TSC Group Holdings Limited

Stock Code: 206

BEYOND INTEGRATION
SEAMLESS SOLUTIONS™

ANNUAL REPORT 2013

TSC

Global Products and **Services**
to **Onshore** and **Offshore**
Drilling Industry

TSC

Your Ultimate
Total Solutions Company

Sales Services Solutions

CONTENTS

Corporate Milestones

1845 — Ansell Jones founded in England

1989 — Miko Oilfield Supplies founded in England and traded as M·O·S

1990 — Patriot Cranes founded in Houston, Texas, U.S.A.

1995 — EMER International started business in Houston, Texas, U.S.A.

2001 — HHCT, EMER's 1st manufacturing facility founded in Xi'an, China

2004

M·O·S acquired Ansell Jones and Patriot Cranes

2005

M·O·S rebranded as Global Marine Energy (GME)
EMER listed on Hong Kong Stock Exchange

2007

EMER acquired of Zhengzhou Highlight (Solid Control Equipment)

2008

EMER acquired Zhengzhou GEAR and GME, and was rebranded as TSC offshore

2010

TSC acquired 51% of Jurun (Cruiser Top Drive Equipment)

2011

TSC Offshore rebranded as TSC Group

TSC Group Holdings Worldwide Locations

GLOBAL SOLUTIONS

Designing, Manufacturing and Packaging Solutions for the Onshore and Offshore Industries

Corporate Profile

TSC Group Holdings Limited (the "Company" or "TSC") is a global product and service provider serving the worldwide offshore and land drilling rig industries. The Company was incorporated in the Cayman Islands and its shares are listed on the main board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The Company and its subsidiaries (collectively the "Group") develop, manufacture, market, install and service a comprehensive line of products for the offshore and land drilling rig industries. With a successful track record in the industry, the Group successfully provides innovative solutions to a wide network of global customers.

Our Capital Equipment and Packages business segment comprises a comprehensive line of highly engineered automated drilling, mechanical handling, solids control, power control and drives, tensioning and compensation systems for various offshore drilling, completion, intervention and workover vessels for oil and gas rigs. TSC also designs and manufactures jacking systems and rack materials for jack-up rigs, designs, builds and sells complete rig packages and deck cranes for jack-up rigs, semisubmersible rigs and platform modular rigs. Our value proposition lies in our engineering capabilities where we are able to integrate operations of our equipment to provide rig operators with innovative rig solutions and a high level of operational efficiency.

Our Oilfield Expandables and Supplies business segment comprises the provision of maintenance, repair and operations spares ("MRO Supplies") for land and offshore rigs.

Our Engineering Services segment comprises the provision of maintenance, repair and operations services ("MRO Services") for land and offshore rigs.

Houston office in USA

Xi’an factory I in China

Qingdao factory I in China

Dalian factory in China

Shipley office in UK

Qingdao factory II in China

Macaé facility in Brazil

Zhengzhou factory in China

Xi’an factory II in China

Executive Chairman and Chief Executive Officer's Statement

Jiang Bing Hua
Executive Chairman

Zhang Menggui, Morgan
Chief Executive Officer

Dear Shareholders

Over the last five years we have seen the steady transformation of TSC into a sustainable growth company, underpinned by an energizing and purpose-driven business model. 2013 was another record breaking year of significant progress in that journey and we remain confident that TSC's strategy will continue to generate good and sustainable returns for shareholders.

TSC's financial highlights point towards a business that is delivering excellent long-term operational and financial performance. We have a strong network of alliances united towards a common goal. We have achieved good progress in building a strong overall enterprise resource base that will enable us to expand our business to provide excellent returns to our shareholders.

1. Financial Results

In 2013, TSC had its best year on record. We delivered record top and bottom line results. The Company also generated its highest-ever return on assets through improved efficiency and productivity, a reflection of the solid execution of our business plans. At the same time, we expanded our worldwide footprint and continued an aggressive launch of advanced new marketing strategies and products. Our commitment to safety and quality led to higher levels of engagement and minimal time lost to safety incidences.

For the fiscal year 2013, TSC achieved revenues of $201.9 million, up by 9.9% over the previous year of US$183.7 million and profit attributable to equity shareholders of the Company was up 94.8% to US$14.6 million from US$7.5 million in 2012. Earnings per share rose fully 94.5%.

2. Operations

With continuous improvements in our management structure and operations team led by our Chief Operating Officer, the Group set out on a new direction captured in our vision to be a world class provider of integrated solutions to the energy industry. The emphasis was on increasing productivity and establishing confidence in TSC's ability to deliver consistent top and bottom line growth. Every aspect of the business was reviewed and wide-ranging changes followed based on a back to basics approach and laser sharp focus on key performance areas.

Execution of our five year strategic development plan launched in 2013 took off with a great start. Our focus on the basics of delivering high quality state-of-the-art products while carving out a niche in emerging markets bore good results. Recognizing the imperative requirement for high quality, efforts were not spared to create quality circles at all levels of engagement within and outside the group. These quality circles were concentrically centered on delivering high quality, fit-for-purpose, and cost effective solutions within all our products.

Significant emphasis was also placed on health, safety and environmental standards by embedding a mindset of safety first on an organizational wide basis, across all aspects of our products and business. We believe that this basic responsibility is fully complementary to our accountability to our customers, staff, shareholders and all other stakeholders. We are committed to go beyond minimum standards to ensure safety, not only to our employees but also to our customers and their stakeholders. This emphasis has resulted in near zero time lost through workplace injuries as we intend to exceed expectations of our customers of assurance of safety beyond the minimum required in the industry we serve.

Overall progress since has been notable but by our own high expectations, we still have some way to go. Although growth has been strong with a marked step-up in the quality of our performance we still have to make significant investments in the long-term drivers of growth, including more effective harnessing of our core technical capabilities, research & development, brand awareness and people development. Although we have seen significant improvements in a stronger organizational structure, and we now own a comprehensive portfolio of products and brands, we still need to significantly increase cost competitiveness through higher productivity. We will need to continue sharpening our focus on performance and delivery.

We continue to build strong leadership qualities and competencies in our people in order for TSC to reap the vast opportunities in the oil and gas sector presented to TSC. The Group has been energized around its commitment to sustainable and equitable growth set out in new Performance Pay Plans. We believe that over time, these new policies and incentives will provide the right framework for TSC and our employees to become increasingly relevant, productive and effective in addressing tomorrow's challenges and ensuring the long-term success for the Group.

Executive Chairman and Chief Executive Officer's Statement

TSC, through its wholly owned subsidiary Alliance Offshore Drilling Pte. Ltd. (AOD) signed a first construction contract of a Zentech Design R-550D Jack-up drilling rig which is currently under construction at the CSSC Huangpu Wenchong Shipyard in China. The rig was subsequently sold to Hong Kong Petrolor Oilfield Services Co., Limited as announced on the Stock Exchange on 6th December 2013. This was a major milestone in the successful execution of one of the Group's long-term strategies of leveraging current demand for Jack-up rigs by creating a demand pull factor for TSC's products.

3. Industry Dynamics

The Brent Crude Oil benchmark price consistently remained above US$100 per barrel over the past two years despite a fragile global economic recovery. Global demand for new Jack-up drilling rigs continued to grow in part due to 53 percent of the global jack-up rig fleet now being over 30 years old. Demand for new premium jack-up drilling rigs for operations in deeper water depths also continued to grow with more than half of these being built in China. Also, the positive outlook continued for unconventional drilling and demand for related equipment, expendables and services. From the regional perspective, some uncertainties prevailed in Central and South America arising from political changes in Venezuela and policy changes arising from the energy reforms in Mexico. The Brazilian oil and gas industry did not live up to the hype generated by early pre-salt discoveries and was plagued by licensing and allocation of oil revenue issues, but 2014 has been presented as a year of consolidation with many issues having been resolved.

2013 saw China, for the first time in history, overtaking the United States as the world's largest importer of oil. This has added impetus to encourage domestic growth in the energy sector as China embarks on a new wave of opening up state-dominated industries to private capital. State controlled energy companies are expected to form joint investment projects with private enterprises which will lead to increase in capital expenditure in the energy sector. These developments will augur well for TSC which has a global footprint and a strong presence in China as well as having the technological capabilities to be an attractive partner with new private enterprises.

These are some of the key factors in the exploration and production (E&P) equipment and services subsector of the oil and gas (O&G) industry.

4. Strategies and Plans

Our business strategies revolve around opportunities arising from the industry dynamics outlined above. Barring any significant prolonged decrease in oil prices, it is likely that demand for capital equipment, maintenance, repair and operations (MRO) spares and services will continue to strongly increase. We have a comprehensive range of products, a global footprint and the core competencies to bring value to our customers operating within fast growing emerging markets.

Additionally, to extend our manufacturing capacity, to broaden our range of solutions and to deepen market penetration, TSC has formed strategic alliances with key partners, suppliers and strategic customers. Such alliances will enable us to have better control over quality, reduce delivery time, increase capacity and gain access to markets through realization of common goals with our alliance partners.

Our operational strategy is relatively straightforward – to deliver high quality products on time within budget. With this objective we will continue to upscale organizational capabilities to capitalize on our unique value proposition to position the Company for margin expansion and more profitable growth.

We also intend to develop state-of-the-art internet based marketing and selling platforms to provide wider access for customers and to reduce distribution cost and time for our MRO products and services.

The demand for rig solutions and equipment will continue to grow with the sustained oil price and increasing demand for oil. In particular in China where competitive financing terms can be sourced as a means of promoting and attracting capital expenditure, and where many shipyards are aspiring to enter the offshore equipment market. TSC will continue to pursue these unique opportunities created from the demand for premium high-spec rigs as a leverage for TSC to achieve exponential growth.

5. Prospects and Outlook

TSC is ideally positioned to take advantage of the opportunities presented in the oil and gas sector today and in the future. We continue to focus on our core strengths of providing world class drilling equipment and total solution services to customers around the globe. We are very optimistic about the future, and with the combination of favourable industry and market factors, together with TSC's capabilities and determination of the leadership, we feel confident of achieving our long term goals.

6. Corporate Governance

We believe in building a business based on the principles of good governance which will be more likely to succeed over the long term. We responded constructively to an increased number of government and regulatory emphasis in the area of good business ethics and corporate governance. In order to shape an environment conducive to healthy sustainable growth we see our investment in good governance being important for the future of the Group. On remuneration, we remain committed to linking pay to the longer-term objectives of TSC and, in turn, the longer-term interests of the Company and its shareholders as a whole.

7. Appreciation

We take this opportunity to emphasize and place on record our acknowledgement of the Board's appreciation of the significant effort put in by every member of our team that enabled TSC to achieve the sterling results in 2013. With a global footprint of over nine countries offering products from seven business units with production facilities spread over six manufacturing plants we recognize the myriad of challenges faced by our staff. These efforts are further brought together by the excellent teams bringing us our engineering and technological content, project realization, quality, safety standards and corporate support services with which we meet and exceed our customers' expectations. We are proud of what the TSC team has achieved in 2013.

These challenges can only strengthen our resolve to do better each year. We are now very well positioned to take advantage of the huge growth potential in the oil and gas sector. Our goal is to be the supplier of choice offering world class solutions to all our customers. We are committed to make this vision a reality, and to become a truly great company.

Jiang Bing Hua
Executive Chairman

Zhang Menggui, Morgan
Chief Executive Officer

Hong Kong, 25 March 2014

Corporate Vision

To become a **World Class Offshore Solutions Provider,** by **Catering** to **Client's Needs** through

COMMITMENT, EXCELLENCE, ADAPTABILITY & LOYALTY

Management Discussion and Analysis

Overview

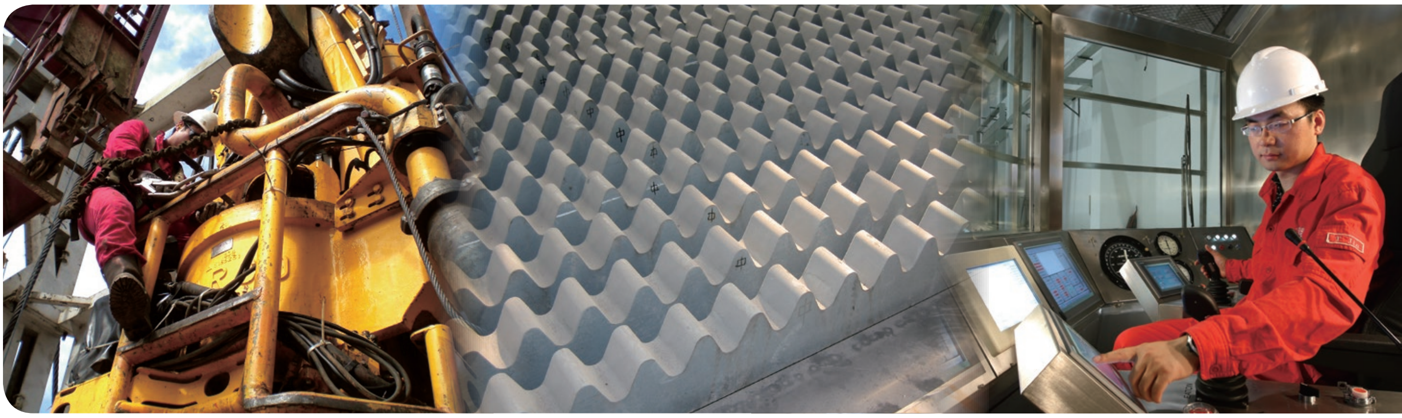
TSC is a global product and service provider serving both the offshore and land drilling rig industry worldwide. These principal activities remained unchanged for 2013.

Our Capital Equipment and Packages segment comprises design, manufacture, installation and commissioning of capital equipment and packages for land and offshore rigs. Our equipment is highly engineered and automated for drilling, mechanical handling, jacking systems, solids control, power control and drives, tensioning and compensation systems for various offshore drilling rigs, completion, intervention and workover vessels for oil, gas wells as well as for land rigs.

Our rig Maintenance, Repair and Operations (MRO) segments comprise two business units; the MRO Supplies business unit which comprises the manufacture and sales of oilfield expendables and spares, and the MRO Services business unit which provides a comprehensive range of engineering and maintenance services for our products as well as equipment manufactured by other suppliers.

The two factors that drive offshore rig activity are (i) new discoveries and (ii) oil prices, both of which will influence the general level of business activity in the oil and gas industry worldwide, and provide a positive impact on our business. In the past two years, oil prices have remained steadily above US$100 per barrel. This is conducive to higher levels of drilling activities, greater levels of capital investment, both of which will greatly benefit TSC's business.

Our strength lies in our comprehensive range of products, innovative technology and expertise which we integrate to offer our customers high value solutions, safe and high quality products and services at cost effective rates. These strengths are being applied on innovative strategies to leverage the company towards higher growth in the future as the price of oil recovers to a consistent, sustainable level of around US$100 per barrel. Demand is expected to continue to grow as discussed in the section below on outlook.



Financial Review

	2013 US$'000	2012 US$'000	Change US$'000	%
Turnover	**201,928**	183,742	18,186	9.9
Gross Profit	**63,777**	56,420	7,357	13.0
Gross Profit Margin	**31.6%**	**30.7%**		
Profit before Interest and Taxation	**20,863**	13,898	6,965	50.1
Net Profit attributable to Equity Shareholders	**14,550**	7,471	7,079	94.8
Net Profit Margin	**7.2%**	**4.1%**		
Earnings per Share (Basic)	**US2.12 cents**	US1.09 cent	US1.03 cent	94.5
Earnings per Share (Diluted)	**US2.07 cents**	US1.09 cent	US0.98 cent	89.9

Turnover

Consolidated group turnover increased 9.9% to US$201.9 million from US$183.7 million in 2012. The increase came mainly from a 43.6% increase in Oilfield Expendables and Supplies sales and 4.9% increase in Capital Equipment and Packages revenue recognition. However, Engineering Services revenue decreased 9.4% compared to the previous year.

The 94.8% increase in net profit was mainly due to improvements in overall operational efficiency and cost reduction measures. Costs relating to the higher level of operations as a result of the increase in turnover was offset by cost reduction measures which resulted in overall level of expenses remaining fairly consistent with the previous year.

Overall the Company was able to execute its business and operational strategies well.

Total order backlog at the end of year 2013 increased 308.8% to US$278.8 million from US$68.2 million at the end of the previous year. Within this order backlog the amount of US$106.6 million is in respect of the portion of the sale of the first AOD R-550D Jack-up rig in addition to TSC's scope of supply. The remaining order backlog of US$172.2 which comprises TSC's scope of supply for the AOD R-550D rig and several other contracts secured for capital equipment and packages orders. Projects progressed well on schedule with no significant delays.

Management Discussion and Analysis

Segment Information by Business Segments

	2013 US$'000	%	2012 US$'000	%	Increase/ (decrease) US$'000	%
Capital Equipment and Packages	138,252	68.5	131,744	71.7	6,508	4.9
Oilfield Expendables and Supplies	44,924	22.2	31,289	17.0	13,635	43.6
Engineering Services	18,752	9.3	20,709	11.3	(1,957)	(9.4)
Total turnover	201,928	100.0	183,742	100.0	18,186	9.9

Capital Equipment and Packages

Revenue recognised based on progress achieved on Capital Equipment and Packages projects increased 4.9% in 2013 compared to the previous year 2012. This marginal increase of US$6.5 million came mainly from the rig turnkey package for the R-550D Jack-up drilling rig. The remaining Capital Equipment and Packages revenue was fairly consistent with the previous year coming from the various capital equipment business units.

Oilfield Expendables and Supplies

The increase of 43.6% from US$31.3 million in 2012 to US$44.9 million in 2013 in Oilfield Expendables and Supplies turnover came from the continuing expansion of the Group's distribution network with established drilling contractors and the development of products for Original Equipment Manufacturers. In the year 2013, branches were set up in Casper in the State of Wyoming, in Midland in the State of Texas and in Del Carmen in Mexico. Consistent oil prices above the US$100 per barrel benchmark price also supported the increase in drilling activities which provided the base for the good growth in this segment.

Engineering Services

Engineering Services revenue decreased from US$20.7 million in 2012 to US$18.8 million in 2013 mainly due to the slowdown in the Brazilian exploration activities. This resulted in a lower number of rigs operating in Brazil.

Segment Information by Geographical Regions

	2013 US$'000	%	2012 US$'000	%	Increase/ (decrease) US$'000	%
Mainland China	87,337	43.3	68,888	37.5	18,449	26.8
North America	25,908	12.8	24,257	13.2	1,651	6.8
South America	14,791	7.3	13,598	7.4	1,193	8.8
Europe	19,675	9.7	16,066	8.7	3,609	22.5
Singapore	45,921	22.7	53,870	29.3	(7,949)	(14.8)
Others	8,296	4.2	7,063	3.9	1,233	17.5
Total turnover	201,928	100.0	183,742	100.0	18,186	9.9

The increase in revenue in China is mainly due to the completion of Capital Equipment and Packages contracts for shipyard customers in China. North America revenue is mainly Maintenance, Repair and Operations (MRO) spares sales and Deck Crane spares sales. South America revenue is mainly Engineering Services sales and MRO spares sales in Brazil. Europe revenue comprises Rig Mechanisation product sales for European customers, and Singapore revenue is mainly contracts signed in Singapore for delivery of equipment to shipyards in China.

Gross Profit and Gross Profit Margin

The Group's gross profit of US$63.8 million for the Year increased 13.0% from US$56.4 million in the previous year. Gross profit margin of 31.6% improved over the margin in the previous year of 30.7% (after cost reclassifications) resulting from higher manufacturing efficiency and efforts in standardising global procurement to achieve better cost and quality management. Cost of goods sold in the previous year was reclassified to be consistent with reclassification of costs adjusted in 2013 to align cost definitions for consistency throughout the group locations.

Other Revenue

The increase of 46.8% in Other Revenue from US$1.3 million to US$2.0 million was mainly due to profit arising from the sale of the Golden Spike property in the United States.

Operating Expense and Profit Attributable to Equity Shareholders of the Company

General and Administrative Expenses

General and Administrative expenses remained consistent with the previous year at US$33.0 million. Expenses in the previous year were reclassified as explained above. Cost control, higher efficiency and productivity continues to be the focus at all levels of management in the Company.

Selling and Distribution Expenses

Selling and Distribution expenses increased 4.1% by US$278,000 from US$6.7 million in 2012 to US$7.0 million in 2013. Selling and Distribution expenses comprised mainly of sales staff salaries, commissions, marketing expenses including participation in trade shows, travel costs and other sales promotional expenditure.

Other Operating Expenses

The increase in Other Operating Expenses from US$4.1 million in 2012 to US$4.9 million in 2013 was mainly due to increase in impairment of accounts receivable and cost of the termination of a lease on premises in the United Kingdom prior to expiry of lease.

Finance Costs

Finance Costs, primarily interest on bank loans and other borrowings, amounted to approximately US$3.4 million in 2013 compared to US$2.3 million in the previous year for the Group. The increase was due to the higher level of bank and other borrowings during the year and a slight increase in the interest rates.

Management Discussion and Analysis

Group's Liquidity and Capital Resources

As at 31 December 2013, the Group had intangible assets of approximately US$37.2 million (2012: US$38.3 million). As at 31 December 2013, the Group carried fixed assets of approximately US$47.0 million (2012: US$43.1 million) being property, plant and equipment and interest in leasehold land held for own use under operating leases. The increase in the Group's fixed assets is due to the addition of land and buildings in Qingdao.

As at 31 December 2013, the Group's interest in associate was nil (2012: US$1.1 million) and deferred tax assets was approximately US$11.5 million (2012: US$10.9 million). Non-current portion of prepayments was approximately US$0.4 million (2012: US$1.8 million).

As at 31 December 2013, the Group had current assets of approximately US$258.6 million (2012: US$216.7 million). Current assets mainly comprised cash and bank balances of approximately US$37.9 million (2012: US$31.0 million), and pledged bank deposits of approximately US$2.7 million (2012: US$3.4 million), inventories of approximately US$47.0 million (2012: US$48.8 million), trade and other receivables of approximately US$114.6 million (2012: US$85.8 million) and amount due from related company of approximately US$0.1 million (2012: US$0.1 million), gross amount due from customers for contract work of approximately US$56.3 million (2012: US$47.6 million) and amount due from director of US$0.1 million at 31 December 2012, which was settled during the year. The increase in the level of trade and other receivables is due mainly to the increase in level of business activities towards the end of the year which resulted in a higher level of invoicing. The increase in the gross amount due from customers for contract work is due mainly to work performed on two projects towards the end of the year which had not yet reached invoicing milestones.

As at 31 December 2013, current liabilities amounted to approximately US$142.7 million (2012: US$122.1 million), mainly comprising trade and other payables of approximately US$105.3 million (2012: US$86.6 million), bank loans and other borrowings of approximately US$29.8 million (2012: US$28.4 million), current tax payables of approximately US$6.1 million (2012: US$5.6 million), and provision for contract loss amounted to approximately US$1.5 million (2012: US$1.5 million). The increase in trade and other payables was mainly due to the increase in project advances received for capital equipment and packages contracts signed towards the end of the year.

As at 31 December 2013, the Group had non-current liabilities of approximately US$7.8 million (2012: US$4.7 million), comprising bank loans and other borrowings of approximately US$7.1 million (2012: US$3.7 million) and deferred tax liabilities of approximately US$0.7 million (2012: US$1.0 million). Gearing ratio, being the Group's total liabilities to equity shareholders' funds as at 31 December 2013 was 77%, as compared to 71% as at 31 December 2012.

Details of movements in the statement of financial position balances are further provided in the Consolidated Cash Flow Statement and accompanying notes to the accounts.

Significant Investments and Disposals

There were no other significant investments or disposals during the year.

Capital Structure

At the 1 January 2013, there were 682,782,204 shares in issue (the "Shares") and the Company carried a share capital of approximately US$8,781,000.

