

中國金屬再生資源(控股)有限公司 China Metal Recycling (Holdings) Limited

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

Stock Code: 00773
股份代號：00773

2010中期業績報告 Interim Report





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BOARD OF DIRECTORS

Executive Directors:

Mr. Chun Chi Wai (*Chairman and Chief Executive Officer*)
Mr. Fung Ka Lun (*Group Finance Director and Group Vice President*)
Mr. Jiang Yan Zhang (*Chief Operating Officer*)

Non-executive Director:

Ms. Lai Wun Yin

Independent Non-executive Directors:

Mr. Chan Iu Seng
Mr. Chan Kam Hung
Mr. Leung Chong Shun
Mr. Yan Qi Ping

Audit Committee:

Mr. Chan Kam Hung (*Chairman*)
Mr. Chan Iu Seng
Mr. Leung Chong Shun
Mr. Yan Qi Ping

Remuneration Committee:

Mr. Leung Chong Shun (*Chairman*)
Mr. Chan Iu Seng
Mr. Chan Kam Hung
Mr. Yan Qi Ping
Mr. Chun Chi Wai

AUTHORISED REPRESENTATIVES

Mr. Chun Chi Wai
Mr. Lam Po Kei Kenneth Greg

COMPANY SECRETARY

Mr. Lam Po Kei Kenneth Greg

董事會

執行董事：

秦志威先生 (*主席兼行政總裁*)
馮嘉倫先生 (*集團財務董事兼集團副總裁*)
姜延章先生 (*營運總監*)

非執行董事：

黎煥賢女士

獨立非執行董事：

陳耀星先生
陳錦雄先生
梁創順先生
閻啟平先生

審核委員會：

陳錦雄先生 (*主席*)
陳耀星先生
梁創順先生
閻啟平先生

薪酬委員會：

梁創順先生 (*主席*)
陳耀星先生
陳錦雄先生
閻啟平先生
秦志威先生

授權代表

秦志威先生
林寶基先生

公司秘書

林寶基先生



REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 4803, Office Tower Convention Plaza
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Hong Kong
Tel: (852) 2547 4725

AUDITOR

Deloitte Touche Tohmatsu

COMPLIANCE ADVISER

Somerley Limited

LEGAL ADVISERS

Sidley Austin (Hong Kong)
Jun He Law Offices (China)

PRINCIPAL BANKERS

DBS Bank (Hong Kong) Limited
Standard Chartered Bank (Hong Kong) Limited
Agricultural Bank of China Limited
Bank of China Limited
China Construction Bank Corporation
Industrial and Commercial Bank of China Limited

註冊辦事處

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

香港主要營業地點

香港
灣仔港灣道1號
會展廣場辦公大樓4803室
電話：(852) 2547 4725

核數師

德勤•關黃陳方會計師行

合規顧問

新百利有限公司

法律顧問

盛德國際律師事務所(香港)
君合律師事務所(中國)

主要往來銀行

星展銀行(香港)有限公司
渣打銀行(香港)有限公司
中國農業銀行股份有限公司
中國銀行股份有限公司
中國建設銀行股份有限公司
中國工商銀行股份有限公司



PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Butterfield Fulcrum Group (Cayman) Limited

Butterfield House, 68 Fort Street
P.O. Box 609, Grand Cayman KY1-1107
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
26/F Tesbury Centre
28 Queen's Road East, Wanchai, Hong Kong

STOCK CODE

The Hong Kong Stock Exchange Limited: 00773

WEBSITE

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主要股份過戶登記處

Butterfield Fulcrum Group (Cayman) Limited

Butterfield House, 68 Fort Street
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Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港灣仔皇后大道東28號
金鐘匯中心26樓

股份代號

香港聯合交易所有限公司：00773

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Financial Highlights 財務摘要

China Metal Recycling (Holdings) Limited 中國金屬再生資源(控股)有限公司(the “Company”) and its subsidiaries (collectively the “Group”) are pleased to present the following highlights:

China Metal Recycling (Holdings) Limited 中國金屬再生資源(控股)有限公司(「本公司」)及其附屬公司(「統稱「本集團」)欣然宣佈下列摘要：

For the six months ended 30 June 截至六月三十日止六個月

		2010	2009	Change
		二零一零年	二零零九年	變動
		HK\$'000	HK\$'000	
		千港元	千港元	
Revenue	收益	8,685,279	3,667,097	136.8%
Gross profit	毛利	528,669	367,229	44.0%
Profit before taxation	除稅前溢利	465,868	194,095	140.0%
Profit attributable to owners of the Company	本公司擁有人應佔溢利	419,847	188,748	122.4%
Basic earnings per share (HK cents)	每股基本盈利(港仙)	40.18	26.39	52.3%
Diluted earnings per share (HK cents)	每股攤薄盈利(港仙)	40.01	26.39	51.6%

The Group's unaudited profit attributable to owners of the Company for the six months ended 30 June 2010 (the “Period”) amounted to HK\$419.8 million.

本集團截至二零一零年六月三十日止六個月(「本期間」)未經審核本公司擁有人應佔溢利為4.198億港元。

Basic earnings per share was HK40.18 cents.

每股基本盈利為40.18港仙。

The board of directors of the Company (the “Board”) does not recommend the payment of an interim dividend for the Period.

本公司董事會(「董事會」)並不建議就本期間派發中期股息。



Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW AND OUTLOOK

Despite the fluctuations in metal prices in China during the first half of 2010, our Group manages to achieve growths in both revenue and profit attributable to owners of the Company for the six months ended 30 June 2010 (the "Period") of 136.8% and 122.4% respectively compared to the same period last year, as a result of continuous strong demand for recycled metals and expansion of our regional coverage. Sales volume of ferrous metals during the Period was approximately 660,000 tons, an increase of 191% compared to the same period last year while sales volume of non-ferrous metals during the Period was approximately 136,000 tons, an increase of approximately 36% compared to the same period last year.

Demand for recycled metals in China has been steady due to growing environmental awareness and the relatively low penetration rate of recycled metals. It has been the State's long-term strategic policy to use renewable resources to meet energy efficiency and reduce carbon emission. Despite the fluctuations in the steel industry during the Period, China's steel products production during the Period reached approximately 399 million tons, an increase of approximately 26% compared to the same period last year. China copper semis production during the Period was approximately 5 million tons, an increase of approximately 20% compared to the same period last year, the percentage of scrap steel consumption over total crude steel production in China during the Period was still low when compared with figures in the developed countries. Therefore, there exists a great potential for increasing penetration of recycled metals into China. Also, the impact of scrap steel demand during steel industry downturn is lower than the overall market as a result of the relatively low penetration rate.

業務回顧及展望

儘管中國金屬價格於二零一零年上半年波動不定，但由於再生金屬的持續強勁需求量及本集團擴展地區覆蓋範圍，於截至二零一零年六月三十日止六個月期間（「本期間」），本集團仍得以在收益及本公司擁有人應佔溢利兩方面分別較去年同期增長136.8%及122.4%。本期間黑色金屬的銷售量約為660,000噸，較去年同期增加191%，而本期間有色金屬的銷售量則約為136,000噸，較去年同期增加約36%。

由於環保意識增強及再生金屬的市場滲透率相對較低，中國再生金屬的需求量一直維持穩定。利用可再生資源以符合能源效益及減少碳排放，向來是國家的長期政策。儘管本期間鋼鐵行業的波動起伏，中國於本期間的鋼材產量達約3.99億噸，較去年同期增加約26%。本期間中國的銅材產量約為5百萬噸，較去年同期增加約20%，本期間中國的廢鋼消耗量佔粗鋼總產量的百分比相比發達國家的數字仍屬於偏低水平。因此，中國具有提高再生金屬滲透率的龐大潛能。同時，偏低滲透率亦使廢鋼需求量在鋼鐵行業市況低迷期間所受的影響低於整體市場水平。



Management Discussion and Analysis 管理層討論及分析

22 June 2010 was not only the first anniversary of our successful listing on the Main Board of The Stock Exchange of Hong Kong Limited but also the opening of our China headquarter in Shanghai. Establishment of our China headquarter in Shanghai shows our dedication in committing more resources and efforts towards further development of the Central, Eastern and Northern China markets, strengthening our national network for the Group's long term sustainable growth. Shanghai will also become the business hub of the Group and will further enhance the efficiency in management and cooperation with business partners.

For the Eastern China operation, business flow has been strong as benefiting from one of the best metal recycling markets in China and leveraging the smooth execution of the new joint venture in Jiangyin and the ramp up of the Ningbo base, the Group recorded substantial growth in the revenue of the Eastern China during the Period. In addition, the Group has completed the acquisition of 江蘇江陰港集裝箱有限公司 (Jiangsu Jiangyin Port Container Company Limited) ("Jiangyin Container") in July 2010. Jiangyin Container has become the regional logistic and distribution hub supporting the Group's recycling base in the Eastern China region. It has improved the Group's operational efficiency, competitiveness in the region and lowers the transportation costs. For the Northern China operation, business has started to pick up as a result of the commitment of more financial resources and recruitment of new talents. The Group plans to invest USD 100 million in the next 3 years to build an incomparable sales, distribution and logistics platform. The potential acquisition of 天津國能資源發展公司 (Tianjin Guoneng Resources Development Corporation) has been in process. For the Southern China operation, demand from existing customers such as 聯眾 (廣州) 不銹鋼有限公司 (Lianzhong Guangzhou Stainless Steel Corporation) and 廣州鋼鐵企業集團有限公司 (Guangzhou Iron and Steel Enterprise Group Corporation) increased due to increases in production capacity and recovery of products demand respectively. The Zhongshan site expands our collection coverage. For the Central China operation, it is expected that the site in Wuhan city will commence operation around October in 2010 and will add an addition of 500,000 tons of production capacity to the Company.

二零一零年六月二十二日不止是我們於香港聯合交易所有限公司主板成功上市的第一週年誌慶，也是我們在上海的中國總辦事處啟用之日。在上海成立本公司在中國的總辦事處顯示我們決心投入更多資源及努力進一步發展華中、華東及華北市場，以及鞏固我們的全國網絡，為本集團的長期可持續發展奠定基礎。上海將成為本集團的業務樞紐，進一步提高管理效率，以及加強與業務伙伴之間的合作。

華東地區營運方面，受惠於中國其中一個最佳的再生金屬市場，業務量一直強勁，由於順利落實江陰市的新合資公司及提升寧波基地，本集團在華東地區之收益於本期間錄得大幅增長。此外，本集團已於二零一零年七月完成收購江蘇江陰港集裝箱有限公司（「江陰集裝箱」）。江陰集裝箱成為支持本集團於華東地區再生基地的區域物流及分銷樞紐。其已改善本集團的營運效率、區內競爭力及降低運輸成本。華北地區營運方面，由於更多財務資源的投入及新團隊的加入，業務開始增長。本集團計劃在未來3年投資1億美元建立一個無與倫比的銷售、分銷及物流平台。天津國能資源發展有限公司的潛在收購行動正在進行。華南地區營運方面，現有客戶如聯眾（廣州）不銹鋼有限公司及廣州鋼鐵企業集團有限公司的需求量，分別因產能增加及回收產品需求增加而上升。中山市基地擴大我們的回收範圍。華中地區營運方面，預期武漢市的基地將於二零一零年十月左右開始營運，並額外增加本公司500,000噸產能。



Management Discussion and Analysis 管理層討論及分析

Our future development strategy is to continue to strengthen our strategic national network, develop diversified sales and procurement network to enlarge our market share, continue to invest in advanced machinery and environmental protection facilities to ensure operational efficiency and economies of scale, expand product categories such as scrap stainless steel and recycling sources such as scrap home appliances and car breaking, increase investment on our staff to enhance management quality and strengthen our overall operational and business integration capability. The strategy of combining both organic and inorganic approach to maintain our relative first-mover advantage will be continued to reinforce our leadership position in the metal recycling industry in China. Northern and Eastern regions will be our primary focus to further consolidate in the near future.

The metal recycling industry in China is highly fragmented, poorly equipped, hence unable to meet the needs of the developing metal industry. The Central government encourages consolidations in the industry to achieve critical mass and adopt modern management systems. As a first-mover in the industry, we are well positioned to be the consolidator given our operation scale, strategic national network with strong scrap metal demand, well established water and road transportation, extensive and quality customer base and procurement network and access to capital markets.

Looking forward into the second half of 2010, the Group will continue to leverage off our core competitive advantages to achieve the full year sales volume target of around 1.45 million tons. With contributions from our multiple regional operations, we are confident to complete the target and deliver more than satisfactory returns to our shareholders.

