



**KaShui**<sup>1980</sup>

Ka Shui International Holdings Limited  
嘉瑞國際控股有限公司

Incorporated in the Cayman Islands with Limited Liability  
於開曼群島註冊成立的有限公司

Stock Code 股份代號：822

**專業服務**

**源自持續創新**

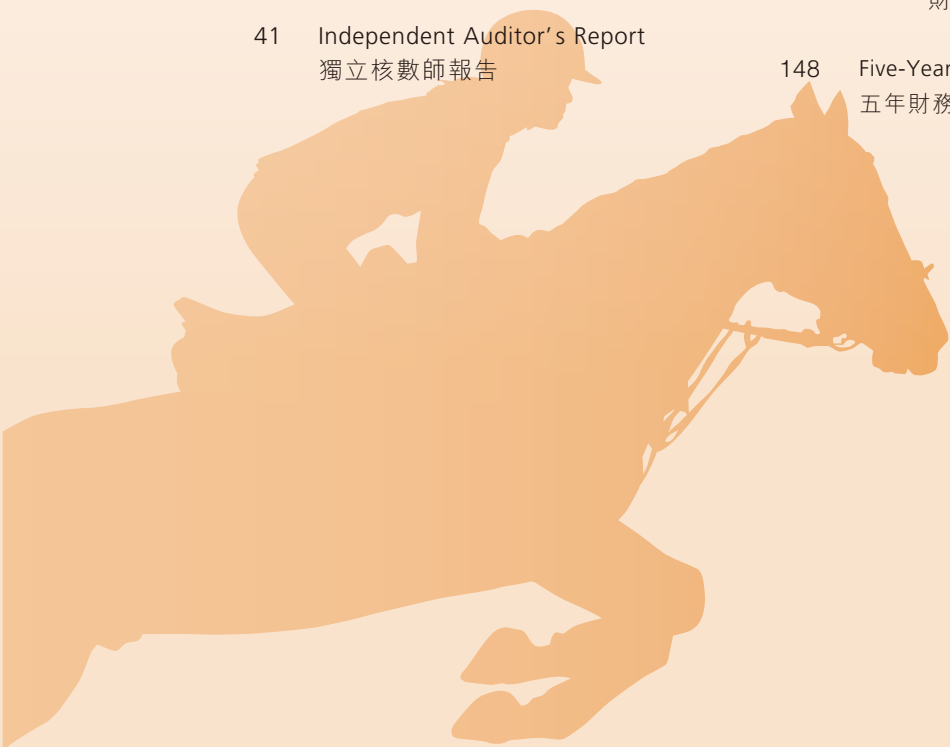
**Professional Services  
Come from  
Continuous Innovation**

ANNUAL REPORT **2013** 年報

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# CORPORATE INFORMATION

## 公司資料

### DIRECTORS

#### Executive Directors

Mr. Lee Yuen Fat (*Chairman*)  
Dr. Keung Wing Ching (*Vice Chairman and Chief Executive Officer*)  
Mr. Wong Wing Chuen  
Mr. Chan Tat Cheong, Alan

#### Independent Non-Executive Directors

Mr. Sun Kai Lit Cliff BBS, JP  
Ir Dr. Lo Wai Kwok BBS, MH, JP  
Mr. Yeow Hoe Ann John  
Mr. Andrew Look

### AUTHORISED REPRESENTATIVES

Dr. Keung Wing Ching  
Mr. Chan Tat Cheong, Alan

### COMPANY SECRETARY

Ms. Yam Suk Yee Celia

### AUDIT COMMITTEE

Mr. Yeow Hoe Ann John  
Mr. Sun Kai Lit Cliff BBS, JP  
Ir Dr. Lo Wai Kwok BBS, MH, JP  
Mr. Andrew Look

### NOMINATION COMMITTEE

Mr. Sun Kai Lit Cliff BBS, JP  
Ir Dr. Lo Wai Kwok BBS, MH, JP  
Mr. Yeow Hoe Ann John  
Mr. Andrew Look  
Dr. Keung Wing Ching

### REMUNERATION COMMITTEE

Mr. Sun Kai Lit Cliff BBS, JP  
Ir Dr. Lo Wai Kwok BBS, MH, JP  
Mr. Yeow Hoe Ann John  
Mr. Andrew Look  
Dr. Keung Wing Ching

### REGISTERED OFFICE

Clifton House, 75 Fort Street  
P.O. Box 1350 GT, George Town  
Grand Cayman, Cayman Islands

### 董事

#### 執行董事

李遠發先生(主席)  
姜永正博士(副主席兼行政總裁)  
黃永銓先生  
陳達昌先生

#### 獨立非執行董事

孫啟烈先生BBS, 太平紳士  
盧偉國博士BBS, MH, 太平紳士  
姚和安先生  
陸東先生

#### 授權代表

姜永正博士  
陳達昌先生

#### 公司秘書

任淑儀小姐

#### 審核委員會

姚和安先生  
孫啟烈先生BBS, 太平紳士  
盧偉國博士BBS, MH, 太平紳士  
陸東先生

#### 提名委員會

孫啟烈先生BBS, 太平紳士  
盧偉國博士BBS, MH, 太平紳士  
姚和安先生  
陸東先生  
姜永正博士

#### 薪酬委員會

孫啟烈先生BBS, 太平紳士  
盧偉國博士BBS, MH, 太平紳士  
姚和安先生  
陸東先生  
姜永正博士

#### 註冊辦事處

Clifton House, 75 Fort Street  
P.O. Box 1350 GT, George Town  
Grand Cayman, Cayman Islands

# CORPORATE INFORMATION (CONTINUED)

## 公司資料(續)

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1210, Exchange Tower  
33 Wang Chiu Road, Kowloon Bay  
Kowloon, Hong Kong

### 香港主要營業地點

香港九龍  
九龍灣宏照道33號  
國際交易中心1210室

### PRINCIPAL PLACE OF BUSINESS IN THE PEOPLE'S REPUBLIC OF CHINA (THE "PRC")

Fenghuang Road East Section  
Pinghu Town, Longgang District  
Shenzhen, the PRC

### 中華人民共和國(「中國」)主要 營業地點

中國深圳市  
龍崗區平湖鎮  
鳳凰路東段

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

### 主要股份過戶登記處

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

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

### 香港股份過戶登記分處

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

### AUDITOR

RSM Nelson Wheeler

### 核數師

中瑞岳華(香港)會計師事務所

### PRINCIPAL BANKERS

Standard Chartered Bank (Hong Kong) Limited  
Hang Seng Bank Limited  
DBS Bank (Hong Kong) Limited  
Australia and New Zealand Banking Group Limited

### 主要往來銀行

渣打銀行(香港)有限公司  
恒生銀行有限公司  
星展銀行(香港)有限公司  
澳盛銀行集團有限公司

### WEBSITE

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

### 網址

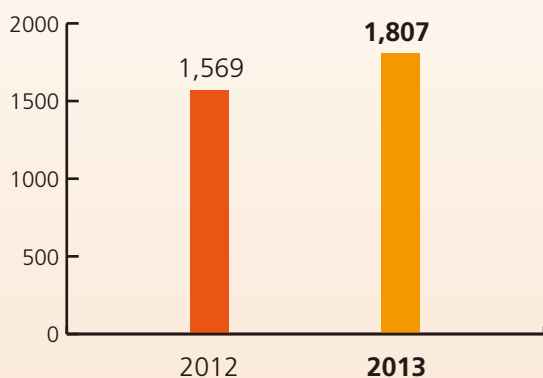
[www.kashui.com](http://www.kashui.com)

# FINANCIAL HIGHLIGHTS

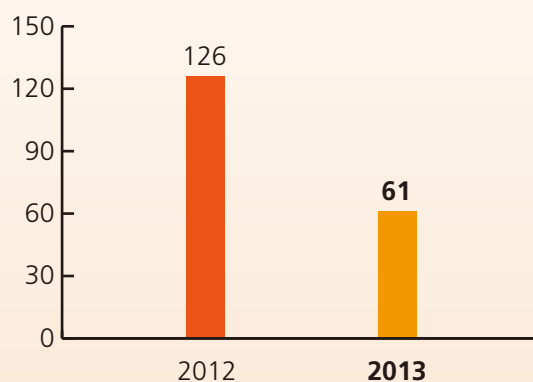
## 財務概要

|  |              | <b>2013</b>      | 2012      |
|--|--------------|------------------|-----------|
|  |              | <b>HK\$'000</b>  | HK\$'000  |
| Turnover                                     | 營業額          | <b>1,806,585</b> | 1,568,958 |
| Profit attributable to owners of the Company | 本公司權益持有人應佔溢利 | <b>60,542</b>    | 125,894   |
| Basic earnings per share (HK cents)          | 每股基本盈利(港仙)   | <b>6.78</b>      | 14.16     |
| Total dividends per share (HK cents)         | 每股總股息(港仙)    | <b>9.90</b>      | 9.90      |
| Interim dividend paid per share (HK cents)   | 已付每股中期股息(港仙) | <b>2.60</b>      | 1.60      |
| Proposed final dividend per share (HK cents) | 建議派發末期股息(港仙) | <b>7.30</b>      | 8.30      |
| Dividend payout ratio                        | 派息比率         | <b>146.0%</b>    | 70.0%     |

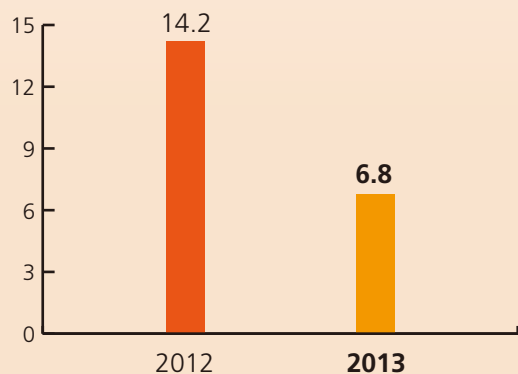
Revenues (HK\$million)  
收入(百萬港元)



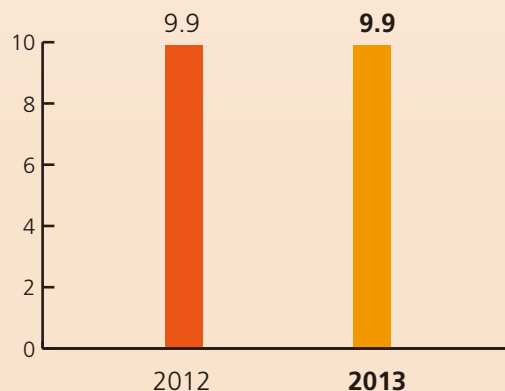
Profit attributable to owners of the Company (HK\$million)  
本公司權益持有人應佔溢利(百萬港元)



Basic earnings per share (HK cents)  
每股基本溢利(港仙)



Total dividends per share (HK cents)  
每股總股數(港仙)



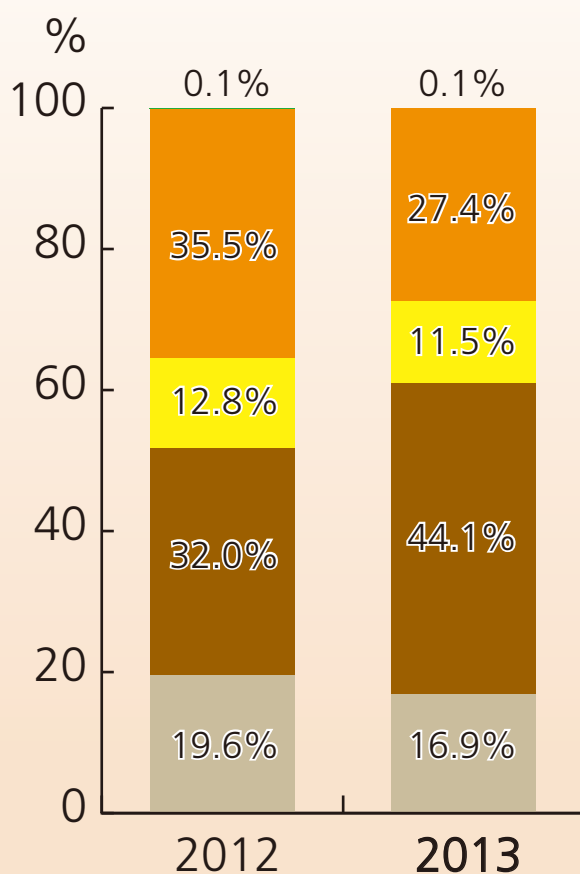
# FINANCIAL HIGHLIGHTS (CONTINUED)

## 財務概要 (續)

### Turnover percentage by business segments

按業務分部的營業額百分率

- Zinc alloy die casting  
鋅合金壓鑄
- Magnesium alloy die casting  
鎂合金壓鑄
- Aluminium alloy die casting  
鋁合金壓鑄
- Plastic injection  
塑膠注塑
- Lighting products  
照明產品



# KEY INFORMATION FOR SHAREHOLDERS

## 股東主要資料

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### FINANCIAL CALENDAR

Announcement of 2013 Annual Results  
24 March 2014

Annual General Meeting  
16 May 2014

Ex-dividend Date for 2013 Final Dividend  
21 May 2014

2013 Final Dividend Payment Date  
9 June 2014

### STOCK CODE

822

### BOARD LOT

2,000 Shares

### INVESTOR RELATIONS

Ms. Celia Yam  
Company Secretary  
Ka Shui International Holdings Limited  
Room 1210, Exchange Tower  
33 Wang Chiu Road, Kowloon Bay  
Hong Kong  
Tel: (852) 2414 0456  
Fax: (852) 2412 1743  
Email: celia.yam@kashui.com

### 財務日誌

二零一三年全年業績公佈  
二零一四年三月二十四日

股東週年大會  
二零一四年五月十六日

二零一三年末期股息除淨日期  
二零一四年五月二十一日

二零一三年末期股息派發日期  
二零一四年六月九日

### 股份編號

822

### 每手股數

2,000股

### 投資者關係

任淑儀小姐  
公司秘書  
嘉瑞國際控股有限公司  
香港九龍灣  
宏照道33號  
國際交易中心1210室  
電話：(852) 2414 0456  
傳真：(852) 2412 1743  
電郵：celia.yam@kashui.com

Dear Shareholders,

On behalf of the Board of Directors of Ka Shui International Holdings Limited (the "Company"), I am pleased to present you the audited annual results of the Company and its subsidiaries (collectively "the Group") for the year ended 31 December 2013.

Notwithstanding the challenging external market conditions, the Group's turnover has still recorded a growth of 15.1% to HK\$1,806,585,000 (2012: HK\$1,568,958,000) which was mainly driven by the robust growth of our magnesium alloy notebook computer casings business. Meanwhile, gross profit also increased by 12.6% to HK\$398,416,000 (2012: HK\$353,705,000). Unfortunately, a fire accident took place in one of the Group's production bases in Shenzhen, the PRC on 27

致各位股東：

本人謹代表嘉瑞國際控股有限公司（「本公司」）董事會，欣然向閣下提呈本公司及其附屬公司（統稱為「本集團」）截至二零一三年十二月三十一日止年度之經審核全年業績。

儘管外圍市場環境充滿挑戰，本集團之營業額仍然錄得15.1%之增長至1,806,585,000港元（二零一二年：1,568,958,000港元），主要是由鎂合金筆記本電腦外殼業務所帶動。同時，毛利也上升12.6%至398,416,000港元（二零一二年：353,705,000港元）。由於本集團其中一個位於中國深圳市之生產廠房在二零一三年十一



## CHAIRMAN'S STATEMENT

## 主席報告書





## CHAIRMAN'S STATEMENT (CONTINUED) 主席報告(續)

November 2013. In this regard, the Group's gross profit margin for the year has decreased from 22.5% to 22.1% due to a temporary increase in subcontracting charges resulting from the above-mentioned fire accident together with the increase in overtime labour cost. In addition, in accordance with the relevant accounting standards, an impairment loss of HK\$52,343,000 has to be made for inventories and property, plant and equipment of the Group as a result of the fire accident. As a result, profit attributable to owners of the Company dropped by approximately 51.9% to HK\$60,542,000 (2012: HK\$125,894,000).

In response to the fire accident, contingency arrangements have been swiftly made to shift part of the production to another nearby production base of the Group in Shenzhen and to subcontract part of the affected production processes to our partners in the supply chain. Meanwhile, the Group has also relocated certain production lines to its newly constructed production plant (the second phase development) at Daya Bay, Huizhou, the PRC. Up to this moment, the Group's normal output capacity has been restored. Meanwhile, the Group has also been vigorously pursuing the insurance compensation with the relevant insurance company. However, the amount of the insurance compensation has yet to be finalized as the assessment of the loss and damage caused by the fire involves various investigations and inspections of voluminous documentations by the loss adjusters. As such, no amount of the insurance compensation has therefore been recognized in the Group's results for the year ended 31 December 2013. The Board is confident that upon finalization with the insurance company, the amount of the insurance compensation will be recognized in the Group's results for the year ending 31 December 2014.

Our magnesium alloy die casting business remained a major growth driver of the Group during the year. As consumers turn towards more compact and light-weight models of personal computers, the Group is confident that the adoption of Ultrabooks will continue to be rising, thereby bringing new business development opportunities to the notebook casing industry. Being a leading one-stop solution provider in the magnesium die casting industry for Ultrabooks, the Group is well-positioned to benefit from the growing industry trend. In this regard, the Group will continue to allocate more resources on research and development to enhance its competitive edge and production capacity, so as to accommodate various customer needs and ultimately gain a larger market share.

月二十七日發生火災，引致短暫時間本集團實施大量額外的外判加工與及勞工加班，本集團年內之毛利率由22.5%下跌至22.1%。此外，集團要按照相關會計準則須要對火災所引致存貨以及物業、廠房及設備之損失作出52,343,000港元之減值虧損。因此，本公司權益持有人應佔溢利較去年下跌約51.9%至60,542,000港元(二零一二年：125,894,000港元)。

為應對火災，本集團已迅速採取緊急應變措施，分別安排將部份生產轉移到毗鄰本集團的另一生產基地，與及將部份受影響之生產工序外判給供應鏈上的夥伴。與此同時，本集團亦將若干生產線轉移到其在中國惠州大亞灣新興建的生產廠房(第二期發展)。直到現時為止，公司已經回復正常生產產能水平。與此同時，本集團亦積極地與相關保險公司商討相關賠償金額。但由於公證行需時進行仔細調查及檢視大批量文件從而評估火災所導致之確實破壞及損失，最終賠償之金額未能確實。因此，有關之保險賠償金額未能於本集團截至二零一三年十二月三十一日止年度之業績內錄入。董事會深信，與保險公司確實後，此保險賠償金額會於本集團截至二零一四年十二月三十一日止年度之業績內確認。

本集團鎂合金壓鑄業務於本年度內仍然成為本集團之主要增長動力。由於消費者傾向選擇輕巧便攜及重量較輕之個人電腦，本集團相信採用超級本筆記本電腦之上升趨勢將會持續，並為筆記本電腦外殼壓鑄行業帶來發展機遇。作為鎂合金超級本筆記本電腦外殼製造一站式解決方案提供者，本集團將受惠於此增長之行業趨勢。有鑑於此，本集團將持續於其研發方面投放更多資源，並擴大其競爭優勢及產能以迎合不同客戶之需求，謀求獲得更大之市場份額。

# CHAIRMAN'S STATEMENT (CONTINUED)

## 主席報告(續)

In view of the phenomenal growth of popularity of smartphones, it is also expected that the global shipment volume and penetration rate of smartphones will continue to increase substantially in the forthcoming future. To capture this enormous market potential and achieve sustainable growth, the Group has strategically ramped up its efforts in new product development. This will ultimately diversify the Group's current product mix beyond the existing plastic protective casings to encompass a more versatile and functional product range. Leveraging on our expertise in die casting and plastic injection moulding, the Group is currently developing new casings for smartphones. The above endeavours will further strengthen the Group's positioning in the industry and improve its profitability.

Whilst focusing on its core competences in the manufacturing of magnesium alloy casings for notebooks, the Group is striving to further extend its expertise into the production of other 3C (communication, computer and consumer electronics) products. To realize this vision, the Group has established a joint venture in Anhui Province, the PRC in March 2013 for the research and development, sale and production of computer and communication related products and components that are primarily using magnesium alloy as a core production material. The operation of this joint venture has already commenced in the first quarter of 2014. The initial production will be magnesium alloy components for notebook computers.

The Group strives to continue its efforts in developing green technologies and energy-saving lighting solutions. The Group has been engaging in the development and marketing of plasma lighting since 2012 and is actively promoting related technology and products in respective trade fairs around the world. To further develop its lighting products' business, in August 2013, the Group has strategically acquired 60% equity interest in Topanga Asia Limited ("Topanga") which is based in Silicon Valley, the United States of America ("USA") and engaging in the research and development, manufacturing and distribution of "TOPANGA" branded plasma light source. Given the wide acceptance of energy-saving requirements in commercial and industrial lighting, the Group foresees great growth potential in this new business division and it is expected that plasma lighting will become another growing business engine of the Group in the forthcoming future.

In line with our strategy for business sustainability and enhancement of profitability, the Group has put great efforts in expanding its production capacity and business scope to meet the demand of various customers. The construction of the third phase of the Group's industrial complex in Daya Bay, Huizhou, the PRC has also been commenced and it is expected that the construction will be completed by the fourth quarter of 2014.

鑑於智能電話之受歡迎程度與日俱增，預期全球智能電話之付運量及滲透率於未來繼續大幅上升。為了捕捉此巨大之市場潛力及達至持續增長，本集團已策略性地加快對新產品之研發。此舉有助擴闊本集團之現有產品組合，在現時塑膠保護套以外增添多用途及多功能的產品範圍。憑藉其於壓鑄及塑膠注塑之專業知識，本集團現正研發新智能電話外殼。透過此等努力，本集團將能不斷強化其在業內之地位，並且增加其溢利。

除了專注其於鎂合金筆記本電腦外殼之優勢核心業務外，本集團致力進一步將其專業伸展至其他3C(通訊、電腦及消費者電子)產品之製造。朝著此目標，本集團於二零一三年三月在中國安徽省蕪湖成立合資公司，以鎂合金作為主要生產材料的電腦及通訊相關零部件產品的開發與配套產銷業務。此合資公司已於二零一四年第一季度開始營運，初步生產鎂合金筆記本電腦零部件。

本集團繼續致力發展綠色科技及節能產品。本集團自二零一二年開始研發及推廣等離子照明，並於世界各地的貿易展覽積極地推廣相關科技及產品。為了進一步發展其照明產品業務，本集團於二零一三年八月策略性收購位於美國矽谷從事研發、生產及分銷等離子光源的「TOPANGA」品牌之勁亮嘉科技有限公司(「勁亮嘉」)之60%股權。鑑於商業及工業用照明之節能要求獲得廣泛認同，本集團預期此新業務擁有巨大的增長潛力，並預期等離子照明未來將成為本集團業務之另一增長動力。

為了持續發展公司產業及提升盈利，本集團致力擴充其產能及業務以迎合不同客戶之需求。本集團位於中國惠州大亞灣工業園之第三期廠房之建築工程已經展開，預期於二零一四年第四季完成。

## CHAIRMAN'S STATEMENT (CONTINUED) 主席報告(續)

The Group has always committed to generating attractive returns for its shareholders by sustaining and implementing a high dividend payout policy. Although there was a decline in net profit of the Group for the year under review mainly resulted from the impairment loss of inventories and property, plant and equipment caused by the fire accident, the Board of Directors still recommended the payment of a final dividend of HK7.3 cents (2012: HK8.3 cents) per share for the year ended 31 December 2013 after due consideration of a recovery of the insurance compensation, the healthy financial position and the future business prospect of the Group. Taking into account the interim dividend of HK2.6 cents (2012: 1.6 cents) per share paid in September 2013, the total dividends for the year will be HK9.9 cents (2012: HK 9.9 cents) which remains the same as last year and representing a dividend payout of 146.0% (2012: 70.0%).

Looking forward, the Group will strive to steadily advance our profitability through appropriate capacity expansion, development of innovative and value-added products and exploration of new business opportunities. At the same time, we will continue to uphold stringent control on our expenses to remain financially strong for future developments. Together with our unparalleled technologies and global customer network, the Group is confident in capitalizing on all value-enhancing opportunities to increase our market share and ultimately deliver long-term and sustainable returns to shareholders.

Finally, I would like to express my sincere gratitude to our shareholders, customers, bankers and suppliers for their continuing support; our fellow board members for their proactive direction; and our management and employees for their dedicated contribution towards the continual progress of the Group.

**Lee Yuen Fat**  
Chairman

Hong Kong, 24 March 2014

本集團一貫承諾為股東帶來具吸引力之回報，並持續及實施高派息之股息政策。儘管主要由於火災所引致存貨以及物業、廠房及設備之減值虧損導致本集團於回顧年內之淨溢利下跌，經詳細考慮可收回之保險賠償、本集團健康之財務狀況及未來業務前景後，董事會仍建議派發截至二零一三年十二月三十一日止年度每股7.3港仙(二零一二年：8.3港仙)之末期股息。連同於二零一三年九月已派發之中期股息每股2.6港仙(二零一二年：1.6港仙)，全年股息總數為每股9.9港仙(二零一二年：9.9港仙)，維持去年之水平，派息比率為146.0%(二零一二年：70.0%)。

展望未來，本集團將透過適度的產能擴充、創新及增值產品之研發及開發新業務機遇藉以穩定地提升其盈利能力。與此同時，本集團將會繼續嚴格控制其支出，維持穩健之財務狀況以支援未來發展。憑藉其專門技術及全球客戶網絡，本集團有信心利用所有增值之機遇以增加市場份額，最終能為股東帶來長遠及持續的回報。

最後，本集團之持續進步全靠股東、客戶、銀行及供應商的不斷支持、我們董事會成員同仁的前瞻性指導與及管理層與員工的全情投入。本人對以上人士表示萬分謝意。

**李遠發**  
主席

二零一四年三月二十四日，香港

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### (A) FINANCIAL REVIEW

Riding on the flourishing demand for magnesium alloy notebook computer casings because of the rising penetration of Ultrabooks in the notebook computer industry, the Group sustained a steady growth for the year ended 31 December 2013, with turnover increased by 15.1% to HK\$1,806,585,000 (2012: HK\$1,568,958,000). Gross profit also reached HK\$398,416,000 (2012: HK\$353,705,000), representing a year-on-year growth of 12.6%.

Unfortunately, a fire accident took place in one of the Group's production bases in Shenzhen, the PRC on 27 November 2013. In this regard, the Group's gross profit margin for the year has decreased from 22.5% to 22.1% due to a temporary increase in subcontracting charges resulting from the above-mentioned fire accident together with the increase in overtime labour cost. In addition, in accordance with the relevant accounting standards, an impairment loss of HK\$52,343,000 has to be made for inventories and property, plant and equipment of the Group as a result of the fire accident. As a result, profit attributable to owners of the Company dropped by approximately 51.9% to HK\$60,542,000 (2012: HK\$125,894,000).

In response to the fire accident, contingency arrangements have been swiftly made to shift part of the production to another nearby production base of the Group in Shenzhen and to subcontract part of the affected production processes to our partners in the supply chain. Meanwhile, the Group has also relocated certain production lines to its newly constructed production plant (the second phase development) at Daya Bay, Huizhou, the PRC. Up to this moment, the Group's normal output capacity has been restored. Meanwhile, the Group has also been vigorously pursuing the insurance compensation with the relevant insurance company. However, the amount of the insurance compensation has yet to be finalised as the assessment of the loss and damage caused by the fire involves various investigations and inspections of voluminous documentations by the loss adjusters. As such, no amount of the insurance compensation has therefore been recognised in the Group's results for the year ended 31 December 2013. The Board is confident that upon finalisation with the insurance company, the amount of the insurance compensation will be recognised in the Group's results for the year ending 31 December 2014.

### (A) 財務回顧

由於筆記本電腦行業中超級本筆記本電腦之滲透率上升導致鎂合金筆記本電腦外殼之蓬勃需求，本集團於截至二零一三年十二月三十一日止年度持續穩定增長，營業額較去年上升15.1%至1,806,585,000港元（二零一二年：1,568,958,000港元）。毛利也按年增長12.6%至398,416,000港元（二零一二年：353,705,000港元）。

由於本集團其中一個位於中國深圳市之生產廠房在二零一三年十一月二十七日發生火災，引致短暫時間本集團實施大量額外之外判加工與及勞工加班，本集團年內之毛利率由22.5%下跌至22.1%。此外，集團要按照相關會計準則須要對火災所引致存貨以及物業、廠房及設備之損失作出52,343,000港元之減值虧損。因此，本公司權益持有人應佔溢利較去年下跌約51.9%至60,542,000港元（二零一二年：125,894,000港元）。

為應對火災，本集團已迅速採取緊急應變措施，分別安排將部份生產轉移到毗鄰本集團的另一生產基地，與及將部份受影響之生產工序外判給供應鏈上的夥伴。與此同時，本集團亦將若干生產線轉移到其在中國惠州大亞灣新興建的生產廠房（第二期發展）。直到現時為止，公司已經回復正常生產產能水平。與此同時，本集團亦積極地與相關保險公司商討相關賠償金額。但由於公證行需時進行仔細調查及檢視大批量文件從而評估火災所導致之確實破壞及損失，最終賠償之金額未能確實。因此，有關之保險賠償金額未能於本集團截至二零一三年十二月三十一日止年度之業績內錄入。董事會深信，與保險公司確實後，此保險賠償金額會於本集團截至二零一四年十二月三十一日止年度之業績內確認。

# MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

## 管理層討論及分析(續)

### (B) BUSINESS REVIEW

#### Magnesium alloy die casting business

During the year, the Group has captured the upward market trend of Ultrabooks and therefore the turnover of magnesium alloy die casting business reached a new high of HK\$797,337,000 (2012: HK\$502,616,000), representing an increase of 58.6% when compared with that of last year. Contribution from this business segment to the Group's overall turnover also increased from 32.0% to 44.1%. Being a leading one-stop solution provider in the notebook computer casing manufacturing industry, the Group will continue to devote more resources on the research and development of ultra-thin notebook computer casings with an aim to gain more market share.

#### Plastic injection moulding business

The sales performance of individual new smartphone models launched in 2013 was below expectation and hence the Group's plastic injection moulding business was inevitably affected during the year with turnover decreased by 11.1% to HK\$495,085,000 (2012: HK\$556,903,000). This segment's contribution to the Group's overall turnover was 27.4% as compared to 35.5% in last year. On the other hand, the latest market information has shown that there will be an anticipation for the launch of new smartphone models in 2014 to be well-received by the market and the Group will also focus on the development of innovative plastic products to cater for this upcoming market trend. As such, it is expected that this business segment will regain its growth momentum in the year of 2014.

#### Zinc alloy die casting business

For the year of 2013, turnover from zinc alloy die casting business slightly decreased by 0.9% to HK\$304,731,000 (2012: HK\$307,603,000), representing 16.9% (2012: 19.6%) of the Group's overall turnover. Following a gradual economy recovery in the USA, it is expected that the market demand for household products will continue to improve in 2014.

#### Aluminium alloy die casting business

Recovery in the global demand for household products has also improved the performance of the Group's aluminium alloy die casting business during the year, with turnover achieving a 3.5% increase to HK\$208,265,000 from HK\$201,126,000 in 2012. However, its contribution to the Group's overall turnover decreased from 12.8% in 2012 to 11.5% in 2013 as compared with other business segments.

### (B) 業務回顧

#### 鎂合金壓鑄業務

年內，本集團抓緊超級本筆記本電腦上升之市場趨勢，因此鎂合金壓鑄業務之營業額創下新高達797,337,000港元(二零一二年：502,616,000港元)，較去年增加58.6%。此業務分部對本集團總營業額之貢獻由去年之32.0%上升至44.1%。作為筆記本電腦外殼製造行業之領先一站式解決方案提供者，本集團將會持續投放更多資源於超薄筆記本電腦外殼之研發，目的為爭取更多市場份額。

#### 塑膠注塑業務

二零一三年推出之新智能手機個別型號之銷售情況遜於預期，因此，本集團之塑膠注塑業務於本年度無可避免受到影響，營業額下跌11.1%至495,085,000港元(二零一二年：556,903,000港元)。此業務分部佔整體營業額之27.4%(二零一二年：35.5%)。反之，最新之市場信息顯示預期二零一四年推出之新智能手機型號將會受到市場歡迎。本集團將會專注創新塑膠產品之發展以迎合此未來市場趨勢，因此，預期此業務分部將於二零一四年重拾上升步伐。

#### 鋅合金壓鑄業務

於二零一三年，鋅合金壓鑄業務之營業額輕微下跌0.9%至304,731,000港元(二零一二年：307,603,000港元)，佔本集團總營業額16.9%(二零一二年：19.6%)。隨著美國經濟逐漸復甦，預期消費者對家居產品的需求於二零一四年將會繼續改善。

#### 鋁合金壓鑄業務

由於全球家居產品需求復甦，本集團鋁合金壓鑄業務於年內得以改善，營業額增長3.5%至208,265,000港元(二零一二年：201,126,000港元)。但是，比對其他業務分部，此業務佔集團營業額由二零一二年的12.8%下降至二零一三年的11.5%。

# MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

## 管理層討論及分析(續)

### Lighting products

During the year under review, the turnover of lighting products' business was approximately HK\$1,167,000 (2012: HK\$710,000), mainly derived from the sale of samples. As plasma lighting products are new to the market, the Group will strive to further develop this business so as to open up a new revenue stream to the Group in the forthcoming future.

### 照明產品

於回顧年內，照明產品業務之營業額約1,167,000港元(二零一二年：710,000港元)，主要是來自出售樣板。由於等離子照明產品對市場而言仍屬於新產品，本集團將致力進一步發展此業務，於未來為本集團開拓新收入來源。

### (C) PROSPECTS

The global economy will remain challenging in 2014 and economic recovery is coming albeit at a very gradual pace. Notwithstanding the tough market environment for traditional personal computers and notebook computers, sales of Ultrabooks have been encouraging in the year of 2013. Its hybrid features, portability, falling price and advances in displays are contributing factors to the product's continuous growth in the past years. In this regard, it is predicted that the shipments of Ultrabooks will continue to rise in the coming future. This structural change in the industry will inevitably drive personal computer manufacturers to upgrade their product mix to hybrid/tablet/Ultrabook based models to better suit the changing consumption behavior. To cater for this market trend, as a leading magnesium alloy die casting manufacturer serving top-tier notebook computer brands with strong expertise in magnesium alloy die casting as well as surface finishing treatment, the Group is well-positioned to benefit from the growing adoption of Ultrabooks. It is expected that this segment will continue to be a key growth driver of the Group in the forthcoming future.

### (C) 展望

環球經濟於二零一四年將繼續充滿挑戰，經濟復甦步伐仍然緩慢。儘管傳統個人電腦及筆記本電腦之市場銷售情況嚴峻，超級本筆記本電腦之銷售於二零一三年令人鼓舞。其混合特色、可携性、售價下降及嶄新之外型帶動此產品於過去數年持續增長。有鑑於此，超級本筆記本電腦之付運量於未來將持續上升。此行業上之結構性改變將無可避免地驅使個人電腦生產商提昇其產品組合至以混合型／平板電腦／超級本筆記本電腦為基本之型號，以迎合萬變之消費行為。因應此潮流趨勢，作為服務頂尖筆記本電腦領品牌之領先鎂合金壓鑄生產商，憑藉其於鎂合金壓鑄及表面處理之專業知識及技術，本集團將會受惠於超級本筆記本電腦之增長優勢。預期此業務分部將會繼續成為本集團主要業務之未來增長動力。



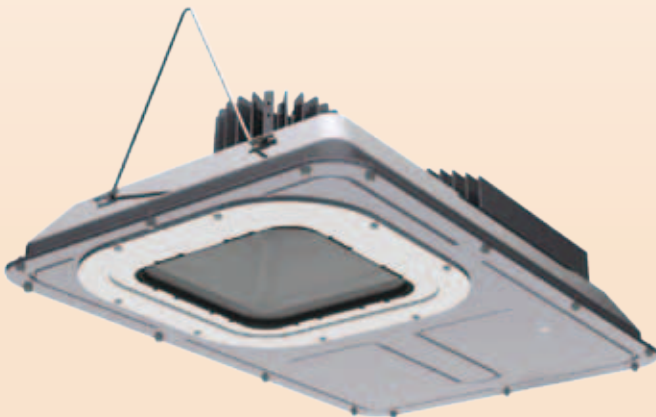
## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED) 管理層討論及分析(續)

The replacement rate of smartphones by consumers is very high as the retail prices of smartphones are declining. Global smartphone shipment topped the 1-billion-unit threshold in 2013 and represented approximately 55.1% of all mobile phone shipments. As such, the demand for plastic protective cases is expected to increase. To capitalise on this market trend, the Group will expand its production capacity for the plastic injection moulding business to cater for the market demand accordingly.

The Group strives to continue its efforts in the development of green technologies and energy saving solutions. In 2013, the Group continued to promote plasma lighting business in various regions via the participation of light fairs, product sampling and setting up distributorship in different countries. In August 2013, the Group strategically acquired 60% equity interest in Topanga Asia Limited ("Topanga") which is based in Silicon Valley and engaging in the research and development, manufacturing and distribution of "TOPANGA" branded plasma light source. Based in California, the USA, Topanga has a high level of expertise in industrial lighting engine. This business integration has enabled the Group to enhance the necessary expertise and technology to manufacture advanced plasma lighting products and also enhance quality control on the upstream plasma light engines and light bulbs. Energy-saving lighting solutions are expected to be well-recognised by the market in the coming future and will create synergy effects for the Group's efforts in exploring new market opportunities. The Group is also working closely with Topanga to set up its first research and development centre of plasma lighting in Asia. This planned centre in the Hong Kong Science Park will further expedite the development of plasma lighting technology and enhance the commercialization of the technology and related lighting products.

由於零售價格下調，消費者現時更換其智能電話之頻率甚高。於二零一三年，全球智能電話之付運量突破十億個，約佔所有流動電話之55.1%。於此，塑膠保護外殼之需求將會增加。為了捕捉此市場趨勢，本集團將擴充其塑膠注塑業務之產能以迎合市場需求。

本集團致力發展綠色科技及節能產品。於二零一三年，本集團繼續於多個地區透過參與燈飾展覽、出售樣板及在不同國家設立分銷商推廣等離子照明業務。本集團於二零一三年八月策略性收購位於美國矽谷從事研究、生產及分銷等離子光源的「TOPANGA」品牌之勁亮嘉科技有限公司（「勁亮嘉」）之60%股權。勁亮嘉之本部位於美國加利福尼亞州，在工業照明引擎產品方面具備高水平的專業知識及技術。此業務整合將有助本集團提升生產等離子照明產品所需之專業知識及製造技術，以及有助提升上游業務等離子照明引擎及燈泡之品質控制。預期節能照明方案於未來將會廣受市場歡迎，能與本集團現時拓展新市場機遇之努力產生協同效應。本集團現正與勁亮嘉緊密合作，設立其位於亞洲第一所等離子照明研發中心，此位於香港科學園之中心將加快等離子照明科技之發展及促進此科技及相關照明產品之商品化。



## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED) 管理層討論及分析(續)

In addition to the new lighting products' business, the Group is also exploring other new business opportunities in the selling and marketing of computer and communication related products. In 2013, the Group commenced the requisite preparation works, including the evaluation of the market, setting up manpower and building up the network of product sourcing and development. The Group will also participate in the 2014 Consumer Electronics Show in the USA in the coming April and October to expand its customer base within the 3C (communication, computer and consumer electronics) product components related market. The Group's active investment in the above aforementioned new business developments aims to diversify our business scope, thereby opening up new sources of revenue for the Group in the near future.

The Group has set up a joint venture in Wuhu City, Anhui Province, the PRC in March 2013 for the research and development, sale and production of computer and communication related products and components primarily using magnesium alloy as the major production material. As a number of renowned international and domestic players in the electronics and computer industry are located in Anhui Province, the joint venture will utilise its geographical advantage to provide timely support to customers as well as to exchange new market information. The operation of this joint venture has commenced in the first quarter of 2014 for the manufacture of magnesium alloy notebook computer components initially. It is expected that the new automatic spraying production line will also be in place by the second quarter of 2014 to provide surface finishing treatment solutions, with an aim to expand into other related businesses.

The second phase of the Group's industrial complex in Daya Bay, Huizhou, the PRC, had commenced operation in the manufacture of magnesium alloy die casting products during the fourth quarter of 2013. In addition, the Group has also embarked on the development of the third phase of this industrial complex and it is anticipated that the construction will be completed by the fourth quarter of 2014.



Daya Bay Industrial Complex under construction: Block 5 & 6 (operation has partially commenced) and Block 7 & 8  
正在興建中的大亞灣工業園：第5、6棟(局部已經開始營運)及第7、8棟廠房

除了新照明產品業務外，本集團亦於電腦及通訊相關產品之銷售及市場推廣方面尋求其他新業務機會。於二零一三年，本集團已開始進行前期之準備工作，包括進行市場評估、設立人力資源及建立產品採購及發展網絡。本集團亦將會參加二零一四年四月及十月份於美國舉行之消費電子展覽，藉以擴展其3C(通訊、電腦及消費者電子)產品零部件相關市場之客戶基礎。本集團於上述新業務發展之積極投資，目標為達致業務多元化，進而於不久的將來為本集團開拓新收入來源。

本集團於二零一三年三月在中國安徽省蕪湖市成立合資公司，以鎂合金作為主要生產材料的電腦及通訊相關零部件產品的開發與配套產銷業務。由於眾多國際及當地知名之電腦及電子產業群集匯聚於安徽省，此合資公司將會利用其地理優勢為周邊之科技產品生產基地提供瞬時之支援及新市場訊息交流。此合資公司已於二零一四年第一季度開始營運，初步生產鎂合金筆記本電腦零部件並預期新建之自動噴塗生產線於二零一四年第二季度投產，提供表面處理解決方案，藉以開拓其他相關業務。

本集團中國惠州大亞灣工業園之第二期廠房已於二零一三年第四季開始生產鎂合金壓鑄產品。此外，集團亦已經展開該工業園之第三期廠房之發展，預期於二零一四年第四季度完成建築工程。



The outlook of Wuhu Lenka Technologies Company Limited  
蕪湖聯嘉工業科技股份有限公司外貌



## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED) 管理層討論及分析(續)

Looking ahead, the Group is confident with its future business development and growth prospects. The Group will continue to strengthen its research and development capability in new products with a view to enhance the Group's business scope, thereby elevating its competitiveness amongst peers. In addition, the Group will also further optimise its resources, consolidate and streamline its business structure, so as to create synergy for each business segment to maximize profits for the Group.

### (D) LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2013, the Group had pledged bank deposits, restricted bank balances as well as bank and cash balances of approximately HK\$280,206,000 (2012: HK\$135,243,000), most of which were either denominated in US dollars, Renminbi or Hong Kong dollars.

Total interest-bearing borrowings of the Group as at 31 December 2013 were approximately HK\$497,506,000 (2012: HK\$330,883,000), comprising bank loans of approximately HK\$496,087,000 (2012: HK\$325,575,000), obligations under finance leases of approximately HK\$1,330,000 (2012: HK\$5,308,000) and bank overdrafts of approximately HK\$89,000 (2012: nil). All of these borrowings were either denominated in US dollars or Hong Kong dollars to which the interest rates applied were primarily subject to floating interest rate.

As at 31 December 2013, the net gearing ratio (a ratio of the sum of total bank borrowings, overdrafts and obligations under finance leases less bank and cash balances then divided by total equity) of the Group was approximately 26.0% (2012: 24.0%)

As at 31 December 2013, the net current assets of the Group were approximately HK\$116,611,000 (2012: HK\$174,966,000), which consisted of current assets of approximately HK\$939,357,000 (2012: HK\$934,083,000) and current liabilities of approximately HK\$822,746,000 (2012: HK\$759,117,000), representing a current ratio of approximately 1.1 (2012: 1.2).

