



中國管業集團有限公司
China Pipe Group Limited

(於百慕達註冊成立之有限公司)
(Incorporated in Bermuda with limited liability)
股份代號：380 Stock code: 380

年報 **2012** ANNUAL REPORT

Contents 目錄

Corporate Information	2	公司資料
Chairman's Statement	5	主席報告
Mission and Strategy	8	使命及策略
Management Discussion and Analysis	9	管理層討論及分析
Biographical Details of Directors and Senior Management	12	董事及高級管理人員之履歷
Corporate Governance Report	20	企業管治報告
Report of the Directors	40	董事會報告
Independent Auditor's Report	54	獨立核數師報告書
Consolidated Income Statement	57	綜合收益表
Consolidated Statement of Comprehensive Income	58	綜合全面收益表
Consolidated Statement of Financial Position	59	綜合財務狀況表
Statement of Financial Position	61	財務狀況表
Consolidated Statement of Changes in Equity	62	綜合權益變動表
Consolidated Statement of Cash Flows	64	綜合現金流量表
Notes to the Financial Statements	65	財務報表附註
Five Year Financial Summary	152	五年財務概要

Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Lai Guanglin (*Chairman*)
Mr. Yu Ben Ansheng (*Chief Executive Officer*)
Mr. Lai Fulin

Non-executive Directors

Mr. U Kean Seng
Mr. Tsang Wai Yip

Independent Non-executive Directors

Mr. Wong Yee Shuen, Wilson
Mr. Chen Wei Wen
Ms. Yang Li

AUDIT COMMITTEE

Mr. Wong Yee Shuen, Wilson (*Chairman*)
Mr. U Kean Seng
Mr. Chen Wei Wen

REMUNERATION COMMITTEE

Ms. Yang Li (*Chairman*)
Mr. Lai Guanglin
Mr. Chen Wei Wen

NOMINATION COMMITTEE

Mr. Lai Guanglin (*Chairman*)
Mr. Chen Wei Wen
Ms. Yang Li

COMPANY SECRETARY

Mr. Cheng Siu Kwan

INDEPENDENT AUDITOR

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

董事會

執行董事

Lai Guanglin 先生 (*主席*)
俞安生先生 (*首席執行官*)
賴福麟先生

非執行董事

余建成先生
曾偉業先生

獨立非執行董事

黃以信先生
陳偉文先生
楊莉女士

審核委員會

黃以信先生 (*主席*)
余建成先生
陳偉文先生

薪酬委員會

楊莉女士 (*主席*)
Lai Guanglin 先生
陳偉文先生

提名委員會

Lai Guanglin 先生 (*主席*)
陳偉文先生
楊莉女士

公司秘書

鄭少群先生

獨立核數師

羅兵咸永道會計師事務所
香港中環
太子大廈二十二樓

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Appleby Management (Bermuda) Ltd
Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
Industrial and Commercial Bank of China (Asia) Limited
Shanghai Commercial Bank Limited
Australia and New Zealand Banking Group Limited

REGISTERED OFFICE

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

12th Floor, Phase I, Austin Tower
22-26A Austin Avenue
Tsim Sha Tsui, Kowloon,
Hong Kong
Tel: (852) 2728 7237
Fax: (852) 2387 2999

主要股份過戶登記處

Appleby Management (Bermuda) Ltd
Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

香港股份過戶登記分處

香港中央證券登記有限公司
香港灣仔
皇后大道東 183 號
合和中心 17 樓
1712-1716 號舖

主要往來銀行

中國銀行(香港)有限公司
中國工商銀行(亞洲)有限公司
上海商業銀行有限公司
澳新銀行集團有限公司

註冊辦事處

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

總辦事處及主要營業地點

香港九龍尖沙咀
柯士甸路 22-26 號 A
好兆年行第一期 12 樓
電話：(852) 2728 7237
傳真：(852) 2387 2999

Corporate Information

公司資料

OTHER PLACES OF BUSINESS

HONG KONG AND MACAU

Retail shops

G/F., 720 Shanghai Street, Mongkok,
Kowloon, Hong Kong
Tel: (852) 2395 0181
Fax: (852) 2787 3421

Shop 8, G/F., Hing Nin Building
No. 30-36 Hop Yick Road, Yuen Long
New Territories, Hong Kong
Tel: (852) 2473 3660
Fax: (852) 2442 2766

Shop A, G/F., Wealthy Mansion
No. 7-11 Tai Wong Street East
Wanchai, Hong Kong
Tel: (852) 2866 6001
Fax: (852) 2866 6339

Rua Da Ribeira Do Patane No. 13, Macau
Tel: (853) 2855 3693
Fax: (853) 2895 1020

Warehouse

Sections M and N of Lot 3719 in DD104
Yuen Long, New Territories, Hong Kong
Tel: (852) 2471 9048
Fax: (852) 2482 1298

MAINLAND CHINA

Bun Kee Building Material (Guangzhou) Co., Ltd
No. 3 Langwei Road, Xiaolong Village,
Shiji Town, Panyu District,
Guangzhou, People's Republic of China
Tel: (8620) 6194 9418
(8620) 6194 9428
Fax: (8620) 8455 4077

WEBSITE

<http://www.chinapipelinegroup.com>

其他營業地點

香港及澳門

門市

香港九龍旺角上海街720號地下
電話：(852) 2395 0181
傳真：(852) 2787 3421

香港新界
元朗合益路30-36號
慶年樓地下8號舖
電話：(852) 2473 3660
傳真：(852) 2442 2766

香港灣仔
大王東街7-11號銳興樓地下A舖
電話：(852) 2866 6001
傳真：(852) 2866 6339

澳門沙梨頭海邊街13號泉寧樓地下
電話：(853) 2855 3693
傳真：(853) 2895 1020

貨倉

香港新界元朗錦綉花園貨倉
泰園路地段104 Lot 3719 M及N段
電話：(852) 2471 9048
傳真：(852) 2482 1298

中國大陸

彬記建材(廣州)有限公司
中國廣州市番禺區
石基鎮小龍村朗尾路段3號
電話：(8620) 6194 9418
(8620) 6194 9428
傳真：(8620) 8455 4077

網址

<http://www.chinapipelinegroup.com>

Chairman's Statement 主席報告

I have pleasure in presenting to the shareholders the annual report of China Pipe Group Limited (the "Company") and its subsidiaries (collectively the "Group") for the year ended 31st December 2012.

FINANCIAL RESULTS

The Group recorded revenue from continuing operation of approximately HK\$ 455.1 million (2011: HK\$438.4 million) for the year ended 31st December 2012, representing an increase of 4% when compared to the previous year. The profit attributable to equity holders of the Company for the year ended 31st December 2012 was approximately HK\$13.7 million (2011: HK\$13.3 million), showing a slight increase of 3% compared to that of last year. The basic earnings per share from continuing operation was approximately HK0.103 cent (2011: HK0.097 cent).

FINAL DIVIDEND

The board of directors of the Company does not recommend a final dividend for the year ended 31st December 2012 (2011: Nil).

BUSINESS REVIEW

We are pleased to report that the Group delivered profit results during the year under review. As mentioned in 2011, we emphasised on streamlining our business and focused on enhancing its core business of trading of pipes and fittings. With our roots entrenched in Hong Kong, we aim to be the premier leader in Hong Kong and Macau in supplying a wide range of high quality products of pipes and fittings and providing add-value services to our customers.

本人欣然向股東提呈中國管業集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)截至二零一二年十二月三十一日止年度之年報。

財務業績

本集團截至二零一二年十二月三十一日止年度錄得來自持續營運業務收入約為455,100,000港元(二零一一年: 438,400,000港元),較去年增加4%。本公司股權持有人應佔溢利約為13,700,000港元(二零一一年: 13,300,000港元),較去年同期輕微增加3%。來自持續營運業務之每股基本盈利約為0.103港仙(二零一一年: 0.097港仙)。

末期股息

本公司董事會不建議派付截至二零一二年十二月三十一日止年度之末期股息(二零一一年: 無)。

業務回顧

我們很欣然報告,本集團在回顧年度內錄得盈利的業績。正如於二零一一年所提到,我們強調簡化業務,並集中資源加強喉管和管件核心的貿易業務。我們紮根於香港,目標是成為在香港和澳門首屈一指的領導者,以提供全面的優質管材和管件的產品和增值服務給我們的客戶。

Chairman's Statement

主席報告

During the year, we have supplied pipes, fittings and other related accessories to several large projects secured last year. Our people were proactive in participating in the sales and promotion activities. We have focused on better collaboration with the landlords, professional consultants and main contractors in order to capture a larger market share.

While we are operating in a competitive industry, we still achieved an increase in revenue by 4%. Our overall gross margin was muted due to some projects which we undertook at a lower margin in order to maintain our market share. In response to the market competition, we will continue to leverage our competitive edge. What we do is to remain steadfast in ensuring full services and single source supplies of products to meet our customers' needs. We sell services beyond products.

In order to broaden our product range, we had further extended our footprint to stainless steel products for a few years. With the environmental protection and hygiene awareness on the rise, stainless steel products are beginning met with market acceptance. The Group believes that we will reap the fruit in the coming year. Along with our traditional products, these products will become our growth momentum.

年內，我們供應了喉管、管件及其他配件給去年取得的幾個大項目。我們的員工積極參與銷售及推廣活動。我們一直專注於與業主、專業顧問及主要承建商有更好的合作，以爭取更大的市場份額。

雖然我們在一個競爭激烈的行業中經營，我們仍達到了收入增加4%。由於為了保持市場的份額，我們有些項目以較低的毛利取得，以致整體毛利率減弱。在市場競爭中，我們將不斷發揮我們的競爭優勢。我們所要做的是以繼續堅定不移地確保全面的服務和為客戶提供單一的供應來源，提供一切所需產品，以滿足客戶的需求。我們的銷售是超越產品之外，為客戶增值的服務。

為了擴闊我們的產品範圍，在過去的幾年，我們已進一步將我們的足跡伸展至不銹鋼產品。隨著環保和衛生意識的不斷提升，不銹鋼產品已開始為市場接受。本集團相信，在未來的一年，我們的不銹鋼產品將取得成果。除了我們的傳統產品，這些產品將成為我們的增長的動力。

PROSPECTS

Going forward, we remain confident about the outlook of the Group.

With the increase of a large number of housing and infrastructure projects in both Hong Kong and Macau in the years ahead, the strong demand for the pipes and fittings is expected to continue. In Hong Kong, the government has embarked and accelerated a series of infrastructure projects. In Macau, casino projects will stimulate the demand of construction materials as well as the products we sell. The various major public and private sector projects are in the pipe line. Meanwhile, the Group, given its business rooted in Hong Kong and its keen understanding of the market, will continue to benefit from these projects in Hong Kong and Macau. In addition, Group will continue to explore potential overseas market such as New Zealand where we may have the opportunities to participate in the government rebuild program.

The Group will continue to undertake the prudent strategy so as to deliver stable growth and bring better returns to our shareholders.

APPRECIATION

I would like to take this opportunity to express my sincere gratitude to our shareholders, customers, suppliers and banks for their continuous support and also to our management and employees for their valuable contributions to the Group.

Lai Guanglin

Chairman

Hong Kong, 22nd March 2013

前景

展望未來，我們對本集團的前景仍充滿信心。

隨著香港和澳門在未來幾年的住房和基礎設施項目的大量增加，預期喉管及管件的強勁需求將會繼續。在香港，政府已開始和加快了一系列的基礎設施項目。於澳門，賭場項目將刺激建築材料的需求以及我們銷售的產品。各主要公共和私營機構的項目亦正在陸續開展。同時，由於本集團的業務一直紮根於香港，加上其對市場敏銳的了解，本集團將繼續受惠於這些在香港和澳門的項目。此外，本集團將繼續開拓潛在的海外市場如新西蘭，在那裏我們或許有機會參與當地政府的重建計劃。

本集團將繼續採取審慎的策略，以帶來穩定的增長，並為我們的股東帶來更好的回報。

致謝

本人謹藉此機會向各位股東、客戶、供應商及銀行一直以來的支持，與及管理層和員工對本集團作出寶貴的貢獻，表達摯誠的謝意。

Lai Guanglin

主席

香港，二零一三年三月二十二日

Mission and Strategy

使命及策略

The business of the Group was commenced in 1949 as a pipe's retail shop. Now the Group has developed into a sizeable company and become a listed company in the main board of The Stock Exchange of Hong Kong Limited on 21st December 2000. We root in Hong Kong over 60 years and are the mainstay of the industry.

The principal business of the Group is the importing and selling of a comprehensive range of pipes, fittings and other related accessories of different materials, applications and brandnames in Hong Kong by Bun Kee (International) Limited. Sales of the Group's products are conducted either by wholesale or retail sale. We offered quality goods storage and logistic services for local main contractors and landlords. Throughout the years, the Group has supplied quality piping materials to many landmark projects in Hong Kong, Macau and Mainland China.

The mission of the Group is to provide high quality products to the customers and serve with value-added and excellent customer services.

In attaining the above, we provide "one-stop-shop" platform that provides high quality and a variety of pipes and fittings that readily available to our customers in ways that meet their needs and exceed their expectations.

Whenever you think pipes and fittings, think Bun Kee.

本集團於一九四九年以管材零售店開始其業務。本集團現已發展成為一間具規模企業，並於二零零零年十二月二十一日成為香港聯合交易所有限公司的主板上市公司。我們紮根香港超過六十年，為業界的中流砥柱。

本集團的主要業務，由彬記(國際)有限公司於香港進口及銷售不同材料、用途及品牌的各種喉管、管件及其他相關配件。本集團的產品以批發或零售方式從事銷售，並為本地主要承建商及業主提供優質的儲貨備運服務。多年來，本集團已向香港、澳門及中國內地的多個地標項目供應優質管材。

本集團的使命是為客戶提供高品質的產品，提供具增值和優質的客戶服務。

我們提供「一站式」的平台，以供應優質及各式各樣喉管和管件，一應俱全供應給我們的客戶，以滿足他們的需求，並超出他們所想的，以實現我們的使命。

無論何時您想起喉管及管件，就想到彬記。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL AND OPERATIONS OVERVIEW

During the year, the Group has only one reportable segment, which is the trading of pipes and fittings. The Group recorded a 4% increase in revenue from HK\$438.4 million to HK\$455.1 million in 2012. The net profit attributable to equity holders of the Company for the year under review was approximately HK\$13.7 million (2011: HK\$13.3 million).

The Group's net profit increased slightly due to a combination of reasons as explained below. Although the market remained very competitive, the Group's gross profit margin was maintained at 23.0% (2011: 24.7%). On the other hand, selling and distribution expenses decreased by 2% to HK\$13.3 million and general and administrative expenses went down by 7% to HK\$77.6 million as a result of tighter cost control. The increase in sales volume and rise in interest rate drove up the finance costs by 39% to approximately HK\$2.0 million.

PROSPECTS

Going forward, we remain confident about the outlook of the Group.

With the increase of a large number of housing and infrastructure projects in both Hong Kong and Macau in the years ahead, the strong demand for the pipes and fittings is expected to continue. In Hong Kong, the government has embarked and accelerated a series of infrastructure projects. In Macau, casino projects will stimulate the demand of construction materials as well as the products we sell. The various major public and private sector projects are in the pipe line. Meanwhile, the Group, given its business rooted in Hong Kong and its keen understanding of the market, will continue to benefit from these projects in Hong Kong and Macau. In addition, Group will continue to explore potential overseas market such as New Zealand where we may have the opportunities to participate in the government rebuild program.

財務及營運回顧

年內，本集團之唯一業務分部，即喉管及管件貿易。本集團的收入錄得4%的增長，由438,400,000港元上升至二零一二年的455,100,000港元。於回顧年內，本公司股權持有人應佔溢利約為13,700,000港元(二零一一年：13,300,000港元)。

本集團的淨利潤輕微增加是由於多項原因所影響，闡述如下。雖然市場仍然具競爭性，但是本集團的毛利率仍能維持在23.0%(二零一一年：24.7%)。另一方面，由於嚴格的成本控制，銷售及分銷開支減少2%至13,300,000港元及一般及行政費用下降了7%至77,600,000港元。銷售量的增加和利率上升導致財務成本上升39%至約為2,000,000港元。

前景

展望未來，我們對本集團的前景仍充滿信心。

隨著香港和澳門在未來幾年的住房和基礎設施項目的大量增加，預期喉管及管件的強勁需求將會繼續。在香港，政府已開始和加快了一系列的基礎設施項目。於澳門，賭場項目將刺激建築材料的需求以及我們銷售的產品。各主要公共和私營機構的項目亦正在陸續開展。同時，由於本集團的業務一直紮根於香港，加上其對市場敏銳的了解，本集團將繼續受惠於這些在香港和澳門的項目。此外，本集團將繼續開拓潛在的海外市場如新西蘭，在那裏我們或許有機會參與當地政府的重建計劃。

Management Discussion and Analysis

管理層討論及分析

The Group will continue to undertake the prudent strategy so as to deliver stable growth and bring better returns to our shareholders.

LIQUIDITY AND CAPITAL RESOURCES ANALYSIS

As at 31st December 2012, the cash and bank balances of the Group were approximately HK\$121.2 million (2011: HK\$125.3 million) including pledged bank deposits, which amounted to HK\$94.3 million (2011: HK\$70.5 million). Basically the Group's working capital requirement has been financed by its internal resources. The Group believes that funds generated from operations and the available banking facilities will enable the Group to meet its future working capital requirements.

As at 31st December 2012, the Group had aggregate banking facilities of trade finance of approximately HK\$138.0 million (2011: HK\$101.5 million), approximately HK\$85.5 million (2011: HK\$81.3 million) was utilised. The Group's total borrowings stood at approximately HK\$67.7 million (2011: HK\$69.9 million), the entire amount of borrowings for both years end will mature within one year.

The entire amount of borrowings outstanding as at 31st December 2012 of approximately HK\$67.7 million (2011: HK\$69.9 million) was subject to floating rates.

The gearing ratio as measured by total debt to total equity was approximately 22% as at 31st December 2012 (2011: 24%).

As at 31st December 2011 and 2012, the entire amount of the Group's borrowings was denominated in HK dollars, no borrowing was denominated in Renminbi.

本集團將繼續採取審慎的策略，以帶來穩定的增長，並為我們的股東帶來更好的回報。

流動資金及財務資源分析

於二零一二年十二月三十一日，本集團之現金及銀行結餘約為121,200,000港元(二零一一年：125,300,000港元)包括抵押銀行存款約為94,300,000港元(二零一一年：70,500,000港元)。基本上，本集團所需之營運資金來自內部資源。本集團相信由營運產生之資金及可用之銀行融資額度，足以應付本集團日後之流動資金需求。

於二零一二年十二月三十一日，本集團之貿易融資的銀行額度合共約138,000,000港元(二零一一年：101,500,000港元)，已動用之銀行融資額度約為85,500,000港元(二零一一年：81,300,000港元)。本集團的借貸總額約為67,700,000港元(二零一一年：69,900,000港元)，兩個年末之借貸全數將於一年內到期。

於二零一二年十二月三十一日，未償還借貸全數約為67,700,000港元(二零一一年：69,900,000港元)以浮動利率計息。

於二零一二年十二月三十一日，按借貸總額相對於總權益計算的資產負債比率約為22%(二零一一年：24%)。

於二零一一年及二零一二年十二月三十一日，本集團借貸總額全數以港元結算，並無借貸以人民幣結算。

Management Discussion and Analysis

管理層討論及分析

The Group conducts its business transactions mainly in Hong Kong dollar, Renminbi, United States dollar and Euro. In order to manage foreign exchange risk, the Group has been closely monitoring its foreign currency exposure and will arrange for any hedging facilities if necessary.

CHARGE ON ASSETS

As at 31st December 2012, certain assets held by subsidiaries of the Group with an aggregate carrying amounts of approximately HK\$94.3 million (2011: HK\$70.5 million) were pledged to banks for banking facilities obtained.

CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities as at 31st December 2012.

STAFF AND REMUNERATION POLICY

As at 31st December 2012, the Group employed a total of 187 employees (2011: 177). Total employee benefit expenses for the year ended 31st December 2012 was approximately HK\$52.8 million (2011: HK\$57.9 million including both continuing and discontinued operations of HK\$56.7 million and HK\$1.2 million respectively).

Remuneration policy is reviewed annually and certain staff members are entitled to sales commission. In addition to the basic salaries and contributions to the mandatory provident fund, the Group also pays discretionary bonus and provides staff with other benefits including medical scheme for Hong Kong employees. The Group contributes to an employee pension scheme established by the PRC Government which undertakes to assume the retirement benefit obligations of all existing and future retired employees of the Group in Mainland China. The Group operates a share option scheme for the purpose of providing incentives and rewards to eligible directors and employees of the Group to recognize their contribution to the result of the Group.

本集團之業務交易主要以港元、人民幣、美元及歐元結算。為管理外匯風險，本集團一直密切監控外幣風險，並在需要時作出對沖安排。

資產押記

於二零一二年十二月三十一日，由本集團之附屬公司持有賬面總值約為94,300,000港元(二零一一年：70,500,000港元)之若干資產已抵押予銀行以取得銀行融資額度。

或然負債

於二零一二年十二月三十一日，本集團並無任何重大或然負債。

員工及薪酬政策

於二零一二年十二月三十一日，本集團共僱用187名員工(二零一一年：177名)，截至二零一二年十二月三十一日止年度，員工福利開支共約52,800,000港元(二零一一年：57,900,000港元分別包括持續營運業務的56,700,000港元及終止營運業務的1,200,000港元)。

薪酬政策每年檢討一次，部份員工享有銷售佣金收入。香港員工除了享有基本薪金及強積金供款外，本集團亦發放酌情花紅並提供醫療計劃等其他福利。本集團需向一項由中國政府所設立的僱員退休金計劃供款，該退休金計劃承諾承擔為本集團現時及未來在中國內地的退休員工提供退休福利的責任。本集團設有一項購股權計劃，以向本集團合資格董事及僱員提供獎勵及報酬，以表揚其對本集團成績作出之貢獻。

Biographical Details of Directors and Senior Management

董事及高級管理人員之履歷

Biographical details of Directors and senior management of the Company are set out below:

EXECUTIVE DIRECTORS

Mr. Lai Guanglin, aged 49, was appointed as a director and the Chairman of the board of the directors of the Company in February 2009. He is also the Chairman of the Nomination Committee and a member of the Remuneration Committee of the Company. The Company is a leading provider to the construction sector offering a wide range of pipe related products, services and solutions to the constructors, designers, consultants and government agencies in Hong Kong and Macau. Mr. Lai's wholly owned investment vehicle, Singapore Zhongxin Investment Company Limited, is the majority shareholder of the Company.

Mr. Lai is the founder and the Chairman of the board of directors of Agria Corporation which is listed on the New York Stock Exchange. Agria Corporation is primarily engaged in research and development, production and sale of crop seeds to the agricultural sector in Australia, New Zealand, China and South America and the provision of rural services to the farmers in New Zealand and South America. Agria Corporation operates the Southern Hemisphere's largest forage seed business in New Zealand. The activities in forage seeds and rural services are carried out by PGG Wrightson Limited ("PGW") which is a subsidiary of Agria Corporation. PGW is a company listed on the New Zealand Stock Exchange. In December 2009, Mr. Lai was appointed as a director of PGW. Mr. Lai's wholly owned investment vehicle, Brothers Capital Limited, is Agria Corporation's largest shareholder.

本公司董事及高級管理人員之履歷如下：

執行董事

Lai Guanglin先生，49歲，於二零零九年二月獲委任為本公司董事兼董事會主席。彼亦為本公司的提名委員會主席及薪酬委員會成員。本公司主要為香港及澳門之建造商、設計師、顧問及政府機構提供各類型喉管之相關產品及全面性服務，於建築行業處於領導地位。Lai先生全資擁有的投資公司Singapore Zhongxin Investment Company Limited是本公司之控股股東。

Lai先生同時任Agria Corporation董事會主席，該公司為一間在紐約證券交易所上市之公司，Lai先生是該公司的創辦人；該公司主要業務是為澳洲、新西蘭、中國、南美洲等國家之農業企業提供農作物種子的研發、生產與銷售，並為新西蘭及南美洲當地農業及畜牧農戶提供全面的農業服務。該公司經營的位於新西蘭的牧草種子培植業務，乃南半球最大；牧草種子培植業務及農業服務乃由其附屬子公司PGG Wrightson Limited ("PGW")營運。PGW為一間於新西蘭證券交易所上市之公司。Lai先生於二零零九年十二月獲委任為PGW之董事。Lai先生全資擁有的投資公司Brothers Capital Limited是Agria Corporation最大的股東。

Biographical Details of Directors and Senior Management

董事及高級管理人員之履歷

Mr. Lai has extensive experience in investments, acquisitions and operation management. Mr. Lai has established many other enterprises in China, Hong Kong and internationally, in particular, animation, logistics and transportation, pharmaceutical sectors, etc. He takes a leading role in respect of strategic planning and business development in his investment portfolio.

Mr. Lai is also the Vice Chairman of Shenzhen General Chamber of Commerce in China.

Mr. Lai holds a bachelor's degree in accounting from Monash University, Melbourne, Australia and a master of business administration in finance from The Chinese University of Hong Kong. He is a certified public accountant in Australia.

Mr. Lai is the elder brother of Mr. Lai Fulin, an Executive Director of the Company. Mr. Lai is the sole director of Singapore Zhongxin Investment Company Limited, a substantial shareholder of the Company which has an interest in the shares of the Company that is required to be disclosed under Part XV of the Securities and Futures Ordinance.

Lai 先生在投資收購和營運管理方面富有豐富經驗，其於中國、香港及國際擁有其他相當多創立企業，涉及動漫、物流和運輸、製藥等行業。在他持有的投資組合裡，他於戰略規劃及業務拓展方面扮演主要領導者和推動者的角色。

Lai 先生現任中國深圳市商業聯合會副會長。

Lai 先生持有澳洲墨爾本 Monash University 之會計學系學士學位及香港中文大學之工商管理金融學系碩士學位。彼為一名澳洲執業會計師。

Lai 先生乃本公司執行董事賴福麟先生之胞兄。Lai 先生現為本公司的主要股東 Singapore Zhongxin Investment Company Limited 之唯一董事。根據《證券及期貨條例》第 XV 部，該公司須向本公司披露其擁有本公司股份的權益。

Biographical Details of Directors and Senior Management

董事及高級管理人員之履歷

Mr. Yu Ben Ansheng, aged 48, was appointed as Executive Director and Chief Executive Officer of the Company in May 2009. Mr. Yu is responsible for managing overall daily operations of the Group and the implementation of the Group's development strategies. Mr. Yu has over 20 years of experience in investment management, investment banking and general management of listed companies. Mr. Yu began his career at Mackenzie Financial Corporation in Toronto, Canada as an investment analyst in 1989 and since then, he has served several major financial corporations including J.P. Morgan, Deutsche Bank and CITIC Capital. In addition to his vast investment banking and management experience, Mr. Yu has also managed listed companies such as New World Cyberbase Limited and Asia Logistics Holdings Limited in Hong Kong. During his past career, Mr. Yu has focused on direct investment and mergers and acquisitions activities in sectors including construction materials, infrastructure, energy, technologies, media and financial services.

Mr. Yu has a Bachelor of Arts degree in English Literature from the Beijing Foreign Studies University, a Master of Arts degree in Education from the University of Toronto and a Master's degree in Business Administration from the University of Western Ontario.

Mr. Yu is a director of King Jade Holdings Limited, a substantial shareholder of the Company which has an interest in the shares of the Company that is required to be disclosed under Part XV of the Securities and Futures Ordinance.

俞安生先生，48歲，於二零零九年五月獲委任為本公司執行董事兼首席執行官。俞先生負責管理本集團整體日常運作及執行本集團的發展策略。俞先生在投資管理、投資銀行及上市公司管理方面累積逾20年經驗。俞先生於一九八九年加入加拿大多倫多Mackenzie Financial Corporation，開始投資分析師之職業生涯。此後，他曾服務於摩根大通、德意志銀行及中信資本等多間主要金融機構。除在投資銀行及資產管理方面累積豐富之經驗外，俞先生亦曾管理新世界數碼基地有限公司及亞洲物流控股有限公司等若干香港上市公司。於過往職業生涯中，俞先生專注於建材、基礎設施、能源、科技、傳媒及金融服務等行業之直接投資及併購活動。

俞先生持有北京外國語大學英國文學學士學位、多倫多大學教育學碩士學位及加拿大西安大略大學工商管理碩士學位。

俞先生現為本公司的主要股東King Jade Holdings Limited之董事。該公司根據《證券及期貨條例》第XV部須向本公司披露其擁有本公司股份的權益。

Biographical Details of Directors and Senior Management

董事及高級管理人員之履歷

Mr. Lai Fulin, aged 47, was appointed as Executive Director of the Company in October 2009. Mr. Lai is Head of Production & Purchasing of the Group and mainly responsible for the overall operation and management of the production and purchasing department. Mr. Lai has over 20 years of experience in the banking sector, investments management and general management of companies in China. Mr. Lai worked in the Bank of China in Shenzhen during 1986 to 2001. During 1995 to 2001, he was the deputy general manager of a subsidiary of Bank of China dealing with businesses in the securities industry. During 2002 to 2008, Mr. Lai was the general manager of Shenzhen Huao Guanli Technologies Company Limited (深圳市華奧冠力科技實業有限公司).

Mr. Lai holds a certificate of graduation in Chinese Language from Shenzhen Institute of Education (深圳教育學院).

Mr. Lai is the younger brother of Mr. Lai Guanglin, the controlling shareholder, the Chairman and Executive Director of the Company.

