

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 股份代號: 00773)





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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 Kam Hung
Mr. Leung Chong Shun
Mr. Yan Qi Ping

Audit Committee:

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

Remuneration Committee:

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

Nomination Committee: (established on 27 March 2012)

Mr. Yan Qi Ping (*Chairman*)
Mr. Chan Kam Hung
Mr. Leung Chong Shun
Ms. Lai Wun Yin
Mr. Chun Chi Wai

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)
梁創順先生
閻啟平先生

薪酬委員會：

梁創順先生 (主席)
陳錦雄先生
閻啟平先生
秦志威先生

提名委員會： (於二零一二年三月二十七日成立)

閻啟平先生 (主席)
陳錦雄先生
梁創順先生
黎煥賢女士
秦志威先生

AUTHORISED REPRESENTATIVES

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

COMPANY SECRETARY

Mr. Lam Po Kei Kenneth Greg

REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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Hong Kong
Tel: (852) 2547 4725

AUDITOR

Deloitte Touche Tohmatsu

LEGAL ADVISERS

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

PRINCIPAL BANKERS

DBS Bank (Hong Kong) Limited
Standard Chartered Bank (Hong Kong) Limited
Bank of China Limited
China Construction Bank Corporation
China Minsheng Banking Corp., Ltd.
Industrial and Commercial Bank of China Limited

授權代表

秦志威先生
林寶基先生

公司秘書

林寶基先生

註冊辦事處

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

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核數師

德勤•關黃陳方會計師行

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
中國銀行股份有限公司
中國建設銀行股份有限公司
中國民生銀行股份有限公司
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

www.chinametalrecycle.com
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主要股份過戶登記處

Butterfield Fulcrum Group (Cayman) Limited

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

網址

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www.cmr773.com

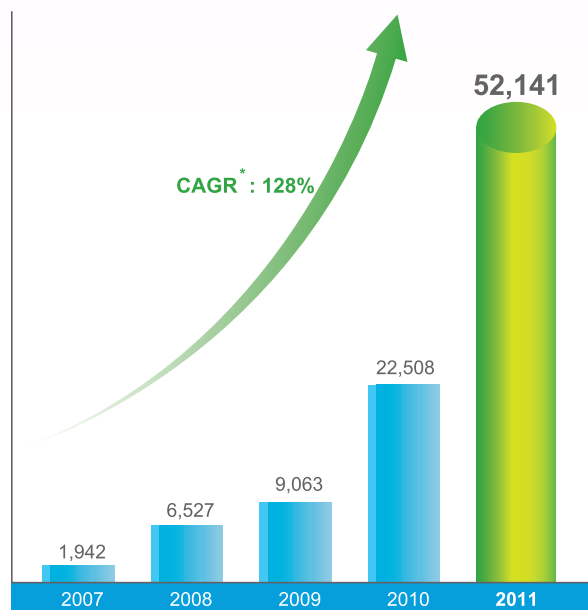
Financial Highlights

財務摘要

Revenue

收入

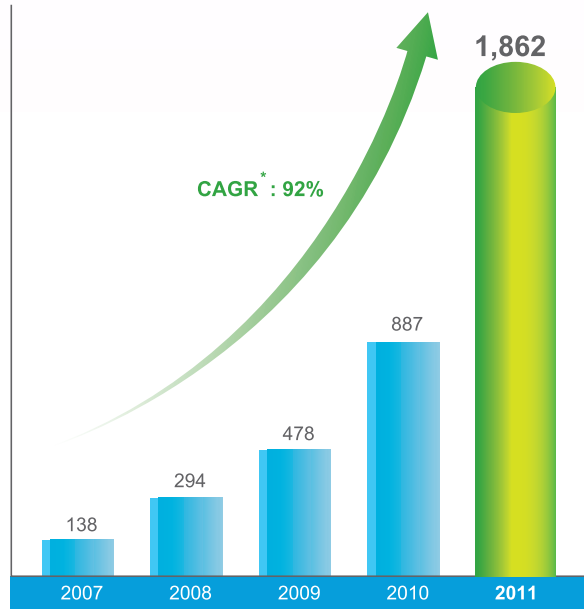
(HK\$ million 港幣百萬元)



Profit Attributable to Shareholders

股東應佔溢利

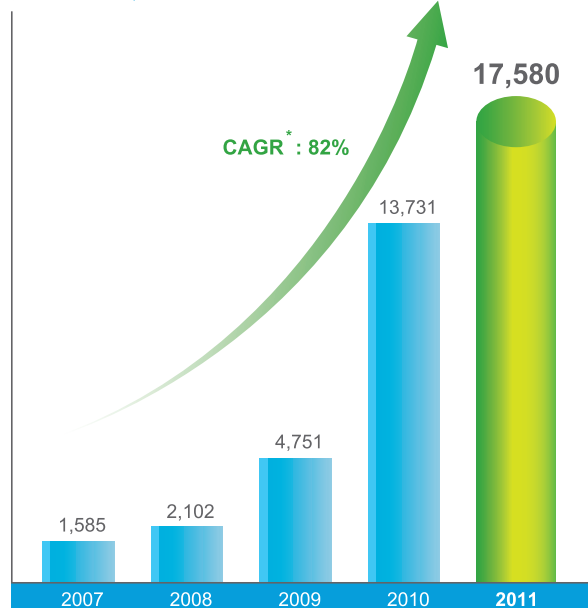
(HK\$ million 港幣百萬元)



Total Assets

資產總值

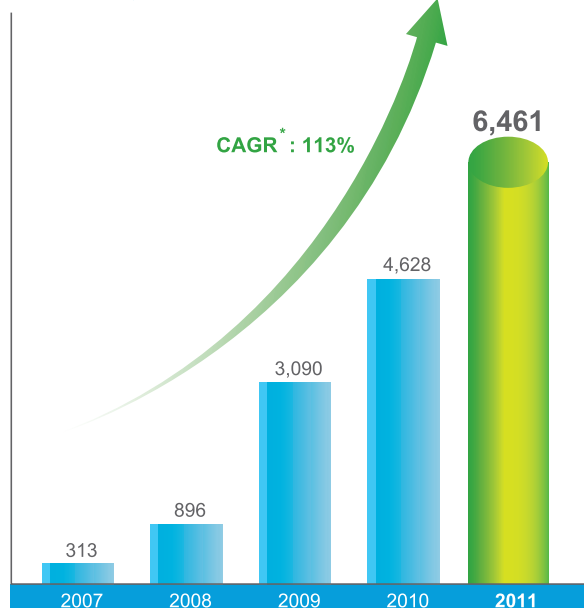
(HK\$ million 港幣百萬元)



Total Equity

權益總值

(HK\$ million 港幣百萬元)



* CAGR: Compound annual growth rate between 2007 and 2011
二零零七年至二零一一年期間之複合式年增長率

Chairman's Statement

主席報告



The Group continued its spectacular growth momentum in the past few years and achieved another record year in sales quantity, revenue and net profit, which were up by 30.5%, 131.7% and 110.0%, respectively. The growth was mainly due to the continued high demand for metals in China, the increased penetration of scrap metals in China, the expansion of our regional coverage and our increased market share.

China is the world's largest metal consumption country and is already the world's largest scrap metals market despite scrap metals penetration in China is still much lower than the world. The momentum of high demand for scrap metals is expected to continue in the next few years as a result of robust growth in metals production and the increase in scrap metals penetration. Historically, China's fast growing economic growth relied heavily on natural resources depletion and environmental degradation. The State's policy has shifted towards growth with quality and green economy. This is the reason why the "energy conservation and environmental protection" sector has been nominated as the top strategic industry for development under the 12th Five-Year Plan (the "Plan").

本年度業績主要受惠於中國對金屬強勁及持續的需求、中國的廢金屬滲透率提升及本集團所覆蓋地區網絡的擴大及市場佔有率的增長，令本集團繼續保持強勁及持續的增長趨勢，本年度的銷售量、收益及淨溢利均再錄得新高，分別較去年上升30.5%、131.7%及110.0%。

儘管中國的廢金屬滲透率相比全球總體水平仍屬於偏低，中國是全球最大金屬消費國和全球最大的廢金屬市場。受惠於金屬產量的強勁增長及廢金屬滲透率的提升，對廢金屬需求高企的勢頭預期於未來數年持續。中國高速的經濟發展帶來自然資源及環境的破壞。因此國家政策已轉向注重增長質量及綠色經濟。正因為此中國政府已將「節能環保」板塊定為第十二個五年規劃項下發展的首項重點戰略行業。

As China's economy and industrial activities grown in the past decade, scrap metal reserves have been accumulated in the society, e.g. ownership of 5 major home appliances (refrigerators, washing machines, air-conditioners, televisions and personal computers) and motor vehicles reached approximately 1.7 billion units and 210 million units respectively at the end of 2010, while the number of the automobile registration reached 18 million in 2011. In the coming years, China's scrap metal reserves are expected to be released into the market, providing ample room for development in the industry.

However, as the recycling sector in China is highly fragmented and poorly equipped and managed that is unable to fit in with the industry development need, the recycling industry has to change its business mode and adopt standardized operation, mechanical processing and modernized management to meet the market demand. There are a lot of acquisition opportunities in the sector that the Group can tap into.

Our network covered Southern, Eastern, Northern and Central China, and built a comprehensive collection network and system which combined the recycling and dismantling processing and port transportation. For the Eastern China operation, the Jiangyin city and Ningbo city operations have been contributing a substantial increase to the business flow in the region. For the Northern China operation, the formation of a joint venture with 天津鋼管集團股份有限公司 (Tianjin Pipe (Group) Corporation) and 11 regional recyclers is the first-of-its-kind in the industry, together with the new joint venture in Baotou city with 500,000 tons capacity, our business coverage in the Northern China region has further expanded. For the Southern China operation, the potential joint venture with 廣東物資集團公司 (Guangdong Materials Group Corporation) would result in a collection system combining the metal recycling and dismantling of motor vehicles, vessels and worn electrical appliances. For the Central China operation, our Wuhan operation has been ramping up in scale.

Our future development strategy is to continue to strengthen our strategic national network, expanding market share in the Eastern and Northern China, as well as expanding product categories with an aim to set foot in business such as dismantling of motor vehicles, vessels and worn electrical appliances, and establish a comprehensive integrated metal recycling system that is advocated under the Plan. The Group will continue to strengthen the China market by continuously adopt various means such as co-operation, acquisition and merger.

We are on track to become a consolidator in the industry while maintaining a high standard of corporate governance and high operational efficiency. We believe that 2012 will be a challenging year due to the uncertainties in the global economy, but we are confident that our growth momentum will continue. Our long-term goal is to become one of the largest metal recycling enterprises in the world within the next few years.

隨著中國經濟及工業活動於過去十年增長，社會上已積累大量廢金屬儲存量，如二零一零年底5項大型家電(冰箱、洗衣機、空調、電視及個人電腦)及機動車的儲存量分別達到約17億件及2.1億件，同時2011年汽車上牌量達1,800萬台。於未來數年內，再生金屬的儲存量預期會大量釋放到市場，給行業提供巨大的發展空間。

然而，由於中國再生金屬行業分散，設備和管理落後，未能適應行業發展需要，因此行業需要轉變經營模式，採用規範化的經營，機械化的加工及現代化的管理，才能滿足市場的需求。行業目前為本集團提供大量收購機會。

我們的網絡已經覆蓋華南、華東、華北及華中地區，建立了完善的集回收拆解處理及碼頭運輸一體化的回收網絡及系統。於華東地區業務，本集團於江陰市及寧波市的營運使該區的業務量大幅增加。於華北地區業務方面，本集團與天津鋼管集團股份有限公司及11名當地回收商成立合營公司，為行內首見，連同在包頭市產能達50萬噸的新合營公司，亦有利本集團推進華北地區業務覆蓋範圍。於華南業務方面，本集團與廣東物資集團公司擬成立合營企業，將建立金屬回收、拆車、拆船、廢舊家電拆解的一體化回收體系。於華中業務方面，本集團正致力提升武漢基地的業務。

本集團的未來發展策略是繼續鞏固全國性的策略佈點，同時擴大我們在華東及華北的市場份額，亦會增加產品種類，進入拆車、拆船及廢舊家電拆解等業務領域，根據該計劃建立完善的一體化金屬回收體系。本集團將繼續採用合資、收購及合併等不同方式繼續鞏固中國市場。

本集團正致力成為本行業的整合者，維持嚴格的企業管治及高效的營運效率。面對全球經濟前景的不明朗，二零一二年仍將為挑戰重重的一年，但本集團有信心繼續維持增長勢頭。本集團的長遠目標乃於未來數年成為全球最大的金屬回收企業之一。

BUSINESS REVIEW AND OUTLOOK

Business Overview

The Group's final results for the year ended 31 December 2011 (the "Year") achieved another record which follows the outstanding growth momentum in the past few years. Revenue and profit attributable to owners of the Company for the Year were up by approximately 131.7% and 110.0% to HK\$52,140.5 million and HK\$1,861.9 million respectively when compared with the year ended 31 December 2010 (the "Last Year"), as a result of the continued high demand for metals in China, increase in penetration of scrap metals in China, expansion of our regional coverage and increased market share. Tightened credit in China has also provided a favorable business environment to the Group as many smaller players faced difficulties in obtaining necessary financings. Leveraging on the Group's scale of operation, financing and other competitive advantages, the Group has gained additional market share. Sales volume of ferrous metals for the Year was approximately 1.85 million tons, an increase of approximately 18.0% compared to the Last Year while sales volume of non-ferrous metals for the Year was approximately 668,000 tons, an increase of approximately 85.3% compared to the Last Year. Other materials represent the sales of other raw materials to the Group's customers such as ores, scrap plastics, etc. Leveraging on the long term relationships with our customers and sourcing capabilities, the Group cross-sells these other raw materials to its customers.

China's crude steel production during the Year reached approximately 683 million tons, an increase of approximately 8.9% compared to the Last Year. China's copper cathode production during the Year was approximately 5.5 million tons, an increase of approximately 15.5% compared to the Last Year. However, the penetration of scrap metals consumption in China during the Year was still at a low level when compared with the figures in developed countries. Therefore, there exists a great potential for increasing penetration of recycled metals in China.

For the Eastern China operation, benefiting from the expanding operations in Jiangyin city and Ningbo city and with the benefit of being one of the best metal recycling markets in China, business flow has been strong in the region. The Group has continued its growth momentum in the revenue of the Eastern China region during the Year. Margins have

業務回顧及前景

業務概況

本集團於截至二零一一年十二月三十一日止年度（「本年度」）的末期業績再創佳績，成功延續過去數年的強勁增長勢頭。本年度收益及本公司擁有人應佔溢利分別較截至二零一零年十二月三十一日止年度（「上年度」）上升約 131.7% 及 110.0% 至 521.405 億港元及 18.619 億港元，主要由於中國對金屬強勁及持續的需求、中國的廢金屬滲透率提升及本集團所覆蓋地區網絡的擴大及市場佔有率的增長所致。中國持續收緊信貸，亦為本集團締造有利的營商環境，茲因業內不少規模較小的公司越來越難以取得所需融資經營業務。憑藉本集團的龐大的營運規模、充沛的資金以及其他競爭優勢，本集團於本年度成功擴大市場份額。於本年度，黑色金屬的銷售量約為 185 萬噸，較上年度增加約 18.0%，而於本年度有色金屬的銷售量則約為 668,000 噸，較上年度增加約 85.3%。其他材料乃指銷售予本集團客戶的其他原材料銷售量，例如礦石及廢塑膠等。本集團借助與客戶經已建立的長期合作關係及本身具備的採購能力，向客戶交叉銷售該等其他原材料。

中國於本期間的粗鋼產量達約 6.83 億噸，較上年度增加約 8.9%。於本年度中國的電解銅產量約為 550 萬噸，較上年度增加約 15.5%。然而，本年度中國的廢金屬消耗量滲透率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力。

華東地區營運方面，受惠於江陰市及寧波市基地的暢順運作，以及華東地區作為中國其中一個最佳的再生金屬市場，區內業務量一直強勁。於本年度，本集團在華東地區的收益增長勢頭持續。由於業務提升及地區市場

improved as compared to the Last Year as a result of the ramp up operation and the increase in regional market share. Jiangyin port has been the regional logistic and distribution hub supporting the Group's recycling base in the Eastern China region and connecting its operations in other regions.

For the Northern China operation, business flow has continued to increase as a result of the smooth execution of the operation. The joint venture with 天津鋼管集團股份有限公司 (Tianjin Pipe (Group) Corporation) and 11 regional recyclers (the "Tianjin Joint Venture") has started business operation and will create a "Strong-Strong" alliance by combining the competitive advantages of the shareholders. In addition, the Group formed a 55%-owned joint venture with 包頭市利吉隆貿易有限責任公司 (Baotou Lijilong Trading Company Limited) (together with its group companies "Lijilong Group") (the "Baotou JV") in February 2012. Leveraging off the rich natural resources in Inner Mongolia, Baotou City is one of the major heavy industrial cities in the Northern China region and also a city with great supply and demand of scrap metals. With a designed annual capacity of 250,000 tons, Lijilong Group is one of the leading metal recyclers in Baotou City. Lijilong Group has a long operating history in the region and established a base of quality customers such as 包頭鋼鐵(集團)有限責任公司 (Baotou Iron and Steel Group Co. Ltd) and 內蒙古北方重工業集團有限公司 (Inner

佔有率增加，因此利潤率較上年度已有改善。江陰港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，同時亦有助聯繫本集團其他地區的業務。

華北地區營運方面，業務運作暢順因而持續錄得增長。本集團與天津鋼管集團股份有限公司及11名當地回收商組成之合營企業（「天津合營企業」）已投入營運。天津合營企業將強強聯手，結合同營企業股東的競爭優勢。此外，於二零一二年二月，本集團與包頭市利吉隆貿易有限責任公司（連同其集團公司，統稱「利吉隆集團」）成立合營企業（「包頭合營企業」），本集團佔其中55%股權。受惠於內蒙古的豐富天然資源，包頭市為華北地區的大型重工業城市之一，同時亦為廢金屬供求龐大的城市。利吉隆集團的預計年產量為25萬噸，是包頭市的領先金屬資源再生公司之一。利吉隆集團在該地區的經營歷史較長，擁有大量優質客戶（如包頭鋼鐵（集團）有限責任公司及內蒙古北方重工業集團有限公司）及龐大的供應商網絡，並擁有報廢車輛拆解許



Management Discussion and Analysis 管理層討論及分析

Mongolia North Heavy Industries Group Co. Ltd) and an extensive suppliers' network. It also has a major vehicle dismantling licence. The Baotou JV has a 500,000 tons capacity. Both initiatives will greatly enhance the Group's bargaining and managing power in the Northern China region.

For the Southern China operation, business has been stable. The Zhongshan site expanded our collection coverage and contributed an additional capacity of 300,000 tons. On 15 March 2011, the Company entered into a non-binding memorandum of understanding with 廣東物資集團公司 (Guangdong Materials Group Corporation) ("GDWZ") to set up a joint venture to engage in the recycling business in the Southern China region. The discussion is ongoing. The proposed co-operation would help the Group create an integrated metal recycling system that combines the recycling and dismantling of scrap metals, electrical appliances, motor vehicles, vessels and aircrafts.

可證。包頭合營企業的產量為50萬噸。上述兩項舉措將大大加強本集團在華北地區的議價及管理能力。

華南地區營運方面，業務穩定增長。中山市基地擴大我們的回收範圍，並投入額外30萬噸產量。於二零一一年三月十五日，本公司與廣東物資集團公司（「廣物集團」）訂立不具約束力諒解備忘錄，擬於華南地區成立從事回收業務的合營企業。雙方目前仍正在洽商階段。建議合作事項將為本集團建立集廢舊金屬、家電、汽車、船舶及飛機等於一身的一體化金屬回收拆解體系。





For the Central China operation, the Wuhan site has been ramping up. The Group has been expanding its regional suppliers network to meet the demand from one of the major customers, 武漢鋼鐵(集團)公司 (Wuhan Iron and Steel (Group) Corporation).

The Group's future development strategy is to further enhance our competitive advantages to 1) continue to strengthen our strategic national network and product categories in order to establish an integrated metal recycling system that combines the recycling and dismantling of scrap metals, electrical appliances, motor vehicles and vessels, so as to fully support the State government's target of establishing a comprehensive recycling system under the 12th Five-Year Plan (the "Plan"); 2) develop a diversified sales and procurement network to enlarge our market share; 3) continue to invest in advanced machineries and environmental protection facilities to ensure operational efficiency and economies of scale; and 4) increase investment in our staff to enhance management quality and strengthen our overall operational

華中地區營運方面，本集團正致力提升武漢基地的業務。本集團一直致力擴大其區內供應商網絡以應付來自主要客戶武漢鋼鐵(集團)公司的需求。

本集團的未來發展策略是利用本集團的競爭優勢，1)繼續鞏固全國性的策略佈點及產品種類，設立一個集回收拆解廢金屬、家電、汽車及船舶於一身的一體化金屬回收體系，以全面支援中國政府根據第十二個五年規劃(「該計劃」)設立全面回收體系的目標；2)發展多元化的銷售及採購網絡以擴大我們的市場份額；3)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；及4)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企業發展策略來維持我們

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and business integration capability. The strategy of combining both organic and inorganic approaches of corporate development to maintain our relative first-mover advantage will continue to reinforce our leadership position in the metal recycling industry in China.

Looking forward into 2012, though facing uncertainties in the macro-economic conditions globally, the Group is confident of continuing the volume growth momentum and is expected to achieve 20%-30% growth in sales volume. With contributions from its multiple regional operations, the Group is confident of delivering more than spectacular returns to the shareholders of the Company.

FINANCIAL REVIEW

Revenue

Revenue of the Group for the year ended 31 December 2011 was HK\$52,140.5 million (2010: HK\$22,508.2 million), representing an increase of approximately 131.7% as compared to that for the Last Year. Increase in the Group's revenue was mainly attributable to the significant increase in the sales of both ferrous and non-ferrous metals during the year. The Group's business from new regions, namely the Eastern China region and the Northern China region, have contributed significantly to the increase during the year.

Gross Profit

Gross profit of the Group for the year ended 31 December 2011 was HK\$2,083.3 million (2010: HK\$1,235.4 million), representing an increase of approximately 68.6% as compared to that for the Last Year. Gross profit margin of the Group for the year was approximately 4.0% (2010: 5.5%), representing a decrease of approximately 1.5%. The decrease was mainly due to the increase in contributions from new regions which have lower gross profit margins and the lower selling prices when metal commodity prices decreased between the time of raw materials purchase and the time of sales, majority of which have already been hedged by metal commodity future contracts.

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。

展望二零一二年，雖然面對不明朗的宏觀經濟環境，但本集團有信心可以維持強勁的增長勢頭，並預期銷售量將錄得20%至30%增長。本集團信心十足可以為本公司股東帶來令人滿意的回報。

財務回顧

收益

本集團於截至二零一一年十二月三十一日止年度的收益為521.405億港元（二零一零年：225.082億港元），較去年上升約131.7%。本集團於年內收益上升，主要因為黑色及有色金屬的銷售大幅上升。本集團來自華東及華北新地區的業務一直對年內收益上升作出重大貢獻。

毛利

本集團於截至二零一一年十二月三十一日止年度的毛利為20.833億港元（二零一零年：12.354億港元），較去年增加約68.6%。本集團於截至二零一一年十二月三十一日止年度的毛利率為約4.0%（二零一零年：5.5%），下降約1.5%。毛利下降主要由於毛利率較低的新地區的貢獻增加，而且金屬商品價格於原材料採購時與銷售時之間下跌，售價較低；不過金屬商品期貨合約已對沖大部分跌幅。

Other Income and Gains

Other income and gains for the year ended 31 December 2011, including mainly interest income, exchange gain and gain on disposal of investment properties and the relevant prepaid lease payments, increased by approximately 66.9% from HK\$65.7 million for the Last Year to HK\$109.6 million. The increase was mainly due to the increases in interest income from bank deposits and the gain on disposal of investment properties and prepaid lease payments by HK\$13.4 million and HK\$12.8 million respectively. Interest rate had increased during the year.

Distribution and Selling Expenses

Distribution and selling expenses for the year ended 31 December 2011 amounted to HK\$49.4 million, representing an increase of approximately 474.7% compared to that for the Last Year. The increase was mainly attributable to the increase in volume of sales and the increase in the cost of transportation by HK\$28.1 million and the port loading expense by HK\$5.3 million.

Administrative Expenses

Administrative expenses including staff salaries, bank charges, depreciation expenses and other general administration expenses for the year ended 31 December 2011 amounted to HK\$257.4 million, representing an increase of approximately 40.8% over that of HK\$182.8 million for the Last Year. The increase was mainly attributable to the increase in the number of executive staff for the operations of the Group in the new regions in China; and various expenses, mainly bank charges and other taxes, incurred by the Group when expanding its operations.

Net Gain on Derivative Financial Instruments

Net gain on derivative financial instruments mainly represents the net gain 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 volatile during the year and led to net gains on those commodity future contracts used to hedge against the corresponding spot purchase or inventory when metal commodity prices decreased during the hedged period.

其他收入及收益

截至二零一一年十二月三十一日止年度，其他收入及收益主要包括利息收入、匯兌收益及出售投資物業及有關預付租賃款的收益，由去年6,570萬港元上升約66.9%至10,960萬港元，主要因為銀行存款利息收入及出售投資物業及預付租賃款的收益分別上升1,340萬港元及1,280萬港元。年內利率已上升。

分銷及銷售開支

截至二零一一年十二月三十一日止年度，分銷及銷售開支為4,940萬港元，較去年增加約474.7%，主要是由於銷售量上升；運輸成本上升2,810萬港元及港口卸貨開支上升530萬港元所致。

行政開支

截至二零一一年十二月三十一日止年度，行政開支包括員工薪酬、銀行費用、折舊開支及其他一般行政開支，由去年1.828億港元增加約40.8%至2.574億港元，增加主要因為本集團因擴充業務而導致中國新地區行政人員數目與各項開支（以銀行費用及其他稅項為主）增加。

衍生金融工具的收益淨額

衍生金融工具的收益淨額主要用作對沖本集團採購及存貨的金屬商品期貨合約的公允價值變動所產生的收益淨額。年內，金屬商品價格一直波動，導致用作對沖相應採購該等商品現貨或存貨的期貨合約於金屬商品價格於對沖期內下跌時錄得收益淨額。

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Finance Costs

Finance costs increased by approximately 166.5% from HK\$95.3 million for the Last Year to HK\$253.9 million for the year ended 31 December 2011. The finance costs for the year mainly arose from trade financing from banks for working capital purposes.

Profit Attributable to Owners of the Company

The profit attributable to owners of the Company for the year ended 31 December 2011 grew by approximately 110.0% to HK\$1,861.9 million as compared with HK\$886.6 million for the Last Year.

Key Financial Ratios

The following table sets forth certain of our financial ratios as at the date for the years indicated.

Current ratio	流動比率
Gearing ratio (%)	資產負債比率(%)

Inventory turnover days	存貨周轉日數
Debtors' turnover days	應收款項周轉日數
Creditors' turnover days	應付款項周轉日數

Working Capital

The inventory turnover of the Group was 16 days for the year ended 31 December 2011 as compared to 21 days for the Last Year. In order to better manage the commodity price risk during the year, the inventory level was maintained at a low level.

融資成本

融資成本由去年的9,530萬港元上升約166.5%至截至二零一一年十二月三十一日止年度的25,390萬港元。本年度的融資成本主要由來自銀行貿易融資撥作營運資金用途所致。

本公司擁有人應佔溢利

於截至二零一一年十二月三十一日止年度，本公司擁有人應佔溢利較去年8.866億港元增加約110.0%至18.619億港元。

主要財務比率

下表列載本集團截至所示年度日期的若干主要財務比率。

At 31 December 2011 於二零一一年 十二月三十一日	At 31 December 2010 於二零一零年 十二月三十一日
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For the year ended 31 December

截至十二月三十一日止年度 2011 二零一一年	2010 二零一零年
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1.5	1.5
32.2	26.5
16	21
57	78
35	49

營運資金

於截至二零一一年十二月三十一日止年度，本集團的存貨周轉期為16日，去年則為21日。年內為妥善管理商品價格風險，存貨水平維持於較低水平。

The Group's debtors' turnover (including both trade debtors and bills receivable) was 57 days for the year ended 31 December 2011 as compared to 78 days for the 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 and tightening credit control of the Group.

The Group's creditors' turnover (including both trade payables and bills payable) was 35 days for the year ended 31 December 2011 as compared to 49 days for the Last Year. Credit periods granted by the Group's suppliers increased to 60 days.

Liquidity, Financial Resources and Capital Structure

As at 31 December 2011, the Group has net current assets of HK\$5,562.1 million (31 December 2010: HK\$4,114.2 million) of which cash and bank deposits were HK\$3,183.4 million (31 December 2010: HK\$2,971.0 million).

Total borrowings as at 31 December 2011, including discounted bills, were HK\$5,652.8 million (31 December 2010: HK\$3,634.5 million), of which HK\$5,286.9 million are repayable within one year (31 December 2010: HK\$3,281.6 million). Such borrowings are mainly denominated in Renminbi, United States ("US") Dollars and Hong Kong Dollars. They were mainly used to finance the purchases of the Group. The Group maintained a balanced portfolio of bank borrowings at fixed interest rate and variable rates to manage finance costs.

The Group's gearing ratio as at 31 December 2011 (total borrowings divided by total assets) was 32.2% (31 December 2010: 26.5%).

The Group's transactions and the monetary assets are principally denominated in Renminbi, Hong Kong dollars and US 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 year.

於截至二零一一年十二月三十一日止年度，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57日，去年則為78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。下跌主要是若干客戶加快付款及本集團收緊信貸控制所致。

於截至二零一一年十二月三十一日止年度，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35日，去年則為49日。供應商給予本集團的信貸期最長可達60天。

流動資金，財務資源及資本架構

於二零一一年十二月三十一日，本集團的流動資產淨值為55.621億港元(二零一零年十二月三十一日：41.142億港元)，當中現金及銀行存款為31.834億港元(二零一零年十二月三十一日：29.710億港元)。

於二零一一年十二月三十一日，借款總額(包括貼現票據)為56.528億港元(二零一零年十二月三十一日：36.345億港元)，其中52.869億港元須於一年內償還(二零一零年十二月三十一日：32.816億港元)。該等借款主要以人民幣、美元及港元計值，主要用作本集團採購的資金。本集團通過維持適當的固定利率與浮動利率借款組合以管理融資成本。

本集團於二零一一年十二月三十一日的資產負債比率(借款總額除以資產總值)為32.2%(二零一零年十二月三十一日：26.5%)。

本集團的交易及貨幣資產主要以人民幣、港元及美元計值。年內，本集團的營運或流動資金並未因貨幣匯率浮動而出現任何重大困難或受到任何重大影響。

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The Group adopts centralised financing and treasury policies in order to ensure the Group's funding is utilised efficiently. Conservative approach is adopted in 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.

Capital Expenditure and Capital Commitments

In order to enhance production capacity, the Group invested approximately HK\$166.5 million during the year ended 31 December 2011 (2010: HK\$513.8 million) in the acquisition of new fixed assets. These are mainly acquisition and deposits paid for buildings in Tianjin, construction work as well as machineries for various plants in China.

As at 31 December 2011, the Group made capital expenditure commitments of approximately HK\$143.9 million (31 December 2010: HK\$318.2 million) which were contracted but not provided for in the financial statements. These commitments were mainly related to the acquisition of land use right in Jiangsu and the investment in an associate in Tianjin.

Charges on Group Assets

As at 31 December 2011, the Group's banking facilities were mainly collateralised by certain bank deposits amounted to HK\$1,334.0 million (31 December 2010: HK\$1,630.5 million), bills receivable amounted to HK\$1,500.3 million (31 December 2010: HK\$449.4 million) and inventories amounted to HK\$534.5 million (31 December 2010: HK\$398.8 million). As at 31 December 2010, trade receivables amounted to HK\$53.5 million and certain land and buildings of the Group of approximately HK\$4.4 million were also pledged for the Group's banking facilities, and none of these assets were pledged as at 31 December 2011.

為確保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，並且擁有充裕現金及可用銀行融資額度，足以應付承擔及營運資金需要。

資本開支及資本承擔

為提升產能，本集團於截至二零一一年十二月三十一日止年度投資約1.665億港元（二零一零年：5.138億港元）增購新固定資產，主要為繳付天津之樓宇、建設工程及中國各地廠房機器設備之按金及購置。

截至二零一一年十二月三十一日，於財務報表已訂約但尚未撥備的本集團資本開支承擔約為1.439億港元（二零一零年十二月三十一日：3.182億港元）。該等承擔主要涉及增購於江蘇的土地使用權及投資於一間天津之聯營公司。

抵押本集團資產

於二零一一年十二月三十一日，本集團銀行融資主要以若干銀行存款13.340億港元（二零一零年十二月三十一日：16.305億港元）、應收票據15.003億港元（二零一零年十二月三十一日：4.494億港元）、存貨5.345億港元（二零一零年十二月三十一日：3.988億港元）作抵押。於二零一零年十二月三十一日，貿易應收款項5,350萬港元及本集團若干土地及樓宇約440萬港元為本集團銀行融資的抵押，而於二零一一年十二月三十一日並無抵押該等資金。

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 year 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 instruments for hedging purposes when considered appropriate.

Contingent Liabilities

As at 31 December 2011 and 31 December 2010, the Group had no material contingent liabilities.

Employees and Remuneration Policies

As at 31 December 2011, the Group had a workforce of about 600 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 adopted 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 pays out bonuses based on staff performance and profits of the Group.

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

於二零一一年十二月三十一日及二零一零年十二月三十一日，本集團並無任何重大或然負債。

僱員及薪酬政策

於二零一一年十二月三十一日，本集團有約600名員工。員工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。本公司已採納購股權計劃，本集團僱員獲授購股權，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。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining high standards of corporate governance. The board of directors (the “Board”) of the Company believes that sound and good corporate governance practices are essential for the growth of the Group and for safeguarding and maximizing shareholders’ interests.

The Company has followed the principles and complied with all applicable code provisions set out in the Code on Corporate Governance Practices (the “CG Code”) as set out 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 year ended 31 December 2011, save for the deviation from code provision A.2.1 of the CG Code which is explained in the section “CHAIRMAN AND CHIEF EXECUTIVE OFFICER” in this Corporate Governance Report.

The Company will continue to enhance its corporate governance practices appropriate to the conduct and growth of its business and to review its corporate governance practices from time to time to ensure they comply with the statutory requirements and the CG Code and align with the latest developments.

DIRECTORS’ SECURITIES TRANSACTIONS

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 of 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 year ended 31 December 2011. No incident of non-compliance of the Own Code during the year by the senior management and relevant employees was noted by the Company.

企業管治常規

本公司致力保持高水準的企業管治。本公司董事會（「董事會」）相信，健全良好的企業管治常規為本集團增長及保障及創造股東最大利益的關鍵。

除本企業管治報告內「主席及行政總裁」一節所述偏離守則條文第A.2.1條外，於截至二零一一年十二月三十一日止全年期間，本公司一直遵守準則及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所載企業管治常規守則（「企業管治守則」）的所有適用守則條文。

本公司會不斷因應本公司業務的操作及增長增強企業管治常規，並不時檢討企業管治常規，確保遵守法定規則及企業管治守則並符合最新發展。

董事的證券交易

本公司已採納一套不比上市規則附錄10所載之《上市發行人董事進行證券交易的標準守則》（「標準守則」）所載買賣標準規定寬鬆的行為守則作為本集團董事、高級管理層及相關僱員（基於彼在本集團的職位而可能取得有關本公司或其證券的未公開股價敏感資料）進行買賣證券的守則（「本公司守則」）。

經向全體董事作出明確查詢後，全體董事確認，彼等於截至二零一一年十二月三十一日止整個年度內一直遵守標準守則及本公司守則所載規定準則。於年內，本公司並無發現任何高級管理層或相關僱員違反本公司守則的事件。

BOARD OF DIRECTORS

Composition and role

The Board currently comprises seven directors, with three executive directors, one non-executive director and three independent non-executive directors, whose name and their biographical details are set out in the section “Profile of Directors and Senior Management” in this annual report.

The Board has in its composition a balance of expertise, skills and experience necessary for independent decision-making. The Company has adopted the recommended best practice under the CG Code for the Board to have at least one-third of its membership comprising independent non-executive directors. The Board at all times during the year met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive directors with at least one independent non-executive director possessing appropriate professional qualifications, or accounting or related financial management expertise. Save that Ms. Lai Wun Yin is the spouse of Mr. Chun Chi Wai, there are no other financial, business, family or other material/relevant relationships among other members of the Board.

Each newly appointed director of the Company receives formal, comprehensive and tailored induction on the first occasion of his / her 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 are continually updated on the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities. Continuing briefing and professional development for directors will be arranged where necessary.

董事會

組成及角色

董事會現時由七名董事組成，包括三名執行董事、一名非執行董事及三名獨立非執行董事，彼等之姓名及簡歷載於本年報「董事及高級管理層履歷」內。

董事會具備獨立決策所需的各項專長、技能及經驗。本公司已採納企業管治守則推薦之最佳常規（董事會最少有三分之一成員為獨立非執行董事）。於年內，董事會一直遵守上市規則有關委任至少有三名獨立非執行董事，且其中至少有一名獨立非執行董事擁有合適專業資格、會計或有關財務管理專長的規定。除黎煥賢女士為秦志威先生之配偶外，董事會成員之間概無任何其他財務、業務、家族或其他重要相關關係。

每名新委任的本公司董事均在首次接受委任時獲得正式、全面及特為其而設的入職說明，以確保彼等對本公司的業務及營運有適當理解，以及完全知悉董事在上市規則及相關法定規定下的職責。董事持續獲提供有關法定及監管制度以及業務環境的最新資料，以協助彼等履行職責。本公司將於有需要時為董事提供持續指引及安排專業發展。

Corporate Governance Report

企業管治報告

The Board, with the assistance of the senior management, forms the core management team of the Company. The Company has formalised and adopted written terms on the division of functions reserved to the Board and those delegated to the management. The Board has the overall responsibility for formulating the business strategies and development plan and making key decisions of the Group whereas the senior management are responsible for the supervision and implementation of the plans of the Group. The Board also monitors the financial performance and the internal controls of the Group's business operations.