展望將來，本集團對其未來業務發展及增長前景抱有信心。本集團將繼續加強其於新產品之研發能力，以提昇本集團之業務範疇，藉以增強其於同業之間的競爭力。此外，本集團將繼續優化其資源與整合及精簡業務組合，務求為每個業務分部帶來協同效應，從而為本集團帶來最大的利潤。

### (D) 流動資金及財務資源

於二零一三年十二月三十一日，本集團擁有已抵押銀行存款、有限制銀行存款和銀行及現金結餘約280,206,000港元（二零一二年：135,243,000港元），當中大多數以美元、人民幣或港元計值。

本集團於二零一三年十二月三十一日的計息借款總額約為497,506,000港元（二零一二年：330,883,000港元），包括銀行貸款約496,087,000港元（二零一二年：325,575,000港元），融資租約承擔約1,330,000港元（二零一二年：5,308,000港元）及銀行透支約89,000港元（二零一二年：無）。該等借款全部以美元或港元計值，所採用的利率主要為浮動利率。

於二零一三年十二月三十一日，本集團的淨借貸比率（以計息銀行借款、透支及融資租約承擔的總和減銀行及現金結餘除以權益總額）約為26.0%（二零一二年：24.0%）。

於二零一三年十二月三十一日，本集團流動資產淨值約為116,611,000港元（二零一二年：174,966,000港元），包括流動資產約939,357,000港元（二零一二年：934,083,000港元）及流動負債約822,746,000港元（二零一二年：759,117,000港元），流動比率約為1.1（二零一二年：1.2）。

# MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

## 管理層討論及分析(續)

### (E) EXPOSURE TO FOREIGN EXCHANGE RISK

Most of the Group's transactions were conducted in US dollars, Hong Kong dollars or Renminbi. As such, the Group is aware of the potential foreign currency risk that may arise from the fluctuation of exchange rates between US dollars, Hong Kong dollars and Renminbi. In order to mitigate the risks due to fluctuation of foreign currency exchange rates, the Group had entered into foreign currency forward contracts to manage its foreign currency exposure during the year under review.

### (F) CONTINGENT LIABILITIES

As at 31 December 2013, the Group had no material contingent liabilities.

### (G) CHARGE ON ASSETS

As at 31 December 2013, the Group's banking facilities were secured by guarantees given by the following assets: (a) lessors' title to the leased assets under finance leases; and (b) a property situated in Hong Kong owned by the Group.

### (H) HUMAN RESOURCES

As at 31 December 2013, the Group had approximately 4,800 full-time employees (2012: 5,400). The Group attributes its success to the hard work and dedication of its staff as a whole, therefore, they are deemed to be the most valuable assets of the Group. In order to attract and retain high caliber staff, the Group provides competitive salary package, including retirement scheme, medical benefit and bonus. The Group's remuneration policy and structure is determined based on market trends, the performance of individual staff as well as the financial performance of the Group. The Group has also adopted a share option scheme and share award scheme as incentive and reward for those qualifying staff who have made contribution to the Group.

The Group provides regular training courses for different level of staff and holds various training programs together with PRC institutes and external training bodies. Apart from academic and technical training, the Group also organizes different kinds of recreational activities, including New Year gathering, various sport competitions and interest groups. The aim is to promote interaction among staff, establish harmonious team spirit and promote healthy lifestyle.

### (E) 外匯風險承擔

本集團的大部分交易均以美元、港元或人民幣進行。因此，本集團已注意到美元、港元及人民幣匯率的波動可能引起的潛在外匯風險。為了減低匯率波動引起的風險，本集團已利用遠期外匯合約，以管理本集團於回顧年內的外匯風險。

### (F) 或然負債

於二零一三年十二月三十一日，本集團並無任何重大或然負債。

### (G) 資產抵押

於二零一三年十二月三十一日，本集團抵押下列資產作為銀行借貸及信貸融資的擔保：(a)出租人按融資租約出租的資產業權；及(b)本集團擁有的香港物業。

### (H) 人力資源

於二零一三年十二月三十一日，本集團約有4,800名全職僱員（二零一二年：5,400名）。本集團之成功有賴全體僱員的表現和責任承擔，故此本集團把僱員視作為我們的核心資產。為了吸引及保留優秀員工，本集團提供具競爭力的薪酬，包括退休金計劃、醫療福利和花紅獎賞。本集團之薪酬政策及結構乃根據市場趨勢、個人工作表現以及本集團的財務表現而釐定。本集團亦已採納購股權計劃及股份獎勵計劃，旨在向合資格僱員提供作為彼等對本集團所作出貢獻之鼓勵及獎賞。

本集團定期舉辦多項針對不同階層員工的培訓課程，並與多間國內專上學院及外間培訓機構合辦各種培訓計劃。除學術和技術培訓外，本集團舉辦了不同種類的文娛康樂活動，其中包括新春聯誼活動、各種體育比賽和興趣班等，目的為促進各部門員工之間的關係，建立和諧團隊精神及提倡健康生活。

## DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理人員

### EXECUTIVE DIRECTORS

**Mr. Lee Yuen Fat**, aged 58, is the Chairman of the Board, an Executive Director of the Company and a director of certain subsidiaries of the Company. Mr. Lee is responsible for the formulation of the overall business strategies of the Group. He has over 30 years of experience in the die casting industry. Mr. Lee holds a master degree in engineering from the Yanshan University. He was conferred an award of Honorary Fellowship by the Professional Validation Council of Hong Kong Industries.

Mr. Lee was one of the founding members and was the Chairman of the Hong Kong Diecasting Association (now become the Hong Kong Diecasting and Foundry Association (the "HKDFA")) in 1989. He was elected as the first Chairman of the HKDFA and Hong Kong Federation of Innovative Technology and Manufacturing Industries (formerly known as Federation of Hong Kong Machinery and Metal Industries) in 2008 and 2011 respectively. Mr. Lee is also the Director of the China Foundry Association, the Deputy Director of the Plasticity Engineering Branch of China Machinery Engineering Association, Vice-Director General of the Guangdong Foundry Industry Association, the Vice-Director General of the Guangdong Mechanical Engineering Association Die Casting Branch, the Chairman of Pinghu Chamber of Commerce, Shenzhen and the Vice President of Longgang District General Chamber of Commerce, Shenzhen, the PRC. Mr. Lee is currently a member of Hunan Provincial Committee of the Chinese People's Political Consultative Conference, a member of the Fourth Longgang District Committee of the Chinese People's Political Consultative Conference, Shenzhen, the Deputy Director of Sub-committee 4 on Die Casting of National Technical Committee 54 on Foundry of Standardization Administration of China, the Deputy Secretary General and member of Sub-committee 2 on Metal Hot-forming Branch of National Technical Committee 186 on Foundry Machinery of Standardization Administration of China and the Deputy Director of the Fourth Die Casting Technical Committee, Foundry Institution, Chinese Mechanical Engineering Society.

### 執行董事

**李遠發先生**，58歲，本公司董事會主席、執行董事兼本公司若干附屬公司之董事。李先生負責制定本集團整體業務策略。彼擁有逾30年壓鑄業經驗，持有燕山大學工程碩士學位。此外，李先生獲香港工業專業評審局頒授榮譽院士。

李先生為香港壓鑄學會（現時為香港壓鑄及鑄造業總會）創辦人之一，及後於一九八九年出任該會會長。彼分別於二零零八年及二零一一年被選為香港壓鑄及鑄造業總會和香港創新科技及製造業聯合總會（前稱香港機械金屬業聯合總會）首任會長。李先生現為中國鑄造協會理事、中國機械工程學會塑性工程分會副主任、廣東省鑄造行業協會副理事長、廣東省機械工程學會壓鑄分會副理事長、中國深圳市平湖街道商會（工商聯）會長及深圳市龍崗區總商會（工商聯）副會長。李先生現擔任中國人民政治協商會議湖南省委員會委員、中國人民政治協商會議深圳市龍崗區第四屆委員會委員、全國鑄造標準化技術委員會壓力鑄造分技術委員會(SAC/TC54/SC4)副主任委員、全國鑄造機械標準化技術委員會金屬熱成形分技術委員會(SAC/TC186/SC2)委員兼副秘書長及中國機械工程學會鑄造分會第四屆壓鑄技術委員會副主任委員。

## DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

### 董事及高級管理人員(續)

**Dr. Keung Wing Ching**, aged 62, is the Vice Chairman and the Chief Executive Officer, an Executive Director and a director of certain subsidiaries of the Company. He is primarily responsible for the overall management, as well as supervision of the execution of the overall business strategies of the Group. Dr. Keung graduated from the National Taiwan University with a bachelor degree in mechanical engineering. He obtained his master degree and doctorate degree in mechanical engineering from the University of Birmingham, the United Kingdom. Dr. Keung has over 25 years of experience in the fields of metal forming, mechanical processing and information technology. He is a Chartered Engineer, a professional member of the Institute of Materials, Minerals & Mining (UK) and a fellow member of the Hong Kong Institution of Engineers.

Prior to joining the Group in 2005, he worked with the Hong Kong Productivity Council for more than 25 years and his last position was the Branch Director, Information Technology and Services.

Dr. Keung is also the Permanent Honorary Chairman of the HKDFA, the Honorary Chairman of the board of directors of Hong Kong Critical Components Manufacturers Association, a committee member of the Hong Kong Q Mark Council of the Federation of Hong Kong Industries, Vice President of China Foundry Association and Standing Committee Member of the Foundry Institution of Chinese Mechanical Engineering Society. Dr. Keung is currently an advisor of the Guangzhou Science & Technology Association and a member of Shandong Provincial Committee of the Chinese People's Political Consultative Conference. Dr. Keung is also currently an independent non-executive director of Fong's Industries Company Limited, a company whose shares are listed on the Hong Kong Stock Exchange.

**Mr. Wong Wing Chuen**, aged 52, is an Executive Director of the Company and a director of certain subsidiaries of the Company. Joined the Group in 1988, Mr. Wong is now responsible for the Group's manufacturing activities. Mr. Wong has over 30 years' experience in die design and manufacturing and the die casting industry. He is an Associate of the Professional Validation Council of Hong Kong Industries.

姜永正博士，62歲，本公司副主席兼行政總裁、執行董事及本公司若干附屬公司之董事，主要負責本集團的整體管理及監督整體業務策略的執行。姜博士畢業於國立台灣大學，持有機械工程學士學位，並在英國伯明翰大學取得機械工程碩士及博士學位，擁有逾25年金屬成型、機械加工及資訊科技經驗。姜博士為特許工程師、英國材料、礦物及採礦學會專業會員以及香港工程師學會資深會員。

於二零零五年加入本集團前，姜博士曾在香港生產力促進局工作逾25年，離職前為該局副總裁，負責資訊科技及服務。

姜博士亦為香港壓鑄及鑄造業總會永遠名譽主席、香港關鍵性零部件製造業協會理事會榮譽主席、香港工業總會優質產品標誌局委員會成員、中國鑄造協會副理事長及中國機械工程學會鑄造分會常務委員。姜博士現時亦為廣州市科學技術協會顧問及中國人民政治協商會議山東省委員會成員。姜博士現為香港聯交所上市公司立信工業有限公司的獨立非執行董事。

黃永銓先生，52歲，本公司執行董事及本公司若干附屬公司之董事。黃先生於一九八八年加入本集團，現負責本集團之製造業務。黃先生擁有逾30年模具設計與製造及壓鑄業經驗，為香港工業專業評審局的副院士。

## DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

### 董事及高級管理人員(續)

**Mr. Chan Tat Cheong**, Alan, aged 53, is an Executive Director of the Company. He is primarily responsible for overseeing the Group's accounting and financial affairs. Prior to joining the Group in 2003, Mr. Chan held a senior financial position with a listed company in Hong Kong for over 8 years and has over 20 years' experience in accounting, auditing and financial management. Mr. Chan holds a bachelor degree in accounting and financial analysis from the University of Newcastle Upon Tyne, the United Kingdom. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants.

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Sun Kai Lit Cliff BBS, JP**, aged 60, was appointed as an Independent Non-executive Director of the Company on 2 June 2007. He is the chairman of the remuneration committee as well as the nomination committee of the Company. Mr. Sun is an associate of the Institute of Industrial Engineers of Ohio and has over 30 years of experience in the household products manufacturing industry. Mr. Sun was appointed the Justice of the Peace in July 2003 and was awarded the Bronze Bauhinia Star by the Hong Kong Government in July 2006. He is a member of the 11th Zhejiang Committee of Chinese People's Political Consultative Conference. He is currently the Honorary President of the Federation of Hong Kong Industries, Honorary Chairman of The Hong Kong Exporters' Association, Honorary Chairman of the Hong Kong Q Mark Council, the President of the Hong Kong Plastics Manufacturers Association and the President of Shenzhen Overseas Chinese International Association. Mr. Sun is currently an independent non-executive director of Ming Fai International Holdings Limited and a non-executive director of China South City Holdings Limited, all of which are listed on the Hong Kong Stock Exchange.

**Ir Dr. Lo Wai Kwok BBS, MH, JP**, aged 61, was appointed as an Independent Non-executive Director of the Company on 2 June 2007. Ir Dr. Lo holds a doctorate degree in engineering, master degrees in engineering and business administration respectively and a bachelor degree in engineering. He is a Chartered Engineer and Fellow of the Hong Kong Institute of Engineers. Ir Dr. Lo was awarded with the "Young Industrial Awards of Hong Kong" and the "Ten Outstanding Young Persons Selection" in 1992, the "Medal of Honour" of the Hong Kong Government in July 2001, and was appointed "Justice of the Peace" of the Hong Kong Government in July 2004. Ir Dr. Lo was awarded the Bronze Bauhinia Star by the Hong Kong Government in July 2009.

**陳達昌先生**，53歲，本公司執行董事，主要負責監督本集團會計及財務事宜。於二零零三年加入本集團前，陳先生曾在一家香港上市公司擔任高級財務職位逾八年及擁有逾20年會計、審計及財務管理經驗。陳先生持有英國紐卡素大學會計及財務分析學士學位，現為香港會計師公會資深會員及美國執業會計師公會會員。

#### 獨立非執行董事

**孫啟烈先生 BBS, 太平紳士**，60歲，於二零零七年六月二日獲委任為本公司獨立非執行董事。彼為本公司薪酬委員會及提名委員會主席。孫先生為美國俄亥俄州工業工程師學會會員，於家居用品製造業擁有逾30年經驗。孫先生於二零零三年七月獲頒太平紳士榮譽，並於二零零六年七月獲香港政府頒發銅紫荊星章。彼為中國人民政治協商會議第十一屆浙江省委員會委員。彼現時為香港工業總會名譽會長、香港出口商會名譽主席、香港優質產品標誌局名譽主席、香港塑膠業廠商會會長及深圳僑商國際聯合會會長。孫先生現為香港聯交所上市之明輝國際控股有限公司的獨立非執行董事及華南城控股有限公司的非執行董事。

**盧偉國博士 BBS, MH, 太平紳士**，61歲，於二零零七年六月二日獲委任為本公司獨立非執行董事。盧博士持有工程學博士學位、工程及工商管理碩士學位與工程學士學位，並為特許工程師及香港工程師學會資深會員。盧博士為一九九二年「香港青年工業家獎」及「十大傑出青年選舉」與二零零一年七月香港政府「榮譽勳章」的得獎者，更於二零零四年七月獲香港政府委任為「太平紳士」。盧博士於二零零九年七月獲香港政府頒發銅紫荊星章。

## DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

### 董事及高級管理人員(續)

Dr. Lo is currently a member of the Legislative Council of Hong Kong, representing the Engineering Functional Constituency. He has over 30 years of experience in the electronic and power supply industry. He is an Adjunct Professor of the City University of Hong Kong, Visiting Professor of the Vocational Training Council and Guest Professor of the University of Electronic Science and Technology Zhongshan College.

**Mr. Yeow Hoe Ann John**, aged 73, was appointed as an Independent Non-executive Director of the Company on 2 June 2007. He is the chairman of the audit committee of the Company. Mr. Yeow is a fellow member of both CPA Australia and the Hong Kong Institute of Company Secretaries, and a member of both the Institute of Chartered Accountants in Australia and the Hong Kong Institute of Certified Public Accountants.

Mr. Yeow previously worked for Price Waterhouse & Co. in Australia from 1969 to 1974 and KPMG in Hong Kong from 1974 to 1976 and was the Chief Accountant of the Hong Kong Trade Development Council from 1976 to 1987. In 1988, Mr. Yeow joined the Hong Kong Productivity Council and became the general manager in finance until his retirement in 2005.

**Mr. Andrew Look**, aged 49, was appointed as an Independent Non-executive Director of the Company on 16 December 2009. Mr. Look holds a bachelor of commerce degree from the University of Toronto and has over 20 years' experience in the equity investment analysis of Hong Kong and China stock markets. From 2000 to 2008, Mr. Look served in Union Bank of Switzerland ("UBS") as the head of Hong Kong research, strategy and product. He was rated as the best Hong Kong strategist and best analyst by the Asiamoney magazine, a leading monthly financial and capital markets publication for corporate and finance readers and investors, in 2001, 2002, 2003, 2005, 2006 and 2007. Mr. Look is currently the managing director and chief investment officer of Look's Asset Management Limited, a fund management company founded by him in April 2009. Mr. Look is also currently an independent non-executive director of TCL Communication Technology Holdings Limited, a company whose shares are listed on the Hong Kong Stock Exchange.

盧博士現為香港立法會議員，代表工程界別。彼於電子及電源供應業積累超過30年經驗。彼於香港城市大學出任兼任教授，及於職業訓練局和電子科技大學中山學院出任客座教授。

**姚和安先生**，73歲，於二零零七年六月二日獲委任為本公司獨立非執行董事。彼為本公司審核委員會主席。姚先生為澳洲會計師公會及香港公司秘書公會資深會員，並為澳洲特許會計師公會及香港會計師公會會員。

姚先生曾於一九六九年至一九七四年在澳洲羅兵咸會計師事務所及於一九七四年至一九七六年在香港畢馬威會計師事務所任職。於一九七六年至一九八七年，姚先生擔任香港貿易發展局首席會計師。一九八八年，姚先生加入香港生產力促進局，擔任財務部總經理，直至二零零五年退休。

**陸東先生**，49歲，於二零零九年十二月十六日獲委任為本公司獨立非執行董事。陸先生持有加拿大多倫多大學商科學士學位，於香港及中國股票市場資產投資分析累積逾二十年經驗。由二零零零年至二零零八年，陸先生於瑞士銀行(「瑞士銀行」)出任香港研究、策略及產品部主管。陸先生曾於二零零一、二零零二、二零零三、二零零五、二零零六及二零零七年獲得《亞洲貨幣》雜誌(一本以企業及財經讀者及投資者為對象之著名財經及資本市場月刊)頒發「最佳策略員」及「最佳分析師」殊榮。陸先生現為Look's Asset Management Limited(一間由彼於二零零九年四月創立的基金管理公司)之總經理及投資總監。陸先生現時亦為香港聯交所上市公司TCL通訊科技控股有限公司的獨立非執行董事。

## DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

### 董事及高級管理人員(續)

#### SENIOR MANAGEMENT

**Lu Shyue Geng**, aged 56, joined the Group in 2013 and is the Chief Operating Officer of the Company. He is primarily responsible for the overall operational management and execution of business strategies of the Group. Mr. Lu graduated from the Feng Chia University, Taiwan with a bachelor degree in business administration and holds a MBA from the University of New Heaven, the USA. Mr. Lu has over 25 years of experience in corporate management.

**Mr. Chan Sin Wing**, aged 41, joined the Group in 2004 and is the director of sales and marketing of the Group. He is primarily responsible for overseeing the sales and marketing activities of the Group. Mr. Chan holds a master degree in industrial engineering and industrial management and a bachelor degree in engineering from the University of Hong Kong. Prior to joining the Group, he worked as a senior consultant of the Hong Kong Productivity Council for over 9 years.

**Mr. Wong Wai Chung**, Peter, aged 59, joined the Group in 2012 and is the Chief Technology Officer. He is primarily responsible for overseeing the Group's research and development activities. Mr. Wong holds a bachelor degree in engineering from the McGill University, Canada and has over 30 years' experience in plastic, metal and electronics manufacturing and management.

**Mr. Lo Hin Fai**, aged 51, joined the Group in 2012 and is the director of Group Investment and Financing. He is primarily responsible in overseeing the Group's investment, corporate development and capital market financing activities. Mr. Lo holds a MBA degree in Finance, Corporate Accounting and Organization from the University of Rochester, the USA. He has over 20 years of experience in banking, corporate finance and investment. Prior to joining the Group, he has served finance, investment and management functions within both financial institution and corporate business, working closely with different multinational and local companies in Asia, covering mergers and acquisitions, equity and project investments.

#### 高級管理人員

**呂學耕先生**，56歲，於二零一三年加入本集團，為本公司營運總裁，主要負責本集團的整體營運管理及執行集團的業務策略。呂先生畢業於台灣逢甲大學，持有工商管理學士學位，並在美國紐海芬大學取得工商管理碩士學位。呂先生擁有逾25年企業管理經驗。

**陳善榮先生**，41歲，於二零零四年加入本集團，為本集團銷售及市場推廣總監，主要負責監督本集團的銷售及市場推廣工作。陳先生持有香港大學工業工程及工業管理碩士學位和工程學士學位。加入本集團前，陳先生曾任香港生產力促進局高級顧問逾九年。

**黃維中先生**，59歲，於二零一二年加入本集團，為本集團技術及產業拓展總監，主要負責監督本集團之研發事項。黃先生持有加拿大麥基爾大學工程學士學位，並在塑膠、金屬及電子製造及管理方面累積逾30年經驗。

**羅顯輝先生**，51歲，於二零一二年加入本集團，為本集團投資事務及資本運作總監，主要負責集團投資、企業發展及資本市場融資事宜。羅先生持有美國羅徹斯特大學工商管理碩士(財務、企業會計及組織)學位，在銀行、企業財務及投資範疇累積超過20年經驗。加入本集團前，彼皆於金融機構和企業專事財務、投資及管理工作，在亞州地區與不同的跨國公司及當地企業緊密協作，涵蓋合併收購、股權及項目投資。

# DIRECTORS' REPORT

## 董事會報告

The directors have pleasure in submitting their report together with the audited consolidated financial statements of Ka Shui International Holdings Limited (the "Company") and its subsidiaries (collectively the "Group") for the year ended 31 December 2013.

### PRINCIPAL ACTIVITIES

The Group is principally engaged in the manufacture of zinc, magnesium and aluminium alloy die casting, plastic injection products and components and lighting products which are mainly sold to customers engaging in the household products, 3C (communication, computer and consumer electronics) products, automotive parts and lighting products industries. The activities of the subsidiaries are set out in note 17 to the financial statements.

### RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the consolidated statement of profit or loss on page 43.

The board of directors (the "Board") of the Company recommends the payment of a final dividend of HK7.3 cents per share to the shareholders whose names appear on the register of members of the Company on 27 May 2014.

The register of members of the Company will be closed from Wednesday, 14 May 2014 to Friday, 16 May 2014, both days inclusive, during which no transfer of shares will be registered. In order to be eligible to attend and vote at the forthcoming annual general meeting of the Company, all share transfer documents accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 13 May 2014.

The register of members will be closed from Friday, 23 May 2014 to Tuesday, 27 May 2014, both days inclusive, during which no transfer of shares will be registered. In order to qualify for the final dividend, all share transfer documents accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 22 May 2014.

董事會欣然提呈嘉瑞國際控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)截至二零一三年十二月三十一日止年度之董事會報告及經審核綜合財務報表。

### 主要業務

本集團以生產鋅、鎂及鋁合金壓鑄、塑膠注塑產品及零部件以及照明產品為主，主要售予從事家居用品、3C(通訊、電腦及消費者電子)產品、汽車零部件及照明產品業的客戶。附屬公司之主要業務載於財務報表附註17。

### 業績及分派

本集團於年內之業績載於第43頁之綜合損益表內。

本公司董事會(「董事會」)建議派付末期股息每股7.3港仙予於二零一四年五月二十七日名列本公司股東名冊之股東。

本公司將於二零一四年五月十四日(星期三)至二零一四年五月十六日(星期五)(包括首尾兩日)暫停辦理股份過戶登記手續，於此期間將不會辦理股份過戶登記。為符合資格出席應屆股東週年大會並於會上投票，所有股份過戶文件連同有關股票及過戶表格須於二零一四年五月十三日(星期二)下午四時三十分前送交本公司之香港股份過戶登記分處香港中央證券登記有限公司辦理登記手續，地址為香港皇后大道東183號合和中心17樓1712至1716室。

本公司將於二零一四年五月二十三日(星期五)至二零一四年五月二十七日(星期二)(包括首尾兩日)暫停辦理股份過戶登記手續，於此期間將不會辦理股份過戶登記。為符合資格獲派末期股息，所有股份過戶文件連同有關股票及過戶表格須於二零一四年五月二十二日(星期四)下午四時三十分前送交本公司之香港股份過戶登記分處香港中央證券登記有限公司辦理登記手續，地址為香港皇后大道東183號合和中心17樓1712至1716室。



# DIRECTORS' REPORT (CONTINUED)

## 董事會報告(續)

### RESERVES

Movements in reserves during the year are set out in the consolidated statement of changes in equity on page 48.

As at 31 December 2013, the Company's reserve available for distribution amounted to approximately HK\$544,821,000 (2012: HK\$ 581,261,000).

### PROPERTY, PLANT AND EQUIPMENT

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

### MAJOR CUSTOMERS AND SUPPLIERS

During the year, the percentage of the Group's major customers and suppliers attributable to the Group's total sales and total purchases were as follows:

|                                   |       |
|-----------------------------------|-------|
| Sales                             |       |
| – the largest customer            | 27.7% |
| – five largest customers combined | 80.4% |
| Purchases                         |       |
| – the largest supplier            | 9.7%  |
| – five largest suppliers combined | 38.5% |

None of the directors, their associates or any shareholders (which to the knowledge of the directors owns more than 5% of the Company's share capital) had an interest in the Group's five largest customers and suppliers.

### FINANCIAL SUMMARY

A summary of the results of the Group for the past five financial years ended 31 December 2013 and assets and liabilities of the Group as at 31 December 2009, 2010, 2011, 2012 and 2013 are set out on page 148.

### SHARE CAPITAL

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

### DONATIONS

During the year, the Group made charitable and other donations amounting to approximately HK\$155,000 (2012: HK\$520,000).

### 儲備

本年度內，儲備之變動情況載於第48頁之綜合權益變動表。

於二零一三年十二月三十一日，本公司之可供分派儲備約為544,821,000港元(二零一二年：581,261,000港元)。

### 物業、機器及設備

本集團物業、機器及設備於本年度內之變動詳情載於財務報表附註16。

### 主要客戶及供應商

於本年度內，本集團之主要客戶及供應商應佔總營業額及總採購額之百分比如下：

|           |       |
|-----------|-------|
| 銷售        |       |
| – 最大客戶    | 27.7% |
| – 五大客戶合計  | 80.4% |
| 採購        |       |
| – 最大供應商   | 9.7%  |
| – 五大供應商合計 | 38.5% |

概無任何本公司董事、聯繫人士或據董事所知擁有本公司股本5%以上權益之任何股東於本集團首五大客戶及供應商擁有權益。

### 財務概要

本集團於截至二零一三年十二月三十一日止過往五個財政年度之業績以及本集團於二零零九年、二零一零年、二零一一年、二零一二及二零一三年十二月三十一日之資產及負債的概要載於第148頁。

### 股本

本公司之股本於本年度內之變動詳載於財務報表附註32。

### 捐款

於本年度，本集團作出之慈善及其他捐款合共約為155,000港元(二零一二年：520,000港元)。

# DIRECTORS' REPORT (CONTINUED)

## 董事會報告(續)

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Association and the Companies Law of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

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

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

### THE BOARD

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

#### Executive Directors

Mr. Lee Yuen Fat (*Chairman*)  
 Dr. Keung Wing Ching (*Vice Chairman and Chief Executive Officer*)  
 Mr. Wong Wing Chuen  
 Mr. Chan Tat Cheong, Alan

#### Independent non-executive directors

Mr. Sun Kai Lit Cliff BBS, JP  
 Ir Dr. Lo Wai Kwok BBS, MH, JP  
 Mr. Yeow Hoe Ann John  
 Mr. Andrew Look

The biographical details of the directors are set out on pages 18 to 21 of this annual report.

In accordance with the Company's Articles of Association, Mr. Lee Yuen Fat, Mr. Chan Tat Cheong, Alan and Ir Dr. Lo Wai Kwok BBS, MH, JP will retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

### DIRECTORS' SERVICE CONTRACTS

The directors being proposed for re-election at the forthcoming annual general meeting do not have any service contract with the Company which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

### 股份優先購買權

本公司之組織章程細則及開曼群島之公司法中並無股份優先購買權之條文，規定本公司必須按比例發售新股予現有股東。

### 購買、出售或贖回本公司之上市證券

於本年度內，本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

### 董事會

於本年度內及截至本報告日期止，本公司之董事為：

#### 執行董事

李遠發先生 (*主席*)  
 姜永正博士 (*副主席兼行政總裁*)  
 黃永銓先生  
 陳達昌先生

#### 獨立非執行董事

孫啟烈先生 BBS, 太平紳士  
 盧偉國博士 BBS, MH, 太平紳士  
 姚和安先生  
 陸東先生

董事之履歷詳情載列於本年報之第18至第21頁。

根據本公司組織章程細則，李遠發先生、陳達昌先生及盧偉國博士 BBS, MH, 太平紳士於即將舉行之股東週年大會上退任，惟彼等均符合資格並願意膺選連任。

### 董事之服務合約

擬於即將召開之股東週年大會上膺選連任之董事，概無與本公司訂立本集團不可於一年內毋須賠償(法定補償除外)而終止之服務合約。

## DIRECTORS' REPORT (CONTINUED)

### 董事會報告(續)

#### DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed under the section headed "Continuing Connected Transactions" set out on page 33 and 34, there was no contract of significance, to which the Company, its holding company, any of its subsidiaries or fellow subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted during or at the end of the year.

#### MANAGEMENT CONTRACTS

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

#### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

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 and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO); or were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") in the Rules Governing the Listing on Securities on the Stock Exchange (the "Listing Rules") were as follows:

#### 董事之合約權益

除列載於第33及第34頁之「持續關連交易」一節所披露者外，本公司、其控股公司、其任何附屬公司或同系附屬公司概無參與訂立本公司董事直接或間接擁有重大權益，而於年內或年終仍屬有效之重大合約。

#### 管理合約

本年度內，本公司並無訂立或進行任何與本公司全部或重要業務有關之管理及行政合約。

#### 董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債券的權益及短倉

於二零一三年十二月三十一日，本公司董事及主要行政人員，於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中，擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及香港聯合交易所有限公司(「聯交所」)之權益及短倉(包括根據證券及期貨條例該等條文被當作或被視為擁有之任何權益及短倉)；或根據證券及期貨條例第352條須記錄在該條所述登記冊之權益及短倉；或根據聯交所證券上市規則(「上市規則」)上市公司董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所之權益及短倉如下：

# DIRECTORS' REPORT (CONTINUED)

## 董事會報告(續)

### Long Positions in the Shares

### 股份之長倉

| Name of Director<br>董事姓名                              | Capacity<br>身份  | Number of<br>Shares<br>股份數目 | Approximate<br>percentage of interest<br>in the Company<br>佔本公司權益<br>概約百分比 |
|---|---|-----------------------------|--|
| <b>Executive Directors</b><br>執行董事                    |   |                             |  |
| Mr. Lee Yuen Fat ("Mr. Lee")<br>李遠發先生(「李先生」)          | Interest in controlled company <sup>(1)</sup><br>受控制公司權益 <sup>(1)</sup> | 480,000,000                 | 53.72%   |
|   | Interest in controlled company <sup>(2)</sup><br>受控制公司權益 <sup>(2)</sup> | 77,980,000                  | 8.73%  |
|   | Interest in controlled company <sup>(3)</sup><br>受控制公司權益 <sup>(3)</sup> | 50,000,000                  | 5.60%  |
| Dr. Keung Wing Ching<br>姜永正博士                         | Beneficial owner<br>實益擁有人   | 20,842,000                  | 2.33%  |
| Mr. Wong Wing Chuen<br>黃永銓先生                          | Beneficial owner<br>實益擁有人   | 19,050,000                  | 2.13%  |
| Mr. Chan Tat Cheong, Alan<br>陳達昌先生                    | Beneficial owner<br>實益擁有人   | 7,147,000                   | 0.80%  |
| <b>Independent Non-Executive Directors</b><br>獨立非執行董事 |   |                             |  |
| Mr. Andrew Look<br>陸東先生                               | Beneficial owner<br>實益擁有人   | 7,000,000                   | 0.78%  |
| Ir Dr. Lo Wai Kwok BBS, MH, JP<br>盧偉國博士BBS·MH·太平紳士    | Beneficial owner<br>實益擁有人   | 1,000,000                   | 0.11%  |

#### Notes:

- Mr. Lee holds the entire issued share capital of Precisefull Limited ("Precisefull"). As such, Mr. Lee is deemed to have a controlling interest in Precisefull and is therefore deemed to be interested in the interests of Precisefull in the Company.
- Mr. Lee holds the entire issued share capital of Beautiful Crystal Development Limited ("Beautiful Crystal"). As such, Mr. Lee is deemed to have a controlling interest in Beautiful Crystal and is therefore deemed to be interested in the interests of Beautiful Crystal in the Company.
- Mr. Lee holds the entire issued share capital of Beautiful Colour Assets Limited ("Beautiful Colour"). As such, Mr. Lee is deemed to have a controlling interest in Beautiful Colour and is therefore deemed to be interested in the interests of Beautiful Colour in the Company.

#### 附註:

- 李先生持有Precisefull Limited(「Precisefull」)全部已發行股本。因此，李先生被視為擁有Precisefull的控制性權益，並因此視為擁有Precisefull所持有的本公司權益。
- 李先生持有Beautiful Crystal Development Limited(「Beautiful Crystal」)全部已發行股本。因此，李先生被視為擁有Beautiful Crystal的控制性權益，並因此視為擁有Beautiful Crystal所持有的本公司權益。
- 李先生持有Beautiful Colour Assets Limited(「Beautiful Colour」)全部已發行股本。因此，李先生被視為擁有Beautiful Colour的控制性權益，並因此視為擁有Beautiful Colour所持有的本公司權益。

## DIRECTORS' REPORT (CONTINUED)

### 董事會報告(續)

Save as disclosed above, as at 31 December 2013, none of the directors and chief executives of the Company had any interests or short positions in shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO); or were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or were required to be notified to the Company and the Stock Exchange, pursuant to the Model Code in the Listing Rules. In addition, save as disclosed above, at no time during the year ended 31 December 2013 was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company or any of their spouses or children under the age of 18 to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

#### **INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS**

As at 31 December 2013, the following persons, other than the directors or chief executives of the Company, who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who were, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company, or which were required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein, were as follows:

除上文所披露者外，於二零一三年十二月三十一日，概無本公司董事及主要行政人員於本公司及其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券中擁有任何根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益或短倉(包括彼等根據證券及期貨條例該等條文被當作或視為擁有之權益及短倉);或根據證券及期貨條例第352條須記錄於該條所述之登記冊之權益及短倉;或根據標準守則須知會本公司及聯交所之權益及短倉。此外，除上述披露外，本公司或其任何附屬公司於截至二零一三年十二月三十一日止整年內概無訂立任何安排，令本公司董事或彼等之配偶或未滿十八歲之子女可藉購入本公司或其他法團之股份或債權證而獲益。

#### **主要股東於本公司及其相聯法團之股份、相關股份及債券的權益及短倉**

於二零一三年十二月三十一日，下列人士(本公司董事或主要行政人員除外)於本公司股份或相關股份中，擁有根據證券及期貨條例第XV部第2及3分部須向本公司披露之權益或短倉，或直接或間接擁有可於任何情況下在本公司股東大會投票之任何類別股本面值5%或以上之權益或短倉，或擁有根據證券及期貨條例第336條須記錄在該條所述登記冊之權益或短倉：

# DIRECTORS' REPORT (CONTINUED)

## 董事會報告(續)

### Long Positions in the Shares

### 股份之長倉

| Name              | Capacity  | Number of Shares | Approximate percentage of interest in the Company |
|-------------------|---|------------------|---|
| 名稱                | 身份  | 股份數目             | 佔本公司權益概約百分比                                       |
| Precisefull       | Beneficial owner <sup>(1)</sup><br>實益擁有人 <sup>(1)</sup> | 480,000,000      | 53.72%  |
| Beautiful Crystal | Beneficial owner <sup>(2)</sup><br>實益擁有人 <sup>(2)</sup> | 77,980,000       | 8.73%   |
| Beautiful Colour  | Beneficial owner <sup>(3)</sup><br>實益擁有人 <sup>(3)</sup> | 50,000,000       | 5.60%   |

#### Notes:

- Mr. Lee holds the entire issued share capital of Precisefull. As such, Mr. Lee is deemed to have a controlling interest in Precisefull and is therefore deemed to be interested in the interests of Precisefull in the Company.
- Mr. Lee holds the entire issued share capital of Beautiful Crystal. As such, Mr. Lee is deemed to have a controlling interest in Beautiful Crystal and is therefore deemed to be interested in the interests of Beautiful Crystal in the Company.
- Mr. Lee holds the entire issued share capital of Beautiful Colour. As such, Mr. Lee is deemed to have a controlling interest in Beautiful Colour and is therefore deemed to be interested in the interests of Beautiful Colour in the Company.

#### 附註：

- 李先生持有Precisefull全部已發行股本。因此，李先生被視為擁有Precisefull的控制性權益，並因此視為擁有Precisefull所持有的本公司權益。
- 李先生持有Beautiful Crystal全部已發行股本。因此，李先生被視為擁有Beautiful Crystal的控制性權益，並因此視為擁有Beautiful Crystal所持有的本公司權益。
- 李先生持有Beautiful Colour全部已發行股本。因此，李先生被視為擁有Beautiful Colour的控制性權益，並因此視為擁有Beautiful Colour所持有的本公司權益。

Save as disclosed above, at no time during the year, the directors and the chief executive of the Company were aware of any other persons (other than the directors or chief executives of the Company) who had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, who were, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company, or which were required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein.

除上文所披露者外，於本年度內，本公司董事及主要行政人員並不知悉任何其他人士（本公司董事或主要行政人員除外）於本公司之股份及相關股份中擁有須根據證券及期貨條例第XV部第2及第3分部披露之權益或短倉，或直接及間接擁有可於任何情況下在本公司股東大會投票之任何類別股本面值5%或以上權益，或擁有根據證券及期貨條例第336條須記錄在該條所述登記冊之權益或短倉。

# DIRECTORS' REPORT (CONTINUED)

## 董事會報告(續)

### SHARE OPTION SCHEME

A share option scheme (the "Share Option Scheme") was adopted pursuant to the written resolutions passed by the shareholders of the Company on 2 June 2007. The purpose of the Share Option Scheme is to provide incentives and rewards to selected eligible persons for their contributions to the Group. The Share Option Scheme will remain valid until 1 June 2017 and each option will be granted at a consideration for HK\$10.

The participants of the Share Option Scheme may include directors, employees, consultants, professionals, customers, suppliers, agents, partners, advisors and contractors of the Group or a company in which the Group holds an interest or a subsidiary of such company.

The maximum number of shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and under any other share option scheme(s) adopted by the Company must not in aggregate exceed 10% of the aggregate of the shares at the time of listing. In addition, the maximum number of shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes involving the issue or grant of share options by the Company must not, in aggregate, exceed 30% of the shares in issue from time to time.

The total number of shares issued and to be issued upon exercise of the options already granted or to be granted to each participant under the Share Option Scheme and any other share option scheme(s) of the Company (including exercised and outstanding share options) in any 12-month period up to and including the date of such grant should not exceed 1% aggregate of the shares in issue as at the date of such grant. Any grant of further options above this 1% limit shall be subject to approval of the shareholders of the Company at general meetings, with such participant and his associates abstaining from voting.

The total number of shares in respect of which options may be granted under the Share Option Scheme shall be 74,304,600 shares, representing approximately 8.3% of the issued share capital of the Company as at the date of this annual report.

The period within which the options must be exercised will be specified by the Board at the time of the offer of grant, and must expire no later than 10 years from the effective date of the Share Option Scheme. There is no general requirement on the minimum period for which an option must be held or the performance targets which must be achieved before an option can be exercised under the terms of the Share Option Scheme.

### 購股權計劃

一項購股權計劃(「購股權計劃」)於二零零七年六月二日根據本公司股東通過之書面決議案獲採納。購股權計劃旨在向選定人士提供作為彼等對本集團所作出貢獻之獎勵及獎賞。購股權計劃將一直有效至二零一七年六月一日及每一購股權將以代價10港元授出。

購股權計劃之參與者包括本集團或本集團持有權益公司或該公司的附屬公司之董事、僱員、顧問、專業人士、客戶、供應商、代理商、合作伙伴、諮詢人及承辦商。

根據購股權計劃及本公司所採納之其他購股權計劃將予授出之購股權獲悉數行使時可能發行之股份數目，最高不得超過於上市時股份總數之10%。此外，根據購股權計劃及任何涉及發行或授出本公司購股權的購股權計劃已授出但尚未行使或將予行使之購股權獲行使時可能發行之股份數目，合共不得超過本公司不時已發行股本之30%。

根據購股權計劃及本公司所採納之其他購股權計劃向各參與者已授出或將予授出之購股權(包括已行使及尚未行使之購股權)獲行使而於任何12個月期間(包括授予當日)已發行及將予發行之股份總數，不得超過授出日期已發行股份總數之1%。任何進一步授予超過1%上限之購股權必須於股東大會上獲股東批准，而有關參與者及其聯繫人士須放棄投票。

根據購股權計劃可能授出的購股權所涉及之股份總數為74,304,600股，相當於本年報日期本公司已發行股本約8.3%。

董事會將於授出購股權要約時指明購股權須予行使的期限，必須不遲於購股權計劃生效日期起計十年內屆滿。購股權計劃之條款下並無有關必須持有購股權之最短期限或可行使購股權而必須達到之表現目標之一般規定。

# DIRECTORS' REPORT (CONTINUED)

## 董事會報告(續)

The subscription price for any share under the Share Option Scheme will be a price determined by the Board and will be not less than the highest of:

- (i) the closing price of a share as stated in the Stock Exchange's daily quotations sheet on the date of grant of the relevant option, which must be a business day;
- (ii) an amount equivalent to the average closing price of a share as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant of the relevant option; and
- (iii) the nominal value of a share on the date of the grant.

