note 17)	(57,632,404)
	<hr/>
Cost and carrying amount at 31 December 2010	<hr/> <b>–</b>

#### **Impairment testing of goodwill**

Goodwill arising from the acquisition of a subsidiary had been allocated to the cash-generating unit of investment holding for impairment testing.

At 31 December 2009, the recoverable amount of the goodwill had been determined based on a value in use calculation using cash flow projections based on the financial results of the prior year. The cash flow projections were discounted by the prevailing market rate of return of similar companies in the market adjusted with the specific risks relating to the cash-generating unit over the expected useful life of the investment until the end of the joint venture period of the underlying investment. No growth rate had been taken into account in the cash flow projections as the Group considered that the growth rate could not be reliably measured. Key assumptions used in the cash flow projections included financial forecasts of the relevant cash-generating unit and a discount rate of 10%.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 17. INVESTMENTS

	Group	
	2010	2009
	HK\$	HK\$
<b>Financial instruments</b>		
Available-for-sale investments, at fair value:		
Listed equity investments in Hong Kong	3,482,937	4,563,848
Unlisted equity investment	6,867,720	–
Unlisted club debentures	2,470,000	2,470,000
	<u>12,820,657</u>	<u>7,033,848</u>
Available-for-sale investment, at cost:		
Unlisted equity investment <sup>#</sup>	–	128,059,510
	<u>12,820,657</u>	<u>135,093,358</u>
<b>Investments at fair value through profit or loss</b>		
Listed equity investments in Hong Kong, at fair value	12,756,000	44,621,930
Unlisted investment funds, at fair value	132,953,361	133,215,162
	<u>145,709,361</u>	<u>177,837,092</u>

- <sup>#</sup> As at 31 December 2009, this unlisted equity investment represented the Group's 26.19% equity interest in The New China Hong Kong Highway Limited ("NCHK"), which was incorporated in the British Virgin Islands. NCHK held a 60% equity interest in Sichuan Chengmian Expressway Co., Ltd. ("SCECL"). In accordance with the terms of the revised joint venture agreement of SCECL dated 18 March 1994, NCHK was entitled to all of the net profit generated by SCECL from the date of registration of SCECL to 21 December 2003. Thereafter, NCHK is entitled to 60% and 50% of the net profit generated by SCECL for the periods from 22 December 2003 to 21 December 2008 and from 22 December 2008 to 21 December 2018, respectively. For the period from 22 December 2018 to the end of the joint venture period on 21 December 2024, NCHK is entitled to 40% of the net profit generated by SCECL. During the year ended 31 December 2008, there was a change of the controlling shareholder of the immediate controlling holding company of NCHK, a then associate of the Group, which resulted in the appointment of new directors of NCHK. As a result of these changes, the new directors of NCHK operated NCHK without regard to the views of the Group. Accordingly, the directors of the Company considered that the Group had lost its significant influence over NCHK since then and reclassified the Group's interests in NCHK and SCECL at their aggregate carrying amount of HK\$128,059,510 as an available-for-sale investment thereafter.

## NOTES TO FINANCIAL STATEMENTS *(Cont'd)*

31 December 2010

### 17. INVESTMENTS *(Cont'd)*

\* *(Cont'd)*

During the year ended 31 December 2010, the Group disposed of its entire equity interest in NCHK for a total consideration of HK\$284,206,560. Taking into account the carrying amount of the Group's investment in NCHK, the goodwill arising from the acquisition of NCHK in a prior year of HK\$57,632,404, the relevant exchange fluctuation reserve of HK\$21,647,770 generated prior to the disposal and the legal expenses incurred thereof, a gain on disposal of HK\$119,697,916 was credited to the consolidated income statement during the year ended 31 December 2010.

As at 31 December 2009, the carrying amount of this unlisted equity investment of HK\$128,059,510 was stated at cost because the range of reasonable fair value estimates was so significant that the directors were of the opinion that its fair value could not be measured reliably.

The investments at fair value through profit or loss at 31 December 2010 of HK\$145,709,361 (2009: HK\$177,837,092) were classified as held for trading.

During the year, the gross loss in respect of the Group's available-for-sale investments recognised in other comprehensive income amounted to HK\$198,192 (2009: gross gain of HK\$10,540,388).

