GREAT CHINA HOLDINGS LIMITED
大中華集團有限公司

(Incorporated in Hong Kong with limited liabilities)

(Stock code: 141)

ANNOUNCEMENT OF FINAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2012

The board of directors (the "Board") of Great China Holdings Limited (the "Company") is pleased to announce the audited consolidated results of the Company and its subsidiaries (collectively, the "Group") for the year ended 31 December 2012 together with the corresponding comparative figures of last year. The Group's audited consolidated financial statements for the year ended 31 December 2012 have been reviewed by the Audit Committee of the Company.

CONSOLIDATED INCOME STATEMENT

For the year ended 31 December 2012

	Notes	**2012** *HK$'000*	2011 *HK$'000* (Restated)
Revenue	*2*	**1,691,863**	1,802,709
Cost of sales		**(1,537,789)**	(1,756,770)
Gross profit		**154,074**	45,939
Other income	*4*	**26,441**	90,968
Distribution costs		**(48,583)**	(66,539)
Administrative expenses		**(44,897)**	(34,335)
Increase in fair value of investment properties		**19,171**	76,797
Change in fair value of financial assets at fair value through profit or loss		**1,590**	—
Change in fair value of derivative financial instruments		**49**	(18,672)
Impairment loss on non-current assets		**(3,041)**	(24)
Gain on disposal of associates after deducting direct expenses and tax	*12*	**95,462**	—
Share of results of associates	*12*	**107,382**	(940)
Finance costs	*5*	**(14,799)**	(21,130)
Profit before income tax	*6*	**292,849**	72,064
Income tax expense	*7*	**(4,692)**	(8,088)
Profit for the year attributable to owners of the Company		**288,157**	63,976
Earnings per share — Basic	*8*	**HK110.12 cents**	HK24.45 cents
— Diluted	*8*	**N/A**	N/A

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2012

	Notes	2012 HK$'000	2011 HK$'000 (Restated)
Profit for the year		**288,157**	63,976
Other comprehensive income			
Exchange difference arising from			
— translation of foreign operations		**5,832**	29,706
— reclassification as a result of disposal of associates	*12*	**(21,540)**	—
(Decrease)/Increase in fair value of available-for-sale financial assets		**(400)**	430
Other comprehensive income for the year		**(16,108)**	30,136
Total comprehensive income for the year attributable to owners of the Company		**272,049**	94,112

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
At 31 December 2012

	Notes	At 31 December 2012 HK$'000	At 31 December 2011 HK$'000 (Restated)	At 1 January 2011 HK$'000 (Restated)
Non-current assets				
Goodwill		—	3,000	3,000
Investment properties		**956,907**	934,403	841,098
Property, plant and equipment		**52,788**	49,667	50,563
Prepaid lease payments for land		**271**	275	279
Interests in associates		—	146,450	137,958
Loan to an associate		—	17,290	16,911
Amount due from an associate		—	44,678	44,640
Other receivables	*10*	**16,175**	—	—
Available-for-sale financial assets		**11,077**	2,158	1,752
Derivative financial assets		—	574	—
Restricted bank deposit		—	16,659	—
		1,037,218	1,215,154	1,096,201
Current assets				
Properties held for sale		**19,322**	19,109	17,996
Inventories		**146,199**	22,287	29,100
Prepaid lease payments for land		**4**	4	4
Trade and other receivables	*10*	**307,809**	669,601	580,530
Financial assets at fair value through profit or loss		**13,648**	—	—
Tax recoverable		**295**	548	—
Derivative financial assets		**152**	3,291	112
Restricted bank deposit		**16,789**	—	—
Pledged bank deposits		**92,449**	616,494	524,699
Structured bank deposits		**375,667**	274,757	283,165
Bank balances and cash		**333,728**	91,430	193,303
		1,306,062	1,697,521	1,628,909

	Notes	At 31 December 2012 HK$'000	At 31 December 2011 HK$'000 (Restated)	At 1 January 2011 HK$'000 (Restated)
Current liabilities				
Trade and bills payables	*11*	**318,352**	494,412	297,130
Other payables and accrued expenses		**104,569**	55,939	53,218
Rental deposits received		**3,082**	2,348	1,344
Borrowings		**279,594**	957,487	1,131,861
Derivative financial liabilities		**3,051**	14,115	16,483
Tax payable		**1,296**	3,694	3,195
		709,944	1,527,995	1,503,231
Net current assets		**596,118**	169,526	125,678
Total assets less current liabilities		**1,633,336**	1,384,680	1,221,879
Non-current liabilities				
Derivative financial liabilities		—	1,527	—
Rental deposits received		**4,831**	5,140	5,543
Borrowings		**158,396**	180,212	117,888
Deferred tax liabilities		**53,076**	50,200	42,342
		216,303	237,079	165,773
Net assets		**1,417,033**	1,147,601	1,056,106
Capital and reserves				
Share capital		**52,337**	52,337	52,337
Reserves		**1,364,696**	1,095,264	1,003,769
Total equity		**1,417,033**	1,147,601	1,056,106