On 13 March 2008, the Company granted 20,102,000 share options to the Group's employees under the Share Option Scheme at an exercise price of HK\$0.415 per share. A summary of movements of share options of the Company during the year is set out as below:

購股權計劃項下股份的認購價將由董事會決定，惟該價格不得低於以下最高者：

- (i) 授出有關購股權日期(須為營業日)聯交所每日報價表所列股份收市價；
- (ii) 緊接授出有關購股權日期前五個營業日聯交所每日報價表所列股份平均收市價；及
- (iii) 授出日期股份之面值。

於二零零八年三月十三日，本公司根據購股權計劃向本集團僱員授出20,102,000份購股權，行使價為每股0.415港元。於本年度內，本公司購股權之變動概述如下：

| Category of Grantee/Name           | Date of grant | Exercise Price (HK\$) | Exercise Period           | As at 01/01/2013 | Number of share options<br>購股權數目 |                           |                                  |                              |
|------------------------------------|---------------|-----------------------|---------------------------|------------------|----------------------------------|---------------------------|----------------------------------|------------------------------|
|                                    |               |                       |                           |                  | Granted during the year          | Exercised during the year | Lapsed/Cancelled during the year | Outstanding as at 31/12/2013 |
| 承授人<br>類別/姓名                       | 授出日期          | 行使價<br>(港元)           | 行使期                       | 於二零一三年<br>一月一日   | 於年內<br>授出                        | 於年內<br>行使                 | 於年內<br>失效/註銷                     | 於二零一三年<br>十二月三十一日<br>尚未行使    |
| <b>Executive Directors</b><br>執行董事 |               |                       |                           |                  |                                  |                           |                                  |                              |
| Mr. Lee<br>李先生                     | 13/03/2008    | 0.415                 | 13/03/2009–<br>12/03/2018 | 780,000          | –                                | 780,000                   | –                                | –                            |
| Dr. Keung Wing Ching<br>姜永正博士      | 13/03/2008    | 0.415                 | 13/03/2009–<br>12/03/2018 | –                | –                                | –                         | –                                | –                            |
| Mr. Wong Wing Chuen<br>黃永銓先生       | 13/03/2008    | 0.415                 | 13/03/2009–<br>12/03/2018 | 570,000          | –                                | 570,000                   | –                                | –                            |
| Mr. Chan Tat Cheong, Alan<br>陳達昌先生 | 13/03/2008    | 0.415                 | 13/03/2009–<br>12/03/2018 | –                | –                                | –                         | –                                | –                            |
| <b>Others</b><br>其他                |               |                       |                           |                  |                                  |                           |                                  |                              |
| Employees<br>僱員                    | 13/03/2008    | 0.415                 | 13/03/2009–<br>12/03/2018 | 1,910,000        | –                                | 1,668,000                 | –                                | 242,000                      |
| <b>Total 總數</b>                    |               |                       |                           | 3,260,000        | –                                | 3,018,000                 | –                                | 242,000                      |



# DIRECTORS' REPORT (CONTINUED)

## 董事會報告(續)

### Notes:

1. The vesting period of the share options is from the date of grant until the commencement of the exercise period.
2. The closing price of the share immediately before the date of grant was HK\$0.415.
3. The fair values of options granted and the respective accounting policy adopted are set out in note 3(r) and 34 to the financial statements.

### 附註：

1. 購股權歸屬期間為自授出日期起至行使期開始日期止。
2. 在緊接購股權授出日期之前的收市價為0.415港元。
3. 已授出的購股權公平值及其採取之會計政策載於財務報表附註3(r)及34。

## SHARE AWARD SCHEME

On 10 January 2013 (the "Adoption Date"), the Board of Company adopted a share award scheme (the "Share Award Scheme") under which the shares of the Company (the "Awarded Shares") may be awarded to selected persons to recognise the contributions by certain employees and persons to the Group and to provide them with incentives in order to retain them for the continual operation and development of the Group and to attract suitable personnel for further development of the Group. The Share Award Scheme will be valid and effective for a term of ten years commencing on the Adoption Date until 9 January 2023.

The participants of the Share Award Scheme may include executives, officers, employees, directors of the Company or any of its subsidiary, any business or joint venture partner, investor, consultant, adviser or agent of any member of the Group.

The Share Award Scheme shall be subject to the administration of the Administration Committee in accordance with the rules of the Share Award Scheme and the terms of the Trust Deed.

Pursuant to the Share Award Scheme, the Board shall select the eligible persons for participation in the Share Award Scheme and determine the number of shares to be awarded. Shares will be acquired by an independent trustee at the cost of the Company or shares will be allotted to the independent trustee under the general mandate granted or to be granted by the shareholders of the Company at general meetings from time to time and be held in trust for the awarded persons until the end of each vesting period. Vested shares will be transferred at no cost to the awarded persons.

Where any Awarded Shares is proposed to be offered to a connected person of the Company (as defined under Chapter 14A of the Listing Rules), such offer of Awarded Shares has to be first approved by the independent non-executive directors of the Company and the Company will comply with the applicable requirements of Chapter 14A of the Listing Rules in respect of such offer (including but not limited to the obtaining of independent Shareholders' approval if necessary).

## 股份獎勵計劃

於二零一三年一月十日(「採納日期」)，本公司董事會採納股份獎勵計劃(「股份獎勵計劃」)。據此，本公司股份(「獎勵股份」)可授予經甄選人士以表彰本集團若干僱員及人士之貢獻，並給予獎勵以挽留該等僱員及人士為本集團之持續經營和發展而努力，亦為本集團進一步發展吸引合適之人才。股份獎勵計劃將由採納日期起生效，有效期為十年至二零二三年一月九日。

股份獎勵計劃之參與者包括本公司或其任何附屬公司之行政人員、高級職員、僱員、董事、本集團之任何合營夥伴、投資者、顧問、諮詢人或代理。

股份獎勵計劃會依據股份獎勵計劃之規則及信託契據之條款，由行政管理委員會管理。

根據股份獎勵計劃，董事會將甄選合資格人士參與股份獎勵計劃，並釐定予以獎勵股份之數目。股份將由獨立受託人購入，成本由本公司支付，或股份將根據於股東大會上不時由本公司股東授予或將授予的一般授權分配予獨立受託人，並以信託方式為獲獎勵人士持有，直至各歸屬期完結止。歸屬股份將無償轉讓予獲獎勵人士。

倘擬向本公司之關連人士(定義見上市規則第14A章)授予任何獎勵股份，該授予獎勵股份之建議須事先經本公司獨立非執行董事批准，且本公司將就有關建議遵守上市規則第14A章之適用規定(包括但不限於在需要時取得獨立股東批准)。

# DIRECTORS' REPORT (CONTINUED)

## 董事會報告(續)

Based on the 890,435,400 Shares in issue as at the adoption date, the maximum number of Awarded Shares under the Share Award Scheme would be 44,521,770 Shares and the maximum number of Shares which may be awarded to an awarded person under the Share Award Scheme would be 8,904,354 Shares.

No Awarded Shares had been granted for the period from the Adoption Date up to the date of this annual report.

### COMPETING BUSINESS

Each of Mr. Lee Yuen Fat and PreciseFull has provided a written confirmation, which has been reviewed and confirmed by the independent non-executive directors of the Company, confirming that they have complied with the terms of a Deed of Non-competition entered into between them and the Company for the year ended 31 December 2013.

### CONTINUING CONNECTED TRANSACTIONS

On 15 November 2012, the Group entered into a renewed master agreement (the "Renewed Master Agreement") with Chit Shun Machinery Limited ("Chit Shun") for a term of three years commencing from 1 January 2013 to 31 December 2015, in relation to the purchase of equipment, machineries and parts (together with the maintenance services). Chit Shun is a limited liability company incorporated in Hong Kong and beneficially owned by Mr. Lee and an independent third party, in equal share. Mr. Lee has nominated a director to the board of Chit Shun. Besides, Mr. Chan Tat Cheong, Alan (as a representative of Mr. Lee) sits on the board of a wholly-owned subsidiary of Chit Shun established in the PRC. Since Mr. Lee is a director and controlling shareholder of Chit Shun, Chit Shun is a connected person of the Company (as defined in the Listing Rules). Accordingly, the transactions between the Group and Chit Shun constitute continuing connected transactions (the "Chit Shun Transactions") of the Group. At the board meeting held on 15 November 2012, the board of directors of the Company had approved (i) the Renewed Master Agreement and the transactions contemplated thereunder; and (ii) the proposed annual caps for each of the three years ending 31 December 2015.

For the year ended 31 December 2013, Chit Shun Transactions totalled approximately HK\$5,124,000 (2012: HK\$7,712,000).

根據於採納日期已發行890,435,400股股份計算，股份獎勵計劃可授出之獎勵股份數目上限為44,521,770股股份及股份獎勵計劃可獎勵予每名獲獎勵人士之股份數目上限為8,904,354股股份。

由採納日期至本年報日期，尚未授出任何獎勵股份。

### 競爭業務

李遠發先生及PreciseFull各自已提供書面確認，並由本公司獨立非執行董事審閱及確認，彼等於截至二零一三年十二月三十一日止年度內已遵守本公司與彼等所訂立之不可競爭契據之條款。

### 持續關連交易

於二零一二年十一月十五日，本集團與捷迅機械設備有限公司(「捷迅」)就購買設備、機器與零件(連同相關保養服務)訂立經更新總協議(「經更新總協議」)，年期由二零一三年一月一日起至二零一五年十二月三十一日止，為期三年。捷迅為香港註冊成立的有限公司，由李先生及一名獨立第三方按等額權益實益擁有。李先生曾向捷迅董事會提名董事人選。另外，陳達昌先生(李先生的代表)為捷迅於中國成立的全資附屬公司之董事。因李先生為捷迅之董事兼控股股東，故捷迅為本公司的關連人士(定義見上市規則)。故此，本集團與捷迅之交易構成本集團之持續關連交易(「捷迅交易」)。於二零一二年十一月十五日舉行之董事會會議上，本公司之董事已批准(i)經更新總協議及其項下擬進行之交易；及(ii)截至二零一五年十二月三十一日止三個年度各年之建議年度上限。

截至二零一三年十二月三十一日止年度，捷迅交易之總額約為5,124,000港元(二零一二年：7,712,000港元)。

## DIRECTORS' REPORT (CONTINUED)

### 董事會報告(續)

The independent non-executive directors of the Company have reviewed the Chit Shun Transactions and confirmed that they have been entered into:

1. in the ordinary and usual course of business of the Group;
2. either on normal commercial terms or, if there are no sufficient comparables to judge whether they are on normal commercial terms, on terms no less favourable to the Company than terms available from other independent parties; and
3. in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with the Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued his unqualified letter containing his findings and conclusions in respect of the continuing connected transactions disclosed by the Group on page 33 and 34 of the Annual Report in accordance with the Main Board Listing Rule 14A.38. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

#### PUBLIC FLOAT

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

#### EVENT AFTER REPORTING DATE

Details of event after the reporting date are set out in note 39 to the financial statements.

#### AUDITOR

RSM Nelson Wheeler shall retire and being eligible, offer themselves for re-appointment, and a resolution to this effect will be proposed at the forthcoming annual general meeting.

By order of the Board  
**Lee Yuen Fat**  
Chairman

Hong Kong, 24 March 2014

本公司獨立非執行董事已審核捷迅交易並確認該等交易：

1. 屬本集團的日常業務；
2. 按照一般商務條款進行，或如可供比較的交易不足以判斷該等交易的條款是否一般商務條款，則對本公司而言，該等交易的條款不遜於獨立第三方所提供的條款；及
3. 是根據監管該等交易之有關協議條款進行，而交易條款公平合理，並且符合本公司股東的整體利益。

本公司核數師已獲聘根據香港會計師公會頒佈的《香港核證工作準則》第3000號「審核或審閱歷史財務資料以外的核證工作」及參照實務說明第740號「關於香港《上市規則》所述持續關連交易的核數師函件」報告本集團的持續關連交易。核數師已根據上市規則第14A.38條發出無保留函件，而該函件載有核數師對有關本集團在年報第33及34頁披露的持續關連交易的發現及結論。本公司已將核數師函件副本送呈聯交所。

#### 公眾持股量

於本報告日，根據本公司可以得悉之公開資料及本公司董事亦知悉之情況下，本公司已按上市規則之要求，維持足夠公眾持股量。

#### 結算日後事項

結算日後事項詳情載於財務報告附註39。

#### 核數師

中瑞岳華(香港)會計師事務所將退任，惟願意膺選連任，而重聘彼等之有關決議案於即將舉行之股東週年大會上提呈。

承董事會命  
**李遠發**  
主席

香港，二零一四年三月二十四日

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The board of directors (the “Board”) believes that good corporate governance practices are essential for promoting investors’ confidence and maximizing shareholders’ returns. The Board is committed to maintaining a high standard of corporate governance and reviews its corporate governance practices on a regular basis.

The Company’s corporate governance practices are based on the principles and code provisions as set out in the Code on Corporate Governance Practices (the “CG Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”). For the year ended 31 December 2013 (the “Year”), the Company is in compliance with all the code provisions of the CG Code.

### THE BOARD

The Board is collectively responsible for formulating the Group’s overall business strategies, monitoring and evaluating its operating and financial performance and reviewing the corporate governance standard of the Company. The day-to-day management, administration and operation of the Company are led by the chief executive officer of the Company. The Board has also delegated a schedule of responsibilities to the senior management of the Company, which include the implementation of decisions of the Board, the co-ordination and direction of day-to-day operation and management of the Company in accordance with the management strategies and plans approved by the Board, formulating and monitoring the production and operating plans and budgets, and supervising and monitoring the control systems. The Board has the full support of the senior management to discharge its responsibilities.

As at 31 December 2013, the Board comprises eight members as follows:

#### Executive Directors

Mr. Lee Yuen Fat (*Chairman*)  
 Dr. Keung Wing Ching (*Vice Chairman and Chief Executive Officer*)  
 Mr. Wong Wing Chuen  
 Mr. Chan Tat Cheong, Alan

#### Independent Non-executive Directors

Mr. Sun Kai Lit Cliff, BBS, JP  
 Ir Dr. Lo Wai Kwok, BBS, MH, JP  
 Mr. Yeow Hoe Ann John  
 Mr. Andrew Look

Biographical details of the directors of the Company as at the date of this report are set out on pages 18 to 21 of this annual report.

The Board members have no financial, business, family or other material/relevant relationships with each other.

本公司董事會(「董事會」)相信良好之企業管治守則對於提高投資者的信心和增加股東的回報至為重要。董事會一向致力維持高水平的企業管治及定期檢討本公司之企業管治守則。

本公司之企業管治守則乃以聯交所證券上市規則(「上市規則」)附錄十四《企業管治常規守則》(「企業管治守則」)之原則及守則條文為基礎。於截至二零一三年十二月三十一日止年度(「本年度」)，本公司已遵守企業管治守則中的所有守則條文。

### 董事會

董事會共同負責制訂本集團之整體業務策略，及監管和評估本集團其營運與財務上之表現，並檢討本公司之企業管治水平。本公司的日常管理、行政及營運均由本公司行政總裁領導。董事會已將一系列職責轉授予本公司高級管理層，包括執行董事會的決策、依照董事會批准的管理策略及計劃對本公司日常運作及管理作出協調及指揮、制定及監察生產和營運計劃及預算，以及監督及監察監控制度。董事會亦獲高級管理層全力支持履行其職責。

於二零一三年十二月三十一日，董事會包括下列八名成員：

#### 執行董事

李遠發先生(主席)  
 姜永正博士(副主席兼行政總裁)  
 黃永銓先生  
 陳達昌先生

#### 獨立非執行董事

孫啟烈先生BBS，太平紳士  
 盧偉國博士BBS，MH，太平紳士  
 姚和安先生  
 陸東先生

於本報告日，本公司董事之個人資料詳載於本年報第18至第21頁。

各董事會成員之間並沒有財務、業務、親屬或其他重大或相關之關係。

## CORPORATE GOVERNANCE REPORT (CONTINUED)

### 企業管治報告(續)

Each of the independent non-executive directors has confirmed in writing his independence from the Company in accordance with the guidelines on director independence of the Listing Rules. On this basis, the Company considers all such directors to be independent.

All the independent non-executive directors were appointed for a specific term of two years and subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association of the Company.

The directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. During the Year, the Company had arranged one in-house seminar covering the topics of responsibilities of a listed company director in Hong Kong. All directors attended the seminar.

The Board conducts regular scheduled meetings on a quarterly basis. Ad hoc meetings are convened when circumstances require.

During the Year, five Board meetings and one general meeting were held and details of individual attendance of directors are set out in the table on page 38 of this annual report.

#### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The roles of chairman and chief executive officer of the Company are segregated and are not performed by the same person. Mr. Lee Yuen Fat, the Chairman, is responsible for the leadership and effective running of the Board while Dr. Keung Wing Ching, the Vice Chairman and Chief Executive Officer, is responsible for the overall management and supervision of the execution of the overall business strategies of the Group.

#### AUDIT COMMITTEE

The Company established the Audit Committee in June 2007. The primary duties of the Audit Committee are to review and approve the financial reporting process and internal control system of the Group as well as to provide advice and comments to the Board. The Audit Committee comprises four independent non-executive directors, namely Mr. Yeow Hoe Ann John, Mr. Sun Kai Lit Cliff BBS, JP, Ir Dr. Lo Wai Kwok BBS, MH, JP and Mr. Andrew Look and is chaired by Mr. Yeow Hoe Ann John, a qualified accountant with extensive experience in financial reporting and controls.

During 2013, the Audit Committee held two meetings to review the financial statements of the Group with the external auditor and discussed on the internal control matters.

各獨立非執行董事已根據上市規則的規定就其獨立性以書面確認；因此，本公司認為該等董事確屬獨立人士。

所有獨立非執行董事之指定任期為兩年。彼等須按照本公司組織章程細則的條文在本公司之股東週年大會上輪值告退及膺選連任。

本公司鼓勵董事參與持續專業發展，以發展並更新彼等之知識及技能。於本年度，本公司安排了一次內部講座，內容包括香港上市公司董事之職責。全體董事已出席該講座。

董事會每季舉行定期會議，並於情況需要時召開特別會議。

於本年度內，本公司已舉行五次董事會會議及一次股東大會，個別董事之出席資料詳載於本年報第38頁。

#### 主席及行政總裁

本公司主席及行政總裁之角色已分開及不是由同一人出任。李遠發先生為本公司主席，負責領導及有效地管理董事會；而姜永正博士為本公司副主席兼行政總裁，負責本集團的整體管理及監督整體業務策略的執行。

#### 審核委員會

本公司於二零零七年六月成立審核委員會。審核委員會之主要職責為審閱及批准本集團之財務報告程序及內部監控系統，並向董事會提供建議及意見。審核委員會由四名獨立非執行董事組成，分別為姚和安先生、孫啟烈先生BBS、太平紳士、盧偉國博士BBS、MH、太平紳士及陸東先生，而姚和安先生為審核委員會之主席，彼為合資格會計師，於財務報告及控制擁有豐富經驗。

於二零一三年，審核委員會與外聘核數師舉行了兩次會議，審閱本集團之財務報表及討論內部監控事項。

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### NOMINATION COMMITTEE

The Nomination Committee was set up in June 2007 and is mainly responsible for making recommendations to the Board on the appointment of directors and the management of the Board succession. The members of the Nomination Committee are Mr. Sun Kai Lit Cliff BBS, JP, Ir Dr. Lo Wai Kwok BBS, MH, JP, Mr. Yeow Hoe Ann John, Mr. Andrew Look and Dr. Keung Wing Ching. Mr. Sun Kai Lit Cliff BBS, JP is the Chairman of the Nomination Committee.

During the Year, the Nomination Committee held one meeting to review the structure, size and the composition of the Board.

### REMUNERATION COMMITTEE

The Company established the Remuneration Committee in June 2007. The major duties of the Remuneration Committee include reviewing and determining the terms of remuneration packages, the award of bonuses and other compensation payable to individual directors and senior management. The Remuneration Committee consists of Mr. Sun Kai Lit Cliff BBS, JP, Ir Dr. Lo Wai Kwok BBS, MH, JP, Mr. Yeow Hoe Ann John, Mr. Andrew Look and Dr. Keung Wing Ching. The Chairman of the Remuneration Committee is Mr. Sun Kai Lit, Cliff BBS, JP, an independent non-executive director.

During 2013, the Remuneration Committee held one meeting and approved the remuneration adjustment of executive directors of the Company.

### CORPORATE GOVERNANCE FUNCTION

The Board is responsible for the corporate governance functions with the following duties:

- to develop and review the Company's policies and practices on corporate governance and make recommendations on changes and updating;
- to review and monitor the training and continuous professional development of directors;
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and
- to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

### 提名委員會

提名委員會於二零零七年六月成立，主要負責就委任董事及管理董事會之繼任事項向董事會提供意見。提名委員會之成員包括孫啟烈先生BBS，太平紳士、盧偉國博士BBS，MH，太平紳士、姚和安先生、陸東先生及姜永正博士，而孫啟烈先生BBS，太平紳士為提名委員會之主席。

於本年度，提名委員會舉行了一次會議，檢討董事會之架構、規模及組成。

### 薪酬委員會

本公司於二零零七年六月成立薪酬委員會。薪酬委員會之主要職責包括檢討及釐定個別董事及高級管理人員之薪酬待遇、花紅獎賞及其他報酬。薪酬委員會由孫啟烈先生BBS，太平紳士、盧偉國博士BBS，MH，太平紳士、姚和安先生、陸東先生及姜永正博士組成。薪酬委員會之主席為獨立非執行董事孫啟烈先生BBS，太平紳士。

於二零一三年，薪酬委員會舉行了一次會議，批准本公司執行董事之薪酬調整。

### 企業管治職能

董事會負責企業管治職能，並有下列職責：

- 制訂及檢討本公司的企業管治政策及常規，並就變動及更新提出建議；
- 檢討及監察董事的培訓及持續專業發展；
- 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- 制訂、檢討及監察適用於僱員及董事的操守守則及合規手冊(如有)；及
- 檢討本公司遵守企業管治守則的情況及於企業管治報告中作出的披露。

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### ATTENDANCE OF MEETINGS

A summary of attendance of Board and Committee meetings and annual general meeting in 2013 are detailed in the following table:

### 出席會議

下表載列於二零一三年董事會及委員會會議及股東週年大會之出席率摘要：

|  | Number of attendance/Number of meetings<br>出席次數/會議次數 |                                    |   |   |                                  |
|--|--|------------------------------------|---|---|----------------------------------|
|  | Board meeting<br>董事會會議                               | Audit Committee meeting<br>審核委員會會議 | Nomination Committee meeting<br>提名委員會會議 | Remuneration Committee meeting<br>薪酬委員會會議 | Annual General Meeting<br>股東周年大會 |

#### Executive Directors

##### 執行董事

|                                    |     |   |     |     |     |
|------------------------------------|-----|---|-----|-----|-----|
| Mr. Lee Yuen Fat<br>李遠發先生          | 5/5 | - | -   | -   | 1/1 |
| Dr. Keung Wing Ching<br>姜永正博士      | 5/5 | - | 1/1 | 1/1 | 1/1 |
| Mr. Wong Wing Chuen<br>黃永銓先生       | 5/5 | - | -   | -   | 1/1 |
| Mr. Chan Tat Cheong, Alan<br>陳達昌先生 | 5/5 | - | -   | -   | 1/1 |

#### Independent Non-Executive Directors

##### 獨立非執行董事

|  |     |     |     |     |     |
|--|-----|-----|-----|-----|-----|
| Mr. Sun Kai Lit, Cliff BBS, JP<br>孫啟烈先生BBS、太平紳士    | 5/5 | 2/2 | 1/1 | 1/1 | 1/1 |
| Ir Dr. Lo Wai Kwok BBS, MH, JP<br>盧偉國博士BBS、MH、太平紳士 | 5/5 | 2/2 | 1/1 | 1/1 | 1/1 |
| Mr. Yeow Hoe Ann, John<br>姚和安先生                    | 5/5 | 2/2 | 1/1 | 1/1 | 1/1 |
| Mr. Andrew Look<br>陸東先生                            | 5/5 | 2/2 | 1/1 | 1/1 | 1/1 |

### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules. Having made specific enquiry of all directors, all directors have confirmed that they have fully complied with the required standard set out in the Model Code during the Year.

### 董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載之標準守則。經向全體董事作出具體查詢後確認，彼等於本年度一直全面遵守標準守則所載規定準則。

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The directors acknowledge their responsibility for the preparation of the financial statements of the Company for the year ended 31 December 2013. The statement of the external auditor of the Company in relation to their reporting responsibility on the financial statements of the Group is set out in the Independent Auditor's Report on page 41 and 42.

### INTERNAL CONTROL

The Board has overall responsibility for maintaining a sound and effective internal control system of the Group in order to safeguard the Group's assets and shareholders' investments. There is currently an internal audit department within the Group. Its duties are to review the systems of internal controls covering all relevant financial, operational and compliance control functions within an established framework. Reports prepared by this department are submitted to the Audit Committee of the Company for review to ensure that an effective and adequate internal control system has been in place.

### AUDITOR'S REMUNERATION

Total auditor's remuneration in relation to statutory audit work and non-audit services of the Group is set out as follows:

### 董事就財務報表所承擔之責任

董事確認彼等對編制本公司截至二零一三年十二月三十一日止年度財務報表之責任。本公司之外聘核數師就其對本集團財務報表之申報責任而發出之聲明，載於第41及第42頁之獨立核數師報告內。

### 內部監控

董事會全權負責維持本集團健全和有效的內部監控系統，以保障本集團資產及股東之投資。現時集團有一內部審核部門，其職責為檢討內部監控系統，包括已建立的架構內的所有相關財務、營運及依從規例監控效能。該部門所編製之報告會提呈本公司之審核委員會審閱，以確保有效及足夠之內部監控系統經已存在。

### 核數師之酬金

本集團付予有關法定審核及非審核服務的核數師酬金如下：

|                                   |                      | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
|-----------------------------------|----------------------|----------------------------------|----------------------------------|
| Statutory audit                   | 法定審核                 | 1,500                            | 1,250                            |
| Non-audit services <sup>(1)</sup> | 非審核服務 <sup>(1)</sup> | 443                              | 370                              |
| Total                             | 總數                   | 1,943                            | 1,620                            |

Note:

1. Non-audit services mainly include interim review and tax advisory service.

附註：

1. 非審核服務主要包括中期審閱及稅務諮詢服務。



# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### SHAREHOLDERS' RIGHTS

#### Procedures for convening extraordinary general meeting on requisition

Pursuant to Article 64 of the Company's Articles of Association, an extraordinary general meeting may be convened on the requisition of one or more shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Company Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit, the Board fails 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 Board shall be reimbursed to the requisitionist(s) by the Company.

#### Procedure for putting forward proposals at general meeting

A shareholder shall make a written requisition to the Board or the Company Secretary at the Company's office in Hong Kong, specifying the shareholding information of the shareholder, contact details and the proposal he/she intends to put forward at general meeting regarding any specified business and its supporting documents.

#### Shareholders' enquiries

Shareholders should direct their questions in relation to their shareholdings to the Company's share registrar. Shareholders may at any time make a request for the Company's information to the extent that such information is publically available. Shareholders may send written enquiries to the Board by writing to the Company Secretary at the Company's office in Hong Kong at Room 1210, Exchange Tower, 33 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong.

### 股東之權利

#### 請求召開股東特別大會之程序

根據本公司組織章程細則第64條，特別股東大會亦可由一名或多名持有股東要求召開，該等股東於提出要求當日須持有本公司實繳股本不少於十分之一並有權在股東大會上投票。有關要求須以書面形式向董事會或公司秘書提出，藉以要求董事會就處理有關要求所指明之任何事務而召開股東特別大會。有關會議須在遞交該請求書後兩個月內召開。如董事會在請求書遞交日期起計二十一日內未有進行安排召開有關會議，則請求人(或多名請求人)可用相同方式自行召開會議，且請求人因董事會未有妥為召開會議而招致的所有合理費用，須由本公司償還請求人。

#### 於股東大會上提呈建議之程序

股東須致函本公司香港辦事處向本公司之董事會或公司秘書提出書面要求，當中須列明該股東的股權資料、其詳細聯絡資料，以及擬就任何具體的事務而於股東大會上提呈的建議及其有關文件。

#### 股東提問

股東應向本公司股份過戶登記處提出有關其股權之疑問。股東可隨時要求索取有關本公司之公開資料。股東亦可致函公司秘書向董事會作出查詢，本公司香港辦事處之地址為香港九龍九龍灣宏照道33號國際交易中心1210室。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告



**TO THE SHAREHOLDERS OF  
KA SHUI INTERNATIONAL HOLDINGS LIMITED**  
*(Incorporated in the Cayman Islands with limited liability)*

We have audited the consolidated financial statements of Ka Shui International Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 43 to 147, which comprise the consolidated and Company statements of financial position as at 31 December 2013, and the consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

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

### **AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

致嘉瑞國際控股有限公司  
全體股東  
*(於開曼群島註冊成立的有限公司)*

本核數師(以下簡稱「我們」)已審核列載於第43至第147頁的嘉瑞國際控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)綜合財務報表,其中包括於二零一三年十二月三十一日的綜合及貴公司財務狀況表、截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表以及主要會計政策概要及其他解釋資料。

### **董事就綜合財務報表須承擔的責任**

貴公司董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及《香港公司條例》披露規定,編製及真實公平地列報該等綜合財務報表,以及董事認為以使綜合財務報表的編制不存在因欺詐或錯誤而導致的重大錯誤陳述而需要的內部控制。

### **核數師的責任**

我們的責任是根據我們的審核結果,就該等綜合財務報表發表意見,並僅向全體股東報告。除此之外,本報告不可用作其他用途。我們不會就本報告內容向任何其他人士負上或承擔任何責任。我們已根據香港會計師公會頒佈的《香港審計準則》進行審核。該等準則要求我們遵守道德規範,並計劃及執行審核,以合理確定該等綜合財務報表是否不存在任何重大錯誤陳述。

## INDEPENDENT AUDITOR'S REPORT (CONTINUED) 獨立核數師報告(續)

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

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

### OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2013, and of the Group's results 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.

**RSM Nelson Wheeler**  
Certified Public Accountants  
Hong Kong

24 March 2014

審核範圍包括進程序以獲取有關綜合財務報表所載金額及披露資料的審核憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險。在評估該等風險時，核數師考慮與貴公司編製真實公平之綜合財務報表相關的內部控制，以設計適當的審核程序，但並非為對貴公司的內部控制的效能發表意見。審核亦包括評估董事所採用的會計政策的適當性及所作出的會計估計的合理性，以及評估綜合財務報表的整體列報方式。

我們相信，我們所獲得的審核憑證乃充足及適當，可為我們的審核意見提供基礎。

### 意見

我們認為，該等綜合財務報表已根據《香港財務報告準則》真實公平地反映貴公司及貴集團於二零一三年十二月三十一日的財務狀況，及貴集團於截至該日止年度的業績及現金流量，並已按照《香港公司條例》的披露規定妥為編製。

中瑞岳華(香港)會計師事務所  
執業會計師  
香港

二零一四年三月二十四日

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 綜合損益表

For the year ended 31 December 2013 截至二零一三年十二月三十一日

|                                     |              | Note | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
|-------------------------------------|--------------|------|----------------------------------|----------------------------------|
|                                     |              | 附註   |                                  |                                  |
| <b>Turnover</b>                     | <b>營業額</b>   | 7    | <b>1,806,585</b>                 | 1,568,958                        |
| Cost of sales                       | 銷售成本         |      | <b>(1,408,169)</b>               | (1,215,253)                      |
| <b>Gross profit</b>                 | <b>毛利</b>    |      | <b>398,416</b>                   | 353,705                          |
| Other income                        | 其他收入         | 8    | <b>26,750</b>                    | 5,432                            |
| Selling and distribution expenses   | 銷售及分銷開支      |      | <b>(26,606)</b>                  | (22,828)                         |
| General and administrative expenses | 一般及行政開支      |      | <b>(239,259)</b>                 | (172,291)                        |
| Other operating expenses            | 其他營運開支       |      | <b>(57,796)</b>                  | (19)                             |
| <b>Profit from operations</b>       | <b>經營溢利</b>  |      | <b>101,505</b>                   | 163,999                          |
| Finance costs                       | 融資成本         | 10   | <b>(10,854)</b>                  | (6,769)                          |
| <b>Profit before tax</b>            | <b>除稅前溢利</b> |      | <b>90,651</b>                    | 157,230                          |
| Income tax expense                  | 所得稅開支        | 11   | <b>(34,539)</b>                  | (31,336)                         |
| <b>Profit for the year</b>          | <b>年內溢利</b>  | 12   | <b>56,112</b>                    | 125,894                          |
| Attributable to                     | 應佔           |      |                                  |                                  |
| Owners of the Company               | 本公司權益持有人     |      | <b>60,542</b>                    | 125,894                          |
| Non-controlling interests           | 非控股權益        |      | <b>(4,430)</b>                   | —                                |
|                                     |              |      | <b>56,112</b>                    | 125,894                          |
|                                     |              |      | <b>HK Cents</b>                  | <b>HK Cents</b>                  |
|                                     |              |      | <b>港仙</b>                        | <b>港仙</b>                        |
| <b>Earnings per share</b>           | <b>每股盈利</b>  | 15   |                                  |                                  |
| Basic                               | 基本           |      | <b>6.78</b>                      | 14.16                            |
| Diluted                             | 攤薄           |      | <b>6.78</b>                      | 14.12                            |

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收益表

For the year ended 31 December 2013 截至二零一三年十二月三十一日

|   |                      | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
|---|----------------------|----------------------------------|----------------------------------|
| <b>Profit for the year</b>  | <b>年內溢利</b>          | <b>56,112</b>                    | 125,894                          |
| <b>Other comprehensive income:</b>                                  | <b>其他全面收益：</b>       |                                  |                                  |
| <i>Items that will not be reclassified to profit or loss</i>        | <i>將不會重新分類至損益之項目</i> |                                  |                                  |
| Surplus on revaluation of leasehold land                            | 租賃土地價值重估之盈餘          | <b>8,900</b>                     | 14,421                           |
| Income tax on items that will not be reclassified to profit or loss | 不會重新分類至損益之項目之所得稅     | <b>(1,417)</b>                   | (2,978)                          |
|   |                      | <b>7,483</b>                     | 11,443                           |
| <i>Items that may be reclassified to profit or loss</i>             | <i>可重新分類至損益之項目</i>   |                                  |                                  |
| Exchange differences on translating foreign operations              | 換算海外業務產生之匯兌差額        | <b>17,109</b>                    | 5,474                            |
| <b>Other comprehensive income for the year, net of tax</b>          | <b>年內除稅後其他全面收益</b>   | <b>24,592</b>                    | 16,917                           |
| <b>Total comprehensive income for the year</b>                      | <b>年內全面收益總額</b>      | <b>80,704</b>                    | 142,811                          |
| <b>Attributable to</b>  | <b>應佔</b>            |                                  |                                  |
| Owners of the Company   | 本公司權益持有人             | <b>84,606</b>                    | 142,811                          |
| Non-controlling interests   | 非控股權益                | <b>(3,902)</b>                   | –                                |
|   |                      | <b>80,704</b>                    | 142,811                          |

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

At 31 December 2013 於二零一三年十二月三十一日

|  |            |                  | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
|--|------------|------------------|----------------------------------|----------------------------------|
|  | Note<br>附註 |                  |                                  |                                  |
| <b>Non-current assets</b>                                      |            | <b>非流動資產</b>     |                                  |                                  |
| Property, plant and equipment                                  | 16         | 物業、機器及設備         | 732,377                          | 655,383                          |
| Goodwill   | 18         | 商譽               | 1,630                            | –                                |
| Intangible assets  | 19         | 無形資產             | 16,728                           | 718                              |
| Available-for-sale financial assets                            | 20         | 可供出售金融資產         | –                                | –                                |
| Deposits paid for acquisition of property, plant and equipment |            | 預付購買物業、機器及設備之按金  | 10,516                           | 6,493                            |
|  |            |                  | <b>761,251</b>                   | 662,594                          |
| <b>Current assets</b>  |            | <b>流動資產</b>      |                                  |                                  |
| Inventories  | 21         | 存貨               | 142,546                          | 253,675                          |
| Trade receivables  | 22         | 貿易應收款項           | 397,703                          | 486,041                          |
| Prepayments, deposits and other receivables                    |            | 預付款項、按金及其他應收款項   | 70,902                           | 58,532                           |
| Financial assets at fair value through profit or loss          | 23         | 按公平值計入損益賬的金融資產   | 48,000                           | 592                              |
| Pledged bank deposits  | 24         | 已抵押銀行存款          | 194                              | –                                |
| Restricted bank balances                                       | 24         | 有限制銀行存款          | 4,779                            | –                                |
| Bank and cash balances   | 24         | 銀行及現金結餘          | 275,233                          | 135,243                          |
|  |            |                  | <b>939,357</b>                   | 934,083                          |
| <b>Current liabilities</b>                                     |            | <b>流動負債</b>      |                                  |                                  |
| Trade payables   | 25         | 貿易應付款項           | 219,140                          | 320,043                          |
| Deposits received  |            | 已收按金             | 2,243                            | 4,584                            |
| Other payables and accruals                                    |            | 其他應付款項及應計費用      | 77,473                           | 73,972                           |
| Due to a related company                                       | 26         | 應付關連公司款項         | 1,776                            | 3,428                            |
| Bank borrowings and overdrafts                                 | 27         | 銀行借款及透支          | 496,176                          | 325,575                          |
| Current portion of obligations under finance leases            | 28         | 融資租約承擔的即期部分      | 1,330                            | 3,978                            |
| Current tax liabilities  |            | 即期稅項負債           | 24,608                           | 27,537                           |
|  |            |                  | <b>822,746</b>                   | 759,117                          |
| <b>Net current assets</b>                                      |            | <b>流動資產淨值</b>    | <b>116,611</b>                   | 174,966                          |
| <b>Total assets less current liabilities</b>                   |            | <b>資產總值減流動負債</b> | <b>877,862</b>                   | 837,560                          |

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

At 31 December 2013 於二零一三年十二月三十一日

|   |                     |            | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
|---|---------------------|------------|----------------------------------|----------------------------------|
|   |                     | Note<br>附註 |                                  |                                  |
| <b>Non-current liabilities</b>                      | <b>非流動負債</b>        |            |                                  |                                  |
| Obligations under finance leases                    | 融資租約承擔              | 28         | -                                | 1,330                            |
| Deferred tax liabilities                            | 遞延稅項負債              | 30         | <b>24,299</b>                    | 20,456                           |
|   |                     |            | <b>24,299</b>                    | 21,786                           |
| <b>NET ASSETS</b>                                   | <b>資產淨值</b>         |            | <b>853,563</b>                   | 815,774                          |
| <b>Capital and reserves</b>                         | <b>資本及儲備</b>        |            |                                  |                                  |
| Share capital                                       | 股本                  | 32         | <b>89,345</b>                    | 89,044                           |
| Reserves  | 儲備                  | 33         | <b>714,903</b>                   | 726,730                          |
| <b>Equity attributable to owners of the Company</b> | <b>本公司權益持有人應佔權益</b> |            | <b>804,248</b>                   | 815,774                          |
| <b>Non-controlling interests</b>                    | <b>非控股權益</b>        |            | <b>49,315</b>                    | -                                |
| <b>TOTAL EQUITY</b>                                 | <b>權益總額</b>         |            | <b>853,563</b>                   | 815,774                          |

Approved by the Board of Directors on 24 March 2014

董事會於二零一四年三月二十四日批准

**Lee Yuen Fat**  
李遠發  
Director  
董事

**Keung Wing Ching**  
姜永正  
Director  
董事

# STATEMENT OF FINANCIAL POSITION

## 財務狀況表

At 31 December 2013 於二零一三年十二月三十一日

|   |                |      | 2013           | 2012     |
|---|----------------|------|----------------|----------|
|   |                | Note | 二零一三年          | 二零一二年    |
|   |                | 附註   | HK\$'000       | HK\$'000 |
|   |                |      | 千港元            | 千港元      |
| <b>Non-current assets</b>                   | <b>非流動資產</b>   |      |                |          |
| Investments in subsidiaries                 | 於附屬公司的投資       | 17   | <b>32,270</b>  | 28,933   |
| <b>Current assets</b>                       | <b>流動資產</b>    |      |                |          |
| Prepayments, deposits and other receivables | 預付款項、按金及其他應收款項 |      | <b>194</b>     | 275      |
| Due from subsidiaries                       | 應收附屬公司款項       | 17   | <b>373,277</b> | 410,759  |
| Bank and cash balances                      | 銀行及現金結餘        | 24   | <b>168</b>     | 99       |
|   |                |      | <b>373,639</b> | 411,133  |
| <b>Current liabilities</b>                  | <b>流動負債</b>    |      |                |          |
| Other payables and accruals                 | 其他應付款項及應計費用    |      | <b>9</b>       | 9        |
| Financial guarantee contracts liabilities   | 融資擔保合約負債       | 31   | <b>3,882</b>   | 6,213    |
|   |                |      | <b>3,891</b>   | 6,222    |
| <b>Net current assets</b>                   | <b>流動資產淨值</b>  |      | <b>369,748</b> | 404,911  |
| <b>NET ASSETS</b>                           | <b>資產淨值</b>    |      | <b>402,018</b> | 433,844  |
| <b>Capital and reserves</b>                 | <b>資本及儲備</b>   |      |                |          |
| Share capital                               | 股本             | 32   | <b>89,345</b>  | 89,044   |
| Reserves                                    | 儲備             | 33   | <b>312,673</b> | 344,800  |
| <b>TOTAL EQUITY</b>                         | <b>權益總額</b>    |      | <b>402,018</b> | 433,844  |

Approved by the Board of Directors on 24 March 2014

董事會於二零一四年三月二十四日批准

**Lee Yuen Fat**  
李遠發  
Director  
董事

**Keung Wing Ching**  
姜永正  
Director  
董事



# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 December 2013 截至二零一三年十二月三十一日

|  |                         | Attributable to owners of the Company<br>本公司權益持有人應佔權益 |               |                   |                 |                |                                      |                      |                   |                     |          |                           |              |
|--|-------------------------|---|---------------|-------------------|-----------------|----------------|--------------------------------------|----------------------|-------------------|---------------------|----------|---------------------------|--------------|
|  |                         | Share capital   | Share premium | Retained earnings | Capital reserve | Merger reserve | Foreign currency translation reserve | Share option reserve | Statutory reserve | Revaluation reserve | Total    | Non-controlling interests | Total equity |
|  |                         | 股本  | 股份溢價          | 保留盈利              | 資本儲備            | 合併儲備           | 匯兌儲備                                 | 購股權儲備                | 法定儲備              | 重估儲備                | 總數       | 非控股權益                     | 權益總額         |
|  |                         | HK\$'000  | HK\$'000      | HK\$'000          | HK\$'000        | HK\$'000       | HK\$'000                             | HK\$'000             | HK\$'000          | HK\$'000            | HK\$'000 | HK\$'000                  | HK\$'000     |
|  |                         | 千港元   | 千港元           | 千港元               | 千港元             | 千港元            | 千港元                                  | 千港元                  | 千港元               | 千港元                 | 千港元      | 千港元                       | 千港元          |
| At 1 January 2012  | 於二零一二年一月一日              | 88,811  | 202,060       | 304,826           | 8,036           | (9,931)        | 53,626                               | 617                  | 7,666             | 68,745              | 724,456  | -                         | 724,456      |
| Total comprehensive income for the year                              | 年內全面收益                  | -   | -             | 125,894           | -               | -              | 5,474                                | -                    | -                 | 11,443              | 142,811  | -                         | 142,811      |
| Issue of shares upon the exercise of share options                   | 因行使購股權而發行之股份            | 233   | 734           | -                 | -               | -              | -                                    | -                    | -                 | -                   | 967      | -                         | 967          |
| Exercise of share options  | 行使之購股權                  | -   | 246           | -                 | -               | -              | -                                    | (246)                | -                 | -                   | -        | -                         | -            |
| Transfer to statutory reserve  | 轉移至法定儲備                 | -   | -             | (39)              | -               | -              | -                                    | -                    | 39                | -                   | -        | -                         | -            |
| Dividends paid   | 已付股息                    | -   | -             | (52,460)          | -               | -              | -                                    | -                    | -                 | -                   | (52,460) | -                         | (52,460)     |
| Changes in equity for the year                                       | 年內權益變動                  | 233   | 980           | 73,395            | -               | -              | 5,474                                | (246)                | 39                | 11,443              | 91,318   | -                         | 91,318       |
| At 31 December 2012 and 1 January 2013                               | 於二零一二年十二月三十一日及二零一三年一月一日 | 89,044  | 203,040       | 378,221           | 8,036           | (9,931)        | 59,100                               | 371                  | 7,705             | 80,188              | 815,774  | -                         | 815,774      |
| Total comprehensive income for the year                              | 年內全面收益                  | -   | -             | 60,542            | -               | -              | 16,690                               | -                    | -                 | 7,374               | 84,606   | (3,902)                   | 80,704       |
| Acquisition of business (note 35(b))                                 | 收購業務 (附註35(b))          | -   | -             | -                 | -               | -              | -                                    | -                    | -                 | -                   | -        | 28,133                    | 28,133       |
| Capital contribution by non-controlling shareholders of a subsidiary | 非控股股東投入資金於附屬公司          | -   | -             | -                 | -               | -              | -                                    | -                    | -                 | -                   | -        | 25,084                    | 25,084       |
| Issue of shares upon the exercise of share options                   | 因行使購股權而發行之股份            | 301   | 951           | -                 | -               | -              | -                                    | -                    | -                 | -                   | 1,252    | -                         | 1,252        |
| Exercise of share options  | 行使之購股權                  | -   | 347           | -                 | -               | -              | -                                    | (347)                | -                 | -                   | -        | -                         | -            |
| Transfer to statutory reserve  | 轉移至法定儲備                 | -   | -             | (896)             | -               | -              | -                                    | -                    | 896               | -                   | -        | -                         | -            |
| Dividends paid   | 已付股息                    | -   | -             | (97,384)          | -               | -              | -                                    | -                    | -                 | -                   | (97,384) | -                         | (97,384)     |
| Changes in equity for the year                                       | 年內權益變動                  | 301   | 1,298         | (37,738)          | -               | -              | 16,690                               | (347)                | 896               | 7,374               | (11,526) | 49,315                    | 37,789       |
| At 31 December 2013  | 於二零一三年十二月三十一日           | 89,345  | 204,338       | 340,483           | 8,036           | (9,931)        | 75,790                               | 24                   | 8,601             | 87,562              | 804,248  | 49,315                    | 853,563      |

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 December 2013 截至二零一三年十二月三十一日

|   | Note                | 2013                     | 2012                     |
|---|---------------------|--------------------------|--------------------------|
|   | 附註                  | 二零一三年<br>HK\$'000<br>千港元 | 二零一二年<br>HK\$'000<br>千港元 |
| <b>NET CASH GENERATED FROM OPERATING ACTIVITIES</b>               | 經營業務所得現金淨額<br>35(a) | <b>178,079</b>           | 99,633                   |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>                       | 投資活動之現金流量           |                          |                          |
| (Increase)/decrease in pledged bank deposits                      | 已抵押銀行存款(增加)/減少      | <b>(194)</b>             | 12,285                   |
| Acquisition of business   | 收購業務<br>35(b)       | <b>1</b>                 | -                        |
| Interest received   | 已收利息                | <b>1,699</b>             | 819                      |
| Proceeds from disposals of property, plant and equipment          | 出售物業、機器及設備          | <b>1,172</b>             | 886                      |
| Purchase of property, plant and equipment                         | 購買物業、機器及設備          | <b>(133,796)</b>         | (145,410)                |
| Deposit paid for the acquisition of property, plant and equipment | 預付物業、機器及設備之按金       | <b>(5,272)</b>           | (6,422)                  |
| <b>Net cash used in investing activities</b>                      | 投資活動所耗現金淨額          | <b>(136,390)</b>         | (137,842)                |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>                       | 融資活動之現金流量           |                          |                          |
| Issue of shares upon the exercise of share options                | 因行使購股權而發行之股份        | <b>1,252</b>             | 967                      |
| Dividends paid  | 已付股息                | <b>(97,384)</b>          | (52,460)                 |
| Capital contribution from non-controlling shareholders            | 非控股股東投入資金           | <b>25,084</b>            | -                        |
| Net short term bank loans raised                                  | 新增短期銀行貸款淨額          | <b>36,996</b>            | 78,206                   |
| Repayment of obligations under finance leases                     | 償還融資租約承擔            | <b>(3,978)</b>           | (7,086)                  |
| Repayment of long term bank loans                                 | 償還長期銀行貸款            | <b>(64,484)</b>          | (45,827)                 |
| Long term bank loans raised                                       | 新增長期銀行貸款            | <b>198,000</b>           | 36,400                   |
| <b>Net cash generated from financing activities</b>               | 融資活動所得現金淨額          | <b>95,486</b>            | 10,200                   |
| <b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>       | 現金及等同現金項目增加/(減少)淨額  | <b>137,175</b>           | (28,009)                 |
| <b>CASH AND CASH EQUIVALENTS AT 1 JANUARY</b>                     | 於一月一日的現金及等同現金項目     | <b>135,243</b>           | 164,691                  |
| Effect of foreign exchange rate changes                           | 匯率變動影響              | <b>2,726</b>             | (1,439)                  |
| <b>CASH AND CASH EQUIVALENTS AT 31 DECEMBER</b>                   | 於十二月三十一日的現金及等同現金項目  | <b>275,144</b>           | 135,243                  |
| <b>ANALYSIS OF CASH AND CASH EQUIVALENTS</b>                      | 現金及等同現金項目分析         |                          |                          |
| Bank and cash balances  | 銀行及現金結餘<br>24       | <b>275,233</b>           | 135,243                  |
| Bank overdrafts   | 銀行透支<br>27          | <b>(89)</b>              | -                        |
|   |                     | <b>275,144</b>           | 135,243                  |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands. The address of its registered office is Clifton House, 75 Fort Street, P.O. Box 1350 GT, George Town, Grand Cayman, Cayman Islands. The address of its principal place of business is Room 1210, Exchange Tower, 33 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 17 to the financial statements.

