



Burwill Holdings Limited

寶威控股有限公司

(incorporated in Bermuda with limited liability)

Stock code : 24



2013

Annual Report



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Corporate Information 公司資料

DIRECTORS

CHAN Shing, *Chairman & Managing Director*
SIT Hoi Tung, *Executive Director & Deputy General Manager*
YANG Dawei, *Executive Director*
LAU Ting, *Executive Director*
TUNG Pui Shan, Virginia, *Executive Director*
KWOK Wai Lam, *Executive Director*
SHAM Kai Man, *Executive Director*
CUI Shu Ming, *Independent Non-Executive Director*
HUANG Shenglan, *Independent Non-Executive Director*
CHAN Ming Fai, *Independent Non-Executive Director*
CHIANG Bun, *Independent Non-Executive Director*

COMPANY SECRETARY

KWOK Wai Lam

AUDIT COMMITTEE

CUI Shu Ming
HUANG Shenglan
CHAN Ming Fai

REMUNERATION COMMITTEE

CUI Shu Ming
HUANG Shenglan
SIT Hoi Tung

NOMINATION COMMITTEE

CHAN Shing
SIT Hoi Tung
CUI Shu Ming
HUANG Shenglan
CHAN Ming Fai

AUDITORS

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

LEGAL ADVISERS

Appleby
Baker & McKenzie

董事

陳城(主席兼董事總經理)
薛海東(執行董事兼副總經理)
楊大偉(執行董事)
劉婷(執行董事)
董佩珊(執行董事)
郭偉霖(執行董事)
岑啟文(執行董事)
崔書明(獨立非執行董事)
黃勝藍(獨立非執行董事)
陳明輝(獨立非執行董事)
蔣斌(獨立非執行董事)

公司秘書

郭偉霖

審核委員會

崔書明
黃勝藍
陳明輝

薪酬委員會

崔書明
黃勝藍
薛海東

提名委員會

陳城
薛海東
崔書明
黃勝藍
陳明輝

核數師

國衛會計師事務所有限公司
香港執業會計師

法律顧問

Appleby
貝克•麥堅時律師事務所

Corporate Information 公司資料

REGISTERED OFFICE

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Unit 1402, 14th Floor
Office Tower
Convention Plaza
1 Harbour Road
Wanchai, Hong Kong
Tel: (852) 2877 7368
Fax: (852) 2877 7037

PRINCIPAL SHARE REGISTRAR

MUFG Fund Services (Bermuda) Limited
26 Burnaby Street
Hamilton HM 11
Bermuda

BRANCH SHARE REGISTRAR IN HONG KONG

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

PRINCIPAL BANKERS

Bangkok Bank Public Company Limited
BNP Paribas
DBS Bank (Hong Kong) Limited
Societe Generale
Standard Chartered Bank (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited
United Overseas Bank Limited

WEBSITE

www.burwill.com

註冊辦事處

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

總辦事處及主要營業地點

香港灣仔
港灣道1號
會議展覽廣場
辦公大樓14樓1402室
電話：(852) 2877 7368
傳真：(852) 2877 7037

股份過戶登記處

MUFG Fund Services (Bermuda) Limited
26 Burnaby Street
Hamilton HM 11
Bermuda

香港股份過戶登記分處

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

主要往來銀行

盤谷銀行
法國巴黎銀行
星展銀行(香港)有限公司
法國興業銀行
渣打銀行(香港)有限公司
香港上海滙豐銀行有限公司
大華銀行

互聯網址

www.burwill.com

Management Discussion and Analysis 管理層討論與分析

REVIEW AND OUTLOOK

In 2013, the Group's turnover decreased by 7.5% to approximately HK\$4,548 million while gross profit increased 53% to approximately HK\$146 million, compared to the same period last year. The Group recorded a loss attributable to shareholders of approximately HK\$3.67 million.

Steel Trading

Compared to last year, the steel industry market conditions improved slightly in 2013. However, growth rate on the productivity far exceeded the demand. Compared to the same period last year, crude steel production in Europe, America, the Commonwealth of Independent States fell, while crude steel production rose in Asia, Africa, the Middle East by approximately 6%, making global crude steel production rise up 3.5%, in which China's crude steel production reached the highest of 7.5%, accounting for 48.5% of the global. In the meantime, demand growth slowed down rapidly, imbalance between supply and demand sustained, and import/export spread turned upside down. Steel prices began to fall in the first quarter and then continued declining unsteadily. Loss-making enterprises increased and the industry remained sluggish.

Market trend of iron ore was similar to steel's. Bleak steel market undoubtedly weakened demand. From early 2013 to June 2013, iron ore prices dropped more than 25%. Even though the situation was slightly improved in the third quarter, the huge stock of backlog iron ore imports, at the end of the year, reached over 100 million tons suppressed prices to rebound.

During the period under review, in response to market conditions, the Group had shifted its market focus from American-European Market to Asian Market where its economy was slightly better, strived to adjust its product structure, and strengthened operation of its export business on varieties of constructional steel for large infrastructure projects. Signing of interim and long terms' sale and purchase agreements during the period stabilized trading volumes in such weakened market environment. In respect of iron ore imports trading, a cautious conservative strategy (not aggressive, no inventory) was adopted to mitigate market risk. In respect of exploration of other mineral resources, offshore quality control before shipment was strengthened to ensure its quality and meet the long-term stable demand from importers. Meanwhile, with strong demand for low interest rate loans from foreign banks for PRC steel mills, the Group has actively coordinated with certain foreign and Hong Kong banks to facilitate advance payment financing for such mills. A stable supply of export products with lower prices from such mills would then be obtained. With a continuous effort, the Group's steel and mineral resources trading overall achieved better performance as compared to last year.

回顧與展望

二零一三年，本集團營業額較去年同期減少7.5%，至約港幣45.48億元；毛利較去年同期上升53%，至約港幣1.46億元；股東應佔虧損約港幣367萬元。

鋼鐵貿易

二零一三年，鋼鐵行業市場環境較去年略有改善，但產能增速超過需求增速。儘管歐美、獨聯體國家粗鋼產量較去年同期下降，但亞洲、非洲、中東地區的粗鋼產量同比增長約6%之多，使得全球粗鋼總產量同比增長達3.5%，其中仍以中國增長最高，達7.5%，佔全球比重為48.5%。同時，需求增速緩慢，供求持續失衡，進出口價差倒掛，鋼材價格由第一季開始回落一直震盪下滑，虧損企業增多，全行業依然不景氣。

鐵礦砂行情和鋼材走勢相若，鋼市慘淡無疑弱化需求，價格由年初至六月份跌幅逾25%，雖第三季度情況略有好轉，但隨著進口礦砂的積壓至年底達到一億多噸的極高庫存，抑制著價格始終無法反彈。

回顧期內，本集團因應市況將經營重心從歐美轉移至經濟狀況稍好的亞洲市場，努力調整產品結構，加強經營有大型基建項目支持的建築類別鋼材品種的出口業務。期間簽下中、長期的購銷協議，在疲弱的市場環境中確保了穩定的交易份額。在進口鐵礦砂貿易方面，採取謹慎保守策略，不冒進，不做庫存，規避了市場風險。在開發其它礦產資源方面，在裝船前加強離岸品質檢驗，確保質量，滿足了進口用戶的長期穩定需求。同時，內地鋼廠近年對海外銀行低息貸款需求殷切，本集團積極協調若干海外、香港銀行促成預付融資貸款，從中由工廠獲取出口產品穩定貨源供應和價格優惠。經過努力，本集團鋼鐵和礦產資源貿易的整體表現較去年為佳。

Management Discussion and Analysis 管理層討論與分析

REVIEW AND OUTLOOK (continued)

Steel Processing

In 2013, continuously driven by weak demand in American-European Market and economic slowdown in China, traditional product processing plants in the Pearl River Delta region were difficult to survive and suffering loss or on the verge of facing loss, even though efforts were made to improve operation and management on the business.

Owing to decrease in sales order, the Group's steel processing plant had no fundamental improvement in production volume and sales. With reduced inventory and severe control over costs and expenses, gross profit per ton increased but it still recorded loss.

Commercial Property Investment and Master Leasing Operation

The Group's integrated shopping mall in Yangzhou, Jiangsu Province, PRC continues operating steadily. Rental income for the year 2013 increased by 20% when compared to the same period in prior year.

Our long-term retail property master leasing projects cover various cities such as Beijing, Shanghai, Shenzhen, Nanjing, Dalian and Wuxi, etc. with total contracted leasing area of about 380,000 square meters, operating retail area over 150,000 square meters and an additional area of around 120,000 square meters scheduled to be under operation this year. Among these projects, the Shanghai Nanjing Road East project, primly located on a famous local pedestrian walking street, has engaged tenants from renowned international brands and making itself a landmark project. The Wuxi Ancient Canal Walk project, featuring as part of the antiqued buildings, has created a stylish shopping atmosphere, winning not only reputation from customers and tourists but gaining also growth in operating income steadily. Both Nanjing Fuzimiao project and Shenzhen Futian project are located right next to the entrances of the underground stations and in the heart of the populated downtown consumer areas, offering promising development prospects.

回顧與展望(續)

鋼鐵加工

二零一三年，雖然努力改善經營管理，但珠三角地區傳統的產品加工企業受歐美市場需求疲弱和中國經濟放緩的持續影響，生存空間窄小，虧損或瀕臨虧損的企業比比皆是。

本集團鋼鐵加工廠產量、銷售量因訂單減少未有根本好轉，庫存雖然下降，費用支出得到控制，單位噸鋼毛利率上升，但依然錄得虧損。

商業地產投資和承租經營

本集團位於中國江蘇揚州的綜合性購物中心經營水平保持穩健。二零一三年租金收益較去年同期增長20%。

商業地產長期承租經營業務的項目分佈於北京、上海、深圳、南京、大連、無錫等城市，總合約承租面積約38萬平方米，已開業面積逾15萬平方米，預計本年內新增開業面積約12萬平方米。其中上海南京東路項目位處當地著名的步行街，租戶均為國際知名品牌商戶，為標誌性項目。無錫古運河項目在仿古建築群中營造時尚購物氛圍，不僅贏得消費者和旅遊者的口碑，經營收益亦穩步增長。南京夫子廟項目和深圳福田區項目均位處地鐵站進出口和鬧市消費區，發展前景值得憧憬。

Management Discussion and Analysis 管理層討論與分析

REVIEW AND OUTLOOK (continued)

Looking forward to 2014, a stable world economy is anticipated. Different industries may face different kinds of big difficulties between its business environment, amongst steel and related industries will remain challenging and full of uncertainties.

US economy is continuously recovering in which steel mills' productivity is compressed, imports are suppressed, downstream boosts demand, and steel prices are eventually supported. Europe's economy had hit bottom as automotive, building, manufacturing and other industries had achieved a positive growth rate over several months. Specific steel product prices rebound and the market confidence begins to be restored. Steady growth has been built up in major Asian economies that steel productivity maintains growth, demand from downstream remains stable and market endurance remains strong. In China, the new government has adjusted the economic development model by lower the probability to launch new economic stimulus policies. Over-reliance on investment and extensive development with high energy consumption will gradually be changed, and the economy is forced to fall shortly. Having weak demand in the steel industry and no fluctuation for imports and exports, steel prices will remain at a low level. During the first two months, China's Steel Purchasing Managers Index continued to fall, down to the lowest since September 2012. From early 2014 to early March, iron ore import prices have cumulatively dropped more than 15%. It's in a severe business environment for steel mills in the interim. With domestic demand weak, the China's steel industry will be more active to expand its export business. When there is an upturn in the economy of the demanding countries and regions, major supplying countries seeking ways out abroad may bring more opportunities for trade business.

In this coming year, in order to achieve better results, the Group would operate cautiously and control risks, striving hard for its core business to boost operating revenue.

回顧與展望(續)

展望二零一四年，全球經濟期待能夠平穩發展。不同行業所處的經營環境有很大的區別，鋼鐵及其相關行業仍將充滿挑戰和變數。

美國持續復蘇，鋼廠壓縮產能，進口得到抑制，下游拉動需求，鋼材價格具有較好的支撐；歐洲經濟觸底，汽車、建築、製造等行業已數月正增長，個別鋼鐵品種出現反彈，市場信心開始恢復；亞洲主要經濟體發展平穩，鋼鐵產量保持一定的增長，下游需求穩定，市場具有較強的承受力；然而中國在新一屆政府調整經濟發展模式，刺激經濟的新政策出臺概率不高，過去過度依賴投資、高能耗的粗放發展狀況將逐步改變，經濟短期面臨下行壓力。鋼鐵業在需求不振、進出口沒有太大波動的情況下，鋼材價格仍將低位運行。今年頭二個月，國內鋼鐵PMI指數持續跌至二零一二年九月以來的最低點，進口鐵礦石價格由年初到三月初已累計下跌逾15%，鋼廠短期經營形勢依然嚴峻。中國鋼鐵業在國內需求疲弱下，將較以往更積極拓展出口業務。需求國家和地區經濟轉好，主要供應國則尋求對外謀出路，對貿易來言，或帶來機遇。

新的一年，本集團將審慎經營、嚴控風險，在核心經常性業務方面將努力提高經營收益，以期取得好的成績。

Management Discussion and Analysis 管理層討論與分析

LIQUIDITY AND FINANCIAL RESOURCES

There had been no significant change in the financial position of the Group for the year. The Group's gearing ratio, as a ratio of total borrowings net of total cash and cash equivalents to total equity, and current ratio, as a ratio of current assets to current liabilities, were kept at 0.42 (2012: 0.46) and 1.46 (2012: 1.44) respectively at 31 December 2013.

In April 2013, the Company allotted and issued 397,052,000 new ordinary shares at a price of HK\$0.122 each for cash amounted to approximately HK\$48 million as general working capital.

In October 2013, a subscription agreement was entered into for subscription of 825,600,000 new ordinary shares of the Company by a third party within six months from 22 October 2013 at a price of HK\$0.26 each for cash amounted to approximately HK\$215 million for general working capital purposes. Following the completion of this share subscription, the Group's liquidity will be further enhanced.

The total borrowings of the Group decreased to approximately HK\$919 million (2012: HK\$1,001 million) as at 31 December 2013 and their maturity profile as agreed with the lenders was as follows:

Within one year	一年內
Between one and two years	一至二年內
Between two and five years	二至五年內
Over five years	超過五年

The Group's borrowings were denominated in US Dollar, Euro, Renminbi and Hong Kong Dollar, and were charged interest at prevailing market rates.

FOREIGN EXCHANGE RISK EXPOSURE

The Group's receipts, payments, assets and liabilities are principally denominated in US Dollar, Euro, Renminbi and Hong Kong Dollar. The Group considers that its exposure to exchange rate risk is modest except for Euro in which less than 10% of the Group's receipts and payments were denominated for 2013. To minimise the exchange rate risk, forward exchange contracts are used when required, in particular for Euro.

資產流動性及財務資源

年內本集團之財務狀況並無重大變動。於二零一三年十二月三十一日，本集團的負債比率(總貸款扣除總現金及現金等價物結餘與總權益相比)及流動比率(流動資產與流動負債相比)分別為0.42(二零一二年：0.46)及1.46(二零一二年：1.44)。

於二零一三年四月，本公司按每股港幣0.122元的價格配發及發行397,052,000股新普通股股份，所得金額約港幣4,800萬元用作一般營運資金。

於二零一三年十月，本公司訂定一份股份認購協議，一位第三方人士於二零一三年十月二十二日起六個月內將以現金按每股港幣0.26元的價格認購825,600,000股本公司新普通股股份，認購所得約港幣2.15億元將作一般營運用途。在該股份認購完成後，本集團之流動資金將更充裕。

於二零一三年十二月三十一日，本集團之總貸款減至約港幣9.19億元(二零一二年：港幣10.01億元)，已與貸款人協議之還款期如下：

	2013 HK\$ million 港幣百萬元	2012 HK\$ million 港幣百萬元
Within one year	583	609
Between one and two years	32	87
Between two and five years	159	133
Over five years	145	172
	919	1,001

本集團貸款以美元、歐元、人民幣及港元為貨幣單位，支付市場息率利息。

外匯兌換風險

本集團之收入、支出、資產及負債均主要為美元、歐元、人民幣及港元。本集團認為其外匯風險不大，除卻作為本集團二零一三年度少於10%收入及支出的貨幣單位歐元。為減低外匯風險，於有需要時，會利用遠期外匯合同，尤其是歐元。

Management Discussion and Analysis 管理層討論與分析

CORPORATE GUARANTEES

As at 31 December 2013, the Group had the following outstanding corporate guarantees:

Guarantees for general banking facilities and loan facilities granted to associates
Guarantees given to banks for mortgage facilities granted to the buyers of the Group's properties

為聯營公司銀行融資及貸款融資作出之擔保
為集團物業購買者按揭貸款而向銀行作出之擔保

2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
11,160	22,420
97	94
11,257	22,514

CONTINGENT LIABILITIES

As at 31 December 2013, the Group had contingent liabilities relating to Mainland China land appreciation tax amounted to approximately HK\$31,747,000 (2012: HK\$30,800,000).

CAPITAL COMMITMENTS

As at 31 December 2013, the Group had no capital commitments contracted but not provided (2012: HK\$12,802,000) in respect of property, plant and equipment.

CHARGE ON ASSETS

As at 31 December 2013, the following assets were pledged: (i) certain leasehold land, land use rights and buildings with a net book amount of approximately HK\$91,619,000 (2012: HK\$94,725,000); (ii) certain motor vehicles with a net book amount of approximately HK\$679,000 (2012: HK\$1,681,000); (iii) certain investment properties of approximately HK\$985,086,000 (2012: HK\$879,310,000); (iv) certain short-term bank deposits of approximately HK\$22,657,000 (2012: HK\$24,665,000); and (v) interest of shares in certain subsidiaries.

STAFF

As at 31 December 2013, the Group employed 476 staff. Staff remuneration packages are structured and reviewed by reference to market terms and individual merits. The Group also provides other staff benefits which include year end double pay, contributory provident fund and medical insurance. Share options and discretionary bonus may also be granted to eligible staff based on individual and the Group performances. Training programmes for staff are provided as and when required.

公司擔保

於二零一三年十二月三十一日，本集團有以下未撇銷的公司擔保：

或然負債

於二零一三年十二月三十一日，本集團有關中國土地增值稅的或然負債約港幣31,747,000元(二零一二年：港幣30,800,000元)。

資本承擔

於二零一三年十二月三十一日，本集團並無有關物業、機器及設備已簽約但未撥備之資本承擔(二零一二年：港幣12,802,000元)。

資產抵押

於二零一三年十二月三十一日，以下資產已予抵押：(i)部份租賃土地、土地使用權及樓宇帳面淨值約港幣91,619,000元(二零一二年：港幣94,725,000元)；(ii)部份汽車帳面淨值約港幣679,000元(二零一二年：港幣1,681,000元)；(iii)部份投資物業約港幣985,086,000元(二零一二年：港幣879,310,000元)；(iv)部份短期銀行存款約港幣22,657,000元(二零一二年：港幣24,665,000元)；及(v)部份附屬公司的股票權益。

僱員

於二零一三年十二月三十一日，本集團共僱用476名員工。僱員薪酬一般乃參考市場條件及根據個別表現制定及檢討。本集團並為僱員提供其它福利，包括年終雙糧、需供款之公積金及醫療保險。此外，本集團亦根據公司經營業績按員工個別表現而授出購股權及發放花紅，並會視乎需要為僱員提供培訓計劃。

Biographies of Directors 董事簡歷

MR. CHAN SHING, AGED 58

Chairman and Managing Director

Mr. CHAN joined the Group as Chairman and Managing Director in 1998. Mr. CHAN has over 20 years of experience in international trading of metal, the processing and manufacturing of related products, the management of industrial enterprises, the investment in industrial and commercial properties, and corporate planning and management. Ms. LAU Ting is the spouse of Mr. CHAN.

MR. SIT HOI TUNG, AGED 48

Executive Director and Deputy General Manager

Mr. SIT joined the Group in 1998 and was appointed as an Executive Director in 2000. He was promoted to Deputy General Manager in 2006. Mr. SIT is also a Director of Burwill Resources Limited in-charge of contracts and import/export bills operation for metal trading. He graduated from the Finance Department of Jinan University in Guangzhou. He had worked for banking sector and metal trading companies and has over 20 years of experience in international metal trading and import/export bills operation.

MR. YANG DAWEI, AGED 61

Executive Director

Mr. YANG joined the Group in March 2001 and is an Executive Director. Mr. YANG is a Senior Economist of the PRC. In mid-1980's, he was employed as the Head of Changzhou Tractor Company, Jiangsu Province; the Chairman of Changzhou City Labour Union and the Head of Liyang City, Jiangsu Province. In mid-1990's, he was elected as Routing Deputy Mayor of Changzhou City Government, Jiangsu Province. He is currently the Chairman of the Jiangsu Overseas Group Corp. and the Chairman and President of Zhong Shan Company Limited, the window company of the Jiangsu Province in Hong Kong. He has got over 20 years of experience in corporate planning and management, international trade, corporate finance and project investment, international economic and technology cooperation.

MS. LAU TING, AGED 57

Executive Director

Ms. LAU joined the Group as an Executive Director in 1998. Ms. LAU has over 20 years of experience in business development and strategic planning, project investment and financial management. She is the spouse of Mr. CHAN Shing. Ms. LAU is also the Chairman and the Chief Executive Officer of China LotSynergy Holdings Limited.

陳城先生，五十八歲

主席兼董事總經理

陳先生於一九九八年加入本集團為主席兼董事總經理。陳先生在國際金屬貿易及加工製造相關之產品、工商企業管理、工商物業投資、企業策劃與管理方面擁有逾二十年經驗。劉婷女士為陳先生之配偶。

薛海東先生，四十八歲

執行董事兼副總經理

薛先生於一九九八年加入本集團，並於二零零零年獲委任為執行董事。二零零六年獲晉升為副總經理。薛先生亦為寶威物料供應有限公司董事，主管金屬貿易的合同及出入口票據結算運作。彼於廣州暨南大學金融系畢業，曾任職銀行界及金屬貿易公司，彼在國際金屬貿易及出入口票據結算方面擁有逾二十年經驗。

楊大偉先生，六十一歲

執行董事

楊先生於二零零一年三月加入本集團，為執行董事。楊先生為高級經濟師，於八十年代中曾任江蘇省常州市拖拉機公司負責人、常州市總工會主席、江蘇省溧陽市負責人，於九十年代中起任常州市人民政府常務副市長，現任江蘇省海外企業集團有限公司董事長、江蘇省駐香港窗口公司鍾山有限公司董事長兼總裁。楊先生在企業策劃、經營管理及國際貿易、融資投資、國際經濟技術合作等多方面擁有逾二十年的經驗。

劉婷女士，五十七歲

執行董事

劉女士於一九九八年加入本集團為執行董事。劉女士在企業發展策劃、項目投資、金融及財務管理方面擁有逾二十年經驗。劉女士乃陳城先生之配偶。劉女士同時為China LotSynergy Holdings Limited(華彩控股有限公司)董事會主席及行政總裁。

Biographies of Directors 董事簡歷

MS. TUNG PUI SHAN, VIRGINIA, AGED 47

Executive Director

Ms. TUNG joined the Group in 1988 and is an Executive Director. Ms. TUNG is currently in-charge of the Investment Division. She holds a bachelor's degree in Management Sciences from the University of Manchester, United Kingdom.

MR. KWOK WAI LAM, AGED 51

Executive Director

Mr. KWOK joined the Group in 1994 and is an Executive Director. He is also the Company Secretary and the Group's Financial Controller. Mr. KWOK has over 20 years' experience in the areas of auditing, finance and accounting. He is a Fellow of The Association of Chartered Certified Accountants.

MR. SHAM KAI MAN, AGED 47

Executive Director

Mr. SHAM joined the Group in 2000 and was appointed as an Executive Director in July 2009. He is the Managing Director of Burwill Resources Limited, a subsidiary of the Company, in-charge of the Group's steel and mineral trading business. Mr. SHAM graduated from The University of Hong Kong and, prior to joining the Group, had worked for a multinational steel trading company for 7 years. He has over 19 years extensive experience in steel trading and gains good international connections.

MR. CUI SHU MING, AGED 76

Independent Non-Executive Director

Mr. CUI joined the Group as an Independent Non-Executive Director in 1998. Mr. CUI graduated from People's University of China. He was the Deputy Head of the Bank of China, Jiangsu branch, the Executive Director of The National Commercial Bank, Ltd. and the General Manager of its Hong Kong branch, a Director and the Executive Vice President of The Ka Wah Bank Ltd.. Mr. CUI is currently an Independent Non-Executive Director of China LotSynergy Holdings Limited and Yue Da Mining Holdings Limited, both are listed companies in Hong Kong. He has over 40 years of experience in international finance and corporate planning and management.

董佩珊女士，四十七歲

執行董事

董女士於一九八八年加入本集團，現任執行董事，現時主管投資部。彼持有英國曼徹斯特大學(University of Manchester)頒發之管理學學士學位。

郭偉霖先生，五十一歲

執行董事

郭先生於一九九四年加入本集團，現任執行董事。彼為本公司公司秘書及集團財務總監。郭先生具有逾二十年之核數、財務及會計經驗。彼乃英國特許公認會計師公會資深會員。

岑啟文先生，四十七歲

執行董事

岑先生於二零零零年加入本集團，並於二零零九年七月獲委任為執行董事，彼為本公司附屬公司寶威物料供應有限公司董事總經理，主管集團鋼鐵及礦產貿易進出口業務。岑先生畢業於香港大學，加入本集團前曾於跨國鋼鐵貿易公司任職七年，具國際人脈關係，在鋼鐵貿易方面擁有逾十九年的豐富經驗。

崔書明先生，七十六歲

獨立非執行董事

崔先生於一九九八年加入本集團為獨立非執行董事。崔先生於中國人民大學畢業。彼曾任中國銀行江蘇省分行副行長、浙江興業銀行常務董事兼香港分行總經理、香港嘉華銀行董事兼執行副總裁。崔先生現時為香港上市公司China LotSynergy Holdings Limited(華彩控股有限公司)及悅達礦業控股有限公司之獨立非執行董事。彼在國際金融、企業策劃及管理等方面擁有逾四十年經驗。

Biographies of Directors 董事簡歷

MR. HUANG SHENGLAN, AGED 62 Independent Non-Executive Director

Mr. HUANG joined the Group as an Independent Non-Executive Director in September 2004. Mr. HUANG was an executive director and the deputy governor of China Everbright Bank, Head Office, an executive director and the general manager of China Everbright Technology Limited and an independent non-executive director of Chongqing Road & Bridge Co. Ltd. and Symphony Holdings Limited. Mr. HUANG holds a diploma in Arts from Huazhong Normal University and in International Economics from Huadong Normal University and a certificate in International Economic Law from Xiamen University and in Advanced Management Programme from the Business School of Harvard University, USA. Mr. HUANG is an Independent Non-Executive Director of China LotSynergy Holdings Limited and a Non-Executive Director of China Fortune Investments (Holding) Limited.

MR. CHAN MING FAI, AGED 52 Independent Non-Executive Director

Mr. CHAN joined the Group as an Independent Non-Executive Director in October 2011. He is currently the Chief Executive Officer of City Green Holdings Limited primarily responsible for the formulation and execution of the group's strategy. Prior to that, Mr. CHAN was the Chief Executive Officer of Full Seas Technology Group and the President of Dandelion Capital Group, which is a private financial advisory company. He has over twenty years of experience in investment banking and asset management. Mr. CHAN had worked for Jardine Fleming Investment Management with a major responsibility to market unit trusts and asset management products in Hong Kong and subsequently in various Asian markets, and was particularly instrumental in the establishment of Jardine Fleming's investment trust operation in Japan, Korea and Indonesia. Mr. CHAN also cofounded the KGI Group, which is a pan-Asian investment bank with shareholders including major investors and institutions in Asia, where he was the head of the asset management operation which managed about USD400 million in hedge funds and other portfolios, and was also a member of the management committee of KGI Group. Mr. CHAN received a bachelor's degree in Social Sciences with major in Economics from the University of Hong Kong. Mr. CHAN is currently an Independent Non-Executive Director of China LotSynergy Holdings Limited.

MR. CHIANG BUN, AGED 44 Independent Non-Executive Director

Mr. CHIANG joined the Group as an Independent Non-Executive Director in December 2012. He holds a Bachelor degree in Social Sciences from the University of Hong Kong and a LL.B. from Peking University. Mr. CHIANG is also a Chartered Financial Analyst charter holder. Mr. CHIANG has held senior roles in various international banks and financial institutions, primarily responsible for structured debt and/or equity financing. Mr. CHIANG has extensive experience in the banking and finance industry. Mr. CHIANG is currently an Independent Non-Executive Director of Sunlink International Holdings Limited.

黃勝藍先生，六十二歲 獨立非執行董事

黃先生於二零零四年九月加入本集團為獨立非執行董事。黃先生曾任中國光大銀行總行執行董事兼副行長、中國光大科技有限執行董事兼總經理及重慶路橋股份有限公司及新灃集團有限公司之獨立非執行董事。黃先生持有華中師範大學文學、華東師範大學國際經濟學文憑和廈門大學國際經濟法學及美國哈佛大學商學院高級管理課程證書。黃先生現時為China LotSynergy Holdings Limited(華彩控股有限公司)之獨立非執行董事及中國幸福投資(控股)有限公司之非執行董事。

陳明輝先生，五十二歲 獨立非執行董事

陳先生於二零一一年十月加入本集團為獨立非執行董事。彼現為歌林控股有限公司行政總裁，主理該集團之策略訂立及執行工作。陳先生之前曾任匯海科技集團行政總裁及盛達資本集團總裁(其為財務諮詢顧問服務公司)。彼在投資銀行及資產管理方面擁有逾二十年經驗。陳先生曾服務於怡富投資管理，主力負責香港及後至其它亞洲市場信託基金及其它資產管理服務之業務拓展，尤其專注於日本、韓國及印尼成立怡富投資信託之業務發展。陳先生並曾創辦凱基證券集團，其為泛亞洲的投資銀行，股東包括區內知名金融及商業機構。彼曾出任凱基資產管理部主管，該部門負責管理超過四億美元的對沖基金及投資組合，彼並為該集團管理委員會成員。陳先生持有香港大學社會科學學士學位，主修經濟。陳先生現為China LotSynergy Holdings Limited(華彩控股有限公司)之獨立非執行董事。

蔣斌先生，四十四歲 獨立非執行董事

蔣先生於二零一二年十二月加入本集團為獨立非執行董事。彼持有香港大學社會科學學士學位及北京大學法學學士學位。蔣先生亦為特許財務分析師特許資格持有人。蔣先生曾擔任多間國際銀行及金融機構之高級職務，主要負責結構性債務及／或股權融資。蔣先生於銀行及金融業擁有豐富經驗。蔣先生現為科浪國際控股有限公司之獨立非執行董事。

Report of Directors 董事局報告

The board of Directors of Burwill Holdings Limited (the "Company") presents to the shareholders their report together with the audited financial statements of the Company and its subsidiaries (collectively known as the "Group") for the year ended 31 December 2013.

FINANCIAL RESULTS

The results of the Group for the year ended 31 December 2013 are set out in the consolidated income statement on page 43.

The respective state of affairs of the Group and the Company as at 31 December 2013 are set out in the balance sheets on pages 41 and 42.

The Group's cash flows are set out in the consolidated statement of cash flows on pages 47 and 48.

PRINCIPAL ACTIVITIES AND SEGMENT ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding.

The principal activities of the Group are steel trading, steel processing, mineral resources exploration and development and commercial property investment.

The Group's segment results for the year and other segment information are set out in note 5 to the consolidated financial statements.

DIVIDEND

No interim dividend was paid during the year.

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

Burwill Holdings Limited (寶威控股有限公司) (「本公司」)董事局謹向各股東提呈本公司及其附屬公司(合稱「本集團」)截至二零一三年十二月三十一日止年度之董事局報告及經審核財務報表。

財務業績

本集團截至二零一三年十二月三十一日止年度之業績載列於第43頁之綜合損益表內。

本集團及本公司於二零一三年十二月三十一日之財務狀況已分別載列於第41頁及第42頁之資產負債表內。

本集團之現金流動情況載列於第47頁及第48頁之綜合現金流量表內。

主要業務及營運分類分析

本公司之主要業務為投資控股公司。

本集團之主要業務為鋼鐵貿易、鋼鐵加工、礦產資源勘探及開發、商業房地產投資。

本集團之年度分部業績及其它分部資料載列於綜合財務報表附註5。

股息

本年度並無派付中期股息。

董事局不擬就截至二零一三年十二月三十一日止年度派付末期股息(二零一二年：無)。

Report of Directors 董事局報告

MAJOR SUPPLIERS AND CUSTOMERS

The percentage of purchases attributable to the Group's major suppliers are as follows:

	%		百分比
– the largest supplier	8	– 最大供應商	8
– five largest suppliers combined	32	– 五大供應商合併購貨額	32

The percentage of sales attributable to the Group's major customers are as follows:

	%		百分比
– the largest customer	9	– 最大客戶	9
– five largest customers combined	31	– 五大客戶合併營業額	31

None of the Directors, their respective associates nor shareholders (which to the knowledge of the Directors own more than 5% of the Company's share capital) had any interest in the above suppliers or customers at any time during the year.

主要供應商及客戶

本集團之主要供應商所佔購貨額之百分比如下：

	百分比
– 最大供應商	8
– 五大供應商合併購貨額	32

本集團之主要客戶合併佔營業額之百分比如下：

	百分比
– 最大客戶	9
– 五大客戶合併營業額	31

各董事、其各自聯繫人或據董事局所知擁有本公司股本中5%以上權益之股東，於本年度內任何時間概無擁有上述供應商或客戶之任何權益。

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

The movements in property, plant and equipment and investment properties during the year are set out in notes 7 and 8 to the consolidated financial statements.

The particulars of properties held by the Group for investment as at 31 December 2013 are set out on page 163.

物業、機器及設備及投資物業

本年度內物業、機器及設備及投資物業之變動情況載列於綜合財務報表附註7及8。

本集團於二零一三年十二月三十一日持有之投資物業資料載列於第163頁。

SUBSIDIARIES AND ASSOCIATES

The particulars of the Company's principal subsidiaries and associates as at 31 December 2013 are set out in notes 10 and 11 to the consolidated financial statements.

附屬公司及聯營公司

本公司於二零一三年十二月三十一日之主要附屬公司及聯營公司資料載列於綜合財務報表附註10及11。

BANK LOANS

The particulars of the Group's bank loans are set out in note 23 to the consolidated financial statements.

銀行貸款

本集團之銀行貸款之資料載於綜合財務報表附註23。

The Group's bank loans were denominated in Hong Kong Dollar, US Dollar, Renminbi and Euro. As at 31 December 2013, around 72% of the Group's bank loans were denominated in Hong Kong Dollar and US Dollar. All the bank loans bear interest at prevailing market rates.

借予集團銀行貸款乃以港元、美元、人民幣及歐元為貨幣單位。於二零一三年十二月三十一日，本集團約72%之銀行貸款均為港元及美元貸款。所有銀行貸款均按目前市場息率支付利息。

Report of Directors 董事局報告

SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 20 to the consolidated financial statements.

RESERVES

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

DISTRIBUTABLE RESERVES

As at 31 December 2013, the Company's reserves available for distribution to shareholders calculated in accordance with the Companies Act 1981 of Bermuda amounted to HK\$275,164,000 (2012: HK\$836,751,000).

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Bye-laws although there is no statutory restriction against the granting of such rights under the laws of Bermuda.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2013.

SHARE OPTION SCHEMES

The share option schemes were adopted by the Company on 6 June 2002 ("2002 Option Scheme") and 8 June 2011 ("2011 Option Scheme") respectively, certain options were granted to subscribe for new ordinary shares of the Company under 2002 Option Scheme, and such options were expired and lapsed on 6 October 2013. Details of which are set out as follows:

(A) 2002 Option Scheme

(I) Summary of terms of 2002 Option Scheme

(i) Purpose of 2002 Option Scheme

The purpose of 2002 Option Scheme was to provide incentives to Participants (as stated in paragraph (ii)) to contribute to the Group and to enable the Group to recruit high-calibre employees and attract resources that are valuable to the Group.

股本

本公司股本於本年度之變動情況詳列於綜合財務報表附註20。

儲備

本年度內儲備之變動情況詳列於綜合財務報表附註22。

可分派儲備

於二零一三年十二月三十一日，按照百慕達一九八一年公司法所計算，本公司可分派予股東之儲備為港幣275,164,000元(二零一二年：港幣836,751,000元)。

股份優先購買權

百慕達法律對授出股份優先購買權並無法定限制，本公司之章程細則亦無就授出該等權利作出規定。

購買、出售或贖回本公司上市證券

截至二零一三年十二月三十一日止年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

購股權計劃

本公司分別於二零零二年六月六日(「二零零二購股權計劃」)及於二零一一年六月八日採納購股權計劃(「二零一一年購股權計劃」)，並根據二零零二購股權計劃授出若干購股權以認購本公司新普通股股份，該等購股權已於二零一三年十月六日期滿及失效，其詳情如下：

(A) 二零零二購股權計劃

(I) 二零零二購股權計劃主要條款

(i) 二零零二購股權計劃之目的

二零零二購股權計劃旨在鼓勵參與者(見本文(ii)段)為本集團作出貢獻，及讓本集團得以羅致具才幹之僱員，以及吸納對本集團具價值之資源。

Report of Directors 董事局報告

SHARE OPTION SCHEMES (continued)

(A) 2002 Option Scheme (continued)

- (i) *Summary of terms of 2002 Option Scheme (continued)*
- (ii) Participants
- Any person being an employee, officer, buying agent, selling agent, consultant, sales representative or marketing representative of, or supplier or provider of goods or services to, the Group, including any executive or non-executive director of the Group.
- (iii) Maximum number of shares
- The limit on the total number of shares which might be issued upon exercise of all outstanding options granted and yet to be exercised under 2002 Option Scheme and any other share option schemes of any member of the Group must not exceed 30 per cent. of the number of issued shares from time to time. There are no option shares available for issue under 2002 Option Scheme upon its terms of expiry on 6 June 2012.
- (iv) Maximum entitlement of each Participant
- Unless approved by shareholders in general meeting, no Participant would be granted an option which would result in the total number of shares issued and to be issued upon exercise of all options granted and to be granted (including options exercised, cancelled and outstanding) to such Participant in any 12-month period up to and including the proposed date of grant for such options would exceed 1 per cent. of the number of shares in issue as at the proposed date of grant.
- (v) Option period
- An option might be exercised in accordance with the terms of 2002 Option Scheme at any time during a period of not exceeding 10 years to be notified by the Board to the grantee, such period to commence on the date of grant or such later date as the Board might determine and expiring on the last day of the said period. Under 2002 Option Scheme, the Board might, at its discretion, prescribe a minimum period for which an option must be held before it could be exercised.

