



Annual Report  
**2012** 年報



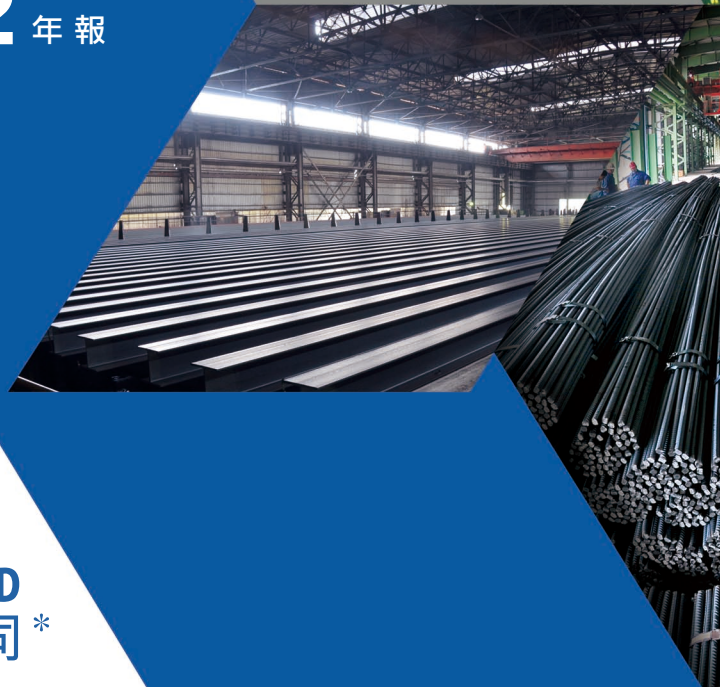
**CHINA ORIENTAL GROUP COMPANY LIMITED**  
**中國東方集團控股有限公司\***

(Incorporated in Bermuda with limited liability)

(在百慕達註冊成立的有限公司)

(Stock Code: 581)

(股份代號: 581)



## Contents 目錄

Financial Highlights	財務摘要	2
Corporate Information	公司資料	5
Chairman's Statement	主席報告	8
Management Discussion and Analysis	管理層討論及分析	12
Directors' and Senior Management's Biographical Information	董事及高級管理人員的履歷資料	22
Corporate Governance Report	企業管治報告	30
Directors' Report	董事局報告	54
Independent Auditor's Report	獨立核數師報告	84
Consolidated Balance Sheet	合併資產負債表	86
Company Balance Sheet	公司資產負債表	88
Consolidated Income Statement	合併利潤表	90
Consolidated Statement of Comprehensive Income	合併綜合收益表	91
Consolidated Statement of Changes in Equity	合併權益變動表	92
Consolidated Cash Flow Statement	合併現金流量表	94
Notes to the Consolidated Financial Statements	合併財務報表附註	95
Five-year Financial Information	五年財務資料	244



# Financial Highlights 財務摘要

## FINANCIAL SUMMARY

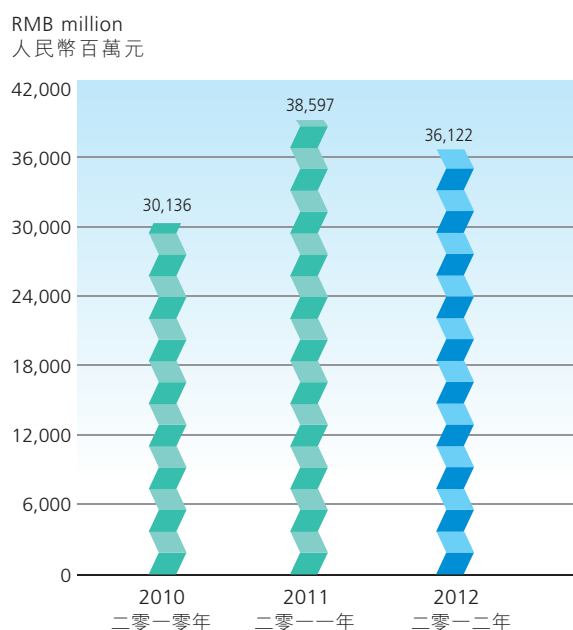
## 財務摘要

		2010 二零一零年 (RMB million) (人民幣百萬元)	2011 二零一一年 (RMB million) (人民幣百萬元)	2012 二零一二年 (RMB million) (人民幣百萬元)
Revenue	收入	30,136	38,597	36,122
Gross Profit	毛利	2,055	2,602	1,164
EBITDA <sup>1</sup>	扣除所得稅、財務淨成本、 折舊及攤銷前溢利 <sup>1</sup>	2,714	3,294	1,595
Profit before income tax	除所得稅前溢利	1,613	1,932	326
Profit for the year	年度溢利	1,185	1,418	146
Profit attributable to owners of the Company	本公司權益持有者 應佔溢利	1,063	1,242	126
Basic earnings per Share (RMB)	每股基本收益(人民幣元)	0.36	0.42	0.04
Net Assets	淨資產值	8,520	9,511	9,555
Total Assets	總資產	20,742	22,930	24,752
Net Assets value per Share (excluding non-controlling interests) (RMB)	每股淨資產值(扣除非控 制性權益) (人民幣元)	2.75	3.03	3.09

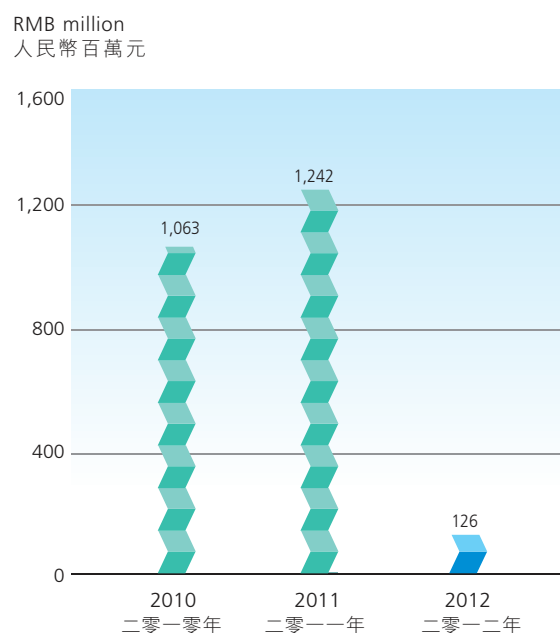
1 The Company defines EBITDA as profit for the year before finance costs-net, amortisation of intangible assets, amortisation of leasehold land and land use rights, income tax expense, depreciation, non-recurring items and share-based payments. Non-recurring items for the year ended 31 December 2012 included RMB 108 million as reversal of written-down of inventories to net realisable value made in 2011 and RMB 3.6 million as impairment of property, plant and equipment.

1 本公司對EBITDA的定義為扣除財務淨成本、無形資產攤銷、租賃土地及土地使用權攤銷、所得稅費用、折舊、非經常發生的項目及以股份為基礎之付款前之年度溢利。於截至二零一二年十二月三十一日止年度內，非經常發生的項目包括人民幣1.08億元的撥回撇減二零一一年所計提的將存貨價值減值至可變現淨值所產生的撥備及人民幣360萬元作為物業、廠房及設備減值。

**Revenue**  
收入



**Profit Attributable to owners of the Company**  
本公司權益持有者應佔溢利



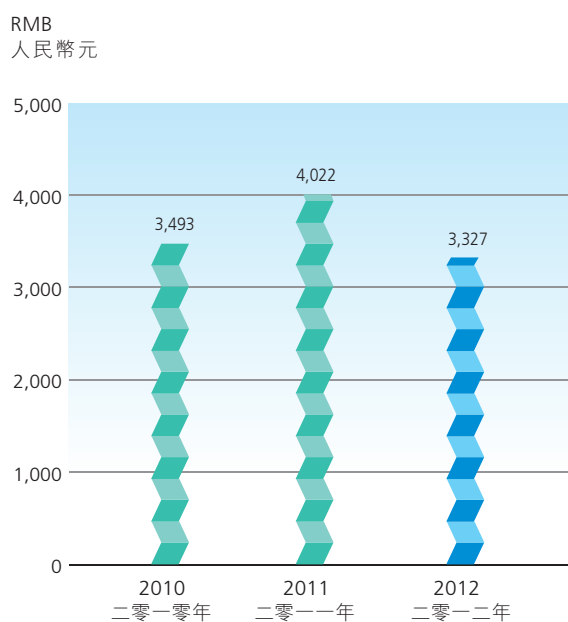
## Financial Highlights 財務摘要

### AVERAGE SELLING PRICE AND GROSS PROFIT PER TONNE OF SELF-MANUFACTURED STEEL PRODUCTS

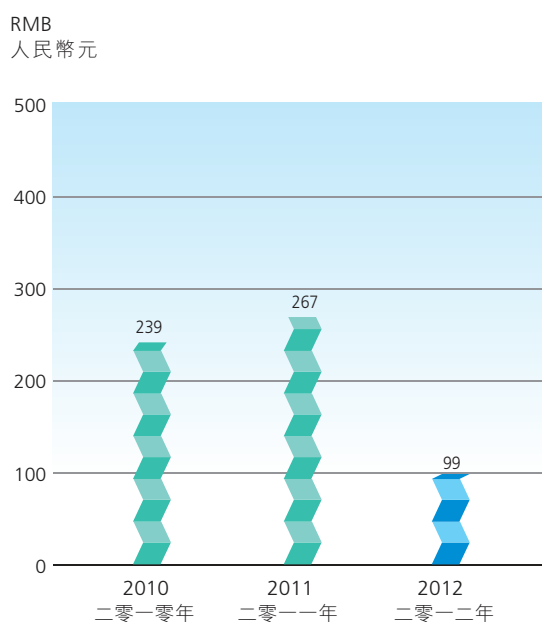
### 自行生產的鋼鐵產品每噸平均銷售單價與毛利

		2010 二零一零年 (RMB) (人民幣元)	2011 二零一一年 (RMB) (人民幣元)	2012 二零一二年 (RMB) (人民幣元)
Average Selling Price per Tonne	每噸平均銷售單價	3,493	4,022	<b>3,327</b>
Gross Profit/(Loss) per Tonne	每噸毛利/(毛虧)			
H-section steel products	H型鋼產品	265	386	<b>170</b>
Strips and strip products	帶鋼及帶鋼類產品	255	233	<b>113</b>
Billets	鋼坯	182	119	<b>(16)</b>
Cold rolled sheets and galvanised sheets	冷軋板及鍍鋅板	195	179	<b>(138)</b>
Rebar	螺紋鋼	—	232	<b>81</b>
Combined	綜合	239	267	<b>99</b>

**Average Selling Price per Tonne**  
每噸平均銷售單價



**Gross Profit per Tonne**  
每噸毛利



# Financial Highlights 財務摘要

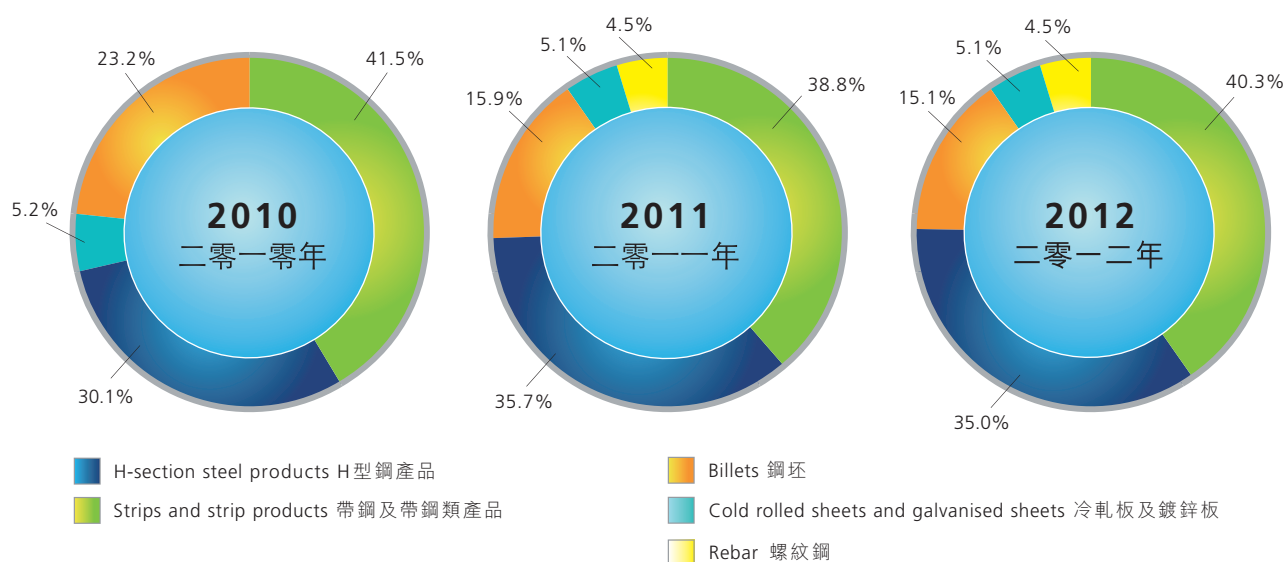
## SALES VOLUME OF SELF-MANUFACTURED STEEL PRODUCTS AND CLASSIFIED BY PRODUCTS

## 自行生產的鋼鐵產品按產品種類劃分之銷售量

		2010 二零一零年 (‘000 tonnes) (千噸)	2011 二零一一年 (‘000 tonnes) (千噸)	2012 二零一二年 (‘000 tonnes) (千噸)
H-section steel products	H型鋼產品	2,595	3,336	<b>3,288</b>
Strips and strip products	帶鋼及帶鋼類產品	3,580	3,627	<b>3,800</b>
Billets	鋼坯	2,001	1,482	<b>1,424</b>
Cold rolled sheets and galvanised sheets	冷軋板及鍍鋅板	452	477	<b>484</b>
Rebar	螺紋鋼	—	422	<b>422</b>
Combined	綜合	8,628	9,344	<b>9,418</b>

### Sales Volume of Self-manufactured Steel Products

### 自行生產的鋼鐵產品的銷售量



## BOARD OF DIRECTORS

### Executive Directors

- Mr. Han Jingyuan (*Chairman and Chief Executive Officer*)  
Mr. Zhu Jun  
(*Executive Deputy General Manager and Chief Operating Officer*)  
Mr. Shen Xiaoling  
(*Deputy General Manager and Chief Financial Officer*)  
Mr. Zhu Hao  
Mr. Han Li  
(*appointed on 7 February 2012*)  
Mr. Muktesh Mukherjee (*Deputy General Manager*)  
(*resigned on 11 May 2012*)

### Non-Executive Directors

- Mr. Ondra Otradovec  
Mr. Vijay Kumar Bhatnagar  
Mr. Liu Lei  
(*re-designated on 7 February 2012*)

### Independent Non-Executive Directors

- Mr. Gao Qingju  
(*resigned on 7 February 2012*)  
Mr. Yu Tung Ho  
Mr. Wong Man Chung, Francis  
Mr. Wang Tianyi  
(*appointed on 7 February 2012*)  
Mr. Zhou Guoping  
(*appointed on 1 December 2012*)

## COMPOSITION OF BOARD COMMITTEE

### AUDIT COMMITTEE

- Mr. Wong Man Chung, Francis (*Chairman*)  
Mr. Gao Qingju  
(*resigned on 7 February 2012*)  
Mr. Yu Tung Ho  
Mr. Wang Tianyi  
(*appointed on 7 February 2012*)  
Mr. Zhou Guoping  
(*appointed on 1 December 2012*)

## 董事局

### 執行董事

- 韓敬遠先生 (*董事局主席兼首席執行官*)  
朱軍先生  
(*常務副總經理兼首席運營官*)  
沈曉玲先生  
(*副總經理兼首席財務官*)  
朱浩先生  
韓力先生  
(*於二零一二年二月七日獲委任*)  
Muktesh Mukherjee 先生 (*副總經理*)  
(*於二零一二年五月十一日辭任*)

### 非執行董事

- Ondra Otradovec 先生  
Vijay Kumar Bhatnagar 先生  
劉磊先生  
(*於二零一二年二月七日調任*)

### 獨立非執行董事

- 高清舉先生  
(*於二零一二年二月七日辭任*)  
余統浩先生  
黃文宗先生  
王天義先生  
(*於二零一二年二月七日獲委任*)  
周國平先生  
(*於二零一二年十二月一日獲委任*)

## 董事委員會架構

### 審核委員會

- 黃文宗先生 (*主席*)  
高清舉先生  
(*於二零一二年二月七日辭任*)  
余統浩先生  
王天義先生  
(*於二零一二年二月七日獲委任*)  
周國平先生  
(*於二零一二年十二月一日獲委任*)

## Corporate Information 公司資料

### NOMINATION COMMITTEE

Mr. Han Jingyuan (*Chairman*)  
Mr. Yu Tung Ho  
Mr. Wong Man Chung, Francis  
Mr. Wang Tianyi  
(*appointed on 7 February 2012*)  
Mr. Zhou Guoping  
(*appointed on 1 December 2012*)

### REMUNERATION COMMITTEE

Mr. Wong Man Chung, Francis (*Chairman*)  
Mr. Han Jingyuan  
Mr. Yu Tung Ho  
Mr. Wang Tianyi  
(*appointed on 7 February 2012*)  
Mr. Zhou Guoping  
(*appointed on 1 December 2012*)

### AUTHORISED REPRESENTATIVE

Mr. Zhu Hao  
Mr. Au Yeung Siu Kei  
(*appointed on 25 September 2012*)  
Mr. Lee Hang Tat  
(*resigned on 25 September 2012*)

### COMPANY SECRETARY

Mr. Au Yeung Siu Kei  
(*appointed on 25 September 2012*)  
Mr. Lee Hang Tat  
(*resigned on 25 September 2012*)

### REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

### 提名委員會

韓敬遠先生(*主席*)  
余統浩先生  
黃文宗先生  
王天義先生  
(*於二零一二年二月七日獲委任*)  
周國平先生  
(*於二零一二年十二月一日獲委任*)

### 薪酬委員會

黃文宗先生(*主席*)  
韓敬遠先生  
余統浩先生  
王天義先生  
(*於二零一二年二月七日獲委任*)  
周國平先生  
(*於二零一二年十二月一日獲委任*)

### 授權代表

朱浩先生  
歐陽兆基先生  
(*於二零一二年九月二十五日獲委任*)  
李行達先生  
(*於二零一二年九月二十五日辭任*)

### 公司秘書

歐陽兆基先生  
(*於二零一二年九月二十五日獲委任*)  
李行達先生  
(*於二零一二年九月二十五日辭任*)

### 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

## Corporate Information 公司資料

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suites 901-2 & 10, 9th floor, Great Eagle Centre  
23 Harbour Road  
Wanchai, Hong Kong

### 香港主要營業地點

香港灣仔  
港灣道23號  
鷹君中心9樓901-2及10室

### BERMUDA PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Butterfield Fulcrum Group (Bermuda) Limited

### 百慕達主要股份過戶登記處

Butterfield Fulcrum Group (Bermuda)  
Limited

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited

### 股份過戶登記處香港分處

卓佳證券登記有限公司

### AUDITOR

PricewaterhouseCoopers

### 核數師

羅兵咸永道會計師事務所

### COMPANY'S WEBSITE

[www.chinaorientalgroup.com](http://www.chinaorientalgroup.com)

### 公司網址

[www.chinaorientalgroup.com](http://www.chinaorientalgroup.com)

### LIST OF BANKERS (IN ALPHABETICAL ORDERS)

Agricultural Bank of China  
Bank of China  
Bank of Communications  
Bank of Dalian  
China Bohai Bank  
China Citic Bank  
China Construction Bank  
China Merchants Bank  
China Minsheng Bank  
Citic Bank International Limited  
DBS  
Nanyang Commercial Bank  
Natixis  
Rabobank  
Raiffeisen Bank International AG  
Shanghai Pudong Development Bank  
Shenzhen Development Bank  
Tangshan City Commercial Bank  
The Hongkong and Shanghai Banking Corporation Limited

### 往來銀行(按英文次序排列)

中國農業銀行  
中國銀行  
交通銀行  
大連銀行  
渤海銀行  
中信銀行  
中國建設銀行  
中國招商銀行  
中國民生銀行  
中信銀行國際有限公司  
星展銀行  
南洋商業銀行  
法國外貿銀行  
荷蘭合作銀行  
奧地利奧和國際銀行  
上海浦東發展銀行  
深圳發展銀行  
唐山市商業銀行  
香港上海滙豐銀行有限公司



## Chairman's Statement 主席報告



Although the steel industry market in 2012 is volatile, the Group has endeavoured to optimise its existing business, as well as to proactively explore new development opportunities.

儘管鋼鐵業市場於二零一二年動蕩，本集團仍竭力優化現有業務，並積極開拓新發展機遇。

### REVIEW OF YEAR 2012

#### OPERATING ENVIRONMENT

2012 has been a year full of both challenges and opportunities for the Group.

Since there was a slowdown of the investment in steel related industries and the imbalance between the demand and supply of the steel production capacity in Mainland China and the prices of various raw materials for the production of steel including iron ore and coking coal remained at a high level, the Group experienced a significant year-on-year decrease in revenue and profit in the first half of 2012. In the third quarter of 2012, due to the substantial decrease in the selling price of steel products and the significant decrease in prices of raw material which led to a significant decrease in the gross profit of the selling of steel products and impairment loss for raw material inventories, the Group recorded a loss for the third quarter of 2012. Through improvement in its production efficiency, adjustments in its steel product mix, reduction of other production costs and improvement in the market environment, the performance of the Group in the fourth quarter of 2012 had improved slightly. Despite of the above difficulties faced by the Group in 2012, the Group can still manage to maintain a profit attributable to owners of the Company of approximately RMB 126.1 million in 2012 by implementing strict cost control and optimizing its sales products.

### 二零一二年回顧

#### 經營環境

對本集團而言，二零一二年是挑戰與機遇並存的。

在中國內地的鋼鐵相關產業的投資放緩、鋼鐵產能供求失衡及鋼鐵生產的多種原材料(包括鐵礦石及焦煤)價格維持高企情況下，本集團於二零一二年上半年的收入及利潤同比大幅下降。而在二零一二年的第三季度，由於鋼鐵產品銷售價格及原材料價格均大幅下降，致使本集團的銷售鋼鐵產品毛利大幅減少並且出現原材料存貨減值損失，並於二零一二年第三季度錄得虧損。透過提高生產效率、調整鋼鐵產品組合、壓縮其他生產成本及市場環境改善，本集團於二零一二年第四季度的表現輕微改善。儘管本集團於二零一二年面臨以上困難，但透過實施嚴格的成本控制及優化銷售產品，本集團於二零一二年仍能為本公司權益持有者帶來應佔盈利約人民幣1.261億元。

## Chairman's Statement 主席報告

### OPERATING ENVIRONMENT *(continued)*

With respect to the steel business, our core business at present, the Group has been actively taking measures to enhance our competitiveness in this sector. We have made substantial investment in various projects on harnessing power generated and emission reductions in the production bases of the Group. The completion of these facilities will significantly reduce energy consumption and mitigate the upward pressure on raw materials and energy costs. Apart from effective energy cost control, these facilities can also substantially reduce pollutant emission during the production process, leading to an improved community environment in the proximity of the plants.

### 經營環境(續)

就鋼鐵業務(本集團現時之核心業務)而言，我們一直主動採取措施提高本集團於行業內的競爭力。我們已投放了大量資源於本集團生產基地約束耗能及減少排放等多個項目。這些設備的投產將有助顯著減低能耗、舒緩部份原材料及能源價格上升的壓力。這些設施不但有效控制能源成本，亦可大幅減少生產過程中的污染物排放，更可進一步改善廠區所在的鄰近小區環境。



## Chairman's Statement 主席報告

### OPERATING ENVIRONMENT (continued)

Located in Qianxi County, Tangshan City, Hebei Province, the PRC, Hebei Jinxi Iron and Steel Group Company Limited ("Jinxi Limited") is the Group's main production base. Jinxi Limited and its subsidiary, Hebei Jinxi Section Steel Company Limited, sold 3.29 million tonnes of H-section steels products in 2012 and continued to be a market leader in the PRC for H-section steels.

During the year of 2012, Hebei Jinxi Iron and Steel Group Zhengda Iron and Steel Company Limited ("Zhengda Iron and Steel") continued to work on upgrading its production facilities with the target to reduce energy consumption and emissions which will increase the operating efficiencies of Zhengda Iron and Steel in the future.

Due to inappropriate operating decision made and poor risk management by the senior management of Foshan Jin Xi Jin Lan Cold Rolled Sheet Company Limited ("Jinxi Jinlan"), Jinxi Jinlan incurred substantial loss in 2012. Certain members of the senior management of Jinxi Jinlan had been replaced and dismissed by the Group and the Group had also appointed and organized new senior management team and finance officer to operate Jinxi Jinlan. The Board is confident that the new senior management team can complete the operating targets of 2013 assigned by the Board.

In view of the low rate of return on the investment made in the steel making industry and the increasing cost of fund, the Group considers that cautious involvement in other industries will support the return to the shareholders. Therefore, the Group started to explore other potential business opportunities while ensuring the risk control in order to promote the long-term growth of the Group's results.

The Group started to engage in trading of steel products which is not manufactured by the Group in 2011. During the year ended 31 December 2012, the sales volume arising from trading of steel products amounted to approximately 1.08 million tonnes (2011: 0.22 million tonnes). The revenue and gross profit attributable to trading of steel products were approximately RMB 3,535 million (2011: approximately RMB 804 million) and approximately RMB 59 million (2011: approximately RMB 9 million) respectively.

For the year ended 31 December 2012, Hebei Jinxi Boyuan Real Estate Co., Ltd., a 58.6% indirectly owned subsidiary of the Company, had completed the first phase of the property development project namely Donghu Bay which is located in

### 經營環境(續)

位於中國河北省唐山市遷西縣的河北津西鋼鐵集團股份有限公司(「津西鋼鐵」)為本集團的主要生產基地。津西鋼鐵以及其附屬公司河北津西型鋼有限公司，於二零一二年年度內共銷售H型鋼產品329萬噸，並繼續穩佔中國H型鋼市場的領導者位置。

河北津西鋼鐵集團正達鋼鐵有限公司(「正達鋼鐵」)於二零一二年年度內繼續針對節能消耗及減排目標致力對生產設施進行提升，這將有利正達鋼鐵在未來提升營運效益。

由於佛山津西金蘭冷軋板有限公司(「津西金蘭」)的高級管理層作出營運決策不當及處理風險管理欠佳，津西金蘭於二零一二年出現重大虧損。若干相關的津西金蘭高級管理人員已被本集團替換及解僱，且本集團亦已委任及組織新高級管理層團隊及財務部部長運營津西金蘭。董事局深信，新高級管理層團隊能完成董事局所定下的二零一三年經營目標。

鑒於投資在鋼鐵業務的回報率較低以及資金成本過高問題，本集團認為審慎地發展其他業務可為本公司股東回報率提供支持。因此，本集團在風險控制的前提下，已開始拓展其他潛在的業務機遇，以推動本集團業績維持長期增長。

本集團於二零一一年已展開非自行生產鋼鐵產品之貿易業務。截至二零一二年十二月三十一日止年度內，鋼鐵產品貿易所產生的銷售量為約108萬噸(二零一一年：約22萬噸)。鋼鐵產品貿易帶來之收入和毛利分別為約人民幣35.35億元(二零一一年：約人民幣8.04億元)和約人民幣0.59億元(二零一一年：約人民幣900萬元)。

截至二零一二年十二月三十一日止年度內，本公司間接持有58.6%權益的附屬公司，河北津西博遠房地產開發有限公司已完成位於中國河北省唐山市的「東湖

### OPERATING ENVIRONMENT (continued)

Tangshan City, Hebei Province, the PRC and recorded revenue from real estate business of approximately RMB 323 million and operating profit from real estate business of approximately RMB 73 million. The second phase of the project is in progress and expected to be completed by early 2014, which will provide substantial revenue and profit for the Group. In addition, Beijing Jinxi Boyuan Real Estate Co., Ltd., a 97.6% indirectly owned subsidiary of the Company, had successfully bid for two parcels of land located in Suzhou City, the PRC for a consideration of RMB 314 million in December 2012, which is a good investment opportunity for the Group to increase its land reserves prudently for its future business development. The two pieces of land are located at Tayuan Lu Xi, Heshan Lu North, Fengqiao Jie Dao, Gaoxin District, Suzhou City, the PRC where an area of approximately 16,857.6 square meters with plot ratio not exceeding 1.6 is for residential purpose and an area of approximately 14,881.9 square meters with plot ratio not exceeding 3.3 is for wholesale and retail business and commercial and finance business purposes.

The Group also engages in financing industry through its subsidiaries, Oriental Evertrust Finance Leasing Co., Ltd. ("Oriental Evertrust") and Tianjin Oriental Huitong Microcredit Company Limited ("Oriental Huitong"). As at 31 December 2012, Oriental Evertrust and Oriental Huitong provided loans amounting RMB 380 million to independent third parties at interest rates ranged from 12% to 20% per annum.

In order to promote the Chinese culture, improve the corporate image and perform its corporate social responsibility, the Group established a non-wholly-owned subsidiary, Beijing Jinxi Longxiang Culture Development Company Limited ("Jinxi Longxiang") and published "Meng Xue Shi San Jing"\* (蒙學十三經) in 2012.

Since the Group introduced the world's largest steel corporation ArcelorMittal as its strategic shareholder in 2008, collaboration between the Group and ArcelorMittal has grown considerably. ArcelorMittal appointed experienced executives to the Board of the Group to participate in decision making for the Group's business development. Technicians and management staff from ArcelorMittal was sent to our production sites on a regular basis to inspect their operations and provide professional advice. Close collaboration is maintained for improving product quality.

We believe our course of development is currently moving in the right direction, and we are on the verge of achieving satisfactory returns very soon.

### 經營環境(續)

灣」物業開發項目的第一期並錄得房地產業務銷售收入約人民幣3.23億元，且房地產業務營運利潤達約人民幣0.73億元。第二期項目現已進行並預期將於二零一四年年初完成，屆時亦將為本集團錄得可觀的收入及利潤。此外，本公司間接持有97.6%權益的附屬公司，北京津西博遠置業有限公司亦在二零一二年十二月以人民幣3.14億元成功競投得位於中國蘇州市市內的兩塊土地，這為本集團提供一個可適當增加土地儲備為將來業務發展做好準備的投資良機。該兩塊土地位於中國蘇州市高新區楓橋街道何山路北，塔園路西，其中一幅土地面積約16,857.6平方米及容積率不超過1.6倍，為城鎮住宅用途，而另一幅土地面積約14,881.9平方米及容積率不超過3.3倍，為批發零售及商務金融用途。

本集團亦透過其附屬公司，東方信遠融資租賃有限公司(「東方信遠」)及天津東方匯通小額貸款有限公司(「東方匯通」)參與融資業務。於二零一二年十二月三十一日，東方信遠及東方匯通向獨立第三方提供合共人民幣3.80億元的貸款，年利率介乎12%至20%。

為了弘揚中國文化、提升企業形象及履行企業應有的社會責任，本集團成立非全資擁有的附屬公司北京津西龍翔文化發展有限公司(「津西龍翔」)，並於二零一二年出版《蒙學十三經》。

本集團自二零零八年引入全球最大的鋼鐵企業安賽樂米塔爾為策略股東後，雙方的緊密合作不斷深化。安賽樂米塔爾除委派資深行政人員加入本集團董事局，參與本集團業務發展決策外，並定期派遣技術及管理人員到我們的生產基地視察營運狀況和提供專業意見，在產品質量提升方面作緊密交流。

我們相信，本集團現正朝著正確的方向蓬勃發展，且不久會很快取得令人滿意的回報。

# Management Discussion and Analysis 管理層討論及分析

## BUSINESS REVIEW

Sales analysis from sale of self-manufactured steel products

### Sales Volume

In 2012, the total sales volume was 9,418,000 tonnes (2011: 9,344,000 tonnes), representing an increase of approximately 0.8%.

The sales volume breakdown during the year was as follows:

		2012 二零一二年		2011 二零一一年		Changes in Sales volume
		Sales volume 銷售量 (‘000 tonnes) (千噸)		Sales volume 銷售量 (‘000 tonnes) (千噸)		Increase / (Decrease) 銷售量變化 增加/(減少)
H-section steel products	H型鋼產品	3,288	35.0%	3,336	35.7%	(1.4%)
Strips and strip products	帶鋼及帶鋼類產品	3,800	40.3%	3,627	38.8%	4.8%
Billets	鋼坯	1,424	15.1%	1,482	15.9%	(3.9%)
Cold rolled sheets and galvanised sheets	冷軋板及鍍鋅板	484	5.1%	477	5.1%	1.5%
Rebar	螺紋鋼	422	4.5%	422	4.5%	-
Total	合計	9,418	100%	9,344	100%	0.8%

During the year of 2012, the Group's production capacity is 11 million tonnes per annum.

## 業績回顧

銷售自行生產的鋼鐵產品之銷售分析

### 銷售量

二零一二年總銷售量為9,418,000噸(二零一一年:9,344,000噸)，上升約0.8%。

於有關年度銷售量明細如下：

於二零一二年年度內，本集團的年產能是1,100萬噸。

# Management Discussion and Analysis 管理層討論及分析

## BUSINESS REVIEW (continued)

### Revenue

Revenue in 2012 was RMB 31,330 million (2011: RMB 37,580 million), representing a decrease of approximately 16.6%.

The sales breakdown and average selling price by product (excluding value-added tax) during the year were as follows:

		2012 二零一二年		2011 二零一一年		Changes 變化	
		Average selling Revenue	price average 銷售單價	Revenue	Average selling price average 銷售單價	Revenue	Average selling price average 銷售單價
		(RMB million) (人民幣百萬元)	(RMB/tonne) (人民幣元/噸)	(RMB million) (人民幣百萬元)	(RMB/tonne) (人民幣元/噸)	Increase/ (Decrease) 增加/(減少)	
H-section steel products	H型鋼產品	11,404	3,469	13,682	4,101	(16.6%)	(15.4%)
Strips and strip products	帶鋼及帶鋼類產品	12,233	3,219	14,210	3,917	(13.9%)	(17.8%)
Billets	鋼坯	4,236	2,974	5,629	3,799	(24.7%)	(21.7%)
Cold rolled sheets and galvanised sheets	冷軋板及鍍鋅板	2,069	4,275	2,305	4,838	(10.2%)	(11.6%)
Rebar	螺紋鋼	1,388	3,290	1,754	4,154	(20.9%)	(20.8%)
Total/combined	合計/綜合	31,330	3,327	37,580	4,022	(16.6%)	(17.3%)

The decrease in revenue was mainly due to the slowdown of the investment in steel related industries and the imbalance between the demand and the supply of the steel production capacity in Mainland China which led to a decrease in the average selling price of the products of the Group by 17.3% to RMB 3,327 per tonne in 2012 from RMB 4,022 per tonne in 2011.

## 業績回顧(續)

### 銷售額

二零一二年總銷售額為人民幣313.30億元(二零一一年:人民幣375.80億元),下降約16.6%。

年內銷售明細及平均產品銷售單價(不含增值稅)如下:

銷售額下降主因是中國內地鋼鐵相關行業的投資放緩且鋼鐵產品產能的供求失衡,致使本集團產品的平均銷售單價較二零一一年的每噸人民幣4,022元下降17.3%至二零一二年的每噸人民幣3,327元。

# Management Discussion and Analysis 管理層討論及分析

## BUSINESS REVIEW (continued)

### Cost of Sales and Gross Profit

The consolidated gross profit in 2012 was RMB 933 million (2011: RMB 2,491 million), representing a decrease of 62.5%.

Average unit cost per tonne, gross profit per tonne and gross profit margin during the year were as follows:

		2012 二零一二年			2011 二零一一年		
		Average unit cost	Gross profit/(loss) per tonne	Gross profit/(loss) margin	Average unit cost	Gross profit per tonne	Gross profit margin
		平均 成本單價	每噸 毛利/(毛虧)	毛利/ (毛虧)率	平均 成本單價	每噸毛利	毛利率
		(RMB/tonne) (人民幣元/噸)	(RMB/tonne) (人民幣元/噸)		(RMB/tonne) (人民幣元/噸)	(RMB/tonne) (人民幣元/噸)	
H-section steel products	H型鋼產品	3,298	170	4.9%	3,715	386	9.4%
Strips and strip products	帶鋼及帶鋼類產品	3,107	113	3.5%	3,684	233	5.9%
Billets	鋼坯	2,990	(16)	(0.5%)	3,679	119	3.1%
Cold rolled sheets and galvanised sheets	冷軋板及鍍鋅板	4,413	(138)	(3.2%)	4,659	179	3.7%
Rebar	螺紋鋼	3,209	81	2.5%	3,922	232	5.6%
Total	合計	3,228	99	3.0%	3,755	267	6.6%

The gross profit per tonne in 2012 was RMB 99, representing a decrease of approximately 62.9% compared to the gross profit of RMB 267 per tonne in 2011. Gross profit margin decreased to 3.0% in 2012 from 6.6% in 2011. Decrease in gross profit margin was primarily due to the magnitude of decrease in the selling price of the steel products of the Group was much larger than the magnitude of decrease in raw material prices due to the weaker market demand in 2012 than that of 2011.

## 業績回顧(續)

### 銷售成本及毛利

二零一二年的綜合毛利為人民幣9.33億元(二零一一年：人民幣24.91億元)，下降62.5%。

於有關年度每噸平均成本單價、每噸毛利及毛利率如下：

二零一二年每噸毛利為人民幣99元，比二零一一年的每噸毛利人民幣267元下降約62.9%。毛利率由二零一一年的6.6%下跌至二零一二年的3.0%。毛利率下跌原因主要是較二零一一年而言，二零一二年原材料價格受市場需求疲弱所影響，導致本集團鋼鐵產品售價的下降幅度較原材料價格下降幅度大。

# Management Discussion and Analysis 管理層討論及分析

## FINANCIAL REVIEW

### Liquidity and Financial Resources

In order to sustain a stable financial status, the Group closely monitors its liquidity and financial resources.

As at 31 December 2012, the Group had unutilised banking facilities of approximately RMB 10.5 billion (2011: RMB 4.6 billion).

As at 31 December 2012, the current ratio of the Group, representing current assets divided by current liabilities, was 1.3 (2011: 1.7) and the gearing ratio, representing total liabilities divided by total assets, was 61.4% (2011: 58.5%).

As at 31 December 2012, the cash and cash equivalents of the Group amounted to approximately RMB 879 million (2011: approximately RMB 965 million).

After considering its cash and cash equivalents as well as the banking facilities currently available to the Group, it is believed that the Group has sufficient capital to fund its future operations and for general business expansion and development.

### Capital Structure

In November 2012, the Company repurchased a total of principal amount of US\$ 87,240,000 and US\$ 59,817,000 of the 2017 Senior Notes and the 2015 Senior Notes respectively. Following the completion of the repurchase, the outstanding aggregate principal amount of the 2017 Senior Notes and the 2015 Senior Notes was US\$ 212,760,000 and US\$ 490,183,000 respectively.

## 財務回顧

### 資金流動性及財務資源

本集團密切監察流動資金及財政資源，以保持穩健的財政狀況。

於二零一二年十二月三十一日，本集團的可用銀行授信額度為約人民幣105億元（二零一一年：人民幣46億元）。

於二零一二年十二月三十一日，本集團的流動比率（流動資產除以流動負債）為1.3倍（二零一一年：1.7倍）及資產負債比率（總負債除以總資產）為61.4%（二零一一年：58.5%）。

於二零一二年十二月三十一日，本集團的現金及現金等價物為人民幣約8.79億元（二零一一年：約人民幣9.65億元）。

考慮目前本集團所持有之現金及現金等價物及現時可用銀行授信額度後，相信本集團擁有充足的資金應付未來之業務運作及一般業務擴充和發展之資金需要。

### 資本結構

於二零一二年十一月，本公司分別購回本金總額為87,240,000美元及59,817,000美元之二零一七年優先票據及二零一五年優先票據。於完成購回後，二零一七年優先票據及二零一五年優先票據之未償付本金總額分別為212,760,000美元及490,183,000美元。



# Management Discussion and Analysis 管理層討論及分析

## FINANCIAL REVIEW (continued)

### Capital Structure (continued)

As at 31 December 2012, borrowings of RMB 6,696 million of the Group bore fixed interest rates ranged from 1.52% to 8.00% per annum and borrowings of RMB 1,659 million of the Group bore floating rates ranged from 1.81% to 7.38% per annum. The Group's exposure to changes in market interest rates was considered to be limited. The Group did not use any derivatives to hedge its exposure to interest rate risk for the year ended 31 December 2012 and 2011.

Moreover, most of the borrowings of the Group as at 31 December 2012 were non-current with maturity over two years.

The Group monitors its capital on the basis of the debt-to-capital ratio. This ratio is calculated as total debt divided by total capital. Total debt includes current and non-current borrowings, finance lease obligations and borrowings from related parties. The Group regards its non-current borrowings, non-current portion of its finance lease obligations and borrowings from related parties and its equity attributable to owners of the Company as its total capital. As at 31 December 2012, the debt-to-capital ratio of the Group was 63.2% (2011: 55.8%).

The consolidated interest expenses and capitalised interest in 2012 amounted to RMB 571 million (2011: RMB 546 million). The interest coverage (divide earnings before finance cost-net and taxes by total interest expenses) was 1.2 times (2011: 3.7 times).

### Capital Commitments

As at 31 December 2012, the Group had capital commitments of RMB 563 million (2011: RMB 505 million). It is estimated the capital commitments will be financed by the Group's internal resources, senior notes and unutilised banking facilities.

## 財務回顧(續)

### 資本結構(續)

於二零一二年十二月三十一日，本集團的年利率介乎1.52%至8.00%的固定利率借款為人民幣66.96億元，而本集團的年利率介乎1.81%至7.38%的浮動利率借款為人民幣16.59億元。本集團對市場利率變化的風險被認為屬有限。本集團截至二零一二年及二零一一年十二月三十一日止年度並無使用衍生工具對沖其利率風險。

此外，於二零一二年十二月三十一日，本集團大部份的借款的還款期為非即期且超過兩年。

本集團根據債項與資本比率監察資本狀況。債項與資本比率為債項總額除以總資本，而債項總額包括流動及非流動借款、融資租賃負債及關聯公司借款。本集團將其非流動借款、融資租賃負債及關聯公司借款的非流動部份及歸屬於母公司權益持有者的權益視為本集團的總資本。於二零一二年十二月三十一日，本集團的債項與資本比率為63.2%（二零一一年：55.8%）。

二零一二年綜合利息支出及資本化利息共人民幣5.71億元（二零一一年：人民幣5.46億元）。利息盈利倍數（扣除財務淨成本前之稅前溢利除以總利息支出）為1.2倍（二零一一年：3.7倍）。

### 資本性承擔

於二零一二年十二月三十一日，本集團的資本性承擔為人民幣5.63億元（二零一一年：人民幣5.05億元）。預計將由本集團自有資金、優先票據及可用銀行授信額度作為融資。

# Management Discussion and Analysis 管理層討論及分析

## FINANCIAL REVIEW (continued)

### Guarantee and Contingent Liabilities

As at 31 December 2012, the Group's contingent liabilities amounted to approximately RMB 30 million (2011: RMB 30 million), which was the provision of guarantee for bank borrowings in favor of a third party.

### Pledge of Assets

As at 31 December 2012, the net book value of the Group's property, plant and equipment amounting to nil (2011: approximately RMB 41 million), inventories amounting to approximately RMB 122 million (2011: approximately RMB 61 million), notes receivable amounting to approximately RMB 2,200 million (2011: approximately RMB 161 million) and restricted bank balances amounting to approximately RMB 1,110 million (2011: approximately RMB 891 million) had been pledged as security for issuing notes payable of the Group and the Group's banking facilities.

### Exchange Risks

Foreign exchange risk is the risk to the Group's financial conditions and results of operations arising from movements of foreign exchange rates. The Group mainly operates in the Mainland China with most of the transactions denominated and settled in RMB. The Group's foreign exchange risk primarily arises from the procurement of iron ores and the relevant products from overseas suppliers and the Group's senior notes, which is denominated and settled in USD. Foreign exchange rates fluctuates in reaction to the macro-economic performance of different countries and fund flows between countries arising from trade or capital commitments. The Group has not used any derivatives to hedge its exposure to foreign exchange risk for the years ended 31 December 2012 and 2011.

### Final Dividend

The Board did not recommend the payment of any final dividend for the year ended 31 December 2012.

## 財務回顧(續)

### 擔保及或然負債

於二零一二年十二月三十一日，本集團的或然負債為約人民幣3,000萬元(二零一一年：人民幣3,000萬元)，為替第三方作銀行借貸擔保。

### 資產抵押

於二零一二年十二月三十一日，本集團賬面淨值零元(二零一一年：約人民幣4,100萬元)的物業、廠房及設備、約人民幣1.22億元(二零一一年：約人民幣6,100萬元)的存貨、約人民幣22億元(二零一一年：約人民幣1.61億元)的應收票據及約人民幣11.10億元(二零一一年：約人民幣8.91億元)的受限制銀行結餘，已作為本集團發行應付票據及獲授銀行融資的抵押品。

### 匯率風險

外匯風險指匯率變動對本集團財務狀況及營運業績構成之風險。本集團主要在中國境內經營，大多數交易均以人民幣計值及結算。本集團之外匯風險主要由於向海外供應商購入鐵礦石和相關產品及本集團的優先票據均以美元計值及結算。匯率波動受不同國家宏觀經濟表現以及貿易或資本動向帶來國家之間資金流動所影響。本集團於截至二零一二年及二零一一年十二月三十一日止年度並無利用任何衍生工具對沖外匯風險。

### 末期股息

董事局不建議就截至二零一二年十二月三十一日止年度派付任何末期股息。

# Management Discussion and Analysis 管理層討論及分析

## FINANCIAL REVIEW (continued)

### Post Balance Sheet Events

Save as disclosed in this report, there are no events to cause material impact on the Group from the balance sheet date to the date of this report.

## ACCREDITATION FOR THE COMPANY AND ITS MANAGEMENT

During 2012, Oriental Green Energy-Saving Environmental Protection Engineering Co., Ltd., a subsidiary of the Group, won the accolades of “Enterprise of 10 Most Influential Brands in Energy-saving Service Industry of China”, “Most Innovative Brand in Environmental Sector of China”, and “Top Ten Creditable Green and Low Carbon Enterprises in the Environmental Sector of China”; while Hebei Jinxi Iron and Steel Group Dafang Heavy Industry Science and Technology Co., Limited, another subsidiary of the Group, was successfully assessed as a National Hi-tech Enterprise, signifying the enhancing technological innovation ability and competitiveness of the company.

## DIVIDEND POLICY

The Company plans to distribute not less than 20% of the Group’s distributable profit as dividend after its listing. However, the actual amount of dividend and as a percentage to profit will be at the discretion of the Board and will depend upon the Company’s future operation and earnings, capital requirement and surplus, general financial condition, contractual restrictions, and other factors that the Board considers relevant. In addition, pursuant to the relevant PRC laws, the distributable profit of the PRC respective subsidiaries of the Company should not be higher than its net profit, after appropriation to the statutory reserve as determined by the generally accepted accounting principles in the PRC.

## 財務回顧(續)

### 結算日後事項

除已於本報告披露外，自結算日後至本報告日期止期間，並無發生重大影響本集團的事情。

## 公司及管理層取得的榮譽

於二零一二年，本集團的子公司東方綠源節能環保工程有限公司榮獲「中國節能服務行業最具影響力十大品牌企業」、「中國節能環保領域最具創新力品牌」、「中國節能環保領域綠色低碳十大誠信企業」等稱號；而本集團的另一子公司河北津西鋼鐵集團大方重工科技有限公司則被評為國家高新技術企業，標誌着公司的科技創新能力和市場競爭力的提升。

## 股息政策

本公司於上市後計劃分派不少於本集團20%的可分派溢利作為股息，惟派息的實際金額及佔溢利的百分比，董事局將按公司日後的實際營運及盈利、資本需求及盈餘、一般財務狀況、合約限制及董事局認為有關的其它因素而酌情釐定。此外，根據相關的中國法律，本公司在中國境內的相關子公司的可分配溢利不得高於經分配法定公積金後按照中國公認會計準則釐定的純利。

# Management Discussion and Analysis 管理層討論及分析

## INVESTOR RELATIONS

The Company maintained close contact with its investors during the year of 2012. The Company not only made timely disclosures of the Company's information through the website of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") for increasing the transparency of the Company, but also held regular meetings with investors, updating them on the Group's business development and industrial trend. In addition, members of the senior management of ArcelorMittal who were appointed as Directors of the Company actively participated in investor relations activities and, together with other members of the Group's management, attended investors' seminars, as well as one-to-one analyst meeting.

In 2012, the Group actively participated in large-scale investment promotion seminars organized by major investment banks, enhancing investors' understanding and confidence in the Company.

All such activities helped to promote investors' understanding of the Group while allowing us to understand more about the opinions and expectations of investors. In future, the Group will further its effort to maintain close contact and effective interactive communication with investors.

## HUMAN RESOURCES AND REMUNERATION POLICIES

As at 31 December 2012, the Group had a workforce of approximately 14,000 and temporary staff of approximately 4,000. The staff cost included basic salaries and benefits. Staff benefits included discretionary bonus, medical insurance plans, pension scheme, unemployment insurance plan, maternity insurance plan and the fair value of the share options, etc.. Effective from July 2008, the Group implemented a workers' injury insurance scheme and contributed 1.5% of the workers' wages to the Social Insurance Bureau. According to the Group's remuneration policy, employees' package is based on productivity and/or sales performance, and is consistent with the Group's quality control and cost control targets.

## 投資者關係

本公司在二零一二年年度內與投資者維持緊密的溝通，本公司除適時透過香港聯合交易所有限公司（「聯交所」）網站，發放本公司信息，以增強本公司的透明度，同時定期接觸投資者，介紹本集團業務發展和更新行業趨勢。此外，於本公司出任董事的安賽樂米塔爾的高級管理人員亦積極參與投資者關係活動，並與其他本集團管理層成員出席投資者研討會以及單對單分析員會議等。

於二零一二年，集團積極參與了由各大投行安排的大型投資推介會議，增進投資者對公司的瞭解和信心。

以上活動有助促進投資者對本集團瞭解的同時，亦有幫助我們更有效掌握投資者的意見和期望。在未來本集團會繼續維持與投資者的密切溝通和良性互動。

## 人力資源及薪酬政策

於二零一二年十二月三十一日，本集團僱用員工約14,000及臨時工人約4,000人。職工成本包括基本薪金及福利，僱員福利包括酌情發放的花紅、醫療保險計劃、養老金計劃、失業保險計劃、生育保險計劃及購股權的公允價值等。自二零零八年七月起，本集團推行工傷保險並按員工發放工資的1.5%上繳社保部門。根據本集團的薪酬政策，僱員的整套福利與生產力及／或銷售業績掛鉤，與本集團質量控制及成本控制目標一致。

# Management Discussion and Analysis 管理層討論及分析

## FUTURE PROSPECTS

Looking forward to the 2013 global economy, although the economic outlook of Europe is still facing many uncertainties, the economy of China is expected to achieve a certain degree of recovery in 2013 under the execution of “stable growth” economic policy by the central government. Steel demand is expected to be fueled by the commencement of the “Twelfth Five-year Plan” of the PRC government, the demand from urbanisation, and the development of Northwest China and the revitalization of Northeast China’s traditional industrial base. In addition, the escalated development of alternative sources of energy, cutting-edge industrial machinery/equipment, low cost housing projects, Euro3 standard compliant automobiles as well as a renewed focus on environmental protection and energy saving measures by the State will increase steel consumption.

Driven by a comparative shortage of resources supply, the prices of various raw materials including iron ore, coke and coal are expected to remain high. The management of the Group will closely control the inventory level and adjust purchasing strategy for raw materials when needed.

During 2012, the Group continued to strategically expand the development of new businesses which laid a solid foundation for our long-term development. It is expected the newly developed businesses will contribute more sustainable revenue and profit for the Group.

## 未來展望

展望二零一三年全球經濟，雖然歐洲的經濟前景仍面對着眾多不明朗的因素，但中國經濟在中央政府傾向執行「穩定增長」的經濟政策下，預計經濟在二零一三年有一定程度的復甦。並且我們預期隨著中國政府的「第十二個五年計劃」的開展、城鎮化的需求及開發中國的大西北和東北老工業基地的各項工程將有利拉動鋼材需求。此外，國家逐步發展新能源、高端工業機械／裝備、低成本住房項目、符合歐盟三期標準的汽車及節能環保等行業亦將大大提升對鋼材的消耗。

在資源供應相對短缺情況下，各類原材料如鐵礦石、焦炭以及煤炭價格，預計仍維持高位。本集團管理層會嚴緊監控庫存量及在適當時調整原材料採購策略。

於二零一二年，本集團繼續策略性地進行拓展新業務發展，為本集團之長遠發展已奠定穩固基礎。預期本集團的新發展業務將為本集團貢獻更多長期及可持續的收入及利潤。

# Management Discussion and Analysis 管理層討論及分析

## FUTURE PROSPECTS (continued)

Since its listing in 2004, the Group has continued to expand its business, diversify its steel product categories and business portfolio. During the last nine years (since being listed), the Group's overall crude steel production capacity has reached 11.0 million tonnes per annum from 3.1 million tonnes per annum at the time of the listing. Its product portfolio has grown from billets to a variety of steel product series – each in a comprehensive range of products and is available in different specifications. These product series include H-section steel products, strips and strip products, billets, cold rolled sheets and galvanized sheets and rebar. Moreover, the H-section steel products of the Group commands a leading position in China. The Group has been gradually diversifying its business. In addition to expanding its supply chain through upstream and downstream integration, the Group has also expanded horizontally by tapping into other business sectors. The Group will strive to take full advantage of the current solid financial condition and efficient management to intensify the continuous development of the Group and to maximize the shareholders' value.

## APPRECIATION

On behalf of the Board, I would like to express my heartfelt gratitude to all of our staff for their hard work and dedication, to our clients for their continued trust, and to you, our shareholders, for your continuous support. The Group will continue to pursue steady and sustainable growth in year of 2013, have advancement with its staff, and share fruitful return with its shareholders.

By order of the Board  
**China Oriental Group Company Limited**

**Han Jingyuan**  
*Chairman and Chief Executive Officer*

Hong Kong, 21 March 2013

## 未來展望(續)

本集團自二零零四年上市以來，不斷壯大業務規模、擴闊鋼材產品種類和業務組合。在過去九年間(自上市以來)，本集團的整體鋼材年產能已由上市時的310萬噸提升至現時的1,100萬噸。產品種類由以生產鋼坯為主，延伸至全規格完整系列的鋼材產品包括：H型鋼產品、帶鋼及帶鋼類產品、鋼坯、冷軋板及鍍鋅板和縲紋鋼；而其中由本集團生產的H型鋼產品更是處於全國領先地位。本集團的業務亦逐步邁向多元化，除了在本行業的產業鏈實行上、下游伸延外，亦開始向其他業務領域進行多元化擴展。本集團致力充份有效運用集團現有的穩健財政狀況和高效審慎的管理模式，推動本集團的持續發展，實現股東價值最大化。

## 感謝

本人謹此代表董事局衷心感謝本集團全體僱員的辛勤工作及奉獻，感謝本集團客戶的持續信任，並感謝閣下作為本公司股東的一貫支持。在二零一三年，本集團將繼續保持穩健及可持續的發展，與僱員共同進步，與股東共享豐盛回報。

承董事局命  
**中國東方集團控股有限公司**

**韓敬遠**  
*董事局主席兼首席執行官*

香港，二零一三年三月二十一日

### EXECUTIVE DIRECTORS

**Mr. Han Jingyuan**, aged 56, is the Chairman and Chief Executive Officer of the Company, and also serves as chairman of the board of Hebei Jinxi Iron and Steel Group Company Limited (“Jinxi Limited”), Foshan Jin Xi Jin Lan Cold Rolled Sheet Company Limited (“Jinxi Jinlan”), Hebei Jinxi Iron and Steel Group Zhengda Iron and Steel Company Limited (“Zhengda Iron and Steel”) and Oriental Fullhero Leasing Company Limited (“Fullhero Leasing”). Mr. Han graduated from the People’s University in 1994 with a degree in management. Mr. Han began his career in Metallurgy in 1984 when he was employed as a deputy mine manager and mine manager of Han’erzhuang Iron Mine. Mr. Han has in-depth industry knowledge and 27 years of extensive operational and managerial experience in the iron and steel industry. Mr. Han was awarded the honorary title of “Hebei Metallurgy Top Ten Man”, “Outstanding Entrepreneur of Hebei Province”, “Excellent Privately-owned Enterprises Entrepreneur in Hebei Province”, and “Economic Top Ten Men of Honesty and Credibility in China”, etc.. Mr. Han is the Vice Chairman of the Metallurgy Chamber of All-China Federation of Industry and Commerce, the Chairman of Hebei Hong Kong Chamber of Commerce and the Vice Chairman of Tangshan Charity Federation. Mr. Han was also the 9<sup>th</sup> and 11<sup>th</sup> representative of the People’s Congress of Hebei Province, PRC. Mr. Han is the director and the controlling shareholder of Wellbeing Holdings Limited, the controlling shareholder of the Group.

**Mr. Zhu Jun**, aged 49, is an Executive Director, Executive Deputy General Manager of the Company, and also serves as the Chief Operating Officer of the Company and the executive director of Jinxi Limited. Mr. Zhu graduated in 2001 from a graduate programme of the Communist Party School in Hebei Province with a diploma in management. Prior to working in the steel industry, Mr. Zhu worked for 10 years as deputy director of Qianxi County Chemical Fertilizer Factory which was based in Qianxi County, Hebei Province. Mr. Zhu joined Jinxi Iron Factory in 1992 and later served as deputy director. Mr. Zhu has had 19 years of working experience in the iron and steel industry.

### 執行董事

**韓敬遠先生**，五十六歲，為本公司的董事局主席兼首席執行官，亦為河北津西鋼鐵集團股份有限公司（「津西鋼鐵」）、佛山津西金蘭冷軋板有限公司（「津西金蘭」）、河北津西鋼鐵集團正達鋼鐵有限公司（「正達鋼鐵」）及東方英豐租賃有限公司（「英豐租賃」）的董事會主席。彼於一九九四年在人民大學畢業，取得管理學位。韓先生於一九八四年在漢兒莊鐵礦出任副礦長及礦長等職務，開始冶金事業。韓先生為資深業內人士，在鋼鐵業累積二十七年的營運及管理經驗。韓先生曾獲「河北冶金十大年度人物」、「河北省傑出企業家」、「河北省優秀民營企業家」及「中國經濟十大誠信人物」等殊榮。韓先生為中華全國工商業聯合會冶金業商會副會長、香港唐山商會會長及唐山市慈善總會副會長。韓先生亦為第九屆及第十一屆中國河北省人民代表大會代表。韓先生為本集團的控股股東 Wellbeing Holdings Limited 的董事及控股股東。

**朱軍先生**，四十九歲，本公司的執行董事、常務副總經理兼首席運營官，同時兼任津西鋼鐵執行董事。彼於二零零一年在中共河北省委黨校畢業，持有管理文憑。在從事鋼鐵業前，朱先生在河北省遷西縣的遷西縣化肥廠擔任副廠長達十年之久。彼於一九九二年加盟津西鐵廠，其後出任副廠長之職。朱先生在鋼鐵行業累積了十九年經驗。

### EXECUTIVE DIRECTORS (continued)

**Mr. Shen Xiaoling**, aged 52, is an Executive Director, Deputy General Manager and Chief Financial Officer of the Company and also serves as an executive director of Jinxi Limited. He obtained a diploma in management from the Hebei Province Communist Party School in 2001. Before joining the Group, Mr. Shen was the head of China Construction Bank Luanxian Sub-branch. Mr. Shen also had 5 years experience acting as the Head of China Construction Bank Qianxi Sub-branch and more than 6 years of experience as the deputy head of Bank of China Qianxi Sub-branch. Mr. Shen has been the deputy general manager of Jinxi Limited since January 2002.

**Mr. Zhu Hao**, aged 46, is an Executive Director of the Company. Mr. Zhu graduated at Tianjin Nankai University and obtained his Master degree in accounting from the University of New South Wales in Australia. Mr. Zhu is a senior economist in China. Mr. Zhu was a non-executive director of Jinxi Limited from December 2002 to early 2004.

**Mr. Han Li**, aged 25, is an Executive Director of the Company. Mr. Han Li joined the Group in 2009 as the assistant to the Financial Controller of the Company. He is currently the executive assistant to Chief Executive Officer of the Company, the director and legal representative of Jinxi Limited. He is also the directors and legal representatives of certain subsidiaries of Jinxi Limited. He assists the Chief Executive Officer and Chief Operating Officer of the Company managing the daily operations of the Group. Mr. Han Li was appointed as the representative of the People's Congress of Qianxi County, Tangshan City, the PRC in June 2011. Mr. Han Li is the son of Mr. Han Jingyuan, the Chairman and Chief Executive Officer and the substantial shareholders (within the meaning of the Part XV of the SFO) (holding 46.03% of the shareholding of the Company) of the Company.