我們的未來發展策略是繼續加強我們的策略性全國網絡、發展多元化的銷售及採購網絡以擴大我們的市場份額、持續投資於先進機械及環保設施以確保營運效率及經濟規模效益、擴大產品種類(如不銹鋼廢料)及回收來源(如廢舊家電及折車)、增加投資於栽培員工以提升管理質量,以及增強我們整體營運及業務整合的能力。採用綜合自然發展及人為方式的策略來維持我們作為先行者的相對競爭優勢,將繼續有助提高我們在中國金屬再生行業的市場領先地位。北部和東部地區將是不久的將來我們進一步整固的首要重點。

中國再生金屬行業高度分散、設備落後,故未能滿足發展金屬行業的需要。中央政府鼓勵行業進行整合,以達到關鍵規模及採用現代化的管理系統。作為行業的先行者,我們擁有營運規模優勢、廢金屬需求量強勁的策略性全國網絡、完善的水陸路運輸網、龐大而優質的客戶基礎及採購網絡,以及便利的融資平台,使我們處於非常有利的地位,成為行業的整合者。

展望二零一零年下半年,本集團將繼續利用我們的核心競爭優勢,以達成約145萬噸的全年銷量目標。憑藉來自多個地區的營運貢獻,我們完成目標及為股東帶來令人滿意的回報的信心十足。



Management Discussion and Analysis 管理層討論及分析

FINANCIAL REVIEW

Revenue

Revenue of the Group for the Period was HK\$8,685.3 million (six months ended 30 June 2009: HK\$3,667.1 million), representing an increase of 136.8% as compared to that for the same period last year.

Increase in the Group's revenue was mainly attributable to the significant increase in the sales of both ferrous and non-ferrous scrap metals during the Period. We have entered into more contracts with suppliers for both ferrous and non-ferrous scrap metals, thus securing the supply of this high demand metals.

Gross Profit

Gross profit of the Group for the Period was HK\$528.7 million (six months ended 30 June 2009: HK\$367.2 million), representing an increase of 44.0% as compared to that for the same period last year. Gross profit margin of the Group for the Period was 6.1% (six months ended 30 June 2009: 10.0%), representing a decrease of 3.9%. The decrease was mainly due to the increase in contributions from new regions, namely Eastern China region and Northern China region, which have lower gross profit margins.

Other Income

Other income, including mainly interest income, rental income and exchange gain, has increased by 202.4% from HK\$5.5 million for the same period last year to HK\$16.6 million. The increase was mainly due to the increase in interest income by HK\$7.0 million from more bank deposits placed during the Period.

財務回顧

收益

本集團於本期間的收益為86.853億港元(截至二零零九年六月三十日止六個月: 36.671億港元)，較去年同期上升136.8%。

本集團於本期間的收益上升，主要原因為黑色廢金屬及有色廢金屬於本期間的銷售大幅上升。本集團已與供應商就黑色廢金屬及有色廢金屬簽訂多項合約，以保障此類需求殷切的金屬的供應。

毛利

本集團於本期間的毛利為5.287億港元(截至二零零九年六月三十日止六個月: 3.672億港元)，較去年同期增加44.0%。本集團於本期間的毛利率為6.1%(截至二零零九年六月三十日止六個月: 10.0%)，減少3.9%。該減少主要由於新地區如華東地區及華北地區的毛利率較低。

其他收入

其他收入主要包括利息收入、租金收入及匯兌收益，由去年同期5.5百萬港元上升202.4%至16.6百萬港元，增幅主要原因為本期間所存入的銀行存款增多，以致利息收入增加7百萬港元。



Management Discussion and Analysis 管理層討論及分析

Distribution and Selling Expenses, Administrative Expenses and Other Expenses

For the Period, distribution and selling expenses amounted to HK\$6.5 million, representing an increase of 83.8% compared to that for same period last year. The increase was attributable to the increase in volume of products sold.

Administrative expenses including staff salaries, depreciation expenses and other general administration expenses amounted to HK\$76.7 million, representing an increase of 119.7% over that of HK\$34.9 million for the same period last year. The increase was mainly attributable to the increase in the number of directors and executive staff; and expenses incurred by the Company for the purpose of expanding its operations. The Group recognized total expenses of HK\$19.7 million for the Period in relation to share options granted by the Company under the share option schemes adopted by the Company.

Other expenses for the same period last year represented professional fees directly attributable to the initial public offering of the Company.

Net Gain (Loss) on Fair Value of Derivative Financial Instruments

They mainly represent the gain or loss arising from the changes in fair value of the metal commodity future contracts used to hedge against the Group's purchases and inventory. Metal commodity prices have been fluctuating during the Period and resulted in net gains on those commodity future contracts used to hedge against the corresponding spot purchase or inventory.

Finance Costs

Finance costs decreased by 76.5% from HK\$114.8 million to HK\$27.0 million, mainly due to full redemption of the senior notes during the six months ended 30 June 2009 upon the listing of the Company. Total interest accrued in relation to the senior notes for the six month ended 30 June 2009 amounted to HK\$111.0 million, whereas no such interest expense was accrued for the Period. The finance costs for the Period mainly arose from financing for working capital.

分銷及銷售開支、行政開支及其他開支

於本期間，分銷及銷售開支為6.5百萬港元，較去年同期增加83.8%。該增幅乃因產品銷量增加所致。

行政開支包括員工薪酬、折舊開支及其他一般行政開支達76.7百萬港元，較去年同期34.9百萬港元增加119.7%。該增幅主要乃本公司因擴充業務而導致董事及行政員工數量及開支增加所致。本集團經已就本公司根據其所採納購股權計劃授出的購股權而確認本期間有關開支總額達19.7百萬港元。

於去年同期的其他開支為本公司首次公開發售的專業費用。

衍生金融工具的公允值收益(虧損)淨額

公允值變動主要指用作對沖本集團購入貨品及存貨的金屬商品期貨合約的公允值變動所產生的收益或虧損。於本期間，金屬商品價格波動，導致用作該等對沖相應採購該等商品現貨或存貨的期貨合約錄得純利。

融資成本

融資成本由1.148億港元減少76.5%至27.0百萬港元乃主要由於截至二零零九年六月三十日止六個月期間本公司上市時優先票據全面贖回所致。截至二零零九年六月三十日止六個月就優先票據累計利息達1.110億港元，而本期間並無產生相關利息開支。本期間融資成本主要來自一般營運資金融資。



Management Discussion and Analysis

管理層討論及分析

Profit Attributable to Owners of the Company

The profit attributable to owners of the Company for the Period grew by 122.4% to HK\$419.8 million as compared with HK\$188.7 million for the same period last year.

Working Capital

The inventory turnover of the Group was 16 days for the Period as compared to 22 days for the same period last year.

The Group's debtors' turnover (including both trade debtors and bills receivable) was 75 days for the Period as compared to 81 days for the same period last year. The Group generally allows average credit periods of 30 to 60 days and 30 to 90 days to its ferrous and non-ferrous customers, respectively. The decrease was primarily due to speeding up of repayment by certain customers.

The Group's creditors' turnover (including both trade payable and bills payable) was 34 days for the Period as compared to 28 days for the same period last year. Credit periods granted by the Group's suppliers ranged up to 60 days. The increase was primarily due to higher business volume and longer credit period allowed by non-ferrous suppliers with long-term business relationship.

Liquidity, Financial Resources and Capital Structure

As at 30 June 2010, the Group has net current assets of HK\$2,828.0 million (31 December 2009: HK\$2,707.1 million) of which cash and bank deposits were HK\$1,754.2 million (31 December 2009: HK\$827.1 million).

Total borrowings, including discounted bills, were HK\$2,310.9 million (31 December 2009: HK\$591.4 million). They were mainly used to finance the purchases of the Group.

The Group's gearing ratio as at 30 June 2010 (total borrowings divided by total assets) was 28.8% (31 December 2009: 12.5%). The Group's transactions and the monetary assets are principally denominated in Renminbi, Hong Kong dollars and United States dollars. The Group has not experienced any material difficulties or effects on its operations or liquidity as a result of fluctuations in currency exchange rates during the Period.

本公司擁有人應佔溢利

於本期間，本公司擁有人應佔溢利較去年同期1.887億港元增加122.4%至4.198億港元。

營運資金

於本期間，本集團的存貨周轉期為16日，去年同期則為22日。

於本期間，本集團的應收款項周轉期(包括應收貿易款項及應收票據)為75日，去年同期則為81日。本集團一般給予黑色金屬及有色金屬客戶的平均信貸期分別為30至60日及30至90日。周轉期減少主要乃因若干客戶提前償付款項所致。

於本期間，本集團的應付款項周轉期(包括應付貿易款項及應付票據)為34日，而去年同期則為28日。本集團供應商給予本集團的信貸期一般最多為60日。周轉期增加主要乃因業務量增加及維持長久業務關係的有色金屬供應商授予較長信貸期限所致。

流動資金及財務資源及資本架構

於二零一零年六月三十日，本集團的流動資產淨值為28.280億港元(二零零九年十二月三十一日：27.071億港元)，當中現金及銀行存款為17.542億港元(二零零九年十二月三十一日：8.271億港元)。

借款總額(包括貼現票據)為23.109億港元(二零零九年十二月三十一日：5.914億港元)，主要用作本集團的採購資金。

本集團於二零一零年六月三十日的負債比率(借款總額除以資產總值)為28.8%(二零零九年十二月三十一日：12.5%)。本集團的交易及貨幣資產主要以人民幣、港元及美元計值。於本期間，本集團的營運或流動資金並無由於貨幣匯率浮動而出現任何重大困難或受到任何重大影響。



Management Discussion and Analysis

管理層討論及分析

The Group adopts centralized financing and treasury policies in order to ensure the Group's funding is utilized efficiently. Conservative approach is adopted on monitoring foreign exchange exposure and interest rate risk. Forward contracts were used to hedge the foreign currency exposure in trading activities when it was considered appropriate.

The Group's liquidity position remains strong and the Group possesses sufficient cash and available banking facilities to meet its commitments and working capital requirements. This strong cash position enables the Group to explore investment and business development opportunities when expanding its market share in China.

Capital Expenditure and Capital Commitments

In order to enhance production capacity, the Group invested HK\$178.6 million (31 December 2009: HK\$93.7 million) during the Period in the acquisition of new fixed assets. These mainly represented the construction in progress and machinery and deposits paid for land use rights. As at 30 June 2010, the Group made capital expenditure commitments of HK\$245.9 million (31 December 2009: HK\$306.5 million) which were contracted but not provided for in the financial statements. These commitments were mainly related to the acquisition of Jiangsu Jiangyin Port Container Company Limited which amounted to HK\$216.8 million, the remaining amounts were related to machinery for the expansion of the Group's production capacity.

Charges on Group Assets

As at 30 June 2010, the Group's banking facilities were mainly collateralised by certain bills receivable amounted to HK\$483.7 million (31 December 2009: HK\$185.3 million), bank deposits amounted to HK\$1,072.5 million (31 December 2009: HK\$210.4 million), and certain land and buildings of the Group of HK\$4.5 million (31 December 2009: HK\$4.5 million).

為確保本集團資金得以有效運用，本集團採用中央財務及庫務政策，並以保守態度監控外匯及利率風險。本集團在認為合適情況下採用遠期合約對沖交易活動的外匯風險。

本集團的流動資金狀況仍然強勁。本集團擁有充裕現金及可用銀行融資，足以應付承擔及營運資金需要。強勁的現金狀況使本集團可發掘投資及業務發展機會，拓展在中國的市場份額。

資本開支及資本承擔

為提升產能，本集團於本期間投資1.786億港元（二零零九年十二月三十一日：93.7百萬港元）增購新固定資產，主要為在建工程及機器設備及繳付土地使用權的按金。截至二零一零年六月三十日，已訂約但尚未於財務報表撥備的本集團資本開支承擔為2.459億港元（二零零九年十二月三十一日：3.065億港元）。該等承擔主要涉及收購江蘇江陰港集裝箱有限公司2.168億港元，其餘款項則涉及本集團用作擴充產能的機器。

抵押本集團資產

於二零一零年六月三十日，本集團銀行融資主要以若干應收票據4.837億港元（二零零九年十二月三十一日：1.853億港元）、銀行存款10.725億港元（二零零九年十二月三十一日：2.104億港元）及本集團若干土地及樓宇4.5百萬港元（二零零九年十二月三十一日：4.5百萬港元）為抵押。



Management Discussion and Analysis

管理層討論及分析

Foreign Exchange Risk Management

Most of the sales of the Group are settled in Renminbi, which is not freely convertible into foreign currencies. The fluctuation of Renminbi during the Period did not have any adverse effect on the Group's results. Besides, the Group will conduct periodic review of its exposure to foreign exchange risk and may use financial instrument for hedging purpose when considered appropriate.