NON-EXECUTIVE DIRECTORS

Mr. U Kean Seng, aged 46, was appointed as Non-executive Director of the Company in February 2009. He is also a member of the Audit Committee of the Company. Mr. U has more than 17 years of experience in legal practice. Mr. U specialises in the area of corporate law and corporate finance. Mr. U was admitted to the Supreme Court of Victoria, Australia in 1991, the Singapore Bar in 1993 and the Roll of Solicitors for England and Wales in 2009. Mr. U holds a bachelor's degree in economics and a bachelor's degree in laws (Honours) from Monash University, Australia. Mr. U currently holds the professional appointment as the Head of Corporate and Legal Affairs of Agria Corporation, a company listed on the New York Stock Exchange. Brothers Capital Limited, an investment vehicle wholly-owned

賴福麟先生，47歲，於二零零九年十月獲委任為本公司之執行董事。賴先生為本集團生產及採購部總監，主要負責生產及採購部整體營運及管理。賴先生在國內的銀行業、投資管理及企業管理方面累積逾20年經驗。賴先生於一九八六年至二零零一年期間任職於中國銀行深圳市分行。於一九九五年至二零零一年期間，他曾出任中國銀行屬下之證券公司副總經理一職。於二零零二年至二零零八年期間，賴先生出任深圳市華奧冠力科技實業有限公司總經理一職。

賴先生持有深圳教育學院中文科大專畢業證書。

賴先生乃Lai Guanglin先生(本公司之控股股東、主席兼執行董事)之胞弟。

非執行董事

余建成先生，46歲，於二零零九年二月獲委任為本公司之非執行董事。彼亦為本公司審核委員會成員。余先生擁有逾17年之法律執業經驗。余先生擅於處理公司法及企業融資事務。余先生於一九九一年取得澳洲維多利亞州最高法院認可資格，於一九九三年取得新加坡大律師公會認可資格，並於二零零九年取得英格蘭與威爾斯律師登記冊認可資格。余先生持有澳洲 Monash University 之經濟學學士學位及法學學士學位(榮譽)。余先生目前擔任之專業職務為一間於紐約證券交易所上市公司 Agria Corporation 之企業及法律事務總監。Lai Guanglin 先生全資擁有的投資公司 Brothers Capital Limited 是 Agria Corporation 之最大股東。余先生現時為 Miyoshi Precision Limited (三吉精工有限公司) 之獨立董事，該公司於新加坡證券交易所有限公司 (「新加坡證券交易所」) 上市。於二零一二年十二月四日，余先生獲委任為 PGG Wrightson Limited (一家

Biographical Details of Directors and Senior Management

董事及高級管理人員之履歷

by Mr. Lai Guanglin, is the largest shareholder of Agria Corporation. Mr. U is an independent director of Miyoshi Precision Limited, a company listed on the Singapore Exchange Securities Trading Limited (the "SGX-ST"). Mr. U was appointed as a director of PGG Wrightson Limited, a company listed on the New Zealand Stock Exchange, on 4th December 2012. Mr. U served as an independent director of Ossia International Limited, a company listed on the SGX-ST, from 31st December 2005 to 27th April 2010 and GRP Limited, a company listed on the SGX-ST, from 7th June 2004 to 31st December 2012.

Mr. Tsang Wai Yip, aged 44, joined the Company as the Chief Financial Officer and Company Secretary in November 2009 and was appointed as an executive Director of the Company in August 2012. On 15th February 2013, Mr. Tsang has been re-designated as a non-executive Director and has resigned as the Chief Financial Officer and Company Secretary of the Company.

Mr. Tsang began his career with PricewaterhouseCoopers as an auditor. He held finance roles at a number of companies listed on the main board of The Stock Exchange of Hong Kong Limited. Mr. Tsang currently is the chief financial officer of Agria Corporation, a company listed on the New York Stock Exchange, and a director of PGG Wrightson Limited, a company listed on the New Zealand Stock Exchange.

Mr. Tsang holds a bachelor's degree with honours in accountancy and is a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of Association of Chartered Certified Accountants and a member of the Institute of Chartered Accountants in England and Wales. Mr. Tsang has over 20 years of experience in auditing, accounting, investor relations and corporate finance, including initial public offering, restructuring and merger and acquisition transactions.

在新西蘭證券交易所上市的公司)之董事。余先生於二零零五年十二月三十一日至二零一零年四月二十七日曾擔任新加坡證券交易所上市公司Ossia International Limited之獨立董事；及於二零零四年六月七日至二零一二年十二月三十一日曾擔任新加坡證券交易所上市公司GRP Limited之獨立董事。

曾偉業先生，44歲，於二零零九年十一月獲委任為本公司首席財務官兼公司秘書，並於二零一二年八月獲委任為本公司執行董事。於二零一三年二月十五日，曾先生獲調任為非執行董事及辭任本公司首席財務官兼公司秘書之職務。

曾先生於畢業後加入羅兵咸永道會計師事務所出任審計工作，其後於多家在香港聯合交易所有限公司主板上市公司出任財務職務。曾先生現時擔任一間於紐約證券交易所上市公司Agria Corporation之首席財務官，以及一間於新西蘭證券交易所上市公司PGG Wrightson Limited之董事。

曾先生持有會計學(榮譽)學士學位，並為香港會計師公會及英國特許公認會計師公會之資深會員，亦為英格蘭及威爾士特許會計師協會會員。曾先生在審計、會計、投資者關係和企業融資(包括首次公開發行、重組和併購活動)方面擁有逾二十年的經驗。

Biographical Details of Directors and Senior Management

董事及高級管理人員之履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wong Yee Shuen, Wilson, aged 45, was appointed as Independent Non-executive Director of the Company in February 2009. He is also the Chairman of the Audit Committee of the Company. Mr. Wong is a fellow member of the Hong Kong Institute of Certified Public Accountants and member of Australia CPA and Australasian Institute of Banking and Finance. He holds a master of commerce degree, specializing in banking and finance from the University of New South Wales. With more than 20 years of experience in PricewaterhouseCoopers and Ernst and Young, Mr. Wong specializes in the area of auditing banks and listed companies. Mr. Wong is an independent non-executive director of PanAsialum Holdings Company Limited, a company listed on The Stock Exchange of Hong Kong Limited.

Mr. Chen Wei Wen, aged 44, was appointed as Independent Non-executive Director of the Company in April 2010. He is also a member of the Audit Committee, Nomination Committee and Remuneration Committee of the Company. Mr. Chen holds a Bachelor of Business (Accounting) from Monash University, Australia. Mr. Chen worked as a general manager of Guangzhou Futian Trading Company Ltd (廣州市富添貿易有限公司) from 1997 to 2005. Since November 2004, Mr. Chen was appointed as chief operating officer of Guangzhou Kanxin Polymer Technology Co., Ltd (廣州市康心高分子科技有限公司) which is an affiliated company of Guangzhou Futian Trading Company Ltd (廣州市富添貿易有限公司). Mr. Chen was also appointed as director and general manager of Fuda Enterprises Limited (富而達企業有限公司) since February 1998.

獨立非執行董事

黃以信先生，45歲，於二零零九年二月獲委任為本公司之獨立非執行董事。彼亦為本公司審核委員會主席。黃先生為香港會計師公會資深成員，以及澳洲會計師公會及澳洲銀行及金融學會成員。彼持有新南威爾士大學之商學碩士學位，專業為銀行及金融學。彼曾於羅兵咸永道會計師事務所及安永會計師事務所任職逾20年，擅於處理銀行及上市公司審核事務。黃先生為一間於香港聯合交易所有限公司上市公司榮陽實業集團有限公司之獨立非執行董事。

陳偉文先生，44歲，於二零一零年四月獲委任為本公司之獨立非執行董事。彼亦為本公司審核委員會、提名委員會及薪酬委員會成員。陳先生持澳洲Monash University的工商(會計)學士學位。由一九九七年至二零零五年，陳先生曾於廣州市富添貿易有限公司擔任總經理。自二零零四年十一月起，陳先生被委任為廣州市康心高分子科技有限公司(為廣州市富添貿易有限公司之聯屬公司)的首席營運官。自一九九八年二月起，陳先生亦被委任為富而達企業有限公司的董事及總經理。

Biographical Details of Directors and Senior Management

董事及高級管理人員之履歷

Ms. Yang Li, aged 41, was appointed as Independent Non-executive Director of the Company in January 2011. She is also the Chairman of the Remuneration Committee and a member of the Nomination Committee of the Company. Ms. Yang holds a master degree in Law from Renmin University of China, specializing in philosophy, moral and political education. From July 1993 to May 2005, Ms. Yang taught in Chinese People's Public Security University as assistant lecturer, lecturer and associate professor. From June 2005 to November 2006, Ms. Yang acted as deputy general manager of the administration and management department of China Exhibition Investment and Development Corporation Ltd. From December 2006 to August 2011, she acted as manager, supervisor and general manager of the administration department of 高原聖果(北京)沙棘營銷有限公司. Ms. Yang has extensive experience in corporate operation, human resources and administration and management.

SENIOR MANAGEMENT

Mr. Chan Churk Kai, aged 59, joined the Group in 1978 and is the Managing Director of the pipe trading subsidiary, Bun Kee (International) Limited. With over 35 years of experience in the trading of pipes, fittings and other related accessories, he is responsible for the development and supervision of the sales department. Mr. Chan is an associate member of the Institute of Plumbing and Heating Engineering (U.K.), Asian Institute of Intelligent Buildings and the Hong Kong Association of Energy Engineers. He is also a member of Lions Club.

楊莉女士，41歲，於二零一一年一月獲委任為本公司之獨立非執行董事。彼亦為本公司薪酬委員會主席及提名委員會成員。楊女士持有中國人民大學法學碩士學位，專業為哲學及思想政治教育。於一九九三年七月至二零零五年五月，楊女士於中國人民公安大學任教，歷任助教、講師、副教授。於二零零五年六月至二零零六年十一月，楊女士於北京中展投資發展有限公司綜合管理部擔任副總經理。於二零零六年十二月至二零一一年八月，楊女士曾於高原聖果(北京)沙棘營銷有限公司先後擔任綜合部經理兼監事及總經理。楊女士對企業營運、人力資源及行政管理工作方面均擁有豐富的經驗。

高級管理人員

陳焯佳先生，59歲，於一九七八年加入本集團，為喉管貿易附屬公司彬記(國際)有限公司之董事總經理，在喉管、管件及其他相關配件之貿易方面積逾35年經驗，負責發展及監督銷售部門。陳先生為英國水喉工程學會、亞洲智能建築學會及香港能源工程師學會會員。彼亦為獅子會會員。

Biographical Details of Directors and Senior Management 董事及高級管理人員之履歷

Ms. Chan Yuk Fan, aged 49, joined the Group in 1982 and is the Sales Director of the pipe trading subsidiary, Bun Kee (International) Limited. Ms. Chan is responsible for the Group's sales operations including wholesale division, Hong Kong and Macau retail shops and new product development. She is also responsible for managing staff of the sales and marketing team of the Group. Ms. Chan has over 31 years of experience in the selling of pipes, fittings and other related accessories.

Mr. Lai Kui Chung, aged 55, joined the Group in 1979 and is the Warehouse Director of the pipe trading subsidiary, Bun Kee (International) Limited. Mr. Lai is responsible for the warehouse and transportation activities of the Group. He has over 33 years of experience in supervising warehouse and transportation operations. Mr. Lai holds a Certificate in Store Supervision from a technical institute.

Mr. Ku Chun Ming, aged 47, joined the Group in 1993 and is the Associate Sales Director of the pipe trading subsidiary, Bun Kee (International) Limited. Mr. Ku has over 26 years of experience in sales and marketing activities. He is responsible for the sales and promotion activities including the exhibitions and seminars.

陳玉芬女士，49歲，於一九八二年加入本集團，為喉管貿易附屬公司彬記(國際)有限公司之銷售董事。陳女士負責本集團之銷售業務，包括批發部門、香港及澳門零售店及新產品業務發展。彼亦負責管理本集團銷售及市場推廣隊伍之員工。陳女士在銷售喉管、管件及其他相關配件方面積逾31年經驗。

黎居忠先生，55歲，於一九七九年加入本集團，為喉管貿易附屬公司彬記(國際)有限公司之倉務董事，負責本集團之倉儲及運輸業務。彼在管理倉庫及運輸營運方面積逾33年經驗，持有工業學院之倉庫管理證書。

古俊明先生，47歲，於一九九三年加入本集團，為喉管貿易附屬公司彬記(國際)有限公司之副銷售董事。古先生在銷售及市場推廣業務積逾26年經驗。彼負責銷售及市場推廣活動，包括展覽及研討會。

Corporate Governance Report

企業管治報告

China Pipe Group Limited (the “Company”) is committed to maintain a high standard of corporate governance. The board of directors of the Company (the “Board”) and management maintain and enhance the policies and practices of the Company on a timely, transparent, effective and reasonable manner, so as to maintain good, solid and reasonable corporate governance. The Company believes that good corporate governance is not only in the interest of shareholders and investors but also in the interest of the Company. The Company will continue to raise the standard to formalize the best practice of corporate governance as far as we could.

CORPORATE GOVERNANCE CODE

The Company has complied with the code provisions set out in the Code on Corporate Governance Practices (effective until 31st March 2012) and the Corporate Governance Code (the “Code”) (effective from 1st April 2012) as stated in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) throughout the year ended 31st December 2012 save that two of independent non-executive directors of the Company were unable to attend the annual general meeting of the Company held on 21st May 2012 as they had other important business engagement.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 of the Listing Rule (the “Model Code”). Having made specific enquiry with the directors of the Company (“Directors”), all Directors confirmed that they have fully complied with the required standard as set out in the Model Code during the year ended 31st December 2012.

中國管業集團有限公司(「本公司」)致力達致高水平之企業管治。本公司董事會(「董事會」)及管理層維持及提升本公司適時、具透明度、有效及合理的政策及實務，並確保良好、穩固及合理的企業管治。本公司相信良好的企業管治不單只有利於股東及投資者，亦符合本公司的利益。本公司將繼續提高標準，務求制定最佳之企業管治常規。

企業管治守則

截至二零一二年十二月三十一日止年度，本公司已遵守聯交所證券上市規則(「上市規則」)附錄十四《企業管治常規守則》(有效至二零一二年三月三十一日止)及《企業管治守則》(「守則」)(自二零一二年四月一日起生效)所載之守則條文規定，惟本公司其中兩位獨立非執行董事因有其他要務在身，故未能出席二零一二年五月二十一日舉行之本公司股東週年大會。

董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載有關上市發行人董事進行證券交易的標準守則(「標準守則」)。經向本公司董事(「董事」)作出特別查詢後，所有董事已確認，彼等於截至二零一二年十二月三十一日止年內均全面遵守標準守則所載列之所須準則。

BOARD OF DIRECTORS

Composition

The Board comprises eight Directors, including three executive Directors, Mr. Lai Guanglin acting as the Chairman of the Company, Mr. Yu Ben Ansheng acting as Chief Executive Officer of the Company and Mr. Lai Fulin; two non-executive Directors, Mr. U Kean Seng and Mr. Tsang Wai Yip; and three independent non-executive Directors, Mr. Wong Yee Shuen, Wilson, Mr. Chen Wei Wen and Ms. Yang Li, one of whom namely, Mr. Wong Yee Shuen, Wilson has appropriate professional accounting experience and expertise. Biographical details of the Directors are set out in the section headed "BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT" of this Annual Report.

On 14th March 2012, Mr. Lai Guanglin was re-designated from a non-executive Director to an executive Director. On 31st August 2012, Mr. Tsang Wai Yip was appointed as an executive Director and subsequently was re-designated as a non-executive Director with effect from 15th February 2013.

Throughout the year, the Board has at least one-third in number of its members comprising independent non-executive Directors under Rule 3.10A of the Listing Rules.

Each of the non-executive Directors (including the independent non-executive Directors) has entered into a letter of appointment with the Company and appointed for a term of one year. All Directors are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the bye-laws of the Company.

董事會

組成人員

董事會現時由八名董事組成，包括三名執行董事：Lai Guanglin先生（為本公司主席）、俞安生先生（為本公司首席執行官）及賴福麟先生；兩名非執行董事余建成先生及曾偉業先生；以及三名獨立非執行董事：黃以信先生、陳偉文先生及楊莉女士，其中黃以信先生擁有適當的專業會計經驗及專門知識。每位董事的個人履歷已詳載於本年報之「董事及高級管理人員之履歷」內。

於二零一二年三月十四日，Lai Guanglin先生由非執行董事獲調任為執行董事。於二零一二年八月三十一日，曾偉業先生獲委任為執行董事及其後獲調任為非執行董事，由二零一三年二月十五日生效。

於整年內，根據上市規則3.10A之規定董事會成員最少三分之一由獨立非執行董事組成。

每名非執行董事（包括獨立非執行董事）均與本公司訂立為期一年任期的委任函。所有董事須根據本公司之公司細則規定於本公司股東週年大會上輪值退任及重選連任。

Corporate Governance Report

企業管治報告

Each of the independent non-executive Directors has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all the independent non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and considers that they are independent.

To the best knowledge of the Company, except that Mr. Lai Guanglin is the elder brother of Mr. Lai Fulin, there is no relationship (including financial, business, family or other material/relevant relationship) among members of the Board.

The Board has balance of skills, knowledge and experience appropriate for the requirements of the business and to complement the Company's corporate strategy. The Board membership is covered by professionally qualified and widely experienced personnel to bring in valuable contributions and different professional advices and consultancy for development of the Company. All Directors have separate and independent access to the advice and services of the senior management and the company secretary with a view to ensuring the board procedures, and all applicable rules and regulations are followed. The principal functions of the Board are to supervise the management of the business and affairs; to approve the strategic plans, investment and funding decision; to review the Group's financial performance and operating initiatives.

每名獨立非執行董事已根據上市規則第3.13條的規定作出有關其獨立性的年度獨立確認。本公司認為所有獨立非執行董事均遵守上市規則第3.13條所列的獨立指引，因此本公司認為彼等為獨立。

就本公司所知，除Lai Guanglin先生乃賴福麟先生之胞兄外，董事會各成員間並無關係（包括財務、業務、家屬或其他重要／相關的關係）。

董事會具備於業務上適當的所需技巧、知識及經驗以配合本公司的公司策略。董事會成員涵蓋具備專業資格及廣泛經驗之人士，為本公司之發展提供不同專業意見及諮詢，並作出寶貴貢獻。所有董事均可自行透過獨立途徑接觸高級管理人員及公司秘書以取得建議及服務，藉以確保遵守董事會程序，以及所有適用規則及規例。董事會之主要功能為監督業務及事務管理；批核策略性計劃、投資及撥付資金決定；以及檢討集團財務表現及經營活動。

Corporate Governance Report

企業管治報告

The Board, led by the Chairman, is responsible for formulating overall strategy and policies, monitoring and controlling the performance of the Group. In addition to its overall supervisory role, the Board also retains specific responsibilities such as approving financial accounts, approving annual budget, recommending dividend payments, approving policies relating to the Board's compliance, etc. whilst managing the Group's day-to-day operations is the responsibility of the management of the Group (the "Management") such as implementing internal control, business strategies and plans set by the Board, etc.. When the Board delegates certain aspects of its management and administration functions to the Management, it has given clear directions as to the powers of the Management.

Continuous Professional Development

Each newly appointed Director has received comprehensive, formal and tailored induction on appointment so as to ensure that he/she has appropriate understanding of the business and operations of the Group and that he/she is fully aware of his/her responsibilities under the Listing Rules, legal and other regulatory requirements.

董事會在主席領導下，負責制訂整體策略及政策，監察及控制集團的表現，董事會除擔當起全面監督的角色外，同時會執行一些指定職務，如審批財務賬目、審批年度財務預算、建議派發股息及審批有關董事會合規的政策等。而管理集團日常營運乃由本集團管理層（「管理層」）負責，如履行內部監控和由董事會制定的業務策略及計劃等。當董事會將其若干的管理及行政功能方面的權力授予管理層時，已同時就管理層的權力，給予清晰的指引。

持續專業發展

各新任董事已於委任時接受全面、正式及為彼而設之就職指引以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。

Corporate Governance Report

企業管治報告

The Directors confirmed that they have complied with the code provision A.6.5 of the Code on Directors' training. During the Year, all Directors have participated in continuous professional development by attending seminars and/or reading materials on the following topics to develop and refresh their knowledge and skills and provided a record of training to the Company.

董事確認，彼等已遵守守則有關董事培訓之守則條文第A.6.5條。於本年度，全體董事已參與持續專業發展，方式為出席有關以下主題之座談會及／或閱讀材料，以發展及更新彼等之知識及技能，並已向本公司提供培訓記錄。

Name of Directors	董事姓名	Topics on training covered (Note) 所涵蓋之培訓主題 (附註)
Mr. Lai Guanglin	Lai Guanglin 先生	C、F、L、R
Mr. Yu Ben Ansheng	俞安生先生	C、L、R
Mr. Lai Fulin	賴福麟先生	C、L、R
Mr. U Kean Seng	余建成先生	C、L、R
Mr. Tsang Wai Yip	曾偉業先生	C、F、L、R
Mr. Wong Yee Shuen, Wilson	黃以信先生	C、F、L、R
Mr. Chen Wei Wen	陳偉文先生	C、L、R
Ms. Yang Li	楊莉女士	C、L、R
Note:	附註：	
C: Corporate Governance	C: 企業管治	
F: Finance and Accounting	F: 財務及會計	
L: Listing Rules Updates	L: 上市規則的更新	
R: Other Relevant Regulatory Updates	R: 其他相關法規的更新	

ROLES OF CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The position of the Chairman and the Chief Executive Officer of the Company are held by separate individuals. The role of the Chairman is separated from that of the Chief Executive Officer. Such division of responsibilities helps to reinforce their independence and accountability.

The Chairman of the Company, Mr. Lai Guanglin, takes up the role of providing leadership for the Board and ensures that the Board works effectively and discharges its responsibility properly. With the support of executive Directors and the Company Secretary, the Chairman seeks to ensure that all Directors are properly briefed on issues arising at board meetings and receive adequate and reliable information in a timely manner. Mr. Lai also ensures that good corporate governance practice is in force from time to time, and all key issues are discussed by the Board in a timely manner.

The Chief Executive Officer of the Company, Mr. Yu Ben Ansheng, is responsible for managing overall daily operations of the Group, the implementation of the Group's development strategies and plans and to perform other responsibilities as assigned by the Board.

BOARD MEETINGS

The Board meets regularly, and at least four times a year, additional meetings are convened when deemed necessary by the Board. Board members are provided with complete, adequate and timely information to allow the Directors to fulfill their duties properly. In addition, Directors have full access to information on the Group and independent professional advice whenever deemed necessary by the Directors.

The Board held four meetings during the year ended 31st December 2012. Due notice and board papers were given to all Directors prior to the board meetings in accordance with the Code.

主席和首席執行官的角色

本公司主席及首席執行官的職位由不同人士出任。主席的職責有別於首席執行官。有關分工有助加強他們的獨立和問責性。

本公司主席Lai Guanglin先生擔任董事會之領導角色，確保董事會有效運作及適當履行其職責。在執行董事及公司秘書協助下，主席將確保所有董事均就董事會會議上提出的事項獲得適當說明，並適時獲得充份可靠的資料。Lai先生亦確保不時切實執行優良之企業管治常規，以及董事會及時商討所有重要事宜。

本公司首席執行官俞安生先生負責管理本集團整體日常運作及執行本集團的發展策略及計劃，以及執行由董事會委派的任務。

董事會會議

董事會定期舉行會議，而每年最少舉行四次會議，及於其認為有需要時召開額外會議。董事會成員獲提供完整、充份及適時資料，以便董事可妥善履行彼等之職責。此外，董事可於其認為需要時取得集團資料及獨立的專業意見。

截至二零一二年十二月三十一日止年內，董事會舉行了四次會議。本公司於舉行董事會會議前，已根據守則之規定向所有董事寄發正式通知及會議文件。

Corporate Governance Report

企業管治報告

In addition, the Chairman and non-executive Directors (including the independent non-executive Directors) meet at least once every year without the presence of executive Directors.

另外，主席至少每年與非執行董事（包括獨立非執行董事）舉行一次沒有執行董事出席的會議。

Meetings held in 2012 by the Board, the Board Committees and the Shareholders respectively

於二零一二年分別由董事會、董事會轄下委員會及股東所舉行的會議

Details of the Directors' attendance at Board meetings, Board committee meetings and general meeting respectively held in 2012 are set out as below:

各位董事於二零一二年分別於董事會會議、董事會轄下委員會會議及股東大會的出席記錄詳情如下：

		Attended/Eligible to attend 出席次數/合資格出席次數				Annual General Meeting 股東週年 大會
		Board Meeting 董事會 會議	Audit Committee Meeting 審核委員會 會議	Nomination Committee Meeting 提名委員會 會議	Remuneration Committee Meeting 薪酬委員會 會議	
Number of Meetings Held	會議舉行次數	4	3	2	4	1
Executive Directors	執行董事					
Mr. Lai Guanglin ^(Notes 1 & 2)	Lai Guanglin 先生 ^(附註1及2)	4/4	–	1/1	4/4	1/1
Mr. Yu Ben Ansheng	俞安生先生	4/4	–	–	–	0/1
Mr. Lai Fulin	賴福麟先生	4/4	–	–	–	0/1
Non-executive Directors	非執行董事					
Mr. U Kean Seng ^(Note 1)	余建成先生 ^(附註1)	4/4	3/3	1/1	–	1/1
Mr. Tsang Wai Yip ^(Note 3)	曾偉業先生 ^(附註3)	1/1	–	–	–	–
Independent Non-executive Directors	獨立非執行董事					
Mr. Wong Yee Shuen, Wilson	黃以信先生	4/4	3/3	–	–	1/1
Mr. Chen Wei Wen	陳偉文先生	4/4	3/3	2/2	4/4	0/1
Ms. Yang Li ^(Note 2)	楊莉女士 ^(附註2)	4/4	–	2/2	4/4	0/1

Note:

1. On 14th March 2012, Mr. Lai Guanglin was appointed as a member and the Chairman of Nomination Committee to replace Mr. U Kean Seng.
2. On 14th March 2012, Ms. Yang Li was appointed as the Chairman of Remuneration Committee, Mr. Lai Guanglin ceased to be the Chairman of the Remuneration Committee but remained as a member.
3. On 31st August 2012, Mr. Tsang Wai Yip was appointed as an executive Director of the Company and subsequently was re-designated as non-executive Director with effect from 15th February 2013.

BOARD COMMITTEES

A number of Board committees, including audit committee, remuneration committee and nomination committee, have been established by the Board to strengthen its functions and to enhance its expertise. All committees have been formed with specific written terms of reference which deals clearly with the respective committees' authorities and duties.

Remuneration Committee

As at the date of this report, the Remuneration Committee comprises three members including one executive Director, namely Mr. Lai Guanglin and two independent non-executive Directors, namely Mr. Chen Wei Wen and Ms. Yang Li. It is chaired by Ms. Yang Li.

The major roles and functions of the Remuneration Committee are as follows:

- (a) To make recommendations to the Board on the Company's policy and structure for all directors and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;

附註：

1. 於二零一二年三月十四日，Lai Guanglin先生獲委任代替余建成先生出任提名委員會成員及主席。
2. 於二零一二年三月十四日，楊莉女士獲委任為薪酬委員會主席，Lai Guanglin先生不再擔任薪酬委員會主席但留任為成員。
3. 於二零一二年八月三十一日，曾偉業先生獲委任為執行董事及其後獲調任為非執行董事，由二零一三年二月十五日生效。

董事會轄下的委員會

董事會已成立多個董事會轄下的委員會，包括審核委員會、薪酬委員會及提名委員會，以加強其職能及提高其專門技能。所有委員會之組成訂有具體之書面職權範圍書，清楚說明各自委員會的職權及職責。

薪酬委員會

於本報告日期，薪酬委員會由三位成員組成，包括一位執行董事，即Lai Guanglin先生及兩位獨立非執行董事，即陳偉文先生及楊莉女士。主席由楊莉女士擔任。

薪酬委員會的主要角色及職能如下：

- (a) 就本公司董事及高級管理人員的全體薪酬政策及架構，及就設立正規而具透明度的程序制訂薪酬政策，向董事會提出建議；

Corporate Governance Report

企業管治報告

- (b) To review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (c) To make recommendations to the Board on the remuneration packages of individual executive directors and senior management, including benefits in kind, pension rights and compensation payments (including any compensation payable for loss or termination of their office or appointment); and
- (d) To make recommendations to the Board on the remuneration of non-executive directors.

The remuneration package of executive Directors is determined by reference to their duties and responsibilities, experience and the prevailing market conditions. The remuneration package of individual executive Directors includes salary, discretionary bonus and share based payment. Details of the Directors' fee and other emoluments of the Directors of the Company are set out in note 8 to the financial statements.

The Remuneration Committee has adopted the model that it will review the proposals made by the management on the remuneration of executive Directors and senior management, and make recommendations to the Board. The Board will have final authority to approve the recommendations made by the Remuneration Committee.

The Remuneration Committee held four meetings during 2012, the following major matters were reviewed and discussed in the meetings and recommended to the Board for approval:

- reviewing the remuneration policy and remuneration packages of all Directors and senior management of the Company;

(b) 因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議；

(c) 向董事會建議個別執行董事及高級管理人員的薪酬待遇，包括非金錢利益、退休金權利及賠償金額（包括喪失或終止職務或委任的賠償）；及

(d) 就非執行董事的薪酬向董事會提出建議。

執行董事的薪酬待遇乃根據其職務及職責、經驗以及當前市況而釐定。執行董事的薪酬待遇包括薪金、酌情花紅及以股份為基礎的付款。本公司各董事的袍金及其他酬金的詳情載於財務報表附註8。

薪酬委員會已採納由其檢討管理層所提出有關執行董事及高層管理人員的薪酬建議後，向董事會提出建議的模式。董事會擁有最終權力以批准經薪酬委員會提出的薪酬建議。

薪酬委員會於二零一二年內召開了四次會議，審議及討論以下主要事項，並向董事會提出建議：

- 檢討本公司薪酬政策及所有董事及高級管理人員之薪酬待遇；

- considering the bonus arrangement of the Directors and senior management of the Company;
 - reviewing the remuneration package of a newly appointed Director; and
 - reviewing the new service contracts entered into between the Company and non-executive Directors.
- 考慮本公司董事及高級管理人員分紅的安排；
 - 審議一名新委任的董事之薪酬待遇；及
 - 審議本公司與非執行董事訂立新的服務合同。

Nomination Committee

As at the date of this report, the Nomination Committee comprises three members including one executive Director, namely Mr. Lai Guanglin and two independent non-executive Directors, namely Mr. Chen Wei Wen and Ms. Yang Li. It is chaired by Mr. Lai Guanglin, the Chairman of the Board.

The major roles and functions of the Nomination Committee are as follows:

- (a) To review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) To identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
- (c) To assess the independence of independent non-executive directors; and
- (d) To make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors in particular the chairman and the chief executive.

提名委員會

於本報告日期，提名委員會由三位成員組成，包括一位執行董事，即Lai Guanglin先生及兩位獨立非執行董事，即陳偉文先生及楊莉女士。提名委員會主席由董事會主席Lai Guanglin先生擔任。

提名委員會的主要角色及職能如下：

- (a) 至少每年檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)，並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議；
- (b) 物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；
- (c) 評核獨立非執行董事的獨立性；及
- (d) 就董事委任或重新委任以及董事(尤其是主席及行政總裁)繼任計劃向董事會提出建議。

Corporate Governance Report

企業管治報告

The Nomination Committee held two meetings during 2012, the following major issues were reviewed and discussed in the meetings:

- reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board;
- evaluating and making recommendation as to the qualification and experience of the directors who were subject to retirement by rotation and re-election at the 2012 annual general meeting; and
- making recommendation to the Board for the re-designation and the appointment of Directors of the Company.