During the Year, the Company issued 7,972,000 shares to option holders who exercised their options under the Company's employee share option schemes. At 31 December 2013, the Company had 690,754,204 Shares in issue, and a paid up capital of approximately US$8,884,000.

Charges on Assets

To secure the loans from banks, the Group agreed to charge certain assets to banks. Details are set out as follows:

(i) Interest in leasehold land held for own use under operating leases, buildings, inventories, trade receivables and plant and machinery with aggregate net book value of US$37.1 million (2012: US$46.7 million).

(ii) Corporate guarantees given by Qingdao TSC Offshore Equipment Co. Ltd, TSC-HHCT (Xian) Control Technologies Limited and TSC (Qingdao) Manufacture Co., Limited to the extent of banking facilities outstanding of US$14.1 million as at 31 December 2013 (2012: US$6.6 million).

(iii) Guarantees given by the directors of the Company (the "Director") to the extent of banking facilities outstanding of US$6.9 million as at 31 December 2013 (2012: US$5.4 million).

Certain bank loans of the Group are subject to the fulfilment of covenants relating to certain aspects of the subsidiaries' statement of financial position ratios, as are commonly found in lending arrangements with financial institutions. The drawn down loan balances would become payable on demand if the covenants were breached.

The Group regularly monitors its compliance with these covenants. As at 31 December 2013, none of the covenants relating to the Group's bank loans has been breached.

Foreign Currency Exchange Exposures

The Group is exposed to currency risk primarily through sales and purchases that are denominated in a currency other than the functional currency of the operations to which they relate. The Group has foreign exchange exposure resulting from most of the Group's subsidiaries in the PRC carrying out production locally with Renminbi while approximately 50% of the Group's turnover was denominated in United States dollars. As at 31 December 2013, no related hedges were made by the Group.

In order to mitigate that foreign exchange exposure, we may utilize foreign currency forward contracts to better match the currency of our revenues and associated costs in the future. However, we do not use foreign currency forward contracts for trading or speculative purposes. The Group will actively explore ways to hedge or reduce currency exchange risk in future.

Non-Exempt Continuing Connected Transactions

The Group conducted the following continuing connected transactions with connected parties of the Company, namely CIMC Raffles Offshore (Singapore) Limited ("CIMC Raffles"):

On 24 April 2012, the Company and CIMC Raffles entered into new master agreement (the "New Master Agreement") to renew certain continuing connected transactions. Pursuant to the New Master Agreement, the Group shall provide the Equipment under the Turnkey Project(s) to CIMC Raffles. The New Master Agreement is valid for a period starting from 4 June 2012 and ending on 31 December 2014.

Details of the continuing connected transactions under the New Master Agreement are as follows:

The Supply of Drilling Packages and Electrical Power Packages

Category of transaction	Continuing Connected Transactions
Transaction Date	24 April 2012
Transaction with	CIMC Raffles
Purpose of Transaction	The New Master Agreement with CIMC Raffles by which the Group can provide the Equipment and the Turnkey Project(s) to CIMC Raffles for three years ending 31 December 2014.
Contract Values and Other Details	The annual caps under the New Master Agreement for three years ending 31 December 2014 are approximately US$200 million each year.
Detailed announcement and shareholder approval	Details of the transaction were announced on 24 April 2012 which was published on the websites of the Stock Exchange and the Company. The New Master Agreement was approved by independent shareholders at extraordinary general meeting on 4 June 2012.

Management Discussion and Analysis

During the Year, the Group transacted contracts with CIMC Raffles under the continuing connected transactions mandate approved by the Company's independent shareholders at extraordinary general meeting held on 4 June 2012. The abovementioned contracts cover the supply of drilling packages, electrical power packages and a jacking system with a total contract value of approximately US$61 million, which is within the cap of US$200 million for the year ended 31 December 2013 approved by the independent shareholders of the Company. The actual sales amount of the continuing connected transactions between the Group and CIMC Raffles was approximately US$44.2 million for the year ended 31 December 2013 (2012: US$53.3 million).

Employees and Remuneration Policy

As at 31 December 2013, the Group had approximately 1,263 full-time staff in the USA., the United Kingdom ("UK"), Brazil, United Arab Emirates, Russia, Singapore, Hong Kong and the PRC. The Group's remuneration policy is basically determined by the performance of individual employees and the market conditions. The Group also provides other benefits to its employees, including medical schemes, pension contributions and share option schemes.

Business and Market Review

The continuing increase in demand for energy is leading exploration and production operations into new environments facing new challenges both on land and offshore. This sector of the oil and gas industry continues to develop with the need to secure future supply through innovations amid acute supply of skilled professionals. Success in these areas will require new solutions to safety, reliability and high performance in delivering as well as operating equipment on rigs. Meanwhile, Crude Oil benchmark prices remained consistently above US$100 per barrel over the past two years. This will encourage spending but pressure on bottom-line results will require companies to also extend operating life of existing assets.

Mexico, Brazil and Australia are considered top investment destinations for 2014 by many oil and gas analysts. Frontier markets will also feature high up on the list, however, political challenges in these emerging markets may add uncertainties to demand visibility. In the United States where unconventional drilling for shale oil and gas is most developed, there will be strong growth in demand for spares, expendables and services.

Global demand for new Jack-up drilling rigs is likely to continue to grow in part due to 53% of the global jack-up rig fleet now being over 30 years old. More than half of these new premium jack-up drilling rigs for operations in deeper water depths will likely be built in China. Also, the outlook for unconventional drilling and demand for related equipment, expendables and services will continue to be positive.

Future Plans for Material Investments, Capital Assets and Capital Commitment

In addition to the head office based in Houston, the MRO Supplies and Services business unit now has three other branches in the State of Texas and one branch in Casper in the State of Wyoming, all in the United States. The branch in Del Carmen in Mexico was also established toward the end of 2013. The Colombia office was opened in year 2012 and further distribution branches are planned to be opened in Edmonton in Canada and Anaco in Venezuela in year 2014. MRO spares distribution channels are being improved to include internet based e-commerce solutions to integrate with customer supply chain systems which will minimise order delivery cycle times and inventory management. The MRO Supplies and Services business will also emphasize on higher service levels as the main thrust of its future business model rather than just as a supplier of spares and expendables. This will lead to better market penetration through higher value adding services.

In 2013, the Company was successful in acquiring approximately 24.7 acres (10.08 hectares) of industrial land in Qingdao, the PRC and has commenced construction of manufacturing plant facilities of which the first phase is planned to be completed by the end of 2014. Total built-up facilities will comprise approximately 382,000 square feet (35,500 square meters) of covered manufacturing space for the Company's various products. The total cost of land, building, plant and equipment is approximately US$32.3 million and will be funded partly by internal funds and partly by long term bank loans.

TSC will continue to explore new innovations to provide new solutions for higher safety, reliability and performance in the following product lines:

- Liftboats for tender assist and other offshore support operations;
- Jacking systems for harsh environment deepwater jack up rigs;
- Multi-service vessels (MSV) conceptualized based on operating parameters in several deepwater regions for well intervention, installation, repair and maintenance (IRM) and field development applications;
- Fast Moving Land Rigs (PDQ™ series) ultra-efficient mobile unconventional drilling rigs;
- Finalization of Workforce 2200/2400 series mud pumps, for deepwater rigs and vessels;
- Trial and evaluation of the high-pressure fracturing pumps;
- Zone Management System of Offshore Rig Operation; and
- Drilling package for Mono Column Platform jack up drilling and production rig.

The Company is also in the process of implementing a global enterprise resource planning (ERP) system to enable businesses processes to operate from a unified platform to increase operational efficiency.

Management Discussion and Analysis

Strategy, Prospects and Order Book

Strategies

TSC adopts a 3-tier business strategy which can be visualized as a pyramid where the base comprises our 'cash cow' business of MRO Supplies and Services (which include Repair and Offshore Services, Engineering, Training, Installation and Commissioning), Rack Cutting, Solids Control and other developed range of services and equipment. The mid section of the pyramid which we call 'revenue boosters' comprises our individual sales of the wide range of capital equipment products such as Deck Cranes, Mechanical Handling, Mud Pumps, Jacking Systems, Electrical Controls and Drives. These are equipment which we design and supply individually. The top section of our strategy pyramid, our 'growth engine', is where we put together our range of products as an 'Integrated Solution', addressing customers needs by leveraging TSC's product range, engineering capability, project execution and financial needs taken together as one product offering. We were recently able to augment this with a demand pull strategy where we leverage our strengths to proactively generate business opportunities.

This 3-tier business strategy is complemented by marketing and operational strategies in order to transform TSC into a formidable player in the global oil and gas service and equipment industry. We stress on a corporate culture represented by the acronym "4D TOP-E" which stands for the four drivers of behaviour, to be Customer-Driven, Service-Driven, Solution-Driven and Results-Driven in everything we do with emphasis on Teamwork, Openness, Passion and Entrepreneurship to achieve our common goals.

Prospects

As customers seek out reliable and competitive supply chain efficiencies to meet increasing complex and challenging environments, TSC is ideally positioned to take advantage of these opportunities. Our goal is to provide innovative solutions to reduce cost and increase productivity as well as to demonstrate real quality in the products and services we deliver. Continuing with this focus as our core strength we are very optimistic about the future. The combination of favourable industry and market factors, together with TSC's capabilities and determination of the leadership, we are confident that our prospects will be excellent.

Order Book

As at 31 December 2013, the Group as a whole carried an order backlog of approximately US$278.8 million for capital equipment and packages, expendables and services. Subsequent to 31 December 2013, the Group had secured further new orders amounting to US$26 million up to the date of this report.

Subsequent Events

Save as disclosed in this report, no subsequent events occurred after 31 December 2013 which may have significant effects on the assets and liabilities of future operations of the Group.

Profiles of Directors and Senior Management

Executive Directors

Mr. JIANG Bing Hua, aged 63, is a co-founder of the Group. He is the executive Chairman and an executive Director of the Group. Mr. Jiang is responsible for the Group's overall strategy planning and business development. He obtained his bachelor's degree in offshore structure engineering from the Tianjin University (天津大學) in the PRC in 1980 and acquired his master's degree in business administration from the University of Dallas in the U.S.A. in 1993. Mr. Jiang has 40 years of experience in the oil and gas industry. Prior to founding the Group, he worked for the Sinopec group, the CNPC group and China National Offshore Oil Corporation ("CNOOC") in various positions such as driller, drilling superintendent, drilling manager, operation manager and company representative.

JIANG Bing Hua, *Executive Chairman*

Mr. ZHANG Menggui, Morgan, aged 55, is a co-founder of the Group. He is the chief executive officer and an executive Director of the Group. Mr. Zhang is responsible for the Group's overall performance, strategy implementation and day-to-day operations. He obtained his bachelor's degree majoring in drilling engineering from the China University of Petroleum (中國石油大學) in 1982 and acquired his master's degree in petroleum engineering from the University of Alaska-Fairbanks in the U.S.A. in 1989 and he received an executive master's in business administration ("EMBA") from China Europe International Business School in 2012. Mr. Zhang has 31 years of experience in the oil and gas industry. Prior to founding the Group, he worked for a subsidiary of the CNPC group in China and for Cook Inlet Region Inc. in Alaska. Mr. Zhang currently is a member of several oil industry associations and professional organizations including the Society of Petroleum Engineers and the American Drilling Engineers. He is the elder brother of Mr. Zhang Mengzhen, Michael, Group vice president and also the president of TSC Manufacturing and Supply, LLC. ("TSC M&S"), a subsidiary of the Group.

ZHANG Menggui, Morgan, *Chief Executive Officer*

Profiles of Directors and Senior Management

Non-Executive Directors


JIANG Longsheng, *Non-Executive Director*

Mr. JIANG Longsheng, aged 69, has been a non-executive Director of the Company since May 2006. Mr. Jiang is a veteran in the offshore oil industry in China and has over 41 years of experience in the onshore and offshore oil industry in China. He received a bachelor of science degree from the Beijing Petroleum Institute (北京石油學院) in China in 1969. He was an executive director of CNOOC Limited ("CNOOC") (a company listed on the Main Board of the Stock Exchange) from 2000 to 2005 and has held the position of vice president of CNOOC from 1998 to 2005. From 1994 to 1998, he was the general manager of China Offshore Oil Southern Drilling Company. From 1991 to 1994, Mr. Jiang served as the deputy chief drilling engineer and was later appointed as the chief drilling engineer of China Offshore Oil Western South China Sea Corporation. Mr. Jiang presently serves as an independent non-executive director of Metallurgical Corporation of China Limited, a company listed on the Main Board of the Stock Exchange.


Brian CHANG, *Non-Executive Director*

Mr. Brian CHANG, aged 71, has been a non-executive Director of the Company since July 2009. Mr. Chang has over 40 years of experience in the marine and offshore industry. He graduated with an honours degree in electrical engineering from City University, London, U.K. in 1965. He is the chairman of Brian Chang Holdings Limited, and was the founder of Promet Berhad in Singapore/Malaysia (now known as PPL) and Yantai Raffles in China (now known as CIMC Raffles). Mr. Chang is a shareholder and board member of various marine and offshore companies including Vostok Raffles, Calm Oceans and Bergen Group ASA, a company listed at Oslo Stock Exchange with ticker BERGEN.


YU Yuqun, *Non-Executive Director*

Mr. YU Yuqun, aged 48, was appointed as a non-executive Director on 15 March 2011. Mr. Yu obtained a bachelor's degree and a master's degree in Economics, both from the Peking University. Mr. Yu worked in the State Bureau of Commodity Price of the People's Republic of China before joining China International Marine Containers (Group) Limited ("CIMC") in 1992. He is currently the secretary to the board of directors of CIMC, responsible for investor relations and financial management. He is a director of CIMC Enric Holdings Limited, whose shares are listed on the Main Board of the Stock Exchange and CIMC Raffles Offshore (Singapore) Limited. He is also a non-executive director of Pteris Global Limited, whose shares are listed on Singapore Stock Exchange with stock code 574.

Independent Non-Executive Directors

Mr. CHAN Ngai Sang, Kenny, aged 49, is an independent non-executive Director since October 2005. Mr. Chan is a partner and founder of Kenny Chan & Co., a firm of Certified Public Accountants. Mr. Chan has over twenty five years' experience in accounting, taxation, auditing and corporate finance and has been involved in several mergers, acquisitions and initial public offering projects. Mr. Chan holds a bachelor of commerce degree from the University of New South Wales and is a member of the Institute of Chartered Accountants of New Zealand, the Association of International Accountants, CPA Australia, the Hong Kong Institute of Certified Public Accountants and the Taxation Institute of Hong Kong. Mr. Chan is the current president of the Hong Kong Branch of the Association of International Accountants and also serves on several tribunals of the HKSAR Government including the Administrative Appeals Board, the Mandatory Provident Fund Schemes Appeal Board and the Fight Crime Committee of Tsuen Wan District. Mr. Chan is an independent non-executive director of Combest Holdings Limited, a company listed on the GEM Board of the Stock Exchange.

CHAN Ngai Sang, Kenny, *Independent Non-Executive Director*

Mr. BIAN Junjiang, aged 71, is an independent non-executive Director since October 2005. Mr. Bian previously held the position of chairman of CGC Overseas Construction Company Limited and was an independent director of CITIC Securities Co., Ltd. He has many years of working experience in accounting and economic analysis in petroleum organisations.

BIAN Junjiang, *Independent Non-Executive Director*

Mr. GUAN Zhichuan, aged 55, is an independent non-executive Director since October 2005. Mr. Guan obtained a doctorate degree in engineering from the University of Petroleum (Beijing) (石油大學) in 1995 and pursued his research in the field of oil and gas drilling engineering and fluid mechanics. He presently serves as a Professor at the College of Petroleum Engineering of the China University of Petroleum (中國石油大學石油工程學院).

GUAN Zhichuan, *Independent Non-Executive Director*

Profiles of Directors and Senior Management

Robert William FOGAL JR, *Independent Non-Executive Director*

Mr. Robert William FOGAL JR, aged 78, has been an independent non-executive Director of the Company since July 2009. Mr. Fogal has an illustrious career of successful accomplishments in the rig building business and he brings an extensive range of expertise in the oil and gas industry to TSC. He has been instrumental in the sale and construction of over 100 drilling rigs and vessels. He started as an engineer with the Levingston Shipyard in Orange, Texas in the mid-1950s and has since held key executive positions with Baker Marine Corporation ("BMC"), Texas Dry Dock (TDI-Halter Marine), Friede and Goldman ("F&G"), Yantai Raffles, and Jackup Structures Alliance. He was a founder member of the Far East Levingston Shipyard ("FELS"), which is now Keppel FELS, the largest rig builder in the world. Mr. Fogal has a degree in mechanical engineering from the Lamar University in Beaumont, Texas. He is also a member of the International Association of Drilling Contractors ("IADC"), the Society of Naval Architects and Marine Engineers ("SNAME") and the Marine Technical Society ("MTS"). Mr. Fogal also serves as director of business development for Zentech, Inc.

Senior Management

ZHANG Menggui, Morgan, *Chief Executive Officer*

Mr. ZHANG Menggui, Morgan, aged 55, is a co-founder of the Group. He is the chief executive officer and an executive Director of the Group. Mr. Zhang is responsible for the Group's overall performance, strategy implementation and day-to-day operations. He obtained his bachelor's degree majoring in drilling engineering from the China University of Petroleum (中國石油大學) in 1982 and acquired his master's degree in petroleum engineering from the University of Alaska-Fairbanks in the U.S.A. in 1989 and he received an EMBA from China Europe International Business School in 2012. Mr. Zhang has 31 years of experience in the oil and gas industry. Prior to founding the Group, he worked for a subsidiary of the CNPC group in China and for Cook Inlet Region Inc. in Alaska. Mr. Zhang currently is a member of several oil industry associations and professional organizations including the Society of Petroleum Engineers and the American Drilling Engineers. He is the elder brother of Mr. Zhang Mengzhen, Michael, the president of TSC M&S, a subsidiary of the Group.

WANG Yong, *Senior Group Vice President and Chief Operations Officer*

Mr. WANG Yong, aged 52, joined TSC in April 2012 as the senior Group vice president and Group chief operations officer. Prior to joining TSC, he was the general manager for Weatherford International China. In the past 14 years with Weatherford International, he held several managerial roles including global business alignment manager and business development manager. He started his career in the oil industry as a drilling engineer for CNPC after graduating from the China Petroleum University in 1982. He also spent 5 years in the China Petroleum University teaching drilling engineering courses before completing his first master's degree in petroleum engineering from the Louisiana State University in 1993. He also holds an EMBA from the China Europe International Business School.

Mr. LIM Joo Heng, Paul, aged 58, is the chief financial officer and a vice president of the Group. He is responsible for financial management of the Group. Mr. Lim is a fellow of the Association of Chartered and Certified Accountants. He was appointed chief financial officer in June 2009 and has a distinguished career of over 28 years in finance and accounting. He started his career with KPMG as a professional accountant and has held senior management positions in several public listed companies in Malaysia. Prior to joining TSC, he held the position of VP finance at Yantai Raffles Shipyard Ltd.

LIM Joo Heng, Paul, *Group Vice President and Chief Financial Officer*

Dr. SUN Yuanhui, aged 57, is the chief technology officer, president of TSC Offshore Engineering and Research Institute and Group vice president in charge of Engineering. Dr. Sun has over 23 years of extensive experience in deepwater drilling engineering, marketing and project management in the offshore industry. Prior to joining the Group, Dr. Sun held various technical and management positions in Noble Drilling Corporation where he played a major role in most of the deepwater semi conversions and new build deepwater drilling unit projects, including the company's first set of deepwater semi conversion projects started in 1995, as well as in Noble's business development in Asia-Pacific. Prior to joining Noble Drilling, Dr. Sun worked with PMB/Bechtel Offshore, where he was involved in the Amoco-Liuhua semisubmersible conversion project which was the first in China. Dr. Sun holds a Ph.D. and a master's degree in civil engineering from Rice University, USA and a bachelor of science in engineering mechanics from Tsinghua University in China where he had served as an assistant professor for three years. He is a registered Professional Engineer in the State of Texas, USA.

SUN Yuanhui, *Group Vice President and Chief Technology Officer*

Mr. CHEN Yunqiang, aged 48, is the Group vice president and the managing director of TSC Offshore China Limited ("TSC China"), in charge of China Region operations including marketing and sales of the Group's products in China. Mr. Chen studied industrial enterprise management at the Hangzhou University of Electronic Science and Technology (杭州電子科技大學). Mr. Chen joined the Group in August 2001 as a general manager of TSC-HHCT, a subsidiary of the Group, in Xi'an, China till 2005. Prior to joining the Group, Mr. Chen worked with Xi'an Petroleum Exploration Instrument Complex (西安石油勘探儀器總廠) for 14 years in various positions including assistant factory head, supervisor of electric driven production lines and manager of its sales branch for drilling rigs.

CHEN Yunqiang, *Group Vice President and Managing Director – TSC China*

Profiles of Directors and Senior Management

Robert Stuart SHINFIELD, *Group Vice President and Regional Manager – R03*

Mr. Robert Stuart SHINFIELD, aged 43, is the regional manager for region 3 ("R03"). Mr. Shinfield joined TSC as general manager of TSC Offshore Ltda (Brazil), a wholly-owned subsidiary of the Company, in August 2004 and was promoted to Group vice president in January 2010. He is responsible for TSC operations in South America, the United Kingdom, the Middle East and business development in these regions. Mr. Shinfield graduated from the University of Derby in mechanical engineering in 1992. He has over 19 years of experience in the oil and gas industry and held various technical and management positions with National Oilwell Varco prior to joining TSC.

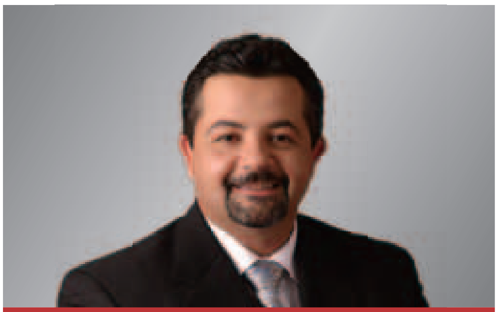
ZHANG Mengzhen, *Group Vice President and President – TSC M&S*

Mr. ZHANG Mengzhen, Michael, aged 47, is the Group vice president and the president of TSC M&S. He is responsible for the overall management of the Group's maintenance, repair and operating supplies business unit. Mr. Zhang graduated in 1989 from the Xi'an Institute of Metallurgy & Construction Engineering with a Bachelor Degree in Science (Engineering) and holds a Master's in Business Administration from the Tulane University in New Orleans, Louisiana. Mr. Zhang has been with the TSC Group since 20 August 2002 and has served in various positions from engineering to operations and business development. He is the younger brother of Mr. Zhang Menggui, Morgan, an executive Director of TSC.

Wang Jing, Carrie, *Group Vice President*

Ms. WANG Jing, Carrie, aged 36, is the Group vice president responsible for Group human resource, financing, marketing and administration. Prior to joining TSC, she had been working for General Electric (GE) for 13 years and held the position of Great China general manager for government loans, financing and enterprises solutions. Before that, she was global product manager base in GE USA. While she was rotating under experienced commercial leadership program (ECLP), she held China Government relationship manager, Americas marketing manager, global primary care director and global BD director. She obtained her bachelor's degree majoring in finance and English literature from the Ocean University of China in 1999 and received an EMBA from China Europe International Business School in 2012.

Mr. William Richard LEWIS, age 43, is a general manager of the Mexico Region and is responsible for operations and business development in Mexico. Mr. Lewis holds a Bachelor Degree in business management. After serving 9 years in the United States Navy as a nuclear submarine mechanic, he joined National Oilwell Varco ("NOV") in 1997 and held several managerial positions in product development and project management with NOV. In 2005 he left NOV to join Aker Solutions as a business development manager based in Houston, Texas before joining TSC in July 2008. He is an active member of the International Association of Drilling Contractors, Society of Petroleum Engineers, and the American Association of Drilling Engineers.



