

**LESSO 联塑**

CHINA LESSO GROUP HOLDINGS LIMITED

中國聯塑集團控股有限公司

Stock Code 股份代號 : 2128

ANNUAL REPORT **2013** 年報



# CORPORATE PROFILE

## 企業簡介

China Lesso is a leading manufacturer of plastic pipes and pipe fittings in the PRC, which is listed on the main board of the Stock Exchange (stock name: China Lesso, stock code: 2128). The Group has 18 major production bases located variously in Guangdong, Guizhou, Sichuan, Hubei, Jiangsu, Anhui, Henan, Hebei, Heilongjiang, Jilin, Shaanxi and Xinjiang and a sales network covering the whole country. These production bases and sales network are strategically distributed all over China such that the Group can provide quality products and meticulous services to customers in a timely manner.

China Lesso is able to provide the most comprehensive range of plastic pipes and pipe fittings to the market. These products are widely used in areas such as water supply, drainage, power supply and telecommunications, gas supply, floor heating, fire prevention and agriculture. The Group has expanded to home building material products such as whole sets of doors and windows, sanitary products and integrated kitchens.

China Lesso is a one-stop solution provider that offers consultation, design, implementation and after-sales services to customers. By getting involved in projects at their initial stage, the Group helps customers to formulate comprehensive, total solutions.

中國聯塑是中國塑料管道及管件領先的生產商，並於聯交所主板上市(股票簡稱：中國聯塑，股份代號：2128)。本集團擁有一位於廣東、貴州、四川、湖北、江蘇、安徽、河南、河北、黑龍江、吉林、陝西及新疆的18個主要生產基地和覆蓋全國的銷售網絡。這些生產基地和銷售網絡戰略性地分佈於全中國，因此本集團能及時為客戶提供優質的產品和周到的服務。

中國聯塑能為市場提供品種最為齊全的塑料管道及管件。這些產品被廣泛應用於給水、排水、電力通訊、燃氣、地暖、消防及農業等領域。本集團已進軍家居建材產品，如整體門窗、水暖衛浴及整體廚房等。

中國聯塑為一站式解決方案之供應商，向客戶提供顧問、設計、應用及售後服務。本集團透過參與處於初步階段的項目，協助客戶制定完善的整體方案。



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# FINANCIAL HIGHLIGHTS

## 財務摘要

		2013 2013年	2012 2012年	Increase/ (decrease) 增加/(減少) (%)
<b>For the year ended 31 December (RMB'000)</b>	<b>截至12月31日止年度 (人民幣千元)</b>			
Revenue	收入	13,070,547	10,891,363	20.0
Gross profit	毛利	3,265,568	2,649,308	23.3
Finance costs	融資成本	151,003	146,231	3.3
EBITDA	除息稅折攤前盈利	2,278,852	1,881,084	21.1
Profit before tax	除稅前溢利	1,767,511	1,482,279	19.2
Profit for the year	年內溢利	1,437,616	1,231,271	16.8
Profit attributable to owners of the Company	本公司擁有人應佔溢利	1,449,261	1,238,322	17.0
<b>At 31 December (RMB'000)</b>	<b>於12月31日(人民幣千元)</b>			
Total assets	資產總額	12,297,707	9,782,786	25.7
Cash and bank deposits	現金及銀行存款	2,189,242	1,922,325	13.9
Total debts <sup>(a)</sup>	債務總額 <sup>(a)</sup>	2,687,116	2,224,582	20.8
Net debt <sup>(b)</sup>	債務淨額 <sup>(b)</sup>	497,874	302,257	64.7
Total equity	權益總額	7,255,943	6,027,918	20.4
<b>Share information (RMB)</b>	<b>股份資料(人民幣)</b>			
Basic earnings per share <sup>(c)</sup>	每股基本盈利 <sup>(c)</sup>	0.48	0.41	17.1
Diluted earnings per share <sup>(c)</sup>	每股攤薄盈利 <sup>(c)</sup>	0.47	0.40	17.5
Proposed final dividend per share (HK cents)	擬派每股末期股息(港仙)	12	12	-
Equity attributable to owners of the Company per share	每股本公司擁有人 應佔權益	2.35	1.98	18.7
<b>Financial ratios</b>	<b>財務比率</b>			
Total debts to total capital <sup>(d)</sup> (%)	債務總額對資本總額比率 <sup>(d)</sup> (%)	27	27	
Net debt to equity <sup>(e)</sup> (%)	債務淨額對權益比率 <sup>(e)</sup> (%)	7	5	
Interest cover <sup>(f)</sup> (times)	利息覆蓋率 <sup>(f)</sup> (倍)	15.09	12.86	

Notes:

- Represented total bank loans and other borrowings.
- Represented total debts less cash and bank deposits.
- Details of the calculations of the basic and diluted earnings per share of the Company are set out in note 11 to financial statements.
- Represented total debts divided by the sum of total debts and total equity.
- Represented net debt divided by total equity.
- Represented EBITDA divided by finance costs.

附註：

- 指銀行貸款及其他借款總額。
- 指債務總額減現金及銀行存款。
- 本公司每股基本及攤薄盈利之計算詳述於財務報表附註11。
- 指債務總額除以債務總額加上權益總額的總和。
- 指債務淨額除以權益總額。
- 指除息稅折攤前盈利除以融資成本。

# FIVE-YEAR FINANCIAL SUMMARY

## 五年財務概要

		For the year ended 31 December 截至12月31日止年度				
		2013 2013年 RMB'000 人民幣千元	2012 2012年 RMB'000 人民幣千元	2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元	2009 2009年 RMB'000 人民幣千元
RESULTS	業績					
<b>REVENUE</b>	收入	<b>13,070,547</b>	10,891,363	10,143,296	7,711,532	5,322,244
<b>PROFIT BEFORE TAX</b>	除稅前溢利	<b>1,767,511</b>	1,482,279	1,556,933	1,373,516	799,414
Income tax expense	所得稅開支	<b>(329,895)</b>	(251,008)	(296,237)	(241,333)	(155,443)
<b>PROFIT FOR THE YEAR</b>	年內溢利	<b>1,437,616</b>	1,231,271	1,260,696	1,132,183	643,971
Profit attributable to:	以下應佔溢利：					
Owners of the Company	本公司擁有人	<b>1,449,261</b>	1,238,322	1,260,758	1,132,183	643,971
Non-controlling interests	非控制權益	<b>(11,645)</b>	(7,051)	(62)	–	–
		<b>1,437,616</b>	1,231,271	1,260,696	1,132,183	643,971

		At 31 December 於12月31日				
		2013 2013年 RMB'000 人民幣千元	2012 2012年 RMB'000 人民幣千元	2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元	2009 2009年 RMB'000 人民幣千元
FINANCIAL POSITION	財務狀況					
<b>ASSETS</b>	資產					
Non-current assets	非流動資產	<b>5,899,084</b>	4,669,883	3,284,886	2,014,162	1,542,951
Current assets	流動資產	<b>6,398,623</b>	5,112,903	4,506,649	3,614,638	1,955,800
Total assets	資產總額	<b>12,297,707</b>	9,782,786	7,791,535	5,628,800	3,498,751
<b>LIABILITIES</b>	負債					
Non-current liabilities	非流動負債	<b>1,743,944</b>	1,715,992	1,770,979	216,605	941,726
Current liabilities	流動負債	<b>3,297,820</b>	2,038,876	1,033,191	1,407,744	1,515,037
Total liabilities	負債總額	<b>5,041,764</b>	3,754,868	2,804,170	1,624,349	2,456,763
<b>NET CURRENT ASSETS</b>	流動資產淨額	<b>3,100,803</b>	3,074,027	3,473,458	2,206,894	440,763
<b>EQUITY</b>	權益					
Equity attributable to owners of the Company	本公司擁有人應佔權益	<b>7,239,738</b>	6,010,033	4,986,975	4,004,451	1,041,988
Non-controlling interests	非控制權益	<b>16,205</b>	17,885	390	–	–
Total equity	權益總額	<b>7,255,943</b>	6,027,918	4,987,365	4,004,451	1,041,988

Note: The Group's historical financial information for the year ended 31 December 2009 was extracted from the Prospectus.

附註：本集團截至2009年12月31日止年度的過往財務資料乃摘錄自招股章程。

# CHAIRMAN'S STATEMENT

## 主席報告書

In the previous year, China achieved steady economic growth in a positive external environment amid the slow recovery of global economy. Economic indicators showed that the country registered a steady development pace. The Chinese government's accelerating urbanisation, increased investment in infrastructure, irrigation engineering works and construction of social security housing provided a fresh impetus to China Lesso's business. Capitalising on the market opportunities and favourable government policies, the Group leveraged its leading position in the industry and well-established brand, and expanded its nationwide sales network with refined segmentation of its target markets. It also enhanced its research and development and marketing capabilities. As a result, the Group achieved steady progress during the year under review.

For the year ended 31 December 2013, the Group's revenue rose by 20.0% to approximately RMB13,071 million, compared with RMB10,891 million in 2012. Profit attributable to owners of the Company grew by 17.0% to RMB1,449 million, compared with RMB1,238 million in 2012. The Board recommended the payment of a final dividend of HK12 cents per share for the year ended 31 December 2013.

In 2013, which was the third year of China's Twelfth Five-year Plan, urbanisation remained on top of the government's agenda. The national development programme stimulated demand for infrastructure facilities such as water supply, drainage, power supply and telecommunications. In addition, increased government efforts to construct social security housing, improve the livelihood of farmers and reform agriculture were also favourable to the businesses of plastic pipes and home decoration products. A brisk trade in the PRC property market during the year under review also contributed to the Group's business growth.

The aforesaid factors have resulted in stable growth in demand for building materials and home decoration products. During the year under review, the Group strengthened its existing clientele and developed new customers. It did so through finer market segmentation and expansion of its sales network. Meanwhile, it stepped up product research and development, improved product quality, and enhanced service standards, in a bid to boost customer satisfaction and loyalty. Moreover, the Group continued to optimise its production capacity and to augment the economies of scale. All these measures have consolidated its market shares and leading position.

過去一年，世界經濟呈現緩慢復甦勢態，中國經濟亦在良好的外圍環境下保持平穩發展態勢，各項經濟指標持續向好。隨著中國政府進一步深化城鎮化，加大對基礎設施建設、農村水利建設及保障房建設等的政策支持，為中國聯塑業務帶來增長動力。本集團積極把握市場及國家政策利好之機遇，憑藉其行業翹楚地位及聲名遠揚的品牌，積極擴大全國性銷售網絡、細分目標市場，並全面提升研發能力和營銷能力，於回顧年內取得穩步發展。

截至2013年12月31日止年度，本集團錄得收入約人民幣130.71億元，較2012年度的人民幣108.91億元增加20.0%。本公司擁有人應佔溢利為人民幣14.49億元，較2012年度的人民幣12.38億元上升17.0%。董事會建議派付截至2013年12月31日止年度的末期股息每股12港仙。

2013年為國家執行「十二·五規劃」的第三年，當中城鎮化發展為重中之重，推動給水、排水、電力、通訊等配套基礎建設需求穩步上升。此外，政府加大社會保障房投入，亦著力改善農民生計和改革農業，皆利好塑料管道及家居裝飾產品行業。於回顧年度，國內房地產仍然保持較快的增長速度，亦刺激本集團業務增長。

上述諸因素令市場對建材及家居裝飾產品的需求穩步增長。於回顧年內，本集團致力鞏固現有客戶群並努力發展新客戶，細化目標市場，以擴闊本集團的銷售網絡，穩固本集團的市場份額和領導地位。與此同時，本集團積極研發新產品，改善產品質量，提高服務水平，以提升客戶的滿意度和忠誠度。此外，本集團亦持續優化產能，以提升生產的規模經濟效益。

主席報告書(續)

Capitalising on the prospering PRC property market and the steadily rising proportion of pre-decorated flats, the Group continued to develop its new businesses of building materials and home decoration products. It supplies products, such as whole sets of doors and windows, sanitary products and integrated kitchens, to leading and well-known domestic property developers with an aim of nurturing the businesses into future growth drivers.

Looking into 2014, the Group believes that the country's urbanisation, renovation and conversion of its infrastructure facilities, as well as steady, healthy development of its property sector will continue their momentum. These trends are expected to lead to stable growth in the demand for building materials, plastic pipes and home decoration products. The Group will actively capture business opportunities by expanding its nationwide sales network, fostering the business of home decoration products and optimising its production capacity. These measures are aimed at achieving healthy business development, fortifying the Group's market leadership and generating good returns to Shareholders.

The key to the Group's success is its wealth of talent. On behalf of the Board, I would like to take this opportunity to express sincere gratitude to all the employees for their relentless efforts and contribution to the Group's development during the past year. I would also like to thank all of our customers, business partners, Shareholders and various parties in the community for their valuable support.

**Wong Luen Hei**  
*Chairman*

Hong Kong, 17 March 2014

伴隨房地產的持續暢旺及精裝房開發比例的穩步上升，本集團於回顧年內繼續開拓新的建材及家居裝飾產品業務，為國內主要知名房地產發展商提供包括整體門窗、衛浴潔具及整體廚房等產品，培育該業務為未來的盈利增長點。

展望2014年，本集團相信國家的城鎮化、基礎設施整改及房地產的穩步健康發展等趨勢將會持續，市場對建築材料、塑料管道及家居裝飾產品的需求預期仍將保持穩中有升的趨勢。集團將積極把握商機，積極拓展全國性銷售網絡，繼續培育家居裝飾產品業務，優化產能，推動業務持續健康發展，鞏固本集團的市場領導地位，為股東創造更佳的回報。

人才乃本集團成功之關鍵。在此，本人謹代表董事會對全體員工過去一年對本集團發展作出不懈的努力和貢獻，表示衷心的感謝；向一直以來提供寶貴支援的廣大客戶、業務夥伴、股東及社會各界朋友表示誠摯的敬意！

主席  
**黃聯禧**

香港，2014年3月17日

# BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理人員履歷

### EXECUTIVE DIRECTORS

Mr. Wong Luen Hei, aged 51, is the founder of the Group, the chairman of the Company and was appointed as an executive director of the Company on 5 November 2009. He is also a director of various companies in the Group. He is primarily responsible for the Group's overall strategic planning and business management. Mr. Wong has approximately 17 years of experience in plastic pipe operations and management. He served as the chairman in Shunde Liansu Industrial from December 1996 to April 1999 and was awarded "Outstanding Private Entrepreneur of Shunde" by Shunde People's Government of Foshan in 2003. Mr. Wong has been a member of Shunde District, Foshan City Committee of the Chinese People's Political Consultative Conference since 2003 and a vice president of Foshan Shunde Longjiang General Chamber of Commerce since 2006. Mr. Wong is the spouse of Ms. Zuo Xiaoping and the brother-in-law of Mr. Zao Manlun.

Mr. Zuo Manlun, aged 41, is the chief executive of the Group and was appointed as an executive director of the Company on 27 February 2010. He is also a director/general manager/supervisor of various companies in the Group. He is primarily responsible for the management of the daily business operations of the Group. Mr. Zuo has approximately 14 years of experience in the plastic pipe industry. Mr. Zuo joined the Group in December 1999 and has held various positions in operation management since joining the Group. Mr. Zuo won several awards including "Outstanding Worker of the Plastic Industry in the PRC" by China Plastics Processing Industry Association in 2009. Mr. Zuo is the brother-in-law of Mr. Wong Luen Hei and the younger brother of Ms. Zuo Xiaoping.

Ms. Zuo Xiaoping, aged 47, is a vice president of the Group and was appointed as an executive director of the Company on 27 February 2010. She is also a director/supervisor of various companies in the Group. She is primarily responsible for procurement control and logistics management of the Group. Ms. Zuo has approximately 17 years of experience in the plastic pipe industry. Ms. Zuo served as a director of Shunde Liansu Industrial from December 1996. In 1999, upon establishing the Group together with Mr. Wong Luen Hei, she held various positions in procurement. Ms. Zuo is the spouse of Mr. Wong Luen Hei and the elder sister of Mr. Zuo Manlun.

### 執行董事

黃聯禧先生，51歲，為本集團創辦人兼本公司主席，於2009年11月5日獲委任為本公司執行董事。彼亦於本集團內多間成員公司擔任董事職務。彼主要負責本集團的整體戰略策劃及業務管理。黃先生於塑料管道經營及管理方面累積約17年經驗。彼於1996年12月至1999年4月擔任順德聯塑實業的主席，並於2003年獲佛山市順德區人民政府評為「順德優秀民營企業家」。黃先生自2003年任中國人民政治協商會議佛山市順德區委員會委員，並於2006年起任佛山市順德區龍江總商會副會長。黃先生乃左笑萍女士的配偶及左滿倫先生的姐夫。

左滿倫先生，41歲，為本集團行政總裁，並於2010年2月27日獲委任為本公司執行董事。彼亦於本集團內多間成員公司擔任董事／總經理／監事職務。彼主要負責本集團日常業務經營管理。左先生於塑料管道行業累積約14年經驗。左先生於1999年12月加盟本集團，自此於經營管理方面曾擔任不同職位。左先生曾獲多個獎項，包括於2009年獲中國塑料加工工業協會評為「中國塑料行業先進工作者」。左先生乃黃聯禧先生的內弟及左笑萍女士的胞弟。

左笑萍女士，47歲，為本集團副總裁，並於2010年2月27日獲委任為本公司執行董事。彼亦於本集團內多間成員公司擔任董事／監事職務。彼主要負責本集團的採購監控及物流管理。左女士於塑料管道行業累積約17年經驗。左女士自1996年12月起擔任順德聯塑實業的董事。於1999年，彼與黃聯禧先生一同成立本集團，出任不同的採購職務。左女士乃黃聯禧先生的配偶及左滿倫先生的胞姐。



## 董事及高級管理人員履歷(續)

## EXECUTIVE DIRECTORS (Continued)

Mr. Lai Zhiqiang, aged 47, is a vice president of the Group and was appointed as an executive director of the Company on 27 February 2010. He is also a director of various companies in the Group. He is primarily responsible for the production and technical management of the Group. Mr. Lai has approximately 17 years of experience in the plastic pipe industry and served as a workshop manager of Shunde Liansu Industrial from December 1996 to November 1999. Mr. Lai joined the Group in December 1999 and has held various positions in production management since joining the Group.

Mr. Kong Zhaocong, aged 48, is a vice president of the Group and was appointed as an executive director of the Company on 27 February 2010. He is also a director/general manager/supervisor of various companies in the Group. Mr. Kong is primarily responsible for the China's sales of the Group and has approximately 20 years of experience in the plastic pipe industry. Mr. Kong joined the Group in December 1999 and has held various positions in production management and sales since joining the Group. Prior to joining the Group, Mr. Kong served as a factory manager at Foshan City Dongjian Plastic Materials Factory from March 1993 to January 1999 and served as a manager in the production department of Shunde Liansu Industrial from January 1999 to November 1999.

Mr. Chen Guonan, aged 46, is a vice president of the Group and was appointed as an executive director of the Company on 27 February 2010. He is also a director of various companies in the Group. He is primarily responsible for the management of the quality control of the Group. Mr. Chen has approximately 24 years of experience in the plastic pipe industry. Mr. Chen joined the Group in December 1999 and has held various positions in production management and engineering since joining the Group. Prior to joining the Group, Mr. Chen was a manufacturing engineer in the technology department at Guangdong Province Zhaoqing Gaojiang Plastic Products Co., Limited from July 1989 to July 1993. From July 1993 to September 1999, he was a deputy factory manager at Foshan City Dongjian Plastic Materials Factory. Mr. Chen served as a manager in the production department of Shunde Liansu Industrial from September 1999 to November 1999. Mr. Chen has been a deputy secretary general of Plastic Pipe Special Committee of China Plastics Processing Industry Association since 2005. Mr. Chen obtained a bachelor degree in polymer chemical from South China University of Technology in July 1989.

## 執行董事(續)

賴志強先生，47歲，為本集團副總裁，並於2010年2月27日獲委任為本公司執行董事。彼亦於本集團內多間成員公司擔任董事職務。彼主要負責本集團的生產及技術管理。賴先生於塑料管道行業累積約17年經驗，並於1996年12月至1999年11月擔任順德聯塑實業的車間經理。賴先生於1999年12月加盟本集團，自此曾任生產管理方面的不同職務。

孔兆聰先生，48歲，為本集團副總裁，並於2010年2月27日獲委任為本公司執行董事。彼亦於本集團內多間成員公司擔任董事／總經理／監事職務。孔先生主要負責本集團的國內銷售工作，於塑料管道行業擁有約20年經驗。孔先生於1999年12月加盟本集團，自此於生產管理及銷售方面曾擔任不同職務。於加盟本集團之前，孔先生於1993年3月至1999年1月擔任佛山市東建塑料廠的廠長，並於1999年1月至1999年11月擔任順德聯塑實業的生產部經理。

陳國南先生，46歲，為本集團副總裁，並於2010年2月27日獲委任為本公司執行董事。彼亦於本集團內多間成員公司擔任董事職務。彼主要負責管理本集團的質量控制工作。陳先生於塑料管道行業擁有約24年經驗。陳先生於1999年12月加盟本集團，自此於生產管理及工程方面曾擔任不同職務。於加盟本集團之前，陳先生於1989年7月至1993年7月為廣東省肇慶高江塑料製品有限公司的技術部製造工程師。於1993年7月至1999年9月，彼為佛山市東建塑料廠的副廠長。陳先生於1999年9月至1999年11月擔任順德聯塑實業的生產部經理。陳先生自2005年起擔任中國塑料加工工業協會塑料管道專業委員會副秘書長。陳先生於1989年7月取得華南理工大學頒授的高分子化學學士學位。

## 董事及高級管理人員履歷(續)

## EXECUTIVE DIRECTORS (Continued)

Dr. Lin Shaoquan, aged 38, is a vice president of the Group and was appointed as an executive director of the Company on 27 February 2010. He is also a director of various companies in the Group. Dr. Lin is primarily responsible for the research and development and overseas sales of the Group. Dr. Lin has approximately 11 years of experience in the plastic pipe industry. Dr. Lin joined the Group in July 2002 and has held various positions in research and development and overseas sales since joining the Group. Over the years, Dr. Lin has won various awards including “National May First Labor Medal” by All China Federation of Trade Unions in 2006. Dr. Lin received a doctorate degree in polymer chemical and physics from Sun Yat-sen University in June 2002.

Mr. Huang Guirong, aged 38, is a vice president of the Group and was appointed as an executive director of the Company on 27 February 2010. He is also a director/general manager/supervisor of various companies in the Group. Mr. Huang is primarily responsible for the overall management of the factories and production facilities of the Group and has approximately 17 years of experience in the plastic pipe industry. Mr. Huang joined the Group in December 1999 and has held various positions in production management since joining the Group. Prior to joining the Group, Mr. Huang served as a deputy factory manager at Foshan City Dongjian Plastic Materials Factory from 1996 until 1999 and served as a deputy manager of the plastic production department of Shunde Liansu Industrial from June 1999 to November 1999. Mr. Huang completed a program of marketing from Hubei University of Technology from September 2001 to July 2005.

Mr. Luo Jianfeng, aged 42, was appointed as an executive director of the Company on 2 April 2010. He is also a supervisor of various companies in the Group. Mr. Luo has approximately 20 years of experience in accounting and worked at Shunde City Accounting Firm from July 1993 to March 1996, Guangdong Dezheng Accounting Firm with Limited Liability from April 1996 to December 2001 and Guangdong Gongcheng Accounting Firm from January 2002 to December 2007. Since January 2008, Mr. Luo has been working for Foshan City Zhongzhengcheng Accounting Firm Co., Limited as a certified public accountant. Mr. Luo is a member of The Chinese Institute of Certified Public Accountants and is currently an independent director of Winowner Group Co., Ltd. (stock code: 600681), which is listed on the Shanghai Stock Exchange. Mr. Luo obtained a bachelor degree in economics from Guangdong University of Business Studies in June 1993.

## 執行董事(續)

林少全博士，38歲，為本集團副總裁，並於2010年2月27日獲委任為本公司執行董事。彼亦於本集團內多間成員公司擔任董事職務。林博士主要負責本集團的研發及海外銷售工作。林博士於塑料管道行業擁有約11年經驗。林博士於2002年7月加盟本集團，自此於研發及海外銷售方面曾擔任不同職務。林博士多年來曾獲多個獎項，包括於2006年獲中華全國總工會頒授「全國五一勞動獎章」。林博士於2002年6月在中山大學取得高分子化學與物理博士學位。

黃貴榮先生，38歲，為本集團副總裁，並於2010年2月27日獲委任為本公司執行董事。彼亦於本集團內多間成員公司擔任董事／總經理／監事職務。黃先生主要負責本集團工廠及生產設備的整體管理，並於塑料管道行業擁有約17年經驗。黃先生於1999年12月加盟本集團，自此於生產管理方面曾擔任不同職務。於加盟本集團之前，黃先生於1996年至1999年擔任佛山市東建塑料廠的副廠長，並於1999年6月至1999年11月擔任順德聯塑實業的塑料生產部副經理。黃先生於2001年9月至2005年7月在湖北工業大學完成市場營銷課程。

羅建峰先生，42歲，於2010年4月2日獲委任為本公司執行董事。彼亦於本集團內多間成員公司擔任監事職務。羅先生於會計方面擁有約20年經驗，並於1993年7月至1996年3月任職於順德市會計師事務所、於1996年4月至2001年12月任職於廣東德正有限責任會計師事務所及於2002年1月至2007年12月任職於廣東公誠會計師事務所。自2008年1月起，羅先生一直在佛山市中正誠會計師事務所有限公司擔任註冊會計師。羅先生為中國註冊會計師協會會員，現任上海證券交易所上市公司萬鴻集團股份有限公司(股份代號：600681)的獨立董事。羅先生於1993年6月取得廣東商學院的經濟學學士學位。

## 董事及高級管理人員履歷(續)

## NON-EXECUTIVE DIRECTOR

Mr. Lin Dewei, aged 53, was appointed as a non-executive director of the Company on 27 February 2010. Mr. Lin has approximately 19 years of experience in the legal field and worked as a part-time lawyer at various PRC law firms between 1995 and 2001. Since 2001, Mr. Lin had been practising as a lawyer at Guangdong Everwin Law Office and became a partner at the firm in 2004. Mr. Lin was an arbitrator of the Guangzhou City Arbitration Commission in 2003.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Bai Chongen, aged 50, was appointed as an independent non-executive director of the Company on 27 February 2010. Dr. Bai is currently a Mansfield Freeman professor of economics, an associate dean and chairman of the department of Economics in the School of Economics and Management of Tsinghua University. Dr. Bai is a director of the National Institute for Fiscal Studies at Tsinghua University. Dr. Bai serves as an independent director of CR Yuanta Fund Management Co., Ltd., China-Singapore Suzhou Industrial Park Development Group Co., Ltd. and New China Trust Co., Ltd.. Dr. Bai had been an independent non-executive director of China CITIC Bank Corporation Limited (stock code: 998), which is listed on the Stock Exchange, from December 2006 to October 2012. Dr. Bai obtained a doctorate degree in mathematics from University of California, San Diego in September 1988 and a doctorate degree in economics from Harvard University, US in June 1993.

Mr. Fung Pui Cheung, aged 65, was appointed as an independent non-executive director of the Company on 27 February 2010. Mr. Fung is currently practising as a sole proprietor in the name of P C Fung & Company, a certified public accountants firm, and is a director in Pan-China (H.K.) CPA Limited. Mr. Fung is a Certified Public Accountant, a fellow member of the Hong Kong Institute of Certified Public Accountants, a member of both The Institute of Chartered Accountants in England and Wales and the Certified General Accountants Association of Canada. Mr. Fung obtained a master degree in arts from Antioch University, US in March 1987. Mr. Fung is currently an independent non-executive director and a member of the audit committee of Vantage International (Holdings) Limited (stock code: 15), which is listed on the Stock Exchange. He is a member of the Hong Kong Inland Revenue Department's Users' Committee.

## 非執行董事

林德緯先生，53歲，於2010年2月27日獲委任為本公司非執行董事。林先生於法律行業累積約19年經驗，並於1995年至2001年間在多間中國律師事務所任職兼職律師。自2001年起，林先生一直在廣東法制盛邦律師事務所任職律師，並於2004年成為該律師事務所的合夥人。林先生於2003年為廣州仲裁委員會仲裁員。

## 獨立非執行董事

白重恩博士，50歲，於2010年2月27日獲委任為本公司獨立非執行董事。白博士現時為清華大學經濟管理學院弗里曼經濟學教授、副院長兼經濟學系系主任。白博士為清華大學中國財政稅收研究所所長，並擔任華潤元大基金管理有限公司、中新蘇州工業園區開發集團股份有限公司及新華信託股份有限公司的獨立董事。於2006年12月至2012年10月，白博士曾於聯交所上市的中信銀行股份有限公司(股份代號：998)任獨立非執行董事。白博士於1988年9月取得加利福尼亞大學聖地亞哥分校數學博士學位，以及於1993年6月取得美國哈佛大學經濟學博士學位。

馮培漳先生，65歲，於2010年2月27日獲委任為本公司獨立非執行董事。馮先生現時獨資經營馮培漳會計師事務所及為天健(香港)會計師事務所有限公司的董事。馮先生為香港會計師公會執業會計師兼資深會員、英格蘭及威爾士特許會計師協會會員及加拿大註冊會計師協會會員。馮先生於1987年3月在美國安蒂奧克大學取得文學碩士學位。馮先生現任在聯交所上市的盈信控股有限公司(股份代號：15)獨立非執行董事兼審核委員會成員。彼亦為香港稅務局服務承諾關注委員會的成員。

## 董事及高級管理人員履歷(續)

**INDEPENDENT NON-EXECUTIVE DIRECTORS**  
(Continued)**獨立非執行董事(續)**

Mr. Wong Kwok Ho Jonathan, aged 40, was appointed as an independent non-executive director of the Company on 27 February 2010. Since 2002, Mr. Wong has been practising as a barrister of the High Court in Hong Kong specialising in both civil and criminal litigation. Mr. Wong is a member of The Chartered Institute of Arbitrators. Mr. Wong obtained a bachelor degree in business administration from Hawaii Pacific University in August 1997 and a bachelor degree in law from City University of Hong Kong in November 2001. Mr. Wong received a postgraduate certificate in laws from City University of Hong Kong in July 2002.

王國豪先生，40歲，於2010年2月27日獲委任為本公司獨立非執行董事。自2002年以來，王先生一直在香港高等法院擔任大律師，專責處理民事及刑事訴訟。王先生為英國特許仲裁員學會會員。彼於1997年8月在夏威夷太平洋大學取得工商管理學士學位及於2001年11月在香港城市大學取得法律學士學位。王先生於2002年7月在香港城市大學取得法學專業證書。

Mr. Cheung Man Yu, aged 39, was appointed an independent non-executive director and a member of the audit committee of the Company on 31 December 2012. Mr. Cheung obtained a bachelor degree in arts with major in accountancy from The Hong Kong Polytechnic University and is a member of Hong Kong Institute of Certified Public Accountants. Mr. Cheung has over 15 years of experience in financial management and financial services. Mr. Cheung is currently the vice general manager of a media company in the PRC. Mr. Cheung was employed at the audit department of Ernst & Young, an international accounting firm, from 2000 to 2004. Mr. Cheung had been a vice president or director at the respective investment banking division of BNP Paribas Capital (Asia Pacific) Limited, UBS AG and J.P. Morgan securities (Asia Pacific) Limited from 2004 to 2011. From 2011 to 2012, Mr. Cheung was a vice president of a company which is listed on the Stock Exchange.

張文宇先生，39歲，於2012年12月31日獲委任為本公司獨立非執行董事及審核委員會成員。張先生於香港理工大學取得文學學士學位，主修會計，並為香港會計師公會會員。張先生擁有逾15年財務管理及財務服務經驗。張先生現為中國一間媒體企業副總經理。於2000年至2004年，張先生任職於一間國際會計師事務所—安永會計師事務所審計部。於2004年至2011年，張先生曾先後於法國巴黎資本(亞太)有限公司、瑞士聯合銀行集團及摩根大通證券(亞太)有限公司的投資銀行部擔任副總裁或董事。於2011年至2012年，張先生曾於一間於聯交所上市的公司擔任副總裁。

Mr. Gao Lixin, aged 50, was appointed an independent non-executive director and a member of the nomination committee of the Company on 31 December 2012. Mr. Gao, a senior engineer, obtained a bachelor degree in urban gas energy supply engineering from Chongqing Institute of Architectural Engineering in July 1985. Mr. Gao is currently the head of The Technology Development Promotion Centre of Ministry of Housing and Urban-Rural Development, mainly responsible for technology policies, standards and specifications, research in applied technology in the areas of housing and urban-rural development as well as the assessment of new technology and new product and its promotion.

高立新先生，50歲，於2012年12月31日獲委任為本公司獨立非執行董事及提名委員會成員。高先生為高級工程師，於1985年7月在重慶建築工程學院取得城市燃氣熱能供應工程學士學位。高先生現任住房和城鄉建設部科技發展促進中心處長，主要負責住房和城鄉建設領域技術政策、標準規範、應用技術研究，以及新技術、新產品評估和推廣工作。

## 董事及高級管理人員履歷(續)

**INDEPENDENT NON-EXECUTIVE DIRECTORS**  
(Continued)

Mr. Gao is the deputy head of The Plastic Pipe Experts Team for National Chemical Building Material's Coordination Group, a member of Applied Technology Advisory Committee for New-Type Building Material Products of Ministry of Housing and Urban-Rural Development, deputy secretary-general of Municipal Water Supply and Drainage Standardisation Technical Committee for Ministry of Housing and Urban-Rural Development, a member of Gas Standardisation Technical Committee for Ministry of Housing and Urban-Rural Development, and a member of National Standardisation Technical Committee of Plastic Products.

Mr. Gao has taken part in 6 national programs for science and technology development and key projects in the national science & technology pillar programs such as "Key technology research on new type of pipe network system in the city". He also served as the editor in chief of 7 national and industrial standards, namely "Buried polyethylene piping systems for the supply of gaseous fuels-Part 1: Pipes" (GB 15558.1-2003), "Technical specification for polyethylene fuel gas pipeline engineering" (CJJ 63-2008), "Technical specification for buried plastic pipeline of sewer engineering" (CJJ 143-2010), etc. He published 15 academic papers, and was engaged in 4 preparation work for technical announcements, such as announcement No. 659 "Announcement published by the Ministry of Construction concerning "Eleventh Five-Year" promotion and constraints on prohibited technologies in use (the first batch)" by the Ministry of Construction.

**獨立非執行董事(續)**

高先生為全國化學建材協調組塑料管道專家組副組長、住房和城鄉建設部新型建材製品應用技術專家委員會委員、住房和城鄉建設部市政給水排水標準化技術委員會副秘書長、住房和城鄉建設部燃氣標準化技術委員會委員，以及全國塑料製品標準化技術委員會委員。

高先生先後參加了「城市市政新型管網系統關鍵技術研究」等6項國家科技攻關和科技支撐計劃項目研究，主編了《燃氣用埋地聚乙烯管道系統第1部分：管材》GB 15558.1-2003、《聚乙烯燃氣管道工程技術規程》CJJ 63-2008、《埋地塑料排水管道工程技術規程》CJJ 143-2010等7項國家和行業標準，發表學術論文15篇，參加了建設部公告第659號《建設部關於發佈建設事業「十一五」推廣應用和限制禁止使用技術(第一批)的公告》等4項技術公告制定工作。

董事及高級管理人員履歷(續)

**SENIOR MANAGEMENT**

Mr. Liu Guanggen, aged 32, is a chief financial officer of the Group and is responsible for the Group's overall financial and accounting affairs. Mr. Liu joined the Group in November 2008. Prior to this, he worked as a finance manager in The Industrial and Commercial Bank of China, Shunde Branch from 2004 to 2006, and was a sub-branch manager of The Industrial and Commercial Bank of China, Foshan Shunde Haiqinwan Sub-Branch from 2007 to 2008. Mr. Liu completed a diploma in finance from Southwestern University of Finance and Economics in September 2005 as well as a program in laws at Guangdong University of Business Studies from March 2007 to January 2010.

Mr. Kwan Chi Wai Samuel, aged 36, is a company secretary of the Company. Mr. Kwan has more than 10 years of experience in accounting, auditing and finance. Mr. Kwan joined the Group in June 2010 as secretary on a full time basis. Prior to joining the Group, Mr. Kwan worked in CWCC Certified Public Accountants from March 2000 to November 2004, PricewaterhouseCoopers from November 2004 to October 2007 and Deloitte Touche Tohmatsu from November 2007 to September 2009. The latter two firms are amongst the biggest international accounting firms. Mr. Kwan graduated with a bachelor degree in Commerce from Deakin University of Australia in September 2000 and obtained a master degree in business administration from University of South Australia in August 2012. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and member of the CPA Australia.

**高級管理層**

劉廣根先生，32歲，為本集團財務總監，負責本集團的整體財務及會計事宜。劉先生於2008年11月加盟本集團，之前曾於2004年至2006年任中國工商銀行順德支行財務經理，並於2007年至2008年任中國工商銀行佛山順德海琴灣支行的支行經理。劉先生於2005年9月獲西南財經大學金融學文憑，並於2007年3月至2010年1月完成廣東商學院的法律課程。

關志偉先生，36歲，為本公司的公司秘書。關先生在會計、審計及財務擁有逾10年經驗。關先生在2010年6月加入本集團，全職出任秘書。在加入本集團前，關先生於2000年3月至2004年11月任職陳黃鍾蔡會計師事務所、於2004年11月至2007年10月任職羅兵咸永道會計師事務所，及於2007年11月至2009年9月任職德勤•關黃陳方會計師行。後兩家會計師行屬最大國際會計師行之列。關先生於2000年9月在澳洲迪肯大學畢業，取得商業學士學位及於2012年8月在南澳大學取得工商管理碩士學位。彼為香港會計師公會資深會員及澳洲會計師公會會員。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### CORPORATE GOVERNANCE PRACTICES

China Lesso is always committed to maintaining high standards of corporate governance practices and business ethics of the Group. The Board believes in good corporate governance practices and business ethics which are essential for achieving sustainable development, establishing investors' confidence in the Company and safeguarding and enhancing the interests of the Shareholders.

In pursuit of good and high standard of corporate governance practices, the Board reviews the corporate governance practices of the Company from time to time so as to meet the expectations of the Shareholders for continual improvement, comply with increasingly stringent regulatory requirements and fulfill its commitment of pursuing excellent corporate governance. In the opinion of the directors, the Company complied with all the applicable code provisions of the Code during the year, except that one of the independent non-executive directors was unable to attend the annual general meeting ("AGM") of the Company held on 31 May 2013 (as provided for the Code A.6.7) due to other business engagements.

### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as the code governing securities transactions by directors of the Company. Having made specific enquiry to the directors, all of them confirmed that they have complied with the required standard as set out in the Model Code throughout the year. The Model Code is also applicable to other specific senior management officers of the Company. The directors and chief executive's interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations are disclosed in the Directors' Report on pages 41 to 42.

### BOARD

#### THE COMPOSITION OF THE BOARD

The Board currently comprises 15 directors, including 9 executive directors, 1 non-executive director and 5 independent non-executive directors. The term of office of each of the above directors is 3 years or within 3 years.

### 企業管治常規

中國聯塑一直致力保持本集團高水平的企業管治常規及商業道德。董事會相信，良好的企業管治常規及商業道德，是達致可持續發展、建立投資者對本公司的信心以及保障和提升股東權益的關鍵。

為追求良好而高水平的企業管治常規，董事會不時檢討本公司的企業管治常規，以達到股東對更臻完善的期望、遵守日趨嚴謹的監管規定，並且履行其對追求卓越企業管治的承諾。董事認為，除一名獨立非執行董事因其他業務的緣故無法出席本公司於2013年5月31日舉行的股東週年大會（「股東週年大會」）（按照守則第A.6.7條的規定）外，年內本公司已遵守守則中的所有適用守則條文。

### 董事進行證券交易之標準守則

本公司已採納標準守則作為本公司董事進行證券交易之守則。經向董事特定查詢後，所有董事確認彼等於年內一直遵守標準守則所載之規定標準。標準守則亦應用於本公司其他特定之高級管理人員。董事及行政總裁於本公司及其相聯法團的股份、相關股份及債權證的權益及淡倉於第41至42頁的董事會報告中披露。

### 董事會

#### 董事會組成

董事會現時由十五名董事組成，包括九名執行董事，一名非執行董事，以及五名獨立非執行董事，以上董事任期均為三年或三年內。

企業管治報告(續)

**BOARD (Continued)**

**THE COMPOSITION OF THE BOARD (Continued)**

Pursuant to the articles of association of the Company (the “Articles”), any director appointed to fill a casual vacancy or as an addition to the existing directors shall hold office only until the next annual general meeting of the Company and shall then be eligible for re-election at that meeting. In addition, at every annual general meeting of the Company, not less than one-third of the directors for the time being shall retire from office by rotation provided that every director shall be subject to retirement by rotation at least once every three years. If there exists any relationship among the members of the Board, including financial, business, family or other material/relevant relationship, the disclosure has been published in the sections headed “Biographical Details of Directors and Senior Management” and “Directors and Chief Executive’s Interests and Short Positions in Shares, Underlying Shares and Debentures” of the Directors’ Report.

**CHAIRMAN AND CHIEF EXECUTIVE**

To segregate the management of the Board from the daily management and business operations of the Group effectively, the post of chairman and the chief executive are held by Mr. Wong Luen Hei and Mr. Zuo Manlun, respectively. One of the important duties of the chairman is to lead the Board to ensure the Board always acts in the best interests of the Group. The chairman shall ensure the effective operation of the Board and fully perform his/her duties and ensure all important issues are discussed at Board meetings in a timely manner. All directors will be consulted for any proposed items in the agenda. The chairman has delegated the drafting of the agenda of each Board meeting to the chief executive and the company secretary. With the assistance of the chief executive and the company secretary, the chairman aims to ensure all directors are adequately briefed on any issues put forward at a Board meeting and receive sufficient and reliable information in a timely manner.

**NON-EXECUTIVE DIRECTOR**

Non-executive director provides various expertise and experiences and conduct reviews and maintain balance to safeguard the interests of the Group and the Shareholders. He participates in Board meetings and committee meetings and makes independent judgements on issues related to the Group’s strategies, performance, interest conflicts and management process so as to ensure the interests of all Shareholders are properly considered.

**董事會(續)**

**董事會組成(續)**

根據本公司的組織章程細則(「章程細則」)，如任何董事獲委任以填補臨時空缺，或獲委任加入現任董事會為新董事，則任期僅至本公司下屆股東週年大會為止，其時，彼等即合資格於有關大會上重選。此外，於本公司每屆股東週年大會上，應有不少於當時董事人數三分之一的董事輪席告退，惟每名董事須至少每三年輪席告退一次。倘董事會成員之間存有任何關係，包括財務、業務、家屬或其他重大／相關的關係，有關披露已刊載於「董事及高級管理人員履歷」及董事會報告的「董事及行政總裁於股份、相關股份及債權證的權益及淡倉」各節內。

**主席及行政總裁**

為有效區分董事會管理與本集團之日常管理及業務營運，主席由黃聯禧先生擔任及行政總裁由左滿倫先生擔任。主席之其中一項重要職能乃領導董事會，以確保董事會一直以本集團之最佳利益行事。主席須確保董事會有效運作，完全履行其職責，並確保所有重大問題能及時於董事會會議討論。就任何載於議程之建議事項，全體董事均獲得諮詢。主席已將每次董事會會議議程起草之責任委託予行政總裁及公司秘書。在行政總裁及公司秘書之協助下，主席旨在確保全體董事已適當了解任何董事會會議上提呈之問題，並已及時收到充分及可靠之信息。

**非執行董事**

非執行董事提供各項專業知識和經驗，並進行核查與維持平衡，以維護本集團及股東之利益。彼參與董事會會議及各委員會會議，對涉及本集團之策略、表現、利益衝突及管理過程之問題作出獨立判斷，以確保全體股東之利益獲得適當考慮。



## 企業管治報告(續)

**BOARD (Continued)****INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Company has received annual confirmations made by each of the independent non-executive directors under Rule 3.13 of the Listing Rules regarding their independence. The Company regarded all independent non-executive directors as independent parties in accordance with the terms of the independence guidelines set out in Rule 3.13 of the Listing Rules.