During the year ended 31 December 2009, net gain of HK\$8,874,201 was reclassified from other comprehensive income upon disposal and recognised in the consolidated income statement for that year.

There has been a significant decline in the fair value of a listed equity investment classified as an available-for-sale investment during the year ended 31 December 2010. The directors consider that such a decline indicates that the listed equity investment is impaired and an impairment loss of HK\$1,641,540 (2009: Nil), which represented a reclassification from other comprehensive income of HK\$1,641,540 (2009: Nil), has been recognised in the consolidated income statement for the year.

During the year ended 31 December 2009, the fair value gain on the Group's embedded derivative component of an unlisted hybrid financial instrument recognised in the consolidated income statement amounted to HK\$825,270.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 18. DEFERRED TAX

The movements in deferred tax assets and liabilities during the year are as follows:

#### Deferred tax assets

Group	Deductible temporary differences HK\$
At 1 January 2009	3,036,770
Deferred tax charged to the consolidated income statement during the year (note 9)	(594,000)
At 31 December 2009 and 1 January 2010	<b>2,442,770</b>
Deferred tax charged to the consolidated income statement during the year (note 9)	<b>(482,070)</b>
At 31 December 2010	<b>1,960,700</b>

#### Deferred tax liabilities

Group	Fair value change in available-for-sale investments HK\$
At 1 January 2009	–
Deferred tax charged to other comprehensive income during the year	66,030
At 31 December 2009 and 1 January 2010	<b>66,030</b>
Deferred tax credited to other comprehensive income during the year	<b>(66,030)</b>
At 31 December 2010	–

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 18. DEFERRED TAX (Cont'd)

The Group has tax losses arising in Hong Kong of HK\$144,074,000 (2009: HK\$149,952,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses as it is uncertain whether sufficient future taxable profits will be available from these group companies against which the tax losses can be utilised.

At 31 December 2010, there was no significant unrecognised deferred tax liability (2009: Nil) for taxes that would be payable on the unremitted earnings of certain of the Group's subsidiaries as the Group has no liability to additional tax should such amounts be remitted due to the availability of double tax relief.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

### 19. ACCOUNTS RECEIVABLE

	<b>Group</b>	
	<b>2010</b>	2009
	<b>HK\$</b>	HK\$
Accounts receivable	<b>556,723,700</b>	646,067,497
Less: Impairment	<b>(21,769,883)</b>	(21,920,819)
	<b><u>534,953,817</u></b>	<u>624,146,678</u>

Save for the credit period allowed by the Group, the accounts receivable shall be due on the settlement day of the respective securities and futures contracts transactions. In view of the fact that the Group's accounts receivable relate to a large number of diversified customers, there is no significant concentration of credit risk. Overdue accounts receivable from cash clients of HK\$111,601,702 (2009: HK\$79,199,057) bear interest at interest rates with reference to the prime rate (2009: with reference to the prime rate).

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 19. ACCOUNTS RECEIVABLE (Cont'd)

An aged analysis of accounts receivable as at the end of the reporting period, based on the trade day, is as follows:

	<b>Group</b>	
	<b>2010</b>	2009
	<b>HK\$</b>	HK\$
Within 1 month	<b>496,857,793</b>	607,473,618
1 to 2 months	<b>17,931,926</b>	8,284,129
2 to 3 months	<b>7,591,899</b>	2,597,441
Over 3 months	<b>34,342,082</b>	27,712,309
	<b><u>556,723,700</u></b>	<u>646,067,497</u>

The movements in provision for impairment of accounts receivable are as follows:

	<b>Group</b>	
	<b>2010</b>	2009
	<b>HK\$</b>	HK\$
At 1 January	<b>21,920,819</b>	21,920,819
Amount written off as uncollectible	<b>(150,936)</b>	–
	<b><u>21,769,883</u></b>	<u>21,920,819</u>

Included in the provision for impairment of accounts receivable is a provision for individually impaired accounts receivable of HK\$21,769,883 (2009: HK\$21,920,819) with a carrying amount before provision of HK\$21,769,883 (2009: HK\$21,920,819). The individually impaired accounts receivable relate to customers that were in default or delinquency in payments and the receivables are not expected to be recovered. Although the Group does not hold any collateral or other credit enhancements over these balances, the Group is allowed to dispose of the securities deposited by the customers with the Group to settle any overdue amounts.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 19. ACCOUNTS RECEIVABLE (Cont'd)