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2012

	Share capital *HK$'000*	Share premium *HK$'000*	Exchange reserve *HK$'000*	Properties revaluation reserve *HK$'000*	Investment revaluation reserve *HK$'000*	Retained profits *HK$'000*	Total *HK$'000*
At 1 January 2011, as previously reported	52,337	19,516	111,307	495	840	810,655	995,150
Prior year adjustment in respect of change in accounting policy *(note 1)*	—	—	—	—	—	60,956	60,956
At 1 January 2011, as restated	52,337	19,516	111,307	495	840	871,611	1,056,106
Profit for the year, as previously reported	—	—	—	—	—	55,871	55,871
Prior year adjustment in respect of change in accounting policy *(note 1)*	—	—	—	—	—	8,105	8,105
Profit for the year, as restated	—	—	—	—	—	63,976	63,976
Exchange difference arising from translation of foreign operations	—	—	29,706	—	—	—	29,706
Increase in fair value of available-for-sale financial assets	—	—	—	—	430	—	430
Other comprehensive income for the year	—	—	29,706	—	430	—	30,136
Total comprehensive income for the year	—	—	29,706	—	430	63,976	94,112
Transaction with owners: 2010 final dividend paid *(note 9)*	—	—	—	—	—	(2,617)	(2,617)
At 31 December 2011, as restated	52,337	19,516	141,013	495	1,270	932,970	1,147,601
Profit for the year	—	—	—	—	—	288,157	288,157
Exchange difference arising from							
— translation of foreign operations	—	—	5,832	—	—	—	5,832
— reclassification as a result of disposal of associates *(note 12)*	—	—	(21,540)	—	—	—	(21,540)
Decrease in fair value of available-for-sale financial assets	—	—	—	—	(400)	—	(400)
Other comprehensive income for the year	—	—	(15,708)	—	(400)	—	(16,108)
Total comprehensive income for the year	—	—	(15,708)	—	(400)	288,157	272,049
Transaction with owners: 2011 final dividend paid *(note 9)*	—	—	—	—	—	(2,617)	(2,617)
At 31 December 2012	**52,337**	**19,516**	**125,305**	**495**	**870**	**1,218,510**	**1,417,033**

1. ADOPTION OF NEW OR REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

(a) Adoption of new or revised HKFRSs — effective from 1 January 2012

In the current year, the Group has applied for the first time the following new or revised HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), which are relevant to and effective for the Group's financial statements for the annual period beginning on 1 January 2012:

Amendments to HKFRS 7	Disclosures — Transfers of Financial Assets
Amendments to HKAS 12	Deferred Tax — Recovery of Underlying Assets

Amendments to HKFRS 7 Disclosures — Transfers of Financial Assets

The Group has applied the amendments to HKFRS 7 Disclosures — Transfers of Financial Assets in the current year. The amendment requires additional disclosure about financial assets that have been transferred but not derecognised to enable the user of the Group's financial statements to understand the relationship with their associated liabilities. In addition, the amendment requires disclosures about the entity's continuing involvement in derecognised assets to enable the user to evaluate the nature of, and risks associated with, such involvement. The amendments did not have an impact on the Group's financial position or performance.

During the year, the Group discounted certain of its bills receivables with recourse (note 10). As the Group retained the significant risks and rewards of ownership of the discounted bills receivables, the transfer transactions did not meet the requirements of HKAS 39 for de-recognition. The bills receivables remained as the Group's financial assets with the cash received being recognised as asset-backed borrowings. The financial statements for the current year include additional disclosures describing the nature of the relationship between the discounted debts and the associated financial liabilities, including restriction on the Group's use of the debts arising from the discounting arrangements. In accordance with the transition requirements of the amendments, the disclosures for the comparative period have not been amended.

Amendments to HKAS 12 Deferred Tax — Recovery of Underlying Assets

The Group has applied the amendments to HKAS 12 Deferred Tax — Recovery of Underlying Assets in the current year. The amendments to HKAS 12 introduced a rebuttable presumption that an investment property is recovered entirely through sale. The presumption is rebutted if the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. The amendments are applied retrospectively.

The Group measures its investment properties using the fair value model. Previously, the Group recognised deferred tax on changes in fair value of investment properties on the basis that the entire carrying amounts of the investment properties were recovered through use. As a result of the application of the amendments to HKAS 12, the directors reviewed the Group's investment property portfolios, which compose of investment properties locating in Hong Kong and the People's Republic of China (the "PRC").

For investment properties locating in Hong Kong, the directors of the Company assessed that the Group would not consume substantially all of the economic benefits embodied in those investment properties over time and have determined that the presumption set out in the amendments to HKAS 12 is not rebutted. The application of the amendments to HKAS 12 has resulted in adjustment to deferred tax liabilities relating to those investment properties locating in Hong Kong in order to reflect the tax consequences of recovering those investment properties through sale. The amendment is adopted retrospectively for the financial year ended 31 December 2011.

For investment properties locating in the PRC, the directors of the Company concluded that they are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, the directors have determined that the presumption set out in the amendments to HKAS 12 is rebutted and the related deferred tax liabilities are not remeasured.

The adoption of the amendments to HKAS 12 has resulted in a reduction in the amount of deferred tax liabilities arising from fair value changes on those investment properties locating in Hong Kong and the effect on the Group's consolidated income statement, consolidated statement of comprehensive income and consolidated statement of financial position is as follows:

	Year ended 31 December 2012	Year ended 31 December 2011
	HK$'000	*HK$'000*
Consolidated income statement		
Decrease in income tax expense	**1,975**	8,105
Increase in net profit attributable to owners of the Company	**1,975**	8,105
Consolidated statement of comprehensive income		
Increase in total comprehensive income for the year attributable to owners of the Company	**1,975**	8,105
	HK cents	*HK cents*
Increase in basic earnings per share	**0.75**	3.10

	At 31 December 2012	At 31 December 2011	At 1 January 2011
	HK$'000	*HK$'000*	*HK$'000*
Consolidated statement of financial position			
Decrease in deferred tax liabilities	**71,036**	69,061	60,956
Increase in retained profits	**71,036**	69,061	60,956

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

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

Amendments to HKAS 1 (Revised)	Presentation of Financial Statements — Presentation of Items of Other Comprehensive Income[1]
Amendments to HKAS 32	Presentation — Offsetting Financial Assets and Financial Liabilities[3]
Amendments to HKFRS 7	Disclosures — Offsetting Financial Assets and Financial Liabilities[2]
HKAS 19 (2011)	Employee Benefits[2]
HKAS 27 (2011)	Separate Financial Statements[2]
HKAS 28 (2011)	Investments in Associates and Joint Ventures[2]
HKFRS 9	Financial Instruments[4]
HKFRS 10	Consolidated Financial Statements[2]
HKFRS 11	Joint Arrangements[2]
HKFRS 12	Disclosure of Interests in Other Entities[2]
HKFRS 13	Fair Value Measurement[2]
Amendments to HKFRS 10, HKFRS 11 and HKFRS 12	Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance[2]
Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011)	Investment Entities[3]
Annual Improvements	Annual Improvements to HKFRSs — 2009–2011 Cycle[2]

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

Amendments to HKAS 1 (Revised) Presentation of Financial Statements — Presentation of Items of Other Comprehensive Income

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

Amendments to HKAS 32 Presentation — Offsetting Financial Assets and Financial Liabilities and amendments to HKFRS 7 Disclosures — Offsetting Financial Assets and Financial Liabilities

The amendments to HKAS 32 clarify the requirements for offsetting financial instruments. The amendments address inconsistencies in current practice when applying the offsetting criteria and clarify the meaning of "currently has a legally enforceable right of set-off" and some gross settlement systems may be considered equivalent to net settlements. The amendments to HKFRS 7 require entities to disclose information about rights of offset and related arrangements (such as collateral posting requirements) for financial instruments under an enforceable master netting agreement or similar arrangement.

