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## **HARMONY ASSET LIMITED**

**亨亞有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

(HKEX Stock Code: 428)

(TSX Trading Symbol: HAR)

### **OVERSEAS REGULATORY ANNOUNCEMENT**

This announcement is made pursuant to the disclosure requirement under rules 13.09 and 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

The attached is management discussion and analysis (“MD&A”) of Harmony Asset Limited (the “Company”) prepared in accordance with Canadian Securities Law to be published on the website of the System for Electronic Document Analysis and Retrieval [SEDAR] ([www.SEDAR.com](http://www.SEDAR.com)) on 14th May, 2013 pursuant to the requirements of the Toronto Stock Exchange. The attached MD&A is also published on the website of the Company ([www.harmonyasset.com.hk](http://www.harmonyasset.com.hk)).

For and on behalf of the board of directors  
**Harmony Asset Limited**  
**LEE Fong Lit**  
*Chairman*

Hong Kong, 14th May, 2013

*As at the date of this announcement, the board of directors of the Company comprises four executive directors, namely Mr. Lee Fong Lit David, Dr. Chow Pok Yu Augustine, Mr. Cheng Ming Shun and Mr. Chan Shuen Chuen Joseph; and three independent non-executive directors, namely Mr. Tong Kim Weng Kelly, Dr. Wong Yun Kuen and Mr. Ho Man Kai Anthony.*

\* for identification purpose only



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### **MANAGEMENT DISCUSSION AND ANALYSIS PREPARED IN ACCORDANCE WITH CANADIAN SECURITIES LAW**

**For the Quarter Ended:** March 31, 2013

**Date of Report:** May 14, 2013

#### **Nature of the Business**

Harmony Asset Limited (“**Harmony**” or the “**Company**”) was incorporated in the Cayman Islands on September 28, 1993. The Company’s ordinary shares are dual listed on The Stock Exchange of Hong Kong Limited (the “**HKEX**”) and the Toronto Stock Exchange (the “**TSX**”).

Harmony is an investment company that principally invests in securities listed on the HKEX with an emphasis on companies with undervalued and discounted shares. The Company also invests in private companies which have potential for earnings growth and capital appreciation. The Company takes an active role in building its investee companies and often retains a long-term strategic interest in the companies in which it invests. Harmony also takes on a consulting role and provides specialist advice to debt-stricken companies and medium-sized companies looking for financial and strategic partners for future growth.

The Management’s Discussion and Analysis (“**MD&A**”) includes the Financial Statements of Harmony and its wholly owned subsidiaries (together, the “**Group**”).

#### **Reporting Currency**

All monetary amounts contained in this MD&A are reported in Hong Kong dollars unless otherwise indicated.

#### **Caution Regarding Forward-Looking Information**

This MD&A contains forward-looking information which reflects the Company’s current beliefs with respect to future events and is based on information currently available to the Company. Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. When reviewing the Company’s forward-looking information, investors and others should not place undue reliance on such forward-looking information and should carefully consider uncertainties and potential events. Unless otherwise required by applicable securities laws, the Company disclaims any intention or obligation to update the forward-looking information. The Company has an ongoing obligation to disclose material information as it becomes available.

## OVERALL PERFORMANCE AND SIGNIFICANT EVENTS

### Overall Performance

Financial Highlights for the period ended March 31, 2013 with comparatives:

Operating Results (in HK\$)	Three months ended March 31 (unaudited)	
	2013	2012
Turnover, other revenue and other gains and (losses)	(7,297,141)	8,398,003
Profit (loss) before income tax	(10,599,134)	4,753,828
Profit (loss) attributable to shareholders	(10,599,134)	4,753,828
Basic earnings (loss) per ordinary share	(0.27)	0.12

- The Group maintained its debt-free status.
- The Group principally invests in securities listed on recognised stock exchanges and unlisted securities, including equity securities and convertible bonds issued by corporate entities.
- For the three months ended March 31, 2013, the Group recorded a turnover of HK\$1,952,238 as compared to HK\$617,879 in the same period last year, representing a 216% increase. The Group recorded a loss of HK\$7,297,141 in turnover, other revenue and other gains and losses for the three months ended March 31, 2013 as compared to a gain of HK\$8,398,003 in the same period last year.
- For the three months ended March 31, 2013, the loss before income tax was HK\$10,599,134 as compared to a profit of HK\$4,753,828 in the same period last year. The loss attributable to owners was HK\$10,599,134 as compared to a profit of HK\$4,753,828 in the same period last year. The loss for the three months ended March 31, 2013 was mainly due to a decrease in fair value of the Group's trading securities.
- Looking back over the 1st quarter of 2013, the global stock market remains uncertain. The fluctuation in market value of certain publicly traded securities materially influenced the Company's performance. The Group intends to diversify its investment portfolio to increase the portion of unlisted investments in order to mitigate the risk of uncertainty regarding price fluctuations of publicly traded securities.
- The Group had available funds of HK\$7,980,503 which were mainly placed with banks as time deposits. The Group had no borrowing and also did not have any capital expenditure commitments. As at March 31, 2013, the value of the Group's current assets was HK\$138,407,952. Management believes that the Group has sufficient amount of current assets to meet the ongoing needs of its business.