William Richard LEWIS, *Regional Manager – Mexico*

Mr. Charles SMITH, aged 40, is the regional manager for region 1 ("R01"). Mr. Smith joined TSC in February 2011 as a vice president, project management of TSC Offshore Corp ("TSC Corp"). Mr. Smith has over 16 years experience in the oil and gas industry specializing in project assets and operations management. He was most recently an asset manager with Hercules Offshore working for Saudi Aramco. Mr. Smith has served in numerous roles such as project manager and superintendent on many semi-submersibles and jack-up projects during his former career with Noble Corporation. He was selected as drilling superintendent for the Noble Roger Lewis Rig, which was one of the first new build jack-up rigs for Noble Corporation in 25 years.

Charles SMITH, *Regional Manager – R01*

Report of the Directors

The board of the Directors (the "Board") is pleased to present their report and the audited financial statements of the Group for the Year.

Principal Activities

The principal activity of the Company is investment holding. Details of the principal activities of the subsidiaries are set out in note 15 to the financial statements. There were no significant changes in the nature of the Group's principal activities during the Year.

Results and Dividends

The Group's profit for the year ended 31 December 2013 is set out in the financial statements on pages 51 to 127.

The Directors do not recommend the payment of any dividends in respect of the Year.

Financial Summary

A summary of the published results and assets and liabilities of the Group for the five financial years ended 31 December 2013, are extracted from the audited financial statements of the relevant annual reports of the Company, and are set out on page 128. This summary does not form part of the audited financial statements of the Group for the Year.

Property, Plant and Equipment

Details of movements in the property, plant and equipment of the Group during the Year are set out in note 11 to the financial statements.

Share Capital and Share Options

The movements in the Company's authorised and issued share capital during the Year are set out in note 28(b) to the financial statements. Details of the Company's share option schemes are set out in note 27 to the financial statements.

Pre-Emptive Rights

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

Purchase, Redemption or Sale of Listed Securities of the Company

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the Year.

Reserves

Details of movements in the reserves of the Company and of the Group during the Year are set out in note 28(a) to the financial statements and in the consolidated statement of changes in equity on page 58, respectively.

Distributable Reserves

The Company had no reserves available for cash distribution and/or distribution in specie to shareholders of the Company as at 31 December 2013 (2012: Nil), as computed in accordance with the Companies Law of the Cayman Islands. The details are set in note 28(d) to the financial statements. The Company's share premium account, with a balance of approximately US$121,611,000 (2012: US$120,120,000), may be distributed in the form of fully paid bonus Shares.

Major Customers and Suppliers

In the Year under review, sales to the Group's five largest customers accounted for approximately 50% of the Group's total sales for the Year and sales to the largest customer included therein accounted for approximately 22% of the Group's total sales.

In the Year under review, the sales to CIMC Raffles Group amounted to US$44.2 million, accounting for approximately 22% of the total sales of the Group.

Purchases from the Group's five largest suppliers accounted for approximately 12.4% of the Group's total purchases for the year and purchases from the largest supplier included therein accounted for approximately 4.5% of the Group's total purchases.

Save as disclosed under the paragraph headed "RELATED PARTY TRANSACTIONS" and note 31 to the Financial Statement, none of the Directors, or any of their associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital), had any beneficial interest in the Group's five largest customers or suppliers.

Directors

The Directors who held office during the Year and up to the date of this annual report were:

Executive Directors:

Mr. Jiang Bing Hua
Mr. Zhang Menggui, Morgan

Non-executive Directors:

Mr. Jiang Longsheng
Mr. Brian Chang
Mr. Yu Yuqun

Independent non-executive Directors:

Mr. Chan Ngai Sang, Kenny
Mr. Bian Junjiang
Mr. Guan Zhichuan
Mr. Robert William Fogal Jr

In accordance with Article 87 of the Company's Articles, Mr. Jiang Bing Hua, Mr. Jiang Longsheng and Mr. Yu Yuqun will retire by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

Report of the Directors

Company Secretary

The company secretary of the Group, Ms. Cheung Wai Sze, Candy, (the "Company Secretary") is an associate member of both The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries.

Directors' Service Contracts

Each of the executive Directors have entered into a service contract with the Company for a term of three years commencing from 28 November 2005 and expiring on 27 November 2008, renewable automatically for successive terms of three years from 28 November 2008 and 28 November 2011 respectively unless terminated by giving either party to the other not less than three months' prior written notice.

Each of the independent non-executive Directors (except Mr. Robert William Fogal Jr.) have entered into a service contract with the Company for a term of three years commencing from 20 October 2005 and expiring on 19 October 2008, renewable automatically for successive terms of three years from 20 October 2008 and 20 October 2011 respectively unless terminated by giving either party to the other not less than three months' prior written notice. Mr. Robert William Fogal Jr. has entered into a letter of appointment with the Company for a term of three years commencing from 10 July 2009 and expiring on 9 July 2012, renewable automatically for successive terms of three years from 10 July 2012 unless terminated by giving either party to the other not less than three months' prior written notice, but he is subject to the retirement by rotation and re-election in accordance with the Articles.

The non-executive Directors: Mr. Jiang Longsheng has entered into a service contract with the Company for a term of three years commencing from 1 May 2006 and expiring on 30 April 2009, renewable automatically for successive terms of three years from 1 May 2009 and 1 May 2012 respectively unless terminated by giving either party to the other not less than three months' prior written notice. Mr. Brian Chang has entered into a letter of appointment with the Company for a term of three years commencing from 10 July 2009 and expiring on 9 July 2012, renewable automatically for successive terms of three years from 10 July 2012 unless terminated by giving either party to the other not less than three months' prior written notice, but he is subject to the retirement by rotation and re-election in accordance with the Articles. Mr. Yu Yuqun has entered into a letter of appointment with the Company for a term of three years commencing from 15 March 2011 and expiring on 14 March 2014, renewable automatically for successive terms of three years from 15 March 2014 unless terminated by giving either party to the other not less than three months' prior written notice, but he is subject to the retirement by rotation and re-election in accordance with the Articles.

Save as disclosed in note 7 to the financial statements, there were no other emoluments, pension and any compensation arrangements for the Directors and past Directors as are specified on Sections 161 and 161A of the Companies Ordinance.

The Company confirms that it has received from each of its independent non-executive Directors a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and the Company considers the independent non-executive Directors to be independent.

None of the Directors has a service contract with the Company or any of its subsidiaries which is not determinable by the Company within one year without payment of compensation, other than statutory obligations.

Directors' Interests in Contracts

No Director had a material beneficial interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company, its holding company or any of its subsidiaries and fellow subsidiaries was a party during or at the end of the Year under review.

Share Option Schemes

The purpose of the Pre-IPO Share Option Scheme (the "Pre-IPO Scheme"), Post-IPO Share Option Scheme (the "Post-IPO Scheme") and the New Share Option Scheme (the "New Scheme") are to create incentive to the employees, Directors and other eligible participants.

Pre-IPO Scheme and Post-IPO Scheme

Pursuant to written resolutions of all shareholders of the Company on 19 and 20 October 2005, the Company adopted a Pre-IPO Scheme and a Post-IPO Scheme respectively.

The Pre-IPO Scheme ceased to be effective on 21 November 2005, and there are no more share options available as at 31 December 2013.

Pursuant to the Post-IPO Scheme, the Directors granted (i) 7,280,000 share options at HK$2.43 each to 14 employees of the Group on 10 May 2007, (ii) 9,700,000 share options at HK$5.60 each to 51 employees and 2 consultants of the Group on 12 November 2007, (iii) 2,000,000 share options at HK$5.23 each to 3 employees of the Group on 15 January 2008, (iv) 5,000,000 share options at HK$2.32 each to 6 employees of the Group on 12 August 2008 and (v) 16,050,000 share options at HK$0.54 each to 8 Directors and 38 employees of the Group on 29 December 2008.

Based on a valuation report done by an independent valuer of Jones Lang LaSalle Sallmanns, the value of the options granted on 10 May 2007, 12 November 2007, 15 January 2008, 12 August 2008 and 29 December 2008 under the Post-IPO Scheme were HK$7,252,000, HK$21,812,000, HK$4,166,000, HK$4,736,000 and HK$3,499,200 respectively.

The closing prices of the Company's Shares on the preceding option granted on 9 May 2007, 9 November 2007, 14 January 2008, 11 August 2008 and 24 December 2008 under the Post-IPO Scheme were HK$2.50, HK$5.58, HK$5.18, HK$2.22 and HK$0.50 respectively.

On 4 November 2008, the refreshed scheme mandate limit of 54,890,800 Shares in respect of the granting of share options under the Post-IPO Scheme (the "Refreshment") was approved at the extraordinary general meeting duly convened and held. On 13 November 2008, the Stock Exchange has granted the listing of, and permission to deal in, the Shares which may fall to be issued and allotted upon the exercise of any options that may be granted under the Refreshment.

The Post-IPO Scheme including the Refreshment, was conditionally terminated by the Board on 6 May 2009. Upon the transfer of the listing of shares of the Company from the GEM to the Main Board on 5 June 2009, the termination of the Post-IPO Scheme became effective. Thereafter, no further option had been offered or granted under the Post-IPO Scheme. Pursuant to the Post-IPO Scheme, options previously granted but unexercised under the Post-IPO Scheme will remain valid and exercisable in accordance with their terms of issue, of which a total of 18,277,000 share options remain valid and outstanding as at 31 December 2013.

New Scheme

On 5 August 2009, the adoption of the New Scheme up to 56,254,040 Shares which complies with the Listing Rules was approved at the extraordinary general meeting duly convened and held. On 10 August 2009, the Stock Exchange has granted the listing of, and permission to deal in, the Shares which may fall to be issued and allotted upon the exercise of any options that may be granted under the New Scheme. Pursuant to the New Scheme, the Directors granted (i) 20,295,000 share options at HK$2.06 each to 82 employees of the Group on 18 September 2009, (ii) 9,070,000 share options at HK$1.27 each to 29 employees of the Group on 1 September 2010, (iii) 2,400,000 share options at HK$1.97 each to 2 employees of the Group on 21 February 2011, (iv) 10,780,000 share options at HK$1.02 each to 18 employees of the Group on 4 September 2012, and (v) 6,025,000 share options at HK$2.9 each to 23 employees of the Group on 30 August 2013. Based on a valuation report done by an independent valuer of Jones Lang LaSalle Sallmanns, the value of the options granted on 18 September 2009, 1 September 2010, 21 February 2011, 4 September 2012 and 30 August 2013 under the New Scheme were HK$18,701,000, HK$4,602,100, HK$1,973,100, HK$6,934,500 and HK$11,305,500 respectively. The closing price of the Company's Shares on the preceding option granted on 17 September 2009, 31 August 2010, 18 February 2011, 3 September 2012 and 29 August 2013 under the New Scheme were HK$1.85, HK$1.23, HK$1.92, HK$1.01 and HK$2.78 respectively. Pursuant to the New Scheme, options previously granted but unexercised under the New Scheme will remain valid and exercisable in accordance with their terms of issue, of which a total of 37,265,000 share options remain valid and outstanding as at 31 December 2013. Save as disclosed above, no option had been granted or agreed to be granted by the Company pursuant to the New Scheme.

Report of the Directors

Share Option Schemes *(Continued)*

The total number of Shares available for issue under all the share option schemes as at the date of this annual report is 7,684,040 Shares, representing 1.11% of the issued share capital of the Company.

Details of movement of options under the Post-IPO Scheme including the Refreshment for the twelve months ended 31 December 2013 were as follows:

						Number of share options				
	Name or category of participant	**Date of grant** (Notes 1 & 2)	**Exercisable period** (Notes 1, 2 & 3)	**Exercise price per share** HK$	**Balance as at 01.01.2013**	**Granted during the period** (Note 4)	**Exercised during the period** (Note 4)	**Cancelled during the period** (Note 4)	**Lapsed during the period** (Note 4)	**Balance as at 31.12.2013**
(i)	Employees	10.05.2007	10.11.2007 to 09.05.2017	2.43	5,582,000	–	–	–	(1,300,000)	4,282,000
	Sub-total				5,582,000	–	–	–	(1,300,000)	4,282,000
(ii)	Employees	12.11.2007	12.05.2008 to 11.11.2017	5.60	7,040,000	–	–	–	(850,000)	6,190,000
	Consultants	12.11.2007	12.05.2008 to 11.11.2017	5.60	200,000	–	–	–	–	200,000
	Sub-total				7,240,000	–	–	–	(850,000)	6,390,000
(iii)	Employees	15.01.2008	15.07.2008 to 14.01.2018	5.23	2,000,000	–	–	–	–	2,000,000
	Sub-total				2,000,000	–	–	–	–	2,000,000
(iv)	Employees	12.08.2008	12.02.2009 to 11.08.2018	2.32	1,700,000	–	–	–	–	1,700,000
	Sub-total				1,700,000	–	–	–	–	1,700,000
(v)	Directors:									
	Mr. Zhang Menggui, Morgan	29.12.2008	29.06.2009 to 28.12.2018	0.54	600,000	–	(360,000)	–	–	240,000
	Mr. Jiang Bing Hua	29.12.2008	29.06.2009 to 28.12.2018	0.54	600,000	–	(360,000)	–	–	240,000
	Mr. Jiang Longsheng	29.12.2008	29.06.2009 to 28.12.2018	0.54	400,000	–	–	–	–	400,000
	Mr. Chan Ngai Sang, Kenny	29.12.2008	29.06.2009 to 28.12.2018	0.54	500,000	–	–	–	–	500,000
	Mr. Bian Junjiang	29.12.2008	29.06.2009 to 28.12.2018	0.54	350,000	–	–	–	–	350,000
	Mr. Guan Zhichuan	29.12.2008	29.06.2009 to 28.12.2018	0.54	180,000	–	(120,000)	–	–	60,000
					2,630,000	–	(840,000)	–	–	1,790,000
	Employees and other	29.12.2008	29.06.2009 to 28.12.2018	0.54	5,530,000	–	(2,810,000)	–	(605,000)	2,115,000
	Sub-total				8,160,000	–	(3,650,000)	–	(605,000)	3,905,000
Total					24,682,000	–	(3,650,000)	–	(2,755,000)	18,277,000

Share Option Schemes *(Continued)*

Notes:

1. All dates are shown day, month, year.

2. The vesting period of the options is 5 years and starts from the date of grant and becomes vested at stepped semi-annual increments of 10% of the total options granted for a period of 5 years from the date of grant.

3. These grants are exercisable, starting from the first anniversary of the listing date at stepped semi-annual increments of 10% of the total options granted, for a period not later than 10 years from the date of grant.

4. The period refers to the twelve months ended 31 December 2013.

Details of movement of options under the New Scheme for the twelve months ended 31 December 2013 were as follows:

						Number of share options				
	Name or category of participant	**Date of grant** (Notes 1 & 2)	**Exercisable period** (Notes 1, 2 & 3)	**Exercise price per share** HK$	**Balance as at 01.01.2013**	**Granted during the period** (Note 4)	**Exercised during the period** (Note 4)	**Cancelled during the period** (Note 4)	**Lapsed during the period** (Note 4)	**Balance as at 31.12.2013**
(i)	Employees	18.09.2009	18.03.2010 to 17.09.2019	2.06	16,500,000	–	(1,960,000)	–	(1,320,000)	13,220,000
(ii)	Employees	01.09.2010	01.03.2011 to 31.08.2020	1.27	7,770,000	–	(1,530,000)	–	–	6,240,000
(iii)	Employees	21.02.2011	21.08.2011 to 20.02.2021	1.97	2,400,000	–	–	–	–	2,400,000
(iv)	Employees	04.09.2012	04.03.2013 to 03.09.2022	1.02	10,780,000	–	(400,000)	–	(1,000,000)	9,380,000
(v)	Employees	30.08.2013	28.02.2014 to 29.08.2023	2.9	–	6,025,000	–	–	–	6,025,000
Total					37,450,000	6,025,000	(3,890,000)	–	(2,320,000)	37,265,000

Notes:

1. All dates are shown day, month, year.

2. The vesting period of the options is 5 years and starts from the date of grant and becomes vested at stepped semi-annual increments of 10% of the total options granted for a period of 5 years from the date of grant.

3. These grants are exercisable, starting from the first anniversary of the listing date at stepped semi-annual increments of 10% of the total options granted, for a period not later than 10 years from the date of grant.

4. The period refers to the twelve months ended 31 December 2013.

Save as disclosed above, none of the Directors or their spouses and children under the age of 18 had any right to subscribe for the securities of the Company, or had exercised any such right during the Year.

Report of the Directors

Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 31 December 2013, the interests and short positions of the Directors and chief executives of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to the required standard of dealings by the Directors as referred to in Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), were as follows:

Long position in ordinary Shares and underlying Shares of the Company:

Name of Directors	Number of issued ordinary Shares of HK$0.10 each in the Company					Number of underlying Shares (in respect of share options granted under the Post-IPO Scheme) (Note 3)	Approximate percentage of the Company's issued share capital
	Personal interests	Family interests	Corporate interests	Other interests	Total		
Mr. Zhang Menggui, Morgan (Note 1)	4,416,000	–	111,507,200	–	115,923,200	240,000	16.82%
Mr. Jiang Bing Hua (Note 1)	4,416,000	–	111,507,200	–	115,923,200	240,000	16.82%
Mr. Jiang Longsheng	–	–	–	–	–	400,000	0.06%
Mr. Brian Chang (Note 2)	–	–	66,072,800	–	66,072,800	–	9.57%
Mr. Chan Ngai Sang, Kenny	–	–	–	–	–	500,000	0.07%
Mr. Bian Junjiang	–	–	–	–	–	350,000	0.05%
Mr. Guan Zhichuan	240,000	–	–	–	240,000	60,000	0.04%

Notes:

1. Global Energy Investors, LLC. is the beneficial owner of 111,507,200 Shares. The entire shares capital of Global Energy Investors, LLC, is beneficially owned as to 50% each by Mr. Zhang Menggui, Morgan and Mr. Jiang Bing Hua, both are the executive Directors of the Company. Accordingly, both Mr. Zhang Menggui, Morgan and Mr. Jiang Bing Hua are deemed to be interested in the 111,507,200 Shares beneficially owned by Global Energy Investors, LLC. under Part XV of the SFO.

2. Mr. Brian Chang indirectly holds 66,072,800 Shares through Windmere International Limited which is his wholly-owned company. Accordingly, he is deemed to be interested in the Shares held by Windmere International Limited under Part XV of the SFO.

3. Please refer to the section "Share Option Schemes" below for details of share options held by the Directors and chief executives of the Company.

Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures *(Continued)*

Long position in ordinary Shares and underlying Shares of the Company: *(Continued)*

Save as disclosed above, as at 31 December 2013, none of the Directors or chief executives of the Company had registered an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations that was required to be recorded pursuant to the required standard of dealings by the Directors as referred to in Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Directors' Rights to Acquire Shares

Save as disclosed under the paragraph headed "DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES" above and in the share option scheme disclosures in note 27 to the financial statements, at no time during the Year under review, no rights to acquire benefits by means of the acquisition of shares in or debentures of the Company was granted to any Director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries and fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares

As at 31 December 2013, the following persons had interests or short positions in the Shares and underlying Shares of the Company which as recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

(i) long positions in ordinary Shares and underlying Shares of the Company:

Name	Capacity and nature of interest	Number of Shares/ underlying Shares held	Approximate percentage of the Company's issued share capital
Madam Chen Fengying (Note 1)	Interest of the spouse	115,923,200 Shares and 240,000 share options	16.82%
Madam Zhang Jiuli (Note 2)	Interest of the spouse	115,923,200 Shares and 240,000 share options	16.82%
Global Energy Investors, LLC. (Note 3)	Corporate	111,507,200 Shares	16.14%
Windmere International Limited (Note 4)	Corporate	66,072,800 Shares	9.57%
China International Marine Corporate Containers (Group) Co., Ltd. (Note 5)	Corporate	92,800,000 Shares	13.43%
China International Marine Corporate Containers (Hong Kong) Ltd. (Note 5)	Corporate	92,800,000 Shares	13.43%
Harmony Master Fund (Note 6)	Corporate	47,904,800 Shares	6.94%

Report of the Directors

Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares *(Continued)*

(i) long positions in ordinary Shares and underlying Shares of the Company: *(Continued)*

Notes:

1. These interests represent the same block of Shares and share options held by Mr. Zhang Menggui, Morgan, as shown in the above section headed "DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES". Since Madam Chen Fengying is the spouse of Mr. Zhang Menggui, Morgan, she is deemed to be interested in the Shares and share options held by him under Part XV of the SFO.

2. These interests represent the same block of Shares and share options held by Mr. Jiang Binghua as shown in the above section headed "DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES". Since Madam Zhang Jiuli is the spouse of Mr. Jiang Binghua, she is deemed to be interested in the Shares and share options held by him under Part XV of the SFO.

3. This interest represents the same block of corporate interest held by Mr. Zhang Menggui, Morgan, and Mr. Jiang Binghua as shown in the above section headed "DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES".

4. Mr. Brian Chang indirectly holds 66,072,800 Shares through Windmere International Limited which is his wholly-owned company. The interests of Mr. Brian Chang is shown in the above section headed "DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES". Accordingly, he is deemed to be interested in the Shares held by Windmere International Limited under Part XV of the SFO.

5. China International Marine Containers (Hong Kong) Limited ("CIMC HK") is the beneficial owner of 92,800,000 Shares. CIMC HK is a wholly-owned subsidiary of China International Marine Containers (Group) Company Limited ("CIMC Group"). Therefore, CIMC Group is deemed to be interested in the 92,800,000 Shares of the Company held by CIMC HK under Part XV of the SFO.

6. Harmony Master Fund ("Harmony Fund") is a long-only equity fund registered in Cayman Island. Harmony Fund is managed by DM Fund Management Limited, a company registered in Cayman Island and a subsidiary of DM Capital Limited, a company incorporated in British Virgin Islands. DM Capital Limited is principally engaged in equity research and investment, venture investment and merger & acquisition advisory with offices located in China, Hong Kong and New York.

Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares *(Continued)*

(ii) long positions in shares of subsidiaries of the Company:

Name of subsidiary	Name of substantial shareholder	Percentage of shareholding
Jurun Limited	Xingbo Limited	49%
TSC Manufacturing and Supply De Colombia S.A.S.	Independence Drilling S.A.	40%

Save as disclosed above, as at 31 December 2013, there was no person (other than the Directors and chief executives of the Company whose interests are set out under the paragraph headed "DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES" above and section headed "SHARE OPTION SCHEMES" below), had an interest or short position in the shares or underlying shares of the Company as recorded in the register to be kept under Section 336 of the SFO.

Related Party Transactions

Details of the related party transactions for the year are set out in note 31 to the financial statements. Save as disclosed therein, there were no other transactions to be disclosed as related party transactions in accordance with the requirements of the Listing Rules and accounting principles generally accepted in Hong Kong.

Non-Exempt Continuing Connected Transactions

The Group conducted the following continuing connected transactions with connected parties of the Company, namely CIMC Raffles Offshore (Singapore) Limited ("CIMC Raffles"):

On 24 April 2012, the Company and CIMC Raffles entered into a new master agreement (the "New Master Agreement") to renew certain continuing connected transactions. Pursuant to the New Master Agreement, the Group shall provide equipment under certain turnkey project(s) to CIMC Raffles. The New Master Agreement is valid for a period starting from 4 June 2012 and ending on 31 December 2014.