The directors anticipate that the application of the amendments to HKAS 32 and HKFRS 7 may affect the Group's disclosure regarding offsetting financial assets and financial liabilities in the future. The amendments will be applied retrospectively.

HKFRS 9 Financial Instruments

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. Fair value gains and losses will be recognised in profit or loss except for those non-trade equity investments, which the entity will have a choice to recognise the gains and losses in other comprehensive income. 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") and incorporated in HKFRS 9 the current derecognition principles of financial instruments of HKAS 39. Most of the Additions were carried forward unchanged from HKAS 39, while changes were made to the measurement of financial liabilities designated at fair value through profit or loss using the fair value option. For these fair value option 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. 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 other comprehensive income would create or enlarge an accounting mismatch in profit or loss. However, loan commitments and financial guarantee contracts which have been designated under the fair value option are scoped out of the 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 and impairment of financial assets continues apply. The Group expects to adopt HKFRS 9 from 1 January 2015.

HKFRS 10 Consolidated Financial Statements

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

HKFRS 11 Joint Arrangements

HKFRS 11 replaces HKAS 31 Interests in Joint Ventures and HK (SIC)-Int 13 Jointly Controlled Entities — Non-Monetary Contributions by Venturers. Joint arrangements under HKFRS 11 have the same basic characteristics as joint ventures under HKAS 31. Joint arrangements are classified as either joint operations or joint ventures. Where the Group has rights to the assets and obligations for the liabilities of the joint arrangement, it is regarded as a joint operator and will recognise its interests in the assets, liabilities, income and expenses arising from the joint arrangement. Where the Group has rights to the net assets of the joint arrangement as a whole, it is regarded as having an interest in a joint venture and will apply the equity method of accounting. HKFRS 11 does not allow proportionate consolidation. In an arrangement structured through a separate vehicle, all relevant facts and circumstances should be considered to determine whether the parties to the arrangement have rights to the net assets of the arrangement. Previously, the existence of a separate legal entity was the key factor in determining the existence of a jointly controlled entity under HKAS 31. HKFRS 11 will be applied retrospectively with specific restatement requirements for a joint venture which changes from proportionate consolidation to the equity method and a joint operation which changes from equity method to accounting for assets and liabilities.

HKFRS 12 Disclosure of Interests in Other Entities

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

HKFRS 13 Fair Value Measurement

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

Annual Improvements to HKFRSs—2009-2011 Cycle

The Annual Improvements to HKFRSs — 2009–2011 Cycle include a number of amendments to various HKFRSs, which include:

HKAS 1 Presentation of Financial Statements

This improvement clarifies the difference between voluntary additional comparative information and the minimum required comparative information. Generally, the minimum required comparative information is the previous period.

HKAS 16 Property, Plant and Equipment

This improvement clarifies that major spare parts and servicing equipment that meet the definition of property, plant and equipment are not inventory.

HKAS 32 Financial Instruments: Presentation

This improvement clarifies that income taxes arising from distributions to equity holders are accounted for in accordance with HKAS 12 Income Taxes.

HKAS 34 Interim Financial Reporting

The amendment aligns the disclosure requirements for total segment assets with total segment liabilities in interim financial statements. This clarification also ensures that interim disclosures are aligned with annual disclosures.

The Group is in the process of making an assessment of the potential impact of these new and revised HKFRSs and the directors are not yet in a position to quantify the effects on the Group's financial statements.

2. REVENUE

Revenue, which is also the turnover of the Group, represents net invoiced value of fishmeal and tapioca chips sold, rental income derived from investment properties and value of services rendered during the year. Revenue recognised during the year is as follows:

	2012	2011
	HK$'000	*HK$'000*
Sales of goods	**1,655,331**	1,768,454
Rental income from investment properties	**36,161**	33,620
Agency fee income	**371**	635
	1,691,863	1,802,709

3. SEGMENT INFORMATION

Information reported to the executive directors of the Company, being the chief operating decision–maker, for the purpose of resource allocation and assessment of segment performance focuses on the operating divisions of the Group.

The Group has identified the following reportable segments for its operating segments. These segments are managed separately as each business offers different products and services and requires different business strategies.

1. General trading — trading of fishmeal (2011: trading of fishmeal and tapioca chips)

2. Property investment in Hong Kong — leasing of properties situated in Hong Kong

3. Property investment in the PRC — leasing of properties situated in the PRC (other than Hong Kong) and provision for agency services (part of the business is carried out through associates)

4. Trading of properties — sale of properties situated in the PRC

The accounting policies of the reportable segments are the same as the Group's accounting policies. There were no inter-segment sales between different operating segments for the year ended 31 December 2012 (2011: nil). Segment revenue represents sales revenue from external customers. Segment profit or loss after tax represents net profit earned or loss incurred by each reportable segment without allocation of income and expenses of the Group's head office, including change in fair value of financial assets at fair value through profit or loss, impairment loss on available-for-sale financial assets, central administrative costs, unallocated finance costs and unallocated income tax credit or expense.

For the purpose of monitoring segment performances and allocating resources between segments:

- all assets are allocated to reportable segments other than the Group head office's corporate assets; and
- all liabilities are allocated to reportable segments other than the Group head office's corporate liabilities.