### 執行董事(續)

**沈曉玲先生**，五十二歲，本公司的執行董事、副總經理兼首席財務官及津西鋼鐵的執行董事。彼於二零零一年在中共河北省委黨校取得管理文憑。在加盟本集團之前，沈先生為中國建設銀行灤縣支行行長，亦曾擔任中國建設銀行遷西支行行長逾五年及中國銀行遷西支行副行長逾六年。沈先生由二零零二年一月起擔任津西鋼鐵的副總經理。

**朱浩先生**，四十六歲，本公司的執行董事，朱先生於天津南開大學畢業並取得澳洲新南威爾斯大學會計學碩士學位。朱先生為中國高級經濟師。在二零零二年十二月至二零零四年初期間，朱先生為津西鋼鐵的非執行董事。

**韓力先生**，二十五歲，本公司的執行董事。韓力先生於二零零九年加入本集團並於當時任職本公司的財務總監助理，現為本公司的首席執行官的行政助理、津西鋼鐵的董事兼法定代表人，彼亦是津西鋼鐵若干附屬公司的董事及法定代表人，彼現協助本公司的首席執行官及首席運營官管理本集團的日常工作。韓力先生於二零一一年六月獲委任為中國唐山市遷西縣人民代表大會代表。韓力先生為本公司董事局主席兼首席執行官及根據證券及期貨條例第XV部屬本公司主要股東韓敬遠先生(其持有本公司股本權益約46.03%)的兒子。



### NON-EXECUTIVE DIRECTORS

**Mr. Ondra Otradovec**, aged 44, is a Non-executive Director of the Company. Mr. Otradovec graduated from Stony Brook State University of New York with Bachelor degree of Finance. Previously, he worked at HSBC, responsible for financing, IPO, privatization in Central and Eastern European markets. During that period, he provided advisory service for the acquisition of Nova Hut in Czech Republic and other steel companies. Since 2003, Mr. Otradovec is responsible for mergers and acquisitions activities at ArcelorMittal. He is now the vice president of Global Merger & Acquisition at ArcelorMittal.

**Mr. Vijay Kumar Bhatnagar**, aged 65, is a Non-executive Director of the Company. Mr. Bhatnagar holds a bachelor's degree in Metallurgical Engineering and is an alumnus of AMP of Harvard Business School. He is currently the executive vice president and member of management committee of ArcelorMittal (a substantial shareholder of the Company, a company listed on the stock exchange of Amsterdam, Paris, Luxembourg, Madrid and New York) and the chief executive officer of ArcelorMittal in India and China. Prior to his current assignment, he was the chief executive officer of ArcelorMittal Eastern Europe (Poland, Czech Republic and Romania). Previously, he served as the chief executive officer of Mittal Steel Poland and the chief operating officer of Mittal Steel Temirtau, Kazakhstan and the managing director of Mittal Steel Lazaro Cardenas, Mexico. Mr. Bhatnagar has over 36 years of experience in line and staff functions in aluminum and electronics industries in India. Mr. Bhatnagar was also appointed as a director of Hunan Valin, a listed company in the PRC, since January 2011.

### 非執行董事

**Ondra Otradovec** 先生，四十四歲，本公司的非執行董事。Otradovec 先生於紐約州斯托尼布魯克的紐約州立大學金融學士學位畢業。過去，彼曾任職匯豐銀行，負責中歐和東歐市場融資、首次公開發股和私有化。在匯豐銀行工作期間，Otradovec 先生為收購捷克共和國的新華特 (Nova Hut (路瓦哈特)) 和其他鋼鐵公司提供諮詢。自二零零三年起，Otradovec 先生負責安賽樂米塔爾的合併和收購工作。Otradovec 先生現時為安賽樂米塔爾環球收購和合併的副總裁。

**Vijay Kumar Bhatnagar** 先生，六十五歲，本公司的非執行董事。Bhatnagar 先生持有冶金工程學士學位，及曾在哈佛商學院高級管理課程學習。彼現任職安賽樂米塔爾 (本公司的主要股東，一間於阿姆斯特丹、巴黎、盧森堡、馬德里及紐約的交易所上市的公司) 的行政副總裁及管理委員會的成員，與及印度和中國地區的安賽樂米塔爾的首席執行官。在擔任現時職位之前，彼曾是安賽樂米塔爾東歐區 (包括波蘭、捷克共和國及羅馬尼亞) 的首席執行官。過去，彼也曾擔任米塔爾鋼鐵哈薩克斯坦鐵米爾套的首席運營官及米塔爾鋼鐵墨西哥拉薩羅卡德納斯的董事總經理。Bhatnagar 先生在印度的鋁行業和電子行業的生產和人力資源領域有超過三十六年的經驗。自二零一一年一月起，Bhatnagar 先生亦出任為湖南華菱 (一間於中國上市的公司) 的董事。

### NON-EXECUTIVE DIRECTORS (continued)

**Mr. Liu Lei**, aged 57, is a Non-executive Director of the Company and director of Jinxi Jinlan. Mr. Liu was the Executive Director and Deputy General Manager of the Company from June 2004 to February 2012. Mr. Liu has over 24 years of experience in management and industrial fields. Mr. Liu graduated in the area of Industrial Electrical Automation of Electrical Engineering Faculty of Hebei Institute of Technology (Hebei Industrial Academy) in July 1978. Mr. Liu was awarded the title of 河北省有突出貢獻的中青年專業技術人才 (Professional Technological Talent with Outstanding Contribution in Hebei Province) by Government of Hebei Province in April 1987. Mr. Liu was also granted the qualification of research fellow by 河北省自然研究高級評委會 (Senior Appraisal Committee of Zi Ran Yan Jiu of Hebei Province) in December 2000. Before joining the Group in June 2004, Mr. Liu was the vice chancellor of 河北省科學院 (Hebei Academy of Sciences) from October 1999 to June 2004.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Yu Tung Ho**, aged 66, is an Independent Non-executive Director of the Company. He currently serves as senior vice president of Phoenix Satellite Television Company Limited. Mr. Yu is a senior influential media professional in Hong Kong and China and has been in broadcasting for more than 40 years. Mr. Yu was a director and the chief operation officer of Asia Television Limited, the executive vice president of Phoenix Satellite Television Company Limited and served as chairman of the 12th and 13th Hong Kong Advertising Industry Association. Mr. Yu has also served as the deputy general manager of China Radio & TV Corporation for International Techno-Economic Cooperation and the chief of Radio Guangdong and an independent non-executive director of Gome Electrical Appliance Holdings Limited, a company listed on the main board of the Stock Exchange.

### 非執行董事(續)

**劉磊先生**，五十七歲，現為本公司的非執行董事及津西金蘭的董事，劉先生於二零零四年六月至二零一二年二月期間為本公司的執行董事兼副總經理。劉先生於管理及工業方面有超過二十四年的經驗。劉先生於一九七八年七月畢業於河北工學院電機工程系工業電氣自動化專業。彼於一九八七年四月獲河北省政府頒發「河北省有突出貢獻的中青年專業技術人才」的稱號，亦於二零零零年十二月獲河北省自然研究高級評委會評為研究員的資格。於二零零四年六月加入本集團前，劉先生於一九九九年十月至二零零四年六月期間出任河北省科學院的副院長。

### 獨立非執行董事

**余統浩先生**，六十六歲，本公司獨立非執行董事，現任香港鳳凰衛視有限公司資深副總裁，是中港兩地有影響力的資深傳媒人。彼從事傳媒事業超過四十年，曾出任香港亞洲電視有限公司的董事及營運總裁、鳳凰衛視有限公司的執行副總裁，以及第十二及第十三屆香港廣告業聯會主席。彼亦曾任中國廣電部直屬的中國廣播電視國際經濟技術合作總公司的副總經理、廣東省廣播電台台長及國美電器控股有限公司(一間於聯交所主板上市的公司)的獨立非執行董事。

### INDEPENDENT NON-EXECUTIVE DIRECTORS (continued)

**Mr. Wong Man Chung, Francis**, aged 48, is an Independent Non-executive Director of the Company. He is a Certified Public Accountant (Practising) and has over 24 years of experience in auditing, taxation, management and financial advisory. Mr. Wong is currently an independent non-executive director of Digital China Holdings Limited, eForce Holdings Limited and Wai Kee Holdings Limited whose shares are listed on the main board of the Stock Exchange. He was once the independent non-executive director of Sys Solutions Holdings Limited, a company listed on the growth enterprise market of the Stock Exchange, the independent non-executive director of Yardway Group Limited, a company listed on the main board of the Stock Exchange and the independent non-executive director of Lightscape Technologies Inc., a company with its shares listed and traded in the OTC Bulletin Board of the United States of America. Mr. Wong is a director of both Union Alpha C.P.A. Limited and Union Alpha CAAP Certified Public Accountants Limited, both are professional accounting firms. He is also a founding director and member of Francis M.C. Wong Charitable Foundation Limited, a charitable institution. Previously, Mr. Wong worked for KPMG, an international accounting firm for 6 years and the Hong Kong Securities Clearing Company Limited for 2 years. Mr. Wong is a fellow member of Hong Kong Institute of Certified Public Accountants and Association of Chartered Certified Accountants of the United Kingdom, a Certified Tax Advisor of Taxation Institute of Hong Kong. Mr. Wong is also an associate member of Institute of Chartered Accountants in England and Wales and a member of the Society of Chinese Accountants & Auditors, Hong Kong. Mr. Wong holds a Master Degree in Management conferred by Guangzhou Jinan University.

### 獨立非執行董事(續)

**黃文宗**，四十八歲，本公司的獨立非執行董事。彼為一名執業會計師，於審計、稅務、管理及財務策劃方面有超過二十四年經驗。黃先生現為神州數碼控股有限公司、意科控股有限公司及惠記集團有限公司的獨立非執行董事，該等公司的股份均於聯交所主板上市。黃先生並曾出任軟迅科技控股有限公司(其股份於聯交所創業板上市)、啓帆集團有限公司(其股份於聯交所主板上市)的獨立非執行董事及 Lightscape Technologies Inc. 一間在美國 OTC Bulletin Board 上市公司的獨立非執行董事。黃先生現為才匯會計師事務所有限公司及中審亞太才匯(香港)會計師事務所有限公司的董事。彼亦為黃文宗慈善基金有限公司的創辦董事及發起人。在此之前，黃先生曾於畢馬威國際會計師事務所審計部工作六年，並於香港中央結算有限公司監察科工作兩年。黃先生為香港會計師公會及英國特許公認會計師公會資深會員、香港稅務學會之註冊稅務師，亦為英格蘭及威爾斯特許會計師公會會員及香港華人會計師公會會員。黃先生持有廣州暨南大學管理學碩士學位。

### INDEPENDENT NON-EXECUTIVE DIRECTORS (continued)

**Mr. Wang Tianyi**, aged 66, is an Independent Non-executive Director of the Company. He is currently the executive vice president of The Chinese Society For Metals. Mr. Wang has over 40 years of extensive experience in the steel industry. Mr. Wang studied metallurgical machinery in 北京鋼鐵學院 (Beijing Institute of Iron and Steel Engineering) (now known as 北京科技大學 University of Science and Technology of Beijing) from 1965 and graduated in 1970. He then worked at 邯鄲鋼鐵集團有限責任公司 (Handan Iron and Steel Group Company Limited) (「邯鋼集團」 or “Handan IS Group”) from 1970 to 1995 and held various management and professional positions, included the position of a technician, deputy factory manager and executive deputy general manager. From 1995 to 2008, Mr. Wang re-designated and worked at 唐山鋼鐵集團有限責任公司 (Tangshan Iron and Steel Group Company Limited) (「唐鋼集團」 or “Tangshan IS Group”) as the chairman and managing director. From 2005 to 2011, he was also the deputy chairman and managing director of 首鋼京唐鋼鐵聯合有限責任公司 (Shougang Jingtang Iron and Steel Company Limited). From July 2008 to August 2011, he acted as the vice chairman of 河北鋼鐵集團有限責任公司 (Hebei Iron and Steel Group Company Limited) (「河北鋼鐵集團」 or “HBIS Group”). HBIS Group was established after the merger of Tangshan IS Group and Handan IS Group on 30 June 2008.

**Mr. Zhou Guoping**, aged 66, graduated from China University of Political Science and Law (former known as The Peking College of Political Science and Law) in 1969. Mr. Zhou started his career since 1970, he had been acted as the Deputy Director of Public Security Bureau of Jilin City, Jilin Province of China (中國吉林省吉林市公安局副局長), and the Deputy Director of the State Security Bureau in Jilin City (吉林市國家安全局副局長). He had also been in charge of the Jilin City Forestry Security Bureau (吉林市林業公安處). Mr. Zhou was the Deputy Director of Municipal Justice Bureau of Changchun City, Jilin Province of China (中國吉林省長春市司法局副局長), and the Deputy Director of Public Security Bureau of Changchun City (長春市公安局副局長) and the Deputy Secretary of Politics and Law Committee of Changchun City (長春市政法委副書記) from 1994 to December 1997. During the period, Mr. Zhou was awarded the title of Police Commissioner, Class II (Deputy Bureau Level) (二級警監警銜 (副局級)). Since December 1997, Mr. Zhou was appointed as the Deputy Director and the Secretary of Committee for Discipline Inspection of Beijing Traffic Management Bureau (北京市公安交通管理局副局長兼紀委書記) till his retirement in 2006.

### 獨立非執行董事(續)

王天義先生，六十六歲，本公司的獨立非執行董事，彼現任中國金屬學會常務副理事長。王先生在鋼鐵行業擁有超過40年豐富經驗。王先生於一九六五年開始就讀於北京鋼鐵學院(現稱北京科技大學)修讀冶金機械專業及於一九七零年畢業。彼於一九七零年至一九九五年在邯鄲鋼鐵集團有限責任公司(「邯鋼集團」)工作並曾出任多個管理及專業職位，包括技術人員、副廠長及常務副總經理。於一九九五年至二零零八年期間，王先生調任至唐山鋼鐵集團有限責任公司(「唐鋼集團」)，分別擔任過董事長及總經理，在二零零五年至二零一一年期間，彼亦曾擔任首鋼京唐鋼鐵聯合有限責任公司的副董事長兼總經理，並於二零零八年七月至二零一一年八月期間出任河北鋼鐵集團有限責任公司(「河北鋼鐵集團」)的副董事長，河北鋼鐵集團於二零零八年六月三十日由唐鋼集團及邯鋼集團合併而成。

周國平先生，六十六歲，於一九六九年畢業於中國政法大學(前稱謂北京政法學院)，周先生於一九七零年起開始參加工作，彼曾出任中國吉林省吉林市公安局副局長及吉林市國家安全局副局長，曾負責吉林市林業公安處的工作，於一九九四年起至一九九七年十二月彼在中國吉林省長春市曾擔任過司法局副局長、長春市公安局副局長及長春市政法委副書記，彼在此期間亦曾獲授二級警監警銜(副局級)。周先生自一九九七年十二月起出任北京市公安交通管理局副局長兼紀委書記，直至二零零六年退休。

### SENIOR MANAGEMENT

**Mr. Yu Lifung**, aged 36, is the general manager of Jinxi Limited. Mr. Yu began his career in 1995 when he was employed as the sales supervisor of Han's erzhuang Iron Mine, and joined Jinxi Limited in 1996. From October 2009 to August 2012, Mr. Yu had been appointed as the general manager of Zhengda Iron and Steel. In September 2012, Mr. Yu transferred to Jinxi Limited as the general manager. He has been the sales supervisor, the manager of supply division, deputy general manager and general manager of Jinxi Limited. Mr. Yu has been awarded the honorary title of Workers' Model in Qianxi Country (遷西縣勞動模範), Ten Outstanding Youths in Tangshan City (唐山市十大優秀青年), Success New Entrepreneur of Hebei Province (河北省創業功臣).

**Mr. Yu Jianshui**, aged 45, is a deputy general manager of Zhengda Iron and Steel. Mr. Yu was graduated at Hebei Polytechnic University and obtained a MBA from University of Northern Virginia in June 2009. He joined the Group after graduation until May 2005 and had over 20 years management experience. During the period, he received the awards of County Technological Selected Talent (縣科技拔尖人才), Ten Outstanding Youths in the County (縣十大傑出青年), Outstanding Youth in Post of Tangshan City (唐山市青年崗位能手), Workers' Model in Hebei Province (河北省勞動模範), The First Class Honour of Technological Improvement in Tangshan City (唐山市科技進步一等獎), The Third Class Honour of Technological Improvement in Hebei Province (河北省科技進步三等獎). He was employed as the deputy general executive manager of Shanxi Province Xiaoyi City Chengcai Iron and Steel Company in May 2005 and then joined Jinxi Jinlan in April 2006 and was also appointed as a general manager in September 2006. In 2008, Mr. Yu transferred to Zhengda Iron and Steel as a general manager. Mr. Yu has been a general manager of Jinxi Limited since October 2009 and transferred to Zhengda Iron and Steel as the deputy general manager in September 2012.

### 高級管理人員

**于利峰先生**，三十六歲，現為津西鋼鐵的總經理。于先生在一九九五年開始任職漢兒莊鐵礦的銷售科長，並於一九九六年加入津西鋼鐵，于先生在二零零九年十月至二零一二年八月，于先生曾被委任為正達鋼鐵公司總經理。在二零一二年九月，于先生調任為津西鋼鐵的總經理。在津西鋼鐵內曾先後擔任銷售科長、供應處處長、副總經理、總經理。于先生過去曾被授予遷西縣勞動模範、唐山市十大優秀青年、河北省創業功臣等榮譽稱號。

**于建水先生**，四十五歲，現任正達鋼鐵副總經理。于先生畢業於河北理工大學鋼鐵冶金專業，二零零九年六月取得北弗吉尼亞大學的工商管理碩士學位。自參加工作以來至二零零五年五月，一直在本集團工作，擁有超過二十年管理經驗。期間，曾獲得「縣科技拔尖人才」、「縣十大傑出青年」、「唐山市青年崗位能手」、「河北省勞動模範」、「唐山市科技進步一等獎」、「河北省科技進步三等獎」等科技成果。于先生於二零零五年五月任職山西省孝義市城財鋼鐵公司常務副總經理，及後於二零零六年四月加盟津西金蘭，二零零六年九月起任職總經理。二零零八年調任到正達鋼鐵任職總經理。于先生自二零零九年十月任職津西鋼鐵的總經理並於二零一二年九月調任至正達鋼鐵。

### SENIOR MANAGEMENT *(continued)*

**Mr. Au Yeung Siu Kei**, aged 37, is the Financial Controller and Company Secretary of the Company. Mr. Au Yeung is a fellow member of the Association of Chartered Certified Accountants and a fellow member and Certified Public Accountant (Practising) of the Hong Kong Institute of Certified Public Accountants. Mr. Au Yeung holds a bachelor degree in professional accounting from the Chinese University of Hong Kong. Mr. Au Yeung has over 14 years of experience in auditing, accounting and financial management and has been acted as the financial controller, company secretary and authorized representative of the Company from April 2010 to April 2011. Mr. Au Yeung was reappointed as the Financial Controller and Company Secretary with effect from 25 September 2012.

### 高級管理人員 *(續)*

歐陽兆基先生，三十七歲，本公司的財務總監兼公司秘書，歐陽先生為英國特許公認會計師公會資深會員，亦為香港會計師公會的資深會員及執業會計師，歐陽先生持有中文大學專業會計學學士學位，歐陽先生在審計、會計及財務管理方面擁有超過十四年的經驗，而彼亦曾在二零一零年四月至二零一一年四月擔任本公司的財務總監、公司秘書及授權代表。歐陽先生於二零一二年九月二十五日重返出任本公司的財務總監兼公司秘書。

# Corporate Governance Report 企業管治報告

The Company is committed to sound corporate governance practices designed to promote greater transparency, investor confidence and the continued development of the Company and its subsidiaries (the “Group”) with the best long term interest of the Group and value enhancement for all shareholders as our ultimate goal. The Company also believes that sound corporate governance practices benefit the Group’s employees and the community in which the Group operates.

## CODE ON CORPORATE GOVERNANCE PRACTICES (“CG CODE”)

In the opinion of the Directors, the Company has complied with the CG Code set out in Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) of the Stock Exchange throughout the year ended 31 December 2012, except for the deviation with explanation disclosed below.

## BOARD OF DIRECTORS (THE “BOARD”)

During the year under review, the Board comprised the following Directors and the composition is set out as follows:

### Executive Directors

Mr. Han Jingyuan (*Chairman and Chief Executive Officer*)

Mr. Zhu Jun (*Executive Deputy General Manager and Chief Operating Officer*)

Mr. Shen Xiaoling  
(*Deputy General Manager and Chief Financial Officer*)

Mr. Zhu Hao

Mr. Han Li (*appointed on 7 February 2012*)

Mr. Muktesh Mukherjee (*resigned on 11 May 2012*)

### Non-executive Directors

Mr. Ondra Otradovec

Mr. Vijay Kumar Bhatnagar

Mr. Liu Lei (*re-designated on 7 February 2012*)

### Independent Non-executive Directors

Mr. Gao Qingju (*resigned on 7 February 2012*)

Mr. Yu Tung Ho

Mr. Wong Man Chung, Francis

Mr. Wang Tianyi (*appointed on 7 February 2012*)

Mr. Zhou Guoping (*appointed on 1 December 2012*)

本公司貫徹執行良好之公司管治實務，以提升透明度、投資者信心及促進本公司及其附屬公司(「本集團」)之持續發展，並一直以本集團之最佳長遠利益及提高全體股東的價值為其最終目標。本公司亦相信，良好之公司管治對本集團僱員及經營所在社區均屬有利。

## 企業管治常規守則(「企業管治守則」)

除下文所述的偏差和說明外，於截至二零一二年十二月三十一日止整個年度，董事局認為本公司已遵守聯交所證券上市規則(「上市規則」)附錄十四所載之企業管治守則之原則及守則條文。

## 董事局(「董事局」)

於回顧年度，董事局包括以下董事，其組成載列如下：

### 執行董事

韓敬遠先生(*董事局主席兼首席執行官*)

朱軍先生(*常務副總經理兼首席運營官*)

沈曉玲先生(*副總經理兼首席財務官*)

朱浩先生

韓力先生(*於二零一二年二月七日獲委任*)

Muktesh Mukherjee

(*於二零一二年五月十一日辭任*)

### 非執行董事

Ondra Otradovec 先生

Vijay Kumar Bhatnagar 先生

劉磊先生(*於二零一二年二月七日調任*)

### 獨立非執行董事

高淸舉先生(*於二零一二年二月七日辭任*)

余統浩先生

黃文宗先生

王天義先生(*於二零一二年二月七日獲委任*)

周國平先生(*於二零一二年十二月一日獲委任*)

# Corporate Governance Report 企業管治報告

## BOARD OF DIRECTORS (THE “BOARD”) (continued)

### ROLES AND RESPONSIBILITIES

The Board assumes responsibility for leadership and control of the Company and is collectively responsible for promoting the success of the Company by directing and supervising the Company’s affairs. It should act in the best interest of the Company and its shareholders at all times. The Board sets strategies for the Company and monitors the performance and activities of the senior management.

The Executive Directors of the Company are responsible for the day to day operations of the Company whereas the Independent Non-executive Directors of the Company are responsible for ensuring a high standard of financial and management reporting to the Board and shareholders of the Company as well as to provide a balanced composition in the Board so that there is a strong independent element on the Board.

### BOARD COMPOSITION

The composition of the Board is reviewed regularly to ensure that it has a good balance of expertise, skills and experience, which can meet the requirements of the business of the Group. The Directors’ biographical information is set out on pages 22 to 27.

There is a clear division of responsibilities between the Board and the management. The Board is responsible for providing high-level guidance and effective oversight of the management while day-to-day management of the Group is delegated to the management team of each respective subsidiary. Generally speaking, the Board is responsible for:

- Formulating the Group’s long-term strategy and monitoring the implementation thereof;
- Approval of dividends;
- Reviewing and approving the interim and annual reports;
- Ensuring good corporate governance and compliance;
- Monitoring the performance of the management;
- Reviewing and approving any material acquisition and disposal of assets and other material transactions.

## 董事局(「董事局」)(續)

### 職務及職責

董事局肩負領導及監控本公司的責任，並共同負責指導及監督本公司的事宜，推動本公司的成功。董事局應始終以本公司及其股東的最佳利益行事。董事局制定本公司的策略，並監控高級管理層的表现及活動。

本公司執行董事負責本公司的日常營運，而本公司獨立非執行董事負責確保向董事局及本公司股東作出高標準之財務及管理報告，平衡董事局架構，使董事局具有高度獨立地位。

### 董事局架構

董事局定期檢討其成員架構，務求平衡各方的專業知識、技術及資歷，以符合本集團的業務要求。董事履歷資料載列於第22至27頁。

董事局與管理層職責具清晰劃分。董事局負責提供高層次指引及有效監督管理層，而本集團日常管理則轉授予各附屬公司管理層。一般而言，董事局負責：

- 制訂本集團長遠策略及監督有關策略之實施；
- 批准股息；
- 審閱及批准中期報告及年報；
- 確保良好公司管治及遵守法規；
- 監督管理層之表現；
- 審閱及批准任何重大收購及資產出售及其他重大交易。



# Corporate Governance Report 企業管治報告

## BOARD OF DIRECTORS (THE “BOARD”) (continued)

Except Mr. Han Li, who is the son of Mr. Han Jingyuan, to the best knowledge of the Directors, there is no financial, business, family relationship among the other Directors. All of them are free to exercise their independent judgment.

The Board authorises the management to carry out the strategy that have been approved. During the year under review, eight board meetings were held and the principal business transacted included approving interim and annual results and reports, assessing business development and business performance and implementation. The attendance record of each Director for the year ended 31 December 2012 is set out as follows:

### Board of Directors

#### 董事局

Board of Directors		Number of Board Meeting Attended/Eligible Attended
董事局		董事局會議出席/ 有資格出席次數
Mr. Han Jingyuan	韓敬遠先生	5/8
Mr. Zhu Jun	朱軍先生	7/8
Mr. Shen Xiaoling	沈曉玲先生	8/8
Mr. Zhu Hao	朱浩先生	7/8
Mr. Han Li (appointed on 7 February 2012)	韓力先生 (於二零一二年二月七日獲委任)	6/8
Mr. Muktesh Mukherjee (resigned on 11 May 2012)	Muktesh Mukherjee 先生 (於二零一二年五月十一日辭任)	1/2
Mr. Ondra Otradovec	Ondra Otradovec 先生	1/8
Mr. Vijay Kumar Bhatnagar	Vijay Kumar Bhatnagar 先生	1/8
Mr. Liu Lei (re-designated on 7 February 2012)	劉磊先生 (於二零一二年二月七日調任)	7/8
Mr. Gao Qingju (resigned on 7 February 2012)	高清舉先生 (於二零一二年二月七日辭任)	N/A 不適用
Mr. Yu Tung Ho	余統浩先生	8/8
Mr. Wong Man Chung, Francis	黃文宗先生	8/8
Mr. Wang Tianyi (appointed on 7 February 2012)	王天義先生 (於二零一二年二月七日獲委任)	7/8
Mr. Zhou Guoping (appointed on 1 December 2012)	周國平先生 (於二零一二年十二月一日獲委任)	1/1

All Directors have access to the Company Secretary who is responsible for ensuring that Board procedures are complied with and all applicable rules and regulations are followed.

## 董事局(「董事局」)(續)

除韓力先生為韓敬遠先生的兒子外，據董事所知悉，其他董事之間概無任何財務、業務和親屬關係。董事均可自由作出獨立判斷。

董事局授權管理層履行已批准的策略。於回顧年度內，董事局共召開八次會議，已處理之主要事項包括批准中期及末期業績和報告、評估業務發展和表現及落實細節。各董事於截至二零一二年十二月三十一日止年度之出席情況如下：

所有董事均可與公司秘書保持聯繫，而公司秘書負責確保董事局之運作符合程序及遵守所有適用規則及規例。

# Corporate Governance Report 企業管治報告

## BOARD OF DIRECTORS (THE “BOARD”) (continued)

The Board ensures that its members are supplied, in a timely manner, with all necessary information in a form and of a quality appropriate to enable the Board to discharge its duties.

The minutes of Board meetings recorded all the details of the matters considered by the Board and the decisions reached, including any concerns raised by Directors or dissenting views expressed. Minutes of Board meetings are kept by the Company Secretary and are available for inspection by any Director.

### A. Chairman and Chief Executive Officer

Pursuant to the Code Provision A.2.1 of the CG Code, the role of the Chairman and Chief Executive Officer should be separate and should not be performed by the same individual. The Board has Chairman to provide leadership to the Board in terms of establishing policies and business directions and monitor the daily operation of the Group.

Mr. Han Jingyuan currently serves as the Chairman of the Board and the Chief Executive Officer of the Company. The Board believes that there is no immediate need to separate the roles of Chairman and the Chief Executive Officer of the Company because the role of chief executive officer/general manager of the Company's major operating subsidiaries are performed by other persons.

The Board will consider the segregation of the roles of the Chairman and the Chief Executive Officer of the Company in light of the future development of the operating activities or businesses of the Group.

### B. Independent Non-executive Directors

During the year under review, the Company had three Independent Non-executive Directors for the period from 1 January 2012 to 30 November 2012 and had four Independent Non-executive Directors for the period from 1 December 2012 to 31 December 2012 of whom Mr. Wong Man Chung, Francis has appropriate professional qualifications and experience in financial matters in compliance with Rules 3.10(1) and 3.10(2) of the Listing Rules.

## 董事局(「董事局」)(續)

董事局確保其成員及時獲提供所有具適當形式及質量之必要資料，以便董事局履行其職責。

董事局會議記錄對董事局所審議之事項及達致之決定均有詳盡記錄，包括由董事提出之任何事宜或表達之異議。董事局會議記錄由公司秘書保管，可供任何董事查閱。

### A. 董事局主席和首席執行官

根據企業管治守則第A.2.1條守則條文，主席和首席執行官的角色應有區分，並不應由一人同時兼任。董事局設主席為制定本集團政策、業務方向及領導董事局，並監控本集團日常業務。

目前，韓敬遠先生擔任董事局主席兼首席執行官。董事局認為現時沒有即時需要區分董事局主席和首席執行官的角色，因為本公司主要及實際營運的附屬公司的首席執行官／總經理已由其他人士擔任。

未來，董事局將考慮分離本公司的董事局主席及首席執行官的角色以應付本集團未來的經營活動或業務發展。

### B. 獨立非執行董事

於回顧年度，自二零一二年一月一日至二零一二年十一月三十日止期間，本公司擁有三名獨立非執行董事，自二零一二年十二月一日至二零一二年十二月三十一日止期間，本公司擁有四名獨立非執行董事，當中黃文宗先生在財務事宜方面擁有合適之專業資格及經驗，符合上市規則第3.10(1)條及第3.10(2)條之規定。

# Corporate Governance Report 企業管治報告

## BOARD OF DIRECTORS (THE “BOARD”) (continued)

### B. Independent Non-executive Directors (continued)

The Company has received, from each of the Independent Non-executive Directors, an annual confirmation of their independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all the Independent Non-executive Directors to be independent.

### C. Appointment, Re-election and Removal of Directors

According to the Bye-laws of the Company, any Director appointed to fill a casual vacancy or 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. At each annual general meeting, one-third of the Directors for the time (or if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office by rotation provided that notwithstanding anything therein, the Chairman of the Board and/or the Managing Director of the Company shall not, whilst holding such office, be subject to the retirement by rotation or be taken into account in determining the number of the Directors to retire in each year and the Director appointed to fill a casual vacancy or as an addition to the Board shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. The Company will consider amending the Bye-laws to comply with the Code Provision A.4.2 of the CG Code in the future.

## 董事局(「董事局」)(續)

### B. 獨立非執行董事(續)

本公司已接獲各獨立非執行董事根據上市規則第3.13條發出之年度獨立性確認書。本公司認為全體獨立非執行董事均具備獨立性。

### C. 委任、重選和撤換董事

根據本公司之章程細則，任何獲委任以填補臨時空缺或新加入之董事僅可留任至本公司下一屆股東週年大會，並符合資格重選連任。於每屆股東週年大會上，當時在任之三分之一之董事(或如董事人數並非三或三之倍數時，最接近但不多於三分之一之董事)須輪值告退但符合資格重選連任。每年告退之董事(包括以特定任期委任之董事)須為自上一次當選後任期最長之董事，僅擔任主席及／或董事總經理之董事毋須輪值告退，計算須告退董事人數時亦不予計算在內。同時，填補空缺或新加入的董事人數，於釐定須輪值退任之董事人數時，均無須計算在內。本公司將考慮修改章程細則以符合企業管治守則第A.4.2條守則條文。

# Corporate Governance Report 企業管治報告

## BOARD OF DIRECTORS (THE “BOARD”) (continued)

### C. Appointment, Re-election and Removal of Directors (continued)

All the Directors of the Company are appointed for a specific term and subject to re-election. Currently, Mr. Han Jingyuan, Mr. Zhu Jun, Mr. Shen Xiaoling, Mr. Zhu Hao and Mr. Han Li (appointed on 7 February 2012) being the Executive Directors are appointed for a fixed term of three years. Mr. Vijay Kumar Bhatnagar and Mr. Ondra Otradovec being the Non-executive Directors are appointed a fixed term of two years. Mr. Liu Lei being the Non-executive Director is re-designated from 7 February 2012 till 31 December 2012. All Independent Non-executive Directors, including, Mr. Yu Tung Ho, Mr. Wong Man Chung, Francis and Mr. Wang Tianyi (appointed on 7 February 2012) and Mr. Zhou Gouping (appointed on 1 December 2012) are appointed for a fixed term of one year. All the Directors are still subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Company’s bye-laws.

Except for the change in the Board as mentioned above, during the year under review, no Director was appointed to fill any causal vacancy or otherwise.

### D. Responsibilities of Directors and Company Secretary

The Directors fully appreciate their role and duties as Directors of the Company.

New Director will be given an introduction to the Group’s major business activities, induction into their responsibilities and duties, and other regulatory requirements.

The Company Secretary is responsible for keeping all Directors updated on the Listing Rules and other relevant regulatory requirements.

## 董事局(「董事局」)(續)

### C. 委任、重選和撤換董事(續)

本公司所有董事之委任均有指定任期及須接受重選。目前，韓敬遠先生、朱軍先生、沈曉玲先生、朱浩先生及韓力先生(於二零一二年二月七日獲委任)是本公司的執行董事均以指定任期獲委任，為期三年，Vijay Kumar Bhatnagar先生及Ondra Otradovec先生以指定任期獲委任，為期兩年，劉磊先生(自二零一二年二月七日起獲調任為本公司的非執行董事)的任期由二零一二年二月七日至二零一二年十二月三十一日。所有獨立非執行董事包括余統浩先生、黃文宗先生、王天義先生(於二零一二年二月七日獲委任)和周國平先生(自二零一二年十二月一日獲委任)以指定任期一年之任期獲委任。所有董事均需輪席告退及根據本公司章程細則於本公司股東週年大會重選。

除上述的董事局變動以外，於回顧年度內，董事局之架構並無變動。

### D. 董事及公司秘書責任

所有董事均充分了解彼等作為本公司董事之角色及職責。

新任董事於入職時，將獲簡介本集團之主要業務、彼等之責任及職責以及其他監管要求。

公司秘書負責向全體董事發放上市規則及其他相關監管要求之最新資料。

# Corporate Governance Report 企業管治報告

## BOARD OF DIRECTORS (THE “BOARD”) (continued)

### E. Directors' and Officers' liability

Appropriate insurance cover on Directors and Officers' liabilities has been provided to cover potential legal actions against Directors and Officers.

### F. Training and Support for Directors and Company Secretary

Each newly appointed Director will be received comprehensive, formal and tailored induction on the first occasion of his appointment, so as to ensure that he has appropriate understanding of the business and operations of the Group and that he is fully aware of his responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

There are also arrangements in place for providing continuing briefing and professional development to Directors at the Company's expenses whenever necessary.

The Company provides regular updates relating to the Group's business and the legislative and regulatory environments in which the Group conducts its business to the Directors.

The Directors are committed to comply with the Code Provision A.6.5 of the CG Code which came into effect on 1 April 2012 on directors' training. All Directors have participated in continuous professional development to develop and refresh their knowledge and skills and provided a record of training they received for the year ended 31 December 2012.

With effective from January 2012, the Company Secretary is required to have 15 hours of professional training under the Listing Rules. During the year under review, Mr. Au Yeung Siu Kei, the Financial Controller and Company Secretary of the Company, undertook 34 hours of professional training to update his skills and knowledge in compliance with Rule 3.29 of the Listing Rules.

## 董事局(「董事局」)(續)

### E. 董事及高級職員之責任

本公司已就對董事及高級職員作出之法律行動，為董事及高級職員提供適當責任保險。

### F. 董事及公司秘書培訓及支持

各新任董事已於首次獲委任時接受全面、正式及為彼而設之就職指引，確保董事對本集團業務及營運有恰當了解，並完全明白彼於上市規則及相關監管規定項下之責任及義務。

如有需要，董事亦獲安排提供持續簡報及專業發展，費用由本公司承擔。

本公司定期向董事提供有關本集團業務以及本集團經營業務所在立法及監管環境之最新資料。

董事承諾遵守自二零一二年四月一日起生效之企業管治守則第A.6.5條守則條文所載董事培訓規定。截至二零一二年十二月三十一日止年度，全體董事均已參與發展及更新彼等知識及技能之持續專業發展，並已就此提供所接受培訓之記錄。

根據上市規則，自二零一二年一月起，公司秘書須參加15個小時的專業培訓。於回顧年度，本公司財務總監兼公司秘書歐陽兆基先生曾參加34個小時的專業培訓，提升其技能及知識，並符合上市規則第3.29條的規定。

# Corporate Governance Report 企業管治報告

## BOARD OF DIRECTORS (THE “BOARD”) (continued)

### G. Directors’ Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules (the “Model Code”) as its own code for dealing in securities of the Company by the Directors.

The Company has made specific enquiry of all Directors and all Directors have confirmed that they have complied with the required standard as set out in the Model Code during the year under review.

### H. Board Committees

As an integral part of sound corporate governance, the Board has established the following committees whose authorities and functions, compositions and duties are set out below:

#### (1) Audit Committee

The Audit Committee has been established since 2005 with specific written terms of reference. The term of reference of the Audit Committee (which was available on the websites of the Stock Exchange and the Company) have included those specific duties as set out in the Code Provision C.3.3 of the CG Code, with appropriate modifications when necessary. The terms of reference of the Audit Committee was amended on 23 March 2012 in order to comply with the amendment of the Listing Rules. Pursuant to its term of reference, the Audit Committee is required, amongst other things, to consider and recommend to the Board the appointment, re-appointment and removal of the external auditors and to approve their remuneration, to review the interim and annual financial statements, to review the Group’s financial controls, internal controls and risk management system including the adequacy of resources, qualification and experience of staff of the accounting and financial reporting function and their training programmes and budget, and to consider any findings of major investigation of internal control matters as delegated by the Board or on its own initiative and management’s response. The Audit Committee should meet at least twice each year and when the need arises.

## 董事局(「董事局」)(續)

### G. 董事之證券交易

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則(「標準守則」)作為董事買賣本公司證券的守則。

經向所有董事作出具體查詢後，所有董事確認於回顧年度內已遵守標準守則所載規定標準。

### H. 董事委員會

作為良好企業管治不可分割之部分，董事局已設立下列委員會，其權限、職能、組成及職責載列如下：

#### (1) 審核委員會

審核委員會自二零零五年起成立，並訂有特定書面職權範圍。審核委員會之職權範圍(可於聯交所及本公司網站查閱)包括企業管治守則之守則條文第C.3.3條所載之特定職責，並於需要時作出適當修訂。為符合上市規則之修訂，審核委員會之職權範圍已於二零一二年三月二十三日作出修訂。根據其職權範圍，審核委員會須(其中包括)審議並向董事局建議委任、重新委任及解聘外聘核數師並批准其薪酬、審核中期及年度財務報表、審核本集團財務監控、內部監控與風險管理系統，包括在會計及財務匯報職能方面的資源、僱員資歷及經驗是否足夠，以及僱員所接受的培訓課程及有關預算又是否充足，以及審議由董事局或其自行發起對內部監控事宜進行重大調查之結果以及管理層作出之反應。審核委員會應每年最少召開兩次會議以及於有需要時舉行會議。

# Corporate Governance Report 企業管治報告

## BOARD OF DIRECTORS (THE "BOARD") (continued)

### H. Board Committees (continued)

#### (1) Audit Committee (continued)

During the year under review, the Audit Committee comprised three Independent Non-executive Directors for the period from 1 January 2012 to 30 November 2012 and comprised four Independent Non-executive Directors for the period from 1 December 2012 to 31 December 2012, namely Mr. Wong Man Chung, Francis as the Chairman of the Audit Committee during the year under review and Mr. Gao Qingju (resigned on 7 February 2012), Mr. Yu Tung Ho, Mr. Wang Tianyi (appointed on 7 February 2012) and Mr. Zhou Guoping (appointed on 1 December 2012) as the members of the Audit Committee, in compliance with Rules 3.21 of the Listing Rules.

For the year ended 31 December 2012, three committee meetings were held.

The attendance record for each member of the Audit Committee for the year ended 31 December 2012 is set out as follows:

#### Audit Committee members

#### 審核委員會會員

Mr. Gao Qingju (resigned on 7 February 2012)	高青舉先生 (於二零一二年二月七日辭任)	N/A 不適用
Mr. Wong Man Chung, Francis	黃文宗先生	3/3
Mr. Yu Tung Ho	余統浩先生	3/3
Mr. Wang Tianyi (appointed on 7 February 2012)	王天義先生 (於二零一二年二月七日獲委任)	3/3
Mr. Zhou Guoping (appointed on 1 December 2012)	周國平先生 (於二零一二年十二月一日獲委任)	N/A 不適用

## 董事局(「董事局」)(續)

### H. 董事委員會(續)

#### (1) 審核委員會(續)

於回顧年度，自二零一二年一月一日至二零一二年十一月三十日止期間，審核委員會包括三名獨立非執行董事，且自二零一二年十二月一日至二零一二年十二月三十一日止期間，包括四名獨立非執行董事，即於回顧年度之審核委員會主席黃文宗先生以及審核委員會成員高青舉先生(於二零一二年二月七日辭任)、余統浩先生、王天義先生(於二零一二年二月七日獲委任)及周國平先生(於二零一二年十二月一日獲委任)，並遵守上市規則第3.21條。

於截至二零一二年十二月三十一日止年度，審核委員會共舉行三次會議。

於截至二零一二年十二月三十一日止年度審核委員會各會員出席記錄如下：

#### Number of Audit Committee Meeting Attended/ Eligible Attended 審核委員會會議出席 /有資格出席次數

# Corporate Governance Report 企業管治報告

## BOARD OF DIRECTORS (THE “BOARD”) (continued)

### H. Board Committees (continued)

#### (1) Audit Committee (continued)

The Audit Committee of the Company has reviewed the Group’s consolidated financial statements for the year ended 31 December 2012 and has also discussed the internal control, the accounting principles and practices adopted by the Group. The Audit Committee is of the opinion that the consolidated financial statements have been prepared in accordance with the applicable accounting standard, the Listing Rules and the statutory requirements and that adequate disclosures have been made in the annual report.

#### (2) Remuneration Committee

The Remuneration Committee has been established since 2005 with specific written terms of reference. The terms of reference of the Remuneration Committee (which was available on the websites of the Stock Exchange and the Company) have included the duties which are set out in the Code Provision B.1.2 of the CG Code, with appropriate modifications when necessary. The terms of reference of the Remuneration Committee was amended on 23 March 2012 in order to comply with the amendment of the Listing Rules.

Pursuant to its term of reference, the Remuneration Committee is required, amongst other things, to review and recommend to the Board the remuneration packages of the Executive Directors, Non-executive Directors and senior management, to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time; to review and approve the compensation payable to the Executive Directors, Non-executive Directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company; and to ensure that no Director is involved in deciding his/her own remuneration. The Remuneration Committee should meet at least once a year and when the need arises.

## 董事局(「董事局」)(續)

### H. 董事委員會(續)

#### (1) 審核委員會(續)

本公司審核委員會已審閱本集團截至二零一二年十二月三十一日止年度之合併財務報表，亦已討論內部監控事宜及本集團所採納之會計原則及慣例。審核委員會認為，有關合併財務報表乃按適用會計準則、上市規則及法定規定編製，並已於年度報告內作出充足披露。

#### (2) 薪酬委員會

薪酬委員會自二零零五年起成立，並訂有特定書面職權範圍。薪酬委員會之職權範圍(可於聯交所及本公司網站查閱)包括企業管治守則之守則條文第B.1.2條所載之職責，並於需要時作出適當修訂。為符合上市規則之修訂，薪酬委員會之職權範圍已於二零一二年三月二十三日作出修訂。

根據其職權範圍，薪酬委員會須(其中包括)審議並向董事局建議執行董事、非執行董事及高級管理層之薪酬福利、參考不時由董事局議決之企業方針及目標審議和批准按表現發放之酬金、審議和批准應付執行董事、非執行董事及高級管理層有關彼等喪失或終止職位或委任之賠償以確保該等賠償乃根據相關合約條款而釐定且對本公司而言屬公平而非過度，以及確保並無董事參與釐定本身之薪酬。薪酬委員會應每年最少召開一次會議以及於有需要時召開會議。



# Corporate Governance Report 企業管治報告

## BOARD OF DIRECTORS (THE “BOARD”) (continued)

### H. Board Committees (continued)

#### (2) Remuneration Committee (continued)

During the year under review, in order to comply with the revised CG Code and the Rule 3.25 of the Listing Rules which were with effect from 1 April 2012, Mr. Han Jingyuan (Executive Director of the Company) ceased to be the Chairman of the Remuneration Committee with effect from 23 March 2012 but remain as a member of the Remuneration Committee. Mr Wong Man Chung, Francis, (Independent Non-executive Director of the Company) has been appointed as the Chairman of the Remuneration Committee with effect from 23 March 2012. For the period from 23 March 2012 to 30 November 2012, the Remuneration Committee comprised Independent Non-executive Director, Mr. Wong Man Chung, Francis, as the chairman of the Remuneration Committee, Chairman and Chief Executive Officer of the Company, Mr. Han Jingyuan and the remaining Independent Non-executive Directors of the Company namely, Mr Gao Qingju (resigned on 7 February 2012), Mr. Yu Tung Ho and Mr. Wang Tianyi (appointed on 7 February 2012) as the members of the Remuneration Committee. Mr. Zhou Guoping was also appointed as a member of the Remuneration Committee on 1 December 2012. As a result, the Remuneration Committee was in compliance with the Rule 3.25 of the Listing Rules during the year under review.

## 董事局(「董事局」)(續)

### H. 董事委員會(續)

#### (2) 薪酬委員會(續)

於回顧年度，為符合自二零一二年四月一日起生效之經修訂企業管治守則及上市規則第3.25條，韓敬遠先生(本公司執行董事)自二零一二年三月二十三日起不再擔任薪酬委員會主席，但仍為薪酬委員會成員。黃文宗先生(本公司獨立非執行董事)已獲委任為薪酬委員會主席，自二零一二年三月二十三日起生效。自二零一二年三月二十三日至二零一二年十一月三十日期間，薪酬委員會包括獨立非執行董事黃文宗先生(薪酬委員會主席)、本公司董事局主席兼首席執行官韓敬遠先生及本公司其餘的獨立非執行董事，即高清舉先生(於二零一二年二月七日辭任)、余統浩先生及王天義先生(於二零一二年二月七日獲委任)，均為薪酬委員會成員。周國平先生亦於二零一二年十二月一日獲委任為薪酬委員會成員。因此，於回顧年度，薪酬委員會符合上市規則第3.25條之規定。

# Corporate Governance Report 企業管治報告

## BOARD OF DIRECTORS (THE “BOARD”) (continued)

## 董事局(「董事局」)(續)

### H. Board Committees (continued)

### H. 董事委員會(續)

#### (2) Remuneration Committee (continued)

#### (2) 薪酬委員會(續)

For the year ended 31 December 2012, two meetings of Remuneration Committee was held. The attendance record of each member is set out as follow:

於截至二零一二年十二月三十一日止年度，薪酬委員會舉行兩次會議。各委員會成員之出席記錄如下：

Remuneration Committee members		Number of Remuneration Committee Meeting Attended/ Eligible Attended
薪酬委員會成員		薪酬委員會會議出席／有資格出席次數
Mr. Wong Man Chung, Francis	黃文宗先生	2/2
Mr. Han Jingyuan	韓敬遠先生	2/2
Mr. Gao Qingju (resigned on 7 February 2012)	高青舉先生 (於二零一二年二月七日辭任)	N/A 不適用
Mr. Yu Tung Ho	余統浩先生	2/2
Mr. Wang Tianyi (appointed on 7 February 2012)	王天義先生 (於二零一二年二月七日獲委任)	2/2
Mr. Zhou Guoping (appointed on 1 December 2012)	周國平先生 (於二零一二年十二月一日獲委任)	N/A 不適用

Details of the remuneration of each Director for the year ended 31 December 2012 are set out in the Note 32(b) to the consolidated financial statements in this annual report.

各董事於截至二零一二年十二月三十一日止年度之薪酬詳情載列於本年報綜合財務報表附註32(b)。

# Corporate Governance Report 企業管治報告

## BOARD OF DIRECTORS (THE “BOARD”) (continued)

### H. Board Committees (continued)

#### (2) Remuneration Committee (continued)

The biographies of members of the senior management team at the date of this annual report are disclosed in the section headed “Directors’ and Senior Management’s Biographical Information” in this annual report. Pursuant to the Code Provision B.1.5 of the CG Code, the emoluments of the senior management (excluding Directors) for the year ended 31 December 2012 are within the following bands:

RMB\$1 – RMB\$1,000,000 (approximately HK\$1 to HK\$1,233,350)	人民幣 1 元至人民幣 1,000,000 元 (約 1 港元至 1,233,350 港元)	1	1
RMB\$1,000,001 – RMB\$2,000,000 (approximately HK\$1,233,351 to HK\$2,466,700)	人民幣 1,000,001 元至人民幣 2,000,000 元 (約 1,233,351 港元至 2,466,700 港元)	1	-
RMB\$2,000,001 – RMB\$3,000,000 (approximately HK\$2,466,701 to HK\$3,700,049)	人民幣 2,000,001 元至人民幣 3,000,000 元 (約 2,466,701 港元至 3,700,049 港元)	1	1

#### (3) Nomination Committee

The Nomination Committee has been established on 23 March 2012 with specific written terms. The terms of reference of the Nomination Committee (which was available on the websites of the Stock Exchange and the Company) have included the duties which are set out in the Code Provision A.5.2 of the CG Code, with appropriate modifications when necessary.

The Nomination Committee, will take into consideration a candidate’s qualification, experience, expertise and knowledge, the requirements applicable to the Company and the structure and composition of the Board, identifies, reviews and nominates with diligence and care candidates suitably qualified as Board members before making recommendations to the Board for their final appointment.

## 董事局(「董事局」)(續)

### H. 董事委員會(續)

#### (2) 薪酬委員會(續)

於本年報日期的高級管理層成員的履歷於本年報「董事及高級管理人員的履歷資料」一節內披露。根據企業管治守則之守則條文第B.1.5條所載，截至二零一二年十二月三十一日止年度支付予高級管理層(不包括董事)的薪酬介乎以下範圍：

Number of individuals 人數	
2012 二零一二年	2011 二零一一年

#### (3) 提名委員會

提名委員會於二零一二年三月二十三日成立，並訂有特定書面職權範圍。提名委員會之職權範圍(可於聯交所及本公司網站查閱)包括企業管治守則之守則條文第A.5.2條所載之職責，並於需要時作出適當修訂。

提名委員會於向董事局就董事之最終委任作出推薦前，將考慮候選人之資歷、經驗、專長及知識、本公司之適用規定以及董事局之架構及組成，審慎識別、審閱及提名具備合適資格可擔任董事局成員之候選人。

# Corporate Governance Report 企業管治報告

## BOARD OF DIRECTORS (THE “BOARD”) (continued)

## 董事局(「董事局」)(續)

### H. Board Committees (continued)

### H. 董事委員會(續)

#### (3) Nomination Committee (continued)

#### (3) 提名委員會(續)

During the period from 23 March 2012 to 30 November 2012, the Nomination Committee comprised Mr. Han Jingyuan, Chairman and Chief Executive Officer of the Company, as the chairman of the Nomination Committee and three Independent Non-executive Directors of the Company namely, Mr. Wong Man Chung, Francis, Mr. Gao Qingju (resigned on 7 February 2012), Mr. Yu Tung Ho and Mr. Wang Tianyi (appointed on 7 February 2012) as the members of the Nomination Committee. Mr. Zhou Guoping (appointed on 1 December 2012) was also appointed as a member of the Nomination Committee on 1 December 2012. As a result, the Nomination Committee was in compliance with Code Provision A.5.1 of the CG Code during the year under review.

自二零一二年三月二十三日至二零一二年十一月三十日期間，提名委員會包括本公司董事局主席兼首席執行官韓敬遠先生(提名委員會主席)及本公司三名獨立非執行董事，即黃文宗先生、高清舉先生(於二零一二年二月七日辭任)、余統浩先生及王天義先生(於二零一二年二月七日獲委任)，均為提名委員會成員。周國平先生(於二零一二年十二月一日獲委任)亦於二零一二年十二月一日獲委任為提名委員會成員。因此，於回顧年度，提名委員會符合企業管治規則之守則條文第A.5.1條之規定。

For the year ended 31 December 2012, two meetings of Nomination Committee was held. The attendance record of each member is set out as follows:

截至二零一二年十二月三十一日止年度，提名委員會舉行兩次會議。各成員之出席記錄載列如下：

Nomination Committee members		Number of Meeting Attended/ Eligible Attended
提名委員會成員		提名委員會會議出席 /有資格出席次數
Mr. Han Jingyuan	韓敬遠先生	2/2
Mr. Wong Man Chung, Francis	黃文宗先生	2/2
Mr. Gao Qingju (resigned on 7 February 2012)	高清舉先生 (於二零一二年二月七日辭任)	N/A 不適用
Mr. Yu Tung Ho	余統浩先生	2/2
Mr. Wang Tianyi (appointed on 7 February 2012)	王天義先生 (於二零一二年二月七日獲委任)	2/2
Mr. Zhou Guoping (appointed on 1 December 2012)	周國平先生 (於二零一二年十二月一日獲委任)	N/A 不適用

# Corporate Governance Report 企業管治報告

## CORPORATE GOVERNANCE

The Company is dedicated to maintaining a high standard of corporate governance and the Board is responsible for performing the corporate governance duties as stipulated in the Listing Rules.

During the year under review, the Board had developed and reviewed the Company's policies and practices on corporate governance and review the compliance with the CG Code and disclosure in the Corporate Governance Report.

## ACCOUNTABILITY AND AUDIT

### Financial Reporting

The Board acknowledges that it is its responsibility to prepare financial statements of the Company for each financial period which give a true and fair view of the state of affairs of the Company and ensure that financial statements are prepared in accordance with statutory and regulatory requirements and applicable accounting standards. The Board also ensures the timely publication of the financial statements of the Company.

The Board confirms that, to the best of its knowledge and, having made appropriate enquires, it considers that the Company has adequate resources to continue in operational existence for the foreseeable future and has prepared the financial statements on a going concern basis accordingly.

### Internal Controls

The Board recognises that constant changes taking place in the business environment call for periodical reviews of the system of internal controls. Well-managed internal controls enable effective and efficient operations, ensure the reliability of internal and external reporting and assist in the compliance with applicable laws and regulations.

The Board recognises that it has overall responsibility for the Group's system of internal controls and for reviewing its effectiveness. Pursuant to the Group's framework, senior management is primarily responsible for designing and implementing the policies and procedures of the internal controls, which the Board and the Audit Committee oversee the actions of senior management and monitor the effectiveness of the controls previously established.

## 企業管治

本公司致力於維持高標準之企業管治，而董事局則負責履行上市規則所規定之企業管治職責。

於回顧年度，董事局已制定及檢討本公司有關企業管治之政策及實務，並審閱遵守企業管治守則之情況及企業管治報告之披露。

## 問責和核數

### 財務匯報

董事局確認，其有責任就每一財務期間編製真實及公平地反映本公司財務狀況之財務報表，以及確保該等財務報表乃按法定與規管要求及適用會計準則編製。董事局亦須確保適時刊發本公司財務報表。

於作出適當查詢後，董事局確認，就其所知本公司具有充分資源於可見將來繼續維持營運，並已按持續經營準則編製財務報表。

### 內部監控

董事局明白商業環境不斷轉變，需要定期檢討內部監控制度。完善之內部監控有助業務有效運作，並確保內部及外部呈報之可靠，以及協助遵守適用法律與法規。

董事局明白其對於本集團之內部監控制度及審核其有效性具有整體責任。根據本集團之架構，高級管理層主要負責設計和實施內部監控政策及程序，而董事局及審核委員會則監督高級管理層之行動和監督過去所制定監控之有效性。

# Corporate Governance Report 企業管治報告

## ACCOUNTABILITY AND AUDIT *(continued)*

### Internal Controls *(continued)*

The Company's internal audit function is performed by the internal audit department of the Group which reports to the Chief Operating Officer and the Chief Financial Officer and has direct access to the Chairman of the Audit Committee. The Chief Operating Officer and the Chief Financial Officer report directly to the Chief Executive Officer. The internal audit functions include (i) review and report on internal and operational controls, (ii) follow-up on the suggestions made by external auditors, (iii) ongoing monitoring and reviews on different operating cycles; and (iv) special review of areas of concern identified by senior management.

However, internal control can only provide reasonable but not absolute assurance against errors or deliberate attempt to defraud the Company. The Board and the Audit Committee devote to closely monitor the efficiency and effectiveness of the system of internal control of the Group. Periodical meetings will be held and guidance notes and training will be issued and provided to the senior management where appropriate, to ensure an efficient and effective system of internal control is in place.

During its regular audits of Jinxi Jinlan for the year ended 31 December 2012, the internal audit department of the Group discovered that certain members of the senior management of Jinxi Jinlan breached their fiduciary duties apparently by, among others, (1) not imposing proper control on the construction costs against the bidding results which led to the prices of certain construction contracts exceeding the then market prices and resulted in economic losses directly to Jinxi Jinlan; and (2) without conducting due diligence check against the ownership of goods of an independent supplier (the "Supplier"), providing a prepayment of approximately RMB 18 million to the Supplier for placing order for the purchase of raw materials which led to potential impairment provision of the prepayment. As at the date of this report, Jinxi Jinlan was unable to recover the aforesaid sum either by way of obtaining delivery of the raw material ordered or getting refund of said sum (the "Incident").

## 問責和核數 *(續)*

### 內部監控 *(續)*

本公司之內部審核職能由本集團之內審部所執行，向首席運營官及首席財務官匯報，並直接向審核委員會主席通報。首席運營官及首席財務官再向首席執行官匯報。內審職能之工作包括(i)對內部及營運監控作出審議及報告；(ii)跟進外聘核數師提供之建議；(iii)對不同營運週期進行持續監控及檢討；及(iv)對高級管理層所識別之關注範圍進行專項審核。

然而，內部監控僅可提供合理而非絕對之保障以防止錯誤或蓄意詐騙公司之行為。董事局和審核委員會專注對本集團內部監控制度之有效性進行密切地監察。召開定期會議及向高級管理層發出通告指引和提供訓練以確保現有的內部監控系統是有效和適當的。

於本集團內審部對津西金蘭截至二零一二年十二月三十一日止年度之定期審核中，發現津西金蘭部分高級管理人員明顯違反彼等受信責任，其中包括(1)未就投標結果適當控制建築成本，導致部分建築合約的價格超出當時的市價，直接令津西金蘭遭受經濟損失；及(2)在未對一名獨立供應商(「該供應商」)貨物的所有權開展盡職調查的情況下，向該供應商支付約人民幣1,800萬元預付款項，以就購買原材料下達訂單，導致預付款項的潛在減值。於本報告日期，津西金蘭未能透過獲取訂購的原材料或獲得所述款項的退款追回上述款項(「該事件」)。

# Corporate Governance Report 企業管治報告

## ACCOUNTABILITY AND AUDIT (continued)

### Internal Controls (continued)

The Group had filed a litigation to the court located at the place of establishment of Jinxi Jinlan in relation to the Incident and the local PRC police authority had also placed the case on file for further investigation. As at the date of this report, the Group is still waiting for the investigation report from the local PRC police authority and the final court order.

After discovery of the above events by internal control department of the Group, the involved senior management and finance officer of Jinxi Jinlan were subsequently replaced and dismissed by the Group and the Group had also appointed and organized new senior management team and finance officer to operate Jinxi Jinlan. The Board is confident that the new senior management team can complete the operating targets of 2013 assigned by the Board.

