Bank of Shanghai (Hong Kong) Limited (formerly known as "China Construction Bank (Asia) Finance Limited")

2013 Interim Report

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## A. STATEMENT OF COMPREHENSIVE INCOME

	Note	6 months ended 30 Jun 2013 HK\$'000	6 months ended 30 Jun 2012 HK\$'000
Interest income Interest expense		458 (9)	2,225
Net interest income	3	449	2,225
Net fees and commission income Net trading loss	4 5	203 (10)	(2)
Total operating income		642	2,223
Operating expenses	6	(17,067)	(366)
Operating (loss)/profit before impairment losses		(16,425)	1,857
Loan impairment charges	7	(232)	-
(Loss)/profit before taxation		(16,657)	1,857
Taxation	8	(59)	(306)
(Loss)/profit and total comprehensive income for the period		(16,716)	1,551

## **B. STATEMENT OF FINANCIAL POSITION**

	Note	30 Jun 2013 HK\$'000	31 Dec 2012 HK\$'000
Assets			
Cash and balances with banks	10	17,848	193,373
Placements with banks	11	150,000	320,728
Loans and advances to customers	12	64,103	-
Fixed assets	13	15,066	-
Intangible assets		6,431	-
Current tax recoverable		3,419	3,479
Other assets		4,812	2,049
		0.61.650	<b>510 (00</b>
Total assets		261,679	519,629
Liabilities			
Deposits and balances of banks		30,335	
Deposits from customers	14	19,000	-
Amount due to parent company	14	8,246	-
Other liabilities	15	21,116	-
	10		
Total liabilities		78,697	-
Equity			
Share capital	16	200,000	250,000
(Accumulated losses)/retained profits		(17,018)	269,629
Total equity		182,982	519,629
Total equity and liabilities		261,679	519,629

# C. STATEMENT OF CHANGES IN EQUITY

	Note	Share capital HK\$'000	(Accumulated losses)/ Retained profits HK\$'000	Total HK\$'000
Balance at 1 January 2012		250,000	1,467,192	1,717,192
Changes in equity for the six months ended 30 June 2012:				
Profit for the period		-	1,551	1,551
Total comprehensive income			1,551	1,551
Dividend paid	9	-	(1,200,000)	(1,200,000)
Balance at 30 June 2012 and 1 July 2012		250,000	268,743	518,743
Changes in equity for the six months ended 31 December 2012:				
Profit for the period			886	886
Total comprehensive income		-	886	886
Balance at 31 December 2012 and 1 January 2013		250,000	269,629	519,629
Changes in equity for the six months ended 30 June 2013:				
Loss for the period		-	(16,716)	(16,716)
Total comprehensive income			(16,716)	(16,716)
Share repurchase	16	(50,000)	-	(50,000)
Dividend paid	9	-	(269,931)	(269,931)
Balance at 30 June 2013		200,000	(17,018)	182,982 =====

## D. STATEMENT OF CASH FLOWS

	Note	6 months ended 30 Jun 2013 HK\$'000	6 months ended 30 Jun 2012 HK\$'000
Net cash (outflow)/inflow from operating activities	17(a)	(22,053)	880,119
Investing activities			
Purchases of fixed assets		(4,269)	-
Net cash outflow from investing activities		(4,269)	-
Financing activities			
Dividend paid Payment for share repurchase	9 16	(269,931) (50,000)	(1,200,000)
	10		(1.000.000)
Net cash outflow from financing activities		(319,931)	(1,200,000)
Decrease in cash and cash equivalents		(346,253)	(319,881)
Cash and cash equivalents at 1 January		514,101	513,110
Cash and cash equivalents at 30 June	17(b)	167,848	193,229

# E. NOTES TO INTERIM FINANCIAL INFORMATION DISCLOSURE STATEMENTS

#### (1) PRINCIPAL ACTIVITY AND BASIS OF PREPARATION

On 30 May 2013, the controller of China Construction Bank (Asia) Finance Limited ("CCBAF") was changed from China Construction Bank (Asia) Corporation Limited to Bank of Shanghai Co., Ltd. with the approval of the Hong Kong Monetary Authority (the "HKMA"). CCBAF has then changed its name to Bank of Shanghai (Hong Kong) Limited ("the Company") and carried on its business as a restricted license bank under the Hong Kong Banking Ordinance. Its principal activity is to provide financial services to corporations and individuals.