購股權計劃(續)

(A) 二零零二購股權計劃(續)

- (i) 二零零二購股權計劃主要條款(續)
- (ii) 參與者
- 本集團僱員(包括本集團之執行董事或非執行董事)、主管、採購代理、銷售代理、顧問、銷售代表或市務代表或貨品或服務供應商或提供商。
- (iii) 股份數目上限
- 根據二零零二購股權計劃及本集團任何成員公司之任何其它購股權計劃授出而有待行使之全部尚未行使購股權獲行使後發行之股份總數限額，不可超逾不時已發行股份數目30%。自二零零二購股權計劃之條款於二零一二年六月六日到期後，二零零二購股權計劃再無可予發行之股份購股權。
- (iv) 每位參與者可獲授權益上限
- 除獲股東在股東大會上批准外，倘參與者於行使所有其已獲授予及將獲授予的購股權(包括已行使、已註銷及尚未行使的購股權)後，將令致其於截至及包括建議授出購股權之日止十二個月期間內已獲發行及可能發行之股份數目超逾建議授出該購股權當日已發行股份數目之1%，則不得向該參與者授出購股權。
- (v) 購股權期限
- 任何購股權均可於董事局通知承授人在不超過十年之期限內任何時間根據二零零二購股權計劃之條款予以行使，該段期限由授出購股權日期或董事局決定之較後日期起計，並於該期限最後一日終止。根據二零零二購股權計劃，董事局可酌情訂定購股權獲行使前須持有之最短期限。

Report of Directors 董事局報告

SHARE OPTION SCHEMES (continued)

(A) 2002 Option Scheme (continued)

(I) Summary of terms of 2002 Option Scheme (continued)

(vi) Payment on acceptance of option

HK\$1.00 in cash was payable by the Participant who accepted the grant of an option in accordance with the terms of 2002 Option Scheme on acceptance of the grant of an option.

(vii) Subscription price

The subscription price for the shares under the options to be granted under 2002 Option Scheme would be a price determined by the Board and notified to a Participant at the time the grant of the options was made to (and subject to acceptance by) the Participant and would be at least the highest of: (a) the closing price of the shares as stated in the daily quotation sheets of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on the date of the grant (subject to acceptance) of the option, which must be a business day; (b) the average closing price of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of the grant (subject to acceptance) of the option; and (c) the nominal value of the shares.

(viii) The life of 2002 Option Scheme

2002 Option Scheme was valid and effective for a period of ten years commencing on 6 June 2002, after which period no further options would be granted nor accepted but the provisions of 2002 Option Scheme remained in full force and effect in all other respects.

購股權計劃(續)

(A) 二零零二購股權計劃(續)

(I) 二零零二購股權計劃主要條款(續)

(vi) 接納購股權須付款額

根據二零零二購股權計劃條款接納獲授購股權之參與者，在接納購股權時，須繳付現金港幣1元。

(vii) 認購價

根據二零零二購股權計劃授出之購股權項下股份之認購價，將由董事局釐定及於授予(有待接受)參與者該購股權時知會各參與者，並最少為下列價格中之最高者：(a) 股份在授出(有待接受)購股權當日(必須為營業日)在香港聯合交易所有限公司(「聯交所」)每日報價表所列之收市價；(b) 股份在緊接授出(有待接受)購股權之日期前五個營業日，在聯交所每日報價表所列之平均收市價；及(c) 股份之面值。

(viii) 二零零二購股權計劃之限期

二零零二購股權計劃之有效期由二零零二年六月六日起計，為期十年，其後將不得再授出或接納任何購股權，惟二零零二購股權計劃之條文在其它各方面將仍具有十足效力。

Report of Directors 董事局報告

SHARE OPTION SCHEMES (continued)

(A) 2002 Option Scheme (continued)

(II) Movements of share options under 2002 Option Scheme:

	Date of grant	Exercise price per share	Exercise period		outstanding as at 01/01/2013	Number of share options			lapsed during the year	outstanding as at 31/12/2013
			from	until		granted during the year	exercised during the year	cancelled during the year		
	授出日期	每股行使價 HK\$ 港幣	由	至	於 01/01/2013 時尚未行使	年內授出	年內行使	年內註銷	年內失效	於 31/12/2013 時尚未行使
(i) Directors										
董事										
CHAN Shing	06/07/2010	0.5	06/10/2010	05/10/2013	1,540,000	-	-	-	(1,540,000)	-
陳城			06/10/2011	05/10/2013	1,540,000	-	-	-	(1,540,000)	-
			06/10/2012	05/10/2013	1,320,000	-	-	-	(1,320,000)	-
SIT Hoi Tung	06/07/2010	0.5	06/10/2010	05/10/2013	1,540,000	-	-	-	(1,540,000)	-
薛海東			06/10/2011	05/10/2013	1,540,000	-	-	-	(1,540,000)	-
			06/10/2012	05/10/2013	1,320,000	-	-	-	(1,320,000)	-
YANG Dawei	06/07/2010	0.5	06/10/2010	05/10/2013	630,000	-	-	-	(630,000)	-
楊大偉			06/10/2011	05/10/2013	630,000	-	-	-	(630,000)	-
			06/10/2012	05/10/2013	540,000	-	-	-	(540,000)	-
LAU Ting	06/07/2010	0.5	06/10/2010	05/10/2013	1,540,000	-	-	-	(1,540,000)	-
劉婷			06/10/2011	05/10/2013	1,540,000	-	-	-	(1,540,000)	-
			06/10/2012	05/10/2013	1,320,000	-	-	-	(1,320,000)	-
TUNG Pui Shan, Virginia	06/07/2010	0.5	06/10/2010	05/10/2013	1,540,000	-	-	-	(1,540,000)	-
董佩珊			06/10/2011	05/10/2013	1,540,000	-	-	-	(1,540,000)	-
			06/10/2012	05/10/2013	1,320,000	-	-	-	(1,320,000)	-
KWOK Wai Lam	06/07/2010	0.5	06/10/2010	05/10/2013	1,540,000	-	-	-	(1,540,000)	-
郭偉霖			06/10/2011	05/10/2013	1,540,000	-	-	-	(1,540,000)	-
			06/10/2012	05/10/2013	1,320,000	-	-	-	(1,320,000)	-
YIN Mark (Note)	06/07/2010	0.5	06/10/2010	05/10/2013	1,540,000	-	-	-	(1,540,000)	-
尹虹(附註)			06/10/2011	05/10/2013	1,540,000	-	-	-	(1,540,000)	-
			06/10/2012	05/10/2013	1,320,000	-	-	-	(1,320,000)	-
SHAM Kai Man	06/07/2010	0.5	06/10/2010	05/10/2013	1,540,000	-	-	-	(1,540,000)	-
岑啟文			06/10/2011	05/10/2013	1,540,000	-	-	-	(1,540,000)	-
			06/10/2012	05/10/2013	1,320,000	-	-	-	(1,320,000)	-
CUI Shu Ming	06/07/2010	0.5	06/10/2010	05/10/2013	630,000	-	-	-	(630,000)	-
崔書明			06/10/2011	05/10/2013	630,000	-	-	-	(630,000)	-
			06/10/2012	05/10/2013	540,000	-	-	-	(540,000)	-
HUANG Shenglan	06/07/2010	0.5	06/10/2010	05/10/2013	630,000	-	-	-	(630,000)	-
黃勝藍			06/10/2011	05/10/2013	630,000	-	-	-	(630,000)	-
			06/10/2012	05/10/2013	540,000	-	-	-	(540,000)	-
(ii) Continuous contract employees	06/07/2010	0.5	06/10/2010	05/10/2013	15,400,000	-	-	-	(15,400,000)	-
連續合約僱員			06/10/2011	05/10/2013	15,400,000	-	-	-	(15,400,000)	-
			06/10/2012	05/10/2013	13,200,000	-	-	-	(13,200,000)	-
Total:					80,200,000	-	-	-	(80,200,000)	-
總數 :										

Note: Mr. YIN Mark resigned as a Director of the Company on 12 March 2014.

附註：尹虹先生於二零一四年三月十二日辭任本公司董事。

Report of Directors 董事局報告

SHARE OPTION SCHEMES (continued)

(B) 2011 Option Scheme

(I) Summary of terms of 2011 Option Scheme

(i) Purpose of 2011 Option Scheme

The purpose of 2011 Option Scheme is to provide incentives or rewards to Participants (as stated in paragraph (ii)) for the contribution to the Group and to enable the Group to recruit and retain high-calibre employees and other personnel that are valuable to the Group.

(ii) Participants

Any individual being an employee (whether full-time or part-time), officer, buying agent, selling agent, consultant, sales representative or marketing representative of, or supplier or provider of goods or services to, the Company or any of its subsidiaries, including any executive or non-executive director of the Company or any of its subsidiaries, who satisfies the criteria set out in 2011 Option Scheme.

(iii) Maximum number of shares

The limit on the total number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under 2011 Option Scheme, together with all outstanding options granted and yet to be exercised under any other share option schemes of the Company and/or any subsidiary must not exceed 30 per cent. of the number of issued shares from time to time. The total number of shares available for issue under 2011 Option Scheme as at the date of this report is 487,535,968 shares, representing approximately 10.63 per cent. of the issued share capital of the Company as of that date.

購股權計劃(續)

(B) 二零一一購股權計劃

(I) 二零一一購股權計劃主要條款

(i) 二零一一購股權計劃之目的

二零一一購股權計劃的宗旨是鼓勵參與者(見本文(ii)段)為本集團作出貢獻而提供之獎勵或報酬,以及令本集團招攬及挽留對本集團具有重要價值的高質素僱員及其它人士。

(ii) 參與者

需符合載列於二零一一購股權計劃準則之任何人士,為本公司或其任何附屬公司之僱員(不論是全職或兼職)、主管、採購代理、銷售代理、顧問、銷售代表或市場代表或貨品或服務供應商或提供商,(包括本公司或其任何附屬公司之執行董事或非執行董事)。

(iii) 股份數目上限

根據二零一一購股權計劃與及本公司及/或任何附屬公司之任何其它購股權計劃授出而有待行使之全部尚未行使購股權獲行使後發行之股份總數限額,不可超逾不時已發行股份數目30%。於本報告日期,根據二零一一購股權計劃可予發行之股份數量為487,535,968股,相等於當日本公司已發行股本約10.63%。

Report of Directors 董事局報告

SHARE OPTION SCHEMES (continued)

(B) 2011 Option Scheme (continued)

(I) Summary of terms of 2011 Option Scheme (continued)

(iv) Maximum entitlement of each Participant

Unless approved by shareholders in general meeting, no Participant shall be granted an option which would result in the total number of shares issued and to be issued upon exercise of all options granted and to be granted (including options exercised, cancelled and outstanding) to such Participant in any 12-month period immediately preceding the proposed date of grant for such options would exceed 1 per cent. of the number of shares in issue as at the proposed date of grant.

(v) Option period

An option may be exercised in accordance with the terms of 2011 Option Scheme at any time during a period of not exceeding 10 years to be notified by the Board to the grantee, such period to commence on the date of grant or such later date as the Board may determine and expiring on the last day of the said period. Under 2011 Option Scheme, the Board may, at its discretion, prescribe a minimum period for which an option must be held before it can be exercised.

(vi) Payment on acceptance of option

HK\$1.00 in cash is payable by the Participant who accepts the grant of an option in accordance with the terms of 2011 Option Scheme on acceptance of the grant of an option.

購股權計劃(續)

(B) 二零一一購股權計劃(續)

(I) 二零一一購股權計劃主要條款(續)

(iv) 每位參與者可獲授權益上限

除獲股東在股東大會上批准外，倘參與者於行使所有其已獲授予及將獲授予的購股權(包括已行使、已註銷及尚未行使的購股權)後，將令致其於緊接建議授出購股權日期前十二個月期間內已獲發行及可能發行之股份數目超逾建議授出該購股權當日已發行股份數目之1%，則不得向該參與者授出購股權。

(v) 購股權期限

任何購股權均可於董事局通知承授人在不超過十年之期限內任何時間根據二零一一購股權計劃之條款予以行使，該段期限由授出購股權日期或董事局決定之較後日期起計，並於該期限最後一日終止。根據二零一一購股權計劃，董事局可酌情訂定購股權獲行使前須持有之最短期限。

(vi) 接納購股權須付款額

根據二零一一購股權計劃條款接納獲授購股權之參與者，在接納購股權時，須繳付現金港幣1元。

Report of Directors 董事局報告

SHARE OPTION SCHEMES (continued)

(B) 2011 Option Scheme (continued)

(I) Summary of terms of 2011 Option Scheme (continued)

(vii) Subscription price

The subscription price for the shares under the options to be granted under 2011 Option Scheme will be a price determined by the Board and notified to a Participant at the time the grant of the options is made to (and subject to acceptance by) the Participant and will be at least the highest of: (a) the closing price of the shares as stated in the daily quotation sheets of the Stock Exchange on the date of the grant (subject to acceptance) of the option, which must be a business day; (b) the average closing price of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of the grant (subject to acceptance) of the option; and (c) the nominal value of the shares.

(viii) The life of 2011 Option Scheme

2011 Option Scheme shall be valid and effective for a period of ten years commencing from 8 June 2011, after which period no further options will be granted nor accepted but the provisions of 2011 Option Scheme shall remain in full force and effect in all other respects.

(II) No options had been granted, exercised, cancelled nor lapsed under 2011 Option Scheme since its adoption on 8 June 2011.

購股權計劃(續)

(B) 二零一一購股權計劃(續)

(I) 二零一一購股權計劃主要條款(續)

(vii) 認購價

根據二零一一購股權計劃授出之購股權項下股份之認購價，將由董事局釐定及於授予(有待接受)參與者該購股權時知會各參與者，並最少為下列價格中之最高者：(a) 股份在授出(有待接受)購股權當日(必須為營業日)在聯交所每日報價表所列之收市價；(b) 股份在緊接授出(有待接受)購股權之日期前五個營業日，在聯交所每日報價表所列之平均收市價；及(c) 股份之面值。

(viii) 二零一一購股權計劃之限期

二零一一購股權計劃之有效期由二零一一年六月八日起計，為期十年，其後將不得再授出或接納任何購股權，惟二零一一購股權計劃之條文在其它各方面將仍具有十足效力。

(II) 自二零一一購股權計劃於二零一一年六月八日被採納至今，概無根據二零一一購股權計劃授出購股權，亦無購股權獲行使、被註銷或失效。

Report of Directors 董事局報告

DIRECTORS

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

Executive Directors

Mr. CHAN Shing
Mr. SIT Hoi Tung
Mr. YANG Dawei
Ms. LAU Ting
Ms. TUNG Pui Shan, Virginia
Mr. KWOK Wai Lam
Mr. YIN Mark (*resigned on 12 March 2014*)
Mr. SHAM Kai Man

Independent Non-Executive Directors

Mr. CUI Shu Ming
Mr. HUANG Shenglan
Mr. CHAN Ming Fai
Mr. CHIANG Bun

In accordance with bye-law 85 of the Bye-laws of the Company, Messrs. KWOK Wai Lam, CUI Shu Ming and CHAN Ming Fai shall retire from office at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

Biographical details of the Directors of the Company are set out on pages 9 to 11.

董事

本公司於本年度內至本報告刊行日期止之董事詳列如下：

執行董事

陳城先生
薛海東先生
楊大偉先生
劉婷女士
董佩珊女士
郭偉霖先生
尹虹先生(於二零一四年三月十二日辭任)
岑啟文先生

獨立非執行董事

崔書明先生
黃勝藍先生
陳明輝先生
蔣斌先生

依據本公司之章程細則第85條之規定，郭偉霖先生、崔書明先生及陳明輝先生於應屆股東週年大會上告退，惟彼等均願意膺選連任。

本公司董事之簡歷載列於第9頁至第11頁。

Report of Directors 董事局報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2013, the interests and short positions of the Directors and chief executive of the Company (including those interests and short positions which were taken or deemed to have interests and short positions under the provisions of the Securities and Futures Ordinance (the "SFO")) in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, were as follows:

董事及行政總裁於股份、相關股份及債券證中擁有的權益及淡倉

於二零一三年十二月三十一日，根據本公司按照證券及期貨條例（「證券及期貨條例」）第352條所規定須予備存的登記冊所載，或如依據上市公司董事進行證券交易的標準守則通知本公司及聯交所，本公司各董事及行政總裁於本公司或其任何相關法團（定義見證券及期貨條例第XV部）股份、相關股份及債券證中擁有或按照證券及期貨條例被視為擁有的權益及淡倉，詳情如下：

Interests in Shares and Underlying Shares of the Company 本公司股份及相關股份權益

Number of ordinary shares & underlying shares 普通股股份及相關股份數目

Name of Director	Personal Interests	Family Interests	Corporate Interests	Total	Approximate percentage in the Company's issued share capital 約佔本公司已發行股本百分比
董事姓名	個人權益	家族權益	公司權益	總數	
CHAN Shing 陳城	111,074,521 (L)	104,042,601 (L) (Note 1) (附註1)	1,729,266,037 (L) 1,406,427,301 (S) (Notes 2 & 3) (附註2及3)	1,944,383,159 (L) 1,406,427,301 (S) (Note 3) (附註3)	42.39% (L) 30.66% (S)
SIT Hoi Tung 薛海東	4,413,869 (L)	–	–	4,413,869 (L)	0.10% (L)
LAU Ting 劉婷	104,042,601 (L)	111,074,521 (L) (Note 4) (附註4)	1,729,266,037 (L) 1,406,427,301 (S) (Notes 2 & 3) (附註2及3)	1,944,383,159 (L) 1,406,427,301 (S) (Note 3) (附註3)	42.39% (L) 30.66% (S)
TUNG Pui Shan, Virginia 董佩珊	21,725,226 (L)	110,000 (L)	7,104,000 (L) (Note 5) (附註5)	28,939,226 (L)	0.63% (L)

Report of Directors 董事局報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (continued)

Interests in Shares and Underlying Shares of the Company (continued)

Notes:

1. These interests were held by Ms. LAU Ting, the spouse of Mr. CHAN Shing.
2. 1,290,961,336 shares were held by Glory Add Limited ("Glory Add"), a wholly-owned subsidiary of Favor King Limited (a company which is wholly-owned by Mr. CHAN Shing and Ms. LAU Ting). 226,403,853 shares were held by Hang Sing Overseas Limited ("Hang Sing") which is owned as to 51% by Orient Strength Limited ("Orient Strength"), a company which is wholly-owned by Ms. LAU Ting. 211,900,848 shares were held by Strong Purpose Corporation, a company which is wholly-owned by Mr. CHAN Shing and Ms. LAU Ting.
3. As the interests of each of Mr. CHAN Shing and Ms. LAU Ting are deemed to be the interests of each other, the figures referred to the same shares.
4. These interests were held by Mr. CHAN Shing, the spouse of Ms. LAU Ting.
5. 7,104,000 shares were owned by Focus Cheer Consultants Limited, a company which is wholly-owned by Ms. TUNG Pui Shan, Virginia.
6. The letter "L" denotes long position and the letter "S" denotes short position.

Save as otherwise disclosed above, as at 31 December 2013, none of the Directors or chief executive of the Company had, or were deemed under the SFO to have, any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be recorded in the register kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

董事及行政總裁於股份、相關股份及債券證中擁有的權益及淡倉(續)

本公司股份及相關股份權益(續)

附註：

1. 此等權益由劉婷女士擁有。劉婷女士為陳城先生之配偶。
2. 1,290,961,336股由陳城先生及劉婷女士全資擁有的Favor King Limited透過其全資附屬公司Glory Add Limited(「Glory Add」)持有。226,403,853股由Hang Sing Overseas Limited(「Hang Sing」)持有，Orient Strength Limited(「Orient Strength」)持有Hang Sing 51%權益，而劉婷女士則全資擁有Orient Strength。211,900,848股由Strong Purpose Corporation持有，陳城先生及劉婷女士全資擁有Strong Purpose Corporation。
3. 由於陳城先生及劉婷女士之權益被視為彼此的權益，故所列數字指相同的股份。
4. 此等權益由陳城先生擁有。陳城先生為劉婷女士之配偶。
5. 7,104,000股由董佩珊女士全資擁有之公司Focus Cheer Consultants Limited持有。
6. 「L」表示好倉；「S」表示淡倉。

除上文所披露者外，於二零一三年十二月三十一日，本公司各董事或行政總裁概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券證中擁有或按照證券及期貨條例被視為擁有任何權益或淡倉記錄在按照證券及期貨條例第352條所規定須備存之登記冊內，或須如依據上市公司董事進行證券交易的標準守則通知本公司及聯交所。

Report of Directors 董事局報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2013, according to the register required to be kept by the Company under Section 336 of the SFO, the following persons (other than the Directors and chief executive of the Company) had interests and short positions in the shares and underlying shares of the Company:

Interests in Shares and Underlying Shares

Name of shareholder 股東名稱	Nature of interest 權益性質	Number of ordinary shares & underlying shares 普通股股份及相關股份數目	Approximate percentage in the Company's issued share capital 約佔本公司已發行股本百分比	Note 附註
Favor King Limited	Corporate company 公司	1,290,961,336 (L) 1,290,961,336 (S)	28.15% (L) 28.15% (S)	1
CHAN Wing Kwai 陳榮貴	Corporate company 公司	825,600,000 (L) 271,000,000 (S)	18.00% (L) 5.91% (S)	2
China Carrie Enterprises (Hong Kong) Limited 中國凱利實業(香港)有限公司	Beneficiary 實益	271,000,000 (L)	5.91% (L)	
Lucky Creation Limited 瑞建有限公司	Beneficiary 實益	825,600,000 (L) 271,000,000 (S)	18.00% (L) 5.91% (S)	2
Unigreat Holding Limited	Beneficiary 實益	262,610,000 (L)	5.73% (L)	

Notes:

- These interests were held by Glory Add, a company which is wholly-owned by Favor King Limited. Favor King Limited is wholly-owned by Mr. CHAN Shing and Ms. LAU Ting.
- These interests were underlying shares held by Lucky Creation Limited, a company which is wholly-owned by Mr. CHAN Wing Kwai.
- The letter "L" denotes long position and the letter "S" denotes short position.

主要股東於股份及相關股份中擁有的權益及淡倉

於二零一三年十二月三十一日，根據本公司按照證券及期貨條例第336條所規定須予備存之登記冊所載，以下人士(本公司董事及行政總裁除外)於本公司股份及相關股份中擁有權益及淡倉：

股份及相關股份權益

Name of shareholder 股東名稱	Nature of interest 權益性質	Number of ordinary shares & underlying shares 普通股股份及相關股份數目	Approximate percentage in the Company's issued share capital 約佔本公司已發行股本百分比	Note 附註
Favor King Limited	Corporate company 公司	1,290,961,336 (L) 1,290,961,336 (S)	28.15% (L) 28.15% (S)	1
CHAN Wing Kwai 陳榮貴	Corporate company 公司	825,600,000 (L) 271,000,000 (S)	18.00% (L) 5.91% (S)	2
China Carrie Enterprises (Hong Kong) Limited 中國凱利實業(香港)有限公司	Beneficiary 實益	271,000,000 (L)	5.91% (L)	
Lucky Creation Limited 瑞建有限公司	Beneficiary 實益	825,600,000 (L) 271,000,000 (S)	18.00% (L) 5.91% (S)	2
Unigreat Holding Limited	Beneficiary 實益	262,610,000 (L)	5.73% (L)	

附註：

- 此等權益由Favor King Limited全資擁有之公司Glory Add擁有。陳城先生及劉婷女士全資擁有Favor King Limited。
- 此等權益為相關股份，由陳榮貴先生全資擁有之公司瑞建有限公司擁有。
- [L]表示好倉；[S]表示淡倉。

Save as disclosed above, as at 31 December 2013, there was no person (other than the Directors and chief executive of the Company) who had an interest or short position in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO and/or who were directly or indirectly interested in 5% or more of the issued share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group.

除上文所披露者外，於二零一三年十二月三十一日，概無任何人士(本公司董事及行政總裁除外)於本公司股份及相關股份中擁有權益或淡倉記錄於按照證券及期貨條例第336條所存置的登記冊內，及／或直接或間接地持有已發行股本面值的5%或以上權益，並可於任何情況下，有權在本集團任何其它成員公司的股東大會上投票的權益。

Report of Directors 董事局報告

PLACING

Pursuant to the placing agreement dated 17 April 2013 (the "Placing Agreement"), the Company allotted and issued an aggregate of 397,052,000 new ordinary shares of the Company on 26 April 2013 to at least six independent investors at a price of HK\$0.122 each under the general mandate granted to the Directors of the Company by its shareholders at the annual general meeting of the Company held on 6 June 2012. The closing price per share of the Company on 17 April 2013, being the date of the Placing Agreement, as quoted on the Stock Exchange was HK\$0.122. Net proceeds of approximately HK\$48 million raised was used as general working capital.

SUBSCRIPTION OF NEW SHARES

Pursuant to the subscription agreement dated 16 October 2013 (the "Subscription Agreement") entered into among the Company, Lucky Creation Limited (the "Subscriber") and Mr. CHAN Wing Kwai, the Subscriber's guarantor, the Subscriber agreed to subscribe for (within six months from 22 October 2013, the date on which the conditions precedent were fulfilled) and the Company agreed to issue and allot an aggregate of 825,600,000 new ordinary shares of the Company (the "Subscription Share(s)") at a price of HK\$0.26 each under the general mandate granted to the Directors of the Company by its shareholders at the annual general meeting of the Company held on 11 June 2013. The closing price per share of the Company on 16 October 2013, being the date of the Subscription Agreement, as quoted on the Stock Exchange was HK\$0.26.

The Subscriber may subscribe for all the Subscription Shares in one go or in two separate tranches within six months from 22 October 2013 pursuant to the terms of the Subscription Agreement. As at the date of this report, no Subscription Shares are issued nor allotted. Net proceeds of approximately HK\$215 million will be used for general working capital purposes.

MAJOR TRANSACTION – LAPSE OF THE PROPOSED DISPOSAL OF MAGNETITE IRON ORE MINING AND PROCESSING BUSINESSES IN THE PRC

On 31 August 2012, Burwill Minerals Limited ("BML"), a wholly-owned subsidiary of the Company, entered into the Sale and Purchase Agreement (the "Sale and Purchase Agreement") with Revenue Generator Limited (the "Purchaser") pursuant to which BML had conditionally agreed to sell and the Purchaser had conditionally agreed to acquire 70.12% of the issued share capital of Tai Xin Minerals Limited, a non-wholly owned subsidiary of the Company.

On 31 May 2013, the Purchaser confirmed that it could not complete the financing for the consideration on or before 31 May 2013, a condition precedent under the Sale and Purchase Agreement. Accordingly, the Sale and Purchase Agreement had lapsed.

配售

根據二零一三年四月十七日之配售協議(「配售協議」)，本公司已於二零一三年四月二十六日，根據股東於二零一二年六月六日舉行之本公司股東週年大會上授予董事之一般性授權，按每股港幣0.122元的價格配發及發行合共397,052,000股本公司新普通股予至少六名獨立投資者。於二零一三年四月十七日(即配售協議日期)聯交所所報的本公司股份收市價為每股港幣0.122元。所得款項淨額約港幣4,800萬元用作一般營運資金。

認購新股份

根據二零一三年十月十六日本公司與瑞建有限公司(「認購方」)及認購方擔保人陳榮貴先生簽訂的股份認購協議(「股份認購協議」)，本公司同意根據股東於二零一三年六月十一日舉行之本公司股東週年大會上授予董事之一般性授權，按每股港幣0.26元的價格發行及配發合共825,600,000股本公司新普通股(「認購股份」)，並且認購方同意(於二零一三年十月二十二日(先決條件獲滿足日期)起六個月內)以該協定條款認購認購股份。於二零一三年十月十六日(即股份認購協議日期)聯交所所報的本公司股份收市價為每股港幣0.26元。

認購方可根據股份認購協議條款於二零一三年十月二十二日起六個月內一次性或分兩次認購全部認購股份。於本報告日期，概無認購股份獲發行或配發。所得款項淨額約港幣2.15億元擬用作一般營運資金。

主要交易 – 建議出售中國磁鐵礦開採加工業務失效

於二零一二年八月三十一日，本公司全資附屬公司寶威礦業有限公司(「寶威礦業」)與Revenue Generator Limited(「買方」)訂立股份買賣協議(「股份買賣協議」)，據此寶威礦業有條件地同意出售及買方有條件地同意購買本公司非全資附屬公司Tai Xin Minerals Limited 70.12%已發行股本。

買方於二零一三年五月三十一日確認彼未能於二零一三年五月三十一日或以前完成對代價款的融資(股份買賣協議項下先決條件之一)。據此，股份買賣協議即告失效。

Report of Directors 董事局報告

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than the share option schemes of the Company disclosed above, at no time during the year was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

SERVICE CONTRACTS WITH DIRECTORS

Each of the Executive Directors of the Company has entered into a service contract with the Company with no specific term of office or for an initial term of two years (subject to individual contract) from the date of appointment and will continue thereafter, until terminated by not less than one to six months (subject to individual contract) notice in writing served by either party on the other. Each of the Independent Non-Executive Directors of the Company has entered into a service contract with the Company for an initial term of three years which is renewable for another three years and can be terminated by notice in writing served by either party on the other.

None of the Directors offering themselves for re-election at the forthcoming annual general meeting has an unexpired service contract with the Company which is not determinable by the Company within one year without payment of compensation other than statutory compensation.

OTHER INFORMATION DISCLOSED PURSUANT TO RULE 13.51B(1) OF LISTING RULES

On 1 March 2014, the annual salaries of each of Messrs. CHAN Shing, SIT Hoi Tung, LAU Ting, TUNG Pui Shan, Virginia, KWOK Wai Lam and SHAM Kai Man, Executive Directors of the Company, were increased by approximately 4.8%.

The Director's fee of Mr. CUI Shu Ming, an Independent Non-Executive Director of the Company, was fixed at HK\$35,000 per month with effect from 1 March 2014.

Mr. HUANG Shenglan resigned as an independent non-executive director of Symphony Holdings Limited with effect from 27 November 2013.

認購股份或債券之安排

除本公司購股權計劃外，本年度內本公司、其控股公司、或其附屬公司或同系附屬公司並無作出任何安排使本公司董事從認購本公司或其它機構之股份或債券獲取利益。

董事之服務合約

本公司各執行董事均已與本公司訂立服務合約，合約無指定任期或自委任日期起初步為期兩年(視乎其個別合約)，其後將一直生效直至任何一方向另一方發出不少於一至六個月(視乎其個別合約)書面通知終止為止。本公司各獨立非執行董事已與本公司訂立服務合約，合約自生效日期起初步為期三年可再續期三年，任何一方向另一方發出書面通知可終止合約。

於應屆股東週年大會上擬重選連任之董事，概無與本公司訂立任何本公司不可於一年內免付賠償(法定賠償除外)予以終止之服務合約。

其它根據上市規則第13.51B(1)條披露之資料

於二零一四年三月一日起，執行董事陳城先生、薛海東先生、劉婷女士、董佩珊女士、郭偉霖先生及岑啟文先生之年薪調整增加約4.8%。

於二零一四年三月一日起，獨立非執行董事崔書明先生之董事袍金釐定為每月港幣35,000元。

黃勝藍先生於二零一三年十一月二十七日起辭任新豐集團有限公司之獨立非執行董事。

Report of Directors 董事局報告

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in the consolidated financial statements, there was no contracts of significance (as defined in Note 15 of Appendix 16 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules")) in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which any of the Company's Directors or members of its management had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during 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.

EMPLOYEES RETIREMENT BENEFIT

Details of the retirement benefit schemes of the Group and the employees' retirement benefit costs charged to the consolidated income statement for the year are set out in note 29 to the consolidated financial statements.

FIVE YEARS' FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the last five financial years is set out on page 164.

SUFFICIENCY OF PUBLIC FLOAT

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

AUDIT COMMITTEE

The Company has established an Audit Committee which comprises three Independent Non-Executive Directors of the Company, Mr. CUI Shu Ming, Mr. HUANG Shenglan and Mr. CHAN Ming Fai. The Audit Committee has reviewed and discussed with the management the accounting principles and practices adopted by the Group and auditing, internal controls and financial reporting matters. The audited financial statements of the Group for the year ended 31 December 2013 have been reviewed by the Audit Committee.

董事於合約之權益

除於綜合財務報表所披露者外，本公司董事或管理層成員概無與本公司或任何其附屬公司於年終時或於年內訂立，且對本集團業務而言屬重大合約（定義見聯交所證券上市規則（「上市規則」）附錄十六第15條），亦概無直接或間接擁有任何重大權益。

管理合約

於年度內並無訂立或存有任何與本公司業務全部或主要部份相關之行政及管理合約。

僱員退休福利

本集團退休福利計劃詳情及計入年度內綜合損益表之僱員退休福利費用，載於綜合財務報表附註29。

五年財務概要

本集團過去五個財政年度之業績、資產及負債概要刊載於第164頁。

公眾持股量之足夠性

根據本公司可從公開途徑取得之資料，並據董事所知，本公司維持上市規則所定之公眾持股量。

審核委員會

本公司已成立審核委員會，由三位獨立非執行董事崔書明先生、黃勝藍先生及陳明輝先生組成。審核委員會已與管理層審閱及討論本集團採用之會計政策及慣例，以及審計、內部監控及財務申報事宜。截至二零一三年十二月三十一日止年度本集團經審核財務報表已經由審核委員會審閱。



Report of Directors 董事局報告

AUDITORS

The accounts for the years ended 31 December 2012 and 2013 were audited by HLB Hodgson Impey Cheng Limited whose term of office will expire upon the annual general meeting. A resolution for the re-appointment of HLB Hodgson Impey Cheng Limited as auditors of the Company for the subsequent year is to be proposed at the forthcoming annual general meeting.

The accounts for the year ended 31 December 2011 were audited by HLB Hodgson Impey Cheng. In March 2012, the practice of HLB Hodgson Impey Cheng was reorganised as HLB Hodgson Impey Cheng Limited. Save for the above, there has been no change in auditors of the Company in any of the preceding three years.

On behalf of the Board
CHAN Shing
Chairman

Hong Kong, 28 March 2014

核數師

截至二零一二年及二零一三年十二月三十一日止年度之帳目經由國衛會計師事務所有限公司審核，彼於即將舉行之股東週年大會上任滿。本公司將於即將舉行之股東週年大會上提呈一項決議案委任國衛會計師事務所有限公司為本公司來年之核數師。

截至二零一一年十二月三十一日止年度之帳目經由國衛會計師事務所審核。國衛會計師事務所於二零一二年三月重組為國衛會計師事務所有限公司。除上文所述外，本公司在過去三年中並沒有轉換核數師。

董事局代表
主席
陳城

香港，二零一四年三月二十八日

Corporate Governance Report 企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Directors believe that good corporate governance is an essential element in enhancing the confidence of shareholders, investors, employees, business partners and the community as a whole and also the performance of the Group. The board of Directors of the Company (the "Board") reviews the corporate governance structure and practices from time to time and makes necessary arrangements to ensure business activities and decision making processes are made in a proper and prudent manner.

In the opinion of the Directors, the Company has complied with all the applicable code provisions of the Corporate Governance Code (the "Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") for the year ended 31 December 2013, except for the deviations as disclosed in this report.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 of the Listing Rules as its code of conduct for dealings in securities of the Company by the Directors. Having made specific enquiry of all Directors, all Directors confirmed that they have complied with the required standard set out in the Model Code throughout the year.

BOARD OF DIRECTORS

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

Executive Directors

Mr. CHAN Shing (*Chairman and Managing Director*)
Mr. SIT Hoi Tung (*Deputy General Manager*)
Mr. YANG Dawei
Ms. LAU Ting
Ms. TUNG Pui Shan, Virginia
Mr. KWOK Wai Lam
Mr. YIN Mark (*resigned on 12 March 2014*)
Mr. SHAM Kai Man

Independent Non-Executive Directors

Mr. CUI Shu Ming
Mr. HUANG Shenglan
Mr. CHAN Ming Fai
Mr. CHIANG Bun

企業管治常規

董事相信，優秀的企業管治是對加強股東、投資者、員工、業務夥伴及公眾人士對公司的信心及提升集團表現的重要元素。本公司董事局（「董事局」）不時審閱企業管治架構及措施，確保業務及決策過程適當及審慎地進行。

除本報告所述有關偏離外，董事認為，本公司於截至二零一三年十二月三十一日止年度內一直遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四所載企業管治守則（「守則」）所有適用守則條文。

董事的證券交易

本公司採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」）為本公司之董事證券交易行為守則。在向所有董事作出特定查詢後，所有董事均確認彼等於年度內已遵守標準守則所載之規定標準。

董事局

本年度內及至本報告日期，本公司董事包括：

執行董事

陳城先生（*主席兼董事總經理*）
薛海東先生（*副總經理*）
楊大偉先生
劉婷女士
董佩珊女士
郭偉霖先生
尹虹先生（*於二零一四年三月十二日辭任*）
岑啟文先生

獨立非執行董事

崔書明先生
黃勝藍先生
陳明輝先生
蔣斌先生

Corporate Governance Report 企業管治報告

BOARD OF DIRECTORS (continued)

As at the date of this report, the Board comprised eleven Directors, seven of whom are Executive Directors (including the Chairman) and four of whom are Independent Non-Executive Directors. Details of backgrounds and qualifications of each Director are set out in the section headed "Biographies of Directors" of this annual report. The Company has arranged appropriate insurance cover in respect of legal actions against the Directors.

The Board is responsible for the overall strategic development of the Group and determining policies and practices on the Company's corporate governance. It also monitors the financial performance and the internal controls of the Group's business operations. Executive Directors are responsible for running the Group and executing the strategies adopted by the Board. The day-to-day running of the Company is delegated to the management with department heads responsible for different aspects of the businesses/functions.

The Non-Executive Directors (including the Independent Non-Executive Directors) serve the relevant function of bringing independent judgement on the development, performance and risk management of the Group through their contributions in board meetings.

The Board considers that each Independent Non-Executive Director of the Company is independent in character and judgement. The Company has received from each Independent Non-executive Director a written confirmation of his independence pursuant to Rule 3.13 of the Listing Rules.

The Board meets regularly to discuss the Group's business development, operation and financial performance. Notice of at least 14 days is given to all Directors for all regular board meetings to give all Directors an opportunity to attend. All regular board meetings adhere to a formal agenda in which a schedule of matters is addressed to the Board. All Directors have access to board papers and related materials, and are provided with adequate information which enables the Board to make an informed decision on the matters to be discussed and considered at the board meetings. Minutes of board meetings are kept by the Company Secretary and are open for inspection at any reasonable time on reasonable notice by any Director.

董事局(續)

於本報告日期，董事局由十一名董事組成，七名為執行董事(包括主席)及四名為獨立非執行董事。有關各董事之背景及資歷於本年報標題為「董事簡歷」一節中載述。本公司已向董事提供適當的法律訴訟保險安排。

董事局負責本集團的整體發展策略及釐定本公司企業管治政策及常規，並同時監察集團財務表現及業務營運之內部監控。執行董事負責集團之運作及執行董事局採納之政策。本公司日常營運則授權管理層管理，各部門主管負責不同範疇之業務／職能。

非執行董事(包括獨立非執行董事)擔當相關職能，透過參與董事局會議為董事局在集團發展、表現及風險管理方面給予獨立意見。

董事局認為各獨立非執行董事之行動及判斷均屬獨立。本公司已接獲各獨立非執行董事之確認書，確認彼等符合上市規則第3.13條所載有關獨立性之規定。

董事局定期舉行會議，討論本集團的發展、營運表現及財務狀況。就董事局所有定期會議，全體董事均會獲發最少十四天通知，以讓所有董事皆有機會騰空出席。所有定期董事局會議均設有正式議程，具體列出待議事項。所有董事均有權查閱董事局文件及有關素材，並會及時獲提供充分資料，使董事局可就提呈會議的事項作出知情決定。董事局會議記錄由公司秘書備存，任何董事可在發出合理通知下於任何合理時段查閱董事局會議記錄。

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BOARD OF DIRECTORS (continued)

To the best knowledge of the Directors, there is no financial, business and family relationship among the members of the Board except that Ms. LAU Ting is the spouse of Mr. CHAN Shing.

