



中升集團控股有限公司

ZHONGSHENG GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 881



Annual Report 2013

Zhongsheng Group
Lifetime Partner

中升集團 · 終生夥伴

CONTENTS

Corporate Information	2
Financial Highlights	3
Chairman's Statement	5
Chief Executive Officer's Statement	7
Management Discussion and Analysis	11
Corporate Governance Report	17
Directors and Senior Management	26
Report of the Directors	31
Independent Auditors' Report	39
Consolidated Statement of Profit or Loss	41
Consolidated Statement of Comprehensive Income	42
Consolidated Statement of Financial Position	43
Consolidated Statement of Changes in Equity	45
Consolidated Statement of Cash Flows	46
Statement of Financial Position	48
Notes to Financial Statements	49
Financial Summary	112



CORPORATE INFORMATION

BOARD OF DIRECTORS

EXECUTIVE DIRECTORS

Mr. Huang Yi (*Chairman*)
 Mr. Li Guoqiang (*President and CEO*)
 Mr. Du Qingshan
 Mr. Yu Guangming
 Mr. Si Wei
 Mr. Zhang Zhicheng (appointed on 31 March 2014)

NON-EXECUTIVE DIRECTORS

Mr. Leng Xuesong
 Mr. Adam Keswick (appointed on 11 March 2014)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Shigeno Tomihei
 Mr. Ng Yuk Keung
 Mr. Shen Jinjun
 Mr. Lin Yong (appointed on 31 March 2014)

CORPORATE HEADQUARTERS

7th Floor, Raffles City
 Beijing Office Tower
 No. 1 Dongzhimen South Street
 Dongcheng District
 Beijing
 PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 3504-12
 35th Floor, Sun Hung Kai Centre
 30 Harbour Road
 Wanchai
 Hong Kong

REGISTERED OFFICE

Cricket Square
 Hutchins Drive
 P.O. Box 2681
 Grand Cayman KY1-1111
 Cayman Islands

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Royal Bank of Canada Trust Company (Cayman) Limited
 4th Floor, Royal Bank House
 24 Shedden Road, George Town
 Grand Cayman KY1-1110
 Cayman Islands

LEGAL ADVISERS TO HONG KONG LAW

Freshfields Bruckhaus Deringer
 11th Floor, Two Exchange Square
 8 Connaught Place
 Central
 Hong Kong

JOINT COMPANY SECRETARIES

Ms. Kam Mei Ha Wendy
 Ms. Mak Sze Man

AUTHORIZED REPRESENTATIVES

Mr. Huang Yi
 Ms. Kam Mei Ha Wendy

AUDIT COMMITTEE

Mr. Ng Yuk Keung (*Chairman*)
 Mr. Shen Jinjun
 Mr. Leng Xuesong

REMUNERATION COMMITTEE

Mr. Shigeno Tomihei (*Chairman*)
 Mr. Li Guoqiang
 Mr. Shen Jinjun

NOMINATION COMMITTEE

Mr. Shen Jinjun (*Chairman*)
 Mr. Huang Yi
 Mr. Shigeno Tomihei

COMPLIANCE COMMITTEE

Mr. Du Qingshan (*Chairman*)
 Mr. Huang Yi
 Mr. Li Guoqiang

HONG KONG SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited
 Shops 1712-1716
 17th Floor, Hopewell Centre
 183 Queen's Road East
 Wanchai
 Hong Kong

STOCK CODE

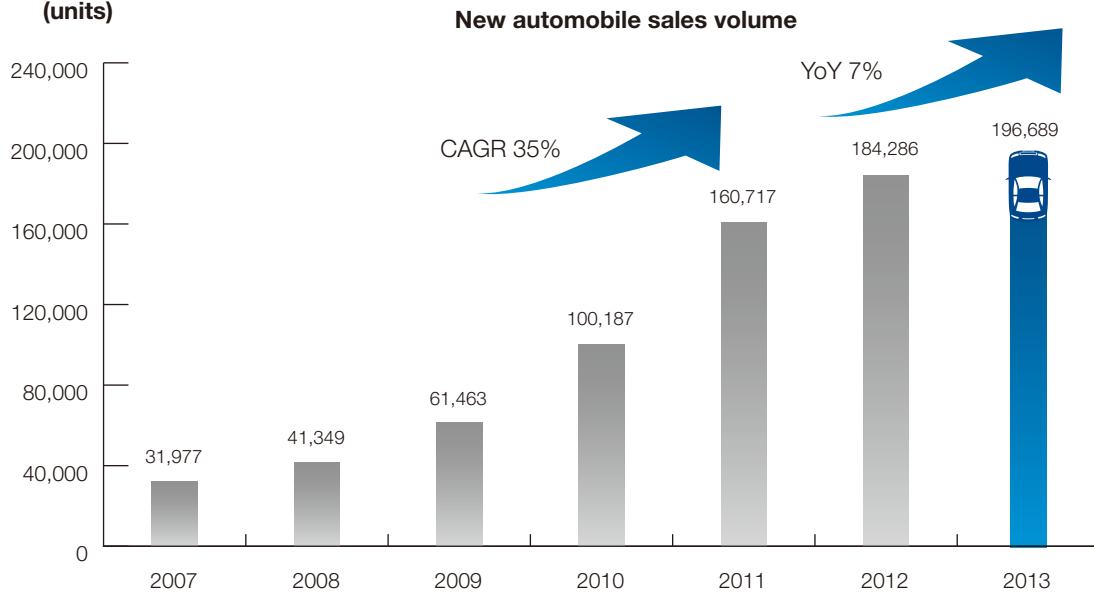
881

AUDITORS

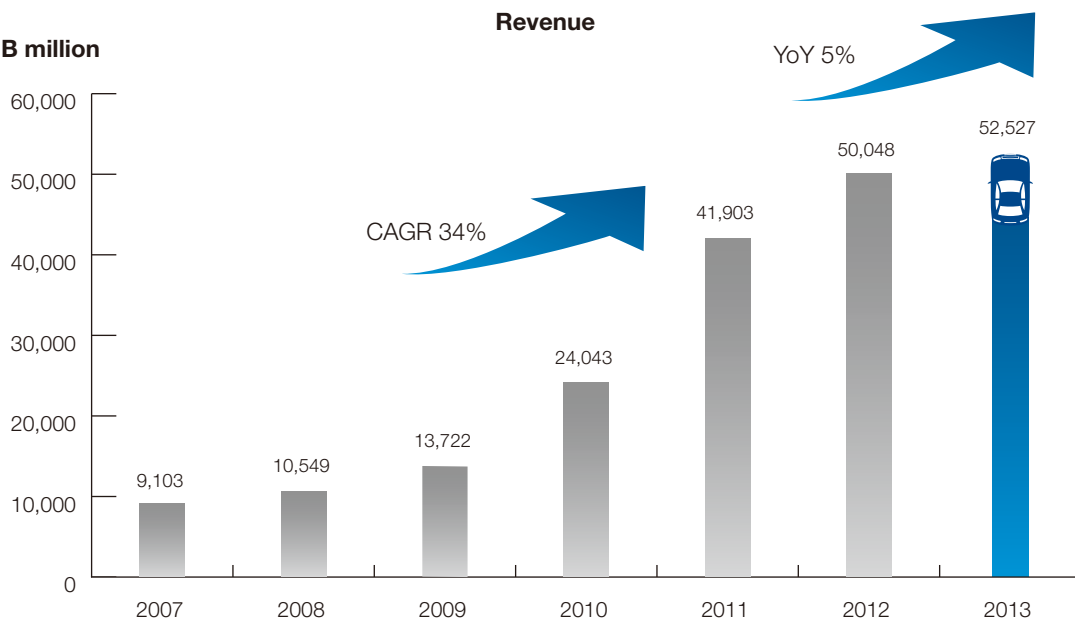
Ernst & Young
 Certified Public Accountants
 22nd Floor, CITIC Tower
 1 Tim Mei Avenue
 Central
 Hong Kong

FINANCIAL HIGHLIGHTS

Sales of motor vehicles (units)



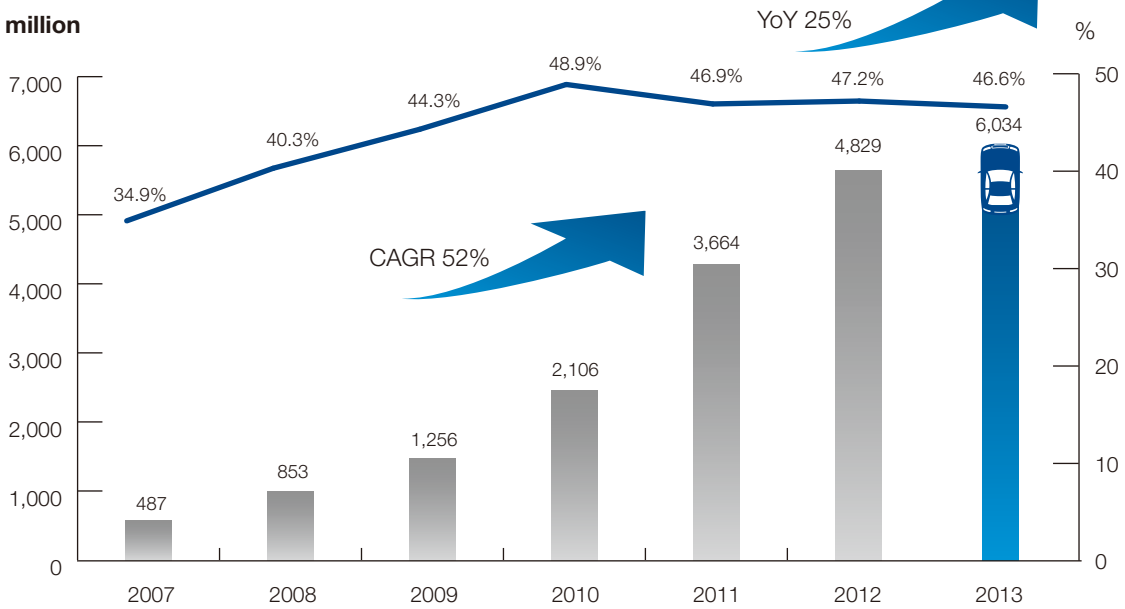
RMB million



Financial Highlights (continued)

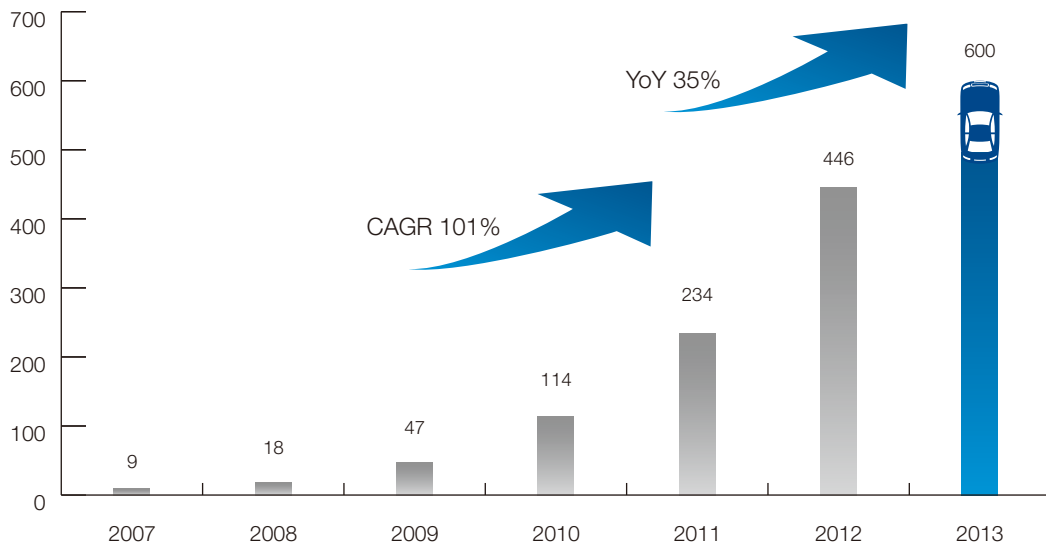
After-sales service revenue and gross profit margin

RMB million



RMB million

Commission income from other value-added services



CHAIRMAN'S STATEMENT



Huang Yi
Chairman

Dear honourable shareholders,

On behalf of the board (the “**Board**”) of directors of Zhongsheng Group Holdings Limited (“**Zhongsheng Group**” or the “**Company**”), I would like to present the annual report of the Company and its subsidiaries (the “**Group**”) for the year ended 31 December 2013.

2013 marked a year of transition as the global landscape continued to undergo adjustments and the world’s economy remained downturn. According to the report of the National Bureau of Statistics, the economic growth rate of China was 7.7% in 2013, representing a continuous slowdown in economic growth. However, the automobile industry was an exception. Both the production volume and sales volume of automobiles in China exceeded 20 million units in 2013 and both ranked first in the world for five consecutive years. In particular, sales volume of passenger vehicles reached 17.929 million units, representing an increase of 15.7% over 2012. During the year under review, the competition in new car sales industry has become more intensive. The automobile dealerships’ profit from new car sales has yet to show any improvement. However, after-sales service, with its rapid growth and stable profit margin, has become the new driver of profit growth.

In 2013, the Group recorded a revenue of RMB52,527.4 million, representing an increase of 5% as compared to a revenue of RMB50,048.3 million in 2012. In particular, revenue from new car sales increased from RMB45,219.2 million in 2012 to RMB46,493.0 million, representing an increase of 2.8%. Revenue from after-sales services increased from RMB4,829.1 million in 2012 to RMB6,034.4 million, representing an increase of 25.0%. Our profit attributable to owners of the parent for 2013 was RMB1,010.1 million, representing an increase of 34.6% from RMB750.5 million in 2012; earnings per share was RMB0.53 (2012: RMB0.39).

Chairman's Statement (continued)

The growth rate for sales volume of passenger vehicles in China was over 15% last year. However, taking into account of the complicated industry environment and frequent policy adjustments, the Group insisted on taking a steady development and expansion strategy by leveraging on its rich experience in automobile dealership industry and outlook for the industry's future development. During the year under review and till the date of this report, the Group has set up 18 dealerships in Beijing, Liaoning, Shandong, Zhejiang, Jiangsu, Guangdong and Inner Mongolia respectively to maintain its market share in various key regions and proactively expand to new markets. As of the date of this report, the Group had 178 automobile dealerships, covering 16 provinces and regions and nearly 70 cities in China.



In 2013, under the moderate economic growth in China, Zhongsheng Group kept innovation and sought for expansion while maintaining stability and achieved significant development. In May 2013, the Group ranked the fourth among the 2012 Top 100 Automobile Dealers in China issued by the China Automobile Dealers Association; in July 2013, the Group became one of the Fortune China 500 for the first time and ranked 103rd; in August 2013, the Group became one of the China Top 500 Enterprises for the first time, ranking 215th with a revenue of over RMB50 billion during the year, and ranked 78th among China Top 500 Service Companies; in November 2013, the Group was honored the Top 10 Companies in China Automobile Dealership Industry in 2013 with the Most Influential Corporate Brand by China Automobile Dealers Association and was granted the China Automobile Dealers Industry Community Service Contribution Award for the year of 2013. These are all recognitions to Zhongsheng Group in respect of its development prospect, business model, financial performance and other aspects.

In January 2014, Zhongsheng Group introduced Jardine Strategic Holdings Limited as a strategic investor and approximately HK\$5.6 billion proceeds in aggregate was proposed to be raised through new shares placing and issuance of convertible bonds. This has demonstrated the confidence from our strategic investor on the significant development potential of the Group in the future and also enhanced the foundation for our accelerating development.

Looking forward, urbanization progress in China as well as upgrading and renovation demand of automobile will maintain huge for automobile industry. The Group sees opportunities in diversified demands for automobiles and its derivative industries in various regions. We remain positive and optimistic towards future automobile industry in China. As the automobile dealership industry is getting mature, Zhongsheng Group will, making full use of its rich experience in the industry, continuously optimize its brands portfolio, extend its product chain, develop its after-sales service market and sustainably improve its service quality. At the same time, the Group will also continue exploring new driver of profit growth by seizing the development opportunity brought by second-hand vehicle market.

At the same time, with a corporate motto of "Zhongsheng Group – Lifetime Partner" as always, we aim at providing comprehensive premium services to our customers and becoming a trustworthy long-term partner through our unique ERP platform as well as optimization of our management system and management process in order to turn our professional automobile brand service into the cornerstone of our corporate development strategy.

The continuous development and improvement of the Group in such a complicated and variable industry environment depend on the hard work and efforts of our staff, as well as the trust and support of our shareholders and business partners. On behalf of the Board, I would like to express our sincere gratitude to all of you for your valuable contributions to our development.

Huang Yi
Chairman

Hong Kong, 31 March 2014

CHIEF EXECUTIVE OFFICER'S STATEMENT



Li Guoqiang

President and Chief Executive Officer

MARKET REVIEW

Global economy recovered moderately in 2013. The overall Chinese macro-economy remained stable but its restructuring was accelerating. Facing complicated market conditions and changes, performance of the automobile market came into the picture. According to the statistics of China Association of Automobile Manufacturers, in 2013, the sales volume of automobiles in China reached 21.98 million units, representing an increase of 13.9% and ranked first in the world for five consecutive years. In particular, passenger vehicles market experienced rapid recovery. Driven by the increase of the sales volume of basic passenger cars ("passenger cars") and sport utility vehicles ("SUV"), sales volume of passenger vehicles market reached 17.93 million units in 2013, representing an increase of 15.7% over 2012, which was the largest sector in terms of increase in automobile production and sales volume.

Over the past ten years, automobile ownership experienced a rapid growth in large and medium cities in China. According to the data of the Traffic Management Bureau of the Ministry of Public Security of China, as at the end of 2013, the number of automobile ownership in China was approximately 137 million units, which was 5.7 times the automobile ownership as at the end of 2003. There were 31 cities nationwide where automobile ownership exceeded 1 million units. Automobile ownership in each of the 8 cities including Beijing, Tianjin, Chengdu, Shenzhen, Shanghai, Guangzhou, Suzhou and Hangzhou, even exceeded 2 million units. Notwithstanding the aforesaid, according to related statistics, the ownership of automobiles in China was still lower than 100 units per 1,000 people, representing a gap as compared with global average of approximately 150 units per 1,000 people, and was far behind the developed countries or regions such as the United States and Europe in terms of automobile penetration rate. There is still plenty of demand in China's automobile market and there is still enormous demand for aftersales services along with the rapid growth in automobile ownership.

It is forecasted that the macro-economic development of the PRC will generally become stable in the future. Strengthened consumer confidence and continuous progress of new type of urbanization will foster the demand for automobiles to the peak in third- and fourth-tier cities. According to the forecast of China Association of Automobile Manufacturers, the growth rate in China automobile market will remain at around 10% in 2014 with overall demand reaching approximately 24 million units. Meanwhile, in view of the continuous increase of per capita disposable income and consumption ability and the support of the stable aftersales service market which is backed up by the existing automobile ownership, we are enthusiastic and optimistic toward the future development of China's passenger vehicle market.

Chief Executive Officer's Statement (continued)

BUSINESS REVIEW**FURTHER ENHANCING NETWORK DISTRIBUTION AND OPTIMIZING BRANDS PORTFOLIO THROUGH STEADY EXPANSION**

During the year under review, China's macro-economy grew at a steady rate with a gradual increase in the sales volume of passenger vehicles. However, in consideration of the complexity of the market environment and the rational trend in Chinese automobile market, the Group continued to closely monitor market restructuring, demand distribution and upgrade of branded automobiles. By adopting steady and flexible development strategies, the Group mainly consolidated and enhanced its market share and competitive strengths in major regions and cities, as well as proactively expanded into new markets. As of the date of this report, the total number of dealerships of the Group increased to 178, including 64 luxury brand dealerships and 114 mid-to-high-end brand dealerships, covering 16 provinces and regions and nearly 70 cities across China.

The nationwide coverage of the Group's dealerships as of the date of this report is as follows:

	Luxury brand	Mid-to-high-end brand	Total
Northeastern region	9	33	42
Northern region	9	1	10
Eastern region	24	28	52
Southern region	17	18	35
Southwestern and Northwestern inland regions	5	34	39
Total	64	114	178

During the year under review and as of the date of this report, the Group has set up 11 luxury brand dealerships in regions with high consumption power or great potential for car purchasing such as Beijing, Shandong, Zhejiang, Jiangsu and Guangdong. Currently, the Group's existing brand portfolio covered luxury brands such as Mercedes-Benz, Audi, Lexus, Jaguar Land Rover, Porsche, Lamborghini, Chrysler, Volvo and Imported Volkswagen, as well as mid-to-high-end brand such as Toyota, Nissan and Honda.

ENHANCING PROFITABILITY BY DEVELOPING AFTER-SALES BUSINESS AND HIGHLY EFFICIENT MANAGEMENT

As at the end of 2013, automobile ownership in China reached approximately 137 million units. The market anticipated that the scale of automobile after-sales services exceeded RMB450 billion. With increasing demand of consumers for services quality, after-sales services and other value-added services are emerging as a major driver for profit growth in the automobile industry chain. As a one-stop automobile service dealer, the Group has capitalized on its precise market positioning, constantly improving service quality, innovative and diversified brand portfolios as well as refining after-sales services development. In light of intensifying competition in automobile sales industry and decreasing in profit margin of automobile sales, the Group's after-sales services sector has shown its increasing maturity and strong stability, and is gradually becoming a major driver for the Group's profit growth.

DEVELOPMENT STRATEGIES AND FUTURE OUTLOOK

Entering into 2014, development of China's automobile market will face more challenges. However, for dealership groups with maturity and stability, there will also be substantial opportunities. Different consumption characteristics in automobile markets of first-, second-, third- and fourth-tier cities and diversified demands require automobile dealers to manage efficiently and operate scientifically according to the different needs of different regions. Driven by the accelerating growth in after-sales service market, the requirements for automobile dealers in terms of scope and professionalism are becoming higher. In the future, the integration of China's automobile dealership industry will also support China's automobile market to develop in a more mature and stable way. Being one of the most experienced dealers in China's automobile market, Zhongsheng Group possesses a solid management foundation, a comprehensive dealership network, a rich brand portfolio and an ever-expanding after-sales market which bring more confidence to our future development.

Looking forward, urbanization progress in China as well as upgrading and renovation demand of automobile will maintain huge for automobile industry. The Group sees opportunities in diversified demands for automobiles and its derivative industries in various regions. We remain positive and optimistic towards future automobile industry in China. Adhering to the corporate motto of "Zhongsheng Group – Lifetime Partner", we will continue to provide comprehensive services with good quality to wide range of customers. We will seize the opportunities arising from the integration of the automobile dealership market by proactively identifying promising market players and exploring the opportunities for acquisition and co-branding while expanding steadily, with a view to further increasing our market share. We will continue to broaden and optimize our existing brand portfolios as well as fully seize on the market movement and consumers behavior to take the preemptive opportunities in potential market segments. We will also further develop after-sales services business to expand the profit stream in different scopes to strengthen our leading position in the automobile dealership industry.

The development and improvement of the Group have always been accompanied by the trust and support of all the co-operative partners, investors and shareholders. In the future, Zhongsheng Group will definitely be as dedicated as ever to maintain the Group's leading position in the dealership industry, strengthening our competitive advantages, promoting our profit level as well as bringing more fruitful returns to our supporters.