Report of the Directors

Non-Exempt Continuing Connected Transactions *(Continued)*

Details of the continuing connected transactions under the New Master Agreement are as follows:

The Supply of Drilling Packages and Electrical Power Packages

Category of transaction	Continuing Connected Transactions
Transaction Date	24 April 2012
Transaction with	CIMC Raffles
Purpose of Transaction	The New Master Agreement with CIMC Raffles by which the Group can provide the Equipment under the Turnkey Project(s) to CIMC Raffles for three years ended 31 December 2014.
Contract Values and Other Details	The annual caps under the New Master Agreement for three years ended 31 December 2014 are approximately US$200 million each year.
Detailed announcement and shareholder approval	Details of the transaction were announced on 24 April 2012 which was published on the websites of the Stock Exchange and the Company. The New Master Agreement was approved by independent shareholders at extraordinary general meeting on 4 June 2012.

During the Year, the Group transacted contracts with CIMC Raffles under the continuing connected transactions mandate approved by the Company's independent shareholders at extraordinary general meeting held on 4 June 2012. The abovementioned contracts cover the supply of drilling packages, electrical power packages and a jacking system with a total contract value of approximately US$61 million, which is within the cap of US$200 million for the year ended 31 December 2013 approved by the independent shareholders of the Company. The actual sales amount of these continuing connected transactions between the Group and CIMC Raffles was approximately US$44.2 million for the year ended 31 December 2013 (2012: US$53.3 million).

The independent non-executive Directors, who were not interested in any of the above continuing connected transactions, have reviewed and confirmed that the above continuing connected transactions have been entered into by the Group:

- in the ordinary and usual course of business of the Group;
- conducted either on normal commercial terms or, if there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favourable to the Group than those to be offered to or from independent third parties; and
- in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

Non-Exempt Continuing Connected Transactions *(Continued)*

The Supply of Drilling Packages and Electrical Power Packages *(Continued)*

The Company's auditors were engaged to report to the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter of Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditors have issued an unqualified letter containing their findings and conclusions in respect of the continuing connected transactions as disclosed by the Group in the annual report in accordance with Rule 14A.38 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("the Listing Rules").

Competition and Conflict of Interests

None of the Directors, the management shareholders or substantial shareholders of the Company or any of their respective associates has engaged in any businesses that competes or may compete, either directly or indirectly, with the business of the Group, as defined in the Listing Rules, or has any other conflict of interests with the Group during the Year.

Sufficient of Public Float

The Company has maintained a sufficient public float throughout the year ended 31 December 2013.

Auditors

KPMG will retire and a resolution for their re-appointment as auditors of the Company will be proposed at the forthcoming annual general meeting of the Company.

Corporate Governance

A report on the principle corporate governance practices adopted by the Company is set out on pages 42 to 50 of this annual report.

ON BEHALF OF THE BOARD
TSC Group Holdings Limited

Jiang Bing Hua
Executive Chairman

Zhang Menggui, Morgan
Chief Executive Officer

Hong Kong, 25 March 2014

Corporate Governance Report

The Board of Directors (the "Board") is pleased to present this "Corporate Governance Report" for the Year.

The Company recognises the importance of good corporate governance to the Group's healthy growth and has devoted considerable efforts to identifying and formulating corporate governance practices appropriate to the needs of its business. Therefore the Company continued to incorporate the essence of corporate governance into its management structure and internal control procedures, as we strove to maintain the highest standard in integrity and ethics in all aspects of our business activities, and to ensure the full compliance of our operations with applicable laws and regulations. By achieving high standards of corporate governance, the Directors believe that sound and reasonable corporate governance practices are essential for the rapid growth of the Group and for safeguarding and maximizing the Company and its shareholders' interests as a whole.

Corporate Governance Practices

For the year ended 31 December 2013, the Board is of the view that, the Company has complied with the code provisions on the Code on Corporate Governance Practices set out in Appendix 14 to the Listing Rules, save for the deviation which is explained below.

Code A.6.7

Two independent non-executive Directors and three non-executive Directors were absent from the last annual general meeting of the Company held on 22 May 2013 as they were away from Hong Kong due to other important engagements at the time of this meeting.

The Model Code

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules as the code of conduct regarding securities transactions by the Directors of the Company. Having made specific enquiry, the Company confirms that the Directors complied with the required standard set out in the Model Code for the Year.

Board of Directors

The Board is responsible for managing the Company on behalf of shareholders. The Board is of the view that it is the Directors' responsibilities to create value for shareholders and safeguard the best interests of the Company and the shareholders by discharging its duties in a dedicated, diligent and prudent manner on the principle of good faith. The Board is also responsible for decisions in relation to the overall strategic development of the Group's business. Responsibilities in relation to daily and execution of the strategic business plans are delegated to each of the executive Directors and management.

The executive chairman of the Board is Mr. Jiang Bing Hua and the Group's chief executive officer is Mr. Zhang Menggui, Morgan. The roles of the executive chairman and the chief executive officer are distinct and segregated with a clear division of responsibility. The executive chairman plays a leading role and is responsible for effective running of the Board while the chief executive officer is delegated with the authority and responsibility of overall management, business development and implementation of the Group's strategy determined by the Board in achieving its overall commercial objectives.

Details of background and qualifications of the executive chairman of the Company and the other Directors are set out under the "Profiles of Directors and Senior Management" of this annual report. All Directors have given sufficient time and attention to the affairs of the Group. Each executive Director has sufficient experience to hold the position so as to carry out his duties effectively and efficiently.

Board of Directors *(Continued)*

The Board comprises nine Directors up to the date of this annual report, including two executive Directors, namely Mr. Jiang Bing Hua and Mr. Zhang Menggui, Morgan; three non-executive Directors, namely Mr. Jiang Longsheng, Mr. Brian Chang and Mr. Yu Yuqun; and four independent non-executive Directors, namely Mr. Chan Ngai Sang, Kenny, Mr. Bian Junjiang, Mr. Guan Zhichuan and Mr. Robert William Fogal Jr. As over half of the members of the Board being non-executive and they have not participated in the management of the Company, the Board is able to exercise independent judgment on corporate affairs and provide the management with a diverse and objective perspective on issues. The Board believes that current board size is appropriate based on the Company's present circumstances and will periodically evaluate the need for increasing or decreasing its size.

During the year ended 31 December 2013, the Board had at all times complied with the requirement of the Listing Rules of having at least three independent non-executive Directors sit on the Board (more than one third of the Board members) and at least one of them has appropriate professional accounting or related financial management expertise. To the knowledge of the Directors, the Board members have no financial, business, families or other material relationships with each other.

The Articles state clearly the procedures for the appointment of new directors, re-election and removal of directors. Under the Articles, the Board may from time to time appoint a director either to fill a casual vacancy or as an addition to the Board. Any such new director shall hold office until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next annual general meeting of the Company (in the case of an addition to the Board) and shall then be eligible for re-election at the same general meeting.

All Directors (including non-executive Directors) have entered into a service contract with the Company for a term of three years, are subject to retirement by rotation once every three years, and re-election in accordance with the Articles, unless and until terminated by not less than three months' prior notice in writing served by either party on the other. Pursuant to Article 87, Mr. Jiang Bing Hua, Mr. Jiang Longsheng and Mr. Yu Yuqun will retire, and being eligible for election, offer themselves for re-election at the forthcoming annual general meeting to be held on 30 May 2014.

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

The primary functions of the Board include:

- deciding on the overall strategies, overseeing operational and financial performance and formulating appropriate policies to manage risk exposure associated with realizing the strategies and goals of the Group;

- being held accountable for the internal control system of the Group and responsible for reviewing its effectiveness;

- being ultimately responsible for preparing financial accounts and discussing the performance, financial conditions and prospects of the Group in a balanced, clear and comprehensible manner. These responsibilities are applicable to interim and annual reports of the Company, other price sensitive announcements published according to the Listing Rules and disclosure of other financial information, reports submitted to regulatory bodies and information discloseable under statutory requirements;

Corporate Governance Report

Board of Directors *(Continued)*

- whilst executive Directors, who oversee the overall business of the Group, are responsible for the daily operations of the Group, the Board is responsible for affairs involving the overall policies, finance and shareholders of the Company, namely financial statements, dividend policy, significant changes to accounting policies, annual operating budgets, material contracts, major financing arrangements, principal investment and risk management strategy. Implementation and execution of such decisions is delegated to the management; and

- regularly reviewing its own functions and the powers conferred upon executive Directors to ensure appropriate arrangements are in place. The management is well informed of its powers and duties with clear guidelines and instructions, in particular regarding situations under which reporting to the Board is necessary and matters that require the approval of the Board before any decisions or commitments can be made on behalf of the Company.

Members of the Board held a total of six meetings during the Year. The Directors are given sufficient time and information relating to the matters to be discussed in the Board meetings in advance, or except in special circumstances, consent to short notice is sought at times of urgency. In addition, the Company has maintained a procedure for the Directors to seek independent professional advice, in appropriate circumstances, at the Company's expense in discharging their duties to the Company. Moreover, the Company Secretary prepares minutes and keeps records of matters discussed and decisions resolved at all Board meetings. The Company Secretary also keeps the minutes, which are open for inspection at any reasonable time on reasonable notice by any Director.

Matters considered and approved by the Board during the Year mainly related to (i) approval of annual results of 2012; (ii) review of all executive directors' performance in the year 2012; (iii) approval of the construction contract of R-550D jack-up drilling rig; (iv) approval of interim results of 2013; (v) grant of share option; and (vi) approval of directors to deal in purchasing of shares of the Company pursuant to the Model Code.

The Directors have complied with the Code for the convening of Board meeting which should be held at least four times a year at approximately quarterly intervals, to review the financial performance, results of each period, material investments and other matters of the Group that require resolutions of the Board. Simultaneous conference calls may be used to improve attendance when individual Director cannot attend the meeting in person.

For the year ended 31 December 2013, the executive chairman of the Company held a meeting with the non-executive Directors (including the independent non-executive Directors) without the presence of the executive Director.

Directors' Continuous Training and Development

Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution into the Board remains informed and relevant. The Group continuously updates the Directors on the latest developments regarding the Listing Rules and other applicable regulatory requirements, to ensure compliance and enhance their awareness of good corporate governance practices. Circulars or guidance notes are issued to Directors and senior management where appropriate, to ensure awareness of best corporate governance practices.

During the Year, the Directors were committed to complying with the Code A6.5 on Directors' training. Some Directors have attended seminars and conferences, which covered topics including the New Companies Ordinance, taxation and corporate governance issues, and provided a record of training they received for the Year to the Company.

Board of Directors *(Continued)*

A summary of training received by the Directors during the Year is as follows:

Name of Directors	Type of Trainings
Executive Directors:	
Mr. Jiang Bing Hua	B
Mr. Zhang Menggui, Morgan	A,B
Non-executive Directors:	
Mr. Jiang Longsheng	B
Mr. Brian Chang	B
Mr. Yu Yuqun	A,B
Independent non-executive Directors:	
Mr. Chan Ngai Sang, Kenny	A,B
Mr. Bian Junjiang	B
Mr. Guan Zhichuan	A,B
Mr. Robert William Fogal Jr.	B

Notes:

A: attending seminars and/or conferences and/or forums relating to directors' duties or other relevant topics

B: reading seminar materials, newspapers, journals and updates relating to economy, the latest development of the Listing Rules and other applicable regulatory requirements

During the Year, Board, audit committee, remuneration committee, nomination committee and compliance committee meetings and the general meetings of the Company were held, with details as follows:

		Meetings attended/held				
Name of Directors	Board	Audit Committee	Remuneration Committee	Nomination Committee	Compliance Committee	General Meeting
Executive Directors:						
Mr. Jiang Bing Hua	5/6		1/1	1/1		1/1
Mr. Zhang Menggui, Morgan	5/6		1/1	1/1	2/2	1/1
Non-executive Directors:						
Mr. Jiang Longsheng	6/6					0/1
Mr. Brian Chang	4/6					1/1
Mr. Yu Yuqun	3/6					0/1
Independent non-executive Directors:						
Mr. Chan Ngai Sang, Kenny	4/6	3/3	1/1	1/1	2/2	1/1
Mr. Bian Junjiang	6/6	3/3	1/1	1/1	2/2	0/1
Mr. Guan Zhichuan	4/6	1/3	1/1	1/1	2/2	0/1
Mr. Robert William Fogal Jr.	5/6					0/1

Corporate Governance Report

Directors' insurance

The Company has arranged appropriate insurance cover in respect of the legal action against the Directors.

Company Secretary

The Company Secretary of the Company has taken no less than 15 hours of relevant professional trainings to update her skills and knowledge in 2013.

Remuneration Committee

The remuneration committee was established on 20 October 2005 with written terms of reference in compliance with the Code. It comprises three independent non-executive Directors, namely Mr. Bian Junjiang (being the Chairman), Mr. Chan Ngai Sang, Kenny and Mr. Guan Zhichuan; and two executive Directors, namely, Mr. Jiang Bing Hua and Mr. Zhang Menggui, Morgan.

The role and function of the remuneration committee include the determination of the specific remuneration packages of all executive Directors and senior management, including benefits-in-kind, pension rights and compensation payments (including any compensation payable for loss or termination of their office or appointment), and make recommendations to the Board of the remuneration of Directors. The remuneration committee will consider and give due regard to both the performance levels of, and a fair reward for, the chairman, executive Directors and the senior management and to the interest of all the shareholders of the Company in light of the financial and commercial circumstances of the Company from time to time. No Director shall be involved in deciding his own remuneration. The remuneration committee also make recommendation to the Board on the establishment of a formal and transparent procedure for developing remuneration policy.

During the Year, one meeting of the remuneration committee was held and the remuneration committee of the Company reviewed all executive Directors' performance for the year 2012, proposed bonuses and salary adjustments. The chairman of the remuneration committee has reported the findings and provided recommendations to the Board after the meeting.

Details of the Directors' remuneration are set out in note 7 to the consolidated financial statements. In addition, pursuant to the Code Provision B.1.5, the annual remuneration of members of the senior management by band for the year ended 31 December 2013 is set out below:

Remuneration band (US$)	**Number of individuals**
100,000 to 200,000	4
200,001 to 300,000	2
300,001 to 400,000	2
400,001 to 500,000	0
500,001 to 600,000	1

Nomination Committee

The nomination committee was established on 5 June 2009 with written terms of reference in compliance with the Code. A majority of its current members are independent non-executive Directors. Currently, the members of the committee are Mr. Jiang Bing Hua (being the chairman), Mr. Zhang Menggui, Morgan, Mr. Chan Ngai Sang, Kenny, Mr. Bian Junjiang and Mr. Guan Zhichuan.

Prior to the establishment of the nomination committee, the executive chairman and chief executive officer were mainly responsible for identifying suitable candidates for members of the Board when there is a vacancy or an additional director is considered necessary. The executive chairman or chief executive officer would propose the appointment of such candidates to the Board for consideration and the members of the Board would review the qualifications of the relevant candidates for determining the suitability to the Group on the basis of his skills, qualifications, experience, background, leadership and personal integrity. The decision to appoint a director might be approved by majority of the members of the Board.

During the Year, one meeting of the nomination committee was held. The nomination committee reviewed the structure, size and composition of the Board of Directors of the Company on a yearly basis and identified individuals suitably qualified continually to become members of the Board of the Company and the independence of independent non-executive Directors. The chairman of the nomination committee has reported the findings and provided recommendation to the Board after the meeting.

The remit of the nomination committee is to assess the independence of independent non-executive Directors, identify candidates for appointment to the Board, review the structure, size and composition of the Board and to monitor the implementation of the Board diversity policy. Before an appointment is made, the nomination committee evaluates the balance of skills, knowledge and experience on the Board and, in the light of this evaluation, prepares a description of the role and capabilities required for a particular appointment. If deemed appropriate, external consultants may be used to identify suitable candidates.

Compliance Committee

The compliance committee was established on 20 October 2005 with written terms of reference. The constitution of the Committee shall comply with the requirements of the Listing Rules from time to time. It comprises four Directors, namely, Mr. Zhang Menggui, Morgan (being the chairman), Mr. Bian Junjiang, Mr. Chan Ngai Sang, Kenny, Mr. Guan Zhichuan and two other members, namely, Mr. Chung Man Lai, Desmond and Ms. Cheung Wai Sze, Candy.

The general responsibilities of the committee are to ensure the Company to comply with all relevant laws and regulations and the Listing Rules ("Relevant Regulations"). It shall fulfill other responsibilities as required by the Relevant Regulations from time to time.

During the Year, two meetings of the compliance committee were held and the compliance committee reviewed and monitored the annual and interim report disclosure which were in compliance with the Relevant Regulations. The chairman of the compliance committee then reported the findings and provided recommendations to the Board after the meetings.

Directors Responsibility for the Financial Statements

The Directors acknowledge their responsibility for preparing the financial statements of the Group. The Directors ensure that the preparation of the financial statements of the Group are in accordance with statutory requirements and applicable accounting standards. The Directors are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern.

The statement of the auditors of the Company about their reporting responsibilities on the financial statements of the Group is set out in "The Independent Auditor's Report" on pages 51 to 52 of this annual report.

Corporate Governance Report

Auditors' Remuneration

The audit committee of the Company is responsible for considering the appointment of the external auditor and reviewing non-audit functions (if any) performed by the external auditor, including whether such non-audit functions could lead to any potential material adverse effect on the Company. During the Year under review, the Company has paid an aggregate of approximately US$546,000 (2012: US$525,000) to the external auditor for its audit services. The Company did not have any non-audit service fee in the Year.

Audit Committee

The Company established an audit committee with written terms of reference in compliance with the Code. To ensure on-going compliance with the Code, the audit committee's terms of reference takes into account the Board's responsibility for reviewing the adequacy of staffing of the financial reporting functions and the oversight role of the audit committee. The audit committee comprises a minimum of three members with a majority of independent non-executive Directors, namely Mr. Chan Ngai Sang, Kenny (being the chairman), Mr. Bian Junjiang and Mr. Guan Zhichuan, all of them are independent non-executive Directors; and at least one member has the appropriate professional qualifications or accounting or related financial management expertise which in compliance with Rule 3.10(2) of the Listing Rules. The Company considers these Directors to be independent under the guidelines set out in Rule 3.13 of the Listing Rules.

The main duties of the audit committee include the followings:

(a) To review the financial statements and reports and consider any significant or unusual items raised by the Company's staff responsible for the accounting and financial reporting functions, compliance officer or external auditors before submission to the Board;

(b) To review the relationship with the external auditors by reference to the work performed by the auditors, their fees and terms of engagement, and make recommendation to the Board on the appointment, re-appointment and removal of external auditors; and

(c) To review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures.

Throughout the Year, the audit committee held three meetings in considering and reviewing the interim and annual results of the Group, and were of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosure has been made. The audit committee also met the external auditor twice without the presence of the executive Directors.

There is no disagreement between the Board and the audit committee regarding the selection, appointment, resignation or dismissal of external auditors.

The Company's annual results for the year ended 31 December 2013, has been reviewed by the audit committee.

Internal Control

During the Year, the Company has conducted reviews of its system of internal control periodically to ensure the effectiveness and adequacy of the system of internal control.

The responsibility for maintaining the Group's internal controls are divided between the Board and management. These internal controls are intended to safeguard the shareholders' investments and the Group's assets. The Company will continue to make efforts in improving its internal control system.

Communication with Shareholders and Investor Relations

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all the resolutions set out in the notice of the general meetings will be voted by poll. Representatives of the share registrar of the Company are appointed as scrutineers to monitor and count the poll votes cast at each general meeting. The results of poll were published on the websites of the Stock Exchange and the Company respectively.

The Board recognizes the importance of good communications with all shareholders. The general meetings of the Company provide an opportunity for communication between the shareholders and the Board. Separate resolutions are proposed at shareholders' meetings on each substantial issue, including the election of individual Directors. The chairman of the Board as well as the chairmen of the remuneration committee and audit committee or, in their absence, and where applicable other members of the respective committees together with the external auditors are available to answer questions at the shareholders' meetings.

The Company continues to enhance communications and relationships with its investors. Designated Directors or senior management maintain regular dialogues with institutional investors and analysts to keep them abreast of the Company's developments. Enquiries from investors are dealt with in an informative and timely manner.

To promote effective communication, the Company also maintains a website at http://www.tsc-holdings.com, where extensive information and updates on the Company's business developments and operations, financial information and other information are posted.

Shareholders' Rights

Annual reports and interim reports offer comprehensive information to the Shareholders on operational and financial performance whereas annual general meetings provide a forum for the Shareholders to exchange views directly with the Board. The general meetings of the Company provide an opportunity for communication between the Shareholders and the Board. The executive Chairman of the Company and a member of the audit committee attended the general meeting held on 22 May 2013 to answer questions at this meeting.

To safeguard the shareholders' interests and rights, separate resolutions are proposed at shareholders' meetings on each substantial issue, including the re-election of the retiring directors.

Corporate Governance Report

Procedure for Shareholders to Convene an Extraordinary General Meeting

Pursuant to the Articles, any one or more shareholder(s) holding not less than one-tenth in amount of the issued capital of the Company carrying the right of voting at general meetings of the Company (hereinafter referred to as "the requisitionist(s)") may by written requisition to the board of directors or the Secretary of the Company, to require an extraordinary general meeting of the Company to be convened for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit, the Directors fail to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Directors shall be reimbursed to the requisitionist(s) of the Company.

Procedures for Putting Forward Proposals at Shareholders' Meetings

Save for the following, shareholders do not generally have a right to propose new resolutions at general meetings. Shareholders who wish to propose a resolution may request the Company to convene an extraordinary general meeting following the procedures set out in "Procedures for shareholders to convene an extraordinary general meeting" above.

Where notice of a general meeting includes the election of directors of the Company, any shareholder of the Company may propose the election of any person as a director of the Company (hereinafter referred to as the "Director") at the general meeting. Pursuant to Article 88 of the Articles of the Company, if a shareholder wishes to propose a person other than a retiring Director for election as a Director at any general meeting (including the annual general meeting), the shareholder should lodge a written notice (hereinafter referred to as the "Nomination Notice") at the registered office or the head office of the Company and the minimum length of the period during which such notice is given shall be at least seven (7) days. If the Nomination Notice is submitted after the despatch of the notice of the general meeting appointed for such election, the period for lodgment of the Nomination Notice shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting. The Nomination Notice must be accompanied by a notice signed by the person to be proposed of his willingness to be elected as a Director and such notice must also state the proposed person's biographical details as required by Rule 13.51(2) of the Listing Rules.

For purposes of the above, the following are the registered office and head office of the Company:

Registered Office: Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head Office: Unit 910
9/F, China Merchants Tower
Shun Tak Centre
200 Connaught Road Central
Hong Kong

Investor Relations

The Company establishes different communication channels with investors to update the latest business development and financial performance including the publication of interim and annual reports, the publication and posting of notices, announcements and circulars on the Hong Kong Stock Exchange website and the Company's website in order to maintain a high level of transparency, and to ensure there is no selective disclosure of inside information.

The Board is not aware of any significant changes in the Company's constitutional documents during the year ended 31 December 2013.

Independent Auditor's Report

KPMG

Independent auditor's report to the shareholders of
TSC Group Holdings Limited
(Incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of TSC Group Holdings Limited ("the Company") and its subsidiaries (together "the Group") set out on pages 53 to 127, which comprise the consolidated and company statements of financial position as at 31 December 2013, the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Directors' responsibility for the consolidated financial statements

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

Auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. This report is made 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.

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

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

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

Independent Auditor's Report

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 2013 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

KPMG
Certified Public Accountants

8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

25 March 2014

Consolidated Income Statement

For the year ended 31 December 2013
(Expressed in United States dollars)

	Note	2013 $'000	2012 $'000
Turnover	3	**201,928**	183,742
Cost of sales		**(138,151)**	(127,322)
Gross profit		**63,777**	56,420
Other revenue and net income	4	**1,981**	1,349
Selling and distribution expenses		**(7,000)**	(6,722)
General and administrative expenses		**(32,961)**	(33,021)
Other operating expenses		**(4,934)**	(4,128)
Profit from operations		**20,863**	13,898
Finance costs	5(a)	**(3,372)**	(2,281)
Share of results of associate		**(54)**	(37)
Profit before taxation	5	**17,437**	11,580
Income tax	6(a)	**(2,138)**	(3,400)
Profit for the year		**15,299**	8,180
Attributable to:			
Equity shareholders of the Company	9	**14,550**	7,471
Non-controlling interests		**749**	709
Profit for the year		**15,299**	8,180
Earnings per share	10		
Basic		**2.12 cents**	1.09 cent
Diluted		**2.07 cents**	1.09 cent

The notes on pages 61 to 127 form part of these financial statements.