Although the above events led to a loss to the Group, since these events were discovered by the internal control department of the Group and were caused by the breach of fiduciary duties and the irresponsible acts by the senior management and finance officer of Jinxi Jinlan, the Board considers that this was an isolated case and the overall internal control system of the Group remains sound and effective. Nevertheless, the Board has also further strengthened the internal control systems of the Group as follows:

- (1) The Group will set up a construction contract database (the "Database") which contains all the internal prices of the construction contracts of the Group handled in the past and the current market prices of similar construction contracts from external sources. For any proposal for construction contracts over RMB 1 million, the price of such construction contract should be compared with the prices as set out in the Database with detailed analysis before submission for approval.
- (2) The Group has set an authorization limit for the general manager of each subsidiary. Any payment for construction contracts or purchase of raw materials over the authorization limit set for each subsidiary had to obtain the approval from the Chief Executive Officer of the Group before making the payment so as to reduce the risk of inappropriate decision making by the general manager of each subsidiary.

## 問責和核數(續)

### 內部監控(續)

本集團已就該事件向津西金蘭成立所在地的法院提出訴訟，而當地中國公安機關亦立案作進一步調查。於本報告日期，本集團仍在等待當地中國公安機關的調查報告及法院最終判決。

於本集團內審部發現以上事項後，津西金蘭的相關高級管理人員及財務部部長隨後被本集團替換及解僱，且本集團亦已委任及組織新高級管理層團隊及財務總監，以經營津西金蘭。董事局深信，新高級管理層團隊能完成董事局所定下的二零一三年經營目標。

儘管上述事件令本集團遭受損失，由於該等事件乃本集團內審部發現且由津西金蘭高級管理人員及財務部部長違反受信責任及不負責行為引起，董事局認為，該等事件屬個別事件，且本集團的整體內部控制系統仍維持良好及有效。然而，董事局亦將進一步提升本集團的內部控制系統如下文所述：

- (1) 本集團將設立工程合約資料庫(「該資料庫」)當中包含有本集團在過去處理過的工程合約之所有內部價格及由外來資源取得的市場上類似工程合約的現價，而就任何計畫中的工程合約超人民幣100萬元以上的，該等工程合約的價格需與該資料庫中所載存有的價格作對比，並在提交建議前需作詳細分析作審批用。
- (2) 本集團對各附屬公司的總經理亦實施了授權限制，任何支付工程合約或採購原材料的付款若超過對每家附屬公司的許可權，則需獲得本集團的首席執行官的批准後方可付款，以減低因每家附屬公司的總經理所作出不當決策之風險。

# Corporate Governance Report 企業管治報告

## ACCOUNTABILITY AND AUDIT (continued)

### Internal Controls (continued)

- 3) all the financial officers of subsidiaries should be appointed at the Group level instead of individual subsidiary's level. The financial officer of each subsidiary should also directly report to the Chief Financial Officer of the Group instead of reporting to the general manager of each subsidiary solely.

As a result of the above measures, the Board believes that the project management team of each construction project can obtain an objective market prices for the construction contracts so as to prevent in setting the bottom of the bidding prices above the then market prices of the construction contracts in the future. Since the event of the Incident was only caused by the careless mistakes made by the sales team of Jinxi Jinlan, Jinxi Jinlan had already appointed a new deputy general manager who is very experienced in this industry to replace the previous deputy general manager. Moreover, by setting an authorization limit for the general manager of each subsidiary and any prepayment of raw materials over the authorization limit had to obtain the approval from the Chief Executive Officer or Chief Financial Officer of the Group before making the payment, the risk of material loss of the Group due to the default of the suppliers has been further reduced. After the implementation of the above measures, the Board believes that the risk of occurrence of the above events would be very low in the future.

### External Auditor

For the year ended 31 December 2012 and up to the date of this report, the external auditor of the Group is PricewaterhouseCoopers. Fees of auditing services and non-auditing services (including interim review and taxation services) provided by PricewaterhouseCoopers and its member firms of the same international network for the year ended 31 December 2012 were RMB 5.1 million and RMB 0.82 million respectively.

## 問責和核數(續)

### 內部監控(續)

- (3) 所有附屬公司的財務總監均需由本集團層面委派以替代現時由附屬公司層面的自主安排，而每間附屬公司的財務部部長需直接向本集團的首席財務官彙報以替代現時自行向各自向附屬公司的總經理彙報。

就上述的措施而言，董事局相信每項工程項目的工程組在未來設定工程合約的投標底價時能獲取到客觀的市場價格及可防範超出當時的市場價，而由於該事件只是由於津西金蘭的業務人員的不小心所造成，而津西金蘭亦已即時委任了一名在行業上有豐富經驗的人選擔任津西金蘭新的副總經理負責供銷。再者，對各附屬公司的總經理亦實施了支付工程合約或採購原材料的許可權，必需在付款前獲得本集團的首席執行官或首席財務官的批准後方可付款，這亦使本集團減低了因供應商出錯而引致的重大損失風險。經實施以上程式後，董事局認為在未來再有以上事件發生的風險是很低的。

### 外聘核數師

於截至二零一二年十二月三十一日止年度及截至本報告日期，本集團外聘核數師為羅兵咸永道會計師事務所。截至二零一二年十二月三十一日止年度，羅兵咸永道會計師事務所及其同一國際網絡下的成員機構提供審核與非審核服務之費用(包括中期審閱及稅務服務)分別為人民幣510萬元及人民幣82萬元。



# Corporate Governance Report 企業管治報告

## ACCOUNTABILITY AND AUDIT (continued)

### External Auditor (continued)

For the year ended 31 December 2012 and up to the date of this report, PricewaterhouseCoopers and its member firms of the same international network provided non-audit services mainly on interim review and taxation services. These non-audit services are engaged only as they are more effective or economical than those available from other service providers and will not constitute adverse impact on the independence of the external auditor. The nature and ratio of annual fees to external auditor for non-audit services and for audit services in 2012 have been scrutinized by the Audit Committee.

### Risk Management

The Group's business, financial conditions and results of operation may be affected by risk and uncertainties pertaining to the Group's business. The factors set out below are those that the Company believes could result in the Group's financial conditions or results of operations differing materially from expected or historical results. There may be other risks in addition to those mentioned below which are unknown to the Group or which may not be material now but could turn out to be material in the future.

### Operation Risk

The Group's results are affected by trends in the industry in which it operates. Income from the operations is dependent upon the conditions in global iron and steel market and therefore there can be no assurance that changes in these conditions will not adversely affect the Group's financial conditions and results of operations.

## 問責和核數(續)

### 外聘核數師(續)

於截至二零一二年十二月三十一日止年度及截至本報告日期，羅兵咸永道會計師事務所及其同一國際網絡下的成員機構提供非審核服務主要為涉及中期審閱及稅務服務。該等非審核服務只可在較其他服務供應商所提供的服務更為有效或更合乎經濟原則，且不會對獨立外聘核數師的獨立性構成不利影響的情況下，方可使用。外聘核數師於二零一二年全年就非審核服務及審核服務所收費用的性質及比率已由審核委員會詳細審閱。

### 風險管理

本集團之業務、財務狀況及經營業績可能受到與本集團業務相關之風險及不明朗因素所影響。以下載列因素為本公司認為可導致本集團之財務狀況或經營業績與預期或過去業績截然不同。除下文所述因素外，亦可能有本集團未知之其他風險或現時可能不屬重大惟日後成為重大之風險。

### 經營風險

本集團業績可能受到所經營行業之趨勢所影響。來自此等業務之收入受到全球鋼鐵市場之影響，因此概無法保證此等條件之變動不會對本集團財務狀況及營運業績產生不利影響。

# Corporate Governance Report 企業管治報告

## ACCOUNTABILITY AND AUDIT (continued)

### Market Risk

Over 90% of the Group's consolidated sales and contribution to results are derived from the Mainland China. The Group operates in highly competitive and rapidly changing market. The intensification of price competition by existing competitors, product innovation or technical advancement could adversely affect the Group's financial conditions and results operations.

### Credit Risk and Interest Rate Risk

Credit risk arises from a number of areas. These include the possibility that a counter-party in a transaction may default during the settlement process. It also arises from lending, settlement, treasury, transaction and other activities undertaken by the Group. During the year under review, the Group has not undertaken any activities in any hedging or derivative instruments. The Group has not established any risk management committee. The day-to-day credit management is performed by the management of the respective subsidiaries with reference to the creditworthiness, the type and value of collateral available, the length of business relationship with the counter-parties and the receipt of bank acceptance notes from customers.

### Foreign Exchange Risk

Foreign exchange risk is the risk to the Group's financial conditions and results of operations arising from movements of foreign exchange rates. The Group mainly operates in the Mainland China with most of the transactions denominated and settled in RMB. The Group's foreign exchange risk primarily arises from the procurement of iron ores and the relevant products from overseas suppliers and the Group's Senior Notes, which is denominated and settled in USD. Foreign exchange rates fluctuate in reaction to the macro-economic performance of different countries and fund flows between countries arising from trade or capital commitments. The Group has not used any derivatives to hedge its exposure to foreign exchange risk for the years ended 31 December 2012 and 2011.

## 問責和核數(續)

### 市場風險

本集團的綜合銷售及業績貢獻有超過90%源自中國內地。本集團經營所在市場競爭非常激烈及變動極快。市場現有競爭對手之價格競爭加劇、產品革新或技術進步均可能對本集團財務狀況及營運業績產生不利影響。

### 信貸風險和利率風險

信貸風險來自若干範疇，包括交易對手可能於交收過程中不履責。風險亦可能來自借貸、交收、庫務、作價買賣、及本集團進行之其他活動。於回顧年度內，本集團並沒有參與對沖或衍生工具活動。本集團沒有設立風險管理委員會。日常信貸管理由相應子公司的管理層處理，參考對方信貸評級、抵押品類別和價值、業務往來年期及向客戶收取銀行承兌匯票。

### 匯率風險

外匯風險指匯率變動對本集團財務狀況及營運業績構成之風險。本集團主要在中國境內經營，大多數交易均以人民幣計值及結算。本集團之外匯風險主要由於向海外供應商購入鐵礦石和相關產品及本集團的優先票據均以美元計值及結算。匯率波動受不同國家宏觀經濟表現以及貿易或資本動向帶來國家之間資金流動所影響。本集團於截至二零一二年及二零一一年十二月三十一日止年度並無用任何衍生工具對沖外匯風險。

## SHAREHOLDERS' RIGHTS

Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition sent to the Company's registered office and its principal office in Hong Kong for the attention of the Board or the Company Secretary, to require a special general meeting (the "SGM") to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. The written requisition must state the purposes of the general meeting, signed by the Shareholder(s) concerned and may consist of several documents in like form, each signed by one or more of those Shareholders. If the requisition is in order, the Company Secretary will ask the Board to convene a SGM by serving sufficient notice in accordance with the statutory requirements to all the registered Shareholders. On the contrary, if the requisition is invalid, the Shareholders concerned will be advised of this outcome and accordingly, a SGM will not be convened as requested. Shareholder(s) of the Company holding (i) not less than one-twentieth of the total voting rights of all Shareholders having the right to vote at the general meeting; or (ii) not less than 100 Shareholders, can submit a written request stating the resolution intended to be moved at the annual general meeting (the "AGM") or a statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at a particular general meeting. The written request/statements must be signed by the Shareholder(s) concerned and deposited at the Company's registered office and its principal office in Hong Kong for the attention of the Company Secretary, not less than six weeks before the AGM in the case of a requisition requiring notice of a resolution and not less than one week before the general meeting in the case of any other requisition. If the written request is in order, the Company Secretary will ask the Board (i) to include the resolution in the agenda for the AGM; or (ii) to circulate the statement for the general meeting, provided that the Shareholder(s) concerned have deposited a sum of money reasonably determined by the Board sufficient to meet the Company's expenses in serving the notice of the resolution and/or circulating the statement submitted by the Shareholder(s) concerned in accordance with the statutory requirements to all the registered Shareholders. On the contrary, if the requisition is invalid or the Shareholder(s) concerned have failed to deposit sufficient money to meet the Company's expenses for the said purposes, the Shareholder(s) concerned will be advised of this outcome and accordingly, the proposed resolution will not be included in the agenda for the AGM or the statement will not be circulated for the general meeting.

## 股東權利

於遞呈要求日期時持有不少於本公司繳足股本(附有於本公司股東大會上投票權)十分之一的股東，於任何時候均有權向本公司註冊辦事處及其香港主要辦事處發出書面要求(收件人為董事局或公司秘書)，要求董事局就該要求指明的任何業務交易召開股東特別大會(「股東特別大會」)；且該大會須於遞呈要求後兩(2)個月內舉行。書面要求必須列明股東大會的目的，由相關股東簽署且可包括具有類似格式的數份文件(均由一名或多名該等股東簽署)。倘要求屬適宜，公司秘書將要求董事局根據法定要求給予全體註冊股東足夠通知期，以召開股東特別大會。反之，倘要求無效，相關股東將獲通知此結果，因此，股東特別大會不會按要求召開。(i)持有有權於股東大會上投票之全體股東總投票權不少於二十分之一的股東，或(ii)不少於一百名股東，可向本公司提呈於股東週年大會(「股東週年大會」)上動議決議案的書面要求，或就於特定股東大會提呈之任何決議案所述事項或處理的事務作出不超過1,000字的書面陳述。書面請求／陳述須由相關股東簽署，並於股東週年大會舉行前六週(倘要求獲提供決議案通知)或股東大會舉行前一週(倘為任何其他要求)呈遞至本公司註冊辦事處及其香港主要辦事處，收件人為公司秘書。倘書面要求適當，公司秘書可要求董事局(i)將決議案載入股東週年大會議程；或(ii)傳閱股東大會陳述，惟相關股東須支付董事局釐定的合理金額的費用，以便本公司根據法定要求向全體登記股東寄發決議案通知及／或向彼等傳閱相關股東提呈的陳述。相反，倘要求無效，或相關股東未有支付足夠費用供本公司作出上述行動，則建議決議案不會載入股東週年大會議程，股東大會陳述亦不會傳閱。

# Corporate Governance Report 企業管治報告

## SHAREHOLDERS' RIGHTS (continued)

Shareholders and other stakeholders may at any time send their enquiries and concerns to the Board by addressing them to the Company Secretary by post to the Hong Kong office.

## IMPACT ON NEW LEGISLATION, POLICY AND PROCEDURES

As mentioned before, over 90% of the operations of the Group are carried in the Mainland China. Any change in the policy and procedure in the Mainland China may have adverse effects on the Group's operation and results.

Also, the introduction of new legislation and rules by the Stock Exchange, Securities and Futures Commission and other regulatory bodies in Hong Kong and overseas may induce changes in market conditions that in turn adversely affect the operating results of the Company.

## COMMUNICATION WITH SHAREHOLDERS

The Board recognises the importance of good communication with the shareholders of the Company. A Shareholders Communication Policy was adopted on 23 March 2012 to ensure that Shareholders are provided with ready, equal and timely access to balanced and understandable information about the Company. The policy is posed on the Company's website. The Company has established various channels of communications with its shareholders such as publication of interim and annual reports, press release and announcement of the latest development of the Company in a timely manner. To promote effective communications, the Company also maintains a website at [www.chinaorientalgroup.com](http://www.chinaorientalgroup.com), where updated information on the Company's business developments and operations and other information are posted, including all the regulatory announcements relating to the Company and the poll results on the business day following the general meeting (if any).

The general meeting of the Company provides a forum for exchange of views between the shareholders of the Company and the Board. The Chairman of the Board, the Directors and senior management of the Group and where applicable, the Directors (including Independent Non-executive Directors) are available to answer questions at the general meeting of the Company.

## 股東權利(續)

股東及其他權益相關人士可隨時將查詢及關注意見以郵遞方法發送至香港辦事處予董事局，收件人為公司秘書。

## 新法例、政策及程序之影響

正如上文所述，本集團運作超過90%在中國內地進行。任何於中國內地的政策和程序變動均可能對本集團財務狀況及營運和業績產生不利影響。

此外，聯交所、證監會和香港及海外其他監管機構引入之新法例及規則可能導致市場狀況變動，並可能對本公司經營業績帶來不利影響。

## 與股東之溝通

董事局深明與本公司股東保持良好溝通之重要性。本公司已於二零一二年三月二十三日採納股東通訊政策以確保股東可快速、平等及適時獲得有關本公司全面而易於理解的資料。該政策刊登於本公司網站。本公司已設立多個渠道與股東溝通，如刊發中期報告及年報，適時地就本公司之最新發展發出新聞稿及公告。為促進有效溝通，本公司亦已設立網站，網址為[www.chinaorientalgroup.com](http://www.chinaorientalgroup.com)，載有本公司業務進展及經營最新資訊以及其他資料，其中包括有關本公司之所有監管公告及於股東會議後之營業日刊登之投票結果(如有)。

本公司股東大會為本公司股東與董事局提供交流意見之機會。董事局主席、本集團董事及高級管理層及(如適用)，本公司董事(包括獨立非執行董事)可於本公司股東大會上回應問題。

# Corporate Governance Report 企業管治報告

## COMMUNICATION WITH SHAREHOLDERS *(continued)*

The rights of the shareholders of the Company and the procedures for demanding a poll on resolution at general meeting are contained in the Company's Bye-laws. Details of such right to demand a poll and the poll procedure are included in all circulars to the shareholders of the Company which will call for a general meeting and will be explained during the proceedings of the meeting.

Upon the implementation of the amendments of the Listing Rules with effect from 1 January 2009, all resolutions proposed at general meeting will be voted by poll. The poll voting results will be posted on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.chinaorientalgroup.com](http://www.chinaorientalgroup.com)) immediately after the relevant general meetings.

Under the Code Provision E.1.2 of the CG Code, the Chairman of the Board should attend the annual general meeting of the Company. Due to other commitments, the Chairman of the Board was not in a position to attend the annual general meeting of the Company held on 24 May 2012 (the "2012 AGM").

The attendance records of the 2012 AGM and the special general meeting of the Company held on 30 May 2012 (the "2012 SGM") for each of the individual Director were as follows:

## 與股東之溝通<sup>(續)</sup>

本公司股東之權利及在股東大會上要求就決議案投票表決之程序載於本公司章程細則。要求投票表決權利之詳情及投票表決程序載於所有召開股東大會之本公司股東通函，並會於大會議事程序內解釋。

上市規則修訂於二零零九年一月一日生效後，所有在股東大會提呈的決議案均以投票方式表決。投票表決結果將於有關股東大會召開後馬上於聯交所網站([www.hkexnews.hk](http://www.hkexnews.hk))及本公司網站([www.chinaorientalgroup.com](http://www.chinaorientalgroup.com))刊登。

根據企業管治守則之守則條文第E.1.2條，董事局主席須出席本公司股東週年大會。由於其他事務在身，董事局主席並未出席本公司於二零一二年五月二十四日舉行之股東週年大會(「二零一二年股東週年大會」)。

各董事之二零一二年股東週年大會及本公司於二零一二年五月三十日舉行之股東特別大會(「二零一二年股東特別大會」)之出席記錄如下：

# Corporate Governance Report 企業管治報告

## COMMUNICATION WITH SHAREHOLDERS (continued)

## 與股東之溝通(續)

Board of Directors 董事局		Attendance of 出席記錄	
		2012 AGM 二零一二年 股東週年大會	2012 SGM 二零一二年 股東特別大會
<b>Executive Directors</b> 執行董事			
Mr. Han Jingyuan	韓敬遠先生	0/1	1/1
Mr. Zhu Jun	朱軍先生	0/1	0/1
Mr. Shen Xiaoling	沈曉玲先生	0/1	0/1
Mr. Zhu Hao	朱浩先生	1/1	0/1
Mr. Han Li (appointed on 7 February 2012)	韓力先生 (於二零一二年二月七日獲委任)	0/1	0/1
Mr. Muktesh Mukherjee (resigned on 11 May 2012)	Muktesh Mukherjee 先生 (於二零一二年五月十一日辭任)	N/A 不適用	N/A 不適用
<b>Non-executive Directors</b> 非執行董事			
Mr. Ondra Otradovec	Ondra Otradovec 先生	0/1	0/1
Mr. Vijay Kumar Bhatnagar	Vijay Kumar Bhatnagar 先生	0/1	0/1
Mr. Liu Lei (re-designated on 7 February 2012)	劉磊先生 (於二零一二年二月七日調任)	0/1	0/1
<b>Independent Non-executive Directors</b> 獨立非執行董事			
Mr. Gao Qingju (resigned on 7 February 2012)	高清舉先生 (於二零一二年二月七日辭任)	N/A 不適用	N/A 不適用
Mr. Yu Tung Ho	余統浩先生	0/1	0/1
Mr. Wong Man Chung, Francis	黃文宗先生	1/1	1/1
Mr. Wang Tianyi (appointed on 7 February 2012)	王天義先生 (於二零一二年二月七日獲委任)	0/1	0/1
Mr. Zhou Guoping (appointed on 1 December 2012)	周國平先生 (於二零一二年十二月一日獲委任)	N/A 不適用	N/A 不適用

The Company will continue to enhance communication and relationship with its shareholders. Enquiries from the shareholders of the Company are dealt with in a informative and timely manner.

本公司將繼續改善與股東之溝通及關係。本公司股東之查詢將會適時並詳盡處理。

# Directors' Report 董事局報告

The Board presents their annual report and the audited consolidated financial statements of the Group for the year ended 31 December 2012.

## INCORPORATION AND LISTING OF THE COMPANY

The Company was incorporated as an exempted company with limited liability on 3 November 2003 under the Companies Act 1981 of Bermuda and the shares of the Company (the "Shares") were listed on the Main Board of the Stock Exchange on 2 March 2004.

## PRINCIPAL ACTIVITIES

As at 31 December 2012, the Company's principal activities are investment holding and trading of iron and steel products. The principal activities of the Group are the manufacture and sales of iron and steel products and real estate business.

## SEGMENT INFORMATION

Over 90% of the Group's consolidated sales and contribution to results are derived from the PRC and mainly from the production and sales of iron and steel products for the year ended 31 December 2012 and are set out in Note 5 to the consolidated financial statements.

## RESULTS AND DIVIDENDS

The Group's consolidated income statement for the year ended 31 December 2012 and its consolidated balance sheet as at that date, together with the balance sheet of the Company as at 31 December 2012, are set out in the financial statements on pages 86 to 91.

At a Board meeting held on 21 March 2013, the Board did not recommend the payment of any final dividend in respect of the year ended 31 December 2012.

董事局謹此提呈其年度報告及本集團截至二零一二年十二月三十一日止年度的經審核合併財務報表。

## 本公司之成立和上市

本公司於二零零三年十一月三日根據百慕達一九八一年公司法在百慕達註冊成立為獲豁免有限責任公司。於二零零四年三月二日，本公司的股份（「股份」）在聯交所主板上市。

## 主要業務

於二零一二年十二月三十一日，本公司的主要業務為投資控股及銷售鋼鐵產品。本集團的主要業務為生產及銷售鋼鐵產品及房地產業務。

## 分部資料

截至二零一二年十二月三十一日止年度，本集團的合併銷售額及業績貢獻有超過90%源自中國，且主要來自生產及銷售鋼鐵產品，並載於合併財務報表附註5。

## 業績及股息

本集團截至二零一二年十二月三十一日止年度的合併利潤表及其於該日的合併資產負債表，連同本公司於二零一二年十二月三十一日的資產負債表載於第86至第91頁的財務報表。

於二零一三年三月二十一日舉行的董事局會議上，董事局不建議就截止二零一二年十二月三十一日止年度派付任何末期股息。

## CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 13 May 2013 to Wednesday, 15 May 2013 (both dates inclusive), during which period no transfer of Shares of the Company may be registered, for the purposes of ascertaining shareholders' entitlement to attend and vote at the annual general meeting. The record date for the annual general meeting shall be 15 May 2013. In order to be eligible to attend and vote at the forthcoming annual general meeting of the Company, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 10 May 2013.

## SUMMARY OF FINANCIAL INFORMATION

A summary of the consolidated financial results and assets, liabilities and non-controlling interests of the Group for the last five financial years, is set out on page 244.

## PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of movements in the property, plant and equipment and investment properties of the Group and the Company during the year are set out in Notes 7 and 8 to the consolidated financial statements respectively.

## SHARE CAPITAL

Details of the movements in the Company's issued share capital during the year are set out in Note 21 to the consolidated financial statements.

## RESERVES

Details of the movements in the reserves of the Group during the year are set out in Note 22 to the consolidated financial statements.

## 暫停辦理股份過戶登記

本公司將由二零一三年五月十三日(星期一)至二零一三年五月十五日(星期三)止期間(首尾兩天包括在內)暫停辦理股份過戶登記手續,於該期間不會辦理股份過戶登記手續,以釐定有權出席股東週年大會及投票之股東身份。股東週年大會之記錄日期為二零一三年五月十五日。為確保符合資格出席本公司即將舉行的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須於二零一三年五月十日(星期五)下午四時三十分前送達本公司的股份過戶登記分處卓佳證券登記有限公司(位於香港灣仔皇后大道東二十八號金鐘匯中心二十六樓)辦理過戶登記手續。

## 財務資料概要

本集團截至前五個財政年度的合併財務業績及資產、負債與非控制性權益概要載於第244頁。

## 物業、廠房及設備以及投資物業

本集團及本公司於年內的物業、廠房及設備以及投資物業的變動詳情分別載於合併財務報表附註7及8。

## 股本

本公司已發行股本於年內的變動詳情載於合併財務報表附註21。

## 儲備

本集團於年內的儲備變動載於合併財務報表附註22。



# Directors' Report 董事局報告

## DISTRIBUTABLE RESERVES

At 31 December 2012, the Company's accumulated losses amounted to RMB 578 million (2011: RMB 430 million) and the Company did not have distributable reserves.

At 31 December 2012, the Group's retained earnings amounted to RMB 5,045 million (2011: RMB 4,991 million).

## PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-laws or the Companies Act 1981 of Bermuda, which would oblige the Company to offer new Shares on a pro rata basis to existing shareholders of the Company.

## MAJOR CUSTOMERS AND SUPPLIERS

The sales attributable to the five largest customers of the Group accounted for less than 30% of the Group's consolidated total revenue for the year.

The purchases attributable to the five largest suppliers of the Group accounted for less than 30% of the Group's consolidated total purchases for the year.

## DIRECTORS

The Directors during the year ended 31 December 2012 and up to the date of this report were as follows:

### Executive Directors

Mr. Han Jingyuan

Mr. Zhu Jun

Mr. Shen Xiaoling

Mr. Zhu Hao

Mr. Muktesh Mukherjee

(resigned on 11 May 2012)

Mr. Han Li

(appointed on 7 February 2012)

## 可分派儲備

於二零一二年十二月三十一日，本公司的累計虧損為人民幣5.78億元(二零一一年：人民幣4.3億元)及本公司並無可分派儲備。

於二零一二年十二月三十一日，本集團的留存收益為人民幣50.45億元(二零一一年：人民幣49.91億元)。

## 優先認購權

本公司的公司章程或百慕達一九八一年公司法均無有關優先購買權的規定，致使本公司須向本公司現有股東按比例發售新股份。

## 主要客戶及供應商

本集團年內五大客戶所佔銷售額佔本集團的本年度合併總銷售額少於30%。

本集團年內五大供應商所佔採購額佔本集團的本年度合併採購總額少於30%。

## 董事

截至二零一二年十二月三十一日止年度及直至本報告日期止的董事如下：

### 執行董事

韓敬遠先生

朱軍先生

沈曉玲先生

朱浩先生

Muktesh Mukherjee 先生

(於二零一二年五月十一日辭任)

韓力先生

(於二零一二年二月七日獲委任)

## DIRECTORS (continued)

### Non-Executive Directors

Mr. Ondra Otradovec

Mr. Vijay Kumar Bhatnagar

Mr. Liu Lei

(re-designated on 7 February 2012)

### Independent Non-executive Directors

Mr. Gao Qingju

(resigned on 7 February 2012)

Mr. Yu Tung Ho

Mr. Wong Man Chung, Francis

Mr. Wang Tianyi

(appointed on 7 February 2012)

Mr. Zhou Guoping

(appointed on 1 December 2012)

In accordance to the Bye-laws 87 of the Company, Mr. Zhu Jun, Mr. Zhu Hao, Mr. Vijay Kumar Bhatnagar and Mr. Wong Man Chung, Francis will retire from office by rotation and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

In accordance to the Bye-laws 86(2) of the Company, Mr. Zhou Guoping being eligible, will offer himself for re-election at the forthcoming annual general meeting.

Pursuant to Code Provision A.4.3 of the CG Code, if an independent non-executive director serves more than 9 years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by shareholders. Upon the expiry of the current employment contract, Mr. Yu Tung Ho and Mr. Wong Man Chung, Francis are going to have served on the Board for more than 9 years. The reasons why the Board believes they are still independent and shall be re-elected would be included in the papers to shareholders accompanying the condition for their re-election.

According to the above Listing Rules, Mr. Yu Tung Ho and Mr. Wong Man Chung, Francis shall retire from office at the forthcoming annual general meeting and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

## 董事(續)

### 非執行董事

Ondra Otradovec 先生

Vijay Kumar Bhatnagar 先生

劉磊先生

(於二零一二年二月七日調任)

### 獨立非執行董事

高淸舉先生

(於二零一二年二月七日辭任)

余統浩先生

黃文宗先生

王天義先生

(於二零一二年二月七日獲委任)

周國平先生

(於二零一二年十二月一日獲委任)

根據本公司的公司章程第87條，朱軍先生、朱浩先生、Vijay Kumar Bhatnagar 先生及黃文宗先生將於應屆股東周年大會上輪席退任，彼等並符合資格和願意於應屆股東周年大會重選連任。

根據本公司的公司章程第86(2)條，周國平先生符合資格及彼願意於應屆股東周年大會重選。

根據企業管治守則之守則條文第A.4.3條，倘獨立非執行董事服務年期超過9年，任何繼續委任該名獨立非執行董事之事宜均應以獨立決議案形式由股東審議通過。於現有僱傭合約到期後，余統浩先生及黃文宗先生將已服務董事局逾9年。董事局認為其仍屬獨立且將參與重選之理由載於致股東之文件中，隨附重選之條件。

根據上述上市規則，余統浩先生及黃文宗先生將於應屆股東週年大會上退任，並符合資格將於下屆股東週年大會上膺選連任。

# Directors' Report 董事局報告

## DIRECTORS (continued)

The Directors' fee specified in each of the existing service contracts of Mr. Zhu Jun, Mr. Zhu Hao, Mr. Vijay Kumar Bhatnagar, Mr. Wong Man Chung, Francis, Mr. Zhou Guoping and Mr. Yu Tung Ho is HK\$400,000. The basis of determining the Directors' fee was based on the mutual negotiation between level of the Directors with reference to the range of prevailing directors' fee for directors of listed companies in Hong Kong. Save as disclosed in this annual report, Mr. Zhu Jun, Mr. Zhu Hao, Mr. Vijay Kumar Bhatnagar, Mr. Wong Man Chung, Francis, Mr. Zhou Guoping and Mr. Yu Tung Ho do not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company.

The Company has received, from each of the 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.

## DIRECTORS' INTERESTS IN CONTRACTS

No Director had a material interest in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was party during the year.

## DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHICAL INFORMATION

Biographical details of the Directors and senior management of the Company are set out on pages 22 to 29 of the annual report.

## DIRECTORS' SERVICE CONTRACTS

Five Executive Directors have service contracts with the Company for a fixed term of three years, two Non-executive Directors have service contracts with the Company for a fixed term of two years, while the remaining one Non-executive Directors has service contract with the Company till 31 December 2012. All the Independent Non-executive Directors have service contracts with the Company for a fixed term of one year. All the service contracts with the Executive Directors and Non-executive Directors may be terminated by either party giving not less than three months' notice in writing.

## 董事(續)

朱軍先生、朱浩先生、Vijay Kumar Bhatnagar先生、黃文宗先生、周國平先生及余統浩先生各自的現有服務合約的董事袍金為400,000港元。董事袍金的基準乃按與各董事共同磋商並且參考香港上市公司董事目前之董事袍金水準而釐定。除本年報所披露者外，朱軍先生、朱浩先生、Vijay Kumar Bhatnagar先生、黃文宗先生、周國平先生及余統浩先生概無與本公司其他董事、高級管理人員、主要股東或控股股東有任何關係。

根據上市規則第3.13條，本公司已接獲每位獨立非執行董事的年度確認函確認其獨立性。本公司認為所有獨立非執行董事均為獨立。

## 董事的合約權益

董事於年內概無與本公司或其任何附屬公司訂立而對本集團業務屬重大的任何合約中擁有重大權益。

## 董事及高級管理人員的履歷

本公司董事及高級管理人員的履歷詳情載於年報第22至29頁。

## 董事的服務合約

五位執行董事與本公司訂立服務合約固定任期為期三年，兩位非執行董事與本公司訂立服務合約固定任期為期兩年，而餘下的一位非執行董事與本公司訂立的服務合約為至二零一二年十二月三十一日止。所有獨立非執行董事與本公司訂立之服務合約均有固定任期為期一年。與執行董事及非執行董事訂立的該等合約各可由任何一方發出不少於三個月的書面通知予以終止。

### DIRECTORS' SERVICE CONTRACTS *(continued)*

Apart from the Director service contracts, Mr. Han Jingyuan, Mr. Zhu Jun and Mr. Shen Xiaoling also have other service contracts with the Company and its subsidiaries. The emoluments specified in other service contracts appointing Mr. Han Jingyuan as the Chief Executive Officer of the Company, Mr. Zhu Jun as the Executive Deputy General Manager and the Chief Operating Officer of the Company and Mr. Shen Xiaoling as the Deputy General Manager and the Chief Financial Officer of the Company are determined by the remuneration committee of the Company with reference to their respective qualification and experience, responsibilities to be undertaken, and the prevailing market level of remuneration of similar position.

Save as disclosed above, no Director has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 31 December 2012, the interest and short positions of the Directors, chief executives and their associates of the Company in the Shares, underlying Shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix 10 of the Listing Rules and adopted by the Company were as follows:

### 董事的服務合約(續)

除董事服務合約外，韓敬遠先生、朱軍先生及沈曉玲先生亦與本公司及其附屬公司訂立其他服務合約。在其他服務合約中，委任韓敬遠先生為本公司首席執行官，朱軍先生為本公司常務副總經理兼首席運營官及沈曉玲先生為本公司副總經理兼首席財務官的薪酬乃由本公司薪酬委員會經參考彼等各自的資格及經驗、即將承擔的責任以及類似職位薪酬的現行市場水平而釐定。

除上文所披露者外，概無董事與本公司訂立於一年內不可免付賠償(法定賠償除外)而終止的服務合約。

### 董事於證券的權益及淡倉

於二零一二年十二月三十一日，各董事、本公司主要行政人員及其聯繫人於本公司或其相聯法團(定義見證券及期貨條例「證券及期貨條例」第XV部)的股份、相關股份或債券中擁有(i)根據證券及期貨條例第XV部的第7及第8分部須知會本公司及聯交所(包括根據證券及期貨條例彼等被當作或視為擁有之權益或淡倉)；或(ii)根據證券及期貨條例第352條須列入該條所指登記冊內；或(iii)根據本公司已採納的上市規則附錄十所載的標準守則知會本公司及聯交所的權益及淡倉載列如下：

# Directors' Report 董事局報告

## DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES (continued)

## 董事於證券的權益及淡倉(續)

(i) Interest in the Shares and underlying Shares of the Company:

(i) 於本公司股份和相關股份的權益：

	Interests in Shares 股份權益		Interests in underlying shares pursuant to share options 根據購股權 在相關股份 的權益	Percentage of the Company's issued share capital 佔本公司 已發行股本 的百分比	Long/Short position 好/淡倉
	Corporate Interest 公司權益	Personal Interest 個人權益			
Mr. Han Jingyuan (Notes 1) 韓敬遠先生(備註1)	1,317,502,849	–	–	44.96%	Long (好)
	–	2,800,000	28,500,000	1.07%	Long (好)
Mr. Zhu Jun 朱軍先生	–	2,400,000	7,800,000	0.35%	Long (好)
Mr. Shen Xiaoling 沈曉玲先生	–	2,400,000	7,800,000	0.35%	Long (好)
Mr. Zhu Hao 朱浩先生	–	–	7,800,000	0.27%	Long (好)
Mr. Han Li (appointed on 7 February 2012) 韓力先生(於二零一二年二月七日獲委任)	–	–	5,400,000	0.18%	Long (好)
Mr. Ondra Otradovec Ondra Otradovec先生	–	–	6,000,000	0.21%	Long (好)
Mr. Vijay Kumar Bhatnagar Vijay Kumar Bhatnagar先生	–	–	2,000,000	0.07%	Long (好)
Mr. Liu Lei (re-designated on 7 February 2012) 劉磊先生(於二零一二年二月七日調任)	–	2,400,000	7,200,000	0.33%	Long (好)
Mr. Yu Tung Ho 余統浩先生	–	–	6,000,000	0.20%	Long (好)
Mr. Wong Man Chung, Francis 黃文宗先生	–	–	6,600,000	0.23%	Long (好)
Mr. Wang Tianyi (appointed on 7 February 2012) 王天義先生(於二零一二年二月七日獲委任)	–	–	2,000,000	0.07%	Long (好)
Mr. Zhou Guoping (appointed on 1 December 2012) 周國平先生(於二零一二年十二月一日獲委任)	–	–	–	–	–

## DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES (continued)

### (i) Interest in the Shares and underlying Shares of the Company: (continued)

Note:

1. At 31 December 2012, Mr. Han Jingyuan beneficially owned 63.15% of the issued share capital of Wellbeing Holdings Limited ("Wellbeing Holdings") and held 16.09% of the issued share capital of Wellbeing Holdings on trust for the benefit of certain employees of the subsidiary of the Company. Wellbeing Holdings beneficially owned 1,255,849,124 Shares, representing approximately 42.86% of the issued share capital of the Company. Mr. Han also beneficially owns 100% of the issued share capital of Chingford Holdings Limited ("Chingford Holdings") which beneficially owned 61,653,725 Shares, representing approximately 2.10% of the issued Shares.

At 31 December 2012, Mr. Han Jingyuan beneficially owns 2,800,000 Shares, representing approximately 0.1% of the issued share capital of the Company.

## 董事於證券的權益及淡倉(續)

### (i) 於本公司股份和相關股份的權益：(續)

備註：

1. 於二零一二年十二月三十一日，韓敬遠先生實益擁有 Wellbeing Holdings Limited (「Wellbeing Holdings」) 已發行股本 63.15% 的權益，並以信託方式就本公司附屬公司若干僱員的利益持有 Wellbeing Holdings 已發行股份的 16.09% 權益。Wellbeing Holdings 實益擁有 1,255,849,124 股的本公司股份，約佔本公司已發行股份的 42.86% 權益。韓先生亦實益擁有 Chingford Holdings Limited (「Chingford Holdings」) 的全部已發行股本，而 Chingford Holdings 實益擁有 61,653,725 股的本公司股份，約佔本公司已發行股份的 2.10%。

於二零一二年十二月三十一日，韓敬遠先生私人實益擁有 2,800,000 股的本公司股份，約佔本公司已發行股份的 0.1% 權益。

# Directors' Report 董事局報告

## DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES (continued)

### (ii) Interest in the debentures of the Company

Mr. Han Jingyuan (Note 2)  
韓敬遠先生(備註2)

#### Notes:

- (1) US\$550 million 8% senior notes due 2015 of the Company was issued at 11 August 2010. ("2015 Senior Notes"). As at 31 December 2012, the outstanding aggregate principle amount of the 2015 Senior Notes was US\$490,183,000.
- (2) At 31 December 2012, Mr. Han Jingyuan beneficially owned 100% of the issued share capital of Eastland International Trading Limited, which beneficially owned US\$4,500,000 of the 2015 Senior Notes of the Company.

Mr. Han Jingyuan beneficially owned 63.15% of the issued share capital of Wellbeing Holdings and held 16.09% of the issued share capital of Wellbeing Holdings on trust for the benefit of certain employees of the subsidiary of the Company. Wellbeing Holdings beneficially owned US\$6,500,000 of the 2015 Senior Notes of the Company.

Save as disclosed above and in the section of "Equity-settled Share Option Scheme" below, at 31 December 2012, none of the Directors, chief executives and their associates had any interest and short positions in the Shares, underlying shares and Senior Notes of the Company or any of its associated corporations (within the meaning of SFO) as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

## 董事於證券的權益及淡倉(續)

### (ii) 於本公司債券的權益

#### Corporate Interest 企業權益

US\$11,000,000 (Note 1)  
11,000,000 美元(備註1)

#### 備註:

- (1) 本公司於二零一零年八月十一日發行的二零一五年到期5.5億美元8%優先票據(「二零一五年優先票據」)。於二零一二年十二月三十一日，二零一五年優先票據之未償付本金總額為490,183,000美元。
- (2) 於二零一二年十二月三十一日，韓敬遠先生實益擁有Eastland International Trading Limited已發行股本100%的權益而持有本公司450萬美元的二零一五年優先票據。

韓敬遠先生實益擁有Wellbeing Holdings已發行股本63.15%的權益，並以信託方式就本公司附屬公司若干僱員的利益持有Wellbeing Holdings已發行股份的16.09%權益。Wellbeing Holdings實益擁有本公司650萬美元的二零一五年優先票據。

除上文所披露者和下述的「以股權結算的購股權計劃」部份外，於二零一二年十二月三十一日，概無本公司的董事、主要行政人員及其連繫人於本公司或其任何相聯法團(定義見證券及期貨條例)的股份、相關股份及優先票據中擁有需根據證券及期貨條例第352條所存置的股東名冊所記錄，或根據標準守則須知會本公司及聯交所的任何權益及淡倉。

### EQUITY-SETTLED SHARE OPTION SCHEME

Share options were granted to eligible participants under a share option scheme approved and adopted by the shareholders of the Company at the annual general meeting held on 17 May 2006 ("2006 Share Option Scheme") and a share option scheme approved and adopted by the shareholders of the Company at the special general meeting held on 20 December 2010 ("2010 Share Option Scheme") (together with the 2006 Share Option Scheme, collectively referred to as ("Share Option Schemes")) for the purpose of providing incentives and rewards to eligible participants who are regarded as valuable human resources of the Group or who have contributed to the growth and success of the Group with their performance and other factors (e.g. their years of service with the Company and/or work experience and/or knowledge in the industry etc.) to contribute further to the Company.

The Share Option Schemes do not specify any minimum holding period and/or performance targets as a condition for the exercise of an option but subject to the rules of the Share Options Scheme the Board is empowered with the authority to determine granting of an option on a case by case basis taking into account of the relevant factors as the Board in its sole discretion considers appropriate.

The maximum number of shares issuable under the Share Option Schemes to each eligible participant within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Subject to earlier termination by the Company in general meeting or by the Board, the Share Option Schemes shall be valid and effective for a period of ten years from their respective dates of adoption.

The subscription price shall be such price determined by the Directors at its absolute discretion and shall be no less than the highest of: (a) the closing price of shares of the Company as stated in the daily quotations sheet of the Stock Exchange on the date of grant; (b) the average closing price of the share of the Company as stated in the daily quotations sheet of the Stock Exchange for the 5 business days immediately preceding the date of grant; and (c) the nominal value of a share of the Company on the date of grant.

### 以股權結算的購股權計劃

根據在二零零六年五月十七日舉行的股東周年大會上由本公司股東批准及採納的購股權計劃(「二零零六年購股權計劃」)及在二零一零年十二月二十日舉行的股東特別大會上由本公司股東批准及採納的購股權計劃(「二零一零年購股權計劃」)(連同二零零六年購股權計劃統稱為「購股權計劃」)已向合資格參與者授予購股權，目的旨在激勵及獎勵合資格參與者彼等被視為本集團的寶貴人力資源或以待等之表現及其他因素對本集團的發展和成功作出貢獻(例如彼等在本公司的服務年期及／或行內的工作經驗及／或知識)，並對本公司作出更多貢獻。

購股權計劃並沒有特定須持有的最短期間及／或行使購股權須達致的表現目標，惟根據購股權計劃的條款，授予董事局有權利釐定每個個別情況的授出購股權條款作出其認為適當的有關因素。

根據購股權計劃下向每名合資格參與者授予的最高可發行的股份數目在該授出日期止十二個月期間內上限為本公司當時發行股份的1%，任何超出限制的進一步授予購股權需於股東大會上由股東批准。

在不抵觸本公司於股東大會上或透過董事局提早終止下，購股權計劃將自其採納日期起計為期十年有效及生效。

行使價乃由本公司董事局全權酌情釐定，並不會低於以下最高者：(a)本公司股份於授予日期在聯交所每日報價表所報的收市價；(b)股份於緊接授予日期前五個營業日在聯交所每日報價表所報的平均收市價；及(c)本公司股份於授予日期的面值。



## Directors' Report 董事局報告

### EQUITY-SETTLED SHARE OPTION SCHEME (continued)

The consideration payable on acceptance of all of the options under the Share Option Schemes are HK\$1.00.

The total number of Shares available for issue under the Share Option Schemes upon exercising of all outstanding share options granted and yet to be exercised is 309,016,000 Shares, representing approximately 10.55% of the issued share capital of the Company as at 31 December 2012.

On 30 March 2012, share options to subscribe for 75,370,000 Shares were granted to the grantees at an exercise price of HK\$2.03 per Share under the 2010 Share Option Scheme which represents the highest of (i) the closing price of HK\$2.01 per Share as stated in the daily quotations sheet issued by the Stock Exchange on the date of grant of the share options, i.e. 30 March 2012 (the "Date of Grant"); (ii) the average closing price of HK\$2.03 per Share as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant; and (iii) the nominal value of Share, which is HK\$0.10. The share options are exercisable by the grantees in the following manners: (1) up to 60% of the share options granted to each grantee on or after 30 March 2012; (2) up to 80% of the share options granted to each grantee on or after 30 March 2013; (3) all the remaining share options granted to each grantee on or after 30 March 2014, and in each case, not later than 19 December 2020.

### 以股權結算的購股權計劃(續)

在購股權計劃下，接納購股權須支付的款項為港幣 1.00 元。

於行使所有已授出但尚未行使的所有尚未行使購股權後，根據購股權計劃，可予以發行之股份總數為 309,016,000 股，佔本公司於二零一二年十二月三十一日已發行股本約 10.55%。

於二零一二年三月三十日，根據二零一零年購股權計劃，按行使價每股 2.03 港元向承授人授予可認購 75,370,000 股的購股權，行使價乃為 (i) 股份於購股權授出日期(即二零一二年三月三十日) (「授出日期」) 在聯交所的每日報價表所報的收市價每股 2.01 港元；(ii) 股份於緊接授出日期前五個營業日在聯交所的每日報價表所報的平均收市價每股 2.03 港元；及 (iii) 股份的面值 0.10 港元，三者中的最高值。該等購股權可由承授人按下列方式行使：(1) 授予各承授人的購股權最多達 60% 可於二零一二年三月三十日或之後行使；(2) 授予各承授人的購股權最多達 80% 可於二零一三年三月三十日或之後行使；(3) 授予各承授人的所有餘下購股權可於二零一四年三月三十日或之後行使，惟於各情況下不得遲於二零二零年十二月十九日。

### EQUITY-SETTLED SHARE OPTION SCHEME (continued)

On 30 March 2012, share options to subscribe for 9,800,000 Shares were conditionally granted to Mr. Han Jingyuan subject to the approval by the independent Shareholders at the special general meeting at an exercise price of HK\$2.03 per Share under the 2010 Share Option Scheme which represents the highest of (i) the closing price of HK\$2.01 per Share as stated in the daily quotations sheet issued by the Stock Exchange on the date of grant of the share options, i.e. 30 March 2012 (the "Date of Grant"); (ii) the average closing price of HK\$2.03 per Share as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant; and (iii) the nominal value of Share, which is HK\$0.10. The share options are exercisable by Mr. Han Jingyuan in the following manners: (1) up to 60% of the share options granted to Mr. Han Jingyuan on or after the date of the approval of the grant of options by the independent Shareholders at the special general meeting held on 30 May 2012 (the "Date of Approval"); (2) up to 80% of the share options granted to Mr. Han Jingyuan on or after one year from the Date of Approval; (3) all the remaining share options granted to Mr. Han Jingyuan on or after two years from the Date of Approval, and in each case, not later than 19 December 2020. The grant of the share options to subscribe for 9,800,000 Shares under the 2010 Share Option Scheme to Mr. Han Jingyuan was approved by the independent shareholders at the special general meeting held on 30 May 2012.

Pursuant to the 2006 Share Option Scheme, the Company can issue options so that the total number of shares that may be issued upon exercise of all options to be granted under the 2006 Share Option Scheme are 290,500,000 Shares, representing approximately 9.91% of the issued share capital of the Company as at 31 December 2012. Eligible participants of the 2006 Share Option Scheme includes all Directors (whether Executive or Non-executive and whether independent or not) and any employees (whether full-time or part-time) of any company in the Group or any entity in which any member of the Group holds an equity interest (whether on an employment or contractual or honorary basis or otherwise and whether paid or unpaid). Details of the share options outstanding under 2006 Share Option Scheme were as follows:

### 以股權結算的購股權計劃(續)

於二零一二年三月三十日，根據二零一零年購股權計劃，按行使價每股2.03港元向韓敬遠先生有條件授予可認購9,800,000股的購股權，須待獨立股東於股東特別大會上批准後，方可作實，行使價乃為(i)股份於購股權授出日期(即二零一二年三月三十日)(「授出日期」)在聯交所的每日報價表所報的收市價每股2.01港元；(ii)股份於緊接建議授出日期前五個營業日在聯交所的每日報價表所報的平均收市價每股2.03港元；及(iii)股份的面值0.10港元，三者中的最高值。該等購股權可由韓敬遠按下列方式行使：(1) 授予韓敬遠先生的購股權最多達60%可於獨立股東於二零一二年五月三十日舉行的股東特別大會上批准授出購股權日期(「批准日期」)或之後行使；(2) 授予韓敬遠先生的購股權最多達80%可於自批准日期起一年或之後行使；(3) 授予韓敬遠先生的所有餘下購股權可於自批准日期起兩年或之後行使，惟於各情況下不得遲於二零二零年十二月十九日。根據二零一零年購股權計劃向韓敬遠先生授出9,800,000股股份之購股權獲獨立股東於二零一二年五月三十日舉行之股東特別大會上批准。

根據二零零六年購股權計劃，本公司可授出購股權，以使根據二零零六年購股權計劃授出的所有購股權獲行使時可發行的股份總數為290,500,000股股份，約佔本公司於二零一二年十二月三十一日的已發行股本9.91%。二零零六年購股權計劃的合資格參與者包括本公司全體董事(無論執行董事或非執行董事及無論是否獨立)及本集團任何成員公司或本集團任何成員公司持有股本權益的任何實體的任何僱員(無論全職或兼職)(不論其基於聘用、合約或榮譽或其他性質及是否受薪)。二零零六年購股權計劃下尚未行使的購股權詳情如下：

# Directors' Report 董事局報告

## EQUITY-SETTLED SHARE OPTION SCHEME (continued)

## 以股權結算的購股權計劃(續)

	Date of grant	Exercisable period	Exercise price	Closing price per Share immediately before the date of grant	No. of options outstanding at 1 January 2012	No. of options granted during the year ended 31 December 2012	No. of options exercised/ cancelled/ lapsed during the year ended 31 December 2012	No. of options outstanding at 31 December 2012	Approximate shareholding percentage of the underlying Shares for the options in the share capital of the Company
	授予日	可行使期間	行使價 HK\$ 港元	緊接購股權 授予日前的 每股收市價 HK\$ 港元	於 二零一二年 一月一日 未行使的 購股權數目	於截至 二零一二年 十二月 三十一日止 年度內授予 的購股權數目	於截至 二零一二年 十二月 三十一日止 年度內已行使/ 註銷/失效的 購股權數目	於 二零一二年 十二月 三十一日 未行使的 購股權數目	購股權相關 股份佔本公司 股本的股權 概約百分比
Mr. Han Jingyuan 韓敬遠先生	2009/2/24	2009/2/24 to 2019/2/23	1.39	1.24	2,900,000	-	-	2,900,000	0.10%
	2010/11/26	2010/12/20 to 2016/5/16	3.00	3.00	6,000,000	-	-	6,000,000	0.20%
Mr. Zhu Jun 朱軍先生	2009/2/24	2009/2/24 to 2019/2/23	1.39	1.24	2,600,000	-	-	2,600,000	0.09%
Mr. Shen Xiaoling 沈曉玲先生	2009/2/24	2009/2/24 to 2019/2/23	1.39	1.24	2,600,000	-	-	2,600,000	0.09%
Mr. Zhu Hao 朱浩先生	2009/2/24	2009/2/24 to 2019/2/23	1.39	1.24	2,600,000	-	-	2,600,000	0.09%

# Directors' Report 董事局報告

## EQUITY-SETTLED SHARE OPTION SCHEME (continued)

## 以股權結算的購股權計劃(續)

Date of grant	Exercisable period	Exercise price	Closing price per Share immediately before the date of grant	No. of options outstanding at 1 January 2012	No. of options granted during the year ended 31 December 2012	No. of options exercised/ cancelled/ lapsed during the year ended 31 December 2012	No. of options outstanding at 31 December 2012	Approximate shareholding percentage of the underlying Shares for the options in the share capital of the Company
授予日	可行使期間	行使價 HK\$ 港元	緊接購股權 授予日前的 每股收市價 HK\$ 港元	於 二零一二年 一月一日 未行使的 購股權數目	於截至 二零一二年 十二月 三十一日止 年度內授予 的購股權數目	於截至 二零一二年 十二月 三十一日止 年度內已行使/ 註銷/ 失效的 購股權數目	於 二零一二年 十二月 三十一日 未行使的 購股權數目	購股權相關 股份佔本公司 股本的股權 概約百分比
Mr. Han Li 韓力先生	2009/12/29 to 2019/12/28	2.84	2.77	1,600,000	-	-	1,600,000	0.05%
Mr. Ondra Otradovec Ondra Otradovec 先生	2009/5/11 to 2019/5/10	1.50	1.49	2,000,000	-	-	2,000,000	0.07%
Mr. Liu Lei 劉磊先生	2009/2/24 to 2019/2/23	1.39	1.24	2,600,000	-	-	2,600,000	0.09%
Mr. Yu Tung Ho 余統浩先生	2009/2/24 to 2019/2/23	1.39	1.24	2,000,000	-	-	2,000,000	0.07%
Mr. Wong Man Chung, Francis 黃文宗先生	2009/2/24 to 2019/2/23	1.39	1.24	2,000,000	-	-	2,000,000	0.07%
Employees 僱員	2009/2/24 to 2019/2/23	1.39	1.24	1,200,000	-	-	1,200,000	0.04%

# Directors' Report 董事局報告

## EQUITY-SETTLED SHARE OPTION SCHEME (continued)

## 以股權結算的購股權計劃(續)

	Date of grant	Exercisable period	Exercise price	Closing price per Share immediately before the date of grant	No. of options outstanding at 1 January 2012	No. of options granted during the year ended 31 December 2012	No. of options exercised/cancelled/lapsed during the year ended 31 December 2012	No. of options outstanding at 31 December 2012	Approximate shareholding percentage of the underlying Shares for the options in the share capital of the Company
	授予日	可行使期間	行使價 HK\$ 港元	緊接購股權 授予日前的 每股收市價 HK\$ 港元	於 二零一二年 一月一日 未行使的 購股權數目	於截至 二零一二年 十二月 三十一日止 年度內授予 的購股權數目	於截至 二零一二年 十二月 三十一日止 年度內已行使/ 註銷/失效的 購股權數目	於 二零一二年 十二月 三十一日 未行使的 購股權數目	購股權相關 股份佔本公司 股本的股權 概約百分比
Employees 僱員	2009/12/29	2010/3/29 to 至 2019/12/28	2.84	2.77	140,050,000	-	-	140,050,000	4.78%
Other Participants 其他參與者	2009/2/24	2009/2/24 to 至 2019/2/23	1.39	1.24	2,000,000	-	-	2,000,000	0.07%
	2009/5/11	2009/5/11 to 至 2019/5/10	1.50	1.49	4,100,000	-	(1,500,000) (Note 1) (註一)	2,600,000	0.09%
Total 合計					174,250,000	-	(1,500,000)	172,750,000	5.90%

Note 1: 700,000 options were exercised and 800,000 options were lapsed during the year ended 31 December 2012.