Contingent Liabilities

As at 30 June 2010, the Group had no material contingent liabilities (31 December 2009: Nil).

Employees and Remuneration Policies

As at 30 June 2010, the Group had a workforce of more than 400 people. Salaries of employees are maintained at competitive level and are reviewed annually, with close reference to the relevant labour market and economic situation. The Group has share option schemes whereby employees of the Group are granted options to acquire shares in the Company.

Good relationship has been maintained between the Group and its employees. The Group also provides internal training to staff and provides bonuses based on staff performance and profits of the Group.

Appreciation

The Board would like to express its sincere gratitude to the management of the Group and all the staff for their hard work and dedication, as well as its shareholders, business partners, bankers and auditors for their support to the Group throughout the Period.

外匯風險管理

本集團大部分銷售以人民幣結算，人民幣不能自由兌換為外幣。人民幣於本期間的波動並無對本集團業績造成任何不利影響。除此之外，本集團將會定期檢討外匯風險，並在認為合適情況下可能使用財務工具作對沖之用。

或然負債

於二零一零年六月三十日，本集團並無任何重大或然負債（二零零九年十二月三十一日：無）。

僱員及薪酬政策

於二零一零年六月三十日，本集團有逾400名員工。員工的薪酬維持於競爭水平，並會每年檢討，屆時會密切參考有關勞工市場及經濟情況。本集團設有購股權計劃，僱員獲授購股權，以認購本公司股份。

本集團與僱員的關係良好。本集團亦向員工提供內部培訓及根據員工表現及本集團盈利發放花紅。

鳴謝

董事會謹此向本集團管理層及全體僱員於過往所作努力及盡忠盡職致以誠摯謝意，亦感謝其股東、商業夥伴、銀行及核數師於本期間的鼎力支持。



CODE ON CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintain high standards of corporate governance in the interests of its shareholders. Throughout the six months ended 30 June 2010 (the "Period"), the Company followed the principles and complied with all applicable provisions under the Code on Corporate Governance Practices (the "CG Code") as set out 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") save as disclosed below.

Code Provision A.2.1 of The CG Code stipulates that the roles of Chairman and Chief Executive Officer should be separate and should not be performed by the same individual. Given the current corporate structure with Mr. Chun Chi Wai holding both the offices of Chairman and Chief Executive officer of the Company, there is no separation between the roles of the Chairman and the Chief Executive Officer. The Board considers that the current structure of vesting the roles of Chairman and Chief Executive Officer in the same person will not impair the balance of power and authority within the Board as all major decisions are made in consultation with members of the Board as well as the senior management of the Company. The Board believes that the current arrangement provides the Company with strong and consistent leadership and allows for effective and efficient planning and implementation of business decisions and strategies.

During the Period, the changes to the Board and the Board Committees are as follows:

- Mr. Fung Ka Lun was appointed as an executive director, the Group Finance Director and the Group Vice President of the Company with effect from 8 June 2010.
- Mr. Yan Qi Ping was appointed as an independent non-executive director of the Company and members of the audit committee and the remuneration committee with effect from 8 June 2010.
- The chairman of the remuneration committee has been changed from Mr. Chan lu Seng to Mr. Leung Chong Shun with effect from 7 June 2010.
- Mr. Lai Wun Yin has resigned from all the directorships of the subsidiaries of the Group previously held.

企業管治常規守則

本公司致力保持高水準的企業管治，以符合股東利益。於截至二零一零年六月三十日止六個月（「本期間」），本公司一直遵循常規，並遵守香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄14所載的所有企業管治常規守則（「企業管治守則」）適用條文，惟下文披露者除外。

企業管治守則的守則條文第A.2.1條規定主席及行政總裁應分開而不應由一人兼任。在本公司現有企業架構下，秦志威先生擔任本公司主席及行政總裁職務，故主席及行政總裁的職位均由同一人兼任。董事會認為，由於所有重大決策乃由本公司之董事會成員及高級管理層磋商作出，故主席及行政總裁由一人兼任的現有架構不會有損董事會的權責平衡。董事會認為現有安排為本公司提供穩固一致的領導團隊，可更為有效充分規劃及實施業務決策及策略。

於本期間，董事會及董事委員會的人事變動如下：

- 二零一零年六月八日起，馮嘉倫先生獲委任為本公司之執行董事、集團財務董事兼集團副總裁。
- 二零一零年六月八日起，閻啟平先生獲委任為本公司之獨立非執行董事，及審核委員會及薪酬委員會的成員。
- 二零一零年六月七日起，薪酬委員會主席已由陳耀星先生變更為梁劍順先生擔任。
- 黎煥賢女士已辭去所有以往於本集團之附屬公司擔任的董事職位。



COMPLIANCE WITH THE MODEL CODE OF THE LISTING RULES

The Company has adopted a code of conduct regarding securities transactions of the directors, senior management and relevant employees (who, because of their office in the Group, are likely to be in possession of unpublished price sensitive information in relation to the Company or its securities) of the Group (the “Own Code”) on terms no less exacting than the required standard of dealings set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules.

Having made specific enquiry of all directors, all the members of the Board have confirmed that they have complied with the required standard as set out in the Model Code and the Own Code throughout the Period. No incident of non-compliance of the Own Code during the Period by the senior management and relevant employees was noted by the Company.

AUDIT COMMITTEE

The audit committee of the Company has reviewed with the management of the Company the accounting principles and practices adopted by the Group and discussed and reviewed the auditing and financial matters, including major internal control procedures and the unaudited financial statements as contained in the interim report for the Period.

The interim financial information has been reviewed by the Company's auditor, in accordance with Hong Kong Standard on Review Engagements 2410 “Review on Interim Financial Information Performed by the Independent Auditor of the Entity”.

All members of the audit committee are independent non-executive directors of the Company, namely, Mr. Chan Kam Hung (Chairman), Mr. Chan Lu Seng, Mr. Leung Chong Shun and Mr. Yan Qi Ping.

遵守上市規則的標準守則

本公司已採納一套條款不遜於上市規則附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」）的交易標準規定的董事、高級管理層及相關僱員（基於在本集團的職位而可能擁有關於本公司或其證券的非公開股價敏感資料者）進行證券交易的行為守則（「本公司守則」）。

經向全體董事作出特定查詢後，董事會所有成員均已確認於本期間一直遵守標準守則及本公司守則的規定標準。於本期間，本公司概無發現高級管理層及有關僱員違反本公司守則的事件。

審核委員會

本公司審核委員會已與本公司管理層審閱本集團採納的會計原則及慣例，並討論及審閱審核及財務事宜，包括主要內部監控程序及載於本期間中期業績報告內本期間的未經審核中期財務報表。

中期財務資料已由本公司的核數師根據香港審閱委聘準則第2410號「由實體獨立核數師審閱中期財務資料」審閱。

審核委員會全體成員均為本公司獨立非執行董事，分別為陳錦雄先生（主席）、陳耀星先生、梁創順先生及閻啟平先生。



Corporate Governance and Other Information 企業管治及其他資料

REMUNERATION COMMITTEE

The Company has established a remuneration committee with written terms of reference in compliance with the CG Code. As at the date of this report, the remuneration committee comprises five members, namely Mr. Leung Chong Shun (Chairman), Mr. Chan Lu Seng, Mr. Chan Kam Hung, Mr. Yan Qi Ping and Mr. Chun Chi Wai, the majority of whom are independent non-executive directors.

There has been no change to the basis of determining the directors' emolument by taking into consideration factors such as the experience and performance of the directors and market conditions. During the Period, the director's fee payable to Ms. Lai Wun Yin as non-executive director and Mr. Chan Lu Seng as independent non-executive director have been revised from HK\$150,000 per annum to HK\$200,000 per annum, and the director's fee payable to Mr. Chan Kam Hung and Mr. Leung Chong Shun as independent non-executive director and the chairman of the audit committee and remuneration committee respectively have been revised from HK\$150,000 per annum to HK\$250,000 per annum.

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the Period (six months ended 30 June 2009: Nil).

SHARE OPTIONS

(a) Pre-IPO Share Option Scheme

Pursuant to a written resolution of the sole shareholder of the Company on 22 May 2009, the Pre-IPO Share Option Scheme (the "Pre-IPO Scheme") was adopted by the Company. Pursuant to the Pre-IPO Scheme, the Company may grant options to any full-time or part-time employees or potential employees, executives, officers or directors of the Company, its subsidiaries and associated companies ("Eligible Participants") to subscribe for shares of the Company.

Details of the share options granted under the Pre-IPO Scheme outstanding during the Period are as follows:

薪酬委員會

本公司已成立薪酬委員會，並遵照企業管治守則制訂書面職權範圍。於本報告日期，薪酬委員會共有五名成員，包括梁創順先生(主席)、陳耀星先生、陳錦雄先生、閻啟平先生及秦志威先生，主要成員為獨立非執行董事。

釐定董事薪酬的基準並無改變，乃經考慮董事經驗及表現以及市況等因素釐定。期內，應付黎煥賢女士擔任非執行董事及陳耀星先生擔任獨立非執行董事的董事袍金已由每年150,000港元修訂為每年200,000港元，而應付陳錦雄先生及梁創順先生擔任獨立非執行董事及分別擔任審核委員會及薪酬委員會主席的董事袍金已由每年150,000港元修訂為每年250,000港元。

中期股息

董事會並不建議就本期間派發中期股息(截至二零零九年六月三十日止六個月：無)。

購股權

(a) 首次公開發售前購股權計劃

根據本公司唯一股東於二零零九年五月二十二日通過的書面決議案，本公司採納首次公開發售前購股權計劃(「首次公開發售前計劃」)。根據首次公開發售前計劃，本公司可向本公司、其附屬公司及聯營公司任何全職或兼職僱員或準僱員、行政人員、高級職員或董事(「合資格參與人士」)授出購股權以認購本公司股份。

根據首次公開發售前計劃授出但本期間尚未行使的購股權詳情如下：



Corporate Governance and Other Information

企業管治及其他資料

Category of grantees 承授人類別	Date of grant (Note i) 授予日期 (附註i)	Exercise price (Note ii) 行使價 (附註ii) HK\$ 港元	Exercise period 行使期	Balance as	Granted during the Period 期內授予	Exercised during the Period 期內行使	Cancelled during the Period 期內註銷	Balance as at	Lapsed during the Period 期內失效	30 June 2010 於二零一零年六月三十日的結餘
				at 1 January 2010 於二零一零年一月一日的結餘				30 June 2010 於二零一零年六月三十日的結餘		
Directors 董事	19 June 2009 二零零九年六月十九日	5.18	22 June 2010- 18 June 2017 二零一零年六月二十二日至 二零一七年六月十八日	3,474,902	—	—	—	—	—	3,474,902
Directors 董事	19 June 2009 二零零九年六月十九日	5.18	23 June 2011- 18 June 2017 二零一一年六月二十三日至 二零一七年六月十八日	3,474,904	—	—	—	—	—	3,474,904
Directors 董事	19 June 2009 二零零九年六月十九日	5.18	23 June 2012- 18 June 2017 二零一二年六月二十三日至 二零一七年六月十八日	3,474,904	—	—	—	—	—	3,474,904
				10,424,710	—	—	—	—	—	10,424,710



Corporate Governance and Other Information

企業管治及其他資料

Category of grantees 承授人類別	Date of grant (Note i) 授予日期 (附註i)	Exercise price (Note ii) 行使價 (附註ii) HK\$ 港元	Exercise period 行使期	Balance as at 1 January 2010	Granted during the Period	Exercised during the Period	Cancelled during the Period	Lapsed during the Period	Balance as at 30 June 2010
				於二零一零年一月一日的結餘					於二零一零年六月三十日的結餘
Employees 僱員	19 June 2009 二零零九年六月十九日	5.18	22 June 2010- 18 June 2017 二零一零年六月二十二日至 二零一七年六月十八日	4,166,666	—	—	—	32,175	4,134,491
Employees 僱員	19 June 2009 二零零九年六月十九日	5.18	23 June 2011- 18 June 2017 二零一一年六月二十三日至 二零一七年六月十八日	4,166,667	—	—	—	32,175	4,134,492
Employees 僱員	19 June 2009 二零零九年六月十九日	5.18	23 June 2012- 18 June 2017 二零一二年六月二十三日至 二零一七年六月十八日	4,166,667	—	—	—	32,175	4,134,492
				12,500,000	—	—	—	96,525	12,403,475
Total 總計				22,924,710	—	—	—	96,525	22,828,185

No share option was granted, exercised or cancelled under the Pre-IPO Scheme during the Period.