Consolidated Statement of Comprehensive Income

For the year ended 31 December 2013
(Expressed in United States dollars)

	2013 $'000	2012 $'000
Profit for the year	**15,299**	8,180
Other comprehensive income for the year:		
Items that may be reclassified subsequently to profit or loss:		
– Exchange differences on translation of financial statements of subsidiaries and associate (with nil tax effect)	**2,940**	2,628
Total comprehensive income for the year	**18,239**	10,808
Attributable to:		
Equity shareholders of the Company	**17,451**	10,079
Non-controlling interests	**788**	729
Total comprehensive income for the year	**18,239**	10,808

The notes on pages 61 to 127 form part of these financial statements.

Consolidated Statement of Financial Position

At 31 December 2013

(Expressed in United States dollars)

	Note	2013 $'000	2012 $'000
Non-current assets			
Property, plant and equipment	11(a)	36,940	38,816
Interest in leasehold land held for own use under operating leases	12	10,021	4,292
Goodwill	13	25,177	24,822
Other intangible assets	14	11,997	13,432
Interest in associate	16	–	1,072
Prepayments	18	419	1,847
Deferred tax assets	24(b)	11,500	10,887
		96,054	95,168
Current assets			
Inventories	17	47,008	48,760
Trade and other receivables	18	114,620	85,789
Gross amount due from customers for contract work	19	56,270	47,600
Amount due from director	20	–	114
Amount due from related company	21	101	101
Pledged bank deposits		2,718	3,356
Cash at bank and in hand		37,909	30,988
		258,626	216,708
Current liabilities			
Trade and other payables	22	105,267	86,623
Bank loans and other borrowings	23	29,796	28,431
Current taxation	24(a)	6,145	5,563
Provisions	25	1,456	1,456
		142,664	122,073
Net current assets		115,962	94,635

Consolidated Statement of Financial Position

At 31 December 2013
(Expressed in United States dollars)

	Note	2013 $'000	2012 $'000
Total assets less current liabilities		**212,016**	189,803
Non-current liabilities			
Bank loans and other borrowings	23	**7,073**	3,715
Deferred tax liabilities	24(b)	**699**	987
		7,772	4,702
NET ASSETS		**204,244**	185,101
CAPITAL AND RESERVES			
Share capital	28(b)	**8,884**	8,781
Reserves		**187,514**	168,823
Total equity attributable to equity shareholders of the Company		**196,398**	177,604
Non-controlling interests		**7,846**	7,497
TOTAL EQUITY		**204,244**	185,101

Approved and authorised for issue by the board of directors on 25 March 2014.

Jiang Bing Hua
Director

Zhang Menggui, Morgan
Director

The notes on pages 61 to 127 form part of these financial statements.

Statement of Financial Position

At 31 December 2013

(Expressed in United States dollars)

	Note	2013 $'000	2012 $'000
Non-current assets			
Property, plant and equipment	11(b)	**141**	215
Interest in subsidiaries	15	**132,333**	132,696
		132,474	132,911
Current assets			
Other receivables, prepayments and deposits	18	**21**	42
Cash at bank and in hand		**348**	86
		369	128
Current liabilities			
Other payables and accrued charges	22	**577**	572
Amounts due to subsidiaries	15	**23**	21
		600	593
Net current liabilities		**(231)**	(465)
NET ASSETS		**132,243**	132,446
CAPITAL AND RESERVES	28(a)		
Share capital		**8,884**	8,781
Reserves		**123,359**	123,665
TOTAL EQUITY		**132,243**	132,446

Approved and authorised for issue by the board of directors on 25 March 2014.

Jiang Bing Hua
Director

Zhang Menggui, Morgan
Director

The notes on pages 61 to 127 form part of these financial statements.

Consolidated Statement of Changes in Equity

For the year ended 31 December 2013

(Expressed in United States dollars)

	Attributable to equity shareholders of the Company											
	Share capital $'000	Share premium $'000	Merger reserve $'000	Exchange reserve $'000	Employee share-based compensation reserve $'000	Capital reserve $'000	Revaluation reserve $'000	Reserve funds $'000	Retained profits $'000	Total $'000	Non-controlling interests $'000	Total equity $'000
Balance at 1 January 2012	8,770	120,043	2,161	(1,456)	5,828	512	627	3,384	27,084	166,953	6,768	173,721
Changes in equity for 2012:												
Profit for the year	–	–	–	–	–	–	–	–	7,471	7,471	709	8,180
Other comprehensive income	–	–	–	2,608	–	–	–	–	–	2,608	20	2,628
Total comprehensive income	–	–	–	2,608	–	–	–	–	7,471	10,079	729	10,808
Shares issued under share option schemes (note 28(b)(ii))	11	77	–	–	(26)	–	–	–	–	62	–	62
Equity-settled share-based transactions	–	–	–	–	510	–	–	–	–	510	–	510
Transferred to reserve funds	–	–	–	–	–	–	–	1,306	(1,306)	–	–	–
Balance at 31 December 2012 and 1 January 2013	8,781	120,120	2,161	1,152	6,312	512	627	4,690	33,249	177,604	7,497	185,101
Changes in equity for 2013:												
Profit for the year	–	–	–	–	–	–	–	–	14,550	14,550	749	15,299
Other comprehensive income	–	–	–	2,901	–	–	–	–	–	2,901	39	2,940
Total comprehensive income	–	–	–	2,901	–	–	–	–	14,550	17,451	788	18,239
Capital contribution received by a non-wholly owned subsidiary from non-controlling shareholder	–	–	–	–	–	–	–	–	–	–	623	623
Shares issued under share option schemes (note 28(b)(ii))	103	1,491	–	–	(503)	–	–	–	–	1,091	–	1,091
Equity-settled share-based transactions	–	–	–	–	252	–	–	–	–	252	–	252
Transferred to reserve funds	–	–	–	–	–	–	–	1,034	(1,034)	–	–	–
Dividends paid to non-controlling shareholder	–	–	–	–	–	–	–	–	–	–	(1,062)	(1,062)
Balance at 31 December 2013	8,884	121,611	2,161	4,053	6,061	512	627	5,724	46,765	196,398	7,846	204,244

The notes on pages 61 to 127 form part of these financial statements.

Consolidated Cash Flow Statement

For the year ended 31 December 2013
(Expressed in United States dollars)

	Note	**2013 $'000**	2012 $'000
Operating activities			
Profit before taxation		**17,437**	11,580
Adjustments for:			
Depreciation	5(c)	**4,570**	3,943
Impairment losses on doubtful debts	5(c)	**541**	74
Amortisation of interest in leasehold land held for own use under operating leases	5(c)	**172**	142
Amortisation of intangible assets	5(c)	**2,618**	3,020
Finance costs	5(a)	**3,372**	2,281
Interest income	4	**(112)**	(130)
Share of results of associate		**54**	37
(Gain)/loss on disposal of property, plant and equipment	4/5(c)	**(1,014)**	10
Equity-settled share-based payment expenses	5(b)	**252**	510
Foreign exchange loss		**143**	350
Operating profit before changes in working capital		**28,033**	21,817
Decrease/(increase) in inventories		**2,642**	(8,828)
Increase in trade and other receivables and gross amount due from customers for contract work		**(35,457)**	(36,859)
Increase in trade and other payables		**16,970**	27,328
Decrease in provisions		**–**	(313)
Cash generated from operations		**12,188**	3,145
People's Republic of China ("PRC") enterprise income tax and overseas tax paid		**(2,222)**	(2,271)
Net cash generated from operating activities		**9,966**	874

Consolidated Cash Flow Statement

For the year ended 31 December 2013

(Expressed in United States dollars)

	Note	2013 $'000	2012 $'000
Investing activities			
Payment for purchase of property, plant and equipment		(3,986)	(7,963)
Payment for acquisition of leasehold land held for own use		(5,705)	–
Payment for addition of intangible assets		(1,114)	–
Interest received		112	130
Dividends received from associates		1,018	1,050
Decrease/(increase) in pledged bank deposits		714	(2,002)
Proceeds from disposal of property, plant and equipment		4,501	212
Net cash used in investing activities		(4,460)	(8,573)
Financing activities			
Net proceeds from issue of bond		5,849	–
Proceeds from shares issued under share option scheme		1,091	62
Capital contribution from non-controlling shareholder		623	–
Interest paid		(2,843)	(2,281)
Proceeds from new bank loans		42,949	31,807
Repayment of bank loans		(45,547)	(25,259)
Dividends paid to non-controlling shareholder		(1,062)	–
Net cash generated from financing activities		1,060	4,329
Net increase/(decrease) in cash and cash equivalents		6,566	(3,370)
Cash and cash equivalents at 1 January		30,988	34,140
Effect of foreign exchange rate changes		355	218
Cash and cash equivalents at 31 December		37,909	30,988

The notes on pages 61 to 127 form part of these financial statements.

Notes to the Financial Statements

(Expressed in United States dollars unless otherwise indicated)

1 Significant accounting policies

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs"), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("the Listing Rules"). A summary of the significant accounting policies adopted by the Group is set out below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group and the Company. Note 1(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2013 comprise the Company and its subsidiaries and the Group's interest in associate.

The functional currency of the Company is Hong Kong dollars. Subsidiaries of the Company have their functional currencies in Renminbi ("RMB"), United States dollars and Pound Sterling. In view of expanded foreign operations, the directors of the Company consider United States dollars, being an internationally well-recognised currency, can provide more meaningful information to the Company's investors and meet the needs of the Group's global customers. Therefore, the directors choose United States dollars as the presentation currency of the financial statements.

The measurement basis used in the preparation of the financial statements is the historical cost basis.

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

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

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 2.

Notes to the Financial Statements

(Expressed in United States dollars unless otherwise indicated)

1 Significant accounting policies *(Continued)*

(c) Changes in accounting policies

The HKICPA has issued a number of new HKFRSs and amendments to HKFRSs that are first effective for the current accounting period of the Group and the Company. Of these, the following developments are relevant to the Group's financial statements:

– Amendments to HKAS 1, *Presentation of financial statements – Presentation of items of other comprehensive income*

– HKFRS 10, *Consolidated financial statements*

– HKFRS 12, *Disclosure of interests in other entities*

– HKFRS 13, *Fair value measurement*

– Amendments to HKFRS 7 – *Disclosures – Offsetting financial assets and financial liabilities*

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

Amendments to HKAS 1, Presentation of financial statements – Presentation of items of other comprehensive income

The amendments require entities to present separately the items of other comprehensive income that would be reclassified to profit or loss in the future if certain conditions are met from those that would never be reclassified to profit or loss. The presentation of other comprehensive income in the consolidated statement of comprehensive income in these financial statements has been modified accordingly.

HKFRS 10, Consolidated financial statements

HKFRS 10 replaces the requirements in HKAS 27, *Consolidated and separate financial statements* relating to the preparation of consolidated financial statements and HK-SIC 12 *Consolidation – Special purpose entities*. It introduces a single control model to determine whether an investee should be consolidated, by focusing on whether the entity has power over the investee, exposure or rights to variable returns from its involvement with the investee and the ability to use its power to affect the amount of those returns.

As a result of the adoption of HKFRS 10, the Group has changed its accounting policy with respect to determining whether it has control over an investee. The adoption does not change any of the control conclusions reached by the Group in respect of its involvement with other entities as at 1 January 2013.

HKFRS 12, Disclosure of interests in other entities

HKFRS 12 brings together into a single standard all the disclosure requirements relevant to an entity's interests in subsidiaries, joint arrangements, associates and unconsolidated structured entities. The disclosures required by HKFRS 12 are generally more extensive than those previously required by the respective standards. To the extent that the requirements are applicable to the Group, the Group has provided those disclosures in notes 15 and 16.

1 Significant accounting policies *(Continued)*

(c) Changes in accounting policies *(Continued)*

HKFRS 13, Fair value measurement

HKFRS 13 replaces existing guidance in individual HKFRSs with a single source of fair value measurement guidance. HKFRS 13 also contains extensive disclosure requirements about fair value measurements for both financial instruments and non-financial instruments. To the extent that the requirements are applicable to the Group, the Group has provided those disclosures in note 29. The adoption of HKFRS 13 does not have any material impact on the fair value measurements of the Group's assets and liabilities.

Amendments to HKFRS 7 – Disclosures – Offsetting financial assets and financial liabilities

The amendments introduce new disclosures in respect of offsetting financial assets and financial liabilities. Those new disclosures are required for all recognised financial instruments that are set off in accordance with HKAS 32, *Financial instruments: Presentation* and those that are subject to an enforceable master netting arrangement or similar agreement that covers similar financial instruments and transactions, irrespective of whether the financial instruments are set off in accordance with HKAS 32.

The adoption of the amendments does not have an impact on these financial statements because the Group has not offset financial instruments, nor has it entered into master netting arrangement or similar agreement which is subject to the disclosures of HKFRS 7 during the periods presented.

(d) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated income statement and the consolidated statement of comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with notes 1(n) or 1(o) depending on the nature of the liability.

Notes to the Financial Statements

(Expressed in United States dollars unless otherwise indicated)

1 Significant accounting policies *(Continued)*

(d) Subsidiaries and non-controlling interests *(Continued)*

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 1(j)), unless the investment is classified as held for sale.

(e) Associates

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

An investment in an associate is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale. Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see notes 1(f) and 1(j)). Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated income statement, whereas the Group's share of the post-acquisition post-tax items of the investee's other comprehensive income is recognised in the consolidated statement of comprehensive income.

When the Group's share of losses exceeds its interest in the associate, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate.

Unrealised profits and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

If an investment in an associate becomes an investment in a joint venture or vice versa, retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, when the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset.

In the Company's statement of financial position, investment in an associate is stated at cost less impairment losses (see note 1(j)), unless classified as held for sale.

1 Significant accounting policies *(Continued)*

(f) Goodwill

Goodwill represents the excess of

(i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over

(ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash-generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see note 1(j)).

On disposal of a cash-generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

(g) Property, plant and equipment

The following items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note 1(j)):

– freehold land and buildings;

– buildings held for own use which are situated on leasehold land classified as under operating leases (see note 1(i)); and

– other items of plant and equipment.

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs (see note 1(v)).

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight line method over their estimated useful lives as follows:

– Freehold land is not depreciated.

– Buildings situated on freehold land are depreciated over their estimated useful lives, being no more than 40 years after the date of completion.

– Buildings situated on leasehold land are depreciated over the shorter of the unexpired term of lease and their estimated useful lives, being no more than 40 years after the date of completion.

Notes to the Financial Statements

(Expressed in United States dollars unless otherwise indicated)

1 Significant accounting policies *(Continued)*

(g) Property, plant and equipment *(Continued)*

– Leasehold improvements are depreciated over the shorter of the unexpired term of lease or 5 years.

– Office equipment, furniture and fixtures	3 - 5 years
– Plant and machinery	3 - 20 years
– Motor vehicles	5 years

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

(h) Intangible assets (other than goodwill)

Expenditure on research activities is recognised as an expense in the period in which it is incurred. Expenditure on development activities is capitalised if the product or process is technically and commercially feasible and the Group has sufficient resources and the intention to complete development. The expenditure capitalised includes the costs of materials, direct labour, and an appropriate proportion of overheads and borrowing costs, where applicable (see note 1(v)). Capitalised development costs are stated at cost less accumulated amortisation and impairment losses (see note 1(j)). Other development expenditure is recognised as an expense in the period in which it is incurred.

Other intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see note 1(j)). Expenditure on internally generated goodwill and brands is recognised as an expense in the period in which it is incurred.

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. The following intangible assets with finite useful lives are amortised from the date they are available for use and their estimated useful lives are as follows:

– Brand name	20 years
– Computer software	2 – 10 years
– Cooperation agreement	8 years
– Customer relationships	10 – 11 years
– Order backlog	2 – 6 years
– Patents	5 – 6 years
– Technical knowledge	5 – 10 years

Both the period and method of amortisation are reviewed annually.

1 Significant accounting policies *(Continued)*

(i) Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

(i) Classification of assets leased to the Group

Assets that are held by Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases, except that land held for own use under an operating lease, the fair value of which cannot be measured separately from the fair value of a building situated thereon at the inception of the lease, is accounted for as being held under a finance lease, unless the building is also clearly held under an operating lease. For these purposes, the inception of the lease is the time that the lease was first entered into by the Group, or taken over from the previous lessee.

(ii) Operating lease charges

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

The cost of acquiring land held under an operating lease is amortised on a straight-line basis over the period of the lease term.

(j) Impairment of assets

(i) Impairment of investments in an associate and other receivables

Investments in an associate and other current and non-current receivables that are stated at cost or amortised cost are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

Notes to the Financial Statements

(Expressed in United States dollars unless otherwise indicated)

1 Significant accounting policies *(Continued)*

(j) Impairment of assets *(Continued)*

(i) Impairment of investments in an associate and other receivables *(Continued)*

- For investment in an associate accounted for under the equity method in the consolidated financial statements (see note 1(e)), the impairment loss is measured by comparing the recoverable amount of the investment with its carrying amount in accordance with note 1(j)(ii). The impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount in accordance with note 1(j)(ii).

- For trade and other current receivables and other financial assets carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material. This assessment is made collectively where these financial assets share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade debtors and bills receivable included within trade and other receivables, whose recovery is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade debtors and bills receivable directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

(ii) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;

- interest in leasehold land held for own use under operating leases;

- goodwill;

- other intangible assets;

- non-current portion of prepayments; and

- investments in subsidiaries in the Company's statement of financial position.

1 Significant accounting policies *(Continued)*

(j) Impairment of assets *(Continued)*

(ii) Impairment of other assets *(Continued)*

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, the recoverable amount is estimated annually whether or not there is any indication of impairment.

– Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

– Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable), or value in use (if determinable).

– Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(iii) Interim financial reporting and impairment

Under the Listing Rules, the Group is required to prepare an interim financial report in compliance with *HKAS 34, Interim financial reporting*, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see notes 1(j)(i) and (ii)).

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

Notes to the Financial Statements

(Expressed in United States dollars unless otherwise indicated)

1 Significant accounting policies *(Continued)*

(k) Inventories

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

(l) Construction contracts

Construction contracts are contracts specifically negotiated with a customer for the construction of an asset or a group of assets, where the customer is able to specify the major structural elements of the design. The accounting policy for contract revenue is set out in note 1(t)(iii). When the outcome of a construction contract can be estimated reliably, contract costs are recognised as an expense by reference to the stage of completion of the contract at the end of the reporting period. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately. When the outcome of a construction contract cannot be estimated reliably, contract costs are recognised as an expense in the period in which they are incurred.

Construction contracts in progress at the end of the reporting period are recorded at the net amount of costs incurred plus recognised profit less recognised losses and progress billings, and are presented in the statement of financial position as the "Gross amount due from customers for contract work" (as an asset) or the "Gross amount due to customers for contract work" (as a liability), as applicable. Progress billings not yet paid by the customer are included under "Trade debtors and bills receivable". Amounts received before the related work is performed are presented as "Advances received" under "Trade and other payables".

(m) Trade and other receivables, prepayments and gross amount due from customers for contract work

Trade and other receivables, prepayments and gross amount due from customers for contract work are initially recognised at fair value and thereafter stated at amortised cost using the effective interest method, less allowance for impairment of doubtful debts (see note 1(j)), except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for impairment of doubtful debts.

(n) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

(o) Trade and other payables

Trade and other payables are initially recognised at fair value. Except for financial guarantee liabilities measured in accordance with note 1(s)(i), trade and other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

1 Significant accounting policies *(Continued)*

(p) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

(q) Employee benefits

(i) Short-term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(ii) Share-based payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in employee share-based compensation reserve within equity. The fair value is measured at grant date using the binomial model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the employee share-based compensation reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the employee share-based compensation reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the employee share-based compensation reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to retained profits).

(r) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Notes to the Financial Statements

(Expressed in United States dollars unless otherwise indicated)

1 Significant accounting policies *(Continued)*

(r) Income tax *(Continued)*

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or

- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:

  - the same taxable entity; or

  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

1 Significant accounting policies *(Continued)*

(s) Financial guarantees issued, provisions and contingent liabilities

(i) Financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary to the guarantee (the "holder") for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee is initially recognised as deferred income within trade and other payables. The fair value of financial guarantees issued at the time of issuance is determined by reference to fees charged in an arm's length transaction for similar services, when such information is obtainable, or is otherwise estimated by reference to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income.

The amount of the guarantee initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised in accordance with note 1(s)(ii) if and when (i) it becomes probable that the holder of the guarantee will call upon the Group under the guarantee, and (ii) the amount of that claim on the Group is expected to exceed the amount currently carried in trade and other payables in respect of that guarantee i.e. the amount initially recognised, less accumulated amortisation.

(ii) Other provisions and contingent liabilities

Provisions are recognised for other liabilities of uncertain timing or amount when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

A provision for warranties is recognised when the underlying products or services are sold. The provision is based on historical warranty data and a weighting of all possible outcomes against their associated probabilities.

(t) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

(i) Sale of goods

Revenue is recognised when the customer has accepted the goods and the related risks and rewards of ownership. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Notes to the Financial Statements

(Expressed in United States dollars unless otherwise indicated)

1 Significant accounting policies *(Continued)*

(t) Revenue recognition *(Continued)*

(ii) Engineering services fee income

Engineering services fee income is recognised when the related services are rendered.

(iii) Contract revenue

When the outcome of a construction contract can be estimated reliably, revenue from a fixed price contract is recognised using the percentage of completion method, measured by reference to the percentage of contract costs incurred to date to estimated total contract costs for the contract. When the outcome of a construction contract cannot be estimated reliably, revenue is recognised only to the extent of contract costs incurred that it is probable will be recoverable.

(iv) Interest income

Interest income is recognised as it accrues using the effective interest method.

(u) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates.

The results of the foreign operations are translated into United States dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items, including goodwill arising on consolidation of foreign operations, are translated into United States dollars at the closing exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

(v) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

1 Significant accounting policies *(Continued)*

(w) Related parties

(1) A person, or a close member of that person's family, is related to the Group if that person:

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or the Group's parent.

(2) An entity is related to the Group if any of the following conditions applies:

(i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

(iii) Both entities are joint ventures of the same third party.

(iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

(v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.

(vi) The entity is controlled or jointly controlled by a person identified in (1).

(vii) A person identified in (1)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

(x) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

Notes to the Financial Statements

(Expressed in United States dollars unless otherwise indicated)

2 Accounting judgements and estimates

Judgements and estimates 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.

Notes 13, 27 and 29 contain information about the assumptions and their risk factors relating to goodwill impairment, fair value of share options granted and financial instruments. Other key sources of estimation uncertainty are as follows:

(a) Useful lives of property, plant and equipment and intangible assets

The Group determines the estimated useful lives and related depreciation/amortisation charges for the property, plant and equipment and other intangible assets. This estimate is based on the historical experience of the actual useful lives of the property, plant and equipment and other intangible assets of similar nature and functions. It could change significantly as a result of technical innovations and competitor actions in response to severe industry cycles. Management will increase the depreciation/amortisation charge where useful lives are less than previously estimated lives, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

(b) Impairment losses on trade and other receivables

The Group recognises impairment losses on doubtful debts based on an assessment of the recoverability of trade debtors and other receivables. Impairments are applied to trade debtors and other receivables where events or changes in circumstances indicate that the balances may not be collectible. The identification of doubtful debts requires the use of judgement and estimates. Where the expectation is different from the original estimate, such difference will impact carrying value of receivables and doubtful debts expenses in the period in which such estimate has been changed.