The aged analysis of the accounts receivable that are not individually nor collectively considered to be impaired is as follows:

	<b>Group</b>	
	<b>2010</b>	2009
	<b>HK\$</b>	HK\$
Neither past due nor impaired	<b>445,121,998</b>	566,868,440
Less than 1 month past due	<b>52,684,697</b>	43,425,202
1 to 3 months past due	<b>24,719,033</b>	8,164,535
Over 3 months past due	<b>12,428,089</b>	5,688,501
	<b><u>534,953,817</u></b>	<u>624,146,678</u>

Receivables that were neither past due nor impaired relate to a large number of diversified customers for whom there was no recent history of default or are covered by securities deposited with the Group.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

Included in the accounts receivable balance as at 31 December 2010 is a broker receivable amount due from the ultimate holding company of HK\$19,332,429 (2009: HK\$5,955,027) which arose from securities dealing transactions. This balance is unsecured, interest-free and repayable on the settlement day of the relevant transactions.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 20. LOANS AND ADVANCES

	<b>Group</b>	
	<b>2010</b>	2009
	<b>HK\$</b>	HK\$
Loans and advances to customers:		
Secured	<b>896,132,978</b>	696,656,260
Unsecured	<b>2,212,158</b>	2,212,158
	<b>898,345,136</b>	698,868,418
Less: Impairment	<b>(13,173,022)</b>	(13,173,022)
	<b>885,172,114</b>	685,695,396

Customers are required to provide collateral to the Group for the loans and advances granted. As at 31 December 2010, the total market value of securities pledged by customers to the Group as collateral in respect of the above loans and advances to customers was HK\$3,512,218,018 (2009: HK\$2,751,166,300), of which a total market value of HK\$238,324,000 (2009: HK\$271,485,000) of such collateral was pledged with banks to secure certain of the Group's overdrafts and bank loans (note 26) as at 31 December 2010. The Group is allowed to dispose of the collateral in settlement of the customers' obligation to maintain the agreed level of margin and any other liability of the customers due to the Group. The Group is allowed to deposit the collateral with an authorised institution as collateral for financial accommodation provided to the Group according to the applicable legislations and regulations.

In view of the fact that the Group's loans and advances relate to a large number of diversified customers, there is no significant concentration of credit risk. Loans and advances to margin clients of HK\$885,017,620 (2009: HK\$685,540,902) bear interest at interest rates with reference to the prime rate (2009: with reference to the prime rate).

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 20. LOANS AND ADVANCES (Cont'd)

The maturity profile of the loans and advances to customers at the end of the reporting period is analysed as follows:

	<b>Group</b>	
	<b>2010</b> <b>HK\$</b>	2009 HK\$
Repayable on demand	<b>885,017,620</b>	685,540,902
Undated	<b>13,327,516</b>	13,327,516
	<b><u>898,345,136</u></b>	<u>698,868,418</u>

There were no movements in the provision for impairment during the years ended 31 December 2010 and 2009.

Included in the provision for impairment of loans and advances is a provision for individually impaired loans and advances of HK\$13,173,022 (2009: HK\$13,173,022) with a carrying amount before provision of HK\$13,327,516 (2009: HK\$13,327,516). The individually impaired loans and advances relate to customers that were in default or delinquency in payments and only a portion of the loans and advances is expected to be recovered. The remaining balances of loans and advances that were not impaired relate to a large number of diversified customers for whom there was no recent history of default or are secured by securities collateral pledged by the customers to the Group.

### 21. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

#### Group

	<b>31 December</b> <b>2010</b> <b>HK\$</b>	31 December 2009 HK\$ (Restated)	1 January 2009 HK\$ (Restated)
Prepayments	<b>3,135,785</b>	7,686,573	2,915,117
Deposits and other receivables	<b>12,032,007</b>	3,141,781	4,953,771
	<b><u>15,167,792</u></b>	<u>10,828,354</u>	<u>7,868,888</u>

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 21. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (Cont'd)

#### Company

	2010 HK\$	2009 HK\$
Prepayments	176,250	209,133
Deposits and other receivables	1,426,499	1,279,484
	<u>1,602,749</u>	<u>1,488,617</u>

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

### 22. BANK BALANCES HELD ON BEHALF OF CUSTOMERS

The Group maintains segregated trust accounts with licensed banks to hold clients' monies in accordance with the relevant legislation. The Group has classified in the consolidated statement of financial position, the clients' monies as bank balances held on behalf of customers in the current assets section and recognised the corresponding accounts payable to the respective customers in the current liabilities section. The Group is allowed to retain some or all of the interest on the clients' monies. The Group is not allowed to use the clients' monies to settle its own obligations.