首次公開發售前計劃項下購股權於本期間概無授出、行使或註銷。



(b) Share Option Scheme

Also, pursuant to a written resolution of the sole shareholder of the Company on 22 May 2009, the Share Option Scheme (the "Scheme") was also adopted.

Pursuant to the Scheme, the Company may grant options to any full-time or part-time employees, executives or officers including directors of the Company or any of its subsidiaries and any suppliers, customers, consultants, agents and advisors ("Eligible Scheme Participants") who, in the sole opinion of the Board, will contribute or have contributed to the Company and/or any of its subsidiaries.

During the Period, 386,100 and 442,217 share options were granted to Mr. Yan Qi Ping, a director of the Company, and certain employees of the Group, respectively, on 8 June 2010 (the "Date of Grant"). The closing price of the Company's shares immediately before the Date of Grant was HK\$6.6.

Details of the valuation of share options granted during the Period are set out in note 16 to the Condensed Consolidated Financial Statements.

(b) 購股權計劃

此外，根據本公司唯一股東於二零零九年五月二十二日通過的書面決議案，本公司亦採納購股權計劃（「該計劃」）。

根據該計劃，本公司可向任何全職或兼職僱員、行政人員或高級職員（包括本公司或其任何附屬公司的董事，以及董事會全權認為將會或曾為本公司及／或其任何附屬公司作出貢獻的任何供應商、客戶、諮詢顧問、代理及顧問）（「合資格計劃參與人士」）授出購股權。

於本期間，386,100份及442,217份購股權於二零一零年六月八日（「授出日期」）分別授予本公司董事閻啟平先生及本集團若干僱員。本公司股份於緊接授出日期前的收市價為6.6港元。

於本期間所授購股權估值詳情載於簡明綜合財務報表附註16。



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Details of the share options granted under the Scheme and outstanding during the Period are as follows:

於本期間，該計劃項下授出及尚未行使的購股權詳情如下：

Category of grantees 承授人類別	Date of grant (Note i) 授予日期 (附註i)	Exercise price (Note ii) 行使價 (附註ii) HK\$ 港元	Exercise period 行使期	Balance as at 1 January 2010	Granted during the Period 期內授予	Exercised during the Period 期內行使	Cancelled during the Period 期內註銷	Lapsed during the Period 期內失效	Balance as at 30 June 2010
				於二零一零年一月一日的結餘					於二零一零年六月三十日的結餘
Director 董事	24 December 2009 二零零九年十二月二十四日	8.740	1 November 2010- 23 December 2017 二零一零年十一月一日至 二零一七年十二月二十三日	1,144,164	—	—	—	—	1,144,164 (Note iii) (附註iii)
Director 董事	24 December 2009 二零零九年十二月二十四日	8.740	1 November 2011- 23 December 2017 二零一一年十一月一日至 二零一七年十二月二十三日	1,144,165	—	—	—	—	1,144,165 (Note iii) (附註iii)
Director 董事	24 December 2009 二零零九年十二月二十四日	8.740	1 November 2012- 23 December 2017 二零一二年十一月一日至 二零一七年十二月二十三日	1,144,165	—	—	—	—	1,144,165 (Note iii) (附註iii)
Director 董事	8 June 2010 二零一零年六月八日	6.784	8 June 2011- 7 June 2018 二零一一年六月八日至 二零一八年六月七日	—	128,700	—	—	—	128,700
Director 董事	8 June 2010 二零一零年六月八日	6.784	8 June 2012- 7 June 2018 二零一二年六月八日至 二零一八年六月七日	—	128,700	—	—	—	128,700
Director 董事	8 June 2010 二零一零年六月八日	6.784	8 June 2013- 7 June 2018 二零一三年六月八日至 二零一八年六月七日	—	128,700	—	—	—	128,700
Sub-total 小計				3,432,494	386,100	—	—	—	3,818,594



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Category of grantees 承授人類別	Date of grant (Note i) 授予日期 (附註i)	Exercise price (Note ii) 行使價 (附註ii) HK\$ 港元	Exercise period 行使期	Balance as at 1 January 2010	Granted during the Period	Exercised during the Period	Cancelled during the Period	Lapsed during the Period	Balance as at 30 June 2010
				於二零一零年一月一日的結餘					於二零一零年六月三十日的結餘
Employees 僱員	24 December 2009 二零零九年十二月二十四日	8.740	1 November 2010 - 23 December 2017 二零一零年十一月一日至 二零一七年十二月二十三日	724,638	—	—	—	—	724,638
Employees 僱員	24 December 2009 二零零九年十二月二十四日	8.740	1 November 2011 - 23 December 2017 二零一一年十一月一日至 二零一七年十二月二十三日	724,637	—	—	—	—	724,637
Employees 僱員	24 December 2009 二零零九年十二月二十四日	8.740	1 November 2012 - 23 December 2017 二零一二年十一月一日至 二零一七年十二月二十三日	724,637	—	—	—	—	724,637
Employees 僱員	8 June 2010 二零一零年六月八日	6.784	8 June 2011 - 7 June 2018 二零一一年六月八日至 二零一八年六月七日	—	147,405	—	—	—	147,405
Employees 僱員	8 June 2010 二零一零年六月八日	6.784	8 June 2012 - 7 June 2018 二零一二年六月八日至 二零一八年六月七日	—	147,407	—	—	—	147,407



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Category of grantees 承授人類別	Date of grant (Note i) 授予日期 (附註i)	Exercise price (Note ii) 行使價 (附註ii) HK\$ 港元	Exercise period 行使期	Balance as at 1 January 2010	Granted during the Period 期內授予	Exercised during the Period 期內行使	Cancelled during the Period 期內註銷	Lapsed during the Period 期內失效	Balance as at 30 June 2010
				於二零一零年一月一日的結餘					於二零一零年六月三十日的結餘
Employees 僱員	8 June 2010 二零一零年六月八日	6.784	8 June 2013 - 7 June 2018 二零一三年六月八日至 二零一八年六月七日	—	147,405	—	—	—	147,405
Sub-total 小計				2,173,912	442,217	—	—	—	2,616,129
Total 總計				5,606,406	828,317	—	—	—	6,437,723

No share option was exercised, cancelled or lapsed under the Scheme during the Period.

Notes:

- (i) The vesting period of share options is from the date of the grant until the commencement of the exercise period.
- (ii) The exercise price of share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.
- (iii) The amounts represent share options granted on 24 December 2009 to Mr. Fung Ka Lun who was appointed as a director of the Company on 8 June 2010.

該計劃項下購股權於本期間概無行使、註銷或失效。

附註：

- (i) 購股權的歸屬期由授出日期起至行使期開始止。
- (ii) 購股權的行使價須按供股或紅股發行或其他本公司股本類似變動而予以調整。
- (iii) 該等數目乃於二零零九年十二月二十四日授予馮嘉倫先生之購股權數目，彼於二零一零年六月八日獲委任為本公司董事。



DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2010, the interests of the directors of the Company and their associates in the shares, underlying shares and debentures of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance (the "SFO"), or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

(i) Long positions in the shares of the Company:

Name of director 董事姓名	Capacity 身份	Number of issued ordinary shares held 所持已發行 普通股數目	Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
Mr. Chun Chi Wai 秦志威先生	Interest of controlled corporation (Note) 受控制法團權益(附註)	643,149,181	61.55%
	Beneficial owner 實益擁有人	1,089,000	0.10%
Ms. Lai Wun Yin 黎煥賢女士	Interest of spouse (Note) 配偶權益(附註)	644,238,181	61.65%

Note: Mr. Chun Chi Wai is deemed to be interested in 643,149,181 ordinary shares held by Wellrun Limited ("Wellrun") as the sole beneficial owner of Wellrun. Ms. Lai Wun Yin is the spouse of Mr. Chun Chi Wai and is deemed to be interested in the shares held by Mr. Chun Chi Wai.

董事於股份、相關股份及債券 的權益

於二零一零年六月三十日，本公司董事及彼等之聯繫人士於本公司及其相聯法團的股份、相關股份及債券中擁有本公司根據證券及期貨條例(「證券及期貨條例」)第352條存置的登記冊記錄，或根據標準守則而知會本公司及聯交所的權益如下：

(i) 本公司股份的好倉：

附註：由於秦志威先生乃好運有限公司(「好運」)的唯一實益擁有人，故視為擁有好運所持643,149,181股普通股的權益。黎煥賢女士乃秦志威先生的配偶，故視為擁有秦志威先生所持股份的權益。



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(ii) Long positions in the underlying shares of the Company:

(ii) 本公司相關股份的好倉：

Name of director 董事姓名	Capacity 身份	Number of options/ underlying shares held 所持購股權/ 相關股份數目	Exercise period 行使期	Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
Mr. Chun Chi Wai 秦志威先生	Beneficial owner 實益擁有人	1,930,502	22 June 2010 - 18 June 2017 二零一零年六月二十二日至 二零一七年六月十八日	0.18%
	Beneficial owner 實益擁有人	1,930,502	23 June 2011 - 18 June 2017 二零一一年六月二十三日至 二零一七年六月十八日	0.18%
	Beneficial owner 實益擁有人	1,930,502	23 June 2012 - 18 June 2017 二零一二年六月二十三日至 二零一七年六月十八日	0.18%
	Interest of spouse (Note) 配偶權益(附註)	643,500	22 June 2010 - 18 June 2017 二零一零年六月二十二日至 二零一七年六月十八日	0.06%
	Interest of spouse (Note) 配偶權益(附註)	643,501	23 June 2011 - 18 June 2017 二零一一年六月二十三日至 二零一七年六月十八日	0.06%
	Interest of spouse (Note) 配偶權益(附註)	643,501	23 June 2012 - 18 June 2017 二零一二年六月二十三日至 二零一七年六月十八日	0.06%
		7,722,008		0.74%
Mr. Fung Ka Lun 馮嘉倫先生	Beneficial owner 實益擁有人	1,144,164	1 November 2010 - 23 December 2017 二零一零年十一月一日至 二零一七年十二月二十三日	0.11%
	Beneficial owner 實益擁有人	1,144,165	1 November 2011 - 23 December 2017 二零一一年十一月一日至 二零一七年十二月二十三日	0.11%
	Beneficial owner 實益擁有人	1,144,165	1 November 2012 - 23 December 2017 二零一二年十一月一日至 二零一七年十二月二十三日	0.11%
		3,432,494		0.33%



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Name of director 董事姓名	Capacity 身份	Number of options/ underlying shares held 所持購股權/ 相關股份數目	Exercise period 行使期	Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
Mr. Jiang Yan Zhang 姜延章先生	Beneficial owner 實益擁有人	514,800	22 June 2010 - 18 June 2017 二零一零年六月二十二日至 二零一七年六月十八日	0.05%
	Beneficial owner 實益擁有人	514,801	23 June 2011 - 18 June 2017 二零一一年六月二十三日至 二零一七年六月十八日	0.05%
	Beneficial owner 實益擁有人	514,801	23 June 2012 - 18 June 2017 二零一二年六月二十三日至 二零一七年六月十八日	0.05%
		1,544,402		0.15%



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Name of director 董事姓名	Capacity 身份	Number of options/ underlying shares held 所持購股權/ 相關股份數目	Exercise period 行使期	Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
Ms. Lai Wun Yin 黎煥賢女士	Beneficial owner 實益擁有人	643,500	22 June 2010 - 18 June 2017 二零一零年六月二十二日至 二零一七年六月十八日	0.06%
	Beneficial owner 實益擁有人	643,501	23 June 2011 - 18 June 2017 二零一一年六月二十三日至 二零一七年六月十八日	0.06%
	Beneficial owner 實益擁有人	643,501	23 June 2012 - 18 June 2017 二零一二年六月二十三日至 二零一七年六月十八日	0.06%
	Interest of spouse (Note) 配偶權益(附註)	1,930,502	22 June 2010 - 18 June 2017 二零一零年六月二十二日至 二零一七年六月十八日	0.18%
	Interest of spouse (Note) 配偶權益(附註)	1,930,502	23 June 2011 - 18 June 2017 二零一一年六月二十三日至 二零一七年六月十八日	0.18%
	Interest of spouse (Note) 配偶權益(附註)	1,930,502	23 June 2012 - 18 June 2017 二零一二年六月二十三日至 二零一七年六月十八日	0.18%
		7,722,008		0.74%
Mr. Chan Iu Seng 陳耀星先生	Beneficial owner 實益擁有人	128,700	22 June 2010 - 18 June 2017 二零一零年六月二十二日至 二零一七年六月十八日	0.01%
	Beneficial owner 實益擁有人	128,700	23 June 2011 - 18 June 2017 二零一一年六月二十三日至 二零一七年六月十八日	0.01%
	Beneficial owner 實益擁有人	128,700	23 June 2012 - 18 June 2017 二零一二年六月二十三日至 二零一七年六月十八日	0.01%
		386,100		0.04%