### 1. Investments

- For the period ended March 31, 2013, the Group recorded a loss on fair value changes in respect of trading securities of HK\$9,289,389 (2012: gain of HK\$5,180,112). No sale of listed securities

was recorded in the period (2012: a gain of HK\$2,342,674). No recovery of impairment losses on accounts receivable previously recognised was recorded in the period (2012: HK\$316,611). Net exchange gain for the period ended March 31, 2013 was HK\$37,010 (2012: loss of HK\$66,241). The Group recorded a loss of HK\$7,297,141 in turnover, other revenue and other gains and losses in for the three months ended March 31, 2013 as compared to a gain of HK\$8,398,003 in the same period last year. Detailed information with respect to the changes in turnover, other income and other gains and (losses) is disclosed below with comparative figures to the same period last year:

Turnover, other revenue, other gains and losses (All figures in HK\$)	Three months ended March 31,	
	2013	2012
<b>Turnover:</b>		
Interest income from		
- bank interest	13,583	144,432
- loans receivable	438,655	470,461
Dividend income from		
- listed investments	-	-
- unlisted investments	1,500,000	2,986
	<u>1,952,238</u>	<u>617,879</u>
<b>Other income</b>		
Sundry income	3,000	6,968
	<u>3,000</u>	<u>6,968</u>
<b>Other gains and (losses)</b>		
Exchange gain (loss)	37,010	(66,241)
Fair value changes on financial assets at fair value through profit or loss	(9,289,389)	5,180,112
Net realised gain on financial assets at fair value through profit or loss		
- unlisted investments	-	2,342,674
- derivative financial instruments	-	-
Net realized gain on disposals of available-for-sale financial assets	-	-
Recovery of impairment losses on accounts receivable previously recognised	-	316,611
Recovery of impairment losses on loans and receivables previously recognised	-	-
	<u>(9,252,379)</u>	<u>7,773,156</u>
	<u>(7,297,141)</u>	<u>8,398,003</u>

- As at March 31, 2013, the Group's unlisted investments (comprised of available-for-sale financial assets ("AFS") and loans and receivables) were HK\$162,426,568 as compared to HK\$135,556,159 as at December 31, 2012, representing a 19.8% increase. Such increase was mainly due to: (1) net decreases in fair value of HK\$264,926; (2) increase in value of AFS by investment in four private equities in the amount of HK\$17,593,282; (3) increase in loans and receivables by through subscriptions for two convertible bonds in an aggregate amount of HK\$11,334,600; (4) redemption of a convertible bond in an amount of HK\$2,000,000; and (5) increases in loans and receivables in an aggregate amount of HK\$207,453 in three investee companies.

As at March 31, 2013, accounts receivable and prepayments was HK\$7,141,749 as compared to HK\$12,438,006 as at December 31, 2012, representing a 42.6% decrease. Such decrease was primarily the result of (1) transfer of a non-convertible debt of HK\$5,000,000 to a convertible bond and (2) a net decrease in interest receivable and prepayment of HK\$296,257.

As at March 31, 2013, the Group held trading securities in the amount of HK\$80,126,920 as compared to HK\$87,031,396 as at December 31, 2012, representing a 7.9% decrease. The decrease was primarily due to: (1) purchases of securities during the three months ended March 31, 2013 for an aggregate amount of HK\$2,384,913 and (2) net decrease in market value in the amount of HK\$9,289,389 of the listed securities.

## 2. Outlook

For three months ended March 31, 2013, the core business of the Group remained focused on investments in the resources, technology, food and healthcare sectors. By maintaining a prudent attitude towards the macro business outlook and employing a stringent selection criteria in respect of investment opportunities, the Group is resolute in its efforts to bring profitability back to meet the benefits of its shareholders.

### Results of Operations

The Group's selected financial highlights for the three months ended March 31, 2013 and year ended December 31, 2012 with comparatives are as follows:

Operating Results (all figures in HK\$)	Three months ended		Year ended December 31,	
	March 31, (unaudited)		(audited)	
	<u>2013</u>	<u>2012</u>	<u>2012</u>	<u>2011</u>
Turnover (total investment income)*	1,952,238	617,879	10,275,453	16,157,407
Interest income	452,238	614,893	7,909,026	9,853,642
Dividends received	1,500,000	2,986	2,366,427	6,303,765
Gain (loss) on disposal of listed investments	-	2,342,674	5,522,640	5,624,865
Net (loss) profit before tax	(10,599,134)	4,753,828	9,530,972	(45,706,441)
(Loss) profit attributable to shareholders	(10,599,134)	4,753,828	9,530,972	(48,045,466)

\* Turnover comprises interest income (bank deposits, loans receivable, convertible notes) and dividends received (public and private companies).

