



**2012**  
Annual Report  
年報

**China Renewable Energy Investment Limited**

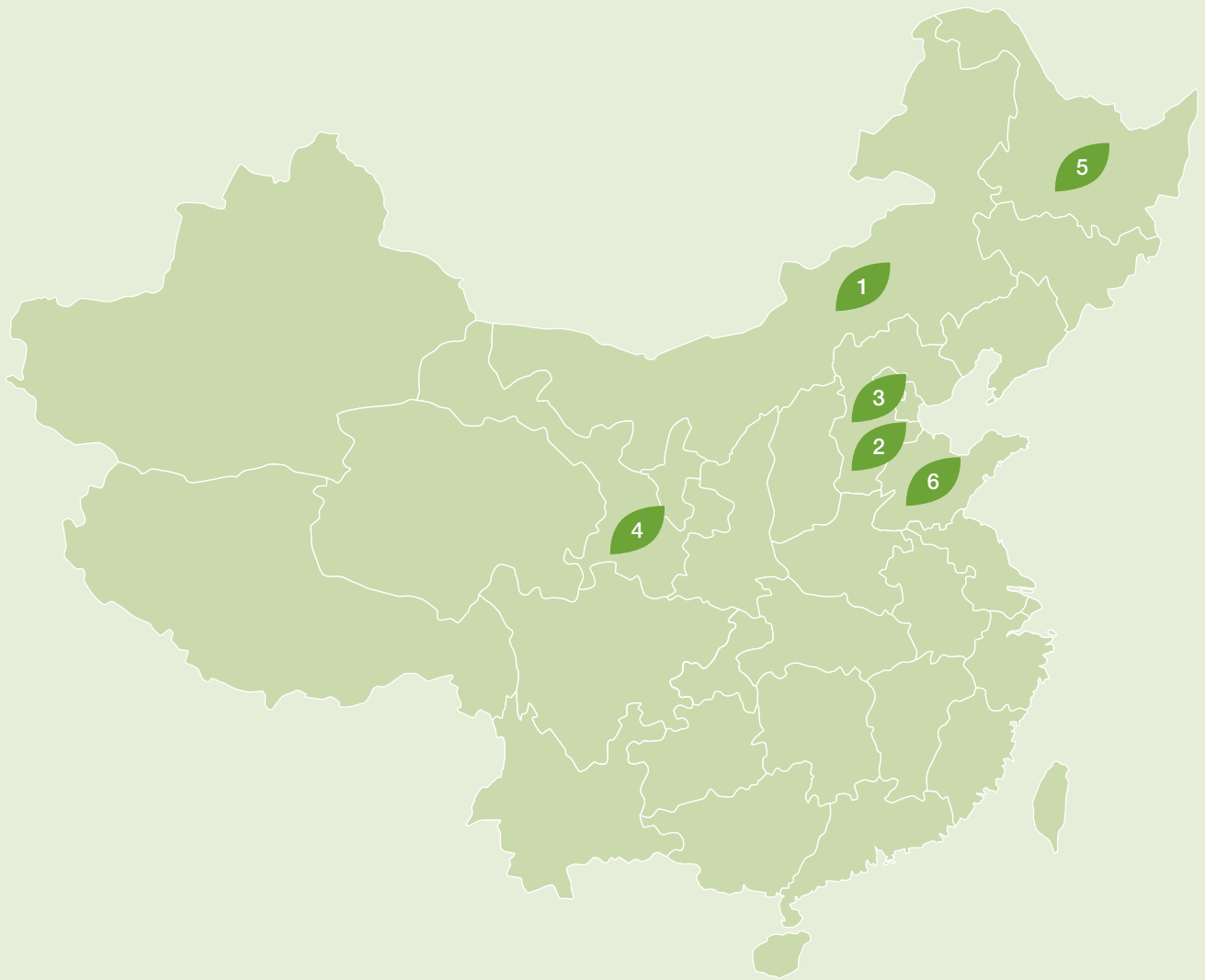
**中國再生能源投資有限公司**

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號：987

## Projects in CHINA 在中國之項目



1. Siziwang Qi, Inner Mongolia  
內蒙古四子王旗

2. Lunaobao, Hebei  
河北綠腦包

3. Danjinghe, Hebei  
河北單晶河

4. Changma, Gansu  
甘肅昌馬

5. Mudanjiang, Heilongjiang  
黑龍江牡丹江

6. Linyi, Shandong  
山東臨沂



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# Corporate Information

## 公司資料

### Directors

#### Executive Directors

Mr. OEI Kang, Eric (*Chairman and Chief Executive Officer*)  
Mr. CHANG Li Hsien, Leslie (*Vice Chairman*)  
Mr. LEUNG Wing Sum, Samuel

#### Non-executive Director

Mr. WANG Sing  
(with Mr. TSANG Chi Kin as his alternate)

#### Independent Non-executive Directors

Mr. ZHANG Songyi  
Mr. TANG Siu Kui, Ernest  
Mr. YU Hon To, David

### Auditor

PricewaterhouseCoopers

### Principal Bankers

Bank of Communication Co., Ltd.  
China Construction Bank Corporation  
The Bank of East Asia, Limited

### Company Secretary

Ms. NG Sum Yu, Phyllis

### Registered Office

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

### 董事

#### 執行董事

黃剛先生(*主席兼行政總裁*)  
張立憲先生(*副主席*)  
梁榮森先生

#### 非執行董事

王兢先生  
(曾至鍵先生為其替代董事)

#### 獨立非執行董事

張頌義先生  
鄧兆駒先生  
俞漢度先生

### 核數師

羅兵咸永道會計師事務所

### 主要往來銀行

交通銀行股份有限公司  
中國建設銀行股份有限公司  
東亞銀行有限公司

### 公司秘書

吳心瑜女士

### 註冊辦事處

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

## Corporate Information (continued)

公司資料(續)

### Head Office and Principal Place of Business in Hong Kong

9/F., Tower 1, South Seas Centre, 75 Mody Road  
Tsimshatsui East, Kowloon, Hong Kong  
Telephone: (852) 2731 1000  
Fax: (852) 2722 1323

### Principal Share Registrar and Transfer Agent

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

### Branch Share Registrar and Transfer Agent in Hong Kong

Computershare Hong Kong Investor Services Limited  
46th Floor, Hopewell Centre  
183 Queen's Road East  
Hong Kong

### E-mail Address

info@cre987.com

### Website

www.cre987.com

### Stock Code

987

### 香港總辦事處及主要營業地點

香港九龍尖沙咀東  
麼地道75號南洋中心一期九樓  
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### 股份過戶登記總處

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

### 香港股份過戶登記分處

香港中央證券登記有限公司  
香港  
皇后大道東183號  
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### 股份代號

987

# Chairman's Statement

## 主席報告書

### Business review

For 2012, the global economy continued to show weakness stemming from the after effects of the financial crisis. The sovereign debt crises, potential meltdown of the European banking system, and political unrest in the Middle East continued to adversely impact the economies of Europe and other advanced economics. Although the Asian economies continued to show resiliency, growth in the People's Republic of China ("PRC", or "China") has slowed down. This macro environment has created an adverse operating environment for the alternative energy industry.

The harsh economic conditions in the European market has had an adverse impact on the trading unit price on the Certified Emission Reduction ("CER") under the Clean Development Mechanism ("CDM") – the subsidy mechanism of the Kyoto Protocol in relation to the environmental protection regime from the United Nations ("UN"). The continuous significant decline in the CER price has triggered concerns on the collectability of CER income and the recoverability of any future CER income for alternative energy assets.

In China in 2012, in an attempt to reduce its overly rapid growth, and prevent speculative excesses, the PRC government held back capital expenditure and tightened finance liquidity. The pace of infrastructure development, such as transmission grid development, has been slow, creating temporary bottlenecks in the renewable energy despatch, resulting in curtailment. The National Development and Reform Committee ("NDRC", or on provincial level, "DRC") has introduced more lengthy and complicated approval procedures for new projects. This action aims to match the alternative energy development with the transmission grid implementation pace so as to stabilise the curtailment situation. Despite this effort, short term loss of revenue due to power curtailment affected developers. In addition, on the finance liquidity side, tightening of bank finance for the development of new projects has affected the expansion plan of most alternative energy players.

China Renewable Energy Investment Limited ("CRE" or the "Company", and with its subsidiaries, collectively, the "Group") has been adversely impacted by the unfavourable market and the poor industrial conditions. As a result, the Group has slowed the pace of its development in 2012. This includes slowing down the development of the Phase Two 49.5 mega-watt ("MW") wind farm project in Siziwang Qi ("SZWQ") in Western Inner Mongolia even though the full approval from NDRC in the form of enlisting in China's twelfth 5-year plan ("12th FYP") was received at the end of August 2012.

### 業務回顧

二零一二年環球經濟繼續受金融危機餘波影響，表現疲弱。歐洲國家債務危機、歐洲銀行系統崩潰威脅以及中東政局不穩，持續困擾歐洲及先進國家的經濟。亞洲經濟雖然持續向好，但中華人民共和國（「中國」）的經濟卻放緩。此宏觀經濟環境不利替代能源業營運。

歐洲市場的經濟艱困，令清潔發展機制（「清潔發展機制」）（即聯合國（「聯合國」）環保計劃相關的京都協定書的補貼機制）中，核證減排量（「核證減排量」）的市場單位價格受累。核證減排量的價格持續大幅下滑，使人憂慮替代能源業的核證減排量收入的收取能力，及未來核證減排量收入的恢復水平。

二零一二年，中國嘗試調節過速增長，防止不必要的投機活動，中國政府減慢資本投放，並收緊資金流動性，以致建造輸電網等基建的進度放慢，為傳送再生能源帶來瓶頸問題，引致出現限電情況。國家發展和改革委員會（「國家發改委」；如屬省級，則為「發改委」）推出冗長而繁複的新項目審批程序，好讓替代能源開發與輸電網的發展步伐互相配合，以穩定限電情況。但該努力仍不能避免限電對能源發展商做成短暫收入減少的影響。此外，在融資方面，銀行收緊對新項目發展的貸款，亦打擊大部分替代能源營運商的擴展計劃。

受不利市場及惡劣業界環境影響，中國再生能源投資有限公司（「中國再生能源」或「本公司」，連同其附屬公司統稱「本集團」）於二零一二年放慢發展步伐。位於內蒙古西部，風力發電量達49.5兆瓦（「兆瓦」）四子王旗二期項目（「四子王旗二期」），雖然已於二零一二年八月獲國家發改委批核，正式列入中國第十二個五年計劃（「五年計劃」）之內，但本公司仍將有關發展計劃的步伐減慢。



### Business review (continued)

Most attention has been focused on enhancing the effectiveness and efficiency of existing wind farm assets. Revenues generated from the operating wind farms was HK\$99.5 million, a slight improvement from HK\$89.9 million in 2011. Considerable effort has been made to reduce the administrative costs of the Group. Despite having taken a significant impairment loss on the estimated recoverable future CER income in our wind farm assets, a non-cash accounting transaction that will not bring about material adverse effect on the normal operations, the Group's balance sheet remains strong. The Group has total assets of HK\$2,519.7 million as at 31 December 2012 and its cash position remains healthy, with cash and cash equivalents of HK\$238.2 million. This represents a basic net asset value per share of HK\$0.73.

### Prospects

The outlook for 2013 remains subdued. Growth for the western developed economies is likely to remain feeble given the continued debate on how to reduce the budget deficit in the United States and given the continuing uncertainty in the European Union. The developing markets and the Asia-Pacific countries will continue to lead economic growth. Unfortunately, the low CER market price in a depressed European market is expected to continue for the near future, before possibly recovering to a more reasonable price level in late 2013. This will likely affect the future CER incomes for all alternative energy operators.

In China, an "urbanisation" program has been launched as part of the national plan to stimulate domestic demand in an economy that previously relied on exports. This will increase demand for energy. Also, the government continues to express support for the industry. A notice from the State Council of China in the beginning of 2013 reconfirmed the alternative energy development targets stipulated in the 12th FYP. The China's new leadership continues to express its verbal support for the alternative energy industry.

Despite good long term prospects, uncertainties, such as power despatch curtailment due to the bottleneck in the transmission grid and a tougher financing environment for alternative energy projects, suggests that the Group should be cautious in its expansion plans. As a result, the Group for 2013 will not seek to rapidly expand, but will primarily focus on maintaining its existing wind farm assets. As a return-focussed developer-investor-operator, new projects in the pipeline will only be developed when curtailment is assessed to be a non-issue and sufficient bank financing at reasonable cost has been secured. Procedures and safety of existing assets will also be re-examined to streamline the operation and to improve the effectiveness and efficiency of the wind assets.

### 業務回顧(續)

我們重點提升現行風力場的成效。現時營運之風力場所得收益為99,500,000港元，較二零一一年的89,900,000港元輕微上升。此外，我們亦努力減低本集團的行政開支。雖然我們為風力場資產作出大額減值虧損撥備，但該項會計處理並不涉及現金，對日常的營運不會構成重大不利影響，而本集團的資產負債狀況極為穩健。截至二零一二年十二月三十一日止，本集團總資產達2,519,700,000港元，現金狀況理想，現金及現金等價物為238,200,000港元，而每股資產淨值為0.73港元。

### 前景

展望二零一三年，經濟仍將低迷。歐美方面，美國削減財政赤字的爭議仍未解決，而歐盟的情況亦未明朗，因此，西方已發展國家的經濟將依舊不振。至於亞太區國家和發展中國家，則將繼續帶動經濟增長。然而，衰弱的歐洲市場，將繼續令短期內，核證減排量的市場價格偏低，要待二零一三年下半年後期，價格才有望回復至合理水平。因此，所有替代能源營運商未來的核證減排量收入均會受累。

中國為刺激內需，減少經濟像過往般依賴出口，已推行「城鎮化」計劃。這項國策將刺激中國的能源需求。此外，中國繼續表明支持替代能源業。中國國務院於二零一三年年初發出計劃通知，重新確立在第十二個五年計劃中列明的替代能源發展目標。新一屆的中國領導層將繼續表示支持替代能源業。

雖然行業長遠前景樂觀，但輸電網瓶頸引致限電，以及替代能源項目難以融資等不明朗因素，促使本集團謹慎處理擴展計劃。因此，本集團在二零一三年不會急於擴展，而是專注維護現有的風力場資產。本集團身兼發展商、投資者與營運商的重重身份，目標是追求可觀的回報，因此只會在核實再無限電問題以及能夠以合理成本取得足夠的銀行融資後，才會發展儲備中的新項目。此外，我們將重新檢討現有風力場的運作程序和安全程度，以簡化營運，提升成效。

## Chairman's Statement (continued)

主席報告書(續)

### Prospects (continued)

Over the long term, the management will continue to properly manage the Group's assets portfolio, strengthen the capital base and broaden its investment platform so as to ensure CRE generates the best returns for its shareholders.

### Acknowledgements

On behalf of the Board, I would like to express my greatest thanks to all our business partners, employees, management and shareholders for the dedication and support you have shown for CRE throughout the year under review.

**OEI Kang, Eric**

*Chairman and Chief Executive Officer*

Hong Kong, 21 March 2013

### 前景(續)

長遠而言，管理層將繼續妥善管理本集團的資產組合，加強資本基礎，擴闊投資平台，以確保中國再生能源為股東締造最佳回報。

### 致謝

本人謹藉此代表董事會，向於回顧年度內一直竭誠努力及鼎力支持中國再生能源之所有業務夥伴、員工、管理人員及股東致以衷心謝意。

**黃剛**

*主席兼行政總裁*

香港，二零一三年三月二十一日



# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW

For the year ended 31 December 2012, China Renewable Energy Investment Limited (“CRE” or the “Company”, and with its subsidiaries, collectively, the “Group”) recorded a turnover on its alternative energy assets of HK\$99.5 million, an increase of 11% from HK\$89.9 million for the same period in 2011. Gross profit was HK\$20.1 million which was 83% higher than the gross profit of HK\$11.0 million in 2011. This was a result of the Group’s effective control of operating costs and slight increase in power despatch from reduction in curtailment.

Wind farm assets in our associated companies continued to contribute profits to the Group at HK\$80.7 million. Profit contribution from these associate companies increased by 20% compared to the same period in 2011 mainly due to a one-off tax benefit HK\$22.9 million granted to one of the associate companies.

With a lower trading price of CRE’s shares compared to 2011, a fair value gain of HK\$7.1 million was recognised on the investment right granted to the private investment firm TPG Growth (with its subsidiary STAR Butterfly Energy Ltd. (“STAR”), collectively, the “TPG”) on 23 November 2010. However, a reversal result might occur in the following years if future trading price of CRE’s shares rises.

On administrative expenses, the Group has put considerable effort in reducing spending, including cutting headcount, from HK\$65.6 million in 2011 to HK\$37.5 million in 2012. However, due to the continuous decline of the market unit price for Certified Emission Reduction (“CER”) under the Clean Development Mechanism (“CDM”), which is the subsidy mechanism of the Kyoto Protocol in relation to the environmental protection regime from the United Nations (“UN”), the future CER income derived from our wind farm assets is uncertain. This affected all alternative energy players. Accordingly, an impairment loss of HK\$133.5 million for our wind farm assets was provided. This accounting treatment is non-cash in nature and will not materially adversely affect the Group’s normal operations and current cash position.

The Group reported a net loss after tax attributable to the equity holders of HK\$82.7 million for 2012 (2011: a net profit after tax of HK\$13.2 million). Basic loss per share were HK3.51 cents as compared to last year basic earnings per share of HK1.12 cents.

### 財務回顧

截至二零一二年十二月三十一日止年度，中國再生能源投資有限公司（「中國再生能源」或「本公司」，連同其附屬公司統稱「本集團」）替代能源資產之營業額為99,500,000港元，較二零一一年同期的89,900,000港元上升11%。毛利為20,100,000港元，較二零一一年度的11,000,000港元上升83%。毛利上升乃由於本集團有效控制經營成本，加上限電情況改善令輸電量微升所致。

聯營公司經營之風力場資產繼續為本集團提供溢利貢獻，帶來80,700,000港元。此等聯營公司之溢利貢獻較二零一一年同期增加20%，主要源自其中一間聯營公司獲得之一次性稅項寬減優惠22,900,000港元。

由於中國再生能源股份之成交價較二零一一年為低，本集團就二零一零年十一月二十三日授予私人投資公司TPG Growth（連同其附屬公司STAR Butterfly Energy Ltd.（「STAR」），合稱「TPG」）之投資權益，確認公平值收益7,100,000港元。然而，如於往後年間中國再生能源股份之成交價有所上升，屆時公平值或會出現虧損。

本集團採取了包括減少員工人數等措施，著力降低支出，令行政開支由二零一一年度的65,600,000港元減至二零一二年的37,500,000港元。然而，由於清潔發展機制（「清潔發展機制」）的核證減排量（「核證減排量」）（即聯合國（「聯合國」）環保計劃相關的京都協定書的補貼機制）的市場單位價格持續下跌，未來源自風力場資產的核證減排量收入未能確定，並影響所有替代能源營運商，就此，本集團已對風力場資產，作出133,500,000港元的減值虧損撥備。該項會計處理基本上並不涉及現金，對本集團的日常營運及流動現金亦不會構成重大不利影響。

本集團於二零一二年度錄得權益持有人應佔稅後虧損淨額82,700,000港元（二零一一年：稅後純利13,200,000港元）。本年度之每股基本虧損為3.51港仙，而去年則錄得每股基本盈利為1.12港仙。

## Management Discussion and Analysis (continued)

### 管理層討論及分析(續)

## FINANCIAL REVIEW (continued)

### Liquidity and Financial Resources

As at 31 December 2012, the Group's total bank borrowings was HK\$623.1 million as compared to HK\$688.7 million in 2011. The difference was mainly due to repayment of principal instalments and currency exchange difference.

The bank borrowings included interest-bearing Renminbi bank loans to the Group's wind farm projects in the People's Republic of China ("PRC", or "China"), with interest rates fixed at the People's Bank of China rates. The maturity dates for the Group's outstanding borrowings were spread over the next ten years. There were HK\$70.9 million repayable within one year, HK\$283.5 million repayable within two to five years and HK\$268.7 million repayable after five years.

Convertible notes of principal amount RMB73.5 million (equivalent to HK\$83.1 million) issued in 2009 ("CN 2009") to HKC (Holdings) Limited ("HKC", and with its subsidiaries, collectively, the "HKC Group") for the acquisition of an effectively 10% equity interest of the Danjinghe wind farm project company was fully repaid on 30 December 2012. A new convertible notes of principal amount RMB75.0 million (equivalent to HK\$93.2 million) ("CN 2012") was issued to HKC on 18 December 2012 to raise fund for financing future project development, providing working capital and repaying borrowings, including CN 2009. The notes are three years with early redemption by both issuer and holder. It bears interest on its outstanding principal amount at 6.4% per annum accrued every year but pays arrears on the maturity date or, in the event of early redemption any part in relation to the principal amount that has been converted prior to the maturity date, on the date of such redemption. The conversion price of CN 2012 is fixed at HK\$0.68. The notional loan amount of CN 2012 was HK\$93.5 million as at 31 December 2012.

The Group's unrestricted cash and cash equivalent were HK\$238.2 million as at 31 December 2012 as compared to HK\$338.8 million in 2011. Such decrease arose from normal operation spending and construction work payments. For future project development, the Group will actively seek bank financing and other source of investment funding to finance its future capital expenditure commitments.

The Group did not use financial instruments for financial hedging purposes during the period under review.

## 財務回顧(續)

### 流動資金及財務資源

於二零一二年十二月三十一日，本集團之銀行借款總額為623,100,000港元，而二零一一年則為688,700,000港元，差額主要由於償還本金額的分期付款及匯兌差額。

銀行借款為本集團於中華人民共和國(「中國」)之風力場項目，按中國人民銀行利率計息的人民幣銀行貸款。本集團未償還借款之到期日介乎未來十年之內，當中有70,900,000港元須於一年內償還；283,500,000港元須於兩至五年內償還及268,700,000港元須於五年後償還。

於二零零九年，就收購單晶河風力場項目公司10%實際股本權益，而向香港建設(控股)有限公司(「香港建設」，連同其附屬公司統稱「香港建設集團」)發行本金額為人民幣73,500,000元(相當於83,100,000港元)之可換股票據(「二零零九年可換股票據」)，已於二零一二年十二月三十日全數償還。於二零一二年十二月十八日，本公司向香港建設發行新可換股票據(「二零一二年可換股票據」)，本金額為人民幣75,000,000元(相當於93,200,000港元)，所得資金用於未來項目發展、提供營運資金及償還借款(包括二零零九年可換股票據)。上述票據為期三年，發行人及持有人均可提早將之贖回。其按尚欠本金額按年息6.4%每年累計利息，並按期末支付方式於到期日支付，或在提早贖回之情況下，在到期日前已兌換本金額部分之相關利息，將於提早贖回日支付。二零一二年可換股票據之兌換價已設定為0.68港元。二零一二年十二月三十一日之二零一二年可換股票據名義貸款金額為93,500,000港元。

本集團於二零一二年十二月三十一日之不受限制現金及現金等價物為238,200,000港元，而二零一一年則為338,800,000港元。有關金額減少是由於支付一般經營開支及支付工程款項。就未來項目發展而言，本集團將積極尋求銀行融資及其他投資資金來源，以應付未來需承擔之資本開支。

於回顧期內，本集團並無利用金融工具作財務對沖用途。

## Management Discussion and Analysis (continued)

### 管理層討論及分析(續)

## FINANCIAL REVIEW (continued)

### Details of Charges in Group Assets

The Group's subsidiaries have charged their assets including wind power equipment, construction in progress, prepaid land lease payments and trade receivables, worth approximately RMB809.9 million (equivalent to HK\$1,007.3 million) as security for the bank borrowings as at 31 December 2012. Same assets, worth approximately RMB836.7 million (equivalent to HK\$1,032.6 million), were charged as at 31 December 2011. Appreciation of the Renminbi currency gave rise to the variance in assets value.

### Gearing Ratio

As at 31 December 2012, the Group's gearing ratio, which was the total borrowings less cash and cash equivalents, excluding the cash and cash equivalents related to the discontinued software business but including restricted cash, divided by total equity, was 28% as compared to 24% as at 31 December 2011.

### Contingent Liabilities

The Group did not have any contingent liabilities as at 31 December 2012 (Nil as at 31 December 2011).

## BUSINESS REVIEW

Year 2012 was a difficult one for the alternative energy business. The slow economic recovery of the United States of America ("US") and the problematic Euro zone dampened the prospects for alternative energy development and the CER trading. The market unit price for CER has dropped to another record low. Domestically in China, following consecutive years of high economic growth, the government has fine-tuned economic and fiscal policies to maintain moderate growth with manageable inflation. Slowing down transmission grid development, lengthening new project approval process and tightening project financing were the inevitable consequences. These changes have led to unexpected power despatch curtailment, delay in tariff subsidies settlement and difficulties in obtaining project finance for alternative energy projects. In response to these changes in the operation environment, the Group has slowed down its expansion plans for wind power projects.

The Group has successfully secured the final approval for the Siziwang Qi Phase Two project ("SZWQ II"), the second 49.5 megawatt ("MW") project of a potential 1000 MW wind farm complex in West Inner Mongolia, from the National Development and Reform Committee ("NDRC" or, on provincial level, "DRC"). The project is now officially listed in China's twelfth Five-Year Plan. For another pipeline project in Kulun Qi of Tongliao City, East Inner Mongolia, Phase One 49.5 MW out of the potential maximum 200 MW wind farm is still pending local DRC approval.

## 財務回顧(續)

### 本集團資產抵押詳情

於二零一二年十二月三十一日，本集團附屬公司將價值約人民幣809,900,000元(相當於1,007,300,000港元)之資產抵押，當中包括風力發電設備、在建工程、預付土地租賃款項及應收賬款，用作銀行借款之抵押品，而於二零一一年十二月三十一日，本集團抵押價值約人民幣836,700,000元(相當於1,032,600,000港元)之相同資產。人民幣貨幣升值令資產價值有變。

### 資本負債比率

於二零一二年十二月三十一日，本集團的資本負債比率為28%，而二零一一年十二月三十一日則為24%。資本負債比率，即借款總額減現金及現金等價物(不包括關於已終止經營業務之現金及現金等價物，但包括受限制現金)再除以權益總額。

### 或然負債

於二零一二年十二月三十一日，本集團並無任何或然負債(於二零一一年十二月三十一日：無)。

## 業務回顧

二零一二年對替代能源業來說，是困難的一年。美利堅合眾國(「美國」)經濟復蘇緩慢，加上歐元區的債務問題，削弱替代能源的發展前景及核證減排量的交易。核證減排量的市場單位價格跌至另一歷史新低。中國本土方面，經過連續多年的高速經濟增長，中國政府微調經濟及財政政策，以壓抑通脹，並維持溫和之經濟增長。無可避免令輸送電網發展放緩、新項目審批過程延長及項目融資收緊，引至限電情況較預期增多、電價補貼延遲發放以及替代能源項目難以取得融資。面對上述經營環境的轉變，本集團減慢了風力發電項目的擴展計劃。

本集團成功獲得國家發展和改革委員會(「國家發改委」；如屬省級，則為「發改委」)批准四子王旗二期項目(「四子王旗二期」)。該項目作為位於內蒙古西部之1000兆瓦(「兆瓦」)風力場綜合項目中第二個49.5兆瓦項目，現已正式列入中國第十二個五年計劃之內。至於另一個位於內蒙古東部通遼市、合共200兆瓦風力場項目中之第一期49.5兆瓦的庫倫旗項目，本集團正等待當地發改委批核。

#### BUSINESS REVIEW (continued)

In 2012, the operational performance for most of the Group's existing alternative energy assets, comprising wind farms with a gross total power generating capacity of 610.5MW and a 25MW waste-to-energy plant, was slightly better than the previous year despite the poor wind resources in the first half of 2012. Considerable efforts have been made to enhance the safety and reliability of these assets. Effective controls over the spending, improvement on the curtailment of most wind assets and granting of a one-off special tax benefit in one of the associated wind farm helped increase the Group's revenue.

#### Mudanjiang and Muling Wind Farms

Mudanjiang and Muling wind farms, located in Heilongjiang province, have a total of 59.5 MW of wind power capacity. The wind farms started commercial operation in the fourth quarter of 2007. The Group holds majority stakes of 86% and 86.68% respectively. Despite wind resources that were lower than the previous year, power despatch was around 64.4 million Kilowatt-hour ("KWh") for 2012, which was better than last year. A slight improvement in the curtailment situation and more effective control of the spending accounted for the improvement. More improvement is expected in the next several years as the transmission infrastructure is enhanced.

#### Siziwang Qi Phase I Wind Farm

Siziwang Qi Phase I wind farm has a total of 49.5 MW of wind power capacity and is wholly-owned by the Group. It is located 16 kilometres ("km") north of Wulanhua under Siziwang Qi of Western Inner Mongolia. Commercial operation started January 2011. The wind farm is the first phase of a strategic 1,000 MW wind farm base for the Group. Siziwang Qi Phase I wind farm despatched 94.7 million KWh for 2012, slightly better than last year. This is due to our effective control of the curtailment, maintaining curtailment at a better than regional average level.

#### Danjinghe Wind Farm

The Group has a 40% effective equity interest in the 200 MW Danjinghe wind farm located in Hebei. The majority and controlling shareholder is the wind division subsidiary of China Energy Conservation and Environmental Protection Group (collectively "CECEP"), who holds 60%. The wind farm started commercial operation in January and September 2010. The power despatched was around 483.0 million KWh. The operating performance was slightly better than 2011. A one-off special tax benefit was obtained which boosted profits.

#### 業務回顧(續)

雖然二零一二年上半年的風力資源較差，但本集團大部分現有替代能源的資產，包括總發電量為610.5兆瓦的風力場以及發電量為25兆瓦的垃圾發電廠，在二零一二年的營運表現，均優於去年。本集團已著力加強有關資產的安全性及可靠性。此外，有效控制開支、改善大部分風力場的限電問題以及其中一間聯營風力場獲得的一次性特別稅項寬減優惠，均有助提升本集團的收益。

#### 牡丹江及穆陵風力場

牡丹江及穆陵風力場位於黑龍江省，擁有合共59.5兆瓦風力發電量，於二零零七年第四季開始投運。本集團為主要股東，分別持有86%及86.68%股本權益。儘管風力資源低於去年，但由於限電情況略為改善，加上更有效地控制開支，故於二零一二年之輸電量約達64,400,000千瓦時(「千瓦時」)，表現優於去年。隨著未來數年輸電基建有所改進，預期營業情況會有更大改善。

#### 四子王旗一期風力場

四子王旗一期風力場位於內蒙古西部四子王旗烏蘭花以北16公里，擁有合共49.5兆瓦風力發電量，由本集團全資擁有。風力場於二零一一年一月投運。該風力場為本集團1,000兆瓦發電量之策略性風力場基地第一期。由於有效控制限電，保持優於區內平均的限電水平，因此四子王旗一期風力場於二零一二年輸出94,700,000千瓦時電力，表現略優於去年。

#### 單晶河風力場

單晶河風力場位於河北省，擁有200兆瓦風力發電量，本集團擁有其40%實際股本權益，其主要及控股股東為中國節能環保集團公司旗下風力部附屬公司(合稱「中節能」)，持有60%權益。風力場分期於二零一零年一月及九月投運，電力輸出約483,000,000千瓦時。由於得到一次性特別稅項寬減優惠，令溢利增加，營運表現略勝於二零一一年。

## Management Discussion and Analysis (continued)

### 管理層討論及分析(續)

## BUSINESS REVIEW (continued)

### Changma Wind Farm

Changma wind farm, located in Gansu province, is a joint venture with CECEP. The Group has a 40% effective interest in the project company. The 201 MW wind farm started commercial operation in November 2010. Despite curtailment caused by the technical problems of the regional transmission line being severe in the first half of 2012, the National Energy Administration of PRC issued instructions to help improve the situation in July. As a result, curtailment was reduced, and Changma despatched around 348.6 million KWh, which was slightly better than in 2011.

### Lunaobao Wind Farm

Lunaobao wind farm is a joint venture with CECEP adjacent to the Danjinghe wind farm. The Group has a 30% effective equity interest. The wind farm capacity is 100.5 MW and it started commercial operation in February 2011. The power despatched in 2012 was 198.5 million KWh, which was not as good as in 2011. Curtailment increased at the end of 2012 as new wind farms came into operation, creating bottlenecks in the transmission. The situation is expected to last for a while until new transmission infrastructure is put in place.

### Linyi Waste-to-energy Plant

Linyi waste-to-energy plant of 25MW power generating capacity is a joint venture with CECEP located in Shandong province. The Group owns a 40% effective equity interest. The plant went into commercial operation in September 2007. In 2012, approximately 417,000 tonnes of garbage was being handled and 108.1 million KWh of power was despatched.

## OUTLOOK

Although several developed countries, such as Canada and Japan, exited the agreement, other countries attending the UN Climate Change Conference COP18/CMP18 in Doha during November 2012 agreed to extend the effective period of the Kyoto Protocol, under which the CDM leading to the CER trade operates, for another 8 years, allowing more time to implementing new infrastructure to support and finance environmental protection schemes. This agreement is expected to benefit the CER market and the alternative energy operators over the long term.

In China, the newly elected PRC government has issued an implementation notice in January 2013 restating the importance of alternative energy under China's twelfth 5-year plan ("12th FYP") and clearly demonstrating the government's continued support for the industry. However, severe curtailment, lengthy approval process, difficulty in obtaining project finance and delays in subsidy tariff settlement will continue to adversely impact the industry.

## 業務回顧(續)

### 昌馬風力場

昌馬風力場位於甘肅省，是與中節能合作之合營項目。本集團擁有該項目公司40%實際權益。此201兆瓦風力場於二零一零年十一月投運。雖然區內輸電線路之技術問題令二零一二年上半年的限電情況頗為嚴重，但國家能源局於七月下達指令後，情況已有所改善，限電得以減少，昌馬風力場電力輸出約348,600,000千瓦時，略優於二零一一年。

### 綠腦包風力場

綠腦包風力場為與中節能合作之合營項目，毗鄰單晶河風力場。本集團擁有其30%實際股本權益。風力場發電量為100.5兆瓦，已於二零一一年二月投運。二零一二年輸出電力約198,500,000千瓦時，未及二零一一年的輸電量。二零一二年年底限電增加，原因為新風力場投運，令輸電出現樽頸情況，預期問題將持續一段時間，直至新的輸電基建完成後才會改善。

### 臨沂垃圾發電廠

臨沂垃圾發電廠位於山東省，是與中節能合作之合營項目，發電量達25兆瓦。本集團擁有其40%實際股本權益。該廠於二零零七年九月開始投運，於二零一二年，該廠處理約417,000噸垃圾，並輸出108,100,000千瓦時電力。

## 前景

二零一二年十一月在多哈舉行的聯合國氣候變化大會COP18/CMP18，雖然加拿大和日本等多個已發展國家退出協定，但其他與會國家均同意將當中包括有關核證減排量貿易的清潔發展機制的京都協定書有效期再延長八年，以便有更多時間進出新機制，推進環保計劃及為其融資。有關協定預期可令核證減排量市場及替代能源營運商長遠受惠。

中國方面，新一屆政府於二零一三年一月發出規劃通知，重申替代能源在中國第十二個五年計劃（「十二五計劃」）的重要性，清楚表明政府繼續支持業界。不過，嚴重限電、冗長的項目審批過程、項目融資困難、以及電價補貼發放延誤等問題，將繼續對業界構成負面影響。



## Management Discussion and Analysis (continued)

### 管理層討論及分析(續)

#### OUTLOOK (continued)

Given the current operating environment, the Group will place considerable focus on managing the existing alternative energy assets instead of focusing on near term expansion. In line with our long term value preservation strategy, enhancements, such as technical modifications for regulating power despatch imposed by the government, will be implemented to improve the effectiveness and efficiency of the wind farm assets. Operation and safety procedures will be fine-tuned and benchmarked to the industry's best practice standards in order to minimise the operational risk and to reduce production costs further.

Over the long term, the Group will consider expansion in the wind sector and exploring the feasibility of investing into other forms of alternative energy to safeguard shareholder value. The China alternative energy policy and the transmission infrastructure development status will be closely monitored. The pace of investment will be adjusted accordingly after careful analysis of investment risks, returns and commercial viability. The project pipeline will be properly managed, keeping only high-quality projects. As always, the Group will actively search for strategic alliances to secure investment funding and expansion opportunities for our platform in order to generate greater value for our shareholders.

#### Employees

As at the end of December 2012, the Group's operations in Hong Kong and mainland China employed a total of 71 employees. The Group had also appointed technical consultants on contract terms for its alternative energy projects. All employees are remunerated according to the nature of their jobs, their individual performances, the Group's overall performance, and the prevailing marketing conditions.

#### 前景(續)

面對現時的經營環境，本集團將集中管理現有的替代能源資產，而非著眼於短期擴張。本集團將按照長遠保障回報的策略，根據政府規管輸電所需，進行技術改造，以提升風力場資產的成效及效率。本集團將參照業界的最佳運作標準，微調營運及安全的程序，以盡力減少營運風險及進一步降低生產成本。

長遠來說，本集團會考慮擴展風力發電業務，並探討投資其他類別替代能源的可行性，以維護股東的回報。本集團將緊密留意中國的替代能源政策以及輸電基建的發展，小心分析投資風險、回報及商業可行性後，調整投資的步伐，妥善地管理可發展項目儲備，只保留優質項目。本集團將一如以往，積極尋找策略性合作夥伴，為我們的平台取得投資款項以及擴展業務的機會，以便為股東創造更大的回報。

#### 僱員

於二零一二年十二月底，本集團就香港及中國內地之業務聘用合共71名僱員。本集團亦以合約形式就替代能源項目委任技術顧問。所有僱員薪酬按彼等之工作性質、個人表現、本集團整體業績及當時市況而訂定。

# Corporate Governance Report 企業管治報告

## Corporate Governance Practices

China Renewable Energy Investment Limited (the “Company”, and with its subsidiaries, collectively, the “Group”) is committed to good corporate governance principles and practices and its board of directors (the “Directors” or the “Board”) recognises that it is essential to safeguard the interests of shareholders, customers and employees and uphold accountability, transparency and responsibility of the Company.

The Company has applied the principles and complied with the code provisions and certain recommended best practices set out in the Code on Corporate Governance Practices which was amended as the Corporate Governance Code (the “CG Code”) effective on 1 April 2012, contained in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) during the year ended 31 December 2012, save for the deviations with considered reasons as explained stated in the following relevant paragraphs.

## Board of Directors

### Board Composition

The Company has at all time during the year ended 31 December 2012 maintained a balanced board with strong independent element. The Board currently comprises seven Directors with three Executive Directors, one Non-executive Director and three Independent Non-executive Directors. Each Director possesses expertise and experience and provides checks and balances for safeguarding the interests of the Group and the shareholders as a whole. In addition, the Company had maintained three Independent Non-executive Directors which formed at least one-third of the full Board. Biographical details of the Directors and their relationships, where applicable, are set out in pages 29 to 33 of this Annual Report.

During the year, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three Independent Non-executive Directors with at least one Independent Non-executive Director possessing appropriate professional qualifications, or accounting or related financial management expertise. The independence of the Independent Non-executive Directors was assessed in accordance with the applicable Listing Rules. Each of the Independent Non-executive Directors has provided to the Company an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all of them are independent.

## 企業管治常規

中國再生能源投資有限公司(「本公司」，連同其附屬公司統稱為「本集團」)致力達致良好之企業管治原則及常規，而其董事會(「董事」或「董事會」)明白，有關原則及常規對保障股東、客戶及僱員之利益以及維持本公司問責性、透明度及責任方面攸關重要。

於截至二零一二年十二月三十一日止年度，本公司一直採納香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四所載企業管治常規守則(經修訂為企業管治守則(「企管守則」)，於二零一二年四月一日生效)之原則，並遵守其守則條文及若干建議最佳常規，惟若干具有合理理由之偏離情況除外，有關詳情載於下文相關段落。

## 董事會

### 董事會之組成

本公司於截至二零一二年十二月三十一日止年度全年維持各方面平衡且高度獨立之董事會。董事會目前由七名董事組成，當中包括三名執行董事、一名非執行董事及三名獨立非執行董事。各董事均具備專業知識及經驗，可收相互制衡之效，以保障本集團及股東整體利益。此外，本公司維持三名獨立非執行董事，人數佔整個董事會最少三分之一。董事之履歷詳情及彼等之關係(如適用)載於本年報第29至33頁。

董事會於整個年度均符合上市規則之規定，委任最少三名獨立非執行董事，當中最少一名為具備合適專業資格或會計或相關財務管理知識之獨立非執行董事。本公司根據適用上市規則評估獨立非執行董事之獨立性。本公司已接獲各獨立非執行董事根據上市規則第3.13條發出之年度獨立確認書。本公司認為，彼等均為獨立人士。

## Board of Directors (continued)

### Chairman and Chief Executive Officer

According to the Code Provision A.2.1, the roles of chairman and chief executive officer (“CEO”) should be separate and performed by different individuals. Under the current organization structure of the Company, the functions of CEO are performed by the Chairman, Mr. OEI Kang, Eric, with support from the Vice Chairman and the other Executive Director. The Board considers that this structure will not impair the balance of power and authority between the Board and the management of the Company, and has been effective in discharging its responsibilities satisfactorily and facilitating the Company’s operation and business development. The Board will review the structure from time to time to ensure it continues to meet the principle and will consider segregation of the roles of chairman and CEO if and when appropriate.

### Responsibilities of Directors

The Board is responsible for the leadership and control of the Group and is collectively responsible for promoting the success of the Group by directing and supervising the Group’s affairs and formulating business strategies with a view to maximising its financial performance and shareholders’ value.

The Board has delegated various responsibilities and powers to the Board committees to assist it in efficiently implementing those functions specified in written terms of reference.