Audit Committee

As at the date of this report, Audit Committee consists of two independent non-executive Directors, namely Mr. Wong Yee Shuen, Wilson and Mr. Chen Wei Wen, and a non-executive Director, namely Mr. U Kean Seng. It is chaired by Mr. Wong Yee Shuen, Wilson who has the appropriate professional qualifications, accounting and financial management expertise.

The major roles and functions of the Audit Committee are as follows:

- (a) To make recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;
- (b) To monitor integrity of the Company's financial statements and to review significant financial reporting judgements contained in them;

提名委員會於二零一二年內召開了兩次會議，審議及討論以下主要事項：

- 檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)；
- 對於二零一二年股東週年大會上輪值告退並重選連任的董事的資格和經驗作出評估及建議；及
- 向董事會建議批准董事之調任及委任事宜。

審核委員會

於本報告日期，審核委員會由兩位獨立非執行董事黃以信先生及陳偉文先生，以及一位非執行董事余建成先生所組成。黃以信先生擔任審核委員會主席，彼具備合適的專業資格、會計或財務管理相關的專業知識。

審核委員會的主要角色及職能如下：

- (a) 主要負責就外聘核數師的委任、重新委任及罷免向董事會提供建議、批准外聘核數師的薪酬及聘用條款，及處理任何有關該核數師辭職或辭退該核數師的問題；
- (b) 監察本公司的財務報表並審閱報表及報告所載有關財務申報的重大意見；

(c) To review the Company's financial controls, internal control and risk management systems; and

(d) To discuss the internal control system with management to ensure that management has performed its duty to have an effective internal control system.

(c) 檢討本公司的財務監控、內部監控及風險管理制度；及

(d) 與管理層討論內部監控系統，確保管理層已履行職責建立有效的內部監控系統。

The Audit Committee held three meetings during 2012 and the following major matters were reviewed and discussed in the meetings:

審核委員會於二零一二年內召開了三次會議，審議及討論以下主要事項：

- reviewing the annual results of 2011 and the interim results of 2012 and making recommendation to the Board for approval;
- approving the auditor's fees for audit of 2011 financial statements;
- making recommendation on the re-appointment of the auditor;
- reviewing the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting function and their training programme and related budget;
- reviewing the internal control and risk management system; and
- discussing the audit service plan of 2012.

- 審閱二零一一年年度業績及二零一二年中期業績，並建議董事會通過；
- 審批核數師二零一一年年度財務報告的審計酬金；
- 建議續聘核數師；
- 對本集團在會計及財務匯報職能方面的資源、員工資歷及經驗及員工所接受的培訓課程及有關預算是否充足進行檢討；
- 檢討內部監控與風險管理系統；及
- 討論二零一二年年度審計服務計劃。

Corporate Governance Report

企業管治報告

Corporate Governance Functions

The Board has adopted the written terms of reference on corporate governance functions in March 2012 so as to assist the Board performing corporate governance functions. The terms of reference of the Board in respect of corporate governance functions are summarized as follows:

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

During the Year, the Board has developed and reviewed the Company's policies on corporate governance. The Board has adopted the terms of reference of the Board in respect of corporate governance functions. In addition, the Board has adopted the revised terms of reference of the Audit Committee, the Nomination Committee and the Remuneration Committee respectively, Shareholder Communication Policy and Disclosure of Inside Information Policy, etc.

企業管治職能

董事會於二零一二年三月已採納企業管治職能並以書面訂立其職權範圍以協助董事會履行本集團之企業管治職能。董事會於企業管治職能的職責如下：

- (a) 制定及檢討本公司企業管治政策及常規；
- (b) 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- (c) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- (d) 制定、檢討及監察僱員及董事的操守準則及合規手冊(如有)；及
- (e) 檢討本公司遵守上市規則附錄14《企業管治守則》及《企業管治報告》內的披露。

於本年度，董事會已制定及檢討本公司的企業管治政策。董事會已就企業管治職能採納了董事會職權範圍書。此外，董事會亦已分別採納了審核委員會、提名委員會及薪酬委員會之經修訂職權範圍書、股東溝通政策及內幕消息披露政策等等。

AUDITOR'S REMUNERATION

The fees charged by the auditor generally depends on the scope and volume of the auditor's work. For the year ended 31st December 2012, the remuneration to the auditor of the Company in respect of audit services was HK\$980,000 and fees related to taxation services and other non-audit services amount to HK\$73,000 and HK\$50,000 respectively.

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR FINANCIAL REPORTING

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, inside information announcements and other disclosures required under the Listing Rules and other regulatory requirements. The senior management provides such explanation and information to the Board so as to enable the Board to make an informed assessment of the financial information and position of the Company.

The Directors acknowledge the responsibilities for preparing the accounts of the Company.

The responsibilities of the auditor of the Company with respect to the financial statements of the Group is set out in the Independent Auditor's Report on pages 54 to 56.

GOING CONCERN

The Directors, having made appropriate enquiries, consider that the Company has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate to adopt the going concern basis in preparing the financial statements.

核數師薪酬

核數師收取的費用一般視乎其工作量及範圍而定。截至二零一二年十二月三十一日止年度，就本公司核數師所提供的審核服務費用為980,000港元，以及稅務和其他非審計服務費用分別為73,000港元及50,000港元。

董事及核數師之財務申報責任

董事會負責提呈一份平衡、清晰易明之年報及中期報告、內幕消息公告以及按上市規則及其他監管規定要求之其他披露。高級管理人員負責向董事會提供解釋及資料，讓董事會能夠對本公司之財務資料及狀況進行有根據之評審。

董事知悉其有編製本公司賬目的責任。

本公司核數師就有關本集團財務報表之責任列載於第54至56頁的獨立核數師報告。

持續經營

董事在作出適當查詢後，認為本公司擁有充分資源以在可預見將來繼續經營，故編制財務報表時採用持續經營之基準為適當。

Corporate Governance Report

企業管治報告

INTERNAL CONTROL

The Board is responsible for maintaining an adequate system of internal controls within the Group and for reviewing their effectiveness. The system of internal controls is designed to facilitate effective and efficient operations, to safeguard assets and to ensure the quality of internal and external reporting and compliance with applicable laws and regulations. It is also designed to provide reasonable, but not absolute, assurance that material misstatement or loss can be avoided, and to manage and minimize risks of failure in operation systems.

The Board engaged a professional consulting firm to perform internal control review to assess the effectiveness of the financial, operational and compliance controls and risk management functions of the Company and the Group's major subsidiaries on a rotation basis.

At the meeting of the Audit Committee held on 14th March 2013, the professional consulting firm reported their review work for the year ended 31st December 2012 performed in accordance with the detailed risk-based internal control review plan which was approved by the Audit Committee. The Board, through the Audit Committee, has conducted a review of the effectiveness of the Group's internal control systems for the year ended 31st December 2012. The Audit Committee members, together with the senior management, have also reviewed, considered and discussed all findings relating to the internal control systems and recommendations for improvement.

The Audit Committee also reviewed and was satisfied with the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting and financial reporting function.

內部監控

董事會負責為本集團維持一個充份有效之內部控制系統，以及審查其效率。內部控制系統乃為推動營運之效能及效率、保護資產、確保內部及外部報告之質素，以及確保遵守適用之法例及規例而設。內部監控系統旨在合理（而非絕對）保證能夠避免出現嚴重誤報或損失的情況，並管理及減低運作系統上的風險。

董事會已委聘專業顧問機構輪流對本公司及本集團之主要附屬公司進行內部監控評核，就財務、運作、合規及風險管理等方面之內部監控有效性進行評估。

就審核委員會於二零一三年三月十四日舉行之審核委員會會議，該專業顧問機構根據一份以風險為基礎所編制的詳盡內部控制評核計劃（經審核委員會批准），進行截至二零一二年十二月三十一日止年度的評核工作，並向審核委員會匯報。董事會已透過審核委員會檢討截至二零一二年十二月三十一日止年度的集團內部監控制度的有效性。審核委員會成員以及高級管理層並已檢閱、考慮及討論對有關於內部監控系統之調查結果及改善之建議。

審核委員會亦檢討了集團處理會計及財務匯報功能的資源、員工資歷和經驗，以及有關員工的培訓及預算開支，並滿意上述各項安排。

COMPANY SECRETARY

For the year ended 31st December 2012, Mr. Tsang Wai Yip was the Company Secretary of the Company. Mr. Tsang has resigned as the Chief Financial Officer and Company Secretary of the Company with effect from 15th February 2013. Mr. Cheng Siu Kwan, the Financial Controller of the Company, has been appointed as the Company Secretary of the Company with effect from 15th February 2013. Both of them fulfill the requirement under Rules 3.28 and 3.29 of the Listing Rules.

The Company Secretary is responsible for providing secretarial services to the Board and ensuring the operation of the Company is properly complied with Hong Kong listed companies' regulatory requirements as well as enhancing its corporate governance standards.

All Directors have access to the advice and services of the Company Secretary with a view to ensuring that board procedures and all applicable rules and regulations are followed. Company Secretary is also the secretary of each of Board committees. Minutes of Board meetings and meetings of all Board committees are kept by the Company Secretary and are available for inspection by the Directors at all times.

SHAREHOLDERS' RIGHTS

Right to convene special general meeting

Pursuant to Section 74(1) of the Bermuda Companies Act and the bye-law 62 of the Bye-Laws of the Company, the shareholder(s) of the Company holding at the date of the deposit of the requisition not less than one-tenth of the paid-up capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company may request the Board to convene a special general meeting.

公司秘書

截至二零一二年十二月三十一日止年度，本公司之公司秘書為曾偉業先生，曾先生已於二零一三年二月十五日辭任為本公司首席財務官兼公司秘書職務。本公司財務總監鄭少群先生獲委任為本公司之公司秘書，由二零一三年二月十五日生效。彼等均符合上市規則第3.28及3.29條所列之要求。

公司秘書負責為公司董事會提供秘書服務，保障公司運作符合香港上市公司的相關規範，提升公司管治水平。

所有董事均可獲得公司秘書的意見和服務，確保董事會程序及所有適用規則及規例均獲得遵守。公司秘書同時兼任董事會轄下各委員會的秘書。董事會及董事會轄下各委員會的會議記錄由公司秘書備存，並隨時供董事查閱。

股東權利

召開股東特別大會之權利

根據百慕達法例第74(1)及本公司之公司細則第62條，倘本公司股東於遞交請求當日持有於遞交請求當日有權於本公司股東大會投票之本公司繳足股本不少於十分一，則可召開股東特別大會。

Corporate Governance Report

企業管治報告

The requisition must state the purposes of the meeting, and must be signed by the requisitionists and deposited at the registered office of the Company and its head office and principal place of business in Hong Kong for the attention of Company Secretary and may consist of several documents in like form each signed by one or more requisitionists.

If the Directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.

Right to put enquiries to the Board

Shareholders should direct their enquiries about their shareholdings to the Company's share registrar. Other shareholders' enquiries can be directed to the head office and principal place of business of the Company in Hong Kong as set out in the "CORPORATE INFORMATION" section of this Annual Report for the attention of Company Secretary.

Right to put forward proposals at general meetings

Pursuant to Sections 79(1) and 79(2) of the Bermuda Companies Act, on the requisition in writing of either (i) any number of members of the Company representing not less than one-twentieth of the total voting rights of all the members having at the date of the requisition a right to vote at the meeting to which the requisition relates; or (ii) not less than one hundred members, the Company shall, at the expense of the requisitionists unless the Company otherwise resolves:

呈請人遞交之書面請求須列明大會目的，並由呈請人正式簽署，郵寄及送交本公司的註冊辦事處及其位於香港的總辦事處及主要營業地點，註明收件人為公司秘書，並可一式多份，且每份由一名或多名呈請人簽署之文件組成。

倘於遞交要求日期起計二十一日內，董事未有正式召開有關大會，則遞交要求人士（或當中持有彼等全體總投票權一半以上之任何人士）可自發召開有關大會，惟任何據此召開之大會均不得於上述日期起計三個月期間屆滿後舉行。

向董事會作出查詢之權利

股東如對名下持股有任何問題，應向本公司的之股份過戶登記處提出。股東其他查詢可發送至本年報「公司資料」一節所載本公司香港之總辦事處及主要營業地點，並註明收件人為公司秘書。

於股東大會提出議案之權利

根據百慕達公司法第79(1)及79(2)條，在(i)於遞交要求當日持有不少於全體股東（其賦有於要求所涉股東大會上投票之權利）總投票權二十分之一之任何數目本公司股東；或(ii)不少於100名股東以書面方式提出要求下，本公司將會（除非本公司另行議決，有關費用將由遞交要求人士承擔）：

Corporate Governance Report

企業管治報告

- (a) to give to members of the Company entitled to receive notice of the next annual general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting;
- (b) to circulate to shareholders entitled to have notice of any general meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

A copy or copies of requisition signed by all requisitionists shall be deposited, with a sum reasonably sufficient to meet the Company's expenses in giving notice of the proposed resolution or circulating any necessary statement, at the registered office of the Company and its head office and principal place of business in Hong Kong in the case of:

- (i) a requisition requiring notice of a resolution, not less than six weeks before the meeting; and
- (ii) any other requisition, not less than one week before the meeting.

The Company will verify the requisition and upon confirming that the requisition is proper and in order, the Board will proceed with the necessary procedures.

COMMUNICATIONS WITH SHAREHOLDERS

The Board is obliged to provide regular, effective and fair communication with the shareholders and the investors of the Company. Latest information is conveyed to the Shareholders and the investors of the Company on a timely basis.

- (a) 向有權接收下一屆股東週年大會通告之本公司股東發出通知，以告知任何可能於該大會上正式動議並擬於會上動議之決議案；
- (b) 向有權接收任何股東大會通告之股東傳閱不超過一千字之陳述書，以告知該大會上提呈之決議案所述事宜或將處理之事項。

於下列情況，向本公司的註冊辦事處及其位於香港的總辦事處及主要營業地點呈遞由所有請求人簽署之請求書副本或多份副本，並應繳交足以滿足本公司發佈有關建議決議案之通告或傳送任何必要聲明所需費用之合理款項：

- (i) 倘屬要求發出議案通告之請求書，則須於有關會議舉行前不少於六個星期；及
- (ii) 倘屬任何其他請求書，則須於有關會議舉行前不少於一個星期。

本公司將核證有關請求書，一旦確認請求適合及妥當，董事會將着手進行必要程序。

與股東之溝通

董事會有義務經常與本公司股東及投資者進行公平而有效之溝通，並及時向本公司股東及投資者傳達最新資料。

Corporate Governance Report

企業管治報告

A Shareholder Communication Policy (the “Policy”) was adopted by the Company in March 2012. The Policy aims to set out the provisions with the objective of ensuring that the latest information of the Company is conveyed to the Shareholders and investors on a timely basis. The Company uses a range of communication tools to ensure the Shareholders and the investors are kept well informed of key business imperatives.

Disclosure of Information

Information shall be communicated to Shareholders and the investors mainly through the Company’s financial reports (interim and annual reports), annual general meetings and other general meetings that may be convened, as well as by making available all the disclosures submitted to The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) and its corporate communications and other corporate publications on the Hong Kong Stock Exchange’s website and the Company’s website.

General Meetings

Shareholders are encouraged to participate in general meetings or to appoint proxies to attend and vote at meetings for and on their behalf if they are unable to attend the meetings. Shareholders’ views on matters that affect the Company are welcome by the Board at shareholders’ meetings. Shareholders of the Company are notified of shareholders’ meetings through notices and reports or circulars sent to them. Each item of special business in the notice of the meeting is accompanied, where appropriate, by an explanation for the proposed resolution. A separate resolution is proposed by the chairman of the meetings in respect of each separate issue, including the re-election of Directors.

本公司於二零一二年三月已採納一份股東溝通政策（「該政策」）。該政策所載條文旨在確保本公司可及時向股東及投資者傳達本公司的最新資料。本公司會使用各種溝通工具，以確保其股東及投資者充分瞭解關鍵業務需要。

信息披露

本公司向股東及投資者傳達資訊的主要渠道為：本公司的財務報告（中期及年度報告）；股東週年大會及其他可能召開的股東大會；並將所有呈交予香港聯合交易所有限公司（「香港聯交所」）的披露資料，以及公司通訊及其他公司刊物登載在香港聯交所網站及本公司網站。

股東大會

本公司鼓勵股東參與股東大會，如未克出席，可委派代表代其出席並於會上投票。董事會歡迎股東在股東大會上就影響本公司之事項，提出其觀點及意見。本公司股東通過寄發予彼等之通告及報告或通函獲知會召開股東大會之消息。必要時，大會通告中載列之每一項特別事項，均為提呈通過之決議案附有解釋說明。會議主席應就每項獨立的事宜個別提出決議案（包括重選董事）。

Corporate Governance Report

企業管治報告

The Chairman of the Board and Chairmen of the Audit Committee, Remuneration Committee and Nomination Committee or failing him, his duly appointed delegate, are available at the annual general meeting to answer questions with regard to the work of these committees.

Voting by Poll

Save as provided under the Listing Rules, resolutions put to vote at the general meetings of the Company (other than procedural matters) are taken by poll. Procedures regarding the conduct of the poll are explained to the shareholders at the commencement of each general meeting, and questions from shareholders regarding the voting procedures are answered. The poll results are posted on the respective websites of the Company and the Hong Kong Stock Exchange on the same day of the poll.

INVESTOR RELATIONS

The Company maintains a website www.chinapipegroup.com where information and updates on the list of Directors and their roles and functions, constitutional documents, terms of reference of the Board committees, procedures for shareholders to propose a person for election as a director, announcements, circulars and reports, etc. released to the Hong Kong Stock Exchange and other information are posted. Information on the Company's website will be updated from time to time.

A dedicated email address ir@chinapipegroup.com for investor enquiry is set out in the "Contact Us" section on the Company's website.

There was no significant change in the Company's constitutional documents during the year ended 31st December 2012.

董事會主席及審核委員會、薪酬委員會及提名委員會之主席或其適當委任的代表出席股東週年大會，以便回答股東對委員會工作之提問。

以投票方式進行表決

除上市規則另有規定外，任何在本公司股東大會上提出的決議案(就程序方面的決議案除外)均以投票方式進行表決。每次股東大會開始時均向股東解釋表決過程，並解答股東就投票程序的提問。投票結果於投票當日分別刊載於本公司及香港聯交所之網站上。

投資者關係

本公司設有網站 www.chinapipegroup.com，登載本公司之最新資訊、於香港聯交所刊發之董事名單與其角色及職能、憲章文件、董事會轄下委員會職權範圍、股東提名候選董事的程序、公告、通函及報告等等以及其他信息。本公司網站上之資訊將不時更新。

本公司網站之「聯絡我們」欄目，專設投資者關係電子郵箱 ir@chinapipegroup.com。

本公司之憲章文件於截至二零一二年十二月三十一日止年度並無重大變動。

Report of the Directors

董事會報告

The directors of the Company (the “Directors”) have pleasure in presenting their report together with the audited financial statements for the year ended 31st December 2012.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are set out in Note 32 to the financial statements.

An analysis of the Group’s performance for the year by operating segments is set out in Note 5 to the financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31st December 2012 are set out in the consolidated income statement on page 57.

The board of directors of the Company (the “Board”) does not recommend the payment of a final dividend for the year ended 31st December 2012.

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 152.

RESERVES

Details of the movements in the reserves of the Group and of the Company during the year are set out in Note 24 to the financial statements.

DISTRIBUTABLE RESERVES

Details of the distributable reserves of the Company as at 31st December 2012 are set out in Note 24 to the financial statements.

本公司董事(「董事」)欣然提呈其報告連同截至二零一二年十二月三十一日止年度之經審核財務報表。

主要業務

本公司之主要業務為投資控股，而其附屬公司之主要業務則載於財務報表附註32。

按營運分類之本集團表現之分析載於財務報表附註5。

業績及分派

本集團截至二零一二年十二月三十一日止年度之業績載於第57頁之綜合收益表。

本公司董事會(「董事會」)不建議派付截至二零一二年十二月三十一日止年度之末期股息。

五年財務概要

本集團過去五個財政年度業績及資產和負債之概要載於第152頁。

儲備

本集團及本公司年內之儲備變動情況詳情載於財務報表附註24。

可供分派儲備

於二零一二年十二月三十一日本公司之可供分派儲備之詳情載於財務報表附註24。

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in properties, plant and equipment of the Group are set out in Note 15 to the financial statements.

SHARE CAPITAL

Details of the movements in share capital of the Company are set out in Note 23 to the financial statements.

BORROWINGS

Particulars of borrowings of the Group as at 31st December 2012 are set out in Note 25 to the financial statements.

PURCHASE, SALE OR REDEMPTION OF SHARES

The Company has not redeemed any of its shares during the year. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the year.

SHARE OPTION SCHEME

At the annual general meeting of the Company held on 24th June 2004, a share option scheme (the "Scheme") of the Company was approved by shareholders of the Company. Relevant information relating to the Scheme is set out as follows:

(a) Purpose of the Scheme

The purpose of the Scheme is to provide the Company with a flexible means of giving incentive and/or rewarding the participants.

物業、廠房及設備

本集團之物業、廠房及設備之變動詳情載於財務報表附註15。

股本

本公司之股本變動詳情載於財務報表附註23。

借貸

本集團於二零一二年十二月三十一日之借貸詳情載於財務報表附註25。

購回、出售或贖回股份

本公司於年內概無贖回其任何股份。本公司及其任何附屬公司於年內概無買賣任何本公司股份。

購股權計劃

本公司於二零零四年六月二十四日舉行之股東週年大會上，本公司股東批准本公司購股權計劃（「計劃」）。有關計劃之相關資料載述如下：

(a) 計劃的目的

計劃旨在為本公司提供一個靈活方法，藉以獎勵及／或回報予參與者。

Report of the Directors

董事會報告

(b) Participants of the Scheme

The Board may offer to grant options to the participants which means (i) any Director (including any executive director, non-executive director or independent non-executive director) of any member of the Group; (ii) any employee (whether full-time or part-time) of any member of the Group; (iii) any consultant, adviser, supplier, customer or sub-contractor of the Group; and (iv) any other person whatsoever from time to time determined by the Board as having contributed to the development, growth or benefit of the Group.

(c) Total number of shares available for issue under the Scheme

The total number of shares of the Company which may be issued upon exercise of all options to be granted under the Scheme and any other share option schemes of the Company must not in aggregate exceed 10% of the issued share capital of the Company as at the date of the general meeting of the Company approving the Scheme. The number of shares may be refreshed by the approval of the shareholders and the refreshed limit of the number of shares must not exceed 10% of the issued share capital of the Company as the date of the approval of the refreshed limit. The maximum number of shares of the Company which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes of the Company must not exceed 30% of the total number of shares of the Company in issue from time to time.

The total number of shares available for issue under the Scheme are 962,270,000 Shares, representing approximately 7% of the total number of shares of the Company in issue as at the date of this report.

(b) 計劃之參與者

董事會可向參與者授出購股權。參與者乃指(i)本集團各成員公司之任何董事(包括執行董事、非執行董事或獨立非執行董事);(ii)本集團各成員公司之任何僱員(不論屬全職或非全職);(iii)本集團任何之專業諮詢人、顧問、供應商、客戶或分包商;及(iv)董事會不時釐定為對本集團之發展、增長或利益作出貢獻之任何其他人士。

(c) 根據計劃可供發行之股份數目

因行使根據計劃及本公司任何其他購股權計劃將予授出之所有購股權而可發行之股份總數，合共不得超過本公司於股東大會上批准計劃當日已發行股份總數10%。股份數目可由股東批准更新，惟經更新之股份數目上限不得超過批准更新上限之日期本公司已發行股本之10%。因行使根據計劃及本公司任何其他購股權計劃已授出而尚未行使之購股權而可發行之股份數目，合共不得超過不時已發行股份總數之30%。

根據計劃可供發行的股份數目共962,270,000股，佔本公司於本報告日期的已發行股本約7%。

(d) Maximum entitlement of each participant

Total number of shares of the Company issued and to be issued upon exercise of the options granted to each participant (including exercised or outstanding options) in any 12-month period shall not exceed 1% of the total number of shares in issue as at the date of grant.

(e) Minimum period for options to be held

No minimum period for which an option must be held before it can be exercised unless otherwise specified in the relevant offer letter.

(f) Period and payment on acceptance of options

Pursuant to the Scheme, HK\$10 is payable by the grantee to the Company on acceptance of the option within 28 days from the date of grant of the option.

(g) Basis determining the subscription price

The subscription price of a share in respect of any particular option granted under the Scheme shall be a price determined by the Board and notified to the participants and shall be at least the highest of (a) the closing price of the shares as stated in The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") daily quotation sheet on the date on which the options are deemed to be granted and accepted in accordance with the terms of the Scheme (the "Commencement Date"), which must be a business day; (b) the average closing price of the shares as stated in the Hong Kong Stock Exchange's daily quotation sheet for the five business days immediately preceding the Commencement Date; and (c) the nominal value of the shares.

(d) 根據計劃每位參與者之最高股份限額

於任何十二個月期間，因行使授予每位參與者之購股權（包括已行使或尚未行使之購股權）而發行及將發行予每位參與者之股份總數，不得超過授出日期已發行股份總數之1%。

(e) 持有購股權之最短期限

除非任何有關要約之條款另有指明外，否則購股權毋須持有最短期限亦可行使。

(f) 接納購股權之期間及付款

根據計劃，承授人須在接納購股權後於授出購股權日期起計二十八日內向本公司支付10港元。

(g) 釐定認購價之基準

根據計劃授出之任何特定購股權之股份認購價，將由董事會酌情釐定，並知會參與者，而認購價應至少為(a)股份於有關購股權被視為按照購股權計劃條款授出及接納當日（「開始日期」）（須為香港聯合交易所有限公司（「香港聯交所」）經營證券買賣業務之日期（「交易日」）在香港聯交所每日報價表所報之收市價；(b)股份於緊接開始日期前連續五個交易日在香港聯交所每日報價表所報之平均收市價；及(c)股份面值三者中之最高者。

Report of the Directors

董事會報告

(h) Life of the Scheme

Subject to earlier termination by the Company at general meeting or by the Board, the life of the Scheme commenced from 24th June 2004, date of adoption, and will end on 23rd June 2014.

Details of options granted, exercised, lapsed, cancelled and outstanding under the Scheme during the year are as follows:

(h) 計劃之有效期

除本公司於股東大會上或由董事會提早終止外，計劃之有效期由二零零四年六月二十四日（採納日期）起至二零一四年六月二十三日為止。

於年度內，根據計劃授出、行使、失效、註銷及尚未行使的購股權之詳情如下：

Name of Directors 董事姓名	Date of grant 授出日期	Exercise Price HK\$ 行使價 港元	Movement during the year 年內變動					Held as at 31st December 2012 於二零一二年 十二月三十一日 持有
			Held as at 1st January 2012 於二零一二年 一月一日 持有	Granted and accepted 已授出並接納	Exercised 已行使	Lapsed 已失效	Cancelled 已註銷	
Lai Fulin 賴福麟 (Note 2 附註2)	3/12/2009	0.071	50,000,000	-	-	-	-	50,000,000
U Kean Seng 余建成 (Note 2 附註2)	3/12/2009	0.071	30,000,000	-	-	-	-	30,000,000
Tsang Wai Yip 曾偉業 (Notes 1 & 2 附註1及2)	3/12/2009	0.071	100,000,000	-	-	-	-	100,000,000
Wong Yee Shuen, Wilson 黃以信 (Note 2 附註2)	3/12/2009	0.071	10,000,000	-	-	-	-	10,000,000
Chen Wei Wen 陳偉文 (Note 3 附註3)	5/5/2010	0.083	10,000,000	-	-	-	-	10,000,000
Yang Li 楊莉 (Note 4 附註4)	8/6/2011	0.0392	10,000,000	-	-	-	-	10,000,000
			210,000,000	-	-	-	-	210,000,000
Employees 僱員 (Notes 2 & 5 附註2及5)	3/12/2009	0.071	155,000,000	-	-	-	-	155,000,000
Employee 僱員 (Note 3 附註3)	5/5/2010	0.083	6,000,000	-	-	-	-	6,000,000
			371,000,000	-	-	-	-	371,000,000

Report of the Directors

董事會報告

Notes:

1. On 31st August 2012, Mr. Tsang Wai Yip was appointed as an executive Director and subsequently re-designated as a non-executive Director on 15th February 2013.

2. The options granted to these grantees are vested in stages and be exercised in the following manner:

Maximum percentage of options exercisable
可行使之購股權最高百分比

20%
20%
20%
20%
20%

3. The options granted to these grantees are vested in stages and be exercised in the following manner:

Maximum percentage of options exercisable
可行使之購股權最高百分比

20%
20%
20%
20%
20%

4. The options granted to this grantee are vested in stages and be exercised in the following manner:

Maximum percentage of options exercisable
可行使之購股權最高百分比

20%
20%
20%
20%
20%

5. Vesting of options granted to certain employees is subject to achievement of profit target.

Details of the fair value of options granted under the Scheme during the year ended 31st December 2012 and the accounting policy adopted for the options are set out in Note 8 and Note 2 to the financial statements respectively.