**DUTIES OF THE BOARD**

The Board shoulders the responsibility of providing effective, responsible and reliable leadership to the Group. The Board exercises its rights in management decision on the aspects of the Company's development strategy, management structure, investment and financing, planning, financial and control and personnel in accordance with the requirements of the Code.

The Company appointed Ernst & Young as the Company's independent auditor to review the interim results for the six months ended 30 June 2013 and to audit the annual results for the year ended 31 December 2013. The directors of the Company acknowledge their responsibility for preparing the financial statements of the annual report and the interim report. In preparing the financial statements for the year ended 31 December 2013, the directors have selected and applied appropriate accounting policies and have made prudent and reasonable judgements and estimates in accordance with Hong Kong Financial Reporting Standards.

The declaration of reporting responsibility issued by the external auditor of the Company on the Company's financial statements is set out in the Independent Auditors' Report on pages 54 to 55.

**CORPORATE GOVERNANCE FUNCTIONS**

The Board is responsible for performing the corporate governance duties including:

- (a) to develop and review the Company's policies and practices on corporate governance;
- (b) to review and monitor the training and continuous professional development of Directors and senior management;
- (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- (e) to review the Company's compliance with Appendix 14 to the Listing Rules (Corporate Governance Code and Corporate Governance Report).

**董事會(續)****獨立非執行董事**

本公司已收到各獨立非執行董事根據上市規則第3.13條就其獨立性而作出的年度確認函。本公司根據上市規則第3.13條所載獨立指引條款視全體獨立非執行董事為獨立人士。

**董事會職責**

董事會肩負向本集團提供有效及負責可靠的領導責任。董事會在本公司發展戰略、管理架構、投資及融資、計劃、財務監控、人事等方面依照守則的規定行使管理決策權。

本公司已經聘請安永會計師事務所為本公司獨立核數師，就截至2013年6月30日止6個月的中期業績進行審閱，及就截至2013年12月31日止年度的全年業績進行審核。本公司董事承認彼等有編製年報及中期報告的財務報表的責任。在編製截至2013年12月31日止年度財務報表時，董事已根據香港財務報告準則揀選及運用合適的會計政策及作出審慎合理的判斷和估計。

本公司外聘核數師就本公司財務報表作出的匯報責任聲明刊載於第54至55頁的獨立核數師報告內。

**企業管治功能**

董事會負責履行的企業管治職務包括：

- (a) 發展及檢討本公司企業管治政策及常規；
- (b) 檢討及監督董事及高級管理人員的培訓及持續專業發展；
- (c) 檢討及監督本公司在遵守法律及監管規定方面的政策及常規；
- (d) 發展、檢討及監督適用於僱員及董事的操守準則及合規手冊(如有)；及
- (e) 檢討本公司遵守上市規則附錄十四(企業管治守則及企業管治報告)之情況。

## 企業管治報告(續)

## BOARD (Continued)

## BOARD AND GENERAL MEETINGS

For the year ended 31 December 2013, the Board convened five meetings to review operating performance and funding requirement, recent market conditions, considered and approved the Group's overall strategy, audited annual results for the year ended 31 December 2012 and reviewed interim results for the six months ended 30 June 2013.

The chairman of the Board and the chairman of the audit committee, the nomination committee and the remuneration committee, attended the AGM of the Company held on 31 May 2013.

The table below sets out the attendance of all members of the Board at the meetings held in 2013:

## 董事會(續)

## 董事會會議及股東大會

截至2013年12月31日止年度，董事會召開五次會議，以審閱營運表現、資金需求及最近市況，以考慮和批准本集團之整體策略、截至2012年12月31日止年度的經審核全年業績及截至2013年6月30日止6個月的經審閱中期業績。

董事會主席及審核委員會、提名委員會及薪酬委員會的主席均有出席本公司於2013年5月31日舉行的股東週年大會。

下表載列2013年董事會各成員的出席會議情況：

Directors	董事	AGM 股東週年大會	Board 董事會	Meetings attended/eligible to attend <sup>(a)</sup> 出席次數/合資格出席的次數 <sup>(a)</sup>		
				Audit Committee 審核委員會	Nomination Committee 提名委員會	Remuneration Committee 薪酬委員會
<b>Executive directors</b>	<b>執行董事</b>					
Wong Luen Hei	黃聯禧	1/1	5/5	–	2/2	2/2
Zuo Manlun	左滿倫	1/1	5/5	–	2/2	2/2
Zuo Xiaoping	左笑萍	1/1	4/5	–	–	–
Lai Zhiqiang	賴志強	1/1	5/5	–	–	–
Kong Zhaocong	孔兆聰	1/1	5/5	–	–	–
Chen Guonan	陳國南	1/1	5/5	–	–	–
Lin Shaoquan	林少全	1/1	5/5	–	–	–
Huang Guirong	黃貴榮	1/1	3/5	–	–	–
Luo Jianfeng	羅建峰	1/1	5/5	–	–	–
<b>Non-executive director</b>	<b>非執行董事</b>					
Lin Dewei	林德緯	1/1	5/5	2/2	–	–
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>					
Bai Chongen	白重恩	1/1	5/5	–	2/2	2/2
Fung Pui Cheung	馮培漳	1/1	5/5	2/2	2/2	2/2
Wong Kwok Ho Jonathan	王國豪	0/1	3/5	1/2	0/2	0/2
Cheung Man Yu	張文宇	1/1	5/5	2/2	–	–
Gao Lixin	高立新	1/1	5/5	–	2/2	–

Notes:

(a) Directors may attend meetings in person, by phone or through other means of video conference in accordance with the Articles.

(b) There was no other general meeting held in 2013.

附註：

(a) 根據章程細則規定，董事均可親身、透過電話或其他視像會議途徑出席大會。

(b) 於2013年內，概無其他股東大會舉行。

## 企業管治報告(續)

### BOARD (Continued)

#### BOARD AND GENERAL MEETINGS (Continued)

The Company gives proper notices of Board meeting to directors and the procedure of Board meetings is in compliance with the Articles and the relevant rules and regulations. The agenda and the relevant documents will be provided to all directors in a timely manner. The chairman will give a proper briefing to all directors on items to be put forward at a Board meeting. To ensure compliance with the procedure of Board meetings and all applicable rules and regulations, all directors may gain a full understanding of all relevant data in a timely manner and may receive advice and services from the company secretary. The minutes of Board meetings are kept by the company secretary and are available for inspection by directors and the auditor of the Company.

#### TRAINING AND SUPPORT FOR DIRECTORS

The directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company would provide a comprehensive induction package covering the summary of the responsibilities and obligations of a director of a Hong Kong listed company, the Company's constitutional documents and the Guides on Directors' Duties issued by the Hong Kong Companies Registry to each newly appointed director to ensure his/her sufficient awareness of good corporate governance practices.

The company secretary reports from time to time the latest changes and development of the Listing Rules, corporate governance practices and other regulatory regime to the directors with written materials, as well as organise seminars on the professional knowledge and latest development of regulatory requirements related to director's duties and responsibilities.

In 2013, the Company invited The Hong Kong Institute of Directors to give an introduction on the latest changes to the regulatory requirements of "Update on SFC Guidelines on Disclosure of Inside Information" to Board members, allowing all directors to clearly recognise the requirements of the responsibilities of directors under the new regulations, thus ensuring that the directors comply with these regulations and further enhancing their awareness on the directors' duties under the SFO and the Listing Rules.

### 董事會(續)

#### 董事會會議及股東大會(續)

本公司向董事發出恰當的董事會會議通告，而董事會會議程序均遵守章程細則及相關規則及條例。議程及相關文件會按時向全體董事發出。主席會就董事會會議上提出的事項向全體董事作適當簡報。為確保符合董事會會議程序及所有適用規則及規定，所有董事均可及時全面地瞭解所有相關數據，並可獲公司秘書提供意見及服務。董事會會議記錄由公司秘書保存，可供董事及本公司核數師查閱。

#### 董事培訓及支援

本公司鼓勵董事參與持續專業發展，發展並更新彼等之知識及技能。本公司向每名新委任的董事提供全面的就任資料文件，涵蓋香港上市公司董事之職責及義務概要、本公司之組織章程文件以及香港公司註冊處發出的董事責任指引，確保有關董事充分知悉最佳企業管治常規。

公司秘書不時向董事匯報上市規則、企業管治常規以及其他監管制度之最新變動及發展並提供相關書面資料，亦安排講座講解有關董事職務及職責之專業知識及監管規定的最新發展。

於2013年，本公司特別邀請香港董事學會向董事會成員介紹「證監會內幕消息披露指引更新情況」的最新監管條例修訂內容，讓全體董事清楚認知新法規下的董事職責要求，以確保董事遵守該等法規及進一步提高其對證券及期貨條例及上市規則項下的董事責任的意識。

## 企業管治報告(續)

## BOARD (Continued)

## TRAINING AND SUPPORT FOR DIRECTORS (Continued)

Apart from the above training offered by the Company, based on the training records provided to the Company by the directors, the directors also participated in the following trainings during 2013:

Directors	董事	Type of trainings 培訓類型
<b>Executive directors</b>	<b>執行董事</b>	
Wong Luen Hei	黃聯禧	A, C
Zuo Manlun	左滿倫	A, C
Zuo Xiaoping	左笑萍	A, C
Lai Zhiqiang	賴志強	A, C
Kong Zhaocong	孔兆聰	A, C
Chen Guonan	陳國南	A, C
Lin Shaoquan	林少全	A, C
Huang Guirong	黃貴榮	A
Luo Jianfeng	羅建峰	A, C
<b>Non-executive director</b>	<b>非執行董事</b>	
Lin Dewei	林德緯	A, B, C
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>	
Bai Chongen	白重恩	A, B, C
Fung Pui Cheung	馮培漳	A
Wong Kwok Ho Jonathan	王國豪	C
Cheung Man Yu	張文宇	A, C
Gao Lixin	高立新	A, B, C

A: attending seminars and/or conferences and/or forums

B: delivering talks at seminars and/or conferences and/or forums

C: reading information, newspapers, journals and materials relating to the responsibilities of directors, economy, fiscal, financial, investments and business of the Company

## 董事會(續)

## 董事培訓及支援(續)

除了上述由本公司提供的培訓外，根據董事向本公司提供的培訓記錄，於2013年，董事亦有參與以下培訓：

A: 出席研究會及/或會議及/或論壇

B: 於研究會及/或會議及/或論壇發言

C: 閱讀有關董事職責、經濟、金融、財經、投資及與本公司業務的資訊、報章、刊物及資料

## COMPANY SECRETARY

The company secretary reports to the Board so as to ensure compliance with the procedure of the Board and ensure the Board is fully briefed on all legislations, regulations and corporate governance development and has considered their opinions when making a decision. The company secretary is also directly responsible for the Group's compliance with its continuing obligations under the Listing Rules, Hong Kong Codes on Takeovers and Mergers and Share Repurchases, Companies Ordinance, SFO and other applicable laws, rules and regulations.

## 公司秘書

公司秘書乃向董事會匯報，以確保已遵從董事會程序，並確保董事會已就全部法例、法規和企業管治發展獲得全面簡報，且董事會作出決定時已考慮彼等之意見。公司秘書亦直接負責本集團遵守上市規則、香港公司收購、合併及股份回購守則、公司條例、證券及期貨條例以及其他適用法律、規則及規例下之持續責任。

## 企業管治報告(續)

### BOARD (Continued)

#### COMPANY SECRETARY (Continued)

During the year ended 31 December 2013, the company secretary has received no less than 15 hours of relevant professional training to refresh his knowledge and skills.

#### INDEMNIFICATION OF DIRECTORS AND OFFICERS

The directors and officers are indemnified under a directors' and officers' liability insurance against any liability incurred by them in the discharge of their duties while holding office as the directors and officers of the Company. The directors and officers shall not be indemnified where there is any fraud, breach of duty or breach of trust proven against them.

### BOARD COMMITTEES

The Board has delegated various responsibilities to certain committees under its supervision, including the Company's audit committee ("Audit Committee"), remuneration committee ("Remuneration Committee") and nomination committee ("Nomination Committee") (collectively known as "Board Committees"). Board Committees can engage intermediaries to provide professional opinions and the reasonable expenses incurred as a result are borne by the Company.

#### AUDIT COMMITTEE

The Audit Committee comprises four members, namely Mr. Fung Pui Cheung (chairman of the Audit Committee and independent non-executive director), Mr. Lin Dewei (non-executive director), Mr. Wong Kwok Ho Jonathan and Mr. Cheung Man Yu (both are independent non-executive directors). The major responsibility of the Audit Committee is to conduct independent and objective audit of the truth and accuracy of the Group's economic operation and financial activities, financial policies, financial procedures, internal control, external audit, internal audit, financial information reporting and financial data and assist the Board in discharging its relevant duties.

The Audit Committee shall convene at least two meetings each year. In 2013, the Audit Committee convened two meetings. The attendance record of the meetings is set out on a named basis on page 16.

### 董事會(續)

#### 公司秘書(續)

於截至2013年12月31日止年度，公司秘書已接受不少於15小時的相關專業培訓，以更新其知識及技能。

#### 董事及行政人員的彌償

根據一項董事及行政人員責任保險，董事及行政人員就其擔任本公司董事及行政人員履行職責時招致的任何法律責任，均可獲彌償。如證明董事及行政人員有任何欺詐、違反責任或違反信託的行為，彼等則不獲彌償。

### 董事委員會

董事會已將各種職責分派予董事會屬下若干委員會，包括本公司之審核委員會(「審核委員會」)、薪酬委員會(「薪酬委員會」)以及提名委員會(「提名委員會」)(統稱為「董事委員會」)。董事委員會可以聘請中介機構提供專業意見，所產生的合理費用由本公司承擔。

#### 審核委員會

審核委員會由四名成員組成，即獨立非執行董事馮培漳先生(審核委員會主席)、非執行董事林德緯先生、王國豪先生及張文宇先生(均為獨立非執行董事)。審核委員會的主要職責是就本集團的經濟運行和財務活動、財務政策、財務程序、內部控制、外部審計、內部審計、財務信息報告和財務數據的真實準確性進行獨立及客觀的審核，協助董事會履行其相關職責。

審核委員會須每年至少召開會議兩次。於2013年，審核委員會召開了兩次會議。該等會議之出席記錄(以列名形式)載列於第16頁。

企業管治報告(續)

**BOARD COMMITTEES (Continued)**

**AUDIT COMMITTEE (Continued)**

The following is a summary of work performed by the Audit Committee during 2013:

- review of the annual report and the annual results announcement for the year ended 31 December 2012, with a recommendation to the Board for approval;
- review of Ernst & Young's confirmation of independence and its report for the Audit Committee for the year ended 31 December 2012, with a recommendation to the Board for the re-appointment of Ernst & Young at the 2013 annual general meeting;
- review of continuing connected transactions;
- review of the Group internal audit reports;
- review of the interim report and the interim results announcement for the six months ended 30 June 2013, with a recommendation to the Board for approval;
- review and approval of Ernst & Young's report for the Audit Committee for the six months ended 30 June 2013;
- consideration and approval of audit and non-audit services;
- review of the corporate governance report for the year ended 31 December 2012 and the corporate governance disclosures for the six months ended 30 June 2013, with recommendations to the Board for approval; and
- review of the annual report on effectiveness of internal controls under the Code, with a recommendation to the Board for approval.

Subsequent to the year end, the Audit Committee reviewed the annual report and annual results announcement for the year ended 31 December 2013 with a recommendation to the Board for approval.

**董事委員會(續)**

**審核委員會(續)**

以下為審核委員會於2013年內的工作概要：

- 審閱截至2012年12月31日止年度的年報及年度業績公告，並建議董事會通過；
- 檢討安永會計師事務所的獨立性確認文件及其致審核委員會截至2012年12月31日止年度的報告，並向董事會建議於2013年股東週年大會上重新委任安永會計師事務所；
- 審閱持續關連交易；
- 審閱本集團內部審計報告；
- 審閱截至2013年6月30日止六個月的中期報告及中期業績公告，並建議董事會通過；
- 檢討及通過安永會計師事務所致審核委員會截至2013年6月30日止六個月的報告；
- 考慮並通過審計及非審計服務；
- 審閱截至2012年12月31日止年度的企業管治報告及截至2013年6月30日止六個月的企業管治披露，並建議董事會通過；及
- 根據守則審閱年報內部監控的成效，並建議董事會通過。

於年度結束後，審核委員會審閱截至2013年12月31日止年度的年報及年度業績公告，並建議董事會通過。

## 企業管治報告(續)

## BOARD COMMITTEES (Continued)

## EXTERNAL AUDITORS

For the year ended 31 December 2013, the service fees paid or payable by the Group to the external auditors are set out as follows:

		RMB million 人民幣百萬元
Annual audit services	年度審計服務	4.3
Non-audit services <sup>#</sup>	非審計服務 <sup>#</sup>	3.6
<b>Total</b>	<b>總計</b>	<b>7.9</b>

<sup>#</sup> The non-audit service fees paid or payable to the external auditors were mainly for reviewing the Company's interim results and providing advice on matters in relation to taxation and information technology. The provision of these services by external auditors were cost effective and efficient due to their professional knowledge.

## REMUNERATION COMMITTEE

The Remuneration Committee comprises five members, namely Mr. Fung Pui Cheung (chairman of the Remuneration Committee and independent non-executive director), Mr. Wong Luen Hei (executive director), Mr. Zuo Manlun (executive director), Dr. Bai Chongen and Mr. Wong Kwok Ho Jonathan (both are independent non-executive directors).

The Remuneration Committee is mainly responsible for studying and formulating the Company's remuneration policy and incentive mechanism and is responsible for formulating the standards for the appraisal of the Company's directors and senior management and conducting appraisals.

In order to determine the level of remuneration and fees paid to members of the Board, market rates and factors such as each director's workload, responsibility and job complexity are taken into account. The following factors are considered when determining the remuneration packages of directors and senior management:

- business requirements;
- individual performance and contribution to results;
- company performance and profitability;
- retention considerations and the potential of individuals;
- changes in relevant markets, including supply and demand fluctuations and changes in competitive conditions; and

## 董事委員會(續)

## 外聘核數師

截至2013年12月31日止年度，本集團向外聘核數師已支付或應付之服務費用載列如下：

<sup>#</sup> 已付或應付外聘核數師的非審計服務費，主要屬審閱本公司的中期業績及就有關稅務及資訊科技的事宜提供意見。基於外聘核數師的專業知識，由其提供該等服務具成本效益及效率。

## 薪酬委員會

薪酬委員會由五名成員組成，即獨立非執行董事馮培漳先生(薪酬委員會主席)、執行董事黃聯禧先生、執行董事左滿倫先生、白重恩博士和王國豪先生(均為獨立非執行董事)。

薪酬委員會的主要職責是負責研究與制訂本公司的薪酬政策和激勵機制，以及負責制訂本公司董事與高級管理人員的考核標準並進行考核。

釐定董事會成員的薪酬及袍金水平時，本公司會將市場水平及每位董事的工作量、職責及工作複雜程度等因素一併考慮。釐定董事及高級管理人員薪酬時乃考慮下列因素：

- 業務需要；
- 個別董事的表現及對業績的貢獻；
- 公司業績與盈利；
- 留任因素與個人潛能；
- 有關市場上供求波動及競爭環境轉變等變動；及

企業管治報告(續)

**BOARD COMMITTEES (Continued)**

**REMUNERATION COMMITTEE (Continued)**

- general economic situation.

During the review process, no individual director is involved in decisions relating to his/her own remuneration.

The Remuneration Committee shall convene at least one meeting each year. In 2013, the Remuneration Committee convened two meetings and made the recommendation of the remuneration packages for directors and senior management to the Board. The attendance record of the meetings is set out on a named basis on page 16.

Details of directors' remuneration and five highest paid employees are set out in note 8 to the financial statements. In addition, the remuneration of the three senior management fell within the band of less than RMB1 million.

**NOMINATION COMMITTEE**

The Nomination Committee comprises six members, namely Mr. Wong Luen Hei (chairman of the Nomination Committee and executive director), Mr. Zuo Manlun (executive director), Mr. Fung Pui Cheung, Dr. Bai Chongen, Mr. Wong Kwok Ho Jonathan and Mr. Gao Lixin (all of them are independent non-executive directors). The major duty of the Nomination Committee is to study and make recommendations on the candidates, selection criteria and procedure in respect of the Company's directors and senior management.

The Company follows a formal, fair and transparent procedure for the appointment of new directors to the Board. The Nomination Committee reviews the structure, size and composition of the Board, identifies suitable candidates if necessary and makes recommendations to the Board.

The Nomination Committee shall convene at least one meeting each year. In 2013, the Nomination Committee convened two meetings. The Nomination Committee reviewed the structure, size and composition of the Board, recommended the Board on the list of retiring directors for re-election at the annual general meeting on 31 May 2013, and reviewed the independence of all independent non-executive directors. The Nomination Committee formulated the Board diversity policy and recommended to the Board for approval. The attendance record of the meetings is set out on a named basis on page 16.

**董事委員會(續)**

**薪酬委員會(續)**

- 整體經濟環境。

董事概不會在檢討過程中參與釐定其本身的酬金。

薪酬委員會須每年至少召開會議一次。於2013年，薪酬委員會召開了兩次會議並向董事會就董事及高級管理層的薪酬方案提出推薦建議。該等會議之出席記錄(以列名形式)載列於第16頁。

有關董事薪酬及五名最高薪酬僱員的詳情載於財務報表附註8。此外，三名高級管理層之酬金範圍為少於人民幣100萬元。

**提名委員會**

提名委員會由六名成員組成，即黃聯禧先生(提名委員會主席兼執行董事)、左滿倫先生(執行董事)、馮培漳先生、白重恩博士、王國豪先生及高立新先生(均為獨立非執行董事)。提名委員會的主要職責是就本公司董事及高級管理人員的建議人選、選擇標準及程序進行研究並提出推薦建議。

本公司遵循一套正式、公平及透明的程序委任新董事加入董事會。提名委員會審閱董事會的架構、規模及組成，物色適合的人選(如有需要)，並向董事會提出推薦建議。

提名委員會須每年至少召開會議一次。於2013年，提名委員會召開了兩次會議。提名委員會檢討董事會的架構、規模及組成，就2013年5月31日之股東週年大會上膺選連任的退任董事名單向董事會提出推薦建議，並審閱全體獨立非執行董事的獨立性。提名委員會制訂董事會成員多元化政策，並建議董事會通過。該等會議之出席記錄(以列名形式)載列於第16頁。



## 企業管治報告(續)

## BOARD COMMITTEES (Continued)

## BOARD DIVERSITY POLICY

The Board has adopted a Board Diversity Policy in September 2013 which sets out the approach to achieve diversity on the Board.

The Company recognises that increasing diversity at the Board level will support the attainment of the Company's strategic objectives and sustainable development. The Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and other qualities. The Company will also take into consideration its own business model and specific needs from time to time in determining the optimum composition of the Board. The Nomination Committee will review the Board Diversity Policy, as appropriate, to ensure its continued effectiveness from time to time.

As at the date of this report, the Board comprises 15 directors. One of them is a female. One third of the Board members are independent non-executive directors, thereby promoting critical review and control of the management process. The composition of the Board reflects the necessary balance of skills, professional experience and knowledge for effective leadership of the Company.

## INTERNAL CONTROL

The Board is solely responsible for maintaining sound and effective internal control of the Group. For the year ended 31 December 2013, the Board has reviewed the effectiveness of the internal control system in the aspects of finance, operation, compliance control and risk management functions with the assistance of the Audit Committee. The Group's internal control includes the establishment of a management structure that defines the authority to help the Group achieve its business targets, protect assets to prevent unauthorised embezzlement or handling, ensuring maintaining proper accounting records as reliable financial data for internal use and publication and ensuring compliance with the relevant laws and regulations. The system aims to provide reasonable (but not absolute) assurance that there are no material misstatements or losses and manage (but not completely eliminate) the risks of the Group's operating system failure and failure to achieve business objectives. Having reviewed the Group's internal control report, the Board considers the internal control system effective and appropriate.

## 董事委員會(續)

## 董事會成員多元化政策

董事會於2013年9月採納《董事會成員多元化政策》，該政策載列達致董事會成員多元化的方法。

本公司知悉董事會層面日益多元化將為達成本公司策略目標及可持續發展提供支持。本公司藉考慮多項因素，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及其他資格，務求達致董事會成員多元化。本公司決定董事會最佳成員組合時，亦將不時考慮其本身業務模式及具體需要。提名委員會將(視適用情況而定)審閱《董事會成員多元化政策》，確保其不時持續有效。

於本報告日期，董事會包括十五名董事。其中一名為女性。董事會成員其中三分之一為獨立非執行董事，藉以作出批判檢討及監控管理過程。董事會的組成反映本公司在達致有效領導所需的技能、專業經驗及知識方面取得必要平衡。

## 內部控制

董事會全權負責維持本集團良好有效的內部控制。於截至2013年12月31日止年度，董事會已在審核委員會之協助下，對本集團內控制度於財務、營運、合規控制及風險管理職能方面的成效進行審查。本集團的內部控制包括建立界定權限的管理架構，以協助本集團達致其商業目標、保護資產以防未經授權挪用或處理、確保置存適當的會計記錄作為可靠的財務數據供內部使用或刊印發行，並確保符合相關法律及規例。該系統旨在合理地(但並非絕對地)保證並無重大失實陳述或損失，並管理(但並非完全消除)本集團營運系統失誤及未能實現業務目標的風險。於審閱本集團的內控報告後，董事會認為該內部控制系統乃屬有效及適當。

企業管治報告(續)

## INTERNAL CONTROL (Continued)

The Group has formulated a “whistleblowing policy” whereby employees can report any matters to the Chairman or the Audit Committee secretly by sending electronic mails to the designated address or by phone. Such matters may include misconduct, irregular conduct or fraud regarding financial matters and accounting practices without fear of being accused. Any Shareholder or stakeholder can also report similar concerns in writing or verbally in confidence to the Audit Committee.

## THE SHAREHOLDERS’ RIGHTS

### CONVENING OF EXTRAORDINARY GENERAL MEETINGS ON REQUISITION BY THE SHAREHOLDERS

Pursuant to the Articles, the Shareholder(s) may request for the convening of extraordinary general meetings following the procedures below:

- Any two or more Shareholder(s) or any one Shareholder which is a recognised clearing house (or its nominee(s)) may request for the convening of extraordinary general meetings by written requisition deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office. The requisition shall specify the object of the meeting and be signed by the requisitioner(s), and such requisitioner(s) must hold as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at the general meeting of the Company.
- The Board shall proceed to convene the extraordinary general meeting within 21 days from the date of deposit of the requisition.
- If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitioner(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the extraordinary general meeting in the same manner, as nearly as possible, as that in which the meeting may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition. All reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

## 內部控制(續)

本集團制訂「舉報政策」，據此，僱員可發送電子郵件至指定電郵地址或以電話方式秘密向主席或審核委員會舉報任何事項，包括財務事宜及會計實務方面之行為失當、不正當行為或欺詐，而無需擔心被指責。任何股東或權益持有人亦可秘密以書面或口頭方式向審核委員會舉報類似事宜。

## 股東之權利

### 由股東請求召開股東特別大會

根據章程細則，股東可通過下列程序請求召開股東特別大會：

- 任何兩名或以上的股東，或任何一名身為認可結算所(或其代名人)的股東可提交書面請求書要求召開股東特別大會，請求書須遞交至本公司的香港主要辦事處，或倘本公司不再設立該主要辦事處，則遞交至註冊辦事處。請求書須註明會議目的，並由請求人簽署，而該一名或多名請求人於遞交請求書當日，須持有有權於本公司股東大會上投票之本公司足繳股本不少於十分之一。
- 請求書遞交日期起21天內，董事會應召開股東特別大會。
- 倘董事會於遞交請求書日期起21天內並無正式召開須於隨後21天內召開之會議，則該一名或多名請求人或當中任何代表其總投票權半數以上之人士可自行召開股東特別大會，會議須以最接近董事會召開該會議的相同方式舉行，惟因此而召開之任何會議不得於遞交請求書日期起計三個月屆滿後舉行。請求人因董事會未能召開會議而招致的所有合理開支將由本公司償付。

## 企業管治報告(續)

## THE SHAREHOLDERS' RIGHTS (Continued)

## CONVENING OF EXTRAORDINARY GENERAL MEETINGS ON REQUISITION BY THE SHAREHOLDERS (Continued)

- An extraordinary general meeting called for the passing of a special resolution shall be called by not less than 21 days' notice in writing and any other extraordinary general meeting shall be called by not less than 14 days' notice in writing. The notice of the meeting shall specify the time, place, and agenda of the meeting, particulars of the resolutions to be considered and in the case of special business, the general nature of that business.

## PROCEDURES FOR DIRECTING THE SHAREHOLDERS' ENQUIRIES TO THE BOARD

The Shareholders may put forward their enquiries about the Company to the Board at the Company's principal place of business in Hong Kong or by email or through the Company's investor relations whose contact details are provided in the "Corporate Information" section of this Annual Report. In addition, the Shareholders can contact Computershare Hong Kong Investor Services Limited, the Company's branch share registrar, if they have any enquiries about their shareholdings and entitlements to dividend.

## RELATIONSHIP WITH INVESTORS AND THE SHAREHOLDERS

The Company endeavours to maintain a high level of transparency in communication with the Shareholders and investors in general. Communication between the Company and the Shareholders is conducted through various channels, including interim and annual reports, information published on the websites of the Stock Exchange and the Company and general meetings. The Company encourages the Shareholders to attend the Company's general meetings. The Group's financial and other information is also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.lesso.com](http://www.lesso.com)).

The Company's senior management endeavours to maintain an open dialogue channel with the investment sector to ensure they have a thorough understanding of the Company and its operations and strategies. The Company has emphasised the importance of the function of investor relations, engaged a dedicated independent third party to maintain investor relations and conduct investor/analyst meetings irregularly and led investors and analysts to visit its plants.

## 股東之權利(續)

## 由股東請求召開股東特別大會(續)

- 為通過特別決議案而召開之股東特別大會應發出不少於21日之書面通知，而召開任何其他股東特別大會應發出不少於14日之書面通知。會議通知須註明開會的時間、地點、議程和在會上審議的決議案的詳情，如將討論特別事項，則須註明該等事項的一般性質。

## 向董事會轉達股東查詢的程序

股東可向本公司的香港主要營業地點或透過電子郵件或透過本公司的投資者關係向董事會發出有關本公司的查詢，聯絡詳情載於本年報「公司資料」章節內。此外，股東如有任何有關其股份及股息之查詢，可以聯絡本公司的股份過戶登記分處—香港中央證券登記有限公司。

## 與投資者及股東的關係

本公司致力維持高水平的透明度與股東及一般投資者溝通。本公司與股東溝通通過各種渠道展開，包括中期及年度報告、載於聯交所及本公司網站的資料，以及股東大會。本公司鼓勵股東出席本公司股東大會。有關本集團的財務及其他資料亦於聯交所網站([www.hkexnews.hk](http://www.hkexnews.hk))及本公司網站([www.lesso.com](http://www.lesso.com))內刊載。

本公司高級管理層竭力與投資界保持公開的對話渠道，以確保他們對本公司及其業務與戰略有透徹的瞭解。本公司一直強調投資者關係的重要性，聘請專門的獨立第三方維護投資者關係，並且不定時舉行投資者或分析師見面會，帶領投資者和分析師參觀廠房。

企業管治報告(續)

**RELATIONSHIP WITH INVESTORS AND THE SHAREHOLDERS (Continued)**

As regards investor relations, the Group will actively conduct activities related to investor relations in the future to strengthen its corporate responsibility so that global investors can have an adequate knowledge and understanding of the Company's operating strategy, financial performance and development prospects. The Company will actively develop and maintain close relationship with investors, analysts and media to achieve sound investor relations management.

The Company applies the principle of a quiet period in its investor relations communications. During a quiet period, the Company does not comment on market prospects or factors affecting business and performance, nor does the company engage in discussion on events or trends related to the reporting period. The Company will not initiate any meeting or conference call with public in which these matters are discussed. A quiet period starts at 60 days or 30 days prior to the disclosure of annual results or interim results respectively, and lasts until the announcement of the annual results or the interim results.

**CONSTITUTIONAL DOCUMENTS**

During the year ended 31 December 2013, there was no change to the Memorandum and Articles of Association of the Company. The latest Memorandum and Articles of Association of the Company is available on the websites of the Company and the Stock Exchange.

**與投資者及股東的關係(續)**

未來在投資者關係上，本公司將積極舉辦投資者關係的相關活動，強化企業責任，務求使全球投資者對本公司的經營戰略、財務表現及發展前景具備充分的認識及瞭解。本公司將積極發展及維護與投資者、分析師及媒體之間的緊密關係，做好投資者關係管理。

本公司於其投資者關係溝通採取緘默期原則。緘默期期間，本公司不會就市場前景或影響業務及表現的因素發表意見，亦不會就與報告期相關的事項或趨勢進行討論。本公司將不會與公眾開展任何討論該等事宜的大會或電話會議。緘默期分別於年度業績或中期業績披露前60日或30日開始，至年度業績或中期業績公告為止。

**組織章程文件**

於截至2013年12月31日止年度，本公司組織章程大綱及章程細則概無任何變動。本公司最新組織章程大綱及章程細則可於本公司及聯交所網站查閱。

### OVERVIEW

From a manufacturer of plastic pipes, China Lesso has evolved into a supplier of premium and comprehensive building materials, home decoration products and services by capitalising on market opportunities and favourable government policies. Building on its market leadership in pipes and pipe fittings and its economies of scale in production of the relevant products, the Group is also actively diversifying into new businesses of building materials and home decoration products, which include whole sets of doors and windows, sanitary products and integrated kitchens. It will develop the new businesses into future growth drivers to take full advantage of the country's urbanisation, social security housing projects and property boom. With an enormous sales network covering major markets in China and 18 production bases in 12 provinces, the Group is well-positioned to reinforce its market leadership in Southern China and expand its business beyond the region.

China Lesso's development strategy paid off as it recorded satisfactory performance in 2013. Steady growth in sales led to a 20.0% year-on-year increase in revenue to RMB13,071 million for the year. Gross profit grew by 23.3% to RMB3,266 million, while gross profit margin rose to 25.0%. Profit attributable to shareholders rose by 17.0% year-on-year to RMB1,449 million. Basic earnings per share were RMB0.48.

### MARKET OVERVIEW

2013 was the third year of China's Twelfth Five-year Plan. Urbanisation remained as a top issue on the agenda. The country's development programme propelled steady growth in demand for infrastructure facilities such as water supply, drainage, power supply and telecommunications. In addition, the government stepped up efforts to construct social security housing, improve the livelihood of farmers and reform agriculture. These government policies were favourable to the businesses of plastic pipes and home decoration products. During the year under review, the property boom in the PRC also stimulated the Group's business growth.

### 概覽

中國聯塑把握市場及國家政策利好之機遇，從單一塑料管道生產商逐漸發展成為產品齊全兼服務完善的優質建材及家居裝飾產品集團。本集團於具領導地位之管道及管件大規模生產基礎上，積極開拓包括整體門窗系統、衛浴潔具及整體廚房等建材及家居裝飾產品之新業務，培養未來增長點，以充分把握國家城鎮化發展、政府社會保障房建設及房地產興旺之勢。本集團利用覆蓋全國主要市場的龐大銷售網絡和分布於十二個省的十八個生產基地，鞏固其在華南市場的領先優勢和在華南以外的市場拓展業務。

中國聯塑的發展策略於2013年取得理想成效，銷售穩步增長，全年收入同比增加20.0%至人民幣130.71億元；毛利增加23.3%至人民幣32.66億元；毛利率提升至25.0%；股東應佔利潤同比上升17.0%至人民幣14.49億元；每股基本盈利則為人民幣0.48元。

### 市場概況

2013年為國家「十二•五規劃」執行的第三年，當中城鎮化更是發展重點之一，推動給水、排水、電力及通訊等配套基礎建設需求穩步上升。此外，政府亦著力建設社會保障房及改善農民生計和改革農業，皆利好塑料管道及家居裝飾產品行業。於回顧年度，國內房地產發展持續興旺，亦刺激本集團業務增長。

管理層討論及分析(續)

**MARKET OVERVIEW (Continued)**

The Chinese government has set specific targets for urbanisation at the Third Plenum of the 18th Central Committee of the Communist Party of China, with a view to achieving healthy development in the long run. The urbanisation ratio is expected to rise from approximately 54.0% in 2013 to 60.0% in 2018. To attain this goal, the government will step up investment in six types of infrastructure facilities in cities, including underground pipe networks, sewage and refuse treatment, renovation of old pipe networks for gas and heat, public transport such as metro lines and light rails, electric power distribution networks, as well as environmental protection facilities.

In particular, construction of municipal pipe networks and hydraulic engineering works will benefit the development of the pipe business. Construction and renovation of water supply pipe networks during the period of the Twelfth Five-year Plan is expected to be immense, because a total of approximately 92,300 kilometres of dated water pipe in networks will be upgraded with an investment of approximately RMB83.5 billion. Approximately RMB184.3 billion has been earmarked for building additional networks of approximately 185,000 kilometres of municipal water pipes. Sewage pipe networks of approximately 160,000 kilometres will be built with a total investment of approximately RMB244.3 billion. Meanwhile, the government will expedite the construction of sewage and refuse treatment facilities and their underground ancillary to promote the recycling of used water discharged from construction works and that of urban sewage. The capacity for treating urban sewage will increase to over 200 million cubic metres per day.

The completion of infrastructure facilities will pave the way for property development, including the construction of social security housing and private residential real estate projects. This will, in turn, boost the demand for building materials and home decoration products. Statistics from China's Ministry of Housing and Urban-Rural Development showed that, during the period from 2011 to the end of 2013, construction of 24.9 million units of urban social security housing was commenced, among which 15.8 million units were completed. The government has set the target of constructing 36 million housing units of various types under its schemes for social security housing and conversion of shanty towns during the Twelfth Five-year Plan period. According to the National Bureau of Statistics of China, investments in the country's property development amounted to RMB8,601.3 billion in 2013, representing a nominal growth of 19.8% over 2012. The thriving property sector brings upon enormous market potential for the Group's newly-developed building materials and home decoration products businesses.

**市場概況(續)**

中國政府第十八屆三中全會為城鎮化定下目標，旨在部署長遠健康發展。預計城鎮化水平將由2013年的約54.0%上升至2018年的60.0%。為達目標，政府將加強城市六類基礎設施的建設，包括地下管網建設、污水及生活垃圾處理、燃氣及供熱的老舊管網改造、地鐵及輕軌等公共交通、配電網，以及生態環境建設。

當中的市政管道建設及水利工程均利好管道業務之發展，預計「十二•五規劃」期間，因供水管道的新建和改造所產生的需求較大，全國將更新改造總計約9.23萬公里由落後管材建造的供水管網，管網改造投資將達約人民幣835億元；而全國計劃新增市政供水管網約18.5萬公里，新建投資將達約人民幣1,843億元；而新增污水管網將達約16萬公里，總投資將達約人民幣2,443億元。同時，政府將加快污水垃圾處理設施和配套管網地下工程建設，推廣建築中水利用和城鎮污水再生利用，城鎮污水處理規模將達至每日2億立方米以上。

基礎建設完成後，將帶動房地產發展，包括社會保障房建設及房地產開發商的住宅項目，這將刺激對建材及家居裝飾產品的需求。據中國住房和城鄉建設部統計，2011年至2013年底，全國城鎮保障性安居工程累計開工2,490萬套，基本建成1,580萬套。「十二•五規劃」時期開工建設各類保障性住房和棚戶區改造住房的目標為3,600萬套。根據國家統計局公佈，於2013年，全國房地產開發投資額為人民幣86,013億元，比2012年名義增長19.8%。蓬勃的房產業令本集團新開拓的建材及家居裝飾產品業務發展潛力可觀。

## 管理層討論及分析(續)

### MARKET OVERVIEW (Continued)

The trends of the country's development have resulted in stable growth in the demand for plastic pipes and home decoration products. The Group captured the business opportunities by leveraging its leading position in the industry, sizeable production capacity, nationwide sales network, innovative advantages in research and development of products and technologies and its widely-recognised brand. It also kept abreast of market trends, refined segmentation of the target markets and enhanced its marketing and sales capability. All these measures contributed to a 20.0% growth in the Group's revenue for 2013.

### BUSINESS REVIEW

#### PLASTIC PIPES AND PIPE FITTINGS BUSINESS

The Group is principally engaged in the business of plastic pipes and pipe fittings, which are widely applied to such fields as water supply, drainage, power supply, telecommunications, gas supply, agriculture, floor heating and fire prevention. During the year under review, the business registered steady progress, as the Group capitalised on the country's urbanisation by enhancing the advantage of its economies of scale, and by leveraging its sizeable sales network to develop new markets, especially those outside of Southern China. It also developed new products, enhanced the quality of its products and services, reinforced its existing customer base and developed new clients. As a result, aggregate sales volume of plastic pipes and pipe fittings grew by 17.2% to 1,272,631 tonnes in 2013, compared with the 1,085,415 tonnes in 2012. Sales of PVC and non-PVC plastic pipes and pipe fittings continued to register growth. PVC products accounted for 65.9% of the plastic pipes and pipe fittings revenue.

### 市場概況(續)

上述諸因素令市場對塑料管道及家居裝飾產品的需求穩步增長。本集團憑藉其行業翹楚地位、龐大的生產規模、全國性的銷售網絡、領先的新產品及新技術研發能力，及名聞遐邇的品牌，掌握市場趨勢，細分目標市場，提升營銷能力，令2013年的收入增長20.0%。

### 業務回顧

#### 塑料管道及管件業務

本集團主營的塑料管道及管件業務，其產品廣泛應用於給水、排水、電力、通訊、燃氣輸送、農業、地暖和消防等領域，在國家城鎮化的大潮流揚帆順航，增強規模生產優勢，利用龐大銷售網絡積極開拓新市場，特別是華南以外市場，並且研發新產品，提升產品和服務質素，鞏固現有客戶群和發展新客戶，於回顧年度穩步發展。2013年塑料管道及管件總銷量由2012年全年的1,085,415噸，增長17.2%至2013年的1,272,631噸。當中，PVC及非PVC塑料管道及管件的銷量皆持續增長，PVC產品佔塑料管道及管件收入的65.9%。

## 管理層討論及分析(續)

## BUSINESS REVIEW (Continued)

## 業務回顧(續)

## PLASTIC PIPES AND PIPE FITTINGS BUSINESS (Continued)

## 塑料管道及管件業務(續)

The table below sets out the breakdown of revenue from plastic pipes and pipe fittings by product for 2013 and 2012:

下表載列2013年及2012年塑料管道及管件收入按產品劃分的詳情：

		2013		2012	
		2013年		2012年	
		RMB million 人民幣百萬元	% of total revenue 佔總收入%	RMB million 人民幣百萬元	% of total revenue 佔總收入%
Water supply	供水	4,822	39.5%	4,149	39.7%
Drainage	排水	4,637	38.0%	3,941	37.7%
Power supply and telecommunications	電力供應 及通訊	2,139	17.5%	1,870	17.9%
Gas supply	燃氣供應	186	1.5%	130	1.3%
Others <sup>#</sup>	其他 <sup>#</sup>	431	3.5%	358	3.4%
Total	總計	12,215	100.0%	10,448	100.0%

<sup>#</sup> "Others" include agricultural use, floor heating and fire prevention.

<sup>#</sup> 「其他」包括農用、地暖及消防。

The Group priced its products on a cost-plus basis and achieved economies of scale in production during the year under review by enhancing the production capacity utilisation rate, and raising both the efficiency and yield of production. The average selling price ("ASP") of plastic pipes and pipe fittings decreased by 0.3% to RMB9,598 per tonne in 2013 from RMB9,626 per tonne in 2012. The ASP of PVC products increased by 0.3% to RMB8,022 per tonne. The ASP of non-PVC products decreased by 1.4% to RMB15,472 per tonne. The average cost of plastic pipes and pipe fittings was generally stable, decreasing slightly by 2.1% to RMB7,124 per tonne in 2013 from RMB7,278 per tonne in 2012.