Pursuant to the Code provision A.6.5, Directors should participate in continuous professional development to develop and refresh their knowledge and skills, so they can ensure that their contribution to the Board remains informed and relevant.

The Company Secretary reports from time to time the latest changes and development of the Listing Rules, corporate governance practices and other regulatory regime to the Directors with written materials, as well as recommended some seminars on the professional knowledge and latest development of regulatory requirements related to director's duties and responsibilities.

All Directors confirmed that they had complied with the Code provision A.6.5 by reading all materials provided by the Company Secretary and/or attending regular training launched by the professional bodies during the review period.

As stipulated in Code provision A.1.1, the board should meet regularly and board meetings should be held at least four times a year at approximately quarterly intervals with active participation, either in person or through other electronic means of communication, of a majority of directors entitled to be present. As the Company did not announce its quarterly results, two regular Board meetings were held during the year for reviewing and approving the interim and annual financial performance of the Group, which did not fully comply with the relevant Code provision. Board meetings will be held on other occasions when Board decisions are required.

董事局(續)

據董事所知悉，除劉婷女士為陳城先生之配偶外，董事局各成員之間並無財務、業務及親屬關係。

根據守則條文第A.6.5條，董事應參與持續專業發展，發展並更新其知識及技能，以確保其繼續在具備全面資訊及切合所需的情況下對董事局作出貢獻。

公司秘書不時向董事匯報上市規則、企業管治常規及其它規管制度的最新變動及發展，並提供書面素材，同時推薦一些專業知識及就有關董事職責及責任規管要求最新發展的研討會。

所有董事均確認彼等於回顧期內，藉閱讀所有由公司秘書提供之素材及／或出席由專業團體舉辦的定期培訓，已遵守守則條文第A.6.5條之規定。

根據守則條文第A.1.1條規定，董事局應定期開會，董事局會議應每年召開至少四次，大約每季一次，並有大部份有權出席會議的董事親身出席，或透過其它電子通訊方法積極參與。由於本公司並無宣佈其季度業績，年內召開了兩次董事局定期會議，以審閱及批准本集團中期及年度財務表現，故此本公司未完全遵守有關守則條文。董事局將會按其它需要董事局作出決定的事宜召開董事局會議。

Corporate Governance Report 企業管治報告

BOARD OF DIRECTORS (continued)

During the year under review, two regular Board meetings and one general meeting (the annual general meeting for the year 2013) were held. Details of the attendance of the Directors are as follows:

		Board Meeting 董事局會議	General Meeting 股東大會
Executive Directors	執行董事		
Mr. CHAN Shing (Chairman and Managing Director)	陳城先生 (主席兼董事總經理)	2/2	1/1
Mr. SIT Hoi Tung (Deputy General Manager)	薛海東先生(副總經理)	2/2	1/1
Mr. YANG Dawei	楊大偉先生	0/2	0/1
Ms. LAU Ting	劉婷女士	0/2	0/1
Ms. TUNG Pui Shan, Virginia	董佩珊女士	1/2	1/1
Mr. KWOK Wai Lam	郭偉霖先生	2/2	1/1
Mr. YIN Mark (resigned on 12 March 2014)	尹虹先生 (於二零一四年三月十二日辭任)	2/2	0/1
Mr. SHAM Kai Man	岑啟文先生	2/2	1/1
Independent Non-Executive Directors	獨立非執行董事		
Mr. CUI Shu Ming	崔書明先生	2/2	1/1
Mr. HUANG Shenglan	黃勝藍先生	2/2	0/1
Mr. CHAN Ming Fai	陳明輝先生	2/2	1/1
Mr. CHIANG Bun	蔣斌先生	2/2	1/1

CHAIRMAN AND CHIEF EXECUTIVE

The roles of the chairman and chief executive were not performed by separate individuals as stipulated in Code provision A.2.1. The Chairman and Managing Director of the Company, Mr. CHAN Shing, currently assumes the role of the chairman and also the chief executive responsible for overseeing the function of the Board and formulating overall strategies of and organising the implementation structure for the Company and also managing the Group's overall business operations. Given the nature of the Group's businesses which require considerable market expertise, the Board believed that the vesting of the two roles provides the Group with stable and consistent leadership and allows for more effective planning and implementation of long term business strategies. The Board will continuously review the effectiveness of the structure to balance the power and authority of the Board and the management.

董事局(續)

回顧年度內，共舉行兩次董事局定期會議及一次股東大會(二零一三年股東週年大會)。董事之出席記錄詳情如下：

		Board Meeting 董事局會議	General Meeting 股東大會
Executive Directors	執行董事		
Mr. CHAN Shing (Chairman and Managing Director)	陳城先生 (主席兼董事總經理)	2/2	1/1
Mr. SIT Hoi Tung (Deputy General Manager)	薛海東先生(副總經理)	2/2	1/1
Mr. YANG Dawei	楊大偉先生	0/2	0/1
Ms. LAU Ting	劉婷女士	0/2	0/1
Ms. TUNG Pui Shan, Virginia	董佩珊女士	1/2	1/1
Mr. KWOK Wai Lam	郭偉霖先生	2/2	1/1
Mr. YIN Mark (resigned on 12 March 2014)	尹虹先生 (於二零一四年三月十二日辭任)	2/2	0/1
Mr. SHAM Kai Man	岑啟文先生	2/2	1/1
Independent Non-Executive Directors	獨立非執行董事		
Mr. CUI Shu Ming	崔書明先生	2/2	1/1
Mr. HUANG Shenglan	黃勝藍先生	2/2	0/1
Mr. CHAN Ming Fai	陳明輝先生	2/2	1/1
Mr. CHIANG Bun	蔣斌先生	2/2	1/1

主席及行政總裁

本公司並未按守則條文第A.2.1條所定，主席及行政總裁之職務由不同人擔任。本公司主席兼董事總經理陳城先生現兼任主席及行政總裁之職務，負責監管董事局事務，並為本公司制定整體發展策略及組織架構實施及管理本集團整體業務營運。鑒於本集團之業務性質要求相當的市場專門認知，董事局認為陳先生同時兼任兩職可為本集團提供更穩健及一貫的領導，利於集團更有效率地策劃及推行長遠商業策略。董事局將不時檢討此架構之成效，以確保董事局及管理層間之權力及權責之平衡。

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NON-EXECUTIVE DIRECTORS

The Directors have not been required by the Bye-laws of the Company (the "Bye-laws") to retire by rotation at least once every three years. However, in accordance with Bye-law 85 of the Bye-laws, at each annual general meeting of the Company one-third of the Directors for the time being or, if their number is not a multiple of three, the number nearest to but not greater than one-third, shall retire from office by rotation save any Director holding office as Chairman or Managing Director. All Non-Executive Directors of the Company had entered into service contracts with the Company for an initial term of three years which is renewable for another three years and the Board will ensure the retirement of each Director, other than the one who holds the office as Chairman or Managing Director, by rotation at least once every three years in order to comply with Code provisions. The Chairman will not be subject to retirement by rotation as stipulated in Code provision A.4.2, as the Board considered that the continuity of office of the Chairman provides the Group a strong and consistent leadership and is of great importance to the smooth operations of the Group. Messrs. KWOK Wai Lam, CUI Shu Ming and CHAN Ming Fai are subject to retirement by rotation at the forthcoming annual general meeting in accordance with Bye-law 85 of the Bye-laws.

REMUNERATION COMMITTEE

The Remuneration Committee was established on 12 September 2006 with specific written terms of reference which deal with its authority and duties. The Remuneration Committee comprises three members, Mr. CUI Shu Ming, Mr. HUANG Shenglan and Mr. SIT Hoi Tung. The chairman of the Remuneration Committee is Mr. CUI Shu Ming.

The Remuneration Committee will meet to determine the policy for the remuneration of Directors and the senior management, and consider and review the terms of service contracts of the Directors and the senior management. In determining the emolument payable to Directors, the Remuneration Committee took into consideration factors such as time commitment and responsibilities of the Directors, abilities, performance and contribution of the Directors to the Group, the performance and profitability of the Group, the remuneration benchmark in the industry, the prevailing market/employment conditions and the desirability of performance-based remuneration.

非執行董事

本公司章程細則(「章程細則」)並無規定董事最少每三年輪值告退一次。然而，根據章程細則第85條，於每屆股東週年大會上，按當時在任董事人數計三分之一董事(或倘數目並非三之倍數，則為最接近但不超過三分之一之數目)必須輪值告退，惟主席或董事總經理者則無須輪值告退。本公司所有非執行董事已與本公司訂立服務合約，合約初步為期三年可再續期三年，而董事局亦會確保每位董事(惟擔任主席或董事總經理職務者除外)至少每三年輪值告退一次，以符合守則條文之規定。主席並未按守則條文第A.4.2條所定輪值退任，因董事局認為主席任期之連續性可予集團強而穩定的領導方向，乃對集團業務之順暢經營運作極為重要。根據章程細則第85條之規定，郭偉霖先生、崔書明先生及陳明輝先生於應屆股東週年大會輪值退任。

薪酬委員會

本公司於二零零六年九月十二日成立具有特定成文權責範圍的薪酬委員會。薪酬委員會由崔書明先生、黃勝藍先生及薛海東先生三位成員組成。薪酬委員會主席為崔書明先生。

召開薪酬委員會會議為釐定董事及高層管理人員之薪酬政策及考慮和審閱董事及高層管理人員服務合約之條款。在釐定董事薪酬時，薪酬委員會會考慮多項因素，例如董事付出的時間及其職務、董事之能力、表現及對集團之貢獻、集團之業績表現及盈利能力，以及業界薪酬基準、當時市場狀況／招聘情況及按表現發放酬金之可行性等因素而釐定。

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REMUNERATION COMMITTEE (continued)

One Remuneration Committee meeting was held during the year ended 31 December 2013 to review and make adjustments to remuneration packages of the Directors. Details of the attendance of the Remuneration Committee members are as follows:

Mr. CUI Shu Ming
(Chairman of Remuneration Committee)
Mr. HUANG Shenglan
Mr. SIT Hoi Tung

崔書明先生
(薪酬委員會主席)
黃勝藍先生
薛海東先生

1/1
1/1
1/1

NOMINATION COMMITTEE

The Nomination Committee was established on 23 March 2012 with specific written terms of reference which deal with its authority and duties. The Nomination Committee comprises five members, Mr. CHAN Shing, Mr. SIT Hoi Tung, Mr. CUI Shu Ming, Mr. HUANG Shenglan and Mr. CHAN Ming Fai. Mr. CHAN Shing is the chairman of the Nomination Committee.

The Nomination Committee's duties include:

- to review the structure, size and composition of the Board and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- to identify individuals suitably qualified to become Directors and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- to assess the independence of Independent Non-Executive Directors; and
- to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman of the Board and the Chief Executive.

薪酬委員會(續)

截至二零一三年十二月三十一日止年度內，共舉行了一次薪酬委員會會議以檢討並調整董事薪酬待遇。薪酬委員會委員成員之出席記錄詳情如下：

Members' Attendance 委員出席次數

提名委員會

本公司於二零一二年三月二十三日成立具有特定成文權責範圍的提名委員會。由陳城先生、薛海東先生、崔書明先生、黃勝藍先生及陳明輝先生五位成員組成。提名委員會主席為陳城先生。

提名委員會之職責包括：

- 檢討董事局的架構、人數及組成，並就任何為配合本公司的公司策略而擬對董事局作出的變動提出建議；
- 物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事局提供意見；
- 評核獨立非執行董事的獨立性；及
- 就董事委任或重新委任以及董事(尤其是董事局主席及行政總裁)繼任計劃向董事局提出建議。

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NOMINATION COMMITTEE (continued)

One Nomination Committee meeting was held during the year ended 31 December 2013 to review the structure, size and composition of the Board. Details of the attendance of the Nomination Committee members are as follows:

Mr. CHAN Shing
(Chairman of Nomination Committee)
Mr. SIT Hoi Tung
Mr. CUI Shu Ming
Mr. HUANG Shenglan
Mr. CHAN Ming Fai

陳城先生
(提名委員會主席)
薛海東先生
崔書明先生
黃勝藍先生
陳明輝先生

提名委員會(續)

截至二零一三年十二月三十一日止年度內，共舉行了一次提名委員會會議以檢討董事局的架構、人數及組成。提名委員會成員之出席記錄詳情如下：

Members' Attendance 委員出席次數

1/1
1/1
1/1
1/1
1/1

CORPORATE GOVERNANCE FUNCTIONS

The Board is also responsible for determining policies and practices on corporate governance of the Company and performing the corporate governance duties as follows:

- to develop and review the Company's policies and practices on corporate governance and make recommendations to the Company;
- to review and monitor the training and continuous professional development of directors and senior management;
- 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 Code and disclosure in the Corporate Governance Report.

企業管治職能

董事局同時負責釐定本公司企業管治政策及常規，並履行如下企業管治職責：

- 制定及檢討本公司的企業管治政策及常規，並向本公司提出建議；
- 檢討及監察董事及高級管理人員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；
- 制定、檢討及監察僱員及董事適用的操守準則及合規手冊(如有)；及
- 檢討本公司遵守守則的情況及在《企業管治報告》內的披露。

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AUDIT COMMITTEE

The Audit Committee was established in 2001 and provides the Board with advice and recommendations. As at the date of this report, the Audit Committee comprises three members, Mr. CUI Shu Ming, Mr. HUANG Shenglan and Mr. CHAN Ming Fai. All of them are Independent Non-Executive Directors. The chairman of the Audit Committee is Mr. CUI Shu Ming. The Board considers that each Audit Committee member has broad commercial experience and there is a suitable mix of expertise in business, accounting and financial management in the Audit Committee.

The Audit Committee's functions includes:

- to review and monitor financial reporting and the reporting judgement contained in them; and
- to review financial and internal controls, accounting policies and practices with management, internal and external auditors.

The Audit Committee held three meetings during the year under review, two of which were attended by the external auditors, HLB Hodgson Impey Cheng Limited. Details of the attendance of the Audit Committee members are as follows:

Mr. CUI Shu Ming
(Chairman of Audit Committee)
Mr. HUANG Shenglan
Mr. CHAN Ming Fai

崔書明先生
(審核委員會主席)
黃勝藍先生
陳明輝先生

The Audit Committee has reviewed and discussed with the management the accounting principles and practices adopted by the Group and auditing, internal controls and financial reporting matters. The audited financial statements of the Group for the year ended 31 December 2013 have been reviewed by the Audit Committee.

審核委員會

審核委員會於二零零一年成立，為董事局提供意見及建議。於本報告日期，審核委員會由三名成員組成，分別為崔書明先生、黃勝藍先生及陳明輝先生，全部均為獨立非執行董事。審核委員會主席為崔書明先生。董事局認為各審核委員會成員均具有廣泛的商務經驗，而委員會內適當地融合了營運、會計及財務管理等方面的專業知識。

審核委員會的功能包括：

- 審議及監察財務報告，以及報告所包含的申報判斷；及
- 與管理層、內部及外聘核數師審議財務、內部監控及會計政策及常規。

審核委員會於年度內共舉行三次會議，外聘核數師國衛會計師事務所有限公司曾出席其中兩次會議。審核委員會委員之出席記錄詳情如下：

Members' Attendance 委員出席次數

3/3
3/3
3/3

審核委員會已與管理層審閱及討論本集團採用之會計政策及慣例，以及審計、內部監控及財務申報事宜。截至二零一三年十二月三十一日止年度之經審核財務報表已經審核委員會審閱。

Corporate Governance Report 企業管治報告

AUDITORS' REMUNERATION

For the year ended 31 December 2013, the Group had engaged the Group's external auditors, HLB Hodgson Impey Cheng Limited and network firms, to provide the following services and their fees charged are set out as below:

Types of Services

Audit of consolidated financial statements of the Group for the year
Non-audit services

服務類別

集團年度綜合財務報表審計
非審計服務

Fee charged for the year ended 31 December

收取費用	
截至十二月三十一日止年度	
2013	2012
HK\$	HK\$
港幣	港幣

1,161,000	1,106,000
60,000	90,000

DIRECTORS' AND AUDITORS' RESPONSIBILITIES FOR FINANCIAL STATEMENTS

The Directors' responsibilities for the financial statements and the responsibilities of the external auditors to the shareholders are set out on pages 39 and 40.

COMPANY SECRETARY

Mr. KWOK Wai Lam is an Executive Director and the Company Secretary of the Company and he had fulfilled the requirement of Rules 3.28 and 3.29 of the Listing Rules during the year. He has attained not less than 15 hours of relevant professional training during the year and his biography is set out in the "Biographies of Directors" section of this annual report.

SHAREHOLDERS' RIGHTS

Shareholder(s) holding not less than one-tenth of the Company's paid-up capital may request the Board to convene a special general meeting. The requisition must state the purposes of the meeting, and must be signed by the requisitioner(s) and deposited at the registered office or head office of the Company. If the Board does not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a special general meeting, the requisitioner(s), or any of them representing more than one half of the total voting rights of all of them, may themselves convene a special general meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.

核數師酬金

截至二零一三年十二月三十一日止年度內，集團委聘本集團外聘核數師國衛會計師事務所有限公司及網絡成員提供以下服務，並收取費用如下：

董事及核數師對財務報表之責任

董事對財務報表之責任及外聘核數師對股東之責任載於第39頁及40頁。

公司秘書

郭偉霖先生為本公司執行董事兼公司秘書。於年度內，郭先生已遵守上市規則第3.28及3.29條之規定。彼於年度內參與不少於15小時的相關專業培訓，其個人簡歷載於本年報之「董事簡歷」內。

股東權利

持有本公司已繳足股本不少於十分之一的股東可要求董事局召開股東特別大會。有關請求書必須註明會議的目的，並必須由請求者簽署及交與本公司註冊辦事處或總辦事處。倘在提交要求日起二十一日內董事局並無安排召開股東特別大會，呈請人或彼等中持有半總投票權以上的人士可自行召開股東特別大會，惟須在提交要求當日起三個月內召開上述會議為限。

Corporate Governance Report 企業管治報告

SHAREHOLDERS' RIGHTS (continued)

If a shareholder wishes to propose a person other than a Director of the Company for election as a director at any general meeting of the Company (the "General Meeting"), he/she can deposit a written requisition to that effect at the registered office or head office of the Company for the attention of the Company Secretary. In order for the Company to inform shareholders of that proposal, the written requisition must state the full name of the person proposed for election as a director, include the person's biographical details as required by rule 13.51(2) of the Listing Rules, and be signed by the shareholder (other than the person to be proposed) concerned and that person indicating his/her willingness to be elected. The period for lodgment of such a written requisition will commence no earlier than the day after the despatch of the notice of the General Meeting and end no later than seven days prior to the date of the General Meeting. If the requisition is received less than eleven business days prior to the General Meeting, the Company will need to consider the adjournment of the General Meeting in order to allow shareholders at least ten business days' notice of the proposal. For any other resolution(s) to be proposed by shareholder(s) to put forward, shareholder(s) holding not less than one-twentieth of the total voting rights of all shareholders of the Company or not less than one hundred shareholders may submit a written requisition to move such resolution(s); and the requisition must be signed by all requisitionist(s) and deposited for the attention of the Company Secretary at the registered office or head office of the Company not less than six weeks before the General Meeting in case of a requisition requiring notice of a resolution and not less than one week before the General Meeting in case of any other requisition together with sufficient money to meet all relevant expenses. If a requisition requiring notice of a resolution is received less than eleven business days prior to the General Meeting, the Company will need to consider the adjournment of the General Meeting in order to allow shareholders at least ten business days' notice of the proposal.

Shareholders may at any time send their enquiries and concerns to the Board by addressing them to the Company Secretary by post to the Company of Unit 1402, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong or by email to ir@burwill.com.

CONSTITUTIONAL DOCUMENT

During the year, there was no change in the Company's constitutional documents.

股東權利(續)

倘若股東有意提呈非本公司董事之人士於任何本公司股東大會(「股東大會」)上推選為董事，彼可向本公司註冊辦事處或總辦事處遞交書面請求書，抬頭註明本公司公司秘書。為方便本公司通知股東有關建議，書面請求書必須填上擬推選為董事人士的全名，並包括上市規則第13.51(2)條規定的履歷資料，經有關股東(非被推選者本人)簽署以及該名被推選人士簽署表明其競選意願。遞交書面請求書的開始日期不得早於寄發股東大會通知後一天，而遞交書面請求書的最後日期則不得遲於股東大會日期前七天。倘若本公司在股東大會日期前少於十一個營業日方收到請求書，則本公司將需要考慮延遲股東大會，以給予股東有至少十個營業日通知考慮建議。股東若要在股東大會上加入任何其它決議案，持有本公司所有股東總表決權中不少於二十分之一的股東或不少於一百名股東可提出書面請求書要求動議決議案；請求書必須由所有請求者簽署並連同足夠款項以應付所有相關開支，在股東大會舉行前(如須發出決議案通知)不少於六個星期及(如屬任何其它情況)不少於一個星期交往本公司註冊辦事處或總辦事處，抬頭註明本公司公司秘書。倘若本公司在股東大會日期前少於十一個營業日方收到須發出決議案通知的請求書，則本公司將需要考慮延遲股東大會，以給予股東有至少十個營業日通知考慮建議。

股東可不時就彼等之疑問及對董事局之關注，透過郵寄至本公司香港灣仔港灣道一號會議展覽廣場辦公大樓1402室，或電子郵寄至ir@burwill.com，向公司秘書作出查詢。

章程文件

於年內，本公司的章程文件並無變動。

Independent Auditors' Report 獨立核數師報告



國衛會計師事務所有限公司
Hodgson Impey Cheng Limited

31/F, Gloucester Tower 香港
The Landmark 中環
11 Pedder Street 畢打街11號
Central 置地廣場
Hong Kong 告羅士打大廈31樓

TO THE SHAREHOLDERS OF BURWILL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

致寶威控股有限公司 全體股東

(於百慕達註冊成立之有限公司)

We have audited the consolidated financial statements of Burwill Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 41 to 162, which comprise the consolidated and company balance sheets as at 31 December 2013, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

本核數師(以下簡稱「我們」)已審計列載於第41頁至162頁寶威控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下簡稱「貴集團」)之綜合財務報表,此綜合財務報表包括於二零一三年十二月三十一日的綜合及公司資產負債表與截至該日止年度的綜合損益表、綜合全面損益表、綜合權益變動表和綜合現金流量表,以及主要會計政策概要及其它附註解釋資料。

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

董事就綜合財務報表須承擔的責任

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》及按照香港《公司條例》之披露規定編製綜合財務報表,以令綜合財務報表作出真實而公平的反映,及落實其認為編製綜合財務報表所必要的內部控制,以使綜合財務報表之編製不存在由於欺詐或錯誤而導致的重大錯誤陳述。

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with section 90 of the Companies Act 1981 of Bermuda and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

核數師的責任

我們的責任是根據我們的審核對該等綜合財務報表作出意見,並按照《百慕達一九八一年公司法》第90條僅向整體股東報告,除此之外本報告別無其它目的。我們不會就本報告的內容向任何其它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計。這些準則要求我們遵守道德規範,並規劃及執行審計,以合理確定綜合財務報表是否不存在任何重大錯誤陳述。

Independent Auditors' Report 獨立核數師報告

AUDITORS' RESPONSIBILITY (continued)

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

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

Hui Chun Keung, David
Practising Certificate Number: P05447

Hong Kong, 28 March 2014

核數師的責任(續)

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

我們相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

意見

我們認為，該等綜合財務報表已根據《香港財務報告準則》真實而公平地反映 貴公司及 貴集團於二零一三年十二月三十一日的事務狀況及截至該日止年度的盈利及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

國衛會計師事務所有限公司
香港執業會計師

許振強
執業證書編號：P05447

香港，二零一四年三月二十八日

Balance Sheets 資產負債表

At 31 December 2013

於二零一三年十二月三十一日

		Note 附註	Consolidated 綜合		Company 公司	
			2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元	2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
ASSETS	資產					
Non-current assets	非流動資產					
Leasehold land and land use rights	租賃土地及土地使用權	6	10,525	10,722	-	-
Property, plant and equipment	物業、機器及設備	7	434,414	431,390	-	-
Investment properties	投資物業	8	1,007,781	883,520	-	-
Intangible assets	無形資產	9	190,798	191,033	-	-
Investments in subsidiaries	附屬公司投資	10	-	-	52,825	52,825
Due from subsidiaries	附屬公司欠款	10	-	-	940,403	1,254,922
Investments in associates	聯營公司投資	11	75,194	72,148	-	-
Club debentures	會籍債券		1,509	1,509	90	90
Prepayments and other receivables	預付款及 其它應收款	16	39,755	38,540	-	-
Deferred income tax assets	遞延所得稅資產	24	44,979	42,620	-	-
Total non-current assets	總非流動資產		1,804,955	1,671,482	993,318	1,307,837
Current assets	流動資產					
Inventories	存貨	13	77,256	107,583	-	-
Financial assets at fair value through profit or loss	按公平值透過損益 列帳的財務資產	14	1,416	700	968	239
Derivative financial instruments	衍生金融工具	15	556	-	-	-
Bills and accounts receivable	應收票據及應收 帳項	16	1,130,252	1,189,374	-	-
Deposits, prepayments and other receivables	按金、預付款及 其它應收款	16	159,109	149,339	447	104
Due from subsidiaries	附屬公司欠款	10	-	-	505,959	698,213
Due from associates	聯營公司欠款	11	33,328	29,808	-	-
Due from a related company	關連公司欠款	17	1,751	1,751	-	-
Income tax refundable	可收回所得稅		155	155	-	-
Cash and bank balances	現金及銀行結餘	18	164,992	229,497	695	31,124
Total current assets	總流動資產		1,568,815	1,708,207	508,069	729,680
Assets held for sale	待出售資產	19	-	25,000	-	-
Total assets	總資產		3,373,770	3,404,689	1,501,387	2,037,517

Balance Sheets 資產負債表

At 31 December 2013

於二零一三年十二月三十一日

		Note 附註	Consolidated 綜合		Company 公司	
			2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元	2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
EQUITY	權益					
Equity attributable to owners of the Company	本公司權益持有人應佔權益					
Share capital	股本	20	458,671	418,966	458,671	418,966
Other reserves	其它儲備	22	985,351	966,582	975,452	980,550
Retained profits	保留盈利	22	76,369	66,483	47,160	608,747
			1,520,391	1,452,031	1,481,283	2,008,263
Non-controlling interests	非控股權益		321,816	290,946	-	-
Total equity	總權益		1,842,207	1,742,977	1,481,283	2,008,263
LIABILITIES	負債					
Non-current liabilities	非流動負債					
Borrowings	貸款	23	224,485	252,239	-	-
Provision for land restoration and environmental costs	土地復原及環境成本撥備	26	4,389	4,258	-	-
Deferred income tax liabilities	遞延所得稅負債	24	227,965	199,198	-	-
Total non-current liabilities	總非流動負債		456,839	455,695	-	-
Current liabilities	流動負債					
Borrowings	貸款	23	694,508	748,852	-	-
Derivative financial instruments	衍生金融工具	15	2,496	-	-	-
Due to subsidiaries	欠附屬公司款項	10	-	-	18,199	27,208
Due to a related company	欠關連公司款項	17	23,315	23,315	-	-
Bills and accounts payable	應付票據及應付帳項	25	177,073	239,617	-	-
Other payables and accruals	其它應付帳項及應計費用		174,287	190,685	1,905	2,046
Income tax payable	應付所得稅		3,045	3,548	-	-
Total current liabilities	總流動負債		1,074,724	1,206,017	20,104	29,254
Total liabilities	總負債		1,531,563	1,661,712	20,104	29,254
Total equity and liabilities	總權益及負債		3,373,770	3,404,689	1,501,387	2,037,517
Net current assets	流動資產淨值		494,091	527,190	487,965	700,426
Total assets less current liabilities	總資產減流動負債		2,299,046	2,198,672	1,481,283	2,008,263

CHAN SHING
陳城
Chairman
主席

KWOK WAI LAM
郭偉霖
Director
董事

Consolidated Income Statement 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止年度

		Note	2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
		附註		
Turnover	營業額	5	4,548,175	4,916,324
Cost of sales	銷售成本	28	(4,402,174)	(4,821,015)
Gross profit	毛利		146,001	95,309
Other income and net gains	其它收入及收益淨額	27	88,874	58,758
Selling and distribution expenses	銷售及分銷費用	28	(54,291)	(58,211)
General and administrative expenses	一般及行政費用	28	(91,327)	(102,603)
Share option expenses	購股權支出	29	–	(266)
Operating profit/(loss)	經營盈利/(虧損)		89,257	(7,013)
Finance costs	融資成本	30	(44,071)	(53,307)
Fair value losses on other financial assets	其它財務資產 公平值虧損		–	(686)
Impairment losses on goodwill	商譽減值	9	–	(394,030)
Impairment losses on an associate	聯營公司減值	11	–	(2,237)
Share of profits/(losses) of associates	所佔聯營公司盈利/ (虧損)	11	799	(521)
Profit/(Loss) before income tax	除所得稅前盈利/ (虧損)		45,985	(457,794)
Income tax expense	所得稅支出	31	(26,474)	(14)
Profit/(Loss) for the year	年度盈利/(虧損)		19,511	(457,808)
(Loss)/Profit attributable to:	(虧損)/盈利歸屬於:			
Owners of the Company	本公司權益持有人		(3,667)	(465,055)
Non-controlling interests	非控股權益		23,178	7,247
			19,511	(457,808)
Loss per share attributable to owners of the Company for the year	年度本公司權益持有人 應佔的每股虧損	33		
– basic and diluted (HK cents)	– 基本及攤薄 (港仙)		(0.08)	(10.01)

Consolidated Statement of Comprehensive Income 綜合全面損益表

For the year ended 31 December 2013

截至二零一三年十二月三十一日止年度

		Note 附註	2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
Profit/(Loss) for the year	年度盈利/(虧損)		19,511	(457,808)
Other comprehensive income: <i>Items that may be reclassified subsequently to profit or loss</i>	其它全面收入： 其後可能重新分類至 損益的項目			
Share of other comprehensive income of associates	所佔聯營公司 其它全面收入	22	799	281
Currency translation differences	貨幣匯兌差額		34,633	6,501
Other comprehensive income for the year, net of tax	年度其它全面收入， 扣除稅項		35,432	6,782
Total comprehensive income/(expense) for the year	年度全面收入/(支出) 總額		54,943	(451,026)
Attributable to:	歸屬於：			
Owners of the Company	本公司權益持有人		21,755	(460,380)
Non-controlling interests	非控股權益		33,188	9,354
Total comprehensive income/(expense) for the year	年度全面收入/(支出) 總額		54,943	(451,026)

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止年度

		Note 附註	Attributable to owners of the Company 本公司權益持有人應佔			Non- controlling interests 非控股權益 HK\$'000 港幣千元	Total equity 總權益 HK\$'000 港幣千元
			Share capital 股本 HK\$'000 港幣千元	Other reserves 其它儲備 HK\$'000 港幣千元	Retained profits 保留盈利 HK\$'000 港幣千元		
Balance at 1 January 2012	二零一二年一月一日結餘		487,536	966,297	531,538	281,222	2,266,593
Comprehensive income (Loss)/Profit for the year	全面收入 年度(虧損)/盈利		-	-	(465,055)	7,247	(457,808)
Other comprehensive income	其它全面收入						
Share of other comprehensive income of associates	所佔聯營公司 其它全面收入	22	-	281	-	-	281
Currency translation differences	貨幣匯兌差額						
- Group	- 集團	22	-	3,905	-	2,107	6,012
- Associates	- 聯營公司	22	-	489	-	-	489
Total other comprehensive income	其它全面收入總額		-	4,675	-	2,107	6,782
Total comprehensive income/(expense)	全面收入/(支出)總額		-	4,675	(465,055)	9,354	(451,026)
Repurchase of shares	回購股份	20 & 22	(68,570)	(4,656)	-	-	(73,226)
Employees share option scheme:	僱員購股權計劃:						
- value of employee services	- 僱員服務價值	22	-	266	-	-	266
Capital injection by non-controlling interests	非控股權益之注資		-	-	-	370	370
Total transactions with owners	與權益持有人的交易總額		(68,570)	(4,390)	-	370	(72,590)
Balance at 31 December 2012	二零一二年十二月三十一日 結餘		418,966	966,582	66,483	290,946	1,742,977

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止年度

		Note 附註	Attributable to owners of the Company 本公司權益持有人應佔			Non- controlling interests 非控股權益 HK\$'000 港幣千元	Total equity 總權益 HK\$'000 港幣千元
			Share capital 股本 HK\$'000 港幣千元	Other reserves 其它儲備 HK\$'000 港幣千元	Retained profits 保留盈利 HK\$'000 港幣千元		
Balance at 1 January 2013	二零一三年一月一日結餘		418,966	966,582	66,483	290,946	1,742,977
Comprehensive income (Loss)/Profit for the year	全面收入 年度(虧損)/盈利		-	-	(3,667)	23,178	19,511
Other comprehensive income	其它全面收入						
Share of other comprehensive income of associates	所佔聯營公司 其它全面收入	22	-	799	-	-	799
Currency translation differences	貨幣匯兌差額						
- Group	- 集團	22	-	22,433	-	10,010	32,443
- Associates	- 聯營公司	22	-	2,190	-	-	2,190
Total other comprehensive income	其它全面收入總額		-	25,422	-	10,010	35,432
Total comprehensive income/(expense)	全面收入/(支出) 總額		-	25,422	(3,667)	33,188	54,943
Issue of shares	發行股份	20 & 22	39,705	8,735	-	-	48,440
Share issue expenses	股份發行支出	22	-	(280)	-	-	(280)
Release upon lapse of share options	於購股權失效後 回撥	22	-	(13,553)	13,553	-	-
Dividends	股息		-	-	-	(3,873)	(3,873)
Acquisition of additional interests in a subsidiary	收購附屬公司的 額外權益	22 & 37	-	(1,555)	-	1,555	-
Total transactions with owners	與權益持有人的交易總額		39,705	(6,653)	13,553	(2,318)	44,287
Balance at 31 December 2013	二零一三年十二月三十一日 結餘		458,671	985,351	76,369	321,816	1,842,207

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止年度

			2013	2012
	Note		HK\$'000	HK\$'000
	附註		港幣千元	港幣千元
Cash flows from operating activities		營運活動的現金流量		
Cash generated from operations	35(a)	營運產生的現金	11,145	208,841
Interest paid		已付利息	(44,256)	(53,063)
Hong Kong profits tax paid		已付香港利得稅	-	(147)
Overseas tax paid		已付海外稅項	(6,837)	(3,120)
Overseas tax refunded		退還海外稅項	-	231
			<hr/>	<hr/>
Net cash (used in)/generated from operating activities		營運活動(所用)/產生的淨現金	(39,948)	152,742
			<hr/>	<hr/>
Cash flows from investing activities		投資活動的現金流量		
Acquisition of property, plant and equipment		購入物業、機器及設備	(2,426)	(1,381)
Acquisition of investment properties		購入投資物業	(375)	-
Acquisition of intangible assets		購入無形資產	(799)	(202)
Capital contribution to an associate		注資予一家聯營公司	-	(4,603)
Proceeds from disposal of assets held for sale		出售待出售資產所得款	25,000	-
Proceeds from disposal of property, plant and equipment		出售物業、機器及設備所得款	450	181
Decrease in short-term bank deposits		短期銀行存款減少	-	29,686
Funds (applied to)/released from financial assets at fair value through profit or loss, net		資金(用於)/來自按公平值透過損益列帳的財務資產，淨額	(1,898)	8,523
Interest received		已收利息	1,508	1,215
Increase in due from associates		聯營公司欠款增加	(3,471)	(29,623)
Dividends received from an associate		已收聯營公司股息	742	3,395
Dividends received from financial assets at fair value through profit or loss		已收按公平值透過損益列帳的財務資產股息	17	80
			<hr/>	<hr/>
Net cash generated from investing activities		投資活動產生的淨現金	18,748	7,271
			<hr/>	<hr/>

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止年度

	Note 附註	2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
Cash flows from financing activities			
Issue of shares		48,440	–
Share issue expenses		(280)	–
Shares repurchase expenses		–	(1,914)
Decrease in trust receipts bank loans		(3,202)	(243,960)
Additions of other bank loans		–	295,228
Repayment of other bank loans		(88,592)	(210,703)
Additions of other loans		10,000	9,289
Interest element of finance lease rental payments		(72)	(115)
Capital element of finance lease rental payments		(848)	(550)
Decrease in pledged bank deposits		2,008	459
Dividends paid		(3,873)	–
Net cash used in financing activities		(36,419)	(152,266)
Net (decrease)/increase in cash and cash equivalents		(57,619)	7,747
Cash and cash equivalents at 1 January		199,074	190,934
Effect of exchange rate changes		876	393
Cash and cash equivalents at 31 December	35(b)	142,331	199,074

Notes to the Consolidated Financial Statements 綜合財務報表附註

1 GENERAL INFORMATION

Burwill Holdings Limited (the “Company”) is an investment holding company. Its subsidiaries are principally engaged in steel trading, steel processing, mineral resources and commercial property.

The Company was incorporated in Bermuda as an exempted company with limited liability. The Company's shares have been listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 1983.

These consolidated financial statements are presented in thousands of units of Hong Kong dollars (HK\$'000), unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 28 March 2014.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance. The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets and financial liabilities (including derivative instruments) at fair value through profit or loss and investment properties, which are carried at fair value.

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

1 一般資料

寶威控股有限公司(「本公司」)為一間投資控股公司。其附屬公司主要業務為鋼鐵貿易、鋼鐵加工、礦產資源及商業房地產。

本公司於百慕達註冊成立為獲豁免有限公司。本公司股份自一九八三年起於香港聯合交易所有限公司(「聯交所」)上市。

除另有說明外，綜合財務報表以港幣千元呈報。綜合財務報表已經由董事局在二零一四年三月二十八日批准刊發。

2 重要會計政策摘要

編製本綜合財務報表採用的主要會計政策載於下文。除另有說明外，此等政策在所呈報的所有年度內貫徹應用。

2.1 編製基準

本綜合財務報表乃按照香港會計師公會所頒佈香港財務報告準則(「香港財務報告準則」)編製。此外，本綜合財務報表亦包括聯交所證券上市規則及香港公司條例規定之適用披露資料。綜合財務報表已按照歷史成本法編製，並就按公平值透過損益列帳的財務資產和財務負債(包括衍生工具)及按公平值列帳的投資物業的重估而作出修訂。

根據香港財務報告準則編撰之財務報表須應用若干重大會計評估。管理層亦須於應用本集團會計政策時作出判斷。需涉及較大幅度判斷、較為複雜事項或對綜合財務報表所作重大之假設及評估於附註4披露。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

2.1.1 Changes in accounting policy and disclosures

- (a) New and amended standards adopted by the Group

The following standards have been adopted by the Group for the first time for the financial year beginning on or after 1 January 2013 and are relevant to the Group:

Amendment to HKAS 1 “Presentation of Financial Statements” regarding other comprehensive income. The main change resulting from these amendments is a requirement for entities to group items presented in “other comprehensive income” (OCI) on the basis of whether they are potentially reclassifiable to profit or loss subsequently (reclassification adjustments). This amendment did not have a material impact on the Group’s consolidated financial statements.