註一：於截至二零一二年十二月三十一日止年度內，700,000股購股權已行使及800,000股購股權已失效。

## EQUITY-SETTLED SHARE OPTION SCHEME (continued)

## 以股權結算的購股權計劃(續)

Pursuant to the 2010 Share Option Scheme, the Company can issue options so that the total number of Shares that may be issued upon exercise of all options to be granted under the 2010 Share Option Scheme are 146,486,250 Shares, representing approximately 5% of the issued share capital of the Company as at 31 December 2012. Eligible participants of the 2010 Share Option Scheme includes all Directors (whether Executive or Non-executive and whether independent or not) and any employees (whether full-time or part-time) of any company in the Group or any entity in which any member of the Group holds an equity interest (whether on an employment or contractual or honorary basis or otherwise and whether paid or unpaid) and any person considered by the Directors to have contributions to any company in the Group or any entity in which any member of the Group holds an equity interest. Details of the share options outstanding under 2010 Share Option Scheme were as follows:

根據二零一零年購股權計劃，本公司可授出購股權，以使根據二零一零年購股權計劃授出的所有購股權獲行使時可發行的股份總數為146,486,250股股份，約佔本公司於二零一二年十二月三十一日的已發行股本5%。二零一零年購股權計劃的合資格參與者包括本公司全體董事（無論執行董事或非執行董事及無論是否獨立）、本集團任何成員公司或本集團任何成員公司持有股本權益的任何實體的任何僱員（無論全職或兼職）（不論其基於聘用、合約或榮譽或其他性質及是否受薪）及董事認為對本集團任何成員公司或本集團任何成員公司持有股本權益的任何實體作出貢獻的任何人士。二零一零年購股權計劃下尚未行使的購股權詳情如下：

Date of grant	Exercisable period	Exercise price	Closing price per Share immediately before the date of grant	No. of options outstanding at 1 January 2012	No. of options granted during the year ended 31 December 2012	No. of options exercised/ cancelled/ lapsed during the year ended 31 December 2012	Approximate shareholding percentage of the underlying Shares for the options outstanding at 31 December 2012	No. of options outstanding at 31 December 2012	Shares for the underlying options in the share capital of the Company
授予日	可行使期間	行使價	每股收市價	購股權數目	於二零一二年一月一日未行使的購股權數目	於二零一二年十二月三十一日止年度內已行使/註銷/失效的購股權數目	購股權相關股份佔本公司股本的股權概約百分比	購股權數目	
		HKS 港元	HKS 港元						
Mr. Han Jingyuan 韓敬遠先生	2011/03/28 to 2021/03/27	3.08	3.08	9,800,000	-	-	0.33%	9,800,000	

# Directors' Report 董事局報告

## EQUITY-SETTLED SHARE OPTION SCHEME (continued)

## 以股權結算的購股權計劃(續)

Date of grant	Exercisable period	Exercise price	Closing price per Share immediately before the date of grant	No. of options outstanding at 1 January 2012	No. of options granted during the year ended 31 December 2012	No. of options cancelled/ lapsed during the year ended 31 December 2012	No. of options outstanding at 31 December 2012	Approximate shareholding percentage of the underlying Shares for the options in the share capital of the Company
2012/03/30	2012/05/30 to 2020/12/19	2.03	2.01	-	9,800,000	-	9,800,000	0.33%
Mr. Zhu Jun 朱軍先生	2010/12/24 to 2020/12/19	3.182	3.17	2,600,000	-	-	2,600,000	0.09%
2012/03/30	2012/03/30 to 2020/12/19	2.03	2.01	-	2,600,000	-	2,600,000	0.09%
Mr. Shen Xiaoling 沈曉玲先生	2010/12/24 to 2020/12/19	3.182	3.17	2,600,000	-	-	2,600,000	0.09%
2012/03/30	2012/03/30 to 2020/12/19	2.03	2.01	-	2,600,000	-	2,600,000	0.09%

# Directors' Report 董事局報告

## EQUITY-SETTLED SHARE OPTION SCHEME (continued)

## 以股權結算的購股權計劃(續)

Date of grant	Exercisable period	Exercise price	Closing price per Share immediately before the date of grant	No. of options outstanding at 1 January 2012	No. of options granted during the year ended 31 December 2012	No. of options exercised/cancelled/lapsed during the year ended 31 December 2012	No. of options outstanding at 31 December 2012	Approximate shareholding percentage of the underlying Shares for the options in the share capital of the Company
授予日	可行使期間	行使價 HK\$ 港元	緊接購股權 授予日前的 每股收市價 HK\$ 港元	於二零一二年 一月一日 未行使的 購股權數目	於二零一二年 十二月 三十一日止 年度內 已行使/ 註銷/失效的 購股權數目	於二零一二年 十二月 三十一日止 年度內 購股權數目	於二零一二年 十二月 三十一日 未行使的 購股權數目	購股權相關 股份佔本公司 股本的股權 概約百分比
Mr. Zhu Hao 朱浩先生	2010/12/24 to 2020/12/19	3.182	3.17	2,600,000	-	-	2,600,000	0.09%
	2012/03/30 to 2020/12/19	2.03	2.01	-	2,600,000	-	2,600,000	0.09%
Mr. Han Li 韓力先生	2010/12/24 to 2020/12/19	3.182	3.17	1,200,000	-	-	1,200,000	0.04%
	2012/03/30 to 2020/12/19	2.03	2.01	-	2,600,000	-	2,600,000	0.09%
Mr. Ondra Otradovec Ondra Otradovec 先生	2010/12/24 to 2020/12/19	3.182	3.17	2,000,000	-	-	2,000,000	0.07%



# Directors' Report 董事局報告

## EQUITY-SETTLED SHARE OPTION SCHEME (continued)

## 以股權結算的購股權計劃(續)

Date of grant	Exercisable period	Exercise price	Closing price per Share immediately before the date of grant	No. of options outstanding at 1 January 2012	No. of options granted during the year ended 31 December 2012	No. of options exercised/cancelled/lapsed during the year ended 31 December 2012	No. of options outstanding at 31 December 2012	Approximate shareholding percentage of the underlying Shares for the options in the share capital of the Company
授予日	可行使期間	行使價 HK\$ 港元	緊接購股權 授予日前的 每股收市價 HK\$ 港元	於二零一二年 一月一日 未行使的 購股權數目	於二零一二年 十二月 三十一日止 年度內授予 的購股權數目	於截至 二零一二年 十二月 三十一日止 年度內 已行使/ 註銷/失效的 購股權數目	於二零一二年 十二月 三十一日 未行使的 購股權數目	購股權相關 股份佔本公司 股本的股權 概約百分比
2012/03/30	2012/03/30 to 至 2020/12/19	2.03	2.01	-	2,000,000	-	2,000,000	0.07%
Mr. Vijay Kumar Bhatnagar Vijay Kumar Bhatnagar 先生	2012/03/30 to 至 2020/12/19	2.03	2.01	-	2,000,000	-	2,000,000	0.07%
Mr. Liu Lei 劉磊先生	2010/12/24 to 至 2020/12/19	3.182	3.17	2,600,000	-	-	2,600,000	0.09%
2012/03/30	2012/03/30 to 至 2020/12/19	2.03	2.01	-	2,000,000	-	2,000,000	0.07%
Mr. Yu Tung Ho 余統浩先生	2010/12/24 to 至 2020/12/19	3.182	3.17	2,000,000	-	-	2,000,000	0.07%

# Directors' Report 董事局報告

## EQUITY-SETTLED SHARE OPTION SCHEME (continued)

## 以股權結算的購股權計劃(續)

Date of grant	Exercisable period	Exercise price	Closing price per Share immediately before the date of grant	No. of options outstanding at 1 January 2012	No. of options granted during the year ended 31 December 2012	No. of options exercised/cancelled/lapsed during the year ended 31 December 2012	No. of options outstanding at 31 December 2012	Approximate shareholding percentage of the underlying Shares for the options in the share capital of the Company
授予日	可行使期間	行使價 HK\$ 港元	緊接購股權 授予日前的 每股收市價 HK\$ 港元	於二零一二年 一月一日 未行使的 購股權數目	於二零一二年 十二月 三十一日止 年度內授予 的購股權數目	於截至 二零一二年 十二月 三十一日止 年度內 已行使/ 註銷/失效的 購股權數目	於二零一二年 十二月 三十一日 未行使的 購股權數目	購股權相關 股份佔本公司 股本的股權 概約百分比
2012/03/30	2012/03/30 to 至 2020/12/19	2.03	2.01	-	2,000,000	-	2,000,000	0.07%
Mr. Wong Man Chung, Francis 黃文宗先生	2010/12/24 to 至 2020/12/19	3.182	3.17	2,300,000	-	-	2,300,000	0.08%
2012/03/30	2012/03/30 to 至 2020/12/19	2.03	2.01	-	2,300,000	-	2,300,000	0.08%
Mr. Wang Tianyi 王天義先生	2012/03/30 to 至 2020/12/19	2.03	2.01	-	2,000,000	-	2,000,000	0.07%
Employees 僱員	2010/12/24 to 至 2020/12/19	3.182	3.17	22,200,000	-	-	22,200,000	0.76%

# Directors' Report 董事局報告

## EQUITY-SETTLED SHARE OPTION SCHEME (continued)

## 以股權結算的購股權計劃(續)

	Date of grant	Exercisable period	Exercise price	Closing price per Share immediately before the date of grant	No. of options outstanding at 1 January 2012	No. of options granted during the year ended 31 December 2012	No. of options cancelled/ lapsed during the year ended 31 December 2012	No. of options outstanding at 31 December 2012	Approximate shareholding percentage of the underlying Shares for the options in the share capital of the Company
	授予日	可行使期間	行使價 HK\$ 港元	緊接購股權 授予日前的 每股收市價 HK\$ 港元	緊接購股權 授予日前的 未行使的 購股權數目	於二零一二年 十二月 三十一日止 年度內授予 的購股權數目	於截至 二零一二年 十二月 三十一日止 年度內 已行使/ 註銷/失效的 購股權數目	於二零一二年 十二月 三十一日 未行使的 購股權數目	購股權相關 股份佔本公司 股本的股權 概約百分比
Employee 僱員	2011/01/14	2011/01/14 to 至 2021/01/13	3.20	3.15	800,000	-	-	800,000	0.03%
Employees 僱員	2012/03/30	2012/03/30 to 至 2020/12/19	2.03	2.01	-	49,470,000	(1,000,000)	48,470,000	1.65%
Other Participants 其他參與者	2010/12/24	2010/12/24 to 至 2020/12/19	3.182	3.17	5,200,000	-	(2,164,000) (Note 2) (註二)	3,036,000	0.10%
	2012/03/30	2012/03/30 to 至 2020/12/19	2.03	2.01	-	3,200,000	(1,640,000) (Note 2) (註二)	1,560,000	0.05%
Total 合計					55,900,000	85,170,000	(4,804,000)	136,266,000	4.65%

Note 2: 4,804,000 options were lapsed during the year ended 31 December 2012.

註二：於截至二零一二年十二月三十一日止年度內，4,804,000股購股權已失效。

### EQUITY-SETTLED SHARE OPTION SCHEME (continued)

The value of the options granted during the year is RMB 52.6 million, based on the Black-Scholes valuation model. Please refer to Note 22 to the consolidated financial statements for the details of the significant inputs into the model. The Black-Scholes model is developed to estimate the fair value of European share options. The fair values calculated are inherently subjective and uncertain due to the assumptions made and the limitations of the model used. The value of an option varies with different variables of certain subjective assumptions. Any change in variables so adopted may materially affect the estimation of the fair value of an option.

The accounting policy for equity-settled share option is stated in the Note 2 to the consolidated financial statements.

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the year were rights to acquire benefits by means of the acquisition of Shares or debentures of the Company or any other body corporate granted to any Director or their respective spouses or children under 18 years of age, or were any such rights exercised by them; or were the Company or any of its holding companies, fellow subsidiaries and subsidiaries a party to any arrangement to enable the Company's Directors, their respective spouses or children under 18 years of age to acquire such rights in any other body corporate.

### CONTRACTS OF SIGNIFICANCE

Save as disclosed above and the transactions as disclosed in Note 42 to the consolidated financial statements, no controlling shareholder or any of its subsidiaries have any contract of significance with the Company or its subsidiaries during the year.

### 以股權結算的購股權計劃(續)

根據柏力克－舒爾斯估值模型計算，於年內授出的購股權價值為人民幣5,260萬元。有關此模型的主要輸入項目詳情，請參閱綜合財務報表附註22。柏力克－舒爾斯估值模型旨在估算歐洲購股權的公允價值。基於所作假設及所用模型的限制，所計算的公允價值帶有主觀及不確定因素。購股權價值因應若干主觀假設的不同變量而變動，所採用變量的任何變動可能對購股權公允價值估算產生重大影響。

以股權結算的購股權的會計政策於合併財務報表附註2中呈列。

### 董事認購股份或債券的權利

除上文所披露者外，於年內任何時間，概無任何董事或彼等各自的配偶或未滿十八歲的子女獲授可透過購買本公司或任何其他法人團體股份或債券而獲益的權利，或行使任何該等權利；而本公司或其任何控股公司、同系附屬公司及附屬公司概無訂立任何安排，致使本公司董事、彼等各自的配偶或未滿十八歲的子女可自任何其他法人團體購入該等權利。

### 重大合約

除上文所披露者外及合併財務報表附註42所披露的交易外，控股股東或其任何附屬公司於年內並無與本公司或其附屬公司訂立任何重大合約。

# Directors' Report 董事局報告

## SUBSTANTIAL SHAREHOLDERS

At 31 December 2012, the interests or short positions of every person, other than a Director or Chief Executive of the Company, in the Shares and underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO are as follows:

## 主要股東

於二零一二年十二月三十一日，根據本公司按照證券及期貨條例第336條所存置的股東名冊所記錄，每名人士(本公司董事或主要行政人員除外)於本公司股份及相關股份擁有的權益或淡倉如下：

Name	Number of shares held	Percentage of the Company's issued share capital	Long/Short Position
名稱	所持股份數目	佔本公司已發行股本百分比	好/淡倉
Wellbeing Holdings	1,255,849,124	42.86%	Long (好)
ArcelorMittal Holdings AG	867,711,151	29.61%	Long (好)
("AM Holdings AG") (Note 1)	509,780,740	17.40%	Long (好)
(「AM Holdings AG」)(備註1)			
ING Bank N.V. (Note 2) (備註2)	289,990,800	9.90%	Long (好)
	289,990,800	9.90%	Short (淡)
Deutsche Bank Aktiengesellschaft	220,934,306	7.54%	Long (好)
(Note 3) (備註3)	219,801,940	7.50%	Short (淡)

## SUBSTANTIAL SHAREHOLDERS (continued)

Notes:

- (1) At 31 December 2012, Mr. Lakshmi Niwas Mittal and Mrs. Usha Mittal directly own 40.84% and indirectly own 40.84% of the issued share capital of ArcelorMittal which indirectly holds the entire equity interest in AM Holdings AG. AM Holdings AG beneficially owns 867,711,151 Shares, representing approximately 29.61% of the issued share capital of the Company.

On 30 April 2008, AM Holdings AG entered into a put option agreement with ING Bank N.V. and Deutsche Bank Aktiengesellschaft, pursuant to which AM Holdings AG granted an option to ING Bank N.V. and Deutsche Bank Aktiengesellschaft over an aggregate of 509,780,740 Shares, representing approximately 17.40% of the issued share capital of the Company.

On 25 March 2011, AM Holdings AG entered into the extended put option agreements with each of ING Bank N.V. and Deutsche Bank Aktiengesellschaft by extending the aforesaid put option agreements for a further term of 36 months from 30 April 2011.

- (2) On 30 April 2008, AM Holdings AG and ING Bank N.V. entered into a put option agreement, pursuant to which AM Holdings AG granted an option to ING Bank N.V. to sell 289,990,800 Shares. As at 31 December 2012, ING Bank N.V. owned 289,990,800 Shares, representing approximately 9.90% of the issued shares capital of the Company.

On 25 March 2011, AM Holdings AG entered into an extended put option agreement with ING Bank N.V. by extending the aforesaid put option agreement for a further term of 36 months from 30 April 2011.

## 主要股東(續)

備註：

- (1) 於二零一二年十二月三十一日，Lakshmi Niwas Mittal 先生和 Usha Mittal 太太直接擁有 ArcelorMittal 已發行股份 40.84% 和間接擁有 ArcelorMittal 已發行股份 40.84%，而 ArcelorMittal 間接擁有 AM Holdings AG 全部股本權益，AM Holdings AG 實益擁有 867,711,151 股的本公司股份，約佔本公司已發行股份的 29.61% 權益。

於二零零八年四月三十日，AM Holdings AG 分別與 ING Bank N.V. 和 Deutsche Bank Aktiengesellschaft 簽訂了一份認沽期權協議，據此 AM Holdings AG 分別授予 ING Bank N.V. 和 Deutsche Bank Aktiengesellschaft 一個認沽期權，合共 509,780,740 股的本公司股份，約佔本公司已發行股份的 17.40% 權益。

於二零一一年三月二十五日，AM Holdings AG 分別與 ING Bank N.V. 和 Deutsche Bank Aktiengesellschaft 簽訂了一份延長認沽期權協議，將上述之認沽期權協議的年期由二零一一年四月三十日進一步延長三十六個月。

- (2) 於二零零八年四月三十日，AM Holdings AG 與 ING Bank N.V. 簽訂了一份認沽期權協議，據此 AM Holdings AG 授予 ING Bank N.V. 一個認沽期權可出售 289,990,800 股的本公司股份。於二零一二年十二月三十一日，ING Bank N.V. 持有 289,990,800 股的本公司股份，約佔本公司已發行股份的 9.90% 權益。

於二零一一年三月二十五日，AM Holdings AG 與 ING Bank N.V. 簽訂了一份延長認沽期權協議，將上述之認沽期權協議的年期由二零一一年四月三十日進一步延長三十六個月。

# Directors' Report 董事局報告

## SUBSTANTIAL SHAREHOLDERS (continued)

Notes: (continued)

- (3) On 30 April 2008, AM Holdings AG and Deutsche Bank Aktiengesellschaft entered into a put option agreement in which AM Holdings AG granted an option to Deutsche Bank Aktiengesellschaft to sell 219,789,940 Shares. As at 31 December 2012, Deutsche Bank Aktiengesellschaft owned 220,934,306 Shares, representing approximately 7.54% of the issued shares capital of the Company.

On 25 March 2011, AM Holdings AG entered into an extended put option agreement with Deutsche Bank Aktiengesellschaft by extending the aforesaid put option agreement for a further term of 36 months from 30 April 2011.

Saved as disclosed above and in Directors' Interests and Short Positions in Securities sections, at 31 December 2012, no person, other than a Director or Chief Executive of the Company, had interests or short positions in the Shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

## CONNECTED TRANSACTIONS

During the year, the Company had conducted a review of the related party transactions of the Group as disclosed in the Note 42 to the consolidated financial statements of the Company and is satisfied that all connected transactions and continuing connected transactions have been properly reported and complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules. The following transactions between certain connected parties (as defined in the Listing Rules) and the Group have been entered into and/or are ongoing for which relevant announcements and independent shareholders' approval, if necessary, had been made and obtained by the Company in accordance with Chapter 14A of the Listing Rules.

### (1) Connected transaction

On 7 March 2012, Hebei Jinxi Iron and Steel Group Company Limited ("Jinxi Limited"), entered into a sale and purchase agreement with Qianxi County Hui Yin Trading Company Limited ("Hui Yin") for the purchase of 20% equity interest of Hebei Jinxi Section Steel Company Limited ("Jinxi Section Steel") from Hui Yin by Jinxi Limited at a consideration of RMB 93.64 million.

## 主要股東(續)

備註：(續)

- (3) 於二零零八年四月三十日，AM Holdings AG與Deutsche Bank Aktiengesellschaft簽訂了一份認沽期權協議，據此AM Holdings AG授予Deutsche Bank Aktiengesellschaft一個認沽期權可出售219,789,940股的本公司股份。於二零一二年十二月三十一日，Deutsche Bank AG持有220,934,306股的本公司股份，約佔本公司已發行股份的7.54%權益。

於二零一一年三月二十五日，AM Holdings AG與Deutsche Bank Aktiengesellschaft簽訂了一份延長認沽期權協議，將上述之認沽期權協議的年期由二零一一年四月三十日進一步延長三十六個月。

除上文所披露者外與及董事於證券的權益和淡倉部份外，於二零一二年十二月三十一日，根據本公司按照證券及期貨條例第336條所存置的股東名冊，概無人士(本公司董事或主要行政人員除外)於本公司股份及相關股份擁有權益或淡倉。

## 關連交易

於年內，本公司檢討本集團之關聯方交易(誠如本公司合併財務報表附註42所披露者)，且信納所有關連交易及持續關連交易均已妥為呈報及遵守上市規則第14A章之披露規定。按上市規則第14A章的規定，若干關連人士(按上市規則定義)與本集團進行的下列交易經已訂立及/或持續進行，而本公司已根據上市規則的規定作出相關公佈及獲得獨立股東批准(如需要)。

### (1) 關連交易

於二零一二年三月七日，河北津西鋼鐵集團股份有限公司(「津西鋼鐵」)與遷西縣滙銀工貿有限公司(「滙銀」)就津西鋼鐵按人民幣9,364萬元之代價自滙銀購買其持有的河北津西型鋼有限公司(「津西型鋼」)20%股權權益訂立買賣協議。

### CONNECTED TRANSACTIONS (continued)

#### (2) Continuing connected transactions

On 22 October 2010, Jinxi Limited entered into a framework agreement with Qianxi County Longba Charging Company Limited ("Longba Charging"), an associate of a substantial shareholder of a subsidiary of the Company, for the purchase of lime products and related products from Longba Charging by Jinxi Limited for the two years ended 31 December 2012. The annual cap for this transaction for the year ended 31 December 2012 was revised from RMB 140 million to RMB 213.84 million as set out in the announcement of the Company dated 14 October 2011. The total amount of the aforesaid transaction for the year ended 31 December 2012 was RMB 121.56 million (excluding VAT).

On 17 November 2010, Jinxi Limited entered into a framework agreement with Qianxi County Jinxin Mining Company Limited ("Jinxin Mining"), an associate of a substantial shareholder of a subsidiary of the Company, for the purchase of iron powder and related products from Jinxin Mining by Jinxi Limited for the three years ended 31 December 2013. The annual cap for this transaction for the year ended 31 December 2012 was RMB 1,268 million. The total amount of the aforesaid transaction incurred by Jinxi Limited and its subsidiaries for the year ended 31 December 2012 was RMB 31.54 million (excluding VAT).

### 關連交易(續)

#### (2) 持續關連交易

於二零一零年十月二十二日，津西鋼鐵與遷西縣龍霸爐料有限責任公司（「龍霸爐料」，本公司附屬公司主要股東的聯繫人），就津西鋼鐵自龍霸爐料購買石灰產品和相關產品訂立一份框架協議，至二零一二年十二月三十一日止兩年。如本公司日期為二零一一年十月十四日的公告所載，該交易截至二零一二年十二月三十一日止年度的年度上限由人民幣1.4億元修訂為人民幣2.1384億元。上述交易於截至二零一二年十二月三十一日止年度的總額（不含增值稅）為人民幣1.2156億元。

於二零一零年十一月十七日，津西鋼鐵與遷西縣金信礦業有限公司（「金信礦業」，本公司附屬公司主要股東的聯繫人），就津西鋼鐵自金信礦業購買鐵粉和相關產品訂立一份框架協議，至二零一三年十二月三十一日止三年。該交易截至二零一二年十二月三十一日止年度上限為人民幣12.68億元。由津西鋼鐵及其附屬公司產生的上述交易於截至二零一二年十二月三十一日止年度的總額（不含增值稅）為人民幣3,154萬元。



## Directors' Report 董事局報告

### CONNECTED TRANSACTIONS (continued)

#### (2) Continuing connected transactions (continued)

On 10 March 2010, Foshan Jin Xi Jin Lan Cold Rolled Sheet Company Limited ("Jinxi Jinlan"), an indirect non-wholly owned subsidiary of the Company, entered into a framework agreement with Foshan Jin Lan Import and Exports Company Limited ("Jin Lan I&E"), a company controlled by the daughter of Mr. Zhou Weijie who is a substantial shareholder of Jinxi Jinlan for the sale of iron and steel products by Jinxi Jinlan to Jin Lan I&E at a selling price not lower than the prevailing market price for the period from 10 March 2010 to 31 December 2012. The annual cap for this transaction for the year ended 31 December 2012 was RMB 120 million. The total amount of the aforesaid transaction for the year ended 31 December 2012 was nil.

On 18 June 2010, Jinxi Limited entered into a framework agreement with Foshan Jin Lan Group Company Limited ("Jin Lan Group"), a connected person of the Group, for the sale of steel products by Jinxi Limited to Jin Lan Group for a period of approximately two years and seven months from 18 June 2010 to 31 December 2012. The annual cap for this transaction for the year ended 31 December 2012 was RMB 70 million. The total amount of the aforesaid transaction for the year ended 31 December 2012 was nil.

### 關連交易(續)

#### (2) 持續關連交易(續)

於二零一零年三月十日，佛山津西金蘭冷軋板有限公司(「津西金蘭」，本公司間接非全資附屬公司)與佛山金蘭進口有限公司(「金蘭進出口」)，為津西金蘭主要股東周偉傑先生女兒所控制的一間公司，為津西金蘭以不低於現行市價向金蘭進出口出售鋼鐵產品訂立一份框架協議，由二零一零年三月十日至二零一二年十二月三十一日止。該交易截至二零一二年十二月三十一日止年度的年度上限為人民幣1.2億元。上述交易於截至二零一二年十二月三十一日止年度的總額為零元。

於二零一零年六月十八日，津西鋼鐵與佛山金蘭集團有限公司(「金蘭集團」，本集團的關連人士)，簽訂有關津西鋼鐵向金蘭集團銷售鋼鐵產品的框架協議，協議期由二零一零年六月十八日至二零一二年十二月三十一日的大約兩年零七個月。該交易截至二零一二年十二月三十一日止年度的年度上限為人民幣7,000萬元。上述交易於截至二零一二年十二月三十一日止年度的總額為零元。

### CONNECTED TRANSACTIONS (continued)

#### (2) Continuing connected transactions (continued)

On 18 June 2010, Jinxi Section Steel entered into a framework agreement with Jin Lan Group, a connected person of the Group, for the sale of steel products by Jinxi Section Steel to Jin Lan Group for a period of approximately two years and seven months from 18 June 2010 to 31 December 2012. The annual cap for this transaction for the year ended 31 December 2012 was RMB 100 million. The total amount of the aforesaid transaction for the year ended 31 December 2012 was nil.

On 18 June 2010, Jinxi Limited entered into a framework agreement with Qianxi County Han'erzhuang Village Wang Zhihong Iron Ore Mill ("Qianxi Iron Ore Mill"), a connected person of the Group, in which Jinxi Limited would purchase iron powder from Qianxi Iron Ore Mill at prevailing market prices for a period of approximately two years and seven months from 18 June 2010 to 31 December 2012. The annual cap for this transaction for the year ended 31 December 2012 was RMB 140 million. The total amount of the aforesaid transaction for the year ended 31 December 2012 was RMB 10.79 million (excluding VAT).

On 22 January 2011, Jinxi Limited entered into the iron and steel framework agreement with Luxembourg Steel (Sichuan) Company Limited ("Luxembourg Steel"), an indirect wholly owned subsidiary of ArcelorMittal, a substantial shareholder of the Company, in which Jinxi Limited would sell steel products to Luxembourg Steel at prevailing market prices for a period of approximately three years from 22 January 2011 to 31 December 2013. The annual cap for this transaction for the year ended 31 December 2012 was RMB 80 million. The total amount of the aforesaid transaction for the year ended 31 December 2012 was RMB 0.23 million (excluding VAT).

### 關連交易(續)

#### (2) 持續關連交易(續)

於二零一零年六月十八日，津西型鋼與金蘭集團(本集團的關連人士)簽訂有關津西型鋼向金蘭集團銷售鋼鐵產品的框架協議，協議期由二零一零年六月十八日至二零一二年十二月三十一日的大約兩年零七個月。該交易截至二零一二年十二月三十一日止年度的年度上限為人民幣1億元。上述交易於截至二零一二年十二月三十一日止年度的總額為零元。

於二零一零年六月十八日，津西鋼鐵與遷西縣漢兒庄鄉王志紅鐵選廠(「遷西鐵選廠」，本集團的關連人士)，訂立一份框架協議，協議期由二零一零年六月十八日至二零一二年十二月三十一日的大約兩年零七個月，津西鋼鐵按一般市場價向遷西鐵選廠購買鐵粉。該交易截至二零一二年十二月三十一日止年度的年度上限為人民幣1.4億元。上述交易於截至二零一二年十二月三十一日止年度的總額(不含增值稅)為人民幣1,079萬元。

於二零一一年一月二十二日，津西鋼鐵與盧鋼(四川)鋼鐵產品有限公司(「盧鋼」，本集團主要股東ArcelorMittal的間接全資擁有的附屬公司)簽訂有關津西鋼鐵按一般市場價向盧鋼銷售鋼鐵產品的鋼鐵框架協議，協議期由二零一一年一月二十二日至二零一三年十二月三十一日，為期大約三年。該交易截至二零一二年十二月三十一日止年度的年度上限為人民幣8,000萬元。上述交易於截至二零一二年十二月三十一日止年度的總額(不含增值稅)為人民幣23萬元。

# Directors' Report 董事局報告

## CONNECTED TRANSACTIONS (continued)

### (2) Continuing connected transactions (continued)

On 22 January 2011, Jinxi Section Steel entered into the Iron and Steel Framework Agreement with Luxembourg Steel, in which Jinxi Section Steel would sell steel products to Luxembourg Steel at prevailing market prices for a period of approximately three years from 22 January 2011 to 31 December 2013. The annual cap for this transaction for the year ended 31 December 2012 was RMB 80 million. The total amount of the aforesaid transaction for the year ended 31 December 2012 was RMB 1.91 million (excluding VAT).

The aforesaid continuing connected transactions have been reviewed by Independent Non-executive Directors of the Company. The Independent Non-executive Directors confirmed that the aforesaid continuing connected transactions were entered into (a) in the ordinary and usual course of business of the Group; (b) either on normal commercial terms or on terms no less favourable to the Group than terms available to or from independent third parties; (c) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued its letter containing his findings and unqualified conclusions in respect of the continuing connected transactions disclosed by the Group on pages 79 to 82 of the Annual Report in accordance with Rule 14A.38 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

## 關連交易(續)

### (2) 持續關連交易(續)

於二零一一年一月二十二日，津西型鋼與盧鋼簽訂有關津西型鋼按一般市場價向盧鋼銷售鋼鐵產品的鋼鐵框架協議，協議期由二零一一年一月二十二日至二零一三年十二月三十一日，為期大約三年。該交易截至二零一二年十二月三十一日止年度的年度上限為人民幣8,000萬元。上述交易於截至二零一二年十二月三十一日止年度的總額(不含增值稅)為人民幣191萬元。

上述持續關連交易已由本公司獨立非執行董事審閱。獨立非執行董事確認上述持續關連交易是(a)在本集團的一般及通常業務過程中訂立的；(b)以正常商業條款或以不遜於本集團從獨立第三方可得或獲取的條款訂立；(c)根據管制有關協議且為公平和合理並符合本公司股東整體利益的條款訂立。

根據香港會計師公會發佈的香港核證業務準則第3000號「歷史財務資料審核或審閱以外的鑒証工作」並參考實務說明第740號「香港上市規則規定的持續關連交易的核數師函件」，本公司核數師已受聘對本集團持續關連交易作出報告。根據上市規則第14A.38條，核數師已就年報第79至82頁所載本集團披露的持續關連交易，發出函件，並載有其發現和無保留結論。本公司已將核數師函件副本向聯交所提供。

## SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the best knowledge of the Board, there was 25% or more of the listed issued share capital of the Company being held in public hands as at 8 April 2013, being the latest practicable date prior to printing of this report.

## PURCHASE, SALES OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Apart from the repurchase of a total of principal amount of US\$87,240,000 and US\$59,817,000 of the 2017 Senior Notes and the 2015 Senior Notes respectively, neither the Company, nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year.

## AUDITOR

PricewaterhouseCoopers retired and a resolution for their reappointment as auditor of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board

**China Oriental Group Company Limited**

**Han Jingyuan**

*Chairman and Chief Executive Officer*

Hong Kong, 21 March 2013

## 足夠公眾持股量

根據本公司公開查閱的資料及就董事局所深知，於二零一三年四月八日（即本報告付印前之最後實際可行日期），公眾股東持有本公司上市已發行股本之25%或以上。

## 購買、贖回或出售本公司上市證券

除分別購回本金總額為8,724萬美元及5,981.7萬美元的二零一七年優先票據及二零一五年優先票據外，年內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

## 核數師

羅兵咸永道會計師事務所退任，而應屆股東周年大會上將提呈決議案，續聘彼等為本公司的核數師。

謹代表董事局

**中國東方集團控股有限公司**

**韓敬遠**

*董事局主席兼首席執行官*

香港，二零一三年三月二十一日

# Independent Auditor's Report 獨立核數師報告



羅兵咸永道

**To the Shareholders of China Oriental Group Company Limited**  
*(incorporated in Bermuda with limited liability)*

致中國東方集團控股有限公司股東  
*(於百慕達註冊成立的有限公司)*

We have audited the consolidated financial statements of China Oriental Group Company Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 86 to 243, which comprise the consolidated and company balance sheets as at 31 December 2012, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

本核數師(以下簡稱「我們」)已審計列載於第86至243頁中國東方集團控股有限公司(以下簡稱「貴公司」)及其附屬公司(統稱「貴集團」)的合併財務報表。此合併財務報表包括於二零一二年十二月三十一日的合併和公司資產負債表與截至該日止年度的合併利潤表、合併綜合收益表、合併權益變動表及合併現金流量表，以及主要會計政策概要及其附註解釋資料。

## **DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS**

## **董事就合併財務報表須承擔的責任**

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 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.

貴公司董事須負責根據香港會計師公會頒布的香港財務報告準則及香港《公司條例》的披露規定編製合併財務報表，以令合併財務報表作出真實而公平的反映，及落實其認為編製合併財務報表所必要的內部控制，以使合併財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

*PricewaterhouseCoopers, 22/F Prince's Building, Central, Hong Kong*

羅兵咸永道會計師事務所，香港中環太子大廈廿二樓

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# Independent Auditor's Report 獨立核數師報告

## 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 Section 90 of the Companies Act 1981 of Bermuda and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the 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 consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

## OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2012, 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.

**PricewaterhouseCoopers**  
Certified Public Accountants

Hong Kong, 21 March 2013

## 核數師的責任

我們的責任是根據我們的審計對該等合併財務報表作出意見，並按照百慕達《一九八一年公司法》第90條僅向整體股東報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

我們已根據香港會計師公會頒布的香港審計準則進行審計。該等準則要求我們遵守道德規範，並規劃及執行審計，以合理確定合併財務報表是否不存在任何重大錯誤陳述。

審計涉及執行情序以獲取有關合併財務報表所載金額及披露資料的審計憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致合併財務報表存在重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製合併財務報表以作出真實而公平的反映相關的內部控制，以設計適當的審計程序，但目的並非對公司內部控制的有效性發表意見。審計亦包括評價董事所採用會計政策的合適性及作出會計估計的合理性，以及評價合併財務報表的整體列報方式。

我們相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

## 意見

我們認為，該等合併財務報表已根據香港財務報告準則真實而公平地反映貴公司及貴集團於二零一二年十二月三十一日的事務狀況，及貴集團截至該日止年度的利潤及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

**羅兵咸永道會計師事務所**  
執業會計師

香港，二零一三年三月二十一日

# Consolidated Balance Sheet

## 合併資產負債表

(All amounts in Renminbi ("RMB") thousands unless otherwise stated) As at 31 December 2012  
(除另有指明外，所有金額均以人民幣(「人民幣」)千元為單位) 於二零一二年十二月三十一日

		As at 31 December 於十二月三十一日	
		2012 二零一二年	2011 二零一一年
	Note 附註		
<b>ASSETS</b>			
			<b>10,888,083</b>
			<b>9,770,054</b>
			<b>13,863,900</b>
			<b>24,751,983</b>
			<b>13,159,939</b>
			<b>22,929,993</b>
			<b>9,041,769</b>
			<b>8,863,620</b>
			<b>513,247</b>
			<b>647,730</b>
			<b>9,555,016</b>
			<b>9,511,350</b>

# Consolidated Balance Sheet (continued)

## 合併資產負債表 (續)

(All amounts in Renminbi ("RMB") thousands unless otherwise stated) As at 31 December 2012  
(除另有指明外，所有金額均以人民幣(「人民幣」)千元為單位) 於二零一二年十二月三十一日

		As at 31 December 於十二月三十一日	
		2012 二零一二年	2011 二零一一年
	Note 附註		
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Borrowings	25	4,501,105	5,360,962
Other long-term payables	26	26,129	133,517
Deferred revenue	27	47,293	38,020
Amounts due to related parties	42(c)	89,263	17,304
		<b>4,663,790</b>	5,549,803
<b>Current liabilities</b>			
Trade payables	23	3,678,585	2,106,100
Accruals, advances and other current liabilities	24	2,773,751	3,087,962
Amounts due to related parties	42(c)	54,046	101,147
Current income tax liabilities		53,314	193,072
Other long-term payables – current portion	26	115,007	223,546
Borrowings	25	3,853,899	2,152,422
Dividends payable		4,575	4,591
		<b>10,533,177</b>	7,868,840
<b>Total liabilities</b>		<b>15,196,967</b>	13,418,643
<b>Total equity and liabilities</b>		<b>24,751,983</b>	22,929,993
<b>Net current assets</b>		<b>3,330,723</b>	5,291,099
<b>Total assets less current liabilities</b>		<b>14,218,806</b>	15,061,153

**Han Jingyuan**

韓敬遠

Chairman

主席

**Shen Xiaoling**

沈曉玲

Director

董事

The notes on pages 95 to 243 are an integral part of these financial statements.

第95至243頁的附註為財務報表的整體一部分。



# Company Balance Sheet

## 公司資產負債表

(All amounts in RMB thousands unless otherwise stated) As at 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 於二零一二年十二月三十一日

		As at 31 December	
		於十二月三十一日	
		2012	2011
		二零一二年	二零一一年
	Note 附註		
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	7	<b>660</b>	840
Investments in subsidiaries	10(a)	<b>589,566</b>	550,046
Loans to subsidiaries	10(b)	<b>4,521,138</b>	4,630,942
Available-for-sale financial assets	15	<b>47,675</b>	58,371
		<b>5,159,039</b>	5,240,199
<b>Current assets</b>			
Trade receivables	17	<b>2,736,279</b>	3,310,668
Prepayments, deposits and other receivables	18	<b>2,560</b>	85,778
Restricted bank balances	20	<b>201,685</b>	113,296
Cash and cash equivalents	20	<b>39,866</b>	172,641
		<b>2,980,390</b>	3,682,383
<b>Total assets</b>		<b>8,139,429</b>	8,922,582
<b>EQUITY</b>			
<b>Equity attributable to owners of the Company</b>			
Share capital	21	<b>311,772</b>	311,715
Share premium	21	<b>2,191,087</b>	2,190,291
Other reserves	22	<b>376,531</b>	315,001
Accumulated losses		<b>(578,460)</b>	(429,500)
<b>Total equity</b>		<b>2,300,930</b>	2,387,507
		<b>8,139,429</b>	8,922,582

## Company Balance Sheet (continued)

### 公司資產負債表(續)

(All amounts in RMB thousands unless otherwise stated) As at 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 於二零一二年十二月三十一日

		As at 31 December	
		於十二月三十一日	
	Note	2012	2011
	附註	二零一二年	二零一一年
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Borrowings	25	<b>4,376,105</b>	5,295,962
<b>Current liabilities</b>			
Trade payables	23	<b>160,974</b>	58,854
Accruals and other current liabilities	24	<b>123,257</b>	137,524
Borrowings	25	<b>1,178,028</b>	1,042,587
Dividends payable		<b>135</b>	148
		<b>1,462,394</b>	1,239,113
<b>Total liabilities</b>		<b>5,838,499</b>	6,535,075
<b>Total equity and liabilities</b>		<b>8,139,429</b>	8,922,582
<b>Net current assets</b>		<b>1,517,996</b>	2,443,270
<b>Total assets less current liabilities</b>		<b>6,677,035</b>	7,683,469

**Han Jingyuan**

韓敬遠

Chairman

主席

**Shen Xiaoling**

沈曉玲

Director

董事

The notes on pages 95 to 243 are an integral part of these financial statements.

第95至243頁的附註為財務報表的整體一部分。

# Consolidated Income Statement

## 合併利潤表

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

		Note	Year ended 31 December	
		附註	2012	2011
			二零一二年	二零一一年
Revenue	收入	5	<b>36,122,358</b>	38,596,633
Cost of sales	銷售成本	31	<b>(34,958,840)</b>	(35,995,031)
<b>Gross profit</b>	<b>毛利</b>		<b>1,163,518</b>	2,601,602
Other income	其他收入	30	<b>35,958</b>	26,718
Distribution costs	分銷成本	31	<b>(97,583)</b>	(98,338)
Administrative expenses	行政費用	31	<b>(525,680)</b>	(390,321)
Other expenses	其他費用	31	<b>(47,615)</b>	(35,643)
Other gains/(losses) – net	其他收益/(虧損) – 淨額	29	<b>164,149</b>	(80,444)
<b>Operating profit</b>	<b>經營溢利</b>		<b>692,747</b>	2,023,574
Finance income	財務收入	33	<b>145,179</b>	96,898
Finance costs	財務成本	33	<b>(499,173)</b>	(190,800)
Finance costs – net	財務成本 – 淨額		<b>(353,994)</b>	(93,902)
Share of result of an associate	應佔一間聯營公司業績	11	<b>(12,697)</b>	2,140
<b>Profit before income tax</b>	<b>除所得稅前溢利</b>		<b>326,056</b>	1,931,812
Income tax expense	所得稅費用	34	<b>(179,579)</b>	(514,023)
<b>Profit for the year</b>	<b>年度溢利</b>		<b>146,477</b>	1,417,789
<b>Profit attributable to:</b>	<b>溢利歸屬於：</b>			
Owners of the Company	本公司權益持有者		<b>126,062</b>	1,241,893
Non-controlling interests	非控制性權益		<b>20,415</b>	175,896
			<b>146,477</b>	1,417,789
<b>Earnings per share for profit attributable to owners of the Company during the year</b> (expressed in RMB per share)	<b>年內本公司權益持有者應佔溢利的每股收益</b> (每股人民幣元)			
– Basic earnings per share	– 每股基本收益	37	<b>人民幣0.04元</b>	人民幣0.42元
– Diluted earnings per share	– 每股稀釋收益	37	<b>人民幣0.04元</b>	人民幣0.42元
The notes on pages 95 to 243 are an integral part of these financial statements.	第95至243頁的附註為財務報表的整體一部分。			
<b>Dividends</b>	<b>股息</b>	38	<b>—</b>	241,351

# Consolidated Statement of Comprehensive Income

## 合併綜合收益表

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
 (除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

		<b>Year ended 31 December</b>	
		<b>截至十二月三十一日止年度</b>	
	Note	<b>2012</b>	2011
	附註	二零一二年	二零一一年
<b>Profit for the year</b>		<b>146,477</b>	1,417,789
<b>Other comprehensive income:</b>			
Fair value (losses)/gains on available-for-sale financial assets			
	15	<b>(10,696)</b>	6,804
<b>Total comprehensive income for the year</b>		<b>135,781</b>	1,424,593
<b>Attributable to:</b>			
Owners of the Company		<b>115,366</b>	1,248,697
Non-controlling interests		<b>20,415</b>	175,896
		<b>135,781</b>	1,424,593

The notes on pages 95 to 243 are an integral part of these financial statements.

第95至243頁的附註為財務報表的整體一部分。

# Consolidated Statement of Changes in Equity

## 合併權益變動表

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

		Attributable to owners of the Company 本公司權益持有者應佔					Non-	Total
	Note	Share capital	Share premium	Other reserves	Retained earnings	Total	controlling interests 非控制性權益	equity 權益合計
	附註	股本	股份溢價	其他儲備	留存收益	總計	權益	權益合計
<b>Balance at 1 January 2011</b>	於二零一一年一月一日的結餘	311,715	2,190,291	1,278,429	4,289,327	8,069,762	450,012	8,519,774
<b>Comprehensive income</b>	綜合收益							
Profit for the year	年度溢利	-	-	-	1,241,893	1,241,893	175,896	1,417,789
<b>Other comprehensive income</b>	其他綜合收益							
Fair value gains on available-for-sale financial assets	可供出售金融資產的公允價值收益	-	-	6,804	-	6,804	-	6,804
<b>Total comprehensive income</b>	綜合收益合計	-	-	6,804	1,241,893	1,248,697	175,896	1,424,593
<b>Transactions with owners</b>	與權益持有者的交易							
Employee share options scheme:	僱員購股權計劃：							
- Value of employee services	— 僱員服務的價值	-	-	53,262	-	53,262	-	53,262
Profit appropriation to statutory reserves	向法定儲備作出的溢利分配	22	-	31,792	(31,792)	-	-	-
Establishment of a subsidiary	設立一間附屬公司	10(a)	-	-	-	-	49,000	49,000
Disposal of a subsidiary	出售一間附屬公司	10(a)	-	-	-	-	(48,574)	(48,574)
Acquisition of a subsidiary	收購一間附屬公司	10(a)	-	-	-	-	53,053	53,053
Capital injection	資本注資	10(a)	-	-	-	-	13,882	13,882
Final dividends of the Company relating to year 2010	本公司二零一零年末期股息	-	-	-	(266,750)	(266,750)	-	(266,750)
Interim dividends of the Company relating to six months ended 30 June 2011	本公司截至二零一一年六月三十日止六個月中期股息	38	-	-	(241,351)	(241,351)	-	(241,351)
Dividends to non-controlling interests	給予非控制性權益的股息	-	-	-	-	-	(45,539)	(45,539)
<b>Total transactions with owners</b>	與權益持有者的交易合計	-	-	85,054	(539,893)	(454,839)	21,822	(433,017)
<b>Balance at 31 December 2011</b>	於二零一一年十二月三十一日的結餘	311,715	2,190,291	1,370,287	4,991,327	8,863,620	647,730	9,511,350

# Consolidated Statement of Changes in Equity (continued)

## 合併權益變動表(續)

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

		Attributable to owners of the Company					Non-controlling interests	Total equity	
		本公司權益持有者應佔							
		Share capital	Share premium	Other reserves	Retained earnings	Total			
Note	股本	股份溢價	其他儲備	留存收益	總計	非控制性權益	權益合計		
<b>Balance at 1 January 2012</b>	於二零一二年一月一日的結餘	311,715	2,190,291	1,370,287	4,991,327	8,863,620	647,730	9,511,350	
<b>Comprehensive income</b>	綜合收益								
Profit for the year	年度溢利	-	-	-	126,062	126,062	20,415	146,477	
<b>Other comprehensive income</b>	其他綜合收益								
Fair value losses on available-for-sale financial assets	可供出售金融資產的公允價值虧損	-	-	(10,696)	-	(10,696)	-	(10,696)	
<b>Total comprehensive income</b>	綜合收益合計	-	-	(10,696)	126,062	115,366	20,415	135,781	
<b>Transactions with owners</b>	與權益持有者的交易								
Employee share options scheme:	僱員購股權計劃：								
- Proceeds from shares issued	- 發行股份所得款項	57	796	-	-	853	-	853	
- Value of employee services	- 僱員服務的價值	-	-	72,225	-	72,225	-	72,225	
Profit appropriation to statutory reserves	向法定儲備作出的溢利分配	22	-	-	72,359	(72,359)	-	-	
Changes in ownership interests in a subsidiary without change of control	在不改變控制權的情況下變更於附屬公司的所有權權益	10(a)	-	-	(10,295)	(10,295)	(83,348)	(93,643)	
Dividends to non-controlling interests	給予非控制性權益的股息		-	-	-	-	(71,550)	(71,550)	
<b>Total transactions with owners</b>	與權益持有者的交易合計		57	796	134,289	(72,359)	62,783	(154,898)	
<b>Balance at 31 December 2012</b>	於二零一二年十二月三十一日的結餘		311,772	2,191,087	1,493,880	5,045,030	9,041,769	513,247	9,555,016

The notes on pages 95 to 243 are an integral part of these financial statements.

第95至243頁的附註為財務報表的整體一部分。

# Consolidated Cash Flow Statement

## 合併現金流量表

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

		Year ended 31 December 截至十二月三十一日止年度	
		2012 二零一二年	2011 二零一一年
	Note 附註		
<b>Cash flows from operating activities</b>	<b>來自經營活動的現金流量</b>		
Cash generated from operations	39	637,613	908,224
Interest received		84,395	96,784
Interest paid		(562,742)	(469,737)
Income tax paid		(414,040)	(597,818)
Net cash used in operating activities		<u>(254,774)</u>	(62,547)
<b>Cash flows from investing activities</b>	<b>來自投資活動的現金流量</b>		
Changes in ownership interests in a subsidiary without change of control	10	(93,643)	-
Acquisition of a subsidiary, net of cash acquired		-	22,294
Purchase of property, plant and equipment		(474,265)	(984,655)
Disposal of financial assets at fair value through profit or loss		-	131
Proceeds from sales of property, plant and equipment	39	195	777
Investment income from loan receivables		42,679	20,638
Increase in loan receivables		(60,000)	(300,000)
Proceeds from disposal of a subsidiary in previous year		40,000	-
Increase in available-for-sale financial assets (Increase)/decrease in amount due from related parties		-	(45,000)
Net cash used in investing activities		<u>(558,754)</u>	(1,175,815)
<b>Cash flows from financing activities</b>	<b>來自融資活動的現金流量</b>		
Proceeds from borrowings		7,849,055	7,643,220
Repayment of borrowings		(6,923,610)	(6,301,335)
Dividends paid to Company's shareholders		(13)	(506,905)
Dividends paid to non-controlling interests		(71,550)	(45,539)
Capital injection by non-controlling interests		-	62,882
Proceeds from issuance of ordinary shares		853	-
Cash paid relating to sales and leaseback transaction		(261,243)	(251,280)
Increase in amounts due to related parties		34,555	-
Decrease/(increase) in restricted bank balances pledged as security for current bank borrowings		100,407	(585,925)
Net cash generated from financing activities		<u>728,454</u>	15,118
Net decrease in cash and cash equivalents		<u>(85,074)</u>	(1,223,244)
Effect of foreign exchange rate changes		(1,003)	(34,919)
Cash and cash equivalents, beginning of year		965,082	2,223,245
Cash and cash equivalents, end of year	20	<u>879,005</u>	965,082

The notes on pages 95 to 243 are an integral part of these financial statements.

第95至243頁的附註為財務報表的整體一部分。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 1. GENERAL INFORMATION

China Oriental Group Company Limited (the “Company”) was incorporated in Bermuda on 3 November 2003 as an exempted company with limited liability under the Companies Act 1981 of Bermuda as a result of a group reorganisation.

The address of the Company’s registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

Following the completion of the global offering, the Company’s shares were listed on The Stock Exchange of Hong Kong Limited on 2 March 2004.

The Company together with its subsidiaries are hereinafter collectively referred to as the Group. The Group is principally engaged in the manufacture and sales of iron and steel products and real estate business. The Group has manufacturing plants in Hebei Province and Guangdong Province of the People’s Republic of China (the “PRC”) and sells mainly to customers located in the PRC. The Group engages in real estate business in the PRC.

These consolidated financial statements are presented in thousands of units of RMB, unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors (the “Board”) on 21 March 2013.

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

### 1. 一般資料

中國東方集團控股有限公司(「本公司」)於二零零三年十一月三日經完成一項集團重組後根據百慕達一九八一年公司法在百慕達註冊成立為獲豁免有限責任公司。

本公司的註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。

於全球發售完成後，本公司股份於二零零四年三月二日在香港聯合交易所有限公司上市。

本公司及其附屬公司於下文統稱為本集團。本集團主要從事生產及銷售鋼鐵產品以及房地產業務。本集團在中華人民共和國(「中國」)河北省及廣東省設有生產廠房，並主要針對位於中國的客戶進行銷售。本集團於中國從事房地產業務。

除另有指明外，本合併財務報表以人民幣千元呈列。本合併財務報表已經由董事局(「董事局」)於二零一三年三月二十一日批准刊發。

### 2. 重要會計政策摘要

編製本合併財務報表採用的主要會計政策載於下文。除另有指明外，此等政策在所呈列的所有年度內貫徹應用。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”) issued by Hong Kong Institute of Certified Public Accountants (“HKICPA”). The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets.

The preparation of consolidated financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

### 2. 重要會計政策摘要(續)

#### 2.1 編製基準

本集團的合併財務報表乃按照香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)編製。合併財務報表已依據歷史成本法編製，並就重估若干可供出售金融資產作出修訂。

編製符合香港財務報告準則的合併財務報表需要使用若干關鍵會計估計。這亦需要管理層在應用本集團會計政策過程中行使其判斷。涉及高度的判斷或高度複雜性的範疇，或涉及對合併財務報表作出重大假設和估算的範疇，在附註4中披露。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.1 Basis of preparation (continued)

#### 2.1.1 Changes in accounting policy and disclosures

##### (a) New and amended standard adopted by the Group

New and amended standards, and interpretations mandatory for the first time for the financial year beginning 1 January 2012 but not currently relevant or do not have material impact to the Group (although they may affect the accounting for future transactions and events):

- Amendment to HKFRS 7, 'Financial instruments: Disclosures', on transfer of financial assets.
- Amendment to HKFRS 1, 'First time adoption', on hyperinflation and fixed dates.
- Amendment to HKAS 12, 'Income taxes', on deferred tax.

## 2. 重要會計政策摘要(續)

### 2.1 編製基準(續)

#### 2.1.1 會計政策及披露的變化

##### (a) 本集團已採納的新訂和已修訂準則

已於自二零一二年一月一日開始之財政年度首次強制實施的新訂及已修訂的準則及詮釋，惟目前與本集團無關或對本集團無重大影響(雖然其可能會影響未來的交易及事項之會計記賬)：

- 香港財務報告準則第7號的修訂，「金融工具：披露」，有關金融資產轉讓。
- 香港財務報告準則第1號的修訂，「首次採納」，有關惡性通貨膨脹及固定日期。
- 香港會計準則第12號的修訂，「所得稅」，有關遞延稅項。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.1 Basis of preparation (continued)

##### 2.1.1 Changes in accounting policy and disclosures (continued)

###### (b) New standard and interpretation not yet adopted

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning after 1 January 2012, and have not been applied in preparing these consolidated financial statements. None of these is expected to have a significant effect on the consolidated financial statements of the group, except the following set out below:

- Amendment to HKAS 1, 'Financial statement presentation' regarding other comprehensive income. The main change resulting from these amendments is a requirement for entities to group items presented in 'other comprehensive income' (OCI) on the basis of whether they are potentially reclassifiable to profit or loss subsequently (reclassification adjustments). The amendments do not address which items are presented in OCI.

### 2. 重要會計政策摘要(續)

#### 2.1 編製基準(續)

##### 2.1.1 會計政策及披露的變化(續)

###### (b) 尚未採納之新訂準則及詮釋

多項新訂準則以及準則及詮釋之修訂自二零一二年一月一日之後開始之年度期間生效，且尚未應用於編製該等合併財務報表，且預期彼等不會對本集團的合併財務報表產生重大影響，惟下文所載者除外：

- 香港會計準則第1號的修訂，「財務報表的呈報」，有關其他綜合收益。該等修訂的主要變動為規定主體將在「其他綜合收益」中呈報的項目進行分組，基準為該等項目其後是否可能重分類至損益(重分類調整)。此等修訂並無強調在其他綜合收益中呈報的項目。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.1 Basis of preparation (continued)

#### 2.1.1 Changes in accounting policy and disclosures (continued)

##### (b) New standard and interpretation not yet adopted (continued)

- HKFRS 13, 'Fair value measurement', aims to improve consistency and reduce complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across HKFRSs. The requirements, which are largely aligned between HKFRSs and US GAAP, do not extend the use of fair value accounting but provide guidance on how it should be applied where its use is already required or permitted by other standards within HKFRSs or US GAAP.

## 2. 重要會計政策摘要(續)

### 2.1 編製基準(續)

#### 2.1.1 會計政策及披露的變化(續)

##### (b) 尚未採納之新訂準則及詮釋(續)

- 香港財務報告準則第13號「公允價值計量」旨在通過提供公允價值之精確定義及公允價值計量之單一來源及於香港財務報告準則使用之披露規定而提升一致性及減少複雜性。香港財務報告準則及美國公認會計原則之該等規定大致看齊，並不擴大公允價值會計之使用，惟提供於其使用已由香港財務報告準則或美國公認會計原則內之其他準則規定或准許之情況下應如何運用之指引。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.1 Basis of preparation (continued)

##### 2.1.1 Changes in accounting policy and disclosures (continued)

###### (b) New standard and interpretation not yet adopted (continued)

- HKFRS 9, 'Financial instruments', addresses the classification, measurement and recognition of financial assets and financial liabilities. HKFRS 9 was issued in November 2009 and October 2010. It replaces the parts of HKFRS 39 that relate to the classification and measurement of financial instruments. HKFRS 9 requires financial assets to be classified into two measurement categories: those measured as at fair value and those measured at amortised cost. The determination is made at initial recognition. The classification depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. For financial liabilities, the standard retains most of the HKAS 39 requirements. The main change is that, in cases where the fair value option is taken for financial liabilities, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive income rather than the income statement, unless this creates an accounting mismatch. The group is yet to assess HKFRS 9's full impact and intends to adopt HKFRS 9 no later than the accounting period beginning on or after 1 January 2015. The Group will also consider the impact of the remaining phases of HKFRS 9 when completed by the Board.

### 2. 重要會計政策摘要 (續)

#### 2.1 編製基準 (續)

##### 2.1.1 會計政策及披露的變化 (續)

###### (b) 尚未採納之新訂準則及詮釋 (續)

- 香港財務報告準則第9號「金融工具」提出有關金融資產及金融負債的分類、計量及確認。香港財務報告準則第9號於二零零九年十一月及二零一零年十月頒佈。此取代香港會計準則第39號有關金融工具分類及計量之部份。香港財務報告準則第9號規定將金融資產分為兩個計量類別：按公允價值計量的金融資產以及按攤銷成本計量的金融資產。何種類別於初始確認時決定。分類視乎實體管理其金融工具的業務模式以及有關工具的合約現金流特性而定。就金融負債而言，準則保留香港會計準則第39號的大部份規定。主要改動為倘若金融負債以公允價值期權入賬，因實體本身信貸風險導致的公允價值變動會列賬於其他綜合收益表（並非利潤表），惟此構成會計配比不當則除外。本集團尚未評估香港財務報告準則第9號的全面影響，並擬於不遲於（即二零一五年一月一日或之後開始的會計期間）採納香港財務報告準則第9號。本集團亦將於董事局完成評估後考慮香港財務報告準則第9號其餘方面的影響。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.1 Basis of preparation (continued)

#### 2.1.1 Changes in accounting policy and disclosures (continued)

##### (b) New standard and interpretation not yet adopted (continued)

- HKFRS 10, 'Consolidated financial statements', builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. The standard provides additional guidance to assist in the determination of control where this is difficult to assess. The group is yet to assess HKFRS 10's full impact and intends to adopt HKFRS 10 no later than the accounting period beginning on or after 1 January 2013.

## 2. 重要會計政策摘要(續)

### 2.1 編製基準(續)

#### 2.1.1 會計政策及披露的變化(續)

##### (b) 尚未採納之新訂準則及詮釋(續)

- 香港財務報告準則第10號「合併財務報表」以現有原則為基礎，確定將控制權之概念作為釐定實體是否應計入母公司之合併財務報表之因素。該準則提供在難以評估之情況下可協助釐定控制權之額外指引。本集團尚未評估香港財務報告準則第10號的全面影響，並計劃不遲於二零一三年一月一日或之後開始的會計期間採納香港財務報告準則第10號。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.1 Basis of preparation (continued)

##### 2.1.1 Changes in accounting policy and disclosures (continued)

###### (b) New standard and interpretation not yet adopted (continued)

- HKFRS 12, 'Disclosures of interests in other entities', includes the disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, special purpose vehicles and other off balance sheet vehicles. The group is yet to assess HKFRS 12's full impact and intends to adopt HKFRS 12 no later than the accounting period beginning on or after 1 January 2013.

There are no other HKFRSs or HK(IFRIC) interpretations that are not yet effective that would be expected to have a material impact on the Group.

### 2. 重要會計政策摘要 (續)

#### 2.1 編製基準 (續)

##### 2.1.1 會計政策及披露的變化 (續)

###### (b) 尚未採納之新訂準則及詮釋 (續)

- 香港財務報告準則第12號「於其他實體權益之披露」包含於所有於其他實體(包括合營安排、聯營公司、特殊目的機構及其他資產負債表外機構)權益形式之披露規定。本集團尚未評估香港財務報告準則第12號的全面影響，並計劃不遲於二零一三年一月一日或之後開始的會計期間採納香港財務報告準則第12號。

並無其他尚未生效的香港財務報告準則或香港(國際財務報告詮釋委員會)詮釋預期會對本集團造成重大影響。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.2 Subsidiaries

#### 2.2.1 Consolidation

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. The Group also assesses existence of control where it does not have more than 50% of the voting power but is able to govern the financial and operating policies by virtue of de-facto control.

De-facto control may arise from circumstances where it does not have more than 50% of the voting power but is able to govern the financial and operating policies by virtue of de-facto control.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

## 2. 重要會計政策摘要(續)

### 2.2 附屬公司

#### 2.2.1 綜合賬目

附屬公司指所有本集團有權控制財政及經營政策的主體(包括特殊目的主體)，通常附帶超過半數投票權的股權。在評定本集團是否控制另一主體時會考慮目前可行使或可轉換的潛在投票權是否存在及其影響。當本集團持有少於50%之投票權，但因實際控制權而可管控其財政及營運政策時，其亦會評估是否存在控制權。

倘並未持有一間公司50%以上投票權，但可透過實際控制權管控財政及營運政策，則可能產生實際控制權。

附屬公司在控制權轉移至本集團之日全面合併入賬。附屬公司在控制權終止之日起停止合併入賬。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.2 Subsidiaries (continued)

##### 2.2.1 Consolidation (continued)

Inter-company transactions, balances, income and expenses on transactions between group companies are eliminated. Profits and losses resulting from inter-company transactions that are recognised in assets are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

##### (a) Business combinations

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

### 2. 重要會計政策摘要(續)

#### 2.2 附屬公司(續)

##### 2.2.1 綜合賬目(續)

集團內公司間的交易、集團公司交易的結餘、收益及支出予以對銷。於資產確認之公司間交易所產生溢利及虧損亦予以對銷。附屬公司的會計政策已按需要作出改變，以確保與本集團採納的政策一致。

##### (a) 業務合併

本集團採用收購法就業務合併入賬。收購附屬公司的轉讓代價為所轉讓資產、對被收購方前權益持有者所產生負債及本集團所發行股權的公允價值。轉讓代價包括或然代價安排產生的任何資產或負債的公允價值。於業務合併時所收購的可識別資產及所承擔的負債及或然負債，初步按收購日的公允價值計量。本集團按逐項收購基準，以公允價值或按非控制性權益所佔被收購方可辨認資產淨值的比例確認於被收購方之任何非控制性權益。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.2 Subsidiaries (continued)

#### 2.2.1 Consolidation (continued)

(a) Business combinations (continued)

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from re-measurement are recognised in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with HKAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

Goodwill is initially measured as the excess of the aggregate of the consideration transferred and the fair value of non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised in profit or loss.

## 2. 重要會計政策摘要(續)

### 2.2 附屬公司(續)

#### 2.2.1 綜合賬目(續)

(a) 業務合併(續)

收購相關成本於產生時列為開支。

倘業務合併分階段進行，收購方先前持有的被收購方股權乃重新計量為於收購當日的公允價值；重新計量產生的任何盈虧於損益中確認。

本集團所轉讓的任何或然代價將在收購當日按公允價值確認。被視為一項資產或負債的或然代價公允價值後續變動，將按照香港會計準則第39號的規定，確認為損益或其他綜合收益變動。分類為權益之或然代價毋須重新計量，而其後結算於權益入賬。

商譽初步按所轉撥總代價超出所收購非控制性權益可辨認資產淨值及所承擔負債之公允價值之數額。倘此代價低於所收購附屬公司資產淨值之公允價值，則差額於損益中確認。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.2 Subsidiaries (continued)

##### 2.2.1 Consolidation (continued)

- (b) Changes in ownership interests in subsidiaries without change of control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

- (c) Disposal of subsidiaries

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

### 2. 重要會計政策摘要 (續)

#### 2.2 附屬公司 (續)

##### 2.2.1 綜合賬目 (續)

- (b) 不導致失去控制權之附屬公司擁有權益變動

不導致失去控制權之非控制性權益交易入賬列作權益交易—即以彼等為權益持有者之身份與權益持有者進行交易。任何已付代價公允價值與所收購相關應佔附屬公司資產淨值賬面值之差額列作權益。向非控制性權益出售之盈虧亦列作權益。

- (c) 出售附屬公司

本集團失去控制權時，於實體之任何保留權益按失去控制權當日之公允價值重新計量，有關賬面值變動在損益確認。就其後入賬列作聯營公司、合資企業或金融資產之保留權益，其公允價值為初始賬面值。此外，先前於其他綜合收益確認與該實體有關之任何金額按猶如本集團已直接出售有關資產或負債之方式入賬。此可能意味先前在其他綜合收益確認之金額重新分類至損益。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.2 Subsidiaries (continued)

#### 2.2.2 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost also includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

### 2.3 Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investment in associates includes goodwill, if any, identified on acquisition.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

## 2. 重要會計政策摘要(續)

### 2.2 附屬公司(續)

#### 2.2.2 獨立財務報表

於附屬公司之投資按成本扣除減值入賬。成本亦包括投資直接應佔成本。本公司根據已收及應收的股息為基準，計算附屬公司的業績。

如附屬公司的投資所得股息高於期內附屬公司的綜合收益總額，或者在獨立財務報表中的賬面值高於合併財務報表中的被投資方淨資產(包括商譽)之賬面值時，則須對附屬公司的投資進行減值測試。

### 2.3 聯營公司

聯營公司指所有本集團對其有重大影響力但無控制權的實體，通常附帶有20%至50%投票權的股權。聯營公司投資採用權益會計法入賬，初始按成本確認。根據該權益會計法，有關投資最初按成本確認，並會增減賬面值以確認收購日後投資者於被投資方的損益份額。本集團的聯營公司投資包括於收購時識別的商譽(如有)。

如於聯營公司的擁有權減少，但保留着重大影響力，則僅之前已於其他綜合收益內被確認的按比例分佔金額始會於適當情況下在損益表內重新分類。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.3 Associates (continued)

The Group's share of post-acquisition profit or loss is recognised in the income statement, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to 'share of profit of an associate' in the consolidated income statement.