Li Guoqiang

President and Chief Executive Officer

Hong Kong, 31 March 2014



SALES



SURVEY



SPARE PARTS



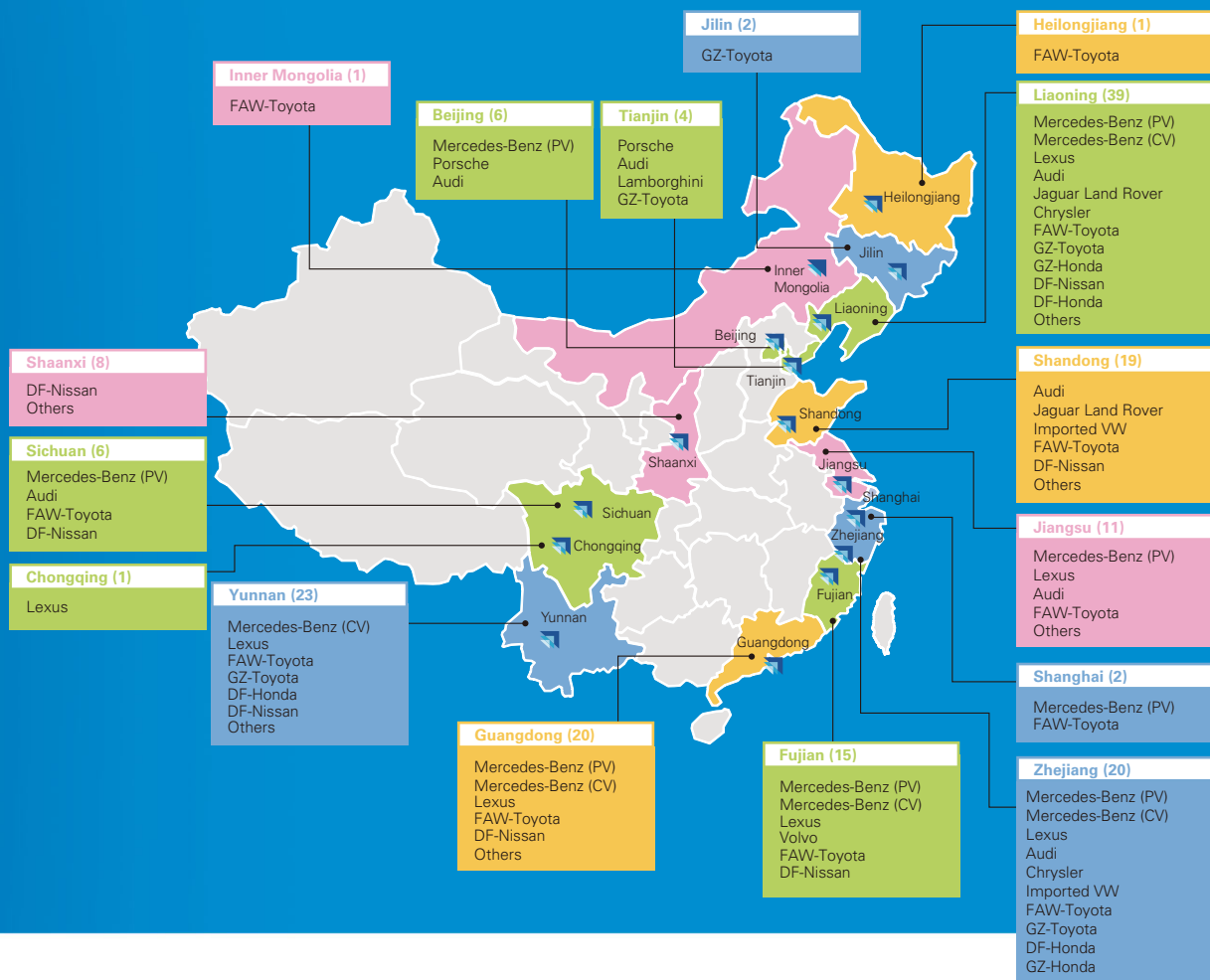
SERVICE

MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW

Our dealerships are concentrated in cities with relatively affluent populations in the northeastern, northern, eastern and southern coastal regions of China, as well as inland areas in southwestern and northwestern regions of China. We have grown rapidly from 160 dealerships as at 31 December 2012 to 178 dealerships as of the date of this report.

The following map illustrates the geographic coverage of our 4S dealership network as of the date of this report:



Through our “One-stop Automobile Shop” business model, we offer a comprehensive range of new automobiles and after-sales products and services in each of our 4S dealerships. In addition to our new automobile sales business, our after-sales businesses offer spare parts, automobile accessories, repair and maintenance services, car detailing services, quick repair services, local insurance brokerage and other automobile-related products and services. Each of the new automobile sales business and after-sales businesses has its own features in terms of business model and contributions to the revenue and profitability of our Group.

Management Discussion and Analysis (continued)

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 the disclosure of contingent liabilities, at the end of reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets and liabilities affected in the future. The significant accounting judgements and estimates are set out in note 3 to the financial statements.

FINANCIAL REVIEW

REVENUE

Revenue for the year ended 31 December 2013 was RMB52,527.4 million, representing an increase of RMB2,479.1 million or 5.0% as compared to 2012. This increase was primarily due to the increase in the number of our dealerships in operation and the new car sales and after-sales business of our existing dealerships continued to maintain a stable organic growth. Revenue from new car sales amounted to RMB46,493.0 million, representing an increase of RMB1,273.8 million or 2.8% as compared to 2012. Revenue from after-sales business amounted to RMB6,034.4 million, representing an increase of RMB1,205.3 million or 25.0% as compared to 2012. Our new car sales business generated a substantial portion of our revenue, accounting for 88.5% of our revenue for the year ended 31 December 2013 (2012: 90.4%).

For the year ended 31 December 2013, revenue from sales of luxury brand automobiles amounted to RMB28,957.1 million (2012: RMB26,717.9 million), accounting for 62.3% (2012: 59.1%) of our revenue from new car sales. Revenue from sales of mid-to-high-end brand automobiles amounted to RMB17,535.9 million (2012: RMB18,501.3 million), accounting for 37.7% (2012: 40.9%) of our revenue from new car sales for the same period. In terms of new car sales, Mercedes-Benz and Toyota are our top-selling brands representing approximately 22.9% and 21.5% of our new car sales revenue respectively (2012: approximately 23.6% and 24.3% respectively).

COST OF SALES AND SERVICES

Cost of sales and services for the year ended 31 December 2013 amounted to RMB47,766.6 million, representing an increase of RMB2,002.3 million or 4.4% as compared to 2012. Cost attributable to our new car sales business amounted to RMB44,544.0 million for the year ended 31 December 2013, representing an increase of RMB1,328.3 million or 3.1% as compared to 2012. Cost attributable to our after-sales business amounted to RMB3,222.6 million for the year ended 31 December 2013, representing an increase of RMB674.0 million or 26.4% as compared to 2012.



Management Discussion and Analysis (continued)



GROSS PROFIT

Gross profit for the year ended 31 December 2013 amounted to RMB4,760.7 million, representing an increase of RMB476.8 million or 11.1% as compared to 2012, of which, the gross profit from new car sales business amounted to RMB1,948.9 million, representing a decrease of RMB54.5 million or 2.7% as compared to 2012. Gross profit from after-sales services was RMB2,811.8 million, representing an increase of RMB531.3 million or 23.3% as compared to 2012. For the year ended 31 December 2013, the gross profit from after-sales services accounted for 59.1% of the total gross profit (2012: accounted for 53.2% of the total gross profit). Our gross profit margin for the year ended 31 December 2013 was 9.1% (2012: 8.6%), of which, the gross profit margin of new car sales business was 4.2% (2012: 4.4%). Gross profit margin of after-sales services was 46.6% (2012: 47.2%).

PROFIT FROM OPERATIONS

Profit from operations for the year ended 31 December 2013 amounted to RMB2,460.5 million, representing an increase of RMB277.1 million or 12.7% as compared to 2012. Our operating profit margin for the year ended 31 December 2013 was 4.7% (2012: 4.4%).

PROFIT FOR THE YEAR

Our profit for the year ended 31 December 2013 amounted to RMB1,023.1 million, representing an increase of RMB157.6 million or 18.2% as compared to 2012. Our net profit margin for the year ended 31 December 2013 was 1.9% (2012: 1.7%).

PROFIT ATTRIBUTABLE TO OWNERS OF THE PARENT

Our profit attributable to owners of our Company for the year ended 31 December 2013 was RMB1,010.1 million, representing an increase of RMB259.6 million or 34.6% as compared to 2012.

LIQUIDITY AND CAPITAL RESOURCES

CASH FLOW

Our cash is primarily used to pay for the purchase of new automobiles, spare parts and automobile accessories, repay our indebtedness, fund our working capital and normal operating expenses, establish new 4S dealerships and acquire other 4S dealerships. We finance our liquidity requirements through a combination of cash flows generated from our operating activities and financing activities.

Going forward, we believe that our liquidity requirements will be satisfied by using a combination of the proceeds from bank loans and other borrowings, cash flow generated from our operating activities and other funds raised from the capital markets from time to time.

Management Discussion and Analysis (continued)

CASH FLOW GENERATED FROM OPERATING ACTIVITIES

For the year ended 31 December 2013, our net cash generated from operating activities was RMB1,806.6 million, arising from operating profit of RMB3,038.2 million before working capital movement, deducting an increase in working capital of RMB979.0 million and payment of tax of RMB252.6 million.

CASH FLOW USED IN INVESTING ACTIVITIES

For the year ended 31 December 2013, our net cash used in investing activities was RMB2,009.8 million, consisting primarily of purchases of property, plant and equipment of RMB1,904.2 million, purchases of land use rights of RMB344.9 million and acquisition of subsidiaries of RMB170.8 million, partially offset by proceeds from disposal of items of property, plant and equipment of RMB480.3 million.

CASH FLOW USED IN FINANCING ACTIVITIES

For the year ended 31 December 2013, our net cash used in financing activities was RMB238.2 million, consisting of proceeds from bank loans and other borrowing of RMB26,710.8 million and net proceeds from issue of short term bonds of RMB1,196.4 million, and offset by repayment of bank loans and other borrowings of RMB26,164.1 million, repayment of short term bonds of RMB800.0 million and interest paid for bank loans and other borrowings of RMB1,065.2 million.

CAPITAL EXPENDITURE AND INVESTMENT

Our capital expenditures comprise expenditures on property, plant and equipment and land use rights. For the year ended 31 December 2013, our total capital expenditures were RMB2,166.7 million.

INVENTORY ANALYSIS

Our inventories primarily consist of new automobiles, spare parts and automobile accessories. Generally, each of our 4S dealerships independently manages the orders for new automobiles and part of the after-sales products. We also coordinate and aggregate orders for automobile accessories and other automobile-related products across our dealership network. We manage our quotas and inventory levels through our ERP system. Our inventories increased by 7.3% from RMB6,346.7 million as at 31 December 2012 to RMB6,810.5 million as at 31 December 2013. The increase was primarily due to temporary storage increasing to prepare for the next sales peak season before the Spring Festival, which resulted in an increase in our inventory of new automobiles by RMB466.8 million, or 8.2%, to RMB6,161.1 million as at 31 December 2013.



Management Discussion and Analysis (continued)



The following table sets forth our average inventory turnover days for the periods indicated:

	Year ended 31 December	
	2013	2012
Average inventory turnover days	46.3	50.1

Our average inventory turnover days in 2013 decreased to 46.3 days from 50.1 days in 2012, primarily due to our continuous efforts in monitoring the inventory level and improving the efficiency of inventory turnovers.

BANK LOANS AND OTHER BORROWINGS AND SHORT TERM BONDS

Our bank loans and other borrowings and short term bonds as at 31 December 2013 were RMB16,062.8 million. Our bank loans and other borrowings and short term bonds increased during the year primarily to finance our expanded business scale and operations.

PLEDGE OF THE GROUP'S ASSETS

The Group pledged its group assets as securities for bank loans and other borrowings and banking facilities which were used to finance our daily business operation. As at 31 December 2013, the pledged group assets amounted to approximately RMB4.8 billion (2012: RMB4.2 billion).

CONTINGENT LIABILITIES

As at 31 December 2013, neither the Company nor the Group had any significant contingent liabilities.

GEARING RATIO

As at 31 December 2013, the gearing ratio of our Group was 64.2%, which was calculated from net debt divided by the sum of net debt and total equity.

Management Discussion and Analysis (continued)

FUTURE PLANS AND THE EXPECTED FUNDING

Going forward, the Company will continue to expand its business in the luxury and mid-to-high end passenger vehicle market by capitalizing on the opportunities arising from the market and exploring acclaimed brands with potential. We aim to increase the number of our 4S dealerships through new establishment and appropriate mergers and acquisitions in the future. We currently plan to fund our future capital expenditure through cash flows generated from our operating activities and various resources including but not limited to internal funds and borrowings from banks, and we currently have sufficient credit facilities granted by our banks.

RISK OF EXPOSURE TO EXCHANGE RATE FLUCTUATIONS AND RELATED HEDGING

Nearly all our businesses are conducted in Mainland China and we conduct our business primarily in Renminbi. We make nearly all our procurement with Renminbi and nearly all our incomes are denominated in Renminbi as well. We do not expect any material impact on our business from the exchange rate fluctuations, and we currently do not engage in hedging activities designed or intended to manage the foreign exchange risks. However, we will consider arranging for proper financial instruments at appropriate times to avoid the exchange rate risks when necessary.

EMPLOYEES' REMUNERATION POLICIES AND TRAINING

As at 31 December 2013, the Group had a total of 16,308 employees. During the year of 2013, the total staff costs (including directors' remunerations) amounted to approximately RMB1,462.4 million.

The remuneration we paid to our staff mainly comprised wages, commissions, discretionary bonuses and contributions to defined contribution welfare schemes (including pension funds). The management determines the remuneration of the employees with reference to performance, experiences and industry practice.

Share option scheme was adopted to attract and retain eligible employees to contribute to the Group. Please refer to the section headed "Share Option Scheme" in the "Report of the Directors" for details. In the future, we plan to provide various internal and external trainings for our senior management, general managers of our subsidiary 4S dealerships, middle-level executives as well as other employees, so as to improve the management capability and quality throughout the Group, growing more "Quality" employees into "Outstanding" ones.



CORPORATE GOVERNANCE REPORT

The Board of the Company is pleased to present this Corporate Governance Report in the annual report of the Group for the year ended 31 December 2013.

CORPORATE GOVERNANCE PRACTICES OF THE COMPANY

The Group has committed to achieving high corporate governance standards.

The Group believes that high corporate governance standards are essential in providing a framework for the Group to safeguard the interests of shareholders and to enhance corporate value and accountability.

The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code (the "**CG Code**") contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (the "**Listing Rules**").

The Company has applied the principles set out in the CG Code.

The Board is of the view that throughout the year ended 31 December 2013, the Company has complied with the code provisions of the CG Code.

A. THE BOARD

1. RESPONSIBILITIES

The Board is responsible for leadership and control of the Company, overseeing the Group's businesses, strategic decisions and performance, and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. The directors make decisions objectively in the interests of the Company.

All directors, including non-executive directors and independent non-executive directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

The directors shall disclose to the Company details of other offices held by them and the Board regularly reviews the contribution required from each director to perform his responsibilities to the Company.

2. DELEGATION OF MANAGEMENT FUNCTION

The Board reserves for its decision all major issues relating to policy, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant operational matters of the Company.

All directors have full and timely access to all the information of the Company as well as the services and advice from the company secretary and senior management. The directors may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

The day-to-day management, administration and operation of the Company are delegated to the Chief Executive Officer and the senior management. The delegated functions and work tasks are periodically reviewed. Approval has to be obtained from the Board prior to entering into any significant transactions by the abovementioned officers.

Corporate Governance Report (continued)

3. BOARD COMPOSITION

The Board of the Company comprises the following directors:

Executive Directors:	Mr. HUANG Yi (<i>Chairman</i>) Mr. LI Guoqiang (<i>President and Chief Executive Officer</i>) Mr. DU Qingshan Mr. YU Guangming Mr. SI Wei Mr. ZHANG Zhicheng (appointed on 31 March 2014)
Non-executive Directors:	Mr. LENG Xuesong Mr. Adam KESWICK (appointed on 11 March 2014)
Independent Non-executive Directors:	Mr. SHIGENO Tomihei Mr. NG Yuk Keung Mr. SHEN Jinjun Mr. LIN Yong (appointed on 31 March 2014)

The biographical information of the directors are set out in the section headed “Directors and Senior Management” on pages 26 to 30 of the annual report for the year ended 31 December 2013.

None of the members of the Board is related to one another.

4. INDEPENDENT NON-EXECUTIVE DIRECTORS

During the year ended 31 December 2013, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive directors representing one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received written annual confirmation from each of the independent non-executive directors in respect of his independence in accordance with the independence guidelines as set out in Rule 3.13 of the Listing Rules. The Company considers all independent non-executive directors to be independent.

5. NON-EXECUTIVE DIRECTORS AND RE-ELECTION OF DIRECTORS

Code provision A.4.1 of the CG Code stipulates that non-executive directors shall be appointed for a specific term, subject to re-election, whereas code provision A.4.2 states that all directors appointed to fill a casual vacancy shall be subject to election by shareholders at the first general meeting after appointment and that every director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

The procedures and process of appointment, re-election and removal of directors are laid down in the Company’s articles of association (the “**Articles of Association**”). The Nomination Committee is responsible for reviewing the Board composition, developing and formulating the relevant procedures for nomination and appointment of directors, monitoring the appointment of directors and succession planning for directors and assessing the independence of independent non-executive directors.

Each of the executive directors has entered into a service contract with the Company for an initial term of three years with effect from their respective date of appointment unless terminated by not less than three months’ written notice served by either the executive directors or the Company. Each of the non-executive directors and independent non-executive directors has signed an appointment letter with the Company for a term of three years with effect from their respective date of appointment. The appointments are subject to the provisions of retirement and rotation of directors under the Articles of Association.

Corporate Governance Report (continued)

In accordance with the Articles of Association, all directors of the Company are subject to retirement by rotation at least once every three years and any new director appointed to fill a causal vacancy or as an addition to the Board shall submit himself/herself for re-election by shareholders at the first general meeting after appointment.

According to article 84 of the Articles of Association, Mr. Huang Yi, Mr. Si Wei, Mr. Ng Yuk Keung and Mr. Shen Jinjun retired at the annual general meeting of the Company held on 18 June 2013 and offered themselves for re-election at the same annual general meeting. Meanwhile, the directors to be retired from office by rotation at the coming annual general meeting pursuant to the above article shall be eligible for re-election as directors at the same meeting.

6. CONTINUOUS PROFESSIONAL DEVELOPMENT OF DIRECTORS

Directors keep abreast of responsibilities as a director of the Company and of the conduct, business activities and development of the Company.

Every newly appointed director will receive formal, comprehensive and tailored induction on the first occasion of his appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and appropriate. Internally-facilitated briefings for directors will be arranged and reading materials on relevant topics will be circulated to directors where appropriate. All directors are encouraged to attend relevant training courses at the Company's expenses.

During the year ended 31 December 2013, the following directors attended in-house briefing(s), seminar(s) and training session(s) arranged by the Company or professional institution(s)/professional firm(s):

No.	Topic	Date	Directors' Attendance								
			Huang Yi	Li Guoqiang	Du Qingshan	Yu Guangming	Si Wei	Leng Xuesong	Shigeno Tomihei	Ng Yuk Keung	Shen Jinjun
1.	Amendments to Listing Rules	25 Mar 2013	✓	✓	✓	✓	✓	✓	✓	✓	✓
2.	Signing Manner and Power of Contracts	17 Jun 2013		✓	✓	✓	✓				✓
3.	Disclosure of Inside Information	10 Dec 2013	✓	✓	✓	✓	✓	✓	✓	✓	✓

In addition, Mr. Li Guoqiang, Mr. Du Qingshan, Mr. Yu Guangming, Mr. Si Wei and Mr. Leng Xuesong have read various relevant materials including business journals and financial magazines during the year.

Corporate Governance Report (continued)

7. ATTENDANCE RECORD OF DIRECTORS AND BOARD COMMITTEE MEMBERS

The attendance record of each director at the Board and Board committee meetings and the general meetings of the Company held during the year ended 31 December 2013 is set out in the table below:

Name of Director	Attendance/Number of Meetings					Annual General Meeting
	Board	Nomination Committee	Remuneration Committee	Audit Committee	Compliance Committee	
Huang Yi	5/5	1/1				1/1
Li Guoqiang	5/5		1/1			1/1
Du Qingshan	5/5				2/2	1/1
Yu Guangming	5/5					1/1
Si Wei	5/5					1/1
Leng Xuesong	4/5			2/2		1/1
Shigeno Tomihei	4/5	1/1	1/1			1/1
Ng Yuk Keung	3/5			2/2		1/1
Shen Jinjun	4/5	1/1	1/1	2/2		1/1

The attendance record of Mr. Ng Yuk Keung at the Board meeting by his alternate is set out below:

Name of Director (Name of Alternate)	Attendance/Number of Meetings					Annual General Meeting
	Board	Nomination Committee	Remuneration Committee	Audit Committee	Compliance Committee	
Ng Yuk Keung (Yao Zhenchao)	1/5					

Apart from regular Board meetings, the chairman also held one meeting with the non-executive directors (including independent non-executive directors) without the presence of executive directors on 25 March 2013. All the relevant directors have attended this meeting.

B. CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code provision A.2.1 stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

The Chairman of the Board is Mr. Huang Yi, who provides leadership for the Board and is responsible for chairing the meetings, managing the operations of the Board and ensuring that all major and appropriate issues are discussed by the Board in a timely and constructive manner. He is also responsible for the strategic management of the Group and for formulating the Group's overall corporate direction and task. The Chief Executive Officer is Mr. Li Guoqiang, who is responsible for the overall management and operations of the Group. He is also responsible for running the Company's businesses and implementing the Group's strategic plans and business goals.

To facilitate a timely discussion of all key and appropriate issues by the Board, the Chairman co-ordinates with the senior management to provide adequate, complete and reliable information to all directors for consideration and review.

Corporate Governance Report (continued)

C. BOARD COMMITTEES

The Board has established four committees, namely, the Audit Committee, the Remuneration Committee, the Nomination Committee and the Compliance Committee, to oversee particular aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference. The terms of reference of the Board committees are posted on the Company's website and the Stock Exchange's website and are available to shareholders upon request.

The majority of the members of the Audit Committee, the Remuneration Committee and the Nomination Committee are independent non-executive directors and the list of the chairman and members of each Board committee is set out under "Corporate Information" on page 2.

1. AUDIT COMMITTEE

The main duties of the Audit Committee are to assist the Board in reviewing the financial information and reporting process, internal control procedures and risk management system, audit plan and relationship with external auditors, and arrangements to enable employees of the Company to raise, in confidence, concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

The Audit Committee held two meetings to review interim and annual financial results and reports in respect of the year ended 31 December 2013 and significant issues on the financial reporting and compliance procedures, internal control and risk management systems, scope of work and appointment of external auditors, and arrangements for employees to raise concerns about possible improprieties. The attendance records of the Audit Committee meetings are set out under "Attendance Record of Directors and Board Committee Members" on page 20.

The Audit Committee also met the external auditors twice without the presence of the executive directors.

2. REMUNERATION COMMITTEE

The primary functions of the Remuneration Committee include establishing transparent procedures for developing remuneration policy and structure to ensure that no director or any of his associates will participate in deciding his own remuneration, determining the remuneration policy and structure for all directors and senior management, assessing their performance and approving the terms of their service contracts, and making recommendations to the Board on the remuneration packages of individual executive directors and senior management.

Details of the amount of directors' and chief executive officer's remuneration are set out in note 9 to the financial statements.

For the year ended 31 December 2013, the aggregate emoluments payable to members of senior management fell within the following band:

	Number of Individual
By band	
HK\$500,001 to HK\$1,000,000	1
HK\$2,000,001 to HK\$2,500,000	1
HK\$3,500,001 to HK\$4,000,000	1

The Remuneration Committee met once during the year ended 31 December 2013 to review and make recommendation to the Board on the remuneration policy and structure of the Company, and the remuneration packages of the executive directors and senior management and other related matters. The attendance records of the Remuneration Committee meetings are set out under "Attendance Record of Directors and Board Committee Members" on page 20.

Corporate Governance Report (continued)

3. NOMINATION COMMITTEE

The principal duties of the Nomination Committee include reviewing the Board composition, developing and formulating relevant procedures for the nomination and appointment of directors, making recommendations to the Board on the appointment and succession planning of directors, and assessing the independence of independent non-executive directors.