Information regarding the above segments is reported below.

Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable segment.

	General trading *HK$'000*	**Property investment in Hong Kong** *HK$'000*	**Property investment in the PRC** *HK$'000*	**Trading of properties** *HK$'000*	**Consolidated** *HK$'000*
For the year ended 31 December 2012					
Reportable segment revenue	**1,655,331**	**15,347**	**21,185**	**—**	**1,691,863**
Reportable segment profit after tax	**58,621**	**23,805**	**219,047**	**—**	**301,473**
Change in fair value of financial assets at fair value through profit or loss					**1,590**
Impairment loss on available-for-sale financial assets					**(41)**
Central administrative costs					**(14,514)**
Unallocated finance costs					**(384)**
Unallocated income tax credit					**33**
Profit for the year					**288,157**

	General trading *HK$'000*	Property investment in Hong Kong *HK$'000* (Restated)	Property investment in the PRC *HK$'000*	Trading of properties *HK$'000*	Consolidated *HK$'000* (Restated)
For the year ended 31 December 2011					
Reportable segment revenue	1,768,538	13,775	20,396	—	1,802,709
Reportable segment (loss)/profit after tax	(17,362)	63,783	26,721	—	73,142
Impairment loss on available-for-sale financial assets					(24)
Central administrative costs					(8,552)
Unallocated finance costs					(333)
Unallocated income tax expense					(257)
Profit for the year					63,976

Segment assets and liabilities

	General trading *HK$'000*	Property investment in Hong Kong *HK$'000*	Property investment in the PRC *HK$'000*	Trading of properties *HK$'000*	Total *HK$'000*
At 31 December 2012					
Reportable segment assets	**1,019,331**	**529,923**	**459,056**	**19,322**	**2,027,632**
Available-for-sale financial assets					**11,077**
Financial assets at fair value through profit or loss					**13,648**
Corporate assets					**290,923**
Consolidated assets					**2,343,280**
Reportable segment liabilities	**673,038**	**97,918**	**127,282**	**—**	**898,238**
Corporate liabilities					**28,009**
Consolidated liabilities					**926,247**

	General trading *HK$'000*	Property investment in Hong Kong *HK$'000* (Restated)	Property investment in the PRC *HK$'000*	Trading of properties *HK$'000*	Total *HK$'000* (Restated)
At 31 December 2011					
Reportable segment assets	1,679,773	516,751	648,561	19,109	2,864,194
Available-for-sale financial assets					2,158
Corporate assets					46,323
Consolidated assets					2,912,675
Reportable segment liabilities	1,465,527	108,900	81,319	—	1,655,746
Corporate liabilities					109,328
Consolidated liabilities					1,765,074

Other segment information

	General trading *HK$'000*	Property investment in Hong Kong *HK$'000*	Property investment in the PRC *HK$'000*	Trading of properties *HK$'000*	Corporate/ Unallocated *HK$'000*	Consolidated *HK$'000*
For the year ended 31 December 2012						
Additions to non-current assets *(note)*	**100**	**—**	**298**	**—**	**5,095**	**5,493**
Amortisation of prepaid lease payments for land	**—**	**—**	**4**	**—**	**—**	**4**
Depreciation of property, plant and equipment	**468**	**1**	**940**	**—**	**993**	**2,402**
Fair value gain on investment properties	**—**	**12,070**	**7,101**	**—**	**—**	**19,171**
Fair value gain on financial assets at fair value through profit or loss	**—**	**—**	**—**	**—**	**1,590**	**1,590**
Fair value gain on derivative financial instruments	**49**	**—**	**—**	**—**	**—**	**49**
Impairment loss on goodwill	**3,000**	**—**	**—**	**—**	**—**	**3,000**
Impairment loss on available-for-sale financial assets	**—**	**—**	**—**	**—**	**41**	**41**
Allowance for doubtful debts	**3,479**	**—**	**94**	**—**	**—**	**3,573**
Reversal of allowance for inventories	**3,869**	**—**	**—**	**—**	**—**	**3,869**
Gain on disposal of associates after deducting direct expenses and tax	**—**	**—**	**95,462**	**—**	**—**	**95,462**
Share of profits of associates	**—**	**—**	**107,382**	**—**	**—**	**107,382**
Exchange loss/(gain), net	**3,495**	**16**	**(1,412)**	**—**	**364**	**2,463**
Bank interest income	**24,627**	**—**	**24**	**—**	**202**	**24,853**
Interest expense	**12,483**	**1,778**	**154**	**—**	**384**	**14,799**
Income tax expense/(credit)	**40**	**957**	**3,728**	**—**	**(33)**	**4,692**

	General trading *HK$'000*	Property investment in Hong Kong *HK$'000* (Restated)	Property investment in the PRC *HK$'000*	Trading of properties *HK$'000*	Corporate/ Unallocated *HK$'000*	Consolidated *HK$'000* (Restated)
For the year ended 31 December 2011						
Additions to non-current assets *(note)*	756	—	322	—	—	1,078
Amortisation of prepaid lease payments for land	—	—	4	—	—	4
Depreciation of property, plant and equipment	312	7	881	—	994	2,194
Share of losses of associates	—	—	940	—	—	940
Fair value gain on investment properties	—	52,530	24,267	—	—	76,797
Fair value loss on derivative financial instruments	18,672	—	—	—	—	18,672
Gain on disposal of property, plant and equipment	640	—	—	—	—	640
Impairment loss on available-for-sale financial assets	—	—	—	—	24	24
Allowance for doubtful debts	—	—	83	—	—	83
Allowances for inventories	2,453	—	—	—	—	2,453
Exchange (gain)/loss, net	(52,679)	7	(108)	—	628	(52,152)
Bank interest income	35,873	—	35	—	1	35,909
Imputed interest income on loan to an associate	—	—	338	—	—	338
Imputed interest income on amount due from an associate	—	—	893	—	—	893
Interest expense	18,850	1,047	900	—	333	21,130
Income tax expense	1,543	706	5,582	—	257	8,088
As at 31 December 2011						
Interests in associates	—	—	146,450	—	—	146,450

Note: Non-current assets excluded financial instruments.