Profits and losses resulting from upstream and downstream transactions between the Group and its associate are recognised in the Group's consolidated financial statements only to the extent of unrelated investor's interests in the associates. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

Dilution gains and losses arising in investments in associates are recognised in the consolidated income statement.

### 2. 重要會計政策摘要(續)

#### 2.3 聯營公司(續)

本集團應佔收購後的溢利或虧損於收益表中確認，而應佔收購後其他綜合收益的變動(連同對投資賬面值作出的相應調整)則於其他綜合收益內確認。如本集團應佔聯營公司的虧損等於或超過其在該聯營公司的權益，包括任何其他無抵押應收賬款，本集團不會確認進一步虧損，除非本集團對聯營公司已產生法律或推定債務或已代聯營公司作出付款。

本集團於各申報日期釐定是否有客觀證據顯示於聯營公司之投資出現減值。如屬此情況，本集團會將減值金額作為聯營公司之可收回款額與其賬面值之差額計算，並將該金額在合併利潤表「應佔聯營公司溢利」確認。

本集團與其聯營公司之間的上游及下游交易產生的利潤及虧損，只會限於無相關投資者佔聯營公司權益範圍在本集團的合併財務報表內確認。除非交易提供所轉讓資產減值的憑證，否則未變現虧損會予以對銷。聯營公司的會計政策已按需要作出改變，以確保與本集團採納的政策符合一致。

於聯營公司投資所產生的攤薄收益及虧損於合併利潤表內確認。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.4 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the management committee (Note 5(b)) that makes strategic decisions.

### 2.5 Foreign currency translation

#### (a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Renminbi ("RMB"), which is the Company's functional and the Group's presentation currency.

#### (b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated income statement, except when deferred in equity as qualifying cash flow hedges or qualifying net investment hedges.

## 2. 重要會計政策摘要(續)

### 2.4 分部報告

營運分部之報告方式須與主要營運決策者獲提供的內部報告之方式一致。作出決策的管理委員會(附註5(b))是主要營運決策者，其負責分配資源並且評核營運分部的表現。

### 2.5 外幣換算

#### (a) 功能及呈列貨幣

本集團各主體計入財務報表的項目乃採用主體營運所在的主要經濟環境的貨幣(「功能貨幣」)計算。合併財務報表則以人民幣(「人民幣」)(本公司的功能貨幣及本集團的呈列貨幣)呈列。

#### (b) 交易及結餘

外幣交易按交易日的匯率或重新計量該等項目時之價值折算為功能貨幣。除於權益內遞延作為合資格現金流量套期保值或合資格淨投資套期保值外，結算此等交易結算而產生以及將以外幣為單位的貨幣性資產與負債按年終的匯率換算而產生的外匯收益及虧損於合併利潤表中確認。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.5 Foreign currency translation (continued)

##### (b) Transactions and balances (continued)

Foreign exchange gains and losses that relate to borrowings are presented in the consolidated income statement within 'finance cost'. All other foreign exchange gains and losses are presented in the consolidated income statement within 'other gains/(losses) – net'.

Changes in the fair value of monetary securities denominated in foreign currency classified as available-for-sale are analysed between translation differences resulting from changes in the amortised cost of the security and other changes in the carrying amount of the security. Translation differences related to changes in amortised cost are recognised in profit or loss, and other changes in carrying amount are recognised in other comprehensive income.

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities classified as available-for-sale, are included in other comprehensive income.

### 2. 重要會計政策摘要 (續)

#### 2.5 外幣換算 (續)

##### (b) 交易及結餘 (續)

與借款以及現金及現金等價物相關之匯兌收益及虧損於合併利潤表「財務收入或成本」中列賬。所有其他匯兌收益及虧損均於合併利潤表「其他收益／(虧損) – 淨額」內列賬。

以外幣為單位及被分類為可供出售證券之貨幣證券之公允價值轉變將在其證券攤銷成本轉變衍生之匯兌差額及其他證券賬面值轉變之間予以分析。有關攤銷成本變動之匯兌差額會在損益表內確認，而其他賬面值之轉變則在其他綜合收益中確認。

非貨幣金融資產及負債（例如按公允價值計量且其變動計入損益表之權益）之匯兌差額在損益表內確認為公允價值盈虧的一部分。非貨幣金融資產（例如分類為可供出售的權益）之匯兌差額於其他綜合收益內列賬。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.5 Foreign currency translation (continued)

#### (c) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- (iii) all resulting exchange differences are recognised in other comprehensive income.

## 2. 重要會計政策摘要(續)

### 2.5 外幣換算(續)

#### (c) 集團公司

集團旗下所有公司(當中沒有高通脹經濟體系之貨幣)之功能貨幣倘有別於呈列貨幣，其業績及財務狀況須按如下方式兌換為呈列貨幣：

- (i) 每份呈報的資產負債表所列資產及負債按其結算日之收市匯率換算；
- (ii) 每份利潤表所列收入及開支按平均匯率換算，但若此平均匯率未能合理地反映各交易日之匯率所帶來的累積影響，則按照交易日之匯率折算此等收入和支出；及
- (iii) 所有由此而產生之匯兌差額均於其他綜合收益中確認。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.6 Property, plant and equipment

Property, plant and equipment, comprising buildings, machinery, furniture and fixtures, vehicles, leasehold improvements and finance leased machinery are stated at historical cost less depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the consolidated income statement during the financial period in which they are incurred.

Depreciation on property, plant and equipment is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

	Estimated useful life
Buildings	10-20 years
Machinery	5-10 years
Furniture and fixtures	3-10 years
Vehicles	4-10 years
Leasehold improvements	2-5 years
Finance leased machinery	5-10 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.10).

### 2. 重要會計政策摘要(續)

#### 2.6 物業、廠房及設備

包括樓宇、機器設備、辦公設備、汽車、租賃物業裝修及融資租賃機器設備等物業、廠房及設備乃按歷史成本減折舊及減值列賬。歷史成本包括收購該項目直接應佔的開支。

其後成本僅於當與該項目有關的未來經濟利益很有可能會流入本集團，而項目的成本能夠可靠地計量，方會包括在資產的賬面值或確認為獨立資產(如適用)。終止確認被替換部分的賬面值。所有其他維修及保養於產生的財務期間自合併利潤表扣除。

物業、廠房及設備的折舊乃採用以下估計可使用年期將其成本按直線法分攤至剩餘價值計算，如下：

	估計可使用年期
樓宇	10-20年
機器設備	5-10年
辦公設備	3-10年
汽車	4-10年
租賃物業裝修	2-5年
融資租賃機器	5-10年

資產的剩餘價值及可使用年期於每個報告期末獲審閱及調整(如適用)。

倘資產的賬面值高於其估計可收回金額，則其賬面值即時撇減至可收回金額(附註2.10)。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.6 Property, plant and equipment (continued)

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'Other gains/(losses) – net' in the consolidated income statement.

Construction-in-progress ("CIP") represents buildings, plant and machinery under construction or pending installation and is stated at historical cost less accumulated impairment losses, if any. Historical cost includes the costs of construction and acquisition. No provision for depreciation is made on CIP until such time as the relevant assets are completed and available for intended use. When the assets concerned are ready for their intended use, the costs are transferred to property, plant and equipment and depreciated in accordance with the policy as stated above.

### 2.7 Leasehold land and land use rights

All land in the PRC is state-owned or collectively-owned. There is no individual land ownership right. The Group acquired the right to use certain land. The premiums paid for such right and the improvements related to the land are treated as prepayment for operating lease and recorded as leasehold land and land use rights, which are amortised over the lease periods using the straight-line method.

### 2.8 Investment property

The property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the entities in the Group, is classified as investment property.

Investment property is measured initially at its cost, including related transaction costs. After initial recognition, investment property is carried at depreciated cost less accumulated impairment.

## 2. 重要會計政策摘要(續)

### 2.6 物業、廠房及設備(續)

出售盈虧乃對比所得款項與賬面值後釐定，並於合併利潤表中在「其他收益／(虧損)－淨額」內確認。

在建工程(「在建工程」)指正在興建或迫近的安裝的樓宇、廠房及機器設備，並按歷史成本減累計減值虧損(如有)列賬。歷史成本包括興建及收購成本。概無就在建工程的折舊計提撥備，直至有關資產竣工及可用作擬定用途為止。當有關資產準備按其既定用途使用，成本會轉撥至物業、廠房及設備，並根據上述政策予以折舊。

### 2.7 租賃土地及土地使用權

中國的土地均為國有或集體擁有，個人並無獨立的土地所有權。本集團取得使用若干土地的權利。就該權利支付的價款及有關該土地的裝修視作預付經營租賃並以租賃土地及土地使用權列賬，按租期以直線法攤銷。

### 2.8 投資物業

持作長期租金收益或資本增值或此兩種用途，而並非由本集團的各主體佔用的物業分類為投資物業。

投資物業按成本(包括相關交易成本)初始計量。初始確認後，投資物業按已折舊成本減累計減值列賬。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.8 Investment property (continued)

Depreciation of investment properties is calculated using the straight-line method to allocate cost to their residual value over their estimated useful lives of 20 years.

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

If an investment property becomes owner-occupied, it is reclassified as property, plant and equipment, and its carrying amount at the date of reclassification becomes its cost for accounting purposes.

If an item of property, plant and equipment becomes an investment property because its use has changed, the transfer does not change the carrying amount of the property transferred, nor does it change the cost of that property for measurement or disclosure purposes.

### 2. 重要會計政策摘要(續)

#### 2.8 投資物業(續)

投資物業的折舊乃採用其估計可使用年期(20年)將成本按直線法分攤至其剩餘價值計算。

其後開支僅於當與項目有關的未來經濟利益很有可能會流入本集團，而項目的成本能夠可靠地計量，方會包括在資產的賬面值。所有其他維修及保養成本於產生的財務期間自合併利潤表扣除。

倘投資物業成為業主自用，則重新分類為物業、廠房及設備，而就會計目的而言，於重新分類當日的賬面值為其成本。

倘物業、廠房及設備的某個項目因其用途改變而成為投資物業，則該轉撥並無改變所轉撥物業的賬面值，亦無改變該物業的成本作計量或披露用途。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.9 Intangible assets

#### (a) Goodwill

Goodwill arises on the acquisition of subsidiaries, associates and joint ventures and represents the excess of the consideration transferred over the Group's interest in net fair value of the net identifiable assets, liabilities and contingent liabilities of the acquiree and the fair value of the non-controlling interest in the acquiree.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs"), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs to sell. Any impairment is recognised immediately as an expense and is not subsequently reversed.

#### (b) Computer software

Computer software costs recognised as assets are amortised using the straight-line method over their estimated useful lives of 3 years.

## 2. 重要會計政策摘要(續)

### 2.9 無形資產

#### (a) 商譽

商譽會於收購附屬公司、聯營公司及合資企業時產生，指已轉撥代價超出本集團於被收購方可辨認資產淨值、負債及或然負債公允價值之權益及被收購方非控制性權益公允價值之數額。

為進行減值測試，於業務合併中收購之商譽乃分配至預期自合併協同效應受惠之各現金產生單位（「現金產生單位」）或現金產生單位組別。各獲分配商譽之單位或單位組別指就內部管理而言實體監察商譽之最低層面。商譽於經營分部層面監察。

商譽每年進行減值檢討，或當有事件出現或情況改變顯示可能出現減值時，作出更頻密檢討。商譽賬面值與可收回金額作比較，可收回金額為使用值與公允價值減出售成本之較高者。任何減值即時確認為開支，且其後不會撥回。

#### (b) 計算機軟件

計算機軟件費用確認為資產，於三年估計使用年期使用直線法作出攤銷。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.10 Impairment of non-financial assets

Assets that have an indefinite useful life – for example, goodwill – are not subject to amortisation and are tested annually for impairment. Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

#### 2.11 Financial assets

##### 2.11.1 Classification

The Group classifies its financial assets in the following categories: loans and receivables, and available-for-sale financial assets. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

### 2. 重要會計政策摘要(續)

#### 2.10 非金融資產減值

沒有確定可使用年期的資產(例如商譽)毋須攤銷，惟會每年進行減值測試。無論在任何情況下當有事件或變動顯示賬面值可能無法收回時，則會檢討資產的減值。減值虧損乃按資產賬面值高出其可收回金額的數額確認。可收回金額為資產公允價值減銷售成本及使用價值兩者的較高者。就評估減值而言，資產乃按可獨立識別現金流量(現金產生單位)的最低層次組合。出現減值的非金融資產(商譽除外)會於每個報告日期作出可能撥回減值的檢討。

#### 2.11 金融資產

##### 2.11.1 分類

本集團將其金融資產分為以下類別：貸款及應收賬款及可供出售的金融資產。分類視乎所收購的投資的目的而定。管理層會於初始確認時決定其金融資產分類。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.11 Financial assets (continued)

#### 2.11.1 Classification (continued)

(a) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for the amounts that are settled or expected to be settled more than 12 months after the end of the reporting period. These are classified as non-current assets. The Group's loans and receivables comprise 'loan receivables', 'trade receivables', 'notes receivable – bank acceptance notes', 'other receivables' and 'cash and cash equivalents' in the balance sheet (Notes 2.15 and 2.16 respectively).

(b) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months of the end of the reporting period.

## 2. 重要會計政策摘要(續)

### 2.11 金融資產(續)

#### 2.11.1 分類(續)

(a) 貸款及應收賬款

貸款及應收賬款為非衍生工具金融資產，具有固定或可決定金額，惟並無在交投活躍的市場上報價。彼等包括於流動資產內，惟不包括於或預期於報告期末起計逾12個月者結算的款項（此等貸款及應收賬款列作非流動資產）。本集團的貸款及應收賬款包括列入資產負債表的「應收貸款」、「應收貿易賬款」、「應收票據－銀行承兌匯票」、「其他應收賬款」和「現金及現金等價物」（附註2.15及2.16）。

(b) 可供出售的金融資產

可供出售的金融資產為非衍生工具，指定為此類別或並無分類歸入任何其他類別。彼等包括於非流動資產內，惟不包括到期投資或管理層有意於報告期末起計12個月內出售的投資。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.11 Financial assets (continued)

##### 2.11.2 Recognition and measurement

Regular way purchases and sales of financial assets are recognised on the trade-date – the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets are subsequently carried at fair value. Loans and receivables are subsequently carried at amortised cost using the effective interest method. Available-for-sale assets of the Group include investments in equity instruments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured, which are measured at cost less provision for impairment, if any.

Changes in the fair value of monetary and non-monetary securities classified as available for sale are recognised in other comprehensive income.

When securities classified as available for sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the consolidated income statement as ‘gains and losses from investment securities’.

### 2. 重要會計政策摘要(續)

#### 2.11 金融資產(續)

##### 2.11.2 確認及計量

金融資產之一般買賣於交易日(即本集團承諾購買或出售資產當日)確認。對於並非按公允價值計量且其變動計入損益表的金融資產投資初始按公允價值加交易成本確認。金融資產乃從收取現金流量的權利屆滿或轉讓，而本集團實質上轉移所有權的一切風險及回報時，投資即終止確認。可供出售金融資產其後按公允價值入賬。貸款及應收賬款其後以實際利率法按已攤銷成本入賬。本集團之可供出售資產包括沒有於活躍市場的市場報價及其公允價值無法可靠計量的股本工具的投資，其按成本減減值撥備(如有)列賬。

可供出售貨幣及非貨幣證券的公允價值變動，在其他綜合收益中確認。

倘可供出售證券出售或減值，則於權益確認的累計公允價值調整計入合併利潤表「投資證券收益及虧損」。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.11 Financial assets (continued)

#### 2.11.2 Recognition and measurement (continued)

Interest on available-for-sale securities calculated using the effective interest method is recognised in the consolidated income statement as part of other income. Dividends on available-for-sale equity instruments are recognised in the consolidated income statement as part of other income when the Group's right to receive payments is established.

### 2.12 Impairment of financial assets

#### (a) Assets carried at amortised cost

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a "loss event") and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

## 2. 重要會計政策摘要(續)

### 2.11 金融資產(續)

#### 2.11.2 確認及計量(續)

可供出售證券的利息按實際利率法計算，作為其他收益一部分於合併利潤表確認。可供出售權益工具的股息，在本集團收取付款的權利確立時作為其他收益一部分於合併利潤表確認。

### 2.12 金融資產減值

#### (a) 按攤銷成本列賬之資產

本集團在每個報告期末評估是否有客觀證據證明某項金融資產或某組金融資產經已減值。惟當有客觀證據證明於首次確認資產後發生一宗或多宗事件導致減值情況出現(「虧損事件」)，而該宗或該等虧損事件對該項或該組金融資產之估計未來現金流構成可合理估計的影響，有關金融資產或一組金融資產才算出現減值及產生減值虧損。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.12 Impairment of financial assets (continued)

##### (a) Assets carried at amortised cost (continued)

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

For loans and receivables category, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated income statement. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated income statement.

### 2. 重要會計政策摘要(續)

#### 2.12 金融資產減值(續)

##### (a) 按攤銷成本列賬之資產(續)

減值的證據可能包括以下指標：債務人或一組債務人正處於重大財政困難，逾期或拖欠利息或本金付款，有可能彼等將進入破產程序或進行其他財務重組，以及當有可觀察數據顯示，估計未來現金流量有可計量的減少，例如欠款變動或與逾期還款相關連的經濟狀況。

就貸款及應收賬款類別而言，虧損金額乃按資產賬面值與按金融資產原實際利率貼現之估計未來現金流現值(不包括尚未產生之未來信貸虧損)間的差額計量。資產賬面值會予以削減，而虧損金額會於合併利潤表確認。倘貸款按浮動利率計息，則計量任何減值虧損之貼現率乃根據合約釐定之現行實際利率。在實際運作上，本集團於計量減值時可能採用可觀察之市場價格來釐定工具的公允價值。

若在較後期間，減值虧損的金額減少，而該減少是可客觀地與確認減值虧損後發生的事件有關連(例如債務人信貸評級改善)，則以往確認的減值虧損的撥回會於合併利潤表中確認。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.12 Impairment of financial assets (continued)

#### (b) Assets classified as available-for-sale

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. In the case of equity investments classified as available for sale, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in profit or loss. Impairment losses recognised in the consolidated income statement on equity instruments are not reversed through the consolidated income statement.

### 2.13 Inventories

Inventories are stated at the lower of cost and the net realisable value. Cost is determined using the weighted average method. The cost of finished goods and work-in-progress comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

## 2. 重要會計政策摘要(續)

### 2.12 金融資產減值(續)

#### (b) 分類為可供出售資產

本集團在每個報告期末評估是否有客觀證據證明某項金融資產或某組金融資產經已減值。倘股本投資被分類為可出售，其公允價值出現重大或持續地低於取得成本亦為為一種表明其發生減值的證據。若可供出售金融資產存在此等證據，累計虧損按收購成本與當時公允價值的差額，減該金融資產之前在損益確認的任何減值虧損計算，自權益中剔除並在損益中記賬。在合併利潤表確認的權益工具減值虧損不會透過合併利潤表撥回。

### 2.13 存貨

存貨按成本及可變現淨值兩者的較低者入賬。成本乃按加權平均法釐定。製成品及在製品的成本包括原材料、直接人工、其他直接成本及相關生產間接開支(依據正常營運能力)，不包括借貸成本。可變現淨值為日常業務過程中的估計售價，減適用的可變銷售支出。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.14 Properties under development and held for sale

Properties under development and held for sale are stated at the lower of cost and net realisable value. Development cost of properties and held for sale comprises cost of land use rights, construction costs and borrowing costs incurred during the construction period. Upon completion, the properties are transferred to completed properties held for sale.

Net realisable value takes into account the price ultimately expected to be realised, less applicable variable selling expenses and the anticipated costs to completion.

Properties under development and held for sale are classified as current assets unless the construction period of the relevant property development project is expected to complete beyond normal operating cycle.

#### 2.15 Trade, notes and other receivables

Trade and notes receivables are amounts due from customers for merchandise sold in the ordinary course of business. If collection of trade, notes and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade, notes and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

### 2. 重要會計政策摘要(續)

#### 2.14 發展中及持作出售物業

發展中及持作出售物業以成本及可變現淨值兩者的較低者入賬。發展中及持作出售物業發展成本包括土地使用權費用、建築成本及在建期間產生的借貸成本。竣工後，物業轉為持作銷售用途的已竣工物業。

可變現淨值考慮最終預計可變現價格，減去適用可變動銷售支出及預期竣工成本。

發展中及持作出售物業歸屬於流動資產，惟相關物業發展項目的建築工期預計超出正常經營周期者除外。

#### 2.15 應收貿易賬款及票據

應收貿易賬款及票據為在日常業務過程中就已售商品應收客戶的款項。倘應收貿易賬款、票據及其他應收賬款預期可於一年或之內收款(或時間更長，則在業務的正常營運週期)，則分類為流動資產。如未能於一年或之內收款，則分類為非流動資產。

應收貿易賬款及票據以及其他應收賬款初始按公允價值確認，而其後則採用實際利率法按已攤銷成本減減值撥備計量。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.16 Cash and cash equivalents

In the consolidated cash flow statement, cash and cash equivalents includes cash in hand and deposits held at call with banks.

#### 2.17 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

#### 2.18 Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

### 2. 重要會計政策摘要(續)

#### 2.16 現金及現金等價物

合併現金流量表中，現金及現金等價物包括現金及銀行活期存款。

#### 2.17 股本

普通股分類為權益。與發行新股或購股權直接相關的新增成本於權益中列為所得款項的減少(扣除稅項)。

#### 2.18 應付貿易賬款

應付貿易賬款為在日常業務過程中就自供應商收購商品或服務的付款責任。倘貿易應付賬項預期可於一年或之內到期(或時間更長，則在業務的正常營運週期)，則分類為流動負債。如並非於一年或之內到期，則分類為非流動負債。

應付貿易賬款初始按公允價值確認，而其後則採用實際利率法按已攤銷成本計量。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.19 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated income statement over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

#### 2.20 Borrowing costs

General and specific 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.

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

### 2. 重要會計政策摘要(續)

#### 2.19 借款

借款按最初公允價值(扣除已產生的交易成本)確認。借款其後按已攤銷成本列賬；所得款項(扣除交易成本)與贖回價值之間的任何差額於借款期使用實際利率法於合併利潤表中確認。

為建立貸款融資所支付的費用，當可提取部分或所有融資時確認為貸款的交易成本。在這種情況下，該費用在實際提取貸款融資前將作為遞延支出。如果沒有任何證據表明部分或所有融資很可能會被提取時，該費用將作為流動性服務的預付款項資本化，並在融資相關的期間內攤銷。

除非本集團有無條件的權利延遲償還負債直至報告期末後最少12個月，否則借款分類為流動負債。

#### 2.20 借款成本

任何直接用於收購、建設或生產需較長時間方可用於其擬定用途或出售的合資格資產的一般及特定借款成本，乃加入該等資產的成本當中，直至資產已大致可作其擬定用途或銷售時為止。

所有其他借款成本則於其產生期間於損益確認。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.21 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

#### (a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company and its subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

## 2. 重要會計政策摘要(續)

### 2.21 當期及遞延所得稅

期內稅項開支指當期及遞延稅項。稅項於合併利潤表確認，惟倘與該等在其他綜合收益確認或直接在權益確認的項目有關者除外。在該情況下，稅項亦會分別於其他綜合收益確認或直接於權益確認。

#### (a) 當期所得稅

當期所得稅費用按本公司及其附屬公司及聯營公司從事業務經營並產生應課稅收入的所在國家在結算日已頒佈或實質上已頒佈的稅務法律計算。在適用的稅務法規有待解釋的情況下，管理層會定期評估申報的稅務狀況，必要時按預期向稅務機關繳納的稅額計提撥備。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.21 Current and deferred income tax (continued)

##### (b) Deferred income tax

###### *Inside basis differences*

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

###### *Outside basis differences*

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except for deferred income tax liabilities where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

### 2. 重要會計政策摘要 (續)

#### 2.21 當期及遞延所得稅 (續)

##### (b) 遞延所得稅

###### *內在基本差異*

遞延所得稅採用負債法按資產和負債的稅基與其在合併財務報表的賬面值兩者產生的暫時差額確認。然而，倘遞延所得稅從於首次確認商譽產生時並無確認，遞延所得稅來自在交易（不包括業務合併）中對資產或負債的初始確認，而在交易時不影響會計或應課稅盈虧，則不作記賬。遞延所得稅採用在結算日前生效或實質生效，並在有關遞延所得稅資產變現或遞延所得稅負債結算時預期將會適用的稅率（及法例）而釐定。

遞延所得稅資產乃就有可能在未來應課稅溢利而就此可動用暫時差額而確認。

###### *外在基本差異*

遞延所得稅就附屬公司及聯營公司投資所產生的暫時差額作出撥備，惟遞延所得稅負債（本集團可以控制暫時差額的撥回時間，而暫時差額在可見將來有可能不會撥回）則除外。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.21 Current and deferred income tax (continued)

#### (c) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

### 2.22 Employee benefits

The Group has arranged for its Hong Kong employees to join the Mandatory Provident Fund Scheme (the "MPF Scheme"). Under the MPF Scheme, the Group and its Hong Kong employees make monthly contributions to the MPF Scheme at 5% of the employees' earnings as defined under the Mandatory Provident Fund legislation, subject to a cap per person per month and any excess contributions are voluntary.

In accordance with the rules and regulations in the PRC, the Group has arranged for its PRC employees to join a defined contribution retirement benefit plan organised by PRC government. The PRC government undertakes to assume the retirement benefit obligations of all existing and future retired employees payable under the plan as set out in Note 32. The assets of this plan are held separately from those of the Group in an independent fund managed by the PRC government.

The Group's contributions to the defined contribution retirement benefit plan are charged to the consolidated income statement as incurred.

## 2. 重要會計政策摘要(續)

### 2.21 當期及遞延所得稅(續)

#### (c) 對銷

當有法定可執行權力將當期稅項資產與當期稅務負債抵銷，且遞延所得稅資產和負債涉及由同一稅務機關對應課稅主體或不同應課稅主體但有意向以淨額基準結算所得稅結餘時，則可將遞延所得稅資產與負債互相抵銷。

### 2.22 僱員福利

本集團已為其香港僱員安排參與強制性公積金計劃(「強積金計劃」)。根據強積金計劃，本集團及其香港僱員須各自根據強制性公積金條例按僱員收入5%每月向強積金計劃供款，供款上限為每人每月亦可以自願作出額外供款。

根據中國的規定及條例，本集團已安排於中國的僱員參與中國政府組織的定額供款統籌退休金計劃。中國政府承諾負擔按附註32所述的計劃向所有現時及未來退休的僱員支付退休金的責任。本計劃的資產撥入獨立於本集團，並由中國政府管理的獨立基金。

本集團向定額供款統籌退休金計劃繳交的供款於產生時在合併利潤表列賬。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.23 Share-based payments

##### (a) Equity-settled share-based payment transactions

The Group operates a number of equity-settled, share-based compensation plans, under which the entity receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (for example, an entity's share price);
- including the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions (for example, the requirement for employees to save).

### 2. 重要會計政策摘要(續)

#### 2.23 以股份為基礎之付款

##### (a) 以股權結算及股份支付的交易

本集團設有多項以股權結算及以股份支付的薪酬計劃。據此主體以本集團的權益工具(購股權)作為代價取得僱員的服務。就僱員提供服務而授予的購股權的公允價值確認為支出。將列作支出的總金額乃參考所授購股權的公允價值釐定：

- 包括任何市場表現狀況(例如，主體的股份價格)；
- 包括任何服務及非市場表現可行權條件(例如，盈利能力、銷售增長目標和該主體僱員在指定時期留任)之影響；及
- 包括任何非可行權條件(例如，僱員留任之要求)之影響。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.23 Share-based payments (continued)

#### (a) Equity-settled share-based payment transactions (continued)

Non-market performance and service conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

In addition, in some circumstances employees may provide services in advance of the grant date and therefore the grant date fair value is estimated for the purposes of recognising the expense during the period between service commencement period and grant date.

At the end of each reporting period, the entity revises its estimates of the number of options that are expected to vest based on the non-marketing vesting conditions. It recognises the impact of the revision to original estimates, if any, in the consolidated income statement, with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

## 2. 重要會計政策摘要(續)

### 2.23 以股份為基礎之付款(續)

#### (a) 以股權結算及股份支付的交易(續)

在假定預期將授予的購股權數目時，非市場性質的表現及服務條件亦加入一併考慮。支出的開支總額於可行權期間內確認，該期間為所有特定可行權條件將獲達成的期間。

此外，在某些情況下，僱員可能在授出日期之前提供服務，因此授出日期的公允價值會予以估計，以確認服務開始期至授出日期之期間內的開支。

於各個報告期末，主體根據非市場性質的可行權條件調整對預期將授予的購股權數目所作出的估計，如有對原來估計產生影響，在合併利潤表中對權益作出相應調整。

在期權行使時，本公司發行新股。收取的所得款扣除任何直接歸屬交易成本撥入股本(面值)和股份溢價。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.23 Share-based payments (continued)

##### (b) Share-based payment transactions among group entities

The grant by the Company of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity in the parent entity accounts.

#### 2.24 Provisions

Provisions for environmental restoration, restructuring costs and legal claims are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

### 2. 重要會計政策摘要(續)

#### 2.23 以股份為基礎之付款(續)

##### (b) 集團實體間以股份支付的交易

本公司授出之購股權超過本集團附屬公司業務僱員的權益工具，作為注資處理。已收取僱員服務的公允價值乃參考授出當日公允價值計量，於歸屬期確認為於附屬公司業務投資的增加，並計入相關母實體賬目之權益內。

#### 2.24 撥備

環境整修、重建成本及法律索償的撥備乃於：本集團因已發生的事件而承擔法定或推定責任，可能須以資源流出清償該項責任且責任的金額能可靠估計時須予以確認。概不就未來經營虧損確認撥備。

如有多項類似責任，則履行該等責任時將需要流出資源的可能性乃在整體考慮有關責任的類別後予以釐定。即使有關同一類別責任內任何一項責任出現流出的可能性很低，惟仍須確認撥備。

撥備採用稅前以預期清償該項責任的所需開支的現值計量，並反映市場目前對金錢的時間價值及責任特定的風險的評估。撥備因時間流逝的增加乃確認為利息費用。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.25 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the income statement over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to property, plant and equipment are included in non-current liabilities as deferred government grants and are credited to the income statement on a straight-line basis over the expected lives of the related assets.

### 2.26 Revenue recognition

#### (a) Sales of goods

Revenue comprises the fair value of the consideration received or receivable for the sale of goods in the ordinary course of the Group's activities. Revenue is shown net of value-added tax, returns, rebates and discounts and after eliminating sales within the Group.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities. The amount of revenue is not considered to be reliably measurable until all contingencies relating to the sale have been resolved. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

## 2. 重要會計政策摘要(續)

### 2.25 政府補貼

當本集團可合理確保將會收到補貼，且本集團將符合所有附帶條件時，政府補貼可按公允價值予以確認。

有關成本的政府補貼遞延入賬，並按擬補償的成本配合所需期間於利潤表中確認。

有關物業、廠房及設備的政府補貼按遞延政府補貼列入非流動負債，並按有關資產的預期可使用年期以直線法計入利潤表。

### 2.26 收入確認

#### (a) 貨品的銷售額

收入包括在本集團的日常業務過程中銷售貨品的已收或應收代價的公允價值。收入在扣除增值稅、退貨、回扣和折扣，以及對銷本集團內銷售額後列示。

就以下所述的本集團各項活動而言，在收入金額能可靠計量，而未來經濟利益將有可能流入主體以及符合特殊標準時，本集團將會確認收入。在所有與銷售有關的或然事件獲解決前，收入金額概不會被視作可予可靠計量。本集團對過往業績的估計的基礎乃已考慮到客戶的類別、交易的類型以及各項安排的特殊情況。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.26 Revenue recognition (continued)

##### (b) Sales of properties

Revenue from sales of properties is recognised when the risks and rewards of the properties are transferred to the purchasers, which is when the construction of relevant properties has been completed and the properties have been delivered to the purchasers pursuant to the sales agreement and collectability of related receivables is reasonably assured. Deposits and instalments received on properties sold prior to the date of revenue recognition are included in the consolidated balance sheet under current liabilities.

##### (c) Interest income

Interest income is recognised using the effective interest method. When a loan and receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loan and receivables are recognised using the original effective interest rate.

##### (d) Dividend income

Dividend income is recognised when the right to receive payment is established.

##### (e) Lease income

Lease income from operating leases is recognised in income on a straight-line basis over the lease term.

### 2. 重要會計政策摘要(續)

#### 2.26 收入確認(續)

##### (b) 物業的銷售額

出售物業的收入於物業的風險及回報轉讓至買方，即有關物業竣工後並根據銷售協議將物業交付買家，且能合理確保收取有關應收款時，方予確認。收入確認日之前已售物業收取之按金及分期付款將列賬於合併資產負債表流動負債項下。

##### (c) 利息收入

利息收入採用實際利率法確認。倘貸款及應收賬款出現減值，則本集團會將賬面值減至其按該等款項的原定實際利率的估計未來折現現金流量而設定的可收回金額，並繼續解除折現作為利息收入。已減值貸款的利息收入及應收款項採用原定實際利率確認。

##### (d) 股息收入

股息收入在收取股息的權利確立時確認。

##### (e) 租賃收入

經營租賃的租賃收入，在租賃期內按直線法確認為收入。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.27 Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the consolidated income statement on a straight-line basis over the period of the lease.

The Group leases certain property, plant and equipment. Leases of property, plant and equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's commencement at the lower of the fair value of the leased property and the present value of the minimum lease payments.

Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The corresponding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance cost is charged to the consolidated income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease term.

If a sale and leaseback transaction results in a finance lease, any excess of sales proceeds over the carrying amount is deferred and amortised over the lease term.

## 2. 重要會計政策摘要(續)

### 2.27 租賃

擁有權的絕大部分風險及回報由出租人保留的租賃乃分類為經營租賃。根據經營租賃所支付的款項(扣除出租人所給予的任何優惠後)，乃於租賃期內以直線法自合併利潤表扣除。

本集團租賃若干物業、廠房及設備。本集團實質上擁有所有權之全部風險及回報之物業、廠房及設備的租賃歸類為融資租賃。融資租賃於租賃開始時按已租賃物業的公允價值與最低租賃付款的現值中之較低者予以資本化。

每項租賃付款於負債及財務費用之間分配，以使未償還財務餘額達致一個固定的比率。對應的租賃承擔減去財務費用，於長期應付款中列賬。財務費用的利息部分在租賃期內計入合併利潤表，以使各個期間就負債之餘額達致一個固定週期的利率。根據融資租賃收購的物業、廠房及設備按照資產的使用期限及租賃本期的較早者予以折舊。

倘一項出售及回租交易導致產生一項融資租賃，則出售所得款項超過賬面值的任何金額按租賃期予以遞延及攤銷。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.28 Contingent liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, it will then be recognised as a provision.

#### 2.29 Dividends distribution

Dividends distribution to the Company's shareholders is recognised as a liability in the Group's and the Company's consolidated financial statements in the period in which the dividends are approved by the Company's shareholders.

### 2. 重要會計政策摘要(續)

#### 2.28 或然負債

或然負債指因已發生的事件而可能引起的責任，此等責任需就某一宗或多宗本集團不能完全控制會否實現的事件會否發生才能確認。或然負債亦可能是因已發生的事件引致的現有責任，但由於可能不需要消耗經濟資源，或責任金額未能可靠地計量而未有入賬。或然負債不會被入賬，但會在合併財務報表附註中披露。假若消耗資源的可能性改變導致可能出現資源消耗，則其將被列作撥備入賬。

#### 2.29 股息分派

向本公司股東分派的股息在股息獲本公司股東批准的期間內於本集團及本公司的合併財務報表內確認為負債。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.30 Earnings per share

#### (a) Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company, by weighted average number of ordinary shares outstanding during the financial year.

#### (b) Diluted earnings per share

Diluted earnings per share adjusts the figures used in determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

### 2.31 Financial guarantee contracts

Financial guarantee contracts are contracts that require the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due, in accordance with the terms of a debt instrument. Such financial guarantees are given to banks, financial institutions and other bodies on behalf of subsidiaries or associates to secure loans, overdrafts and other banking facilities.

## 2. 重要會計政策摘要(續)

### 2.30 每股收益

#### (a) 每股基本收益

每股基本收益按本公司權益持有者應佔溢利除以該財政年度發行在外的普通股加權平均數計算。

#### (b) 每股稀釋收益

每股稀釋收益調整了用於計算基本每股收益的數字，當中慮及利息所得稅的稅後效應及其他與具攤薄性潛在普通股有關的財務成本，以及假設就具攤薄性潛在普通股作無代價發行的股份的加權平均數。

### 2.31 財務擔保合同

財務擔保合約是指發行人須就某指定債務人未能根據債務合約的條款支付到期債務時須向合約持有人支付指定款項以償付其損失的合約。該等財務擔保乃代表附屬公司或聯營公司授予銀行、金融機構及其他團體以擔保其貸款、透支及其他銀行信貸。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.31 Financial guarantee contracts (continued)

Financial guarantees are initially recognised in the consolidated financial statements at fair value on the date the guarantee was given. Subsequent to initial recognition, the Group's liabilities under such guarantees are measured at the higher of the initial amount, less amortisation of fees recognised in accordance with HKAS 18, and the best estimate of the amount required to settle the guarantee. These estimates are determined based on experience of similar transactions and history of past losses, supplemented by the judgement of management. The fee income earned is recognised on a straight-line basis over the life of the guarantee. Any increase in the liability relating to guarantees is reported in the consolidated statement of comprehensive income within other operating expenses.

Where guarantees in relation to loans or other payables of subsidiaries or associates are provided for no compensation, the fair values are accounted for as contributions and recognised as part of the cost of the investment in the financial statements of the Company.

### 3. FINANCIAL RISK MANAGEMENT

#### 3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including fair value interest rate risk, cash flow interest rate risk and foreign exchange risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

### 2. 重要會計政策摘要(續)

#### 2.31 財務擔保合同(續)

財務擔保在合併財務報表中初步按提供擔保日期的公允價值確認。於初步確認後，本集團於該等擔保的負債按初步數額減根據香港會計準則第18號確認的費用攤銷，與需要結算該擔保數額的最佳估計兩者的較高者計量。此等估計根據類似交易及過往損失的經驗釐定，並附以管理層的判斷。賺取的費用收入以直線法按擔保年期確認。與擔保有關的負債的任何增加於合併收益表其他經營開支內呈報。

如與附屬公司或聯營公司的貸款或其他應收款有關的擔保以免償方式提供，公允價值入賬為出資並確認為本公司財務報表的投資成本部份。

### 3. 財務風險管理

#### 3.1 財務風險因素

本集團的活動承受多種財務風險：市場風險(包括公允價值利率風險、現金流量利率風險及外匯風險)、信貸風險及流動資金風險。本集團的整體風險管理計劃專注於財務市場的難預測性，並尋求盡量減低對本集團財務表現的潛在不利影響。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 3. FINANCIAL RISK MANAGEMENT (continued)

#### 3.1 Financial risk factors (continued)

##### (a) Market risk

###### (i) Cash flow and fair value interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates as the Group has no significant float interest-bearing assets. The Group's interest rate risk mainly arises from Senior Notes and bank borrowings. Borrowings issued at variable rates expose the Group to cash flow interest risk which is partially offset by cash held at variable rates. Senior Notes and loan receivables issued at fixed rates exposed the Group to fair value interest rate risk. The maximum exposures to the interest rate risk have been disclosed in Notes 19 and 25 respectively.

The Group has not used any derivatives to hedge its exposure to interest rate risk for the years ended 31 December 2012 and 2011.

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (a) 市場風險

###### (i) 現金流量及公允價值利率風險

由於本集團並無任何重大浮動計息資產，故本集團的收入及經營現金流量基本上不受市場利率變動所影響。本集團的利率風險主要來自優先票據及銀行借貸。按浮動利率發行的借款令本集團面臨現金流量利率風險，而該風險由按浮動利率持有的現金部分抵消。按固定利率發行的優先票據及應收貸款令本集團面臨公允價值利率風險。最大利率風險分別於附註19及25中披露。

截至二零一二年及二零一一年十二月三十一日止年度，本集團並無使用任何衍生工具對利率風險進行套期保值。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 3. FINANCIAL RISK MANAGEMENT (continued)

#### 3.1 Financial risk factors (continued)

##### (a) Market risk (continued)

##### (ii) Foreign exchange risk

The Directors do not consider the exposure to foreign exchange risk is significant to the Group's operation as the Group mainly operates in the PRC with most of the transactions denominated and settled in RMB. Therefore, the Group has not used any derivatives to hedge its exposure to foreign exchange risk for the years ended 31 December 2012 and 2011.

The major foreign exchange risk exposure arises from the Group's importing and exporting activities and the Group's borrowings, which are mostly denominated in United States Dollars (the "US\$"). The Group also has certain bank deposits, financial assets and financial liabilities that are denominated in foreign currencies, mainly US\$ and HK\$, which are exposed to foreign currency translation risk. The foreign exchange risk is reduced where the Group is in a position of receiving and paying the same currency. The Directors believe that the Group does not expose to significant foreign exchange risks. The maximum exposures to the foreign exchange risks are disclosed in Notes 17, 20, 23 and 25 respectively.

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (a) 市場風險(續)

##### (ii) 外匯風險

董事認為本集團在經營上不會面臨重大的外匯風險，因為本集團主要在中國經營，大多數交易均以人民幣計值及結算。因此，截至二零一二年及二零一一年十二月三十一日止年度，本集團並無利用任何衍生工具對外匯風險進行套期保值。

外匯風險主要來自本集團進口及出口業務及本集團的借款，其中大部分均以美元(「美元」)計值。本集團有若干以外幣計值的銀行存款、金融資產及金融負債，主要計值貨幣是美元及港元，其面臨外幣匯兌風險。外匯風險降低因本集團收取及支付相同貨幣。董事相信，本集團並未面臨重大外匯風險。外匯風險的最高金額分別於附註17、20、23及25披露。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 3. FINANCIAL RISK MANAGEMENT (continued)

#### 3.1 Financial risk factors (continued)

##### (a) Market risk (continued)

##### (iii) Summarised sensitivity analysis

The following table summarised the impact of increases/decreases of cash flow interest rate and foreign exchange rate on the Group's consolidated financial statements.

The sensitivity analysis for the cash flow interest rate risk and foreign exchange risk is based on the assumption that:

- (a) Interest rate had been 15% lower/higher from the year end rates with all other variables held constant (for example, 11.5% or 8.5% instead of 10%);
- (b) RMB had weakened/strengthened by 10% against US\$ and HK\$ (pegged with US\$) with all other variables held constant.

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (a) 市場風險(續)

##### (iii) 敏感度分析摘要

下表概述現金流量利率及外匯上升/下跌對本集團合併財務報表的影響。

現金流量利率風險及外匯風險的敏感度分析是基於以下假設：

- (a) 利率較年末下降/上升15%，而所有其他變量均保持不變（如：11.5%或8.5%，而非10%）；
- (b) 人民幣兌美元及港元（與美元掛鈎）貶值/升值10%，而所有其他變量均保持不變。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 3. FINANCIAL RISK MANAGEMENT (continued)

#### 3.1 Financial risk factors (continued)

##### (a) Market risk (continued)

##### (iii) Summarised sensitivity analysis (continued)

		Cash flow interest rate risk 現金流量利率風險			
		-15%		+15%	
	Carrying amount 賬面值	Profit 溢利	Equity 權益	Profit 溢利	Equity 權益
<b>31 December 2012</b>	二零一二年十二月三十一日				
<b>Financial assets at floating interest rates</b>	按浮動利率計息的金融資產				
Cash and cash equivalents	現金及現金等價物	879,005	(2,375)	2,375	2,375
Restricted bank balances	受限制銀行結餘	1,109,794	(2,999)	2,999	2,999
Amounts due from related parties	應收關聯方款項	90,107	(1,199)	1,199	1,199
<b>Financial liabilities at floating interest rates</b>	按浮動利率計息的金融負債				
Bank and other borrowings	銀行及其他借款	(3,978,899)	11,945	(11,945)	(11,945)
Amounts due to related parties	應付關聯方款項	(51,965)	468	(468)	(468)
Other long-term payables	其他長期應付款	(141,136)	5,655	(5,655)	(5,655)
<b>Total increase/(decrease)</b>	合共增加/(減少)	11,495	11,495	(11,495)	(11,495)
		Foreign exchange risk 外匯風險			
		-10%		+10%	
	Carrying amount 賬面值	Profit 溢利	Equity 權益	Profit 溢利	Equity 權益
<b>31 December 2012</b>	二零一二年十二月三十一日				
<b>Monetary assets</b>	貨幣資產				
Cash and cash equivalents	現金及現金等價物	879,005	15,356	(15,356)	(15,356)
Restricted bank balances	受限制銀行結餘	1,109,794	24,768	(24,768)	(24,768)
Trade receivables	應收貿易賬款	1,123,913	27,737	(27,737)	(27,737)
Deposits and other receivables	按金及其他應收賬款	605,665	292	(292)	(292)
<b>Monetary liabilities</b>	貨幣負債				
Trade payables	應付貿易賬款	(3,678,585)	(32,459)	32,459	32,459
Other payables	其他應付款項	(611,311)	(11,456)	11,456	11,456
Borrowings	借款	(8,355,004)	(768,650)	768,650	768,650
<b>Total (decrease)/increase</b>	合共(減少)/增加	(744,412)	(744,412)	744,412	744,412

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 3. FINANCIAL RISK MANAGEMENT (continued)

#### 3.1 Financial risk factors (continued)

##### (a) Market risk (continued)

##### (iii) Summarised sensitivity analysis (continued)

		Cash flow interest rate risk 現金流量利率風險				
		-15%		+15%		
		Carrying amount 賬面值	Profit 溢利	Equity 權益	Profit 溢利	Equity 權益
<b>31 December 2011</b>	<b>二零一一年十二月三十一日</b>					
<b>Financial assets at floating interest rates</b>	<b>按浮動利率計息的 金融資產</b>					
Cash and cash equivalents	現金及現金等價物	965,082	(1,287)	(1,287)	1,287	1,287
Restricted bank balances	受限制銀行結餘	891,396	(1,189)	(1,189)	1,189	1,189
Amounts due from related parties	應收關聯方款項	65,831	(625)	(625)	625	625
<b>Financial liabilities at floating interest rates</b>	<b>按浮動利率計息的 金融負債</b>					
Bank and other borrowings	銀行及其他借款	(2,217,422)	11,010	11,010	(11,010)	(11,010)
Amounts due to related parties	應付關聯方款項	(118,451)	199	199	(199)	(199)
Other long-term payables	其他長期應付款	(357,063)	5,377	5,377	(5,377)	(5,377)
<b>Total increase/(decrease)</b>	<b>合共增加/(減少)</b>		<b>13,485</b>	<b>13,485</b>	<b>(13,485)</b>	<b>(13,485)</b>

### 3. 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

##### (a) 市場風險 (續)

##### (iii) 敏感度分析摘要 (續)

		Cash flow interest rate risk 現金流量利率風險				
		-15%		+15%		
		Carrying amount 賬面值	Profit 溢利	Equity 權益	Profit 溢利	Equity 權益
<b>31 December 2011</b>	<b>二零一一年十二月三十一日</b>					
<b>Financial assets at floating interest rates</b>	<b>按浮動利率計息的 金融資產</b>					
Cash and cash equivalents	現金及現金等價物	965,082	(1,287)	(1,287)	1,287	1,287
Restricted bank balances	受限制銀行結餘	891,396	(1,189)	(1,189)	1,189	1,189
Amounts due from related parties	應收關聯方款項	65,831	(625)	(625)	625	625
<b>Financial liabilities at floating interest rates</b>	<b>按浮動利率計息的 金融負債</b>					
Bank and other borrowings	銀行及其他借款	(2,217,422)	11,010	11,010	(11,010)	(11,010)
Amounts due to related parties	應付關聯方款項	(118,451)	199	199	(199)	(199)
Other long-term payables	其他長期應付款	(357,063)	5,377	5,377	(5,377)	(5,377)
<b>Total increase/(decrease)</b>	<b>合共增加/(減少)</b>		<b>13,485</b>	<b>13,485</b>	<b>(13,485)</b>	<b>(13,485)</b>

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 3. FINANCIAL RISK MANAGEMENT (continued)

#### 3.1 Financial risk factors (continued)

##### (a) Market risk (continued)

##### (iii) Summarised sensitivity analysis (continued)

		Foreign exchange risk 外匯風險				
		-10%		+10%		
		Carrying amount 賬面值	Profit 溢利	Equity 權益	Profit 溢利	Equity 權益
<b>31 December 2011</b>	<b>二零一一年十二月三十一日</b>					
<b>Monetary assets</b>	<b>貨幣資產</b>					
Cash and cash equivalents	現金及現金等價物	965,082	35,016	35,016	(35,016)	(35,016)
Restricted bank balances	受限制銀行結餘	891,396	8,547	8,547	(8,547)	(8,547)
Trade receivables	應收貿易賬款	396,181	23,753	23,753	(23,753)	(23,753)
Deposits and other receivables	按金及其他應收賬款	907,876	2,585	2,585	(2,585)	(2,585)
<b>Monetary liabilities</b>	<b>貨幣負債</b>					
Trade payables	應付貿易賬款	(2,106,100)	(12,350)	(12,350)	12,350	12,350
Other payables	其他應付賬款	(368,433)	(12,978)	(12,978)	12,978	12,978
Borrowings	借款	(7,513,384)	(700,238)	(700,238)	700,238	700,238
<b>Total (decrease)/increase</b>	<b>合共(減少)/增加</b>		(655,665)	(655,665)	655,665	655,665

Profit represents consolidated profit before tax; equity represents total equity, including non-controlling interests.

Other payables include payables for purchase of property, plant and equipment, customer deposits and employee deposits as stated in Note 24.

溢利指除稅前合併溢利；權益指權益合計，包括非控制性權益。

其他應付款項包括購買物業、廠房及設備之應付款項、客戶按金及僱員按金（載於附註24）。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 3. FINANCIAL RISK MANAGEMENT (continued)

#### 3.1 Financial risk factors (continued)

##### (b) Credit risk

The Group has no significant concentrations of credit risk. The carrying amounts of cash and cash equivalents, trade and notes receivables, deposits and other receivables, amounts due from related parties represent the Group's maximum exposure to credit risk in relation to financial assets. The Group does not have significant credit risks arising from off-balance sheet items. The Group's credit policy for the sales of products is mainly delivery either on cash or upon receipt of bank acceptance notes with maturity dates within six months. For bank and financial institutions, the Group has policies that deposits are placed with reputable banks. Credit quality of financial assets is further disclosed in Notes 12, 13, 19 and 42(c) respectively.

##### (c) Liquidity risk

The liquidity risk of the Group is controlled by maintaining sufficient cash and cash equivalents, together with adequate banking facilities.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances, as the impact of discounting is not significant.

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (b) 信貸風險

本集團並無重大集中的信貸風險。現金及現金等價物、應收貿易賬款及票據、按金及其他應收賬款及應收關聯方款項的賬面值為本集團的金融資產在信貸風險方面的最高風險水平。本集團並無由資產負債表外項目產生的重大信貸風險。本集團產品銷售的信貸政策主要為於收取現金或到期日在六個月內的銀行承兌匯票時方會發貨。對於銀行及金融機構，本集團的政策是將存款存放於有信譽的銀行。金融資產的信貸質素分別在附註12、13、19和42(c)內進一步披露。

##### (c) 流動資金風險

本集團的流動資金風險透過維持充足現金及現金等價物，以及足夠銀行信貸額度控制。

下表是本集團金融負債的分析。按結算日至合約到期日的剩餘期限，將金融負債分到相關的期限組別。表中披露的金額是約定的未折現現金流量。對於12個月內到期的餘額，因折現影響不大，該等餘額等於其賬面餘額。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 3. FINANCIAL RISK MANAGEMENT (continued)

### 3. 財務風險管理(續)

#### 3.1 Financial risk factors (continued)

#### 3.1 財務風險因素(續)

#### (c) Liquidity risk (continued)

#### (c) 流動資金風險(續)

		Between				Total 合計
		Less than 1 year 1年內	1 and 2 years 1至2年	2 and 5 years 2至5年	Over 5 years 5年以上	
<b>At 31 December 2012</b>	<b>於二零一二年 十二月三十一日</b>					
Borrowings	借款	3,853,899	125,000	4,376,105		- 8,355,004
Interests payments on borrowings (i)	借款利息支出(i)	384,753	346,375	423,469		- 1,154,597
Trade payables	應付貿易賬款	3,678,585	-	-		- 3,678,585
Other payables	其他應付賬款	677,428	-	-	26,129	703,557
Amounts due to related parties	應付關聯方款項	54,046	-	37,404	51,859	143,309
Finance lease liability	融資租賃負債	115,007	-	-	-	115,007
Interest payments on finance lease liability (ii)	就融資租賃負債 支付的利息(ii)	7,327	-	-	-	7,327
Guarantee for bank borrowings of a third party	為第三方的銀行借款 出具擔保	-	30,019	-	-	30,019
<b>At 31 December 2011</b>	<b>於二零一一年 十二月三十一日</b>					
Borrowings	借款	2,152,422	65,000	3,421,795	1,874,167	7,513,384
Interests payments on borrowings (i)	借款利息支出(i)	427,394	409,118	839,815	115,377	1,791,704
Trade payables	應付貿易賬款	2,106,100	-	-	-	- 2,106,100
Other payables	其他應付賬款	457,430	-	-	18,510	475,940
Amounts due to related parties	應付關聯方款項	101,147	-	-	17,304	118,451
Finance lease liability	融資租賃負債	223,546	115,007	-	-	338,553
Interest payments on finance lease liability (ii)	就融資租賃負債 支付的利息(ii)	37,697	7,327	-	-	45,024
Guarantee for bank borrowings of a third party	為第三方的銀行借款 出具擔保	-	-	30,000	-	30,000

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 3. FINANCIAL RISK MANAGEMENT (continued)

#### 3.1 Financial risk factors (continued)

##### (c) Liquidity risk (continued)

- (i) The interest on borrowings is calculated based on borrowings held as at 31 December 2012 and 2011 without taking into account extension or refinancing of the borrowings in future. Floating-rate interest is estimated using current interest rate as at 31 December 2012 and 2011 respectively.
- (ii) The interest on finance lease is calculated based on remaining balance of finance lease liability and the interest rate implicit in the lease as at 31 December 2012 and 2011.

#### 3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (c) 流動資金風險(續)

- (i) 借款利息按二零一二年及二零一一年十二月三十一日持有的借款計算，不考慮未來延期或重新籌集借款。浮動利率分別按二零一二年及二零一一年十二月三十一日的當時利率估算。
- (ii) 於二零一二年及二零一一年十二月三十一日，融資租賃的利息乃根據融資租賃負債的餘額及利率計算。

#### 3.2 資金風險管理

本集團的資金管理目標，是保障本集團按持續經營基準繼續營運之能力，以為股東帶來回報，同時兼顧其他權益持有者的利益，並維持最佳的資本結構以減低資金成本。

為維持或調整資本結構，本集團可能會調整支付予股東的股息金額、向股東發還資金、發行新股或出售資產以減低債務。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 3. FINANCIAL RISK MANAGEMENT (continued)

#### 3.2 Capital risk management (continued)

The Group monitors capital on the basis of the debt-to-capital ratio. This ratio is calculated as total debt divided by the total capitalisation. Total debt includes current and non-current borrowings, finance lease obligations and borrowings from related parties. Total capitalisation includes non-current borrowings, non-current portion of finance lease obligations and borrowings from related parties and equity attributable to owners of the parent.

Total debt	債項總額
Total capitalisation	總資本
Debt-to-capital ratio	債項與權益比率

#### 3.3 Fair value estimation

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

### 3. 財務風險管理(續)

#### 3.2 資金風險管理(續)

本集團是根據債項與資本比率監察資本狀況。債項與資本比率為債項總額除以總資本。債項總額包括流動及非流動借款、融資租賃承擔及關聯公司借款。總資本包括非流動借款、融資租賃承擔及關聯公司借款的非流動部份及歸屬於本公司權益持有者的權益。

	2012 二零一二年	2011 二零一一年
Total debt	8,611,239	8,011,737
Total capitalisation	13,632,137	14,358,099
Debt-to-capital ratio	63.17%	55.80%

#### 3.3 公允價值估計

下表透過估值法分析按公允價值計量的金融工具。不同級別界定如下：

- 特定資產或負債的活躍市場報價(未經調整)(第一級)。
- 除包含於第一級的報價外，資產或負債的可觀察直接(即價格)或間接(即源自價格者)輸入資料(第二級)。
- 並非根據可觀察市場資料而釐定的資產或負債的輸入資料(即不可觀察的輸入資料)(第三級)。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
 (除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 3. FINANCIAL RISK MANAGEMENT (continued)

#### 3.3 Fair value estimation (continued)

The following table presents the Group's assets and liabilities that are measured at fair value at 31 December 2012 and 31 December 2011.

### 3. 財務風險管理(續)

#### 3.3 公允價值估計(續)

下表呈列本集團於二零一二年十二月三十一日及二零一一年十二月三十一日按公允價值計量的資產及負債。

		Level 1 第一級	Level 2 第二級	Level 3 第三級	Total 總計
<b>At 31 December 2012</b>	<b>於二零一二年 十二月三十一日</b>				
<b>Assets</b>	<b>資產</b>				
Available-for-sale financial assets	可供出售金融資產				
– Equity securities (Note 15)	– 股本證券(附註15)	47,675	–	–	47,675
		Level 1 第一級	Level 2 第二級	Level 3 第三級	Total 總計
<b>At 31 December 2011</b>	<b>於二零一一年 十二月三十一日</b>				
<b>Assets</b>	<b>資產</b>				
Available-for-sale financial assets	可供出售金融資產				
– Equity securities (Note 15)	– 股本證券(附註15)	58,371	–	–	58,371

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 3. FINANCIAL RISK MANAGEMENT (continued)

#### 3.3 Fair value estimation (continued)

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1. Instruments included in level 1 comprise liquid reserves fund classified as financial assets at fair value through profit or loss and equity securities classified as available-for-sale financial assets.

The fair value of financial instruments that are not traded in an active market is measured at cost less accumulated impairment are disclosed in Note 15. The Group has no level 2 or level 3 financial instruments as at 31 December 2012.

### 3. 財務風險管理(續)

#### 3.3 公允價值估計(續)

在交投活躍市場買賣的金融工具的公允價值根據結算日的市場報價列賬。如果該報價可以容易地或規律地從交易市場、經銷商、經紀人、產業集團、股價服務機構或管理機構中獲得，並且這些報價是在真實、公平交易的基礎上呈現，該市場則視為活躍的。本集團持有的金融資產使用的市場報價是現行出價。該類工具屬於第一級。列入第一級的工具包括歸類為按公允價值計量且其變動計入損益表的金融資產的流動儲備資金及歸類為可供出售金融資產的股本證券。

沒有在交投活躍市場買賣的金融工具的公允價值按成本減累計減值計量，披露於附註15。於二零一二年十二月三十一日，本集團並無第二級或第三級金融工具。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experiences and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes judgements, estimates and assumptions concerning the future. The resulting accounting judgements and estimates will, by definition, seldom equal to the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

#### (a) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expenses. These estimates are based on the current market condition as at the balance sheet date and the historical experience of manufacturing and selling products of similar nature.

#### (b) Impairment of property, plant and equipment

The Group reviews property, plant and equipment for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable, in accordance with the accounting policy stated in Note 2.10. The recoverable amount of a CGU has been determined based on higher of value-in-use and fair value less costs to sell.