Decisions relating to the long-term objectives and viability of the Company, and any acquisitions or disposal of transactions and investments of any kind with value exceeding the authority of the Executive Committee set out in its terms of reference or the threshold for discloseable transactions for the Company as defined in the Listing Rules from time to time are reserved for the Board; whereas decisions on matters set out in the terms of reference of the Executive Committee and those not specifically reserved for the Board are delegated to the Executive Committee and management, as applicable.

Directors are provided with sufficient resources to seek independent professional advice in performing their duties at the Company’s expense and are encouraged to consult with the Company’s senior management independently. The management provides monthly management accounts of the Group to the Directors to apprise them of the Group’s latest performance and financial position.

Directors are requested to disclose to the Company at the time of his appointment and in a timely manner for any change, the number and nature of offices held in public companies or organizations and other significant commitments. Such changes will be updated and published in the annual and interim reports as appropriate.

## 董事會(續)

### 主席及行政總裁

根據守則條文第A.2.1條，主席及行政總裁(「行政總裁」)應獨立區分，且由不同人士擔任。根據本公司目前之組織架構，行政總裁之職能由主席黃剛先生履行，並由副主席及其他執行董事提供支援。董事會認為，此架構將不會削弱董事會與本公司管理層之權力及職權平衡，且能有效妥善地履行責任，及促進本公司之營運及業務發展。董事會將不時檢討該架構以確保繼續符合原則，並考慮於適當時候分開主席及行政總裁之角色。

### 董事責任

董事會負責本集團之領導及監控工作，透過指導及監督本集團事務及制定業務策略，盡量提高財務表現及股東價值，共同負責推動本集團邁向成功。

董事會向其轄下委員會委以重任及授予權力，以助其有效實施書面職權範圍內訂明之有關職能。

關於本公司長遠目標及經營能力之決策，及任何收購或出售交易，及任何類別投資，而其價值超出執行委員會職權範圍所載權力，或上市規則不時界定本公司須予披露交易上限者，概由董事會處理，而關於執行委員會職權範圍所載事項的決策，及該等毋須特別交由董事會處理之事項，則由執行委員會及管理層(視適用情況而定)處理。

董事獲提供足夠資源，以徵詢獨立專業意見，從而履行彼等之職務，費用由本公司承擔。彼等亦可獨立諮詢本公司高級管理層。管理層會向董事提交本集團每月管理賬目，以便董事評估本集團最近期表現及財務狀況。

董事須於獲委任時向本公司披露彼等於上市公司或機構所擔任職位數目及性質以及其他重要工作，如有任何變動，須即時向本公司披露。有關變動將在適當時間在年報及中期報告內更新並刊載。



## Board of Directors (continued)

### Responsibilities of Directors (continued)

The Company has arranged appropriate liability insurance to indemnify the Group's Directors for their liabilities arising out of corporate activities. The insurance coverage is reviewed on an annual basis.

### Nomination, Appointment and Re-election of Directors

All new appointment of Directors and nomination of Directors proposed for re-election at the annual general meeting are first considered by the Nomination Committee. The Nomination Committee will assess the candidate or incumbent on criteria such as integrity, experience, skill and ability to commit time and effort to carry out the duties and responsibilities. The recommendations of the Nomination Committee will then be put to the Board for decision. Details of the role and function as well as a summary of the work performed by the Nomination Committee are set out under the heading of "Nomination Committee" below.

In accordance with the articles of association of the Company (the "Articles of Association"), the nearest to but not less than one-third of the Directors shall retire from office by rotation but are eligible for re-election by shareholders at the annual general meeting provided that every Director is subject to retirement by rotation at least once every three years. New appointments to the Board are also subject to re-election by shareholders at the next following annual general meeting.

All independent non-executive directors of the Company were appointed with no specific term, but are subject to the aforesaid rotation requirement in the Articles of Association, accomplishing the same purpose as being appointed for a specific term pursuant to Code Provision A.4.1 of the CG Code. The rotating Directors who are subject to retirement and re-election at the 2013 annual general meeting are set out on page 36 of this Annual Report.

### Meetings of the Board and Board Committees

The Directors meet from time to time to discuss and exchange ideas on the affairs of the Company. The Board has set up various Board Committees, among others, the Audit Committee, the Nomination Committee, the Remuneration Committee, the Executive Committee and the Investment Committee for overseeing particular aspects of the Group's affairs. The terms of reference of the Audit Committee, the Nomination Committee and the Remuneration Committee are available on both the websites of the Company and the Stock Exchange.

## 董事會(續)

### 董事責任(續)

本公司已安排適當責任保險，以彌償本集團董事因企業活動產生之責任。本公司每年檢討保險範圍。

### 提名、委任及重選董事

所有新委任之董事及於股東週年大會候任重選之董事提名均先經由提名委員會初步考慮。提名委員會將按誠信、經驗、技能以及就履行職務及職責付出時間及努力的能力等標準評估候選人或在任人。提名委員會之建議將於其後提交董事會以作決定。提名委員會之角色及職能以及所履行工作之概要載於下文「提名委員會」一節。

根據本公司之組織章程細則(「組織章程細則」)，最接近但不少於三分之一之董事須於股東週年大會輪值退任，惟彼等符合資格可於股東週年大會上獲股東重選連任，每名董事須至少每三年輪值退任一次。董事會之新委任董事亦須於下一屆股東週年大會由股東重選連任。

本公司全體獨立非執行董事均無固定任期，惟須遵守上述組織章程細則之輪值退任規定，以達致企管守則項下守則條文第A.4.1條按固定任期委任的相同目的。須於二零一三年股東週年大會輪值退任及重選連任之董事載於本年報第36頁。

### 董事會及董事委員會會議

董事不時舉行會議，以討論本公司事務及交換意見。董事會已成立多個董事委員會，其中包括審核委員會、提名委員會、薪酬委員會、執行委員會及投資委員會，以監察本集團各項事務之特定範疇。審核委員會、提名委員會及薪酬委員會之職權範圍可於本公司及聯交所網站查閱。



## Corporate Governance Report (continued)

### 企業管治報告(續)

#### Board of Directors (continued)

##### Meetings of the Board and Board Committees (continued)

During the year, the following meetings of the Board, the Audit Committee, the Nomination Committee and the Remuneration Committee were held and the attendance of the individual Directors at these meetings is set out in the table below:

#### 董事會(續)

##### 董事會及董事委員會會議(續)

年內，董事會、審核委員會、提名委員會及薪酬委員會曾舉行下列會議，各董事於該等會議之出席情況載於下表：

Name of Directors 董事姓名	Number of meetings attended/held 已出席／舉行會議數目			
	Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會
<b>Executive Directors 執行董事</b>				
Mr. OEI Kang, Eric 黃剛先生	8/8	2/2 (Note 附註)	1/1 (Note 附註)	1/1 (Note 附註)
Mr. CHANG Li Hsien, Leslie 張立憲先生	7/8	2/2 (Note 附註)	1/1 (Note 附註)	1/1 (Note 附註)
Mr. LEUNG Wing Sum, Samuel 梁榮森先生	8/8	2/2 (Note 附註)	1/1 (Note 附註)	1/1 (Note 附註)
Dr. YUNG Pak Keung, Bruce 容伯強博士 (resigned on 18 September 2012) (於二零一二年九月十八日辭任)	5/5	2/2 (Note 附註)	1/1 (Note 附註)	1/1 (Note 附註)
<b>Non-executive Director 非執行董事</b>				
Mr. WANG Sing 王焯先生	3/8	0/4	N/A 不適用	N/A 不適用
Mr. TSANG Chi Kin 曾至鍵先生 (alternate director to Mr. WANG Sing) (王焯先生之替代董事)	8/8	2/4	N/A 不適用	N/A 不適用
<b>Independent Non-executive Directors 獨立非執行董事</b>				
Mr. ZHANG Songyi 張頌義先生	5/8	4/4	1/1	1/1
Mr. TANG Siu Kui, Ernest 鄧兆駒先生	8/8	4/4	1/1	1/1
Mr. YU Hon To, David 俞漢度先生	8/8	4/4	1/1	1/1

Note: The Executive Directors attended the relevant meetings as invitees.

附註：執行董事以受邀請人身份出席有關會議。

Notices of not less than fourteen days are given for all regular board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for a regular meeting. For other Board and committee meetings, reasonable notice is generally given. The agenda and accompanying board papers are dispatched to the Directors or committee members at least three days before the meetings to ensure that they have sufficient time to review the papers and be adequately prepared for the meetings. When Directors or committee members are unable to attend a meeting, they are advised of the matters to be discussed and given an opportunity to make their views known to the Chairman and CEO prior to the meeting.

本公司就所有定期舉行之董事會會議發出不少於十四日的通知，以向全體董事提供機會騰空出席及提出商討事項列入定期會議議程。就其他董事會及委員會會議而言，一般將會作出合理通知。本公司於舉行會議前最少三日向董事或委員會成員送交議程及隨附董事會或委員會會議文件，以確保彼等具備充足時間檢閱該等文件，並就會議作充分準備。倘董事或委員會成員未能出席會議，彼等將於會議舉行前得悉將予討論之事項，以使彼等獲得機會向主席兼行政總裁發表意見。

## Board of Directors (continued)

### Meetings of the Board and Board Committees (continued)

Minutes of the board meetings and committee meetings are recorded in sufficient detail on the matters considered by the Board and the committees and the decisions reached, including any concerns raised by the Directors. Draft minutes of each board meeting and committee meeting are sent to the Directors for comments within a reasonable time after the date of the meeting. All Directors have access to the Company Secretary, who is responsible for ensuring that the board procedures are complied with and advising the Board on compliance matters.

The Chairman and CEO acknowledged the significance of promoting a culture of openness and debate among the Board members. To facilitate the effective contribution of Non-executive Directors, the Chairman and CEO held a meeting with Independent Non-executive Directors and Non-executive Directors without the other Executive Directors present in June 2012.

## Remuneration Committee

The Company has established a Remuneration Committee with written terms of reference. The Remuneration Committee, chaired by an Independent Non-executive Director, comprises three members namely Mr. ZHANG Songyi, Mr. TANG Siu Kui, Ernest and Mr. YU Hon To, David, all of whom are Independent Non-executive Directors.

The Remuneration Committee is responsible for making recommendations to the Board on the Company's remuneration policy and structure for Directors and senior management, and reviewing their remuneration packages. In arriving at its recommendations, the Remuneration Committee will consult with the Chairman and CEO whenever it thinks fit and take into consideration factors such as the remuneration paid by comparable companies, skill, knowledge, time commitment and responsibilities of Directors. On 9 March 2012, the Board adopted a set of the revised terms of reference of the Remuneration Committee with the operation model that the Remuneration Committee has the responsibility, powers and discretion to determine, with delegated responsibility, the remuneration packages of individual Executive Directors and senior management.

During the year under review, the Remuneration Committee held one meeting to review the Executive Directors' remuneration for the year ended 31 December 2011 and also the remuneration policy and structure for the Directors, including those retired and re-elected at the 2012 annual general meeting of the Company. No Director was involved in deciding his own remuneration. The attendance records of each member at the meetings of the Remuneration Committee are set out on page 16. Details of the Directors' remuneration and the remuneration of the senior management by band for the year are set out in note 10 to the consolidated financial statements.

## 董事會(續)

### 董事會及董事委員會會議(續)

董事會及委員會會議之會議記錄均充分載列董事會及委員會所考慮事項之詳情及所達成之決策，包括董事提出之任何疑慮。各董事會及委員會會議之會議記錄草擬本於會議舉行日期後一段合理時間內送交董事，以供董事表達意見。全體董事均可與公司秘書聯絡，公司秘書須負責確保已遵守董事會程序，並就合規事宜向董事會提供意見。

主席兼行政總裁深明在董事會成員之間提倡開明討論文化的重要性。為促使非執行董事有效付出貢獻，主席兼行政總裁曾於二零一二年六月與獨立非執行董事及非執行董事在其他執行董事缺席的情況進行會面。

## 薪酬委員會

本公司已成立薪酬委員會，並制訂其書面職權範圍。薪酬委員會由一名獨立非執行董事擔任主席，包括三名成員張頌義先生、鄧兆駒先生及俞漢度先生，彼等均為獨立非執行董事。

薪酬委員會負責就本公司董事及高級管理層之薪酬政策及結構，向董事會作出推薦建議，以及檢討彼等之薪酬待遇。於達致其建議時，薪酬委員會於其認為合適時諮詢主席兼行政總裁，並考慮可比較公司所支付薪酬、董事之技術、知識、所付出時間及職責等因素。於二零一二年三月九日，董事會採納一套經修訂之薪酬委員會職權範圍，當中涵蓋運作模式，即薪酬委員會具有責任、權力及酌情權，並獲委以責任，釐定個別執行董事及高級管理層之薪酬待遇。

於回顧年內，薪酬委員會曾舉行一次會議，以檢討截至二零一一年十二月三十一日止年度執行董事之酬金，及董事之薪酬政策與結構，當中包括於本公司二零一二年股東週年大會退任及重選連任之董事。董事概無參與釐定本身之薪酬。各薪酬委員會成員於委員會會議之出席記錄載於第16頁。年內董事薪酬及高級管理層按薪酬等級的酬金詳情載於綜合財務報表附註10。

## Nomination Committee

The Company has established a Nomination Committee with written terms of reference. The Nomination Committee, chaired by an Independent Non-executive Director, comprises three members namely Mr. ZHANG Songyi, Mr. TANG Siu Kui, Ernest and Mr. YU Hon To, David, all of whom are Independent Non-executive Directors. The Nomination Committee held one meeting during the year, and the attendance details of each member are set out on page 16.

The Nomination Committee is responsible for reviewing the structure, size and composition of the Board at least annually, identifying suitable candidates for directorship, assessing the independence of Independent Non-executive Directors, and making recommendations to the Board on any proposed changes to the Board to complement the Company's corporate strategy.

During the year, the work performed by the Nomination Committee includes the following:

- reviewing the structure, size and composition of the Board;
- reviewing the structure of board committees;
- assessing the independence of Independent Non-executive Directors and sufficient number of independent directors to maintain a balanced board;
- making recommendation to the Board relating to the re-appointment of the retiring Directors; and
- making recommendations to the Board on directors' continuous professional development.

The Company had provided the Nomination Committee sufficient resources to perform its duties. Where necessary, the Nomination Committee could seek independent professional advice, at the Company's expense, to perform its responsibilities.

## Audit Committee

The Company has established an Audit Committee with written terms of reference which have been updated from time to time to align with the code provisions set out in the CG Code. The Audit Committee, chaired by an Independent Non-executive Director, comprises four members namely Mr. ZHANG Songyi, Mr. TANG Siu Kui, Ernest, Mr. YU Hon To, David, who are Independent Non-executive Directors and Mr. WANG Sing, who is a Non-executive Director.

The principal responsibilities of the Audit Committee are to, inter alia, review and supervise the Group's financial reporting process, internal control and risk management procedures, as well as oversee the adequacy of the accounting and financial reporting resources. While recognised corporate governance is the collective responsibility of all Directors, the Board has delegated the corporate governance functions to the members of Audit Committee who are in an objective and independent position to oversee the corporate governance compliance.

## 提名委員會

本公司已成立提名委員會，並制訂其書面職權範圍。提名委員會由一名獨立非執行董事擔任主席，包括三名成員張頌義先生、鄧兆駒先生及俞漢度先生，彼等均為獨立非執行董事。提名委員會於年內曾舉行一次會議，各成員之出席詳情載於第16頁。

提名委員會負責最少每年檢討董事會結構、人數及組成；物色適合擔任董事之候選人；評估獨立非執行董事之獨立性；以及就任何為配合本公司之公司策略而擬對董事會作出的變動提出建議。

年內，提名委員會進行之工作包括以下各項：

- 檢討董事會結構、人數及組成；
- 檢討董事委員會結構；
- 評估獨立非執行董事之獨立性及獨立董事人數是否足夠，以維持各方面平衡的董事會；
- 就續聘退任董事向董事會提出建議；及
- 就董事之持續專業發展向董事會提出建議。

本公司已向提名委員會提供充足資源，以履行其職務。提名委員會可在需要時諮詢獨立專業意見，以履行職責，費用由本公司承擔。

## 審核委員會

本公司已成立審核委員會，並制訂其書面職權範圍。職權範圍不時更新，貫徹企管守則所載守則條文。審核委員會由一名獨立非執行董事擔任主席，包括四名成員，分別為獨立非執行董事張頌義先生、鄧兆駒先生及俞漢度先生以及非執行董事王斌先生。

審核委員會之主要職責為(其中包括)檢討及監察本集團財務匯報程序、內部監控及風險管理程序以及監察會計及財務匯報資源是否足夠。雖然達致認可企業管治水平為全體董事之共同責任，董事會已將企業管治職能委任予審核委員會成員，彼等能以客觀獨立身分，監察有否遵循企業管治守則。

### Audit Committee (continued)

During the year under review, the Audit Committee held two meetings together with senior management and external auditor and two private meetings with the external auditor without the management's presence. The attendance details of each member are set out on page 16. The major work performed by the Audit Committee during the year included reviewing interim and annual financial statements, continuing connected transactions, internal audit reports on the internal controls and risk management matters, the Company's policies and practices on corporate governance as well as reviewing and recommending re-appointment of external auditor.

The Company has adopted a whistleblowing policy for employees to raise concerns, in confidence, with the designated executive who is accountable to the Audit Committee about possible improprieties in financial reporting, unlawful activities, or activities violating the Group's Code of Conduct and Business Ethics or otherwise amounting to serious improper conduct and to ensure protection from possible retaliation against any of our employees who has reported concerns in good faith.

### Executive Committee

The Company has established an Executive Committee with the key initiatives to manage the Group's business activities, and oversee the operating performance and financial position of the Group and all strategic business units. The Committee comprises all Executive Directors and a senior executive of the Group. Mr. OEI Kang, Eric is the Chairman of the Executive Committee.

During the year under review, the Executive Committee met regularly to review the performance of various business units of the Group, co-ordinate overall resources, made financial and operation decisions delegated by the Board, review and develop investment strategy and policies of the Company and make relevant recommendations to the Board.

### Investment Committee

The Company has established an Investment Committee with written terms of reference. The Investment Committee, chaired by Mr. OEI Kang, Eric, comprises four members namely Mr. OEI Kang, Eric, Mr. CHANG Li Hsien, Leslie, Mr. LEUNG Wing Sum, Samuel, who are Executive Directors, and Mr. WANG Sing, who is a Non-executive Director.

The principal responsibilities of the Investment Committee are to, inter alia, review and approve the Group's material capital expenditures, monitor the execution of the investment on an ongoing basis, review and approve periodically policies and guidelines governing the Group's investment portfolio, and monitor compliance with those policies.

### 審核委員會(續)

於回顧年內，審核委員會與高級管理層及外聘核數師曾舉行兩次會議，更在管理層避席情況下，與外聘核數師舉行兩次私人會議。各成員之出席詳情載於第16頁。審核委員會年內進行之主要工作包括審閱中期及年度財務報表、持續關連交易、內部監控之內部審核報告、風險管理事宜、本公司之企業管治政策與常規，並檢討外聘核數師之續聘及就此作出建議。

本公司已採納舉報政策，以供僱員保密地向對審核委員會負責之指定主管舉報財務匯報中可能存在的不當財務報告事宜、非法活動、或違反本集團商業道德與行為守則或其他嚴重不當行為的活動，同時確保善意進行舉報的員工免受可能的報復。

### 執行委員會

本公司已成立執行委員會，主要目的為管理本集團之業務活動、監管本集團營運表現及財務狀況以及所有策略業務單位。委員會由本集團全體執行董事及一名高級行政人員組成。執行委員會主席為黃剛先生。

於回顧年度，執行委員會定期會面，以檢討本集團多個業務單位之表現，並統籌整體資源，及按董事會授權作出財務及營運決策、覆審並制定本公司之投資策略及政策並向董事會提出相關建議。

### 投資委員會

本公司已成立投資委員會，並制訂其書面職權範圍。投資委員會由黃剛先生擔任主席，包括四名成員，分別為執行董事黃剛先生、張立憲先生及梁榮森先生以及非執行董事王斌先生。

投資委員會之主要職責為(其中包括)審閱及批准本集團重大資本開支、持續監察投資之執行情況、定期檢討及批准規管本集團投資組合之政策及指引，以及監察有否遵守該等政策。

## Delegation by the Board

The management, consisting of the Executive Directors of the Company and a senior executive, is delegated with responsibilities for implementing the strategy and direction as adopted by the Board from time to time, and conducting the day-to-day operations of the Group. Executive Directors and the senior executive meet regularly to review the performance of the businesses of various business units of the Group as a whole, co-ordinate overall resources and make financial and operation decisions. The Board also gives clear directions as to their powers of management including circumstances where management should report back, and will review the delegation arrangements on a periodic basis to ensure that they remain appropriate to the needs of the Group.

## Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules (the "Model Code") as its own code of conduct regarding Directors' securities transactions. Having made specific enquiries, the Company has obtained confirmation from all Directors that they have complied with the required standards set out in the Model Code during the year ended 31 December 2012.

The Company has also adopted a code for dealing in the Company's securities by relevant employees, who are likely to be in possession of unpublished price-sensitive information in relation to the securities of the Group, on no less exacting terms than the Model Code.

## Directors' Responsibility for the Financial Statements

The Directors acknowledge their responsibility for preparing the financial statements for the year ended 31 December 2012 which give a true and fair view of the affairs of the Company and the Group and of the Group's results and cash flows. In preparing the financial statements, the Directors have adopted generally accepted accounting standards in Hong Kong and suitable accounting policies and applied them consistently, made judgements and estimates that are prudent, fair and reasonable and prepared the financial statements on a going concern basis.

The statement of the Company's auditor about their reporting responsibilities on the financial statements of the Company is set out in the Independent Auditor's Report on pages 59 to 60.

## Auditors' Remuneration

For the year ended 31 December 2012, the fees in respect of audit and non-audit services provided to the Group by the auditor amounted to approximately HK\$2,020,000 and HK\$820,000 respectively. The non-audit services mainly consist of interim results review services, corporate exercise professional fee and tax advisory services.

## 董事會之授權

管理層(包括本公司執行董事及一名高級行政人員)獲授權負責執行董事會不時採納之策略及方針,及履行本集團日常業務。執行董事與該名高級行政人員定期會面,整體審閱本集團各業務單位之業務表現、協調整體資源安排以及作出財務及營運決定。董事會亦就管理權力提供清晰指引,包括管理層須作出匯報之情況,並定期檢討授權安排,以確保該等安排符合本集團需求。

## 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上市發行人董事進行證券交易的標準守則(「標準守則」),作為其本身有關董事進行證券交易之操守守則。經作出具體查詢後,本公司已獲全體董事確認,彼等於截至二零一二年十二月三十一日止年度一直遵守標準守則載列之規定標準。

本公司亦已採納相關僱員買賣本公司證券之守則,該等僱員可能擁有有關本集團證券之未公佈股價敏感資料。有關守則條款不會較標準守則寬鬆。

## 董事就財務報表須承擔之責任

董事知悉彼等須負責編製截至二零一二年十二月三十一日止年度財務報表,以真實及公平地反映本公司及本集團之業務狀況以及本集團之業績及現金流量。編製財務報表時,董事已採納並持續應用香港公認會計準則及適當之會計政策,作出審慎、公平及合理之判斷及評估,並按持續經營基準編製財務報表。

本公司核數師就彼等對本公司財務報表之申報責任聲明載於第59頁至第60頁之獨立核數師報告。

## 核數師酬金

截至二零一二年十二月三十一日止年度,有關核數師向本集團提供審核及非審核服務之費用分別約為2,020,000港元及820,000港元。非審核服務主要涉及中期業績審閱服務、企業活動之專業費用及稅務顧問服務。

## Corporate Governance Report (continued)

### 企業管治報告(續)

#### Directors' Training

During the period between 1 April 2012 and 31 December 2012, all Directors have participated in continuous professional development to develop and refresh their knowledge and skills. The training programmes included seminars and courses, reviewed the updated laws, rules and regulations and materials on topics relevant to the director's duties and responsibilities. Directors are requested to provide the Company with their respective training record. The training received by each Director is set out below:

#### 董事培訓

於二零一二年四月一日至二零一二年十二月三十一日期間，全體董事已參與持續專業發展，以發展並更新知識及技能。培訓計劃包括舉行研討會及課程，檢閱最新法例、規則及規例以及題材關於董事職務及職責之資料。董事須向本公司提供各自培訓記錄。各董事曾接受之培訓載列如下：

Name of Directors 董事姓名	Training 培訓	
	Read materials 閱讀有關資料	Attend Seminars 出席研討會
<b>Executive Directors 執行董事</b>		
Mr. OEI Kang, Eric 黃剛先生	✓	
Mr. CHANG Li Hsien, Leslie 張立憲先生	✓	✓
Mr. LEUNG Wing Sum, Samuel 梁榮森先生	✓	✓
Dr. YUNG Pak Keung, Bruce 容伯強博士 (resigned on 18 September 2012) (於二零一二年九月十八日辭任)	-	-
<b>Non-executive Director 非執行董事</b>		
Mr. WANG Sing 王斌先生	✓	
Mr. TSANG Chi Kin 曾至鍵先生 (alternate director to Mr. WANG Sing) (王斌先生之替代董事)	✓	✓
<b>Independent Non-executive Directors 獨立非執行董事</b>		
Mr. ZHANG Songyi 張頌義先生	✓	✓
Mr. TANG Siu Kui, Ernest 鄧兆駒先生	✓	✓
Mr. YU Hon To, David 俞漢度先生	✓	✓

The Company continuously updates Directors on the latest developments in the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities. In addition, the Directors are regularly encouraged to enroll in a wide range of professional development courses and seminars regarding the Listing Rules and other regulatory requirement to enhance their awareness of good corporate governance practices.

本公司持續向董事提供最新資料，以便彼等瞭解法律及監管制度以及營商環境之最新發展，藉此履行職責。此外，本公司鼓勵董事定期參加關於上市規則及其他監管規定之各種專業發展課程及研討會，以提高彼等對良好企業管治常規之認知。

## Internal Controls

The Board is responsible for the Group's internal control system and reviewing its effectiveness, while management is charged with the responsibility to design and implement the internal control system to manage risks and compliance. The Group has in place a framework of internal controls that is consistent with the COSO (the Committee of Sponsoring Organisations of the Treadway Commission) framework which has the following five components:



## 內部監控

董事會負責監察本集團之內部監控系統，並檢討其成效，而管理層則負責設計及執行內部監控工作以管理風險及規管事宜。本集團已設立與 COSO (the Committee of Sponsoring Organisations of the Treadway Commission) 架構一致之內部監控架構，其具有下列五個部份：



## Internal Controls (continued)

### Control Environment

The actions of management and its demonstrated commitment to maintaining a high standard of corporate governance practices within the Group are transparent to all. The Group strives to conduct all business affairs based on good business ethics and accountability. We have in place a formal Code of Conduct & Business Ethics that is communicated to all staff members. We aim to build risk awareness and control responsibility into our culture and regard them as the foundation of our internal control system.

The internal control system is designed to manage the risk of failure to achieve business objectives and can provide reasonable, but not absolute, assurance against material misstatement or loss. We maintain an effective internal audit function, the Internal Control and Risk Management (“ICRM”) Department, whose main features include:

- (i) independence from operational management;
- (ii) fully empowered auditors with access to all data and every operation of the Group;
- (iii) adequate resources and well qualified and capable staff; and
- (iv) risk-based auditing, concentrating on areas with significant risks or where significant changes have been made.

### Risk Management

Management has an ongoing process to identify and evaluate the significant risks facing the Group and prioritise resources to manage those that arise. Mitigation strategies and plans with respect to each key risk identified are developed and implemented with regular review and update, which include establishing or enhancing internal controls.

Heads of the departments, projects and business units regularly review and analyse the key risks associated with achieving the objectives of their particular departments, activities and businesses to provide reasonable assurance that internal controls are both embedded and effective within their areas of accountability.

## 內部監控(續)

### 監控環境

管理層之行為及其致力確保本集團維持高水平企業管治之決心是有跡可尋，透明度極高的。本集團致力按良好商業道德操守及問責制進行所有業務事宜，並已訂立正式的商業道德與行為守則，且已知會全體員工。本集團旨在於企業文化內建立風險意識及監控責任，並視之為其內部監控系統之基礎。

內部監控系統是為了管理無法達致業務目標之風險而設，其對於監控重大錯誤陳述或損失，只能提供合理而非絕對之保證。本集團維持有效內部審核職能(即內部監控及風險管理部(「內部監控部」))，其主要特色包括：

- (i) 獨立於營運管理；
- (ii) 全面賦予核數師權利，可查閱本集團所有數據及營運資料；
- (iii) 具備充足資源，以及資歷深厚且能幹之員工；及
- (iv) 推行以風險為本的審計工作，集中處理具重大風險或曾作出重大變動之範疇。

### 風險管理

管理層持續識別及評估本集團所面對之主要風險，及優化資源配置以管理已產生之主要風險。本集團已就各項已識別之主要風險，制定並執行緩和策略及計劃，並定期檢討及更新，當中包括建立或加強內部監控措施。

各部門、項目及業務單位之主管均定期檢討及分析與達致其部門、活動及業務目標相關之主要風險，並合理地確保各內部監控措施在其職責範疇內持續有效地運作。

## Internal Controls (continued)

### Control Processes

The Board maintains a sound and effective internal control system through the following:

- |  |   |
|--|---|
| <p>(i) The Board reviews the Group's strategic plans and objectives on an annual basis.</p> <p>(ii) An organisation structure with defined lines of responsibility and delegation of authority is devised.</p> <p>(iii) Systems and procedures are in place to identify and evaluate risks on an ongoing basis. Senior management reviews the risk assessment process and monitors the effectiveness of the Group's risk management systems.</p> <p>(iv) Appropriate policies and key control activities are maintained with regular review on their effectiveness.</p> <p>(v) Financial performance is analysed against budget with variances being accounted for and appropriate actions are taken to rectify deficiencies.</p> <p>(vi) Senior executives ensure compliance with relevant laws, regulations, standards and ordinances, including Hong Kong Financial Reporting Standards, the Listing Rules and the Companies Ordinance, under their responsibility.</p> <p>(vii) The ICRM Department reports directly to the Audit Committee and the CEO, and carries out independent reviews on the effectiveness of the Group's internal control system in accordance with its annual audit plan approved by the Audit Committee. Key audit findings and implementation progress of internal control recommendations are regularly reported to the Board through the Audit Committee. Head of the ICRM Department also serves as the contact person under the Whistleblowing Guideline adopted in 2012.</p> | <p>(i) 董事會每年檢討本集團的策略計劃及目標。</p> <p>(ii) 制定具清晰職責及授權範圍之組織架構。</p> <p>(iii) 建立制度及程序，持續識別及評估風險。高級管理人員負責檢討風險評估程序及監察本集團風險管理系統之效能。</p> <p>(iv) 持續執行合適的政策及主要監控活動，並定期檢討其成效。</p> <p>(v) 將財務表現與預算作比較分析，考慮當中差異，並採取適當行動以補救不足之處。</p> <p>(vi) 高級行政人員負責確保其職責範圍內的相關法律、法規、準則及條例均獲遵守，包括香港財務報告準則、上市規則及公司條例。</p> <p>(vii) 內部監控部直接向審核委員會及行政總裁匯報。其根據已獲審核委員會審批之年度審核計劃，對本集團內部監控系統之效能進行獨立審核，並透過審核委員會定期向董事會匯報重要審核結果及內部監控建議之執行情況。根據二零一二年採納之舉報指引，內部監控部之主管亦擔任舉報聯絡人。</p> |
|--|---|

### Review of Internal Control Effectiveness

The Executive Directors of the Company conduct reviews of the effectiveness of the Group's internal control and risk management systems, and submit to the Audit Committee a certification of compliance for effectiveness and efficiency of operations, reliability of financial reporting, and compliance with applicable laws and regulations bi-annually. The scope of this review covers 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(續)

### 監控程序

董事會透過下列程序，維持行之有效的內部監控制度：



### 檢討內部監控效能

本公司之執行董事每年兩度就本集團內部監控及風險管理系統之效能進行檢討，評估有關營運效益及效率、財務匯報的可靠性及適用的法律及法規之遵從情況，並就此向審核委員會呈交合規證明書。是項檢討之範圍涵蓋本集團在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及培訓課程及預算是否充足。

## Internal Controls (continued)

### Review of Internal Control Effectiveness (continued)

The Audit Committee regularly reviews the audit findings and implementation progress of internal control recommendations, and opinion of the ICRM Department on the control systems' performance of the Group. External auditors also report on any control issues identified in the course of their audit work.

Taking the above into consideration, the Audit Committee reviews the effectiveness of the Group's internal control system at least once each year and reports to the Board on such reviews.

The Board has, through the Audit Committee, reviewed and considered the Group's internal control system effective and adequate for the year ended 31 December 2012. No significant areas of concern that might affect the operational, financial, and compliance controls and risk management function of the Group were identified.

### Price-sensitive Information

With respect to procedures and internal controls for the handling and dissemination of price-sensitive information, the Company:

- (i) is aware of the requirements under the applicable Listing Rules and statutory regulations with regard to the timely and proper disclosure of price-sensitive information, announcements and financial disclosures and authorises their publication as and when required.
- (ii) has in place a Code for Securities Dealing for governing the securities transactions of those employees who, because of their positions, are likely to have access to confidential or inside information.
- (iii) identifies and authorises members of the Group's senior management to act as the Company's spokespersons and respond to external enquiries.

## Company Secretary

The Company Secretary reports to the Chairman and CEO on Board or committee matters and to the Head of Legal on administrative matters. She is an employee of HKC Group who serves both the Company and its holding company, HKC. All Directors have direct access to the advice and services of the Company Secretary for the ongoing discharge of their duties and responsibilities. For the financial year ended 31 December 2012, the Company Secretary took more than 15 hours of relevant professional training organised by the Stock Exchange and various professional bodies.

## Constitutional Documents of the Company

The Company has published its updated and consolidated version of Memorandum and Articles of Association at the websites of the Stock Exchange and the Company. During the year, there was no alteration on the constitutional documents of the Company.

## 內部監控(續)

### 檢討內部監控效能(續)

審核委員會定期檢閱內部監控部的審核結果及內部監控建議之執行情況，以及其對本集團監控系統表現之意見。外聘核數師亦會匯報其工作中識別之任何監控問題。

審核委員會在計及上述因素後，至少每年檢討本集團內部監控系統效能一次，並就有關檢討結果向董事會匯報。

董事會已透過審核委員會檢討本集團之內部監控系統，並認為就截至二零一二年十二月三十一日止年度而言，本集團之內部監控系統屬有效及足夠。概無發現任何可能影響本集團營運、財務及守規監控以及風險管理職能之相關重大事項。

### 股價敏感資料

就處理及發放股價敏感資料之程序及內部監控方面，本公司：

- (i) 知悉有關適時妥善披露股價敏感資料、公告及財務披露資料的規定的相關上市規則及監管規定，並在需要時授權刊發。
- (ii) 已訂立買賣證券守則，旨在規管因工作關係而可能取得機密或內幕資料之員工的證券交易。
- (iii) 已選定本集團高級管理層成員，並授權彼等擔任本公司發言人，以回應外界提問。

## 公司秘書

公司秘書向主席兼行政總裁匯報關於董事會或委員會之事宜，並就行政事項向法律部主管匯報。公司秘書受聘於香港建設集團，同時為本公司及其控股公司香港建設服務。全體董事可直接聯絡公司秘書徵求意見及服務，以便持續履行彼等之職務及職責。於截至二零一二年十二月三十一日止財政年度，公司秘書參加了超過15小時由聯交所及多個專業機構舉辦之相關專業培訓。

## 本公司組織章程文件

本公司已於聯交所及本公司網站刊載組織章程大綱及章程細則之最新綜合版本。年內，並無對本公司之組織章程文件作出任何修改。

## General Meetings

The last annual general meeting of the Company was held on 1 June 2012 (the "2012 AGM"). The Chairman and CEO chaired the 2012 AGM. The external auditor attended the 2012 AGM to answer questions about the conduct of the audit, the preparation and content of the auditors' report, the accounting policies and auditor independence. For the extraordinary general meeting at which connected transactions were considered, an Independent Non-executive Director was invited to chair the general meetings and develop a balanced understanding of the views of shareholders. In addition, independent financial advisers were also available to answer questions from the shareholders of the Company.

The attendance record of the individual Directors at the 2012 AGM and extraordinary general meetings is set out in the table below:

## 股東大會

本公司上一屆股東週年大會於二零一二年六月一日舉行(「二零一二年股東週年大會」)。主席兼行政總裁擔任二零一二年股東週年大會主席。外聘核數師亦出席二零一二年股東週年大會，以解答有關核數、核數師報告之編製及內容、會計政策及核數師獨立性之提問。就於會上考慮關連交易之股東特別大會而言，一名獨立非執行董事獲邀擔任該股東大會主席，以平衡各股東意見。此外，獨立財務顧問亦有出席大會，以回應本公司股東之提問。

各董事於二零一二年股東週年大會及股東特別大會之出席記錄載列如下：

Name of Directors 董事姓名	Number of meetings attended/held 已出席／舉行會議數目	
	2012 AGM 二零一二年 股東週年大會	EGM 股東特別大會
<b>Executive Directors 執行董事</b>		
Mr. OEI Kang, Eric 黃剛先生	1/1	1/2
Mr. CHANG Li Hsien, Leslie 張立憲先生	1/1	2/2
Mr. LEUNG Wing Sum, Samuel 梁榮森先生	1/1	2/2
Dr. YUNG Pak Keung, Bruce 容伯強博士 (resigned on 18 September 2012) (於二零一二年九月十八日辭任)	1/1	1/1
<b>Non-executive Director 非執行董事</b>		
Mr. WANG Sing 王焜先生	0/1	0/2
Mr. TSANG Chi Kin 曾至鍵先生 (alternate director to Mr. WANG Sing) (王焜先生之替代董事)	1/1	1/2
<b>Independent Non-executive Directors 獨立非執行董事</b>		
Mr. ZHANG Songyi 張頌義先生	0/1	0/2
Mr. TANG Siu Kui, Ernest 鄧兆駒先生	1/1	2/2
Mr. YU Hon To, David 俞漢度先生	1/1	2/2

Note: Independent Non-executive Directors and Non-executive Director are required to attend general meetings pursuant to code provision A.6.7 of the CG Code effective from 1 April 2012. All Independent Non-executive Directors and Non-executive Director were encouraged to attend the general meetings to inter-face with shareholders of the Company but some of them were not in a position to attend the general meetings due to overseas commitment and pre-arranged business engagements.

附註：獨立非執行董事及非執行董事須根據自二零一二年四月一日起生效之企管守則項下守則條文第A.6.7條出席股東大會。所有獨立非執行董事及非執行董事均獲邀出席股東大會，以與本公司股東會面，惟部分人士因需處理海外事務及已預先安排之業務而未克出席。

## Shareholders' Rights

### i. Procedures for shareholders to convene an extraordinary general meeting and put forward proposals at general meetings

Shareholders can put forward their proposals at an extraordinary general meeting. Procedures for the shareholders of the Company to convene an extraordinary general meeting is provided for under Article 58 of the Articles of Association.

Under Article 58 of the Articles of Association, any member(s) holding not less than one-tenth of the paid up capital of the Company shall have the right, by written requisition to the Board or the Company Secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition ("Requisitionists").

The written request must state the resolution, preferably accompanied by a statement of not more than one thousand words with respect to the matter referred to in the proposed resolution for the Company's reference and consideration, signed by the all Requisitionists concerned.

The written request must be deposited at the head office of the Company at 9/F., Tower 1, South Seas Centre, 75 Mody Road, Tsimshatsui East, Kowloon, Hong Kong, for the attention of the Company Secretary.

The request will be verified with the Company's branch share registrar and transfer agent in Hong Kong (the "Branch Share Registrars"). Upon the Branch Share Registrars' confirmation that the request is proper and in order, the Company will convene an extraordinary general meeting within two months after the deposit of such requisition, and will serve sufficient notice in accordance with the statutory and regulatory requirements to all members of the Company.

### ii. Procedures for election of directors of the Company

The procedures for the shareholders of the Company to propose a person for election as a director of the Company are available and accessible on the Company's website at [www.cre987.com](http://www.cre987.com).

## 股東權利

### i. 股東召開股東特別大會並於股東大會提呈建議之程序

股東可於股東特別大會提呈彼等之建議。組織章程細則第58條列明關於本公司股東召開股東特別大會之程序。

根據組織章程細則第58條，任何持有本公司實繳股本不少於十分之一之股東，有權透過向董事會或公司秘書提出書面請求，以要求董事會召開股東特別大會，藉此處理該請求列明之事項(「呈請人」)。

由所有相關呈請人簽署之書面呈請必須列明決議案，最好附有不多於一千字有關提呈之決議案所述事宜之陳述書，以供本公司參考及考慮。

書面呈請必須提交本公司之總辦事處，地址為香港九龍尖沙咀東麼地道75號南洋中心一期九樓(應註明收件人為公司秘書)。

本公司之香港股份過戶登記分處(「股份過戶分處」)將會查核呈請。於股份過戶分處確認呈請為妥當及符合程序後，本公司將於收到呈請後兩個月內召開股東特別大會，並根據法定及監管規定向本公司全體股東發出充足通知。

### ii. 推選本公司董事之程序

本公司股東建議推選任何人士出任本公司董事之程序可於本公司網站 [www.cre987.com](http://www.cre987.com) 查閱。

## Communication with Shareholders

The Board believes regular and timely communication with shareholders forms part of the Group's effort to help our shareholders understand our business better. Copies of the annual reports and interim reports of the Company are distributed to its shareholders in accordance with statutory and regulatory requirements and also to interested parties recorded in the Company's mailing lists. The publications of the Company, including financial reports, circulars and announcements, are also available on the Company's website at [www.cre987.com](http://www.cre987.com).