(c) Other impairment losses

If circumstances indicate that the carrying value of investments in subsidiaries and associates, property, plant and equipment, interest in leasehold land held for own use under operating leases, goodwill and other intangible assets may not be recoverable, these assets may be considered impaired, and an impairment loss may be recognised in accordance with HKAS 36, Impairment of Assets. The carrying amounts of these assets are reviewed periodically in order to assess whether the recoverable amounts have declined below the carrying amounts. These assets are tested for impairment whenever events or changes in circumstances indicate that their recorded carrying amount may not be recoverable. When such a decline has occurred, the carrying amount is reduced to recoverable amount. The recoverable amount is the greater of the fair value less costs to sell and the value in use. It is difficult to estimate precisely fair value less costs to sell because quoted market prices for the Group's assets are not readily available. In determining the value in use, expected cash flows generated by the asset are discounted to their present value, which requires significant judgement relating to revenue and amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of recoverable amount, including estimates based on reasonable and supportable assumptions and projections of revenue and amount of operating costs.

2 Accounting judgements and estimates *(Continued)*

(d) Net realisable value of inventories

The Group recognises write-down on inventories based on an assessment of the net realisable value of the inventories. Write-down is applied to the inventories where events or changes in circumstances indicate that the net realisable value is less than cost. The determination of net realisable value requires the use of judgement and estimates. Where the expectation is different from the original estimates, such difference will impact carrying value of the inventories and write-down on inventories charged to profit or loss in the period in which such estimate has been changed.

(e) Income taxes

Determining income tax provisions involves judgement on the future tax treatment of certain transactions. The Group carefully evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislations. Deferred tax assets are recognised for temporary deductible differences. As those deferred tax assets can only be recognised to the extent that it is probable that future taxable profits will be available against which the unused tax credits can be utilised, management's judgement is required to assess the probability of future taxable profits. Management reassess these estimates at the end of each reporting period. Additional deferred tax assets are recognised if it becomes probable that future taxable profits will allow the deferred tax asset to be recovered.

(f) Construction contracts

As explained in the accounting policy notes 1(l) and 1(t)(iii), revenue and profit recognition on an incompleted project is dependent on estimating the total outcome of the construction contract, as well as the work done to date. Based on the Group's recent experience and the nature of the construction activity undertaken by the Group, the Group makes estimates of the point at which it considers the work is sufficiently advanced such that the costs to complete and revenue can be reliably estimated.

Based on the latest information available in respect of the market environment, the Group prepares budgets for construction contracts individually and the budget, which is used in the Group's financial reporting, is reviewed regularly. Foreseeable losses are provided when identified.

In preparing the financial statements for the year ended 31 December 2013, the directors of the Company have reviewed the construction contracts and consider that a provision for loss is adequate. Material adjustments to the budgeted costs may occur in future if there is a significant change in the market environment.

Notes to the Financial Statements

(Expressed in United States dollars unless otherwise indicated)

3 Turnover and segment reporting

(a) Turnover

The principal activities of the Group are the design, manufacture, installation and commissioning of capital equipment and packages on land and offshore rigs and oilfield expendables and supplies and the provision of engineering services.

Turnover represents the invoiced value of goods supplied to customers, revenue from construction contracts and revenue from engineering services. The amount of each significant category of revenue recognised in turnover during the year is as follows:

	2013 $'000	2012 $'000
Capital equipment and packages		
– Sales of capital equipment	**32,784**	30,635
– Construction contracts revenue		
– Rig products and technology	**37,851**	46,357
– Rig turnkey solutions	**67,617**	54,752
	138,252	131,744
Oilfield expendables and supplies		
– Sales of expendables and supplies	**44,924**	31,289
Engineering services		
– Service fee income	**18,752**	20,709
	201,928	183,742

The Group's customer base is diversified and includes only one customer with whom transactions have exceeded 10% of the Group's revenues. In 2013, revenues from sales of capital equipment and packages to this customer, including sales to entities which are known to the Group to be under common control with this customer, amounted to approximately $44 million (2012: $55 million). Details of concentrations of credit risk arising from this customer are set out in note 29(a).

Further details regarding the Group's principal activities are described below:

3 Turnover and segment reporting *(Continued)*

(b) Segment reporting

The Group manages its business by divisions, which are organised by a mixture of both business lines (products and services) and geography. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following three reportable segments. No operating segments have been aggregated to form the following reportable segments.

- Capital equipment and packages: the design, manufacturing, installation and commissioning of capital equipment and packages on land and offshore rigs
- Oilfield expendables and supplies: the manufacturing and trading of oilfield expendables and supplies
- Engineering services: the provision of engineering services

(i) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all tangible assets, goodwill, intangible assets and current assets with the exception of interest in associate, cash at bank and in hand, pledged bank deposits, tax balances and other unallocated head office and corporate assets. Segment liabilities include trade and other payables and provisions attributable to the activities of the individual segment, with the exception of bank loans and other borrowings, tax balances and other unallocated head office and corporate liabilities.

Revenue and expenses are allocated to the reportable segments with reference to revenue generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

The measure used for reporting segment profit is "segment results" i.e. "adjusted earnings before finance costs and taxes" of individual segments. To arrive at segment results, the Group's earnings are further adjusted for share of results of associates, finance costs and items not specifically attributed to individual segments, such as directors' and auditors' remuneration and other head office or corporate income and expenses.

In addition to receiving segment information concerning segment results, management is provided with segment information concerning revenue (including inter-segment revenue), depreciation and amortisation and additions to non-current segment assets used by the segments in their operations. Inter-segment revenue is priced with reference to prices charged to external parties for similar orders.

Notes to the Financial Statements

(Expressed in United States dollars unless otherwise indicated)

3 Turnover and segment reporting *(Continued)*

(b) Segment reporting *(Continued)*

(i) Segment results, assets and liabilities *(Continued)*

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the years ended 31 December 2013 and 2012 is set out below.

	Capital equipment and packages		Oilfield expendables and supplies		Engineering services		Total	
	2013 $'000	2012 $'000	2013 $'000	2012 $'000	2013 $'000	2012 $'000	2013 $'000	2012 $'000
Revenue from external customers	138,252	131,744	44,924	31,289	18,752	20,709	201,928	183,742
Inter-segment revenue	585	–	8,314	7,270	201	1,390	9,100	8,660
Reportable segment revenue	138,837	131,744	53,238	38,559	18,953	22,099	211,028	192,402
Reportable segment results	22,179	12,531	4,831	4,753	974	3,503	27,984	20,787
Depreciation and amortisation for the year	4,656	4,964	800	540	1,636	1,584	7,092	7,088
Reportable segment assets	242,412	209,644	34,361	28,428	24,556	26,142	301,329	264,214
Additions to non-current segment assets during the year	5,941	2,751	4,473	2,809	267	1,362	10,681	6,922
Reportable segment liabilities	(91,627)	(71,422)	(9,604)	(11,543)	(4,711)	(4,069)	(105,942)	(87,034)

3 Turnover and segment reporting *(Continued)*

(b) Segment reporting *(Continued)*

(ii) Reconciliation of reportable segment revenue, profit or loss, assets and liabilities

	2013 $'000	2012 $'000
Revenue		
Reportable segment revenue	**211,028**	192,402
Elimination of inter-segment revenue	**(9,100)**	(8,660)
Consolidated turnover (note 3(a))	**201,928**	183,742
Profit		
Segment results	**27,984**	20,787
Share of results of associate	**(54)**	(37)
Finance costs	**(3,372)**	(2,281)
Unallocated head office and corporate income and expenses	**(7,121)**	(6,889)
Consolidated profit before taxation	**17,437**	11,580
Assets		
Reportable segment assets	**301,329**	264,214
Cash at bank and in hand	**37,909**	30,988
Pledged bank deposits	**2,718**	3,356
Interest in associate	**–**	1,072
Deferred tax assets	**11,500**	10,887
Unallocated head office and corporate assets	**1,224**	1,359
Consolidated total assets	**354,680**	311,876
Liabilities		
Reportable segment liabilities	**(105,942)**	(87,034)
Bank loans and other borrowings	**(36,869)**	(32,146)
Current taxation	**(6,145)**	(5,563)
Deferred tax liabilities	**(699)**	(987)
Unallocated head office and corporate liabilities	**(781)**	(1,045)
Consolidated total liabilities	**(150,436)**	(126,775)

Notes to the Financial Statements

(Expressed in United States dollars unless otherwise indicated)

3 Turnover and segment reporting *(Continued)*

(b) Segment reporting *(Continued)*

(iii) Geographic information

The following table sets out information about the geographical locations of (i) the Group's revenue from external customers and (ii) the Group's property, plant and equipment, interest in leasehold land held for own use under operating leases, goodwill, other intangible assets, interest in associate and non-current portion of prepayments ("specified non-current assets"). The geographical location of customers is based on the location of the customers. The geographical location of the specified non-current assets is based on the physical location of the asset, in the case of property, plant and equipment and interest in leasehold land held for own use under operating leases, the location of the operation to which they are allocated, in the case of goodwill and intangible assets, and the location of operations, in the case of interest in associate and non-current portion of prepayments.

	Revenue from external customers		Specified non-current assets	
	2013	2012	**2013**	2012
	$'000	$'000	**$'000**	$'000
Hong Kong	**–**	–	**144**	218
Mainland China	**87,337**	68,888	**48,668**	43,456
North America	**25,908**	24,257	**1,650**	5,800
South America	**14,791**	13,598	**1,104**	890
Europe	**19,675**	16,066	**30,180**	31,012
Singapore	**45,921**	53,870	**2**	4
Others (other part of Asia, India, Russia etc.)	**8,296**	7,063	**2,806**	2,901
	201,928	183,742	**84,554**	84,281

4 Other revenue and net income

	2013	2012
	$'000	$'000
Interest income	**112**	130
Gain on disposal of property, plant and equipment	**1,014**	–
Net gain on foreign exchange instrument	**–**	931
Others	**855**	288
	1,981	1,349

5 Profit before taxation

Profit before taxation is arrived at after charging:

	2013 $'000	2012 $'000
(a) Finance costs		
Interest on bank loans and other borrowings wholly repayable within five years	**3,341**	2,256
Interest on other loans	**31**	25
	3,372	2,281
(b) Staff costs#		
Contributions to defined contribution retirement plans	**4,095**	4,008
Equity-settled share-based payment expenses (note 27)	**252**	510
Salaries, wages and other benefits	**33,910**	33,865
	38,257	38,383
(c) Other items		
Amortisation of interest in leasehold land held for own use under operating leases#	**172**	142
Amortisation of intangible assets	**2,618**	3,020
Depreciation#	**4,570**	3,943
Impairment losses on doubtful debts	**541**	74
Research and development costs	**1,676**	3,583
Net foreign exchange loss	**1,078**	990
Loss on disposal of property, plant and equipment	**–**	10
Auditors' remuneration	**546**	525
Minimum lease payments under operating leases in respect of land and buildings	**3,065**	2,808
Cost of inventories# (note 17(b))	**133,226**	123,101

Cost of inventories includes $21,698,000 (2012: $20,292,000) relating to staff costs, depreciation and amortisation expenses which amount is also included in the respective total amounts disclosed separately above or in note 5(b) for each of these types of expenses.

Notes to the Financial Statements

(Expressed in United States dollars unless otherwise indicated)

6 Income tax in the consolidated income statement

(a) Income tax in the consolidated income statement represents:

	2013 $'000	2012 $'000
Current tax		
Provision for the year		
– PRC enterprise income tax	**2,538**	2,598
– Overseas corporation income tax	**381**	942
	2,919	3,540
(Over)/under-provision in respect of prior years		
– PRC enterprise income tax	**(115)**	115
	2,804	3,655
Deferred tax		
Origination and reversal of temporary differences (note 24(b))	**(666)**	(255)
	2,138	3,400

No provision for Hong Kong Profits Tax has been made in the financial statements as the Group has no assessable profits subject to Hong Kong Profits Tax for the year. Taxation for subsidiaries in other jurisdictions is charged at the appropriate current rates of taxation ruling in relevant jurisdictions respectively. During the year, certain PRC subsidiaries are subject to tax at reduced rates of 15% (2012: 15%) under the relevant PRC tax rules and regulations.

6 Income tax in the consolidated income statement *(Continued)*

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

	2013 $'000	2012 $'000
Profit before taxation	**17,437**	11,580
Notional tax on profit before taxation, calculated at the rates applicable to profits in the jurisdictions concerned	**4,284**	3,377
Tax effect of non-deductible expenses	**923**	709
Tax effect of non-taxable income	**(3,056)**	(501)
Tax effect of profits entitled to tax reductions in the PRC	**(1,408)**	(1,637)
Tax effect of unused tax losses not recognised	**1,510**	1,406
(Over)/under-provision in prior years	**(115)**	115
Others	**–**	(69)
Actual tax expense	**2,138**	3,400

Notes to the Financial Statements

(Expressed in United States dollars unless otherwise indicated)

7 Directors' remuneration

Directors' remuneration disclosed pursuant to the disclosure requirements of section 161 of the Hong Kong Companies Ordinance is as follows:

	Directors' fees		Salaries, allowances and benefits in kind		Retirement scheme contributions		Sub-total		Share-based payments (note)		Total	
	2013 $'000	2012 $'000	2013 $'000	2012 $'000	2013 $'000	2012 $'000	2013 $'000	2012 $'000	2013 $'000	2012 $'000	2013 $'000	2012 $'000
Executive directors:												
Mr Zhang Menggui, Morgan	–	–	605	539	8	7	613	546	1	3	614	549
Mr Jiang Bing Hua	–	–	553	495	9	7	562	502	1	3	563	505
Independent non-executive directors:												
Mr Bian Junjiang	15	15	–	–	–	–	15	15	1	1	16	16
Mr Chan Ngai Sang, Kenny	31	31	–	–	–	–	31	31	1	1	32	32
Mr Guan Zhichuan	15	15	–	–	–	–	15	15	–	1	15	16
Mr Robert William Fogal Jr.	15	15	–	–	–	–	15	15	–	–	15	15
Non-executive directors:												
Mr Jiang Longsheng	15	15	–	–	–	–	15	15	1	1	16	16
Mr Brian Chang	15	15	–	–	–	–	15	15	–	–	15	15
Mr Yu Yuqun	15	15	–	–	–	–	15	15	–	–	15	15
	121	121	1,158	1,034	17	14	1,296	1,169	5	10	1,301	1,179

Note: These represent the estimated value of share options granted to the directors pursuant to the Company's share option scheme. The value of these share options is measured according to the Group's accounting policies for share-based payment transactions as set out in note 1(q)(ii) and, in accordance with that policy, includes adjustments to reverse amounts accrued in previous years where grants of equity instruments are forfeited prior to vesting. The details of these benefits in kind, including the principal terms and number of options granted, are disclosed under the paragraph "Share Option Scheme" in the report of the directors and note 27.

8 Individuals with highest emoluments

Of the five individuals with the highest emoluments, two (2012: two) are directors whose emoluments are disclosed in note 7. The aggregate of the emoluments in respect of the other three (2012: three) individuals are as follows:

	2013 $'000	2012 $'000
Salaries and other emoluments	**1,230**	1,117
Share-based payments	**109**	57
Retirement scheme contributions	**11**	–
	1,350	1,174

The emoluments of the three (2012: three) individuals with the highest emoluments are within the following bands:

	2013 Number of individuals	2012 Number of individuals
HK$2,000,001 - HK$2,500,000	**1**	2
HK$3,000,001 - HK$3,500,000	**1**	–
HK$4,000,001 - HK$4,500,000	**–**	1
HK$4,500,001 - HK$5,000,000	**1**	–

9 Profit attributable to equity shareholders of the Company

The consolidated profit attributable to equity shareholders of the Company includes a loss of $1,546,000 (2012: $2,356,000) which has been dealt with in the financial statements of the Company.

Notes to the Financial Statements

(Expressed in United States dollars unless otherwise indicated)

10 Earnings per share

(a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of $14,550,000 (2012: $7,471,000) and the weighted average number of 686,456,000 (2012: 682,303,000) ordinary shares in issue during the year, calculated as follows:

Weighted average number of ordinary shares

	2013 '000	2012 '000
Issued ordinary shares at 1 January	**682,782**	681,892
Effect of share options exercised (note 28(b)(ii))	**3,674**	411
Weighted average number of ordinary shares at 31 December	**686,456**	682,303

(b) Diluted earnings per share

The calculation of diluted earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of $14,550,000 (2012: $7,471,000) and the weighted average number of 702,309,000 (2012: 687,307,000) ordinary shares, calculated as follows:

Weighted average number of ordinary shares (diluted)

	2013 '000	2012 '000
Weighted average number of ordinary shares at 31 December	**686,456**	682,303
Effect of deemed issue of shares under the Company's share option schemes for nil consideration (note 27)	**15,853**	5,004
Weighted average number of ordinary shares (diluted) at 31 December	**702,309**	687,307

11 Property, plant and equipment

(a) The Group

	Land and buildings held for own use carried at cost $'000	Office equipment, furniture and fixtures $'000	Plant and machinery $'000	Leasehold improvements $'000	Motor vehicles $'000	Total $'000
Cost:						
At 1 January 2012	23,529	3,761	15,630	880	2,700	46,500
Exchange adjustments	153	23	16	1	(2)	191
Additions	1,199	1,589	2,468	289	641	6,186
Disposals	–	(106)	(257)	–	(68)	(431)
At 31 December 2012	24,881	5,267	17,857	1,170	3,271	52,446
At 1 January 2013	24,881	5,267	17,857	1,170	3,271	52,446
Exchange adjustments	614	91	311	29	55	1,100
Additions	2,305	1,197	1,297	348	267	5,414
Disposals	(3,890)	(162)	(68)	(79)	(303)	(4,502)
At 31 December 2013	23,910	6,393	19,397	1,468	3,290	54,458

Notes to the Financial Statements

(Expressed in United States dollars unless otherwise indicated)

11 Property, plant and equipment *(Continued)*

(a) The Group *(Continued)*

	Land and buildings held for own use carried at cost $'000	Office equipment, furniture and fixtures $'000	Plant and machinery $'000	Leasehold improvements $'000	Motor vehicles $'000	Total $'000
Accumulated depreciation:						
At 1 January 2012	2,247	1,677	4,362	324	1,230	9,840
Exchange adjustments	18	23	13	–	2	56
Charge for the year	947	707	1,634	163	492	3,943
Written back on disposals	–	(92)	(80)	–	(37)	(209)
At 31 December 2012	3,212	2,315	5,929	487	1,687	13,630
At 1 January 2013	3,212	2,315	5,929	487	1,687	13,630
Exchange adjustments	97	48	146	10	32	333
Charge for the year	1,085	913	1,819	248	505	4,570
Written back on disposals	(542)	(140)	(48)	(47)	(238)	(1,015)
At 31 December 2013	3,852	3,136	7,846	698	1,986	17,518
Net book value:						
At 31 December 2013	20,058	3,257	11,551	770	1,304	36,940
At 31 December 2012	21,669	2,952	11,928	683	1,584	38,816

The Group has submitted applications for the issue of property ownership certificate in respect of buildings held for own use carried at cost of $2,218,000 to the relevant PRC government authorities. At 31 December 2013, the certificate has not yet been issued.

11 Property, plant and equipment *(Continued)*

(b) The Company

	Office equipment, furniture and fixtures $'000
Cost:	
At 1 January 2012	91
Additions	220
At 31 December 2012, 1 January 2013 and 31 December 2013	311
Accumulated depreciation:	
At 1 January 2012	81
Charge for the year	15
At 31 December 2012	96
At 1 January 2013	96
Charge for the year	74
At 31 December 2013	170
Net book value:	
At 31 December 2013	141
At 31 December 2012	215

Notes to the Financial Statements

(Expressed in United States dollars unless otherwise indicated)

11 Property, plant and equipment *(Continued)*

(c) The analysis of the net book value of properties is as follows:

	The Group 2013 $'000	2012 $'000
Outside Hong Kong		
– freehold	**690**	690
– long leases	**–**	3,446
– medium-term leases	**19,368**	17,533
	20,058	21,669

12 Interest in leasehold land held for own use under operating leases

	The Group 2013 $'000	2012 $'000
Cost:		
At 1 January	**4,947**	4,910
Exchange adjustments	**218**	37
Addition	**5,705**	–
At 31 December	**10,870**	4,947
Accumulated amortisation:		
At 1 January	**655**	509
Exchange adjustments	**22**	4
Charge for the year	**172**	142
At 31 December	**849**	655
Net book value:		
At 31 December	**10,021**	4,292

The cost of interest in leasehold land held for own use under operating leases located in the PRC is amortised over the lease term of not more than 50 years on a straight-line basis.

13 Goodwill

	The Group	
	2013	2012
	$'000	$'000
Cost		
At 1 January	**24,822**	23,854
Exchange adjustments	**355**	968
At 31 December	**25,177**	24,822

Impairment test for cash-generating units containing goodwill

Goodwill is allocated to the Group's cash generating units ("CGU") identified according to the reportable segment as follow:

	The Group	
	2013	2012
	$'000	$'000
Capital equipment and packages	**25,177**	24,822

The recoverable amount of the CGU is determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated rate stated below. The growth rate does not exceed the long-term average growth rate for the business in which the CGU operates.

Key assumptions used for value-in-use calculations:

	2013	2012
– Gross margin	**17% – 32%**	17% – 35%
– Growth rate	**2%**	2%
– Discount rate	**12% – 15%**	12% – 15%

Management determined the budgeted gross margin based on past performance and its expectation for market development. The discount rate used is pre-tax and reflects specific risks relating to the relevant segments.

Notes to the Financial Statements

(Expressed in United States dollars unless otherwise indicated)

14 Other intangible assets

The Group

	Technical knowledge $'000	Customer relationships $'000	Order backlog $'000	Patents $'000	Computer software $'000	Brand name $'000	Cooperation agreement $'000	Total $'000
Cost:								
At 1 January 2012	7,453	11,102	4,855	1,983	546	660	365	26,964
Exchange adjustments	234	489	51	15	6	–	–	795
At 31 December 2012	7,687	11,591	4,906	1,998	552	660	365	27,759
At 1 January 2013	7,687	11,591	4,906	1,998	552	660	365	27,759
Exchange adjustments	125	146	17	61	14	–	–	363
Additions	371	–	–	743	–	–	–	1,114
At 31 December 2013	8,183	11,737	4,923	2,802	566	660	365	29,236
Accumulated amortisation:								
At 1 January 2012	3,162	3,776	2,007	1,586	315	44	61	10,951
Exchange adjustments	103	186	50	12	5	–	–	356
Charge for the year	843	1,038	611	369	81	33	45	3,020
At 31 December 2012	4,108	5,000	2,668	1,967	401	77	106	14,327
At 1 January 2013	4,108	5,000	2,668	1,967	401	77	106	14,327
Exchange adjustments	100	112	16	61	5	–	–	294
Charge for the year	800	1,021	610	31	77	33	46	2,618
At 31 December 2013	5,008	6,133	3,294	2,059	483	110	152	17,239
Net book value:								
At 31 December 2013	3,175	5,604	1,629	743	83	550	213	11,997
At 31 December 2012	3,579	6,591	2,238	31	151	583	259	13,432

The amortisation charge for the year is included in "other operating expenses" in the consolidated income statement.

15 Interest in subsidiaries

	The Company 2013 $'000	2012 $'000
Unlisted shares/capital contributions, at cost	**26,340**	26,340
Amounts due from subsidiaries	**105,993**	106,356
	132,333	132,696
Amounts due to subsidiaries	**(23)**	(21)

Amounts due from subsidiaries are unsecured, interest-free and not expected to be recovered within one year.