Other revenue, other (losses) and gains (all figures in HK\$)	Three months ended		Year ended December 31,	
	March 31, (unaudited)		(audited)	
	<u>2013</u>	<u>2012</u>	<u>2012</u>	<u>2011</u>
<b>Other revenue:</b>				
Sundry Income	3,000	6,968	136,592	27,575
<b>Total other revenue</b>	<b>3,000</b>	<b>6,968</b>	<b>136,592</b>	<b>27,575</b>
<b>Other gains and (losses):</b>				
Exchange gain (loss), net	37,010	(66,241)	108,008	(64,154)
Fair value changes on financial assets at fair				

<b>Other revenue, other (losses) and gains (all figures in HK\$)</b>	<b>Three months ended March 31, (unaudited)</b>		<b>Year ended December 31, (audited)</b>	
assets at fair value through profit or loss	-	2,342,674	5,522,640	5,995,137
Net unrealized gain on disposal of available-for-sale financial assets	-	-	1,018,508	3,420,171
Loss on disposal of property, plant and equipment	-	-	-	(25,915)
Recovery of impairment loss on loans and receivables previous recognised	-	-	1,632,065	2,080,000
Recovery of impairment loss on accounts and receivable previous recognised	-	316,611	-	-
Impairment loss on loans and receivables	-	-	(1,708,524)	(90,353)
Impairment loss on available-for-sale financial assets	-	-	-	-
-equity investments written off	-	-	(12,624,729)	(115,000)
-deposits on investments written off	-	-	-	-
<b>Total other gains and (losses)</b>	<b>(9,252,379)</b>	<b>7,773,156</b>	<b>16,550,330</b>	<b>(44,507,917)</b>
<b>Total</b>	<b>(9,249,379)</b>	<b>7,780,124</b>	<b>16,686,922</b>	<b>(44,480,342)</b>

For the three months ended March 31, 2013, the Group received interest income in the aggregate amount of HK\$452,238 as compared to HK\$614,893 in the same period last year, representing a 26% decrease. Dividend income generated from the securities was HK\$1,500,000 (2012: HK\$2,986). Turnover was HK\$1,952,238 for the three months ended March 31, 2013 as compared to HK\$617,879 in the same period last year, representing a 216% increase. For the period ended March 31, 2013, the Group recorded a loss on fair value changes on trading securities of HK\$9,289,389 (2012: gain of HK\$5,180,112). No sale of listed securities was recorded in the period (2012: HK\$2,342,674). No recovery of impairment losses on accounts receivable previously recognised was recorded (2012: HK\$316,611). Net exchange gain for the period ended March 31, 2013 was HK\$37,010 (2012: loss of HK\$66,241). The Group recorded a loss of HK\$7,297,141 in turnover, other revenue and other gains and losses in for the three months ended March 31, 2013 as compared to a gain of HK\$8,398,003 in the same period last year.

For the three months ended March 31, 2012, other operating expenses were HK\$2,232,849 as compared to HK\$2,755,942 in the same period last year, representing a 19% decrease. Such decrease was mainly due to decrease in general expenses including donation, entertainment, travelling expense, legal and professional expenses etc. The payment of investment management fees was HK\$1,020,533 (2012: HK\$979,417) because of the increase in the Company's net asset value.

For the three months ended March 31, 2013, the loss before income tax was HK\$10,599,134 as compared to a profit of HK\$4,753,828 in the same period last year. The loss attributable to owners was HK\$10,599,134 as compared to a profit of HK\$4,753,828 in the same period last year. The loss for the three months ended March 31, 2013 was mainly due to a decrease in the fair value of the Group's trading securities.

### Summary of Quarterly Results

The following table sets out a summary of the Group's quarterly results for the eight most recently completed quarters:

This information has been derived from the financial statements of the Company, which have been prepared in accordance with International Financial Reporting Standards.

Other revenue, other (losses) and gains (all figures in HK\$)	Unaudited Financial Information for the Quarter ended			
	March 31, 2013	December 31, 2012	September 30, 2012	June 30, 2012
Net investment gains (loss)	(10,599,134)	22,731,039	(381,523)	(17,572,372)
Net income (loss) for the period	(10,599,134)	22,731,039	(381,523)	(17,572,372)
Earnings (loss) per ordinary share – basic	(0.27)	0.58	(0.01)	(0.45)
Earnings (loss) per ordinary share – diluted	(0.27)	0.58	(0.01)	(0.45)
	March 31, 2012	December 31, 2011	September 30, 2011	June 30, 2011
Net investment gains (loss)	4,753,828	(3,725,538)	(22,696,111)	(26,382,575)
Net income (loss) for the period	4,753,828	(6,064,563)	(22,696,111)	(26,382,575)
Earnings (loss) per ordinary share – basic	0.12	(0.16)	(0.58)	(0.68)
Earnings (loss) per ordinary share – diluted	0.12	(0.16)	(0.58)	(0.68)

Significant variations arise in the quarterly results due to interest income, dividend income, realized and unrealized gains/losses on investments recognised in the income statement. The values at which publicly traded investments are carried are subject to fluctuations in the public markets from quarter to quarter. The private investments are re-valued when management adjusts its estimates of the fair value of the investments, which is completed on a quarterly or monthly basis. Management is not aware of any significant seasonal and cyclical factors that would contribute to the quarter-to-quarter variations of the Group's performance.