### 23. CASH AND CASH EQUIVALENTS

	Group		Company	
	2010 HK\$	2009 HK\$	2010 HK\$	2009 HK\$
Cash and bank balances	72,605,012	34,544,376	4,369,384	4,549,350
Time deposits	51,394,000	50,510,400	–	–
	<u>123,999,012</u>	<u>85,054,776</u>	<u>4,369,384</u>	<u>4,549,350</u>

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one week and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 24. ACCOUNTS PAYABLE

An aged analysis of accounts payable, based on the trade day, as at the end of the reporting period is as follows:

	<b>Group</b>	
	<b>2010</b>	2009
	<b>HK\$</b>	HK\$
Within 1 month	<u><b>2,312,439,777</b></u>	<u>2,508,232,995</u>

Included in the accounts payable balance as at 31 December 2010 was a broker payable amount due to the ultimate holding company of the Company of HK\$35,205,996 (2009: HK\$51,031,736) which arose from securities dealing transactions. This balance is unsecured, interest-free and payable on the settlement day of the relevant transactions.

Included in the accounts payable balance as at 31 December 2010 was the amount of segregated client money held on behalf of an intermediate holding company of the Company of HK\$21,614,123 (2009: HK\$16,847,778) which arose from securities dealing transactions. This balance is unsecured, bears interest at the bank deposit savings rate and is payable on demand.

Except for the accounts payable to clients of HK\$1,770,271,232 (2009: HK\$1,825,906,934), which bear interest at the bank deposit savings rate per annum, the remaining accounts payable are non-interest-bearing.

### 25. OTHER PAYABLES AND ACCRUALS

	<b>Group</b>		<b>Company</b>	
	<b>2010</b>	2009	<b>2010</b>	2009
	<b>HK\$</b>	HK\$	<b>HK\$</b>	HK\$
Other payables	<b>28,425,916</b>	7,053,339	<b>1,032,865</b>	1,043,535
Accruals	<b>71,773,073</b>	64,332,935	<b>2,351,825</b>	1,993,855
	<u><b>100,198,989</b></u>	<u>71,386,274</u>	<u><b>3,384,690</b></u>	<u>3,037,390</u>

Other payables are non-interest-bearing and have an average term of within one year.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

## 26. INTEREST-BEARING BANK BORROWINGS

## Group

	Effective interest rate	2010		Effective interest rate	2009	
		Maturity	HK\$		Maturity	HK\$
<b>Current</b>						
Bank overdrafts – secured	Hong Kong Interbank offered rate (“HIBOR”)+1% to HIBOR+1.75%	On demand	37,491,770	HIBOR +1%	On demand	32,290,445
Bank loans – secured	HIBOR+1.3%	2011	25,000,000	HIBOR+1% to HIBOR+1.75%	2010	102,000,000
			<u>62,491,770</u>			<u>134,290,445</u>
					<b>Group</b>	
					<b>2010</b>	2009
					<b>HK\$</b>	<b>HK\$</b>

Analysed into:

Bank loans and overdrafts repayable within one year or on demand

62,491,770134,290,445

Notes:

- (a) The Group's bank overdrafts are secured by the pledge of certain marketable securities pledged by customers to the Group as collateral amounting to HK\$114,574,000 (2009: HK\$118,125,000) as at 31 December 2010 (note 20).

In addition, the Company guaranteed the bank overdrafts up to HK\$80,000,000 (2009: HK\$40,000,000) as at 31 December 2010.

- (b) Certain of the Group's bank loans are secured by the pledge of certain marketable securities pledged by customers to the Group as collateral amounting to HK\$123,750,000 (2009: HK\$153,360,000) as at 31 December 2010 (note 20).