In designing the Board's composition, the Nomination Committee would consider from a number of aspects set out in the Board diversity policy, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The Nomination Committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

The Nomination Committee has adopted a set of nomination procedures for selection of candidates for directorship of the Company by making reference to the skills, experience, professional knowledge, personal integrity and time commitments of such individuals, the Company's needs and other relevant statutory requirements and regulations.

The Nomination Committee met once during the year ended 31 December 2013 to review the structure, size and composition of the Board and the independence of the independent non-executive directors and to consider the qualifications of the retiring directors standing for election at the annual general meeting. The Nomination Committee considered an appropriate balance of diversity perspectives of the Board is maintained. The attendance records of the Nomination Committee meetings are set out under "Attendance Record of Directors and Board Committee Members" on page 20.

4. COMPLIANCE COMMITTEE

The primary function of the Compliance Committee is to determine the policy for the corporate governance of the Company so as to ensure compliance on regulatory matters and corporate governance.

The Compliance Committee held two meetings during the year ended 31 December 2013 to review the Company's corporate governance policies and practices, training and continuous professional development of directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix 10 to the Listing Rules and Written Employee Guidelines, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report. The attendance records of the Compliance Committee meetings are set out under "Attendance Record of Directors and Board Committee Members" on page 20.

To discharge our corporate governance duties, the inside information disclosure policy was adopted and a shareholders' communication policy was devised.

D. MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code. Specific enquiry has been made of all the directors and the directors have confirmed that they have complied with the Model Code throughout the year ended 31 December 2013.

The Company's employees, who are likely to be in possession of unpublished inside information of the Group, are also subject to the Model Code for securities transactions. No incident of non-compliance of the Model Code by the employees was noted by the Company.

Corporate Governance Report (continued)

E. DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 December 2013.

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, inside information announcements and other disclosures required under the Listing Rules and other regulatory requirements.

The senior management has provided such explanation and information to the Board as necessary to enable the Board to carry out an informed assessment of the financial information and position of the Company put to the Board for approval.

F. CHANGE IN DIRECTORS' INFORMATION

During the year of 2013 and up to the date of this annual report, there is no information relating to directors of the Company which is discloseable pursuant to Rule 13.51B(1) of the Listing Rules.

G. EXTERNAL AUDITORS AND AUDITORS' REMUNERATION

The statement of the independent auditors of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditors' Report on pages 39 to 40.

The external auditors of the Company attended the annual general meeting held on 18 June 2013 to answer questions about the conduct of the audit, the preparation and content of the auditors' report and auditor independence.

During the year, the remuneration paid or payable to the Company's external auditors in respect of audit services and non-audit services for the year ended 31 December 2013 amounted to RMB5,600,000 and HK\$39,000 respectively. The main non-audit services provided by the external auditors include tax services.

H. INTERNAL CONTROLS

During the year of 2013, the Board has conducted a review of the effectiveness of the internal control system of the Group, including the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function.

The Board is responsible for maintaining an adequate internal control system to safeguard investments of shareholders and Company assets, and reviewing the effectiveness of such internal control system on an annual basis through the Audit Committee.

Corporate Governance Report (continued)

I. COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Company considers that effective communication with shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company endeavours to maintain an on-going dialogue with shareholders and in particular, through annual general meetings and other general meetings. The chairman of the Board, all other members of the Board including non-executive directors, independent non-executive directors, and the chairmen of all Board committees (or their delegates) will make themselves available at the annual general meetings to meet shareholders and answer their enquiries.

During the year of 2013, the Company has not made any changes to the Articles of Association. A latest version of the Articles of Association is also available on the Company's website and the Stock Exchange's website.

To promote effective communication, the Company maintains a website at www.zs-group.com.cn, where information and updates on the Company's business developments and operations, financial information, corporate governance practices and other information are available for public access.

J. SHAREHOLDERS' RIGHTS

To safeguard shareholders' interests and rights, a separate resolution is proposed for each substantially separate issue at general meetings, including the election of individual directors. All resolutions put forward at general meetings will be voted by poll pursuant to the Listing Rules, unless otherwise required by the Listing Rules and poll voting results will be posted on the websites of the Company and of the Stock Exchange after each general meeting.

(i) CONVENING AN EXTRAORDINARY GENERAL MEETING BY SHAREHOLDERS

Pursuant to article 58 of the Articles of Association, an extraordinary general meeting (the "EGM") may be convened by the Board on requisition of one or more shareholders holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company. Such meeting shall be held within 2 months after the deposit of such requisition. If the Board fails to convene such EGM within 21 days of the deposit of the requisition, the requisitioner(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitioner(s) concerned as a result of the failure of the Board shall be reimbursed to the requisitioner(s) concerned by the Company.

The requisitioner(s) must state the objects clearly in the requisition, sign the requisition and deposit the same to the Board or the company secretary or the primary contact persons of the Company.

(ii) PUTTING FORWARD PROPOSALS AT GENERAL MEETINGS

There are no provisions allowing shareholders to propose new resolutions at the general meetings under the Cayman Islands Companies Law (2013 Revision) or the Articles of Association. However, shareholders who wish to put forward proposals at general meetings may achieve so by means of convening an extraordinary general meeting following the procedures set out in paragraph (i) above.

As regards the procedures for shareholders to propose a person for election as a director, they are available on the Company's website at www.zs-group.com.cn.

Corporate Governance Report (continued)

(iii) PUTTING FORWARD ENQUIRIES TO THE BOARD

For putting forward any enquiries to the Board, shareholders may send written enquires to the Company.

Note: The Company will not normally deal with verbal or anonymous enquires.

PRIMARY CONTACT PERSONS

Shareholders may send their requisitions, proposed resolutions or enquiries as mentioned in (i), (ii) and (iii) above to the primary contact person of the Company as set out below:

Name: Ms. Yan Shezhen, Ms. Yao Zhenchao
Address: Room 3504–12, 35th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong
Fax: (+852) 2803 5676
Email: yanshezhen@zs-group.com.cn, yaozhenchao@zs-group.com.cn

For the avoidance of doubt, shareholders must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address, and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

K. COMPANY SECRETARY

Ms. Kam Mei Ha Wendy and Ms. Mak Sze Man of Tricor Services Limited, external service provider, have been engaged by the Company as its joint company secretaries. Both of them have satisfied the training requirement for the year of 2013 under Rule 3.29 of the Listing Rules.

Their primary contact persons at the Company are Ms. Yan Shezhen, the Head of Investor Relationship of the Company, and Ms. Yao Zhenchao, the Chief Legal Officer of the Company.

L. GOING CONCERN

The Board is not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

DIRECTORS AND SENIOR MANAGEMENT

DIRECTORS

Our Board is responsible and has general powers for the management and conduct of our business. The table below shows certain information in respect of members of the Board of our Company:

Name	Age	Position
HUANG Yi	51	Chairman and executive director
LI Guoqiang	50	President, executive director and chief executive officer
DU Qingshan	51	Executive director
YU Guangming	56	Executive director
SI Wei	51	Executive director
ZHANG Zhicheng	41	Executive director
LENG Xuesong	44	Non-executive director
Adam KESWICK	41	Non-executive director
SHIGENO Tomihei	61	Independent non-executive director
NG Yuk Keung	49	Independent non-executive director
SHEN Jinjun	56	Independent non-executive director
LIN Yong	44	Independent non-executive director

EXECUTIVE DIRECTORS

HUANG Yi (黄毅), aged 51, is our Chairman and executive director. Mr. Huang is one of the two founders, and has been chairman of our Group since its inception in 1998. Mr. Huang has been serving as an executive director of our Board since 23 June 2008 and he is also a director of the various companies in the Group. Mr. Huang is responsible for the strategic management of the Group and for formulating our overall corporate direction and focus. Prior to founding our Group, Mr. Huang was a director and deputy general manager at China Resources Machinery Co., Ltd. ("**China Resources Machinery**"), a state-owned enterprise engaged in importing and exporting automobiles and other machinery. Mr. Huang held numerous management positions in business administration, product procurement and sales operations in China Resources Machinery during his tenure between 1984 and 1994. In 1994, Mr. Huang joined China Automobile Company Limited ("**China Automobile**") as a director, and was responsible for China Automobile's procurement and sales divisions. In 1996, Mr. Huang invested in, and became a shareholder of, China Automobile. China Automobile, currently known as Hokuryo Holdings Company Limited, is presently an indirect wholly-owned subsidiary of our Group. Mr. Huang is currently a council member of the Lexus China Dealer Council, as well as a council member of the National Dealer Advisory Council of FAW Toyota Motor Sales Co., Ltd. Mr. Huang has substantial senior management experience and more than 26 years' of experience and in-depth knowledge of the PRC automobile industry. He received a Bachelor's degree in Economics from Xiamen University in 1983 and was awarded the title of "Economist" by MOFCOM in 1990, a work-related qualification title usually awarded to the government officials or managerial staff in state-owned enterprises by the government in recognition of their relevant working experiences. Mr. Huang also served on a pro bono basis as a director of Pok Oi Hospital, a charitable organization providing medical and educational services in the New Territories in Hong Kong, between 1997 and 1999.

LI Guoqiang (李國強), aged 50, is the other founder of our Group, and has been serving as the Group's Chief Executive Officer and President since 1998 and as an executive director of our Board since 23 June 2008 and he is also a director of the various companies in the Group and Mr. Li is responsible for the overall management and operations of the Group. Mr. Li has served as deputy chairman and a member of standing committee for the China Automobile Dealers Association since December 2009. In 1995, Mr. Li founded Dalian Aotong Automobile Repair & Assembly Factory ("**Aotong Repair & Assembly**"), a company engaged in automobile repair and maintenance services. Mr. Li served as the factory director and legal representative of Aotong Repair & Assembly, and he was responsible for its overall management and operations. From 1996 to 1998, Mr. Li served as the vice chairman of Dalian Toyota Maintenance & Service Co., Ltd. and general manager of Dalian Bonded Zone Toyota Automobile Sales Co., Ltd., and was responsible for the decisions of procurement and sales of automobiles as well as the management of the national distribution networks during his tenure. In 1998, Mr. Li founded Dalian Aotong Industry Co., Ltd. ("**Aotong Industry**"), a company engaged in distribution of automobiles. Aotong Industry is the predecessor of Zhongsheng (Dalian) Holdings Co., Ltd., which is presently an indirect wholly-owned subsidiary of our Group. Mr. Li has substantial senior management experience and more than 24 years' experience and in-depth knowledge of the PRC automobile industry. Mr. Li also received a Distinguished Lexus Dealer award in 2007 from Toyota Motor (China) Investment Co., Ltd., as part of the Lexus Certification Program.

Directors and Senior Management (continued)

DU Qingshan (杜青山), aged 51, has been serving as deputy general manager of the Group since 2007. Mr. Du has been an executive director of the Board since 23 June 2008. He is responsible for the financial planning, strategy and management of the Group, and oversees all the financial matters of the Group. Prior to joining our Group in 2007, Mr. Du was appointed by State-owned Assets Supervision and Administration Commission of Dalian Municipal Government to serve as the chief financial officer of a large-scale state-owned enterprise, Dalian DHI.DCW Group Co., Ltd. ("**Dalian DHI.DCW**") and was in charge of the general financial and accounting affairs of Dalian DHI.DCW. Mr. Du was primarily responsible for the financial operations of Dalian DHI.DCW, which contributed to his over 24 years' experience in the areas of accountancy and finance. Mr. Du received a Bachelor's degree in Economics from the Shanghai University of Finance and Economics in 1986 and a Master's degree in Business Administration from Dongbei University of Finance and Economics in 2002.

YU Guangming (俞光明), aged 56, has been serving as deputy general manager of the Group since 2004. Mr. Yu has been an executive director of the Board since 23 June 2008. He is responsible for the strategic business development of the Group as well as selecting and training middle-to-senior level managers of 4S dealerships of our Group. Since joining our Group in 2000, Mr. Yu has held numerous management positions in several of our principal subsidiaries, including Zhongsheng (Dalian) Holdings Co., Ltd., Dalian Aotong Dongfeng Honda Automobile Sales & Services Co., Ltd., Shanghai Guoxin Automobile Sales Co., Ltd. and Shanghai Zhongsheng Toyota Automobile Sales & Services Co., Ltd., primarily in charge of setting up, overseeing and improving the management teams of our subsidiaries, implementing the strategic decisions of the Group and liaising with the automakers and customers regarding business relationship building. Prior to joining the Group, Mr. Yu served as a manager of Shanghai Material Office of the PRC Ministry of Railways from 1975 to 1994, and he was primarily responsible for the management of its business operations. From 1994 to 2000, Mr. Yu served as a deputy managing director of Hong Kong Union Park Company Limited, a Hong Kong subsidiary of China Railway Materials Commercial Corporation, a large-scale PRC state-owned enterprise, where he was in charge of its overall management and operations during his tenure. Mr. Yu has more than 14 years' relevant experience in the PRC automobile industry. Mr. Yu received a graduation certificate in respect of an associate degree in English from Shanghai International Studies University in 1985.

SI Wei (司衛), aged 51 has been an executive director of the Company since 20 August 2012. Mr. Si joined the Group in June 2012 and since then has been responsible for the strategic development of the Group. Mr. Si has approximately 22 years' experience in the automobile industry. Mr. Si commenced his industry experience by working for automobile dealers from 1992 to 1999, during which period he was exposed to an array of automobile brands including Mitsubishi and Saab. In 1999, he joined the Audi Motor Department of Volkswagen (China) Investment Company Limited, where he was as a sales manager responsible for sales of imported Audi automobiles and management and development of dealership network about imported Audi automobiles. From 2004 to 2006, Mr. Si was a sales director of Volkswagen (Finance) China Company Limited responsible for sales and dealership relationship. From 2006 to 2007, Mr. Si acted as the director of the Iveco Business Department for Fiat's representative office in China and took responsibilities for business development matters. Subsequently Mr. Si commenced his employment with Beijing Benz Automobile Co., Ltd. in 2007 where he was initially the general manager of Dealership Network Development Department, responsible for dealership network management and development. In 2008, Mr. Si assumed the office of vice executive president of Beijing Benz Automobile Co., Ltd. in charge of sales and marketing activities. Mr. Si received a Bachelor's degree in English and American literature from Beijing Normal College in 1987.

ZHANG Zhicheng (張志誠), aged 41, is an executive director of the Company. Mr. Zhang currently serves as vice-president of the Group. Mr. Zhang joined the Group in 2003, and has held numerous management positions in several of our key operating subsidiaries, including Fuzhou Zhongsheng Toyota Automobile Sales Co., Ltd., Dalian Zhongsheng Lexus Automobile Sales & Services Co., Ltd. and Dalian Zhongsheng Toyota Automobile Sales & Services Co., Ltd., primarily responsible for implementing the strategic decisions of the Group and liaising with the automakers regarding developing our brand automobile sales business. Mr. Zhang currently oversees the sales and management of our brand automobile sales business. Mr. Zhang has over 11 years' relevant experience and in-depth expertise in the People's Republic of China automobile industry. Mr. Zhang received a Master's degree in Business Administration from Dongbei University of Finance and Economics in 2003. Mr. Zhang also received Peak Performance General Manager awards in both 2006 and 2007 from Toyota Motor (China) Investment Co., Ltd., as part of the Lexus Certification Program.

Directors and Senior Management (continued)

NON-EXECUTIVE DIRECTORS

LENG Xuesong (冷雪松), aged 44, has been serving as a non-executive director of the Board since 1 August 2008. Mr. Leng is a managing director at General Atlantic LLC. He is based in Hong Kong, where he focuses on General Atlantic LLC's investment opportunities in North Asia. Prior to joining General Atlantic LLC, Mr. Leng served as a managing director at Warburg Pincus, an international private equity firm from 1999 to 2007. Mr. Leng also served as non-executive director of China Huiyuan Juice Group Limited, a company listed on the Stock Exchange (stock code: 1886) from July 2006 to August 2007. Mr. Leng is also the non-executive directors of two companies listed on the New York Stock Exchange, namely Wuxi Pharmatech (Cayman) Inc. (stock code: WX) and Soufun Holdings Ltd. (stock code: SFUN). Mr. Leng earned his Master's degree in Business Administration from the Wharton School of the University of Pennsylvania in 1999, and his Bachelor's degree in International Industrial Trade from Shanghai Jiao Tong University in 1992.

Adam KESWICK, aged 41, has been serving as a non-executive director of the Board since 11 March 2014. He is deputy managing director of Jardine Matheson Holdings Limited. Mr. Keswick was appointed to this role in April 2012. He is the chairman and chief executive of Jardine Motors Group Limited and is also the chairman of Jardine Pacific Limited. He has held a number of executive positions since joining the Jardine Matheson Group from N M Rothschild & Sons in 2001, including group strategy director and, thereafter, group managing director of Jardine Cycle & Carriage Limited between 2003 and 2007. Mr. Keswick is also the deputy chairman of Jardine Matheson Limited, and a director of Dairy Farm International Holdings Limited, Hongkong Land Holdings Limited, Jardine Strategic Holdings Limited, Mandarin Oriental International Limited and OHTL Public Company Limited. Mr. Keswick attended Eton College and Edinburgh University, where he received his Master of Arts degree in 1995.

INDEPENDENT NON-EXECUTIVE DIRECTORS

SHIGENO Tomihei (茂野富平), aged 61, has been serving as an independent non-executive director of the Board since 1 August 2008. From 2007 to 2010, Mr. Shigeno was the head of the Beijing office of Minebea Trading (Shanghai) Ltd., a division of sales of Minebea Electronics & Hi-Tech Components (Shanghai) ("Minebea Shanghai"), which was established in 1994 by Minebea Co., Ltd., manufacturing miniature ball bearing and other electronics products. Prior to joining Minebea Shanghai in 2007, Mr. Shigeno worked for Nissan Motor Co., Ltd. ("Nissan Motor") from 1976 to 2006. Mr. Shigeno was part of the team which established Nissan Motor's Beijing office, and served as its chief representative from 1991 to 1997. He was also the chief representative of Nissan Motor's China operations from 2000 to 2003, specialising in sales and marketing, and was primarily responsible for developing Nissan Motor's distribution and service networks by establishing authorized distributors and automobile dealerships across the PRC. Mr. Shigeno was assigned by Nissan Motor to assist the president of Dongfeng Commercial Vehicle Company. Mr. Shigeno has over 35 years' experience and in-depth knowledge of the automobile industry, sales and business management. He earned his Bachelor's degree in Chinese language studies from Tokyo University of Foreign Studies in 1976.

NG Yuk Keung (吳育強), aged 49, has been serving as an independent non-executive director of the Board since 27 October 2009. Mr. Ng is the honorary adviser to China Huiyuan Juice Group Limited (stock code: 1886), a company listed on the Stock Exchange. Mr. Ng serves as an executive director and chief financial officer of Kingsoft Corporation Limited (stock code: 3888), a company listed on the Stock Exchange, from March 2013. Mr. Ng also serves as an independent non-executive director at Sany Heavy Equipment International Holdings Company Limited (stock code: 0631), Winsway Coking Coal Holdings Limited (stock code: 1733) and Beijing Capital Land Ltd. (stock code: 2868), all of which are listed on the Stock Exchange. Mr. Ng also served as an executive director and chief financial officer of China NT Pharma Group Company Limited (stock code: 1011) from March 2010 to July 2012. Mr. Ng also served as an independent non-executive director of Xinjiang Xinxin Mining Industry Co., Ltd. (stock code: 3833), a company listed on the Stock Exchange from March 2007 to October 2011. Mr. Ng worked with PricewaterhouseCoopers for over twelve years from 1988 to 2001. From 2004 to 2006, he was the deputy chief financial officer, a joint company secretary and the qualified accountant of Irco Electronics Group Company Limited (stock code: 0438), a company listed on the Stock Exchange. From 2006 to 2010, Mr. Ng was a vice-president, the chief financial officer, the company secretary and the qualified accountant of China Huiyuan Juice Group Limited. Mr. Ng graduated from The University of Hong Kong with a Bachelor's degree in Social Sciences in 1988 and a Master's degree in Global Business Management and E-commerce in 2002. He is a professional accountant and a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants, and a member of the Institute of Chartered Accountants in England and Wales.

Directors and Senior Management (continued)

SHEN Jinjun (沈進軍), aged 56, has been serving as an independent non-executive director of our Board since 16 November 2009. Mr. Shen has become an independent non-executive director of Zhejiang Material Industrial Zhongda Yuantong Group Co., Ltd (stock code: 600704), a company listed on the Shanghai Stock Exchange, since August 2011. Mr. Shen has served as deputy chairman and secretary chief for China Automobile Dealers Association since 2005. Mr. Shen has also worked as the deputy chief of the Transport and Mechanical section of the State Administration of Supplies, and the chief of the Automobile section and Electrical, Mechanical and Metallic section of the State Administration of Domestic Commerce. During that time, Mr. Shen was mainly responsible for administering the automobile dealing industry and participated in formulation of related regulations. Mr. Shen completed all the related courses of an associate degree majoring in electronic at the Beijing Open University in 1982 and obtained a graduation certificate.

LIN Yong (林涌), aged 44, is an independent non-executive director of the Company. Mr. Lin has 17 years of experience in investment bank industry. He joined Haitong Securities Co., Ltd. in 1996 and was a general manager of the Investment Banking Department of Haitong Securities Co., Ltd. from 2001 to 2007. He has been the chief executive officer of Haitong International Holdings Limited (formerly known as “**Hai Tong (HK) Financial Holdings Limited**”) since 2007 and is responsible for the overall operation of Haitong International Holdings Limited. He was appointed as an Executive Director on 23 December 2009 of Haitong International Securities Group Ltd. which is a company listed on The Stock Exchange of Hong Kong Limited and as the Joint Managing Director of this company on 10 March 2010. He has been a Deputy Chairman of the Board of Directors and the Managing Director of this company as well as the Chief Executive Officer of this group since 29 April 2011. In addition, Mr. Lin is the chairman of the board of directors or a director of various subsidiaries of this company and a responsible officer of Hai Tong Asset Management (HK) Limited, Hai Tong Capital (HK) Limited, Haitong International Asset Management Limited and Haitong International Capital Limited under the Securities and Futures Ordinance. Mr. Lin is one of the first batch of sponsor representatives of China Securities Regulatory Committee. Mr. Lin also concurrently serves as a member of the advisory committee of the Securities and Futures Commission. In 2006, Mr. Lin was named 2006 Top Ten Outstanding Young Person in Financial Sector in Shanghai (2006年上海首屆十大金融傑出青年). He acts as an adjunct professor in Management College of Xiamen University since 12 May 2010. Mr. Lin was an independent non-executive director of Shenzhen Laibao Hi-Tech Co., Ltd., which is a company listed on the Shenzhen Stock Exchange, up to his resignation in April 2010. He was also an independent non-executive director of Mingfa Group (International) Company Limited from 9 October 2009 to 20 May 2011. The shares of this company are listed on The Stock Exchange of Hong Kong Limited. Mr. Lin holds a Doctorate Degree in Economics from Xi'an Jiaotong University.

OTHER SENIOR MANAGEMENT

The table below shows certain information in respect of our senior management (excluding directors who also hold executive positions):

Name	Age	Position
YANG Hai	39	Vice-president
FANG Jinjiang	47	Vice-president
TANG Xianfeng	44	Vice-president

YANG Hai (楊海), aged 39, joined our Group in February 2007 and currently serves as vice-president of our Group. Mr. Yang is primarily responsible for after-sales service management. Mr. Yang has held numerous management positions in several of our operating subsidiaries, including the general manager of Dalian Xinshengrong Toyota Automobile Sales & Services Co., Ltd. from August 2010 to August 2011, a vice general manager of Fuzhou Zhongsheng Toyota Automobile Sales & Services Co., Ltd., from January 2009 to February 2010, a service manager of Dalian Xinshengrong Toyota Automobile Sales & Services Co., Ltd. from February 2007 to December 2008. Prior to joining our group, Mr. Yang served as a general manager of Panjinlongda Automobile Product Sales & Services Co., Ltd. from November 2000 to February 2007. Mr. Yang received a diploma in accounting from Shenyang College in July 1996.