附註：

1. 於二零一二年八月三十一日，曾偉業先生獲委任為執行董事及其後於二零一三年二月十五日獲調任為非執行董事。

2. 授予該等承授人的購股權將分階段歸屬，並按下列方式行使：

Period for exercise of the relevant percentage of the options
行使相關購股權百分比之期限

3/6/2010 – 2/12/2019
3/6/2011 – 2/12/2019
3/6/2012 – 2/12/2019
3/6/2013 – 2/12/2019
3/6/2014 – 2/12/2019

3. 授予該等承授人的購股權將分階段歸屬，並按以下方式行使：

Period for exercise of the relevant percentage of the options
行使相關購股權百分比之期限

5/11/2010 – 4/5/2020
5/11/2011 – 4/5/2020
5/11/2012 – 4/5/2020
5/11/2013 – 4/5/2020
5/11/2014 – 4/5/2020

4. 授予該承授人的購股權將分階段歸屬，並按下列方式行使：

Period for exercise of the relevant percentage of the options
行使相關購股權百分比之期限

8/12/2011 – 7/6/2021
8/12/2012 – 7/6/2021
8/12/2013 – 7/6/2021
8/12/2014 – 7/6/2021
8/12/2015 – 7/6/2021

5. 授予若干僱員之購股權須達到溢利目標方可歸屬予有關僱員。

有關截至二零一二年十二月三十一日止年度根據計劃授出購股權的公允值及有關購股權的會計政策的詳情分別載於財務報表附註8及附註2。

Report of the Directors

董事會報告

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Apart from the share option scheme of the Company, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

DIRECTORS

The Directors of the Company during the year and up to the date of this report are:

EXECUTIVE DIRECTORS

Mr. Lai Guanglin (*Chairman*) ^(Note 1)
Mr. Yu Ben Ansheng (*Chief Executive Officer*)
Mr. Lai Fulin

NON-EXECUTIVE DIRECTORS

Mr. U Kean Seng
Mr. Tsang Wai Yip ^(Note 2)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wong Yee Shuen, Wilson
Mr. Chen Wei Wen
Ms. Yang Li

Notes:

1. On 14th March 2012, Mr. Lai Guanglin was re-designated from a non-executive Director to an executive Director.
2. On 31st August 2012, Mr. Tsang Wai Yip was appointed as an executive Director and subsequently re-designated as a non-executive Director on 15th February 2013.

董事收購股份或債券的權利

除本公司之購股權計劃外，於年度內任何時間，本公司或其任何附屬公司概無參與訂立任何安排，致使本公司董事可藉收購本公司或任何其他法團的股份或債券獲益。

董事

年內及直至本報告日期之本公司董事為：

執行董事

Lai Guanglin 先生 (*主席*) ^(附註1)
俞安生先生 (*首席執行官*)
賴福麟先生

非執行董事

余建成先生
曾偉業先生 ^(附註2)

獨立非執行董事

黃以信先生
陳偉文先生
楊莉女士

附註：

1. 於二零一二年三月十四日，Lai Guanglin 先生由非執行董事獲調任為執行董事。
2. 於二零一二年八月三十一日，曾偉業先生獲委任為執行董事及其後於二零一三年二月十五日獲調任為非執行董事。

In accordance with bye-law 99 of the Bye-laws of the Company, Mr. U Kean Seng, Mr. Wong Yee Shuen, Wilson, and Ms. Yang Li will retire from office by rotation and being eligible, offer themselves for re-election at the forthcoming annual general meeting.

In accordance with bye-law 102(B) of the Bye-laws of the Company, Mr. Tsang Wai Yip will hold office until the forthcoming annual general meeting and, being eligible, will offer himself for re-election.

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each independent non-executive Director an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules and the Company considers that all of them are independent.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of Directors and senior management are set out in the section headed "Biographical Details of Directors and Senior Management" of this annual report.

DIRECTORS' SERVICE CONTRACT

None of the Directors offering themselves for re-election at the forthcoming annual general meeting of the Company has entered into any service contract with the Company or any of its subsidiaries, which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

根據本公司的公司細則第99條，余建成先生、黃以信先生及楊莉女士將輪值退任，惟有資格並願意於應屆股東週年大會上膺選連任。

根據公司細則第102(B)條，曾偉業先生之任期至應屆股東週年大會止，惟有資格並將願意膺選連任。

獨立非執行董事之獨立確認

本公司已接獲各獨立非執行董事根據上市規則第3.13條規定作出獨立性之年度確認，而本公司亦認為彼均具獨立性。

董事及高級管理人員之履歷

董事及高級管理人員之履歷載於本年報的「董事及高級管理人員之履歷」內披露。

董事服務合約

於本公司即將舉行之股東週年大會上願意膺選連任之董事概無與本公司或其任何附屬公司簽訂不可於一年內毋須繳付賠償(法定賠償除外)而終止之任何服務合約。

Report of the Directors

董事會報告

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contracts of significance in relation to the Company's business to which the Company, its subsidiaries or its holding company was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Significant related party transactions entered by the Group during the year ended 31st December 2012 are disclosed in Note 30 to the financial statements.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors and their respective associates has an interest in any business which competes or may compete with the business in which the Group engaged.

DIRECTORS' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES OR DEBENTURES

The interests of the directors in the share options of the Company are separately disclosed in the section headed "SHARE OPTION SCHEME" above.

As at 31st December 2012, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "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 Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), were set out below:

董事於重大合約中之權益

本公司、其附屬公司或其控股公司概無訂立任何與本公司業務有關而本公司董事於其中直接或間接擁有重大權益，且於年結時或年內任何時間仍然有效之重大合約。

本集團於截至二零一二年十二月三十一日止年內訂立之重大關連人士之交易於財務報表附註30披露。

董事於競爭性業務之權益

董事及彼等各自之聯繫人概無擁有與本集團構成或可能構成競爭之任何業務權益。

董事於股份、相關股份或債券之權益及淡倉

董事所持本公司購股權的權益於上文「購股權計劃」一節中另行披露。

於二零一二年十二月三十一日，本公司董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第 XV 部）的股份、相關股份及債權證中，擁有須登記於本公司根據證券及期貨條例第352條備存之登記冊之權益或淡倉，或須根據上市公司董事進行證券交易的標準守則（「標準守則」）知會本公司及香港聯交所之權益或淡倉如下：

Report of the Directors

董事會報告

Long positions in the shares and underlying shares of the Company

於本公司股份及相關股份之好倉

Name of Directors 董事名稱	Capacity 身份	Personal Interests 個人權益	Corporate Interests 法團權益	Approximate percentage of shares in issue 佔已發行股份 概約百分比	
				Total 總計	
Lai Guanglin	Interest of controlled corporation 受控制法團權益	–	7,705,521,207 <i>(Note 1 附註 1)</i>	7,705,521,207	57.79%
Yu Ben Ansheng 俞安生	Beneficial owner/Interest of controlled corporation 實益擁有人／受控制法團權益	30,000,000	1,460,000,000 <i>(Note 2 附註 2)</i>	1,490,000,000	11.18%

Notes:

- These shares are held by Singapore Zhongxin Investment Company Limited, which is wholly and beneficially owned by Mr. Lai Guanglin, an executive Director and the Chairman of the Company. Accordingly, Mr. Lai is deemed to be interested in such shares under the SFO.
- These shares are held by King Jade Holdings Limited, which is wholly and beneficially owned by Mr. Yu Ben Ansheng, an executive Director and the Chief Executive Officer of the Company. Accordingly, Mr. Yu is deemed to be interested in such shares under the SFO.

附註：

- 該等股份由 Singapore Zhongxin Investment Company Limited 持有，該公司由 Lai Guanglin 先生（本公司之執行董事兼主席）全資實益擁有。因此，根據證券及期貨條例，Lai 先生被視為於該等股份中擁有權益。
- 該等股份由 King Jade Holdings Limited 持有，該公司由俞安生先生（本公司之執行董事兼首席執行官）全資實益擁有。因此，根據證券及期貨條例，俞先生被視為於該等股份中擁有權益。

Save as disclosed above and in the section headed "SHARE OPTION SCHEME" above, as at 31st December 2012, none of the Directors or chief executive or their respective associates had any interests or short positions in shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the 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 Hong Kong Stock Exchange pursuant to the Model Code.

除上文及另一節「購股權計劃」所披露者外，於二零一二年十二月三十一日，概無董事或最高行政人員或彼等各自之聯繫人士於本公司或其任何相聯法團（定義見證券及期貨條例第 XV 部）的股份、相關股份及債權證中，擁有須登記於本公司根據證券及期貨條例第 352 條存置之登記冊之權益或淡倉，或須根據標準守則知會本公司及香港聯交所之權益或淡倉。

Report of the Directors

董事會報告

SUBSTANTIAL SHAREHOLDERS

As at 31st December 2012, the interests or short positions of the following persons or corporations, other than the Directors or chief executive of the Company, 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 were as follows:

Long position in share and underlying share of the Company

主要股東

於二零一二年十二月三十一日，以下人士或法團(上文所披露之本公司董事或最高行政人員除外)於本公司股份及相關股份擁有須登記於本公司根據證券及期貨條例第336條存置之登記冊之權益或淡倉如下：

於本公司股份及相關股份之好倉

Name of shareholders 股東名稱	Capacity 身份	Number of shares/underlying shares held 所持股份／相關股份數目	Approximate percentage of shares in issue 佔已發行股份 概約百分比
Singapore Zhongxin Investment Company Limited (Note 1 附註 1)	Beneficial owner 實益擁有人	7,705,521,207	57.79%
Li Juan 李娟 (Note 2 附註 2)	Interest of spouse 配偶權益	7,705,521,207	57.79%
King Jade Holdings Limited (Note 3 附註 3)	Beneficial owner 實益擁有人	1,460,000,000	10.95%
Zhang Lin (Note 4 附註 4)	Interest of spouse 配偶權益	1,490,000,000	11.18%

Notes:

- Singapore Zhongxin Investment Company Limited is wholly and beneficially owned by Mr. Lai Guanglin, an executive Director and the Chairman of the Company. Accordingly, Mr. Lai is deemed to be interested in such shares under the SFO.
- Ms. Li Juan, the spouse of Mr. Lai Guanglin, is also deemed to be interested in Mr. Lai's interest in the Company under the SFO.

附註：

- Singapore Zhongxin Investment Company Limited 乃由 Lai Guanglin 先生(本公司之執行董事兼主席)全資實益擁有。因此，根據證券及期貨條例，Lai 先生被視為於該等股份中擁有權益。
- 根據證券及期貨條例，李娟女士(Lai Guanglin 先生之配偶)亦被視為擁有 Lai 先生於本公司之權益。

- King Jade Holdings Limited is wholly and beneficially owned by Mr. Yu Ben Ansheng, an executive Director and the Chief Executive Officer of the Company. Accordingly, Mr. Yu is deemed to be interested in such shares under the SFO.
- Ms. Zhang Lin, the spouse of Mr. Yu Ben Ansheng, is also deemed to be interested in Mr. Yu's interest in the Company under the SFO.

- King Jade Holdings Limited 乃由俞安生先生(本公司之執行董事兼首席執行官)全資實益擁有。因此，根據證券及期貨條例，俞先生被視為於該等股份中擁有權益。
- 根據證券及期貨條例，Zhang Lin 女士(俞安生先生之配偶)亦被視為擁有俞先生於本公司之權益。

Save as disclosed above, as at 31st December 2012, the Company had not been notified by any persons or corporations, other than the Directors or chief executive of the Company, who had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

除上文披露者外，於二零一二年十二月三十一日，本公司並無獲通知有任何其他人士或法團(不包括本公司董事或主要行政人員)持有本公司股份或相關股份的權益或淡倉而須登記於根據證券及期貨條例第336條規定本公司須備存之登記冊內。

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or existed during the year.

管理合約

年內並無訂立或存在涉及本集團全部或任何重大部分業務之任何管理及行政合約。

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of purchases and sales for the year attributable to the Group's major suppliers and customers are as follows:

Purchases

– the largest supplier	17.78%
– five largest suppliers combined	51.98%

Sales

– the largest customer	7.19%
– five largest customers combined	19.14%

None of the Directors, their associates or any shareholder (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had an interest in the major suppliers or customers noted above.

主要客戶及供應商

本集團主要供應商及客戶年內分別所佔之採購及銷售百分比如下：

採購

– 最大供應商	17.78%
– 五大供應商合計	51.98%

銷售

– 最大客戶	7.19%
– 五大客戶合計	19.14%

各董事、其聯繫人士或任何股東(就董事所知擁有本公司股本5%以上者)概無上述主要供應商或客戶擁有之任何權益。

Report of the Directors

董事會報告

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

Details of the compliance with corporate governance code of the Company are set out in the “CORPORATE GOVERNANCE REPORT” of this annual report.

DISCLOSURE OF THE CHANGES IN THE INFORMATION OF THE DIRECTORS PURSUANT TO RULE 13.51B(1) OF THE LISTING RULES

Pursuant to Rule 13.51B(1) of the Listing Rules, changes in the information of the Directors of the Company required to be disclosed in this report are as follows:

1. On 4th December 2012, Mr. U Kean Seng, a non-executive Director of the Company, was appointed as a director of PGG Wrightson Limited, a company listed on the New Zealand Stock Exchange. In addition, on 31st December 2012, Mr. U has resigned as independent director of GRP Limited, a company listed on the Singapore Exchange Securities Trading Limited.
2. On 5th February 2013, Mr. Wong Yee Shuen, Wilson, an independent non-executive Director of the Company, was appointed as an independent non-executive director of PanAsialum Holdings Company Limited, a company listed on The Stock Exchange of Hong Kong Limited.
3. On 15th February 2013, Mr. Tsang Wai Yip, a non-executive Director of the Company, was appointed as the chief financial officer of Agria Corporation, a company listed on the New York Stock Exchange.

遵守企業管治守則

有關本公司遵守企業管治守則的詳情載於本年報之「企業管治報告」內。

根據上市規則第 13.51B(1) 條須予披露之董事資料變更

根據上市規則第 13.51B(1) 條本報告須予披露之本公司董事資料變更如下：

1. 於二零一二年十二月四日，本公司非執行董事余建成先生獲委任為 PGG Wrightson Limited（一間於新西蘭證券交易所上市的公司）的董事。此外，於二零一二年十二月三十一日，余先生辭任 GRP Limited（一間於新加坡證券交易所有限公司上市之公司）之獨立董事職務。
2. 於二零一三年二月五日，本公司獨立非執行董事黃以信先生獲委任為榮陽實業集團有限公司（一間於香港聯合交易所有限公司上市之公司）之獨立非執行董事。
3. 於二零一三年二月十五日，本公司非執行董事曾偉業先生獲委任為 Agria Corporation（一間於紐約證券交易所上市之公司）之首席財務官。

AUDIT COMMITTEE

The audit committee consists of two independent non-executive Directors, namely Mr. Wong Yee Shuen, Wilson and Mr. Chen Wei Wen, and a non-executive Director, namely Mr. U Kean Seng.

By reference to “A Guide for the Formation of An Audit Committee” published by the Hong Kong Institute of Certified Public Accountants, written terms of reference which describe the authority and duties of the audit committee were prepared and adopted by the Board of the Company.

The annual results have been reviewed by the audit committee of the Company.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the prescribed public float required under the Listing Rules as at the date of this report.

AUDITORS

The financial statements have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment.

By Order of the Board

Lai Guanglin
Chairman

Hong Kong, 22nd March 2013

審核委員會

本公司審核委員會由兩位獨立非執行董事黃以信先生及陳偉文先生，以及一位非執行董事余建成先生所組成。

本公司之董事會參照香港會計師公會頒佈之「組成審核委員會之指引」，制訂及採納審核委員會之書面職權範圍書，訂明審核委員會的職權及職責。

本公司之審核委員會已審閱全年業績。

公眾持股量

根據本公司可取得之公開資料以及就董事所知，於本報告日期，本公司維持上市規則所規定之既訂公眾持股量。

核數師

本財務報表已獲羅兵咸永道會計師事務所審核，該核數師任滿告退，惟有資格及願意膺選連任。

承董事會命

Lai Guanglin
主席

香港，二零一三年三月二十二日

Independent Auditor's Report 獨立核數師報告



羅兵咸永道

To the shareholders of China Pipe Group Limited
(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of China Pipe Group Limited (the “Company”) and its subsidiaries (together, the “Group”) set out on pages 57 to 151, which comprise the consolidated and company statements of financial position as at 31st December 2012, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Directors' Responsibility for the Consolidated Financial Statements

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

致中國管業集團有限公司股東
(於百慕達註冊成立的有限公司)

本核數師(以下簡稱「我們」)已審計列載於第57至151頁中國管業集團有限公司(以下簡稱「貴公司」)及其子公司(統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於二零一二年十二月三十一日的綜合和公司財務狀況表與截至該日止年度的綜合收益表、綜合全面收益表、綜合權益變動表和綜合現金流量表，以及主要會計政策概要及其他附註解釋資料。

董事就綜合財務報表須承擔的責任

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

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.

核數師的責任

我們的責任是根據我們的審計對該等綜合財務報表作出意見，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責或承擔任何責任。

我們已根據香港會計師公會頒佈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，以合理確定綜合財務報表是否不存在任何重大錯誤陳述。

審計涉及執行程序以獲取有關綜合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綜合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綜合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，以及評價綜合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。

Independent Auditor's Report

獨立核數師報告

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 31st 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, 22nd March 2013

意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映貴公司及貴集團於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，二零一三年三月二十二日

Consolidated Income Statement

綜合收益表

For the year ended 31st December 2012
截至二零一二年十二月三十一日止年度

		Note 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
<i>Continuing operation:</i>	<i>持續營運業務：</i>			
Revenue	收入	5	455,127	438,395
Cost of sales	銷售成本	7	(350,578)	(330,014)
Gross profit	毛利		104,549	108,381
Other gains, net	其他收益淨額	6	4,579	5,442
Selling and distribution costs	銷售及分銷成本	7	(13,337)	(13,604)
General and administrative expenses	一般及行政費用	7	(77,581)	(83,588)
Operating profit	經營溢利		18,210	16,631
Finance income	財務收入	9	745	472
Finance costs	財務費用	9	(2,001)	(1,439)
Finance costs, net	財務費用淨額	9	(1,256)	(967)
Profit before income tax	稅前溢利		16,954	15,664
Tax expense	稅項支出	10	(3,254)	(2,791)
Profit for the year from continuing operation	持續營運業務之年度溢利		13,700	12,873
<i>Discontinued operation:</i>	<i>終止營運業務：</i>			
Seamless steel pipes	無縫鋼管	11	-	(148)
Loss for the year from discontinued operation	終止營運業務之年內虧損		-	(148)
Profit for the year	年度溢利		13,700	12,725
Attributable to:	應佔：			
Equity holders of the Company	本公司股權持有人		13,700	13,280
Non-controlling interests	非控制性權益		-	(555)
			13,700	12,725
			HK cent 港仙	HK cent 港仙
Earnings per share	每股盈利	13		
Basic and diluted	基本及攤薄			
From continuing operation	持續營運業務		0.103	0.097
From discontinued operation	終止營運業務		-	0.003
			0.103	0.100
			HK\$'000 千港元	HK\$'000 千港元
Dividend	股息	14	-	-

The notes on pages 65 to 151 are an integral part of these financial statements.

第65至151頁之附註為此等財務報表之整體部份。

Consolidated Statement of Comprehensive income

綜合全面收益表

For the year ended 31st December 2012

截至二零一二年十二月三十一日止年度

		Note 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Profit for the year	年度溢利		13,700	12,725
Other comprehensive income:	其他全面收益：			
Currency translation differences	貨幣換算差額		97	577
Release of exchange reserve upon disposal of subsidiaries	有關出售附屬公司之匯兌差額之回撥	29(b)(i) & (ii)	-	(4,773)
Total comprehensive income for the year, net of tax	年度除稅後全面收益總額		13,797	8,529
Attributable to:	應佔：			
Equity holders of the Company	本公司股權持有人		13,797	9,261
Non-controlling interests	非控制性權益		-	(732)
Total comprehensive income attributable to equity holders of the Company:	本公司股權持有人應佔全面收益總額：		13,797	8,529
Continuing operation	持續營運業務		13,797	12,796
Discontinued operation	終止營運業務		-	(3,535)
			13,797	9,261

There was no tax impact relating to the components of other comprehensive income for the years ended 31st December 2011 and 2012.

截至二零一一年及二零一二年十二月三十一日止年度，並無關於其它全面收益項目的稅項影響。

The notes on pages 65 to 151 are an integral part of these financial statements.

第65至151頁之附註為此等財務報表之整體部分。

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31st December 2012
於二零一二年十二月三十一日

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
ASSETS	資產		
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	15 6,381	5,296
Deferred tax assets	遞延稅項資產	26 –	97
Rental deposits and other assets	租約按金及其他資產	20 6,416	4,853
		12,797	10,246
Current assets	流動資產		
Inventories	存貨	19 174,856	160,825
Trade receivables	貿易應收款項	20 99,124	90,803
Deposits, prepayments and other receivables	按金、預付款及其他應收款項	20 27,667	35,795
Pledged bank deposits	抵押銀行存款	21 94,348	70,450
Cash and cash equivalents	現金及現金等價物	22 26,889	54,869
		422,884	412,742
Total assets	總資產	435,681	422,988

The notes on pages 65 to 151 are an integral part of these financial statements.

第65至151頁之附註為此等財務報表之整體部分。

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31st December 2012
於二零一二年十二月三十一日

		Note 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
EQUITY	權益			
Equity holders	股權持有人			
Share capital	股本	23	26,665	26,665
Reserves	儲備	24	285,961	270,792
Total equity	總權益		312,626	297,457
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債	26	44	—
Other non-current liabilities	其他非流動負債		3,619	3,865
			3,663	3,865
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	27	51,246	50,860
Amount due to a related company	應付一家關連公司款項	30	—	876
Taxation payable	應付稅項		484	5
Borrowings	借貸	25	67,662	69,925
			119,392	121,666
Total liabilities	總負債		123,055	125,531
Total equity and liabilities	總權益及負債		435,681	422,988
Net current assets	流動資產淨額		303,492	291,076
Total assets less current liabilities	總資產減流動負債		316,289	301,322

On behalf of the Board

代表董事會

Lai Guanglin
Director 董事

Yu Ben Ansheng 俞安生
Director 董事

The notes on pages 65 to 151 are an integral part of these financial statements.

第65至151頁之附註為此等財務報表之整體部分。

Statement of Financial Position

財務狀況表

As at 31st December 2012
於二零一二年十二月三十一日

		Note 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	15	109	177
Investments in subsidiaries	於附屬公司投資	17	89,674	89,205
			89,783	89,382
Current assets	流動資產			
Prepayments and other receivables	預付款及其他應收款項	20	1,237	256
Amounts due from subsidiaries	應收附屬公司款項	17	15,441	15,540
Cash and cash equivalents	現金及現金等價物	22	258	245
			16,936	16,041
Total assets	總資產		106,719	105,423
EQUITY	權益			
Equity holders	股權持有人			
Share capital	股本	23	26,665	26,665
Reserves	儲備	24	(20,008)	(18,253)
Total equity	總權益		6,657	8,412
LIABILITIES	負債			
Current liabilities	流動負債			
Other payables	其他應付款項	27	1,434	6,758
Amounts due to subsidiaries	應付附屬公司款項	17	98,628	90,253
Total liabilities	總負債		100,062	97,011
Total equity and liabilities	總權益及負債		106,719	105,423
Net current liabilities	流動負債淨額		83,126	80,970
Total assets less current liabilities	總資產減流動負債		6,657	8,412

On behalf of the Board

代表董事會

Lai Guanglin

Director 董事

Yu Ben Ansheng 俞安生

Director 董事

The notes on pages 65 to 151 are an integral part of these financial statements.

第65至151頁之附註為此等財務報表之整體部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31st December 2012

截至二零一二年十二月三十一日止年度

		Equity holders 股權持有人										
		Share capital	Share premium	Capital reserve	Merger reserve	Statutory reserve	Exchange reserve	Share based payment reserve	Retained earnings	Sub-total	Non-controlling interests	Total
		股本	股份溢價	資本儲備	合併儲備	法定儲備	匯兌儲備	以股份為基礎的付款儲備	保留溢利	小計	非控制性權益	總額
Note		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
附註		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1st January 2011	於二零一一年一月一日	26,665	126,618	34,115	3,700	-	5,935	5,822	83,552	286,407	(11,114)	275,293
Profit for the year	年度溢利	-	-	-	-	-	-	-	13,280	13,280	(555)	12,725
Other comprehensive income:	其他全面收益：											
Currency translation differences	貨幣換算差額	-	-	-	-	-	754	-	-	754	(177)	577
Release of exchange reserve upon disposal of subsidiaries	出售附屬公司之匯兌儲備之回撥	29(b) (i) & (ii)	-	-	-	-	(4,773)	-	-	(4,773)	-	(4,773)
Total comprehensive income for the year	年度全面收益總額	-	-	-	-	-	(4,019)	-	13,280	9,261	(732)	8,529
Transactions with owners:	與擁有人之交易：											
Share based payment	以股份為基礎的付款	-	-	-	-	-	-	1,789	-	1,789	-	1,789
Disposal of subsidiaries	出售附屬公司	29(b) (ii)	-	-	-	-	-	-	-	-	11,846	11,846
Transfer to statutory reserve	轉撥至法定儲備	-	-	-	-	24	-	-	(24)	-	-	-
Transfer upon lapse of share options	因購股權失效轉撥	-	-	-	-	-	-	(957)	957	-	-	-
		-	-	-	-	24	-	832	933	1,789	11,846	13,635
At 31st December 2011	於二零一一年十二月三十一日	26,665	126,618	34,115	3,700	24	1,916	6,654	97,765	297,457	-	297,457

The notes on pages 65 to 151 are an integral part of these financial statements.

第 65 至 151 頁之附註為此等財務報表之整體部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31st December 2012
截至二零一二年十二月三十一日止年度

		Equity holders 股權持有人										
		Share capital	Share premium	Capital reserve	Merger reserve	Statutory reserve	Exchange reserve	Share based payment reserve	Retained earnings	Non-controlling interests	Total	
		股本	股份溢價	資本儲備	合併儲備	法定儲備	匯兌儲備	以股份為基礎的付款儲備	保留溢利	小計	非控制性權益	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1st January 2012	於二零一二年一月一日	26,665	126,618	34,115	3,700	24	1,916	6,654	97,765	297,457	-	297,457
Profit for the year	年度溢利	-	-	-	-	-	-	-	13,700	13,700	-	13,700
Other comprehensive income:	其他全面收益：											
Currency translation differences	貨幣換算差額	-	-	-	-	-	97	-	-	97	-	97
Total comprehensive income for the year	年度全面收益總額	-	-	-	-	-	97	-	13,700	13,797	-	13,797
Transactions with owners:	與擁有人之交易：											
Share based payment	以股份為基礎的付款	-	-	-	-	-	-	1,372	-	1,372	-	1,372
At 31st December 2012	於二零一二年十二月三十一日	26,665	126,618	34,115	3,700	24	2,013	8,026	111,465	312,626	-	312,626

The notes on pages 65 to 151 are an integral part of these financial statements.

第65至151頁之附註為此等財務報表之整體部分。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31st December 2012
截至二零一二年十二月三十一日止年度

		Note	2012	2011
		附註	二零一二年	二零一一年
			HK\$'000	HK\$'000
			千港元	千港元
Cash flows from operating activities	經營業務之現金流量			
Cash generated from operations	經營業務產生之現金	29(a)	5,631	13,566
Interest paid	已付利息		(1,917)	(4,231)
Interest received	已收利息		745	601
Income tax paid	已付所得稅		(2,634)	(3,595)
			<hr/>	<hr/>
Net cash generated from operating activities	經營活動產生現金淨額		1,825	6,341
			<hr style="border-top: 1px dashed black;"/>	<hr style="border-top: 1px dashed black;"/>
Cash flows from investing activities	投資業務之現金流量			
Purchase of property, plant and equipment	購入物業、廠房及設備		(2,847)	(921)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		10	115
Disposal of subsidiaries – continuing operation	出售附屬公司—持續營運業務	29(b)(i)	–	(2,072)
Disposal of subsidiaries – discontinued operation	出售附屬公司—終止營運業務	29(b)(ii)	–	(5,086)
			<hr/>	<hr/>
Net cash used in investing activities	投資活動所用現金淨額		(2,837)	(7,964)
			<hr style="border-top: 1px dashed black;"/>	<hr style="border-top: 1px dashed black;"/>
Cash flows from financing activities	融資活動之現金流量			
Drawdown of borrowings	提用借貸		278,080	219,025
Repayment of borrowings	償還借貸		(280,343)	(216,411)
Drawdown of loan from a shareholder	提用一名股東貸款		–	4,000
Repayment of loan from a shareholder	償還一名股東貸款		–	(4,000)
Repayment of amount due to a related company	償還應付一家關連公司款項		(876)	–
Increase in pledged bank deposits	抵押銀行存款增加		(23,898)	(8,599)
			<hr/>	<hr/>
Net cash used in financing activities	融資活動所用現金淨額		(27,037)	(5,985)
			<hr style="border-top: 1px dashed black;"/>	<hr style="border-top: 1px dashed black;"/>
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額		(28,049)	(7,608)
Exchange differences	匯兌差額		69	247
Cash and cash equivalents at beginning of the year	年初之現金及現金等價物		54,869	62,230
			<hr/>	<hr/>
Cash and cash equivalents at end of the year	年終之現金及現金等價物		26,889	54,869
			<hr style="border-top: 3px double black;"/>	<hr style="border-top: 3px double black;"/>

The notes on pages 65 to 151 are an integral part of these financial statements.

第65至151頁之附註為此等財務報表之整體部分。

Notes to the Financial Statements

財務報表附註

1. General information

China Pipe Group Limited (the “Company”) and its subsidiaries (together the “Group”) are principally engaged in trading of construction materials, mainly pipes and fittings.

The Company is a limited liability company incorporated in Bermuda. The address of its registered office is Canon’s Court, 22 Victoria Street, Hamilton HM 12, Bermuda. The Company has its primary listing on the Main Board of The Stock Exchange of Hong Kong Limited (“Hong Kong Stock Exchange”).

These financial statements are presented in Hong Kong dollars, unless otherwise stated. These financial statements have been approved for issue by the Board of Directors on 22nd March 2013.

2. Basis of preparation and accounting policies

The principal accounting policies adopted 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.

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) and under the historical cost convention. Certain comparative figures have been reclassified to conform to the current year’s presentation

1. 一般資料

中國管業集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)主要從事建築材料(主要是喉管和管件)之貿易。

本公司為一間在百慕達註冊成立之有限公司，註冊辦事處位於Canon’s Court, 22 Victoria Street, Hamilton HM 12, Bermuda。本公司在香港聯合交易所有限公司(「香港聯交所」)主板作第一上市。

除非另有所指，本財務報表以港元呈列。本財務報表已經由董事會在二零一三年三月二十二日批准刊發。

2. 編製基準及會計政策

下文載列編製此等綜合財務報表時採納之主要會計政策。除另有說明外，所採用的政策與過往年度所呈報的貫徹應用。

綜合財務報表乃根據香港財務報告準則(「香港財務報告準則」)按照歷史成本法編製。若干比較數字已重新分類以與本年度的呈列方式保持一致。

Notes to the Financial Statements

財務報表附註

2. Basis of preparation and accounting policies (cont'd)

The preparation of financial statements in conformity with HKFRSs 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.

Adoption of amendments to existing standards

The Group has adopted the following amendments to existing standards, which are mandatory for accounting periods beginning on or after 1st January 2012.