### 4. 關鍵會計估計及判斷

估計及判斷會被持續評估，並根據過往經驗和其他因素進行持續評估，包括在有關情況下相信為合理的對未來事件的預期。

本集團對未來作出判斷、估計及假設。所得的會計判斷及估計如其定義，很少會與其實際結果相同。很大風險導致下個財政年度的資產與負債的賬面值作出重大調整的判斷、估計及假設討論如下。

#### (a) 存貨的可變現淨值

存貨的可變現淨值為日常業務過程中的估計售價，減估計完成成本及銷售支出。該等估計根據於結算日的現行市況及生產及銷售性質類似的產品的過往經驗計算。

#### (b) 物業、廠房及設備減值

當在任何情況下有事件或變動顯示賬面值可能不會予以收回時，本集團則會根據附註2.10所述的會計政策檢討物業、廠房及設備的減值。現金產生單位的可收回金額已根據使用價值與公允價值減銷售成本兩者的較高者釐定。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

#### (b) Impairment of property, plant and equipment (continued)

As at 31 December 2012, The Group considered that certain CIP relating to an under construction production line of a subsidiary which engaged in manufacturing galvanised sheets was subject to the impairment due to certain construction contracts exceeding the then market prices. This production line was identified as a separate CGU.

The Group also determined that there was an impairment indication relating to two production lines of a subsidiary which manufactures galvanised sheets and cold rolled sheets. These production lines were identified as CGUs separately.

The Group measured the value-in-use and fair value less costs to sell by discounting the future estimated cash flow deriving from the property, plant and equipment. These calculations required the Group to estimate the expected future cash flows from the CGU and also to apply a suitable discount rate in order to calculate the present value of those cash flows.

### 4. 關鍵會計估計及判斷(續)

#### (b) 物業、廠房及設備減值(續)

於二零一二年十二月三十一日，本集團認為，由於若干建築合約超逾當時市場價格導致若干在建工程出現減值，該等在建工程涉及一間從事生產鍍鋅板的附屬公司的一條在建生產線。該生產線已確認為單獨現金產生單位。

本集團亦確定有一間附屬公司的兩條從事生產鍍鋅板及冷軋板的生產線出現減值跡象。該等生產線乃單獨確認為現金產生單位。

本集團透過將源自物業、廠房及設備的未來估計現金流量折現的方式來計量使用價值及公允價值減銷售成本。該等計算方法要求本集團須對來自現金產生單位的預期未來現金流量進行估計，亦會要求本集團採用適當的折現率，以計算該等現金流量的現值。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

#### (c) Useful life of the property, plant and equipment

Useful life is the period over which an asset is expected to be available for use by an entity. The depreciable amount of an asset is allocated on a systematic basis over its useful life (Note 2.6).

The following factors are considered in determining the useful life of an asset:

- (i) Expected usage of the asset
- (ii) Expected physical wear and tear
- (iii) Technical or commercial obsolescence arising from changes or improvements in production, or from a change in the market demand for the product or service output of the asset
- (iv) Legal or similar limits on the use of the asset

The useful life of an asset is reviewed at each financial year-end and, if expectations differ from previous estimates, the change will be accounted for as a change in an accounting estimate in accordance with HKAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors'.

### 4. 關鍵會計估計及判斷(續)

#### (c) 物業、廠房及設備的可使用年期

可使用年期為資產預期可供主體使用的期限。資產的可折舊金額於其可使用年內按系統基準進行分配(附註2.6)。

在釐定資產的可使用年期時，須考慮以下因素：

- (i) 該項資產的預期用途
- (ii) 預期物質損耗
- (iii) 因生產變動或改良或市場對該項資產的產品或服務輸出的需求變動而造成技術或商業上過時
- (iv) 使用該項資產時的法律或類似限制

資產的可使用年期於各財政年度末進行檢討，倘預期可使用年期與以往作出的估計有所不同，則有關變動將會根據香港會計準則第8號「會計政策、會計估計的變動及誤差」作為會計估計的一項變動入賬。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

#### (d) Current and deferred income taxes

The Group is subject to income taxes in numerous jurisdictions. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences and tax losses are recognised when management considers it to be probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. The outcome of their actual utilisation may be different.

### 4. 關鍵會計估計及判斷(續)

#### (d) 即期及遞延所得稅

本集團須繳納眾多司法權區的所得稅。於釐定所得稅準備時需作出重要判斷。有許多交易及計算均難以確定最終稅項的釐定。本集團須估計未來會否繳納額外稅項，從而確認對預期稅務審核事宜的責任。倘該等事宜的最終稅務結果與最初記錄的金額不同，有關差異會影響到有關釐定期間的當期及遞延所得稅資產及負債。

當管理層認為將來可能有應課稅溢利以抵扣暫時性差額或可使用稅務虧損時，有關若干暫時性差額及稅務虧損之遞延稅項資產予以確認。實際應用結果可能不同。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

#### (e) Impairment of available-for-sale financial assets

The Group follows the guidance of HKAS 39 to determine when an available-for-sale financial asset is impaired. This determination requires significant judgement. In making this judgement, the Group evaluates, among other factors, the duration and extent to which the fair value of a financial asset is less than its cost; and the financial health of and short-term business outlook for the investee, including factors such as industry and sector performance, changes in technology and operational and financing cash flow.

#### (f) Impairment of loans and receivables

The Group follows the accounting policy stated in note 2.12 and assessed loans and receivables for impairment whenever there is objective evidence that the present value of estimated future cash flows measurable decreases and is lower than the carrying amount of the loans and receivables. The process for estimating the amount of an impairment loss results either in a single amount or in a range of possible amounts. In the latter case, the Group recognises an impairment loss equal to the best estimate within the range taking into account all relevant information available before the financial statements are issued about conditions existing at the end of the reporting period.

### 4. 關鍵會計估計及判斷(續)

#### (e) 可供出售金融資產減值

本集團根據香港會計準則第39號之指引釐定可供出售金融資產減值。該釐定要求作出重要判斷。於作出該等判斷時，本集團評估(其中包括)金融資產之公允價值低於其成本之時間及程度；投資對象之財務健康狀況及短期業務前景，包括行業及分部表現、技術及營運之變動以及融資現金流等因素。

#### (f) 貸款及應收賬款減值

本集團根據附註2.12所述之會計政策，於有客觀證據顯示估計未來可測量的現金流量現值下降且低於貸款及應收賬款之賬面值時，評估該等貸款及應收賬款之減值。估計減值虧損數額之流程會產生單一數額或可能數額之範圍。倘為後者，本集團確認數額等於該範圍內最佳估計之減值虧損，並計及於報告期末就現有狀況發佈財務報表前可獲取的所有相關資料。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

#### (g) Impairment of the Group's assets

The Group follows the guidance of HKAS 36 to determine whether the Group's assets are impaired. As stated in HKAS 36, the net asset value of an entity that exceeds its market capitalisation is an impairment indicator which would require an estimate of the recoverable amount to be performed. As at 31 December 2012, the Group's market capitalisation amounted to RMB 4,158 million approximately, which is lower than the Group's net assets value of RMB 9,555 million. The Group shall assess whether its assets are impaired. This assessment requires significant judgments and estimations. In making these judgments and estimations, the Group evaluates and considers both qualitative and quantitative factors that will affect the value-in-use of an asset or a CGU such as the extent of the difference between the net assets value and market capitalisation, composition of the Group's assets, results and timing of previous impairment tests.

The Group has performed the impairment test according to HKAS 36 and determines that except for the property, plant and equipment, no other asset or CGU have been impaired. The impairment assessments of property, plant and equipment is analysed in Note 7.

### 4. 關鍵會計估計及判斷(續)

#### (g) 本集團資產減值

本集團按照香港會計準則第36號的指引釐定本集團的資產是否減值。如香港會計準則第36號所述，實體資產淨值超過其市場資本化，則為將需要對可收回金額作出估計的減值跡象。於二零一二年十二月三十一日，本集團的市場資本化金額約為人民幣41.58億元，低於本集團的資產淨值人民幣95.55億元。本集團須評估其資產是否減值。該評估須作出重大判斷及估計。在作出該判斷及估計時，本集團評估及考慮將影響一項資產或現金產生單位之使用價值的定性和定量因素，如資產淨值與市場資本化之間的差異程度、本集團的資產組合以及之前減值測試的結果及時間。

本集團根據香港會計準則第36號進行減值測試，並釐定除物業、廠房及設備外，並無其他資產或現金產生單位已減值。物業、廠房及設備的減值評估於附註7分析。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
 (除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 5. SALES AND SEGMENT INFORMATION – GROUP

#### (a) Sales

The Group is principally engaged in the manufacture and sales of iron and steel products and real estate business. Sales recognised for the years ended 31 December 2012 and 2011 were as follows:

#### Sales:

Gross sales less discounts, returns and sales taxes
– Strips and strip products
– H-section steel products
– Billets
– Cold rolled sheets and galvanised sheets
– Rebar
– Real estate
– Others

#### 銷售：

銷售總額減折扣、退貨以及銷售稅
– 帶鋼及帶鋼類產品
– H型鋼產品
– 鋼坯
– 冷軋板及鍍鋅板
– 螺紋鋼
– 房地產
– 其他

### 5. 銷售額及分部資料—本集團

#### (a) 銷售額

本集團主要從事生產及銷售鋼鐵產品以及房地產業務。截至二零一二年及二零一一年十二月三十一日止各年度的銷售額如下：

	2012 二零一二年	2011 二零一一年
	<b>12,266,457</b>	14,209,704
	<b>11,554,233</b>	13,732,962
	<b>6,170,019</b>	6,175,963
	<b>2,352,008</b>	2,305,504
	<b>2,521,714</b>	1,959,769
	<b>322,919</b>	–
	<b>935,008</b>	212,731
	<b>36,122,358</b>	38,596,633

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 5. SALES AND SEGMENT INFORMATION – GROUP

(continued)

#### (b) Segment information

The chief decision-maker has been identified as the management committee, which comprises all executive directors and top management. The chief decision-maker reviews the Group's internal reporting in order to assess performance and allocate resources.

Based on these reports, the chief decision-maker considers the business from a business perspective. From a business perspective, the chief decision-maker assesses the performance of the iron and steel and the real estate segments.

- (i) Iron and steel – Manufacture and sale of iron and steel products; and
- (ii) Real estate – Development and sale of properties.

The chief decision-maker assesses the performance of the operating segments based on a measure of revenue and operating profit. This measurement is consistent with that in the annual financial statements.

### 5. 銷售額及分部資料—本集團(續)

#### (b) 分部資料

首席決策人已獲確認為包括所有執行董事及最高管理層的執行委員會，首席決策人審閱本集團的內部報告以作評估業績表現及分配資源。

根據該等報告，首席決策人從商業角度考慮業務。從商業角度，首席決策人評估鋼鐵及房地產分部表現。

- (i) 鋼鐵—製造及銷售鋼鐵產品；及
- (ii) 房地產—開發及銷售物業。

首席決策人根據計量收入及經營溢利評估經營分部表現。該計量與年度財務報表一致。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 5. SALES AND SEGMENT INFORMATION – GROUP (continued)

#### (b) Segment information (continued)

The segment information provided to the chief decision-maker for the reportable segments for the year was as follows:

### 5. 銷售額及分部資料—本集團(續)

#### (b) 分部資料(續)

就年內報告分部提供予首席決策人的分部資料呈列如下：

		Year ended 31 December 2012 截至二零一二年十二月三十一日止年度		
		Iron and steel 鋼鐵	Real estate 房地產	Total 總計
<b>Segment revenue</b>	分部收入	35,799,439	322,919	36,122,358
<b>Segment operating profit</b>	分部經營溢利	619,928	72,819	692,747
Finance (costs)/income – net	財務(成本)/收益—淨額	(354,692)	698	(353,994)
Share of result of an associate	應佔一間聯營公司業績	(12,697)	–	(12,697)
Profit before income tax	除所得稅前溢利			326,056
Income tax expense	所得稅費用			(179,579)
<b>Profit for the year</b>	年內溢利			146,477
<b>Other income statement items</b>	其他利潤表項目			
Depreciation and amortisation	折舊及攤銷	947,369	576	947,945
<b>Capital expenditure</b>	資本開支	1,630,169	279	1,630,448

		Year ended 31 December 2011 截至二零一一年十二月三十一日止年度		
		Iron and steel 鋼鐵	Real estate 房地產	Total 總計
<b>Segment revenue</b>	分部收入	38,596,633	–	38,596,633
<b>Segment operating profit</b>	分部經營溢利	2,052,640	(29,066)	2,023,574
Finance (costs)/income – net	財務(成本)/收入—淨額	(95,204)	1,302	(93,902)
Share of result of an associate	應佔一間聯營公司業績	2,140	–	2,140
Profit before income tax	除所得稅前溢利			1,931,812
Income tax expense	所得稅費用			(514,023)
<b>Profit for the year</b>	年內溢利			1,417,789
<b>Other income statement items</b>	其他利潤表項目			
Depreciation and amortisation	折舊及攤銷	895,889	432	896,321
<b>Capital expenditure</b>	資本開支	1,469,268	707	1,469,975

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 5. SALES AND SEGMENT INFORMATION – GROUP

(continued)

#### (b) Segment information (continued)

Segment assets are those operating assets that are employed by a segment in its operating activities. Segment assets are determined after deducting related allowance that is reported as direct offsets in the balance sheet. Segment assets consist primarily of leasehold land and land use rights, property, plant and equipment, investment properties, intangible assets, investment in an associate, inventories, trade receivables, notes receivable, prepayments, deposits and other receivables, amounts due from related parties, restricted bank balances and cash and cash equivalents.

Segment liabilities are those operating liabilities that result from the operating activities of a segment. Segment liabilities consist primarily of other long-term payables, deferred revenue, amounts due to related parties, trade payables and accruals, advances and other current liabilities.

The segment assets and liabilities as at 31 December 2012 were as follows:

		Iron and steel 鋼鐵	Real estate 房地產	Total 總計
<b>Total assets</b>	<b>總資產</b>	<b>23,395,618</b>	<b>531,988</b>	<b>23,927,606</b>
Segment assets for reportable segments	報告分部的分部資產			<b>23,927,606</b>
<b>Unallocated:</b>	<b>未分配：</b>			
Deferred income tax assets	遞延所得稅資產			<b>201,090</b>
Available-for-sale financial assets	可供出售金融資產			<b>157,280</b>
Loan receivables	應收貸款			<b>379,700</b>
Prepaid current income tax	預付當期所得稅			<b>86,307</b>
Total assets per balance sheet	資產負債表內的總資產			<b>24,751,983</b>

### 5. 銷售額及分部資料—本集團(續)

#### (b) 分部資料(續)

分部資產乃分部用於其經營活動的經營資產。分部資產扣除以資產負債表中直接抵銷呈報的相關津貼後釐定。分部資產主要包括租賃土地及土地使用權、物業、廠房及設備、投資物業、無形資產、聯營公司投資、存貨、應收貿易賬款、應收票據、預付款項、按金及其他應收款項、應收關聯方款項、受限制銀行結餘及現金及現金等價物。

分部負債乃分部的經營活動所導致的經營負債。分部負債主要包括其他長期應付款、遞延收入、應付關聯方款項、應付貿易賬款以及預提費用、預收款項及其他流動負債。

於二零一二年十二月三十一日的分部資產及負債如下：

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 5. SALES AND SEGMENT INFORMATION – GROUP (continued)

(b) Segment information (continued)

		Iron and steel 鋼鐵	Real estate 房地產	Total 總計
<b>Total liabilities</b>	<b>總負債</b>	<b>6,518,649</b>	<b>265,425</b>	<b>6,784,074</b>
Segment liabilities for reportable segments	報告分部的分部負債			<b>6,784,074</b>
<b>Unallocated:</b>	<b>未分配：</b>			
Current income tax liabilities	當期所得稅負債			<b>53,314</b>
Current borrowings	流動借款			<b>3,853,899</b>
Non-current borrowings	非流動借款			<b>4,501,105</b>
Dividends payable	應付股息			<b>4,575</b>
Total liabilities per balance sheet	資產負債表內的總負債			<b>15,196,967</b>

The segment assets and liabilities as at 31 December 2011 were as follows:

於二零一一年十二月三十一日的分部資產及負債如下：

		Iron and steel 鋼鐵	Real estate 房地產	Total 總計
<b>Total assets</b>	<b>總資產</b>	<b>21,720,916</b>	<b>528,407</b>	<b>22,249,323</b>
Total assets include:	總資產包括：			
Investment in an associate	聯營公司投資	12,697	–	12,697
Segment assets for reportable segments	報告分部的分部資產			22,249,323
<b>Unallocated:</b>	<b>未分配：</b>			
Deferred income tax assets	遞延所得稅資產			192,694
Available-for-sale financial assets	可供出售金融資產			167,976
Loan receivables	應收貸款			320,000
Total assets per balance sheet	資產負債表內的總資產			<b>22,929,993</b>



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 5. SALES AND SEGMENT INFORMATION – GROUP

(continued)

(b) Segment information (continued)

		Iron and steel 鋼鐵	Real estate 房地產	Total 總計
<b>Total liabilities</b>	<b>總負債</b>	5,395,652	311,944	5,707,596
Segment liabilities for reportable segments	報告分部的分部負債			5,707,596
<b>Unallocated:</b>	<b>未分配：</b>			
Current income tax liabilities	當期所得稅負債			193,072
Current borrowings	流動借款			2,152,422
Non-current borrowings	非流動借款			5,360,962
Dividends payable	應付股息			4,591
Total liabilities per balance sheet	資產負債表內的總負債			13,418,643

### 5. 銷售額及分部資料—本集團(續)

(b) 分部資料(續)

### 6. LEASEHOLD LAND AND LAND USE RIGHTS – GROUP

The Group's interests in leasehold land and land use rights represent the prepayment for the operating lease, the net book value of which is analysed as follows:

		2012 二零一二年	2011 二零一一年
At 1 January	於一月一日	<b>137,128</b>	116,949
Transfer from property, plant and equipment (Note 7)	由物業、廠房及設備轉入(附註7)	–	23,584
Amortisation of leasehold land and land use rights (Note 31)	租賃土地及土地使用權攤銷(附註31)	<b>(3,405)</b>	(3,405)
At 31 December	於十二月三十一日	<b>133,723</b>	137,128

本集團在租賃土地及土地使用權的權益指經營租賃預付款項，按其賬面淨值分析如下：

The Group's leasehold land and land use rights are all located in the PRC and the remaining lease period is between 30 years to 45 years.

本集團的租賃土地及土地使用權均位於中國，餘下租期介乎30年至45年。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 7. PROPERTY, PLANT AND EQUIPMENT

### 7. 物業、廠房及設備

The Group

本集團

		Buildings	Machinery	Furniture and fixtures	Vehicles	Leasehold improvements	CIP	Finance leased machinery	Total
		樓宇	機器設備	辦公設備	汽車	租賃物業裝修	在建工程	融資租賃機器	總計
<b>At 1 January 2011</b>	於二零一一年一月一日								
Cost	成本	2,736,110	7,201,385	95,301	123,840	1,337	450,584	800,000	11,408,557
Accumulated depreciation	累計折舊	(560,085)	(2,491,486)	(42,392)	(67,130)	(1,020)	-	(218,108)	(3,380,221)
Impairment	減值	(20,545)	(60,267)	(891)	(85)	-	-	-	(81,788)
Net book amount	賬面淨值	2,155,480	4,649,632	52,018	56,625	317	450,584	581,892	7,946,548
<b>Year ended 31 December 2011</b>	截至二零一一年十二月三十一日止年度								
Opening net book amount	年初賬面淨值	2,155,480	4,649,632	52,018	56,625	317	450,584	581,892	7,946,548
Acquisition of subsidiary	收購附屬公司	32,339	41,160	1,057	1,914	-	257	-	76,727
Additions	添置	2,369	33,277	3,244	10,869	-	1,411,704	-	1,461,463
Transfer from CIP	在建工程轉入	62,192	252,741	1,123	7,845	-	(323,901)	-	-
Disposals (Note 39)	出售(附註39)	(1,089)	(5,690)	(90)	(5,524)	-	-	-	(12,393)
Transfer to leasehold land and land use rights (Note 6)	轉出至租賃土地及土地使用權(附註6)	-	-	-	-	-	(23,584)	-	(23,584)
Depreciation (Note 31)	折舊(附註31)	(127,597)	(646,387)	(13,046)	(18,470)	(55)	-	(86,538)	(892,093)
Impairment (Notes 29)	減值(附註29)	-	-	-	-	-	(161,270)	-	(161,270)
Closing net book amount	年末賬面淨值	2,123,694	4,324,733	44,306	53,259	262	1,353,790	495,354	8,395,398
<b>At 31 December 2011</b>	於二零一一年十二月三十一日								
Cost	成本	2,834,624	7,527,023	101,048	120,788	1,337	1,515,060	800,000	12,899,880
Accumulated depreciation	累計折舊	(690,385)	(3,142,023)	(55,851)	(67,444)	(1,075)	-	(304,646)	(4,261,424)
Impairment	減值	(20,545)	(60,267)	(891)	(85)	-	(161,270)	-	(243,058)
Net book amount	賬面淨值	2,123,694	4,324,733	44,306	53,259	262	1,353,790	495,354	8,395,398
<b>Year ended 31 December 2012</b>	截至二零一二年十二月三十一日止年度								
Opening net book amount	年初賬面淨值	2,123,694	4,324,733	44,306	53,259	262	1,353,790	495,354	8,395,398
Additions	添置	180,169	628,126	4,171	24,121	-	793,737	-	1,630,324
Transfer from CIP	在建工程轉入	248,192	986,258	5,225	36	-	(1,239,711)	-	-
Disposals (Note 39)	出售(附註39)	-	(362)	(2,435)	(960)	-	(34,686)	-	(38,443)
Depreciation (Note 31)	折舊(附註31)	(131,112)	(700,693)	(11,383)	(20,511)	(55)	-	(79,955)	(943,709)
Impairment (Note 29)	減值(附註29)	-	-	-	-	-	(3,600)	-	(3,600)
Closing net book amount	年末賬面淨值	2,420,943	5,238,062	39,884	55,945	207	869,530	415,399	9,039,970

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 7. PROPERTY, PLANT AND EQUIPMENT (continued)

The Group (continued)

		Buildings	Machinery	Furniture and fixtures	Vehicles	Leasehold improvements	CIP	Finance leased machinery	Total
		樓宇	機器設備	辦公設備	汽車	租賃物業裝修	在建工程	融資租賃機器	總計
<b>At 31 December 2012</b>	於二零一二年十二月三十一日								
Cost	成本	3,262,984	9,140,194	106,720	141,054	1,337	873,130	800,000	14,325,419
Accumulated depreciation	累計折舊	(821,496)	(3,842,278)	(65,945)	(85,024)	(1,130)	-	(384,601)	(5,200,474)
Impairment	減值	(20,545)	(59,854)	(891)	(85)	-	(3,600)	-	(84,975)
Net book amount	賬面淨值	<b>2,420,943</b>	<b>5,238,062</b>	<b>39,884</b>	<b>55,945</b>	<b>207</b>	<b>869,530</b>	<b>415,399</b>	<b>9,039,970</b>

Depreciation expenses have been charged to the consolidated income statements as follows:

Cost of sales	銷售成本
Administrative expenses	行政費用

已於合併利潤表中扣除的折舊開支如下：

2012	2011
二零一二年	二零一一年
<b>918,582</b>	865,237
<b>25,127</b>	26,856
<b>943,709</b>	892,093

As at 31 December 2012, no buildings or machinery was pledged as security for the Group's borrowings. (2011: RMB 41 million) (Note 25).

於二零一二年十二月三十一日，概無為本集團借款而抵押樓宇或機器設備（二零一一年：人民幣4,100萬元）（附註25）。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 7. PROPERTY, PLANT AND EQUIPMENT (continued)

The Group (continued)

For the year ended 31 December 2012, borrowing costs amounted to approximately RMB 65 million (2011: RMB 35 million) were capitalised into the cost of property, plant and equipment at an average capitalisation rate of 7.16% (2011: 6.38%) approximately.

As at 31 December 2012 and 2011, the Directors noted indications that certain property, plant and equipment, including CIP were subject to impairment (Note 4(b)).

As at 31 December 2012, the Group recognised an impairment loss of RMB 3.6 million for certain of the CIP relating to a galvanised sheets production line which is still under construction, based on the recoverable amount of the CIP.

As at 31 December 2011, the construction of production lines related to the production of coke and rolled sheets had been stopped for a long time and was not expected to be put into use in the foreseeable future given the change in market environment. The Group recognised an impairment loss of RMB 161 million which represented the excess of the assets' carrying amounts over their recoverable amounts. The estimation of the recoverable amounts was based on then market conditions and the Group's plan for these production lines. During the year ended 31 December 2012, the Group has disposed off these production lines.

### 7. 物業、廠房及設備(續)

本集團(續)

截至二零一二年十二月三十一日止年度，借貸成本約人民幣6,500萬元(二零一一年：人民幣3,500萬元)已按平均資本化比率約7.16%(二零一一年：6.38%)資本化為物業、廠房及設備的成本。

於二零一二年及二零一一年十二月三十一日，董事注意到有跡象顯示部份物業、廠房及設備，包括若干在建工程需計提減值(附註4(b))。

於二零一二年十二月三十一日，本集團就一條在建鍍鋅板生產線的若干在建工程確認人民幣360萬元的減值虧損。

於二零一一年十二月三十一日，生產線建設涉及焦煤及軋板生產，已長期停工，且鑒於市場環境變化，預期在可預見的將來不再投入使用。該等資產賬面值超出彼等可收回金額時，本集團確認減值虧損人民幣1.61億元。可收回金額的估計乃基於當時市況及本集團有關該等生產線計劃。截至二零一二年十二月三十一日止年度，本集團已處置該等生產線。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 7. PROPERTY, PLANT AND EQUIPMENT (continued)

### 7. 物業、廠房及設備 (續)

The Company

本公司

		Furniture and fixtures 辦公設備	Vehicles 汽車	Total 總計
<b>At 1 January 2011</b>	於二零一一年一月一日			
Cost	成本	828	2,760	3,588
Accumulated depreciation	累計折舊	(677)	(1,811)	(2,488)
Net book amount	賬面淨值	151	949	1,100
<b>Year ended 31 December 2011</b>	截至二零一一年十二月三十一日止年度			
Opening net book amount	年初賬面淨值	151	949	1,100
Additions	添置	29	4	33
Disposal	出售	(25)	-	(25)
Depreciation	折舊	(41)	(227)	(268)
Closing net book amount	年末賬面淨值	114	726	840
<b>At 31 December 2011</b>	於二零一一年十二月三十一日			
Cost	成本	812	2,764	3,576
Accumulated depreciation	累計折舊	(698)	(2,038)	(2,736)
Net book amount	賬面淨值	114	726	840
<b>Year ended 31 December 2012</b>	截至二零一二年十二月三十一日止年度			
Opening net book amount	年初賬面淨值	<b>114</b>	<b>726</b>	<b>840</b>
Additions	添置	<b>83</b>	-	<b>83</b>
Disposal	出售	<b>(4)</b>	-	<b>(4)</b>
Depreciation	折舊	<b>(36)</b>	<b>(223)</b>	<b>(259)</b>
Closing net book amount	年末賬面淨值	<b>157</b>	<b>503</b>	<b>660</b>
<b>At 31 December 2012</b>	於二零一二年十二月三十一日			
Cost	成本	<b>716</b>	<b>2,764</b>	<b>3,480</b>
Accumulated depreciation	累計折舊	<b>(559)</b>	<b>(2,261)</b>	<b>(2,820)</b>
Net book amount	賬面淨值	<b>157</b>	<b>503</b>	<b>660</b>

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 8. INVESTMENT PROPERTIES – GROUP

The investment properties are located in the PRC and their net book value are analysed as follows:

<b>At 1 January 2011</b>	於二零一一年一月一日	
Cost	成本	21,985
Accumulated depreciation	累計折舊	(5,196)
Net book amount	賬面淨值	16,789
<b>Year ended 31 December 2011</b>	截至二零一一年十二月三十一日止年度	
Opening net book amount	年初賬面淨值	16,789
Depreciation (Note 31)	折舊(附註31)	(805)
Closing net book amount	年末賬面淨值	15,984
<b>At 31 December 2011</b>	於二零一一年十二月三十一日	
Cost	成本	21,985
Accumulated depreciation	累計折舊	(6,001)
Net book amount	賬面淨值	15,984
<b>Year ended 31 December 2012</b>	截至二零一二年十二月三十一日止年度	
Opening net book amount	年初賬面淨值	15,984
Depreciation (Note 31)	折舊(附註31)	(806)
Closing net book amount	年末賬面淨值	15,178
<b>At 31 December 2012</b>	於二零一二年十二月三十一日	
Cost	成本	21,985
Accumulated depreciation	累計折舊	(6,807)
Net book amount	賬面淨值	15,178

For the year ended 31 December 2012, rental income arising from these investment properties amounted to RMB 2.90 million (2011: RMB 1.75 million) (Note 30).

As at 31 December 2012, the Directors estimated that the fair value of the investment properties was approximately RMB 68.6 million based on the prices in the active market (2011: RMB 60.4 million).

### 8. 投資物業－本集團

投資物業位於中國，按其賬面淨值分析如下：

截至二零一二年十二月三十一日止年度，該等投資物業所產生的租金收入為人民幣290萬元(二零一一年：人民幣175萬元)(附註30)。

於二零一二年十二月三十一日，董事根據在交投活躍市場的價格估值投資物業的公允價值約人民幣6,860萬元(二零一一年：人民幣6,040萬元)。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 9. INTANGIBLE ASSETS – GROUP

### 9. 無形資產—本集團

		Software 軟件	Goodwill 商譽	Total 總計
<b>At 1 January 2011</b>	<b>於二零一一年一月一日</b>			
Cost	成本	49	7,667	7,716
Accumulated amortisation and impairment	累計攤銷及減值	(13)	(7,667)	(7,680)
Net book amount	賬面淨值	36	–	36
<b>Year ended 31 December 2011</b>	<b>截至二零一一年十二月三十一日止年度</b>			
Opening net book amount	年初賬面淨值	36	–	36
Additions	添置	14	8,498	8,512
Amortisation (Note 31)	攤銷(附註31)	(18)	–	(18)
Closing net book amount	年末賬面淨值	32	8,498	8,530
<b>At 31 December 2011</b>	<b>於二零一一年十二月三十一日</b>			
Cost	成本	63	16,165	16,228
Accumulated amortisation and impairment	累計攤銷及減值	(31)	(7,667)	(7,698)
Net book amount	賬面淨值	32	8,498	8,530
<b>Year ended 31 December 2012</b>	<b>截至二零一二年十二月三十一日止年度</b>			
Opening net book amount	年初賬面淨值	<b>32</b>	<b>8,498</b>	<b>8,530</b>
Additions	添置	<b>124</b>	<b>–</b>	<b>124</b>
Amortisation (Note 31)	攤銷(附註31)	<b>(25)</b>	<b>–</b>	<b>(25)</b>
Closing net book amount	年末賬面淨值	<b>131</b>	<b>8,498</b>	<b>8,629</b>
<b>At 31 December 2012</b>	<b>於二零一二年十二月三十一日</b>			
Cost	成本	<b>187</b>	<b>16,165</b>	<b>16,352</b>
Accumulated amortisation and impairment	累計攤銷及減值	<b>(56)</b>	<b>(7,667)</b>	<b>(7,723)</b>
Net book amount	賬面淨值	<b>131</b>	<b>8,498</b>	<b>8,629</b>

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 10. INVESTMENTS IN AND LOANS TO SUBSIDIARIES – COMPANY

### 10. 附屬公司投資及貸款 – 本公司

#### (a) Investments in subsidiaries

#### (a) 附屬公司投資

	2012 二零一二年	2011 二零一一年
Unlisted investments, at cost	589,566	550,046
非上市投資 (按成本)		

The subsidiaries at 31 December 2012 are as follows:

於二零一二年十二月三十一日  
附屬公司如下：

Name	Place and date of incorporation	Legal status	Percentage of equity interest attributable to the Group 本集團應佔權益 百分比	Issued and fully paid capital 已發行及繳足股本	Authorised capital 法定股本	Principal activities 主要業務
Gold Genesis Development Limited ("Gold Genesis")	British Virgin Islands ("BVI") 21 February 2003	Limited liability company	100% (Directly held)	US\$1	US\$50,000	Investment holding
Gold Genesis Development Limited (["Gold Genesis"])	英屬維爾京群島 (["英屬維爾京群島"]) 二零零三年二月二十一日	有限責任公司	100% (直接持有)	1 美元	50,000 美元	投資控股
Good Lucky Enterprises Limited ("Good Lucky")	BVI 21 February 2003	Limited liability company	100% (Directly held)	US\$1	US\$50,000	Investment holding
Good Lucky Enterprises Limited (["Good Lucky"])	英屬維爾京群島 二零零三年二月二十一日	有限責任公司	100% (直接持有)	1 美元	50,000 美元	投資控股
First Glory Services Limited ("First Glory")	BVI 16 October 2003	Limited liability company	100% (Directly held)	US\$2	US\$50,000	Investment holding
First Glory Services Limited (["First Glory"])	英屬維爾京群島 二零零三年十月十六日	有限責任公司	100% (直接持有)	2 美元	50,000 美元	投資控股
Accordpower Investments Limited ("Accordpower")	BVI 30 November 2004	Limited liability company	100% (Directly held)	US\$2	US\$50,000	Investment holding
Accordpower Investments Limited (["Accordpower"])	英屬維爾京群島 二零零四年十一月三十日	有限責任公司	100% (直接持有)	2 美元	50,000 美元	投資控股



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 10. INVESTMENTS IN AND LOANS TO SUBSIDIARIES – COMPANY (continued)

### 10. 附屬公司投資及貸款—本公司(續)

#### (a) Investments in subsidiaries (continued)

#### (a) 附屬公司投資(續)

Name	Place and date of incorporation	Legal status	Percentage of equity interest attributable to the Group 本集團應佔權益 百分比	Issued and fully paid capital	Authorised capital	Principal activities
名稱	註冊成立地點及日期	法定主體類別		已發行及繳足股本	法定股本	主要業務
Fullhero Investments Limited ("Fullhero")	BVI 3 May 2005	Limited liability company	100% (Directly held)	US\$2	US\$50,000	Investment holding
Fullhero Investments Limited (Fullhero)	英屬維爾京群島 二零零五年五月三日	有限責任公司	100% (直接持有)	2美元	50,000美元	投資控股
Hebei Jinxi Iron and Steel Group Company Limited ("Jinxi Limited")	PRC 24 December 1999	Joint stock company with limited liability	97.6% (Indirectly held)	RMB228,640,000	RMB228,640,000	Manufacture and sales of iron and steel products
河北津西鋼鐵集團股份有限公司 (天津西鋼鐵)	中國 一九九九年十二月二十四日	股份有限公司	97.6% (間接持有)	人民幣 228,640,000元	人民幣 228,640,000元	生產及銷售鋼鐵產品
Foshan Jin Xi Jin Lan Cold Rolled Sheet Company Limited ("Jinxi Jinlan")	PRC 26 December 2003	Limited liability company	80.28% (Indirectly held)	US\$55,150,000	US\$55,150,000	Manufacture and sales of steel products
佛山津西金蘭冷軋板有限公司 (天津西金蘭)	中國 二零零三年十二月二十六日	有限責任公司	80.28% (間接持有)	55,150,000美元	55,150,000美元	生產及銷售鋼鐵產品
Oriental Fullhero Leasing Co., Ltd. ("Fullhero Leasing")	PRC 23 September 2005	Limited liability company	100% (Indirectly held)	US\$65,000,000	US\$65,000,000	Leasing and financial leasing
東方英豐租賃有限公司 (英豐租賃)	中國 二零零五年九月二十三日	有限責任公司	100% (間接持有)	65,000,000美元	65,000,000美元	租賃及融資租賃
Hebei Jinxi Section Steel Company Limited ("Jinxi Section Steel") (iii)	PRC 30 May 2008	Limited liability company	97.6% (Indirectly held)	RMB350,000,000	RMB350,000,000	Manufacture and sales of steel products
河北津西型鋼有限公司 (天津西型鋼) (iii)	中國 二零零八年五月三十日	有限責任公司	97.6% (間接持有)	人民幣 350,000,000元	人民幣 350,000,000元	生產及銷售鋼鐵產品
Jinxi Hong Kong Trading Company Limited ("HK Trading")	Hong Kong 27 October 2008	Limited liability company	97.6% (Indirectly held)	HK\$38,770,501	HK\$80,000,000	Import and export of goods
津西香港進出口有限公司 (天津西香港)	香港 二零零八年十月二十七日	有限責任公司	97.6% (間接持有)	38,770,501港元	80,000,000港元	進出口貨物

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 10. INVESTMENTS IN AND LOANS TO SUBSIDIARIES – COMPANY (continued)

### 10. 附屬公司投資及貸款—本公司(續)

#### (a) Investments in subsidiaries (continued)

#### (a) 附屬公司投資(續)

Name	Place and date of incorporation	Legal status	Percentage of equity interest attributable to the Group 本集團應佔權益百分比	Issued and fully paid capital	Authorised capital	Principal activities
名稱	註冊成立地點及日期	法定主體類別	百分比	已發行及繳足股本	法定股本	主要業務
Suifenhe City Jinyin Trading Co., Ltd. ("Jinyin Trading") (iv) 綏芬河市津銀貿易有限公司 (「津銀貿易」)(iv)	PRC 24 September 2008 中國 二零零八年九月二十四日	Limited liability company 有限責任公司	97.6% (Indirectly held) 97.6% (間接持有)	RMB10,000,000 人民幣 10,000,000元	RMB10,000,000 人民幣 10,000,000元	Import and export of goods and technology 進出口貨物及技術
Hebei Jinxi Iron and Steel Group Zhengda Iron and Steel Co., Ltd. (「Zhengda Iron and Steel」) 河北津西鋼鐵集團正達鋼鐵有限公司 (「正達鋼鐵」)	PRC 19 December 2008 中國 二零零八年十二月十九日	Limited liability company 有限責任公司	69.3% (Indirectly held) 69.3% (間接持有)	RMB50,000,000 人民幣 50,000,000元	RMB50,000,000 人民幣 50,000,000元	Manufacture and sales of steel products 生產及銷售鋼鐵產品
Tangshan Fengrun Qu Tong Yuan Trading Company Limited (「Tong Yuan Trading」) 唐山市豐潤區通遠商貿有限公司 (「通遠商貿」)	PRC 22 May 2009 中國 二零零九年五月二十二日	Limited liability company 有限責任公司	69.3% (Indirectly held) 69.3% (間接持有)	RMB100,000 人民幣 100,000元	RMB100,000 人民幣 100,000元	Purchase and sale of ferrous metal and coke 買賣黑色金屬及焦炭
Hebei Jinxi Boyuan Real Estate Co., Ltd. (「Boyuan Real Estate」) 河北津西博遠房地產開發有限公司 (「博遠房地產」)	PRC 17 December 2009 中國 二零零九年十二月十七日	Limited liability company 有限責任公司	58.56% (Indirectly held) 58.56% (間接持有)	RMB100,000,000 人民幣 100,000,000元	RMB100,000,000 人民幣 100,000,000元	Development and sales of real estate 開發及銷售房地產
Clear Precision Limited (「Clear Precision」)	BVI 22 July 2010 英屬維爾京群島 二零一零年七月二十二日	Limited liability company 有限責任公司	100% (Directly held) 100% (直接持有)	US\$2 2美元	US\$50,000 50,000美元	Investment holding 投資控股

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 10. INVESTMENTS IN AND LOANS TO SUBSIDIARIES – COMPANY (continued)

#### (a) Investments in subsidiaries (continued)

Name	Place and date of incorporation	Legal status	Percentage of equity interest attributable to the Group 本集團應佔權益 百分比	Issued and fully paid capital	Authorised capital	Principal activities
名稱	註冊成立地點及日期	法定主體類別		已發行及繳足股本	法定股本	主要業務
Beijing Jinxi Investment Holding Co., Ltd. ("Beijing Jinxi Investment") 北京津西投資控股有限公司 (「北京津西投資」)	PRC 26 August 2010	Limited liability company	97.6% (Indirectly held)	RMB100,000,000	RMB100,000,000	Investment holding
	中國 二零一零年 八月二十六日	有限責任公司	97.6% (間接持有)	人民幣 100,000,000元	人民幣 100,000,000元	投資控股
Oriental Evertrust Finance Leasing Co., Ltd. ("Oriental Evertrust") 東方信遠融資租賃有限公司 (「東方信遠」)	PRC 27 September 2010	Limited liability company	100% (Indirectly held)	US\$200,000,000	US\$200,000,000	Financial leasing and leasing
	中國 二零一零年 九月二十七日	有限責任公司	100% (間接持有)	200,000,000 美元	200,000,000 美元	金融租賃及租賃
Oriental Green Energy-Saving Environmental Protection Engineering Co., Ltd. ("Oriental Green") 東方綠源節能環保工程 有限公司(「東方綠源」)	PRC 20 October 2010	Limited liability company	97.6% (Indirectly held)	RMB50,000,000	RMB50,000,000	Environmental Protection Engineering
	中國 二零一零年 十月二十日	有限責任公司	97.6% (間接持有)	人民幣 50,000,000元	人民幣 50,000,000元	環境保護工程
Hebei Jinshun Energy-Saving Technology Development Co., Ltd. ("Jinshun Energy-Saving") 河北津順節能技術開發 有限公司(「津順節能」)	PRC 17 November 2010	Limited liability company	97.6% (Indirectly held)	RMB100,000,000	RMB100,000,000	Research and development on recycling and energy-saving technology and other recycling business
	中國 二零一零年 十一月十七日	有限責任公司	97.6% (間接持有)	人民幣 100,000,000元	人民幣 100,000,000元	研發循環及節能技術 及其他循環業務
Beijing Jinxi Boyuan Real Estate Co., Ltd. ("Beijing Real Estate") 北京津西博遠置業 有限公司(「北京房地產」)	PRC 18 November 2010	Limited liability company	97.6% (Indirectly held)	RMB100,000,000	RMB100,000,000	Development and sales of real estate
	中國 二零一零年 十一月十八日	有限責任公司	97.6% (間接持有)	人民幣 100,000,000元	人民幣 100,000,000元	開發及銷售房地產

### 10. 附屬公司投資及貸款—本公司(續)

#### (a) 附屬公司投資(續)

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 10. INVESTMENTS IN AND LOANS TO SUBSIDIARIES – COMPANY (continued)

### 10. 附屬公司投資及貸款 – 本公司 (續)

#### (a) Investments in subsidiaries (continued)

#### (a) 附屬公司投資 (續)

Name	Place and date of incorporation	Legal status	Percentage of equity interest attributable to the Group 本集團應佔權益 百分比	Issued and fully paid capital 已發行及繳足股本	Authorised capital 法定股本	Principal activities 主要業務
China Oriental Singapore Pte. Ltd. ("China Oriental Singapore")	Singapore 29 November 2010	Limited liability company	100% (Indirectly held)	US\$10,000,000	Not applicable	Trading of iron ore and related products
China Oriental Singapore Pte. Ltd. (["China Oriental Singapore"])	新加坡 二零一零年十一月二十九日	有限責任公司	100% (間接持有)	10,000,000 美元	不適用	買賣鐵礦石及相關產品
Hebei Jinxi Iron and Steel Group Dafang Heavy Industry Science and Technology Co., Limited ("Jinxi Dafang")	PRC 27 November 2003	Limited liability company	45.75% (Indirectly held)	RMB93,098,162	RMB93,098,162	Manufacture and sales of casting products and equipment maintenance
河北津西鋼鐵集團大方重工科技有限公司 (["津西大方"])	中國 二零零三年十一月二十七日	有限責任公司	45.75% (間接持有)	人民幣 93,098,162 元	人民幣 93,098,162 元	生產及銷售鑄造產品及設備維護
Jinxi International Trade Co., Ltd. ("Jinxi International Trade") (iv)	PRC 23 March 2011	Limited liability company	97.6% (Indirectly held)	RMB100,000,000	RMB100,000,000	International trading
津西國際貿易有限公司 (["津西國際貿易"])(iv)	中國 二零一一年三月二十三日	有限責任公司	97.6% (間接持有)	人民幣 100,000,000 元	人民幣 100,000,000 元	國際貿易
Tangshan Fengnan Qu Yun Da Trading Co., Ltd. ("Yun Da Trading") (iv)	PRC 1 June 2011	Limited liability company	97.6% (Indirectly held)	RMB5,000,000	RMB5,000,000	Purchase and sale of steel products
唐山市豐南區運達商貿有限公司 (["運達商貿"])(iv)	中國 二零一一年六月一日	有限責任公司	97.6% (間接持有)	人民幣 5,000,000 元	人民幣 5,000,000 元	鋼材產品買賣
Hebei Caofeidian Jinxing Resource Development Co., Ltd. ("Caofeidian Jinxing") (i)	PRC 1 July 2011	Limited liability company	98.0% (Indirectly held)	USD34,000,000	USD34,000,000	Motor vehicle scrap and crush demolition solution
河北曹妃甸津興資源開發有限公司 (["曹妃甸津興"])(i)	中國 二零一一年七月一日	有限責任公司	98.0% (間接持有)	34,000,000 美元	34,000,000 美元	機動車輛報廢和壓碎清理方案

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 10. INVESTMENTS IN AND LOANS TO SUBSIDIARIES – COMPANY (continued)

(a) Investments in subsidiaries (continued)

Name	Place and date of incorporation	Legal status	Percentage of equity interest attributable to the Group 本集團應佔權益 百分比	Issued and fully paid capital	Authorised capital	Principal activities
名稱	註冊成立地點及日期	法定主體類別		已發行及繳足股本	法定股本	主要業務
Beijing Jinxi LongXiang Culture Development Co., Ltd. ("LongXiang Culture")	PRC 4 May 2012	Limited liability company	97.6% (Indirectly held)	RMB10,000,000	RMB10,000,000	Publication
北京津西龍翔文化發展有限公司 (「龍翔文化」)	中國 二零一二年五月四日	有限責任公司	97.6% (間接持有)	人民幣 10,000,000元	人民幣 10,000,000元	出版業
Tianjin Oriental Huitong Microcredit Co., Ltd. ("Oriental Huitong")	PRC 29 June 2012	Limited liability company	98.1% (Indirectly held)	RMB100,000,000	RMB100,000,000	Provision of loans
天津東方匯通小額貸款有限公司 (「東方匯通」)	中國 二零一二年六月二十九日	有限責任公司	98.1% (間接持有)	人民幣 100,000,000元	人民幣 100,000,000元	提供貸款
Tianjin Jinxi Logistics Co., Ltd. ("Jinxi Logistics")	PRC 31 July 2012	Limited liability company	97.6% (Indirectly held)	RMB5,000,000	RMB5,000,000	Provision of agency services for import/export
天津津西物流有限公司 (「津西物流」)	中國 二零一二年七月三十一日	有限責任公司	97.6% (間接持有)	人民幣 5,000,000元	人民幣 5,000,000元	提供進出口代理服務
Qianxi Xinhaiyuan Trade Co., Ltd. ("Xinhaiyuan") (ii)	PRC 24 October 2012	Limited liability company	97.6% (Indirectly held)	RMB2,000,000	RMB2,000,000	Sales of mining machinery accessories
遷西縣鑫海源商貿有限公司 (「鑫海源」)(ii)	中國 二零一二年十月二十四日	有限責任公司	97.6% (間接持有)	人民幣 2,000,000元	人民幣 2,000,000元	銷售採礦機械配件
Tianjin Julii Trade Co., Ltd. ("Julii Trade")	PRC 25 October 2012	Limited liability company	97.6% (Indirectly held)	RMB20,000,000	RMB20,000,000	International Trading
天津聚利貿易有限公司 (「聚利貿易」)	中國 二零一二年十月二十五日	有限責任公司	97.6% (間接持有)	人民幣 20,000,000元	人民幣 20,000,000元	國際貿易

### 10. 附屬公司投資及貸款—本公司(續)

(a) 附屬公司投資(續)

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 10. INVESTMENTS IN AND LOANS TO SUBSIDIARIES – COMPANY (continued)

#### (a) Investments in subsidiaries (continued)

##### Transactions within the Group

- (i) On 20 December 2012, the paid in capital of Caofeidian Jinxing has increased by US\$ 28.9 million (equivalent to RMB 182 million) to US\$ 34 million. The additional capital was contributed by Jinxi Limited. After the capital contribution, Jinxi Limited and the Company hold 85% and 15% of its equity interest respectively.
- (ii) Xinhaiyuan was incorporated on 24 October 2012 by two individual shareholders and the paid-in capital of Xinhaiyuan was RMB 2 million. At the date of incorporation of Xinhaiyuan, the Group entered into certain agreements with these shareholders of Xinhaiyuan. Pursuant to the agreements, the shareholders of Xinhaiyuan conveyed to the Group all their rights in Xinhaiyuan, including but not limited to financial and operating decision and voting rights. Through such agreements, the Group had de-facto control of Xinhaiyuan and the Group consolidated the financial statements of Xinhaiyuan as a subsidiary.

### 10. 附屬公司投資及貸款－本公司(續)

#### (a) 附屬公司投資(續)

##### 本集團內交易

- (i) 於二零一二年十二月二十日，曹妃甸津興的實繳股本增加2,890萬美元(相等於約人民幣1.82億元)至3,400萬美元。額外股本由津西鋼鐵提供。完成注資後，津西鋼鐵及本公司分別持有其85%及15%的權益。
- (ii) 鑫海源由兩名個人股東於二零一二年十月二十四日註冊成立，其實繳資本為人民幣200萬元。於鑫海源的註冊成立日期，本集團與該等鑫海源股東訂立若干協議。根據該協議，鑫海源的股東向本集團移交彼等於鑫海源的權利，包括但不限於財務及經營決策以及投票權。透過該協議，本集團擁有鑫海源的實際控制權，且本集團將鑫海源作為附屬公司合併至財務報表。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 10. INVESTMENTS IN AND LOANS TO SUBSIDIARIES – COMPANY (continued)

#### (a) Investments in subsidiaries (continued)

##### Transactions outside the Group

(iii) On 7 March 2012, Jinxi Limited entered into an equity transfer agreement with Qianxi County Hui Yin Trading Company Limited (“Hui Yin”), a related party whose directors, Mr. Han Jingyuan, Mr. Zhu Jun and Mr. Shen Xiaoling, are also directors of the Company. Pursuant to the equity transfer agreement, Jinxi Limited acquired 20% equity interest in Jinxi Section Steel from Huiyin at a cash consideration of approximately RMB 93.6 million. After the acquisition, Jinxi Section Steel became a wholly owned subsidiary of Jinxi Limited.

(iv) Jinyin Trading, Jinxi International Trade and Yun Da Trading are the subsidiaries of Jinxi Section Steel, whose percentages of equity interest attributing to the Group changed in line with the acquisition of Jinxi Section Steel.

#### (b) Loans to subsidiaries

Loans to subsidiaries

附屬公司貸款

The loans to subsidiaries form part of the Company's net investment in the PRC subsidiaries.

### 10. 附屬公司投資及貸款—本公司(續)

#### (a) 附屬公司投資(續)

##### 本集團外交易

(iii) 於二零一二年三月七日，津西鋼鐵與關聯方遷西縣匯銀工貿有限公司(「匯銀」，其董事韓敬遠先生、朱軍先生及沈曉玲先生亦為本公司董事)訂立一份股權轉讓協議，根據該股權轉讓協議，津西鋼鐵以現金代價約人民幣9,360萬元向匯銀收購津西型鋼的20%股權權益。於收購後，津西型鋼成為津西鋼鐵的全資附屬公司。

(iv) 津銀貿易、津西國際貿易及運達商貿均為津西型鋼的附屬公司，本集團應佔該等公司的股權百分比與收購津西型鋼呈一致變動。

#### (b) 附屬公司貸款

2012	2011
二零一二年	二零一一年

4,521,138	4,630,942
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附屬公司貸款構成本公司於中國附屬公司投資淨額的一部分。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 10. INVESTMENTS IN AND LOANS TO SUBSIDIARIES – COMPANY (continued)

#### (b) Loans to subsidiaries (continued)

The loans to Jinxi Limited amounting to US\$ 106.7 million (equivalent to RMB 670.7 million) are unsecured, have a repayment term of 20 years, and bear interest at a rate of 8% per annum from 1 July 2010. The Directors have resolved that these loans will not be settled upon maturity and regarded these loans as part of the Company's net investment in Jinxi Limited.

The loans to Jinxi Jinlan amounting to US\$ 51.0 million (equivalent to RMB 320.6 million) are unsecured, have a repayment term of 7 years, and bear interest at a rate of 7% per annum from 16 November 2010.

The rest of the loans to subsidiaries amounting to RMB 3,529.8 million are unsecured, interest-free and with no fixed terms of repayment.

All the loans to subsidiaries are eliminated at upon consolidation.

### 10. 附屬公司投資及貸款－本公司(續)

#### (b) 附屬公司貸款(續)

對津西鋼鐵的貸款1.067億美元(相等於人民幣6.707億元)為無抵押，還款期為20年，自二零一零年七月一日起按8%的年利率計息。經董事決議，該等貸款無須在到期時償還，而將作為本公司對津西鋼鐵所作投資淨額的一部分。

對津西金蘭提供的貸款為5,100萬美元(相等於人民幣3.206億元)，為無抵押，還款期為7年，自二零一零年十一月十六日起按7%的年利率計息。

該等對附屬公司貸款餘額人民幣35,298億元均為無抵押、免息及無固定還款期。

對附屬公司提供的所有貸款均於合併時消除。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 11. INVESTMENT IN AN ASSOCIATE – GROUP

### 11. 聯營公司投資－本集團

		2012 二零一二年	2011 二零一一年
At 1 January	於一月一日	12,697	10,557
Share of result of an associate (Note 39)	應佔一間聯營公司業績 (附註39)	(12,697)	2,140
At 31 December	於十二月三十一日	—	12,697

The information of the unlisted associated company as at and for the year ended 31 December 2012 is as follows:

非上市聯營公司於及截至二零一二年十二月三十一日止年度的資料如下：

Name	Place and date of incorporation	Percentage of equity interest attributable to the Group	Assets	Liabilities	Revenues	Net loss
名稱	註冊成立地點及日期	本集團應佔權益百分比	資產	負債	收入	淨虧損
Qianxi County Zhongxing Iron Mine Co., Ltd. ("Zhongxing Iron Mine")	PRC 21 May 2002	35% (indirectly held)	145,407	142,394	36,740	(36,478)
遷西縣中興礦業有限公司 ([中興礦業])	中國 二零零二年 五月二十一日	35% (間接持有)	145,407	142,394	36,740	(36,478)

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 12. FINANCIAL INSTRUMENTS BY CATEGORY – GROUP AND COMPANY

### 12. 金融工具(按類別) – 本集團及本公司

#### The Group

#### 本集團

		Loans and receivables	Available- for-sale financial assets	Total
		貸款及 應收賬款	可供出售 金融資產	總計
<b>Assets as per consolidated balance sheet</b>	<b>合併資產負債表所示的資產</b>			
As at 31 December 2012	於二零一二年十二月三十一日			
Available-for-sale financial assets (Note 15)	可供出售金融資產(附註15)	-	157,280	157,280
Trade and notes receivables (Note 17)	應收貿易賬款及票據(附註17)	6,826,649	-	6,826,649
Deposits and other receivables (Note 18)	按金及其他應收賬款 (附註18)	605,665	-	605,665
Amounts due from related parties (Note 42(c))	應收關聯方款項(附註42(c))	90,107	-	90,107
Loan receivables (Note 19)	應收貸款(附註19)	379,700	-	379,700
Restricted bank balances (Note 20)	受限制銀行結餘(附註20)	1,109,794	-	1,109,794
Cash and cash equivalents (Note 20)	現金及現金等價物(附註20)	879,005	-	879,005
<b>Total</b>	<b>總計</b>	<b>9,890,920</b>	<b>157,280</b>	<b>10,048,200</b>
As at 31 December 2011	於二零一一年十二月三十一日			
Available-for-sale financial assets (Note 15)	可供出售金融資產(附註15)	-	167,976	167,976
Trade and notes receivables (Note 17)	應收貿易賬款及票據(附註17)	4,226,839	-	4,226,839
Deposits and other receivables (Note 18)	按金及其他應收賬款 (附註18)	907,876	-	907,876
Amounts due from related parties (Note 42(c))	應收關聯方款項(附註42(c))	65,831	-	65,831
Loan receivable (Note 19)	應收貸款(附註19)	320,000	-	320,000
Restricted bank balances (Note 20)	受限制銀行結餘(附註20)	891,396	-	891,396
Cash and cash equivalents (Note 20)	現金及現金等價物(附註20)	965,082	-	965,082
<b>Total</b>	<b>總計</b>	<b>7,377,024</b>	<b>167,976</b>	<b>7,545,000</b>

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 12. FINANCIAL INSTRUMENTS BY CATEGORY – GROUP AND COMPANY (continued)

The Group (continued)

### 12. 金融工具(按類別) – 本集團及本公司(續)

本集團(續)

		Financial liabilities measured at amortised cost 按攤銷成本計量之金融負債
<b>Liabilities as per consolidated balance sheet</b>	<b>合併資產負債表所示的負債</b>	
As at 31 December 2012	於二零一二年十二月三十一日	
Trade payables (Note 23)	應付貿易賬款(附註23)	3,678,585
Other payables	其他應付賬款	611,311
Borrowings (Note 25)	借款(附註25)	8,355,004
Other long-term payables (Note 26)	其他長期應付款(附註26)	141,136
Amounts due to related parties (Note 42(c))	應付關聯方款項(附註42(c))	143,309
Total	總計	<u>12,929,345</u>
As at 31 December 2011	於二零一一年十二月三十一日	
Trade payables (Note 23)	應付貿易賬款(附註23)	2,106,100
Other payables	其他應付賬款	368,433
Borrowings (Note 25)	借款(附註25)	7,513,384
Other long-term payables (Note 26)	其他長期應付款(附註26)	357,063
Amounts due to related parties (Note 42(c))	應付關聯方款項(附註42(c))	118,451
Total	總計	<u>10,463,431</u>

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 12. FINANCIAL INSTRUMENTS BY CATEGORY – GROUP AND COMPANY (continued)

### 12. 金融工具(按類別) – 本集團及本公司(續)

#### The Company

#### 本公司

		Loans and receivables	Available- for-sale financial assets	Total
		貸款及 應收賬款	可供出售 金融資產	總計
<b>Assets as per company balance sheet</b>	<b>公司資產負債表所示資產</b>			
As at 31 December 2012	於二零一二年十二月三十一日			
Available-for-sale financial assets (Note 15)	可供出售金融資產(附註15)	-	47,675	47,675
Trade and notes receivables (Note 17)	應收貿易及票據賬款(附註17)	2,736,279	-	2,736,279
Deposits and other receivables (Note 18)	按金及其他應收賬款(附註18)	1,531	-	1,531
Restricted bank balances (Note 20)	受限制銀行結餘(附註20)	201,685	-	201,685
Cash and cash equivalents (Note 20)	現金及現金等價物(附註20)	39,866	-	39,866
<b>Total</b>	<b>總計</b>	<b>2,979,361</b>	<b>47,675</b>	<b>3,027,036</b>
		Loans and receivables	Available- for-sale financial assets	Total
		貸款及 應收賬款	可供出售 金融資產	總計
<b>Assets as per company balance sheet</b>	<b>公司資產負債表所示資產</b>			
As at 31 December 2011	於二零一一年十二月三十一日			
Available-for-sale financial assets (Note 15)	可供出售金融資產(附註15)	-	58,371	58,371
Trade and notes receivables (Note 17)	應收貿易及票據賬款(附註17)	3,310,668	-	3,310,668
Deposits and other receivables (Note 18)	按金及其他應收賬款(附註18)	69,196	-	69,196
Restricted bank balances (Note 20)	受限制銀行結餘(附註20)	113,296	-	113,296
Cash and cash equivalents (Note 20)	現金及現金等價物(附註20)	172,641	-	172,641
<b>Total</b>	<b>總計</b>	<b>3,665,801</b>	<b>58,371</b>	<b>3,724,172</b>

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 12. FINANCIAL INSTRUMENTS BY CATEGORY – GROUP AND COMPANY (continued)

#### The Company (continued)

#### Liabilities as per company balance sheet

As at 31 December 2012

Trade payables (Note 23)

Borrowings (Note 25)

Total

As at 31 December 2011

Trade payables (Note 23)

Borrowings (Note 25)

Total

#### 公司資產負債表所示負債

於二零一二年十二月三十一日

應付貿易賬款(附註23)

借款(附註25)

總計

於二零一一年十二月三十一日

應付貿易賬款(附註23)

借款(附註25)

總計

160,974

5,554,133

5,715,107

58,854

6,338,549

6,397,403

Financial liabilities  
measured at  
amortised cost  
按攤銷成本計量  
之金融負債

### 13. CREDIT QUALITY OF FINANCIAL ASSETS

The credit quality of financial assets that are neither past due nor impaired can be assessed by types of the financial assets and by reference to historical information about counterparty default rates. The Group categorised the trade, notes receivables and loan receivables as follows:

- Group 1 – Bank acceptance notes
- Group 2 – Trade, notes receivables and loan receivables due from customers with no defaults in the past
- Group 3 – Trade, notes receivables and loan receivables due from customers with some defaults in the past

### 13. 金融資產的信貨狀況

尚未到期亦沒有減值的金融資產的信貨狀況可根據金融資產類別，並參考有關對方拖欠比率的歷史資料進行評估。本集團將應收貿易、票據賬款和應收貸款分類如下：

- 第一類－銀行承兌匯票
- 第二類－應收過往無拖欠記錄的客戶的應收貿易、票據賬款及應收貸款
- 第三類－應收過往部分有拖欠記錄的客戶的應收貿易、票據賬款及應收貸款

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 13. CREDIT QUALITY OF FINANCIAL ASSETS (continued)

Trade, notes receivables and loan receivables

		2012 二零一二年	2011 二零一一年
Group 1	第一類	5,702,736	3,830,658
Group 2	第二類	1,503,613	716,181
Group 3	第三類	-	-
		<b>7,206,349</b>	<b>4,546,839</b>

The credit quality of 'Available-for-sale financial assets', 'Deposits and other receivables' and 'Amounts due from related parties' of the Group is disclosed in Notes 15, 18 and 42(c) respectively.