Directors and Senior Management (continued)

Fang Jinjiang (方錦江), aged 47, joined our Group in April 2012 and currently serves as our vice-president. Mr. Fang is primarily responsible for dealership network development. Mr. Fang worked as the general manager of dealership network development and management department of Beijing Benz Automotive Co., Ltd. from April 2008 to March 2012. Mr. Fang worked in Volkswagen Finance (China) Co., Ltd. from December 2004 to March 2008, and served successively as a sales manager and director of sales division. Mr. Fang served as sales manager of Volkswagen (China) Investment Co., Ltd. from July 2003 to November 2004 in Sales Department of Imported Audi. Mr. Fang worked in FAW – Volkswagen Sales Co., Ltd. from January 1998 to June 2003, and served successively as a consultant in market research and training, network planning manager of regional management department from Germany party and training manager of sales department from Germany party. Mr. Fang worked in the sales & marketing department of Volkswagen Asia Pacific Co., Ltd. (Hong Kong) from August 1996 to December 1997. Mr. Fang received a diploma in automobile market from Canadian Automotive Institute in April 1995 and a Bachelor's degree in automobile market from University of Northwood in April 1996.

TANG Xianfeng (唐憲峰), aged 44, joined our Group in January 2014 and currently serves as vice-president of our Group, primary responsible for construction and development. Prior to joining the Group, Mr. Tang served as the vice-president of Dalian Huarui Heavy Industry Group Co., Ltd. from January 2012 to December 2013. In addition, Mr. Tang also served as a designer in the research institute, office vice-director, assistant to the head of reducer factory, vice-director of labour and personnel department and head of port machinery factory of Dalian Daqi Group from 1999 to 2003. Mr. Tang joined Dalian DHI. DCW Group Co., Ltd. in June 2003 and served as the executive vice head and head of Second Business Division, assistant to the general manager and vice general manager of the Group. Mr. Tang obtained a Bachelor's degree in lifting transportation and mechanical engineering from Taiyuan Heavy Machinery Institute in 1991 and obtained a Master's degree in mechanical engineering Wuhan University of Technology in 2006. Mr. Tang obtained the senior professional manager qualification and was qualified as professor and researcher level senior engineer.

COMPANY SECRETARIES

KAM Mei Ha Wendy (甘美霞), aged 46, was appointed as joint company secretary of the Company on 1 July 2010. She is a director of Corporate Services Division of Tricor Services Limited and a fellow member of both The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries. Ms. Kam has nearly 20 years of experience in corporate secretarial area.

MAK Sze Man (麥詩敏), aged 39, was appointed as joint company secretary of the Company on 1 July 2010. She is a manager of Corporate Services Division of Tricor Services Limited and an associate member of both The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries. Ms Mak has nearly 15 years of experience in corporate secretarial area.

REPORT OF THE DIRECTORS

The directors are pleased to present this annual report together with the audited consolidated financial statements of the Group for the year ended 31 December 2013 (the “**Financial Statements**”).

PRINCIPAL ACTIVITIES

The Group’s operations are conducted in the PRC through its subsidiaries in the PRC. The principal activity of the Company is investment holding. The principal activities of the subsidiaries comprise the sale and service of motor vehicles. There were no significant changes in the nature of the Group’s principal activities during the reporting period.

We are a leading national automobile dealership group in China. We have dealership agreements to operate our 4S dealerships for a diversified portfolio of automobile brands, consisting of luxury automobile brands including Mercedes-Benz, Lexus, Audi, Jaguar Land Rover, Porsche, Lamborghini, Chrysler, Volvo and Imported Volkswagen, and mid-to-high end automobile brands including Toyota, Nissan and Honda. Through our “One-stop Automobile Shop” business model, we offer a comprehensive range of new automobiles and after-sales products and services in each of our 4S dealerships. In addition to our new automobile sales business, our after-sales businesses offer spare parts, automobile accessories, repair and maintenance services, detailing services, and other automobile-related products and services.

RESULTS

The results of the Group for the year ended 31 December 2013 are set out in the financial statements on pages 41 to 111 of this annual report.

CAPITAL

Details of the capital of the Group during the reporting period are set out in note 35 to the Financial Statements.

RESERVES

Details of the movements in reserves of the Group and the Company during the reporting period are set out in the consolidated statement of changes in equity and note 36 to the Financial Statements.

DISTRIBUTABLE RESERVES

As at 31 December 2013, the Company has distributable reserves of RMB4,534.6 million in total available for distribution, of which RMB204.1 million has been proposed as final dividend for the year.

FINANCIAL SUMMARY

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years is set out on page 112 of this annual report.

DONATIONS

The Company made a donation of RMB439,000 to various PRC charity projects or organizations for the year of 2013.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the reporting period are set out in note 14 to the Financial Statements.

Report of The Directors (continued)

BANK LOANS AND OTHER BORROWINGS

Details of bank loans and other borrowings of the Group during the reporting period are set out in note 27 to the Financial Statements.

CONTINGENT LIABILITIES

As at 31 December 2013, neither the Company, nor the Group had any significant contingent liabilities.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of our directors, the Company has maintained the amount of public float as approved by the Stock Exchange and as permitted under the Listing Rules as at the date of this annual report.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the articles of association of the Company and there is no restriction against such rights which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

DIRECTORS

The directors of the Company during the reporting period and up to the date of this annual report are:

EXECUTIVE DIRECTORS

Mr. Huang Yi (*Chairman*)

Mr. Li Guoqiang (*President and Chief Executive Officer*)

Mr. Du Qingshan

Mr. Yu Guangming

Mr. Si Wei

Mr. Zhang Zhicheng (appointed on 31 March 2014)

NON-EXECUTIVE DIRECTORS

Mr. Leng Xuesong

Mr. Adam Keswick (appointed on 11 March 2014)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Shigeno Tomihei

Mr. Ng Yuk Keung

Mr. Shen Jinjun

Mr. Lin Yong (appointed on 31 March 2014)

Pursuant to the articles of association of the Company, Mr. Li Guoqiang, Mr. Du Qingshan, Mr. Yu Guangming and Mr. Leng Xuesong shall retire from their office by rotation at the forthcoming annual general meeting. Mr. Zhang Zhicheng and Mr. Lin Yong, who were appointed by the Board on 31 March 2014, shall hold their offices only until the forthcoming annual general meeting. These six retiring Directors, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the directors of the Company and the senior management of the Group are set out on pages 26 to 30 of this annual report.

Report of The Directors (continued)

DIRECTORS' SERVICE CONTRACTS

Each of the executive directors has entered into a service contract with the Company for an initial term of three years with effect from their respective date of appointment unless terminated by not less than three months' notice in writing served by either the executive directors or the Company. Each of the non-executive directors and independent non-executive directors has signed an appointment letter with the Company for a term of three years with effect from their respective date of appointment. The appointments are subject to the provisions of retirement and rotation of directors under the articles of association.

None of the directors proposed for re-election at the forthcoming annual general meeting has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

CONFIRMATION OF INDEPENDENCE FROM THE INDEPENDENT NON-EXECUTIVE DIRECTORS

We have received from each of the independent non-executive directors, namely Mr. Shigeno Tomihei, Mr. Ng Yuk Keung, Mr. Shen Jinjun and Mr. Lin Yong, the confirmation of their respective independence pursuant to rule 3.13 of the Listing Rules. The Company has duly reviewed the confirmation of independence of each of these directors. We consider that our independent non-executive directors have been independent from the date of their appointment to 31 December 2013 and remain so as of the date of this annual report.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2013, the interests and short positions of our directors and chief executives in the shares, underlying shares or debentures of the Company or any of our associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies as contained in Appendix 10 to the Listing Rules, were as follows:

LONG POSITIONS IN THE COMPANY'S SHARES

Name of Director	Capacity/Nature of Interest	Total Number of Ordinary Shares	Approximate Percentage of Shareholding (%)
Mr. Huang Yi	Deemed Interest/Interest of Controlled Company	285,510,504	14.96
	Founder of a discretionary trust/Beneficiary of a Trust	486,657,686	25.50
	Agreement to acquire interests	486,657,686	25.50
Mr. Li Guoqiang	Deemed Interest/Interest of Controlled Company	132,832,000	6.96
	Founder of a discretionary trust/Beneficiary of a Trust	486,657,686	25.50
	Agreement to acquire interests	639,336,190	33.50

Save as disclosed above, none of the directors or chief executives of the Company has or is deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations as at the end of the reporting period.

Report of The Directors (continued)

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2013, the followings are the persons, other than the directors or chief executives of the Company, who had interests or short positions in the shares and underlying shares as recorded in the register of interests required to be kept by the Company pursuant to Section 336 of Part XV of the SFO:

LONG POSITION IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

Name of Shareholder	Capacity/Nature of Interest	Total Number of Ordinary Shares	Approximate Percentage of Shareholding (%)
Blue Natural Development Ltd. (Note 1)	Beneficial owner and agreement to acquire interests	1,258,825,876 (long position)	65.96
Light Yield Ltd. (Note 2)	Beneficial owner, deemed interest/ interest of controlled company and agreement to acquire interests	1,258,825,876 (long position)	65.96
Vest Sun Ltd. (Note 3)	Deemed interest/ interest of controlled company and agreement to acquire interests	1,258,825,876 (long position)	65.96
Mountain Bright Limited (Note 4)	Beneficial owner and agreement to acquire interests	1,247,014,376 (long position)	65.34
RBC Trustees (CI) Limited	Deemed interest/ interest of controlled company, trustee and agreement to acquire interests	1,247,014,376 (long position)	65.34
Vintage Star Limited (Note 5)	Beneficial owner and agreement to acquire interests	1,247,014,376 (long position)	65.34
The Capital Group Companies, Inc.	Deemed interest/ interest of controlled company	192,250,000 (long position)	10.07

Notes:

- Blue Natural Development Ltd. is owned by Light Yield Ltd. (62.3%) and Vest Sun Ltd. (37.7%). Mr. Huang Yi and Mr. Li Guoqiang are directors of Blue Natural Development Ltd..
- Light Yield Ltd. is wholly-owned by Mr. Huang Yi, who is also the sole director of Light Yield Ltd..
- Vest Sun Ltd. is wholly-owned by Mr. Li Guoqiang, who is also the sole director of Vest Sun Ltd..
- Mountain Bright Limited is wholly owned by RBC Trustees (CI) Limited as trustee of a trust settlement for Mr. Huang Yi (the settler of the trust) and his family.
- Vintage Star Limited is wholly owned by RBC Trustees (CI) Limited as trustee of a trust settlement for Mr. Li Guoqiang (the settler of the trust) and his family.

Save as disclosed above, as at the end of the reporting period, the directors and the chief executives of the Company are not aware of any other person who had an interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

Report of The Directors (continued)

LOAN AGREEMENT WITH COVENANTS RELATING TO SPECIFIC PERFORMANCE OF THE CONTROLLING SHAREHOLDERS

The Company issued RMB1,250,000,000 senior notes maturing in 2014 with a fixed interest rate of 4.75% per annum (the “**Notes Issue**”) in April 2011. The Indenture to the Notes Issue provided that upon the occurrence of a change of control, the Company will make an offer to repurchase all outstanding Notes at a purchase price equal to 101% of the principal amount thereof plus accrued and unpaid interest, if any, to (but not including) the offer at the date of repurchase.

A change of control under the Indenture includes, among others, any transaction that results in either: (1) the merger, amalgamation or consolidation of the Company with or into another Person or the merger or amalgamation of another Person with or into the Company, or the sale of all or substantially all the assets of the Company to another Person; or (2) the Permitted Holders are the beneficial owners of less than 40% of the total voting power of the Voting Stock of the Company; or (3) either the Permitted Huang Holders or the Permitted Li Holders are the beneficial owners of less than 15% of the total voting power of the Voting Stock of the Company; or (4) any Person other than the Permitted Holders is the beneficial owner of more voting power of the Voting Stock of the Company than such total voting power held beneficially by the Permitted Holders; or (5) individuals who on the Original Issue Date constituted the Board, together with any new directors whose election by the Board was approved by a vote of at least two-thirds of the Directors then still in office who were either Directors or whose election was previously so approved, cease for any reason to constitute a majority of the board of directors of the Company then in office; or (6) the adoption of a plan relating to the liquidation or dissolution of the Company. Unless otherwise defined in this paragraph, capitalized terms have the same meaning as defined in the announcement published by the Company on 25 April 2011.

DIRECTORS’ RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the section headed “Directors’ and Chief Executives’ Interests and Short Positions in Shares, Underlying Shares and Debentures” above, at no time during the year ended 31 December 2013 was the Company or any of its subsidiaries or holding company or any subsidiary of the Company’s holding company, a party to any arrangement that would enable the directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the directors or any of their spouses or children under the age of 18 were granted any right to subscribe for the equity or debt securities of the Company or any other body corporate or had exercised any such right.

DIRECTORS AND CONTROLLING SHAREHOLDERS’ INTERESTS IN COMPETING BUSINESS

For the year ended 31 December 2013 and up to the date of this annual report, none of the directors and controlling shareholders (i.e. Mr. Huang Yi, Mr. Li Guoqiang, Light Yield Ltd., Vest Sun Ltd., Blue Natural Development Ltd., Mountain Bright Limited, RBC Trustees (CI) Limited and Vintage Star Limited) of the Company was interested in any business which competes or is likely to compete with the businesses of our Group.

We have received an annual written confirmation from our controlling shareholders, including Mr. Huang Yi and Mr. Li Guoqiang, in respect of the compliance by and with the provisions of the non-competition deed entered into between the Company and our controlling shareholders (the “**Non-competition Deed**”).

Our independent non-executive directors have reviewed the compliance with the Non-competition Deed during the financial year ended 31 December 2013 and up to the date of this annual report based on information and confirmation provided by or obtained from Controlling Shareholders, and were satisfied that our controlling shareholders, including Mr. Huang Yi and Mr. Li Guoqiang, have duly complied with the Non-competition Deed.

Report of The Directors (continued)

CONNECTED TRANSACTIONS

During the year, the Group has not entered into any connected transaction or continuing connected transaction which should be disclosed pursuant to the Listing Rules.

DIRECTORS' INTERESTS IN CONTRACTS

Save from Mr. Zhang Zhicheng who has entered into a service contract with the Company on 31 March 2014 and Mr. Adam Keswick and Mr. Lin Yong who have entered into a letter of appointment with the Company on 11 March 2014 and 31 March 2014, respectively, no director had a material interest, either directly or indirectly, in any contract of significance to the business of our Group to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party during the year ended 31 December 2013 and up to the date of this annual report.

DIRECTORS' REMUNERATION

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

Details of the directors' remuneration during the reporting period are set out in note 9 to the financial statements.

RETIREMENT SCHEMES

Details of the retirement benefits plans of our Group are set out in note 31 to the financial statements.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the reporting period and up to the date of this annual report.

SHARE OPTION SCHEME

The Share Option Scheme was conditionally approved by a resolution of the shareholders on 9 February 2010 and adopted by a resolution of the Board on the same day. Unless it is terminated by the Board or our shareholders in general meeting in accordance with the terms of the Share Option Scheme, the Share Option Scheme shall be valid and effective for a period of ten years on the date which it becomes unconditional. After the period, no further options will be granted or offered but the provisions of the Share Option Scheme shall remain in full force and effect to exercise any subsisting options granted prior to the expiry of this ten year period or otherwise as handled in accordance with the provisions of the Share Option Scheme. The amount payable by a participant upon a grant of option is HK\$1.00.

The Board may, at its absolute discretion, offer any employee, management member or director of the Company, or any of our subsidiaries and third party service providers the options to subscribe for shares on the terms set out in the Share Option Scheme. The purpose of the Share Option Scheme is to attract and retain skilled and experienced personnel, to incentivize them to remain with us and to give effect to our customer-focused corporate culture, and to motivate them to strive for our future development and expansion, by providing them with the opportunity to acquire equity interests in the Company.

The maximum number of shares in respect of which options may be granted under the Share Option Scheme shall not in aggregate exceed 10% of the share in issue as at the date of approval of the Share Options Scheme. No option may be granted to any one person such that the total number of shares issued and to be issued upon the exercise of options granted and to be granted to that person in any 12 months period up to the date of the latest grant exceeds 1% of our issued share capital from time to time, unless the approval of our shareholders is obtained.

Report of The Directors (continued)

The amount payable for each share to be subscribed for under an option upon exercise shall be determined by the Board and notified to a proposed beneficiary at the time of offer of the option and shall be not less than the higher of: (a) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a business day; (b) the average closing price of the shares as stated in the Stock Exchange's daily quotation sheet for the five business days immediately preceding the date of grant; and (c) the nominal value of the Shares. The Share Option Scheme does not contain any minimum period(s) for which an option must be held before it can be exercised. However, at the time of grant of the options, the Company may specify any such minimum period(s).

During the reporting period and up to the date of this annual report, no options have been granted pursuant to the Share Option Scheme.

MAJOR CUSTOMERS AND SUPPLIERS

During the reporting period, the percentage of the aggregate sales attributable to the Group's five largest customers was less than 30% of the Group's total sales. The respective percentage of purchases attributable to the Group's largest supplier and five largest suppliers in aggregate was 22.3% and 84.3%.

None of our directors or any of their associates or any shareholders (which to the best knowledge of our directors owned more than 5% of the Company's issued share capital) had a material interest in our five largest customers and suppliers.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2013.

EVENTS AFTER THE REPORTING PERIOD

Details of the significant events after the reporting period of our Group are set out in note 46 to the Financial Statements.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company has applied the principles and code provisions as set out in the Code on Corporate Governance Practices (the "**CG Code**") contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (the "**Listing Rules**"). Throughout the reporting period, the Company has complied with the code provisions in the CG Code.

AUDITORS

The consolidated financial statements of the Group for the year ended 31 December 2013 have been audited by Ernst & Young, certified public accountants. Ernst & Young retired and a resolution to re-appoint Ernst & Young as the auditors of the Company in the following year will be proposed at the Company's forthcoming annual general meeting.

PROPOSED DISTRIBUTION OF FINAL DIVIDEND

The Board resolved to propose to the shareholders of the Company on the forthcoming annual general meeting on 23 June 2014 (the "**AGM**") for the distribution of a final dividend of HK\$0.12 per share for the year ended 31 December 2013 payable to the shareholders of the Company whose names are listed in the register of members of the Company on 2 July 2014, in an aggregate amount of HK\$257.6 million (equivalent to RMB204.1 million). The proposal for the distribution of the final dividend above is subject to the consideration and approval of the shareholders at the AGM of the Company.

Report of The Directors (continued)

CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from Wednesday, 18 June 2014 to Monday, 23 June 2014 (both days inclusive) and from Friday, 27 June 2014 to Wednesday, 2 July 2014 (both days inclusive), during which periods no transfer of shares will be registered. In order to qualify for attending and voting at the forthcoming AGM, unregistered holders of shares of the Company shall lodge share transfer documents with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration before 4:30 p.m. on Tuesday, 17 June 2014. In order to qualify for the proposed final dividend (subject to the approval by shareholders at the forthcoming AGM), unregistered holders of shares of the Company shall lodge share transfer documents with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at the above mentioned address for registration before 4:30 p.m. on Thursday, 26 June 2014.

By order of the Board

Huang Yi

Chairman

Hong Kong, 31 March 2014

INDEPENDENT AUDITORS' REPORT



Ernst & Young
 22nd Floor
 CITIC Tower
 1 Tim Mei Avenue
 Central, Hong Kong
 Tel: +852 2846 9888
 Fax: +852 2868 4432
 www.ey.com

安永會計師事務所
 香港中環添美道1號
 中信大廈22樓
 電話: +852 2846 9888
 傳真: +852 2868 4432
 www.ey.com

To the shareholders of Zhongsheng Group Holdings Limited

(Incorporated in the Cayman Islands as an exempted company with limited liability)

We have audited the consolidated financial statements of Zhongsheng Group Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 41 to 111, which comprise the consolidated and company statements of financial position as at 31 December 2013, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

Independent Auditors' Report (continued)

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

Hong Kong

31 March 2014

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

Year ended 31 December 2013

	Notes	2013 RMB'000	2012 RMB'000
REVENUE	5(a)	52,527,376	50,048,288
Cost of sales and services provided	6(b)	(47,766,636)	(45,764,357)
Gross profit		4,760,740	4,283,931
Other income and gains, net	5(b)	759,403	689,459
Selling and distribution expenses		(2,130,114)	(1,951,472)
Administrative expenses		(929,548)	(838,531)
Profit from operations		2,460,481	2,183,387
Finance costs	7	(1,075,227)	(1,032,130)
Share of profits and losses of: Joint ventures	19	4,791	5,309
Profit before tax	6	1,390,045	1,156,566
Income tax expense	8	(366,958)	(291,023)
Profit for the year		1,023,087	865,543
Attributable to:			
Owners of the parent	13	1,010,067	750,480
Non-controlling interests		13,020	115,063
		1,023,087	865,543
Earnings per share attributable to ordinary equity holders of the parent			
Basic			
– For profit for the year (RMB)	12	0.53	0.39
Diluted			
– For profit for the year (RMB)	12	0.53	0.39

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

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Year ended 31 December 2013

	Notes	2013 RMB'000	2012 RMB'000
Profit for the year		1,023,087	865,543
Other comprehensive income			
Other comprehensive income to be reclassified to profit or loss in subsequent periods:			
Available-for-sale investments:			
Reclassification adjustments for losses included in the consolidated statement of profit or loss			
– gain on disposal	5(b)	–	1,820
		–	1,820
Exchange differences on translation of foreign operations		22,121	59
Net other comprehensive income to be reclassified to profit or loss in subsequent periods		22,121	1,879
Other comprehensive income for the year, net of tax		22,121	1,879
Total comprehensive income for the year		1,045,208	867,422
Attributable to:			
Owners of the parent	13	1,032,188	752,359
Non-controlling interests		13,020	115,063
		1,045,208	867,422

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2013

	Notes	2013 RMB'000	2012 RMB'000
NON-CURRENT ASSETS			
Property, plant and equipment	14	6,259,615	5,039,957
Investment properties		49,447	–
Land use rights	15	2,105,515	1,447,091
Prepayments	16	852,358	1,463,918
Intangible assets	17	2,382,218	2,471,513
Goodwill	18	2,033,576	2,033,576
Investments in joint ventures	19	39,625	49,834
Deferred tax assets	32(b)	196,591	132,086
Total non-current assets		13,918,945	12,637,975
CURRENT ASSETS			
Inventories	20	6,810,486	6,346,679
Trade receivables	21	590,221	576,706
Prepayments, deposits and other receivables	22	6,892,901	5,504,213
Amounts due from related parties	44(b)(i)	670	1,451
Financial assets at fair value through profit or loss	23	59,794	63,949
Pledged bank deposits	24	1,612,276	2,079,167
Cash in transit	25	195,844	187,910
Cash and cash equivalents	26	3,654,041	4,096,803
Total current assets		19,816,233	18,856,878
CURRENT LIABILITIES			
Bank loans and other borrowings	27	14,281,944	13,540,899
Short term bonds	28	1,222,700	821,198
Senior notes, current portion	33	1,259,180	11,581
Trade and bills payables	29	3,915,609	3,739,674
Other payables and accruals	30	1,384,494	1,354,499
Amounts due to related parties	44(b)(ii)	814	16,094
Income tax payable	32(a)	630,521	455,298
Dividends payable		9	402
Total current liabilities		22,695,271	19,939,645
NET CURRENT LIABILITIES		(2,879,038)	(1,082,767)
TOTAL ASSETS LESS CURRENT LIABILITIES		11,039,907	11,555,208

Consolidated Statement of Financial Position (continued)