本集團以成本加成的方法釐定產品價格，於回顧年度致力提升產能利用率、生產效率及產出率，以達至生產的規模經濟效益。綜觀2013年，塑料管道及管件的平均售價由2012年的每噸人民幣9,626元下跌0.3%至每噸人民幣9,598元；當中，PVC產品的平均售價上升0.3%至每噸人民幣8,022元，非PVC產品的平均售價則下跌1.4%至每噸人民幣15,472元。塑料管道及管件的平均成本則基本穩定，由2012年的每噸人民幣7,278元微減2.1%至2013年的每噸人民幣7,124元。



## 管理層討論及分析(續)

## BUSINESS REVIEW (Continued)

## PLASTIC PIPES AND PIPE FITTINGS BUSINESS (Continued)

The table below sets out the breakdown of sales volume, revenue and average selling price by product material for 2013 and 2012:

		2013 2013年			2012 2012年			Change in 變動		
		Sales volume 銷量 Tonne 噸	Revenue 收入 RMB million 人民幣百萬元	Average selling price 平均售價 RMB 人民幣	Sales volume 銷量 Tonne 噸	Revenue 收入 RMB million 人民幣百萬元	Average selling price 平均售價 RMB 人民幣	Sales volume 銷量	Revenue 收入	Average selling price 平均售價
Plastic pipes and pipe fittings - PVC <sup>(a)</sup>	塑料管道及管件 - PVC <sup>(a)</sup>	1,003,362	8,049	8,022	855,777	6,845	7,999	17.2%	17.6%	0.3%
- Non-PVC <sup>(b)</sup>	- 非PVC <sup>(b)</sup>	269,269	4,166	15,472	229,638	3,603	15,690	17.3%	15.6%	(1.4)%
		1,272,631	12,215	9,598	1,085,415	10,448	9,626	17.2%	16.9%	(0.3)%
Construction contracts Others <sup>(c)</sup>	工程合約 其他 <sup>(c)</sup>	N/A 不適用	58	N/A 不適用	N/A 不適用	-	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
		N/A 不適用	798	N/A 不適用	N/A 不適用	443	N/A 不適用	N/A 不適用	80.1%	N/A 不適用
Total	總計	N/A 不適用	13,071	N/A 不適用	N/A 不適用	10,891	N/A 不適用	N/A 不適用	20.0%	N/A 不適用

Notes:

- (a) "PVC" refers to material used in the manufacture of plastic pipes and pipe fittings with high mechanical strength and hardness.
- (b) "Non-PVC" plastic pipes and pipe fittings mainly refer to those made of PE and PP-R.
- (c) "Others" include ancillary, home building material products and other materials. Sales volumes for "others" are measured in units rather than tonnes and the size of the units between different products may vary.

## 業務回顧(續)

## 塑料管道及管件業務(續)

下表載列2013年及2012年按產品物料劃分的銷量、收入及平均售價分項詳情：

附註：

- (a) 「PVC」指一種用於生產高機械強度及硬度塑料管道及管件的材料。
- (b) 「非PVC」塑料管道及管件主要是PE制及PP-R制。
- (c) 「其他」包括配套、家居建材產品及其他材料。「其他」的銷量以單位而非以噸計，且不同產品的度量單位可能會有大小不同。

## HOME DECORATION PRODUCTS BUSINESS

To capitalise on China's urbanisation and property boom, especially the advent of pre-decorated flats, the Group has been diversifying into new businesses of building materials and home decoration products, such as whole sets of doors and windows, sanitary products and integrated kitchens, since 2012. The Group partnered with leading and well-known domestic property developers to provide such building materials and home decoration products for their residential property projects. During the year under review, the Group marketed its home decoration products business with an objective of "Building an easy life for dwellers". Progress in developing this business met the expectations of management. The Group achieved synergy between the home decoration product business and the manufacturing and sales of plastic pipes and pipe fittings, which is its principal business, as they are complementary in nature and share the same sales channels. The prospect of a rising proportion of pre-decorated flats in China presents a huge business opportunity for the business of home decoration products. The Group intends to develop the business into a future growth driver, as China Lesso strives to evolve into a supplier of premium and comprehensive building materials, home decoration products and services from a manufacturer of plastic pipes.

## 家居裝飾產品業務

本集團把握國家城鎮化及房地產暢旺、精裝房興起之機遇，自2012年開拓新的建材及家居裝飾產品業務，包括整體門窗、衛浴潔具及整體廚房。本集團夥拍國內主要知名房地產發展商，向其住宅項目提供該等建材家居產品。於回顧年度，本集團以「為居者構築輕鬆生活」為目標，為家居裝飾產品業務進行營銷，發展進度符合管理層預期。該業務與本集團的塑料管道及管件產銷這一主營業務具協同效應，於銷售渠道方面相得益彰。隨著中國未來精裝房的開發比例上升，家居裝飾產品業務甚具潛力，本集團將培育其為未來的盈利增長點，致力從單一塑料管道生產商發展為產品多元化兼服務完善的建材及家居裝飾產品集團。

## 管理層討論及分析(續)

## BUSINESS REVIEW (Continued)

## GEOGRAPHIC REVENUE ANALYSIS

A geographic breakdown of revenue shows that Southern China remained a major market for the Group during the year under review, accounting for 60.5% of the Group's turnover. The Group vigorously developed markets outside of Southern China, and they became the Group's growth drivers and boosted the overall sales. As a result, markets outside of Southern China accounted for a higher proportion of the Group's turnover for 2013.

The table below sets out the breakdown of revenue by operating region for 2013 and 2012:

Region <sup>#</sup>	地區 <sup>#</sup>	2013 2013年		2012 2012年	
		RMB million 人民幣百萬元	% of total revenue 佔總收入%	RMB million 人民幣百萬元	% of total revenue 佔總收入%
Southern China	華南	7,906	60.5%	6,882	63.2%
Southwestern China	西南地區	1,319	10.1%	1,070	9.8%
Central China	華中	1,308	10.0%	1,035	9.5%
Eastern China	華東	660	5.0%	549	5.0%
Northern China	華北	875	6.7%	689	6.3%
Northwestern China	西北地區	472	3.6%	303	2.8%
Northeastern China	東北地區	303	2.3%	222	2.1%
Outside China	中國境外	228	1.8%	141	1.3%
Total	總計	13,071	100.0%	10,891	100.0%

<sup>#</sup> Details of the scope of coverage of each region are set out in note 4 to financial statements.

## 業務回顧(續)

## 收入地域分析

按地理劃分，華南於回顧年度仍是主要市場，佔本集團營業額60.5%。本集團積極拓展華南以外的市場，培養成為業務的增長點，帶動整體銷售上升。因此，2013年華南以外的市場佔本集團營業額的比例有所提升。

下表載列2013年及2012年按經營地區劃分的收入詳情：

<sup>#</sup> 各地區的覆蓋範圍詳情載於財務報表附註4。

## Capital expenditure and Capacity Expansion

During the year under review, the Group's annual designed capacity for production of plastic pipes and pipe fittings increased to approximately 1.8 million tonnes. In a bid to satisfy the market demand, the Group decided to have production bases built in Hainan, Yunnan and Shandong. The production bases in Hainan and Yunnan will commence operation in 2014, while preparations are currently underway for the construction of the production base in Shandong.

## 資本開支及產能提升

於回顧年度，本集團塑料管道及管件設計年產能增加至約180萬噸。為滿足市場需求，本集團在海南、雲南及山東興建生產基地。其中，海南生產基地及雲南生產基地將於2014年開始運營；山東生產基地則正在籌建。

## 管理層討論及分析(續)

### BUSINESS REVIEW (Continued)

#### SALES NETWORK

The Group has established a nationwide sales network. As at the end of December 2013, it had approximately 1,780 independent distributors, for whom the Group's sales team provided comprehensive and professional sales and after-sales services. The sales team carried out finer segmentation of the market for building materials and home decoration products and conducted marketing campaigns according to the requirements and characteristics of the various local markets. This enabled the Group to strengthen its market leadership in Southern China and expand its market shares vigorously elsewhere by developing new markets outside of Southern China, especially in third- and fourth-tier cities.

#### STAFF TRAINING

The key to the Group's success is its wealth of talent. High-calibre personnel are being groomed to support the business development. During the year under review, the Lesso College was established to provide professional training in production, sales and management for staff at various levels, with a goal to improving the Group's overall operating efficiency. Meanwhile, the Group also invited professional trainers to conduct lectures for staff on a regular basis. With the two-pronged approach, the Group has established a comprehensive staff training mechanism.

#### PROSPECTS

China's gross national product growth decelerated slightly in 2013, casting uncertainty and risks over the macro-economy, fixed asset investment and retail market in the year ahead. Looking into 2014, the country's economy will continue to be influenced by the change in its model of economic development and the economic conditions of Europe, the United States and emerging economies. Nevertheless, the Group believes that urbanisation, agricultural reform and the increase in properties completed in China will continue at a steady pace. This will lead to consistent growth in the demand for building materials, plastic pipes and home decoration products. To seize business opportunities, the Group has formulated the following development strategies:

### 業務回顧(續)

#### 銷售網絡

本集團已建立了覆蓋全國的銷售網絡，截至2013年12月底約有1,780名獨立經銷商，並設有一支銷售團隊為該等經銷商提供完善專業的銷售和售後服務。本集團銷售團隊把建材及家居裝飾業務的市場細分，因應各地市場需求及特點而進行營銷，既鞏固在華南的市場領導地位，亦在華南以外的省市積極開拓新市場，尤其是三四線城市，令本集團的市場份額進一步擴大。

#### 員工培訓

本集團相信人才是成功的關鍵。因此，本集團一直致力培養人才，以支持業務發展。本集團於回顧年度開設聯塑學院，為生產、銷售及管理等各級職員提供專業培訓，提升整體營運效率；同時，本集團亦定期邀請專業培訓人員給員工授課，雙管齊下建立完善的人才發展體制。

#### 展望

2013年中國國民生產總值增長按年輕微下跌，反映中國宏觀經濟、固定資產投資和消費市場仍有多個不明朗因素和風險。展望2014年，中國經濟將仍被經濟發展模式轉型，以及歐美和新興經濟體的經濟狀況所影響。但是，本集團相信國家的城鎮化、農業改革，以及房地產新建成物業量增加等趨勢將會穩步持續，因此，市場對建築材料、塑料管道及家居裝飾產品的需求預期仍將穩步上揚。為把握商機，我們已擬定發展策略：

管理層討論及分析(續)

**PROSPECTS (Continued)**

**VIGOROUS DEVELOPMENT OF A NATIONWIDE SALES NETWORK**

The Group will fortify its market leadership in Southern China and will actively develop new markets by expanding its sales network outside of Southern China. The Group will also continue to develop its distribution network and broaden its sales channels. Meanwhile, it will continue to identify opportunities for business development in overseas markets, especially emerging markets such as the Middle East, Africa and Southeast Asia.

**DEVELOPING BUSINESS OF BUILDING MATERIALS AND HOME DECORATION PRODUCTS INTO FUTURE GROWTH DRIVERS**

China's infrastructure and social security housing projects as well as property development will gain momentum against the backdrop of urbanisation. Notably, the proportion of pre-decorated flats will be on the rise. To tap the trends for growth, the Group will proactively develop its burgeoning businesses of building materials and home decoration products by coming up with more models of whole sets of doors and windows, sanitary products and integrated kitchens. The Group will continue to partner with major domestic property developers and supply its products to their residential property projects. This will help develop the potentially lucrative new businesses of building materials and home decoration products into a future growth driver for the Group.

**OPTIMISING PRODUCTION CAPACITY TO SUPPORT BUSINESS DEVELOPMENT**

To support its business expansion and enhance its advantage of economies of scale in production, the Group is expanding its production capacity for plastic pipes and pipe fittings. Its production bases in Hainan and Yunnan will commence operation in 2014, while preparations are underway for the construction of a production base in Shandong. The Group will also optimise the operation of its existing plants to improve the overall production efficiency.

**展望(續)**

**積極拓展全國性銷售網路**

本集團將鞏固其在華南的市場領導地位，並積極在華南以外的省市開拓業務，擴充銷售網絡。本集團亦將繼續發展經銷網絡，拓寬銷售渠道；同時，將繼續尋求開發海外市場的機遇，特別是中東、非洲，及東南亞等新興市場。

**建材家居業務成為未來增長點**

國內城鎮化的推進將帶動基建及保障房項目、房地產穩步增長，加上精裝房開發比例持續上升，本集團將積極發展正處於培育期的新建材及家居裝飾產品業務，研發種類更豐富的整體門窗、衛浴潔具及整體廚房等產品。本集團將繼續夥拍國內大型房地產發展商，向其住宅項目提供相關產品，致力將甚具潛力的新建材及家居裝飾產品業務培育為本集團的未來另一個盈利增長點。

**優化產能，支持業務發展**

為支持其業務擴張和增強規模生產優勢，本集團正擴充塑料管道及管件的產能。海南生產基地及雲南生產基地將於2014年投產；山東生產基地則正在籌建。同時，本集團亦致力優化現有廠房的營運，以提升整體生產效益。

## CONCLUSION

Over the years, China Lesso has been a leader in the country's plastic pipes and pipe fittings industry. In order to gain an edge against competition to capitalise on the country's urbanisation, infrastructure construction and thriving property sector, the Group will continue to develop opportunely its nationwide network of production facilities and service network. This will also enable it to provide the market with the most comprehensive range of premium products. Meanwhile, the Group will continue to develop its home decoration products business. By further improving its product quality and enhancing its core competitive advantages, China Lesso aims at realising the corporate mission of "Building an easy life for dwellers" and bringing fruitful returns to shareholders and investors.

## EARNINGS PERFORMANCE

The Group reported steady financial performance during the year under review. Revenue amounted to RMB13,071 million, an increase of 20.0% over the last year. Gross profit for 2013 rose by 23.3% to RMB3,266 million from 2012. The profit for the year amounted to RMB1,438 million for 2013, representing an increase of 16.8% from 2012. Basic earnings per share for 2013 improved by 17.1% to RMB0.48.

During the year under review, there was an increase in the demand for plastic pipes and pipe fittings. The Group saw a steady growth in turnover. This was mainly driven by improving economies of scale and strengthening of sales network. The Group's efficient production and high quality products facilitated business development. This in turn helped maintain the Group's gross profit margin at a reasonable level.

However, increases in staff salaries, depreciation charges together with selling and distribution expenses dragged down the pre-tax profit margin. Depreciation were incurred from the opening of new factory premises, office buildings and equipment. Selling and distribution expenses increased mainly due to increase in packaging costs.

## 總結

中國聯塑多年來一直是中國塑料管道及管件的行業領導者。為能在中國城鎮化、基礎建設和房地產行業持續暢旺的利好背景下突圍而出，本集團將把握機遇，繼續拓展覆蓋全國市場的生產設施及服務網絡，為市場提供品種最為齊全的優質產品。與此同時，本集團將繼續開發家居裝飾產品業務。中國聯塑將會進一步提升產品質素和增強企業核心競爭優勢，實現「為居者構築輕鬆生活」的企業使命，為股東和投資者創造理想回報。

## 盈利表現

於回顧年內，本集團財務表現穩健。收入為人民幣130.71億元，較去年增長20.0%。2013年的毛利由2012年上升23.3%至人民幣32.66億元。2013年的年內溢利為人民幣14.38億元，較2012年增加16.8%。2013年的每股基本盈利增加17.1%至人民幣0.48元。

於回顧年內，塑料管道及管件的需求有所上升，本集團在營業額方面亦見穩健增長，主要受規模經濟效益及銷售網絡加強帶動所致。本集團的高效生產及優質產品促進業務發展，從而有助本集團將毛利率維持在合理水平。

然而，員工的薪酬、折舊費用連同銷售及分銷開支增加導致除稅前利潤率回落。折舊產生是由開設新廠房、辦公大樓及設備所致。銷售及分銷開支增加主要是與包裝成本上升有關。

## 管理層討論及分析(續)

### EARNINGS PERFORMANCE (Continued)

Finance costs increased by 3.3% to RMB151 million during the year under review due to making of new loans. The Group's management has been active in establishing relationship with various banks in a bid to widen sources of funding.

The Group's effective tax rate increased from 16.9% in 2012 to 18.7% in 2013.

As a result, the Group's profit before tax increased by 19.2% to RMB1,768 million and profit attributable to owners of the Company increased by 17.0% to RMB1,449 million. Meanwhile, pre-tax profit margin and net profit margin also moved down to 13.5% and 11.0% respectively during the year under review from last year's 13.6% and 11.3%.

### USE OF PROCEEDS FROM THE COMPANY'S INITIAL PUBLIC OFFERING ("IPO")

The net proceeds from the Company's IPO in June 2010 after deducting the relevant expenses were approximately HK\$1,860 million (approximately RMB1,629 million equivalent).

Up to 31 December 2013, all the net proceeds from the IPO has been applied in accordance with the results of allocation announcement of the Company dated 22 June 2010.

### FINANCIAL POSITION

The Group continued to adopt prudent financial policies. Finance, fund utilisation and fund raising activities are subject to effective centralised management and supervision. The Group keeps reasonable gearing level and adequate liquidity.

As at 31 December 2013, the Group had total debts (i.e. total bank loans and other borrowings) of approximately RMB2,687 million, of which 76.4% was denominated in US dollar, 18.0% was denominated in HK dollar and 5.6% was denominated in Renminbi. Other than approximately US\$259 million of the outstanding Senior Notes due in 2016, the Group's borrowings are subject to floating rates ranging from 1.21% to 6.30% per annum with maturity periods ranging from within one year to two years.

### 盈利表現(續)

於回顧年內，由於獲得新貸款，融資成本增加3.3%至人民幣1.51億元。本集團管理層已積極與多家銀行建立關係，以拓寬資金來源。

本集團的實際稅率由2012年的16.9%上升至2013年的18.7%。

因此，本集團除稅前溢利上升19.2%至人民幣17.68億元，而本公司擁有人應佔溢利上升17.0%至人民幣14.49億元。與此同時，回顧年內的除稅前利潤率及淨利潤率亦分別自去年的13.6%及11.3%下降至13.5%及11.0%。

### 本公司首次公開發售(「首次公開發售」)所得款項的用途

本公司在2010年6月首次公開發售所得款項扣除相關開支後的淨額約18.60億港元(約等於人民幣16.29億元)。

直至2013年12月31日，所有首次公開發售所得款項淨額已按本公司日期為2010年6月22日的配發結果公告使用。

### 財務狀況

本集團持續採納審慎的財務政策，實行有效的財務、資金運用和融資中央管理及監察模式，保持合理的資產負債水平及合適的流動資金。

於2013年12月31日，本集團的債務總額(即銀行貸款及其他借款總額)約為人民幣26.87億元。其中76.4%以美元計值、18.0%以港元計值而餘下5.6%則以人民幣計值。除了於2016年到期的約2.59億美元未償還優先票據外，本集團的借款按浮息計息，年息介乎1.21%至6.30%，到期期間由一年內至兩年不等。

## 管理層討論及分析(續)

## FINANCIAL POSITION (Continued)

As at 31 December 2013, the Group's current assets and current liabilities were approximately RMB6,399 million and RMB3,298 million respectively. The Group's current ratio (that is, the ratio of current assets over current liabilities) and the quick ratio (that is, the ratio of current assets less inventories over current liabilities) reduced to 1.94 and 1.20 from 2.51 and 1.64 as at 31 December 2012, respectively. The Group's total equity increased to approximately RMB7,256 million. The Group's gearing ratio (calculated on the basis of the total debts divided by the sum of total debts and total equity) stood at a healthy level of 27.0%.

With cash and bank deposits, including restricted cash, of approximately RMB2,189 million as well as unutilised banking facilities, the directors consider that the Group has sufficient working capital for its operation and future development.

The Group had no material exposure to foreign exchange fluctuation other than borrowings denominated in US dollar and HK dollar. No hedging has been arranged on the above-mentioned exposure.

## CHARGE ON ASSETS

As at 31 December 2013, certain of the Group's held-to-maturity investments with an aggregate net carrying amount of RMB242,667,000 were pledged to a bank to secure the banking facility granted to the Company. The Company has not utilised this banking facility as at 31 December 2013.

The shares of certain subsidiaries of the Company incorporated outside the PRC were pledged as securities for issuance of the Senior Notes.

## CONTINGENT LIABILITIES

As at 31 December 2013, the Group did not have any significant contingent liabilities.

## HUMAN RESOURCES

As at 31 December 2013, the Group employed a total of approximately 8,000 employees including directors. Total staff costs were RMB562 million during the year under review. The Group ensures that the remuneration packages for employees are determined based on their work performance, professional experience and the prevailing industry practice. Discretionary year-end bonus may be paid to employees based on individual performance. Other benefits to employees include medical insurance, retirement scheme and training programmes. Due to the increase in employment of managers and workers, the overall salary also rose during the year under review.

## 財務狀況(續)

於2013年12月31日，本集團的流動資產及流動負債分別約為人民幣63.99億元及人民幣32.98億元。本集團的流動比率(即流動資產除以流動負債的比率)及速動比率(即流動資產減存貨再除以流動負債的比率)從2012年12月31日的2.51及1.64分別下降至1.94及1.20。本集團的權益總額增至約人民幣72.56億元。本集團的資產負債率(按債務總額除以債務總額加上權益總額的總和計算)仍處於27.0%的健康水平。

現金及銀行存款(包括受限制現金)約為人民幣21.89億元，再加上尚未使用之銀行融資額度，董事認為本集團擁有足夠的營運資金用於經營及未來發展。

除以美元及港元計值的借款外，本集團並無任何重大外匯波動風險，亦無對上述風險作任何對沖安排。

## 資產抵押

於2013年12月31日，本集團總賬面淨值為人民幣242,667,000元的若干持有至到期投資已向銀行抵押作本公司獲授銀行融資的擔保。於2013年12月31日，本公司概無動用該銀行融資。

本公司在中國境外成立的若干附屬公司的股份已抵押為發行優先票據的抵押品。

## 或然負債

於2013年12月31日，本集團概無任何重大或然負債。

## 人力資源

於2013年12月31日，本集團共聘用約8,000名僱員，包括董事在內。回顧年內的員工成本總額為人民幣5.62億元。本集團確保僱員薪酬乃根據其工作表現、專業經驗及現行行業慣例釐定，並可按照個人表現年底酌情向僱員發放花紅。其他僱員福利包括醫療保險、退休計劃及培訓課程。由於增聘經理及工人，回顧年內的整體工資亦有所增加。

# DIRECTORS' REPORT

## 董事會報告

Set out below are the annual report presented by the Board together with the Group's audited consolidated financial statements for the year ended 31 December 2013.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The activities of the principal subsidiaries and a joint venture are set out in notes 37 and 15 respectively to financial statements.

### RESULTS AND APPROPRIATIONS

The Group's profit for the year ended 31 December 2013 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 56 to 142.

The Board recommended the payment of a final dividend of HK12 cents per share for the year ended 31 December 2013 (the "Proposed Final Dividend"), which will be paid out of profits and/or share premium of the Company, to the Shareholders whose names appear on the register of members of the Company on Wednesday, 11 June 2014, subject to the Shareholders' approval at the forthcoming annual general meeting of the Company to be held on Friday, 30 May 2014 (the "2014 AGM"). It is expected that the Proposed Final Dividend will be paid on Friday, 20 June 2014.

### CLOSURE OF REGISTER OF MEMBERS

#### (I) FOR DETERMINING THE ENTITLEMENT TO ATTEND AND VOTE AT THE 2014 AGM

The register of members of the Company will be closed from Tuesday, 27 May 2014 to Friday, 30 May 2014, both dates inclusive, during this period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the 2014 AGM, unregistered holders of shares of the Company should ensure that all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Monday, 26 May 2014.

以下為董事會提呈的年度報告連同本集團截至2013年12月31日止年度的經審核綜合財務報表。

### 主要業務

本公司的主要業務為投資控股。其主要附屬公司及合營企業的業務詳情分別載於財務報表附註37及15。

### 業績及分配

本集團截至2013年12月31日止年度的溢利及本公司與本集團於該日的財務狀況載於第56至142頁的財務報表內。

董事會建議動用本公司溢利及／或股份溢價向2014年6月11日(星期三)名列本公司股東名冊的股東派付截至2013年12月31日止年度的末期股息每股股份12港仙(「擬派末期股息」)，惟須待股東於本公司2014年5月30日(星期五)即將舉行的股東週年大會(「2014年股東週年大會」)批准方可作實。預期擬派末期股息將於2014年6月20日(星期五)支付。

### 暫停辦理股份過戶登記手續

#### (I) 確定出席2014年股東週年大會並於會上投票的資格

本公司股東名冊將於2014年5月27日(星期二)至2014年5月30日(星期五)(包括首尾兩天)暫停登記，這期間不會辦理本公司股份過戶登記手續。為取得出席2014年股東週年大會並於會上投票的資格，本公司股份的未登記持有人須確保不遲於2014年5月26日(星期一)下午4時30分向本公司股份過戶登記分處－香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室)－遞交所有股份過戶表格連同相關股票辦理登記。



董事會報告(續)

**CLOSURE OF REGISTER OF MEMBERS (Continued)**

**(III) FOR DETERMINING THE ENTITLEMENT TO THE PROPOSED FINAL DIVIDEND**

The register of members of the Company will be closed from Monday, 9 June 2014 to Wednesday, 11 June 2014, both dates inclusive, during this period no transfer of shares of the Company will be registered. In order to be eligible to receive the Proposed Final Dividend, unregistered holders of shares of the Company should ensure that all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Friday, 6 June 2014.

**FINANCIAL SUMMARY**

A summary of the Group's results, assets and liabilities for the past five financial years, as extracted from audited consolidated financial statements and restated/reclassified as appropriate, is set out on page 3. The summary does not form part of the audited consolidated financial statements.

**PROPERTY, PLANT AND EQUIPMENT**

The details of the movements in the Group's property, plant and equipment during the year are set out in note 12 to financial statements.

**PREPAID LAND LEASE PAYMENTS**

The details of the movements in the Group's prepaid land lease payments during the year are set out in note 13 to financial statements.

**BORROWINGS**

The details of the Group's borrowings are set out in note 23 to financial statements.

**SHARE CAPITAL**

The details of the changes in the Company's share capital during the year are set out in note 26 to financial statements.

**暫停辦理股份過戶登記手續(續)**

**(III) 確定收取擬派末期股息的資格**

本公司股東名冊將於2014年6月9日(星期一)至2014年6月11日(星期三)(包括首尾兩天)暫停登記, 這期間不會辦理本公司股份過戶登記手續。為取得收取擬派末期股息的資格, 本公司股份的未登記持有人須確保不遲於2014年6月6日(星期五)下午4時30分向本公司股份過戶登記分處—香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室)—遞交所有股份過戶表格連同相關股票辦理登記。

**財務概要**

本集團過去五個財政年度的業績以及資產及負債的概要載於第3頁, 乃摘錄自經審核綜合財務報表, 並於適當情況下重列/重新分類。本概要並不構成經審核財務報表其中部分。

**物業、廠房及設備**

本集團於年內的物業、廠房及設備的變動詳情載於財務報表附註12。

**預付土地租賃款**

本集團於年內的預付土地租賃款的變動詳情載於財務報表附註13。

**借款**

本集團的借款詳情載於財務報表附註23。

**股本**

本公司於年內的股本變動詳情載於財務報表附註26。

## 董事會報告(續)

### DISTRIBUTABLE RESERVE

At 31 December 2013, the Company's reserves available for distribution, calculated in accordance with the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, amounted to RMB2,267 million (2012: RMB2,125 million). The amount of RMB1,844 million (2012: RMB1,748 million) represented the Company's share premium which may be distributable provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business.

### MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2013, the total turnover attributable to the Group's five largest customers was less than 30% of the Group's total turnover. The total purchase attributable to the Group's five largest suppliers was less than 30% of the Group's total purchases.

At no time during the year did the directors, their associates or any Shareholder (which to the knowledge of the directors own more than 5% of the Company's issued share capital) have any beneficial interests in these suppliers or customers referred to above.

### DIRECTORS

Directors in office during the year and up to the date of this report are as follows:

#### EXECUTIVE DIRECTORS

Mr. Wong Luen Hei (*Chairman*)  
Mr. Zuo Manlun (*Chief executive*)  
Ms. Zuo Xiaoping  
Mr. Lai Zhiqiang  
Mr. Kong Zhaocong  
Mr. Chen Guonan  
Dr. Lin Shaoquan  
Mr. Huang Guirong  
Mr. Luo Jianfeng

#### NON-EXECUTIVE DIRECTOR

Mr. Lin Dewei

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Bai Chongen  
Mr. Fung Pui Cheung  
Mr. Wong Kwok Ho Jonathan  
Mr. Cheung Man Yu  
Mr. Gao Lixin

Pursuant to Article 16.18 of the Articles of Association of the Company, Mr. Zuo Manlun, Ms. Zuo Xiaoping, Mr. Lai Zhiqiang, Mr. Chen Guonan and Dr. Lin Shaoquan are subject to retirement by rotation at the 2014 AGM and, being eligible, offer themselves for re-election.

### 可供分派儲備

於2013年12月31日，根據開曼群島法律第22章公司法(1961年第3部法律，經綜合及修訂)計算的本公司可供分派儲備為人民幣22.67億元(2012年：人民幣21.25億元)。為數人民幣18.44億元(2012年：人民幣17.48億元)的款項指本公司可予分派的股份溢價，惟於緊隨建議派發股息之日，本公司將能夠償還日常業務範圍內的到期債務。

### 主要客戶及供應商

截至2013年12月31日止年度，本集團五大客戶應佔的總營業額少於本集團總營業額的30%。本集團五大供應商應佔的總購貨額少於本集團總購貨額的30%。

於本年度內任何時間，董事、其聯繫人或據董事所知擁有本公司已發行股本逾5%的股東，概無於上述供應商或客戶中擁有任何實益權益。

### 董事

於年內並截至本報告日期止在任的董事如下：

#### 執行董事

黃聯禧先生(*主席*)  
左滿倫先生(*行政總裁*)  
左笑萍女士  
賴志強先生  
孔兆聰先生  
陳國南先生  
林少全博士  
黃貴榮先生  
羅建峰先生

#### 非執行董事

林德緯先生

#### 獨立非執行董事

白重恩博士  
馮培濶先生  
王國豪先生  
張文宇先生  
高立新先生

根據本公司的組織章程細則第16.18條，左滿倫先生、左笑萍女士、賴志強先生、陳國南先生和林少全博士須於2014年股東週年大會上輪席告退，惟合資格並願膺選連任。

## 董事會報告(續)

## DIRECTORS' SERVICE CONTRACTS

No director proposed for re-election at the 2014 AGM has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

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

As at 31 December 2013, the interests and short positions of the directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of SFO) as recorded in the register to be kept by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

## 董事服務合約

擬於2014年股東週年大會膺選連任的董事概無與本集團訂立不可於一年內由本集團終止而毋須支付賠償(法定賠償除外)的服務合約。

## 董事及行政總裁於股份、相關股份及債權證的權益及淡倉

於2013年12月31日，本公司董事及行政總裁於本公司或其任何相聯法團(證券及期貨條例第XV部內的定義)的股份、相關股份及債權證中擁有根據證券及期貨條例第352條須於本公司存置的登記冊中記錄，或根據標準守則須通知本公司及聯交所的權益及淡倉如下：

Name	Number of issued ordinary shares held <sup>(a)</sup> 持有的已發行普通股數目 <sup>(a)</sup>			Number of underlying shares to be allotted upon exercise of share options <sup>(a)</sup> 購股權獲行使時將予配發的相關股份數目 <sup>(a)</sup>	Total	Percentage of the issued share capital of the Company 佔本公司已發行股本的百分比
	Personal interests	Family interests	Corporate interests			
姓名	個人權益	家族權益	公司權益		總數	
Wong Luen Hei 黃聯禧	–	1,384,800 (L) <sup>(c)</sup>	2,116,593,000 (L) <sup>(b)</sup>	923,200 (L) <sup>(d)</sup>	2,118,901,000 (L)	68.89%
Zuo Xiaoping 左笑萍	1,384,800 (L) <sup>(c)</sup>	2,116,593,000 (L) <sup>(b)</sup>	–	923,200 (L) <sup>(d)</sup>	2,118,901,000 (L)	68.89%
Zuo Manlun 左滿倫	1,900,000 (L)	–	–	1,942,000 (L) <sup>(d)</sup>	3,842,000 (L)	0.12%
Lai Zhiqiang 賴志強	–	–	–	1,733,000 (L) <sup>(d)</sup>	1,733,000 (L)	0.05%
Kong Zhaocong 孔兆聰	–	–	–	1,928,000 (L) <sup>(d)</sup>	1,928,000 (L)	0.06%
Chen Guonan 陳國南	–	–	–	1,927,000 (L) <sup>(d)</sup>	1,927,000 (L)	0.06%
Lin Shaoquan 林少全	–	–	–	1,327,000 (L) <sup>(d)</sup>	1,327,000 (L)	0.04%
Huang Guirong 黃貴榮	–	–	–	1,427,000 (L) <sup>(d)</sup>	1,427,000 (L)	0.04%
Luo Jianfeng 羅建峰	1,927,000 (L)	–	–	–	1,927,000 (L)	0.06%
Lin Dewei 林德緯	–	–	–	692,000 (L) <sup>(d)</sup>	692,000 (L)	0.02%

董事會報告(續)

**DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (Continued)**

Notes:

- (a) The letter "L" denotes the person's long position in such securities.
- (b) These shares of the Company are held by New Fortune, which is wholly-owned by Mr. Wong Luen Hei ("Mr. Wong"). Ms. Zuo Xiaoping is the spouse of Mr. Wong, and therefore Ms. Zuo Xiaoping is deemed to be interested in all the shares of the Company in which Mr. Wong is interested by virtue of the SFO.
- (c) Ms. Zuo Xiaoping is directly holding of 1,384,800 shares of the Company and was granted with options to subscribe for 923,200 shares of the Company with an exercise price of HK\$1.82 per share under the Pre-IPO share option scheme ("Pre-IPO Share Option Scheme") adopted by the Company with effect from 14 May 2010. Mr. Wong is the spouse of Ms. Zuo Xiaoping, and therefore Mr. Wong is deemed to be interested in all the shares of the Company in which Ms. Zuo Xiaoping is interested by virtue of the SFO.
- (d) All other directors' interests represent the number of shares to be issued upon the exercise in full of the options granted to them with an exercise price of HK\$1.82 per share under the Pre-IPO Share Option Scheme.

Save as disclosed above, as at 31 December 2013, none of the directors, chief executive of the Company had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations that was required to be recorded pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

**INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS**

As at 31 December 2013, the following persons (other than a director or chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

Name of Shareholder	Capacity	Number of issued ordinary shares held <sup>(a)</sup>	Percentage of the issued share capital of the Company
股東名稱	身份	持有的已發行普通股數目 <sup>(a)</sup>	佔本公司已發行股本的百分比
New Fortune 新富星	Beneficial owner <sup>(b)</sup> 實益擁有人 <sup>(b)</sup>	2,116,593,000 (L)	68.81%

Notes:

- (a) The letter "L" denotes the person's long position in such securities.
- (b) Mr. Wong is the ultimate beneficial owner of New Fortune. Under Part XV of the SFO, Mr. Wong is deemed to have an interest in these shares, as disclosed in the section headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures" above.

**董事及行政總裁於股份、相關股份及債權證的權益及淡倉(續)**

附註:

- (a) 字母「L」指該人士於該等證券的好倉。
- (b) 該等本公司股份由新富星所持有，該公司由黃聯禧先生（「黃先生」）全資擁有。左笑萍女士為黃先生的配偶，因此根據證券及期貨條例，左笑萍女士被視為為黃先生擁有的所有本公司股份中擁有權益。
- (c) 左笑萍女士直接持有本公司的1,384,800股股份及根據本公司採納於2010年5月14日起生效的首次公開發售前購股權計劃（「首次公開發售前購股權計劃」）獲授購股權，可按每股行使價1.82港元認購本公司的923,200股股份。黃先生為左笑萍女士的配偶，因此根據證券及期貨條例，黃先生被視為為左笑萍女士擁有的所有本公司股份中擁有權益。
- (d) 所有其他董事的權益指彼等按每股行使價1.82港元悉數行使根據首次公開發售前購股權計劃獲授的購股權後所發行的股份數目。

除上文所披露者外，於2013年12月31日，本公司董事及行政總裁概無於本公司或其任何相聯法團的任何股份、相關股份及債權證中擁有任何根據證券及期貨條例第352條須載於登記冊，或根據標準守則須通知本公司及聯交所的權益或淡倉。

**主要股東的權益及淡倉**

於2013年12月31日，於本公司股份或相關股份中擁有根據證券及期貨條例第336條須予存置的登記冊中記錄的權益或淡倉的人士（本公司董事及行政總裁除外）如下：

附註:

- (a) 字母「L」指該人士於該等證券的好倉。
- (b) 黃先生為新富星之最終實益擁有人，根據證券及期貨條例第XV部，黃先生被視作擁有該等股份之權益，誠如上文「董事及行政總裁於股份、相關股份及債權證的權益及淡倉」一節所披露者。

## 董事會報告(續)

**INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS (Continued)**

The above shares were the same shares as set out under the section headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures" above. Save as disclosed above, as at 31 December 2013, the directors of the Company were not aware of any person or corporation (other than the directors and chief executive of the Company) who had any interests or short positions in any shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO.

**SHARE OPTION SCHEMES**

The Company has adopted two share option schemes on 14 May 2010, pursuant to which the Company is entitled to grant options prior to and after the IPO. The details of both share option schemes are as follows:

**1. SHARE OPTION SCHEME**

A share option scheme (the "Share Option Scheme") was conditionally approved by resolutions of the Shareholders on 14 May 2010 and the summary of terms of such Share Option Scheme are disclosed in the Prospectus. No share options were granted, exercised or cancelled by the Company under the Share Option Scheme during the year and there were no outstanding share options under the Share Option Scheme as at 31 December 2013.

**2. PRE-IPO SHARE OPTION SCHEME****(a) Summary of terms**

The purpose of the Pre-IPO Share Option Scheme, approved by the Shareholders pursuant to the written resolutions of the Shareholders dated 14 May 2010, is to give employees an opportunity to have a personal stake in the Company and help motivate them to optimise their future performance and efficiency to the Group and/or to reward them for their past contributions, to attract and retain or otherwise maintain on-going relationships with such employees who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Group.

The principal terms of the Pre-IPO Share Option Scheme are set out in note 28 to financial statements.

**主要股東的權益及淡倉(續)**

上述股份與上文「董事及行政總裁於股份、相關股份及債權證的權益及淡倉」一節所述的股份相同。除上文所披露者外，於2013年12月31日，本公司董事概不知悉任何人士或法團(本公司董事及行政總裁除外)於本公司任何股份或相關股份中擁有根據證券及期貨條例第336條須予存置的登記冊記錄的任何權益或淡倉。

**購股權計劃**

本公司已於2010年5月14日採納兩項購股權計劃，據此本公司有權於首次公開發售前及後授出購股權。兩項購股權計劃的詳情如下：

**1. 購股權計劃**

股東於2010年5月14日決議有條件批准一項購股權計劃(「購股權計劃」)，而該項購股權計劃的條款摘要於招股章程內披露。本公司於年內並無根據購股權計劃授出、行使或註銷任何購股權，於2013年12月31日根據購股權計劃亦無流通在外的購股權。

**2. 首次公開發售前購股權計劃****(a) 條款概要**

股東根據日期為2010年5月14日的股東書面決議案批准的首次公開發售前購股權計劃旨在給予僱員於本公司持有個人權益的機會，激勵彼等日後於本集團發揮最佳表現及效率，及／或獎勵彼等於過往的貢獻，以吸納及挽留該等對本集團業務表現、增長或成功至關重要及／或其貢獻有利於本集團業務表現、增長或成功的僱員，或與該等僱員維持長遠關係。

首次公開發售前購股權計劃的主要條款載於財務報表附註28。

董事會報告(續)

SHARE OPTION SCHEMES (Continued)

2. PRE-IPO SHARE OPTION SCHEME (Continued)

(b) Outstanding options granted

All the options under the Pre-IPO Share Option Scheme were granted on 21 May 2010 at a consideration of HK\$1 paid by each grantee. During the year, no share option were granted or cancelled under the Pre-IPO Share Option Scheme other than those exercised and lapsed/forfeited as mentioned below.

Details of the movement of the Pre-IPO Share Options during the year ended 31 December 2013 were as follows:

Name or category of participant 參與者姓名 或類別	Date of grant <sup>(a)</sup> 授出日期 <sup>(a)</sup>	Option period <sup>(a)</sup> 購股權 可行使期 <sup>(a)</sup>	Exercise price HK\$ 行使價 港元	Outstanding as at 01/01/2013 於01/01/2013 尚未行使	Number of options 購股權數目			Outstanding as at 31/12/2013 於31/12/2013 尚未行使
					Exercised during the year <sup>(d)</sup> 於年內 行使 <sup>(d)</sup>	Lapsed/forfeited during the year 於年內 失效/沒收	Outstanding as at 31/12/2013 於31/12/2013 尚未行使	
<b>Chief executive</b> 行政總裁								
Zuo Manlun 左滿倫	21/05/2010	23/06/2011 to 22/06/2014 <sup>(c)</sup>	1.82	3,842,000	(1,900,000)	–	1,942,000	
<b>Directors</b> 董事								
Zuo Xiaoping 左笑萍	21/05/2010	23/06/2011 to 22/06/2014 <sup>(c)</sup>	1.82	1,923,200	(1,000,000)	–	923,200	
Lai Zhiqiang 賴志強	21/05/2010	23/06/2011 to 22/06/2014 <sup>(c)</sup>	1.82	1,733,000	–	–	1,733,000	
Kong Zhaocong 孔兆聰	21/05/2010	23/06/2011 to 22/06/2014 <sup>(c)</sup>	1.82	2,308,000	(380,000)	–	1,928,000	
Chen Guonan 陳國南	21/05/2010	23/06/2011 to 22/06/2014 <sup>(c)</sup>	1.82	1,927,000	–	–	1,927,000	
Lin Shaoquan 林少全	21/05/2010	23/06/2011 to 22/06/2014 <sup>(c)</sup>	1.82	1,927,000	(600,000)	–	1,327,000	
Huang Guirong 黃貴榮	21/05/2010	23/06/2011 to 22/06/2014 <sup>(c)</sup>	1.82	1,927,000	(500,000)	–	1,427,000	
Luo Jianfeng 羅建峰	21/05/2010	23/06/2011 to 22/06/2014 <sup>(c)</sup>	1.82	1,927,000	(1,927,000)	–	–	

購股權計劃(續)

2. 首次公開發售前購股權計劃(續)

(b) 已授出但尚未行使的購股權

首次公開發售前購股權計劃的所有購股權已於2010年5月21日授予，各承授人支付的代價為1港元。年內，除以下購股權被行使及失效/沒收外，概無購股權根據首次公開發售前購股權計劃獲授出或被註銷。

截至2013年12月31日止年度內，首次公開發售前購股權變動詳情如下：

## 董事會報告(續)

## SHARE OPTION SCHEMES (Continued)

2. PRE-IPO SHARE OPTION SCHEME (Continued)  
(b) Outstanding options granted (Continued)

Name or category of participant 參與者姓名 或類別	Date of grant <sup>(a)</sup> 授出日期 <sup>(a)</sup>	Option period <sup>(a)</sup> 購股權 可行使期 <sup>(a)</sup>	Exercise price HK\$ 行使價 港元	Number of options 購股權數目			
				Outstanding as at 01/01/2013 於01/01/2013 尚未行使	Exercised during the year <sup>(d)</sup> 於年內 行使 <sup>(d)</sup>	Lapsed/forfeited during the year 於年內 失效/沒收	Outstanding as at 31/12/2013 於31/12/2013 尚未行使
Lin Dewei 林德緯	21/05/2010	23/06/2011 to 22/06/2014 <sup>(c)</sup>	1.82	692,000	–	–	692,000
<b>Subtotal directors</b> 董事小計				14,364,200	(4,407,000)	–	9,957,200
<b>Subtotal directors and chief executive</b> 董事及行政總裁小計				18,206,200	(6,307,000)	–	11,899,200
<b>Employees<sup>(b)</sup></b> 僱員 <sup>(b)</sup>							
In aggregate 合共	21/05/2010	23/06/2011 to 22/06/2014 <sup>(c)</sup>	1.82	59,682,050	(35,822,390)	(369,200)	23,490,460
<b>Total</b> 總計				77,888,250	(42,129,390)	(369,200)	35,389,660

Notes:

- (a) All dates are shown in the format of day/month/year.
- (b) None of such grantees is a connected person of the Company.
- (c) The options are exercisable from 23 June 2011 to 22 June 2014 (both days inclusive) subject to the following vesting periods:
- (i) up to 25% of the options commencing on 23 June 2011;
- (ii) up to 60% of the options (including the options not exercised under the limit prescribed for in the previous period) commencing on 23 June 2012; and
- (iii) up to 100% of the options (including the options not exercised under the limit prescribed for in the previous periods) commencing on 23 June 2013.
- (d) The weighted average closing price of the Company's shares immediately before the dates on which the options were exercised was HK\$5.03.