Except as described below, the accounting policies and basis of preparation of these interim financial information disclosure statements are consistent with those used and described in the Company's annual financial statements for the year ended 31 December 2012.

The Company has adopted the following new standards and amendments to standards which have insignificant or no effect on the interim financial information disclosure statements:

- Amendment to Hong Kong Accounting Standards ("HKAS") 1 "Presentation of financial statements"
- Revised HKAS 19 "Employee benefits"
- HKAS 27 (2011) "Separate financial statements"
- HKAS 28 (2011) "Investment in associates and joint ventures"
- Amendment to Hong Kong Financial Reporting Standards ("HKFRS") 7 "Financial instruments: Disclosures"
- HKFRS 10 "Consolidated financial statements"
- HKFRS 11 "Joint arrangements"
- HKFRS 12 "Disclosures of interests in other entities"
- Annual Improvements to HKFRSs 2009-2011 Cycle

During the period, the Company also adopted HKFRS 13, "Fair value measurements" which has the following impact on the financial statements:

- HKFRS 13 establishes a single source of guidance for all fair value measurements required or permitted by HKFRSs with prospective application. It clarifies the definition of fair value as an exit price a price at which an orderly transaction to sell the asset or to transfer the liability would take place between market participants at the measurement date under the prevailing market conditions.
- HKFRS 13 also set out extensive disclosure requirements about fair value measurements. Some of the disclosures are specifically required for financial instruments in the interim financial reports. The Company has provided those disclosures in note (19). Comparative disclosures are not required in the first reporting period of adoption of the standards.

#### (2) STATEMENT OF COMPLIANCE

In preparing the unaudited interim financial information disclosure statements for the first half of 2013, the Company has fully complied with the disclosure provisions of the Banking (Disclosure) Rules.

# E. NOTES TO INTERIM FINANCIAL INFORMATION DISCLOSURE STATEMENTS (CONTINUED)

#### (3) NET INTEREST INCOME

Interest income	6 months ended 30 Jun 2013 HK\$'000	6 months ended 30 Jun 2012 HK\$'000
Interest income		
Interest income arising from financial assets that are not measured at fair value through profit or loss		
- Balances and placements with banks - Loans and advances to customers	385 73	2,225
	458	2,225
Interest expense		
Interest expense arising from financial liabilities that are not measured at fair value through profit or loss		
- Deposits and balances of banks	(2)	-
- Deposits from customers	(7)	-
	(9)	
Net interest income	449	2,225

There were no interest income accrued on impaired financial assets and on unwinding of discount on loan impairment allowances for the six months ended 30 June 2013 and 30 June 2012.

#### (4) NET FEES AND COMMISSION INCOME

	6 months ended 30 Jun 2013 HK\$'000	6 months ended 30 Jun 2012 HK\$'000
Fees and commission income Fees and commission expense	205 (2)	-
Net fees and commission income	203	

All net fees and commission income were arising from financial assets and financial liabilities that were not measured at fair value through profit or loss.

No net fees and commission income are arising from trust or other fiduciary activities where the Company holds or invests on behalf of its customers.

# E. NOTES TO INTERIM FINANCIAL INFORMATION DISCLOSURE STATEMENTS (CONTINUED)

#### (5) NET TRADING LOSS

	6 months ended 30 Jun 2013 HK\$'000	6 months ended 30 Jun 2012 HK\$'000
Net foreign exchange loss	(10)	(2)
	(10)	(2)

## (6) OPERATING EXPENSES

	6 months ended 30 Jun 2013 HK\$'000	6 months ended 30 Jun 2012 HK\$'000
Staff costs		
- Salaries and other benefits	5,916	-
- Pension and provident funds	543	
	6,459	-
Premises and equipment expenses excluding depreciation		
- Premises rents	1,960	-
- Others	303	-
	2,263	
Auditors' remuneration	245	-
Depreciation of fixed assets	379	-
Amortization of intangible assets	132	-
Legal and professional fees	3,830	6
IT and systems expenses	2,634	-
Other operating expenses	1,125	360
	8,345	366
	17,067	366