31 December 2013

	Notes	2013 RMB'000	2012 RMB'000
NON-CURRENT LIABILITIES			
Deferred tax liabilities	32(b)	784,675	778,629
Senior notes	33	–	1,239,951
Bank loans and other borrowings	27	558,106	706,738
Total non-current liabilities		1,342,781	2,725,318
NET ASSETS		9,697,126	8,829,890
EQUITY			
Equity attributable to owners of the parent			
Share capital	35	168	168
Reserves	36	8,214,698	7,385,870
Proposed final dividend	11	204,106	152,679
		8,418,972	7,538,717
Non-controlling interests		1,278,154	1,291,173
Total equity		9,697,126	8,829,890

Huang Yi
Director

Li Guoqiang
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2013

	Attributable to owners of the parent												
	Share capital	Share premium*	Discretionary reserve fund*	Statutory reserve*	Merger reserve*	Other reserve*	Available-for-sale investment revaluation reserve*	Exchange fluctuation reserve*	Retained profits*	Proposed final dividend	Total	Non-controlling interests	Total equity
At 1 January 2012	168	4,773,286	37,110	345,658	(1,386,176)	(3,964)	(1,820)	(89,306)	3,169,348	247,929	7,092,233	1,185,580	8,277,813
Profit for the year	-	-	-	-	-	-	-	-	750,480	-	750,480	115,063	865,543
Other comprehensive income for the year:													
Change in fair value of available-for-sale investments, net of tax	-	-	-	-	-	-	1,820	-	-	-	1,820	-	1,820
Exchange differences on translation of foreign operations	-	-	-	-	-	-	-	59	-	-	59	-	59
Total comprehensive income for the year	-	-	-	-	-	-	1,820	59	750,480	-	752,359	115,063	867,422
Capital contribution from non-controlling shareholders of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	45,476	45,476
Non-controlling interests arising from acquisitions of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	44,618	44,618
Acquisitions of non-controlling interests	-	-	-	-	-	(57,946)	-	-	-	-	(57,946)	(98,514)	(156,460)
Dividends paid to non-controlling shareholders	-	-	-	-	-	-	-	-	-	-	-	(1,050)	(1,050)
Final 2011 dividend declared	-	-	-	-	-	-	-	-	(247,929)	(247,929)	-	-	(247,929)
Proposed final 2012 dividend	-	(152,679)	-	-	-	-	-	-	152,679	-	-	-	-
Transfer from retained profits	-	-	-	89,544	-	-	-	-	(89,544)	-	-	-	-
At 31 December 2012	168	4,620,607	37,110	435,202	(1,386,176)	(61,910)	-	(89,247)	3,830,284	152,679	7,538,717	1,291,173	8,829,890
Profit for the year	-	-	-	-	-	-	-	-	1,010,067	-	1,010,067	13,020	1,023,087
Other comprehensive income for the year:													
Exchange differences on translation of foreign operations	-	-	-	-	-	-	-	22,121	-	-	22,121	-	22,121
Total comprehensive income for the year	-	-	-	-	-	-	-	22,121	1,010,067	-	1,032,188	13,020	1,045,208
Capital contribution from non-controlling shareholders of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	8,000	8,000
Acquisition of non-controlling interests	-	-	-	-	-	746	-	-	-	-	746	(25,235)	(24,489)
Dividends paid to non-controlling shareholders	-	-	-	-	-	-	-	-	-	-	-	(8,804)	(8,804)
Final 2012 dividend declared	-	-	-	-	-	-	-	-	(152,679)	(152,679)	-	-	(152,679)
Proposed final 2013 dividend	-	(204,106)	-	-	-	-	-	-	204,106	-	-	-	-
Transfer from retained profits	-	-	-	105,114	-	-	-	-	(105,114)	-	-	-	-
At 31 December 2013	168	4,416,501	37,110	540,316	(1,386,176)	(61,164)	-	(67,126)	4,735,237	204,106	8,418,972	1,278,154	9,697,126

* These reserve accounts comprise the consolidated reserves of RMB8,214,698,000 (2012: RMB7,385,870,000) in the consolidated statement of financial position.

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2013

	Notes	2013 RMB'000	2012 RMB'000
Operating activities			
Profit before tax		1,390,045	1,156,566
Adjustments for:			
– Share of profits and losses of joint ventures	19(b)	(4,791)	(5,309)
– Depreciation and impairment of property, plant and equipment	14	447,812	351,430
– Depreciation and impairment of investment properties	6(c)	885	–
– Amortisation of land use rights	15	34,199	24,529
– Amortisation of intangible assets	17	126,498	117,099
– Provision for impairment of trade receivables and other receivables	6(c)	–	27
– Interest income	5(b)	(57,060)	(40,502)
– Net loss on disposal of items of property, plant and equipment	5(b)	24,374	10,511
– Net loss on disposal of intangible assets	5(b)	2	797
– Finance costs	7	1,075,227	1,032,130
– Fair value losses/(gains), net			
– Available-for-sale investments (transfer from equity on disposal)	5(b)	–	1,820
– Listed equity investments held for trading	5(b)	2,248	(14,189)
– Dividend income from listed equity investments	5(b)	(1,215)	(1,250)
– Gain on disposal of available-for-sale investments	5(b)	–	(3,370)
		3,038,224	2,630,289
Decrease in pledged bank deposits		268,598	562,421
(Increase)/decrease in cash in transit		(7,934)	1,909
Increase in trade receivables		(9,981)	(80,403)
Increase in prepayments, deposits and other receivables		(860,726)	(468,789)
(Increase)/decrease in inventories		(463,807)	313,662
Increase/(decrease) in trade and bills payables		175,935	(2,308,096)
Decrease in other payables and accruals		(66,620)	(234,667)
Decrease in amounts due from related parties – trade related		781	2,918
(Decrease)/increase in amounts due to related parties – trade related		(15,280)	13,998
		2,059,190	433,242
Cash generated from operations		2,059,190	433,242
Tax paid		(252,588)	(318,882)
		1,806,602	114,360
Net cash generated from operating activities		1,806,602	114,360

Consolidated Statement of Cash Flows (continued)

Year ended 31 December 2013

	Note	2013 RMB'000	2012 RMB'000
Investing activities			
Purchase of items of property, plant and equipment		(1,904,238)	(1,501,624)
Proceeds from disposal of items of property, plant and equipment		480,298	351,086
Purchase of land use rights		(344,914)	(315,376)
Purchase of intangible assets		(4,254)	(2,786)
Proceeds from disposal of available-for-sale investments		–	137,732
Prepayments for the potential acquisitions of equity interests from third parties		(226,486)	(738,155)
Acquisitions of subsidiaries		(170,787)	(901,066)
Decrease/(increase) in prepayments, deposits and other receivables		87,631	(111,698)
Dividends received from listed equity investments		1,215	1,250
Dividends received from a joint venture		15,000	–
Interest received		56,765	40,342
Net cash used in investing activities		(2,009,770)	(3,040,295)
Financing activities			
Proceeds from bank loans and other borrowings		26,710,837	25,965,438
Repayments of bank loans and other borrowings		(26,164,118)	(21,935,244)
Decrease/(increase) in pledged bank deposits		196,697	(822,276)
Capital contribution from non-controlling shareholders of a subsidiary		8,000	1,641
Acquisitions of non-controlling interests		(13,600)	(117,370)
Net proceeds from issue of short term bonds		1,196,400	796,800
Repayment of short-term bonds		(800,000)	–
Interest paid for bank loans and other borrowings		(1,065,152)	(1,014,522)
Interest paid for senior notes	33	(59,374)	(59,375)
Interest paid for short term bonds		(44,000)	–
Capital element of finance lease rental payments		(42,059)	(26,150)
Dividends paid to the non-controlling shareholders		(9,197)	(6,366)
Dividends paid		(152,679)	(247,929)
Net cash (used in)/generated from financing activities		(238,245)	2,534,647
Net decrease in cash and cash equivalents		(441,413)	(391,288)
Cash and cash equivalents at beginning of year		4,096,803	4,487,819
Effect of foreign exchange rate changes, net		(1,349)	272
Cash and cash equivalents at end of year		3,654,041	4,096,803

STATEMENT OF FINANCIAL POSITION

31 December 2013

	Notes	2013 RMB'000	2012 RMB'000
NON-CURRENT ASSETS			
Investments in subsidiaries	43	1,963,329	2,024,809
Amounts due from subsidiaries	43	3,234,753	3,506,344
Total non-current assets		5,198,082	5,531,153
CURRENT ASSETS			
Prepayments, deposits and other receivables		–	2,077
Financial assets at fair value through profit or loss	23	59,794	63,949
Pledged bank deposits	24	51,610	53,203
Cash and cash equivalents	26	61,374	318
Total current assets		172,778	119,547
CURRENT LIABILITIES			
Bank loans and other borrowings	27	180,101	88,097
Senior notes, current portion	33	1,259,180	11,581
Other payables and accruals		–	28
Total current liabilities		1,439,281	99,706
NET CURRENT (LIABILITIES)/ASSETS		(1,266,503)	19,841
TOTAL ASSETS LESS CURRENT LIABILITIES		3,931,579	5,550,994
NON-CURRENT LIABILITIES			
Senior notes	33	–	1,239,951
NET ASSETS		3,931,579	4,311,043
EQUITY			
Share capital	35	168	168
Reserves	36	3,727,305	4,158,196
Proposed final dividend		204,106	152,679
Total equity		3,931,579	4,311,043

Huang Yi
Director

Li Guoqiang
Director

NOTES TO FINANCIAL STATEMENTS

31 December 2013

1. CORPORATE INFORMATION

The Company was incorporated in the Cayman Islands with limited liability under the Companies Law of the Cayman Islands. The registered office address of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The Company has established a principal place of business in Hong Kong which is located at Rooms 3504-12, 35th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong. The shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited on 26 March 2010.

During the year, the Group was principally engaged in the sale and service of motor vehicles.

In the opinion of the directors of the Company (the "Directors"), the ultimate controlling shareholders of the Company are Mr. Huang Yi and Mr. Li Guoqiang.

2.1 BASIS OF PRESENTATION

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 ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for financial assets at fair value through profit or loss which have been measured at fair value. These financial statements are presented in Renminbi ("RMB") and all values are rounded to the nearest thousand except when otherwise indicated.

As at 31 December 2013, the Group had net current liabilities of approximately RMB2,879,038,000. The directors believe that the Group has sufficient cash flows from the operations and current available banking facilities to meet its liabilities as and when they fall due. Therefore, the financial statements are prepared on a going concern basis.

BASIS OF CONSOLIDATION

The consolidated financial statements include the financial statements of the Company and its subsidiaries (together, the "Group") 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.

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

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described in the accounting policy for subsidiaries below. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

Notes to Financial Statements

31 December 2013

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 financial statements.

HKFRS 1 Amendments	Amendments to HKFRS 1 <i>First-time Adoption of Hong Kong Financial Reporting Standards – Government Loans</i>
HKFRS 7 Amendments	Amendments to HKFRS 7 <i>Financial Instruments: Disclosures – 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>
HKAS 1 Amendments	Amendments to HKAS 1 <i>Presentation of Financial Statements – 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>
HKAS 36 Amendments	Amendments to HKAS 36 <i>Impairment of Assets – Recoverable Amount Disclosures for Non-Financial Assets</i> (early adopted)
HK(IFRIC)-Int 20	<i>Stripping Costs in the Production Phase of a Surface Mine</i>
<i>Annual Improvements 2009–2011 Cycle</i>	Amendments to a number of HKFRSs issued in June 2012

The adoption of the new and revised HKFRSs has had no significant financial effect on these financial statements.

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

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

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

¹ Effective for annual periods beginning on or after 1 January 2014

² Effective for annual periods beginning on or after 1 July 2014

³ Effective for annual periods beginning on or after 1 January 2016

⁴ No mandatory effective date yet determined but is available for adoption

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Further information about those HKFRSs that are expected to be applicable to the Group is as follows:

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

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

In December 2013, the HKICPA added to HKFRS 9 the requirements related to hedge accounting and made some related changes to HKAS 39 and HKFRS 7 which include the corresponding disclosures about risk management activity for applying hedge accounting. The amendments to HKFRS 9 relax the requirements for assessing hedge effectiveness which result in more risk management strategies being eligible for hedge accounting. The amendments also allow greater flexibility on the hedged items and relax the rules on using purchased options and non-derivative financial instruments as hedging instruments. In addition, the amendments to HKFRS 9 allow an entity to apply only the improved accounting for own credit risk-related fair value gains and losses arising on FVO liabilities as introduced in 2010 without applying the other HKFRS 9 requirements at the same time.

HKAS 39 is aimed to be replaced by HKFRS 9 in its entirety. Before this entire replacement, the guidance in HKAS 39 on impairment of financial assets continues to apply. The previous mandatory effective date of HKFRS 9 was removed by the HKICPA in December 2013 and a mandatory effective date will be determined after the entire replacement of HKAS 39 is completed. However, the standard is available for application now. The Group will quantify the effect in conjunction with other phases, when the final standard including all phases is issued.

Amendments to HKFRS 10 include a definition of an investment entity and provide an exception to the consolidation requirement for entities that meet the definition of an investment entity. Investment entities are required to account for subsidiaries at fair value through profit or loss in accordance with HKFRS 9 rather than consolidate them. Consequential amendments were made to HKFRS 12 and HKAS 27 (2011). The amendments to HKFRS 12 also set out the disclosure requirements for investment entities. The Group expects that these amendments will not have any impact on the Group as the Company is not an investment entity as defined in HKFRS 10.

The HKAS 32 Amendments clarify the meaning of "currently has a legally enforceable right to set off" for offsetting financial assets and financial liabilities. The amendments also clarify the application of the offsetting criteria in HKAS 32 to settlement systems (such as central clearing house systems) which apply gross settlement mechanisms that are not simultaneous. The amendments are not expected to have any impact on the financial position or performance of the Group upon adoption on 1 January 2014.

Notes to Financial Statements

31 December 2013

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:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) 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 that are not classified as held for sale in accordance with HKFRS 5 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 the unanimous consent of the parties sharing control.

The Group's investments in joint ventures are 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 the consolidated statement of profit or loss and consolidated 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 investments in the joint ventures, except where unrealised losses provide evidence of an impairment of the asset transferred.

The results of joint ventures are included in the Company's statement of profit or loss to the extent of dividends received and receivable. The Company's investments in joint ventures are treated as non-current assets and are stated at cost less any impairment losses.

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 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 and 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 measured 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.

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

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

Where goodwill 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 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.

Notes to Financial Statements

31 December 2013

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

FAIR VALUE MEASUREMENT

The Group measures its derivative financial instruments and equity investments at fair value at the end of each reporting period. 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.

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.

IMPAIRMENT OF NON-FINANCIAL ASSETS

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, financial assets and goodwill), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs 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 the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

IMPAIRMENT OF NON-FINANCIAL ASSETS (continued)

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 the statement of profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

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) a 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).

Notes to Financial Statements

31 December 2013

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 the statement of 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 estimated useful lives and residual values of property, plant and equipment are as follows:

Category	Estimated useful life	Estimated residual value
Buildings	10–30 years	5%
Leasehold improvements	5 years	–
Plant and machinery	5–10 years	5%
Furniture and fixtures	5 years	5%
Motor vehicles	5–10 years	5%

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 the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents buildings, plant and machinery under construction or pending installation, which are stated at cost less any impairment losses, and are not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds 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.

INVESTMENT PROPERTIES

Investment properties are interests in land and buildings held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured at historical cost less accumulated depreciation and provision for any impairment in value. Depreciation is calculated on the straight-line basis over the expected useful life.

Subsequent expenditure is charged to the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed in the statement of profit or loss during the financial period in which they are incurred.

Any gains or losses on the retirement on disposal of an investment property are recognised in the statement of profit or loss in the year of the retirement or disposal.

Notes to Financial Statements

31 December 2013

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**INVESTMENT PROPERTIES (continued)**

If an investment property becomes owner-occupied, it is reclassified as property, plant and equipment, and its carrying amount at the date of reclassification becomes its cost for accounting purposes. If an item of property, plant and equipment becomes an investment property because its use has changed, the carrying amount of this item at the date of transfer is recognised as the cost of an investment property for accounting purposes. Property being constructed or developed for future as an investment property is classified as an investment property.

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 at the date of acquisition. The useful lives of intangible assets are assessed to be finite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives. The principal estimated useful lives of intangible assets are as follows:

Software	3–5 years
Dealership agreements	20–40 years
Customer relationships	15 years
Others	5–44 years

LEASES

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

Assets acquired through hire purchase contracts of a financing nature are accounted for as finance leases, but are depreciated over their estimated useful lives.

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 the statement of profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to the statement of 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.

LAND USE RIGHTS

All land in Mainland China is state-owned and no individual land ownership rights exist. The Group acquires the right to use certain land and the consideration paid for such a right is recorded as land use rights, which are amortised over the lease terms of 26 to 68 years using the straight-line method.

Notes to Financial Statements

31 December 2013

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**INVESTMENTS AND OTHER FINANCIAL ASSETS***INITIAL RECOGNITION AND MEASUREMENT*

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial investments, as appropriate. 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, except in the case of financial assets recorded at fair value through profit or loss.

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

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

FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial assets at fair value through profit or loss include financial assets held for trading. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments as defined by HKAS 39.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with positive net changes in fair value presented as other income and gains and negative net changes in fair value presented as finance costs in the statement of profit or loss. These net fair value changes do not include any dividends or interest earned on these financial assets, which are recognised in accordance with the policies set out for "Revenue recognition" below.

Financial assets designated upon initial recognition as at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in HKAS 39 are satisfied.

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

LOANS AND RECEIVABLES

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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 (i.e., removed from the Group's consolidated statement of financial position) 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.

IMPAIRMENT OF FINANCIAL ASSETS

The Group assesses at the end of each reporting period whether there is 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 whether 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 loss is recognised in the statement of 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.

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 write-off is later recovered, the recovery is credited to other expenses in the statement of profit or loss.

Notes to Financial Statements

31 December 2013

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**IMPAIRMENT OF FINANCIAL ASSETS (continued)***ASSETS CARRIED AT COST*

If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Impairment losses on these assets are not reversed.

FINANCIAL LIABILITIES*INITIAL RECOGNITION AND MEASUREMENT*

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

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 payables, short term bonds, senior notes, amounts due to related parties, and bank loans and other borrowings.

SUBSEQUENT MEASUREMENT

The subsequent measurement of loans and borrowings is as follows:

LOANS AND BORROWINGS

After initial recognition, banks loans and other borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of 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 the statement of 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 the statement of profit or loss.

OFFSETTING OF FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are offset and the net amount is reported in the 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 calculated on specific identification basis as appropriate and comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs to be incurred to completion and disposal.

Notes to Financial Statements

31 December 2013

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

CASH AND CASH EQUIVALENTS

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

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

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, associates and joint ventures, 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
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, 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.

Notes to Financial Statements

31 December 2013

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**INCOME TAX (continued)**

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 periods that the costs, which it is intended to compensate, are expensed.

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) 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) from the rendering of services, on the percentage of completion basis, in the period in which the services are rendered;
- (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.

VENDOR REBATES

Volume-related vendor rebates are recognised as a deduction from cost of sales on an accrual basis based on the expected entitlement earned up to the reporting date for each relevant supplier contract.

Rebates relating to items purchased but still held at the reporting date are deducted from the carrying value of these items so that the cost of inventories is recorded net of applicable rebates.

EMPLOYEE BENEFITS

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute certain percentage of their payroll costs to the central pension scheme. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

Notes to Financial Statements

31 December 2013

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**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. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. 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.

Where funds have been borrowed generally, and used for the purpose of obtaining qualifying assets, a capitalisation rate ranging between 7.45% and 9.76% has been applied to the expenditure on the individual assets.

DIVIDENDS

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

FOREIGN CURRENCIES

These financial statements are presented in RMB. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using their respective 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 the statement of profit or loss.

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 measured. 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 item whose fair value gain or loss is recognised in other comprehensive income or the profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

The functional currencies of the Company and certain overseas subsidiaries are currencies other than RMB. 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 statements of profit or loss are translated into RMB at the weighted average exchange rates for the year.

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

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

Notes to Financial Statements

31 December 2013

3. SIGNIFICANT ACCOUNTING JUDGEMENT 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

In the process of applying the Group's accounting policies, management has made the following judgement, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

DEFERRED TAX ASSETS

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying value of deferred tax assets recognised was RMB196,591,000 (2012: RMB132,086,000) as at 31 December 2013. More details are given in note 32(b).

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 GOODWILL

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimation of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill was RMB2,033,576,000 (2012: RMB2,033,576,000) as at 31 December 2013. More details are given in note 18.

IMPAIRMENT OF NON-FINANCIAL ASSETS (OTHER THAN GOODWILL)

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting date. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

USEFUL LIVES OF INTANGIBLE ASSETS

The intangible assets are depreciated on a straight-line basis by taking into account the residual value. The Group reviews the estimated useful lives periodically to determine the related amortisation charges for its intangible assets. The estimation is based on the historical experience of the actual useful lives of intangible assets of similar nature and functions, with consideration of market condition. Management will increase the amortisation charges when useful lives become shorter than previously estimated.

Notes to Financial Statements

31 December 2013

3. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES (continued)**ESTIMATION UNCERTAINTY (continued)****USEFUL LIVES OF PROPERTY, PLANT AND EQUIPMENT**

The Group's management determines the estimated useful lives and the related depreciation charge for the Group's property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. Management will increase the depreciation charge where useful lives are less than previously estimated lives, or will write off or write down technically obsolete or non-strategic assets that have been abandoned or sold. Actual economic lives may differ from estimated useful lives. Periodic review could result in a change in depreciable lives and therefore depreciation charge in the future periods.

4. OPERATING SEGMENT INFORMATION

The Group's principal business is the sale and service of motor vehicles. For management purposes, the Group operates in one business unit based on its products, and has one reportable segment which is the sale of motor vehicles and the provision of related services.

No operating segments have been aggregated to form the above reportable operating segment.

INFORMATION ABOUT GEOGRAPHICAL AREA

Since over 90% of the Group's revenue and operating profit were generated from the sale and service of motor vehicles in Mainland China and over 90% of the Group's identifiable assets and liabilities were located in Mainland China, no geographical information is presented in accordance with HKFRS 8 *Operating Segments*.

INFORMATION ABOUT MAJOR CUSTOMERS

Since none of the Group's sales to a single customer amounted to 10% or more of the Group's revenue during the year, no major customers' information is presented in accordance with HKFRS 8 *Operating Segments*.

5. REVENUE, OTHER INCOME AND GAINS, NET**(a) Revenue:**

	2013 RMB'000	2012 RMB'000
Revenue from the sale of motor vehicles	46,492,958	45,219,229
Others	6,034,418	4,829,059
	52,527,376	50,048,288

(b) Other income and gains, net:

	2013 RMB'000	2012 RMB'000
Commission income	599,770	445,968
Rental income	38,541	27,643
Interest income	57,060	40,502
Government grants	11,176	19,178
Net loss on disposal of items of property, plant and equipment	(24,374)	(10,511)
Net loss on disposal of intangible assets	(2)	(797)
Gain on disposal of available-for-sale investments	-	3,370
Fair value (losses)/gains, net:		
Available-for-sale investments (transfer from equity on disposal)	-	(1,820)
Financial assets at fair value through profit or loss		
- listed equity investments held for trading	(2,248)	14,189
Dividend income from listed equity investments	1,215	1,250
Others	78,265	150,487
	759,403	689,459

Notes to Financial Statements

31 December 2013

6. PROFIT BEFORE TAX

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

	2013 RMB'000	2012 RMB'000
(a) Employee benefit expense (including directors' and chief executive officer's remuneration (note 9)):		
Wages and salaries	1,200,961	1,098,629
Pension scheme contributions	179,139	157,592
Other welfare	82,287	80,000
	1,462,387	1,336,221
(b) Cost of sales and services provided:		
Cost of sales of motor vehicles	44,544,024	43,215,761
Others	3,222,612	2,548,596
	47,766,636	45,764,357
(c) Other items:		
Depreciation and impairment of property, plant and equipment	447,812	351,430
Depreciation and impairment of investment properties	885	–
Amortisation of land use rights	34,199	24,529
Amortisation of intangible assets	126,498	117,099
Auditors' remuneration	5,600	5,400
Lease expenses	148,651	108,642
Advertisement expenses	163,820	146,743
Office expenses	166,476	159,349
Logistics expenses	105,735	95,604
Business promotion expenses	237,368	257,425
Provision for impairment of trade receivables and other receivables	–	27
Net loss on disposal of items of property, plant and equipment	24,374	10,511
Net loss on disposal of intangible assets	2	797
Fair value losses/(gains), net:		
Available-for-sale investments (transfer from equity on disposal)	–	1,820
Financial assets at fair value through profit or loss		
– listed equity investments held for trading	2,248	(14,189)
Dividend income from listed equity investments	(1,215)	(1,250)
Gain on disposal of available-for-sale investments	–	(3,370)

Notes to Financial Statements

31 December 2013

7. FINANCE COSTS

	2013 RMB'000	2012 RMB'000
Interest expense on bank borrowings wholly repayable within five years	931,872	931,494
Interest expense on senior notes	67,022	66,696
Interest expense on other borrowings	136,731	118,803
Interest expense on finance leases	3,926	2,924
Interest expense on short term bonds	49,102	24,398
Less: Interest capitalised	(113,426)	(112,185)
	1,075,227	1,032,130

8. INCOME TAX EXPENSE

(a) Tax in the consolidated statement of profit or loss represents:

	2013 RMB'000	2012 RMB'000
Current Mainland China corporate income tax	427,811	364,796
Deferred tax (note 32(b))	(60,853)	(73,773)
	366,958	291,023

Pursuant to Section 6 of the Tax Concessions Law (1999 Revision) of the Cayman Islands, the Company has obtained an undertaking from the Governor-in-Council that no law which is enacted in the Cayman Islands imposing any tax to be levied on profits, income, gain or appreciation shall apply to the Company or its operations.