The Company acknowledges that general meetings are good communication channel with the shareholders. At the general meeting, each substantially separate issue is considered by a separate resolution, including election of individual directors, and the poll procedures are clearly explained. The Chairman and CEO, other members of the Board, the Chairmen of the relevant Board Committees and the external auditor of the Company attended the annual general meeting to inter-face with, and answer questions from the shareholders of the Company.

Shareholders can send their enquiry to the Board by the following ways:

Post: 9/F., Tower 1, South Seas Centre, 75 Mody Road,  
Tsimshatsui East, Kowloon, Hong Kong

E-mail: [info@cre987.com](mailto:info@cre987.com)

Fax: (852) 2722 1323

## 與股東之溝通

董事會相信，定期及適時與股東溝通為本集團致力協助股東更深入瞭解本集團業務之重要一環。本公司根據法例及監管規定，向股東及名列本公司郵寄名單中之有關人士寄發本公司年報及中期報告。本公司之刊物(包括財務報告、通函及公佈)，亦於本公司網站[www.cre987.com](http://www.cre987.com)可供查閱。

本公司明白股東大會為與股東溝通之良好渠道。於股東大會上，各重大個別事項均以獨立決議案方式考慮，包括推選個別董事，本公司亦會清楚解釋按股數投票表決之程序。主席兼行政總裁、董事會其他成員、相關董事委員會主席以及本公司外聘核數師均出席股東週年大會，與本公司股東會面並回答股東提問。

股東可透過以下途徑向董事會提出諮詢：

郵寄：香港九龍尖沙咀東麼地道75號南洋中心  
一期九樓

電郵：[info@cre987.com](mailto:info@cre987.com)

傳真：(852) 2722 1323

# Directors and Senior Management

## 董事及高級管理層

### Directors

#### Mr. OEI Kang, Eric

(Executive Director, Chairman & Chief Executive Officer)

Mr. OEI Kang, Eric, aged 42, has been appointed as Executive Director, Chairman and Chief Executive Officer of the Company since 10 April 2008. He also holds several directorships in other members of the Group and the chairman of the Investment Committee and Executive Committee of the Company. Mr. OEI was educated in the USA and obtained a Bachelor's Degree in Economics (with a minor in Electrical Engineering), and a Master's Degree in Business Administration. Earlier in his career, he worked with Peregrine Securities Ltd. and PCCW Limited in Hong Kong, the LG Group in Seoul and McKinsey & Co. in Los Angeles, USA. Mr. OEI is currently an Executive Director of HKC (Holdings) Limited ("HKC", and with its subsidiaries, collectively, the "HKC Group"), the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and the controlling shareholder of the Company. He is also a director of certain subsidiaries of HKC. Mr. OEI is also a director and a shareholder of Claudio Holdings Limited, the controlling shareholder of HKC.

#### Mr. CHANG Li Hsien, Leslie

(Executive Director & Vice Chairman)

Mr. CHANG Li Hsien, Leslie, aged 58, is an Executive Director and the Vice Chairman of the Company since 1 September 2010. Since 1 September 2010, Mr. CHANG has been appointed as an Executive Director and the Chief Executive Officer of HKC. He also serves as a director of certain members of the Group, vice-chairman of the Investment Committee and a member of the Executive Committee of the Company.

Mr. CHANG was graduated from George Mason University in U.S.A., he is a certified public accountant in the State of New York, a member of The American Institute of Certified Public Accountants and The Hong Kong Institute of Certified Public Accountants.

Mr. CHANG started his career at US Office of KPMG (formerly known as KPMG Peat Marwick) (the "Firm") and became a partner specializing in the financial services industry. He was also the Firm's director of Chinese Practice in the United States. He then joined CITIC Pacific Ltd in 1994 and was an Executive Director and the Deputy Managing Director of the company. He also served as an alternate director on the board of Cathay Pacific Airways Limited. Both CITIC Pacific Ltd and Cathay Pacific Airways Limited are listed on the main board of the Stock Exchange.

Mr. CHANG is also an independent non-executive director of Pou Sheng International (Holdings) Limited, a company listed on the main board of the Stock Exchange.

### 董事

#### 黃剛先生

(執行董事、主席兼行政總裁)

黃剛先生，四十二歲，自二零零八年四月十日起出任本公司執行董事、主席兼行政總裁職務，彼於本集團其他成員公司出任董事職務並為本公司投資委員會及執行委員會之主席。黃先生於美國升學，持有經濟學學士學位(副修電機工程)，以及持有工商管理碩士學位。彼曾任職於百富勤證券有限公司、香港電訊盈科有限公司、首爾LG Group及美國洛杉磯McKinsey & Co.。黃先生現時為香港聯合交易所有限公司(「聯交所」)主板上市之香港建設(控股)有限公司(「香港建設」，連同其附屬公司合稱「香港建設集團」)(本公司之控股股東)之執行董事，彼同時亦為香港建設之若干附屬公司的董事。黃先生亦為Claudio Holdings Limited(香港建設之控股股東)之董事及股東。

#### 張立憲先生

(執行董事兼副主席)

張立憲先生，五十八歲，自二零一零年九月一日起獲委任為本公司執行董事兼副主席。自二零一零年九月一日，張先生獲委任為香港建設之執行董事兼行政總裁。彼亦為本集團若干成員公司的董事、本公司投資委員會之副主席及執行委員會之成員。

張先生於美國喬治梅森大學畢業，彼為美國紐約註冊會計師、美國會計師公會及香港會計師公會會員。

張先生於美國畢馬威會計師事務所(KPMG)(「該會計師事務所」，前稱畢馬域會計師行(KPMG Peat Marwick))開展其事業，成為合夥人，專責金融服務業。彼亦曾為該會計師事務所之中國業務總經理。其後於一九九四年加入中信泰富有限公司，曾任該公司執行董事及副董事總經理。彼亦曾擔任國泰航空有限公司董事會之替代董事。中信泰富有限公司及國泰航空有限公司均為聯交所主板上市公司。

張先生亦為聯交所主板上市公司寶勝國際(控股)有限公司之獨立非執行董事。



## Directors and Senior Management (continued)

### 董事及高級管理層 (續)

#### Mr. LEUNG Wing Sum, Samuel

(Executive Director)

Mr. LEUNG Wing Sum, Samuel, aged 49, has been appointed as Executive Director and Chief Financial Officer of the Company since 1 December 2008. He joined the Group in April 2008 as Qualified Accountant of the Company. He also holds several directorships in other members of the Group and is a member of the Investment Committee and the Executive Committee of the Company. Mr. LEUNG is a certified practising accountant of CPA Australia. Mr. LEUNG obtained a Master's Degree in Business from RMIT University of Australia. He has over 20 years' experience in auditing and finance management with an international audit firm and other major conglomerates in Hong Kong. Prior to joining the Group, Mr. LEUNG was a director of internal control and risk management of HKC. He is currently also a director of certain subsidiaries of HKC.

#### Mr. WANG Sing

(Non-executive Director)

Mr. WANG Sing, aged 49, has been appointed as Non-executive Director of the Company since 8 June 2011. He is also a member of the Investment Committee and the Audit Committee of the Company. Mr. WANG is a partner of TPG ("TPG"), a private equity investment firm, an affiliate of Star Butterfly Energy, Ltd. ("Star Butterfly"), which has substantial interests in the preference shares of the Company. Mr. WANG is the Co-Chairman of TPG Greater China and Head of TPG Growth North Asia. Prior to joining TPG, Mr. WANG was Chief Executive Officer and Executive Director of TOM Group Limited. He spent seven years at Goldman Sachs in both New York and Hong Kong in various positions including Executive Director and Head of China High Technology in Hong Kong. He was a founding member of the firm's Asian private equity team and headed their China Investment Projects. Before Goldman Sachs, he was a Manager at HSBC Private Equity in Hong Kong and a strategic consultant with McKinsey & Co., in Chicago, U.S.A.

Mr. WANG graduated from Yunnan University, China with a Bachelor degree in Science and holds a Master of Science degree in forestry and its relation to land use, a Master and a Bachelor of Arts degree in philosophy, politics and economics from Oxford University. He is currently director of MIE Holdings Corporation (stock code: 1555 and listed on the Stock Exchange). He is also the Chairman of Amerinvest Group of Companies and a Standing Committee Member of the 10th Yunnan Provincial Committee of the Chinese People's Political Consultative Conference. Mr. WANG is a Listing Committee member of the Stock Exchange.

#### 梁榮森先生

(執行董事)

梁榮森先生，四十九歲，自二零零八年十二月一日起出任本公司執行董事兼首席財務官職務，彼於二零零八年四月加入本集團為合資格會計師，彼於本集團其他成員公司出任董事職務並為本公司投資委員會及執行委員會之成員。梁先生為澳洲執業會計師公會執業會計師。梁先生取得澳洲RMIT大學之商業碩士學位，並於一家國際核數師事務所及香港其他主要大型企業累積逾二十年核數及財務管理經驗。梁先生於加入本集團前，為香港建設之內部監控及風險管理董事。彼現時亦為香港建設之若干附屬公司的董事。

#### 王斌先生

(非執行董事)

王斌先生，四十九歲，自二零一一年六月八日起獲委任為本公司非執行董事。彼亦為本公司投資委員會及審核委員會之成員。王先生為Star Butterfly Energy, Ltd. (「Star Butterfly」)之聯營公司、私募股權投資公司TPG(「TPG」)之合夥人，而Star Butterfly於本公司優先股中擁有重大權益。王先生現任TPG大中華區聯席主席兼TPG增長基金北亞區之負責人。加入TPG前，王先生曾任TOM集團有限公司首席執行官兼執行董事。彼曾在高盛紐約及香港服務七年，擔任執行董事及中國高科技業務主管(香港)等多個職務。彼為該公司亞洲私募股權團隊之創辦成員並主管中國投資項目。加入高盛前，彼曾於香港HSBC Private Equity出任經理及於美國芝加哥McKinsey & Co.任職策略顧問。

王先生畢業於中國雲南大學，獲頒理學士學位，並於牛津大學取得森林及土地管理的理學碩士學位以及哲學、政治及經濟學學士學位及文學碩士學位。彼現任MI能源控股有限公司(股份代號：1555及於聯交所上市)之董事。彼亦為Amerinvest Group of Companies主席及為中國人民政治協商會議雲南省第十屆委員會常務委員會委員。王先生為聯交所上市委員會成員。



## Directors and Senior Management (continued)

### 董事及高級管理層 (續)

#### Mr. TSANG Chi Kin

(Alternate director to Mr. WANG Sing)

Mr. TSANG Chi Kin, aged 47, has been appointed as an alternate director to Mr. WANG Sing, Non-executive Director of the Company, since 8 June 2011. Mr. TSANG is an operating partner of TPG. He joined TPG Growth as an Operating Partner in 2007 and leads portfolio management for TPG Growth's North Asia investments, notably the group's investments in ShangPharma Corporation, MIE Holdings Corporation and NT Pharma (Holdings) Company Limited. Prior to joining TPG, Mr. TSANG was with Australian Capital Equity ("ACE") since 2000, both in their London and Beijing offices. He was the Managing Director of China who oversaw the group's investment activities in the region and also served as the Managing Director of the WesTrac China dealership. Mr. TSANG also served as Chairman of the Caterpillar China Dealers' Association.

Before joining ACE, Mr. TSANG worked for The Walt Disney Company from 1994 to 2000. During that time, he was the Director of Business Planning and Development of Asia-Pacific for Walt Disney Imagineering, the theme park and real estate division of Disney, where he initiated and shepherded the Hong Kong Disneyland deal to its completion. Prior to his time at Disney, Mr. TSANG worked at The Boston Consulting Group in Asia-Pacific and at Citibank in the U.S.

Mr. TSANG holds an MBA in Management and Marketing from Northwestern University, and a BS in Operations Research & Industrial Engineering from Cornell University. Mr. TSANG is an active member and the Treasurer of the China Venture Capital and Private Equity Association and also the inaugural President of its Young Venture Capitalist Club. He is also serving on the Executive Committee of the Hong Kong Venture Capital and Private Equity Association and also on the HKTDC Financial Services Advisory Committee.

Mr. TSANG is also an alternate director to Mr. WANG Sing, a non-executive director of MIE Holdings Corporation (stock code: 1555), a company listed on the Stock Exchange.

#### 曾至鍵先生

(王斌先生之替代董事)

曾至鍵先生，四十七歲，於二零一一年六月八日被委任為本公司非執行董事王斌先生之替代董事。曾先生為TPG經營合夥人。彼於二零零七年以經營合夥人身分加入TPG增長基金並負責TPG增長基金北亞區投資組合管理，特別是該集團於尚華醫藥研發服務集團、MI能源控股有限公司及NT Pharma (Holdings) Company Limited之投資。加入TPG前，曾先生自二零零零年起於Australian Capital Equity (「ACE」) 倫敦及北京辦事處任職。彼為中國董事總經理，負責監督該集團於區域內之投資活動；並擔任WesTrac中國代理權董事總經理。曾先生亦為Caterpillar China Dealers' Association主席。

加入ACE前，曾先生於一九九四年至二零零零年期間任職華特迪士尼公司(The Walt Disney Company)。於該期間，彼擔任迪士尼主題公園及房地產分部Walt Disney Imagineering亞太區業務策劃及發展部總監，發起並帶領香港迪士尼交易直至其完成。加入迪士尼前，曾先生曾在波士頓諮詢公司(The Boston Consulting Group)亞太區及美國花旗銀行任職。

曾先生持有西北大學管理及市場營銷學工商管理碩士學位及康奈爾大學營運研究與工業工程學學士學位。曾先生為中華股權投資協會之活躍成員及司庫，亦為該會之年輕投資人俱樂部首屆主席。彼亦服務於香港創業及私募投資協會執行委員會及香港貿易發展局金融服務業務諮詢委員會。

曾先生亦為MI能源控股有限公司(股份代號：1555)(一家於聯交所上市的公司)的非執行董事王斌先生的替代董事。

## Directors and Senior Management (continued)

### 董事及高級管理層 (續)

#### Mr. ZHANG Songyi

*(Independent Non-executive Director)*

Mr. ZHANG Songyi, aged 57, has been appointed as Independent Non-executive Director of the Company since 10 April 2008. He is also a member of the Audit Committee, Nomination Committee and Remuneration Committee of the Company. Mr. ZHANG obtained a Juris Doctor degree from Yale University in 1985. Mr. ZHANG currently serves in senior management and advisory capacities in several companies, including acting as the chairman of Mandra Capital and a director of SINA Corporation which is a company listed on the NASDAQ Stock Market. Mr. ZHANG is currently an independent non-executive director of China Longyuan Power Group Corporation Limited, the shares of which are listed on the Stock Exchange. He was a non-executive director of China Lumena New Materials Corp., the shares of which are listed on the Stock Exchange, in the last three years.

#### Mr. TANG Siu Kui, Ernest

*(Independent Non-executive Director)*

Mr. TANG Siu Kui, Ernest, aged 62, has been appointed as Independent Non-executive Director of the Company since 10 April 2008. He is also a member of the Audit Committee, Nomination Committee and Remuneration Committee of the Company. Mr. TANG is a solicitor in private practice and at present a partner and a consultant of two law firms respectively. Mr. TANG graduated from The University of Hong Kong with a Bachelor's Degree of Laws and is admitted as a solicitor in Hong Kong, England and Australia. He is also a China Appointed Attesting Officer by the Ministry of Justice of China.

#### 張頌義先生

*(獨立非執行董事)*

張頌義先生，五十七歲，自二零零八年四月十日起獲委任為本公司獨立非執行董事。彼同時亦為本公司審核委員會、提名委員會及薪酬委員會之成員。張先生於一九八五年取得耶魯大學法學博士學位。張先生現於數間公司擔任高級管理層的職務，其中包括為Mandra Capital的主席及一家於納斯達克證券市場上市的公司SINA Corporation的董事。張先生目前為聯交所上市公司龍源電力集團股份有限公司之獨立非執行董事。在過去三年，彼曾任聯交所上市公司中國旭光新材料集團有限公司之非執行董事。

#### 鄧兆駒先生

*(獨立非執行董事)*

鄧兆駒先生，六十二歲，自二零零八年四月十日起獲委任為本公司獨立非執行董事。彼亦為本公司審核委員會、提名委員會及薪酬委員會之成員。鄧先生為私人執業律師，目前分別為兩間律師事務所的合夥人及顧問。鄧先生畢業於香港大學，持有法律學士學位，為香港、英國及澳洲認可律師，彼亦為中國司法部的中國委託公證人。

## Directors and Senior Management (continued)

### 董事及高級管理層 (續)

#### Mr. YU Hon To, David

(Independent Non-executive Director)

Mr. YU Hon To, David, aged 64, has been appointed as Independent Non-executive Director of the Company since 10 April 2008. He is also a member of the Audit Committee, Nomination Committee and Remuneration Committee of the Company. Mr. YU is a fellow member of the Institute of Chartered Accountants in England and Wales and an associate member of the Hong Kong Institute of Certified Public Accountants. He has extensive experience in the fields of auditing, corporate finance, financial investigation and corporate management. He was formerly a partner of an international accounting firm and is the Vice Chairman of MCL Partners Limited, a Hong Kong-based financial advisory and investment firm.

Mr. YU is currently also an independent non-executive director of TeleEye Holdings Limited (a company listed on the GEM Board of the Stock Exchange; stock code: 8051) as well as the following companies listed on the Main Board of the Stock Exchange, namely China Datang Corporation Renewable Power Co., Limited (stock code: 1798), Great China Holdings Limited (stock code: 141), Haier Electronics Group Co., Limited (stock code: 1169), Media Chinese International Limited (which is also listed in Malaysia; Hong Kong stock code: 685, Malaysia stock code: 5090), One Media Group Limited (stock code: 426), Playmates Holdings Limited (stock code: 635), Sateri Holdings Limited (stock code: 1768), Synergis Holdings Limited (stock code: 2340), VXL Capital Limited (stock code: 727) and China Resources Gas Group Limited (stock code: 1193).

## Senior Management

#### Mr. WONG Jake Leong, Sammy

(Investor Relations Director)

Mr. WONG Jake Leong, Sammy is 52 years old. He is a member of the Executive Committee of the Company. Mr. WONG has joined the HKC Group since 2007 and is a member of the Executive Committee for HKC. He has been instrumental in raising funds for the Group and is serving as a Director of Investor Relations.

Mr. WONG received a Bachelor's degree in the geophysical sciences from the University of Chicago and an MBA from the Yale School of Management. Before Yale, he worked as a petroleum geologist at Sohio Petroleum. After Yale, he became an investment banker at Kidder, Peabody in New York, where he was involved in project finance. He moved to Hong Kong with Bear Stearns, and was involved in a variety of corporate finance activities, including some of the first H share IPOs out of China. Mr. WONG then worked in equity research at Societe Generale in Shanghai, and later as head of China Research at Credit Suisse in Hong Kong. Before joining HKC, Mr. WONG served as a Chief Financial Officer for DVN Holdings, where he was involved in fund raising and introducing strategic investors to the company.

#### 俞漢度先生

(獨立非執行董事)

俞漢度先生，六十四歲，自二零零八年四月十日起獲委任為本公司獨立非執行董事。彼同時亦為本公司審核委員會、提名委員會及薪酬委員會之成員。俞先生為英格蘭及威爾士特許會計師公會之資深會員及香港會計師公會會員。彼于審計界、企業融資、財務調查以及企業管理方面擁有豐富經驗，彼亦曾為一間國際會計師行之合夥人，現為偉業資本有限公司之副主席，該公司乃一間香港財務顧問及投資公司。

俞先生目前亦出任千里眼控股有限公司(該公司於聯交所創業板上市；股份代號：8051)，以及下列公司(該等公司均於聯交所主板上市)之獨立非執行董事，包括中國大唐集團新能源股份有限公司(股份代號：1798)、大中華集團有限公司(股份代號：141)、海爾電器集團有限公司(股份代號：1169)、世界華文媒體有限公司(此公司亦於馬來西亞上市；香港股份代號：685，馬來西亞股份代號：5090)、萬華媒體集團有限公司(股份代號：426)、彩星集團有限公司(股份代號：635)、賽得利控股有限公司(股份代號：1768)、新昌管理集團有限公司(股份代號：2340)、卓越金融有限公司(股份代號：727)及華潤燃氣控股有限公司(股份代號：1193)。

## 高級管理層

#### 黃植良先生

(投資者關係總監)

黃植良先生現年五十二歲，於本公司出任執行委員會成員，自二零零七年以來一直於香港建設集團任職，並為香港建設執行委員會成員。黃先生於本集團作為一個投資者關係總監負責籌集資金。

黃先生持有耶魯大學管理學院工商管理碩士及芝加哥大學地質物理科學學士學位。在入讀耶魯大學前，黃先生作為石油地質學家任職於Sohio Petroleum。在入讀耶魯大學後，黃先生任職於紐約投資銀行Kidder, Peabody，參與項目融資，彼移居香港後加入Bear Stearns，參與各種企業融資活動，並參與中國以外H股首次公開發行。黃先生及後在上海Societe Generale證券研究工作，以及後來在香港Credit Suisse出任中國研究主管。在加入本集團前，黃先生曾擔任天地數碼控股有限公司財務總監，並參與集資及引進策略性投資者。



## Report of the Directors 董事會報告書

The directors (the “Directors” or the “Board”) of China Renewable Energy Investment Limited (the “Company”) have pleasure in presenting to shareholders of the Company (the “Shareholders”) their report together with the audited financial statements of the Company and its subsidiaries (collectively the “Group”) for the year ended 31 December 2012.

### Principal Activities and Geographical Analysis of Operations

The Company is an investment holding company. The principal activity of the Group is alternative energy business. The activities of its principal subsidiaries and associated companies are set out in pages 143 to 146 of the consolidated financial statements. An analysis of the Group’s performance for the year ended 31 December 2012 by geographical and business segments is set out in note 5 to the consolidated financial statements.

### Results and Appropriations

The results of the Group for the year ended 31 December 2012 are set out in the consolidated statement of comprehensive income on pages 61 to 62.

The Directors do not recommend the payment of final dividend for the year ended 31 December 2012 (2011: Nil).

中國再生能源投資有限公司(「本公司」)董事(「董事」或「董事會」)欣然向本公司股東(「股東」)提呈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報告書及經審核財務報表。

### 主要業務及營業地區分析

本公司為投資控股公司。本集團主要從事替代能源業務。旗下主要附屬公司及聯營公司之業務載於綜合財務報表第143頁至第146頁。截至二零一二年十二月三十一日止年度，本集團按地域及業務分部劃分之業績分析載於綜合財務報表附註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61頁至第62頁綜合全面收入報表。

董事不建議就截至二零一二年十二月三十一日止年度派付末期股息(二零一一年：無)。

## Report of the Directors (continued)

### 董事會報告書(續)

#### Property, Plant and Equipment

Details of movements in the property, plant and equipment of the Group and the Company during the year are set out in note 16 to the consolidated financial statements.

#### Share Capital and Convertible Preference Shares

Details of movements in the share capital and convertible preference shares of the Company during the year are set out in note 25 to the consolidated financial statements.

#### Pre-emptive Rights

There is no provision for pre-emptive rights under the Articles of Association of the Company ("Articles of Association") and there is no restriction against such rights under the laws of the Cayman Islands.

#### Reserves

Details of movements in the reserves of the Company and the Group during the year are set out in note 26 to the consolidated financial statements.

#### Distributable Reserves

Distributable reserves of the Company as at 31 December 2012, calculated in accordance with the Companies Law of the Cayman Islands (as revised), amounted to HK\$1,272.27 million (2011: HK\$1,346.47 million).

#### 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 pages 147 to 148.

#### Donations

During the year, the Group made no charitable and other donations (2011: Nil).

#### 物業、機器及設備

年內，本集團及本公司之物業、機器及設備變動詳情載於綜合財務報表附註16。

#### 股本及可換股優先股

年內，本公司之股本及可換股優先股之變動詳情載於綜合財務報表附註25。

#### 優先認股權

本公司之組織章程細則(「組織章程細則」)並無有關優先認股權之條文，而開曼群島法例亦無對優先認股權有所限制。

#### 儲備

年內，本公司及本集團之儲備變動詳情載於綜合財務報表附註26。

#### 可供分派儲備

按照開曼群島公司法(經修訂)計算，本公司於二零一二年十二月三十一日之可供分派儲備為1,272,270,000港元(二零一一年：1,346,470,000港元)。

#### 五年財務概要

本集團過去五個財政年度之業績以及資產及負債概要載於第147頁至第148頁。

#### 捐款

年內，本集團並無作出慈善及其他捐款(二零一一年：無)。

## Report of the Directors (continued)

### 董事會報告書(續)

#### Directors

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

##### Executive Directors

Mr. OEI Kang, Eric (*Chairman and Chief Executive Officer*)  
Mr. CHANG Li Hsien, Leslie (*Vice Chairman*)  
Mr. LEUNG Wing Sum, Samuel  
Dr. YUNG Pak Keung, Bruce (*Managing Director*)  
(*resigned on 18 September 2012*)

##### Non-executive Director

Mr. WANG Sing (*with Mr. TSANG Chi Kin as his alternate*)

##### Independent Non-executive Directors

Mr. ZHANG Songyi  
Mr. TANG Siu Kui, Ernest  
Mr. YU Hon To, David

At the forthcoming annual general meeting of the Company ("AGM"), Mr. CHANG Li Hsien, Leslie, Mr. LEUNG Wing Sum, Samuel and Mr. YU Hon To, David will retire from office by rotation in accordance with Article 85 of the Articles of Association and being eligible, will offer themselves for re-election to serve for another term.

The Company has received from each Independent Non-executive Director an annual confirmation of his independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and the Company considers all of them to be independent.

#### 董事

年內及截至本報告書刊發日期之董事如下：

##### 執行董事

黃剛先生(*主席兼行政總裁*)  
張立憲先生(*副主席*)  
梁榮森先生  
容伯強博士(*董事總經理*)  
(*於二零一二年九月十八日辭任*)

##### 非執行董事

王斌先生(*曾至鍵先生為其替代董事*)

##### 獨立非執行董事

張頌義先生  
鄧兆駒先生  
俞漢度先生

於本公司應屆股東週年大會(「股東週年大會」)上，張立憲先生、梁榮森先生及俞漢度先生將根據組織章程細則第85條之規定輪值告退，惟彼等符合資格，並願意膺選連任。

本公司已接獲各獨立非執行董事根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)第3.13條就其獨立身份發出之年度確認書，本公司認為全體獨立非執行董事均為獨立人士。

## Report of the Directors (continued)

### 董事會報告書(續)

#### Directors' Service Contracts

No Director proposed for re-election at the AGM has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

#### Share Option Schemes

##### Share options of the Company:

The Company's existing share option scheme (the "CRE Option Scheme") was adopted on 27 May 2008. Particulars of the CRE Option Scheme are set out below:

##### (a) Purpose

The principal purposes are to recruit and retain high calibre Eligible Persons (as defined below) and attract human resources that are valuable to the Group or any entity in which any member of the Group holds an equity interest ("Invested Entity" or "Invested Entities"), to recognise the significant contributions of the Eligible Persons to the growth of the Group or Invested Entities by rewarding them with opportunities to obtain ownership interest in the Company and to further motivate and give incentives to these Eligible Persons to continue to contribute to the long term success and prosperity of the Group or Invested Entities.

##### (b) Eligible Persons

Any employee (whether full time or part time), senior executive or officer, manager, director (including executive, non-executive and independent non-executive director) or consultant of any members of the Group or any Invested Entity who, in the sole discretion of the Board, have contributed or will contribute to the growth and development of the Group or any Invested Entity.

##### (c) Maximum number of shares available for issue

The total number of shares of the Company available for issue under the CRE Option Scheme is 69,153,475 shares which represent 2.93% of the issued share capital of the Company as at the date of this Annual Report.

#### 董事服務合約

擬於股東週年大會膺選連任之董事概無與本公司或其任何附屬公司訂立本集團不可於一年內免付賠償(法定賠償除外)予以終止之服務合約。

#### 購股權計劃

##### 本公司之購股權：

本公司於二零零八年五月二十七日採納現有購股權計劃(「中國再生能源購股權計劃」)。中國再生能源購股權計劃之詳情載列如下：

##### (a) 目的

主要目的為招聘及留聘優秀之合資格人士(定義見下文)，以及吸引對本集團或旗下任何成員公司持有股本權益之任何實體(「投資實體」)而言屬有價值之人力資源，透過提供機會予合資格人士，讓彼等可取得本公司之擁有權權益，藉以表揚彼等對本集團或投資實體之增長所作出之重大貢獻，並進一步鼓勵及獎勵該等合資格人士繼續為本集團或投資實體之長遠成功及昌盛發展作出貢獻。

##### (b) 合資格人士

董事會全權酌情認為曾經或將會對本集團或任何投資實體之增長及發展有所貢獻之本集團旗下任何成員公司或任何投資實體之任何僱員(不論全職或兼職)、高級行政人員或主要人員、經理、董事(包括執行董事、非執行董事及獨立非執行董事)或顧問。

##### (c) 可供發行股份之最高數目

根據中國再生能源購股權計劃可供發行之本公司股份總數為69,153,475股，相當於本公司於本年報刊發日期之已發行股本2.93%。

### Share Option Schemes (continued)

#### (d) Maximum entitlement of each Eligible Person

The total number of shares of the Company issued and to be issued upon exercise of options (whether exercised or outstanding) granted in any 12-month period to:

- (i) each Eligible Person must not exceed 1% of the shares of the Company in issue; and
- (ii) a substantial shareholder or an Independent Non-executive Director of the Company must not exceed 0.1% of the shares of the Company in issue and not exceed HK\$5 million in aggregate value.

#### (e) Period within which the shares must be taken up under an option

An option must be exercised within ten years from the date on which it is granted or such shorter period as the Board may specify at the time of grant.

#### (f) Minimum period, if any, for which an option must be held

At the time of the grant of an option, the Board must specify the minimum period(s), if any, for which an option must be held before it can be exercised.

#### (g) Period open for acceptance of an option and amount payable upon acceptance

An offer of the grant of an option shall remain open for acceptance for a period of ten business days from the date of offer and a consideration of HK\$1.0 must be paid upon acceptance.

#### (h) Basis of determining the subscription price of an option

The exercise price must be at least the higher of (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant; (ii) the average closing prices of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of a share.

### 購股權計劃(續)

#### (d) 各合資格人士可獲授權益上限

於任何十二個月期間，行使已授出購股權（不論已獲行使或尚未行使）時已發行及將向下列人士發行之本公司股份總數：

- (i) 每名合資格人士不得超過本公司已發行股份1%；及
- (ii) 每名本公司主要股東或獨立非執行董事不得超過本公司已發行股份0.1%及總值不得超過5,000,000港元。

#### (e) 必須行使購股權認購股份之期限

承授人必須於購股權授出日期起計十年或董事會可能於授出時指明之較短期間內行使購股權。

#### (f) 購股權必須持有之最短期限(如有)

於授出購股權時，董事會須訂明購股權行使之前必須持有之最短期限(如有)。

#### (g) 接納購股權之期限以及接納時應付之金額

授出購股權之要約將自要約日期起計十個營業日期間內供接納，接納時須支付1.0港元代價。

#### (h) 釐定購股權認購價之基準

行使價須最少為以下較高者：(i)股份於授出日期在聯交所每日報價表所列收市價；(ii)股份緊接授出日期前五個營業日在聯交所每日報價表所列平均收市價；及(iii)股份面值。



## Report of the Directors (continued)

### 董事會報告書(續)

## Share Option Schemes (continued)

### (i) Remaining life

CRE Option Scheme has a life of ten years and will expire on 27 May 2018 unless otherwise terminated in accordance with the terms of the CRE Option Scheme.

Movements of share options granted under the CRE Option Scheme during the year are as follows:

## 購股權計劃(續)

### (i) 餘下年期

除非根據中國再生能源購股權計劃之條款另行終止，否則中國再生能源購股權計劃之有效期為期十年，並將於二零一八年五月二十七日屆滿。

年內，根據中國再生能源購股權計劃授出之購股權之變動詳情如下：

Names	Nature of interest	Number of share options 購股權數目				Cancelled/ Lapsed	Outstanding at 31 December 2012	Date of grant	Exercise period	Exercise price per share (HK\$)
		Outstanding at 1 January 2012	Granted	Exercised						
姓名	權益性質	於二零一二年 一月一日 尚未行使	已授出	已行使	已註銷/ 已失效	於二零一二年 十二月 三十一日 尚未行使	授出日期	行使期	每股 行使價 (港元)	
Mr. CHANG Li Hsien, Leslie (Director) 張立憲先生(董事)	Personal 個人	1,000,000	-	-	-	1,000,000	1 September 2010 二零一零年九月一日	1 September 2011 to 31 August 2013 二零一一年九月一日至 二零一三年八月三十一日	0.570	
		1,500,000	-	-	-	1,500,000	1 September 2010 二零一零年九月一日	1 September 2012 to 31 August 2014 二零一二年九月一日至 二零一四年八月三十一日	0.570	
		2,500,000	-	-	-	2,500,000	1 September 2010 二零一零年九月一日	1 September 2013 to 31 August 2015 (Note 1) 二零一三年九月一日至 二零一五年八月三十一日 (附註1)	0.570	

## Report of the Directors (continued)

董事會報告書(續)

### Share Option Schemes (continued)

### 購股權計劃(續)

Names	Nature of interest	Number of share options 購股權數目				Outstanding at 31 December 2012	Date of grant	Exercise period	Exercise price per share (HK\$)
		Outstanding at 1 January 2012	Granted	Exercised	Cancelled/ Lapsed				
姓名	權益性質	於二零一二年 一月一日 尚未行使	已授出	已行使	已註銷/ 已失效	於二零一二年 十二月 三十一日 尚未行使	授出日期	行使期	每股 行使價 (港元)
Mr. LEUNG Wing Sum, Samuel (Director) 梁榮森先生(董事)	Personal 個人	550,000	-	-	-	550,000	20 January 2010 二零一零年 一月二十日	20 January 2011 to 19 January 2013 二零一一年一月二十日至 二零一三年一月十九日	0.764
		825,000	-	-	-	825,000	20 January 2010 二零一零年 一月二十日	20 January 2012 to 19 January 2014 二零一二年一月二十日至 二零一四年一月十九日	0.764
		1,375,000	-	-	-	1,375,000	20 January 2010 二零一零年 一月二十日	20 January 2013 to 19 January 2015 (Note 1) 二零一三年一月二十日至 二零一五年一月十九日 (附註1)	0.764
Dr. YUNG Pak Keung, Bruce (Ex-Director, resigned on 18 September 2012) 容伯強博士(前董事, 於二零一二年九月十八日辭任)	Personal 個人	1,100,000	-	-	-	1,100,000	20 January 2010 二零一零年 一月二十日	20 January 2011 to 19 January 2013 (Note 2) 二零一一年一月二十日至 二零一三年一月十九日 (附註2)	0.764
		1,650,000	-	-	-	1,650,000	20 January 2010 二零一零年 一月二十日	20 January 2012 to 19 January 2014 (Note 2) 二零一二年一月二十日至 二零一四年一月十九日 (附註2)	0.764
		2,750,000	-	-	-	2,750,000	20 January 2010 二零一零年 一月二十日	20 January 2013 to 19 January 2015 (Notes 1&2) 二零一三年一月二十日至 二零一五年一月十九日 (附註1及2)	0.764
Total 總計		13,250,000	-	-	-	13,250,000			

Notes: 1. The share options will be vested and exercisable subject to the attainment of the performance target as determined by the Board.

2. Any outstanding share options will be lapsed after six months subsequent to the date of cessation of directorship pursuant to the CRE Option Scheme.

附註: 1. 購股權須待達至董事會所釐定之表現目標後, 方獲歸屬及可予行使。

2. 根據中國再生能源購股權計劃, 任何尚未行使之購股權將於終止出任董事職務之日起計六個月後失效。

Save as disclosed above, no share option was granted, exercised, cancelled nor lapsed during the year ended 31 December 2012 under the CRE Option Scheme.

除上文披露者外, 於截至二零一二年十二月三十一日止年度, 概無任何購股權根據中國再生能源購股權計劃獲授出、行使、註銷或已失效。



## Share Option Schemes (continued)

### Share options of associated corporation of the Company:

The existing share option scheme of HKC (Holdings) Limited (the “HKC Option Scheme”) was adopted on 16 June 2006. Particulars of the HKC Option Scheme are set out below:

#### (a) Purpose

The principal purposes are to recruit and retain high caliber Eligible Persons (as defined below) and attract human resources that are valuable to HKC and its subsidiaries (the “HKC Group”) or any entity in which any member of the HKC Group holds an equity interest (“Invested Entity” or “Invested Entities”), to recognise the significant contributions of the Eligible Persons to the growth of the HKC Group or Invested Entities by rewarding them with opportunities to obtain ownership interest in HKC and to further motivate and give incentives to these Eligible Persons to continue to contribute to the long term success and prosperity of the HKC Group or Invested Entities.

#### (b) Eligible Persons

Any employee (whether full time or part time), senior executive or officer, manager, director (including independent non-executive director) or consultant of any members of the HKC Group or any Invested Entity who, in the sole discretion of the HKC board, have contributed or will contribute to the growth and development of the HKC Group or any Invested Entity.

#### (c) Maximum number of shares available for issue

The total number of shares of HKC available for issue under the HKC Option Scheme is 671,418,554 shares which represent approximately 5.97% of the issued share capital of the HKC as at the date of this Annual Report.

#### (d) Maximum entitlement of each Eligible Person

The total number of shares of HKC issued and to be issued upon exercise of options (whether exercised or outstanding) granted in any 12-month period to:

- (i) each Eligible Person must not exceed 1% of the shares of HKC in issue; and
- (ii) a substantial shareholder or an Independent Non-executive Director of HKC must not exceed 0.1% of the shares of HKC in issue and not exceed HK\$5 million in aggregate value.

## 購股權計劃(續)

### 本公司相聯法團之購股權：

香港建設(控股)有限公司於二零零六年六月十六日採納現有購股權計劃(「香港建設購股權計劃」)。香港建設購股權計劃詳情載列如下：

#### (a) 目的

主要目的為招聘及留聘優秀之合資格人士(定義見下文)，以及吸引對香港建設及其附屬公司(「香港建設集團」)或香港建設集團旗下任何成員公司持有股本權益之任何實體(「投資實體」)而言屬有價值之人力資源，透過提供機會予合資格人士，讓彼等可取得香港建設之擁有權權益，藉以表揚彼等對香港建設集團或投資實體之增長所作出之重大貢獻，並進一步鼓勵及獎勵該等合資格人士繼續為香港建設集團或投資實體之長遠成功及昌盛發展作出貢獻。

#### (b) 合資格人士

香港建設董事會全權酌情認為曾經或將會對香港建設集團或任何投資實體之增長及發展有所貢獻之香港建設集團旗下任何成員公司或任何投資實體之任何僱員(不論全職或兼職)、高級行政人員或主要人員、經理、董事(包括獨立非執行董事)或顧問。

#### (c) 可供發行股份之最高數目

根據香港建設購股權計劃可供發行之香港建設股份總數為671,418,554股，相當於香港建設於本年報刊登日期之已發行股本約5.97%。

#### (d) 各合資格人士可獲授權益上限

於任何十二個月期間，行使已授出購股權(不論已獲行使或尚未行使)時已發行及將向下列人士發行之香港建設股份總數：

- (i) 每名合資格人士不得超過香港建設已發行股份1%；及
- (ii) 每名香港建設主要股東或獨立非執行董事不得超過香港建設已發行股份0.1%及總值不得超過5,000,000港元。

### Share Option Schemes (continued)

**(e) Period within which the shares must be taken up under an option**

An option must be exercised within ten years from the date on which it is granted or such shorter period as the board of HKC may specify at the time of grant.

**(f) Minimum period, if any, for which an option must be held**

At the time of the grant of an option, the board of HKC must specify the minimum period(s), if any, for which an option must be held before it can be exercised.

**(g) Period open for acceptance of an option and amount payable upon acceptance**

An offer of the grant of an option shall remain open for acceptance for a period of 10 business days from the date of offer and a consideration of HK\$1.0 must be paid upon acceptance.

**(h) Basis of determining the subscription price of an option**

The exercise price must be at least the higher of (i) the closing price of the shares as stated in daily quotations sheet on the Stock Exchange on the date of grant; (ii) the average closing prices of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of a share.

**(i) Remaining life**

The HKC Option Scheme has a life of ten years and will expire on 16 June 2016 unless otherwise terminated in accordance with the terms of the HKC Option Scheme.