## E. NOTES TO INTERIM FINANCIAL INFORMATION DISCLOSURE STATEMENTS (CONTINUED)

## (7) LOAN IMPAIRMENT CHARGES

	6 months ended 30 Jun 2013 HK\$'000	6 months ended 30 Jun 2012 HK\$'000
Loan impairment charges	(232)	-
Representing:		
New provision Releases Recoveries	(232)	- -
	(232)	-

### (8) TAXATION

Taxation in the statement of comprehensive income represents:

Current tax	6 months ended 30 Jun 2013 HK\$'000	6 months ended 30 Jun 2012 HK\$'000
Hong Kong profits tax		
Provision for the period	59	306
Deferred tax		
Origination and reversal of temporary differences	-	-
		<u></u>
	59	306

The provision for Hong Kong profits tax is calculated at 16.5% (2012: 16.5%) of the estimated assessable profits for the period.

## E. NOTES TO INTERIM FINANCIAL INFORMATION DISCLOSURE STATEMENTS (CONTINUED)

## (9) DIVIDEND

Dividends approved and paid during the interim period

		6 months ended 30 Jun 2013 HK\$'000	6 months ended 30 Jun 2012 HK\$'000
	Interim dividend of HK\$13.49 per share (2012: HK\$48 per share)	269,931	1,200,000
(10)	CASH AND BALANCES WITH BANKS		
		30 Jun 2013 HK\$'000	31 Dec 2012 HK\$'000
	Balances with banks	17,848	193,373
(11)	PLACEMENTS WITH BANKS		
		30 Jun 2013 HK\$'000	31 Dec 2012 HK\$'000
	Placements with banks		
	<ul><li>maturing within one month</li><li>maturing between one and twelve months</li></ul>	150,000	320,728
		150,000	320,728

There were no overdue, impaired or rescheduled placements with banks for the periods indicated.

## E. NOTES TO INTERIM FINANCIAL INFORMATION DISCLOSURE STATEMENTS (CONTINUED)

### (12) LOANS AND ADVANCES TO CUSTOMERS

(a) Loans and advances to customers

	30 Jun 2013 HK\$'000	31 Dec 2012 HK\$'000
Gross loans and advances to customers Less: loan impairment allowances	64,335	-
- individually assessed	-	-
- collectively assessed	(232)	-
	64,103	-
		=======

There were no impaired loans and advances to customers as at 30 June 2013 and 31 December 2012.

#### (b) Loan impairment allowances against loans and advances to customers

	Individually assessed HK\$'000	Collectively assessed HK\$'000	Total HK\$'000
At 1 January 2012 and 31 December 2012	-	-	-
New impairment allowances charged to statement of comprehensive income	-	(232)	(232)
At 30 June 2013		(232)	(232)

#### (c) Gross loans and advances to customers by industry sector

	<u>30 Jun 1</u>	2013 % of gross advances covered by	<u>31 Dec</u>	2012 % of gross advances covered by
	HK\$'000	collateral	HK\$'000	collateral
Gross loans and advances to customers for use in Hong Kong				
Industrial, commercial and financial sectors				
- manufacturing	30,000	10.0	-	-
- wholesale and retail trade	4,000	100.0	-	-
Total gross loans and advances for use in				
Hong Kong	34,000	20.6	-	-
Trade finance	-	-	-	-
Gross loans and advances for use outside				
Hong Kong	30,335	-	-	-
Gross loans and advances to customers	64,335	10.9		-

# E. NOTES TO INTERIM FINANCIAL INFORMATION DISCLOSURE STATEMENTS (CONTINUED)

#### (12) LOANS AND ADVANCES TO CUSTOMERS (CONTINUED)

(d) Segmental analysis of loans and advances to customers by geographical area

Loans and advances to customers by geographical area are classified according to the location of the counterparties after taking into account the transfer of risk. In general, risk transfer applies when a loan is guaranteed by a party located in an area that is different from that of the counterparty.