Geographical information

The Group's operations are located in Hong Kong and the PRC.

The Group's revenue by location of customers and information about its non-current assets (exclude financial instruments) by geographical location of the assets are detailed below:

	Revenue		**Non-current assets**	
	2012	2011	**2012**	2011
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*
Hong Kong (place of domicile)	**15,347**	13,775	**575,974**	559,803
Other regions in the PRC	**1,676,516**	1,788,934	**433,992**	573,992
	1,691,863	1,802,709	**1,009,966**	1,133,795

Information about major customers

For the years ended 31 December 2012 and 2011, no customer has contributed 10% or more of the Group's total revenue.

4. OTHER INCOME

	2012	2011
	HK$'000	*HK$'000*
Bank interest income	**24,853**	35,909
Exchange gain, net *(note)*	—	52,152
Gain on disposal of property, plant and equipment	—	640
Imputed interest income on loan to an associate	—	338
Imputed interest income on amount due from an associate	—	893
Sundry	**1,588**	1,036
	26,441	90,968

Note: Included in exchange gain for the year ended 31 December 2011 was an unrealised gain of HK$26,883,000 arising from re-translation of foreign currency pledged bank deposits and bills receivables which were denominated in Renminbi ("RMB") at the rate prevailing at 31 December 2011. As at 31 December 2011, the Group entered into arrangements with banks that these pledged bank deposits and bills receivables would subsequently be exchanged into United States dollars ("USD") to settle bank loans denominated in USD. At the same time, the Group entered into certain foreign currency non-deliverable forward contracts which effectively fixed the exchange rate to convert the pledged bank deposits and bills receivables into USD on settlement dates of the relevant bank loans. The management was of the view that the above arrangements reduce the Group's exposure to currency fluctuations risk on these foreign currency balances.

During the year, those bank loans denominated in USD were settled, which were financed by those pledged bank deposits and bills receivables denominated in RMB. At the same time, the foreign currency non-deliverable forward contracts were settled in net.

5. FINANCE COSTS

	2012	2011
	HK$'000	*HK$'000*
Interest on bank loans		
— wholly repayable within five years	**11,993**	19,108
— not wholly repayable within five years	**2,806**	2,022
	14,799	21,130

6. PROFIT BEFORE INCOME TAX

	2012	2011
	HK$'000	*HK$'000*
Profit before income tax has been arrived at after charging/(crediting):		
Auditor's remuneration	**850**	1,230
Amortisation of prepaid lease payments for land	**4**	4
Depreciation of property, plant and equipment	**2,402**	2,194
Cost of inventories recognised as an expense	**1,537,789**	1,756,770
Exchange loss/(gain), net	**2,463**	(52,152)
Allowance for doubtful debts	**3,573**	83
(Reversal of allowance)/Allowance for inventories	**(3,869)**	2,453
Impairment loss on non-current assets:		
— Goodwill	**3,000**	—
— Available-for-sale financial assets	**41**	24
Staff costs including directors' emoluments *(notes (a) and (b))*	**27,377**	18,799
Gross rental income from investment properties	**(36,161)**	(33,620)
Less: Outgoings	**4,328**	3,687
Net rental income from investment properties	**(31,833)**	(29,933)

Notes:

(a) Staff costs (including directors' emoluments) comprise:

	2012	2011
	HK$'000	*HK$'000*
Salaries, allowances and other benefits	**27,146**	18,558
Retirement fund contributions — defined contribution retirement plans	**231**	241
	27,377	18,799

(b) Operating lease charge in respect of the Group's staff quarters of HK$1,356,000 (2011: HK$1,329,000) are included in staff costs.

7. INCOME TAX EXPENSE

	2012 *HK$'000*	2011 *HK$'000* (Restated)
Income tax expense comprises:		
Hong Kong profits tax		
Current tax for the year	**408**	1,763
Under/(Over) provision in prior years	**71**	(37)
	479	1,726
Other jurisdictions		
Current tax for the year	**1,705**	414
Under-provision in prior years	**38**	—
	1,743	414
Deferred tax		
Current year	**2,470**	5,948
Income tax expense	**4,692**	8,088

Hong Kong profits tax is calculated at 16.5% (2011: 16.5%) of the estimated assessable profits for the year.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

8. EARNINGS PER SHARE

The calculations of basic earnings per share attributable to owners of the Company are based on the following data:

	2012 *HK$'000*	2011 *HK$'000* (Restated)
Profit for the year attributable to owners of the Company	**288,157**	63,976

	Number of shares	
	2012	2011
Weighted average number of ordinary shares in issue during the year	**261,684,910**	261,684,910

No diluted earnings per share is presented for the years ended 31 December 2012 and 2011 as there were no potential dilutive ordinary shares in issue in both years.

9. DIVIDENDS

	2012	2011
	HK$'000	*HK$'000*
Proposed final dividend for the year of HK$0.10 (2011: HK$0.01) per ordinary share	**26,168**	2,617

The final dividend of HK$0.10 (2011: HK$0.01) per ordinary share amounting to HK$26,168,000 (2011: HK$2,617,000) has been proposed by the directors and is subject to approval by the shareholders in the forthcoming annual general meeting.