### 購股權計劃(續)

**(e) 必須行使購股權認購股份之期限**

承授人必須於購股權授出日期起計十年或香港建設董事會可能於授出時指明之較短期間內行使購股權。

**(f) 購股權必須持有之最短期限(如有)**

於授出購股權時，香港建設董事會須訂明購股權行使之前必須持有之最短期限(如有)。

**(g) 接納購股權之期限以及接納時應付之金額**

授出購股權之要約將自要約日期起計十個營業日期間內供接納，接納時須支付1.0港元代價。

**(h) 釐定購股權認購價之基準**

行使價須最少為以下較高者：(i)股份於授出日期在聯交所每日報價表所列收市價；(ii)股份緊接授出日期前五個營業日在聯交所每日報價表所列平均收市價；及(iii)股份面值。

**(i) 餘下年期**

除非根據香港建設購股權計劃之條款另行終止，否則香港建設購股權計劃之有效期為期十年，並將於二零一六年六月十六日屆滿。

## Report of the Directors (continued)

### 董事會報告書(續)

### Share Option Schemes (continued)

Movements of share options granted to the Directors under the HKC Option Scheme during the year are as follows:

### 購股權計劃(續)

年內，根據香港建設購股權計劃授予董事之購股權變動詳情如下：

Name of Directors	Nature of interest	Number of share options 購股權數目						Outstanding at 31 December 2012	Date of grant	Exercise period	Exercise price per share (Adjusted) (HK\$) (Note 3) 每股 行使價 (經調整) (港元) (附註3)
		Outstanding at 1 January 2012	Granted	Exercised	Cancelled/ Lapsed	Adjustments on 19 July 2012 (Note 1) 於二零一二年 七月十九日 之調整 (附註1)	Adjustments on 24 December 2012 (Note 1) 於二零一二年 十二月二十四日 之調整 (附註1)				
Mr. Oei Kang, Eric 黃剛先生	Personal 個人	680,625	-	-	-	21,071	48,061	749,757	15 December 2006 二零零六年 十二月十五日	15 December 2007 to 14 December 2016 二零零七年十二月十五日至 二零一六年十二月十四日	1.066
		1,134,375	-	-	-	35,119	80,102	1,249,596	15 December 2006 二零零六年 十二月十五日	15 December 2008 to 14 December 2016 二零零八年十二月十五日至 二零一六年十二月十四日	1.066
		363,000	-	-	-	11,238	25,632	399,870	1 February 2008 二零零八年 二月一日	1 February 2009 to 31 January 2018 二零零九年二月一日至 二零一八年一月三十一日	1.242
		544,500	-	-	-	16,857	38,449	599,806	1 February 2008 二零零八年 二月一日	1 February 2010 to 31 January 2018 二零一零年二月一日至 二零一八年一月三十一日	1.242
		907,500	-	-	-	28,095	64,081	999,676	1 February 2008 二零零八年 二月一日	1 February 2011 to 31 January 2018 二零一一年二月一日至 二零一八年一月三十一日	1.242
		680,625	-	-	-	21,071	48,061	749,757	15 December 2006 二零零六年 十二月十五日	15 December 2007 to 14 December 2016 二零零七年十二月十五日至 二零一六年十二月十四日	1.066
	Family 家族	1,134,375	-	-	-	35,119	80,102	1,249,596	15 December 2006 二零零六年 十二月十五日	15 December 2008 to 14 December 2016 二零零八年十二月十五日至 二零一六年十二月十四日	1.066
		363,000	-	-	-	11,238	25,632	399,870	1 February 2008 二零零八年 二月一日	1 February 2009 to 31 January 2018 二零零九年二月一日至 二零一八年一月三十一日	1.242
		544,500	-	-	-	16,857	38,449	599,806	1 February 2008 二零零八年 二月一日	1 February 2010 to 31 January 2018 二零一零年二月一日至 二零一八年一月三十一日	1.242
		907,500	-	-	-	28,095	64,081	999,676	1 February 2008 二零零八年 二月一日	1 February 2011 to 31 January 2018 二零一一年二月一日至 二零一八年一月三十一日	1.242

Report of the Directors (continued)  
董事會報告書(續)

Share Option Schemes (continued)

購股權計劃(續)

Name of Directors	Nature of interest	Number of share options 購股權數目							Date of grant	Exercise period	Exercise price per share (Adjusted) (HK\$) (Note 3) 每股 行使價 (經調整) (港元) (附註3)
		Outstanding at 1 January 2012	Granted	Exercised	Cancelled/ Lapsed	Adjustments on 19 July 2012 (Note 1)	Adjustments on 24 December 2012 (Note 1)	Outstanding at 31 December 2012			
董事姓名	權益性質	於二零一二年 一月一日 尚未行使	已授出	已行使	已註銷/ 已失效	於二零一二年 七月十九日 之調整 (附註1)	於二零一二年 十二月二十四日 之調整 (附註1)	於二零一二年 十二月三十一日 尚未行使	授出日期	行使期	
Mr. CHANG Li Hsien, Leslie 張立憲先生	Personal 個人	6,000,000	-	-	-	185,758	423,682	6,609,440	1 September 2010 二零一零年 九月一日	1 September 2011 to 31 August 2013 二零一一年九月一日至 二零一三年八月三十一日	0.443
		9,000,000	-	-	-	278,637	635,523	9,914,160	1 September 2010 二零一零年 九月一日	1 September 2012 to 31 August 2014 二零一二年九月一日至 二零一四年八月三十一日	0.443
		15,000,000	-	-	-	464,396	1,059,205	16,523,601	1 September 2010 二零一零年 九月一日	1 September 2013 to 31 August 2015 (Note 2) 二零一三年九月一日至 二零一五年八月三十一日 (附註2)	0.443
Mr. LEUNG Wing Sum, Samuel 梁榮森先生	Personal 個人	1,452,000	-	-	-	44,953	102,531	1,599,484	15 December 2006 二零零六年 十二月十五日	15 December 2007 to 14 December 2016 二零零七年十二月十五日至 二零一六年十二月十四日	1.066
		2,420,000	-	-	-	74,922	170,885	2,665,807	15 December 2006 二零零六年 十二月十五日	15 December 2008 to 14 December 2016 二零零八年十二月十五日至 二零一六年十二月十四日	1.066
		484,000	-	-	-	14,984	34,176	533,160	1 February 2008 二零零八年 二月一日	1 February 2009 to 31 January 2018 二零零九年二月一日至 二零一八年一月三十一日	1.242
		726,000	-	-	-	22,476	51,265	799,741	1 February 2008 二零零八年 二月一日	1 February 2010 to 31 January 2018 二零一零年二月一日至 二零一八年一月三十一日	1.242
		1,210,000	-	-	-	37,461	85,442	1,332,903	1 February 2008 二零零八年 二月一日	1 February 2011 to 31 January 2018 二零一一年二月一日至 二零一八年一月三十一日	1.242
Total 總計		43,552,000	-	-	-	1,346,347	3,077,359	47,975,706			

## Report of the Directors (continued)

### 董事會報告書(續)

#### Share Option Schemes (continued)

Notes:

1. Adjustments to the numbers of HKC shares underlying the outstanding share options of HKC were made as a result of the issues and allotments of scrip shares of HKC.
2. The share options will be vested and exercisable subject to the attainment of the performance target as determined by the board of directors of HKC.
3. In accordance with the HKC Option Scheme, the exercise prices of the share options of HKC were adjusted from HK\$1.174 per share, HK\$1.368 per share and HK\$0.488 per share to HK\$1.139 per share, HK\$1.327 per share and HK\$0.473 per share respectively as a result of the issue and allotment of scrip shares by HKC on 19 July 2012.

In addition, the exercise prices of the share options of HKC were further adjusted from HK\$1.139 per share, HK\$1.327 per share and HK\$0.473 per share to HK\$1.066 per share, HK\$1.242 per share and HK\$0.443 per share respectively as a result of the issue and allotment of scrip shares by HKC on 24 December 2012.

Save as disclosed above, no share option was granted to the Directors, exercised, cancelled nor lapsed by the Directors during the year ended 31 December 2012 under the HKC Option Scheme.

#### 購股權計劃(續)

附註：

1. 由於香港建設發行及配發代息股份，故尚未行使之香港建設購股權所涉香港建設股份數目已作出調整。
2. 購股權須待達至香港建設董事會所釐定之表現目標後，方獲歸屬及可予行使。
3. 由於香港建設於二零一二年七月十九日發行及配發代息股份，故香港建設購股權之行使價已根據香港建設購股權計劃作出調整，由每股1.174港元、每股1.368港元及每股0.488港元，分別調整至每股1.139港元、每股1.327港元及每股0.473港元。

此外，由於香港建設於二零一二年十二月二十四日發行及配發代息股份，故香港建設購股權之行使價已作出調整，由每股1.139港元、每股1.327港元及每股0.473港元，分別再調整至每股1.066港元、每股1.242港元及每股0.443港元。

除上文披露者外，於截至二零一二年十二月三十一日止年度，香港建設並無根據香港建設購股權計劃向任何董事授出任何購股權，亦無任何董事據此行使、註銷購股權或令其失效。

### Directors' Interests in Securities

At 31 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 corporation (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 Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules adopted by the Company were as follows:

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

### 董事於證券之權益

於二零一二年十二月三十一日，各董事及本公司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)之股份、相關股份及債券中擁有並已記錄於本公司根據證券及期貨條例第352條規定須予存置之登記冊之權益及淡倉，或已根據本公司所採納載於上市規則附錄十有關上市發行人董事進行證券交易的標準守則(「標準守則」)之規定知會本公司及聯交所之權益及淡倉如下：

(i) 於本公司股份及相關股份之好倉：

Name of Directors	Nature of interest	Number of shares and underlying shares of the Company	Approximate percentage of existing issued share capital of the Company
董事姓名	權益性質	本公司股份及相關股份數目	佔本公司現有已發行股本概約百分比
Mr. OEI Kang, Eric 黃剛先生	Corporate <sup>1</sup> 公司 <sup>1</sup>	1,836,550,369	77.940
	Personal <sup>2</sup> 個人 <sup>2</sup>	2,175,086	0.092
	Joint <sup>3</sup> 共同 <sup>3</sup>	24,724,353	1.049
Mr. CHANG Li Hsien, Leslie 張立憲先生	Personal <sup>4</sup> 個人 <sup>4</sup>	5,000,000	0.212
	Joint <sup>5</sup> 共同 <sup>5</sup>	570,000	0.024
Mr. LEUNG Wing Sum, Samuel 梁榮森先生	Personal <sup>6</sup> 個人 <sup>6</sup>	2,750,000	0.117



### Directors' Interests in Securities (continued)

#### (i) Long positions in the shares and underlying shares of the Company: (continued)

Notes:

1. Since as at 31 December 2012, HKC was held as to approximately 41.59% by Claudio Holdings Limited ("Claudio") (via its wholly-owned subsidiaries, Creator Holdings Limited ("Creator") and Genesis Capital Group Limited ("Genesis")), a company owned as to 50% by Mr. OEI Kang, Eric and as to the remaining 50% by his wife, Mrs. OEI Valonia Lau, Mr. OEI Kang, Eric is deemed to be interested in the same parcel of shares of the Company in which HKC is interested. The corporate interest of Mr. OEI Kang, Eric includes (i) an interest in 1,275,540,924 shares of the Company held by HKC; (ii) an interest in a 6.4% convertible note issued by the Company to HKC with a principal amount of RMB75 million carrying rights to convert into 135,584,558 shares of the Company at the conversion price of HK\$0.68 per share (subject to adjustment); (iii) an interest in 149,358,990 shares of the Company held by Creator; and (iv) an interest in 276,065,897 shares of the Company held by Genesis.
2. The personal interest of Mr. OEI Kang, Eric represents an interest in 2,175,086 shares of the Company.
3. The joint interest of Mr. OEI Kang, Eric represents an interest in 24,724,353 shares of the Company jointly held with his wife, Mrs. OEI Valonia Lau.
4. The personal interest of Mr. CHANG Li Hsien, Leslie represents an interest in 5,000,000 underlying shares in respect of options granted by the Company as detailed in "Share options of the Company" section above.
5. The joint interest of Mr. CHANG Li Hsien, Leslie represents an interest in 570,000 shares of the Company jointly held with his wife, Ms. WU Tung.
6. The personal interest of Mr. LEUNG Wing Sum, Samuel represents an interest in 2,750,000 underlying shares in respect of options granted by the Company as detailed in "Share options of the Company" section above.

### 董事於證券之權益(續)

#### (i) 於本公司股份及相關股份之好倉：

(續)

附註：

1. 於二零一二年十二月三十一日，由於香港建設由 Claudio Holdings Limited (「Claudio」) 持有約41.59% (通過其全資附屬公司創達集團有限公司(「創達」)及華創集團有限公司(「華創」))，而 Claudio 由黃剛先生及彼之妻子劉慧女士分別擁有50%，故黃剛先生被視為於香港建設擁有權益之同一批本公司股份中擁有權益。黃剛先生之公司權益包括(i)香港建設所持1,275,540,924股本公司股份權益；(ii)本公司向香港建設發行本金額為人民幣75,000,000元之6.4厘可換股票據權益，附帶權利可按換股價每股0.68港元(可予調整)轉換為135,584,558股本公司股份；(iii)創達所持149,358,990股本公司股份權益；及(iv)華創所持276,065,897股本公司股份權益。
2. 黃剛先生之個人權益指於2,175,086股本公司股份之權益。
3. 黃剛先生之共同權益指由彼與彼之妻子劉慧女士共同擁有之24,724,353股本公司股份之權益。
4. 張立憲先生之個人權益指與上文「本公司之購股權」一節所詳述，本公司所授出購股權涉及之5,000,000股相關股份之權益。
5. 張立憲先生之共同權益指由彼與彼之妻子吳彤女士共同擁有之570,000股本公司股份之權益。
6. 梁榮森先生之個人權益指與上文「本公司之購股權」一節所詳述，本公司所授出購股權涉及之2,750,000股相關股份之權益。

**Directors' Interests in Securities (continued)**

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

**董事於證券之權益(續)**

(ii) 於本公司相聯法團股份及相關股份之好倉：

Name of associated corporation	Name of Directors	Nature of interest	Number of shares and underlying shares of the associated corporation	Approximate percentage of existing issued share capital of the associated corporation
相聯法團名稱	董事姓名	權益性質	相聯法團之股份及相關股份數目	已發行股本概約百分比
HKC 香港建設	Mr. OEI Kang, Eric 黃剛先生	Corporate <sup>1</sup> 公司 <sup>1</sup>	4,675,014,112	41.586
		Personal <sup>2</sup> 個人 <sup>2</sup>	34,429,607	0.306
		Joint <sup>3</sup> 共同 <sup>3</sup>	121,603,844	1.082
		Family <sup>4</sup> 家族 <sup>4</sup>	3,998,705	0.036
	Mr. CHANG Li Hsien, Leslie 張立憲先生	Personal <sup>5</sup> 個人 <sup>5</sup>	33,047,201	0.294
		Joint <sup>6</sup> 共同 <sup>6</sup>	17,500,000	0.156
	Mr. LEUNG Wing Sum, Samuel 梁榮森先生	Personal <sup>7</sup> 個人 <sup>7</sup>	6,931,095	0.062

## Directors' Interests in Securities (continued)

### (ii) Long positions in the shares and underlying shares of associated corporation of the Company: (continued)

Notes:

1. The corporate interest of Mr. OEI Kang, Eric represents an interest in 1,691,419,708 shares of HKC held by Creator, and an interest in 2,983,594,404 shares of HKC held by Genesis. Both Creator and Genesis are wholly-owned subsidiaries of Claudio, a company owned as to 50% by Mr. OEI Kang, Eric and as to the remaining 50% by his wife, Mrs. OEI Valonia Lau.
2. The personal interest of Mr. OEI Kang, Eric represents an interest in 30,430,902 shares of HKC and an interest in 3,998,705 underlying shares in respect of options granted by HKC as detailed in "Share options of associated corporation of the Company" section above.
3. The joint interest of Mr. OEI Kang, Eric represents an interest in 121,603,844 shares of HKC jointly held with his wife, Mrs. OEI Valonia Lau.
4. The family interest of Mr. OEI Kang, Eric represents an interest in 3,998,705 underlying shares in respect of options granted by HKC to Mrs. OEI Valonia Lau as detailed in "Share options of associated corporation of the Company" section above.
5. The personal interest of Mr. CHANG Li Hsien, Leslie represents an interest in 33,047,201 underlying shares in respect of options granted by HKC as detailed in "Share options of associated corporation of the Company" section above.
6. The joint interest of Mr. CHANG Li Hsien, Leslie represents an interest in 17,500,000 shares of HKC jointly held with his wife, Ms. WU Tung.
7. The personal interest of Mr. LEUNG Wing Sum, Samuel represents an interest in 6,931,095 underlying shares in respect of options granted by HKC as detailed in "Share options of associated corporation of the Company" section above.

Save as disclosed above, as at 31 December 2012, none of the Directors or chief executive of the Company held any interests or short positions in the shares, underlying shares or 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 Stock Exchange pursuant to the Model Code contained in the Listing Rules.

## 董事於證券之權益(續)

### (ii) 於本公司相聯法團股份及相關股份之好倉：(續)

附註：

1. 黃剛先生之公司權益指創達所持之1,691,419,708股香港建設股份之權益，以及華創所持之2,983,594,404股香港建設股份之權益。創達及華創為Claudio之全資附屬公司，該公司由黃剛先生擁有50%，餘下50%則由彼之妻子劉慧女士擁有。
2. 黃剛先生之個人權益指30,430,902股香港建設股份之權益及上文「本公司相聯法團之購股權」一節所詳述，香港建設所授出購股權涉及之3,998,705股相關股份之權益。
3. 黃剛先生之共同權益指彼與彼之妻子劉慧女士共同擁有之121,603,844股香港建設股份之權益。
4. 黃剛先生之家族權益指與上文「本公司相聯法團之購股權」一節所詳述，香港建設授予劉慧女士之購股權涉及之3,998,705股相關股份之權益。
5. 張立憲先生之個人權益指與上文「本公司相聯法團之購股權」一節所詳述，香港建設所授出購股權涉及之33,047,201股相關股份之權益。
6. 張立憲先生之共同權益指彼與彼之妻子吳彤女士共同擁有之17,500,000股香港建設股份之權益。
7. 梁榮森先生之個人權益指與上文「本公司相聯法團之購股權」一節所詳述，香港建設所授出購股權涉及之6,931,095股相關股份之權益。

除上文披露者外，於二零一二年十二月三十一日，概無任何董事或本公司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第XV部)之股份、相關股份或債券中，擁有並已記錄於根據證券及期貨條例第352條須予存置之登記冊之權益或淡倉，或已根據上市規則所載標準守則知會本公司及聯交所之權益或淡倉。

### Directors' Right to Acquire Shares or Debentures

Save as disclosed under the heading "Directors' Interests in Securities" above, at no time during the year was the Company or any of its subsidiaries a party to any arrangement that enabled the Directors or any of their spouses or children under the age of 18 to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

### Directors' Interests in Competing Businesses

Mr. OEI Kang, Eric and Mr. CHANG Li Hsien, Leslie are executive directors of HKC and Mr. LEUNG Wing Sum, Samuel is director of certain subsidiaries of HKC. One of the business activities of the HKC Group is alternative energy business in the PRC. Apart from the Company's business, HKC Group has an interest in a business in ethanol energy business in the PRC. Having considered that HKC's investment in the ethanol energy business is non-core and the business is dormant at present, the Company can operate its business independently.

Mr. WANG Sing is a partner of TPG. TPG has an interest in Comtec Solar Systems Group Limited (Stock Code: 712) which is engaged in alternative energy business.

Save as disclosed above, none of the Directors or their respective associate(s) was interested in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

### Directors' and Controlling Shareholders' Interests in Contracts of Significance

Save as disclosed under the sections headed "Connected Transactions" in this Report and "Related Party Transactions" in note 33 to the consolidated financial statement, no contract of significance to which the Company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### 董事購買股份或債券之權利

除上文「董事於證券之權益」一節披露者外，於年內任何時間，本公司或其任何附屬公司概無訂立任何安排，致使董事或彼等各自之配偶或18歲以下之子女可藉購入本公司或任何其他法人團體之股份或債券而獲益。

### 董事在競爭業務之權益

黃剛先生及張立憲先生為香港建設之執行董事，而梁榮森先生則為香港建設旗下若干附屬公司之董事。香港建設集團其中一項業務為在中國從事替代能源業務。除了本公司之業務外，香港建設集團於中國之乙醇能源業務擁有業務權益。經考慮香港建設作出投資之乙醇能源業務並非核心業務，且有關業務目前並無運作，故本公司可獨立運作。

王斌先生為TPG之合夥人。TPG於卡姆丹克太陽能系統集團有限公司(股份代號：712)擁有權益。該公司從事替代能源業務。

除上文披露者外，概無董事或彼等各自之聯繫人士於與本集團業務直接或間接構成或可能構成競爭之任何業務中擁有權益。

### 董事及控股股東於重大合約之權益

除本報告書「關連交易」一節及綜合財務報表附註33「關聯方交易」一節所披露者外，本公司或其任何附屬公司概無訂立任何董事直接或間接擁有重大權益且於年終或年內任何時間仍屬有效之重大合約。

## Report of the Directors (continued)

董事會報告書(續)

### Substantial Shareholders' Interests in Securities

As at 31 December 2012, the following persons (other than a Director or chief executive of the Company) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

### Long positions in the shares and underlying shares of the Company

### 主要股東於證券之權益

於二零一二年十二月三十一日，按本公司根據證券及期貨條例第336條規定須予存置之登記冊所記錄，以下人士(董事或本公司主要行政人員除外)於本公司之股份及相關股份中擁有權益或淡倉：

### 於本公司股份及相關股份之好倉

Name	Nature of interest	Number of shares and underlying shares of the Company	Approximate percentage of the existing issued share capital of the Company
姓名／名稱	權益性質	本公司股份及相關股份數目	佔本公司現有已發行股本概約百分比
HKC 香港建設	Beneficial owner <sup>1</sup> 實益擁有人 <sup>1</sup>	1,411,125,482	59.886
Mrs. OEI Valonia Lau 劉慧女士	Family <sup>2</sup> 家族 <sup>2</sup>	1,838,725,455	78.032
	Joint <sup>3</sup> 共同 <sup>3</sup>	24,724,353	1.049
Claudio	Corporate <sup>4</sup> 公司 <sup>4</sup>	1,836,550,369	77.940
Genesis 華創	Corporate <sup>5</sup> 公司 <sup>5</sup>	276,065,897	11.716
Creator 創達	Corporate <sup>6</sup> 公司 <sup>6</sup>	149,358,990	6.339
Mr. David BONDERMAN David BONDERMAN先生	Corporate <sup>7</sup> 公司 <sup>7</sup>	560,000,000	23.765
Mr. James G. COULTER James G. COULTER先生	Corporate <sup>7</sup> 公司 <sup>7</sup>	560,000,000	23.765

## Substantial Shareholders' Interests in Securities

(continued)

Long positions in the shares and underlying shares of the Company (continued)

## 主要股東於證券之權益(續)

於本公司股份及相關股份之好倉(續)

Name	Nature of interest	Number of shares and underlying shares of the Company	Approximate percentage of the existing issued share capital of the Company
姓名/名稱	權益性質	本公司股份及相關股份數目	佔本公司現有已發行股本概約百分比
Tarrant Capital Advisors, Inc.	Corporate <sup>7</sup> 公司 <sup>7</sup>	560,000,000	23.765
Tarrant Advisors, Inc.	Corporate <sup>7</sup> 公司 <sup>7</sup>	560,000,000	23.765
TPG Ventures Professionals, LP.	Corporate <sup>7</sup> 公司 <sup>7</sup>	560,000,000	23.765
TPG Ventures Partners, LP.	Corporate <sup>7</sup> 公司 <sup>7</sup>	560,000,000	23.765
TPG Ventures Holdings, LLC	Corporate <sup>7</sup> 公司 <sup>7</sup>	560,000,000	23.765
TPG Star Advisors, LLC	Corporate <sup>7</sup> 公司 <sup>7</sup>	560,000,000	23.765
TPG STAR GenPar. LP.	Corporate <sup>7</sup> 公司 <sup>7</sup>	560,000,000	23.765
TPG STAR. LP.	Corporate <sup>7</sup> 公司 <sup>7</sup>	560,000,000	23.765
STAR Butterfly Energy, Ltd.	Corporate <sup>7</sup> 公司 <sup>7</sup>	560,000,000	23.765

## Substantial Shareholders' Interests in Securities (continued)

### Long positions in the shares and underlying shares of the Company (continued)

Notes:

1. The beneficial interest of HKC includes (i) an interest in 1,275,540,924 shares of the Company held by HKC; and (ii) an interest in a 6.4 per cent convertible note issued by the Company to HKC with a principal amount of RMB75 million carrying rights to convert into 135,584,558 shares of the Company at the conversion price of HK\$0.68 per share (subject to adjustment).
2. Mrs. OEI Valonia Lau is deemed to be interested in the same parcel of shares of the Company in which Mr. OEI Kang, Eric is taken to be interested (as detailed in "Directors' Interests in Securities" section above).
3. The joint interest of Mrs. OEI Valonia Lau represents an interest in 24,724,353 shares of the Company jointly held with Mr. OEI Kang.
4. Claudio is beneficially interested in 41.59% of the issued share capital of HKC (via its wholly-owned subsidiaries, Creator and Genesis) and thus, is deemed to be interested in the same parcel of shares and underlying shares of the Company in which HKC is interested. In addition, as Creator and Genesis are wholly-owned subsidiaries of Claudio, and thus, Claudio is deemed to be interested in the same parcel of shares of the Company in which Creator and Genesis are interested.
5. The corporate interest of Genesis includes an interest in 276,065,897 shares of the Company.
6. The corporate interest of Creator includes an interest in 149,358,990 shares of the Company.
7. The corporate interest includes an interest in 300,000,000 non-voting convertible preference shares of the Company carrying rights to convert into shares of the Company at the initial conversion rate of 1 preference share to 1 share (subject to adjustment) ("Preference Shares") held by STAR Butterfly Energy, Ltd. ("STAR"); and a capital commitment right to require the Company to issue to STAR or its affiliate up to a maximum of 260,000,000 additional Preference Shares (subject to adjustment) at a price of HK\$0.75 per additional Preference Share.

Save as disclosed above, at 31 December 2012, the Company had not been notified by any person, other than Directors and chief executive of the Company, who had interests or short positions in the shares and underlying shares of the Company which are required to record in the register required to be kept by the Company under section 336 of Part XV of the SFO.

## 主要股東於證券之權益(續)

### 於本公司股份及相關股份之好倉(續)

附註：

1. 香港建設之實益權益包括(i)香港建設持有之1,275,540,924股本公司股份之權益；及(ii)本公司向香港建設發行本金額為人民幣75,000,000元之6.4厘可換股票據之權益，附帶權利可按換股價每股0.68港元(可予調整)轉換為135,584,558股本公司股份。
2. 劉慧女士被視為於黃剛先生被當作擁有權益之同一批本公司股份中擁有權益(詳情參見上文「董事於證券之權益」一節)。
3. 劉慧女士之共同權益指彼與黃剛先生共同擁有之24,724,353股本公司股份之權益。
4. Claudio實益擁有香港建設已發行股本之41.59%權益(透過其全資附屬公司創達及華創)，因此被視為於香港建設擁有權益之同一批本公司股份及相關股份中擁有權益。此外，由於創達及華創為Claudio之全資附屬公司，因此，Claudio被視為於創達及華創擁有權益之同一批本公司股份中擁有權益。
5. 華創之公司權益包括276,065,897股本公司股份之權益。
6. 創達之公司權益包括149,358,990股本公司股份之權益。
7. 公司權益包括由STAR Butterfly Energy, Ltd. (「STAR」)持有之300,000,000股本公司無投票權可換股優先股，附帶權利可按初步兌換率1股優先股兌換1股股份(可予調整)轉換為本公司股份(「優先股」)之權益；以及附帶資本承擔權利，可要求本公司按每股額外優先股0.75港元之價格向STAR或其聯屬人士發行最多260,000,000股額外優先股(可予調整)。

除上文披露者外，於二零一二年十二月三十一日，本公司並無獲任何人士(董事及本公司主要行政人員除外)知會，表示彼於本公司之股份及相關股份中擁有權益或淡倉，並須記錄於本公司根據證券及期貨條例第XV部第336條之規定須予存置之登記冊內。

## Connected Transactions

On 2 November 2012, the Company and HKC entered into a subscription agreement (“Subscription Agreement”) pursuant to which the Company agreed to issue to HKC a convertible note in principal amount of RMB75 million at an issue price equal to its principal amount, raising a total of about HK\$92.20 million (before expenses) for the Company (the “CRE Convertible Note (2012)”). The CRE Convertible Note (2012) bears interest on its outstanding principal amount at 6.40% per annum until its maturity date falling on the third anniversary of its issue date. The Company will redeem the CRE Convertible Note (2012) on its maturity date at its principal amount outstanding together with accrued and unpaid interests. The CRE Convertible Note (2012) will be convertible into fully paid-up shares at HK\$0.68 per share of the Company (subject to adjustment). The Company intended to apply the proceeds raised from the issue of the CRE Convertible Note (2012) as and for financing future project development, providing working capital of the Group and repaying the Group’s borrowings (including the CRE Convertible Note (2009)).

HKC is a controlling shareholder and hence a connected person of the Company, the issue of CRE Convertible Note (2012) and the issue and allotment of new shares of the Company upon conversion of the CRE Convertible Note (2012) constituted connected transactions for the Company under Chapter 14A of the Listing Rules.

Details of the proposed issue of CRE Convertible Note (2012) were set out in the circular dated 23 November 2012. An ordinary resolution for, among the others, approving the Subscription Agreement and the issue of the CRE Convertible Notes (2012) and new shares of the Company on conversion was passed at the extraordinary general meeting on 11 December 2012. On 18 December 2012, the Subscription Agreement completed and the CRE Convertible Note (2012) was issued to a wholly-owned subsidiary of HKC.

## 關連交易

於二零一二年十一月二日，本公司及香港建設訂立認購協議(「認購協議」)。據此，本公司同意向香港建設按相等於其本金額之發行價發行本金額人民幣75,000,000元之可換股票據(「中國再生能源可換股票據(二零一二年)」)，為本公司籌集共約92,200,000港元(未計開支前)。中國再生能源可換股票據(二零一二年)將按未贖回本金額以年息6.40厘計息，直至發行日起計第三週年屆滿之到期日為止。本公司將於到期日按尚未償還本金額連同應計及未付利息，贖回中國再生能源可換股票據(二零一二年)。中國再生能源可換股票據(二零一二年)將以每股本公司股份0.68港元之價格(可予調整)，兌換成本公司已繳足股份。本公司擬把發行中國再生能源可換股票據(二零一二年)籌集所得款項用作撥付未來項目發展所需、為本集團提供營運資金，以及用作償還本集團之借貸(包括中國再生能源可換股票據(二零零九年))。

由於香港建設為本公司之控股股東並因此為本公司之關連人士，因此，根據上市規則第14A章之規定，發行中國再生能源可換股票據(二零一二年)以及待兌換中國再生能源可換股票據(二零一二年)後發行及配發本公司股份，均構成本公司之關連交易。

建議發行中國再生能源可換股票據(二零一二年)之詳情載於日期為二零一二年十一月二十三日之通函內。有關(其中包括)批准認購協議以及發行中國再生能源可換股票據(二零一二年)及在兌換後發行本公司新股份之普通決議案，已於二零一二年十二月十一日舉行之股東特別大會上獲通過。於二零一二年十二月十八日，認購協議已告完成，而中國再生能源可換股票據(二零一二年)亦獲發行予一家香港建設全資附屬公司。



## Financial Assistance and Guarantee to Affiliated Companies

On 28 March 2012, the Company entered into the Agreement to Guarantee with 中節能風力發電股份有限公司(CECEP Wind-Power Corporation) (“CECWP”), pursuant to which the Company agreed to execute a counter guarantee (the “Counter Guarantee”) in favour of 中國節能環保集團公司(China Energy Conservation and Environmental Protection Group) (“CECEP”), the holding company of CECWP, to counter-guarantee CECEP for 40% of all liabilities and expenses which may be incurred by CECEP under the guarantee given by CECEP for facilities granted to CECWP and on-lent to 中節能港建(甘肅)風力發電有限公司(CECIC HKC (Gansu) Wind Power Co., Ltd.) (“Gansu”), a Sino-foreign equity joint venture enterprise established in the PRC with limited liability and owned as to 40% by the Group.

Details of the Agreement to Guarantee were disclosed in the circular of the Company dated 27 April 2012. The Counter Guarantee was signed on 1 June 2012. As at 31 December 2012, the total outstanding principal under this facility was RMB1,105 million and the extent of the Counter Guarantee was RMB442 million.

As at 31 December 2012, the Group has provided financial assistance to, and guarantee for, affiliated companies (including Gansu) in aggregate amount of HK\$727 million, which represented approximately 29% of the Group’s total assets value as at 31 December 2012.

## 向聯屬公司提供財務資助及擔保

於二零一二年三月二十八日，本公司與中節能風力發電股份有限公司(「中節能風力發電」)訂立擔保協議。據此，本公司同意以中節能風力發電之控股公司中國節能環保集團公司(「中節能」)為受益人，根據中節能就中節能風力發電獲授之融資及就中節能港建(甘肅)風力發電有限公司(「甘肅」)，於中國成立之有限責任中外合資合營企業，由本集團擁有40%權益)獲授之借款作出擔保可能產生之所有責任及支出之40%簽立一項反擔保。

擔保協議之詳情於本公司日期為二零一二年四月二十七日之通函內披露。有關反擔保於二零一二年六月一日簽訂。於二零一二年十二月三十一日，在此融資項下之尚欠本金總額為人民幣1,105,000,000元，而反擔保之金額為人民幣442,000,000元。

於二零一二年十二月三十一日，本集團向多間聯屬公司(包括甘肅)提供財務資助及擔保，總額達727,000,000港元，相當於本集團於二零一二年十二月三十一日之資產總值約29%。

## Financial Assistance and Guarantee to Affiliated Companies (continued)

In accordance with the requirement under Rule 13.22 of the Listing Rules, the pro forma combined balance sheet of the affiliated companies and the Group's attributable interests in the affiliated companies based on their latest financial statements available are presented below:

		Combined balance sheet 合併資產負債表 HK\$ million 百萬港元	Group's attributable interests 本集團應佔權益 HK\$ million 百萬港元
Assets	資產	6,704	2,572
Liabilities	負債	(3,853)	(1,473)
Net assets	資產淨值	2,851	1,099

## Management Contract

Apart from those disclosed under the heading "Related Party Transactions" in note 33 to the consolidated financial statements, no contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

## Major Customers and Suppliers

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

### Purchases

The largest supplier	43%
Five largest suppliers in aggregate	65%

### Sales

During the year, the Group had two customers only and the percentages of the Group's sales attributable to the major customers are as follows:

The largest customer	52%
The remaining customer	48%

None of the Directors, any of their associates, or shareholders of the Company (which to the knowledge of the Directors, own more than 5% of the Company's issued share capital) had any interest in the Group's customers noted above.

## 向聯屬公司提供財務資助及擔保(續)

根據上市規則第13.22條之規定，聯屬公司之備考合併資產負債表及根據聯屬公司最近期財務報表計算本集團應佔有關聯屬公司權益呈列如下：

	Combined balance sheet 合併資產負債表 HK\$ million 百萬港元	Group's attributable interests 本集團應佔權益 HK\$ million 百萬港元
Assets	6,704	2,572
Liabilities	(3,853)	(1,473)
Net assets	2,851	1,099

## 管理合約

除綜合財務報表附註33「關聯方交易」一節披露者外，本公司於年內並無訂立或訂有任何有關本公司全部或任何重大部份業務之管理及行政合約。

## 主要客戶及供應商

年內，本集團主要供應商及客戶應佔本集團採購額及銷售額之百分比如下：

### 採購額

最大供應商	43%
五大供應商合計	65%

### 銷售額

年內，本集團僅有兩名客戶，主要客戶應佔本集團銷售額之百分比如下：

最大客戶	52%
餘下客戶	48%

董事、彼等之任何聯繫人士或本公司股東(據董事所知擁有本公司已發行股本超過5%者)概無於上述本集團客戶中擁有任何權益。

## Report of the Directors (continued)

### 董事會報告書(續)

### Purchase, Sale or Redemption of the Company's Listed Securities

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed shares during the year ended 31 December 2012.

### Corporate Governance

The Company's corporate governance practices are set out in the Corporate Governance Report on pages 13 to 28.

### Model Code for Securities Transactions by Directors

The Company has adopted the Model Code as its own code of conduct regarding Directors' securities transactions. Specified employees who are likely to be in possession of unpublished price-sensitive information of the Group are also subject to compliance with guidelines on no less exacting terms than the Model Code. A Code for Securities Dealings by Employees has also been adopted in this regard.

### Retirement Benefits Schemes

Information on the Group's retirement benefits schemes is set out in note 11 to the consolidated financial statements.

### Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this report, there is sufficient public float of more than 25% of the Company's issued shares as required under the Listing Rules.

### Review of the Annual Report by Audit Committee

The audit committee of the Company comprises three independent non-executive Directors and one non-executive Directors with written terms of reference in accordance with the requirements of the Listing Rules, and reports to the Board. The audit committee has reviewed the audited consolidated financial statements for the year ended 31 December 2012.

### Auditor

The consolidated financial statements for the year have been audited by Messrs. PricewaterhouseCoopers who retire and, being eligible, offer themselves for reappointment. A resolution for the reappointment of Messrs. PricewaterhouseCoopers as auditor of the Company is to be proposed at the AGM.

### 購買、出售或贖回本公司上市證券

於截至二零一二年十二月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市股份。

### 企業管治

本公司之企業管治常規載於第13頁至第28頁之企業管治報告。

### 董事進行證券交易的標準守則

本公司已採納標準守則作為董事進行證券交易之操守守則。可能擁有本集團尚未公佈股價敏感資料之特定僱員，亦須遵守相關條款不會較標準守則寬鬆之指引。本公司亦已就此採納僱員買賣證券守則。

### 退休福利計劃

本集團之退休福利計劃資料載於綜合財務報表附註11。

### 足夠公眾持股量

根據本公司公開取得之資料，以及就董事所知，於本報告書刊發日期，本公司維持足夠公眾持股量，即根據上市規則所規定本公司已發行股份25%以上由公眾人士持有。

### 審核委員會審閱年報

本公司之審核委員會由三名獨立非執行董事及一名非執行董事組成，本公司已根據上市規則之規定制訂其書面職權範圍。審核委員會須向董事會匯報。審核委員會已審閱截至二零一二年十二月三十一日止年度之經審核綜合財務報表。

### 核數師

本年度之綜合財務報表已由羅兵咸永道會計師事務所審核。羅兵咸永道會計師事務所任滿告退，並符合資格及願意獲續聘。本公司將於股東週年大會上提呈有關續聘羅兵咸永道會計師事務所為本公司核數師之決議案。

## Report of the Directors (continued)

董事會報告書(續)

### Update on Directors' Information

Pursuant to Rule 13.51B(1) of the Listing Rules, change in the information of the directors of the Company since the date of the 2012 Interim Report is set out below:

#### Mr. YU Hon To, David

(Independent Non-executive Director)

Mr. YU was appointed as an independent non-executive director of China Resources Gas Group Limited (stock code: 1193), a company listed on the Stock Exchange, on 28 December 2012.

#### Mr. TSANG Chi Kin

(Alternative director to Mr. WANG Sing)

Mr. TSANG was appointed as an alternate director to Mr. WANG Sing, a non-executive director of MIE Holdings Corporation (stock code: 1555), a company listed on the Stock Exchange, on 30 September 2012.

On behalf of the Board

**China Renewable Energy Investment Limited**

**OEI Kang, Eric**

*Chairman and Chief Executive Officer*

Hong Kong, 21 March 2013

### 董事資料更新

根據上市規則第13.51B(1)條，董事資料自二零一二年中期報告日期以來之變動如下：

#### 俞漢度先生

(獨立非執行董事)

俞先生於二零一二年十二月二十八日獲委任為華潤燃氣控股有限公司(股份代號：1193，聯交所上市公司)之獨立非執行董事。

#### 曾至鍵先生

(王斌先生之替代董事)

曾先生於二零一二年九月三十日獲委任為MI能源控股有限公司(股份代號：1555，聯交所上市公司)非執行董事王斌先生之替代董事。

代表董事會

**中國再生能源投資有限公司**

*主席兼行政總裁*

**黃剛**

香港，二零一三年三月二十一日

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



羅兵咸永道

## TO THE SHAREHOLDERS OF CHINA RENEWABLE ENERGY INVESTMENT LIMITED

(incorporated in the Cayman Islands with limited liability)

致中國再生能源投資有限公司股東

(於開曼群島註冊成立的有限公司)

We have audited the consolidated financial statements of China Renewable Energy Investment Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 61 to 146, which comprise the consolidated and company balance sheets as at 31 December 2012, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

本核數師(以下簡稱「我們」)已審計列載於第61至第146頁中國再生能源投資有限公司(以下簡稱「貴公司」)及其附屬公司(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資產負債表與截至該日止年度的綜合全面收入報表、綜合權益變動表及綜合現金流量表,以及主要會計政策概要及其他附註解釋資料。

### 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.

### 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。

### 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, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### 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,並僅向整體股東報告,除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

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.