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

Name of company	Place of incorporation/ establishment and operation	Particulars of issued and paid up capital	Proportion of ownership interest: Group's effective interest	Proportion of ownership interest: Held by a subsidiary	Principal activity
Emer International Limited	Hong Kong	2,000,000 shares of HK$1 each	100%	100%	Investment holding, trading of rig equipment and provision of rig turnkey solutions
TSC (Qingdao) Manufacture Co., Limited ("TSC (Qingdao)") #* (青島天時石油機械有限公司)	PRC	$9,100,000	100%	100%	Manufacturing and trading of oilfield expendables and supplies

Notes to the Financial Statements

(Expressed in United States dollars unless otherwise indicated)

15 Interest in subsidiaries *(Continued)*

			Proportion of ownership interest		
Name of company	**Place of incorporation/ establishment and operation**	**Particulars of issued and paid up capital**	**Group's effective interest**	**Held by a subsidiary**	**Principal activity**
TSC-HHCT (Xian) Control Technologies Limited ("TSC-HHCT") #* (海爾海斯(西安)控制技術有限公司)	PRC	RMB17,000,000	100%	100%	Manufacturing and trading of rig electrical control system
TSC Manufacturing and Supply, LLC	USA	1,612,000 shares of $1 each	100%	100%	Trading of rig equipment and oilfield expendables and supplies and provision of rig turnkey solutions
Qingdao TSC Offshore Equipment Co., Ltd. ("TSCOE") # (青島天時海洋石油裝備有限公司)	PRC	$20,600,000	100%	100%	Manufacturing and trading of rig equipment and provision of rig turnkey solutions
Zhengzhou TSC Offshore Equipment Co., Ltd. ("ZZOE") # (鄭州天時海洋石油裝備有限公司)	PRC	RMB31,200,000	100%	100%	Manufacturing and trading of rig equipment
TSC Offshore China Ltd. ("TSC China") #* (北京TSC海洋石油裝備有限公司)	PRC	RMB10,000,000	100%	100%	Trading of rig equipment and oilfield expendables
Dalian TSC Offshore Equipment Co., Ltd. ("TSC Dalian")^* (大連天時海洋石油裝備有限公司)	PRC	RMB10,000,000	100%	100%	Manufacturing and trading of rig equipment

15 Interest in subsidiaries *(Continued)*

Name of company	Place of incorporation/ establishment and operation	Particulars of issued and paid up capital	Proportion of ownership interest		Principal activity
			Group's effective interest	Held by a subsidiary	
NN Petroleum Engineering (HK) Co., Limited ("NN Petroleum")	Hong Kong	HK$16,450,000	51%	100%	Trading of oilfield expendables and supplies and provision of engineering services
TSC Offshore (UK) Limited ("TSCUK")	United Kingdom	73,074,952 shares of GBP0.025 each	100%	100%	Investment holding
TSC Engineering Limited	United Kingdom	GBP1	100%	100%	Design and manufacture of mechanical handling equipment, trading of oilfield expendables and supplies and provision of engineering services
Ansell Jones Limited	United Kingdom	GBP1	100%	100%	Design and manufacture of mechanical handling equipment
TSC Offshore Pte. Limited	Singapore	2 shares of SG$1 each	100%	100%	Trading of rig equipment and oilfield expendables and supplies and provision of engineering services

Notes to the Financial Statements

(Expressed in United States dollars unless otherwise indicated)

15 Interest in subsidiaries *(Continued)*

Name of company	Place of incorporation/ establishment and operation	Particulars of issued and paid up capital	Proportion of ownership interest: Group's effective interest	Proportion of ownership interest: Held by a subsidiary	Principal activity
TSC Offshore Corporation	USA	$6,100	100%	100%	Design and manufacture of rig equipment
TSC Offshore Limiteda	Brazil	BRL1,800,000	100%	100%	Trading of oilfield expendables and supplies and provision of engineering services
8655 Golden Spike, LLC ("Golden Spike")	USA	$1,039,500	100%	100%	Property holding

\# *Registered under the laws of the PRC as foreign investment enterprises*

^ *Registered under the laws of the PRC as a limited liability company*

* *Unofficial English translation*

15 Interest in subsidiaries *(Continued)*

The following table lists out the information relating to NN Petroleum, the only subsidiary of the Group which has material non-controlling interest (NCI). The summarised financial information presented below represents the amounts before any inter-company elimination.

	2013 $'000	2012 $'000
NCI percentage	**49%**	49%
Current assets	**13,034**	12,338
Non-current assets	**11,267**	12,498
Current liabilities	**(8,707)**	(8,693)
Non-current liabilities	**(651)**	(843)
Net assets	**14,943**	15,300
Carrying amount of NCI	**7,322**	7,497
Revenue	**13,737**	10,820
Profit for the year	**1,629**	1,447
Total comprehensive income	**1,813**	1,485
Profit allocated to NCI	**798**	709
Dividend paid to NCI	**1,062**	–
Cash flows from operating activities	**3,026**	1,193
Cash flows from investing activities	**(426)**	(481)
Cash flows from financing activities	**(1,491)**	(1,010)

16 Interest in associate

	The Group	
	2013 $'000	2012 $'000
Share of net assets	**–**	1,072

Notes to the Financial Statements

(Expressed in United States dollars unless otherwise indicated)

16 Interest in associate *(Continued)*

Details of the Group's interest in associate are as follows:

Name of associate	Form of business structure	Place of incorporation and operation	Particulars of issued and paid up capital	Proportion of ownership interest: Group's effective interest	Proportion of ownership interest: Held by the Company	Proportion of ownership interest: Held by a subsidiary	Principal activity
Goldman Offshore Design, LLC ("Goldman Offshore")	Incorporated	USA	802 Class A shares of $1 each and 1,732 Class B shares of $1 each	28%	–	28%	Investment holding

The above associate is accounted for using the equity method in the consolidated financial statements.

Summarised financial information of the associate, adjusted for any differences in accounting policies, and reconciled to the carrying amounts in the consolidated financial statements, are disclosed below:

	Golden Offshore Design, LLC 2013 $'000	Golden Offshore Design, LLC 2012 $'000
Gross amounts of the associate's		
Current assets	**1,032**	3,850
Current liabilities	**(1,042)**	(25)
Equity	**(10)**	3,825
Revenue	**–**	–
Loss from continuing operations	**201**	133
Total comprehensive income	**201**	133
Dividend received from the associate	**1,018**	1,050
Reconciled to the Group's interest in the associate		
Gross amount of net (deficit)/assets of the associate	**(10)**	3,825
Group's effective interest	**28%**	28%
Carrying amount in the consolidated financial statements	**–**	1,072

Note: As at 31 December 2013, the Group's share of losses of the associate exceeds the Group's interest in the associate. The Group's interest is reduced to nil and recognition of further losses is discontinued.

17 Inventories

(a) Inventories in the statement of financial position comprise:

	The Group	
	2013	2012
	$'000	$'000
Raw materials	8,984	11,936
Work in progress	18,905	13,831
Finished goods	19,119	22,993
	47,008	48,760

(b) The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

	The Group	
	2013	2012
	$'000	$'000
Carrying amount of inventories sold	131,966	123,018
Write down of inventories	1,260	83
	133,226	123,101

Notes to the Financial Statements

(Expressed in United States dollars unless otherwise indicated)

18 Trade and other receivables

	The Group		The Company	
	2013	2012	**2013**	2012
	$'000	$'000	**$'000**	$'000
Trade debtors and bills receivable	**106,870**	78,267	**–**	–
Less: allowance for doubtful debts (note 18(b))	**(4,208)**	(3,638)	**–**	–
	102,662	74,629	**–**	–
Other receivables, prepayments and deposits	**12,377**	13,007	**21**	42
	115,039	87,636	**21**	42
Less: Non-current portion of prepayments	**(419)**	(1,847)	**–**	–
	114,620	85,789	**21**	42

(a) Ageing analysis

Included in trade and other receivables are trade debtors and bills receivable (net of allowance for doubtful debts) with the following ageing analysis as of the end of the reporting period:

	The Group	
	2013	2012
	$'000	$'000
Current	**58,555**	42,010
Less than 1 month past due	**10,449**	4,096
1 to 3 months past due	**11,581**	9,548
More than 3 months but within 12 months past due	**11,018**	8,499
More than 12 months past due	**11,059**	10,476
Amounts past due	**44,107**	32,619
	102,662	74,629

18 Trade and other receivables *(Continued)*

(a) Ageing analysis *(Continued)*

The credit terms offered by the Group to its customers differ with each product/service. The credit terms offered to customers of oilfield expendables and supplies and engineering services are normally 30 to 90 days. The credit terms offered to customers of capital equipment and packages are negotiated on a case-by-case basis. Deposits ranging from 10% to 30% of the contract sum are usually required. The balance of 60% to 85% would be payable in 1 to 2 months after delivery and acceptance of products. The remaining 5% to 10% of the contract sum represents the retention money and is payable within up to 18 months after delivery of the products or 1 year after completion of the onsite testing, whichever is earlier.

Included in "Trade and other receivables" of the Group are trade debtors and bills receivable of $106,870,000 (2012: $78,267,000) of which $23,841,000 (2012: $6,445,000) are due from subsidiaries of a substantial shareholder of the Group.

(b) Impairment of trade debtors and bills receivable

Impairment losses in respect of trade debtors and bills receivable are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade debtors and bills receivable directly (see note 1(j)(i)).

The movement in the allowance for doubtful debts during the year, including both specific and collective loss components, is as follows:

	The Group	
	2013	2012
	$'000	$'000
At 1 January	**3,638**	4,126
Exchange adjustments	**29**	2
Impairment losses recognised	**541**	74
Uncollectible amounts written-off	**–**	(564)
At 31 December	**4,208**	3,638

At 31 December 2013, the Group's trade debtors of $5,371,000 (2012: $6,208,000) were individually determined to be impaired. The individually impaired receivables related to customers that were in financial difficulties and management assessed that only a portion of the receivables is expected to be recovered. Consequently, specific allowances for doubtful debts of $4,208,000 (2012: $3,638,000) were recognised. The Group does not hold any collateral over these balances.

Notes to the Financial Statements

(Expressed in United States dollars unless otherwise indicated)

18 Trade and other receivables *(Continued)*

(c) Trade debtors and bills receivable that are not impaired

The ageing analysis of trade debtors and bills receivable that are neither individually nor collectively considered to be impaired are as follows:

	The Group	
	2013	2012
	$'000	$'000
Neither past due nor impaired	**58,555**	42,010
Less than 1 month past due	**10,449**	4,096
1 to 3 months past due	**11,581**	9,548
More than 3 months but within 12 months past due	**11,011**	8,471
More than 12 months past due	**9,903**	7,934
	42,944	30,049
	101,499	72,059

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

19 Construction contracts

The aggregate amount of costs incurred plus recognised profits less recognised losses to date, included in gross amount due from/to customers for contract work at 31 December 2013 is $85,493,000 (2012: $213,202,000).

Included in "Gross amount due from customers for contract work" of the Group, there are amounts due from subsidiaries of a substantial shareholder of the Group of $19,052,000 (2012: $24,810,000).

20 Amount due from director

	The Group	
	2013	2012
	$'000	$'000
Balance at 1 January – Mr Jiang Bing Hua	**114**	–
Balance at 31 December – Mr Jiang Bing Hua	**–**	114
Maximum balance outstanding during the year – Mr Jiang Bing Hua	**114**	114

The amount in 2012 represented expenses paid on behalf of the director and was unsecured, non-interest-bearing and without pre-determined repayment terms.

There was no provision made against the principal amount at 31 December 2012. The amount has been settled during the year ended 31 December 2013.

21 Amount due from a related company

	The Group	
	2013	2012
	$'000	$'000
Katy International Inc.:		
Balance at 1 January	**101**	101
Balance at 31 December	**101**	101
Maximum balance outstanding during the year	**101**	101

The amount represents funds advanced and expenses paid on behalf of Katy International Inc. and is unsecured, non-interest-bearing and without pre-determined repayment terms.

Mr Zhang Menggui, Morgan and Mr Jiang Bing Hua are directors of the Company and each of them has a 50% beneficial interest in Katy International Inc.

There was no provision made against the principal amount at 31 December 2012 and 2013.

Notes to the Financial Statements

(Expressed in United States dollars unless otherwise indicated)

22 Trade and other payables

	The Group		The Company	
	2013	2012	**2013**	2012
	$'000	$'000	**$'000**	$'000
Trade creditors and bills payable	**54,214**	46,655	**–**	–
Other payables and accrued charges	**51,053**	39,968	**577**	572
	105,267	86,623	**577**	572

Included in trade and other payables are trade creditors and bills payable with the following ageing analysis as of the end of the reporting period:

	The Group	
	2013	2012
	$'000	$'000
Within 1 month	**39,081**	24,048
More than 1 month but within 3 months	**6,300**	14,649
More than 3 months but within 12 months	**5,546**	3,810
More than 12 months but within 24 months	**1,125**	2,221
More than 24 months	**2,162**	1,927
	54,214	46,655

23 Bank loans and other borrowings

At 31 December 2013, the bank loans and other borrowings were repayable as follows:

	The Group	
	2013	2012
	$'000	$'000
Within 1 year or on demand	**29,796**	28,431
After 1 year but within 2 years	**555**	562
After 2 years but within 5 years	**6,308**	989
After 5 years	**210**	2,164
	7,073	3,715
	36,869	32,146

At 31 December 2013, the bank loans and other borrowings were secured as follows:

	The Group	
	2013	2012
	$'000	$'000
Secured bond	**6,453**	–
Bank loans		
– secured	**15,682**	20,485
– unsecured	**14,734**	11,661
	36,869	32,146

Notes to the Financial Statements

(Expressed in United States dollars unless otherwise indicated)

23 Bank loans and other borrowings *(Continued)*

(a) The bank loans carried interest at rates ranging from 4.01% to 7.32% per annum (2012: 4.25% to 7.98% per annum) and were secured/guaranteed by:

(i) Interest in leasehold land held for own use under operating leases, buildings, inventories, trade receivables and plant and machinery with aggregate net book value of $37,140,000 (2012: interest in leasehold land held for own use under operating leases, buildings, inventories and trade receivables with aggregate net book value of $46,715,000).

(ii) Corporate guarantees given by TSCOE, TSC-HHCT and TSC(Qingdao) to the extent of banking facilities outstanding of $14,100,000 (2012: TSCOE, TSC-HHCT, TSC China and TSC(Qingdao) to the extent of banking facilities outstanding of $6,639,000) as at 31 December 2013.

(iii) Guarantees given by the directors of the Company to the extent of banking facilities outstanding of $6,922,000 (2012: $5,441,000) as at 31 December 2013.

Certain bank loans of the Group are subject to the fulfillment of covenants relating to certain of the subsidiaries' statement of financial position ratios, as are commonly found in lending arrangements with financial institutions. The drawn down loan balances would become payable on demand if the covenants were breached. The Group regularly monitors its compliance with these covenants. Further details of the Group's management of liquidity risk are set out in note 29(b). As at 31 December 2013, none of the covenants relating to the Group's bank loans had been breached.

(b) In January 2013, TSCOE issued a RMB denominated bond in aggregate principal amount of RMB40 million, bearing a coupon rate of 6% per annum, which would be due in 2016. The bond was secured/guaranteed by:

(i) Interest in leasehold land held for own use under operating leases and buildings with aggregate net book value of $13,224,000.

(ii) Corporate guarantees given by TSC(Qingdao), TSC-HHCT, ZZOE and TSC Dalian.

(iii) Guarantees given by the directors of the Company and the director of TSCOE.

24 Income tax in the statement of financial position

(a) Current taxation in the consolidated statement of financial position represents:

	The Group 2013 $'000	The Group 2012 $'000
Provision for the year	**2,919**	3,540
Provisional income tax paid	**(951)**	(1,020)
	1,968	2,520
Balance of income tax provision relating to prior years	**4,177**	3,043
	6,145	5,563

24 Income tax in the statement of financial position *(Continued)*

(b) Deferred tax assets and liabilities recognised:

The Group

The components of deferred tax (assets)/liabilities recognised in the consolidated statement of financial position and the movements during the year are as follows:

	Depreciation in excess of related depreciation allowances $'000	Impairment losses on doubtful debts $'000	Write-down on inventories $'000	Intangible assets $'000	Tax losses $'000	Unrealised profits on inventories $'000	Total $'000
Deferred tax arising from:							
At 1 January 2012	(38)	(625)	(365)	4,037	(11,727)	(830)	(9,548)
Exchange adjustments	–	(4)	(1)	101	(193)	–	(97)
Charged/(credited) to profit or loss (note 6(a))	45	44	–	(999)	412	243	(255)
At 31 December 2012	7	(585)	(366)	3,139	(11,508)	(587)	(9,900)
At 1 January 2013	7	(585)	(366)	3,139	(11,508)	(587)	(9,900)
Exchange adjustments	–	(6)	(4)	14	(239)	–	(235)
Charged/(credited) to profit or loss (note 6(a))	69	(182)	(312)	(628)	448	(61)	(666)
At 31 December 2013	76	(773)	(682)	2,525	(11,299)	(648)	(10,801)

Notes to the Financial Statements

(Expressed in United States dollars unless otherwise indicated)

24 Income tax in the statement of financial position *(Continued)*

(b) Deferred tax assets and liabilities recognised: *(Continued)*

	The Group	
	2013	2012
	$'000	$'000
Reconciliation to the consolidated statement of financial position:		
Net deferred tax assets recognised in the statement of financial position	**(11,500)**	(10,887)
Net deferred tax liabilities recognised in the statement of financial position	**699**	987
	(10,801)	(9,900)

At 31 December 2013, the Group had temporary differences arising from undistributed profits of subsidiaries of $48,713,000 (2012: $40,562,000). No provision for deferred tax liabilities have been made as the Company controls the dividend policy of these subsidiaries and it has been determined that it is probable that profits will not be distributed in the foreseeable future.

The Group has not recognised deferred tax assets in respect of cumulative tax losses of $9,002,000 (2012: $4,134,000) as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity. The tax losses do not expire under current tax legislation.

25 Provisions

Provision for loss making construction contracts:

	The Group	
	2013	2012
	$'000	$'000
At 1 January	**1,456**	1,769
Provisions utilised	**–**	(313)
At 31 December	**1,456**	1,456

Provision for loss making construction contracts is recognised for the amount by which costs exceed the associated revenue based on the best estimate of the expenditure required to settle the Group's liabilities under certain long term contracts. These provisions are expected to be realised over the next 12 months.

26 Employee retirement benefits

As stipulated by the labour regulations of the PRC, the Group participates in various defined contribution retirement plans organised by the municipal and provincial governments for its employees in the PRC. The Group is required to make contributions to the retirement plans at rates ranging from 20% to 25% of the eligible employees' salaries.

The Group also operates a Mandatory Provident Fund Scheme ("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 plan administered by an independent trustee. Under the MPF scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK$25,000 (HK$20,000 prior to June 2012). Contributions to the scheme vest immediately.

The Group also operates defined contribution retirement benefits schemes for all qualifying employees in jurisdictions other than the PRC and Hong Kong with contributions to the schemes at 3% - 10% of the gross salaries.

The Group has no other obligation for the payment of the employees' retirement and other post-retirement benefits other than the contributions described above.

27 Equity settled share-based transactions

Pre-IPO Scheme

Pursuant to written resolutions of all shareholders of the Company on 19 October 2005, the Company adopted a Pre-IPO share option scheme ("Pre-IPO Scheme").

The purpose of the Pre-IPO Scheme is to recognise the contribution of certain directors and employees of the Group to the growth of the Group and/or the listing of shares on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited ("the Stock Exchange").

The subscription price for each share is HK$0.2383 (adjusted for the effect of capitalisation issue in May 2007) which was determined after taking into account the grantees' substantial contributions to the growth and development of the Group.

The total number of shares subject to the Pre-IPO Scheme is 18,252,000 ordinary shares (adjusted for the effect of capitalisation issue) representing approximately 6.34% of the total issued share capital of the Company. During the year, 432,000 (2012: Nil) share options were exercised and the Company had nil (2012: 432,000) share option outstanding as at the end of the reporting period.

No further share options will be offered or granted under the Pre-IPO Scheme after the termination date i.e. 21 November 2005.

The options granted under the Pre-IPO Scheme can only be exercised by the grantees after the later of twelve months following the listing date (i.e. 28 November 2005) or such period as may be required by the Stock Exchange for the options granted under the Pre-IPO Scheme to be subject to lock-up restrictions.

If the grantee maintains continuous status of an employee for every 6 months, an additional 10% of the option granted is vested and exercisable. The accumulated vested portion of this option may not be exercised later than 10 years from the date on which the grantee accepts the options.

Notes to the Financial Statements

(Expressed in United States dollars unless otherwise indicated)

27 Equity settled share-based transactions *(Continued)*

Share Option Scheme

In addition, pursuant to the resolutions passed by all the shareholders on 20 October 2005 and 20 August 2009, the Company has adopted a share option scheme ("Share Option Scheme").

The purpose of the Share Option Scheme is to provide incentives or rewards to the participants (as defined below) for their contribution to the Group and/or enable the Group to recruit and retain high-caliber employees and to improve the loyalty of the employees.

The directors may, at their discretion, invite any participant (the "Participants") being any employee, executive directors, non-executive directors, certain consultants, suppliers and customers of the Group who, in the sole discretion of the boards, have contributed to the Group. Upon acceptance of the option, the grantee shall pay HK$1 to the Company as consideration for the grant.

The limit on the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes in force from time to time must not in aggregate exceed 30% of the shares in issue from time to time (the "Scheme Limit").

Subject to the Scheme Limit, the Company may grant options of up to 10% of the issued share capital of the Company as at the date of adoption of the Share Option Scheme ("Scheme Mandate Limit"). Options lapsed in accordance with the terms of the Share Option Scheme will not be counted for the purpose of calculating the 10% limit.

The Company may renew the Scheme Mandate Limit at any time subject to the approval of the shareholders. However, the Scheme Mandate Limit as "refreshed" must not exceed 10% of the shares in issue as at the date of approval of the renewed limit. Options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed in accordance with the Share Option Scheme or exercised options) will not be counted for the purpose of calculating the limit as "refreshed".

Unless approved by the shareholders, the total number of shares issued and to be issued upon exercise of the options granted to each Participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the issued share capital of the Company from time to time. Any further grant of options in excess of the limit must be subject to the shareholders' approval with such Participant and his associates abstaining from voting.

The exercise price must be at least the highest of: (a) the closing price of the Company's shares as stated in the daily quotations sheet of the Stock Exchange on the date of grant, which must be a business day; (b) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant; and (c) the nominal value of the Company's shares.

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined and notified by the directors of the Company to each grantee of the option which period may commence on a day after the date upon which the option is granted but shall and in any event be not later than ten years from the date of grant. Unless otherwise determined by the directors of the Company at their sole discretion, there is no requirement of a minimum period for which a share option must be held.

During the year, 7,540,000 (2012: 890,000) share options under the Share Option Scheme were exercised and 5,075,000 (2012: 1,390,000) share options were forfeited.

27 Equity settled share-based transactions *(Continued)*

(a) The terms and conditions of the grants that existed during the years are as follows, whereby all options are settled by physical delivery of shares:

	Number of instruments	Vesting conditions	Contractual life of options
Options granted to directors:			
on 29 December 2008	2,630,000	Note	10 years
Options granted to employees:			
on 19 October 2005	432,000	Note	10 years
on 10 May 2007	5,582,000	Note	10 years
on 12 November 2007	7,960,000	Note	10 years
on 15 January 2008	2,000,000	Note	10 years
on 12 August 2008	1,700,000	Note	10 years
on 29 December 2008	6,640,000	Note	10 years
on 18 September 2009	16,950,000	Note	10 years
on 1 September 2010	7,770,000	Note	10 years
on 21 February 2011	2,400,000	Note	10 years
on 4 September 2012	10,780,000	Note	10 years
on 30 August 2013	6,025,000	Note	10 years
Total share options	70,869,000		

Note: The vesting period of the options is 5 years, starting from the date of grant and becomes vested at stepped semi-annual increments of 10% of the total options originally granted for a period of 5 years from the date of grant.