In addition, the Company guaranteed the bank loans up to HK\$100,000,000 (2009: HK\$102,000,000) as at 31 December 2010.

- (c) Certain of the Group's unutilised banking facilities are secured by guarantees given by the Company.
- (d) All borrowings are denominated in Hong Kong dollars.
- (e) The carrying amounts of the Group's borrowings approximate to their fair values.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 27. OTHER PAYABLES

Other payables were non-interest-bearing and had an average term of over one year.

### 28. SHARE CAPITAL

	Company Number of ordinary shares of HK\$0.50 each	HK\$
Authorised:	<u>2,000,000,000</u>	<u>1,000,000,000</u>
Issued and fully paid:		
At 31 December 2009 and 31 December 2010	<u>530,759,126</u>	<u>265,379,563</u>

### 29. RESERVES

#### (a) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 38 of the financial statements.

The Group's general reserve represents prior year appropriations of profits which are distributable to the shareholders.

The Group's exchange fluctuation reserve represented the share of the exchange fluctuation reserve of the associates which was reclassified as an available-for-sale investment during the year ended 31 December 2008.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 29. RESERVES (Cont'd)

#### (b) Company

	Share premium account HK\$	General reserve HK\$	Retained profits HK\$	Total HK\$
<i>Note</i>				
At 1 January 2009	314,739,683	656,293	43,163,611	358,559,587
Total comprehensive income for the year	–	–	41,593,499	41,593,499
Interim 2009 dividend	<i>11</i>	–	(5,307,591)	(5,307,591)
Proposed final 2009 dividend	<i>11</i>	–	(10,615,183)	(10,615,183)
At 31 December 2009 and 1 January 2010	<b>314,739,683</b>	<b>656,293</b>	<b>68,834,336</b>	<b>384,230,312</b>
Total comprehensive income for the year	–	–	<b>56,073,705</b>	<b>56,073,705</b>
Interim 2010 dividend	<i>11</i>	–	<b>(5,307,591)</b>	<b>(5,307,591)</b>
Proposed final 2010 dividend	<i>11</i>	–	<b>(10,615,183)</b>	<b>(10,615,183)</b>
Proposed special 2010 dividend	<i>11</i>	–	<b>(37,153,138)</b>	<b>(37,153,138)</b>
At 31 December 2010	<b>314,739,683</b>	<b>656,293</b>	<b>71,832,129</b>	<b>387,228,105</b>

The Company's general reserve represents prior year appropriations of profits which are distributable to the shareholders.

### 30. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

#### Major non-cash transactions

During the year ended 31 December 2009, available-for-sale investments with an aggregate fair value of HK\$33,143,403 were reclassified as investments at fair value through profit or loss upon the conversion of 662,868,060 Century City International Holdings Limited ("CCIH") preference shares into 66,286,806 CCIH ordinary shares.

### 31. CONTINGENT LIABILITIES

As at 31 December 2010, the banking facilities granted to the subsidiaries subject to the guarantees given to the banks by the Company were HK\$554,500,000 (2009: HK\$1,329,500,000), of which HK\$62,491,770 (2009: HK\$134,290,445) was utilised.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 32. COMMITMENTS

#### (a) Capital commitments

	<b>Group</b>	
	<b>2010</b>	2009
	<b>HK\$</b>	HK\$
Contracted, but not provided for the purchases of furniture, fixtures and equipment	<u>530,582</u>	<u>953,671</u>

#### (b) Operating lease commitments as a lessee

The Group leases certain of its office properties under operating lease arrangements. Leases for properties are negotiated for terms ranging from one to five years (2009: one to three years).

At 31 December 2010, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

	<b>Group</b>	
	<b>2010</b>	2009
	<b>HK\$</b>	HK\$
Within one year	<u>19,422,635</u>	25,018,954
In the second to fifth years, inclusive	<u>14,847,130</u>	<u>10,278,931</u>
	<u>34,269,765</u>	<u>35,297,885</u>

At 31 December 2010, the Company did not have any significant commitments (2009: Nil).