HKFRS 1 Amendment	First-time Adoption of Hong Kong Financial Reporting Standards-Severe hyperinflation and removal of fixed dates for first-time adopters
HKFRS 7 Amendment	Disclosures – Transfers of financial assets
HKAS 12 Amendment	Deferred Tax – Recovery of underlying assets

The Group has assessed the impact of the adoption of these amendments to existing standards and considered that there was no significant impact on the Group's results and financial position nor any substantial changes in the Group's accounting policies and presentation of the consolidated financial statements.

2. 編製基準及會計政策 (續)

編製符合香港財務報告準則的財務報表，須要使用若干關鍵的會計估計。這亦需要管理層在應用本集團會計政策的過程中作出判斷，涉及高度判斷或高度複雜性的範疇或對綜合財務報表屬重大假設和估算的範疇，已於附註4內披露。

採納經修訂的現行準則

本集團已採納下列經修訂的現行準則，並強制性須於二零一二年一月一日起開始的會計期間或之後期間實行。

香港財務報告準則 第1號修訂本	首次採納香港財務報告準則 — 惡性通貨膨脹與剔除 首次採納者的既定日期
香港財務報告準則 第7號修訂本	披露—金融資產的轉讓
香港會計準則 第12號修訂本	遞延稅項—相關資產的收回

本集團已評估採納該等對現有準則之修訂後之影響，認為對本集團之業績及財務狀況並無重大影響，而本集團之會計政策及綜合財務報表之呈列亦無任何重大改變。

Notes to the Financial Statements

財務報表附註

2. Basis of preparation and accounting policies (cont'd)

New standards, amendments to existing standards and interpretations not yet adopted

The following new standards, amendments to existing standards and interpretation have been issued but are not effective and have not been early adopted. The Group has commenced an assessment of the impact of these new standards, amendments to existing standards and interpretation but is not yet in a position to state whether they would have a significant impact on its results of operations and financial position.

HKFRS 1 Amendment	First-time Adoption of Hong Kong Financial Reporting Standards-Government loans ²
HKFRS 7 Amendment	Disclosures – Offsetting Financial Assets and Financial Liabilities ²
HKFRS 9	Financial Instruments ⁴
HKFRS 10	Consolidated Financial Statements ²
HKFRS 11	Joint Arrangements ²
HKFRS 12	Disclosure of Interests in Other Entities ²
HKFRS 13	Fair Value Measurement ²
HKAS 1 Amendment	Presentation of items of other comprehensive income ¹
HKAS 19 (2011)	Employee benefits ²
HKAS 27 (2011)	Separate financial statements ²
HKAS 28 (2011)	Investment in associates and joint ventures ²

2. 編製基準及會計政策 (續)

尚未採納的新訂準則、經修訂的現行準則和詮釋

以下為已頒佈但尚未生效亦未被提早採納的新訂準則、經修訂的現行準則及詮釋。本集團已開始評估該等新訂準則、經修訂的現行準則及詮釋的影響，但尚未能指出彼等是否將對營運及財務狀況造成重大影響。

香港財務報告準則第1號 修訂本	首次採納香港財務報告準則—政府貸款 ²
香港財務報告準則第7號 修訂本	披露—抵銷金融資產及金融負債 ²
香港財務報告準則第9號	金融工具 ⁴
香港財務報告準則第10號	綜合財務報表 ²
香港財務報告準則第11號	合營安排 ²
香港財務報告準則第12號	於其他實體之權益披露 ²
香港財務報告準則第13號	公允值之計量 ²
香港會計準則第1號修訂本	其他全面收益項目之呈列 ¹
香港會計準則第19號 (二零一一)	僱員福利 ²
香港會計準則第27號 (二零一一)	獨立財務報表 ²
香港會計準則第28號 (二零一一)	於聯營和合營的投資 ²

Notes to the Financial Statements

財務報表附註

2. Basis of preparation and accounting policies (cont'd)

New standards, amendments to existing standards and interpretations not yet adopted (cont'd)

HKAS 32 Amendment	Offsetting financial assets and financial liabilities ³
HK(IFRIC)-Int 20	Stripping costs in the production phase of a surface mine ²
Amendments to HKFRS 7 and HKFRS 9	Mandatory effective date of HKFRS7 and HKFRS 9 and transition disclosures ⁴
Amendments to HKFRSs 10,11 and 12	Consolidated financial statements joint arrangements and disclosure of interests in other entities: transition guidance ²
Amendments to HKFRSs 10,12 and 27 (2011)	Investment entities ³
Annual Improvements Project	Annual improvements 2009-2011 cycle ²

- ¹ effective for annual periods beginning on or after 1st July 2012
- ² effective for annual periods beginning on or after 1st January 2013
- ³ effective for annual periods beginning on or after 1st January 2014
- ⁴ effective for annual periods beginning on or after 1st January 2015

2. 編製基準及會計政策(續)

尚未採納的新訂準則、經修訂的現行準則和詮釋(續)

香港會計準則第32號 修訂本	抵銷金融資產及 金融負債 ³
香港(國際財務報告 詮釋委員會)–詮釋 第20號	地表採礦生產階段的 剝採成本 ²
香港財務報告準則 第7號及第9號 修訂本	香港財務報告準則第9號 之強制生效日期及 過渡性披露 ⁴
香港財務報告準則 第10、11及12號 修訂本	綜合財務報表、合營 安排及於其他實體之 權益披露：過渡指引 ²
香港財務報告準則 第10、12及27號 (二零一一)修訂本	投資實體 ³
年度改進項目	二零零九年至二零一一年 的年度改進 ²

- ¹ 於二零一二年七月一日或之後開始的年度期間生效
- ² 於二零一三年一月一日或之後開始的年度期間生效
- ³ 於二零一四年一月一日或之後開始的年度期間生效
- ⁴ 於二零一五年一月一日或之後開始的年度期間生效

Notes to the Financial Statements

財務報表附註

2. Basis of preparation and accounting policies (cont'd)

(a) Consolidation

The consolidated financial statements include the financial statements of the Company and all of its subsidiaries made up to 31st December.

(i) Subsidiaries

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. 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.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

2. 編製基準及會計政策(續)

(a) 綜合賬目

綜合財務報表包括本公司及其所有附屬公司截至十二月三十一日止的財務報表。

(i) 附屬公司

附屬公司指本集團有權控制其財務及營運決策的所有實體(包括特殊目的實體)，通常擁有其過半數投票權。於評估本集團是否控制另一實體時，會考慮現時可行使或可換股的潛在投票權的存在及影響。附屬公司在控制權轉移至本集團之日起全面綜合入賬。附屬公司在控制權終止之日起停止綜合入賬。

集團內公司之間的交易、交易的結餘及未變現收益予以對銷。未變現虧損亦予以對銷。附屬公司的會計政策已按需要作出改變，以確保與本集團採用的政策符合一致。

Notes to the Financial Statements

財務報表附註

2. Basis of preparation and accounting policies (cont'd)

(a) Consolidation (cont'd)

The Group uses the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the aggregate fair value of the assets transferred, the liabilities incurred 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. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If this is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the income statement.

Investments in subsidiaries are accounted for at cost less impairment. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment. The results of subsidiaries are accounted for by the company on the basis of dividend received and receivable.

2. 編製基準及會計政策(續)

(a) 綜合賬目(續)

本集團採用會計收購法計算業務合併。收購附屬公司的轉讓代價為所轉讓資產、所產生負債及本集團所發行股本權益的公允價值。所轉讓代價包括或然代價安排產生的任何資產或負債的總公允價值。收購相關成本於產生時列為開支。於業務合併時所收購的可辨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。按逐項收購基準，本集團以公允價值或非控制性權益按比例應佔被收購人資產淨值，確認被收購人非控制性權益。

所轉讓代價、被收購人的任何非控制性權益金額及任何先前於被收購人的股本權益於收購日期的公允價值超出所收購之可辨別資產淨值之公允價值的差額乃列作商譽。倘在廉價購入的情況下，該數額低於所收購附屬公司資產淨值之公允價值，則有關差額將直接在收益表內確認。

於附屬公司的投資乃以成本減減值的方法入賬。成本經調整以反映因或然代價修訂產生的代價變動。成本亦包括投資的直接應佔費用。附屬公司的業績乃由本公司根據已收及應收股息列賬。

Notes to the Financial Statements

財務報表附註

2. Basis of preparation and accounting policies (cont'd)

(b) 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 has been identified as the Board of Directors. The Board of Directors is responsible for allocating resources and assessing performance of operating segments. Operating segments are not aggregated for financial reporting purposes unless the segment has similar economic characteristics and are similar in respect of the nature of products, the nature of production processes and the type or class of customers.

(c) Foreign currency translation

(i) *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 Hong Kong dollars, which is the Company's functional and presentation currency.

(ii) *Transactions and balances*
Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or revaluation where items are remeasured. 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 income statement.

2. 編製基準及會計政策(續)

(b) 分部報告

經營分部按照向首席經營決策者提供的內部報告貫徹一致的方式報告。主要營運決策者已獲認定為董事會。董事會負責分配資源及評估營運分部表現。營運分部不會合計起來作財務報告用途，除非分部擁有類似經濟特質及類似產品性質、生產過程性質及顧客類別或分類外。

(c) 外幣換算

(i) *功能及呈列貨幣*
本集團各實體的財務報表內的項目，均採用該實體經營業務之主要經濟環境所使用的貨幣（「功能貨幣」）計量。綜合財務報表以港元呈列，即本公司之功能及呈列貨幣。

(ii) *交易及結餘*
外幣交易按交易或對項目重新計量的估價當日之匯率兌換為功能貨幣。因結算該等交易及按年底之匯率換算以外幣列值之貨幣資產及負債所產生之外匯收益及虧損均列入收益賬。

Notes to the Financial Statements

財務報表附註

2. Basis of preparation and accounting policies (cont'd)

(c) Foreign currency translation (cont'd)

(iii) Group companies

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

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- 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 dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income.

2. 編製基準及會計政策(續)

(c) 外幣換算(續)

(iii) 集團公司

功能貨幣與呈列貨幣不同之所有集團公司(均不擁有高通脹經濟體系之貨幣)之業績及財務狀況按以下方式換算為呈列貨幣：

- 每份財務狀況表所呈列之資產及負債按該財務狀況表結算日之收市匯率換算；
- 各收益表之收入及開支按平均匯率換算(除非該平均匯率並非交易當日匯率的累積影響之合理約數，在此情況下收入及開支須按交易日的匯率換算)；及
- 所有由此產生的匯兌差額在其他全面收益中確認。

Notes to the Financial Statements

財務報表附註

2. Basis of preparation and accounting policies (cont'd)

(c) Foreign currency translation (cont'd)

(iii) Group companies (cont'd)

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of borrowings and other currency instruments designated as hedges of such investments, are taken to other comprehensive income. When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are recognised in the consolidated income statement as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rates at the statement of financial position date. Exchange differences arising are recognised in other comprehensive income.

(d) Property, plant and equipment

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

2. 編製基準及會計政策(續)

(c) 外幣換算(續)

(iii) 集團公司(續)

於綜合入賬時，換算海外業務的淨投資額、借貸及其他用作對沖有關投資的貨幣工具所產生的匯兌差額均計入其他全面收益。當部分處置或出售海外業務時，計入權益之匯兌差額於綜合收益賬確認為出售收益或虧損的一部分。

因收購海外實體而產生之商譽及公允價值調整，均視作為該海外實體之資產及負債處理，並以財務狀況表結算日之收市匯率折算。產生的匯兌差額在其他全面收益中入賬。

(d) 物業、廠房及設備

物業、廠房及設備(包括樓宇、租賃物業裝修、廠房及機器、設備、傢俬及裝置及汽車)乃按歷史成本減累計折舊及累計減值虧損列賬。歷史成本包括收購該等資產的直接開支。

Notes to the Financial Statements

財務報表附註

2. Basis of preparation and accounting policies (cont'd)

(d) Property, plant and equipment (cont'd)

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 expenses are charged to the consolidated income statement during the financial period in which they are incurred.

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

Buildings	20-30 years
Plant, machinery and equipment	3-10 years
Leasehold improvements	5 years or the lease period, if shorter
Office furniture, fixtures and fittings	3-5 years
Office equipment	3-5 years
Computer equipment	3-5 years
Motor vehicles	3-10 years

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

2. 編製基準及會計政策 (續)

(d) 物業、廠房及設備 (續)

僅於項目有關的未來經濟利益將會流入本集團，而且能可靠計量該項目的成本，後續成本方會計入資產的賬面值或確認為一項單獨資產(如適用)。已更換部份的賬面值已被終止確認。所有其他維修及保養費用在產生的財務期間內於綜合收益賬中支銷。

物業、廠房及設備之折舊，乃根據其估計可使用年期採用直線法把其成本值分配予殘值計算，各估計可使用年期如下：

樓宇	20至30年
廠房、機器及設備	3至10年
租賃物業裝修	5年或租賃期(以較短者)
辦公室傢俬、裝置及設備	3至5年
文儀設備	3至5年
電腦設備	3至5年
汽車	3至10年

資產的剩餘價值及可使用年期在每個呈報期結束時進行檢討，及在適當時調整。

Notes to the Financial Statements

財務報表附註

2. Basis of preparation and accounting policies (cont'd)

(d) Property, plant and equipment (cont'd)

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.

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognised within other gains, net in the consolidated income statement.

(e) Land use rights

The upfront prepayments made for land use rights are expensed in the consolidated income statement on a straight line basis over the period of the operating lease.

(f) Impairment of investments in subsidiaries and non-financial assets

Assets that have an indefinite useful life, for example goodwill, are not subject to amortisation and are at least 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 (i.e. CGUs). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2. 編製基準及會計政策(續)

(d) 物業、廠房及設備(續)

倘若資產的賬面值高於其估計可收回值，其賬面值即時撇減至可收回值。

出售帶來的盈虧按比較所得款項及賬面值釐定，並於綜合收益賬中的其他收益淨額確認。

(e) 土地使用權

為土地使用權支付之預付款項按直線法於經營租賃期內在綜合收益賬中支銷。

(f) 於附屬公司之投資及非財務資產的減值

沒有確定使用年期之資產(如商譽)毋需攤銷，但最少每年就減值進行測試。資產就當有事件出現或情況改變顯示可能無法收回賬面值時即進行減值檢討，減值虧損按資產之賬面值超出其可收回金額之差額確認。可收回金額以資產之公允值扣除銷售成本或使用價值兩者之較高者為準。於評估減值時，資產將按可識辨現金流量的最低層次組合(即現金產生單位)。出現減值的非財務資產(商譽除外)於每個報告日期就撥回減值的可能性進行檢討。

Notes to the Financial Statements

財務報表附註

2. Basis of preparation and accounting policies (cont'd)

(g) Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Receipts or payments made under operating leases (net of any incentives paid to lessees or received from the lessor) are recognised as income or expenses in the consolidated income statement on a straight-line basis over the period of the lease.

(h) Inventories

Inventories are stated at the lower of cost and net realisable value. For the segment of trading of pipes and fittings, cost is calculated on the first-in, first-out ("FIFO") method. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

2. 編製基準及會計政策(續)

(g) 租約

凡資產擁有權的絕大部分風險和回報由出租人保留的租賃，均列作經營租賃。根據經營租賃收取或支付之租金(扣除承租人收取或出租人給予的任何優惠)，按租期以直線法於綜合收益賬中確認為收入或開支。

(h) 存貨

存貨按成本及可變現淨值兩者之較低者列賬。喉管及管件貿易分類成本按先進先出(「先進先出」)法計算。可變現淨值按日常業務過程中估計售價減去適用之可變銷售開支計算。

Notes to the Financial Statements

財務報表附註

2. Basis of preparation and accounting policies (cont'd)

(i) Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the assets is reduced through the use of an allowance account, and the amount of the loss is recognised in the consolidated income statement. When trade and other receivables are uncollectible, they are written off against the allowance account for receivables. Subsequent recoveries of amounts previously written off are credited to the consolidated income statement.

(j) Cash and cash equivalents

Cash and cash equivalents include cash in hand and deposits held at call with banks.

(k) 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. 編製基準及會計政策(續)

(i) 貿易及其他應收款項

貿易貨款及其他應收款項按公允價值初步確認，其後採用實際利息法按攤銷成本減去減值撥備計量。當有客觀證據證明本集團不能按照應收款項原訂條款收回所有款項時，便會就應收貨款及其他應收款項計提減值撥備。減值撥備乃資產賬面值與估計未來現金流量按實際利率折現的現值間的差額。資產的賬面值透過使用撥備賬扣減，而虧損金額於綜合收益賬中確認。倘應收貨款及其他應收款項無法收回時，該款項於應收款的撥備賬中撇銷。其後收回的前期已撇銷款項將計入綜合收益賬中。

(j) 現金及現金等價物

現金及現金等價物包括現金及銀行通知存款。

(k) 股本

普通股歸類為權益。發行新股份或購股權直接產生之新增成本乃於股本列作所得款項(除稅後)的扣除額。

Notes to the Financial Statements

財務報表附註

2. Basis of preparation and accounting policies (cont'd)

(l) Trade payables

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

(m) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated 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.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the end of reporting period.

(n) Employee benefits

(i) Employee leaves

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

2. 編製基準及會計政策(續)

(l) 貿易應付款項

貿易應付款項以公允價值初步確認，隨後以實際利率法按攤銷成本列賬。

(m) 借貸

借貸以公允價值扣除交易成本初步確認。借貸隨後按攤銷成本列賬，所得款項(扣除交易成本後)與贖回值之間的任何差額，使用實際利率法於借貸期內在綜合收益賬中確認。

除非本集團可無條件將負債的結算遞延至呈報期末起計最少十二個月，否則借貸分類為流動負債。

(n) 僱員福利

(i) 僱員假期

僱員可享有之年假在彼等放假時確認。本集團已就截至呈報期完結時僱員提供服務而享有年假之估計負債計提撥備。

僱員可享有之病假及產假僅會於休假時確認。

Notes to the Financial Statements

財務報表附註

2. Basis of preparation and accounting policies (cont'd)

(n) Employee benefits (cont'd)

(ii) Bonus plans

The expected cost of bonus payments are recognised as a liability when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made.

Liabilities for bonus plans are expected to be settled within twelve months and are measured at the amounts expected to be paid when they are settled.

(iii) Pension obligations

Following the adoption of the Mandatory Provident Fund ("MPF") Scheme in December 2000, all employees of the Group employed in Hong Kong joined the MPF Scheme. Under this scheme, employees and the Group are required to make contributions to the scheme calculated at 5% of the individual employee's monthly basic salaries, subject to a cap of HK\$1,250 which was increased from HK\$1,000 with effective from 1st June 2012. The Group's contributions to this scheme are expensed when they are due. The assets of the scheme are held separately from those of the Group in independently administered funds.

2. 編製基準及會計政策(續)

(n) 僱員福利(續)

(ii) 花紅計劃

本集團因僱員所提供之服務而擁有現時之法定或推定責任，且能可靠地估計此責任時，預計花紅支出成本會確認為一項負債。

花紅計劃之負債預期將於十二個月內償還，並按照預期於償還時將予支付之金額計量。

(iii) 退休金責任

在二零零零年十二月採納強制性公積金(「強積金」)計劃後，本集團在香港之所有員工均已參與強積金計劃。根據此計劃，僱員及本集團均須按個別僱員每月基本薪金5%，以1,250港元為上限(於二零一二年六月一日起，該上限由1,000港元增加至1,250港元)向計劃供款。本集團向此計劃作出之供款於支付時列入開支。計劃之資產與本集團之資產分開持有，由獨立管理之基金管理。

Notes to the Financial Statements

財務報表附註

2. Basis of preparation and accounting policies (cont'd)

(n) Employee benefits (cont'd)

(iii) Pension obligations (cont'd)

The Group's employees in the People's Republic of China (the "PRC") are covered by various government sponsored pension plans. These government agencies are responsible for the pension liabilities to these employees. The relevant group companies pay monthly contributions to these pension plans based on certain percentages of the salaries, subject to a certain ceiling.

Under these plans, the Group has no legal or constructive obligation to make further payments once the required contributions have been paid. Contributions to these plans are expensed as incurred.

2. 編製基準及會計政策(續)

(n) 僱員福利(續)

(iii) 退休金責任(續)

本集團於中華人民共和國(「中國」)之僱員均享有多項由政府營辦之退休金計劃。該等政府機關對有關僱員之退休金負債負責。本集團旗下相關公司根據薪金若干百分比(以若干上限為限)，每月向該等退休金計劃供款。

根據該等計劃，本集團於支付規定之供款後，並無支付其他款項之法定或推定責任。該等計劃之供款於產生時列作開支。

Notes to the Financial Statements

財務報表附註

2. Basis of preparation and accounting policies (cont'd)

(n) Employee benefits (cont'd)

(iv) Share-based payment

The Group operates equity-settled, share-based compensation plan, under which the entity receives services from employees as considerations 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, excluding the impact of any service and non-market performance vesting conditions. 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. 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-market performance and service conditions. It recognises the impact of the revision of original estimates, if any, in the 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. 編製基準及會計政策(續)

(n) 僱員福利(續)

(iv) 以股份為基礎之付款

本集團推行按股本結算、以股份支付報酬的計劃，以得到僱員提供服務作為收取本集團股本工具(購股權)的代價。僱員提供服務以換取購股權的公允價值乃確認為開支。於歸屬期內列作開支的總金額，乃參照已授出購股權的公允價值釐定，不包括任何服務和非市場業績歸屬條件的影響。非市場表現和服務歸屬條件包括在有關預期將歸屬購股權數目的假設內。總費用在歸屬期內計入，歸屬期是指滿足所有特定歸屬條件所需的期間。於各呈報期末，本集團均會基於非市場表現和服務歸屬條件修改其估計預期將歸屬的購股權數目，修改原來估計數字的影響(如有)則於收益賬內確認，以及對股本作相應調整。

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)和股本溢價。

Notes to the Financial Statements

財務報表附註

2. Basis of preparation and accounting policies (cont'd)

(o) 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.

(i) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the statement of financial position date in the countries where the Company and its subsidiaries 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. 編製基準及會計政策(續)

(o) 即期及遞延稅項

期內之稅項支出由即期及遞延稅項組成。稅項於綜合收益賬中確認，除了關於其他全面收益內確認或直接計入權益之項目，其稅項亦是分別於其他全面收益內確認或直接計入權益。

(i) 即期所得稅

當期所得稅支出根據本公司及其附屬公司營運所在及產生應課稅收入的國家於財務狀況表日已頒佈或實質頒佈的稅務法例計算。管理層就適用稅務法例詮釋所規限的情況定期評估報稅表的狀況，並在適用情況下根據預期須向稅務機關支付的稅款設定撥備。

Notes to the Financial Statements

財務報表附註

2. Basis of preparation and accounting policies (cont'd)

(o) Current and deferred income tax (cont'd)

(ii) *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, 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 statement of financial position 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 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, except 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. 編製基準及會計政策(續)

(o) 即期及遞延稅項(續)

(ii) *遞延所得稅*

內在差異

遞延稅項的確認採用負債法就資產負債之稅基與它們在綜合財務報表之賬面值兩者之暫時差異作全數撥備。然而，若遞延稅項來自在交易(不包括企業合併)中對資產或負債的初步確認，而在交易時不影響會計損益或應課稅盈虧，則不作記賬。遞延稅項採用在財務狀況表日前已頒佈或實質頒佈，並在有關之遞延稅項資產實現或遞延稅項負債結算時預期將會應用之稅率及法例而釐定。

遞延稅項資產乃就有可能將未來應課稅溢利與可動用的暫時差異抵銷而確認。

外在差異

遞延稅項就附屬公司的投資產生之暫時差異而撥備，但假若本集團可以控制暫時差異之撥回時間，而暫時差異在可預見將來有可能不會撥回則除外。

Notes to the Financial Statements

財務報表附註

2. Basis of preparation and accounting policies (cont'd)

(o) Current and deferred income tax (cont'd)

(iii) 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.

(p) Provisions

Provisions 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 measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax discount 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. 編製基準及會計政策(續)

(o) 即期及遞延稅項(續)

(iii) 抵銷

當有法定權利可將即期稅項資產與即期稅項負債抵銷，而遞延稅項資產及遞延稅項負債涉及同一稅務機關徵收，一家應課稅公司或不同的應課稅公司有意將餘額以淨額結算，則可將遞延稅項資產與遞延稅負債互相抵銷。

(p) 撥備

撥備於本集團由於過往事件而產生現有的法定或推定責任，可能須就解決有關負債而導致資源流出及能夠可靠地作出金額估計時確認。

撥備以有義務支付有關負債所預計需要產生之支出之現值計量，計算此等現值使用之稅前折現率能夠反映當前市場之貨幣時間價值及該負債特有之風險。時間流逝導致撥備金額之增加，確認為利息開支。

Notes to the Financial Statements

財務報表附註

2. Basis of preparation and accounting policies (cont'd)

(q) Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services, net of value-added tax, rebates, returns 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 when specific criteria have been met for each of the Group's activities as described below.

- (i) Sales of goods are recognised when goods are delivered to customers, the customer has accepted the products and collectibility of the related receivables is reasonably assured.
- (ii) Interest income is recognised on a time-proportion basis using the effective interest method.
- (iii) Dividend income is recognised when the right to receive payment is established.

(r) Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's directors or shareholders, as appropriate.

2. 編製基準及會計政策(續)

(q) 收入確認

收入包括因出售貨品及提供服務的已收或應收之代價的公允價值。列示的收入乃扣除增值稅、回扣、退貨及折扣，並對銷本集團內公司間銷售後之金額。當收入金額能夠可靠地計量時，亦為實體可能帶來未來經濟利益流入，以及當符合特定條件時，本集團才會確認為收入。本集團各業務之收入確認如下。

- (i) 出售貨品之收入乃於貨品運送予客戶、客戶已接納產品及有關應收款項可合理確定收回時確認。
- (ii) 利息收入採用實際利息法按時間比例基準確認。
- (iii) 股息收入於收取款項之權利確立時確認。

(r) 股息分派

當本公司之董事或股東(孰適用)批准股息後，向本公司之股東作出的股息分派會在該財政期間內的集團財務報表中確認為負債。

Notes to the Financial Statements

財務報表附註

3. Financial risk management

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk and interest rate risk), credit and counterparty risk and liquidity risk. The Group's financial risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance by actively managing debt level and cash flow in order to maintain a strong financial position and minimising refinancing and liquidity risks by attaining healthy debt repayment capacity, appropriate maturity profile and availability of banking facilities. The Group adheres to a policy of financial prudence and did not use any derivative financial instruments or structured financial products during the year.

3. 財務風險管理

3.1 財務風險因素

本集團的業務承受各種財務風險：市場風險（包括外幣風險及利率風險）、信貸及交易方風險及流動資金風險。本集團的整體財務風險管理集中於金融市場的不可預測性，及通過積極管理債務水準及現金流量以維持穩健之財務狀況，及透過穩健的償債能力、適當的還款期限及銀行信貸融資額度而使再融資及流動資金風險減至最低，從而儘量減低對本集團財務表現的潛在不利影響。本集團一直以來恪守審慎之理財政策，於年內並無使用任何衍生財務工具或結構性財務產品。

3. Financial risk management (cont'd)

3.1 Financial risk factors (cont'd)

(a) *Market risk*

(i) Foreign exchange risk

The Group operates principally in Hong Kong and in Mainland China and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the United States dollars ("USD"), Renminbi ("RMB") and Euro. Foreign exchange risk mainly arises from future commercial transactions, recognised assets and liabilities, which are denominated in a currency that is not the functional currency of the group entities. In order to mitigate the foreign currency risk, the Group has been closely monitoring its foreign currency exposure and requirements and will arrange for any hedging facilities if necessary.

3. 財務風險管理(續)

3.1 財務風險因素(續)

(a) *市場風險*

(i) 外匯風險

本集團主要於香港及中國內地經營業務並因營運涉及多種貨幣而面臨外匯風險(主要涉及美元(「美元」)、人民幣(「人民幣」)及歐元)。外匯風險主要來自日後的商業交易，本集團各實體的已確認資產及負債，其貨幣以非功能貨幣換算而產生外匯風險。為降低外幣風險，本集團一直密切監控其外幣風險及規定，及將於必要時作出對沖安排。

Notes to the Financial Statements

財務報表附註

3. Financial risk management (cont'd)

3.1 Financial risk factors (cont'd)

(a) Market risk (cont'd)

- (i) Foreign exchange risk (cont'd)
- As HKD is pegged against USD, the Group is exposed to limited exchange rate fluctuation. As a result, the exchange rate risk exposure in respect of USD is not significant. While for RMB and Euro, the exchange rate fluctuation is relatively volatile. At 31st December 2012, if RMB had strengthened/weakened by 5% (2011: 5%) against HKD with all other variables held constant, post-tax profit would have been HK\$1,016,000 higher/lower (2011: post-tax profit of HK\$1,109,000 higher/lower) respectively mainly as a result of foreign exchange gains/losses on translation of RMB-denominated financial assets and liabilities.
- (ii) Interest rate risk
- Other than bank balances and deposits (the "Interest Bearing Assets") specified in Notes 21 and 22, the Group has no other significant interest-bearing assets as at 31st December 2012.

3. 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

- (i) 外匯風險(續)
- 由於港元與美元的掛鈎系統,本集團承受有限的匯率波動。因此,關於美元的外匯風險不顯著。相對而言,人民幣及歐元的匯率比較波動。於二零一二年十二月三十一日,倘人民幣兌港元於所有其他變量保持不變之情況下,升值/貶值5%(二零一一年:5%),則除稅後溢利將分別增加/減少1,016,000港元(二零一一年:除稅後溢利增加/減少1,109,000港元),主要是由於換算人民幣計值之財務資產及負債產生外匯收益/虧損所致。
- (ii) 利率風險
- 除附註21及22所述的銀行結餘及存款(「計息資產」)外,本集團於二零一二年十二月三十一日並無其他重大計息資產。

3. Financial risk management (cont'd)

3.1 Financial risk factors (cont'd)

(a) Market risk (cont'd)

(ii) Interest rate risk (cont'd)

The Group's interest rate risk arises from borrowings (the "Interest Bearing Liabilities") as set out in Note 25. Borrowings issued at variable rates expose the Group to cash flow interest rate risk. Borrowings issued at fixed rates expose the Group to fair value interest rate risk. The Group also analyses its interest rate exposure periodically by considering refinancing, renewal of existing positions and alternative financing. As interest rate on all of the Group's trust receipt loans as at 31st December 2012 had been determined at the inception of the loans and would remain the same up to maturity, therefore the borrowings were not subject to cash flow interest rate risk.