附註：

- (a) 所示日期的格式均為日/月/年。
- (b) 該等承受人均並非本公司的關連人士。
- (c) 該等購股權可由2011年6月23日至2014年6月22日(包括首尾兩天)期間按以下歸屬期行使：
- (i) 購股權之25%或以下可由2011年6月23日起行使；
- (ii) 購股權之60%或以下(包括按先前歸屬期訂明可行使購股權之上限但未經行使之購股權)可由2012年6月23日起行使；及
- (iii) 購股權之100%或以下(包括按先前歸屬期訂明可行使購股權之上限但未經行使之購股權)可由2013年6月23日起行使。
- (d) 緊接購股權行使日期前本公司股份的加權平均收市價為5.03港元。

## 董事會報告(續)

### CHANGE OF COMPANY NAME

Pursuant to the special resolution passed at the annual general meeting of the Company held on 31 May 2013, the name of the Company was approved to be changed from "China Liansu Group Holdings Limited 中国联塑集团控股有限公司" to "China Lesso Group Holdings Limited 中国联塑集团控股有限公司". With effect from 31 May 2013, the Registry of Companies in the Cayman Islands approved the change of the Company name and issued the certificate of incorporation on change of name. The Registrar of Companies in Hong Kong issued the certificate of registration of corporate name of non-Hong Kong company on 2 July 2013 confirming registration of the new Company's name in Hong Kong under Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong).

### DIRECTORS' INTEREST IN CONTRACTS OF SIGNIFICANCE

Save as disclosed under paragraph headed "Connected Transactions", no contract of significance to which the Company, its holding company and any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### COMPLIANCE AND ENFORCEMENT OF THE NON-COMPETE UNDERTAKINGS FROM CONTROLLING SHAREHOLDER

None of the directors or substantial shareholder of the Company or any of their respective associates has engaged in any business that competes or may compete with the business of the Group. The controlling Shareholder being New Fortune and Mr. Wong Luen Hei (the "Controlling Shareholder"), has entered into a deed of non-competition in favour of the Group dated 14 May 2010 (the "Deed of Non-Competition").

The directors are of the view that the Group's measures adopted by the Company in respect of the enforceability of the Deed of Non-Competition are adequate to safeguard the effectiveness of the non-competition undertakings. The independent non-executive directors have reviewed the compliance of the Deed of Non-Competition, including any potential conflicts of interest and competition arising from the taking up by the Controlling Shareholder of opportunities rejected by the Group pursuant to the Deed of Non-Competition. Based on the confirmation from the Controlling Shareholder, the independent non-executive directors are of the view that the Deed of Non-Competition has been complied with and has been effectively enforced.

### 更改公司名稱

本公司於2013年5月31日舉行的股東週年大會上通過特別決議案，批准本公司名稱由「China Liansu Group Holdings Limited 中国联塑集团控股有限公司」改為「China Lesso Group Holdings Limited 中国联塑集团控股有限公司」。開曼群島公司註冊處已批准本公司更改名稱，並已發出公司更改名稱註冊證明書，自2013年5月31日起生效。於2013年7月2日，香港公司註冊處處長已根據香港法例第32章公司條例第XI部發出非香港公司更改法人名稱的註冊證明書，確認新公司名稱註冊登記。

### 董事於重大合約的權益

除「關連交易」一段所披露者外，本公司、其控股公司或其任何附屬公司概無參與訂立任何由本公司董事直接或間接擁有重大權益且於年終或於年內任何時間仍然有效的重大合約。

### 遵守及執行控股股東的不競爭承諾

概無本公司董事或主要股東或任何彼等各自的聯繫人從事任何與本集團業務競爭或可能競爭的業務。控股股東(即新富星)及黃聯禧先生(「控股股東」)已於2010年5月14日訂立以本集團為受益人的不競爭契據(「不競爭契據」)。

董事認為本公司所採納本集團有關執行不競爭契據的措施已足夠保障不競爭承諾的效力。獨立非執行董事已審閱不競爭契據的遵守情況，包括任何因控股股東接受本集團根據不競爭契據而拒絕的機會所產生的潛在利益衝突及競爭。根據控股股東的確認函，獨立非執行董事認為不競爭契據已獲遵守及有效執行。



## 董事會報告(續)

### CHARITABLE DONATIONS

During the year, the Group's charitable donations were approximately RMB350,000 (2012: RMB478,000).

### SENIOR NOTES

As at 31 December 2013, the outstanding principal amount of the Senior Notes was US\$258,880,000. The Company intended to use the net proceeds for financing of the then existing indebtedness, for capital expenditures and for other general corporate purposes. The details of the Senior Notes are set out in note 23 to financial statements.

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

For the year ended 31 December 2013, the Company or any of its subsidiaries did not purchase, sell or redeem any of the Company's listed securities.

### ACQUISITION OF SUBSIDIARIES

During the year, the Group entered into the sale and purchase agreements to acquire 100% equity interests in Guangdong Lesso Valve Co., Ltd.\* ("Lesso Valve"), Anhui Lesso Chiao Yue New Construction Material Co., Ltd.\*, Guangdong Lesso O'Conn Fire Service Equipment Co., Ltd.\*, Guangdong Lesso Shun An Fire Service Equipment Co., Ltd.\* and Foshan Nanhai Eago Sanitary Ware Co., Ltd.\* at a total consideration of RMB286,149,000. The acquisitions allow the Group to expand its production lines on the valve supply for the Group's water supply-related pipe projects and on the other home building material products. The details of the acquisition of subsidiaries are set out in note 29 to financial statements.

The acquisition of Lesso Valve is a connected transaction and disclosed in the Directors' Report on page 51.

### 慈善捐款

年內，本集團的慈善捐款約為人民幣350,000元(2012年：人民幣478,000元)。

### 優先票據

於2013年12月31日，優先票據的未償還本金額為258,880,000美元。本公司擬動用所得款項淨額為當時現有債務再融資、作為資本開支及作其他一般企業用途。優先票據詳情載於財務報表附註23。

### 購買、出售或贖回上市證券

於截至2013年12月31日止年度，本公司或其任何附屬公司概無購買、出售或贖回任何本公司的上市證券。

### 收購附屬公司

年內，本集團訂立買賣協議以收購廣東聯塑閥門有限公司(「聯塑閥門」)、安徽聯塑僑裕新型建材有限公司、廣東聯塑奧康來消防設備有限公司、廣東聯塑順安消防器材有限公司及佛山市南海益高衛浴有限公司的100%股本權益，總代價為人民幣286,149,000元。該等收購使本集團能擴充其為供水相關管道項目閥門供應之生產線及其他家居建材產品之生產線。收購附屬公司詳情載於財務報表附註29。

聯塑閥門之收購為一項關連交易，於第51頁的董事會報告中披露。

董事會報告(續)

## EVENTS AFTER THE REPORTING PERIOD AND DISCLOSURE PURSUANT TO RULES 13.18 AND 13.21 OF THE LISTING RULES

On 3 March 2014, the Company as borrower entered into a facility agreement (the “**Facility Agreement**”) in relation to a syndicated term loan facility in the amount of US\$135,000,000 at an interest rate of LIBOR plus 2.00% per annum with, among others, Taipei Fubon Commercial Bank Co., Ltd. and CTBC Bank Co., Ltd. as mandated lead arrangers, and a syndicate of nine lenders, for the purpose of refinancing the Group’s existing financial indebtedness. The loan made thereunder is repayable 36 months after the same has been made.

Pursuant to the Facility Agreement, it is required that (i) Mr. Wong Luen Hei (being the controlling Shareholder) and his family (collectively, the “**Wong Family**”) shall collectively maintain, directly or indirectly, at least 55% of beneficial shareholding interest in the issued share capital of the Company, carrying at least 55% of the voting rights, free from any security; and (ii) the Wong Family shall remain to have effective management control over the Company. Otherwise, a lender shall not be obliged to fund the loan made under the Facility Agreement, and the total commitments under the Facility Agreement may be liable to be cancelled and the outstanding loan with interest and all other amounts accrued under the Facility Agreement or other related financial documents may be due and payable to the lenders immediately.

## CONNECTED TRANSACTIONS

The related party transactions as disclosed in note 33 to financial statements also constitute connected transactions or continuing connected transactions within the meaning of the Listing Rules and satisfied relevant disclosure requirements thereof. Details of such non-exempt connected transactions or continuing connected transactions are summarised below:

### (A) RENTAL AND UTILITIES EXPENSES

Background: On 27 April 2012, Guangdong Lesso Technology (the “**Lessee**”) entered into lease agreement (the “**Lease**”) with Guangdong Liansu Machinery (the “**Lessor**”) whereby the Lessor leased its certain plants erected on Lot G03-2-1, Daba Industrial Estate of Longjiang Community Residents’ Committee, Longjiang Town, Shunde District, Foshan City, the PRC to the Group for using as production facilities.

## 報告期後事項及根據上市規則第13.18條及第13.21條作出的披露

於2014年3月3日，本公司(作為借款人)與(其中包括)台北富邦商業銀行股份有限公司及中國信託商業銀行股份有限公司(作為受託牽頭安排人)以及九個銀團貸款人訂立一項有關135,000,000美元，利率為倫敦銀行同業拆息加每年2.00%的銀團定期貸款融資之融資協議(「**該融資協議**」)，目的乃為本集團現有財務負債再融資。據該協議項下作出之貸款須於貸款作出後36個月償還。

根據該融資協議規定，(i)黃聯禧先生(為控股股東)及其家族(統稱「**黃氏家族**」)須共同直接或間接擁有(且並無抵押)本公司已發行股本最少55%實益股權(佔最少55%的表決權)；及(ii)黃氏家族須繼續對本公司之管理行使有效的控制權。否則，貸款人毋須支付根據該融資協議作出的貸款，而該融資協議項下的總承擔可予撤銷，且該融資協議或其他相關財務文件項下的未償還貸款連同利息及所有其他應計款項，可即時到期並須向貸款人償還。

## 關連交易

財務報表附註33披露的關聯人士交易亦構成符合上市規則定義的關連交易或持續關連交易，並符合相關的披露要求。該等不獲豁免關連交易或持續關連交易詳情概述如下：

### (A) 租金及公用事業開支

背景：於2012年4月27日，廣東聯塑科技(「**承租人**」)與廣東聯塑機器(「**出租人**」)訂立租賃協議(「**租約**」)，據此，出租人出租其位於中國佛山市順德區龍江鎮龍江社區居民委員會大壩工業園G03-2-1號地塊上的部分廠房，作生產基地用途。

董事會報告(續)

**CONNECTED TRANSACTIONS (Continued)**

**(A) RENTAL AND UTILITIES EXPENSES (Continued)**

Under the Lease, the Lessee shall bear all the third party costs, including electricity and water charges. Since the related utilities costs are charged by the relevant government authorities on the Lessor, the Lessee will reimburse the Lessor for the same amount of utilities costs paid by the Lessor (the "Utilities Arrangement"). For further details, please refer to the announcement made by the Company on 27 April 2012.

Particulars of the agreements together with the total consideration for the year ended 31 December 2013 are disclosed below as required under the Listing Rules:

Nature of transactions:	Rental expenses paid to the Lessor.
	Reimbursement of utilities costs charged by the relevant government authorities on the Lessor from the Lessee.
Terms:	The Lease is for 32 months commencing on 1 May 2012 and expiring on 31 December 2014. The related rents payable by the Lessee to the Lessor is RMB276,300 per month.
	The reimbursable amount of utilities costs was equal to the amount charged by the relevant government authorities on the Lessor.
Annual Cap:	RMB3.3 million (Leasing agreement) RMB15.0 million (Utilities agreement)
Total consideration for the year:	RMB3.3 million (Leasing agreement) RMB6.7 million (Utilities agreement)

**關連交易(續)**

**(A) 租金及公用事業開支(續)**

根據租約，承租人須承擔所有第三方的費用，包括水電費。由於有關公用事業成本由相關政府機關向出租人收取，故承租人將會向出租人補償相等於出租人所支付的公用事業成本的金額(「公用事業安排」)。有關進一步詳情，請參閱本公司於2012年4月27日所作出的公告。

協議的細節，連同截至2013年12月31日止年度的總代價已根據上市規則規定披露如下：

交易性質：	向出租人支付的租金開支。
	由承租人補償相關政府機關向出租人收取的公用事業成本。
條款：	租約自2012年5月1日起至2014年12月31日止為期32個月。承租人須向出租人支付的有關租金為每月人民幣276,300元。
	公用事業成本的補償金額須相等於相關政府機關向出租人收取的金額。
年度上限：	人民幣330萬元(租賃協議) 人民幣1,500萬元(公用事業協議)
本年度總代價：	人民幣330萬元(租賃協議) 人民幣670萬元(公用事業協議)

董事會報告(續)

**CONNECTED TRANSACTIONS (Continued)**

**(B) PURCHASE OF EQUIPMENT FOR PLASTIC PIPE MANUFACTURING**

Background:	On 31 December 2012, the Company entered into a framework equipment purchase agreement (the "Framework Agreement") with Guangdong Liansu Machinery for 1 year commencing on 1 January 2013 and ending on 31 December 2013.
	Particulars of the Framework Agreement together with the total consideration for the year ended 31 December 2013 are disclosed below as required under the Listing Rules:
Nature of transactions:	Purchase of equipment for plastic pipe manufacturing from Guangdong Liansu Machinery.
Terms:	The purchase price to be agreed between the parties which shall not exceed the prevailing market price.
Annual Cap:	RMB97.5 million
Total consideration for the year:	RMB75.2 million

**(C) PURCHASE OF ELECTRONIC ACCESSORIES**

Background:	On 31 December 2012, the Company entered in to the original design manufacturing (the "ODM") co-operation agreement with Guangdong Liansu Electric in relation to the ODM production co-operation as regards manufacturing of electronic accessories by Guangdong Liansu Electric for the Group commencing from 1 January 2013 and ending on 31 December 2013. For details, please refer to the announcement made by the Company on 31 December 2012.
	Particulars of the agreement are disclosed below as required under the Listing Rules:
Nature of transactions:	Purchase of electronic accessories from Guangdong Liansu Electric.
Terms:	The purchase price to be agreed between the parties which shall not exceed the prevailing market price.
Annual Cap:	RMB30.0 million
Total consideration for the year:	RMB4.1 million

**關連交易(續)**

**(B) 購買塑料管材製造設備**

背景：	於2012年12月31日，本公司與廣東聯塑機器訂立框架設備採購協議(「框架協議」)，自2013年1月1日起至2013年12月31日止為期一年。
	框架協議的細節，連同截至2013年12月31日止年度的總代價已根據上市規則規定披露如下：
交易性質：	向廣東聯塑機器購買塑料管材製造設備。
條款：	訂約方將協定的購買價不得超過當前市價。
年度上限：	人民幣9,750萬元
本年度總代價：	人民幣7,520萬元

**(C) 購買電子配件**

背景：	於2012年12月31日，本公司與廣東聯塑電氣訂立原始設計製造(「ODM」)合作協議，內容有關由廣東聯塑電氣為本集團製造電子配件之ODM生產合作，自2013年1月1日起至2013年12月31日結束。有關詳情，請參閱本公司於2012年12月31日所作的公告。
	協議的細節已根據上市規則規定披露如下：
交易性質：	向廣東聯塑電氣購買電子配件。
條款：	訂約方將協定的購買價不得超過當前市價。
年度上限：	人民幣3,000萬元
本年度總代價：	人民幣410萬元

## CONNECTED TRANSACTIONS (Continued)

### (D) ACQUISITION OF LESSO VALVE

On 15 January 2013, Liansu Group Company Limited entered into the sale and purchase agreement with Star Excel Investment Limited ("Star Excel") to acquire 100% equity interests in Lesso Valve at a cash consideration of RMB116,000,000. Star Excel is a company wholly-owned by Mr. Wong Luen Hei. Lesso Valve is principally engaged in the manufacture and sale of valve products. The acquisition allows the Group to expand its production lines on the valve supply for the Group's water supply-related pipe projects.

The acquisition of Lesso Valve is a connected transaction and the principal terms of this acquisition have been set out in detail in the Company's announcement dated 15 January 2013.

### (E) CONNECTED TRANSACTIONS NOT YET EFFECTIVE

#### (i) Purchase of Equipment for Plastic Pipe Manufacturing

Background: On 31 December 2013, the Company entered into a framework equipment purchase agreement (the "Framework Agreement") with Guangdong Liansu Machinery for 1 year commencing from 1 January 2014 and ending on 31 December 2014. For details, please refer to the announcement made by the Company on 31 December 2013.

Particulars of the Framework Agreement are disclosed below as required under the Listing Rules:

Nature of transactions: Purchase of equipment for plastic pipe manufacturing from Guangdong Liansu Machinery.

Terms: The purchase price to be agreed between the parties which shall not exceed the prevailing market price.

Annual Cap: RMB97.5 million (for the year ending 31 December 2014)

## 關連交易(續)

### (D) 收購聯塑閥門

於2013年1月15日，聯塑集團有限公司與星俊投資有限公司(「星俊」)訂立買賣協議以收購聯塑閥門的100%股本權益，現金代價為人民幣116,000,000元。星俊為黃聯禧先生全資擁有的公司。聯塑閥門主要從事閥門產品製造及銷售業務。該收購使本集團能擴充其為供水相關管道項目閥門供應之生產線。

聯塑閥門之收購為一項關連交易，而該收購事項的主要條款詳情已載於本公司日期為2013年1月15日的公告。

### (E) 尚未生效的關連交易

#### (i) 購買塑料管材製造設備

背景：於2013年12月31日，本公司與廣東聯塑機器訂立框架設備採購協議(「框架協議」)，自2014年1月1日起至2014年12月31日止為期一年。有關詳情，請參閱本公司於2013年12月31日所作的公告。

框架協議的細節已根據上市規則規定披露如下：

交易性質：向廣東聯塑機器購買塑料管材製造設備。

條款：訂約方將協定的購買價不得超過當前市價。

年度上限：人民幣9,750萬元(截至2014年12月31日止年度)

董事會報告(續)

**CONNECTED TRANSACTIONS (Continued)**

**關連交易(續)**

**(E) CONNECTED TRANSACTIONS NOT YET EFFECTIVE (Continued)**

**(E) 尚未生效的關連交易(續)**

**(ii) Purchase of Electronic Accessories**

**(ii) 購買電子配件**

Background: On 31 December 2013, the Company entered into the original design manufacturing (the "ODM") co-operation agreement with Guangdong Liansu Electric in relation to the ODM production co-operation as regards manufacturing of electronic accessories by Guangdong Liansu Electric for the Group commencing from 1 January 2014 and ending on 31 December 2014. For details, please refer to the announcement made by the Company on 31 December 2013.

背景：於2013年12月31日，本公司與廣東聯塑電氣訂立原始設計製造(「ODM」)合作協議，內容有關由廣東聯塑電氣為本集團製造電子配件之ODM生產合作，自2014年1月1日起至2014年12月31日結束。有關詳情，請參閱本公司於2013年12月31日所作的公告。

Particulars of the agreement are disclosed below as required under the Listing Rules:

協議的細節已根據上市規則規定披露如下：

Nature of transactions: Purchase of electronic accessories from Guangdong Liansu Electric.

交易性質：向廣東聯塑電氣購買電子配件。

Terms: The purchase price to be agreed between the parties which shall not exceed the prevailing market price.

條款：訂約方將協定的購買價不得超過當前市價。

Annual Cap: RMB30 million (for the year ending 31 December 2014)

年度上限：人民幣3,000萬元(截至2014年12月31日止年度)

The independent non-executive directors have, for the purpose of Rule 14A.37 of the Listing Rules, reviewed all continuing connected transactions and have confirmed that all continuing connected transactions have been entered into by the Group (i) in the ordinary and usual course of its business; (ii) on normal commercial terms; and (iii) in accordance with the terms of the agreements governing such transactions that are fair and reasonable and in the interests of the Shareholders as a whole.

獨立非執行董事已就上市規則第14A.37條審閱所有持續關連交易，並確認本集團的所有持續關連交易(i)是於一般及日常業務過程；(ii)按正常商業條款；及(iii)根據規管該等交易的協議條款訂立，屬公平合理且符合股東的整體利益。

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information", and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The Company's auditor issued an unqualified letter containing his findings and conclusions in respect of the transactions disclosed above in accordance with Rule 14A.38 of the Listing Rules. The Company provided a copy of the said letter to the Stock Exchange.

本公司的核數師獲聘遵照香港會計師公會發出的香港核證聘用準則3000的「歷史財務資料審計或審閱以外的核證聘用」，並參照實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」，就本集團的持續關連交易作出匯報。本公司的核數師已根據上市規則第14A.38條發出載有上述披露的交易的核證結果及結論的無保留意見函件。本公司已將該函件副本呈交聯交所。

## 董事會報告(續)

### RELATED PARTY TRANSACTIONS

The details of the related party transactions are set out in note 33 to financial statements.

### TAX RELIEF AND EXEMPTION

The directors are not aware of any tax relief and exemption available to the Shareholders by reason of their holding the Company's securities.

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing Shareholders.

### PUBLIC FLOAT

Based on the publicly available information obtained by the Company and to the best knowledge of the directors, as at the date of this report, the Company has maintained the public float stipulated in the Listing Rules.

### AUDITOR

A resolution will be submitted to the annual general meeting to re-appoint Ernst & Young as auditor of the Company.

By order of the Board

**Zuo Manlun**  
Chief Executive

Hong Kong, 17 March 2014

### 關聯人士交易

關聯人士交易的詳情載於財務報表附註33。

### 稅務減免

董事並不知悉任何股東因持有本公司的證券而可享有任何稅務減免。

### 優先購買權

本公司的組織章程細則或開曼群島的法例並無有關本公司須按比例向現有股東發售新股份的優先購買權規定。

### 公眾持股量

根據本公司以公開途徑取得的資料及據董事所深知，於本報告日期，本公司一直維持上市規則所訂明的公眾持股量。

### 核數師

本公司將於股東週年大會上提呈決議案，以續聘安永會計師事務所為本公司的核數師。

承董事會命

行政總裁  
左滿倫

香港，2014年3月17日

# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告



### To the shareholders of China Lesso Group Holdings Limited

(Formerly known as "China Liansu Group Holdings Limited")

(Incorporated in Cayman Islands with limited liability)

We have audited the consolidated financial statements of China Lesso Group Holdings Limited (formerly known as "China Liansu Group Holdings Limited" and the "Company") and its subsidiaries (together, the "Group") set out on pages 56 to 142, which comprise the consolidated and company statements of financial position as at 31 December 2013, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

### DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

### AUDITORS' RESPONSIBILITY

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

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

### 致中國聯塑集團控股有限公司股東

(於開曼群島註冊成立的有限責任公司)

我們已審核載於第56至142頁的中國聯塑集團控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，此財務報表包括於2013年12月31日的綜合及公司財務狀況表及截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要和其他說明資料。

### 董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒布的香港財務報告準則和香港公司條例的披露規定編製並且真實而公平地列報綜合財務報表，及落實其認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述。

### 核數師的責任

我們的責任是根據我們的審核對該等綜合財務報表發表意見，並僅向全體股東匯報而不作其他用途。我們概不就本報告書的內容對任何其他人士負責或承擔責任。

我們已根據香港會計師公會頒布的香港審核準則進行審核。該等準則要求我們遵守道德規範，並規劃及執行審核，以合理確定此等綜合財務報表是否不存有任何重大錯誤陳述。



獨立核數師報告(續)

**AUDITORS' RESPONSIBILITY (Continued)**

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**OPINION**

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2013, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

**Ernst & Young**

*Certified Public Accountants*  
22/F CITIC Tower  
1 Tim Mei Avenue  
Central, Hong Kong  
17 March 2014

**核數師的責任(續)**

審核涉及執程序以獲取綜合財務報表所載金額及披露資料的審核證據。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與實體編製及真實而公平地列報綜合財務報表相關的內部控制，以設計適當的審核程序，但目的並非對實體內部控制的有效性發表意見。審核亦包括評價董事所採用的會計政策的合適性及所作出的會計估計的合理性，以及評價綜合財務報表的整體列報方式。

我們相信，我們所獲得的審核證據充足和適當地為我們的審核意見提供基礎。

**意見**

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映貴公司及貴集團於2013年12月31日的財務狀況及截至該日止年度的溢利和現金流量，並已按照香港公司條例的披露規定妥為編製。

**安永會計師事務所**

*執業會計師*  
香港中環  
添美道1號  
中信大廈22樓  
2014年3月17日

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收益表

Year ended 31 December 2013  
截至2013年12月31日止年度

			2013	2012
		Notes	2013年	2012年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
<b>REVENUE</b>	收入	5	<b>13,070,547</b>	10,891,363
Cost of sales	銷售成本		<b>(9,804,979)</b>	(8,242,055)
Gross profit	毛利		<b>3,265,568</b>	2,649,308
Other revenue, income and gains	其他收入、收益及利益	5	<b>155,475</b>	115,774
Selling and distribution expenses	銷售及分銷開支		<b>(722,790)</b>	(543,681)
Administrative expenses	行政開支		<b>(503,959)</b>	(381,037)
Other expenses	其他開支		<b>(276,170)</b>	(212,169)
Finance costs	融資成本	6	<b>(151,003)</b>	(146,231)
Share of profit of a joint venture	分佔一間合營企業溢利	15	<b>390</b>	315
<b>PROFIT BEFORE TAX</b>	除稅前溢利	7	<b>1,767,511</b>	1,482,279
Income tax expense	所得稅開支	9	<b>(329,895)</b>	(251,008)
<b>PROFIT FOR THE YEAR</b>	年內溢利		<b>1,437,616</b>	1,231,271
<b>OTHER COMPREHENSIVE INCOME</b>	其他全面收益			
Items that may be reclassified subsequently to profit or loss:	其後可能會重新歸類至損益的項目：			
Available-for-sale investments:	可供出售投資：			
Changes in fair value	公平值變動		-	34,732
Reclassification adjustments for gains on disposal	出售所得利益重新歸類調整		-	(14,710)
			-	20,022
Exchange differences on translation of foreign operations	折算外幣報表產生的匯兌差額		<b>6,260</b>	(2,191)
<b>OTHER COMPREHENSIVE INCOME FOR THE YEAR</b>	年內其他全面收益		<b>6,260</b>	17,831
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	年內全面收益總額		<b>1,443,876</b>	1,249,102

CONSOLIDATED STATEMENT OF PROFIT OR  
LOSS AND OTHER COMPREHENSIVE INCOME (Continued)

綜合損益及其他全面收益表(續)

Year ended 31 December 2013  
截至2013年12月31日止年度

		2013 2013年 RMB'000 人民幣千元	2012 2012年 RMB'000 人民幣千元
	Note 附註		
Profit attributable to:	以下應佔溢利：		
Owners of the Company	本公司擁有人	1,449,261	1,238,322
Non-controlling interests	非控制權益	(11,645)	(7,051)
		<b>1,437,616</b>	<b>1,231,271</b>
Total comprehensive income attributable to:	以下應佔全面收益總額：		
Owners of the Company	本公司擁有人	1,455,556	1,255,835
Non-controlling interests	非控制權益	(11,680)	(6,733)
		<b>1,443,876</b>	<b>1,249,102</b>
<b>EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>	本公司擁有人 應佔每股盈利		
Basic	基本	<b>RMB0.48</b> 人民幣0.48元	RMB0.41 人民幣0.41元
Diluted	攤薄	<b>RMB0.47</b> 人民幣0.47元	RMB0.40 人民幣0.40元

Details of the dividends proposed for the year are disclosed in note 10 to the financial statements. 年度擬派發股息的詳情披露於財務報表附註10。

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

31 December 2013  
於2013年12月31日

			2013	2012
		Notes	2013年	2012年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	12	4,452,109	3,288,261
Prepaid land lease payments	預付土地租賃款	13	996,690	954,279
Other intangible assets	其他無形資產		33,927	9,771
Deposits paid for the purchase of land, property, plant and equipment	購買土地、物業、廠房及設備所支付的按金		169,870	129,705
Interest in a joint venture	於一間合營企業的權益	15	5,676	5,286
Held-to-maturity investments	持有至到期投資	16	231,650	279,006
Deferred tax assets	遞延稅項資產	24	9,162	3,575
<b>Total non-current assets</b>	<b>非流動資產總額</b>		<b>5,899,084</b>	<b>4,669,883</b>
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories	存貨	17	2,434,049	1,766,133
Trade and bills receivables	貿易應收款項及票據	18	1,037,629	1,009,534
Prepayments, deposits and other receivables	預付款、按金及其他應收款項	19	720,352	405,227
Held-to-maturity investments	持有至到期投資	16	17,351	9,684
Cash and bank deposits	現金及銀行存款	20	2,189,242	1,922,325
<b>Total current assets</b>	<b>流動資產總額</b>		<b>6,398,623</b>	<b>5,112,903</b>
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade and bills payables	貿易應付款項及票據	21	861,416	512,054
Other payables and accruals	其他應付款項及應計費用	22	1,252,674	832,388
Bank loans and other borrowings	銀行貸款及其他借款	23	1,080,092	595,799
Tax payable	應付稅項		103,638	98,635
<b>Total current liabilities</b>	<b>流動負債總額</b>		<b>3,297,820</b>	<b>2,038,876</b>
<b>NET CURRENT ASSETS</b>	<b>流動資產淨額</b>		<b>3,100,803</b>	<b>3,074,027</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總額減流動負債</b>		<b>8,999,887</b>	<b>7,743,910</b>
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Bank loans and other borrowings	銀行貸款及其他借款	23	1,607,024	1,628,783
Deferred tax liabilities	遞延稅項負債	24	78,418	64,635
Deferred income	遞延收益	25	58,502	22,574
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>		<b>1,743,944</b>	<b>1,715,992</b>
<b>Net assets</b>	<b>資產淨額</b>		<b>7,255,943</b>	<b>6,027,918</b>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

綜合財務狀況表(續)

31 December 2013  
於2013年12月31日

			2013	2012
		Notes	2013年	2012年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
<b>EQUITY</b>	<b>權益</b>			
Issued capital	已發行股本	26	134,316	132,660
Reserves	儲備	27(A)	7,105,422	5,877,373
Equity attributable to owners of the Company	本公司擁有人應佔權益		7,239,738	6,010,033
Non-controlling interests	非控制權益		16,205	17,885
Total equity	權益總額		7,255,943	6,027,918

**Wong Luen Hei**

黃聯禧

Director

董事

**Luo Jianfeng**

羅建峰

Director

董事

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

Year ended 31 December 2013  
截至2013年12月31日止年度

		Atributable to owners of the Company 本公司擁有人應佔											
		Issued capital 已發行股本	Share premium 股份溢價	Statutory reserve <sup>(a)</sup> 法定儲備 <sup>(a)</sup>	Capital reserve <sup>(a)</sup> 資本儲備 <sup>(a)</sup>	Share option reserve 購股權儲備	Merger reserve 合併儲備	Available-for-sale investment revaluation reserve 可供出售投資重估儲備	Exchange fluctuation 匯兌波動儲備	Retained profits 保留溢利	Total 總計	Non-controlling interests 非控制權益	Total equity 權益總額
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2012	於2012年1月1日	131,537	1,683,990	412,962	31,645	72,404	5,515	(20,022)	20,595	2,648,349	4,986,975	390	4,987,365
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	1,238,322	1,238,322	(7,051)	1,231,271
Other comprehensive income for the year	年內其他全面收益	-	-	-	-	-	-	20,022	(2,509)	-	17,513	318	17,831
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	-	20,022	(2,509)	1,238,322	1,255,835	(6,733)	1,249,102
Issue of shares	發行股份	1,123	64,251	-	-	(24,569)	-	-	-	-	40,805	-	40,805
Capital contributions from non-controlling interests	非控制權益出資	-	-	-	-	-	-	-	-	-	-	24,228	24,228
Equity-settled share option arrangements	以股權結算的購股權安排	-	-	-	-	20,252	-	-	-	-	20,252	-	20,252
Dividends recognised as distributions to owners (note 10)	確認為向擁有人分派的股息(附註10)	-	-	-	-	-	-	-	-	(293,834)	(293,834)	-	(293,834)
Appropriation to statutory reserve	轉撥至法定儲備	-	-	133,567	-	-	-	-	-	(133,567)	-	-	-
At 31 December 2012 and 1 January 2013	於2012年12月31日及2013年1月1日	132,660	1,748,241 <sup>#</sup>	546,529 <sup>#</sup>	31,645 <sup>#</sup>	68,087 <sup>#</sup>	5,515 <sup>#</sup>	- <sup>#</sup>	18,086 <sup>#</sup>	3,459,270 <sup>#</sup>	6,010,033	17,885	6,027,918
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	1,449,261	1,449,261	(11,645)	1,437,616
Other comprehensive income for the year	年內其他全面收益	-	-	-	-	-	-	-	6,295	-	6,295	(35)	6,260
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	-	-	6,295	1,449,261	1,455,556	(11,680)	1,443,876
Issue of shares	發行股份	1,656	95,390	-	-	(36,845)	-	-	-	-	60,201	-	60,201
Capital contributions from non-controlling interests	非控制權益出資	-	-	-	-	-	-	-	-	-	-	10,000	10,000
Equity-settled share option arrangements	以股權結算的購股權安排	-	-	-	-	5,757	-	-	-	-	5,757	-	5,757
Dividends recognised as distributions to owners (note 10)	確認為向擁有人分派的股息(附註10)	-	-	-	-	-	-	-	-	(291,809)	(291,809)	-	(291,809)
Appropriation to statutory reserve	轉撥至法定儲備	-	-	183,759	-	-	-	-	-	(183,759)	-	-	-
At 31 December 2013	於2013年12月31日	134,316	1,843,631 <sup>#</sup>	730,288 <sup>#</sup>	31,645 <sup>#</sup>	36,999 <sup>#</sup>	5,515 <sup>#</sup>	- <sup>#</sup>	24,381 <sup>#</sup>	4,432,963 <sup>#</sup>	7,239,738	16,205	7,255,943

<sup>#</sup> These reserve accounts comprise the reserves of RMB7,105,422,000 (2012: RMB5,877,373,000) in the consolidated statement of financial position.

<sup>#</sup> 該等儲備賬構成綜合財務狀況表中儲備人民幣7,105,422,000元(2012年:人民幣5,877,373,000元)。

綜合權益變動表(續)

Year ended 31 December 2013  
截至2013年12月31日止年度

Notes:

- (a) In accordance with the Company Law of the PRC, each of the Company's subsidiaries registered in the PRC is required to appropriate 10% of the annual statutory profit after tax (after offsetting any prior years' losses) determined in accordance with generally accepted accounting principles in the PRC to the statutory reserve until the balance of the reserve fund reaches 50% of its registered capital. The statutory reserve can be utilised to offset prior years' losses or to increase capital, provided that the remaining balance of the statutory reserve is not less than 25% of the registered capital.
- (b) Capital reserve mainly represented the difference between the consideration and the book value of the share of the net assets acquired in respect of the acquisition of non-controlling interests.

附註：

- (a) 根據中國公司法，本公司於中國註冊的各間附屬公司須劃撥根據中國公認會計原則釐定的年度法定除稅後溢利(經扣除任何過往年度虧損後)的10%至法定儲備，直至儲備金結餘達到其註冊資本的50%為止。法定儲備可用於抵銷過往年度虧損或增資，惟法定儲備的餘下結餘不得少於註冊資本的25%。
- (b) 資本儲備主要指有關收購非控制權益的代價與應佔所收購淨資產賬面值之間的差額。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

Year ended 31 December 2013  
截至2013年12月31日止年度

		2013	2012
	Notes	2013年	2012年
	附註	RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>OPERATING ACTIVITIES</b>	<b>經營活動</b>		
Profit before tax:	除稅前溢利：	<b>1,767,511</b>	1,482,279
Adjustments for:	就以下各項作出調整：		
Government grants released	已撥入的政府補助	<b>(1,031)</b>	(1,028)
Interest income	利息收益	<b>(70,586)</b>	(52,516)
Gain on early redemption of held-to-maturity investments	被提早贖回持有至到期投資所得利益	<b>(2,864)</b>	-
Gain on disposal of available-for-sale investments	出售可供出售投資所得利益	-	(14,710)
Gain on repurchase of the Senior Notes	購回優先票據的利益	-	(4,259)
Dividend income	股息收益	-	(432)
Finance costs	融資成本	<b>151,003</b>	146,231
Depreciation and amortisation	折舊及攤銷	<b>360,338</b>	252,574
(Gain)/loss on disposal of items of land, other intangible assets, property, plant and equipment	出售土地、其他無形資產、物業、廠房及設備項目的(利益)/虧損	<b>(5,776)</b>	120
Gain from a bargain purchase	議價收購所得利益	<b>(157)</b>	-
Equity-settled share option expense	以股權結算的購股權開支	<b>5,757</b>	20,252
Write-down/(write-back) of inventories to net realisable value	撇減/(撥回)存貨至可變現淨值	<b>9,848</b>	(488)
Impairment of trade receivables, net	貿易應收款項減值淨額	<b>22,145</b>	9,921
Share of profit of a joint venture	分佔一間合營企業溢利	<b>(390)</b>	(315)
		<b>2,235,798</b>	1,837,629
Increase in inventories	存貨增加	<b>(578,374)</b>	(463,165)
Increase in trade and bills receivables	貿易應收款項及票據增加	<b>(84,740)</b>	(271,371)
Increase in prepayments, deposits and other receivables	預付款、按金及其他應收款項增加	<b>(263,510)</b>	(20,942)
Increase in trade and bills payables	貿易應付款項及票據增加	<b>313,870</b>	316,284
Increase in other payables and accruals	其他應付款項及應計費用增加	<b>131,803</b>	137,338
Increase in deferred income	遞延收益增加	<b>36,959</b>	-
Cash generated from operations	經營產生的現金	<b>1,791,806</b>	1,535,773
Bank interest received	已收銀行利息	<b>19,333</b>	34,128
Corporate income tax paid	已付企業所得稅	<b>(307,677)</b>	(289,457)
Net cash flows from operating activities	經營活動所得現金流量淨額	<b>1,503,462</b>	1,280,444



## CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

## 綜合現金流量表(續)

 Year ended 31 December 2013  
 截至2013年12月31日止年度

			2013	2012
		Notes	2013年	2012年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
<b>INVESTING ACTIVITIES</b>	<b>投資活動</b>			
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目		(1,161,586)	(1,067,866)
Proceeds from disposal of items of land, other intangible assets, property, plant and equipment	來自出售土地、其他無形資產、物業、廠房及設備項目的所得款項		29,496	10,230
Additions to prepaid land lease payments	預付土地租賃款增加		(23,698)	(408,733)
Additions to other intangible assets	其他無形資產增加		(28,697)	(8,318)
Proceeds from disposal of available-for-sale investments, net of expenses	出售可供出售投資扣除開支後的所得款項		–	191,240
Purchases of held-to-maturity investments	購買持有至到期投資		(6,362)	(285,250)
Proceeds from maturity of held-to-maturity investments	持有至到期投資到期所得款項		9,324	–
Proceeds from early redemption of held-to-maturity investments	被提早贖回持有至到期投資所得款項		39,813	–
Interest received from held-to-maturity investments	已收持有至到期投資的利息		36,544	6,656
Dividends received	已收股息		–	432
Acquisitions of subsidiaries	收購附屬公司	29	(264,106)	(38,885)
Placement of time deposits with original maturity over three months	定期存款(原有期限超過三個月)		(16,957)	–
Increase in restricted cash	受限制現金增加		(333,962)	(333,453)
Net cash flows used in investing activities	投資活動所用現金流量淨額		(1,720,191)	(1,933,947)
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>			
New bank loans raised	新增銀行貸款		892,951	662,165
Repayment of bank loans	償還銀行貸款		(388,202)	(109,390)
Repurchase of the Senior Notes	購回優先票據		–	(56,102)
Proceeds from issue of shares, net of expenses	發行股份扣除開支後的所得款項		60,201	40,805
Capital contributions from non-controlling interests	非控制權益出資		10,000	24,228
Interest paid	已付利息		(142,756)	(141,964)
Dividends paid	已付股息		(291,809)	(293,834)
Net cash flows from financing activities	融資活動所得現金流量淨額		140,385	125,908
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物減少淨額</b>		(76,344)	(527,595)
Cash and cash equivalents at beginning of the year	年初的現金及現金等價物		1,587,183	2,114,952
Effect of foreign exchange rate changes, net	外幣匯率變動的影響淨額		(7,658)	(174)
<b>CASH AND CASH EQUIVALENTS AT END OF THE YEAR</b>	<b>年末的現金及現金等價物</b>		1,503,181	1,587,183
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物的結餘分析</b>			
Cash and bank balances	現金及銀行結餘	20	1,468,067	757,247
Time deposits with original maturity of less than three months	定期存款(原有期限少於三個月)	20	35,114	829,936
			1,503,181	1,587,183

# COMPANY STATEMENT OF FINANCIAL POSITION

## 公司財務狀況表

31 December 2013  
於2013年12月31日

			2013	2012
		Notes	2013年	2012年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Investments in subsidiaries	於附屬公司的投資	14	2,573,295	2,639,340
Loans to a subsidiary	向一間附屬公司貸款	14	1,357,741	1,365,118
Total non-current assets	非流動資產總額		3,931,036	4,004,458
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Prepayment, deposits and other receivables	預付款、按金及其他應收款項		5,772	3,217
Cash and bank deposits	現金及銀行存款	20	337,413	57,509
Total current assets	流動資產總額		343,185	60,726
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Other payables and accruals	其他應付款項及應計費用		17,514	18,564
Bank loans and other borrowings	銀行貸款及其他借款	23	496,164	291,906
Total current liabilities	流動負債總額		513,678	310,470
<b>NET CURRENT LIABILITIES</b>	<b>流動負債淨額</b>		(170,493)	(249,744)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總額減流動負債</b>		3,760,543	3,754,714
<b>NON-CURRENT LIABILITY</b>	<b>非流動負債</b>			
Bank loans and other borrowings	銀行貸款及其他借款	23	1,545,824	1,585,910
Net assets	資產淨額		2,214,719	2,168,804
<b>EQUITY</b>	<b>權益</b>			
Issued capital	已發行股本	26	134,316	132,660
Reserves	儲備	27(B)	2,080,403	2,036,144
Total equity	權益總額		2,214,719	2,168,804

**Wong Luen Hei**

黃聯禧

Director

董事

**Luo Jianfeng**

羅建峰

Director

董事

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2013  
2013年12月31日

### 1. CORPORATE INFORMATION

The Company is a limited liability company incorporated in the Cayman Islands. The addresses of its registered office and principal places of business are disclosed in the section headed “Corporate Information” of this annual report.

Pursuant to the special resolution passed at the annual general meeting of the Company held on 31 May 2013 and the approval from the Registry of Companies in the Cayman Islands, the name of the Company was changed from “China Liansu Group Holdings Limited 中国联塑集团控股有限公司” to “China Lesso Group Holdings Limited 中国联塑集团控股有限公司”.

The Company is an investment holding company. Particulars of the Company’s principal subsidiaries and its joint venture are set out in notes 37 and 15 to the financial statements, respectively.

In the opinion of the directors, the Company’s ultimate holding company is New Fortune, a limited liability company incorporated in the BVI.

#### 2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared on a historical cost convention. These financial statements are presented in Renminbi and all values are rounded to the nearest thousand except when otherwise indicated.