The subsidiaries incorporated in the BVI are not subject to income tax as these subsidiaries do not have a place of business (other than a registered office only) or carry on any business in the BVI.

Hong Kong profits tax has been provided at the rate of 16.5% (2012: 16.5%) on the estimated assessable profits arising in Hong Kong during the year.

According to the Corporate Income Tax Law ("CIT") of the People's Republic of China, the income tax rates for both domestic and foreign investment enterprises in Mainland China are unified at 25% effective from 1 January 2008.

Certain subsidiaries of the Group enjoyed preferential CIT rates which were lower than 25% during the reporting period as approved by the relevant tax authorities or operated in designated areas with preferential CIT policies in the PRC.

Notes to Financial Statements

31 December 2013

8. INCOME TAX EXPENSE (continued)

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

A reconciliation of the tax expense applicable to profit before tax using the applicable rates for the regions in which the Company and its subsidiaries are domiciled to the tax expense at the effective tax rates is as follows:

	2013 RMB'000	2012 RMB'000
Profit before tax	1,390,045	1,156,566
Tax at the statutory tax rate (25%)	347,511	289,142
Tax effect of non-deductible expenses	14,084	16,383
Income not subject to tax	(4,226)	(6,838)
Profits attributable to joint ventures	(1,198)	(1,327)
Lower tax rates for specific provinces or enacted by local authority	8,502	2,961
Tax losses utilised from previous periods	–	(9,834)
Tax losses not recognised	2,285	536
	366,958	291,023
Tax charge	366,958	291,023

9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

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

	2013 RMB'000	2012 RMB'000
Fees	600	609
Other emoluments:		
Salaries, allowances and other benefits	11,336	11,122
Contributions to defined contribution retirement schemes	274	218
	11,610	11,340
	12,210	11,949

Notes to Financial Statements

31 December 2013

9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)**(a) INDEPENDENT NON-EXECUTIVE DIRECTORS**

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

	2013 RMB'000	2012 RMB'000
– Mr. Shigeno Tomihei	200	203
– Mr. Ng Yuk Keung	200	203
– Mr. Shen Jinjun	200	203
	600	609

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

(b) EXECUTIVE DIRECTORS, A NON-EXECUTIVE DIRECTOR AND THE CHIEF EXECUTIVE

	Fees RMB'000	Salaries, allowances and other benefits RMB'000	Discretionary bonuses RMB'000	Contributions to defined contribution retirement schemes RMB'000	Total RMB'000
2013					
Executive directors:					
– Mr. Huang Yi	–	2,076	–	12	2,088
– Mr. Yu Guangming	–	1,830	–	68	1,898
– Mr. Du Qingshan	–	1,832	–	61	1,893
– Mr. Si Wei	–	600	–	59	659
Executive director and chief executive:					
– Mr. Li Guoqiang	–	4,998	–	74	5,072
Non-executive director:					
– Mr. Leng Xuesong	–	–	–	–	–
	–	11,336	–	274	11,610
2012					
Executive directors:					
– Mr. Huang Yi	–	2,108	–	10	2,118
– Mr. Yu Guangming	–	1,845	–	67	1,912
– Mr. Du Qingshan	–	1,834	–	56	1,890
– Mr. Si Wei	–	303	–	19	322
Executive director and chief executive:					
– Mr. Li Guoqiang	–	5,032	–	66	5,098
Non-executive director:					
– Mr. Leng Xuesong	–	–	–	–	–
	–	11,122	–	218	11,340

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year (2012: Nil).

Notes to Financial Statements

31 December 2013

10. FIVE HIGHEST PAID INDIVIDUALS

The five highest paid employees during the year included two directors and the chief executive (2012: three directors and the chief executive), details of whose remuneration are set out in note 9 above. Details of the remuneration for the year of the remaining two (2012: one) highest paid employees who are neither a director nor chief executive of the Company are as follows:

	2013 RMB'000	2012 RMB'000
Salaries, bonuses, allowances and benefits in kind	4,755	1,834
Pension scheme contributions	120	56
	4,875	1,890

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

	Number of employees	
	2013	2012
HK\$2,000,001 to HK\$2,500,000	1	1
HK\$3,500,001 to HK\$4,000,000	1	–
	2	1

11. DIVIDENDS

	2013 RMB'000	2012 RMB'000
Proposed final – HK\$0.12 (approximately RMB0.10) (2012: HK\$0.10) per ordinary share	204,106	152,679

The calculation of the proposed final dividend for the year ended 31 December 2013 is based on the proposed final dividend per ordinary share, and the total number of ordinary shares as at 31 March 2014.

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

During the year ended 31 December 2013, a final dividend of HK\$0.10 per ordinary share in respect of the year ended 31 December 2012 was declared and paid to the ordinary equity holders of the Company. The aggregate amount of the final dividend declared and paid in the year ended 31 December 2013 amounted to HK\$190,848,000 (equivalent to RMB152,679,000).

Notes to Financial Statements

31 December 2013

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

The calculation of basic earnings per share amounts is based on the profit for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 1,908,481,295 (2012: 1,908,481,295) in issue during the year.

No adjustment has been made to the basic earnings per share amounts presented in 2013 and 2012 in respect of a dilution as the Group had no potentially dilutive ordinary shares in issue during 2013 and 2012.

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

EARNINGS

	2013 RMB'000	2012 RMB'000
Profit attributable to ordinary equity holders of the parent	1,010,067	750,480

SHARES

	Number of Shares	
	2013	2012
Weighted average number of ordinary shares in issue during the year	1,908,481,295	1,908,481,295

EARNINGS PER SHARE

	2013 RMB	2012 RMB
Basic	0.53	0.39
Diluted	0.53	0.39

13. PROFIT ATTRIBUTABLE TO OWNERS OF THE PARENT

The consolidated profit attributable to owners of the parent for the year ended 31 December 2013 includes a loss of RMB61,814,000 (2012: a loss of RMB59,377,000) which has been dealt with in the financial statements of the Company (note 36).

Notes to Financial Statements

31 December 2013

14. PROPERTY, PLANT AND EQUIPMENT

	Buildings RMB'000	Leasehold improvements RMB'000	Plant and machinery RMB'000	Furniture and fixtures RMB'000	Motor vehicles RMB'000	Construction in progress RMB'000	Total RMB'000
Cost:							
At 1 January 2013	3,511,119	314,867	411,529	328,255	1,090,670	419,594	6,076,034
Exchange realignment	-	(22)	606	(6)	(72)	-	506
Additions	196,561	56,930	71,655	46,733	720,924	1,030,573	2,123,376
Acquisition of a subsidiary (note 37)	-	-	-	30	52,414	-	52,444
Transfer	528,416	14,927	323	1,422	-	(545,088)	-
Disposals	-	(8,073)	(8,279)	(7,619)	(654,127)	-	(678,098)
At 31 December 2013	4,236,096	378,629	475,834	368,815	1,209,809	905,079	7,574,262
Accumulated depreciation and impairment:							
At 1 January 2013	428,191	112,767	142,822	155,780	196,517	-	1,036,077
Exchange realignment	-	(22)	251	(6)	(38)	-	185
Depreciation and impairment provided during the year	132,379	53,278	44,655	52,200	165,300	-	447,812
Disposals	-	(5,567)	(4,702)	(3,309)	(155,849)	-	(169,427)
At 31 December 2013	560,570	160,456	183,026	204,665	205,930	-	1,314,647
Net book amount:							
At 31 December 2013	3,675,526	218,173	292,808	164,150	1,003,879	905,079	6,259,615
Cost:							
At 1 January 2012	2,480,969	213,870	297,616	256,373	894,727	515,129	4,658,684
Exchange realignment	-	-	2,249	-	-	-	2,249
Additions	162,194	98,902	62,823	62,132	642,325	665,375	1,693,751
Acquisition of subsidiaries	104,578	1,422	49,984	11,751	49,051	14,675	231,461
Transfer	763,378	3,753	4,364	4,090	-	(775,585)	-
Disposals	-	(3,080)	(5,507)	(6,091)	(495,433)	-	(510,111)
At 31 December 2012	3,511,119	314,867	411,529	328,255	1,090,670	419,594	6,076,034
Accumulated depreciation and impairment:							
At 1 January 2012	325,202	70,986	91,104	112,682	171,879	-	771,853
Exchange realignment	-	-	1,171	-	-	-	1,171
Depreciation and impairment provided during the year	89,510	43,034	32,522	44,620	141,744	-	351,430
Acquisition of subsidiaries	13,479	-	21,141	3,194	11,012	-	48,826
Disposals	-	(1,253)	(3,116)	(4,716)	(128,118)	-	(137,203)
At 31 December 2012	428,191	112,767	142,822	155,780	196,517	-	1,036,077
Net book amount:							
At 31 December 2012	3,082,928	202,100	268,707	172,475	894,153	419,594	5,039,957

Notes to Financial Statements

31 December 2013

14. PROPERTY, PLANT AND EQUIPMENT (continued)

The Group has yet to obtain property ownership certificates for certain buildings with an aggregate net book value of RMB2,196,302,000 as at 31 December 2013 (2012: RMB2,142,451,000). Notwithstanding this, the directors are of the opinion that the Group owned the beneficial title to these buildings as at 31 December 2013 and 2012, respectively.

As at 31 December 2013, certain of the Group's buildings with an aggregate net book value of approximately RMB362,194,000 (2012: RMB263,065,000) were pledged as security for the Group's bank loans (note 27(b)).

15. LAND USE RIGHTS

	2013 RMB'000	2012 RMB'000
Cost:		
At the beginning of the year	1,535,246	1,148,249
Additions	692,623	386,997
At the end of the year	2,227,869	1,535,246
Amortisation:		
At the beginning of the year	88,155	63,626
Charge for the year	34,199	24,529
At the end of the year	122,354	88,155
Net book value:		
At the end of the year	2,105,515	1,447,091

The lease prepayments of the Group represent the cost of the Group's land use rights in respect of land located in Mainland China. The remaining periods of the land use rights of the Group are from 22 to 66 years.

As at 31 December 2013, certain of the Group's land use rights with an aggregate net book value of approximately RMB780,538,000 (2012: RMB217,228,000) were pledged as security for the Group's bank loans (note 27(b)).

The Group has yet to obtain the legal title of certain land use rights in Mainland China with an aggregate net book value of RMB266,441,000 as at 31 December 2013 (2012: RMB285,143,000). Notwithstanding this, the directors are of the opinion that the Group owned the beneficial title to these land use rights as at 31 December 2013 and 2012, respectively.

16. PREPAYMENTS

	2013 RMB'000	2012 RMB'000
Prepaid lease for land	163,242	102,027
Prepayment for land use rights	230,793	379,783
Prepaid lease for buildings	72,913	84,005
Prepayments for potential acquisitions	385,410	898,103
	852,358	1,463,918

Notes to Financial Statements

31 December 2013

17. INTANGIBLE ASSETS

	Software RMB'000	Dealership agreements RMB'000	Customer relationships RMB'000	Others RMB'000	Total RMB'000
Cost:					
At 1 January 2013	35,546	1,906,785	701,701	89,405	2,733,437
Exchange realignment	2	-	-	466	468
Additions	2,242	16,000	-	2,026	20,268
Acquisition of a subsidiary (note 37)	13	-	-	16,489	16,502
Disposals	(198)	-	-	-	(198)
At 31 December 2013	37,605	1,922,785	701,701	108,386	2,770,477
Accumulated amortisation:					
At 1 January 2013	15,559	157,261	85,503	3,601	261,924
Exchange realignment	1	-	-	32	33
Amortisation provided during the year	4,577	68,078	46,780	7,063	126,498
Disposals	(196)	-	-	-	(196)
At 31 December 2013	19,941	225,339	132,283	10,696	388,259
Net book value:					
At 31 December 2013	17,664	1,697,446	569,418	97,690	2,382,218
Cost:					
At 1 January 2012	33,888	1,734,475	612,901	5,247	2,386,511
Exchange realignment	-	-	-	2,562	2,562
Additions	2,786	-	-	40,000	42,786
Acquisition of subsidiaries	121	172,310	88,800	41,596	302,827
Disposals	(1,249)	-	-	-	(1,249)
At 31 December 2012	35,546	1,906,785	701,701	89,405	2,733,437
Accumulated amortisation:					
At 1 January 2012	11,671	91,868	41,292	390	145,221
Exchange realignment	-	-	-	52	52
Amortisation provided during the year	4,336	65,393	44,211	3,159	117,099
Acquisition of subsidiaries	4	-	-	-	4
Disposals	(452)	-	-	-	(452)
At 31 December 2012	15,559	157,261	85,503	3,601	261,924
Net book value:					
At 31 December 2012	19,987	1,749,524	616,198	85,804	2,471,513

The Group's principal identifiable intangible assets represent dealership agreements in Mainland China with various vehicle manufacturers and customer relationships acquired from third parties. The dealership agreements do not include a specified contract period or termination arrangement.

The customer relationships are amortised over 15 years and the dealership agreements are amortised from 20 years to 40 years, which are management's best estimation of their useful lives.

Notes to Financial Statements

31 December 2013

18. GOODWILL

	2013 RMB'000	2012 RMB'000
At the beginning of the year	2,033,576	1,697,884
Acquisition of subsidiaries	-	335,692
At the end of the year	2,033,576	2,033,576

IMPAIRMENT TESTING OF GOODWILL

The goodwill comprises the fair value of expected business synergies arising from the acquisitions, which is not separately recognised.

The recoverable amount of each cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. No growth has been projected beyond the five years. The discount rate applied to the cash flow projections beyond the one-year period is 16%.

ASSUMPTIONS USED IN THE VALUE IN USE CALCULATION

The following describes the key assumptions of the cash flow projections.

Sale and service of motor vehicles revenue – the bases used to determine the future earnings of sale and service of motor vehicles are the historical sales and the average growth rate of similar 4S stores of the Group over the last two years.

Operating expenses – the bases used to determine the values assigned are cost of inventories, staff costs, depreciation, amortisation and other operating expenses. The values assigned to the key assumptions reflect past experience and management's commitment to maintain its operating expenses at an acceptable level.

19. INVESTMENTS IN JOINT VENTURES

	2013 RMB'000	2012 RMB'000
Share of net assets	39,625	49,834

廈門中升豐田汽車銷售服務有限公司 (Xiamen Zhongsheng Toyota Automobile Sales & Services Co., Ltd.) ("Xiamen Zhongsheng"), 中升泰克提汽車服務(大連)有限公司 (Zhongsheng Tacti Automobile Services (Dalian) Co., Ltd.) ("Zhongsheng Tacti") and 提愛希汽車用品商貿(上海)有限公司 (TAC Automobile Accessories Trading (Shanghai) Co., Ltd.) ("TAC") are joint ventures of the Group and are considered to be related parties of the Group.

Notes to Financial Statements

31 December 2013

19. INVESTMENTS IN JOINT VENTURES (continued)**(a) PARTICULARS OF THE JOINT VENTURES**

Joint ventures	Place and date of registration	Authorised registered/paid-in/ issued capital	Percentage of			Principal activities
			Ownership interest	Voting power	Profit sharing	
Xiamen Zhongsheng	Xiamen, the PRC, 2002	RMB12,000,000	50%	50%	50%	Sale and service of motor vehicles
Zhongsheng Tacti	Dalian, the PRC, 2009	US\$3,000,000	50%	50%	50%	Sale and service of accessories
TAC	Shanghai, the PRC, 2011	RMB4,000,000	50%	50%	50%	Sale and service of accessories

(b) The following table illustrates the summarised financial information of the Group's joint ventures that are not individually material to the Group:

Share of the joint ventures' assets and liabilities:

	2013 RMB'000	2012 RMB'000
Non-current assets	2,107	9,563
Current assets	55,859	45,803
Current liabilities	(18,341)	(5,532)
Net assets	39,625	49,834

Share of the joint ventures' results:

	2013 RMB'000	2012 RMB'000
Income	204,820	234,612
Expenses	(198,574)	(227,531)
Tax	(1,455)	(1,772)
Profit for the year	4,791	5,309

Notes to Financial Statements

31 December 2013

20. INVENTORIES

	2013 RMB'000	2012 RMB'000
Motor vehicles	6,161,059	5,694,250
Spare parts and others	649,427	652,429
	6,810,486	6,346,679

As at 31 December 2013, certain of the Group's inventories with a carrying amount of approximately RMB1,269,547,000 (2012: RMB1,132,547,000) were pledged as security for the Group's bank loans and other borrowings (Note 27(b) and 27(d)).

As at 31 December 2013, certain of the Group's inventories with a carrying amount of approximately RMB731,256,000 (2012: RMB445,218,000) were pledged as security for the Group's bills payable.

21. TRADE RECEIVABLES

	2013 RMB'000	2012 RMB'000
Trade receivables	590,439	576,924
Impairment	(218)	(218)
	590,221	576,706

The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. Trade receivables are non-interest-bearing.

An aged analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of provision, is as follows:

	2013 RMB'000	2012 RMB'000
Within 3 months	483,032	507,171
More than 3 months but less than 1 year	45,647	51,283
Over 1 year	61,542	18,252
	590,221	576,706

Notes to Financial Statements

31 December 2013

21. TRADE RECEIVABLES (continued)

An aged analysis of the trade receivables that are not individually nor collectively considered to be impaired is as follows:

	2013 RMB'000	2012 RMB'000
Neither past due nor impaired	564,935	570,832
Over one year past due	25,286	5,874
	590,221	576,706

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.

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 are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

The movements in provision for impairment of trade receivables are as follows:

	2013 RMB'000	2012 RMB'000
At the beginning of the year	218	191
Impairment losses recognised	–	47
Impairment losses reversed	–	(20)
At the end of the year	218	218

Notes to Financial Statements

31 December 2013

22. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	2013 RMB'000	2012 RMB'000
Prepayments and deposits to suppliers	2,561,122	2,261,053
Deposits paid for acquisition of land use rights	903,069	494,238
Advances to certain companies to be acquired	139,169	102,305
Rebate receivables	2,375,878	1,971,484
VAT recoverable (i)	287,737	140,143
Receivables on disposal of items of property, plant and equipment	16,756	12,757
Interest receivables	1,735	1,440
Prepaid finance costs	24,049	27,500
Others	583,386	493,293
	6,892,901	5,504,213

Note:

- (i) The Group's sales of motor vehicles are subject to Mainland China Value Added Tax ("VAT"). Input VAT on purchases can be deducted from output VAT payable. The VAT recoverable is the net difference between output and deductible input VAT. The applicable tax rate for domestic sales of the Group is 17%.

The financial assets included in the above balances relate to receivables for which there was no recent history of default and none of them is past due.

	2013 RMB'000	2012 RMB'000
Prepayments, deposits, and other receivables	3,116,954	2,581,309
Impairment	(30)	(30)
	3,116,924	2,581,279

The movements in provision for impairment of prepayments, deposits and other receivables are as follows:

	2013 RMB'000	2012 RMB'000
At the beginning and the end of the year	30	30

Notes to Financial Statements

31 December 2013

23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	Group and Company	
	2013 RMB'000	2012 RMB'000
Listed equity investments – Hong Kong	59,794	63,949

- (1) The above equity investments at 31 December 2013 were classified as held for trading and were, upon initial recognition, designated by the Group as financial assets at fair value through profit or loss.
- (2) As at 31 December 2013, certain of the Group's listed equity investments with a carrying amount of approximately RMB41,613,000 (2012: RMB44,585,000) were pledged as security for the Group's bank loans and other borrowings (note 27(a)).

24. PLEDGED BANK DEPOSITS

	Group		Company	
	2013 RMB'000	2012 RMB'000	2013 RMB'000	2012 RMB'000
Deposits pledged with banks as collateral against credit facilities granted by the banks	1,612,276	2,079,167	51,610	53,203

Pledged bank deposits earn interest at interest rates stipulated by the respective financial institutions.

As at 31 December 2013, the pledged bank deposits of the Group denominated in a currency other than RMB amounted to RMB51,610,000 (2012: RMB53,203,000).

25. CASH IN TRANSIT

	2013 RMB'000	2012 RMB'000
Cash in transit	195,844	187,910

Cash in transit represents the sales proceeds settled by credit cards, which have yet to be credited to the Group by the banks.

Notes to Financial Statements

31 December 2013

26. CASH AND CASH EQUIVALENTS

	Group		Company	
	2013 RMB'000	2012 RMB'000	2013 RMB'000	2012 RMB'000
Cash and bank balances	3,588,349	3,971,803	61,374	318
Short term deposits	65,692	125,000	-	-
Cash and cash equivalents	3,654,041	4,096,803	61,374	318

As at 31 December 2013, the cash and bank balances and short term deposits of the Group denominated in a currency other than RMB amounted to RMB86,523,000 (2012: RMB26,195,000). 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.

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

Notes to Financial Statements

31 December 2013

27. BANK LOANS AND OTHER BORROWINGS GROUP

	Notes	2013			2012		
		Effective interest rate (%)	Maturity	RMB'000	Effective interest rate (%)	Maturity	RMB'000
Current							
Finance lease payables (note 34)		6-17	2014	19,069	6-17	2013	22,128
Bank overdrafts							
– secured	(a)	3	On demand	82,551	2	On demand	88,097
Bank loans							
– secured	(b)	2-8	2014	3,480,823	3-10	2013	2,900,052
– guaranteed	(c)	6	2014	7,364	7-8	2013	37,562
– unsecured		2-8	2014	9,930,876	4-9	2013	9,950,924
Other borrowings							
– secured	(d)	3-10	2014	296,683	3-9	2013	348,798
– unsecured		4-10	2014	46,991	8-9	2013	58,338
Current portion of long term bank loans							
– secured	(b)	7-8	2014	145,000	8	2013	50,000
– guaranteed	(c)	6-8	2014	43,587	–	–	–
– unsecured		7-9	2014	229,000	8	2013	85,000
				14,281,944			13,540,899
Non-current							
Finance lease payables (note 34)		6-17	2015-2016	2,783	6-17	2014-2015	4,031
Bank loans							
– secured	(b)	6-8	2015-2017	227,823	7-8	2014-2015	315,481
– guaranteed	(c)	8	2015	20,000	6	2014	24,326
– unsecured		7-9	2015-2018	307,500	7-9	2014	362,900
				558,106			706,738
				14,840,050			14,247,637

Notes to Financial Statements

31 December 2013

27. BANK LOANS AND OTHER BORROWINGS (continued)

COMPANY

	Notes	2013		2012	
		Effective interest rate (%)	Maturity	Effective interest rate (%)	Maturity
Current					
Bank overdrafts					
– secured	(a)	3	On demand	2	On demand
			82,551		88,097
Bank loans					
– secured	(b)	2	2014	–	–
			97,550		–
			180,101		88,097

	Group		Company	
	2013 RMB'000	2012 RMB'000	2013 RMB'000	2012 RMB'000
Analysed into:				
Bank loans and overdrafts repayable:				
Within one year or on demand	13,919,201	13,111,635	180,101	88,097
In the second year	256,000	518,226	–	–
In the third to fifth years	299,323	184,481	–	–
	14,474,524	13,814,342	180,101	88,097
Other borrowings repayable:				
Within one year	343,674	407,136	–	–
Finance lease payables:				
Within one year	19,069	22,128	–	–
In the second year	2,116	2,501	–	–
In the third year	667	1,530	–	–
	21,852	26,159	–	–
	14,840,050	14,247,637	180,101	88,097

Notes:

- (a) As at 31 December 2013, the Group had bank overdraft facilities amounted to RMB93,222,000 (2012: RMB97,786,000), of which RMB82,551,000 (2012: RMB88,097,000) had been utilised.