	2012	2011
	HK$'000	*HK$'000*
Final dividend in respect of previous financial year, approved and paid during the year of HK$0.01 (2011: HK$0.01) per ordinary share	**2,617**	2,617

10. TRADE AND OTHER RECEIVABLES

	2012	2011
	HK$'000	*HK$'000*
Trade and bills receivables, net	**268,876**	621,383
Prepayments, deposits and other receivables, net	**55,108**	48,218
	323,984	669,601
Less: Trade and other receivables recoverable within one year classified as current assets	**(307,809)**	(669,601)
Other receivables recoverable after one year classified as non-current assets	**16,175**	—

The ageing analysis of trade and bills receivables (net of allowance for doubtful debts), based on invoice date, as of the end of the reporting period is as follows:

	2012	2011
	HK$'000	*HK$'000*
0 – 30 days	**27,090**	209,297
31 – 60 days	**22,240**	19,909
61 – 90 days	**919**	7,628
91 – 120 days	**57,009**	58,943
Over 120 days	**161,618**	325,606
	268,876	621,383

The ageing of trade and bills receivables which are past due but not impaired are as follow:

	2012	2011
	HK$'000	*HK$'000*
Over 120 days	**30,774**	32,437

Notes:

(a) A significant portion of the Group's bills receivables are on sight letter of credit, usance letter of credit up to a tenor of 365 days and bank's acceptance bills up to a tenor of 30 to 60 days (2011: 180 days). For other trade receivables, the Group allows a credit period ranging from 30 to 90 days (2011: 30 to 90 days). Before accepting any new customer, the Group carries out research on the creditability of the new customer and assesses the potential customer's credit quality and defines credit limits by customer. Limits attributed to customers are reviewed once a year.

(b) During the year ended 31 December 2012, the Group discounted part of its bills receivables with full recourse to financial institutions. In the event the discounted bills receivables were defaulted, the Group is obliged to pay the financial institutions the amount in default. Interest is charged at 3% (2011: 1.41% to 3.20 %) per annum on the proceeds received from the financial institutions until the date of settlement of the bills receivables. The discounting transactions do not meet the requirements in HKAS 39 for de-recognition of financial assets as the Group retains substantially all of the risks and rewards of ownership of the discounted bills receivables. At 31 December 2012, bills receivables of HK$187,796,000 (2011: HK$493,263,000) continued to be recognised in the Group's financial statements even though they had legally been transferred to the financial institutions. The proceeds of the discounting transactions of HK$187,796,000 (2011: HK$487,048,000) are included in borrowings as asset-backed financing until the bills receivables are collected or the Group settles any losses suffered by the financial institutions. Because the bills receivables have been transferred to the financial institutions legally, the Group did not have the authority to determine the disposition of the bills receivables.

(c) At 31 December 2012, included in trade receivables and other receivables are carrying amounts of HK$32,648,000 (2011: HK$32,396,000) and HK$13,169,000 (2011: HK$13,067,000) respectively, due from a customer, Guangzhou Jinhe Feed Company Limited ("Jinhe"). These receivables are past due as at the reporting date and allowance for doubtful debts amounting to approximately HK$1,874,000 and HK$756,000 (2011: nil) have been provided for trade receivables and other receivables respectively. The Group holds a guarantee from Mr. Wang Xianning (the "Guarantor") who pledged all his rights and interests in a property investment project (the "Collateral") to secure the receivables from Jinhe.

The Group has commenced legal proceedings against Jinhe, the Guarantor and Mr. Wong Hiuman (who shares joint and several liabilities over the payment obligation of Jinhe under the fishmeal trading contracts). The progress about the legal proceedings during the year ended 31 December 2011 was as follows:

(i) On 29 March 2011, the Shanghai No. 2 Intermediate People's Court (the "Shanghai Court") accepted the Group's writ application against Jinhe (as first defendant), together with Mr. Wong Hiuman (as second defendant who shares joint and several liabilities over the payment obligation of Jinhe under the fishmeal trading contracts) and the Guarantor (as third defendant) (collectively referred to as the "Defendants").

(ii) On 31 March 2011, the Group obtained an assets preservation order (the "First Order") from the Shanghai Court to seal up certain assets, including the Collateral, of the Defendants. The Group had paid RMB5,536,000 to the Shanghai Court and sealed up certain buildings, land use rights and properties held for sale with carrying amounts of HK$2,659,000, HK$279,000 and HK$1,356,000 respectively as guarantee for the application of the First Order.

(iii) On 13 November 2011, the Group withdrew the writ application against the Guarantor from the Shanghai Court and made an arbitration application to the China International Economic and Trade Arbitration Commission, Shanghai Sub-Commission (the "Arbitration Commission") against the Guarantor. The Group sought for judgment from the Arbitration Commission to request the Guarantor to reimburse the Group for amounts due from Jinhe. On the same date, the Collateral was released from the First Order.

(iv) On 28 November 2011, the Group, through the application to the Arbitration Commission, obtained an assets preservation order (the "Second Order") from the Heyuan Intermediate People's Court (the "Heyuan Court") to seal up the Collateral pledged by the Guarantor. The Group has charged a time deposit amount to RMB13,500,000, equivalent to approximately HK$16,789,000 (2011: HK$16,659,000) to the Heyuan Court as guarantee for the application of the Second Order.

The progress of the legal proceedings during the year is as follows:

(i) On 1 December 2011 and 10 January 2012, hearings were held in the Shanghai Court in relation to the legal proceedings.

(ii) On 11 January 2012, the first hearing was held by the Arbitration Commission.

(iii) On 13 June 2012, the Shanghai Court released (i) the amount paid by the Group to it of RMB5,536,000; and (ii) certain properties held for sale which had been held by the Shanghai Court as guarantee for the application of the assets preservation order in respect of the Collateral which was granted by the Shanghai Court on 31 March 2011.

(iv) On 27 August 2012, the Higher People's Court of Shanghai appointed an independent accounting firm to carry out judicial audit for the claims made by the Group against Jinhe.

Up to the date of this announcement, the judicial audit has been substantially completed. The next Shanghai Court hearing is expected to be held after the completion of the judicial audit, whereas the next hearing in the Arbitration Commission is expected to be held after further hearing in the Shanghai Court.

Based on the advice of the Group's legal counsel, the management is optimistic that the Group is able to recover the amounts due from Jinhe. However, having considered the time needed for the judiciary to come up with final decision and for the execution of orders, the management has discounted the receivable balances using a pre-tax discount rate of 3% for a period of two years to reflect the time value of money. As a result of the discount, the carrying value of the trade receivables and other receivables due from Jinhe are reduced by HK$1,874,000 and HK$756,000 respectively (2011: nil).