In the opinion of the directors of the Company, as at 31 December 2013, Precisefull Limited, a company incorporated in the British Virgin Islands, is the ultimate parent and Mr. LEE Yuen Fat ("Mr. Lee") is the ultimate controlling party of the Company.

### 2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") that are relevant to its operations and effective for its accounting year beginning on 1 January 2013. HKFRSs comprise Hong Kong Financial Reporting Standards ("HKFRS"); Hong Kong Accounting Standards ("HKAS"); and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's financial statements and amounts reported for the current year and prior years except as stated below.

### 1. 公司資料

本公司根據開曼群島公司法在開曼群島註冊成立為受豁免有限公司。其註冊辦事處地點為Clifton House, 75 Fort Street, P.O. Box 1350 GT, George Town, Grand Cayman, Cayman Islands。其主要營業地點為香港九龍九龍灣宏照道33號國際交易中心1210室。本公司之股份在香港聯合交易所有限公司(「聯交所」)主板上市。

本公司為一家投資控股公司。其附屬公司的主要業務載於本財務報表附註17。

本公司董事認為，於二零一三年十二月三十一日，Precisefull Limited(一間於英屬處女群島註冊成立之公司)為最終母公司，李遠發先生(「李先生」)為本公司之最終控股方。

### 2. 採納新訂及經修訂香港財務報告準則

於本年度，本集團已採納適用於本身營運，由香港會計師公會(「香港會計師公會」)所頒佈並自二零一三年一月一日開始的會計年度生效的所有新訂及經修訂香港財務報告準則(「香港財務報告準則」)。香港財務報告準則包括香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋。除下列說明外，採納該等新訂及經修訂的香港財務報告準則並未使本集團的會計政策、本集團財務報表的呈報方式及本年度與以往年度呈報的金額出現重大變動。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

#### (a) Amendments to HKAS 1 "Presentation of Financial Statements"

Amendments to HKAS 1 titled Presentation of Items of Other Comprehensive Income introduce new optional terminology for statement of comprehensive income and income statement that has been applied by the Group. Under the amendments to HKAS 1, a statement of comprehensive income is renamed as a statement of profit or loss and other comprehensive income and an income statement is renamed as a statement of profit or loss. The amendments to HKAS 1 retain the option to present profit or loss and other comprehensive income in either a single statement or in two separate but consecutive statements.

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

The amendments have been applied retrospectively, and hence the presentation of items of other comprehensive income has been modified to reflect the change. Other than the above mentioned presentation changes, the application of the amendments to HKAS 1 does not result in any impact on profit or loss, other comprehensive income and total comprehensive income.

### 2. 採納新訂及經修訂香港財務報告準則(續)

#### (a) 香港會計準則第1號之修訂本「財務報表之呈報」

香港會計準則第1號之修訂本主題為「其他全面收益項目之呈報」，為本集團所應用之全面收益表和收益表引入新的選擇性術語。按香港會計準則第1號之修訂本，全面收益表改名為損益及其他全面收益表以及收益表改名為損益表。香港會計準則第1號之修訂本保留以單一報表或兩個獨立但連續報表呈報損益及其他全面收益之選擇。

香港會計準則第1號之修訂本要求於其他全面收益部份作出額外披露，使其他全面收益項目分為兩類：(a)將不會於隨後重新分類至損益之項目；及(b)當滿足特定條件時於隨後可能重新分類至損益之項目。其他全面收益項目的所得稅須按相同基準分配。

有關修訂本已追溯應用，因此其他全面收益項目的呈報已經修改以反映變動。除上述提及之呈報變動外，應用香港會計準則第1號之修訂本不會導致損益、其他全面收益和全面收益總額有任何影響。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

#### (b) HKFRS 12 “Disclosure of Interests in Other Entities”

HKFRS 12 “Disclosure of Interests in Other Entities” specifies the disclosure requirements for subsidiaries, joint arrangements and associates, and introduces new disclosure requirements for unconsolidated structured entities.

The adoption of HKFRS 12 only affects the disclosures relating to the Group’s subsidiaries in the consolidated financial statements. HKFRS 12 has been applied retrospectively.

#### (c) HKFRS 13 “Fair Value Measurement”

HKFRS 13 “Fair Value Measurement” establishes a single source of guidance for all fair value measurements required or permitted by HKFRSs. It clarifies the definition of fair value as an exit price, which is defined as a price at which an orderly transaction to sell the asset or transfer the liability would take place between market participants at the measurement date under market conditions, and enhances disclosures about fair value measurements.

The adoption of HKFRS 13 only affects disclosures on fair value measurements in the consolidated financial statements. HKFRS 13 has been applied prospectively.

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results of operations and financial position.

### 2. 採納新訂及經修訂香港財務報告準則(續)

#### (b) 香港財務報告準則第12號「披露於其他實體之權益」

香港財務報告準則第12號「披露於其他實體之權益」列明附屬公司、共同安排及聯營公司之披露規定，以及推出適用於非綜合計算之結構性實體之新披露規定。

採納香港財務報告準則第12號僅影響綜合財務報表中有關本集團附屬公司之披露。香港財務報告準則第12號已追溯應用。

#### (c) 香港財務報告準則第13號「公平值計量」

香港財務報告準則第13號「公平值計量」就香港財務報告準則規定或准許之所有公平值計量確立單一指引來源。該準則釐清了依據「離場價」(意指市場參與者在計量日按市況進行出售資產或轉讓債務之有秩序交易之價格)作為公平值之定義，以及增加公平值計量之披露。

採納香港財務報告準則第13號僅影響綜合財務報表上關於公平值計量之披露。香港財務報告準則第13號即將應用。

本集團並無應用已頒佈但尚未生效之新訂香港財務報告準則。本集團已開始評估該等新訂香港財務報告準則之影響，但尚未確定該等新訂香港財務報告準則是否對本集團的營運業績及財務狀況有重大影響。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 3. SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared in accordance with HKFRSs, accounting principles generally accepted in Hong Kong and the applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance.

These financial statements have been prepared under the historical cost convention, as modified for the revaluation of leasehold land, certain investments and derivatives which are carried at their fair values.

The preparation of financial statements in conformity with HKFRSs requires the use of certain key assumptions and estimates. It also requires the directors to exercise their judgement in the process of applying the accounting policies. The areas where assumptions and estimates are significant to these financial statements are disclosed in note 4 to the financial statements.

The significant accounting policies applied in the preparation of these financial statements are set out below.

#### (a) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December. Subsidiaries are entities over which the Group has control.

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. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties. A potential voting right is considered only if the holder has the practical ability to exercise that right.

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

### 3. 主要會計政策

此等財務報表乃根據香港財務報告準則、香港普遍採納之會計原則及聯交所證券上市規則及香港公司條例所規定之適用披露事項編製。

除以公平值入賬之租賃土地、若干投資及衍生工具須作調整外，此等財務報表乃按歷史成本作為編製基準。

編製符合香港財務報告準則的財務報表須使用若干主要假設及估計，亦需要董事於應用會計政策的過程中作出判斷。涉及對此等財務報表屬重大的假設及估計的範疇於財務報表附註4中披露。

編製此等財務報表所採用的主要會計政策載列如下：

#### (a) 綜合賬目

綜合財務報表包括本公司及其附屬公司截至十二月三十一日止的財務報表。附屬公司為本集團擁有控制權的實體。

當本集團透過其能力影響另一實體之回報，並從參予該實體之運作而得到或有權利得到可變動之回報，則視為本集團對該實體擁有控制權。當本集團現有權利令其目前有能力主導相關活動（即對實體回報構成重大影響的活動），則本集團對該實體擁有權力。

在評估本集團是否擁有控制權時，本集團會考慮潛在表決權以及其他各方所持潛在表決權。潛在表決權僅於持有人擁有實質能力可行使該項權利時方予考慮。

附屬公司於控制權轉移至本集團當日全面綜合計算，並於控制權終止當日不再作綜合處理。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (a) Consolidation (Continued)

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill relating to that subsidiary and any related accumulated foreign currency translation reserve.

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated statement of profit or loss and consolidated statement of profit or loss and other comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the non-controlling shareholders and owners of the Company.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling shareholders even if this results in the non-controlling interests having a deficit balance.

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners). The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

### 3. 主要會計政策(續)

#### (a) 綜合賬目(續)

因出售一間附屬公司而導致失去控制權的盈虧指(i)出售代價公平值加上於該附屬公司任何保留投資公平值與(ii)本公司應佔該附屬公司資產淨值加上與該附屬公司有關的任何餘下商譽以及任何相關累計外幣換算儲備兩者間的差額。

集團間的交易、結餘及未變現溢利會予以對銷。未變現虧損亦會予以對銷，除非交易有證據顯示所轉讓資產出現減值則除外。附屬公司的會計政策已於有需要時作出變動，以確保與本集團所採納的政策貫徹一致。

非控股權益指並非本公司直接或間接應佔之附屬公司權益。非控股權益於綜合財務狀況表及綜合權益變動表之權益內呈列。非控股權益於綜合損益表及綜合損益及其他全面收益表呈列為本公司非控股股東與擁有人應佔溢利或虧損及年內全面收益總額之分配。

即使會導致非控股權益出現赤字結餘，損益及其他全面收益各部分仍歸屬於本公司擁有人及非控股股東。

本公司於不會導致失去控制權之附屬公司之擁有權權益變動計入權益交易(即以擁有人身分與擁有人進行之交易)。控股權益及非控股權益之賬面值已經調整，以反映其於附屬公司之相關權益變動。非控股權益之調整金額與已付或已收代價之公平值兩者間之任何差額直接於權益確認，並由本公司擁有人分佔。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (a) Consolidation (Continued)

In the Company's statement of financial position the investments in subsidiaries are stated at cost less allowance for impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

#### (b) Business combination and goodwill

The acquisition method is used to account for the acquisition of a subsidiary in a business combination. The cost of acquisition is measured at the acquisition-date fair value of the assets given, equity instruments issued, liabilities incurred and contingent consideration. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received. Identifiable assets and liabilities of the subsidiary in the acquisition are measured at their acquisition-date fair values.

The excess of the cost of acquisition over the Company's share of the net fair value of the subsidiary's identifiable assets and liabilities is recorded as goodwill. Any excess of the Company's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss as a gain on bargain purchase which is attributed to the Company.

In a business combination achieved in stages, the previously held equity interest in the subsidiary is remeasured at its acquisition-date fair value and the resulting gain or loss is recognised in consolidated profit or loss. The fair value is added to the cost of acquisition to calculate the goodwill.

If the changes in the value of the previously held equity interest in the subsidiary were recognised in other comprehensive income (for example, available-for-sale investment), the amount that was recognised in other comprehensive income is recognised on the same basis as would be required if the previously held equity interest were disposed of.

### 3. 主要會計政策(續)

#### (a) 綜合賬目(續)

於本公司之財務狀況表內，於附屬公司之投資按成本扣除減值虧損撥備列賬。本公司按已收及應收的股息作為基準把附屬公司之業績列賬。

#### (b) 業務合併及商譽

於業務合併中收購附屬公司乃按收購會計法處理。收購成本按於交易日所交付資產、所發行股本工具、所產生或承擔之負債及或然代價之公平值計算。與收購有關之成本於產生成本及獲得服務之期間確認為開支。所收購附屬公司之可識別資產及負債按收購當日之公平值計算。

收購成本超出本公司攤分附屬公司可識別資產及負債之公平淨值之差額將以商譽列賬。本公司攤分可識別資產及負債之公平淨值高於收購成本之差額將於綜合損益表內確認為本公司應佔之購買折讓收益。

分階段進行業務合併時，過往持有之附屬公司股本權益按收購日期之公平值重新計算，據此產生之損益則於綜合損益確認。公平值將計入收購成本，以計算商譽。

倘過往持有之附屬公司股本權益價值變動於其他全面收入(如可供出售之投資)確認，則於其他全面收入確認之款項按過往持有之股本權益已售出之情況下所規定相同基準確認。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (b) Business combination and goodwill (Continued)

Goodwill is tested annually for impairment or more frequently if events or changes in circumstances indicate that it might be impaired. Goodwill is measured at cost less accumulated impairment losses. The method of measuring impairment losses of goodwill is the same as that of other assets as stated in the accounting policy (w) below. Impairment losses of goodwill are recognised in consolidated profit or loss and are not subsequently reversed. Goodwill is allocated to cash-generating units that are expected to benefit from the synergies of the acquisition for the purpose of impairment testing.

The non-controlling interests in the subsidiary are initially measured at the non-controlling shareholders' proportionate share of the net fair value of the subsidiary's identifiable assets and liabilities at the acquisition date.

#### (c) Foreign currency translation

##### (i) Functional and presentation currency

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

##### (ii) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

### 3. 主要會計政策(續)

#### (b) 業務合併及商譽(續)

商譽每年一次或(如有任何事宜或情況變動顯示可能出現減值)多次進行減值測試。商譽按成本減累計減值虧損列賬。計算商譽減值虧損之方法與下文會計政策(w)所載其他資產之減值虧損計算方法相同。商譽之減值虧損於綜合損益內確認,其後不得撥回。為進行減值測試,商譽乃分配至預期受惠於收購協同效應之現金產生單位。

於附屬公司的非控股權益初步按非控股股東應佔該附屬公司於收購日期的可辨認資產及負債的公平淨值比例計量。

#### (c) 外幣換算

##### (i) 功能及呈列貨幣

本集團各實體的財務報表所納入的項目乃按實體經營業務所在主要經濟環境的貨幣(「功能貨幣」)計算。綜合財務報表以港元呈列,而港元為本公司的功能及呈列貨幣。

##### (ii) 各實體財務報表內的交易及結餘

外幣交易以交易日期適用的匯率換算為基本確認之功能貨幣。以外幣計值的貨幣資產及負債按每個報告期間完結時適用的匯率換算。該換算政策所產生的溢利及虧損列入損益內。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (c) Foreign currency translation (Continued)

##### (ii) Transactions and balances in each entity's financial statements (Continued)

Non-monetary items that are measured at fair values in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

##### (iii) Translation on consolidation

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates for the period (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in the other comprehensive income and accumulated in the foreign currency translation reserve.

### 3. 主要會計政策 (續)

#### (c) 外幣換算 (續)

##### (ii) 各實體財務報表內之交易及結餘 (續)

按公平值以外幣計算的非貨幣項目以決定公平值當天之匯率換算。

當非貨幣項目的收益或虧損於全面收益中確認，任何該收益或虧損之匯兌部份於其他全面收益中確認。當非貨幣項目的收益或虧損於損益中確認，任何該收益或虧損之匯兌部份於損益中確認。

##### (iii) 綜合賬目時的換算

集團內所有功能貨幣與本公司呈列貨幣有別的實體，其業績及財務狀況乃按下列方式換算為本公司的呈列貨幣：

- 各財務狀況表所呈列的資產及負債均按結算日的收市匯率換算；
- 各損益表內的收入及開支按平均匯率換算（除非該平均匯率並非為交易日期的適用匯率累計影響的合理約數，在該情況下，收入及開支按交易日期的匯率換算）；及
- 所產生的全部匯兌差額於其他全面收益內確認及於匯兌儲備內累計。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (c) Foreign currency translation (Continued)

##### (iii) Translation on consolidation (Continued)

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are reclassified to consolidated profit or loss as part of the gain or loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

#### (d) Property, plant and equipment

Leasehold lands are carried at fair values, based on periodic valuations by external independent valuer, less subsequent depreciation and impairment losses. Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. All other property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

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

### 3. 主要會計政策(續)

#### (c) 外幣換算(續)

##### (iii) 綜合賬目時的換算(續)

綜合賬目時，換算海外實體投資淨額及借貸所產生的匯兌差額於匯兌儲備內確認。當海外業務被出售，匯兌差額於綜合損益中重新分類至出售溢利或虧損的一部分。

收購海外實體所產生的商譽及公平值調整被視作海外實體的資產及負債，並按收市匯率換算。

#### (d) 物業、機器及設備

租賃土地根據外聘獨立估值師作出的定期估值按公平值減其後折舊及減值虧損列賬。在重估日期的任何累計折舊與資產的賬面值總額對銷，而淨額則重列至資產的重估金額。所有其他物業、機器及設備按成本減累計折舊及減值虧損列賬。

只有在與項目相關的未來經濟效益有可能流入本集團，並能夠可靠地計量項目成本的情況下，本集團才會將其後成本計入為資產賬面值之一部分或確認為獨立資產項目(如適用)。所有其他維護及保養費用均需於產生時於該財務期間之損益確認。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (d) Property, plant and equipment (Continued)

Revaluation increases of leasehold land are recognised in profit or loss to the extent that the increases reverse revaluation decreases of the same asset previously recognised in profit or loss. All other revaluation increases are credited to the revaluation reserve as other comprehensive income. Revaluation decreases that offset previous revaluation increases of the same asset remaining in the revaluation reserve are charged against the revaluation reserve as other comprehensive income. All other decreases are recognised in profit or loss. On the subsequent sale or retirement of a revalued leasehold land, the attributable revaluation increases remaining in the revaluation reserve is transferred directly to retained profits.

Depreciation of property, plant and equipment is calculated at rates appropriate to write off their cost or revalued amounts less their residual values over the estimated useful lives on a straight-line basis. The principal useful lives are as follows:

|  |  |
|--|--|
| Buildings                                | 5 to 20 years or over the unexpired term of lease  |
| Leasehold land                           | over the unexpired term of lease                   |
| Leasehold improvements                   | shorter of 3 years and the unexpired term of lease |
| Plant and machinery                      | 5 to 10 years                                      |
| Computer equipment                       | 3 to 5 years                                       |
| Furniture, fixtures and office equipment | 3 to 5 years                                       |
| Motor vehicles                           | 3 to 5 years                                       |

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

Construction in progress represents buildings under construction and plant and machinery pending installation, and is stated at cost less impairment losses. Depreciation begins when the relevant assets are available for use.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

### 3. 主要會計政策(續)

#### (d) 物業、機器及設備(續)

租賃土地重估後之賬面增值於損益確認，並與同一資產先前增值對銷的減值部分於損益確認。所有其他重估增值額則作為其他全面收益計入重估儲備。重估後與同一資產先前增值對銷於重估儲備餘下的減值部分，於其他全面收益中扣除；餘下之所有減值額則於損益內扣除。其後已重估租賃土地出售或棄用時，重估儲備餘下分佔重估增值直接撥轉至保留溢利。

物業、機器及設備的折舊，按撇銷其成本減剩餘價值的適當比率，於估計可使用年期內使用直線法計算，主要可使用年期如下：

|               |                       |
|---------------|-----------------------|
| 樓宇            | 5至20年或按租約尚餘年期         |
| 租賃土地          | 按租約尚餘年期               |
| 租賃物業裝修        | 3年或租約尚餘年期<br>(以較短者為準) |
| 機器及設備         | 5至10年                 |
| 電腦設備          | 3至5年                  |
| 傢俬、固定裝置及辦公室設備 | 3至5年                  |
| 汽車            | 3至5年                  |

剩餘價值、可使用年期及折舊方法於每個報告期間完結時進行檢討及作出調整(如適用)。

在建工程指興建中的租賃樓宇及待安裝的機器及設備，並按成本扣除減值虧損列賬。有關資產可供使用後方才計算折舊。

出售物業、機器及設備的收益或虧損指出售所得款項淨額與有關資產賬面值兩者間的差額，並於損益內確認。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (e) Leases

##### The Group as lessee

##### (i) Operating leases

Leases that do not substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as operating leases. Lease payments (net of any incentives received from the lessor) are recognised as an expense on a straight-line basis over the lease term.

##### (ii) Finance leases

Leases that substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as finance leases. At the commencement of the lease term, a finance lease is capitalised at the lower of the fair value of the leased asset and the present value of the minimum lease payments, each determined at the inception of the lease.

The corresponding liability to the lessor is included in the statement of financial position as finance lease payable. Lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Assets under finance leases are depreciated the same as owned assets.

##### The Group as lessor

##### (i) Operating leases

Leases that do not substantially transfer to the lessees all the risks and rewards of ownership of assets are accounted for as operating leases. Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

### 3. 主要會計政策(續)

#### (e) 租約

##### 本集團為承租人

##### (i) 經營租約

將資產擁有權的所有風險及回報不會大部份轉移至本集團的租約，分類為經營租約。租約款項在扣除自出租人收取的任何獎勵金後，於租約期內以直線法確認費用。

##### (ii) 融資租約

將資產擁有權的所有風險及回報大部份轉移至本集團的租約，分類為融資租約。融資租約在開始時按租賃資產的公平值及最低租賃款項現值(兩者均於租賃開始時釐定)的較低者入賬。

出租人的相應債務於財務狀況表中列作應付融資租約。租約款項按比例分配為融資費用及削減未付債務。融資費用於各租期內分攤，以便為債務結餘得出一個貫徹的定期利率。

於融資租約下的資產與自置資產以同樣方法計算折舊。

##### 本集團作為出租人

##### (i) 經營租賃

並無將資產擁有權的一切風險及回報大部分轉讓予承租人的租賃列為經營租賃。經營租賃的租金收入按相關租賃期以直線法確認。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (f) Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

#### (g) Club membership

Club membership with indefinite useful life is stated at cost less any impairment losses. Impairment is reviewed annually or when there is any indication that the club membership has suffered an impairment loss.

#### (h) Patents and trademarks

Patents and trademarks are stated at cost less accumulated amortisation and impairment losses. Amortisation is calculated on a straight-line basis over their estimated useful lives of 7 years.

#### (i) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average basis. The cost of finished goods and work in progress comprises raw materials, direct labour and an appropriate proportion of all production overhead expenditure, and where appropriate, subcontracting charges. 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.

#### (j) Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

### 3. 主要會計政策(續)

#### (f) 研究及開發支出

研究活動的支出於產生的期間作為開支確認。

#### (g) 會所會籍

具無限可使用年期的會所會籍按成本減任何減值虧損列賬。會所會籍每年及當有跡象顯示出現減值虧損時進行減值檢討。

#### (h) 專利及商標

專利及商標按成本扣除累計攤銷及減值虧損列賬。攤銷乃以直線法按彼等估計可使用期七年計算。

#### (i) 存貨

存貨按成本與可變現淨值兩者中的較低者入賬。成本乃按加權平均基準計量。製成品及在製品的成本包括原材料、直接勞工及所有生產經常性開支及分包開支(如適用)。可變現淨值按一般業務過程中的估計銷售價格減去估計完成成本及估計銷售所需費用計算。

#### (j) 確認及終止確認金融工具

金融資產及金融負債於本集團成為工具合約條文的訂約方時，於財務狀況表內確認。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (j) Recognition and derecognition of financial instruments (Continued)

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and the cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in profit or loss.

#### (k) Investments

Investments are recognised and derecognised on a trade date basis where the purchase or sale of an investment is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned, and are initially measured at fair value, plus directly attributable transaction costs except in the case of financial assets at fair value through profit or loss.

Investments are classified as either financial assets at fair value through profit or loss or available-for-sale financial assets.

#### (i) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are either investments classified as held for trading or designated as at fair value through profit or loss upon initial recognition. These investments are subsequently measured at fair value. Gains or losses arising from changes in fair value of these investments are recognised in profit or loss.

### 3. 主要會計政策(續)

#### (j) 確認及終止確認金融工具(續)

倘從資產收取現金流的合約權利已到期，或本集團已將其於資產擁有的絕大部份風險及回報轉移，或本集團並無轉移及保留其於資產擁有權的絕大部份風險及回報但沒有保留對資產的控制權，則金融資產將被終止確認。於終止確認金融資產時，資產的賬面值與已收及應收代價及已直接於其他全面收益內確認的累計盈虧兩者總和的差額，將於損益內確認。

倘於有關合約的特定責任獲解除、取消或到期，則金融負債將被終止確認。終止確認的金融負債的賬面值與已付代價的差額於損益內確認。

#### (k) 投資

投資乃按交易日基準(即購買或出售投資之合約條款所規定及經由所屬市場設定的時限交付該項投資之日)確認及終止確認，並初步按公平值加上直接應佔交易成本計量，惟按公平值計入損益賬的金融資產則除外。

投資分類為按公平值計入損益賬的金融資產或可供出售金融資產。

#### (i) 按公平值計入損益賬的金融資產

初步確認時，按公平值計入損益賬的金融資產均為持作買賣或指定為按公平值計入損益賬的投資。此等投資隨後按公平值計量。此等投資公平值變動引起的損益均在損益內確認。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (k) Investments (Continued)

##### (ii) Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets not classified as trade and other receivables, held-to-maturity investments or financial assets at fair value through profit or loss. Available-for-sale financial assets are subsequently measured at fair value. Gains or losses arising from changes in fair value of these investments are recognised in other comprehensive income, until the investments are disposed of or there is objective evidence that the investments are impaired, at which time the cumulative gains or losses accumulated in revaluation reserve are reclassified to profit or loss. Dividend, foreign exchange gain/loss and interest calculated using the effective interest method is recognised in profit or loss.

Investments in equity instruments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments, are measured at cost less impairment losses.

Impairment losses recognised in profit or loss for equity investments classified as available-for-sale financial assets are not subsequently reversed through profit or loss. Impairment losses recognised in profit or loss for debt instruments classified as available-for-sale financial assets are subsequently reversed and recognised in profit or loss if an increase in the fair value of the instruments can be objectively related to an event occurring after the recognition of the impairment loss.

### 3. 主要會計政策(續)

#### (k) 投資(續)

##### (ii) 可供出售金融資產

可供出售金融資產指並非分類為貿易及其他應收款項的非衍生金融資產、持作到期的投資或透過損益以公平值列賬的金融資產。可供出售金融資產其後按公平值計量。因該等投資的公平值變動而產生的收益或虧損於其他全面收益確認，直至出售該等投資或有客觀證據顯示投資出現減值為止，屆時於重估儲備累計的累計收益或虧損會重新分類至損益。股息、匯兌收益／虧損及採用實際利率法計算的利息於損益確認。

投資於並無活躍市場的市價報價且其公平值未能可靠計量的股本投資，及與該等無報價股本工具掛鉤及以的作結算的衍生工具，按成本值減減值虧損計算。

股本投資(歸類為可供出售金融資產)已在損益確認的減值虧損，其後不會在損益撥回。倘債務工具(歸類為可供出售金融資產)的公平值增加客觀上與確認減值虧損後發生的事項相關，則就該等工具已在損益確認的減值虧損會於其後撥回並在損益內確認。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (l) Trade and other receivables

Trade and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment. An allowance for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the allowance is the difference between the receivables' carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate computed at initial recognition. The amount of the allowance is recognised in profit or loss.

Impairment losses are reversed in subsequent periods and recognised in profit or loss when an increase in the receivables' recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to the restriction that the carrying amount of the receivables at the date the impairment is reversed shall not exceed what the amortised cost would have been had the impairment not been recognised.

#### (m) Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents.

### 3. 主要會計政策(續)

#### (l) 貿易及其他應收款項

貿易及其他應收款項為無活躍市場報價，惟具固定或可釐定付款的非衍生金融資產，初步按公平值確認，其後以實際利率法按攤銷成本並減除任何減值撥備計量。貿易及其他應收款項的減值撥備於出現客觀證據顯示本集團無法按應收款項原有條款收回所有到期金額時確認。撥備金額為應收款項的賬面值與估計未來現金流量現值(按初步確認時計算的實際利率貼現計量)間的差額。撥備金額於損益內確認。

當應收款項的可收回金額增加客觀上與於確認減值後發生的事件有關時，減值虧損應於其後期間撥回並在損益確認，惟應收款項於減值被撥回日期的賬面值不得超過如並無確認減值時的攤銷成本值。

#### (m) 現金及現金等價物

就現金流量表而言，現金及現金等價物指銀行及手頭現金、存放於銀行及其他財務機構的活期存款以及可隨時兌換為已知數額現金且所承受價值變動風險不大的短期高度流通投資。須按要求償還並構成本集團現金管理主要部分的銀行透支亦計入為現金及現金等價物一部分。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (n) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

#### (i) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

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

#### (ii) Trade and other payables

Trade and other payables are stated initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

#### (iii) Equity instruments

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

### 3. 主要會計政策(續)

#### (n) 金融負債及股本工具

金融負債及股本工具乃根據所訂立的合約安排的性質及根據香港財務報告準則對金融負債及股本工具的定義而分類。股本工具為證明於本集團經扣除其所有負債後的資產中所剩餘權益的任何合約。就特定金融負債及股本工具而採納的會計政策載於下文。

#### (i) 借貸

借貸初步按公平值扣除所產生的交易成本確認，其後則以實際利率法按攤銷成本值計量。

除非本集團擁有無條件權利，可將負債的償還日期遞延至報告期間完結後至少十二個月，否則借貸被分類為流動負債。

#### (ii) 貿易及其他應付款項

貿易及其他應付款項初步按公平值列賬，其後則以實際利率法按攤銷成本值計量，貼現影響微少則作別論，在該情況下，則按成本值列賬。

#### (iii) 股本工具

本公司發行的股本工具按已收的所得款項，扣除直接發行費用列賬。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (o) Financial guarantee contract liabilities

Financial guarantee contract liabilities are measured initially at their fair values and are subsequently measured at the higher of:

- the amount of the obligations under the contracts, as determined in accordance with HKAS 37 “Provisions, Contingent Liabilities and Contingent Assets”; and
- the amount initially recognised less cumulative amortisation recognised in profit or loss on a straight-line basis over the terms of the guarantee contracts.

#### (p) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably.

Revenue from the sales of manufactured goods and trading of raw materials is recognised on the transfer of significant risks and rewards of ownership, which generally coincides with the time when the goods are delivered and the title has passed to the customers.

Interest income is recognised on a time-proportion basis using the effective interest method.

Dividend income is recognised when the shareholders' rights to receive payment are established.

Rental income is recognised on a straight-line basis over the lease term.

### 3. 主要會計政策(續)

#### (o) 財務擔保合約負債

財務擔保合約負債最初按其公平值計量，其後則按以下兩者中較高者計量：

- 根據香港會計準則第37號「撥備、或然負債及或然資產」確定之合約承擔金額；及
- 初步確認之金額減去於擔保合約期限內按直線基準於損益內確認之累計攤銷。

#### (p) 收益確認

收益乃按已收或應收代價的公平值計量，並於經濟利益有可能流入本集團且收益金額能可靠計量時確認。

銷售生產的貨品及原材料貿易的收益於擁有權的大部分風險及回報轉讓時確認。所有權轉讓通常與貨品交付及業權轉讓予客戶的時間相同。

利息收入按時間比例用實際利息法確認。

股息收入於股東收取款項之權利成立時確認。

租金收入按租賃期內以直線法確認。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (q) Employee benefits

##### (i) Employee leave entitlements

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

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

##### (ii) Pension obligations

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Group to the funds.

##### (iii) Termination benefits

Termination benefits are recognised at the earlier of the dates when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs and involves the payment of termination benefits.

#### (r) Share-based payments

The Group issues equity-settled share-based payments to certain employees. Equity-settled share-based payments are measured at the fair value (excluding the effect of non market-based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non market-based vesting conditions.

### 3. 主要會計政策 (續)

#### (q) 僱員福利

##### (i) 僱員享有的假期

僱員年假及長期服務假於僱員享用時確認。已就僱員因截至報告期間完結時止所提供服務享有的年假及長期服務假的估計負債作出撥備。

僱員病假及產假於放假時始確認。

##### (ii) 退休金承擔

本集團向定額供款退休金計劃作出供款，全體僱員均可參與該計劃。供款由本集團及僱員按僱員基本薪金的百分比作出。自損益扣除的退休福利計劃成本指本集團應向該基金支付的供款。

##### (iii) 離職福利

離職福利於本集團不再撤回福利要約與本集團確認重組成本及涉及支付離職福利當日(以較早者為準)確認。

#### (r) 以股權結算之款項

本集團向若干僱員發行以股權結算以股份支付的款項。按股權結算以股份支付的款項乃於授出當日按股本工具的公平值(不包括非市場歸屬條件的影響)計量。於按股權結算以股份支付的款項授出當日釐定的公平值，根據本集團所估計最終就非市場歸屬條件歸屬及調整的股份，按歸屬期以直線法支銷。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (s) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

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

#### (t) Government grants

A government grant is recognised when there is reasonable assurance that the Group will comply with the conditions attaching to it and that the grant will be received.

Government grants relating to income are deferred and recognised in profit or loss over the period to match them with the costs they are intended to compensate.

Government grants that become receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

### 3. 主要會計政策(續)

#### (s) 借貸成本

直接源自收購、建造或生產合資格資產，而有關資產需要一段長時間方可供作擬定用途或出售的借貸成本會撥充該等資產成本部分，直至該資產大致上可供作擬定用途或出售為止。尚未用於合資格資產的特定借貸作短期投資賺取的投資收入，於合資格資本化的借貸成本中扣除。

對於一般性借入資金用於獲取一項合資格的資產，可予資本化的借貸成本乃以在該資產的支出應用一個資本化比率釐定。資本化比率為期內適用於本集團尚未償還借款（用於獲取一項合資格的資產的借貸除外）的借貸成本的加權平均值。

所有借貸成本乃於其產生期間在損益中確認。

#### (t) 政府補助金

如有合理保證本集團將收取政府補助金，且所有附帶條件將獲遵守，則確認政府補助金。

與收入有關之政府補助金就其與擬補償成本配對之所需期間於損益遞延並確認。

作為開支或已承受的虧損的補償或提供即時財務資助而可收取（並無日後相關成本）的政府補助金，乃於其成為可收取的期間確認為收入。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (u) Taxation

Income tax represents the sum of the current tax and deferred tax.

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

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

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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

### 3. 主要會計政策(續)

#### (u) 稅項

所得稅為即期稅項與遞延稅項的總和。

即期稅項乃按本年度應課稅溢利計算。應課稅溢利與損益中所確認的溢利不同，因應課稅溢利不包括在其他年度應課稅收入或可扣減開支項目，而且不包括永遠毋須課稅及不可扣稅項目。本集團的即期稅項負債乃按報告期間完結前已頒佈或實質頒佈的稅率計算。

遞延稅項乃就財務報表中資產及負債的賬面值與用作計算應課稅溢利的相應稅基間的差額確認。遞延稅項負債通常會就所有應課稅暫時差異確認，遞延稅項資產僅於可能有應課稅溢利而動用暫時性差異、未動用稅項虧損或未動用稅項資產可予以抵銷時方予以確認。於一項交易中，倘因商譽或其他資產及負債之初步確認(業務合併除外)而產生的暫時差異且不影響應課稅溢利及會計溢利時，則該等資產及負債不會予以確認。

遞延稅項負債乃就投資於附屬公司及聯營企業而產生的應課稅暫時差異及於合營公司中的權益予以確認，惟倘本集團能控制撥回暫時差異以及暫時差異在可見將來不會被撥回則作別論。

遞延稅項資產的賬面值於各報告期間完結時均會作出檢討，並在預期不再有足夠應課稅溢利可令全部或部份資產變現時作出相應減值。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (u) Taxation (Continued)

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

#### (v) Related parties

A related party is a person or entity that is related to the Group.

- (A) 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 Company or of a parent of the Company.

### 3. 主要會計政策(續)

#### (u) 稅項(續)

遞延稅項乃以預期於償還負債或變現資產即期應用的稅率並基於報告期間完結前頒佈或實質頒佈的稅率計算。遞延稅項會於損益中確認，惟遞延稅項與已於其他全面收益中或直接於權益中確認的相關聯者則除外，在此情況下，遞延稅項亦會於其他全面收益中或直接於權益中確認。

遞延稅項資產及遞延稅項負債之計量反映本集團於報告期間結束時預計收回或結算資產及負債賬面值之方式而引致之稅務後果。

倘有法定可行使權利可以即期稅項資產抵銷即期稅項負債，且彼等為關乎同一稅務機構徵收的所得稅，且本集團擬按淨額基準結算即期稅項資產及負債，則遞延稅項資產與負債會予以抵銷。

#### (v) 關連人士

下列人士視為與本集團有關連。

- (A) 與本集團有關的人士為一名人士或該人士之近親，而該人士：
- (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響；或
  - (iii) 為本公司或本公司母公司的主要管理人員的其中一名成員。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (v) Related parties (Continued)

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

- (i) The entity and the Company 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. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (A).
- (vii) A person identified in (A)(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).

### 3. 主要會計政策(續)

#### (v) 關連人士(續)

(B) 與本集團有關而符合下列任何一項條件的實體：

- (i) 該實體與本公司屬同一集團之成員公司(指各自與其他相關的母公司、附屬公司及同集團附屬公司)。
- (ii) 一間實體為另一實體的聯營公司或合營企業(或另一實體旗下的聯營公司或合營企業)。
- (iii) 該實體及本公司均為同一第三方的合營企業。
- (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。
- (v) 該實體為本集團或一家與本集團有關之實體就僱員的福利而設的離職後福利計劃；若本集團本身為該計劃，資助的僱主亦與本集團相關。
- (vi) 該實體受(A)所述個別人士控制或受共同控制。
- (vii) 於(A)(i)所述個別人士對實體有重大影響或屬該實體(或該實體母公司)主要管理人員的其中一名成員。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (w) Impairment of assets

Intangible assets that have an indefinite useful life or not yet available for use are reviewed annually for impairment and are reviewed for impairment whenever events or changes in circumstances indicate the carrying amount may not be recoverable.

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets except goodwill, investments, inventories and receivables to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of any impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the higher of 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.

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

### 3. 主要會計政策(續)

#### (w) 資產減值

具有無限使用年期或尚未可供使用之無形資產會每年進行減值測試，並於發生任何事件或情況有變顯示未必能夠收回賬面值時檢討是否減值。

於各報告期間完結時，本集團均會審閱其有形及其中無形資產（商譽、投資、存貨及應收款項除外）的賬面值，以釐定是否有任何跡象顯示資產已出現減值虧損。如有任何減值情況，則會估計資產的可收回金額，以釐定減值虧損的程度。如不可能估計個別資產的可收回金額，則本集團會估計資產所屬現金產生單位的可收回金額。

可收回金額為公平值減出售成本與使用價值兩者中的較高者。於評估使用價值時，估計未來現金流量乃以稅前貼現率貼現至現值，以反映市場現時所評估的款項時間價值及資產的特定風險。

倘資產或現金產生單位的可收回金額估計少於其賬面值，則資產或現金產生單位的賬面值會減少至其可收回金額。減值虧損會即時於損益內確認，惟有關資產乃按重估數額列賬則作別論，在該情況下，減值虧損被視為重估減少處理。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (w) Impairment of assets (continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

#### (x) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present 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 expenditures 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 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 is remote.