##### BASIS OF CONSOLIDATION

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 December 2013. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

### 1. 公司資料

本公司為一間於開曼群島註冊成立的有限公司。其註冊辦事處及主要營業地點載於本年報「公司資料」部分。

根據本公司於2013年5月31日舉行的股東週年大會上通過特別決議案及開曼群島公司註冊處批准，本公司之名稱由「China Liansu Group Holdings Limited 中国联塑集团控股有限公司」更改為「China Lesso Group Holdings Limited 中国联塑集团控股有限公司」。

本公司為一間投資控股公司。本公司主要附屬公司及其合營企業的詳情分別載於財務報表附註37及15。

董事認為，本公司的最終控股公司為新福星，其為於英屬維爾京群島註冊成立的有限公司。

#### 2.1 編製基準

該等財務報表已根據由香港會計師公會頒布的香港財務報告準則（「香港財務報告準則」）（包括全部香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）、香港公認會計原則及香港公司條例的披露規定編製。該等財務報表按歷史成本法編製。該等財務報表乃以人民幣呈列，除另有指明外，所有價值均調整至最接近的千元數。

##### 綜合基準

綜合財務報表包括本公司及其附屬公司截至2013年12月31日止年度的財務報表。附屬公司的財務報表乃就與本公司相同的報告期間採用一致的會計政策編製。附屬公司的業績由本集團取得控制權當日起綜合入賬，並繼續綜合入賬直至該控制權終止當日為止。

財務報表附註(續)

31 December 2013  
2013年12月31日

**2.1 BASIS OF PREPARATION (Continued)**

**BASIS OF CONSOLIDATION (Continued)**

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributable to the owners of the Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

**2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES**

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

HKFRS 1 Amendments	Amendments to HKFRS 1 – <i>Government Loans</i>
HKFRS 7 Amendments	Amendments to HKFRS 7 – <i>Offsetting Financial Assets and Financial Liabilities</i>
HKFRS 10	<i>Consolidated Financial Statements</i>
HKFRS 11	<i>Joint Arrangements</i>
HKFRS 12	<i>Disclosure of Interests in Other Entities</i>
HKFRS 10, HKFRS 11 and HKFRS 12 Amendments	Amendments to HKFRS 10, HKFRS 11 and HKFRS 12 – <i>Transition Guidance</i>
HKFRS 13	<i>Fair Value Measurement</i>

**2.1 編製基準(續)**

**綜合基準(續)**

損益及其他全面收益的各部分歸屬於本公司擁有人及非控制權益。即使導致非控制權益出現虧絀結餘，附屬公司的全面收益總額仍歸屬於本公司擁有人及非控制權益。

如有需要，附屬公司的財務報表會作出調整，以使其會計政策與本集團的會計政策一致。所有與本集團成員公司之間的交易有關的集團內公司間資產及負債、權益、收益、開支及現金流量已在綜合賬目時悉數對銷。

**2.2 會計政策及披露事項變動**

本集團於本年度的綜合財務報表內首次應用下列新訂和經修訂香港財務報告準則。

香港財務報告準則第1號修訂本	香港財務報告準則第1號修訂本—政府貸款
香港財務報告準則第7號修訂本	香港財務報告準則第7號修訂本—抵銷金融資產及金融負債
香港財務報告準則第10號	綜合財務報表
香港財務報告準則第11號	合營安排
香港財務報告準則第12號	披露於其他實體之權益
香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號修訂本	香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號修訂本—過渡指引
香港財務報告準則第13號	公平值之計量

## 財務報表附註(續)

31 December 2013  
2013年12月31日

## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

HKAS 1 Amendments	Amendments to HKAS 1 – <i>Presentation of Items of Other Comprehensive Income</i>
HKAS 19 (2011)	<i>Employee Benefits</i>
HKAS 27 (2011)	<i>Separate Financial Statements</i>
HKAS 28 (2011)	<i>Investments in Associates and Joint Ventures</i>
HK(IFRIC)-Int 20	<i>Stripping Costs in the Production Phase of a Surface Mine</i>
Annual Improvements 2009 – 2011 Cycle	<i>Amendments to a number of HKFRSs issued in June 2012</i>

Except as described below, the application of these new and revised HKFRSs in the current year has had no material impact on the Group's financial performance and positions for the current and prior periods and/or on the disclosures set out in these financial statements.

## 2.2 會計政策及披露事項變動(續)

香港會計準則 第1號修訂本	香港會計準則第1號修訂本—其他全面收益項目之呈列
香港會計準則 第19號(2011年)	僱員福利
香港會計準則 第27號(2011年)	獨立財務報表
香港會計準則 第28號(2011年)	於聯營公司及合營企業之投資
香港(國際財務報告詮釋委員會)—詮釋第20號	露天礦場生產階段的剝採成本
年度改善 2009-2011年週期	2012年6月頒布的香港財務報告準則的多項修訂

除下文所述外，於本年度應用該等新訂及經修訂香港財務報告準則對本集團即期及過往期間的財務表現及狀況及／或載列於本財務報表之披露並無任何重大影響。

## 財務報表附註(續)

31 December 2013  
2013年12月31日

## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

### AMENDMENTS TO HKAS 1 – PRESENTATION OF ITEMS OF OTHER COMPREHENSIVE INCOME

The amendments to HKAS 1 introduce new terminology for statement of comprehensive income and income statement. Under the amendments to HKAS 1, a “statement of comprehensive income” is renamed as a “statement of profit or loss and other comprehensive income” and an “income statement” is renamed as a “statement of profit or loss”. The amendments to HKAS 1 retain the option to present profit or loss and other comprehensive income in either a single statement or in two separate but consecutive statements. However, the amendments to HKAS 1 require items of other comprehensive income to be grouped into two categories: (a) items that will not be reclassified subsequently to profit or loss; and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis – the amendments do not change the option to present items of other comprehensive income either before tax or net of tax. The amendments have been applied retrospectively, and hence the statement of comprehensive income has been renamed and the presentation of items of other comprehensive income has been modified to reflect the changes. Other than the above mentioned presentation changes, the application of the amendments to HKAS 1 does not result in any impact on profit or loss, other comprehensive income and total comprehensive income.

## 2.2 會計政策及披露事項變動(續)

### 香港會計準則第1號修訂本—其他全面收益項目之呈列

香港會計準則第1號修訂本引入全面收益表及收益表之新術語。根據香港會計準則第1號修訂本，「全面收益表」重新命名為「損益及其他全面收益表」及「收益表」重新命名為「損益表」。香港會計準則第1號修訂本保留以單一或兩個獨立但連續報表呈列損益及其他全面收益之選擇。然而，香港會計準則第1號修訂本要求其他全面收益項目歸類成兩個類別：(a)其後不會重新歸類至損益的項目；及(b)當符合特定條件時，其後可能會重新歸類至損益的項目。其他全面收益項目涉及之所得稅須根據相同基準分配—該等修訂本並無更改以除稅前或扣除稅項後之方式呈列其他全面收益項目之選擇。修訂本已被追溯應用，因此全面收益表已重新命名，而其他全面收益項目之呈列已作出修訂以反映以上變動。除上述呈列方式之變動外，應用香港會計準則第1號修訂本並無對損益、其他全面收益及全面收益總額造成任何影響。

## 財務報表附註(續)

31 December 2013  
2013年12月31日

## 2.3 ISSUED BUT NOT YET EFFECTIVE HKFRSs

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

HKFRS 9	<i>Financial Instruments</i> <sup>4</sup>
HKFRS 9, HKFRS 7 and HKAS 39 Amendments	<i>Hedge Accounting and amendments to HKFRS 9, HKFRS 7 and HKAS 39</i> <sup>2</sup>
HKFRS 10, HKFRS 12 and HKAS 27 (2011) Amendments	<i>Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011) – Investment Entities</i> <sup>1</sup>
HKFRS 14	<i>Regulatory Deferral Accounts</i> <sup>3</sup>
HKAS 19 Amendments	<i>Amendments to HKAS 19 Employee Benefits – Defined Benefit Plans: Employee Contributions</i> <sup>2</sup>
HKAS 32 Amendments	<i>Amendments to HKAS 32 Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities</i> <sup>1</sup>
HKAS 39 Amendments	<i>Amendments to HKAS 39 – Novation of Derivatives and Continuation of Hedge Accounting</i> <sup>1</sup>
HK(IFRIC)-Int 21	<i>Levies</i> <sup>1</sup>
Annual Improvements 2010–2012 Cycle	<i>Amendments to a number of HKFRSs issued in January 2014</i> <sup>2</sup>
Annual Improvements 2011–2013 Cycle	<i>Amendments to a number of HKFRSs issued in January 2014</i> <sup>2</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2014

<sup>2</sup> Effective for annual periods beginning on or after 1 July 2014

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2016

<sup>4</sup> No mandatory effective date yet determined but is available for adoption

The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application, but is not in a position to state whether these new and revised HKFRSs will have a significant impact on the Group's results of operations and financial position.

## 2.3 已頒布但尚未生效的香港財務報告準則

本集團在本財務報表中尚未提早應用下列已頒布但尚未生效的新訂及經修訂香港財務報告準則：

香港財務報告準則第9號	金融工具 <sup>4</sup>
香港財務報告準則第9號、香港財務報告準則第7號及香港會計準則第39號修訂本	對沖會計法及香港財務報告準則第9號、香港財務報告準則第7號及香港會計準則第39號修訂本 <sup>4</sup>
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號(2011年)修訂本	香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號(2011年)修訂本 – 投資實體 <sup>1</sup>
香港財務報告準則第14號	監管遞延賬目 <sup>3</sup>
香港會計準則第19號修訂本	香港會計準則第19號修訂本 僱員福利 – 界定福利計劃：僱員供款 <sup>2</sup>
香港會計準則第32號修訂本	香港會計準則第32號修訂本 金融工具：呈列 – 抵銷金融資產及金融負債 <sup>1</sup>
香港會計準則第39號修訂本	香港會計準則第39號修訂本 – 衍生工具之更替及對沖會計法之延續 <sup>1</sup>
香港(國際財務報告準則詮釋委員會) – 詮釋第21號	徵費 <sup>1</sup>
年度改善 2010–2012年週期	2014年1月頒布的香港財務報告準則的多項修訂 <sup>2</sup>
年度改善 2011–2013年週期	2014年1月頒布的香港財務報告準則的多項修訂 <sup>2</sup>

<sup>1</sup> 適用於2014年1月1日或以後開始的年度期間

<sup>2</sup> 適用於2014年7月1日或以後開始的年度期間

<sup>3</sup> 適用於2016年1月1日或以後開始的年度期間

<sup>4</sup> 尚未釐定強制性生效日期，但可予採納

本集團正評估首次應用該等新訂及經修訂香港財務報告準則的影響，但目前無法就該等新訂及經修訂香港財務報告準則會否對本集團的經營業績及財務狀況構成重大影響作出定論。

## 財務報表附註(續)

31 December 2013  
2013年12月31日

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

## SUBSIDIARIES

A subsidiary is an entity (including a structured entity), directly or indirectly controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including: (i) the contractual arrangement with the other vote holders of the investee; (ii) rights arising from other contractual arrangements; and (iii) the Group's voting rights and potential voting rights.

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

## INVESTMENTS IN JOINT VENTURES

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The Group's investment in a joint venture is stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.

The Group's share of the post-acquisition results and other comprehensive income of joint ventures is included in profit or loss and other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its joint ventures are eliminated to the extent of the Group's interest in the joint ventures, except where unrealised losses provide evidence of an impairment of the asset transferred. Goodwill arising from the acquisition of joint ventures is included as part of the Group's investments in joint ventures.

## 2.4 主要會計政策概要

## 附屬公司

附屬公司為本公司直接或間接控制的實體(包括結構性實體)。當本集團承受或享有參與投資對象業務所得的可變回報，且能透過對投資對象的權力(即賦予本集團現有有能力主導投資對象相關活動的既存權利)影響該等回報時，即取得控制權。

倘本公司直接或間接擁有少於投資對象大多數的投票或類似權利，則本集團於評估其是否擁有對投資對象的權力時，會考慮一切相關事實及情況，包括：(i)與投資對象其他投票持有人的合約安排；(ii)其他合約安排所產生的權利；及(iii)本集團的投票權及潛在投票權。

附屬公司業績按已收及應收股息計入本公司損益表中。本公司於附屬公司的投資按成本減任何減值虧損列賬。

## 於合營企業的投資

合營企業為一項合營安排，據此，擁有安排之共同控制權的人士均有權享有合營企業的淨資產。共同控制乃以合約協定分佔一項安排之控制權，其僅在相關活動決策必須獲分佔控制權的人士一致同意時方存在。

本集團於一間合營企業的投資乃按權益會計法核算，按本集團應佔淨資產扣除任何減值虧損於綜合財務狀況表中呈列。

本集團應佔合營企業收購後業績和其他全面收益分別計入損益及其他全面收益內。此外，倘直接於合營企業的權益確認變動，則本集團會於綜合權益變動表確認其應佔的任何變動(如適用)。本集團與其合營企業進行交易而出現的未實現利益及虧損會按本集團於合營企業的權益互相抵銷，但如果未實現虧損證明所轉讓資產發生減值則除外。收購合營企業產生的商譽計入本集團於合營企業的投資的一部分。



## 財務報表附註(續)

31 December 2013  
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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### BUSINESS COMBINATIONS AND GOODWILL

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition-date fair value which is the sum of the acquisition-date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition-date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of HKAS 39 is measured at fair value with changes in fair value either recognised in profit or loss or as a change to other comprehensive income. If the contingent consideration is not within the scope of HKAS 39, it is measured in accordance with the appropriate HKFRS. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

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

## 2.4 主要會計政策概要(續)

### 業務合併及商譽

業務合併乃以購買法入賬。轉讓之代價乃以收購日期的公平值計算，該公平值為本集團轉讓的資產於收購日期的公平值、本集團自被收購方之前度擁有人承擔的負債，及本集團發行以換取被收購方控制權的股本權益的總和。於各業務合併中，本集團選擇是否以公平值或被收購方可識別資產淨值的應佔比例，計算於被收購方屬現時擁有權權益並賦予其持有人有權於清盤時按比例分佔實體的淨資產的非控制權益。非控制權益的一切其他成分乃按公平值計量。收購相關成本於產生時列為開支。

當本集團收購一項業務時，會根據合約條款、於收購日期的經濟環境及相關條件，評估將承接的金融資產及負債，以作出適當的分類及標示，其中包括分離被收購方主合約中的嵌入式衍生工具。

倘業務合併分階段進行，以往持有的股本權益會以收購日期的公平值重新計量，任何因此帶來的利益或虧損於損益中確認。

將由收購方轉讓的任何或然代價於收購日期按公平值確認。分類為資產或負債(屬金融工具)且屬香港會計準則第39號範圍內的或然代價按公平值計量，公平值的變動於損益確認或確認為其他全面收益的變動。倘或然代價並非屬香港會計準則第39號範圍內，則按合適的香港財務報告準則計量。分類為權益的或然代價不會重新計量，其後結算於權益列賬。

商譽初始按成本計量，即已轉讓代價、已確認非控制權益金額及本集團先前持有被收購方股本權益的任何公平值之總額超出所收購可識別資產淨值及所承擔負債的差額。倘此代價及其他項目的總和低於所收購淨資產的公平值，則再評估後的差額於損益確認為議價收購所得利益。

## 財務報表附註(續)

31 December 2013  
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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### BUSINESS COMBINATIONS AND GOODWILL (Continued)

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

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

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the disposed operation and the portion of the cash-generating unit retained.

### FAIR VALUE MEASUREMENT

Fair value is 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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

## 2.4 主要會計政策概要(續)

### 業務合併及商譽(續)

於初始確認後，商譽按成本減任何累計減值虧損計量。商譽須每年進行減值測試，若有事件發生或情況改變顯示賬面值可能減值，則會更頻密地進行測試。本集團將於12月31日進行商譽的年度減值測試(如有)。為進行減值測試，無論本集團其他資產或負債是否已分配至現金產生單位或現金產生單位組別，因業務合併而購入的商譽自收購日期起分配至預期可從合併產生的協同效益中獲益的本集團各現金產生單位或現金產生單位組別。

減值乃通過評估與商譽有關的現金產生單位(現金產生單位組別)的可收回金額釐定。當現金產生單位(現金產生單位組別)的可收回金額低於賬面值時，則確認減值虧損。已確認商譽減值虧損不得於其後期間撥回。

倘商譽已分配至現金產生單位(或現金產生單位組別)而該單位的部分業務已出售，則與所出售業務相關的商譽會在釐定出售的利益或虧損時計入該業務的賬面值。在該等情況下出售的商譽，乃根據所出售業務的相對價值及現金產生單位的保留份額計量。

### 公平值之計量

公平值為市場參與者於計量日期在有序交易中出售資產所收取的價格或轉讓負債所支付的價格。公平值計量乃假設出售資產或轉讓負債的交易於資產或負債主要市場或(在無主要市場情況下)最具優勢市場進行而作出。主要或最具優勢市場須為本集團可進入之市場。資產或負債的公平值乃基於市場參與者於資產或負債定價所用的假設計量(即假設市場參與者會以最佳經濟利益行事)。

## 財務報表附註(續)

31 December 2013  
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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### FAIR VALUE MEASUREMENT (Continued)

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

## 2.4 主要會計政策概要(續)

### 公平值之計量(續)

非金融資產的公平值計量須計及市場參與者透過最大限度使用該資產達致最佳用途，或將該資產出售予將最大限度使用該資產達致最佳用途的其他市場參與者以產生經濟利益的能力。

本集團採納適用於不同情況且具備充分數據以供計量公平值的估值方法，以盡量使用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

所有於本財務報表計量或披露公平值的資產及負債乃基於對公平值計量整體而言屬重大的最低層輸入數據按以下公平值層級分類：

第一級 — 基於相同資產或負債於活躍市場的報價(未經調整)

第二級 — 按估值技術計量，而對公平值計量而言屬重大的最低層輸入數據可直接或間接觀察得出

第三級 — 按估值技術計量，而對公平值計量而言屬重大的最低層輸入數據不可觀察得出

就按經常性基準於本財務報表確認的資產及負債而言，本集團透過於各報告期末重新評估分類(基於對公平值計量整體而言屬重大的最低層輸入數據)確定是否發生不同層級轉移。

## 財務報表附註(續)

31 December 2013  
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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### IMPAIRMENT OF NON-FINANCIAL ASSETS

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

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

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

## 2.4 主要會計政策概要(續)

### 非金融資產的減值

倘資產存在減值跡象或須進行年度減值測試(存貨、工程合約資產、遞延稅項資產及金融資產除外)，則會就該項資產的可收回金額作出估計。資產的可收回金額為資產或現金產生單位的可使用價值與其公平值減出售成本兩者中之較高者，並就個別資產而釐定，除非該項資產並不產生在頗大程度上獨立於其他資產或資產組別的現金流入，在此情況下，可收回金額以該項資產所屬的現金產生單位釐定。

資產的賬面值超逾其可收回金額時則確認減值虧損。於評估可使用價值時，估計未來現金流量將以除稅前貼現率折讓至現值，該貼現率反映現時市場對貨幣時間值及該項資產的特定風險的評估。減值虧損將於其產生期間於損益內與減值資產的功能一致的開支類別中扣除。

於各報告期末會評估是否有跡象顯示於過往確認的減值虧損可能不再存在或可能已減少。倘存在有關跡象，則會就有關可收回金額作出估計。僅於用以釐定資產的可收回金額的估計出現變動時，過往確認商譽以外的資產的減值虧損方可撥回，但撥回金額不得高於假設過往年度並無就該資產確認減值虧損而應有之賬面值(扣除任何折舊/攤銷)。該減值虧損的撥回於其產生期間計入損益內。

財務報表附註(續)

31 December 2013  
2013年12月31日

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**RELATED PARTIES**

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

- (a) the party is a person or a close member of that person's family and that person
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
  - (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Group are joint ventures of the same third party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a); and
  - (vii) the person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

**2.4 主要會計政策概要(續)**

**關聯人士**

在下列情況下，有關人士將被視為本集團的關聯人士：

- (a) 某個別人士或其親密家庭成員，而該名人士
  - (i) 控制或共同控制本集團；
  - (ii) 對本集團具重大影響；或
  - (iii) 為本集團或本集團母公司的主要管理層成員；

或

- (b) 有關人士為實體且符合下列任何條件：
  - (i) 該實體與本集團屬同一集團之成員；
  - (ii) 一間實體為另一實體的聯營公司或合營企業(或屬另一實體的母公司、附屬公司或同系附屬公司之旗下)；
  - (iii) 該實體及本集團均為同一第三方的合營企業；
  - (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；
  - (v) 該實體為離職後福利計劃，該計劃的受益人為本集團或與本集團有關的實體的僱員；
  - (vi) 該實體由(a)項所述人士控制或共同控制；及
  - (vii) 於(a)(i)項所述人士對該實體有重大影響或屬該實體(或該實體的母公司)主要管理層成員。

## 財務報表附註(續)

31 December 2013  
2013年12月31日

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### PROPERTY, PLANT AND EQUIPMENT AND DEPRECIATION

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

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

Land and buildings	2.3% to 5%
Plant and machinery	9% to 19%
Furniture, fixtures and office equipment	9.5% to 32.3%
Motor vehicles	9.5% to 32.3%
Leasehold improvements	Over the shorter of the lease terms and 20%

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

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

## 2.4 主要會計政策概要(續)

### 物業、廠房及設備與折舊

除在建工程外，物業、廠房及設備按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目的成本包括其購買價及使資產處於擬定用途的運作狀況及地點而產生的任何直接成本。

物業、廠房及設備項目投入運作後產生的支出(例如維修及保養)，一般於其產生期間自損益內扣除。倘能夠符合確認標準，重大檢查的開支會於資產賬面值中資本化作為替換。倘物業、廠房及設備的主要部分須定期替換，本集團會確認該等部分為有特定使用年期的個別資產及相應計提折舊。

折舊以直線法計算，按每項物業、廠房及設備項目的估計使用年期撇銷其成本至其剩餘價值。為此目的而主要使用的每年折舊率如下：

土地及樓宇	2.3%至5%
廠房及機器	9%至19%
家具、裝置及辦公室設備	9.5%至32.3%
汽車	9.5%至32.3%
租賃物業裝修	按租期與20%兩者中的較短者

倘物業、廠房及設備項目的部分有不同的可使用年期，則該項目的成本須在各部件之間合理分配，而各部分須單獨計算折舊。剩餘價值、可使用年期和折舊方法至少於各財政年度末檢討一次，並在適當情況下作出調整。

初始確認的物業、廠房及設備項目包括任何重要部分於出售時或於預期使用或出售不會產生未來經濟利益時終止確認。於終止確認資產的期間在損益內確認的任何出售或報廢利益或虧損，為有關資產銷售所得款項淨額與其賬面值的差額。

## 財務報表附註(續)

31 December 2013  
2013年12月31日

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### PROPERTY, PLANT AND EQUIPMENT AND DEPRECIATION (Continued)

Construction in progress represents buildings and other assets under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost represents the direct costs of construction during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

### INTANGIBLE ASSETS (OTHER THAN GOODWILL)

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

#### Computer software

Computer software is stated at cost less any impairment losses and is amortised on the straight-line basis over its estimated useful life of five years.

#### Research and development costs

All research costs are charged to profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Deferred development costs are stated at cost less accumulated amortisation and accumulated impairment losses (if any), on the same basis as intangible assets that are acquired separately.

## 2.4 主要會計政策概要(續)

### 物業、廠房及設備與折舊(續)

在建工程指建築工程尚在進行中的樓宇及其他資產，並按成本減去任何減值虧損入賬，但不會折舊。成本指建築期間產生的直接建築成本。在建工程於工程完成後並備用時，將重新歸入物業、廠房及設備的適當類別。

### 無形資產(商譽除外)

個別收購的無形資產於初始確認時按成本計量。於業務合併中收購無形資產的成本乃為收購當日的公平值。無形資產的可使用年期評估為有限或無限。年期有限的無形資產隨後於可使用經濟壽命內攤銷，並於有跡象顯示無形資產可能出現減值時作減值評估。可使用年期有限的無形資產的攤銷年期及攤銷方法至少於各財政年度末檢討一次。

#### 電腦軟件

電腦軟件以成本減任何減值虧損列賬，並以直線法按其估計可使用年期5年攤銷。

#### 研究及開發成本

全部研究成本於產生時於損益內扣除。

開發新產品項目所產生的開支僅於本集團能夠證明形成無形資產以致其將可供使用或出售的技術可行性、其形成資產的意欲及使用或出售資產的能力、該資產將如何產生未來經濟利益、完成項目的資源可得性，以及可靠計量於開發期間的開支的能力時方會被資本化及遞延。不符合該等標準的產品開發開支於產生時列賬為支出。

遞延開發成本按照與個別收購的無形資產相同的基準，按成本減累計攤銷及累計減值虧損(如有)列賬。

## 財務報表附註(續)

31 December 2013  
2013年12月31日

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### OPERATING LEASES

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under the operating leases are charged to profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

### FINANCIAL ASSETS

#### Initial recognition and measurement

Financial assets are classified, at initial recognition, as loans and receivables and held-to-maturity investments. When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets.

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

#### Subsequent measurement

##### *Loans and receivables*

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

## 2.4 主要會計政策概要(續)

### 經營租賃

資產擁有權的絕大部分回報與風險仍歸於出租人的租賃列作經營租賃。倘本集團為出租人，則本集團根據經營租賃所出租的資產計入非流動資產，而經營租賃的應收租金則按照租期以直線法計入損益內。倘本集團為承租人，則經營租賃的應付租金按照租期以直線法在損益內扣除。

經營租賃下的預付土地租賃款初始按成本入賬，而隨後於租期內按直線法確認。

### 金融資產

#### 初始確認及計量

金融資產於初始確認時分類為貸款及應收款項以及持有至到期投資。金融資產於初始確認時以公平值加收購金融資產應佔的交易成本計量。

所有以日常買賣的金融資產概於交易日(即本集團承諾購買或出售該資產的日期)確認。日常買賣乃指須於市場規定或慣例一般所訂的期間內交付資產的金融資產買賣。

#### 其後計量

##### *貸款及應收款項*

貸款及應收款項為有固定或可確定付款額，但在活躍市場中並無報價的非衍生金融資產。於初始計量後，該類資產其後以實際利率法按攤銷成本減任何減值撥備計量。計算攤銷成本時會計及收購所產生的任何折讓或溢價，以及作為實際利率一部分的費用或成本。實際利率攤銷會計入損益內。



## 財務報表附註(續)

31 December 2013  
2013年12月31日

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### FINANCIAL ASSETS (Continued)

#### Subsequent measurement (Continued)

##### *Held-to-maturity investments*

Non-derivative financial assets with fixed or determinable payments and fixed maturity are classified as held to maturity when the Group has the positive intention and ability to hold them to maturity. Held-to-maturity investments are subsequently measured at amortised cost using the effective interest method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in profit or loss.

#### Derecognition of financial assets

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

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

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

## 2.4 主要會計政策概要(續)

### 金融資產(續)

#### 其後計量(續)

##### *持有至到期投資*

當本集團有意並有能力將具有固定或可確定付款額及固定到期日的非衍生金融資產持有至到期時，該等非衍生金融資產將歸類為持有至到期。持有至到期投資其後以實際利率法按攤銷成本減任何減值撥備計量。計算攤銷成本時會計及收購所產生的任何折讓或溢價，以及作為實際利率一部分的費用或成本。實際利率攤銷會計入損益內。

#### 終止確認金融資產

金融資產(或倘適用，一項金融資產的一部分或一組相若金融資產的一部分)主要在下列情況下將予終止確認：

- 自該項資產收取現金流量的權利已屆滿；或
- 本集團已轉讓自該項資產收取現金流量的權利，或已根據一項「轉付」安排，承擔將所得現金流量在無嚴重延緩的情況下全數付予第三方的責任；且(a)本集團已轉讓該項資產的絕大部分風險及回報，或(b)本集團並無轉讓或保留該項資產的絕大部分風險及回報，但已轉讓對該項資產的控制權。

倘本集團已轉讓其收取該項資產所產生現金流量的權利或已訂立轉付安排，則會評估其有否保留該項資產擁有權的風險及回報，以及其程度。倘本集團並無轉讓或保留該項資產的絕大部分風險及回報，亦無轉讓對該項資產的控制權，則本集團將以本集團繼續參與的程度繼續確認該已轉讓資產。在此情況下，本集團亦確認聯屬責任。已轉讓資產及聯屬責任以反映本集團所保留的權利及責任為基準計量。

## 財務報表附註(續)

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

## FINANCIAL ASSETS (Continued)

## Impairment of financial assets

The Group assesses at the end of each reporting period whether there is any objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that occurred after the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

*Financial assets carried at amortised cost*

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

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

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

## 2.4 主要會計政策概要(續)

## 金融資產(續)

## 金融資產減值

本集團於各報告期末評估有否客觀跡象顯示一項或一組金融資產出現減值。倘於初步確認資產後發生的一項或多項事件對該項或該組金融資產的估計未來現金流量造成影響，而該影響能夠可靠地估計，則該項或該組金融資產出現減值。減值跡象可能包括一名債務人或一組債務人正在經歷重大財務困難、拖欠利息或本金、可能破產或進行其他財務重組，以及有明顯數據顯示估計未來現金流量出現可計量的減少，例如欠款數目變動或與違約相關的經濟狀況。

*按攤銷成本列賬的金融資產*

有關按攤銷成本列賬的金融資產，本集團首先獨立評估單項重大的金融資產有否個別客觀減值跡象，或共同評估非單項重大的金融資產有否客觀減值跡象。倘本集團釐定個別已評估金融資產為並無客觀減值跡象，則有關資產不論是否重大，會計入一組有相似信貸風險特徵的金融資產，共同作減值評估。對於個別作減值評估的資產，倘其確認或持續確認減值虧損，則不會計入共同減值評估。

任何已識別的減值虧損按資產賬面值與估計未來現金流量(不包括尚未產生的未來信貸虧損)的現值之差額計量。估計未來現金流量的現值會按金融資產的原實際利率(即按初始確認計算的實際利率)折讓。

資產賬面值會透過撥備賬扣減，虧損金額於損益內確認。為計算減值虧損，利息收益會繼續以減少的賬面值及用以折讓未來現金流量的利率累計。如貸款及應收款項預期不大可能收回，而所有抵押品已變現或已轉讓予本集團，則會撇銷該貸款及應收款項連同相關撥備。

## 財務報表附註(續)

31 December 2013  
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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

## FINANCIAL ASSETS (Continued)

## Impairment of financial assets (Continued)

*Financial assets carried at amortised cost (Continued)*

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

## FINANCIAL LIABILITIES

## Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as loans and borrowings.

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

The Group's financial liabilities include trade and bills payables, other financial liabilities included in other payables and accruals and bank loans and other borrowings.

## Subsequent measurement

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

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

## Derecognition of financial liabilities

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

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

## 2.4 主要會計政策概要(續)

## 金融資產(續)

## 金融資產減值(續)

*按攤銷成本列賬的金融資產(續)*

倘在其後期間，估計減值虧損因減值確認後發生的事件而增加或減少，過往確認的減值虧損會因調整撥備賬而增減。倘未來撇銷的款項可收回，則收回的款項會計入損益內。

## 金融負債

## 初始確認及計量

金融負債於初始確認時分類為貸款及借款。

所有金融負債初始按公平值確認，倘為貸款及借款，則減去直接歸屬於該交易的成本。

本集團的金融負債包括貿易應付款項及票據、納入其他應付款項及應計費用的其他金融負債和銀行貸款及其他借款。

## 其後計量

初始確認後，銀行貸款及其他借款其後會以實際利率法按攤銷成本計量，惟倘折讓影響並不重大，則會按成本列賬。當負債終止確認及已透過實際利率攤銷時，利益及虧損會於損益內確認。

計算攤銷成本時會計及收購所產生的任何折讓或溢價，以及作為實際利率一部分的費用或成本。實際利率攤銷會計入損益內的融資成本。

## 終止確認金融負債

當負債項下責任已解除、取消，或是期滿時，即會終止確認金融負債。

倘一項現有金融負債被來自同一貸款人且大部分條款都不同的另一項金融負債所取代，或現有負債的條款被大幅修改，則該項取替或修改視作終止確認原有負債並確認新增負債處理，而兩者的賬面值差額於損益內確認。

## 財務報表附註(續)

31 December 2013  
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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### OFFSETTING OF FINANCIAL INSTRUMENTS

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

### INVENTORIES

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

### CASH AND CASH EQUIVALENTS

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

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

### PROVISIONS

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

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

## 2.4 主要會計政策概要(續)

### 抵銷金融工具

倘若現時存在法律上可強制執行的權利，可抵銷已確認金額，且亦有意以淨額結算或同時變現資產及償還負債，則金融資產及金融負債可互相抵銷，並將淨額於綜合財務狀況表內呈報。

### 存貨

存貨按成本與可變現淨值兩者中的較低者入賬。成本乃以加權平均法釐定，而就在產品及產成品而言，成本包括直接原料、直接勞工及適當比例的固定開支。可變現淨值則按預計售價減完成及出售時所產生的任何估計成本釐定。

### 現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括現金、活期存款及可隨時轉換為已知數額現金、價值變動風險極低及一般自購入後三個月內到期的短期高流動性投資，但須扣減應要求即時償還及構成本集團現金管理不可分割部分的銀行透支。

就財務狀況表而言，現金及現金等價物包括用途不受限制的現金及銀行現金(包括活期及定期存款及性質上類似現金的資產)。

### 撥備

倘因過往事件導致現有債務(法定或推定)及日後可能需要有資源流出以償還債務，則確認撥備，但必須能可靠估計有關債務金額。

倘折現的影響重大，則就撥備確認的金額為預期需用作償還債務的未來支出於報告期末的現值。因時間流逝而產生的折現現值增額會計入損益內的融資成本。

## 財務報表附註(續)

31 December 2013  
2013年12月31日

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

## INCOME TAX

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

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

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

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

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

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

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

## 2.4 主要會計政策概要(續)

## 所得稅

所得稅包括即期及遞延稅項。與並非於損益賬確認的項目有關的所得稅會在並非損益賬的其他全面收益內或直接在權益內確認。

即期及過往期間的即期稅項資產及負債按預期獲稅務機構退回或向稅務機構支付的款項計量。計量的基準為報告期末已實行或已實際執行的稅率(及稅法)，亦考慮本集團經營所在國家現行的詮釋及慣例。

遞延稅項乃採用負債法就報告期末資產及負債的稅基與其用作財務呈報的賬面值之間的所有暫時差額作出撥備。

遞延稅項負債乃就所有應課稅暫時差額而確認，惟下列情況除外：

- 在交易時不影響會計溢利或應課稅溢利或虧損的非業務合併交易中，初始確認商譽或資產或負債時產生的遞延稅項負債；及
- 就與於附屬公司及一間合營企業的投資有關的應課稅暫時差額而言，暫時差額的撥回時間可以控制，且該等暫時差額於可見將來可能不會被撥回。

遞延稅項資產乃就所有可扣稅暫時差額、未動用稅項抵免和任何未動用稅項虧損的結轉而確認。倘日後很可能有應課稅溢利可供抵銷可扣稅暫時差額、未動用稅項抵免和未動用稅項虧損的結轉，則會確認遞延稅項資產，惟下列情況除外：

- 在交易時不影響會計溢利或應課稅溢利或虧損的非業務合併交易中，初始確認資產或負債時產生與可扣除暫時差額有關的遞延稅項資產；及

## 財務報表附註(續)

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### INCOME TAX (Continued)

- in respect of deductible temporary differences associated with investments in subsidiaries and a joint venture, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

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

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

### GOVERNMENT GRANTS

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the period that the costs, which it is intended to compensate, are expensed. Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to profit or loss over the expected useful life of the relevant asset by equal annual installments.

## 2.4 主要會計政策概要(續)

### 所得稅(續)

- 就與於附屬公司及一間合營企業的投資有關的可扣稅暫時差額而言，遞延稅項資產僅於暫時差額於可見將來有可能撥回且應課稅溢利將可用以抵銷暫時差額的情況下，方予確認。

遞延稅項資產的賬面值於各報告期末作出檢討，並在不再有足夠應課稅溢利以供對銷全部或部分遞延稅項資產時予以扣減。未確認的遞延稅項資產會於各報告期末重新評估，並在可能有足夠應課稅溢利以收回全部或部分遞延稅項資產時予以確認。

遞延稅項資產及負債乃按預期適用於變現資產或清還負債期間的稅率計量，並以報告期末已實行或已實際執行的稅率(及稅法)為基準。

遞延稅項資產可與遞延稅項負債抵銷，但必須存在容許以即期稅項資產抵銷即期稅項負債的可執行合法權利，且遞延稅項須涉及同一課稅實體及同一稅務機構。

### 政府補助

政府補助於可合理確定將可收取補助並且符合所有附帶條件時，按公平值確認入賬。該項補助如與開支項目有關，則於該項補助擬補貼的成本開銷期間有系統地確認為收益。該項補助如與資產有關，則按公平值計入遞延收益賬項，再於有關資產的預計可使用年內按等額每年分期計入損益內。

## 財務報表附註(續)

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### REVENUE RECOGNITION

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

- (a) revenue from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) contract revenue from the construction contracts on the percentage of completion basis, as further explained in the accounting policy "Construction contracts" below.
- (c) rental income, on a time proportion basis over the lease terms;
- (d) interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset; and
- (e) dividend income, when the shareholders' right to receive payment has been established.

### CONSTRUCTION CONTRACTS

Contract revenue comprises the agreed contract amount and appropriate amounts from variation orders, claims and incentive payments. Contract costs incurred comprise direct materials, the costs of subcontracting, direct labour and an appropriate proportion of variable and fixed construction overheads.

When the outcome of a construction contract can be estimated reliably, contract revenue from a fixed price construction contract is recognised on the percentage of completion method, measured by reference to the proportion of contract costs incurred for work performed to date relative to the estimated total cost of the relevant contract, except where this would not be representative of the stage of completion. Variations in contract work, claims and incentive payments are included to the extent that the amount can be measured reliably and its receipt is considered probable.

## 2.4 主要會計政策概要(續)

### 收入確認

收入會於本集團可能獲得有關經濟利益且收入能可靠地計量時，按以下基準確認：

- (a) 銷售貨品的收入於擁有權的絕大部分風險及回報轉移至買方時，而本集團不再保留與所售貨品擁有權相關的管理權及實際控制權時確認；
- (b) 來自工程合約的合約收入按完成百分比基準確認，詳情於下文會計政策「工程合約」內闡釋；
- (c) 租金收益按租期的時間比例入賬；
- (d) 利息收益以應計基準用實際利率法入賬，所採用利率於金融工具的估計可用年期(或較短期間(如適用))將估計未來現金收入準確折現至金融資產的賬面淨值；及
- (e) 股息收益於股東有權收取款項時入賬。

### 工程合約

合約收入包括協定合約金額及來自修訂合約、申索及獎金之適當金額。已產生合約成本包括直接物料、分包成本、直接勞工以及變動及固定工程間接成本的應佔部分。

倘工程合約的結果能可靠地計量，來自固定價格工程合約的合約收入按完成百分比方式確認，乃經參考工程迄今已產生合約成本對有關合約估計總成本的比例後計量，惟此並不代表工程完成階段時除外。合約工程的變更、申索及獎金只會在金額能夠可靠地計量及認為可能收取該等金額的情況下會入賬。

## 財務報表附註(續)

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### CONSTRUCTION CONTRACTS (Continued)

Where the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred that is probable will be recoverable. Contract costs are recognised as expenses in the period in which they are incurred.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

Where contract costs incurred to date plus recognised profits less recognised losses exceed progress billings, the surplus is treated as amounts due from customers for contract work. Where progress billings exceed contract costs incurred to date plus recognised profits less recognised losses, the surplus is treated as amounts due to customers for contract work.

### EMPLOYEE BENEFITS

#### Pension schemes

In accordance with the relevant laws and regulations, the Group's employees participate in various defined contribution plans and state-management retirement benefit plans in Asia and North America. Payments to these plans, where the Group's obligations under them are equivalent to a defined contribution plan, are recognised as an expense when employees have rendered service entitling them to the contributions.

#### Share option schemes

The Company adopted two share option schemes. The fair value of the employee services received in exchange for the grant of options is recognised as an expense and credited to share option reserve under equity. For grant of share options, the total amount to be expensed over the vesting period is determined by reference to the fair value of the options at the date on which they are granted by using a binomial model, excluding the impact of any service condition and non-market vesting conditions. Non-market vesting conditions are included in assumptions about the number of options that are expected to become vested. From the perspective of the Company, the Company grants the share options to its subsidiaries' employees to exchange for their services provided to the subsidiaries. Accordingly, in the Company's statement of financial position, the equity-settled share option expenses, which are recognised in the Group's profit or loss, are treated as part of the "investments in subsidiaries".

## 2.4 主要會計政策概要(續)

### 工程合約(續)

倘工程合約的結果不能可靠地計量，合約收入僅以可能收回的已產生合約成本部分確認。合約成本於產生期間確認為開支。

當總合約成本很可能超出總合約收入時，則預期虧損將立即確認為開支。

倘迄今已產生的合約成本加已確認溢利減已確認虧損超過進度款項，有關盈餘將視為應收客戶的合約工程款項。倘進度款項超過迄今已產生合約成本加已確認溢利減已確認虧損，有關盈餘將視為應付客戶的合約工程款項。

### 僱員福利

#### 退休金計劃

本集團根據相關法律及法規為其於亞洲及北美洲的僱員參加各種界定供款計劃及國家管理退休福利計劃。本集團於該等計劃下所承擔之責任與界定供款計劃相等，且給予該等計劃的供款於僱員提供有權獲得供款的服務時確認為開支。

#### 購股權計劃

本公司已採納兩項購股權計劃。授出購股權以換取的僱員服務的公平值確認為開支及貸入權益項下一項購股權儲備中。就授出購股權而言，於歸屬期將予列支的總額是經參考購股權於其授出當日的公平值採用二項模式釐定，但並無考慮任何服務條件及非市場歸屬情況的影響。非市場歸屬情況包括在有關預期將予歸屬的購股權數目的假設內。從本公司的角度來說，為換取附屬公司的僱員為附屬公司服務，本公司會向附屬公司的僱員授出購股權。因此，於本公司的財務狀況表內，以股權結算的購股權開支乃於本集團損益內確認，被視為「於附屬公司的投資」一部分。



## 財務報表附註(續)

31 December 2013  
2013年12月31日

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### EMPLOYEE BENEFITS (Continued)

#### Share option schemes (Continued)

At the end of the reporting period, the Company revises its estimates of the number of options that are expected to ultimately vest. It recognises the impact of the revision of original estimates, if any, in the Group's profit or loss and in the Company's "investments in subsidiaries", and makes a corresponding adjustment to equity over the remaining vesting period. When the options are exercised, the proceeds received net of any directly attributable transaction costs are credited to share capital (at nominal value) and share premium.

### BORROWING COSTS

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

### DIVIDENDS

Dividends are recognised as a liability and deducted from equity when they are declared and approved by the Company's shareholders in general meetings. Interim dividends are deducted from equity when they are declared and approved, and no longer at the discretion of the Company.

### FOREIGN CURRENCIES

The Company's functional currency is HK dollar while the Company's presentation currency for the financial statements is Renminbi. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

## 2.4 主要會計政策概要(續)

### 僱員福利(續)

#### 購股權計劃(續)

於報告期末時，本公司修訂其對預期最終歸屬的購股權數目的估計。原有估計作出修訂(如有)的影響於本集團損益及本公司「於附屬公司的投資」內確認，並於餘下歸屬期內對權益作出相應調整。所得款項(已扣除任何直接歸屬交易成本)於購股權獲行使時貸入股本(按面值)及股份溢價。

### 借貸成本

因收購、建築或生產合資格資產(即需要長時間準備作擬定用途或銷售的資產)而直接產生之借貸成本資本化作該等資產成本的一部分。當該等資產大致上可作擬定用途或銷售時，則停止將借貸成本資本化。所有其他借貸成本於其產生期間內列作開支。借貸成本包括一間實體在借入資金時所產生的利息及其他成本。

### 股息

宣派的股息經本公司股東於股東大會上批准後確認為負債，並且從權益中扣除。宣派的中期股息自批准，並且本公司不能隨意更改時從權益中扣除。

### 外幣

本公司的功能貨幣為港元，而其財務報表的呈列貨幣為人民幣。本集團內各實體自行釐定其各自的功能貨幣，而各實體的財務報表項目乃以該功能貨幣計量。本集團內實體錄得的外幣交易初始按交易當日適用的各功能貨幣匯率入賬。以外幣計值的貨幣資產及負債，按有關功能貨幣於報告期末的適用匯率換算。結算或折算貨幣項目產生的差額在損益內確認。

財務報表附註(續)

31 December 2013  
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**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**FOREIGN CURRENCIES (Continued)**

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the items whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

The functional currencies of certain overseas subsidiaries are currencies other than the HK dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates prevailing at the end of the reporting period and their profit or loss are translated into HK dollars at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

**2.4 主要會計政策概要(續)**

**外幣(續)**

以外幣按歷史成本計量的非貨幣項目，採用初始交易日期的匯率換算。以外幣按公平值計量的非貨幣項目，採用釐定公平值當日的匯率換算。換算非貨幣項目而產生的利益或虧損，按確認該項目的公平值變動的利益或虧損一致的方法處理(即公平值利益或虧損於其他全面收益或損益內確認的項目的匯兌差額亦分別於其他全面收益或損益內確認)。

若干海外附屬公司的功能貨幣為港元以外的貨幣。於報告期末，該等實體的資產及負債以報告期末的適用匯率換算為本公司的呈列貨幣，其利益或虧損以年內加權平均匯率換算為港元。

所產生的匯兌差額於其他全面收益內確認，並於匯兌波動儲備內累計。出售海外業務時，與該海外業務有關的其他全面收益部分於損益內確認。

收購海外業務產生的任何商譽以及收購產生的資產及負債賬面值的任何公平值調整，均被視為該海外業務的資產及負債，並以報告期末的匯率換算。

## 財務報表附註(續)

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### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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

#### JUDGEMENT

##### Deferred tax liabilities

Deferred income tax liabilities have not been established for income tax and withholding tax that would be payable on certain profits of the subsidiaries in the PRC to be repatriated and distributed by way of dividends as the directors consider that the timing of the reversal of the related temporary differences can be controlled and such temporary differences will not be reversed in the foreseeable future.