11. TRADE AND BILLS PAYABLES

At the end of the reporting period, an ageing analysis of trade and bills payables based on invoice date is as follows:

	2012	2011
	HK$'000	*HK$'000*
0 – 30 days	**108,933**	132,955
31 – 60 days	**20,367**	19,856
61 – 90 days	**—**	—
91 – 120 days	**57,695**	58,326
Over 120 days	**131,357**	283,275
	318,352	494,412

A significant portion of the Group's bills payables are on usance letter of credit up to a tenor of 365 days. For other trade payables, the average credit period is 30 days (2011: 30 days). No interest is charged by the trade creditors. The Group has financial risk management policies in place to ensure that all payables are paid within the credit timeframe.

12. DISPOSAL OF ASSOCIATES

On 11 July 2012, the Group entered into a sale and purchase agreement (the "Disposal Agreement") with an independent third party (the "Buyer") in relation to the disposal of 43% of the issued share capital of an associate, Samstrong International Limited ("Samstrong") at a selling price of approximately RMB365,500,000 (equivalent to approximately HK$450,429,000).

Before the disposal, Samstrong and its subsidiaries (collectively referred to as the "Samstrong Group") were associates of the Group in which the Group held 43% interests.

The selling price of RMB365,500,000 (equivalent to approximately HK$450,429,000) comprises consideration for transferring the equity interests in Samstrong Group amounting to approximately RMB313,623,000 (equivalent to approximately HK$386,497,000) and consideration for assigning the loan to and amount due from an associate to the Buyer ("Debt Assignment") amounting to approximately RMB51,877,000 (equivalent to approximately HK$63,932,000). The disposal was completed in October 2012. The gain arising from the disposal after deducting direct expenses and tax was included as "Gain on disposal of associates after deducting direct expenses and tax" in the consolidated income statement and is calculated as follows:

	2012 ***HK$'000***
Selling price pursuant to the Disposal Agreement	**450,429**
Less: Consideration for Debt Assignment	**(63,932)**
Consideration for transferring equity interests in Samstrong Group	**386,497**
Net carrying value of interests in associates disposed of	**(252,115)**
Reclassification from exchange reserve attributable to Samstrong Group	**21,540**
Gain on disposal	**155,922**
Less: expenses and tax directly related to the disposal	**(60,460)**
Gain on disposal after deducting direct expenses and tax	**95,462**

During the year ended 31 December 2012, Samstrong Group did not contribute any revenue but contributed net profit of HK$107,382,000 to the Group. The Group's share of results of Samstrong Group for the period from 1 January 2012 up to the date of disposal was HK$107,382,000, which mainly represented share of fair value gain on investment properties held by Samstrong Group.

BUSINESS REVIEW

General Trading

During 2012, fishing quota in Peru was tightened and caused a decrease in global supply of fishmeal products and consequently our trading volume was affected. Sales revenue amounting to HK$1,655 million was recorded which dropped by 6% compared with that of last year. On the other hand, decrease in supply helped boost up the price in response to growing demand in the aquatic products. Profitability in fishmeal products was enhanced benefitting from the lower purchase price of inventory acquired in early 2012 and achieved a profit of HK$59 million (2011: loss of HK$17 million).

Property Investment in Hong Kong

Property investment continued to contribute stable cash inflow while enjoying asset appreciation in 2012.

The rental income derived from Hong Kong property investment recorded a steady growth during the year, rising from HK$14 million in 2011 to HK$15 million in 2012.

Prominently located in prime areas, our commercial properties benefit from their locations which attract both tourists and local customers.

Property Investment in Mainland China

In 2012, growth of rental income from investment properties located in Mainland China was moderate. The rental income generated was HK$21 million (2011: HK$20 million).

The Group successfully disposed of the interest in associated companies, which have generated a significant contribution of HK$203 million to the Group's profit for the year ended 31 December 2012. Included in the HK$203 million, approximately HK$107 million represented the Group's share of the profit of the associates from 1 January 2012 up to the date of disposal and the remaining HK$96 million represented gain on disposal of associates. The disposal enabled the Group to realize a substantial value and to provide more resources for other investment opportunities.

PROSPECTS

General Trading

The change in global climate has affected the fishing industry. In late October 2012, the government of Peru announced a fishing quota which was less than half of the fishing quota in previous year. It is expected that a tight supply of fishmeal and the price will remain firm. We expect our sales revenue of fishmeal products in the first half of 2013 will be hampered. 2013 is a challenging year for our business.

In order to explore other business opportunities, the Group is seeking to participate in the trading of other soft commodities, such as corn and wheat.

Property Investment

Despite a steady growth in rental income in 2012, the Group is cautious about the property investment in Hong Kong because the growth of retail appears to be slowing down lately. This would put pressure on rental income for commercial properties in 2013.

With the disposal proceeds of associated companies received, we are actively looking for appropriate investment projects to derive a better return for our shareholders.

FINANCIAL REVIEW AND ANALYSIS

Overall Results

The Group's revenue decreased from HK$1,803 million for the year ended 31 December 2011 ("FY2011") to HK$1,692 million for the year ended 31 December 2012 ("FY2012") by around HK$111 million, representing a decrease of 6%. The decrease was mainly caused by the decline in revenue of fishmeal products trading segment due to limited supply of fishmeal products. On the other hand, the price of fishmeal products was boosted by limited supply while the major part of the cost was locked at low level in the first half of the year, resulting in improvement in the overall profitability of the Group in 2012. The Group's net profit attributable to the owners of the Company for FY2012 amounted to HK$288 million (FY2011: HK$64 million as restated), an increase of around 350% over FY2011.

Due to disposal of associated companies, the Group recorded a disposal gain of HK$96 million. Apart from this gain, the Group also shared a profit of associates of HK$107 million which mainly represented the share of fair value gain on the investment properties held by the associates.

Liquidity and Financial Resources

As at 31 December 2012, the Group's gearing ratio was 11% (2011: 16%), based on the Group's long term bank borrowings of HK$158 million (2011: HK$180 million) and shareholders' equity of HK$1,417 million (2011: HK$1,148 million). The Group's current ratio was 1.84 (2011: 1.11), calculated on the basis of current assets of HK$1,306 million (2011: HK$1,698 million) over current liabilities of HK$710 million (2011: HK$1,528 million).