#### (y) Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the financial statements when material.

### 3. 主要會計政策(續)

#### (w) 資產減值(續)

倘減值虧損其後撥回，則資產或現金產生單位的賬面值會增至經修訂的預計可收回金額，惟調高後的賬面值不會超逾過往年度並無就資產或現金產生單位確認減值虧損應予釐定的賬面值(扣除攤銷或折舊後計)。減值虧損撥回會即時被確認為損益，惟有關資產按重估金額列賬，則減值虧損撥回會作重估增加處理。

#### (x) 撥備及或然負債

倘本集團因過往事件承擔現有法定或推定責任而可能需要流出經濟溢利以履行有關責任並可作出可靠估計，便會就無確定時間或金額的負債確認撥備。倘款項的時間價值重大，撥備會以履行責任預期所需開支的現值列報。

倘不大可能需要經濟利益流出，或有關款額不能可靠估量，有關責任則按或然負債披露，除非導致經濟利益流出的可能性極低，則作別論。可能承擔的責任(其存在與否僅藉一項或多項未來事件的發生與否而確定)亦按或然負債披露，除非導致經濟利益流出的可能性極低，則作別論。

#### (y) 報告期間完結後事項

提供本集團於報告期間完結時狀況的額外資料或顯示持續經營假設並不適當的報告期間完結後事項為調整事項，並反映於財務報表。非調整事項的報告期間完結後事項，倘屬重大時，則於財務報表附註內披露。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

#### (a) Allowances for inventories

The directors identify obsolete and slow-moving inventory items that are no longer suitable for use in production at the end of each reporting period. The directors estimate the net realisable value for such inventories based primarily on the latest selling prices and costs of completion and selling expenses estimated at current operation conditions. The directors carry out an inventory review on a product-by-product basis at the end of each reporting period and makes allowance for obsolete items.

Where the actual outcome or expectation in future is different from the original estimates, such differences will impact the carrying value of inventories and allowance/write-back in the period in which such estimates have been changed.

#### (b) Property, plant and equipment and depreciation

The Group determines the estimated useful lives, residual values and related depreciation charges for the Group's property, plant and equipment. These estimates are based on the historical experience of the actual useful lives and residual values of property, plant and equipment of similar nature and functions. The Group will revise the depreciation charge where useful lives and residual values are different to those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned.

### 4. 估計不明朗因素的主要來源

下文討論有關未來之主要假設及於報告期間完結時之其他主要不確定估計來源，而該等假設及不確定估計可能導致下一個財政年度資產及負債賬面值須作出重大調整之重大風險。

#### (a) 存貨撥備

董事於各報告期間完結時識別一些不再適合生產的過時及滯銷存貨項目。董事主要根據最新售價及現時經營狀況下的預計完成成本及銷售開支估計該等存貨的可變現淨值。董事於每個報告期間完結時對存貨逐一進行檢查，並對過時項目作出撥備。

倘實際結果或日後預期與原定估計有差異，則該等差異將影響存貨賬面值及期間的撥備／撥回值。

#### (b) 物業、機器及設備以及折舊

本集團釐定其物業、機器及設備的估計可使用年限、剩餘價值及相關折舊開支。此等估算乃根據類似性質及功能的物業、機器及設備的實際可使用年期的過往經驗作出。當可使用年限及剩餘價值與先前估算不同時，本集團將修訂折舊開支或將已棄用在技術上過時或屬非策略性的資產撇銷或撇減。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

#### (c) Impairment loss for bad and doubtful debts

The Group makes impairment loss for bad and doubtful debts based on assessments of the recoverability of the trade and other receivables, including the current creditworthiness and the past collection history of each debtor. Impairments arise where events or changes in circumstances indicate that the balances may not be collectible. The identification of bad and doubtful debts requires the use of judgement and estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debt expenses in the year in which such estimate has been changed.

#### (d) Income taxes

The Group is subject to income taxes in several jurisdictions. Significant estimates are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

#### (e) Fair values of leasehold land

The Group appointed an independent professional valuer to assess the fair values of the leasehold land. In determining the fair values, the valuer has utilised a method of valuation which involves certain estimates. The directors have exercised their judgement and are satisfied that the method of valuation is reflective of the current market conditions.

### 4. 估計不明朗因素的主要來源 (續)

#### (c) 呆壞賬的減值虧損

本集團根據對貿易及其他應收款項的可收回性評估(包括各債務人的現時信譽及過往還款記錄)就呆壞賬作出減值虧損。減值於發生事件或情況出現轉變,顯示或不能夠收回結餘時產生。識別呆壞賬須運用判斷及估計。倘實際結果有別於原先估計,則有關差異將會影響年內貿易及其他應收款項以及呆賬開支的賬面值。

#### (d) 所得稅

本集團於多個司法權區須繳納所得稅。於釐定所得稅撥備時需要作出重大估計。於日常業務過程中大量交易及計算之最終稅項均屬不確定。倘若該等事項之最終稅項結果與初步記錄之金額不同,該差異將影響該決定作出期間之所得稅及遞延稅項撥備。

#### (e) 租賃土地的公平值

本集團委任獨立專業估值師評估租賃土地的公平值。於釐定公平值時,估值師利用的估值方法涉及若干估計。董事已行使判斷,並信納估值方法反映現行市況。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

#### (f) Fair value of financial assets at fair value through profit or loss

As disclosed in notes 6 and 23 to the financial statements, the fair values of the financial assets at fair value through profit or loss at the end of the reporting period were determined using marking-to-market approach and discounted cash flow method. Application of discounted cash flow method requires the Group to estimate the prominent factors affecting the fair value, including but not limited to, the assigned value based on the current price of that instrument and expected rate of return. Where the estimation on these factors is different from those previously estimated, such differences will impact the fair value gain or loss of the financial instrument in the period in which such determination is made.

#### (g) Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating unit to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value.

#### (h) Intangible assets and amortisation

The Group determines the estimated useful lives, residual values and related amortisation charges for the Group's intangible assets. These estimates are based on the historical experience of the actual useful lives and residual values of intangible assets of similar nature and functions. The Group will revise the amortisation charge where useful lives and residual lives are different to those previously estimated, or it will write-off or write-down technically obsolete on non-strategic assets that have been abandoned.

### 5. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, price risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

### 4. 估計不明朗因素的主要來源 (續)

#### (f) 按公平值計入損益賬的金融資產的公平值

誠如財務報表附註6及23所披露，按公平值計入損益賬的金融資產於報告期末的公平值，乃利用按市價計值法及折現現金流法釐定。應用折現現金流法要求本集團估計影響公平值的主要因素，包括但不限於根據有關工具現價計算的分配值及預期回報率。倘對該等因素的估計有別於先前所估計，則有關差額將影響釐定期間金融工具的公平值收益或虧損。

#### (g) 商譽減值

釐定商譽是否出現減值須估計獲分配商譽的現金產出單元的使用價值。計算使用價值時，本集團須估計預期自現金產出單元產生的未來現金流量及適當的貼現率以計算現值。

#### (h) 無形資產及攤銷

本集團釐定其無形資產的估計可使用年限、剩餘價值及相關攤銷開支。此等估算乃根據類似性質及功能的無形資產的實際可使用年限及剩餘價值的過往經驗作出。當可使用年限及剩餘價值與先前估算的不同時，本集團將修訂攤銷開支或將已棄用在技術上過時的非策略性資產撤銷或撤減。

### 5. 財務風險管理

本集團因經營業務而承受多項財務風險：外匯風險、價格風險、信貸風險、流動資金風險及利率風險。本集團的整體風險管理計劃集中在金融市場的不可預測性，故務求降低本集團財務表現所受到的潛在負面影響。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 5. FINANCIAL RISK MANAGEMENT (Continued)

#### (a) Foreign currency risk

The Group has certain exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in HK\$, United States dollars ("USD") and Renminbi ("RMB"). The Group currently does not have a foreign currency hedging policy in respect of other foreign currency transactions, assets and liabilities. The Group monitors its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

At 31 December 2013, if HK\$ had weakened 0.5 per cent (2012: 0.5 per cent) against USD with all other variables held constant, consolidated profit after tax for the year would have been approximately HK\$515,000 (2012: HK\$439,000) higher, arising mainly as a result of the foreign exchange gain on trade receivables and bank balances denominated in USD, but partly offset by the foreign exchange loss on trade payables and bank borrowings denominated in USD. If HK\$ had strengthened 0.5 per cent (2012: 0.5 per cent) against USD with all other variables held constant, consolidated profit after tax for the year would have been approximately HK\$515,000 (2012: HK\$439,000) lower, arising mainly as a result of the foreign exchange loss on trade receivables and bank balances denominated in USD, but partly offset by the foreign exchange gain on trade payables and bank borrowings denominated in USD.

At 31 December 2013, if HK\$ had weakened 1 per cent (2012: 1 per cent) against RMB with all other variables held constant, consolidated profit after tax for the year would have been approximately HK\$95,000 (2012: HK\$647,000) lower, arising mainly as a result of the foreign exchange loss on trade payables of Hong Kong subsidiaries denominated in RMB and foreign exchange loss on trade receivables and bank balances denominated in HK\$ of the subsidiaries operating in the People's Republic of China (the "PRC"), but partly offset by the foreign exchange gain on bank balances denominated in RMB held by Hong Kong subsidiaries. If HK\$ had strengthened 1 per cent (2012: 1 per cent) against RMB with all other variables held constant, consolidated profit after tax for the year would have been approximately HK\$95,000 (2012: HK\$647,000) higher, arising mainly as a result of the foreign exchange gain on trade payables of Hong Kong subsidiaries denominated in RMB and foreign exchange gain on trade receivables and bank balances denominated in HK\$ of the subsidiaries operated in the PRC, but partly offset by the foreign exchange loss on bank balances denominated in RMB held by Hong Kong subsidiaries.

### 5. 財務風險管理(續)

#### (a) 外匯風險

由於本集團大部分商務交易、資產及負債主要以港元、美元(「美元」)及人民幣(「人民幣」)列值，故本集團面對若干外匯風險。本集團現時並無就外匯交易、資產及負債採取外匯對沖政策。本集團將密切監察其外匯風險，並將考慮於需要時對沖重大外匯風險。

於二零一三年十二月三十一日，倘港元兌美元貶值0.5%（二零一二年：0.5%），而其他所有變數維持不變，則年內除稅後綜合溢利將增加約515,000港元（二零一二年：439,000港元），主要由於以美元計值的貿易應收款項及銀行結餘產生外匯收益所致，惟部份影響被以美元計值之貿易應付款項及銀行借款產生外匯虧損所抵銷。倘港元兌美元升值0.5%（二零一二年：0.5%），而其他所有變數維持不變，則年內除稅後綜合溢利將減少約515,000港元（二零一二年：439,000港元），主要由於以美元計值的貿易應收款項及銀行結餘產生外匯虧損所致，惟部份影響被以美元計值之貿易應付款項及銀行借款產生外匯收益所抵銷。

於二零一三年十二月三十一日，倘港元兌人民幣貶值1%（二零一二年：1%），而其他所有變數維持不變，則年內除稅後綜合溢利將減少約95,000港元（二零一二年：647,000港元），主要由於香港營運之附屬公司以人民幣計值之貿易應付款項產生之外匯虧損及於中華人民共和國（「中國」）營運之附屬公司以港元計值之貿易應收款項及銀行結餘產生外匯虧損所致，惟部份影響被以人民幣計值的銀行結餘產生外匯收益所抵銷。倘港元兌人民幣升值1%（二零一二年：1%），而其他所有變數維持不變，則年內除稅後綜合溢利將增加約95,000港元（二零一二年：647,000港元），主要由於香港營運之附屬公司以人民幣計值之貿易應付款項產生之外匯收益及於中國營運之附屬公司以港元計值之貿易應收款項及銀行結餘產生外匯收益所致，惟部份影響被以人民幣計值的銀行結餘產生外匯虧損所抵銷。

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## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 5. FINANCIAL RISK MANAGEMENT (Continued)

#### (a) Foreign currency risk (continued)

At 31 December 2013, if RMB had weakened 1 per cent (2012: 1 per cent) against USD with all other variables held constant, consolidated profit after tax for the year would have been approximately HK\$1,163,000 (2012: HK\$1,515,000) higher, arising mainly as a result of the foreign exchange gain on trade receivables denominated in USD. If RMB had strengthened 1 per cent (2012: 1 per cent) against USD with all other variables held constant, consolidated profit after tax for the year would have been approximately HK\$1,163,000 (2012: HK\$1,515,000) lower, arising mainly as a result of the foreign exchange loss on trade receivables denominated in USD.

At 31 December 2013, if RMB had weakened 1 per cent against USD with all other variables held constant, consolidated profit after tax for the year would have been approximately HK\$6,235,000 lower, arising mainly as a result of the loss on the USD to RMB forward contract included in the financial assets at fair value through profit or loss. If RMB had strengthened 1 per cent against USD with all other variables held constant, consolidated profit after tax for the year would have been approximately HK\$6,235,000 higher, arising mainly as a result of the gain on the USD to RMB forward contract included in the financial assets at fair value through profit or loss. At 31 December 2012, the Group is exposed to insignificant foreign currency risk with respect to the USD to RMB forward contract.

#### (b) Price risk

The Group's financial assets at fair value through profit or loss are measured at fair value at the end of each reporting period. The Group is exposed to price risk due to the zinc forward contract and the investment product. The directors manage this exposure by closely monitoring the price of the commodity and the announced return rate of the investment product and adopting measures to reduce the risk, if necessary.

### 5. 財務風險管理(續)

#### (a) 外匯風險(續)

於二零一三年十二月三十一日，倘人民幣兌美元貶值1%（二零一二年：1%），而其他所有變數維持不變，則年內除稅後綜合溢利將增加約1,163,000港元（二零一二年：1,515,000港元），主要由以美元計值之貿易應收款項產生外匯收益所致。倘人民幣兌美元升值1%（二零一二年：1%），而其他所有變數維持不變，則年內除稅後綜合溢利將減少約1,163,000港元（二零一二年：1,515,000港元），主要由於以美元計值之貿易應收款項產生外匯虧損所致。

於二零一三年十二月三十一日，倘人民幣兌美元貶值1%，而其他所有變數維持不變，則年內除稅後綜合溢利將減少約6,235,000港元，主要由按公平值計入損益賬的金融資產已計入美元兌人民幣遠期合約的虧損所致。倘人民幣兌美元升值1%，而其他所有變數維持不變，則年內除稅後綜合溢利將增加約6,235,000港元，主要由按公平值計入損益賬的金融資產已計入美元兌人民幣遠期合約的收益所致。於二零一二年十二月三十一日，本集團因人民幣兌美元遠期合約承受微不足道的外匯風險。

#### (b) 價格風險

本集團於按公平值計入損益賬的金融資產於報告期末按公平值計算。由於鋅合金合約及投資產品，本集團承擔商品價格風險。董事密切監察商品的價格及已公佈之投資產品回報率，如有需要，採取措施降低風險，控制這方面的承擔。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 5. FINANCIAL RISK MANAGEMENT (Continued)

#### (b) Price risk (continued)

At 31 December 2013, if the return rate of the investment product had increased 30 per cent with all other variables held constant, consolidated profit after tax for the year would have been approximately HK\$109,000 higher, arising mainly as a result of gain on the investment product included in the financial assets at fair value through profit or loss. At 31 December 2013, if the return rate of the investment product had decreased 30 per cent with all other variables held constant, consolidated profit after tax for the year would have been approximately HK\$109,000 lower, arising mainly as a result of loss on the investment product included in the financial assets at fair value through profit or loss.

At 31 December 2012, if the zinc price had increased 5 per cent with all other variables held constant, consolidated profit after tax for the year would have been approximately HK\$21,000 higher, arising mainly as a result of the gain on the zinc forward contracts included in the financial assets at fair value through profit or loss. If the zinc has decreased 5 per cent with all other variables held constant, consolidated profit after tax for the year would have been approximately HK\$21,000 lower, arising mainly as a result of the loss on zinc forward contracts included in the financial assets at fair value through profit or loss. At 31 December 2013, the Group had no outstanding forward contracts for zinc.

#### (c) Credit risk

The carrying amounts of the trade and other receivables, financial assets at fair value through profit or loss, pledged bank deposits, restricted bank balances and bank and cash balances included in the consolidated statement of financial position represent the Group's maximum exposures to credit risk in relation to the Group's financial assets.

### 5. 財務風險管理(續)

#### (b) 價格風險(續)

於二零一三年十二月三十一日，倘投資產品回報率增加30%，而所有其他變素維持不變，則年內除稅後綜合溢利將增加約109,000港元，主要原因是按公平值計入損益賬的金融資產已計入投資產品的收益。於二零一三年十二月三十一日，倘投資產品回報率減少30%，而所有其他變素維持不變，則年內除稅後綜合溢利減少約109,000港元，主要原因是按公平值計入損益賬的金融資產已計入投資產品的虧損。

於二零一二年十二月三十一日，如鋅價格上升5%，而所有其他變素維持不變，則年內除稅後綜合溢利將為增加約21,000港元，主要原因是按公平值計入損益賬的金融資產已計入鋅遠期合約的收益。如鋅價格下跌5%，而所有其他變素保持不變，則年內除稅後綜合溢利將減少約21,000港元，主要原因是按公平值計入損益賬的金融資產已計入鋅遠期合約的虧損。於二零一三年十二月三十一日，本集團並無未完結之鋅合金遠期合約。

#### (c) 信貸風險

本集團就其金融資產所承受最高信貸風險乃為計入綜合財務狀況表的貿易及其他應收款項、按公平值計入損益賬之金融資產、已抵押銀行存款、有限制銀行存款以及銀行及現金結餘之賬面值。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 5. FINANCIAL RISK MANAGEMENT (Continued)

#### (c) Credit risk (continued)

The percentage of trade receivables due from the Group's largest customer and due from the Group's five largest customers in aggregate to the Group's total trade receivables are as follows:

|   |             | 2013<br>二零一三年<br>% | 2012<br>二零一二年<br>% |
|---|-------------|--------------------|--------------------|
|   |             | 百分比                | 百分比                |
| Due from the Group's largest customer       | 應收本集團最大客戶款項 | 31                 | 32                 |
| Due from the Group's five largest customers | 應收本集團五大客戶款項 | 65                 | 73                 |

The Group has policies in place to ensure that sales are made to customers with an appropriate credit history.

The credit risk on pledged bank deposits, restricted bank balance and bank and cash balances and financial assets at fair value through profit or loss is limited because the counterparties are well-recognised banks in Hong Kong and the PRC and licensed banks in the USA.

#### (d) Liquidity risk

The Group's policy is to regularly monitor its liquidity requirements, its compliance with lending covenants and its relationship with its bankers to ensure that it maintains sufficient reserves of cash and readily realisable marketable securities and adequate committed lines of funding from major financial requirements in the short and longer term.

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's bank borrowings and other financial liabilities, based on 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 can be required to pay.

### 5. 財務風險管理(續)

#### (c) 信貸風險(續)

本集團最大客戶及五大客戶的貿易應收款項總值佔本集團貿易應收款項總額的百分比如下：

本集團訂有政策，以確保只向信貸記錄良好的客戶銷售產品。

由於交易對手方均為於香港及中國廣泛認同的銀行和美國的持牌銀行，故已抵押銀行存款、有限制銀行存款、銀行及現金結餘及按公平值計入損益賬之金融資產的信貸風險有限。

#### (d) 流動資金風險

本集團之政策為定期監察其流動資金需要、其遵守借款契諾及其與銀行之關係，以確保其維持足以應付短期及較長遠之重要融資需要之現金儲備及可隨時變現有價證券以及資金之已承諾額度。

下表列示按未折現現金流量(包括按合約利率或(如為浮息)按報告期末的現行利率計算的利息金額)及本集團可能須還款的最早日期呈列的本集團於報告期末的銀行借款及其他金融負債的餘下合約期限。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 5. FINANCIAL RISK MANAGEMENT (Continued)

#### (d) Liquidity risk (continued)

Specifically, for bank loans which contain a repayment on demand clause which can be exercised at the bank's sole discretion, the analysis shows the cash outflow based on the earliest period in which the entity can be required to pay, that is if the lenders were to invoke their unconditional rights to call the loans with immediate effect. The maturity analysis for other financial liabilities is prepared based on the scheduled repayment dates.

### 5. 財務風險管理(續)

#### (d) 流動資金風險(續)

具體而言，對於銀行可全權酌情行使的按要求償還條款的定期貸款，有關分析按可能須還款的最早期間(即倘貸款人擬行使其無條件權利要求即時償還貸款)呈列現金流量，其他金融負債的到期日分析則按預定還款期編製。

|                                  |             | 2013<br>二零一三年   |                  |   |  |                              |   |
|----------------------------------|-------------|---|------------------|---|--|------------------------------|---|
|                                  |             | Maturity Analysis – Undiscounted cash outflows<br>到期日分析 – 未折現現金流出 |                  |   |  |                              |   |
|                                  |             | On demand   | Within<br>1 year | More than 1<br>year but less<br>than 2 years<br>一年以上<br>但少於兩年 | More than 2<br>years but less<br>than 5 years<br>兩年以上<br>但少於五年 | More<br>than 5 years<br>五年以上 | Total<br>undiscounted<br>cash outflows<br>未折現現金<br>流出總額 |
|                                  |             | HK\$'000<br>千港元   | HK\$'000<br>千港元  | HK\$'000<br>千港元   | HK\$'000<br>千港元  | HK\$'000<br>千港元              | HK\$'000<br>千港元   |
| Obligations under finance leases | 融資租約承擔      | -   | 1,351            | -   | -  | -                            | 1,351   |
| Bank borrowings and overdrafts   | 銀行借款及透支     | 496,176   | -                | -   | -  | -                            | 496,176   |
| Other payables and accruals      | 其他應付款項及應計費用 | 779   | 76,694           | -   | -  | -                            | 77,473  |
| Trade payables                   | 應付貿易款項      | 59,915  | 159,225          | -   | -  | -                            | 219,140   |
| Due to a related company         | 應付關連公司款項    | 1,776   | -                | -   | -  | -                            | 1,776   |
|                                  |             | 558,646   | 237,270          | -   | -  | -                            | 795,916   |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 5. FINANCIAL RISK MANAGEMENT (Continued)

#### (d) Liquidity risk (continued)

### 5. 財務風險管理(續)

#### (d) 流動資金風險(續)

|                                  |             | 2012<br>二零一二年   |                  |   |  |                      |   |
|----------------------------------|-------------|---|------------------|---|--|----------------------|---|
|                                  |             | Maturity Analysis – Undiscounted cash outflows<br>到期日分析 – 未折現現金流出 |                  |   |  |                      |   |
|                                  |             | On demand   | Within<br>1 year | More than 1<br>year but less<br>than 2 years<br>一年以上<br>但少於兩年 | More than 2<br>years but less<br>than 5 years<br>兩年以上<br>但少於五年 | More<br>than 5 years | Total<br>undiscounted<br>cash outflows<br>未折現現金<br>流出總額 |
|                                  |             | HK\$'000<br>千港元   | HK\$'000<br>千港元  | HK\$'000<br>千港元   | HK\$'000<br>千港元  | HK\$'000<br>千港元      | HK\$'000<br>千港元   |
| Obligations under finance leases | 融資租約承擔      | -   | 4,076            | 1,351   | -  | -                    | 5,427   |
| Bank borrowings                  | 銀行借款        | 325,575   | -                | -   | -  | -                    | 325,575   |
| Other payables and accruals      | 其他應付款項及應計費用 | 1,293   | 72,679           | -   | -  | -                    | 73,972  |
| Trade payables                   | 應付貿易款項      | 83,732  | 236,311          | -   | -  | -                    | 320,043   |
| Due to a related company         | 應付關連公司款項    | 3,428   | -                | -   | -  | -                    | 3,428   |
|                                  |             | 414,028   | 313,066          | 1,351   | -  | -                    | 728,445   |

The following table summarises the maturity analysis of bank borrowings and overdrafts with a repayment on demand clause based on agreed scheduled repayments set out in the loan agreements. The amounts include interest payments computed using contractual rates. As a result, these amounts were greater than the amounts disclosed in the "on demand" time band in the maturity analysis contained above. Taking into account the Company's financial position, the directors do not consider that it is probable that the bank will exercise its discretion to demand immediate repayment. The directors believe that such bank loans will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

下表概述根據附有按要求償還條款的銀行借款及透支按貸款協議載列的議定還款日期的到期日分析。該等金額包括按合約利率計算的利息款項。因此，該等金額較上文所載到期日分析中「按要求」時間範圍內披露的金額為高。鑒於本公司的財務狀況，董事認為銀行不大可能行使其酌情權要求即時還款。董事相信該等定期貸款將按貸款協議所載的預定還款期償還。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 5. FINANCIAL RISK MANAGEMENT (Continued)

#### (d) Liquidity risk (continued)

### 5. 財務風險管理(續)

#### (d) 流動資金風險(續)

|                                |              | Maturity Analysis – bank borrowings and overdrafts subject to a repayment on demand clause based on scheduled repayments<br>到期日分析 – 附有按要求償還條款的銀行借貸及透支按預定還款期 |  |   |  |  |
|--------------------------------|--------------|---|--|---|--|--|
|                                |              | On demand or within 1 year<br>按要求或一年內<br>HK\$'000<br>千港元  | More than 1 year but less than 2 years<br>一年以上但少於兩年<br>HK\$'000<br>千港元 | More than 2 years but less than 5 years<br>兩年以上但少於五年<br>HK\$'000<br>千港元 | More than 5 years<br>五年以上<br>HK\$'000<br>千港元 | Total undiscounted cash outflows<br>未折現現金流出總額<br>HK\$'000<br>千港元 |
| 31 December 2013               | 二零一三年十二月三十一日 | 357,065   | 91,188   | 56,173  | 1,094  | 505,520  |
| Bank borrowings and overdrafts | 銀行借款及透支      |   |  |   |  |  |
| 31 December 2012               | 二零一二年十二月三十一日 | 264,652   | 39,116   | 24,329  | 2,426  | 330,523  |
| Bank borrowings                | 銀行借款         |   |  |   |  |  |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 5. FINANCIAL RISK MANAGEMENT (Continued)

#### (e) Interest rate risk

The Group's exposure to interest rate risk arises from its bank deposits, short term and long term borrowings and obligations under finance leases. These deposits and borrowings bear interests at variable rates varied with the then prevailing market condition.

At 31 December 2013, if interest rates at that date had been 10 basis points lower with all other variables held constant, consolidated profit after tax for the year would have been approximately HK\$277,000 (2012: HK\$204,000) higher, arising mainly as a result of lower interest expenses on bank borrowings and obligations under finance leases but partly offset by lower interest income on bank balances. If interest rates had been 100 basis points higher, with all other variables held constant, consolidated profit after tax for the year would have been approximately HK\$2,770,000 (2012: HK\$2,036,000) lower, arising mainly as a result of higher interest expenses on bank borrowings and obligations under finance leases but partly offset by higher interest income on bank balances.

At 31 December 2012, if interest rates at that date had been 10 basis points lower with all other variables held constant, consolidated profit after tax for the year would have been approximately HK\$1,000 lower, arising mainly as a result of loss on the interest rate swap contract included in the financial assets at fair value through profit or loss. If interest rates had been 100 basis points higher, with all other variables held constant, consolidated profit after tax for the year would have been approximately HK\$13,000 higher, arising mainly as a result of gain on the interest rate swap contract included in the financial assets at fair value through profit or loss. At 31 December 2013, the Group is not exposed to any interest rate risk with respect to the interest rate swap contract.

### 5. 財務風險管理(續)

#### (e) 利率風險

本集團的利率風險來自其銀行存款、短期及長期借款以及融資租約承擔。該等存款及借款按跟隨當時市場狀況而變動的不同利率計息。

於二零一三年十二月三十一日，倘利率下跌10個基點，而其他所有變數維持不變，則年內除稅後綜合溢利將增加約277,000港元(二零一二年：204,000港元)，主要由於銀行借款及融資租約承擔的利息開支減少所致，惟部份影響會由銀行結餘的利息收入減少所抵銷。倘利率上升100個基點，而其他所有變數維持不變，則年內除稅後綜合溢利將減少約2,770,000港元(二零一二年：2,036,000港元)，主要由於銀行借款及融資租約承擔的利息開支增加所致，惟部份影響會由銀行結餘的利息收入增加所抵銷。

於二零一二年十二月三十一日，倘若當日利率下降10個基點，假設所有其他變數維持不變，年度除稅後綜合溢利將減少約1,000港元，主要來自按公平值計入損益賬的金融資產中包括的利率掉期合約虧損。倘若利率上升100個基點，假設所有其他變數維持不變，年度除稅後綜合溢利將增加約13,000港元，主要來自按公平值計入損益賬的金融資產中包括的利率掉期合約收益。於二零一三年十二月三十一日，本集團並無就利率掉期合約承擔任何利率風險。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 5. FINANCIAL RISK MANAGEMENT (Continued)

#### (f) Categories of financial instruments at 31 December 2013

|   |                          | 2013           | 2012     |
|---|--------------------------|----------------|----------|
|   |                          | 二零一三年          | 二零一二年    |
|   |                          | HK\$'000       | HK\$'000 |
|   |                          | 千港元            | 千港元      |
| <b>Financial assets:</b>                                    | <b>金融資產：</b>             |                |          |
| Loans and receivables (including cash and cash equivalents) | 貸款及應收款項<br>(包括現金及等同現金項目) | <b>736,445</b> | 673,470  |
| Financial assets at fair value through profit or loss:      | 按公平值計入損益賬的<br>金融資產：      |                |          |
| Held for trading  | 持作買賣                     | <b>48,000</b>  | 592      |
| <b>Financial liabilities:</b>                               | <b>金融負債：</b>             |                |          |
| Financial liabilities at amortised cost                     | 按攤銷成本計算之金融負債             | <b>794,565</b> | 723,018  |

#### (g) Fair values

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

#### (g) 公平值

本集團之金融資產及金融負債於綜合財務狀況表反映之賬面值概若相等於各自之公平值。

### 6. FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset and liability.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

### 6. 公平值計量

公平值指市場參與者之間於計量日期在有序交易中出售資產將收取或轉讓負債將支付的價格。下文披露使用公平值等級計量的公平值，用作計量公平值的估值方法參數據此分為三個級別：

第1層：集團可於計量日期獲得之相同資產及負債於活躍市場之報價（未經調整）。

第2層：第一層所包括於報價以外，資產及負債直接或間接觀察得出之參數。

第3層：資產或負債不可觀察之參數。

本集團的政策為確認截至事件或變化日期導致轉讓的任何三個級別轉入及轉出情況。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 6. FAIR VALUE MEASUREMENTS (Continued)

#### (a) Disclosures of level in fair value hierarchy at 31 December 2013:

| Description   | 項目                 | Fair value measurement using:<br>公平值計量利用： |                                   |                                   | Total<br>2013<br>二零一三年<br>HK\$'000<br>千港元 |
|---|--------------------|---|-----------------------------------|-----------------------------------|---|
|   |                    | Level 1<br>第1層<br>HK\$'000<br>千港元         | Level 2<br>第2層<br>HK\$'000<br>千港元 | Level 3<br>第3層<br>HK\$'000<br>千港元 |   |
| <b>Recurring fair value measurements:</b> 經常性公平值計量：   |                    |   |                                   |                                   |   |
| Financial assets at fair value through profit or loss | 按公平值計入損益賬的<br>金融資產 |   |                                   |                                   |   |
| Derivatives – foreign exchange contract               | 衍生工具—外匯合約          | -   | 8,337                             | -                                 | 8,337                                     |
| Investment product                                    | 投資產品               | -   | 39,663                            | -                                 | 39,663                                    |
| Leasehold land  | 租賃土地               |   |                                   |                                   |   |
| Commercial – Hong Kong                                | 商業—香港              | -   | -                                 | 34,100                            | 34,100                                    |
| Commercial – the PRC                                  | 商業—中國              | -   | -                                 | 127,000                           | 127,000                                   |
| <b>Total recurring fair value measurements</b>        | <b>經常性公平值計量總計</b>  | -   | <b>48,000</b>                     | <b>161,100</b>                    | <b>209,100</b>                            |

Disclosures of level in fair value hierarchy at 31 December 2012:

### 6. 公平值計量(續)

(a) 公平值等級架構於二零一三年十二月三十一日之各層披露如下：

公平值等級架構於二零一二年十二月三十一日之各層披露如下：

| Description   | 項目                   | Fair value measurement using:<br>公平值計量利用： |                                   |                                   | Total<br>2012<br>二零一二年<br>HK\$'000<br>千港元 |
|---|----------------------|---|-----------------------------------|-----------------------------------|---|
|   |                      | Level 1<br>第1層<br>HK\$'000<br>千港元         | Level 2<br>第2層<br>HK\$'000<br>千港元 | Level 3<br>第3層<br>HK\$'000<br>千港元 |   |
| <b>Recurring fair value measurements:</b> 經常性公平值計量：             |                      |   |                                   |                                   |   |
| Financial assets at fair value through profit or loss           | 按公平值計入損益賬的<br>金融資產   |   |                                   |                                   |   |
| Derivatives – zinc forward contracts                            | 衍生工具—鋅遠期合約           | -   | 80                                | -                                 | 80  |
| Derivatives – interest rate swap and currency forward contracts | 衍生工具—利率掉期<br>及貨幣遠期合約 | -   | 512                               | -                                 | 512                                       |
| Leasehold land  | 租賃土地                 |   |                                   |                                   |   |
| Commercial – Hong Kong  | 商業—香港                | -   | -                                 | 27,300                            | 27,300                                    |
| Commercial – the PRC  | 商業—中國                | -   | -                                 | 119,600                           | 119,600                                   |
| <b>Total recurring fair value measurements</b>                  | <b>經常性公平值計量總計</b>    | -   | <b>592</b>                        | <b>146,900</b>                    | <b>147,492</b>                            |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 6. FAIR VALUE MEASUREMENTS (Continued)

#### (b) Reconciliation of assets measured at fair value based on level 3:

| Properties held for own use –<br>Leasehold land<br>持作自用物業 – 租賃土地 |               | 2013<br>二零一三年<br>HK\$'000<br>千港元 |
|--|---------------|----------------------------------|
| At 1 January 2013  | 於二零一三年一月一日    | 146,900                          |
| Additions  | 添置            | 6,307                            |
| Recognised in profit or loss:                                    | 於損益中確認：       |                                  |
| Depreciation charge for the year                                 | 年內折舊開支        | (3,846)                          |
| Recognised in other comprehensive income:                        | 於其他全面收益中確認：   |                                  |
| Exchange difference  | 匯兌差額          | 2,839                            |
| Surplus on revaluation   | 重估盈餘          | 8,900                            |
| At 31 December 2013  | 於二零一三年十二月三十一日 | 161,100                          |

The total gains or losses recognised in other comprehensive income are presented in revaluation reserve and foreign currency translation reserve in the consolidated statement of profit or loss and other comprehensive income.

All the gains or losses recognised in profit or loss for the year arise from the properties held at the end of the reporting period.

#### (c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 31 December 2013:

The Group's chief financial officer is responsible for the fair value measurements of assets and liabilities required for financial reporting purposes, including level 3 fair value measurements. The chief financial officer reports directly to the Board of Directors for these fair value measurements. Discussions of valuation processes and results are held between the chief financial officer and the Board of Directors at least twice a year.

### 6. 公平值計量(續)

#### (b) 根據第三層按公平值計量的資產對賬：

於其他全面收益內確認的總收益或虧損乃於綜合損益及其他全面收益表的重估儲備及匯兌儲備呈列。

所有於損益內確認的收益或虧損由報告期末所持資產所產生。

#### (c) 於二零一三年十二月三十一日本集團所採用的估值程序及公平值計量所採用的估值方法及參數的披露：

本集團的財務總監負責就財務報告進行所需的資產及負債的公平值計量(包括第3層公平值計量)。財務總監就此等公平值計量直接向董事會匯報。財務總監與董事會每年至少兩次檢討討論估值程序及有關結果。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 6. FAIR VALUE MEASUREMENTS (Continued)

#### (c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 31 December 2013: (continued)

For level 3 fair value measurements, the Group will normally engage external valuation experts with the recognised professional qualifications and recent experience to perform the valuations.

Key unobservable inputs used in level 3 fair value measurements are mainly unit price of the PRC and Hong Kong leasehold land per square metre estimated based on recent market transactions.

### 6. 公平值計量(續)

#### (c) 於二零一三年十二月三十一日本集團所採用的估值程序及公平值計量所採用的估值方法及參數的披露：(續)

就第三層公平值計量而言，本集團一般委聘具備認可專業資格且有近期估值經歷的外聘估值專家。

第三層公平值所用主要不可觀察參數主要包括根據最近的市場交易估計中國及香港租賃土地的每平方米單位價格。

#### Level 2 fair value measurements

#### 第二層公平值計量

| Description<br>項目                                     | Valuation technique<br>估值方法  | Inputs<br>參數   |
|---|--|--|
| Derivatives – foreign exchange contracts<br>衍生工具—外匯合約 | Marking-to-market approach and discounted cash flow method<br>市價計值法及折現現金流法 | (a) Contractual amount<br>(b) Risk-free rate<br>(c) Expected tenor<br>(d) Contractual exchange rate<br>(e) Settlement date market forward exchange rate<br>(a) 合約金額<br>(b) 無風險利率<br>(c) 預計年期<br>(d) 合約匯率<br>(e) 結算日的市場遠期匯率 |
| Investment product<br>投資產品                            | Marking-to-market approach and discounted cash flow method<br>市價計值法及折現現金流法 | (a) Contractual amount<br>(b) Expected tenor<br>(c) Expected holding period return<br>(a) 合約金額<br>(b) 預計年期<br>(c) 預計持有期收益  |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 6. FAIR VALUE MEASUREMENTS (Continued)

(c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 31 December 2013: (continued)

### 6. 公平值計量(續)

(c) 於二零一三年十二月三十一日本集團所採用的估值程序及公平值計量所採用的估值方法及參數的披露：(續)

| Description<br>項目  | Valuation technique<br>估值方法         | Unobservable inputs<br>不可觀察的參數  | Range<br>範圍  | Effect on fair value for increase of inputs<br>參數增加對公平值的影響 |
|--|-------------------------------------|---|--|--|
| Land use right in Egongling Village, Pinghu Town, Shenzhen City, the PRC<br>中國深圳市平湖鎮鵝公嶺村的土地使用權 | Market comparable approach<br>市場比較法 | Price per square metre taking into account of location of the land use rights to the city centre, time and quantum<br>經考慮土地使用權位置與市中心的距離、時間及數量計算的每平方米價格            | RMB1,463/square metre – RMB2,414/square metre<br>每平方米人民幣1,463元至每平方米人民幣2,414元 | Increase<br>增加   |
| Land use right in Phoenix Avenue, Pinghu Town, Shenzhen City, the PRC<br>中國深圳市平湖鎮鳳凰大道的土地使用權    | Market comparable approach<br>市場比較法 | Price per square metre taking into account of location of the land use rights to the city centre, time, quantum and tenure<br>經考慮土地使用權位置與市中心的距離、時間、數量及年期計算的每平方米價格 | RMB1,463/square metre – RMB2,414/square metre<br>每平方米人民幣1,463元至每平方米人民幣2,414元 | Increase<br>增加   |
| Land use rights in Western District of Daya Bay, Huizhou City, the PRC<br>中國惠州大亞灣西區的土地使用權      | Market comparable approach<br>市場比較法 | Price per square metre taking into account of location of the land use rights to the city centre, time, quantum and tenure<br>經考慮土地使用權位置與市中心的距離、時間、數量及年期計算的每平方米價格 | RMB270/square metre – RMB383/square metre<br>每平方米人民幣270元至每平方米人民幣383元         | Increase<br>增加   |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 6. FAIR VALUE MEASUREMENTS (Continued)

#### (c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 31 December 2013: (continued)

### 6. 公平值計量(續)

#### (c) 於二零一三年十二月三十一日本集團所採用的估值程序及公平值計量所採用的估值方法及參數的披露:(續)

| Description<br>項目  | Valuation<br>technique<br>估值方法      | Unobservable inputs<br>不可觀察的參數   | Range<br>範圍  | Effect on<br>fair value<br>for increase<br>of inputs<br>參數增加<br>對公平值的影響 |
|--|-------------------------------------|--|--|---|
| Land use right in Wuhu City, Anhui Province, the PRC<br>中國安徽省蕪湖市的土地使用權 | Market comparable approach<br>市場比較法 | Price per square metre taking into account of location of the land use rights to the city centre and time<br>經考慮土地使用權位置與市中心的距離及時間計算的每平方米價格   | RMB157/square metre – RMB158/square metre<br>每平方米人民幣157元至每平方米人民幣158元           | Increase<br>增加  |
| Land use right in Kowloon Bay, Hong Kong<br>香港九龍灣的土地使用權                | Direct comparison approach<br>直接比較法 | Price per square metre taking into account of location of the land use rights to the city centre, time, quantum, view, building age and level<br>經考慮土地使用權位置與市中心的距離、時間、數量、景觀、樓齡及層數計算的每平方米價格 | HK\$10,278/square metre – HK\$11,605/square metre<br>每平方米10,278港元至每平方米11,605港元 | Increase<br>增加  |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 6. FAIR VALUE MEASUREMENTS (Continued)

#### (c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 31 December 2013: (continued)

The fair value of leasehold land held for own use located in the PRC and Hong Kong is determined using market comparable approach by reference to recent sales price of comparable leasehold land on a price per metre basis, adjusted for a premium or a discount specific to the quality of the Group's leasehold land compared to the recent sales. Higher premium for higher quality land will result in a higher fair value measurement.

During the two years, there were no changes in the valuation techniques used.

### 7. TURNOVER

The Group is principally engaged in the sale and manufacture of zinc, magnesium and aluminium alloy die casting and plastic injection products and components as well as lighting products.

Turnover represents the net amounts received and receivable for goods sold, net of returns and allowances to customers during the year.

### 6. 公平值計量(續)

#### (c) 於二零一三年十二月三十一日本集團所採用的估值程序及公平值計量所採用的估值方法及參數的披露：(續)

位於中國及香港持有作自用的租賃土地的公平值乃使用市場比較法釐定，當中已參考可比較物業近期銷售的每平方米價格，並按本集團租賃物業的質量與最近銷售比較所引致的溢價或折讓作出調整。高質量土地可享有較高溢價，並可產生較高的公平值計量數值。

於兩個年度，所使用的估值方法並無變動。

### 7. 營業額

本集團主要從事生產及銷售鋅、鎂及鋁合金壓鑄、塑膠注塑產品和零部件以及照明產品業務。

營業額指於年內銷售貨品的已收及應收款項淨額(已扣除退貨及給予客戶的折扣)。

|                |      | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
|----------------|------|----------------------------------|----------------------------------|
| Sales of goods | 銷售貨品 | <b>1,806,585</b>                 | 1,568,958                        |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 8. OTHER INCOME

### 8. 其他收入

|   |                         | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
|---|-------------------------|----------------------------------|----------------------------------|
| Interest income   | 利息收入                    | 1,699                            | 819                              |
| Rental income   | 租金收入                    | 67                               | 68                               |
| Sales of scrap materials  | 廢料銷售                    | 4,110                            | 1,067                            |
| Government grants   | 政府補助金                   | 416                              | 1,370                            |
| Unrealised gain on financial assets<br>at fair value through profit or loss | 按公平值計入損益賬的<br>金融資產未變現收益 | 8,457                            | 1,198                            |
| Realised gain on financial assets at<br>fair value through profit or loss   | 按公平值計入損益賬的<br>金融資產變現收益  | 7,544                            | 254                              |
| Others  | 其他                      | 4,457                            | 656                              |
|   |                         | <b>26,750</b>                    | <b>5,432</b>                     |

Government grants mainly comprised unconditional support for subsidising the Group's research and development.

政府補助金主要包括無條件支援本集團之研發之資助。

### 9. SEGMENT INFORMATION

For management purposes, the Group's operation is currently categorised into five (2012: five (restated)) operating divisions – zinc, magnesium and aluminum alloy die casting, plastic injection products and components and lighting products. These divisions are the basis of the Group's five reportable segments. The Group's reportable segments are strategic business units that offer different products. They are managed separately because each business requires different technology and different cost measurement.

Segment profits or losses do not include interest income, corporate income, gain or loss from derivative instruments, corporate expenses, finance costs, income tax expense and impairment loss for inventories and property, plant and equipment caused by the fire accident.