If these undistributed earnings of the subsidiaries in the PRC are considered to be repatriated and distributed by way of dividends, the deferred income tax charge and deferred income tax liability would have been increased by the same amount of approximately RMB163,301,000 (2012: RMB115,186,000).

#### ESTIMATION UNCERTAINTY

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

##### Impairment of trade and other receivables

The Group's provision policy for doubtful debts is based on the ongoing evaluation of the collectability and ageing analysis of the outstanding receivables and on the management's judgement. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, including creditworthiness and the past collection history of each customer. If the financial conditions of the Group's customers were to deteriorate, resulting in an impairment of their ability to make payments, additional impairment may be required. As at 31 December 2013, impairment losses of RMB34,930,000 (2012: RMB13,085,000) have been recognised for trade receivables.

### 3. 重大會計判斷及估計

編製本集團財務報表需要管理層作出判斷、估計及假設，而該等判斷、估計及假設影響收入、開支、資產及負債的呈報金額及相關披露，以及或然負債的披露。此等假設及估計的不明朗因素可引致日後需對受影響的資產或負債的賬面值作出重大調整。

#### 判斷

##### 遞延稅項負債

遞延所得稅負債並無就以股息形式匯出及分派的中國附屬公司若干溢利的應付所得稅及預提所得稅計提，原因是董事認為撥回相關暫時差額的時間可被控制以及有關暫時差額將不會於可見將來撥回。

倘該等中國附屬公司的未分派盈利被視為以股息形式匯出及分派，則遞延所得稅開支及遞延所得稅負債將以相同金額約人民幣163,301,000元(2012年：人民幣115,186,000元)增加。

#### 估計不明朗因素

有關於報告期末估計不明朗因素的未來及其他主要來源的主要假設，存在會導致下一個財政年度內資產及負債賬面值出現重大調整的重大風險，於下文有所載述。

##### 貿易應收款項及其他應收款項減值

本集團有關呆賬的撥備政策乃基於對未償還應收款項可收回的程度及賬齡分析的持續評估以及管理層的判斷。在評估有關應收款項最終能否變現時，須作出大量判斷，包括各客戶的信用情況及過往還款記錄。如本集團客戶的財務狀況轉壞，導致其支付能力降低，則可能需要作更多減值撥備。於2013年12月31日，人民幣34,930,000元(2012年：人民幣13,085,000元)已確認為貿易應收款項之減值虧損。

財務報表附註(續)

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**3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)**

**ESTIMATION UNCERTAINTY (Continued)**

**Provision for obsolete inventories**

The Group reviews the aged analysis of its inventories at the end of each reporting period, and makes provision for obsolete and slow moving inventory items identified that are no longer suitable for sale. The Group estimates the net realisable value for such inventories based primarily on the latest invoice prices and current market conditions. As at 31 December 2013, inventory of RMB48,663,000 was measured at net realisable value (where lower than cost) (2012: Nil).

**4. OPERATING SEGMENT INFORMATION**

The Group is principally engaged in the manufacture and sale of plastic pipes and pipe fittings. For management purposes, the Group's businesses are organised by geographical area based on the location of the customers and assets are attributable to the geographical unit based on the location of the assets. The Group has eight reportable operating segments as follows:

- (i) Southern China, including Guangdong Province, Guangxi Zhuang Autonomous Region, Hunan Province, Fujian Province and Hainan Province;
- (ii) Southwestern China, including Chongqing Municipality, Sichuan Province, Guizhou Province, Yunnan Province and Xizang (Tibet) Autonomous Region;
- (iii) Central China, including Hubei Province, Jiangxi Province and Henan Province;
- (iv) Eastern China, including Shanghai Municipality, Jiangsu Province, Zhejiang Province and Anhui Province;
- (v) Northern China, including Beijing Municipality, Tianjin Municipality, Hebei Province, Shandong Province, Inner Mongolia Autonomous Region and Shanxi Province;
- (vi) Northwestern China, including Shaanxi Province, Ningxia Hui Autonomous Region, Qinghai Province, Gansu Province and Xinjiang Uygur Autonomous Region;

**3. 重大會計判斷及估計(續)**

**估計不明朗因素(續)**

**過時存貨撥備**

本集團於各報告期末檢討其存貨的賬齡分析，並對確認為不宜出售的過時及滯銷存貨項目作出撥備。本集團主要根據最新的發票售價及現時市況估計該等存貨的可變現淨值。於2013年12月31日，人民幣48,663,000元的存貨按可變現淨值(低於成本)計量(2012年：無)。

**4. 經營分部資料**

本集團主要從事製造及銷售塑料管道及管件。就管理目的而言，本集團的業務根據客戶的所在地組成地理分區，且資產按其所在地分配予地域單位。本集團擁有以下八個需匯報經營分部：

- (i) 華南，包括廣東省、廣西壯族自治區、湖南省、福建省及海南省；
- (ii) 西南地區，包括重慶市、四川省、貴州省、雲南省及西藏自治區；
- (iii) 華中，包括湖北省、江西省及河南省；
- (iv) 華東，包括上海市、江蘇省、浙江省及安徽省；
- (v) 華北，包括北京市、天津市、河北省、山東省、內蒙古自治區及山西省；
- (vi) 西北地區，包括陝西省、寧夏回族自治區、青海省、甘肅省及新疆維吾爾自治區；

財務報表附註(續)

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**4. OPERATING SEGMENT INFORMATION**  
(Continued)

(vii) Northeastern China, including Liaoning Province, Jilin Province and Heilongjiang Province; and

(viii) Outside China.

Management monitors the results of its operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted profit before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax except that exchange differences, finance costs, interest income, gain on early redemption of held-to-maturity investments, gain on disposal of available-for-sale investments, gain on repurchase of the Senior Notes, share of result of a joint venture and other unallocated income and expenses are excluded from such measurement.

Segment assets exclude interest in a joint venture, held-to-maturity investments, deferred tax assets, cash and bank deposits and other unallocated head office and corporate assets as these assets are managed on a group basis.

Intersegment revenue is eliminated on consolidation. Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

The Group's revenue from external customers is derived from its operations both in the PRC and foreign countries.

During the years ended 31 December 2013 and 2012, no revenue from transactions with a single external customer amounted to 10% or more of the Group's total revenue.

**4. 經營分部資料(續)**

(vii) 東北地區，包括遼寧省、吉林省及黑龍江省；及

(viii) 中國境外。

為制定資源分配決策及表現評估，管理層分別監控其經營分部的業績。分部表現乃按需匯報分部之溢利進行評估，需匯報分部之溢利即經調整除稅前溢利。經調整除稅前溢利乃按本集團除稅前溢利一貫計量，惟匯兌差異、融資成本、利息收益、被提早贖回持有至到期投資所得利益、出售可供出售投資所得利益、購回優先票據的利益、分佔一間合營企業經營成果及其他未分配收益及開支並不包括在該等計量內。

鑑於於一間合營企業的權益、持有至到期投資、遞延稅項資產、現金及銀行存款以及其他未分配總部及公司資產乃按集團基準管理，故分部資產並不包括以上資產。

分部間收入於綜合賬目時抵銷。分部間銷售及轉讓以在當時市價基礎上向第三方作出的銷售價格為參照進行交易。

本集團來自外部客戶的收入乃源於其在中國及外國的業務。

截至2013年及2012年12月31日止年度，概無來自與單一外部客戶交易的收入佔本集團總收入的10%或以上。

## 財務報表附註(續)

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## 4. OPERATING SEGMENT INFORMATION (Continued) 4. 經營分部資料(續)

## OPERATING SEGMENT INFORMATION FOR THE YEAR ENDED 31 DECEMBER 2013

截至2013年12月31日止年度的經營分部資料

		Southern China 華南 RMB'000 人民幣千元	Southwestern China 西南地區 RMB'000 人民幣千元	Central China 華中 RMB'000 人民幣千元	Eastern China 華東 RMB'000 人民幣千元	Northern China 華北 RMB'000 人民幣千元	Northwestern China 西北地區 RMB'000 人民幣千元	Northeastern China 東北地區 RMB'000 人民幣千元	Outside China 中國境外 RMB'000 人民幣千元	Eliminations 抵銷 RMB'000 人民幣千元	Consolidated 綜合 RMB'000 人民幣千元
<b>Segment revenue:</b>	<b>分部收入:</b>										
Sales to external customers	外部客戶銷售	7,847,960	1,318,881	1,307,612	659,740	874,806	471,552	303,309	228,372	-	13,012,232
Intersegment sales	分部間銷售	1,382,313	256,546	393,213	75,151	136,046	99,519	89,799	327,938	(2,760,525)	-
		9,230,273	1,575,427	1,700,825	734,891	1,010,852	571,071	393,108	556,310	(2,760,525)	13,012,232
Revenue from construction contracts	工程合約收入	58,315	-	-	-	-	-	-	-	-	58,315
<b>Total</b>	<b>合計</b>	<b>9,288,588</b>	<b>1,575,427</b>	<b>1,700,825</b>	<b>734,891</b>	<b>1,010,852</b>	<b>571,071</b>	<b>393,108</b>	<b>556,310</b>	<b>(2,760,525)</b>	<b>13,070,547</b>
<b>Segment results</b>	<b>分部業績</b>	<b>2,283,550</b>	<b>363,984</b>	<b>428,642</b>	<b>156,513</b>	<b>227,889</b>	<b>113,142</b>	<b>66,354</b>	<b>97,964</b>	<b>(472,470)</b>	<b>3,265,568</b>
Reconciliations:	對賬:										
Exchange gain	匯兌利益										44,009
Finance costs	融資成本										(151,003)
Interest income	利息收益										70,586
Gain on early redemption of held-to-maturity investments	被提早贖回持有至到期投資所得利益										2,864
Share of profit of a joint venture	分佔一間合營企業溢利										390
Unallocated income and expenses	未分配收益及開支										(1,464,903)
<b>Profit before tax</b>	<b>除稅前溢利</b>										<b>1,767,511</b>
<b>Segment assets</b>	<b>分部資產</b>	<b>5,553,271</b>	<b>778,407</b>	<b>995,223</b>	<b>547,182</b>	<b>512,218</b>	<b>671,442</b>	<b>555,901</b>	<b>230,982</b>	<b>-</b>	<b>9,844,626</b>
Reconciliations:	對賬:										
Interest in a joint venture	於一間合營企業的權益										5,676
Held-to-maturity investments	持有至到期投資										249,001
Deferred tax assets	遞延稅項資產										9,162
Cash and bank deposits	現金及銀行存款										2,189,242
<b>Total assets</b>	<b>資產總額</b>										<b>12,297,707</b>
<b>Other segment information:</b>	<b>其他分部資料:</b>										
Depreciation and amortisation	折舊及攤銷	181,813	31,641	40,011	21,321	28,550	27,318	22,876	6,808	-	360,338
Impairment of trade receivables, net	貿易應收款項減值淨額	12,750	-	(359)	-	8,180	-	-	1,574	-	22,145
Write-down of inventories to net realisable value	撇減存貨至可變現淨值	9,591	-	-	-	-	-	-	257	-	9,848
Capital expenditure <sup>#</sup>	資本開支 <sup>#</sup>	1,016,603	126,297	148,415	150,892	68,283	64,057	42,554	17,671	(16,910)	1,617,862

\* Capital expenditure consists of additions to property, plant and equipment, prepaid land lease payments and other intangible assets.

\* 資本開支包括添置物業、廠房及設備、預付土地租賃款及其他無形資產。

## 財務報表附註(續)

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## 4. OPERATING SEGMENT INFORMATION (Continued) 4. 經營分部資料(續)

## OPERATING SEGMENT INFORMATION FOR THE YEAR ENDED 31 DECEMBER 2012

截至2012年12月31日止年度的經營分部資料

		Southern China 華南 RMB'000 人民幣千元	Southwestern China 西南地區 RMB'000 人民幣千元	Central China 華中 RMB'000 人民幣千元	Eastern China 華東 RMB'000 人民幣千元	Northern China 華北 RMB'000 人民幣千元	Northwestern China 西北地區 RMB'000 人民幣千元	Northeastern China 東北地區 RMB'000 人民幣千元	Outside China 中國境外 RMB'000 人民幣千元	Eliminations 抵銷 RMB'000 人民幣千元	Consolidated 綜合 RMB'000 人民幣千元
<b>Segment revenue:</b>	<b>分部收入:</b>										
Sales to external customers	外部客戶銷售	6,881,666	1,069,646	1,035,479	549,437	688,821	302,663	222,219	141,432	-	10,891,363
Intersegment sales	分部間銷售	968,970	200,212	262,610	69,362	146,614	57,196	81,557	127,516	(1,914,037)	-
<b>Total</b>	<b>合計</b>	<b>7,850,636</b>	<b>1,269,858</b>	<b>1,298,089</b>	<b>618,799</b>	<b>835,435</b>	<b>359,859</b>	<b>303,776</b>	<b>268,948</b>	<b>(1,914,037)</b>	<b>10,891,363</b>
<b>Segment results</b>	<b>分部業績</b>	<b>1,921,068</b>	<b>280,403</b>	<b>365,778</b>	<b>129,485</b>	<b>177,330</b>	<b>65,949</b>	<b>33,519</b>	<b>39,399</b>	<b>(363,623)</b>	<b>2,649,308</b>
Reconciliations:	對賬:										
Exchange loss	匯兌虧損										(618)
Finance costs	融資成本										(146,231)
Interest income	利息收益										52,516
Gain on disposal of available-for-sale investments	出售可供出售投資所得利益										14,710
Gain on repurchase of the Senior Notes	購回優先票據的利息										4,259
Share of profit of a joint venture	分佔一間合營企業溢利										315
Unallocated income and expenses	未分配收益及開支										(1,091,980)
<b>Profit before tax</b>	<b>除稅前溢利</b>										<b>1,482,279</b>
<b>Segment assets</b>	<b>分部資產</b>	<b>4,086,718</b>	<b>616,238</b>	<b>839,473</b>	<b>313,717</b>	<b>535,307</b>	<b>533,904</b>	<b>520,106</b>	<b>117,447</b>	<b>-</b>	<b>7,562,910</b>
Reconciliations:	對賬:										
Interest in a joint venture	於一間合營企業的權益										5,286
Held-to-maturity investments	持有至到期投資										288,690
Deferred tax assets	遞延稅項資產										3,575
Cash and bank deposits	現金及銀行存款										1,922,325
<b>Total assets</b>	<b>資產總額</b>										<b>9,782,786</b>
<b>Other segment information:</b>	<b>其他分部資料:</b>										
Depreciation and amortisation	折舊及攤銷	118,563	25,155	36,253	12,611	25,061	14,488	16,524	3,919	-	252,574
Impairment of trade receivables, net	貿易應收款項減值淨額	9,250	-	671	-	-	-	-	-	-	9,921
Write-back of inventories to net realisable value	撥回存貨至可變現淨值	(488)	-	-	-	-	-	-	-	-	(488)
Capital expenditure <sup>#</sup>	資本開支 <sup>#</sup>	959,435	220,173	134,953	23,221	48,667	194,669	103,345	21,149	(7,028)	1,698,484

<sup>#</sup> Capital expenditure consists of additions to property, plant and equipment, prepaid land lease payments and other intangible assets.

<sup>#</sup> 資本開支包括添置物業、廠房及設備、預付土地租賃款及其他無形資產。

## 財務報表附註(續)

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## 5. REVENUE, OTHER REVENUE, INCOME AND GAINS 5. 收入、其他收入、收益及利益

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold, after allowances for returns and trade discounts (net of value-added tax, if any), and an appropriate proportion of contract revenue from construction contracts during the year.

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

收入亦為本集團的營業額，指於年內銷售貨品的發票價值淨額，經扣除退貨及貿易折扣（經扣除增值稅(如有)），及工程合約之合約收入的適當部分。

本集團的收入、其他收入、收益及利益的分析如下：

		2013	2012
		2013年	2012年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>Revenue</b>	<b>收入</b>		
Sale of goods	銷售貨品	13,012,232	10,891,363
Revenue from construction contracts	工程合約收入	58,315	-
		<b>13,070,547</b>	<b>10,891,363</b>
<b>Other revenue, income and gains</b>	<b>其他收入、收益及利益</b>		
Bank interest income	銀行利息收益	23,067	34,128
Interest income from held-to-maturity investments	持有至到期投資的利息收益	47,519	18,388
Total interest income	利息收益總額	<b>70,586</b>	<b>52,516</b>
Government grants and subsidies	政府補助及補貼	20,769	25,617
Gain on early redemption of held-to-maturity investments	被提早贖回持有至到期投資所得利益	2,864	-
Gain on disposal of available-for-sale investments	出售可供出售投資所得利益	-	14,710
Gain on repurchase of the Senior Notes	購回優先票據的利益	-	4,259
Dividend income	股息收益	-	432
Exchange gain	匯兌利益	44,009	-
Others	其他	17,247	18,240
		<b>155,475</b>	<b>115,774</b>

Government grants and subsidies represented funding received from government authorities to support certain of the Group's research and development activities. There are no unfulfilled conditions or contingencies related to these grants and subsidies.

政府補助及補貼主要指政府機構授予以供支持本集團若干研發活動的資金，並無任何與該等補助及補貼有關的未達成條件或或有情況。



## 財務報表附註(續)

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## 6. FINANCE COSTS

## 6. 融資成本

		2013 2013年 RMB'000 人民幣千元	2012 2012年 RMB'000 人民幣千元
Interest on:	以下各項的利息：		
Bank loans	銀行貸款	16,082	10,299
The Senior Notes	優先票據	134,921	135,932
		<b>151,003</b>	<b>146,231</b>

## 7. PROFIT BEFORE TAX

## 7. 除稅前溢利

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

本集團的除稅前溢利乃經扣除/(計入)下列各項後達致：

		Notes 附註	2013 2013年 RMB'000 人民幣千元	2012 2012年 RMB'000 人民幣千元
Cost of inventories sold	已售存貨成本		9,745,014	8,242,543
Direct cost of construction work	工程直接成本		50,117	-
Depreciation	折舊	12	336,839	237,634
Amortisation of prepaid land lease payments	預付土地租賃款攤銷	13	18,193	13,594
Amortisation of other intangible assets	其他無形資產攤銷		5,306	1,346
Total depreciation and amortisation	折舊及攤銷總額		<b>360,338</b>	<b>252,574</b>
Research and development costs*	研發成本*		244,202	198,455
(Gain)/loss on disposal of items of land, other intangible assets, property, plant and equipment	出售土地、其他無形資產、物業、廠房及設備項目的(利益)/虧損		(5,776)	120
Gain from a bargain purchase	議價收購所得利益	29	(157)	-
Minimum lease payments under operating leases in respect of land and buildings	土地及樓宇經營租賃的最低租金		22,237	17,098
Auditors' remuneration	核數師薪酬		4,321	4,617
Employee benefit expense (including directors' remuneration (note 8)):	僱員福利開支(包括董事薪酬(附註8)):			
Wages and salaries	工資及薪金		465,345	346,178
Equity-settled share option expense	以股權結算的購股權開支	28	5,757	20,252
Pension scheme contributions	退休金計劃供款		50,999	37,958
Staff welfare and other expenses	員工福利及其他開支		39,924	30,737
			<b>562,025</b>	<b>435,125</b>
Write-down/(write-back) of inventories to net realisable value	撇減/(撥回)存貨至可變現淨值		9,848	(488)
Impairment of trade receivables, net*	貿易應收款項減值淨額*	18	22,145	9,921
Net rental income	租金收益淨額		(2,909)	(1,209)
Foreign exchange differences, net	匯兌差異淨額		(44,009)	618

\* Research and development costs and the impairment of trade receivables, net are included in the "other expenses" in profit or loss.

\* 研發成本及貿易應收款項減值淨額列於損益內的「其他開支」。

## 財務報表附註(續)

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## 8. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES

### (A) DIRECTORS' REMUNERATION

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

		2013 2013年 RMB'000 人民幣千元	2012 2012年 RMB'000 人民幣千元
Fees	袍金	2,478	1,748
Other emoluments:	其他薪酬：		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	3,335	3,257
Performance related bonuses	表現掛鈎花紅	464	321
Equity-settled share option expense	以股權結算的購股權開支	1,064	3,671
Pension scheme contributions	退休金計劃供款	241	205
		<b>5,104</b>	<b>7,454</b>
		<b>7,582</b>	<b>9,202</b>

In the prior years, certain directors were granted share options, in respect of their services to the Group, under the Company's share option scheme. The fair value of such options, which has been recognised in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above directors' remuneration disclosures.

## 8. 董事薪酬及五名最高薪酬僱員

### (A) 董事薪酬

根據上市規則及香港公司條例第161條披露的年內董事薪酬載列如下：

於過往年度，若干董事根據本公司購股權計劃，就彼等向本集團提供的服務獲授購股權。該等購股權的公平值於授予日釐定，並於歸屬期的損益內確認，而列入本年度財務報表的金額載於上文董事薪酬披露內。

## 財務報表附註(續)

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## 8. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES (Continued)

### (A) DIRECTORS' REMUNERATION (Continued)

The remuneration of each of the directors for the year ended 31 December 2013 is set out below:

		Salaries, allowances and benefits in kind	Performance related bonuses	Equity- settled share option expense 以股權 結算的 購股權開支	Pension scheme contributions 退休金 計劃供款	Total	
	Fees 袍金	薪金、津貼 及實物福利	表現 掛鈎花紅			總計	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
<b>Executive directors:</b>	<b>執行董事：</b>						
Mr. Wong Luen Hei	黃聯禧先生	–	575	152	–	12	739
Mr. Zuo Manlun	左滿倫先生	–	557	48	214	28	847
Ms. Zuo Xiaoping	左笑萍女士	–	575	48	128	12	763
Mr. Lai Zhiqiang	賴志強先生	–	300	25	128	33	486
Mr. Kong Zhaocong	孔兆聰先生	–	300	25	128	33	486
Mr. Chen Guonan	陳國南先生	240	60	25	107	45	477
Dr. Lin Shaoquan	林少全博士	–	668	67	107	9	851
Mr. Huang Guirong	黃貴榮先生	–	300	25	107	57	489
Mr. Luo Jianfeng	羅建峰先生	575	–	49	107	12	743
		815	3,335	464	1,026	241	5,881
<b>Non-executive director:</b>	<b>非執行董事：</b>						
Mr. Lin Dewei	林德緯先生	363	–	–	38	–	401
<b>Independent non-executive directors:</b>	<b>獨立非執行董事：</b>						
Dr. Bai Chongen	白重恩博士	260	–	–	–	–	260
Mr. Fung Pui Cheung	馮培漳先生	260	–	–	–	–	260
Mr. Wong Kwok Ho, Jonathan	王國豪先生	260	–	–	–	–	260
Mr. Cheung Man Yu	張文宇先生	260	–	–	–	–	260
Mr. Gao Lixin	高立新先生	260	–	–	–	–	260
		1,300	–	–	–	–	1,300
		2,478	3,335	464	1,064	241	7,582

## 8. 董事薪酬及五名最高薪酬僱員 (續)

### (A) 董事薪酬(續)

各董事於截至2013年12月31日止年度的薪酬載列如下：

## 財務報表附註(續)

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## 8. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES (Continued)

### (A) DIRECTORS' REMUNERATION (Continued)

The remuneration of each of the directors for the year ended 31 December 2012 is set out below:

		Salaries, allowances and benefits in kind Fees 袍金 RMB'000 人民幣千元	Performance related bonuses 表現 掛鈎花紅 RMB'000 人民幣千元	Equity- settled share option expense 以股權 結算的 購股權開支 RMB'000 人民幣千元	Pension scheme contributions 退休金 計劃供款 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Executive directors:</b>	<b>執行董事：</b>					
Mr. Wong Luen Hei	黃聯禧先生	-	586	49	-	11
Mr. Zuo Manlun	左滿倫先生	-	585	49	736	21
Ms. Zuo Xiaoping	左笑萍女士	-	586	49	442	11
Mr. Lai Zhiqiang	賴志強先生	-	300	25	442	32
Mr. Kong Zhaocong	孔兆聰先生	-	300	25	442	32
Mr. Chen Guonan	陳國南先生	-	300	25	369	32
Dr. Lin Shaoquan	林少全博士	-	300	25	369	8
Mr. Huang Guirong	黃貴榮先生	-	300	25	369	47
Mr. Luo Jianfeng	羅建峰先生	586	-	49	369	11
		586	3,257	321	3,538	205
<b>Non-executive director:</b>	<b>非執行董事：</b>					
Mr. Lin Dewei	林德緯先生	370	-	-	133	-
<b>Independent non-executive directors:</b>	<b>獨立非執行董事：</b>					
Dr. Bai Chongen	白重恩博士	264	-	-	-	-
Mr. Fung Pui Cheung	馮培漳先生	264	-	-	-	-
Mr. Wong Kwok Ho, Jonathan	王國豪先生	264	-	-	-	-
Mr. Cheung Man Yu <sup>#</sup>	張文宇先生 <sup>#</sup>	-	-	-	-	-
Mr. Gao Lixin <sup>#</sup>	高立新先生 <sup>#</sup>	-	-	-	-	-
		792	-	-	-	-
		1,748	3,257	321	3,671	205

<sup>#</sup> Appointed as independent non-executive directors on 31 December 2012.

<sup>#</sup> 於2012年12月31日獲委任為獨立非執行董事。

財務報表附註(續)

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**8. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES (Continued)**

**(A) DIRECTORS' REMUNERATION (Continued)**

No director waived or agreed to waive any emolument and no emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office.

There were no other emoluments paid or payable to the independent non-executive directors during the year (2012: Nil).

**(B) FIVE HIGHEST PAID EMPLOYEES**

The Group's five highest paid employees during the year were all directors. Details of the remuneration of these directors during the year are set out in note 8(A) above.

**9. INCOME TAX EXPENSE**

		2013 2013年 RMB'000 人民幣千元	2012 2012年 RMB'000 人民幣千元
Current tax	即期稅項		
Hong Kong	香港	2,158	2,484
PRC	中國	346,087	286,462
		<b>348,245</b>	<b>288,946</b>
Overprovision in prior years	過往年度過度撥備		
PRC	中國	(26,546)	(28,437)
Deferred tax (note 24)	遞延稅項(附註24)	8,196	(9,501)
<b>Total tax charge for the year</b>	<b>年內稅項總額</b>	<b>329,895</b>	<b>251,008</b>

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

**HONG KONG PROFITS TAX**

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profits arising in Hong Kong for both periods, if any, after offsetting the tax loss brought forward.

**8. 董事薪酬及五名最高薪酬僱員 (續)**

**(A) 董事薪酬(續)**

概無董事放棄或同意放棄任何酬金，而本集團亦無為鼓勵加盟本集團或在加盟本集團時或作為離職補償而向董事支付任何酬金。

年內概無已付或應付予獨立非執行董事的任何其他酬金(2012年：無)。

**(B) 五名最高薪酬僱員**

年內，本集團五名最高薪酬僱員均為董事。於年內該等董事的酬金詳情載於上文附註8(A)。

**9. 所得稅開支**

本集團須就本集團成員公司於身處及經營所在的司法權區所產生或所錄得溢利按實體基準繳納所得稅。

**香港利得稅**

香港利得稅乃根據兩個期間在香港產生的估計應課稅溢利抵銷承前稅項虧損(如有)後，以稅率16.5%撥備。

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## 9. INCOME TAX EXPENSE (Continued)

## PRC CORPORATE INCOME TAX

The Group's income tax provision in respect of its operations in Mainland China has been calculated at the applicable tax rates on the taxable profits for the years ended 31 December 2013 and 2012, based on the existing legislation, interpretations and practices in respect thereof.

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

		2013 2013年 RMB'000 人民幣千元	2012 2012年 RMB'000 人民幣千元
Profit before tax	除稅前溢利	1,767,511	1,482,279
Tax at the PRC corporate income tax rate of 25%	按中國企業所得稅率25%計算的稅項	441,878	370,570
Effect of tax concessions for certain subsidiaries	若干附屬公司的稅項優惠的影響	(158,337)	(146,600)
Share of profit of a joint venture	分佔一間合營企業溢利	(97)	(79)
Income not subject to tax	毋須課稅收益	(16,775)	(6,402)
Expenses not deductible for tax	不可扣稅開支	39,380	32,058
Tax losses utilised from prior years	所動用的過往年度稅項虧損	(5,881)	(858)
Tax losses not recognised	未確認稅項虧損	21,330	16,205
Adjustments in respect of current tax of prior years	就過往年度年度報稅作出調整	(26,546)	(28,437)
Effect of withholding tax at 5% on the distributable profits of the Company's subsidiaries in the PRC	對本公司中國附屬公司可分派溢利按5%徵收預提所得稅的影響	34,943	14,551
Tax charge at the Group's effective rate	按本集團實際稅率計算的稅項支出	329,895	251,008

## 9. 所得稅開支(續)

## 中國企業所得稅

本集團已根據截至2013年及2012年12月31日止年度的應課稅溢利，以相關的現有法律、詮釋及慣例為基準，按適用稅率計算中國內地業務的所得稅撥備。

採用本公司大部分附屬公司所在司法權區法定稅率計算的適用於除稅前溢利的稅項開支與按實際稅率計算的稅項開支的對賬如下：

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## 10. DIVIDENDS

## 10. 股息

		2013	2012
		2013年	2012年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Dividends recognised as distributions during the year:	於年內確認為分派的股息：		
2012 final – HK12 cents (2012: 2011 final – HK12 cents)	2012年末期股息—每股普通股		
per ordinary share	12港仙(2012年：2011年末期股息—12港仙)	291,809	293,834

The final dividend of HK12 cents in respect of the year ended 31 December 2013 (2012: final dividend of HK12 cents in respect of the year ended 31 December 2012) per ordinary share has been proposed by the Board and is subject to approval by the Shareholders at the forthcoming annual general meeting.

董事會建議就截至2013年12月31日止年度派付末期股息每股普通股12港仙(2012年：截至2012年12月31日止年度的末期股息每股普通股12港仙)，惟須待股東於應屆股東週年大會上批准後，方會派付。

## 11. EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

## 11. 本公司擁有人應佔每股盈利

The calculations of basic and diluted earnings per share are based on:

根據以下各項計算每股基本及攤薄盈利：

		2013	2012
		2013年	2012年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>Earnings</b>	<b>盈利</b>		
Profit attributable to owners of the Company used in the basic and diluted earnings per share calculation	計算每股基本及攤薄盈利時用到的本公司擁有人應佔溢利	1,449,261	1,238,322

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## 11. EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY (Continued) 11. 本公司擁有人應佔每股盈利(續)

		Number of Shares 股份數目	
		2013 2013年	2012 2012年
<b>Shares</b>	<b>股份</b>		
Weighted average number of ordinary shares of the Company in issue used in the basic earnings per share calculation	計算每股基本盈利時用到的本公司已發行普通股加權平均數	<b>3,050,089,873</b>	3,011,875,112
Effect of dilution – weighted average number of ordinary shares: share options	攤薄效應 – 普通股加權平均數：購股權	<b>38,037,067</b>	57,300,281
		<b>3,088,126,940</b>	3,069,175,393

The weighted average number of shares used to calculate the basic earnings per share for the year ended 31 December 2013 includes 3,033,602,350 ordinary shares in issue as at 31 December 2012 (2012: 3,005,906,950 ordinary shares in issue as at 31 December 2011) and 16,487,523 shares (2012: 5,968,162 shares) derived from the weighted average of 42,129,390 ordinary shares (2012: 27,695,400 ordinary shares) issued upon the exercise of share options.

The calculation of the diluted earnings per share amounts is based on the profit for the year attributable to owners of the Company. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

用以計算截至2013年12月31日止年度的每股基本盈利的股份加權平均數，包括於2012年12月31日已發行的3,033,602,350股普通股（2012年：於2011年12月31日已發行的3,005,906,950股普通股）及行使購股權後發行的42,129,390股普通股（2012年：27,695,400股普通股）的加權平均數，即16,487,523股股份（2012年：5,968,162股股份）。

每股攤薄盈利數額乃根據本公司擁有人應佔年內溢利計算。計算所用的普通股加權平均數為年內已發行的普通股數目（與計算每股基本盈利所使用者相同），及假設所有潛在攤薄普通股被視作行使或轉換為普通股而以零代價發行的普通股加權平均數。



## 財務報表附註(續)

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## 12. PROPERTY, PLANT AND EQUIPMENT

## 12. 物業、廠房及設備

		Land and buildings 土地及樓宇 RMB'000 人民幣千元	Plant and machinery 廠房及機器 RMB'000 人民幣千元	Furniture, fixtures and office equipment 家具、裝置及 辦公室設備 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Leasehold improvements 租賃 物業裝修 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Cost:</b>	<b>成本：</b>							
At 1 January 2012	於2012年1月1日	838,093	1,459,928	39,701	81,988	3,422	528,402	2,951,534
Additions	添置	72,642	297,811	14,146	21,106	3,486	598,407	1,007,598
Acquisitions of subsidiaries	收購附屬公司	54,109	1,072	163	530	-	2,319	58,193
Transfers	調撥	264,992	193,693	250	695	-	(459,630)	-
Disposals	出售	(224)	(11,740)	(1,173)	(53)	-	-	(13,190)
Exchange realignment	匯兌調整	(10)	(215)	(2)	(1)	(3)	(440)	(671)
At 31 December 2012 and 1 January 2013	於2012年12月31日及 2013年1月1日	1,229,602	1,940,549	53,085	104,265	6,905	669,058	4,003,464
Additions	添置	114,809	306,591	15,068	14,214	415	796,304	1,247,401
Acquisitions of subsidiaries (note 29)	收購附屬公司 (附註29)	169,265	69,908	3,701	1,699	-	30,503	275,076
Transfers	調撥	453,706	96,450	5,265	3,658	-	(559,079)	-
Disposals	出售	(5,849)	(30,906)	(973)	(2,549)	(831)	(752)	(41,860)
Exchange realignment	匯兌調整	(412)	(1,416)	(413)	(311)	(346)	(10)	(2,908)
At 31 December 2013	於2013年12月31日	<b>1,961,121</b>	<b>2,381,176</b>	<b>75,733</b>	<b>120,976</b>	<b>6,143</b>	<b>936,024</b>	<b>5,481,173</b>
<b>Accumulated depreciation:</b>	<b>累計折舊：</b>							
At 1 January 2012	於2012年1月1日	(106,897)	(313,675)	(16,019)	(41,393)	(2,791)	-	(480,775)
Provided for the year	本年度提撥	(51,784)	(163,516)	(7,382)	(14,150)	(802)	-	(237,634)
Disposals	出售	108	2,188	519	25	-	-	2,840
Exchange realignment	匯兌調整	3	358	-	5	-	-	366
At 31 December 2012 and 1 January 2013	於2012年12月31日及 2013年1月1日	(158,570)	(474,645)	(22,882)	(55,513)	(3,593)	-	(715,203)
Provided for the year	本年度提撥	(88,017)	(220,941)	(12,174)	(15,356)	(351)	-	(336,839)
Disposals	出售	1,233	17,541	849	2,040	831	-	22,494
Exchange realignment	匯兌調整	48	140	59	213	24	-	484
At 31 December 2013	於2013年12月31日	<b>(245,306)</b>	<b>(677,905)</b>	<b>(34,148)</b>	<b>(68,616)</b>	<b>(3,089)</b>	<b>-</b>	<b>(1,029,064)</b>
<b>Net carrying amount:</b>	<b>賬面淨值：</b>							
At 31 December 2013	於2013年12月31日	<b>1,715,815</b>	<b>1,703,271</b>	<b>41,585</b>	<b>52,360</b>	<b>3,054</b>	<b>936,024</b>	<b>4,452,109</b>
At 31 December 2012	於2012年12月31日	1,071,032	1,465,904	30,203	48,752	3,312	669,058	3,288,261

## 財務報表附註(續)

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## 13. PREPAID LAND LEASE PAYMENTS

## 13. 預付土地租賃款

			2013	2012
		Notes	2013年	2012年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
At 1 January	於1月1日		974,943	364,162
Additions	添置		27,114	592,976
Disposal	出售		(4,349)	-
Acquisitions of subsidiaries	收購附屬公司	29	38,804	31,399
Provided for the year	本年度計提	7	(18,193)	(13,594)
Carrying amount at 31 December	於12月31日的賬面值		1,018,319	974,943
Current portion included in prepayments, deposits and other receivables	計入預付款、按金及其他應收款項的流動部分	19	(21,629)	(20,664)
Amounts shown under non-current assets	非流動資產項下款項		996,690	954,279

The leasehold land is situated in Mainland China and is held under a medium-term lease.

租賃土地位於中國內地，乃以中期租賃持有。

## 14. INVESTMENTS IN SUBSIDIARIES AND BALANCES WITH SUBSIDIARIES

## 14. 於附屬公司的投資及與附屬公司結餘

			2013	2012
			2013年	2012年
			RMB'000	RMB'000
			人民幣千元	人民幣千元
Unlisted shares, at cost	非上市股份，按成本		-	-
Advances to subsidiaries	向附屬公司的墊款		2,493,185	2,561,482
Capital contribution in respect of employee share-based compensation	以股份為基礎的僱員薪酬的注資		80,110	77,858
			2,573,295	2,639,340

The advances to subsidiaries of RMB2,493,185,000 (2012: RMB2,561,482,000) included in the investments in subsidiaries above are unsecured, interest-free and have no fixed terms of repayment.

計入上述於附屬公司的投資向附屬公司墊款的人民幣2,493,185,000元(2012年：人民幣2,561,482,000元)為無抵押、免息及無固定還款期。

The loans to a subsidiary of RMB1,357,741,000 (2012: RMB1,365,118,000) are unsecured, bearing interest at 0.81% below the applicable benchmark lending rates announced by the People's Bank of China and are repayable in 2016.

向一間附屬公司貸款人民幣1,357,741,000元(2012年：人民幣1,365,118,000元)為無抵押、按中國人民銀行公布所適用的貸款基準利率扣減0.81%計息且須於2016年償還。

## 財務報表附註(續)

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## 15. INTEREST IN A JOINT VENTURE

## 15. 於一間合營企業的權益

		2013 2013年 RMB'000 人民幣千元	2012 2012年 RMB'000 人民幣千元
Share of net assets	分佔資產淨額	5,676	5,286

Particulars of the joint venture are as follows:

合營企業的詳情如下：

Name 名稱	Registered capital 註冊資本	Place of registration and business 註冊及營業地點	Percentage of 所佔百分比			Principal activity 主要業務
			Ownership interest 擁有人權益	Voting power 投票權	Profit sharing 應佔溢利	
Guangdong Lesso EPCO Residential Equipment Design Services Co., Ltd.* 廣東聯塑艾博科住宅設備設計服務有限公司	RMB10,000,000 人民幣10,000,000元	PRC 中國	50	50	50	Provision of household decoration design work and maintenance services 提供家居裝飾設計及維修服務

The following table illustrates the information of the Group's interest in the joint venture:

下表呈列本集團於合營企業權益的資料：

		2013 2013年 RMB'000 人民幣千元	2012 2012年 RMB'000 人民幣千元
Share of joint venture's:	分佔合營企業：		
Profit from continuing operations	持續經營業務溢利	390	315
Other comprehensive income	其他全面收益	-	-
Total comprehensive income	全面收益總額	390	315

## 財務報表附註(續)

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## 16. HELD-TO-MATURITY INVESTMENTS

## 16. 持有至到期投資

		2013	2012
		2013年	2012年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Listed debt securities	上市的債務證券	249,001	288,690
Less: Amounts with maturity of less than one year shown under current assets	減：流動資產項下到期日少於一年的款項	(17,351)	(9,684)
Amounts shown under non-current assets	非流動資產項下款項	231,650	279,006

The held-to-maturity investments represented debt securities listed on the Singapore Exchange Securities Trading Limited. These securities carry fixed interest at 9.38% to 13.75% (2012: 9.00% to 13.75%) per annum, payable semi-annually in arrears, and will mature from March 2014 to April 2018 (2012: November 2013 to April 2016).

As at 31 December 2013, certain of the Group's held-to-maturity investments with an aggregate net carrying amount of RMB242,667,000 (2012: Nil) were pledged to a bank to secure the banking facility granted to the Company. The Company has not utilised this banking facility as at 31 December 2013.

持有至到期投資為於新加坡證券交易所有限公司上市的債務證券。該等證券的利息按固定年利率9.38%至13.75%計算(2012年：9.00%至13.75%)，每半年支付，將於2014年3月至2018年4月到期(2012年：2013年11月至2016年4月)。

於2013年12月31日，本集團總賬面淨值為人民幣242,667,000元的若干持有至到期投資(2012年：無)已向銀行抵押作本公司獲授銀行融資的擔保。於2013年12月31日，本公司概無動用該銀行融資。

## 17. INVENTORIES

## 17. 存貨

		2013	2012
		2013年	2012年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Raw materials	原材料	1,159,341	885,211
Work in progress	在產品	231,976	78,784
Finished goods	產成品	1,042,732	802,138
		2,434,049	1,766,133

As at 31 December 2012, certain of the Group's inventories with an aggregate net carrying amount of RMB26,332,000 were pledged to secure the Group's bank loans.

於2012年12月31日，本集團賬面淨值總額為人民幣26,332,000元的若干存貨已抵押作本集團銀行貸款的抵押品。

## 財務報表附註(續)

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## 18. TRADE AND BILLS RECEIVABLES

		2013	2012
		2013年	2012年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade receivables	貿易應收款項	854,518	779,354
Bills receivable	應收票據	218,041	243,265
Less: Provision for impairment	減：減值撥備	(34,930)	(13,085)
		<b>1,037,629</b>	<b>1,009,534</b>

The Group's major customers are independent distributors, civil contractors, property developers, utility companies and municipalities in Mainland China. Depending on the market condition, marketing tactics and relationships with the customers, the Group's trading terms with its independent distributors may change from settlement on an advance receipt basis to giving a credit period of generally one month or more, if appropriate. The Group does not have a standardised and universal credit period granted to the non-distributor customers. The credit period of an individual non-distributor customer is considered on a case-by-case basis and is set out in the sales contracts, as appropriate. Sales to small, new, or short-term customers are normally expected to be settled on an advance receipt basis or shortly after the goods delivery. No credit period is set by the Group for small, new and short-term customers.

Trade and bills receivables are unsecured and interest-free.

An aged analysis of the Group's trade and bills receivables as at the end of the reporting period, based on the invoice date and net of provisions, is as follows:

		2013	2012
		2013年	2012年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 3 months	3個月內	609,315	632,975
4 to 6 months	4至6個月	284,077	179,554
7 to 12 months	7至12個月	103,761	159,689
1 to 2 years	1至2年	36,359	33,724
2 to 3 years	2至3年	3,350	2,705
Over 3 years	3年以上	767	887
		<b>1,037,629</b>	<b>1,009,534</b>

## 18. 貿易應收款項及票據

本集團的主要客戶為中國內地的獨立分銷商、土木工程承建商、房地產開發商、公用事業公司及市政部門。本集團視乎市況、市場策略及與客戶的關係，可將其與獨立分銷商的貿易條款由按預付方式結算更改為授予一般一個月或多個月的信用期限（如適當）。本集團並無統一向非分銷商客戶授予標準的信用期限。個別非分銷商客戶的信用期限視乎個別情況而定，並在銷售合同中列明（如適當）。對小規模、新或短期客戶的銷售一般預期以預付方式或於交貨後短期內結算。本集團並無為小規模、新或短期客戶設立信用期限。

貿易應收款項及票據均為無抵押及免息。

於報告期末，本集團的貿易應收款項及票據按發票日期並扣除撥備後的賬齡分析如下：

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## 18. TRADE AND BILLS RECEIVABLES (Continued)

The movements in the provision for impairment of the Group's trade receivables are as follows:

		2013 2013年 RMB'000 人民幣千元	2012 2012年 RMB'000 人民幣千元
At 1 January	於1月1日	13,085	3,309
Impairment losses recognised (note 7)	已確認減值虧損(附註7)	22,145	9,921
Amounts written off as uncollectible	撇銷為不可收回的金額	(300)	(145)
At 31 December	於12月31日	34,930	13,085

The above provision of RMB34,930,000 (2012: RMB13,085,000) as at 31 December 2013 is for individually impaired trade receivables with their carrying amount before provision of RMB38,212,000 (2012: RMB13,085,000). The individually impaired trade receivables relate to customers that were in default or delinquency in payments.