HKAS 27 (revised 2011) “Separate Financial Statements” includes the provisions on separate financial statements that are left after the control provisions of HKAS 27 have been included in the new HKFRS 10. This revised standard did not have a material impact on the Group’s consolidated financial statements.

HKAS 28 (revised 2011) “Investments in Associates and Joint Ventures” includes the requirements for joint ventures, as well as associates, to be equity accounted following the issue of HKFRS 11. This revised standard did not have a material impact on the Group’s consolidated financial statements.

2 重要會計政策摘要(續)

2.1 編製基準(續)

2.1.1 會計政策之變更及披露

- (a) 本集團採納之新訂及修訂準則

本集團於二零一三年一月一日開始之財政年度首次採納以下的準則，並對本集團有關：

香港會計準則第1號的修訂本「呈列財務報表」有關其它全面收益。此等修訂的主要變動為規定主體將在「其它全面收益」中呈報的項目，按此等項目其後是否有機會再分類至損益(重新分類調整)而劃分。該修訂對本集團的綜合財務報表並無重大影響。

香港會計準則第27號(2011年經修訂)「獨立財務報表」之控制權條文已納入新香港財務報告準則第10號，只載入有關獨立財務報表的條文。該經修訂準則對本集團的綜合財務報表並無重大影響。

香港會計準則第28號(2011年經修訂)「聯營和合營投資」在香港財務報告準則第11號頒佈後，此準則包括有關須以權益法將聯營和合營投資入帳的規定。該經修訂準則對本集團的綜合財務報表並無重大影響。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

2.1.1 Changes in accounting policy and disclosures (continued)

- (a) New and amended standards adopted by the Group (continued)

HKFRS 10 “Consolidated Financial Statements” builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. The standard provides additional guidance to assist in the determination of control where this is difficult to assess. This new standard did not have a material impact on the Group’s consolidated financial statements.

HKFRS 12 “Disclosure of Interests in Other Entities” includes the disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, structured entities and other off balance sheet vehicles. The disclosures required by HKFRS 12 are generally more extensive than those previously required by the respective standards.

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

2 重要會計政策摘要(續)

2.1 編製基準(續)

2.1.1 會計政策之變更及披露(續)

- (a) 本集團採納之新訂及修訂準則(續)

香港財務報告準則第10號「綜合財務報表」以現有原則為基礎，確定將控制權的概念作為釐定實體是否應計入母公司的綜合財務報表的因素。該準則在此難以評估的情況下提供協助釐定控制權的額外指引。該新訂準則對本集團的綜合財務報表並無重大影響。

香港財務報告準則第12號「於其它實體權益的披露」包括就於共同安排、聯營公司、特殊目的工具及其它資產負債表外工具等其它實體的所有形式權益披露規定。一般而言，香港財務報告準則第12號所要求的披露較以往相應準則所要求更為廣泛。

香港財務報告準則第13號「公平值計量」旨在透過提供公平值之精確定義及公平值計量之單一來源及於香港財務報告準則使用之披露規定而提升一致性及減低複雜性。該等規定大致上平衡香港財務報告準則及美國公認會計準則並未擴大公平值會計的使用，惟就其使用在已由香港財務報告準則內其它準則規定或准許的情況下應如何應用提供指引。一般而言，香港財務報告準則第13號所要求的披露較以往相應準則所要求更為廣泛。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

2.1.1 Changes in accounting policy and disclosures (continued)

- (b) New standards and interpretations not yet adopted

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning after 1 January 2013, and have not been applied in preparing these consolidated financial statements. None of these is expected to have a significant effect on the consolidated financial statements of the Group, except the following set out below:

HKFRS 9 "Financial Instruments", addresses the classification, measurement and recognition of financial assets and financial liabilities. HKFRS 9 was issued in November 2009 and October 2010. It replaces the parts of HKAS 39 that relate to the classification and measurement of financial instruments. HKFRS 9 requires financial assets to be classified into two measurement categories: those measured as at fair value and those measured at amortised cost. The determination is made at initial recognition. The classification depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. For financial liabilities, the standard retains most of the HKAS 39 requirements. The main change is that, in cases where the fair value option is taken for financial liabilities, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive income rather than the income statement, unless this creates an accounting mismatch. The Group is yet to assess HKFRS 9's full impact.

2 重要會計政策摘要(續)

2.1 編製基準(續)

2.1.1 會計政策之變更及披露(續)

- (b) 並未採納之新訂準則及詮釋

編製此等綜合財務報表時，並未應用多項於二零一三年一月一日之後開始年度期間生效的新訂準則以及準則及詮釋的修訂。除下列者外，預期此等新訂準則以及準則及詮釋的修訂不會對本集團綜合財務報表構成重大影響：

香港財務報告準則第9號「金融工具」闡述了財務資產及財務負債之分類、計量及確認。香港財務報告準則第9號於二零零九年十一月及二零一零年十月頒佈。該準則取代了香港會計準則第39號中與金融工具之分類及計量相關部分。香港財務報告準則第9號規定財務資產分類為兩個計量類別：按公平值計量類別及按攤銷成本計量類別。於初步確認時作出釐定。分類視乎實體管理其金融工具之業務模式及該工具之合約現金流量特徵而定。就財務負債而言，該準則保留了香港會計準則第39號之大部分規定。主要變動為倘財務負債選擇以公平值列帳，因實體本身信貸風險而產生之公平值變動部分於其它全面收入而非收益表入帳，除非這會導致會計錯配。本集團尚未評估香港財務報告準則第9號之全面影響。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

2.1.1 Changes in accounting policy and disclosures (continued)

- (b) New standards and interpretations not yet adopted (continued)

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

2.2 Subsidiaries

2.2.1 Consolidation

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, 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. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

- (a) Business combinations

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

2 重要會計政策摘要(續)

2.1 編製基準(續)

2.1.1 會計政策之變更及披露(續)

- (b) 並未採納之新訂準則及詮釋(續)

並無其它尚未生效的香港財務報告準則或香港(國際財務報告詮釋委員會)詮釋預期將對本集團產生重大影響。

2.2 附屬公司

2.2.1 綜合帳目

附屬公司指本集團對其擁有控制權的實體(包括結構性實體)。當本集團具有承擔或享有參與有關實體所得之可變回報的風險或權利，並能透過其在該實體的權力影響該等回報，則本集團對該實體具有控制權。附屬公司業績由控制權轉讓予本集團當日起全面綜合入帳，並於控制權終止當日起停止合併。

- (a) 業務合併

本集團應用收購法計算業務合併。就收購附屬公司轉讓之代價為所轉讓資產、對被收購方前擁有人所產生負債及本集團所發行股本權益之公平值。所轉讓代價包括或然代價安排產生之任何資產或負債之公平值。於業務合併時所收購之可識別資產以及所承擔之負債及或然負債，初步按收購日期之公平值計量。本集團按逐項收購基準，以公平值或非控股權益應佔被收購方已確認之可識別資產淨額之比例，確認於被收購方之任何非控股權益。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Subsidiaries (continued)

2.2.1 Consolidation (continued)

(a) Business combinations (continued)

Acquisition-related costs are expensed as incurred.

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

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

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the consolidated income statement (Note 2.8).

2 重要會計政策摘要(續)

2.2 附屬公司(續)

2.2.1 綜合帳目(續)

(a) 業務合併(續)

收購相關成本於產生時支銷。

倘業務合併分階段進行，收購方先前持有被收購方之股本權益將按收購當日之公平值重新計量，任何因重新計量而產生的收益或虧損將於損益中確認。

本集團所轉讓之任何或然代價將於收購當日按公平值確認。被視為一項資產或負債之或然代價之公平值後續變動，將按照香港會計準則第39號確認為損益或其它全面收入變動。分類為權益之或然代價毋須重新計量，而其後結算於權益入帳。

所轉讓代價、被收購方的任何非控股權益金額及任何先前於被收購方的權益於收購日期的公平值高於所收購可識別資產淨值的公平值時，其差額以商譽列帳。就議價購買而言，如轉讓代價、已確認非控股權益及先前持有的權益總額低於所收購附屬公司資產淨值的公平值，其差額將直接在綜合損益表中確認(附註2.8)。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Subsidiaries (continued)

2.2.1 Consolidation (continued)

(a) Business combinations (continued)

Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

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

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

2 重要會計政策摘要(續)

2.2 附屬公司(續)

2.2.1 綜合帳目(續)

(a) 業務合併(續)

集團內公司之間的交易、交易結餘及未變現收益乃予撇銷。未變現虧損亦予撇銷。附屬公司所報告之金額已按需要作出調整，以與本集團之會計政策貫徹一致。

(b) 不會導致控制權變動的附屬公司擁有權益改變

不會導致失去控制權之非控股權益交易入帳列作權益交易(即以彼等為擁有人之身分與擁有人進行之交易)。任何所支付代價之公平值與所收購附屬公司相關部分資產淨額之帳面值兩者間之差額，乃於權益中入帳。向非控股權益進行出售產生之收益或虧損亦於權益中入帳。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Subsidiaries (continued)

2.2.1 Consolidation (continued)

(c) Disposal of subsidiaries

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

2.2.2 Separate financial statements

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

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

2 重要會計政策摘要(續)

2.2 附屬公司(續)

2.2.1 綜合帳目(續)

(c) 出售附屬公司

倘本集團不再擁有控制權，其於該實體之任何保留權益將按失去控制權當日之公平值重新計量，而帳面值之變動則於損益中確認。就其後入帳列作聯營公司、合營企業或財務資產之保留權益而言，公平值指初始帳面值。此外，先前於其它全面收入內確認與該實體有關之任何金額，按猶如本集團已直接出售有關資產或負債之方式入帳。這可能意味着先前在其它全面收入內確認之金額將重新分類至損益。

2.2.2 獨立財務報表

於附屬公司之投資按成本減去減值入帳。成本亦包括投資直接應佔成本。附屬公司的業績由本公司按已收及應收股息入帳。

於附屬公司之投資取得股息後，倘股息超過附屬公司於宣佈派股息期間之全面收入總額或倘於獨立財務報表之投資之帳面值超過被投資者資產淨額(包括商譽)於綜合財務報表之帳面值，則須對附屬公司之投資作出減值測試。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.3 Associates

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

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

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

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

2 重要會計政策摘要(續)

2.3 聯營公司

聯營公司指集團對其有重大影響力但不持有控制權之一切實體，並通常持有20%至50%投票權的股權。聯營公司之投資乃按會計權益法計入帳。根據權益法，於聯營公司之投資初步按成本確認，並增減帳面值以確認於收購日期後投資者應佔投資對象之溢利或虧損。本集團於聯營公司之投資包括收購時已識別的商譽。

如聯營公司的權益持有被削減但仍保留重大影響力，只有按比例將之前在其全面收益中確認的數額重新分類至損益(如適用)。

集團所佔聯營公司收購後的盈利或虧損於綜合損益表中確認，而所佔收購後的其它全面收入變動於其它全面收入中確認，並相對地調整投資之帳面值。當集團所佔聯營公司虧損等於或大於其於聯營公司的投資(包括任何其它無抵押之應收款項)時，集團不再確認進一步的虧損，除卻本集團須向該聯營公司承擔法定或推定責任或代其支付款項。

本集團於各報告日期釐定是否有任何客觀證據顯示於聯營公司的投資已經減值。倘出現此情況，本集團會按聯營公司可收回金額與其帳面值之差異計算減值金額，並於綜合損益表「所佔聯營公司盈利/(虧損)」確認有關金額。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.3 Associates (continued)

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

Gains or losses on dilution of equity interest in associates are recognised in the consolidated income statement.

2.4 Segment reporting

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

2.5 Foreign currency translation

(a) Functional and presentation currency

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

2 重要會計政策摘要(續)

2.3 聯營公司(續)

集團與其聯營公司間上游及下游交易之收益於集團的綜合財務報表確認，但僅限於非關連投資者持有聯營公司權益的部份。未實現虧損亦作對銷，除非交易提供所轉讓資產出現減值之證據。聯營公司之會計政策已按需要作出改變，以確保與集團所採納之政策一致。

聯營公司的股本權益的攤薄收益或虧損於綜合損益表確認。

2.4 分部報告

經營分部按照向首席營運決策者提供的內部報告貫徹一致的方式報告。首席營運決策者已獲確定為負責作出策略性決定之董事局，負責經營分部之資源分配及表現評估。

2.5 外幣匯兌

(a) 功能及呈報貨幣

本集團每個實體的財務報表所列項目均以該實體營運所在的主要經濟環境的貨幣計量(「功能貨幣」)。綜合財務報表以港幣呈報，港幣為本公司的功能及本集團的呈報貨幣。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.5 Foreign currency translation (continued)

(b) Transactions and balances

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

All foreign exchange gains and losses are presented in the consolidated income statement within "general and administrative expenses".

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

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

2 重要會計政策摘要(續)

2.5 外幣匯兌(續)

(b) 交易及結餘

外幣交易採用交易日的匯率，或當交易重新計量，則以評估日當天匯率，換算為功能貨幣。除了符合在權益中遞延入帳的現金流量對沖和淨投資對沖外，結算此等交易產生的匯兌盈虧以及將外幣計值的貨幣資產和負債以年終匯率換算產生的匯兌盈虧在綜合損益表確認。

所有匯兌盈虧在綜合損益表內的「一般及行政費用」中呈報。

分類為可供出售之外幣列值債務證券之公平值變動分析為證券攤銷成本變動產生之匯兌差額及證券帳面值之其它變動。有關攤銷成本變動之匯兌差額於損益確認，而帳面值其它變動則於其它全面收入中確認。

非貨幣性財務資產及負債(例如按公平值透過損益列帳的權益)的匯兌差額在損益中確認為公平值收益或虧損的一部份。非貨幣性財務資產(例如分類為可供出售的權益)的匯兌差額包括在其它全面收入內。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.5 Foreign currency translation (continued)

(c) Group companies

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

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

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising are recognised in other comprehensive income.

2 重要會計政策摘要(續)

2.5 外幣匯兌(續)

(c) 集團公司

功能貨幣與呈報貨幣不同的所有集團實體(當中沒有嚴重通脹經濟體系貨幣)的業績和財務狀況按如下方法換算為呈報貨幣：

- 每份呈報的資產負債表內的資產和負債按該資產負債表日期的收市匯率換算；
- 每份損益表內的收入和費用按平均匯率換算(除非此平均匯率非為計及各交易日期匯率累計影響的合理約數；在此情況下，收支按各交易日期的匯率換算)；及
- 所有由此產生的貨幣匯兌差額於其它全面收入中確認。

收購海外實體產生的商譽及公平值調整視為該海外實體的資產和負債，並按收市匯率換算。所產生的貨幣匯兌差額於其它全面收入確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.5 Foreign currency translation (continued)

(d) Disposal of foreign operation and partial disposal

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a joint venture that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the currency translation differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

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

2.6 Property, plant and equipment

Land and buildings comprise offices. Leasehold land classified as finance lease and all other property, plant and equipment is stated at historical cost less depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains/losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

2 重要會計政策摘要(續)

2.5 外幣匯兌(續)

(d) 出售海外業務及部分出售

在出售海外業務時(即出售本集團於海外業務的全部權益,或涉及失去一間包含海外業務的附屬公司的控制權,涉及失去一間包含海外業務的合營投資,或涉及失去一間包含海外業務的聯營公司的重大影響),本公司權益持有人應佔該業務在權益中累計貨幣匯兌差額重新分類至損益。

部分出售而不會導致本集團失去一間包含海外業務的附屬公司的控制權的情況下,累計貨幣匯兌差額按比例重新分配到非控股權益,而不會於損益中確認。對於其它部分出售(即減少本集團在聯營公司或合營投資的權益持有,但不導致本集團失去重大影響或共同控制),累計匯兌差額按比例重新分類至損益。

2.6 物業、機器及設備

土地及樓宇包括辦公室。分類為融資租賃的租賃土地及所有其它物業、機器及設備按歷史成本減折舊和減值虧損列帳。歷史成本包括收購該項目直接應佔的開支。成本可包括從權益中轉撥的有關該物業、機器及設備利用外幣購買的合資格現金流量對沖產生的任何收益/損失。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.6 Property, plant and equipment (continued)

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

Leasehold land classified as finance lease commences amortisation from the time when the land interest becomes available for its intended use. Amortisation on leasehold land classified as finance lease and depreciation on other assets is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

– Leasehold land classified as finance lease	Shorter of remaining lease term or useful life
– Buildings	20 to 50 years
– Leasehold improvements	2 to 10 years (over the period of leases)
– Machinery	8 to 10 years
– Furniture and equipment	4 to 10 years
– Motor vehicles	4 to 10 years

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

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

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

2 重要會計政策摘要(續)

2.6 物業、機器及設備(續)

其後成本只有在與該項目有關的未來經濟利益有可能流入本集團，且該項目的成本能可靠計量時，才包括在資產的帳面值或確認為獨立資產(按適用)。已更換零件的帳面值從帳上剔除。所有其它維修及保養在產生的財政期間內於綜合損益表支銷。

分類為融資租賃之租賃土地自土地權益可供其擬定用途時開始攤銷。分類為融資租賃的租賃土地的攤銷及其它資產的折舊採用以下的估計可使用年期將成本按直線法分攤至剩餘價值計算：

– 分類為融資租賃的租賃土地	剩餘租賃期限或可使用年期較短者
– 樓宇	20至50年
– 租賃樓宇裝修	2至10年 (按租約年期)
– 機器	8至10年
– 傢具及設備	4至10年
– 車輛	4至10年

資產的剩餘價值及可使用年期在每個報告日期未進行檢討，及在適當時調整。

若資產的帳面值高於其估計可收回價值，其帳面值即時撇減至可收回金額(附註2.9)。

出售盈虧乃按所得款與帳面值比較，並於綜合損益表「其它收入及收益淨額」中確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.7 Investment property

Investment property, principally comprising leasehold land and buildings, is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group. It also includes properties that are being constructed or developed for future use as investment properties. Land held under operating leases are accounted for as investment properties when the rest of the definition of an investment property is met. In such cases, the operating leases concerned are accounted for as if they were finance leases. Investment property is initially measured at cost, including related transaction costs and where applicable borrowing costs. After initial recognition, investment properties are carried at fair value, representing open market value determined at each reporting date by external valuers. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If the information is not available, the Group uses alternative valuation methods such as recent prices on less active markets or discounted cash flow projections. Changes in fair values are recorded in the consolidated income statement as part of a valuation gain or loss in "other income and net gains".

2 重要會計政策摘要(續)

2.7 投資物業

投資物業主要包括租賃土地及辦公樓宇，乃持有作長期租金回報或資產增值或兩者，而並非由本集團佔用。其亦包括正在興建或發展作為投資物業供未來使用之物業。當符合投資物業之其餘定義時，根據營運租賃持有之土地乃列為投資物業。在有關情況下，有關營運租賃乃猶如其為融資租賃列帳。投資物業初始按成本(包括相關交易成本及適用的借貸成本)計量。於初始確認後，投資物業乃按公平值列帳，即於各報告日期由外部估值師所釐定之公開市值。公平值乃按活躍市價得出，並就特定資產之性質、地點或狀況之任何差異作出調整(如有需要)。倘無資料，本集團將採用其它估值方法，如較不活躍市場之近期價格或經貼現現金流量預測。公平值之變動乃於綜合損益表內入帳列作「其它收入及收益淨額」內的公平值收益或虧損的一部分。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.8 Intangible assets

(a) Goodwill

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

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

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

(b) Mining right

Mining right acquired separately is measured on initial recognition at cost. Mining right acquired in a business combination is recognised at fair value at the date of acquisition. Mining right has a finite useful life and is carried at cost less accumulated amortisation and impairment losses. Amortisation is calculated using the straight-line method to allocate the cost of mining right over its estimated useful life of 30 years.

2 重要會計政策摘要(續)

2.8 無形資產

(a) 商譽

商譽於收購附屬公司時產生，指已轉撥代價超出本集團於被收購方可識別資產淨額、負債及或然負債公平淨值之權益及被收購方非控股權益公平值之差額。

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

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

(b) 採礦權

獨立收購的採礦權在首次確認時以成本計量。於業務合併中收購之採礦權按收購日之公平值列帳。有使用限期的採礦權按成本減累計攤銷及累計減值虧損列帳。採礦權的攤銷採用直線法按其估計可使用年期30年將成本分攤計算。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.8 Intangible assets (continued)

(c) Exploration and evaluation assets

Exploration and evaluation assets are stated at cost less impairment losses. Exploration and evaluation assets include topographical and geological surveys, exploratory drilling, sampling and trenching and activities in relation to commercial and technical feasibility studies, and expenditure incurred to secure further mineralisation in existing ore bodies and to expand the capacity of a mine. Expenditure incurred prior to acquiring legal rights to explore an area is written off as incurred. When it can be reasonably ascertained that a mining property is capable of commercial production, exploration and evaluation costs are transferred to mining right and are amortised based on the accounting policy as stated in "Mining right" above. If any project is abandoned during the evaluation stage, the total expenditure thereon will be written off.

(d) Domain names and trademarks

Acquisition costs of domain names and legal costs related to the registration of trademarks are capitalised and amortised on a straight-line basis over their estimated useful lives of ten years.

(e) Computer software

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives of ten years.

2 重要會計政策摘要(續)

2.8 無形資產(續)

(c) 勘探及評估資產

勘探及評估資產按成本扣除減值虧損列帳。勘探及評估資產包括地質及地理勘測、勘探鑽出、抽樣及挖掘及與商業及技術上可行性研究有關的活動的成本，及用於進一步取得礦藏之礦產及擴充礦場之產能之開支。於取得勘探某一地區之合法權利前產生的開支在產生時撇銷。如能合理確定探礦資產可投入商業生產，勘探及評估成本乃轉撥至探礦權並按上文「探礦權」所述的會計政策作出攤銷。倘任何項目於評估階段終止，其所屬之總開支將會撇銷。

(d) 域名及商標

包括購買域名之成本及有關商標登記之律師費，以成本列帳並按直線法於估計可使用年期十年期內攤銷。

(e) 電腦軟件

購買電腦軟件版權乃根據購買和達至使用之成本會撥充資本，此成本列帳於估計可使用年期十年期內攤銷。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Impairment of non-financial assets

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

2.10 Non-current assets (or disposal groups) held-for-sale

Non-current assets (or disposal groups) are classified as held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. The non-current assets (except for certain assets as explained below) (or disposal group), are stated at the lower of carrying amount and fair value less costs of disposal. Deferred tax assets, assets arising from employee benefits, financial assets (other than investments in subsidiaries and associates) and investment properties, even if held for sale, would continue to be measured in accordance with the policies set out elsewhere in Note 2.

2 重要會計政策摘要(續)

2.9 非財務資產投資之減值

可無限期使用之資產(例如商譽或還未可以使用的無形資產)不予攤銷,並每年進行減值檢測。需予以攤銷的資產於發生可能無法收回帳面值之事件或狀況變動時,須進行減值檢討。減值虧損乃就資產帳面值超出其可收回金額之差額確認。可收回金額為資產公平值減出售成本與使用價值之較高者。就評估減值,資產乃按可個別識別現金流量之最低層分類(現金產生單位)。商譽以外已減值之非財務資產於每個報告日期檢討撥回減值之可能性。

2.10 待出售的非流動資產(或出售組合)

如非流動資產(或出售組合)的帳面值乃透過一項出售交易收回而該交易被認為極有可能,分類為待出售資產。非流動資產(下文所述的若干資產除外)(或出售組合),並以帳面值與公平值減銷售成本兩者的較低者列帳。即使遞延稅項資產、員工福利所產生的資產、財務資產(附屬公司及聯營公司的投資除外)及投資物業為待出售,將繼續按其附註2的政策來衡量。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.11 Financial assets

2.11.1 Classification

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

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

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

(b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for the amounts that are settled or expected to be settled more than 12 months after the end of the reporting period. These are classified as non-current assets. The Group's loans and receivables comprise "bills and accounts receivable", "deposits and other receivables", "due from associates", "due from a related company" and "cash and bank balances" in the consolidated balance sheet.

2 重要會計政策摘要(續)

2.11 財務資產

2.11.1 分類

本集團將其財務資產分類如下：按公平值透過損益列帳、貸款及應收款及可供出售財務資產。分類方式視乎購入財務資產目的而定。管理層在初步確認時釐定其財務資產的分類。

(a) 按公平值透過損益列帳的財務資產

按公平值透過損益列帳的財務資產為持作買賣的財務資產。財務資產若在購入時主要用作在短期內出售，則分類為此類別。衍生工具除非被指定為對沖，否則亦分類為持作買賣用途。此類別的資產如十二個月內結清，將分類為流動資產，否則將分類為非流動資產。

(b) 貸款及應收款

貸款及應收款為有固定或可釐定付款且沒有在活躍市場上報價的非衍生財務資產。此等款項包括在流動資產內，但若於或預期於報告日期未起計超過十二個月結清，則分類為非流動資產。本集團之貸款及應收款包括於綜合資產負債表中列示為「應收票據及應收帳項」、「按金及其它應收款」、「聯營公司欠款」、「有關連公司欠款」及「現金及銀行結餘」。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.11 Financial assets (continued)

2.11.1 Classification (continued)

(c) Available-for-sale financial assets

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

2.11.2 Recognition and measurement

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

2 重要會計政策摘要(續)

2.11 財務資產(續)

2.11.1 分類(續)

(c) 可供出售財務資產

可供出售財務資產為非衍生工具，被指定為此類別或未被分類為任何其它類別。除非此資產在報告日期末後十二個月內到期或管理層有意在報告日期末後十二個月內出售該項投資，否則此等資產列在非流動資產內。

2.11.2 確認及計算

財務資產的購入及出售在交易日確認(交易日指本集團承諾購入或出售該資產之日)。對於所有並非按公平值透過損益列帳的投資，初步按公平值加交易成本確認。按公平值透過損益列帳的財務資產，初步按公平值確認並將交易成本支銷在綜合損益表。當從投資收取現金流量的權利經已屆滿或經已轉讓，而本集團亦已將擁有權的所有風險和回報實際轉讓時，財務資產即終止確認。可供出售財務資產及按公平值透過損益列帳的財務資產其後按公平值列帳。貸款及應收款其後利用實際利息法按攤銷成本列帳。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.11 Financial assets (continued)

2.11.2 Recognition and measurement (continued)

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

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

When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the consolidated income statement.

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

2.12 Offsetting financial instruments

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

2 重要會計政策摘要(續)

2.11 財務資產(續)

2.11.2 確認及計算(續)

「按公平值透過損益列帳的財務資產」在公平值變動產生的期間的損益於綜合損益表「其它收入及收益淨額」中呈報。當集團就收款的權利確立時，按公平值透過損益列帳的財務資產的股息在綜合損益表確認為「其它收入及收益淨額」一部分。

分類為可供出售之貨幣性及非貨幣證券之公平值變動於其它全面收入中確認。

當分類為可供出售的證券被售出或減值時，在權益確認的累計公平值調整，將列入綜合損益表。

可供出售證券按實際利息法計算的利息在綜合損益表確認為「其它收入及收益淨額」一部分。當集團就收款的權利確立時，可供出售股權工具的股息在綜合損益表確認為「其它收入及收益淨額」一部分。

2.12 抵銷金融工具

倘有可執行法律權利抵銷某些已確認金額及有意以淨額基準結算或變現資產以同時清償負債時，財務資產及負債將互相抵銷，有關之淨款項於綜合資產負債表內呈報。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.13 Impairment of financial assets

(a) Assets carried at amortised cost

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

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

2 重要會計政策摘要(續)

2.13 財務資產減值

(a) 以攤銷成本列帳之資產

本集團會於各報告期末衡量是否有客觀證據證明財務資產或一組財務資產出現減值。惟當有客觀證據證明於首次確認資產後發生一宗或多宗事件導致減值出現(「虧損事件」)，而該宗(或該等)虧損事件對該項或該組財務資產之估計未來現金流量構成可合理估計的影響，有關的財務資產才算出現減值及產生減值虧損。

減值跡象可包括借款人或一組借款人正面臨重大經濟困難、違約或未能償還利息或本金、彼等有可能破產或進行其它財務重組，以及有可觀察得到的數據顯示估計未來現金流量出現可計量的減少，例如欠款數目變動或出現與違約相關的經濟狀況。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.13 Impairment of financial assets (continued)

(a) Assets carried at amortised cost (continued)

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

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

2 重要會計政策摘要(續)

2.13 財務資產減值(續)

(a) 以攤銷成本列帳之資產(續)

就貸款及應收款種類而言，損失金額乃根據資產帳面值與按財務資產原實際利率貼現而估計未來現金流量(不包括仍未產生的未來信用損失)的現值兩者的差額計量。資產帳面值予以削減，而損失金額則在綜合損益表確認。如貸款或持有至到期投資有浮動利率，計量任何減值損失的貼現率為按合同釐定的當前實際利率。在實際應用中，本集團可利用可觀察的市場價格，按工具的公平值計量減值。

如在後繼期間，減值虧損的數額減少，而此減少可客觀地聯繫至減值在確認後才發生的事件(例如債務人的信用評級有所改善)，則之前已確認的減值虧損可在綜合損益表轉回。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.13 Impairment of financial assets (continued)

(b) Assets classified as available-for-sale

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. For debt securities, the Group uses the criteria referred to in (a) above. In the case of equity investments classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss (measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss) is removed from equity and recognised in profit or loss. Impairment losses recognised in the consolidated income statement on equity instruments are not reversed through the consolidated income statement. If, in a subsequent period, the fair value of a debt instrument classified as available-for-sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss is reversed through the consolidated income statement.

2.14 Derivative financial instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value.

Derivatives that do not qualify for hedge accounting are accounted for at fair value through profit or loss. Changes in the fair value of these derivatives instruments that do not qualify for hedge accounting are recognised immediately in the profit or loss.

2 重要會計政策摘要(續)

2.13 財務資產減值(續)

(b) 分類為可供出售之資產

本集團在每個報告日期末評估是否有客觀證據證明某項財務資產或某組財務資產經已減值。對於債務務證券，本集團用(a)部份所提出的準則評估。倘股本投資歸類為可供出售，證券公平值之重大或持續下跌至低於其成本值亦為資產出現減值之證據。倘存有證據顯示可供出售財務資產出現減值，其累計虧損(收購成本與現時公平值之差額減該財務資產以往於損益表內確認之任何減值)則於權益帳撤銷，並於損益表內確認。於綜合損益表內確認的股本工具減值虧損不會透過損益表撥回。倘於繼後期間，被分類為可供出售的債務工具之公平值增加，而該增值可客觀地與減值虧損於綜合損益表確認後出現之事件有關，減值虧損則於綜合損益表中撥回。

2.14 衍生金融工具

衍生工具最初於訂立衍生工具合約當日按公平值確認，其後按公平值重新計量。

不符合對沖會計法的衍生工具乃按公平值列帳及於損益表處理入帳。任何不符合對沖會計法的衍生工具的公平值變動會即時在損益表中確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.15 Inventories

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

2.16 Accounts and other receivables

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

Accounts and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment.

2.17 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. In the consolidated and entity balance sheet, bank overdrafts are shown within borrowings in current liabilities.

2.18 Share capital

Ordinary shares are classified as equity.

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

2 重要會計政策摘要(續)

2.15 存貨

存貨按成本及可變現淨值兩者的較低者列帳。成本利用先進先出法釐定。製成品及在製品的成本包括原材料、直接勞工、其它直接成本和相關的生產經常開支(依據正常營運能力)。這不包括貸款成本。可變現淨值為在通常業務過程中的估計銷售價，減適用的變動銷售費用。

2.16 應收帳項及其它應收款

應收帳項是於日常業務過程中向客戶銷售商品或提供服務而應收之款項。倘應收帳項及其它應收帳款計將在一年或一年以內收回(若更長則在業務正常經營週期內)，則歸類為流動資產。否則，在非流動資產中列報。

應收帳項及其它應收帳款最初按公平值確認，其後則以實際利率法按攤銷成本減減值撥備計算。

2.17 現金及現金等價物

於綜合現金流量表內，現金及現金等價物包括現金、銀行之通知存款、原到期日為三個月或以下的其它短期高流動性投資，以及銀行透支。在綜合及單體資產負債表內，銀行透支列入為流動負債中的貸款。

2.18 股本

普通股被列為權益。

直接歸屬於發行新股或購股權的新增成本在權益中列為所得款的減少(扣除稅項)。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.19 Accounts payable

Accounts payable are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

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

2.20 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated income statement over the period of the borrowings using the effective interest method.

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

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

2 重要會計政策摘要(續)

2.19 應付帳項

應付帳項是於日常業務過程中從供應商處購買商品或接受服務形成的支付責任。倘應付帳項將在一年或一年內支付(若更長則在業務正常經營週期內)，則歸類為流動負債。否則，在非流動負債中列報。

應付帳項初步按公平值確認，其後以實際利率法按攤銷成本計量。

2.20 貸款

借貸扣除所產生之交易成本後初步按公平值確認，其後按攤銷成本列帳；所得款項(扣除交易成本)與贖回價值的任何差額利用實際利息法於貸款期間內在綜合損益表確認。

為建立貸款額度所支付的費用，當部分或所有額度很可能將被使用時確認為交易成本。於此情況下，該費用在使用貸款額度前將予以遞延。倘無證據表明部分或所有額度將被使用，則該費用將作為流動性服務的預付款項資本化，並在額度相關的期限內攤銷。

除非本集團有權無條件將債務結算日期遞延至報告日期末後至少十二個月，否則借貸將被分類為流動負債。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.21 Borrowing costs

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

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

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

2.22 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

2 重要會計政策摘要(續)

2.21 借貸成本

可直接歸屬於收購、購建或生產需較長時間方能達致預定用途或出售狀態之合資格資產之一般及特定借貸成本，計入該等資產之成本，直至該等資產可基本上達致預定用途或出售狀態為止。

在特定借貸撥作合資格資產支出前之暫時投資所賺取之投資收入，須自可被資本化之借貸成本中扣除。

所有其它借貸成本於其產生期間於損益確認。

2.22 本年及遞延所得稅項

期內稅項費用包括本年及遞延所得稅。除了直接與其它全面收入或權益相關的項目的稅項分別在其它全面收入或直接在權益表中確認，其餘的均在綜合損益表中確認。

(a) 本年所得稅

本年所得稅開支乃按本公司的附屬公司及聯營公司經營及產生應課稅收入之國家於結算日已實行或大致已實行之稅務法律計算。管理層就需作詮釋適用稅項法規下所作稅務申報定期評估，並按預期將支付稅務機關的款項基準計提適當撥備。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.22 Current and deferred income tax (continued)

(b) Deferred income tax

Inside basis differences

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

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Outside basis differences

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries and associates, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. Generally the Group is unable to control the reversal of the temporary difference for associates. Only when there is an agreement in place that gives the Group the ability to control the reversal of the temporary difference not recognised.

2 重要會計政策摘要(續)

2.22 本年及遞延所得稅項(續)

(b) 遞延所得稅

內部基準差異

遞延所得稅項利用負債法就資產和負債的稅基與資產和負債在綜合財務報表的帳面值之差產生的暫時差異確認。然而，若遞延稅項負債乃來自初步確認商譽，則不會被確認。若遞延所得稅項來自在交易(不包括企業合併)中對資產或負債的初步確認，而又卻在交易時不影響會計損益或應課稅盈虧，則不作確認。遞延所得稅項採用在結算日前已頒佈或實質頒佈，並在有關之遞延所得稅項資產實現或遞延所得稅項負債結算時預期將會適用之稅率(及法例)而釐定。

遞延所得稅項資產是就可能未來應課稅盈利而就此可使用暫時差異而確認。

外部基準差異

遞延所得稅項就附屬公司及聯營公司投資產生之暫時差異而撥備，但假若本集團可以控制遞延所得稅項負債暫時差異之撥回時間，而暫時差異在可預見將來有可能不會撥回則除外。一般而言，本集團無法控制聯營公司暫時差額的撥回。僅在訂有協議賦予本集團權利控制未確認暫時差額的撥回時則除外。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.22 Current and deferred income tax (continued)

(b) Deferred income tax (continued)

Outside basis differences (continued)

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries and associates only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

(c) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2.23 Employee benefits

(a) Pension obligations

The Group operates a number of defined contribution plans, the assets of which are generally held in separate trustee – administered funds.

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

2 重要會計政策摘要(續)

2.22 本年及遞延所得稅項(續)

(b) 遞延所得稅(續)

外部基準差異(續)

就附屬公司及聯營公司投資產生的可抵扣暫時差異所確認的遞延所得稅資產，只限於該暫時差異在未來可以撥回及有足夠的應課稅盈利可以利用。

(c) 抵銷

倘有合法強制執行權利可抵銷當期稅項資產與當期稅項負債，以及當遞延所得稅資產與負債與同一課稅當局就有意按淨額基準結付結餘的一間應課稅實體或不同應課稅實體徵收之所得稅有關，則遞延所得稅資產與負債會予以抵銷。

2.23 僱員福利

(a) 退休金責任

集團營運多項界定供款退休計劃，計劃之資產一般由獨立管理之基金持有。

界定供款計劃是一項本集團向一個單獨主體支付供款的退休計劃。若該基金並無持有足夠資產向所有員工就其在當期及以往期間的服務支付福利，本集團亦無法定或推定債務支付進一步供款。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.23 Employee benefits (continued)

(a) Pension obligations (continued)

The Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(b) Bonus plans

Provisions for bonus plans due wholly within 12 months after the end of each reporting period are recognised when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made.

(c) 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 balance sheet date.

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

2 重要會計政策摘要(續)

2.23 僱員福利(續)

(a) 退休金責任(續)

本集團以強制性、合約性或自願性方式向公開或私人管理的退休保險計劃供款。本集團作出供款後，即無進一步付款責任。供款在應付時確認為僱員福利開支。預付供款按照現金退款或可減少未來付款而確認為資產。

(b) 獎金計劃

當本集團為僱員已提供之服務而產生現有法律或推定性責任，而責任金額能可靠估算時，則將在結算日後十二個月內應付之獎金計劃作撥備入帳。

(c) 僱員應享假期

僱員在年假和長期服務休假之權利在僱員應享有時確認。本集團為截至結算日止僱員已提供之服務而產生之年假及長期服務休假之估計負債作出撥備。

僱員之病假及產假或陪妻分娩假不作確認，直至僱員正式休假。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.24 Share-based payments

(a) Equity-settled share-based payment transactions

The Group operates a equity-settled, share-based compensation plan, under which the entity receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (for example, an entity's share price);
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions (for example, the requirement for employees to save).