Independent non-executive directors

The independent non-executive directors also serve the important function of ensuring and monitoring the basis for an effective corporate governance framework. The Company has received written annual confirmation from each independent non-executive director of his independence pursuant to Rule 3.13 of the Listing Rules. The Board considers that all independent non-executive directors are independent in character and judgment in accordance with the independence guideline as set out in the Listing Rules.

Board meetings

Notice of regular board meetings is served to all directors at least 14 days before the meetings. For other board meetings, reasonable notice is generally given. Agenda setting out the matters to be discussed and the relevant documents are sent out in full to all directors within reasonable time before the meeting.

Draft minutes of each board meeting is circulated to the directors for comment within a reasonable time prior to confirmation. Minutes of Board meetings and meetings of Board committees are kept by the duly appointed secretaries of the respective meetings and are available for inspection by all directors at reasonable time. All directors have full access to the board papers and related materials, and are provided with adequate information on a timely manner.

在高級管理層的協助之下，董事會為本公司核心管理團隊。本公司已制訂並採納有關董事會自行負責及授權管理層負責的職權分工書面條文。董事會整體負責制定業務策略及發展計劃並作出有關本集團的重大決定，而高級管理層則負責監督及實行本集團計劃。董事會亦監控本集團業務的財務表現及內部監控。

獨立非執行董事

獨立非執行董事身負重任確保及監察有效企業管治架構的基礎。根據上市規則第3.13條，本公司取得各獨立非執行董事有關其獨立性的年度書面確認函。董事會認為依據上市規則的獨立指引，所有獨立非執行董事於其角色及判斷方面均為獨立人士。

董事會會議

舉行董事會定期會議之通告會於會議舉行最少14日前通知全體董事，而其他董事會會議之通告，則一般會於合理時間內發出。載有討論事項的議程及全部有關文件會於會議前合理時間內寄予所有董事。

董事會會議的會議記錄草本會於確認前合理時間內供董事傳閱表達意見。董事會會議及董事委員會會議記錄由正式獲委任之會議秘書保存且可在合理時間內供全體董事查閱。而全體董事可翻閱所有董事會文件及有關材料，並獲及時提供足夠資料。

The Board members regularly meet to discuss the overall strategy as well as the operational and financial performance of the Company. Other Board meetings will be held when necessary. Such Board meetings involve the active participation, either in person or through other electronic means of communication, of a majority of directors. During the year ended 31 December 2011, six full Board meetings were held and the individual attendance records of each director is set out below:

董事會成員定期舉行會議，以商討整體策略及本公司之營運及財務表現。如有需要，將會舉行其他董事會會議。大部份董事均會親身或以其他電子通訊方式積極參予該等董事會會議。於截至二零一一年十二月三十一日止年度共舉行六次全體董事會會議，各董事出席情況如下：

Name of directors 董事名稱		Attendance/ No. of meetings held during the tenure of directorship 出席次數／董事任期內 舉行的會議次數
Executive Directors 執行董事		
Mr. Chun Chi Wai (Chairman and Chief Executive Officer)	秦志威先生 (主席兼行政總裁)	6/6
Mr. Fung Ka Lun (Group Finance Director and Group Vice President)	馮嘉倫先生 (集團財務董事兼集團副總裁)	6/6
Mr. Jiang Yan Zhang (Chief Operating Officer)	姜延章先生 (營運總監)	6/6
Non-executive Director 非執行董事		
Ms. Lai Wun Yin	黎煥賢女士	6/6
Independent Non-executive Directors 獨立非執行董事		
Mr. Chan Kam Hung	陳錦雄先生	6/6
Mr. Leung Chong Shun	梁創順先生	6/6
Mr. Yan Qi Ping	閻啟平先生	6/6

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

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.

Mr. Chun Chi Wai currently holds both the offices of Chairman and Chief Executive Officer of the Company. 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 vesting the roles of both Chairman and Chief Executive Officer in the same person provides the Company with strong and consistent leadership and allows for effective and efficient planning and implementation of business decisions and strategies.

NON-EXECUTIVE DIRECTORS

The term of the service contracts of all the non-executive directors (including independent non-executive directors) are three years commencing from 27 May 2010. All directors (including the executive directors) are subject to retirement by rotation at least once every three years at the annual general meeting of the Company and are eligible for re-election pursuant to the Company's articles of association.

主席及行政總裁

企業管治守則第A.2.1條規定主席及行政總裁之職能應分開而不應由一人兼任。

秦志威先生現擔任本公司之主席兼行政總裁。董事會認為，由於所有重大決策乃經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。

董事會認為主席及行政總裁由一人兼任為本公司提供穩固統一的領導團隊，可有效作出規劃及實施業務決策及策略。

非執行董事

全體非執行董事（包括獨立非執行董事）的服務合約期限自二零一零年五月二十七日起，為期三年。全體董事（包括執行董事）均須根據本公司組織章程細則每三年最少一次在本公司的股東週年大會輪值退任並合資格重選連任。

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 four members, namely Mr. Leung Chong Shun (Chairman), Mr. Chun Chi Wai, Mr. Chan Kam Hung and Mr. Yan Qi Ping, the majority of them are independent non-executive directors.

The remuneration committee makes recommendations to the Board on the Group's overall policy and structure for the remuneration packages of the directors and the senior management. The remuneration committee is also responsible for establishing formal and transparent procedures for developing such remuneration policy and structure to ensure that no director or any of his/her associates will participate in deciding his/her own remuneration.

The remuneration committee held two meetings during the year ended 31 December 2011 to review and approve the remuneration and bonus package of the directors and the senior management, the employment contracts of new senior staff and other related matters. In determining the emolument payable to directors, the remuneration committee takes into consideration factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors and the desirability of performance based remuneration.

The attendance records of the remuneration committee meetings are set out below:

Name of committee members

委員會成員姓名

Mr. Leung Chong Shun (Chairman)	梁創順先生 (主席)
Mr. Chun Chi Wai	秦志威先生
Mr. Chan Kam Hung	陳錦雄先生
Mr. Yan Qi Ping	閻啟平先生

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，薪酬委員會共有四名成員，包括梁創順先生(主席)、秦志威先生、陳錦雄先生及閻啟平先生，主要成員為獨立非執行董事。

薪酬委員會就本集團整體薪酬政策及董事與高級管理層之薪酬組合架構向董事會提供建議，亦負責訂立正式和透明的程序改進薪酬政策及架構，確保無董事及彼等之任何聯繫人參與釐定彼之薪酬。

薪酬委員會於截至二零一一年十二月三十一日止年度舉行兩次會議，檢討及批准董事及高級管理層之薪酬及花紅組合，新任高級僱員之僱用合約及其他有關事項。釐定支付予董事的酬金時，薪酬委員會會考慮可比較公司之工資、董事所投入的時間及職責與按表現釐定薪酬之可行性。

薪酬委員會會議之出席記錄如下：

Attendance/ No. of meetings held during the tenure of directorship 出席次數／董事任期內 舉行的會議次數

2/2
2/2
2/2
2/2

NOMINATION OF DIRECTORS

The Company has not established a nomination committee during the year ended 31 December 2011. The Board as a whole is responsible for reviewing the structure, size and composition of the Board by reference to the business model of the Company and the market conditions, with a view to appoint to the Board suitable candidates with relevant experience and capabilities to maintain and improve the competitiveness of the Company.

Where vacancies on the Board exist, the Board will carry out the selection process by making reference to the skills, experience, professional knowledge, personal integrity and time commitments of the proposed candidates, including the independence status in the case of independent non-executive director, the Company's needs and other relevant statutory requirements and regulations.

The appointment, re-election and removal of directors are governed by the Company's articles of association. Pursuant to the Company's articles of association, any director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Company after his appointment and be subject to re-election at such meeting, whereas any director appointed as an addition to the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. In addition, at each annual general meeting of the Company, one-third of the directors shall retire from office by rotation and be eligible for re-election thereat, such that all directors should be subject to retirement by rotation at annual general meetings at least once every three years.

AUDITORS' REMUNERATION AND REPORTING RESPONSIBILITIES

During the year ended 31 December 2011, the remuneration paid or to be paid to Messrs. Deloitte Touche Tohmatsu, the Company's external auditors, in respect of audit services rendered (including expenses and out-of-pocket disbursements) were approximately HK\$5,534,000 and in respect of non-audit services for interim review and other services rendered were approximately HK\$1,000,000.

The statement of the Company's external auditors regarding their reporting responsibilities on the consolidated financial statements for the year ended 31 December 2011 is set out in the section "Independent Auditor's Report" in this annual report.

董事提名

本公司於截至二零一一年十二月三十一日止年度並無成立提名委員會。董事會根據本公司的業務模式及市場狀況，整體負責檢討董事會的架構、規模與組成，旨在委任具備合適經驗及能力的人士加入董事會，以保持及提升本公司之競爭力。

董事會出現空缺時，董事會將考慮候選人之技能、經驗、專業知識、個人誠信及投入的時間，包括倘為獨立非執行董事其獨立性、本公司需求及其他有關法例規定，及其法規進行挑選。

董事的委任、重選及罷免均須遵守本公司組織章程細則。根據本公司組織章程細則，獲委任填補董事會臨時空缺的任何董事，其任期至獲委任後本公司的首次股東大會為止，並須於該大會重選連任；而獲委任加入董事會的任何新任董事，其任期至本公司下屆股東週年大會止，並合資格重選連任。此外，於本公司之股東週年大會上，三分之一的董事須輪值退任並合資格重選連任，而所有董事須每三年至少一次於股東週年大會輪值退任。

核數師薪酬及申報責任

於截至二零一一年十二月三十一日止年度，就所提供之審核服務（包括代墊支出及費用），及就中期審閱之非審核服務及其他服務而已付或應付予本公司外聘核數師，德勤·關黃陳方會計師行，薪酬分別約為5,534,000港元，及約1,000,000港元。

有關本公司外聘核數師對截至二零一一年十二月三十一日止年度綜合財務報表的申報責任陳述載於本年報「獨立核數師報告」一節。

AUDIT COMMITTEE

The audit committee has been established with written terms of reference based upon the code provisions and recommended practices of the CG Code. As at the date of this report, the audit committee comprises three independent non-executive directors, namely Mr. Chan Kam Hung (Chairman), Mr. Leung Chong Shun and Mr. Yan Qi Ping. The Board considers that each of the audit committee members has broad commercial experience and there is a suitable mix of expertise in legal, business and accounting in the audit committee. The composition of the audit committee complies with the requirements under Rule 3.21 of the Listing Rules. None of the members of the audit committee is a former partner of the Company's existing external auditors.

The main duties of the audit committee include the following:

- To review the financial statements and reports and consider any significant or unusual items raised by the external auditors before submission to the Board.
- To review the relationship with the external auditors by reference to the work performed by the auditors, their fees and terms of engagement and make recommendations to the Board on the appointment, re-appointment and removal of external auditors.
- To review the adequacy and effectiveness of the Company's financial reporting system, internal control system, risk management system and the associated procedures.

The audit committee provides supervision on the internal control system of the Group and reports to the Board on any material issues and makes recommendations to the Board.

During the year, the audit committee has reviewed the Group's annual results for the year ended 31 December 2010, the Group's interim results for the six months ended 30 June 2011, the respective financial reporting, risk management and compliance procedures, the report on the Company's internal controls and processes and the independence, remuneration and terms of engagement of the external auditors. The audit committee has also reviewed and was satisfied with the effectiveness of the system of internal control of the Group including the adequacy of the resources, qualifications and experience of the employees of the Group's accounting and financial reporting function, and their training programmes and budget.

審核委員會

本公司已成立審核委員會，並遵照企業管治守則條文及建議常規訂立書面職權範圍。於本報告日期，審核委員會成員包括三名獨立非執行董事，即陳錦雄先生（主席）、梁創順先生及閻啟平先生。董事會認為各審核委員會成員擁有廣泛從商經歷，而整體審核委員會具備合適法律、商業及會計專業知識。審核委員會之組成及成員符合上市規則第3.21條規定。審核委員會成員並非本公司現任外聘核數師的前合夥人。

審核委員會之主要職責包括以下：

- 審閱財務報表及報告並考慮外聘核數師於提交上述報表及報告予董事會前所作出的任何重大或特別查詢項目。
- 參照核數師的工作、收費及聘用條款，審閱與外聘核數師之關係，並就委任、續聘及罷免外聘核數師向董事會提供建議。
- 審閱本公司財務申報系統、內部監控系統、風險管理系統及有關程序是否足夠及有效。

審核委員會監察本集團內部監控系統，且就任何重大問題向董事會報告並提供建議。

於年內，審核委員會已審閱本集團截至二零一零年十二月三十一日止年度之年度業績、本集團截至二零一一年六月三十日止六個月之中期業績、相關的財務申報、風險管理及合規程序、有關本公司內部監控與程序的報告及外聘核數師之獨立性、薪酬與聘用條款。審核委員會亦已審閱並滿意本集團內部監控系統的成效，包括本集團會計及財務申報部門的資源、僱員資格及經驗以及培訓方案與預算。

Corporate Governance Report

企業管治報告

The audit committee held four meetings during the year ended 31 December 2011 and the attendance records are set out below:

審核委員會於截至二零一一年十二月三十一日止年度舉行四次會議，出席記錄如下：

Name of committee members		Attendance/ No. of meetings held during the tenure of directorship
委員會成員姓名		出席次數／董事任期內 舉行的會議次數
Mr. Chan Kam Hung (<i>Chairman</i>)	陳錦雄先生 (主席)	4/4
Mr. Leung Chong Shun	梁創順先生	4/4
Mr. Yan Qi Ping	閻啟平先生	4/4

INTERNAL CONTROLS

The Board has the overall responsibility for the system of internal control of the Group. The Board is committed to implementing an effective and sound internal control system to safeguard the interest of the shareholders and the Group's assets. The Board has delegated to the executive management the implementation of the system of internal control and the review of all relevant financial, operational, compliance and risk management functions within an established framework.

The Company has set up an internal audit department, which reports directly to the audit committee. The audit committee, on an annual basis, will assess the effectiveness of the system of internal control as well as the internal audit department by examining the scope of the internal audit work, its independence of areas reviewed and the internal auditor's report. The audit committee is satisfied that the internal audit department has adequate resources and appropriate standing within the Company to undertake its activities independently and objectively.

內部監控

董事會整體負責本集團內部監控系統。董事會致力實施有效及健全的內部監控系統，保障股東權益及本集團資產。董事會已委任管理層實施內部監控系統及審閱既定架構內全部有關財務、營運、合規及風險管理職能。

本公司已成立直接向審核委員會報告之內部審核部門。審核委員會透過審查內部審核工作之範疇及其審閱範圍之獨立性以及內部核數師報告，作出每年檢討內部監控系統及評估內部審核部門之效能。審核委員會滿意內部審核部門擁有充足資源並於本公司內擁有適當地位使其可獨立客觀執行工作。

DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The directors are responsible for ensuring that the financial statements for each financial year are prepared to reflect a true and fair view of the state of affairs, profitability and cash flows of the Group in accordance with the disclosure requirements of the Listing Rules, Hong Kong Companies Ordinance and the applicable accounting standards.

The directors acknowledge their responsibility for preparing the financial statements of the Group for the year ended 31 December 2011. In preparing the financial statements of the Group for the year ended 31 December 2011, the directors have adopted appropriate and consistent accounting policies and made prudent and reasonable judgments and estimations. The directors are responsible for maintaining proper accounting records which reflect with reasonable accuracy the state of affairs, operating results, cash flows and equity movements of the Group at all time.

INVESTOR RELATIONS AND COMMUNICATION

The Company endeavours to maintain good investor relationship with the shareholders and potential investors by way of meeting them at annual general meetings, publishing interim and annual reports on the websites of the Company and the Stock Exchange, and releasing timely press releases on the Company's website.

The Company's website has set up as a means to provide information of the Company to the shareholders and potential investors and to communicate with them directly and effectively. Further, the Company's investor relations department is responsible for handling general public relations and investor relations matters. Shareholders are also encouraged to attend the Company's annual general meetings and general meetings for which notices are served for an adequate period in accordance with the provisions of the Listing Rules and the Company's articles of association. The directors and the Chief Financial Officer are available to answer questions on the Group's business at the meetings.

董事有關財務報表的責任

董事負責確保本集團根據上市規則、香港公司條例及適用會計準則的披露規定編製每個財政年度之財務報表以真實公允反映本集團的業務狀況、盈利能力及現金流量。

董事確認彼等有編製本集團截至二零一一年十二月三十一日止年度的財務報表的責任。於編製本集團截至二零一一年十二月三十一日止年度之財務報表時，董事採用合適及一貫會計政策，並作出審慎合理判斷及評估。董事負責保存反映本集團準確之業務狀況、經營業績、現金流量及股權變動的適當會計記錄。

投資者關係及溝通

本公司致力透過於股東週年大會與股東及潛在投資者會面、於本公司及聯交所網站刊發中期及年度報告，以及適時於本公司網站發表新聞稿，藉以跟股東及潛在投資者維持良好之投資者關係。

本公司已設立網站，向股東及投資者提供本公司資訊，以及作為直接有效與他們溝通之渠道。此外，本公司之投資者關係部門乃專責處理公眾關係及投資者關係事宜。本公司亦鼓勵股東出席股東週年大會及股東大會，並依據上市規則及本公司之組織章程細則規定發送足夠通知予股東。董事及財務總監均會於大會上解答有關本集團業務之問題。

Profile of Directors and Senior Management

董事及高級管理層履歷

DIRECTORS

Our board of directors currently consists of seven members, including three executive directors, one non-executive director and three independent non-executive directors.

Executive Directors

Chun Chi Wai (秦志威), aged 46

Mr. Chun was appointed as a director of the Company on 18 July 2007 and re-designated as an executive director on 28 May 2008. He is the Chairman and the Chief Executive Officer of the Group. Mr. Chun is also the sole shareholder and the director of Wellrun Limited, the substantial and controlling shareholder of the Company. Mr. Chun serves as a member of the remuneration committee and nomination committee of the Company and is a director of various subsidiaries of the Company. Mr. Chun co-founded the Group with his spouse Ms. Lai Wun Yin, non-executive director of the Company, and is responsible for the overall strategic planning and business management. Mr. Chun has over 18 years of experience in the business of scrap metal recycling and trading, port operations and shipping, having served as general manager and executive director of Whampoa Materials (Hong Kong) Company Limited from 1995 to 2000 and Guangzhou Zhujiang Steel Port Co., Ltd. from 2003 to 2006. He served as a director of the 33rd and the 35th term of the board of directors of Yan Chai Hospital. From 2004 to 2006, he was a committee member of the People's Political Consultative Committee of the Guangzhou Huang Pu District. Mr. Chun is currently a standing committee member of the China Association of Metal Scrap Utilization and a director of Guangzhou Zhujiang Steel Port Co., Ltd.

董事

本公司董事會現時由七名成員組成，包括三名執行董事、一名非執行董事以及三名獨立非執行董事。

執行董事

秦志威，46歲

秦先生於二零零七年七月十八日獲委任為本公司的董事，並於二零零八年五月二十八日轉任本公司的執行董事，彼為本集團主席兼行政總裁，亦為本公司主要及控股股東好運有限公司的唯一股東及董事。秦先生為本公司薪酬委員會及提名委員會成員，並兼任本公司多家附屬公司的董事。秦先生與其配偶黎煥賢女士（本公司的非執行董事）共同創辦本集團，負責總體策略規劃及業務管理。秦先生在再生金屬資源及貿易、港口營運及航運業務方面擁有逾18年經驗（包括於一九九五年至二零零零年擔任黃埔物資（香港）有限公司的總經理兼執行董事及於二零零三年至二零零六年擔任廣州珠鋼碼頭有限公司的總經理兼董事）。他曾擔任仁濟醫院第33屆及第35屆董事會成員。自二零零四年至二零零六年，彼為廣州市黃埔區人民政治協商會議委員。秦先生目前為中國廢鋼鐵應用協會常務委員及廣州珠鋼碼頭有限公司董事。

Fung Ka Lun (馮嘉倫), aged 37

Mr. Fung was appointed as an executive director of the Company on 8 June 2010 and also serves as the Group Finance Director and the Group Vice President of the Group and is responsible for the overall strategic planning and business management and corporate finance of the Group. He is also a director of various subsidiaries of the Company. Mr. Fung joined the Group in November 2009 and was the Corporate Finance President and the Group Vice President. Mr. Fung graduated from the Imperial College of Science, Technology and Medicine, the University of London, with a Master of Science Degree in Finance. Mr. Fung has extensive experience in corporate finance and financial management. Prior to joining the Company, Mr. Fung was a director in the investment banking division of UBS AG. Before joining the banking sector, Mr. Fung worked in the audit division of KPMG.

Jiang Yan Zhang (姜延章), aged 57

Mr. Jiang was appointed as an executive director of the Company on 28 May 2008. He is also the Chief Operating Officer of the Group and is a director of various subsidiaries of the Company. Mr. Jiang joined the Group in December 2003 and is responsible for various aspects of the Group's overall operations such as production, procurement, quality control, sales and marketing. Mr. Jiang has over 40 years of experience in the business of metal production. Prior to joining the Group, Mr. Jiang held various management positions in Guangdong Shaogang Company Group from 1970 to 2003, including the manager of scrap steel department and safety and environmental department. Mr. Jiang is currently a director of Guangzhou Zhujiang Steel Port Co., Ltd. Mr. Jiang received his Bachelor Degree in Philosophy from Zhongshan University in 1989 and a Master Degree in Business Administration from Macau University of Science and Technology in 2003.

馮嘉倫，37歲

馮先生於二零一零年六月八日獲委任為本公司執行董事及擔任本集團集團財務董事兼集團副總裁，負責本集團整體策劃和業務管理及企業融資之工作。馮先生亦兼任本公司多間附屬公司的董事。馮先生於二零零九年十一月加入本集團之擔任本公司企業融資總裁兼集團副總裁。馮先生畢業於倫敦大學 Imperial College of Science, Technology and Medicine，獲金融科學碩士學位。馮先生在企業融資及財務管理方面擁有豐富經驗。加入本公司前，馮先生曾任瑞士銀行集團投資銀行部董事。加入銀行業前，馮先生曾於畢馬威會計師事務所審核部任職。

姜延章，57歲

姜先生於二零零八年五月二十八日獲委任為本公司執行董事，彼兼任本集團營運總監及本公司多家附屬公司的董事。姜先生於二零零三年十二月加盟本集團，負責本集團整體業務多方面的工作，如生產、採購、質量控制、銷售及市場推廣。姜先生在金屬生產業務方面擁有逾40年經驗。在加盟本集團之前，姜先生曾在一九七零年至二零零三年期間於廣東韶關鋼鐵集團有限公司擔任多個管理層職位，包括廢鋼鐵部門及安全及環保部門經理。姜先生目前為廣州珠鋼碼頭有限公司董事。姜先生於一九八九年獲中山大學哲學學士學位，並於二零零三年獲澳門科技大學工商管理學碩士學位。

Profile of Directors and Senior Management

董事及高級管理層履歷

Non-executive Director

Lai Wun Yin (黎煥賢), aged 41

Ms. Lai was appointed as a non-executive director of the Company on 28 May 2008. She also serves as a member of the nomination committee of the Company. Ms. Lai co-founded the Group with her spouse Mr. Chun Chi Wai, executive director, chairman, chief executive officer and substantial and controlling shareholder of the Company. Ms. Lai completed secondary education and has over 11 years of experience in financial and administrative management.

Independent Non-executive Directors

Chan Kam Hung (陳錦雄), aged 53

Mr. Chan was appointed as an independent non-executive director of the Company on 22 May 2009. Mr. Chan also serves as the chairman of the audit committee and a member of the remuneration committee and nomination committee of the Company. Mr. Chan has over 28 years of auditing, accounting and corporate management experience and he held senior corporate management positions in various multi-national companies and listed companies in Hong Kong. He is currently an executive director and chief operating officer of Road King Infrastructure Limited (Stock code: 1098). Mr. Chan received a Bachelor of Economics Degree from the University of Sydney in 1980. He is a member of the Institute of Chartered Accountant of Australia and a fellow member of The Hong Kong Institute of Certified Public Accountants.

非執行董事

黎煥賢，41歲

黎女士於二零零八年五月二十八日獲委任為本公司非執行董事。彼亦擔任本公司提名委員會成員。黎女士與其配偶秦志威先生(本公司的執行董事、主席、行政總裁兼主要及控股股東)共同創辦本集團。黎女士曾接受中學教育並於財務及行政管理方面擁有逾11年經驗。

獨立非執行董事

陳錦雄，53歲

陳先生於二零零九年五月二十二日獲委任為本公司獨立非執行董事。陳先生亦擔任本公司審核委員會主席兼薪酬委員會及提名委員會成員。陳先生擁有逾28年的審計、會計及企業管理經驗，並曾於多間跨國公司及香港上市公司擔任高級企業管理層職務。彼目前為路勁基建有限公司(股份代號：1098)的執行董事及營運總監。陳先生於一九八零年獲澳洲雪梨大學經濟學學士學位。彼為澳洲特許會計師公會會員，亦為香港會計師公會資深會員。

Leung Chong Shun (梁創順), aged 46

Mr. Leung was appointed as an independent non-executive director of the Company on 22 May 2009. Mr. Leung also serves as the chairman of the remuneration committee and a member of the audit committee and nomination committee of the Company. Mr. Leung joined Woo, Kwan, Lee & Lo, a law firm in Hong Kong since 1989 and became a partner of Woo, Kwan, Lee & Lo since September 1997. Mr. Leung has served as an independent non-executive director of Lijun International Pharmaceutical (Holding) Co., Ltd. (Stock code: 2005) since October 2005 and China National Materials Company Limited (Stock code: 1893) since July 2007. He was appointed as an Independent Non-Executive Director of China Communications Construction Company Limited (stock code: 1800) on 24 January 2011. Mr. Leung received a Bachelor of Laws Degree in 1988 and the Postgraduate Certificate in Laws in 1989 from the University of Hong Kong. He was qualified as a solicitor in Hong Kong and England & Wales in 1991 and 1994 respectively.

Yan Qi Ping (閻啟平), aged 66

Mr. Yan was appointed as an independent non-executive director of the Company on 8 June 2010. Mr. Yan also serves as the Chairman of the nomination committee and a member of the audit committee and remuneration committee of the Company. Mr. Yan is a senior steel engineer and was the former secretary-general of the China Association of Metal Scrap Utilization (中國廢鋼鐵應用協會), an industry organisation that is responsible for the recycle industry in China. Mr. Yan graduated from the Beijing Iron and Steel Institute (北京鋼鐵學院) (now known as Beijing University of Science and Technology (北京科技大學)) in the discipline of steel refining in 1970. He worked from 1970 to 2002 in Wuhan Iron and Steel Group Corporation (武漢鋼鐵集團公司) and served as manager of metal resources company and head of the corporate scrap metal department. He was the secretary-general of the China Association of Metal Scrap Utilization from 2002 until May 2010.

梁創順，46歲

梁先生於二零零九年五月二十二日獲委任為本公司獨立非執行董事。梁先生亦擔任本公司薪酬委員會主席兼審核委員會及提名委員會成員。梁先生自一九八九年加入香港律師行胡關李羅律師行，並自一九九七年九月起成為胡關李羅律師行的合夥人。梁先生自二零零五年十月起擔任利君國際醫藥(控股)有限公司(股份代號：2005)的獨立非執行董事，並自二零零七年七月起擔任中國中材股份有限公司(股份代號：1893)的獨立非執行董事，及於二零一一年一月二十四日獲委任為中國交通建設股份有限公司(股份代號：1800)的獨立非執行董事。梁先生於一九八八年獲香港大學法律學士學位，並於一九八九年獲法學深造證書。彼分別於一九九一年及一九九四年在香港以及英格蘭及威爾士成為合資格律師。

閻啟平，66歲

閻先生於二零一零年六月八日獲委任為本公司獨立非執行董事。閻先生亦擔任本公司提名委員會主席兼審核委員會及薪酬委員會成員。閻先生為煉鋼高級工程師及中國廢鋼鐵應用協會(一間負責中國回收行業之行業協會)的前秘書長。閻先生於一九七零年畢業於北京鋼鐵學院(現為北京科技大學)主修煉鋼專業。彼於一九七零年至二零零二年任職於武漢鋼鐵集團公司，曾擔任金屬資源公司經理及集團廢鋼處處長。彼於二零零二年至二零一零年五月間曾任中國廢鋼鐵應用協會秘書長。

Profile of Directors and Senior Management

董事及高級管理層履歷

SENIOR MANAGEMENT

Below is the biography of each of our key management members:

Lam Po Kei Kenneth Greg (林寶基), aged 45

Mr. Lam, joined our Group in 2007, is the Chief Financial Officer of the Group and the Company Secretary of the Company. Mr. Lam also serves as a director of a subsidiary of the Company. Mr. Lam is responsible for supervising financing and accounting matters of the Group. Mr. Lam has over 22 years of experience in accounting and financial management. Mr. Lam holds a Master of Business Administration Degree jointly awarded by the University of Wales and University of Manchester. Mr. Lam is a qualified Certified Public Accountant (Practising) of the Hong Kong Institute of Certified Public Accountants and an associate member of the American Institute of Certified Public Accountants.

Ma Xian Ming (馬曉明), aged 41

Mr. Ma, joined our Group in 2009, is the general manager of the ferrous metal department of Ferrous Scrap Division in Shanghai Region. Mr. Ma is responsible for overseeing the overall operations of the ferrous business of the Group. Mr. Ma has over 16 years of experience in the industry. Mr. Ma holds a Master of Business Administration Degree from Macau University of Science and Technology and the designation of senior economist in the PRC. Prior to joining the Group, Mr. Ma was the senior manager of sales and marketing department of Baosteel Resources Company Ltd.

高級管理層

下文為本公司各主要管理人員的履歷：

林寶基，45歲

林先生於二零零七年加盟本集團，獲委任為本集團財務總監及本公司之公司秘書，同時擔任本公司一家附屬公司之董事。林先生負責監管本集團的財務及會計事宜。林先生擁有逾22年的會計及財務管理經驗。林先生持有英國威爾斯大學及曼徹斯特大學聯合頒授的工商管理碩士學位。彼為香港會計師公會、合資格執業會計師以及美國執業會計師公會的會員。

馬曉明，41歲

馬先生於二零零九年加盟本集團，為上海區廢鋼部黑色金屬部總經理。馬先生負責監管本集團黑色金屬業務的整體運作，於該行業擁有逾16年經驗。馬先生持有澳門科技大學工商管理碩士學位及中國高級經濟師職銜。加入本集團前，馬先生曾擔任寶鋼資源有限公司銷售及市場營銷部高級經理。

Cao Tie Cheng (曹鐵城), aged 66

Mr. Cao, joined our Group in 2010, is the president of our Group in the Northern China region. Mr. Cao is responsible for strategic planning of operational development in the Northern China and overseeing the management and operations of the region. Mr. Cao graduated from the Correspondence Institute of the Party School of Central Committee of the Communist Party of China in the discipline of business, financial and enterprise management. Mr. Cao has over 45 years of experience in the business of metal production. Mr. Cao served as the general manager assistant and economist of Tianjin Metallurgy Group (Holdings) Limited (天津市冶金集團(控股)有限公司) from 1997 to 2004. Before joining the Group, Mr. Cao held various management positions in Tianjin Guoneng Investment Co., Ltd (天津國能投資有限公司), including director, general manager and senior consultant.

Wang Yu Zhang (王玉璋), aged 46

Mr. Wang, joined our Group in 2003, is the general manager of a major subsidiary of the Company in Guangzhou. Mr. Wang is responsible for overseeing the management and operations of the subsidiary. Mr. Wang graduated from Guangxi University with a Bachelor Degree in Machinery Manufacturing and Design and holds the designation of intermediate economist in the PRC. Mr. Wang has over 18 years of experience in the administrative management and project investment.

Liang Jian Xiong (梁建雄), aged 50

Mr. Liang, joined our Group in 2006, is the general manager of a subsidiary of the Company in Tianjin. Mr. Liang is responsible for overseeing its management and operations of the subsidiary. Mr. Liang has over 18 years of experience in operations and financial management. Prior to joining the Group, Mr. Liang was the vice general manager and financial controller of Shenzhen Guangnan Investment and Development Company Limited.

曹鐵城，66歲

曹先生於二零一零年加盟本集團，為本集團華北地區總裁。曹先生負責策劃華北地區的業務發展及監管該地區的管理及運作。曹先生畢業於中共中央黨校函授學院，主修工商、財務及企業管理。曹先生於金屬生產業務方面擁有逾45年經驗。曹先生曾在一九九七年至二零零四年期間於天津市冶金集團(控股)有限公司擔任總經理助理兼總經濟師。加入本集團前，曹先生於天津國能投資有限公司擔任多個管理層職位，包括董事、總經理及高級顧問。

王玉璋，46歲

王先生於二零零三年加盟本集團，為本公司位於廣州的主要附屬公司總經理。王先生負責監管該附屬公司的管理及運作。王先生畢業於廣西大學，持有機械製造及設計學士學位，並持有中國中級經濟師職銜。王先生於行政管理及項目投資方面擁有逾18年經驗。

梁建雄，50歲

梁先生於二零零六年加盟本集團，為本公司位於天津的附屬公司之總經理，負責監管該附屬公司的管理及營運事宜。梁先生於營運及財務管理方面擁有超過18年經驗。在加盟本集團之前，梁先生曾任深圳光南茵悅投資發展有限公司副總經理及財務總監。

Profile of Directors and Senior Management 董事及高級管理層履歷

Wang Jin Tu (王錦圖), aged 42

Mr. Wang, joined our Group in 2002, is the president of our Group in the Central China region. Mr. Wang is responsible for strategic planning of operational development in the Central China and overseeing the management and operations of the region. Mr. Wang graduated from South China Normal University and holds a Master of Business Administration Degree from Macau University of Science and Technology. Mr. Wang has over 10 years of experience in the industry of scrap steel and served in senior management positions in the industry for the period. He has extensive experience in the operation and management of scrap metal industry.

Wu Han Ming (吳漢明), aged 50

Mr. Wu, joined our Group in 2009, is the general manager of corporate financing department in the PRC region. Mr. Wu is responsible for the strategic planning and business management and corporate finance in the PRC region. Mr. Wu has more than 30 years of experience in the field of banking and financing industry. Mr. Wu graduated from Guangdong Provincial Party School, majoring in financial management. Before joining the Group, Mr. Wu held senior positions with various financial institutions in the PRC. Mr. Wu was formerly the general manager of sales division of The Guangzhou Rural Commercial Bank.

Zhang Guang Chao (張廣超), aged 48

Mr. Zhang, joined our Group in 2010, is the general manager of cash management center of corporate financing department in the PRC region. Mr. Zhang is responsible for the cash management and corporate finance in the PRC region. Mr. Zhang has more than 28 years of experience in the field of banking and financing industry. Mr. Zhang graduated from Guangdong Polytechnic Normal University, majoring in accounting and holds the designation of economist in the PRC. Before joining the Group, Mr. Zhang held senior positions with various financial institutions in the PRC. Mr. Zhang was formerly the general manager of cash management division of The Rural Credit Cooperatives of Guangzhou and vice president of Baiyun branch of Guangzhou Rural Commercial Bank.

王錦圖，42歲

王先生於二零零二年加盟本集團，為本集團華中地區總裁。王先生負責策劃本集團於華中地區的整体業務發展及監管該地區的管理及運作。王先生於華南師範大學畢業，並持有澳門科技大學工商管理碩士學位。王先生於廢鋼行業擁有逾10年以上經驗，長期擔任本行業高級管理人員，對廢鋼行業的業務及管理非常熟悉。

吳漢明，50歲

吳先生於二零零九年加盟本集團，為中國地區企業融資部總經理。吳先生負責中國地區策略規劃及業務管理與企業融資。吳先生於銀行業及金融行業領域累積逾30年經驗。吳先生於廣東省委黨校金融管理本科畢業。加入本集團前，吳先生曾於多家中國金融機構擔任高級職務，亦曾為廣州農村商業銀行營業部總經理。

張廣超，48歲

張先生於二零一零年加盟本集團，為中國地區企業融資部資金管理中心總經理。張先生負責中國地區資金管理與企業融資。張先生於銀行業及金融行業領域累積逾28年經驗。張先生於廣東技術師範學院會計本科畢業，並持有中國經濟師職銜。加盟本集團前，張先生曾於多家中國金融機構擔任高級職務，亦曾為廣州農村信用合作社資金部總經理及廣州農村商業銀行股份有限公司白雲支行副行長。

Directors' Report

董事會報告

The directors present their annual report and the audited consolidated financial statements for the year ended 31 December 2011.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The principal activities of its subsidiaries and associates are set out in note 41 to the consolidated financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

In 2011, our largest customer accounted for 10% (2010: 25%) of the total revenue. The five largest customers comprised 41% (2010: 62%) of our total revenue.

In 2011, our largest supplier accounted for 10% (2010: 13%) of the total purchases. The five largest suppliers comprised 37% (2010: 43%) of our total purchases.

At no time during the year did a director, an associate of a director or a shareholder of the Company (which to the knowledge of the directors owns more than 5% of the Company's share capital) have an interest in any of the Group's five largest customers or suppliers.

RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the consolidated statement of comprehensive income on page 54.

No interim dividend was declared for the year. A final dividend of HK32 cents per share in respect of the year ended 31 December 2011 payable to the shareholders whose names appeared on the register of members of the Company on Thursday, 7 June 2012 has been recommended by the board of directors (the "Proposed Final Dividend"). The Proposed Final Dividend will be paid in cash, with an option to elect to receive newly issued fully paid shares of the Company in lieu of all or part of the cash dividend (the "Scrip Dividend Scheme").