## CASH FLOW

The Group's selected cash flow information for the financial years ended December 31, 2012 and 2011 and for the three month periods ended March 31, 2013 and 2012 is as follows:

	Three months ended		Year ended	
	March 31, 2013	March 31, 2012	December 31, 2012	December 31, 2011
Net cash (used in) from operating activities	(5,920,374)	(25,356,855)	(22,043,625)	(55,404,87)
Net cash from (used in) investing activities	(20,195,535)	(10,098,387)	(19,264,572)	(4,415,611)
Net cash from (used in) financing activities	-	-	-	(5,858,792)
Net (decrease) increase in cash and cash equivalents	(26,115,909)	(35,455,242)	(41,308,197)	(65,679,279)
Cash and cash equivalents at January 1	39,096,412	75,404,609	75,404,609	141,083,888
Cash and cash equivalents at March 31 and December 31	7,980,503	39,949,367	34,096,412	75,404,609
Analysis of the balance of cash and cash equivalents:				

Bank balances and cash	7,980,503	39,949,367	34,096,412	75,404,609
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### Cash flow for the three months ended March 31, 2013

In the normal course of business for Harmony, significant fluctuations in cash flows can occur. Generally, this category includes such items as share transactions, accounts receivable, operating loans to investees and listing expenses. For the three months ended March 31, 2013, net cash flow used in operations of HK\$5,920,374 included:

- HK\$3.09 million used in profit before working capital changes (a non-cash item)
- HK\$2.38 million increase in purchases of trading securities
- HK\$0.31 million decrease in accounts receivable and prepayments
- HK\$0.76 million decrease in accounts payable and accruals

In contrast, for the three months ended March 31, 2012, net cash flow used in operations of HK\$25,356,855 included:

- HK\$1.19 million used in profit before working capital changes (a non-cash item)
- HK\$10.66 million increase purchases of trading securities
- HK\$13.06 million increase in accounts receivable and prepayments
- HK\$0.44 million decrease in accounts payable and accruals

For the three months ended March 31, 2013, net cash used in investing activities was HK\$20,195,535 as compared to HK\$10,098,387 in the same period last year. The Group received cash dividends from private investments in the amount of HK\$1,500,000 (2012: HK\$2,986). No cash was advanced to investee companies for the three months ended March 31, 2013 (2012: HK\$10,868,800). Net cash used for subscriptions for two convertible bonds amounted to HK\$6,542,053 (2012: nil). Cash of HK\$2,000,000 was received from the redemption of a convertible bond (2012: nil). Payment of an aggregate of HK\$17,593,282 was made in connection with investments in four private companies (2012: nil). Interest received by the Group was HK\$439,800 for the three months ended March 31, 2013 as compared to HK\$767,427 in the same period last year.

## LIQUIDITY

### Debt, contractual obligations and contingent liabilities

As at the date of this MD&A, the Group had no debt outstanding and no contingent liabilities.

The Group had available funds of HK\$7,980,503 which were mainly placed with banks as time deposits. Cash and bank balances held by the Group are mainly denominated in Hong Kong dollars and Canadian dollars.

As at March 31, 2013, the Group had no borrowing (2012: nil). The gearing ratio for the Group was 0% (2012: 0%) which represents the ratio of the Group's borrowings to the net asset value of the Group.

Management believes that the Group's current assets are sufficient to meet the ongoing needs of its business. However, the Group may choose to access capital markets and/or bank financing for funding of future expansion and other opportunities.

## CAPITAL RESOURCES

As at the date of this MD&A, the Group has unutilized banking facilities of HK\$10,000,000 and requires no significant funding for investment and capital expenditure commitments. The interest rate charged on the banking facilities is 3% per annum over the applicable Hong Kong Interbank Offered Rate.

As of the date of this MD&A, except for the commitment of operating leases, the Group does not have any capital expenditure commitments and management is not aware of any expected fluctuations in the Group's capital resources. As at March 31, 2013, the Group had future aggregate minimum lease payments under non-cancellable operating leases in respect of land and buildings as follows:

	Group	
	As at March 31, 2013	As at December 31, 2012
	HK\$	HK\$
Within one year	2,082,834	2,777,112
In the second to fifth years inclusive	-	-
Total	2,082,834	2,777,112

## FINANCIAL INSTRUMENTS

The Group has minor exposure to fluctuations in foreign exchange rates. This exposure is managed by careful attention to trends in money markets rather than relying on any financial instruments to hedge such exposure.