The Group categorises cash in banks as follows:

- Group 1 – Major international banks
- Group 2 – Listed banks in the PRC
- Group 3 – Subsidiary of listed banks and other banks in the PRC

The Directors considered the credit risks in respect of cash in banks and bank deposits with financial institution are relatively minimum as each counter party either bears a high credit rating or is state-owned bank and large local banks in the PRC.

Cash in banks and bank deposits

		Group 本集團		Company 本公司	
		2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年
Group 1	第一類	352,178	273,104	187,748	170,898
Group 2	第二類	1,570,143	1,519,823	53,774	115,034
Group 3	第三類	55,506	57,689	-	-
		<b>1,977,827</b>	<b>1,850,616</b>	<b>241,522</b>	<b>285,932</b>

### 13. 金融資產的信貨狀況(續)

應收貿易、票據賬款及應收貸款

		2012 二零一二年	2011 二零一一年
Group 1	第一類	5,702,736	3,830,658
Group 2	第二類	1,503,613	716,181
Group 3	第三類	-	-
		<b>7,206,349</b>	<b>4,546,839</b>

本集團「可供出售金融資產」、「按金及其他應收賬款」及「應收關聯方款項」的信貨狀況分別於附註15、18及42(c)披露。

本集團將其銀行存款分類如下：

- 第一類 – 主要國際銀行
- 第二類 – 中國上市銀行
- 第三類 – 中國上市銀行附屬機構及其他銀行

由於各方有高度信貨評級或為中國國有銀行及中國當地大型銀行，故董事認為存放於金融機構的銀行現金及銀行存款信貨風險極低。

銀行現金及銀行存款

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 14. PROPERTIES UNDER DEVELOPMENT AND HELD FOR SALE – GROUP

### 14. 發展中及持作出售物業—本集團

		2012 二零一二年	2011 二零一一年
Properties under development comprise:	發展中物業包括：		
– Construction costs	– 建設成本	140,828	170,780
– Land use rights	– 土地使用權	136,268	193,440
– Interests capitalised	– 資本化利息	5,847	4,637
		<b>282,943</b>	368,857
Completed properties held for sale	持作出售的完工物業	<b>105,070</b>	–
		<b>388,013</b>	368,857

The properties under development and held for sale are all located in the PRC. The related land use rights are on leases of 40 to 70 years.

發展中及持作出售的物業均位於中國。相關土地使用權租期為40至70年。

		2012 二零一二年	2011 二零一一年
Properties under development comprised:	發展中物業包括：		
Expected to be completed and available for sale after more than 12 months	預期將於12個月以後完工及可供出售	<b>282,943</b>	368,857

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 15. AVAILABLE-FOR-SALE FINANCIAL ASSETS

### 15. 可供出售金融資產

#### The Group

#### 本集團

		2012 二零一二年	2011 二零一一年
Unlisted equity interests (a)	非上市權益 (a)	297,705	252,705
Additions	添置	-	45,000
Less: provision for impairment (b)	減：減值撥備 (b)	(188,100)	(188,100)
Net	淨值	<b>109,605</b>	109,605
Listed equity interests (c)	上市權益 (c)	58,371	51,567
(Less)/add: fair value (losses)/gains transfer (from)/to equity (Note 22)	(減)/加：公允價值 (虧損)/收益轉撥 (自)/至權益 (附註22)	(10,696)	6,804
Net	淨值	<b>47,675</b>	58,371
Total	總計	<b>157,280</b>	167,976

(a) The Group's unlisted equity interests mainly comprised an investment amounted to RMB 188 million in a 51% equity interest in Qianxi County Jinjin Mine Co., Ltd. ("Jinjin Mine"), and an investment amounted to RMB 95 million in a 10% equity interest in Caofeidian Port Company Limited. The investee companies are both operating in the PRC.

As the above investments do not have any quoted market price in an active market, the range of reasonable fair value estimate is so significant and the probabilities of the various estimates cannot be reasonably assessed, the Directors are of the opinion that their fair values cannot be reliably measured. Therefore, these investments are stated at cost less impairment, if any.

(a) 本集團的非上市權益主要包括以人民幣1.88億元投資取得遷西縣津金礦業有限公司(「津金礦業」)的51%股權及以人民幣9,500萬元投資以取得唐山曹妃甸港口有限公司的10%股權。該等獲投資的公司均於中國營運。

由於上述投資於活躍市場並無任何市場報價，公允價值合理估計的範圍相當廣闊，而對各項估計的可能性無法合理作出評估，故董事認為其公允價值無法可靠計量。因此，該等投資按成本減減值列賬(如有)。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 15. AVAILABLE-FOR-SALE FINANCIAL ASSETS

(continued)

#### The Group (continued)

- (b) Regarding the investment in Jinjin Mine, the major asset of Jinjin Mine is the mining rights of an iron mine in Qianxi County. In December 2008, Jinxi Limited, a subsidiary of the Group, entered into certain cooperation agreements (the “Cooperation Agreements”) with a third-party shareholder of Jinjin Mine. Pursuant to the Cooperation Agreements, from the incorporation date of 5 August 2008 to 31 January 2011 (“Lease Period”), Jinxi Limited conveyed to the third-party shareholder of Jinjin Mine (“Lessee 1”) all the voting rights on the financial and operating policies of Jinjin Mine. In August 2010, the Lease Period was extended to 30 September 2011. In September 2011, Jinxi Limited entered into a cooperation agreement with another third-party, Hebei Dong Industry Corporation (Group) (“Dong Company”) (“Lessee 2”), pursuant to which Jinxi Limited conveyed to Dong Company all the voting rights on the financial and operating policies of Jinjin Mine from September 2011 to September 2012,

The lessees were exclusively entitled to the profit or loss and net assets accumulated during the lease periods in return for paying lease fees to Jinxi Limited. The lessees were also responsible for preserving and increasing the value of the net assets of Jinjin Mine at the end of lease periods. The lease fees were determined based on the local iron powder market price and are subject to adjustments quarterly.

### 15. 可供出售金融資產(續)

#### 本集團(續)

- (b) 就於津金礦業的投資而言，津金礦業的主要資產為於遷西縣一個鐵礦的採礦權。於二零零八年十二月，本集團附屬公司津西鋼鐵與津金礦業的第三方股東訂立若干合作協議（「合作協議」）。根據合作協議，自註冊成立日期（即二零零八年八月五日）起至二零一一年一月三十一日（「租賃期間」），津西鋼鐵授予津金礦業的第三方股東（「承租人1」）有關津金礦業的財務及經營政策的所有投票權。於二零一零年八月，租賃期間延至二零一一年九月三十日。於二零一一年九月，津西鋼鐵與另一第三方河北董氏實業集團（「董氏公司」）（「承租人2」）簽訂一份合作協議，據此，自二零一一年九月起至二零一二年九月，津西鋼鐵授予董氏公司有關津金礦業的財務及經營決策的所有投票權。

承租人於租賃期間內獨家享有累計溢利或虧損及資產淨值，作為向津西鋼鐵支付租賃費用的回報。承租人亦負責於租賃期間結束時保持及增加津金礦業的淨資產價值。該等租賃費用乃根據當地鐵粉市場價格釐定並按季度進行調整。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 15. AVAILABLE-FOR-SALE FINANCIAL ASSETS

(continued)

#### The Group (continued)

In the opinion of the Directors, the Group is not able to exercise any significant influence on Jinjin Mine and therefore the investment in Jinjin Mine has been recognised as available-for-sale financial assets for the years ended 31 December 2012 and 2011.

The investment in Jinjin Mine has been fully provided for impairment by the Directors of the Company since 31 December 2011 given that most of the lease fee income have been long past due and not received, and that the recoverability of investment from the mining rights has become increasingly uncertain as the licence of mining rights is unlikely to be obtained.

- (c) The Group's listed equity interest comprised an investment in 600,000,000 ordinary shares, representing approximately 4.67% shareholding of Asia Energy Logistics Group Limited, a company listed on the main board of The Stock Exchange of Hong Kong Limited.

The fair value of the listed equity interest was determined on the basis of its quoted market prices at the balance sheet date.

### 15. 可供出售金融資產(續)

#### 本集團(續)

董事認為，本集團並不能對津金礦業行使任何重大影響，因此，截至二零一二年及二零一一年十二月三十一日止年度已確認於津金礦業的投資為可供出售金融資產。

鑒於租賃費用收入已長期逾期且尚未收回，且該等採礦權投資的可收回性因採礦權許可獲取無望而日益不明朗，故本公司董事自二零一一年十二月三十一日起已就津西礦業投資之減值計提金額撥備。

- (c) 本集團的上市權益包括投資600,000,000股普通股，佔亞洲能源物流集團有限公司(一間在香港聯合交易所有限公司主板上市的公司)約4.67%股權。

上市權益公允價值乃根據其於結算日的市場報價釐定。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 15. AVAILABLE-FOR-SALE FINANCIAL ASSETS

(continued)

#### The Company

		2012 二零一二年	2011 二零一一年
Listed equity interest	上市權益	58,371	51,567
(Less)/add: fair value (losses)/gains transfer (from)/to equity	(減)/加：公允價值(虧損)/收益轉撥(自)/至權益	(10,696)	6,804
Net	淨值	<b>47,675</b>	58,371

### 15. 可供出售金融資產(續)

#### 本公司

		2012 二零一二年	2011 二零一一年
Listed equity interest	上市權益	58,371	51,567
(Less)/add: fair value (losses)/gains transfer (from)/to equity	(減)/加：公允價值(虧損)/收益轉撥(自)/至權益	(10,696)	6,804
Net	淨值	<b>47,675</b>	58,371

### 16. INVENTORIES – GROUP

		2012 二零一二年	2011 二零一一年
Raw materials and materials in-transit	原材料及在途材料	2,239,405	3,690,877
Work-in-progress	在製品	259,445	394,369
Finished goods	製成品	693,708	530,657
		<b>3,192,558</b>	4,615,903

### 16. 存貨—本集團

As at 31 December 2012, inventories with a net book value of RMB 122 million (2011: RMB 61 million) were pledged as security for the Group's notes payable (Notes 23).

The cost of inventories recognised in cost of sales amounted to RMB 34,720 million (2011: RMB 35,995 million).

A loss of RMB 108 million in respect of the written-down of inventories to their net realisable values in 2011 was written back for the year ended 31 December 2012. These amounts have been included in 'cost of sales' in the income statement.

於二零一二年十二月三十一日，賬面淨值為人民幣1.22億元(二零一一年：人民幣6,100萬元)的存貨已作為本集團應付票據的抵押而予以質押(附註23)。

於銷售成本及開支中確認的存貨成本為人民幣34,720億元(二零一一年：人民幣35,995億元)。

於截至二零一二年十二月三十一日止年度，二零一一年人民幣1.08億元有關撇減存貨為可變現淨值的虧損已被撥回。該等金額已於利潤表的「銷售成本」內入賬。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 17. TRADE AND NOTES RECEIVABLES

#### The Group

<b>Non-current</b>	<b>非流動</b>
Trade receivables (a)	應收貿易賬款 (a)
<b>Current</b>	<b>流動</b>
Trade receivables	應收貿易賬款
Less: impairment provision for trade receivables (Note 31)	減：應收貿易賬款的 減值撥備(附註31)
Trade receivables – net	應收貿易賬款－淨額
Notes receivable (b)	應收票據 (b)
Total of trade and notes receivables, net of provision	應收貿易賬款及票據總額， 扣除撥備

- (a) The non-current trade receivables represented the receivables due from a third party for the provision of construction services. The trade receivables are repayable within two years and bear interest at a rate of 6.3% per annum.
- (b) As at 31 December 2012, notes receivable were all bank acceptance notes, of which approximately RMB 853 million (2011: RMB 147 million) and RMB 1,347 million (2011: RMB 14 million) were pledged as security for the Group's notes payable (Note 23) and borrowings (Note 25) respectively.

The settlement of the notes receivable were guaranteed by banks with maturity dates within six months and the credit risks of the notes receivables are considered low.

As at 31 December 2012 and 2011, the carrying amount of the Group's trade and notes receivables approximated their fair values.

Except for the non-current trade receivables as mentioned above, the credit policy usually adopted by the Group for the sales of products to customers is to deliver goods either upon receipt in cash or upon receipt of bank acceptance notes with the maturity dates within six months.

### 17. 應收貿易賬款及票據

#### 本集團

<b>2012</b>	2011
二零一二年	二零一一年
<b>576,155</b>	-
<b>550,827</b>	399,788
<b>(3,069)</b>	(3,607)
<b>547,758</b>	396,181
<b>5,702,736</b>	3,830,658
<b>6,250,494</b>	4,226,839
<b>6,826,649</b>	4,226,839

- (a) 非流動應收貿易賬款為就提供工程服務的應收第三方款項。應收貿易賬款須於兩年內償還且按年利率6.3%計息。

- (b) 於二零一二年十二月三十一日，應收票據均為銀行承兌匯票，其中含有為開具本集團應付票據(附註23)及借款(附註25)而抵押的應收票據分別為約人民幣8.53億元(二零一一年：人民幣1.47億元)及人民幣13.47億元(二零一一年：人民幣1,400萬元)。

應收票據的到期日在六個月以內，其結算由銀行擔保及信貸風險被視為低。

於二零一二年及二零一一年十二月三十一日，本集團的應收貿易賬款及票據的賬面值近似其公允價值。

除上文所述之非流動應收貿易賬款外，本集團執行的產品銷售信貸政策，通常為於收取現金或到期日在六個月以內的銀行承兌匯票時向客戶交付貨物。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 17. TRADE AND NOTES RECEIVABLES (continued)

#### The Group (continued)

As at 31 December 2012 and 2011, the ageing analysis of the gross amount of trade and notes receivables was as follows:

Within 3 months	3個月內
4-6 months	4至6個月
7-12 months	7至12個月

As at 31 December 2012, trade receivables amounted to RMB 214 million (2011: RMB 40 million) were secured by letters of credit issued by third party customers, and those trade receivables amounted to RMB 576 million (2011: nil) were secured by the pledge of property, plant and equipment of a third-party customer of RMB 912 million.

As at 31 December 2012, trade receivables of RMB 222 million (2011: RMB 345 million) were past due but not impaired. These receivables to a number of independent customers with no recent history of default. The Directors considered that trade receivables which are past due within three months are not impaired. The ageing analysis of these trade receivables was as follows:

Within 3 months	3個月內
-----------------	------

### 17. 應收貿易賬款及票據(續)

#### 本集團(續)

於二零一二年及二零一一年十二月三十一日，應收貿易賬款及票據總額的賬齡分析如下：

	2012 二零一二年	2011 二零一一年
Within 3 months	<b>3,538,113</b>	2,293,212
4-6 months	<b>3,254,352</b>	1,900,654
7-12 months	<b>37,253</b>	36,580
	<b>6,829,718</b>	4,230,446

於二零一二年十二月三十一日，為第三方客戶開具的信用證作抵押的應收貿易賬款為人民幣2.14億元(二零一一年：人民幣4,000萬元)，而金額人民幣9.12億元的物業、廠房及設備為第三方客戶作抵押的應收貿易賬款為人民幣5.76億元(二零一一年：零)。

於二零一二年十二月三十一日，已逾期但無減值的應收貿易賬款為人民幣2.22億元(二零一一年：人民幣3.45億元)。該等應收款項涉及多個最近沒有拖欠還款記錄的獨立客戶。董事認為逾期不超過三個月的應收貿易賬款無需減值。該等應收貿易賬款的賬齡分析如下：

	2012 二零一二年	2011 二零一一年
Within 3 months	<b>211,914</b>	344,578

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
 (除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 17. TRADE AND NOTES RECEIVABLES (continued)

#### The Group (continued)

The carrying amounts of the Group's trade and notes receivables are denominated in the following currencies:

		2012 二零一二年	2011 二零一一年
RMB	人民幣	6,552,346	3,992,912
US\$	美元	277,372	237,534
		<b>6,829,718</b>	4,230,446

#### The Company

Trade receivables from third parties  
 Trade receivables from subsidiaries

應收第三方貿易賬款  
 應收附屬公司貿易賬款

### 17. 應收貿易賬款及票據 (續)

#### 本集團 (續)

本集團應收貿易賬款及票據的賬面值  
 乃以下列貨幣為單位：

		2012 二零一二年	2011 二零一一年
		6,552,346	3,992,912
		277,372	237,534
		<b>6,829,718</b>	4,230,446

#### 本公司

		2012 二零一二年	2011 二零一一年
		162,345	195,068
		2,573,934	3,115,600
		<b>2,736,279</b>	3,310,668

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 18. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

#### The Group

#### Non-current

Prepayments for purchase of property, plant and equipment (i)  
Receivables from operating lease (ii)  
Less: Impairment provision of prepayments, deposits and other receivables

#### 非流動

購買物業、廠房及設備的預付款項 (i)  
經營租賃的應收款項 (ii)  
減：預付款項、按金及其他應收賬款之減值撥備

#### Current

Prepayments for purchase of inventories  
Deposits and other receivables (iii)  
Receivables from operating lease, current portion (ii)  
Prepaid expense  
Less: Impairment provision of prepayments, deposits and other receivables

#### 流動

購買存貨的預付款項  
按金及其他應收賬款 (iii)  
經營租賃的應收款項，流動部分 (ii)  
預付費用  
減：預付款項、按金及其他應收賬款之減值撥備

### 18. 預付款項、按金及其他應收賬款

#### 本集團

	2012 二零一二年	2011 二零一一年
	<b>456,058</b>	436,818
	<b>77,533</b>	102,829
	<b>(77,533)</b>	-
	<b>456,058</b>	539,647
	<b>1,208,632</b>	1,076,465
	<b>605,665</b>	907,876
	<b>32,617</b>	32,617
	<b>23,621</b>	10,378
	<b>(82,613)</b>	(21,305)
	<b>1,787,922</b>	2,006,031
	<b>2,243,980</b>	2,545,678

As at 31 December 2012 and 2011, the carrying amounts of the Group's deposits and other receivables approximated their fair values.

As at 31 December 2012, the impairment provision of prepayments, deposits and other receivable composed of the impairment provision of RMB 29 million for certain advance payments for purchase of raw materials (2011: nil), the impairment provision of RMB 21 million for certain advance payments for mining rights of iron ore (2011: RMB 21 million) and the impairment provision of RMB 110 million for receivables for operating lease (2011: nil). As at 31 December 2012, the Directors concluded that there was significant uncertainty of recovering the above advance payments and receivables.

於二零一二年及二零一一年十二月三十一日，本集團按金及其他應收賬款之賬面值近似其公允價值。

於二零一二年十二月三十一日，預付款項、按金及其他應收賬款之減值撥備包括就購買原材料的若干預付款作出的減值撥備人民幣2,900萬元(二零一一年：零)、就購買鐵礦的採礦權若干預付款的減值撥備人民幣2,100萬元(二零一一年：人民幣2,100萬元)及經營租賃應收款項之減值撥備人民幣1.1億元(二零一一年：零)。於二零一二年十二月三十一日，董事得出結論是收回上述預付款及應收款項存在重大不明朗因素。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 18. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

#### The Group (continued)

Details of certain prepayment, deposits and other receivables are set out below:

- (i) As at 31 December 2012, the Group had an outstanding debt receivable from Tangshan Fengrun Hengfeng Iron and Steel Company Limited (“Hengfeng Iron and Steel”), a third party, amounting to RMB 456 million approximately. Pursuant to the original letter of intent and the subsequent supplementary letters of intent entered into with Zhengda Iron and Steel and Hengfeng Iron and Steel on 9 November 2011, 5 July 2012 and 28 December 2012, the Group has the intention to acquire part of the assets from Hengfeng Iron and Steel, and the outstanding debt receivable will form part of the consideration for the intended acquisition. This intended acquisition of assets is subject to entering into of a formal agreement and the completion of assets appraisal and due diligence review to the satisfaction of the Group.

### 18. 預付款項、按金及其他應收賬款 (續)

#### 本集團 (續)

若干預付款項、按金及其他應收賬款之詳情載列如下：

- (i) 於二零一二年十二月三十一日，唐山市豐潤區恒豐鋼鐵有限公司（「恒豐鋼鐵」）（第三方）尚欠本集團的賬款金額約為人民幣4.56億元。根據於二零一一年十一月九日，二零一二年七月五日及二零一二年十二月二十八日由正達鋼鐵與恒豐鋼鐵簽訂的原意向書及後續的補充意向書，本集團有意收購恒豐鋼鐵的部份資產，而尚欠的應收債務將構成計劃收購的總代價之其中部份。該計劃收購的資產需待訂立正式協議及得到本集團滿意對該資產的評估及盡職審查。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 18. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

#### The Group (continued)

- (ii) Pursuant to agreements entered into in 2011, Jinxi Limited, a subsidiary of the Group, paid considerations totalling approximately RMB 228 million and obtained 51% equity interests in each of five companies and the mining rights of Qianxi Gaojiadian Iron Mine (the “Gao Jia Dian Mine”). In January 2011, pursuant to a cooperation agreement entered with a third-party individual (the “Consignee”), from 1 March 2011 to 28 February 2017 (the “Grant Period”), Jinxi Limited conveyed to the Consignee all the voting rights relating to the financial and operating policies of the five companies, Tangshan Jinxi Mining Company Limited, a subsidiary of the Group, as well as the mining rights of Gao Jia Dian Mine. The Consignee is exclusively entitled to the profit and net assets accumulated by the six companies and the mining rights of Gao Jia Dian Mine during the Grant Period. As a return, the Consignee pays cash consideration of RMB 33 million annually during the Grant Period and a deposit of RMB 10 million which will offset the last payment in 2017.

In the opinion of the Directors, the Group regarded this as effectively disposed of its equity interests in the six companies and the mining rights of Gao Jia Dian Mine in return for a long-term lease fee receivable from the Consignee. Accordingly, the Group recognized an asset of receivable from operating lease which was determined based on the present value of the total cash receivable, amounting to approximately RMB 179 million at inception of the lease on 1 March 2011, and a loss of RMB 49 million during the year ended 31 December 2011.

### 18. 預付款項、按金及其他應收賬款 (續)

#### 本集團 (續)

- (ii) 根據二零一一年訂立的協議，津西鋼鐵(本集團之附屬公司)已支付代價約人民幣2.28億元以取得遷西縣高家店鐵礦(「高家店鐵礦」)之51%採礦權和五家公司之51%股權。於二零一一年一月，根據與第三方獨立人士(「受托方」)訂立的合作協議，自二零一一年三月一日起至二零一七年二月二十八日止(「授予期間」)，津西鋼鐵將該五家公司、唐山市津西礦業有限公司(本集團之附屬公司)的財務及經營決策的所有投票權及高家店鐵礦的採礦權授予受托方。於授予期間，受托方獨家享有對該六家公司及高家店鐵礦的採礦權所累積的溢利及淨資產。作為回報，受托方於授予期間每年支付現金代價人民幣3,300萬元及按金人民幣1,000萬元(將用作於二零一七年抵銷最後付款)。

董事認為，本集團出售其於該六家公司的股權及高家店鐵礦的採礦權並交換向受托方收取長期應收租賃乃屬有效。據此，自二零一一年三月一日開始租賃起，本集團確認自經營租賃的應收款項是按總應收現金的現值約人民幣1.79億元釐定，而截至二零一一年十二月三十一日止年度錄得的虧損為人民幣4,900萬元。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 18. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

#### The Group (continued)

(ii) (continued)

The receivables from the consignee has been fully provided for impairment by the Directors of the Company as at 31 December 2012 given that the consignee was experiencing significant financial difficulty at the end of the reporting period and default in a scheduled payment subsequently.

(iii) Included in current deposits and other receivable as at 31 December 2011 was an amount of RMB 486 million receivable from Qianxi County Jinxi Wan Tong Ductile Iron Pipes Co., Ltd. ("Jinxi Wantong"), the then related party and now a third party as the owner of the Company had been changed to a third party in 2011. The receivables were secured by a pledge of the fixed assets of Jinxi Wantong amounted to RMB 1,072 million, interest bearing at a rate of 6.56% per annum and repayable within one year. During the year ended 31 December 2012, Jinxi Limited, a subsidiary of the Group, acquired certain property, plant and equipment amounting to approximately RMB 734 million from Jinxi Wantong, and the receivables of RMB 486 million were used as part of the cash consideration.

As at December 2012, deposits and other receivables included two guaranteed loans in aggregated amount of RMB 148 million to a third party, bore interest at a rate of 6.98% per annum and repaid in full within one year.

#### The Company

Prepayments for purchase of inventories 購買存貨的預付款項  
Deposits and other receivables 按金及其他應收賬款

### 18. 預付款項、按金及其他應收賬款 (續)

#### 本集團 (續)

(ii) (續)

鑒於受托方於報告期末面臨重大財政困難且隨後違反付款計劃，於二零一二年十二月三十一日，本公司董事就應收受托方款項之減值計提全額撥備。

(iii) 應收遷西縣津西萬通球墨鑄管有限公司(「津西萬通」，當時之關聯方，現時為第三方，概因本公司擁有人已於二零一一年更改為第三方)款項人民幣4.86億元計入於二零一一年十二月三十一日之即期按金及其他應收賬款中。該等應收款項乃由津西萬通之固定資產人民幣10.72億元做抵押，按年利率6.56%計息及於一年內償還。於截至二零一二年十二月三十一日止年度，津西鋼鐵(本集團之附屬公司)自津西萬通收購若干物業、廠房及設備約人民幣7.34億元，而應收賬款人民幣4.86億元用作現金代價之一部分。

於二零一二年十二月三十一日，按金及其他應收賬款包括向一名第三方作出之兩筆擔保貸款合共人民幣1.48億元，按年利率6.98%計息且須於一年內悉數償還。

#### 本公司

	2012	2011
	二零一二年	二零一一年
	<b>1,029</b>	16,582
	<b>1,531</b>	69,196
	<b>2,560</b>	85,778

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 19. LOAN RECEIVABLES – GROUP

### 19. 應收貸款—本集團

		2012 二零一二年	2011 二零一一年
<b>Non-Current</b>	<b>非流動</b>		
Loan receivable (i)	應收貸款 (i)	300,000	300,000
<b>Current</b>	<b>流動</b>		
Loan receivables (ii)	應收貸款 (ii)	80,000	20,000
Less: impairment provision (Note 39)	減：減值撥備 (附註39)	(300)	—
		<b>79,700</b>	20,000
<b>Total loan receivables</b>	<b>應收貸款合計總額</b>	<b>379,700</b>	320,000

(i) The entrusted non-current loan receivable of RMB 300 million is secured by a pledge of certain property, plant and equipment of the borrower, bears interest at a rate of 12% per annum, and will be repaid in full in July 2014.

(ii) The current loan receivables comprised RMB 50 million (2011: nil) entrusted loan receivable which is secured by a pledge of certain property, plant and equipment of the borrower and bears interest at a rate of 20% per annum; RMB 10 million (2011: nil) loan receivable which is guaranteed by a third party and bears interest at a rate of 16.8% per annum; and RMB 20 million (2011: RMB 20 million) loan receivable which is unsecured and bears interest at a rate of 20% per annum. The loan receivables will be repaid within one year.

As at 31 December 2012 and 2011, the carrying amounts of loan receivables approximated their fair values.

(i) 人民幣3億元的非流動應收委託貸款為由借款人的若干物業、廠房及設備作抵押，按年利率12%計息及將於二零一四年七月悉數償付。

(ii) 流動應收貸款包括人民幣5,000萬元(二零一一年：無)的應收委託貸款由借款人的若干物業、廠房及設備作為抵押，按年利率20%計息；人民幣1,000萬元(二零一一年：無)的應收貸款由第三方擔保且按年利率16.8%計息；以及人民幣2,000萬元(二零一一年：人民幣2,000萬元)的應收貸款為無抵押且按年利率20%計息。該等應收貸款將於一年內償付。

於二零一二年及二零一一年十二月三十一日，應收貸款的賬面值近似其公允價值。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 20. CASH AND CASH EQUIVALENTS AND RESTRICTED BANK BALANCES

#### The Group

Cash and cash equivalents	現金及現金等價物
Restricted bank balances	受限制銀行結餘

As at 31 December 2012, restricted bank balances composed of the following items:

- Approximately RMB 334.9 million (2011: RMB 164.5 million) were pledged as security for issuing notes payable of the Group (Note 23);
- Approximately US\$ 39.41 million (RMB 247.7 million equivalent) (2011: US\$ 19.76 million (RMB 124.4 million equivalent)) and RMB 4.1 million (2011: RMB 1.7 million) were pledged as security for issuing letters of credit of the Group; and
- Approximately RMB 500.4 million were pledged as security for current borrowings of the Group (2011: RMB 600.8 million) (Note 25); and
- Approximately RMB 22.8 million was withheld by and in custody of a court. In August 2012, a bank filed a lawsuit against a subsidiary of the Company and other defendants, alleging that the subsidiary has breached certain terms of an agreement. Under the request of the bank, RMB 22.8 million was withheld by and in custody of the court and this amount will be used to settle the loss claimed by the bank if the court rules the allegation has merits (Note 24).

### 20. 現金及現金等價物以及受限制銀行結餘

#### 本集團

	2012 二零一二年	2011 二零一一年
Cash and cash equivalents	879,005	965,082
Restricted bank balances	1,109,794	891,396
	<b>1,988,799</b>	<b>1,856,478</b>

於二零一二年十二月三十一日，受限制銀行結餘包括下列各項：

- 已為開具本集團應付票據(附註23)而抵押約人民幣3.349億元(二零一一年：人民幣1.645億元)；
- 已為開具本集團信用證而抵押約美元3,941萬元(相等於人民幣2.477億元)(二零一一年：美元1,976萬元(相等於人民幣1,244億元))及人民幣410萬元(二零一一年：人民幣170萬元)；及
- 已為本集團流動借款(附註25)而抵押約人民幣5.004億元(二零一一年：人民幣6.008億元)；及
- 約人民幣2,280萬元由法院扣留及監管。於二零一二年八月，一家銀行就本公司一家附屬公司及其他被告提出訴訟，指稱本附屬公司違反協議的若干條款。根據該家銀行要求，人民幣2,280萬元由法院扣留並由其監管，且倘法院判定指稱合理，該數額將用於結清該家銀行索償的虧損(附註24)。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 20. CASH AND CASH EQUIVALENTS AND RESTRICTED BANK BALANCES (continued)

#### The Group (continued)

The carrying amounts of the cash and cash equivalents and restricted bank balances are denominated in the following currencies:

RMB	人民幣
US\$	美元
HK\$	港元

#### The Company

Cash and cash equivalents	現金及現金等價物
Restricted bank balances	受限制銀行結餘

As at 31 December 2012, restricted bank balances amounted to approximately US\$ 32.1 million (RMB 201.7 million equivalent) (2011: US\$ 18 million (RMB 113.3 million equivalent)) were pledged as security for issuing letters of credit.

### 20. 現金及現金等價物以及受限制銀行結餘(續)

#### 本集團(續)

現金及現金等價物以及受限制銀行結餘的賬面值乃以下列貨幣為單位：

2012	2011
二零一二年	二零一一年
1,587,559	1,420,848
389,637	433,355
11,603	2,275
<b>1,988,799</b>	1,856,478

#### 本公司

2012	2011
二零一二年	二零一一年
39,866	172,641
201,685	113,296
<b>241,551</b>	285,937

於二零一二年十二月三十一日，已為開具信用證而抵押的受限制銀行結餘約3,210萬美元(相等於人民幣2.017億元)(二零一一年：1,800萬美元(相等於人民幣1.133億元))。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 21. SHARE CAPITAL AND PREMIUM – GROUP AND COMPANY

### 21. 股本及溢價—本集團及本公司

		Number of shares (thousands) 股份數目 (千股)	Amount 金額		Total 總計
			Ordinary shares 普通股	Share premium 股份溢價	
<b>At 1 January 2011</b>	於二零一一年一月一日	<b>2,929,725</b>	<b>311,715</b>	<b>2,190,291</b>	<b>2,502,006</b>
<b>At 31 December 2011</b>	於二零一一年十二月三十一日	<b>2,929,725</b>	<b>311,715</b>	<b>2,190,291</b>	<b>2,502,006</b>
Employee share option scheme: – issuance of shares (Note 22(c))	僱員購股權計劃： – 股份發行(附註22(c))	<b>700</b>	<b>57</b>	<b>796</b>	<b>853</b>
<b>At 31 December 2012</b>	於二零一二年十二月三十一日	<b>2,930,425</b>	<b>311,772</b>	<b>2,191,087</b>	<b>2,502,859</b>

As at 31 December 2012 and 2011, the total number of authorised ordinary shares is 5,000,000,000 shares with a par value of HK\$ 0.1 per share.

於二零一二年及二零一一年十二月三十一日，法定普通股總數為5,000,000,000股每股面值0.1港元的股份。

As at 31 December 2012, the number of issued and fully paid ordinary shares is 2,930,425,000 shares (2011: 2,929,725,000 shares).

於二零一二年十二月三十一日，已發行及繳足普通股的股份數目為2,930,425,000股(二零一一年：2,929,725,000股)。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 22. OTHER RESERVES

#### The Group

### 22. 其他儲備

#### 本集團

		Merger reserve	Capital surplus	Statutory reserve	Options	Available- for-sale financial assets	Total
		合併儲備	資本公積	法定儲備	購股權	可供出售 金融資產	總計
		(a)		(b)	(c)		
<b>Balance at 1 January 2011</b>	於二零一一年一月一日的結餘	(599)	19,144	1,004,948	254,936	-	1,278,429
Profit appropriation	溢利分配	-	-	31,792	-	-	31,792
Employee share option scheme	僱員購股權計劃						
- Value of employee service (Note 32)	- 僱員服務的價值(附註32)	-	-	-	53,262	-	53,262
Fair value gains on available-for-sale financial assets (Note 15)	可供出售金融資產的 公允價值收益(附註15)	-	-	-	-	6,804	6,804
<b>Balance at 31 December 2011</b>	於二零一一年十二月三十一日的結餘	(599)	19,144	1,036,740	308,198	6,804	1,370,287
Profit appropriation	溢利分配	-	-	72,359	-	-	72,359
Employee share option scheme	僱員購股權計劃						
- Value of employee service (Note 32)	- 僱員服務的價值(附註32)	-	-	-	72,225	-	72,225
Fair value losses on available-for-sale financial assets (Note 15)	可供出售金融資產 的公允價值虧損(附註15)	-	-	-	-	(10,696)	(10,696)
Changes in ownership interests in a subsidiary without change of control	在不改變控制權的情況下 變更於附屬公司的所有權權益	-	(10,295)	-	-	-	(10,295)
<b>Balance at 31 December 2012</b>	於二零一二年十二月三十一日的結餘	(599)	8,849	1,109,099	380,423	(3,892)	1,493,880

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 22. OTHER RESERVES (continued)

#### The Group (continued)

##### (a) Merger reserve

The merger reserve of the Group represents the difference between the nominal value of the shares of the subsidiaries that had been acquired and the nominal value of the Company's shares issued in exchange therefore pursuant to the Reorganisation.

##### (b) Statutory reserve

###### (i) Statutory surplus reserves

In accordance with the PRC regulations and the Articles of the Association of certain subsidiaries of the Group registered in the PRC, before distributing the net profit of each year, these PRC subsidiaries are required to set aside 10% of their statutory net profit for the year after offsetting any prior year's losses as determined under the PRC accounting regulations to the statutory surplus reserve fund. When the balance of such reserve reaches 50% of the share capital, any further appropriation is optional.

The statutory surplus reserve fund can be utilised to offset prior years' losses or to issue bonus shares. However, such statutory surplus reserve fund must be maintained at a minimum of 25% of the entity's share capital after such issuance.

###### (ii) Discretionary reserves

The appropriation of discretionary reserve fund is proposed by Board of the PRC subsidiaries, and approved by the shareholder's meeting. The discretionary reserve fund can be utilised to offset prior years' losses or increase share capital.

### 22. 其他儲備(續)

#### 本集團(續)

##### (a) 合併儲備

本集團的合併儲備指已收購附屬公司股份的面值與根據重組為有關收購而發行的本公司股份面值的差額。

##### (b) 法定儲備

###### (i) 法定盈餘儲備

根據中國法規及本集團內在中國註冊的若干附屬公司的組織章程，每年分派淨溢利前，該等中國附屬公司根據中國會計準則規定抵銷去年的虧損後，須撥其年度法定淨溢利的10%至法定盈餘儲備，直至該儲備達至其股本的50%為止，可選擇繼續或者停止該等撥備。

法定盈餘儲備可用作抵銷往年的虧損或發行紅股。然而，該法定盈餘儲備必須於發行後維持該公司股本的最少25%。

###### (ii) 任意儲備

任意儲備的分配乃由中國附屬公司的董事局建議，並須獲股東大會的批准。任意儲備可用作抵銷過往年度的虧損或用作增加股本。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 22. OTHER RESERVES (continued)

#### The Group (continued)

##### (c) Employee share option scheme

As approved by the Company's Board meeting, certain share options were granted to selected directors and employees on 30 June 2006 and 26 October 2007 ("Date of Grant"), in an aggregate of 24,200,000 shares and 89,700,000 shares respectively. The options are exercisable at any time during the period no later than ten years from the Date of Grant at the exercise prices of HK\$ 1.76 and HK\$ 5.24 per share respectively. The Group has no legal or constructive obligation to repurchase or settle the options in cash.

As approved by the Company's Board meeting, certain share options were granted to selected directors and employees on 24 February 2009, 11 May 2009 and 29 December 2009, in an aggregate of 21,200,000 shares, 6,600,000 shares and 148,780,000 shares at an exercise price of HK\$ 1.39 per share, HK\$ 1.50 per share and HK\$ 2.84 per share respectively. These options are exercisable during several periods. The Group has no legal or constructive obligation to repurchase or settle the options in cash.

As approved by the Company's Board meeting, certain share options were granted to selected directors and employees on 20 December 2010 and 24 December 2010, in an aggregate of 6,000,000 shares, and 47,100,000 shares at an exercise price of HK\$ 3.00 per share and HK\$ 3.182 per share respectively. These options are exercisable during several periods. The Group has no legal or constructive obligation to repurchase or settle the options in cash.

### 22. 其他儲備(續)

#### 本集團(續)

##### (c) 僱員購股權計劃

經本公司董事局會議批准後，經挑選的董事及僱員已於二零零六年六月三十日及二零零七年十月二十六日(「授出日期」)獲授予若干購股權，分別涉及合共24,200,000股股份及89,700,000股股份。購股權可於授出日期起計不遲於十年期間內隨時予以行使，行使價分別為每股股份1.76港元及5.24港元。本集團並無以現金購回或結算購股權的法定或推定責任。

經本公司董事局會議批准後，經挑選的董事及僱員已於二零零九年二月二十四日、二零零九年五月十一日及二零零九年十二月二十九日獲授予若干購股權，涉及合共21,200,000股股份、6,600,000股股份及148,780,000股股份，行使價分別為每股1.39港元、每股1.50港元及每股2.84港元。該等購股權於若干期間均可予以行使。本集團並無以現金購回或結算購股權的法定或推定責任。

經本公司董事局會議批准後，經挑選的董事及僱員已於二零一零年十二月二十日及二零一零年十二月二十四日獲授予若干購股權，涉及合共6,000,000股股份及47,100,000股股份，行使價分別為每股3.00港元及每股3.182港元。該等購股權於若干期間均可予以行使。本集團並無以現金購回或結算購股權的法定或推定責任。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 22. OTHER RESERVES (continued)

#### The Group (continued)

#### (c) Employee share option scheme (continued)

As approved by the Company's Board meeting, certain share options were granted to selected directors and employees on 14 January 2011 and 27 April 2010, in an aggregate of 800,000 shares and 9,800,000 shares at the exercise prices of HK\$ 3.20 per share and HK\$ 3.08 per share respectively. These options are exercisable during several periods. The Group has no legal or constructive obligation to repurchase or settle the options in cash.

All relevant directors and employees have accepted the share options above.

As approved by the Company's Board meeting, share options were granted to selected directors and employees on 30 March 2012 ("Scheme A"), in an aggregate of 75,370,000 shares at the exercise prices of HK\$ 2.03 per share. The Group has no legal or constructive obligation to repurchase or settle the options in cash.

The options are exercisable during the following periods:

- (i) up to 60% of the options on or after 30 March 2012;
- (ii) up to further 80% of the options on or after 30 March 2013;
- (iii) all the remaining options on or after 30 March 2014;

### 22. 其他儲備(續)

#### 本集團(續)

#### (c) 僱員購股權計劃(續)

經本公司董事局會議批准後，經挑選的董事及僱員已於二零一一年一月十四日及二零一零年四月二十七日獲授予若干購股權，涉及合共800,000股股份及9,800,000股股份，行使價分別為每股3.20港元及每股3.08港元。該等購股權於若干期間均可予以行使。本集團並無以現金購回或結算購股權的法定或推定責任。

全體相關董事及僱員均接納上述購股權。

經本公司董事局會議批准，於二零一二年三月三十日向經挑選之董事及僱員授出合共75,370,000股股份的購股權（「計劃A」），行使價格為每股2.03港元。本集團並無以現金購回或結算購股權的法定或推定責任。

購股權可於下列期間內予以行使：

- (i) 於二零一二年三月三十日或之後行使最多60%的購股權；
- (ii) 於二零一三年三月三十日或之後行使至最多額外80%的購股權；
- (iii) 於二零一四年三月三十日或之後行使所有餘下購股權；

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 22. OTHER RESERVES (continued)

#### The Group (continued)

##### (c) Employee share option scheme (continued)

and in each case, not later than 19 December 2020.

In March 2012, all relevant directors and employees have accepted the share options.

As approved by the Company's Special General Meeting, share options were granted to a director on 30 May 2012 ("Scheme B"), in an aggregate of 9,800,000 shares at the exercise prices of HK\$ 2.03 per share. The Group has no legal or constructive obligation to repurchase or settle the options in cash. The options are exercisable during the following periods:

- (i) up to 33% of the options on or after 30 May 2012;
- (ii) up to further 66% of the options on or after 30 May 2013;
- (iii) all the remaining options on or after 30 May 2014;

and in each case, not later than 19 December 2020.

In December 2012, the director has accepted the share options.

### 22. 其他儲備(續)

#### 本集團(續)

##### (c) 僱員購股權計劃(續)

於任何情況下，不得遲於二零二零年十二月十九日。

於二零一二年三月，所有相關董事及僱員已接納購股權。

經本公司特別股東大會批准後，一名董事已於二零一二年五月三十日獲授予若干購股權(「計劃B」)，涉及合共9,800,000股股份，行使價為每股2.03港元。本集團並無以現金購回或結算購股權的法定或推定責任。購股權可於以下期間內予以行使：

- (i) 於二零一二年五月三十日或之後行使最多33%的購股權；
- (ii) 於二零一三年五月三十日或之後行使至最多額外66%的購股權；
- (iii) 於二零一四年五月三十日或之後行使所有餘下購股權；

於任何情況下，不得遲於二零二零年十二月十九日。

於二零一二年十二月，該董事已接納購股權。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
 (除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 22. OTHER RESERVES (continued)

#### The Group (continued)

#### (c) Employee share option scheme (continued)

The fair value of options granted during the year ended 31 December 2012 were determined by using the Binomial valuation model, and the significant inputs into the model were as follows:

Scheme	計劃	A	B
Share price at the grant date (HK\$)	授出日期股份價格(港元)	2.03	2.03
Volatility	波幅	55.820%	55.520%
Expected dividends paid out rate	預計派息率	4.98%	5.13%
Annual risk-free interest rate	年度無風險利率	1.070%	0.864%
Fair value in HK\$ (million)	以(百萬)港元為單位的公允價值	57,654	7,238
RMB equivalent (million)	人民幣等值(百萬)	46,735	5,901

### 22. 其他儲備(續)

#### 本集團(續)

#### (c) 僱員購股權計劃(續)

於截至二零一二年十二月三十一日止年度授出購股權的公允價值乃採用二項式估值模式而釐定，及輸入該模式的主要參數如下：

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 22. OTHER RESERVES (continued)

#### The Group (continued)

##### (c) Employee share option scheme (continued)

The volatility measured at the standard deviation of expected share price returns is based on statistical analysis of daily share prices of the Company and other comparable companies over the last 453 weeks and 442 weeks respectively. See Note 32 for the total expense recognised in the consolidated income statement for share options granted to the directors, employees and eligible persons.

Movements in the number of share options outstanding and their related weighted average exercise prices were as follows:

		2012 二零一二年		2011 二零一一年	
		Average exercise price per share in HK\$ 每股股份的平均行使價 (港元)	Number of options (thousands) 購股權數目 (千份)	Average exercise price per share in HK\$ 每股股份的平均行使價 (港元)	Number of options (thousands) 購股權數目 (千份)
At 1 January	於一月一日	2.76	230,150	2.74	222,250
Granted	已授出	2.03	85,170	3.09	10,600
Exercised	已行使	1.50	(700)	–	–
Lapsed	已失效	2.40	(5,604)	2.82	(2,700)
At 31 December	於十二月三十一日	2.57	309,016	2.76	230,150

### 22. 其他儲備(續)

#### 本集團(續)

##### (c) 僱員購股權計劃(續)

按照預計股價回報的標準偏差所計算的波幅，乃根據本公司及其他可比較公司分別於過去453個星期及442個星期的每日股價的統計數字分析計算而得。有關董事、僱員及合資格人士獲授的購股權於合併利潤表確認的總開支，請參閱附註32。

尚未行使的購股權數目及其相關加權平均行使價的變動如下：

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 22. OTHER RESERVES (continued)

#### The Group (continued)

#### (c) Employee share option scheme (continued)

Share options outstanding at 31 December 2012 and 2011 have the following expiry date and exercise prices as follows:

Expiry date 屆滿日期		Exercise price 行使價 HK\$ per share 每股港元	Number of options (thousands) 購股權數目(千份)	
			2012 二零一二年	2011 二零一一年
23 February 2019	二零一九年二月二十三日	1.39	20,500	20,500
10 May 2019	二零一九年五月十日	1.50	4,600	6,100
28 December 2019	二零一九年十二月二十八日	2.84	141,650	141,650
16 May 2016	二零一六年五月十六日	3.00	6,000	6,000
19 December 2020	二零二零年十二月十九日	3.18	43,136	45,300
13 January 2021	二零二一年一月十三日	3.20	800	800
27 March 2021	二零二一年三月二十七日	3.08	9,800	9,800
19 December 2020	二零二零年十二月十九日	2.03	72,730	–
19 December 2020	二零二零年十二月十九日	2.03	9,800	–
			<b>309,016</b>	230,150

### 22. 其他儲備(續)

#### 本集團(續)

#### (c) 僱員購股權計劃(續)

於二零一二年及二零一一年十二月三十一日尚未行使的購股權的屆滿日期及行使價如下：

Expiry date 屆滿日期		Exercise price 行使價 HK\$ per share 每股港元	Number of options (thousands) 購股權數目(千份)	
			2012 二零一二年	2011 二零一一年
23 February 2019	二零一九年二月二十三日	1.39	20,500	20,500
10 May 2019	二零一九年五月十日	1.50	4,600	6,100
28 December 2019	二零一九年十二月二十八日	2.84	141,650	141,650
16 May 2016	二零一六年五月十六日	3.00	6,000	6,000
19 December 2020	二零二零年十二月十九日	3.18	43,136	45,300
13 January 2021	二零二一年一月十三日	3.20	800	800
27 March 2021	二零二一年三月二十七日	3.08	9,800	9,800
19 December 2020	二零二零年十二月十九日	2.03	72,730	–
19 December 2020	二零二零年十二月十九日	2.03	9,800	–
			<b>309,016</b>	230,150

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

#### 22. OTHER RESERVES (continued)

##### The Company

		Available-for-sale financial		Total
		Options	assets	
		購股權	可供出售 金融資產	總計
<b>Balance at 1 January 2011</b>	於二零一一年一月一日的結餘	254,936	–	254,936
– Value of employee service (Note 32)	– 僱員服務的價值(附註32)	53,262	–	53,262
Fair value gains on available-for-sale financial assets (Note 15)	可供出售金融資產的公允價值收益(附註15)	–	6,804	6,804
<b>Balance at 31 December 2011</b>	於二零一一年十二月三十一日的結餘	308,198	6,804	315,002
– Value of employee service (Note 32)	– 僱員服務的價值(附註32)	72,225	–	72,225
Fair value losses on available-for-sale financial assets (Note 15)	可供出售金融資產的公允價值收益(附註15)	–	(10,696)	(10,696)
<b>Balance at 31 December 2012</b>	於二零一二年十二月三十一日的結餘	380,423	(3,892)	376,531

#### 22. 其他儲備(續)

##### 本公司

#### 23. TRADE PAYABLES

##### The Group

		2012	2011
		二零一二年	二零一一年
Account payables	應付賬款	2,235,577	1,734,258
Notes payable	應付票據	1,443,008	371,842
		<b>3,678,585</b>	2,106,100

#### 23. 應付貿易賬款

##### 本集團

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 23. TRADE PAYABLES (continued)

#### The Group (continued)

As at 31 December 2012, all notes payable represented bank acceptance notes, of which RMB 747 million (2011: RMB 147 million) were secured by certain notes receivable (Note 17), RMB 557 million (2011: RMB 195 million) were secured by certain restricted bank balances (Note 20), and RMB 139 million (2011: RMB 30 million) were secured by certain inventories (Note 16) and certain restricted bank balances (Note 20).

As at 31 December 2012 and 2011, the ageing analysis of the trade payables was as follows:

Within 3 months	3個月內
4-6 months	4至6個月
7-9 months	7至9個月
10-12 months	10至12個月
Over 1 year	1年以上

The carrying amounts of the Group's trade payables are denominated in the following currencies:

RMB	人民幣
US\$	美元

### 23. 應付貿易賬款 (續)

#### 本集團 (續)

於二零一二年十二月三十一日，所有應付票據為銀行承兌匯票，其中包括以若干應收票據(附註17)為抵押的人民幣7.47億元(二零一一年：人民幣1.47億元)的銀行承兌匯票、以若干受限制銀行結餘(附註20)為抵押的人民幣5.57億元(二零一一年：人民幣1.95億元)的銀行承兌匯票，以及以若干存貨(附註16)和若干受限制銀行結餘(附註20)為抵押的人民幣1.39億元(二零一一年：人民幣3,000萬元)的銀行承兌匯票。

於二零一二年及二零一一年十二月三十一日，應付貿易賬款的賬齡分析如下：

	2012 二零一二年	2011 二零一一年
Within 3 months	2,380,585	1,783,488
4-6 months	1,230,563	245,285
7-9 months	15,545	17,620
10-12 months	11,584	10,465
Over 1 year	40,308	49,242
	<b>3,678,585</b>	2,106,100

本集團應付貿易賬款的賬面值乃以下列貨幣為單位：

	2012 二零一二年	2011 二零一一年
RMB	3,354,395	1,982,992
US\$	324,190	123,108
	<b>3,678,585</b>	2,106,100



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 23. TRADE PAYABLES (continued)

#### The Company

Accounts payable

應付款項

### 23. 應付貿易賬款(續)

#### 本公司

2012	2011
二零一二年	二零一一年

<b>160,974</b>	58,854
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### 24. ACCRUALS, ADVANCES FROM CUSTOMERS AND OTHER CURRENT LIABILITIES

#### The Group

Accruals

Advances from customers

Value-added tax payable

Other taxes payables

Other payables (a)

Provision for legal claims (b) (Notes 29, 39)

預提費用

預收客戶款項

應付增值稅

其他應付稅項

其他應付賬款(a)

法律索償撥備(b)(附註29,39)

### 24. 預提費用、預收客戶款項及其他流動負債

#### 本集團

2012	2011
二零一二年	二零一一年

<b>404,369</b>	377,287
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<b>1,500,458</b>	1,971,855
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<b>39,357</b>	116,876
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<b>5,117</b>	41,725
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<b>801,696</b>	580,219
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<b>22,754</b>	-
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<b>2,773,751</b>	3,087,962
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(a) The breakdown of other payables as at 31 December 2012 and 2011 was as follows:

(a) 於二零一二年及二零一一年十二月三十一日的其他應付賬款分類如下：

2012	2011
二零一二年	二零一一年

Pension payables and other social welfare payables

Payables for purchase of property, plant and equipment

Customer deposits

Employee deposits

Salary payables

Others

應付退休金及其他

應付社會福利

購買物業、廠房及設備的應付賬款

客戶按金

僱員按金

應付薪金

其他

<b>55,461</b>	55,048
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<b>300,985</b>	161,235
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<b>283,084</b>	186,677
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<b>27,242</b>	20,521
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<b>68,807</b>	67,741
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<b>66,117</b>	88,997
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<b>801,696</b>	580,219
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# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 24. ACCRUALS, ADVANCES FROM CUSTOMERS AND OTHER CURRENT LIABILITIES (continued)

#### The Group (continued)

- (b) The amounts represented a provision for certain legal claims against a subsidiary of the Company. The provision charge is recognised in profit or loss within 'Other gains/(losses)-net'. In the Directors' opinion, after taking into consideration appropriate legal advice, the outcome of these legal claims will not give rise to any significant loss beyond the amounts provided at 31 December 2012.

#### The Company

Accruals	預提費用
Advances from customers	預收客戶款項
Salary payables	應付薪金

### 24. 預提費用、預收客戶款項及其他流動負債 (續)

#### 本集團 (續)

- (b) 該等數額即就本公司一家附屬公司提出的法律索償撥備。撥備支出於「其他收益／(虧損)－淨額」損益中確認。董事認為，經考慮代價及適當法律諮詢後，於二零一二年十二月三十一日，該等法律索償的後果不會引致所提出數額之外的任何重大虧損。

#### 本公司

	2012 二零一二年	2011 二零一一年
	117,399	119,706
	-	12,758
	5,858	5,060
	<b>123,257</b>	137,524

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 25. BORROWINGS

#### The Group

#### Non-current

Bank borrowings –

Unsecured

Senior Notes (iii)

#### Current

Bank borrowings –

Secured (i)

Unsecured

Other borrowings, unsecured (ii)

#### Total borrowings

#### 非流動

銀行借款 –

無抵押

優先票據 (iii)

#### 流動

銀行借款 –

已抵押 (i)

無抵押

其他借款 – 無抵押 (ii)

#### 總借款

### 25. 借款

#### 本集團

2012  
二零一二年

2011  
二零一一年

125,000

65,000

4,376,105

5,295,962

4,501,105

5,360,962

1,727,260

651,134

2,061,639

1,436,288

3,788,899

2,087,422

65,000

65,000

3,853,899

2,152,422

8,355,004

7,513,384

- (i) As at 31 December 2012, secured bank borrowings comprised RMB 462 million and RMB 1,265 secured by certain restricted bank balances (Note 20) and notes receivable (Note 17) of the Group, respectively.

The secured bank borrowings as at 31 December 2011 were secured by certain restricted bank balances (Note 20), notes receivable (Note 17), property, plant and equipment (Note 7) and inventories (Note 16) of the Group.

- (i) 於二零一二年十二月三十一日，已抵押銀行借款包括分別以本集團若干受限制銀行結餘(附註20)及應收票據(附註17)為抵押的人民幣4.62億元及人民幣12.65億元。

於二零一一年十二月三十一日，已抵押銀行借款為本集團若干受限制銀行結餘(附註20)、應收票據(附註17)、物業、廠房及設備(附註7)及存貨(附註16)。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 25. BORROWINGS (continued)

#### The Group (continued)

- (ii) Other unsecured borrowing represented a borrowing from a local county government amounted to RMB 65 million which has no fixed term of repayment. Interest is charged at the RMB bank deposit rate for 1 year fixed deposit.
- (iii) On 18 August 2010, the Group issued US\$ 550 million senior notes (the “2015 Senior Notes”), which bears interest at 8% per annum and payable semi-annually, to finance its potential acquisitions and investments, capital expenditure projects and working capital requirements. The principal of the 2015 Senior Notes is wholly repayable on 18 August 2015.

On 17 November 2010, the Group issued US\$ 300 million senior notes (the “2017 Senior Notes”), which bears interest at 7% per annum and payable semi-annually, to refinance its outstanding short-term debts. The principal of the 2017 Senior Notes is wholly repayable on 17 November 2017.

On 14 November 2012, the Group repurchased US\$ 87.24 million of the 2017 senior notes and US\$ 59.82 million of the 2015 Senior Notes, resulted in a gain of RMB 76,561,000 (Note 29).

### 25. 借款(續)

#### 本集團(續)

- (ii) 其他無抵押借款指當地縣政府的借款人民幣6,500萬元，該筆借款無固定償還期。利息開支按銀行人民幣一年期定期存款利率計算。
- (iii) 於二零一零年八月十八日，本集團發行5.50億美元的優先票據(「二零一五年優先票據」)，以年利率8%計息及每半年結息償還，以資助其潛在收購及投資、資本支出項目及營運資金需求。二零一五年優先票據的本金須於二零一五年八月十八日全數償還。

於二零一零年十一月十七日，本集團發行3.00億美元的優先票據(「二零一七年優先票據」)，以年利率7%計息及每半年結息償還，以資助其償付尚未償還的短期債務。二零一七年優先票據的本金須於二零一七年十一月十七日全數償還。

於二零一二年十一月十四日，本集團購回8,724萬美元的二零一七年優先票據及5,982萬美元的二零一五年優先票據，獲得收益人民幣7,656.1萬元(附註29)。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 25. BORROWINGS (continued)

#### The Group (continued)

(iii) (continued)

During the year ended 31 December 2012, Mr. Han Jingyuan (“Mr. Han”), the Chairman and Chief Executive Officer of the Company, bought and sold certain 2015 Senior Notes which were either beneficially owned by Mr. Han personally, or beneficially owned by his two associates, Wellbeing Holdings Limited (“Wellbeing”), which Mr. Han beneficially owns 63.15% of the issued capital, and Eastland International Trading Limited (“Eastland”), which is wholly owned by Mr. Han. The transactions for 2015 Senior Notes are summarised as follows:

		Mr. Han 韓先生	Wellbeing Wellbeing US\$'000 千美元	Eastland Eastland	Total 合計
As at 31 December 2011	於二零一一年十二月三十一日	7,000	14,500	4,500	26,000
Buy	6 January 2012				
買入	二零一二年一月六日	2,000	-	-	2,000
Buy	9 January 2012				
買入	二零一二年一月九日	2,500	-	-	2,500
Sell	23 April 2012				
賣出	二零一二年四月二十三日	-	(2,000)	-	(2,000)
Sell	25 April 2012				
賣出	二零一二年四月二十五日	(4,500)	(4,000)	-	(8,500)
Sell	4 May 2012				
賣出	二零一二年五月四日	(5,750)	-	-	(5,750)
Repurchase offer	26 October 2012				
購回發售	二零一二年十月二十六日	(1,250)	(2,000)	-	(3,250)
As at 31 December 2012	於二零一二年十二月三十一日	-	6,500	4,500	11,000

### 25. 借款(續)

#### 本集團(續)

(iii) (續)

截至二零一二年十二月三十一日止年度，本公司主席兼首席執行官韓敬遠先生(「韓先生」)以其個人名義或由其持有股權的兩間聯營公司，名為Wellbeing Holdings Limited(「Wellbeing」)(韓先生持有63.15%已發行股本)及Eastland International Trading Limited(「Eastland」)(韓先生全資擁有的公司)買賣部分二零一五年優先票據。該等二零一五年優先票據交易概述如下：

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 25. BORROWINGS (continued)

#### The Group (continued)

As at 31 December 2012 and 2011, the Group's borrowings were repayable as follows:

		Bank borrowings		Other borrowings and Senior Notes	
		銀行借款		其他借款及優先票據	
		2012	2011	2012	2011
		二零一二年	二零一一年	二零一二年	二零一一年
Within 1 year	1年內	3,788,899	2,087,422	65,000	65,000
Between 1 and 2 years	1至2年	125,000	65,000	-	-
Between 2 and 5 years	2至5年	-	-	4,376,105	3,421,795
Over 5 years	5年以上	-	-	-	1,874,167
		<b>3,913,899</b>	2,152,422	<b>4,441,105</b>	5,360,962

The effective interest rates at the balance sheet date were as follows:

		2012			2011		
		二零一二年			二零一一年		
		RMB	HK\$	US\$	RMB	HK\$	US\$
		人民幣	港元	美元	人民幣	港元	美元
Bank borrowings	銀行借款	6.94-7.65%	-	1.52-4.25%	5.99-8.56%	2.18%	1.71-4.85%
Other borrowings	其他借款	3.60%	-	-	3.50%	-	-
Senior Notes	優先票據	-	-	7.00-8.00%	-	-	7.00-8.00%

The carrying amounts of current borrowings approximate their fair values.