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。



## Independent Auditor's Report (continued)

### 獨立核數師報告(續)

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

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

### Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2012, and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

**PricewaterhouseCoopers**

*Certified Public Accountants*

Hong Kong, 21 March 2013

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。

### 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虧損及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

**羅兵咸永道會計師事務所**

*執業會計師*

香港，二零一三年三月二十一日

# Consolidated Statement of Comprehensive Income

## 綜合全面收入報表

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

		Note	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
		附註		
<b>Continuing operations</b>	<b>持續經營業務</b>			
<b>Revenue</b>	<b>收益</b>	5	<b>99,513</b>	89,897
Cost of sales	銷售成本	6	<b>(79,377)</b>	(78,935)
<b>Gross profit</b>	<b>毛利</b>		<b>20,136</b>	10,962
Other income	其他收入	7	<b>1,968</b>	3,848
Administrative expenses	行政費用	6	<b>(37,462)</b>	(65,588)
Provision for impairment losses	減值虧損撥備	8	<b>(133,516)</b>	(42,912)
<b>Operating loss</b>	<b>經營虧損</b>		<b>(148,874)</b>	(93,690)
Finance income	財務收入	9	<b>1,874</b>	2,393
Finance costs	融資成本	9	<b>(51,174)</b>	(49,716)
Finance costs – net	融資成本 – 淨額	9	<b>(49,300)</b>	(47,323)
Fair value gain on derivative liability	衍生工具負債之公平值收益		<b>7,140</b>	69,320
Share of profits less losses of associated companies	應佔聯營公司溢利減虧損	20	<b>80,667</b>	67,376
<b>Loss before income tax</b>	<b>所得稅前虧損</b>		<b>(110,367)</b>	(4,317)
Income tax credit	所得稅抵免	12	<b>15,648</b>	12,369
<b>(Loss)/profit for the year from continuing operations</b>	<b>來自持續經營業務之本年度(虧損)/溢利</b>		<b>(94,719)</b>	8,052
<b>Discontinued operations</b>	<b>已終止經營業務</b>			
Profit/(loss) for the year from discontinued operations	來自已終止經營業務之本年度溢利/(虧損)	35	<b>100</b>	(3,486)
<b>(Loss)/profit for the year</b>	<b>本年度(虧損)/溢利</b>		<b>(94,619)</b>	4,566
<b>Other comprehensive income:</b>	<b>其他全面收入：</b>			
Currency translation differences	匯兌換算差額		<b>7,734</b>	70,148
<b>Other comprehensive income for the year, net of tax</b>	<b>本年度其他全面收入，扣除稅項</b>		<b>7,734</b>	70,148
<b>Total comprehensive (loss)/income for the year</b>	<b>本年度全面(虧損)/收入總額</b>		<b>(86,885)</b>	74,714

## Consolidated Statement of Comprehensive Income (continued)

### 綜合全面收入報表(續)

For the year ended 31 December 2012

截至二零一二年十二月三十一日止年度

	Note	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
	附註		
<b>(Loss)/profit attributable to:</b>			
Equity holders of the Company			
– Continuing operations		(82,842)	16,682
– Discontinued operations		100	(3,486)
		<u>(82,742)</u>	<u>13,196</u>
Non-controlling interests		(11,877)	(8,630)
		<u>(94,619)</u>	<u>4,566</u>
<b>Total comprehensive (loss)/income attributable to:</b>			
Equity holders of the Company			
– Continuing operations		(75,254)	90,218
– Discontinued operations		196	(7,033)
		<u>(75,058)</u>	<u>83,185</u>
Non-controlling interests		(11,827)	(8,471)
		<u>(86,885)</u>	<u>74,714</u>
<b>Dividends</b>	15	–	–
<b>(Loss)/earnings per share from continuing and discontinued operations attributable to equity holders of the Company (expressed in HK cents per share)</b>			
<b>Basic (loss)/earnings per share</b>			
From continuing operations	14(a)	(3.51)	1.42
From discontinued operations		–	(0.30)
		<u>(3.51)</u>	<u>1.12</u>
<b>Diluted (loss)/earnings per share</b>			
From continuing operations	14(b)	(3.51)	0.63
From discontinued operations		–	(0.13)
		<u>(3.51)</u>	<u>0.50</u>



# Consolidated Balance Sheet

## 綜合資產負債表

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

		Note	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
		附註		
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、機器及設備	16	931,317	984,333
Construction in progress	在建工程	17	69,341	47,851
Prepaid land lease payments	預付土地租賃款項	18	14,319	18,057
Intangible assets	無形資產	19	6,398	144,601
Interests in associated companies	於聯營公司之權益	20	1,099,031	1,098,713
<b>Total non-current assets</b>	<b>非流動資產總值</b>		<b>2,120,406</b>	<b>2,293,555</b>
<b>Current assets</b>	<b>流動資產</b>			
Inventory	存貨		6,389	7,062
Trade and other receivables	應收賬款及其他應收款	22	141,327	113,076
Restricted cash	受限制現金	23	1,014	1,002
Cash and cash equivalents	現金及現金等價物	24	238,213	338,751
			<b>386,943</b>	<b>459,891</b>
Assets of disposal group classified as held for sale	持有待售之處置組之資產	35	12,381	4,651
<b>Total current assets</b>	<b>流動資產總值</b>		<b>399,324</b>	<b>464,542</b>
<b>Total assets</b>	<b>資產總值</b>		<b>2,519,730</b>	<b>2,758,097</b>
<b>EQUITY</b>	<b>權益</b>			
<b>Capital and reserves attributable to equity holders of the Company</b>	<b>本公司權益持有人應佔股本及儲備</b>			
Share capital	股本	25	26,564	26,564
Reserves	儲備	26	1,690,567	1,765,718
<b>Equity attributable to equity holders of the Company</b>	<b>本公司權益持有人應佔權益</b>		<b>1,717,131</b>	<b>1,792,282</b>
<b>Non-controlling interests</b>	<b>非控股權益</b>		<b>3,382</b>	<b>15,209</b>
<b>Total equity</b>	<b>權益總額</b>		<b>1,720,513</b>	<b>1,807,491</b>

## Consolidated Balance Sheet (continued)

### 綜合資產負債表(續)

As at 31 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
<b>LIABILITIES</b>	<b>負債</b>			
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Bank borrowings	銀行借款	27	552,247	618,334
Deferred income tax liabilities	遞延所得稅負債	29	41,546	66,319
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>		<b>593,793</b>	684,653
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	應付賬款及其他應付款	31	38,851	105,596
Derivative liability	衍生工具負債	30	2,150	9,370
Current portion of bank borrowings	銀行借款即期部分	27	70,897	70,349
Convertible note	可換股票據	28	93,519	80,636
			<b>205,417</b>	265,951
Liabilities of disposal group classified as held for sale	持有待售之處置組之負債	35	7	2
<b>Total current liabilities</b>	<b>流動負債總額</b>		<b>205,424</b>	265,953
<b>Total liabilities</b>	<b>負債總額</b>		<b>799,217</b>	950,606
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>		<b>2,519,730</b>	2,758,097
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>193,900</b>	198,589
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>2,314,306</b>	2,492,144

OEI Kang, Eric  
黃剛  
Director  
董事

LEUNG Wing Sum, Samuel  
梁榮森  
Director  
董事

# Balance Sheet

## 資產負債表

As at 31 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
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Interests in subsidiaries	於附屬公司之權益	21	12,197	12,404
<b>Current assets</b>	<b>流動資產</b>			
Other receivables	其他應收款	22	702	459
Amounts due from subsidiaries	應收附屬公司款項	21	1,492,658	1,554,064
Cash and cash equivalents	現金及現金等價物	24	42,125	60,845
<b>Total current assets</b>	<b>流動資產總值</b>		<b>1,535,485</b>	<b>1,615,368</b>
<b>Total assets</b>	<b>資產總值</b>		<b>1,547,682</b>	<b>1,627,772</b>
<b>EQUITY</b>	<b>權益</b>			
<b>Capital and reserves attributable to equity holders of the Company</b>	<b>本公司權益持有人應佔股本及儲備</b>			
Share capital	股本	25	26,564	26,564
Reserves	儲備	26	1,272,269	1,346,474
<b>Total equity</b>	<b>權益總額</b>		<b>1,298,833</b>	<b>1,373,038</b>
<b>LIABILITIES</b>	<b>負債</b>			
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Deferred income tax liability	遞延所得稅負債	29	—	399
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>		<b>—</b>	<b>399</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Amounts due to subsidiaries	應付附屬公司款項	21	150,147	161,163
Derivative liability	衍生工具負債	30	2,150	9,370
Other payables	其他應付款	31	3,033	3,166
Convertible note	可換股票據	28	93,519	80,636
<b>Total current liabilities</b>	<b>流動負債總額</b>		<b>248,849</b>	<b>254,335</b>
<b>Total liabilities</b>	<b>負債總額</b>		<b>248,849</b>	<b>254,734</b>
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>		<b>1,547,682</b>	<b>1,627,772</b>
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>1,286,636</b>	<b>1,361,033</b>
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>1,298,833</b>	<b>1,373,437</b>

OEI Kang, Eric  
黃剛  
Director  
董事

LEUNG Wing Sum, Samuel  
梁榮森  
Director  
董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

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

Attributable to equity holders of the Company  
本公司權益持有人應佔

		Employee share-based							Non-controlling interests	Total equity
		Share capital	Share premium	Exchange reserve	compensation reserve	Other reserves	Retained earnings	Total		
		股本	股份溢價	匯兌儲備	僱員股份補償儲備	其他儲備	保留盈利	總額	非控股權益	權益總額
		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
Balance at 1 January 2011	於二零一一年一月一日之結餘	25,422	944,491	53,766	1,631	6,261	625,796	1,657,367	23,680	1,681,047
Profit/(loss) for the year	本年度溢利/(虧損)	-	-	-	-	-	13,196	13,196	(8,630)	4,566
Other comprehensive income	其他全面收入									
Currency translation differences	匯兌換算差額	-	-	69,989	-	-	-	69,989	159	70,148
<b>Total comprehensive income</b>	<b>全面收入總額</b>	<b>-</b>	<b>-</b>	<b>69,989</b>	<b>-</b>	<b>-</b>	<b>13,196</b>	<b>83,185</b>	<b>(8,471)</b>	<b>74,714</b>
Transactions with owners	與擁有人進行之交易									
Employee share options benefits	僱員購股權福利	-	-	-	1,574	-	-	1,574	-	1,574
Exercise of bonus warrants	行使紅利認股權證	1,142	49,014	-	-	-	-	50,156	-	50,156
<b>Balance at 31 December 2011</b>	<b>於二零一一年十二月三十一日之結餘</b>	<b>26,564</b>	<b>993,505</b>	<b>123,755</b>	<b>3,205</b>	<b>6,261</b>	<b>638,992</b>	<b>1,792,282</b>	<b>15,209</b>	<b>1,807,491</b>
Balance at 1 January 2012	於二零一二年一月一日之結餘	26,564	993,505	123,755	3,205	6,261	638,992	1,792,282	15,209	1,807,491
Loss for the year	本年度虧損	-	-	-	-	-	(82,742)	(82,742)	(11,877)	(94,619)
Other comprehensive income	其他全面收入									
Currency translation differences	匯兌換算差額	-	-	7,684	-	-	-	7,684	50	7,734
<b>Total comprehensive income</b>	<b>全面收入總額</b>	<b>-</b>	<b>-</b>	<b>7,684</b>	<b>-</b>	<b>-</b>	<b>(82,742)</b>	<b>(75,058)</b>	<b>(11,827)</b>	<b>(86,885)</b>
Transactions with owners	與擁有人進行之交易									
Employee share option benefits	僱員購股權福利	-	-	-	(93)	-	-	(93)	-	(93)
Reversal of equity component of convertible note	撥回可換股票據權益部分	-	-	-	-	(6,261)	6,261	-	-	-
<b>Balance at 31 December 2012</b>	<b>於二零一二年十二月三十一日之結餘</b>	<b>26,564</b>	<b>993,505</b>	<b>131,439</b>	<b>3,112</b>	<b>-</b>	<b>562,511</b>	<b>1,717,131</b>	<b>3,382</b>	<b>1,720,513</b>

# Consolidated Cash Flow Statement

## 綜合現金流量表

For the year ended 31 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
<b>Cash flows from operating activities</b>	<b>經營業務之現金流量</b>			
Cash (used in)/generated from operations	營業(所用)/所得現金	34	(38,348)	66,302
Mainland China taxation paid	已付中國內地稅項		(9,720)	(1,248)
			<u>(48,068)</u>	<u>65,054</u>
Net cash (used in)/generated from operating activities	經營業務(所用)/所得現金淨額		(48,068)	65,054
<b>Cash flows from investing activities</b>	<b>投資活動之現金流量</b>			
Interest received	已收利息		2,058	2,488
Purchase of intangible assets	購置無形資產		(376)	(155)
Addition to land lease payments	添置土地租賃付款		-	(1,355)
Purchase of property, plant and equipment	購入物業、機器及設備		(463)	(11,544)
Purchase of construction in progress	購入在建工程		(22,803)	(27,119)
Proceeds from disposal of property, plant and equipment	出售物業、機器及設備所得款項		1,188	30
Increase in restricted cash	受限制現金增加		(12)	(45)
Dividends received from associated companies	已收聯營公司股息		89,626	24,956
			<u>69,218</u>	<u>(12,744)</u>
Net cash generated from/(used in) investing activities	投資活動所得/(所用)現金淨額		69,218	(12,744)
<b>Cash flows from financing activities</b>	<b>融資活動之現金流量</b>			
Repayment of bank and other loans	償還銀行及其他貸款		(70,897)	(67,881)
Proceed from issuance of bonus warrants	發行紅利認股權證所得款項		-	50,156
Repayment of convertible note	償還可換股票據		(91,338)	-
Proceeds from issuance of convertible note	發行可換股票據所得款項		93,195	-
Interest paid	已付利息		(48,488)	(47,343)
Decrease in advance from a fellow subsidiary	一間同系附屬公司之墊款減少		-	(20,125)
			<u>(117,528)</u>	<u>(85,193)</u>
Net cash used in financing activities	融資活動所用現金淨額		(117,528)	(85,193)
<b>Net decrease in cash and cash equivalents</b>	<b>現金及現金等價物減少淨額</b>		<b>(96,378)</b>	<b>(32,883)</b>
Cash and cash equivalents at 1 January	於一月一日之現金及現金等價物		343,402	362,555
Effect of foreign exchange rate changes	匯率變動之影響		3,570	13,730
			<u>250,594</u>	<u>343,402</u>
<b>Cash and cash equivalents at 31 December</b>	<b>於十二月三十一日之現金及現金等價物</b>		<b>250,594</b>	<b>343,402</b>
Cash and cash equivalents at 31 December	於十二月三十一日之現金及現金等價物		238,213	338,751
Cash and cash equivalents of disposal group classified as held for sale	持有待售之處置組之現金及現金等價物		12,381	4,651
			<u>250,594</u>	<u>343,402</u>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 1 General information

China Renewable Energy Investment Limited (the “Company” or “CRE”) is an exempted company incorporated in the Cayman Islands with limited liability. The address of the registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

The Company and its subsidiaries (collectively the “Group”) are principally engaged in alternative energy business. The Group has operations mainly in the People’s Republic of China (the “PRC”).

The shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (“the Stock Exchange”). The ultimate holding company is HKC (Holdings) Limited (“HKC”), a company incorporated in Bermuda and listed in Hong Kong.

These consolidated financial statements are presented in thousands of units of Hong Kong dollars (HK\$ thousand or HK\$’000), unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 21 March 2013.

### 2 Summary of significant accounting policies

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

#### 2.1 Basis of preparation

The consolidated financial statements of China Renewable Energy Investment Limited have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”). They have been prepared under the historical cost convention, as modified by the revaluation of a derivative liability, which is carried at fair value.

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

### 1 一般資料

中國再生能源投資有限公司(「本公司」或「中國再生能源」)為於開曼群島註冊成立的獲豁免有限公司，其註冊辦事處地址為 Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1 – 1111, Cayman Islands。

本公司及其附屬公司(統稱「本集團」)主要從事替代能源業務。本集團之業務主要位於中華人民共和國(「中國」)。

本公司股份於香港聯合交易所有限公司(「聯交所」)主板上市。最終控股公司為於百慕達註冊成立並於香港上市之香港建設(控股)有限公司(「香港建設」)。

除另有指明外，此等綜合財務報表以千港元(「千港元」)為單位呈列。此等綜合財務報表已於二零一三年三月二十一日獲董事會批准刊發。

### 2 主要會計政策概要

編製綜合財務報表所採用之主要會計政策載列如下。除另有說明外，此等政策已於所有呈報年度內貫徹應用。

#### 2.1 編製基準

中國再生能源投資有限公司之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」)編製。綜合財務報表按歷史成本慣例編製，並就重估按公平值入賬之衍生工具負債作出修訂。

編製符合香港財務報告準則之財務報表時，須使用若干重大會計估計。管理層亦須在應用本集團會計政策之過程中作出判斷。涉及較高度判斷或較複雜之範疇，或假設及估計對綜合財務報表有重大影響之範疇於附註4披露。

## 2 Summary of significant accounting policies (continued)

### 2.1 Basis of preparation (continued)

#### Changes in accounting policy and disclosures

- (a) *New and amended standards, and interpretations mandatory for the first time for the financial year beginning 1 January 2012 but not currently relevant to the Group (although they may affect the accounting for future transactions and events)*

HKAS 12 (Amendment)	Deferred tax – recovery of underlying assets
HKFRS 1 (Amendment)	Severe hyperinflation and removal of fixed dates for first-time adopters
HKFRS 7 (Amendment)	Disclosures – transfers of financial assets

- (b) *New standards, amendments and interpretations have been issued but are not effective for the financial year beginning 1 January 2012 and have not been early adopted*

The following standards, amendments to standards and interpretation have been published and are mandatory for the Group's accounting periods beginning on or after 1 January 2013 or later periods, but the Group has not early adopted them:

HKFRS 9 香港財務報告準則第9號	Financial instruments 金融工具
HKFRS 10 香港財務報告準則第10號	Consolidated financial statements 綜合財務報表
HKFRS 11 香港財務報告準則第11號	Joint arrangements 聯合安排
HKFRS 12 香港財務報告準則第12號	Disclosure of interests in other entities 披露於其他實體之權益
HKFRS 13 香港財務報告準則第13號	Fair value measurement 公平值計量
HKFRS 1 (Amendment) 香港財務報告準則第1號 (修訂本)	Government loans 政府貸款

## 2 主要會計政策概要(續)

### 2.1 編製基準(續)

#### 會計政策變動及披露

- (a) 須於二零一二年一月一日開始財政年度首次強制採納，惟現時與本集團無關之新訂及經修訂準則及詮釋(儘管可能對未來交易及事項之會計處理方法造成影響)

香港會計準則 第12號(修訂本)	遞延稅項 – 收回相關資產
香港財務報告準則 第1號(修訂本)	嚴重高通脹及 剔除首次採用 者的固定日期
香港財務報告準則 第7號(修訂本)	披露 – 轉讓金融 資產

- (b) 已頒佈但於二零一二年一月一日開始財政年度尚未生效，且並無提早採納之新訂準則、修訂本及詮釋

下列準則、準則之修訂本及詮釋經已刊發，且須於本集團二零一三年一月一日或之後開始之會計期間或較後期間強制採納，惟本集團並無提早採納：

**Effective for  
accounting periods  
beginning on or after  
於以下日期或之後  
開始之會計期間生效**

1 January 2015 二零一五年一月一日
1 January 2013 二零一三年一月一日
1 January 2013 二零一三年一月一日
1 January 2013 二零一三年一月一日
1 January 2013 二零一三年一月一日
1 January 2013 二零一三年一月一日
1 January 2013 二零一三年一月一日

## 2 Summary of significant accounting policies (continued)

### 2.1 Basis of preparation (continued)

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

(b) *New standards, amendments and interpretations have been issued but are not effective for the financial year beginning 1 January 2012 and have not been early adopted (continued)*

		Effective for accounting periods beginning on or after 於以下日期或之後 開始之會計期間生效
HKFRS 7 (Amendment)	Financial instruments: disclosures – offsetting financial assets and financial liabilities	1 January 2013
香港財務報告準則第7號 (修訂本)	金融工具：披露－抵銷金融資產與金融負債	二零一三年一月一日
HKFRS 7 and HKFRS 9 (Amendments)	Mandatory effective date of HKFRS 9 and transition disclosures	1 January 2015
香港財務報告準則第7號及 香港財務報告準則第9號 (修訂本)	香港財務報告準則第9號強制生效日期及過 渡披露	二零一五年一月一日
Amendments to HKFRS 10, HKFRS 11 and HKFRS 12	Consolidated financial statements, joint arrangements and disclosures of interests in other entities: transition guidance	1 January 2013
香港財務報告準則第10號、 香港財務報告準則第11號及 香港財務報告準則第12號之 修訂本	綜合財務報表、聯合安排及披露於其他實體 之權益：過渡指引	二零一三年一月一日
HKAS 1 (Amendment)	Presentation of items of other comprehensive income	1 July 2012
香港會計準則第1號 (修訂本)	其他全面收入項目之呈列	二零一二年七月一日
HKAS 19 (Revised 2011)	Employee benefits	1 January 2013
香港會計準則第19號 (二零一一年經修訂)	僱員福利	二零一三年一月一日
HKAS 27 (Revised 2011)	Separate financial statements	1 January 2013
香港會計準則第27號 (二零一一年經修訂)	獨立財務報表	二零一三年一月一日
HKAS 28 (Revised 2011)	Investments in associates and joint ventures	1 January 2013
香港會計準則第28號 (二零一一年經修訂)	於聯營公司及合營公司之投資	二零一三年一月一日
HKAS 32 (Amendment)	Financial instruments: presentation – offsetting financial assets and financial liabilities	1 January 2014
香港會計準則第32號 (修訂本)	金融工具：呈列－抵銷金融資產與金融負債	二零一四年一月一日
HK(IFRIC) – Int 20	Stripping costs in the production phase of a surface mine	1 January 2013
香港（國際財務報告詮釋 委員會）－詮釋第20號	露天礦場生產階段之剝採成本	二零一三年一月一日
Annual improvements project	Annual improvements to 2009 – 2011 cycle	1 January 2013
年度改進項目	二零零九年至二零一一年周期之年度改進	二零一三年一月一日

## 2 主要會計政策概要(續)

### 2.1 編製基準(續)

#### 會計政策變動及披露(續)

(b) *已頒佈但於二零一二年一月一日開始財政年度尚未生效，且並無提早採納之新訂準則、修訂本及詮釋(續)*

Effective for  
accounting periods  
beginning on or after  
於以下日期或之後  
開始之會計期間生效



## 2 Summary of significant accounting policies (continued)

### 2.1 Basis of preparation (continued)

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

- (b) *New standards, amendments and interpretations have been issued but are not effective for the financial year beginning 1 January 2012 and have not been early adopted (continued)*

The Group has not early adopted the new standards, amendments to standards and interpretation, which have been issued but are not effective for the financial year beginning 1 January 2012. The Group has commenced an assessment of the related impact, except for HKFRS 10 which the Group assessed having no significant impact to subsidiaries' classification upon adoption, but is not yet in a position to state whether any substantial changes to the Group's accounting policies and presentation of the financial information will be resulted.

### 2.2 Consolidation

#### (a) 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.

## 2 主要會計政策概要(續)

### 2.1 編製基準(續)

#### 會計政策變動及披露(續)

- (b) *已頒佈但於二零一二年一月一日開始財政年度尚未生效，且並無提早採納之新訂準則、修訂本及詮釋(續)*

本集團並無提早採納已頒佈但於二零一二年一月一日開始之財政年度尚未生效之新準則、對準則之修訂及詮釋。本集團已著手評估相關影響，除本集團已對採納香港財務報告準則第10號作評估並認為其採納不會對附屬公司分類有重大影響外，惟現階段尚未能指出會否對本集團會計政策及財務資料呈列方式造成任何重大變動。

### 2.2 綜合基準

#### (a) 附屬公司

附屬公司(包括特殊目的公司)為所有本集團有權規管其財務及營運政策之公司，一般附帶有過半數表決權之股權，現時可行使或可轉換潛在表決權的存在及影響將於評定本集團是否控制另一公司時予以考慮。附屬公司於其控制權轉移至本集團當日起全面綜合入賬，於控制權終止當日起不再綜合入賬。

## 2 Summary of significant accounting policies (continued)

### 2.2 Consolidation (continued)

#### (a) Subsidiaries (continued)

The Group uses the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. 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 values 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 recognised amount of acquiree's identifiable net assets.

The excess of the consideration transferred, the fair value 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 profit or loss.

In the Company's balance sheet, investments in subsidiaries are accounted for at cost less impairment. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Inter-company transactions, balances and income and expenses 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 主要會計政策概要(續)

### 2.2 綜合基準(續)

#### (a) 附屬公司(續)

本集團採用收購會計法為業務合併列賬。收購附屬公司之轉讓代價為所轉讓資產、對被收購方前擁有人產生之負債及本集團發行股本權益之公平值。所轉讓代價包括或然代價安排所產生之任何資產或負債之公平值。收購相關成本於產生時支銷。於業務合併時所收購可識別資產及所承擔負債及或然負債初步按收購當日公平值計量。按逐項收購基準，本集團以公平值或按非控股權益應佔被收購方可識別資產淨值之比例確認於被收購方之任何非控股權益。

所轉讓代價、於被收購方非控股權益之公平值以及於被收購方任何早前股本權益之收購日期公平值，超出所收購可識別資產淨值之公平值，會入賬列作商譽。倘屬優惠價購買，少於所收購附屬公司資產淨值之公平值者，則差額直接於損益表內確認。

在本公司之資產負債表，於附屬公司之投資按成本扣除減值列賬，並調整成本以反映或然代價修訂所產生之代價變動。附屬公司之業績由本公司按已收及應收股息入賬。

集團內公司間之交易、結餘及集團公司之間進行交易之收入與開支均予對銷。此外，未變現虧損亦會對銷。附屬公司之會計政策已作出必要修改，以確保與本集團採用之會計政策一致。

## 2 Summary of significant accounting policies (continued)

### 2.2 Consolidation (continued)

#### (b) Transactions with non-controlling interests

The Group treats transactions with non-controlling interests as transactions with equity owners of the Group. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

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

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

#### (c) Associated companies

Associated companies are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The Group's interests in associated companies includes goodwill (net of any accumulated impairment loss) identified on acquisition.

## 2 主要會計政策概要(續)

### 2.2 綜合基準(續)

#### (b) 與非控股權益之交易

集團與非控股權益之交易作為與集團權益擁有人之交易處理。對於向非控股權益收購，已付代價與所收購附屬公司淨資產賬面值之相關部分差額於權益列賬。出售予非控股權益所產生之收益或虧損亦於權益列賬。

當集團停止擁有控制權或重大影響力時，任何於該實體之保留權益按於失去控制權當日之公平值重新計量，賬面值之變動於損益表確認。該保留權益往後會以聯營公司作會計處理，此公平值會作為其初始賬面值。此外，以往就該實體在其他全面收入中確認之任何金額將視作集團已直接出售相關資產或負債而處理。此意味著，以往在其他全面收入中確認之金額將重新分類至損益表。

若於聯營公司之擁有權權益減少，惟仍然保留重大影響力，則在適當情況下，僅將以往在其他全面收入中確認之金額按比例重新分類至損益表。

#### (c) 聯營公司

聯營公司為本集團對其有重大影響力但無控制權之公司，一般附帶有20%至50%表決權之股權。於聯營公司之權益以權益會計法入賬，初始按成本值確認，並增加或減少賬面值，以確認投資者應佔被投資者於收購日期後之損益。本集團於聯營公司之權益包括收購時已識別之商譽(扣除任何累計減值虧損)。

## 2 Summary of significant accounting policies (continued)

### 2.2 Consolidation (continued)

#### (c) Associated companies (continued)

The Group's share of its associated companies' post-acquisition profits or losses is recognised in the profit or loss, and its share of post – acquisition movements in other comprehensive income is recognised in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associated company equals or exceeds its interest in the associated company, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associated company.

Unrealised gains on transactions between the Group and its associated companies are eliminated to the extent of the Group's interest in the associated companies. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associated companies have been changed where necessary to ensure consistency with the policies adopted by the Group.

Dilution gains and losses arising in interests in associated companies are recognised in the consolidated statement of comprehensive income.

In the Company's balance sheet the interests in associated companies are stated at cost less provision for impairment losses. The results of associated companies are accounted for by the Company on the basis of dividend received and receivable.

## 2 主要會計政策概要(續)

### 2.2 綜合基準(續)

#### (c) 聯營公司(續)

本集團應佔收購後聯營公司之溢利或虧損於損益表內確認，而應佔收購後其他全面收入之變動則於其他全面收入報表內確認。投資賬面值會根據累計之收購後儲備變動而作出調整。如本集團應佔一家聯營公司之虧損等於或超過其於該聯營公司之權益(包括任何其他無抵押應收款)，則本集團不會確認進一步虧損，除非本集團需對該聯營公司承擔法定或推定責任或代表該聯營公司作出付款。

本集團與其聯營公司之間交易的未變現收益按本集團於聯營公司權益的數額對銷。除非交易時有證據顯示所轉讓資產有所減值，否則未變現虧損亦會對銷。聯營公司之會計政策於有需要時更改，以確保與本集團所採納之會計政策貫徹一致。

於聯營公司之權益所產生之攤薄收益及虧損於綜合全面收入報表內確認。

在本公司之資產負債表內，於聯營公司之權益按成本值扣除減值虧損撥備列賬。聯營公司之業績由本公司按已收及應收股息基準入賬。

## 2 Summary of significant accounting policies (continued)

### 2.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker (“CODM”). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the directors of the Company who make strategic decisions.

### 2.4 Foreign currency translation

#### (a) Functional and presentation currency

Items included in the financial statements of each of the Group’s entities are measured using the currency of the primary economic environment in which the entity operates (“the functional currency”). The Company’s functional currency is Renminbi and the Group’s presentation currency is Hong Kong dollars to facilitate analysis of the financial information of the Group, which is listed in Hong Kong.

#### (b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are 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 profit or loss.

#### (c) 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:

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;

## 2 主要會計政策概要(續)

### 2.3 分類報告

經營分部按照公司內部向主要經營決策人(「主要經營決策人」)提供報告之一貫方式予以呈報。主要經營決策人負責分配資源及評估經營分部表現，已識別為作出策略決定之本公司董事。

### 2.4 外幣換算

#### (a) 功能及呈報貨幣

計入本集團各實體財務報表之項目乃採用實體經營業務所在主要經濟環境之貨幣計算(「功能貨幣」)。本公司之功能貨幣為人民幣，而本集團之呈報貨幣為港元，以方便分析於香港上市之本集團之財務資料。

#### (b) 交易及結餘

外幣交易均按交易或估值(如有關項目需重新計量)當日之現行匯率換算為功能貨幣。因該等交易結算及按結算日之匯率換算以外幣計值之貨幣資產及負債而產生之匯兌損益，均於損益表確認。

#### (c) 集團公司

集團旗下所有實體如有與呈報貨幣不一致之功能貨幣(其中並無任何公司持有通脹嚴重之經濟體系之貨幣)，其業績及財務狀況均按以下方法兌換為呈報貨幣：

- (i) 每項資產負債表之資產及負債均按照該資產負債表結算日之收市匯率換算為呈報貨幣；

## 2 Summary of significant accounting policies (continued)

### 2.4 Foreign currency translation (continued)

- (c) *Group companies (continued)*
- (ii) income and expenses for each consolidated statement of comprehensive income 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
  - (iii) all resulting exchange differences are recognised in other comprehensive income.

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 rate. Exchange differences arising are recognised in equity.

- (d) *Disposal of foreign operation and partial disposal*
- On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a disposal involving loss of significant influence over an associated company that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the equity holders of the Company are reclassified to profit or loss.

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (that is, reductions in the Group's ownership interest in associated companies that do not result in the Group losing significant influence) the proportionate share of the accumulated exchange difference is reclassified to profit or loss.

## 2 主要會計政策概要(續)

### 2.4 外幣換算(續)

- (c) *集團公司(續)*
- (ii) 每項綜合全面收入報表之收入及開支均按照平均匯率換算為呈報貨幣(但若此平均匯率未能合理地反映各交易日之匯率所帶來之累計影響,則按照各交易日之匯率換算此等收入及開支);及
  - (iii) 所產生之所有匯兌差額均於其他全面收入報表確認。

因收購海外公司而產生之商譽及公平值調整,均視作該海外公司之資產及負債處理,並以結算日之收市匯率換算。所產生之匯兌差額在權益確認。

- (d) *出售海外業務及部分出售*
- 於出售海外業務(即出售本集團於海外業務之全部權益、或涉及失去對一間具有海外業務的附屬公司之控制權之出售、或涉及失去對一間具有海外業務的聯營公司之重大影響力之出售)時,就本公司權益持有人應佔該業務而於權益內累計之所有匯兌差額重新分類至損益表。

就有關部分出售並未導致本集團失去具有海外業務之附屬公司之控制權,則按比例將累計匯兌差額重新分配予非控制性權益,且不在損益表內確認。就所有其他部分出售(即削減本集團於聯營公司之擁有權益,而不會導致本集團失去重大影響力)而言,則按比例將累計匯兌差額重新分類至損益表。

## 2 Summary of significant accounting policies (continued)

### 2.5 Property, plant and equipment

Property, plant and equipment, comprising leasehold improvement, plant and machinery, motor vehicles and furniture, fixtures and equipment 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 items.

Depreciation of property, plant and equipment is calculated using the straight-line method, to write off their cost over their estimated useful lives or remaining useful lives for those second-hand assets and the estimated useful lives are as follows:

Electricity utility plants	Shorter of the remaining operation period or 20 years
Other plant and machinery	5 years
Leasehold improvements	Shorter of the lease period or 5 years
Furniture, fixtures and equipment	3-5 years
Motor vehicles	3-5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

Subsequent costs are included in the carrying amount of the asset 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 item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged in the consolidated statement of comprehensive income during the financial period in which they are incurred.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.9).

## 2 主要會計政策概要(續)

### 2.5 物業、機器及設備

物業、機器及設備包括租賃物業裝修、廠房及機器、汽車以及傢俬、裝置及設備，按以往成本減累計折舊及累計減值虧損列賬。以往成本包括直接因收購有關項目而動用之開支。

物業、機器及設備使用直線法計算折舊，於估計可使用年期或二手資產之剩餘可使用年期內撇減其成本。有關估計可使用年期載列如下：

發電廠	餘下營業期或20年(以較短者為準)
其他機器及設備	5年
租賃物業裝修	租賃年期或5年(以較短者為準)
傢俬、裝置及設備	3-5年
汽車	3-5年

每個結算日均會檢討資產之餘值及可使用年期，如有需要會作出調整。

其後成本僅於與該項目有關的未來經濟利益很有可能流入本集團及項目成本能夠可靠計量時，方計入資產賬面值或確認為一項獨立資產(視適用情況而定)。已置換部件之賬面值會剔除確認。所有其他維修及保養費用於產生財政期間在綜合全面收入報表扣除。

當資產之賬面值超過預計可收回款額時，資產賬面值即時撇減至其可收回款額(附註2.9)。

## 2 Summary of significant accounting policies (continued)

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

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

### 2.6 Construction in progress

All direct and indirect costs relating to the construction of property, plant and equipment including borrowing costs during the construction period are capitalised as the costs of the assets, which are classified as construction in progress. On completion, the construction in progress is transferred to property, plant and equipment at cost less accumulated impairment losses. No depreciation is provided on construction in progress until such items as the relevant assets are completed and available for intended use.

### 2.7 Prepaid land lease payments

Prepaid land lease payments represent prepayments for leasehold land held under operating leases, which are stated at cost and subsequently are amortised in the profit or loss on a straight-line basis over the period of the lease or when there is impairment, the impairment is expensed in the profit or loss.

### 2.8 Intangible assets

#### (a) Concession right

Concession right acquired in a business combination is recognised at fair value at the acquisition date. The concession right has a finite useful life and is carried at cost less accumulated amortisation and impairment. Amortisation is calculated using the straight-line method over its concession right period or shorter of the remaining operation period or 20 years.

#### (b) Computer software

Computer software separately acquired is shown at historical cost. Computer software acquired in a business combination is recognised at fair value at the acquisition date. Amortisation is calculated using the straight-line method to allocate the cost of computer software over its estimated useful live of 2-5 years.

## 2 主要會計政策概要(續)

### 2.5 物業、機器及設備(續)

出售盈虧按比較所得款項與賬面值釐定，並於綜合全面收入報表內其他收入確認。

### 2.6 在建工程

所有於建築期間與物業、機器及設備之建造相關之直接及間接成本(包括借貸成本)，會資本化作為資產成本，並分類為在建工程。在建工程於完工後轉撥至物業、機器及設備，按成本值減累計減值虧損列賬。不會對在建工程計算折舊，直至有關資產已完成並可作擬定用途為止。

### 2.7 預付土地租賃款

預付土地租賃款即根據經營租賃持有之租賃土地之預付款項，按成本值列賬，其後須於租期以直線法在損益表攤銷，或倘出現減值，減值會在損益表中支銷。

### 2.8 無形資產

#### (a) 特許權

於業務合併過程中獲得之特許權按收購當日之公平值確認。特許權之使用年期有限，按成本值減累計攤銷及減值列賬。攤銷於特許權期間按餘下營業期或20年(以較短者為準)以直線法計算。

#### (b) 電腦軟件

獨立收購之電腦軟件按歷史成本列賬。於業務合併過程中獲得之電腦軟件按收購當日之公平值確認。電腦軟件之攤銷以直線法分配電腦軟件之成本至其估計可使用年期二至五年計算。



## 2 Summary of significant accounting policies (continued)

### 2.9 Impairment of investments in subsidiaries, associated companies and non-financial assets

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

### 2.10 Disposal groups held-for-sale and discontinued operation

Disposal groups are classified as assets held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. They are stated at the lower of carrying amount and fair value less costs to sell.

A discontinued operation is a component of an entity that either has been disposed of, or that is classified as held for sale, and (a) represents a separate major line of business or geographical area of operations; and (b) is a part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations; or (c) is a subsidiary acquired exclusively with a view to resale.

Discontinued operations are carried at the lower of carrying amount or fair value less costs to sell. Any gain or loss from disposal of a business, together with the results of these operations until the date of disposal, is reported separately as discontinued operations. The financial information of discontinued operations is excluded from the respective captions in the consolidated financial statements and related notes for all years presented.

## 2 主要會計政策概要(續)

### 2.9 於附屬公司、聯營公司及非金融資產之投資減值

當有事件或情況變動顯示可能無法收回資產賬面值時，便會進行資產減值檢討。資產賬面值高出其可收回金額之數會確認為減值虧損。可收回金額指資產之公平值減出售成本或使用價值(以較高者為準)。於評核減值時，資產按可分開識別現金流量(即現金產生單位)最小單位進行分組。倘商譽以外之非金融資產出現減值，則於每個呈報日期檢討撥回減值之可能性。

### 2.10 持有待售的處置組及已終止經營業務

處置組於賬面值主要透過銷售交易收回，且被認為很大可能進行銷售時分類為持有待售資產，其按賬面值或公平值減銷售成本入賬(以較低者為準)。

已終止經營業務為實體業務之組成部分，乃已經售出或被分類為持有待售者，並(a)代表一項按業務或地區劃分之獨立主要業務；及(b)為單一協作計劃之一環，以出售一項按業務或地區劃分之獨立主要業務；或(c)為純粹旨在轉售而收購之附屬公司。

已終止經營業務按賬面值或公平值減銷售成本入賬(以較低者為準)。任何出售業務之盈虧，連同此等業務直至出售日期為止之業績，乃獨立報告為已終止經營業務。已終止經營業務之財務資料自所有呈列年度之綜合財務報表內相關標題及附註中剔除。

## 2 Summary of significant accounting policies (continued)

### 2.11 Financial assets

The Group classifies its financial assets in the following categories: at fair value through profit or loss and loans and receivable. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

(a) *Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are classified as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if expected to be settled within 12 months; otherwise, they are classified as non-current.

(b) *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the balance sheet date. These are classified as non-current assets.

Regular purchases and sales of financial assets are recognised on the trade-date – the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the profit or loss. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

## 2 主要會計政策概要(續)

### 2.11 金融資產

本集團將其金融資產分類如下：按公平值在損益表列賬以及貸款及應收款。分類方式視乎購入金融資產目的而定。管理層在初始確認時決定其金融資產的分類。

(a) *按公平值在損益表列賬之金融資產*

按公平值在損益表列賬之金融資產為持作買賣之金融資產。倘購入之主要目的是在短期內出售，則該金融資產會歸類入此類別。除非指定作對沖，否則衍生工具將分類為持作買賣。此類別資產如預期將於十二個月內結算，便會分類為流動資產，否則分類為非流動資產。

(b) *貸款及應收款*

貸款及應收款為附帶固定或待定期款且並無在活躍市場報價之非衍生金融資產。其計入流動資產，惟到期日超過結算日後十二個月者則計入非流動資產。

一般金融資產買賣乃於買賣日期(即本集團承諾買賣有關資產當日)確認入賬。對於所有並非按公平值在損益表列賬之金融資產，投資初始按公平值加交易成本確認。按公平值在損益表列賬之金融資產，初始按公平值確認，交易成本於損益表支銷。金融資產於收取投資現金流量的權利屆滿或已經轉讓且本集團已轉讓擁有權絕大部分風險和回報時，終止確認金融資產。按公平值在損益表列賬之金融資產其後以公平值列賬。貸款及應收款以實際利率法按攤銷成本列賬。

## 2 Summary of significant accounting policies (continued)

### 2.11 Financial assets (continued)

Gains or losses arising from changes in fair value of the “financial assets at fair value through profit or loss” category are presented in the consolidated statement of comprehensive income within other income, in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the consolidated statement of comprehensive income as part of other income when the Group’s right to receive payments is established.

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

The Group assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired.

### 2.12 Derivative financial instrument

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value at each balance sheet date. The change in the fair value is recognised in the profit or loss.

### 2.13 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using 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 主要會計政策概要(續)

### 2.11 金融資產(續)

「按公平值在損益表列賬之金融資產」類別的公平值變動而產生的盈虧，於產生期間在綜合全面收入報表列作其他收入。按公平值在損益表列賬之金融資產所得股息收入，於本集團收取款項之權利確定時，於綜合全面收入報表確認，作為其他收入之一部分。

在有可依法強制執行權利以抵銷已確認金額，以及有意按淨額基準償付或同時變現資產與清償負債時，金融資產及負債以及資產負債表內報告之淨額乃予以抵銷。

本集團會在每個結算日評估是否有客觀證據證明金融資產或一組金融資產已經減值。

### 2.12 衍生金融工具

衍生工具初始訂立衍生工具合約之日按公平值確認，其後於各結算日按公平值重新計量。公平值變動於損益表確認。

### 2.13 存貨

存貨按成本或可變現淨值列賬(以較低者為準)。成本以先進先出法釐定。可變現淨值為在日常業務過程中之估計銷售價減適用之變動銷售費用。

## 2 Summary of significant accounting policies (continued)

### 2.14 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 the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the trade receivable is impaired. 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 amount of the provision is recognised in the profit or loss. When a trade receivable is uncollectible, it is written off against other expenses in the consolidated statement of comprehensive income. Subsequent recoveries of amounts previously written off are credited to other income in the consolidated statement of comprehensive income.