The aged analysis of the Group's trade and bills receivables that are neither individually nor collectively considered to be impaired is as follows:

		2013 2013年 RMB'000 人民幣千元	2012 2012年 RMB'000 人民幣千元
Neither past due nor impaired	未逾期亦未減值	847,872	820,456
Past due but not impaired:	已逾期但尚未減值：		
Less than 3 months past due	逾期少於3個月	79,544	131,291
4 to 6 months past due	逾期4至6個月	35,953	17,652
7 to 12 months past due	逾期7至12個月	59,055	21,528
1 to 2 years past due	逾期1至2年	5,870	17,571
2 to 3 years past due	逾期2至3年	6,053	1,036
		1,034,347	1,009,534

Receivables that were neither past due nor impaired relate to a large number of diversified customers for whom there was no recent history of default.

## 18. 貿易應收款項及票據(續)

本集團貿易應收款項的減值撥備的變動如下：

於2013年12月31日的上述撥備人民幣34,930,000元(2012年：人民幣13,085,000元)就撥備之前賬面值為人民幣38,212,000元(2012年：人民幣13,085,000元)的個別減值貿易應收款項作出。個別減值貿易應收款項與違約或拖欠付款的客戶有關。

本集團個別及共同計算均不視為已減值貿易應收款項及票據的賬齡分析如下：

未逾期亦未減值的應收款項與眾多不同客戶有關，這些客戶近期概無拖欠記錄。

## 財務報表附註(續)

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**18. TRADE AND BILLS RECEIVABLES (Continued)**

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

As at 31 December 2012, the Group discounted bills receivable with an aggregate carrying amount of RMB152,084,000 to a bank for cash proceeds of RMB148,738,000. If the bills receivable are not paid at maturity, the bank has the right to request the Group to pay the unsettled balance. As the Group had not transferred the significant risks and rewards, including default risk, relating to such bills receivable, it continued to recognise the full carrying amount of the bills receivable and had recognised the cash received on the transfer as a bank loan as at that date.

As at 31 December 2012, the carrying amount of the bills receivable that had been transferred but had not been derecognised and the carrying amount of the associated liability amounted to RMB152,084,000 respectively.

These bills receivable have been fully paid at maturity dates. As such, the Group has derecognised these discounted bills receivable and associated liability accordingly during the year.

**18. 貿易應收款項及票據(續)**

已逾期但無減值的應收款項與若干獨立客戶有關，彼等與本集團的交易記錄良好。根據過往經驗，董事認為，由於彼等客戶信貸質素並無顯著變化，且結餘仍視為可悉數收回，因此無須就該等結餘作出減值撥備。

於2012年12月31日，本集團向一家銀行貼現賬面總值為人民幣152,084,000元的應收票據，現金所得款項為人民幣148,738,000元。倘該等應收票據於到期日尚未支付，銀行有權要求本集團支付未償付餘額。由於本集團並無轉讓有關該等應收票據的主要風險及回報(包括違責風險)，本集團於該日繼續全數確認應收票據的賬面值，並已確認就該轉讓收取的現金為銀行貸款。

於2012年12月31日，已轉讓但尚未終止確認的應收票據賬面值及相關負債的賬面值分別為人民幣152,084,000元。

該等應收票據已於到期日悉數支付。因此，本集團於年內相應終止確認該等已貼現應收票據及相關負債。

## 財務報表附註(續)

31 December 2013  
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## 19. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES 19. 預付款、按金及其他應收款項

		2013 2013年 RMB'000 人民幣千元	2012 2012年 RMB'000 人民幣千元
Prepayments	預付款	462,623	231,262
Current portion of prepaid land lease payments	預付土地租賃款的流動部分	21,629	20,664
Value-added tax recoverable	待抵扣增值稅	157,359	109,581
Corporate income tax recoverable	待抵扣企業所得稅	4,138	13,157
Deposits	按金	23,778	10,953
Other receivables	其他應收款項	50,825	19,610
		<b>720,352</b>	<b>405,227</b>

The financial assets included in the above balances are unsecured, interest-free and have no fixed terms of repayment.

上述結餘包括的金融資產乃無抵押、免息及無固定還款期。

## 20. CASH AND BANK DEPOSITS

## 20. 現金及銀行存款

		Group 本集團 2013 2013年 RMB'000 人民幣千元	2012 2012年 RMB'000 人民幣千元
Restricted cash:	受限制現金：		
Guarantee deposits for banking facilities	作為銀行融資的擔保按金	669,104	335,142
Time deposits with original maturity more than three months when acquired	定期存款 (原有期限超過三個月)	16,957	-
Cash and cash equivalents:	現金及現金等價物：		
Time deposits	定期存款	35,114	829,936
Cash and bank balances	現金及銀行結餘	1,468,067	757,247
		<b>1,503,181</b>	<b>1,587,183</b>
Cash and bank deposits	現金及銀行存款	<b>2,189,242</b>	<b>1,922,325</b>
Denominated in RMB#	以人民幣計值#	<b>1,821,596</b>	1,834,254
Denominated in other currencies	以其他貨幣計值	<b>367,646</b>	88,071
		<b>2,189,242</b>	<b>1,922,325</b>



## 財務報表附註(續)

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## 20. CASH AND BANK DEPOSITS (Continued)

## 20. 現金及銀行存款(續)

		Company 本公司	
		2013	2012
		2013年	2012年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Restricted cash:	受限制現金：		
Guarantee deposits for banking facilities	作為銀行融資的擔保按金	283,043	-
Time deposits with original maturity more than three months when acquired	定期存款 (原有期限超過三個月)	16,957	-
Cash and cash equivalents:	現金及現金等價物：		
Time deposits	定期存款	26,760	46,907
Cash and bank balances	現金及銀行結餘	10,653	10,602
		<b>37,413</b>	<b>57,509</b>
Cash and bank deposits	現金及銀行存款	<b>337,413</b>	<b>57,509</b>
Denominated in RMB <sup>#</sup>	以人民幣計值 <sup>#</sup>	<b>300,587</b>	9,276
Denominated in other currencies	以其他貨幣計值	<b>36,826</b>	48,233
		<b>337,413</b>	<b>57,509</b>

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

<sup>#</sup> The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

存放於銀行的現金按每日銀行存款利率的浮動利率賺取利息。短期定期存款的期限介乎1天至3個月不等並按各短期定期存款利率賺取利息。銀行結餘及受限制現金存放於近期無違約記錄且信譽良好的銀行。

<sup>#</sup> 人民幣不可自由兌換為其他貨幣，然而，根據中國內地外匯管理條例及結匯、售匯及付匯管理規定，本集團獲准透過獲授權進行外匯業務的銀行將人民幣兌換為其他貨幣。

## 財務報表附註(續)

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## 21. TRADE AND BILLS PAYABLES

## 21. 貿易應付款項及票據

		2013	2012
		2013年	2012年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade payables	貿易應付款項	349,495	375,488
Bills payable	應付票據	511,921	136,566
		<b>861,416</b>	<b>512,054</b>

The trade payables are interest-free. The average credit period for trade purchases is 30 to 90 days.

貿易應付款項乃免息。貿易採購的平均信用期限為30至90日。

An aged analysis of the Group's trade and bills payables as at the end of the reporting period, based on the invoice date, is as follows:

於報告期末，本集團的貿易應付款項及票據按發票日期的賬齡分析如下：

		2013	2012
		2013年	2012年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 3 months	3個月內	350,338	483,943
4 to 6 months	4至6個月	505,157	23,520
7 to 12 months	7至12個月	1,299	1,542
1 to 2 years	1至2年	3,867	2,562
2 to 3 years	2至3年	755	299
Over 3 years	3年以上	-	188
		<b>861,416</b>	<b>512,054</b>

## 財務報表附註(續)

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## 22. OTHER PAYABLES AND ACCRUALS

## 22. 其他應付款項及應計費用

		2013	2012
		2013年	2012年
		RMB'000	RMB'000
	Note	人民幣千元	人民幣千元
	附註		
Advances from customers	客戶墊款	681,436	487,192
Accruals	應計費用	41,420	34,688
Salaries and welfare payables	應付工資及福利	97,712	76,926
Contingent consideration arrangement	或然代價安排	1,965	–
Other payables	其他應付款項	430,141	233,582
		1,252,674	832,388

The financial liabilities included in the above balances are interest-free and have no fixed terms of repayment.

上述結餘包括的金融負債乃免息及無固定還款期。

## 23. BANK LOANS AND OTHER BORROWINGS

## 23. 銀行貸款及其他借款

		2013	2012
		2013年	2012年
		Maturity	Maturity
Group	本集團	到期日	到期日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>Current</b>	<b>流動</b>		
Secured bank loans	有抵押銀行貸款	–	2013
Unsecured bank loans	無抵押銀行貸款	2014	2013
		1,080,092	569,467
			595,799
<b>Non-current</b>	<b>非流動</b>		
Unsecured bank loans	無抵押銀行貸款	2015	2015
The Senior Notes	優先票據	2016	2016
		61,200	42,873
		1,545,824	1,585,910
		1,607,024	1,628,783
		2,687,116	2,224,582

## 財務報表附註(續)

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### 23. BANK LOANS AND OTHER BORROWINGS 23. 銀行貸款及其他借款(續)

(Continued)

		2013 2013年 RMB'000 人民幣千元	2012 2012年 RMB'000 人民幣千元
Analysed into bank loans repayable:	須償還銀行貸款：		
Within one year or on demand	一年內或於要求時	1,080,092	595,799
In the second year	第二年內	61,200	21,437
In the third to fifth years, inclusive	第三年至第五年內(包括首尾兩年)	–	21,436
		1,141,292	638,672
Analysed into other borrowings repayable:	須償還其他借款：		
In the third to fifth years, inclusive	第三年至第五年內(包括首尾兩年)	1,545,824	1,585,910
		2,687,116	2,224,582

Company	本公司	2013 2013年		2012 2012年	
		Maturity 到期日	RMB'000 人民幣千元	Maturity 到期日	RMB'000 人民幣千元
<b>Current</b>	<b>流動</b>				
Unsecured bank loans	無抵押銀行貸款	2014	496,164	2013	291,906
<b>Non-current</b>	<b>非流動</b>				
The Senior Notes	優先票據	2016	1,545,824	2016	1,585,910
			2,041,988		1,877,816

		2013 2013年 RMB'000 人民幣千元	2012 2012年 RMB'000 人民幣千元
Analysed into bank loans repayable:	須償還銀行貸款：		
Within one year or on demand	一年內或於要求時	496,164	291,906
Analysed into other borrowings repayable:	須償還其他借款：		
In the third to fifth years, inclusive	第三年至第五年內(包括首尾兩年)	1,545,824	1,585,910
		2,041,988	1,877,816

財務報表附註(續)

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**23. BANK LOANS AND OTHER BORROWINGS**  
**(Continued)**

Notes:

- (a) The effective interest rates on the Group's bank loans range from 1.21% to 6.30% (2012: 1.33% to 5.50%) per annum.

As at 31 December 2013, the Group's bank loans are denominated in US dollars, HK dollars and Renminbi at aggregate amounts of RMB507,475,000 (2012: RMB194,682,000), RMB483,708,000 (2012: RMB291,906,000) and RMB150,109,000 (2012: RMB152,084,000), respectively.

As at 31 December 2012, the Group's secured bank loans were secured by the pledge of the Group's inventories with an aggregate net carrying amount of RMB26,332,000.

- (b) The Senior Notes are listed on the Singapore Exchange Securities Trading Limited. They carry interest at 7.875% per annum (effective interest rate at 8.63% per annum), payable semi-annually in arrears on 13 May and 13 November, and will mature on 13 May 2016 unless redeemed earlier. The Company can at its option redeem all or a portion of the Senior Notes at any time prior to the maturity date in accordance with the purchase agreement. For key terms of the redemption option, please refer to the Company's announcement on issuance of the Senior Notes dated 8 May 2011.

The Senior Notes are guaranteed by certain of the Company's subsidiaries and secured by a first-priority fixed charge over the shares of those subsidiaries providing such guarantee.

The outstanding principal amount of the Senior Notes was US\$258,880,000 as at 31 December 2013 (2012: US\$258,880,000).

**23. 銀行貸款及其他借款(續)**

附註：

- (a) 本集團銀行貸款之實際年利率介乎1.21%至6.30%不等(2012年：1.33%至5.50%)。

於2013年12月31日，本集團以美元、港元及人民幣計值的銀行貸款總額分別為人民幣507,475,000元(2012年：人民幣194,682,000元)、人民幣483,708,000元(2012年：人民幣291,906,000元)及人民幣150,109,000元(2012年：人民幣152,084,000元)。

於2012年12月31日，本集團有抵押銀行貸款乃透過質押本集團賬面淨值總額為人民幣26,332,000元之存貨作抵押。

- (b) 優先票據於新加坡證券交易所有限公司上市，利息按年利率7.875%計算(實際年利率為8.63%)，並於5月13日及11月13日每半年支付，除非提前贖回，優先票據於2016年5月13日到期。本公司可自行選擇於到期日前任何時間根據購買協議贖回全部或部分優先票據。有關贖回選擇權的主要條款，請參閱本公司於2011年5月8日就發行優先票據刊發的公告。

優先票據由本公司若干附屬公司保證並以該等提供保證的附屬公司的股份為第一優先固定押項。

於2013年12月31日，優先票據的未償還本金額為258,880,000美元(2012年：258,880,000美元)。

## 財務報表附註(續)

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## 24. DEFERRED TAX

The following are the major deferred tax assets/(liabilities) recognised and their movements during the year:

## 24. 遞延稅項

以下為於年內已確認的主要遞延稅項資產／(負債)及其變動：

		Provision for impairment of assets 減值撥備 RMB'000 人民幣千元	Accelerated tax depreciation 加速稅項折舊 RMB'000 人民幣千元	Decelerated tax depreciation 遞減稅項折舊 RMB'000 人民幣千元	Fair value adjustments arising from acquisition of a subsidiary 收購附屬公司 導致公平值 調整 RMB'000 人民幣千元	Withholding tax on distributable profits of subsidiaries in the PRC 中國附屬公司 可分派溢利的 預提所得稅 RMB'000 人民幣千元	Deferred income 遞延收益 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2012	於2012年1月1日	511	-	-	(3,390)	(69,283)	1,601	(70,561)
Credited/(charged) to the profit or loss for the year (note 9)	計入/(扣自) 年度損益 (附註9)	1,243	284	-	89	7,949 <sup>#</sup>	(64)	9,501
At 31 December 2012 and 1 January 2013	於2012年12月31日及 2013年1月1日	1,754	284	-	(3,301)	(61,334)	1,537	(61,060)
Credited/(charged) to the profit or loss for the year (note 9)	計入/(扣自) 年度損益 (附註9)	5,564	-	(402)	186	(13,567) <sup>#</sup>	23	(8,196)
At 31 December 2013	於2013年12月31日	<b>7,318</b>	<b>284</b>	<b>(402)</b>	<b>(3,115)</b>	<b>(74,901)</b>	<b>1,560</b>	<b>(69,256)</b>

<sup>#</sup> The amount as at 31 December 2013 represented the deferred tax provision of RMB34,943,000 (2012: RMB14,551,000) on the distributable profits of the Company's subsidiaries in the PRC after offsetting the realised deferred tax liabilities of RMB21,376,000 (2012: RMB22,500,000) arising from dividends declared by these subsidiaries to their foreign investors during the year.

<sup>#</sup> 於2013年12月31日，該金額為本公司就中國附屬公司可分派溢利作出的遞延稅項撥備人民幣34,943,000元(2012年：人民幣14,551,000元)並經抵銷該等附屬公司於年內向海外投資者宣派股息而產生的已實現遞延稅項負債人民幣21,376,000元(2012年：人民幣22,500,000元)。

## 財務報表附註(續)

31 December 2013  
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## 24. DEFERRED TAX (Continued)

		2013	2012
		2013年	2012年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Gross deferred tax assets recognised in the consolidated statement of financial position at 31 December	於12月31日的綜合財務狀況表內確認的遞延稅項資產總額	9,162	3,575
Gross deferred tax liabilities recognised in the consolidated statement of financial position at 31 December	於12月31日的綜合財務狀況表內確認的遞延稅項負債總額	(78,418)	(64,635)
		<b>(69,256)</b>	<b>(61,060)</b>

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. The applicable rate for the Group is 5%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of their earnings generated from 1 January 2008.

As at 31 December 2013, the Group has not recognised deferred tax liabilities of RMB163,301,000 (2012: RMB115,186,000) in respect of temporary differences relating to the undistributed profits of subsidiaries, amounting to RMB3,266,019,000 (2012: RMB2,303,729,000), that would be payable on the distribution of these retained profits as the Company controls the dividend policy of these subsidiaries and it is probable that these profits will not be distributed in the foreseeable future.

## 25. DEFERRED INCOME

Deferred income represented government grants received by the Group as financial subsidies for its construction of new factory premises in Changchun and Daqing and rental income received in advance from certain of the Group's employees for leasing the staff quarters.

The grants are released to profit or loss over the expected useful lives of the relevant properties by equal annual installments, while rental income received in advance is recognised on the straight-line basis over the respective lease terms.

## 24. 遞延稅項(續)

根據中國企業所得稅法，在中國內地成立的外資企業向外國投資者宣派的股息須繳納10%的預提所得稅。該規定自2008年1月1日起生效，適用於自2007年12月31日起獲得的盈利。倘中國內地與該外國投資者所在司法權區有簽訂稅務條約，則可按較低稅率繳納預提所得稅。就本集團而言，適用的預提所得稅稅率為5%。因此，就該等於中國內地成立的附屬公司就2008年1月1日起所得盈利而分派的股息而言，本集團須繳納預提所得稅。

於2013年12月31日，由於本公司控制該等附屬公司的股息政策，且該等溢利於可見將來分派的可能性不大，故本集團並無確認該等附屬公司未分派溢利暫時差異為人民幣3,266,019,000元（2012年：人民幣2,303,729,000元）的遞延稅項負債為（須於分派該等保留溢利時支付）人民幣163,301,000元（2012年：人民幣115,186,000元）。

## 25. 遞延收益

遞延收益指本集團收取的政府補助，作為其在長春及大慶興建新工廠物業的財政補貼，以及自本集團若干僱員預先收取的租賃員工宿舍租金收入。

補助於有關物業預期可使用年限內按年以等額撥入損益內確認，而預先收取的租金收入則按各自的租期以直線法確認。

## 財務報表附註(續)

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## 26. SHARE CAPITAL

## 26. 股本

Shares	股份	2013 2013年	2012 2012年
<b>Authorised:</b>	<b>法定：</b>		
20,000,000,000 (2012: 20,000,000,000) ordinary shares of HK\$0.05 each	20,000,000,000 (2012年：20,000,000,000) 股每股面值0.05港元的普通股	HK\$1,000,000,000 1,000,000,000港元	HK\$1,000,000,000 1,000,000,000港元
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>		
3,075,731,740 (2012: 3,033,602,350) ordinary shares of HK\$0.05 each	3,075,731,740 (2012年：3,033,602,350) 股每股面值0.05港元的普通股	HK\$153,786,587 153,786,587港元	HK\$151,680,118 151,680,118港元
Equivalent to	等值於	RMB134,316,000 人民幣134,316,000元	RMB132,660,000 人民幣132,660,000元

The following changes in the Company's issued share capital took place during the year:

年內本公司已發行股本變動如下：

		Number of ordinary shares of HK\$0.05 each 每股面值 0.05港元的 普通股數目	Nominal value of ordinary shares 普通股面值	
			HK\$'000 千港元	RMB'000 人民幣千元
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>			
As at 1 January 2012	於2012年1月1日	3,005,906,950	150,295	131,537
Upon exercise of the share options (note)	因行使購股權(附註)	27,695,400	1,385	1,123
As at 31 December 2012 and 1 January 2013	於2012年12月31日及 2013年1月1日	3,033,602,350	151,680	132,660
Upon exercise of the share options (note)	因行使購股權(附註)	42,129,390	2,106	1,656
As at 31 December 2013	於2013年12月31日	<b>3,075,731,740</b>	<b>153,786</b>	<b>134,316</b>

Note:

Pursuant to the exercise of the share options at the exercise price of HK\$1.82 each granted by the Company, the Company issued a total of 42,129,390 ordinary shares (2012: 27,695,400 ordinary shares) of HK\$0.05 each for a total cash consideration, before expenses, of approximately HK\$76,675,000 (2012: HK\$50,406,000) (approximately RMB60,284,000 (2012: RMB40,872,000) equivalent) during the year. The shares issued during the year rank pari passu in all respects with the then existing shares of the Company.

附註：

通過按行使價每股股份1.82港元行使由本公司授出的購股權，本公司於年內發行合共42,129,390股(2012年：27,695,400股)每股面值0.05港元的普通股，總現金代價(未計開支)約76,675,000港元(2012年：50,406,000港元)(約等於人民幣60,284,000元(2012年：人民幣40,872,000元))。該等於年內發行股份在各方面與本公司當時現存股份享有同等權益。



## 財務報表附註(續)

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## 27. RESERVES

## (A) GROUP

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

Pursuant to the relevant laws and regulations for Sino-foreign joint venture enterprises, a portion of the profits of the Group's subsidiaries which are established in the PRC has been transferred to reserve funds which are restricted as to use.

## (B) COMPANY

## 27. 儲備

## (A) 本集團

本集團本年度及過往年度的儲備金額及其變動已於綜合權益變動表內呈列。

根據適用於中外合營企業的相關法律及法規，本集團在中國成立的附屬公司的部分溢利已轉撥至用途受限制的儲備基金。

## (B) 本公司

		Share premium 股份溢價	Share option reserve 購股權儲備	Exchange fluctuation reserve 匯兌波動儲備	Retained profits 保留溢利	Total 總計
	Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2012	於2012年1月1日	1,683,990	72,404	(157,232)	368,503	1,967,665
Total comprehensive income for the year	年內全面收益總額	-	-	256	302,123	302,379
Issue of shares	發行股份	64,251	(24,569)	-	-	39,682
Equity-settled share option arrangements	以股權結算的購股權安排	-	20,252	-	-	20,252
Dividends recognised as distributions to owners	確認為向擁有人分派的股息	10	-	-	(293,834)	(293,834)
At 31 December 2012 and 1 January 2013	於2012年12月31日及2013年1月1日	1,748,241	68,087	(156,976)	376,792	2,036,144
Total comprehensive income for the year	年內全面收益總額	-	-	(66,683)	338,449	271,766
Issue of shares	發行股份	95,390	(36,845)	-	-	58,545
Equity-settled share option arrangements	以股權結算的購股權安排	-	5,757	-	-	5,757
Dividends recognised as distributions to owners	確認為向擁有人分派的股息	10	-	-	(291,809)	(291,809)
At 31 December 2013	於2013年12月31日	1,843,631	36,999	(223,659)	423,432	2,080,403

The share option reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payment transactions in note 2.4 to the financial statements. The amount will either be transferred to the share premium account when the related options are exercised, or be transferred to retained profits should the related options expire or be forfeited.

購股權儲備包括已授予但未行使的購股權的公平值(誠如財務報表附註2.4以股份為基準的付款交易的會計政策所詳述)。有關金額將於相關購股權獲行使時轉撥至股份溢價賬或於相關購股權到期或被沒收時轉撥至保留溢利。

## 財務報表附註(續)

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**28. SHARE OPTION SCHEMES**

On 14 May 2010 (the “Adoption Date”), the Company adopted a share option scheme (the “Share Option Scheme”) and a pre-initial public offering share option scheme (the “Pre-IPO Share Option Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations.

**SHARE OPTION SCHEME**

Eligible participants of the Share Option Scheme (“Eligible Persons”) include (a) any executive director of, manager of, or other employee holding an executive, managerial, supervisory or similar position in any member of the Group (“Executive”), any full-time or part-time employee, or a person for the time being seconded to work full-time or part-time for any member of the Group; (b) a director or proposed director (including an independent non-executive director) of any member of the Group; (c) a direct or indirect shareholder of any member of the Group; (d) a supplier of goods or services to any member of the Group; (e) a customer, consultant, business or joint venture partner, franchisee, contractor, agent or representative of any member of the Group; (f) a person or entity that provides design, research, development or other support or any advisory, consultancy, professional or other services to any member of the Group; and (g) an associate of any of the persons referred to in paragraphs (a) to (c) above.

The Share Option Scheme shall be valid and effective for a period of 10 years commencing on the Adoption Date. An offer of the grant of a share option shall remain open for acceptance by the Eligible Person concerned for a period of 28 days from the date of the Board approving the grant of the share options (the “Offer Date”) provided that no such grant of an option may be accepted after the expiry of the effective period of the Share Option Scheme. An option shall be deemed to have been granted and accepted by the Eligible Person and to have taken effect when the duplicate offer letter comprising acceptance of the offer of the Option duly signed by the grantee together with a remittance in favour of the Company of HK\$1 by way of consideration for the grant thereof is received by the Company on or before the date upon which an offer of an option must be accepted by the relevant Eligible Person, being a date not later than 28 days after the Offer Date. Such remittance shall in no circumstances be refundable.

**28. 購股權計劃**

於2010年5月14日(「採納日期」)，本公司就對本集團的成功經營作出貢獻的合資格參與人提供激勵及獎勵而採納一項購股權計劃(「購股權計劃」)及一項首次公開發售前購股權計劃(「首次公開發售前購股權計劃」)。

**購股權計劃**

購股權計劃的合資格參與人(「合資格人士」)包括(a)本集團任何成員公司的任何執行董事、經理，或擔當行政、管理、監督或類似職位的其他僱員(「行政人員」)、任何全職或兼職僱員，或暫時派往本集團任何成員公司全職工作或兼職工作的僱員；(b)本集團任何成員公司的董事或候任董事(包括獨立非執行董事)；(c)本集團任何成員公司的直接或間接股東；(d)本集團任何成員公司的貨品或服務供應商；(e)本集團任何成員公司的客戶、顧問、業務或合營夥伴、特許經營商、承包商、代理或代表；(f)向本集團任何成員公司提供設計、研究、開發或其他支援或任何諮詢、顧問、專業或其他服務的人士或實體；及(g)上述(a)至(c)段所述任何人士的聯繫人。

購股權計劃的有效期限自採納日期起計為期10年。提呈授出的購股權可由董事會批准授出購股權之日(「提呈日期」)起計28日期間內供有關合資格人士接納，但在購股權計劃的有效期限屆滿後，則不可接納授出的購股權。當本公司於相關合資格人士必須接納提呈購股權當日(即提呈日期後不多於28日)或之前收到由承授人正式簽署構成接納提呈購股權的提呈函件複本連同支付本公司的價款1港元作為授出代價後，則購股權將被視為已授出及獲合資格人士接納及已生效。上述價款在任何情況下均不獲退還。

## 財務報表附註(續)

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**28. SHARE OPTION SCHEMES (Continued)****SHARE OPTION SCHEME (Continued)**

No share options have been granted under the Share Option Scheme since its adoption.

**PRE-IPO SHARE OPTION SCHEME**

The purpose of the Pre-IPO Share Option Scheme is to give the employees an opportunity to have a personal stake in the Company and help motivate them to optimise their future performance and efficiency to the Group and/or to reward them for their past contributions, to attract and retain or otherwise maintain on-going relationships with such employees who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Group. The principal terms of the Pre-IPO Share Option Scheme are substantially the same as the terms of the Share Option Scheme except that:

- (i) the subscription price per share under the Pre-IPO Share Option Scheme shall be at a 30% discount to the offer price of HK\$2.6; and
- (ii) all options granted under the Pre-IPO Share Option Scheme will only be vested in the following manner:

<b>Vesting period</b>	<b>Maximum percentage of options exercisable</b>
From the 1st anniversary of the Listing Date until the day immediately before the 2nd anniversary of the Listing Date	25% of the total number of the shares under options
From the 2nd anniversary of the Listing Date until the day immediately before the 3rd anniversary of the Listing Date	35% of the total number of the shares under options
From the 3rd anniversary of the Listing Date until the day immediately before the 4th anniversary of the Listing Date	40% of the total number of the shares under options

**28. 購股權計劃(續)****購股權計劃(續)**

本公司自採納購股權計劃以來，並無根據該計劃授出購股權。

**首次公開發售前購股權計劃**

首次公開發售前購股權計劃旨在給予僱員於本公司持有個人權益的機會，激勵彼等日後於本集團發揮最佳表現及效率，及／或獎勵彼等於過往的貢獻，以吸納及挽留該等對本集團業績、增長或成功至關重要及／或其貢獻有利於本集團業績、增長或成功的僱員，或與該等僱員維持長遠關係。首次公開發售前購股權計劃的主要條款與購股權計劃的條款大致相同，惟下列者除外：

- (i) 首次公開發售前購股權計劃項下的每股認購價較發售價2.6港元折讓30%；及
- (ii) 首次公開發售前購股權計劃項下授出的所有購股權將按以下方式歸屬：

<b>歸還期限</b>	<b>可行使購股權的最高百分比</b>
自上市日期第一個週年日起至緊接上市日期第二個週年日前之日止	購股權涉及股份總數的25%
自上市日期第二個週年日起至緊接上市日期第三個週年日前之日止	購股權涉及股份總數的35%
自上市日期第三個週年日起至緊接上市日期第四個週年日前之日止	購股權涉及股份總數的40%

## 財務報表附註(續)

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## 28. SHARE OPTION SCHEMES (Continued)

## PRE-IPO SHARE OPTION SCHEME (Continued)

The option period shall be expired on the fourth anniversary of the Listing Date.

All the options under the Pre-IPO Share Option Scheme were granted on 21 May 2010 at a consideration of HK\$1 paid by each grantee. The total number of shares of the Company which may be issued upon the exercise of all options granted under the Pre-IPO Share Option Scheme is 115,378,000.

Pre-IPO Share Options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

The fair value of the Pre-IPO Share Options granted on 21 May 2010 was estimated at approximately HK\$128,071,000, using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

Batch	批次	1	2	3
Dividend yield (%)	派息率(%)	3.169	3.169	3.169
Expected volatility (%)	預期波幅(%)	56.58	56.58	56.58
Risk-free rate (%)	無風險息率(%)	0.794	0.956	1.126
Expected option period (Years)	購股權的估計年期(年)	2.59	3.09	3.59

The following share options were outstanding under the Pre-IPO Share Option Scheme during the year:

		Exercise price 每股行使價 HK\$ per share 港元	Number of options 購股權數目 '000 千份
At 1 January 2013	於2013年1月1日	1.82	77,888
Exercised during the year	年內行使	1.82	(42,129)
Lapsed/forfeited during the year	年內失效/沒收	1.82	(369)
At 31 December 2013	於2013年12月31日	1.82	35,390

The weighted average share price at the date of exercise for share options exercised during the year was HK\$5.10 per share (2012: HK\$4.81 per share).

## 28. 購股權計劃(續)

## 首次公開發售前購股權計劃(續)

購股權期限將於上市日期第四個週年日屆滿。

首次公開發售前購股權計劃項下的所有購股權已於2010年5月21日授予，各承授人支付的代價為1港元。本公司因行使根據首次公開發售前購股權計劃授出的所有購股權而可能發行的本公司股份總數為115,378,000股。

首次公開發售前購股權計劃並無賦予持有人獲派股息或於股東大會上投票的權利。

於2010年5月21日授出的首次公開發售前購股權的公平值估計約為128,071,000港元，此乃經考慮所授出購股權的條款及條件後，使用二項模式得出。下表載列模式所採用的輸入參數：

年內，首次公開發售前購股權計劃項下尚未行使的購股權載列如下：

年內行使的購股權於行使日期的加權平均股價為每股股份5.10港元(2012年：每股股份4.81港元)。

## 財務報表附註(續)

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## 28. SHARE OPTION SCHEMES (Continued)

## PRE-IPO SHARE OPTION SCHEME (Continued)

The exercise prices and exercise periods of the share options outstanding at 31 December 2013 are as follows:

Number of options 購股權數目 '000 千份	Exercise price <sup>#</sup> 每股行使價 <sup>#</sup> HK\$ per share 港元	Exercise period 行使期間
1,400	1.82	23 June 2011 to 22 June 2014 2011年6月23日至2014年6月22日
6,961	1.82	23 June 2012 to 22 June 2014 2012年6月23日至2014年6月22日
27,029	1.82	23 June 2013 to 22 June 2014 2013年6月23日至2014年6月22日
35,390		

<sup>#</sup> The exercise price of the share options is subject to adjustment in case of rights or bonus issues, or other similar changes in the Company's share capital.

The Group recognised a share option expense of RMB5,757,000 for the year ended 31 December 2013 (2012: RMB20,252,000) in relation to the Pre-IPO Share Options granted by the Company.

At the end of the reporting period, the Company had 35,389,660 (2012: 77,888,250) Pre-IPO Share Options outstanding under the Pre-IPO Share Option Scheme. The exercise in full of the outstanding Pre-IPO Share Options would, under the Company's present capital structure, result in the issue of additional 35,389,660 (2012: 77,888,250) ordinary shares of the Company, representing 1.15% (2012: 2.57%) of the Company's shares in issue as at that date and additional share capital of approximately HK\$1,769,000 (2012: HK\$3,894,000) and share premium of approximately HK\$62,640,000 (2012: HK\$137,862,000) (before issue expenses).

## 28. 購股權計劃(續)

## 首次公開發售前購股權計劃(續)

於2013年12月31日，尚未行使的購股權的行使價及行使期間載列如下：

<sup>#</sup> 購股權的行使價於供股或發行紅股或本公司股本出現其他類似變動的情況下將進行調整。

本集團就本公司授予的首次公開發售前購股權於截至2013年12月31日止年度內確認的購股權開支為人民幣5,757,000元(2012年：人民幣20,252,000元)。

於報告期末，本公司首次公開發售前購股權計劃項下尚有35,389,660份(2012年：77,888,250份)首次公開發售前購股權未獲行使。倘根據本公司現有資本架構悉數行使該等尚未獲行使的首次公開發售前購股權，將導致本公司發行額外35,389,660股(2012年：77,888,250股)普通股，佔本公司於該日期已發行股份的1.15%(2012年：2.57%)及產生額外約1,769,000港元(2012年：3,894,000港元)的股本及約62,640,000港元(2012年：137,862,000港元)的股份溢價(未扣除發行開支)。

## 財務報表附註(續)

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## 29. BUSINESS COMBINATIONS

During the year, the Group entered into the sale and purchase agreements to acquire 100% equity interests in the following companies:

Acquisition date 收購日期	Company name 公司名稱	Consideration 代價	Principal activities 主要業務
31 January 2013 2013年1月31日	Guangdong Lesso Valve Co., Ltd.* ("Lesso Valve") 廣東聯塑閥門有限公司 (「聯塑閥門」)	RMB116,000,000 人民幣116,000,000元	Manufacture and sale of valve products 閥門產品製造及銷售
30 April 2013 2013年4月30日	Fengyang Chiao Yue New Construction Material Co., Ltd.* ("Chiao Yue") <sup>(a)</sup> 鳳陽僑裕新型建材有限公司 (「僑裕」) <sup>(a)</sup>	RMB136,149,000 人民幣136,149,000元	Manufacture and sale of calcium silicate board 硅酸鈣板的製造及銷售
1 July 2013 2013年7月1日	Guangdong Lesso O'Conn Fire Service Equipment Co., Ltd.* ("Lesso O'Conn") 廣東聯塑奧康來消防設備有限公司 (「聯塑奧康來」)	RMB10,000,000 人民幣10,000,000元	Manufacture and sale of fire equipment and other accessories 防火設備及其他配件的製造及銷售
1 July 2013 2013年7月1日	Guangdong Lesso Shun An Fire Service Equipment Co., Ltd.* ("Lesso Shun An") 廣東聯塑順安消防器材有限公司 (「聯塑順安」)	RMB4,000,000 人民幣4,000,000元	Manufacture and sale of fire doors, security doors and other accessories 防火門、防盜門及其他配件的製造及銷售
31 August 2013 2013年8月31日	Foshan Nanhai Eago Sanitary Ware Co., Ltd.* ("Nanhai Eago") 佛山市南海益高衛浴有限公司 (「南海益高」)	RMB20,000,000 人民幣20,000,000元	Manufacture and sale of plumbing sanitary wares 水暖衛浴的製造及銷售

The above acquisitions allow the Group to expand its production lines on the valve supply for the Group's water supply-related pipe projects and on the other home building materials products.

## 29. 業務合併

年內，本集團訂立買賣協議以收購下列公司的100%股本權益：

上述收購使本集團能擴充其為供水相關管道項目閥門供應之生產線及其他家居建材產品之生產線。

## 財務報表附註(續)

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## 29. BUSINESS COMBINATIONS (Continued)

The respective fair values of the identifiable assets and liabilities of the above companies acquired at the dates of control assumed by the Group are as follows:

		Notes	Lesso Valve	Chiao Yue	Lesso O'Conn	Lesso Shun An	Nanhai Eago	Total
		附註	聯塑閥門	僑裕	聯塑奧康來	聯塑順安	南海益高	總額
			RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
			人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Property, plant and equipment	物業、廠房及設備	12	35,517	109,015	122	1,470	128,952	275,076
Prepaid land lease payments	預付土地租賃款	13	32,194	6,610	-	-	-	38,804
Other intangible assets	其他無形資產		-	-	-	-	770	770
Inventories	存貨		22,987	11,755	1,162	14,762	48,724	99,390
Trade receivables	貿易應收款項		292	1,777	31	643	527	3,270
Prepayments and other receivables	預付款及其他應收款項		22,411	16,011	1,086	2,401	12,288	54,197
Cash and cash equivalents	現金及現金等價物		4,154	220	9,725	1,984	3,995	20,078
Trade payables	貿易應付款項		(602)	(2,272)	(399)	(2,663)	(29,556)	(35,492)
Other payables and accruals	其他應付款項及應計費用		(796)	(6,967)	(1,727)	(14,597)	(133,496)	(157,583)
Bank loans and other borrowings	銀行貸款及其他借款		-	-	-	-	(12,204)	(12,204)
Total identifiable net assets at fair value	可識別資產淨值總額 (按公平值)		116,157	136,149	10,000	4,000	20,000	286,306
Cash	現金		116,000	134,184	10,000	4,000	20,000	284,184
Contingent consideration arrangement (note (b))	或然代價安排(附註(b))	22	-	1,965	-	-	-	1,965
Total consideration	代價總額		116,000	136,149	10,000	4,000	20,000	286,149
Gain from a bargain purchase (note 7)	議價收購所得利益 (附註7)		157	-	-	-	-	157

The gain from a bargain purchase of RMB157,000 arising from the acquisition of Lesso Valve has been recognised in profit or loss and included in the "other expenses" to offset the acquisition-related costs mentioned below.

Acquisition-related costs incurred in relation to the acquisition of Lesso Valve of RMB619,000, Chiao Yue of RMB2,580,000, Lesso O'Conn of RMB41,000, Lesso Shun An of RMB40,000 and Nanhai Eago of RMB2,610,000 have been excluded from the cost of acquisition and have been recognised directly as an expense in the period and included in the "other expenses" in profit or loss.

The aggregate fair values of the trade receivables and other receivables as at the dates of control assumed by the Group amounted to RMB3,270,000 and RMB32,857,000, respectively, which approximate to the gross contractual amounts of those corresponding balances acquired by the Group. At the dates of control assumed by the Group, the management considered that the contractual cash flows not expected to be collected is insignificant.

## 29. 業務合併(續)

於本集團取得控制權之日，所收購上述公司各自的可識別資產及負債公平值如下：

	Notes	Lesso Valve	Chiao Yue	Lesso O'Conn	Lesso Shun An	Nanhai Eago	Total
	附註	聯塑閥門	僑裕	聯塑奧康來	聯塑順安	南海益高	總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Property, plant and equipment		35,517	109,015	122	1,470	128,952	275,076
Prepaid land lease payments		32,194	6,610	-	-	-	38,804
Other intangible assets		-	-	-	-	770	770
Inventories		22,987	11,755	1,162	14,762	48,724	99,390
Trade receivables		292	1,777	31	643	527	3,270
Prepayments and other receivables		22,411	16,011	1,086	2,401	12,288	54,197
Cash and cash equivalents		4,154	220	9,725	1,984	3,995	20,078
Trade payables		(602)	(2,272)	(399)	(2,663)	(29,556)	(35,492)
Other payables and accruals		(796)	(6,967)	(1,727)	(14,597)	(133,496)	(157,583)
Bank loans and other borrowings		-	-	-	-	(12,204)	(12,204)
Total identifiable net assets at fair value		116,157	136,149	10,000	4,000	20,000	286,306
Cash		116,000	134,184	10,000	4,000	20,000	284,184
Contingent consideration arrangement (note (b))	22	-	1,965	-	-	-	1,965
Total consideration		116,000	136,149	10,000	4,000	20,000	286,149
Gain from a bargain purchase (note 7)		157	-	-	-	-	157

自收購聯塑閥門的議價收購所得利益人民幣157,000元已於損益確認並列於「其他開支」以抵銷下文提到的收購相關成本。

就收購聯塑閥門、僑裕、聯塑奧康來、聯塑順安及南海益高而分別產生的收購相關成本為人民幣619,000元、人民幣2,580,000元、人民幣41,000元、人民幣40,000元及人民幣2,610,000元已被剔除出收購成本之外，且已於期內直接確認為開支並列於損益的「其他開支」內。

於本集團取得控制權之日，貿易應收款項及其他應收款項的公平值總額分別為人民幣3,270,000元及人民幣32,857,000元，與本集團收購該等相應結餘的合約金額總值相若。於本集團取得控制權之日，管理層認為預期無法收回的合約現金流量並不重大。

## 財務報表附註(續)

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## 29. BUSINESS COMBINATIONS (Continued)

An analysis of the cash flows in respect of the acquisitions of subsidiaries is as follows:

		RMB'000 人民幣千元
Cash consideration paid	已付現金代價	284,184
Less: Cash and cash equivalents acquired	減：已收購現金及現金等價物	(20,078)
Net outflow of cash and cash equivalents included in investing activities	投資活動包括的現金及現金等價物流出淨額	264,106

Since their acquisitions, these subsidiaries contributed RMB88,893,000 to the Group's revenue and recognised a profit of RMB11,665,000 in profit or loss for the current year.

Had the combination taken place at the beginning of the year, the Group's revenue and profit for the current year would have been RMB13,169,678,000 and RMB1,431,330,000 respectively.

Notes:

- (a) Chiao Yue was acquired by the Group at a cash consideration of RMB5,000,000 and the shareholders' loans payable by Chiao Yue for RMB131,149,000, respectively. Chiao Yue was renamed as Anhui Lesso Chiao Yue New Construction Material Co., Ltd.\* subsequent to its acquisition by the Group.
- (b) The contingent consideration will only be paid if certain government subsidies are obtained with the assistance from the vendor on or before 31 March 2014. The amount of RMB1,965,000 has been included in "other payables and accruals" on the consolidated statement of financial position.

## 29. 業務合併(續)

有關收購附屬公司的現金流量分析如下：

自收購以來，該等附屬公司為本集團收入貢獻人民幣88,893,000元，並於本年度的損益內確認溢利人民幣11,665,000元。

倘該合併於年初進行，本集團於本年度的收入及溢利將分別為人民幣13,169,678,000元及人民幣1,431,330,000元。

附註：

- (a) 本集團收購僑裕的現金代價及僑裕應付股東貸款分別為人民幣5,000,000元及人民幣131,149,000元。僑裕自本集團收購後改名為安徽聯塑僑裕新型建材有限公司。
- (b) 或然代價僅在賣方之協助下，於2014年3月31日或以前，在取得若干政府補貼時方會支付。為數人民幣1,965,000元的款項已包括於綜合財務狀況表的「其他應付款項及應計費用」內。



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**30. CONTINGENT LIABILITIES**

At the end of the reporting period, the Group did not have any significant contingent liabilities (2012: Nil).