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Name of director 董事姓名	Capacity 身份	Number of options/ underlying shares held 所持購股權/ 相關股份數目	Exercise period 行使期	Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
Mr. Chan Kam Hung 陳錦雄先生	Beneficial owner 實益擁有人	128,700	22 June 2010 - 18 June 2017 二零一零年六月二十二日至 二零一七年六月十八日	0.01%
	Beneficial owner 實益擁有人	128,700	23 June 2011 - 18 June 2017 二零一一年六月二十三日至 二零一七年六月十八日	0.01%
	Beneficial owner 實益擁有人	128,700	23 June 2012 - 18 June 2017 二零一二年六月二十三日至 二零一七年六月十八日	0.01%
		386,100		0.04%
Mr. Leung Chong Shun 梁創順先生	Beneficial owner 實益擁有人	128,700	22 June 2010 - 18 June 2017 二零一零年六月二十二日至 二零一七年六月十八日	0.01%
	Beneficial owner 實益擁有人	128,700	23 June 2011 - 18 June 2017 二零一一年六月二十三日至 二零一七年六月十八日	0.01%
	Beneficial owner 實益擁有人	128,700	23 June 2012 - 18 June 2017 二零一二年六月二十三日至 二零一七年六月十八日	0.01%
		386,100		0.04%
Mr. Yan Qi Ping 閻啟平先生	Beneficial owner 實益擁有人	128,700	8 June 2011 - 7 June 2018 二零一一年六月八日至 二零一八年六月七日	0.01%
	Beneficial owner 實益擁有人	128,700	8 June 2012 - 7 June 2018 二零一二年六月八日至 二零一八年六月七日	0.01%
	Beneficial owner 實益擁有人	128,700	8 June 2013 - 7 June 2018 二零一三年六月八日至 二零一八年六月七日	0.01%
		386,100		0.04%

Note: Mr. Chun Chi Wai and Ms. Lai Wun Yin are husband and wife and therefore are deemed to be interested in the options held by each other.

附註：秦志威先生與黎煥賢女士為夫婦關係，因此視為擁有對方所持購股權的權益。



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(iii) Long positions in the shares and underlying shares of associated corporation of the Company:

(iii) 本公司相聯法團股份及相關股份的好倉：

Name of director 董事姓名	Capacity 身份	Name of associated corporation 相聯法團名稱	Number of issued ordinary shares held 所持已發行普通股數目	Percentage of the issued share capital of the associated corporation 佔相聯法團已發行股本百分比
Mr. Chun Chi Wai 秦志威先生	Beneficial owner (Note) 實益擁有人(附註)	Wellrun 好運	1	100%

Note: As Wellrun owns more than 50% interest of the Company, Wellrun is an associated corporation of the Company under the SFO. Wellrun is also a controlled corporation of Mr. Chun Chi Wai under the SFO. The entire issued share capital of Wellrun is owned by Mr. Chun Chi Wai, who is a director of the Company and the sole director of Wellrun.

附註：由於好運擁有本公司超過50%的權益，根據證券及期貨條例，好運乃本公司的相聯法團。根據證券及期貨條例，好運亦為秦志威先生的受控法團。本公司董事及好運的唯一董事秦志威先生擁有好運的全部已發行股本。

Other than as disclosed above, none of the directors of the Company nor their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations as at 30 June 2010.

除上文所披露者外，概無本公司董事或彼等的聯繫人士於二零一零年六月三十日在本公司或其任何相聯法團的任何股份、相關股份或債券擁有任何權益或淡倉。

SUBSTANTIAL SHAREHOLDERS

Save as the interests disclosed above in respect of certain directors who are also substantial shareholders of the Company, as at 30 June 2010, the Company has not been notified of any other interests or short positions in the shares or underlying shares of the Company as recorded in the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO.

主要股東

於二零一零年六月三十日，除上文所披露之若干董事(亦為本公司主要股東)權益外，本公司並無獲知會有關本公司根據證券及期貨條例第336條存置的主要股東名冊所載本公司股份或相關股份的任何其他權益或淡倉。

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

During the Period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

買賣或贖回本公司上市證券

於本期間，本公司或其任何附屬公司概無買賣或贖回本公司任何上市證券。



Report on Review of Interim Financial Information 中期財務資料審閱報告

Deloitte. 德勤

TO THE BOARD OF DIRECTORS OF CHINA METAL RECYCLING (HOLDINGS) LIMITED

(incorporated in the Cayman Islands with limited liability)

Introduction

We have reviewed the interim financial information set out on pages 31 to 54, which comprises the condensed consolidated statement of financial position of China Metal Recycling (Holdings) Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") as of 30 June 2010 and the related condensed consolidated statement of comprehensive income, statement of changes in equity and statement of cash flows for the six-month period then ended and certain explanatory notes. The Main Board Listing Rules governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with HKAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

致中國金屬再生資源(控股)有限公司董事會

(於開曼群島註冊成立的有限公司)

緒言

我們已審閱第31頁至第54頁所載的中國金屬再生資源(控股)有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的中期財務資料，當中載有於二零一零年六月三十日的簡明綜合財務狀況表，以及截至該日止六個月期間的相關簡明綜合全面收益表、綜合權益變動表以及簡明綜合現金流量表，以及若干解釋附註。香港聯合交易所有限公司證券上市規則之主板上市規則規定中期財務資料報告須遵照當中相關條文及香港會計師公會頒佈之香港會計準則第34號「中期財務報告」(「香港會計準則第34號」)編製。貴公司董事有責任根據香港會計準則第34號編製及呈列本中期財務資料。我們的責任為根據我們的審閱對此中期財務資料作出結論，並按照我們雙方所協定的應聘條款，僅向閣下整體報告。除此以外，我們的報告書不可用作其他用途。我們概不就本報告的內容對任何其他人士負責或承擔法律責任。



Report on Review of Interim Financial Information 中期財務資料審閱報告

Scope of review

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with HKAS 34.

Deloitte Touche Tohmatsu

Certified Public Accountants
Hong Kong

26 August 2010

審閱範圍

我們根據香港會計師公會頒佈的香港審閱項目準則第2410號「由實體的獨立核數師進行的中期財務資料審閱」進行我們的審閱工作。中期財務資料的審閱工作包括向主要負責財務及會計事項的人員作出查詢，並進行分析和其他審閱程序。由於審閱範圍遠較按照香港核數準則所進行的審核範圍為小，所以不能保證我們會注意到在審核中可能會被發現的所有重大事項。因此，我們不會發表審核意見。

結論

根據我們的審閱工作，我們並無察覺到任何事項，使我們相信中期財務資料在所有重大方面沒有按照香港會計準則第34號的規定編製。

德勤•關黃陳方會計師行

執業會計師
香港

二零一零年八月二十六日



Condensed Consolidated Statement of Comprehensive Income

簡明綜合全面收益表

For the six months ended 30 June 2010
截至二零一零年六月三十日止六個月

		Six months ended 30 June	
		截至六月三十日止六個月	
		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(audited)
		(未經審核)	(經審核)
	NOTES 附註		
Revenue	3	8,685,279	3,667,097
Cost of sales		(8,156,610)	(3,299,868)
Gross profit		528,669	367,229
Other income		16,563	5,478
Distribution and selling expenses		(6,546)	(3,561)
Administrative expenses		(76,740)	(34,926)
Other expenses		—	(13,365)
Net gain (loss) on derivative financial instruments		30,491	(13,297)
Finance costs	4	(26,958)	(114,847)
Share of result of an associate		389	1,384
Profit before taxation		465,868	194,095
Income tax expense	5	(38,489)	(7,061)
Profit and total comprehensive income for the period	6	427,379	187,034
Profit and total comprehensive income for the period attributable to:			
Owners of the Company		419,847	188,748
Non-controlling interests		7,532	(1,714)
		427,379	187,034
		HK cents	HK cents
		港仙	港仙
Earnings per share	8		
– basic		40.18	26.39
– diluted		40.01	26.39



Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

At 30 June 2010
於二零一零年六月三十日

			30 June 2010 二零一零年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 December 2009 二零零九年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
		NOTES 附註		
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	9	201,745	88,989
Investment properties	投資物業		1,712	1,731
Prepaid lease payments –non-current portion	預付租賃款項 —非即期部分	9	131,743	94,529
Interest in an associate	於聯營公司權益		97,502	97,113
Deposit paid for acquisition of a subsidiary	收購附屬公司已付按金	15	33,239	—
Deposits paid for land use rights	土地使用權已付按金		115,432	45,653
Deposits paid for acquisition of property, plant and equipment	收購物業、廠房及設備 已付按金		2,405	55,130
			583,778	383,145
CURRENT ASSETS	流動資產			
Inventories	存貨		730,156	727,538
Trade and other receivables and deposits	貿易及其他應收款項及按金	10	4,011,935	2,524,325
Bills receivable	應收票據	11	887,536	248,067
Prepaid lease payments - current portion	預付租賃款項—即期部分	9	5,791	3,460
Deposit paid to a related party	已付關聯方按金		115	115
Derivative financial instruments	衍生金融工具	12	62,286	36,940
Pledged bank deposits	已質押銀行存款		1,072,495	210,376
Restricted bank deposits	受限制銀行存款		75,508	62,284
Bank balances and cash	銀行結餘及現金		606,199	554,417
			7,452,021	4,367,522



Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

At 30 June 2010
於二零一零年六月三十日

			30 June 2010 二零一零年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 December 2009 二零零九年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
		NOTES 附註		
CURRENT LIABILITIES	流動負債			
Trade and other payables	貿易及其他應付款項	13	1,849,864	981,796
Bills payable	應付票據	13	360,228	—
Discounted bills	貼現票據		460,932	139,810
Derivative financial instruments	衍生金融工具	12	56,115	62,144
Bank borrowings	銀行借款	14	1,849,952	451,576
Tax payable	應付稅項		46,978	25,072
			4,624,069	1,660,398
NET CURRENT ASSETS	流動資產淨值		2,827,952	2,707,124
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		3,411,730	3,090,269
NON-CURRENT LIABILITY	非流動負債			
Other long-term payable	其他長期應付款項		227	454
NET ASSETS	資產淨值		3,411,503	3,089,815
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本		105	105
Reserves	儲備		3,324,032	3,009,876
Equity attributable to owners of the Company	本公司擁有人應佔權益		3,324,137	3,009,981
Non-controlling interests	非控股權益		87,366	79,834
TOTAL EQUITY	總權益		3,411,503	3,089,815



Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 June 2010
截至二零一零年六月三十日止六個月

Attributable to owners of the Company

本公司擁有人應佔

		Attributable to owners of the Company						Non-controlling		Total
		Share capital	Share premium	Capital reserve	Exchange reserve	Share options reserve	Retained profits	Total	interests	
		股本	股份溢價	資本儲備	匯兌儲備	購股權儲備	保留溢利	總計	非控股權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2009 (audited)	於二零零九年一月一日(經審核)	—	234,000	161,370	36,317	—	399,867	831,554	64,798	896,352
Profit and total comprehensive income for the period	期間溢利及全面收入總額	—	—	—	—	—	188,748	188,748	(1,714)	187,034
Capitalisation issue	資本化發行	70	(70)	—	—	—	—	—	—	—
Issue of new shares	發行新股	35	1,787,065	—	—	—	—	1,787,100	—	1,787,100
Cost of issue of new shares	發行新股成本	—	(102,215)	—	—	—	—	(102,215)	—	(102,215)
Recognition of equity-settled share-based payment	確認以權益結算以股份支付款項	—	—	—	—	1,144	—	1,144	—	1,144
At 30 June 2009 (audited)	於二零零九年六月三十日(經審核)	105	1,918,780	161,370	36,317	1,144	588,615	2,706,331	63,084	2,769,415
Profit and total comprehensive income for the period	期間溢利及全面收入總額	—	—	—	—	—	289,674	289,674	1,977	291,651
Recognition of equity-settled share-based payments	確認以權益結算以股份支付款項	—	—	—	—	13,976	—	13,976	—	13,976
Capital contribution from non-controlling shareholders of subsidiaries	附屬公司非控股股東的出資	—	—	—	—	—	—	—	14,773	14,773
At 31 December 2009 (audited)	於二零零九年十二月三十一日(經審核)	105	1,918,780	161,370	36,317	15,120	878,289	3,009,981	79,834	3,089,815
Profit and total comprehensive income for the period	期間溢利及全面收入總額	—	—	—	—	—	419,847	419,847	7,532	427,379
Dividend recognised as distribution (note 7)	確認為分派的股息(附註7)	—	—	—	—	—	(125,400)	(125,400)	—	(125,400)
Recognition of equity-settled share-based payment	確認以權益結算的以股份支付款項	—	—	—	—	19,709	—	19,709	—	19,709
At 30 June 2010 (unaudited)	於二零一零年六月三十日(未經審核)	105	1,918,780	161,370	36,317	34,829	1,172,736	3,324,137	87,366	3,411,503

The capital reserve of the Group represents the aggregate of:

- (i) the reserve of HK\$120,811,000 arising on the acquisition of the remaining 48% equity interest in a subsidiary of the Company, Asia Steel (Holdings) Limited, from a non-controlling shareholder by Mr. Chun Chi Wai ("Mr. Chun"), the founder shareholder of the Company in June 2007 and representing the unaudited consolidated net assets value of Asia Steel (Holdings) Limited attributable to the non-controlling shareholder as at 30 June 2007 reclassified from non-controlling interests as deemed contribution by Mr. Chun; and
- (ii) the difference between the nominal value of the aggregate share capital of the subsidiaries acquired by the Company upon the group reorganisation in 2006 and the nominal value of the Company's shares issued in exchange of HK\$40,559,000.