Non-market performance and service conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

In addition, in some circumstances employees may provide services in advance of the grant date and therefore the grant date fair value is estimated for the purposes of recognising the expense during the period between service commencement period and grant date.

2 重要會計政策摘要(續)

2.24 以股份支付之報酬

(a) 以股本支付的股份報酬交易

本集團設有以股本支付的股份補償計劃，以本集團的股本工具(購股權)作為獲得僱員服務之代價。僱員為獲取授予購股權而提供的服務的公平值確認為費用。列作開支的總金額乃參照已授出購股權的公平值釐定：

- 包括任何市場表現情況(例如公司股價)；
- 不包括任何有關服務及非市場表現的歸屬條件(例如盈利能力、銷售增長目標及於一段特定期間內保留一名公司僱員)的影響；及
- 包括任何非歸屬條件(例如規定僱員儲蓄)的影響。

非市場表現及服務條件包括在有關預期歸屬的購股權數目的假設中。有關總開支於歸屬時期內而指定歸屬條件能被滿足時確認。

此外，在某些情況下，員工可能於授出日期前提供服務，為了確認服務生效日期至授出日期的費用，估計授出日期的公平值。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.24 Share-based payments (continued)

(a) Equity-settled share-based payment transactions (continued)

At the end of each reporting period, the Group revises its estimates of the number of options that are expected to vest based on the non-marketing performance and service conditions. It recognises the impact of the revision to original estimates, if any, in the consolidated income statement, with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

(b) Share-based payment transactions among group entities

The grant by the Company of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity in the parent entity accounts.

2.25 Provisions

Provisions are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

2 重要會計政策摘要(續)

2.24 以股份支付之報酬(續)

(a) 以股本支付的股份報酬交易(續)

在每個結算日，本集團根據非市場表現及服務條件修訂其對預期歸屬購股權數目的估計。本集團在綜合損益表確認對原估算修訂(如有)的影響，並對權益作出相應調整。

當購股權獲行使時，本公司會發行新股份。在購股權獲行使時，已收取所得款項(扣除任何直接應佔交易成本)會列入股本(面值)及股份溢價中。

(b) 集團公司間的股份報酬交易

本公司授予集團附屬公司僱員認購其股本工具的購股權被視為注資。所接受僱員服務的公平值乃參照授出日期的公平值計量，於歸屬期間作為於附屬公司的投資進行確認，並相應地計入母公司帳目內的權益。

2.25 撥備

當本集團因已發生之事件須承擔現有法律或推定責任，而解除責任時有可能消耗資源，並且在責任金額能夠可靠地作出估算的情況下，需確認撥備。概不會就日後經營虧損確認撥備。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.25 Provisions (continued)

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

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

2.26 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods supplied, stated net of discounts returns and value added taxes. The Group recognises revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities, as described below. The Group bases its estimates of return on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

- (a) Sale of goods – income from sale of goods is recognised when the significant risks and rewards of ownership of the goods have been transferred to customers.
- (b) Rental income – rental income is recognised on a straight-line basis over the term of the lease.
- (c) Service income – service income is recognised in the accounting periods in which the services are rendered.

2 重要會計政策摘要(續)

2.25 撥備(續)

如有多項類似責任，其需要在償付中流出資源的可能性，是根據責任的類別整體考慮。即使在同一責任類別所包含的任何一個項目相關的資源流出的可能性極低，仍須確認撥備。

撥備按預期需要的開支以償付責任的貼現值衡量，並採用稅前比率反映當時市場對金錢的時間值及該責任的相關風險。因時間的流逝而增加的撥備以利息支出確認。

2.26 收益確認

收益按已收或應收代價的公平值計量，並以所提供的貨品的應收金額，扣除折扣、退貨及增值稅呈示。當收益數額能可靠地計量，而未來經濟利益很可能流入實體，且符合以下本集團各業務特定標準時，本集團會確認收益。本集團根據其往績，並考慮客戶類別、交易種類及各項安排之特點作出估計。

- (a) 銷貨－銷貨收益在擁有權之重大風險及回報轉移至客戶時確認。
- (b) 租金收入－租金收入按租約年期以直線法確認。
- (c) 服務收入－服務收入在服務提供的會計期內確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.27 Interest income

Interest income is recognised using the effective interest method. When a loan and receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans and receivables is recognised using the original effective interest rate.

2.28 Dividend income

Dividend income is recognised when the right to receive payment is established.

2.29 Leases

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

The Group leases certain property, plant and equipment. Leases of property, plant and equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's commencement at the lower of the fair value of the leased property and the present value of the minimum lease payments.

Each lease payment is allocated between the liability and finance charges. The corresponding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance cost is charged to the consolidated income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease term.

2 重要會計政策摘要(續)

2.27 利息收入

利息收入採用實際利息法確認。倘貸款及應收款出現減值，本集團會將帳面值減至可收回款額，即估計的未來現金流量按該工具之原有效利率貼現值，並繼續將貼現計算並確認為利息收入。已減值貸款及應收款之利息收入按原實際利率確認。

2.28 股息收入

股息收入於收取款項之權利確立時確認。

2.29 租賃

擁有權的重大部份風險和回報由出租人保留的租賃分類為營運租賃。根據營運租賃支付的款項(扣除自出租人收取之任何獎勵金後)於租賃期內以直線法在綜合損益表支銷。

本集團持有租賃物業、機器及設備。如本集團持有租賃物業、機器及設備擁有權的近乎所有風險及回報，分類為融資租賃。融資租賃在租賃開始時按租賃資產之公平值及最低租賃付款現值兩者之較低者入帳。

每筆租金均分攤為負債及財務開支。相應租賃責任在扣除財務開支後計入其它長期應付款內。財務費用的利息部份於租約期內在綜合損益表支銷，使財務費用與每個期間的負債餘額之比為常數定期利率。根據融資租賃取得的物業、機器及設備按資產之可用年期或租期兩者的較低者折舊。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.30 Dividend distribution

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

2.31 Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group 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;

2 重要會計政策摘要(續)

2.30 股息分派

向本公司股東分派的股息在股息獲本公司股東或董事(如適用)批准的期間內於本集團及本公司的財務報表內列為負債。

2.31 關連方

在下列情況下，一方將被視為與本集團有關：

- (a) 有關人士或與其關係密切之家庭成員，而該人士：
 - (i) 能控制或共同控制本集團；
 - (ii) 能對本集團施加重大影響；或
 - (iii) 為本集團或本集團之母公司之主要管理人員；

或

- (b) 有關聯人士為適用以下任何一項條件之實體：
 - (i) 該實體與本集團均為同一集團內之成員；
 - (ii) 其中一個實體是另一實體之聯營公司或共同控制實體(或是另一實體之母公司、子公司或其附屬公司)；
 - (iii) 該實體與本集團為同一第三方之共同控制實體；
 - (iv) 其中一個實體為第三方之共同控制實體，而另一實體為該同一第三方之聯營公司；

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.31 Related parties (continued)

(b) (continued)

- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (vi) the entity is controlled or jointly controlled by a person identified in (a); and
- (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 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity 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.

Risk management is carried out by a treasury committee under policies approved by the board of directors. The committee identifies, evaluates and hedges financial risks in close co-operation with the Group's operating units. The board provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity.

2 重要會計政策摘要(續)

2.31 關連方(續)

(b) (續)

- (v) 有關人士為本集團或任何屬本集團有關連人士之實體為其僱員利益而設立之終止僱用後福利計劃；
- (vi) 該實體由(a)中定義之人士所控制或共同控制；及
- (vii) (a)(i)中定義之人士對該實體能施加重大影響或為該實體(或該實體之母公司)之主要管理人員。

3 財務風險管理

3.1 財務風險因素

本集團的活動承受著多種的財務風險：市場風險(包括外匯風險、公平值利率風險、現金流量利率風險及價格風險)、信貸風險及流動資金風險。本集團的整體風險管理計劃專注於財務市場的難預測性，並尋求儘量減低對本集團財務表現的潛在不利影響。

風險管理由財資委員會根據董事局批准之政策執行。財資委員會透過與集團內營運單位之緊密合作，負責確定、評估及對沖財務風險。董事局就整體風險管理制訂原則，並就外匯風險、利率風險、信貸風險、衍生金融工具與非衍生金融工具之應用及將剩餘流動資金作出投資等範疇制訂政策。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) Market risk

(i) Foreign exchange risk

The Group has transactional currency exposures. Such exposures arise from sales or purchases by operating units in currencies other than the units' functional currency. Approximately 89% (2012: 88%) of the Group's turnover are denominated in currencies other than the functional currency of the operating units making the sale, whilst approximately 8% (2012: 15%) of costs are denominated in the units' functional currency. The Group manages the foreign exchange exposure arising from its normal course of business activities and investments in foreign operations by funding its local operations and investments through cash flow generated from business transactions locally. The management monitors foreign exchange exposure closely and forward exchange contracts are used for hedging purposes when required.

In view of the fact that Hong Kong dollar ("HK\$") is pegged to United States dollar ("US\$"), the Group's exposure to change in US\$ exchange rate is minimal.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in Chinese Renminbi ("RMB") exchange rate, with all other variables held constant, of the Group's profit/(loss) after income tax (due to changes in the fair value of monetary assets and liabilities) and the Group's equity. 2% (2012: 2%) increase/decrease represents management's assessment of a reasonably possible change in RMB exchange rate which have the most impact on the Group over the period until the end of the next reporting period.

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險

(i) 外匯風險

本集團面對交易貨幣風險。該等風險來自營運單位使用單位功能貨幣以外的貨幣進行銷售或採購。本集團約89% (二零一二年：88%)之營業額以進行銷售的營運單位功能貨幣以外的貨幣列值，約8% (二零一二年：15%)的成本以該單位功能貨幣列值。本集團透過當地業務交易所產生之現金流為其當地營運及投資提供資金，以管理日常業務過程中及投資於海外業務產生之外匯風險。管理層密切監察外幣風險及於有需要時，會利用遠期外匯合約作對沖用途。

由於港元與美元掛鈎，本集團面對之外匯風險屬輕微。

下表呈列當所有其它變數保持不變時，本集團之除所得稅後盈利／(虧損)(因貨幣資產及負債公平值變動)及權益於報告日期末對人民幣匯率的合理變動之敏感度。2% (二零一二年：2%)的上升／下跌代表管理層就直至下個報告日期末之期間對本集團影響最大之人民幣匯率可能出現的合理變動作出之評估。

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) Market risk (continued)

(i) Foreign exchange risk (continued)

	Increase/ (Decrease) in RMB 人民幣 上升/(下降) %	Increase/ (Decrease) in profit after income tax 除所得稅後 盈利增加/ (減少) HK\$'000 港幣千元	Increase/ (Decrease) in equity 權益增加/ (減少) HK\$'000 港幣千元
2013			
If HK\$ weakens against RMB	倘港元兌人民幣轉弱	2	(3,036)
If HK\$ strengthens against RMB	倘港元兌人民幣轉強	(2)	3,036

	Increase/ (Decrease) in RMB 人民幣 上升/(下降) %	Increase/ (Decrease) in loss after income tax 除所得稅後 虧損增加/ (減少) HK\$'000 港幣千元	Increase/ (Decrease) in equity 權益增加/ (減少) HK\$'000 港幣千元
2012			
If HK\$ weakens against RMB	倘港元兌人民幣轉弱	2	3,263
If HK\$ strengthens against RMB	倘港元兌人民幣轉強	(2)	(3,263)

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

(i) 外匯風險(續)

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) Market risk (continued)

(ii) Price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of equity indices and the value of individual securities. The Group is exposed to equity price risk arising from individual equity investments classified as trading equity investments (Note 14) as at 31 December 2012 and 2013. To manage its price risk arising from investments in equity securities, the Group diversifies its portfolio. The Group's investments listed in Hong Kong and overseas are valued at quoted market prices at the end of the reporting period. The Group is also exposed to commodity price risk arising from commodity swap contracts classified as derivative financial instruments (Note 15) as at 31 December 2013.

The following table demonstrates the sensitivity to 5% increase/decrease in the fair values of the equity investments and derivative financial instruments with all other variables held constant and after any impact on income tax, based on their carrying amounts at the end of the reporting period.

		Increase/ (Decrease) in carrying amount of equity investments/ derivative financial instruments 股本投資/ 衍生金融工具 帳面值增加/ (減少) HK\$'000 港幣千元	Increase/ (Decrease) in profit after income tax 除所得稅後盈 利增加/ (減少) HK\$'000 港幣千元	Increase/ (Decrease) in equity 權益增加/ (減少) HK\$'000 港幣千元
2013				
5% increase in equity price	股本價格上升5%	71	62	62
5% decrease in equity price	股本價格下降5%	(71)	(62)	(62)
5% increase in commodity price	商品價格上升5%	1,767	1,475	1,475
5% decrease in commodity price	商品價格下降5%	(1,767)	(1,475)	(1,475)

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

(ii) 價格風險

股票價格風險為股票指數水平及個別證券價值變動導致股本證券公平值下降之風險。於二零一二年及二零一三年十二月三十一日，本集團面對之股票價格風險來自列為買賣股本投資(附註14)之個別股本投資。本集團為了管理因投資股本證券而產生的價格風險，而分散其投資組合。本集團之投資乃於香港及海外上市，按報告日期末所報市場價格估值。於二零一三年十二月三十一日，本集團亦面對來自列為衍生金融工具(附註15)之商品掉期合約的商品價格風險。

下表呈列按股本投資及衍生金融工具於報告日期末之帳面值對公平值增加/減少5%之敏感度，當所有其它變數保持不變並計及任何所得稅的影響後。

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) Market risk (continued)

(ii) Price risk (continued)

2012

5% increase in equity price	股本價格上升5%
5% decrease in equity price	股本價格下降5%

(iii) Cash flow and fair value interest rate risk

As the Group has no significant interest-bearing assets, the Group's income and operating cash flows are substantially independent of changes in market interest rates.

The Group's interest rate risk arises from long-term borrowings. Borrowings issued at variable rates expose the Group to cash flow interest rate risk. Borrowings issued at fixed rates expose the Group to fair value interest rate risk. During 2012 and 2013, the Group's borrowings at variable rate were denominated in US\$, RMB and HK\$.

The Group has not hedged its exposure to cash flow and fair value interest rate risk, as the management considers the risk is insignificant to the Group.

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

(ii) 價格風險(續)

Increase/ (Decrease) in carrying amount of equity investments 股本投資 帳面值增加/ (減少) HK\$'000 港幣千元	Increase/ (Decrease) in loss after income tax 除所得稅後 虧損增加/ (減少) HK\$'000 港幣千元	Increase/ (Decrease) in equity 權益增加/ (減少) HK\$'000 港幣千元
35	(31)	31
(35)	31	(31)

(iii) 現金流量及公平值利率風險

由於本集團並無重大計息資產，故本集團的收入和營運現金流量基本上不受市場利率波動的影響。

本集團的利率風險來自長期貸款。按變動利率發行的貸款令本集團承受現金流量利率風險。按固定利率發行的貸款令本集團承受公平值利率風險。二零一二年及二零一三年，本集團變動利率的貸款為美元、人民幣及港元。

由於管理層認為有關風險對本集團並不重大，故本集團並無對沖其現金流量及公平值利率風險。

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) Market risk (continued)

(iii) Cash flow and fair value interest rate risk (continued)

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit/(loss) after income tax (through the impact on floating rate borrowings) and the Group's equity.

		Increase/ (Decrease) in basis points	Increase/ (Decrease) in profit after income tax 除所得稅後 盈利增加/ (減少)	Increase/ (Decrease) in equity 權益增加/ (減少)
		利率基點 增加/(減少)	HK\$'000 港幣千元	HK\$'000 港幣千元
2013				
US\$	美元	100	(2,183)	(2,183)
RMB	人民幣	100	(1,125)	(1,125)
HK\$	港元	100	(1,212)	(1,212)
US\$	美元	(100)	2,183	2,183
RMB	人民幣	(100)	1,125	1,125
HK\$	港元	(100)	1,212	1,212
2012				
US\$	美元	100	1,772	(1,772)
RMB	人民幣	100	1,133	(1,133)
HK\$	港元	100	1,025	(1,025)
US\$	美元	(100)	(1,772)	1,772
RMB	人民幣	(100)	(1,133)	1,133
HK\$	港元	(100)	(1,025)	1,025

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

(iii) 現金流量及公平值利率風險(續)

下表呈列當所有其它變數不變時，本集團之除所得稅後盈利/(虧損) (透過浮動利率貸款變動之影響) 及本集團權益對合理利率變動之敏感度。

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk

The Group reviews the recoverability of its financial assets periodically to ensure that potential credit risk of the counterparty is managed at an early stage and sufficient provision is made for possible defaults. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, due from associates, due from a related company and other receivables, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

The Group is also exposed to credit risk through the granting of guarantees, further details of which are disclosed in Note 36(d) and Note 39(c) to the consolidated financial statements.

Further quantitative data in respect of the Group's exposure to credit risk arising from accounts receivable are disclosed in Note 16 to the consolidated financial statements.

(c) Liquidity risk

Ultimate responsibility for liquidity risk management rests with the board of directors, which has built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險

本集團定期檢討其財務資產之可收回金額，以確保及早對交易對方的信貸風險作出管理，並在有需要時作充足之減值虧損撥備。此外，本集團持續監察應收結餘情況，而本集團並無重大壞帳風險。

就有關本集團其它財務資產(其中包括現金及現金等價物、聯營公司欠款、關連公司欠款及其它應收款)的信貸風險，本集團因對方違約所產生的信貸風險，上限相等於該等工具的帳面值。

本集團亦就提供擔保面對信貸風險，詳情於綜合財務報表附註36(d)及附註39(c)披露。

就本集團應收帳項信貸風險之其它量化數據，已於綜合財務報表附註16披露。

(c) 流動資金風險

本集團董事局就流動資金風險管理承擔最終責任，並已為本集團之短期、中期及長期資金融資及流動資金需求的管理建立一個合適之流動資金風險管理藍圖。本集團藉不斷監察預測及實際現金流、財務資產及負債之年期配對，及維持充足儲備及信貸額，管理流動資金風險。

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(c) Liquidity risk (continued)

The maturity profile of the Group's and the Company's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

		Carrying amount as per consolidated balance sheet 按綜合 資產負債表之 帳面值 HK\$'000 港幣千元	Total contractual undiscounted cash flows 已立約 而未貼現之 現金流量總額 HK\$'000 港幣千元	On demand or within 1 year 應要求或 一年內償還 HK\$'000 港幣千元	More than 1 year but less than 5 years 一年以上 但於五年內 HK\$'000 港幣千元	Over 5 years 五年 以上 HK\$'000 港幣千元
2013						
Group	集團					
Borrowings	貸款	918,993	925,269	697,780	156,976	70,513
Derivative financial instruments	衍生金融工具	2,496	2,496	2,496	-	-
Due to a related company	欠關連公司款項	23,315	23,315	23,315	-	-
Bills and accounts payable	應付票據及應付帳項	177,073	177,073	177,073	-	-
Other payables and accruals	其它應付帳項及 應計費用	141,764	141,764	141,764	-	-
Guarantee for loan facilities granted to an associate	為聯營公司貸款融資 作出之擔保	-	11,160	11,160	-	-
Guarantees given to banks for mortgage facilities granted to the buyers of the Group's properties	為集團物業購買者 按揭貸款而向銀行 作出之擔保	-	97	97	-	-
		1,263,641	1,281,174	1,053,685	156,976	70,513
Company	公司					
Due to subsidiaries	欠附屬公司款項	18,199	18,199	18,199	-	-
Other payables and accruals	其它應付帳項 及應計費用	1,905	1,905	1,905	-	-
		20,104	20,104	20,104	-	-

3 財務風險管理(續)

3.1 財務風險因素(續)

(c) 流動資金風險(續)

根據已立約而未貼現之付款計算，本集團和公司於報告日期末財務負債之年期如下：

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(c) Liquidity risk (continued)

		Carrying amount as per consolidated balance sheet 按綜合 資產負債表之 帳面值 HK\$'000 港幣千元	Total contractual undiscounted cash flows 已立約 而未貼現之 現金流量總額 HK\$'000 港幣千元	On demand or within 1 year 應要求或 一年內償還 HK\$'000 港幣千元	More than 1 year but less than 5 years 一年以上 但於五年內 HK\$'000 港幣千元	Over 5 years 五年 以上 HK\$'000 港幣千元
2012						
Group	集團					
Borrowings	貸款	1,001,091	1,015,895	763,587	164,000	88,308
Due to a related company	欠關連公司款項	23,315	23,315	23,315	-	-
Bills and accounts payable	應付票據及應付帳項	239,617	239,617	239,617	-	-
Other payables and accruals	其它應付帳項及 應計費用	143,428	143,428	143,428	-	-
Guarantees for general banking facilities and loan facilities granted to associates	為聯營公司銀行融資 及貸款融資作出 之擔保	-	22,420	22,420	-	-
Guarantees given to banks for mortgage facilities granted to the buyers of the Group's properties	為集團物業購買者 按揭貸款而向銀行 作出之擔保	-	94	94	-	-
		<u>1,407,451</u>	<u>1,444,769</u>	<u>1,192,461</u>	<u>164,000</u>	<u>88,308</u>
Company	公司					
Due to subsidiaries	欠附屬公司款項	27,208	27,208	27,208	-	-
Other payables and accruals	其它應付帳項 及應計費用	2,046	2,046	2,046	-	-
		<u>29,254</u>	<u>29,254</u>	<u>29,254</u>	<u>-</u>	<u>-</u>

3 財務風險管理(續)

3.1 財務風險因素(續)

(c) 流動資金風險(續)

3 FINANCIAL RISK MANAGEMENT (continued)

3.2 Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Group monitors capital on the basis of the debt-to-adjusted capital ratio. This ratio is calculated as net debt divided by adjusted capital. Net debt is calculated as total borrowings (including current and non-current borrowings as shown in the consolidated balance sheet) less cash and cash equivalents. Adjusted capital comprises all components of equity (including share capital, reserves, retained profits and non-controlling interests as shown in the consolidated balance sheet) and other loans from non-controlling shareholders of subsidiaries.

3 財務風險管理(續)

3.2 資金管理

本集團管理資金之目標為保障本集團持續經營之能力，以為股東帶來回報、為其它權益持有人帶來利益，及維持理想資金結構以減低資本成本。

為維持或調整資本結構，本集團或會調整向股東派付股息之金額，向股東歸還資金或發行新股份。

本集團按債務對經調整股本比率監察股本。此比率按債務淨額除以經調整股本計算。債務淨額按總貸款(包括綜合資產負債表所列示之流動及非流動貸款)減現金及現金等價物計算。經調整股本包括所有權益部分(包括綜合資產負債表所列示的股本、儲備、保留盈利及非控股權益)及附屬公司非控股股東的其它貸款。

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.2 Capital management (continued)

During 2013, the Group's strategy, which was unchanged from 2012, was to maintain a debt-to-adjusted capital ratio below 90%. The debt-to-adjusted capital ratios at 31 December 2012 and 2013 were as follows:

		2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
Total borrowings	總貸款	918,993	1,001,091
Less: Cash and cash equivalents (Note 35(b))	減：現金及現金等價物 (附註35(b))	(142,331)	(199,074)
Net debt	債務淨額	776,662	802,017
Total equity	總權益	1,842,207	1,742,977
Adjusted capital	經調整股本	1,902,143	1,802,699
Debt-to-adjusted capital ratio	債務對經調整股本比率	41%	44%

3.3 Fair value estimation

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

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

3 財務風險管理(續)

3.2 資金管理(續)

於二零一三年，本集團之策略為維持債務與經調整股本比率低於90%，與二零一二年相同。於二零一二年及二零一三年十二月三十一日之債務對經調整股本比率如下：

	2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
Total borrowings	918,993	1,001,091
Less: Cash and cash equivalents (Note 35(b))	(142,331)	(199,074)
Net debt	776,662	802,017
Total equity	1,842,207	1,742,977
Adjusted capital	1,902,143	1,802,699
Debt-to-adjusted capital ratio	41%	44%

3.3 公平值估計

下表按估值方法分析以公平值計量之金融工具。各等級之定義如下：

- 同類資產或負債在活躍市場上的報價(未經調整)(第一級)。
- 除第一級所包括的報價外，資產或負債的可直接(即價格)或間接(即從價格以外得出)觀察所得輸入值(第二級)。
- 並非根據可觀察市場數據而釐定的資產或負債輸入值(即不可觀察輸入值)(第三級)。

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.3 Fair value estimation (continued)

The following table presents the Group's financial assets and liabilities that are measured at fair value at 31 December 2013. See Note 8 for disclosures of the investment properties that are measured at fair value.

		Level 1 第一級 HK\$'000 港幣千元	Level 2 第二級 HK\$'000 港幣千元	Level 3 第三級 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Assets	資產				
Financial assets at fair value through profit or loss	按公平值透過損益列帳的財務資產				
– Listed equity securities	– 上市股本證券	1,416	–	–	1,416
– Commodity swap contracts	– 商品掉期合約	–	556	–	556
		1,416	556	–	1,972
Liabilities	負債				
Financial liabilities at fair value through profit or loss	按公平值透過損益列帳的財務負債				
– Commodity swap contracts	– 商品掉期合約	–	2,496	–	2,496

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

		Level 1 第一級 HK\$'000 港幣千元	Level 2 第二級 HK\$'000 港幣千元	Level 3 第三級 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Assets	資產				
Financial assets at fair value through profit or loss	按公平值透過損益列帳的財務資產				
– Listed equity securities	– 上市股本證券	700	–	–	700

3 財務風險管理(續)

3.3 公平值估計(續)

下表呈列本集團於二零一三年十二月三十一日以公平值計量的資產及負債。見附註8投資性物業的披露以公平值計算。

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.3 Fair value estimation (continued)

There were no transfers between levels 1 and 2 during the year.

(a) Financial instruments in level 1

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1.

(b) Financial instruments in level 2

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for similar instruments.
- Other techniques, such as discounted cash flow analysis, are used to determine fair value for the remaining financial instruments.

3 財務風險管理(續)

3.3 公平值估計(續)

本年度分類之第一級及第二級之間概無調動。

(a) 第一級金融工具

在活躍市場買賣之金融工具之公平值乃按報告日期末之市場報價計算。倘報價可容易及規律地從交易市場、經銷商、經紀人、產業集團、股價服務機構或監管機構中獲得，且該等報價反映按公平原則磋商之真實及定期發生交易，則該市場視為活躍。就本集團所持財務資產所用市場報價為現行買價。該等工具屬第一級。

(b) 第二級金融工具

並非在活躍市場買賣之金融工具(如場外交易衍生工具)之公平值採用估值技術釐定。該等估值技術以最大限度使用了可獲得的可觀察市場數據，將對實體特定估計的依賴降到最低。倘按公平值計量一項工具的所有重大輸入值均可觀察獲得，則該項工具屬第二級。

倘一個或多個重大輸入值並非根據可觀察市場數據釐定，則該項工具屬第三級。

用於對金融工具作出估值的特定估值技術包括：

- 類似工具採用市場報價或交易商報價。
- 其它技術，例如折現現金流量分析，用以釐定其餘金融工具之公平值。

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.3 Fair value estimation (continued)

(c) Financial instruments in level 3

The following table presents the changes in level 3 instruments for the year ended 31 December 2012.

Contingent consideration at fair value 按公平值計算之或然代價

		2012 HK\$'000 港幣千元
Opening balance	年初結餘	71,998
Losses recognised in profit or loss	於損益確認之虧損	(686)
Settlement	結算	<u>(71,312)</u>
Closing balance	年末結餘	<u><u>–</u></u>
Total losses for the year included in profit or loss	年內虧損總額	<u><u>(686)</u></u>

There is no transfers of financial assets into or out of level 3.

Changes in fair value of contingent consideration are recognised in "fair value losses on other financial assets" in the consolidated income statement.

3 財務風險管理(續)

3.3 公平值估計(續)

(c) 第三級金融工具

下表呈列截至二零一二年十二月三十一日止年度之第三級工具變動。

	2012 HK\$'000 港幣千元
年初結餘	71,998
於損益確認之虧損	(686)
結算	<u>(71,312)</u>
年末結餘	<u><u>–</u></u>
年內虧損總額	<u><u>(686)</u></u>

並無財務資產從第三級轉入或轉出。

或然代價之公平值變動於綜合損益表的「其它財務資產的公平值虧損」中確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4.1 Critical accounting estimates and assumptions

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

(a) *Estimated impairment of goodwill*

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in Note 2.8. At 31 December 2012, the recoverable amounts of cash-generating units have been determined based on fair value less costs of disposal.

An impairment charge of approximately HK\$394,030,000 arose in the mineral resources CGU during the course of the 2012 year, resulting in the carrying amount of the CGU being written down to its recoverable amount.

(b) *Estimated impairment of property, plant and equipment, leasehold land and land use rights*

Property, plant and equipment, leasehold land and land use rights are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable amounts of property, plant and equipment, leasehold land and land use rights have been determined based on value in use calculations, taking into account latest market information and past experience. These calculations and valuations require the use of judgements and estimates.

4 關鍵會計估算及判斷

估算和判斷會被持續評估，並根據過往經驗和其它因素進行評價，包括在有關情況下相信為合理的對未來事件的預測。

4.1 關鍵會計估算及假設

本集團對未來作出估算和假設。所得的會計估算如其定義，很少會與其實際結果相同。很大機會導致下個財政年度的資產和負債的帳面值作出重大調整的估算和假設討論如下。

(a) *商譽減值估算*

本集團根據於附註2.8的會計政策每年就商譽是否出現減值進行測試。於二零一二年十二月三十一日，現金產生單位之可收回金額已根據公平值減出售成本釐定。

在二零一二年內，因礦產資源現金產生單位的帳面價值撇減至可收回金額，減值約港幣394,030,000元。

(b) *物業、機器及設備和租賃土地及土地使用權減值估算*

當有事件出現或情況改變顯示帳面值可能無法收回時，須就物業、機器及設備和租賃土地及土地使用權進行減值檢討。在考慮近期市況及過往經驗，物業、機器及設備、租賃土地及土地使用權的可收回金額按照使用價值計算而釐定。此等計算及估價需要利用判斷及估算。

Notes to the Consolidated Financial Statements 綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

4.1 Critical accounting estimates and assumptions (continued)

(c) *Fair value of investment properties*

The fair value of investment properties is determined by using valuation technique. Details of the judgement and assumptions have been disclosed in Note 8.

(d) *Income taxes and deferred income tax*

The Group is subject to taxation in Mainland China and Hong Kong. Significant judgement is required in determining the amount of the provision for taxation and the timing of payment of the related taxation. 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 income tax provisions in the periods in which such determination are made.

Deferred income tax assets relating to certain temporary differences and tax losses are recognised as management considers it is probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. Where the expectation is different from the original estimate, such differences will impact the recognition of deferred income tax assets and income tax in the periods in which such estimate is changed.

4 關鍵會計估算及判斷(續)

4.1 關鍵會計估算及假設(續)

(c) *投資物業公平值*

投資物業的公平值採用估值技術釐定。判斷和假設詳情於附註8中披露。

(d) *所得稅及遞延所得稅*

本集團需要在中國及香港繳納稅項。在釐定稅項撥備金額及繳付相關稅項的時間時，需要作出重大判斷。在一般業務過程中，有許多交易和計算所涉及的最終稅務釐定都是不確定的。如此等事件的最終稅務後果與最初記錄的金額不同，此等差額將影響作出此等釐定期間的所得稅和遞延所得稅撥備。

當管理層認為未來可能存在應課稅盈利，令暫時差異或稅損得以被利用，有關該暫時差異及稅損的遞延所得稅資產會被確認。在預期情況有別於原估計時，該差異會在情況變更的期間內影響遞延所得稅資產和所得稅的確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

4.2 Critical judgements in applying the Group's accounting policies

Distinction between investment properties and owner-occupied properties

The Group determines whether a property qualifies as investment property. In making its judgement, the Group considers whether the property generates cash flows largely independently of the other assets held by an entity. Owner-occupied properties generate cash flows that are attributable not only to property but also to other assets used in the production or supply process.

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions can be sold separately (or leased out separately under a finance lease), the Group accounts for the portions separately. If the portions cannot be sold separately, the property is accounted for as investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is applied in determining whether ancillary services are so significant that a property does not qualify as investment property. The Group considers each property separately in making its judgement.

4 關鍵會計估算及判斷(續)

4.2 應用本集團會計政策的關鍵判斷

投資物業與業主自用物業的分別

本集團釐定一項物業是否符合資格為投資物業。在作出判斷時，本集團會考慮該物業所產生的現金流量是否基本不受與實體持有的其它資產所影響。業主自用物業所產生的現金流量，不單只來自該物業，亦來自用於生產或供應流程的其它資產。

某些物業其中的一部份是用以賺取租金或作為資本增值用途而持有的，而另一部份則持有作生產或供應貨品或服務或作為行政用途。如該等部份可獨立出售(或按融資租賃獨立出租)，本集團會對該等部份獨立記帳。如該等部份不可以獨立出售，該物業只會在其不重大部份用作生產或供應貨品或服務或作行政用途而持有時記帳為投資物業。在釐定附屬服務是否那樣重大以致某項物業不符合作為投資物業時，須作出判斷。本集團在作出判斷時會獨立研究每項物業。

Notes to the Consolidated Financial Statements 綜合財務報表附註

5 SEGMENT INFORMATION

The chief operating decision-maker has been identified as the board of directors of the Company. The directors review the Group's internal reporting in order to assess performance and allocate resources. Management has determined the operating segments based on these reports.

The directors assess the performance of the operating segments based on a measure of profit/(loss) before income tax for the year. The information provided to the directors is measured in a manner consistent with that in the consolidated financial statements.

The Group is organised into four major operating units: (i) steel trading; (ii) steel processing; (iii) mineral resources; (iv) commercial property; and (v) other segment comprises, principally, management services business.

Turnover recognised during the year is as follows:

Sale of goods	銷貨
Rental income	租金收入
Service income	服務收入

5 分部資料

主要營運決策者已被確定為本公司董事局。董事評審本集團的內部報告，以評估業績和分配資源。管理部門已根據這些報告決定了經營分部。

董事局按本年度除所得稅前盈利／(虧損)來評估經營分部的業績。向董事報告的資料與本綜合財務報表資料測量的方式屬一致。

本集團由四個主要營運單位組成：(i)鋼鐵貿易；(ii)鋼鐵加工；(iii)礦產資源；(iv)商業房地產；及(v)其它分部業務主要包括管理服務。

本年度確認之營業額如下：

	2013	2012
	HK\$'000	HK\$'000
	港幣千元	港幣千元
	4,466,188	4,844,364
	59,987	50,182
	22,000	21,778
	4,548,175	4,916,324

Notes to the Consolidated Financial Statements 綜合財務報表附註

5 SEGMENT INFORMATION (continued)

The segment results for the year ended 31 December 2013 are as follows:

5 分部資料(續)

截至二零一三年十二月三十一日止年度的分部業績如下：

		Steel trading 鋼鐵貿易 HK\$'000 港幣千元	Steel processing 鋼鐵加工 HK\$'000 港幣千元	Mineral resources 礦產資源 HK\$'000 港幣千元	Commercial property 商業房地產 HK\$'000 港幣千元	Others 其它 HK\$'000 港幣千元	Unallocated 未分配 HK\$'000 港幣千元	Group 集團 HK\$'000 港幣千元
Total segment sales	分部銷售總額	4,206,471	259,717	-	59,987	22,068	-	4,548,243
Inter-segment sales	分部間銷售	-	-	-	-	(68)	-	(68)
Sales to external customers	銷售予外部客戶	<u>4,206,471</u>	<u>259,717</u>	-	<u>59,987</u>	<u>22,000</u>	-	<u>4,548,175</u>
Operating profit/(loss) before below items	未計下述項目的經營盈利/(虧損)	9,355	(3,470)	(14,720)	41,767	6,613	(29,969)	9,576
Expenses on proposed disposal of subsidiaries	建議出售附屬公司支出	-	-	(1,829)	-	-	-	(1,829)
Fair value gains on investment properties	投資物業公平值收益	-	-	-	84,632	-	-	84,632
Fair value gains on financial assets at fair value through profit or loss	按公平值透過損益列帳的財務資產之公平值收益	4,082	112	-	-	-	715	4,909
Fair value losses on derivative financial instruments	衍生金融工具之公平值虧損	-	-	-	-	-	(8,031)	(8,031)
Operating profit/(loss)	經營盈利/(虧損)	13,437	(3,358)	(16,549)	126,399	6,613	(37,285)	89,257
Finance costs	融資成本	(22,475)	(1,215)	(9,055)	(10,806)	-	(520)	(44,071)
Share of profits of associates	所佔聯營公司盈利	-	-	-	-	-	799	799
Segment results	分部業績	<u>(9,038)</u>	<u>(4,573)</u>	<u>(25,604)</u>	<u>115,593</u>	<u>6,613</u>	<u>(37,006)</u>	<u>45,985</u>
Income tax expense	所得稅支出							(26,474)
Profit for the year	年度收益							<u>19,511</u>

Notes to the Consolidated Financial Statements 綜合財務報表附註

5 SEGMENT INFORMATION (continued)

The segment results for the year ended 31 December 2012 are as follows:

5 分部資料(續)

截至二零一二年十二月三十一日止年度的分部業績如下：

		Steel trading 鋼鐵貿易 HK\$'000 港幣千元	Steel processing 鋼鐵加工 HK\$'000 港幣千元	Mineral resources 礦產資源 HK\$'000 港幣千元	Commercial property 商業房地產 HK\$'000 港幣千元	Others 其它 HK\$'000 港幣千元	Unallocated 未分配 HK\$'000 港幣千元	Group 集團 HK\$'000 港幣千元
Total segment sales	分部銷售總額	4,535,111	313,415	-	50,182	23,865	-	4,922,573
Inter-segment sales	分部間銷售	(4,162)	-	-	-	(2,087)	-	(6,249)
Sales to external customers	銷售予外部客戶	<u>4,530,949</u>	<u>313,415</u>	-	<u>50,182</u>	<u>21,778</u>	-	<u>4,916,324</u>
Operating (loss)/profit before below items	未計下述項目的經營(虧損)/盈利	(38,301)	(7,294)	(21,916)	33,120	6,012	(30,291)	(58,670)
Fair value gains on investment properties	投資物業公平值收益	-	-	-	49,060	-	-	49,060
Fair value (losses)/gains on financial assets at fair value through profit or loss	按公平值透過損益列帳的財務資產之公平值(虧損)/收益	(239)	-	-	-	-	3,102	2,863
Share option expenses	購股權支出	-	-	-	-	-	(266)	(266)
Operating (loss)/profit	經營(虧損)/盈利	(38,540)	(7,294)	(21,916)	82,180	6,012	(27,455)	(7,013)
Finance costs	融資成本	(27,607)	(2,655)	(12,080)	(9,412)	-	(1,553)	(53,307)
Fair value losses on other financial assets	其它財務資產公平值虧損	-	-	-	-	-	(686)	(686)
Impairment losses on goodwill	商譽減值	-	-	(394,030)	-	-	-	(394,030)
Impairment losses on an associate	聯營公司減值	-	-	-	-	-	(2,237)	(2,237)
Share of losses of associates	所佔聯營公司虧損	-	-	-	-	-	(521)	(521)
Segment results	分部業績	<u>(66,147)</u>	<u>(9,949)</u>	<u>(428,026)</u>	<u>72,768</u>	<u>6,012</u>	<u>(32,452)</u>	<u>(457,794)</u>
Income tax expense	所得稅支出							(14)
Loss for the year	年度虧損							<u>(457,808)</u>

Inter-segment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the prevailing market prices.