董事謹此提呈截至二零一一年十二月三十一日止年度的年報及經審核綜合財務報表。

主要業務

本公司為投資控股公司，其附屬公司及聯營公司之主要業務載於綜合財務報表附註41。

主要客戶及供應商

二零一一年，本集團最大客戶佔總收益之10%（二零一零年：25%），而五大客戶佔本集團總收益之41%（二零一零年：62%）。

二零一一年，本公司最大供應商佔總採購額之10%（二零一零年：13%），而五大供應商佔總採購額之37%（二零一零年：43%）。

本公司董事、彼等之聯繫人或據董事所知擁有本公司股本5%以上之任何股東，概無於任何上述本集團五大客戶或供應商擁有權益。

業績及分派

本集團本年度之業績載於第54頁之綜合全面收益表。

本年度並無宣派中期股息。董事會建議向於二零一二年六月七日（星期四）名列本公司股東名冊之股東派付截至二零一一年十二月三十一日止年度之末期股息每股32港仙（「建議末期股息」）。建議末期股息將以現金支付，或有權選擇收取本公司新發行繳足股份以代替全部或部分現金股息（「以股代息計劃」）。

The Scrip Dividend Scheme will be conditional upon (i) shareholders' approval of the Proposed Final Dividend at the Company's forthcoming annual general meeting (the "2012 AGM") to be held on Wednesday, 30 May 2012; and (ii) the Listing Committee of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") granting approval for the listing of and permission to deal in the new shares to be allotted thereunder. Full details of the Scrip Dividend Scheme will be set out in a circular, which will be sent to shareholders of the Company together with a form of election soon.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the 2012 AGM, the register of members of the Company will be closed from Monday, 28 May 2012 to Wednesday, 30 May 2012, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the 2012 AGM, all transfers of shares accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Friday, 25 May 2012.

For determining the entitlement to the Proposed Final Dividend, the register of members of the Company will be closed from Tuesday, 5 June 2012 to Thursday, 7 June 2012, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the Proposed Final Dividend, all transfers of shares accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Monday, 4 June 2012.

以股代息計劃須待(i)股東於二零一二年五月三十日(星期三)舉行之本公司股東週年大會(「二零一二年股東週年大會」)批准建議末期股息；及(ii)香港聯合交易所有限公司(「聯交所」)上市委員會批准依據此配發之新股份上市及買賣，方可作實。以股代息計劃之詳情將載於通函內，該通函將連同選擇表格盡快寄發予本公司股東。

暫停辦理股東登記手續

為確定出席二零一二年股東週年大會及於會上投票之資格，本公司將於二零一二年五月二十八日(星期一)至二零一二年五月三十日(星期三)(包括首尾兩日)暫停辦理股東登記，期間將不會辦理任何股份過戶手續。為符合資格出席二零一二年股東週年大會並於會上投票，所有股份過戶文件連同有關股票及過戶表格，須於二零一二年五月二十五日(星期五)下午四時三十分前，交回本公司之香港股份過戶登記分處卓佳證券登記有限公司，地址為香港皇后大道東28號金鐘匯中心26樓。

為確定符合收取建議末期股息之資格，本公司將於二零一二年六月五日(星期二)至二零一二年六月七日(星期四)(包括首尾兩日)暫停辦理股東登記，期間將不會辦理任何股份過戶手續。為符合資格收取建議之末期股息，所有股份過戶文件連同有關股票及過戶表格，須於二零一二年六月四日(星期一)下午四時三十分前，交回本公司之香港股份過戶登記分處卓佳證券登記有限公司，地址為香港皇后大道東28號金鐘匯中心26樓。

PROPERTY, PLANT AND EQUIPMENT

During the year, the Group had additions of HK\$49,903,000 to property, plant and equipment to expand and upgrade the Group's production facilities.

Details of these and other movements in the property, plant and equipment of the Group during the year are set out in note 15 to the consolidated financial statements.

DISTRIBUTABLE RESERVES OF THE COMPANY

The Company's reserves available for distribution to shareholders, including the share premium account, capital reserve and retained profits, amounted to approximately HK\$2,502 million as at 31 December 2011.

Under the Companies Law (Revised) Chapter 22 of the Cayman Islands, the share premium of the Company is available for paying distributions or dividends to shareholders subject to the provisions of its memorandum and articles of association and provided that immediately following the distribution or dividend, the Company is able to pay its debts as they fall due in the ordinary course of business. In accordance with the Company's articles of association, dividends shall be distributed out of the retained profits or other reserves, including the share premium account and capital reserve, of the Company.

SHARE CAPITAL

Details of movements during the year in share capital of the Company are set out in note 32 to the consolidated financial statements.

物業、廠房及設備

年內，本集團添置物業、廠房及設備共值49,903,000港元，以擴充及提升本集團生產設施。

本集團添置物業、廠房及設備及年內相關之其他變動詳情載於綜合財務報表附註15。

本公司可供分派儲備

於二零一一年十二月三十一日，本公司可供分派予股東之儲備（包括股份溢價、資本儲備及保留溢利）約為2,502百萬港元。

根據開曼群島法例第22章公司法（經修訂），在組織章程大綱或細則或規限下，本公司之股份溢價可供向股東分派或用作派付股息，惟於緊隨分派或股息派付後，本公司須有能力償還其於日常營運到期之債務。根據本公司組織章程細則，股息須自本公司保留溢利或其他儲備（包括股份溢價及資本儲備）撥派。

股本

本公司年內之股本變動詳情載於綜合財務報表附註32。

Directors' Report

董事會報告

DIRECTORS

The directors of the Company during the year and up to the date of this report were:

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 Kam Hung
Mr. Leung Chong Shun
Mr. Yan Qi Ping

In accordance with Article 84(1) of the Company's articles of association, Mr. Chun Chi Wai, Ms. Lai Wun Yin and Mr. Chan Kam Hung shall retire from office by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

DIRECTORS' SERVICE CONTRACTS

No director proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Company within one year without payment of compensation other than statutory compensation.

董事

年內及截至本報告日期，本公司之董事如下：

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：

陳錦雄先生
梁創順先生
閻啟平先生

根據本公司之組織章程細則第84(1)條，秦志威先生、黎煥賢女士及陳錦雄先生均須於應屆股東週年大會上輪值退任，並符合資格膺選連任。

董事服務合約

概無擬於應屆股東週年大會上膺選連任之董事與本集團訂有任何不可由本公司於一年內終止而毋須作出賠償(法定賠償除外)之服務合約。

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2011, 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 for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), 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)	584,050,381	51.20%
	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)	585,139,381	51.30%

Note: Mr. Chun Chi Wai is deemed to be interested in 584,050,381 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

於二零一一年十二月三十一日，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，或根據聯交所證券上市規則(「上市規則」)所載上市公司董事進行證券交易的標準守則(「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，故被視為擁有好運所持584,050,381股普通股的權益。黎煥賢女士乃秦志威先生的配偶，故被視為擁有秦志威先生所持股份的權益。

Directors' Report

董事會報告

(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	Exercisable 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	0.17%
	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	0.17%
	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	0.17%
	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	

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	Exercisable 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. 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	0.10%
	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	0.10%
	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	0.10%
		3,432,494		0.30%
Mr. Jiang Yan Zhang 姜延章先生	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%
		1,029,602		0.10%

Directors' Report

董事會報告

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	Exercisable 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	0.17%
	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	0.17%
	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	0.17%
		7,722,008		0.69%
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		0.03%

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	Exercisable 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. 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		0.03%
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		0.03%

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，因此被視為擁有對方所持購股權的權益。

Directors' Report

董事會報告

(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 佔相關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 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 31 December 2011.

除上文所披露者外，概無本公司董事或彼等的聯繫人士於二零一一年十二月三十一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

As at 31 December 2011, the register of substantial shareholders maintained by the Company pursuant to section 336 of the SFO shows that other than the interests disclosed above in respect of certain directors who are also substantial shareholders of the Company, the following shareholders had notified the Company of relevant interests or short positions in the shares or underlying shares of the Company.

主要股東

於二零一一年十二月三十一日，除上文所披露之若干董事（彼等亦為主要股東）權益外，按本公司根據證券及期貨條例第336條存置的主要股東名冊，下列股東已知會本公司彼等在本公司之股份或相關股份中擁有的相關權益或淡倉。

Name of shareholder 股東姓名	Capacity 身份	Number of issued ordinary shares held of the Company 所持已發行 普通股數目	Percentage of the issued share capital 佔本公司已發行 股本百分比
Paul G. Desmarais	Interest of controlled corporations (note i) 受控制法團權益(附註(i))	79,994,800	7.02%
Nordex Inc.	Interest of controlled corporations (note i) 受控制法團權益(附註(i))	79,994,800	7.02%
Gelco Enterprises Ltd.	Interest of controlled corporations (note i) 受控制法團權益(附註(i))	79,994,800	7.02%
Power Corporation of Canada	Interest of controlled corporations (note i) 受控制法團權益(附註(i))	79,994,880	7.02%
Power Financial Corporation	Interest of controlled corporations (note i) 受控制法團權益(附註(i))	79,994,800	7.02%
IGM Financial Inc.	Interest of controlled corporations (note i) 受控制法團權益(附註(i))	79,994,800	7.02%
Norges Bank	Beneficial owner 實益擁有人	68,638,400	6.02%
JPMorgan Chase & Co.	Interest of controlled corporations (note ii) 受控制法團權益(附註(ii))	29,400	0.00%
	Custodian (note ii) 託管(附註(ii))	68,470,503	6.00%
Atlantis Capital Holdings Limited	Interest of controlled corporations (note iii) 受控制法團權益(附註(iii))	59,876,800	5.25%
Ms. Liu Yang 劉央女士	Interest of controlled corporations (note iii) 受控制法團權益(附註(iii))	59,876,800	5.25%

Notes:

- i. According to the disclosure of interest notices filed by Paul G. Desmarais, Nordex Inc., Gelco Enterprises Ltd., Power Corporation of Canada, Power Financial Corporation and IGM Financial Inc., each of these companies and Paul G. Desmarais was deemed to be interested in 79,994,800 shares of the Company. Among these 79,994,800 shares, 3,250,000 shares were directly held by Mackenzie Financial Capital Corporation. Mackenzie Financial Capital Corporation was a wholly owned subsidiary of Mackenzie Financial Corporation. Mackenzie Financial Corporation was a wholly owned subsidiary of Mackenzie Inc. which was, in turn, a wholly owned subsidiary of IGM Financial Inc. of which Power Financial Corporation held approximately 57.35% shareholding interest. 171263 Canada Inc., a wholly owned subsidiary of Power Corporation of Canada, owned approximately 66.08% shareholding interest in Power Financial Corporation. Gelco Enterprises Ltd. owned approximately 53.62% voting shareholding interest in Power Corporation of Canada. Nordex Inc., a company which was owned as to 68.00% by Paul G. Desmarais, owned approximately 94.95% shareholding interest in Gelco Enterprises Ltd..
- ii. According to the disclosure of interest notices filed by JPMorgan Chase & Co., this company was deemed to be interested in 68,499,903 shares of the Company. Among these 68,499,903 shares, JPMorgan Chase & Co. had interests in 29,400 shares as beneficial owner and in 68,470,503 shares as a custodian corporation/approved lending agent, which 68,470,503 shares were held in the lending pool.
- iii. According to the disclosure of interest notices filed by Ms. Liu Yang and Atlantis Capital Holdings Limited, they were deemed to be interested in 59,876,800 shares of the Company, which Ms. Liu Yang owned 100% shareholding interest in Atlantis Capital Holdings Limited.

附註：

- i. 根據Paul G. Desmarais、Nordex Inc.、Gelco Enterprises Ltd.、Power Corporation of Canada、Power Financial Corporation及IGM Financial Inc.存檔的權益披露通知，Paul G. Desmarais及該等公司被視為擁有79,994,800股本公司股份權益。於該79,994,800股股份中，3,250,000股股份由Mackenzie Financial Capital Corporation直接持有。Mackenzie Financial Capital Corporation為Mackenzie Financial Corporation的全資附屬公司。Mackenzie Financial Corporation為Mackenzie Inc.的全資附屬公司，而Mackenzie Inc.為IGM Financial Inc.的全資附屬公司，IGM Financial Inc.則由Power Financial Corporation持有約57.35%控股權益。171263 Canada Inc.為Power Corporation of Canada的全資附屬公司，其於Power Financial Corporation中擁有約66.08%控股權益。Gelco Enterprises Ltd.於Power Corporation of Canada中擁有約53.62%投票控股權益。Nordex Inc.乃一家由Paul G. Desmarais擁有68.00%的公司，其於Gelco Enterprises Ltd.中擁有約94.95%控股權益。
- ii. 根據JPMorgan Chase & Co.存檔的權益披露通知，該公司被視為擁有68,499,903股本公司股份權益。於該68,499,903股股份中，JPMorgan Chase & Co.實益擁有29,400股股份權益及作為託管公司／核准借出代理人持有68,470,503股份，而該68,470,503股份乃作為可供借出股份持有。
- iii. 根據劉央女士及Atlantis Capital Holdings Limited存檔的權益披露通知，彼等被視為擁有59,876,800股本公司股份權益，而劉央女士擁有Atlantis Capital Holdings Limited的100%控股權益。

Other than as disclosed above, the Company has not been notified of any other interests or short positions in the shares or underlying shares of the Company as at 31 December 2011.

SHARE OPTIONS

Particulars of the Company's share option schemes are set out in note 38 to the consolidated financial statements.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than the option holdings disclosed above, at no time during the year was the Company, its holding company, or any of its subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of the Company or any other body corporate.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in the paragraph headed "Connected Transactions" in this report and note 40 to the consolidated financial statements, no contracts of significance, to which the Company, its holding company, or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

Save as disclosed in the prospectus of the Company dated 10 June 2009 issued in connection with its initial public offerings on the Stock Exchange, none of the directors hold any interests in any competing business against the Company or any of its subsidiaries during the year ended 31 December 2011.

除上文所披露者外，於二零一一年十二月三十一日，本公司並無獲知會有關本公司股份或相關股份的任何其他權益或淡倉。

購股權

本公司購股權計劃詳情載於綜合財務報表附註38。

購買股份或債券之安排

除上文有關購股權之披露外，於年內任何時間，本公司、其控股公司或其任何附屬公司概無訂立任何安排，致使本公司之董事可藉購入本公司或任何其他法人團體之股份或債券而獲益。

董事於重大合約之權益

除本報告「關連交易」一段及綜合財務報表附註40所披露者外，於年結日或年內任何時間，本公司、其控股公司或其任何附屬公司概無訂立有任何本公司董事直接或間接擁有重大權益之重大合約。

董事於競爭業務之權益

除本公司就其於二零零九年六月十日在聯交所首次公開發售刊發的招股章程所披露者外，截至二零一一年十二月三十一日止年度，概無董事於與本公司或其任何附屬公司競爭的業務中擁有任何權益。

NON-COMPETITION UNDERTAKING BY THE CONTROLLING SHAREHOLDERS

The Company has received an annual confirmation from the controlling shareholders, Mr. Chun Chi Wai and Wellrun, in respect of their compliance with the non-competition undertaking during the year ended 31 December 2011. The independent non-executive directors have reviewed the said undertaking and are of the view that Mr. Chun Chi Wai and Wellrun have complied with the non-competition undertaking during the year.

CONNECTED TRANSACTIONS

Details of the connected transactions during the year are set out in note 40 to the consolidated financial statements. Certain of those connected transactions also constitute continuing connected transactions of the Group within the meaning of Chapter 14A of the Listing Rules.

The independent non-executive directors have reviewed the continuing connected transactions and confirmed that the transactions have been entered into by the Group:

- (i) in the ordinary and usual course of its business;
- (ii) either on normal commercial terms or on terms no less favourable than terms available to or from independent third parties; and
- (iii) in accordance with the terms of the agreement governing such transactions that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

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

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

控股股東之不競爭承諾

本公司已收取控股股東、秦志威先生及好運有關於截至二零一一年十二月三十一日止年度遵守不競爭承諾的年度確認。獨立非執行董事亦已審閱上述承諾，認為秦志威先生及好運於年內一直遵守不競爭承諾。

關連交易

年內關連交易詳情載於綜合財務報表附註40。若干關連交易亦屬本集團根據上市規則第14A章所界定的持續關連交易。

獨立非執行董事已審閱上述持續關連交易，並確認該等交易乃經本集團於下列情況下進行：

- (i) 於本集團一般日常業務過程中訂立；
- (ii) 按一般商業條款或不遜於獨立第三方可取得或提供的條款訂立；及
- (iii) 根據該等交易的協議條款進行，而交易條款公平合理並符合本公司股東的整體利益。

購入、出售或贖回本公司上市證券

年內，本公司及其任何附屬公司概無購入、出售或贖回本公司任何上市證券。

CODE ON CORPORATE GOVERNANCE PRACTICES

During the year, in the opinion of the directors, the Company has followed the principles and complied with all applicable code provisions under the Code on Corporate Governance Practices (the "CG Code") as set out in Appendix 14 of the Listing Rules, save for the deviation from code provision A.2.1 of the CG Code. The Company's corporate governance report for the year under review is set out in pages 18 to 27 of the annual report.

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.

Having made specific enquiry with all directors of the Company, all the directors have confirmed that they have complied with the required standard as set out in the Model Code and the Own Code throughout the year ended 31 December 2011. No incident of non-compliance of the Own Code during the year by the senior management and relevant employees was noted by the Company.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the three independent non-executive directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive directors are independent.

企業管治常規守規

董事認為，於年內，除偏離於企業管治常規守則（「企業管治守則」）第A.2.1條守則條文外，本公司一直遵守及按照上市規則附錄14所載企業管治守則的原則及所有適用守則條文。本公司於回顧年度企業管治報告載於本年報第18至第27頁。

遵守上市規則的標準守則

本公司已採納一套條款不比標準守則所載買賣標準規定寬鬆的行為守則作為本集團董事、高級管理層及相關僱員（基於在本集團的職位而可能取得有關本公司或其證券的未公開股價敏感資料）進行證券買賣的守則（「本公司守則」）。

經向本公司全體董事作出特定查詢後，所有董事均已確認於截至二零一一年十二月三十一日止全年期間一直遵守標準守則及本公司守則所載規定標準。於年內，本公司概無發現高級管理層或有關僱員違反本公司守則的事件。

獨立非執行董事之委任

本公司已接獲三名獨立非執行董事根據上市規則第3.13條就彼等之獨立性發出之年度確認。本公司認為，全體獨立非執行董事均為獨立人士。

EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the senior management of the Group based on their merit, qualifications and competence.

The emoluments of the directors of the Company are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

The Company has adopted two share option schemes as an incentive to directors and eligible employees, details of these schemes are set out in note 38 to the consolidated financial statements.

CHARITABLE DONATIONS

During the year, the Group made charitable donations amounting to HK\$1,020,000.

PRE-EMPTIVE RIGHTS

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

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the directors, the Company has maintained a sufficient public float as at the date of this report.

薪酬政策

本集團之僱員薪酬政策由本集團高級管理層根據僱員之表現、資歷及能力釐定。

本公司董事之酬金由薪酬委員會考慮本公司經營業績、個人表現及可比較之市場統計數據而決定。

本公司採納兩項購股權計劃，作為對董事及合資格僱員的獎勵。該等計劃詳情載於綜合財務報表附註38。

慈善捐款

年內，本集團的慈善捐款達1,020,000港元。

優先購買權

本公司的組織章程細則或開曼群島(本公司註冊成立的司法權區)法例概無有關優先購買權的條文而導致本公司須向現有股東按比例發售新股份。

充足公眾持股量

於本報告日期，根據本公司所得的公開資料及就董事所知，本公司已維持充足公眾持股量。

AUDITOR

A resolution will be submitted to the forthcoming annual general meeting to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company.

On behalf of the Board

Chun Chi Wai

CHAIRMAN

27 March 2012

核數師

本公司將於應屆股東週年大會提呈決議案，續聘德勤•關黃陳方會計師行為本公司核數師。

代表董事會

秦志威

主席

二零一二年三月二十七日

Independent Auditor's Report 獨立核數師報告

Deloitte. 德勤

TO THE MEMBERS OF CHINA METAL RECYCLING (HOLDINGS) LIMITED

(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of China Metal Recycling (Holdings) Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 54 to 187, which comprise the consolidated statement of financial position as at 31 December 2011, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and 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.

Auditor's Responsibility

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

致中國金屬再生資源(控股) 有限公司股東

(於開曼群島註冊成立的有限公司)

吾等已審閱第54頁至第187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」)的綜合財務報表，當中載有於二零一一年十二月三十一日的綜合財務狀況表，以及截至該日止年度的綜合全面收益表、綜合權益變動表及綜合現金流量表，以及重大會計政策概要及其他解釋附註。

董事對綜合財務報表的責任

貴公司董事負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製真實而公平的綜合財務報表，以及董事認為需要的內部監控，以使編製綜合財務報表不會因欺詐或錯誤而出現重大錯誤陳述。

核數師責任

吾等的責任為按協定的委聘條款，僅向閣下整體就吾等審閱該等綜合財務報表的結果表達意見，除此之外並無其他目的。吾等不會就報告內容向任何其他人士負責或承擔任何責任。吾等根據香港會計師公會頒佈的香港審核準則審核，該等準則規定吾等必須遵守有關道德規定，並計劃及執行審核工作，以就綜合財務報表是否出現重大錯誤陳述而獲得合理的憑證。

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 auditor's judgment, 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 auditor considers internal control relevant to the entity's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31 December 2011, 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.

Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong

27 March 2012

審核工作涉及執程序，以取得有關綜合財務資料所載金額及披露事項有關的審核憑證。所選擇程序取決於核數師的判斷，包括評估綜合財務報表是否因欺詐或錯誤而出現重大錯誤陳述風險。於作出該等風險評估時，核數師會考慮與實體編製真實而公平的綜合財務報表有關的內部控制，以設計在該等情況下合適的審核程序，而非為對實體內部監控的有效性發表意見。審核工作亦包括評估董事採用的會計政策是否恰當，董事所作的會計估計是否合理，以及評估綜合財務資料的整體呈報。

吾等相信，吾等所取得的審核憑證充足而恰當，可為吾等的審核意見提供基礎。

意見

吾等認為，根據香港財務報告準則，綜合財務報表已真實並公平地呈列貴集團於二零一一年十二月三十一日的狀況，及貴集團於截至該日止年度的溢利及現金流量，並已根據香港公司條例的披露規定妥為編製。

德勤•關黃陳方會計師行

執業會計師

香港

二零一二年三月二十七日

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 December 2011

截至二零一一年十二月三十一日止年度

		Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Revenue	收益	7	52,140,520	22,508,182
Cost of sales	銷售成本		(50,057,188)	(21,272,828)
Gross profit	毛利		2,083,332	1,235,354
Other income and gains	其他收入及收益	8	109,584	65,655
Distribution and selling expenses	分銷及銷售開支		(49,406)	(8,597)
Administrative expenses	行政開支		(257,382)	(182,832)
Net gain (loss) on derivative financial instruments	衍生金融工具收益 (虧損)淨額		338,123	(77,534)
Finance costs	融資成本	9	(253,901)	(95,289)
Share of loss of associates	應佔聯營公司虧損	18	(5,765)	(1,534)
Gain on deregistration/disposal of subsidiaries	註銷/出售 附屬公司收益	34	198	9,278
Profit before taxation	除稅前溢利		1,964,783	944,501
Income tax expense	所得稅開支	10	(92,189)	(52,598)
Profit for the year	年內溢利	11	1,872,594	891,903
Other comprehensive income	其他全面收益			
Exchange differences arising on translation	換算所產生的 匯兌差額			
– subsidiaries	– 附屬公司		74,461	48,801
– associates	– 聯營公司	18	2,223	1,046
Reclassification of other comprehensive income upon deregistration/ disposal of subsidiaries	於註銷/出售附屬公司後 重新分類其他全面收益		(198)	(307)
Other comprehensive income for the year	年內其他全面收益		76,486	49,540
Total comprehensive income for the year	年內全面收益總額		1,949,080	941,443

		Note 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Profit for the year attributable to:	以下各項應佔年內溢利：			
Owners of the Company	本公司擁有人		1,861,939	886,562
Non-controlling interests	非控股權益		10,655	5,341
			1,872,594	891,903
Total comprehensive income for the year attributable to:	以下各項應佔年內全面收益總額：			
Owners of the Company	本公司擁有人		1,935,503	933,115
Non-controlling interests	非控股權益		13,577	8,328
			1,949,080	941,443
			HK\$ 港元	HK\$ 港元
Earnings per share	每股盈利	14		
– basic	– 基本		1.63	0.85
– diluted	– 攤薄		1.62	0.84

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2011

於二零一一年十二月三十一日

		Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	15	454,205	426,817
Investment properties	投資物業	16	—	1,638
Prepaid lease payments - non-current portion	預付租賃款 — 非即期部分	17	199,938	194,631
Interests in associates	於聯營公司的權益	18	304,586	96,625
Deposits paid for acquisition of property, plant and equipment	收購物業、廠房 及設備的已付按金		108,266	18,281
Deposits paid for land use rights	土地使用權已付按金		137,026	129,072
Fixed deposits	定期存款	19	60,976	—
			1,264,997	867,064
CURRENT ASSETS	流動資產			
Inventories	存貨	20	2,640,496	1,747,136
Trade and other receivables and deposits	貿易及其他應收款項 及按金	21	8,042,864	7,347,811
Bills receivable	應收票據	22	2,303,746	717,160
Prepaid lease payments - current portion	預付租賃款 — 即期部分	17	10,243	9,733
Deposits paid to a related party	支付一位關連人士的按金	23	264	120
Amount due from an associate	應收一間聯營公司款項	18	36,585	—
Derivative financial instruments	衍生金融工具	24	94,480	66,745
Tax recoverable	可收回稅項		3,342	3,888
Pledged bank deposits	已質押銀行存款	25	1,334,043	1,630,541
Restricted deposits	受限制存款	19	220,635	251,972
Fixed deposits	定期存款	19	109,817	—
Bank balances and cash	銀行結餘及現金	19	1,518,945	1,088,536
			16,315,460	12,863,642

		Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
CURRENT LIABILITIES	流動負債			
Trade and other payables	貿易及其他應付款項	26	2,841,311	4,171,503
Bills payable	應付票據	26	2,418,230	1,109,965
Amounts due to non-controlling shareholders of subsidiaries	應付附屬公司 非控股股東款項	27	23,911	1,960
Amount due to an associate	應付一間聯營公司款項	18	28,080	—
Discounted bills	貼現票據	28	986,593	320,588
Derivative financial instruments	衍生金融工具	24	86,663	134,837
Bank borrowings	銀行借款	29	4,300,320	2,960,962
Tax payable	應付稅項		68,222	49,578
			10,753,330	8,749,393
NET CURRENT ASSETS	流動資產淨值		5,562,130	4,114,249
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減 流動負債		6,827,127	4,981,313
NON-CURRENT LIABILITIES	非流動負債			
Bank borrowings	銀行借款	29	365,854	352,941
Other long-term payable	其他長期應付款項	31	—	235
			365,854	353,176
NET ASSETS	資產淨值		6,461,273	4,628,137
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	32	114	114
Reserves	儲備		6,351,838	4,556,720
Equity attributable to owners of the Company	本公司擁有人 應佔權益		6,351,952	4,556,834
Non-controlling interests	非控股權益		109,321	71,303
TOTAL EQUITY	總權益		6,461,273	4,628,137

The consolidated financial statements on pages 54 to 187 were approved and authorised for issue by the board of directors on 27 March 2012 and are signed on its behalf by:

董事會已於二零一二年三月二十七日批准並授權刊發載於第54頁至第187頁的綜合財務報表，並由下列董事代表本公司簽署：

DIRECTOR
董事

DIRECTOR
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2011

截至二零一一年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔							Non-controlling interests			
		Share capital	Share premium	Capital reserve	Other reserve	Exchange reserve	Share options reserve	Retained profits	Total	Non-controlling interests	Total	
		股本	股份溢價	資本儲備	其他儲備	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	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	千港元	
At 1 January 2010	於二零一零年一月一日	105	1,918,780	161,370	—	36,317	15,120	878,289	3,009,981	79,834	3,089,815	
Profit for the year	年內溢利	—	—	—	—	—	—	886,562	886,562	5,341	891,903	
Exchange differences arising on translation	換算所產生的匯兌差額	—	—	—	—	—	—	—	—	—	—	
- subsidiaries	- 附屬公司	—	—	—	—	45,814	—	—	45,814	2,987	48,801	
- an associate	- 聯營公司	—	—	—	—	1,046	—	—	1,046	—	1,046	
Reclassification of other comprehensive income upon disposal of a subsidiary	於出售一間附屬公司後重新分類其他全面收益	—	—	—	—	(307)	—	—	(307)	—	(307)	
Other comprehensive income	其他全面收益	—	—	—	—	46,553	—	—	46,553	2,987	49,540	
Total comprehensive income for the year	年內全面收益總額	—	—	—	—	46,553	—	886,562	933,115	8,328	941,443	
Issue of new shares	發行新股	9	706,491	—	—	—	—	—	706,500	—	706,500	
Cost of issue of new shares	發行新股成本	—	(15,126)	—	—	—	—	—	(15,126)	—	(15,126)	
Recognition of equity-settled share-based payments	確認以權益結算以股份支付款項	—	—	—	—	—	34,761	—	34,761	—	34,761	
Exercise of share options	行使購股權	—	16,000	—	—	—	(4,218)	—	11,782	—	11,782	
Acquisition of a subsidiary (note 33)	收購一間附屬公司(附註33)	—	—	—	—	—	—	—	—	807	807	
Acquisition of additional interest in a subsidiary	收購一間附屬公司的額外權益	—	—	—	(379)	1,600	—	—	1,221	(12,182)	(10,961)	
Disposal of a subsidiary (note 34)	出售一間附屬公司(附註34)	—	—	—	—	—	—	—	—	(5,524)	(5,524)	
Capital contribution from a non-controlling shareholder of a subsidiary	一間附屬公司非控股股東的出資	—	—	—	—	—	—	—	—	40	40	
Dividend recognised as distribution (note 13)	已確認為分派之股息(附註13)	—	—	—	—	—	—	(125,400)	(125,400)	—	(125,400)	
At 31 December 2010	於二零一零年十二月三十一日	114	2,626,145	161,370	(379)	84,470	45,663	1,639,451	4,556,834	71,303	4,628,137	

Attributable to owners of the Company
本公司擁有人應佔

		Share capital	Share premium	Capital reserve	Other reserve	Exchange reserve	Share options reserve	Retained profits	Total	Non-controlling interests	Total
		股本	股份溢價	資本儲備	其他儲備	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	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	千港元
At 1 January 2011	於二零一一年一月一日	114	2,626,145	161,370	(379)	84,470	45,663	1,639,451	4,556,834	71,303	4,628,137
Profit for the year	年內溢利	—	—	—	—	—	—	1,861,939	1,861,939	10,655	1,872,594
Exchange differences arising on translation	換算所產生的匯兌差額										
- subsidiaries	- 附屬公司	—	—	—	—	71,539	—	—	71,539	2,922	74,461
- associates	- 聯營公司	—	—	—	—	2,223	—	—	2,223	—	2,223
Reclassification of other comprehensive income upon deregistration of a subsidiary	於註銷一間附屬公司後重新分類其他全面收益	—	—	—	—	(198)	—	—	(198)	—	(198)
Other comprehensive income	其他全面收益	—	—	—	—	73,564	—	—	73,564	2,922	76,486
Total comprehensive income for the year	年內全面收益總額	—	—	—	—	73,564	—	1,861,939	1,935,503	13,577	1,949,080
Recognition of equity-settled share-based payments	確認以權益結算以股份支付款項	—	—	—	—	—	23,076	—	23,076	—	23,076
Exercise of share options	行使購股權	—	25,850	—	—	—	(7,008)	—	18,842	—	18,842
Capital contribution from non-controlling shareholders of subsidiaries	附屬公司非控股股東的出資	—	—	—	—	—	—	—	—	24,441	24,441
Dividend recognised as distribution (note 13)	已確認為分派之股息(附註13)	—	—	—	—	—	—	(182,303)	(182,303)	—	(182,303)
At 31 December 2011	於二零一一年十二月三十一日	114	2,651,995	161,370	(379)	158,034	61,731	3,319,087	6,351,952	109,321	6,461,273

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2011

截至二零一一年十二月三十一日止年度

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.

In December 2010, the Group acquired additional interest of 9.615% in a subsidiary, namely Tianjin Yatong Steel Co., Ltd. ("Tianjin Yatong") at a consideration of HK\$10,961,000. After this transaction, Tianjin Yatong became a wholly-owned subsidiary of the Group. The difference between the consideration and the carrying amount of non-controlling interests, amounting to HK\$1,221,000, was recognised as an equity transaction in other reserve and exchange reserve in the year ended 31 December 2010.

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。

於二零一零年十二月，本集團收購附屬公司天津亞銅鋼鐵有限公司（「天津亞銅」）9.615%額外權益，代價為10,961,000港元。此交易後，天津亞銅成為本集團全資附屬公司。代價與非控制權益之間之差額為1,221,000港元，已於截至二零一零年十二月三十一日止年度於其他儲備及匯兌儲備確認為權益交易。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2011
截至二零一一年十二月三十一日止年度

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
OPERATING ACTIVITIES	經營活動		
Profit before taxation	除稅前溢利	1,964,783	944,501
Adjustments for:	經調整：		
Allowance for inventories	存貨撥備	231,000	—
Amortisation of prepaid lease payments	預付租賃款攤銷	10,131	6,518
Depreciation of property, plant and equipment	物業、廠房及設備折舊	37,439	25,153
Depreciation of investment properties	投資物業折舊	6	38
Finance costs	融資成本	253,901	95,289
Gain on deregistration/ disposal of subsidiaries	註銷／出售 附屬公司收益	(198)	(9,278)
Gain on disposal of investment properties and prepaid lease payments	出售投資物業及 預付租賃款收益	(12,964)	(198)
Loss (gain) on disposal/ written-off of property, plant and equipment	出售／撤銷物業、 廠房及設備 虧損(收益)	688	(508)
Interest income	利息收入	(31,531)	(18,163)
Net (gain) loss on derivative financial instruments	衍生金融工具(收益) 虧損淨額	(338,123)	77,534
Share-based payment expenses	以股份付款開支	23,076	34,761
Share of loss of associates	應佔聯營公司虧損	5,765	1,534
Operating cash flows before movements in working capital	營運資金變動前的經營現金流量	2,143,973	1,157,181
Increase in inventories	存貨增加	(1,124,360)	(1,024,807)
Increase in trade and other receivables and deposits	貿易及其他應收款項及按金增加	(695,053)	(4,838,092)
Increase in bills receivable	應收票據增加	(1,586,586)	(469,093)
Deposit paid to a related party	已付一位關聯方按金	(144)	—
Net movement in derivative financial instruments	衍生金融工具變動淨額	262,214	(34,646)
(Decrease) increase in trade and other payables	貿易及其他應付款項(減少)增加	(1,323,003)	3,193,189
Increase in bills payable	應付票據增加	1,308,265	1,109,965
Cash used in operations	經營業務動用的現金	(1,014,694)	(906,303)
PRC Enterprise Income Tax paid	已付中國企業所得稅	(76,053)	(31,980)
PRC Enterprise Income Tax refunded	退還中國企業所得稅	3,054	—
NET CASH USED IN OPERATING ACTIVITIES	經營業務動用的現金淨額	(1,087,693)	(938,283)

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2011

截至二零一一年十二月三十一日止年度

			2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
INVESTING ACTIVITIES	投資活動			
Capital injection to an associate	向一間聯營公司注資		(211,503)	—
Placement of fixed deposits	存放定期存款		(170,793)	—
Deposits paid for acquisition of property, plant and equipment	購買物業、廠房及設備的已付按金		(90,695)	(16,088)
Purchase of property, plant and equipment	購買物業、廠房及設備		(49,193)	(95,750)
Advance to an associate	墊款予一間聯營公司		(36,585)	—
Deposits paid for land use rights	土地使用權的已付按金		(14,458)	(120,357)
Payment for land use rights	土地使用權付款		(12,154)	(30,390)
Decrease (increase) in pledged bank deposits	已質押銀行存款減少(增加)		296,498	(1,420,165)
Interest received	已收利息		31,531	18,163
Decrease (increase) in restricted deposits	受限制銀行存款減少(增加)		31,337	(189,688)
Proceeds on disposal of investment properties and prepaid lease payments	出售投資物業及預付租賃款項的所得款項		17,306	650
Cash outflow on acquisition of a subsidiary	收購一間附屬公司的現金流出	33	—	(251,261)
Net cash inflow on disposal of a subsidiary	出售一間附屬公司的現金流入淨額	34	—	12,885
Proceeds on disposal of property, plant and equipment	出售物業、廠房及設備所得款項		—	1,023
NET CASH USED IN INVESTING ACTIVITIES	投資活動動用的現金淨額		(208,709)	(2,090,978)

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
FINANCING ACTIVITIES	融資活動		
New bank borrowings raised	新籌集的銀行借款	11,611,616	4,668,693
Increase in discounted bills	貼現票據增加	666,005	180,778
Advances from the controlling shareholder	控股股東墊款	456,000	—
Advance from an associate	一間聯營公司墊款	28,080	—
Capital contribution from non-controlling shareholders of subsidiaries	附屬公司非控股 股東的出資	24,441	40
Advances from non-controlling shareholders of subsidiaries	附屬公司非控股 股東墊款	21,951	1,960
Proceeds from exercise of share options	行使購股權所得款項	18,842	11,782
Repayment of bank borrowings	償還銀行借款	(10,240,701)	(1,790,502)
Repayments to the controlling shareholder	向控股股東還款	(456,000)	—
Interest paid	已付利息	(253,901)	(95,289)
Dividend paid	已付股息	(182,303)	(125,400)
Acquisition of additional interest in a subsidiary	收購一間附屬公司 的額外權益	(7,424)	—
Proceeds from issue of new shares	發行新股的所得款項	—	706,500
Advance from a director	董事墊款	—	234,000
Repayment to a director	向董事還款	—	(234,000)
Share issue costs paid	已付股份發行成本	—	(15,126)
NET CASH FROM FINANCING ACTIVITIES	融資活動產生的 現金淨額	1,686,606	3,543,436
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物 增加淨額	390,204	514,175
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	年初現金 及現金等價物	1,088,536	554,417
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	外匯匯率變動的影響	40,205	19,944
CASH AND CASH EQUIVALENTS AT END OF THE YEAR, represented by bank balances and cash	年終現金及現金等價物， 即銀行結餘及現金	1,518,945	1,088,536

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2011

截至二零一一年十二月三十一日止年度

I. GENERAL INFORMATION

The Company is public limited company incorporated in the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The immediate and ultimate holding company is Wellrun Limited, a company incorporated in the British Virgin Islands and wholly-owned by Mr. Chun Chi Wai ("Mr. Chun"), the founder shareholder of the Company. The addresses of the registered office and the principal place of business of the Company are Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and Room 3003A-5, 30/F, The Centrium, 60 Wyndham Street, Central, Hong Kong, respectively.