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

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

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

An equity instrument is any contract that evidences a residual interest in the assets of a group entity after deducting all of its liabilities.

The Group's financial instruments as at March 31, 2013 and December 31, 2012 are categorised as follows:

	Group	
	March 31 2013 HK\$	December 31 2012 HK\$
Available-for-sale financial assets	106,505,262	85,610,660
Loans and receivables		
Loans and receivables	55,921,306	49,945,499
Accounts receivable	4,771,108	10,449,982
Bank balances and cash	7,980,503	34,096,412
	<u>68,672,917</u>	<u>94,491,893</u>
Financial assets at fair value through profit or loss		
Trading securities	80,126,920	87,031,396
Derivative financial instruments	18,228,808	18,228,808
	<u>98,355,728</u>	<u>105,260,204</u>
Total financial assets	<u>273,533,907</u>	<u>285,362,757</u>
Other financial liabilities		
Accounts payable and accruals	6,450,221	7,205,583
Amount due to a related company	1,058,997	1,058,997
Total financial liabilities	<u>7,509,218</u>	<u>8,260,580</u>

As at and for the period ended March 31, 2013, the significant changes in financial instruments as compared to the statement of financial position as at December 31, 2012 consisted primarily of:

- (a) The movement in the Group's AFS and loans and receivables were primarily due to: (1) net decreases in fair value of HK\$264,926; (2) increase in value of AFS through investments in four private equities amounting to an aggregate of HK\$17,593,282; (3) increase in loans and receivables through subscriptions for two convertible bonds in an aggregate amount of HK\$11,334,600; (4) redemption of a convertible bond in an amount of HK\$2,000,000; and (5) increases in loans and receivables in an aggregate amount of HK\$207,453 in three investee companies.
- (b) The increase in accounts receivable was mainly the result of (1) transfer of a non-convertible debt of HK\$5,000,000 to a convertible bond and (2) net decrease in interest receivable and prepayment of HK\$296,257.
- (c) During the period, the Group had the following major trading transactions on trading securities: (1) purchases of securities during the three months ended March 31, 2013 for an aggregate amount of HK\$2,384,913 and (2) net decrease in market value in the amount of HK\$9,289,389 of the listed securities.

Further detailed information with respect to the financial instruments and significant assumptions made by the Group in estimation of fair value with respect to its financial instruments have been disclosed in notes (4)(e) and 29(b) of the audited financial statements of the Group for the year ended December 31, 2012.

#### **OFF-BALANCE SHEET ARRANGEMENTS**

As at March 31, 2013, there are no off-balance sheet arrangements.

#### **TRANSACTIONS WITH RELATED PARTIES**

The Company has entered into an investment management agreement with Harmony Asset Management Limited (“HAML”), a company which is wholly-owned by a director of the Company, Dr. Chow Pok Yu Augustine. Under the investment management agreement together with a supplemental agreement entered into between the Company and HAML on May 17, 2007 (the “**Original Investment Management Agreement**”). HAML agreed to assist the Board with the day-to-day management of the Group for three years until May 31, 2010.

On April 8, 2010, the Company entered into a new investment management agreement (the “**2010 Investment Management Agreement**”) with HAML as detailed in the information circular of the Company dated April 29, 2010, whereby HAML agreed to provide its management services for an additional three years until May 31, 2013. In accordance with the 2010 Investment Management Agreement, HAML was entitled to a monthly management fee calculated at 1.5% per annum on the net asset value of the Group for the preceding month and an incentive fee calculated at 10% of the audited net profit of the financial year (before accrual of the incentive fee) subject to an aggregate cap of HK\$18,391,986 for the year ended December 31, 2012.

On April 11, 2013, the Company entered into a new investment management agreement with HAML (the “**New Investment Management Agreement**”). Under the New Investment Management Agreement, HAML has agreed to assist the Board with the day-to-day management of the Group for additional three years from June 1, 2013 to May 31, 2016. In accordance with the agreement, HAML is entitled to a monthly management fee calculated at 1.5% per annum on the net asset value of the Group of the preceding month and an incentive fee is calculated at 10% of the audited net profit of a financial year (before accrual of the incentive fee) subject to an annual cap of HK\$7,860,670 which was previously agreed for the period from January 1, 2013 to May 31, 2013 and the new annual cap of HK\$5,742,025 for the period from June 1, 2013 to December 31, 2013.