At the end of the reporting period, the Company issued financial guarantees to banks in respect of banking facilities granted to subsidiaries. The aggregate amounts that could be required to be paid if the guarantees were called upon in entirety amounted to RMB525,215,000 (2012: RMB378,539,000), of which RMB262,827,000 (2012: RMB158,944,000) has been utilised by the subsidiaries. At the end of the reporting period, no amount (2012: Nil) has been recognised in the Company's statement of financial position as liabilities in respect of such guarantees.

**31. OPERATING LEASE ARRANGEMENTS****(A) AS LESSOR**

The Group leases certain office premises under operating lease arrangements, with leases negotiated for terms ranging from one to ten years.

At the end of the reporting period, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

		2013 2013年 RMB'000 人民幣千元	2012 2012年 RMB'000 人民幣千元
Within one year	一年內	967	1,204
In the second to fifth years, inclusive	第二至第五年內(包括首尾兩年)	1,051	602
After five years	五年後	62	26
		<b>2,080</b>	<b>1,832</b>

**30. 或然負債**

於報告期末，本集團概無任何重大或然負債(2012年：無)。

於報告期末，本公司就授予附屬公司的銀行融資向銀行發出財務擔保。被要求全數代還擔保時須予支付的總金額為人民幣525,215,000元(2012年：人民幣378,539,000元)，其中人民幣262,827,000元(2012年：人民幣158,944,000元)已獲附屬公司動用。於報告期末，本公司的財務狀況表並無因該擔保而確認任何負債(2012年：無)。

**31. 經營租賃安排****(A) 作為出租人**

本集團根據經營租賃安排出租若干辦公室，租期商定為一至十年不等。

於報告期末，根據與租戶訂立的不可撤銷經營租約，本集團到期應收的未來最低租金總額如下：

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### 31. OPERATING LEASE ARRANGEMENTS (Continued)

#### (B) AS LESSEE

The Group leases certain of its office premises, production plants, warehouses and equipment under operating lease arrangements. Leases are negotiated for terms ranging from one to ten years.

At the end of the reporting period, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		2013	2012
		2013年	2012年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within one year	一年內	17,777	11,208
In the second to fifth years, inclusive	第二至第五年內(包括首尾兩年)	44,547	12,127
After five years	五年後	8,250	-
		<b>70,574</b>	<b>23,335</b>

### 32. COMMITMENTS

The Group had the following capital commitments at the end of the reporting period:

		2013	2012
		2013年	2012年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Contracted, but not provided for:	已訂約但尚未撥備：		
Land, property, plant and equipment	土地、物業、廠房及設備	454,881	320,969

### 31. 經營租賃安排(續)

#### (B) 作為承租人

本集團根據經營租賃安排，租用若干辦公室、生產廠房、倉庫及設備。租期商定為一至十年不等。

於報告期末，根據不可撤銷經營租約，本集團到期應付的未來最低租金總額如下：

### 32. 承擔

於報告期末，本集團有以下資本承擔：

## 財務報表附註(續)

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### 33. RELATED PARTY TRANSACTIONS AND BALANCES 33. 關聯人士交易及結餘

#### (A) THE GROUP'S MATERIAL TRANSACTIONS WITH RELATED PARTIES DURING THE YEAR:

#### (A) 本年度內本集團與關聯人士之重大交易：

			2013 2013年 RMB'000 人民幣千元	2012 2012年 RMB'000 人民幣千元
Transactions with companies under the common control of a director:	於多間共同受一位董事控制的公司的交易：			
Sales of goods	銷售貨品	(i)	6,408	–
Provision of utilities	提供公用事業	(ii)	–	4,948
Consumption of utilities	耗用公用事業	(ii)	6,744	5,551
Rental income	租金收益	(iii)	–	641
Rental expenses	租金開支	(iii)	3,316	2,210
Purchases of materials	採購原材料	(iv)	8,340	5,053
Purchases of equipment	採購設備	(v)	75,218	55,261
Purchase of electronic accessories	採購電子配件	(v)	4,085	–
Licensing trademarks	授予商標	(vi)	500	730
Licensing patents	授予專利	(vi)	17	32
Acquisition cost for Lesso Valve	聯塑閥門之收購成本	(vii)	116,000	–
Agency services from companies under the control of a director	於受一位董事控制的多間公司所提供的代理服務	(viii)	3,600	4,265
Advisory services from a company under the significant influence of directors	於董事具重大影響力的一間公司所提供的諮詢服務	(viii)	4,845	–
Rental expenses paid to directors	向董事支付的租金開支	(ix)	3,727	3,231
Design and maintenance services from a joint venture	合營企業提供的設計及維修服務	(x)	2,330	–

## 財務報表附註(續)

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### 33. RELATED PARTY TRANSACTIONS AND BALANCES (Continued)

#### (A) THE GROUP'S MATERIAL TRANSACTIONS WITH RELATED PARTIES DURING THE YEAR: (Continued)

Notes:

- (i) Sales of goods to related companies were made with reference to the price and conditions offered by the Group to the third-party customers.
- (ii) Utilities were provided to/by related companies at cost.
- (iii) Rental income/expenses were based on mutually agreed terms.
- (iv) Purchases of materials from related companies were made based on mutually agreed terms.
- (v) Purchases of equipment and electronic accessories from related companies were made with reference to the prices and conditions offered by the related companies to their third-party customers.
- (vi) Licensing trademarks and patents to related companies were conducted based on mutually agreed terms.
- (vii) The consideration was agreed after arm's length negotiations with reference to the fair value of net assets of Lesso Valve at approximately RMB116,500,000 as at 31 December 2012, as assessed by Savills Valuation and Professional Services Limited, an independent professionally qualified valuer. For details, please refer to the Company's announcement on connected transaction in relation to the acquisition of entire equity interest in Lesso Valve dated 15 January 2013.
- (viii) Agency services and advisory services were provided by related companies based on mutually agreed terms.
- (ix) Properties including office premises, cafeteria, workshops and warehouses were leased to the Group based on mutually agreed terms.
- (x) Services were provided by a joint venture based on mutually agreed terms.

The related party transactions in respect of the above items also constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

#### (B) BALANCES WITH RELATED PARTIES

The balances with related parties are included in the Group's deposits paid for the purchase of land, property, plant and equipment, representing deposits of RMB5,920,000 (2012: Nil) paid to a company under the common control of a director for the purchases of machinery.

### 33. 關聯人士交易及結餘(續)

#### (A) 本年度內本集團與關聯人士之重大交易：(續)

附註：

- (i) 向關聯公司銷售貨品乃以本集團向第三方客戶開出的價格及條件為參照進行。
- (ii) 公用事業乃按成本提供予關聯公司／由其提供。
- (iii) 租金收益／開支乃按雙方協定的條款計算。
- (iv) 材料乃按雙方協定的條款向關聯公司購買。
- (v) 設備及電子配件乃經參考關聯公司向其第三方客戶開出的價格及條件後向關聯公司購買。
- (vi) 授予關聯公司的商標及專利乃按雙方協定的條款進行。
- (vii) 代價乃參照由獨立專業合資格估值師第一太平戴維斯估值及專業顧問有限公司對聯望閥門於2012年12月31日之淨資產公平值作出之評估約人民幣116,500,000元，經公平磋商後協定。詳情請參閱本公司於2013年1月15日有關收購聯望閥門全數股權的關連交易之公告。
- (viii) 關聯公司乃按雙方協定的條款提供代理服務及諮詢服務。
- (ix) 物業包括辦公室、食堂、車間及倉庫，乃按雙方協定的條款租予本集團。
- (x) 合營企業乃按雙方協定的條款提供服務。

上述項目的關聯人士交易亦構成上市規則第14A章所界定的關連交易或持續關連交易。

#### (B) 與關聯人士之結餘

與關聯人士之結餘包括於本集團就購買土地、物業、廠房及設備所支付的按金，該款項乃就購買機器向於一間共同受一位董事控制的公司支付的按金人民幣5,920,000元(2012年：無)。

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### 33. RELATED PARTY TRANSACTIONS AND BALANCES (Continued)

#### (C) COMMITMENTS WITH RELATED PARTIES

Certain of the Group's subsidiaries have entered into lease agreements with directors to lease properties for operations. The operating lease commitments of RMB16,163,000 with lease terms of three to nine years have been included in note 31(B) to the financial statements.

#### (D) COMPENSATION OF THE GROUP'S KEY MANAGEMENT PERSONNEL

		2013	2012
		2013年	2012年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Short-term employee benefits	短期僱員福利	7,005	6,105
Post-employment benefits	退休後福利	266	232
Equity-settled share option expense	以股權結算的購股權開支	1,173	4,039
		<b>8,444</b>	<b>10,376</b>

Further details of directors' remuneration are included in note 8(A) to the financial statements.

### 33. 關聯人士交易及結餘(續)

#### (C) 與關聯人士的承諾事項

本集團若干附屬公司為租賃物業作經營用途與董事訂立租賃協議。人民幣16,163,000元的經營租賃承擔期限為三至九年，包含於財務報表附註31(B)中。

#### (D) 本集團主要管理人員薪酬

董事薪酬的詳情載於財務報表附註8(A)。

## 財務報表附註(續)

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## 34. FINANCIAL INSTRUMENTS

## (A) CATEGORIES OF FINANCIAL INSTRUMENTS

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

## 34. 金融工具

## (A) 金融工具類別

於報告期末，各類金融工具的賬面值如下：

			Group 本集團	
			2013 2013年	2012 2012年
		Notes 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>Financial assets</b>	<b>金融資產</b>			
<i>Investments</i>	<i>投資</i>			
Held-to-maturity investments	持有至到期投資	16	249,001	288,690
<i>Loans and receivables</i>	<i>貸款及應收款項</i>			
Trade and bills receivables	貿易應收款項及票據	18	1,037,629	1,009,534
Other receivables	其他應收款項	19	50,825	19,610
Cash and bank deposits	現金及銀行存款	20	2,189,242	1,922,325
			<b>3,277,696</b>	2,951,469
			<b>3,526,697</b>	3,240,159
<b>Financial liabilities</b>	<b>金融負債</b>			
<i>Financial liabilities at amortised cost</i>	<i>按攤銷成本列賬的金融負債</i>			
Trade and bills payables	貿易應付款項及票據	21	861,416	512,054
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	22	430,141	233,582
Bank loans and other borrowings	銀行貸款及其他借款	23	2,687,116	2,224,582
			<b>3,978,673</b>	2,970,218

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## 34. FINANCIAL INSTRUMENTS (Continued)

## 34. 金融工具(續)

## (A) CATEGORIES OF FINANCIAL INSTRUMENTS (Continued)

## (A) 金融工具類別(續)

		Company 本公司	
		2013 2013年	2012 2012年
		RMB'000 人民幣千元	RMB'000 人民幣千元
	Notes 附註		
<b>Financial assets</b>	<b>金融資產</b>		
<i>Loans and receivables</i>	<i>貸款及應收款項</i>		
Loans to a subsidiary	向一間附屬公司貸款	14	1,357,741
Prepayment, deposits and other receivables	預付款、按金及其他應收款項		5,772
Cash and bank deposits	現金及銀行存款	20	337,413
			<b>1,700,926</b>
<b>Financial liability</b>	<b>金融負債</b>		
<i>Financial liability at amortised cost</i>	<i>按攤銷成本列賬的金融負債</i>		
Bank loans and other borrowings	銀行貸款及其他借款	23	2,041,988
			1,877,816

## (B) FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

## (B) 金融工具的公平值計量

		Group 本集團			
		2013 2013年		2012 2012年	
		Carrying amount 賬面值	Fair value 公平值	Carrying amount 賬面值	Fair value 公平值
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Financial asset	金融資產				
Held-to-maturity instruments	持有至到期投資	249,001	260,137	288,690	316,582
Financial liability	金融負債				
Bank loans and other borrowings	銀行貸款及其他借款				
– The Senior Notes	– 優先票據	1,545,824	1,678,698	1,585,910	1,706,766

## 財務報表附註(續)

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## 34. FINANCIAL INSTRUMENTS (Continued)

## (B) FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (Continued)

		Company 本公司			
		2013 2013年		2012 2012年	
		Carrying amount	Fair value	Carrying amount	Fair value
		賬面值	公平值	賬面值	公平值
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Financial liability	金融負債				
Bank loans and other borrowings	銀行貸款及其他借款				
– The Senior Notes	– 優先票據	1,545,824	1,678,698	1,585,910	1,706,766

The fair values are based on the quoted market price provided by a leading global financial market data provider.

Fair value estimates are made at a specific point in time and are based on relevant market information about the financial instruments. The fair values of financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- The fair values of held-to-maturity investments and the Senior Notes are derived from quoted prices in active market for identical assets or liabilities, i.e., level 1 fair value hierarchy in accordance with HKFRS 7.
- The fair values of trade and bills receivables, other receivables, cash and bank deposits, trade and bills payables and financial liabilities included in other payables and accruals approximate to their carrying amounts largely due to the short-term maturities of these instruments.
- The fair values of bank loans and other borrowings (excluding the Senior Notes) have been calculated by discounting the expected future cash flows using rates currently available for instruments on similar terms, credit risk and remaining maturities.

公平值乃根據全球領先財經市場資料供應商提供的市場報價釐定。

公平值估計乃按於指定時間根據有關金融工具的相關市場資料作出。金融資產及負債的公平值以該工具自願交易方(而非強迫或清盤出售)當前交易下之可交易金額入賬。下列方法及假設乃用以估計公平值：

- 持有至到期投資及優先票據的公平值乃源自活躍市場相同資產或負債的報價，即符合香港財務報告準則第7號的公平值架構第一層。
- 貿易應收款項及票據、其他應收款項、現金及銀行存款、貿易應付款項及票據、計入其他應付款項及應計費用的金融負債的公平值與其賬面值相若，主要由於該等工具的到期日短。
- 銀行貸款及其他借款(不包括優先票據)的公平值乃透過按現時應用在具相若條款、信貸風險及剩餘到期日的工具上的利率對預期未來現金流量進行貼現而計算得出。



## 財務報表附註(續)

31 December 2013  
2013年12月31日

### 35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise bank loans and other borrowings and cash and short-term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade and other receivables and trade and other payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. As the Group's exposure to these risks is kept to a minimum, the Group has not used any derivatives and other instruments for hedging purposes. The Group does not hold or issue derivative financial instruments for trading purposes. The Board reviews and agrees policies for managing each of these risks and they are summarised below.

#### INTEREST RATE RISK

In respect of the floating interest rate instruments, the Group is subject to the cash flow interest rate risk, while for the fixed interest rate instruments, the Group is subject to fair value interest rate risk.

The following table demonstrates the sensitivity to a reasonably possible change in interest rate, with all other variables held constant, of the Group's profit before tax by assuming the floating rate borrowings outstanding at the end of the reporting period were outstanding for the whole year.

		Increase/ (decrease) in basis points 基準點 增加/(減少)	Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少) RMB'000 人民幣千元
Year ended 31 December 2013	截至2013年12月31日止年度	50	(5,706)
Year ended 31 December 2013	截至2013年12月31日止年度	(50)	5,706
Year ended 31 December 2012	截至2012年12月31日止年度	50	(2,433)
Year ended 31 December 2012	截至2012年12月31日止年度	(50)	2,433

### 35. 金融風險管理目標及政策

本集團的主要金融工具包括銀行貸款及其他借款以及現金及短期存款。該等金融工具的主要用途乃為本集團的營運籌集資金。本集團亦有其他由業務直接產生的不同金融資產及負債，例如貿易應收款項及其他應收款項及貿易應付款項及其他應付款項。

本集團金融工具產生的主要風險為利率風險、外幣風險、信貸風險及流動資金風險。由於本集團所承擔的該等風險維持於最低水平，本集團並無使用任何衍生工具及其他工具以作對沖之用。本集團並無持有或發行衍生金融工具以作買賣之用。董事會已審閱並同意該等風險管理的政策，茲概述如下。

#### 利率風險

浮動利率工具將導致本集團面臨現金流量利率風險，而固定利率工具將導致本集團面臨公平值利率風險。

下表顯示假設於報告期末尚未償還的浮動利率借款於全年仍未償還，且所有其他變數保持不變，本集團除稅前溢利對合理可能的利率變動之敏感度。

## 財務報表附註(續)

31 December 2013  
2013年12月31日

### 35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### FOREIGN CURRENCY RISK

The Group's main businesses are located in Mainland China and most of the transactions are conducted in Renminbi. Most of the Group's assets and liabilities are denominated in Renminbi, except for certain bank balances and bank loans and other borrowings denominated in HK dollar and US dollar. The Group has not hedged its foreign exchange rate risk.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the Renminbi against the relevant currencies, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and loans).

		Increase/ (decrease) in HK\$/US\$ rate 港元/美元匯率 上升/(下跌) %	Increase/ (decrease) in profit before tax 除稅前 溢利 增加/(減少) RMB'000 人民幣千元
<b>2013</b>	<b>2013年</b>		
If the RMB weakens against the HK\$	倘人民幣兌港元貶值	5	(23,156)
If the RMB strengthens against the HK\$	倘人民幣兌港元升值	(5)	23,156
If the RMB weakens against the US\$	倘人民幣兌美元貶值	5	(70,980)
If the RMB strengthens against the US\$	倘人民幣兌美元升值	(5)	70,980
<b>2012</b>	<b>2012年</b>		
If the RMB weakens against the HK\$	倘人民幣兌港元貶值	5	461
If the RMB strengthens against the HK\$	倘人民幣兌港元升值	(5)	(461)
If the RMB weakens against the US\$	倘人民幣兌美元貶值	5	(88,326)
If the RMB strengthens against the US\$	倘人民幣兌美元升值	(5)	88,326

### 35. 金融風險管理目標及政策(續)

#### 外幣風險

本集團的主要業務均位於中國內地，而大部分交易均以人民幣進行。本集團大部分資產及負債以人民幣計值，惟若干銀行結餘及銀行貸款及其他借款以港元及美元計值。本集團並無為其匯率風險進行對沖。

下表顯示於報告期末，在所有其他變數保持不變的情況下，本集團除稅前溢利對人民幣兌其他有關貨幣匯率的合理可能變動(由於貨幣性資產及貸款的公平值變動所致)之敏感度。

## 財務報表附註(續)

31 December 2013  
2013年12月31日

### 35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### CREDIT RISK

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

The credit risk of the Group's other financial assets, which comprise cash and bank deposits and other receivables, arises from potential default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral.

#### LIQUIDITY RISK

The Group aims to maintain sufficient cash and cash equivalents and available funding through various sources of finances to meet its commitments.

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

		2013 2013年			Total
		Within 1 year	1 to 2 years	More than 2 years	Total
		1年內	1至2年內	2年以上	總計
		RMB'000	RMB'000	RMB'000	RMB'000
Group	本集團	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Trade and bills payables	貿易應付款項及票據	861,416	–	–	861,416
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	430,141	–	–	430,141
Bank loans and other borrowings	銀行貸款及其他借款	886,318	187,050	1,646,035	2,719,403
		2,177,875	187,050	1,646,035	4,010,960

### 35. 金融風險管理目標及政策(續)

#### 信貸風險

本集團僅與獲公認及信譽可靠的第三方進行交易。按照本集團的政策，所有擬按信貸期進行交易的客戶，必須先通過信貸核實程序。此外，本集團持續監察應收結餘的情況及本集團的壞賬風險並不重大。

本集團的其他金融資產(包括現金及銀行存款及其他應收款項)的信貸風險源自交易對方的潛在違約，最大風險程度等於該等工具的賬面值。

由於本集團僅與獲公認及信譽可靠的第三方進行交易，故不需要抵押品。

#### 流動資金風險

本集團致力維持充裕的現金及現金等價物，並透過不同渠道為其承擔獲得資金。

以已訂約未折讓付款為基準，本集團於各報告期末的金融負債到期情況如下：

## 財務報表附註(續)

31 December 2013  
2013年12月31日**35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)****LIQUIDITY RISK (Continued)**

		2012 2012年			
		Within 1 year 1年內	1 to 2 years 1至2年內	More than 2 years 2年以上	Total 總計
		RMB '000 人民幣千元	RMB'000 人民幣千元	RMB '000 人民幣千元	RMB '000 人民幣千元
Group	本集團				
Trade and bills payables	貿易應付款項及票據	512,054	–	–	512,054
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	233,582	–	–	233,582
Bank loans and other borrowings	銀行貸款及其他借款	729,455	151,133	1,848,131	2,728,719
		1,475,091	151,133	1,848,131	3,474,355

		2013 2013年			
		Within 1 year 1年內	1 to 2 years 1至2年內	More than 2 years 2年以上	Total 總計
		RMB '000 人民幣千元	RMB'000 人民幣千元	RMB '000 人民幣千元	RMB '000 人民幣千元
Company	本公司				
Bank loans and other borrowings	銀行貸款及其他借款	624,068	124,715	1,646,035	2,394,818
Financial guarantee contracts	財務擔保合約	201,653	61,174	–	262,827
		825,721	185,889	1,646,035	2,657,645

		2012 2012年			
		Within 1 year 1年內	1 to 2 years 1至2年內	More than 2 years 2年以上	Total 總計
		RMB '000 人民幣千元	RMB'000 人民幣千元	RMB '000 人民幣千元	RMB '000 人民幣千元
Company	本公司				
Bank loans and other borrowings	銀行貸款及其他借款	423,833	128,620	1,826,199	2,378,652
Financial guarantee contracts	財務擔保合約	116,071	21,437	21,436	158,944
		539,904	150,057	1,847,635	2,537,596

The amount included above for financial guarantee contracts are the maximum amounts the Company could be required to settle under the arrangements for the full guaranteed amounts in connection with banking facilities granted to subsidiaries if those amounts are claimed by the counterparties to the guarantees. Based on expectation at the end of the reporting period, the Company considers that it is more likely than not that no amount will be payable under such arrangements.

**35. 金融風險管理目標及政策(續)****流動資金風險(續)**

上述財務擔保合約所包含的金額，乃於擔保的對手方作出申索時，本公司根據安排須就授予附屬公司之銀行融資的全數擔保金額償付的最高金額。根據報告期末的預期，本公司認為很大可能毋須根據該等安排支付款項。

## 財務報表附註(續)

31 December 2013  
2013年12月31日

### 35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### CAPITAL MANAGEMENT

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

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the year.

The Group monitors capital using a net debt to equity ratio, which is net debt divided by capital. Net debt includes bank loans and other borrowings less cash and bank deposits. Capital represents the total equity.

At the end of the reporting period, the Group's strategy was to maintain the net debt to equity ratio at a healthy level in order to support its businesses. The principal strategies adopted by the Group include, without limitation, reviewing future cash flow requirements and the ability to meet debt repayment schedules when they fall due, maintaining a reasonable level of available banking facilities and adjusting investment plans and financing plans, if necessary, to ensure that the Group has a reasonable level of capital to support its business. The net debt to equity ratios at the end of the reporting periods are as follows:

		2013	2012
		2013年	2012年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Bank loans and other borrowings	銀行貸款及其他借款	2,687,116	2,224,582
Less: Cash and bank deposits	減：現金及銀行存款	(2,189,242)	(1,922,325)
Net debt	債務淨額	497,874	302,257
Total equity	權益總額	7,255,943	6,027,918
Net debt to equity ratio	債務淨額對權益比率	7%	5%

### 35. 金融風險管理目標及政策(續)

#### 資本管理

本集團資本管理的主要目標為保障本集團繼續以持續基準經營的能力，以及維持合理的資本比率支持其業務，以及將股東的價值提升至最高。

本集團根據經濟狀況變動管理其資本架構及作出調整。為維持或調整資本架構，本集團可調整支付予股東的股息、向股東退回資本或發行新股。年內，管理資本的目標、政策或過程並無變動。

本集團以債務淨額對權益比率監控資本，該比率為債務淨額除以資本。債務淨額包括銀行貸款及其他借款減現金及銀行存款。資本乃指權益總額。

於報告期末，本集團的策略為維持債務淨額對權益比率在健康水平，以支持其業務。本集團採取的主要策略包括但不限於審閱未來現金流量需求及支付到期債務的能力，保持可用銀行融資在合理水平及調整投資計劃及融資計劃(如需要)，以確保本集團擁有合理水平的資本支持其業務。於報告期末的債務淨額對權益比率如下：

## 財務報表附註(續)

31 December 2013  
2013年12月31日

## 36. EVENT AFTER THE REPORTING PERIOD

On 3 March 2014, the Company as borrower entered into a facility agreement in relation to a syndicated term loan facility in the amount of US\$135,000,000 at an interest rate of LIBOR plus 2.00% per annum with, among others, Taipei Fubon Commercial Bank Co., Ltd. and CTBC Bank Co., Ltd. as mandated lead arrangers, and a syndicate of nine lenders, for the purpose of refinancing the Group's existing financial indebtedness. The loan made thereunder is repayable 36 months after the same has been made.

## 37. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Particulars of the principal subsidiaries are as follows:

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及 營業地點	Nominal value of issued ordinary/registered share capital 已發行普通股/ 註冊股本面值	Percentage of equity attributable to the Company 本公司應佔權益比例		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Starcorp Investment Holdings Ltd. 星展投資控股有限公司	BVI 英屬維爾京群島	US\$1 1美元	100% 100%	–	Investment holding 投資控股
Great China International Holdings Ltd. 華拓國際控股有限公司	BVI 英屬維爾京群島	US\$1 1美元	100% 100%	–	Investment holding 投資控股
China Liansu Investment Limited 中國聯塑投資有限公司	BVI 英屬維爾京群島	US\$1 1美元	100% 100%	–	Investment holding 投資控股
China Liansu Development Limited 中國聯塑發展有限公司	BVI 英屬維爾京群島	US\$1 1美元	100% 100%	–	Investment holding 投資控股
Liansu Group Company Limited 聯塑集團有限公司	Hong Kong 香港	HK\$13,000,000 13,000,000港元	–	100% 100%	Investment holding and sale of plastic pipes and pipe fittings 投資控股並銷售塑料 管道及管件

## 36. 報告期後事項

於2014年3月3日，本公司(作為借款人)與(其中包括)台北富邦商業銀行股份有限公司及中國信託商業銀行股份有限公司(作為受託牽頭安排人)以及九個銀團貸款人訂立一項有關135,000,000美元，利率為倫敦銀行同業拆息加每年2.00%的銀團定期貸款融資之融資協議，目的乃為本集團現有財務負債再融資。據該協議項下作出之貸款須於貸款作出後36個月償還。

## 37. 主要附屬公司的詳情

主要附屬公司的詳情如下：

## 財務報表附註(續)

31 December 2013  
2013年12月31日37. PARTICULARS OF PRINCIPAL  
SUBSIDIARIES (Continued)

## 37. 主要附屬公司的詳情(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及 營業地點	Nominal value of issued ordinary/registered share capital 已發行普通股/ 註冊股本面值	Percentage of equity attributable to the Company 本公司應佔權益比例		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Guangdong Lesso Technology Industrial Co., Ltd.* <sup>(a)</sup> 廣東聯塑科技實業有限公司 <sup>(a)</sup>	PRC 中國	HK\$2,250,000,000 2,250,000,000港元	—	100%	Manufacture and sale of plastic pipes and pipe fittings 製造及銷售塑料 管道及管件
Heshan Lesso Industrial Development Co., Ltd.* <sup>(b)</sup> 鶴山聯塑實業發展有限公司 <sup>(b)</sup>	PRC 中國	HK\$269,930,000 269,930,000港元	—	100%	Manufacture and sale of plastic pipes and pipe fittings 製造及銷售塑料 管道及管件
Lesso Technology Development (Wuhan) Co., Ltd.* <sup>(b)</sup> 聯塑科技發展(武漢)有限公司 <sup>(b)</sup>	PRC 中國	HK\$111,000,000 111,000,000港元	—	100%	Manufacture and sale of plastic pipes and pipe fittings 製造及銷售塑料 管道及管件
Lesso Technology Development (Guiyang) Co., Ltd.* <sup>(b)</sup> 聯塑科技發展(貴陽)有限公司 <sup>(b)</sup>	PRC 中國	HK\$115,000,000 115,000,000港元	—	100%	Manufacture and sale of plastic pipes and pipe fittings 製造及銷售塑料 管道及管件
Nanjing Lesso Technology Industrial Co., Ltd.* <sup>(b)</sup> 南京聯塑科技實業有限公司 <sup>(b)</sup>	PRC 中國	US\$26,750,000 26,750,000美元	—	100%	Manufacture and sale of plastic pipes and pipe fittings 製造及銷售塑料 管道及管件
Lesso Municipal Pipe (Hebei) Co., Ltd.* <sup>(b)</sup> 聯塑市政管道(河北)有限公司 <sup>(b)</sup>	PRC 中國	US\$27,790,000 27,790,000美元	—	100%	Manufacture and sale of plastic pipes and pipe fittings 製造及銷售塑料 管道及管件
Henan Lesso Industrial Co., Ltd.* <sup>(c)</sup> 河南聯塑實業有限公司 <sup>(c)</sup>	PRC 中國	RMB200,000,000 人民幣200,000,000元	—	100%	Manufacture and sale of plastic pipes and pipe fittings 製造及銷售塑料 管道及管件

財務報表附註(續)

31 December 2013  
2013年12月31日

**37. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)**

- (a) Registered as a wholly-foreign-owned enterprise under the laws of the PRC.
- (b) Registered as equity joint ventures under the laws of the PRC.
- (c) Registered as a limited liability company under the laws of the PRC.

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

**38. APPROVAL OF THE FINANCIAL STATEMENTS**

The financial statements were approved and authorised for issue by the Board on 17 March 2014.

**37. 主要附屬公司的詳情(續)**

- (a) 根據中國法律註冊為一間外商獨資企業。
- (b) 根據中國法律註冊為合資企業。
- (c) 根據中國法律註冊為一間有限公司。

董事認為，上表所載列的本公司附屬公司對本年度的業績具重大影響力或構成本集團資產淨值的重大部分。董事認為倘詳列其他附屬公司的資料，將會使有關資料過於冗長。

**38. 批准財務報表**

董事會於2014年3月17日批准及授權該等財務報表發布。



# GLOSSARY

## 詞彙

“Board” 「董事會」	指	the board of directors of the Company 本公司董事會
“BVI” 「英屬維爾京群島」	指	the British Virgin Islands 英屬維爾京群島
“China” or “PRC” 「中國」	指	the People’s Republic of China, for the purpose of this annual report, excluding Hong Kong, Macau and Taiwan 中華人民共和國，就本年報而言，並不包括香港、澳門及臺灣
“CIT” 「企業所得稅」	指	corporate income tax 企業所得稅
“Code” 「守則」	指	the Corporate Governance Code as set out in Appendix 14 to the Listing Rules 上市規則附錄14所載的企業管治守則
“Company” or “China Lesso” 「本公司」或「中國聯塑」	指	China Lesso Group Holdings Limited 中國聯塑集團控股有限公司
“EBITDA” 「除息稅折攤前盈利」	指	earnings before interest, taxes, depreciation and amortisation 利息、稅項、折舊及攤銷前盈利
“Group” 「本集團」	指	the Company and its subsidiaries 本公司及其附屬公司
“Guangdong Liansu Electric” 「廣東聯塑電氣」	指	Guangdong Liansu Electric Co., Ltd.*, a company indirectly wholly-owned by Mr. Wong Luen Hei and a connected person of the Company as defined under the Listing Rules 廣東聯塑電氣有限公司，黃聯禧先生間接全資擁有的公司，並為本公司的關連人士(定義見上市規則)
“Guangdong Liansu Machinery” 「廣東聯塑機器」	指	Guangdong Liansu Machinery Manufacturing Co., Ltd.*, a company indirectly wholly-owned by Mr. Wong Luen Hei and a connected person of the Company as defined under the Listing Rules 廣東聯塑機器製造有限公司，黃聯禧先生間接全資擁有的公司，並為本公司的關連人士(定義見上市規則)
“Guangdong Lesso Technology” 「廣東聯塑科技」	指	Guangdong Lesso Technology Industrial Co., Ltd.*, an indirectly wholly-owned subsidiary of the Company 廣東聯塑科技實業有限公司，為本公司的間接全資附屬公司
“HK\$” 「港元」	指	Hong Kong dollar, the lawful currency of Hong Kong 香港之法定貨幣—港元
“Hong Kong” or “HK” 「香港」	指	Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
“Listing Rules” 「上市規則」	指	the Rules Governing the Listing of Securities on the Stock Exchange 聯交所證券上市規則
“Macau” 「澳門」	指	Macau Special Administrative Region of the PRC 中國澳門特別行政區
“Model Code” 「標準守則」	指	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules 上市規則附錄10所載的上市公司董事進行證券交易的標準守則

## 詞彙(續)

“New Fortune” 「新富星」	指	New Fortune Star Limited New Fortune Star Limited
“PE” 「PE」	指	polyethylene 聚乙烯
“PP-R” 「PP-R」	指	polypropylene random 無規共聚聚丙烯
“Prospectus” 「招股章程」	指	the Company’s prospectus dated 9 June 2010 本公司日期為2010年6月9日的招股章程
“PVC” 「PVC」	指	polyvinyl chloride 聚氯乙烯
“RMB” 「人民幣」	指	Renminbi, the lawful currency of the PRC 中國之法定貨幣－人民幣
“Senior Notes” 「優先票據」	指	US\$300 million 7.875% senior notes due 2016 issued by the Company 本公司發行於2016年到期的3億美元7.875%優先票據
“SFC” 「證監會」	指	Securities and Futures Commission 證券及期貨事務監察委員會
“SFO” 「證券及期貨條例」	指	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong 香港法例第571章證券及期貨條例
“Share(s)” 「股份」	指	share(s) of a nominal value of HK\$0.05 each in the capital of the Company 本公司資本中每股面值0.05港元的股份
“Shareholder(s)” 「股東」	指	holder(s) of the Share(s) of the Company 本公司股份持有人
“Shunde Liansu Industrial” 「順德聯塑實業」	指	Foshan Shunde Liansu Industrial Co., Ltd.* 佛山市順德區聯塑實業有限公司
“State Council” 「國務院」	指	The State Council of the PRC 中國國務院
“Stock Exchange” 「聯交所」	指	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“Taiwan” 「臺灣」	指	the Republic of China 中華民國
“tonne(s)” 「噸」	指	a unit measuring weight, equal to 1,000 kilograms 量度重量的單位，相等於1,000公斤
“US” 「美國」	指	the United States of America 美利堅合眾國
“US\$” 「美元」	指	US dollar, the lawful currency of US 美國之法定貨幣－美元
“%” 「%」	指	per cent. 百分比

\* The English or Chinese translations in this annual report, where indicated, denote for identification purposes only.

\* 本年報的英文或中文翻譯(如註明)僅供識別。

### BOARD OF DIRECTORS

#### EXECUTIVE DIRECTORS

Mr. Wong Luen Hei (*Chairman*)  
Mr. Zuo Manlun (*Chief executive*)  
Ms. Zuo Xiaoping  
Mr. Lai Zhiqiang  
Mr. Kong Zhaocong  
Mr. Chen Guonan  
Dr. Lin Shaoquan  
Mr. Huang Guirong  
Mr. Luo Jianfeng

#### NON-EXECUTIVE DIRECTOR

Mr. Lin Dewei

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Bai Chongen  
Mr. Fung Pui Cheung  
Mr. Wong Kwok Ho Jonathan  
Mr. Cheung Man Yu  
Mr. Gao Lixin

### AUDIT COMMITTEE

Mr. Fung Pui Cheung (*Chairman*)  
Mr. Wong Kwok Ho Jonathan  
Mr. Lin Dewei  
Mr. Cheung Man Yu

### REMUNERATION COMMITTEE

Mr. Fung Pui Cheung (*Chairman*)  
Mr. Wong Luen Hei  
Mr. Zuo Manlun  
Dr. Bai Chongen  
Mr. Wong Kwok Ho Jonathan

### NOMINATION COMMITTEE

Mr. Wong Luen Hei (*Chairman*)  
Mr. Zuo Manlun  
Dr. Bai Chongen  
Mr. Fung Pui Cheung  
Mr. Wong Kwok Ho Jonathan  
Mr. Gao Lixin

### 董事會

#### 執行董事

黃聯禧先生(*主席*)  
左滿倫先生(*行政總裁*)  
左笑萍女士  
賴志強先生  
孔兆聰先生  
陳國南先生  
林少全博士  
黃貴榮先生  
羅建峰先生

#### 非執行董事

林德緯先生

#### 獨立非執行董事

白重恩博士  
馮培漳先生  
王國豪先生  
張文宇先生  
高立新先生

### 審核委員會

馮培漳先生(*主席*)  
王國豪先生  
林德緯先生  
張文宇先生

### 薪酬委員會

馮培漳先生(*主席*)  
黃聯禧先生  
左滿倫先生  
白重恩博士  
王國豪先生

### 提名委員會

黃聯禧先生(*主席*)  
左滿倫先生  
白重恩博士  
馮培漳先生  
王國豪先生  
高立新先生

## 公司資料(續)

### COMPANY SECRETARY

Mr. Kwan Chi Wai Samuel

### AUTHORISED REPRESENTATIVES

Mr. Zuo Manlun

Mr. Kwan Chi Wai Samuel

### REGISTERED OFFICE

PO Box 309, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

### HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN CHINA

Liansu Industrial Estate  
Longjiang Town  
Shunde District  
Foshan City  
Guangdong Province 528318  
China

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 3, 12th Floor, Tower 2  
South Seas Centre  
75 Mody Road  
Tsim Sha Tsui East  
Kowloon, Hong Kong

### LISTING INFORMATION

Listing:

The Stock Exchange of Hong Kong Limited

Stock code:

2128

### SHARE INFORMATION

Board lot size:

1,000 shares

Share issued as at 31 December 2013:

3,075,731,740 shares

Market capitalisation as at 31 December 2013:

HK\$16,609 million

### 公司秘書

關志偉先生

### 法定代表

左滿倫先生

關志偉先生

### 註冊辦事處

PO Box 309, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

### 中國總部及主要營業地點

中國  
廣東省(郵編: 528318)  
佛山市  
順德區  
龍江鎮  
聯塑工業村

### 香港主要營業地點

香港九龍  
尖沙咀東部  
麼地道75號  
南洋中心  
2座12樓3室

### 上市資料

上市地點:

香港聯合交易所有限公司

股份代號:

2128

### 股份資料

每手買賣單位:

1,000股

於2013年12月31日已發行股份數目:

3,075,731,740股

於2013年12月31日市值:

166.09億港元

## 公司資料(續)

### DIVIDEND

Final dividend per share for the year ended 31 December 2013:  
HK12 cents per ordinary share

### FINANCIAL CALENDAR

Annual results announcement:  
17 March 2014

### CLOSURE OF THE REGISTER OF MEMBERS:

- for determining the entitlement to attend and vote at annual general meeting from 27 to 30 May 2014 (both dates inclusive)
- for determining the entitlement to proposed final dividend from 9 to 11 June 2014 (both dates inclusive)

2014 annual general meeting:  
30 May 2014

Payment of 2013 proposed final dividend\*:  
on or around 20 June 2014

### PRINCIPAL SHARE REGISTRAR

MaplesFS Limited  
PO Box 1093  
Queensgate House  
Grand Cayman, KY1-1102  
Cayman Islands

### BRANCH SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited  
Shops 1712–1716, 17th Floor  
Hopewell Centre  
183 Queen's Road East, Wanchai  
Hong Kong

### 股息

截至2013年12月31日止年度每股末期股息：  
每股普通股12港仙

### 財務日誌

年度業績公告：  
2014年3月17日

### 暫停辦理股份過戶登記手續：

- 確定出席股東週年大會並於會上投票的資格由2014年5月27至30日(包括首尾兩天)
- 確定收取擬派末期股息的資格由2014年6月9至11日(包括首尾兩天)

2014年股東週年大會：  
2014年5月30日

派付2013年擬派末期股息\*：  
2014年6月20日或相近日子

### 股份過戶登記總處

MaplesFS Limited  
PO Box 1093  
Queensgate House  
Grand Cayman, KY1-1102  
Cayman Islands

### 股份過戶登記分處

香港中央證券登記有限公司  
香港  
灣仔皇后大道東183號  
合和中心  
17樓1712–1716室

\* Subject to approval by the Shareholders at the 2014 annual general meeting to be held on 30 May 2014.

\* 惟須待股東於2014年5月30日舉行的2014年股東週年大會上批准後，方可作實。

## 公司資料(續)

### INVESTOR RELATIONS

iPR Ogilvy & Mather  
Units 2008–12, 20th Floor, The Centre  
99 Queen's Road, Central, Hong Kong  
Tel: (852) 2136 6185  
Fax: (852) 3170 6606  
Email: ir@lesso.com

### AUDITOR

Ernst & Young  
Certified Public Accountants, Hong Kong

### SOLICITOR

K&L Gates

### PRINCIPAL BANKERS

Agricultural Bank of China Limited  
China Construction Bank Corporation  
China Merchants Bank Co., Ltd.  
CTBC Bank Co., Ltd., Hong Kong Branch  
Foshan Shunde Rural Commercial Bank Company Limited  
Hang Seng Bank Limited  
Industrial and Commercial Bank of China (Asia) Limited  
Industrial and Commercial Bank of China Limited  
Taipei Fubon Commercial Bank Co., Ltd., Hong Kong Branch  
The Hongkong and Shanghai Banking Corporation Limited

### WEBSITE

<http://www.lesso.com>

### 投資者關係

iPR奧美公關  
香港皇后大道中99號  
中環中心20樓2008至12室  
電話：(852) 2136 6185  
傳真：(852) 3170 6606  
電郵：ir@lesso.com

### 核數師

安永會計師事務所  
香港執業會計師

### 律師

高蓋茨律師事務所

### 主要往來銀行

中國農業銀行股份有限公司  
中國建設銀行股份有限公司  
招商銀行股份有限公司  
中國信託商業銀行股份有限公司香港分行  
佛山順德農村商業銀行股份有限公司  
恒生銀行有限公司  
中國工商銀行(亞洲)有限公司  
中國工商銀行股份有限公司  
台北富邦商業銀行股份有限公司香港分行  
香港上海滙豐銀行有限公司

### 網址

<http://www.lesso.com>

#### Forward-looking statements

This annual report contains forward-looking statements. These forward-looking statements include, without limitation, statements related to revenue and earnings. The words “believe”, “intend”, “expect”, “anticipate”, “forecast”, “estimate”, “predict”, “is confident”, “has confidence” and similar expressions are also intended to represent forward-looking statements. These forward-looking statements are not historical facts. Rather, the forward-looking statements are based on the current beliefs, assumptions, expectations, estimates and projections of the directors and management of China Lesso about the business, industry and markets in which China Lesso operates.

These forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, some of which are beyond the Company’s control and are difficult to predict. Consequently, actual results could differ materially from those expressed, implied or forecasted in the forward-looking statements.

Reliance should not be placed on these forward-looking statements, which reflect only the views of the directors and management of China Lesso as at the date of this annual report only. The Company undertakes no obligation to publicly revise these forward-looking statements to reflect events or circumstances that arise after publication of this annual report.

#### 前瞻聲明


本年報載有前瞻聲明。此等前瞻聲明包括但不限於有關收入及盈利的聲明，而「相信」、「計劃」、「預計」、「預期」、「預測」、「估計」、「推測」、「深信」、「抱有信心」及類似詞彙亦擬表示前瞻聲明。前瞻聲明是以中國聯塑董事及管理層根據業務、行業及中國聯塑所經營的市場而具備或作出的目前信念、假設、期望、估計及預測為基準，而並非歷史事實。


此等前瞻聲明並非就未來的業務表現作出保證，而是會因為風險、不明朗因素及其他因素而受影響，其中有些因素更非本公司所能控制，且難以預料。故此，實際結果可能與前瞻聲明所明示、暗示或預測的情況有重大差別。


上述前瞻聲明僅反映中國聯塑董事及管理層於本年報發表當日所持的觀點，任何人士一概不應依賴此等前瞻聲明。本公司並無責任公開修訂上述前瞻聲明，以反映本年報編印後所發生的事件或情況。


# 本年報的中英文如有任何歧義，概以英文本為準。


# LESSO 联塑

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 [www.lesso.com](http://www.lesso.com)

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本年報由無氯氣漂染印製。