### 2.15 Trade and other payables

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

### 2.16 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts.

### 2.17 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

## 2 主要會計政策概要(續)

### 2.14 應收賬款及其他應收款

應收賬款及其他應收款初始按公平價值確認，其後以實際利率法按攤銷成本減去減值撥備計算。應收賬款及其他應收款之減值撥備於出現客觀證據證明本集團無法按應收款之原有條款收回所有金額時確認。債務人出現重大財政困難、債務人有可能破產或進行財務重組；及逾期或拖欠還款，均被視為應收賬款減值跡象。撥備金額為資產賬面值與估計未來現金流量之現值(按原實際利率貼現計算)之差額。撥備金額於損益表確認。當應收賬款不能收回時，將在綜合全面收入報表中從其他開支中撇銷。先前已撇銷之金額在其後撥回時會在綜合全面收入報表計入其他開支中。

### 2.15 應付賬款及其他應付款

應付賬款及其他應付款初始按公平價值確認，其後以實際利率法按攤銷成本計量。

### 2.16 現金及現金等價物

在綜合現金流量表中，現金及現金等價物包括手頭現金、銀行通知存款、其他原到期日為三個月或以下之短期高流通性投資，以及銀行透支。

### 2.17 股本

普通股分類為權益。發行新股份或購股權之直接應佔遞增成本，於權益中列為所得款項之扣減項目(扣除稅項)。

## 2 Summary of significant accounting policies (continued)

### 2.18 Convertible preference share

Convertible preference shares are classified as equity that can be converted to share capital at the option of the holder. 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. Convertible preference shares are recognised initially at the fair value.

### 2.19 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the 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.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company's subsidiaries and associated companies 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.

Deferred income tax is recognised using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

## 2 主要會計政策概要(續)

### 2.18 可換股優先股

可換股優先股分類為權益，持有人可選擇將其兌換為股本。發行新股份或購股權之直接應佔遞增成本，於權益中列為所得款項之扣減項目(扣除稅項)。可換股優先股初始按公平值確認。

### 2.19 當期及遞延所得稅

期內稅項開支指當期及遞延稅項。稅項於收入報表確認，惟如其與其他全面收入中確認或直接在權益確認之項目有關則除外。在此情況下，稅項亦會在其他全面收入中確認或直接在權益中確認。

當期所得稅開支以本集團附屬公司及聯營公司經營及產生應課稅收入之國家在結算日已頒佈或實質頒佈之稅務法例計算。管理層定期就適用並有待詮釋之稅務法例評估報稅情況，並在適用情況下按預期向稅務機構支付之稅款設定撥備。

遞延所得稅就資產及負債之稅基與綜合財務報表所示賬面值之間的暫時差異，以負債法作出確認。然而，倘遞延稅項負債乃由初始確認商譽而產生，將不予確認。若遞延所得稅來自在交易(不包括企業合併)中對資產或負債之初始確認而在交易時並無影響會計及應課稅盈虧，將不會入賬。於非業務合併的交易中初次確認資產或負債而產生遞延所得稅，而交易當時並無影響會計處理及應課稅溢利或虧損，則不會將遞延所得稅入賬。遞延所得稅按結算日前已實施或實際實施，並預期於相關遞延所得稅資產變現或遞延所得稅負債結算時應用之稅率(及法例)釐定。

## 2 Summary of significant accounting policies (continued)

### 2.19 Current and deferred income tax (continued)

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.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associated companies, except for deferred tax liability 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.

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 difference taxable entities where there is an intention to settle the balances on a net basis.

### 2.20 Convertible note

Compound financial instruments issued by the Group comprise convertible notes that can be converted to share capital at the option of the holder, and the number of shares to be issued does not vary with changes in their fair value.

The liability component of a compound financial instrument is recognised initially at the fair value of a similar liability that does not have an equity conversion option. The equity component is recognised initially at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

## 2 主要會計政策概要(續)

### 2.19 當期及遞延所得稅(續)

遞延所得稅資產於未來有可能取得應課稅溢利而令致暫時差異得以抵銷時確認。

遞延所得稅乃就附屬公司及聯營公司投資產生之暫時差異而撥備，惟本集團可以控制暫時差異之撥回時間，且暫時差異在可預見將來不大可能撥回之遞延稅項負債則除外。

當有可依法強制執行權利，以將當期稅項資產抵銷當期稅項負債，且遞延稅項資產及負債乃與同一稅務機關向同一應課稅實體或不同應課稅實體徵收之所得稅有關，及有意按淨額基準結清餘額，則遞延所得稅資產及負債乃予以抵銷。

### 2.20 可換股票據

本集團發行之複合金融工具包括可供購股權持有人選擇兌換為股本之可換股票據，而將予發行之股份數目不會隨公平值變動而改變。

複合金融工具之負債部分初始按無股本兌換權之同類負債之公平值確認。權益部分初始按複合金融工具之整體公平值與其負債部分公平值間之差額予以確認。任何應計直接交易成本按負債部分及權益部分之初始賬面值比例分配至負債及權益部分。

## 2 Summary of significant accounting policies (continued)

### 2.20 Convertible note (continued)

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest method. The equity component of a compound financial instrument is not re-measured subsequent to initial recognition except on conversion or expiry.

When the note is converted, the relevant equity component and the carrying amount of the liability component at the time of conversion are transferred to share capital and share premium for shares issued. When the note is redeemed, the relevant equity portion is transferred to retained profits.

### 2.21 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 profit or loss over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

## 2 主要會計政策概要(續)

### 2.20 可換股票據(續)

經初始確認後，複合金融工具之負債部分採用實際利率法按攤銷成本計量。除獲兌換或屆滿時外，複合金融工具之權益部分於初始確認後不會重新計量。

當票據獲兌換時，相關權益部分及在兌換時負債部分之賬面值會轉撥至股本及所發行股份之股份溢價賬。當票據被贖回時，相關權益部分會轉撥至保留溢利。

### 2.21 借款

借款初始按公平值扣除已產生交易成本後確認。借款其後按攤銷成本列賬，所得款項(扣除交易成本)與贖回價值之任何差額於借款期內以實際利率法於損益表內確認。

設立貸款融資所支付費用將於部分或全部融資有可能被提取之情況下確認為貸款之交易成本。於此情況下，費用將會遞延直至提取貸款為止。倘若無證據顯示部分或全部融資有被提取之可能，費用將撥充資本作為流動資金之預付款項，並於融資之相關期間內攤銷。

除非本集團有權無條件將負債之結算遞延至結算日期後最少十二個月，否則借款分類為流動負債。

## 2 Summary of significant accounting policies (continued)

### 2.22 Borrowing costs

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

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

### 2.23 Employee benefits

#### (a) *Employee leaves entitlements*

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 balance sheet date.

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

## 2 主要會計政策概要(續)

### 2.22 借款成本

可直接歸屬且需經較長時間的預備方能達至預定可使用或出售狀態之合資格資產收購、建設或生產的一般及特定借款成本，計入該等資產之成本，直至達至其預定可使用或出售狀態為止。

在特定借款撥作合資格資產支出前之暫時投資所賺取之投資收入，須自合資格資本化之借款成本中扣除。

所有其他借款成本於其產生期間於損益表確認。

### 2.23 僱員福利

#### (a) *僱員應享假期*

僱員應享之年假乃於僱員有權享有時確認。本公司將會就因僱員截至結算日之服務年資而產生之年假之估計責任作出撥備。

僱員應享病假及產假於僱員放假時方會確認。



## 2 Summary of significant accounting policies (continued)

### 2.23 Employee benefits (continued)

#### (b) Defined contribution plans

The Group participates in a mandatory provident fund scheme (“MPF”) and employee pension schemes established by municipal government in the PRC for the eligible employees in Hong Kong and the PRC respectively.

The Group’s and the employees’ contributions to the MPF comply with the related statutory requirements. The Group has no further payments obligations once the contributions have been paid. The Group’s contributions to the MPF are expensed as incurred and are not reduced by contributions forfeited by those employees who leave MPF prior to vesting fully in the contributions. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available. The asset of MPF is held separately from those of the Group in independently administered funds.

The Group’s contribution to the employee pension schemes in the PRC is at a percentage in compliance with the requirements of respective municipal governments.

#### (c) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when it is demonstrably committed to a termination when the entity has a detailed formal plan to terminate the employment of current employees without possibility of withdrawal. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

## 2 主要會計政策概要(續)

### 2.23 僱員福利(續)

#### (b) 定額供款計劃

本集團分別為了香港及中國之合資格僱員而參與強制性公積金計劃(「強積金」)及由中國市政府設立之僱員退休金計劃。

本集團及僱員均按有關法例要求對強積金作出供款。在支付供款後，本集團再無進一步付款責任。本集團對強積金作出之供款於產生時列作開支，而不會扣減僱員於全數享有供款前不再參與強積金而被沒收之供款。倘出現現金退款或未來款項扣減，預付供款將確認為資產。強積金之資產與本集團資產分開持有，並由獨立管理之基金管理。

本集團就中國僱員退休金計劃作出之供款乃根據相關市政府規定之百分比作出。

#### (c) 終止服務福利

當本集團在僱員正常退休日期前終止其聘用，或當僱員接受自願離職以換取有關福利時，即須支付終止服務福利。本集團會在具備正式而詳細且不可能撤回方案之情況下決意終止聘用時，確認終止服務福利。在本集團提出鼓勵自願離職之要約時，終止服務福利按預期接納有關要約之僱員人數計量。在結算日後超過12個月到期支付之福利會貼現至現值。

## 2 Summary of significant accounting policies (continued)

### 2.23 Employee benefits (continued)

#### (d) Share-based compensation

The Group operates an equity-settled, share-based compensation plan in which the entity receives services from employees as consideration for equity instruments 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 over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions which are included in assumptions about the number of options that are expected to become exercisable and remaining an employee of the entity over a specified time period) and including the impact of any non-vesting conditions (for example, the requirement for employees to save). At each balance sheet date, the entity revises its estimates of the number of options that are expected to become exercisable based on the non-market vesting performance and service conditions. It recognises the impact of the revision of original estimates, if any, in the consolidated statement of comprehensive income, and a corresponding adjustment to equity over the remaining vesting period.

The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

## 2 主要會計政策概要(續)

### 2.23 僱員福利(續)

#### (d) 以股份作報酬

本集團設有以股權結算並以股份作報酬之計劃。據此，實體自僱員收取服務作為本集團股本工具之代價。就僱員提供服務而授出購股權作交換之公平值會確認為開支。將於歸屬期內支銷之總金額乃參考所授出購股權之公平值釐定，不包括任何非市場性質之歸屬條件（在作出有關預期可予行使購股權數目及有關人士於一段特定時間內仍然為該實體之僱員之假設時，須計入非市場性質之歸屬條件）之影響，以及包括任何非歸屬條件（例如：僱員儲蓄要求）之影響。於各結算日，實體會基於非市場歸屬表現及服務條款，對預期可予行使購股權數目之估計作出修訂。有關實體會在綜合全面收入報表確認修訂原來估計所產生之影響（如有），並於餘下歸屬期內對權益作出相應調整。

已收款項在扣除任何直接應佔交易成本後在行使購股權時計入股本(面值)及股份溢價。

## 2 Summary of significant accounting policies (continued)

### 2.24 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 a reliable estimate of the amount can be made.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

### 2.25 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the provision of services in the ordinary course of the Group's activities. Revenue is shown net of business tax within the Group and after eliminating sales within the Group.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below. The amount of revenue is not considered to be reliably measurable until all contingencies relating to the sale have been resolved. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

## 2 主要會計政策概要(續)

### 2.24 撥備

當本集團因已發生之事件而產生現有的法律或推定責任，並很有可能需要流出資源以償付責任，且能可靠地估計有關金額時，便會確認撥備。

當有多項類似責任時，於清償責任時需要流出資金之可能性，乃根據責任之類別整體考慮。即使在同一債務類別內任何一個項目流出資金之可能性極低，仍會確認撥備。

撥備按預期履行責任所需開支之現值計算，而上述金額可按反映金錢之時間價值及責任特定風險之現有市場評估的稅前比率計算。準備隨時間流逝而增加之金額確認為利息支出。

### 2.25 收益確認

收益指本集團在日常業務過程中提供服務的已收或應收代價公平值。收益在扣除集團內之營業稅後，並與集團內之銷售額對銷後呈列。

當收益金額能夠可靠計量、未來經濟利益很有可能流入有關實體，而本集團每項活動均符合下文所述之具體條件時，本集團便會確認收益。除非與銷售有關的所有或然事項均已解決，否則收益金額不會被視為能夠可靠計量。本集團會根據其往績並考慮客戶類別、交易種類和每項安排的特點作出估計。

## 2 Summary of significant accounting policies (continued)

### 2.25 Revenue recognition (continued)

- (i) Revenue from alternative energy is recognised based on power dispatch during commercial operation. Commercial operation starts when obtaining a Power Purchase Agreement, safety certificate from the State Electricity Regulatory Commission (“SERC”) or Provincial Grid Authority, and 240 hours commissioning.
- (ii) Revenue from provision for software development service is recognised when the services are rendered.
- (iii) Revenue from Clean Development Mechanism (“CDM”) is recognised when the counterparty has committed to purchase the carbon credits, the sales prices have been agreed, relevant electricity has been generated and transmitted, and it is probable that the carbon credits will be entitled.
- (iv) Interest income is recognised on a time proportion basis using the effective interest method.
- (v) Dividend income is recognised when the right to receive payment is established.

### 2.26 Operating leases as lessee

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the profit or loss on a straight-line basis over the period of the lease.

## 2 主要會計政策概要(續)

### 2.25 收益確認(續)

- (i) 來自替代能源之收益按商業營運中輸電確認。於獲得購電協議、國家電力監管委員會(「電監會」)或省電網管理局發出之安全證書及進行240小時試運行後，方會開始商業營運。
- (ii) 來自提供軟件開發服務之收益乃於提供有關服務後確認。
- (iii) 來自清潔發展機制(「清潔發展機制」)之收益乃於對手方協議購買排碳權、售價已協定、有關電力已產生及輸出，並有理由肯定享有排碳權時確認。
- (iv) 利息收入以實際利率法按時間比例確認。
- (v) 股息收入於確立收款權利時確認。

### 2.26 經營租賃(作為承租人)

出租者保留資產擁有權之絕大部分風險及回報之租賃，均歸類為經營租賃。根據經營租賃支付之款項(在扣除自出租者收取之任何優惠後)於租賃期內以直線法在損益表扣除。

## 2 Summary of significant accounting policies (continued)

### 2.27 Contingent liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that the outflow is probable, it will then be recognised as a provision.

### 2.28 Dividend distribution

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

## 3 Financial risk management

### 3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: foreign exchange risk, price risk, interest rate risk, credit risk and liquidity risk. The Group's major financial instruments include trade and other receivables, restricted cash, cash and cash equivalents, trade and other payables, derivative liability, bank borrowings and convertible note. Details of these financial instruments are disclosed in the respective notes.

It is the policy of the Group not to enter into derivative transactions for speculative purposes. The only derivative the Group entered is related to an equity transaction with STAR Butterfly Energy Ltd. ("STAR") as disclosed in Note 25(d).

The Board of Directors focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Board of Directors reviews and agrees policies for managing each of these risks and they are summarised below.

## 2 主要會計政策概要(續)

### 2.27 或然負債

或然負債指因為已發生之事件而可能引起之責任，而其存在只能就集團控制範圍以外之一宗或多宗不確定未來事件發生或不發生之情況下確認。或然負債亦可能是因為已發生之事件引致之現有責任，但由於不可能導致經濟資源流出，或責任金額未能可靠計量而不作確認者。

或然負債不會被確認，但會在綜合財務報表附註中披露。倘若資源流出之可能性改變導致可能出現資源流出，則將或然負債確認為撥備。

### 2.28 派付股息

向本公司股東派付之股息於本公司股東或董事(倘適用)批准派付股息之期間在本集團及本公司之財務報表中確認為負債。

## 3 財務風險管理

### 3.1 財務風險因素

本集團業務令本集團面對多項財務風險：外匯風險、價格風險、利率風險、信貸風險及流動資金風險。本集團之主要金融工具包括應收賬款及其他應收款、受限制現金、現金及現金等價物、應付賬款及其他應付款、衍生工具負債、銀行借款及可換股票據。此等金融工具之詳情於各附註披露。

本集團之政策為不會就投機進行衍生交易。本集團唯一進行之衍生交易，是於附註25(d)披露與STAR Butterfly Energy Ltd. (「STAR」) 進行之權益交易。

董事會專注於金融市場難以預測的一面，力求減低對本集團財務表現之潛在負面影響。董事會就管理各項風險進行檢討及議定政策，現概述如下。

### 3 Financial risk management (continued)

#### 3.1 Financial risk factors (continued)

(a) Foreign exchange risk

The Group operates mainly in Hong Kong and Mainland China and is exposed to foreign exchange risk arising from future commercial transaction and monetary assets and liabilities that are denominated in a currency that is not the entity's functional currency.

The Group currently does not have any foreign currency hedging policy. However, the management of the Group monitors the foreign exchange exposure closely and will consider hedging significant foreign currency exposure should the need arise.

As at 31 December 2012, if US dollars and Hong Kong dollars had strengthened/weakened by 5% against Renminbi respectively, with all other variables held constant, the Group's loss before income tax would have been HK\$7,337,000 lower/higher respectively (2011: HK\$11,974,000 lower/higher).

(b) Price risk

The Group is exposed to price risk in relation to the subscription right of convertible preference shares granted to STAR. As at 31 December 2012, if the share price of the Company increased/decreased by 5%, the Group's loss before tax would have increased/decreased by HK\$400,000 and HK\$360,000 respectively (2011: HK\$1,130,000 and HK\$1,100,000).

### 3 財務風險管理(續)

#### 3.1 財務風險因素(續)

(a) 外匯風險

本集團主要於香港及中國內地經營業務，故面對外匯風險。外匯風險來自未來商業交易及以實體功能貨幣以外貨幣列值之貨幣資產及負債。

本集團現時並無任何外匯對沖政策。然而，本集團管理層密切監察外匯風險，並於有需要時考慮對沖重大外匯風險。

於二零一二年十二月三十一日，倘美元及港元兌人民幣升值／貶值5%，而所有其他變動因素維持不變，本集團之所得稅前虧損將分別減少／增加7,337,000港元(二零一一年：減少／增加11,974,000港元)。

(b) 價格風險

本集團因向STAR授出可認購可換股優先股之認購權而承受價格風險。於二零一二年十二月三十一日，倘本集團之股份價格上升／下跌5%，本集團稅前虧損應增加／減少400,000港元及360,000港元(二零一一年：1,130,000港元及1,100,000港元)。

### 3 Financial risk management (continued)

#### 3.1 Financial risk factors (continued)

(c) *Interest rate risk*

The Group's interest rate risk mainly arises from bank borrowings. Borrowings issued at variable rates expose the Group to cash flow interest rate risk due to fluctuation of the prevailing market interest rate. The Group's results and operating cash flows are dependent on changes in market interest rates.

The Group does not use any derivative contracts to hedge its exposure to interest rate risk. However, management will consider hedging significant interest rate exposures should the need arise.

As at 31 December 2012, if the interest rate had increased/decreased 100 basis points with all other variables held constant, the Group's loss before income tax would have increased/decreased by HK\$6,231,000 (2011: HK\$6,887,000).

(d) *Credit risk*

The Group is exposed to credit risk in its restricted cash, cash and cash equivalents and trade and other receivables.

The carrying amounts of restricted cash, cash and cash equivalents and trade and other receivables represent the Group's maximum exposure to credit risk in relation to its financial assets.

To manage the credit risk associated with restricted cash and cash and cash equivalents, most of the deposits are placed with certain state-owned banks in the PRC which are high-credit-quality financial institutions and banks with high credit rankings in Hong Kong.

### 3 財務風險管理(續)

#### 3.1 財務風險因素(續)

(c) *利率風險*

本集團之利率風險主要源於銀行借款。由於現行市場利率波動，按浮動利率授出之借款導致本集團須面對現金流量利率風險。市場利率變動對本集團之業績及經營現金流量有影響。

本集團並無使用任何衍生合約對沖其面對之利率風險。然而，管理層將於有需要時考慮對沖重大利率風險。

於二零一二年十二月三十一日，倘利率增加／減少100個點子，而所有其他變動因素維持不變，本集團之所得稅前虧損將增加／減少6,231,000港元(二零一一年：6,887,000港元)。

(d) *信貸風險*

本集團之受限制現金、現金及現金等價物以及應收賬款及其他應收款令本集團面對信貸風險。

受限制現金、現金及現金等價物以及應收賬款及其他應收款之賬面值，指本集團就其金融資產面對之最高信貸風險。

為管理受限制現金以及現金及現金等價物之相關信貸風險，大部分存款存放於若干中國國有銀行，即高信貸質素之財務機構，以及於香港獲高信貸評級之銀行。

### 3 Financial risk management (continued)

#### 3.1 Financial risk factors (continued)

(d) Credit risk (continued)

To manage the credit risk associated with trade and other receivables, the Group adopts risk control measures to assess the credit quality, to determine credit limits and approve credit of customers, taking into account their financial position and past experience. The Group has monitoring procedures to ensure that follow-up action is taken to recover overdue debts.

The Group is exposed to significant concentration of credit risk in terms of electricity sales as the Group's sales of electricity were made to state-owned provincial power grid companies. The Group normally does not require collateral from trade debtors. It normally grants credit terms of 30 days to these power grid companies. However, part of the trade receivables due from the power grid companies relate to government subsidy which are subject to the government allocation of the tariff surcharge for renewable energy. Based on past experience and industry practice, these tariff premiums are generally paid in 6 to 12 months from the date of the sales recognition. Ageing analysis of the Group's trade receivables is disclosed in Note 22. Management makes periodic collective assessment as well as individual assessment of the recoverability of trade and other receivables based on historical payment records, the length of the overdue period, the financial strength of the debtors and whether there are any disputes with the relevant debtors. The Group's historical experience in collection of trade and other receivables falls within the recorded allowances and the directors are of the opinion that adequate provision for uncollectible receivables has been made.

### 3 財務風險管理(續)

#### 3.1 財務風險因素(續)

(d) 信貸風險(續)

為管理應收賬款及其他應收款之相關信貸風險，本集團已採納風險監控措施，經考慮客戶之財務狀況及過往經驗後，評估彼等之信貸質素、釐定信貸額及批出信貸額。本集團已制定監察程序，以確保採取跟進行動收回逾期債務。

本集團於電力銷售方面面對嚴重的集中信貸風險，原因為本集團電力大部分售予省級電網公司。本集團一般不會就應收賬款要求收取抵押品。本集團一般向電網公司批出為期30日之信貸期。然而，部分應收電網公司之應收賬款與政府補助有關，受限於政府就再生能源電費附加費之分配。根據過往經驗及行規，此等電費溢價一般於確認銷售之日起計六至十二個月內支付。本集團應收賬款之賬齡分析於附註22披露。管理層定期對應收賬款及其他應收款之可收回程度進行整體及個別評核，有關評核乃根據過往付款記錄、逾期長短、債務人之財政實力及與有關債務人是否有任何糾紛等基準而作出。本集團於收回應收賬款及其他應收款之過往經驗與所記錄撥備相符，另董事認為本集團已就不能收回之應收款作出充份撥備。



### 3 Financial risk management (continued)

#### 3.1 Financial risk factors (continued)

(e) Liquidity risk

Liquidity risk is the risk that the Group is unable to meet its current obligations when they fall due. The Group measures and monitors its liquidity through the maintenance of prudent ratios regarding the liquidity structure of the overall assets, liabilities, loans and commitments of the Group. The Group also maintains a conservative level of liquid assets to ensure the availability of sufficient cash flows to meet any unexpected and material cash requirements in the course of ordinary business.

The following table details the Group's and the Company's contractual maturity for its financial liabilities at the balance sheet date. The table has been drawn up with reference to the undiscounted cash flows of financial liabilities based on the earliest date on which the Group is required to pay. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Group		Less than	Between	Between	Over	Total
		1 year	1 and 2	2 and 5	5 years	
		一年內	一至兩年	二至五年	五年以上	總計
		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
At 31 December 2012	本集團 於二零一二年 十二月三十一日					
Bank borrowings	銀行借款	75,711	75,711	227,134	286,907	665,463
Trade and other payables	應付賬款及其 他應付款	38,851	-	-	-	38,851
Convertible note	可換股票據	93,519	-	-	-	93,519
Financial guarantee	財務擔保	727,160	-	-	-	727,160
At 31 December 2011	於二零一一年 十二月三十一日					
Bank borrowings	銀行借款	75,133	75,133	225,399	359,848	735,513
Trade and other payables	應付賬款 及其他應付款	105,596	-	-	-	105,596
Convertible note	可換股票據	83,055	-	-	-	83,055
Financial guarantee	財務擔保	195,947	-	-	-	195,947

### 3 財務風險管理(續)

#### 3.1 財務風險因素(續)

(e) 流動資金風險

流動資金風險為本集團未能於即期債務到期時履行責任之風險。本集團會透過維持流動資金架構(包括整體資產、負債、貸款及承擔)之既定審慎比率,計量及監察其流動資金情況。此外,本集團亦維持流動資產於穩健水平,以確保具備充裕現金流量,足以應付日常業務過程中任何未能預測或重大的現金需要。

下表詳列本集團於結算日金融負債之合約到期日。下表參考金融負債之未貼現現金流量及本集團須償還有關款項之最早日期而編製。由於貼現影響不大,故於十二個月內到期之結餘相等於其賬面值。

**3 Financial risk management (continued)****3.1 Financial risk factors (continued)**(e) *Liquidity risk (continued)*

		Less than 1 year 一年內 HK\$'000 千港元	Between 1 and 2 years 一至兩年 HK\$'000 千港元	Between 2 and 5 years 二至五年 HK\$'000 千港元	Over 5 years 五年以上 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Company</b>	<b>本公司</b>					
At 31 December 2012	於二零一二年十二月三十一日					
Amounts due to subsidiaries	應付附屬公司款項	150,147	-	-	-	150,147
Other payables	其他應付款	3,033	-	-	-	3,033
Convertible note	可換股票據	93,519	-	-	-	93,519
Financial guarantee	財務擔保	559,247	-	-	-	559,247
At 31 December 2011	於二零一一年十二月三十一日					
Amounts due to subsidiaries	應付附屬公司款項	161,163	-	-	-	161,163
Other payables	其他應付款	3,166	-	-	-	3,166
Convertible note	可換股票據	83,055	-	-	-	83,055
Financial guarantee	財務擔保	20,636	-	-	-	20,636

**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.

The Group monitors capital by reviewing the capital structure. The capital structure of the Group consists of debt and equity attributable to equity holders of the Company, as shown in the consolidated balance sheet. The Group considers the cost and the risk associates with the capital. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or conduct shares buy-back.

The Group maintains its gearing ratio within the reasonable range according to the Group's strategy.

**3 財務風險管理(續)****3.1 財務風險因素(續)**(e) *流動資金風險(續)***3.2 資本風險管理**

本集團管理資本之宗旨為保障本集團持續經營業務之能力，務求為股東提供回報及為其他股東權益持有人帶來利益，並維持最佳的資本架構從而減低資金成本。

本集團透過檢討資本架構監控資本。誠如綜合資產負債表所示，本集團之資本架構包括債務及本公司權益持有人應佔權益。本集團會考慮資金成本及資金相關風險。為維持或調整資本架構，本集團或會調整向股東支付之股息金額、發行新股份或進行股份購回。

本集團根據其策略，將本集團資本負債比率維持於合理範圍內。

## Notes to the Consolidated Financial Statements (continued)

### 綜合財務報表附註(續)

## 3 Financial risk management (continued)

### 3.2 Capital risk management (continued)

The gearing ratios as 31 December 2012 and 2011 were as follows:

Current borrowings	流動借款
Non-current borrowings	非流動借款
Total borrowings	借款總額
Less: Cash and cash equivalents and restricted cash	減：現金及現金等價物以 及受限制現金
Net debt position	債務淨額狀況
Total equity	權益總額
Gearing ratio	資本負債比率

### 3.3 Fair value estimation

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

## 3 財務風險管理(續)

### 3.2 資本風險管理(續)

於二零一二年及二零一一年十二月三十一日之資本負債比率如下：

		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
Current borrowings	164,416		150,985
Non-current borrowings	552,247		618,334
Total borrowings	716,663		769,319
Less: Cash and cash equivalents and restricted cash	(239,227)		(339,753)
Net debt position	477,436		429,566
Total equity	1,720,513		1,807,491
Gearing ratio	27.7%		23.8%

### 3.3 公平值估計

下表採用估值法對按公平值列賬之金融工具進行分析。不同級別界定如下：

- 同類資產或負債於活躍市場之報價(未經調整)(第一級)。
- 第一級所用報價以外之輸入數據，資產或負債之直接(即價格)或間接(即源自價格)觀察所得數據(第二級)。
- 並非基於市場觀察所得數據之資產或負債輸入數據(即非觀察輸入數據)(第三級)。

### 3 Financial risk management (continued)

#### 3.3 Fair value estimation (continued)

The following table presents the Group's assets and liabilities that are measured at fair value at 31 December 2012.

Derivative liability	衍生工具負債
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The following table presents the Group's assets and liabilities that are measured at fair value at 31 December 2011.

Derivative liability	衍生工具負債
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The fair value of financial instruments that are not in an active market is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

### 3 財務風險管理(續)

#### 3.3 公平值估計(續)

下表呈列於二零一二年十二月三十一日本集團按公平值計量之資產及負債。

Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
-	2,150	-	2,150

下表呈列於二零一一年十二月三十一日本集團按公平值計量之資產及負債。

Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
-	9,370	-	9,370

並非於活躍市場買賣之金融工具之公平值以估值技術計算。該等估值技術充份利用可獲得之可觀察市場數據，從而盡量減少依賴公司之特有估計數據。若按公平值計量之工具之所有重大數據均可從觀察取得，則該項工具會被列為第二級。

### 3 Financial risk management (continued)

#### 3.3 Fair value estimation (continued)

Specific valuation techniques used to value financial instruments include:

- The fair value of the derivative liability is determined using the Binomial model.

The carrying values of restricted cash, cash and cash equivalents, trade and other receivables and trade and other payables approximate their fair values due to their short maturities.

### 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 Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

#### (a) Estimated impairment of property, plant and equipment, intangible assets, prepaid land lease payments and interests in associated companies

The Group tests whether property, plant and equipment, intangible assets, prepaid land lease payments and interests in associated companies engaged in the alternative energy businesses (“Alternative Energy Projects”) have suffered any impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable in accordance with the accounting policy in Note 2.9. The Group reviews certain indicators of potential impairment such as actual electricity dispatched, tariff of electricity, market unit price of Certified Emission Reduction (“CER”) and other general market conditions.

### 3 財務風險管理(續)

#### 3.3 公平值估計(續)

用於估評金融工具價值之特定估值技術包括：

- 採用二項式模式釐定衍生工具負債之公平值。

受限制現金、現金及現金等價物、應收賬款及其他應收款以及應付賬款及其他應付款之賬面值與其公平值相若，乃由於其短期到期之性質所致。

### 4 重大會計估算及判斷

本集團持續根據過往經驗及其他因素(包括在有關情況下合理預期之未來事件)評估已作出之估算及判斷。

本集團作出有關未來之估算及假設。顧名思義，所作之會計估算很少與相關實際結果相同。下文載列極有可能導致下一個財政年度之資產及負債賬面值作出重大調整之估算及假設。

#### (a) 物業、機器及設備、無形資產、預付土地租賃款項及於聯營公司之權益之估計減值

當有事件或情況變動顯示可能無法收回賬面值時，本集團便會按照附註2.9所載會計政策測試物業、機器及設備、無形資產、預付土地租賃款項及於從事替代能源業務(「替代能源項目」)之聯營公司之權益有否出現任何減值。本集團會審閱若干潛在減值指標，例如：實際輸電量、電費、核證減排量(「核證減排量」)之市場單位價格以及其他一般市場狀況。

#### 4 Critical accounting estimates and judgements (continued)

##### (a) Estimated impairment of property, plant and equipment, intangible assets, prepaid land lease payments and interests in associated companies (continued)

If an indication of impairment is identified, the need for recognising an impairment loss is assessed by comparing the carrying amount of the assets, to the higher of (i) the fair value less cost to sell, and (ii) the value-in-use on a project-by-project basis. The fair value is either determined by referring to recent transactions or by independent valuers whenever appropriate. The value-in-use of the assets represents estimated future cash flows from the continuous use of the assets, and requires complex assumptions and estimates such as future electricity dispatched, tariff of electricity and CER and discount rates. The discount rates used to discount the estimated future cash flows are based on the relevant industry sector risk premium and the gearing ratio.

Due to continuous and significant decline of market unit price for CER, the Group has performed impairment assessment on the Alternative Energy Projects. The value-in-use calculation was based on the key assumptions, including i) tariff increment at approximately 3% per annum based on management's expectation on market development and general inflation, ii) improvement in volume of electricity dispatched based on the operational feasibility reports and historical performances, and iii) assuming the contributions from CER is of negligible amount. The post-tax discount rates applied to the cash flow projections are between 9.5% and 10.1% per annum.

Based on the assessment, an impairment charge of HK\$133,516,000 relating to the subsidiaries operating wind farms in Siziwang Qi, Mudanjiang & Muling has been recognised and no provision for impairment has been made for the Group's interests in associated companies.

#### 4 重大會計估算及判斷(續)

##### (a) 物業、機器及設備、無形資產、預付土地租賃款項及於聯營公司之權益之估計減值(續)

倘有減值跡象，便會透過比較資產賬面值與(i)公平值減出售成本；或(ii)使用價值(以較高者為準)，評估所需確認之減值虧損。公平值乃參照最近交易釐定或由獨立估值師釐定(視適用情況而定)。資產使用價值指持續使用資產產生之估計未來現金流量，本集團須就此作出複雜假設及估計，包括未來輸電量、電費、核證減排量及貼現率等。用以貼現估計未來現金流量之貼現率乃基於相關行業風險溢價及資本負債比率釐定。

鑑於核證減排量之市場單位價格持續大幅下跌，本集團已就替代能源項目作出減值評估。使用價值計算乃基於數項主要假設而作出，包括：i)基於管理層對市場發展及整體通脹之預期，每年約有3%之電費增幅；ii)根據營運可行性報告及過往表現，輸電量將有所改善；及iii)假設來自核證減排量之貢獻不多。適用於現金流量預測之稅後貼現率為每年9.5%至10.1%。

根據上述評估，本集團已就營運四子王旗、牡丹江及穆陵風力場之附屬公司確認減值開支133,516,000港元及並無就本集團於聯營公司之權益作出減值撥備。

#### 4 Critical accounting estimates and judgements (continued)

##### (a) Estimated impairment of property, plant and equipment, intangible assets, prepaid land lease payments and interests in associated companies (continued)

With all other variables held constant, if there is 2% tariff increment throughout the operating period, the provision for impairment would increase, resulting in an increase in loss before taxation by HK\$89,098,000. Similarly, with all other variables held constant, if the volume of electricity dispatched is 10% less than management expectation, the provision for impairment would increase, resulting an increase in loss before taxation by HK\$230,261,000.

##### (b) Useful lives and residual value of property, plant and equipment

Management of the Company and its subsidiaries determine the estimated useful lives, residual value and related depreciation charges for its property, plant and equipment. This estimate is based on projected wear and tear incurred during power generation. This could change significantly as a result of technical renovations on power generators. Management will adjust the estimated useful lives where useful lives vary with previously estimated useful lives. It is reasonably possible, based on existing knowledge, that outcomes within the next financial year that are different from current assumptions could require material adjustments to the carrying amount of property, plant and equipment.

##### (c) Acquisition of subsidiaries

The initial accounting on the acquisition of subsidiaries involves identifying and determining the fair values to be assigned to the identifiable assets, liabilities and contingent liabilities of the acquired entities. The fair values of investments in associated companies, property, plant and equipment, prepaid land lease payments and concession right are determined by reference to market prices or by using financial models. Any changes in the assumptions used and estimates made in determining the fair values, and management's ability to measure reliably the contingent liabilities of the acquired entity will impact the carrying amounts of these assets and liabilities.

#### 4 重大會計估算及判斷(續)

##### (a) 物業、機器及設備、無形資產、預付土地租賃款項及於聯營公司之權益之估計減值(續)

在所有其他變數維持不變之情況下，倘於營運年期內電費增加2%，減值撥備將會增加，以致稅前虧損增加89,098,000港元。同樣地，在所有其他變數維持不變之情況下，倘輸電量較管理層預期少10%，減值撥備將會增加，以致稅前虧損增加230,261,000港元。

##### (b) 物業、機器及設備之可使用年期及剩餘價值

本公司及其附屬公司之管理層釐定物業、機器及設備之估計可使用年期、剩餘價值及相關折舊支出。此估計乃基於發電期間產生之預測磨損而作出。此可能會因發電機之技術革新而發生重大變動。若可使用年期與原先估計者不同，則管理層將調整估計可使用年期。據現時所知，若下一個財政年度之結果有別於現時假設，則有合理可能需要對物業、機器及設備之賬面值作出重大調整。

##### (c) 收購附屬公司

收購附屬公司之初步會計處理涉及識別及釐定予以分配予被收購實體之可識別資產、負債及或然負債之公平值。於聯營公司之投資、物業、機器及設備、預付租賃款項及特許權之公平值乃經參照市價或使用財務模式釐定。在釐定公平值時所使用之假設及作出之估計出現任何變動以及管理層能否可靠計量被收購實體之或然負債，均將對該等資產及負債之賬面值產生影響。

#### 4 Critical accounting estimates and judgements (continued)

##### (d) Fair value of derivative

The fair value of derivative recorded in the balance sheet cannot be derived from active markets. It is determined using option pricing model. The inputs to these models, including dividend yield, risk-free rate, share price's volatility, are taken from observable markets where possible, but where this is not feasible. A degree of judgement is required in establishing fair values.

##### (e) Income taxes

The Group is subject to income taxes in Hong Kong and the PRC. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for potential tax exposures based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will affect the income tax and deferred tax provision in the period in which such determination is made.

##### (f) Allowances for bad and doubtful debts

The policy for allowance of bad and doubtful debts of the Group is based on the evaluation of collectability and ageing analysis of receivables and management's judgement. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, including the creditworthiness and the past collection history of each customer.

##### (g) Revenue recognition for CDM income

CDM income is determined by the electricity volume generated, emission reduction factors and unit price of CER. The volumes of electricity transmitted to the grid companies are subject to the verification and certification by an agent appointed by the buyer. The final settlement of CDM income will only occur after verification and certification by an agent. A considerable amount of judgement is required in estimating the expected volumes of CER certification and the probability that future economic benefits will flow to the entity.

#### 4 重大會計估算及判斷(續)

##### (d) 衍生工具公平值

當記入資產負債表之衍生工具公平值無法從活躍市場取得時，公平值將使用期權定價模式釐定。期權定價模式所使用之輸入數據乃於可行情況下自可觀察市場取得，惟倘此舉不可行，則須作出一定程度之判斷以確立公平值。

##### (e) 所得稅

本集團須於香港及中國繳納所得稅。在釐定所得稅撥備時，須作出重大判斷。於日常業務過程中，有許多交易及計算之最終稅項未能準確釐定。本集團根據有否額外稅項到期之估計而就可能須繳納之稅項確認負債。若該等事項之最終稅項與最初記錄之金額不同，有關差額將影響釐定最終稅項期間內之所得稅及遞延稅項撥備。

##### (f) 呆壞賬撥備

本集團之呆壞賬撥備政策乃根據應收款之可收回程度及賬齡分析評估以及管理層之判斷釐定。於評估該等應收款之最終變現能力時，須作出大量判斷，包括每名客戶之信譽及過往收賬記錄。

##### (g) 清潔發展機制收入之收益確認

清潔發展機制收入按發電量、減排因素及核證減排量之單位價格釐定。向電網公司輸出之電量須由買家委任之代理核實及認證。清潔發展機制收入之最終結算只會於代理核實及認證後進行。於估計核證減排量之預計數額及未來經濟利益流入實體之可能性時，須作出大量判斷。



## 5 Segment information

The CODM has been identified as the directors of the Company (the “Directors”). The Directors review the Group’s internal reporting in order to assess performance, allocate resources and make strategic decisions by business segment. Subsequent to the discontinuance of the software development segment as disclosed in Note 35, the Group has one single operating segment, namely alternative energy. Although the alternative energy segment consists of different locations of power plants in PRC, the CODM considers that these underlying power plants are subject to similar risks and returns. Therefore, it has only relied on the reported revenue associated from these underlying power plants in making financial decisions and allocating resources.

The Group’s revenue is primarily derived from the generation of electricity.

The Directors assess the performance of operating segments based on a measure of segment results and share of profits less losses of associated companies. This measurement basis excludes the effects of non-recurring expenditure from the operating segments, such as provision for impairment losses. Fair value gain on derivative liability and other corporate expenses are also not included in the segment results as they mainly represent the income and expenses arising from the holding companies. Other information provided to the Directors is measured in a manner consistent with that in the consolidated financial statements.

Total segment assets exclude corporate assets which are centrally managed. Corporate assets mainly include cash and cash equivalents, other receivables and prepayments held by the head office.