	Gross loans and advances	Individually impaired loans and advances	Overdue loans and advances	Individually assessed allowances	Collectively assessed allowances
At 30 June 2013					
Hong Kong	34,000	-	-	-	(123)
Rest of Asia-Pacific	30,335	-	-	-	(109)
	64,335	-	-	-	(232)
1.01 D 1.0010					
At 31 December 2012	-	-	-	-	-

## E. NOTES TO INTERIM FINANCIAL INFORMATION DISCLOSURE STATEMENTS (CONTINUED)

## (13) FIXED ASSETS

(14)

Details of movement of fixed assets are as follows:

	Leasehold improvements HK\$'000	Furniture, computer and other equipment HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
Cost:	ШКφ 000	11130 000	ΠΚΦ 000	ШСФ 000
At 1 January 2012 and 31 December 2012 Additions Disposals	5,571	- 8,867 -	1,007	15,445
At 30 June 2013	5,571	8,867	1,007	15,445
Accumulated depreciation:				
At 1 January 2012 and 31 December 2012 Charge for the period Disposals	(169)	(189)	(21)	(379)
At 30 June 2013	(169)	(189)	(21)	(379)
Net book value:				
At 30 June 2013	5,402	8,678	986	15,066
At 31 December 2012				
DEPOSITS FROM CUSTO	MERS			
			30 Jun 2013 HK\$'000	31 Dec 2012 HK\$'000
Deposits from customers - time, call and notice depo	osits		19,000	
			10.000	

19,000

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# E. NOTES TO INTERIM FINANCIAL INFORMATION DISCLOSURE STATEMENTS (CONTINUED)

#### (15) OTHER LIABILITIES

	30 Jun 2013 HK\$'000	31 Dec 2012 HK\$'000
Interest payable	9	-
Accrued expenses	18,621	-
Creditors and other payables	2,486	-
	21,116	-

#### (16) EQUITY

#### (a) Share Capital

	2013 No of shares '000	HK\$'000	2012 No of shares '000	HK\$'000
Authorised				
Ordinary shares of HK\$10 each	50,000	500,000	50,000	500,000
Issued and fully paid				
At 1 January Share repurchase	25,000 (5,000)	250,000 (50,000)	25,000	250,000
At 30 June 2013 / 31 December 2012	20,000	200,000	25,000	250,000

In 2013, the Company repurchased 5,000,000 shares at par pursuant to the special resolution passed by the shareholder.

- (b) Nature and purpose of reserves
- (i) Retained profits / accumulated losses

The Company is required to maintain minimum capital adequacy ratio set by the HKMA. The aforesaid minimum capital requirement may therefore potentially restricts the amount of retained profits available for distribution to the shareholders.

## E. NOTES TO INTERIM FINANCIAL INFORMATION DISCLOSURE STATEMENTS (CONTINUED)

## (17) NOTES TO STATEMENT OF CASH FLOWS

(a) Reconciliation of (loss)/profit before taxation to net cash (outflow)/inflow from the operating activities

	6 months ended 30 Jun 2013 HK\$'000	6 months ended 30 Jun 2012 HK\$'000
(Loss)/profit before taxation	(16,657)	1,857
Adjustments for:		
- Interest income	(458)	(2,225)
- Interest expense	9	-
- Depreciation	379	-
- Amortisation	132	-
- Impairment allowances	232	-
- Interest received	423	4,007
Operating (loss)/profit before changes in working capital	(15,940)	3,639
Change in balances and placements with banks with original maturity beyond three months Change in gross loans and advances to customers Change in other assets Change in deposits from banks	(64,557) (2,727) 30,498 19,000	880,907 256
Change in deposits from customers	8,246	-
Change in amount due to parent company Change in other liabilities	3,368	(2,823)
Elimination of exchange differences and other non-cash	5,508	(2,823)
items	59	
Cash (used in)/generated from operating activities	(22,053)	881,979
Hong Kong profits tax paid	-	(1,860)
Net cash (outflow)/inflow from operating activities	(22,053)	880,119

## E. NOTES TO INTERIM FINANCIAL INFORMATION DISCLOSURE STATEMENTS (CONTINUED)

### (17) NOTES TO STATEMENT OF CASH FLOWS (CONTINUED)

#### (b) Cash and cash equivalents in the statement of cash flows

	30 Jun 2013 HK\$'000	30 Jun 2012 HK\$'000
Cash and balances with banks Placements with banks with original maturity within	17,848	193,229
three months	150,000	-
	167,848	193,229
(c) Reconciliation with the statement of financial position		
	30 Jun 2013 HK\$'000	30 Jun 2012 HK\$'000
Cash and balances with banks	17,848	193,229
Placements with banks	150,000	320,000
Amounts shown in the statement of financial position	167,848	513,229
Less: Placements with banks with an original maturity beyond three months		(320,000)
	167,848	193,229