On April 24, 2013, the Company and HAML entered into the supplemental agreement (the “**Supplemental Agreement**”) to amend the calculation method of the incentive fee under the New Investment Management Agreement. After entering into the Supplemental Agreement, the incentive fee payable by the Company to HAML under the New Investment Management Agreement (as amended by the Supplemental Agreement) in respect of each financial year shall be 10% of the audited net profit of the Company in the financial year and for the purpose of the calculating the audited net profit of the financial year (i) any audited net loss of the Company in any financial year commencing January 1, 2013 shall be carried forward and set off against the audited net profit of the Company in subsequent financial years, and (ii) the audited net profit of the financial year shall be calculated before accrual of any incentive fee that will be payable. The New investment Management Agreement and the Supplemental Agreement are conditional upon approval by the independent shareholders of the Company at the upcoming extraordinary meeting of the Company which is to be held on May 31, 2013.

Dr. Chow Pok Yu Augustine, being a beneficial shareholder of HAML, had an interest in the Original Investment Management Agreement and the 2010 Investment Management Agreement during the period ended March 31, 2013 and 2012. The management fees paid to HAML are as follows:

	2013 HK\$	2012 HK\$
Management fees	1,020,533	979,417

### **PROPOSED TRANSACTIONS**

The Company is not a party to any proposed asset or business acquisition or disposition or any proposed transaction that may have an effect on the financial condition, results of operations, or cash flows of the Company.

### **OUTSTANDING SHARE DATA**

The authorized share capital of the Company is HK\$100,000,000 divided into 100,000,000 ordinary shares with a nominal value of HK\$1.00 per ordinary share.

As at May 13, 2013, the number of ordinary shares of the Company outstanding and the number of ordinary shares issuable pursuant to the outstanding options of the Company are as follows:

<u>Ordinary Shares</u>	<u>Number</u>
Outstanding.....	39,058,614
Issuable pursuant to options.....	nil
<b>Total diluted ordinary shares.....</b>	<b>39,058,614</b>

### **PRINCIPAL ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES:**

#### **1. Basis of preparation**

This MD&A should be read in conjunction with the unaudited financial statements for the interim period ended March 31, 2013 and the audited financial statements of the Company for the financial year ended December 31, 2012 and December 31, 2011 (collectively, the “**Financial Statements**”), which were prepared in accordance with the International Financial Reporting Standards (“**IFRS**”) issued by the International Accounting Standards Board, the disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on the HKEX.

The Financial Statements have been prepared under the historical cost basis, except that, as disclosed in the accounting policies shown in the Financial Statements, available-for-sale financial assets and financial assets at fair value through profit or loss are stated at fair value.

This MD&A includes the Financial Statements of Harmony and its wholly owned subsidiaries. All significant inter-company balances and transactions have been eliminated on consolidation.

## 2. Significant accounting policies

A summary of significant accounting policies are set out in the note 4 to the financial statements of the Company for the year ended December 31, 2012.

## 3. Use of estimates

The preparation of the consolidated financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results may differ from those estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The Group adopts two principal methodologies to determine the fair value of its financial assets carried at fair value:

(a) *Market price:*

The Group adopts the market price of financial assets through profit and loss for the calculation of their fair value. The surplus or deficit of the fair value will be recognized as unrealized gain or loss respectively through profit and loss.

(b) *Net asset value or discounted cash flows:*

The calculation of fair value of unlisted available-for-sale financial assets is principally based on the net asset value or discounted cash flows of those assets. The net change in fair value of available-for-sale financial assets is recognized in the fair value reserve account.

## **CHANGES IN ACCOUNTING POLICY**

Adoption of new or revised IFRSs during the year ended December 31, 2012 is detailed in note 2 to the audited financial statements. The adoption of new or revised IFRSs has no significant impact on the Group's financial statements. The Group is in the process of making an assessment of the potential impact of new or revised IFRSs that have been issued but are not yet effective for the year ended December 31, 2012 and the directors so far concluded that the application of these new or revised IFRSs will have no material impact on the Group's financial statements except for IFRS9, which is explained in note 2 to the audited Financial Statements.

## **EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES**

The Canadian Securities Administrators have published National Instrument 52-109 - *Certification of Disclosure in Issuers' Annual and Interim Filings* ("National Instrument 52-109") which requires public companies in Canada to submit annual and interim certificates relating to the design and effectiveness of the disclosure controls and procedures that are in use at the company. Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported on a

timely basis to senior management, including the Company's Chairman and Chief Executive Officer and Chief Financial Officer, to enable this information to be reviewed and discussed so that appropriate decisions can be made regarding the timely public disclosure of the information.

As of March 31, 2013 management has evaluated the effectiveness of the design and the operating effectiveness of the disclosure controls and procedures as defined by National Instrument 52-109. This evaluation was performed under the supervision of and with the participation of the Company's Chairman and Chief Executive Officer and Chief Financial Officer. Based on this evaluation, the Company's Chairman and Chief Executive Officer and Chief Financial Officer concluded that the design and operation of the disclosure controls and procedures in use at the Company were effective as of March 31, 2013.