本集團的資本儲備乃指下列兩項之總和：

- (i) 於二零零七年六月，本公司創辦股東秦志威先生(「秦先生」)向非控股股東收購本公司一間附屬公司亞洲鋼鐵(控股)有限公司的餘下48%股權產生的儲備約120,811,000港元，相當於非控股股東於二零零七年六月三十日應佔從非控股權益重新歸類為視作秦先生出資的亞洲鋼鐵(控股)有限公司未經審核綜合資產淨值；及
- (ii) 本公司於二零零六年進行集團重組後所購入附屬公司股本總額的面值與本公司為換取該等股本而發行的股份面值約40,559,000港元的差額。



Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 30 June 2010
截至二零一零年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2010 二零一零年 HK\$'000 千港元 (unaudited) (未經審核)	2009 二零零九年 HK\$'000 千港元 (audited) (經審核)
NET CASH USED IN OPERATING ACTIVITIES	經營業務動用的現金淨額	(436,855)	(214,535)
INVESTING ACTIVITIES	投資活動		
(Increase) decrease in pledged bank deposits	已質押銀行存款(增加)減少	(862,119)	7,585
Deposits paid for land use rights	土地使用權已付按金	(109,750)	(9,668)
Purchase of property, plant and equipment	收購物業、廠房及設備	(68,809)	(6,078)
Deposit paid for acquisition of a subsidiary	收購一間附屬公司已付按金	(33,239)	—
Increase in restricted bank deposits	受限制銀行存款增加	(13,224)	(9,329)
Additional investment in an associate	額外投資至一間聯營公司	—	(28,126)
Other investing activities	其他投資活動	958	2,746
NET CASH USED IN INVESTING ACTIVITIES	投資活動動用的現金淨額	(1,086,183)	(42,870)
FINANCING ACTIVITIES	融資活動		
New bank borrowings raised	新籌集的銀行借款	1,573,880	180,953
Increase (decrease) in discounted bills	貼現票據增加(減少)	321,122	(138,536)
Repayment of bank borrowings	償還銀行借款	(175,504)	(138,705)
Dividend paid	已付股息	(125,400)	—
Interest paid	已付利息	(19,278)	(30,356)
Proceeds from issue of new share	發行新股的所得款項	—	1,787,100
Redemption of secured guaranteed senior notes	贖回抵押有擔保優先票據	—	(781,215)
Share issue costs paid	已付股份發行成本	—	(102,215)
Other financing activities	其他融資活動	—	(3,505)
NET CASH FROM FINANCING ACTIVITIES	融資活動產生的現金淨額	1,574,820	773,521
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加淨額	51,782	516,116
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	期初現金及現金等價物	554,417	343,293
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD, represented by bank balances and cash	期終現金及現金等價物，即銀行結餘及現金	606,199	859,409



Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2010
截至二零一零年六月三十日止六個月

1. BASIS OF PREPARATION

The condensed consolidated financial statements of the Company and its subsidiaries (the "Group") have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and with Hong Kong Accounting Standard ("HKAS") 34, Interim Financial Reporting.

2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair values.

The accounting policies used in the condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2009 except as described below.

In the current interim period, the Group has applied, for the first time, a number of new and revised standards, amendments and interpretations ("new or revised HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

The Group applies Hong Kong Financial Reporting Standard ("HKFRS") 3 (Revised) "Business Combinations" prospectively to business combinations for which the acquisition date is on or after 1 January 2010. The requirements in HKAS 27 (Revised) "Consolidated and Separate Financial Statements" in relation to accounting for changes in ownership interests in a subsidiary after control is obtained and for loss of control of a subsidiary are also applied prospectively by the Group on or after 1 January 2010.

As there was no transaction during the current interim period in which HKFRS 3 (Revised) and HKAS 27 (Revised) are applicable, the application of HKFRS 3 (Revised), HKAS 27 (Revised) and the consequential amendments to other HKFRSs had no effect on the condensed consolidated financial statements of the Group for the current or prior accounting periods.

1. 編製基準

本公司及其附屬公司（「本集團」）的簡明綜合財務報表已根據香港聯合交易所有限公司證券上市規則附錄16的適用披露規定及香港會計準則（「香港會計準則」）第34號：中期財務報告編製。

2. 主要會計政策

簡明綜合財務報表已按歷史成本基準編製，惟按公允值計量的若干金融工具則除外。

除下文所述者外，簡明綜合財務報表的會計政策，與編製本集團截至二零零九年十二月三十一日止年度的年度財務報表所遵循的會計政策一致。

於本中期期間，本集團已首次應用多項由香港會計師公會（「香港會計師公會」）頒佈的新訂及經修訂準則、修訂本及詮釋（「新訂及經修訂香港財務報告準則」）。

本集團對收購日期為二零一零年一月一日或之後的業務合併，以非追溯方式應用香港財務報告準則（「香港財務報告準則」）第3號（經修訂）「業務合併」。本集團亦已於二零一零年一月一日或之後以非追溯方式應用香港會計準則第27號（經修訂）「綜合及獨立財務報表」對取得附屬公司控股權後的所有權權益變動及失去附屬公司控股權的會計處理方法的有關規定。

於本中期期間內概無交易適用香港財務報告準則第3號（經修訂）及香港會計準則第27號（經修訂），應用香港財務報告準則第3號（經修訂）、香港會計準則第27號（經修訂）及其他香港財務報告準則的相應修訂，對於本會計期間或過往會計期間本集團的簡明綜合財務報表並無影響。



Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2010
截至二零一零年六月三十日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Results of the Group in future periods may be affected by future transactions for which HKFRS 3 (Revised), HKAS 27 (Revised) and the consequential amendments to the other HKFRSs are applicable.

The application of the other new and revised HKFRSs had no effect on the condensed consolidated financial statements of the Group for the current or prior accounting periods.

The Group has not early applied the following new or revised standards, amendments or interpretations that have been issued but are not yet effective:

HKFRSs (Amendments)	Improvements to HKFRSs 2010 ¹
HKAS 24 (Revised)	Related Party Disclosures ²
HKAS 32 (Amendment)	Classification of Rights Issues ³
HKFRS 1 (Amendment)	Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters ⁴
HKFRS 9	Financial Instruments ⁵
HK(IFRIC) - Int 14 (Amendment)	Prepayments of a Minimum Funding Requirement ²
HK(IFRIC) - Int 19	Extinguishing Financial Liabilities with Equity Instruments ⁴

2. 主要會計政策 (續)

本集團於未來期間的業績，可能會受到應用香港財務報告準則第3號(經修訂)、香港會計準則第27號(經修訂)及其他香港財務報告準則相應修訂的未來交易所影響。

應用其他新訂及經修訂香港財務報告準則，對於本會計期間或過往會計期間本集團的簡明綜合財務報表並無影響。

本集團尚未提早應用下列已頒佈但尚未生效的新訂或經修訂準則、修訂本或詮釋：

香港財務報告準則(修訂本)	二零一零年香港財務報告準則的改進 ¹
香港會計準則第24號(經修訂)	關聯方披露資料 ²
香港會計準則第32號(修訂本)	供股的分類 ³
香港財務報告準則第1號(修訂本)	首次採納者有限豁免可比較的香港財務報告準則第7號披露資料 ⁴
香港財務報告準則第9號	金融工具 ⁵
香港(國際財務報告詮釋委員會)－詮釋第14號(修訂本)	最低資金要求的預付款項 ²
香港(國際財務報告詮釋委員會)－詮釋第19號	終止股權工具的金融負債 ⁴



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2. PRINCIPAL ACCOUNTING POLICIES (Continued)

- ¹ Effective for annual periods beginning on or after 1 July 2010 and 1 January 2011, as appropriate
- ² Effective for annual periods beginning on or after 1 January 2011
- ³ Effective for annual periods beginning on or after 1 February 2010
- ⁴ Effective for annual periods beginning on or after 1 July 2010
- ⁵ Effective for annual periods beginning on or after 1 January 2013

HKFRS 9 “Financial Instruments” introduces new requirements for the classification and measurement of financial assets and will be effective from 1 January 2013, with earlier application permitted. The standard requires all recognised financial assets that are within the scope of HKAS 39 “Financial Instruments: Recognition and Measurement” to be measured at either amortised cost or fair value. Specifically, debt investments that (i) are held within a business model whose objective is to collect the contractual cash flows; and (ii) have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost. All other debt investments and equity investments are measured at fair value. The application of HKFRS 9 might affect the classification and measurement of the Group’s financial assets.

The directors of the Company anticipate that the application of other new and revised standards, amendments or interpretations will have no material impact on the results and the financial position of the Group.

2. 主要會計政策 (續)

- 1 於二零一零年七月一日或之後及二零一一年一月一日(如適用)開始的年度期間生效
- 2 於二零一一年一月一日或之後開始的年度期間生效
- 3 於二零一零年二月一日或之後開始的年度期間生效
- 4 於二零一零年七月一日或之後開始的年度期間生效
- 5 於二零一三年一月一日或之後開始的年度期間生效

香港財務報告準則第9號「金融工具」引入金融資產分類及計量方法的新規定，將由二零一三年一月一日起生效，獲准提早應用。該準則規定所有在香港會計準則第39號「金融工具：確認及計量」範圍內的金融資產於確認後須按攤銷成本或公允值計量。具體來說，(i)於業務模型內為收回合約現金流量目的而持有；及(ii)擁有純粹支付本金及未償還本金利息的合約現金流量的債務投資，一般按攤銷成本計量。所有其他債務投資及股權投資均按公允值計量。應用香港財務報告準則第9號可能會影響本集團金融資產的分類及計量。

本公司董事預期應用其他新訂及經修訂準則、修訂本或詮釋將不會對本集團的業績及財務狀況造成重大影響。



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3. REVENUE AND SEGMENT INFORMATION

The Group is engaged in the principal business of metal recycling, involving the recycling of scrap metal into recycled ferrous and non-ferrous metals, which are the raw materials for a wide range of metallic end-products. The Group collects scrap steel, scrap copper and other scrap metals and processes them using advanced equipment to produce quality recycled scrap metals. From time to time, the Group also sells scrap metals collected directly to customers when the quality of such scrap metals meets certain required standards. The metals can be broadly classified into two categories:

- (i) ferrous metals, namely iron and steel; and
- (ii) non-ferrous metals, including copper, aluminium, etc.