As at 31 December 2012, total restricted bank deposit, pledged bank deposits, structured bank deposits, bank balances and cash on hand were HK$819 million (2011: HK$999 million). Total bank borrowings of the Group amounted to HK$438 million (2011: HK$1,138 million), of which approximately HK$258 million (2011: HK$846 million) were secured with bank deposits of HK$260 million (2011: HK$865 million). The maturity profile of the Group's total bank borrowings falling due within one year was 64% (2011: 78%) and more than one year was 36% (2011: 22%). Total bank borrowings included secured bank loans of HK$250 million (2011: HK$651 million) and liabilities associated with bills receivables discounted with full recourse of HK$188 million (2011: HK$487 million). The Group's borrowings were denominated in USD, Hong Kong dollars and RMB.

Charges on Assets

As at 31 December 2012, the Group has available but not yet utilised banking facilities amounting to around HK$1,838 million (2011: HK$1,890 million). The Group has pledged the following assets and assigned rental income from letting of properties in favour of banks to secure the aforesaid facilities:

- Investment properties of HK$799 million (2011: HK$932 million);
- Leasehold land and buildings of HK$42 million (2011: HK$43 million);
- Properties held for sale of nil (2011: HK$15 million);
- Pledged bank deposits of HK$92 million (2011: HK$616 million);

- Structured bank deposits of HK$188 million (2011: HK$250 million); and
- Bills receivables of HK$188 million (2011: HK$493 million).

FOREIGN EXCHANGE EXPOSURE

Transactions of the Group are predominantly denominated in USD, Hong Kong dollars and RMB. Review of the Group's exposure to foreign exchange risks is conducted periodically and derivative financial instruments may be used to hedge against foreign exchange risks as and when necessary.

EMPLOYEE AND REMUNERATION POLICIES

As at 31 December 2012, the total number of employees of the Group was 84 (2011: 86) with staff costs, excluding directors' remuneration, amounting to HK$13,374,000 (2011: HK$9,755,000). Remuneration policies are reviewed annually by the management. Remuneration packages are structured to take into account comparable levels in the market.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed shares during the year ended 31 December 2012.

PROPOSED FINAL DIVIDEND

The Board has recommended the payment of a final dividend of HK$0.10 per ordinary share for the year ended 31 December 2012 to shareholders whose names appear on the Company's register of members on Friday, 31 May 2013 (the "Proposed Final Dividend"). Subject to the approval of the Company's shareholders at the Company's forthcoming annual general meeting to be held on Tuesday, 21 May 2013 (the "2013 AGM"), the Proposed Final Dividend is expected to be paid on Monday, 10 June 2013.

CLOSURE OF REGISTER OF MEMBERS FOR 2013 AGM

For the purpose of determining the rights to attend and vote at the 2013 AGM, the register of members of the Company will be closed from Thursday, 16 May 2013 to Tuesday, 21 May 2013 (both days inclusive), during which period no transfer of shares of the Company will be effected. In order to be entitled to attend and vote at the 2013 AGM, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, Tricor Abacus Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, 15 May 2013.

CLOSURE OF REGISTER OF MEMBERS FOR PROPOSED FINAL DIVIDEND

The payment of the Proposed Final Dividend is subject to the approval of the shareholders at the 2013 AGM. For the purpose of determining the entitlement to the Proposed Final Dividend, the register of members of the Company will be closed from Wednesday, 29 May 2013 to Friday, 31 May 2013 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be entitled to the Proposed Final Dividend, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, Tricor Abacus Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 28 May 2013.

REVIEW OF THIS FINAL RESULTS ANNOUNCEMENT

The figures in respect of the preliminary announcement of the Group's results for the year ended 31 December 2012 have been agreed by the Group's auditor, BDO Limited, to the amounts set out in the Group's consolidated financial statements for the year ended 31 December 2012. The work performed by BDO Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the HKICPA.

AUDIT COMMITTEE

The audit committee, comprising all the three independent non-executive directors of the Company, has reviewed the Group's audited consolidated financial statements for the year ended 31 December 2012 and discussed with the management of the Company the accounting principles and accounting standards adopted by the Group and matters relating to internal control and financial reporting of the Group.

CORPORATE GOVERNANCE

The Board has reviewed the Company's corporate governance practices and is satisfied that the Company has complied with the code provisions set out in the former Code on Corporate Governance Practices during the period from 1 January to 31 March 2012 and the new Corporate Governance Code during the period from 1 April to 31 December 2012 contained in Appendix 14 to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), except for the following deviation:

Code Provision A.6.7

Two of the independent non-executive directors and the non-executive director of the Company were unable to attend the extraordinary general meeting of the Company held on 27 August 2012 due to their other business engagements.

A full description of the Company's corporate governance will be set out in the Corporate Governance Report contained in the 2012 Annual Report of the Company.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules as its own code of conduct regarding directors' dealings in the Company's securities. Specific enquiry has been made of all the directors of the Company and the directors have confirmed that they have complied with the Model Code throughout the year ended 31 December 2012.

PUBLICATION OF FINAL RESULTS AND ANNUAL REPORT

This results announcement is published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.greatchinaholdingsltd.com.hk. The 2012 Annual Report of the Company will be available at the websites of the Stock Exchange and the Company and be despatched to shareholders of the Company in due course.

APPRECIATION

On behalf of the Board, I would like to thank all our colleagues for their diligence, dedication, loyalty and integrity. I would also like to thank all our shareholders, customers, bankers and other business associates for their trust and support.

On behalf of the Board
John Ming Tak HO
Managing Director

Hong Kong, 25 March 2013

As at the date of this announcement, the Board comprises four executive directors, namely, Mr. Rustom Ming Yu HO, Mr. John Ming Tak HO, Mr. Patrick Kwok Wai POON and Mr. Maung Tun MYINT; one non-executive director, namely, Ms. Yu Gia HO; and three independent non-executive directors, namely, Mr. Lawrence Kam Kee YU BBS, MBE, JP, Mr. David Hon To YU and Mr. Hsu Chou WU.