Notes to the Financial Statements

(Expressed in United States dollars unless otherwise indicated)

27 Equity settled share-based transactions *(Continued)*

(b) The number and weighted average exercise prices of share options are as follows:

	2013 Weighted average exercise price	2013 Number of options	2012 Weighted average exercise price	2012 Number of options
Outstanding at the beginning of the year	**HK$2.12**	**62,564,000**	HK$2.35	54,064,000
Exercised during the year	**HK$1.06**	**(7,972,000)**	HK$0.54	(890,000)
Forfeited during the year	**HK$2.36**	**(5,075,000)**	HK$3.65	(1,390,000)
Granted during the year	**HK$2.90**	**6,025,000**	HK$1.02	10,780,000
Outstanding at the end of the year	**HK$2.33**	**55,542,000**	HK$2.12	62,564,000
Exercisable at the end of the year	**HK$2.66**	**34,613,000**	HK$2.69	35,470,000

The weighted average share price at the date of exercise for share options exercised during the year was HK$2.52 (2012: HK$1.12).

The options outstanding at 31 December 2013 had an exercise price of HK$2.43, HK$5.6, HK$5.23, HK$2.32, HK$0.54, HK$2.06, HK$1.27, HK$1.97, HK$1.02 and HK$2.9 (2012: HK$0.2383, HK$2.43, HK$5.6, HK$5.23, HK$2.32, HK$0.54, HK$2.06, HK$1.27, HK$1.97 and HK$1.02) and a weighted average remaining contractual life of 6.32 years (2012: 6.77 years).

(c) Fair value of share options and assumptions

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted is measured based on the Binomial Model. The contractual life of the share option is used as an input into this model. Expectation of early exercise are incorporated into the Binomial Model.

Fair value of share options and assumptions

Grant date	**30 August 2013**	4 September 2012	21 February 2011	1 September 2010	18 September 2009	29 December 2008	12 August 2008	15 January 2008	12 November 2007	10 May 2007	19 October 2005
Fair value at measurement date	**$0.24**	$0.08	$0.11	$0.07	$0.12	$0.03	$0.12	$0.27	$0.29	$0.13	$0.09
Share price	**HK$2.9**	HK$1.01	HK$1.9	HK$1.2	HK$2.06	HK$0.54	HK$2.32	HK$5.22	HK$5.6	HK$2.43	HK$0.6083
Exercise price	**HK$2.9**	HK$1.02	HK$1.97	HK$1.27	HK$2.06	HK$0.54	HK$2.32	HK$5.23	HK$5.6	HK$2.43	HK$0.2383
Expected volatility	**72%**	76%	49%	50%	50%	45%	41%	42%	42%	42%	51%
Option life	**10 years**	10 years	10 years	10 years	10 years	10 years	10 years	10 years	10 years	10 years	10 years
Expected dividends	**Nil**	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Risk-free interest rate (based on Exchange Fund Notes)	**2.34%**	0.65%	2.86%	1.93%	2.36%	1.235%	3.38%	2.8%	3.45%	4.24%	4.58%

The expected volatility is based on the historic volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on public available information. Expected dividends are based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

28 Capital and reserves

(a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

The Company

	Share capital $'000	Share premium $'000	Exchange reserve $'000	Employee share-based compensation reserve $'000	Accumulated losses $'000	Total $'000
Balance at 1 January 2012	8,770	120,043	951	5,828	(1,673)	133,919
Changes in equity in 2012:						
Total comprehensive income for the year	–	–	311	–	(2,356)	(2,045)
Shares issued under share option schemes (note 28(b)(ii))	11	77	–	(26)	–	62
Equity-settled share-based transactions	–	–	–	510	–	510
Balance at 31 December 2012 and 1 January 2013	**8,781**	**120,120**	**1,262**	**6,312**	**(4,029)**	**132,446**
Changes in equity in 2013:						
Total comprehensive income for the year	**–**	**–**	**–**	**–**	**(1,546)**	**(1,546)**
Shares issued under share option schemes (note 28(b)(ii))	**103**	**1,491**	**–**	**(503)**	**–**	**1,091**
Equity-settled share-based transactions	**–**	**–**	**–**	**252**	**–**	**252**
Balance at 31 December 2013	**8,884**	**121,611**	**1,262**	**6,061**	**(5,575)**	**132,243**

Notes to the Financial Statements

(Expressed in United States dollars unless otherwise indicated)

28 Capital and reserves *(Continued)*

(b) Share capital

(i) Authorised and issued share capital

	2013 No. of shares '000	2013 Amount $'000	2012 No. of shares '000	2012 Amount $'000
Authorised:				
Ordinary share of HK$0.1 each	**2,000,000**	**25,746**	2,000,000	25,746
Ordinary shares, issued and fully paid:				
At 1 January	**682,782**	**8,781**	681,892	8,770
Shares issued under share option schemes	**7,972**	**103**	890	11
At 31 December	**690,754**	**8,884**	682,782	8,781

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

(ii) Shares issued under share option schemes

During the year ended 31 December 2013, options were exercised to subscribe for 7,972,000 ordinary shares (2012: 890,000 ordinary shares) in the Company at a consideration of $1,091,000 (2012: $62,000) of which $103,000 (2012: $11,000) was credited to share capital and the balance of $988,000 (2012: $51,000) was credited to the share premium account. $503,000 (2012: $26,000) has been transferred from the employee share-based payment reserve to the share premium account in accordance with the policy set out in note 1(q)(ii).

28 Capital and reserves *(Continued)*

(b) Share capital *(Continued)*

(iii) Terms of unexpired and unexercised share options at the end of the reporting period

Exercise period	Exercise price	2013 Number	2012 Number
29 November 2005 to 18 October 2015	HK$0.2383	–	432,000
10 November 2007 to 9 May 2017	HK$2.43	**4,282,000**	5,582,000
12 May 2008 to 11 November 2017	HK$5.60	**6,390,000**	7,240,000
15 July 2008 to 14 January 2018	HK$5.23	**2,000,000**	2,000,000
12 February 2009 to 11 August 2018	HK$2.32	**1,700,000**	1,700,000
29 June 2009 to 28 December 2018	HK$0.54	**3,905,000**	8,160,000
18 March 2010 to 17 September 2019	HK$2.06	**13,220,000**	16,500,000
1 March 2011 to 31 August 2020	HK$1.27	**6,240,000**	7,770,000
21 August 2011 to 20 February 2021	HK$1.97	**2,400,000**	2,400,000
4 March 2013 to 3 September 2022	HK$1.02	**9,380,000**	10,780,000
28 February 2014 to 29 August 2023	HK$2.90	**6,025,000**	–
		55,542,000	62,564,000

Each option entitles the holder to subscribe for one ordinary share in the Company. Further details of these options are set out in note 27 to the financial statements.

(c) Nature and purpose of reserves

(i) Share premium

Under the Companies Law (Revised) of the Cayman Islands, the fund in the share premium account of the Company is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

(ii) Merger reserve

The merger reserve represents the difference between the nominal value of the share capital of the subsidiaries acquired as a result of the restructuring exercise in 2004 and the nominal value of the Company's shares issued in exchange thereof.

(iii) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign subsidiaries and associates. The reserve is dealt with in accordance with the accounting policies set out in note 1(u).

(iv) Employee share-based compensation reserve

The employee share-based compensation reserve represents the fair value of the actual or estimated number of unexercised share options granted to employees of the Group recognised in accordance with the accounting policy adopted for share-based payments in note 1(q)(ii).

(v) Capital reserve

The capital reserve represents the excess of capital contribution over the nominal value of the registered capital of TSC(Qingdao).

Notes to the Financial Statements

(Expressed in United States dollars unless otherwise indicated)

28 Capital and reserves *(Continued)*

(c) Nature and purpose of reserves *(Continued)*

(vi) Revaluation reserve

The revaluation reserve represents the fair value adjustment to the interest previously held by the Group as an associate upon the acquisition of TSCUK.

(vii) Reserve funds

The Articles of Association of certain PRC subsidiaries require the appropriation of 10% of their profit after tax each year, based on their statutory audited financial statements, to the reserve funds until the balance reaches 50% of the registered capital of the respective PRC subsidiaries. The reserve funds may be capitalised as the paid-in capital of these subsidiaries.

(d) Distributability of reserves

The Company's reserves available for cash distribution and/or distribution in specie to equity shareholders of the Company as at 31 December 2013, as computed in accordance with the Companies Law (Revised) of the Cayman Islands amounted to $116,036,000 (2012: $116,091,000).

(e) Dividend

The directors do not recommend the payment of a dividend for the year ended 31 December 2013 (2012: $Nil).

(f) Capital management

The Group's primary objectives when managing capital are to maintain a strong credit rating and healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it, in the light of changes in economic conditions. The Group reviews the capital structure on a regular basis and considers the cost of capital and the associated risks. Based on recommendations of the board of directors, the Group will balance its overall capital structure through adjusting the amount of dividends payable to shareholders, new shares issues or new debt financing. No changes were made in the objectives, policies or processes during the years ended 31 December 2012 and 2013.

The Group monitors capital with reference to its debt position. The Group's strategy is to maintain the gearing ratio, being the Group's total liabilities to equity shareholders' funds, under 100%. The gearing ratio as at 31 December 2013 was 77% (2012: 71%).

Except for the bank loans which require the fulfilment of covenants relating to certain financial ratios as disclosed in note 23 to the financial statements, neither the Company nor any of its subsidiaries is subject to externally imposed capital requirements.

29 Financial risk management and fair values

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

The Group's credit risk is primarily attributable to trade and other receivables. Management has a credit policy in place and the exposure to this credit risk is monitored on an ongoing basis.

In respect of trade and other receivables, individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Credit terms offered by the Group to its customers are set out in note 18(a) to the financial statements.

The credit risk on cash at bank and pledged bank deposits is limited as the counterparties are banks with sound credit standing. Given their high credit standing, management does not expect any counterparty fail to meet its obligations.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period, 27% (2012: 26%) and 55% (2012: 52%) of the total trade debtors and bills receivable and gross amount due from customers for contract work was due from the Group's largest customer and the five largest customers respectively.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position after deducting any impairment allowance. The Group does not provide any guarantees which would expose the Group to credit risk.

Further quantitative disclosure in respect of the Group's exposure to credit risk arising from trade and other receivables are set out in note 18.

(b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the Company's board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

Notes to the Financial Statements

(Expressed in United States dollars unless otherwise indicated)

29 Financial risk management and fair values *(Continued)*

(b) Liquidity risk *(Continued)*

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's and the Company's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group and the Company can be required to pay:

Group

	2013 Contractual undiscounted cash outflow						2012 Contractual undiscounted cash outflow					
	Within 1 year or on demand $'000	More than 1 year but within 2 years $'000	More than 2 years but within 5 years $'000	More than 5 years $'000	Total $'000	Carrying amount at 31 December $'000	Within 1 year or on demand $'000	More than 1 year but within 2 years $'000	More than 2 years but within 5 years $'000	More than 5 years $'000	Total $'000	Carrying amount at 31 December $'000
Trade and other payables	101,980	1,125	2,162	–	105,267	105,267	86,623	–	–	–	86,623	86,623
Bank loans	30,760	301	564	228	31,853	30,416	29,928	792	1,470	2,885	35,075	32,146
Bond	391	391	6,916	–	7,698	6,453	–	–	–	–	–	–
	133,131	1,817	9,642	228	144,818	142,136	116,551	792	1,470	2,885	121,698	118,769

Company

	2013 Contractual undiscounted cash outflow						2012 Contractual undiscounted cash outflow					
	Within 1 year or on demand $'000	More than 1 year but within 2 years $'000	More than 2 years but within 5 years $'000	More than 5 years $'000	Total $'000	Carrying amount at 31 December $'000	Within 1 year or on demand $'000	More than 1 year but within 2 years $'000	More than 2 years but within 5 years $'000	More than 5 years $'000	Total $'000	Carrying amount at 31 December $'000
Other payables and accrued charges	577	–	–	–	577	577	572	–	–	–	572	572
Amounts due to subsidiaries	23	–	–	–	23	23	21	–	–	–	21	21
	600	–	–	–	600	600	593	–	–	–	593	593

29 Financial risk management and fair values *(Continued)*

(c) Interest rate risk

The Group's interest rate risk arises primarily from the Group's cash at bank and in hand, pledged bank deposits, bank loans and other borrowings. Borrowings issued at variable rates and at fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. The Group does not use financial derivatives to hedge against the interest rate risk. The Group's interest rate profile as monitored by management is set out in (i) below.

(i) Interest rate profile

The following table details the interest rate profile of the Group's and the Company's net borrowings (being interest-bearing financial liabilities less cash at bank and in hand and pledged bank deposits) at the end of the reporting period.

Group

	2013 Effective interest rate	2013 $'000	2012 Effective interest rate	2012 $'000
Fixed rate borrowings:				
Bank loans	**4.25% - 7.32%**	**6,975**	4.25% - 6.90%	22,924
Bond	**9.71%**	**6,453**	–	–
		13,428		22,924
Variable rate borrowings/ (deposits):				
Bank loans	**4.01% - 7.04%**	**23,441**	6.00% - 7.98%	9,222
Less: Pledged bank deposits	**0.50%**	**(2,718)**	0.50%	(3,356)
Cash at bank and in hand	**0.01% - 1.55%**	**(37,909)**	0.01% - 1.49%	(30,988)
		(17,186)		(25,122)
Total net deposits		**(3,758)**		(2,198)

Notes to the Financial Statements

(Expressed in United States dollars unless otherwise indicated)

29 Financial risk management and fair values *(Continued)*

(c) Interest rate risk *(Continued)*

(i) Interest rate profile *(Continued)*

Company

	2013		2012	
	Effective interest rate	**$'000**	Effective interest rate	$'000
Variable rate deposits:				
Cash at bank and in hand	**0.01%**	**(348)**	0.01%	(86)

(ii) Sensitivity analysis

At 31 December 2013, it is estimated that a general increase/decrease of one percentage point in interest rates, with all other variables held constant, would have increased/decreased the Group's profit before tax by approximately $172,000 (2012: $251,000).

The sensitivity analysis above indicates the instantaneous change in the Group's profit before tax that would arise assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to re-measure those financial instruments held by the Group which expose the Group to fair value interest rate risk at the end of the reporting period. In respect of the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the end of the reporting period, the impact on the Group's profit before tax is estimated as an annualised impact on interest expense or income of such a change interest rates. The analysis is performed on the same basis for 2012.

29 Financial risk management and fair values *(Continued)*

(d) Currency risk

(i) Forecast transactions

The Group is exposed to currency risk primarily through sales and purchases which give rise to receivables, payables and cash balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which they relate. Most of the Group's subsidiaries in the PRC carried out production locally with RMB as functional currency while over 50% of the Group's turnover was denominated in United States dollars. At 31 December 2013, no related hedges were made by the Group.

RMB is not freely convertible into foreign currencies. All foreign exchange transactions involving RMB take place through the People's Bank of China or other institutions authorised to buy and sell foreign currencies. The exchange rate adopted for the foreign exchange transactions are the rates of exchange quoted by the People's Bank of China that are determined largely by supply and demand.

(ii) Exposure to currency risk

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in United States dollars, translated using the spot rate at the year end date. Differences resulting from the translation of the financial statements of foreign operations into the Group's presentation currency are excluded.

Group

	Exposure to United States dollars (expressed in United States dollars)	
	2013	2012
	$'000	$'000
Trade and other receivables	**1,314**	2,181
Cash at bank and in hand	**1,575**	2,186
Trade and other payables	**(272)**	(205)
Net exposure arising from recognised assets and liabilities	**2,617**	4,162

Notes to the Financial Statements

(Expressed in United States dollars unless otherwise indicated)

29 Financial risk management and fair values *(Continued)*

(d) Currency risk *(Continued)*

(iii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's profit before tax that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant.

Group

	2013		2012	
	Increase/ (decrease) in foreign exchange rates	**Effect on profit before tax $'000**	Increase/ (decrease) in foreign exchange rates	Effect on profit before tax $'000
United States dollars	**5%**	**131**	5%	208
	(5)%	**(131)**	(5)%	(208)

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the Group entities' profit before tax measured in the respective functional currencies, translated into United States dollars at the exchange rate ruling at the end of the reporting period for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period, including inter-company payables and receivables within the Group which are denominated in a currency other than the functional currencies of the lender or the borrower. The analysis excludes differences that would result from the translation of the financial statements of foreign operations into the Group's presentation currency. The analysis is performed on the same basis for 2012.

29 Financial risk management and fair values *(Continued)*

(e) Estimation of fair values

The following summarises the major methods and assumptions used in estimating the fair values of financial instruments.

Interest-bearing loans and borrowings

The fair value is estimated as the present value of future cash flows, discounted at current market interest rates for similar financial instruments.

30 Commitments

(a) Capital commitments outstanding at 31 December 2013 not provided for in the financial statements were as follows:

	The Group	
	2013	2012
	$'000	$'000
Contracted for	**335**	896

(b) At 31 December 2013, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

	The Group	
	2013	2012
	$'000	$'000
Within 1 year	**3,195**	2,503
After 1 year but within 5 years	**6,056**	4,422
After 5 years	**2,746**	–
	11,997	6,925

The Group is the lessee in respect of certain properties under operating leases. The leases run for an initial period of one to eight years, with an option to renew the lease when all terms are renegotiated. None of the leases includes contingent rentals.

Notes to the Financial Statements

(Expressed in United States dollars unless otherwise indicated)

31 Material related party transactions

In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group entered into the following related party transactions.

(a) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 7 and certain of the highest paid employees as disclosed in note 8, is as follows:

	2013 $'000	2012 $'000
Salaries and other emoluments	4,072	3,964
Share-based payments	194	189
Retirement scheme contributions	63	47
	4,329	4,200

Total remuneration is included in "staff costs" (see note 5(b)).

(b) Transactions with related companies

The Group entered into the following related party transactions with subsidiaries of a substantial shareholder of the Group:

	2013 $'000	2012 $'000
Sales of capital equipment and packages	44,213	55,479

In the opinion of the Company's directors, the above transactions were carried out on normal commercial terms and in the ordinary course of business.

(c) Applicability of the Listing Rules relating to connected transactions

The related party transactions in respect of note 31(b) above constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules. The amounts of connected transactions and continuing connected transactions were $nil (2012: $2,150,000) and $44,213,000 (2012: $53,329,000) respectively. The disclosures of continuing connected transactions required by Chapter 14A of the Listing Rules are provided in section "Related Party Transactions" of the Report of the Directors and details of the connected transactions were announced on 16 July 2007 and included in the circular dated 7 August 2007.

32 Comparative figures

Certain comparative figures have been reclassified to conform to the current year's presentation. Certain staff costs included in general and administrative expenses in the prior year were reclassified to cost of sales to conform to current year's presentation.

33 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2013

Up to the date of issue of these financial statements, the HKICPA has issued a few amendments and a new standard which are not yet effective for the year ended 31 December 2013 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group.

	Effective for accounting periods beginning on or after
Amendments to HKAS 32, *Offsetting financial assets and financial liabilities*	1 January 2014
Amendments to HKAS 39, *Novation of derivatives and continuation of hedge accounting*	1 January 2014

The Group is in the process of making an assessment of what the impact of these amendments and new standard is expected to be in the period of initial application but is not yet in a position to state whether these amendments and new standard would have a significant impact on the consolidated financial statements.

Five Years Financial Summary

The following is a summary of the consolidated results, assets and liabilities of the Group prepared on the basis set out in notes.

CONSOLIDATED RESULTS

	2013 US$'000	2012 US$'000	2011 US$'000	2010 US$'000	2009 US$'000
Turnover	**201,928**	183,742	139,496	143,455	112,842
Cost of sales	**(138,151)**	(127,322)	(86,421)	(91,189)	(91,578)
Gross profit	**63,777**	56,420	53,075	52,266	21,264
Other revenue and net income	**1,981**	1,349	2,276	2,143	1,194
Selling and distribution expenses	**(7,000)**	(6,722)	(6,654)	(5,539)	(4,884)
General and administration expenses	**(32,961)**	(33,021)	(35,610)	(28,035)	(22,910)
Other operating expenses	**(4,934)**	(4,128)	(5,125)	(4,409)	(9,051)
Finance costs	**(3,372)**	(2,281)	(1,722)	(1,406)	(1,338)
Share of results of associate	**(54)**	(37)	(113)	38	1,399
Profit/(loss) before taxation	**17,437**	11,580	6,127	15,058	(14,326)
Income tax (expense)/credit	**(2,138)**	(3,400)	(2,096)	(1,467)	4,088
Profit/(loss) for the year	**15,299**	8,180	4,031	13,591	(10,238)

ASSETS AND LIABILITIES

	As at 31 December				
	2013 US$'000	2012 US$'000	2011 US$'000	2010 US$'000	2009 US$'000
Non-current assets	**96,054**	95,168	94,054	94,715	91,882
Current assets	**258,626**	216,708	171,157	162,102	132,011
Current liabilities	**(142,664)**	(122,073)	(85,220)	(83,532)	(76,736)
Net current assets	**115,962**	94,635	85,937	78,570	55,275
Non-current liabilities	**(7,772)**	(4,702)	(6,270)	(6,554)	(7,114)
Net assets	**204,244**	185,101	173,721	166,731	140,043

Notes:

1. *The summary of consolidated results of the Group includes the results of the Company and its subsidiaries as if the current Group structure had been in existence throughout the financial periods, or from the respective dates of the incorporation where this is a shorter period. The consolidated results of the Group for the years ended 31 December 2013 are as set out on page 53 to 54 of the audited financial statements.*

2. *The consolidated balance sheet of the Group as at 31 December 2013 are as set out on pages 55 to 56 of the audited financial statements.*

Corporate Information

BOARD OF DIRECTORS

Executive Directors

Mr. Jiang Bing Hua *(Executive Chairman)*
Mr. Zhang Menggui, Morgan *(Chief Executive Officer)*

Non-executive Directors

Mr. Jiang Longsheng
Mr. Brian Chang
Mr. Yu Yuqun

Independent non-executive Directors

Mr. Chan Ngai Sang, Kenny
Mr. Bian Junjiang
Mr. Guan Zhichuan
Mr. Robert William Fogal Jr

COMPLIANCE OFFICER

Mr. Zhang Menggui, Morgan

CHIEF FINANCIAL OFFICER

Mr. Lim Joo Heng, Paul

COMPANY SECRETARY

Ms. Cheung Wai Sze, Candy

AUTHORISED REPRESENTATIVES

Mr. Zhang Menggui, Morgan
Mr. Jiang Bing Hua

AUDIT COMMITTEE

Mr. Chan Ngai Sang, Kenny *(Chairman)*
Mr. Bian Junjiang
Mr. Guan Zhichuan

REMUNERATION COMMITTEE

Mr. Bian Junjiang *(Chairman)*
Mr. Zhang Menggui, Morgan
Mr. Jiang Bing Hua
Mr. Chan Ngai Sang, Kenny
Mr. Guan Zhichuan

COMPLIANCE COMMITTEE

Mr. Zhang Menggui, Morgan *(Chairman)*
Mr. Bian Junjiang
Mr. Chan Ngai Sang, Kenny
Mr. Guan Zhichuan
Mr. Chung Man Lai, Desmond
Ms. Cheung Wai Sze, Candy

NOMINATION COMMITTEE

Mr. Jiang Bing Hua *(Chairman)*
Mr. Zhang Menggui, Morgan
Mr. Chan Ngai Sang, Kenny
Mr. Bian Junjiang
Mr. Guan Zhichuan

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Hong Kong

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Standard Chartered Bank
China Construction Bank, Qingdao Branch
China Construction Bank, Shaanxi Branch
Hi-Tech Development Zone Sub-branch
Bank of Communications, Qingdao Branch
Evergrowing Bank
Metrobank N.A.
The Royal Bank of Scotland

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STOCK CODE

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