分部間銷售及轉撥交易之售價乃參照當時售予第三者之市場價格釐定。

Notes to the Consolidated Financial Statements 綜合財務報表附註

5 SEGMENT INFORMATION (continued)

Segment results represent the profit/(loss) earned by each segment without allocation of unallocated corporate expenses including directors' salaries, share of profits/(losses) of associates, impairment losses on an associate, fair value losses on other financial assets and share option expenses.

Other segment information

The segment assets and liabilities as at 31 December 2013 and depreciation, amortisation and additions to non-current assets for the year ended 31 December 2013 are as follows:

		Steel trading 鋼鐵貿易 HK\$'000 港幣千元	Steel processing 鋼鐵加工 HK\$'000 港幣千元	Mineral resources 礦產資源 HK\$'000 港幣千元	Commercial property 商業房地產 HK\$'000 港幣千元	Others 其它 HK\$'000 港幣千元	Unallocated 未分配 HK\$'000 港幣千元	Group 集團 HK\$'000 港幣千元
Assets	資產	1,265,771	145,963	636,059	1,076,995	5,993	242,989	3,373,770
Liabilities	負債	576,538	105,332	231,710	225,035	23,595	369,353	1,531,563
Depreciation	折舊	1,850	3,043	997	636	1,045	1,567	9,138
Amortisation	攤銷	-	156	6,993	41	-	-	7,190
Additions to non-current assets	增添非流動資產	242	9	824	11,014	2,030	80	14,199

5 分部資料(續)

分部業績指由各分部賺取之盈利／(虧損)而並不包括未分配之企業開支，當中包括董事薪金、所佔聯營公司盈利／(虧損)、聯營公司減值、其它財務資產公平值虧損及購股權支出。

其它分部資料

於二零一三年十二月三十一日的分部資產和負債以及截至二零一三年十二月三十一日止年度的折舊、攤銷及增添非流動資產如下：

Notes to the Consolidated Financial Statements 綜合財務報表附註

5 SEGMENT INFORMATION (continued)

Other segment information (continued)

The segment assets and liabilities as at 31 December 2012 and depreciation, amortisation and additions to non-current assets for the year ended 31 December 2012 are as follows:

		Steel trading 鋼鐵貿易 HK\$'000 港幣千元	Steel processing 鋼鐵加工 HK\$'000 港幣千元	Mineral resources 礦產資源 HK\$'000 港幣千元	Commercial property 商業房地產 HK\$'000 港幣千元	Others 其它 HK\$'000 港幣千元	Unallocated 未分配 HK\$'000 港幣千元	Group 集團 HK\$'000 港幣千元
Assets	資產	1,357,471	185,881	623,451	937,715	5,489	294,682	3,404,689
Liabilities	負債	639,077	138,420	287,881	225,613	26,672	344,049	1,661,712
Depreciation	折舊	1,910	4,357	1,243	631	1,626	1,563	11,330
Amortisation	攤銷	-	156	7,724	40	-	-	7,920
Additions to non-current assets	增添非流動資產	741	183	202	8,663	23	-	9,812

Segment assets exclude club debentures, derivative financial instruments, financial assets at fair value through profit or loss, deferred income tax assets, investments in associates, income tax refundable, assets held for sale and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude deferred income tax liabilities, income tax payable, derivative financial instruments, corporate borrowings and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

5 分部資料(續)

其它分部資料(續)

於二零一二年十二月三十一日的分部資產和負債以及截至二零一二年十二月三十一日止年度的折舊、攤銷及增添非流動資產如下：

分部資產並不包括會籍債券、衍生金融工具、按公平值透過損益列帳的財務資產、遞延所得稅資產、聯營公司投資、可收回所得稅、待出售資產及其它未分配總公司及企業資產，因這些資產以集團方式管理。

分部負債並不包括遞延所得稅負債、應付所得稅、衍生金融工具、企業貸款及其它未分配總公司及企業負債，因這些負債以集團方式管理。

Notes to the Consolidated Financial Statements 綜合財務報表附註

5 SEGMENT INFORMATION (continued)

Geographical information

The Group's business segments operate in four main geographical areas, even though they are managed on a worldwide basis.

Turnover (by location of customers)
– Asia (other than Mainland China and Hong Kong)
– Mainland China
– Europe
– Hong Kong
– Others

營業額(按顧客地區分類)
– 亞洲(不包括中國及香港)
– 中國
– 歐洲
– 香港
– 其它

2013	2012
HK\$'000	HK\$'000
港幣千元	港幣千元

1,844,053	1,492,432
1,236,685	1,237,841
803,512	990,354
404,049	596,012
259,876	599,685
4,548,175	4,916,324

Non-current assets
– Mainland China
– Hong Kong
– Europe
– Others

非流動資產
– 中國
– 香港
– 歐洲
– 其它

1,614,786	1,483,688
68,161	70,550
319	883
7	84

1,683,273	1,555,205
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The non-current assets information above is based on the location of assets and excludes club debentures, deferred income tax assets and investments in associates.

For the years ended 31 December 2012 and 2013, the Group did not have any single significant customer with the transaction value above 10% of the external sales.

5 分部資料(續)

地區資料

本集團的業務分部以全球方式管理，主要在四個地區經營。

以上非流動資產按資產所在地區劃分，但不包括會籍債券、遞延所得稅資產及聯營公司投資。

截至二零一二年及二零一三年十二月三十一日止年度，並沒有單一重大客戶的銷售佔本集團之外部銷售10%以上。

Notes to the Consolidated Financial Statements 綜合財務報表附註

6 LEASEHOLD LAND AND LAND USE RIGHTS

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

Outside Hong Kong, held on:
Leases of between 10 to 50 years

Leasehold land and land use rights with aggregate carrying amount of approximately HK\$5,818,000 as at 31 December 2013 (2012: HK\$5,983,000) were pledged to secure against certain of the Group's bank borrowings (see Note 23).

Movement of the leasehold land and land use rights during the year is as follows:

At 1 January
Currency translation differences
Amortisation of prepaid operating lease payments

At 31 December

在香港以外持有：
十至五十年期的租賃

於二零一三年十二月三十一日，租賃土地及土地使用權總帳面值約港幣5,818,000元(二零一二年：港幣5,983,000元)已為部份集團銀行貸款作抵押(見附註23)。

租賃土地及土地使用權於年內的變動如下：

於一月一日
貨幣匯兌差額
預付營運租賃款項攤銷

於十二月三十一日

6 租賃土地及土地使用權

本集團在租賃土地及土地使用權的權益指預付營運租賃款，按其帳面淨值分析如下：

Group 集團	
2013	2012
HK\$'000	HK\$'000
港幣千元	港幣千元

10,525	10,722
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於二零一三年十二月三十一日，租賃土地及土地使用權總帳面值約港幣5,818,000元(二零一二年：港幣5,983,000元)已為部份集團銀行貸款作抵押(見附註23)。

租賃土地及土地使用權於年內的變動如下：

2013	2012
HK\$'000	HK\$'000
港幣千元	港幣千元

10,722	11,046
175	44
(372)	(368)

10,525	10,722
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Notes to the Consolidated Financial Statements 綜合財務報表附註

7 PROPERTY, PLANT AND EQUIPMENT

7 物業、機器及設備

		Leasehold land in Hong Kong under long-term finance lease 於香港 長期融資 租賃土地 HK\$'000 港幣千元	Buildings 樓宇 HK\$'000 港幣千元	Leasehold improve- ments 租賃 樓宇裝修 HK\$'000 港幣千元	Machinery 機器 HK\$'000 港幣千元	Furniture and equipment 傢具及設備 HK\$'000 港幣千元	Motor vehicles 車輛 HK\$'000 港幣千元	Construction in progress 在建工程 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
At 1 January 2012	於二零一二年一月一日								
Cost	成本	82,582	67,223	11,213	69,370	12,832	13,921	318,924	576,065
Accumulated depreciation	累計折舊	(22,762)	(31,835)	(8,007)	(56,680)	(8,943)	(8,227)	-	(136,454)
Net book amount	帳面淨值	59,820	35,388	3,206	12,690	3,889	5,694	318,924	439,611
Year ended 31 December 2012	截至二零一二年十二月三十一日止年度								
Opening net book amount	期初帳面淨值	59,820	35,388	3,206	12,690	3,889	5,694	318,924	439,611
Currency translation differences	貨幣匯兌差額	-	86	4	42	21	19	1,802	1,974
Additions	增添	-	-	-	-	991	145	245	1,381
Disposals	出售	-	-	-	-	(63)	(183)	-	(246)
Depreciation charge	折舊	(1,243)	(2,235)	(1,555)	(3,236)	(1,538)	(1,523)	-	(11,330)
Closing net book amount	期終帳面淨值	58,577	33,239	1,655	9,496	3,300	4,152	320,971	431,390
At 31 December 2012	於二零一二年十二月三十一日								
Cost	成本	82,582	67,345	11,250	69,437	12,393	13,008	320,971	576,986
Accumulated depreciation	累計折舊	(24,005)	(34,106)	(9,595)	(59,941)	(9,093)	(8,856)	-	(145,596)
Net book amount	帳面淨值	58,577	33,239	1,655	9,496	3,300	4,152	320,971	431,390

Notes to the Consolidated Financial Statements 綜合財務報表附註

7 PROPERTY, PLANT AND EQUIPMENT (continued)

7 物業、機器及設備(續)

		Leasehold land in Hong Kong under long-term finance lease 於香港 長期融資 租賃土地 HK\$'000 港幣千元	Buildings 樓宇 HK\$'000 港幣千元	Leasehold improvements 租賃 樓宇裝修 HK\$'000 港幣千元	Machinery 機器 HK\$'000 港幣千元	Furniture and equipment 傢具及設備 HK\$'000 港幣千元	Motor vehicles 車輛 HK\$'000 港幣千元	Construction in progress 在建工程 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Year ended 31 December 2013	截至二零一三年十二月三十一日止年度								
Opening net book amount	期初帳面淨值	58,577	33,239	1,655	9,496	3,300	4,152	320,971	431,390
Currency translation differences	貨幣匯兌差額	-	351	25	158	66	61	9,516	10,177
Additions	增添	-	-	2,045	-	381	-	-	2,426
Disposals	出售	-	-	(24)	-	(97)	(320)	-	(441)
Depreciation charge	折舊	(1,243)	(2,242)	(970)	(2,012)	(1,530)	(1,141)	-	(9,138)
Closing net book amount	期終帳面淨值	57,334	31,348	2,731	7,642	2,120	2,752	330,487	434,414
At 31 December 2013	於二零一三年十二月三十一日								
Cost	成本	82,582	67,852	13,150	69,716	12,470	10,573	330,487	586,830
Accumulated depreciation	累計折舊	(25,248)	(36,504)	(10,419)	(62,074)	(10,350)	(7,821)	-	(152,416)
Net book amount	帳面淨值	57,334	31,348	2,731	7,642	2,120	2,752	330,487	434,414

Depreciation expense of approximately HK\$3,074,000 (2012: HK\$4,384,000) has been charged in cost of sales, HK\$1,850,000 (2012: HK\$1,911,000) in selling and distribution expenses and HK\$4,214,000 (2012: HK\$5,035,000) in general and administrative expenses.

折舊費用其中約港幣3,074,000元(二零一二年:港幣4,384,000元)計入銷售成本中,港幣1,850,000元(二零一二年:港幣1,911,000元)計入銷售及分銷費用,而港幣4,214,000元(二零一二年:港幣5,035,000元)則計入一般及行政費用。

At 31 December 2013, leasehold land in Hong Kong under long-term finance lease and buildings with carrying amount of approximately HK\$57,334,000 (2012: HK\$58,577,000) and HK\$28,467,000 (2012: HK\$30,165,000), respectively, were pledged to secure against certain of the Group's bank borrowings (see Note 23).

於二零一三年十二月三十一日,於香港長期融資租賃土地及樓宇帳面值分別約港幣57,334,000元(二零一二年:港幣58,577,000元)及港幣28,467,000元(二零一二年:港幣30,165,000元)已為部份集團銀行貸款作抵押(見附註23)。

Notes to the Consolidated Financial Statements 綜合財務報表附註

7 PROPERTY, PLANT AND EQUIPMENT (continued)

Motor vehicles include the following amounts where the Group is a lessee under finance leases:

		2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
Cost – capitalised finance leases	成本－資本化融資租賃	2,047	3,070
Accumulated depreciation	累計折舊	(1,368)	(1,389)
Net book amount	帳面淨值	<u>679</u>	<u>1,681</u>

The Group leases certain motor vehicles under non-cancellable finance lease agreements. The lease terms are between 5 and 6 years, and ownership of the assets lie within the Group.

7 物業、機器及設備(續)

本集團作為融資租賃承租方的車輛包括下述金額：

		2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
Cost – capitalised finance leases	成本－資本化融資租賃	2,047	3,070
Accumulated depreciation	累計折舊	(1,368)	(1,389)
Net book amount	帳面淨值	<u>679</u>	<u>1,681</u>

本集團根據不可撤銷之融資租賃合約持有租賃車輛。租期為五至六年及資產所有權乃本集團所有。

8 INVESTMENT PROPERTIES

		Group 集團 2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
At fair value	按公平值		
Opening balance at 1 January	於一月一日年初結餘	883,520	819,655
Additions	增添	10,974	8,474
Fair value gains (included in “other income and net gains”) (Note 27)	公平值收益(包括在「其它收入及收益淨額」)(附註27)	84,632	49,060
Currency translation differences	貨幣匯兌差額	28,655	6,331
Closing balance at 31 December	於十二月三十一日年末結餘	<u>1,007,781</u>	<u>883,520</u>

Amounts recognised in profit and loss for investment properties

為投資物業於損益中確認的金額

		2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
Rental income	租金收入	59,987	50,182
Direct operating expenses from property that generated rental income	產生租金收入的物業之直接營運費用	(5,815)	(6,380)
		<u>54,172</u>	<u>43,802</u>

Notes to the Consolidated Financial Statements 綜合財務報表附註

8 INVESTMENT PROPERTIES (continued)

The Group's interests in investment properties at their net book amounts are analysed as follows:

Mainland China
– held on leases of between 10 and 50 years

中國
– 持有十至五十年期的租賃

At 31 December 2013, investment properties of approximately HK\$985,086,000 (2012: HK\$879,310,000) were pledged as collateral for the Group's banking facilities (see Note 23).

An independent valuation of the Group's investment properties was performed by the valuer, Vigers Appraisal and Consulting Limited, to determine the fair value of the investment properties as at 31 December 2012 and 2013. The revaluation gains or losses is included in "other income and net gains" in the consolidated income statement. The following table analyses the investment properties carried at fair value, by valuation method.

Fair value hierarchy

Description	描述
Recurring fair value measurements	經常性公平值計量
Investment properties:	投資物業：
– Shopping malls – Mainland China	– 商場 – 中國

8 投資物業(續)

本集團在投資物業的權益按其帳面淨值分析如下：

2013	2012
HK\$'000	HK\$'000
港幣千元	港幣千元

1,007,781	883,520
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於二零一三年十二月三十一日，投資物業約港幣985,086,000元(二零一二年：港幣879,310,000元)已予抵押，作為本集團之銀行融資抵押品(見附註23)。

本集團的投資物業由評估師威格斯資產評估顧問有限公司進行獨立估值，以確認其於二零一二年及二零一三年十二月三十一日的公平值。重估收益或虧損於綜合損益表「其它收入及收益淨額」中確認。下表按估值方法分析以公平值計量之投資物業。

公平值分級

Fair value measurements at 31 December 2013 using 於二零一三年十二月三十一日 公平值計量時所採用

Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
同類資產在活躍市場上的報價(第一級)	其它可觀察獲得的重大輸入值(第二級)	不可觀察獲得的重大輸入值(第三級)
HK\$'000	HK\$'000	HK\$'000
港幣千元	港幣千元	港幣千元

–	–	1,007,781
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Notes to the Consolidated Financial Statements 綜合財務報表附註

8 INVESTMENT PROPERTIES (continued)

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

There were no transfers between Levels 1, 2 and 3 during the year.

Fair value measurements using significant unobservable inputs (Level 3)

Opening balance	年初結餘	883,520
Additions	增添	10,974
Net gains from fair value adjustment	因公平值調整收益淨額	84,632
Currency translation differences	貨幣匯兌差額	28,655
		<hr/>
Closing balance	年末結餘	1,007,781
		<hr/> <hr/>
Total gains for the year included in profit or loss for assets held at the end of the year, under "other income and net gains"	在損益內的「其它收入及收益淨額」，就年末所持有的資產的年內收益	84,632
		<hr/> <hr/>
Change in unrealised gains for the year included in profit or loss for assets held at the end of the year	在損益內就年末所持有的資產於年內未實現之收益變動	84,632
		<hr/> <hr/>

Valuation process of the Group

The Group's investment properties were valued at 31 December 2013 by independent professionally qualified valuers who hold a recognised relevant professional qualification and have recent experience in the locations and segments of the investment properties valued. For all investment properties, their current use equates to the highest and best use.

The management will review the valuation performed by the independent valuers, including:

- verifies all major inputs to the independent valuation report;
- assess property valuations movements when compared to the prior year valuation report; and
- holds discussions with the independent valuer.

8 投資物業(續)

當有事件出現或情況改變導致轉入及轉出公平值分級，本集團的政策是於當日確認該調動。

第一級，第二級及第三級類別之間於本年度概無調動。

公平值計量採用不可觀察獲得的重大輸入值(第三級)

Shopping malls in Mainland China 位於中國的商場 HK\$'000 港幣千元

Opening balance	年初結餘	883,520
Additions	增添	10,974
Net gains from fair value adjustment	因公平值調整收益淨額	84,632
Currency translation differences	貨幣匯兌差額	28,655
		<hr/>
Closing balance	年末結餘	1,007,781
		<hr/> <hr/>
Total gains for the year included in profit or loss for assets held at the end of the year, under "other income and net gains"	在損益內的「其它收入及收益淨額」，就年末所持有的資產的年內收益	84,632
		<hr/> <hr/>
Change in unrealised gains for the year included in profit or loss for assets held at the end of the year	在損益內就年末所持有的資產於年內未實現之收益變動	84,632
		<hr/> <hr/>

本集團估值過程

於二零一三年十二月三十一日本集團投資物業由持有獲相關專業資格承認的獨立專業合資格評估師作出估值，該評估師富有根據投資物業的位置及分部評估的經驗。他們目前對於所有投資物業的使用等同於最高及最佳採用。

管理層會審閱由獨立估值師進行的估值，包括：

- 驗證獨立估值報告中的所有主要輸入值；
- 與去年估值報告比較來評估物業估值的變動；及
- 與獨立評估師討論。

Notes to the Consolidated Financial Statements 綜合財務報表附註

8 INVESTMENT PROPERTIES (continued)

Valuation techniques

For shopping malls in Mainland China, the valuation was determined using the income capitalisation approach (term and reversionary method) which was based on capitalisation of net rental income derived from the existing tenancies with due allowance for reversionary income potential of the properties.

There were no changes to the valuation techniques during the year.

Information about fair value measurements using significant unobservable inputs (Level 3)

Description	Fair value at 31 December 2013 於二零一三年十二月三十一日的公平值 (HK\$'000) (港幣千元)	Valuation technique 估值技術	Unobservable inputs 不可觀察輸入值
Shopping malls – Mainland China 商場－中國	1,007,781	Income capitalisation approach (term and reversionary method) 收入資本化法(固定年期及復歸法)	Term yield 租期收益率
			Reversionary yield 復歸收益率
			Market rent 市場租金

8 投資物業(續)

估值技術

位於中國的商場的估值乃採用收入資本化法(固定年期及復歸法)，將來自現有租約的淨租金收入資本化，並計入物業潛在的復歸撥備。

本年度估值技術並無變動。

有關公平值計量採用不可觀察獲得的重大輸入值的資料(第三級)

Range of unobservable inputs 不可觀察輸入值的範圍	Relationship of unobservable inputs to fair value 不可觀察輸入值與公平值的關係
6.0% – 7.5%	The higher the term yield, the lower the fair value. 租期收益率越高，公平值越低。
6.5% – 8.0%	The higher the reversionary yield, the lower the fair value. 復歸收益率越高，公平值越低。
RMB0.05 per square meter per month to RMB10.5 per square meter per month 每月人民幣0.05元/平方米至每月人民幣10.5元/平方米	The higher the market rent, the higher the fair value. 市場租金越高，公平值越高。

Notes to the Consolidated Financial Statements 綜合財務報表附註

9 INTANGIBLE ASSETS

9 無形資產

		Group 集團				Total
		Goodwill	Mining right	Exploration and evaluation assets	Domain names, trademark and computer software	
		商譽 HK'000 港幣千元	採礦權 HK'000 港幣千元	勘探及 評估資產 HK'000 港幣千元	域名、商標 及電腦軟件 HK'000 港幣千元	總計 HK'000 港幣千元
At 1 January 2012	於二零一二年一月一日					
Cost	成本	391,111	199,709	17,647	193	608,660
Accumulated amortisation and impairment	累計攤銷及減值	-	(20,416)	-	(193)	(20,609)
Net book amount	帳面淨值	<u>391,111</u>	<u>179,293</u>	<u>17,647</u>	<u>-</u>	<u>588,051</u>
Year ended 31 December 2012	截至二零一二年十二月 三十一日止年度					
Opening net book amount	期初帳面淨值	391,111	179,293	17,647	-	588,051
Currency translation differences	貨幣匯兌差額	2,919	1,312	131	-	4,362
Additions	增添	-	-	202	-	202
Impairment charge	減值	(394,030)	-	-	-	(394,030)
Amortisation charge	攤銷	-	(7,552)	-	-	(7,552)
Closing net book amount	期終帳面淨值	<u>-</u>	<u>173,053</u>	<u>17,980</u>	<u>-</u>	<u>191,033</u>
At 31 December 2012	於二零一二年十二月 三十一日					
Cost	成本	394,030	201,199	17,980	193	613,402
Accumulated amortisation and impairment	累計攤銷及減值	(394,030)	(28,146)	-	(193)	(422,369)
Net book amount	帳面淨值	<u>-</u>	<u>173,053</u>	<u>17,980</u>	<u>-</u>	<u>191,033</u>
Year ended 31 December 2013	截至二零一三年十二月 三十一日止年度					
Opening net book amount	期初帳面淨值	-	173,053	17,980	-	191,033
Currency translation differences	貨幣匯兌差額	-	5,231	553	-	5,784
Additions	增添	-	744	55	-	799
Amortisation charge	攤銷	-	(6,818)	-	-	(6,818)
Closing net book amount	期終帳面淨值	<u>-</u>	<u>172,210</u>	<u>18,588</u>	<u>-</u>	<u>190,798</u>
At 31 December 2013	於二零一三年十二月 三十一日					
Cost	成本	406,154	208,134	18,588	193	633,069
Accumulated amortisation and impairment	累計攤銷及減值	(406,154)	(35,924)	-	(193)	(442,271)
Net book amount	帳面淨值	<u>-</u>	<u>172,210</u>	<u>18,588</u>	<u>-</u>	<u>190,798</u>

Notes to the Consolidated Financial Statements 綜合財務報表附註

9 INTANGIBLE ASSETS (continued)

Amortisation of the mining right of approximately HK\$6,818,000 for the year ended 31 December 2013 (2012: HK\$7,552,000) is included in general and administrative expenses.

Amortisation is calculated using the straight-line method to allocate the cost of mining right over its estimated useful life of 30 years. The licence period of the mining right held by the Group is 2 years and 2 months (2012: 5 years). In the opinion of the directors, the Group will be able to renew the mining right with relevant government authorities continuously at minimal charges.

Impairment tests for goodwill

For the purpose of impairment reviews, goodwill set out above is allocated to the cash generating unit (CGU) related to mineral resources operation.

At 31 December 2012, the recoverable amount of the CGU was determined based on fair value less costs of disposal. In arriving the fair value less costs of disposal of the CGU, management has taken reference to the sale and purchase agreement entered into between Burwill Minerals Limited, a wholly owned subsidiary of the Company, and an independent third party. An impairment charge of approximately HK\$394,030,000 was recognised in the consolidated income statement.

10 INVESTMENTS IN AND BALANCES WITH SUBSIDIARIES

(a) Investments in subsidiaries

Unlisted shares, at cost	非上市股份，按成本
Capital contributions relating to share-based payment	與以股份支付之報酬有關的注資

Investments in Group undertakings are recorded at cost, which is the fair value of the consideration paid.

9 無形資產(續)

截至二零一三年十二月三十一日止年度，採礦權攤銷約港幣6,818,000元(二零一二年：港幣7,552,000元)已包括於一般及行政費用。

採礦權的攤銷採用直線法按其估計可使用年期30年將成本分攤計算。本集團擁有之採礦權牌照期為兩年零兩個月(二零一二年：五年)。董事認為本集團將能以最低費用一直更新政府授權之採礦權。

商譽減值檢測

為了減值檢測，以上提及之商譽會分配到有關礦產資源業務之現金產生單位。

於二零一二年十二月三十一日，現金產生單位之可收回金額乃按其公平值減出售成本釐定。管理層根據寶威礦業有限公司，一間本公司全資的附屬公司，和一名獨立第三方所訂立的銷售和購買協議來釐定現金產生單位之公平值減出售成本。於綜合損益表已確認的商譽減值約港幣394,030,000元。

10 附屬公司投資及結餘

(a) 附屬公司投資

Company 公司	
2013	2012
HK\$'000	HK\$'000
港幣千元	港幣千元
42,415	42,415
10,410	10,410
52,825	52,825

本集團的投資以支付代價時的公平值作為成本入帳。

Notes to the Consolidated Financial Statements 綜合財務報表附註

10 INVESTMENTS IN AND BALANCES WITH SUBSIDIARIES (continued) 10 附屬公司投資及結餘(續)

(a) Investments in subsidiaries (continued)

The following is a list of the principal subsidiaries at 31 December 2013:

Name	Place of incorporation/operations and kind of legal entity	Issued and fully paid capital	Percentage of equity interest/voting capital attributable to the Group	Principal activities
名稱	註冊成立/經營地點及法定地位	已發行及已繳足股本	本集團擁有之權益/有投票權股本百分比	主要業務性質
Directly held: 直接持有：				
Burwill and Company Limited	Hong Kong limited liability company 香港有限責任公司	HK\$50,000,000 and £50,000 港幣50,000,000元及50,000英磅	100%	Investment holding 投資控股
Burwill HK Portfolio Limited	The British Virgin Islands limited liability company 英屬處女群島有限責任公司	US\$2 2美元	100%	Investment holding 投資控股
Burwill China Portfolio Limited	The British Virgin Islands limited liability company 英屬處女群島有限責任公司	US\$1 1美元	100%	Investment holding 投資控股
Smart Task Limited	The British Virgin Islands limited liability company 英屬處女群島有限責任公司	US\$1 1美元	100%	Investment holding 投資控股
Indirectly held: 間接持有：				
Burwill (China) Limited 寶威(中國)有限公司	Hong Kong limited liability company 香港有限責任公司	HK\$200 港幣200元	100%	Investment holding 投資控股
Burwill Commercial Holdings Limited 寶威商業地產有限公司	Hong Kong limited liability company 香港有限責任公司	HK\$1 港幣1元	100%	Investment holding 投資控股
Burwill Minerals Limited 寶威礦業有限公司	Hong Kong limited liability company 香港有限責任公司	HK\$1 港幣1元	100%	Investment holding 投資控股
Burwill Resources Limited 寶威物料供應有限公司	Hong Kong limited liability company 香港有限責任公司	HK\$1,000,000 港幣1,000,000元	100%	Steel trading 鋼鐵貿易

(a) 附屬公司投資(續)

於二零一三年十二月三十一日之主要附屬公司如下：

Notes to the Consolidated Financial Statements 綜合財務報表附註

10 INVESTMENTS IN AND BALANCES WITH SUBSIDIARIES 10 附屬公司投資及結餘(續) (continued)

(a) Investments in subsidiaries (continued)

(a) 附屬公司投資(續)

Name	Place of incorporation/operations and kind of legal entity	Issued and fully paid capital	Percentage of equity interest/voting capital attributable to the Group	Principal activities
名稱	註冊成立/經營地點及法定地位	已發行及已繳足股本	本集團擁有之權益/有投票權股本百分比	主要業務性質
Indirectly held: (continued) 間接持有：(續)				
Burwill Resources Europe, S.A.	Spain limited liability company 西班牙有限責任公司	EUR62,000 62,000歐元	70%	Steel trading 鋼鐵貿易
Burwill Steel Company Limited	The British Virgin Islands limited liability company 英屬處女群島有限責任公司	US\$13 13美元	100%	Investment holding 投資控股
Burwill Steel Pipes Limited 寶威鋼管有限公司	Hong Kong limited liability company 香港有限責任公司	HK\$80,000,000 港幣80,000,000元	100%	Steel processing 鋼鐵加工
Burwill Times Industrial Limited 寶威時代實業有限公司	Hong Kong limited liability company 香港有限責任公司	HK\$2 港幣2元	100%	Investment holding 投資控股
Burwill Warehousing (Shanghai) Limited (Note (i)) 寶威倉儲(上海)有限公司 (附註(i))	Mainland China 中國	US\$1,200,000 1,200,000美元	100%	Steel trading 鋼鐵貿易
東莞市創盛貿易有限公司 (Note (i)) (附註(i))	Mainland China 中國	RMB10,000,000 人民幣10,000,000元	100%	Steel processing 鋼鐵加工
Dongguan Hingwah Metals Factory Limited (Note (i)) 東莞謙華五金廠有限公司 (附註(i))	Mainland China 中國	HK\$100,500,000 港幣100,500,000元	100%	Steel processing 鋼鐵加工
Hing Wah Metals Factory Limited 謙華五金廠有限公司	Hong Kong limited liability company 香港有限責任公司	HK\$5,000,000 港幣5,000,000元	100%	Investment holding 投資控股

Notes to the Consolidated Financial Statements 綜合財務報表附註

10 INVESTMENTS IN AND BALANCES WITH SUBSIDIARIES 10 附屬公司投資及結餘(續) (continued)

(a) Investments in subsidiaries (continued)

(a) 附屬公司投資(續)

Name	Place of incorporation/operations and kind of legal entity	Issued and fully paid capital	Percentage of equity interest/voting capital attributable to the Group	Principal activities
名稱	註冊成立/經營地點及法定地位	已發行及已繳足股本	本集團擁有之權益/有投票權股本百分比	主要業務性質
Indirectly held: (continued) 間接持有：(續)				
Hillot Limited	Hong Kong limited liability company 香港有限責任公司	HK\$500,000 港幣500,000元	100%	Securities investment 證券投資
Tai Xin Minerals Limited	The British Virgin Islands limited liability company 英屬處女群島有限責任公司	US\$164 164美元	70.12%	Investment holding 投資控股
青島泰鑫礦業有限公司 (Note (i)) (附註(i))	Mainland China 中國	HK\$50,000,000 港幣50,000,000元	70.12%	Investment holding 投資控股
萊陽聚金鐵業有限公司 (Note (i)) (附註(i))	Mainland China 中國	US\$39,000,000 39,000,000美元	70.12%	Mineral resources 礦產資源
萊陽泰鑫礦業有限公司 (Note (i)) (附註(i))	Mainland China 中國	RMB37,793,500 人民幣37,793,500元	70.12%	Mineral resources 礦產資源
Yangzhou Times Industrial Limited (Note (ii)) 揚州時代實業有限公司 (附註(ii))	Mainland China 中國	RMB61,000,000 人民幣61,000,000元	69%	Commercial property 商業房地產
Yinmain Industrial Limited 應鳴實業有限公司	Hong Kong limited liability company 香港有限責任公司	HK\$2 港幣2元	100%	Property holding 持有物業

Notes to the Consolidated Financial Statements 綜合財務報表附註

10 INVESTMENTS IN AND BALANCES WITH SUBSIDIARIES (continued)

(a) Investments in subsidiaries (continued)

Notes:

- (i) Burwill Warehousing (Shanghai) Limited, 東莞市創盛貿易有限公司, Dongguan Hingwah Metals Factory Limited, 青島泰鑫礦業有限公司, 萊陽聚金鐵業有限公司 and 萊陽泰鑫礦業有限公司 are wholly foreign owned enterprises established in Mainland China to be operated for 50 years up to March 2050, 21 years up to December 2028, 24 years up to July 2017, 30 years up to December 2037, 20 years up to September 2029 and 10 years up to December 2017, respectively.
- (ii) Yangzhou Times Industrial Limited is a sino-foreign equity joint venture established in Mainland China to be operated for 40 years up to April 2039.

The above list includes only those subsidiaries which, in the opinion of the directors, are material to the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

None of the subsidiaries had any loan capital in issue at any time during the year ended 31 December 2013.

(b) Balances with subsidiaries

Except for the amounts due from subsidiaries amounting to approximately HK\$940,403,000 (2012: HK\$1,254,922,000) which are unsecured, non-interest bearing and not repayable within one year, all the outstanding balances with subsidiaries are unsecured, non-interest bearing and repayable on demand.

10 附屬公司投資及結餘(續)

(a) 附屬公司投資(續)

附註：

- (i) 寶威倉儲(上海)有限公司、東莞市創盛貿易有限公司、東莞謙華五金廠有限公司、青島泰鑫礦業有限公司、萊陽聚金鐵業有限公司及萊陽泰鑫礦業有限公司均為於中國成立之外商獨資企業，營業期分別為五十年至二零五零年三月、二十一年至二零二八年十二月、二十四年至二零一七年七月、三十年至二零三七年十二月、二十年至二零二九年九月及十年至二零一七年十二月。
- (ii) 揚州時代實業有限公司是於中國成立之中外合資企業，營業期為四十年至二零三九年四月。

以上所列僅包括董事認為對本集團具重要性之附屬公司。董事認為倘載列其它附屬公司之詳情，將會令篇幅過於冗長。

於截至二零一三年十二月三十一日止年度間任何時間，附屬公司均沒有任何已發借貸資本。

(b) 附屬公司結餘

除附屬公司欠款約為港幣940,403,000元(二零一二年：港幣1,254,922,000元)無抵押、免利息和不須於一年內還款，所有其它與附屬公司結欠均無抵押、免利息及於要求時還款。

Notes to the Consolidated Financial Statements 綜合財務報表附註

10 INVESTMENTS IN AND BALANCES WITH SUBSIDIARIES (continued)

10 附屬公司投資及結餘(續)

(c) Material non-controlling interests

The total non-controlling interests for the period is approximately HK\$321,816,000 (2012: HK\$290,946,000), of which approximately HK\$215,173,000 (2012: HK\$182,969,000) is for Yangzhou Times Industrial Limited and its subsidiaries (the "Yangzhou Group").

Summarised financial information on subsidiaries with material non-controlling interests

Set out below are the summarised financial information for the Yangzhou Group that has non-controlling interests that are material to the Group.

(c) 重大非控股權益

期內非控股權益約港幣321,816,000元(二零一二年：港幣290,946,000元)，當中揚州時代實業有限公司及其附屬公司(「揚州集團」)佔約港幣215,173,000元(二零一二年：港幣182,969,000元)。

附屬公司概述財務資料與重大非控股權益

擁有非控股權益並對本集團具重要性之揚州集團的財務資料概要如下。

		Yangzhou Group 揚州集團	
		2013	2012
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Non-controlling interests percentage	非控股權益百分比	31%	31%
Current assets	流動資產	125,077	113,506
Non-current assets	非流動資產	1,027,610	901,286
Current liabilities	流動負債	(95,891)	(114,157)
Non-current liabilities	非流動負債	(362,689)	(310,413)
Revenue	收益	81,988	71,959
Profit for the year	年度盈利	93,265	59,552
Other comprehensive income	其它全面收入	19,459	4,138
Total comprehensive income	全面收入總額	112,724	63,690
Total comprehensive income allocated to non-controlling interests	分配給非控股權益的全面收入總額	34,944	19,744
Dividends paid to non-controlling interests	已付非控股權益的股息	3,843	—

Notes to the Consolidated Financial Statements 綜合財務報表附註

10 INVESTMENTS IN AND BALANCES WITH SUBSIDIARIES (continued)

10 附屬公司投資及結餘(續)

(c) Material non-controlling interests (continued)

(c) 重大非控股權益(續)

Summarised financial information on subsidiaries
with material non-controlling interests (continued)

附屬公司概述財務資料與重大非控
股權益(續)

		Yangzhou Group 揚州集團	
		2013	2012
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Net cash generated from operating activities	營運活動產生的淨現金	32,181	24,423
Net cash generated from/(used in) investing activities	投資活動產生/(所用)的淨現金	4,835	(66,180)
Net cash (used in)/generated from financing activities	融資活動(所用)/產生的淨現金	(9,558)	38,548

The information above is the amount before inter-company eliminations.

上述資料為公司之間對銷前金額。

Notes to the Consolidated Financial Statements 綜合財務報表附註

11 INVESTMENTS IN AND BALANCES WITH ASSOCIATES

11 聯營公司投資及結餘

(a) Investments in associates

(a) 聯營公司投資

		Group 集團	
		2013	2012
		HK\$'000	HK\$'000
		港幣千元	港幣千元
At 1 January	於一月一日	72,148	97,928
Share of profits/(losses) of associates	所佔聯營公司盈利/ (虧損)	799	(521)
Share of other comprehensive income of associates	所佔聯營公司其它全面 收入	799	281
Dividends received	已收股息	(742)	(3,395)
Additions	增資	-	4,603
Currency translation differences	貨幣匯兌差額	2,190	489
Impairment losses (Note)	減值(附註)	-	(2,237)
Transferred to assets held for sale (Note 19)	轉移至持作出售資產 (附註19)	-	(25,000)
		<hr/>	<hr/>
At 31 December	於十二月三十一日	<u>75,194</u>	<u>72,148</u>

Note:

At 31 December 2012, the recoverable amount of Nam Wah Precision Product (BVI) Limited which represented the fair value less costs of disposal was less than its carrying amount. An impairment loss of approximately HK\$2,237,000 was recognised.