The Company is an investment holding company. The principal activities of its subsidiaries and associates are set out in note 41.

The functional currency of the Company is United States dollar. The consolidated financial statements are presented in Hong Kong dollar for the convenience of the shareholders as the Company is listed in Hong Kong.

1. 一般資料

本公司在開曼群島註冊成立為有限公司。本公司股份於香港聯合交易所有限公司（「聯交所」）上市。本公司的直接及最終控股公司為於英屬處女群島註冊成立的好運有限公司，該公司由本公司的創辦股東秦志威先生（「秦先生」）全資擁有。本公司的註冊辦事處及主要營業地點分別為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands及香港中環雲咸街60號中央廣場30樓3003A-5室。

本公司為一間投資控股公司，其附屬公司及聯營公司的主要業務載於附註41。

本公司的功能貨幣為美元。由於本公司於香港上市，為了方便股東閱覽，綜合財務報表以港元呈列。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

In the current year, the Group has applied the following new and revised HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

Amendments to HKFRSs	Improvements to HKFRSs issued in 2010
HKAS 24 (as revised in 2009)	Related Party Disclosures
Amendments to HKAS 32	Classification of Rights Issues
Amendments to HK(IFRIC) - Int 14	Prepayments of a Minimum Funding Requirement
HK(IFRIC) - Int 19	Extinguishing Financial Liabilities with Equity Instruments

The application of the new and revised HKFRSs in the current year has had no material impact on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

2. 應用新頒佈及經修訂香港財務報告準則（「香港財務報告準則」）

於本年度，本集團已應用下列由香港會計師公會（「香港會計師公會」）頒佈的新訂及經修訂香港財務報告準則：

香港財務報告準則修訂	二零一零年頒佈的香港財務報告準則的改進
香港會計準則第24號（二零零九年經修訂）	關連人士披露
香港會計準則第32號修訂	供股分類
香港（國際財務報告準則詮釋委員會）－詮釋第14號修訂	最低資金付款要求
香港（國際財務報告準則詮釋委員會）－詮釋第19號	以權益工具清償金融負債

本年度採納該等新訂及經修香港財務報告準則對本集團本年度及過往年度財務業績及狀況及／或綜合財務報表所載披露並無重大影響。

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and revised HKFRSs issued but not yet effective

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

Amendments to HKFRS 7	Disclosures - Transfers of Financial Assets ¹
Amendments to HKFRS 7	Disclosures - Offsetting Financial Assets and Financial Liabilities ²
Amendments to HKFRS 9 and HKFRS 7	Mandatory Effective Date of HKFRS 9 and Transition Disclosures ³
HKFRS 9	Financial Instruments ³
HKFRS 10	Consolidated Financial Statements ²
HKFRS 11	Joint Arrangements ²
HKFRS 12	Disclosure of Interests in Other Entities ²
HKFRS 13	Fair Value Measurement ²
Amendments to HKAS 1	Presentation of Items of Other Comprehensive Income ⁵
Amendments to HKAS 12	Deferred Tax - Recovery of Underlying Assets ⁴
HKAS 19 (as revised in 2011)	Employee Benefits ²

2. 應用新頒佈及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但未生效的新訂及經修訂準則

本集團並無提早應用下列已頒佈但未生效的新訂或經修訂準則：

香港財務報告準則第7號修訂	披露－金融資產轉移 ¹
香港財務報告準則第7號修訂	披露－抵銷金融資產及金融債務 ²
香港財務報告準則第9號及香港財務報告準則第7號修訂	香港財務報告準則第9號強制生效日期及過渡披露 ³
香港財務報告準則第9號	金融工具 ³
香港財務報告準則第10號	綜合財務報表 ²
香港財務報告準則第11號	聯合安排 ²
香港財務報告準則第12號	於其他實體之權益披露 ²
香港財務報告準則第13號	公允值計量 ²
香港會計準則第1號修訂	其他全面收入項目的呈列 ⁵
香港會計準則第12號修訂	遞延稅項－相關資產的收回 ⁴
香港會計準則第19號（二零一一年經修訂）	僱員福利 ²

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and revised HKFRSs issued but not yet effective (Continued)

HKAS 27 (as revised in 2011)	Separate Financial Statements ²
HKAS 28 (as revised in 2011)	Investments in Associates and Joint Ventures ²
Amendments to HKAS 32	Offsetting Financial Assets and Financial Liabilities ⁶
HK(IFRIC) - Int 20	Stripping Costs in the Production Phase of a Surface Mine ²

¹ Effective for annual periods beginning on or after 1 July 2011

² Effective for annual periods beginning on or after 1 January 2013

³ Effective for annual periods beginning on or after 1 January 2015

⁴ Effective for annual periods beginning on or after 1 January 2012

⁵ Effective for annual periods beginning on or after 1 July 2012

⁶ Effective for annual periods beginning on or after 1 January 2014

2. 應用新頒佈及經修訂香港財務報告準則(「香港財務報告準則」) (續)

已頒佈但未生效的新訂及經修訂準則 (續)

香港會計準則 第27號(二零一一年 經修訂)	獨立財務報表 ²
香港會計準則 第28號(二零一一年 經修訂)	於聯營公司 及合營公司 之投資 ²
香港會計準則 第32號修訂	抵銷金融資產 及金融債務 ⁶
香港(國際財務 報告準則詮釋 委員會) – 詮釋第20號	地表採礦生產 階段剝採成本 ²

¹ 於二零一一年七月一日或之後開始的年度期間生效。

² 於二零一三年一月一日或之後開始的年度期間生效。

³ 於二零一五年一月一日或之後開始的年度期間生效。

⁴ 於二零一二年一月一日或之後開始的年度期間生效。

⁵ 於二零一二年七月一日或之後開始的年度期間生效。

⁶ 於二零一四年一月一日或之後開始的年度期間生效。

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

Amendments to HKAS 1 Presentation of Items of Other Comprehensive Income

The amendments to HKAS 1 retain the option to present profit or loss and other comprehensive income in either a single statement or in two separate but consecutive statements. However, the amendments to HKAS 1 require additional disclosures to be made in the other comprehensive income section such that items of other comprehensive income are grouped into two categories: (a) items that will not be reclassified subsequently to profit or loss; and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis.

The amendments to HKAS 1 are effective for the Group's annual period beginning on 1 January 2013. The presentation of items of other comprehensive income will be modified accordingly when the amendments are applied in the future accounting periods.

The directors of the Company anticipate that the application of the other new and revised HKFRSs will have no material impact on the consolidated financial statements.

2. 應用新頒佈及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港會計準則第1號修訂「其他全面收益項目呈列」

香港會計準則第1號修訂保留呈列損益及其他全面收益為單一或分別兩個獨立但連續報表的選擇。但香港會計準則第1號修訂要求於其他全面收益部份作出附加披露使到其他全面收益項目歸類成兩個類別：(a)項目以後將不會重新分類至損益；及(b)項目以後當符合特定情況時可能會重新分類至損益。其他全面收益項目之稅項須根據相同基礎分配。

香港會計準則第1號修訂之生效期為於二零一三年一月一日或之後開始的本集團年度期間。當於未來會計期間應用修訂時，其他全面收益項目之呈列將相應地變更。

本公司董事預期應用其他新訂及經修訂準則將不會對本集團業績及財務狀況有重大影響。

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values, as explained in the accounting policies set out below. Historical cost is generally based on the fair value of the consideration given in exchange for goods.

The principal accounting policies are set out below.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective date of acquisition and up to the effective date of disposal, as appropriate.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein.

3. 重大會計政策

綜合財務報表乃按照香港會計師公會頒佈的香港財務報告準則編製。此外，綜合財務報表已包括聯交所證券上市規則及香港公司條例規定的適用披露規定。

綜合財務報表已按歷史成本基準編製，惟若干金融工具按公允值計量則除外（如下文會計政策所述）。歷史成本一般基於交換商品所給予之代價公允值。

主要會計政策載列如下。

綜合賬目基準

綜合財務報表包括本公司及本公司所控制實體（其附屬公司）的財務報表。倘本公司有權控制實體的財務及經營政策以從其業務中獲利，則視為對該實體擁有控制權。

於本年度收購或出售的附屬公司業績，自收購生效日期起及截至出售生效日期止（視情況而定）計入綜合全面收益表。

於必要時會調整附屬公司的財務報表，使其會計政策與本集團其他成員公司所採用者一致。

所有集團內公司間交易、結餘及收支均於綜合賬目時全數對銷。

附屬公司的非控股權益與本集團的權益分開呈列。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2011

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Basis of consolidation (Continued)

Allocation of total comprehensive income to non-controlling interests

Total comprehensive income and expense of a subsidiary is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance (effective from 1 January 2010 onwards).

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

3. 重大會計政策 (續)

綜合賬目基準 (續)

將全面收入總額分配至非控股權益

倘若附屬公司的全面收入及開支總額歸屬於本公司的擁有人及非控股權益會導致非控股權益產生虧絀餘額，全面收入及開支總額仍然必須歸屬於本公司的擁有人及非控股權益(自二零一零年一月一日起生效)。

本集團於現有附屬公司的擁有權變動

本集團於附屬公司擁有權之變動如並無導致本集團對附屬公司失去控制權，則作為股本交易入賬。本集團之權益及非控股權益之賬面值經調整以反映彼等於附屬公司之有關權益變動。非控股權益之帳面值與已付或已收代價之公允值間任何差額直接於權益中確認並歸屬於本公司之擁有人。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Basis of consolidation (Continued)

Changes in the Group's ownership interests in existing subsidiaries (Continued)

When the Group loses control of a subsidiary, it (i) derecognises the assets (including any goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost, (ii) derecognises the carrying amount of any non-controlling interests in the former subsidiary at the date when control is lost (including any components of other comprehensive income attributable to them). When assets of the subsidiary are carried at revalued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Group had directly disposed of the related assets (i.e. reclassified to profit or loss or transferred directly to retained profits as specified by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 "Financial Instruments: Recognition and Measurement" or, when applicable, the cost on initial recognition of an investment in an associate.

3. 重大會計政策 (續)

綜合賬目基準 (續)

本集團於現有附屬公司的擁有權變動 (續)

倘本集團失去對附屬公司之控制權，(i)該附屬公司之資產(包括任何商譽)及負債按失去控制權當日之賬面值終止確認；(ii)於該前附屬公司之非控股權益(包括應佔之其他全面收入之任何部分)按失去控制權當日之賬面值終止確認。倘附屬公司之若干資產按重估額或公允值入賬，而相關累計盈虧已於其他全面收入報表確認及於權益累計，先前於其他全面收益報表確認及於權益累計之金額予以入賬，猶如本集團已直接出售相關資產(即於控制權失去當日根據適用香港財務報告準則重新劃分溢利或虧損或直接轉撥至保留溢利)。於前附屬公司保留之任何投資公允值被當作根據香港會計準則第39號「財務工具：確認及計量」初步確認隨後之會計時之公允值，或初步確認於聯營公司投資之成本(如適用)。

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綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold in the normal course of business, net of discounts and sales related taxes.

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established (provided that it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably).

3. 重大會計政策 (續)

收益確認

收益乃按已收或應收代價的公允值計量，指於正常業務過程中出售貨品時的應收款項，並扣除折扣及銷售相關稅項。

貨品銷售收益於交付商品及轉讓所有權，並且屆時已達成以下全部條件後確認：

- 本集團已將貨品擁有權之重大風險及回報轉移予買方；
- 本集團並無保留一般與擁有權有關之銷售貨品持續管理權或實際控制權；
- 銷售收入金額能夠可靠地計量；
- 與交易相關之經濟利益很可能流入本集團；及
- 有關交易產生或將產生之成本能夠可靠地計量。

倘經濟利益可能流向本集團，且收入能夠可靠地計量，則確認金融資產的利息收入。利息收入乃參考未償還本金及適用實際利率，按時間基準累計。適用實際利率指於金融資產預計年期內將估計未來現金收入折現至該資產初步確認時的賬面淨值的利率。

來自投資之股息收入按已確定股東獲派發股息之權利時入賬（倘可以確認本集團能取得有關之經濟利益及有關之收入及成本可以準確計算）。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Leasing

Leases are classified as finance leases whenever the terms of the lease transferred substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on a straight-line basis over the lease term.

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that leases incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis.

3. 重大會計政策 (續)

租賃

當租賃條款涉及將擁有權的絕大部分風險及回報轉移至承租人時，租賃分類為融資租賃。所有其他租賃則分類為經營租賃。

本集團作為出租人

經營租賃的租金收入乃於有關租賃的租期內按直線法於損益確認。於磋商及安排經營租約引起之初期直接成本乃加於該租賃資產之賬面值上，並按租約年期以直線法確認作開支。

本集團作為承租人

經營租賃付款於租期內按直線法確認為開支。經營租賃所產生的或然租金於其產生期間確認為開支。

倘訂立經營租賃時收取租賃優惠，則該等優惠會被確認為負債。優惠總額乃按直線法確認為租金開支的扣減。

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截至二零一一年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Leasing (Continued)

Leasehold land and building

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “prepaid lease payments” in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment.

3. 重大會計政策 (續)

租賃 (續)

租賃土地及樓宇

倘租賃包括土地及樓宇部分，則本集團會基於有關各部分擁有權之絕大部分風險及回報是否轉讓予本集團的評定，獨立評估各要素作為融資或經營租賃的分類，惟倘上述兩個部分明顯為融資租賃，則整份租賃分類為融資租賃。具體而言，最低租賃付款（包括一次過預付款）按租賃開始時土地及樓宇部分之租賃權益的相對公允值比例於土地與樓宇部分間分配。

倘租賃付款能夠可靠分配，則列為融資租賃的租賃土地權益於綜合財務狀況表呈列為「預付租賃款項」，並按直線基準於租期內攤薄。倘租賃款項無法於土地與樓宇間可靠分配，則整份租賃一般分類為融資租賃，並入賬列作物業、廠房及設備。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Investments in associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of the associates are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, investment in associates are initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associates. When the Group's share of losses of an associate equals or exceeds its interest in that associate, the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of an associate recognised at the date of acquisition is recognised as goodwill, which is included within the carrying amount of the investment.

Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss.

3. 重大會計政策 (續)

投資聯營公司

聯營公司指本集團對其行使重大影響力且既非附屬公司，亦非於合營公司權益的實體。重大影響力指有權參與被投資方的財務及經營決策但並非對該等政策實施控制或共同控制。

聯營公司的業績以及資產及負債乃採用權益會計法計入綜合財務報表。根據權益法，於聯營公司的投資乃初步按成本列入綜合財務狀況表，其後作出調整，以確認本集團應佔聯營公司的損益及其他全面收益。當本集團應佔聯營公司虧損等於或超過本集團應佔該聯營公司權益時，本集團則終止確認應佔額外虧損。僅於本集團具有法定或推定責任或代表該聯營公司付款時，方會確認額外虧損。

收購成本超出本集團應佔聯營公司於收購日期確認的可識別資產、負債及或然負債公允淨值的任何差額，均確認為商譽。該等商譽計入投資賬面值。

本集團應佔可識別資產、負債及或然負債的公允淨值超出收購成本的任何差額，於重估後即時於損益確認。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Investments in associates (Continued)

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 "Impairment of Assets" as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

Upon disposal of an associate that results in the Group losing significant influence over that associate, any retained investment is measured at fair value at that date and the fair value is regarded as its fair value on initial recognition as a financial asset in accordance with HKAS 39. The difference between the previous carrying amount of the associate attributable to the retained interest and its fair value is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when it loses significant influence over that associate.

3. 重大會計政策 (續)

投資聯營公司 (續)

本集團採納香港會計準則第39號的規定，以釐定是否需要就本集團於聯營公司的投資確認任何減值虧損。於需要時，該項投資的全部賬面值（包括商譽）根據香港會計準則第36號「資產減值」作為單一資產進行減值測試，透過比較其可收回金額（即使用價值與公允值減出售成本的較高者）與其賬面值。任何已確認的減值虧損均構成該項投資賬面值的一部分。有關減值虧損的任何撥回乃視該項投資可收回金額其後增加的情況根據香港會計準則第36號確認。

倘出售聯營公司會導致本集團失去對該聯營公司的重大影響力，則任何保留投資會按當日之公允值計量，並以其根據國際會計準則第39號初步確認為金融資產之公允值作其公允值。先前已保留權益應佔聯營公司賬面值與其公允值之間之差額，乃於釐定出售該聯營公司之收益或虧損時計入。此外，本集團將先前於其他全面收益就該聯營公司確認之所有金額入賬，基準與倘該聯營公司直接出售相關資產或負債時所規定相同。因此，倘該聯營公司先前已於其他全面收益確認收益或虧損，則將於出售相關資產或負債時重新分類至損益，當本集團失去對該聯營公司之重大影響力時，本集團將收益或虧損由權益重新分類至損益（作為重新分類調整）。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Investments in associates (Continued)

When a group entity transacts with its associate, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

Property, plant and equipment

Property, plant and equipment including buildings held for use in the production or supply of goods, or for administrative purposes (other than construction in progress) are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment, other than construction in progress, less their estimated residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

3. 重大會計政策 (續)

投資聯營公司 (續)

倘一集團實體與其聯營公司交易，與該聯營公司交易所產生的損益只會在有關聯營公司的權益與本集團無關的情況下，才會在本集團的綜合財務報表確認。

物業、廠房及設備

物業、廠房及設備(包括用於生產或貨物供應管理目的而持有的樓宇(在建工程除外)於綜合財務狀況表按成本減其後累計折舊及累計減值虧損(如有)列賬。

除在建工程外，物業、廠房及設備折舊乃以直線法按估計可使用年期撇銷其項目成本值減其估計剩餘價值計算。估計可使用年期、剩餘價值及折舊方法於各報告期末進行審閱，而任何估計變動的影響按前瞻基準入賬。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Property, plant and equipment (Continued)

Properties in the course of construction for production, supply or administrative purposes (i.e. construction in progress) are carried at cost, less any recognised impairment loss. Costs include professional fees, amortisation of prepaid lease payments provided during the construction period and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use (i.e. when they are in the location and condition necessary for them to be capable of operating in the manner intended by management).

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

3. 重大會計政策 (續)

物業、廠房及設備 (續)

在建物業用作生產、供應或行政用途(即在建工程)，按成本減任何已確認減值虧損列賬。成本包括專業費用，建築期間計提的預付租賃款項攤銷，及按本集團會計政策為屬合資格資產資本化的借款成本。該等物業於完工後且可作擬定用途時分類為物業、廠房及設備的適當類別。該等資產的折舊基準與其他物業資產相同，乃於資產達致擬定用途時(即當資產可按管理層計劃的方式於某地點及狀況下經營)開始計提。

物業、廠房及設備項目乃於出售或預期持續使用該資產不會產生未來經濟利益時終止確認。出售或棄用一項物業、廠房及設備產生的任何收益或虧損釐定為資產銷售所得款項與賬面值的差額，並於損益內確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are stated at cost less subsequent accumulated depreciation and any accumulated impairment losses. Depreciation is charged so as to write off the cost of investment properties over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use or no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the item is derecognised.

Impairment losses on assets

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

3. 重大會計政策 (續)

投資物業

投資物業指持有作賺取租金及／或資本升值用途的物業。

投資物業於初始時按成本(包括任何直接應佔開支)計量。於初步確認後，投資物業按成本減其後累計折舊及任何累計減值虧損列賬。經計及投資物業的估計殘值，折舊採用直線法於估計使用年內扣除，以撇銷其成本。

投資物業於出售或永久不再使用或預期不會從其出售獲得任何日後經濟利益時終止確認。終止確認資產所產生的任何收益或虧損(按該資產出售所得款項淨額與其賬面值之間的差額計算)於該項目終止確認期間計入損益。

資產減值虧損

本集團於各報告期末審閱其無形資產的賬面值，以確定有否任何跡象顯示該等資產產生減值虧損。倘有跡象顯示減值，則估計資產的可收回金額以釐定減值虧損(如有)額。倘若不大可能估計個別資產的可收回金額，則本集團估計資產屬於的現金產生單位的可收回金額。如可識別合理及一致分配基準，則公司資產亦被分配至個別現金產生單位，或於其他情況下，在可識別的合理及一致分配基準下，彼等被分配至現金產生單位的最小組合。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Impairment losses on assets (Continued)

Recoverable amount is the higher of fair value less costs to sell and value in use. 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 for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method.

3. 重大會計政策 (續)

資產減值虧損 (續)

可收回金額為公允值減去銷售成本及使用價值兩者中之較高者。於評估使用價值時，估計未來現金流量乃以稅前貼現率貼現至現值，該貼現率能反映當前市場所評估之貨幣時間值及資產特定風險（就此而言，未來現金流量估計尚未作出調整）。

倘估計資產（或現金產生單位）的可收回金額低於其賬面值，則資產（或現金產生單位）賬面值須減至其可收回金額。減值虧損即時確認於損益內。

倘減值虧損於其後撥回，資產的賬面值則會增至重估後的可收回金額，惟增加後的賬面值不得超過該資產（或現金產生單位）於過往年度未確認減值虧損時應釐定的賬面值。減值虧損撥回即時確認為收入。

存貨

存貨乃按成本與可變現淨值的較低者列賬。成本使用加權平均法計算。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. Hong Kong dollar) using exchange rates prevailing at the end of each reporting period. Income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange reserve (attributed to non-controlling interests as appropriate).

3. 重大會計政策 (續)

外幣

於編製個別集團實體的財務報表時，以非該實體功能貨幣(外幣)進行的交易按交易日期的現行匯率以相關功能貨幣(即該實體經營所在主要經濟環境的貨幣)列賬。於報告期末，以外幣計值的貨幣項目均按當日的匯率重新換算。按歷史成本以外幣計值的非貨幣項目則毋須重新換算。

因結算貨幣項目及換算貨幣項目而產生的匯兌差額均於產生期間在損益確認。

就呈列綜合財務報表而言，本集團業務的資產及負債均按每個報告期末的現行匯率換算為本集團的呈報貨幣(即港元)。收入及開支則按年內平均匯率換算，除非匯率於期內大幅浮動，在此情況下，則使用交易日期的現行匯率進行換算。所產生匯兌差額(如有)在其他全面收益中確認，並於權益中累計(匯兌儲備項下(適用時歸屬於非控股權益))。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Foreign currencies (Continued)

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss. In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates that do not result in the Group losing significant influence), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as 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 eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

3. 重大會計政策 (續)

外幣 (續)

出售海外業務(即出售本集團於海外業務的全部權益,或出售涉及失去一間附屬公司(包括海外業務)控制權、或涉及出售失去對一間聯營公司(包括海外業務)的重大影響力)時,有關本公司擁有人應佔業務的所有於權益中累計的匯兌差額將分類為損益。此外,如屬部分出售一間附屬公司(即不會導致本集團失去附屬公司控制權),則按比例所佔的累計匯兌差額乃重新計入非控股權益且不會在於損益表中確認。如屬所有其他部分出售(即部分出售聯營公司不會導致本集團失去重大影響力),則按比例所佔的累計匯兌差額將重新分類至損益。

借貸成本

因收購、建設或生產合資格資產(須經一段時間方可達致擬定用途或可供出售)而產生的直接應佔借貸成本撥作該等資產的成本,直至該等資產已基本達致擬定用途或可供出售為止。指定用作合資格資產開支的借貸有關暫時投資所賺取的投資收入,將會自可供作資本化的借貸成本中扣除。

所有其他借貸成本於其產生期間於損益確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

3. 重大會計政策 (續)

稅項

所得稅開支指即期應付稅項與遞延稅項的總和。

即期應付稅項乃根據本年度應課稅溢利計算。由於應課稅溢利不包括於其他年度應課稅或可扣減的收支項目，亦不包括毋須課稅或毋須扣減的項目，故應課稅溢利與綜合全面收益表內呈報的溢利不同。本集團的即期稅項負債乃採用於報告期末已實施或實際實施的稅率計算。

遞延稅項按綜合財務報表內資產及負債的賬面值與計算應課稅溢利時採用的相應稅基之間的差額確認。所有應課稅暫時差額一般確認為遞延稅項負債。倘可能有應課稅溢利可用於抵銷可動用可扣減暫時差額，則一般就所有可扣減暫時差額確認遞延稅項資產。倘於交易中的商譽或初步確認(業務合併除外)其他資產與負債而產生的暫時差額並無影響應課稅溢利亦無影響會計溢利，則不會確認該等資產與負債。

於附屬公司及聯營公司的投資所產生的應課稅暫時差額確認為遞延稅項負債，惟倘本集團可控制暫時差額撥回，而有關暫時差額可能不會於可見將來撥回則除外。該等投資有關可扣減暫時差額所產生的遞延稅項資產僅於可能有足夠應課稅溢利可動用暫時差額的利益，且預期可於可遇見未來撥回時確認。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Taxation (Continued)

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

3. 重大會計政策 (續)

稅項 (續)

遞延稅項資產的賬面值於各報告期末審閱，並扣減至不可能再有足夠應課稅溢利以收回全部或部分資產時為止。

遞延稅項資產及負債乃按清償負債或變現資產期內預期適用之稅率(根據報告期末已實施或實質實施之稅率(及稅法))計算。

遞延稅項負債及資產之計量反映按本集團所預期方式於報告期末收回或清償其資產及負債賬面值之稅務後果。

即期及遞延稅項於損益確認，惟倘與其他全面收益或直接於權益確認的項目有關時，在此情況下，則亦分別於其他全面收益或直接於權益確認。倘因業務合併之初步會計方法而產生即期或遞延稅項，有關稅務影響會計入業務合併之會計方法內。

金融工具

當集團實體成為工具合約條文的訂約方時，金融資產及金融負債於綜合財務狀況表確認。

金融資產及金融負債初步按公允值計量。收購或發行金融資產及金融負債直接應佔的交易成本於初步確認時計入或扣除自該項金融資產或金融負債(視情況而定)的公允值。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial assets

The Group's financial assets are classified as loans and receivables and derivative financial instruments.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period to the net carrying amount on initial recognition. Interest income is recognised on an effective interest basis for debt instruments.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including fixed deposits, trade and other receivables, bills receivable, deposit paid to a related party, amount due from an associate, pledged bank deposits, restricted deposits and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment of financial assets below).

3. 重大會計政策 (續)

金融資產

本集團的金融資產分類為貸款及應收款項以及衍生金融工具。

實際利息法

實際利息法為計算金融資產攤銷成本及於有關期間分配利息收入的方法。實際利率為於金融資產預計年期或較短期間(如適用)內將估計未來現金收入(包括實際利率組成部分所支付或收取的全部費用、交易成本及其他溢價或折讓)準確折現至初步確認時的賬面淨值的利率。債務工具的利息收入按實際利息基準確認。

貸款及應收款項

貸款及應收款項為附帶固定或可變付款且在活躍市場並無報價的非衍生金融資產。初步確認後，貸款及應收款項(包括定期存款、貿易及其他應收款項、應收票據、付予一位關連人士的按金、應收一間聯營公司款項、已質押銀行存款、受限制銀行存款及銀行結餘及現金)乃採用實際利息法以攤銷成本減任何已識別減值虧損列賬(見下文金融資產減值的會計政策)。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets

Financial assets are assessed for indicators of impairment at the end of the reporting period. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest and principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets.

If, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses were recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

3. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值

於各報告期末評估金融資產有否減值跡象。倘有客觀跡象顯示在金融資產初步確認後發生一件或多件事項影響金融資產的估計未來現金流量，則金融資產出現減值。

減值的客觀跡象可包括：

- 發行人或交易對手出現重大財政困難；或
- 違反合約，如拖欠或無力支付利息及本金；或
- 借款人可能面臨破產或財務重組。

就以攤銷成本列賬的金融資產而言，確認的減值虧損金額為資產賬面值與以金融資產原實際利率折現估計未來現金流量所得現值之間的差額。

就所有金融資產而言，金融資產的賬面值按減值虧損直接扣減。

倘其後期間減值虧損數額減少，而減少乃客觀源於確認減值虧損後發生的事件，則會在損益撥回過往已確認的減值虧損，惟撥回減值當日資產的賬面值不得超出倘並無確認減值的攤銷成本。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments

Financial liabilities and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

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

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period to the net carrying amount on initial recognition. Interest expense is recognised on an effective interest basis.

Financial liabilities

The Group's financial liabilities other than derivative financial instruments (including trade and other payables, bills payable, amounts due to non-controlling shareholders of subsidiaries, amount due to an associate, discounted bills, bank borrowings and other long-term payable) are subsequently measured at amortised cost, using the effective interest method.

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

3. 重大會計政策 (續)

金融工具 (續)

金融負債及權益工具

集團實體發行的金融負債及權益工具乃根據合約安排內容及金融負債與權益工具的釋義分類為金融負債或權益。

權益工具指證明本集團資產於扣除其所有負債後有剩餘權益的任何合約。

實際利息法

實際利息法為計算金融負債攤銷成本及於有關期間分配利息開支的方法，實際利率為在金融負債透過預計年期或較短期間（如適用）內準確折現估計未來現金付款（包括構成實際利率不可或缺部分的一切已付或已收費用、交易成本及其他溢價或折讓）至初步確認時的賬面淨值的利率。利息開支按實際利息法確認。

金融負債

本集團除衍生金融工具以外的金融負債（包括貿易及其他應付款項、應付票據、應付附屬公司非控股股東款項、應付一間聯營公司款項、貼現票據、銀行借款及其他長期應付款項），其後乃使用實際利息法按攤銷成本計量。

權益工具

本公司發行的權益工具以已收所得款項扣除直接發行成本列賬。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Transaction costs of equity transactions

The transaction costs of an equity transaction are accounted for as a deduction from equity (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction that otherwise would have been avoided. The costs of an equity transaction that is abandoned are recognised as an expense.

Transaction costs related jointly to concurrent offering of some shares and listing of shares are allocated using a basis of allocation that is rational and consistent with other similar transactions.

Derivative financial instruments

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately.

3. 重大會計政策 (續)

金融工具 (續)

金融負債及權益工具 (續)

權益交易的交易成本

倘權益交易的交易成本乃權益交易直接應佔的遞增成本，則於權益中作為扣除項目入賬（扣除任何相關所得稅優惠），否則，應避免以上述方式入賬。已終止的權益交易的成本則會確認為開支。

與同時及同步進行若干股份發售及股份上市有關的交易成本，按與其他類似交易合理一致的分配基準分配。

衍生金融工具

衍生工具在訂立衍生工具合約當日初步按公允值確認，其後則在各報告期末重新計算其公允值。由此產生的損益即時在損益確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group continues to recognise the asset to the extent of its continuing involvement and recognises an associated liability. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3. 重大會計政策 (續)

金融工具 (續)

終止確認

只有當收取資產現金流的合約權利屆滿時，或將其金融資產或該等資產所有權的絕大部份風險及回報轉移予另一實體時，本集團方會終止確認金融資產。倘本集團並未轉移亦未保留所有權的絕大部份風險及回報，並繼續控制已轉移資產，則本集團會確認其繼續參與資產的部分並確認相關負債。倘本集團仍保留已轉移金融資產的所有權的絕大部份風險及回報，本集團將繼續確認該金融資產以及確認已收所得款項為有抵押借款。

於完全終止確認金融資產時，該項資產的賬面值與已收及應收代價及於其他全面收益直接確認的累計盈虧總和之間的差額於損益確認。

只有在有關合約的責任獲解除、註銷或屆滿時，方會終止確認金融負債。終止確認之金融負債之賬面值與已付或應付代價間之差額於損益中確認。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Share-based payment transactions

Equity-settled share-based payment transactions in respect of share options granted to directors and employees

The fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share options reserve).

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates during the vesting period, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share options reserve.

When share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to retained profits.

Retirement benefit costs

Payments to state-managed retirement benefit schemes/the Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

3. 重大會計政策 (續)

以股份支付交易

有關董事及僱員獲授購股權的以權益結算以股份付款交易

參考購股權於授出日的公允值所釐定的已收取服務的公允值，於歸屬期間以直線法支銷，並會於權益中作出相應增加（購股權儲備）。

於報告期末，本集團修訂其對預期最終會歸屬的購股權數目的估計。於歸屬期間，修訂原先估計的影響（如有）將於損益確認，以使累計開支反映經修訂估計，並會於購股權儲備中作出相應調整。

當購股權獲行使時，原於購股權儲備中確認的金額將撥入股份溢價。當購股權於歸屬日期後遭沒收或於到期日仍未獲行使，則原於購股權儲備中確認的金額則會撥入保留溢利。

退休福利成本

向國家管理的退休福利計劃／強制性公積金計劃作出的供款於僱員提供服務並有權享有該等供款時確認為開支。

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Critical judgements in applying the entity's accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the directors have made in the process of applying the entity's accounting policies and that have the most significant effect on the amounts recognised in these consolidated financial statements.

Income taxes

The Group is currently enjoying a low effective tax rate mainly as a result of the tax exemption on the profits generated from its Macau subsidiary which is an entity established under the Macau Commercial Offshore Company regulation. Under the current Macau tax legislation, such entity would be exempted from Macau Complementary Tax. Qualification of an entity under the Macau Commercial Offshore Company regulation would be subject to compliance with certain requirements. The directors of the Company are of the view that the Macau subsidiary would continue to comply with the requirements and be qualified as a Macau Commercial Offshore Company.

4. 關鍵會計判斷及估計不明朗因素的主要來源

於應用附註3所述的本集團會計政策時，管理層須就從其他來源不顯而易見的資產及負債賬面值作出判斷、估計及假設。估計及相關假設乃以過往經驗及認為屬有關的其他因素為基礎。實際結果可能有別於該等估計。

估計及相關假設會持續檢討。倘若會計估計修訂只影響該期間，則有關修訂會在修訂估計期間確認。倘若有關修訂既影響當期，亦影響未來期間，則有關修訂會在修訂期間及未來期間確認。

應用會計政策的關鍵判斷

以下為董事於應用會計政策過程中所作出而對於綜合財務報表確認之金額具有重大影響之重要判斷(涉及估計部份除外(見下文))。

所得稅

本集團現正享有低實際稅率，主要由於澳門附屬公司(根據澳門離岸商業服務公司法規成立的實體)產生的溢利獲稅務豁免。根據目前的澳門稅法，該實體獲豁免澳門所得補充稅。澳門離岸商業服務公司法的合資格實體須遵守若干規定。本公司董事認為澳門附屬公司將會繼續遵守澳門離岸商業服務公司的規定及合資格為澳門離岸商業服務公司。

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4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Critical judgements in applying the entity's accounting policies (Continued)

Income taxes (Continued)

As some selling activities of the Macau subsidiary have been carried out in jurisdictions outside Macau, the extent of the selling activities would be a factor to be considered as to whether the Macau subsidiary is carrying on metal trading business in the relevant jurisdiction through a permanent establishment in that jurisdiction, in which case additional tax provision may be required.

The directors of the Company are of the view that the extent of selling activities outside Macau would not establish a permanent establishment in any other jurisdictions outside Macau.

Key sources of estimation uncertainty

The following are 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:

Estimated impairment of trade receivables

When there is objective evidence of impairment loss, the Group takes into consideration the estimation of future cash flows. The amount of the impairment loss 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 been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 December 2011, the carrying amount of trade receivables of the Group was HK\$6,909,521,000 (2010: HK\$6,303,704,000).

4. 關鍵會計判斷及估計不明朗因素的主要來源 (續)

應用會計政策的關鍵判斷 (續)

所得稅 (續)

由於澳門附屬公司於澳門以外的司法權區進行銷售業務，故銷售活動的範圍，將為考慮澳門附屬公司是否透過於該司法權區永久成立而在有關司法權區進行金屬貿易業務的因素，當中或須進行額外稅務撥備。

本公司董事認為澳門以外銷售業務將不會在澳門以外的任何司法權區構成永久成立。

估計不明朗因素的主要來源

以下為有關未來的主要假設以及於報告期末估計不明朗因素的主要來源。有關來源涉及導致下一財政年度資產及負債的賬面值大幅調整的重大風險。

應收貿易款項的減值估計

本集團於有客觀跡象顯示減值虧損時考慮估計未來現金流量。減值虧損金額以資產賬面值與按該項金融資產原實際利率（即於初步確認時計算的實際利率）折現的估計未來現金流量現值（不包括並無產生的未來信貸虧損）兩者之間的差額計量。倘實際未來現金流量少於預期，則可能出現重大減值虧損。於二零一一年十二月三十一日，本集團應收貿易款項的賬面值為6,909,521,000港元（二零一零年：6,303,704,000港元）。

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Allowance for inventories

Inventories of the Group represent ferrous metals, non-ferrous metals and other materials and are stated at the lower of cost and their net realisable values. The Group regularly reviews its inventory level to prevent excessive inventories from being accumulated. When the Group identifies items of inventories which have a market price that is lower than its carrying amount, the Group estimates the amount of write-down of inventories as allowance for inventories. Though the Group is currently using future contracts to minimise the risk arising from changes in market price of non-ferrous metals, the effectiveness of the hedges cannot be guaranteed at all times and the hedges cannot be extended to most of the ferrous metals and other materials. If the market price of metals fluctuates and becomes lower than the corresponding carrying amount subsequently, an additional allowance may be required. As at 31 December, the carrying amount of inventories of the Group, net of allowance of HK\$231,000,000 (2010: Nil), was HK\$2,640,496,000 (2010: HK\$1,747,136,000).