#### (18) CONTINGENT LIABILITIES AND COMMITMENTS

	Contract amounts HK\$'000	Credit equivalent amounts HK\$'000	Risk- weighted amounts HK\$'000
At 30 June 2013			
Undrawn formal standby facilities, credit lines and other commitments to lend:			
- unconditionally cancellable	24,000	-	-
	24,000		

The Company had no contingent liabilities or commitments as at 31 December 2012.

### (19) FAIR VALUE OF FINANCIAL INSTRUMENT

The carrying amounts of the Company's financial instruments at amortised cost were not materially different from their fair values as at 30 June 2013 and 31 December 2012.

## F. SUPPLEMENTARY FINANCIAL INFORMATION

#### (1) OVERDUE AND RESCHEDULED ASSETS

As at 30 June 2013 and 31 December 2012, the Company had no overdue and rescheduled assets.

#### (2) CAPITAL ADEQUACY RATIO AND CAPITAL MANAGEMENT

The Banking (Capital) (Amendment) Rules 2012, effective from 1 January 2013, stipulates the first phase of Basel III requirements to be applied in Hong Kong. This has changed the minimum capital ratio requirement as well as the definition of regulatory capital. Therefore, the capital disclosures as of 30 June 2013 may not be equitably comparable with the disclosures as of 31 December 2012, and certain comparative figures are not provided in this report.

#### (a) Capital ratio

The capital ratios as of 30 June 2013 are as follows:	30 Jun 2013
CET1 capital ratio	28.7%
Tier 1 capital ratio	28.7%
Total capital ratio	28.8%
The capital adequacy ratios as of 31 December 2012 are as follows:	31 Dec 2012
Capital adequacy ratio	20.5%
Core capital adequacy ratio	20.5%

In calculating the risk-weighted assets, the Company has adopted the Standardised (Credit Risk) Approach on credit risk. For operational risk, the capital requirement is determined by using the Basic Indicator Approach. The Company is exempted under Section 22(1) of the Banking (Capital) Rules from calculation of market risk in capital adequacy assessment.

# F. SUPPLEMENTARY FINANCIAL INFORMATION (CONTINUED)

## (2) CAPITAL ADEQUACY RATIO AND CAPITAL MANAGEMENT (CONTINUED)

## (b) Capital structure

The capital base after all required deductions for calculation of capital adequacy ratio purpose as of 30 June 2013 is shown below:

	30 Jun 2013 HK\$'000
<b>Common Equity Tier 1 ("CET1") Capital</b> Shareholder's equity Regulatory deductions from CET1 capital	182,982
<ul> <li>Intangible assets</li> <li>Other credit exposures to connected company that is financial sector</li> </ul>	(6,431)
entity	(30,335)
Total CET1 Capital	146,216
Additional Tier 1 ("AT1") Capital Total AT1 capital before regulatory deductions Regulatory deductions from AT1 capital Total AT1 Capital	- - 
Total Tier 1 ("T1") Capital	146,216
<b>Tier 2 (''T2'') Capital</b> Total T2 capital before regulatory deductions - Collective provisions Regulatory deductions from T2 capital	232
Total T2 capital	232
Total Capital	146,448

# F. SUPPLEMENTARY FINANCIAL INFORMATION (CONTINUED)

## (2) CAPITAL ADEQUACY RATIO AND CAPITAL MANAGEMENT (CONTINUED)

## (b) Capital structure (continued)

The capital base after all required deductions for calculation of capital adequacy ratios reported to HKMA as of 31 December 2012 is shown below:

	31 Dec 2012 HK\$'000
Core capital	
Paid-up ordinary share capital	250,000
Published reserves	267,192
Profit and loss account	2,437
Total core capital before deductions	519,629
Less: Deductions from core capital	(379,467)
Total core capital after deductions	140,162
Supplementary capital	
Total supplementary capital after deductions	-
Total capital base before deductions	519,629
Total deductions from total capital base	(379,467)
Total capital base after deductions	140,162

#### (c) Additional capital disclosures

The following items are included in the "Regulatory Disclosure" section in our website at www.bankofshanghai.com.hk :

- A detailed breakdown of the Company's CET1 capital, AT1 capital, T2 capital and regulatory deductions, using the standard template as specified by the HKMA.
- A full reconciliation between the Company's CET1 capital, AT1 capital, T2 capital and regulatory deductions and the Company's balance sheet in this interim financial information disclosure statement.
- A description of the main features and the full terms and conditions of the Company's capital instruments.