附註：

於二零一二年十二月三十一日，Nam Wah Precision Product (BVI) Limited可收回金額乃按其公平值減出售成本釐定低於帳面值，已確認的商譽減值虧損約為港幣2,237,000元。

Notes to the Consolidated Financial Statements 綜合財務報表附註

11 INVESTMENTS IN AND BALANCES WITH ASSOCIATES (continued)

11 聯營公司投資及結餘(續)

(a) Investments in associates (continued)

Particulars of investments in associates as at 31 December 2013:

Name 名稱	Particulars of issued capital 已發行股本詳情	Country of incorporation 註冊成立國家	Percentage of interest held 持有權益百分比	Measurement method 計量方法
Indirectly held: 間接持有：				
Masteel (Yangzhou) Processing & Distribution Co. Ltd. 馬鋼(揚州)鋼材加工 有限公司	Paid up capital of US\$20,000,000, unlisted 實繳資本 20,000,000美元， 非上市	Mainland China 中國	29%	Equity 權益
揚州世紀電影城有限公司	Paid up capital of RMB5,000,000, unlisted 實繳資本 人民幣5,000,000元， 非上市	Mainland China 中國	30%	Equity 權益
T.O.P. (Hong Kong) Investment Company Limited (Note) 諦高必(香港)投資有限公司 (附註)	Ordinary shares of HK\$1 each, unlisted 普通股，每股港幣1元， 非上市	Hong Kong 香港	48.33%	Equity 權益
Topyield Limited (Note) 德益有限公司(附註)	Ordinary shares of HK\$1 each, unlisted 普通股，每股港幣1元， 非上市	Hong Kong 香港	48.33%	Equity 權益
China Land Assets Limited 新港資產有限公司	Ordinary shares of HK\$1 each, unlisted 普通股，每股港幣1元， 非上市	Hong Kong 香港	45%	Equity 權益
China Land Holdings International Limited (Note) (附註) 新港集團國際有限公司	Ordinary shares of HK\$1 each, unlisted 普通股，每股港幣1元， 非上市	Hong Kong 香港	45%	Equity 權益

Note:

China Land Holdings International Limited directly holds 33.33% equity interest of T.O.P. (Hong Kong) Investment Company Limited and 33.33% equity interest of Topyield Limited as at 31 December 2013.

(a) 聯營公司投資(續)

於二零一三年十二月三十一日聯營公司投資之詳情：

Percentage of
interest held
持有權益百分比

Measurement
method
計量方法

Indirectly held:
間接持有：

Masteel (Yangzhou)
Processing & Distribution
Co. Ltd.
馬鋼(揚州)鋼材加工
有限公司

Paid up capital of
US\$20,000,000,
unlisted
實繳資本
20,000,000美元，
非上市

Mainland China
中國

29%

Equity
權益

揚州世紀電影城有限公司

Paid up capital of
RMB5,000,000,
unlisted
實繳資本
人民幣5,000,000元，
非上市

Mainland China
中國

30%

Equity
權益

T.O.P. (Hong Kong)
Investment Company
Limited (Note)
諦高必(香港)投資有限公司
(附註)

Ordinary shares of HK\$1
each, unlisted
普通股，每股港幣1元，
非上市

Hong Kong
香港

48.33%

Equity
權益

Topyield Limited (Note)
德益有限公司(附註)

Ordinary shares of HK\$1
each, unlisted
普通股，每股港幣1元，
非上市

Hong Kong
香港

48.33%

Equity
權益

China Land Assets Limited
新港資產有限公司

Ordinary shares of HK\$1
each, unlisted
普通股，每股港幣1元，
非上市

Hong Kong
香港

45%

Equity
權益

China Land Holdings
International Limited
(Note) (附註)
新港集團國際有限公司

Ordinary shares of HK\$1
each, unlisted
普通股，每股港幣1元，
非上市

Hong Kong
香港

45%

Equity
權益

Note:

China Land Holdings International Limited directly holds 33.33% equity interest of T.O.P. (Hong Kong) Investment Company Limited and 33.33% equity interest of Topyield Limited as at 31 December 2013.

於二零一三年十二月三十一日，新港集團國際有限公司直接持有諦高必(香港)投資有限公司33.33%的股權及德益有限公司33.33%的股權。

Notes to the Consolidated Financial Statements 綜合財務報表附註

11 INVESTMENTS IN AND BALANCES WITH ASSOCIATES (continued)

11 聯營公司投資及結餘(續)

(a) Investments in associates (continued)

Aggregate information of the Group's associates that are not individually material:

Aggregate amounts of the Group's share of associates	本集團所佔聯營公司綜合金額
Profit or loss	收益或虧損
Other comprehensive income	其它全面收入
Total comprehensive income/(expense)	全面收入/(支出)總額

(a) 聯營公司投資(續)

本集團並非個別重大聯營公司的綜合資料：

2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
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799	(521)
799	281
1,598	(240)

(b) Balances with associates

Except for the amount due from an associate amounting to approximately HK\$2,464,000 (2012: HK\$2,649,000) which bears interest at 10% (2012: 10%) per annum, all the outstanding balances with associates are unsecured, non-interest bearing and repayable on demand.

(b) 聯營公司結餘

除聯營公司欠款約為港幣2,464,000元(二零一二年：港幣2,649,000元)計年息為10厘(二零一二年：10厘)，所有其它與聯營公司結欠均無抵押、免利息及於要求時還款。

Notes to the Consolidated Financial Statements 綜合財務報表附註

12 FINANCIAL INSTRUMENTS BY CATEGORY

12 按類別劃分之金融工具

(a) Group

(a) 集團

		Loans and receivables	Assets at fair value through profit or loss 按公平值 透過損益列帳 的資產	Total
At 31 December 2013	於二零一三年 十二月三十一日	貸款及應收款 HK\$'000 港幣千元	HK\$'000 港幣千元	總額 HK\$'000 港幣千元
Assets as per consolidated balance sheet	按綜合資產負債表 的資產			
Financial assets at fair value through profit or loss	按公平值透過損益 列帳的財務資產	-	1,416	1,416
Derivative financial instruments	衍生金融工具	-	556	556
Bills and accounts receivable	應收票據及 應收帳項	1,130,252	-	1,130,252
Deposits and other receivables	按金及其它應收款	78,294	-	78,294
Due from associates	聯營公司欠款	33,328	-	33,328
Due from a related company	關連公司欠款	1,751	-	1,751
Cash and bank balances	現金及銀行結餘	164,992	-	164,992
		1,408,617	1,972	1,410,589

		Liabilities at fair value through profit or loss 按公平值 透過損益列帳 的負債	Other financial liabilities at amortised cost 按攤銷成本 入帳的 其它金融負債	Total
At 31 December 2013	於二零一三年 十二月三十一日	HK\$'000 港幣千元	HK\$'000 港幣千元	總額 HK\$'000 港幣千元
Liabilities as per consolidated balance sheet	按綜合資產負債表 的負債			
Derivative financial instruments	衍生金融工具	2,496	-	2,496
Borrowings (excluding finance lease liabilities)	貸款(不包括融資 租賃負債)	-	918,084	918,084
Finance lease liabilities	融資租賃負債	-	909	909
Due to a related company	欠關連公司款項	-	23,315	23,315
Bills and accounts payable	應付票據及應付 帳項	-	177,073	177,073
Other payables and accruals	其它應付帳項及 應計費用	-	141,764	141,764
		2,496	1,261,145	1,263,641

Notes to the Consolidated Financial Statements 綜合財務報表附註

12 FINANCIAL INSTRUMENTS BY CATEGORY (continued) 12 按類別劃分之金融工具(續)

(a) Group (continued)

		Loans and receivables	Assets at fair value through profit or loss	Total
	於二零一二年 十二月三十一日	貸款及應收款 HK\$'000 港幣千元	按公平值 透過損益列帳 的資產 HK\$'000 港幣千元	總額 HK\$'000 港幣千元
At 31 December 2012				
Assets as per consolidated balance sheet	按綜合資產負債表 的資產			
Financial assets at fair value through profit or loss	按公平值透過損益 列帳的財務資產	–	700	700
Bills and accounts receivable	應收票據及 應收帳項	1,189,374	–	1,189,374
Deposits and other receivables	按金及其它應收款	61,070	–	61,070
Due from associates	聯營公司欠款	29,808	–	29,808
Due from a related company	關連公司欠款	1,751	–	1,751
Cash and bank balances	現金及銀行結餘	229,497	–	229,497
		<u>1,511,500</u>	<u>700</u>	<u>1,512,200</u>

			Liabilities at amortised cost
	於二零一二年十二月三十一日		按攤銷成本入帳 的負債 HK\$'000 港幣千元
At 31 December 2012			
Liabilities as per consolidated balance sheet	按綜合資產負債表的負債		
Borrowings (excluding finance lease liabilities)	貸款(不包括融資 租賃負債)		999,334
Finance lease liabilities	融資租賃負債		1,757
Due to a related company	欠關連公司款項		23,315
Bills and accounts payable	應付票據及應付帳項		239,617
Other payables and accruals	其它應付帳項及應計費用		143,428
			<u>1,407,451</u>

Notes to the Consolidated Financial Statements 綜合財務報表附註

12 FINANCIAL INSTRUMENTS BY CATEGORY (continued) 12 按類別劃分之金融工具(續)

(b) Company		(b) 公司			
		Loans and receivables	Assets at fair value through profit or loss	Total	
At 31 December 2013	於二零一三年十二月三十一日	貸款及應收款 HK\$'000 港幣千元	按公平值透過損益列帳的資產 HK\$'000 港幣千元	總額 HK\$'000 港幣千元	
Assets as per balance sheet	按資產負債表的資產				
Financial assets at fair value through profit or loss	按公平值透過損益列帳的財務資產	-	968	968	
Deposits and other receivables	按金及其它應收款	64	-	64	
Due from subsidiaries	附屬公司欠款	1,446,362	-	1,446,362	
Cash and bank balances	現金及銀行結餘	695	-	695	
		1,447,121	968	1,448,089	
					Liabilities at amortised cost
					按攤銷成本入帳的負債
At 31 December 2013	於二零一三年十二月三十一日				HK\$'000 港幣千元
Liabilities as per balance sheet	按資產負債表的負債				
Due to subsidiaries	欠附屬公司款項			18,199	
Other payables and accruals	其它應付帳項及應計費用			1,905	
				20,104	

Notes to the Consolidated Financial Statements 綜合財務報表附註

12 FINANCIAL INSTRUMENTS BY CATEGORY (continued) 12 按類別劃分之金融工具(續)

(b) Company (continued)

		Loans and receivables	Assets at fair value through profit or loss	Total
	於二零一二年 十二月三十一日	貸款及應收款 HK\$'000 港幣千元	按公平值 透過損益列帳 的資產 HK\$'000 港幣千元	總額 HK\$'000 港幣千元
Assets as per balance sheet	按資產負債表 的資產			
Financial assets at fair value through profit or loss	按公平值透過損益 列帳的財務資產	–	239	239
Deposits and other receivables	按金及其它應收款	64	–	64
Due from subsidiaries	附屬公司欠款	1,953,135	–	1,953,135
Cash and bank balances	現金及銀行結餘	31,124	–	31,124
		<u>1,984,323</u>	<u>239</u>	<u>1,984,562</u>
				Liabilities at amortised cost
At 31 December 2012	於二零一二年十二月三十一日			按攤銷成本入帳 的負債 HK\$'000 港幣千元
Liabilities as per balance sheet	按資產負債表的負債			
Due to subsidiaries	欠附屬公司款項			27,208
Other payables and accruals	其它應付帳項及應計費用			<u>2,046</u>
				<u>29,254</u>

Notes to the Consolidated Financial Statements 綜合財務報表附註

13 INVENTORIES

		Group 集團	
		2013	2012
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Raw materials	原材料	23,988	43,039
Work-in-progress	在製品	6,194	4,386
Finished goods	製成品	42,656	54,591
Consumables	消耗品	4,418	5,567
		77,256	107,583

The cost of inventories recognised as expense and included in cost of sales amounted to approximately HK\$4,241,161,000 (2012: HK\$4,663,908,000).

存貨成本中確認為費用並列入銷售成本的金額共計約港幣4,241,161,000元(二零一二年：港幣4,663,908,000元)。

14 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

		Group 集團		Company 公司	
		2013	2012	2013	2012
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
Listed equity securities	上市股本證券				
– Hong Kong	– 香港	1,098	497	968	239
– Overseas	– 海外	318	203	–	–
Market value of listed equity securities	上市股本證券之市值	1,416	700	968	239

Changes in fair values of financial assets at fair value through profit or loss are recorded in “other income and net gains” in the consolidated income statement (see Note 27).

按公平值透過損益列帳的財務資產的公平值變動，在綜合損益表內「其它收入及收益淨額」中列帳(見附註27)。

The fair value of all equity securities is based on their current bid prices in an active market.

所有股本證券公平值乃根據其在活躍市場之現時出價計算。

Notes to the Consolidated Financial Statements 綜合財務報表附註

15 DERIVATIVE FINANCIAL INSTRUMENTS

15 衍生金融工具

		Group 集團			
		2013		2012	
		Assets 資產	Liabilities 負債	Assets 資產	Liabilities 負債
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Commodity swap contracts	商品掉期合約	556	2,496	-	-

Derivatives holding for trading purpose are classified as current assets or liabilities.

作買賣用途衍生工具分類為流動資產或負債。

The notional principal amounts of outstanding commodity swap contracts at 31 December 2013 were approximately HK\$37,274,000 (2012: Nil).

於二零一三年十二月三十一日，未履行的商品掉期合約的名義本金約為港幣37,274,000元(二零一二年：無)。

The maximum exposure to credit risk at the reporting date is the fair value of the derivatives assets in the consolidated balance sheet.

於報告日期對信貸風險的最大承擔為綜合資產負債表的衍生資產的公平值。

16 BILLS, ACCOUNTS AND OTHER RECEIVABLES

16 應收票據、應收帳項及其它應收款

		Group 集團		Company 公司	
		2013	2012	2013	2012
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Bills and accounts receivable (Note (a))	應收票據及應收帳項 (附註(a))	1,130,252	1,189,374	-	-
Loan to a director (Note 39(d))	董事貸款 (附註39(d))	817	-	-	-
Deposits, prepayments and other receivables	按金、預付款及 其它應收款	198,047	187,879	447	104
		198,864	187,879	447	104
Less: non-current portion Loan to a director and prepayments	減：非流動部份 董事貸款 及預付款	(39,755)	(38,540)	-	-
Current portion	流動部份	159,109	149,339	447	104
		1,289,361	1,338,713	447	104

Notes to the Consolidated Financial Statements 綜合財務報表附註

16 BILLS, ACCOUNTS AND OTHER RECEIVABLES (continued)

Notes:

- (a) The Group normally grants to its customers credit periods for sale of goods ranging from 30 days to 180 days. Rentals in respect of leased properties are payable by the tenants on a monthly basis.

Ageing analysis of bills and accounts receivable is as follows:

Within three months	三個月內
Over three months but within six months	超過三個月而不超過六個月
Over six months but within twelve months	超過六個月而不超過十二個月

There is no significant concentration of credit risk with respect to bills and accounts receivable as the Group has a large number of customers, internationally dispersed.

- (b) As of 31 December 2013, accounts receivable of approximately HK\$387,050,000 (2012: HK\$471,291,000) were past due but not impaired. These relate to a number of independent customers for whom there is no significant financial difficulty and based on past experience, the overdue amounts can be recovered. The ageing analysis of these accounts receivable is as follows:

Within three months	三個月內
Over three months but within six months	超過三個月而不超過六個月

- (c) As of 31 December 2013, none of the accounts receivable were impaired and provided for (2012: Nil).

16 應收票據、應收帳項及其它應收款(續)

附註：

- (a) 本集團普遍就銷貨收入給予其客戶三十日至一百八十日之信用期。租賃物業之租金收入由租戶按月支付。

應收票據及應收帳項帳齡分析如下：

Group 集團	
2013	2012
HK\$'000	HK\$'000
港幣千元	港幣千元
961,348	931,826
168,857	257,548
47	-
1,130,252	1,189,374

應收票據及應收帳項並無重大集中的信貸風險，因為本集團有眾多客戶，遍佈世界各地。

- (b) 於二零一三年十二月三十一日，逾期但未減值的應收帳項約港幣387,050,000元（二零一二年：港幣471,291,000元）。此等款項涉及多個沒有重大財務困難的獨立客戶。根據過往的經驗，可以收回逾期款項。此等應收帳項的帳齡分析如下：

Group 集團	
2013	2012
HK\$'000	HK\$'000
港幣千元	港幣千元
231,529	218,975
155,521	252,316
387,050	471,291

- (c) 並無應收帳項於二零一三年十二月三十一日減值（二零一二年：無）。

Notes to the Consolidated Financial Statements 綜合財務報表附註

16 BILLS, ACCOUNTS AND OTHER RECEIVABLES (continued)

Notes: (continued)

- (d) The carrying amounts of the Group's bills and accounts receivable are denominated in the following currencies:

US\$	美元
RMB	人民幣
HK\$	港元
EUR	歐元
Other	其它

- (e) Movements on the Group's allowance for impairment of accounts receivable are as follows:

At 1 January	於一月一日
Provision for accounts receivable impairment	應收帳項減值撥備
Accounts receivable written off during the year as uncollectible	於年中因不能收回而撤銷的應收帳項
At 31 December	於十二月三十一日

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

The other classes within bills, accounts and other receivables do not contain impaired assets.

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

16 應收票據、應收帳項及其它應收款(續)

附註：(續)

- (d) 本集團的應收票據及應收帳項的帳面金額以下列貨幣為單位：

Group 集團	
2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
1,027,719	1,036,920
50,173	52,330
37,119	21,277
15,238	78,844
3	3
1,130,252	1,189,374

- (e) 應收帳項減值撥備變動如下：

Group 集團	
2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
-	-
105	3,465
(105)	(3,465)
-	-

對已減值應收帳項撥備的設立和撥回已包括在綜合損益表中一般及行政費用內。在準備帳戶中扣除的數額一般會在預期無法收回額外現金時撤銷。

應收票據、應收帳項及其它應收款內的其它分類內沒有包含已減值資產。

在報告日期末，信貸風險的最高風險承擔為上述每類應收款的帳面值。本集團不持有任何作為質押的抵押品。

Notes to the Consolidated Financial Statements 綜合財務報表附註

17 DUE FROM/TO A RELATED COMPANY

The outstanding balances represent amounts due from/to a subsidiary of China LotSynergy Holdings Limited, a company in which Mr. Chan Shing and Ms. Lau Ting, the directors of the Company have beneficial interests. The outstanding balances with the related company are unsecured, interest-free and repayable on demand. The maximum outstanding balance due from a related company during the year was approximately HK\$1,751,000 (2012: HK\$1,751,000).

18 CASH AND BANK BALANCES

Cash at banks and on hand 銀行及庫存現金
Short-term bank deposits 短期銀行存款

17 關連公司欠款／欠關連公司款項

有關結餘為收／付華彩控股有限公司旗下附屬公司之款項，而本公司董事陳城先生及劉婷女士於該公司擁有個人權益。應收／付關連公司款項為無抵押、免息及須按要求償還。年內關連公司未償還最高金額約港幣1,751,000元(二零一二年：港幣1,751,000元)。

18 現金及銀行結餘

	Group 集團		Company 公司	
	2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元	2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
Cash at banks and on hand 銀行及庫存現金	142,335	204,832	695	31,124
Short-term bank deposits 短期銀行存款	22,657	24,665	-	-
	164,992	229,497	695	31,124

The effective interest rate on short-term bank deposits was 0.48% (2012: 0.78%); these deposits have an average maturity of 114 days (2012: 79 days).

At 31 December 2013, the Group had certain short-term bank deposits of approximately HK\$22,657,000 (2012: HK\$24,665,000) pledged with the banks (see Note 38(d)).

At 31 December 2013, cash and bank balances of approximately HK\$51,554,000 (2012: HK\$40,614,000) are denominated in RMB and placed with banks in Mainland China. The remittance of these funds out of Mainland China is subject to the exchange control restrictions imposed by the Chinese Government.

19 ASSETS HELD FOR SALE

As at 31 December 2012, assets held for sale represented 20% equity investments held for sale in Nam Wah Precision Product (BVI) Limited ("Nam Wah"), an associate of the Company, after the management approved the disposal plan of such equity investment. On 28 December 2012, Burwill and Company Limited, a wholly-owned subsidiary of the Company, entered into a share repurchase agreement with Nam Wah on the repurchase of the 20% equity investments in Nam Wah at a consideration of HK\$25,000,000 (the "Share Repurchase"). The Share Repurchase was completed during the year ended 31 December 2013.

短期銀行存款的實際利率為0.48厘(二零一二年：0.78厘)；該等存款的平均到期日為114天(二零一二年：79天)。

於二零一三年十二月三十一日，集團有部份短期銀行存款約港幣22,657,000元(二零一二年：港幣24,665,000元)抵押予銀行(見附註38(d))。

於二零一三年十二月三十一日，現金及銀行結餘約港幣51,554,000元(二零一二年：港幣40,614,000元)是以人民幣為貨幣單位並存放於中國之銀行。從中國匯出該等資金會受限於中國政府實施之外匯管制規條。

19 待出售資產

截至二零一二年十二月三十一日，經管理層批准的出售股本投資計劃，待出售資產為本集團持有之聯營公司Nam Wah Precision Product (BVI) Limited(「Nam Wah」)20%的股本投資。於二零一二年十二月二十八日，Burwill and Company Limited，一間本公司全資的附屬公司，和Nam Wah簽訂一份回購Nam Wah 20%股本投資的股份回購協議，代價為港幣25,000,000元(「股份回購」)。股份回購已於二零一三年十二月三十一日止年內完成。

Notes to the Consolidated Financial Statements 綜合財務報表附註

20 SHARE CAPITAL – GROUP AND COMPANY

20 股本-本集團及本公司

		Number of ordinary shares 普通股數目 (thousands) (千計)	Nominal value 面值 HK\$'000 港幣千元
At 1 January 2012	於二零一二年一月一日	4,875,360	487,536
Repurchase of shares (Note (b))	回購股份(附註(b))	(685,700)	(68,570)
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	4,189,660	418,966
Issue of shares (Note (c))	發行股份(附註(c))	397,052	39,705
At 31 December 2013	於二零一三年十二月 三十一日	4,586,712	458,671

Notes:

- (a) The total authorised number of ordinary shares is 6,800 million shares (2012: 6,800 million shares) with a nominal value of HK\$0.1 per share (2012: HK\$0.1 per share). All issued shares are fully paid.
- (b) On 30 August 2012, the Company acquired, through its wholly-owned subsidiary, Burwill Minerals Limited (“BML”), the entirety of the 685,700,000 shares (the “Repurchase Shares”) of the Company allotted and issued in the name of Tai Xin Holdings Limited and charged in favour of BML in accordance with the terms of the share pledge dated 31 March 2010 and the share purchase agreement dated 5 November 2009 (as amended by the two supplemental agreements dated 24 December 2009 and 31 March 2010 respectively) (the “Share Repurchase”). No consideration is required to be paid to Tai Xin Holdings Limited in order to effect the Share Repurchase. The Share Repurchase was completed on 30 August 2012, and following completion, the Repurchase Shares were cancelled in accordance with the Companies Act.
- (c) Pursuant to the placing agreement dated 17 April 2013 (the “Placing Agreement”), the Company allotted and issued an aggregate of 397,052,000 new ordinary shares of the Company on 26 April 2013 to at least six independent investors at a price of HK\$0.122 each under the general mandate. The closing price per share of the Company on 17 April 2013, being the date of the Placing Agreement, as quoted on the Stock Exchange was HK\$0.122. Net proceeds of approximately HK\$48 million raised was used as general working capital.

附註：

- (a) 普通股的法定數目總額為68億(二零一二年：68億)股，每股面值為港幣0.1元(二零一二年：每股港幣0.1元)。所有已發行股份均已全數繳足。
- (b) 於二零一二年八月三十日，本公司根據日期為二零一零年三月三十一日之股份質押及日期為二零零九年十一月五日之股份買賣協議(經日期分別為二零零九年十二月二十四日及二零一零年三月三十一日之兩份補充協議所修訂)條款，透過全資附屬公司寶威礦業有限公司(「寶威礦業」)購入已配發及發行予Tai Xin Holdings Limited並質押予寶威礦業全數685,700,000股(「回購股份」)本公司股份(「股份回購」)。股份回購並無須向Tai Xin Holdings Limited支付任何代價。股份回購於二零一二年八月三十日完成。隨完成後，回購股份已按照百慕達公司法予以註銷。
- (c) 根據二零一三年四月十七日之配售協議(「配售協議」)，本公司已於二零一三年四月二十六日，根據一般性授權，按每股港幣0.122元的價格配發及發行本公司合共397,052,000股新普通股股份予至少六名獨立投資者。於二零一三年四月十七日(即配售協議日期)聯交所所報的本公司股份收市價為每股港幣0.122元。所得款項淨額約港幣4,800萬元用作一般營運資金。

21 SHARE-BASED PAYMENTS – GROUP AND COMPANY

At the annual general meeting of the Company held on 6 June 2002, shareholders of the Company approved the adoption of a share option scheme (the “2002 Option Scheme”). Under the 2002 Option Scheme, the Company may grant options to employees (including executive directors or non-executive directors) of the Company and its subsidiaries to subscribe for shares in the Company, subject to a maximum of 30% of the issued share capital of the Company from time to time excluding for this purpose shares issued on exercise of options. The subscription price will be determined by the directors, and will not be less than the highest of: (i) the closing price of the shares as quoted on the Stock Exchange on the trading day of granting the options; (ii) the average of the closing prices of the shares quoted on the Stock Exchange for the five trading days immediately preceding the date of granting the options; and (iii) the nominal value of the shares. The 2002 Option Scheme shall be valid and effective for a period of ten years commencing on 6 June 2002, after which period no further options will be granted or accepted but the provisions of the 2002 Option Scheme shall remain in full force and effect in all other respects.

At the annual general meeting of the Company held on 8 June 2011, shareholders of the Company approved the adoption of a share option scheme (the “2011 Option Scheme”). Under the 2011 Option Scheme, the Company may grant options to employees (including executive directors or non-executive directors) of the Company and its subsidiaries to subscribe for shares in the Company, subject to a maximum of 30% of the issued share capital of the Company from time to time excluding for this purpose shares issued on exercise of options. The subscription price will be determined by the directors, and will not be less than the highest of: (i) the closing price of the shares quoted on the Stock Exchange on the trading day of granting the options; (ii) the average of the closing prices of the shares quoted on the Stock Exchange for the five trading days immediately preceding the date of granting the options; and (iii) the nominal value of the shares. The 2011 Option Scheme shall be valid and effective for a period of ten years commencing on 8 June 2011, after which period no further options will be granted or accepted but the provisions of the 2011 Option Scheme shall remain in full force and effect in all other respects. No share option was granted, forfeited, exercised or expired under the 2011 Option Scheme since its adoption on 8 June 2011.

21 以股份支付之報酬－本集團及本公司

本公司於二零零二年六月六日舉行之股東週年大會上獲得股東批准採用購股權計劃(「二零零二年購股權計劃」)。根據二零零二年購股權計劃，本公司可授予本公司及其附屬公司之員工(包括執行董事或非執行董事)購股權以認購本公司之股份，但僅限於最多當時本公司已發行股本之30%(不計入因行使購股權而發行的股份)。每股之認購價由董事決定，並將不少於：(i)在授出購股權當日於聯交所匯報之收市價；(ii)在授出購股權前五個交易日內於聯交所匯報之平均收市價；及(iii)股份面值三者之較高者。二零零二年購股權計劃之有效期由二零零二年六月六日起計，為期十年，其後將不得再授出或接納任何購股權，惟二零零二年購股權計劃之條文在其它各方面將仍具有十足效力及作用。

本公司於二零一一年六月八日舉行之股東週年大會上獲得股東批准採用購股權計劃(「二零一一年購股權計劃」)。根據二零一一年購股權計劃，本公司可授予本公司及其附屬公司之員工(包括執行董事或非執行董事)購股權以認購本公司之股份，但僅限於最多當時本公司已發行股本之30%(不計入因行使購股權而發行的股份)。每股之認購價由董事決定，並將不少於：(i)在授出購股權當日於聯交所匯報之收市價；(ii)在授出購股權前五個交易日內於聯交所匯報之平均收市價；及(iii)股份面值三者之較高者。二零一一年購股權計劃之有效期由二零一一年六月八日起計，為期十年，其後將不得再授出或接納任何購股權，惟二零一一年購股權計劃之條文在其它各方面將仍具有十足效力及作用。自二零一一年六月八日起採用的二零一一年購股權計劃後，概無購股權授出、放棄、行使或到期。

Notes to the Consolidated Financial Statements 綜合財務報表附註

21 SHARE-BASED PAYMENTS – GROUP AND COMPANY (continued)

Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

21 以股份支付之報酬－本集團及本公司 (續)

尚未行使之購股權數目及彼等有關加權平均行使價變動如下：

		2013		2012	
		Average exercise price in HK\$ per share option 每購股權 平均行使價 (港元)	Options (thousands) 購股權 (千計)	Average exercise price in HK\$ per share option 每購股權 平均行使價 (港元)	Options (thousands) 購股權 (千計)
At 1 January	於一月一日	0.50	80,200	0.50	85,660
Forfeited	已沒收	–	–	0.50	(5,460)
Expired	已到期	0.50	(80,200)	–	–
At 31 December	於十二月三十一日	–	–	0.50	80,200

At 31 December 2012, all of the 80,200,000 outstanding options were exercisable. All of the 80,200,000 share options were expired during the year ended 31 December 2013.

於二零一二年十二月三十一日，全數尚未行使之80,200,000購股權俱為可予行使。截至二零一三年十二月三十一日止年度，全數80,200,000購股權已屆到期。

Notes to the Consolidated Financial Statements 綜合財務報表附註

21 SHARE-BASED PAYMENTS – GROUP AND COMPANY (continued)

Share options outstanding at the end of the year had the following expiry date and exercise price:

Expiry date	到期日	Exercise price in HK\$ per share option 每購股權行使價 (港元)	Options (thousands) 購股權 (千計)	
			2013	2012
2002 Option Scheme	二零一二年購股權計劃			
5 October 2013	二零一三年十月五日	0.50	-	80,200

The vesting period of the options is from the date of the grant until the commencement of the exercisable period.

The Group recognised a share option expenses of approximately HK\$266,000 for the year ended 31 December 2012.

21 以股份支付之報酬－本集團及本公司 (續)

於年末尚未行使之購股權之到期日及行使價如下：

購股權之歸屬期由授出當日起至行使期開始當日止。

本集團於截至二零一二年十二月三十一日止年度確認購股權支出約港幣266,000元。

Notes to the Consolidated Financial Statements 綜合財務報表附註

22 OTHER RESERVES AND RETAINED PROFITS

22 其它儲備及保留盈利

		Share premium	Capital reserve	Contributed surplus	Capital redemption reserve	Group Revaluation reserve	Translation adjustments	Share-based compensation reserve	Retained profits	Total
		股份溢價	資本儲備	繳入盈餘	資本回贖 儲備	重估儲備	換算調整	以股份支付 之補償儲備	保留盈利	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 January 2012	於二零一二年一月一日	731,612	(50,025)	99,172	12,037	11,213	149,001	13,287	531,538	1,497,835
Loss for the year	年度虧損	-	-	-	-	-	-	-	(465,055)	(465,055)
Share of other comprehensive income of associates	所佔聯營公司其它全面收入	-	-	-	-	-	281	-	-	281
Currency translation differences	貨幣匯兌差額	-	-	-	-	-	-	-	-	-
- Group	- 集團	-	-	-	-	-	3,905	-	-	3,905
- Associates	- 聯營公司	-	-	-	-	-	489	-	-	489
Repurchase of shares	回購股份	(4,656)	-	-	-	-	-	-	-	(4,656)
Employees share option scheme:	僱員購股權計劃：	-	-	-	-	-	-	-	-	-
- value of employee services	- 僱員服務價值	-	-	-	-	-	-	266	-	266
At 31 December 2012	於二零一二年十二月三十一日	726,956	(50,025)	99,172	12,037	11,213	153,676	13,553	66,483	1,033,065

Notes to the Consolidated Financial Statements 綜合財務報表附註

22 OTHER RESERVES AND RETAINED PROFITS (continued)

22 其它儲備及保留盈利(續)

		Share premium	Capital reserve	Contributed surplus	Capital redemption reserve	Group Revaluation reserve	Translation adjustments	Share-based compensation reserve	Retained profits	Total
		股份溢價 HK\$'000 港幣千元	資本儲備 HK\$'000 港幣千元	繳入盈餘 HK\$'000 港幣千元	資本回贖 儲備 HK\$'000 港幣千元	重估儲備 HK\$'000 港幣千元	換算調整 HK\$'000 港幣千元	以股份支付 之補償儲備 HK\$'000 港幣千元	保留盈利 HK\$'000 港幣千元	總額 HK\$'000 港幣千元
At 1 January 2013	於二零一三年一月一日	726,956	(50,025)	99,172	12,037	11,213	153,676	13,553	66,483	1,033,065
Loss for the year	年度虧損	-	-	-	-	-	-	-	(3,667)	(3,667)
Share of other comprehensive income of associates	所佔聯營公司其它全面收入	-	-	-	-	-	799	-	-	799
Currency translation differences	貨幣匯兌差額	-	-	-	-	-	-	-	-	-
- Group	- 集團	-	-	-	-	-	22,433	-	-	22,433
- Associates	- 聯營公司	-	-	-	-	-	2,190	-	-	2,190
Issue of shares	發行股份	8,735	-	-	-	-	-	-	-	8,735
Share issue expenses	股份發行支出	(280)	-	-	-	-	-	-	-	(280)
Release upon lapse of share options	於購股權失效後回撥	-	-	-	-	-	-	(13,553)	13,553	-
Acquisition of additional interests in a subsidiary	收購附屬公司的額外權益	-	(1,555)	-	-	-	-	-	-	(1,555)
At 31 December 2013	於二零一三年十二月三十一日	735,411	(51,580)	99,172	12,037	11,213	179,098	-	76,369	1,061,720

Notes to the Consolidated Financial Statements 綜合財務報表附註

22 OTHER RESERVES AND RETAINED PROFITS (continued)

22 其它儲備及保留盈利(續)

		Company 公司					
		Share premium	Capital redemption reserve	Contributed surplus	Share-based compensation reserve	Retained profits	Total
		股份溢價	資本回贖 儲備	繳入盈餘	以股份支付 之補償儲備	保留盈利	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 January 2012	於二零一二年一月一日	731,612	12,037	228,004	13,287	625,833	1,610,773
Loss for the year	年度虧損	-	-	-	-	(17,086)	(17,086)
Repurchase of shares	回購股份	(4,656)	-	-	-	-	(4,656)
Employees share option scheme: - value of employee services	僱員購股權計劃： - 僱員服務價值	-	-	-	266	-	266
At 31 December 2012	於二零一二年十二月三十一日	<u>726,956</u>	<u>12,037</u>	<u>228,004</u>	<u>13,553</u>	<u>608,747</u>	<u>1,589,297</u>
At 1 January 2013	於二零一三年一月一日	726,956	12,037	228,004	13,553	608,747	1,589,297
Loss for the year	年度虧損	-	-	-	-	(575,140)	(575,140)
Issue of shares	發行股份	8,735	-	-	-	-	8,735
Share issue expenses	股份發行支出	(280)	-	-	-	-	(280)
Release upon lapse of share options	於購股權失效後回撥	-	-	-	(13,553)	13,553	-
At 31 December 2013	於二零一三年十二月三十一日	<u>735,411</u>	<u>12,037</u>	<u>228,004</u>	<u>-</u>	<u>47,160</u>	<u>1,022,612</u>

Contributed surplus represents (i) the difference between the nominal amount of the shares issued and the book value of the underlying net assets of subsidiaries acquired; and (ii) transfer from share premium account. It can be utilised for issuance of bonus shares or for capital redemption upon repurchase of shares.

Under the Companies Act 1981 of Bermuda, contributed surplus is distributable to shareholders subject to the condition that a company shall not declare or pay a dividend, or make a distribution out of contributed surplus if (i) it is, or would after the payment be, unable to pay its liabilities as they become due, or (ii) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

繳入盈餘乃(i)股份發行之面值與購入附屬公司之淨資產帳面值之差額；及(ii)由股份溢價帳轉入。繳入盈餘可供發行紅股或購回股份時作資本贖回使用。

根據百慕達一九八一年公司法，繳入盈餘可分派給股東，但如(i)於分派後，公司未能償還到期債務或(ii)其資產之可變現價值少於其負債、已發行股本及股份溢價帳之總和，本公司不能宣佈或支付股息或分派繳入盈餘。

Notes to the Consolidated Financial Statements 綜合財務報表附註

22 OTHER RESERVES AND RETAINED PROFITS (continued)

The Company's reserves (excluding retained profits) as at 31 December 2013 available for distribution to shareholders were represented by the contributed surplus of approximately HK\$228,004,000 (2012: HK\$228,004,000).

22 其它儲備及保留盈利(續)

於二零一三年十二月三十一日，可供分派給股東之本公司儲備(不包括保留盈利)為繳入盈餘約港幣228,004,000元(二零一二年：港幣228,004,000元)。

23 BORROWINGS

23 貸款

		Group 集團	
		2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
Non-current	非流動		
Bank borrowings	銀行貸款	164,103	191,297
Other loans from non-controlling shareholders of subsidiaries	附屬公司非控股股東的其它貸款	59,936	59,722
Finance lease liabilities	融資租賃負債	446	1,220
		224,485	252,239
Current	流動		
Bank overdrafts (Note 35(b))	銀行透支(附註35(b))	4	5,758
Bank borrowings	銀行貸款	674,041	732,557
Other loans	其它貸款	20,000	10,000
Finance lease liabilities	融資租賃負債	463	537
		694,508	748,852
Total borrowings	總貸款	918,993	1,001,091

Notes to the Consolidated Financial Statements 綜合財務報表附註

23 BORROWINGS (continued)

Secured borrowings are as follows:

Bank borrowings	銀行貸款
Finance lease liabilities	融資租賃負債

Bank borrowings of approximately HK\$541,217,000 (2012: HK\$601,003,000) were secured by certain leasehold land and land use rights, buildings, investment properties, pledged bank deposits and interest of shares in certain subsidiaries (see Notes 6, 7, 8 and 18). Finance lease liabilities are effectively secured as the rights to the leased assets revert to the lessor in the event of default.

Other loans from non-controlling shareholders of subsidiaries were unsecured, non-interest bearing and not repayable within one year.

Certain banking facilities of the Group are subject to the fulfilment of covenants relating to certain of the Group's balance sheet ratios, as are commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants, the drawn down facilities would become payable on demand. The Group regularly monitors its compliance with these covenants. Further details of the Group's management of liquidity risk are set out in Note 3.1(c). As at 31 December 2012 and 2013, none of the covenants relating to the drawn down facilities had been breached.