4. 關鍵會計判斷及估計不明朗因素的主要來源 (續)

估計不明朗因素的主要來源 (續)

存貨撥備

本集團存貨即黑色金屬、有色金屬及其他物料，按成本及可變現淨值之較低者列值。本集團定期審閱其存貨水平，防止累積過多存貨。當本集團確認存貨項目的市價低於其賬面值，則本集團會估計存貨撥備的撇銷金額。雖然本集團現正使用期貨合約以盡量降低有色金屬市價變動產生的風險，惟不能一直確保對沖的效果，且大部份黑色金屬及其他物料不能進行對沖。如金屬市價浮動，且於其後較相應賬面值為低，則或須進行額外撥備。於十二月三十一日，本集團存貨賬面值按成本（扣除撥備231,000,000港元（二零一零年：無））列值為2,640,496,000港元（二零一零年：1,747,136,000港元）。

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5. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes the payables and borrowings disclosed in notes 26, 28, 29 and 31, net of cash and cash equivalents disclosed in note 19, and equity attributable to owners of the Company, comprising issued share capital, reserves and retained profits.

The directors of the Company review the capital structure regularly. As part of this review, the directors consider the cost of capital and the risks associate with each class of the capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends, new shares issues as well as the issue of new debt or the redemption of existing debt.

6. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

Financial assets	金融資產
Loans and receivables (including cash and cash equivalents)	貸款及應收款項 (包括現金及現金等價物)
Derivative financial instruments	衍生金融工具
Financial liabilities	金融負債
Amortised cost	攤銷成本
Derivative financial instruments	衍生金融工具

5. 資本風險管理

本集團管理其資本，以確保本集團實體可持續經營並同時透過優化債務及權益結餘為股東帶來最大回報。本集團的整體策略與以往年度一致。

本集團的資本架構包括債務淨額(包括附註26、28、29及31披露的應付款項及借款，並扣除附註19披露的現金及現金等價物)，及本公司擁有人應佔權益(包括已發行股本、儲備及保留溢利)。

本公司董事定期審閱資本架構。審閱時，董事考慮資本成本以及與各類資本有關的風險。基於董事的推薦意見，本集團將透過支付股息、發行新股以及發行新債務或贖回現有債務平衡其整體資本架構。

6. 金融工具

(a) 金融工具分類

	2011	2010
	二零一一年	二零一零年
	HK\$'000	HK\$'000
	千港元	千港元
Loans and receivables (including cash and cash equivalents)	12,506,853	10,015,381
Derivative financial instruments	94,480	66,745
Amortised cost	10,697,431	8,655,458
Derivative financial instruments	86,663	134,837

6. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies

The Group's major financial instruments include fixed deposits, trade and other receivables, bills receivable, deposit paid to a related party, amount due from/to an associate, derivative financial instruments, pledged bank deposits, restricted deposits, bank balances and cash, trade and other payables, bills payable, amounts due to non-controlling shareholders of subsidiaries, discounted bills, bank borrowings and other long-term payable. Details of these financial instruments are disclosed in respective notes. The risks associated with certain of these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Credit risk

As at 31 December 2011, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt and bill at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

6. 金融工具 (續)

(b) 金融風險管理目標及政策

本集團的主要金融工具包括定期存款、貿易及其他應收款項、應收票據、付予一名關連人士的按金、應收／應付一間聯營公司款項、衍生金融工具、已質押銀行存款、受限制存款、銀行結餘及現金、貿易及其他應付款項、應付票據、應付附屬公司非控股股東款項、銀行借款以及其他長期應付款項。此等金融工具詳情於相關附註中披露。下文載列有關該等若干金融工具的風險及如何降低此等風險的政策。管理層管理及監控該等風險，以確保及時有效地採取適當措施。

信貸風險

於二零一一年十二月三十一日，本集團所面臨的最大信貸風險（因交易對手未能履行責任而令本集團蒙受財務虧損），乃來自綜合財務狀況表所列各項已確認金融資產的賬面值。

為盡量降低信貸風險，本集團的管理層已委派小組負責釐定信貸限額、信貸審批及其他監控程序，以確保能採取跟進措施收回逾期債務。此外，本集團於報告期末檢討各項個別貿易債務及票據的可收回金額，以確保就不可收回款項計提足額減值虧損。就此，董事認為本集團的信貸風險已大幅降低。

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6. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies

(Continued)

Credit risk (Continued)

The Group has concentration of credit risk as 25.8% (2010: 35.6%) of the total trade and bills receivables as at 31 December 2011 was due from the Group's largest debtor and 76.1% (2010: 97.3%) of the total trade and bills receivables as at 31 December 2011 was due from the five largest debtors. The directors of the Company believe that the risk will be gradually reduced as the Group's customer base has been diversified and revenue has become less concentrated during the year.

The Group's concentration of credit risk by geographical locations is mainly in the People's Republic of China ("PRC"), which accounted for over 90% (2010: 90%) of the total trade and bills receivables at the end of the reporting period.

Other than as disclosed above, the Group has no other significant concentration of credit risk with exposure spread over a number of counterparties.

The credit risk on liquid funds is limited because the counterparties are banks or brokers with good reputation.

6. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

信貸風險 (續)

由於本集團於二零一一年十二月三十一日的應收貿易款項及應收票據總額的 25.8% (二零一零年：35.6%) 為應收其最大債務人的款項，而 76.1% (二零一零年：97.3%) 為應收其五大債務人的款項，故其信貸風險集中。由於本集團本年度的客戶基礎呈多元化趨勢，且收益集中度減低，故本公司董事認為風險在逐漸降低。

本集團的信貸風險按地區主要集中在中華人民共和國(「中國」)，佔報告期末應收貿易款項及應收票據總額逾90% (二零一零年：90%)。

除上述披露者外，本集團並無分佈於多位交易對手的其他重大集中信貸風險。

由於交易對手為信譽良好的銀行或經紀，故流動資金信貸風險有限。

6. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies

(Continued)

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. Management monitors the utilisation of bank borrowings and other sources of funding (for instance, shares placement) and considers the risk is minimal at this stage.

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

The tables include both interest and principal cash flows. To the extent that interest flows are variable rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

In addition, the following tables detail the Group's liquidity analysis for its derivative financial instruments. The tables have been drawn up based on the undiscounted contractual net cash outflows on derivative instruments that settle on a net basis. When the amount payable is not fixed, the amount disclosed has been determined by reference to the projected interest rates as illustrated by the yield curves existing at the end of the reporting period. The liquidity analysis for the Group's derivative financial instruments are prepared based on the contractual maturities as the management considers that the contractual maturities are essential for an understanding of the timing of the cash flows of derivatives.

6. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

流動資金風險

於管理流動資金風險時，本集團監控並維持管理層視為足夠為本集團營運提供資金的一定水平的現金及現金等價物，並減輕因現金流量增減帶來的影響。管理層監控銀行借款及其他資金來源（例如配股）的使用，並認為現階段風險甚微。

下表載列本集團列示的非衍生金融負債的餘下合約到期日的詳情。此表乃根據本集團可能須提前償還金融負債之最早日期，金融負債的未貼現現金流量而編製。其他非衍生金融負債的到期日按協定還款期釐定。

此表包括現金流量的利息及本金。倘現金流量以浮動利率計息，則未貼現金額於報告期末按利率計算。

此外，下表詳列本集團衍生金融工具的流動資金分析。該表格乃根據按淨值結算的衍生工具的未貼現合約現金流出淨額編製。當應付款項不是固定時，款項披露乃參照報告期末收益率曲線所釐定預測利率判斷。由於管理層認為合約到期日對知悉衍生工具現金流量的時間至關重要，故本集團衍生金融工具的流動資金分析乃根據合約到期日作出。

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6. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies

(Continued)

Liquidity risk (Continued)

Liquidity tables

2011	二零一一年
Non-derivative financial liabilities	非衍生金融負債
Trade and other payables	貿易及其他應付款項
Bills payable	應付票據
Amounts due to non-controlling shareholders of subsidiaries	應付附屬公司非控股股東款項
Amount due to an associate	應付一間聯營公司款項
Discounted bills	貼現票據
Bank borrowings	銀行借款
– fixed-rate	– 定息
– variable-rate	– 浮息

Weighted average effective interest rate	Less than 3 months or on demand	3 - 6 months	6 months to 1 year	Over 1 year	Total undiscounted cash flows	Carrying amount at 31.12.2011
加權平均實際利率	少於3個月或應要求	3至6個月	6個月至1年	超過1年	未貼現現金流量總額	二零一一年十二月三十一日的賬面值
%	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
—	2,574,443	—	—	—	2,574,443	2,574,443
—	1,427,209	885,220	105,801	—	2,418,230	2,418,230
—	23,911	—	—	—	23,911	23,911
—	28,080	—	—	—	28,080	28,080
—	665,997	247,377	73,219	—	986,593	986,593
4.85	1,618,812	425,318	373,827	—	2,417,957	2,379,564
5.27	672,046	652,565	660,865	384,879	2,370,355	2,286,610
	7,010,498	2,210,480	1,213,712	384,879	10,819,569	10,697,431

6. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

流動資金風險 (續)

流動資金表

6. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies

(Continued)

Liquidity risk (Continued)

Liquidity tables (Continued)

2011	二零一一年
Derivatives - net settlement	按淨值結算的 衍生工具
Future contracts on non-ferrous metals	有色金屬期貨合約
Foreign currency forward contracts	外幣遠期合約
Interest rate swaps	利率掉期

Weighted average effective interest rate	Less than 3 months or on demand	3 - 6 months	6 months to 1 year	Over 1 year	Total undiscounted cash flows	Carrying amount at 31.12.2011
加權平均實際利率	少於3個月或應要求	3至6個月	6個月至1年	超過1年	未貼現現金流量總額	二零一一年十二月三十一日的賬面值
%	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
—	84,645	—	—	—	84,645	84,645
—	856	120	586	—	1,562	1,562
—	—	436	20	—	456	456
	85,501	556	606	—	86,663	86,663

6. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

流動資金風險 (續)

流動資金表 (續)

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6. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies

(Continued)

Liquidity risk (Continued)

Liquidity tables (Continued)

		Weighted average effective interest rate	Less than 3 months or on demand	3 - 6 months	6 months to 1 year	Over 1 year	Total undiscounted cash flows	Carrying amount at 31.12.2010 於 二零一零年 十二月三十一日 的賬面值
		%	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
2010	二零一零年							
Non-derivative financial liabilities	非衍生金融負債							
Trade and other payables	貿易及其他應付款項	—	3,908,807	—	—	—	3,908,807	3,908,807
Bills payable	應付票據	—	460,500	649,465	—	—	1,109,965	1,109,965
Amount due to a non- controlling shareholder of a subsidiary	應付一間附屬公司 非控股 股東款項	—	1,960	—	—	—	1,960	1,960
Discounted bills	貼現票據	—	265,294	55,294	—	—	320,588	320,588
Bank borrowings	銀行借款							
– fixed-rate	— 定息	3.70	680,243	900,369	507,460	—	2,088,072	2,056,445
– variable-rate	— 浮息	4.28	483,464	199,159	253,651	385,758	1,322,032	1,257,458
Other long-term payable	其他長期應付款項	—	—	—	—	235	235	235
			5,800,268	1,804,287	761,111	385,993	8,751,659	8,655,458

6. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

流動資金風險 (續)

流動資金表 (續)

6. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies

(Continued)

Liquidity risk (Continued)

Liquidity tables (Continued)

		Weighted average effective interest rate	Less than 3 months or on demand	3 - 6 months	6 months to 1 year	Over 1 year	Total undiscounted cash flows	Carrying amount at 31.12.2010 於 二零一零年 十二月三十一日 的賬面值
		%	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
2010	二零一零年							
Derivatives - net settlement	按淨值結算的 衍生工具							
Future contracts on non-ferrous metals	有色金屬期貨合約	—	100,464	14,354	5,689	—	120,507	120,507
Foreign currency forward contracts	外匯遠期合約	—	5,682	7,736	912	—	14,330	14,330
			106,146	22,090	6,601	—	134,837	134,837

The amounts included above for variable interest rate instruments for non-derivative financial liabilities are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

倘浮動利率變動而與報告期末所釐定的利率估計值不同，上文所列非衍生金融負債之浮動利率工具數據或會變動。

6. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

流動資金風險 (續)

流動資金表 (續)

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6. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies

(Continued)

Market risk

(i) Currency risk

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

		Liabilities		Assets	
		負債		資產	
		2011	2010	2011	2010
		二零一一年	二零一零年	二零一一年	二零一零年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
United States dollar	美元				
("USD")	(「美元」)	2,135,628	1,133,718	214,694	146,622
Renminbi	人民幣				
("RMB")	(「人民幣」)	203,766	—	193,421	6,311
Hong Kong dollar	港元				
("HKD")	(「港元」)	—	17,200	3,440	37,208

The Group currently does not have a foreign currency hedging policy. However, management closely monitors foreign exchange exposure and will use foreign currency forward contracts to hedge any significant foreign currency exposure.

市場風險

(i) 貨幣風險

於報告期末，本集團以外幣計值的貨幣資產及貨幣負債的賬面值如下：

本集團目前並無外幣對沖政策。然而，管理層會密切監控外匯風險，並將採用外幣遠期合約對沖任何重大外匯風險。

6. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies

(Continued)

Market risk (Continued)

(i) Currency risk (Continued)

Sensitivity analysis

The Group is mainly exposed to the foreign currencies of USD, RMB and HKD when such currencies are different from the functional currencies of the relevant group entities.

The following table details the Group's sensitivity to a 5% appreciation and depreciation in the above foreign currencies against the functional currency of the corresponding group entity, except for HKD against USD since HKD is pegged to USD. 5% is the sensitivity rate used which represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes outstanding foreign currency denominated monetary items and derivative financial instruments and adjusts their translation at the year end for a 5% change in foreign currency rates and foreign currency forward rates respectively. The sensitivity analysis includes mainly trade receivables, bills receivable, derivative financial instruments, bank deposits, trade payables, bills payable, discounted bills and bank borrowings. A positive/negative number below indicates a decrease/an increase in post-tax profit where USD, RMB and HKD strengthen 5% against the functional currency of the corresponding group entity. For a 5% weakening of the above foreign currency against the functional currency of the corresponding group entity, there would be an equal and opposite impact.

6. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

市場風險 (續)

(i) 貨幣風險 (續)

敏感度分析

本集團主要面對美元、人民幣及港元(當該等貨幣與相關集團實體的功能貨幣不同時)外幣風險。

下表載列上述外幣兌相關集團實體功能貨幣升值及貶值5%的敏感度的詳情，惟港元兌美元除外，因港元與美元掛鈎。5%為管理層對匯率合理可能變動的評估。敏感度分析僅包括尚未清償的以外幣計值的貨幣項目及衍生金融工具，並於年終分別以外幣匯率及外幣遠期匯率5%的增減調整換算。敏感度分析主要包括應收貿易款項、應收票據、衍生金融工具、銀行存款、應付貿易款項、應付票據、貼現票據及銀行借款。倘美元、人民幣及港元兌相關集團實體的功能貨幣升值5%，則以下正數／負數表示除稅後溢利減少／增加。倘上述外幣兌相關集團實體功能貨幣貶值5%，則會產生同等及相反影響。

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6. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies

(Continued)

Market risk (Continued)

(i) Currency risk (Continued)

Monetary assets and liabilities

Decrease (increase) in post-tax profit:	除稅後溢利減少(增加)：
USD against RMB	美元兌人民幣
RMB against USD	人民幣兌美元
RMB against HKD	人民幣兌港元
HKD against RMB	港元兌人民幣

	2011	2010
	二零一一年	二零一零年
	HK\$'000	HK\$'000
	千港元	千港元

	59,021	31,453
	1,859	(316)
	(1,121)	—
	—	645
	59,759	31,782

Derivative financial instruments

Foreign currency forward contracts to sell RMB and buy USD	外匯遠期合約 售出人民幣及買入美元
– RMB Strengthen by 5%	– 人民幣升值5%
Foreign currency forward contracts to buy RMB and sell USD	外匯遠期合約 買入人民幣及售出美元
– RMB Strengthen by 5%	– 人民幣升值5%

	2011	2010
	二零一一年	二零一零年
	HK\$'000	HK\$'000
	千港元	千港元

	6,409	40,551
	(40,116)	(23,288)

6. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

市場風險 (續)

(i) 貨幣風險 (續)

貨幣資產及負債

Decrease (increase) in post-tax profit:	除稅後溢利減少(增加)：
USD against RMB	美元兌人民幣
RMB against USD	人民幣兌美元
RMB against HKD	人民幣兌港元
HKD against RMB	港元兌人民幣

	2011	2010
	二零一一年	二零一零年
	HK\$'000	HK\$'000
	千港元	千港元

	59,021	31,453
	1,859	(316)
	(1,121)	—
	—	645
	59,759	31,782

衍生金融工具

Foreign currency forward contracts to sell RMB and buy USD	外匯遠期合約 售出人民幣及買入美元
– RMB Strengthen by 5%	– 人民幣升值5%
Foreign currency forward contracts to buy RMB and sell USD	外匯遠期合約 買入人民幣及售出美元
– RMB Strengthen by 5%	– 人民幣升值5%

	2011	2010
	二零一一年	二零一零年
	HK\$'000	HK\$'000
	千港元	千港元

	6,409	40,551
	(40,116)	(23,288)

6. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies

(Continued)

Market risk (Continued)

(ii) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate bank borrowings (see note 29 for details) and bank deposits. The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank borrowings (see note 29 for details of these borrowings), bank deposits and amounts payable to brokers. It is the Group's policy to keep its borrowings at floating rate of interests so as to minimise the fair value interest rate risk.

The Group's exposures to interest rates on financial liabilities are detailed in the liquidity risk management section of this note. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of the People's Bank of China ("PBOC") Base Lending Rate and London Interbank Offered Rate ("LIBOR") arising from the Group's RMB and USD variable-rate borrowings, respectively.

6. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

市場風險 (續)

(ii) 利率風險

本集團面對與定息銀行借款(詳情見附註29)及銀行存款有關的公允值利率風險,亦面對與浮息銀行借款(該等借款詳情見附註29)、銀行存款及應付經紀款項有關的現金流量利率風險。本集團按浮動利率借款以盡量降低公允值利率風險。

本集團面對金融負債利率風險的詳情載於本附註流動資金風險管理一節。本集團的現金流量利率風險主要源自本集團人民幣及美元的浮息借款,兩者分別來自中國人民銀行(「人行」)貸款基準利率及倫敦銀行同業拆息(「倫敦銀行同業拆息」)的波動。

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6. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies

(Continued)

Market risk (Continued)

(ii) Interest rate risk (Continued)

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for variable-rate bank borrowings only at the end of the reporting period as the directors consider the exposure on bank deposits and amounts payable to brokers is not significant as they are short-term in nature. The analysis is prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used which represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2011 would decrease/increase by HK\$9,463,000 (2010: HK\$5,042,000).

No sensitivity analysis has been prepared for variable-rate bank deposits as the directors of the Company consider the exposure is limited.

6. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

市場風險 (續)

(ii) 利率風險 (續)

敏感度分析

下文的敏感度分析乃僅根據報告期末浮息銀行借款的利率風險而釐定，因為董事認為銀行存款及應付經紀款項的風險承擔並不重大，且性質為短期。分析乃假設於報告期末未結清的負債金額於整個年度內並無償還而編製。所用的50基點的增幅或減幅為管理層對利率合理可能變動的評估。

倘利率上升／下降50基點而所有其他可變因素維持不變，則本集團截至二零一一年十二月三十一日止年度的除稅後溢利將減少／增加9,463,000港元（二零一零年：5,042,000港元）。

由於本公司董事認為浮息銀行存款風險有限，故並無就浮息銀行存款進行敏感度分析。

6. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies

(Continued)

Market risk (Continued)

(iii) Other price risk

The Group is exposed to other price risk through its future contracts on non-ferrous metals at the end of the reporting period. Management manages this exposure by a team of specialists, who closely monitors the future markets and the position of the Group and will take necessary action to minimise the risk to the Group. The Group's other price risk is mainly concentrated on future prices quoted in the relevant exchanges.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to other price risk of future contracts on non-ferrous metals at the end of the reporting period. A 5% increase or decrease is used which represents management's assessment of the reasonably possible change.

If the quoted prices of the future contracts had been 5% higher/lower as a result of the changes in the relevant market commodity prices, post-tax profit for the year ended 31 December 2011 would decrease/increase by HK\$29,083,000 (2010: HK\$67,100,000). The sensitivities are based on the assumption that the quoted price of the future contract in the denominated currency increases/decreases by 5% with all other variables held constant.

6. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

市場風險 (續)

(iii) 其他價格風險

本集團於報告期末面對有關有色金屬期貨合約的其他價格風險。管理層透過專家團隊控制此風險，該團隊密切監察期貨市場及本集團的倉位，並將採取必要行動盡量降低本集團面對的風險。本集團的其他價格風險主要集中於相關交易所所報的期貨價格。

敏感度分析

以下敏感度分析乃根據報告期末有色金屬合約的其他價格風險釐定。5%的增幅或減幅乃用作為管理層對合理可能變動的評估。

倘期貨合約的報價因相關市場商品價格波動而上升／下降5%，則截至二零一一年十二月三十一日止年度除稅後溢利將減少／增加29,083,000港元（二零一零年：67,100,000港元）。敏感度乃以期貨合約按計值貨幣計量的報價上升／下跌5%而所有其他可變因素維持不變的假設為基礎。

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6. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies

(Continued)

Market risk (Continued)

(iii) Other price risk (Continued)

Sensitivity analysis (Continued)

In management's opinion, the sensitivity analysis is unrepresentative of the inherent price risk as the year end exposure does not reflect the exposure during the year. Furthermore, the relationship between currencies and commodity prices is interdependent, changes in exchange rates can influence commodity prices and vice versa. For the purpose of the above sensitivity analysis, exchange fluctuation is ignored.

6. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

市場風險 (續)

(iii) 其他價格風險 (續)

敏感度分析 (續)

管理層認為，由於年底風險並不反映年內風險，因此敏感度分析並不代表內在價格風險。此外，貨幣與商品價格的關係互相依賴，匯率變動可影響商品價格，反之亦然。於進行上述敏感度分析時並無考慮匯率的波動。

6. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value

The fair value of financial assets and financial liabilities are determined as follows:

- the fair value of financial assets and financial liabilities (including future contracts on non-ferrous metals) with standard terms and conditions and traded in active liquid markets are determined with reference to quoted market bid prices and ask prices respectively;
- the fair value of other financial assets and financial liabilities (excluding derivative financial instruments) is determined in accordance with generally accepted pricing models based on discounted cash flow analysis; and
- the fair value of derivative financial instruments (other than future contracts on non-ferrous metals) is calculated based on discounted cash flow analysis using the applicable yield for the duration of the instruments for non-optional derivatives, and option pricing models for optional derivatives.

The directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

6. 金融工具 (續)

(c) 公允值

金融資產及金融負債的公允值乃按以下方式釐定：

- 具備標準條款及條件，並於交投活躍及高流通性市場買賣的金融資產及金融負債(包括有色金屬期貨合約)的公允值分別參考所報市場買盤價及賣盤價釐定；
- 其他金融資產及金融負債(不包括衍生金融工具)的公允值乃根據基於貼現現金流量分析的公認定價模式釐定；及
- 衍生金融工具(有色金屬期貨合約除外)的公允值，非期權衍生工具按貼現現金流量分析採用工具存續期間的適用收益計算，而期權衍生工具則採用期權定價模式計算。

董事認為，綜合財務報表內按攤銷成本列賬的金融資產及金融負債的賬面值與其公允值相若。

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截至二零一一年十二月三十一日止年度

6. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value (Continued)

Fair value measurements recognised in the consolidated statement of financial position

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 2 based on the degree to which the fair value is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

		2011			2010		
		Level 1	Level 2	Total	Level 1	Level 2	Total
Derivative financial instruments	衍生金融工具	第一級	第二級	總計	第一級	第二級	總計
		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
– assets	– 資產	93,539	941	94,480	58,616	8,129	66,745
– liabilities	– 負債	(84,645)	(2,018)	(86,663)	(120,507)	(14,330)	(134,837)

There were no transfers between Level 1 and 2 in the current and prior years.

6. 金融工具 (續)

(c) 公允值 (續)

於綜合財務狀況表確認之公允值計量

下表為初步確認後按公允值計量之金融工具分析，根據觀察所得之公允值程度分類為第一級至第二級。

- 第一級：公允值計量來自可識別資產或負債的活躍市場報價（未經調整）。
- 第二級：公允值計量為該等根據第一級內所報價格以外，就資產或負債觀察之輸入數據（不論為直接觀察（即價格）或間接觀察所得（即衍生價格））得出之結果。

年內，並無於第一級與第二級之間轉移。

7. REVENUE AND SEGMENT INFORMATION

The Group is engaged in the principal business of recycling, processing and marketing of metals, including 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 metals. From time to time, the Group also sells products collected directly to customers when the quality of such products meets certain required standards. During the current year, the Group is also engaged in the recycling and marketing of other materials, other than metals. The revenue can be broadly classified into three categories:

- (i) ferrous metals, namely iron and steel;
- (ii) non-ferrous metals, including copper, aluminium, etc.; and
- (iii) other materials, including ores, scrap plastic, etc..

The board of directors of the Company regularly reviews revenue analysis by the principal products processed/sold by the Group and the Group's consolidated profit for the year 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 other than entity-wide disclosures.

7. 收益及分部資料

本集團主營金屬回收、加工及營銷業務，包括黑色及有色金屬（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產品。年內，除金屬外，本集團亦經營其他物料的回收及營銷業務。收益大致分為三類：

- (i) 黑色金屬，即鐵及鋼
- (ii) 有色金屬，包括銅及鋁等；及
- (iii) 其他物料，包括礦石、廢塑膠等。

本公司董事會定期審閱本集團加工／出售的主要產品的收益分析以及本集團年內的綜合溢利，以進行資源分配及表現評估。由於並未取得其他獨立的財務資料以評估不同業務活動，故並未以實體級別以外的方式披露分部資料。

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7. REVENUE AND SEGMENT INFORMATION

(Continued)

Entity-wide disclosures

The following is an analysis of the Group's revenue by principal products for the year:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Ferrous metals	黑色金屬	7,937,681	5,088,216
Non-ferrous metals	有色金屬	40,533,194	17,419,966
Other materials	其他物料	3,669,645	—
		52,140,520	22,508,182

The Group's non-current assets are located in the places of domicile of the relevant group entities, namely the PRC, Macau and Hong Kong. As at 31 December 2011 and 31 December 2010, substantially all of the Group's non-current assets are located in the PRC.

7. 收益及分部資料 (續)

實體級別披露

年內，本集團按主要產品劃分的收益分析如下：

	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Ferrous metals	7,937,681	5,088,216
Non-ferrous metals	40,533,194	17,419,966
Other materials	3,669,645	—
	52,140,520	22,508,182

本集團非流動資產均位於相關集團實體所在地，即中國、澳門及香港。於二零一一年十二月三十一日及二零一零年十二月三十一日，本集團的大部分非流動資產均位於中國。

7. REVENUE AND SEGMENT INFORMATION

(Continued)

Entity-wide disclosures (Continued)

The following is an analysis of the Group's revenue based on distinct geographical areas of location of customers for the year:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
The PRC	中國	50,281,114	21,908,682
Hong Kong	香港	1,381,864	198,213
Asia, other than the PRC and Hong Kong	亞洲 (中國及香港除外)	194,479	71,216
Europe	歐洲	163,849	252,536
America	美國	119,214	77,535
		52,140,520	22,508,182

Each of the two (2010: three) largest customers of the Group contributes more than 10% of the Group's revenue for the current year. Revenue of approximately HK\$5,415 million and HK\$5,369 million are attributed to these two customers, respectively, for the year ended 31 December 2011 (2010: approximately HK\$5,666 million, HK\$3,163 million and HK\$3,225 million, respectively) and are mainly attributable to non-ferrous metal sales.

7. 收益及分部資料 (續)

實體級別披露 (續)

年內，本集團按客戶所在地區的收益分析如下：

年內，本集團首兩名(二零一零年：三名)最大客戶對本集團的收益貢獻逾10%，截至二零一一年十二月三十一日止年度的收益貢獻分別約5,415百萬港元及5,369百萬港元(二零一零年：分別約5,666百萬港元、3,163百萬港元及3,225百萬港元)，主要來自有色金屬的銷售。

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8. OTHER INCOME AND GAINS

8. 其他收入及收益

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Net exchange gain	匯兌收益淨額	45,534	40,267
Interest income	利息收入	31,531	18,163
Gain on disposal of investment properties and prepaid lease payments	出售投資物業及預付租賃款的收益	12,964	198
Gain on disposal of property, plant and equipment	出售物業、廠房及設備的收益	—	508
Rental income	租金收入	—	204
Others	其他	19,555	6,315
		109,584	65,655

9. FINANCE COSTS

9. 融資成本

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
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	195,776	74,939
Interest on discounted bills	貼現票據利息	54,889	17,836
Interest on advances from the controlling shareholder (note i)	控股股東墊款利息(附註i)	3,236	—
Interest on advance from a director (note ii)	一名董事墊款利息(附註ii)	—	2,514
		253,901	95,289

Notes:

- (i) During the year ended 31 December 2011, the Group obtained advances of HK\$456,000,000 from the controlling shareholder and paid interests thereon at Hong Kong Interbank Offered Rate/LIBOR plus 2.25%. The advances were settled in the same year.
- (ii) During the year ended 31 December 2010, the Group obtained an advance of HK\$234,000,000 from a director and paid interest thereon at LIBOR plus 1.75%. The advance was settled in the same year.

附註：

- (i) 截至二零一一年十二月三十一日止年度，本集團獲得控股股東墊款456,000,000港元，並已按香港銀行同業拆息／倫敦銀行同業拆息加2.25%支付其利息。墊款已於同年償付。
- (ii) 截至二零一零年十二月三十一日止年度，本集團獲得一位董事墊款234,000,000港元，並已按倫敦銀行同業拆息加1.75%支付其利息。墊款已於同年償付。

10. INCOME TAX EXPENSE

10. 所得稅開支

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
The charge comprises:	費用包括：		
PRC Enterprise Income Tax	中國企業所得稅		
Current year	本年度	91,082	52,832
Under(over)provision in prior year	往年撥備不足(超額撥備)	1,107	(234)
		92,189	52,598

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 years.

Under the Law of 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%.

Pursuant to the relevant laws and regulations in the PRC, two PRC subsidiaries of the Group, Yangzhong Yagang Metal Co., Ltd. and Tianjin Yatong are exempted from PRC Enterprise Income Tax for two years starting from their first profit-making year, followed by a 50% tax reduction for the next three years ("Tax Holiday"). 2012 is the final year in which the two subsidiaries are subject to a 50% tax deduction.

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 years.

於上述兩年度，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，故未就香港利得稅作出相關撥備。

根據中國企業所得稅法(「企業所得稅法」)及相關實施條例，中國附屬公司的稅率為25%。

根據中國相關法律及法規，本集團兩間中國附屬公司揚中亞鋼金屬有限公司及天津亞鋼自彼等首個獲利年度起豁免兩年中國企業所得稅，其後三年稅項減半。二零一二年為兩間附屬公司獲減半繳稅的最後年度。

中環鋼鐵(澳門)離岸商務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公司於上述兩年度並無向任何澳門本土公司銷售產品，故此根據第58/99/M號法令獲免繳納澳門補充稅(澳門所得稅)。

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10. INCOME TAX EXPENSE (Continued)

The tax charge for the year can be reconciled to the profit before taxation per the consolidated statement of comprehensive income as follows:

10. 所得稅開支 (續)

年內的稅項支出與綜合全面收益表的除稅前溢利對賬如下：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Profit before taxation	除稅前溢利	1,964,783	944,501
Tax at the PRC Enterprise Income Tax rate of 25%	中國企業所得稅稅率25%	491,196	236,125
Tax effect of expenses not deductible for tax purpose	不可扣稅開支的稅務影響	26,985	15,060
Tax effect of income not taxable for tax purpose	非課稅收入的稅務影響	(4,351)	(2,794)
Tax effect of share of loss of associates	應佔聯營公司 虧損的稅務影響	1,441	384
Tax effect of Tax Holiday granted to PRC subsidiaries	給予中國附屬公司的 稅務優惠的稅務影響	(1,268)	(879)
Tax effect of tax exemption granted to a Macau subsidiary	給予澳門附屬公司的 稅項豁免的稅務影響	(477,892)	(208,648)
Tax effect of tax losses not recognised	未確認的稅務 虧損的稅務影響	4,509	11,688
Utilisation of tax losses previously not recognised	動用過往未確認 的稅務虧損	(5,056)	(283)
Tax effect of other deductible temporary differences not recognised	其他未確認的可扣稅 暫時差異的稅務影響	57,750	2,179
Utilisation of other deductible temporary differences previously not recognised	動用過往未確認的可扣稅 暫時差異	(2,232)	—
Under(over) provision in prior year	過往年度撥備不足 (超額撥備)	1,107	(234)
Tax charge for the year	年內稅務支出	92,189	52,598

Details of deferred taxation are set out in note 30.

遞延稅項的詳情載於附註30。

II. PROFIT FOR THE YEAR

11.年內溢利

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Profit for the year has been arrived at after charging:	年內溢利已扣除下列各項後得出：		
Directors' emoluments (note 12)	董事薪酬(附註12)	24,161	25,255
Other staff costs:	其他員工成本：		
Salaries and wages	薪酬及工資	67,156	42,345
Share-based payment, excluding those of directors	以股份支付款項(不包括該等董事)	15,068	21,458
Retirement benefit scheme contributions, excluding those of directors	退休福利計劃供款(不包括該等董事)	6,973	3,392
Total staff costs	員工成本總額	113,358	92,450
Auditor's remuneration	核數師薪酬	5,500	3,000
Allowance for inventories (note i)	存貨撥備(附註i)	231,000	—
Amortisation of prepaid lease payments	預付租賃款項攤銷	10,131	6,518
Depreciation of property, plant and equipment	物業、廠房及設備折舊	37,439	25,153
Depreciation of investment properties	投資物業折舊	6	38
Loss on written-off of property, plant and equipment	註銷物業、廠房及設備虧損	688	—
Operating lease rentals paid in respect of rented premises	就租賃物業支付的經營租賃租金	26,133	26,063

Notes:

- (i) During the current year, the Group made an allowance for its inventories with reference to the subsequent selling price and market price trend and included it in cost of sales. The related inventories include both ferrous metals and non-ferrous metals.
- (ii) Cost of inventories recognised as an expense approximates cost of sales (excluding allowance for inventories recognised) as shown in the consolidated statement of comprehensive income for both years.

附註：

- (i) 本年度內，本集團就其存貨參考其後售價及市價趨勢作出撥備，並包括在銷售成本內。有關存貨包括黑色及有色金屬。
- (ii) 於該兩年度，已確認為開支的存貨成本與綜合全面收益表中所顯示的銷售成本(不包括已確認的存貨撥備)相若。

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12. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

Directors' emoluments

Details of the emoluments paid or payable to the directors are as follows:

12. 董事及僱員薪酬

董事薪酬

已付或應付董事薪酬詳情如下：

		Salaries and allowances		Bonuses	Retirement benefit scheme contributions	Share-based payment	Total
		Fees	Salaries and allowances	Bonuses	Retirement benefit scheme contributions	Share-based payment	Total
		袍金	薪金及其他津貼	花紅	退休福利計劃供款	以股份付款	總計
		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
For the year ended	截至二零一一年						
31 December 2011:	十二月三十一日止年度：						
Executive directors:	執行董事：						
Mr. Chun Chi Wai	秦志威先生	—	6,308	2,083	12	2,407	10,810
Mr. Fung Ka Lun	馮嘉倫先生	—	4,389	1,667	12	3,316	9,384
Mr. Jiang Yan Zhang	姜延章先生	—	570	212	—	642	1,424
Non-executive directors:	非執行董事：						
Ms. Lai Wun Yin	黎煥賢女士	200	—	—	—	802	1,002
Mr. Chan Kam Hung (note i)	陳錦雄先生(附註i)	250	—	—	—	160	410
Mr. Leung Chong Shun (note i)	梁創順先生(附註i)	250	—	—	—	160	410
Mr. Yan Qi Ping (note i)	閻啟平先生(附註i)	200	—	—	—	521	721
		900	11,267	3,962	24	8,008	24,161

12. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

Directors' emoluments (Continued)

		Fees	Salaries and allowances	Bonuses	Retirement benefit scheme contributions	Share-based payment	Total
		袍金	薪金及其他津貼	花紅	退休福利計劃供款	以股份付款	總計
		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
For the year ended	截至二零一零年						
31 December 2010:	十二月三十一日止年度：						
Executive directors:	執行董事：						
Mr. Chun Chi Wai	秦志威先生	—	5,393	1,250	12	5,136	11,791
Mr. Fung Ka Lun	馮嘉倫先生						
(appointed on 8 June 2010)	(於二零一零年六月八日獲委任)	—	1,660	2,125	7	3,695	7,487
Mr. Jiang Yan Zhang	姜延章先生	—	498	141	23	1,370	2,032
Non-executive directors:	非執行董事：						
Ms. Lai Wun Yin	黎煥賢女士	180	—	—	—	1,712	1,892
Mr. Chan Kam Hung (note i)	陳錦雄先生(附註i)	210	—	—	—	342	552
Mr. Leung Chong Shun (note i)	梁創順先生(附註i)	210	—	—	—	342	552
Mr. Yan Qi Ping	閻啟平先生						
(appointed on 8 June 2010)	(於二零一零年六月八日獲委任(附註i))	113	—	—	—	422	535
Mr. Chan Lu Seng	陳耀星先生						
(resigned on 1 October 2010) (note i)	(於二零一零年十月一日辭職)(附註i)	130	—	—	—	284	414
		843	7,551	3,516	42	13,303	25,255

12. 董事及僱員薪酬 (續)

董事薪酬 (續)

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12. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

Directors' emoluments (Continued)

Notes:

- (i) Independent non-executive directors.
- (ii) Bonuses are determined on a discretionary basis by the board of directors of the Company with reference to the Group's operating results for the current financial year, individual performance and comparable market statistics.