The board of directors of the Company regularly reviews revenue analysis by two principal metals processed/sold by the Group and the Group's consolidated profit for the period for the purposes of resource allocation and performance assessment. As no other discrete financial information is available for the assessment of different business activities, no segment information is presented

The following is an analysis of the Group's revenue by principal metals for the period under review:

Ferrous metals	黑色金屬
Non-ferrous metals	有色金屬

3. 收益及分部資料

本集團主營金屬回收業務，涉及將回收的廢金屬加工成循環再造黑色及有色金屬（為多種終端金屬產品的原材料）。本集團回收廢鋼、廢銅及其他廢金屬，並利用先進設備加工生產優質循環再造廢金屬。本集團亦不時於該等廢金屬質量符合若干規定標準時向客戶直接出售回收的廢金屬。金屬大致分為兩類：

- (i) 黑色金屬，即鐵及鋼；及
- (ii) 有色金屬，包括銅及鋁等。

本公司董事會定期審閱本集團加工／出售的兩種主要金屬的收益分析以及本集團的期內綜合溢利，以進行資源分配及表現評估。由於並無其它分立財務資料可用於評估不同業務活動，故無呈列分部資料。

於回顧期間，本集團按主要金屬劃分的收益分析如下：

Six months ended 30 June

截至六月三十日止六個月

		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(audited)
		(未經審核)	(經審核)
		1,958,819	556,111
		6,726,460	3,110,986
		8,685,279	3,667,097



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4. FINANCE COSTS

4. 融資成本

		Six months ended 30 June 截至六月三十日止六個月	
		2010 二零一零年 HK\$'000 千港元 (unaudited) (未經審核)	2009 二零零九年 HK\$'000 千港元 (audited) (經審核)
Interest on bank loans wholly repayable within five years	須於五年內悉數償還的銀行貸款利息	26,958	3,836
Effective interest expense on secured guaranteed senior notes (note)	已抵押有擔保優先票據的實際利息開支(附註)	—	111,011
		26,958	114,847

note: The secured guaranteed senior notes were fully redeemed during six months ended 30 June 2009.

附註：該份已抵押有擔保優先票據已於截至二零零九年六月三十日止六個月內悉數贖回。

5. INCOME TAX EXPENSE

5. 所得稅開支

		Six months ended 30 June 截至六月三十日止六個月	
		2010 二零一零年 HK\$'000 千港元 (unaudited) (未經審核)	2009 二零零九年 HK\$'000 千港元 (audited) (經審核)
The charge comprises:	費用包括：		
PRC Enterprise Income Tax	中國企業所得稅		
Current period	即期	38,489	7,312
Overprovision in prior period	過往期間超額撥備	—	(251)
		38,489	7,061



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5. INCOME TAX EXPENSE (Continued)

No provision for Hong Kong Profits Tax has been made as the Group's subsidiaries in Hong Kong either had no assessable profit or incurred tax losses for both periods.

Under the Law of the People's Republic of China (the "PRC") on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both periods.

Under Decree-Law no. 58/99/M, Central Steel (Macao Commercial Offshore) Limited, a Macau subsidiary incorporated under that Law (called "58/99/M Company"), is exempted from Macau Complementary tax (Macau income tax) as the 58/99/M Company does not sell its products to any Macau resident company during both periods.

At 30 June 2010, the aggregate amount of temporary differences associated with undistributed earnings of the subsidiaries in the PRC for which deferred tax liabilities have not been recognised was HK\$184,843,000 (31 December 2009: HK\$109,482,000). No liability has been recognised in respect of these differences because the Group is in a position to control the timing of the reversal of the temporary differences and it is probable that such differences will not reverse in the foreseeable future.

5. 所得稅開支 (續)

於上述兩段期間，由於本集團於香港的附屬公司並無應課稅溢利或產生稅項虧損，故並無就香港利得稅作出相關撥備。

根據中華人民共和國(「中國」)企業所得稅法(「企業所得稅法」)以及企業所得稅法的實施條例，中國附屬公司的稅率於兩段期間均為25%。

中環鋼鐵(澳門離岸商業服務)有限公司為根據第58/99/M號法令註冊成立的澳門附屬公司(稱為「58/99/M公司」)。由於該58/99/M公司於上述兩段期間並無向任何澳門本土公司銷售產品，故此獲豁免繳納澳門補充稅(澳門所得稅)。

於二零一零年六月三十日，尚未確認遞延稅項負債的中國附屬公司未分派盈利的相關臨時差額合共184,843,000港元(二零零九年十二月三十一日：109,482,000港元)。並無就該等差額確認負債，因為本集團處於控制撥回臨時差額時間的位置，該等差額將不會於可見未來撥回。



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6. PROFIT FOR THE PERIOD

6. 期內溢利

		Six months ended 30 June 截至六月三十日止六個月	
		2010 二零一零年 HK\$'000 千港元 (unaudited) (未經審核)	2009 二零零九年 HK\$'000 千港元 (audited) (經審核)
Profit for the period has been arrived at after charging (crediting):	期內溢利已扣除(計入):		
Amortisation of prepaid lease payments	預付租賃款項攤銷	1,997	1,730
Depreciation of property, plant and equipment	物業、廠房及設備折舊	7,505	6,690
Depreciation of investment properties	投資物業折舊	19	19
Listing expenses (included in other expenses)	上市開支(於其他開支內)	—	13,365
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	85	—
Operating lease rentals paid in respect of rented premises	就租賃物業支付的經營租賃租金	10,012	10,438
Net exchange gain	匯兌收益淨額	(5,889)	(1,270)

7. DIVIDEND

During the period, a dividend of HK12 cents per share amounting to HK\$125,400,000 (six months ended 30 June 2009: Nil) was paid to the shareholders as final dividend for 2009.

The directors do not recommend the payment of an interim dividend for the period (six months ended 30 June 2009: Nil).

7. 股息

於本期間，已向股東派付每股12港仙合計125,400,000港元的股息(截至二零零九年六月三十日止六個月:無)，作為二零零九年的末期股息。

董事不建議就本期間宣派中期股息(截至二零零九年六月三十日止六個月:無)。



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8. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to owners of the Company is based on the following data:

8. 每股盈利

按下列數據計算本公司擁有人應佔每股基本及攤薄盈利：

		Six months ended 30 June	
		截至六月三十日止六個月	
		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(audited)
		(未經審核)	(經審核)
Earnings:	盈利：		
Profit for the period attributable to owners of the Company for the purposes of basic and diluted earnings per share	計算每股基本及攤薄盈利的本公司擁有人應佔期內溢利	419,847	188,748
Number of shares:	股份數目：		
Weighted average number of ordinary shares for the purposes of basic earnings per share	計算每股基本盈利的加權平均普通股數目	1,045,000,000	715,165,746
Effect of diluted potential ordinary shares as a result of the share options granted under the Pre-IPO Scheme (defined in note 16)	根據首次公開發售前計劃(定義見附註16)所授出購股權的潛在普通股攤薄影響	4,239,939	—
Weighted average number of ordinary shares for the purpose of diluted earnings per share	計算每股攤薄盈利的加權平均普通股數目	1,049,239,939	715,165,746

The computation of diluted earnings per share does not assume the exercise of the Company's outstanding share options granted under the Scheme (defined in note 16) for the six months ended 30 June 2010 and the Pre-IPO Scheme for the six months ended 30 June 2009 because the exercise price of those options was higher than the average market price of the shares for the relevant periods.

計算每股攤薄盈利時並不假設根據截至二零一零年六月三十日止六個月的該計劃(定義見附註16)及截至二零零九年六月三十日止六個月的首次公開發售前計劃所授出的本公司尚未行使購股權獲行使，因為該等購股權的行使價高於該等股份於有關期間的平均市價。



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9. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT AND PREPAID LEASE PAYMENTS

During the period, the Group acquired property, plant and equipment of HK\$120,346,000 (six months ended 30 June 2009: HK\$8,002,000) for the expansion of its operation and business.

In addition, the Group obtained certain land use rights for its new operation sites in the PRC during the period at an aggregate consideration of HK\$41,542,000.

9. 物業、廠房及設備以及預付租賃款項變動

期內，本集團已就擴充其經營及業務收購物業、廠房及設備120,346,000港元（截至二零零九年六月三十日止六個月：8,002,000港元）。

此外，本集團於期內已就其在中國的新經營地盤取得若干土地使用權，總代價為41,542,000港元。



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10. TRADE AND OTHER RECEIVABLES AND DEPOSITS

The Group generally allows an average credit period of 30 to 90 days to its trade customers. The aged analysis of the Group's trade receivables, presented based on the invoice date at the end of the reporting period, is as follows:

Trade receivables:	應收貿易款項：
0 - 30 days	0至30日
31 - 60 days	31至60日
61 - 90 days	61至90日
91 - 120 days	91至120日
121 - 180 days	121至180日
Over 180 days	超過180日

10. 貿易及其他應收款項及按金

本集團一般向貿易客戶提供介乎30日至90日的平均信貸期。於報告期間結束時本集團應收貿易款項的賬齡分析(按發票日期呈列)如下：

30 June 2010 二零一零年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 December 2009 二零零九年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
889,978	803,486
833,822	678,539
684,846	513,299
624,442	199,040
670,591	80,826
1,086	26,382
3,704,765	2,301,572



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10. TRADE AND OTHER RECEIVABLES AND DEPOSITS (Continued)

10. 貿易及其他應收款項及按金 (續)

		30 June 2010 二零一零年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 December 2009 二零零九年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
Other receivables and deposits:	其他應收款項及按金：		
Deposits and prepayments	按金及預付款項	14,827	31,297
Deposits paid for purchase of raw materials	購買原材料的已付按金	196,568	94,037
Other taxes recoverable	其他可收回稅項	86,051	95,643
Others	其他	9,724	1,776
		307,170	222,753
		4,011,935	2,524,325

11. BILLS RECEIVABLE

The amount represents bills on hand and bills discounted to banks with recourse with a maturity period of less than 180 days. At the end of the reporting period, these receivables are not yet due. The Group retains all the risks and rewards of discounted bills receivable and accordingly, the Group continues to recognise the full carrying amount of such bills receivable and has recognised the cash received on such discount as secured discounted bills liabilities in the condensed consolidated statement of financial position.

11. 應收票據

該款項主要指於180日內到期的手頭票據及銀行附有追索權的已貼現票據。該等應收款項於報告期間結束時尚未到期。本集團保留所有該等已貼現應收票據的全部風險及回報；因此，本集團繼續確認該等應收票據的足額賬面值，並將該等貼現所得現金在簡明綜合財務狀況表中確認為有抵押貼現票據負債。



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12. DERIVATIVE FINANCIAL INSTRUMENTS

12. 衍生金融工具

Derivatives settled in net (not under hedge accounting):

並非按對沖會計法處理的按淨額結算衍生工具：

		30 June 2010 二零一零年六月三十日		31 December 2009 二零零九年十二月三十一日	
		Assets 資產 HK\$'000 千港元 (unaudited) (未經審核)	Liabilities 負債 HK\$'000 千港元 (unaudited) (未經審核)	Assets 資產 HK\$'000 千港元 (audited) (經審核)	Liabilities 負債 HK\$'000 千港元 (audited) (經審核)
Future contracts on non-ferrous metals (note a)	有色金屬期貨合約 (附註a)	53,516	54,901	36,508	61,248
Foreign currency forward contracts (note b)	外幣遠期合約 (附註b)	8,770	1,123	432	843
Interest rate swap	利率掉期	—	91	—	53
		62,286	56,115	36,940	62,144

notes:

- (a) The Group uses future contracts to reduce its exposure to the price risk of non-ferrous metals. The future contracts are actively traded in the market and measured at their fair values at the end of the reporting period, with gain or loss recognised directly in profit or loss.
- (b) The Group entered into foreign currency forward contracts to manage its foreign exchange rate risk. The aggregate notional amount of outstanding foreign currency forward contracts as at 30 June 2010 was US\$130,983,000 (31 December 2009: US\$28,081,000) and the contracts will mature within one year.

附註：

- (a) 本集團使用期貨合約降低其有色金屬價格風險。期貨合約於市場上交投活躍及於報告期間結束時按公允值計量，其盈虧於損益內直接確認。
- (b) 本集團訂立外幣遠期合約管理其匯率風險。於二零一零年六月三十日的未償外幣遠期合約的總賬面值為130,983,000美元（二零零九年十二月三十一日：28,081,000美元），而合約將於一年內到期。



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13. TRADE AND OTHER PAYABLES AND BILLS PAYABLE

The aged analysis of the Group's trade payables, presented based on the invoice date at the end of the reporting period, is as follows:

Trade payables:	應付貿易款項：
0 - 30 days	0至30日
31 - 60 days	31至60日
61 - 90 days	61至90日
91 - 120 days	91至120日
121 - 150 days	121至150日
Over 150 days	超過150日

Other payables:	其他應付款項：
Accruals	應計費用
Payables for acquisition of property, plant and equipment	購買物業、廠房及設備的應付款項
Deposits received from customers	已收客戶按金
Other taxes payable	其他應付稅項
Others	其他

13. 貿易及其他應付款項及應付票據

於報告期間結束時，本集團應付貿易款項的賬齡分析(按發票日期呈列)如下：

30 June 2010 二零一零年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 December 2009 二零零九年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
727,618	585,871
665,018	191,996
374,228	111,288
4,222	32
1	44
423	708
1,771,510	889,939
21,104	12,916
1,666	1,659
30,946	60,426
8,483	4,409
16,155	12,447
78,354	91,857
1,849,864	981,796

All bills payable of the Group are aged within 120 days and not yet due at the end of the reporting period.