## 5 分部資料

本公司董事(「董事」)已確定為主要營運決策人。董事會審閱本集團之內部報告，以按業務分部評估表現、分配資源及作出策略決定。在終止經營軟件開發分部之業務後(詳見附註35)，本集團只有單一經營分部，即替代能源。儘管替代能源包括位於中國不同地點之發電廠，主要營運決策人認為，此等相關發電廠面對相若風險及回報。因此，在作出財務決策及分配資源時，其僅依賴與此等相關發電廠有關之已報告收益。

本集團收益主要來自發電。

董事按分部業績及應佔聯營公司溢利減虧損之計算評估經營分部表現。此計算基準不包括經營分部非經常性開支之影響，例如：減值虧損撥備。衍生工具負債之公平值收益及其他公司費用亦不計入分部業績，原因為其主要代表來自控股公司之收支。向董事提供之其他資料之計算方式與綜合財務報表所使用者一致。

分部資產總值不包括中央管理之企業資產。企業資產主要包括總辦事處持有之現金及現金等價物、其他應收款及預付款項。

## Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

### 5 Segment information (continued)

The segment information provided to the Directors for the reportable segments for the years ended 31 December 2012 and 2011 are as follows:

### 5 分部資料(續)

於截至二零一二年及二零一一年十二月三十一日止年度，向董事提供有關可呈報分部之分部資料如下：

		2012 二零一二年			2011 二零一一年		
		Continuing operations 持續經營業務	Discontinued operations 已終止經營業務	Total 可呈報 分部總計	Continuing operations 持續經營業務	Discontinued operations 已終止經營業務	Total 可呈報 分部總計
		Alternative energy 替代能源 HK\$'000 千港元	Software development 軟件開發 HK\$'000 千港元	reportable segments 可呈報 分部總計 HK\$'000 千港元	Alternative energy 替代能源 HK\$'000 千港元	Software development 軟件開發 HK\$'000 千港元	reportable segments 可呈報 分部總計 HK\$'000 千港元
Revenue	收益	99,513	-	99,513	89,897	792	90,689
Segment results	分部業績	4,410	(42)	4,368	(19,048)	(3,639)	(22,687)
Provision for impairment losses	減值虧損撥備	(133,516)	-	(133,516)	(42,912)	-	(42,912)
Share of profits less losses of associated companies	應佔聯營公司溢利減虧損	80,667	-	80,667	67,376	-	67,376
Finance income	財務收入	837	142	979	183	153	336
Finance costs	融資成本	(48,520)	-	(48,520)	(47,367)	-	(47,367)
(Loss)/profit before income tax	所得稅前(虧損)/溢利	(96,122)	100	(96,022)	(41,768)	(3,486)	(45,254)
Income tax credit	所得稅抵免	15,248	-	15,248	11,981	-	11,981
(Loss)/profit for the year	本年度(虧損)/溢利	(80,874)	100	(80,774)	(29,787)	(3,486)	(33,273)
Depreciation	折舊	60,446	-	60,446	57,647	-	57,647
Amortisation	攤銷	9,885	-	9,885	12,294	-	12,294
Provision for impairment losses	減值虧損撥備	133,516	-	133,516	42,912	-	42,912

## Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

### 5 Segment information (continued)

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

		2012 二零一二年			2011 二零一一年		
		Continuing operations 持續經營業務	Discontinued operations 已終止經營業務	Total reportable segments 可呈報分部總計	Continuing operations 持續經營業務	Discontinued operations 已終止經營業務	Total reportable segments 可呈報分部總計
		Alternative energy 替代能源 HK\$'000 千港元	Software development 軟件開發 HK\$'000 千港元	HK\$'000 千港元	Alternative energy 替代能源 HK\$'000 千港元	Software development 軟件開發 HK\$'000 千港元	HK\$'000 千港元
<b>Total segment assets</b>	<b>分部資產總值</b>	<b>2,464,016</b>	<b>12,381</b>	<b>2,476,397</b>	<b>2,689,914</b>	<b>4,651</b>	<b>2,694,565</b>
<b>Total segment assets include:</b>	<b>分部資產總值包括:</b>						
- Interests in associated companies	- 於聯營公司之權益	1,099,031	-	1,099,031	1,098,713	-	1,098,713
- Additions to non-current assets	- 添置非流動資產	21,717	-	21,717	40,031	-	40,031

A reconciliation of loss for the year of total reportable segments to (loss)/profit for the year of the Group is provided as follows:

可呈報分部總計之本年度虧損與本集團本年度(虧損)/溢利對賬如下:

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Loss for the year of total reportable segments	可呈報分部總計之本年度虧損	(80,774)	(33,273)
Unallocated amounts:	未分配金額:		
- Fair value gain on derivative liability	- 衍生工具負債之公平值收益	7,140	69,320
- Other corporate expenses, net	- 其他企業開支淨額	(20,985)	(31,481)
(Loss)/profit for the year	本年度(虧損)/溢利	(94,619)	4,566

### 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分部資產如下:

## Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

### 5 Segment information (continued)

Reportable segment assets are reconciled to total assets as follows:

Total segment assets	分部資產總值
Corporate assets	企業資產
– cash and cash equivalents	– 現金及現金等價物
– others	– 其他
Total assets	資產總值

The total non-current assets by geographical location are detailed below:

Hong Kong	香港
The PRC	中國
Total non-current assets	非流動資產總值

For the year ended 31 December 2012, the Group's revenue for reportable segments from external customers of HK\$99,513,000 is only attributable to the China market.

For the year ended 31 December 2011, the Group's revenue for reportable segments from external customers of HK\$89,897,000 and HK\$792,000 were attributable to the China and Japan markets respectively.

For the year ended 31 December 2012, the Group has two customers with revenue exceeding 10% of the Group's total revenue. Revenues from these customers amounting to HK\$99,513,000 (2011: HK\$89,897,000) are solely attributable to alternative energy business.

### 5 分部資料(續)

可呈報分部資產與資產總值對賬如下：

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
<b>2,476,397</b>	2,694,565
<b>42,396</b>	62,789
<b>937</b>	743
<b>2,519,730</b>	<b>2,758,097</b>

按地區劃分之非流動資產總值詳列如下：

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
<b>185</b>	211
<b>2,120,221</b>	2,293,344
<b>2,120,406</b>	<b>2,293,555</b>

截至二零一二年十二月三十一日止年度，本集團來自外界客戶之可呈報分部收益99,513,000港元僅來自中國市場。

截至二零一一年十二月三十一日止年度，本集團來自外界客戶之可呈報分部收益89,897,000港元及792,000港元分別來自中國及日本市場。

截至二零一二年十二月三十一日止年度，本集團有兩名客戶，所佔收益超過本集團總收益之10%。來自此等客戶之收益為99,513,000港元(二零一一年：89,897,000港元)，純粹來自替代能源業務。

## Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

### 6 Expenses by nature

Auditor's remuneration	核數師酬金
Amortisation of prepaid land lease payments (Note 18)	預付土地租賃款項攤銷(附註18)
Amortisation of intangible assets (Note 19)	無形資產攤銷(附註19)
Depreciation of property, plant and equipment (Note 16)	物業、機器及設備折舊(附註16)
Net exchange losses	匯兌虧損淨額
Employee benefit expenses (including directors' emoluments) (Note 11)	僱員福利開支(包括董事酬金)(附註11)
Operating lease rental	經營租賃租金
Research and development expenditure	研究及開發費用
Repair and maintenance expenses	維修及保養開支
Corporate expenses	企業開支
Legal and professional fees	法律及專業費用
Management service fee	管理服務費
Other expenses	其他開支
Total cost of sales and administrative expenses	銷售成本及行政費用總額

### 6 按性質劃分之開支

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
2,020	2,170
1,132	1,062
8,825	11,289
60,457	57,647
641	6,030
19,333	25,366
2,331	2,966
–	12,190
3,191	5,344
1,404	2,023
2,907	3,860
1,414	2,190
13,184	12,386
116,839	144,523

### 7 Other income

Clean Development Mechanism income	清潔發展機制收入
Gain on disposal of property, plant and equipment	出售物業、機器及設備所得收益
Others	其他

### 7 其他收入

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
1,102	3,848
807	–
59	–
1,968	3,848

## 8 Provision for impairment losses

## 8 減值虧損撥備

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Provision for impairment losses on	下列各項之減值虧損撥備		
– concession right	– 特許權	130,783	42,912
– prepaid land lease payments	– 預付土地租賃款項	2,733	–
		<u>133,516</u>	<u>42,912</u>

## 9 Finance income and costs

## 9 財務收入及融資成本

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Finance costs:	融資成本：		
– interest expense on convertible note wholly repayable within 5 years	– 須於五年內全部償還之可換股票據之利息開支	(2,654)	(2,349)
– interest expenses on bank borrowings not wholly repayable within 5 years	– 毋須於五年內全部償還之銀行借款之利息開支	(48,520)	(47,367)
Finance costs	融資成本	(51,174)	(49,716)
Finance income:	財務收入：		
– interest income on bank deposits	– 銀行存款利息收入	1,874	2,393
Finance costs – net	融資成本 – 淨額	<u>(49,300)</u>	<u>(47,323)</u>

## Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

### 10 Directors' and senior management's remuneration

#### (a) Directors' emoluments

The remuneration of every director for the year ended 31 December 2012 is set out below:

Name of Director	董事姓名	Fees	Salary & other benefits	Discretionary bonuses	Share-based compensation	Employer's contribution to pension scheme	Total
		袍金	薪金及其他福利	酌情花紅	股份補償	退休金計劃之僱主供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
OEI Kang, Eric	黃剛	75	1,073	-	-	14	1,162
CHANG Li Hsien, Leslie	張立憲	75	1,073	-	382	14	1,544
YUNG Pak Keung, Bruce <sup>(1)</sup>	容伯強 <sup>(1)</sup>	54	1,804	-	14	9	1,881
LEUNG Wing Sum, Samuel	梁榮森	75	1,146	93	180	14	1,508
WANG Sing	王航	75	-	-	-	-	75
ZHANG Songyi	張頌義	150	-	-	-	-	150
TANG Siu Kui, Ernest	鄧兆駒	150	-	-	-	-	150
YU Hon To, David	俞漢度	150	-	-	-	-	150
		<u>804</u>	<u>5,096</u>	<u>93</u>	<u>576</u>	<u>51</u>	<u>6,620</u>

### 10 董事及高級管理層薪酬

#### (a) 董事酬金

各董事於截至二零一二年十二月三十一日止年度的薪酬如下：

The remuneration of every director for the year ended 31 December 2011 is set out below:

各董事於截至二零一一年十二月三十一日止年度之薪酬如下：

Name of Director	董事姓名	Fees	Salary & other benefits	Discretionary bonuses	Share-based compensation	Employer's contribution to pension scheme	Total
		袍金	薪金及其他福利	酌情花紅	股份補償	退休金計劃之僱主供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
OEI Kang, Eric	黃剛	75	1,160	180	-	12	1,427
CHANG Li Hsien, Leslie	張立憲	75	1,160	180	603	12	2,030
YUNG Pak Keung, Bruce <sup>(1)</sup>	容伯強 <sup>(1)</sup>	75	2,669	416	647	12	3,819
LEUNG Wing Sum, Samuel	梁榮森	75	1,202	187	324	12	1,800
Tanguy Vincent SERRA <sup>(2)</sup>	Tanguy Vincent SERRA <sup>(2)</sup>	32	-	-	-	-	32
WANG Sing <sup>(3)</sup>	王航 <sup>(3)</sup>	43	-	-	-	-	43
ZHANG Songyi	張頌義	150	-	-	-	-	150
TANG Siu Kui, Ernest	鄧兆駒	150	-	-	-	-	150
YU Hon To, David	俞漢度	150	-	-	-	-	150
		<u>825</u>	<u>6,191</u>	<u>963</u>	<u>1,574</u>	<u>48</u>	<u>9,601</u>

## 10 Directors' and senior management's remuneration (continued)

### (a) Directors' emoluments (continued)

Notes:

- (1) Resigned on 18 September 2012
- (2) Resigned on 8 June 2011
- (3) Appointed on 8 June 2011

### (b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include four directors (2011: four) whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining one (2011: one) individual during the year are as follows:

Salaries and other benefits	薪金及其他福利
Retirement scheme contributions	退休計劃供款

### (c) Senior management's remuneration by band

The emoluments payable to the one (2011: one) senior management during the year fell in the band of HK\$500,000-HK\$1,000,000 (2011: HK\$500,000-HK\$1,000,000).

## 10 董事及高級管理層薪酬(續)

### (a) 董事酬金(續)

附註：

- (1) 於二零一二年九月十八日辭任
- (2) 於二零一一年六月八日辭任
- (3) 於二零一一年六月八日獲委任

### (b) 五名最高酬金人士

年內，本集團五名最高薪人士包括四名(二零一一年：四名)董事，彼等之酬金已於上文呈列之分析中反映。年內應付餘下一名(二零一一年：一名)個別人士之酬金如下：

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
703	824
14	-
<b>717</b>	<b>824</b>

### (c) 高級管理層之薪酬範圍

年內，向一名(二零一一年：一名)高級管理層支付之酬金屬於500,000港元至1,000,000港元(二零一一年：500,000港元至1,000,000港元)之薪酬範圍。



## 11 Employee benefit expenses

Wages, salaries and other benefits	工資、薪金及其他福利	18,056	21,896
Share-based compensation, net (Write back of)/provision for unused annual leave	以股份作報酬(淨額) 未使用年假之(撥回)/撥備	(93) (282)	1,574 224
Pension costs – defined contribution plan (Note a)	退休金成本—定額供款計劃 (附註a)	1,652	1,672
Charged to statement of comprehensive income (Note 6)	在全面收入報表扣除 (附註6)	19,333	25,366

## Notes:

- (a) The Group's contribution to the employee pension scheme in the PRC is at a percentage in compliance with the requirements of respective municipal governments. The Group also participates in the MPF scheme under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employee's relevant income, subject to a cap of monthly relevant income of HK\$25,000. Contributions to the scheme vest immediately.
- (b) Contributions totaling HK\$26,000 (2011: HK\$27,000) were payable under the MPF scheme at 31 December 2012.

## 12 Income tax credit

No provision for Hong Kong profits tax has been made as the Group has no assessable profit for the year (2011: Nil). Taxation on PRC profits has been calculated on the estimated assessable profit for the year at 25%, which is the rate of taxation prevailing in the PRC.

Withholding tax on dividends	有關股息之預扣稅	(9,720)	(1,305)
Deferred income tax credit (Note 29)	遞延所得稅抵免(附註29)	25,368	13,674
Income tax credit	所得稅抵免	15,648	12,369

## 11 僱員福利開支

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
18,056	21,896
(93)	1,574
(282)	224
1,652	1,672
19,333	25,366

## 附註：

- (a) 本集團向中國僱員退休金計劃作出之供款乃按照相關市政府規定之百分率作出。本集團亦根據香港強制性公積金計劃條例為受香港僱傭條例管轄之僱員提供強積金計劃。強積金計劃是由獨立信託人管理之定額供款退休計劃。根據強積金計劃，僱主及僱員均須按照僱員相關入息之5%向計劃作出供款，惟每月之相關入息上限為25,000港元。向計劃作出之供款即時歸於僱員所有。
- (b) 於二零一二年十二月三十一日，根據強積金計劃須予支付之供款合共26,000港元(二零一一年：27,000港元)。

## 12 所得稅抵免

由於本集團年內並無應課稅溢利，故並無就香港利得稅作出撥備(二零一一年：無)。中國所得稅乃根據年內估計應課稅溢利，按中國適用稅率25%計算。

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
(9,720)	(1,305)
25,368	13,674
15,648	12,369

## Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

### 12 Income tax credit (continued)

Note:

The share of income tax credit of associated companies of HK\$16,381,000 (2011: income tax expense HK\$15,803,000) is included in the Group's share of profits less losses of associated companies.

The tax on the Group's loss before income tax from continuing operations differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the consolidated entities as follows:

Loss before income tax	所得稅前虧損		
Less: Share of profits less losses of associated companies	減：應佔聯營公司溢利減虧損		
Less: Fair value gain on derivative liability	減：衍生工具負債之公平值收益		
Tax calculated at the domestic rates applicable to profits in the respective countries	按有關國家之溢利所適用國內稅率計算之稅項		
Expenses not deductible for taxation purpose	不可扣稅之開支		
Income not subject to tax	毋須課稅之收入		
Tax losses not recognised	未確認之稅項虧損		
Deferred tax on undistributed profits and fair value difference	未分派溢利之遞延稅項及公平值差額		
Withholding tax on dividends	有關股息之預扣稅		
Income tax credit	所得稅抵免		

The weighted average applicable tax rate was 22.0% (2011: 19.6%).

J.I.C. (Macao Commercial Offshore) Company Limited, a wholly owned subsidiary of the Company in 2011, was exempted from Macao complementary tax in accordance with the Macao Decree Law No. 58/99/M.

### 13 Loss/profit attributable to equity holders of the company

The loss attributable to equity holders of the Company is dealt with in the financial statements of the Company to the extent of HK\$75,718,000 (2011: profit of HK\$47,218,000).

### 12 所得稅抵免(續)

附註：

應佔聯營公司之所得稅抵免為16,381,000港元(二零一一年：所得稅支出15,803,000港元)，乃計入本集團之應佔聯營公司溢利減虧損。

本集團來自持續經營業務之所得稅前虧損之稅項，與採用合併企業溢利適用之加權平均稅率計算所得之理論稅項之差額如下：

	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
	(110,367)	(4,317)
	(80,667)	(67,376)
	(7,140)	(69,320)
	<b>(198,174)</b>	<b>(141,013)</b>
	43,592	27,650
	(3,985)	(8,654)
	677	476
	(3,153)	(1,957)
	(11,763)	(3,841)
	(9,720)	(1,305)
	<b>15,648</b>	<b>12,369</b>

加權平均適用稅率為22.0%(二零一一年：19.6%)。

根據澳門法令第58/99/M號，本公司於二零一一年之全資附屬公司捷誠(澳門離岸商業服務)有限公司獲豁免繳納澳門所得補充稅。

### 13 本公司權益持有人應佔虧損／溢利

於本公司財務報表處理之本公司權益持有人應佔虧損75,718,000港元(二零一一年：溢利47,218,000港元)。

## Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

### 14 (Loss)/earnings per share

#### (a) Basic

Basic (loss)/earnings per share is calculated by dividing the (loss)/profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year.

(Loss)/profit from continuing operations attributable to equity holders of the Company (HK\$ thousand)	本公司權益持有人應佔來自持續經營業務之(虧損)/溢利(千港元)
Profit/(loss) from discontinued operations attributable to equity holders of the Company (HK\$ thousand)	本公司權益持有人應佔來自已終止經營業務之溢利/(虧損)(千港元)
(Loss)/profit attributable to equity holders of the Company (HK\$ thousand)	本公司權益持有人應佔(虧損)/溢利(千港元)
Weighted average number of ordinary shares in issue (thousand)	已發行普通股加權平均數(千股)
Basic (loss)/earnings per share (HK cents per share)	每股基本(虧損)/盈利(每股港仙)
From continuing operations	來自持續經營業務
From discontinued operations	來自已終止經營業務

#### (b) Diluted

Diluted (loss)/earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. In 2011, the convertible preference shares are assumed to have been converted into ordinary shares. For the bonus warrants, a calculation is made in order to determine the number of shares that could have been acquired at fair value (determined as the average market share price of the Company's shares during the year) based on the monetary value of the subscription rights attached to outstanding bonus warrants. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the bonus warrants.

### 14 每股(虧損)/盈利

#### (a) 基本

每股基本(虧損)/盈利乃按本公司權益持有人應佔(虧損)/溢利除以年內已發行普通股加權平均數計算。

2012 二零一二年	2011 二零一一年
(82,842)	16,682
100	(3,486)
(82,742)	13,196
2,356,372	1,177,046
(3.51)	1.42
-	(0.30)
(3.51)	1.12

#### (b) 攤薄

每股攤薄(虧損)/盈利乃透過調整現有普通股加權平均數計算，有關調整假設所有具潛在攤薄影響之普通股均獲兌換。於二零一一年，可換股優先股被假設為已兌換為普通股。就紅利認股權證而言，已基於尚未行使紅利認股權證所附認購權之貨幣價值，計算釐定按公平值(釐定為本公司年內股份平均市價)可收購之股份數目。據上述者計算所得之股份數目會與假設紅利認股權證獲行使而應已發行之股份數目互相比較。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

14 (Loss)/earnings per share (continued)

(b) Diluted (continued)

14 每股(虧損)/盈利(續)

(b) 攤薄(續)

		2012 二零一二年	2011 二零一一年
(Loss)/profit from continuing operations attributable to equity holders of the Company (HK\$ thousand)	本公司權益持有人應佔來自持續經營業務之(虧損)/溢利(千港元)	(82,842)	16,682
Profit/(loss) from discontinued operations attributable to equity holders of the Company (HK\$ thousand)	本公司權益持有人應佔來自已終止經營業務之溢利/(虧損)(千港元)	100	(3,486)
		<b>(82,742)</b>	<b>13,196</b>
Weighted average number of ordinary shares in issue (thousand)	已發行普通股加權平均數(千股)	2,356,372	1,177,046
Adjustment for:	就以下各項調整:		
– Assumed conversion of convertible preference shares (thousand)	– 假設可換股優先股獲兌換(千股)	–	1,434,701
– Incremental shares issued for no consideration: Warrants 748 and 795 (thousand)	– 無償增加發行股份: 認股權證748及795(千股)	–	12,693
		<b>2,356,372</b>	<b>2,624,440</b>
Diluted (loss)/earnings per share (HK cents per share)	每股攤薄(虧損)/盈利(每股港仙)		
From continuing operations	來自持續經營業務	(3.51)	0.63
From discontinued operations	來自已終止經營業務	–	(0.13)
		<b>(3.51)</b>	<b>0.50</b>

## 14 (Loss)/earnings per share (continued)

### (b) Diluted (continued)

Diluted (loss)/earnings per share for the year ended 31 December 2012 did not assume the exercise of the share options, convertible note, convertible preference shares and the subscription rights for convertible preference shares outstanding during the year since the exercise would have an anti-dilutive effect.

Diluted (loss)/earnings per share for the year ended 31 December 2011 did not assume the exercise of the share options, convertible note and the subscription rights for convertible preference shares outstanding during the year since the exercise would have an anti-dilutive effect.

## 15 Dividends

No dividend was proposed and paid for the year ended 31 December 2012 (2011: Nil).

## 14 每股(虧損)/盈利(續)

### (b) 攤薄(續)

截至二零一二年十二月三十一日止年度之每股攤薄(虧損)/盈利並無假設年內尚未行使之購股權、可換股票據、可換股優先股及可換股優先股之認購權獲行使，原因為有關行使將產生反攤薄影響。

截至二零一一年十二月三十一日止年度之每股攤薄(虧損)/盈利並無假設年內尚未行使之購股權、可換股票據及可換股優先股之認購權獲行使，原因為有關行使將產生反攤薄影響。

## 15 股息

截至二零一二年十二月三十一日止年度，並無建議亦無派付任何股息(二零一一年：無)。

## 16 Property, plant and equipment

## 16 物業、機器及設備

Group	本集團	Leasehold improvement 租賃物業裝修 HK\$'000 千港元	Electricity utility plant and others 發電廠及其他 HK\$'000 千港元	Furniture, fixtures and equipment 傢俬、裝置及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>At 1 January 2011</b>	<b>於二零一一年一月一日</b>					
Cost	成本	3,474	515,591	1,272	1,113	521,450
Accumulated depreciation and impairment	累計折舊及減值	(1,445)	(9,984)	(623)	(331)	(12,383)
Net book amount	賬面淨值	<u>2,029</u>	<u>505,607</u>	<u>649</u>	<u>782</u>	<u>509,067</u>
<b>Year ended 31 December 2011</b>	<b>截至二零一一年十二月三十一日止年度</b>					
Opening net book amount	年初賬面淨值	2,029	505,607	649	782	509,067
Currency translation differences	匯兌換算差額	86	31,598	26	44	31,754
Additions	添置	-	10,466	205	873	11,544
Transfer from construction in progress (Note 17)	轉撥自在建工程(附註17)	-	489,645	-	-	489,645
Disposal	出售	-	-	(12)	(18)	(30)
Depreciation	折舊	(734)	(56,216)	(292)	(405)	(57,647)
Closing net book amount	年終賬面淨值	<u>1,381</u>	<u>981,100</u>	<u>576</u>	<u>1,276</u>	<u>984,333</u>
<b>At 31 December 2011</b>	<b>於二零一一年十二月三十一日</b>					
Cost	成本	2,260	1,049,194	950	1,811	1,054,215
Accumulated depreciation and impairment	累計折舊及減值	(879)	(68,094)	(374)	(535)	(69,882)
Net book amount	賬面淨值	<u>1,381</u>	<u>981,100</u>	<u>576</u>	<u>1,276</u>	<u>984,333</u>
<b>Year ended 31 December 2012</b>	<b>截至二零一二年十二月三十一日止年度</b>					
Opening net book amount	年初賬面淨值	1,381	981,100	576	1,276	984,333
Currency translation differences	匯兌換算差額	2	7,353	1	3	7,359
Additions	添置	-	343	120	-	463
Disposal	出售	-	(349)	-	(32)	(381)
Depreciation	折舊	(750)	(58,847)	(354)	(506)	(60,457)
Closing net book amount	年終賬面淨值	<u>633</u>	<u>929,600</u>	<u>343</u>	<u>741</u>	<u>931,317</u>
<b>At 31 December 2012</b>	<b>於二零一二年十二月三十一日</b>					
Cost	成本	2,277	1,057,711	1,074	1,792	1,062,854
Accumulated depreciation and impairment	累計折舊及減值	(1,644)	(128,111)	(731)	(1,051)	(131,537)
Net book amount	賬面淨值	<u>633</u>	<u>929,600</u>	<u>343</u>	<u>741</u>	<u>931,317</u>

## Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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

Certain bank borrowings are secured by certain of the Group's property, plant and equipment with carrying values of HK\$916.0 million (2011: HK\$966.7 million) (Note 27).

### 17 Construction in progress

At 1 January 2011	於二零一一年一月一日
Currency translation differences	匯兌換算差額
Additions	添置
Transfer to property, plant and equipment (Note 16)	轉撥至物業、機器及設備(附註16)

At 31 December 2011 於二零一一年十二月三十一日

At 1 January 2012	於二零一二年一月一日
Currency translation differences	匯兌換算差額
Additions	添置

At 31 December 2012 於二零一二年十二月三十一日

Certain bank borrowings are secured by certain of the Group's construction in progress with carrying values of HK\$6.5 million (2011: HK\$6.4 million) (Note 27).

### 16 物業、機器及設備(續)

若干銀行借款乃由本集團賬面值 916,000,000 港元(二零一一年: 966,700,000 港元)之若干物業、機器及設備作抵押(附註27)。

### 17 在建工程

**Total**  
**總計**  
HK\$'000  
千港元

501,515

8,862

27,119

(489,645)

47,851

47,851

613

20,877

69,341

若干銀行借款乃由本集團賬面值 6,500,000 港元(二零一一年: 6,400,000 港元)之若干在建工程作抵押(附註27)。

## 18 Prepaid land lease payments

## 18 預付土地租賃款項

		HK\$'000 千港元
At 1 January 2011	於二零一一年一月一日	17,032
Currency translation differences	匯兌換算差額	732
Additions	添置	1,355
Amortisation	攤銷	<u>(1,062)</u>
At 31 December 2011	於二零一一年十二月三十一日	<u>18,057</u>
At 1 January 2012	於二零一二年一月一日	18,057
Currency translation differences	匯兌換算差額	127
Amortisation	攤銷	(1,132)
Impairment	減值	<u>(2,733)</u>
At 31 December 2012	於二零一二年十二月三十一日	<u>14,319</u>

## Notes:

- (a) Certain bank borrowings are secured by certain of the Group's prepaid land lease payments with carrying values of HK\$14.1 million (2011: HK\$15.4 million) (Note 27).
- (b) The prepaid land leases payments were held on lease of over 50 years in Mainland China.

## 附註：

- (a) 若干銀行借款乃由本集團賬面值14,100,000港元(二零一一年：15,400,000港元)之若干預付土地租賃款項作抵押(附註27)。
- (b) 預付土地租賃款項乃於中國大陸根據50年以上租約持有。



## 19 Intangible assets

## 19 無形資產

		Computer software 電腦軟件 HK\$'000 千港元	Concession right 特許權 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>At 1 January 2011</b>	<b>於二零一一年一月一日</b>			
Cost	成本	430	194,326	194,756
Accumulated amortisation and impairment	累計攤銷及減值	(300)	(2,561)	(2,861)
Net book amount	賬面淨值	<u>130</u>	<u>191,765</u>	<u>191,895</u>
<b>Year ended 31 December 2011</b>	<b>截至二零一一年十二月三十一日止年度</b>			
Opening net book amount	年初賬面淨值	130	191,765	191,895
Currency translation differences	匯兌換算差額	1	6,751	6,752
Additions	添置	155	–	155
Amortisation	攤銷	(65)	(11,224)	(11,289)
Impairment loss	減值虧損	–	(42,912)	(42,912)
Closing net book amount	年終賬面淨值	<u>221</u>	<u>144,380</u>	<u>144,601</u>
<b>At 31 December 2011</b>	<b>於二零一一年十二月三十一日</b>			
Cost	成本	408	202,678	203,086
Accumulated amortisation and impairment	累計攤銷及減值	(187)	(58,298)	(58,485)
Net book amount	賬面淨值	<u>221</u>	<u>144,380</u>	<u>144,601</u>
<b>Year ended 31 December 2012</b>	<b>截至二零一二年十二月三十一日止年度</b>			
Opening net book amount	年初賬面淨值	221	144,380	144,601
Currency translation differences	匯兌換算差額	7	1,022	1,029
Additions	添置	376	–	376
Amortisation	攤銷	(116)	(8,709)	(8,825)
Impairment loss	減值虧損	–	(130,783)	(130,783)
Closing net book amount	年終賬面淨值	<u>488</u>	<u>5,910</u>	<u>6,398</u>
<b>At 31 December 2012</b>	<b>於二零一二年十二月三十一日</b>			
Cost	成本	791	204,254	205,045
Accumulated amortisation and impairment	累計攤銷及減值	(303)	(198,344)	(198,647)
Net book amount	賬面淨值	<u>488</u>	<u>5,910</u>	<u>6,398</u>

## 20 Interests in associated companies

Group's share of net assets 本集團應佔資產淨值

The following financial information, after making adjustments to conform with the Group's significant accounting policies, represents the Group's aggregate share of assets, liabilities, revenue and results of associated companies, all of which are unlisted, and is summarised below:

Assets	資產
Liabilities	負債
Net assets	資產淨值
Revenue	收益
Profit for the year	本年度溢利

Particulars of the associated companies are set out on page 146.

## 20 於聯營公司之權益

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
<b>1,099,031</b>	<b>1,098,713</b>

下列財務資料(經調整以與本集團主要會計政策一致)乃本集團合共應佔聯營公司(全部均為非上市公司)之資產、負債、收益及業績,現概述如下:

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
<b>2,571,969</b>	2,656,646
<b>(1,472,938)</b>	(1,557,933)
<b>1,099,031</b>	<b>1,098,713</b>
<b>283,456</b>	281,936
<b>80,667</b>	67,376

聯營公司之詳情載於第146頁。

## 21 Interests in subsidiaries

Unlisted shares, at cost Provision for impairment	非上市股份，按成本 減值撥備
Amounts due from subsidiaries Provision for impairment	應收附屬公司款項 減值撥備
Amounts due to subsidiaries	應付附屬公司款項

The balances with subsidiaries are unsecured, interest free and repayable on demand. Their carrying amounts approximate their fair values.

The carrying amounts of the amounts due from subsidiaries are denominated in Hong Kong dollars.

The carrying amounts of the amounts due to subsidiaries are mainly denominated in Hong Kong dollars.

Particulars of the principal subsidiaries are set out on pages 143 and 145.

## 21 於附屬公司之權益

		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
		<b>89,252</b>	89,214
		<b>(77,055)</b>	(76,810)
		<b>12,197</b>	12,404
		<b>1,558,384</b>	1,554,064
		<b>(65,726)</b>	–
		<b>1,492,658</b>	1,554,064
		<b>(150,147)</b>	(161,163)
		<b>1,354,708</b>	1,405,305

附屬公司之結餘為無抵押、免息及須應要求償還。賬面值與其公平值相若。

應收附屬公司款項之賬面值以港元計值。

應付附屬公司款項之賬面值主要以港元計值。

主要附屬公司之詳情載於第143頁至第145頁。

## 22 Trade and other receivables

		Note 附註	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	應收賬款	(a)	104,449	69,321	-	-
Other receivables	其他應收款	(b)	36,878	43,755	702	459
			<b>141,327</b>	113,076	<b>702</b>	459

Notes:

- (a) At 31 December 2012 and 2011, the ageing analysis of trade receivables is as follows:

Less than 30 days	少於30日
More than 30 days and within 60 days	超過30日但於60日內
More than 60 days and within 90 days	超過60日但於90日內
More than 90 days	超過90日

The Group allows a credit period of 30 days to its trade customers. Trade receivables that are less than 30 days past due are not considered impaired. As at 31 December 2012, trade receivables of HK\$21.7 million (2011: HK\$18.4 million) were past due but not impaired. These relate to the government subsidies on the electricity tariff which have not been allocated and distributed. Based on past experience and industry practice, these tariff premiums are generally paid in 6 to 12 months from the date of the sales recognition. As at 31 December 2012, there were HK\$19.8 million (2011: HK\$3.65 million) trade receivables on alternative energy business being past due over 12 months. No impairment has been provided for these receivables as the balances are not in dispute and there is no indication that the amount will not be collectible.

- (b) Other receivables represent mainly input value-added taxation recoverable of HK\$27,519,000 (2011: HK\$35,347,000) arising from purchase of property, plant and equipment.

## 22 應收賬款及其他應收款

附註：

- (a) 於二零一二年及二零一一年十二月三十一日，應收賬款之賬齡分析如下：

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
82,749	50,901
-	1,839
-	681
21,700	15,900
<b>104,449</b>	<b>69,321</b>

本集團向其貿易客戶提供為期30日之信貸期。逾期少於30日之應收賬款不被視作減值。於二零一二年十二月三十一日，應收賬款21,700,000港元(二零一一年：18,400,000港元)已逾期但未減值。此等款項乃關於未分配及派發之政府電費補助。基於過往經驗及行業慣例，此等電費補助一般於銷售確認日期起計6至12個月支付。於二零一二年十二月三十一日，本集團逾期超過12個月之替代能源業務應收賬款為19,800,000港元(二零一一年：3,650,000港元)。由於結餘不涉及任何爭議，並無跡象顯示有關金額將不可收回，故並無就此等應收款項作出減值撥備。

- (b) 其他應收款主要為應收進項增值稅27,519,000港元(二零一一年：35,347,000港元)，乃源自購買物業、機器及設備。

## 22 Trade and other receivables (continued)

Notes: (continued)

- (c) The carrying amount of the Group's trade and other receivables is denominated in the following currencies:

Hong Kong dollars	港元
Renminbi	人民幣
Singapore dollars	新加坡元

- (d) All trade and other receivables do not contain impaired assets. The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivables mentioned above.

Certain bank borrowings are secured by certain of the Group's trade receivables with carrying values of HK\$70.7 million (2011: HK\$44.1 million) (Note 27).

## 23 Restricted cash

Escrow account relating to a deposit held for an alternative energy project	託管賬目涉及為一項替代能源項目而持有之存款
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The carrying amount is denominated in Renminbi.

## 24 Cash and cash equivalents

Cash at bank and in hand	銀行及手頭現金
Short-term bank deposits	短期銀行存款

## 22 應收賬款及其他應收款(續)

附註：(續)

- (c) 本集團應收賬款及其他應收款之賬面值以下列貨幣計值：

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
908	533
140,387	112,513
32	30
<b>141,327</b>	<b>113,076</b>

- (d) 所有應收賬款及其他應收款並無包含減值資產。於報告日期信貸風險之最高值為上述各類別應收款之賬面值。

若干銀行借款乃由本集團賬面值70,700,000港元(二零一一年：44,100,000港元)之若干應收賬款作抵押(附註27)。

## 23 受限制現金

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
1,014	1,002

賬面值以人民幣計值。

## 24 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
183,023	280,514	414	2,608
55,190	58,237	41,711	58,237
<b>238,213</b>	<b>338,751</b>	<b>42,125</b>	<b>60,845</b>

## 24 Cash and cash equivalents (continued)

(a) Placed in banks in the PRC:	(a) 存放於中國各銀行：
– denominated in Renminbi	– 以人民幣計值
– denominated in Hong Kong dollars	– 以港元計值
– denominated in US dollars	– 以美元計值
– denominated in Macau dollars	– 以澳門元計值
– denominated in Euros	– 以歐羅計值
(b) Placed in banks in Hong Kong:	(b) 存放於香港各銀行：
– denominated in Hong Kong dollars	– 以港元計值
– denominated in Renminbi	– 以人民幣計值
– denominated in US dollars	– 以美元計值
– denominated in Singapore dollars	– 以新加坡元計值
(c) Cash in hand	(c) 手頭現金

## 24 現金及現金等價物 (續)

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
31,669	24,199	-	-
144,944	240,105	-	-
4,689	6,137	-	-
-	29	-	-
-	17	-	-
1,047	6,997	237	146
55,506	60,663	41,887	60,663
-	381	-	35
9	9	-	-
349	214	1	1
<b>238,213</b>	<b>338,751</b>	<b>42,125</b>	<b>60,845</b>

The effective interest rates at the balance sheet date were as follows:

於結算日之實際利率如下：

	2012 二零一二年		2011 二零一一年	
	HK\$ 港元	RMB 人民幣	HK\$ 港元	RMB 人民幣
Short-term bank deposits 短期銀行存款	-	2.5%	-	1.75%

The maximum exposure to credit risk at the reporting date is the carrying value of the cash and bank balances stated above.

於報告日期面對之信貸風險最高值為上文所述之現金及銀行結餘賬面值。

The short-term bank deposits of the Group and the Company have original maturities of one to two months.

本集團及本公司之短期銀行存款之原到期日為一至兩個月。

## Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

### 25 Share capital

### 25 股本

		Ordinary shares of HK\$0.01 each 每股面值0.01港元之 普通股		Non-redeemable convertible preference shares of HK\$0.01 each 每股面值0.01港元之 不可贖回可換股優先股		Total 總計
	Note 附註	Number of shares 股份數目	HK\$'000 千港元	Number of shares 股份數目	HK\$'000 千港元	HK\$'000 千港元
<b>Authorised:</b>	<b>法定：</b>					
At 1 January 2011,	於二零一一年一月一日、					
31 December 2011,	二零一一年十二月三十一日、					
1 January 2012 and	二零一二年一月一日及					
31 December 2012	二零一二年十二月三十一日	9,000,000,000	90,000	6,000,000,000	60,000	150,000
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>					
At 1 January 2011	於二零一一年一月一日	857,059,969	8,570	1,685,170,068	16,852	25,422
Exercise of bonus warrants 748	行使紅利認股權證748 (a)	54,879,940	549	-	-	549
Exercise of bonus warrants 795	行使紅利認股權證795 (b)	59,261,866	593	-	-	593
Conversion of convertible preference shares to ordinary shares	可換股優先股兌換成普通股 (c)	1,385,170,068	13,852	(1,385,170,068)	(13,852)	-
At 31 December 2011	於二零一一年十二月三十一日	2,356,371,843	23,564	300,000,000	3,000	26,564
At 1 January 2012	於二零一二年一月一日	2,356,371,843	23,564	300,000,000	3,000	26,564
At 31 December 2012	於二零一二年十二月三十一日	2,356,371,843	23,564	300,000,000	3,000	26,564

Notes:

(a) On 14 May 2009, the Company issued 76,353,475 warrants (Warrant Code: 748) on the basis of one warrant for every ten existing shares of the Company held by the shareholders ("Bonus Warrants 748"). The holders of Bonus Warrants 748 are entitled to subscribe at any time during 14 May 2010 to 13 May 2011 for fully paid shares at a subscription price of HK\$0.30 per share.

On 1 June 2010, the subscription price of Bonus Warrants 748 was adjusted to HK\$0.266 per share as a result of a new issue of bonus warrants (Warrant Code: 795) and bonus shares in June 2010. Such adjustment took retroactive effect from 30 April 2010.

For the year ended 31 December 2011, 54,879,940 new ordinary shares of HK\$0.01 each were issued upon the exercise of 54,879,940 units of Bonus Warrants 748. As at 31 December 2011, all Bonus Warrants 748 had lapsed.

附註：

(a) 於二零零九年五月十四日，本公司按股東每持有十股本公司現有股份獲發一份認股權證之基準，發行76,353,475份認股權證(認股權證代號：748)(「紅利認股權證748」)。紅利認股權證748持有人有權於二零一零年五月十四日至二零一一年五月十三日期間內，隨時按認購價每股0.30港元認購繳足股款股份。

於二零一零年六月一日，紅利認股權證748之認購價因於二零一零年六月發行新紅利認股權證(認股權證代號：795)及紅股而調整至每股0.266港元。該等調整自二零一零年四月三十日起追溯生效。

截至二零一一年十二月三十一日止年度，54,879,940股每股面值0.01港元之新普通股因54,879,940份紅利認股權證748獲行使而發行。於二零一一年十二月三十一日，所有紅利認股權證748已失效。

## 25 Share capital (continued)

Notes: (continued)

- (b) On 9 June 2010, the Company issued 77,733,834 warrants (Warrant Code: 795) on the basis of one warrant for every ten existing shares of the Company held by the shareholders ("Bonus Warrants 795"). The holders of Bonus Warrants 795 are entitled to subscribe at any time during 9 June 2010 to 8 June 2011 for fully paid shares at a subscription price of HK\$0.60 per share. For the year ended 31 December 2011, 59,261,866 new ordinary shares of HK\$0.01 each were issued upon the exercise of 59,261,866 units of Bonus Warrants 795. As at 31 December 2011, all Bonus Warrants 795 had lapsed.
- (c) On 31 August 2010, the Company issued and allotted 1,385,170,068 convertible preference shares to HKC (Holdings) Ltd. The convertible preference shares carry rights to convert into ordinary shares at the initial conversion rate of 1 convertible preference share to 1 ordinary share, such conversion rate being subject to customary adjustments. On 27 October 2011, HKC (Holdings) Ltd converted 1,385,170,068 convertible preference shares into ordinary shares.
- (d) On 23 November 2010, the Company issued and allotted 300,000,000 convertible preference shares to STAR at HK\$0.65 amounting to HK\$195 million to STAR for cash. STAR may at any time during the ensuing 4 years require the Company to issue to them a maximum of 260,000,000 additional preference shares at a price of HK\$0.75 per additional preference share. The convertible preference shares carry rights to convert into ordinary shares at the initial conversion rate of 1 convertible preference share to 1 ordinary share, such conversion rate being subject to customary adjustments.
- (e) Share options are granted to employees, senior executives or officers, managers, directors or consultants of any members of the Group or any Invested Entity.