Certain of the Group's bank overdrafts amounted to RMB82,551,000 (2012: RMB88,097,000) were secured by mortgages over the Group's listed equity investments, which had an aggregate carrying amount of approximately RMB41,613,000 (2012: RMB44,585,000) as at 31 December 2013.

Notes to Financial Statements

31 December 2013

27. BANK LOANS AND OTHER BORROWINGS (continued)

Notes: (continued)

- (b) Certain of the Group's bank loans were secured by:
- (i) mortgages over the Group's land use rights situated in Mainland China, which had an aggregate carrying amount of approximately RMB780,538,000 (2012: RMB217,228,000) as at 31 December 2013;
 - (ii) mortgages over the Group's buildings, which had an aggregate carrying amount of approximately RMB362,194,000 (2012: RMB263,065,000) as at 31 December 2013;
 - (iii) mortgages over the Group's investment properties, which had an aggregate carrying amount of approximately RMB49,447,000 (2012: Nil) as at 31 December 2013; and
 - (iv) mortgages over the Group's inventories, which had an aggregate carrying amount of approximately RMB976,090,000 (2012: RMB807,202,000) as at 31 December 2013.
- (c) Certain of the Group's bank loans which amounted to RMB70,951,000 (2012: RMB61,888,000) were guaranteed by certain third parties as at 31 December 2013.
- (d) Certain of the Group's other borrowings were secured by mortgages over the Group's inventories, which had an aggregate carrying amount of approximately RMB293,457,000 (2012: RMB325,345,000) as at 31 December 2013.
- (e) All bank loans and other borrowings were denominated in RMB, except for certain bank overdrafts and bank loans which were denominated in Hong Kong dollars, USD and Euros, amounted to RMB656,499,000, RMB384,105,000 and RMB57,170,000 (2012: RMB693,804,000, Nil and RMB53,881,000), respectively.

28. SHORT TERM BONDS

At the end of each reporting period, outstanding short term bonds are summarised as follows:

	Face value RMB'000	Maturity	Fixed interest rate	2013 RMB'000	2012 RMB'000
Short term bonds	400,000	2013	5.70%	–	414,043
Short term bonds	400,000	2013	5.30%	–	407,155
Short term bonds	400,000	2014	5.90%	410,910	–
Short term bonds	400,000	2014	6.80%	408,099	–
Short term bonds	400,000	2014	6.40%	403,691	–
				1,222,700	821,198

All the short term bonds were issued for working capital.

Notes to Financial Statements

31 December 2013

29. TRADE AND BILLS PAYABLES

	2013 RMB'000	2012 RMB'000
Trade payables	1,056,468	602,601
Bills payable	2,859,141	3,137,073
	3,915,609	3,739,674

An aged analysis of the trade and bills payables as at the end of the reporting period, based on the invoice date, is as follows:

	2013 RMB'000	2012 RMB'000
Within 3 months	3,650,732	3,066,559
3 to 6 months	249,101	666,262
6 to 12 months	6,490	2,577
Over 12 months	9,286	4,276
	3,915,609	3,739,674

The trade and bills payables are non-interest-bearing.

30. OTHER PAYABLES AND ACCRUALS

	2013 RMB'000	2012 RMB'000
Payables for purchase of property, plant and equipment and land use rights	259,823	202,875
Advances and deposits from distributors	63,879	101,549
Advances from customers	783,940	686,471
Payables for purchase of equity interests from third parties	30,352	39,977
Staff payroll and welfare payables	2,879	3,262
Others	243,621	320,365
	1,384,494	1,354,499

Notes to Financial Statements

31 December 2013

31. EMPLOYEE RETIREMENT BENEFITS

In compliance with the Mandatory Provident Fund Schemes Ordinance (the “MPF Ordinance”), the Company has participated in an MPF scheme, which is a defined contribution scheme managed by an independent trustee, to provide retirement benefits to its Hong Kong employees. Contributions to the MPF scheme are made in accordance with the statutory limits prescribed by the MPF Ordinance.

As stipulated by the People’s Republic of China (the “PRC”) state regulations, the subsidiaries in Mainland China participate in a defined contribution retirement scheme. All employees are entitled to an annual pension equal to a fixed proportion of the average basic salary amount of the geographical area of their last employment at their retirement date. The Mainland China subsidiaries are required to make contributions to the local social security bureau at 10% to 22% (2012: 10% to 22%) of the previous year’s average basic salary amount of the geographical area where the employees are under employment with the Mainland China subsidiaries.

The Group has no obligation for the payment of pension benefits beyond the annual contributions as set out above.

According to the relevant rules and regulations of the PRC, the Mainland China subsidiaries and their employees are each required to make contributions to an accommodation fund at 7% to 18% (2012: 7% to 18%) of the salaries and wages of the employees which is administered by the Public Accumulation Funds Administration Centre. There is no further obligation on the part of the Group except for these contributions to the accommodation fund.

As at 31 December 2013, the Group had no significant obligation apart from the contributions as stated above.

32. INCOME TAX PAYABLE AND DEFERRED TAX

(a) The movements in income tax payable during the year are as follows:

	2013 RMB'000	2012 RMB'000
At the beginning of the year	455,298	392,622
Provision for current tax for the year	427,811	364,796
Transferred from deferred tax liabilities	–	16,762
Current tax paid	(252,588)	(318,882)
At the end of the year	630,521	455,298

Notes to Financial Statements

31 December 2013

32. INCOME TAX PAYABLE AND DEFERRED TAX (continued)

(b) Deferred tax assets and liabilities recognised:

The components of deferred tax assets and liabilities recognised in the consolidated statement of financial position and the movements during the year are as follows:

DEFERRED TAX ASSETS:

	Losses available for offsetting against future taxable profits RMB'000	Others RMB'000	Total RMB'000
At 1 January 2013	132,086	–	132,086
Deferred tax recognised in the consolidated statement of profit or loss during the year (note 8(a))	64,505	–	64,505
At 31 December 2013	196,591	–	196,591
At 1 January 2012	37,490	588	38,078
Deferred tax arising from acquisition of subsidiaries	13,575	–	13,575
Deferred tax recognised in the consolidated statement of profit or loss during the year (note 8(a))	81,021	(588)	80,433
At 31 December 2012	132,086	–	132,086

Notes to Financial Statements

31 December 2013

32. INCOME TAX PAYABLE AND DEFERRED TAX (continued)

(b) Deferred tax assets and liabilities recognised: (continued)

DEFERRED TAX LIABILITIES:

	Fair value adjustment arising from acquisition of subsidiaries RMB'000	Capitalisation of interest expenses and others RMB'000	Withholding tax RMB'000	Total RMB'000
At 1 January 2013	674,393	53,022	51,214	778,629
Deferred tax arising from acquisition of a subsidiary (note 37)	2,394	–	–	2,394
Deferred tax recognised in the consolidated statement of profit or loss during the year (note 8(a))	(31,736)	35,388	–	3,652
At 31 December 2013	645,051	88,410	51,214	784,675
At 1 January 2012	622,958	16,703	66,778	706,439
Deferred tax arising from acquisition of subsidiaries	81,094	–	1,198	82,292
Deferred tax recognised in the consolidated statement of profit or loss during the year (note 8(a))	(29,659)	36,319	–	6,660
Transferred to tax payable during the year	–	–	(16,762)	(16,762)
At 31 December 2012	674,393	53,022	51,214	778,629

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the PRC effective from 1 January 2008. A lower withholding tax rate may be applied if there is a tax arrangement between the PRC and the jurisdiction of the foreign investors. On 22 February 2008, Caishui (2008) No. 1 was promulgated by the tax authorities to specify that dividends declared and remitted out of the PRC from the retained profits as at 31 December 2007 are exempted from the withholding tax.

In the opinion of the directors, it is not probable that the Group's subsidiaries established in Mainland China will, in the foreseeable future, distribute earnings with an aggregate amount of temporary differences of approximately RMB4,267,520,000 (2012: RMB3,278,777,000) associated with investments in these subsidiaries for which deferred tax liabilities have not been recognised as at 31 December 2013.

Notes to Financial Statements

31 December 2013

33. SENIOR NOTES

	Group and Company	
	2013	2012
	RMB'000	RMB'000
Non-current	–	1,239,951
Current	1,259,180	11,581
	1,259,180	1,251,532

At initial recognition, the senior notes in their original currency are as follows:

	RMB'000
Face value of the senior notes	1,250,000
Less: issuance cost	(22,127)
	1,227,873

The movements in the carrying amount of the senior notes during the years are as follows:

	2013	2012
	RMB'000	RMB'000
At the beginning of the year	1,251,532	1,244,211
Add: interest expense (note 7)	67,022	66,696
Less: payment of interest	(59,374)	(59,375)
At the end of the year	1,259,180	1,251,532

On 14 April 2011, the Company issued senior notes maturing on 21 April 2014, with an aggregate principal amount of RMB1,250,000,000 and a fixed interest rate of 4.75% per annum (the “senior notes”). The senior notes are in senior unsecured obligations of the Company guaranteed by existing subsidiaries not incorporated under the laws of the People's Republic of China.

Interest of the senior notes is payable semi-annually in arrears on 21 April and 21 October in each year commencing from 21 October 2011.

On 25 April 2011, the senior notes were listed on the Singapore Exchange Securities Trading Limited.

Interest expense on the senior notes is calculated using the effective interest rate method by applying the effective interest rate of 5.47%.

Notes to Financial Statements

31 December 2013

34. FINANCE LEASE PAYABLES

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of finance leases, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation to reflect the purchase and financing.

Assets held under capitalised finance leases were included in its equipment.

At the end of the reporting period, the total future minimum lease payments under leases and their present values were as follows:

	Minimum lease payments 2013 RMB'000	Minimum lease payments 2012 RMB'000	Present value of minimum lease payments 2013 RMB'000	Present value of minimum lease payments 2012 RMB'000
Amount payables:				
Within one year	19,919	23,521	19,069	22,128
In the second year	2,334	2,739	2,116	2,501
In the third to fifth years	755	1,622	667	1,530
Total minimum finance lease payments	23,008	27,882	21,852	26,159
Future finance charges	(1,156)	(1,723)		
Total net finance lease payables	21,852	26,159		
Portion classified as current liabilities (note 27)	19,069	22,128		
Non-current portion (note 27)	2,783	4,031		

35. SHARE CAPITAL

Shares	2013 HK\$'000	2012 HK\$'000
Authorised:		
1,000,000,000,000 shares of HK\$0.0001 each	100,000	100,000
Issued and fully paid:		
1,908,481,295 shares of HK\$0.0001 each	191	191
Equivalent to RMB'000	168	168

Notes to Financial Statements

31 December 2013

36. RESERVES**GROUP***(i) DISCRETIONARY RESERVE FUND*

Pursuant to the articles of association of certain subsidiaries of the Group registered in the PRC, these subsidiaries are required to transfer part of their profits after taxation to the discretionary reserve fund. The amounts allocated to this reserve are determined by the respective boards of directors.

For the PRC subsidiaries, in accordance with the Company Law of the People's Republic of China, the discretionary reserve fund can be used to offset previous years' losses, if any, and may be converted into capital in proportion to the equity holders' existing equity holdings, provided that the balance after the conversion is not less than 25% of the registered capital.

(ii) STATUTORY RESERVE

Pursuant to the relevant PRC rules and regulations, those PRC subsidiaries which are domestic enterprises in the PRC as mentioned in note 43 to the consolidated financial statements are required to transfer no less than 10% of their profits after taxation, as determined under PRC accounting regulations, to the statutory reserve until the reserve balance reaches 50% of the registered capital. The transfer to this reserve must be made before the distribution of a dividend to shareholders.

(iii) EXCHANGE FLUCTUATION RESERVE

The exchange fluctuation reserve comprises all foreign exchange differences arising from the translation of the financial statements of companies outside Mainland China. The reserve is dealt with in accordance with the accounting policy set out in note 2.4.

(iv) MERGER RESERVE

The merger reserve of the Group represents the capital contributions from the equity holders of the Company.

(v) OTHER RESERVE

The other reserve of the Group represents the excess of the carrying amount of the non-controlling interests acquired over the consideration.

Notes to Financial Statements

31 December 2013

36. RESERVES (continued)
COMPANY

	Share premium RMB'000	Available- for-sale investment revaluation reserve RMB'000	Exchange fluctuation reserve RMB'000	Retained profits/ (accumulated losses) RMB'000	Total RMB'000
As at 1 January 2012	4,773,286	(1,820)	(439,194)	35,137	4,367,409
Total comprehensive loss for the year	–	1,820	1,023	(59,377)	(56,534)
Proposed final 2012 dividend	(152,679)	–	–	–	(152,679)
As at 31 December 2012	4,620,607	–	(438,171)	(24,240)	4,158,196
Total comprehensive loss for the year	–	–	(164,971)	(61,814)	(226,785)
Proposed final 2013 dividend	(204,106)	–	–	–	(204,106)
As at 31 December 2013	4,416,501	–	(603,142)	(86,054)	3,727,305

37. BUSINESS COMBINATION

On 1 July 2013, the Group acquired 100% of the equity interests of 上海舒樂巴士汽車租賃有限公司 (Shanghai Shule Bus and Car Rental Co., Ltd.), which is engaged in car rental service in Mainland China, from certain third parties at a total consideration of RMB43,104,000. The purchase consideration for the acquisition was in the form of cash, and was fully paid during the year.

The acquisition had the following effect on the Group's assets and liabilities on the acquisition date:

	Notes	Recognised fair values on acquisition date RMB'000
Property, plant and equipment	14	52,444
Intangible assets	17	16,502
Trade receivables		3,534
Prepayments, deposits and other receivables		2,348
Cash and cash equivalents		1,356
Other payables and accruals		(29,946)
Income tax payable		(740)
Deferred tax liabilities	32(b)	(2,394)
Total identifiable net assets at fair value		43,104
Total purchase consideration		43,104

An analysis of the cash flows in respect of the acquisition of a subsidiary is as follows:

Cash consideration paid	(43,104)
Cash and cash equivalents acquired	1,356
Net cash outflow	(41,748)

Notes to Financial Statements

31 December 2013

37. BUSINESS COMBINATION (continued)

Since the acquisition, the acquired business contributed RMB4,426,000 to the Group's other income and gains and RMB2,262,000 to the consolidated profit for the year ended 31 December 2013.

Had the combination taken place at the beginning of the year, the other income and gains and profit of the Group for the year would have been RMB762,063,000 and RMB1,022,344,000, respectively.

38. FINANCIAL INSTRUMENTS BY CATEGORY

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

GROUP

2013

Financial assets

	Financial assets at fair value through profit or loss RMB'000	Loans and receivables RMB'000	Total RMB'000
Financial assets at fair value through profit or loss	59,794	–	59,794
Trade receivables	–	590,221	590,221
Financial assets included in prepayments, deposits and other receivables	–	3,116,924	3,116,924
Amounts due from related parties	–	670	670
Pledged bank deposits	–	1,612,276	1,612,276
Cash in transit	–	195,844	195,844
Cash and cash equivalents	–	3,654,041	3,654,041
	59,794	9,169,976	9,229,770

Financial liabilities

	Financial liabilities at amortised cost RMB'000
Trade and bills payables	3,915,609
Financial liabilities included in other payables and accruals	536,675
Amounts due to related parties	814
Bank loans and other borrowings	14,840,050
Short term bonds	1,222,700
Senior notes	1,259,180
	21,775,028

Notes to Financial Statements

31 December 2013

38. FINANCIAL INSTRUMENTS BY CATEGORY (continued)**GROUP (continued)**

2012

Financial assets

	Financial assets at fair value through profit or loss RMB'000	Loans and receivables RMB'000	Total RMB'000
Financial assets at fair value through profit or loss	63,949	–	63,949
Trade receivables	–	576,706	576,706
Financial assets included in prepayments, deposits and other receivables	–	2,581,279	2,581,279
Amounts due from related parties	–	1,451	1,451
Pledged bank deposits	–	2,079,167	2,079,167
Cash in transit	–	187,910	187,910
Cash and cash equivalents	–	4,096,803	4,096,803
	63,949	9,523,316	9,587,265

Financial liabilities

	Financial liabilities at amortised cost RMB'000
Trade and bills payables	3,739,674
Financial liabilities included in other payables and accruals	566,479
Amounts due to related parties	16,094
Bank loans and other borrowings	14,247,637
Short term bonds	821,198
Senior notes	1,251,532
	20,642,614

Notes to Financial Statements

31 December 2013

38. FINANCIAL INSTRUMENTS BY CATEGORY (continued)**COMPANY**

2013

Financial assets

	Financial assets at fair value through profit or loss RMB'000	Loans and receivables RMB'000	Total RMB'000
Financial assets at fair value through profit or loss	59,794	–	59,794
Amounts due from subsidiaries	–	3,234,753	3,234,753
Pledged bank deposits	–	51,610	51,610
Cash and cash equivalents	–	61,374	61,374
	59,794	3,347,737	3,407,531

Financial liabilities

	Financial liabilities at amortised cost RMB'000
Bank loans and other borrowings	180,101
Senior notes	1,259,180
	1,439,281

Notes to Financial Statements

31 December 2013

38. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

COMPANY (continued)

2012

Financial assets

	Financial assets at fair value through profit or loss RMB'000	Loans and receivables RMB'000	Total RMB'000
Financial assets at fair value through profit or loss	63,949	–	63,949
Financial assets included in prepayments, deposits and other receivables	–	2,077	2,077
Amounts due from subsidiaries	–	3,506,344	3,506,344
Pledged bank deposits	–	53,203	53,203
Cash and cash equivalents	–	318	318
	63,949	3,561,942	3,625,891

Financial liabilities

	Financial liabilities at amortised cost RMB'000
Financial liabilities included in other payables and accruals	28
Bank loans and other borrowings	88,097
Senior notes	1,251,532
	1,339,657

Notes to Financial Statements

31 December 2013

39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's and the Company's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

GROUP AND COMPANY

	Carrying amounts		Fair values	
	2013 RMB'000	2012 RMB'000	2013 RMB'000	2012 RMB'000
Financial assets at fair value through profit or loss	59,794	63,949	59,794	63,949

FAIR VALUE HIERARCHY

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

*ASSETS MEASURED AT FAIR VALUE:**GROUP AND COMPANY*

As at 31 December 2013

	Fair value measurement using			Total RMB'000
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	
Financial assets at fair value through profit or loss:				
Listed equity investments – Hong Kong	59,794	–	–	59,794

As at 31 December 2012

	Fair value measurement using			Total RMB'000
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	
Financial assets at fair value through profit or loss:				
Listed equity investments – Hong Kong	63,949	–	–	63,949

LIABILITIES MEASURED AT FAIR VALUE:

The Group and the Company did not have any financial liabilities measured at fair value as at 31 December 2013 and 2012, respectively.

40. CONTINGENT LIABILITIES

As at 31 December 2013, neither the Group nor the Company had any significant contingent liabilities.

Notes to Financial Statements

31 December 2013

41. COMMITMENTS**(a) CAPITAL COMMITMENTS**

The Group had the following capital commitments at the end of the reporting period:

	2013 RMB'000	2012 RMB'000
Contracted, but not provided for land use rights and buildings	169,828	167,381
Contracted, but not provided for potential acquisitions	46,070	35,000
	215,898	202,381

(b) OPERATING LEASE COMMITMENTS

At the end of the reporting period, the Group had total future minimum lease payments under non-cancellable operating lease payables as follows:

	2013		2012	
	Properties RMB'000	Land RMB'000	Properties RMB'000	Land RMB'000
Within one year	71,443	50,030	72,050	44,068
After one year but within five years	190,235	207,459	256,768	178,429
After five years	195,335	346,466	147,304	363,218
	457,013	603,955	476,122	585,715

The Group is the lessee in respect of a number of properties and land held under operating leases. The leases typically run for an initial period of two to twenty years, with an option to renew the leases when all the terms are renegotiated.

42. PLEDGE OF ASSETS

Details of the Group's bank loans and other borrowings, which are secured by the assets of the Group, are included in note 14, note 15, note 20, note 23 and note 24 to the consolidated financial statements.

Notes to Financial Statements

31 December 2013

43. INVESTMENTS IN SUBSIDIARIES

	Company 2013 RMB'000	2012 RMB'000
Unlisted shares, at cost	1,963,329	2,024,809

The amounts due from subsidiaries included in the Company's non-current assets of RMB3,234,753,000 (2012: RMB3,506,344,000), are unsecured, interest-free and had no fixed repayment terms.