3. 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

(ii) 利率風險(續)

本集團從載於附註25的借貸(「計息負債」)產生利率風險。按浮動利率作出的借貸令本集團須承受現金流利率風險。按固定利率作出的借貸則令本集團須承受公允價值利率風險。本集團亦透過考慮再融資、更新現時利率持倉及另類融資，定期分析其利率風險。截至二零一二年十二月三十一日，本集團的信託收據貸款利率已於借貸開始時確定，並維持不變直至到期日。因此，借貸不存在承受現金流量利率風險。

Notes to the Financial Statements

財務報表附註

3. Financial risk management (cont'd)

3.1 Financial risk factors (cont'd)

(a) Market risk (cont'd)

(ii) Interest rate risk (cont'd)

At 31st December 2012 with all other variables held constant, if the interest rate on HK dollar-denominated bank balances and deposits had increased/decreased by 10 basis points (2011: 10 basis points), the corresponding decrease/increase in net finance costs (representing interest income on the Interest Bearing Assets less interest expense on Interest Bearing Liabilities) would have resulted in an increase/decrease in the Group's profit after taxation by HK\$74,000 (2011: the corresponding decrease/increase in net finance costs would have resulted in an increase/decrease in the Group's profit after taxation by HK\$76,000). At 31st December 2012, if the interest rate on Renminbi-denominated bank balances and deposits had increased/decreased by 75 basis points, the corresponding decrease/increase in net finance costs would have resulted in an increase/decrease in the Group's profit after taxation by HK\$175,000 (2011: if the interest rate on Reminbi-denominated bank balances and deposits had increased/decreased by 75 basis points, the corresponding decrease/increase in net finance costs would have resulted in an increase/decrease in the Group's profit after taxation by HK\$183,000).

3. 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

(ii) 利率風險(續)

於二零一二年十二月三十一日，當所有其他參數維持不變，假若銀行結餘及存款利率上/下調10個基點(二零一一年：10個基點)，融資成本淨額(相當於計息資產利息收入減計息負債利息支出)將相應減少/增加，導致本集團的除稅後溢利增加/減少74,000港元(二零一一年：融資成本淨額將相應減少/增加，導致本集團的除稅後溢利增加/減少76,000港元)。於二零一二年十二月三十一日，假若以人民幣計值的銀行結餘及存款利率上/下調75個基點，融資成本淨額將相應減少/增加，導致本集團的除稅後溢利增加/減少175,000港元(二零一一年：假若按浮動利率計息的人民幣銀行結餘及存款利率上/下調75個基點，融資成本淨額將相應減少/增加，導致本集團的除稅後溢利增加/減少183,000港元)。

Notes to the Financial Statements

財務報表附註

3. Financial risk management (cont'd)

3.1 Financial risk factors (cont'd)

(a) *Market risk (cont'd)*

(ii) *Interest rate risk (cont'd)*

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

(b) *Credit and counterparty risk*

Credit risk mainly arises from bank deposits, trade and other receivables, and other deposits. The carrying amounts of these balances substantially represent the Group's maximum exposure to credit and counterparty risk in relation to financial assets.

As at 31st December 2011 and 2012, all the bank deposits are deposited in high quality financial institutions without significant credit risk. The credit risk on bank deposits is limited because over 80% of the Group's bank balances are placed with subsidiaries of state-owned banks and others are placed with reputable financial institutions. Management does not expect any loss from non-performance of these banks.

3. 財務風險管理(續)

3.1 財務風險因素(續)

(a) *市場風險(續)*

(ii) *利率風險(續)*

本集團並無使用任何利率掉期交易來對沖其所承受的利率風險。

(b) *信貸及交易方風險*

信貸風險主要產生自銀行存款，貿易及其他應收款項，及其他按金。此等結餘的賬面值大體上相當於本集團關於財務資產所須承受的最高信貸及交易方風險。

於二零一一年及二零一二年十二月三十一日，所有銀行存款存放於信譽良好之金融機構，故並無重大信貸風險。有限的銀行存款信貸風險乃由於超過80%之本集團銀行餘額存放於國有銀行之附屬公司，其他存款存放於信譽良好之金融機構。管理層認為不會因該等銀行表現不良而帶來損失。

Notes to the Financial Statements

財務報表附註

3. Financial risk management (cont'd)

3.1 Financial risk factors (cont'd)

(b) *Credit and counterparty risk (cont'd)*

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue trade and other receivables. In addition, the Group reviews regularly the recoverable amount of each individual trade and other receivables to ensure that adequate impairment losses are made for irrecoverable amounts. Rental deposits made to landlords are also considered to be of low risk. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced. The Group has no significant concentration of credit risk, with exposure spread over a number of counterparties and customers.

(c) *Liquidity risk*

Prudent liquidity risk management includes maintaining sufficient cash and availability of funding from an adequate amount of committed credit facilities. Management maintains rolling forecast of the Group's liquidity reserves which comprises undrawn banking facilities and cash and cash equivalents, on the basis of expected cash flows.

3. 財務風險管理(續)

3.1 財務風險因素(續)

(b) *信貸及交易方風險(續)*

為將信貸風險降至最低，本集團管理層已委派一組人員負責制訂信貸限額、信貸審批及其他監控措施，以確保採取跟進措施收回逾期未收回之貿易及其他應收款項。此外，本集團定期評估每項個別貿易及其他應收款項之可收回金額，以確保就不可收回金額作出足夠減值虧損。已付業主的租金按金，亦被認為是低風險的。就此而言，本公司董事認為本集團之信貸風險已大幅降低。本集團並無顯著集中之信貸風險，有關風險已分散至多個對手方及客戶。

(c) *流動資金風險*

審慎的流動資金風險管理包括保持充裕現金及從承諾融資金額取得足夠的可用資金。管理層維持對本集團滾動的流動資金儲備作預測，包括基於未提取貸款額度及現金及現金等價物的預計現金流。

Notes to the Financial Statements

財務報表附註

3. Financial risk management (cont'd)

3.1 Financial risk factors (cont'd)

(c) Liquidity risk (cont'd)

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the date of financial reporting to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

At 31st December 2012 於二零一二年十二月三十一日

Group 本集團

Trade and other payables	貿易及其他應付款項	47,553	-	-	-
Borrowings	借貸	67,662	-	-	-
Interest payment on borrowings (note (i))	借貸之利息支付(附註(i))	523	-	-	-

Company 本公司

Other payables	其他應付款項	1,434	-	-	-
Amounts due to subsidiaries	應付附屬公司款項	98,628	-	-	-

At 31st December 2011 於二零一一年十二月三十一日

Group 本集團

Trade and other payables	貿易及其他應付款項	47,167	-	-	-
Amount due to a related company	應付一家關連公司款項	876	-	-	-
Borrowings	借貸	69,925	-	-	-
Interest payment on borrowings (note (i))	借貸之利息支付(附註(i))	391	-	-	-

Company 本公司

Other payables	其他應付款項	6,758	-	-	-
Amounts due to subsidiaries	應付附屬公司款項	90,253	-	-	-

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)

下表按於財務報告日至合約到期日餘下期間將本集團的財務負債分為不同的到期組合。表格所披露的數額為合約未折現現金流。

	Less than 1 year 一年以內 HK\$'000 千港元	Between 1 and 2 years 一年至兩年 HK\$'000 千港元	Between 2 and 5 years 兩年至五年 HK\$'000 千港元	Over 5 years 五年以上 HK\$'000 千港元
At 31st December 2012				
Group				
Trade and other payables	47,553	-	-	-
Borrowings	67,662	-	-	-
Interest payment on borrowings (note (i))	523	-	-	-
Company				
Other payables	1,434	-	-	-
Amounts due to subsidiaries	98,628	-	-	-
At 31st December 2011				
Group				
Trade and other payables	47,167	-	-	-
Amount due to a related company	876	-	-	-
Borrowings	69,925	-	-	-
Interest payment on borrowings (note (i))	391	-	-	-
Company				
Other payables	6,758	-	-	-
Amounts due to subsidiaries	90,253	-	-	-

Notes to the Financial Statements

財務報表附註

3. Financial risk management (cont'd)

3.1 Financial risk factors (cont'd)

(c) Liquidity risk (cont'd)

Note:

- (i) The interest payment on borrowings is calculated on the respective amounts held as at 31st December 2011 and 2012 without taking into account of any future change in market interest rate. Floating-rate interest is estimated using applicable interest rates as at 31st December 2011 and 2012 respectively.

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.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as total debt divided by total equity.

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)

附註：

- (i) 借貸之利息支付乃根據二零一一年及二零一二年十二月三十一日持有之對應金額計算，並無計及日後任何市場利率之變動。於二零一一年及二零一二年十二月三十一日，已分別使用適用利息估計浮動利息。

3.2 資本風險管理

本集團管理資本的目的為保障本集團能持續經營，以為股東提供回報並為其他利益相關人士提供利益，以及維持良好的資本架構以減低資本成本。

為維持或調整資本架構，本集團可調整向股東派付的股息、向股東退回資本、發行新股或出售資產以減少債務。

和其他同業一樣，本集團以資產負債比率作為監控資本的基準。資產負債比率按債務總額除以總權益。

Notes to the Financial Statements

財務報表附註

3. Financial risk management (cont'd)

3.2 Capital risk management (cont'd)

The Group's strategy was to maintain a solid capital base to support the operations and development of its business in the long term. Given its existing principal business, management considers a gearing ratio as measured by total debt to total equity of not more than 50% as solid and reasonable. The table below analyses the Group's capital structure at 31st December 2011 and 2012 as follows:

Total debts	總借貸
Total equity	總權益
Gearing ratio	資產負債比率

Note:

Decrease in gearing ratio during the year is a result of the decrease in total debts and increase in total equity.

3.3 Fair value estimation

The carrying value of trade and other receivables, trade and other payables and amount due to a related company are a reasonable approximation of their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

3. 財務風險管理(續)

3.2 資本風險管理(續)

本集團之策略是維持穩健的資金基礎，以長期支持本集團的業務營運及發展。鑑於現時之主要業務，管理層認為按借貸總額相對於總權益計算之資產負債比率處於50%以下均屬穩健及合理。下表為本集團於二零一一年及二零一二年十二月三十一日資本架構之分析：

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
67,662	69,925
312,626	297,457
22%	24%

附註：

資產負債比率的減少是由於總借貸的減少及總權益的增加。

3.3 公允價值估計

貿易及其他應收款項、貿易及其他應付款項及應付一間關連公司款項之賬面值與彼等之公允值之相若。就披露而言，金融負債之公允值透過按本集團同類金融工具之現行市場利率對未來合約現金流量貼現而估算。

Notes to the Financial Statements

財務報表附註

4. Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities of the Group are discussed below.

(a) Provision for impairment of trade and other receivables

The policy for provision for impairment of trade and other receivables of the Group is based on the evaluation of collectability and on management's judgement. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each customer. If the financial conditions of customers of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

(b) Provision for impairment of inventories

The management of the Group reviews the marketability of inventory items at the end of each reporting period, and makes allowance for obsolete and slow-moving inventory items identified that are no longer suitable for sale. The management estimates the net realisable value for inventories based primarily on the latest invoice prices and current market conditions. The Group carries out an inventory review on a product-by-product basis at the end of each reporting period and makes provision for obsolete items.

4. 關鍵會計估計及判斷

本公司按過往經驗及其他因素(包括對日後事件作出之合理估計)不時評估現正採納的估計及判斷。以下為有重大風險導致本集團資產及負債之賬面值須作出重大調整之估計及假設之討論。

(a) 貿易及其他應收款項之減值撥備

本集團貿易及其他應收款項之減值撥備政策以可收回性評估及管理層判斷為基礎。評估該等應收款項之最終變現能力需要進行大量判斷，包括每名客戶之現時信譽及過往收款記錄。倘本集團客戶財務狀況日趨惡化，削弱其付款能力，則須計提額外準備。

(b) 存貨減值撥備

本集團管理層於各呈報期末審核存貨項目之銷售前景並對確認為不再適合銷售之過時及滯銷庫存品進行撥備。管理層主要根據最近期之發票價格及目前市況估計存貨之可變現淨值。本集團於各呈報期末對每種產品進行存貨審核，並對過時品種作出撥備。

Notes to the Financial Statements

財務報表附註

4. Critical accounting estimates and judgements (cont'd)

(c) Provision for bonus and customer claims

Management reviews the provision for bonus and customer claims at the end of each reporting period to determine whether the provision is adequate based on historical experience and most reliable estimates. Significant judgement is required in determining the provision for bonus and customer claims.

(d) Employee benefits – share based payments

The determination of the fair value of the share options granted requires estimates in determining the expected volatility of the share price, the dividends expected on the shares, the risk-free interest rate for the life of the option and the number of share options that are expected to become exercisable as stated in Note 8. Where the outcome of the number of options that are exercisable is different, such difference will impact the consolidated income statement in the subsequent remaining vesting period of the relevant share options.

4. 關鍵會計估計及判斷(續)

(c) 花紅及客戶補償撥備

管理層於各呈報期末審核花紅及客戶補償撥備，按過往經驗及可靠的估算決定撥備是否足夠。於決定花紅及客戶補償撥備時，需要重大的判斷。

(d) 僱員福利－以股份為基礎的付款

釐定授出購股權的公允值須估計股價預期的波動幅度、估計股份派付的股息、購股權行使期的無風險利率及預計可予行使的購股權數目等因素列於附註8。倘實際可予行使的購股權數目有所偏差，該差額在有關購股權其後剩餘的歸屬期間將對綜合收益表有所影響。

Notes to the Financial Statements

財務報表附註

5. Segment information

The Group determines its operating segments based on the reports reviewed by the Board of Directors that are used to make strategic decisions. The Board of Directors assesses the performance of the operating segments based on a measure of profit before corporate overhead attributable to equity holders of the Company.

During the year, the Group has only one reportable segment, which is trading of pipes and fittings. Trading of pipes and fittings includes wholesale, retail and logistics operations substantially in Hong Kong and Macau.

For the year ended 31st December 2011, the Group had two reportable segments, which were (i) trading of pipes and fittings; and (ii) manufacturing and sale of seamless steel pipes.

Manufacturing and sale of seamless steel pipes segment was mainly contributed by a subsidiary of the Group, namely 煙臺金裕豐無縫鋼管有限公司 (Yantai Kiyofu Seamless Steel Pipe Co., Ltd.) ("Kiyofu"), which manufactures and sells seamless steel pipes in Mainland China. Kiyofu and its relevant holding companies were disposed of by the Group in May 2011 and the Group discontinued the operation of manufacturing and sale of seamless steel pipes. Details of the discontinued operation were set out in Note 11.

5. 分部資料

本集團按董事會所審閱並賴以作出決策的報告釐定其營運分部。董事會根據本公司股權持有人應佔於公司費用前之溢利以評核營運分部的表現。

於年內，本集團只有從事喉管及管件貿易一項須予呈報的分部。喉管及管件貿易包括主要在香港及澳門之批發、零售及物流業務。

截至二零一一年十二月三十一日止年度，本集團有兩項須予呈報的分部，其中包括從事(i)喉管及管件貿易；及(ii)無縫鋼管的生產及銷售。

無縫鋼管的生產及銷售分部主要由本集團附屬公司煙臺金裕豐無縫鋼管有限公司(「金裕豐」)於中國內地生產及銷售無縫鋼管所貢獻。本集團已將金裕豐連同其相關控股公司於二零一一年五月出售，本集團並終止無縫鋼管的生產及銷售營運業務。該終止營運業務詳情列載於附註11。

Notes to the Financial Statements

財務報表附註

5. Segment information (cont'd)

The segment information for the years ended 31 December 2012 and 2011 are as follows:

5. 分部資料(續)

截至二零一二年及二零一一年十二月三十一日止之年度營運分部資料如下：

		For the year ended 31st December 2012 截至二零一二年 十二月三十一日止年度 Reportable segment 須予呈報的分部 Trading of pipes and fittings 喉管及管件貿易 HK\$'000 千港元
Revenue	收入	455,127
Segment results	分部業績	31,775
Interest income	利息收入	745
Interest expense	利息支出	(2,001)
Profit before income tax	稅前溢利	30,519
Tax expense	稅項支出	(3,254)
Profit before corporate overhead for the year	公司費用前之年度溢利	27,265
Operating profit includes:	經營溢利包括：	
Depreciation	折舊	1,699
Provision for impairment of inventories, net	存貨減值撥備淨額	2,561
Reversal of provision for impairment of trade and other receivables, net	沖回貿易及其他應收款項減值撥備淨額	(10)
Capital expenditure	資本開支	2,847

Notes to the Financial Statements

財務報表附註

5. Segment information (cont'd)

5. 分部資料(續)

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

		Reportable segments 須予呈報的分部		
		Continuing operation 持續營運業務	Discontinued operation 終止營運業務	Total reportable segments 須予呈報 分部總額
		Trading of pipes and fittings 喉管及 管件貿易 HK\$'000 千港元	Seamless steel pipes 無縫鋼管 HK\$'000 千港元	HK\$'000 千港元
Revenue	收入	438,395	64,512	502,907
Segment results	分部業績	37,466	979	38,445
Interest income	利息收入	438	129	567
Interest expense	利息支出	(1,340)	(2,825)	(4,165)
Profit/(loss) before income tax	稅前溢利／(虧損)	36,564	(1,717)	34,847
Tax expense	稅項支出	(2,791)	–	(2,791)
Profit/(loss) for the year	年度溢利／(虧損)	33,773	(1,717)	32,056
Non-controlling interests	非控制性權益	–	555	555
Profit/(loss) before corporate overhead attributable to equity holders of the Company	公司費用前之本公司 股權持有人應佔 溢利／(虧損)	33,773	(1,162)	32,611
Operating profit includes:	經營溢利包括：			
Depreciation and amortisation	折舊及攤銷	1,808	318	2,126
Provision for impairment of trade and other receivables, net	貿易及其他應收款項 減值撥備淨額	710	–	710
Write-back of provision for impairment of inventories, net	存貨減值回撥淨額	(3,093)	–	(3,093)
Capital expenditure	資本開支	886	15	901

Notes to the Financial Statements

財務報表附註

5. Segment information (cont'd)

5. 分部資料(續)

		For the year ended 31st December 截至十二月三十一日止年度	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
		Note 附註	
Reconciliation of profit before corporate overhead attributable to the equity holders of the Company and discontinued operation	公司費用前本公司股權持有人應佔溢利及終止營運業務之對賬		
<i>Continuing operation:</i>	<i>持續營運業務：</i>		
Profit before corporate overhead for reportable segments	公司費用前之呈報分部溢利	27,265	33,773
Administrative expenses (note)	行政費用(附註)	(13,497)	(20,771)
Depreciation	折舊	(68)	(64)
Interest income	利息收入	-	34
Interest expense	利息支出	-	(99)
		13,700	12,873
<i>Discontinued operation:</i>	<i>終止營運業務：</i>		
Seamless steel pipes	無縫鋼管	-	(1,162)
After-tax gain on disposal of subsidiaries	出售附屬公司稅後收益	-	1,569
		-	407
Profit attributable to the equity holders of the Company	本公司股權持有人應佔溢利	13,700	13,280

Note: The amounts mainly represent administrative expenses at corporate level and other businesses not categorised as operating segments.

附註：該金額主要代表公司及未列入營運分部的其他業務的行政費用。

Notes to the Financial Statements

財務報表附註

5. Segment information (cont'd)

The segment assets and liabilities as at 31st December 2012 and 2011 are as follows:

As at 31st December 2012	於二零一二年 十二月三十一日
Assets	資產
Liabilities	負債

5. 分部資料(續)

於二零一二年及二零一一年十二月三十一日之營運分部資產及負債如下：

Reportable segment 須予呈報 的分部	Corporate and others (note) 公司及其他 (附註)	Total 總額
Trading of pipes and fittings 喉管及 管件貿易 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
423,662	12,019	435,681
121,016	2,039	123,055

As at 31st December 2011	於二零一一年 十二月三十一日
Assets	資產
Liabilities	負債

Reportable segment 須予呈報 的分部	Corporate and others (note) 公司及其他 (附註)	Total 總額
Trading of pipes and fittings 喉管及 管件貿易 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
410,060	12,928	422,988
118,628	6,903	125,531

Note: The balances represent assets and liabilities at corporate level and other businesses not categorised as operating segments, which principally include cash and cash equivalents and accrued expenses.

附註：該金額代表公司及未列入營運分部的其他業務的資產及負債，主要包括現金及現金等價物及預提費用。

Notes to the Financial Statements

財務報表附註

5. Segment information (cont'd)

Geographical information

The Group's revenue from external customers by geographical location are detailed below:

5. 分部資料(續)

地區分類資料

本集團按地區分類的來自外界客戶的收入如下：

		Revenue 收入	
		For the year ended 31st December 截至十二月三十一日止年度	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Continuing operation	持續營運業務		
Hong Kong	香港	443,580	427,729
Mainland China	中國內地	2,954	1,084
Others	其他	8,593	9,582
		455,127	438,395
Discontinued operation	終止營運業務		
Mainland China	中國內地		
Seamless steel pipes	無縫鋼管	-	64,512
		-	64,512
		455,127	502,907

Notes to the Financial Statements

財務報表附註

5. Segment information (cont'd)

The Group's non-current assets (excluding financial assets and deferred tax assets) by geographical location are detailed below:

Hong Kong	香港
Mainland China	中國內地

5. 分部資料(續)

本集團按地區分類的非流動資產(不包括財務資產及遞延稅項資產)如下:

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
2,121	1,585
4,260	3,711
6,381	5,296

6. Other gains, net

Write-back of trade and other payables	貿易及其他應付款回撥
Provision for customer claim	客戶補償撥備
Gain on disposal of subsidiaries (Note 29(b) (i))	出售附屬公司之收益 (附註29(b) (i))
Net exchange gains	匯兌收益淨額
Net loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損淨額
Compensation from government (note)	政府補償(附註)
Others	其他

6. 其他收益淨額

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
634	6,192
-	(3,694)
-	832
972	2,222
(13)	(110)
2,682	-
304	-
4,579	5,442

Note: The amount represents compensation from Urban Renewal Authority in relation to the resumption of a leased property of the Group located at G/F., 618 Shanghai Street, Mongkok, Kowloon.

附註: 該金額為市區重建局補償收回本集團租賃位於九龍旺角上海街618號地下的物業。

Notes to the Financial Statements

財務報表附註

7. Expenses by nature

7. 開支性質

Operating profit is arrived at after charging/
(crediting):

經營溢利乃扣除／(計入)下列項目後達至：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Cost of inventories sold	已出售之存貨成本	339,406	325,931
Auditor's remuneration	核數師酬金	1,117	1,330
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,767	1,872
Employee benefit expenses (including directors' emoluments (Note 8))	員工福利開支(包括董事酬金 (附註8))	52,812	56,652
Operating lease payments (Note 15)	經營租約費用(附註15)	16,587	16,264
(Reversal of)/provision for impairment of trade and other receivables, net	貿易及其他應收款項 (回撥)／減值撥備淨額	(10)	710
Provision/(write-back) of provision for impairment of inventories, net	存貨減值撥備／(回撥)淨額	2,561	(3,093)
Other expenses	其他開支	27,256	27,540
		441,496	427,206
Representing:	代表：		
Cost of sales	銷售成本	350,578	330,014
Selling and distribution costs	銷售及分銷成本	13,337	13,604
General and administrative expenses	一般及行政費用	77,581	83,588
		441,496	427,206

Notes to the Financial Statements

財務報表附註

8. Employee benefit expenses (including directors' emoluments)

8. 僱員福利開支(包括董事酬金)

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Wages and salaries	工資及薪金	49,722	53,264
Pension costs – defined contribution plans	退休金成本— 一定額供款計劃	1,718	1,599
Share based payment (note)	以股份為基礎之付款(附註)	1,372	1,789
		52,812	56,652

Note:

附註：

Details of share options are as follows:

購股權詳情如下：

Grantor	Date of grant	Exercise Price HK\$	Number of share options 購股權數目								
			1st January 2011	Granted and accepted	Exercised	Lapsed	31st December 2011	Granted and accepted	Exercised	Lapsed	31st December 2012
授出人	授出日期	行使價 港元	二零一一年 一月一日	已授出 並接納	已行使	已失效	二零一一年 十二月 三十一日	已授出 並接納	已行使	已失效	二零一二年 十二月 三十一日
The Company 本公司	3rd December 2009 二零零九年十二月三日	0.071	555,600,000	-	-	(210,600,000)	345,000,000	-	-	-	345,000,000
The Company 本公司	5th May 2010 二零一零年五月五日	0.083	16,000,000	-	-	-	16,000,000	-	-	-	16,000,000
The Company 本公司	8th June 2011 二零一一年六月八日	0.0392	-	10,000,000	-	-	10,000,000	-	-	-	10,000,000
Total	總額		571,600,000	10,000,000	-	(210,600,000)	371,000,000	-	-	-	371,000,000

Notes to the Financial Statements

財務報表附註

8. Employee benefit expenses (including directors' emoluments) (cont'd)

Note: (cont'd)

The share options are divided into 3 tranches with exercise price of HK\$0.071, HK\$0.083 and HK\$0.0392 and have option period from 3rd December 2009 to 2nd December 2019 (both days inclusive), 5th May 2010 to 4th May 2020 (both days inclusive) and 8th June 2011 to 7th June 2021 (both days inclusive) respectively. Details for the exercisable period are shown in Note 23.

The estimated fair value of share options granted is based on the Binomial model. The significant inputs into the models are as follows:

Company	本公司			
Date of grant	授出日期	8th June 2011 二零一一年六月八日	5th May 2010 二零一零年五月五日	3rd December 2009 二零零九年十二月三日
Exercise price	行使價	HK\$0.0392	HK\$0.083	HK\$0.071
Expected volatility	預期股價波幅	49%	55%	54%
Option life	購股權年期	10 years 10年	10 years 10年	10 years 10年
Annual risk free interest rate	年度無風險利率	2.255%	2.86%	2.16%
Dividend yield	孳息率	2.75%	3.10%	3.58%
Fair value	公允價值	<u>HK\$0.014 ~ HK\$0.016</u>	<u>HK\$0.026 ~ HK\$0.038</u>	<u>HK\$0.021 ~ HK\$0.031</u>

The expected volatility measured at the standard deviation is based on the historical data of the weekly share price movement of comparable companies of the Company.

8. 僱員福利開支(包括董事酬金)(續)

附註：(續)

購股權分別按行使價0.071港元、0.083港元及0.0392港元分三批授出，該等購股權期限分別為由二零零九年十二月三日至二零一九年十二月二日(包括首尾兩日)、由二零一零年五月五日至二零二零年五月四日(包括首尾兩日)及由二零一一年六月八日至二零二一年六月七日(包括首尾兩日)。行使期限詳情於附註23列出。

已授出購股權的估計公允價值根據二項式估值模式計算。輸入該模式的主要參數如下：

按標準差計量之預期波幅乃基於本公司之可比公司每週股份價格變動的歷史數據。

Notes to the Financial Statements

財務報表附註

8. Employee benefit expenses (including directors' emoluments) (cont'd)

(a) Directors' emoluments

The remuneration of each Director for the year ended 31st December 2012 and 2011 is set out below:

Name of Director	董事姓名
Lai Guanglin (note (i))	Lai Guanglin (附註(i))
Yu Ben Ansheng (note (ii))	俞安生(附註(ii))
Lai Fulin	賴福麟
Tsang Wai Yip (note (iii))	曾偉業(附註(iii))
U Kean Seng	余建成
Wong Yee Shuen, Wilson	黃以信
Chen Wei Wen	陳偉文
Yang Li (note(iv))	楊莉(附註(iv))

8. 僱員福利開支(包括董事酬金)(續)

(a) 董事酬金

各董事於截至二零一二年及二零一一年十二月三十一日止年度的酬金載列如下：

For the year ended 31st December 2012					
截至二零一二年十二月三十一日止年度					
Fees	Salaries and other benefits	Discretionary bonus	Group's contributions		Total
			to retirement scheme	Share based payment	
袍金	薪金及其他福利	酌情花紅	本集團對退休計劃之供款	以股份為基礎的付款	總額
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元	千港元	千港元
2,933	-	134	-	-	3,067
-	2,218	94	14	-	2,326
-	1,503	61	14	202	1,780
-	570	71	35	148	824
200	-	-	-	121	321
200	-	-	-	40	240
150	-	-	-	62	212
200	-	-	-	47	247
3,683	4,291	360	63	620	9,017

Notes to the Financial Statements

財務報表附註

8. Employee benefit expenses (including directors' emoluments) (cont'd)

(a) Directors' emoluments (cont'd)

Name of Director
Lai Guanglin (note (i))
Yu Ben Ansheng (note (ii))
Lai Fulin
U Kean Seng
Wong Yee Shuen, Wilson
Chen Wei Wen
Yang Li (note (iv))
Zhao Yue (note (v))
Wu Xiuru (note (v))
Zia, Samuel (note (v))
Sam Ming Choy (note (vi))

董事姓名
Lai Guanglin (附註(i))
俞安生 (附註(ii))
賴福麟
余建成
黃以信
陳偉文
楊莉 (附註(iv))
趙越 (附註(v))
吳秀茹 (附註(v))
謝薺鋒 (附註(v))
Sam Ming Choy (附註(vi))

	Fees	Salaries and other benefits	Discretionary bonus	Group's contributions to retirement scheme	Share based payment	Total
	袍金	薪金及 其他福利	酌情花紅	本集團對 退休計劃 之供款	以股份為 基礎的付款	總額
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
	2,090	-	1,177	-	-	3,267
	-	2,090	477	12	-	2,579
	-	1,405	395	12	344	2,156
	200	-	-	-	206	406
	200	-	-	-	69	269
	150	-	-	-	104	254
	142	-	-	-	56	198
	5	-	-	-	-	5
	8	-	-	-	-	8
	8	-	-	-	-	8
	-	911	-	46	75	1,032
	2,803	4,406	2,049	70	854	10,182

8. 僱員福利開支(包括董事酬金)(續)

(a) 董事酬金(續)

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

Group's

	Salaries and other benefits	Discretionary bonus	Group's contributions to retirement scheme	Share based payment	Total
	薪金及 其他福利	酌情花紅	本集團對 退休計劃 之供款	以股份為 基礎的付款	總額
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
	-	1,177	-	-	3,267
	2,090	477	12	-	2,579
	1,405	395	12	344	2,156
	200	-	-	206	406
	200	-	-	69	269
	150	-	-	104	254
	142	-	-	56	198
	5	-	-	-	5
	8	-	-	-	8
	8	-	-	-	8
	-	911	46	75	1,032
	2,803	4,406	2,049	854	10,182

Notes to the Financial Statements

財務報表附註

8. Employee benefit expenses (including directors' emoluments) (cont'd)

(a) Directors' emoluments (cont'd)

Notes:

- (i) Re-designated from non-executive Director to executive Director with effect from 14th March 2012.
- (ii) Yu Ben Ansheng is the Chief Executive Officer of the Company.
- (iii) Appointed as executive Director on 31st August 2012 and re-designated as non-executive Director on 15th February 2013.
- (iv) Appointed on 20th January 2011.
- (v) Resigned on 20th January 2011.
- (vi) Resigned on 20th August 2011.