### **INTERNAL CONTROL OVER FINANCIAL REPORTING**

National Instrument 52-109 also requires public companies in Canada to submit an interim certificate relating to the design and operating effectiveness of internal control over financial reporting ("ICFR"). ICFR is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Canadian generally accepted accounting principles. Management is responsible for establishing and maintaining ICFR and management, including the Company's Chairman and Chief Executive Officer and Chief Financial Officer, has evaluated the design and tested the effectiveness of the ICFR as at March 31, 2013. Based on this evaluation, management, with the participation of the Company's Chairman and Chief Executive Officer and Chief Financial Officer, has concluded that the design and operating effectiveness of ICFR in place at the Company was effective as of March 31, 2013. The Company has continued to use the basic framework for international control and risk management internal control framework issued by the Hong Kong Institute of Certified Public Accountants to design its ICFR. Due to its inherent limitations, ICFR may not prevent or detect misstatements on a timely basis as such systems can only be designed to provide reasonable as opposed to absolute assurance. Also, projections of any evaluation of the effectiveness of ICFR to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING**

National Instrument 52-109 also requires public companies in Canada to disclose in their MD&A any change in ICFR during the most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, internal control over financial reporting. There were no changes in ICFR during the quarter ended March 31, 2013 that materially affected or are reasonably likely to materially affect the Company's ICFR.

### **Risk Factors**

The following are certain risk factors inherent in the Company's businesses and an investment in the ordinary shares of the Company. The following information is a summary only of certain risk factors and is qualified in its entirety by reference to, and must be read in conjunction with, the detailed information appearing in the Company's Annual Information Form for the financial year ended December 31, 2012 (the "AIF"). These risks and uncertainties are not the only ones facing the Company. Additional risks and uncertainties not currently known to the Company, or that the Company currently considers immaterial, may also impair the business of the Company. If any such risks actually occur, the business, financial condition, liquidity and results of operations of the Company could be materially adversely affected.

1. *Risks of Doing Business in the People's Republic of China*

Some of the Group's investments have operations located in the People's Republic of China ("PRC"). The PRC's economy and legal system differ from those of most developed countries in many respects, including the level of development and transparency. The Group will be affected by any political or economic instability in the PRC. Changes in investment policies or shifts in political attitude in the PRC may adversely affect the Group's businesses. Operations will also be adversely affected in varying degrees by government regulations including but not limited to restrictions on production, price controls, income taxes, and expropriation of property. The introduction of new policies, legislation or amendments to existing policies or legislation by various levels of government in the PRC or the interpretation of those laws in the PRC or elsewhere could impact adversely on the assets, operations and financial performance of the Group.

2. *Risk of Limited Number of Investments*

The Company intends to participate in a limited number of investments and, as a consequence, the aggregate return of the Company may be substantially adversely affected by the unfavourable performance of even a single investment. In addition, as the Company's investments are concentrated in certain sectors, the Company's performance will be disproportionately subject to adverse developments in those sectors.

3. *Marketability of the Company's Investments*

The Company often makes direct investments in publicly-traded securities. The value of these investments may be affected by factors such as investor demand, resale restrictions, general market trends and regulatory restrictions. Fluctuation in the market value of such investments may occur for a number of reasons beyond the control of the board of directors of the Company, and there is no assurance that an adequate market will exist for investments made by the Company. Many of the investments made by the Company may be relatively illiquid and may decline in price if a significant number of such investments are offered for sale by the Company or other investors.

The Company also invests in securities of privately held companies. Investments in privately held companies cannot be resold without a prospectus, an available exemption or an appropriate ruling under relevant securities legislation and there may not be any market for such securities. These limitations may impair the Company's ability to react quickly to market conditions or negotiate the most favourable terms for exiting such investments. Investments in privately held companies may offer relatively high potential returns, but will also be subject to a relatively high degree of risk. There can be no assurance that a public market will develop for any of the Company's private company investments or that the Company will otherwise be able to realize a return on such investments.

The value attributed to securities of privately held companies will be the cost or net asset value thereof, subject to adjustment in limited circumstances, and therefore may not reflect the amount for which they can actually be sold. Because valuations, and in particular valuations of investments for which market quotations are not readily available, are inherently uncertain, may fluctuate within short periods of time and may be based on estimates, determinations of fair value may differ materially from the values that would have resulted if a ready market had existed for the investments.

#### 4. *(a) Due Diligence*

The due diligence process that the Company undertakes in connection with investments may not reveal all facts that may be relevant in connection with an investment. Before making investments, the Company conducts due diligence that it deems reasonable and appropriate based on the facts and circumstances applicable to each investment. When conducting due diligence, the Company may be required to evaluate important and complex business, financial, tax, accounting, environmental and legal issues. Outside consultants, legal advisors, accountants and investment banks may be involved in the due diligence process in varying degrees depending on the type of investment. Nevertheless, when conducting due diligence and making an assessment regarding an investment, the Company relies on the resources available to us, including information provided by the target of the investment and, in some circumstances, third-party investigations. The due diligence investigation that is carried out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. Moreover, such an investigation will not necessarily result in the investment being successful.