The exercise price must be at least the higher of

- (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant;
- (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant; and
- (iii) the nominal value of a share.

An option must be exercised within 10 years from the date on which it is granted or such shorter period as the Board may specify at the time of grant. An offer of the grant of an option shall remain open for acceptance for a period of 10 business days from the date of offer and a consideration of HK\$1 must be paid upon acceptance.

## 25 股本(續)

附註:(續)

- (b) 於二零一零年六月九日，本公司按股東每持有十股本公司現有股份獲發一份認股權證之基準，發行77,733,834份認股權證(認股權證代號：795)(「紅利認股權證795」)。紅利認股權證795持有人有權於二零一零年六月九日至二零一一年六月八日期間內，隨時按認購價每股0.60港元認購繳足股款股份。截至二零一一年十二月三十一日止年度，59,261,866股每股面值0.01港元之新普通股因59,261,866份紅利認股權證795獲行使而發行。於二零一一年十二月三十一日，所有紅利認股權證795已失效。
- (c) 於二零一零年八月三十一日，本公司向香港建設(控股)有限公司發行及配發1,385,170,068股可換股優先股。可換股優先股可按1股可換股優先股兌1股普通股之初步兌換比率兌換成普通股，此兌換比率受價例調整規限。於二零一一年十月二十七日，香港建設(控股)有限公司把1,385,170,068股可換股優先股兌換為普通股。
- (d) 於二零一零年十一月二十三日，本公司以0.65港元向STAR發行及配發300,000,000股價值為195,000,000港元之可換股優先股以換取現金。STAR可於確保四年間任何時間要求本公司以每股額外優先股0.75港元之價格向其最多發行260,000,000股額外優先股。可換股優先股附帶權利可按1股可換股優先股兌1股普通股之初步兌換比率兌換成普通股，惟此兌換比率須受價例調整規限。
- (e) 本公司向本集團旗下任何成員公司或投資實體之僱員、高級行政人員或主要人員、經理、董事或顧問授出購股權。

行使價須最少為以下較高者：

- (i) 股份於授出日期在聯交所每日報價表所列收市價；
- (ii) 股份緊接於授出日期前五個營業日在聯交所每日報價表所列平均收市價；及
- (iii) 股份面值。

購股權須於授出日期起計十年或董事會可能於授出時間指明之較短期間內行使。提呈授出之購股權自要約日期起計十個營業日期間供接納，接納時須支付1港元代價。



## Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

### 25 Share capital (continued)

Notes: (continued)

(e) (continued)

As at 31 December 2012, 13,250,000 units (31 December 2011: 13,250,000 units) of share options remained outstanding and their weighted average exercise price was HK\$0.686 per share (31 December 2011: HK\$0.686 per share).

The options outstanding at 31 December 2012 had a weighted average remaining contractual life of approximately 1.58 years.

### 25 股本(續)

附註：(續)

(e) (續)

於二零一二年十二月三十一日，合共13,250,000股(二零一一年十二月三十一日：13,250,000股)購股權尚未獲行使，而其加權平均行使價為每股0.686港元(二零一一年十二月三十一日：每股0.686港元)。

於二零一二年十二月三十一日尚未行使之購股權之餘下加權平均合約年期為約1.58年。

### 26 Reserves

### 26 儲備

Group	本集團	Share premium 股份溢價 HK\$'000 千港元	Exchange reserve 匯兌儲備 HK\$'000 千港元	Employee share-based compensation reserve 僱員股份補償儲備 HK\$'000 千港元	Convertible note – equity component, 可換股票據 – 權益部分 HK\$'000 千港元	Retained earnings 保留溢利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance at 1 January 2011	於二零一一年一月一日之結餘	944,491	53,766	1,631	6,261	625,796	1,631,945
Exercise of bonus warrants	行使紅利認股權證	49,014	-	-	-	-	49,014
Currency translation differences	匯兌換算差額	-	69,989	-	-	-	69,989
Employee share option benefits	僱員購股權福利	-	-	1,574	-	-	1,574
Profit for the year	本年度溢利	-	-	-	-	13,196	13,196
Balance at 31 December 2011	於二零一一年十二月三十一日之結餘	<u>993,505</u>	<u>123,755</u>	<u>3,205</u>	<u>6,261</u>	<u>638,992</u>	<u>1,765,718</u>
Balance at 1 January 2012	於二零一二年一月一日之結餘	<u>993,505</u>	<u>123,755</u>	<u>3,205</u>	<u>6,261</u>	<u>638,992</u>	<u>1,765,718</u>
Currency translation differences	匯兌換算差額	-	7,684	-	-	-	7,684
Employee share option benefits	僱員購股權福利	-	-	(93)	-	-	(93)
Reversal of equity component of convertible note	撥回可換股票據權益部分	-	-	-	(6,261)	6,261	-
Loss for the year	本年度虧損	-	-	-	-	(82,742)	(82,742)
Balance at 31 December 2012	於二零一二年十二月三十一日之結餘	<u>993,505</u>	<u>131,439</u>	<u>3,112</u>	<u>-</u>	<u>562,511</u>	<u>1,690,567</u>

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

26 Reserves (continued)

26 儲備(續)

		Share premium	Exchange reserve	Other reserve (Note)	Employee share-based compensation reserve	Convertible note – equity component	Retained earnings	Total
Company	本公司	股份溢價	匯兌儲備	其他儲備 (附註)	僱員股份補償儲備	可換股票據 – 權益部分	保留溢利	總計
		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
Balance at 1 January 2011	於二零一一年一月一日之結餘	944,491	33,613	98,709	1,631	6,261	105,160	1,189,865
Exercise of bonus warrants	行使紅利認股權證	49,014	-	-	-	-	-	49,014
Currency translation differences	匯兌換算差額	-	58,803	-	-	-	-	58,803
Employee share option benefits	僱員購股權福利	-	-	-	1,574	-	-	1,574
Profit for the year	本年度溢利	-	-	-	-	-	47,218	47,218
Balance at 31 December 2011	於二零一一年十二月三十一日之結餘	<u>993,505</u>	<u>92,416</u>	<u>98,709</u>	<u>3,205</u>	<u>6,261</u>	<u>152,378</u>	<u>1,346,474</u>
Balance at 1 January 2012	於二零一二年一月一日之結餘	993,505	92,416	98,709	3,205	6,261	152,378	1,346,474
Currency translation differences	匯兌換算差額	-	1,606	-	-	-	-	1,606
Employee share option benefits	僱員購股權福利	-	-	-	(93)	-	-	(93)
Reversal of equity component of convertible note	撥回可換股票據權益部分	-	-	-	-	(6,261)	6,261	-
Loss for the year	本年度虧損	-	-	-	-	-	(75,718)	(75,718)
Balance at 31 December 2012	於二零一二年十二月三十一日之結餘	<u>993,505</u>	<u>94,022</u>	<u>98,709</u>	<u>3,112</u>	<u>-</u>	<u>82,921</u>	<u>1,272,269</u>

Note: The other reserve of the Company related to an acquisition prior to 1 January 2001 and continues to be held in reserves.

附註：本公司之其他儲備與二零零一年一月一日前之一項收購事項有關，並繼續留在儲備中。

## 27 Bank borrowings

Non-current	非流動
Current	流動

An amount of HK\$343 million (2011: HK\$380 million) of bank borrowings is secured and guaranteed by the ultimate holding company.

An amount of HK\$280 million (2011: HK\$309 million) of bank borrowings is secured and guaranteed by a fellow subsidiary.

Notes:

- (a) The maturity of bank borrowings at the balance sheet date is as follows:

Within one year	一年內
In the second year	第二年
In the third year to fifth year	第三年至第五年
After the fifth year	五年後

Wholly repayable after 5 years 須於五年後全部償還

- (b) Bank borrowings are denominated in Renminbi.  
(c) The effective interest rate at the balance sheet date was 6.8%.  
(d) Bank borrowings are secured by certain property, plant and equipment, construction in progress, prepaid land lease payments and trade receivables of the Group (Notes 16, 17, 18 and 22).  
(e) The Group did not have any undrawn borrowing facilities as of 31 December 2012 and 2011.

## 27 銀行借款

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
552,247	618,334
70,897	70,349
<b>623,144</b>	<b>688,683</b>

為數 343,000,000 港元 (二零一一年 : 380,000,000 港元) 之銀行借款已予抵押, 並由最終控股公司作擔保。

為數 280,000,000 港元 (二零一一年 : 309,000,000 港元) 之銀行借款已予抵押, 並由一間同系附屬公司作擔保。

附註:

- (a) 於結算日銀行借款之到期日如下:

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
70,897	70,349
70,897	70,349
212,690	211,048
268,660	336,937
<b>623,144</b>	<b>688,683</b>

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
<b>623,144</b>	<b>688,683</b>

- (b) 銀行借款以人民幣計值。  
(c) 於結算日之實際利率為 6.8 厘。  
(d) 銀行借款乃以本集團若干物業、機器及設備、在建工程、預付土地租賃款項及應收賬款作抵押(附註 16、17、18 及 22)。  
(e) 於二零一二年及二零一一年十二月三十一日, 本集團並無任何未提取借款融資額。

## Notes to the Consolidated Financial Statements (continued)

### 綜合財務報表附註(續)

#### 27 Bank borrowings (continued)

Notes: (continued)

- (f) The carrying amount of bank borrowings approximates its fair value.
- (g) The exposure of the Group's borrowings to interest rate changes and the contractual repricing dates or maturity (whichever is earlier) at the end of the reporting period are as follows:

6 months or less	六個月或以下
6-12 months	六至十二個月

#### 27 銀行借款(續)

附註：(續)

- (f) 銀行借款之賬面值與其公平值相若。
- (g) 於報告期末本集團借款面對利率變動之風險，合約重新定價日期或到期日(以較早者為準)如下：

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
171,644	190,067
451,500	498,616
<b>623,144</b>	<b>688,683</b>

#### 28 Convertible note

The Company issued a 6.4% interest bearing convertible note at a par value of RMB75 million (equivalent to HK\$93.2 million) on 18 December 2012. The note matures three years from the issue date but can be early redeemed by both issuer and holder at its nominal value of RMB75 million with accrued interest or can be converted into shares at the holder's option on any business day during the conversion period at HK\$0.68 per share.

The Company repaid a non-interest bearing convertible note issued in 2009 at a par value of RMB73.5 million on 30 December 2012.

The effective interest rate at the balance sheet date was 6.03% (2011: 3.00%).

The convertible note recognised in the balance sheet is calculated as follows:

#### 28 可換股票據

本公司於二零一二年十二月十八日發行面值為人民幣75,000,000元(相當於93,200,000港元)之6.4厘票息可換股票據。有關票據自發行日期起計滿三年到期，但發行人及持有人均可按其面值人民幣75,000,000元連同累計利息將之提早贖回，或持有人可選擇於換股期內任何營業日按每股0.68港元之價格將之兌換為股份。

本公司已於二零一二年十二月三十日償還本公司於二零零九年發行面值為人民幣73,500,000元之不付息可換股票據。

於結算日之實際利率為6.03厘(二零一一年：3厘)。

於資產負債表確認之可換股票據計算如下：

		Group and Company 本集團及本公司	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Face value and accrued interest expenses of convertible note	可換股票據面值及累計利息開支	93,519	87,684
Equity component of convertible note	可換股票據權益部分	-	(7,048)
Liability component of convertible note	可換股票據負債部分	<b>93,519</b>	<b>80,636</b>

## Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

### 29 Deferred income tax liabilities

The analysis of deferred tax liabilities is as follows:

Deferred tax liabilities:	遞延稅項負債：
- To be recovered after more than 12 months	- 將於十二個月後收回
- To be recovered within 12 months	- 將於十二個月內收回

### 29 遞延所得稅負債

遞延所得稅負債分析如下：

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
37,523	61,677	-	-
4,023	4,642	-	399
<b>41,546</b>	<b>66,319</b>	<b>-</b>	<b>399</b>

The movements in deferred income tax liabilities during the year are as follows:

年內，遞延所得稅負債之變動如下：

#### Group

At 1 January 2011	於二零一一年一月一日
Currency translation differences	匯兌換算差額
Credited/(charged) to the profit or loss(Note 12)	在損益表計入/(扣除) (附註12)

At 31 December 2011

於二零一一年  
十二月三十一日

Fair value adjustment arising from business combinations 源自業務 合併之 公平值調整	Withholding tax 預扣稅	Convertible note 可換股票據	Total 總計
HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
(46,667)	(29,440)	(787)	(76,894)
(1,553)	(1,546)	-	(3,099)
15,585	(2,299)	388	13,674
<b>(32,635)</b>	<b>(33,285)</b>	<b>(399)</b>	<b>(66,319)</b>

## 29 Deferred income tax liabilities (continued)

### Group (continued)

		Fair value adjustment arising from business combinations 源自業務 合併之 公平值調整 HK\$'000 千港元	Withholding tax 預扣稅 HK\$'000 千港元	Convertible note 可換股票據 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2012	於二零一二年一月一日	(32,635)	(33,285)	(399)	(66,319)
Currency translation differences Credited/(charged) to the profit or loss (Note 12)	匯兌換算差額 在損益表計入/(扣除) (附註12)	(279)	(316)	-	(595)
		<u>29,861</u>	<u>(4,892)</u>	<u>399</u>	<u>25,368</u>
At 31 December 2012	於二零一二年十二月 三十一日	<u>(3,053)</u>	<u>(38,493)</u>	<u>-</u>	<u>(41,546)</u>

## Company

## 本公司

		Convertible note 可換股票據	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
At 1 January	於一月一日	(399)	(787)
Movement during the year	年內變動	<u>399</u>	<u>388</u>
At 31 December	於十二月三十一日	<u>-</u>	<u>(399)</u>

The Group did not recognise deferred income tax assets of HK\$33,220,000 (2011: HK\$17,957,000) in respect of losses amounting to HK\$117,308,000 (2011: HK\$72,776,000) that can be carried forward against future taxable income. These tax losses have no expiry dates except tax losses of HK\$114,524,000 (2011: HK\$69,991,000) which expire at various dates up to 2017 (2011: 2016).

本集團並無就虧損117,308,000港元(二零一一年: 72,776,000港元)確認遞延所得稅資產33,220,000港元(二零一一年: 17,957,000港元)用以結轉抵銷日後應課稅收入。該等稅項虧損並無應用限期,惟114,524,000港元(二零一一年: 69,991,000港元)之稅項虧損則將於截至二零一七年(二零一一年: 二零一六年)止之不同日期屆滿。

## Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

### 30 Derivative liability

The balance represents the subscription right granted to STAR, and was fair valued at 31 December 2012 and 2011.

### 30 衍生工具負債

結餘指向STAR授出之認購權，其於二零一二年及二零一一年十二月三十一日按公平值計算。

### 31 Trade and other payables

### 31 應付賬款及其他應付款

		Group 本集團		Company 本公司	
		2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Trade payables	應付賬款	199	827	-	-
Payables for acquisition and construction of property, plant and equipment	有關購置及建設物業、機器及設備之應付款	27,335	79,678	-	-
Other payables and accruals	其他應付款及應計費用	11,317	25,091	3,033	3,166
		<b>38,851</b>	<b>105,596</b>	<b>3,033</b>	<b>3,166</b>

At 31 December 2012 and 2011, the ageing analysis of trade payables is as follows:

於二零一二年及二零一一年十二月三十一日，應付賬款之賬齡分析如下：

		Group 本集團	
		2012 二零一二年	2011 二零一一年
		HK\$'000 千港元	HK\$'000 千港元
0 to less than 12 months	零至少於十二個月	199	822
12 months and more	十二個月及以上	-	5
		<b>199</b>	<b>827</b>

## Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

### 31 Trade and other payables (continued)

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

Hong Kong dollars	港元
Renminbi	人民幣
Singapore dollars	新加坡元

At 31 December 2012 and 2011, the other payables of the Company are denominated in Hong Kong dollars.

### 32 Commitments

#### (a) Capital commitments

Capital expenditure at the balance sheet date but not yet incurred was as follows:

Group	本集團
Capital expenditure in respect of alternative energy projects:	有關替代能源項目之資本開支：
Contracted but not provided for	已訂約但未撥備
Authorised but not contracted for	已授權但未訂約

#### (b) Commitments under operating leases

The aggregate future minimum lease payments under non-cancellable operating leases in respect of land and buildings were as follows:

Group	本集團
No later than 1 year	一年內
Later than 1 year and no later than 5 years	一年後但五年內

### 31 應付賬款及其他應付款(續)

本集團應付賬款及其他應付款之賬面值按以下貨幣列值：

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
3,740	5,341
35,096	100,216
15	39
<b>38,851</b>	<b>105,596</b>

於二零一二年及二零一一年十二月三十一日，本公司之其他應付款以港元計值。

### 32 承擔

#### (a) 資本承擔

於結算日已承擔但尚未產生之資本開支如下：

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
86,929	98,803
227,802	229,746
<b>314,731</b>	<b>328,549</b>

#### (b) 在經營租賃項下之承擔

根據有關土地及樓宇之不可撤銷經營租賃在未來應付之最低租金總額如下：

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
559	1,514
-	1,101
<b>559</b>	<b>2,615</b>



### 33 Related party transactions

The Group entered into transactions with the following related parties for the years ended 31 December 2012 and 2011.

- (a) Administrative services fee, which includes the office overhead, and reimbursement of cost of internal audit, legal and information technology department of HK\$1,414,000 (2011: HK\$2,190,000) was paid to the ultimate holding company.
- (b) Office rental of HK\$926,000 (2011: HK\$899,000) was paid to the ultimate holding company.
- (c) Office rental of HK\$ Nil (2011: HK\$207,000) was paid to a fellow subsidiary. The office rental was charged at terms pursuant to agreements.
- (d) Property management fee of HK\$ Nil (2011: HK\$95,000) was paid to a fellow subsidiary. The property management fee was charged at terms pursuant to agreements.
- (e) Key management compensation  
Key management solely represents directors of the Company. The compensation paid or payable to key management is shown as below:

Salaries and other benefits	薪金及其他福利
Directors' fees	董事袍金
Share-based compensation, net	以股份作報酬(淨額)
Pension cost – defined contribution scheme	退休金成本—定額供款計劃

The above related party transactions are continuing connected transaction exempt from the reporting, annual review, announcement and independent shareholders' approval requirements pursuant to Rule 14A.33 of the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange.

### 33 關聯方交易

截至二零一二年及二零一一年十二月三十一日止年度，本集團曾與下列關聯方訂立之交易如下。

- (a) 向最終控股公司支付行政服務費用，包括辦公室經常開支，以及償付內部審計、法律及資訊科技部門成本1,414,000港元(二零一一年：2,190,000港元)。
- (b) 向最終控股公司支付辦公室租金926,000港元(二零一一年：899,000港元)。
- (c) 並無向同系附屬公司支付辦公室租金(二零一一年：207,000港元)。辦公室租金根據協議條款收取。
- (d) 並無向同系附屬公司支付物業管理費(二零一一年：95,000港元)。物業管理費根據協議條款收取。
- (e) 主要管理人員之報酬  
主要管理人員全為本公司董事。已付或應付主要管理人員之報酬載列如下：

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
5,189	7,154
804	825
(93)	1,574
51	48
<b>5,951</b>	<b>9,601</b>

上述關聯方交易根據聯交所證券上市規則(「上市規則」)第14A.33條為可獲豁免遵守有關申報、年度審核、公告及獨立股東批准規定之持續關連交易。

## Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

### 33 Related party transactions (continued)

- (f) As at 31 December 2012, the Group and the Company provided guarantee to counter parties in respect of credit facilities granted certain associated companies of HK\$727,160,000 (2011: HK\$195,947,000) and HK\$559,247,000 (2011: HK\$20,636,000) respectively.

The transaction did not constitute a connected transaction as defined in Chapter 14A of the Listing Rules.

### 33 關聯方交易(續)

- (f) 於二零一二年十二月三十一日，本集團及本公司分別就若干聯營公司獲授之信貸融資向對手方提供擔保727,160,000港元(二零一一年：195,947,000港元)及559,247,000港元(二零一一年：20,636,000港元)。

有關交易並不構成上市規則第14A章所界定之關連交易。

### 34 Notes to consolidated cash flow statement Reconciliation of loss before income tax to cash used in operations

### 34 綜合現金流量表附註 所得稅前虧損與經營業務所用現金之對賬

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Loss before income tax including discontinued operations	所得稅前虧損 (包括已終止經營業務)	(110,267)	(7,803)
Finance costs	融資成本	51,174	49,716
Finance income	財務收入	(2,016)	(2,546)
Depreciation and amortisation	折舊及攤銷	70,414	69,998
Gain on disposal of property, plant and equipment	出售物業、機器及設備之收益	(807)	-
Impairment losses	減值虧損	133,516	42,912
Share of profits less losses of associated companies	應佔聯營公司溢利減虧損	(80,667)	(67,376)
Fair value gain on derivative liability	衍生工具負債之公平值收益	(7,140)	(69,320)
Share-based compensation, net	股份付款補償淨額	(93)	1,574
Operating profit before working capital changes	未計營運資金變動前之經營溢利	54,114	17,155
Decrease/(increase) in inventory	存貨減少/(增加)	673	(971)
(Increase)/decrease in trade and other receivables	應收賬款及其他應收款 (增加)/減少	(28,284)	48,695
(Decrease)/increase in trade and other payables	應付賬款及其他應付款 (減少)/增加	(64,851)	1,423
Cash (used in)/generated from operations	經營(所用)/所得現金	(38,348)	66,302

## Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

### 35 Discontinued operations

The Group discontinued its business in software development (Shenzhen Namtek Company Limited). The results of this business are reported as discontinued operations.

Financial information relating to the discontinued operations is as follows:

#### (a) Assets of disposal group as held for sale

Cash and cash equivalents	現金及現金等價物
---------------------------	----------

#### (b) Liabilities of disposal group as held for sale

Other payables	其他應付款
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#### (c) Cumulative income recognised in other comprehensive income relating to disposal group classified as held for sale

Currency translation differences	匯兌換算差額
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### 35 已終止經營業務

本集團已終止其軟件開發業務(深圳南迪電子技術有限公司)。此業務之業績呈列為已終止經營業務。

已終止經營業務之財務資料如下：

#### (a) 持有待售之處置組資產

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
<b>12,381</b>	<b>4,651</b>

#### (b) 持有待售之處置組負債

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
<b>7</b>	<b>2</b>

#### (c) 於其他全面收入確認有關分類為持有待售之處置組之累計收入

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
<b>2,539</b>	<b>2,443</b>

**35 Discontinued operations (continued)****(c) Cumulative income recognised in other comprehensive income relating to disposal group classified as held for sale (continued)**

Analysis of the result of discontinued operations is as follows:

Revenue and other income	收益及其他收入
Expenses	開支
Profit/(loss) before taxation of discontinued operations	已終止經營業務之稅前溢利/(虧損)
Taxation	稅項
<b>Profit/(loss) from discontinued operations</b>	<b>已終止經營業務之溢利/(虧損)</b>
Profit/(loss) for the year from discontinued operations attributable to:	以下應佔來自已終止經營業務之本年度溢利/(虧損):
- Equity holders of the Company	- 本公司權益持有人

**35 已終止經營業務(續)****(c) 於其他全面收入確認有關分類為持有待售之處置組之累計收入(續)**

已終止經營業務之業績分析如下:

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
142	792
(42)	(4,278)
100	(3,486)
-	-
100	(3,486)
100	(3,486)

## Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

### 35 Discontinued operations (continued)

#### (c) Cumulative income recognised in other comprehensive income relating to disposal group classified as held for sale (continued)

The net cash flows attributable to the discontinued operations are as follows:

Operating cash flows	經營現金流量
Investing cash flows	投資現金流量
Total net cash flows	總現金流量淨額

### 35 已終止經營業務(續)

#### (c) 於其他全面收入確認有關分類為持有待售之處置組之累計收入(續)

已終止經營業務應佔現金流量淨額如下：

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
(30)	(2,594)
<b>7,594</b>	<b>(6,741)</b>
<b>7,564</b>	<b>(9,335)</b>

### 36 Financial instruments by category Group

### 36 按類別劃分之金融工具 本集團

Assets as per consolidated balance sheet	按綜合資產負債表所示資產	Loans and receivables 貸款及應收款 HK\$'000 千港元
31 December 2011	於二零一一年十二月三十一日	
Trade and other receivables (Note 22)	應收賬款及其他應收款(附註22)	113,076
Restricted cash (Note 23)	受限制現金(附註23)	1,002
Cash and cash equivalents (Note 24)	現金及現金等價物(附註24)	338,751
Total	總計	<b>452,829</b>
31 December 2012	於二零一二年十二月三十一日	
Trade and other receivables (Note 22)	應收賬款及其他應收款(附註22)	141,327
Restricted cash (Note 23)	受限制現金(附註23)	1,014
Cash and cash equivalents (Note 24)	現金及現金等價物(附註24)	238,213
Total	總計	<b>380,554</b>

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

36 Financial instruments by category (continued)  
Group (continued)

36 按類別劃分之金融工具(續)  
本集團(續)

		Liabilities at fair value through profit or loss 按公平值在 損益表列賬 之負債 HK\$'000 千港元	Financial liabilities at amortised cost 按攤銷成本 列賬之 金融負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Liabilities as per consolidated balance sheet</b>	<b>按綜合資產負債表所 示負債</b>			
31 December 2011	於二零一一年 十二月三十一日			
Bank borrowings (Note 27)	銀行借款(附註27)	–	688,683	688,683
Convertible note (Note 28)	可換股票據(附註28)	–	80,636	80,636
Derivative liability (Note 30)	衍生工具負債 (附註30)	9,370	–	9,370
Trade and other payables (Note 31)	應付賬款及其他 應付款(附註31)	–	105,596	105,596
<b>Total</b>	<b>總計</b>	<b>9,370</b>	<b>874,915</b>	<b>884,285</b>
31 December 2012	於二零一二年 十二月三十一日			
Bank borrowings (Note 27)	銀行借款(附註27)	–	623,144	623,144
Convertible note (Note 28)	可換股票據(附註28)	–	93,519	93,519
Derivative liability (Note 30)	衍生工具負債 (附註30)	2,150	–	2,150
Trade and other payables (Note 31)	應付賬款及其他 應付款(附註31)	–	38,851	38,851
<b>Total</b>	<b>總計</b>	<b>2,150</b>	<b>755,514</b>	<b>757,664</b>

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

36 Financial instruments by category (continued)  
Company

36 按類別劃分之金融工具(續)  
本公司

		Loans and receivables 貸款及應收款 HK\$'000 千港元
<b>Assets as per balance sheet</b>		
31 December 2011		
Other receivables (Note 22)	其他應收款(附註22)	459
Amounts due from subsidiaries (Note 21)	應收附屬公司款項(附註21)	1,554,064
Cash and cash equivalents (Note 24)	現金及現金等價物(附註24)	<u>60,845</u>
Total	總計	<u>1,615,368</u>
31 December 2012		
Other receivables (Note 22)	其他應收款(附註22)	702
Amounts due from subsidiaries (Note 21)	應收附屬公司款項(附註21)	1,492,658
Cash and cash equivalents (Note 24)	現金及現金等價物(附註24)	<u>42,125</u>
Total	總計	<u>1,535,485</u>

## Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

36 Financial instruments by category (continued)  
Company (continued)36 按類別劃分之金融工具(續)  
本公司(續)

		Liabilities at fair value through profit or loss 按公平值在 損益表列賬 之負債 HK\$'000 千港元	Financial liabilities at amortised cost 按攤銷成本 列賬之 金融負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Liabilities as per balance sheet</b>	<b>按資產負債表所示負債</b>			
31 December 2011	於二零一一年 十二月三十一日			
Convertible note (Note 28)	可換股票據(附註28)	–	80,636	80,636
Amounts due to subsidiaries (Note 21)	應付附屬公司款項 (附註21)	–	161,163	161,163
Derivative liability (Note 30)	衍生工具負債(附註30)	9,370	–	9,370
Other payables (Note 31)	其他應付款(附註31)	–	3,166	3,166
Total	總計	9,370	244,965	254,335
31 December 2012	於二零一二年 十二月三十一日			
Convertible note (Note 28)	可換股票據(附註28)	–	93,519	93,519
Amounts due to subsidiaries (Note 21)	應付附屬公司款項 (附註21)	–	150,147	150,147
Derivative liability (Note 30)	衍生工具負債(附註30)	2,150	–	2,150
Other payables (Note 31)	其他應付款(附註31)	–	3,033	3,033
Total	總計	2,150	246,699	248,849



## Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

### 37 Principal subsidiaries and associated companies

Listed below are the subsidiaries and associated companies which, in the opinion of the directors, principally affect the result and/or net assets of the Group.

Name 名稱	Place of incorporation/ operation and kind of legal entity 註冊成立/經營地點及 法律實體類型	Principal activities 主要業務	Issued share capital/Paid up registered capital 已發行股本/實繳註冊資本	Percentage of equity/Paid up registered capital held 所持權益/實繳註冊資本百分比	
				2012 二零一二年	2011 二零一一年
<b>Subsidiaries</b>	<b>附屬公司</b>				
Shenzhen Namtek Company Limited (Note)*# 深圳南迪電子技術有限公司(附註)*#	PRC/ Wholly foreign-owned enterprise 中國/外商獨資企業	Inactive 暫無營業	US\$800,000 800,000美元	100%	100%
Best Whole Holdings Limited* 保希控股有限公司*	Hong Kong 香港	Investment holding 投資控股	HK\$1 1港元	100%	100%
Joy Holdings Limited*#	British Virgin Islands 英屬處女群島	Investment holding 投資控股	US\$1 1美元	100%	100%
港能新能源四子王旗風能有限公司*#	PRC/ Sino-foreign equity joint venture 中國/中外合資企業	Wind power project in Siziwang Qi, Inner Mongolia 於內蒙古四子王旗之風力發電項目	RMB172,526,500 人民幣 172,526,500元	100%	100%
Hong Kong New Energy (Si Zi Wang Qi II) Wind Power Limited* 香港新能源(四子王旗二期)風能有限公司*	Hong Kong 香港	Investment holding 投資控股	HK\$1,000 1,000港元	100%	100%
HKE (Da He) Holdings Limited* 香港新能源(大河)控股有限公司*	Hong Kong 香港	Investment holding 投資控股	HK\$1 1港元	100%	100%
HKE (Wind Power) Holdings Limited*# 香港新能源(風電)控股有限公司*#	British Virgin Islands 英屬處女群島	Investment holding 投資控股	US\$1 1美元	100%	100%

### 37 主要附屬公司及聯營公司

下表載列董事認為對本集團業績及/或資產淨值構成主要影響之附屬公司及聯營公司：

## Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

### 37 Principal subsidiaries and associated companies (continued)

### 37 主要附屬公司及聯營公司(續)

Name 名稱	Place of incorporation/ operation and kind of legal entity 註冊成立/經營地點及 法律實體類型	Principal activities 主要業務	Issued share capital/Paid up registered capital 已發行股本/實繳註冊資本	Percentage of equity/Paid up registered capital held 所持權益/實繳註冊資本百分比	
				2012 二零一二年	2011 二零一一年
<b>Subsidiaries</b>	<b>附屬公司</b>				
China Renewable Energy (Services) Limited 中國再生能源(管理)有限公司	Hong Kong 香港	Human resources management 人力資源管理	HK\$1 1港元	100%	100%
HKE Danjinghe (BVI) Wind Power Limited* 香港新能源單晶河 (BVI) 風能有限公司*#	British Virgin Islands 英屬處女群島	Investment holding 投資控股	US\$1,000 1,000美元	100%	100%
HKE (BVI) Limited* 香港新能源 (BVI) 有限公司*#	British Virgin Islands 英屬處女群島	Investment holding 投資控股	US\$1 1美元	100%	100%
HKE (Gansu) Wind Power Limited* 香港新能源(甘肅)風能有限公司*	Hong Kong/PRC 香港/中國	Investment holding 投資控股	HK\$1 1港元	100%	100%
Hong Kong New Energy (Si Zi Wang Qi) Wind Power Limited* 香港新能源(四子王旗)風能有限公司*	Hong Kong/PRC 香港/中國	Investment holding 投資控股	HK\$2 2港元	100%	100%
HKC (Linyi) Holdings Limited* 香港建設(臨沂)控股有限公司*	Hong Kong/PRC 香港/中國	Investment holding 投資控股	HK\$1 1港元	100%	100%
HKE (Danjinghe) Wind Power Limited* 香港新能源(單晶河)風能有限公司*	Hong Kong/PRC 香港/中國	Investment holding 投資控股	HK\$4 4港元	100%	100%
Sinoriver International Limited* 中川國際有限公司*#	British Virgin Islands/PRC 英屬處女群島/中國	Investment holding 投資控股	US\$1 1美元	100%	100%

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

37 Principal subsidiaries and associated companies (continued)

37 主要附屬公司及聯營公司(續)

Name 名稱	Place of incorporation/ operation and kind of legal entity 註冊成立/經營地點及 法律實體類型	Principal activities 主要業務	Issued share capital/Paid up registered capital 已發行股本/實繳註冊資本	Percentage of equity/Paid up registered capital held 所持權益/實繳註冊資本百分比	
				2012 二零一二年	2011 二零一一年
<b>Subsidiaries</b>	<b>附屬公司</b>				
Sinoriver International (Wind Power) Limited* 中川國際(風電)有限公司*	Hong Kong/PRC 香港/中國	Investment holding 投資控股	HK\$20 20港元	100%	100%
APC Wind Power Pte Limited**	Singapore 新加坡	Investment holding 投資控股	SGD10 10新加坡元	100%	100%
Asia Wind Power (Mudanjiang)*# Company Limited 亞洲風力發電(牡丹江)有限公司*#	PRC/ Sino-foreign equity joint venture 中國/中外合資企業	Wind Power project in Heilongjiang, the PRC 於中國黑龍江之風力 發電項目	HK\$100,000,000 100,000,000 港元	86%	86%
Hong Kong Wind Power (Muling) Company Limited** 香港風力發電(穆稜)有限公司**	PRC/ Sino-foreign equity joint venture 中國/中外合資企業	Wind Power project in Heilongjiang, the PRC 於中國黑龍江之風力 發電項目	HK\$150,100,000 150,100,000 港元	86.68%	86.68%
港建新能源四子王旗風能有限公司*#	PRC/ Sino-foreign equity joint venture 中國/中外合資企業	Wind Power project in Siziwang Qi, Inner Mongolia, the PRC 於中國內蒙古四子王旗 之風力發電項目	RMB166,480,000 人民幣 166,480,000元	100%	100%

## Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

### 37 Principal subsidiaries and associated companies (continued)

### 37 主要附屬公司及聯營公司(續)

Name 名稱	Place of incorporation/ operation and kind of legal entity 註冊成立/經營地點及 法律實體類型	Principal activities 主要業務	Issued share capital/Paid up registered capital 已發行股本/實繳註冊資本	Percentage of equity/Paid up registered capital held 所持權益/實繳註冊資本百分比	
				2012 二零一二年	2011 二零一一年
<b>Associated companies</b>	<b>聯營公司</b>				
CECIC HKC Wind Power Company Limited <sup>+#</sup> 中節能港建風力發電(張北)有限公司 <sup>+#</sup>	PRC/ Sino-foreign equity joint venture 中國/中外合資企業	Wind power project in Danjinghe, Hebei, the PRC 於中國河北單晶河之風力發電項目	RMB545,640,000 人民幣 545,640,000元	40%	40%
CECIC HKE Wind Power Company Limited <sup>+#</sup> 中節能港能風力發電(張北)有限公司 <sup>+#</sup>	PRC/ Sino-foreign equity joint venture 中國/中外合資企業	Wind power project in Lunaobao, Hebei, the PRC 於中國河北綠腦包之風力發電項目	RMB323,260,000 人民幣 323,260,000元	30%	30%
CECIC HKC (Gansu) Wind Power Company Limited <sup>+#</sup> 中節能港建(甘肅)風力發電有限公司 <sup>+#</sup>	PRC/ Sino-foreign equity joint venture 中國/中外合資企業	Wind power project in Changma, Gansu, the PRC 於中國甘肅昌馬之風力發電項目	RMB589,620,000 人民幣 589,620,000元	40%	40%
Linyi National Environmental New Energy Company Limited <sup>+#</sup> 臨沂中環新能源有限公司 <sup>+#</sup>	PRC/ Sino-foreign equity joint venture 中國/中外合資企業	Waste-to-energy project in Linyi, Shandong, the PRC 於中國山東臨沂之垃圾發電項目	RMB100,000,000 人民幣 100,000,000元	40%	40%

Note: Shenzhen Namtek Company Limited has applied for voluntary liquidation.

附註：深圳南迪電子技術有限公司已申請自願清盤。

Remarks:

備註：

- + Interest held by subsidiaries
- # Not audited by PricewaterhouseCoopers
- Unofficial English transliterations or translations for identification purpose only

- + 權益由附屬公司持有
- # 並非由羅兵咸永道會計師事務所審核
- 非正式英文字譯或翻譯，僅供識別

## Five-year Financial Summary 五年財務資料概要

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Consolidated statement of comprehensive income	綜合全面收入報表					
Revenue	收益					
Continuing operations	持續經營業務	99,513	89,897	17,897	-	-
Discontinued operations	已終止經營業務	-	792	6,213	10,609	13,877
		<b>99,513</b>	<b>90,689</b>	<b>24,110</b>	<b>10,609</b>	<b>13,877</b>
(Loss)/profit before income tax	所得稅前(虧損)/溢利					
Continuing operations	持續經營業務	(110,367)	(4,317)	365,233	6,340	(35,272)
Discontinued operations	已終止經營業務	100	(3,486)	(5,513)	(3,686)	(66,398)
		<b>(110,267)</b>	<b>(7,803)</b>	<b>359,720</b>	<b>2,654</b>	<b>(101,670)</b>
Income tax credit/(expense)	所得稅抵免/(支出)					
Continuing operations	持續經營業務	15,648	12,369	(25,399)	(14,862)	1,092
Discontinued operations	已終止經營業務	-	-	1,003	526	5,871
		<b>15,648</b>	<b>12,369</b>	<b>(24,396)</b>	<b>(14,336)</b>	<b>6,963</b>
(Loss)/profit for the year	年內(虧損)/溢利					
Continuing operations	持續經營業務	(94,719)	8,052	339,834	(8,522)	(34,180)
Discontinued operations	已終止經營業務	100	(3,486)	(4,510)	(3,160)	(60,527)
		<b>(94,619)</b>	<b>4,566</b>	<b>335,324</b>	<b>(11,682)</b>	<b>(94,707)</b>
Non-controlling interests	非控股權益	11,877	8,630	987	1,251	4,987
(Loss)/profit attributable to equity holders of the Company	本公司權益持有人應佔(虧損)/溢利					
Continuing operations	持續經營業務	(82,842)	16,682	340,821	(7,271)	(29,193)
Discontinued operations	已終止經營業務	100	(3,486)	(4,510)	(3,160)	(60,527)
		<b>(82,742)</b>	<b>13,196</b>	<b>336,311</b>	<b>(10,431)</b>	<b>(89,720)</b>
Consolidated balance sheet	綜合資產負債表					
Net current assets	流動資產淨值	193,900	198,589	265,317	170,296	287,911
Non-current assets	非流動資產	2,120,406	2,293,555	2,231,471	217,368	36,522
Non-current liabilities	非流動負債	(593,793)	(684,653)	(815,741)	(80,650)	(1,709)
Net assets including non-controlling interests	資產淨值包括非控股權益	<b>1,720,513</b>	<b>1,807,491</b>	<b>1,681,047</b>	<b>307,014</b>	<b>322,724</b>

## Five-year Financial Summary (continued)

### 五年財務資料概要(續)

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Share capital	股本	26,564	26,564	25,422	7,726	7,635
Reserves	儲備	1,690,567	1,765,718	1,631,945	299,288	301,176
Non-controlling interests	非控股權益	3,382	15,209	23,680	–	13,913
Total equity	權益總額	<b>1,720,513</b>	<b>1,807,491</b>	<b>1,681,047</b>	<b>307,014</b>	<b>322,724</b>
(Loss)/earnings per share	每股(虧損)/盈利					
– basic	– 基本					
Continuing operations	持續經營業務	(3.51)	1.42	40.2	(0.95)	(3.82)
Discontinued operations	已終止經營業務	–	(0.30)	(0.53)	(0.41)	(7.93)
		<b>(3.51)</b>	1.12	39.67	(1.36)	(11.75)
Dividend per share	每股股息					
– attributable to the year	– 年度應佔	Nil無	Nil無	Nil無	Nil無	Nil無
Return on total equity (note)	權益總額回報率 (附註)	<b>(5.5%)</b>	0.3%	19.9%	(3.8%)	(29.3%)

Note:

附註：

Return on total equity represents the current year's profit/loss for the year expressed as a percentage of the closing total equity for the year concerned.

權益總額回報率為年內溢利/虧損相對有關年度年終權益總額之百分比。



## China Renewable Energy Investment Limited

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