Employees' emoluments

Of the five individuals with the highest emoluments in the Group, the number of directors and employees are as follows:

		2011 二零一一年	2010 二零一零年
Directors	董事	2	2 [#]
Employees	僱員	3	3
		5	5

It includes a director who was appointed on 8 June 2010 and received emoluments of HK\$4,031,000 for the period from 1 January 2010 to 7 June 2010 as an employee.

12. 董事及僱員薪酬 (續)

董事薪酬 (續)

附註：

- (i) 獨立非執行董事。
- (ii) 花紅乃本公司董事會經參考本集團於本財政年度的經營業績、個人表現及可資比較之市場統計數據而酌情釐定。

僱員酬金

本集團五位最高酬金人士中，董事及僱員的人數如下：

包括一名於二零一零年六月八日獲委任的董事，由二零一零年一月一日至二零一零年六月七日，其作為僱員所收取的薪金為4,031,000港元。

12. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

Employees' emoluments (Continued)

The emoluments of the directors are set out above while the emoluments of the remaining individuals are as follows:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Salaries and other allowances	薪金及其他津貼	4,935	3,465
Discretionary bonuses	酌情花紅	1,233	837
Retirement benefit scheme contributions	退休福利計劃供款	24	57
Share-based payment	以股份付款	2,714	4,494
		8,906	8,853

Their emoluments were within the following bands:

		2011 No. of employees 二零一一年 僱員數目	2010 No. of employees 二零一零年 僱員數目
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	—	1
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元	1	1
HK\$3,000,001 to HK\$3,500,000	3,000,001港元至3,500,000港元	1	—
HK\$3,500,001 to HK\$4,000,000	3,500,001港元至4,000,000港元	1	1

During the two years ended 31 December 2011, no emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group or as a compensation for loss of office. None of the directors has waived any emoluments during the two years.

12. 董事及僱員薪酬 (續)

僱員酬金 (續)

董事酬金載於上文，而其餘人士的酬金如下：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Salaries and other allowances	薪金及其他津貼	4,935	3,465
Discretionary bonuses	酌情花紅	1,233	837
Retirement benefit scheme contributions	退休福利計劃供款	24	57
Share-based payment	以股份付款	2,714	4,494
		8,906	8,853

彼等的酬金介乎以下範圍：

		2011 No. of employees 二零一一年 僱員數目	2010 No. of employees 二零一零年 僱員數目
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	—	1
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元	1	1
HK\$3,000,001 to HK\$3,500,000	3,000,001港元至3,500,000港元	1	—
HK\$3,500,001 to HK\$4,000,000	3,500,001港元至4,000,000港元	1	1

截至二零一一年十二月三十一日止兩年度，本集團概無向董事支付任何酬金作為彼等加入或加入本集團後的獎勵或作為離職補償。概無董事於該兩年度放棄任何酬金。

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13. DIVIDEND

During the year, the final dividend of HK16 cents (2010: HK12 cents) per share, amounted to HK\$182,303,000 (2010: HK\$125,400,000), in respect of the year ended 31 December 2010 was recognised as distribution to the shareholders.

No interim dividend was declared for the current year. The final dividend of HK32 cents in respect of the year ended 31 December 2011 (2010: final dividend of HK16 cents in respect of the year ended 31 December 2010) per share has been proposed by the directors and is subject to approval by the shareholders in the forthcoming annual general meeting.

14. 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:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Earnings:	盈利：		
Profit for the year 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年內溢利	1,861,939	886,562
Number of shares:	股份數目：		
Weighted average number of ordinary shares for the purpose of basic earnings per share	計算每股基本盈利的加權平均普通股數目	1,139,501,496	1,047,801,067
Effect of diluted potential ordinary shares as a result of the share options granted	根據本公司購股權計劃所授購股權的潛在普通股攤薄影響	8,421,279	5,708,380
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	1,147,922,775	1,053,509,447

13. 股息

年內，截至二零一零年十二月三十一日止年度的末期股息每股16港仙（二零一零年：12港仙），合共為182,303,000港元（二零一零年：125,400,000港元），已確認為股東分派。

本年度並無宣派中期股息。董事已建議派發截至二零一一年十二月三十一日止年度的末期股息每股32港仙（二零一零年：截至二零一零年十二月三十一日止年度末期股息每股16港仙，惟須待本公司股東於應屆股東週年大會批准。

14. 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：

15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

		Harbour			Motor vehicles 汽車	Leasehold improve- ments 租賃物業 裝修	Machinery, furniture, fixtures and equipment 機器、傢俬 、裝置 及設備	Total 總計
		Buildings in the PRC 中國境內 的樓宇 HK\$'000 千港元	works in the PRC 中國境內 的港務設施 HK\$'000 千港元 (note) (附註)	Construction in progress 在建工程 HK\$'000 千港元				
COST	成本							
At 1 January 2010	於二零一零年一月一日	15,568	—	20,092	16,870	3,294	84,820	140,644
Exchange adjustments	匯兌調整	3,117	4,562	984	419	105	5,751	14,938
Acquired on acquisition of a subsidiary (note 33)	收購一間附屬公司 (附註33)	34,809	129,262	—	237	—	41,976	206,284
Additions	添置	53,578	—	21,448	5,149	969	67,543	148,687
Transfers	轉讓	3,308	—	(9,784)	—	—	6,476	—
Disposals	出售	—	—	—	(3,061)	—	(585)	(3,646)
Written-off	註銷	—	—	—	—	(111)	(2)	(113)
Disposal of a subsidiary (note 34)	出售一間附屬公司 (附註34)	—	—	—	(1,573)	—	(4,676)	(6,249)
At 31 December 2010	於二零一零年十二月三十一日	110,380	133,824	32,740	18,041	4,257	201,303	500,545
Exchange adjustments	匯兌調整	4,038	4,896	1,428	629	168	7,202	18,361
Additions	添置	—	—	29,658	7,507	1,292	11,446	49,903
Transfers	轉讓	—	—	(10,797)	—	3,866	6,931	—
Written-off	註銷	—	—	—	—	(349)	(508)	(857)
At 31 December 2011	於二零一一年十二月三十一日	114,418	138,720	53,029	26,177	9,234	226,374	567,952

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15. PROPERTY, PLANT AND EQUIPMENT

(Continued)

15. 物業、廠房及設備 (續)

		Buildings in the PRC 中國境內的樓宇 HK\$'000 千港元	Harbour works in the PRC 中國境內的港務設施 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Leasehold improve- ments 租賃物業 裝修 HK\$'000 千港元	Machinery, furniture, fixtures and equipment 機器、傢俬 、裝置 及設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
DEPRECIATION	折舊							
At 1 January 2010	於二零一零年一月一日	4,942	—	—	11,037	999	34,677	51,655
Exchange adjustments	匯兌調整	280	49	—	323	30	1,268	1,950
Provided for the year	年內撥備	4,493	2,070	—	1,806	602	16,182	25,153
Eliminated on disposals	出售時撇銷	—	—	—	(2,754)	—	(377)	(3,131)
Eliminated on written-off	註銷時撇銷	—	—	—	—	(111)	(2)	(113)
Eliminated on disposal of a subsidiary (note 34)	出售一間附屬公司時撇銷 (附註34)	—	—	—	(810)	—	(976)	(1,786)
At 31 December 2010	於二零一零年十二月三十一日	9,715	2,119	—	9,602	1,520	50,772	73,728
Exchange adjustments	匯兌調整	450	130	—	294	49	1,826	2,749
Provided for the year	年內撥備	7,787	4,340	—	2,844	1,006	21,462	37,439
Eliminated on written-off	註銷時撇銷	—	—	—	—	(113)	(56)	(169)
At 31 December 2011	於二零一一年十二月三十一日	17,952	6,589	—	12,740	2,462	74,004	113,747
CARRYING VALUES	賬面值							
At 31 December 2011	於二零一一年十二月三十一日	96,466	132,131	53,029	13,437	6,772	152,370	454,205
At 31 December 2010	於二零一零年十二月三十一日	100,665	131,705	32,740	8,439	2,737	150,531	426,817

15. PROPERTY, PLANT AND EQUIPMENT

(Continued)

After considering the estimated residual values, the above items of property, plant and equipment other than construction in progress are depreciated on a straight-line basis over the following years or at the following rates per annum, as appropriate:

Buildings in the PRC	20 - 50 years or over the lease term of the relevant land, whichever is shorter
Harbour works in the PRC	30 years
Motor vehicles	20%
Leasehold improvements	4% or over the term of the relevant lease, whichever is shorter
Machinery, furniture, fixtures and equipment	10% - 20%

Note: Harbour works mainly represented wharfs for transportation of goods.

15. 物業、廠房及設備 (續)

經考慮估計殘值，上述物業、廠房及設備項目（在建工程除外）乃以直線法於以下年度或按下列年利率（倘合適）折舊：

中國境內的樓宇	20至50年或相關土地的租賃期限（以較短者為準）
中國境內的港務設施	30年
汽車	20%
租賃物業裝修	4%或相關租賃期限（以較短者為準）
機器、傢俬、裝置及設備	10%至20%

附註：港務設施主要為用作商品運輸的碼頭。

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16. INVESTMENT PROPERTIES

16. 投資物業

		HK\$'000
		千港元
COST	成本	
At 1 January 2010	於二零一零年一月一日	1,940
Disposal	出售	(61)
At 31 December 2010	於二零一零年十二月三十一日	1,879
Disposal	出售	(1,879)
At 31 December 2011	於二零一一年十二月三十一日	—
DEPRECIATION	折舊	
At 1 January 2010	於二零一零年一月一日	209
Provided for the year	年內撥備	38
Eliminated on disposal	出售時撇銷	(6)
At 31 December 2010	於二零一零年十二月三十一日	241
Provided for the year	年內撥備	6
Eliminated on disposal	出售時撇銷	(247)
At 31 December 2011	於二零一一年十二月三十一日	—
CARRYING VALUES	賬面值	
At 31 December 2011	於二零一一年十二月三十一日	—
At 31 December 2010	於二零一零年十二月三十一日	1,638

The fair value of the Group's investment properties (including the corresponding leasehold land interests with a carrying amount of HK\$2,720,000) at 31 December 2010 was HK\$17,306,000 and whose addresses are Unit 1 on 16th Floor and car parking space no. 358 on the 3rd Floor of "118 Connaught Road West", No. 118 Connaught Road West, Sai Ying Pun, Hong Kong.

The fair value as at 31 December 2010 was determined by the directors of the Company by reference to the agreed consideration for the disposal in January 2011. No valuation was performed by independent qualified professional valuers.

The above investment properties are erected on land held under long leases in Hong Kong and were depreciated on a straight-line basis over approximately 46 years.

於二零一零年十二月三十一日，本集團投資物業（包括賬面值為2,720,000港元的相關租賃土地權益）的公允值為17,306,000港元。該物業的地址為香港西營盤干諾道西118號「干諾道西118號」16樓1室及3樓第358號車位。

二零一零年十二月三十一日的公允值乃經本公司董事參考二零一一年一月出售的協定代價後釐定。獨立合資格專業估值師並無進行估值。

上述投資物業均建於根據長期租賃在香港持有的土地上，並按直線基準於約46年內折舊。

17. PREPAID LEASE PAYMENTS

17. 預付租賃款項

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
The prepaid lease payments comprise	預付租賃款項包括		
leasehold land	租賃土地		
– in the PRC held under medium-term leases	– 於中國按中期租賃持有	210,181	201,644
– in Hong Kong held under long leases	– 於香港按長期租賃持有	—	2,720
		210,181	204,364
Analysed for reporting purposes as:	就報告目的分析為：		
Current asset	流動資產	10,243	9,733
Non-current asset	非流動資產	199,938	194,631
		210,181	204,364

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18. INTERESTS IN ASSOCIATES/AMOUNT DUE FROM/TO AN ASSOCIATE

18. 於聯營公司的權益／應收 ／付一間聯營公司款項

		2011	2010
		二零一一年	二零一零年
		HK\$'000	HK\$'000
		千港元	千港元
Cost of unlisted investments in associates (note)	於聯營公司的非上市投資成本(附註)	298,633	87,130
Share of post-acquisition profits and other comprehensive income, net of dividends received	應佔收購後溢利及其他全面收益，扣除已收股息	5,953	9,495
		304,586	96,625

Note: Included in the cost of unlisted investments in associates at the end of the reporting period is goodwill arising on acquisition of HK\$9,237,000 (2010: HK\$9,237,000) in prior years.

附註：於報告期末，於聯營公司的非上市投資成本包括往年收購產生的商譽9,237,000港元（二零一零年：9,237,000港元）。

Amount due from/to an associate is unsecured, interest-free and repayable on demand. Amount due to an associate is denominated in USD, a currency other than the functional currency of the relevant group entity.

應收／應付聯營公司款項為無抵押、免息及於要求時償還。應付聯營公司款項以美元計值，而美元為有關集團實體功能貨幣以外的貨幣。

Details of the Group's associates are set out in note 41.

本集團聯營公司的詳情載於附註41。

18. INTERESTS IN ASSOCIATES/AMOUNT DUE FROM/TO AN ASSOCIATE (Continued)

The summarised financial information in respect of the Group's associates is set out below:

18. 於聯營公司的權益／應收 ／付一間聯營公司款項 (續)

本集團聯營公司的財務資料概述如下：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Total assets	資產總值	690,344	198,555
Total liabilities	負債總額	(48,400)	(4,359)
Net assets	資產淨值	641,944	194,196
The Group's share of net assets of associates	本集團應佔聯營公司 的資產淨值	295,349	87,388
Revenue	收益	526,063	26,938
Loss for the year	年內虧損	(12,599)	(3,409)
Other comprehensive income	其他全面收益	4,942	2,324
The Group's share of loss and other comprehensive income of associates for the year	本集團應佔聯營公司的 年內虧損及 其他全面收益	(3,542)	(488)

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19. FIXED DEPOSITS/RESTRICTED DEPOSITS/ BANK BALANCES AND CASH

Fixed deposits represent bank deposits of HK\$109,817,000 (2010: Nil) and HK\$60,976,000 (2010: Nil) which will mature within one year and more than one year from the end of the reporting period, respectively.

Restricted deposits represent deposits placed with financial institutions to secure the margin accounts of the Group for trading future contracts in the relevant financial institutions.

Bank balances and cash comprise cash held by the Group and short-term bank deposits with maturity of three months or less.

The above fixed deposits, restricted deposits and bank balances and cash of the Group that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

19. 定期存款／受限制存款／ 銀行結餘及現金

定期存款指於報告期末分別將於一年內及一年後到期的109,817,000港元(二零一零年：無)及60,976,000港元(二零一零年：無)銀行存款。

受限制存款指存放於金融機構的存款，以為本集團於相關金融機構買賣期貨合約的保證金戶口提供擔保。

銀行結餘及現金包括本集團持有的現金及於三個月或三個月以內到期的短期銀行存款。

上述以有關集團實體功能貨幣以外貨幣計值的本集團定期存款、受限制存款以及銀行結餘及現金如下：

		HKD equivalent of USD 港元的 等值美元 HK\$'000 千港元	HKD equivalent of RMB 港元的 等值人民幣 HK\$'000 千港元	HKD 港元 HK\$'000 千港元
As at 31 December 2011	於二零一一年十二月三十一日	27,192	5,922	3,398
As at 31 December 2010	於二零一零年十二月三十一日	132,650	—	31,742

The bank deposits and balances of the Group carry interests at the following prevailing market rates:

本集團的銀行存款及結餘按以下當前市場利率計息：

		2011 二零一一年	2010 二零一零年
Range of interest rates per annum	年利率介乎	0.01% to 4.50%	0.01% to 0.38%

20. INVENTORIES

20. 存貨

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Raw materials	原材料	271,585	1,207,110
Finished goods	成品	2,368,911	540,026
		2,640,496	1,747,136

Included in the above figures are finished goods of HK\$427,880,000 (2010: HK\$266,797,000) and HK\$106,582,000 (2010: HK\$131,979,000) which have been pledged as security for bank borrowings of HK\$422,596,000 (2010: HK\$225,176,000) and amounts payable to brokers of HK\$23,969,000 (2010: HK\$78,041,000), respectively.

上述數字包括成品427,880,000港元(二零一零年: 266,797,000港元)及106,582,000港元(二零一零年: 131,979,000港元), 已分別作為422,596,000港元(二零一零年: 225,176,000港元)銀行借款及23,969,000港元(二零一零年: 78,041,000港元)應付經紀款項之抵押品。

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21. 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

Other receivables and deposits:	其他應收款項及按金：
Deposits and prepayments	按金及預付款
Deposits paid for purchase of raw materials	就購買原材料已付的按金
Other taxes recoverable	其他可收回稅項
Others	其他

21. 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。於報告期末本集團應收貿易款項的賬齡分析(按發票日期呈列)如下：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
		1,150,953	1,152,304
		1,084,236	1,096,188
		1,259,063	944,505
		1,935,884	923,509
		1,479,352	1,662,913
		33	524,285
		6,909,521	6,303,704
		34,439	55,454
		757,355	686,151
		329,228	279,154
		12,321	23,348
		1,133,343	1,044,107
		8,042,864	7,347,811

21. TRADE AND OTHER RECEIVABLES AND DEPOSITS (Continued)

The above trade and other receivables of the Group that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

		HKD equivalent of USD 港元的 等值美元 HK\$'000 千港元	HKD equivalent of RMB 港元的 等值人民幣 HK\$'000 千港元	HKD 港元 HK\$'000 千港元
As at 31 December 2011	於二零一一年十二月三十一日	85,483	—	42
As at 31 December 2010	於二零一零年十二月三十一日	—	6,311	—

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by customer. Limits attributable to customers are reviewed regularly.

No impairment loss is provided for the trade receivables that are neither past due nor impaired because these receivables are within credit period granted to the respective customer and the management considers the default rate is low for such receivables based on historical information and past experience.

In determining the recoverability of a trade receivable, the Group considers any change in credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period. In view of the good settlement history and substantial subsequent settlement from those debtors of the Group which are past due but not impaired, the directors consider that no allowance is required.

21. 貿易及其他應收款項及按金 (續)

上述以有關集團實體功能貨幣以外貨幣計值的本集團貿易及其他應收款項如下：

於接受任何新客戶之前，本集團會評估潛在客戶的信貸質素及界定各客戶的信貸限額，並會定期檢討各客戶的限額。

概無就既未逾期亦無減值的應收貿易款項作出減值虧損撥備，乃由於該等應收款項屬有關客戶獲授的信貸期之內，故管理層基於過往資料及過往經驗認為，該等應收款項的拖欠率甚低。

於確定應收貿易款項是否可收回時，本集團考慮自初始授出信貸日期起至報告期間結束時止應收貿易款項任何信貸質素的變動。由於本集團已過期但未減值的應收貿易款項債務人有良好還款記錄，且其後已償還大部分金額，故董事認為毋須作出撥備。

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21. TRADE AND OTHER RECEIVABLES AND DEPOSITS (Continued)

Aging of trade receivables which are past due but not impaired

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
0 - 30 days	0 - 30日	1,935,884	923,509
31 - 60 days	31 - 60日	1,479,352	1,662,913
Over 60 days	超過60日	33	524,285
		3,415,269	3,110,707

At 31 December 2010, trade receivables of HK\$53,535,000 (2011: Nil) were pledged as security for bank borrowings. The carrying amount of the associated liability was HK\$53,535,000 (2011: Nil) (included in bank borrowings in note 29).

22. BILLS RECEIVABLE

The amount represents bills on hand and bills discounted to banks with recourse with a maturity period of less than 360 days (2010: 180 days). At the end of the reporting period, these receivables are not yet due and mostly guaranteed by the banks. The management considers the default rate is low based on past experience as the Group seldom encounters default on bills. At the end of the reporting period, bills receivable of HK\$986,593,000 (2010: HK\$320,588,000 was discounted for immediate cash). 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 (see note 35 for assets pledged) and has recognised the cash received on such discount as secured discounted bills liabilities in note 28.

21. 貿易及其他應收款項及按金 (續)

已過期但未減值的應收貿易款項的賬齡

	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
	1,935,884	923,509
	1,479,352	1,662,913
	33	524,285
	3,415,269	3,110,707

於二零一零年十二月三十一日，貿易應收款項53,535,000港元(二零一一年：無)已作銀行借款的抵押品。有關負債的賬面值為53,535,000港元(二零一一年：無)(包括在附註29的銀行借款)。

22. 應收票據

該款項主要指於360日(二零一零年：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末尚未到期並大部分由銀行擔保，由於本集團過往甚少遭受票據拖欠付款情況，故管理層認為拖欠率甚低。於報告期末，應收票據986,593,000港元(二零一零年：320,588,000港元)已貼現。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全部賬面值(已抵押資產見附註35)，並將該等貼現所得現金確認為附註28所述有抵押貼現票據負債。

22. BILLS RECEIVABLE (Continued)

The above bills receivable of the Group that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

As at 31 December 2011	於二零一一年十二月三十一日	101,558	187,499
As at 31 December 2010	於二零一零年十二月三十一日	—	—

22. 應收票據 (續)

上述以相關集團實體功能貨幣以外貨幣計值的本集團應收票據如下：

HKD equivalent of USD 港元的 等值美元 HK\$'000 千港元	HKD equivalent of RMB 港元的 等值人民幣 HK\$'000 千港元
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23. DEPOSITS PAID TO A RELATED PARTY

The amount represents rental deposits paid to secure the lease agreements entered into between the Group and a company wholly-owned by Mr. Chun, a director and the ultimate controlling shareholder of the Company, as the landlord. Details of the lease agreements are set out in note 40.

24. DERIVATIVE FINANCIAL INSTRUMENTS

Derivatives settled in net (not under hedge accounting):

23. 支付予一名關連人士的按金

該款項乃指為擔保本集團與本公司董事兼最終控股股東秦先生全資擁有的一間公司(作為業主)之間訂立的租賃協議而支付的租賃按金。租賃協議詳情載於附註40。

24. 衍生金融工具

並非按對沖會計法處理的按淨額結算的衍生工具：

		2011 二零一一年		2010 二零一零年	
		Assets 資產 HK\$'000 千港元	Liabilities 負債 HK\$'000 千港元	Assets 資產 HK\$'000 千港元	Liabilities 負債 HK\$'000 千港元
Future contracts on non-ferrous metals (note a)	有色金屬期貨合約(附註a)	93,539	84,645	58,616	120,507
Foreign currency forward contracts (note b)	外幣遠期合約(附註b)	941	1,562	8,129	14,330
Interest rate swaps	利率掉期	—	456	—	—
		94,480	86,663	66,745	134,837

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24. DERIVATIVE FINANCIAL INSTRUMENTS

(Continued)

Notes:

- (a) Major terms of future contracts on non-ferrous metals are set out below:

At 31 December 2011

Contracted future price 合約期貨價格	Standard trading unit 標準交易單位	Total unit 總單位	Maturity 到期日
<i>Copper future contracts:</i> 銅期貨合約：			
Sell at prices ranged from RMB53,650 to RMB55,950 per tonne 按介乎每噸人民幣53,650元至 人民幣55,950元沽出	5 tonnes 5噸	1,288	Ranged from 16 January 2012 to 15 March 2012 自二零一二年一月十六日至 二零一二年三月十五日
Buy at prices ranged from RMB52,860 to RMB55,900 per tonne 按介乎每噸人民幣52,860元至 人民幣55,900元買入	5 tonnes 5噸	595	Ranged from 16 January 2012 to 16 April 2012 自二零一二年一月十六日至 二零一二年四月十六日
Sell at prices ranged from USD6,879 to USD7,950 per tonne 按介乎每噸6,879美元至 7,950美元沽出	25 tonnes 25噸	1,390	Ranged from 3 January 2012 to 30 March 2012 自二零一二年一月三日至 二零一二年三月三十日
Buy at prices ranged from USD6,641 to USD8,045 per tonne 按介乎每噸6,641美元至 8,045美元買入	25 tonnes 25噸	1,160	Ranged from 3 January 2012 to 28 March 2012 自二零一二年一月三日至 二零一二年三月二十八日

24. 衍生金融工具 (續)

附註：

- (a) 有色金屬期貨合約主要條款如下：

於二零一一年十二月三十一日

24. DERIVATIVE FINANCIAL INSTRUMENTS

(Continued)

Notes: (Continued)

- (a) Major terms of future contracts on non-ferrous metals are set out below: (Continued)

At 31 December 2011 (Continued)

Contracted future price 合約期貨價格	Standard trading unit 標準交易單位	Total unit 總單位	Maturity 到期日
<i>Zinc future contracts:</i> 鋅期貨合約：			
Sell at prices ranged from RMB14,645 to RMB15,800 per tonne 按介乎每噸人民幣14,645元至 人民幣15,800元沽出	5 tonnes 5噸	4,852	15 March 2012 二零一二年三月十五日
Buy at prices ranged from RMB16,500 to RMB16,550 per tonne 按介乎每噸人民幣16,500元至 人民幣16,550元買入	5 tonnes 5噸	55	15 February 2012 二零一二年二月十五日
Sell at prices ranged from USD2,005 to USD2,036 per tonne 按介乎每噸2,005美元至 2,036美元沽出	25 tonnes 25噸	521	Ranged from 14 February 2012 to 7 March 2012 自二零一二年二月十四日至 二零一二年三月七日
Buy at prices ranged from USD1,849 to USD2,026 per tonne 按介乎每噸1,849美元至 2,026美元買入	25 tonnes 25噸	1,121	Ranged from 14 February 2012 to 23 March 2012 自二零一二年二月十四日至 二零一二年三月二十三日
<i>Nickel future contracts:</i> 鎳期貨合約：			
Sell at prices ranged from USD18,203 to USD18,540 per tonne 按介乎每噸18,203美元至 18,540美元沽出	6 tonnes 6噸	78	Ranged from 9 February 2012 to 29 February 2012 自二零一二年二月九日至 二零一二年二月二十九日
Buy at prices ranged from USD18,230 to USD18,300 per tonne 按介乎每噸18,230美元至 18,300美元買入	6 tonnes 6噸	78	Ranged from 14 February 2012 to 29 February 2012 自二零一二年二月十四日至 二零一二年二月二十九日

24. 衍生金融工具 (續)

附註：(續)

- (a) 有色金屬期貨合約主要條款如下：(續)

於二零一一年十二月三十一日 (續)

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24. DERIVATIVE FINANCIAL INSTRUMENTS

(Continued)

Notes: (Continued)

- (a) Major terms of future contracts on non-ferrous metals are set out below: (Continued)

At 31 December 2010

Contracted future price 合約期貨價格	Standard trading unit 標準交易單位	Total unit 總單位	Maturity 到期日
<i>Copper future contracts:</i> 銅期貨合約：			
Sell at prices ranged from RMB61,400 to RMB71,510 per tonne 按介乎每噸人民幣61,400元至 人民幣71,510元沽出	5 tonnes 5噸	1,112	Ranged from 15 February 2011 to 15 April 2011 自二零一一年二月十五日至 二零一一年四月十五日
Buy at prices ranged from RMB59,800 to RMB70,080 per tonne 按介乎每噸人民幣59,800元至 人民幣70,080元買入	5 tonnes 5噸	81	Ranged from 15 February 2011 to 15 April 2011 自二零一一年二月十五日至 二零一一年四月十五日
Sell at prices ranged from USD8,160 to USD9,514 per tonne 按介乎每噸8,160美元至 9,514美元沽出	25 tonnes 25噸	500	Ranged from 7 January 2011 to 31 March 2011 自二零一一年一月七日至 二零一一年三月三十一日
Buy at prices ranged from USD8,096 to USD9,625 per tonne 按介乎每噸8,096美元至 9,625美元買入	25 tonnes 25噸	214	Ranged from 7 January 2011 to 31 March 2011 自二零一一年一月七日至 二零一一年三月三十一日
<i>Aluminium future contracts:</i> 鋁期貨合約：			
Sell at prices ranged from RMB15,655 to RMB16,835 per tonne 按介乎每噸人民幣15,655元至 人民幣16,835元沽出	5 tonnes 5噸	1,088	Ranged from 15 January 2011 to 15 March 2011 自二零一一年一月十五日至 二零一一年三月十五日

24. 衍生金融工具 (續)

附註：(續)

- (a) 有色金屬期貨合約主要條款如下：(續)

於二零一零年十二月三十一日

24. DERIVATIVE FINANCIAL INSTRUMENTS

(Continued)

Notes: (Continued)

- (a) Major terms of future contracts on non-ferrous metals are set out below: (Continued)

At 31 December 2010 (Continued)

Contracted future price 合約期貨價格	Standard trading unit 標準交易單位	Total unit 總單位	Maturity 到期日
Zinc future contracts: 鋅期貨合約：			
Sell at prices ranged from RMB17,630 to RMB21,270 per tonne 按介乎每噸人民幣17,630元至 人民幣21,270元沽出	5 tonnes 5噸	3,852	Ranged from 15 February 2011 to 16 May 2011 自二零一一年二月十五日至 二零一一年五月十六日
Buy at prices ranged from RMB17,895 to RMB19,025 per tonne 按介乎每噸人民幣17,895元至 人民幣19,025元買入	5 tonnes 5噸	245	Ranged from 15 January 2011 to 15 April 2011 自二零一一年一月十五日至 二零一一年四月十五日
Sell at prices ranged from USD2,167 to USD2,316 per tonne 按介乎每噸2,167美元至 2,316美元沽出	25 tonnes 25噸	324	Ranged from 21 January 2011 to 31 March 2011 自二零一一年一月二十一日 至二零一一年三月三十一日
Buy at prices ranged from USD2,175 to USD2,630 per tonne 按介乎每噸2,175美元至 2,630美元買入	25 tonnes 25噸	744	Ranged from 21 January 2011 to 31 March 2011 自二零一一年一月二十一日 至二零一一年三月三十一日

The future contracts are measured at fair values based on the quoted prices in active markets at the end of the reporting period, with gain or loss recognised directly in the profit or loss.

24. 衍生金融工具 (續)

附註：(續)

- (a) 有色金屬期貨合約主要條款如下：(續)

於二零一零年十二月三十一日 (續)

於報告期末，期貨合約根據交投活躍市場報價以公允值計量，其盈虧直接於損益內確認。

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24. DERIVATIVE FINANCIAL INSTRUMENTS

(Continued)

Notes: (Continued)

(b) Major terms of the foreign currency forward contracts are as follows:

At 31 December 2011

Notional amount 名義金額	Forward contracted rates 遠期合約利率	Maturity 到期日
2 contracts to buy RMB377,960,000 in total 2份合約合共買入 人民幣377,960,000元	USD1: RMB6.2680 to 6.3150 1美元兌人民幣6.2680元至 人民幣6.3150元	From 15 February 2012 to 20 August 2012 自二零一二年二月十五日至 二零一二年八月二十日
4 contracts to sell USD59,000,000 in total 4份合約合共沽出 59,000,000美元	USD1: RMB6.3231 to 6.3400 1美元兌人民幣6.3231元至 人民幣6.3400元	From 9 May 2012 to 21 May 2012 自二零一二年五月九日至 二零一二年五月二十一日
15 contracts to buy USD19,920,251 in total 15份合約合共買入 19,920,251美元	USD1: RMB6.3474 to 6.4150 1美元兌人民幣6.3474元至 人民幣6.4150元	From 30 January 2012 to 11 July 2012 自二零一二年一月三十日至 二零一二年七月十一日

At 31 December 2010

Notional amount 名義金額	Forward contracted rates 遠期合約利率	Maturity 到期日
2 contracts to sell USD80,000,000 in total 2份合約合共沽出 80,000,000美元	USD1: RMB6.6377 to 6.7450 1美元兌人民幣6.6377元至 人民幣6.7450元	From 24 January 2011 to 26 January 2011 自二零一一年一月二十四日至 二零一一年一月二十六日
36 contracts to buy USD119,899,703 in total 36份合約合共買入 119,899,703美元	USD1: RMB6.4850 to 6.7930 1美元兌人民幣6.4850元至 人民幣6.7930元	From 6 February 2011 to 27 September 2011 自二零一一年二月六日至 二零一一年九月二十七日

24. 衍生金融工具 (續)

附註：(續)

(a) 外幣遠期合約主要條款如下：

於二零一一年十二月三十一日

於二零一零年十二月三十一日

24.DERIVATIVE FINANCIAL INSTRUMENTS

(Continued)

The above foreign currency forward contracts and interest rate swaps of the Group that are denominated in the currencies other than functional currencies of the relevant group entities are set out below:

24.衍生金融工具 (續)

上述以相關集團實體功能貨幣以外貨幣計值的本集團外幣遠期合約及利率掉期如下：

		Assets	Liabilities
		HKD	HKD
		equivalent	equivalent
		of USD	of USD
		資產	負債
		港元的等值	港元的等值
		美元	美元
		HK\$'000	HK\$'000
		千港元	千港元
As at 31 December 2011	於二零一一年十二月三十一日	461	(1,245)
As at 31 December 2010	於二零一零年十二月三十一日	8,129	(10,131)

All of the Group's future contracts on non-ferrous metals are denominated in the functional currencies of the relevant group entities for both years.

於兩個年度內，本集團所有有色金屬期貨合約均以相關集團實體的功能貨幣計值。

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25. PLEDGED BANK DEPOSITS

The amounts represent deposits pledged to banks to secure the general banking facilities granted to the Group. All the deposits are pledged to secure short-term facilities and therefore, classified as current assets.

The above pledged bank deposits of the Group that are denominated in currencies other than the functional currencies of the relevant group entities are set out below.

25. 已質押銀行存款

已質押銀行存款指就本集團獲授一般銀行融資而向銀行抵押的存款。所有存款均作抵押以獲取短期融資，因此，均歸類為流動資產。

上述以相關集團實體功能貨幣以外貨幣計值的本集團已質押銀行存款如下。

		HKD equivalent of USD 港元的等值 美元 HK\$'000 千港元	HKD 港元 HK\$'000 千港元
As at 31 December 2011	於二零一一年十二月三十一日	—	—
As at 31 December 2010	於二零一零年十二月三十一日	5,843	5,466

The pledged bank deposits of the Group carry interest at the following fixed interest rates:

本集團已質押銀行存款按以下固定利率計息：

		2011 二零一一年	2010 二零一零年
Range of interest rates per annum	年利率介乎	0.36% to 5.30%	0.01% to 2.75%

26. TRADE AND OTHER PAYABLES/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:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Trade payables:	應付貿易款項：		
0 - 30 days	0至30日	995,844	938,813
31 - 60 days	31至60日	1,023,810	891,316
61 - 90 days	61至90日	410,858	822,360
91 - 120 days	91至120日	395	715,714
121 - 150 days	121至150日	9,808	370,087
Over 150 days	超過150日	742	23,484
		2,441,457	3,761,774
Other payables:	其他應付款項：		
Accruals	應計費用	79,454	45,589
Consideration payable for acquisition of additional interest in a subsidiary	購買於附屬公司的 額外權益而應付的代價	3,537	10,961
Deposits received from customers	已收客戶按金	149,453	146,144
Other taxes payable	其他應付稅項	8,972	30,257
Amounts payable to brokers (note)	應付經紀款項(附註)	127,274	133,695
Others	其他	31,164	43,083
		399,854	409,729
		2,841,311	4,171,503

26. 貿易及其他應付款項／應付票據

於報告期末，本集團應付貿易款項的賬齡分析(按發票日期呈列)如下：

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26. TRADE AND OTHER PAYABLES/BILLS PAYABLE (Continued)

Note: Amounts payable to brokers are arising from the Group's margin accounts for its derivative instruments. Out of the amount, HK\$103,305,000 (2010: HK\$55,654,000) is unsecured and interest bearing at LIBOR plus a spread, ranging from 1% to 2% (2010: 0.5% to 1%) and HK\$23,969,000 (2010: HK\$78,041,000) is interest-free and secured by inventories with a carrying amount of HK\$106,582,000 (2010: HK\$131,979,000) (see note 20).

The average credit period on purchase of goods is up to 60 days.

All the bills payable of the Group are aged within 360 days (2010: 180 days) and not yet due at the end of the reporting period. Bills payable are secured by pledged bank deposits of HK\$335,934,000 (2010: HK\$370,056,000) and bills receivable of HK\$181,646,000 (2010: Nil).

The above trade and other payables and bills payable that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

26. 貿易及其他應付款項／應付票據 (續)

附註：應付經紀的款額產生自本集團衍生工具的保證金戶口。款項當中，103,305,000港元（二零一零年：55,654,000港元）為無抵押及按倫敦銀行同業拆息加介乎1%至2%（二零一零年：0.5%至1%）的息差計息，而23,969,000港元（二零一零年：78,041,000港元）為免息及由賬面值為106,582,000港元（二零一零年：131,979,000港元）的存貨作抵押（見附註20）。

貨物採購的平均信貸期不超過60日。

本集團之所有應付票據之賬齡不超過360日（二零一零年：180日），於報告期末並未到期。應付票據由已質押銀行存款335,934,000港元（二零一零年：370,056,000港元）及應收票據181,646,000港元（二零一零年：無）作抵押。

上述以有關集團實體功能貨幣以外貨幣計值的貿易及其他應付款項以及應付票據如下：

		HKD equivalent of USD 港元的等值 美元 HK\$'000 千港元	HKD equivalent of RMB 港元的等值 人民幣 HK\$'000 千港元
As at 31 December 2011	於二零一一年十二月三十一日	894,921	48,128
As at 31 December 2010	於二零一零年十二月三十一日	1,404	—

27.AMOUNTS DUE TO NON-CONTROLLING SHAREHOLDERS OF SUBSIDIARIES

The amounts are unsecured, interest-free and repayable on demand.