23 貸款(續)

有抵押貸款如下：

	2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
	541,217	601,003
	909	1,757
	542,126	602,760

銀行貸款約港幣541,217,000元(二零一二年：港幣601,003,000元)以部份租賃土地及土地使用權、樓宇、投資物業、抵押銀行存款及部份附屬公司的股份作抵押(見附註6、7、8及18)。融資租賃負債實際上已有抵押，因為在違約時租賃資產的權益將歸屬出租人。

附屬公司非控股股東的其它貸款並無抵押、免利息及不須於一年內償還。

本集團部分銀行信貸須受履行與本集團若干資產負債比率有關的契約所規限。該等契約常見於與金融機構達成的借貸安排。若本集團違反契約，則已提取的貸款將須於要求時償還。本集團會定期監察該等契約的遵行情況。本集團管理流動資金風險的進一步詳情載於附註3.1(c)。於二零一二年及二零一三年十二月三十一日，本集團並無違反有關已提取信貸的契約。

Notes to the Consolidated Financial Statements 綜合財務報表附註

23 BORROWINGS (continued)

At 31 December 2012 and 2013, the Group's borrowings were repayable as follows:

23 貸款(續)

於二零一二年及二零一三年十二月三十一日，本集團貸款的償還情況如下：

	Bank borrowings and overdrafts 銀行貸款及透支		Other loans 其它貸款	
	2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元	2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
Within one year	674,045	738,315	20,000	10,000
Between one and two years	21,795	58,213	-	-
Between two and five years	71,795	44,776	59,936	59,722
Over five years	70,513	88,308	-	-
	838,148	929,612	79,936	69,722
			2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
Gross finance lease liabilities – minimum lease payments:				
Not later than one year			498	613
Later than one year and not later than five years			456	1,289
			954	1,902
Future finance charges on finance leases			(45)	(145)
Present value of finance lease liabilities			909	1,757
The present value of finance lease liabilities is as follows:				
Not later than one year			463	537
Later than one year and not later than five years			446	1,220
			909	1,757

Notes to the Consolidated Financial Statements 綜合財務報表附註

23 BORROWINGS (continued)

The effective interest rates at the end of the reporting period are as follows:

	2013				2012				
	US\$ 美元	RMB 人民幣	EUR 歐元	HK\$ 港元	US\$ 美元	RMB 人民幣	EUR 歐元	HK\$ 港元	Other 其它
Bank borrowings 銀行貸款	3.0%	7.2%	2.5%	2.5%	3.3%	7.1%	4.0%	2.5%	-
Finance lease liabilities 融資租賃負債	-	-	-	6.7%	-	-	-	5.1%	5.0%

The carrying amounts of the Group's borrowings are denominated in the following currencies:

		2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
US\$	美元	522,438	565,812
RMB	人民幣	207,175	211,292
HK\$	港元	158,044	164,842
EUR	歐元	31,336	58,737
Other	其它	-	408
		918,993	1,001,091

23 貸款(續)

於報告日期末的實際利率如下：

集團貸款的帳面金額以下列貨幣為單位：

24 DEFERRED INCOME TAX

The gross movement on the deferred income tax account is as follows:

		Group 集團	
		2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
At 1 January	於一月一日	(156,578)	(157,856)
Currency translation differences	貨幣匯兌差額	(6,247)	(3,237)
Consolidated income statement (charge)/credit (Note 31)	在綜合損益表 (扣除)/進帳 (附註31)	(20,161)	4,515
At 31 December	於十二月三十一日	(182,986)	(156,578)

24 遞延所得稅

遞延所得稅帳目之變動總額如下：

Notes to the Consolidated Financial Statements 綜合財務報表附註

24 DEFERRED INCOME TAX (continued)

The movement in deferred income tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

24 遞延所得稅(續)

年內遞延所得稅資產及負債之變動(沒有考慮與同一徵稅地區之結餘抵銷)如下:

Deferred income tax liabilities 遞延所得稅負債		Accelerated tax depreciation 加速稅項折舊		Investment properties 投資物業		Others 其它		Total 總額	
		2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元	2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元	2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元	2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
At 1 January	於一月一日	-	(85)	(140,919)	(127,653)	(67,753)	(63,320)	(208,672)	(191,058)
Credited/(Charged) to the consolidated income statement	在綜合損益表進帳/(扣除)	-	97	(21,158)	(12,265)	(2,946)	(2,103)	(24,104)	(14,271)
Currency translation differences	貨幣匯兌差額	-	(12)	(4,672)	(1,001)	(1,955)	(2,330)	(6,627)	(3,343)
At 31 December	於十二月三十一日	-	-	(166,749)	(140,919)	(72,654)	(67,753)	(239,403)	(208,672)

Deferred income tax assets 遞延所得稅資產		Decelerated tax depreciation 減速稅項折舊		Tax losses 稅損		Others 其它		Total 總額	
		2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元	2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元	2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元	2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
At 1 January	於一月一日	1,120	1,840	50,865	31,253	109	109	52,094	33,202
Credited/(Charged) to the consolidated income statement	在綜合損益表進帳/(扣除)	364	(700)	3,579	19,486	-	-	3,943	18,786
Currency translation differences	貨幣匯兌差額	(133)	(20)	510	126	3	-	380	106
At 31 December	於十二月三十一日	1,351	1,120	54,954	50,865	112	109	56,417	52,094

Notes to the Consolidated Financial Statements 綜合財務報表附註

24 DEFERRED INCOME TAX (continued)

Deferred income 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 the deferred income taxes relate to the same fiscal authority. The following amounts, determined after appropriate offsetting, are shown in the consolidated balance sheet as assets/liabilities not realisable/due within one year:

Deferred income tax assets	遞延所得稅資產
Deferred income tax liabilities	遞延所得稅負債

Deferred income tax assets are recognised for tax losses carry forwards to the extent that the realisation of the related tax benefit through future taxable profits is probable. The Group has unrecognised tax losses of approximately HK\$630,035,000 (2012: HK\$603,698,000), which certain amounts are subject to approval from the Hong Kong Inland Revenue Department. Tax losses of PRC subsidiaries have an expiry period of five years, while tax losses of Hong Kong subsidiaries have no expiry date. Tax losses can be carried forward to offset future taxable income.

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprise established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5-10%. The Group is therefore liable to withholding taxes on dividends distributed by those subsidiaries and associates established in Mainland China in respect of earnings generated from 1 January 2008.

24 遞延所得稅(續)

當有法定權利可將現有稅項資產與現有稅務負債抵銷，而遞延所得稅涉及同一財政機關，則可將遞延所得稅資產與遞延所得稅負債互相抵銷。在計入適當抵銷後，下列金額在綜合資產負債表內以不可於一年內變現／到期之資產／負債列帳：

	2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
	44,979	42,620
	(227,965)	(199,198)
	(182,986)	(156,578)

遞延所得稅資產乃因應相關稅務利益可透過未來應課稅溢利變現而就所結轉之稅損作確認。本集團有未確認稅損約港幣630,035,000元(二零一二年：港幣603,698,000元)，其中部份需待香港稅務局批准。中國內地成立之附屬公司的稅損屆滿期為五年，而香港成立之附屬公司的稅損並無到期日。稅損可結轉以抵銷未來應課稅收入。

根據新中國企業所得稅法，於中國內地成立之外國投資企業向外國投資者宣派之股息須徵收10%預扣稅。此規定於二零零八年一月一日生效並適用於二零零七年十二月三十一日以後之盈利。倘中國內地與外國投資者所屬司法權區訂立稅務條約，則較低之預扣稅率可能會適用。就本集團而言，適用稅率為5-10%。因此，本集團須就其於中國內地成立之該等附屬公司及聯營公司就於二零零八年一月一日後產生之盈利而派付之股息繳納預扣稅。

Notes to the Consolidated Financial Statements 綜合財務報表附註

24 DEFERRED INCOME TAX (continued)

At 31 December 2013, no deferred income tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries and associates established in Mainland China. The aggregate amount of temporary differences associated with investments in subsidiaries and associates in Mainland China for which deferred income tax liabilities have not been recognised totalled approximately HK\$13,127,000 at 31 December 2013 (2012: HK\$16,840,000).

25 BILLS AND ACCOUNTS PAYABLE

The ageing analysis of bills and accounts payable is as follows:

Within three months	三個月內
Over three months but within six months	超過三個月而 不超過六個月
Over six months but within twelve months	超過六個月而 不超過十二個月
Over twelve months	超過十二個月

The carrying amounts of the Group's bills and accounts payable are denominated in the following currencies:

US\$	美元
RMB	人民幣
EUR	歐元
Others	其它

24 遞延所得稅(續)

於二零一三年十二月三十一日，概無就本集團於中國內地成立之附屬公司及聯營公司的未匯出盈利而應付之預扣稅確認任何遞延所得稅。尚未確認遞延所得稅負債之中國內地附屬公司及聯營公司投資並與之相關之暫時差異於二零一三年十二月三十一日合共約為港幣13,127,000元(二零一二年：約為港幣16,840,000元)。

25 應付票據及應付帳項

應付票據及應付帳項帳齡分析如下：

		Group 集團	
		2013	2012
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Within three months	三個月內	159,819	224,436
Over three months but within six months	超過三個月而 不超過六個月	44	125
Over six months but within twelve months	超過六個月而 不超過十二個月	655	124
Over twelve months	超過十二個月	16,555	14,932
		177,073	239,617

本集團的應付票據及應付帳項的帳面金額以下列貨幣為單位：

		2013	2012
		HK\$'000	HK\$'000
		港幣千元	港幣千元
US\$	美元	152,564	177,375
RMB	人民幣	21,535	23,348
EUR	歐元	2,959	38,868
Others	其它	15	26
		177,073	239,617

Notes to the Consolidated Financial Statements 綜合財務報表附註

26 PROVISION FOR LAND RESTORATION AND ENVIRONMENTAL COSTS

26 土地復原及環境成本撥備

		Group 集團	
		2013	2012
		HK\$'000	HK\$'000
		港幣千元	港幣千元
At 1 January	於一月一日	4,258	4,226
Currency translation differences	貨幣匯兌差額	131	32
		<u>4,389</u>	<u>4,258</u>
At 31 December	於十二月三十一日	<u>4,389</u>	<u>4,258</u>

The provision for land restoration and environmental costs is in relation to the estimated costs of complying with the Group's obligations for land reclamation. These costs are expected to be incurred on mine closure, which are based on current mineral reserve estimates.

土地復原及環境成本撥備是關於本集團對復墾的責任相關成本之估計。此項成本乃根據現有礦產資源儲備估計，並預期在礦井關閉時產生。

27 OTHER INCOME AND NET GAINS

27 其它收入及收益淨額

		2013	2012
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Fair value gains/(losses) on:	公平值收益/(虧損)：		
– financial assets at fair value through profit or loss	– 按公平值透過損益列帳的財務資產	4,909	2,863
– derivative financial instruments	– 衍生金融工具	(8,031)	–
Interest income on:	利息收入：		
– bank deposits	– 銀行存款	424	1,087
– other receivables	– 其它應收款	1,171	1,544
– due from an associate	– 聯營公司欠款	198	22
Dividend income	股息收入	17	80
Fair value gains on investment properties	投資物業的公平值收益	84,632	49,060
Gains/(Losses) on disposal of property, plant and equipment	出售物業、機器及設備之收益/(虧損)	9	(65)
Others	其它	5,545	4,167
		<u>88,874</u>	<u>58,758</u>

Notes to the Consolidated Financial Statements 綜合財務報表附註

28 EXPENSES BY NATURE

Expenses included in cost of sales, selling and distribution expenses and general and administrative expenses are analysed as follows:

	2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
Depreciation of property, plant and equipment		
– owned assets	8,626	10,562
– assets held under finance leases	512	768
Amortisation of prepaid operating lease payments	372	368
Amortisation of intangible assets	6,818	7,552
Operating lease rentals	6,122	5,801
Employee benefit expense (including directors' emoluments) (Note 29)	86,632	93,435
Provision for impairment of accounts receivable	105	3,465
Provision for inventories	320	–
Net exchange (gains)/losses	(1,470)	3,520
Auditors' remuneration	1,100	1,050

28 按性質分類的費用

列在銷售成本、銷售及分銷費用和一般及行政費用內的費用分析如下：

29 EMPLOYEE BENEFIT EXPENSE

	2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
Wages and salaries	77,808	83,728
Share options granted to directors and employees	–	266
Pension costs – defined contribution plans (Note (a))	5,478	5,755
Staff welfare	3,346	3,686
	86,632	93,435

29 僱員福利開支

Notes to the Consolidated Financial Statements 綜合財務報表附註

29 EMPLOYEE BENEFIT EXPENSE (continued)

Note:

(a) Pensions – defined contribution plans

The Group has arranged for its Hong Kong employees to participate in a defined contribution retirement scheme (the “Original Scheme”), which is managed by independently administered funds. The Group’s monthly contributions are based on 5% of employees’ monthly salaries. The employees are entitled to receive 100% of the Group’s contribution and the accrued interest thereon upon retirement or leaving the Group after completing ten years of service or at a reduced scale of 30% to 90% after completing three to nine years of services.

For the Hong Kong employees employed after 1 December 2000, the Group has arranged for these employees to join the Mandatory Provident Fund Scheme (the “MPF Scheme”), a defined contribution scheme managed by an independent trustee. Under the MPF Scheme, each of the Group and its employees make monthly contributions to the scheme at 5% of the employees’ earnings as defined under the Mandatory Provident Fund legislation. Prior to 1 June 2012, both the employer’s and the employees’ contributions are subject to a maximum of HK\$1,000 per month per employee. From 1 June 2012, both the employer’s and the employees’ contributions are subject to a maximum of HK\$1,250 per month per employee.

As stipulated by the rules and regulations in Mainland China, the Group contributes to state-sponsored retirement plans for its employees in Mainland China. The Group contributes to retirement plans at rates of approximately 14% to 22% of the basic salaries of its employees in Mainland China, and has no further obligations for the actual payment of pensions or post-retirement benefits. The state-sponsored retirement plans are responsible for the entire pension obligations payable to retired employees.

During the year, the aggregate amount of the Group’s contributions to the aforementioned schemes was approximately HK\$5,478,000 (2012: HK\$5,755,000) without deduction of forfeited contributions of the Original Scheme.

29 僱員福利開支(續)

附註：

(a) 退休金－界定供款計劃

本集團為香港僱員安排參與由獨立基金管理之界定供款退休計劃(「原計劃」)。本集團每月之供款按僱員月薪的5%計算。於退休或完成滿十年服務後離開本集團，僱員均有權收取全數集團的供款及應計利息，完成滿三至九年服務則可按30%至90%比例收取。

本集團為二零零零年十二月一日後入職香港僱員安排參與強制性公積金計劃(「強積金計劃」)，一個由獨立受託人管理的界定供款計劃。根據強積金計劃，本集團及其僱員各自須按照強制性公積金條例的規定，每月將僱員薪金的5%供款。於二零一二年六月一日前，僱主及僱員的各自供款最高為每名僱員每月港幣1,000元。由二零一二年六月一日起，僱主及僱員的各自供款最高為每名僱員每月港幣1,250元。

根據中國法例規定，本集團為其中國僱員參與國家資助的退休計劃。本集團按其僱員基本薪金約14%至22%供款。除年度供款外，本集團毋須承擔其它實際退休金付款或退休後福利的責任。國家資助的退休計劃負責應付退休僱員的全部養老金責任。

於年內，本集團對上述計劃作出的供款總額約港幣5,478,000元(二零一二年：港幣5,755,000元)，並無扣除原計劃的沒收供款。

Notes to the Consolidated Financial Statements 綜合財務報表附註

29 EMPLOYEE BENEFIT EXPENSE (continued)

Note: (continued)

(b) Directors' and chief executive's emoluments

The remuneration of every director and the chief executive for the year ended 31 December 2013 is set out below:

Name of director 董事姓名	Fees 袍金 HK\$'000 港幣千元	Salaries, allowances and benefits 薪金、津貼 及福利	Discretionary bonuses 酌情獎金 HK\$'000 港幣千元	Employer's contribution to pension scheme 退休計劃的 僱主供款 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
		HK\$'000 港幣千元		HK\$'000 港幣千元	
Executive directors 執行董事					
Mr. CHAN Shing (Note (i))	陳城先生 (附註(i))	–	5,897	245	6,142
Mr. SIT Hoi Tung	薛海東先生	–	2,713	125	2,838
Mr. YANG Dawei	楊大偉先生	–	607	–	607
Ms. LAU Ting	劉婷女士	–	4,636	214	4,850
Ms. TUNG Pui Shan, Virginia	董佩珊女士	–	1,915	88	2,003
Mr. KWOK Wai Lam	郭偉霖先生	–	1,859	86	1,945
Mr. SHAM Kai Man	岑啟文先生	–	1,859	86	2,045
Mr. YIN Mark (Note (ii))	尹虹先生 (附註(ii))	–	1,669	66	1,735
Independent non-executive directors 獨立非執行董事					
Mr. CUI Shu Ming	崔書明先生	363	–	–	363
Mr. HUANG Shenglan	黃勝藍先生	300	–	–	300
Mr. CHAN Ming Fai	陳明輝先生	300	–	–	300
Mr. CHIANG Bun (Note (iii))	蔣斌先生 (附註(iii))	144	–	–	144
		1,107	21,155	100	23,272

29 僱員福利開支(續)

附註：(續)

(b) 董事及高級管理層薪酬

截至二零一三年十二月三十一日止年度，每名董事及行政總裁的薪酬如下：

Notes to the Consolidated Financial Statements 綜合財務報表附註

29 EMPLOYEE BENEFIT EXPENSE (continued)

Note: (continued)

(b) Directors' and chief executive's emoluments (continued)

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

Name of director	Fees	Salaries, allowances and benefits	Discretionary bonuses	Employer's contribution to pension scheme	Employee share option benefits	Total
董事姓名	袍金	薪金、津貼及福利	酌情獎金	退休計劃的僱主供款	僱員購股權福利	總額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Executive directors 執行董事						
Mr. CHAN Shing	–	5,859	500	242	54	6,655
Mr. SIT Hoi Tung	–	2,616	300	120	54	3,090
Mr. YANG Dawei	–	600	–	–	22	622
Ms. LAU Ting	–	4,602	450	212	54	5,318
Ms. TUNG Pui Shan, Virginia	–	1,847	180	85	54	2,166
Mr. KWOK Wai Lam	–	1,792	280	83	54	2,209
Mr. SHAM Kai Man	–	1,792	320	83	54	2,249
Mr. YIN Mark	–	1,618	150	64	54	1,886
Independent non-executive directors 獨立非執行董事						
Mr. CUI Shu Ming	363	–	–	–	22	385
Mr. HUANG Shenglan	300	–	–	–	22	322
Mr. CHAN Ming Fai	300	–	–	–	–	300
Mr. CHIANG Bun (Note (iii))	4	–	–	–	–	4
	967	20,726	2,180	889	444	25,206

Notes:

- (i) The chief executive of the Company is Mr. CHAN Shing, who is also one of the executive directors of the Company.
- (ii) Resigned on 12 March 2014.
- (iii) Appointed on 21 December 2012.

29 僱員福利開支(續)

附註：(續)

(b) 董事及高級管理層薪酬(續)

截至二零一二年十二月三十一日止年度，每名董事及行政總裁的薪酬如下：

Name of director	Fees	Salaries, allowances and benefits	Discretionary bonuses	Employer's contribution to pension scheme	Employee share option benefits	Total
董事姓名	袍金	薪金、津貼及福利	酌情獎金	退休計劃的僱主供款	僱員購股權福利	總額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Executive directors 執行董事						
Mr. CHAN Shing	–	5,859	500	242	54	6,655
Mr. SIT Hoi Tung	–	2,616	300	120	54	3,090
Mr. YANG Dawei	–	600	–	–	22	622
Ms. LAU Ting	–	4,602	450	212	54	5,318
Ms. TUNG Pui Shan, Virginia	–	1,847	180	85	54	2,166
Mr. KWOK Wai Lam	–	1,792	280	83	54	2,209
Mr. SHAM Kai Man	–	1,792	320	83	54	2,249
Mr. YIN Mark	–	1,618	150	64	54	1,886
Independent non-executive directors 獨立非執行董事						
Mr. CUI Shu Ming	363	–	–	–	22	385
Mr. HUANG Shenglan	300	–	–	–	22	322
Mr. CHAN Ming Fai	300	–	–	–	–	300
Mr. CHIANG Bun (Note (iii))	4	–	–	–	–	4
	967	20,726	2,180	889	444	25,206

附註：

- (i) 本公司之行政總裁為陳城先生，亦為本公司之執行董事之一。
- (ii) 於二零一四年三月十二日離任。
- (iii) 於二零一二年十二月二十一日委任。

Notes to the Consolidated Financial Statements 綜合財務報表附註

29 EMPLOYEE BENEFIT EXPENSE (continued)

Note: (continued)

(c) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include four (2012: five) directors whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining one non-director, highest paid individual for the year ended 31 December 2013 are as follows:

Salaries, allowance and benefits	薪金、津貼及福利
Discretionary bonuses	酌情獎金
Employer's contributions to pension scheme	退休計劃的僱主供款

For the years ended 31 December 2012 and 2013, no payments had been made by the Group to the directors or the highest paid individual in respect of inducement to join or compensation for loss of office, and no directors or the highest paid individual waived any of the emoluments.

30 FINANCE COSTS

Interest on:

- bank borrowings not wholly repayable within five years
- bank borrowings wholly repayable within five years
- other loans
- finance lease liabilities

利息：

- 不用於五年內全數償還的銀行貸款
- 於五年內全數償還的銀行貸款
- 其它貸款
- 融資租賃負債

2013	2012
HK\$'000	HK\$'000
港幣千元	港幣千元
10,806	-
32,908	50,503
285	2,689
72	115
44,071	53,307

29 僱員福利開支(續)

附註：(續)

(c) 五位最高薪酬人士

本年度集團最高薪酬的五位人士包括四位(二零一二年：五位)董事，他們的薪酬在上文呈報的分析中反映。截至二零一三年十二月三十一日止年度，餘下一位非董事，最高薪人士的薪酬如下：

2013
HK\$'000
港幣千元
1,056
1,500
20
2,576

截至二零一二年及二零一三年十二月三十一日止年度，本集團概無因就職或離職補償而向董事或最高薪人士支付款項，概無董事或最高薪人士放棄收取酬金。

30 融資成本

Notes to the Consolidated Financial Statements 綜合財務報表附註

31 INCOME TAX EXPENSE

The Company is exempted from taxation in Bermuda until 2016. The Company's subsidiaries established in the British Virgin Islands are exempted from British Virgin Islands income taxes. Hong Kong profits tax has been provided at the rate of 16.5% (2012: 16.5%) on the estimated assessable profit arising in or derived from Hong Kong for the year. Subsidiaries of the Group in Mainland China are subject to Mainland China enterprise income tax of 25% (2012: 25%) on their taxable income determined according to Mainland China tax laws. Taxation on other overseas profits has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing in the countries in which the Group operates.

No provision for Hong Kong profits tax has been provided as the Group had no assessable profit arising in or derived from Hong Kong for the year ended 31 December 2013 (2012: Nil).

31 所得稅支出

本公司可免繳百慕達稅項直至二零一六年。於英屬處女群島成立之附屬公司可免繳英屬處女群島所得稅。香港利得稅按本年度預計產生或源自香港的應課稅盈利之16.5% (二零一二年：16.5%)撥備。本集團於中國之附屬公司須繳交中國企業所得稅，按中國稅法確定應課稅所得之25% (二零一二年：25%)計算。其它海外盈利之稅項已根據估計年度應課稅盈利按本集團經營業務國家之現行稅率計算。

截至二零一三年十二月三十一日止年度，因本集團並無產生或源自香港的應課稅盈利，香港利得稅沒有撥備 (二零一二年：無)。

		2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
Current tax:	本年稅項：		
– Mainland China taxation	– 中國稅項	5,981	4,543
Adjustments in respect of prior years:	以前年度調整：		
– Hong Kong profits tax	– 香港利得稅	–	(68)
– Mainland China taxation	– 中國稅項	332	54
		332	(14)
Deferred tax:	遞延稅項：		
Origination and reversal of temporary differences	暫時差異的產生及轉回	20,161	(4,515)
Income tax expense	所得稅支出	26,474	14

Notes to the Consolidated Financial Statements 綜合財務報表附註

31 INCOME TAX EXPENSE (continued)

The tax on the Group's profit/(loss) before income tax differs from the theoretical amount that would arise using the tax rate of the home country of the Company as follows:

		2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
Profit/(Loss) before income tax	除所得稅前盈利/(虧損)	45,985	(457,794)
Calculated at a tax rate of 16.5% (2012: 16.5%)	按稅率16.5% (二零一二年：16.5%)計算	7,587	(75,536)
Effect of different taxation rates in other countries	其它國家不同稅率之影響	8,703	1,793
Income not subject to taxation	無須課稅之收入	(490)	(470)
Expenses not deductible for taxation purposes	不可扣稅之支出	2,504	68,151
Unrecognised tax losses	未確認稅損	9,294	45,620
Adjustments in respect of prior years	以前年度調整	332	(14)
Utilisation of previously unrecognised tax losses	使用早前未有確認之稅損	-	(110)
Others	其它	(1,456)	(39,420)
Tax charge	稅項支出	26,474	14

31 所得稅支出(續)

本集團有關除所得稅前盈利/(虧損)之稅項與假若採用本公司本土國家之稅率而計算之理論稅額之差額如下：

32 LOSS ATTRIBUTABLE TO OWNERS OF THE COMPANY

The loss attributable to owners of the Company is dealt with in the financial statements of the Company to the extent of a loss of approximately HK\$575,140,000 (2012: HK\$17,086,000).

32 本公司權益持有人應佔虧損

已於本公司財務報表反映之本公司權益持有人應佔虧損達約港幣575,140,000元(二零一二年：港幣17,086,000元)。

Notes to the Consolidated Financial Statements 綜合財務報表附註

33 LOSS PER SHARE

Basic and diluted

Basic and diluted loss per share are calculated by dividing the loss attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year.

		2013	2012
Loss attributable to owners of the Company (HK\$'000)	本公司權益持有人應佔虧損(港幣千元)	<u>(3,667)</u>	(465,055)
Weighted average number of ordinary shares in issue (thousands)	已發行普通股的加權平均數(千計)	<u>4,461,613</u>	4,644,920
Basic and diluted loss per share (HK cents)	每股基本及攤薄虧損(港仙)	<u><u>(0.08)</u></u>	(10.01)

The outstanding share options during the years ended 31 December 2012 and 2013 have an anti-dilutive effect on the basic loss per share.

33 每股虧損

基本及攤薄

每股基本及攤薄虧損根據本公司權益持有人應佔虧損，除以年內已發行普通股的加權平均數目計算。

截至二零一二年及二零一三年十二月三十一日止年內尚未行使的購股權對每股基本虧損存有反攤薄作用。

34 DIVIDENDS

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

34 股息

董事局不擬就截至二零一三年十二月三十一日止年度派付末期股息(二零一二年：無)。

Notes to the Consolidated Financial Statements 綜合財務報表附註

35 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

35 綜合現金流量表附註

(a) Cash generated from operations

(a) 營運產生的現金

		2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
Profit/(Loss) for the year	年度盈利/(虧損)	19,511	(457,808)
Adjustments for:	調整：		
– Tax	– 稅項	26,474	14
– Depreciation of property, plant and equipment	– 物業、機器及設備折舊	9,138	11,330
– Amortisation	– 攤銷	7,190	7,920
– Goodwill impairment charge	– 商譽減值	–	394,030
– Impairment losses on an associate	– 聯營公司減值	–	2,237
– (Gains)/Losses on disposal of property, plant and equipment	– 出售物業、機器及設備之(收益)/虧損	(9)	65
– Share option expenses	– 購股權支出	–	266
– Fair value gains on investment properties	– 投資物業的公平值收益	(84,632)	(49,060)
– Fair value gains on financial assets at fair value through profit or loss	– 按公平值透過損益列帳的財務資產之公平值收益	(4,909)	(2,863)
– Fair value losses on derivative financial instruments	– 衍生金融工具之公平值虧損	8,031	–
– Fair value losses on other financial assets	– 其它財務資產之公平值虧損	–	686
– Dividends received from financial assets at fair value through profit or loss	– 收取按公平值透過損益列帳的財務資產股息	(17)	(80)
– Interest income	– 利息收入	(1,793)	(2,653)
– Finance costs	– 融資成本	44,071	53,307
– Share of (profits)/losses of associates	– 所佔聯營公司(盈利)/虧損	(799)	521
– Provision for impairment of accounts receivable	– 應收帳項減值撥備	105	3,465
– Provision for inventories	– 存貨撥備	320	–
– Effect of foreign exchange rate changes	– 外幣匯率變動之影響	(576)	(2,490)
		22,105	(41,113)
Changes in working capital:	營運資金變更：		
– Inventories	– 存貨	30,007	60,232
– Bills and accounts receivable	– 應收票據及應收帳項	59,017	94,175
– Deposits, prepayments and other receivables	– 按金、預付款及 其它應收款	(21,299)	85,445
– Bills and accounts payable	– 應付票據及應付帳項	(62,544)	11,022
– Other payables and accruals	– 其它應付帳項及 應計費用	(16,141)	(920)
Cash generated from operations	營運產生的現金	11,145	208,841

Notes to the Consolidated Financial Statements 綜合財務報表附註

35 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(b) Analysis of the balances of cash and cash equivalents

		2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
Cash at bank and on hand	銀行及庫存現金	142,335	204,832
Short-term bank deposits	短期銀行存款	22,657	24,665
		164,992	229,497
Less: Pledged bank deposits	減：抵押銀行存款	(22,657)	(24,665)
Bank overdrafts	銀行透支	(4)	(5,758)
		142,331	199,074

35 綜合現金流量表附註(續)

(b) 現金及現金等價物結餘分析

36 COMMITMENTS AND CONTINGENT LIABILITIES

(a) Capital commitments

		2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
Contracted but not provided	已簽約但未撥備		
– Property, plant and equipment	– 物業、機器及設備	–	12,802

(b) Operating lease commitments – where the Group is the lessee

At 31 December 2013, the Group had future aggregate minimum lease payments under non-cancellable operating leases as follows:

		2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
Not later than one year	不超過一年	7,133	6,874
Later than one year and not later than five years	一年後 但不超過五年	15,663	19,946
Over five years	超過五年	14,277	14,410
		37,073	41,230

36 承擔及或然負債

(a) 資本承擔

(b) 營運租賃承擔 – 本集團為承租人

於二零一三年十二月三十一日，集團根據不可撤銷之營運租賃而於未來支付之最低租賃付款總額如下：

Notes to the Consolidated Financial Statements 綜合財務報表附註

36 COMMITMENTS AND CONTINGENT LIABILITIES (continued)

(c) Operating leases – where the Group is the lessor

At 31 December 2013, the Group had future minimum lease payments receivable under non-cancellable operating leases as follows:

Not later than one year	不超過一年
Later than one year and not later than five years	超過一年 但不超過五年
Over five years	超過五年

Contingent-based rents recognised in the consolidated income statement were approximately HK\$4,234,000 (2012: HK\$2,620,000).

(d) Financial guarantees

Guarantees given to banks for mortgage facilities granted to the buyers of the Group's properties	為集團物業購買者按揭貸款而向銀行作出之擔保
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In the opinion of the directors, no material liabilities will arise from the above guarantees which arose in the ordinary course of business and the fair value of the financial guarantees granted by the Group is immaterial.

(e) Forward foreign currency exchange contracts

At 31 December 2013, the Group had commitment in respect of outstanding forward foreign currency exchange contracts with a maximum aggregate notional amounts of US dollar of 19,500,000, 52,000,000 and 4,650,000 against HK dollar, RMB and Euro, respectively.

At 31 December 2012, the Group had commitment in respect of outstanding forward foreign currency exchange contracts with the maximum aggregate notional amount of US dollar of 56,000,000.

36 承擔及或然負債(續)

(c) 營運租賃—本集團為出租人

於二零一三年十二月三十一日，本集團根據不可撤銷的營運租賃而於未來收取之最低租賃款項總額如下：

	2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
Not later than one year	37,794	34,754
Later than one year and not later than five years	39,701	45,263
Over five years	1,247	2,613
	78,742	82,630

於綜合損益表確認的或然租金約為港幣4,234,000元(二零一二年：港幣2,620,000元)。

(d) 財務擔保

	2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
Guarantees given to banks for mortgage facilities granted to the buyers of the Group's properties	97	94

董事認為，上述擔保於一般業務過程中不會產生重大負債，而本集團所提供財務擔保之公平值極微。

(e) 遠期外匯合約

於二零一三年十二月三十一日，本集團未履行的遠期外匯合約承擔為最多須購入分別19,500,000、52,000,000及4,650,000美元對港元、人民幣及歐元。

於二零一二年十二月三十一日，本集團未履行的遠期外匯合約承擔為最大名義本金為56,000,000美元。

Notes to the Consolidated Financial Statements 綜合財務報表附註

36 COMMITMENTS AND CONTINGENT LIABILITIES (continued)

(f) Contingent liabilities

At 31 December 2013, the Group's contingent liabilities relating to Mainland China land appreciation tax amounted to approximately HK\$31,747,000 (2012: HK\$30,800,000).

37 TRANSACTIONS WITH NON-CONTROLLING INTERESTS

Acquisition of additional interests in a subsidiary

During the year ended 31 December 2013, the Group acquired an additional 30% equity interest in Dor Uluslararası Tasimacılık Madencilik Ve Dis Ticaret Anonim Sirketi ("DOR"). The carrying amount of the non-controlling interests in DOR on the date of acquisition was approximately HK\$1,555,000. The Group recognised an increase in non-controlling interests of approximately HK\$1,555,000 and a decrease in equity attributable to owners of the Group of approximately HK\$1,555,000.

38 CHARGE ON ASSETS

At 31 December 2013, the following assets were pledged:

- (a) Certain leasehold land, land use rights and buildings with a net book amount of approximately HK\$91,619,000 (2012: HK\$94,725,000);
- (b) Certain motor vehicles with a net book amount of approximately HK\$679,000 (2012: HK\$1,681,000);
- (c) Certain investment properties of approximately HK\$985,086,000 (2012: HK\$879,310,000);
- (d) Certain short-term bank deposits of approximately HK\$22,657,000 (2012: HK\$24,665,000); and
- (e) Interest of shares in certain subsidiaries.

36 承擔及或然負債(續)

(f) 或然負債

於二零一三年十二月三十一日，本集團有關中國土地增值稅的或然負債約港幣31,747,000元(二零一二年：港幣30,800,000元)。

37 與非控股權益交易

收購附屬公司的額外權益

截至二零一三年十二月三十一日止年內，本集團收購了Dor Uluslararası Tasimacılık Madencilik Ve Dis Ticaret Anonim Sirketi(「DOR」)額外30%股本權益。於收購日當天，DOR的非控股權益之帳面值約港幣1,555,000元。本集團確認非控股權益之帳面值增加約港幣1,555,000元及歸屬於本集團持有人的權益減少約港幣1,555,000元。

38 資產抵押

於二零一三年十二月三十一日，以下資產已予抵押：

- (a) 部份租賃土地、土地使用權及樓宇帳面淨值約港幣91,619,000元(二零一二年：港幣94,725,000元)；
- (b) 部份汽車帳面淨值約港幣679,000元(二零一二年：港幣1,681,000元)；
- (c) 部份投資物業約港幣985,086,000元(二零一二年：港幣879,310,000元)；
- (d) 部份短期銀行存款約港幣22,657,000元(二零一二年：港幣24,665,000元)；及
- (e) 部份附屬公司的股票權益。

Notes to the Consolidated Financial Statements 綜合財務報表附註

39 RELATED PARTY TRANSACTIONS

Saved as disclosed elsewhere in these consolidated financial statements, the Group had the following material related party transactions for the year ended 31 December 2013:

- (a) Related party transactions which were carried out in the normal course of the Group's business are as follows:

Rental income received from an associate	已收聯營公司租金收入
Service income received from associates	已收聯營公司服務收入
Interest income received from an associate	已收聯營公司利息收入

These related party transactions did not constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Rules Governing the Listing of Securities on the Stock Exchange.

- (b) Compensation to key management personnel

Wages and salaries	薪金工資
Pension costs – defined contribution plans	退休成本 – 界定供款計劃
Staff welfare	員工福利
Employee share option benefits	僱員購股權福利

- (c) Corporate guarantees

Guarantees for general banking facilities and loan facilities granted to associates	為聯營公司銀行融資及貸款融資作出之擔保
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In the opinion of the directors, no material liabilities will arise from the above guarantees which arose in the ordinary course of business and the fair value of the corporate guarantees granted by the Group is immaterial.

39 關連方交易

除綜合財務報表其它部分已披露外，本集團於截至二零一三年十二月三十一日止年度曾進行以下重大有關連人士交易：

- (a) 按集團一般商業條款下進行之關連方交易如下：

2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
4,907	3,625
714	617
198	22

根據聯交所證券上市規則第14A章，此等關連方交易不會被視為關連交易或持續關連交易。

- (b) 主要管理人員酬金

2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
21,246	22,764
910	889
1,116	1,109
–	444
23,272	25,206

- (c) 公司擔保

2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元
11,160	22,420

董事認為，上述擔保於一般業務過程中不會產生重大負債，而本集團所提供公司擔保之公平值極微。

Notes to the Consolidated Financial Statements 綜合財務報表附註

39 RELATED PARTY TRANSACTIONS (continued)

- (d) Details of loan to a director of the Company, disclosed pursuant to Section 161B of the Hong Kong Companies Ordinance, are as follows:

Name of borrower 借款人姓名	YIN Mark 尹虹
Position 職位	Executive Director 執行董事
Terms of the loan 貸款詳情	
– interest rate – 利率	4% per annum 年息四厘
– security – 抵押	unsecured 無抵押
– repayment term – 還款年期	3 years 三年
– borrowing date – 借款日	25 April 2013 二零一三年四月二十五日
Balance of loan in respect of principal 貸款本金結餘	
– at 31 December 2013 – 於二零一三年十二月三十一日	HK\$817,000 港幣817,000元
– at 31 December 2012 – 於二零一二年十二月三十一日	– –
Maximum balance outstanding during the year 年內最高欠款額	HK\$980,000 港幣980,000元

39 關連方交易(續)

- (d) 根據公司條例第161B條而須披露公司董事貸款之詳情如下：

Schedule of Properties held for Investment 投資物業一覽表

Address 地址	Lease 租約種類	Existing use 現行用途	Group's interest 集團權益
537 Wenchang Road Central, Yangzhou, Jiangsu Province, China 中國江蘇省 揚州市 文昌中路537號	Medium lease 中期租約	Commercial 商業	69%

Five Years' Financial Summary 五年財務概要

The results, assets and liabilities of the Group for the last five financial years are as follows:

本集團過去五個財政年度之業績、資產及負債如下：

		2013 HK\$'000 港幣千元	2012 HK\$'000 港幣千元	2011 HK\$'000 港幣千元	2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
Results	業績					
Turnover	營業額	4,548,175	4,916,324	7,623,154	6,080,074	3,256,714
Gross profit	毛利	146,001	95,309	179,129	156,753	97,754
Operating profit/(loss)	經營盈利/(虧損)	89,257	(7,013)	60,612	81,918	67,227
(Loss)/Profit attributable to:	(虧損)/盈利歸屬於：					
Owners of the Company	本公司權益持有人	(3,667)	(465,055)	(304,687)	549,444	(4,646)
Non-controlling interests	非控股權益	23,178	7,247	12,483	14,820	12,310
		19,511	(457,808)	(292,204)	564,264	7,664
Assets and liabilities	資產及負債					
Non-current assets	非流動資產	1,804,955	1,671,482	2,021,916	1,908,966	1,206,860
Current assets	流動資產	1,568,815	1,733,207	2,022,876	2,502,844	1,891,420
Total assets	總資產	3,373,770	3,404,689	4,044,792	4,411,810	3,098,280
Non-current liabilities	非流動負債	456,839	455,695	415,136	550,719	398,352
Current liabilities	流動負債	1,074,724	1,206,017	1,363,063	1,599,825	1,111,877
Total liabilities	總負債	1,531,563	1,661,712	1,778,199	2,150,544	1,510,229
Total equity	總權益	1,842,207	1,742,977	2,266,593	2,261,266	1,588,051