#### *(b) Lack of formal purchase agreements and/or shareholder/subsorption agreements*

The Company does not have formal purchase agreements and/or shareholder/subsorption agreements in place for some of its investments in privately held companies. As at March 31, 2013, a total carrying value of all these investments is approximately HK\$34.54 million, which is 12.7% of the net asset value of the Group. It is not entirely abnormal for the Company to make investments in privately held companies in the absence of formal purchase agreements and/or shareholder/subsorption agreements. As mentioned in the preceding paragraph, due diligence process was undertaken by the Company in connection with its investments through internal resources or by hiring external consultancy and/or professional advisors and most of the investments in privately held companies made by the Company took the form of share equities. Under the laws of the jurisdictions of these privately held companies, the certificates specifying the shares held by the Company are prima facie evidence of the title of the Company to those share equities and the Board considers the risk of the Company having title to its investments challenged due to lack of formal purchase agreements and/or shareholder/subsorption agreements is low.

#### 5. *Reliance upon the Directors and Management*

Shareholders must rely upon the expertise and discretion of the board of directors and management of the Company in selecting and investing in securities, the composition of the portfolio of such securities owned or acquired by the Company and in determining whether to dispose of any securities held by the Company. The success of the Company will be dependent upon the board of directors and management of the Company successfully identifying and managing the Company's investments. Accordingly, the Company's continued success will depend upon the continued services of these individuals who are not obligated to remain employed with the Company. The loss of the services of any of these individuals could have a material adverse effect on the Company's revenues, net income and cash flows and could harm the Company's ability to maintain or grow its existing assets and raise additional funds in the future.

6. *Currency and Foreign Exchange Rate Risks*

A substantial proportion of the Company's investments are made in Hong Kong dollars and the Company may also invest in securities denominated or quoted in other foreign currencies. Therefore, changes in currency exchange rates as well as associated transaction costs could adversely affect the value of the ordinary shares during any period. In addition, the Company could also make investments in jurisdictions which may place restrictions on the repatriation of funds. The Company does not enter into hedging or derivative arrangements to manage its foreign exchange risk.

7. *Liquidity Risk*

Should the Company be unable to dispose of any portion of the Company's portfolio, the Company may experience delays in receiving the proceeds of disposition of any security within the portfolio until such time as the Company is able to dispose of such securities. Further, should the Company wish to acquire particular securities for the Company's portfolio, the Company may be unable to acquire the desired quantity of such securities at a price acceptable to the Company should the market for such security prove illiquid.

Further, investments in small capitalization companies or privately held companies tend to be less liquid than other types of investments. Due to the Company's investment in particular small or unlisted companies that can be affected by political and economic events, the securities within the Company's portfolio may be difficult to value or sell. As a result, these securities may trade at values significantly lower than their true value. This may result in the Company's difficulty in converting these securities into cash in a timely and cost effective manner.

8. *Interest Rate Risk*

Due to the Company's investment strategy and portfolio composition, the value of the securities within the Company's portfolio may fluctuate with changes in interest rates. These changes mean that the market price for the securities held in the Company's portfolio will be affected by prevailing interest rates.

9. *Speculative Nature of Ordinary Shares*

The investment in the ordinary shares of the Company is speculative in nature and suitable only for investors able to sustain a total loss of their investment. Shareholders should not rely upon realizing any significant returns from the ordinary shares of the Company and should be aware that the value of the ordinary shares and the income from them could, in common with other shares and bonds, fluctuate. There is no assurance that the investment objectives of the Company will actually be achieved.

10. *Trading Price of Shares relative to Net Asset Value*

The Company is neither a mutual fund nor an investment fund and due to the nature of the Company's business and investment strategy and the composition of its investment portfolio, the market price of the ordinary shares, at any time, may vary significantly from its net asset value per share. This risk is separate and distinct from the risk that the market price of the ordinary shares of the Company may decrease.

## **FINANCIAL RISK MANAGEMENT**

The Company has implemented policies to manage its exposure to certain financial risks. Refer to Note 29 of the Notes to the audited financial statements of the Company for the year ended December 31, 2012 for a discussion regarding the Company's financial risk management.

#### **ADDITIONAL INFORMATION**

Additional information relating to Harmony may be found on SEDAR at [www.sedar.com](http://www.sedar.com), the HKEX website at [www.hkex.com.hk](http://www.hkex.com.hk) or the Company's website at [www.harmonyasset.com.hk](http://www.harmonyasset.com.hk). Additional financial information is provided in the Company's AIF and Annual Report for the financial year ended December 31, 2012. The Annual Report includes the audited consolidated financial statements as at December 31, 2012, the notes thereto and the report of the Company's auditors thereon. Copies of these documents, together with copies of this MD&A and copies of any documents or the pertinent pages of any documents incorporated by reference in this MD&A, are available upon request to the Company, provided that the Company may require payment of a reasonable charge if the request is made by a person who is not a security holder of the Company.