### 25. 借款(續)

#### 本集團(續)

於二零一二年及二零一一年十二月三十一日，本集團的借款到期期限如下：

於結算日的實際利率如下：

流動借款的賬面值近似其公允價值。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 25. BORROWINGS (continued)

#### The Group (continued)

The carrying amounts and fair value of the non-current bank borrowings and Senior Notes are as follows:

		Carrying amount		Fair value	
		賬面值		公允價值	
		2012	2011	2012	2011
		二零一二年	二零一一年	二零一二年	二零一一年
Bank borrowings	銀行借款	125,000	65,000	110,652	57,719
Senior Notes	優先票據	4,376,105	5,295,962	4,506,540	4,465,161
		<b>4,501,105</b>	5,360,962	<b>4,617,192</b>	4,522,880

The fair values of current borrowings approximated their carrying amount, as the impact of discounting is not significant. The fair values of non-current bank borrowings are based on discounted cash flow approach using the prevailing market rates of interest available to the Group for financial institution with substantially the same terms and characteristics at the respective balance sheet dates. The fair values of Senior Notes are based on quoted market price.

As at 31 December 2012, the carrying amount of the borrowings amounted to RMB 7,687 million and RMB 668 million were denominated in US\$ and RMB respectively.

As at 31 December 2011, the carrying amount of the borrowings amounted to RMB 6,751 million and RMB 251 million were denominated in US\$ and HK\$ respectively, and the remaining were denominated in RMB.

The exposure of the Group's bank borrowings to interest-rate changes and the contractual repricing dates are as follows:

		2012	2011
		二零一二年	二零一一年
6 months or less	6個月內	3,234,004	1,477,082
6-12 months	6至12個月	554,895	610,340
More than 12 months	超過12個月	125,000	65,000
		<b>3,913,899</b>	2,152,422

### 25. 借款(續)

#### 本集團(續)

非流動銀行借款及優先票據的賬面值及公允價值如下：

因為折現影響不大，流動借款的公允價值近似於其賬面值。非流動銀行借款的公允價值使用本集團於各結算日條款及特徵大體相同的金融機構的現行市場利率按現金流量法折現處理。優先票據的公允價值根據市場報價列賬。

於二零一二年十二月三十一日，其中人民幣76.87億元及人民幣6.68億元借款之賬面值乃分別以美元及人民幣計值。

於二零一一年十二月三十一日，其中人民幣67.51億元及人民幣2.51億元借款之賬面值乃分別以美元及港元計值，剩餘部分乃以人民幣計值。

本集團銀行借款承擔利率變動風險及合約重新定價日期如下：

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 25. BORROWINGS (continued)

#### The Company

		2012 二零一二年	2011 二零一一年
<b>Non-current</b>	<b>非流動</b>		
Senior Notes	優先票據	<b>4,376,105</b>	5,295,962
<b>Current</b>	<b>流動</b>		
Bank borrowings –	銀行借款 –		
Secured	已抵押	<b>788,759</b>	422,340
Unsecured	無抵押	<b>389,269</b>	620,247
		<b>1,178,028</b>	1,042,587
<b>Total borrowings</b>	<b>總借款</b>	<b>5,554,133</b>	6,338,549

The carrying amounts of current borrowings approximate their fair values.

流動借款的賬面值近似其公允價值。

### 26. OTHER LONG-TERM PAYABLES – GROUP

		2012 二零一二年	2011 二零一一年
<b>Non-current</b>	<b>非流動</b>		
Finance lease obligations	融資租賃承擔	–	115,007
Other payable	其他應付賬款	<b>26,129</b>	18,510
		<b>26,129</b>	133,517
<b>Current</b>	<b>流動</b>		
Finance lease obligations	融資租賃承擔	<b>115,007</b>	223,546
<b>Total other long-term payables</b>	<b>其他長期應付款總額</b>	<b>141,136</b>	357,063

### 26. 其他長期應付款 – 本集團



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 26. OTHER LONG-TERM PAYABLES – GROUP (continued)

In July 2008, Jinxi Limited, a subsidiary of the Group, entered into an asset sale and leaseback agreement (the “Sale and Lease Agreement”) with certain financial institutions. The sales proceeds of the relevant property, plant and equipment were RMB 800 million. The lease term was 60 months and the lease payments were adjusted annually and reset according to the benchmark interest rate announced by the People’s Bank of China (the “PBOC”). Jinxi Limited was entitled to purchase the related asset at a cost of RMB 100 at the end of the lease. In August 2008, Jinxi Limited entered into a guarantee agreement with another financial institution. Pursuant to the agreement, this financial institution granted a guarantee of RMB 800 million in favour of Jinxi Limited for the above finance lease arrangement.

The total minimum lease payments under the finance lease based on the PBOC interest rate as at the balance sheet dates and their present values were as follows:

### 26. 其他長期應付款－本集團(續)

於二零零八年七月，津西鋼鐵(本集團之附屬公司)與若干金融機構訂立資產售後租回協議(「銷售及租賃協議」)。相關物業、廠房及設備之銷售所得款項為人民幣8.00億元。租期為六十個月，租賃付款每年會進行調整並根據中國人民銀行(「中國人民銀行」)所公佈之基準利率重新設定。於租期結束時，津西鋼鐵有權以成本人民幣100元購買相關資產。於二零零八年八月，津西鋼鐵與另一家金融機構訂立一份擔保協議。根據該協議，該金融機構就上述融資租賃安排為津西鋼鐵出具人民幣8.00億元擔保。

按中國人民銀行於結算日利率計息之融資租賃之最低租賃付款總額及其現值如下：

		Present value of minimum lease payments 最低租賃 付款之現值	Interest expenses relating to future periods 有關未來期間 之利息開支	Total minimum lease payments 最低租賃 付款總額
As at 31 December 2012	於二零一二年十二月三十一日			
Within 1 year	1年內	115,007	7,327	122,334
As at 31 December 2011	於二零一一年十二月三十一日			
Within 1 year	1年內	223,546	37,697	261,243
Between 1 and 5 years	1至5年	115,007	7,327	122,334
		338,553	45,024	383,577

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 26. OTHER LONG-TERM PAYABLES – GROUP (continued)

The effective interest rate of the finance lease obligations of the Group is 11.76% (2011: 11.84%) per annum.

As at 31 December 2012, the fair value of the finance lease obligations approximated RMB 121 million (2011: RMB 367 million). The fair values were based on discounted cash flow using average borrowing rates of 7.14% (2011: 6.65%) per annum.

### 27. DEFERRED REVENUE – GROUP

### 26. 其他長期應付款 – 本集團 (續)

本集團融資租賃承擔之實際年利率為 11.76% (二零一一年：11.84%)。

於二零一二年十二月三十一日，融資租賃承擔之公允價值約人民幣 1.21 億元 (二零一一年：人民幣 3.67 億元)。公允價值乃根據按平均借款年利率 7.14% (二零一一年：6.65%) 折現之現金流量計算。

### 27. 遞延收入 – 本集團

		<b>Deferred government grant 遞延政府 補貼</b>
At 1 January 2011	於二零一一年一月一日	27,010
Addition	添置	11,010
At 31 December 2011	於二零一一年十二月三十一日	38,020
Addition	添置	15,050
Credited to the consolidated income statement	於合併利潤表內記賬	(5,777)
At 31 December 2012	於二零一二年十二月三十一日	47,293

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 28. DEFERRED INCOME TAX – GROUP

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to income taxed levied by the same taxation authority on either the taxable entity or different taxable entities where there is an interaction to settle the balances on a net basis. The offset amounts are as follows:

Deferred tax assets:	遞延稅項資產：
– Deferred tax asset to be recovered after more than 12 months	– 將於12個月後收回的遞延稅項資產
– Deferred tax asset to be recovered within 12 months	– 將於12個月內收回的遞延稅項資產
Deferred tax liabilities:	遞延稅項負債：
– Deferred tax liabilities to be settled within 12 months	– 將於12個月內支銷的遞延稅項負債
Deferred tax assets-net	遞延稅項資產－淨額

### 28. 遞延所得稅－本集團

當有將流動稅項資產與流動稅項負債抵銷之合法強制執行權，以及當遞延所得稅與同一稅務機關就該應課稅主體或不同應課稅主體徵收之所得稅有關，而有關方面擬按淨額基準繳納稅項時，遞延所得稅資產與負債將會抵銷。抵銷金額如下：

	2012 二零一二年	2011 二零一一年
	<b>117,263</b>	69,112
	<b>127,151</b>	161,662
	<b>244,414</b>	230,774
	<b>(43,324)</b>	(38,080)
	<b>201,090</b>	192,694

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 28. DEFERRED INCOME TAX – GROUP (continued)

The gross movement on the deferred income tax account is as follows:

At 1 January	於一月一日
(Charged)/credited to the consolidated income statement (Note 34)	於合併利潤表(扣除)/記賬(附註34)
Acquisition of a subsidiary	收購一間附屬公司
At 31 December	於十二月三十一日

Deferred taxation is calculated on temporary differences under the liability method using the tax rate and the tax base that is consistent with the expected manner of recovery or settlement for the year ended 31 December 2012.

The movement in deferred tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction is as follows:

Deferred tax assets:

		Tax losses	Temporary difference arising from expense recognition	Impairment provision of assets	Unrealised gains	Total
		稅項虧損	費用確認的暫時性差異	資產減值撥備	尚未變現收益	總計
At 1 January 2011	於二零一一年一月一日	-	71,701	54,268	6,179	132,148
Credited to the consolidated income statement	於合併利潤表記賬	7,578	10,406	80,642	-	98,626
At 31 December 2011	於二零一一年十二月三十一日	7,578	82,107	134,910	6,179	230,774
(Charged)/credited to the consolidated income statement	於合併利潤表(扣除)/記賬	(256)	11,098	(31,731)	34,529	13,640
At 31 December 2012	於二零一二年十二月三十一日	7,322	93,205	103,179	40,708	244,414

### 28. 遞延所得稅—本集團(續)

遞延所得稅賬目的總變動如下：

	2012	2011
	二零一二年	二零一一年
At 1 January	192,694	102,018
(Charged)/credited to the consolidated income statement (Note 34)	8,396	97,833
Acquisition of a subsidiary	-	(7,157)
At 31 December	201,090	192,694

遞延稅項採用負債法就暫時性差異按與截至二零一二年十二月三十一日止年度預期收回或結算方式一致的稅率及稅基計算。

年內遞延稅項資產及負債(沒有計入在同一徵稅區內抵銷的結餘)的變動如下：

遞延稅項資產：

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 28. DEFERRED INCOME TAX – GROUP (continued)

The Directors are of opinion that accumulated tax losses of RMB 213 million (2011: RMB 113 million) of a subsidiary are unlikely to be utilised before the losses expired, therefore no deferred tax assets were recognised in this regard.

The Directors are of opinion that the accumulated tax losses of RMB 220 million (2011: RMB 140 million) of the Company are unlikely to be utilised before the losses expired, therefore no deferred tax assets were recognised in the Company in this regard.

Deferred tax liabilities:

		Fair value gains 公允價值收益	Capitalised interest 資本化利息	Total 合計
At 1 January 2011	於二零一一年一月一日	-	(30,130)	(30,130)
Credit/(charged) to the consolidated income statement	於合併利潤表記賬/(扣除)	358	(1,151)	(793)
Acquisition of a subsidiary	收購一間附屬公司	(7,157)	-	(7,157)
At 31 December 2011	於二零一一年十二月三十一日	(6,799)	(31,281)	(38,080)
Credit/(charged) to the consolidated income statement	於合併利潤表記賬/(扣除)	358	(5,602)	(5,244)
At 31 December 2012	於二零一二年十二月三十一日	(6,441)	(36,883)	(43,324)

The amount of profits on which withholding tax liability has not been recognised at 31 December 2012 is RMB 3,867 million (2011: RMB 3,619 million).

### 28. 遞延所得稅—本集團(續)

董事認為，一間附屬公司人民幣2.13億元(二零一一年：人民幣1.13億元)的累計稅項虧損於虧損屆滿前將不大可能被使用，因此，並無就此確認遞延稅項資產。

董事認為，本公司人民幣2.20億元(二零一一年：人民幣1.40億元)的累計稅項虧損於虧損屆滿前將不大可能被動用，因此，本公司並無就此確認遞延稅項資產。

遞延稅項負債：

於二零一二年十二月三十一日未確認預扣稅負債的溢利金額為人民幣38.67億元(二零一一年：人民幣36.19億元)。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 29. OTHER GAINS/(LOSSES) – NET – GROUP

### 29. 其他收益／(虧損)－淨額－本集團

		2012 二零一二年	2011 二零一一年
Other gains/(losses) – net:	其他收益／(虧損)－淨額：		
Sales of raw materials and by-products	出售原材料及副產品	67,476	119,624
Government grants	政府補貼	19,205	20,000
Impairment of property, plant and equipment (Notes 7, 39)	物業、廠房及設備 減值(附註7、39)	(3,600)	(161,270)
Provision for legal claims (Note 24)	法律索償撥備(附註24)	(22,754)	–
Gain on disposal of property, plant and equipment (Note 39)	出售物業、廠房及設備之 收益(附註39)	2,434	5,362
Gain on disposal of a subsidiary	出售一間附屬公司之收益	–	3,780
Loss on receivables for operating lease (Note 18(ii))	經營租賃應收賬款的虧損 (附註18(ii))	–	(49,104)
Charitable donation	慈善捐款	(741)	(10,200)
Foreign exchange gain/(loss)-net (Note 35)	匯兌收益／(虧損)－ 淨額(附註35)	969	(11,188)
Gain on repurchase of Senior Notes	購回優先票據之收益	76,561	–
Gain on written-off of long aging payables	撇銷長賬齡應付款項之收益	21,398	–
Others	其他	3,201	2,552
Total	合計	<b>164,149</b>	<b>(80,444)</b>

### 30. OTHER INCOME – GROUP

### 30. 其他收入－本集團

		2012 二零一二年	2011 二零一一年
Rental income arising from investment properties (Note 8)	投資物業所產生 的租金收入(附註8)	2,903	1,748
Income from other operating leases	其他經營租賃之收入	20,033	18,790
Others	其他	13,022	6,180
Total	合計	<b>35,958</b>	<b>26,718</b>

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 31. EXPENSES BY NATURE – GROUP

### 31. 按性質呈列的開支—本集團

		2012 二零一二年	2011 二零一一年
Employee benefit expense (Note 32)	僱員福利開支(附註32)	1,039,827	782,087
Changes in inventories of finished goods and work in progress	製成品及在製品的存貨變動	(20,924)	(229,620)
Raw materials used	所用原材料	31,167,528	32,619,567
Cost of properties sold	銷售物業成本	162,062	–
Utilities	能源	1,733,981	1,763,708
Amortisation of leasehold land and land use rights (Note 6)	租賃土地及土地使用權攤銷(附註6)	3,405	3,405
Depreciation of property, plant and equipment (Note 7)	物業、廠房及設備折舊(附註7)	943,709	892,093
Amortisation of intangible assets (Note 9)	無形資產攤銷(附註9)	25	18
Depreciation of investment properties (Note 8)	投資物業折舊(附註8)	806	805
Operating lease expenses in respect of land use rights	有關土地使用權的經營租賃費用	3,640	3,267
(Reversal of)/provision for impairment of trade receivables (Note 17)	應收貿易賬款減值之(撥回)/撥備(附註17)	(538)	3,607
Impairment provision of prepayments, deposits and other receivables (Note 18)	預付款項、按金及其他應收賬款之減值撥備(附註18)	138,841	–
Impairment provision of loan receivables (Note 19)	應收貸款之減值撥備(附註19)	300	–
(Reversal of)/provision for write-down of inventories to net realisable value (Note 16)	存貨價值減值至可變現淨值之(撥回)/撇減(附註16)	(108,439)	108,439
Auditors' remuneration	核數師酬金	5,922	5,700
Rental fee	租金費用	264,546	244,000
Others	其他	295,027	322,257
Total	合計	<b>35,629,718</b>	36,519,333

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 32. EMPLOYEE BENEFIT EXPENSE – GROUP

### 32. 僱員福利開支 – 本集團

	2012 二零一二年	2011 二零一一年
Staff costs (including directors' emoluments) 僱員成本(包括董事酬金)		
– Salaries and welfare 一薪金及福利	817,629	615,679
– Pension costs – defined contribution plans (a) 一退休金成本 – 定額供款計劃(a)	149,973	113,146
– Share options granted to directors, eligible persons and employees (Note 22) 一授予董事、合資格人士及僱員購股權(附註22)	72,225	53,262
	<b>1,039,827</b>	782,087

#### (a) Pensions – defined contribution plans

The employees of the subsidiaries of the Group that are incorporated in the PRC participate in a defined contribution retirement benefit plan organised by the relevant provincial government. For the years ended 31 December 2012 and 2011, the Group is required to make monthly defined contributions to these plans at rates from 10% to 20%, with the base of their total salary subject to a certain ceiling.

The Group has no other obligations for the payment of retirement and other post-retirement benefits of employees or retirees other than the payments disclosed in the above note.

#### (a) 退休金 – 定額供款統籌退休金計劃

本集團於中國註冊成立的附屬公司的僱員參與有關省政府組織的統籌退休金供款福利計劃。截至二零一二年及二零一一年十二月三十一日止年度，本集團按僱員薪金總額10%至20%每月向該等計劃作出定額供款，惟受若干上限所限。

除以上附註所披露的款項外，本集團並無向僱員或退休人士支付退休金及給予其他退休後福利的其他責任。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 32. EMPLOYEE BENEFIT EXPENSE – GROUP (continued)

#### (b) Directors' and senior management's emoluments

The emoluments of every director for the years ended 31 December 2012 and 2011, on a named basis, are set out as below:

Name of director	Fees	Salaries and allowances	Bonus	Fair value of employee share options granted	Pension costs – defined contribution plans	Total
董事姓名	袍金	薪金及津貼	花紅	已授出僱員購股權的公允價值	退休金成本 – 定額供款計劃	總計
<b>2012</b>		<b>二零一二年</b>				
Mr. Han Jingyuan (i)	666	6,372	-	8,571	11	15,620
Mr. Zhu Jun	624	1,337	-	1,712	11	3,684
Mr. Shen Xiaoling	324	1,351	-	1,712	11	3,398
Mr. Zhu Hao	324	405	-	1,712	10	2,451
Mr. Han Li (ii)	352	316	-	1,330	11	2,009
Mr. Muktesh Mukherjee (iii)	117	-	-	1,712	7	1,836
Mr. Ondra Otradovec	324	-	-	1,317	-	1,641
Mr. Vijay Kumar Bhatnagar	324	-	-	1,023	-	1,347
Mr. Liu Lei	444	117	-	1,405	2	1,968
Mr. Wong Man Chung, Francis	324	-	-	1,514	-	1,838
Mr. Yu Tung Ho	324	-	-	1,317	-	1,641
Mr. Wang Tianyi (ii)	292	-	-	1,023	-	1,315
Mr. Gao Qingju (iv)	33	-	-	293	-	326
Mr. Zhou Guoping (ii)	27	-	-	-	-	27
	<b>4,499</b>	<b>9,898</b>	<b>-</b>	<b>24,641</b>	<b>63</b>	<b>39,101</b>
<b>2011</b>		<b>二零一一年</b>				
Mr. Han Jingyuan (i)	878	6,524	75	8,767	10	16,254
Mr. Zhu Jun	672	1,499	214	1,148	10	3,543
Mr. Liu Lei	452	1,196	15	1,148	10	2,821
Mr. Shen Xiaoling	432	1,396	102	1,148	10	3,088
Mr. Zhu Hao	332	415	-	1,148	10	1,905
Mr. Muktesh Mukherjee (iii)	332	249	-	1,197	10	1,788
Mr. Ondra Otradovec	332	-	-	920	-	1,252
Mr. Jean-Paul Georges Schuler (v)	50	-	-	51	-	101
Mr. Wong Man Chung, Francis	332	-	-	1,013	-	1,345
Mr. Gao Qingju	332	-	-	883	-	1,215
Mr. Yu Tung Ho	332	-	-	883	-	1,215
Mr. Vijay Kumar Bhatnagar	282	-	-	-	-	282
	<b>4,758</b>	<b>11,279</b>	<b>406</b>	<b>18,306</b>	<b>60</b>	<b>34,809</b>

### 32. 僱員福利開支 – 本集團 (續)

#### (b) 董事及高級管理層酬金

截至二零一二年及二零一一年十二月三十一日止年度，各董事的酬金（以姓名為準）載列如下：

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 32. EMPLOYEE BENEFIT EXPENSE – GROUP (continued)

#### (b) Directors' and senior management's emoluments (continued)

- (i) Mr. Han Jingyuan is also the Chief Executive Officer of the Company.
- (ii) Mr. Han Li, Mr. Wang Tianyi and Mr. Zhou Guoping were appointed as the director of the Company on 7 February 2012, 7 February 2012 and 1 December 2012 respectively.
- (iii) Mr. Muktesh Mukherjee resigned as the director of the Company on 11 May 2012.
- (iv) Mr. Gao Qingju resigned as the director of the Company on 6 February 2012.
- (v) Mr. Jean-Paul Georges Schuler resigned as the director of the Company on 24 February 2011.

None of the directors waived or agreed to waive any remuneration during the years ended 31 December 2012 and 2011. The emoluments of the independent non-executive directors of the Company during the year are approximately RMB 5.1 million (2011: RMB 3.8 million).

### 32. 僱員福利開支 – 本集團(續)

#### (b) 董事及高級管理層酬金(續)

- (i) 韓敬遠先生亦為本公司首席執行官。
- (ii) 韓力先生、王天義先生及周國平先生分別於二零一二年二月七日、二零一二年二月七日及二零一二年十二月一日獲委任為本公司董事。
- (iii) Muktesh Mukherjee先生於二零一二年五月十一日辭任本公司董事。
- (iv) 高清舉先生於二零一二年二月六日辭任本公司董事。
- (v) Jean-Paul Georges Schuler先生於二零一一年二月二十四日辭任本公司董事。

截至二零一二年及二零一一年十二月三十一日止年度內，概無董事放棄或同意放棄任何酬金。年內，支付予本公司的獨立非執行董事的酬金約為人民幣510萬元(二零一一年：人民幣380萬元)。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 32. EMPLOYEE BENEFIT EXPENSE – GROUP (continued)

#### (c) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include four (2011: four) directors whose emoluments are reflected in the analysis presented above. The emoluments of the remaining one (2011: one) highest paid individual for the year are as follows:

Salaries and allowances	薪金及津貼
Bonus	花紅
Fair value of employee share options granted	已授出僱員購股權的公允價值

For the years ended 31 December 2012 and 2011, no emoluments were paid by the Group to any of the Directors or the five highest paid individuals as inducement to join or upon joining the Company or as compensation for loss of office.

The remuneration of the five highest paid individuals for the years ended 31 December 2012 and 2011 fell within the following bands:

RMB 2,000,001 to RMB 3,000,000 (approximately HK\$ 2,466,701 to HK\$ 3,700,049)	人民幣 2,000,001 元至人民幣 3,000,000 元 (約 2,466,701 港元至 3,700,049 港元)
RMB 3,000,001 to RMB 4,000,000 (approximately HK\$ 3,700,050 to HK\$ 4,933,399)	人民幣 3,000,001 元至人民幣 4,000,000 元 (約 3,700,050 港元至 4,933,399 港元)
RMB 10,000,001 to RMB 17,000,000 (approximately HK\$ 12,333,499 to HK\$ 20,966,946)	人民幣 10,000,001 元至人民幣 17,000,000 元 (約 12,333,499 港元至 20,966,946 港元)

### 32. 僱員福利開支 – 本集團 (續)

#### (c) 五名最高薪酬人士

本年度本集團五位最高薪酬人士包括四位(二零一一年：四位)董事，其酬金已於上文的分析中呈列。本年度內，支付予其餘一位(二零一一年：一位)最高薪人士的酬金如下：

2012 二零一二年	2011 二零一一年
564	569
311	608
1,270	1,021
<b>2,145</b>	<b>2,198</b>

截至二零一二年及二零一一年十二月三十一日止年度內，本集團概無向任何董事或五位最高薪酬人士支付任何酬金，作為加入本公司或於加入本公司時的獎勵或作為離職補償。

截至二零一二年及二零一一年十二月三十一日止年度內，五位最高薪酬人士的酬金介乎以下範圍：

Number of individuals 人數	
2012 二零一二年	2011 二零一一年
2	2
2	2
1	1

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 33. FINANCE INCOME AND COSTS – GROUP

### 33. 財務收入及成本－本集團

		2012 二零一二年	2011 二零一一年
Interest expenses	利息費用		
– borrowings	– 借款	(517,481)	(509,702)
– discount of notes receivable	– 應收票據貼現	(16,112)	(499)
– finance lease liabilities	– 融資租賃負債	(37,697)	(35,847)
Net foreign exchange gains on borrowings (Note 35)	借款的匯兌淨收益 (附註35)	7,264	319,780
Finance costs	財務成本	(564,026)	(226,268)
Less: amounts capitalised on qualifying assets (Note 7)	減：合資格資產資本化 金額(附註7)	64,853	35,468
Total finance costs (Note 39)	財務成本總額(附註39)	(499,173)	(190,800)
Interest income on bank deposits	銀行存款的利息收入	35,828	16,505
Interest from other receivables	其他應收賬款的利息收入	66,157	59,755
Income from loan receivables	應收貸款的收入	43,194	20,638
Finance income (Note 39)	財務收入(附註39)	145,179	96,898
Finance costs – net	財務成本－淨額	(353,994)	(93,902)

### 34. INCOME TAX EXPENSE – GROUP

### 34. 所得稅費用－本集團

Income tax expense represents:

所得稅費用包括：

		2012 二零一二年	2011 二零一一年
Current income tax	當期所得稅		
– PRC enterprise income tax (the “EIT”)	– 中國企業所得稅 (「中國企業所得稅」)	182,220	606,950
– Singapore profit tax	– 新加坡利得稅	5,755	4,906
		187,975	611,856
Deferred income tax (Note 28)	遞延所得稅(附註28)	(8,396)	(97,833)
		179,579	514,023

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 34. INCOME TAX EXPENSE – GROUP (continued)

The Company was incorporated in Bermuda as an exempted company with limited liability under the Companies Act 1981 of Bermuda and, accordingly, is exempted from payment of Bermuda income tax.

The subsidiaries directly held by the Company were incorporated in BVI with limited liability under the International Business Companies Act Chapter 291 and, accordingly, are exempted from payment of BVI income tax.

No Hong Kong profits tax has been provided since the subsidiaries incorporated or traded in Hong Kong do not have assessable profits during the year (2011: nil).

China Oriental Singapore has been awarded the “Global Trader Programme” (“GTP”) status for 2 years 9 months with effect from 1 April 2011. Income from qualifying transactions will be taxed at the concessionary corporate tax rate of 10%, subject to China Oriental Singapore meeting certain terms and conditions as stated in the letter issued by International Enterprise Singapore.

The PRC EIT is calculated based on the statutory profit of subsidiaries incorporated in the PRC in accordance with the PRC tax laws and regulations, after adjustments on certain income and expense items, which are not assessable or deductible for income tax purposes.

### 34. 所得稅費用—本集團(續)

本公司根據百慕達一九八一年公司法在百慕達註冊成立為獲豁免有限責任公司，故獲豁免繳付百慕達所得稅。

本公司直接持有的附屬公司根據國際商業公司法第291章在英屬維爾京群島註冊成立為有限責任公司，故獲豁免繳付英屬維爾京群島所得稅。

由於在香港註冊成立或經營的附屬公司於年內並無應課稅利潤，故並沒有計提香港所得稅(二零一一年：零)。

中國東方新加坡已獲得自二零一一年四月一日起生效的兩年零九個月的「環球貿易計劃」(「環球貿易計劃」)地位，根據中國東方新加坡達到新加坡國際企業發展局發出的函件內所列的若干條款及條件，合資格的交易之收入將按特許企業稅率10%徵稅。

中國企業所得稅乃基於在中國註冊成立的附屬公司的法定溢利，根據中國稅務法律及條例，於調整若干不須課稅或不可扣減所得稅的收入及開支項目後計算。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 34. INCOME TAX EXPENSE – GROUP (continued)

Effective from 1 January 2008, the subsidiaries incorporated in the PRC are required to determine and pay the EIT in accordance with the Corporate Income Tax Law of the People's Republic of China (the "New EIT Law") as approved by the National People's Congress on 16 March 2007 and the Detailed Implementation Regulations of the Corporate Income Tax Law (the "DIR") as approved by the State Council on 6 December 2007. In accordance with the New EIT Law and DIR, the EIT rate applicable to the subsidiaries incorporated in the PRC will be 25% for those with original applicable EIT rates higher than 25%, or gradually increased to 25% in a 5-year period from 2008 to 2012 for those with original applicable EIT rates lower than 25%. The preferential policy of exemption or deduction shall be effective from 1 January 2008, even if the subsidiaries were still in a cumulative tax loss position.

Jinxi Jinlan was qualified as a foreign investment production enterprise and was established in a coastal economic development zone. Approved by local tax authority on 14 December 2007, Jinxi Jinlan was entitled to a two-year full exemption followed by a three-year 50% tax deduction, commencing from 1 January 2008. The effective tax rate of Jinxi Jinlan for the year ended 31 December 2012 was 12.5% (2011: 12.5%).

### 34. 所得稅費用—本集團(續)

由二零零八年一月一日起，凡在中國註冊成立的附屬公司須按照二零零七年三月十六日全國人大會議批准的中華人民共和國企業所得稅法(「新企業所得稅法」)及二零零七年十二月六日國務院批准的企業所得稅法實施細則(「實施細則」)，計算並繳納企業所得稅。依照新企業所得稅法及實施細則，在中國註冊成立的附屬公司如原先適用的企業所得稅稅率高於25%，則下調為25%；或如原先適用的企業所得稅稅率低於25%，則在二零零八年至二零一二年的五年內，逐步上調至25%。獲豁免或減免之優惠政策自二零零八年一月一日起生效，即使該等附屬公司仍處於累計稅項虧損狀況。

津西金蘭符合外商投資生產性企業的資格，並於沿海經濟開發區成立。經地方稅務局於二零零七年十二月十四日審批，津西金蘭自二零零八年一月一日起，享有兩年稅務豁免及其後三年50%稅務寬減。截至二零一二年十二月三十一日止年度，津西金蘭有效稅率為12.5%(二零一一年：12.5%)。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 34. INCOME TAX EXPENSE – GROUP (continued)

Other than above-mentioned entities, all other subsidiaries of the Group incorporated in PRC are subject to the tax rate of 25% in year 2012 (2011: 25%).

The taxation on the Group's profit before taxation differs from the theoretical amount that would arise using the weighted average applicable tax rate of 25.51% (2011: 24.27%) to respective profits of the consolidated entities for the years ended 31 December 2012 and 2011 as follows:

### 34. 所得稅費用—本集團(續)

除上述實體外，本集團所有其他於中國註冊成立的附屬公司於二零一二年的稅率為25%(二零一一年：25%)。

本集團除稅前溢利的稅項於截至二零一二年及二零一一年十二月三十一日止年度合併實體的溢利因採用所適用的加權平均稅率25.51%(二零一一年：24.27%)計算的理論總額的差異分別如下：

		2012 二零一二年	2011 二零一一年
Profit before taxation	除稅前溢利	<b>326,056</b>	1,931,812
Taxation calculated at statutory tax rate	按法定稅率計算的稅項	<b>83,178</b>	468,856
Effect of preferential tax rate of subsidiaries	附屬公司優惠稅率的影響	-	(203)
Tax losses for which no deferred income tax asset was recognised	沒有確認遞延所得稅資產的稅項虧損	<b>53,349</b>	18,294
Utilisation of previously unrecognised tax losses	使用先前未確認稅項虧損	-	(4,634)
Withholding tax of interest income	代扣代繳利息收入之所得稅	<b>15,096</b>	-
Effect of non-deductible expenses	不可扣減費用的影響	<b>27,956</b>	31,710
		<b>179,579</b>	514,023

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
 (除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 35. NET FOREIGN EXCHANGE GAINS/(LOSSES) – GROUP

The exchange differences credited in the consolidated income statement are included as follows:

Other gains/(losses) – net (Note 29) 其他收益／(虧損)－淨額  
 (附註29)

Finance costs – net (Note 33) 財務成本－淨額(附註33)

### 35. 匯兌收益／(虧損)淨額－本集團

於合併利潤表內記賬之匯兌差異載列如下：

	2012 二零一二年	2011 二零一一年
	969	(11,188)
	7,264	319,780
	<b>8,233</b>	308,592

### 36. (LOSS)/PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY

The loss attributable to owners of the Company is dealt with in the financial statements of the Company to the extent of approximately RMB 148.96 million for the year ended 31 December 2012.

The profit attributable to owners of the Company is dealt with in the financial statements of the Company to the extent of approximately RMB 236.83 million for the year ended 31 December 2011.

### 36. 本公司權益持有者應佔(虧損)／溢利

截至二零一二年十二月三十一日止年度，本公司權益持有者應佔虧損包括計入本公司財務報表的約人民幣1.4896億元。

截至二零一一年十二月三十一日止年度，本公司權益持有者應佔溢利包括計入本公司財務報表的約人民幣2.3683億元。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 37. EARNINGS PER SHARE

#### Basic

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year.

Profit attributable to owners of the Company	本公司權益持有者應佔溢利
Weighted average number of ordinary shares in issue (thousands)	已發行普通股的加權平均數(千股)
Basic earnings per share (RMB per share)	每股基本收益(每股人民幣元)

#### Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has one category of dilutive potential ordinary shares: share options. For the share options, a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average annual market share price of the Company's shares) based on the monetary value of the subscription rights attached to outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

### 37. 每股收益

#### 基本

每股基本收益乃根據本公司權益持有者應佔溢利除以年內已發行普通股的加權平均數而計算。

2012	2011
二零一二年	二零一一年

Profit attributable to owners of the Company	126,062	1,241,893
Weighted average number of ordinary shares in issue (thousands)	2,930,194	2,929,725
Basic earnings per share (RMB per share)	0.04	0.42

#### 稀釋

每股稀釋收益乃在假設所有可稀釋的潛在普通股被兌換後，透過調整未發行普通股的加權平均股數計算。本公司僅有一類可稀釋的潛在普通股：購股權。就購股權而言，根據尚未行使購股權所附的認購權的貨幣價值，釐定按公允價值(釐定為本公司股份的平均年度市價)可購入的股份數目。按以上方式計算的股份數目乃與假設購股權行使而應已發行的股份數目作出比較。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 37. EARNINGS PER SHARE (continued)

### 37. 每股收益(續)

		2012	2011
		二零一二年	二零一一年
Profit attributable to owners of the Company	本公司權益持有者應佔溢利	126,062	1,241,893
Weighted average number of ordinary shares in issue used in calculating basic earnings per share (thousands)	用於計算每股基本收益的已發行普通股加權平均數(千股)	2,930,194	2,929,725
Adjustments for options (thousands)	購股權調整(千股)	6,730	25,024
Weighted average number of ordinary shares and potential ordinary shares issued as the denominator in calculating diluted earnings per share (thousands)	計算每股稀釋收益時作為分母的已發行普通股及潛在普通股加權平均數(千股)	2,936,924	2,954,749
Diluted earnings per share (RMB per share)	每股稀釋收益(每股人民幣元)	0.04	0.42

### 38. DIVIDENDS

### 38. 股息

		2012	2011
		二零一二年	二零一一年
Interim, paid	中期，已派付	-	241,351

At a meeting held on 9 August 2011, the Board proposed an interim dividend in respect of the period ended 30 June 2011 of HK\$ 292.97 million (approximately RMB 241.35 million), representing HK\$ 0.1 per ordinary share. The dividends were paid in October 2011.

於二零一一年八月九日舉行的會議上，董事局建議派發截至二零一一年六月三十日止期間中期股息2.9297億港元(約人民幣2.4135億元)，即每股普通股0.1港元。股息已於二零一一年十月支付。

At a meeting held on 23 August 2012, the Board did not recommend the payment of any interim dividend in respect of the six months ended 30 June 2012.

於二零一二年八月二十三日舉行的會議上，董事局不建議就截至二零一二年六月三十日止六個月派付任何中期股息。

At a meeting held on 21 March 2013, the Board did not recommend the payment of any final dividend in respect of the year ended 31 December 2012.

於二零一三年三月二十一日舉行的會議上，董事局不建議就截至二零一二年十二月三十一日止年度派付任何末期股息。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 39. CASH GENERATED FROM OPERATIONS

(a) Reconciliation of profit before taxation to cash generated from operations is as follows:

Profit before income tax	除所得稅前溢利	<b>326,056</b>	1,931,812
Adjustments for:	調整：		
Amortisation of leasehold land and land use rights (Notes 6, 31)	租賃土地及土地使用權攤銷 (附註6、31)	<b>3,405</b>	3,405
Depreciation of property, plant and equipment (Notes 7, 31)	物業、廠房及設備折舊 (附註7、31)	<b>943,709</b>	892,093
Depreciation of investment properties (Notes 8, 31)	投資物業折舊 (附註8、31)	<b>806</b>	805
Amortisation of intangible assets (Notes 9, 31)	無形資產攤銷 (附註9、31)	<b>25</b>	18
Gain on disposal for property, plant and equipment (Note 29)	出售物業、廠房及設備之收益 (附註29)	<b>(2,434)</b>	(5,362)
Impairment of property, plant and equipment (Notes 7,29)	物業、廠房及設備減值 (附註7、29)	<b>3,600</b>	161,270
Share of result of an associate (Note 11)	應佔一間聯營公司業績 (附註11)	<b>12,697</b>	(2,140)
(Reversal of)/provision for write-down of inventories to net realisable value (Notes 16, 31)	存貨價值減值至可變現淨值之 (撥回)/撇減 (附註16、31)	<b>(108,439)</b>	108,439
(Reversal of)/provision for impairment of trade receivables (Notes 17, 31)	應收貿易賬款減值之 (撥回)/撥備 (附註17、31)	<b>(538)</b>	3,607
Impairment provision of prepayments, deposits and other receivables (Notes 18, 31)	預付款項、按金及其他應收款項之減值撥備 (附註18、31)	<b>138,841</b>	—
Impairment provision of loan receivables (Notes 19, 31)	應收貸款之減值撥備 (附註19、31)	<b>300</b>	—
Foreign exchange (gains)/losses (Notes 29,35)	匯兌 (收益)/虧損 (附註29、35)	<b>(969)</b>	11,188
Finance income (Note 33)	財務收入 (附註33)	<b>(145,179)</b>	(96,898)
Finance costs (Note 33)	財務成本 (附註33)	<b>499,173</b>	190,800
Share-based payment (Notes 22,32)	以股份為基礎之付款 (附註22、32)	<b>72,225</b>	53,262
Gain on repurchase of Senior Notes	購回優先票據之收益	<b>(76,561)</b>	—
Provision for legal claims (Note 24)	法律索償撥備 (附註24)	<b>22,754</b>	—

### 39. 營運產生的現金

(a) 除稅前溢利與經營活動的現金流入的調節表如下：

	2012 二零一二年	2011 二零一一年
Profit before income tax	<b>326,056</b>	1,931,812
Adjustments for:		
Amortisation of leasehold land and land use rights (Notes 6, 31)	<b>3,405</b>	3,405
Depreciation of property, plant and equipment (Notes 7, 31)	<b>943,709</b>	892,093
Depreciation of investment properties (Notes 8, 31)	<b>806</b>	805
Amortisation of intangible assets (Notes 9, 31)	<b>25</b>	18
Gain on disposal for property, plant and equipment (Note 29)	<b>(2,434)</b>	(5,362)
Impairment of property, plant and equipment (Notes 7,29)	<b>3,600</b>	161,270
Share of result of an associate (Note 11)	<b>12,697</b>	(2,140)
(Reversal of)/provision for write-down of inventories to net realisable value (Notes 16, 31)	<b>(108,439)</b>	108,439
(Reversal of)/provision for impairment of trade receivables (Notes 17, 31)	<b>(538)</b>	3,607
Impairment provision of prepayments, deposits and other receivables (Notes 18, 31)	<b>138,841</b>	—
Impairment provision of loan receivables (Notes 19, 31)	<b>300</b>	—
Foreign exchange (gains)/losses (Notes 29,35)	<b>(969)</b>	11,188
Finance income (Note 33)	<b>(145,179)</b>	(96,898)
Finance costs (Note 33)	<b>499,173</b>	190,800
Share-based payment (Notes 22,32)	<b>72,225</b>	53,262
Gain on repurchase of Senior Notes	<b>(76,561)</b>	—
Provision for legal claims (Note 24)	<b>22,754</b>	—

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 39. CASH GENERATED FROM OPERATIONS (continued)

- (a) Reconciliation of profit before taxation to cash generated from operations is as follows: (continued)

### 39. 營運產生的現金 (續)

- (a) 除稅前溢利與經營活動的現金流入的調節表如下：(續)

		2012 二零一二年	2011 二零一一年
Changes in working capital (excluding the effects of acquisition and exchange differences on consolidation):	營運資金變動 (不包括合併收購及 匯兌差異的影響)：		
Decrease/(increase) in inventories and properties under development and held for sale	存貨及發展中及持作出售 物業減少/(增加)	1,512,628	(679,563)
Increase in trade and notes receivables, prepayments, deposits and other receivables	應收貿易及票據賬款、 預付款項、按金 及其他應收賬款增加	(3,357,062)	(2,086,125)
Increase in amount due from related parties	應收關聯方款項增加	(3,042)	-
Increase in restricted bank balances	受限制銀行結餘增加	(318,805)	(145,526)
Increase in deferred revenue	遞延收入增加	9,273	11,010
Increase in trade payables, accruals, advances from customers and other current liabilities	應付貿易賬款、 預提費用、預收客戶款項及 其他流動負債增加	1,117,635	557,245
Decrease in amount due to related parties	應付關聯方款項減少	(12,485)	(1,116)
<b>Cash generated from operation</b>	<b>來自經營的現金</b>	<b>637,613</b>	<b>908,224</b>

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 39. CASH GENERATED FROM OPERATIONS (continued)

(b) Major non-cash transactions:

For the year ended 31 December 2012, the Group endorsed bank acceptance notes to suppliers for purchase of property, plant and equipment amounted to approximately RMB 951 million (2011: approximately RMB 553 million).

(c) In the cash flow statement, proceeds from sales of property, plant and equipment comprise:

Net book amount from sales and deductions of property, plant and equipment (Note 7)	物業、廠房及設備銷售及減少的賬面淨值(附註7)
Gain on disposals of property, plant and equipment (Note 29)	出售物業、廠房及設備收益(附註29)
Non-cash assets received	已收非現金資產
Cash proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得現金

Non-cash assets received mainly represented bank acceptance notes and other receivables received from deductions of property, plant and equipment.

### 39. 營運產生的現金(續)

(b) 主要非現金交易：

截至二零一二年十二月三十一日止年度，本集團就購買物業、廠房及設備向供應商背書銀行承兌匯票約人民幣9.51億元(二零一一年：約人民幣5.53億元)。

(c) 於現金流量表內，出售物業、廠房及設備所得款項包括：

2012	2011
二零一二年	二零一一年

<b>38,443</b>	12,393
<b>2,434</b>	5,362
<b>(40,682)</b>	(16,978)
<b>195</b>	777

收取的非現金資產主要指就物業、廠房及設備減少收取的銀行承兌匯票及其他應收賬款。

### 40. FINANCIAL GUARANTEE CONTRACTS – GROUP

Guarantee for bank borrowings of third parties	為第三方的銀行借款出具擔保
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As at 31 December 2012, Jinxi Limited provided guarantee for bank borrowings in favour of third parties amounted to approximately RMB 30 million (2011: RMB 30 million). The fair values of these financial guarantee contracts are not significant.

The Directors are of the view that such obligation will not cause an outflow of resources embodying economic benefits.

### 40. 財務擔保合約—本集團

2012	2011
二零一二年	二零一一年

<b>30,019</b>	30,000
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於二零一二年十二月三十一日，津西鋼鐵為第三方的銀行貸款出具擔保，共約人民幣3,000萬元(二零一一年：人民幣3,000萬元)。該等財務擔保合約的公允價值並不重大。

董事認為該償還責任將不會造成經濟利益資源流出。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 41. COMMITMENTS – GROUP

#### (a) Capital and Properties under development commitments

Capital expenditure at the balance sheet date but not yet incurred is as follows:

Purchase of property, plant and equipment	購買物業、廠房及設備
– Contracted but not provided for	– 已訂約但未撥備
– Authorised but not contracted for	– 已授權但未訂約

Purchase of properties under development	購買發展中物業
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#### (b) Operating lease commitments

The future aggregate minimum lease rental expenses in respect of land use rights, property, plant and equipment under non-cancellable operating leases are payable as follows:

No later than one year	1年內
Later than one year and no later than five years	1年以上，5年以內
Later than five years	5年以上

### 41. 承擔—本集團

#### (a) 資本及發展中物業之承擔

於結算日尚未產生的資本開支如下：

	2012 二零一二年	2011 二零一一年
Purchase of property, plant and equipment		
– Contracted but not provided for	205,865	486,448
– Authorised but not contracted for	65,729	18,998
	<b>271,594</b>	505,446
Purchase of properties under development	291,418	–
	<b>563,012</b>	505,446

#### (b) 經營租賃承擔

有關不可撤銷經營租賃項下的土地使用權、物業、廠房及設備的應付未來最低租賃租金總支出如下：

	2012 二零一二年	2011 二零一一年
No later than one year	188,355	308,360
Later than one year and no later than five years	33,321	33,346
Later than five years	153,934	162,053
	<b>375,610</b>	503,759

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 42. RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control.

- (a) For the years ended 31 December 2012 and 2011, the Directors are of the view that the following companies and persons are related parties of the Group:

#### Name 名稱

#### Relationship with the Group 與本集團的關係

Foshan Jin Lan Aluminium Company Limited ("Foshan Jin Lan")

佛山金蘭鋁廠有限公司  
(「佛山金蘭」)

Minority shareholder of Jinxi Jinlan

津西金蘭的少數股東

Foshan Jin Lan Group Co., Ltd. ("Jin Lan Group")

佛山金蘭集團有限公司  
(「金蘭集團」)

Controlled by Mr. Zhou Weijie, a director of Jinxi Jinlan

由津西金蘭董事周偉傑先生控制

Foshan Jin Lan Import and Export Co., Ltd. ("Jin Lan Import and Export")

佛山金蘭進出口有限公司  
(「金蘭進出口」)

Controlled by the family members of Mr. Zhou Weijie, a director of Jinxi Jinlan

由津西金蘭的董事周偉傑先生的家屬控制

Foshan Jin Lan Nonferrous Metals Product Co., Ltd. ("Jin Lan Nonferrous Metals")

佛山金蘭有色金屬製品有限公司  
(「金蘭有色金屬」)

Foshan Jin Lan's subsidiary

佛山金蘭的附屬公司

Zhongxing Iron Mine  
中興礦業

Jinxi Limited's associated company  
津西鋼鐵的聯營公司

Tangshan Fengnan Qu Jinxi Fenggang Iron and Steel Co., Ltd. ("Jinxi Fenggang")

唐山市豐南區津西豐鋼鋼鐵有限公司  
(「津西豐鋼」)

Chairman of the board of Jinxi Fenggang is Mr. Shen Xiaoling, a director of the Company

津西豐鋼董事局主席為本公司董事沈曉玲先生

### 42. 關聯方交易

倘一方有直接或間接能力控制另一方或對另一方在制定財務及營運決策時有重大影響力，則為關聯方。倘彼等受共同控制，亦被視為關聯方。

- (a) 截至二零一二年及二零一一年十二月三十一日止年度內，董事認為以下公司及人士為本集團的關聯方：

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 42. RELATED PARTY TRANSACTIONS (continued)

- (a) For the years ended 31 December 2012 and 2011, the Directors are of the view that the following companies and persons are related parties of the Group: (continued)

### 42. 關聯方交易 (續)

- (a) 截至二零一二年及二零一一年十二月三十一日止年度內，董事認為以下公司及人士為本集團的關聯方：(續)

Name 名稱	Relationship with the Group 與本集團的關係
Qianxi County Han'erzhuang Village Wang Zhihong Iron Ore Mill ("Qianxi Iron Ore Mill") 遷西縣漢兒莊鄉王志紅鐵 選廠 (「遷西鐵選廠」)	Controlled by Mr. Wang Zhihong, a director of Boyuan Real Estate 由博遠房地產的董事王志紅先生控制
Jinxi Wantong 津西萬通	Its former legal representative is Mr. Shen Xiaoling, a director of the Company (ceased to be Group's related party since 29 July 2011) 其前法定代表為本公司董事沈曉玲先生 (自二零一一年七月二十九日起不再為本集團關聯方)
Luxembourg Steel (Sichuan) Company Limited ("Luxembourg Steel") 盧鋼 (四川) 鋼鐵產品有限公司 (「盧鋼」)	Controlled by the same ultimate parent company of ArcelorMittal Holdings AG, an entity holds over 20% equity interests in the Company 由擁有本公司超過20%權益的ArcelorMittal Holdings AG的同一最終母公司控制
Beijing Jingtang Guangzhi Investment Management Co., Ltd. ("Jingtang Guangzhi Investment") 北京京唐廣志投資管理有限公司 (「京唐廣志投資」)	Controlled by Mr. Wang Zhihong, a director of Boyuan Real Estate 由博遠房地產的董事王志紅先生控制
Mr. Li Hejun 李賀軍先生	Minority shareholder of Jinxi Dafang, a subsidiary of the Group 本集團一間附屬公司，津西大方的少數股東



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 42. RELATED PARTY TRANSACTIONS (continued)

(b) Save as disclosed elsewhere in the consolidated financial statements, during the years ended 31 December 2012 and 2011, the Directors were of the view that the following significant related party transactions were carried out in the normal course of business of the Group:

#### (i) Sales

(I) Sales of goods	(I) 銷售貨物
– Jinxi Fenggang	– 津西豐鋼
– Jin Lan Group	– 金蘭集團
– Luxembourg Steel	– 盧鋼
– Jinxi Wantong	– 津西萬通
– Jin Lan Import and Export	– 金蘭進出口
(II) Sales of utilities	(II) 銷售能源
– Jin Lan Nonferrous Metals	– 金蘭有色金屬

#### (ii) Purchase of raw materials

– Zhongxing Iron Mine	– 中興礦業
– Qianxi Iron Ore Mill	– 遷西鐵選廠
– Jinxi Fenggang	– 津西豐鋼

### 42. 關聯方交易 (續)

(b) 除本合併財務報表中已披露外，截至二零一二年及二零一一年十二月三十一日止年度內，董事認為以下的重大關聯方交易乃於本集團日常業務中進行：

#### (i) 銷售

2012 二零一二年	2011 二零一一年
201,315	116,255
–	20,763
2,140	6,954
–	6,777
–	2,532
<b>203,455</b>	<b>153,281</b>
<b>13,320</b>	<b>8,848</b>

#### (ii) 購買原材料

2012 二零一二年	2011 二零一一年
36,740	84,656
10,787	75,795
156	29,843
<b>47,683</b>	<b>190,294</b>

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 42. RELATED PARTY TRANSACTIONS (continued)

(b) Save as disclosed elsewhere in the consolidated financial statements, during the years ended 31 December 2012 and 2011, the Directors were of the view that the following significant related party transactions were carried out in the normal course of business of the Group: (continued)

#### (iii) Key management compensation

Key management includes executive and non-executive directors. The compensation paid or payable to key management for employee services is shown below:

Salaries and other short-term employee benefits	薪金及其他短期僱員福利
Post-employment benefits	離職後福利
Share-based payments	以股份為基礎的支付

(c) As at 31 December 2012 and 2011, the Directors were of the view that the following related party balances were attributable to the aforementioned related party transactions, amounts paid on behalf of the Group and dividends appropriation during the years:

Amounts due from related parties	應收關聯方款項
Non-trade balances	非貿易結餘
- Jinxi Fenggang (i)	- 津西豐鋼 (i)
- Mr. Li Hejun	- 李賀軍先生
Trade balances	貿易結餘
- Jinxi Fenggang	- 津西豐鋼
- Jin Lan Nonferrous Metals	- 金蘭有色金屬

### 42. 關聯方交易 (續)

(b) 除本合併財務報表中已披露外，截至二零一二年及二零一一年十二月三十一日止年度內，董事認為以下的重大關聯方交易乃於本集團日常業務中進行：(續)

#### (iii) 主要管理人員酬金

主要管理人員包括執行及非執行董事。就僱員服務而已付或應付關鍵管理人員的酬金如下：

<b>2012</b>	2011
二零一二年	二零一一年

<b>14,397</b>	17,129
<b>63</b>	60
<b>24,641</b>	15,650
<b>39,101</b>	32,839

(c) 於二零一二年及二零一一年十二月三十一日，董事認為以下關聯方結餘乃因上述關聯方交易、代表本集團已支付的款項及有關年度內的股息分配而產生：

<b>2012</b>	2011
二零一二年	二零一一年

<b>86,348</b>	65,114
<b>-</b>	717
<b>86,348</b>	65,831
<b>1,984</b>	-
<b>1,775</b>	-
<b>3,759</b>	-
<b>90,107</b>	65,831

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 42. RELATED PARTY TRANSACTIONS (continued)

(c) As at 31 December 2012 and 2011, the Directors were of the view that the following related party balances were attributable to the aforementioned related party transactions, amounts paid on behalf of the Group and dividends appropriation during the years:(continued)

### 42. 關聯方交易 (續)

(c) 於二零一二年及二零一一年十二月三十一日，董事認為以下關聯方結餘乃因上述關聯方交易、代表本集團已支付的款項及有關年度內的股息分配而產生：(續)

		2012 二零一二年	2011 二零一一年
Amounts due to related parties	應付關聯方款項		
<i>Non-Current</i>	<i>非流動</i>		
Non-trade balances	非貿易結餘		
Borrowing from related parties	關聯方借款		
– Mr. Li Hejun (ii)	– 李賀軍先生 (ii)	51,859	17,304
– Foshan Jin Lan (iii)	– 佛山金蘭 (iii)	37,404	–
		<b>89,263</b>	17,304
<i>Current</i>	<i>流動</i>		
Non-trade balances	非貿易結餘		
Borrowing from related parties	關聯方借款		
– Jingtang Guangzhi	– 京唐廣志投資 (iv)	51,965	49,177
Investment (iv)		–	37,404
– Foshan Jin Lan (iii)	– 佛山金蘭 (iii)	–	37,404
		<b>51,965</b>	86,581
Others	其他		
– Foshan Jin Lan	– 佛山金蘭	383	383
Trade balances	貿易結餘		
Trade payables	應付貿易賬款		
– Zhongxing Iron Mine	– 中興礦業	1,242	256
– Jinxi Fenggang	– 津西豐鋼	1	452
– Luxembourg Steel	– 盧鋼	453	2,208
– Qianxi Iron Ore Mill	– 遷西鐵選廠	2	11,267
		<b>1,698</b>	14,183
		<b>143,309</b>	118,451

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

(All amounts in RMB thousands unless otherwise stated) For the year ended 31 December 2012  
(除另有指明外，所有金額均以人民幣千元為單位) 截至二零一二年十二月三十一日止年度

### 42. RELATED PARTY TRANSACTIONS (continued)

(c) As at 31 December 2012 and 2011, the Directors were of the view that the following related party balances were attributable to the aforementioned related party transactions, amounts paid on behalf of the Group and dividends appropriation during the years: (continued)

(i) During the year ended 31 December 2012, Beijing Jinxi Investment provided two loans to Jinxi Fenggang, amounted to approximately RMB 39.7 million and RMB 38.8 million respectively and RMB 57.7 million was repaid.

After several renewal agreements, as at 31 December 2012, two loans outstanding amounted to approximately RMB 31.3 million and RMB 54.5 million, which were unsecured, bore interest at 7.9% and 8% per annum respectively and repayable within one year.

(ii) In March 2012, Mr. Li Hejun provided an additional loan to Jinxi Dafang, amounted to approximately RMB 35 million. The loan was unsecured, interest-free and had a repayable term of 30 years.

(iii) Pursuant to certain renewed agreement, the payables owing to Foshan Jin Lan amounted to RMB 37 million was unsecured, interest-free and had a repayable term of 5 years.

(iv) The loan borrowed from Jingtang Guangzhi Investment was unsecured and bore interest at a rate of 6.00% per annum.

### 43. APPROVAL OF ACCOUNTS

These consolidated financial statements were approved by the Board on 21 March 2013.

### 42. 關聯方交易 (續)

(c) 於二零一二年及二零一一年十二月三十一日，董事認為以下關聯方結餘乃因上述關聯方交易、代表本集團已支付的款項及有關年度內的股息分配而產生：(續)

(i) 截至二零一二年十二月三十一日止年度，北京津西投資向津西豐鋼提供兩筆貸款，金額分別約為人民幣3,970萬元及人民幣3,880萬元，其中人民幣5,770萬元已償還。

續訂若干協議後，於二零一二年十二月三十一日，兩筆未償還貸款約人民幣3,130萬元及人民幣5,450萬元為無抵押，分別按年利率7.9%及8%計息及於一年內償還。

(ii) 於二零一二年三月，李賀軍先生向津西大方提供約人民幣3,500萬元的額外貸款。該貸款為無抵押、免息及還款期為三十年。

(iii) 根據若干續簽協議，結欠佛山金蘭的應付款項人民幣3,700萬元為無抵押、免息及還款期為五年。

(iv) 京唐廣志投資提供的貸款為無抵押及以年利率6.00%計息。

### 43. 批准賬目

董事局於二零一三年三月二十一日批准本合併財務報表。

## Five-year Financial Information 五年財務資料

A summary of the consolidated income statement and of the consolidated assets, liabilities and non-controlling interests of the Group for the last five financial years is as set out below:

本集團截至前五個財政年度的合併利潤表及合併資產、負債及非控制性權益概要載列如下：

### Consolidated Income Statement

### 合併利潤表

		Year ended 31 December 截至十二月三十一日止年度				
		Audited 經審核				
		2012 二零一二年 (RMB'000) (人民幣千元)	2011 二零一一年 (RMB'000) (人民幣千元)	2010 二零一零年 (RMB'000) (人民幣千元)	2009 二零零九年 (RMB'000) (人民幣千元)	2008 二零零八年 (RMB'000) (人民幣千元)
Revenue	收入	<b>36,122,358</b>	38,596,633	30,135,718	20,589,138	19,388,183
Profit before income tax	除所得稅前溢利	<b>326,056</b>	1,931,812	1,613,481	1,313,734	113,601
Income tax expense	所得稅費用	<b>(179,579)</b>	(514,023)	(428,030)	(341,293)	(70,643)
Profit for the year	年度溢利	<b>146,477</b>	1,417,789	1,185,451	972,441	42,958
Profit attributable to :	溢利歸屬於：					
Owners of the Company	本公司權益持有者	<b>126,062</b>	1,241,893	1,062,838	884,323	44,032
Non-controlling interests	非控制性權益	<b>20,415</b>	175,896	122,613	88,118	(1,074)
		<b>146,477</b>	1,417,789	1,185,451	972,441	42,958

### Consolidated Assets, Liabilities and Non-controlling Interests

### 合併資產、負債與非控制性權益

		As at 31 December 於十二月三十一日				
		Audited 經審核				
		2012 二零一二年 (RMB'000) (人民幣千元)	2011 二零一一年 (RMB'000) (人民幣千元)	2010 二零一零年 (RMB'000) (人民幣千元)	2009 二零零九年 (RMB'000) (人民幣千元)	2008 二零零八年 (RMB'000) (人民幣千元)
Total assets	總資產	<b>24,751,983</b>	22,929,993	20,742,095	15,189,137	14,136,057
Total liabilities	總負債	<b>(15,196,967)</b>	(13,418,643)	(12,222,321)	(7,728,387)	(7,646,117)
Non-controlling interests	非控制性權益	<b>(513,247)</b>	(647,730)	(450,012)	(291,992)	(224,711)
		<b>9,041,769</b>	8,863,620	8,069,762	7,168,758	6,265,229



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\* For identification purposes only  
僅供識別