### 9. 分部資料

為方便管理，本集團現時業務分為五個營運部門（二零一二年：五個（重列））— 鋅、鎂及鋁合金壓鑄、塑膠注塑產品和零部件以及照明產品。該等部門是本集團呈報五個分部資料的基準。本集團之呈報分部為提供不同產品之的策略業務單位。由於有關業務需要不同技術及有不同成本計量方式，故該等分部乃獨立管理。

分部溢利或虧損不包括利息收入、企業收益、來自衍生工具之損益、企業開支、融資成本、所得稅開支及由於火災所引致存貨以及物業廠房及設備之減值虧損。

# NOTES TO THE FINANCIAL STATEMENTS

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For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 9. SEGMENT INFORMATION (Continued)

Information about reportable segment profit or loss:

### 9. 分部資料(續)

呈報分部溢利或虧損之資料如下：

|                                 |                   | Zinc alloy die casting<br>鋅合金壓鑄<br>HK\$'000<br>千港元 | Magnesium alloy die casting<br>鎂合金壓鑄<br>HK\$'000<br>千港元 | Aluminium alloy die casting<br>鋁合金壓鑄<br>HK\$'000<br>千港元 | Plastic injection<br>塑膠注塑<br>HK\$'000<br>千港元 | Lighting products<br>照明產品<br>HK\$'000<br>千港元 | Total<br>總數<br>HK\$'000<br>千港元 |
|---------------------------------|-------------------|--|---|---|--|--|--------------------------------|
| Year ended 31 December 2013     | 截至二零一三年十二月三十一日止年度 |  |   |   |  |  |                                |
| Revenue from external customers | 來自外來客戶的收益         | 304,731  | 797,337   | 208,265   | 495,085                                      | 1,167  | 1,806,585                      |
| Segment profit/(loss)           | 分部溢利/(虧損)         | 6,697  | 94,119  | 16,335  | 68,740                                       | (21,033)                                     | 164,858                        |
| Depreciation and amortisation   | 折舊及攤銷             | 13,410   | 26,706  | 11,046  | 19,841                                       | 1,801  | 72,804                         |

|                                 |                   | Zinc alloy die casting<br>鋅合金壓鑄<br>HK\$'000<br>千港元 | Magnesium alloy die casting<br>(restated)<br>鎂合金壓鑄<br>(重列)<br>HK\$'000<br>千港元 | Aluminium alloy die casting<br>鋁合金壓鑄<br>HK\$'000<br>千港元 | Plastic injection<br>塑膠注塑<br>HK\$'000<br>千港元 | Lighting products<br>(restated)<br>照明產品<br>(重列)<br>HK\$'000<br>千港元 | Total<br>總數<br>HK\$'000<br>千港元 |
|---------------------------------|-------------------|--|---|---|--|--|--------------------------------|
| Year ended 31 December 2012     | 截至二零一二年十二月三十一日止年度 |  |   |   |  |  |                                |
| Revenue from external customers | 來自外來客戶的收益         | 307,603  | 502,616   | 201,126   | 556,903                                      | 710  | 1,568,958                      |
| Segment profit/(loss)           | 分部溢利/(虧損)         | 7,344  | 71,477  | 15,834  | 98,327                                       | (8,592)  | 184,390                        |
| Depreciation                    | 折舊                | 13,813   | 18,426  | 10,357  | 13,933                                       | -  | 56,529                         |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 9. SEGMENT INFORMATION (Continued)

#### Reconciliation of reportable segment revenue, profit or loss:

### 9. 分部資料(續)

呈報分部收益、溢利或虧損之對賬：

|                                      |           | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
|--------------------------------------|-----------|----------------------------------|----------------------------------|
| <b>Revenue</b>                       | <b>收益</b> |                                  |                                  |
| Total revenue of reportable segments | 呈報分部之總收益  | <b>1,806,585</b>                 | 1,568,958                        |
| Unallocated amounts                  | 不分類數目     | -                                | -                                |
| Consolidated revenue                 | 綜合收益      | <b>1,806,585</b>                 | 1,568,958                        |

|   |                   | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
|---|-------------------|----------------------------------|----------------------------------|
| <b>Profit or loss</b>   | <b>溢利或虧損</b>      |                                  |                                  |
| Total profit or loss of reportable segments                   | 呈報分部總溢利或虧損        | <b>164,858</b>                   | 184,390                          |
| Unallocated amounts:  | 不分類數目：            |                                  |                                  |
| Interest income   | 利息收入              | <b>1,699</b>                     | 819                              |
| Gain on financial assets at fair value through profit or loss | 按公平值計入損益賬的金融資產之收益 | <b>16,001</b>                    | 1,452                            |
| Finance costs   | 融資成本              | <b>(10,854)</b>                  | (6,769)                          |
| Income tax expense  | 所得稅開支             | <b>(34,539)</b>                  | (31,336)                         |
| Corporate income  | 企業收益              | <b>8</b>                         | 59                               |
| Corporate expenses (note (i))                                 | 企業開支(附註(i))       | <b>(81,061)</b>                  | (22,721)                         |
| Consolidated profit for the year                              | 年內綜合溢利            | <b>56,112</b>                    | 125,894                          |

Note (i): Included impairment loss of HK\$52,343,000 (2012: nil) for inventories, and property, plant and equipment caused by the fire accident.

附註(i)：包含由於火災所引存貨以及物業、廠房及設備之減值虧損52,343,000港元(二零一二年：無)。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 9. SEGMENT INFORMATION (Continued)

#### Reconciliation of reportable segment revenue, profit or loss (Continued):

### 9. 分部資料(續)

呈報分部收益、溢利或虧損之對賬:(續)

|   |                       | 2013          | 2012     |
|---|-----------------------|---------------|----------|
|   |                       | 二零一三年         | 二零一二年    |
|   |                       | HK\$'000      | HK\$'000 |
|   |                       | 千港元           | 千港元      |
| <b>Other material items – depreciation and amortisation</b>     | <b>其他重大項目 – 折舊及攤銷</b> |               |          |
| Total depreciation and amortisation of reportable segments      | 呈報分部總折舊及攤銷            | <b>72,804</b> | 56,529   |
| Unallocated amounts:  | 不分類數目:                |               |          |
| Depreciation of property, plant and equipment for corporate use | 企業用物業、機器及設備折舊         | <b>5,591</b>  | 6,764    |
| Consolidated depreciation and amortisation                      | 綜合折舊及攤銷               | <b>78,395</b> | 63,293   |

In addition to the depreciation and amortisation reported above, impairment loss of HK\$2,670,000 (2012: Nil) was recognised in respect of goodwill. This impairment loss was attributable to the lighting products segment.

除上文所呈報的折舊及攤銷外，已就商譽確認減值虧損2,670,000港元(二零一二年：無)。此項減值虧損已歸類至照明產品分部。

#### Geographical information:

#### 地區資料:

|                                      |              | Revenue          |           |
|--------------------------------------|--------------|------------------|-----------|
|                                      |              | 收益               |           |
|                                      |              | 2013             | 2012      |
|                                      |              | 二零一三年            | 二零一二年     |
|                                      |              | HK\$'000         | HK\$'000  |
|                                      |              | 千港元              | 千港元       |
| Hong Kong                            | 香港           | <b>445,542</b>   | 435,444   |
| The PRC except Hong Kong             | 中國(香港除外)     | <b>825,459</b>   | 566,193   |
| Japan                                | 日本           | <b>3,941</b>     | 4,632     |
| The United States of America ("USA") | 美利堅合眾國(「美國」) | <b>447,125</b>   | 488,788   |
| Others                               | 其他           | <b>84,518</b>    | 73,901    |
| Consolidated total                   | 綜合總數         | <b>1,806,585</b> | 1,568,958 |

In presenting the geographical information, revenue is based on the locations of the customers.

呈列地區資料時，收益是以客戶的地區為基準。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 9. SEGMENT INFORMATION (Continued)

#### Geographical information (Continued):

The Group's non-current assets by geographical areas are not presented as the geographical segments other than the PRC are less than 10% (2012: less than 10%) of the aggregate amount of all segments.

#### Revenue from major customers:

|                                     |         | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
|-------------------------------------|---------|----------------------------------|----------------------------------|
| Zinc alloy die casting segment      | 鋅合金壓鑄分部 |                                  |                                  |
| Customer a                          | 客戶a     | 147,459                          | 126,497                          |
| Customer b                          | 客戶b     | 60,307                           | 74,077                           |
| Magnesium alloy die casting segment | 鎂合金壓鑄分部 |                                  |                                  |
| Customer c                          | 客戶c     | 499,785                          | 335,399                          |
| Aluminium alloy die casting segment | 鋁合金壓鑄分部 |                                  |                                  |
| Customer a                          | 客戶a     | 119,848                          | 100,218                          |
| Plastic injection segment           | 塑膠注塑分部  |                                  |                                  |
| Customer b                          | 客戶b     | 97,701                           | 99,041                           |
| Customer d                          | 客戶d     | 396,683                          | 457,031                          |

### 9. 分部資料(續)

#### 地區資料：(續)

因為除中國外之地區分部金額佔所有分部之總額少於10% (二零一二年：少於10%)，所以本集團按地區之非流動資產沒有呈列。

#### 來自主要客戶之收益：

### 10. FINANCE COSTS

### 10. 融資成本

|  |              | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
|--|--------------|----------------------------------|----------------------------------|
| Interest expenses on bank borrowings     | 銀行借款利息開支     | 10,763                           | 6,561                            |
| Finance lease charges                    | 融資租約支出       | 91                               | 208                              |
|  |              | 10,854                           | 6,769                            |
| Interest on borrowings                   | 以下借款之利息      |                                  |                                  |
| – Wholly repayable within five years     | – 全數須於五年內償還  | 10,684                           | 6,562                            |
| – Not wholly repayable within five years | – 毋須全數於五年內償還 | 170                              | 207                              |
| Total finance costs                      | 融資成本總額       | 10,854                           | 6,769                            |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 10. FINANCE COSTS (Continued)

The analysis shows the finance costs of bank borrowings and obligations under finance leases including bank borrowings and finance leases which contain a repayment on demand clause, in accordance with the agreed scheduled repayments dates set out in the loan agreements. For the years ended 31 December 2013 and 2012, the interest on bank borrowings and obligations under finance leases which contain a repayment on demand clause amounted to approximately HK\$10,763,000 and HK\$6,585,000 respectively.

### 11. INCOME TAX EXPENSE

### 10. 融資成本(續)

有關分析列示銀行借款及融資租約承擔的融資成本，包括根據貸款協議所載的議定預定還款期之附有按要求償還條款的銀行借款及融資租約。截至二零一三年及二零一二年十二月三十一日止年度，附有按要求償還條款的銀行借款及融資租約承擔的利息分別約為10,763,000港元及6,585,000港元。

### 11. 所得稅開支

|   |                | Group<br>本集團    |                 |
|---|----------------|-----------------|-----------------|
|   |                | 2013<br>二零一三年   | 2012<br>二零一二年   |
|   |                | HK\$'000<br>千港元 | HK\$'000<br>千港元 |
| Current tax – Hong Kong Profits Tax     | 即期稅項－香港利得稅     |                 |                 |
| Provision for the year                  | 本年度撥備          | 17,570          | 15,837          |
| Over-provision in prior years           | 往年度超額撥備        | (4,139)         | (141)           |
| Current tax – PRC enterprise income tax | 即期稅項－中國企業所得稅   |                 |                 |
| Provision for the year                  | 本年度撥備          | 21,612          | 17,970          |
| Under/(over)-provision in prior years   | 往年度撥備不足／(超額撥備) | 447             | (352)           |
| Deferred tax (note 30)                  | 遞延稅項(附註30)     | (951)           | (1,978)         |
| Income tax expense                      | 所得稅開支          | <b>34,539</b>   | 31,336          |

Hong Kong Profits Tax has been provided at a rate of 16.5% (2012: 16.5%) on the estimated assessable profits of Hong Kong incorporated subsidiaries for the year ended 31 December 2013.

Under the PRC Enterprise Income Tax (the "EIT") Law, the statutory tax rate for the Group's subsidiaries established and operating in Mainland China is 25% (2012: 25%). However, one of the Group's subsidiaries has been recognised as a "New and High Technology Enterprise" in the PRC and were therefore subject to a preferential tax rate of 15% for the year ended 31 December 2013.

Income tax on overseas profit has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing on the overseas countries in which the Group operates.

截至二零一三年十二月三十一日止年度之香港利得稅根據香港註冊附屬公司之估計應課稅溢利以稅率16.5% (二零一二年：16.5%) 作出撥備。

根據中國企業所得稅法，本集團於中國大陸成立及營運之附屬公司之法定稅率為25% (二零一二年：25%)。但是，本集團其中一間附屬公司獲確定為中國「高新技術企業」，因此其於截至二零一三年十二月三十一日止年度可享有15%之優惠稅率。

海外溢利之所得稅根據年內估計應課稅溢利以集團有營運之海外國家之現行稅率計算。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 11. INCOME TAX EXPENSE (Continued)

The reconciliation between the income tax expense and the product of profit before tax multiplied by the Hong Kong profits tax rate is as follows:

### 11. 所得稅開支(續)

所得稅開支與除稅前溢利乘以香港利得稅稅率計算所得結果的對賬如下：

|  |                                   | Group<br>本集團                     |                                  |
|--|-----------------------------------|----------------------------------|----------------------------------|
|  |                                   | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
| Profit before tax  | 除稅前溢利                             | <b>90,651</b>                    | 157,230                          |
| Tax at Hong Kong profits tax rate at 16.5% (2012: 16.5%) | 按香港利得稅稅率16.5% (二零一二年：16.5%) 計算的稅項 | <b>14,957</b>                    | 25,943                           |
| Tax effect of expenses that are not deductible           | 不可扣稅開支的稅務影響                       | <b>12,160</b>                    | 3,502                            |
| Tax effect of income that is not taxable                 | 毋須課稅收入的稅務影響                       | <b>(715)</b>                     | (246)                            |
| Tax effect of temporary differences not recognised       | 未確認暫時差異的稅務影響                      | <b>1,801</b>                     | 1,029                            |
| Reversal of deferred tax liabilities                     | 遞延稅項負債回撥                          | <b>(951)</b>                     | (1,857)                          |
| Tax effect of tax losses not recognised                  | 未確認稅項虧損之稅務影響                      | <b>7,347</b>                     | 3,275                            |
| Over-provision in prior years                            | 過往年度超額撥備                          | <b>(4,139)</b>                   | (493)                            |
| Under-provision in prior years                           | 過往年度撥備不足                          | <b>447</b>                       | -                                |
| Over/(under)-provision for current year                  | 本年度超額撥備 / (撥備不足)                  | <b>207</b>                       | (1,394)                          |
| Effect of different tax rates of subsidiaries            | 附屬公司稅率不同的稅務影響                     | <b>3,425</b>                     | 1,577                            |
| Income tax expense                                       | 所得稅開支                             | <b>34,539</b>                    | 31,336                           |

In addition to the amount charged to profit or loss, deferred tax relating to the revaluation of the Group's leasehold land during the year has been charged to other comprehensive income.

除在損益表列賬外，於年內本集團之租賃土地重估之有關遞延稅項已在其他全面收益中列賬。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 12. PROFIT FOR THE YEAR

The Group's profit for the year attributable to owners of the Company is stated after charging/(crediting) the following:

### 12. 年內溢利

本集團年內之溢利已扣除／(計入)下列各項：

|  | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
|--|----------------------------------|----------------------------------|
| Amortisation of intangible assets                              | 801                              | -                                |
| Acquisition related costs (note (i))                           | 1,552                            | -                                |
| Write off of inventories (note (i) and (ii))                   | 39,239                           | -                                |
| Allowance for doubtful debts (note (i))                        | -                                | 559                              |
| Allowance for inventories (note (i))                           | 2,985                            | -                                |
| Reversal of allowance for inventories (note (i))               | (2,202)                          | (560)                            |
| Bad debts written off (note (i))                               | -                                | 19                               |
| Write off of other receivables                                 | 81                               | -                                |
| Auditors' remuneration   |                                  |                                  |
| Provision for the year   | 1,500                            | 1,250                            |
| Over-provision in prior year                                   | -                                | (24)                             |
|  | 1,500                            | 1,226                            |
| Reversal of allowance for doubtful debts (note (i))            | -                                | (559)                            |
| Cost of inventories sold                                       | 1,309,041                        | 1,126,469                        |
| Depreciation of property, plant and equipment                  | 77,594                           | 63,293                           |
| Loss on disposal of property, plant and equipment              | 28                               | 207                              |
| Property, plant and equipment written off                      | 5                                | 51                               |
| Property, plant and equipment written off (note (i) and (ii))  | 13,104                           | -                                |
| Gain on financial assets at fair value through profit or loss  | (16,001)                         | (1,452)                          |
| Net exchange loss  | 11,582                           | 997                              |
| Operating lease charges in respect of land and buildings       | 5,057                            | 4,686                            |
| Research and development expenditure                           | 35,415                           | 19,473                           |
| Staff costs:   |                                  |                                  |
| Directors' emoluments (note 13(a))                             | 10,288                           | 10,713                           |
| Wages and salaries   | 356,388                          | 289,856                          |
| Retirement benefits scheme contributions (excluding directors) | 16,898                           | 12,081                           |
| Other benefits   | 27,460                           | 18,854                           |
|  | 411,034                          | 331,504                          |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 12. PROFIT FOR THE YEAR (Continued)

Note (i): These amounts were included in other operating expenses.

Note (ii): A fire accident took place in one of the Group's production bases in Shenzhen, the PRC on 27 November 2013 and impairment loss of HK\$52,343,000 has been made for inventories and property, plant and equipment of the Group as a result of the fire accident. The impairment loss is included in other operating expenses in the consolidated statement of profit or loss. No amount of the insurance compensation has been recognised in the Group's profit or loss for the year ended 31 December 2013 as the Group is still in negotiation with the relevant insurance company.

Cost of inventories sold includes staff costs, depreciation and operating lease charges of approximately HK\$342,227,000 (2012: HK\$295,467,000), which are included in the amounts disclosed separately.

Research and development expenditure includes staff costs of approximately HK\$24,600,000 (2012: HK\$7,582,000), which are included in the amounts disclosed separately.

### 12. 年內溢利(續)

附註(i)：該等款項已計入其他營運開支內。

附註(ii)：於二零一三年十一月二十七日，本集團位於中國深圳的其中一間生產基地發生火災，本集團已因此就存貨以及物業、機器及設備作出減值虧損52,343,000港元。減值虧損已計入綜合損益表的其他營運開支內。由於本集團仍在與有關保險公司進行商討，因此本集團於截至二零一三年十二月三十一日止年度的損益並無確認任何保險賠償金額。

已售存貨成本包括員工成本、折舊及經營租約租金約342,227,000港元(二零一二年：295,467,000港元)，彼等已各自分別披露。

研究及開發支出中包括獨立披露的員工成本約24,600,000港元(二零一二年：7,582,000港元)。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 13. EMOLUMENTS OF DIRECTORS (KEY MANAGEMENT PERSONNEL) AND HIGHEST PAID EMPLOYEES

#### (a) Emoluments of directors (key management personnel)

The emoluments of each director were as follows:

### 13. 董事(主要管理人員)酬金及最高薪僱員

#### (a) 董事(主要管理人員)酬金

各董事的酬金如下：

| Name of director                           | 董事姓名                  | Fees       | Salaries and allowances | Discretionary bonus | Retirement benefits | Total         |
|--|-----------------------|------------|-------------------------|---------------------|---------------------|---------------|
|  |                       |            |                         |                     | contributions       |               |
|  |                       | HK\$'000   | HK\$'000                | HK\$'000            | HK\$'000            | HK\$'000      |
|  |                       | 千港元        | 港元                      | 港元                  | 港元                  | 港元            |
| <b>Year ended 31 December 2013</b>         | <b>截至二零一三年十二月三十一日</b> |            |                         |                     |                     |               |
| <b>Executive directors</b>                 | <b>執行董事</b>           |            |                         |                     |                     |               |
| Mr. LEE Yuen Fat                           | 李遠發先生                 | -          | 2,791                   | 473                 | 15                  | 3,279         |
| Dr. KEUNG Wing Ching                       | 姜永正博士                 | -          | 2,336                   | 394                 | 15                  | 2,745         |
| Mr. WONG Wing Chuen                        | 黃永銓先生                 | -          | 1,499                   | 339                 | 15                  | 1,853         |
| Mr. CHAN Tat Cheong, Alan                  | 陳達昌先生                 | -          | 1,469                   | 255                 | 15                  | 1,739         |
| <b>Independent non-executive directors</b> | <b>獨立非執行董事</b>        |            |                         |                     |                     |               |
| Mr. SUN Kai Lit, Cliff BBS, JP             | 孫啟烈先生BBS, 太平紳士        | 168        | -                       | -                   | -                   | 168           |
| Ir Dr. LO Wai Kwok BBS, MH, JP             | 盧偉國博士BBS, MH, 太平紳士    | 168        | -                       | -                   | -                   | 168           |
| Mr. YEOW Hoe Ann, John                     | 姚和安先生                 | 168        | -                       | -                   | -                   | 168           |
| Mr. Andrew LOOK                            | 陸東先生                  | 168        | -                       | -                   | -                   | 168           |
| <b>Total for 2013</b>                      | <b>二零一三年總計</b>        | <b>672</b> | <b>8,095</b>            | <b>1,461</b>        | <b>60</b>           | <b>10,288</b> |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 13. EMOLUMENTS OF DIRECTORS (KEY MANAGEMENT PERSONNEL) AND HIGHEST PAID EMPLOYEES

#### (a) Emoluments of directors (key management personnel) (Continued)

| Name of director<br>董事姓名                   | Fees<br>袍金<br>HK\$'000<br>千港元 | Salaries and allowances<br>薪金及津貼<br>HK\$'000<br>港元 | Discretionary bonus<br>酬情花紅<br>HK\$'000<br>港元 | Retirement benefits scheme contributions<br>退休福利計劃供款 | Total<br>總計<br>HK\$'000<br>港元 |               |
|--|-------------------------------|--|---|--|-------------------------------|---------------|
|  |                               |  |   | HK\$'000<br>港元                                       |                               |               |
| <b>Year ended 31 December 2012</b>         | <b>截至二零一二年十二月三十一日</b>         |  |   |  |                               |               |
| <b>Executive directors</b>                 | <b>執行董事</b>                   |  |   |  |                               |               |
| Mr. LEE Yuen Fat                           | -                             | 2,649  | 800   | 14   | 3,463                         |               |
| Dr. KEUNG Wing Ching                       | -                             | 2,217  | 670   | 14   | 2,901                         |               |
| Mr. WONG Wing Chuen                        | -                             | 1,394  | 530   | 14   | 1,938                         |               |
| Mr. CHAN Tat Cheong, Alan                  | -                             | 1,397  | 400   | 14   | 1,811                         |               |
| <b>Independent non-executive directors</b> | <b>獨立非執行董事</b>                |  |   |  |                               |               |
| Mr. SUN Kai Lit, Cliff BBS, JP             | 150                           | -  | -   | -  | 150                           |               |
| Ir Dr. LO Wai Kwok BBS, MH, JP             | 150                           | -  | -   | -  | 150                           |               |
| Mr. YEOW Hoe Ann, John                     | 150                           | -  | -   | -  | 150                           |               |
| Mr. Andrew LOOK                            | 150                           | -  | -   | -  | 150                           |               |
| <b>Total for 2012</b>                      | <b>二零一二年總計</b>                | <b>600</b>   | <b>7,657</b>                                  | <b>2,400</b>   | <b>56</b>                     | <b>10,713</b> |

There were no arrangements under which a director waived or agreed to waive any emoluments during the year (2012: nil).

年內概無董事放棄或同意放棄任何酬金的安排(二零一二年:無)。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 13. EMOLUMENTS OF DIRECTORS (KEY MANAGEMENT PERSONNEL) AND HIGHEST PAID EMPLOYEES (Continued)

#### (b) Five highest paid individuals

The five highest paid individuals in the Group during the year included 4 (2012: 4) directors whose emoluments are reflected in the analysis presented above. The emoluments of the remaining individual for the year ended 31 December 2013 are set out below:

|  |          | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
|--|----------|----------------------------------|----------------------------------|
| Basic salaries and allowances            | 基本薪酬及津貼  | 1,265                            | 1,046                            |
| Discretionary bonus                      | 酬情花紅     | 300                              | 400                              |
| Retirement benefits scheme contributions | 退休福利計劃供款 | 15                               | 14                               |
|  |          | <b>1,580</b>                     | 1,460                            |

The emoluments fell within the following bands:

酬金介乎以下範圍：

|                                |                         | Number of individuals<br>人數 |               |
|--------------------------------|-------------------------|-----------------------------|---------------|
|                                |                         | 2013<br>二零一三年               | 2012<br>二零一二年 |
| HK\$1,000,001 to HK\$1,500,000 | 1,000,001港元至1,500,000港元 | -                           | 1             |
| HK\$1,500,001 to HK\$2,000,000 | 1,500,001港元至2,000,000港元 | 1                           | -             |

During the year, no emoluments were paid by the Group to any of the directors or the highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

年內，本集團並無向董事或最高薪人士支付任何作為加盟本集團時或之後的獎勵或離職的補償之酬金。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 14. DIVIDENDS

### 14. 股息

|  |   | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
|--|---|----------------------------------|----------------------------------|
| Interim of HK2.60 cents<br>(2012: HK1.60 cents)<br>per ordinary share paid                           | 已付每股普通股2.60港仙<br>(二零一二年：1.60港仙)<br>之中期股息    | 23,230                           | 14,241                           |
| Proposed final of HK7.3 cents<br>(2012: final dividend payment of<br>HK8.3 cents) per ordinary share | 每股普通股7.3港仙<br>(二零一二年：8.3港仙之末期股息)<br>之建議末期股息 | 65,226                           | 73,922                           |
| Additional dividend paid<br>during the year  | 年內額外支付之股息                                   | 232                              | 28                               |
|  |   | <b>88,688</b>                    | <b>88,191</b>                    |

### 15. EARNINGS PER SHARE

#### Basic earnings per share

The calculation of basic earnings per share attributable to owners of the Company is based on the profit for the year attributable to owners of the Company of approximately HK\$60,542,000 (2012: HK\$125,894,000) and the weighted average number of ordinary shares of 892,603,263 (2012: 889,114,900) in issue during the year.

#### Diluted earnings per share

The calculation of diluted earnings per share attributable to owners of the Company is based on the profit for the year attributable to owners of the Company of approximately HK\$60,542,000 (2012: HK\$125,894,000) and the weighted average number of ordinary shares of 893,488,157 (2012: 891,374,470), being the weighted average number of ordinary shares of 892,603,263 (2012: 889,114,900) in issue during the year used in the basic earnings per share calculation plus the weighted average number of ordinary shares of 884,894 (2012: 2,259,570) assumed to have been issued at no consideration on the deemed exercise of the share options outstanding at the end of the reporting period.

### 15. 每股盈利

#### 每股基本盈利

本公司權益持有人應佔的每股基本盈利乃根據截至二零一三年十二月三十一日止年度本公司權益持有人應佔的溢利約60,542,000港元(二零一二年：125,894,000港元)及年內已發行的加權平均普通股892,603,263股(二零一二年：889,114,900股)計算。

#### 每股攤薄盈利

本公司權益持有人應佔的每股攤薄盈利乃根據截至二零一三年十二月三十一日止年度本公司權益持有人應佔的溢利約60,542,000港元(二零一二年：125,894,000港元)及加權平均普通股893,488,157股(二零一二年：891,374,470股)(用於計算每股基本盈利之年內已發行的加權平均普通股892,603,263股(二零一二年：889,114,900股)加上於報告期末未獲行使之購股權視作已行使而假設以沒有代價發行的加權平均普通股884,894股(二零一二年：2,259,570股)計算。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

**16. PROPERTY, PLANT AND EQUIPMENT****16. 物業、機器及設備**

|  |                         | Group<br>本集團   |           |                        |                     |                    |  |                |                          |           |
|--|-------------------------|----------------|-----------|------------------------|---------------------|--------------------|--|----------------|--------------------------|-----------|
|  |                         | Leasehold land | Buildings | Leasehold improvements | Plant and machinery | Computer equipment | Furniture, fixtures and office equipment | Motor vehicles | Construction in progress | Total     |
|  |                         | 租賃土地           | 樓宇        | 租賃物業裝修                 | 機器及設備               | 電腦設備               | 傢俬、固定裝置及辦公室設備                            | 汽車             | 在建工程                     | 總計        |
|  |                         | HK\$'000       | HK\$'000  | HK\$'000               | HK\$'000            | HK\$'000           | HK\$'000                                 | HK\$'000       | HK\$'000                 | HK\$'000  |
|  |                         | 千港元            | 千港元       | 千港元                    | 千港元                 | 千港元                | 千港元                                      | 千港元            | 千港元                      | 千港元       |
| <b>Cost or valuation</b>               | <b>成本或估值</b>            |                |           |                        |                     |                    |  |                |                          |           |
| At 1 January 2012                      | 於二零一二年一月一日              | 134,484        | 157,368   | 50,570                 | 372,773             | 9,497              | 6,405                                    | 9,723          | 70,843                   | 811,663   |
| Transfer                               | 轉移                      | -              | 60,824    | 2,549                  | -                   | -                  | -  | -              | (63,373)                 | -         |
| Additions                              | 添置                      | -              | 14,439    | 15,094                 | 90,881              | 198                | 75                                       | 323            | 30,129                   | 151,139   |
| Surplus on revaluation                 | 重估盈餘                    | 14,421         | -         | -                      | -                   | -                  | -  | -              | -                        | 14,421    |
| Depreciation eliminated against cost   | 於成本減去折舊                 | (3,399)        | -         | -                      | -                   | -                  | -  | -              | -                        | (3,399)   |
| Disposal/write off                     | 出售/撇銷                   | -              | -         | (23)                   | (4,218)             | (189)              | (179)                                    | (335)          | -                        | (4,944)   |
| Exchange difference                    | 匯兌差額                    | 1,394          | 2,782     | 472                    | 4,579               | 15                 | 54                                       | 65             | 511                      | 9,872     |
| At 31 December 2012 and 1 January 2013 | 於二零一二年十二月三十一日及二零一三年一月一日 | 146,900        | 235,413   | 68,662                 | 464,015             | 9,521              | 6,355                                    | 9,776          | 38,110                   | 978,752   |
| Transfer                               | 轉移                      | -              | -         | 956                    | -                   | -                  | -  | -              | (956)                    | -         |
| Additions                              | 添置                      | 6,307          | 7,969     | 24,088                 | 30,117              | 873                | 271                                      | 4,261          | 61,159                   | 135,045   |
| Acquisition of business                | 收購業務                    | -              | -         | -                      | 9,911               | -                  | 58                                       | -              | -                        | 9,969     |
| Surplus on revaluation                 | 重估盈餘                    | 8,900          | -         | -                      | -                   | -                  | -  | -              | -                        | 8,900     |
| Depreciation eliminated against cost   | 於成本減去折舊                 | (3,877)        | -         | -                      | -                   | -                  | -  | -              | -                        | (3,877)   |
| Disposal/write off                     | 出售/撇銷                   | -              | (1,911)   | (449)                  | (34,702)            | (1,952)            | (932)                                    | (325)          | -                        | (40,271)  |
| Exchange difference                    | 匯兌差額                    | 2,870          | 5,622     | 1,212                  | 9,076               | 43                 | 101                                      | 171            | 1,621                    | 20,716    |
| At 31 December 2013                    | 於二零一三年十二月三十一日           | 161,100        | 247,093   | 94,469                 | 478,417             | 8,485              | 5,853                                    | 13,883         | 99,934                   | 1,109,234 |
| <b>Accumulated depreciation</b>        | <b>累計折舊</b>             |                |           |                        |                     |                    |  |                |                          |           |
| At 1 January 2012                      | 於二零一二年一月一日              | -              | 31,933    | 22,841                 | 192,145             | 7,070              | 4,569                                    | 6,024          | -                        | 264,582   |
| Charge for the year                    | 年內扣除                    | 3,367          | 3,948     | 13,581                 | 39,423              | 889                | 557                                      | 1,528          | -                        | 63,293    |
| Disposal/write off                     | 出售/撇銷                   | -              | -         | (23)                   | (3,131)             | (170)              | (174)                                    | (302)          | -                        | (3,800)   |
| Adjustment on revaluation              | 重估調整                    | (3,399)        | -         | -                      | -                   | -                  | -  | -              | -                        | (3,399)   |
| Exchange difference                    | 匯兌差額                    | 32             | 434       | 226                    | 1,902               | 13                 | 43                                       | 43             | -                        | 2,693     |
| At 31 December 2012 and 1 January 2013 | 於二零一二年十二月三十一日及二零一三年一月一日 | -              | 36,315    | 36,625                 | 230,339             | 7,802              | 4,995                                    | 7,293          | -                        | 323,369   |
| Charge for the year                    | 年內扣除                    | 3,846          | 11,010    | 15,225                 | 44,196              | 1,128              | 531                                      | 1,658          | -                        | 77,594    |
| Disposal/write off                     | 出售/撇銷                   | -              | (1,068)   | (449)                  | (21,528)            | (1,934)            | (783)                                    | (200)          | -                        | (25,962)  |
| Adjustment on revaluation              | 重估調整                    | (3,877)        | -         | -                      | -                   | -                  | -  | -              | -                        | (3,877)   |
| Exchange difference                    | 匯兌差額                    | 31             | 965       | 570                    | 3,968               | 25                 | 81                                       | 93             | -                        | 5,733     |
| At 31 December 2013                    | 於二零一三年十二月三十一日           | -              | 47,222    | 51,971                 | 256,975             | 7,021              | 4,824                                    | 8,844          | -                        | 376,857   |
| <b>Carrying amount</b>                 | <b>賬面值</b>              |                |           |                        |                     |                    |  |                |                          |           |
| At 31 December 2013                    | 於二零一三年十二月三十一日           | 161,100        | 199,871   | 42,498                 | 221,442             | 1,464              | 1,029                                    | 5,039          | 99,934                   | 732,377   |
| At 31 December 2012                    | 於二零一二年十二月三十一日           | 146,900        | 199,098   | 32,037                 | 233,676             | 1,719              | 1,360                                    | 2,483          | 38,110                   | 655,383   |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 16. PROPERTY, PLANT AND EQUIPMENT (Continued)

The analysis of the cost or valuation of the above assets is as follows:

At 31 December 2013

|              |     | Group<br>本集團      |           |                           |                        |                       |   |                   |                             |           |
|--------------|-----|-------------------|-----------|---------------------------|------------------------|-----------------------|---|-------------------|-----------------------------|-----------|
|              |     | Leasehold<br>land | Buildings | Leasehold<br>improvements | Plant and<br>machinery | Computer<br>equipment | Furniture,<br>fixtures and<br>office<br>equipment | Motor<br>vehicles | Construction<br>in progress | Total     |
|              |     | 租賃土地              | 樓宇        | 租賃<br>物業裝修                | 機器及設備                  | 電腦設備                  | 傢俬、<br>固定裝置<br>及辦公室設備                             | 汽車                | 在建工程                        | 總計        |
|              |     | HK\$'000          | HK\$'000  | HK\$'000                  | HK\$'000               | HK\$'000              | HK\$'000  | HK\$'000          | HK\$'000                    | HK\$'000  |
|              |     | 千港元               | 千港元       | 千港元                       | 千港元                    | 千港元                   | 千港元   | 千港元               | 千港元                         | 千港元       |
| At cost      | 以成本 | -                 | 247,093   | 94,469                    | 478,417                | 8,485                 | 5,853   | 13,883            | 99,934                      | 948,134   |
| At valuation | 以估值 | 161,100           | -         | -                         | -                      | -                     | -   | -                 | -                           | 161,100   |
|              |     | 161,100           | 247,093   | 94,469                    | 478,417                | 8,485                 | 5,853   | 13,883            | 99,934                      | 1,109,234 |

At 31 December 2012

|              |     | Group<br>本集團      |           |                           |                        |                       |   |                   |                             |          |
|--------------|-----|-------------------|-----------|---------------------------|------------------------|-----------------------|---|-------------------|-----------------------------|----------|
|              |     | Leasehold<br>land | Buildings | Leasehold<br>improvements | Plant and<br>machinery | Computer<br>equipment | Furniture,<br>fixtures and<br>office<br>equipment | Motor<br>vehicles | Construction<br>in progress | Total    |
|              |     | 租賃土地              | 樓宇        | 租賃<br>物業裝修                | 機器及設備                  | 電腦設備                  | 傢俬、<br>固定裝置<br>及辦公室設備                             | 汽車                | 在建工程                        | 總計       |
|              |     | HK\$'000          | HK\$'000  | HK\$'000                  | HK\$'000               | HK\$'000              | HK\$'000  | HK\$'000          | HK\$'000                    | HK\$'000 |
|              |     | 千港元               | 千港元       | 千港元                       | 千港元                    | 千港元                   | 千港元   | 千港元               | 千港元                         | 千港元      |
| At cost      | 以成本 | -                 | 235,413   | 68,662                    | 464,015                | 9,521                 | 6,355   | 9,776             | 38,110                      | 831,852  |
| At valuation | 以估值 | 146,900           | -         | -                         | -                      | -                     | -   | -                 | -                           | 146,900  |
|              |     | 146,900           | 235,413   | 68,662                    | 464,015                | 9,521                 | 6,355   | 9,776             | 38,110                      | 978,752  |

The Group's leasehold land was revalued at 31 December 2013 and 31 December 2012 using the market comparable approach and direct comparison approach by reference to market evidence of recent transactions for similar properties by Grant Sherman Appraisal Limited (2012: Royal Assets Appraisal Limited), both independent surveyors.

### 16. 物業、機器及設備(續)

上述資產以成本或估值之分析如下：

於二零一三年十二月三十一日

於二零一二年十二月三十一日

本集團於二零一三年十二月三十一日及二零一二年十二月三十一日獨立測量師中證評估有限公司(二零一二年：華石中證評估有限公司)按市場比較法及直接比較法價值參考市場類似物業之最近交易證據從而重估本集團之租賃土地。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 16. PROPERTY, PLANT AND EQUIPMENT (Continued)

The carrying amount of the Group's leasehold land would have been approximately HK\$53,964,000 (2012: HK\$47,734,000) had they been stated at cost less accumulated depreciation and impairment losses.

The carrying amount of property, plant and equipment pledged as security for the Group's banking facilities (including finance leases) amounted to approximately HK\$48,165,000 (2012: HK\$42,075,000).

The carrying amount of plant and machinery held by the Group under finance leases amounted to approximately HK\$9,073,000 (2012: HK\$9,957,000).

The Group's leasehold land is analysed as follows:

|                    |       | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
|--------------------|-------|----------------------------------|----------------------------------|
| In Hong Kong:      | 於香港   |                                  |                                  |
| Medium-term leases | 中期租賃  | 34,100                           | 27,300                           |
| Outside Hong Kong: | 於香港境外 |                                  |                                  |
| Medium-term leases | 中期租賃  | 127,000                          | 119,600                          |
|                    |       | <b>161,100</b>                   | 146,900                          |

### 17. INVESTMENTS IN SUBSIDIARIES

|                               |               | Company<br>本公司                   |                                  |
|-------------------------------|---------------|----------------------------------|----------------------------------|
|                               |               | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
| Unlisted investment, at cost  | 非上市投資 (按成本計算) | 10,000                           | 10,000                           |
| Financial guarantee contracts | 融資擔保合約        | 22,270                           | 18,933                           |
|                               |               | <b>32,270</b>                    | 28,933                           |

The amounts due from subsidiaries are unsecured, interest-free and have no fixed terms of repayment.