本集團所有應付票據的賬齡均在120日內，且於報告期間結束時尚未到期。



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For the six months ended 30 June 2010
截至二零一零年六月三十日止六個月

14. BANK BORROWINGS

During the current period, the Group obtained new bank loans amounting to HK\$1,573,880,000 (six months ended 30 June 2009: HK\$180,953,000) and made repayments of HK\$175,504,000 (six months ended 30 June 2009: HK\$138,705,000). The loans at 30 June 2010 bear effective interest rate ranging from 1.59% to 5.31% (31 December 2009: 0.38% to 5.84%) per annum and are payable within one year. Most of these loans are secured by the Group's pledged bank deposits at the end of the reporting period.

The proceeds were used to finance the general operations of the Group.

15. CAPITAL COMMITMENTS

Capital expenditure contracted for but not provided in the condensed consolidated financial statements in respect of:

- acquisition of a subsidiary (note)
- addition of land use rights
- addition of construction in progress
- acquisition of property, plant and equipment

已訂約但並無於簡明綜合財務報表內撥備的資本開支：

- 收購一間附屬公司(附註)
- 新增土地使用權
- 新增在建工程
- 收購物業、廠房及設備

14. 銀行借款

於本期間，本集團已取得新造銀行貸款達1,573,880,000港元(截至二零零九年六月三十日止六個月：180,953,000港元)及償還175,504,000港元(截至二零零九年六月三十日止六個月：138,705,000港元)。該等貸款於二零一零年六月三十日按實際年利率介乎1.59%至5.31%(二零零九年十二月三十一日：0.38%至5.84%)計息，並須於一年內應付。該等貸款大多數均由本集團於報告期間完結時的已質押銀行存款抵押。

所得款項已用作為本集團的一般營運提供資金。

15. 資本承擔

	30 June 六月三十日 2010 二零一零年 HK\$'000 千港元 (unaudited) (未經審核)	31 December 十二月三十一日 2009 二零零九年 HK\$'000 千港元 (audited) (經審核)
Capital expenditure contracted for but not provided in the condensed consolidated financial statements in respect of:		
– acquisition of a subsidiary (note)	216,761	250,000
– addition of land use rights	21,208	—
– addition of construction in progress	7,370	5,799
– acquisition of property, plant and equipment	600	50,670
	245,939	306,469



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截至二零一零年六月三十日止六個月

15. CAPITAL COMMITMENTS (Continued)

note: On 31 December 2009, Jiangsu China Metal Recycling Resources Co., Ltd. ("Jiangsu CMR Resources"), a wholly-owned subsidiary of the Group, has entered into certain agreements with independent third parties to acquire a 99.68% interest in Jiangsu Jiangyin Port Container Company Limited (江蘇江陰港集裝箱有限公司) ("Jiangyin Container") and related operating assets for an aggregate consideration of RMB220 million (equivalent to approximately HK\$250 million). Jiangyin Container is principally engaged in the business of the provision of port services, including warehousing, stevedoring and transportation of goods. The transaction will be completed upon fulfilment of certain conditions, including restructuring and clearing of certain assets and liabilities of the acquiree, finalisation of due diligence procedure and settlement of the relevant payments.

During the period, Jiangsu CMR Resources has paid a deposit of RMB29,250,000 (equivalent to approximately HK\$33,239,000) for the acquisition and the transaction was subsequently completed in July 2010. The Group is still in the process of assessing both the fair value of the identifiable assets and liabilities of the relevant acquiree and the financial effects of the transaction.

15. 資本承擔 (續)

附註：本集團全資附屬公司江蘇中金再生資源有限公司（「江蘇中金再生資源」）與獨立第三方於二零零九年十二月三十一日訂立若干協議以收購江蘇江陰港集裝箱有限公司（「江陰集裝箱」）99.68%權益及其相關經營資產，總代價為人民幣220,000,000元（相當於約250,000,000港元）。江陰集裝箱主要業務為提供港口服務，包括倉儲、碼頭裝卸及貨物運輸。交易將於若干條件達成後完成，包括重組及結清被收購方的若干資產及負債、落實盡職審查程序及償付相關付款。

期內，江蘇中金再生資源已就收購事項支付按金人民幣29,250,000元（相當於約33,239,000港元），而交易亦已隨後於二零一零年七月完成。本集團仍在評估有關被收購方可辨別資產及負債的公允值及交易的財務影響。



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For the six months ended 30 June 2010
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16. SHARE-BASED PAYMENTS

Equity-settled share option schemes

(a) Pre-IPO Share Option Scheme

The Company adopted the Pre-IPO Share Option Scheme (the "Pre-IPO Scheme") on 22 May 2009. The purpose of the Pre-IPO Scheme is to recognise the contribution that eligible participants made or may have made to the growth of the Group.

The movements of the share options granted under the Pre-IPO Scheme during the period are as follows:

		Number of share options 購股權數目
Outstanding at 1 January 2010	於二零一零年一月一日尚未行使	22,924,710
Forfeited during the period	於期內沒收	(96,525)
<hr/>		
Outstanding at 30 June 2010	於二零一零年六月三十日尚未行使	22,828,185

During the current period, the Group recognised an expense of HK\$13,309,000 (six months ended 30 June 2009: HK\$1,144,000) in relation to share options granted by the Company under the Pre-IPO Scheme.

16. 以股份支付交易

以權益結算的購股權計劃

(a) 首次公開發售前購股權計劃

本公司於二零零九年五月二十二日採納首次公開發售前購股權計劃（「首次公開發售前計劃」）。首次公開發售前計劃旨在嘉許合資格參與人士為本集團的發展所作的貢獻。

期內，根據首次公開發售前計劃授出的購股權變動詳情如下：

	Number of share options 購股權數目
Outstanding at 1 January 2010	22,924,710
Forfeited during the period	(96,525)
<hr/>	
Outstanding at 30 June 2010	22,828,185

於本期間，本集團就本公司根據首次公開發售前計劃授出的購股權確認開支13,309,000港元（截至二零零九年六月三十日止六個月：1,144,000港元）。



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For the six months ended 30 June 2010
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16. SHARE-BASED PAYMENTS (Continued)

Equity-settled share option schemes (Continued)

(b) Share Option Scheme

The Company also adopted the Share Option Scheme (the "Scheme") on 22 May 2009. The purpose of the Scheme is also to recognise the contribution made or may have made to the Group by eligible participants.

The movements of the share options granted under the Scheme during the period are as follows:

Outstanding at 1 January 2010	於二零一零年一月一日尚未行使	5,606,406
Granted during the period	於期內授出	828,317
Outstanding at 30 June 2010	於二零一零年六月三十日尚未行使	6,434,723

In the current period, 386,100 and 442,217 share options were granted to a director of the Company and certain employees of the Group, respectively, on 8 June 2010. The closing price of the Company's shares immediately before the date of grant was HK\$6.6.

The fair value of the options determined at the date of grant using the Binomial model was HK\$2,659,000. The share options granted have a vesting period of 1 to 3 years and the grantees are entitled to a gradual increase in the number of share options being vested upon increase in the years of services to the Group. The following assumptions were used to calculate the fair value:

Market price	HK\$6.520	市價	6.520港元
Exercise price	HK\$6.784	行使價	6.784港元
Contractual life	4.5 to 5.5 years	合約年期	4.5至5.5年
Expected volatility	58%	預計波幅	58%
Expected dividend yield	1.51%	預計股息率	1.51%
Risk free rate	1.401% to 1.657%	無風險利率	1.401%至1.657%

16. 以股份支付交易 (續)

以權益結算的購股權計劃 (續)

(b) 購股權計劃

本公司亦於二零零九年五月二十二日採納購股權計劃(「該計劃」)。該計劃為嘉許及答謝合資格參與人士對本集團作出或可能已作出的貢獻。

期內，根據該計劃授出的購股權變動詳情如下：

Number of share options 購股權數目

於本期間，本公司董事及本集團若干僱員於二零一零年六月八日已分別獲授386,100份及442,217份購股權。本公司股份於緊接授出日期前的收市價為6.6港元。

購股權的公允值為2,659,000港元，乃於授出日期以二項式期權定價模式釐定。已授出購股權的歸屬期為一至三年，而隨著承授人於本集團的服務年期增長，將予歸屬的購股權數目可逐漸增加。計算公允值時已使用下列假設：



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For the six months ended 30 June 2010
截至二零一零年六月三十日止六個月

16. SHARE-BASED PAYMENTS (Continued)

Equity-settled share option schemes (Continued)

(b) Share Option Scheme (Continued)

The Binomial model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate. Changes in variables and assumptions may result in changes in the fair value of the options.

During the current period, the Group recognised an expense of HK\$6,400,000 (six months ended 30 June 2009: Nil) in relation to share options granted by the Company under the Scheme.

16. 以股份支付交易 (續)

以權益結算的購股權計劃 (續)

(b) 購股權計劃 (續)

預測購股權公允值時已使用二項式期權定價模式。計算購股權公允值所用的變量及假設按董事的最佳估算而定。變量及假設變動可能導致購股權的公允值有變。

於本期間，本集團就本公司根據該計劃授出的購股權確認開支6,400,000港元（截至二零零九年六月三十日止六個月：無）。

17. RELATED PARTY DISCLOSURES

(I) Related party transactions

Name of related parties 關連人士名稱	Nature of transactions 交易性質
Guangzhou Zhujiang Steel Port Co., Ltd., an associate of the Group 廣州珠鋼碼頭有限公司， 本集團的聯營公司	Port loading charges paid 已付港口裝卸費用
Guangzhou Asia Steel Property Co., Ltd. ("GAS Property"), a company indirectly owned by Mr. Chun Chi Wai ("Mr. Chun"), the founder shareholder and a director of the Company 廣州亞鋼置業有限公司（「廣州亞鋼置業」），本公司創辦股東兼董事秦志威先生（「秦先生」）間接擁有的公司	Rental expenses paid 已付租金開支
Asia Wing Tat Recycling Limited, a company indirectly owned by Mr. Chun 亞洲榮達回收有限公司， 秦先生間接擁有的公司	Cargo handling service fee paid 已付貨物處理服務費

17. 關連人士披露

(I) 關連人士交易

Six months ended 30 June
截至六月三十日止六個月

2010 二零一零年 HK\$'000 千港元 (unaudited) (未經審核)	2009 二零零九年 HK\$'000 千港元 (audited) (經審核)
1,213	769
352	346
—	1,728



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For the six months ended 30 June 2010
截至二零一零年六月三十日止六個月

17. RELATED PARTY DISCLOSURES (Continued)

(II) Related party balance

Name of related party 關連人士名稱	Nature of balance 結餘性質
GAS Property 廣州亞鋼置業	Deposit paid 已付按金

17. 關連人士披露 (續)

(II) 關連人士結餘

30 June 六月三十日 2010 二零一零年 HK\$'000 千港元 (unaudited) (未經審核)	31 December 十二月三十一日 2009 二零零九年 HK\$'000 千港元 (audited) (經審核)
115	115

(III) Compensation of key management personnel

The emoluments of the directors of the Company, who are also identified as members of key management of the Group, are as follow:

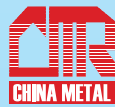
Short-term benefits	短期福利
Post-employment benefits	受僱後福利
Equity-settled share-based payments	以權益結算的以股份支付款項

(III) 主要管理人員的酬金

本公司董事(而其亦已識別為本集團主要管理層成員)的酬金載列如下:

Six months ended 30 June 截至六月三十日止六個月

2010 二零一零年 HK\$'000 千港元 (unaudited) (未經審核)	2009 二零零九年 HK\$'000 千港元 (audited) (經審核)
3,201	1,819
13	6
6,642	646
9,856	2,471



中國金屬再生資源(控股)有限公司
China Metal Recycling (Holdings) Limited