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 33. RELATED PARTY TRANSACTIONS

In addition to the transactions and balances detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year:

- (a) The Group paid brokerage commissions totalling HK\$3,472,468 (2009: HK\$4,375,861) to the ultimate holding company of the Company during the year. The brokerage commissions were based on mutually agreed terms with reference to the commission rate and conditions similar to those offered to other customers by the ultimate holding company.
- (b) The Group paid research fees totalling HK\$10,000,000 (2009: HK\$5,150,000) to a subsidiary of the ultimate holding company of the Company during the year. The research fees were charged in accordance with the agreement signed between the Group and that related company.
- (c) The Group received brokerage commission income totalling HK\$28,192 (2009: HK\$122,974) from an intermediate holding company of the Company which was charged at a commission rate and conditions similar to those offered to other customers of the Group.
- (d) Compensation of key management personnel of the Group:

	<b>2010</b>	2009
	<b>HK\$</b>	HK\$
Short term employee benefits	<b>23,043,124</b>	17,787,388
Post-employment benefits	<b>1,239,600</b>	1,221,000
	<b><u>24,282,724</u></b>	<u>19,008,388</u>

Further details of directors' emoluments are included in note 7 to the financial statements.

- (e) Outstanding balances with related parties

Details of the Group's accounts receivable and accounts payable with the ultimate holding company and an intermediate holding company of the Company as at the end of the reporting period are included in notes 19 and 24 to the financial statements, respectively.

Except for item (d), the above transactions also constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 34. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2010	Group				
	Financial assets	Financial assets at fair value through profit or loss – held for trading HK\$	Loans and receivables HK\$	Available-for-sale financial assets HK\$	Total HK\$
Other assets	–	12,692,220	–	–	12,692,220
Available-for-sale investments included in financial instruments	–	–	–	12,820,657	12,820,657
Investments at fair value through profit or loss	145,709,361	–	–	–	145,709,361
Accounts receivable	–	534,953,817	–	–	534,953,817
Loans and advances	–	885,172,114	–	–	885,172,114
Financial assets included in prepayments, deposits and other receivables	–	12,032,007	–	–	12,032,007
Bank balances held on behalf of customers	–	1,906,405,768	–	–	1,906,405,768
Cash and cash equivalents	–	123,999,012	–	–	123,999,012
	<u>145,709,361</u>	<u>3,475,254,938</u>	<u>12,820,657</u>	<u>3,633,784,956</u>	
<b>Financial liabilities</b>					<b>Financial liabilities at amortised cost HK\$</b>
Accounts payable					2,312,439,777
Financial liabilities included in other payables and accruals					28,425,916
Interest-bearing bank borrowings					62,491,770
					<u>2,403,357,463</u>

## NOTES TO FINANCIAL STATEMENTS *(Cont'd)*

31 December 2010

### 34. FINANCIAL INSTRUMENTS BY CATEGORY *(Cont'd)*

2009	<b>Group</b>			
Financial assets	Financial assets at fair value through profit or loss – held for trading HK\$	Loans and receivables HK\$	Available- for-sale financial assets HK\$	Total HK\$
Other assets	–	11,920,307	–	11,920,307
Available-for-sale investments included in financial instruments	–	–	135,093,358	135,093,358
Investments at fair value through profit or loss	177,837,092	–	–	177,837,092
Accounts receivable	–	624,146,678	–	624,146,678
Loans and advances	–	685,695,396	–	685,695,396
Financial assets included in prepayments, deposits and other receivables	–	3,141,781	–	3,141,781
Bank balances held on behalf of customers	–	1,939,341,239	–	1,939,341,239
Cash and cash equivalents	–	85,054,776	–	85,054,776
	<u>177,837,092</u>	<u>3,349,300,177</u>	<u>135,093,358</u>	<u>3,662,230,627</u>
Financial liabilities				
			Financial liabilities at amortised cost HK\$	
Accounts payable			2,508,232,995	
Financial liabilities included in other payables and accruals			13,924,724	
Interest-bearing bank borrowings			134,290,445	
			<u>2,656,448,164</u>	

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 34. FINANCIAL INSTRUMENTS BY CATEGORY (Cont'd)

Financial assets	Company	
	Loans and receivables	
	2010 HK\$	2009 HK\$
Financial assets included in prepayments, deposits and other receivables	1,426,499	1,279,484
Cash and cash equivalents	4,369,384	4,549,350
	<u>5,795,883</u>	<u>5,828,834</u>
Financial liabilities	Financial liabilities at amortised cost	
	2010 HK\$	2009 HK\$
Financial liabilities included in other payables and accruals	1,032,865	1,043,535