### 16. 物業、機器及設備 (續)

本集團租賃土地的賬面值約為53,964,000港元(二零一二年: 47,734,000港元), 已按成本減累計折舊及減值虧損列賬。

本集團賬面值為數約48,165,000港元(二零一二年: 42,075,000港元)的物業、機器及設備已質押作為本集團銀行信貸(包括融資租賃)的抵押。

本集團根據融資租賃持有機器及設備的賬面值為數約9,073,000港元(二零一二年: 9,957,000港元)。

本集團之租賃土地載列如下:

### 17. 於附屬公司的投資

應收附屬公司款項為無抵押、免息及並無固定還款期。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 17. INVESTMENTS IN SUBSIDIARIES (Continued)

Particulars of the subsidiaries as at 31 December 2013 are as follows:

### 17. 於附屬公司的投資(續)

於二零一三年十二月三十一日，附屬公司詳情如下：

| Name<br>名稱  | Place and date<br>of incorporation<br>註冊成立地點及日期           | Issued and fully<br>paid up<br>share capital/<br>registered capital<br>已發行及繳足股本／註冊資本  | Percentage of<br>ownership<br>interest/<br>voting power/<br>profit sharing<br>應佔權益／投票權／<br>溢利百分比 |                | Principal<br>activities<br>主要業務  |
|---|---|---|--|----------------|--|
|   |   |   | Direct<br>直接   | Indirect<br>間接 |  |
| Ka Shui (Holdings) Company Limited<br>嘉瑞集團有限公司                  | British Virgin Islands<br>("BVI")<br>英屬處女群島<br>(「英屬處女群島」) | 369,093 ordinary shares<br>of US\$0.1 each<br>369,093每股面值0.1美元之<br>普通股  | 100%   | –              | Investment holding<br>投資控股   |
| Ample Wealth Developments Limited<br>富豐發展有限公司                   | BVI<br>英屬處女群島   | 1 ordinary share of US\$1 each<br>1股每股面值1美元之普通股   | –  | 100%           | Investment holding<br>投資控股   |
| Ka Fung Metal Manufactory<br>Company Limited<br>嘉豐金屬製品廠有限公司     | Hong Kong<br>香港   | 10,000 ordinary shares of<br>HK\$1 each<br>10,000股每股面值1港元之<br>普通股   | –  | 100%           | Manufacture of plastic injection<br>products and components<br>生產塑膠注塑產品及零部件  |
| Ka Shui Manufactory Co., Limited<br>嘉瑞製品有限公司                    | Hong Kong<br>香港   | 100 ordinary shares of<br>HK\$100 each<br>100股每股面值100港元之<br>普通股   | –  | 100%           | Sale of zinc, magnesium and<br>aluminium alloy die casting<br>and plastic injection products<br>and components<br>銷售鋅、鎂及鋁合金壓鑄和<br>塑膠注塑產品及零部件 |
| MG Technology (Shenzhen)<br>Company Limited<br>創金美科技(深圳)有限公司    | The PRC<br>中國   | Registered capital<br>HK\$150,000,000<br>註冊資本150,000,000港元  | –  | 100%           | Sale and manufacture of<br>magnesium and aluminium<br>alloy die casting products<br>and components<br>銷售及生產鎂及鋁合金<br>壓鑄產品及零部件                 |
| Ka Shui Technology (Huizhou)<br>Company Limited<br>嘉瑞科技(惠州)有限公司 | The PRC<br>中國   | Registered capital<br>HK\$310,000,000<br>and paid up capital<br>HK\$230,000,000<br>(2012: HK\$160,000,000)<br>註冊資本310,000,000港元及<br>已繳資本230,000,000港元<br>(二零一二年: 160,000,000港元) | –  | 100%           | Inactive<br>暫無業務   |
| Elegant Shine Investments Limited<br>雅輝投資有限公司                   | BVI<br>英屬處女群島   | 1 ordinary share of<br>US\$1 each<br>1股每股面值1美元之普通股  | –  | 100%           | Investment holding<br>投資控股   |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 17. INVESTMENTS IN SUBSIDIARIES (Continued)

Particulars of the subsidiaries as at 31 December 2013 are as follows: (continued)

### 17. 於附屬公司的投資(續)

於二零一三年十二月三十一日，附屬公司詳情如下：(續)

| Name<br>名稱   | Place and date<br>of incorporation<br>註冊成立地點及日期 | Issued and fully<br>paid up<br>share capital/<br>registered capital<br>已發行及繳足股本／註冊資本 | Percentage of<br>ownership<br>interest/<br>voting power/<br>profit sharing<br>應佔權益／投票權／<br>溢利百分比 |                | Principal<br>activities<br>主要業務   |
|--|---|--|--|----------------|---|
|  |   |  | Direct<br>直接   | Indirect<br>間接 |   |
| Ample Wealth Property Developments (Huizhou) Limited<br>富豐物業開發(惠州)有限公司           | The PRC<br>中國                                   | Registered capital<br>HK\$6,800,000<br>註冊資本6,800,000港元                               | -  | 100%           | Inactive<br>暫無業務  |
| Ka Shui Technology Limited<br>嘉瑞科技有限公司   | Hong Kong<br>香港                                 | 10,000 ordinary shares of<br>HK\$1 each<br>10,000股每股面值1港元之<br>普通股                    | -  | 100%           | Investment holding<br>投資控股  |
| Wing Yu (Far East) Industries Company Limited<br>永裕(遠東)實業有限公司                    | Hong Kong<br>香港                                 | 100,000 ordinary shares of<br>HK\$1 each<br>100,000股每股面值1港元之<br>普通股                  | -  | 100%           | Investment holding<br>投資控股<br>(2012: Provision of surface<br>finishing treatment services)<br>(二零一二年：提供表面處理服務)  |
| Huizhou Wing Yu Metal and Plastic Manufactory Company Limited<br>惠州市永裕五金塑料製品有限公司 | The PRC<br>中國                                   | Registered capital<br>HK\$4,500,000<br>註冊資本4,500,000港元                               | -  | 100%           | Provision of surface finishing<br>treatment services and sale<br>and manufacture of zinc alloy<br>die casting products and<br>components<br>提供表面處理服務及銷售及生產<br>鋅合金壓鑄產品及零部件 |
| Ka Yi Technology (Huizhou) Company Limited<br>嘉宜科技(惠州)有限公司                       | The PRC<br>中國                                   | Registered capital<br>HK\$20,000,000<br>註冊資本20,000,000港元                             | -  | 100%           | Sale and manufacture of zinc<br>and aluminium alloy die<br>casting products and<br>components<br>銷售及生產鋅及鋁合金壓鑄產品及<br>零部件   |
| INNOKA Company Limited   | Hong Kong<br>香港                                 | 1 ordinary share of<br>HK\$1 each<br>1股每股面值1港元之<br>普通股                               | -  | 100%           | Trading of electronic goods<br>電子產品之貿易  |
| Ka Fung Industrial Technology (Huizhou) Company Limited<br>嘉豐工業科技(惠州)有限公司        | The PRC<br>中國                                   | Registered capital<br>HK\$2,000,000<br>註冊資本2,000,000港元                               | -  | 100%           | Sale and manufacture of<br>products and components<br>with plastic contents<br>銷售及生產含塑膠部件之產品及<br>零部件  |
| Alphalite Company Limited<br>嘉能照明有限公司  | Hong Kong<br>香港                                 | 1 ordinary share of<br>HK\$1 each<br>1股每股面值1港元之<br>普通股                               | -  | 100%           | Trading and marketing of<br>plasma lighting products<br>從事等離子照明產品<br>之貿易及市場推廣   |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 17. INVESTMENTS IN SUBSIDIARIES (Continued)

Particulars of the subsidiaries as at 31 December 2013 are as follows: (continued)

### 17. 於附屬公司的投資(續)

於二零一三年十二月三十一日，附屬公司詳情如下：(續)

| Name<br>名稱  | Place and date<br>of incorporation<br>註冊成立地點及日期 | Issued and fully<br>paid up<br>share capital/<br>registered capital<br>已發行及繳足股本／註冊資本 | Percentage of<br>ownership<br>interest/<br>voting power/<br>profit sharing<br>應佔權益／投票權／<br>溢利百分比 |                | Principal<br>activities<br>主要業務  |
|---|---|--|--|----------------|--|
|   |   |  | Direct<br>直接   | Indirect<br>間接 |  |
| Ka Shui Metal Manufactory<br>(Shenzhen) Company Limited<br>嘉瑞金屬製品(深圳)有限公司               | The PRC<br>中國                                   | Registered capital<br>HK\$40,000,000<br>註冊資本40,000,000港元                             | -  | 100%           | Sale and manufacture of zinc<br>and magnesium alloy die<br>casting products and<br>components<br>銷售及生產鋅及鎂合金壓鑄<br>產品及部件                     |
| Alphalite Incorporation   | USA<br>美國                                       | 100 ordinary shares of<br>US\$1 each<br>100股每股面值1美元之<br>普通股                          | -  | 100%           | Trading and marketing of<br>plasma lighting products<br>從事等離子照明產品<br>之貿易及市場推廣  |
| Ka Shui (USA) Incorporation   | USA<br>美國                                       | 500,000 ordinary shares of<br>US\$0.01 each<br>500,000股每股面值<br>0.01美元之普通股            | -  | 100%           | Marketing of zinc and<br>magnesium alloy die casting<br>and plastic injection products<br>and components<br>從事鋅、鎂及鋁合金壓鑄及塑膠<br>注塑產品及部件之市場推廣 |
| Kalok Technology Investment Limited<br>嘉樂科技投資有限公司                                       | BVI<br>英屬處女群島                                   | 50,000 ordinary shares of<br>US\$1 each<br>50,000股每股面值<br>1美元之普通股                    | -  | 100%           | Investment holding<br>投資控股   |
| Wuhu Lenka Technologies<br>Company Limited ("Wuhu Lenka")<br>蕪湖聯嘉工業科技股份有限公司<br>(「蕪湖聯嘉」) | The PRC<br>中國                                   | Registered capital<br>RMB50,000,000<br>註冊資本<br>50,000,000人民幣                         | -  | 60%            | Inactive<br>暫無業務   |
| Topanga Asia Limited<br>("Topanga Asia")<br>勁亮嘉科技有限公司(「勁亮嘉」)                            | Hong Kong<br>香港                                 | 9,300 ordinary shares of<br>HK\$0.01 each<br>9,300股每股面值<br>0.01港元之普通股                | -  | 60%            | Manufacturing of plasma<br>lighting products<br>生產等離子照明產品  |
| Topanga USA Inc.<br>("Topanga USA")   | USA<br>美國                                       | 100 ordinary shares of<br>US\$0.01 each<br>100股每股面值<br>0.01美元之普通股                    | -  | 60%            | Research and development<br>of plasma lighting products<br>研發等離子照明產品   |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 17. INVESTMENTS IN SUBSIDIARIES (Continued)

MG Technology (Shenzhen) Company Limited, Ka Shui Technology (Huizhou) Company Limited, Ample Wealth Property Developments (Huizhou) Limited, Ka Yi Technology (Huizhou) Company Limited, Ka Fung Industrial Technology (Huizhou) Company Limited, Ka Shui Metal Manufactory (Shenzhen) Company Limited and Huizhou Wing Yu Metal and Plastic Manufactory Company Limited are wholly-foreign owned enterprises established in the PRC.

The following table shows information of subsidiaries that have non-controlling interests ("NCI") material to the Group. The summarised financial information represents amounts before inter-company eliminations.

### 17. 於附屬公司的投資(續)

創金美科技(深圳)有限公司、嘉瑞科技(惠州)有限公司、富豐物業開發(惠州)有限公司、嘉宜科技(惠州)有限公司、嘉豐工業科技(惠州)有限公司、嘉瑞金屬製品(深圳)有限公司及惠州市永裕五金塑料製品有限公司為於中國成立之外商獨資企業。

下表顯示擁有對本集團而言屬重大的非控股權益(「非控股權益」)的附屬公司資料。財務資料概要為公司間對銷前的金額。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 17. INVESTMENTS IN SUBSIDIARIES (Continued)

### 17. 於附屬公司的投資(續)

| Name<br>名稱   |                      | Topanga Asia<br>勁亮嘉<br>2013<br>二零一三年 | Wuhu Lenka<br>蕪湖聯嘉<br>2013<br>二零一三年 |
|--|----------------------|--------------------------------------|-------------------------------------|
| Principal place of business/country of incorporation | 主要營業地點／國家            | HK/HK<br>香港／香港                       | the PRC/<br>the PRC<br>中國／中國        |
| % of ownership interests/voting rights held by NCI   | 非控股權益所持有的擁有權益／投票權百分比 | 40%/40%                              | 40%/40%                             |
|  |                      | HK\$'000<br>千港元                      | HK\$'000<br>千港元                     |
| <b>At 31 December:</b>                               | <b>於十二月三十一日：</b>     |                                      |                                     |
| Non-current assets                                   | 非流動資產                | 21,341                               | 21,516                              |
| Current assets                                       | 流動資產                 | 33,290                               | 41,370                              |
| Non-current liabilities                              | 非流動負債                | –                                    | –                                   |
| Current liabilities                                  | 流動負債                 | (139)                                | (147)                               |
| Net assets   | 資產淨值                 | 54,492                               | 62,739                              |
| Accumulated NCI                                      | 累計非控股權益              | 21,796                               | 25,095                              |
| <b>Year ended 31 December:</b>                       | <b>截至十二月三十一日止年度：</b> |                                      |                                     |
| Revenue  | 收益                   | –                                    | –                                   |
| Loss   | 虧損                   | (830)                                | (1,292)                             |
| Total comprehensive income                           | 全面收益總額               | (830)                                | 28                                  |
| Loss allocated to NCI                                | 分配予非控股權益的虧損          | (332)                                | (517)                               |
| Net cash used in operating activities                | 經營業務所耗現金淨額           | (216)                                | (41,246)                            |
| Net cash used in investing activities                | 投資活動所耗現金淨額           | (36)                                 | (21,374)                            |
| Net cash generated from financing activities         | 融資活動所得現金淨額           | 33,542                               | 63,776                              |
| Net increase in cash and cash equivalents            | 現金及等同現金項目增加淨額        | 33,290                               | 1,156                               |

As at 31 December 2012, the Group did not have any NCI.

於二零一二年十二月三十一日，本集團並無任何非控股權益。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 17. INVESTMENTS IN SUBSIDIARIES (Continued)

As at 31 December 2013, the bank and cash balances of the Group's subsidiaries in the PRC denominated in RMB amounted to approximately HK\$102,778,000 (2012: HK\$69,060,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

### 17. 於附屬公司的投資(續)

於二零一三年十二月三十一日，本集團於中國以人民幣計值的附屬公司的銀行及現金結餘約為102,778,000港元(二零一二年：69,060,000港元)。將人民幣兌換為外幣須根據中國的《外匯管制條例》及《結匯、售匯及付匯管理規定》進行。

### 18. GOODWILL

### 18. 商譽

|  |                                    | Group<br>本集團<br>HK\$'000<br>千港元 |
|--|------------------------------------|---------------------------------|
| <b>Cost</b>  | <b>成本</b>                          |                                 |
| Arising on acquisition of business<br>(note 35(b)) and at 31 December 2013 | 收購業務(附註35(b))及<br>於二零一三年十二月三十一日所產生 | 4,300                           |
| <b>Accumulated impairment losses</b>                                       | <b>累計減值虧損</b>                      |                                 |
| Impairment loss recognised in the<br>current year and at 31 December 2013  | 於本年度及於二零一三年十二月三十一日<br>確認的減值虧損      | 2,670                           |
| <b>Carrying amount</b>   | <b>賬面值</b>                         |                                 |
| At 31 December 2013  | 於二零一三年十二月三十一日                      | 1,630                           |
| At 31 December 2012  | 於二零一二年十二月三十一日                      | -                               |

Goodwill acquired from a business combination is allocated, at acquisition, to the cash generating units that are expected to benefit from that business combination. The carrying amount of goodwill had been allocated in the segment of lighting products.

於業務合併中收購的商譽乃於收購時分配至預期將自該業務合併獲益的現金產生單位(「現金產生單位」)。商譽的賬面值已於照明產品分部分配。

The recoverable amounts of the cash-generating units are determined on the basis of their value in use using discounted cash flow method. The key assumptions for the discounted cash flow method are those regarding the discount rates, growth rates and budgeted gross margin and turnover during the period. The Group estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the cash-generating units. The growth rates are based on expected growth rate of the industry in which the businesses of the cash-generating units operate. Budgeted gross margin and turnover are based on past practices and expectations on market development.

現金產生單位的可收回金額乃按彼等的使用價值為基準使用折現現金流法釐定。折現現金流法的主要假設乃與本期間的貼現率、增長率及預計毛利率及營業額有關。本集團乃以反映市場現時對金錢時值及現金產生單位特定風險的評估的稅前比率估計折現率。增長率乃基於現金產生單位經營所在行業的預期經濟增長率計算。預計毛利率及營業額乃基於市場發展的過往慣例及預期計算。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 18. GOODWILL (Continued)

The Group prepares cash flow forecasts derived from the most recent financial budgets approved by the management of the subsidiaries for the next 5 years with the residual period using the growth rate of 3% (2012: N/A). This rate does not exceed the average long-term growth rate for the relevant markets.

The rate used to discount the forecast cash flows from the Group's lighting products activities is 21.5% (2012: N/A).

At 31 December 2013, before impairment testing, goodwill of approximately HK\$4,300,000 was allocated to lighting products segment. Due to changes in market condition, the Group has revised its cash flow forecasts for these cash-generating units. The goodwill allocated to lighting products has therefore been reduced to its recoverable amount of approximately HK\$1,630,000 through recognition of an impairment loss against goodwill of approximately HK\$2,670,000 during the year.

The impairment loss has been included in the other operating expenses in the consolidated statement of profit or loss.

### 18. 商譽(續)

本集團根據附屬公司的管理層批准未來五年的最近期財務預算以3%(二零一二年:不適用)的增長率按剩餘年期編製現金流量預測。該增長率並未超逾相關市場的平均長期增長率。

本集團照明產品業務用以折現預計現金流量的增長率為21.5%(二零一二年:不適用)。

於二零一三年十二月三十一日,商譽減值測試前,商譽約4,300,000港元已分配至照明產品分部。由於市場條件改變,本集團就該等現金產生單位修訂其現金流預測。年內,分配至照明產品的商譽已透過確認商譽的減值虧損約2,670,000港元,減少至其可收回款項約1,630,000港元。

減值虧損已計入綜合損益表的其他營運開支內。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 19. INTANGIBLE ASSETS

### 19. 無形資產

|  |   | Group<br>本集團   |   |  | Total<br>總計 |
|--|---|--|---|--|-------------|
|  |   | Club<br>membership<br>(purchased)<br>會所會籍<br>(購買)<br>HK\$'000<br>千港元 | Trademark<br>(purchased)<br>商標<br>(購買)<br>HK\$'000<br>千港元 | Patent and<br>unpatent<br>technologies<br>(purchased)<br>專利及<br>非專利技術<br>(購買)<br>HK\$'000<br>千港元 |             |
| <b>Cost</b>  | <b>成本</b>                                     |  |   |  |             |
| At 1 January 2012,<br>31 December 2012 and<br>1 January 2013 | 於二零一二年一月一日<br>於二零一二年<br>十二月三十一日及<br>二零一三年一月一日 | 718  | -   | -  | 718         |
| Acquisition of business<br>(note 35(b))                      | 收購業務(附註35(b))                                 | -  | 7,531   | 9,280  | 16,811      |
| At 31 December 2013  | 於二零一三年十二月三十一日                                 | 718  | 7,531   | 9,280  | 17,529      |
| <b>Accumulated amortisation<br/>and impairment losses</b>    | <b>累計攤銷及減值虧損</b>                              |  |   |  |             |
| At 1 January 2012,<br>31 December 2012 and<br>1 January 2013 | 於二零一二年一月一日、<br>二零一二年十二月三十一日及<br>二零一三年一月一日     | -  | -   | -  | -           |
| Amortisation for the year                                    | 年內攤銷  | -  | 359   | 442  | 801         |
| At 31 December 2013  | 於二零一三年十二月三十一日                                 | -  | 359   | 442  | 801         |
| <b>Carrying amount</b>                                       | <b>賬面值</b>                                    |  |   |  |             |
| At 31 December 2013  | 於二零一三年十二月三十一日                                 | 718  | 7,172   | 8,838  | 16,728      |
| At 31 December 2012  | 於二零一二年十二月三十一日                                 | 718  | -   | -  | 718         |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 19. INTANGIBLE ASSETS (Continued)

Both the trademark and patent and unpatent technologies were acquired through business combination. The Group's trademark protects the design and specification of the Group's products. The patent and unpatent technologies are developed from research and development activities of a non-controlling shareholder before the acquisition of the business of lighting products. The average remaining amortisation period of the trademark and patent and unpatent technologies are 7 years (2012: N/A). The amortisation charges have been included in the administrative expenses in the consolidated statement of profit or loss.

The Group's club membership of HK\$718,000 (2012: HK\$718,000) at 31 December 2013 is assessed as having indefinite useful life because there is no time limit that the Group can enjoy the services provided by that club.

### 20. AVAILABLE-FOR-SALE FINANCIAL ASSETS

### 19. 無形資產(續)

商標以及專利及非專利技術乃透過業務合併收購。本集團的商標保障本集團產品的設備及規格。專利及非專利技術乃於收購照明產品業務前為一名非控股股東進行的研發活動而開發。商標以及專利及非專利技術的平均剩餘攤銷期為七年(二零一二年：不適用)。撇銷費用已計入綜合損益表的行政開支內。

於二零一三年十二月三十一日，由於本集團享用會所提供的服務方面並無時間限制，本集團的會所會籍718,000港元(二零一二年：718,000港元)乃按具有無限可使用年期進行評估。

### 20. 可供出售金融資產

|                          |              | Group<br>本集團    |                 |
|--------------------------|--------------|-----------------|-----------------|
|                          |              | 2013<br>二零一三年   | 2012<br>二零一二年   |
|                          |              | HK\$'000<br>千港元 | HK\$'000<br>千港元 |
| Unlisted equity, at cost | 非上市股本(按成本計算) | 8,303           | 8,303           |
| Impairment loss          | 減值虧損         | (8,303)         | (8,303)         |
|                          |              | -               | -               |

Unlisted equity is carried at cost. The investee company has ceased business and the management has made full impairment loss for the investment.

非上市股本投資乃按成本入賬。被投資公司已終止業務及管理層已對此項投資作出全數減值虧損。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 21. INVENTORIES

### 21. 存貨

|                                      |           | Group<br>本集團    |                 |
|--------------------------------------|-----------|-----------------|-----------------|
|                                      |           | 2013<br>二零一三年   | 2012<br>二零一二年   |
|                                      |           | HK\$'000<br>千港元 | HK\$'000<br>千港元 |
| Raw materials                        | 原材料       | 39,964          | 119,572         |
| Consumables supplies and spare parts | 消耗品及備用零部件 | 15,562          | 10,380          |
| Work in progress                     | 在製品       | 51,996          | 67,368          |
| Finished goods                       | 製成品       | 38,782          | 59,289          |
|                                      |           | <b>146,304</b>  | 256,609         |
| Less: Allowance for inventories      | 減：存貨撥備    | <b>(3,758)</b>  | (2,934)         |
|                                      |           | <b>142,546</b>  | 253,675         |

Because of the change in the market condition of the Group's products during the year, there were sales in certain slow-moving inventories. As a result, allowance made in prior years against the inventories of approximately HK\$2,202,000 (2012: HK\$560,000) had been reversed.

由於年內本集團產品的市場環境變動，某些滯銷之存貨錄得銷售。受此影響，過往年度計提的存貨撥備約2,202,000港元(二零一二年：560,000港元)被撥回。

### 22. TRADE RECEIVABLES

During the year 2013, the Group had discounted part of its trade debtors with full recourse to financial institutions. In the event of default by the debtors, the Group is obliged to pay the financial institutions the amount in default. Interest is charged at 2.36% (2012: 2.16%) per annum on the proceeds received from the financial institutions until the date upon which the debtors pay. The Group is therefore exposed to the risks of credit losses and late payment in respect of the discounted debts.

### 22. 貿易應收款項

於二零一三年，本集團向金融機構貼現具有完全追索權的部分貿易應收賬款。倘若有關債務人違約，本集團須向金融機構支付違約金額。有關利息按自金融機構獲得的有關款項的2.36%(二零一二年：2.16%)計算，直至有關債務人支付該等賬款。因此，本集團就貼現債務承擔信貸損失及延期支付風險。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 22. TRADE RECEIVABLES (Continued)

The trade receivables in respect of the discounting transactions do not meet the de-recognition conditions in HKAS 39 as the Group retains substantially all of the risks and rewards of ownership of the discounted trade debts. At 31 December 2013, trade debtors of HK\$31,000,000 (2012: HK\$32,800,000) continue to be recognised in the Group's financial statements even though they have been legally transferred to the financial institutions. The proceeds of the discounting transactions are included in borrowings as asset-backed financing (note 27) until the trade debts are collected or the Group settles any losses suffered by the financial institutions. At 31 December 2013, the asset-backed financing liability amounted to HK\$31,000,000 (2012: HK\$32,800,000). Up to the date of this annual report, the whole amount has been fully settled.

Because the trade debts have been transferred to the financial institutions legally, the Group did not have the authority to determine the disposition of the trade debts.

The Group's trading terms with customers are mainly on credit. The credit terms are generally ranged from 30 to 90 days (2012: 30 to 90 days) after end of the month in which the invoices issued. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the directors. The ageing analysis of trade receivables, based on the invoice date, and net of allowance, is stated as follows:

|                |         | Group<br>本集團    |                 |
|----------------|---------|-----------------|-----------------|
|                |         | 2013<br>二零一三年   | 2012<br>二零一二年   |
|                |         | HK\$'000<br>千港元 | HK\$'000<br>千港元 |
| 0 to 30 days   | 零至30日   | 136,932         | 171,809         |
| 31 to 60 days  | 31至60日  | 113,214         | 175,295         |
| 61 to 90 days  | 61至90日  | 68,274          | 85,620          |
| 91 to 180 days | 91至180日 | 76,187          | 52,473          |
| Over 180 days  | 180日以上  | 3,096           | 844             |
|                |         | <b>397,703</b>  | 486,041         |

At 31 December 2013, an allowance was made for estimated irrecoverable trade receivables of approximately HK\$1,984,000 (2012: HK\$1,984,000).

### 22. 貿易應收款項(續)

有關貿易應收款項之貼現交易並不符合香港會計準則第39號有關取消確認金融資產的規定，因為本集團保留貼現貿易應收賬款所有權的大多數風險及回報。於二零一三年十二月三十一日，儘管其已經合法轉讓予金融機構，31,000,000港元(二零一二年：32,800,000港元)之貿易應收賬款繼續於本集團財務報表中確認。貼現交易的所得款項作為資產抵押融資(附註27)列入借貸，直至收回貿易債務或本集團結清金融機構承受的任何損失。於二零一三年十二月三十一日，資產抵押融資負債為31,000,000港元(二零一二年：32,800,000港元)。截至本年報日期，全部金額已悉數結清。

由於該等貿易債務已經合法轉讓予金融機構，本集團無權決定該等貿易債務的處置。

本集團與客戶的貿易條款主要為除銷。信貸期一般介於開具發票當月結束後的30至90日(二零一二年：30至90日)。每位客戶均設有最高信貸限額。本集團致力於對未結應收賬款維持嚴格控制。逾期結餘由董事定期檢討。基於發票日期進行並扣除撥備的貿易應收賬款賬齡分析如下：

於二零一三年十二月三十一日，已就估計無法收回之貿易應收款項作出的撥備約1,984,000港元(二零一二年：1,984,000港元)。

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### 22. TRADE RECEIVABLES (Continued)

Reconciliation of allowance for trade receivables:

|  |             | Group<br>本集團                     |                                  |
|--|-------------|----------------------------------|----------------------------------|
|  |             | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
| At 1 January                                     | 於一月一日       | <b>1,984</b>                     | 1,984                            |
| Allowance for the year charged to profit or loss | 計入損益賬之本年度撥備 | -                                | 559                              |
| Reversal   | 回撥          | -                                | (559)                            |
| At 31 December                                   | 於十二月三十一日    | <b>1,984</b>                     | 1,984                            |

As of 31 December 2013, trade receivables of approximately HK\$85,726,000 (2012: HK\$57,333,000) were past due but not impaired. These relate to a number of independent customers for whom there are no recent history of default. The ageing analysis of these trade receivables, based on the due date, is as follows:

於二零一三年十二月三十一日，約85,726,000港元（二零一二年：57,333,000港元）的貿易應收款項為逾期但無減值撥備。該等款項與眾多最近並無拖欠紀錄的獨立客戶有關。逾期貿易應收款項根據到期日的賬齡分析如下：

|                |       | Group<br>本集團                     |                                  |
|----------------|-------|----------------------------------|----------------------------------|
|                |       | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
| Up to 3 months | 3個月以內 | <b>82,667</b>                    | 56,426                           |
| 4 to 6 months  | 4至6個月 | <b>3,041</b>                     | 721                              |
| Over 6 months  | 6個月以上 | <b>18</b>                        | 186                              |
|                |       | <b>85,726</b>                    | 57,333                           |

The carrying amount of the Group's trade receivables is denominated in the following currencies:

貿易應收款項賬面值乃以下列貨幣為單位：

|        |     | Group<br>本集團                     |                                  |
|--------|-----|----------------------------------|----------------------------------|
|        |     | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
| HK\$   | 港元  | <b>41,788</b>                    | 37,362                           |
| USD    | 美元  | <b>338,124</b>                   | 425,885                          |
| RMB    | 人民幣 | <b>16,060</b>                    | 21,686                           |
| Others | 其他  | <b>1,731</b>                     | 1,108                            |
|        |     | <b>397,703</b>                   | 486,041                          |



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## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

### 23. 按公平值計入損益賬的金融資產

|   |             | Group<br>本集團    |                 |
|---|-------------|-----------------|-----------------|
|   |             | 2013<br>二零一三年   | 2012<br>二零一二年   |
|   |             | HK\$'000<br>千港元 | HK\$'000<br>千港元 |
| Zinc forward contracts                            | 鋅遠期合約       | –               | 512             |
| Interest rate swap and currency forward contracts | 利率掉期及遠期外匯合約 | –               | 80              |
| Currency forward contracts                        | 遠期外匯合約      | <b>8,337</b>    | –               |
| Investment product                                | 投資產品        | <b>39,663</b>   | –               |
|   |             | <b>48,000</b>   | 592             |

The above financial assets are classified as held for trading.

As at 31 December 2013, the Group held an investment product issued by a bank with principal amount of RMB31,000,000. The expected yield is 5.05% per annum for this product. The product matured on 14 February 2014 and an investment income of RMB115,000 was recorded in the financial statements subsequent to 31 December 2013.

In addition, the Group has entered into forward contracts to sell USD and buy RMB (2012: interest rate swap and forward contracts to sell USD and buy RMB). The fair values of the derivatives are determined with reference to the market exchange rate at year end and the fixed forward rates stated in the contracts (2012: the HIBOR plus a spread, the market forward exchange rate at year end and the fixed forward rates stated in the contracts).

As at 31 December 2012, the zinc forward contracts have maturity periods of approximately four months. The fair values of the derivatives are determined by reference to the market forward price of zinc at year end and the fixed commodity price of zinc stated in the contracts.

上述金融資產為持作買賣。

於二零一三年十二月三十一日，本集團持有由銀行發出本金額為人民幣31,000,000元的投資產品。該產品的預期收益率為每年5.05%。產品已於二零一四年二月十四日到期，並於二零一三年十二月三十一日後在財務報表確認投資收入人民幣115,000元。

此外，本集團簽訂遠期合約購入人民幣及沽售美元（二零一二年：利率掉期及遠期合約沽售美元及購入人民幣）。此衍生工具的公平值經參考年終的市場匯率及合約訂明的固定遠期利率（二零一二年：以香港銀行同業拆息息差，及年終的市場遠期匯率及合約訂明的固定遠期匯率）釐定。

於二零一二年十二月三十一日，鋅遠期合約約於四個月到期。衍生工具的公平值以年終鋅的遠期市價及合約訂明的鋅固定商品價格釐定。

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For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

The notional amounts of zinc, RMB and USD to be acquired or sold under forward contracts and the notional principal for the interest rate swap are set out below:

### 23. 按公平值計入損益賬的金融資產(續)

根據外匯合約將收購或出售之鋅、人民幣及美元名義金額及利率掉期之名義本金載列如下：

|   |             | 2013<br>Notional<br>amount<br>名義金額  | 2012<br>Notional<br>amount<br>名義金額   |
|---|-------------|---|--|
| Zinc forward contracts                            | 鋅遠期合約       | -   | USD2,156,000   |
| Interest rate swap and currency forward contracts | 利率掉期及遠期外匯合約 | -   | Principal of HK\$48,000,000 for the interest rate swap and sales of USD4,000,000 in exchange for RMB26,000,000 利率掉期本金48,000,000港元及出售4,000,000美元換取人民幣26,000,000 |
| Currency forward contracts                        | 遠期外匯合約      | <b>Sales of USD354,000,000 in exchange for RMB2,193,931,000 出售354,000,000美元換取人民幣2,193,931,000</b> | -  |
| Investment product                                | 投資產品        | <b>RMB31,000,000</b>  | -  |

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## 財務報表附註

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### 24. PLEDGED BANK DEPOSITS, RESTRICTED BANK BALANCES AND BANK AND CASH BALANCES

The Group's pledged bank deposits represent the amounts pledged to banks to secure corporate credit card granted to the Group. The deposits are in USD and at interest rate of 0.05% p.a. and therefore subject to foreign currency risk.

The Group's restricted bank balances represent:

- (a) Balance of RMB3,710,000 (equivalent to approximately HK\$4,732,000) to guarantee for the use of natural gas in the PRC and for currency forward contracts;
- (b) Balance of approximately US\$6,000 (equivalent to approximately HK\$47,000) to apply for a radioactive licence in the USA for the lighting product business.

The cash at banks earned interest at floating interest rates ranging from 0.01% to 1.15% per annum (2012: 0.01% to 0.5% per annum). Included in the bank and cash balances of the Group is approximately HK\$142,022,000 (2012: HK\$69,340,000) denominated in RMB.

Under the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sales and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through the banks that are authorised to conduct foreign exchange business.

The carrying amounts of bank and cash balances are denominated in the following currencies:

### 24. 已抵押銀行存款、有限制銀行存款與銀行及現金結餘

本集團的已抵押銀存款指就本集團獲授公司信用卡抵押予銀行作為擔保的款項。有關存款乃以美元計值，並按年利率0.05%計息，因此受外匯風險所規限。

本集團的有限制銀行存款指：

- (a) 人民幣3,710,000元（相等於約4,732,000港元）作為於中國使用天然氣及遠期外匯合約的擔保；
- (b) 約6,000美元（相等於約47,000港元）用作為照明產品業務於美國申請放射性執照。

銀行現金按每年0.01厘至1.15厘（二零一二年：每年0.01厘至0.5厘）的浮動利率賺取利息。在本集團的銀行及現金結餘中，約142,022,000港元是以人民幣計值（二零一二年：69,340,000港元）。

根據中國的《外匯管制條例》及《結匯、售匯及付匯管理規定》，本集團可透過獲授權開展外匯業務的銀行以人民幣兌換外幣。

銀行及現金結餘之賬面值以下列貨幣為單位：

|        |     | Group<br>本集團    |                 | Company<br>本公司  |                 |
|--------|-----|-----------------|-----------------|-----------------|-----------------|
|        |     | 2013<br>二零一三年   | 2012<br>二零一二年   | 2013<br>二零一三年   | 2012<br>二零一二年   |
|        |     | HK\$'000<br>千港元 | HK\$'000<br>千港元 | HK\$'000<br>千港元 | HK\$'000<br>千港元 |
| HK\$   | 港元  | 65,969          | 58,572          | 168             | 99              |
| USD    | 美元  | 66,291          | 6,724           | —               | —               |
| RMB    | 人民幣 | 142,022         | 69,340          | —               | —               |
| Others | 其他  | 951             | 607             | —               | —               |
|        |     | <b>275,233</b>  | 135,243         | <b>168</b>      | 99              |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 25. TRADE PAYABLES

The ageing analysis of trade payables, based on the date of receipt of goods, is as follows:

### 25. 貿易應付款項

貿易應付款項按收貨日期計算的賬齡分析如下：

|                |         | Group<br>本集團                     |                                  |
|----------------|---------|----------------------------------|----------------------------------|
|                |         | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
| 0 to 30 days   | 零至30日   | 75,197                           | 104,811                          |
| 31 to 60 days  | 31至60日  | 74,091                           | 112,475                          |
| 61 to 90 days  | 61至90日  | 56,587                           | 68,365                           |
| 91 to 180 days | 91至180日 | 10,295                           | 32,535                           |
| Over 180 days  | 180日以上  | 2,970                            | 1,857                            |
|                |         | <b>219,140</b>                   | <b>320,043</b>                   |

The carrying amount of the Group's trade payables is denominated in the following currencies:

本集團貿易應付款項賬面值以下列貨幣為單位：

|        |     | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
|--------|-----|----------------------------------|----------------------------------|
| HK\$   | 港元  | 6,999                            | 10,388                           |
| USD    | 美元  | 30,346                           | 89,776                           |
| RMB    | 人民幣 | 181,757                          | 218,064                          |
| Others | 其他  | 38                               | 1,815                            |
|        |     | <b>219,140</b>                   | <b>320,043</b>                   |

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### 26. DUE TO A RELATED COMPANY

Particulars of the amount due to a related company are as follows:

|                             |            | Group<br>本集團                     |                                  |
|-----------------------------|------------|----------------------------------|----------------------------------|
|                             |            | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
| Chit Shun Machinery Limited | 捷迅機械設備有限公司 | 1,776                            | 3,428                            |

The amount due to a related company is of trade nature and is unsecured, interest free and repayable on demand. Mr. Lee has joint control in the related company.

### 27. BANK BORROWINGS AND OVERDRAFTS

The analysis of the carrying amount of bank borrowings and overdrafts are as follows:

|   |                           | Group<br>本集團                     |                                  |
|---|---------------------------|----------------------------------|----------------------------------|
|   |                           | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
| <b>Current liabilities</b>  | <b>流動負債</b>               |                                  |                                  |
| Portion of bank borrowings due for repayment within one year  | 須於一年內到期償還的銀行貸款部分          | 320,216                          | 228,635                          |
| Portion of bank borrowings due for repayment after one year which contains a repayment on demand clause | 須於一年後到期償還的包含按要償還條款的銀行貸款部分 | 144,871                          | 64,140                           |
| Asset-backed financing (note a)   | 資產抵押融資(附註a)               | 31,000                           | 32,800                           |
| Bank overdrafts   | 銀行透支                      | 89                               | -                                |
|   |                           | <b>496,176</b>                   | <b>325,575</b>                   |

### 26. 應付關連公司款項

應付關連公司款項詳情如下：

應付關連公司的款項為業務性質及並無抵押、免息及須在要求時即期償還。李先生在關連公司擁有共同控制。

### 27. 銀行借款及透支

銀行借款及透支的賬面值分析如下：

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### 27. BANK BORROWINGS AND OVERDRAFTS (Continued)

The interest-bearing bank borrowings, including the bank borrowings repayable on demand, are carried at amortised cost. None of the portion of bank borrowings due for repayment after one year which contain a repayment on demand clause that is classified as current liabilities is expected to be settled within one year.

At 31 December 2013, interest-bearing bank loans and overdrafts were due for repayment as follows:

### 27. 銀行借款及透支(續)

計息銀行貸款(包括須按要求償還的銀行貸款)乃按攤銷成本列賬。須於一年後到期償還的包含按要求償還條款且分類為流動負債的銀行貸款部分預期毋須於一年內清償。

於二零一三年十二月三十一日，到期償還的計息銀行貸款及透支如下：

|   |   | Group<br>本集團                     |                                  |
|---|---|----------------------------------|----------------------------------|
|   |   | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
| Portion of bank borrowings due for repayment within one year  | 須於一年內到期償還的<br>銀行貸款部分                      | <b>320,216</b>                   | 228,635                          |
| Bank overdrafts   | 銀行透支                                      | <b>89</b>                        | -                                |
| Asset-backed financing (note a)   | 資產抵押融資(附註a)                               | <b>31,000</b>                    | 32,800                           |
|   |   | <b>351,305</b>                   | 261,435                          |
| Portion of bank borrowings due for repayment after one year which contains a repayment on demand clause (note b): | 須於一年後到期償還<br>(包含按要求償還條款)的銀行<br>貸款部分(附註b): |                                  |                                  |
| After 1 year but within 2 years   | 一年之後但兩年之內                                 | <b>88,546</b>                    | 38,003                           |
| After 2 years but within 5 years  | 兩年之後但五年之內                                 | <b>55,242</b>                    | 23,754                           |
| After 5 years   | 五年之後                                      | <b>1,083</b>                     | 2,383                            |
|   |   | <b>144,871</b>                   | 64,140                           |
|   |   | <b>496,176</b>                   | 325,575                          |

Note a: The asset-backed financing represents the amount of financing obtained in factoring transactions which do not meet the de-recognition requirement in HKAS 39. The corresponding assets are included in trade receivables (note 22).

附註a: 資產抵押融資指透過不符合香港會計準則第39號的取消確認規定之交易而獲得的融資金額。有關資產列入貿易應收賬款(附註22)。

Note b: The amounts due are based on the scheduled repayment dates set out in the loan agreements and ignore the effect of any repayment on demand clause.

附註b: 結欠款項乃按貸款協議所載的預定還款期為基準，並無計及任何按要求償還條款的影響。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 27. BANK BORROWINGS AND OVERDRAFTS (Continued)

Seven (2012: six) of the bank facilities are subject to the fulfillment of covenants relating to certain of the Group's financial ratios, as are commonly found in lending arrangements with financial institutions. Should the Group breach the covenants, the drawn down facilities would become repayable on demand. In addition, the Group's bank loan agreements contain clauses which give the lender the right at its sole discretion to demand immediate repayment at any time irrespective of whether the Group has complied with the covenants and met the scheduled repayment obligations.

The Group regularly monitors its compliance with these covenants, is up to date with the scheduled repayments of the bank borrowings and does not consider it probable that the bank will exercise its discretion to demand repayment for so long as the Group continues to meet these requirements. Further details of the Group's management of liquidity risk are set out in note 5(d). As at 31 December 2013, none (2012: nil) of the covenants relating to drawn down facilities had been breached.

All bank borrowings were arranged at floating interest rate. The range of the interest rates per annum at 31 December 2013 was as follows:

|               |      | Group<br>本集團        |               |
|---------------|------|---------------------|---------------|
|               |      | 2013<br>二零一三年       | 2012<br>二零一二年 |
|               |      | %                   | %             |
|               |      | per annum           | per annum     |
| Floating rate | 浮動利率 | <b>1.7% to 3.2%</b> | 1.7% to 3.6%  |

The carrying amount of the bank borrowings and overdrafts is denominated in the following currencies:

|       |    | Group<br>本集團    |                 |
|-------|----|-----------------|-----------------|
|       |    | 2013<br>二零一三年   | 2012<br>二零一二年   |
|       |    | HK\$'000<br>千港元 | HK\$'000<br>千港元 |
| HK\$  | 港元 | <b>474,641</b>  | 270,353         |
| USD   | 美元 | <b>21,535</b>   | 55,222          |
| Total | 總計 | <b>496,176</b>  | 325,575         |

### 27. 銀行借款及透支(續)

七個(二零一二年:六個)銀行融資額度需符合有關本集團若干財務比率之契諾,該等契諾通常於與金融機構訂立之貸款安排中出現。倘本集團違反有關契諾,則已動用之融資額度須按要求償還。此外,本集團若干定期貸款協議之條款中給予貸款人全權酌情決定隨時要求即時償還貸款的權利,而無論本集團是否遵守契諾及符合預定償還職責。

本集團定期監控此等契諾之遵守,並根據銀行貸款的預定還款期作出償還。在繼續符合此等規定的情況下,本集團並不認為銀行會行使其要求償還的權利。本集團控制流動資金風險的其他詳情載於附註5(d)。於二零一三年十二月三十一日,概無(二零一二年:無)有關動用融資額度之契諾已被違反。

所有銀行借款乃按浮動利率計息。於十二月三十一日的年利率範圍如下:

銀行借款及透支賬面值以下列貨幣為計算單位:

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 28. OBLIGATIONS UNDER FINANCE LEASES

Obligations under finance leases are repayable as follows:

### 28. 融資租約承擔

融資租約承擔的還款期如下：

|  |                 | Group<br>本集團                     |                                  |  |                                  |
|--|-----------------|----------------------------------|----------------------------------|--|----------------------------------|
|  |                 | Minimum lease payments<br>最低租賃款  |                                  | Present value of minimum lease payments<br>最低租賃款現值 |                                  |
|  |                 | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 | 2013<br>二零一三年<br>HK\$'000<br>千港元                   | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
| Within one year or containing a repayment on demand clause | 一年內或包含按要求的償還之條款 | 1,351                            | 4,076                            | 1,330  | 3,978                            |
| In the second to fifth years, inclusive                    | 第二年至第五年(包括首尾兩年) | -                                | 1,351                            | -  | 1,330                            |
|  |                 | 1,351                            | 5,427                            | 1,330  | 5,308                            |
| Less: Future finance lease charges                         | 減：未來融資租約支出      | (21)                             | (119)                            | N/A  | N/A                              |
| Present value of lease obligations                         | 租約承擔現值          | 1,330                            | 5,308                            | 1,330  | 5,308                            |
| Less: Amount due for settlement within 12 months           | 減：12個月內到期結算款項   |                                  |                                  | (1,330)  | (3,978)                          |
| Amount due for settlement after 12 months                  | 12個月後到期結算款項     |                                  |                                  | -  | 1,330                            |

It is the Group's policy to lease certain of its plant and machinery under finance leases. The average lease term is 3 to 4 years.

At 31 December 2013, leases of approximately HK\$1,330,000 (2012: HK\$5,308,000) were arranged at floating rates, thus exposing the Group to cash flow interest rate risk. None (2012: none) of the lease has a repayable on demand clause.

本集團的政策是以融資租約方式租賃其若干機器設備，平均租賃年期為3至4年。

於二零一三年十二月三十一日，約1,330,000港元(二零一二年：5,308,000港元)的租約按浮動利率計息，故本集團須承擔現金流量利率風險。沒有租約(二零一二年：無)包含按要償還之條款。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 28. OBLIGATIONS UNDER FINANCE LEASES (Continued)

The interest rates per annum are analysed as follows:

|                      |        | Group<br>本集團  |               |
|----------------------|--------|---------------|---------------|
|                      |        | 2013<br>二零一三年 | 2012<br>二零一二年 |
| Floating rate leases | 浮動利率租約 | 2.0% to 2.1%  | 2.0% to 3.0%  |

All leases are on a fixed repayment basis and no arrangement has been entered into for contingent rental payments.

All obligations under finance leases are denominated in HK\$.

The Group's obligations under finance leases are secured by the lessor's title to the leased assets at the carrying amount of approximately HK\$9,073,000 (2012: HK\$9,957,000).

### 29. BANKING FACILITIES

As at 31 December 2013, the Group had available banking facilities of approximately HK\$892 million (2012: HK\$708 million), which were utilised to the extent of approximately HK\$496 million (2012: HK\$326 million). These banking facilities were secured by the following:

- corporate guarantees provided by the Company and certain subsidiaries of the Group;
- a property situated in Hong Kong owned by the Group;
- lessors' title to the leased assets under finance leases;
- guarantee from the Government of Hong Kong Special Administrations Region Under Special Loan Guarantee Scheme; and
- all monies assignment of rental over the property situated in Hong Kong owned by the Group.