The emoluments of the directors fell within the following bands:

Nil – HK\$1,000,000	無 – 1,000,000 港元
HK\$1,000,001 – HK\$1,500,000	1,000,001 港元 – 1,500,000 港元
HK\$1,500,001 – HK\$2,000,000	1,500,001 港元 – 2,000,000 港元
HK\$2,000,001 – HK\$2,500,000	2,000,001 港元 – 2,500,000 港元
HK\$2,500,001 – HK\$3,000,000	2,500,001 港元 – 3,000,000 港元
HK\$3,000,001 – HK\$3,500,000	3,000,001 港元 – 3,500,000 港元

8. 僱員福利開支(包括董事酬金)(續)

(a) 董事酬金(續)

附註：

- (i) 於二零一二年三月十四日，由非執行董事獲調任為執行董事。
- (ii) 俞安生是本公司的首席執行官。
- (iii) 於二零一二年八月三十一日獲委任為執行董事，並於二零一三年二月十五日獲調任為非執行董事。
- (iv) 於二零一一年一月二十日獲委任。
- (v) 於二零一一年一月二十日辭任。
- (vi) 於二零一一年八月二十日辭任。

董事酬金介乎以下組別：

	2012 二零一二年	2011 二零一一年
	5	7
	–	1
	1	–
	1	1
	–	1
	1	1
	8	11

Notes to the Financial Statements

財務報表附註

8. Employee benefit expenses (including directors' emoluments) (cont'd)

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include four (2011: three) directors whose emoluments are reflected in the analysis presented above. The emoluments paid to the remaining one[#] (2011: two) individual(s) were as follows:

Salaries and other short-term employee benefits	薪金及其他短期僱員福利
Discretionary bonus	酌情花紅
Pension costs – defined contribution plans	退休金成本 – 定額供款計劃
Share based payment	以股份為基礎的付款

[#] For the year ended 31 December 2012, one of the directors was in the directorship for only part of the year. The portion of his emoluments not under directorship period was disclosed as above in aggregate with the other one individual with the highest emoluments.

8. 僱員福利開支(包括董事酬金)(續)

(b) 五位最高薪人士

於年內，本集團五位最高薪人士包括四位(二零一一年：三位)董事，其薪金已於上文呈列的分析反映。支付予其餘一位[#](二零一一年：二位)人士之酬金如下：

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
2,862	2,949
69	1,017
74	102
235	831
3,240	4,899

[#] 截至二零一二年十二月三十一日止年度，在上述董事中，其中一名董事的任期不足一年。上述披露該名董事於非董事期間的薪酬與另一名最高薪人士之酬金總額。

Notes to the Financial Statements

財務報表附註

8. Employee benefit expenses (including directors' emoluments) (cont'd)

(b) Five highest paid individuals (cont'd)

The emoluments of the one (2011: two) individual(s) fell within the following bands:

HK\$1,500,000 – HK\$2,000,000	1,500,000 港元 – 2,000,000 港元
HK\$2,000,001 – HK\$2,500,000	2,000,001 港元 – 2,500,000 港元
HK\$2,500,001 – HK\$3,000,000	2,500,001 港元 – 3,000,000 港元

8. 僱員福利開支(包括董事酬金)(續)

(b) 五位最高薪人士(續)

一名(二零一一年: 二名)最高薪人士之薪酬介乎下列範圍:

2012 二零一二年	2011 二零一一年
1	–
–	1
–	1
1	2

(c) Senior management remuneration by band

The remuneration of senior management fell within the following bands:

Nil – HK\$1,000,000	無 – 1,000,000 港元
HK\$1,000,001 – HK\$1,500,000	1,000,001 港元 – 1,500,000 港元
HK\$1,500,001 – HK\$2,000,000	1,500,001 港元 – 2,000,000 港元
HK\$2,000,001 – HK\$2,500,000	2,000,001 港元 – 2,500,000 港元

(c) 高級管理人員薪酬之範圍

向高級管理人員支付之薪酬介乎下列範圍:

2012 二零一二年	2011 二零一一年
3	3
1	–
–	2
–	1
4	6

Notes to the Financial Statements

財務報表附註

9. Finance costs, net

9. 財務費用淨額

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Bank interest income	銀行利息收入	(745)	(472)
Interest expense on loan from a shareholder	一位股東貸款利息支出	-	99
Interest expense on bank borrowings wholly repayable within five years	須於五年內悉數償還之 銀行借貸之利息支出	2,001	1,340
		1,256	967

10. Tax expense

10. 稅項支出

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Current taxation:	即期稅項：		
Hong Kong profits tax	香港所得稅	2,979	2,652
Overseas tax	海外稅項	157	230
Over-provision in prior years	以前年度多提	(23)	(31)
Total current tax	即期稅項總額	3,113	2,851
Deferred taxation (Note 26):	遞延稅項(附註26)：		
Origination and (reversal) of temporary differences	暫時差額之產生及(撥回)	141	(60)
Tax expense	稅項支出	3,254	2,791

Notes to the Financial Statements

財務報表附註

10. Tax expense (cont'd)

Hong Kong profits tax has been provided at the rate of 16.5% (2011: 16.5%) on the estimated assessable profit for the year. Taxation on overseas profits has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing in the countries in which the Group operates.

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the Hong Kong profits tax rate as follows:

10. 稅項支出(續)

香港利得稅以年內估計應課稅溢利按稅率 16.5% (二零一一年：16.5%) 計提。海外稅項乃根據年內之估計應課稅溢利按本集團經營業務國家之現行稅率計算。

本集團有關稅前溢利之稅項支出與假若採用香港利得稅率而計算之理論稅額之差額如下：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Profit before income tax	稅前溢利	16,954	15,664
Tax calculated at tax rate of 16.5% (2011: 16.5%)	按 16.5% (二零一一年：16.5%) 稅率計算之稅項	2,797	2,584
Effect of different tax rates in other countries	其他國家不同稅率之影響	(255)	(336)
Utilisation of previously unrecognised tax loss	使用先前未確認之稅項虧損	(20)	(829)
Unrecognised tax losses	未確認稅項虧損	1,044	708
Tax effect of income not subject to taxation	無須課稅之收入之稅項影響	(513)	(504)
Tax effect of expenses not deductible for taxation purposes	不可扣稅之支出之稅項影響	224	1,199
Over-provision in prior years	之前年度多提	(23)	(31)
Tax expense	稅項支出	3,254	2,791

Notes to the Financial Statements

財務報表附註

11. Discontinued operation

Seamless steel pipes

In May 2011, the Group completed the disposal of the entire equity interest in Merchant Capital Limited, which was engaged in manufacturing and sale of seamless steel pipes business in Mainland China through its indirect 60% equity interest owned subsidiary, Kiyofu. For the year ended 31st Decemebr 2011, the financial results of the discontinued operation for the period up to the completion of the disposal has been consolidated.

The results and cash flows of the discontinued operation included in the consolidated income statement and the consolidated statement of cash flows are as follows:.

11. 終止營運業務

無縫鋼管

於二零一一年五月，本集團完成出售廣商有限公司全部股本權益，該公司透過其間接持有60%股本權益之附屬公司金裕豐於中國內地經營生產及銷售無縫鋼管業務。截至二零一一年十二月三十一日止年度，終止營運業務截至出售完成止期間之財務業績已被綜合入賬。

終止營運業務的業績及現金流已包含於綜合收益表及綜合現金流量表，如下：

Notes to the Financial Statements

財務報表附註

11. Discontinued operation (cont'd)

11. 終止營運業務(續)

Seamless steel pipes (cont'd)

無縫鋼管(續)

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Revenue	收入	-	64,512
Cost of sales	銷售成本	-	(60,802)
Gross profit	毛利	-	3,710
Other loss	其他虧損	-	(7)
Selling and distribution costs	銷售及分銷成本	-	(808)
General and administrative expenses	一般及行政費用	-	(1,916)
Operating profit	經營溢利	-	979
Finance costs, net	財務費用淨額	-	(2,696)
Loss before income tax	稅前虧損	-	(1,717)
Tax expense	稅項支出	-	-
Loss after tax from discontinued operation	終止營運業務之除稅後虧損	-	(1,717)
Pre-tax gain on disposal of subsidiaries (Note 29(b)(ii))	出售附屬公司之稅前收益 (附註29(b)(ii))	-	1,569
Tax expense	稅項支出	-	-
After-tax gain on disposal of subsidiaries (Note 29(b)(ii))	出售附屬公司之稅後收益 (附註29(b)(ii))	-	1,569
Loss for the year from discontinued operation	終止營運業務之年內虧損	-	(148)
Attributable to:	應估：		
Equity holders of the Company	本公司股權持有人	-	407
Non-controlling interests	非控制性權益	-	(555)
		-	(148)

Notes to the Financial Statements

財務報表附註

11. Discontinued operation (cont'd)

Seamless steel pipes (cont'd)

Operating activities cash flows	經營業務之現金流
Investing activities cash flows	投資活動之現金流
Financing activities cash flows	融資活動之現金流
Exchange differences	匯兌差額

11. 終止營運業務(續)

無縫鋼管(續)

For the year ended
31st December
截至十二月三十一日止年度

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
-	(698)
-	(15)
-	348
-	174
-	(191)

12. Profit attributable to equity holders

The profit attributable to equity holders of the Company is dealt with in the financial statements of the Company to the extent of loss of approximately HK\$3,127,000 (2011: HK\$4,418,000).

12. 股權持有人應佔溢利

本公司股權持有人應佔溢利於財務報表內處理之本公司虧損為約3,127,000港元(二零一一年: 4,418,000港元。)

Notes to the Financial Statements

財務報表附註

13. Earnings per share

The calculation of the basic and diluted earnings per share is based on the profit attributable to equity holders and weighted average number of shares with adjustments where applicable as follows:

Profit attributable to equity holders from continuing operation	持續營運業務之本公司股權持有人應佔溢利
Profit attributable to equity holders from discontinued operation	終止營運業務之本公司股權持有人應佔溢利
Profit attributable to equity holders for the purpose of basic earnings per share	計算每股基本盈利之本公司股權持有人應佔溢利
Number of shares	股份數目
Weighted average number of ordinary shares for the purpose of basic earnings per share	計算每股基本盈利之普通股份之加權平均股數

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary share outstanding to assume conversion of dilutive potential ordinary shares arising from the Company's share options. Diluted earnings per share for the years ended 31st December 2011 and 2012 equal basic earnings per share as the exercise of the outstanding share options would be anti-dilutive.

13. 每股盈利

下表列示計算每股基本盈利及攤薄盈利乃根據年內股權持有人應佔溢利及已發行普通股之加權平均股數(需要時予以調整)：

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
13,700	12,873
—	407
13,700	13,280
Thousand 千股	Thousand 千股
13,332,700	13,332,700

計算每股攤薄盈利時，已對已發行普通股之加權平均數作出調整以假設所有具攤薄潛力之未行使購股權獲悉數轉換。截至二零一一年及二零一二年十二月三十一日止兩個年度，因行使未行使購股權具反攤薄影響，因此兩個年度之每股攤薄盈利均等如每股基本盈利。

Notes to the Financial Statements

財務報表附註

14. Dividend

At the Board meeting held on 22nd March 2013, the Board did not recommend a final dividend for the year ended 31st December 2012 (2011: nil).

14. 股息

於二零一三年三月二十二日舉行的董事會會議上，董事會不建議派發截至二零一二年十二月三十一日止年度之末期股息(二零一一年：無)。

15. Property, plant and equipment

15. 物業、廠房及設備

Group

本集團

		Plant, machinery and equipment	Leasehold improvements	Office furniture, fixtures and fittings	Office equipment	Computer equipment	Motor vehicles	Total
		廠房、機器 及設備	租賃物業裝修	辦公室傢俬、 裝置及設備	文儀設備	電腦設備	汽車	總額
		HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
Cost	成本							
At 1st January 2012	於二零一二年一月一日	7,753	9,901	868	92	7,600	3,233	29,447
Exchange differences	匯兌差額	38	7	1	1	-	6	53
Additions	添置	833	897	-	6	13	1,098	2,847
Disposals	出售	-	-	-	-	-	(100)	(100)
		8,624	10,805	869	99	7,613	4,237	32,247
At 31st December 2012	於二零一二年十二月三十一日							
Accumulated depreciation	累積折舊							
At 1st January 2012	於二零一二年一月一日	4,963	8,768	737	57	7,388	2,238	24,151
Exchange differences	匯兌差額	19	4	-	-	-	2	25
Charge for the year	本年度折舊	592	481	62	11	111	510	1,767
Disposals	出售	-	-	-	-	-	(77)	(77)
		5,574	9,253	799	68	7,499	2,673	25,866
At 31st December 2012	於二零一二年十二月三十一日							
Net book value	賬面淨值							
At 31st December 2012	於二零一二年十二月三十一日	3,050	1,552	70	31	114	1,564	6,381

Notes to the Financial Statements

財務報表附註

15. Property, plant and equipment (cont'd)

15. 物業、廠房及設備(續)

Group (cont'd)

本集團(續)

		Buildings	Plant, machinery and equipment	Leasehold improvements	Office furniture, fixtures and fittings	Office equipment	Computer equipment	Motor vehicles	Total
		樓宇	廠房、機器 及設備	租賃物業裝修	辦公室傢俬、 裝置及設備	文儀設備	電腦設備	汽車	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Cost	成本								
At 1st January 2011	於二零一一年一月一日	79,570	40,965	9,780	1,441	248	7,741	5,936	145,681
Exchange differences	匯兌差額	1,235	701	35	13	5	4	73	2,066
Additions	添置	-	339	86	38	22	88	348	921
Disposals	出售	-	(202)	-	-	-	-	(725)	(927)
Disposal of subsidiaries (Note 29(b)(ii))	出售附屬公司 (附註29(b)(ii))	(80,805)	(34,050)	-	(624)	(183)	(233)	(2,399)	(118,294)
At 31st December 2011	於二零一一年 十二月三十一日	-	7,753	9,901	868	92	7,600	3,233	29,447
Accumulated depreciation and impairment losses	累積折舊及減值虧損								
At 1st January 2011	於二零一一年一月一日	76,050	38,180	8,307	1,113	205	7,137	4,580	135,572
Exchange differences	匯兌差額	1,181	581	12	8	4	3	49	1,838
Charge for the year	本年度折舊	70	454	449	87	14	461	448	1,983
Disposals	出售	-	(202)	-	-	-	-	(500)	(702)
Disposal of subsidiaries (Note 29(b)(ii))	出售附屬公司 (附註29(b)(ii))	(77,301)	(34,050)	-	(471)	(166)	(213)	(2,339)	(114,540)
At 31st December 2011	於二零一一年 十二月三十一日	-	4,963	8,768	737	57	7,388	2,238	24,151
Net book value	賬面淨值								
At 31st December 2011	於二零一一年 十二月三十一日	-	2,790	1,133	131	35	212	995	5,296

Notes to the Financial Statements

財務報表附註

15. Property, plant and equipment (cont'd)

15. 物業、廠房及設備(續)

Company

本公司

		Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Office furniture, fixtures and fittings 辦公室傢俬、 裝置及設備 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Cost	成本			
At 1st January 2012 and 31st December 2012	於二零一二年一月一日及 二零一二年十二月三十一日	208	41	249
Accumulated depreciation	累積折舊			
At 1st January 2012	於二零一二年一月一日	64	8	72
Charge for the year	本年度折舊	60	8	68
At 31st December 2012	於二零一二年十二月三十一日	124	16	140
Net book value	賬面淨值			
At 31st December 2012	於二零一二年十二月三十一日	84	25	109
Cost	成本			
At 1st January 2011	於二零一一年一月一日	208	21	229
Additions	添置	-	20	20
At 31st December 2011	於二零一一年十二月三十一日	208	41	249
Accumulated depreciation	累積折舊			
At 1st January 2011	於二零一一年一月一日	5	-	5
Charge for the year	本年度折舊	59	8	67
At 31st December 2011	於二零一一年十二月三十一日	64	8	72
Net book value	賬面淨值			
At 31st December 2011	於二零一一年十二月三十一日	144	33	177

Notes to the Financial Statements

財務報表附註

15. Property, plant and equipment (cont'd)

Lease rentals amounted to HK\$16,395,000 (2011: HK\$16,219,000) and HK\$192,000 (2011: HK\$45,000) relating to the lease of property and motor vehicles respectively are included in the consolidated income statement (Note 7).

16. Land use rights

The Group's interests in land use rights represent prepaid operating lease payment and their net book values are analysed as follows:

At 1st January	於一月一日	-	28,462
Exchange differences	匯兌差額	-	439
Amortisation	攤銷	-	(207)
Disposal of subsidiaries (Note 29(b)(ii))	出售附屬公司(附註29(b)(ii))	-	(28,694)
At 31st December	於十二月三十一日	-	-

17. Investments in subsidiaries

Unlisted investments, at cost 非上市投資(按成本)

15. 物業、廠房及設備(續)

與物業和汽車租賃有關的租賃租金分別為16,395,000港元(二零一一年: 16,219,000港元)及192,000港元(二零一一年: 45,000港元), 並包括在綜合收益表中(附註7)。

16. 土地使用權

本集團於土地使用權的權益指預付經營租賃款項及其賬面淨值分析如下:

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
-	28,462
-	439
-	(207)
-	(28,694)
-	-

17. 於附屬公司投資

Company 本公司	
2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
89,674	89,205

Notes to the Financial Statements

財務報表附註

17. Investments in subsidiaries (cont'd)

Amounts due from subsidiaries

Amounts due from subsidiaries	應收附屬公司款項
Less: Provision for impairment	減：減值撥備

As at 31st December 2011 and 2012, the amounts due from subsidiaries are unsecured, interest-free and repayable on demand. As at 31st December 2012, amounts due from subsidiaries of HK\$2,771,000 (2011: HK\$2,624,000) were denominated in Hong Kong dollars and HK\$12,670,000 (2011: HK\$12,916,000) were denominated in Renminbi. The carrying values of amounts due from subsidiaries approximate their fair values.

Amounts due to subsidiaries

As at 31st December 2011 and 2012, the amounts due to subsidiaries are unsecured, interest-free and repayable on demand.

The carrying values of amounts due to subsidiaries approximate their fair values.

Details of principal subsidiaries which, in the Directors' opinion, materially affect the results and/or net assets of the Group as at 31st December 2012, are set out in Note 32.

17. 於附屬公司投資(續)

應收附屬公司款項

Company	
本公司	
2012	2011
二零一二年	二零一一年
HK\$'000	HK\$'000
千港元	千港元
15,441	15,540
-	-
15,441	15,540

於二零一一年及二零一二年十二月三十一日，應收附屬公司之款項為無抵押、免息且須於要求時償還。於二零一二年十二月三十一日，應收附屬公司款項中，2,771,000港元(二零一一年：2,624,000港元)以港元計值，12,670,000港元(二零一一年：12,916,000港元)以人民幣計值。應收附屬公司之款項賬面值與彼等公允值相若。

應付附屬公司款項

於二零一一年及二零一二年十二月三十一日，應付附屬公司款項為無抵押、免息且須於要求時償還。

應付附屬公司款項之賬面值與彼等公允值相若。

董事認為對本集團之業績及／或於二零一二年十二月三十一日之淨資產構成重大影響之主要附屬公司之詳情載於附註32。

Notes to the Financial Statements

財務報表附註

18. Financial instruments by category

18. 按種類劃分的金融工具

Group	本集團	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
<i>Loans and receivables</i>	<i>貸款及應收款</i>		
Assets as per consolidated statement of financial position	綜合財務狀況表所示資產		
Trade receivables, deposits and other receivables	貿易應收款項、按金及其他應收款項	111,496	96,431
Pledged bank deposits (Note 21)	抵押銀行存款(附註21)	94,348	70,450
Cash and cash equivalents (Note 22)	現金及現金等價物(附註22)	26,889	54,869
Total	總額	232,733	221,750
<i>Other financial liabilities</i>	<i>其他財務負債</i>		
Liabilities as per consolidated statement of financial position	綜合財務狀況表所示負債		
Trade and other payables	貿易及其他應付款項	47,553	47,167
Amount due to a related company (Note 30)	應付一家關連公司款項(附註30)	-	876
Borrowings (Note 25)	借貸(附註25)	67,662	69,925
Total	總額	115,215	117,968

Notes to the Financial Statements

財務報表附註

18. Financial instruments by category (cont'd)

18. 按種類劃分的金融工具(續)

Company

本公司

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
<i>Loans and receivables</i>	<i>貸款及應收款</i>		
Assets as per statement of financial position	財務狀況表所示資產		
Deposits and other receivables	按金及其他應收款項	1	5
Amounts due from subsidiaries (Note 17)	應收附屬公司款項(附註17)	15,441	15,540
Cash and cash equivalents (Note 22)	現金及現金等價物(附註22)	258	245
Total	總額	15,700	15,790

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
<i>Other financial liabilities</i>	<i>其他財務負債</i>		
Liabilities as per statement of financial position	財務狀況表所示負債		
Other payables	其他應付款	1,434	6,758
Amounts due to subsidiaries (Note 17)	應付附屬公司款項(附註17)	98,628	90,253
		100,062	97,011

Notes to the Financial Statements

財務報表附註

19. Inventories

Raw materials	原材料
Work in progress	在製品
Merchandises	商品

At 31st December 2012, the provision for impairment of inventories amounted to approximately HK\$18,354,000 (2011: HK\$22,263,000).

The cost of inventories recognised as expenses and included in cost of sales amounted to HK\$339,406,000 (2011: HK\$325,931,000).

19. 存貨

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
5,568	2,682
1,361	305
167,927	157,838
174,856	160,825

於二零一二年十二月三十一日，存貨減值撥備約達18,354,000港元(二零一一年：22,263,000港元)。

確認為支出並列入銷售成本項下之存貨成本達339,406,000港元(二零一一年：325,931,000港元)。

Notes to the Financial Statements

財務報表附註

20. Trade and other receivables

20. 貿易及其他應收款項

		Group 本集團		Company 本公司	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Trade receivables	貿易應收款項	100,359	92,360	-	-
Less: provision for impairment	減：減值撥備	(1,235)	(1,557)	-	-
Trade receivables – net	貿易應收款項－淨額	99,124	90,803	-	-
Prepayments	預付款	21,711	35,020	1,236	251
Other receivables, deposits and other assets	其他應收款項、按金 及其他資產	8,336	1,979	1	5
Rental deposits	租約按金	4,036	3,649	-	-
		34,083	40,648	1,237	256
Less: non-current portion	減：非流動部份	133,207 (6,416)	131,451 (4,853)	1,237 -	256 -
		126,791	126,598	1,237	256

The carrying amounts of trade receivables, other receivables, rental deposits and other assets approximate their fair values.

貿易應收款項、其他應收款項、租約按金及其他資產之賬面金額與彼等公允價值相若。

Notes to the Financial Statements

財務報表附註

20. Trade and other receivables (cont'd)

The carrying amounts of the Group's trade and other receivables are denominated in the following currencies:

Hong Kong dollars	港元
RMB	人民幣
USD	美元
MOP	澳門幣
AUD	澳元

The Group generally grants credit term of 60-120 days for its trading of pipes and fittings operation. The ageing analysis of the trade receivables based on the due date is as follows:

Within credit period	信貸期內
1 to 30 days	1天至30天
31 to 60 days	31天至60天
61 to 90 days	61天至90天
91 to 120 days	91天至120天
Over 120 days	超過120天

20. 貿易及其他應收款項(續)

本集團貿易及其他應收款項之賬面金額以下列貨幣計值：

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
113,407	94,262
11,680	13,977
7,971	21,029
149	1,939
-	244
133,207	131,451

本集團一般給予喉管及管件貿易業務之信貸期為60至120天。貿易應收款按到期日之賬齡分析如下：

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
69,332	68,839
22,323	14,219
4,767	5,235
1,271	1,347
9	96
2,657	2,624
100,359	92,360

Notes to the Financial Statements

財務報表附註

20. Trade and other receivables (cont'd)

Trade receivables that are current or past due less than four months are not considered impaired. As of 31st December 2012, trade receivables of HK\$29,792,000 (2011: HK\$21,964,000) were past due but not considered to be impaired. These relate to a number of independent customers for whom there is no recent history of default. The ageing analysis of these trade receivables is as follows:

1 to 30 days	1 天至 30 天
31 to 60 days	31 天至 60 天
61 to 90 days	61 天至 90 天
91 to 120 days	91 天至 120 天
Over 120 days	超過 120 天

As at 31st December 2012, trade receivables of HK\$1,235,000 (2011: HK\$1,557,000) were impaired and provided for. The individually impaired receivables mainly relate to customers which are in unexpected difficult financial situations. These receivables are past due more than 120 days.

20. 貿易及其他應收款項(續)

即期或逾期四個月以下之貿易應收款項不會考慮作減值。截至二零一二年十二月三十一日，貿易應收款項29,792,000港元(二零一一年：21,964,000港元)已逾期但未被認為減值。該等款項與一批並無逾期還款記錄之獨立客戶有關。該等貿易應收款項之賬齡分析如下：

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
22,323	14,219
4,767	5,235
1,271	1,347
9	96
1,422	1,067
29,792	21,964

於二零一二年十二月三十一日，貿易應收款項1,235,000港元(二零一一年：1,557,000港元)已作減值撥備。個別已減值應收款項主要與突然陷入經濟困難之客戶有關。該等應收款項逾期超過120天。

Notes to the Financial Statements

財務報表附註

20. Trade and other receivables (cont'd)

Movements on the provision for impairment of trade receivables are as follows:

At 1st January	於一月一日
Provision for impairment	減值撥備
Receivables written off during the year as uncollectible	年內應收款項未能收回而撇銷
Unused amounts reversed	未動用款項撥回
Disposal of subsidiaries	出售附屬公司
Exchange difference	匯兌差額
At 31st December	於十二月三十一日

The addition and release of provision for impaired receivables have been included in general and administrative expenses in the consolidated income statement. Amounts charged to the provision account are generally written off when there is no expectation of recovering additional cash.

As at 31st December 2012, no other receivables were impaired and provided for (2011: Nil).

Save as above, the other classes within trade and other receivables do not contain impaired assets.

The maximum exposure to credit risk at the reporting date is the fair value of each class of receivables mentioned above. The Group does not hold any collateral as security.

20. 貿易及其他應收款項(續)

貿易應收款之減值撥備變動如下：

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
1,557	3,190
22	531
(312)	(458)
(32)	(218)
-	(1,492)
-	4
1,235	1,557

就已減值應收款項新增及解除之撥備已計入綜合收益表內之一般及行政費用。於撥備賬中扣除的金額一般於預期不會收回額外現金時撇銷。

於二零一二年十二月三十一日，沒有其他應收款項作減值撥備(二零一一年：無)。

除上述以外，貿易及其他應收款項內其他類別並無任何已減值資產。

於報告日期之最大信貸風險為上述各類應收款項之公允值。本集團並無持有任何抵押品作抵押。

Notes to the Financial Statements

財務報表附註

21. Pledged bank deposits

As at 31st December 2012, bank deposits of HK\$73,000,000 (2011: HK\$50,000,000) denominated in Hong Kong dollars and bank deposits of HK\$21,348,000 (2011: HK\$20,450,000) denominated in Renminbi were pledged as collateral for the Group's banking facilities (Note 25).

The effective interest rate on pledged bank deposits was 0.67% (2011: 0.87%) per annum and these deposits are matured within 10 to 178 days (2011: 4 to 81 days).

22. Cash and cash equivalents

21. 已抵押銀行存款

於二零一二年十二月三十一日，73,000,000 港元（二零一一年：50,000,000 港元）以港元計值及 21,348,000 港元（二零一一年：20,450,000 港元）以人民幣計值之銀行存款已予以抵押，作為本集團銀行信貸額度之擔保（附註 25）。

已抵押銀行存款之實際利率為年息 0.67%（二零一一年：0.87%），此等存款之到期日介乎 10 天至 178 天（二零一一年：4 天至 81 天）。

22. 現金及現金等價物

		Group 本集團		Company 本公司	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Cash at bank and in hand	銀行及手頭現金	26,889	54,869	258	245
Maximum exposure to credit risk	須承受的最高信貸風險	26,635	54,413	258	245

Notes to the Financial Statements

財務報表附註

22. Cash and cash equivalents (cont'd)

The carrying amounts of the Group and the Company's cash and cash equivalents are denominated in the following currencies:

Hong Kong dollars	港元
RMB	人民幣
USD	美元
AUD	澳元
EURO	歐元
Other currencies	其他貨幣

22. 現金及現金等價物(續)

本集團及本公司之現金及現金等價物之賬面金額按以下貨幣計值：

Group 本集團		Company 本公司	
2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
14,629	40,767	258	245
10,629	12,353	-	-
141	136	-	-
207	203	-	-
1	1	-	-
1,282	1,409	-	-
26,889	54,869	258	245

The conversion of these RMB denominated balances into foreign currencies and the remittance of these funds out of Mainland China is subject to the exchange control restrictions imposed by the PRC government.

將該等以人民幣計值之結餘兌換為外幣及將該等資金匯出中國，須受中國政府實施之外匯管制措施規限。

23. Share capital

At 1st January and
31st December 2011

於二零一一年一月一日及
十二月三十一日

Number of shares issued 已發行股份數目	
Thousands 千股	HK\$'000 千港元
13,332,700	26,665
13,332,700	26,665

At 1st January and
31st December 2012

於二零一二年一月一日及
十二月三十一日

23. Share capital (cont'd)

The authorised share capital of the Company is HK\$500,000,000, comprising 250,000 million shares (2011: 250,000 million shares) with a par value of HK\$0.002 per share (2011: HK\$0.002 per share). All issued shares are fully paid.