### 35. FAIR VALUE HIERARCHY

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments:

- Level 1: fair values measured based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: fair values measured based on valuation techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly
- Level 3: fair values measured based on valuation techniques for which any inputs which have a significant effect on the recorded fair value are not based on observable market data (unobservable inputs)

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 35. FAIR VALUE HIERARCHY (Cont'd)

As at 31 December 2010 and 2009, the Group held the following financial instruments measured at fair value:

	Level 1 HK\$	Level 2 HK\$	Total HK\$
<b>2010</b>			
Available-for-sale investments:			
Listed equity investments			
in Hong Kong	3,482,937	–	3,482,937
Unlisted equity investments	6,867,720	–	6,867,720
Unlisted club debentures	–	2,470,000	2,470,000
Investments at fair value through profit or loss	<u>145,709,361</u>	–	<u>145,709,361</u>
	<u>156,060,018</u>	<u>2,470,000</u>	<u>158,530,018</u>
<b>2009</b>			
Available-for-sale investments:			
Listed equity investments			
in Hong Kong	4,563,848	–	4,563,848
Unlisted club debentures	–	2,470,000	2,470,000
Investments at fair value through profit or loss	<u>175,364,168</u>	<u>2,472,924</u>	<u>177,837,092</u>
	<u>179,928,016</u>	<u>4,942,924</u>	<u>184,870,940</u>

The Company did not have any financial instruments measured at fair value as at 31 December 2010 (2009: Nil).

During the years ended 31 December 2010 and 2009, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's operating segments include securities trading and investment holding, securities broking and dealing, securities financing and direct loans and investment advisory services.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk, liquidity risk and equity price risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below. The Group's accounting policies in relation to derivatives are set out in note 2.4 to the financial statements.

#### Interest rate risk

The Group's borrowings from banks during the year are for the provision of financing and loans to customers. The majority of the bank borrowings bear interest at interest rates with reference to the HIBOR whereas loans to customers bear interest at interest rates with reference to the Hong Kong dollar prime rate. As the Hong Kong dollar prime rate basically changes in line with the HIBOR, the Group's exposure to the risk of changes in market interest rates is minimal.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings, interest-bearing accounts receivable and loans and advances) and the Group's equity.

	Increase/ (decrease) in basis points	Group Increase/ (decrease) in profit before tax HK\$	Increase/ (decrease) in equity* HK\$
<b>2010</b>			
Hong Kong dollar	25	2,217,425	–
Hong Kong dollar	(25)	(2,217,425)	–
<b>2009</b>			
Hong Kong dollar	25	1,822,713	–
Hong Kong dollar	(25)	(1,822,713)	–

\* Excluding retained profits

## NOTES TO FINANCIAL STATEMENTS *(Cont'd)*

31 December 2010

### 36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Cont'd)*

#### **Foreign currency risk**

The Group's securities broking and dealing business is primarily conducted in the stock markets of Hong Kong and the B-share markets of Mainland China, which are denominated in Hong Kong dollars or United States dollars. As Hong Kong dollar is also pegged with the United States dollar, the Group's exposure to foreign currency risk is minimal. The Group's revenue denominated in currencies other than Hong Kong dollars and United States dollars constituted approximately 2% (2009: 1%) of the total revenue only and the Group's exposure to foreign currency risk is insignificant.

#### **Credit risk**

The Group has put in place a well-established credit policy governing the granting of credit limit to customers. Customers are generally required to deposit their securities with the Group as collateral to their borrowings. The credit department is responsible for assisting the directors in formulating the credit policy of the Group, monitoring the credit risks of customers with reference to the realisable values of the collateral, managing the concentration of credit risk by customer and recommending measures to the directors for granting credit facilities which exceed the authority limit of the credit department. There are no significant concentrations of credit risk within the Group as it relates to a large number of diversified customers.

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, bank balances held on behalf of customers, available-for-sale investments, investments at fair value through profit or loss, other assets, deposits and other receivables, arises from default of the counterparties, with a maximum exposure equal to the carrying amounts of these instruments.