Particulars of the principal subsidiaries are as follows:

Company name	Place and date of incorporation/ operations	Authorised/registered/paid-in/ issued capital	Proportion of ownership interest		Principal activities
			Held by the Company %	Held by a subsidiary %	
中升(大連)集團有限公司 (Zhongsheng (Dalian) Group Co., Ltd.)	Dalian, the PRC 1998	Registered and paid-in capital of RMB700,000,000	–	100%	Investment holding
大連中升豐田汽車銷售服務有限公司 (Dalian Zhongsheng Toyota Automobile Sales & Services Co., Ltd.)	Dalian, the PRC 1995	Registered and paid-in capital of US\$8,000,000	–	100%	Sale and service of motor vehicles
大連中升集團汽車用品有限公司 (Dalian Zhongsheng Group Automobile Accessories Co., Ltd.)	Dalian, the PRC 1997	Registered and paid-in capital of US\$3,000,000	–	100%	Sale of automobile accessories
大連中升匯迪汽車銷售服務有限公司 (Dalian Zhongsheng Huidi Automobile Sales & Services Co., Ltd.)	Dalian, the PRC 1999	Registered and paid-in capital of RMB16,550,000	–	100%	Sale and service of motor vehicles
昆明中升汽車銷售服務有限公司 (Kunming Zhongsheng Automobile Sales & Services Co., Ltd.)	Kunming, the PRC 2005	Registered and paid-in capital of RMB12,000,000	–	100%	Sale and service of motor vehicles
昆明中升豐田汽車銷售服務有限公司 (Kunming Zhongsheng Toyota Automobile Sales & Services Co., Ltd.)	Kunming, the PRC 2002	Registered and paid-in capital of RMB5,000,000	–	100%	Sale and service of motor vehicles
上海中升豐田汽車銷售服務有限公司 (Shanghai Zhongsheng Toyota Automobile Sales & Services Co., Ltd.)	Shanghai, the PRC 2003	Registered and paid-in capital of RMB15,000,000	–	100%	Sale and service of motor vehicles
大連迎賓中升豐田汽車銷售服務有限公司 (Dalian Yingbin Zhongsheng Toyota Automobile Sales & Services Co., Ltd.)	Dalian, the PRC 2004	Registered and paid-in capital of US\$6,000,000	–	100%	Sale and service of motor vehicles

Notes to Financial Statements

31 December 2013

43. INVESTMENTS IN SUBSIDIARIES (continued)

Company name	Place and date of incorporation/ operations	Authorised/registered/paid-in/ issued capital	Proportion of ownership interest		Principal activities
			Held by the Company %	Held by a subsidiary %	
大連中升之星汽車銷售服務有限公司 (Dalian Zhongsheng Star Automobile Sales & Services Co., Ltd.)	Dalian, the PRC 2005	Registered and paid-in capital of RMB90,000,000	–	100%	Sale and service of motor vehicles
深圳中升豐田汽車服務有限公司 (Shenzhen Zhongsheng Toyota Automobile Services Co., Ltd.)	Shenzhen, the PRC 2004	Registered and paid-in capital of US\$2,250,000	–	60%	Sale and service of motor vehicles
廣州中升凌志汽車銷售服務有限公司 (Guangzhou Zhongsheng Lexus Automobile Sales & Services Co., Ltd.)	Guangzhou, the PRC 2002	Registered and paid-in capital of US\$10,000,000	–	100%	Sale and service of motor vehicles
大連中升凌志汽車銷售服務有限公司 (Dalian Zhongsheng Lexus Automobile Sales & Services Co., Ltd.)	Dalian, the PRC 2004	Registered and paid-in capital of US\$17,500,000	–	100%	Sale and service of motor vehicles
泉州中升之星汽車銷售服務有限公司 (Quanzhou Zhongsheng Star Automobile Sales & Services Co., Ltd.)	Quanzhou, the PRC 2006	Registered and paid-in capital of RMB40,000,000	–	100%	Sale and service of motor vehicles
雲南中升雷克薩斯汽車銷售服務有限公司 (Yunnan Zhongsheng Lexus Automobile Sales & Services Co., Ltd.)	Yunnan, the PRC 2006	Registered and paid-in capital of RMB20,000,000	–	100%	Sale and service of motor vehicles
曲靖中升豐田汽車銷售服務有限公司 (Qujing Zhongsheng Toyota Automobile Sales & Services Co., Ltd.)	Qujing, the PRC 2007	Registered and paid-in capital of RMB12,000,000	–	100%	Sale and service of motor vehicles
南京中升迎賓豐田汽車銷售服務有限公司 (Nanjing Zhongsheng Yingbin Automobile Sales & Services Co., Ltd.)	Nanjing, the PRC 2004	Registered and paid-in capital of RMB30,000,000	–	100%	Sale and service of motor vehicles
Zhongsheng Holdings Co., Ltd.	HK 1996	Registered and paid-in capital of HK\$32,000,000	–	100%	Investment holding
大連新盛榮新實業有限公司 (Dalian Xinshengrong New Industrial Co., Ltd.)	Dalian, the PRC 2007	Registered and paid-in capital of RMB200,000,000	–	100%	Investment holding

Notes to Financial Statements

31 December 2013

43. INVESTMENTS IN SUBSIDIARIES (continued)

Company name	Place and date of incorporation/ operations	Authorised/registered/paid-in/ issued capital	Proportion of ownership interest		Principal activities
			Held by the Company %	Held by a subsidiary %	
大連新盛榮汽車銷售服務有限公司 (Dalian Xinshengrong Automobile Sales & Services Co., Ltd.)	Dalian, the PRC 2004	Registered and paid-in capital of RMB30,000,000	–	100%	Sale and service of motor vehicles
大連中升宏達汽車銷售服務有限公司 (Dalian Zhongsheng Honda Automobile Sales & Services Co., Ltd.)	Dalian, the PRC 2002	Registered and paid-in capital of RMB11,000,000	–	100%	Sale and service of motor vehicles
雲南中升廣福汽車銷售服務有限公司 (Yunnan Zhongsheng Guangfu Automobile Sales & Services Co., Ltd.)	Yunnan, the PRC 2006	Registered and paid-in capital of RMB10,000,000	–	100%	Sale and service of motor vehicles
東莞中升雷克薩斯汽車銷售服務有限公司 (Dongguan Zhongsheng Lexus Automobile Sales & Services Co., Ltd.)	Dongguan, the PRC 2008	Registered and paid-in capital of US\$10,000,000	–	100%	Sale and service of motor vehicles
煙台中升豐田汽車銷售服務有限公司 (Yantai Zhongsheng Toyota Automobile Sales & Services Co., Ltd.)	Yantai, the PRC 2004	Registered and paid-in capital of RMB10,000,000	–	100%	Sale and service of motor vehicles
深圳中升迎賓豐田汽車銷售服務有限公司 (Shenzhen Zhongsheng Yingbin Toyota Automobile Sales & Services Co., Ltd.)	Shenzhen, the PRC 2008	Registered and paid-in capital of US\$10,000,000	–	100%	Sale and service of motor vehicles
SUPER CHARM Limited	HK 2007	Registered and paid-in capital of HK\$1	–	100%	Investment holding
BILLION GREAT CORPORATION Limited	HK 2007	Registered and paid-in capital of HK\$1	–	100%	Investment holding
大連裕增實業有限公司 (Dalian Yuzeng Industrial Co., Ltd.)	Dalian, the PRC 2008	Registered and paid-in capital of RMB30,000,000	–	100%	Investment holding
諸暨中升豐田汽車銷售服務有限公司 (Zhuzhi Zhongsheng Toyota Automobile Sales & Services Co., Ltd.)	Zhuzhi, the PRC 2006	Registered and paid-in capital of RMB10,000,000	–	100%	Sale and service of motor vehicles

Notes to Financial Statements

31 December 2013

43. INVESTMENTS IN SUBSIDIARIES (continued)

Company name	Place and date of incorporation/ operations	Authorised/registered/paid-in/ issued capital	Proportion of ownership interest		Principal activities
			Held by the Company %	Held by a subsidiary %	
青島中升搏通汽車銷售服務有限公司 (Qingdao Zhongsheng Botong Automobile Sales & Services Co., Ltd.)	Qingdao, the PRC 2005	Registered and paid-in capital of RMB78,000,000	–	100%	Sale and service of motor vehicles
煙台中升匯迪汽車銷售服務有限公司 (Yantai Zhongsheng Huidi Automobile Sales & Services Co., Ltd.)	Yantai, the PRC 2002	Registered and paid-in capital of RMB60,000,000	–	100%	Sale and service of motor vehicles
OLYMPIA WELL Limited	HK 2007	Registered and paid-in capital of HK\$1	–	100%	Investment holding
佛山中升之星汽車銷售服務有限公司 (Foshan Zhongsheng Star Automobile Sales & Services Co., Ltd.)	Foshan, the PRC 2009	Registered and paid-in capital of RMB100,000,000	–	100%	Sale and service of motor vehicles
南京中升之星汽車銷售服務有限公司 (Nanjing Zhongsheng Star Automobile Sales & Services Co., Ltd.)	Nanjing, the PRC 2009	Registered and paid-in capital of RMB140,000,000	–	100%	Sale and service of motor vehicles
大理中升豐田汽車銷售服務有限公司 (Dali Zhongsheng Toyota Automobile Sales & Services Co., Ltd.)	Dali, the PRC 2009	Registered and paid-in capital of RMB15,000,000	–	100%	Sale and service of motor vehicles
常熟中升之星汽車銷售服務有限公司 (Changshu Zhongsheng Star Automobile Sales & Services Co., Ltd.)	Changshu, the PRC 2008	Registered and paid-in capital of RMB80,000,000	–	100%	Sale and service of motor vehicles
無錫中升之星汽車銷售服務有限公司 (Wuxi Zhongsheng Star Automobile Sales & Services Co., Ltd.)	Wuxi, the PRC 2009	Registered and paid-in capital of RMB100,000,000	–	100%	Sale and service of motor vehicles
哈爾濱中升豐田汽車銷售服務有限公司 (Harbin Zhongsheng Toyota Automobile Sales & Services Co., Ltd.)	Harbin, the PRC 2004	Registered and paid-in capital of RMB30,000,000	–	100%	Sale and service of motor vehicles
NOBLE VILLA Investments Limited	BVI 2008	Registered and paid-in capital of US\$1	100%	–	Investment holding

Notes to Financial Statements

31 December 2013

43. INVESTMENTS IN SUBSIDIARIES (continued)

Company name	Place and date of incorporation/ operations	Authorised/registered/paid-in/ issued capital	Proportion of ownership interest		Principal activities
			Held by the Company %	Held by a subsidiary %	
中升(中國)企業管理有限公司 (Zhongsheng (China) Enterprise Management Co., Ltd.)	Beijing, the PRC 2009	Registered and paid-in capital of US\$40,000,000	–	100%	Enterprise management
成都中升之星汽車銷售服務有限公司 (Chengdu Zhongsheng Star Automobile Sales & Services Co., Ltd.)	Chengdu, the PRC 2010	Registered and paid-in capital of RMB100,000,000	–	100%	Sale and service of motor vehicles
成都益佳汽車銷售服務有限公司 (Chengdu Yijia Automobile Sales & Services Co., Ltd.)	Chengdu, the PRC 2003	Registered and paid-in capital of RMB6,000,000	–	100%	Sale and service of motor vehicles
青島日產汽車銷售服務有限公司 (Qingdao Nissan Automobile Sales & Services Co., Ltd.)	Qingdao, the PRC 2002	Registered and paid-in capital of RMB15,000,000	–	100%	Sale and service of motor vehicles
泰州中升豐田汽車銷售服務有限公司 (Taizhou Zhongsheng Toyota Automobile Sales & Services Co., Ltd.)	Taizhou, the PRC 2006	Registered and paid-in capital of RMB10,000,000	–	100%	Sale and service of motor vehicles
上海中升之星汽車銷售服務有限公司 (Shanghai Zhongsheng Star Automobile Sales & Services Co., Ltd.)	Shanghai, the PRC 2010	Registered and paid-in capital of RMB200,000,000	–	100%	Sale and service of motor vehicles
莆田市華寶投資有限公司 (Putian Huabao Investment Co., Ltd.)	Putian, the PRC 2008	Registered and paid-in capital of RMB15,000,000	–	51%	Sale and service of motor vehicles
南京恒岳汽車銷售服務有限公司 (Nanjing Hengyue Automobile Sales & Services Co., Ltd.)	Nanjing, the PRC 2010	Registered and paid-in capital of RMB10,000,000	–	100%	Sale and service of motor vehicles
大連銳派汽車用品有限公司 (Dalian Ruipai Automobile Accessories Co., Ltd.)	Dalian, the PRC 2011	Registered and paid-in capital of RMB4,000,000	–	100%	Sale of automobile accessories
東莞中升之星汽車銷售服務有限公司 (Dongguan Zhongsheng Star Automobile Sales & Services Co., Ltd.)	Dongguan, the PRC 2008	Registered and paid-in capital of RMB60,000,000	–	100%	Sale and service of motor vehicles

Notes to Financial Statements

31 December 2013

43. INVESTMENTS IN SUBSIDIARIES (continued)

Company name	Place and date of incorporation/ operations	Authorised/registered/paid-in/ issued capital	Proportion of ownership interest		Principal activities
			Held by the Company %	Held by a subsidiary %	
溫州華能華奧汽車銷售服務有限公司 (Wenzhou Huaneng Huaao Automobile Sales & Services Co., Ltd.)	Wenzhou, the PRC 2009	Registered and paid-in capital of RMB15,000,000	–	100%	Sale and service of motor vehicles
台州晨隆汽車銷售有限公司 (Taizhou Chenlong Automobile Sales Co., Ltd.)	Taizhou, the PRC 2005	Registered and paid-in capital of RMB18,800,000	–	100%	Sale and service of motor vehicles
樂清華星汽車銷售服務有限公司 (Yueqing Huaxing Automobile Sales & Services Co., Ltd.)	Yueqing, the PRC 2011	Registered and paid-in capital of RMB20,000,000	–	100%	Sale and service of motor vehicles
北京百得利汽車進出口集團有限公司 (Beijing Betterlife Automobile Import & Export Group Co., Ltd.)	* Beijing, the PRC 1998	Registered and paid-in capital of RMB60,000,000	–	50%	Sale and service of motor vehicles
北京百得利汽車銷售有限公司 (Beijing Betterlife Automobile Sales Co., Ltd.)	* Beijing, the PRC 2008	Registered and paid-in capital of RMB20,000,000	–	50%	Sale and service of motor vehicles
天津百得利汽車服務有限公司 (Tianjin Betterlife Automobile Services Co., Ltd.)	* Tianjin, the PRC 2006	Registered and paid-in capital of RMB10,000,000	–	50%	Sale and service of motor vehicles
北京百得利汽車貿易有限公司 (Beijing Betterlife Automobile Trading Co., Ltd.)	* Beijing, the PRC 2004	Registered and paid-in capital of RMB20,000,000	–	50%	Sale and service of motor vehicles
天津百得利之迪汽車銷售有限公司 (Tianjin Betterlife Zhidi Automobile Sales Co., Ltd.)	* Tianjin, the PRC 2007	Registered and paid-in capital of RMB20,000,000	–	50%	Sale and service of motor vehicles
北京百得利之星汽車銷售有限公司 (Beijing Betterlife Star Automobile Sales Co., Ltd.)	* Beijing, the PRC 2008	Registered and paid-in capital of RMB40,000,000	–	50%	Sale and service of motor vehicles
天津周氏興業國際貿易有限公司 (Chou Dynasty Tianjin International Trading Co., Ltd.)	* Tianjin, the PRC 2007	Registered and paid-in capital of RMB52,000,000	–	50%	Investment holding

Notes to Financial Statements

31 December 2013

43. INVESTMENTS IN SUBSIDIARIES (continued)

Company name	Place and date of incorporation/ operations	Authorised/registered/paid-in/ issued capital	Proportion of ownership interest		Principal activities
			Held by the Company %	Held by a subsidiary %	
成都百得利汽車貿易有限公司 (Chengdu Betterlife Automobile Trading Co., Ltd.)	* Chengdu, the PRC 2010	Registered and paid-in capital of RMB30,000,000	–	50%	Sale and service of motor vehicles
Betterlife International Motor Co., Ltd.	* HK 2010	Registered and paid-in capital of HK\$10,000	–	50%	Investment holding
龍華汽車有限公司 (Loong Wah Motors Limited)	HK 1978	Registered and paid-in capital of HK\$10,000,000	–	100%	Investment holding
深圳中升雷克薩斯汽車有限公司 (Shenzhen Zhongsheng Lexus Automobile Co., Ltd.)	Shenzhen, the PRC 2003	Registered and paid-in capital of HK\$30,000,000	–	100%	Sale and service of motor vehicles
佛山市順德區中升雷克薩斯汽車銷售服務有限公司 (Foshan Shunde Zhongsheng Lexus Automobile Sales & Services Co., Ltd.)	Foshan, the PRC 2008	Registered and paid-in capital of HK\$30,000,000	–	100%	Sale and service of motor vehicles
盤錦奧通汽車銷售服務有限公司 (Panjin Aotong Automobile Sales & Services Co., Ltd.)	Panjin, the PRC 2005	Registered and paid-in capital of RMB6,000,000	–	55%	Sale and service of motor vehicles

* These companies are accounted for as subsidiaries as the Group has the power to control their financial and operating policies.

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

Notes to Financial Statements

31 December 2013

44. RELATED PARTY TRANSACTIONS AND BALANCES

Mr. Li Guoqiang and Mr. Huang Yi are collectively the Controlling Shareholders of the Group. They are also considered to be related parties of the Group.

(a) TRANSACTIONS WITH RELATED PARTIES

The following transactions were carried out with related parties during the year:

	2013 RMB'000	2012 RMB'000
(i) Sales of goods to joint ventures:		
– Xiamen Zhongsheng	22,119	28,597
– Zhongsheng Tacti	–	9,334
	22,119	37,931
(ii) Purchase of goods or services from joint ventures:		
– Xiamen Zhongsheng	8,838	10,979
– Zhongsheng Tacti	9,846	27,143
– TAC	1,918	359
	20,602	38,481

The terms of sales and purchases were mutually agreed between the parties with reference to the ordinary course of business.

Notes to Financial Statements

31 December 2013

44. RELATED PARTY TRANSACTIONS AND BALANCES (continued)**(b) BALANCES WITH RELATED PARTIES**

The Group had the following significant balances with its related parties during the year:

	2013 RMB'000	2012 RMB'000
(i) Due from related parties:		
Trade related		
Joint ventures		
– Xiamen Zhongsheng	596	857
– Zhongsheng Tacti	74	594
	670	1,451
(ii) Due to related parties:		
Trade related		
Joint ventures		
– Xiamen Zhongsheng	–	6
– Zhongsheng Tacti	–	15,868
– TAC	814	220
	814	16,094

(c) COMPENSATION OF KEY MANAGEMENT PERSONNEL OF THE GROUP:

	2013 RMB'000	2012 RMB'000
Short term employee benefits	16,691	12,956
Post-employee benefits	394	274
Total compensation paid to key management personnel	17,085	13,230

Further details of directors' and the chief executive officer's emoluments are included in note 9 to the financial statements.

The above related party transactions do not constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

Notes to Financial Statements

31 December 2013

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise bank loans and overdrafts, other interest-bearing loans, finance leases, short term bonds, senior notes 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 receivables, trade payables, other payables and advances to certain companies, 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. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

INTEREST RATE RISK

The Group has no significant interest-bearing assets other than pledged bank deposits (note 24) and cash and cash equivalents (note 26).

The Group's interest rate risk arises from its borrowings, details of which are set out in note 27. Borrowings at variable rates expose the Group to the risk of changes on market interest rates.

The Group has not used any interest rate swaps to hedge its exposure to interest rate risk.

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with a floating interest rate.

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 (through the impact on floating rate borrowings).

	Increase/ (decrease) in basis points	Increase/ (decrease) in profit before tax RMB'000
2013		
RMB	15	(12,226)
RMB	(15)	12,226
2012		
RMB	15	(13,739)
RMB	(15)	13,739

Notes to Financial Statements

31 December 2013

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**FOREIGN CURRENCY RISK**

Most of the Group's assets and liabilities were denominated in RMB, except for certain pledged bank deposits, cash and cash equivalents and bank loans and other borrowings denominated in HK dollars, US dollars and Euros as disclosed in note 24, note 26 and note 27, respectively.

The Group's assets and liabilities denominated in HK dollars, US dollars and Euros were mainly held by certain subsidiaries incorporated outside Mainland China who had HK dollars and Euros as their functional currencies and the Group did not have material foreign currency transactions in Mainland China during the year. Therefore, the Group had immaterial foreign currency risk.

CREDIT RISK

The Group has no significant concentrations of credit risk. The carrying amounts of bank deposits, cash and cash equivalents, trade and other receivables included in the consolidated financial statements represent the Group's maximum exposure to credit risk in relation to its financial assets.

As at 31 December 2013, all pledged bank deposits and cash and cash equivalents were deposited in high quality financial institutions without significant credit risk.

LIQUIDITY RISK

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

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

	2013					Total RMB'000
	On demand RMB'000	Less than 3 months RMB'000	3 to 12 months RMB'000	1 to 5 years RMB'000	Over 5 years RMB'000	
Bank loans and other borrowings	82,551	4,195,644	10,535,473	612,907	-	15,426,575
Short term bonds	-	-	1,270,500	-	-	1,270,500
Senior notes	-	-	1,279,688	-	-	1,279,688
Trade and bills payables	-	3,307,135	608,474	-	-	3,915,609
Other payables	-	227,501	309,174	-	-	536,675
Amounts due to related parties	814	-	-	-	-	814
	83,365	7,730,280	14,003,309	612,907	-	22,429,861

Notes to Financial Statements

31 December 2013

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

LIQUIDITY RISK (continued)

	2012					Total RMB'000
	On demand RMB'000	Less than 3 months RMB'000	3 to 12 months RMB'000	1 to 5 years RMB'000	Over 5 years RMB'000	
Bank loans and other borrowings	88,097	4,629,897	9,275,275	752,453	–	14,745,722
Short term bonds	–	–	844,000	–	–	844,000
Senior notes	–	–	59,375	1,279,688	–	1,339,063
Trade and bills payables	–	2,299,852	1,439,822	–	–	3,739,674
Other payables	–	340,004	226,475	–	–	566,479
Amounts due to related parties	16,094	–	–	–	–	16,094
	104,191	7,269,753	11,844,947	2,032,141	–	21,251,032

CAPITAL MANAGEMENT

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

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the year ended 31 December 2013.

The Group monitors capital using a gearing ratio, which is net debt divided by total equity plus net debt. Net debt includes bank loans and other borrowings, short term bonds, senior notes, amounts due to related parties, trade, bills and other payables, accruals, less cash and cash equivalents and pledged bank deposits. The gearing ratios at the end of each reporting period were as follows:

	2013 RMB'000	2012 RMB'000
Bank loans and other borrowings	14,840,050	14,247,637
Short term bonds	1,222,700	821,198
Senior notes	1,259,180	1,251,532
Trade and bills payables	3,915,609	3,739,674
Other payables and accruals	1,384,494	1,354,499
Amounts due to related parties	814	16,094
Less: Cash and cash equivalents	(3,654,041)	(4,096,803)
Pledged bank deposits	(1,612,276)	(2,079,167)
Net debt	17,356,530	15,254,664
Total equity	9,697,126	8,829,890
Capital and net debt	27,053,656	24,084,554
Gearing ratio	64.2%	63.3%

46. EVENTS AFTER THE REPORTING PERIOD

On 19 January 2014, the Company entered into a subscription agreement with Jardine Strategic Holdings Limited (“the Investor”), according to which the Company agrees to issue 238,560,162 shares (“Placing Shares”) at the subscription price of HKD10.79916 and convertible bonds in amount of HKD3,091,500,000 to the Investor (or its nominee).

On 24 January 2014, the Placing Shares have been successfully placed and issued to JSH Investment Holdings Limited (“JSHI”), a wholly-owned subsidiary of Jardine Strategic Holdings Limited.

On 11 March 2014, the issuance of convertible bonds has been approved by the Extraordinary General Meeting of the Company.

47. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 31 March 2014.

FINANCIAL SUMMARY

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

	Year ended 31 December				
	2013 RMB'000	2012 RMB'000	2011 RMB'000	2010 RMB'000	2009 RMB'000
RESULTS					
REVENUE	52,527,376	50,048,288	41,903,414	24,042,907	13,722,185
Cost of sales and services provided	(47,766,636)	(45,764,357)	(37,595,170)	(21,750,181)	(12,542,762)
Gross profit	4,760,740	4,283,931	4,308,244	2,292,726	1,179,423
Other income and gains, net	759,403	689,459	367,362	321,779	69,203
Selling and distribution expenses	(2,130,114)	(1,951,472)	(1,325,790)	(693,372)	(346,521)
Administrative expenses	(929,548)	(838,531)	(616,267)	(318,414)	(161,967)
Profit from operations	2,460,481	2,183,387	2,733,549	1,602,719	740,138
Finance costs	(1,075,227)	(1,032,130)	(549,375)	(226,917)	(80,688)
Share of profits and losses of:					
Joint ventures	4,791	5,309	9,549	8,195	7,254
Profit before tax	1,390,045	1,156,566	2,193,723	1,383,997	666,704
Income tax expense	(366,958)	(291,023)	(550,637)	(301,624)	(173,701)
Profit for the year	1,023,087	865,543	1,643,086	1,082,373	493,003
Attributable to:					
Owners of the parent	1,010,067	750,480	1,417,279	1,031,190	470,881
Non-controlling interests	13,020	115,063	225,807	51,183	22,122
	1,023,087	865,543	1,643,086	1,082,373	493,003
	31 December				
	2013 RMB'000	2012 RMB'000	2011 RMB'000	2010 RMB'000	2009 RMB'000
ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS					
TOTAL ASSETS	33,735,178	31,494,853	27,860,382	16,199,630	5,504,464
TOTAL LIABILITIES	(24,038,052)	(22,664,963)	(19,582,569)	(9,485,061)	(3,356,657)
NON-CONTROLLING INTERESTS	(1,278,154)	(1,291,173)	(1,185,580)	(778,976)	(36,892)
EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT	8,418,972	7,538,717	7,092,233	5,935,593	2,110,915