Share Option Scheme

The Company has adopted a share option scheme ("Scheme") under which the directors of the Company are authorised at their absolute discretion, to invite any eligible participants as defined in the Scheme, to take up options to subscribe for shares in the Company. The subscription price will be determined by the Board, but shall be at least the highest of (a) the closing price of shares as stated in the Hong Kong Stock Exchange's daily quotation sheet on the date on which the relevant options are deemed to be granted and accepted in accordance with the terms of the Scheme ("the Commencement Date"), which must be a day on which the Hong Kong Stock Exchange is open for the business of dealing in securities ("Trading Day"); (b) the average closing price of the shares as stated in the Hong Kong Stock Exchange's daily quotation sheet for the five Trading Days immediately preceding the Commencement Date; and (c) the nominal value of the shares. A consideration of HK\$10 is payable on acceptance of the grant of option. The maximum number of shares in respect of which options may be granted under the Scheme may not exceed 10% of the issued share capital of the Company as at the date of adoption of the Scheme. The number of shares may be refreshed by the approval of the shareholders and the refreshed limit of the number of shares must not exceed 10% of the issued share capital of the Company as at the date of the approval of the refreshed limit. The Scheme became effective for a period of ten years commencing 24th June 2004.

23. 股本(續)

本公司之法定股本為500,000,000港元，由每股面值0.002港元(二零一一年：每股面值0.002港元)共250,000,000,000股(二零一一年：250,000,000,000股)組成。所有已發行股份皆已繳足。

購股權計劃

本公司已採納一項購股權計劃(「購股權計劃」)。據此，授權本公司董事全權酌情邀請任何合資格參與者(定義見購股權計劃)接納可認購本公司股份之購股權。認購價將由董事會釐定，惟不得低於(a)股份於有關購股權被視為按照購股權計劃條款授出及接納當日(「開始日期」)(須為香港聯交所經營證券買賣業務之日期(「交易日」))在香港聯交所每日報價表所報之收市價；(b)股份於緊接開始日期前連續五個交易日在香港聯交所每日報價表所報之平均收市價；及(c)股份面值三者中之最高者。接納授出之每份購股權時，承授人須支付10港元之代價。根據購股權計劃授出之購股權涉及之股份最高數目，不得超過採納購股權計劃當日本公司已發行股本之10%。股份數目可由股東批准更新，惟經更新之股份數目上限不得超過批准更新上限之日期本公司已發行股本之10%。購股權計劃由二零零四年六月二十四日起計十年內有效。

Notes to the Financial Statements

財務報表附註

23. Share capital (cont'd)

Share Option Scheme (cont'd)

- (i) On 3rd December 2009, 592,000,000 share options were offered to and accepted by Directors and employees, with an exercise price of HK\$0.071 and an option period of 10 years commencing from 3rd December 2009 and expiring on 2nd December 2019 (both days inclusive). The options granted to the grantees are vested in stages and be exercised in the following manner:

**Maximum percentage of the options exercisable
可行使之購股權最高百分比**

20%
20%
20%
20%
20%

- (ii) On 5th May 2010, 16,000,000 share options were offered to and accepted by Director and employee, with an exercise price of HK\$0.083 and an option period of 10 years commencing from 5th May 2010 and expiring on 4th May 2020 (both days inclusive). The options granted to the grantees are vested in stages and be exercised in the following manner:

**Maximum percentage of the options exercisable
可行使之購股權最高百分比**

20%
20%
20%
20%
20%

23. 股本(續)

購股權計劃(續)

- (i) 於二零零九年十二月三日，本集團向董事及僱員要約並已獲接納592,000,000份購股權，該等購股權之行使價為0.071港元及購股權期限為十年，由二零零九年十二月三日開始至二零一九年十二月二日到期(包括首尾兩日)。授予承授人的購股權將分階段歸屬，並按以下方式行使：

**Period for exercise of the relevant percentage of the options
行使相關購股權百分比之期限**

3/6/2010 – 2/12/2019
3/6/2011 – 2/12/2019
3/6/2012 – 2/12/2019
3/6/2013 – 2/12/2019
3/6/2014 – 2/12/2019

- (ii) 於二零一零年五月五日，本集團向董事及僱員要約並已獲接納16,000,000份購股權，該等購股權之行使價為0.083港元及購股權期限為十年，由二零一零年五月五日開始至二零二零年五月四日到期(包括首尾兩日)。授予承授人的購股權將分階段歸屬，並按以下方式行使：

**Period for exercise of the relevant percentage of the options
行使相關購股權百分比之期限**

5/11/2010 – 4/5/2020
5/11/2011 – 4/5/2020
5/11/2012 – 4/5/2020
5/11/2013 – 4/5/2020
5/11/2014 – 4/5/2020

23. Share capital (cont'd)

Share Option Scheme (cont'd)

(iii) On 8th June 2011, 10,000,000 share options were offered to and accepted by a Director, with an exercise price of HK\$0.0392 and an option period of 10 years commencing from 8th June 2011 and expiring on 7th June 2021 (both days inclusive). The options granted to the grantees are vested in stages and be exercised in the following manner:

Maximum percentage of the options exercisable 可行使之購股權最高百分比

20%
20%
20%
20%
20%

Vesting of certain options granted to certain employees are subject to achievement of profit target.

23. 股本(續)

購股權計劃(續)

(iii) 於二零一一年六月八日，本集團向一位董事要約並已獲接納10,000,000份購股權，該等購股權之行使價為0.0392港元及購股權期限為十年，由二零一一年六月八日開始至二零二一年六月七日期滿(包括首尾兩日)。授予承授人的購股權將分階段歸屬，並按以下方式行使：

Period for exercise of the relevant percentage of the options 行使相關購股權百分比之期限

8/12/2011 – 7/6/2021
8/12/2012 – 7/6/2021
8/12/2013 – 7/6/2021
8/12/2014 – 7/6/2021
8/12/2015 – 7/6/2021

授予若干僱員之若干購股權須達到溢利目標方可歸屬予有關僱員。

Notes to the Financial Statements

財務報表附註

23. Share capital (cont'd)

Share Option Scheme (cont'd)

Movements in the number of share options outstanding during the year are as follows:

23. 股本(續)

購股權計劃(續)

年內，尚未行使購股權數目之變動如下：

		Average exercise price in HK\$ per share 每股股份之 平均行使價 (港元)	Number of options 購股權數目
At 1st January 2011	於二零一一年一月一日	0.071	571,600,000
Granted and accepted	已授出並接納	0.0392	10,000,000
Lapsed	已失效	0.071	(210,600,000)
At 31st December 2011 and 1st January 2012	於二零一一年十二月三十一日及 二零一二年一月一日	0.071	371,000,000
Granted and accepted	已授出並接納	-	-
Lapsed	已失效	-	-
At 31st December 2012	於二零一二年十二月三十一日	0.071	371,000,000

Out of 371,000,000 (2011: 371,000,000) outstanding share options, 169,000,000 (2011: 112,000,000) share options were exercisable.

於371,000,000股(二零一一年: 371,000,000)購股權中，169,000,000股(二零一一年: 112,000,000)為可行使。

Notes to the Financial Statements

財務報表附註

24. Reserves

24. 儲備

Group

本集團

		Share premium	Capital reserve (note(i)) 資本儲備 (附註(i))	Merger reserve (note(ii)) 合併儲備 (附註(ii))	Statutory reserve 法定儲備	Exchange reserve 匯兌儲備	Share based payment reserve 以股份為基礎 的付款儲備	Retained earnings 保留溢利	Total 總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1st January 2011	於二零一一年一月一日	126,618	34,115	3,700	-	5,935	5,822	83,552	259,742
Profit for the year	年度溢利	-	-	-	-	-	-	13,280	13,280
Currency translation differences	貨幣換算差額	-	-	-	-	754	-	-	754
Disposal of subsidiaries (Note 29(b)(i)&(ii))	出售附屬公司 (附註29(b)(i)&(ii))	-	-	-	-	(4,773)	-	-	(4,773)
Share based payment	以股份為基礎的付款	-	-	-	-	-	1,789	-	1,789
Transfer to statutory reserve	轉撥至法定儲備	-	-	-	24	-	-	(24)	-
Transfer upon lapse of share options	因購股權失效轉撥	-	-	-	-	-	(957)	957	-
At 31st December 2011 and 1st January 2012	於二零一一年 十二月三十一日及 二零一二年一月一日	126,618	34,115	3,700	24	1,916	6,654	97,765	270,792
Profit for the year	年度溢利	-	-	-	-	-	-	13,700	13,700
Currency translation differences	貨幣換算差額	-	-	-	-	97	-	-	97
Share based payment	以股份為基礎的付款	-	-	-	-	-	1,372	-	1,372
At 31st December 2012	於二零一二年 十二月三十一日	126,618	34,115	3,700	24	2,013	8,026	111,465	285,961

Notes to the Financial Statements

財務報表附註

24. Reserves (cont'd)

24. 儲備(續)

Company

本公司

		Share premium	Contributed surplus (note(iii)) 繳入盈餘 (附註(iii))	Share based payment reserve 以股份為基礎 的付款儲備	Accumulated deficits 累計虧損	Total 總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1st January 2011	於二零一一年一月一日	126,618	86,759	5,822	(234,797)	(15,598)
Loss for the year	年度虧損	-	-	-	(4,418)	(4,418)
Share based payment	以股份為基礎的付款	-	-	1,789	-	1,789
Transfer upon lapse of share options	因購股權失效轉撥	-	-	(957)	931	(26)
At 31st December 2011 and 1st January 2012	於二零一一年十二月三十一日及二零一二年一月一日	126,618	86,759	6,654	(238,284)	(18,253)
Loss for the year	年度虧損	-	-	-	(3,127)	(3,127)
Share based payment	以股份為基礎的付款	-	-	1,372	-	1,372
At 31st December 2012	於二零一二年十二月三十一日	126,618	86,759	8,026	(241,411)	(20,008)

Notes:

附註：

- (i) The capital reserve of the Group arose from acquisition of the remaining interests in a subsidiary in 1999. The balance represents the excess of the fair value attributable to the net assets and liabilities acquired over the consideration paid.
- (ii) The merger reserve of the Group arising from the group reorganisation is determined by the difference between the nominal value of shares of the subsidiaries acquired pursuant to the group reorganisation and the nominal value of the Company's shares deemed to have been issued.

- (i) 本集團之資本儲備起源於一九九九年收購一間附屬公司之餘下權益。有關結餘指所購入淨資產及負債之公允值超出已支付代價之差額。
- (ii) 本集團因集團重組而產生之合併儲備，乃按根據集團重組購入之附屬公司股份面值與視作已發行之本公司股份面值兩者間之差額釐定。

Notes to the Financial Statements

財務報表附註

24. Reserves (cont'd)

Notes: (cont'd)

- (iii) The contributed surplus of the Company represents the difference between the nominal value of the shares issued by the Company in exchange for all the issued ordinary shares of World Trade Bun Kee (BVI) Ltd. and the value of net assets of the underlying subsidiaries acquired by the Company in 2000. Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus is distributable to the shareholders, subject to a solvency test. At the Group level, the contributed surplus is reclassified into its component of reserves of the underlying subsidiaries.
- (iv) At 31st December 2011 and 2012, there is no distributable reserve for the Company.

25. Borrowings

Current

Trust receipt loans (note (i))

Representing:

Unsecured

Secured (note (iv))

流動

信託收據貸款(附註(i))

其中：

無抵押

有抵押(附註(iv))

24. 儲備(續)

附註：(續)

- (iii) 本公司之繳入盈餘乃指本公司為換取World Trade Bun Kee (BVI) Ltd.全部已發行普通股而發行之股份面值與本公司所收購有關附屬公司於二零零零年之資產淨值兩者間之差額。根據百慕達一九八一年公司法(經修訂)，繳入盈餘在符合有關無力償還債務之測試之情況下，可供分派予股東。在本集團之賬目上，繳入盈餘重新分類為有關附屬公司之儲備組成部分。
- (iv) 於二零一一年及二零一二年十二月三十一日，本公司無可供分派儲備。

25. 借貸

	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
	67,662	69,925
	-	2,989
	67,662	66,936
	67,662	69,925

Notes to the Financial Statements

財務報表附註

25. Borrowings (cont'd)

Notes:

- (i) The carrying amounts of the trust receipt loans approximate their fair values.
- (ii) The borrowings are denominated in the following currencies:

Hong Kong dollars	港元
-------------------	----

- (iii) The effective interest rates (per annum) of bank borrowings at the financial reporting date are as follows:

Trust receipt loans	信託收據貸款
---------------------	--------

- (iv) As at 31st December 2012, the banking facilities were secured by corporate guarantees and bank deposits of approximately HK\$94,348,000 (2011: HK\$70,450,000) (Note 21).

25. 借貸(續)

附註：

- (i) 信託收據貸款之賬面金額與彼等公允值相若。
- (ii) 借貸以下列貨幣列值：

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
67,662	69,925

- (iii) 於財務報告日，銀行借貸之有效年利率如下：

2012 二零一二年 %	2011 二零一一年 %
2.50	1.70

- (iv) 於二零一二年十二月三十一日，銀行融資由公司擔保及銀行存款約94,348,000港元(二零一一年：70,450,000港元)(附註21)作抵押。

Notes to the Financial Statements

財務報表附註

26. Deferred taxation

26. 遞延稅項

Deferred tax assets to be recovered after 12 months	將於十二個月後彌補之遞延稅項資產
Deferred tax liabilities to be settled after 12 months	將於十二個月後償還之遞延稅項負債

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
-	97
(44)	-
(44)	97

Deferred tax is calculated in full on temporary differences under the liability method using tax rates of the relevant subsidiaries applicable to the period when the asset is expected to be realised or the liability to be settled, based on tax rates that have been substantively enacted by the financial reporting date.

遞延稅項採用負債法就有關附屬公司預期資產變現或負債結算之期間所適用之稅率(於財務報告日已頒佈或實質頒佈)作全數撥備。

Deferred 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 tax assets and liabilities relate to income tax 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.

當有法定權利可將即期稅項資產與即期稅項負債抵銷，而遞延稅項資產及遞延稅項負債涉及同一稅務機關徵收，一家應課稅公司或不同的應課稅公司有意將餘額以淨額結算，則可將遞延稅項資產與遞延稅負債互相抵銷。

The net movement on the deferred tax account is as follows:

遞延稅項賬目之變動淨額如下：

At 1st January	於一月一日
(Charged)/credited to income statement	在收益賬(扣除)/計入
- Continuing operation	- 持續營運業務
At 31st December	於十二月三十一日

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
97	37
(141)	60
(44)	97

Notes to the Financial Statements

財務報表附註

26. Deferred taxation (cont'd)

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

26. 遞延稅項(續)

遞延稅項資產及負債於年內之變動(未計及於相同徵稅區內抵銷之結餘)如下:

遞延稅項資產

		Decelerated tax depreciation 減速稅項折舊
		HK\$'000 千港元
At 1st January 2011	於二零一一年一月一日	4,578
Credited/(charged) to income statement	在收益賬計入/(扣除)	
– Continuing operation	– 持續營運業務	60
– Discontinued operation	– 終止營運業務	(52)
Exchange differences	匯兌差額	70
Disposal of subsidiaries (Note 29(b)(ii))	出售附屬公司 (附註29(b)(ii))	(4,559)
		<hr/>
At 31st December 2011 and 1st January 2012	於二零一一年十二月三十一日 及二零一二年一月一日	97
Charged to income statement – Continuing operation	在收益賬扣除 – 持續營運業務	(97)
		<hr/>
At 31st December 2012	於二零一二年十二月三十一日	–
		<hr/>

Notes to the Financial Statements

財務報表附註

26. Deferred taxation (cont'd)

Deferred tax liabilities

		Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元	Revaluation on assets 重估資產 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1st January 2011	於二零一一年一月一日	-	(4,541)	(4,541)
Credited to income statement	在收益賬計入			
- Discontinued operation	- 終止營運業務	-	52	52
Exchange differences	匯兌差額	-	(70)	(70)
Disposal of subsidiaries (Note 29(b)(ii))	出售附屬公司 (附註 29(b)(ii))	-	4,559	4,559
At 31st December 2011 and 1st January 2012	於二零一一年 十二月三十一日及 二零一二年一月一日	-	-	-
Charged to income statement	在收益賬扣除			
- Continuing operation	- 持續營運業務	(44)	-	(44)
At 31st December 2012	於二零一二年 十二月三十一日	(44)	-	(44)

Deferred income tax assets are recognised for tax losses carried forward to the extent that the realisation of the related tax benefit through the future taxable profits is probable. The Group did not recognise deferred income tax assets of HK\$8,189,000 (2011: HK\$7,165,000) in respect of accumulated tax losses amounting to HK\$46,801,000 (2011: HK\$41,426,000) as at 31st December 2012, that can be carried forward against future taxable income. As at 31st December 2012, the accumulated tax losses amounting to HK\$5,572,000 (2011: HK\$3,881,000) will be expired in five years. There is no expiry period for the other tax losses.

26. 遞延稅項(續)

遞延稅項負債

	Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元	Revaluation on assets 重估資產 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1st January 2011	-	(4,541)	(4,541)
Credited to income statement			
- Discontinued operation	-	52	52
Exchange differences	-	(70)	(70)
Disposal of subsidiaries (Note 29(b)(ii))	-	4,559	4,559
At 31st December 2011 and 1st January 2012	-	-	-
Charged to income statement			
- Continuing operation	(44)	-	(44)
At 31st December 2012	(44)	-	(44)

遞延所得稅項資產乃因應相關稅務利益可透過未來應課稅溢利變現而就所結轉之稅項虧損作出確認。本集團並未就二零一二年十二月三十一日可結轉以抵銷未來應課稅收入之累計稅項虧損46,801,000港元(二零一一年: 41,426,000港元)確認遞延所得稅項資產8,189,000港元(二零一一年: 7,165,000港元)。於二零一二年十二月三十一日, 該等累計稅項虧損達5,572,000港元(二零一一年: 3,881,000港元), 將於五年內到期。其他稅項虧損並無屆滿期間。

Notes to the Financial Statements

財務報表附註

27. Trade and other payables

Trade payables
Accrued expenses and
other payables

貿易應付款項
預提費用及
其他應付款

27. 貿易及其他應付款項

Group 本集團		Company 本公司	
2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
24,654	16,672	-	-
26,592	34,188	1,434	6,758
51,246	50,860	1,434	6,758

The ageing analysis of the Group's trade payables is as follows:

本集團貿易應付款項的賬齡分析如下：

Within 30 days
31 to 60 days
61 to 90 days
Over 90 days

30天以內
31天至60天
61天至90天
超過90天

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
19,637	13,262
3,085	1,904
998	433
934	1,073
24,654	16,672

Notes to the Financial Statements

財務報表附註

27. Trade and other payables (cont'd)

The carrying amounts of the Group's trade and other payables are denominated in the following currencies:

Hong Kong dollars	港元
USD	美元
RMB	人民幣
EURO	歐元
Other currencies	其他貨幣

27. 貿易及其他應付款項(續)

本集團之貿易及其他應付款項之賬面金額按以下貨幣計值：

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
31,232	39,867
14,736	7,462
4,197	1,950
195	312
886	1,269
51,246	50,860

28. Operating lease commitment

Land and buildings	土地及樓宇
Not later than one year	不超過一年
Later than one year and not later than five years	超過一年但不超過五年
Later than five years	超過五年
Equipment and motor vehicles	設備及汽車
Not later than one year	不超過一年
Later than one year and not later than five years	超過一年但不超過五年

28. 經營租約承擔

Group 本集團	
2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
17,374	16,604
52,558	60,172
-	9,784
69,932	86,560
772	752
958	1,260
1,730	2,012
71,662	88,572

The lease terms are between one to ten years, and the majority of lease agreements are renewable at the end of the lease period at market rate.

租賃期介乎一至十年，主要的租賃合約於租賃期到期後按市價續約。

Notes to the Financial Statements

財務報表附註

29. Notes to the consolidated statement of cash flows

29. 綜合現金流量表附註

(a) Cash flows from operating activities

(a) 經營業務所得之現金流量

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Profit before income tax from continuing operation	持續營運業務之稅前溢利	16,954	15,664
Loss before income tax from discontinued operation – Seamless steel pipes	終止營運業務之稅前虧損 – 無縫鋼管	–	(1,717)
		16,954	13,947
Adjustments for:	就下列作出調整：		
Depreciation	折舊	1,767	1,983
Amortisation	攤銷	–	207
Loss on disposal of property, plant and equipment, net (note)	出售物業、廠房及設備之虧損淨額(附註)	13	110
Interest income	利息收入	(745)	(601)
Interest expense	利息支出	2,001	4,264
Write-back of trade and other payables	貿易及其他應付款回撥	(634)	(6,192)
Provision for customer claim	客戶補償撥備	–	3,694
(Reversal of)/provision for impairment of trade and other receivables	貿易及其他應收款減值(回撥)/撥備	(10)	710
Provision/(write-back) of provision for impairment of inventories	存貨減值撥備/(回撥)	2,561	(3,093)
Share based payment	以股份為基礎的付款	1,372	1,789
Gain on disposal of subsidiaries	出售附屬公司收益	–	(832)
Changes in working capital:	營運資金變動：		
Increase in inventories	存貨增加	(16,592)	(11,355)
Increase in trade and other receivables	貿易及其他應收款增加	(1,746)	(23,778)
Increase in trade and other payables	貿易及其他應付款增加	690	32,730
Decrease in amounts due to a non-controlling shareholder	應付一位非控制性股東款項減少	–	(17)
Net cash generated from operations	經營業務所得現金淨額	5,631	13,566

Notes to the Financial Statements

財務報表附註

29. Notes to the consolidated statement of cash flows (cont'd)

(a) Cash flows from operating activities (cont'd)

Note: Proceeds from disposal of property, plant and equipment comprises:

Net book amount	賬面淨值
Loss on disposal	出售之虧損
Proceeds from disposal	出售所得款項
Represented by:	代表：
Cash	現金

29. 綜合現金流量表附註(續)

(a) 經營業務所得之現金流量(續)

附註：出售物業、廠房及設備之所得款項包括：

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
23	225
(13)	(110)
10	115
10	115

Notes to the Financial Statements

財務報表附註

29. Notes to the consolidated statement of cash flows (cont'd)

(b) Disposal of subsidiaries

- (i) Details of disposal of subsidiaries relating to continuing operation are as follows:

Net assets disposed	已出售淨資產
Trade and other receivables	貿易及其他應收款項
Inventories	存貨
Cash and cash equivalents	現金及現金等價物
Trade and other payables	貿易及其他應付款項

Net liabilities	淨負債
Exchange reserve released	撥出之匯兌儲備
Gain on disposal of subsidiaries	出售附屬公司收益

Satisfied by:	支付方式：
Cash received	已收現金

Analysis of net cash outflow in respect of disposal of subsidiaries:	有關出售附屬公司之現金流出淨額分析：
Cash received	已收現金
Cash and cash equivalents disposed of	已出售之現金及現金等價物

Net cash outflow in respect of disposal of subsidiaries	有關出售附屬公司之現金流出淨額
---	-----------------

29. 綜合現金流量表附註(續)

(b) 出售附屬公司

- (i) 有關持續營運業務之出售附屬公司詳情列載如下：

	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Net assets disposed	-	193
Trade and other receivables	-	52
Inventories	-	2,072
Cash and cash equivalents	-	(2,417)
Trade and other payables	-	
Net liabilities	-	(100)
Exchange reserve released	-	(732)
Gain on disposal of subsidiaries	-	832
	-	-
Satisfied by:	-	-
Cash received	-	-
Analysis of net cash outflow in respect of disposal of subsidiaries:		
Cash received	-	-
Cash and cash equivalents disposed of	-	2,072
Net cash outflow in respect of disposal of subsidiaries	-	2,072

Notes to the Financial Statements

財務報表附註

29. Notes to the consolidated statement of cash flows (cont'd)

29. 綜合現金流量表附註(續)

(b) Disposal of subsidiaries (cont'd)

(b) 出售附屬公司(續)

(ii) Details of disposal of subsidiaries relating to discontinued operation are as follows:

(ii) 有關終止營運業務之出售附屬公司詳情列載如下：

		Note 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Net assets disposed	已出售淨資產			
Property, plant and equipment	物業、廠房及設備	15	-	3,754
Land use rights	土地使用權	16	-	28,694
Investment properties	投資物業		-	-
Deferred tax assets	遞延稅項資產	26	-	4,559
Trade and other receivables	貿易及其他應收款項		-	62,016
Inventories	存貨		-	85,627
Pledged bank deposits	抵押銀行存款		-	31,312
Cash and cash equivalents	現金及現金等價物		-	11,348
Trade and other payables	貿易及其他應付款項		-	(117,476)
Borrowings	借貸		-	(108,387)
Deferred tax liabilities	遞延稅項負債	26	-	(4,559)
Net liabilities	淨負債		-	(3,112)
Non-controlling interests	非控制性權益		-	11,846
			-	8,734
Exchange reserve released	撥出之匯兌儲備		-	(4,041)
Gain on disposal of subsidiaries	出售附屬公司收益		-	1,569
			-	6,262
Satisfied by:	支付方式：			
Cash received	已收現金		-	6,262
Analysis of net cash (outflow)/inflow in respect of disposal of subsidiaries:	有關出售附屬公司之現金(流出)/流入淨額分析：			
Cash received	已收現金		-	6,262
Cash and cash equivalents disposed of	已出售之現金及現金等價物		-	(11,348)
Net cash outflow in respect of disposal of subsidiaries	有關出售附屬公司之現金流出淨額		-	(5,086)

Notes to the Financial Statements

財務報表附註

30. Related party transactions

(a) Balances with related parties

Amount due to a related company (note)	應付一家關連公司款項(附註)
--	----------------

Note: The related company is indirectly owned by a director. The balance was unsecured, non-interest bearing and repayable on demand.

(b) Key management compensation

Salaries and other short term employee benefits	薪金及其他短期僱員福利
Pension costs – defined contribution plans	退休金成本—定額供款計劃
Share based payment	以股份為基礎之付款

30. 關連人士交易

(a) 關連人士結餘

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
-	876

附註：關連公司為一位董事間接擁有之實體。結餘為無抵押、無附帶利息及按要求償還。

(b) 主要管理人員報酬

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
12,870	17,486
192	211
1,073	1,821
14,135	19,518

31. Ultimate holding company

The Directors of the Company consider Singapore Zhongxin Investment Company Limited, a company incorporated in the British Virgin Islands, as being the ultimate holding company. Singapore Zhongxin Investment Company Limited is wholly and beneficially owned by Mr. Lai Guanglin, a director of the Company, who is considered to be the ultimate controlling party.

31. 最終控股公司

本公司董事認為，在英屬維爾京群島註冊成立之Singapore Zhongxin Investment Company Limited為最終控股公司。Singapore Zhongxin Investment Company Limited由本公司之董事Lai Guanglin先生全資及實益擁有，其被視為最終控制人。

Notes to the Financial Statements

財務報表附註

32. Particulars of the principal subsidiaries

32. 主要附屬公司資料

Name 名稱	Principal Activities 主要業務	Particulars of issued and fully paid share capital/ registered capital 已發行及繳足 股本／註冊資本	Percentage 百分比	
			Attributable to the Group 本集團應佔	Held by subsidiaries 附屬公司持有
<i>Incorporated and operating in Hong Kong</i> 在香港成立及經營				
Bun Kee (International) Limited 彬記(國際)有限公司	Trading of construction materials, mainly pipes and fittings in Hong Kong 於香港從事建築材料(主要為喉管 及管件)之貿易	100 ordinary shares of HK\$1 each 3,000,000 non-voting deferred shares of HK\$1 each 100股每股面值1港元之普通股 3,000,000股每股面值1港元之 無投票權遞延股份	100	100
Hamerwind Logistic Company Limited 時風物流有限公司	Provision of warehousing and logistic services in Hong Kong 於香港提供倉貯及物流服務	800 ordinary shares of HK\$100 each 800股每股面值100港元之普通股	100	100
<i>Established and operating in the PRC</i> 在中國成立及經營				
Bun Kee Building Material (Guangzhou) Co., Ltd.* 彬記建材(廣州)有限公司*	Assembling construction materials in the PRC 於中國裝配建築材料	HK\$9,000,000 9,000,000港元	100	100
<i>Established and operating in Macao</i> 在澳門成立及經營				
Bun Kee Building Material and Equipment (Macao) Co., Ltd. 彬記建材及設備(澳門)有限公司	Trading of construction materials, mainly pipes and fittings in Macao 於澳門從事建築材料(主要為喉管 及管件)之貿易	MOP50,000 50,000澳門幣	100	100

* The company is incorporated in the PRC as a wholly foreign-owned enterprise.

該公司為於中國成立之外商獨資公司

Five Years Financial Summary

五年財務概要

		2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Results	業績					
Revenue	收入	701,766	452,018	385,145	438,395	455,127
(Loss)/profit before income tax	稅前(虧損)/溢利	(36,868)	(25,272)	(13,231)	15,664	16,954
Income tax (expense)/credit	稅項(支出)/抵免	(5,728)	2,221	(3,434)	(2,791)	(3,254)
(Loss)/profit for the year from continuing operations	持續營運業務之年度(虧損)/溢利	(42,596)	(23,051)	(16,665)	12,873	13,700
Loss for the year from discontinued operations	終止營運業務之年度虧損					
Seamless steel pipes	無縫鋼管	-	-	(135,563)	(148)	-
Investment properties	投資物業	-	(16,346)	(14,855)	-	-
Loss for the year from discontinued operations	終止營運業務之年度虧損	-	(16,346)	(150,418)	(148)	-
(Loss)/profit for the year	年度(虧損)/溢利	(42,596)	(39,397)	(167,083)	12,725	13,700
Attributable to:	應佔：					
Equity holders of the Company	本公司股權持有人	(42,596)	(39,662)	(122,769)	13,280	13,700
Non-controlling interests	非控制性權益	-	265	(44,314)	(555)	-
		(42,596)	(39,397)	(167,083)	12,725	13,700
Assets and liabilities	資產及負債					
Total assets	總資產	820,834	924,788	598,355	422,988	435,681
Total liabilities	總負債	(416,210)	(476,645)	(323,062)	(125,531)	(123,055)
Total equity	總權益	404,624	448,143	275,293	297,457	312,626

Notes:

- The results of operation of investment properties segment (which was discontinued in 2010) prior to 2009 have not been restated or reclassified.
- The results of manufacturing and sale of seamless steel pipes segment (which was discontinued in 2011) prior to 2010 have not been restated or reclassified.

附註：

- 投資物業營運分部(於二零一零年內終止營運)於二零零九年以前的業績未作重列或重分類。
- 生產及銷售無縫鋼管營運分部(於二零一一年內終止營運)於二零一零年以前的業績未作重列或重分類。



中國管業集團有限公司
China Pipe Group Limited