28.DISCOUNTED BILLS

The amounts represent the Group's bank borrowings secured by bills discounted to banks with recourse (see note 22). The ranges of effective interest rates per annum in respect of the Group's discounted bills with recourse are as follows:

Effective interest rates per annum 實際年利率

The above discounted bills that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

At as 31 December 2011	於二零一一年十二月三十一日	127,685	155,638
At as 31 December 2010	於二零一零年十二月三十一日	—	—

27.應付附屬公司非控股股東款項

該等款項為無抵押、免息及於要求時償還。

28.貼現票據

貼現票據乃指本集團以向銀行貼現附追索權票據作抵押的銀行借款(見附註22)。本集團附有追索權的貼現票據的實際年利率範圍如下：

2011 二零一一年	2010 二零一零年
0.60% to 4.70%	0.36% to 3.06%

上述以有關集團實體功能貨幣以外貨幣計值的貼現票據如下：

HKD equivalent of USD 港元的等值 美元 HK\$'000 千港元	HKD equivalent of RMB 港元的等值 人民幣 HK\$'000 千港元
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29. BANK BORROWINGS

29. 銀行借款

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Bank loans	銀行貸款		
– Fixed-rate	– 定息	2,379,564	2,056,445
– Variable-rate	– 浮息	2,286,610	1,257,458
		4,666,174	3,313,903
Secured	有抵押	3,627,234	1,952,131
Unsecured	無抵押	1,038,940	1,361,772
		4,666,174	3,313,903
The maturity of the above loans is as follows:	上述貸款的到期情況如下：		
Within one year	於一年內	4,300,320	2,960,962
In more than one year but not exceeding two years	一年後但不超過兩年	365,854	—
In more than two years but not exceeding three years	兩年後但不超過三年	—	352,941
		4,666,174	3,313,903
Less: Amount repayable within one year shown under current liabilities	減：於一年內償還並列入流動負債的金額	(4,300,320)	(2,960,962)
Amount due after one year	一年後到期的金額	365,854	352,941

29. BANK BORROWINGS (Continued)

The Group's variable-rate borrowings are mainly subject to interest at LIBOR plus a spread, ranging from 0.9% to 3.5% (2010: 0.7% to 3%), Prime Rate of the relevant bank in Hong Kong or such rate plus a spread of 1% or 105% or 110% of PBOC Base Lending Rate. The ranges of effective interest rates per annum on the Group's bank borrowings are as follows:

Effective interest rates:	實際利率：
Fixed-rate borrowings	定息借款
Variable-rate borrowings	浮息借款

The above Group's bank borrowings that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

As at 31 December 2011	於二零一一年十二月三十一日	1,083,697	—
As at 31 December 2010	於二零一零年十二月三十一日	1,122,183	17,200

29. 銀行借款 (續)

本集團的浮息借款主要按倫敦銀行同業拆息加介乎0.9%至3.5% (二零一零年：0.7%至3%) 的息差、香港相關銀行的優惠利率或加其利率1%的息差，或人行基準貸款利率的105%或110%計息。本集團銀行借款的實際年利率範圍如下：

2011	2010
二零一一年	二零一零年
1.20% to 8.70%	1.20% to 5.10%
1.73% to 7.63%	1.55% to 5.62%

上述以有關集團實體功能貨幣以外貨幣計值的本集團銀行借款如下：

HKD	HKD
equivalent of	港元
USD	港元
港元的	港元
等值美元	港元
HK\$'000	HK\$'000
千港元	千港元

As at 31 December 2011	於二零一一年十二月三十一日	1,083,697	—
As at 31 December 2010	於二零一零年十二月三十一日	1,122,183	17,200

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30. DEFERRED TAXATION

The deferred tax liabilities and assets recognised by the Group and movements thereon during the year are as follows:

		Accelerated tax depreciation	Tax losses	Total
		加速稅項折舊	稅項虧損	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 1 January 2010	於二零一零年一月一日	686	(686)	—
(Credited) charged for the year	本年度(抵免)計提	(413)	413	—
At 31 December 2010	於二零一零年 十二月三十一日	273	(273)	—
(Credited) charged for the year	本年度(抵免)計提	(202)	202	—
At 31 December 2011	於二零一一年 十二月三十一日	71	(71)	—

At 31 December 2011, the Group had unused tax losses of HK\$114,079,000 (2010: HK\$117,486,000) available for offset against future profits. A deferred tax asset has been recognised in respect of HK\$432,000 (2010: HK\$1,653,000) of such losses. No deferred tax asset has been recognised in respect of the remaining tax losses amounting to HK\$113,647,000 (2010: HK\$115,833,000) due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of HK\$62,597,000 (2010: HK\$79,518,000) that will expire in various dates up to 2016. Other losses may be carried forward indefinitely.

30. 遞延稅項

本集團於年內確認的遞延稅項負債及資產及其變動如下：

於二零一一年十二月三十一日，本集團可用作抵消未來溢利的尚未動用稅項虧損為114,079,000港元（二零一零年：117,486,000港元），就該等虧損中約432,000港元（二零一零年：1,653,000港元）已確認遞延稅項資產。由於未能預測未來溢利來源，故並無就其餘的稅項虧損113,647,000港元（二零一零年：115,833,000港元）確認遞延稅項資產。未確認的稅項虧損包括62,597,000港元（二零一零年：79,518,000港元）的虧損，將於截至二零一六年前多個日期到期。其他虧損可無限期結轉。

30. DEFERRED TAXATION (Continued)

At 31 December 2011, the Group had deductible temporary differences of HK\$231,000,000 (2010: HK\$8,717,000) in respect of allowance for inventories. No deferred tax asset has been recognised in relation to such deductible temporary differences as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

Under the EIT Law, 10% withholding income tax is imposed on dividends declared in respect of profits earned from 1 January 2008 to non-PRC resident investors of the companies established in the PRC. For investors incorporated in Hong Kong, a preferential rate of 5% will be applied. Deferred tax has not been provided for in the consolidated financial statements in respect of the temporary differences attributable to such undistributed profits from PRC subsidiaries amounting to HK\$433,753,000 (2010: HK\$192,710,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

31. OTHER LONG-TERM PAYABLE

Total other long-term payable	其他長期應付款項總額
Less: current portion included in other payables	減：計入其他應付款項的即期部分

The amount represents payable for acquisition of property, plant and equipment which is unsecured, non-interest bearing and repayable by instalments in ten years commencing from the year 2003.

30. 遞延稅項 (續)

於二零一一年十二月三十一日，本集團可扣減暫時性差異 231,000,000 港元 (二零一零年：8,717,000 港元) 為存貨撥備。因未來產生應課稅溢利而可用以抵銷可扣之暫時性差異之可能性不大，故未有就該等可扣減暫時性差異確認遞延稅項資產。

根據企業所得稅法，於中國成立的公司就自二零零八年一月一日起賺取的溢利向非中國居民投資者宣派股息時須繳納 10% 預扣所得稅。於香港註冊成立的投資者則可享有優惠稅率 5%。由於本集團可控制暫時差額的撥回時間且暫時差額於可見將來有可能不獲撥回，故並無就該等中國附屬公司的未分派溢利應佔的暫時差額 433,753,000 港元 (二零一零年：192,710,000 港元) 在綜合財務報表中作遞延稅項撥備。

31. 其他長期應付款項

	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Total other long-term payable	235	470
Less: current portion included in other payables	(235)	(235)
	—	235

該款項指收購物業、廠房及設備的應付款項，乃無抵押、免息，且須自二零零三年起計十年內分期償還。

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32.SHARE CAPITAL

32.股本

		Number of shares	Amount
		股份數目	金額 HK\$ 港元
Ordinary shares of HK\$0.0001 each	每股面值0.0001港元的普通股		
Authorised:	法定：		
At 1 January 2010, 31 December 2010 and 31 December 2011	於二零一零年一月一日、 二零一零年十二月三十一日 及二零一一年十二月三十一日	10,000,000,000	1,000,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2010	於二零一零年一月一日	1,045,000,000	104,500
Exercise of share options	行使購股權	2,274,675	227
Issue of shares on 22 December 2010 (note)	於二零一零年十二月二十二日 發行股份(附註)	90,000,000	9,000
At 31 December 2010	於二零一零年十二月三十一日	1,137,274,675	113,727
Exercise of share options	行使購股權	3,411,100	341
As at 31 December 2011	於二零一一年十二月三十一日	1,140,685,775	114,068
			HK\$'000 千港元
Shown in the consolidated financial statements	於綜合財務報表內列示為		
As at 31 December 2011	於二零一一年十二月三十一日		114
As at 31 December 2010	於二零一零年十二月三十一日		114

32.SHARE CAPITAL (Continued)

Note: On 9 December 2010, arrangements were made for a private placement to independent private investors of 90,000,000 shares of HK\$0.0001 each in the Company held by Wellrun Limited, the controlling shareholder of the Company, at a price of HK\$7.85 per share representing a discount of approximately 11.10% to the closing market price of the Company's shares on 9 December 2010.

Pursuant to a subscription agreement of the same date, Wellrun Limited subscribed for 90,000,000 new shares of HK\$0.0001 each in the Company at a price of HK\$7.85 per share. The proceeds were used for existing and future acquisitions, capital expenditure on plant and machinery and as general working capital of the Group. These new shares were issued under the general mandate granted to the directors at the annual general meeting of the Company held on 27 May 2010.

The new shares allotted and issued rank pari passu in all respects with other shares in issue.

32.股本 (續)

附註：於二零一零年十二月九日，已就向獨立私人投資者私人配售由本公司控股股東好運有限公司持有之90,000,000股每股0.0001港元之本公司股份作出安排，有關價格為每股7.85港元，較本公司股份於二零一零年十二月九日之收市價折讓約11.10%。

根據同日之認購協議，好運有限公司按每股7.85港元之價格認購90,000,000股每股0.0001港元之本公司新股份。所得款項已用於現時及未來收購、廠房及機器之資本開支及本集團之一般營運資金。該等新股份乃根據本公司於二零一零年五月二十七日舉行之股東週年大會向董事授出之一般授權發行。

新配發及發行的股份在所有方面與其他已發行股份具相同地位。

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33. ACQUISITION OF ASSETS AND LIABILITIES THROUGH ACQUISITION OF A SUBSIDIARY

In July 2010, the Group acquired a 99.68% equity interest in Jiangsu Jiangyin Port Container Company Limited ("Jiangyin Container") and related operating assets from independent third parties for an aggregate consideration of RMB221,110,000 (equivalent to HK\$251,261,000). Jiangyin Container was previously engaged in the business of the provision of port services including warehousing, stevedoring and transportation of goods. The acquisition provides the Group with an exclusive port along the Yangzi River to serve as a regional logistics and distribution hub supporting the Group's recycling base in the Jiangsu region. The Group accounted for the transaction as acquisition of assets and liabilities.

The assets acquired and liabilities recognised in the transaction are as follows:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	206,284
Prepaid lease payments	預付租賃款項	45,962
Other payables	其他應付款項	(178)
		252,068

The non-controlling interest of 0.32% in Jiangyin Container recognised at the acquisition date was measured by reference to the non-controlling interests' proportionate share of fair value of the net assets of Jiangyin Container and amounted to HK\$807,000.

Cash outflow arising on acquisition	收購產生之現金流出	
Consideration paid in cash	以現金支付之代價	251,261

33. 透過收購一間附屬公司收購資產及負債

於二零一零年七月，本集團向獨立第三方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221,110,000元（相當於251,261,000港元）。江陰集裝箱之前從事提供港口服務之業務，包括倉儲、碼頭裝卸及貨物運輸。該收購為本集團提供位於長江之獨家港口，作為支持本集團在江蘇地區之回收基地之地區物流及分銷中心。本集團將該交易確認為收購資產及負債。

於該交易收購之資產及確認之負債如下：

	HK\$'000 千港元
Property, plant and equipment	206,284
Prepaid lease payments	45,962
Other payables	(178)
	252,068

於收購日期確認之江陰集裝箱0.32%非控制權益乃參考非控制權益佔江陰集裝箱淨資產之公平值之比例計算，為807,000港元。

Cash outflow arising on acquisition	收購產生之現金流出	
Consideration paid in cash	以現金支付之代價	251,261

34. DEREGISTRATION/DISPOSAL OF SUBSIDIARIES

For the year ended 31 December 2011

During the year, the Group deregistered its wholly-owned subsidiary, Yatong Metal (Shenzhen) Co., Ltd..

34. 註銷／出售附屬公司

截至二零一一年十二月三十一日止年度

年內，本集團註銷一間全資附屬公司亞銅金屬(深圳)有限公司。

HK\$'000
千港元

Net assets immediately before deregistration:	緊接註銷前的淨資產：	
Bank balances and cash	銀行結餘及現金	6,872
Cumulative exchange differences in respect of the net assets of the subsidiary reclassified from equity to profit or loss on loss of control of the subsidiary representing gain on deregistration	因註銷而失去附屬公司控制權而將與附屬公司淨資產由權益重新分類至損益之收益之累計匯兌差異	198

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34. DEREGISTRATION/DISPOSAL OF SUBSIDIARIES (Continued)

For the year ended 31 December 2010

In September 2010, the Group entered into an agreement to dispose of its entire 70% equity interest in Zhangjiagang Rongli Zaisheng Ziyuan Co., Ltd. ("Zhangjiagang Rongli"), which is engaged in collection, processing and sale of recycled scrap metal. The net assets of Zhangjiagang Rongli at the date of disposal were as follows:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	4,463
Inventories	存貨	5,209
Trade and other receivables and deposits	貿易及其他應收款項及按金	14,606
Bank balances and cash	銀行結餘及現金	373
Trade and other payables	貿易及其他應付款項	(14,840)
Net assets disposal of		9,811
Gain on disposal of a subsidiary		
Consideration received	已收代價	13,258
Net assets disposed of	已出售淨資產	(9,811)
Non-controlling interests	非控股權益	5,524
Cumulative exchange differences in respect of the net assets of the subsidiary reclassified from equity to profit or loss on loss of control of the subsidiary	因失去附屬公司控制權而將與附屬公司淨資產由權益重新分類至損益之累計匯兌差異	307
Gain on disposal		9,278
Net cash inflow arising on disposal		
Cash consideration	現金代價	13,258
Less: bank balances and cash disposed of	減：已出售銀行結餘及現金	(373)
		12,885

34. 註銷／出售附屬公司 (續)

截至二零一零年十二月三十一日止年度

於二零一零年九月，本集團訂立協議，出售其於張家港容利再生資源有限公司（「張家港容利」）之全部70%股權，張家港容利從事回收、加工及銷售回收廢金屬。張家港容利於出售日期之淨資產如下：

35. PLEDGE OF ASSETS

The Group had the following assets pledged to banks to secure the general banking facilities granted to the Group at the end of the reporting period:

		2011	2010
		二零一一年	二零一零年
		HK\$'000	HK\$'000
		千港元	千港元
Inventories	存貨	534,462	398,776
Bills receivable	應收票據	1,500,298	449,358
Bank deposits	銀行存款	1,334,043	1,630,541
Investment properties	投資物業	—	1,638
Prepaid lease payments	預付租賃款項	—	2,720
Trade receivables	貿易應收款項	—	53,535
		3,368,803	2,536,568

35. 資產抵押

於報告期末，本集團已將以下資產抵押予銀行，以擔保本集團獲授的一般銀行融資：

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36. OPERATING LEASES

The Group as lessee

Minimum lease payments paid under operating leases during the year are as follows:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Office and factory premises	辦公室及廠房	26,133	26,063

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable leases which fall due as follows:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Within one year	一年內	16,589	20,153
In the second to fifth years inclusive	第二至第五年(包括首尾兩年)	39,222	35,167
Over five years	五年以上	87,039	81,800
		142,850	137,120

Operating lease payments mainly represent rentals payable by the Group for leasehold land and office and factory premises in the PRC. Leases are negotiated for terms of fifteen to twenty years and rentals are fixed during the lease period.

36. 經營租賃

本集團作為承租人

年內根據經營租賃已付最低租賃款項如下：

	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Office and factory premises	26,133	26,063

於報告期末，本集團根據於以下日期到期的不可撤銷租賃的未來最低租賃付款的承擔如下：

	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Within one year	16,589	20,153
In the second to fifth years inclusive	39,222	35,167
Over five years	87,039	81,800
	142,850	137,120

經營租賃付款主要指本集團就其位於中國的租賃土地及辦公室及廠房應付的租金。經磋商的租賃土地，賃年期為十五至二十年，租賃期內租金固定。

36. OPERATING LEASES (Continued)

The Group as lessor

Property rental income earned during the year is as follows:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Rental income	租金收入	—	165

The Group did not have any operating leases arrangements with tenants at the end of both reporting periods.

36. 經營租賃 (續)

本集團作為出租人

於年內所賺取的物業租金收入如下：

	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
	—	165

本集團於兩個報告期間均並無與租戶訂立任何經營租賃協議。

37. CAPITAL COMMITMENTS

Capital expenditure contracted for but not provided in the consolidated financial statements in respect of:	已訂約但並無於綜合財務報表內撥備的資本開支：
– acquisition of property, plant and equipment	– 收購物業、廠房及設備
– addition of construction in progress	– 新增在建工程
– addition of land use rights	– 增購土地使用權
– capital injection in an associate	– 於一間聯營公司注資

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
		5,333	67,065
		8,609	11,206
		97,561	4,598
		32,399	235,294
		143,902	318,163

37. 資本承擔

	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
	5,333	67,065
	8,609	11,206
	97,561	4,598
	32,399	235,294
	143,902	318,163

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38.SHARE-BASED PAYMENT TRANSACTIONS

Equity-settled share option schemes

(a) Pre-IPO Share Option Scheme

Pursuant to a written resolution of the then 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. 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. It aims to give Eligible Participants an opportunity to acquire a personal stake in the Company and help motivate Eligible Participants to optimise their performance and efficiency, and also to help attract or retain Eligible Participants whose contributions are important to the long-term growth and profitability of the Group.

The maximum number of shares in respect of which options may be granted is 100,000,000 shares, representing 10% of shares of the issued share capital of the Company immediately upon listing of the shares of the Company on the Stock Exchange on 22 June 2009 ("Listing"), but excluding any shares which may fall to be issued upon the exercise of the options granted or to be granted under the Pre-IPO Scheme, the other schemes and shares that may fall to be issued upon the exercise of the over-allotment option in connection with the Listing.

Options granted have to be taken up within a period of 60 days from the date of offer upon payment of HK\$1.

38.以股份支付交易

以權益結算購股權計劃

(a) 首次公開發售前購股權計劃

根據本公司當時的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所有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。首次公開發售前計劃旨在嘉獎合資格參與人士為本集團的發展作出的或可能作出的貢獻，向合資格參與人士提供收購本公司個人權益的機會，並有助推動合資格參與人士提升彼等的表現及效率，並吸引或挽留對本集團長遠發展及盈利有重大貢獻的合資格參與人士。

有關購股權可授出的股份數目上限為100,000,000股股份，相當於本公司於緊隨本公司股份於二零零九年六月二十二日於聯交所上市（「上市」）後已發行股本10%，惟不包括可能因行使根據首次公開發售前計劃及其他計劃授出或將予授出購股權而發行的股份，以及可能因行使有關上市的超額配股權而發行的股份。

本公司授出的購股權只限於提呈日期後六十日內接納，接納時須支付1港元。

38.SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

Equity-settled share option schemes (Continued)

(a) Pre-IPO Share Option Scheme (Continued)

Share options granted under the Pre-IPO Scheme are exercisable at the initial offer price to the public (i.e. HK\$5.18 per share) in the Listing. Each of the holders of the share options under the Pre-IPO Scheme shall be entitled to exercise his/her options in the following manner:

Service period that
share options can be
exercised after the date of Listing
於上市日期後可行使購股權的服務期間

Attaining 1 year	持有1年
Attaining 2 years	持有2年
Attaining 3 years	持有3年

38.以股份支付交易 (續)

以權益結算購股權計劃 (續)

(a) 首次公開發售前購股權計劃 (續)

上市時根據首次公開發售前計劃授出的購股權可按給予公眾人士的首次發售價(即每股股份5.18港元)行使。首次公開發售前計劃的購股權持有人均有權按以下方式行使其購股權：

Maximum accumulated
percentage of
share options exercisable
可行使購股權的
累計百分比上限

33.33%
66.67%
100%

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38.SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

Equity-settled share option schemes (Continued)

(a) Pre-IPO Share Option Scheme (Continued)

The total number of shares in respect of which options had been granted and remained outstanding as at 31 December 2011 was 17,494,210 (2010: 20,553,510) shares, representing approximately 1.53% (2010: 1.81%) of the issued share capital of the Company at that date. Details of the share options granted under the Pre-IPO Scheme and their movements are as follows:

Category of Eligible Participants 合資格參與人士類別	Date of grant 授出日期	Exercise price per share 每股行使價	Exercisable period 行使期	Vesting date 歸屬日期	Outstanding as at 1.1.2010	Forfeited during the year 於年內沒收	Transferred during the year 於年內轉讓	Exercised during the year 於年內行使	Outstanding as at 31.12.2010	Exercised during the year 於年內行使	Outstanding as at 31.12.2011
					於二零一零年一月一日尚未行使				於二零一零年十二月三十一日尚未行使		於二零一一年十二月三十一日尚未行使
Directors 董事	19 June 2009 二零零九年六月十九日	HK\$5.18 5.18港元	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	22 June 2010 二零一零年六月二十二日	3,474,902	—	(128,700)	—	3,346,202	(514,800)	2,831,402
			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	23 June 2011 二零一一年六月二十三日	3,474,904	—	(128,700)	—	3,346,204	—	3,346,204
			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	23 June 2012 二零一二年六月二十三日	3,474,904	—	(128,700)	—	3,346,204	—	3,346,204
					10,424,710	—	(386,100)	—	10,038,610	(514,800)	9,523,810
Employees under continuous employment contract 連續僱傭合約的僱員	19 June 2009 二零零九年六月十九日	HK\$5.18 5.18港元	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	22 June 2010 二零一零年六月二十二日	4,166,666	(32,175)	128,700	(2,274,675)	1,988,516	(1,417,525)	570,991
			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	23 June 2011 二零一一年六月二十三日	4,166,667	(32,175)	128,700	—	4,263,192	(1,126,975)	3,136,217
			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	23 June 2012 二零一二年六月二十三日	4,166,667	(32,175)	128,700	—	4,263,192	—	4,263,192
					12,500,000	(96,525)	386,100	(2,274,675)	10,514,900	(2,544,500)	7,970,400
					22,924,710	(96,525)	—	(2,274,675)	20,553,510	(3,059,300)	17,494,210
Exercisable at the end of the year 年末可行使									5,334,718		9,884,814

38.以股份支付交易 (續)

以權益結算購股權計劃 (續)

(a) 首次公開發售前購股權計劃 (續)

於二零一一年十二月三十一日，與已授出及尚未行使購股權有關之股份總數為17,494,210股（二零一零年：20,553,510股），約佔本公司於該日之已發行股本1.53%（二零一零年：1.81%）。根據首次公開發售前計劃授出的購股權及其變動詳情如下：

38.SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

Equity-settled share option schemes (Continued)

(a) Pre-IPO Share Option Scheme (Continued)

In respect of the share options exercised during the year, the weighted average share price at the dates of exercise is HK\$9.74 (2010: HK\$8.33) per share.

The Group recognised an expense of HK\$9,488,000 (2010: HK\$20,181,000) for the year in relation to share options granted by the Company under the Pre-IPO Scheme.

38.以股份支付交易 (續)

以權益結算購股權計劃 (續)

(a) 首次公開發售前購股權計劃 (續)

就年內行使之購股權，於行使日期之加權平均股份價格為每股9.74港元(二零一零年：8.33港元)。

本集團於年內就有關本公司根據首次公開發售前計劃授出購股權確認開支9,488,000港元(二零一零年：20,181,000港元)。

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38.SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

Equity-settled share option schemes (Continued)

(b) Share Option Scheme

Also, pursuant to a written resolution of the then 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 of directors, will contribute or have contributed to the Company and/or any of its subsidiaries. The Scheme is a share incentive scheme and is established to recognise and acknowledge the contributions Eligible Scheme Participants had or may have made to the Group. The Scheme will provide Eligible Scheme Participants an opportunity to have a personal stake in the Company with the view to motivating Eligible Scheme Participants to optimise their performance efficiency for the benefit of the Group and to attract and retain or otherwise maintain on-going business relationships with Eligible Scheme Participants whose contributions are or will be beneficial to the long-term growth of the Group. The Scheme is valid and effective for a period of 10 years from 22 June 2009, the date of Listing.

38.以股份支付交易 (續)

以權益結算購股權計劃 (續)

(b) 購股權計劃

此外，根據本公司當時的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，本公司或可向任何全職或兼職僱員、行政人員或高級職員（包括本公司或任何其附屬公司的董事，以及董事會全權認為將會或一直為本公司及／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。該計劃是一項股份獎勵計劃，為嘉許及答謝合資格計劃參與人士對本集團作出或可能作出的貢獻而設立。該計劃將為合資格計劃參與人士提供一個於本公司擁有個人權益的機會，以激勵彼等為本集團的利益而致力提升其表現及效率，並吸引及挽留合資格計劃參與人士或另行與合資格計劃參與人士保持持續的業務關係，而該等合資格參與人士的貢獻，乃對或將對本集團的長遠發展有利。該計劃自二零零九年六月二十二日上市日期起計10年內有效。

38.SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

Equity-settled share option schemes (Continued)

(b) Share Option Scheme (Continued)

The maximum number of shares which may be issued upon exercise of all options to be granted under the Scheme shall not in aggregate exceed 10% of shares of the Company as of the date of the approval by the shareholders in general meeting, without approval from the Company's shareholders. The shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes of the Company at any time shall not exceed 30% of the shares in issue from time to time. The maximum number of shares issued and which may fall to be issued upon exercise of the options granted under the Scheme and any other share option schemes of the Company (including both exercised and outstanding options) to each Eligible Scheme Participant in any twelve-month period up to the date of grant shall not exceed 1% of the shares in issue as of the date of grant.

Any grant of options to a director, chief executive or substantial shareholder (as defined in the Listing Rules) of the Company or any of their respective associates is required to be approved by the independent non-executive directors (excluding any independent non-executive director who is the grantee of the options). Where granting of options to a substantial shareholder or any independent non-executive director or their respective associates which will result in the number of shares issued and to be issued upon exercise of options granted and to be granted (including options exercised, cancelled and outstanding) to such person in the twelve-month period up to and including the date of such grant exceed of 0.1% of the total number of shares in issue and have an aggregate value in excess of HK\$5,000,000, based on the official closing price of the shares at the date of each grant, such proposed grant of options will be subject to the issue of a circular by the Company and the approval of the shareholders in general meeting.

38.以股份支付交易 (續)

以權益結算購股權計劃 (續)

(b) 購股權計劃 (續)

可能因行使根據該計劃將授出的所有購股權而發行的股份數目上限合計不得超過股東於股東大會批准日期的本公司股份10% (無須本公司股東批准)。可能因行使根據該計劃及本公司任何其他購股權計劃所授出但尚未行使的所有購股權而發行的股份於任何時候不得超過不時已發行股份的30%。在任何十二個月期間直至授出日期可能因行使根據該計劃及本公司任何其他購股權計劃向每名合資格計劃參與人士授出的購股權 (包括已行使及尚未行使的購股權) 而發行及將發行的股份總數不得超過於授出日期已發行股份的1%。

向本公司董事、主要行政人員或主要股東 (定義見上市規則) 或彼等各自的任何聯繫人授出任何購股權，須經獨立非執行董事 (不包括任何身為購股權承授人的獨立非執行董事) 批准。當向主要股東或任何獨立非執行董事或彼等各自的任何聯繫人授出購股權，將導致於十二個月期間直至授出日期 (包括授出日期) 因行使向每名該等人士授出及將授出的購股權 (包括已行使、已註銷及尚未行使購股權) 而發行及將發行股份的數目合計超過已發行股份總數0.1%，且根據各授出日期股份的官方收市價計算，總值超過5,000,000港元，則須待本公司發出通函並經股東在股東大會上批准，方可建議授出上述購股權。

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38.SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

Equity-settled share option schemes (Continued)

(b) Share Option Scheme (Continued)

Options granted have to be taken up within a period of 30 days from the date of offer upon payment of HK\$1.

The exercise price is determined by the board of directors and but in any event shall not be less than the highest of:

- (i) the official closing price of the shares on the Stock Exchange as stated in the daily quotation sheets of the Stock Exchange on the offer date, which must be a day on which the Stock Exchange is open for the business of dealing in securities;
- (ii) the average of the official closing price of the shares on the Stock Exchange as stated in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the offer date; and
- (iii) the nominal value of the shares.

Options granted are exercisable for a period to be notified by the board of directors to each grantee and such period shall expire not later than 10 years from the date of grant of options.

During the year ended 31 December 2011, 833,333 and 2,951,598 (2010: 828,317 and 2,691,619) options were granted to Eligible Scheme Participants under the Scheme on 28 January 2011 and 26 August 2011 (2010: 8 June 2010 and 27 August 2010), respectively. The estimated fair values of the options granted on those dates are HK\$3,272,000 and HK\$10,539,000 (2010: HK\$2,659,000 and HK\$9,062,000), respectively.

The total number of shares in respect of which options had been granted and remained outstanding was 12,101,574 (2010: 9,126,342) shares, representing approximately 1.06% (2010: 0.80%) of the issued share capital of the Company at 31 December 2011.

38.以股份支付交易 (續)

以權益結算購股權計劃 (續)

(b) 購股權計劃 (續)

所授購股權只限於提呈日期起計30日內接納，接納時須支付1港元。

行使價由董事會決定，惟該價格於任何情況下不得低於下列各項的最高者：

- (i) 於提呈日期(須為聯交所辦理證券交易業務的日子)聯交所每日報價表所載股份在聯交所的官方收市價；
- (ii) 緊接提呈日期前五個營業日聯交所每日報價表所載股份在聯交所的平均官方收市價；及
- (iii) 股份面值。

所授購股權可於董事會知會各承授人的期間行使，而該期間須於授出購股權日期十年後屆滿。

截至二零一一年十二月三十一日止年度，已根據該計劃分別於二零一一年一月二十八日及二零一一年八月二十六日(二零一零年：二零一零年六月八日及二零一零年八月二十七日)向合資格計劃參與者授出833,333份及2,951,598份(二零一零年：828,317份及2,691,619份)購股權。於該等日期授出之購股權之估計公平值分別為3,272,000港元及10,539,000港元(二零一零年：2,659,000港元及9,062,000港元)。

於二零一一年十二月三十一日，與已授出及尚未行使購股權有關之股份總數為12,101,574股(二零一零年：9,126,342股)，約佔本公司於該日之已發行股本1.06%(二零一零年：0.80%)。

38.SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

Equity-settled share option schemes (Continued)

(b) Share Option Scheme (Continued)

Share options granted under the Scheme on 28 January 2011 and 26 August 2011 are exercisable at the prices of HK\$9.00 and HK\$8.47 per share, respectively. Each of the holders of the share options under the Scheme shall be entitled to exercise his/her options in the following manner:

Date of grant 授出日期	Relevant date 有關日期	Service period that share options can be exercised after the relevant date 於有關日期後 可行使購股權的服務期間	Maximum accumulated percentage of share options exercisable 可行使購股權的 累計百分比上限
24 December 2009 二零零九年十二月二十四日	1 November 2009 二零零九年十一月一日	Attaining 1 year 持有1年	33.33%
		Attaining 2 years 持有2年	66.67%
		Attaining 3 years 持有3年	100%
8 June 2010 二零一零年六月八日	8 June 2010 二零一零年六月八日	Attaining 1 year 持有1年	33.33%
		Attaining 2 years 持有2年	66.67%
		Attaining 3 years 持有3年	100%
27 August 2010 二零一零年八月二十七日	1 July 2010 二零一零年七月一日	Attaining 1 year 持有1年	33.33%
		Attaining 2 years 持有2年	66.67%
		Attaining 3 years 持有3年	100%
28 January 2011 二零一一年一月二十八日	28 January 2011 二零一一年一月二十八日	Attaining 1 year 持有1年	33.33%
		Attaining 2 years 持有2年	66.67%
		Attaining 3 years 持有3年	100%
26 August 2011 二零一一年八月二十六日	26 August 2011 二零一一年八月二十六日	Attaining 1 year 持有1年	33.33%
		Attaining 2 years 持有2年	66.67%
		Attaining 3 years 持有3年	100%

38.以股份支付交易 (續)

以權益結算購股權計劃 (續)

(b) 購股權計劃 (續)

於二零一一年一月二十八日及二零一一年八月二十六日根據該計劃授出的購股權分別按每股9.00港元及每股8.47港元的價格行使。該計劃的購股權各持有人有權按以下方式行使其購股權：

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38.SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

Equity-settled share option schemes (Continued)

(b) Share Option Scheme (Continued)

Details of the share options granted under the Scheme and their movements are as follows:

Category of Eligible Scheme Participants	Date of grant	Exercise price per share	Exercisable period	Vesting date	Outstanding as at	Transferred during the year	Granted during the year	Outstanding as at	Granted during the year	Exercised during the year	Forfeited during the year	Outstanding as at
					1.1.2010			31.12.2010				31.12.2011
合資格參與人士類別	授出日期	每股行價	行使期	歸屬日期	於二零一零年一月一日尚未行使	於年內轉讓	於年內授出	於二零一零年十二月三十一日尚未行使	於年內授出	於年內行使	於年內沒收	於二零一一年十二月三十一日尚未行使
A director 一位董事	24 December 2009 二零零九年十二月二十四日	HK\$8.74 8.74港元	1 November 2010-	1 November 2010	—	1,144,164	—	1,144,164	—	—	—	1,144,164
			23 December 2017	二零一零年十一月一日 至二零一零年十一月一日	—	1,144,165	—	1,144,165	—	—	—	1,144,165
			23 December 2017	二零一一年十一月一日 至二零一一年十一月一日	—	1,144,165	—	1,144,165	—	—	—	1,144,165
Employees under continuous employment contract 連續僱傭合約的僱員	24 December 2009 二零零九年十二月二十四日	HK\$8.74 8.74港元	1 November 2010-	1 November 2010	1,868,802	(1,144,164)	—	724,638	—	(266,600)	(233)	457,805
			23 December 2017	二零一零年十一月一日 至二零一零年十一月一日	1,868,802	(1,144,165)	—	724,637	—	—	(228,833)	495,804
			23 December 2017	二零一一年十一月一日 至二零一一年十一月一日	1,868,802	(1,144,165)	—	724,637	—	—	(228,833)	495,804
					5,606,406	(3,432,494)	—	2,173,912	—	(266,600)	(457,899)	1,449,413
A director 一位董事	8 June 2010 二零一零年六月八日	HK\$6.78 6.78港元	8 June 2011-	8 June 2011	—	—	128,700	128,700	—	—	—	128,700
			7 June 2018	二零一一年六月八日 至二零一一年六月八日	—	—	128,700	128,700	—	—	—	128,700
			7 June 2018	二零一二年六月八日 至二零一二年六月八日	—	—	128,700	128,700	—	—	—	128,700
					—	—	386,100	386,100	—	—	—	386,100

38.以股份支付交易 (續)

以權益結算購股權計劃 (續)

(b) 購股權計劃 (續)

根據該計劃授出的購股權及變動詳情如下：

38.SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

Equity-settled share option schemes (Continued)

(b) Share Option Scheme (Continued)

Category of Eligible Scheme Participants 合資格參與人士類別	Date of grant 授出日期	Exercise price per share 每股行使價	Exercisable period 行使期	Vesting date 歸屬日期	Outstanding as at 1.1.2010 於二零一零年一月一日尚未行使	Transferred during the year 於年內轉讓	Granted during the year 於年內授出	Outstanding as at 31.12.2010 於二零一零年十二月三十一日尚未行使	Granted during the year 於年內授出	Exercised during the year 於年內行使	Forfeited during the year 於年內沒收	Outstanding as at 31.12.2011 於二零一一年十二月三十一日尚未行使	
					—		—	—	—	—	—	—	
Employees under continuous employment contract 連續僱傭合約的僱員	8 June 2010 二零一零年六月八日	HK\$6.78 6.78港元	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	8 June 2011 二零一一年六月八日	—	—	147,405	147,405	—	—	—	147,405	
			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	8 June 2012 二零一二年六月八日	—	—	147,406	147,406	—	—	—	147,406	
			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	8 June 2013 二零一三年六月八日	—	—	147,406	147,406	—	—	—	147,406	
					—	—	442,217	442,217	—	—	—	442,217	
Employees under continuous employment contract 連續僱傭合約的僱員	27 August 2010 二零一零年八月二十七日	HK\$7.80 7.80港元	1 July 2011-26 August 2018 二零一一年七月一日至二零一八年八月二十六日	1 July 2011 二零一一年七月一日	—	—	897,206	897,206	—	(85,200)	—	812,006	
			1 July 2012-26 August 2018 二零一二年七月一日至二零一八年八月二十六日	1 July 2012 二零一二年七月一日	—	—	897,206	897,206	—	—	—	897,206	
			1 July 2013-26 August 2018 二零一三年七月一日至二零一八年八月二十六日	1 July 2013 二零一三年七月一日	—	—	897,207	897,207	—	—	—	897,207	
					—	—	2,691,619	2,691,619	—	(85,200)	—	2,606,419	
Employee under continuous employment contract 連續僱傭合約的僱員	28 January 2011 二零一一年一月二十八日	HK\$9.00 9.00港元	28 January 2012-27 January 2019 二零一二年一月二十八日至二零一九年一月二十七日	28 January 2012 二零一二年一月二十八日	—	—	—	—	277,778	—	—	277,778	
			28 January 2013-27 January 2019 二零一三年一月二十八日至二零一九年一月二十七日	28 January 2013 二零一三年一月二十八日	—	—	—	—	277,778	—	—	—	277,778
			28 January 2014-27 January 2019 二零一四年一月二十八日至二零一九年一月二十七日	28 January 2014 二零一四年一月二十八日	—	—	—	—	277,777	—	—	—	277,777
					—	—	—	—	833,333	—	—	833,333	

38.以股份支付交易 (續)

以權益結算購股權計劃 (續)

(b) 購股權計劃 (續)

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38.SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

Equity-settled share option schemes (Continued)

(b) Share Option Scheme (Continued)

Category of Eligible Scheme	Participants	Exercise price per share	Exercisable period	Vesting date	Outstanding as at	Transferred during the year	Granted during the year	Outstanding as at	Granted during the year	Exercised during the year	Forfeited during the year	Outstanding as at
					1.1.2010		31.12.2010	31.12.2011				
	Date of grant				於二零一零年一月一日尚未行使	於年內轉讓	於年內授出	於二零一零年十二月三十一日尚未行使	於年內授出	於年內行使	於年內沒收	於二零一一年十二月三十一日尚未行使
	授出日期	每股行使價	行使期	歸屬日期								
Employee under continuous employment contract	26 August 2011	HK\$8.47	26 August 2012-21 May 2019	26 August 2012	—	—	—	—	983,857	—	—	983,857
連續僱傭合約的僱員	二零一一年八月二十六日	8.47港元	二零一二年八月二十六日至二零一九年五月二十一日	二零一二年八月二十六日	—	—	—	—	983,868	—	—	983,868
			26 August 2013-21 May 2019	26 August 2013	—	—	—	—	983,873	—	—	983,873
			二零一三年八月二十六日至二零一九年五月二十一日	二零一三年八月二十六日	—	—	—	—	983,873	—	—	983,873
			26 August 2014-21 May 2019	26 August 2014	—	—	—	—	983,873	—	—	983,873
			二零一四年八月二十六日至二零一九年五月二十一日	二零一四年八月二十六日	—	—	—	—	983,873	—	—	983,873
					—	—	—	—	2,951,598	—	—	2,951,598
					5,606,406	—	3,519,936	9,126,342	3,784,931	(351,800)	(457,899)	12,101,574
								1,868,802				4,330,049

In respect of the share options exercised during the year, the weighted average share price at the dates of exercise is HK\$10.65 (2010: N/A) per share.