### 28. 融資租約承擔(續)

年利率分析如下：

全部租約均有固定還款期且並無訂立任何或然租金安排。

全部融資租約承擔均以港元計算。

本集團的融資租約承擔以出租人的租賃資產所有權作為擔保，賬面值約為9,073,000港元(二零一二年：9,957,000港元)。

### 29. 銀行信貸

於二零一三年十二月三十一日，本集團可動用的銀行信貸約為892,000,000港元(二零一二年：708,000,000港元)，而已動用的數額約為496,000,000港元(二零一二年：326,000,000港元)。此等銀行信貸以下列項目作為抵押：

- 本公司及本集團某些附屬公司提供的公司擔保；
- 本集團擁有的一項香港物業；
- 出租人擁有融資租約出租的資產所有權；
- 香港特別行政區政府在特別貸款擔保計劃下提供的擔保；及
- 本集團在香港擁有之物業由租金轉讓之所有金額

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 30. DEFERRED TAX LIABILITIES

The following is the deferred tax liabilities recognised by the Group, and the movements thereon, during the year:

### 30. 遞延稅項負債

以下為本集團於年內已確認的主要遞延稅項負債與相關變動：

|  |                                 | Group<br>本集團   |   |   | Total<br>總數 |
|--|---------------------------------|--|---|---|-------------|
|  |                                 | Revaluation<br>of leasehold<br>land<br>租賃土地<br>價值重估<br>HK\$'000<br>千港元 | Accelerated<br>tax<br>depreciation<br>加速稅項<br>折舊<br>HK\$'000<br>千港元 | Intangible<br>assets and<br>inventories<br>無形資產<br>及存貨<br>HK\$'000<br>千港元 |             |
| At 1 January 2012                                  | 於二零一二年一月一日                      | 16,878   | 2,388   | –   | 19,266      |
| Charge to equity for the year                      | 自年內權益扣除                         | 2,978  | –   | –   | 2,978       |
| Credit to profit or loss<br>for the year (note 11) | 於年內入賬至損益<br>(附註11)              | (121)  | (1,857)   | –   | (1,978)     |
| Exchange realignment                               | 匯兌調整                            | 190  | –   | –   | 190         |
| At 31 December 2012 and<br>1 January 2013          | 於二零一二年<br>十二月三十一日及<br>二零一三年一月一日 | 19,925   | 531   | –   | 20,456      |
| Charge to equity for the year                      | 自年內權益扣除                         | 1,417  | –   | –   | 1,417       |
| Credit to profit or loss<br>for the year (note 11) | 於年內入賬至損益<br>(附註11)              | (126)  | (500)   | (325)   | (951)       |
| Acquisition of business<br>(note 35(b))            | 收購業務<br>(附註35(b))               | –  | –   | 2,966   | 2,966       |
| Exchange realignment                               | 匯兌調整                            | 411  | –   | –   | 411         |
| At 31 December 2013                                | 於二零一三年<br>十二月三十一日               | 21,627   | 31  | 2,641   | 24,299      |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 30. DEFERRED TAX LIABILITIES (Continued)

At 31 December 2013, the Group had unused tax losses of approximately HK\$66,281,000 (2012: HK\$42,929,000) and deductible temporary differences in respect of the pre-operating expenses of the PRC subsidiaries of approximately HK\$809,000 (2012: HK\$790,000) which are available for offset against future profits. No deferred tax asset has been recognised in respect of these tax losses and deductible temporary differences due to the unpredictability of future profit streams. The unrecognised tax losses of approximately HK\$66,281,000 (2012: HK\$42,929,000) will expire as follows:

|           |       | Group<br>本集團                     |                                  |
|-----------|-------|----------------------------------|----------------------------------|
|           |       | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
| Year 2013 | 二零一三年 | -                                | 1,649                            |
| Year 2014 | 二零一四年 | 7,198                            | 7,198                            |
| Year 2015 | 二零一五年 | 9,870                            | 9,870                            |
| Year 2016 | 二零一六年 | 11,938                           | 11,938                           |
| Year 2017 | 二零一七年 | 12,274                           | 12,274                           |
| Year 2018 | 二零一八年 | 17,690                           | -                                |
| Year 2033 | 二零三三年 | 7,311                            | -                                |
|           |       | <b>66,281</b>                    | 42,929                           |

At 31 December 2013, the aggregate amount of undistributed earnings of subsidiaries for which deferred tax liabilities have not been recognised is approximately HK\$197,000,000 (2012: HK\$189,000,000). No liability has been recognised in respect of these differences because the Group is in a position to control the timing of reversal of the temporary differences and it is probable that such differences will not be reversed in the foreseeable future.

### 30. 遞延稅項負債(續)

於二零一三年十二月三十一日，本集團有未動用稅項虧損約66,281,000港元(二零一二年：42,929,000港元)及就中國附屬公司之開業前費用有可扣除臨時差額約809,000港元(二零一二年：790,000港元)可供抵銷未來溢利。本集團並無就該等稅項虧損及可扣除臨時差額確認遞延稅項資產，因為未能確定未來溢利流入。未確認稅項虧損約66,281,000港元(二零一二年：42,929,000港元)將於下列期間到期：

於二零一三年十二月三十一日，與附屬公司未分派盈利有關而未確認遞延稅項負債合共約197,000,000港元(二零一二年：189,000,000港元)。本集團並無就此等差額確認負債，原因為本集團能控制臨時差額的回撥，而該差額將不可能於可見未來回撥。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 31. FINANCIAL GUARANTEE CONTRACTS LIABILITIES

### 31. 融資擔保合約負債

|                               |        | Company<br>本公司  |                 |
|-------------------------------|--------|-----------------|-----------------|
|                               |        | 2013<br>二零一三年   | 2012<br>二零一二年   |
|                               |        | HK\$'000<br>千港元 | HK\$'000<br>千港元 |
| Financial guarantee contracts | 融資擔保合約 | <b>3,882</b>    | 6,213           |

At the end of each reporting period, the directors do not consider it probable that a claim will be made against the Company under any of the above guarantees. As at 31 December 2013, the extent of the facilities granted by the banks and financial institutions amounted to approximately HK\$892,359,000 (2012: HK\$708,048,000) and the amounts utilised were approximately HK\$496,176,000 (2012: HK\$325,575,000).

於各呈報期末，董事認為本公司因上述任何擔保而遭申索的可能性甚微。於二零一三年十二月三十一日，銀行及金融機構授出信貸約為892,359,000港元（二零一二年：708,048,000港元），而已動用款項為約496,176,000港元（二零一二年：325,575,000港元）。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 32. SHARE CAPITAL

### 32. 股本

|   |                             | Group and Company<br>本集團及本公司 |                                 |
|---|-----------------------------|------------------------------|---------------------------------|
|   |                             | Number of<br>shares<br>股份數目  | Amount<br>金額<br>HK\$'000<br>千港元 |
|   |                             | Note<br>附註                   |                                 |
| Authorised:   | 法定：                         |                              |                                 |
| Ordinary shares of HK\$0.1 each                       | 每股面值0.1港元的普通股               |                              |                                 |
| At 1 January 2012,                                    | 於二零一二年一月一日、                 |                              |                                 |
| 31 December 2012 and                                  | 二零一二年十二月三十一日及               |                              |                                 |
| 31 December 2013                                      | 二零一三年十二月三十一日                | 5,000,000,000                | 500,000                         |
| Issued and fully paid:                                | 已發行及繳足：                     |                              |                                 |
| Ordinary shares of HK\$0.1 each                       | 每股面值0.1港元的普通股               |                              |                                 |
| At 1 January 2012                                     | 於二零一二年一月一日                  | 888,105,400                  | 88,811                          |
| Issue of shares upon the exercise<br>of share options | 於行使購股權而發行之普通股               | (a) 2,330,000                | 233                             |
| At 31 December 2012 and<br>1 January 2013             | 於二零一二年十二月三十一日及<br>二零一三年一月一日 | 890,435,400                  | 89,044                          |
| Issue of shares upon the exercise<br>of share options | 於行使購股權而發行之普通股               | (a) 3,018,000                | 301                             |
| At 31 December 2013                                   | 於二零一三年十二月三十一日               | 893,453,400                  | 89,345                          |

(a) During the year, 3,018,000 (2012: 2,330,000) ordinary shares were issued at HK\$0.415 (2012: HK\$0.415) per share as a result of the exercise of share options of the Company.

(a) 於年內，由於行使本公司購股權而以0.415港元（二零一二年：0.415港元）發行3,018,000股（二零一二年：2,330,000股）普通股。

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

本集團管理其資本以確保本集團將可持續經營，而持份者亦可透過優化債務及權益結餘取得最大回報。本集團的整體策略與去年無異。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 32. SHARE CAPITAL (Continued)

The capital structure of the Group consists of cash and cash equivalents and total equity, comprising issued share capital, reserves, retained earnings and non-controlling interests. The directors of the Company review the capital structure on a semi-annual basis. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

The net gearing ratio at the year end is as follows:

|                              |           | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
|------------------------------|-----------|----------------------------------|----------------------------------|
| Debt (a)                     | 負債(a)     | <b>497,506</b>                   | 330,883                          |
| Less: Bank and cash balances | 減：銀行及現金結餘 | <b>(275,233)</b>                 | (135,243)                        |
| Net debt                     | 負債淨額      | <b>222,273</b>                   | 195,640                          |
| Equity (b)                   | 權益(b)     | <b>853,563</b>                   | 815,774                          |
| Net debt to equity ratio     | 債務淨額與權益比率 | <b>26.0%</b>                     | 24.0%                            |

(a) Debt is defined as bank borrowings, overdrafts and obligations under finance leases, as detailed in notes 27 to 28 to the financial statements.

(b) Equity includes all capital and reserves of the Group.

The only externally imposed capital requirement for the Group is to maintain its listing on the Stock Exchange and have a public float of at least 25% of its shares.

### 32. 股本(續)

本集團的資本架構包括現金及等同現金項目及權益總額，包括已發行股本、儲備、保留盈利及非控股權益。本公司董事每半年檢討一次資本架構。於進行檢討時，董事考慮資本成本及有關各類資本的風險。根據董事的建議，本集團將透過派付股息、發行新股及購回股份以及發行新債項或贖回現有債項，藉以平衡整體資本架構。

於年終的淨借貸比率如下：

(a) 債務乃界定為銀行借款、透支及融資租約承擔，有關詳情載於財務報表附註27至28。

(b) 權益包括本集團所有資本及儲備。

本集團唯一向外承擔之資本規定為保持其於聯交所之上市地位及具有不少於25%之公眾持股量。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 33. RESERVES

#### (a) Group

The amounts of the Group's reserves and the movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statements of changes in equity.

#### (b) Company

### 33. 儲備

#### (a) 本集團

本集團的儲備款項及相關變動均於綜合損益及其他全面收益表及綜合權益變動表呈列。

#### (b) 本公司

|   |                   | Share<br>premium<br>股份溢價<br>HK\$'000<br>千港元 | Share<br>option<br>reserve<br>購股權儲備<br>HK\$'000<br>千港元 | Retained<br>profits<br>保留溢利<br>HK\$'000<br>千港元 | Total<br>總數<br>HK\$'000<br>千港元 |
|---|-------------------|---|--|--|--------------------------------|
| At 1 January 2012                                     | 於二零一二年一月一日        | 202,060                                     | 617  | 61,072   | 263,749                        |
| Issue of shares upon the<br>exercise of share options | 於行使購股權而<br>發行之普通股 | 734   | -  | -  | 734                            |
| Exercise of share options                             | 行使之購股權            | 246   | (246)  | -  | -                              |
| Profit for the year                                   | 年內溢利              | -   | -  | 132,777  | 132,777                        |
| Dividends paid  | 已付股息              | -   | -  | (52,460)                                       | (52,460)                       |
| At 31 December 2012                                   | 於二零一二年<br>十二月三十一日 | 203,040                                     | 371  | 141,389  | 344,800                        |
| At 1 January 2013                                     | 於二零一三年一月一日        | 203,040                                     | 371  | 141,389  | 344,800                        |
| Issue of shares upon the<br>exercise of share options | 於行使購股權而<br>發行之普通股 | 951   | -  | -  | 951                            |
| Exercise of share options                             | 行使之購股權            | 347   | (347)  | -  | -                              |
| Profit for the year                                   | 年內溢利              | -   | -  | 64,306   | 64,306                         |
| Dividends paid  | 已付股息              | -   | -  | (97,384)                                       | (97,384)                       |
| At 31 December 2013                                   | 於二零一三年<br>十二月三十一日 | 204,338                                     | 24   | 108,311  | 312,673                        |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 33. RESERVES (Continued)

#### (c) Nature and purpose of reserves

##### (i) Share premium

Share premium represents premium arising from the issue of shares at a price in excess of their par value per share. Under the Companies Law of the Cayman Islands, the funds in the share premium account of the Company are 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 aggregate of (i) the nominal value of the shares issued by Ka Fung Metal Manufactory Company Limited on 18 January 2005 in exchange for the business of Ka Fung Metal Manufactory, an unincorporated partnership established in Hong Kong and controlled by Mr. Lee and; (ii) the nominal value of the shares issued by the Company in exchange for the entire shareholdings of Ka Shui (Holdings) Company Limited.

##### (iii) Capital reserve

The capital reserve represents the amount of minority interests in Ka Fung Metal Manufactory Company Limited and Ka Fung Metal Manufactory acquired by the Group.

##### (iv) Foreign currency translation reserve

The foreign currency translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 3(c)(iii) to the financial statements.

##### (v) Share option reserve

The share option 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 equity-settled share-based payments in note 3(r) to the financial statements.

### 33. 儲備(續)

#### (c) 儲備之性質及目的

##### (i) 股份溢價

股份溢價乃指因按高於每股面值的價格發行股份而產生的溢價。根據開曼群島公司法，本公司的股份溢價賬的資金乃可分派予本公司的股東，惟緊隨股息建議分派之日後，本公司須有能力償還於日常業務過程中到期的債務。

##### (ii) 合併儲備

合併儲備指以下兩項的總和：(i)嘉豐金屬製品廠有限公司於二零零五年一月十八日為換取嘉豐金屬製品廠(一間非按公司法註冊成立的合夥公司，在香港成立，並由李先生控制)之業務而發行的股份面值；及(ii)本公司為換取嘉瑞集團(控股)有限公司的全部股權而發行的股份面值。

##### (iii) 資本儲備

資本儲備指本集團收購嘉豐金屬製品廠有限公司及嘉豐金屬製品廠少數股東權益的款額。

##### (iv) 匯兌儲備

匯兌儲備包括來自換算海外業務財務報表時產生的所有匯兌差額。該等儲備根據財務報表附註3(c)(iii)所示會計政策處理。

##### (v) 購股權儲備

購股權儲備指根據財務報表附註3(r)所載按股權結算以股份支付的款項而採納的會計政策確認的授予本集團僱員的未行使購股權的實際或估計數目的公平值。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 33. RESERVES (Continued)

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

##### (vi) Statutory reserve

The statutory reserve comprises the PRC statutory reserve fund which is non-distributable.

As stipulated by the relevant laws and regulations for foreign investment enterprises in the PRC, the Company's PRC subsidiaries are required to transfer 10% of their profit after taxation calculated under PRC accounting rules and regulations to the statutory reserve fund, until the accumulated total of the statutory reserve fund reaches 50% of their registered capital. The statutory surplus reserve fund can be used to make up prior year losses or applied in conversion into capital.

##### (vii) Revaluation reserve

The revaluation reserve has been set up and is dealt with in accordance with the accounting policies adopted for leasehold land in note 3(d) to the financial statements.

### 34. SHARE-BASED PAYMENTS

#### (a) Share Option Scheme

Pursuant to written resolutions of all the shareholders passed on 2 June 2007, a share option scheme (the "Share Option Scheme") was approved. The purpose of the Share Option Scheme is to recognise and acknowledge the contributions that eligible participants had made or may make to the Group. Eligible participants include (i) employees, directors, consultants, professionals, customers, suppliers, agents, partners or advisors of or contractors to the Group or a company in which the Group holds an interest or a subsidiary of such company ("Affiliate"), or (ii) companies beneficially owned by any director, employee, consultant, professional, customer, supplier, agent, partner, adviser of or contractor to the Group or an Affiliate. The Share Option Scheme became effective on 2 June 2007 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

### 33. 儲備(續)

#### (c) 儲備之性質及目的(續)

##### (vi) 法定儲備

法定儲備包括不可分派的中國法定儲備基金。

中國規管外商投資企業的相關法律及條例規定，本公司的中國附屬公司須根據中國會計法例及條例計算的除稅後溢利10%轉撥至法定儲備基金，直至累計法定儲備基金總額達到註冊資本的50%為止。法定盈餘儲備基金可用來填補過往年度虧損或撥入資本。

##### (vii) 重估儲備

設立重估儲備乃根據財務報表附註3(d)所載有關租賃土地而採納之會計政策。

### 34. 以股權結算之款項

#### (a) 購股權計劃

根據本公司全體股東於二零零七年六月二日通過的書面決議案，購股權計劃(「購股權計劃」)已獲採納。購股權計劃目的在於認可或酬謝合資格參與者已經或可能對本集團作出的貢獻。合資格參與者包括(i)本集團或本集團持有權益公司或該公司之附屬公司(「聯屬公司」)的僱員、董事、顧問、專業人士、客戶、供應商、代理商、夥伴或諮詢人或承包商，或(ii)由本集團或聯屬公司的任何董事、僱員、顧問、專業人士、客戶、供應商、代理商、夥伴、諮詢人或承包商實益擁有的公司。購股權計劃於二零零七年六月二日起生效，除非另行註銷或修訂，購股權計劃將自該日起十年內有效。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 34. SHARE-BASED PAYMENTS (Continued)

#### (a) Share Option Scheme (Continued)

The maximum number of shares which may be issued upon the exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme or any other schemes involving the grant of options over shares of the Company must not, in aggregate, exceed 30% of the shares of the Company in issue at anytime. The maximum number of shares issuable under share options to each eligible participant in the Share Option Scheme within any 12 month period, is limited to 1% of the shares of the Company in issue at anytime. Any further grant of shares options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the closing price of the Company's shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options shall remain open for acceptance by the eligible participant concerned for a period of not less than three business days from the date of offer, except for any offer which is made within the last three business days of the life of this scheme, the offer shall remain open for acceptance on a business day by the eligible participant concerned for a period of not longer than the remaining life of this scheme. An offer cannot be accepted by an eligible participant who ceases to qualify as an eligible participant after the offer has been made. No offer shall be capable of or open for acceptance after the expiry of 10 years for the effective date of this scheme.

### 34. 以股權結算之款項(續)

#### (a) 購股權計劃(續)

因行使所有根據購股權計劃或任何其他涉及授出本公司股份期權的計劃已授出而尚未行使購股權而可發行的最高股份數目，合共不得超過本公司不時已發行股份30%。根據購股權計劃，於任何十二個月期間，可發行予該購股權計劃各合資格參與者的最高股份數目上限為本公司不時已發行股份的1%。進一步授出超過該上限的購股權須獲股東於股東大會上批准。

向本公司董事、行政總裁或主要股東或彼等各自的任何聯繫人士授出購股權，須待獨立非執行董事事先批准後方可進行。此外，於任何十二個月期間內向本公司主要股東或獨立非執行董事或彼等的任何聯繫人士授予的任何購股權，倘超過本公司不時已發行股份的0.1%或總值(按授出日期本公司股份收市價計算)超過5,000,000港元者，須待股東於股東大會上批准後方可進行。

授出購股權的邀約須於邀約日期起計不少於三個營業日的期限內可供合資格參與者接納，惟於該計劃年期的最後三個營業日內作出的任何邀約除外，邀約須於不超過該計劃餘下年期期限內可供合資格參與者於任何營業日接納。作出邀約後，不再為合資格參與者的參與者不得接納該項邀約。於該計劃生效日期10年屆滿後，不得提出邀約，亦不可供接納邀約。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 34. SHARE-BASED PAYMENTS (Continued)

#### (a) Share Option Scheme (Continued)

The offer of a grant of share options may be accepted upon payment of a nominal consideration of HK\$10 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after a certain vesting period as determined by directors at each grant and ends on a date which is not later than ten years from the date of the offer of the share options.

The exercise price of the share options is determinable by the directors, but may not be less than the highest of (i) the Stock Exchange closing price of the Company's shares on the date of the offer of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the offer; and (iii) the nominal value of the Company's shares on the date of the offer.

Share options do not confer rights on the holder to dividends or to vote at shareholders' meetings.

### 34. 以股權結算之款項(續)

#### (a) 購股權計劃(續)

承授人支付合共10港元的象徵式代價後，授出購股權的要約便屬獲得接納。獲授購股權的行使期由董事釐定，並於由董事於各授出日期釐定的若干歸屬期後開始，而屆滿日期不得遲於提出購股權要約日期起計10年。

購股權的行使價由董事釐定，且不得低於(i)提出購股權邀約之日本公司股份在聯交所的收市價；(ii)緊接邀約日期前五個營業日本公司股份在聯交所的平均收市價；及(iii)本公司股份於邀約日期的面值(以較高者為準)。

購股權持有人無權獲派股息或於股東大會上投票。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 34. SHARE-BASED PAYMENTS (Continued)

#### (a) Share Option Scheme (Continued)

Details of the specific categories of options are as follows:

| Category of grantee<br>承授人類別 | Date of grant<br>授出日期       | Vesting date<br>歸屬日期        | Exercise period<br>行使期                                      | Fair value at grant date<br>於授出日期之公平值<br>HK\$<br>港元 | Exercise price<br>行使價<br>HK\$<br>港元 | Number of share options outstanding<br>尚餘購股權數目 |
|------------------------------|-----------------------------|-----------------------------|---|---|-------------------------------------|--|
| Junior staff<br>初級職員         | 13 March 2008<br>二零零八年三月十三日 | 13 March 2009<br>二零零九年三月十三日 | 13 March 2009 to 12 March 2018<br>二零零九年三月十三日至<br>二零一八年三月十二日 | 0.11  | 0.415                               | 74,400   |
| Junior staff<br>初級職員         | 13 March 2008<br>二零零八年三月十三日 | 13 March 2010<br>二零一零年三月十三日 | 13 March 2010 to 12 March 2018<br>二零一零年三月十三日至<br>二零一八年三月十二日 | 0.12  | 0.415                               | 78,200   |
| Junior staff<br>初級職員         | 13 March 2008<br>二零零八年三月十三日 | 13 March 2011<br>二零一一年三月十三日 | 13 March 2011 to 12 March 2018<br>二零一一年三月十三日至<br>二零一八年三月十二日 | 0.12  | 0.415                               | 89,400   |

The fair values of the options were determined at the dates of grant using the Black-Scholes option pricing model.

The following assumptions were used to calculate the fair values of shares options:

|                         |               |
|-------------------------|---------------|
| Exercise price          | HK\$0.415     |
| Expected life           | 3.5-6.5 years |
| Expected volatility     | 55.42%        |
| Dividend yield          | 5.25%         |
| Risk-free interest rate | 2.005%-2.176% |

### 34. 以股權結算之款項(續)

#### (a) 購股權計劃(續)

購股權的具體類別詳情如下：

購股權的公平值於授出日期使用柏力克-舒爾斯期權定價模式釐定。

下列假設已用於計算購股權的公平值：

|       |               |
|-------|---------------|
| 行使價   | 0.415港元       |
| 預計年期  | 3.5-6.5年      |
| 預計波幅  | 55.42%        |
| 股息回報率 | 5.25%         |
| 無風險利率 | 2.005%-2.176% |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 34. SHARE-BASED PAYMENTS (Continued)

#### (a) Share Option Scheme (Continued)

Expected volatility was determined by calculating the historical volatility of share prices of comparable companies with shares listed on the Stock Exchange and engaged in the similar business of the Group. The expected life used in the model has been adjusted, based on the Group's best estimate, for the effects of non transferability, exercise restrictions and behavioural considerations.

The fair value of the options will be amortised over the vesting period on a straight-line basis and expensed in the profit or loss.

Details of the share options outstanding under the Share Option Scheme during the year are as follows:

|   |       | Group and Company<br>本集團及本公司 |                                       |                            |                                       |
|---|-------|------------------------------|---------------------------------------|----------------------------|---------------------------------------|
|   |       | 2013<br>二零一三年                |                                       | 2012<br>二零一二年              |                                       |
|   |       | Number of<br>share options   | Weighted<br>average<br>exercise price | Number of<br>share options | Weighted<br>average<br>exercise price |
|   |       | 購股權數目                        | 加權平均<br>行使價<br>HK\$<br>港元             | 購股權數目                      | 加權平均<br>行使價<br>HK\$<br>港元             |
| Outstanding at the beginning<br>of the year | 年初未行使 | 3,260,000                    | 0.415                                 | 5,590,000                  | 0.415                                 |
| Exercised during the year                   | 年內行使  | (3,018,000)                  | 0.415                                 | (2,330,000)                | 0.415                                 |
| Outstanding at the end<br>of the year       | 年終未行使 | 242,000                      | 0.415                                 | 3,260,000                  | 0.415                                 |
| Exercisable at the end<br>of the year       | 年終可行使 | 242,000                      | 0.415                                 | 3,260,000                  | 0.415                                 |

Number of share options exercised during the year was 3,018,000 (2012: 2,330,000). The options outstanding at the end of the year have a weighted average remaining contractual life of 4.3 years (2012: 5.3 years).

Save as disclosed above, no further options were granted under the Share Option Scheme.

### 34. 以股權結算之款項(續)

#### (a) 購股權計劃(續)

預計波幅乃透過計算股份於聯交所上市且所從事業務與本集團類似的可比較公司的股價的過往波幅釐定。就非轉讓性、行使限制及行為考慮而言，使用該模式的預計年期已根據本集團的最佳估計作出調整。

購股權公平值將以直線方式於歸屬期內攤銷，並於損益內列作支出。

年內於購股權計劃下之尚未行使購股權詳情如下：

年內有3,018,000購股權獲行使(二零一二年：2,330,000)。年終未行使購股權的加權平均剩餘合約年期為4.3年(二零一二年：5.3年)。

除上文所披露者外，概無根據購股權計劃授出任何其他購股權。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 34. SHARE-BASED PAYMENTS (Continued)

#### (b) Share Award Scheme

The Company adopted a share award scheme (the "Share Award Scheme") on 10 January 2013 ("Adoption Date") for a period of 10 years. The purpose and objective of the Share Award Scheme are to recognise the contributions by certain employees and persons to the Group and to provide them with incentives in order to retain them for the continued operation and development of the Group and to attract suitable personnel for further development of the Group. The Company has set up a Share Award Scheme Trust. Pursuant to the Share Award Scheme, new awarded shares may be allotted and issued to the independent Trustee under general mandates granted or to be granted by the shareholders at general meetings of the Company from time to time and be held in trust for relevant participants until such shares are vested with the relevant participants in accordance with the provisions of the Share Award Scheme.

Subject to any early termination as may be determined by the Board of the Company, the Share Award Scheme shall be valid and effective for a period of ten years commencing on the Adoption Date.

The maximum number of shares awarded under the Share Award Scheme shall not exceed 5% of the issued share capital of the Company as at the Adoption Date. In any event, the unvested shares held by the trustee at any time shall be less than 5% of the issued share capital of the Company.

The maximum number of shares which may be awarded to a selected person under the Share Award Scheme shall not exceed 1% of the issued share capital of the Company as at the Adoption Date.

At the end of the reporting period, the Company has neither granted any shares to eligible participants nor provided any funds to the trustee pursuant to the Share Award Scheme.

### 34. 以股權結算之款項(續)

#### (b) 股份獎勵計劃

本公司於二零一三年一月十日(「採納日期」)採納股份獎勵計劃(「股份獎勵計劃」)，為期十年。股份獎勵計劃之目的及目標在表彰本集團若干僱員及人士之貢獻，並給予獎勵以挽留該等僱員及人士為本集團之持續經營和發展而努力，亦為本集團進一步發展吸引合適之人才。本公司已設立一個股份獎勵計劃信託。根據股份獎勵計劃，可根據股東於本公司之股東大會上已授出或不時授出之一般授權向行政管理委員會或獨立受託人配發及發行新獎勵股份，並以信託形式代有關參與者持有，直至有關股份根據股份獎勵計劃的條文歸屬於有關參與者為止。

在董事會可決定提早終止的規限下，股份獎勵計劃將由採納日期起十年期間有效及生效。

根據股份獎勵計劃授出的股份最高數目不得超過於採納日期本公司已發行股本的5%。在任何情況下，受託人所持有的未歸屬股份數目於任何時候須低於本公司已發行股本的5%。

根據股份獎勵計劃向一名經甄選人士可能授出的股份最高數目不得超過於採納日期本公司已發行股本的1%。

於報告期末，本公司並無根據股份獎勵計劃向合資格參與者授出任何股份，亦無向受託人提供任何資金。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 35. NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS

#### (a) Cash flows from operating activities

### 35. 綜合現金流量表

#### (a) 經營業務之現金流量

|  |                         | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
|--|-------------------------|----------------------------------|----------------------------------|
| Profit from operations   | 經營溢利                    | 101,505                          | 163,999                          |
| Adjustments for:   | 已作出下列調整：                |                                  |                                  |
| Interest income  | 利息收入                    | (1,699)                          | (819)                            |
| Reversal of allowance for doubtful debts                               | 呆賬撥備回撥                  | -                                | (559)                            |
| Allowance for doubtful debts   | 呆賬撥備                    | -                                | 559                              |
| Bad debt written off   | 壞賬撇銷                    | -                                | 19                               |
| Write off of other receivables   | 其他應收賬撇銷                 | 81                               | -                                |
| Write off of inventories   | 存貨撇銷                    | 39,239                           | -                                |
| Allowance for inventories  | 存貨撥備                    | 2,985                            | -                                |
| Reversal of allowance for inventories                                  | 存貨撥備回撥                  | (2,202)                          | (560)                            |
| Impairment loss on goodwill  | 商譽減值                    | 2,670                            | -                                |
| Loss on disposal of property, plant and equipment                      | 出售物業、機器及設備之虧損           | 28                               | 207                              |
| Property, plant and equipment written off                              | 物業、機器及設備撇銷              | 13,109                           | 51                               |
| Depreciation on property, plant and equipment                          | 物業、機器及設備折舊              | 77,594                           | 63,293                           |
| Amortisation of intangible assets                                      | 無形資產攤銷                  | 801                              | -                                |
| Operating profit before movements in working capital                   | 未計營運資金變動前的經營溢利          | 234,111                          | 226,190                          |
| Decrease/(increase) in inventories                                     | 存貨減少/(增加)               | 72,233                           | (55,833)                         |
| (Increase)/decrease in restricted bank balances                        | 有限制銀行存款(增加)/減少          | (4,779)                          | 2,457                            |
| Decrease/(increase) in trade receivables                               | 貿易應收款項減少/(增加)           | 88,426                           | (213,899)                        |
| Increase in prepayments, deposits and other receivables                | 預付款項、按金及其他應收款項增加        | (11,790)                         | (31,328)                         |
| Increase in financial assets at fair value through profit or loss      | 按公平值計入損益賬的金融資產增加        | (47,408)                         | (592)                            |
| Decrease in financial liabilities at fair value through profit or loss | 按公平值計入損益賬的金融負債減少        | -                                | (605)                            |
| (Decrease)/increase in trade payables                                  | 貿易應付款項(減少)/增加           | (100,903)                        | 166,408                          |
| (Decrease)/increase in deposits received, other payables and accruals  | 已收按金、其他應付款項及應計費用(減少)/增加 | (739)                            | 24,846                           |
| (Decrease)/increase in due to a related company                        | 應付關連公司款項(減少)/增加         | (1,652)                          | 2,705                            |
| Cash generated from operations   | 經營所得現金                  | 227,499                          | 120,349                          |
| Income tax paid  | 已付所得稅                   | (38,566)                         | (13,947)                         |
| Interest paid  | 已付利息                    | (10,763)                         | (6,561)                          |
| Finance lease charges paid   | 已付融資租約支出                | (91)                             | (208)                            |
| Net cash generated from operating activities                           | 經營業務所得現金淨額              | 178,079                          | 99,633                           |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 35. NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

#### (b) Acquisition of business

On 30 August 2013, the Group entered into an agreement to subscribe 60% of the issued share capital of Topanga Asia for a cash consideration of USD6,000,000 (equivalent to approximately HK\$46,500,000). Topanga Asia is engaged in manufacturing of plasma lighting products and its subsidiary Topanga USA is engaged in research and development of plasma lighting related products during the year. The acquisition is for the purpose of enhancing the Group's business to a higher level by developing its original design and original brand business. The Group believes that these new businesses can enhance its turnover and profitability.

The fair value of the identifiable assets and liabilities of Topanga Asia and its subsidiary acquired as at its date of acquisition is as follows:

### 35. 綜合現金流量表(續)

#### (b) 收購業務

於二零一三年八月三十日，本集團訂立協議以認購勁亮嘉已發行股本的60%權益，現金代價為6,000,000美元（相等於約46,500,000港元）。年內，勁亮嘉乃從事生產等離子照明產品業務，而其附屬公司Topanga USA則從事研發等離子照明產品業務。進行收購的目的是透過發展原創設計及品牌業務，把本集團的業務提升至更高層面。本集團相信，該等新業務能夠提升其營業額及盈利能力。

於收購日期，所收購勁亮嘉及其附屬公司的可識別資產及負債的公平值載列如下：

| Net assets acquired:                        |                  | HK\$'000        |
|---|------------------|-----------------|
| 所收購的資產淨值：                                   |                  | 千港元             |
| Property, plant and equipment               | 物業、機器及設備         | 9,969           |
| Intangible assets                           | 無形資產             | 16,811          |
| Inventories                                 | 存貨               | 1,168           |
| Trade receivables                           | 貿易應收款項           | 88              |
| Prepayments, deposits and other receivables | 預付款項、按金及其他應收款項   | 661             |
| Bank and cash balances                      | 銀行及現金結餘          | 46,501          |
| Other payables                              | 其他應付款項           | (1,899)         |
| Deferred tax liabilities                    | 遞延稅項負債           | (2,966)         |
| <b>Total net identifiable assets</b>        | <b>可識別資產淨值總額</b> | <b>70,333</b>   |
| <b>Non-controlling interests</b>            | <b>非控股權益</b>     | <b>(28,133)</b> |
|   |                  | <b>42,200</b>   |
| Goodwill arising on acquisition (note 18)   | 收購產生的商譽(附註18)    | 4,300           |
|   |                  | <b>46,500</b>   |
| Satisfied by:                               | 以下列方式支付：         |                 |
| Cash  | 現金               | 46,500          |
| Net cash inflow arising on acquisition:     | 收購產生的現金流入淨額：     |                 |
| Cash consideration paid                     | 已付現金代價           | (46,500)        |
| Cash and cash equivalents acquired          | 所收購現金及等同現金項目     | 46,501          |
|   |                  | <b>1</b>        |



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 35. NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

#### (b) Acquisition of business (Continued)

The goodwill arising on the acquisition of Topanga Asia is attributable to the anticipated profitability of the distribution of the Group's products in the new markets and the anticipated future operating synergies from the combination.

The receivables acquired (which principally comprised other receivables) in these transactions with a fair value of approximately HK\$227,000 had gross contractual amounts of approximately HK\$227,000. The best estimate at acquisition date of the contractual cash flows not expected to be collected is nil.

Topanga Asia and its subsidiary contributed approximately HK\$540,000 and HK\$9,948,000 to the Group's turnover and loss for the year respectively for the period between the date of acquisition and the end of the reporting period.

If the acquisition had been completed on 1 January 2013, total Group turnover for the year would have been approximately HK\$1,807,200,000, and profit for the year would have been approximately HK\$30,181,000. The proforma information is for illustrative purposes only and is not necessarily an indication of the turnover and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2013, nor is intended to be a projection of future results.

#### (c) Major non-cash transaction

Included in the additions of property, plant and equipment was an amount of approximately HK\$1,249,000 (2012: HK\$5,729,000) which was transferred from deposits paid for acquisition of property, plant and equipment.

### 35. 綜合現金流量表(續)

#### (b) 收購業務(續)

收購勁亮嘉產生的商譽源自於新市場分銷本集團產品的預計盈利能力及來自合併所帶來的預期未來經營協同效應。

該等交易所收購公平值約為227,000港元的應收款項(主要為其他應收款項)的合約總額約為227,000港元。於收購日期預期無法收回的合約現金流量的最佳估計為零。

於收購日期至報告期末止期間，勁亮嘉及其附屬公司分別為本集團的營業額及年度虧損帶來約540,000港元及9,948,000港元。

倘收購於二零一三年一月一日經已完成，本集團於本年度的營業總額將約為1,807,200,000港元，而年內溢利將約為30,181,000港元。備考資料僅供說明用途，未必為收購於二零一三年一月一日完成時本集團實際所得營業額及經營業績的指標，亦不擬作未來業績的預測。

#### (c) 主要非現金交易

計入添置物業、機器及設備約為1,249,000港元(二零一二年：5,729,000港元)，乃由預付購買物業、機器及設備的按金所轉入。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 36. OPERATING LEASE COMMITMENTS

#### The Group as lessor

The Group leases its property under operating lease arrangements, with leases negotiated for a term of one year. The terms of the leases generally provide for periodic rent adjustments according to the then prevailing market conditions.

At 31 December 2013, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants failing due as follows:-

|                 |     | Group<br>本集團                     |                                  |
|-----------------|-----|----------------------------------|----------------------------------|
|                 |     | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
| Within one year | 一年內 | 41                               | 38                               |

### 36. 經營租約承擔

#### 本集團作為出租人

本集團按經營租約安排出租其物業，租期為1年。租約提供一般以現行市場情況作定期租金調整之條款。

於二零一三年十二月三十一日，本集團根據不可撤銷經營租約而於下列期間到期的未來最低租賃款總額如下：

#### The Group as lessee

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

|  |                 | Group<br>本集團                     |                                  |
|--|-----------------|----------------------------------|----------------------------------|
|  |                 | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
| Within one year                        | 一年內             | 4,612                            | 3,109                            |
| In the second to fifth year, inclusive | 第二年至第五年(包括首尾兩年) | 11,891                           | 14,918                           |
| After five years                       | 五年後             | 43,483                           | 43,852                           |
|  |                 | <b>59,986</b>                    | 61,879                           |

#### 本集團作為承租人

於二零一三年十二月三十一日，本集團根據不可撤銷經營租約的未來最低租賃款總額如下：

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 36. OPERATING LEASE COMMITMENTS (Continued)

Operating lease payments represent rentals payable by the Group for certain of its staff quarters, factory and office premises, office equipment, warehouses and factory premises. Leases for staff quarters, factory and office premises, office equipment and warehouses except one are negotiated, and rentals are fixed, for an average term of 1 to 10 years. Lease for factory premises are fixed with a term of 40 years.

Lease arrangement of two (2012: one) warehouses have been subject to contingent rent by reference to monthly usage throughout the leasing periods.

The lease payments recognised as an expenses are as follows:

|                         |        | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
|-------------------------|--------|----------------------------------|----------------------------------|
| Minimum leases payments | 最低租賃款項 | 4,456                            | 4,452                            |
| Contingent rents        | 或然租金   | 601                              | 234                              |
|                         |        | <b>5,057</b>                     | 4,686                            |

### 37. CAPITAL COMMITMENTS

The Group's capital commitments in respect of purchase and construction of property, plant and equipment at the end of the reporting period are as follows:

|                                 |         | Group<br>本集團                     |                                  |
|---------------------------------|---------|----------------------------------|----------------------------------|
|                                 |         | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
| Contracted but not provided for | 已訂約但未撥備 | 34,321                           | 22,435                           |

### 36. 經營租約承擔(續)

經營租約付款指本集團須就若干員工宿舍、工廠及辦公室物業、辦公室設備、貨倉及工廠物業支付的租金。員工宿舍、工廠及辦公室物業、辦公室設備及貨倉的租約(1項租約除外)經協商而訂立，租金為固定而租期平均為1至10年。工廠物業的租約協定的年期為40年。

兩間(二零一二年：一間)倉庫的租賃安排為參考租賃期間內的每月使用情況支付或然租金。

租賃款項確認為支出，如下所示：

### 37. 資本承擔

於報告期間完結日，本集團有關購買及建造物業、機器及設備的資本承擔詳情如下：

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日

### 38. RELATED PARTY TRANSACTIONS

- (a) In addition to those related party transactions and balances disclosed elsewhere in the financial statements, the Group had the following transactions with its related parties during the year:

|  | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
|--|----------------------------------|----------------------------------|
| Purchase of machinery and machinery parts from and maintenance cost to a related company, Chit Shun Machinery Limited (note (i)) | 5,124                            | 7,712                            |

Note:

- (i) Mr. Lee has joint control in the related company.

- (b) The above transactions were entered with the related parties on terms mutually agreed by individual parties. In the opinion of the directors of the Group, these related party transactions were conducted on normal commercial terms and in the ordinary and usual course of the Group's business.
- (c) During the year, the key management personnel compensation paid by the Group was disclosed in note 13 to the financial statements.

### 39. EVENT AFTER THE REPORTING DATE

On 24 March 2014, the Company proposed to declare a final dividend of HK7.3 cents (2012: HK8.3 cents) per ordinary share to its shareholders, as further detailed in note 14 to the financial statements.

### 40. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 24 March 2014.

### 38. 關連人士交易

- (a) 除於財務報表其他部份所披露的關連人士交易及結餘外，年內本集團曾與關連人士進行以下交易：

|  | 2013<br>二零一三年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
|--|----------------------------------|----------------------------------|
| 向關連公司捷迅機械設備有限公司購買機器、機器零部件及維修成本 (附註(i)) | 5,124                            | 7,712                            |

附註：

- (i) 李先生對此關連公司有共同控制。

- (b) 上述交易均與關連人士按照各方互相協定的條款進行。本集團董事認為，該等關連交易乃根據一般商業條款於本集團日常業務過程中進行。
- (c) 年內，本集團已付主要管理人員酬金乃於財務報表附註13披露。

### 39. 結算日後事項

於二零一四年三月二十四日，本公司建議宣派每股7.3港仙(二零一二年：每股8.3港仙)之末期普通股股息，其詳情載於財務報表附註14。

### 40. 批准財務報表

本財務報表已於二零一四年三月二十四日獲董事會批准並授權刊發。

# FIVE-YEAR FINANCIAL SUMMARY

## 五年財務概要

|                               |              | Year ended 31 December<br>截至十二月三十一日止年度 |                                  |                                  |                                  |                                  |
|-------------------------------|--------------|--|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
|                               |              | 2009<br>二零零九年<br>HK\$'000<br>千港元       | 2010<br>二零一零年<br>HK\$'000<br>千港元 | 2011<br>二零一一年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 | 2013<br>二零一三年<br>HK\$'000<br>千港元 |
| <b>RESULTS</b>                | <b>業績</b>    |  |                                  |                                  |                                  |                                  |
| Turnover                      | 營業額          | 633,832                                | 913,344                          | 1,191,698                        | 1,568,958                        | <b>1,806,585</b>                 |
| Profit before tax             | 除稅前溢利        | 50,039                                 | 73,772                           | 82,300                           | 157,230                          | <b>90,651</b>                    |
| Income tax expense            | 所得稅開支        | (12,239)                               | (17,639)                         | (19,480)                         | (31,336)                         | <b>(34,539)</b>                  |
| Profit for the year           | 年內溢利         | 37,800                                 | 56,133                           | 62,820                           | 125,894                          | <b>56,112</b>                    |
| Attributable to               | 以下人士應佔權益：    |  |                                  |                                  |                                  |                                  |
| - Owners of the Company       | - 本公司權益持有人   | 37,800                                 | 56,133                           | 62,820                           | 125,894                          | <b>60,542</b>                    |
| - Non-controlling interests   | - 非控股權益      | -                                      | -                                | -                                | -                                | <b>(4,430)</b>                   |
|                               |              | 37,800                                 | 56,133                           | 62,820                           | 125,894                          | <b>56,112</b>                    |
|                               |              | <b>As at 31 December</b><br>於十二月三十一日   |                                  |                                  |                                  |                                  |
|                               |              | 2009<br>二零零九年<br>HK\$'000<br>千港元       | 2010<br>二零一零年<br>HK\$'000<br>千港元 | 2011<br>二零一一年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 | 2013<br>二零一三年<br>HK\$'000<br>千港元 |
| <b>ASSETS AND LIABILITIES</b> | <b>資產及負債</b> |  |                                  |                                  |                                  |                                  |
| Total assets                  | 總資產          | 763,214                                | 932,048                          | 1,229,670                        | 1,596,677                        | <b>1,700,608</b>                 |
| Total liabilities             | 總負債          | (207,530)                              | (328,610)                        | (505,214)                        | (780,903)                        | <b>(847,045)</b>                 |
| Net assets                    | 淨資產          | 555,684                                | 603,438                          | 724,456                          | 815,774                          | <b>853,563</b>                   |



***KaShui***<sup>1980</sup>

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