Further quantitative data in respect of the Group's exposure to credit risk arising from accounts receivable and loans and advances are disclosed in notes 19 and 20 to the financial statements, respectively.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

#### Liquidity risk

There is a constant need of funding for the settlement of securities transactions and for the provision of financing and loans to the customers. The source of funding is either from the Group's own capital or borrowings from financial institutions, if necessary.

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., accounts receivable) and projected cash flows from operations.

The Group's borrowings from banks during the year are for the provision of financing and loans to customers for their purchases and continuous holding of securities. The maturity of bank borrowings of the Group usually ranges from overnight to one month, where the borrowings are either rolled over or repaid by the Group's own funding. In addition, for those clients who are unable to settle their settlement obligations or margin deficits, the Group may dispose of the securities collateral pledged by the customers to the Group. The Group always ensures that the securities collateral pledged by customers is able to be realised in the market within a reasonable period of time.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

	Group			Total HK\$
	On demand HK\$	Less than 1 year HK\$	1 to 5 years HK\$	
<b>2010</b>				
Accounts payable	1,967,570,115	344,869,662	–	2,312,439,777
Other payables	–	28,425,916	–	28,425,916
Interest-bearing bank borrowings	37,491,770	25,003,104	–	62,494,874
	<u>2,005,061,885</u>	<u>398,298,682</u>	<u>–</u>	<u>2,403,360,567</u>
<b>2009</b>				
Accounts payable	2,098,617,347	409,615,648	–	2,508,232,995
Other payables	–	7,053,339	6,871,385	13,924,724
Interest-bearing bank borrowings	32,290,445	102,064,423	–	134,354,868
	<u>2,130,907,792</u>	<u>518,733,410</u>	<u>6,871,385</u>	<u>2,656,512,587</u>

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

#### Equity price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of equity indices and the value of individual securities. The Group was exposed to equity price risk arising from individual equity investments classified as held-for-trading investments (note 17) and available-for-sale investments (note 17) as at 31 December 2010.

The following table demonstrates the sensitivity to every 1% change in the fair values of the equity investments or the underlying instruments of the unlisted hybrid financial instrument, with all other variables held constant and before any impact on tax, based on their carrying amounts at the end of the reporting period. For the purpose of this analysis, for the available-for-sale equity investments, the impact is deemed to be on the available-for-sale investment revaluation reserve and no account is given for factors such as impairment which might impact the consolidated income statement.

	Increase/ (decrease) in fair value %	Group Increase/ (decrease) in profit before tax HK\$	Increase/ (decrease) in equity* HK\$
<b>2010</b>			
Investments listed in Hong Kong:			
– Available-for-sale	1 (1)	– –	103,507 (103,507)
– Held-for-trading	1 (1)	127,560 (127,560)	– –
Unlisted investment funds	1 (1)	1,329,534 (1,329,534)	– –
<b>2009</b>			
Investments listed in Hong Kong:			
– Available-for-sale	1 (1)	– –	45,638 (45,638)
– Held-for-trading	1 (1)	446,219 (446,219)	– –
Unlisted investment funds	1 (1)	1,332,152 (1,332,152)	– –

\* Excluding retained profits

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

31 December 2010

### 36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

#### Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. Certain subsidiaries of the Group are regulated by the Securities and Futures Commission (the "SFC") and are required to comply with certain minimum capital requirements according to the rules of the SFC. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2010 and 2009.

The Group monitors capital using a gearing ratio, which is interest-bearing bank borrowings divided by total equity. The gearing ratio is reviewed and assessed regularly by the board of directors. The gearing ratios as at the ends of the reporting periods were as follows:

Group	2010 HK\$	2009 HK\$
Interest-bearing bank borrowings	62,491,770	134,290,445
Total equity	1,169,961,034	1,015,059,843
Gearing ratio	5.3%	13.2%

### 37. COMPARATIVE AMOUNTS

As further explained in note 2.2 to the financial statements, due to the adoption of new and revised HKFRSs during the current year, the accounting treatment and presentation of certain items and balances in the financial statements have been revised to comply with the new requirements. Accordingly, certain prior year adjustments have been made, certain comparative amounts have been reclassified and restated to conform with the current year's presentation and accounting treatment, and a third statement of financial position as at 1 January 2009 has been presented.

### 38. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 11 March 2011.



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