## F. SUPPLEMENTARY FINANCIAL INFORMATION (CONTINUED)

#### (3) LIQUIDITY RATIO

	30 Jun 2013	30 Jun 2012
Average liquidity ratio for the six-month period		
ended 30 June	8,334,116.7%	3,369,619.3%

The average liquidity ratio for the six-month period represented the simple average of each calendar month's average liquidity ratio, which was computed on a "single company" basis as required by the HKMA for regulatory reporting purposes and was in accordance with the Fourth Schedule of the Hong Kong Banking Ordinance.

#### (4) CROSS-BORDER CLAIMS

Cross-border claims are exposures of counterparties based on the location of the counterparties after taking into account the transfer of risk. For a claim guaranteed by a party situated in a country different from the counterparty, risk will be transferred to the country of the guarantor. For a claim on the branch of a bank, the risk will be transferred to the country where its head office is situated. Claims on individual countries or areas, after risk transfer, amounting to 10% or more of the aggregate cross-border claims are shown as follows:

	30 Jun 2013 HK\$'000	31 Dec 2012 HK\$'000
Claims on banks		
Asia Pacific excluding Hong Kong – China	30,335	-
	30,335	-

The geographical analysis has taken into account the transfer of risk.

## F. SUPPLEMENTARY FINANCIAL INFORMATION (CONTINUED)

### (5) NON-BANK MAINLAND EXPOSURES

The analysis of non-bank Mainland China exposures is based on the categories of non-bank counterparties and the types of direct exposures defined by the HKMA under the Disclosure Rules with reference to the HKMA return in respect of non-bank Mainland China exposures.

At 30 June 2013	On-balance sheet exposure HK\$'000	Off-balance sheet exposure HK\$'000	Total HK\$'000
Mainland China entities	30,335	-	30,335
	30,335	-	30,335

As at 31 December 2012, there was no non-bank Mainland China exposures.

#### (6) CURRENCY CONCENTRATIONS

The Company had the following net foreign currency exposures which exceeded 10% of the net foreign currency exposure in all currencies:

		Of which		
	Total	USD	EUR	GBP
	HK\$'000	\$'000	\$'000	\$'000
		HK\$	HK\$	HK\$
		equivalent	equivalent	equivalent
At 30 June 2013				
Spot assets	34,998	2,707	31,500	791
Spot liabilities	(33,834)	(2,296)	(31,338)	(200)
Net long non-structural				
position	1,164	411	162	591
	========			
			Of	~ <b>1</b> ~

		Of which		
	Total	USD	Others	
	HK\$'000	\$'000	\$'000	
		HK\$	HK\$	
		equivalent	equivalent	
At 31 December 2012				
Spot assets	1,300	1,182	118	
	=======			

As at 30 June 2013 and 31 December 2012, there was no net structural position.

## F. SUPPLEMENTARY FINANCIAL INFORMATION (CONTINUED)

# (7) ANALYSIS OF GROSS AND ADVANCES TO CUSTOMERS BASED ON INTERNAL CLASSIFICATION USED BY THE COMPANY

Gross advances, impaired advances, individually assessed and collectively assessed loan impairment allowances in respect of industry sectors which constitute not less than 10 per cent of gross loans and advances to customers are shown as follows:

	Gross loans and advances HK\$'000	Impaired loans and advances HK\$'000	Individually assessed allowances HK\$'000	Collectively assessed allowances HK\$'000
At 30 June 2013				
Industrial, commercial and financial sectors				
<ul> <li>manufacturing</li> </ul>	30,000	-	-	(108)
Financial concerns				
<ul> <li>investment companies</li> </ul>	30,335	-	-	(109)