38.以股份支付交易 (續)

以權益結算購股權計劃 (續)

(b) 購股權計劃 (續)

就年內行使之購股權，於行使日期之加權平均股份價格為每股10.65港元(二零一零年：不適用)。

38.SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

Equity-settled share option schemes (Continued)

(b) Share Option Scheme (Continued)

The fair values of the options were calculated using the Binomial model. The inputs into the model were as follows:

		Share options granted on 28 January 2011 於二零一一年一月二十八日授出之購股權	Share options granted on 26 August 2011 於二零一一年八月二十六日授出之購股權	Share options granted on 8 June 2010 於二零一零年六月八日授出之購股權	Share options granted on 27 August 2010 於二零一零年八月二十七日授出之購股權
Market price	市價	HK\$9.00港元	HK\$8.47港元	HK\$6.52港元	HK\$7.65港元
Exercise price	行使價	HK\$9.00港元	HK\$8.47港元	HK\$6.78港元	HK\$7.80港元
Expected volatility	預計波幅	56.00%	55.43%	58.06%	58.32%
Expected life	預計年期	4.5 to 5.5 years 4.5 至 5.5 年	4.37 to 5.37 years 4.37 至 5.37 年	4.5 to 5.5 years 4.5 至 5.5 年	4.42 to 5.42 years 4.42 至 5.42 年
Risk-free rate	無風險利率	1.58% to 1.92%	0.62% to 0.88%	1.401% to 1.657%	0.91% to 1.16%
Expected dividend yield	預期股息收益率	1.50%	1.50%	1.51%	1.48%

Expected volatility was determined by using the historical volatility of the stock return of certain comparable listed companies.

The variables and assumptions used in computing the fair values of the share options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

The Group recognised an expense of HK\$13,588,000 (2010: HK\$14,580,000) for the year in relation to share options granted by the Company under the Scheme.

38.以股份支付交易 (續)

以權益結算購股權計劃 (續)

(b) 購股權計劃 (續)

購股權公允值按二項式模式計算，該模式所輸入數據如下：

預計波幅按若干可資比較上市公司的股份回報過往波幅釐定。

計算購股權公允值所用變量及假設按董事的最佳估計而定。購股權價值因若干主觀假設的不同變數而有所不同。

本集團於年內就本公司根據該計劃授出購股權確認開支13,588,000港元(二零一零年：14,580,000港元)。

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39. RETIREMENT BENEFIT PLANS

The Group operates a Mandatory Provident Fund Scheme (“MPF Scheme”) for all qualifying employees in Hong Kong under the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rule of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at rates specified in the rules. The only obligation of the Group with respect of MPF Scheme is to make the required contributions under the scheme. No forfeited contribution is available to reduce the contribution payable in the future years.

The employees employed in the PRC are members of the state-managed retirement benefit schemes operated by the PRC government. The PRC subsidiaries are required to contribute a certain percentage of their basic payroll to the retirement benefit schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefit schemes is to make the required contributions under the schemes. No forfeited contribution is available to reduce the contribution payable in the future years.

39. 退休福利計劃

本集團根據強制性公積金計劃條例為所有合資格香港僱員設立強制性公積金計劃（「強積金計劃」）。強積金計劃的資產存放於由獨立受託人控制的基金，與本集團的資產分開持有。根據強積金計劃的規則，僱主及其僱員均須按規則指定的比率向該計劃供款。本集團對強積金計劃的唯一責任為按該計劃作出規定的供款。未來年度的應繳供款並無沒收供款可供減低。

本集團於中國聘用的僱員為由中國政府營運的國家管理退休福利計劃的成員。中國附屬公司須按該等僱員基本工資的若干百分比向此退休福利計劃供款，以為此福利提供資金。本集團就該退休福利計劃的唯一責任為按該計劃作出規定的供款。未來年度的應繳供款並無沒收供款可供減低。

40. RELATED AND CONNECTED PARTIES DISCLOSURES

During the year, the Group had transactions with related parties, some of which are deemed to be connected parties pursuant to the Listing Rules. The transactions with these parties during the year, and balances with them at the end of the reporting period, are as follows:

(I) RELATED AND CONNECTED PARTIES

Name of counterparties 對方名稱	Nature of transactions/balances 交易／結餘性質	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Guangzhou Zhujiang Steel Port Co., Ltd. ("Guangzhou Zhujiang"), an associate of the Group 廣州珠鋼碼頭有限公司（「廣州珠鋼碼頭」），本集團的聯營公司	Port loading charges paid (notes a and f) 已付港口裝卸費用（附註a及f）	486	1,378
	Non-trade payable 非貿易應付款項	28,080	—
Guangzhou Asia Steel Property Co., Ltd. ("GAS Property"), a company indirectly owned and controlled by Mr. Chun 廣州亞鋼置業有限公司（「廣州亞鋼置業」），秦先生間接擁有及控制的公司	Rental expenses paid (notes b and g) 已付租金開支（附註b及g）	779	642
	Deposits paid (note 23) 已付按金（附註23）	264	120
Mr. Chun 秦先生	Interest expenses paid (note h) 已付利息開支（附註h）	—	2,514
Wellrun Limited 好運有限公司	Issue of new shares (note h) 發行新股（附註h）	—	706,500
	Interest expenses paid (note h) 已付利息開支（附註h）	3,236	—

40. 有關及關連人士披露

年內，本集團與關連人士進行交易，其中部份該等人士根據上市規則視為關連人士。與該等人士於年內進行的交易及報告期末與彼等的結餘如下：

(I) 有關及關連人士

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40. RELATED AND CONNECTED PARTIES DISCLOSURES (Continued)

40. 有關及關連人士披露 (續)

(II) RELATED PARTY

(II) 有關人士

Name of counterparty 對方名稱	Nature of balance 結餘性質	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Tianjin Steel Pipe Resources Co., Ltd., an associate of the Group 天津天管資源有限公司，本集團的聯營公司	Non-trade receivable 非貿易應收款項	36,585	—

(III) CONNECTED PARTIES

(III) 關連人士

Name of counterparties 對方名稱	Nature of transactions/balances 交易／結餘性質	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Certain subsidiaries of Guangzhou Iron & Steel Enterprises Holdings Limited ("GSEG") 廣州鋼鐵企業集團有限公司 (「廣鋼企業集團公司」) 的若干附屬公司	Sale of recycled metals (notes c and i) 銷售經回收金屬(附註c及i)	5,369,047	5,665,686
	Purchase of scrap metals (notes d and i) 採購廢金屬(附註d及i)	—	1,565,288
	Trade receivables 應收貿易款項	1,973,633	1,900,752
	Bills receivable 應收票據	110,170	566,571
Lane Tone International Material Inc. ("Lane Tone")	Purchase of scrap metals (notes e and i) 採購廢金屬(附註e及i)	4,867	1,461,081
	Trade payables 應付貿易款項	—	23,052

(IV) COMPENSATION OF KEY MANAGEMENT PERSONNEL

(IV) 主要管理人員薪酬

The emolument of directors who are also identified as members of key management of the Group is set out in note 12.

董事(亦為本集團的主要管理人員)的薪酬載於附註12。

40. RELATED AND CONNECTED PARTIES DISCLOSURES (Continued)

Notes:

- (a) On 22 May 2009, Guangzhou Asia Steel Co., Ltd. ("Guangzhou Asia Steel"), a non-wholly owned subsidiary of the Company, and Guangzhou Zhujiang entered into a service agreement (the "Port Loading Service Agreement") under which Guangzhou Zhujiang agreed to provide port loading services to Guangzhou Asia Steel commenced from the date of Listing (i.e. 22 June 2009) and ended on 31 December 2011. By entering into the above connected transactions, Guangzhou Asia Steel would receive port loading services from Guangzhou Zhujiang in a timely and efficient manner. Since certain subsidiaries of GSEG have significant influence on both Guangzhou Asia Steel and Guangzhou Zhujiang, Guangzhou Zhujiang and GSEG are connected persons of the Company under the Listing Rules.

The service fee payable by Guangzhou Asia Steel in relation to the provision of port loading services by Guangzhou Zhujiang is determined on the basis of prevailing market price. The Port Loading Service Agreement was negotiated on an arm's length basis.

The extent of these connected transactions did not exceed the limits as set out in the prospectus of the Company dated 10 June 2009.

40. 有關及關連人士披露 (續)

附註：

- (a) 於二零零九年五月二十二日，本公司的非全資附屬公司廣州亞鋼鋼鐵有限公司（「廣州亞鋼」）與廣州珠鋼碼頭訂立一項服務協議（「港口裝卸服務協議」），據此，廣州珠鋼碼頭同意自上市日期（即二零零九年六月二十二日）起至二零一一年十二月三十一日止向廣州亞鋼提供港口裝卸服務。通過訂立上述關連交易，廣州亞鋼會及時有效地獲取廣州珠鋼碼頭所提供的港口裝卸服務。由於廣鋼企業集團公司若干附屬公司對廣州亞鋼及廣州珠鋼碼頭有重大影響力，根據上市規則，廣州珠鋼碼頭及廣鋼企業集團公司均為本公司的關連人士。

廣州亞鋼就廣州珠鋼碼頭所提供的港口裝卸服務而應付的服務費乃按現行市價釐定。港口裝卸服務協議乃經公平磋商訂立。

該等關連交易範圍並無超過本公司二零零九年六月十日刊發的招股章程所載限額。

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40. RELATED AND CONNECTED PARTIES DISCLOSURES (Continued)

Notes: (Continued)

- (b) On 23 May 2008, Guangzhou Asia Steel entered into an office lease as tenant with GAS Property as landlord, pursuant to which GAS Property agreed to lease to Guangzhou Asia Steel certain office premises in Guangzhou, the PRC at a monthly rental of RMB36,029 for a term from 1 June 2008 to 31 May 2010. The lease was renewed and extended to 30 April 2013 during the year ended 31 December 2010 and the monthly rental remained the same. On 25 April 2010, Guangzhou Asia Steel entered into another two office leases as tenant with GAS Property as landlord, pursuant to which GAS Property agreed to lease to Guangzhou Asia Steel certain office premises in Guangzhou, the PRC at monthly rentals of RMB9,335 and RMB3,118 for terms from 1 June 2010 to 31 May 2013 and from 1 May 2010 to 30 April 2013, respectively. The office premises were leased due to the expansion of the Group's business in Guangzhou and the close proximity of the office premises with the Guangzhou Asia Steel's facility.

The rental rate is determined on the basis of prevailing market rates.

40. 有關及關連人士披露 (續)

附註：(續)

- (b) 於二零零八年五月二十三日，廣州亞鋼（作為承租人）與廣州亞鋼置業（作為業主）訂立一項辦公室租約，據此，廣州亞鋼置業同意將位於中國廣州市的若干辦公室物業租予廣州亞鋼，月租為人民幣36,029元，租期自二零零八年六月一日起至二零一零年五月三十一日止。租賃已於截至二零一零年十二月三十一日止年度續期及延長至二零一三年四月三十日，月租維持不變。於二零一零年四月二十五日，廣州亞鋼（作為租戶）與廣州亞鋼置業（作為業主）訂立另外兩份辦公室租賃，據此廣州亞鋼置業同意向廣州亞鋼出租在中國廣州之若干辦公室物業，月租分別為人民幣9,335元及3,118元，年期分別由二零一零年六月一日至二零一三年五月三十一日及由二零一零年五月一日至二零一三年四月三十日。由於本集團在廣州擴展業務，且上述辦公室物業鄰近廣州亞鋼設施，故廣州亞鋼向廣州亞鋼置業租用該等物業。

上述租金費率乃按現行市場租值。

40. RELATED AND CONNECTED PARTIES DISCLOSURES (Continued)

Notes: (Continued)

- (c) The Group entered into separate sales agreements (the "Sales Agreements") with certain subsidiaries of GSEG to supply them with recycled scrap metals. As the Sales Agreements would expire on 31 December 2011, the Group had entered into new sales agreements in December 2011 to extend the terms for a further three years.

The transaction price in relation to the supply of recycled scrap metals is determined with reference to the prevailing market price of the recycled scrap metals. The Sale Agreements were negotiated on an arm's length basis.

The extent of these connected transactions under the Sales Agreements did not exceed the limit as set out in an announcement of the Company dated 15 October 2010.

- (d) On 15 October 2010, the Company and two subsidiaries of GSEG entered into two purchase agreements (the "Purchase Agreements") pursuant to which the Company agreed to purchase from them and other subsidiaries of GSEG metals for a term commencing from the date the purchase agreements being approved by independent shareholders (i.e. 15 October 2010) until 31 December 2011.

The transaction price in relation to the purchase of metals is determined with reference to the prevailing market price. The Purchase Agreements have been entered into after arm's length negotiations.

The extent of these connected transactions under the Purchase Agreements did not exceed the limits as set out in an announcement of the Company dated 15 October 2010.

40. 有關及關連人士披露 (續)

附註：(續)

- (c) 本集團已與廣鋼企業集團公司的若干附屬公司訂立獨立的銷售協議(「銷售協議」)，向彼等供應經回收廢金屬。由於該等銷售協議將於二零一一年十二月三十一日屆滿，本集團已於二零一一年十二月訂立新銷售協議，進一步延長期限三年。

有關供應經回收廢金屬的交易價乃參考經回收廢金屬的現行市價釐定。銷售協議乃經公平磋商訂立。

根據銷售協議進行的該等關連交易範圍並無超過本公司二零一零年十月十五日刊發的公告所修訂的限額。

- (d) 於二零一零年十月十五日，本公司與廣鋼企業集團公司之兩間附屬公司訂立兩份購買協議(「購買協議」)，據此本公司同意向彼等及廣鋼企業集團公司其他附屬公司購買金屬，年期由購買協議獲獨立股東批准之日(即二零一零年十月十五日)起至二零一一年十二月三十一日止。

有關購買金屬之交易價格乃參考現時市價釐定。購買協議乃經公平磋商訂立。

購買協議項下之該等關連交易之金額並無超過本公司日期為二零一零年十月十五日之公佈所載之限額。

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40. RELATED AND CONNECTED PARTIES DISCLOSURES (Continued)

Notes: (Continued)

- (e) Lane Tone is wholly owned by a former director of Tianjin Yatong, a wholly-owned subsidiary of the Company. Though the director resigned on 29 November 2010, Lane Tone is also considered as a connected person of the Company until 28 November 2011 under the Listing Rules. On 1 June 2009, the Group and Lane Tone entered into a framework purchase agreement (the "Purchase Agreement") pursuant to which the Group has agreed to purchase scrap metals from Lane Tone commenced from the date of Listing (i.e. 22 June 2009) and ended on 31 December 2011.

The purchase price payable by the Group in relation to the purchase of the scrap metals from Lane Tone is determined with reference to the prevailing market price of the scrap metal. The Purchase Agreement was negotiated on an arm's length basis.

The extent of these connected transactions did not exceed the limit as set out in an announcement of the Company dated 15 October 2010 respectively.

- (f) These connected transactions are defined as "continuing connected transactions" in the Listing Rules and are exempt from the independent shareholders' approval requirement under Rules 14A.34 of the Listing Rules, but subject to the reporting and announcement requirement and annual review requirement set out in Rules 14A.45 to 14A.47 and Rules 14A.37 to 14A.40 of the Listing Rules, respectively.
- (g) These connected transactions are defined as "continuing connected transactions" in the Listing Rules and are exempt from the reporting, annual review, announcement or independent shareholders' approval requirement under Rules 14A.33 of the Listing Rules.
- (h) These connected transactions are defined as "connected transactions" in the Listing Rules and are exempt from the reporting, announcement or independent shareholders' approval requirement under Rules 14A.31 of the Listing Rules.

40. 有關及關連人士披露 (續)

附註：(續)

- (e) Lane Tone為本公司全資附屬公司天津亞銅一名前董事全資擁有的公司。儘管該名董事已於二零一零年十一月二十九日辭任，惟根據上市規則，Lane Tone於二零一一年十一月二十八日前仍被視為本公司的關連人士。於二零零九年六月一日，本集團與Lane Tone於二零一一年十一月二十八日前訂立一項框架採購協議（「採購協議」），據此，本集團同意自上市日期（即二零零九年六月二十二日）起至二零一一年十二月三十一日止期間向Lane Tone採購廢金屬。

本集團向Lane Tone採購廢金屬而應付的採購價格參考廢金屬的現行市價釐定。採購協議乃經公平磋商訂立。

該等關連交易範圍並無超過本公司二零一零年十月十五日刊發的公告所修訂的限額。

- (f) 該等關連交易根據上市規則定義為「持續關連交易」，獲豁免遵守上市規則第14A.34條的獨立股東批准規定，但須遵守分別載於上市規則第14A.45至14A.47條及第14A.37至14A.40條的呈報及公佈規定及年度審閱規定。
- (g) 該等關連交易根據上市規則定義為「持續關連交易」，獲豁免遵守上市規則第14A.33條的呈報、年度審閱、公佈或獨立股東批准規定。
- (h) 該等關連交易根據上市規則定義為「關連交易」，獲豁免遵守上市規則第14A.31條的報告、公佈或獨立股東批准的規定。

40. RELATED AND CONNECTED PARTIES DISCLOSURES (Continued)

Notes: (Continued)

- (i) These connected transactions are defined as non-exempt continuing connected transactions in the Listing Rules under Rules 14A.35 of the Listing Rules and are subject to reporting and announcement requirements, independent shareholders' approval requirement and annual review requirement set out in Rules 14A.45 to 14A.47, Rule 14A.48 and Rules 14A.37 to 14A.40 of the Listing Rules, respectively. Waivers from strict compliance with the announcement and independent shareholders' approval requirement on these transactions have been sought from the Stock Exchange.

40. 有關及關連人士披露 (續)

附註：(續)

- (i) 根據上市規則第14A.35條，該等關連交易根據上市規則定義為非豁免持續關連交易，須遵守分別載於上市規則第14A.45至14A.47條、第14A.48條及第14A.37至14A.40條的呈報及公佈規定、獨立股東批准規定及年度審閱規定。已徵求聯交所批准豁免該等交易嚴格遵守公佈及獨立股東批准規定。

41. PARTICULARS OF SUBSIDIARIES AND ASSOCIATES

(I) SUBSIDIARIES

Particulars of the Company's subsidiaries at 31 December 2011 and 31 December 2010 are as follows:

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Form of business structure 業務架構形式	Issued and fully paid share/ quota capital/ registered capital 已發行及繳足股本/ 限額資本/ 註冊資本	Proportion of nominal value of issued share/ quota capital/ registered capital held by the Company 本公司所持		Principal activities 主要業務
				Direct 直接 %	Indirect 間接 %	
Asia Steel (Holdings) Limited 亞洲鋼鐵(控股) 有限公司	The British Virgin Islands (note a) 英屬處女群島(附註a)	Limited liability company 有限公司	US\$200 200美元	100	—	Investment holding 投資控股
Asia Steel (H.K.) Limited 亞洲鋼鐵(香港) 有限公司	Hong Kong (note a) 香港(附註a)	Limited liability company 有限公司	HK\$78,100,000 78,100,000港元	—	100	Investment holding 投資控股

41. 附屬公司及聯營公司的詳情

(I) 附屬公司

本公司附屬公司於二零一一年十二月三十一日及二零一零年十二月三十一日的詳情如下：

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41. PARTICULARS OF SUBSIDIARIES AND ASSOCIATES (Continued)

(I) SUBSIDIARIES (Continued)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Form of business structure 業務架構 形式	Issued and fully paid share/ quota capital/ registered capital 已發行及 繳足股本/ 限額資本/ 註冊資本	Proportion of nominal value of issued share/ quota capital/ registered capital held by the Company 本公司所持		Principal activities 主要業務
				Direct	Indirect	
				直接 %	間接 %	
Asia Steel (Investments) Limited 亞洲鋼鐵(投資)有限公司	Hong Kong (note a) 香港(附註a)	Limited liability company 有限公司	HK\$100,000 100,000港元	—	100	Investment holding 投資控股
Asia Steel (Development) Limited 亞洲鋼鐵(發展)有限公司	Hong Kong (note a) 香港(附註a)	Limited liability company 有限公司	HK\$100,000 100,000港元	—	100	Investment holding 投資控股
Huan Bao Steel Limited 環保鋼鐵有限公司	Hong Kong (note b) 香港(附註b)	Limited liability company 有限公司	HK\$10,000 10,000港元	—	100	Investment holding and collection, processing and sale of recycled scrap metal 投資控股及回收、加工及銷售回收廢金屬
Central Steel (Macao Commercial Offshore) Limited 中環鋼鐵(澳門離岸商業服務)有限公司	Macao (note b) 澳門(附註b)	Limited liability company 有限公司	MOP100,000 100,000澳門元	—	100	Metal trading 金屬貿易
China Metal Recycling (Investments) Limited 中國金屬再生資源(投資)有限公司	Hong Kong (note a) 香港(附註a)	Limited liability company 有限公司	HK\$10,000 10,000港元	—	100	Investment holding 投資控股

41. 附屬公司及聯營公司的詳情 (續)

(I) 附屬公司 (續)

41. PARTICULARS OF SUBSIDIARIES AND ASSOCIATES (Continued)

(I) SUBSIDIARIES (Continued)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Form of business structure 業務架構 形式	Issued and fully paid share/ quota capital/ registered capital 已發行及 繳足股本/ 限額資本/ 註冊資本	Proportion of nominal value of issued share/ quota capital/ registered capital held by the Company 本公司所持		Principal activities 主要業務
				Direct 直接 %	Indirect 間接 %	
China Metal Recycling (Development) Limited 中國金屬再生資源(發展)有限公司	Hong Kong (note a) 香港(附註a)	Limited liability company 有限公司	HK\$10,000 10,000港元	—	100	Investment holding 投資控股
Infinite Metal Recycling Limited 環球金屬回收有限公司	Hong Kong (note b) 香港(附註b)	Limited liability company 有限公司	HK\$100,000 100,000港元	—	60	Metal trading 金屬貿易
Smart Pacific Shipping Limited 駿邦船務有限公司*	Hong Kong (note a) 香港(附註a)	Limited liability company 有限公司	HK\$1 1港元	—	100 (2010: N/A) (二零一零年：不適用)	Inactive 未投入運營
揚中亞鋼金屬有限公司 (Yangzhong Yagang Metal Co., Ltd.)	The PRC (note a) 中國(附註a)	Wholly-foreign owned enterprise 外商獨資企業	US\$20,000,000 20,000,000美元	—	100	Inactive 未投入運營
天津亞鋼鋼鐵有限公司 (Tianjin Yatong Steel Co., Ltd.)	The PRC (note b) 中國(附註b)	Wholly-foreign owned enterprise 外商獨資企業	US\$13,000,000 13,000,000美元	—	100	Investment holding and collection, processing and sale of recycled scrap metal 投資控股及回收、加工及銷售回收廢金屬

41. 附屬公司及聯營公司的詳情 (續)

(I) 附屬公司 (續)

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41. PARTICULARS OF SUBSIDIARIES AND ASSOCIATES (Continued)

(I) SUBSIDIARIES (Continued)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Form of business structure 業務架構 形式	Issued and fully paid share/ quota capital/ registered capital 已發行及 繳足股本/ 限額資本/ 註冊資本	Proportion of nominal value of issued share/ quota capital/ registered capital held by the Company 本公司所持		Principal activities 主要業務
				Direct	Indirect	
				直接 %	間接 %	
廣州亞銅金屬有限公司 (Guangzhou Yatong Metal Co., Ltd.)	The PRC (note b) 中國(附註b)	Wholly-foreign owned enterprise 外商獨資企業	US\$3,500,000 3,500,000美元	—	100	Collection, processing and sale of recycled scrap metal 回收、加工及銷售回收廢金屬
廣州亞鋼鐵有限公司 (Guangzhou Asia Steel Co., Ltd.)	The PRC (note b) 中國(附註b)	Sino-foreign owned enterprise 中外合資企業	US\$4,500,000 4,500,000美元	—	75	Collection, processing and sale of recycled scrap metal 回收、加工及銷售回收廢金屬
廣州中金再生環保科技 有限公司 (Guangzhou China Metal Recycling Environmental Technology Co., Ltd.) ("GZCMR Environmental Technology")* (「廣州中金環保科技」)*	The PRC (note a) 中國(附註a)	Sino-foreign owned enterprise 中外合資企業	RMB10,000,000 (note c) 人民幣10,000,000元 (附註c)	—	90 (2010: N/A) (二零一零年： 不適用)	Inactive 未投入運營
中山亞銅金屬材料有限公司 (Zhongshan Yatong Metal Materials Co., Ltd.)	The PRC (note b) 中國(附註b)	Wholly-foreign owned enterprise 外商獨資企業	US\$10,000,000 10,000,000美元	—	100	Collection, processing and sale of recycled scrap metal 回收、加工及銷售回收廢金屬

41. 附屬公司及聯營公司的詳情 (續)

(I) 附屬公司 (續)

41. PARTICULARS OF SUBSIDIARIES AND ASSOCIATES (Continued)

(I) SUBSIDIARIES (Continued)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Form of business structure 業務架構 形式	Issued and fully paid share/ quota capital/ registered capital 已發行及 繳足股本/ 限額資本/ 註冊資本	Proportion of nominal value of issued share/ quota capital/ registered capital held by the Company 本公司所持		Principal activities 主要業務
				Direct 直接 %	Indirect 間接 %	
寧波亞鋼金屬有限公司 (Ningbo Yagang Metal Co., Ltd.)	The PRC (note b) 中國(附註b)	Wholly-foreign owned enterprise 外商獨資企業	RMB100,000,000 人民幣100,000,000元	—	100	Collection, processing, and sale of recycled scrap metal 回收、加工及 銷售回收廢金屬
寧波中金再生資源 投資有限公司 (Ningbo China Metal Recycling Investment Co., Ltd.) ("Ningbo CMR Investment")* (「寧波中金投資」)*	The PRC (note b) 中國(附註b)	Wholly-foreign owned enterprise 外商獨資企業	RMB51,009,600 (note c) 人民幣51,009,600元 (附註c)	—	100 (2010: N/A) (二零一零年: 不適用)	Metal Trading 金屬貿易
武漢亞鋼金屬有限公司 (Wuhan Yagang Metal Co., Ltd.)	The PRC (note b) 中國(附註b)	Sino-foreign owned enterprise 中外合資企業	US\$12,000,000 12,000,000美元	—	70	Collection, processing, and sale of recycled scrap metal 回收、加工及 銷售回收廢金屬
亞銅金屬(深圳)有限公司 (Yatong Metal (Shenzhen) Co., Ltd.)	The PRC (note a) 中國(附註a)	Wholly-foreign owned enterprise 外商獨資企業	US\$5,000,000 5,000,000美元	—	N/A 不適用 (2010: 100) (二零一零年: 100)	Inactive 未投入運營

41. 附屬公司及聯營公司的詳情 (續)

(I) 附屬公司 (續)

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41. PARTICULARS OF SUBSIDIARIES AND ASSOCIATES (Continued)

(I) SUBSIDIARIES (Continued)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Form of business structure 業務架構 形式	Issued and fully paid share/ quota capital/ registered capital 已發行及 繳足股本/ 限額資本/ 註冊資本	Proportion of nominal value of issued share/ quota capital/ registered capital held by the Company 本公司所持		Principal activities 主要業務
				Direct	Indirect	
				直接 %	間接 %	
江蘇中金再生資源有限公司 (Jiangsu China Metal Recycling Resources Co., Ltd.)	The PRC (note b) 中國(附註b)	Wholly-foreign owned enterprise 外商獨資企業	US\$79,980,000 79,980,000美元	—	100	Investment holding and collection, processing and sale of recycled scrap metal 投資控股及回收、加工及銷售回收廢金屬
江蘇中金再生物資利用有限公司 (Jiangsu China Metal Recycling Materials Co., Ltd.)	The PRC (note b) 中國(附註b)	Limited liability company 有限公司	RMB30,000,000 人民幣30,000,000元	—	70	Collection, processing and sale of recycled scrap metal 回收、加工及銷售回收廢金屬
江蘇江陰港集裝箱有限公司 (Jiangsu Jiangyin Port Container Company Limited)	The PRC (note b) 中國(附註b)	Limited liability company 有限公司	RMB109,380,000 人民幣109,380,000元	—	99.68 (note 33) (附註33)	Warehousing, stevedoring and transportation of goods 倉儲、碼頭裝卸及貨物運輸
江蘇江陰港中金再生碼頭有限公司 (Jiangsu Jiangyin Port China Metal Recycling Pier Co., Ltd.)*	The PRC (note a) 中國(附註a)	Limited liability company 有限公司	RMB100,000,000 人民幣100,000,000元	—	100 (2010: N/A) (二零一零年：不適用)	Inactive 未投入運營

41. 附屬公司及聯營公司的詳情 (續)

(I) 附屬公司 (續)

41. PARTICULARS OF SUBSIDIARIES AND ASSOCIATES (Continued)

(I) SUBSIDIARIES (Continued)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Form of business structure 業務架構 形式	Issued and fully paid share/ quota capital/ registered capital 已發行及 繳足股本/ 限額資本/ 註冊資本	Proportion of nominal value of issued share/ quota capital/ registered capital held by the Company 本公司所持		Principal activities 主要業務
				Direct 直接 %	Indirect 間接 %	
天津中金再生資源 交易市場有限公司 (Tianjin China Metal Recycling Resources Trading Market Co., Ltd.)	The PRC (note a) 中國(附註a)	Limited liability company 有限公司	RMB50,000,000 人民幣50,000,000元	—	100	Inactive 未投入運營
天津中再廢舊金屬回收 有限公司 (Tianjin China Scrap Metal Recycling Co., Ltd.)	The PRC (note b) 中國(附註b)	Wholly-foreign owned enterprise 外商獨資企業	RMB5,000,000 人民幣5,000,000元	—	100	Collection, processing and sale of recycled scrap metal 回收、加工及 銷售回收廢金屬
中金(天津)能源技術 開發有限公司 (China Metal (Tianjin) Energy Technological Development Co., Ltd.)*	The PRC (note b) 中國(附註b)	Wholly-foreign owned enterprise 外商獨資企業	RMB50,000,000 人民幣50,000,000元	—	100 (2010: N/A) (二零一零年: 不適用)	Ore Trading 礦石貿易
中金再生資源(中國) 投資有限公司 (China Metal Recycling Investment Co., Ltd.) ("Shanghai CMR Investment") (「上海中金投資」)	The PRC (note b) 中國(附註b)	Wholly-foreign owned enterprise 外商獨資企業	US\$41,000,000 (note c) 41,000,000美元 (附註c)	—	100	Investment holding and metal trading 投資控股及金屬貿易

41. 附屬公司及聯營公司的詳情 (續)

(I) 附屬公司 (續)

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41. PARTICULARS OF SUBSIDIARIES AND ASSOCIATES (Continued)

(I) SUBSIDIARIES (Continued)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Form of business structure 業務架構 形式	Issued and fully paid share/ quota capital/ registered capital 已發行及 繳足股本/ 限額資本/ 註冊資本	Proportion of nominal value of issued share/ quota capital/ registered capital held by the Company 本公司所持		Principal activities 主要業務
				Direct 直接 %	Indirect 間接 %	
中金再生資源(天津)投資有限公司 (China Metal Recycling (Tianjin) Investment Co., Ltd.)	The PRC (note b) 中國(附註b)	Wholly-foreign owned enterprise 外商獨資企業	US\$100,000,000 100,000,000美元	—	100	Investment holding and metal and ore trading 投資控股及金屬及礦石貿易
中金再生資源(中國)有限公司 (China Metal Recycling (China) Co., Ltd.) ("Shanghai CMR")* ([上海中金])*	The PRC (note b) 中國(附註b)	Wholly-foreign owned enterprise 外商獨資企業	USD3,000,000 (note c) 3,000,000美元 (附註c)	—	100 (2010: N/A) (二零一零年: 不適用)	Metal Trading 金屬貿易

41. 附屬公司及聯營公司的詳情 (續)

(I) 附屬公司(續)

41. PARTICULARS OF SUBSIDIARIES AND ASSOCIATES (Continued)

(I) SUBSIDIARIES (Continued)

Notes:

- (a) These entities are either investment holding companies or inactive and do not have any operations.
- (b) The operations of these entities are located at the place of incorporation/establishment.
- (c) Capital injections to these entities are not completed at the end of the reporting period. The unpaid capital for GZCMR Environmental Technology, Ningbo CMR Investment, Shanghai CMR Investment and Shanghai CMR as at 31 December 2011 amounted to RMB40,000,000 (2010: N/A), RMB48,990,400 (2010: N/A), US\$59,000,000 (2010: US\$85,000,000) and US\$12,000,000 (2010: N/A), respectively.

* Subsidiaries newly set up during the year ended 31 December 2011.

41. 附屬公司及聯營公司的詳情 (續)

(I) 附屬公司 (續)

附註：

- (a) 該等實體為投資控股公司或尚未投入經營，並無任何營運業務。
- (b) 該等實體於其註冊成立或成立地點營運。
- (c) 於報告期末並未完成對該等實體的注資。於二零一一年十二月三十一日，廣州中金環保科技、寧波中金投資、上海中金投資及上海中金的未繳資本分別為人民幣40,000,000元(二零一零年：不適用)、人民幣48,990,400元(二零一零年：不適用)、59,000,000美元(二零一零年：85,000,000美元)及12,000,000美元(二零一零年：不適用)。

* 於截至二零一一年十二月三十一日止年度新建立的附屬公司。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2011

截至二零一一年十二月三十一日止年度

41. PARTICULARS OF SUBSIDIARIES AND ASSOCIATES (Continued)

(II) ASSOCIATES

Particulars of the Group's associates at 31 December 2011 and 31 December 2010 are as follows:

Name of associate 聯營公司名稱	Place of establishment 成立地點	Form of business structure 業務架構形式	Proportion of nominal value of registered capital held indirectly by the Company 本公司間接持有註冊資本面值的比例	Principal activities 主要業務
廣州珠鋼碼頭有限公司 (Guangzhou Zhuijiang Steel Port Co., Ltd.)	The PRC 中國	Sino-foreign owned enterprise 中外合資企業	45%	Construction of terminals, loading and unloading of cargoes, and warehousing 建造碼頭、裝卸貨物及倉儲
天津天管資源有限公司 (Tianjin Steel Pipe Resources Co., Ltd.)*	The PRC 中國	Sino-foreign owned enterprise 中外合資企業	33.33% (2010: N/A) (二零一零年：不適用)	Collection, processing and sales of recycled metal 回收、加工及銷售回收金屬

* An associate newly set up during the year ended 31 December 2011.

(II) 聯營公司

本集團聯營公司於二零一一年十二月三十一日及二零一零年十二月三十一日的詳情如下：

* 於截至二零一一年十二月三十一日止年度新建立的聯營公司。

42. FINANCIAL INFORMATION OF THE COMPANY

42. 本公司之財務資料

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
TOTAL ASSETS (note)	總資產(附註)	2,585,680	2,689,425
TOTAL LIABILITIES	總負債	(22,099)	(11,626)
NET ASSETS	資產淨值	2,563,581	2,677,799
CAPITAL AND RESERVES	資本及儲備		
Share capital	股本	114	114
Reserves	儲備	2,563,467	2,677,685
TOTAL EQUITY	總權益	2,563,581	2,677,799

Note:

附註：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Total assets include:	總資產包括：		
Investment in a subsidiary	對一間附屬公司的投資	649,605	550,346
Amounts due from subsidiaries	應收附屬公司款項	1,884,715	2,062,250

Five Years' Financial Summary

五年財務摘要

RESULTS

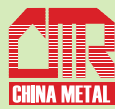
業績

		2007	2008	2009	2010	2011
		二零零七年	二零零八年	二零零九年	二零一零年	二零一一年
		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
Revenue	收益	1,942,400	6,526,594	9,063,175	22,508,182	52,140,520
Profit before taxation	除稅前溢利	187,069	330,920	503,635	944,501	1,964,783
Income tax expense	所得稅開支	(8,342)	(23,007)	(24,950)	(52,598)	(92,189)
Profit for the year	年度溢利	178,727	307,913	478,685	891,903	1,872,594
Attributable to:	應佔：					
Owners of the Company	本公司擁有人	137,691	294,431	478,422	886,562	1,861,939
Non-controlling interests	非控股權益	41,036	13,482	263	5,341	10,655
		178,727	307,913	478,685	891,903	1,872,594

ASSETS AND LIABILITIES

資產及負債

		2007	2008	2009	2010	2011
		二零零七年	二零零八年	二零零九年	二零一零年	二零一一年
		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
Total assets	總資產	1,585,317	2,102,263	4,750,667	13,730,706	17,580,457
Total liabilities	總負債	(1,272,031)	(1,205,911)	(1,660,852)	(9,102,569)	(11,119,184)
		313,286	896,352	3,089,815	4,628,137	6,461,273
Equity attributable to owners of the Company	本公司擁有人應佔權益	278,527	831,554	3,009,981	4,556,834	6,351,952
Non-controlling interests	非控股權益	34,759	64,798	79,834	71,303	109,321
		313,286	896,352	3,089,815	4,628,137	6,461,273



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